

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
ALLEGIANCE TELECOM, INC., et al., : Chapter 11
Debtors. : Case No. 03-13057 (RDD)
: (Jointly Administered)
: :
: :
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**ORDER PURSUANT TO SECTION 107(b) OF THE
BANKRUPTCY CODE AND RULE 9018 OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE (A) AUTHORIZING
LEVEL 3 COMMUNICATIONS, LLC TO FILE CERTAIN EXHIBITS
TO THE MOTION FOR RECOUPMENT AND RELIEF FROM THE
AUTOMATIC STAY UNDER SEAL, AND (B) SCHEDULING
AN IN CAMERA HEARING ON THE MOTION**

Upon consideration of the motion (the “Motion”)¹ of Level 3 Communications, LLC (“Level 3”), seeking entry of an order, pursuant to § 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, authorizing Level 3 to file under seal the exhibits to the Motion for Recoupment and Relief From the Automatic Stay (the “Credit Motion”), and scheduling an in camera hearing thereon before this Court, as more fully set forth in the Motion; and it appearing that this Court has jurisdiction to consider and determine the relief sought in the Motion as a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that no notice of the Motion need be provided; and upon the Motion and all of the proceedings before the Court; and after due deliberation and sufficient cause appearing therefore; it is

ORDERED that the Motion is GRANTED as provided herein; and it is further

¹ All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that pursuant to § 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, Level 3 is authorized to file Exhibit “A” to the Credit Motion (the INSPA, as defined in the Motion) in redacted form, and Exhibits “B” and “F” thereto under seal; and it is further

ORDERED that the Credit Motion with the exhibits attached thereto, shall be served on and made available only to the Debtors, the Office of the United States Trustee, counsel to the prepetition secured lenders to the Debtors and counsel to the Committee, and such exhibits shall not be made available to the general public or any parties in interest in these Chapter 11 cases, including any members of the Committee; and it is further

ORDERED that the in camera hearing shall be attended solely by representatives from Level 3, the Debtors, the Office of the United States Trustee, counsel to the prepetition secured lenders to the Debtors and counsel to the Committee; and it is further

ORDERED that the parties attending or participating in the in camera hearing or served with the Credit Motion are prohibited from disclosing or providing to third parties any information revealed during the in camera hearing or set forth in the exhibits to the Credit Motion; and it is further

ORDERED, that the requirement of a separate accompanying memorandum of law be dispensed with and waived.

Dated: New York, New York
February 10, 2004

/s/ ROBERT D. DRAIN
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE