

ORDERED that pursuant to § 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, Level 3 is authorized to file Exhibit “A” to the Credit Motion (the INSPA, as defined in the Motion) in redacted form, and Exhibits “B” and “F” thereto under seal; and it is further

ORDERED that the Credit Motion with the exhibits attached thereto, shall be served on and made available only to the Debtors, the Office of the United States Trustee, counsel to the prepetition secured lenders to the Debtors and counsel to the Committee, and such exhibits shall not be made available to the general public or any parties in interest in these Chapter 11 cases, including any members of the Committee; and it is further

ORDERED that the in camera hearing shall be attended solely by representatives from Level 3, the Debtors, the Office of the United States Trustee, counsel to the prepetition secured lenders to the Debtors and counsel to the Committee; and it is further

ORDERED that the parties attending or participating in the in camera hearing or served with the Credit Motion are prohibited from disclosing or providing to third parties any information revealed during the in camera hearing or set forth in the exhibits to the Credit Motion; and it is further

ORDERED, that the requirement of a separate accompanying memorandum of law be dispensed with and waived.

Dated: New York, New York
February 10, 2004

/s/ ROBERT D. DRAIN
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE