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June 23, 1998

Qwest Signs \$122 Million Capacity Contract with Electric Lightwave

Strong Demand for Broadband Capacity on Qwest's Backbone Network Continues

DENVER - June 23, 1998 - Qwest today announced it has secured a nine-year, \$122 million carrier sale with Electric Lightwave Inc., an integrated communications provider. Under the terms of the agreement, Qwest will provide private line services for ELI's expanded Internet backbone and data services on the nationwide Qwest Macro CapacitySM Fiber Network.

"This agreement with Electric Lightwave affirms the advanced capabilities of the Qwest Macro Capacity Fiber Network," said Gregory M. Casey, senior vice president of broadband capacity at Qwest. "Qwest continues to benefit from the tremendous demand for broadband capacity while rapidly expanding the footprint of the Qwest network, which has nearly 9,000 route miles activated and will quickly grow to 18,449 route miles in less than a year."

"The agreement with Qwest is a bold and significant move for the company which will include establishing regional sales offices across the country and illustrates our commitment to the growing data services and private-line market," said Dave Sharkey, president and chief operating officer. "Our sales staff ramp-up has accelerated as we continue to reach across the nation and execute our business expansion plans."

The Qwest Macro Capacity Fiber Network

Qwest's planned domestic 18,449 mile network will serve over 130 cities, which represent approximately 80 percent of the data and voice traffic originating in the United States, upon its scheduled completion in the second quarter of 1999. To date, more than 8,550 miles of the Qwest Macro Capacity Fiber Network are activated, including the transcontinental segment that extends from Los Angeles to Sacramento and across to New York. Qwest is also extending its network 1,400 miles into Mexico with completion slated for late 1998 and has transatlantic capacity to serve Europe.

The Qwest Macro Capacity Fiber network is designed with a highly reliable and secure bi-directional, line switching OC-192 SONET ring architecture. Upon completion, the network will offer a self-healing system that provides the ultimate security and reliability by allowing instantaneous rerouting in the event of a fiber cut.

About Electric Lightwave

Based in Vancouver, Wash., Electric Lightwave Inc. (NASDAQ: ELIX) is a full-service integrated communications provider offering local and long distance telephone service, videoconferencing, prepaid services, data and Internet access services to business customers throughout the western United States. Visit Electric Lightwave on the World Wide

the western United States. Visit Electric Lightwave on the World Wide Web at www.eli.net.

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This release may contain forward-looking statements that involve risks and uncertainties. These statements may differ materially from actual future events or results. Readers are referred to the documents filed by Qwest with the SEC, specifically the most recent reports on Form 10-Q, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements, including potential fluctuations in quarterly results, dependence on new product development, rapid technological and market change, failure to complete the network on schedule, volatility of stock price, financial risk management and future growth subject to risks.

The Qwest logo is a registered trademark of Qwest Communications International Inc. in the U.S. and certain other countries.

About Qwest

Qwest Communications International, Inc. (Nasdaq: QWST), is a multimedia communications company building a high-capacity, fiber optic network for the 21st century. Qwest's planned domestic network will connect 125 cities, which represent approximately 80 percent of the data and voice traffic originating in the United States, upon its completion in the second quarter of 1999. Qwest is also extending its network 1,400 miles into Mexico with completion slated for late third quarter 1998. With its cutting-edge technology, Qwest will deliver high-quality voice, data and video connectivity securely and reliably to businesses, consumers and other communications service providers.

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Contact the Webmaster
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02/11/99

Williams Communications nearly doubles financial commitment to expand capacity and services, accelerate network construction

TULSA— Williams Communications, Inc., a unit of Williams (NYSE:WMB), announced today a \$4.7 billion expanded and accelerated construction plan that nearly doubles its original \$2.7 billion financial commitment and advances its target network completion date by a full year. In response to increasing demand for its network services, Williams Communications now plans to finish its 32,000-mile network in 2000.

"The funds to support this 'turbo-charged' plan will come from a variety of sources," said Howard Janzen, president and CEO of Williams Communications. "These include Williams Communications' planned initial public offering, a related high-yield bond offering, a separate equity investment by SBC Communications, revenue from fiber transactions and network services, and the additional traffic we will generate by completing the network more rapidly."

Williams announced on Nov. 19, 1998, its intention to pursue an IPO for its Communications unit in 1999 and to retain all proceeds within that unit. SBC's intent to invest at that time was announced Monday. Williams Communications' network is focused exclusively on the carrier services market, providing customers such as SBC, US West, Concentric, WinStar, Unidial and Intermedia with long-haul transport and network services on its U.S. fiber-optic network. In recent months, Williams Communications has announced plans to roll out new products such as complete IP transit services and switched services in 1999. The "turbo" plan also fuels expansion of existing network services such as frame relay, ATM and private line.

"Our current demand for network capacity and services is expected to continue to increase, so our plan to expand and accelerate network construction is perfectly timed," said Frank Semple, president of Williams Network. On Monday, Williams Communications announced it will serve as SBC Communications' preferred provider for domestic InterLata U.S. transport services. In December 1998, Williams announced a \$640 million agreement that included providing WinStar Communications, Inc., with four strands of fiber over approximately 15,000 route miles.

Under the "turbo-charged" plan, Williams Communications' current 19,000-mile network will expand to 26,000 miles by year-end and to 32,000 miles in 2000, ultimately connecting 125 cities. Williams Communications will leverage the increased fiber and conduit density for redundancy and for fiber exchanges and sales. Williams typically builds multiple conduits containing 96 to 144 fibers, leaving open conduits to meet future needs.

A significant portion of the additional funds is planned for purchase and deployment of fiber and network equipment including advanced optronics, voice switches and routers. In January, Williams Communications announced it had doubled its contract with Nortel Networks to \$600 million for network equipment deployment.

"The equipment selected for installation as part of the turbo-charged plan supports increased OC-192 capacity and additional network services, particularly in the areas of IP and voice," Semple said. "This should enable us to address demand and capture a greater share of the market by providing Williams Communications' network customers with comprehensive network solutions."

Williams Communications has the fourth largest nationwide fiber-optic network in the United States, with 17,000 route miles lit and in service, and 19,000 miles of fiber in the ground. The Williams Multi-Service Broadband Network™ is a fully integrated fiber-optic network whose architecture couples ATM core switching with advanced optical networking technologies to give Williams network customers a full range of data, voice, video and Internet services over the platform they choose. Using OC-192 transport systems with Dense Wavelength Division Multiplexing, the Williams network delivers up to 160 Gbps in 16 waves on a single fiber. Through its agreement with WinStar, Williams has wireless "last mile" access in 30 U.S. cities. In addition, the Williams network is connected with a global inventory of satellite capacity through Williams Communications' four U.S. earth stations.

About Williams (NYSE:WMB)

Williams, through its subsidiaries, provides a full range of traditional and leading-edge communications and energy services, and is the nation's largest volume transporter of natural gas. Williams Communications includes a U.S.-based wholesale multimedia fiber-optic network, North American single-source business communications systems integration, international video satellite and fiber-optic transmission, multipoint video and audio conferencing and satellite business applications. Williams information is available at www.williams.com and www.wilcom.com.

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07/22/98

Williams to supply Frontier multiple fiber routes in southeast

TULSA-- Williams Network gains anchor tenant; Frontier Network connects to 20 more cities-- Williams (NYSE:WMB) today jointly announced with Frontier Corporation (NYSE:FRO) a \$68 million agreement to provide Frontier with 3,000 route miles of multiple fiber-optic routes connecting three fully-redundant fiber rings through Houston, Atlanta, Tampa and Miami. It is among the largest in a series of transactions in which Williams has leveraged capacity on its rapidly-expanding fiber network to reduce capital costs and accelerate its own three-year, \$2.7 billion network expansion.

Williams Network, among the nation's largest and most technologically advanced, is expanding from its current 11,000-mile base with new construction as well as "fiber swap" agreements with other companies. Williams has virtually completed work on an 1,800-mile route from Houston through Atlanta to Washington, D.C., in highly secure pipeline right-of-way. Work in partnership with two other companies is nearing completion on a 1,680-mile route from Portland, Ore., through Salt Lake City to Las Vegas. Other projects are on or ahead of schedule, including building from Houston to Dallas, Washington, D.C. to New York, and Minneapolis-Kansas City-Denver-Salt Lake City. In all, Williams Network will grow to 18,000 miles with 69 cities by the end of 1998 and 32,000 miles connecting 100 cities by the end of 2001.

Williams is the first carrier to introduce ATM technology as the core transmission platform, using OC-192 transport systems with DWDM (dense wave division multiplexing) to deliver up to 160 gigabits per second in 16 waves on a single fiber. Ninety-six to 144 fibers are installed in every build with multiple conduits - leaving two open conduits to meet future requirements.

"This agreement between Williams and Frontier is the first step in what we hope is a long-term strategic relationship between our two companies," said Howard E. Janzen, president and chief executive officer of Williams Communications. "Customers such as Frontier are key to expanding our wholesale network and reducing our capital costs."

