



## Fiber Optics

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### [View Our Fiber Optics Map](#)

## Questions & Answers Regarding Fiber Optics and Sho-Me Technologies, L.L.C.

### **Q Why is Sho-Me Forming a Limited Liability Company?**

A Missouri state law does not allow a rural electric cooperative to do anything but sell electrical energy. Sho-Me Technologies, L.L.C. has been formed and is regulated by the Missouri Public Service Commission to provide dedicated, point to point, non-switched telecommunication services in the state of Missouri.

### **Q Why is Sho-Me Installing Fiber Optic Cable?**

A Sho-Me uses 2 GHz microwave to control and operate its power system. The federal government has sold Sho-Me's frequencies to private companies, such as AT&T, who are installing wireless Personal Communication Services. So the federal government has really forced Sho-Me to install fiber.

### **Q How will the fiber be used?**

A The primary use of the fiber will be to control Sho-Me's electrical system. Any excess capacity and/or fiber will be available to lease. Sho-Me can lease capacity, such as a DS-1, DS-3, OC-3 or dark fiber.

### **Q Will Sho-Me Make A Lot of Money?**

A No, Sho-Me will not earn any profits. Actually, Sho-Me will be very fortunate to breakeven over the next five years. Any funds generated in excess of expenses will either be reinvested in the system or returned to Sho-Me's owners. Sho-Me's owners can then either invest in their system or return money to cooperative members.

### **Q With a fiber network in place what other services will be available in the future?**

A Fiber Optics will allow a wide variety of electrical system functions, such as remote meter reading. Through partnerships people living in rural areas will enjoy the same privileges those in the city take for granted.

### More More Information...

For more information regarding any aspects of Sho-Me's fiber optic network contact Terry Arndt, Kevin Hopper, Mark Keeling, Jerry Hartman, Jeff Neas or John Richards.

communications deregulation to business customers in the form of lower costs. By offering no nonsense rates and dependable service, Telergy is emerging as the provider of choice for more and more business clients. The Telergy network <sup>SM</sup> offers door-to-door digital connections, ideal for clients looking to link their facilities or to move large amounts of voice, data or video.

Telergy also is positioning itself to offer lower-cost energy as that market is deregulated in the years ahead.

The Telergy network won recognition from the US Chamber of Commerce, which made Telergy one of six New York State winners of the Blue Chip Enterprise Award in 1997. The award goes to emerging companies that have developed exciting business opportunities.

Headquartered in Syracuse, Telergy also has offices in Buffalo and Albany, and expects to open offices in Rhode Island, Boston, New York City, Washington D.C. and Montreal.

Valleynet

Sources: Internal MCI data

<http://www.valleynet.com/popaddresses.html>

The above URL lists the addresses of every Valleynet POP. Additional information was provided by MCI.



## Company Overview

401 Spring Lane, Suite 300  
 Waynesboro, VA 22980  
 Phone: (540) 946-3525  
 Fax: (540) 946-3598

Valley Network Partnership (ValleyNet) is a provider of fiber optic transmission capacity on a non-switched, intra-network basis along a route from Carlisle, Pennsylvania to Johnson City, Tennessee. Five local exchange carriers whose service territories fall along the route have joined forces for the purpose of providing fiber optic facilities at the DS-1 (1.544 megabits per second) and DS-3 (44.736 megabits per second) levels. ValleyNet also offers multiplexing and drop and insert capabilities. ValleyNet has a fiber connection to Carolina's Fiber Network (CFN) that supports customer requirements on an inter-network basis to cities in North Carolina, South Carolina and Georgia. ValleyNet offers points of presence to its customers at competitive prices at the following locations:

<b>MARYLAND</b>	<b>VIRGINIA</b>	<b>NORTH CAROLINA</b>	<b>SOUTH CAROLINA</b>
Hagerstown	Winchester	Beckerdite	Columbia
	Stephens City	Charlotte	Greenville
	Edinburg	Greensboro	Spartanburg
<b>PENNSYLVANIA</b>	Harrisonburg	Raleigh	Anderson
Carlisle	Staunton	Durham	Charleston
Chambersburg	Waynesboro	Winston-Salem	Florence
	Charlottesville	Asheville	Myrtle Beach
	Lexington	Burlington	Bethune
<b>TENNESSEE</b>	Troutville	Concord	Beaufort
Bristol	Roanoke	Fayetteville	Chester
Johnson City	Blacksburg	Goldsboro	Clemson
	Radford	High Point	Crosby Station
	Wytheville	Jacksonville	Due West
<b>WEST VIRGINIA</b>	Marion	Kinston	Georgetown
Martinsburg	Abingdon	Laurinburg	Greenwood
Bluefield	Berryville	Lexington	Hickory Tavern

	Bland	Lumberton	Hilton Head
		New Bern	Lancaster
<b>GEORGIA</b>		Sanford	Monks Corner
Atlanta		Statesville	Orangeburg
Savannah		Wilmington	Prichardville
Hartwell		Winter Park	Rock Hill
Toccoa		Baldwin	St. George
		Clingman	Sumter
		Courtney	Walterboro
		Level Cross	Yemassee
		Reeds	
		Selma	
		Sparta	

A capacity lease is available between ValleyNet and its customers that provides flexibility to meet the customers' needs now and in the future. Around the clock network monitoring and maintenance are provided as an integral part of our fiber optic network service. Trouble reports for ValleyNet intra and inter network services are processed 24 hours per day, seven days a week at the centralized ValleyNet Network Control Center via 800 number (800)825-9638.

*Designed by*

**BITS**

**ValleyNet**

*This document was last modified on Tuesday, 29-Sep-1998 16:55:07 EDT*

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Williams

Sources: [http://www.willtales.com/network/non\\_flash/networkmap/Networkmap.html](http://www.willtales.com/network/non_flash/networkmap/Networkmap.html)

1998 LATA Data

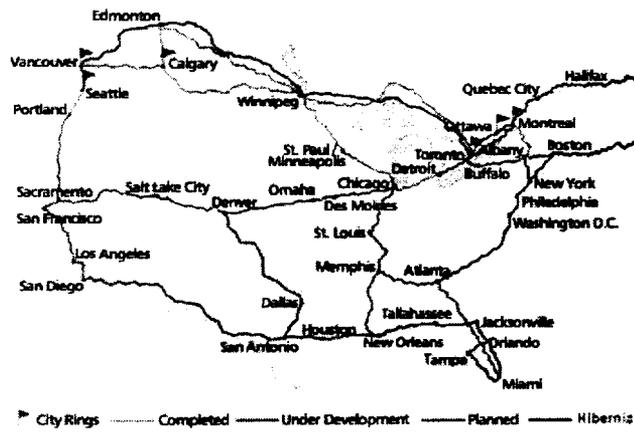
We deducted the Williams POPs from the 1998 LATA Data. An interactive (and therefore untransferable) network map is on their site, at the above address.

# Welcome to Williams Network

Our network unit offers voice, data, Internet and video services as well as rights of use in dark fiber on our low-cost, high-capacity nationwide network, which is based on a high-quality transmission technology using packet switching. The communications companies we serve include long distance carriers, local service providers, Internet service providers, international networks or utilize other providers' networks to sell services. We plan to extend the Williams network to encompass a total of 33,120 route miles of fiber optic cable, utilizing pipeline and other rights of way, to connect 125 cities by the end of the year 2000. This total includes 9,700 route miles of our single fiber network and 23,420 route miles of new construction. Of the new construction, we intend to wholly own 9,500 route miles and lease or otherwise obtain through joint ownership arrangements the remaining 13,920 route miles. The Williams network currently consists of approximately 21,650 route miles of installed fiber optic cable, with 19,490 of those miles in operation, or lit.

## Worldwide Fiber

Sources: [http://www.worldwidefiber.com/html/network\\_map.html](http://www.worldwidefiber.com/html/network_map.html)



This map from Worldwide Fiber's site shows all of the company's current POPs (yellow).


**WORLDWIDE FIBER**

 home ■  
 search ■  
 site map ■  
 contact us ■

 Corporate Investor Relations News **Network Services** Technology

## The Network

In January 1999, we completed development of the FOTS ("Fiber Optic Telecommunication System"), a 5,068-mile fiber optic network development across Canada and the Northern United States. We own at least twelve fiber strands along a 2,735 route mile segment (approximately 36,000 fiber miles) of the FOTS from Vancouver to Detroit, via Calgary, Winnipeg, Minneapolis/St. Paul and Chicago. In May 1999, we completed development of the segment of our network that extends from Seattle to Portland.

Worldwide Fiber has also entered into an agreement with an affiliate of Leducor, our parent, which allows us to control and ultimately acquire an additional 2,333 route miles (approximately 38,000 fiber miles) along two routes of the FOTS extending from Seattle to Detroit and Edmonton to Toronto. Together this fiber forms the initial backbone of our high-bandwidth fiber optic communications network and related infrastructure in North America.

The Worldwide Fiber North American long-haul fiber optic network:



- Two primary east-west routes (running from Vancouver to Halifax and Sacramento to Boston)
- Three primary north-south routes (running along the West Coast, the Mississippi River valley and the East Coast)
- A series of city rings in Toronto, Vancouver, Montreal, Ottawa and Calgary, in addition to the city ring currently under development in Seattle.
- A trans-Atlantic fiber optic Network

Our anticipated builds consist of North American long-haul fiber optic network and city rings. Upon completion of these builds,

## The Network

■ Network MAP

**Fiber Development Services**
**Bandwidth Services**
**Worldwide Telecom**

the Worldwide Fiber network will cover approximately 18,000 route miles, comprising in excess of one million fiber miles. We expect to complete the development of our network in 2001.

At Worldwide Fiber we provide customers with a low-cost alternative to building their own infrastructure or purchasing metered services from communications carriers. Our network is designed to provide communications service providers with secure, independent transmission facilities and sufficient capacity on a regional or national basis and to accommodate their increasing demands and plans for expansion. The national footprint of our network allows us to offer customized products to our clients by providing fiber or conduit on a segmented basis or throughout our entire Network.

Our network's transmission capacity, route diversity, national route design and connectivity, together with our status as an independent developer and carrier's carrier, will enhance the marketability of the network as a primary or redundant route.

The North American Network:

#### **Transcontinental FOTS**

- An East-West corridor forming the initial backbone of the Worldwide Fiber Network.
- Approximately 2,700 miles from Vancouver to Detroit, via Calgary, Winnipeg, Minneapolis/St. Paul and Chicago.



#### **West Coast**

- A North-South route from Vancouver to San Diego via Seattle, Portland, Sacramento and Los Angeles.

#### **Northeast**

- Segments in the Great Lakes region.

#### **East Coast**

- A North-South route from New York City to Washington D.C. and from Atlanta to Miami.

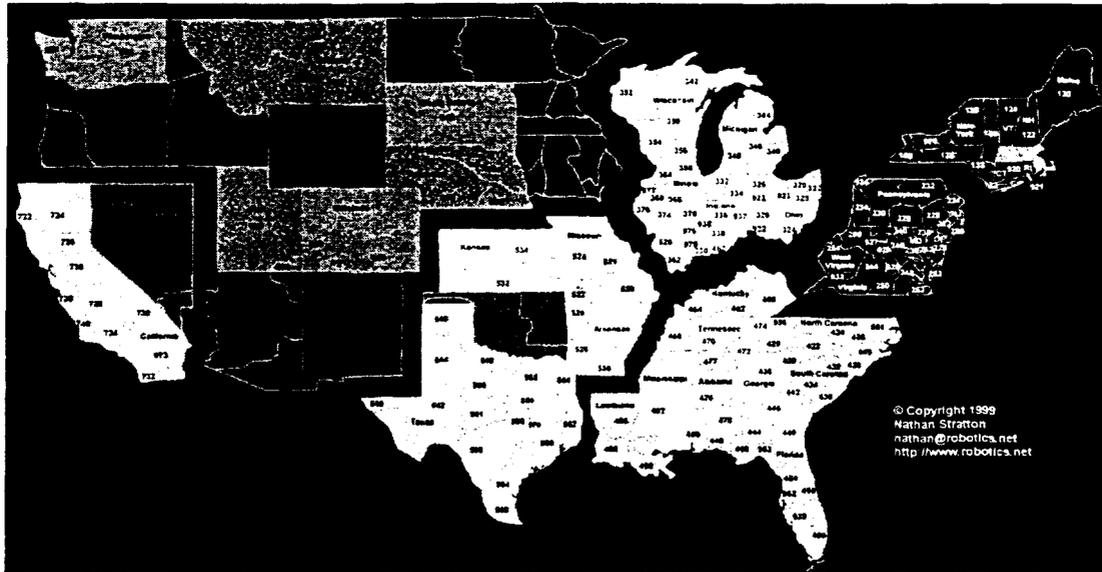
#### **Central**

- A North-South route from Chicago to New Orleans, via St. Louis.

### **Intra-City**

- Seattle
- Toronto
- Vancouver
- Montreal
- Ottawa
- Calgary

## Other Resources



This LATA map was used when unlabeled POPs appeared on network maps.

X-Sender: adk@mail.hainc.com  
X-Mailer: QUALCOMM Windows Eudora Pro Version 3.0.3 (32)  
Date: Fri, 21 Apr 2000 09:51:09 -0600  
To: odwyer@hainc.com, nmcfarlane  
From: Daniel Kelley <adk@hainc.com>  
Subject: Input On Interlata Providers

add

>Date: Tue, 15 Feb 2000 11:54 -0500 (EST)  
>From: Don Sussman <Don.Sussman@wcom.com>  
>Subject: Input On Interlata Providers  
>To: Dan Kelley <ADK@HAINC.com>  
>X-Mailer: MailRoom for Internet v3.0d (www.SierraSol.com)

>  
>  
> Privileged and Confidential  
> Joint Defense Privileged  
>

>Forwarded message:

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>Date: Tue, 15 Feb 2000 10:17 -0500 (EST)  
>From: "Robert Lanier" <Robert.Lanier@wcom.com>  
>To: "'Don Sussman'" <don.sussman@wcom.com>  
>CC: "'Jay Gulick'" <jay.gulick@wcom.com>, <  
> "'Manuel Mencia'" <manuel.mencia@wcom.com>  
>Reply-To: <Robert.Lanier@wcom.com>  
>Importance: Normal  
>Subject: Input On Interlata Providers

>  
>PRIVATE AND CONFIDENTIAL  
>AT THE DISCRETION OF COUNSEL

>  
>Don,

>  
>Per our conversation on Friday, the table below lists the details  
>for Interlata carriers which serve the markets listed on Table 2.2  
>from your document. These markets were specifically listed as having  
>3 carriers in the 1998 document (or showed 4 carriers, two of which  
>were both MCI and Worldcom). By their appearances below, our  
>information indicates that there are additional carriers than those  
>previously listed.

>  
>The table is divided into two parts. Section 1 lists those markets  
>to which we lease capacity today, so these are confirmed. Section 2  
>lists those markets to which we lease no capacity, yet our unofficial  
>information says that additional carriers are present. Not sure of  
>the best way to validate this section.

>Please let me know if you have any questions.

>  
>Bob  
>V806-1096

>=====

>SECTION 1 - MCIW leases from these carriers today

>Market	>LATA	>Carrier
>-----	>-----	>-----
>Charleston, WV	254	AEP (American Electric Power)
>Clarksburg, WV	256	AP (Allegheny Power)
>Maine	120	NEON (Northeast Optic Networks, >from Northeast Utilities)
>Northeast, PA	232	Nextlink
>Spokane, WA	676	TRI (also known as Touch America, >from Montana Light & Power)

>Billings, MT 650 TRI  
>Bluefield, VA 932 Valleynet  
>Bristol, TN 966\* Valleynet  
>Harrisonburg, VA 927 Valleynet  
>Great Falls, MT 648 TRI  
>Salisbury, MD 242\*\* Connective (from Delmarva Power)

>  
>  
> \* Incorrectly listed as LATA 956 on the '98 document.  
>\*\* This LATA only had two IXCs in '98, MCI and ATT. Sprint  
> did not serve this LATA in '98, so it may not be relevant  
> to this discussion now about fewer IXCs resulting from  
> the merger.

=====

>SECTION 2 - No MCIW leases today

>Market	LATA	Carrier
>-----	-----	-----
>Charleston, SC	436	CPL (Carolina Light & Power)
>Fargo, ND	636	TRI
>Florence, SC	432	CPL
>Ashville, NC	420	CPL
>Bismark, ND	638	TRI
>Duluth, MN	624	TRI
>Fayetteville, NC	949	CPL
>Palm Springs, CA	973	SCE (Southern Cal. Edison)
>South Dakota	640	TRI
>St. Cloud, MN	626	TRI
>Wilmington, NC	428	CPL
>Wyoming	654	TRI

>  
>  
>  
>--end--

X-Sender: adk@mail.hainc.com  
X-Mailer: QUALCOMM Windows Eudora Pro Version 3.0.3 (32)  
Date: Fri, 21 Apr 2000 09:52:35 -0600  
To: odwyer@hainc.com, nmcfarlane@hainc.com  
From: Daniel Kelley <adk@hainc.com>  
Subject: IXC Listing

add

>Date: Thu, 17 Feb 2000 12:18 -0500 (EST)  
>From: Don Sussman <Don.Sussman@wcom.com>  
>Subject: IXC Listing  
>To: Dan Kelley <ADK@HAINC.com>, odwyer@HAINC.com  
>X-Mailer: MailRoom for Internet v3.0d (www.SierraSol.com)

>  
>Dan:

>  
>This might help. I got it from CCMI:

>  
>  
>  
>Carrier

> ACCESS TRANSMISSION  
> ACN COMMUNICATION SERVICES, INC.  
> ACSI  
> AFFINITY  
> ALASCOM  
> ALLTEL COMMUNICATIONS  
> AMNEX  
> ARRIVA COMMUNICATIONS, INC  
> ASC TELECOM, INC.  
> AT&T  
> BELL ATLANTIC  
> BELL ATLANTIC COMMUNICATIONS, INC  
> BROADMEDIA, INC.  
> BT NORTH AMERICA INC.  
> CABLE & WIRELESS USA, INC  
> CAPITAL NETWORK SYSTEM, INC  
> CAPROCK COMMUNICATIONS  
> CENTURYTEL LONG DISTANCE, INC.  
> CENTURYTEL OPERATING COMPANIES  
> CINN BELL  
> CINN BELL LONG DIST  
> CITIZENS  
> CITIZENS LONG DISTANCE COMPANY  
> CLEARTEL COMM. INC.  
> COM SYSTEMS, INC.  
> COMCAST TELECOMMUNICATIONS, INC  
> CONQUEST OPER SVCS  
> EMI  
> EXCEL TELECOMMUNICATIONS  
> FRONTIER COMM  
> FRONTIER COMPANIES  
> FRONTIER LONG DISTANCE OF NEW YORK  
> FRONTIER TELEPHONE OF ROCHESTER  
> GCI COMMUNICATION  
> GLOBAL CROSSING COMPANIES  
> GST NET  
> GTE CARD SERVICE  
> GTE COMMUNICATIONS CORPORATION  
> GTE TELEPHONE OPERATING COMPANIES  
> ICG CHOICE COM  
> ICG TELECOM GROUP, INC  
> IT&E OVERSEAS, INC.  
> ITC DELTACOM COMMUNICATIONS, INC  
> ITI d/b/a ONCOR  
> KMC TELECOM

> LCI INTERNATIONAL  
> LDDS  
> LORAL SPACECOM  
> MCI  
> MCI WORLDCOM COMMUNICATIONS  
> MCLEOD USA  
> METROMEDIA  
> MFS INTELENET INC.  
> MFS INTERNATIONAL  
> MFS TELCOM INC.  
> NEXBAND COMMUNICATIONS, INC  
> NEXTLINK  
> NOS COMMUNICATIONS, INC.  
> NYNEX LONG DISTANCE  
> OCI d/b/a ONCOR  
> OVERSEAS TELECOMMUNICATIONS, INC.  
> PAETEC COMMUNICATIONS, INC.  
> PALMETTO TELEPHONE COMMUNICATIONS, LLC  
> PNV INC.  
> PROFESSIONAL COMMUNICATION SERVICES, INC.  
> PROMISEVISION TECHNOLOGY, INC.  
> PRTC LARGA DISTANCIA  
> PRTC COMMUNICATIONS, LLC  
> QWEST COMMUNICATIONS CORPORATION  
> RCI CORPORATION  
> RCN TELECOM SERVICES  
> ROCHESTER TELEPHONE  
> RTMC & NY RSA NO.3  
> SNET AMERICA INC.  
> SOUTHERNNET  
> SPRINT  
> SPRINT CELLULAR  
> SPRINT LOCAL TELEPHONE COMPANIES  
> ST. JOE  
> SW BELL COMM SVC  
> TCG  
> TELCO  
> TELECONNECT PHONE CO  
> TELEDIAL AMERICA INC  
> TELEPACIFIC NETWORK, INC  
> TELERGY NETWORK SERVICES, INC  
> TELTRUST, INC.  
> TIME WARNER  
> TIME WARNER CONNECT  
> TLDPR  
> TTI NATIONAL, INC  
> U.S. LONG DISTANCE  
> US WEST LONG DISTANCE, INC.  
> VISTA-UNITED TELECOMMUNICATIONS  
> VYVX  
> WESTERN UNION  
> WILLIAMS COMMUNICATIONS  
> WILTEL  
> WORLDCOM  
> WORLDCOM NETWORK SERVICES  
> WORLDCOM TECHNOLOGIES  
>  
>

X-Sender: adk@mail.hainc.com  
X-Mailer: QUALCOMM Windows Eudora Pro Version 3.0.3 (32)  
Date: Fri, 21 Apr 2000 09:53:36 -0600  
To: odwyer@hainc.com, nmcfarlane@hainc.com  
From: Daniel Kelley <adk@hainc.com>  
Subject: research assistance - Level 3

>Date: Fri, 25 Feb 2000 10:37 -0500 (EST)  
>From: Donald Sussman <Don.Sussman@wcom.com>  
>Subject: research assistance - Level 3  
>To: Dan Kelley <ADK@HAINC.com>  
>Organization: MCI  
>X-Mailer: MailRoom for Internet v3.0d (www.SierraSol.com)

>  
>  
>  
>Forwarded message:

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>Date: Fri, 25 Feb 2000 10:25 -0500 (EST)  
>From: "hank hultquist" <hank.hultquist@wcom.com>  
>To: "Don Sussman" <Don.Sussman@wcom.com>  
>Subject: research assistance - Level 3

>  
>On June 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 the exclusive use of an additional conduit  
>along the entire route of Level 3's intercity fiber optic network.

>at <http://www.level3.com/Content/1,1233,us|network|networktoday,00.html>

-----  
>On December 18, 1998, Level 3 announced an agreement with IXC  
>Communications to lease capacity on 7,355 route miles of fiber.

>at <http://www.level3.com/Content/1,1233,us|news|newsreleases|19981218,00.html>

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>  
>  
>  
>

X-Sender: adk@mail.hainc.com  
X-Mailer: QUALCOMM Windows Eudora Pro Version 3.0.3 (32)  
Date: Fri, 21 Apr 2000 10:32:06 -0600  
To: nmcfarlane@hainc.com, odwyer@hainc.com  
From: Daniel Kelley <adk@hainc.com>  
Subject: CapRock  
X-MIME-Autoconverted: from quoted-printable to 8bit by mail.hainc.com id KAA01511

>Date: Fri, 25 Feb 2000 10:58 -0500 (EST)  
>From: Donald Sussman <Don.Sussman@wcom.com>  
>Subject: CapRock  
>To: Dan Kelley <ADK@HAINC.com>  
>Organization: MCI  
>X-Mailer: MailRoom for Internet v3.0d (www.SierraSol.com)  
>  
>  
>CapRock Communications Signs Fiber IRU  
>  
>With Logix  
>  
>Closes Ring Along  
>Network's Northwestern Loop  
>  
>DALLAS - January 24, 2000 - CapRock  
>Communications Corp. (Nasdaq:CPRK), a Southwestern  
>facilities-based integrated communications  
>provider, has enhanced the speed-to-market of its voice  
>and high-speed data services between  
>Oklahoma City, Okla. and Amarillo, Texas after signing an  
>indefeasible right of use (IRU) agreement  
>with Logix Communications Corp.  
>  
>The 20-year agreement grants Dallas-based  
>CapRock use of 297 route miles of Logix fiber  
>connecting Oklahoma City and Amarillo.  
>Businesses along the Oklahoma City-Amarillo route will have  
>access to CapRock's network services by the  
>end of the first quarter. It will also allow CapRock to  
>bypass construction and fulfill the Western  
>Oklahoma-Texas Panhandle portion of its planned  
>6,100-mile network. CapRock anticipates  
>that its entire 6,100-mile network will be completed by  
>year-end 2000.  
>  
>"This agreement is an example of one  
>component of CapRock's buildout strategy to meet cost  
>savings in network construction. We will  
>continue to examine opportunities involving joint construction,  
>conduit purchases and IRU agreements with  
>other carriers to support the deployment of CapRock's  
>network," said Tim Terrell, executive vice  
>president of carrier services.  
>  
>Other recent CapRock efforts to accelerate  
>service network construction include:  
>  
>A \$100 million network co-building  
>project in Texas with Enron Communications.  
>A regional fiber network co-building  
>project with Worldwide Fiber of approximately 1,300-miles  
>through Texas, New Mexico and Arizona.  
>A \$40 million project with Pathnet to  
>jointly build a 350-mile fiber network between Albuquerque,  
>New Mexico and El Paso, Texas.  
>Participation in an intra-city conduit  
>construction project in Phoenix, Arizona.  
>The 36-mile purchase of conduit from  
>ACSI Network Technologies around the business district

> in downtown Houston, Texas.

> About CapRock  
> CapRock is a southwestern U.S.  
> facilities-based integrated communications provider (ICP) offering  
> local, long-distance, Internet, data and  
> private line services to business customers. The company also  
> provides switched and dedicated access,  
> regional and international long-distance, private lines, dark  
> fiber and bandwidth to carrier customers.  
> The company is building a 6,100-mile fiber network, as well  
> as voice and data networks, throughout  
> Texas, Louisiana, Arkansas, Oklahoma, New Mexico and  
> Arizona. For more information, visit  
> CapRock's web site at <http://www.caprock.com>.

> About Logix Communications  
> Logix Communications is an integrated  
> provider of information technology and telecommunications  
> services to businesses throughout the  
> southwest. Logix provides a comprehensive range of voice  
> services, advanced data services, Internet  
> services and customer premise equipment. Logix is a  
> Dobson Communications Company. News and  
> information are available at [logixcom.com](http://logixcom.com) and  
> 1.888.50.LOGIX.

> Statements contained in this news release  
> regarding expected financial results and other planned  
> events are forward-looking statements,  
> subject to uncertainties and risks. Among many factors that  
> could cause actual results to differ  
> materially from those expected are the following: (a) the  
> substantial indebtedness of the Company  
> including the interest charges associated therewith and  
> the financial covenants imposed upon the  
> Company by such indebtedness; (b) the Company's  
> ability to manage rapid change and its  
> ability to continue the integration of its predecessor  
> companies; (c) supply and demand for data  
> services; (d) the Company's ability to fund the significant  
> capital requirements in order to complete  
> its planned growth including its fiber network; (e) the  
> Company's ability to successfully, timely  
> and cost-effectively complete its fiber network; (f) the  
> development of provisioning, billing,  
> customer service and management information systems; (g)  
> competition in the various segments of the  
> communications industry in which the Company seeks  
> to participate; (h) dependence upon other  
> long distance carriers and local exchange carriers, both  
> as customers and as suppliers; (i)  
> dependence upon key personnel; (j) dependence upon major  
> customers and the risk associated with  
> international customers; (k) the regulation of the Company's  
> industry; (l) possible service  
> interruptions or natural disasters; (m) potential liability of internet  
> service providers; (n) need to obtain and  
> maintain rights of way; (o) compliance with Year 2000  
> issues; and (p) protection of the Company's  
> intellectual property.

