

APPENDIX A

NEGOTIATION LETTERS

Touline Megger
Lead Negotiator

SBC Industry Markets,
350 N Orleans
Floor 3
Chicago, IL 60654
Phone 312 335 6757
Fax 312 335 2928
e-mail am2636@sbc.com



April 23, 2004

VIA FACSIMILE and ELECTRONIC MAIL

Erik Cecil
Regulatory Attorney
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021

Re: Extension of Arbitration Windows to Arbitrate Successor Interconnection Agreements to the Current Interconnection Agreements between the SBC 13State ILECs and Level 3 Communications, LLC

Dear Erik:

This letter confirms the agreement between Level 3 Communications, LLC ("Level 3") and the SBC 13-State ILECs ("SBC") (collectively, "Parties") to extend the close of the arbitration windows by thirty (30) days¹ and stagger the close of the window to arbitrate successor agreements ("Successor Agreement") to the current interconnection agreements between the parties ("Agreements") pursuant to Section 252(b)(1) of the Federal Telecommunications Act of 1996 in the thirteen SBC states. The Parties agree that the arbitration windows shall close in the following states on the following dates:

- Wisconsin, Nevada, Kansas on May 25, 2004
- California, Indiana, Michigan on June 1, 2004
- Connecticut, Illinois and Texas on June 8, 2004; and
- Ohio, Arkansas, Oklahoma and Missouri on June 15, 2004.

The Parties further agree that in the event a Successor Agreement is not reached on or before the respective arbitration window closing dates Level 3 shall petition the appropriate state commissions to arbitrate any open issues on such dates.

¹ By letter of April 16, 2004 (incorrectly dated April 23, 2004), the Parties agreed to the closing of the arbitration window as follows: April 26, 2004 in Illinois, Indiana, May 3, 2004, May 3, 2004 in the states of Missouri, Nevada and Wisconsin, May 10, 2004 in Texas, California and Michigan and May 17, 2004 in Arkansas, Connecticut, Ohio and Oklahoma.

Additionally, the Parties agree to file a joint Disputed Positions/Points List (DPL). The Parties further agree to use their best efforts to work jointly on the joint DPL during the week of May 17, 2004 and to finalize the joint DPL by May 21, 2004.

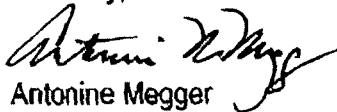
Additionally, Level 3 shall use its best efforts to provide to SBC redlines to the following appendices by the target dates set forth below.

- Appendix UNE and Appendix Collocation by April 30, 2004;
- Appendix Emergency Services (911), Appendix Number Portability, Appendix Numbering by May 7, 2004;
- Appendix OSS, Appendix Out of Exchange Traffic, Appendix Recording by May 14, 2004; and
- Appendix BCR, Appendix Clearinghouse, Appendix Coordinated Hotcuts by May 19, 2004.

SBC also agrees to use its best efforts to promptly provide Level 3 with any updated language to the Appendices ITR and NIM and any other information SBC previously agree to provide, including an updated version of the UNE Appendix.

Please acknowledge your agreement by signing this letter in the space below.

Sincerely,


Antonine Megger
Lead Negotiator

Agreed:



Level 3 Communications, LLC
Erik Cecil
Regulatory Attorney

04/23/04
Date



Antonine Megger
Lead Negotiator
SBC 13States ILECs by SBC Telecommunications, Inc.,
its authorized agent

04/23/04
Date

cc: Rogier Ducloo
Nicola Erbe

Touhae Meppert
Lead Negotiator

SBC Industry Markets
350 N Orleans
Floor 3
Chicago, IL 60654
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March 26, 2004

VIA FACSIMILE

Erik Cecil,
Regulatory Attorney
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021

Dear Erik:

This letter confirms the agreement between Level 3 Communications, LLC ("Level 3") and the SBC 13-State ILECs ("SBC") (collectively, "Parties") to extend the close of the window to arbitrate successor agreements ("Successor Agreement") to the current interconnection agreements between the parties ("Agreements") pursuant to Section 252(b)(1) of the Federal Telecommunications Act of 1996 for a period of four weeks from Monday, March 29, 2004. As a result of this extension, the Parties agree that the arbitration window will close on April 26, 2004. To the extent that Level 3 has already advised state public utility commissions located within SBC's operating territory that Level 3 intended to file arbitration petition(s) with regard to the Agreements on Monday, March 29, 2004, Level 3 will notify those state commissions that it will not be filing a petition.

