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Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

MOTION FOR ADMISSION PRO HAC VICE

TO: THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE

Elise Scherr Frejka (“Movant”), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States District Court for the Southern District of New York, and an associate with the law firm of Swidler Berlin Shereff Friedman, LLP, submits this motion for entry of an Order permitting Michael J. Lichtenstein (“Mr. Lichtenstein”), a partner with the Washington D.C. office of Swidler Berlin Shereff Friedman, LLP, to practice *pro hac vice* before the United States Bankruptcy Court for the Southern District of New York to represent Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession, (the “Debtors”), pursuant to Local Bankruptcy Rule 2090-1(b) (the “Motion”), in the above captioned cases. In support of the Motion, Movant states as follows:

1. Mr. Lichtenstein is a member in good standing of the Bars of the District of Columbia and the State of Maryland, and has been since 1989 and 1988, respectively. He is admitted to practice before the United States Courts of Appeals for the Fourth and Sixth Circuits, as well as the United States District Courts in and for the Districts of Washington, District of Columbia, Maryland and Colorado. There are no disciplinary proceedings pending against Mr. Lichtenstein.

2. Movant requests that this Court allow this Motion so that Mr. Lichtenstein may file pleadings and appear and be heard at hearings in these Chapter 11 cases. Movant requests, pursuant to the requirements of Local Rule 2090-1(b), that Mr. Lichtenstein be authorized to make appearances in this Court without being accompanied by a member of the Bar of the United States District Court for the Southern District of New York and that Mr. Lichtenstein be authorized to sign and file pleadings, notices and other court documents without such pleadings, notices, and other court documents being signed by a member of the Bar of the United States District Court for the Southern District of New York.

WHEREFORE, Movant respectfully requests the Court enter an Order, substantially in the form annexed hereto as Exhibit A, (i) permitting Michael J. Lichtenstein to appear *pro hac vice* as special counsel for the Debtors, in the above-captioned chapter 11 cases under the

conditions set forth above, and (ii) granting such other further relief as is just and proper.

Dated: New York, New York
May 17, 2004

Respectfully submitted,
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

/s/ Elise S. Frejka
Elise Scherr Frejka (ESF-6896)
The Chrysler Building
405 Lexington Avenue
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EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

ORDER GRANTING ADMISSION PRO HAC VICE

Upon consideration of the motion (the “Motion”) of Elise Scherr Frejka, an associate of the law firm Swidler Berlin Shereff Friedman, LLP, for the admission *pro hac vice* of Michael J. Lichtenstein, a member of the Washington D.C. office of Swidler Berlin Shereff Friedman, LLP; and after due deliberation and sufficient cause appearing therefor; it is, hereby:

ORDERED that Michael J. Lichtenstein is permitted to appear *pro hac vice* as special counsel to Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession, in the above-captioned chapter 11 cases; and it is further

ORDERED that Michael J. Lichtenstein is permitted to appear in this Court without being accompanied by a member of the Bar of the United States District Court for the Southern District of New York; and it is

ORDERED that Michael J. Lichtenstein is permitted to sign and file pleadings, notices and other Court documents without such pleadings, notices and other Court documents being signed by a member of the Bar of the United States District Court for the Southern District of New York.

Dated: New York, New York
May __, 2004

Honorable Robert D. Drain
United States Bankruptcy Judge