"We are pleased to offer Frontier the most cost effective solution for a reliable, secure, leading-edge network in the southeast. This transaction, and others like it, capitalize on Williams' core competency in broadband network construction as well as in network management and customer service," Janzen said.

The two companies called the agreement mutually beneficial, since each addresses different market segments. Williams is the only exclusively wholesale broadband network; its customers include regional Bell operating companies, long distance service providers, interexchange carriers, local exchange carriers, internet service providers and utilities. Frontier's target markets are small to medium-sized businesses and carrier customers with high-bandwidth requirements.

Joseph P. Clayton, president and chief executive officer of Frontier, commented on why Williams was selected: "Since we are building our network with our customers' needs in mind, we looked for a network expansion strategy that would fit those requirements. Williams provided us with a solution that made good economic sense, added additional routes for reliability, and provided customers in the southeast quicker access to our optronics network. We also agreed to exchange capacity and work cooperatively with Williams where it is cost-effective and complements our respective networks."

Frontier's base 13,000-mile, 24-strand national fiber network is now scheduled for completion in early 1999. An additional 1,600 miles of OC-48 capacity in the northwest U.S. will come on-line before year-end. With these southeast rings, Frontier's network will become an 18,000-mile system connecting 120 cities in an 11-ring design by year-end 1999. Frontier will also utilize state-of-the art optical electronics and DWDM equipment.

More information about Williams' present and planned network and a system map can be found at www.willtales.com. A map of Frontier's network, including the new southeast segments, is available at www.frontiercorp.com.

About Williams (NYSE: WMB)



04/03/98

Intermedia completes capacity purchase from Williams

TAMPA – Intermedia Communications, the nation's largest independent competitive local exchange carrier (CLEC), today announced it has signed a definitive agreement with Williams to purchase nationwide transmission capacity under a 20-year indefeasible right of use (IRU). The agreement, first announced in January of this year, provides Intermedia with high capacity transport for its integrated voice and data services, connecting major markets throughout the continental U.S. The value of the agreement is approximately \$450 million, which represents the present value (at the Company's cost of debt capital) of the minimum amount Intermedia will pay Williams over the life of the agreement.

The agreement will immediately reduce Intermedia's unit cost for digital, intercity transmission capacity and, as additional capacity is installed, unit costs will further decline. Under the terms of the agreement, Williams will provide Intermedia with transmission capacity at rates up to 9.952 billion bits per second (OC-192), as required by Intermedia. Initial implementation is expected to connect approximately 50 cities over the next 12 months, with additional cities to follow. The capacity provided by Williams will become part of Intermedia's nationwide network of self-healing rings, on which the Company will deliver its integrated voice and data services.

"We are pleased to have reached this agreement with Williams, giving us ample capacity for the interexchange traffic, connecting all of the major markets in the U.S.," commented David C. Ruberg, Intermedia's chairman, president, and chief executive officer.

"The structure and terms of the agreement are a testament to the two firms' desires to work together, allowing each to do what it does best. By providing a solid, long-term revenue base for Williams, we ensure ourselves of ample capacity with significant room for growth, and predictable, decreasing unit cost. Williams' reputation for quality and service gives us further assurance that this method of gaining control of network capacity is the best use of our capital."

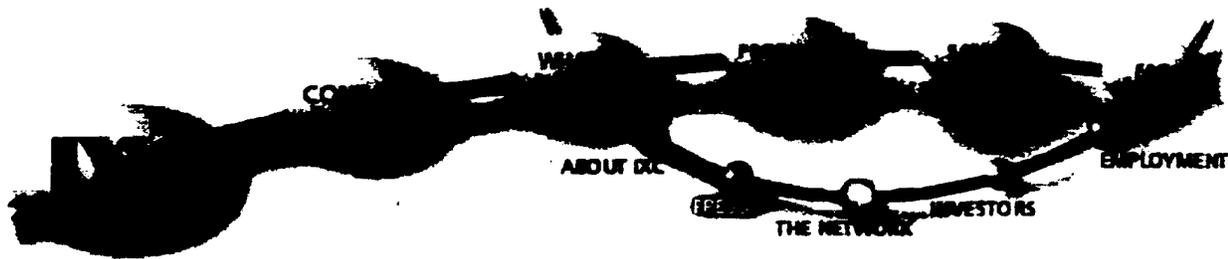
"Intermedia is an industry partner, and we are delighted that this agreement provides significant value to both of our companies," states Frank Semple, Williams Network president. "With our network expansion and full-service wholesale strategy, Intermedia can focus on its aggressive growth plans, knowing that it has ready access to high quality, high capacity service."

"Williams is building a high quality, reliable network," added Bob Rouse, Intermedia's executive vice president of engineering, operations, and information systems. "As we continue to roll out our ATM transport backbone this year, and as we deliver increasingly integrated voice and data services, we must have a world class transport backbone. The Williams network and our agreement to incorporate it into our services platform are key ingredients in delivering our customers the high quality services they demand and the cost efficiency we require. We expect that the majority of the unit cost savings will be realized during the first few years of the agreement, based on our current requirements."

Statements contained in this news release regarding expected financial results and other planned events are forward-looking statements, subject to uncertainties and risks, including, but not limited to, the demand for Intermedia's services, and the ability of the Company to successfully implement its strategies, each of which may be impacted, among other things, by economic, competitive, or regulatory conditions. These and other applicable risks are summarized under the caption "Risk Factors" in the Company's Form 10-K Annual Report for its fiscal year ended December 31, 1997, and are updated periodically through the filing of registration statements and reports with the Securities and Exchange Commission.

Intermedia Communications is one of the nation's fastest growing telecommunications companies, providing integrated telecommunications solutions to business and government customers. These solutions include voice and data, local and long distance, and advanced network access services in major U.S. markets. Intermedia Communications' enhanced data portfolio, including frame relay networking, ATM, and a full range of business Internet connectivity and web hosting services, offers seamless end-to-end service virtually anywhere in the world.

Intermedia Communications is headquartered in Tampa, Florida, with sales offices in 79 cities.



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IXC and Touch America Exchange Fiber on Key Routes

Enables both companies to expand networks and complete redundant fiber rings for increased reliability

AUSTIN, TX – June 29, 1999 – Touch America, a subsidiary of The Montana Power Company (NYSE:MTP), and IXC Communications, Inc. (Nasdaq: IIXC) today announced a fiber exchange agreement that will allow both companies to significantly extend their networks while providing greater reliability.

According to terms of the 25-year indefeasible right of use (IRU), Touch America will acquire 580 miles of IXC's dark fiber and conduit currently being constructed from Denver to Salt Lake City. Under the reciprocal arrangement, IXC will acquire 1,020 miles of dark fiber and conduit from Touch America currently under construction between Denver and Dallas. The companies have agreed to an exchange of cash for differences in the routes.

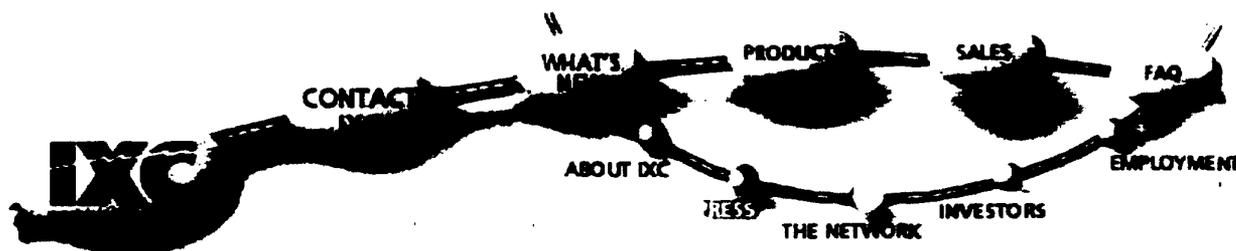
The addition of the Denver-Dallas segment helps IXC close a redundant fiber ring connecting the two cities and provides IXC customers in the Mid and Southwest regions of the U.S. with increased capacity and reliability. IXC expects to have approximately 16,000 fiber miles completed by the end of 1999.

"The addition of the segment from Denver to Dallas will enable us to further strengthen the existing SONET ring infrastructure along that high-density route," said Mike Vent, president of IXC's network services. "Partnering with Touch America to expand our network penetration allows us to make high quality, advanced communications available to more current and future customers."

Mike Meldahl, president of Touch America said the IXC exchange allows Touch America to extend its SONET ring infrastructure with a redundant ring that will encompass Salt Lake City, Denver, Billings, and Seattle. "In particular, this agreement allows us to move closer to our goal of having an 18,000-mile continental fiber-optic network by the end of 2000," he said.

Touch America is a wholly-owned telecommunications subsidiary of The Montana Power Company, providing long distance services private line services, Internet, and business telephone equipment throughout the Upper Midwest and western United States since 1983. The company's digital fiber optic network employs the most advanced telecommunications technology available today. Touch America offers a full line of long distance services, as well as dedicated voice, data, video services and frame solutions. Touch America's equipment services include design, installation, and maintenance of PBX and key systems. The company also offers construction management oversight of the installation of fiber optic systems. Touch America and The Montana Power Company are based in Butte, Montana. Information about Touch America can be found at www.in-tch.com or www.mtpower.com.

