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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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**ORDER GRANTING DEBTORS' FOURTH  
OBJECTION TO CERTAIN PROOFS OF CLAIMS  
FILED BY BELL SOUTH TELECOMMUNICATIONS, INC.**

**(CLAIM NOS. 121, 427, 428, 429, 447, 448, 449, 1566, 1567, 1568, 1569, 1570, 1571, 1572, 1573, 1848, 2606, and 2692)**

Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors-in-possession (the "Debtors"), by their co-bankruptcy counsel, Togut, Segal & Segal LLP, having filed a fourth objection to certain proofs of claims filed by BellSouth Telecommunications, Inc., its affiliates and related entities against the Debtors' estates, dated May 27, 2004 (the "Application"); and good and sufficient notice of the Application having been given, and the Application having been considered at a hearing conducted before the Court on July 28, 2004 (the "Hearing"); and upon the record made at the Hearing and decision reached at the conclusion thereof, and upon all of the prior proceedings had herein; and good and sufficient cause appearing, it is

**ORDERED**, that the Application be, and it hereby is, granted in all respects; and it is further

**ORDERED**, that all of the proofs of claims listed on Exhibits "A" and "B" annexed hereto be, and they hereby are, disallowed, expunged, reallocated and/or reassigned as set forth therein.

DATED: New York, New York  
July \_\_, 2004

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE