

Hearing Date: August 19, 2003 at 10:00 a.m. (Prevailing Eastern Time)  
Objection Deadline: August 14, 2003 at 5:00 p.m. (Prevailing Eastern Time)

Thomas R. Slome (TS-0957)  
Lance A. Schildkraut (LS-9350)  
SCARCELLA ROSEN & SLOME LLP  
333 Earle Ovington Boulevard  
Ninth Floor  
Uniondale, New York 11553-3622  
(516) 227-1600

and

Russell R. Johnson III  
3734 Byfield Place  
Richmond, Virginia 23233  
(804) 747-7208

Co-Counsel for Southern California Edison Company

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**JOINDER OF SOUTHERN CALIFORNIA EDISON COMPANY TO MOTION OF  
CERTAIN UTILITY COMPANIES TO (A) VACATE, PURSUANT  
TO RULE 9024 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE,  
ORDER DEEMING UTILITIES ADEQUATELY ASSURED OF FUTURE  
PERFORMANCE AND ESTABLISHING PROCEDURES FOR DETERMINING  
REQUESTS FOR ADDITIONAL ADEQUATE ASSURANCE AND  
(B) DETERMINE ADEQUATE ASSURANCES OF FUTURE PAYMENT**

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

Southern California Edison Company ("SCE"), by counsel, joins in the Motion of Certain  
Utility Companies to (A) Vacate, Pursuant to Rule 9024 of the Federal Rules of Bankruptcy

Procedure, Order Deeming Utilities Adequately Assured of Future Performance and Establishing Procedures for Determining Requests for Additional Adequate Assurance and (B) Determine Adequate Assurances of Future Payment (the "Motion") for all of the reasons set forth therein. In connection therewith, SCE sets forth the following facts in support of its joinder:

1. SCE provided the Debtors with pre-petition utility service and continues to provide the Debtors with post-petition utility service.

2. SCE maintained a pre-petition deposit on the Debtors pre-petition accounts in the amount of \$42,390 plus interest.

3. The unpaid pre-petition amount owed by the Debtors to SCE, before recoupment of the pre-petition deposit, was \$18,012.84. After recouping the pre-petition debt owed by the Debtors against the pre-petition deposit, the remaining pre-petition deposit is \$24,760.00 (the "Credit").

4. SCE is requesting the Debtors to provide a two-month post-petition deposit in the amount of \$42,120, \$24,760 of which can be satisfied by the Credit.

5. In addition to the reasons set forth in the Motion, SCE is seeking the post-petition deposit from the Debtors because the Debtors are not current on their post-petition payments to SCE. Specifically, as of August 4, 2003, the Debtors' post-petition account with SCE was in arrears in the total amount of \$19,138.52. However, due to this Court's entry of the above-referenced Order, SCE is enjoined from terminating service as is provided for under the applicable tariffs that govern the parties' relationship. Accordingly, for the reasons set forth in the Motion, SCE requests this Court to vacate the injunctive relief in the Order that prohibits SCE from exercising its state law rights and remedies to address the Debtors' post-petition payment default.

WHEREFORE, SCE respectfully requests that it be permitted to join in the relief sought in the Motion and that this Court (a) reconsider and vacate the utilities order and award SCE the post-petition deposit it has requested from the Debtors herein; and (b) grant such other and further relief as is just and proper.

Dated: Uniondale, New York  
August 13, 2003

SCARCELLA ROSEN & SLOME LLP

By: /s/ Lance A. Schildkraut  
Thomas R. Slome (TS-0957)  
Lance A. Schildkraut (LS-9350)

333 Earle Ovington Boulevard  
Ninth Floor  
Uniondale, New York 11553-3622  
(516) 227-1600

and

Russell R. Johnson III  
3734 Byfield Place  
Richmond, Virginia 23233  
(804) 747-7208

Co-Counsel for Southern California Edison  
Company