

against the Personal Property, (b) the Prepetition Lenders do not object to the relief requested in the Motion, (c) the Prepetition Lenders have agreed not to assert any interest they may have in the Personal Property, (d) as of the Effective Date, no customers of the Debtors remained at the Collocation Sites, (e) as of the Effective Date, the Debtors have abandoned the Collocation Sites so as not to create a health or safety hazard, and (f) as of the Effective Date, the Debtors have vacated the Collocation Sites and will not remove any other property from such sites; and due and proper notice of the Motion having been given; and there being no objections to the Motion; and good and sufficient cause appearing therefor; it is

ORDERED that, subject to the terms of this Order, the Motion is granted; and it is further

ORDERED that, pursuant to section 554 of the Bankruptcy Code, the Personal Property at the Collocation Sites listed on Exhibit “A” shall be deemed abandoned by the Debtors as of the Effective Date; and it is further

ORDERED that, as of the Effective Date, Verizon, BellSouth and SBC Communications, as owner of the Collocation Sites listed on Exhibit “A”, are authorized to remove from the Collocation Sites, use and/or dispose of the Personal Property without the need of any further order of this Court; and it is further

ORDERED that Verizon, BellSouth and SBC Communications may file a claim or assert an administrative expense claim for costs and damages, if any, arising from the abandonment of the Personal Property at the Collocation Sites listed on Exhibit “A,” which claim or administrative expense claim must be filed or asserted on or before the later of sixty (60) days after (a) the date of this Order and (b) the Effective Date (the “Claims Bar Date”), and any claims resulting from the abandonment of the Personal Property not filed prior to the Claims

Bar Date shall be forever barred from participating in the Debtors' chapter 11 cases and receiving any dividend or distribution thereon; and it is further

ORDERED that, subject to the terms of this Order and except as expressly provided herein, pursuant to section 554 of the Bankruptcy Code, the Debtors' obligations and requirements related to or connected with the Personal Property shall cease effective as of the Effective Date; and it is further

ORDERED that, except as expressly provided herein, nothing herein shall constitute a waiver or release by the Debtors, on the one hand, and Verizon, BellSouth and SBC Communications, on the other hand, of any rights, claims, causes of actions or defenses that they may have against each other, whether or not directly related to the Collocation Sites listed on Exhibit "A" or the Debtors' abandonment of the Personal Property at the Collocation Sites listed on Exhibit "A"; and it is further

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

DATED: New York, New York
April 20, 2004

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

EXHIBIT A

List of Collocations to be Abandoned

Debtor Entity	ICA Service Provider	Notice Addresses under ICA and Collocation Application	Physical Location	CLLI Code / ACTL Number	BAN Number	Effective Date of the Abandonment
Allegiance Telecom Incorporated	Verizon	Verizon Collocation 125 High Street, Room 509 Boston, MA 02110 Attn: Collocation	1080 5th Avenue Pittsburgh, PA	NWKNPANK / HPK	215Y991040039	April 20, 2004
Allegiance Telecom Incorporated	Verizon	Verizon Collocation 125 High Street, Room 509 Boston, MA 02110 Attn: Collocation	5431 Merrick Street New York, NY	MSPQNYMP / HAL	516K430021983	April 20, 2004
Allegiance Telecom Incorporated	BellSouth	Bell South Interconnection Services 600 N. 19 th Street Birmingham, AL 35203	2615 NW 79th Street Miami, FL	MIAMFLNS / 8MD	305C010387387	April 20, 2004
Allegiance Telecom Incorporated	SBC (PacBell)	SBC Collocation Service Center 2600 N. Central Expressway Richardson, Texas 75080	10600 S. Vermont Los Angeles, CA	LSANCA13 / W00	COLO05892	April 20, 2004
Allegiance Telecom Incorporated	Verizon	Verizon Collocation 125 High Street, Room 509 Boston, MA 02110 Attn: Collocation	723 Linden Street Pittsburgh, PA	PITBPAAL / HPX	215Y991040039	April 30, 2004
Allegiance Telecom Incorporated	Verizon	Verizon Collocation 125 High Street, Room 509 Boston, MA 02110 Attn: Collocation	223 North Highland Pittsburgh, PA	PITBPAEL / HPQ	215Y991040039	April 30, 2004
Allegiance Telecom Incorporated	SBC (Ameritech)	SBC Collocation Service Center 2600 N. Central Expressway Richardson, TX 75080	520 S Federal St Chicago, IL	CHCGILWB / H66 2 nd Arrangement	Case number 2445012360	April 20, 2004