

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	X
	:	
Allegiance Telecom, Inc., <u>et al.</u> ,	:	Chapter 11 Case No.
	:	03-13057 (RDD)
	:	
Debtors.	:	Jointly Administered

**ORDER PURSUANT TO SECTION 1121(d) OF THE
BANKRUPTCY CODE EXTENDING THE EXCLUSIVE PERIODS
DURING WHICH THE DEBTORS MAY FILE A CHAPTER 11
PLAN OF REORGANIZATION AND SOLICIT ACCEPTANCE THEREFOR**

Upon the motion, dated August 22, 2003 (the "Motion"), of the above captioned debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 1121(d) of title 11 of the United States Code (the "Bankruptcy Code"), for an order extending the Debtors' exclusive periods to (a) file a chapter 11 plan (the "Exclusive Filing Period") and (b) solicit acceptances therefor (the "Exclusive Solicitation Period," and together with the Exclusive Filing Period, the "Exclusive Periods"), as more fully set forth in the Motion; and upon that certain Supplement to the Motion of the Debtors for an Order Pursuant to Section 1121(d) of the Bankruptcy Code Extending the Exclusive Periods During Which the Debtors May File a Chapter 11 Plan of Reorganization and Solicit Acceptance Thereof, filed on December 9, 2003 (the "Supplement"); and it appearing that this Court has jurisdiction to consider and determine the Motion (as modified by the Supplement) as a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and due and proper notice of the Motion and the Supplement having been given; and the Court having found that cause exists to extend the Exclusive Periods and that such extensions are in the best interests of the Debtors, their estates, creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion, together with the Supplement, is granted; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the Exclusive Filing Period is extended through and including March 15, 2004; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the Exclusive Solicitation Period is extended through and including May 14, 2004; and it is further

ORDERED that the extensions of the Exclusive Periods granted herein are without prejudice to such further requests that may be made pursuant to section 1121(d) of the Bankruptcy Code by the Debtors or any party in interest, for cause shown, upon notice and a hearing; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: January 15, 2004
New York, New York

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE