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Special Regulatory Counsel to the Debtors

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

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, hereby moves this Court for entry of an Order permitting Jean L. Kiddoo (“Ms. Kiddoo”), 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), in the above-captioned cases. In support of the Motion, Movant states as follows:

1. Ms. Kiddoo is a member in good standing of the Bar of the District of Columbia, and has been since 1980. In addition, she has been admitted to practice before the United States Supreme Court since 1984, the U.S. Court of Appeals for the Second Circuit since 1995, the U.S. Court of Appeals for the Fifth Circuit since 1997, the United States District Court for the District

of Columbia since 1981, and the United States District Court of Appeals for the District of Columbia Circuit since 1981. There are no disciplinary proceedings pending against Ms. Kiddoo.

2. Movant requests that this Court allow this Motion so that Ms. Kiddoo 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 Ms. Kiddoo 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 Ms. Kiddoo 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 Ms. Kiddoo to appear *pro hac vice* as special regulatory counsel for the Debtors, or their affiliated entities, 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

By: /s/ Elise Scherr Frejka
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EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	X	
	:	
Allegiance Telecom, Inc., <u>et al.</u> ,	:	Chapter 11 Case No.
	:	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 Jean L. Kiddoo, 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 Jean L. Kiddoo is permitted to appear *pro hac vice* as special regulatory counsel to the Debtors, or their affiliated entities, in the above-captioned chapter 11 cases; and it is further

ORDERED that Jean L. Kiddoo 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 Jean L. Kiddoo 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