IXC's network-based delivery solutions are designed to address the speed and capacity requirements of the global communications market. IXC offerings include private line, fast packet (ATM and frame relay), Internet and long distance switched and dedicated services. IXC Communications, Inc. is at the forefront of the industry's new class of emerging domestic and international carriers. IXC is a publicly traded company listed on Nasdaq under the symbol IIXC. For more information, visit IXC's Web site at www.ixc-comm.com.



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IXC and Electric Lightwave Extend Networks Through \$178 million Fiber Exchange

Agreement enables IXC to complete western U.S. fiber ring; expands ELI's network reach and nationwide presence, particularly in the Central and Eastern U.S.

AUSTIN, TX – April 12, 1999 – IXC Communications, Inc. (Nasdaq: IIXC) and Electric Lightwave Inc. (NASDAQ:ELIX) today announced a 20-year indefeasible right of use (IRU) fiber exchange agreement enabling both companies to extend their networks into key markets.

The arrangement, valued at approximately \$178 million, is comprised of about 2,800 route miles of fiber, maintenance and collocation space to be exchanged between the two companies.

According to the terms of the agreement, ELI will acquire, for approximately \$101 million over 20 years, IXC's dark fiber currently being constructed from Salt Lake to Denver and Denver to Dallas and certain OC-48 to OC-192 capacity. Under the reciprocal arrangement, IXC will acquire, for approximately \$77 million over 20 years, ELI's dark fiber currently in place or under construction between Seattle-Portland-San Francisco and Seattle-Spokane. In addition, both companies will lease additional segments from each other as needed.

For IXC, the agreement helps close a fiber ring connecting Portland, Sacramento, San Francisco, Los Angeles, Las Vegas, Salt Lake City and Boise, with an additional leg to Seattle and on to Spokane. This new SONET ring network will help to expand IXC's network to a total of 16,400 route miles by end of year 1999. In addition, closing this fiber ring provides IXC's customers in the Mid and Northwest regions of the U.S. with greater capacity and increased reliability.

For Electric Lightwave, the combination of acquiring fiber and leasing capacity from IXC greatly expands its network reach, enables the company to more fully penetrate the Central and Eastern parts of the country and strengthens its position as a Tier One Internet Provider. The exchange will boost ELI's route miles to more than 7,500 by year-end 2000.

"This strategic agreement furthers the strong connection that exists between IXC and Electric Lightwave, paving the road for future partnerships," said Mike Vent, president of IXC's network services. "It's another example of innovative and progressive communications providers helping each other to create world class network solutions."

"We view our relationship with IXC as a long-term strategic alliance," said David Sharkey, president and chief operating officer of Electric Lightwave. "This fiber exchange substantially increases our network reach and strengthens our position as a leading nationwide provider of integrated communications

solutions."

Electric Lightwave Inc. is a leading integrated communications provider of enhanced data services, frame relay, ATM and Internet access solutions to bandwidth intensive businesses and the growing e-commerce market. The company offers long distance, data and prepaid services nationwide, with points of presence in Atlanta, Chicago, Cleveland, Dallas, Denver, Las Vegas, Los Angeles, New York, Palo Alto, Philadelphia, San Diego, San Francisco, San Jose and Washington, D.C. As a full-service provider, the company offers local, long distance, videoconferencing and high-speed broadband transport via an expanding fiber optic network that interconnects major markets in the West. Headquartered in Vancouver, Wash., the company employs 1,200 and earned revenue of \$101 million in 1998, up 65 percent from 1997. Electric Lightwave Inc. is on the World Wide Web at www.eli.net and <http://data.eli.net>.

IXC's network-based delivery solutions are designed to address the speed and capacity requirements of the global communications market. IXC offerings include private line, fast packet (ATM and frame relay), Internet and long distance switched and dedicated services. IXC Communications Inc. is at the forefront of the industry's new class of emerging domestic and international carriers that include Qwest and Level 3. IXC is a publicly traded company listed on Nasdaq under the symbol IXC.

Forward-Looking Information is Subject to Risk and Uncertainty: This release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. Forward-looking statements should be read with the cautionary statements and important factors included in the Company's Annual Report on Form 10-K for the year ended December 31, 1998 at Item 7, "Management's Discussion and Analysis of Financial Conditions and Results of Operations."

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IXC Provides Excel with Integrated Communications Services

Data solution allows Telco Communications to target commercial accounts

AUSTIN, TX – March 15, 1999 – IXC Communications, Inc. (Nasdaq: IIXC) today announced an exclusive three-year agreement with Excel Communications, Inc. to provide integrated data and Internet communications services to Telco Communications Group, Inc., Excel's wholly-owned subsidiary.

Telco will now be able to provide business clients with stand-alone Frame Relay Wide Area Network (WAN) connectivity, as well as bundled voice, data, and Internet solutions over one integrated T-1 access line. Telco will use IXC's turnkey network and data services to enhance its current offerings, providing them entry into the high-growth, advanced data marketplace. Telco, with a nationwide direct sales force, is now primed to target larger business customers with enhanced services such as Frame Relay, Integrated Access, dedicated Internet access and Customer Premise Equipment (CPE).

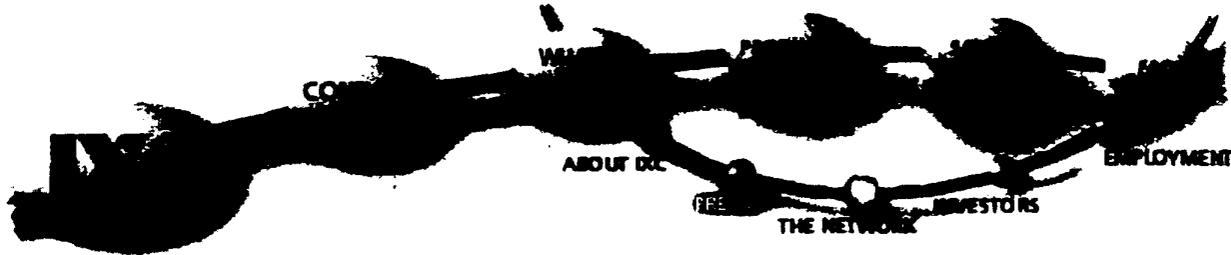
"IXC is providing turnkey national and international high-speed data communications services to telecommunications companies, systems integrators, value-added resellers and Internet service providers. Some of the differentiating factors IXC offers include comprehensive outsourced retail billing; customized network management; flexible and cohesive processes enabling effective presale and post sale back office interfaces; CPE configuration, staging, installation and maintenance; and a unique training and presale support system," said Leo Welsh, president of IXC's wholesale business division. "This agreement fortifies the valuable partnership IXC and Excel have developed and nurtured over the years."

"This agreement enables us to immediately provide custom network solutions to our commercial customers offering a full suite of services based on their individual needs," said Stephen G. Canton, president of Telco's commercial sales division.

IXC's network-based delivery solutions are designed to address the speed and capacity requirements of the global communications market. IXC offerings include private line, broadband, Internet and long distance switched and dedicated services. IXC Communications, Inc. is at the forefront of the industry's new class of emerging domestic and international carriers that include Qwest and Level 3. IXC is a publicly traded company listed on Nasdaq under the symbol IIXC. For more information, visit IXC's Web site at www.ixc-comm.com.

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IXC Provides Capacity to Level 3 On More Than 7,000 Miles of IXC's Nationwide Fiber Optic Network

\$70 Million Leased Capacity Arrangement Enables Level 3 to Offer Services While Building Its Own Infrastructure

AUSTIN, Texas--Dec. 18, 1998-- IXC Communications, Inc. (Nasdaq:IIXC - news) today announced it is providing high-speed capacity on its nationwide fiber optic network to Level 3 Communications.

Valued at a minimum of \$70 million, the agreement calls for IXC to lease OC-12 capacity on an initial 7,355 route miles over a dedicated OC-48 ultra high-speed communications backbone to Level 3, enabling the carrier to offer services while building out its own national and local fiber network. IXC, with its more than 9,000 mile network, is one of the few carriers that offers OC-12s, OC-48s and OC-192s available today on its network.

Today's agreement follows IXC's announcement, earlier this week, that IXC has activated the first coast-to-coast, next generation Internet Protocol (IP) OC-48 backbone network, called Gemini2000, to carry both commercial and research community traffic.

IXC takes pride in offering other carriers, ISPs and CLECs the ubiquitous high-speed, high-capacity bandwidth they need to meet customer demand for services," said Ben Scott, IXC's chairman and CEO. "Enabling Level 3 to offer its customers access to a world-class network while it builds out its own infrastructure further demonstrates IXC's commitment to providing advanced communications services wherever they are needed."

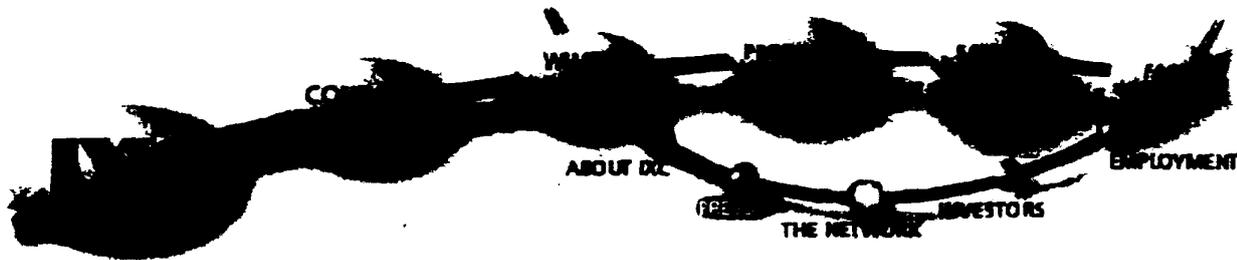
The fiber optics being deployed in all stages of IXC's network development utilize state-of-the-art LS non-zero dispersion shifted fiber on secure rights of way. IXC's fiber optic network supports the most advanced technology, including wave division multiplexing, which allows significant increases in the speed and volume of information carried across the network. The OC-192 equipped network also supports a full range of advanced communications technologies, such as synchronous optical network technology (SONET), as well as ATM (asynchronous transfer mode) and frame relay technologies for advanced data services.

IXC's network-based delivery solutions are designed to address the speed and capacity requirements of the global communications market. Having completed the first new coast-to-coast fiber optic network in the United States in more than a decade, IXC Communications, Inc. is at the forefront of the industry's new class of emerging domestic and international carriers. IXC offerings include private line, broadband, Internet and long distance switched and dedicated services. IXC is a publicly traded company listed on Nasdaq under the symbol IIXC. IXC's Web site is at www.ixc-comm.com.

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IXC and Digital Teleport Sign \$33 Million Contracts

IXC's Fiber Optic Network Speeds Digital Teleport's Regional Ring Build-Out

AUSTIN, TX -- September 21, 1998 -- IXC Communications (Nasdaq: IIXC) today announced it has signed three contracts with Digital Teleport, Inc. (DTI) worth more than \$33 million to provide reliable, high-quality fiber optic communications to DTI's customers.

"The extensive reach of IXC's network has allowed DTI to accelerate its regional ring build-out plan in major metropolitan cities nationwide," said Richard Weinstein, DTI's president and CEO. "Network quality and reliability were key factors in choosing IXC."

"IXC has one of the nation's few digital fiber optic networks that can support an expansion effort of this size," said Benjamin L. Scott, IXC's president and CEO. "No other network has the geographic reach that DTI needed to meet the needs of its customers and maintain its commitment to quality and reliability."

IXC's complete network offering incorporates state-of-the-art fiber optic and optronic technologies to give customers access to cost-effective private line, switched, broadband and Internet services today. For example, non-zero dispersion shifted fiber maximizes bandwidth and supports the most advanced multiplexing technologies, while SONET rings provide increased reliability, and ATM and Frame Relay technologies address the booming demand for advanced data services.

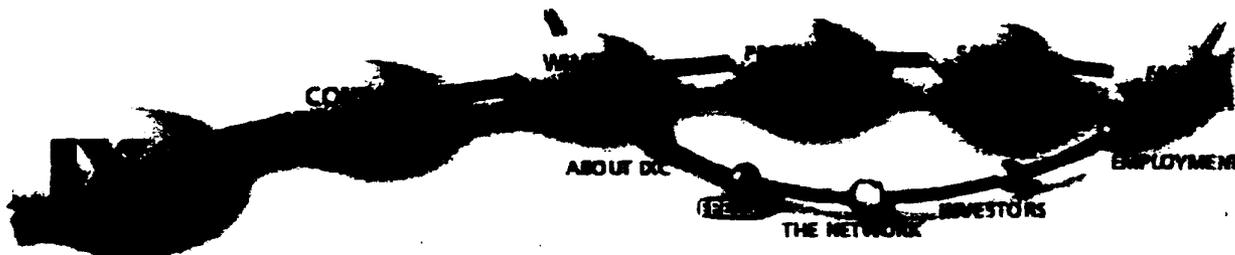
IXC's network-based delivery solutions are designed to address the speed and capacity requirements of the global communications market. Having completed the first new coast-to-coast fiber optic network in the United States in more than a decade, IXC Communications, Inc. is at the forefront of the industry's new class of emerging domestic and international carriers. IXC offerings include private line, broadband, Internet and long distance switched and dedicated services. IXC is a publicly traded company listed on Nasdaq under the symbol IIXC. IXC's Web site is at www.ixc-comm.com.

DTI is offering to its carrier customers dedicated, virtual circuits through the exclusive use of OC-48 capacity, ring-redundant optical windows from wavelength division multiplexing equipment on the regional rings throughout the DTI network. DTI will use the OC-48 optical windows to offer its carrier customers a high quality, ring-redundant means to efficiently deliver their calls to a significant number of end-users along these rings. The DTI regional rings will also offer carriers a means to aggregate, for further long haul transport, the outgoing calls of that carrier's customers along such rings to regional points of interconnection between the carrier's network and DTI's network for further transport by the carrier.

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For additional information, please call 1-800-984-9253 or send email to info@ixc-comm.com.



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IXC and Time Warner Telecom Form Partnership For Nationwide Business Long Distance Services

AUSTIN, Texas -- July 22, 1998 -- IXC Communications, Inc. (Nasdaq: IIXC) and Time Warner Telecom today announced a two-year agreement enabling the Time Warner competitive local exchange carrier (CLEC) to offer long distance services to its business customers nationwide.

Under terms of the agreement, IXC will provide a wide variety of telecommunications services including domestic and international long distance, 800, operator assisted, directory assistance, and calling card services. Unlike other service providers competing for the contract, IXC was also able to offer end-user billing, back office support and customer services. The IXC package will allow Time Warner Telecom to supply branded long distance services to its local dial tone customers.

"The partnership with Time Warner Telecom marks a significant penetration into an important emerging market," said Ben Scott, IXC's chairman and CEO. "We're proud to provide Time Warner Telecom with not only long distance services, but also with a unique back office support and retail billing system to help them meet the growing demands of their nationwide business customers."

IXC's network will play a central role in Time Warner Telecom's nationwide activation plan that will connect several major U.S. cities over the next 60 days including Albany, Austin, Binghamton, Charlotte, Cincinnati, Columbus, Greensboro, Houston, Indianapolis, New York, Memphis, Milwaukee, Orlando, Raleigh, Rochester, San Antonio, San Diego and Tampa.

"IXC provides us with the capacity we require and the value-added services our customers expect," said Larissa Herda, president and CEO of Time Warner Telecom. "Our aggressive nationwide activation plan is moving forward rapidly and IXC will help us achieve our business objectives."

IXC's complete network offerings to its customers include state-of-the-art fiber optic and optronic technologies for access to private line, switched, broadband and Internet services. For example, non-zero dispersion shifted fiber maximizes bandwidth and supports the most advanced multiplexing technologies, while ATM and Frame Relay techniques address the growing demand for advanced data services.

IXC's network-based delivery solutions are designed to address the speed and capacity requirements of the global communications market. Having completed the first new coast-to-coast fiber optic network in the United States in more than a decade, IXC Communications, Inc. is at the forefront of the industry's new class of emerging domestic and international carriers. IXC offerings include private line, broadband, Internet and long distance switched and dedicated services. IXC is a publicly traded company listed on Nasdaq under the symbol IIXC. IXC's Web site is at www.ixc-comm.com.

Time Warner Telecom is a fiber facilities-based CLEC that offers a wide range of business telephone services in 19 U.S. cities. Dedicated transport, switched services, long distance and data communications are a few of the products and services Time Warner Telecom offers to medium and large business customers. Time Warner Telecom's website is www.twtelecom.com. For more information call 1-800-565-TWTC.

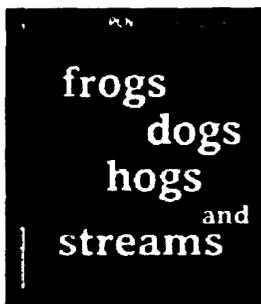
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For additional information, please call 1-800-984-9253 or send

RCN COMPANY PROFILE

RCN Corporation (Nasdaq: RCNC) is the nation's first and largest single-source, facilities-based provider of communications services to the residential market, the largest regional Internet service provider (ISP) in the Northeast and one of the nation's largest ISPs. The company is currently providing local and long distance phone, cable television and Internet services in several markets from Boston to Washington, D.C. RCN has expanded its target market to include California's San Francisco to San Diego corridor.



Please take time to visit the online **1998 RCN ANNUAL REPORT**.

You can also have the whole report presented to you in a **FLASH** animation, a full multimedia experience. **1998 RCN ANNUAL REPORT - FLASH VERSION.**

Get Acrobat Reader You may need the Adobe Acrobat viewer to open some files contained within the report. The viewer is available for download by clicking on the "Get Acrobat Reader" button.

AUTOINSTALL NOW The Flash version of the report requires a plug-in, Flash 3.0, for your browser to see it. If you do not already have Flash installed, click the "Auto Install Now" button and follow the instructions there, then come back to this page. (The plugin is very small, and will download in less than a minute on a 28.8 modem - it's very easy to get and install!) Best viewed at 600x800 screen resolution or higher.

THE FIBER NETWORK

RCN's True Local Network is a unique broadband fiber optic platform capable of offering the full suite of communications services - including fully-featured voice, video and high-speed Internet - to residential customers. The network employs SONET ring backbone architecture and localized nodes built to ensure its state-of-the-art fiber optics travel to within 900 feet of RCN customers, with fewer electronics and lower maintenance costs than existing local networks. Upon completion, RCN's East and West Coast local fiber optic networks will serve a densely-populated area comprising nearly 40% of the U.S. residential communications market spread over just 6% of its geography.

RESIDENTIAL MARKET FOCUS

- RCN is the only residentially focused competitive local exchange carrier (CLEC) in the industry.
- RCN is the only CLEC with comprehensive bundled services offering that includes video.
- RCN is the first residential CLEC to challenge the incumbents in New York City, Boston, Washington, D.C., the Lehigh Valley, and Silicon Valley.
- RCN is the largest regional Internet provider in the Northeast and the 7th largest Internet Service Provider (ISP) in the country, RCN.com.

TARGET MARKETS

- The first and largest competitive facilities-based residential CLEC, RCN's 2 key markets in the Northeast and the West represent 40% of the total telecom market but only 6% of the geography.
- RCN has targeted the densely populated Northeast corridor representing approximately 28% of the nation's telecommunications usage but only 4% of its U.S. geography.
- RCN announced plans to build in California where telecom usage accounts for an

- additional 12% of the nation's telecom usage and only 2% of its U.S. geography.
- RCN's target market is 12 million of more than 36 million homes along the Boston-Washington, D.C. corridor and from San Francisco to San Diego. Each targeted home has three possible connections (phone, cable, Internet) which equal 36 million potential connections. RCN can efficiently and economically build networks on a scaleable, success-based formula to meet demand.

STRATEGIC ACQUISITIONS

- RCN announced the integration of 4 ISP acquisitions and the launch of the new brand RCN.com. in January 1999.
- In February 1998, RCN acquired Boston and Washington's largest Internet service providers (ISPs), UltraNet Communications, Inc. and Erol's Internet, Inc. In June 1998, RCN acquired New York City's largest independent Internet service provider Interport Communications, Inc., and in July 1998, RCN acquired one of New England's largest Internet service providers, the Springfield, MA based JavaNet. These acquisitions establish RCN as the Northeast's largest regional ISP, with over 500,000 Internet connections from Boston to Washington. RCN is continually migrating these new subscribers to the company's advanced fiber optic network and offer them phone and cable service, in addition to high-speed, 10 megabit, Internet connections.

ALLIANCES

- A joint construction agreement with Level 3 Communications, Inc. was announced in February, 1999 for several northeastern markets including Manhattan and Boston. Through this agreement, both companies will share the costs of deploying new fiber, thereby enabling both companies to make more efficient use of their capital and to speed the pace of construction.
- In January 1999, RCN announced an agreement with Level 3 Communications, Inc. (Nasdaq: LVLT) that will provide RCN with a robust cross-country fiber backbone allowing connectivity to major Internet connection points in the U.S. The nationwide link will provide fast and reliable service to RCN's Internet subscribers, and allow the company to negotiate peering agreements that will allow the exchange of data traffic with other Tier One ISPs. With this agreement, RCN now has a fully redundant, nationwide clear-channel DS-3 Network, with a presence at two major Internet Network Access Points (NAPS) and with three additional NAP connections pending. Level 3 is a communications and information Services Company that is building the first international network optimized for Internet Protocol technology.
- In June 1998, RCN announced that it had signed an agreement with Qwest Communications (Nasdaq: QWST) under which it will receive fiber lines – the physical network without electronics – from Qwest tying RCN's local networks from Boston to Washington, DC.
- In the Washington, DC area, RCN entered into a joint venture with a subsidiary of Potomac Electric Power Company (PEPCO) to provide comprehensive telecom services to PEPCO's 682,000 customers in Washington, D.C. and portions of Maryland and Northern Virginia.
- In the Boston area RCN and Boston Edison joined forces to deliver "bundled" telecom services to Boston Edison's 650,000 customers in 47 communities. This was the first major alliance formed between a utility and a telecommunications company to deliver a comprehensive package of services.
- RCN has a long-term lease arrangement with MFS/WorldCom to utilize its extensive fiber optic network in New York City and Boston, and has access to Boston Edison's 200 miles of fiber in Boston and surrounding communities.

Level 3**Building the Network**

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Network Today**Communications Services Being Offered in 17 U.S. Cities and 2 European Cities**

The company has agreements to lease capacity over 8,300 miles of network from Frontier Corporation's national network and over 7,000 miles of IXC's national networks. In addition, local network lease arrangements have been obtained. Leasing capacity allows Level 3 to begin to offer services and build a customer base. Level 3 will move the traffic over to its own networks as they are built.

The company is offering services in 19 markets. These markets are where Level 3 has a sales force offering services over leased capacity. In 16 of the markets in service the company has complete gateway facilities, typically 35,000 to 80,000 square feet, which house the local sales staff, operational staff, the company's transmission and IP routing/switching equipment, as well as technical space to accommodate colocation of equipment by Level 3 customers. Level 3 is defining these markets as Type I cities.

The additional markets in service, Type II cities, have a completed gateway, typically 10,000 square feet, which house the local sales staff, operational staff, the company's transmission and IP routing/switching equipment. Type II markets are being deployed in advance of a pre-funded network capital allocation, allowing Level 3 early market entry.

The 15 Type I U.S. markets in service are Seattle, Los Angeles, San Diego, San Jose, San Francisco, Denver, Dallas, Houston, Atlanta, Chicago, Detroit, Washington D.C., Philadelphia, Boston and New York City. London is the Type I European market in service. Two Type II cities in the U.S., Providence and Manchester, are also in service. Frankfurt is the Type II European city.

Construction Commences on Both U.S. Inter-city and Local Networks

According to Level 3's strategic plan, construction of the network is divided into five phases. Each phase is designed to be fully operable and able to generate positive free cash flow on its own. The company is currently substantially pre-funded for the first three phases. Phases 1, 2, and 3 include the completion of local networks in 25 cities, 16,000 miles of inter-city network in the U. S., 14 International cities in both Europe and Asia, and 2,500 Pan-European miles.

U.S. Inter-city Network**Rights of Way**

Rights of Way (ROW) agreements totaling 15,200 have been signed. Most recently, the company signed a license agreement with Norfolk Southern Corporation (NSC), providing Level 3 right-of-way access to 1,200 miles of NSC rail routes, east of the Mississippi. Additionally, Level 3 has applied for construction permits with various State Departments of Transportation for use of highway ROW between eight major city pairs in the eastern U.S. Agreements with Union Pacific Railroad Company, Burlington Northern and Santa Fe Railroad Company are completed and grant Level 3 Rights of Way to construct more than 9,000 miles west of the Mississippi, connecting as many as 26 major U.S. cities with the planned IP based network. These agreements bring the total Rights of Way under contract to approximately 95% of Level 3's U.S. intercity network requirements.

Construction

Over 4,000 miles are currently completed or under construction. Over 1,350 miles

GO

Over 4,000 miles are currently completed or under construction. Over 1,350 miles have already been completed. Construction of the 16,000 mile intercity or long distance portion of the network is being managed by Peter Kiewit Sons, Inc. Construction of the intercity network began upon signing of the contract in the second quarter of 1998. In addition, the company signed a "turn-key" construction agreement for the construction of a portion of the Level 3 inter-city network through Canada. The construction agreement provides all necessary rights-of-way and includes approximately 700 miles of right-of-way along the Canadian Pacific Railway's lines with routes running from Albany, NY to Montreal, and from Montreal to Buffalo, NY via Toronto.

On July 20, 1998, Level 3 announced a \$700 million cost sharing network construction agreement with INTERNEXT, LLC. The agreement gives INTERNEXT the right to use 24 fibers and exclusive use of an additional conduit along the entire route of Level 3's U.S. inter-city fiber optic network. The funds will be paid to Level 3 over the next three years as segments of the inter-city network are completed and accepted.

U.S. Local Networks

At the end of the 1998, local network development was underway in 25 U.S. cities. Of those, gateway sites are completed in 17 cities. The first Level 3 owned loop is operational in seven cities. A typical city network consists of a gateway site connected to a fiber network. This network interconnects with the other carriers and directly to potential customers within a city, ultimately allowing Level 3 to offer end-to-end services.

Europe and Asia

European Local Network

Level 3's European rollout has been accelerated from the original plan. The company is currently offering service in London and Frankfurt (via the miknet acquisition). Additionally, technical space has been secured in Paris, Amsterdam and Brussels. Design and development of the local city networks are currently underway.

European Intercity Network

Contracts have been finalized relating to construction of Ring 1 of the European network in France, Belgium, Netherlands, Germany, and the UK. On May 4, 1999, Level 3 International, Inc. and COLT Telecom Group plc. signed an agreement to share construction costs of Ring 1. This approximately 2,000 mile European network will link Paris, Frankfurt, Amsterdam, Brussels, and London. In return, Level 3 will share the construction costs for COLT's planned 1,600 mile intercity German network linking Berlin, Cologne, Dusseldorf, Frankfurt, Hamburg, Munich, and Stuttgart.

Transoceanic Networks

TransAtlantic

To connect the U.S. and European high capacity networks, Level 3 will build a transAtlantic 1.28 terabit cable system. The Company has reached an agreement, announced on April 23, 1999 with Tyco Submarine Systems, Ltd., for the design and development of the high capacity undersea cable. The cable system is already under development and is expected to be in service by September, 2000. In addition, transAtlantic capacity agreements are in place for capacity on Global Crossing's AC-1 and the TAT-14.

TransPacific

Level 3 has signed a transPacific capacity agreement which includes participation in the build of the Japan - U.S. Cable Network (JUSCN), an undersea cable network that will connect Japan and the U.S. by mid-year 2000.

FOR IMMEDIATE RELEASE *April 29, 1999*

Click here for a
printable version. 

GST Telecommunications Posts 85 Percent Annual Revenue Growth and Reduces Quarterly Adjusted EBITDA Losses by \$2 Million First Quarter Record Revenues of \$56 million

VANCOUVER, Wash., April 29 -- GST Telecommunications, Inc. (Nasdaq: GSTX), a leading full-service Integrated Communications Provider (ICP) in the western United States, announced today first quarter record revenues of \$55.7 million, a 12 percent increase over \$49.9 million reported for the three months ended December 31, 1998 and an 85 percent increase compared with \$30.0 million reported for the corresponding quarter last year. The Company continued its trend towards positive EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization), reporting adjusted EBITDA of \$(10.3) million for the three months ended March 31, 1999, a quarter-over-quarter improvement of \$1.9 million.

"We're very pleased with our financial and operational performance this quarter and equally excited about our future growth prospects, stated Joe Basile, president and chief executive officer for GST. "With significant annual and quarterly revenue growth and the continued reduction in EBITDA losses, management has clearly demonstrated its ability to exceed aggressive goals. In addition to our strong business performance including growth in core telecom services, we are progressing against our stated objective of divesting non-strategic assets and expanding our local and inter-city fiber infrastructure through builds, sales and swaps."

Basile continued, "We have deployed a broadband delivery capability in the local and long haul networks that is unsurpassed with virtually unlimited capacity to provide customers with a total bandwidth platform delivering voice, data, and video services. This positions us well for continued growth. We've expanded our Virtual Integrated Transport & Access (VITA) network, with its converged voice and data capabilities, to 18 cities and further enhanced our local fiber networks to break the local bottleneck."

Access line installations for the quarter ended March 31, 1999 were 34,311, of which 98 percent were on-switch and 55 percent were on-net. Cumulative on-switch access lines increased to 96 percent compared with 95 percent in the previous quarter and on-net access lines remained at approximately 50 percent. The Company sold in excess of 39,000 access lines for the quarter, a 26 percent increase from 31,000 sold in the quarter ended December 31, 1998.

Dan Trampush, chief financial officer for GST, commented, "Once again we achieved double-digit quarter-over-quarter revenue growth in total revenues and posted organic growth of 11 percent in telecom service revenues. GST recorded substantial growth in both local and data/dedicated Internet services with quarterly sequential increases of 24 percent and 20 percent, respectively. Furthermore, the Company has decreased its dependence on non-core revenues such as long distance and product revenues." Trampush added, "Selling, general, and administrative expenses remained relatively flat with an increase of \$0.7 million and as a percentage of revenue continued to trend downward to 49 percent for the first quarter of 1999, from 53 percent for the fourth quarter of 1998. With a \$1.9 million reduction in adjusted EBITDA losses, the Company remains on track to hit EBITDA break even at the end of the second quarter."

First Quarter Milestones:

- Completed a \$47.2 million conduit sale to Williams Communications for facilities between Sacramento, Calif. and Portland, Ore.
- Entered joint build agreement with Level 3 Communications and Nextlink establishing a metropolitan area network in San Diego.
- Extended California long haul network to San Diego through a joint build agreement with Level 3 Communications.
- Activated a voice switch in Seattle expanding tier one market presence.
- Completed SS7 network infrastructure and launched SS7 capabilities throughout 50 percent of GST's markets, becoming one of the few integrated communications

- providers to operate its own SS7 network.
- Deployed long-haul and short-haul DWDM equipment across GST's network to increase capacity.
- Deployed Nortel Networks' CVX1800 and CVXSS7 Gateway switching equipment to reduce costs by migrating ISP traffic onto its own networking platform and to extend SS7 network capabilities.

Operational Support System Update:

- Completed first phase of the internal framework — which is among one of the first commercially deployed and integrated Operations Support Systems. GST's framework provides the intelligence necessary for disparate systems to communicate and share information commencing with order entry and automated through to billing.
- Successfully integrated Kenan's Arbor/BP and ISM-BC's Customer Care — the customer care and billing portions of GST's system —via GST's internal framework.

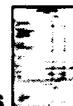
With respect to capital expenditures Trampush added, "We closed the quarter with capital expenditures, including cash and accrued payments, of \$77.1 million compared with expenditures for the quarter ended December 31, 1998 of approximately \$78.1 million. Our capital spending remains on track and on budget."

In conclusion, Basile added, "As the leading ICP in the west, GST is implementing a unique strategy with an unsurpassed infrastructure which leverages the value of our local and inter-city fiber facilities to deliver voice, data, Internet and broadband solutions to our retail, corporate and wholesale customer segments. Our network infrastructure, coupled with our bundled product packages and our data service initiatives, positions GST as one of the most competitive companies throughout the west."

GST Telecommunications, Inc., an Integrated Communications Provider (ICP) headquartered in Vancouver, Wash., provides a broad range of integrated telecommunications products and services, including local dial tone, Internet, long distance, and enhanced data services throughout California and the United States. Facilities-based GST continues to focus on its western regional strategy by anchoring its next generation networks in local markets and connecting them via long haul fiber networks. Visit GST's web site at www.gstcorp.com.

Certain information contained in this press release may be deemed to include forward-looking statements. Such statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that its expectations will be achieved. The important factors that could cause actual results to differ materially from those in the forward-looking statements herein (the "Cautionary Statements") include, without limitation, risks associated with the Company's operating losses, risks relating to the Company's development and expansion and possible inability to manage growth, risks relating to the Company's significant capital requirements, substantial indebtedness and possible inability to service its debt, risks relating to competition and regulatory developments, risks relating to implementing local and enhanced services, risks relating to its long distance business, as well as other risks referenced from time to time in the Company's filings with the Securities and Exchange Commission, including the Company's Form 10-K for the period ended December 31, 1998. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements. The Company does not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Consolidated Condensed Statement of Operations



Consolidated Condensed Balance Sheets



GST Selected Statistical Information

Access Lines

FOR IMMEDIATE RELEASE *October 19, 1998*

**GST Telecommunications Sells Fiber for \$30 Million to FTV Partnership;
Additionally, GST Swaps Fiber to Create Redundant Long Haul Backbone**

(VANCOUVER, Wash.) - In a move which strengthens its core telecom business and validates its long haul strategy, GST Telecommunications, Inc. (Nasdaq: GSTX) announced today that it has entered into a fiber swap agreement with FTV Communications, LLC (FTV) which will vastly expand GST's network backbone. In addition, FTV will purchase fiber on the Sacramento to Portland route currently under construction by GST and Pacific Fiber Link.

Under the terms of the agreement, GST will swap fiber on its 745-mile California long haul network, which connects GST's local networks from Los Angeles to Sacramento, in exchange for fiber on FTV's 1,714-mile western route which extends from Portland eastward to Boise, south to Salt Lake City and Las Vegas, and westward to Los Angeles.

In addition FTV has purchased fiber, for approximately \$30 million, on GST's Sacramento to Portland network currently being built by GST and Pacific Fiber Link. In August, GST and Pacific Fiber Link announced construction of a 715-mile fiber route between Portland and Sacramento that links directly to GST's California long haul network.

"We're leveraging our California long haul network to swap fiber and expand GST's western regional backbone. By utilizing our California network as currency, we can quickly expand our long haul networks while controlling our capital expenditures," said Joseph A. Basile, Jr., president, chief operating officer, and acting chief executive officer of GST. "This is a major step in executing our three-pronged services strategy of focusing on CLEC, data and broadband services. We will continue to solidify our position by marketing our broadband services to carriers and business customers throughout our regional footprint."

Regarding the cost of the network Basile added, "To build a network identical to FTV's would cost GST in excess of \$150 million. Instead, we chose to leverage our California assets and accelerate our broadband services revenue growth."

The added infrastructure not only provides GST with additional long haul connections, linking major markets within its existing footprint, but also provides GST redundancy on its network and route diversity throughout its western regional backbone. The additional fiber also further expands GST's Virtual Integrated Transport and Access (VITA) network. The VITA network converges the Company's voice and data networks onto a common network using a combination of packet, frame, and cell technologies utilizing Nortel (Northern Telecom) Passport and Concorde ATM switches.

FTV is a partnership between Enron Communications; Touch America and Williams Communications, a unit of Williams (NYSE: WMB).

GST Telecommunications, Inc., headquartered in Vancouver, Wash., provides a broad range of integrated telecommunications products and services, including local dial tone, long distance, Internet, and enhanced data services throughout California and the western United States. Facilities-based GST continues to focus on its western regional strategy by anchoring its Competitive Local Exchange Carrier (CLEC) networks in local markets and connecting them via long haul fiber networks. Visit GST's web site at www.gstcorp.com.

For more information, please contact:

GST Telecommunications, Lisa Miles (360) 356-7140

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Level 3 Communications Reports First Quarter 1999 Results**Construction of Both U.S. Local and Intercity Networks Ahead of Schedule**

OMAHA, NEBRASKA, April 23, 1999 - Level 3 Communications, Inc. (NASDAQ: LVLT) today announced first quarter 1999 results, reporting consolidated revenues of \$102 million. The net loss for the quarter was \$105 million, or \$0.33 per share. The per share calculation was determined giving effect to an increase in the number of shares of common stock outstanding as the result of a follow-on equity offering in March 1999.

"During the first quarter, we achieved a number of strategic, operational and financial milestones," said James Q. Crowe, president and chief executive officer of Level 3. "In fact, we have surpassed our goals in a number of areas. We are currently significantly ahead of schedule for both our U.S. intercity and local network builds. Demand has been stronger than expected for many of our product offerings, which puts us well on the way to building a robust and stable customer base. We also completed a successful equity offering during the quarter. These positive steps will allow us to continue to proceed rapidly throughout 1999 and remain firmly on track with our strategic plan."

First Quarter Financial Highlights

Communications and Information Services Revenue: Communications and information services revenue was \$46 million, a 59 percent increase over 1998 first quarter revenue of \$29 million. The year over year increase was due to the significant expansion of the communications business during 1998. During the first quarter, the company was offering services in 17 U.S. cities and 2 European cities.

Other Revenue: Other revenue of \$56 million includes \$51 million from coal mining, a 4 percent decline from first quarter 1998 coal mining revenue. The slight decrease in year over year coal revenue was due to timing of customer shipments for annual commitments.

Expenses:

- **Cost of Revenue:**

The cost of revenue for the first quarter of 1999 increased 48 percent from the first quarter 1998, to \$62 million. The increase was primarily due to the planned expansion of the communications and information services businesses.

- **Employee Related Expenses:**

Total selling, general and administrative (SG&A) expenses for the quarter were \$107 million. This represents an increase of 133 percent from the first quarter 1998 SG&A expenses of \$46 million. The company added approximately 500 employees during the quarter, bringing the total number of employees to approximately 2,700. Additional employee related expenses during the quarter include \$18 million in stock-based compensation expense. These are non-cash expenses, accounted for in accordance with SFAS No. 123, "Accounting For Stock-Based Compensation."

- **Depreciation and Amortization:**

Depreciation and amortization expenses for the quarter were \$41 million,

Depreciation and amortization expenses for the quarter were \$41 million, compared to \$6 million for the first quarter 1998. These charges reflect the significant increase in capital spending for the growth of the communications business along with amortization of goodwill associated with prior acquisitions. These expenses include the increased amortization from the restatement of in-process R&D charges associated with the company's purchase of XCOM Technologies, Inc. This revised charge is still subject to final SEC review, however the company does not expect that any subsequent adjustment would be significant.

Capital Expenditures: Capital expenditures for property, plant and equipment for the quarter were \$407 million. The majority of the spending was for construction of the U.S. intercity network and certain local networks in the U.S. and Europe. 1999 annual capital expenditures are still expected to exceed \$2 billion.

Equity Offering: On March 9, 1999, Level 3 completed the offering of 28.75 million shares of its common stock, receiving proceeds of approximately \$1.5 billion. The number of shares offered includes 3.75 million shares of common stock sold to the underwriters to cover over allotments. The offering brings the total number of shares outstanding at the end of the first quarter to 338.4 million. The offering substantially prefunds Phase 3 of the strategic plan, which includes local builds in eight European and Pacific Rim markets, a Pan-German intercity network and additional development in existing U.S. markets.

Acquisition: On January 5, 1999, Level 3 acquired BusinessNet Limited, a leading London based Internet service provider. This acquisition accelerated Level 3's entry into the UK market. BusinessNet had an established market focus on the financial and professional services community, specifically through its intracity network, which offers access to financial and other Internet Protocol based services. The transaction was valued at approximately \$16 million.

Operational Highlights for the Quarter

U.S. Network Construction Ahead of Schedule: At the end of the quarter, approximately 1,300 miles of the U.S. intercity network were completed -- more than double the previously targeted total of 600 miles -- with another 2,500 miles under construction. In addition, 800 miles of rights-of-way (ROW) were acquired during the quarter, bringing the total ROW under contract to 15,200 miles or 95 percent of the total required.

Local network development is currently underway in 25 U.S. cities. The first loops of local networks became operational in seven cities during the quarter - Dallas, Denver, Seattle, Boston, San Francisco, Chicago, and Detroit - compared to the previously targeted total of three local loops. The company has received Certificates of Public Convenience and Necessity from regulatory bodies in 37 states. These certificates are required in order to operate as a telecommunications service provider within a state. The company has also executed interconnection agreements with incumbent local exchange carriers in 24 markets, allowing Level 3 to interconnect its network with those of the incumbent telephone companies.

European Network Construction Underway: Design and development of local city networks and the European intercity network are currently underway and on schedule in five countries - the United Kingdom, France, Germany, The Netherlands, and Belgium. Level 3 has been granted national and international facilities licenses, along with Public Telephony Voice licenses in eight European countries. The company plans to launch its second gateway in Europe in the second quarter, with five markets expected to be in service by the end of 1999.

Transatlantic Cable Build: As announced separately today, Level 3 has signed an agreement with Tyco Submarine Systems to design and develop a high capacity transatlantic cable system. This system will provide a critical link in Level 3's international IP Network. The system is currently under development and is expected to be in service in the third quarter of 2000.

IP Voice Service Development On Track: Level 3 successfully demonstrated its

IP Voice Service Development On Track: Level 3 successfully demonstrated its IP Voice service at an Analyst and Investor conference in February and concluded initial ("alpha") testing during the quarter. The service is currently in commercial ("beta") testing. Subject to successful completion of beta testing, full commercial launch of the IP Voice service is still expected for the second half of 1999.

Outlook

"We are pleased with the progress that has been made during the quarter. What is particularly encouraging is the strong response to the product offerings we've put into the market place. Clearly, demand is strong for a high quality product at a better price," said Crowe.

About Level 3 Communications

Level 3 Communications, Inc., is a communications and information services company that is building the first international network optimized for Internet Protocol technology. The Level 3 network combines local, long distance, and undersea networks, connecting customers end-to-end across the U.S. and in Europe and Asia. The company expects to complete the U.S. intercity portion of the network during the first quarter of 2001. In the interim, Level 3 has leased a national network over which it began to offer services in the third quarter of 1998. Level 3's common stock is traded on The Nasdaq National Market (U.S.) under the symbol LVL3. Its World Wide Web address is www.Level3.com.

The statements made by Level 3 in this press release may be forward looking in nature. Actual results may differ materially from those projected in forward looking statements. Level 3 believes that its primary risk factors include, but are not limited to: substantial capital requirements; development of effective internal processes and systems; the ability to attract and retain high quality employees; changes in the overall economy; technology; the number and size of competitors in its markets; law and regulatory policy; and the mix of products and services offered in its target markets. Additional information concerning these and other potential important factors can be found within Level 3's filings with the U.S. Securities and Exchange Commission. Statements in this release should be evaluated in light of these important factors.

Attachment 1

LEVEL 3 COMMUNICATIONS, INC.

Consolidated Statements of Operations
(Unaudited)

(dollars in millions)	Three Months Ended	
	March 31,	
	1999	1998
Revenue		
Communications & Information Services	\$ 46	\$ 29
Other	56	58
Total Revenue	102	87
Costs and Expenses		
Cost of Revenue	62	42
Depreciation and Amortization	41	8
Selling, General and Administrative	107	46
Stock-Based Compensation	18	2
Total Costs and Expenses	228	96

Loss from Operations	(128)	(9)
Other Income (Expense), net	(26)	-
Loss before Income Taxes and Discontinued Operations	(152)	(9)
Income Tax Benefit	47	3
Loss from Continuing Operations	(105)	8
Discontinued Operations		
Gain on Separation of Construction Operations	-	608
Energy, net of Income Taxes	-	324
Loss from Discontinued Operations	-	932
Total Net Earnings (Loss)	(105)	928
Earnings Loss per Share:		
Continuing Operations		
Basic and Diluted	\$ (0.33)	\$ (0.02)
Net Earnings (Loss):		
Basic and Diluted	\$ (0.33)	\$ 3.17
Net Earnings (Loss) Excluding Gain on Separation of Construction Operations:		
Basic and Diluted	\$ (0.33)	\$ 1.09
Weighted Average Shares Outstanding (in thousands):		
Basic and Diluted	318,288	292,325

Attachment 2

Performance Metrics - First Quarter 1999

In order to monitor the progress of the network build, Level 3 has developed operating and construction metrics. These benchmarks will be reported every quarter to help Level 3 stockholders and the investment community monitor the company's performance and anticipate future progress.

This set of benchmarks is for Phases 1 and 2, which includes 25 U.S. city networks, the 16,000 mile U.S. intercity network, six international city networks, and a 2,000 mile European intercity network. Proceeds from the equity offering during the first quarter substantially prefund Phase 3 of the plan, which includes local networks in eight European and Pacific Rim markets, 500 additional European intercity miles along with additional development in existing U.S. markets. Initial development on Phase 3 has been started, with performance metrics to be announced once detailed implementation plans are completed.

Level 3 plans to have operations in approximately 50 U.S. and 21 international cities overall.

Definitions:

Markets in Service -- Type I:

The number of local markets where Level 3 has an operational gateway

The number of local markets where Level 3 has an operational gateway site, and a salesforce offering products over leased or owned facilities. Phases 1 and 2 include the completion of 25 U.S. local networks and 6 international local networks. Level 3 plans to have operations in approximately 50 U.S. and 21 international cities overall.

Markets in Service -- Type II:

The number of cities where Level 3 has accelerated market entry. Each of these markets has a smaller operational gateway facility and a salesforce. The accelerated market entry precedes funding for the local network build.

Markets with Fiber Networks:

The number of local markets where Level 3 is able to offer services over owned networks.

Intercity Rights of Way Miles:

The number of intercity miles where rights of way agreements are secured. Rights of way agreements are required for Level 3 to build the intercity network.

Intercity Route Miles Under Construction:

The number of intercity miles being constructed. A segment is considered to be "under construction" when the contractor is mobilized.

Intercity Route Miles Completed:

The number of intercity route miles with completed conduits installed.

**Construction Rollout Schedule For International Network (Phases 1 and 2)
Updated 4/23/99**

Metrics	1999				2000	
	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	1st Half	2nd Half
Markets in Service Type I	1	2	4	5	6	6
Markets in Service Type II	1	1	0*	0	0	0
Markets with Fiber Networks			1	3	4	5

International intercity network development work was just initiated. The first loop of approximately 2,000 miles is projected to be complete by year-end 2000.

* Note: The existing Market in Service Type II is Frankfurt. This city is projected to become a Market in Service Type I, with a full gateway, in the third quarter.

Construction Rollout Schedule For U.S. Network - Phases 1 and 2 (Numbers in parenthesis () represent the previously announced schedule.)

Metric	1998			1999				2000		2001
	2ndQ Actual	3rdQ Actual	4thQ Actual	1stQ Actual	2ndQ Est.	3rdQ Est.	4thQ Est.	1st Half Est.	2nd Half Est.	1stQ Est.
Markets in Service Type I	0	10	15	15	19	23	25	25	25	25
Markets in Service Type II	0	0	2	2	2	2	2	10	24	25
Markets with Fiber Networks	0	0	0	7 (3)	10 (8)	17 (15)	20	23	25	25
Intercity Rights-Of-Way	9,000	10,500	14,400	15,200	16,000	16,000	16,000	16,000	16,000	16,000

Intercity Route Miles Completed	0	0	410 (100)	1,355 (600)	2,300 (1,100)	4,000 (3,500)	6,500	9,500	14,000	16,000
Intercity Route Miles Under Construction + Completed	0	175	1,234	4,054	8,100	11,000	14,000	15,000	16,000	16,000

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10/05/98

Williams acquires \$27 million equity in UniDial as companies forge powerful new business alliance

TULSA— Williams has invested \$27 million to obtain equity in UniDial, a Louisville, Ky.-based telecommunications provider, helping finance UniDial growth, funding a special distribution to its agents and providing additional working capital for the rapidly expanding long distance company.

The investment in UniDial reinforces Williams' commitment to provide a comprehensive set of wholesale services to the carrier marketplace, including the provision of leading-edge switched long-distance services early in 1999.

UniDial will immediately begin provisioning telecommunications traffic to Williams' unique wholesale-focused national fiber-optic network, which boasts 18,000 route miles today and will grow to 32,000 miles over the next two years.

Williams and UniDial are reaching multi-year agreements that will allow UniDial's customers to receive a full range of voice, data and Internet services supported by Williams' award-winning Multi-Service Broadband Network™.

"Our entry into the multi-billion dollar switched long-distance market next year assures competitive carriers they will have access to a technologically superlative national network that is focused on the wholesale customer," said Howard Janzen, president and chief executive officer of Williams Communications.

"We look forward to forging a series of agreements with UniDial that will fuel new marketplace opportunities for each company," Janzen said. "This agreement delivers important benefits to Williams and UniDial. But, more importantly, this alliance is a victory for business customers because it means trusted providers such as UniDial and Williams will be better able to offer their respective customers competitively priced, high-quality solutions."

Sherman Henderson, president of UniDial, said the arrangement provides similar benefits for his company, one of the fastest-growing long-distance providers in the U.S.

"This transaction represents an extension of our long-term affiliation with Williams, beginning with the former WilTel several years ago. To us, this agreement underscores our confidence in the Williams team's ability to deliver exactly what our customers require: innovative and highly reliable services at affordable prices," Henderson said. "In addition, the infusion of equity from Williams means UniDial is well-positioned to continue our rapid growth."

Williams is the first carrier to introduce an award-winning, fully integrated Multi-Service Broadband Network™ for all its wholesale services. This next-generation architecture couples intelligent switches with a multi-service ATM backbone to give Williams' customers a full feature set over the platform they choose.

Using OC-192 transport systems with Dense Wavelength Division Multiplexing, the Williams network delivers up to 160 Gbps on each fiber. At least 96 fibers are installed in every Williams build with multiple conduits, leaving open conduits to meet future needs. Williams has one of the largest nationwide fiber-optic networks in the United States, reaching 18,000 miles and 63 cities in 1998 and expanding to 32,000 miles connecting more than 100 cities by the end of 2000.

About Williams (NYSE:WMB)

Williams, through its subsidiaries, provides a full range of traditional and leading-edge communications and energy services and is the nation's largest-volume transporter of natural gas. Williams' communications enterprises include a U.S.-based wholesale multimedia fiber-optic network; nationwide single-source business communications systems integration; international video satellite and fiber-optic transmission; and multipoint video and audio conferencing applications. Williams information is available at www.williams.com and www.wilcom.com.

About UniDial

UniDial, in conjunction with its vendor partners, offers all businesses and consumers state-of-the-art telecommunications services and the most comprehensive customer service in the industry. Founded in 1993, UniDial is known as one of the largest telecommunications resellers in the industry, serving customers from coast to coast. UniDial is a privately held company headquartered in Louisville, Ky., with more than 200,000 customers, 450 employees and annualized revenues of approximately \$200 million. UniDial is located on the Internet at www.unidial.com.

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03/30/99

Williams Communications lights Atlanta to Miami segment of its fiber-optic network

TULSA – Williams Communications, a unit of Williams (NYSE:WMB), has lit 700 miles along a key southern segment linking Atlanta and Miami via Jacksonville, Fla. on its rapidly growing nationwide fiber-optic network.

Williams Communications' nationwide fiber-optic network has more than 17,600 route miles in service, 20,000 miles of fiber in the ground and plans to complete 32,000 route miles connecting 125 cities by the end of 2000.

"This project provides a critical Florida extension, a milestone in Williams Communications' strategy to link major cities throughout Florida with its existing fiber network in the southeastern United States. We anticipate a large volume of traffic on the Atlanta – Jacksonville – Miami route based on the high-demand for capacity and connectivity along the eastern and southern coastlines," says Joe Turcotte, senior vice president and chief operations officer for Williams Network.

Williams Communications network is a wholesale provider of long-distance transport and services. Its customers are Local Exchange Carriers, Competitive Local Exchange Carriers, national and local Internet Service Providers, utility companies and Interexchange Carriers.

About Williams (NYSE:WMB)

Williams, through its subsidiaries, provides communications and energy services, and is the nation's largest volume transporter of natural gas. Williams Communications includes a U.S.-based wholesale multimedia fiber-optic network; North American single-source business communications systems integration; international video satellite and fiber-optic transmission, multipoint video and audio conferencing and satellite business applications. Williams information is available at www.williams.com

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