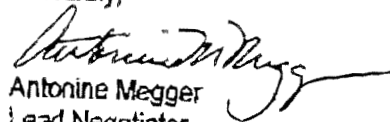
Additionally, SBC agrees that it will not file for formal dispute resolution under the Parties' current Agreement in conjunction with its October 30, 2004 invocation of change in law and its March 11, 2004 letter requesting negotiations of the Lawful UNEs amendment until April 26, 2004. By agreeing to the delay in the commencement of such dispute resolution, neither party waives, but instead reserves all its rights, with regard to the question of conforming the Agreement, including the commencement of dispute resolution, to the current state of the law at any time on or after April 26, 2004.

It is the Parties' intent to complete negotiations on the Successor Agreement and to identify any unresolved issues before the close of the arbitration window. In light of this, the Parties agree to conduct as many negotiations with all relevant members of their respective organizations present, including face to face negotiations, as are necessary and practical, to determine which provisions they can agree upon and which must be resolved in arbitration proceedings before the jurisdictional state public utility commissions. The Parties are currently negotiating the Appendices ITR and NIM and agree to complete negotiations and

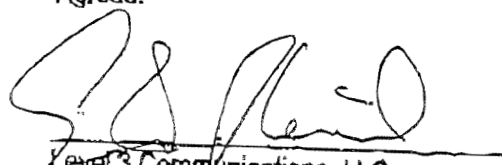
to identify any unresolved issues in those appendices before proceeding to negotiate the reciprocal compensation appendices and then the UNE Appendix and subsequently any other appendices, in that order.

SBC also agrees to incorporate the following already agreed upon sections/appendices into the Successor Agreement: General Terms and Conditions, Subsection 4.8 of Section 4 (General Responsibilities of the Parties); Subsections 7.1; 7.2.4; 7.3; 7.4; 7.3.3; 7.3.3.1; 7.6.2; 7.7; 7.9; 7.10 of Section 7 (Assurance of Payment); Subsections 8.1 - 8.7; 8.9 - 8.10 of Section 8 (Billing and Payment of Charges); Subsections 9.1, 9.2.1 9.2.3; 9.3.1- 9.3.4; 9.4; 9.5.2; 9.7 with the exception of 9.7.2.2; 9.8 of Section 9 (Nonpayment and Procedures for Disconnections); Section 17.7 (Notices)¹, Section 20 (Confidentiality)² [ok] Section 29 (Assignment); Subsection 32.2 - 32.6 of Section 32 (Hazardous Substances); Section 34 (Taxes); Section 44 (Amendments and Modifications); Appendix Merger Conditions, Appendix Structure Access.

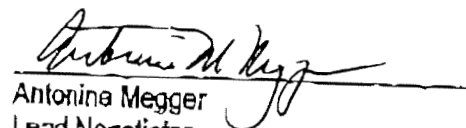
Sincerely,


Antonine Megger
Lead Negotiator

Agreed:


Level 3 Communications, LLC
Erik Cecil, Regulatory Attorney

3/26/04
Date


Antonine Megger
Lead Negotiator
SBC Communications

03/26/04
Date

¹ Parties previously agreed to remove Section 17.7.

² Parties previously agreed to not to renegotiate Section 20.

Antonine Megger
Lead Negotiator

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e-mail am2636@sbc.com



March 5, 2004

VIA FACSIMILE AND ELECTRONIC AND U.S. MAIL

Mr. William Hunt
Vice President Regulatory Policy
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021

RE: Negotiations for Interconnection Agreements Between the SBC ILECs and Level 3 Communication, LLC for the states of California, Nevada, Texas, Missouri, Oklahoma, Kansas, Arkansas, Illinois, Wisconsin, Michigan, Indiana, Ohio and Connecticut.

