

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
Allegiance Telecom, Inc., <u>et al.</u> ,	:
	:
Debtors.	:
	X

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Chapter 11 Case No.  
03-13057 (RDD)  
  
Jointly Administered

**ORDER, PURSUANT TO SECTION 107(b) OF THE  
BANKRUPTCY CODE AND RULE 9018 OF THE FEDERAL RULES  
OF BANKRUPTCY PROCEDURE, AUTHORIZING (A) THE DEBTORS TO  
FILE UNDER SEAL CERTAIN AGREEMENTS WITH AT&T CORPORATION  
AND (B) THE COURT TO CONDUCT AN IN CAMERA HEARING ON  
MOTION OF THE DEBTORS FOR AN ORDER (I) PURSUANT TO RULE 9019 OF  
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, APPROVING THAT  
CERTAIN SETTLEMENT AGREEMENT, DATED AS OF DECEMBER 10, 2003,  
WITH AT&T CORPORATION AND (II) PURSUANT TO SECTION 365 OF THE  
BANKRUPTCY CODE, APPROVING AND AUTHORIZING THE ASSUMPTION  
OF EXECUTORY CONTRACTS, AS AMENDED, WITH AT&T CORPORATION**

Upon consideration of the motion (the “Motion”), dated December 12, 2003, of Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), seeking entry of an order, pursuant to section 107(b) of the Bankruptcy Code<sup>1</sup> and Bankruptcy Rule 9018, authorizing the Debtors to file under seal the Settlement Agreement and the AT&T Amendments, as more fully set forth in the Motion; and it appearing that this Court has jurisdiction to consider and determine the Motion as a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the relief requested in the Motion is in the best interest of the Debtors’ estates and creditors; and it appearing that no notice of the Motion need be provided; and after due deliberation and sufficient cause appearing therefor; it is

ORDERED that the Motion is granted; and it is further

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<sup>1</sup> Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Motion.

ORDERED that, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Debtors are authorized to file the Settlement Agreement and the AT&T Amendments under seal; and it is further

ORDERED that the Settlement Agreement and the AT&T Amendments shall remain confidential, shall be served on and made available only to the U.S. Trustee, attorneys for the Creditors Committee and attorneys for the Prepetition Lenders, and shall not be made available to the general public or any parties in interest in these chapter 11 cases, including any individual members of the Creditors Committee or the individual Prepetition Lenders; and it is further

ORDERED that, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Debtors have demonstrated good cause to conduct an in camera hearing on the Settlement and Assumption Motion; and it is further

ORDERED that the in camera hearing shall be attended solely by (a) representatives from the Debtors, AT&T, and the U.S. Trustee and (b) respective attorneys for the Debtors, AT&T, the Creditors Committee and the Prepetition Lenders; and it is further

ORDERED that the parties attending or participating in the in camera hearing are prohibited from disclosing or providing to third parties any information revealed during the in camera hearing or set forth in the Settlement Agreement or the AT&T Amendments.

Dated: New York, New York  
\_\_\_\_\_, 2003

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UNITED STATES BANKRUPTCY JUDGE