

SBC Telecommunications, Inc.
Four SBC Plaza, 9th Floor
311 S. Akard
Dallas, TX 75202-5398



November 20, 2003

Doug Kinkoph
VP Regulatory
XO Communications
2 Easton Oval
Suite 300
Columbus, OH 43219

Subject: No Response Received to October 30, 2003 Negotiations Notice Letter

Dear Mr. Kinkoph,

On or about October 30, 2003, your company received a letter from SBC Arkansas, SBC California, SBC SNET, SBC Illinois, SBC Indiana, SBC Kansas, SBC Michigan, SBC Missouri, SBC Nevada, SBC Oklahoma, SBC Ohio, SBC Texas and SBC Wisconsin d/b/a SBC Communications, Inc. (SBC) notifying CLEC, among other things, of a recent change in law event that impacts the rates, terms and conditions of the Interconnection Agreement between XO Communications ("CLEC") and, as applicable, SBC Arkansas, SBC California, SBC SNET, SBC Illinois, SBC Indiana, SBC Kansas, SBC Michigan, SBC Missouri, SBC Nevada, SBC Oklahoma, SBC Ohio, SBC Texas and SBC Wisconsin (hereinafter referred to as "SBC"). The change in law is occasioned by the issuance of the FCC's Triennial Review Order, FCC 03-36 ("TRO"), released August 21, 2003, and effective October 2, 2003.

By the letter, SBC provided notice that it was enforcing its rights to negotiate any and all conforming changes which may be needed to the Agreement(s) to conform it to the TRO and USTA which included, but will not be limited to, the following subjects:

- Network Elements no longer Required to be offered as UNEs
- Declassification of Unbundled Network Elements based upon Non-Impairment Findings or Presumptions
- Implementation of Line Sharing Grandfathering
- Removal of any broadband service references
- Qualifying Service Conditions
- Eligibility Criteria
- Scope of Shared Transport and SS7 availability with ULS
- Scope of CNAM, LIDB, 800, LNP, AIN availability with ULS
- Redefinition of certain Network Elements

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SBC proposed that the Negotiations Start date for conforming modifications for TRO and USTA to the Interconnection Agreement(s) between the Parties in the above mentioned state(s) be set on 01/13/04 (California, Illinois and Michigan) and 10/31/03 (Ohio). Consequently, if agreement between the Parties on conforming modifications is not reached, the Parties will engage in dispute resolution procedures set forth in the Agreement(s) by 12/01/03 (California, Illinois and Michigan) and 11/30/03, or as otherwise agreed by the Parties.

At this point, SBC has not received confirmation from your company on the acceptance of the proposed negotiation dates. If the foregoing Negotiations Start Date and date for proceeding to dispute resolution are acceptable, please sign in the space below and fax a copy to Keisha Rivers attention at (214) 464-8528 by **November 19, 2003**. In the event the Negotiations Start Date and dispute resolution date proposed in this letter are different than any dates already contemplated by the Agreement(s), the Parties agree that their agreement to the dates proposed in this letter constitute an agreed and valid amendment to the Agreement(s). If CLEC still does not respond to SBC's request for negotiations by **November 28, 2003**, SBC will have no choice but to attempt to resolve this issue by initiating the Dispute Resolution Procedures set forth in the Parties' Interconnection Agreement, or pursuing other available remedies.

Should you have any questions or need further information, please contact me at (216) 822-5379.

Sincerely,

Agreed to by XO Communications authorized
representative:

Kenneth E. Martin
Account Manager
