UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

ALLEGIANCE TELECOM, INC., et al.,

Chapter 11

Case No. 03-13057 (RDD)

Debtors.

(Jointly Administered)

ORDER PURSUANT TO SECTION 107(b) OF THE BANKRUPTCY CODE AND RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE (A) AUTHORIZING LEVEL 3 COMMUNICATIONS, LLC TO FILE CERTAIN EXHIBITS TO THE MOTION FOR RECOUPMENT AND RELIEF FROM THE AUTOMATIC STAY UNDER SEAL, AND (B) SCHEDULING AN IN CAMERA HEARING ON THE MOTION

Upon consideration of the motion (the "Motion")¹ of Level 3 Communications, LLC ("Level 3"), seeking entry of an order, pursuant to § 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, authorizing Level 3 to file under seal the exhibits to the Motion for Recoupment and Relief From the Automatic Stay (the "Credit Motion"), and scheduling an in camera hearing thereon before this Court, as more fully set forth in the Motion; and it appearing that this Court has jurisdiction to consider and determine the relief sought in the Motion as a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that no notice of the Motion need be provided; and upon the Motion and all of the proceedings before the Court; and after due deliberation and sufficient cause appearing therefore; it is

ORDERED that the Motion is GRANTED as provided herein; and it is further

All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

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

2