

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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**ORDER PURSUANT TO SECTION 1121(d) OF THE  
BANKRUPTCY CODE EXTENDING THE EXCLUSIVE PERIODS  
DURING WHICH THE DEBTORS MAY FILE A CHAPTER 11 PLAN  
OF REORGANIZATION AND SOLICIT ACCEPTANCES THEREOF**

Upon the motion, dated March 5, 2004 (the "Motion"), of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 1121(d) of title 11 of the United States Code (the "Bankruptcy Code"), for an order extending the Debtors' exclusive periods to (a) file a chapter 11 plan (the "Exclusive Filing Period") and (b) solicit acceptances thereof (the "Exclusive Solicitation Period," and together with the Exclusive Filing Period, the "Exclusive Periods"), as more fully set forth in the Motion; and it appearing that this Court has jurisdiction to consider and determine the Motion as a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and due and proper notice of the Motion having been given; and there being no objections to the Motion; and the Court having found that cause exists to extend the Exclusive Periods and that such extensions are in the best interests of the Debtors, their estates, creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the Exclusive Filing Period is extended through and including July 14, 2004; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the Exclusive Solicitation Period is extended through and including September 13, 2004; and it is further

ORDERED that the extensions of the Exclusive Periods granted herein are without prejudice to such further requests that may be made pursuant to section 1121(d) of the Bankruptcy Code by the Debtors or any party in interest, for cause shown, upon notice and a hearing; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: March 25, 2004  
New York, New York

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE