

PRESENTMENT DATE AND TIME: November 18, 2003, at 12:00 noon  
OBJECTION DEADLINE: November 18, 2003, at 11:30 a.m.

**KIRKLAND & ELLIS LLP**  
Citigroup Center  
153 East 53<sup>rd</sup> Street  
New York, New York 10022-4675  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Matthew A. Cantor (MC-7727)  
Jonathan S. Henes (JH-1979)

**Attorneys for Debtors and Debtors in Possession**

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

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

**NOTICE OF PRESENTMENT OF SECOND STIPULATION AND ORDER  
BY AND AMONG LEVEL 3 COMMUNICATIONS, LLC AND  
ALLEGIANCE TELECOM COMPANY WORLDWIDE REGARDING CERTAIN  
ASSERTED OFFSETS, RESERVATIONS OF RIGHT, AND RELATED MATTERS**

PLEASE TAKE NOTICE that Allegiance Telecom, Inc. and its subsidiaries, as debtors and debtors in possession (the “Debtors”), will present the annexed second stipulation and order, dated November 11, 2003 (the “Stipulation and Order”), by and among Level 3 Communications LLC and Allegiance Telecom Company Worldwide, a Debtor in these chapter 11 cases, regarding certain asserted offsets, reservation of rights, and related matters, to the Honorable Robert D. Drain, United States Bankruptcy Judge, for signature on November 18, 2003, at 12:00 noon (Eastern Time).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Stipulation and Order shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and Local Rules of the Bankruptcy Court, shall set forth the name of the

objectant, the nature and amount of claims or interests held or asserted by the objectant against the Debtors' estates or property, the basis for the objection, and the specific grounds therefor, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers) and served in accordance with General Order M-242, and shall further be served upon (i) Kirkland & Ellis LLP, Citigroup Center, 153 East 53<sup>rd</sup> Street, New York, New York 10022 (Attn: Samuel S. Kohn, Esq.), (ii) the Office of the United States Trustee, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004 (Attn: Pamela J. Lustrin, Esq.), (iii) Paul, Hastings, Janofsky & Walker LLP, 600 Peachtree Street, N.E., 24<sup>th</sup> Floor, Atlanta, Georgia 30308 (Attn: Jesse Austin III, Esq.), (iv) Akin Gump Strauss Hauer Feld LLP, 590 Madison Avenue, New York, New York 10022 (Attn: Ira S. Dizengoff, Esq.), and (v) Blank Rome LLP, The Chrysler Building, 405 Lexington Avenue, New York 10174 (Attn: Edward J. LoBello, Esq.), so as to be actually received no later than November 18, 2003, at 11:30 a.m. (Eastern Time). Unless objections are received by that time, there will not be a hearing, and the order may be signed.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed, a hearing will be held at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, at

a date and time to be established by the Court. The moving and objecting parties are required to attend the hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: New York, New York  
November 12, 2003

Respectfully submitted,

/s/ Matthew A. Cantor  
Matthew A. Cantor (MC-7727)  
Jonathan S. Henes (JH-1979)  
KIRKLAND & ELLIS LLP  
Citigroup Center  
153 East 53<sup>rd</sup> Street  
New York, New York 10022-4675  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

Attorneys for Debtors and Debtors in Possession