

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
ALLEGIANCE TELECOM, INC., et al., : Case No. 03-13057 (RDD)
 : (Jointly Administered)
Debtors. :
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**ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018 PERMITTING
THE FILING OF THE TRADE CREDITOR GROUP'S OBJECTION TO
CONFIRMATION OF DEBTORS' SECOND AMENDED JOINT
PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11
OF THE BANKRUPTCY CODE DATED APRIL 22, 2004 UNDER SEAL**

Upon the request of the telephone operating company subsidiaries of Verizon Communications Inc., KMC Telecom XI LLC, BellSouth Telecommunications, Inc. and SBC Telecommunications, Inc., on behalf of certain of the operating telephone companies affiliated with it including Illinois Bell Telephone Company d/b/a SBC Illinois, Indiana Bell Telephone Company Incorporated d/b/a SBC Indiana, Michigan Bell Telephone Company d/b/a/ SBC Michigan, The Ohio Bell Telephone Company d/b/a SBC Ohio, Pacific Bell Telephone Company d/b/a SBC California, Southwestern Bell Telephone, L.P. d/b/a SBC Missouri and/or SBC Texas, and Wisconsin Bell, Inc. d/b/a SBC Wisconsin (collectively, the "Trade Creditor Group") for an immediate order under 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018 permitting the Debtors to file under seal their joint Objection to Confirmation of Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code Dated April 22, 2004 (the "Objection to Plan Confirmation"); and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to section 107(b) of the Bankruptcy Code and Fed. R. Bankr. P. 9018, and given the fact that the Trade Credit Group, the Official Committee of Unsecured Creditors, and the Debtors have entered into the Agreement Governing the Production and Exchange of Confidential Information, which provides that any document marked by one of the parties as confidential or any papers containing or making reference to such a document shall be filed under seal; the Court hereby authorizes that the Trade Creditor Group's Objection to Plan Confirmation be filed under seal. The Objection to Plan Confirmation shall remain under seal and confidential until further order of the Court.

2. The Objection to Plan Confirmation shall not be made available to the general public or any parties in interest in the Debtors' Chapter 11 cases, and, until further order of the Court, shall only be made available to the following parties: (i) the Court, (ii) the Debtors or their counsel; (iii) the Committee or its counsel, (iv) the Trade Credit Group or its respective counsel and (v) the Office of the United States Trustee.

Dated: June ____, 2004

Honorable Robert D. Drain
United States Bankruptcy Court Judge