

**DECLARATION OF ROBERT RUNKE**

I, Robert Runke, state as follows:

1. I am Vice President, Network Distribution, of Sprint's Long Distance Division ("LDD"). In this capacity, I am responsible, among other things, for Sprint LDD's acquisition and use of access facilities from various access vendors.

2. After the abandonment of its proposed merger with WorldCom, Sprint Corporation made a strategic decision to build local access facilities (known internally as Metropolitan Area Networks or "MANs") in major metropolitan areas in order to reduce Sprint LDD's dependence on access facilities from incumbent local exchange carriers ("ILECs"). Sprint LDD is doing so through the acquisition of fiber capacity from non-ILEC suppliers and is seeking to build the most extensive local networks it can economically justify. I am in charge of that effort.

3. The build-out of MANs is currently underway in six key metropolitan areas: Chicago, Dallas, Houston, New York City, San Francisco, and Washington. In addition to these six cities, Sprint LDD has identified an additional 14 cities in which it also plans to deploy MANs.

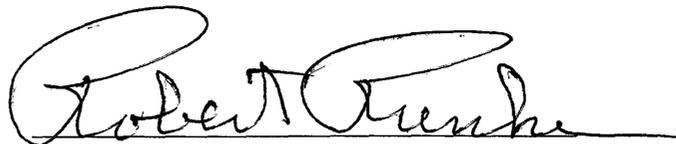
4. Notwithstanding these current and proposed MAN deployment plans, Sprint LDD will continue to be heavily dependent on all types of ILEC access facilities even in these cities where MANs are being constructed or planned for future deployment. This continued dependence can be measured by comparing the dollar amount of access facilities being purchased in the LATAs in which these cities are located, with the dollar amount (based on current rates) of access facilities that Sprint LDD will continue to

purchase from the ILECs once the MANs have been fully deployed. This analysis reflects both current demand and projected growth (costed by using current ILEC rates) through year-end. For the purpose of this analysis, I am assuming that term commitments do not exist (i.e., the percentage of facilities Sprint will continue to need from ILECs assumes that any applicable term commitments that now exist have expired), and that all the traffic that physically can be carried on the MANs has been transferred to the MANs. This analysis excludes switched access services (i.e., local switching, carrier common line, tandem switching, and tandem-switched transport) and includes only entrance facilities, special access channel terminations, and dedicated transport (including cross-connects and multiplexing).

5. Using the methodology I have described in the preceding paragraph, based on the information now available, I estimate that Sprint LDD will still depend on ILECs for 66% of total access facilities in the six cities identified above where MAN deployment is underway, and 65% in the total of 20 cities where MAN deployments are either underway or planned for the future. Sprint will still look to ILECs for an estimated 100% of special access channel terminations both in the six cities and the 20 cities as whole, and 48% of dedicated transport facilities in the six cities and 49% in the 20 cities.

I HEREBY DECLARE under penalty of perjury that the foregoing is true and correct.

Executed this 4th day of April, 2001.

  
Robert Runke