

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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

**ORDER, PURSUANT TO SECTION 363(b) OF
THE BANKRUPTCY CODE, AUTHORIZING SHARED
TECHNOLOGIES, INC. TO ENTER INTO CERTAIN NEW LEASES**

Upon the motion (the “Motion”), dated May 7, 2004, of Allegiance Telecom, Inc. and its direct and indirect subsidiaries, including Shared Technologies, Inc. (“Shared Technologies”), as debtors and debtors in possession (collectively, the “Debtors”), for an order, pursuant to section 363(b) of title 11 of the United States Code (the “Bankruptcy Code”), authorizing Shared Technologies to enter into the New Leases (as defined in the Motion), as more fully set forth in the Motion; and upon the Debtors’ request made at the hearing to consider the Motion to extend the relief requested in the Motion to that certain lease agreement (the “Additional Lease”) with Walpole Park South (1) Trust for premises located at 25 Walpole Park South, Walpole, MA 02081; and the Court having jurisdiction to consider and determine the Motion as a core proceeding in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Motion having been provided, and it appearing that no other or further notice is necessary, there being no objection to the requested relief; and it appearing that the relief requested in the Motion is based upon the Debtors’ sound business judgment, is necessary and is in the best interests of the Debtors, their estates and creditors;; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, upon entry of this Order, Shared Technologies is authorized, pursuant to section 363(b) of the Bankruptcy Code, to enter into the New Leases and the Additional Lease; and it is further

ORDERED that Shared Technologies is authorized to execute and deliver any and all instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to perform any and all of Shared Technologies' obligations contemplated in the New Leases and the Additional Lease; 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
May 20, 2004

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE