

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	
	:	Chapter 11 Case No.
Allegiance Telecom, Inc., <u>et al.</u> ,	:	03-13057 (RDD)
	:	
Debtors.	:	Jointly Administered

**ORDER APPROVING APPLICATIONS FOR INTERIM ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon the applications (the “Applications”) for interim allowance of compensation for professional services and for reimbursement of actual and necessary expenses pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), filed by the professionals listed on Exhibit A annexed hereto (the “Professionals”), retained in the chapter 11 cases of Allegiance Telecom, Inc., and its affiliated debtors in the above-captioned case (collectively, the “Debtors”), and upon consideration of the Objection (the “Objection”) of the United States Trustee in Regard to the Applications for First Interim Compensation and Reimbursement Expenses; all as more fully set forth in the Applications and the Objection; and the Court having considered the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996, and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals in the Debtors’ chapter 11 cases, dated June 13, 2003 (the “Administrative Order”); and the Court having

jurisdiction to consider the Applications and the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been provided to the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), the attorneys for the Debtors’ prepetition lenders, the attorneys for the statutory committee of unsecured creditors, and those parties entitled to notice pursuant to the Administrative Order, and no other or further notice need be provided; and the relief requested in the Applications, as modified herein in response to the objection of the U.S. Trustee, being necessary and appropriate to the administration of the Debtors’ chapter 11 cases and being in the best interests of the Debtors and other parties in interest; and a hearing having been held before this Court to consider the Applications (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Applications and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to section 331 of the Bankruptcy Code, compensation to the Professionals for professional services rendered during the time periods set forth on Exhibit A annexed hereto, are hereby allowed in the amounts set forth on Exhibit A in the column entitled “Total Fees Allowed,” provided that payment of ten percent (10%) of such allowance of fees shall be withheld (the “Holdback”) until the final hearing to consider fees incurred by professionals in these chapter 11 cases or prior thereto; and it is further

ORDERED that reimbursement to Professionals for expenses incurred during the time periods set forth on Exhibit A are hereby allowed in the amounts set forth on Exhibit A in the column entitled "Expenses Allowed;" and it is further

ORDERED that each of the Professionals shall comply with their respective agreements with the U.S. Trustee resolving the issues raised in the Objection in respect of their application; and it is further

ORDERED that the Debtors are authorized and directed to pay to the Professionals all fees and expenses allowed herein, less the Holdback, that have not otherwise been paid pursuant to the Administrative Order.

Dated: December 17, 2003
New York, New York

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Case Number: 03-13057 (RDD)

Case Name: Allegiance Telecom, Inc., et al.,

CURRENT FEE PERIOD								
Applicant	App. Date/ Docket No.	Time Period	Total Fees Requested	Total Fees Allowed	Fee Holdback for First Interim Period (10%)	Total Fees Payable by Debtors	Total Expenses Requested	Expenses Allowed and Payable by Debtors
Kirkland & Ellis Counsel for the Debtors	11/11/03 598	5/14/03- 9/30/03	\$1,575,506.50	\$1,575,506.50	\$157,550.65	\$1,417,955.85	\$87,242.49	\$87,242.49
Togut, Segal & Segal Bankruptcy Co-Counsel for the Debtors	11/10/03 596	5/14/03- 9/30/03	\$144,449.50	\$144,449.50	\$14,444.95	\$130,004.55	\$4,971.97	\$4,349.07
Latham & Watkins LLP Counsel to the Special Committee of the Board of Directors	11/10/03 589	5/14/03- 9/30/03	\$193,829.50	\$193,829.50	\$19,382.95	\$174,446.55	\$5,938.50	\$5,938.50
Greenhill & Co., LLC Financial Advisor to the Debtors	11/12/03 608	5/14/03- 9/30/03	\$801,612.90	\$801,612.90	\$80,161.29	\$721,451.61	\$42,613.78	\$42,480.63
Impala Partners LLC Chief Restructuring Officer to the Debtors	11/10/03 590	6/16/03- 9/30/03	\$950,000.00	\$950,000.00	\$95,000	\$855,000.00	\$115,554.65	\$114,574.65
Akin Gump Strauss Hauer & Feld LLP Counsel for the Committee	11/10/03 594	5/28/03- 9/30/03	\$810,561.25	\$810,561.25	\$81,056.12	\$729,505.08	\$61,271.12	\$60,157.52
Houlihan Lokey Howard & Zukin Capital Financial Advisor to the Committee	11/10/03 591	6/03/03- 9/30/03	\$590,000.00	\$590,000.00	\$59,000.00	\$531,000.00	\$36,382.70	\$33,001.70
Communications Technology Advisors LLC Industry Advisor to the Committee	11/10/03 592	6/03/03- 9/30/03	\$491,666.67	\$491,666.67	\$49,166.67	\$442,500.00	\$58,872.98	\$57,570.86

Date: 12/17/2003

Initials: RDD USBJ

ALL FEE PERIODS (INCLUDING THIS PERIOD)

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