Dear Mr. Hunt:

This letter will confirm the agreement between our clients SBC Telecommunications, Inc. on behalf of and as agent for Illinois Bell Telephone Company d/b/a SBC Illinois, Indiana Bell Telephone Company Incorporated d/b/a SBC Indiana, Michigan Bell Telephone Company d/b/a SBC Michigan, The Ohio Bell Telephone Company d/b/a SBC Ohio, Wisconsin Bell Inc. d/b/a SBC Wisconsin, Nevada Bell Telephone Company d/b/a SBC Nevada, Pacific Bell Telephone Company d/b/a SBC California, The Southern New England Telephone Company, and Southwestern Bell Telephone, L.P. d/b/a SBC Missouri, SBC Oklahoma, SBC Texas, SBC Arkansas, and SBC Kansas (hereinafter "SBC ILECs") and Level 3 Communications, LLC ("Level 3"), regarding the status of negotiations over Interconnection Agreements between our companies for the states of California, Nevada, Texas, Missouri, Oklahoma, Kansas, Arkansas, Illinois, Wisconsin, Michigan, Indiana, Ohio, and Connecticut.

The parties agree that the negotiations of the Interconnection Agreements for the above mentioned states officially commenced on October 22, 2003. Accordingly, the 135 to 160 day period during which either party may file for arbitration pursuant to Section 252(b)(1) of the Federal Telecommunications Act of 1996 shall begin on March 5, 2004 and will end on March 29, 2004 inclusive (the "Arbitration Window"). The parties further agree that Level 3 will petition the appropriate state commission(s) to arbitrate any open issues should the parties not reach an agreement on or before the close of the Arbitration Window.

Please confirm the above by signature below and returning the original of this letter bearing your signature to me. I have enclosed a second original for you to retain.

Sincerely,

Antonine Megger
Lead Negotiator for SBC Telecommunications, Inc.

Agreed:

Level 3 Communications, LLC
William Hunt

Dated:

c.c. Erik Cecil
Nicola Erbe

Tonine Megger
Lead Negotiator

SBC Industry Markets
350 N Orleans
Chicago, IL 60654
Phone: 312.335.6757
Fax: 312.245.0254
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ORIGINAL

October 14, 2003

VIA FACSIMILE AND ELECTRONIC AND U.S. MAIL

Mr. William Hunt
Vice President Regulatory Policy
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021

RE: Negotiations for Interconnection Agreements Between the SBC ILECs and Level 3 Communication, LLC for the states of California, Nevada, Texas, Missouri, Oklahoma, Kansas, Arkansas, Illinois, Wisconsin, Michigan, Indiana, Ohio and Connecticut.

Dear Mr. Hunt:

This letter will confirm the agreement between our clients SBC Telecommunications, Inc. on behalf of and as agent for Illinois Bell Telephone Company d/b/a SBC Illinois, Indiana Bell Telephone Company Incorporated d/b/a SBC Indiana, Michigan Bell Telephone Company d/b/a SBC Michigan, The Ohio Bell Telephone Company d/b/a SBC Ohio, Wisconsin Bell Inc. d/b/a SBC Wisconsin, Nevada Bell Telephone Company d/b/a SBC Nevada, Pacific Bell Telephone Company d/b/a SBC California, The Southern New England Telephone Company, and Southwestern Bell Telephone, L.P. d/b/a SBC Missouri, SBC Oklahoma, SBC Arkansas, Texas, SBC Arkansas, and SBC Kansas (hereinafter "SBC ILECs") and Level 3 Communications, LLC ("Level 3"), regarding the status of negotiations over Interconnection Agreements between our companies for the states of California, Nevada, Texas, Missouri, Oklahoma, Kansas, Arkansas, Illinois, Wisconsin, Michigan, Indiana, Ohio, or Connecticut.

The parties agree that the negotiations of the Interconnection Agreements for the above mentioned states officially commenced on October 7, 2003. Accordingly, the 135 to 160 day period during which either party may file for arbitration pursuant to Section 252(b)(1) of the Federal Telecommunications Act of 1996 shall begin on February 19, 2003 and will end on March 15, 2003 inclusive (the "Arbitration Window"). In the event that an agreement is not reached on or before the close of the Arbitration Window, either party may petition the appropriate state commission to arbitrate any open issues.

Please confirm the above by signature below and returning the original of this letter bearing your signature to me. I have enclosed a second original for you to retain.

Sincerely,

Antonine Megger
Lead Negotiator for SBC Telecommunications, Inc.

Agreed:

Level 3 Communications, LLC
William Hunt, VP Public Policy

Dated: 22 OCT 2003

c.c. Gary Tucker
Nicola Erbe



Tonine Megger
Lead Negotiator

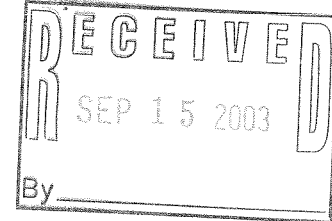
SBC Industry Markets
350 N Orleans
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E-Mail: am2636@sbc.com

ORIGINAL

September 4, 2003

VIA FACSIMILE AND ELECTRONIC AND U.S. MAIL

Mr. William Hunt
Vice President Regulatory Policy
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021



RE: Negotiations for Interconnection Agreements Between the SBC ILECs and Level 3 Communication, LLC for the states of California, Nevada, Texas, Missouri, Oklahoma, Kansas, Arkansas, Illinois, Wisconsin, Michigan, Indiana, Ohio and Connecticut.

Dear Mr. Hunt:

This letter will confirm the agreement between our clients SBC Telecommunications, Inc. on behalf of and as agent for Illinois Bell Telephone Company d/b/a SBC Illinois, Indiana Bell Telephone Company Incorporated d/b/a SBC Indiana, Michigan Bell Telephone Company d/b/a SBC Michigan, The Ohio Bell Telephone Company d/b/a SBC Ohio, Wisconsin Bell Inc. d/b/a SBC Wisconsin, Nevada Bell Telephone Company d/b/a SBC Nevada, Pacific Bell Telephone Company d/b/a SBC California, The Southern New England Telephone Company, and Southwestern Bell Telephone, L.P. d/b/a SBC Missouri, SBC Oklahoma, SBC Texas, SBC Arkansas, and SBC Kansas (hereinafter "SBC ILECs") and Level 3 Communications, LLC ("Level 3"), regarding the status of negotiations over Interconnection Agreements between our companies for the states of California, Nevada, Texas, Missouri, Oklahoma, Kansas, Arkansas, Illinois, Wisconsin, Michigan, Indiana, Ohio, or Connecticut.

The parties agree that the negotiations of the Interconnection Agreements for the above mentioned states officially commenced on June 5, 2003. Accordingly, the 135 to 160 day period during which either party may file for arbitration pursuant to Section 252(b)(1) of the Federal Telecommunications Act of 1996 shall begin on October 18, 2003 and will end on November 12, 2003 inclusive (the "Arbitration Window"). In the event that an agreement is not reached on or before the close of the Arbitration Window, either party may petition the appropriate state commission to arbitrate any open issues.

Please confirm the above by signature below and returning the original of this letter bearing your signature to me. I have enclosed a second original for you to retain.

Sincerely,

Antonine Megger
Lead Negotiator for SBC Telecommunications, Inc.

Agreed:

Level 3 Communications, LLC
William Hunt

Dated:

c.c. Gary Tucker
Nicola Erbe



Tonine Megger
Lead Negotiator

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June 25, 2003

VIA FACSIMILE AND U.S. MAIL

Michael Romano
Director of Regulatory and Government Affairs
Level 3 Communications, LLC
7270 Greensboro Drive
Suite 900
McLean, VA 22102

RE: Negotiations for Interconnection Agreements Between the SBC ILECs and Level 3 Communication, LLC for the states of California, Nevada, Texas, Missouri, Oklahoma, Kansas, Arkansas, Illinois, Wisconsin, Michigan, Indiana, Ohio and Connecticut.