> #  
> # #  
> -----  
>  
>

>  
>  
>  
>Agreement CapRock Details AT&T  
>  
> Project to accelerate network construction  
>to portions of Texas, Oklahoma, Arkansas and Louisiana  
>  
> DALLAS - January 24, 2000 - The joint  
>regional fiber network construction project recently  
> announced with AT&T will help CapRock  
>Communications Corp. (Nasdaq: CPRK) save an estimated  
> \$50-60 million in capital costs, accelerate  
>its network construction, and more quickly introduce voice,  
> data and Internet services to businesses in  
>fourteen Southwest markets.  
>  
> The cost of the AT&T/CapRock regional fiber  
>ring is estimated at \$120 million. By splitting the ducts  
> and costs of construction equally, CapRock  
>may be able to save as much as \$50 million. The  
> transaction is the latest in a cooperative  
>business strategy undertaken by CapRock to support network  
> construction costs and accelerate market  
>introduction of services through strategic alliances and  
> partnerships. CapRock has previously  
>entered into joint construction agreements with such  
> companies as Enron Communications, Pathnet,  
>and World Wide Fiber.  
>  
> "The benefits of cost-sharing are clearly  
>evident," said CapRock CEO Jere W. Thompson Jr. "But the  
> partnership also enables CapRock and AT&T  
>to accelerate construction with a partner dedicated to  
> project quality and focused on project  
costs."  
>  
> The fiber ring passes through Dallas, Tyler,  
>Texas; Shreveport, Monroe, Louisiana; Pine Bluff, Little  
> Rock, Fort Smith, Arkansas; Muskogee,  
>Oklahoma City, Norman, Lawton, Oklahoma; and Wichita  
> Falls, Denton and Fort Worth, Texas.  
>CapRock and AT&T are installing a four conduit facility, with  
> each company owning one conduit and sharing  
>the other two.  
>  
> AT&T previously announced plans to build a  
>\$1 billion fiber optic network linking 30 major metropolitan  
> areas that represent 80 percent of the  
>nation's future demand for high-speed data services. AT&T  
> estimates the price tag on this project  
>will be 40 percent lower with the partners participation.  
> CapRock is one of three regional  
>communications providers participating in this build with AT&T.  
>  
> About CapRock  
> Based in Dallas, Texas, CapRock  
>Communications (Nasdaq: CPRK) is a regional facilities-based  
> integrated communications provider offering  
>local, long-distance, Internet, data, and private-line  
> service to small and medium-sized business  
>customers. The company also provides switched and  
> dedicated access, regional and  
>international long distance, private lines, dark fiber and capacity to  
> carrier customers. To serve their customers,  
>CapRock is constructing a 6,100-mile fiber-optic network  
> throughout Texas, Louisiana, Arkansas,

>Oklahoma, New Mexico and Arizona. For more information,  
> visit CapRock's web site at  
><http://www.caprock.com>.  
>  
> About AT&T  
> AT&T (NYSE: T), is one of the world's  
>premier providers of voice and data communications, with more  
> than 80 million customers, including  
>businesses, consumers, and government. AT&T runs the world's  
> largest, most powerful long distance  
>network and one of the largest wireless networks in North  
> America. The company is the leading  
>supplier of data Internet services for businesses and the nation's  
> largest direct Internet service provider to  
>consumers. AT&T also provides local telephone service to a  
> growing number of businesses. For more  
>information, visit <http://www.att.com>.  
>  
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>regarding expected financial results and other planned  
> events are forward-looking statements,  
>subject to uncertainties and risks. Among many factors that  
> could cause actual results to differ  
>materially from those expected include, but are not limited to, the  
> following: the substantial indebtedness of  
>the Company including the interest charges associated  
> therewith and the financial covenants  
>imposed upon the Company by such indebtedness; the  
> Company's ability to successfully, timely  
>and cost-effectively fund and complete its planned growth,  
> including its fiber network; and,  
>competition in the various segments of the communications industry  
> in which the Company seeks to participate.  
>For an expanded discussion on these and additional  
> risks associated with CapRock's business,  
>please see the documents filed by CapRock  
> Communications Corp. with the U.S.  
>Securities and Exchange Commission.  
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>  
>CapRock, Worldwide Fiber Enter Joint Construction Agreement  
> Partnership To Fulfill Western  
>Portion of CapRock Network Deployment  
>  
> DALLAS - January 20, 2000 - CapRock  
>Communications Corp. (Nasdaq: CPRK) and Worldwide  
> Fiber will hasten the introduction of  
>advanced, highly scalable fiber optic capabilities to under-served  
> telecommunications markets through regional  
>joint construction of an approximately 1,300-mile fiber  
> network through Texas, New Mexico and  
>Arizona. This will also allow CapRock to increase the speed  
> to market of its voice and high-speed data  
>services to cities along the route, including Tuscon,  
> Arizona; Santa Fe and Albuquerque, New  
>Mexico; and El Paso, Midland, San Angelo, and Temple,  
> Texas.  
>  
> The agreement is the first between CapRock,  
>a regional facilities-based integrated communications  
> provider based in Dallas, Texas, and

>Worldwide Fiber, a facilities-based provider of technologically  
> advanced, high-bandwidth fiber optic  
>communications infrastructure and carrier services. The co-build  
> contract calls for CapRock to construct a  
>Texas fiber route from El Paso through Temple to Austin,  
> while Worldwide Fiber is responsible for  
>laying fiber west of El Paso through Tucson and into Phoenix.  
> The projected budget for this development  
>is in excess of \$100 million.  
>  
> "With this agreement, CapRock will  
>facilitate the deployment of the western-most portions of our  
> planned 6,100-mile network," said Tim  
>Terrell, CapRock executive vice president of carrier services.  
> "These type of partnerships are a  
>successful component of our business strategy. CapRock has been  
> able to fulfill more than half of its  
>planned network through co-build ventures such as this."  
>  
> "This agreement with CapRock is further  
>evidence of the significant role that Worldwide Fiber is  
> playing in the development of the  
>competitive communications market nationwide," stated Ron  
> Stevenson, president of Worldwide Fiber.  
>"Securing agreements such as these convey the appeal of  
> our high-bandwidth network solution and  
>continues to be a critical component of our business strategy  
> expansion. Worldwide Fiber is pleased to be  
>working with CapRock to jointly expand telecom  
> facilities in the southwestern United States."  
>  
> CapRock and Worldwide Fiber will each own  
>one conduit and will jointly own those remaining in the  
> multi-conduit segment. Construction is  
>scheduled to begin in the first quarter of 2000 with completion  
> expected by year's end.  
>  
> About CapRock  
> CapRock is a southwestern U.S.  
>facilities-based integrated communications provider (ICP) offering  
> local, long-distance, Internet, data and  
>private line services to business customers. The company also  
> provides switched and dedicated access,  
>regional and international long-distance, private lines, dark  
> fiber and capacity to carrier customers.  
>The company is building a 6,100-mile fiber network, as well as  
> voice and data networks, throughout Texas,  
>Louisiana, Arkansas, Oklahoma, New Mexico and  
> Arizona. For more information, visit  
>CapRock's web site at <http://www.caprock.com>.  
>  
> About Worldwide Fiber  
> Based in Vancouver, British Columbia,  
>Worldwide Fiber designs, builds, operates and maintains  
> high-speed fiber-optic networks for  
>communications carriers, Internet service providers and  
> corporations with high-bandwidth network  
>needs. Worldwide Fiber is currently completing a  
> 22,000-mile fiber-optic network in the  
>United States and Canada, and constructing a transatlantic  
> network connecting Boston and Halifax with  
>Liverpool and Dublin. Worldwide Fiber was established in  
> May 1998 and includes the  
>telecommunications division of Leducor Industries Limited, which has been  
> constructing communications networks since  
>1987. Visit Worldwide Fiber's web site at  
> [www.worldwidefiber.com](http://www.worldwidefiber.com)

>  
>  
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> following: the substantial indebtedness of  
> the Company including the interest charges associated  
> therewith and the financial covenants  
> imposed upon the Company by such indebtedness; the  
> Company's ability to successfully, timely  
> and cost-effectively fund and complete its planned growth,  
> including its fiber network; and,  
> competition in the various segments of the communications industry  
> in which the Company seeks to participate.  
> For an expanded discussion on these and additional  
> risks associated with CapRock's business,  
> please see the documents filed by CapRock  
> Communication Corp. with the U.S.  
> Securities and Exchange Commission.

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>  
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> CapRock Strengthens Williams

> Communications' Texas

Presence Through \$18 Million

> Agreement

>  
> DALLAS - July 12, 1999 - In a transaction  
> that will facilitate the rapid construction of its regional  
> fiber-optic network, CapRock Communications  
> Corp. (NASDAQ: CPRK) has entered into a long-term  
> indefeasible right of use (IRU) agreement  
> with Williams Communications Group, Inc., a unit of Williams  
> (NYSE:WMB). The \$18 million agreement  
> provides Williams with co-location and access to 755 route  
> miles of CapRock's network running through  
> Corpus Christi, Harlingen, Houston, Kingsville, Laredo,  
> McAllen and San Antonio.

>  
> "CapRock is building a durable, reliable  
> fiber optic network that, when completed, will be the most  
> extensive of its kind in Texas and the  
> surrounding states," said Chip Robertson, CapRock vice

> president of carrier sales. "Agreements  
>like this are helping to speed the construction of the network,  
> and will allow CapRock to offer  
>state-of-the-art voice, video and data to our customers faster than  
> originally planned."  
>  
> Williams Communications' nationwide  
>fiber-optic network has 18,600 route miles in service, 20,550  
> miles of fiber in the ground and plans to  
>complete 32,000 route miles connecting 125 cities by the end  
> of 2000.  
>  
> About Williams Communications  
> Williams Communications owns and operates a  
>domestic long-distance fiber-optic network; sells,  
> installs, integrates and maintains business  
>communications equipment in North America; provides  
> data and multimedia satellite transmission  
>globally; and has fiber-optic and wireless interests in  
> Australia and South America. Additional  
>information is available at [www.williams.com](http://www.williams.com).  
>  
> About CapRock  
> CapRock is a regional facilities-based  
>integrated communications provider (ICP) offering local,  
> long-distance, Internet, data and private  
>line services to business customers. The company also  
> provides switched and dedicated access,  
>regional and international long-distance, private lines and  
> dark fiber to carrier customers. For more  
>information, visit CapRock's web site at  
> <http://www.caprock.com>.  
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> could cause actual results to differ  
>materially from those expected are the following: (a) the  
> substantial indebtedness of the Company  
>including the interest charges associated therewith and  
> the financial covenants imposed upon the  
>Company by such indebtedness; (b) the Company's  
> ability to manage rapid change and its  
>ability to continue the integration of its predecessor  
> companies; (c) supply and demand for data  
>services; (d) the Company's ability to fund the  
> significant capital requirements in order  
>to complete its planned growth including its fiber network;  
> (e) the Company's ability to successfully,  
>timely and cost-effectively complete its fiber network; (f)  
> the development of provisioning, billing,  
>customer service and management information systems;  
> (g) competition in the various segments of  
>the communications industry in which the Company  
> seeks to participate; (h) dependence upon  
>other long distance carriers and local exchange carriers,  
> both as customers and as suppliers; (i)  
>dependence upon key personnel; (j) dependence upon  
> major customers and the risk associated  
>with international customers; (k) the regulation of the  
> Company's industry; (l) possible service  
>interruptions or natural disasters; (m) potential liability of  
> internet service providers; (n) need to  
>obtain and maintain rights of way; (o) compliance with Year  
> 2000 issues; and (p) protection of the  
>Company's intellectual property.

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> CapRock Agreement Extends Adelphia  
>Business Solution's Southwest  
> Reach  
>  
> Eastern-U.S. provider to  
>gain access to Central, South Texas  
>  
> DALLAS - Oct. 11, 1999 - CapRock  
>Communications Corp. (Nasdaq:CPRK) and Adelphia  
> Business Solutions, formerly Hyperion  
>Communications (Nasdaq:HYPT), today announced a 30-year  
> infeasible right of use (IRU) agreement  
>granting Adelphia access to several Texas markets via  
> 1,208 additional route miles of CapRock's  
>SONET-based fiber optic network. The agreement, the  
> second between the two companies, is valued  
>at \$7.2 million.  
>  
> CapRock, a Southwestern U.S.  
>facilities-based integrated communications provider (ICP), granted  
> the long-term license to extend Adelphia's  
>network southward from Dallas to Waco, along to Bryan  
> and east to Austin. From there, the Lucent  
>TrueWave fiber connection continues southward to San  
> Antonio, Laredo, and McAllen, before  
>routing through Corpus Christi, Victoria to Houston.  
>  
> "Carriers depend on us to be the backbone  
>of their network, and this second agreement with Adelphia  
> reinforces CapRock's network credibility,"  
>said Tim Terrell, executive vice president of carrier  
> services. "This is a tried-and-tested  
>relationship that both companies wanted to expand, and we  
> believe the relationship will continue to  
>grow as CapRock builds out its regional network."  
>  
> "This agreement not only allows us to offer  
>services in several new Texas markets, but is another  
> important step in our aggressive expansion  
>plan," said James Rigas, CEO of Adelphia Business  
> Solutions. "We will continue to utilize  
>CapRock's network where it provides us with logical  
> cost-effective entry into new areas."  
>  
> CapRock previously granted Adelphia similar  
>access for 1,650 miles of CapRock's fully redundant  
> network in four states. Adelphia is  
>deploying a super-regional network serving the eastern half of the  
> United States.  
>  
> In the first IRU agreement, Adelphia gained  
>access to CapRock's fiber network ring from Dallas/Fort  
> Worth through Wichita Falls, Tex., Oklahoma  
>City and Tulsa, Okla., Little Rock and Pine Bluff, Ark. The  
> network continues through Monroe and  
>Shreveport, La., and loops back through Longview, Tyler and  
> Athens, Texas, to Dallas/Fort Worth. That  
>agreement will also extend Adelphia network access from  
> Little Rock to Memphis, Tenn.  
>





>fiber optic network serving the eastern half of the United  
> States. For more information about Hyperion,  
>visit the company's web site at  
> <http://www.hyperioncom.net>.  
>  
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>regarding expected financial results and other planned  
> events are forward-looking statements,  
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> could cause actual results to differ  
>materially from those expected are the following: (a) the  
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> the financial covenants imposed upon the  
>Company by such indebtedness; (b) the Company's  
> ability to manage rapid change and its  
>ability to continue the integration of its predecessor  
> companies; © supply and demand for data  
>services; (d) the Company's ability to fund the  
> significant capital requirements in order  
>to complete its planned growth including its fiber network;  
> (e) the Company's ability to successfully,  
>timely and cost-effectively complete its fiber network; (f)  
> the development of provisioning, billing,  
>customer service and management information systems;  
> (g) competition in the various segments of  
>the communications industry in which the Company  
> seeks to participate; (h) dependence upon  
>other long distance carriers and local exchange carriers,  
> both as customers and as suppliers; (i)  
>dependence upon key personnel; (j) dependence upon  
> major customers and the risk associated  
>with international customers; (k) the regulation of the  
> Company's industry; (l) possible service  
>interruptions or natural disasters; (m) potential liability of  
> internet service providers; (n) need to  
>obtain and maintain rights of way; (o) compliance with Year  
> 2000 issues; and (p) protection of the  
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>Articles

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>with Enron  
>  
>Fiber Network  
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>  
>DALLAS - Feb. 3, 1999 - CapRock  
>Communications Corp. (Nasdaq: CPRK) today announced it  
>has signed an agreement with Enron  
>Communications, a wholly owned subsidiary of Enron Corp., to  
>jointly build over 1,000-miles of fiber  
>optic network within the state of Texas. Construction on the more  
>than \$100 million project will begin  
>immediately and is anticipated to be completed this fall.  
>  
>  
>The network will connect Amarillo, Lubbock,  
>Dallas, Fort Worth, Waco, Bryan, Austin, San Marcos,  
>San Antonio and Houston. The project will  
>include an advanced, highly scalable fiber network capable  
>of providing unprecedented capacity for  
>voice, data and video traffic transmission.  
>  
>  
>"It is tremendously exciting for us to be  
>associated with a company the caliber of Enron  
>Communications. The benefits of this  
>network to the people and businesses in the state of Texas are  
>enormous," said Jere W. Thompson, Jr.,  
>CapRock chairman and CEO. "This relationship enables  
>CapRock and Enron to be the first to  
>connect these Texas markets with an advanced, state-of-the-art  
>fiber network that will greatly reduce  
>communication costs to customers."  
>  
>  
>"Enron Communications is consistently  
>seeking innovative and efficient ways of extending its network,  
>and we welcome our alliance with CapRock,"  
>said Joe Hirko, CEO and president of Enron  
>Communications.  
>  
>  
>CapRock is a regional facilities-based  
>integrated communications provider offering local,  
>long-distance, Internet, data and private  
>line services to business customers. The company also  
>provides switched and dedicated access,  
>regional and international long-distance, bandwidth and  
>dark fiber to carrier customers. For more  
>information, visit CapRock's website at  
><http://www.caprock.com>.  
>  
>  
>Enron Communications, Inc. is a  
>wholly-owned subsidiary of Enron Corp., focused on delivering high  
>quality, high bandwidth applications. Enron  
>Communications is building long-haul fiber-optic networks  
>on strategic routes throughout the United  
>States as it creates a data-centric national Pure IPsm fiber  
>optic backbone known as the Enron  
>Intelligent Network. It is extending the capabilities of that network  
>through agreements with ISP's and carriers  
>seeking to generate new revenue sources and improved  
>services. More information about Enron  
>Communications can be found at <http://www.enron.net>.  
>

> Statements 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 the Company's services and the ability  
>of the Company to successfully implement its strategies,  
> each which may be affected, 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  
> Registration Statement filed on Form S-4 in  
>October 1998.

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