

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	
	:	Chapter 11 Case No.
Allegiance Telecom, Inc., <u>et al.</u> ,	:	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, AUTHORIZING
(A) THE DEBTORS TO FILE THE AFFIDAVIT OF MARK TRESNOWSKI IN
SUPPORT OF DEBTORS' RESPONSE TO MOTION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF ALLEGIANCE TELECOM, INC.,
ET AL., FOR AN ORDER UNDER 11 U.S.C. § 105(a) COMPELLING THE DEBTORS
TO TERMINATE CERTAIN SENIOR EXECUTIVES UNDER SEAL AND (B) THE
COURT TO HEAR THE TESTIMONY OF MARK TRESNOWSKI *IN CAMERA***

Upon consideration of the motion (the "Motion"), dated April 30, 2004, of Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 107(b) of the Bankruptcy Code¹ and Bankruptcy Rule 9018, authorizing (a) the Debtors to file the Tresnowski Affidavit under seal and (b) the Court to hear the Tresnowski Testimony in camera, 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 it appearing that the relief requested in the Motion is in the best interest of the Debtors; their estates and creditors; and it appearing that no notice of the Motion need be provided; and after due deliberation and sufficient cause appearing therefor; it is

ORDERED that the Motion is granted; and it is further

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Motion.

ORDERED that, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Debtors are authorized to file the Tresnowski Affidavit under seal; and it is further

ORDERED that the contents of the Tresnowski Affidavit shall remain confidential, shall be served on and made available only to the U.S. Trustee, attorneys for the Creditors Committee and attorneys for the Prepetition Lenders, and shall not be made available to the general public or any other parties in interest in these chapter 11 cases; and it is further

ORDERED that, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Debtors have demonstrated good cause for the Tresnowski Testimony to be heard in camera; and it is further

ORDERED that the in camera portion of the hearing shall be attended solely by (a) representatives from the Debtors and the U.S. Trustee and (b) respective attorneys for the Debtors, the Creditors Committee and the Prepetition Lenders; and it is further

ORDERED that the parties attending or participating in the in camera portion of the hearing are prohibited from disclosing or providing to third parties any information revealed during the in camera portion of the hearing or set forth in the Tresnowski Affidavit.

Dated: New York, New York
_____, 2004

UNITED STATES BANKRUPTCY JUDGE