Dear Mike:

This letter will confirm the agreement between our clients SBC Telecommunications, Inc. on behalf of and as agent for Illinois Bell Telephone Company d/b/a SBC Illinois, Indiana Bell Telephone Company Incorporated d/b/a SBC Indiana, Michigan Bell Telephone Company d/b/a SBC Michigan, The Ohio Bell Telephone Company d/b/a SBC Ohio, Wisconsin Bell Inc. d/b/a SBC Wisconsin, Nevada Bell Telephone Company d/b/a SBC Nevada, Pacific Bell Telephone Company d/b/a SBC California, The Southern New England Telephone Company, and Southwestern Bell Telephone, L.P. d/b/a SBC Missouri, SBC Oklahoma, SBC Texas, SBC Arkansas, and SBC Kansas (hereinafter "SBC ILECs") and Level 3 Communications, LLC ("Level 3"), regarding the status of negotiations over Interconnection Agreements between our companies for the states of California, Nevada, Texas, Missouri, Oklahoma, Kansas, Arkansas, Illinois, Wisconsin, Michigan, Indiana, Ohio, or Connecticut.

The parties agree that the negotiations of the Interconnection Agreements for the above mentioned states officially commenced on April 7, 2003. Accordingly, the 135 to 160 day period during which either party may file for arbitration pursuant to Section 252(b)(1) of the Federal Telecommunications Act of 1996 shall begin on August 19, 2003 and will end on September 12, 2003 inclusive (the "Arbitration Window"). In the event that an agreement is not reached on or before the close of the Arbitration Window, either party may petition the appropriate state commission to arbitrate any open issues.

Please confirm the above by signature below and returning the original of this letter bearing your signature to me. I have enclosed a second original for you to retain.

Sincerely,

Antonine Megger
Lead Negotiator for SBC Telecommunications, Inc.

Agreed:

Level 3 Communications, LLC
Michael Romano

Dated: 6/30/03

cc: Gary Tucker



Michael R. Romano
Director – State Regulatory Affairs
(571) 382-7447 (Tel)
(571) 382-7450 (Fax)

November 27, 2002

VIA OVERNIGHT DELIVERY

Antonine Megger
Lead Negotiator
SBC Telecommunications, Inc.
350 N. Orleans, 3rd Floor
Chicago, IL 60654

Re: Level 3-SBC 13-State Interconnection Agreements

Dear Ms. Megger:

Level 3 Communications, LLC (“Level 3”) hereby requests that the SBC incumbent local exchange carriers identified below (collectively, “SBC”) enter into negotiations pursuant to Sections 251 and 252 of the Communications Act of 1934, as amended (the “Act”), to establish comprehensive interconnection agreements to replace those interconnection agreements currently in place between Level 3 and SBC.

Specifically, in response to your letter, Level 3 requests negotiations for interconnection arrangements pursuant to Sections 251 and 252 of the Act with: (i) Pacific Bell Telephone Company for the State of California; (ii) Nevada Bell Telephone Company for the State of Nevada; (iii) Michigan Bell Telephone Company for the State of Michigan; (iv) Southern New England Telephone Company for the State of Connecticut; (v) Ohio Bell Telephone Company for the State of Ohio; (vi) Illinois Bell Telephone Company for the State of Illinois; (vii) Indiana Bell Telephone Company for the State of Indiana; (viii) Wisconsin Bell Telephone Company d/b/a Ameritech Wisconsin for the State of Wisconsin; and (ix) Southwestern Bell Telephone Company for the States of Arkansas, Kansas, Missouri, Oklahoma, and Texas.

Thank you for your attention to this request. We look forward to initiating the negotiation process in the near future.

Sincerely,

A handwritten signature in dark ink, appearing to read "Mike R. Romano".

Michael R. Romano

cc: Notices Manager, SBC Contract Administration
Jennifer McMann