

WEIL, GOTSHAL & MANGES LLP
Attorneys for Debtors and Debtors in Possession
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Marcia L. Goldstein, Esq. (MG 2606)
Lori R. Fife, Esq. (LF 2839)
Alfredo R. Pérez, Esq.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
ALLEGIANCE TELECOM, INC., <i>et al.</i> ,	:	Case No. 03-13057 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
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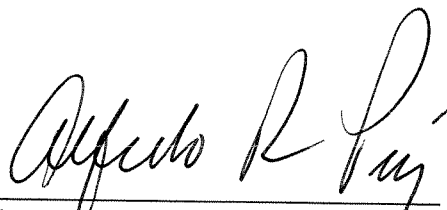
**NOTICE OF SETTLEMENT OF PROPOSED ORDER GRANTING THE
PROVISIONAL MOTION OF WORLD COM, INC. AND ITS DEBTOR
AFFILIATES FOR RELIEF FROM THE AUTOMATIC STAY
WITH RESPECT TO A CERTAIN LETTER OF CREDIT**

PLEASE TAKE NOTICE that, pursuant to Local Bankruptcy Rule 9074-1, the annexed order granting the Provisional Motion of WorldCom, Inc. and its Debtor Affiliates for Relief From the Automatic Stay with respect to a Certain Letter of Credit (Docket No. 746) will be presented for signature to the Honorable Robert D. Drain, United States Bankruptcy Judge, Room 610, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on February 17, 2004 at 12:00 noon (Eastern Time).

PLEASE TAKE FURTHER NOTICE that any counterproposal must be submitted in writing so as to conform to the Federal Rules of Bankruptcy Procedure and

the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-242 upon (i) Kirkland & Ellis LLP, Citigroup Center, 153 East 53rd Street, New York, NY, Attention: Jonathan S. Henes, Esq., (ii) Togut, Seagal & Seagal LLP, One Penn Plaza, New York, NY 10119, Attention; Gerry DeConza, Esq., (iii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attention; Pamela J. Lustrin, Esq., (iv) Akin Gump Strauss Hauer Feld LLP, 590 Madison Ave., New York, NY 10022, Attn: Ira S. Dizengoff, Esq., and (v) Weil, Gotshal & Manges LLP, 700 Louisiana, Suite 1600, Houston, TX 77002, Attention: Alfredo R. Pérez, Esq., so as to be received no later than February 13, 2004 at 4:00 p.m. (Eastern Time).

Dated: Houston, Texas
February 6, 2004



Alfredo R. Pérez, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

and

WEIL, GOTSHAL & MANGES, LLP
700 Louisiana, Suite 1600
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511
Attorneys for WorldCom, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
ALLEGIANCE TELECOM, INC., *et al.*, : Case No. 03-13057 (RDD)
Debtors. : (Jointly Administered)
: :
: :
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**ORDER GRANTING PROVISIONAL MOTION OF WORLDCOM, INC. AND
ITS DEBTOR AFFILIATES FOR RELIEF FROM THE AUTOMATIC STAY
WITH RESPECT TO A CERTAIN LETTER OF CREDIT**

Upon the motion (the "Motion") dated December 12, 2003 of WorldCom, Inc. and its debtors affiliates (collectively, "WorldCom") seeking provisional relief from the automatic stay pursuant to section 362(d) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") to permit WorldCom to provide notice of its intent to draw on a certain letter of credit, dated April 28, 2003 (the "LOC"), issued by JPMorgan Chase Bank to WorldCom as sole beneficiary, and to permit WorldCom to draw on the LOC in the amount of the Undisputed Charges,¹ as described more fully in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and a hearing (the "Hearing") having been held before the Court on February 4, 2004; and the Court having reviewed the Motion, the papers in support thereof, and the

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

responses and objections thereto; and upon the Motion, the arguments of counsel at the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that Motion is granted; and it is further

ORDERED that relief from the automatic stay is not necessary to permit WorldCom to draw on the LOC in the amount of the Undisputed Charges; and it is further

ORDERED that the relief granted herein, as further explained on the record, is without prejudice to whatever rights the Debtors' have with respect to the Settlement Agreement; and it is further

ORDERED that the requirement pursuant to Local Rule 9013-10(b) that WorldCom file a memorandum of law in support of the Motion is waived.

Dated: New York, New York
February __, 2004

United States Bankruptcy Judge