

ATTACHMENT 5

DECLARATION OF QUINTIN LEW AND RONALD H. LATAILLE

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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Verizon Communications Inc. and)	
MCI, Inc.)	WC Docket No. 05-75
Applications for Approval of)	
Transfer of Control)	

**DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE**

1. My name is Quintin Lew. My business address is 1095 Avenue of the Americas, New York City, New York 10036. I am Vice President – Access Marketing in Verizon’s Wholesale Markets Group and have worked at Verizon for 19 years. In this capacity, I am responsible for the marketing for our Special Access Products. I have nearly 20 years’ experience with Verizon or its predecessors in most areas of marketing, strategic planning, and business development. In this capacity, I have information and knowledge relating to the sources of data described specifically in paragraphs 3-23 of this Declaration.

2. My name is Ronald H. Lataille. My business address is 1095 Avenue of the Americas, New York, New York 10036. I am Vice President – Financial Planning and Analysis for Verizon’s Domestic Telecom line of business and have worked for Verizon for more than 25 years. My current responsibilities include overseeing the development of Domestic Telecom’s business plan, business unit targets and objectives, and associated contingency plans. In addition, I am responsible for the consolidation of total Domestic Telecom’s financial results, development of executive reports, SEC

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reporting and bond holder reports and compliance with Section 404 of the Sarbanes-Oxley Act. My organization includes revenue booking, analysis and reporting functions, volume reporting and analysis, competitive analysis and implementation of standardized financial business processes and systems for Domestic Telecom finance. In this capacity, I have information and knowledge relating to the sources of data described specifically in paragraphs 4-5 of this declaration.

3. The purpose of this declaration is to explain why the combination of Verizon and MCI will have no material adverse impact on the level of competition in the provision of high-capacity local access services. In particular, we demonstrate that wherever MCI has deployed its own high-capacity local access facilities in Verizon's local service area, there are other competing providers that have deployed fiber in those same areas.

4. Verizon provides high-capacity local access services through both Verizon's Wholesale Markets Group (for wholesale services to other carriers), and its retail business groups. Today, more than 80 percent of the revenue that Verizon earns from providing high-capacity services comes from sales of those services to other carriers. *See* Exhibit 1. Verizon provides high-capacity access services through tariffs including, in some cases, contract tariffs negotiated with individual customers in those areas where we have obtained pricing flexibility by showing that specific competitive criteria established by the Commission are satisfied. In addition, Verizon provides high-capacity unbundled network elements at regulated rates in those areas where the Commission has found that competing providers are impaired.

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5. Demand for Verizon's high-capacity access services is highly concentrated. More than 80 percent of the demand for Verizon's high-capacity access services is concentrated in a little over 8 percent of the Verizon wire center locations contributing to Verizon's high-capacity local access revenue (532 out of nearly 7,000 total). *See Exhibits 2A-2B.* These wire centers, in turn, are highly concentrated in the largest metropolitan areas – more than 86 percent of the 532 wire centers where demand is concentrated are located in the 40 MSAs in Verizon's serving area where demand for high-capacity services is greatest. *See Exhibits 3A-3B.* In addition, in each of those wire centers, demand is further concentrated in large office buildings and business parks where business customers tend to be located.

6. Other carriers have been deploying their own fiber facilities to serve these areas of concentrated demand for some time, beginning with the emergence of competitive access providers in the late 1980s and 1990s, such that today, there are a number of competitors, including traditional telecommunications providers and non-traditional telecommunications providers like cable and utility companies, which have deployed fiber in these areas of highly-concentrated demand.

7. Users of high-capacity local access facilities are typically businesses that generate large volumes of telecommunications traffic. They require reliable, high-speed, high-capacity services that allow them to transport that traffic to multiple locations across the country. The locations where these types of customers require service, therefore, usually do not fall within the serving area of any one, ubiquitous telecommunications provider. As a result, the provision of high-capacity local access services is a complex

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business where carriers are not only competitors, but also suppliers and customers of one other.

8. In most instances, no one telecommunications provider has the local access facilities it needs to reach each of the locations where the business customer requires service. In some locations where the customer requires service, the carrier selected to provide retail service to the customer may be able to reach the customer using its own facilities. In others, that carrier often will have to obtain local access facilities from other competing carriers. In essence, the carrier may provide service using some of its own facilities, but also may obtain some local facilities from other carriers to fill in the gaps in its local network. Accordingly, when a business customer issues a Request for Proposal (“RFP”) to obtain high-capacity services, carriers in the business of providing high-capacity services often compete both at the retail level, to become the business customer’s retail provider, and then at the wholesale level, to become a wholesale provider to the carrier that wins the retail bid in any areas where the retail provider may need local access facilities to provide service to the customer.

9. One recent example of this piecing together of multiple carrier networks occurred with a RFP issued by a state government agency. A large IXC won the bid to become the state government’s primary high-capacity services provider for its agencies as well as universities across the state. The IXC then used several access providers across the state to obtain the high-capacity local access facilities it needed in each location where the state government required service. Several carriers, many of which had also competed at the retail level, then competed to become the wholesale supplier of local access facilities for the IXC that won the retail bid. Verizon’s Wholesale Market

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Group ultimately provided some of the facilities the primary carrier needed to fulfill its proposal to the state government.

10. What this ability to aggregate local access facilities means then is that business customers who require high-capacity services may be served by a number of different providers even though each provider alone may not have its own local network facilities in each area where the customer requires service. This is true, not only for large enterprise customers, but also for medium businesses as well.

11. In addition to using our local access facilities to serve large enterprise customers, as described above, Verizon has a number of carrier customers who use our local access facilities to serve small and medium-size business customers where those carriers do not have local access facilities of their own. Even focusing on just a handful of these carriers, we have identified hundreds of types of businesses that our carrier customers serve using our local access services. These businesses include auto dealerships, hospitals, florists, antique dealers, dry cleaners, financial institutions, book and music stores, child care services, gas stations, insurance companies, hair dressers, and real estate agencies, as well as local governments and small educational institutions just to name a few. A list of the types of customers served by a selected group of carriers using our local access service is included in Exhibit 4A-4B.

12. Verizon's combination with MCI will not change the nature of this business. We will continue to offer these services to our carrier customers. Furthermore, our combination with MCI will provide greater efficiencies in the provision of wholesale high-capacity local access services. It will expand the areas where we may be able to provide wholesale high-capacity local access services to other carriers who in turn

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provide high-capacity services to business customers on a retail basis. Consequently, our carrier customers in some instances may be able to aggregate local network facilities more efficiently through one-stop-shopping in more areas where we offer high-capacity local access services.

13. In addition, to the extent some parties raise issues about the level of regulation of these services, those issues are more appropriately addressed in other proceedings. Where Verizon is providing high-capacity local access services, Verizon is regulated either under the Commission's price cap rules or under the Commission's pricing flexibility rules. Similarly, where the Commission has determined that carriers are impaired without access to UNEs, Verizon's provision of UNEs to those carriers is regulated under the Commission's unbundling rules. This combination of Verizon and MCI, therefore, also will have no effect on Verizon's on going regulatory obligations.

14. Regardless, we have also evaluated whether the combination of Verizon and MCI will have a material adverse impact on the level of competition in the provision of high-capacity local access services. It will not. While MCI has deployed high-capacity local access facilities of its own to serve customers, so have many other carriers, both nationally and in Verizon's serving territory generally as well as in areas within Verizon's serving territory where Verizon's and MCI's local access facilities overlap.

15. For example, nationally competing providers have now deployed at least one network in at least 140 of the top 150 MSAs, and an average of roughly 19 networks in each of the top 50 MSAs. *See* New Paradigm Resources Group, Inc., *CLEC Report 2004* (18th ed. 2004). A summary of this data is provided in Exhibit 5. These networks consist of approximately 324,000 route miles of fiber. *See* New Paradigm Resources

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Group, Inc., *CLEC Report 2004* (18th ed. 2004). A summary of this data is provided in Exhibit 6. AT&T, for example, operates 21,000 route miles of local fiber in approximately 70 MSAs and Time Warner Telecom operates 12,247 route miles of local fiber in approximately 41 MSAs. *Id.*

16. Time Warner Telecom also reports that it has more than 4,500 buildings directly on net and that it is continuing to build out its already extensive network and, in some instances, may exceed the incumbent local exchange carrier's reach: "[w]hile [RBOCs] have lot[s] of fiber deployed, I don't know that they have more buildings connected than we do in all cases. In certain key markets they may; in others they may not." *See* Exhibit 7. Similarly, Level 3 has "97 on-net markets – 77 in the US. . . ." that "comprise[] almost one million miles of installed optical fiber and connect 792 on-net buildings." *See* Exhibit 8.

17. Likewise, in the areas where Verizon operates as a local telephone company, data Verizon was able to obtain concerning the location of competitive fiber facilities show that there are more than 100 different providers with competitive fiber in Verizon's serving area generally. A list of these providers is included in Exhibit 9. These providers include both small and large telecommunications carriers like AT&T, Global Crossing, Level 3, Looking Glass, McLeod USA, Time Warner Telecom, and XO/Allegiance, as well as cable companies, utilities and municipalities, like Cox Communications, PPL Telecom, and TECO energy. *Id.*

18. In each of the metropolitan areas within Verizon's serving territory where MCI has deployed fiber networks, there are also multiple providers that have deployed their own fiber.

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19. To identify the areas within Verizon's serving territory where MCI's and Verizon's facilities overlap, we first identified wire centers within our serving areas where MCI has deployed fiber facilities. We obtained from MCI data on where MCI has deployed competitive fiber facilities within Verizon's serving territory. Using MCI's network maps and collocation data, we identified clusters of contiguous wire centers where MCI has deployed fiber facilities. We found that MCI had fiber-based collocation facilities in **[BEGIN PROPRIETARY]** **[END PROPRIETARY]** Verizon wire centers and additional fiber facilities passing through another **[BEGIN PROPRIETARY]** **[END PROPRIETARY]** Verizon wire centers, for a total of **[BEGIN PROPRIETARY]** **[END PROPRIETARY]** wire centers.¹ See Exhibit 10A-10C. From this we determined that MCI has deployed fiber networks in 39 different wire center clusters within Verizon's local serving territory.² *Id.*

20. Next, we looked at those wire centers where MCI has deployed fiber facilities to determine whether there are other competing providers who also have deployed fiber networks within the contiguous wire centers where there is an overlap using two sources of data – data from GeoTel, a leading provider of information related to alternative telecommunication networks, and Verizon's own physical inspections of selected Verizon wire centers where demand for high-capacity services is particularly concentrated. A description of these two data sources is included in Exhibit 11.

¹ Although MCI has collocation facilities in **[BEGIN PROPRIETARY]** **[END PROPRIETARY]** Verizon wire centers, for purposes of our analysis, we excluded the York collocation facility from our analysis and considered only **[BEGIN PROPRIETARY]** **[END PROPRIETARY]** of these collocation facilities because the York facility was not connected to MCI's local fiber and does not serve local customers.

² Not included in this analysis is one mile of overlap in one wire center in Lansing, Michigan.

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21. Both the GeoTel data and Verizon's physical inspection data understate, probably significantly, the extent to which competing providers have deployed fiber transport facilities. As GeoTel itself recognizes, GeoTel's information regarding competitive fiber routes, while extensive, is not comprehensive. In addition, because Verizon's collocation inspection data is derived from inspections of only a small number of Verizon's wire centers, it includes only a subset of the fiber-based collocation within these markets. Verizon's collocation inspection data also does not include instances where competing providers have by-passed Verizon's network facilities altogether.

22. Nonetheless, our analysis showed that, in the wire center clusters where Verizon's and MCI's local access facilities overlap:

- there are, in addition to Verizon and MCI, 92 different competitive providers with fiber facilities;
- there are 2 or more competitors with fiber facilities in 92 percent of the wire center clusters where our facilities overlap; and
- at least one competitor with fiber facilities in all but one wire center cluster – Carbondale, Illinois with only a single wire center – where Verizon's and MCI's local access facilities overlap.

See Exhibit 10.

23. Moreover, our analysis showed that within the individual wire centers in these metropolitan areas where MCI has deployed fiber facilities:

- there is an average of 6 additional competitors with fiber facilities; and
- at least 1 competitive provider with fiber and, in some instances, as many as 20 competitive providers with fiber, in 89 percent of those individual wire centers.

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In addition, in the [BEGIN PROPRIETARY] [END PROPRIETARY] Verizon wire centers where MCI has fiber-based collocation, we found that 96 percent [BEGIN PROPRIETARY] [END PROPRIETARY] of those wire centers also have at least 1 competitive provider with fiber facilities. A list of the number of competitors in each wire center cluster and individual wire center where MCI has deployed fiber facilities within Verizon's serving territory is included in Exhibit 10.

24. Finally, we analyzed the extent to which there are also other competing providers in serving wire centers where MCI has high-capacity loops facilities to buildings within that serving wire center area. Our analysis showed that for every lit building located in a wire center cluster where there was overlapping fiber, there was at least one competing carrier in that cluster. More generally, 96 percent of MCI's on network lit buildings in Verizon's service territory are located in the serving area of wire centers where there is at least one other competitor, besides Verizon and MCI, with fiber facilities. In addition, 81 percent of MCI's buildings are in wire center serving areas where there are four or more competitive providers with fiber.³

25. Because there are numerous providers of high-capacity local access services in the areas where Verizon's and MCI's local networks overlap, the combination of Verizon and MCI does not change the competitive landscape.

³ There were some instances where we identified MCI lit buildings in areas where our fiber network analysis indicated that MCI did not have local fiber. We were unable to determine whether these buildings were actually end user premises or network buildings such as nodes, carrier POPs, or collocation hotels. Even though we were unable to identify MCI local fiber in the same areas where these MCI buildings were located, we conservatively included those buildings in our lit-building analysis. In addition, there were 3 buildings for which we did not have sufficient information to determine their exact location, so those buildings were excluded from our analysis.

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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 9, 2005

A handwritten signature in cursive script, reading "Quintin Lew", is written above a horizontal line.

Quintin Lew

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 9, 2005

A handwritten signature in cursive script, appearing to read "Ronald H. Lataille", is written above a horizontal line.

Ronald H. Lataille

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EXHIBIT 1

**Total Special Access (DS1 and DS3) Revenue
Apportioned Between Wholesale and Retail Customers
(Based on 2003 Annual Billed Revenue)**

Total Verizon (Includes ALL MSAs, as well as "No MSAs")	Total Special Access	DS1	DS3
Retail	18.7%	14.7%	16.4%
Wholesale	81.3%	85.3%	83.6%
Grand Total	100.0%	100.0%	100.0%

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EXHIBIT 2A

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EXHIBIT 2B

Analysis of Verizon's High-Capacity Special Access Revenue Concentration

Based on 2003 Total Billed Revenues (Wholesale + Retail)

Percent of Special Access Revenue	Number of Wire Centers	Percent of Verizon's Total Wire Centers
20%	28	0.4%
40%	90	1.4%
60%	230	3.7%
80%	532	8.5%

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EXHIBIT 3A

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EXHIBIT 3B

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EXHIBIT 4A

Categories of End-Users Served by Selected Competitors Using Verizon Special Access

Category	EU Count
Accountants	150
Advertising & Marketing	1136
Aerospace Manufacturer	14
Aerospace Research & Development	92
Aerospace Technology	39
Agricultural Products	27
Air Cargo & Package Express Services	27
Air Conditioning Contractors	16
Aircraft Flight Training Equipment	12
Aircraft Manufacturers	153
Aircraft Parts & Equipment	15
Airports	165
Alarm Systems & Security Services	508
Alcohol & Drug Abuse Rehabilitation Services	18
Ambulance Services	8
Antique Dealers	2
Antique Reproductions Retailers	7
Apartment Complexes	23
Appliance Service & Repair	1
Appraisal Service	5
Arcades & Amusements	36
Architectural Services	41
Armed Forces	1148
Armed Forces - Air Force	8
Armed Forces - Air Force Base	294
Armed Forces - Army	208
Armed Forces - Coast Guard	6
Armed Forces - Marine Corp	5
Armed Forces - National Guard	10
Armed Forces - Navy	77
Armed Forces - USMC	19
Art Collection	3
Art Supplies Retailers	4
Arts & Entertainment	144
Arts & Entertainment - Cinemas & Theatres	60
Arts & Entertainment - Music	48
Asset Management	3
Associations and Interest Groups	874
Auctioneers	25
Audiovisual Equipment Manufacturers	14
Audiovisual/Computer Rental & Leasing	6
Autioneers	3
Auto Clubs	3
Auto Dealers	2095
Auto Manufacturers	141
Auto Rentals	992
Automated Teller Machines	82

Category	EU Count
Automation Consultants	2
Automation Equipment & Systems Dealers	20
Automotive - Auction	7
Automotive - Parts, Supplies, Service	1188
Automotive - Truck Sales, Service	84
Aviation	91
Aviation Services	118
Bail Bonds	3
Bakery	3
Bank Equipment & Supplies	12
Bar Code Scanning Equipment & Supplies	2
Barrels & Drums	7
Bearings Wholesale & Manufacturers	3
Beauty Salon Equipment & Supplies Retail	5
Beverages Wholesale & Manufacturers	21
Biomedical Research	4
Biotechnology	162
Boat Manufacturers	6
Book & Music Stores	191
Books & Music Retailers	431
Builders & Contractors	275
Builders & Contractors - Commercial & Industrial	180
Builders & Contractors - Home Construction	101
Building Inspection & Pest Control Services	58
Building Materials & Supplies Dealers	163
Building Materials & Supplies Dealers - Fiberglass	9
Building Remodeling & Repair Contractors	9
Business & Professional Services	1442
Business Consultants & Advisors	7
Business Forms & Systems	2
Business Services - Distribution	270
Cable Manufacturers	3
Call Centers & Answering Services	54
Cameras & Camera Supplies	27
Camping & Backpacking Equipment & Supplies Dealers	2
Canners & Food Processors	44
Cargo Container Manufacturers	14
Casino	1
Catalog Shopping	6
Catering	4
CDs Tapes & Records Retail	2
Cell Phone Equipment & Supplies	56
Cement & Sand & Gravel Manufacturers	27
Certified & Registered Massage Therapists	2
Charitable & Nonprofit Organizations	22
Chauffeured Services	18
Chemical Manufacturers	474
Chemicals Manufacturers	135
Child Care	36

Category	EU Count
Chimney Cleaning Services	3
Churches & Religious Organizations	523
Civil Engineering Firm	11
Civil Engineers	26
Cleaning Services	24
Clinical Services - Social & Human Services	12
Clothing & Accessories (Designer) Retailers	31
Clothing & Accessories Manufacturers	254
Clothing & Accessories Retailers	1484
Cocoa Processors	1
Cold Storage Warehouses	6
Collection Services	8
Commuications - Video Conferencing	24
Commodity & Merchandise Warehouses	31
Common & Face Brick Dealers	3
Communication - Telecom	1
Communications	1985
Communications - Broadcasting	210
Communications - Cable	465
Communications - Cable & Satellite	104
Communications - Cellular	353
Communications - Internet Hosting	42
Communications - ISP	41
Communications - Major Media	62
Communications - Radio	82
Communications - Satellite & Cable	10
Communications - Telecom	16053
Communications - Television	222
Communications - Verizon	3017
Communications - Video Conferencing	5
Communications - Wireless	2989
Communications & Public Relations	9
Communications & Public Relations Consultants	11
Communications Equipment & Supplies	17
Computer & Equipment Dealers	95
Computer Networking Installation	4
Computer Peripherals - Printers, Laser Printers	12
Computer Supplies Parts & Accessories	13
Computer Systems Consultants & Designers	360
Computer Testing Services	14
Computers	1178
Computers - Equipment & Supplies	108
Computers - Equipment Repair & Maintenance	164
Computers & Equipment Repair	10
Computing Solutions	8
Concrete & Concrete Products Dealers	32
Concrete Contractors	12
Conference Call Services	14
Conference Facilities & Convention Centers	11

Category	EU Count
Construction & Contractors - Doors & Windows	9
Construction & Contractors - Floors & Flooring	38
Construction & Contractors - General Contractors	87
Construction & Contractors - Roofing	7
Construction Engineers	19
Construction Equipment & Supplies	28
Construction Equipment & Vehicle Rental	40
Construction Management Services	138
Consultants - General	15
Consultants - Navigation	4
Consulting Services - General	1385
Consumer Goods Manufacturers	848
Consumer Goods Retailer	1
Consumer Goods Retailers	436
Consumer Groups	5
Contractors - General	15
Contractors' Equipment & Supplies Dealers	24
Convenience Stores	87
Conveyor Belting & Belting Supplies Dealers	3
Copying, Printing & Graphics Services	912
Corporate Housing	6
Corrugated & Fiber Boxes Retail	66
Cosmetics	166
Cosmetics Retailers	39
Courier Services	43
Crafts Stores	25
Credit & Debt Counseling Services	36
Credit Collection & Reporting Agency	131
Cryogenics Equipment & Supplies	2
Currency Exchange Services	6
Customs Brokers & Consultants	35
Data Communications Equipment & Systems	29
Dating & Introduction Services	1
Defense Contractors	883
Department Store	105
Department Stores	2183
Design and Engineering	55
Discount Variety Stores	109
Document Management Services	152
Dog & Horse Racing	16
Door & Window Dealers	16
Drug Stores & Pharmacies	1108
Dry Cleaners	24
Education - Admin, Boards, Associations	133
Education - Colleges & Universities	2185
Education - Commercial Services	239
Education - K-12 Schools	842
Education - Professional Training/Devel	376
Education - Special Education	1

Category	EU Count
Electric Contractors	53
Electric Equipment & Supplies Dealers	90
Electric Motor Dealers	62
Electrolysis Treatments, Lasers	2
Electronic Broking Service	1
Electronic Equipment	32
Electronic Equipment & Supplies Retail	32
Electronic Instruments Retail	147
Electronic Research Design & Development	6
Electronic Testing Equipment Dealers	32
Electronics & Appliance Manufacturers	59
Electronics & Appliance Parts & Supplies	56
Electronics & Appliances Manufacturers	272
Electronics and Appliance Retailers	881
Electronics Manufacturers	1018
Electronics Wholesale Distributor	58
Elevator Equipment & Services	76
Employment Agencies	929
Employment Agencies - Temp Staffing	131
Engineering Consulting Firm	6
Engineers	51
Entertainment	241
Entertainment - Movie Studio	28
Envelopes Manufacturers & Wholesalers	8
Environmental & Ecological Consultants	85
Environmental Association	22
Environmental Engineers	60
Environmental Services	47
Equipment Manufacturers	5
Executive Suites	69
Fabrics Stores	14
Family & General Practice Physicians & Surgeons	11
Fast Food Stores	20
Fasteners Wholesale & Manufacturers	15
Feed Fertilizer & Power Equipment	1
Fiber Optic Equipment Systems & Supplies	7
Fiberglass & Materials	6
Financial - Advisor Services	40
Financial - Advisory Services	1014
Financial - Banks	14144
Financial - Credit Card Companies	355
Financial - Credit Unions	649
Financial - Electronic Payment Svcs	171
Financial - General Services	6580
Financial - Investment Services	6991
Financial - Loan Service	74
Financial - Loan Services	380
Financial - Mortgage Companies	2313
Financial - Mutual Services	120

Category	EU Count
Financial - Research Services	11
Financial -Banks	13
Financial Institution	33
Financial Institutions	142
Finger Printing Services & Equipment	11
Fire Alarms, Extinguishers & Sprinklers	35
Fire Departments	8
Fire Fighters Associations	6
Fireproofing & Firestopping Materials & Supplies	2
Fish & Wildlife	8
Flavoring Extracts	14
Florists	53
Flour Mill	1
Fncial Institution	1
Food & Beverage Producers and Distributors	1969
Food & Beverage Providers and Distributors	102
Food & Beverage Retailers	83
Food & Beverages Producers and Distributors	1
Food Preservation Equipment & Supplies	16
Food Processing Equipment & Supplies	12
Food Services	2
Footwear Stores	25
Forklift & Industrial Truck Dealers	10
Fragrance & Cosmetics Stores	3
Funeral/Memorial Services	50
Furniture	49
Furniture Stores	256
Garage Doors & Openers	9
Gas Stations	54
General Merchandise Wholesale	54
Genetic Research	1
Genetics Research	16
Geographic Information Services	13
Gift/Houseware Retailers	271
Glass Wholesale & Manufacturers	33
Global Marketing, Communications, & Entertainment	12
Global Positioning System	6
Government	45
Government - Accounting	5
Government - Civil Defense - Power Authority	35
Government - Correctional Facility	103
Government - Courthouse	72
Government - Courts	205
Government - Customs	8
Government - Embassy/Consulate	94
Government - FBI	533
Government - Federal	6369
Government - Federal - Aviation	112
Government - Federal - Communications	51

Category	EU Count
Government - Federal - Courts	26
Government - Federal - Defense	1176
Government - Federal - Defense - Imagery & Mapping	1
Government - Federal - Food & Drug Admin	3
Government - Federal - Geological Surveys	8
Government - Federal - Health & Human Services	155
Government - Federal - House of Representatives	28
Government - Federal - Housing & Urban Development	14
Government - Federal - Info Systems	35
Government - Federal - Labor Relations	4
Government - Federal - Postal Services	105
Government - Federal - Senate	25
Government - Federal - Treasury	98
Government - Federal	1
Government - Foreign	13
Government - Foreign - Consulate	2
Government - Foreign - Embassy	13
Government - General Services Administration	257
Government - Immigration & Customs	141
Government - Local	636
Government - Local - Law Enforcement	56
Government - Local - Taxes & Finance	16
Government - Local - Transportation	148
Government - National Parks & Conservation Land	8
Government - Naval Shipyard	7
Government - Police/Sherriff	40
Government - Printing	16
Government - State	821
Government - State - Lottery	38
Government - State - Sentate	48
Government - State - State Senate	67
Government - Telecommunications	14
Government - Training	3
Government - US Congress Representatives	2
Government - Weather Service	38
Government Contractors - Computer Networks	3
Government Contractors - Computer Systems	4
Government Insurance Carriers	4
Greenhouses and Nurseries	17
Grocery Stores & Supermarkets	3314
Gypsum & Gypsum Products	31
Hair Dressers	5
Hair Restoration	2
Hardware Stores	56
Health & Beauty Products Manufacturers	80
Health & Diet Foods Stores	44
Health & Human Services - Leukemia	3
Health Agencies	8
Health Clubs & Gyms	14

Category	EU Count
Health Maintenance Organizations	60
Healthcare	1914
Healthcare - Clinics & Medical Centers	580
Healthcare - Dental	202
Healthcare - General	3825
Healthcare - Hearing	16
Healthcare - Home (Nursing, Convalescent, Rehab)	47
Healthcare - Homes (Nursing, Convalescent, Rehab)	572
Healthcare - Hospitals	1659
Healthcare - Physicians & Surgeons	16
Healthcare - Radiology	70
Healthcare - Research, Labs	374
Healthcare - Vision	100
Heating & Refrigeration Equipment Manufacturers	235
Heating & Ventilating Contractors	34
Heavy Equipment Manufacturers	25
Home Décor Retailers	223
Home Improvement Retailers	225
Home Improvement Services	14
Home Improvement Stores	616
Home Improvement, Repair, Lawns Services	186
Home Products - Siding	22
Hospice	18
Hospital Consultants & Management	1
Hospital Equipment & Supplies Retail	94
Hospitality	38
Hospitality Services	21
Hotel & Motel Equipment & Supplies	4
Hotel Reservations Service Provider	7
Hotel Services	2
Hotels & Lodging	4400
Household Linens & Furnishing Retailers	134
Housing Authority	4
Human Resource Business Services	301
Imaging Equipment Manufacturers	48
Incinerators Parts & Services	6
Industrial - Metals	1
Industrial Equipment & Supplies	199
Industrial Equipment & Supplies Dealers	69
Industrial Equipment Rental & Leasing	8
Industrial Parks Management	56
Industries - General	35
Industry - Aerospace	112
Industry - Metals	103
Industry - Mining/Natural Resources	8
Industry - Paper	283
Industry - Power, Fuel, Water, Energy	2263
Industry - Trade Association	186
Information Services	528

Category	EU Count
Information Technology & Automation	38
Ink Manufacturers' Materials	9
Instruments & Equipment Manufacturers	127
Insurance	9082
Insurance - Claims Processing Service & Adjusters	5
Insurance - Health Care Services	194
Insurance - Life Insurance	45
Insurance - Title Insurance	134
Insurance - Workers' Compensation Services	34
Interest Groups and Associations	13
Interior Design	7
Internet Services	1290
Investigation Services	16
IT Consulting & Business Services	2285
Jewelry Importers	3
Jewelry Stores	142
Journalism/News Service	154
Journalism/News Services	27
Kitchen & Bath Distributor	46
Labor Relations	2
Labor Unions	25
Laboratories	613
Laboratory Equipment & Supplies	1
Landscape Designers & Consultants	36
Landscape Equipment & Supplies Dealers	98
Landscaping	19
Laundry Service	7
Law Firms & Legal Services	1275
Lawn & Garden Equipment & Supplies	10
Leather Goods Manufacturers	3
Leather Goods Retailers	68
Libraries	129
Lighting Fixtures Manufacturers	9
Lighting Fixtures Retailers	61
Linen Supply Services & Uniforms Retail	41
Liquor Stores	3
Lithographers	75
Lumber	79
Mail Order & Catalog Sales	6
Malls & Shopping Centers	139
Management Consulting	612
Manufacturers -General	1
Manufacturers - General	1585
Manufacturers' Agents & Representatives	31
Marina	1
Materials & Packaging Manufacturers	380
Mechanical Contracting	14
Mechanical Contractors & Engineers	1
Mechanical Equipment & Supplies	6

Category	EU Count
Media & Communications - Sales Presentations	44
Medical	27
Medical - Blood Bank	5
Medical & Dental X-Ray Laboratories	3
Medical Advisors/Consultants	9
Medical Analysis	3
Medical Answering Services	4
Medical Association	4
Medical Billing & Collections Services	13
Medical Centers - Blood Center	8
Medical Consulting	44
Medical Device Manufacturers	30
Medical Equipment	27
Medical Exam Board	1
Medical Information Technology	22
Medical Laboratory	8
Medical Laboratory - Radiology	3
Medical Products and Services	409
Medical Research	47
Medical Services	89
Medical Specialties	55
Medical Specialties - Behavioral Health	29
Medical Specialties - Cancer Foundation	1
Medical Specialties - Cancer Treatment Centers	5
Medical Specialties - Cardiovascular	2
Medical Specialties - Cardiovascular Health	16
Medical Specialties - Cerebral Palsy	15
Medical Specialties - Counseling	1
Medical Specialties - Endoscopy	1
Medical Specialties - Eye Surgery Center	7
Medical Specialties - Home Care	6
Medical Specialties - MRI	25
Medical Specialties - Muscular Dystrophy	12
Medical Specialties - OB-GYN	8
Medical Specialties - Optometry	5
Medical Specialties - Orthopedics	55
Medical Specialties - Radiology	18
Medical Specialties - Ultrasounds	29
Medical Staffing Services	2
Medical Supplies	7
Medical Transcription	4
Merchandising	5
Merchandising Services & Systems	9
Metal Products	66
Metal Stamping Equipment & Supplies	9
Microfilming & Imaging Service Equipment/Supplies	11
Miscellaneous	68095
Mobile Offices & Commercial Units	5
Mobile Tracking Systems	8

Category	EU Count
Modeling Agency	1
Modular & Mobile Home & Buildings Dealers	6
Money Orders & Transfer Services	15
Mortgages	269
Motion Picture Distributors	20
Moving & Storage	135
Museums	83
Music Publishing/Supply	34
Musical Instrument - Rental and Sales	42
Newspaper Distributors	1
Newspaper Publishers	438
Non-Profit Organizations	482
Office Furniture & Equipment Dealers	61
Office Machinery & Supplies	11
Office Management Services	99
Office Space and Support Services	107
Office Supplies Stores	827
Office Supplies Wholesale & Manufacturers	13
Office Supply Stores	31
Online Services	85
On-line Stores	7
Organ Donation & Tissue Banks	6
Outdoor Advertising & Billboards	2
Outsourcing - Business Management	197
Packaging	34
Packaging & Shipping Services	1302
Paint & Paint Products	5
Paint Manufacturers	26
Painting & Paint Supplies	7
Paper Products	7
Parking	13
Parking & Traffic Consultants	4
Parks & Recreation	42
Party Supplies Stores	41
Payroll & Payment Services	484
Payroll Services	10
Perfumes & Colognes Raw Materials & Supplies	4
Pest Control Services	75
Pet Care	1
Pharmaceuticals	1838
Phone Equipment & Systems Dealers	2
Photographic Equipment & Supplies	69
Photographic Equipment & Supplies Retail	4
Photography Stores	5
Photography Studios & Picture Libraries	5
Physical Therapy	5
Physical Therapy Equipment and Supplies	7
Pipe Fabrication	5
Plastic Products	144

Category	EU Count
Plastic Raw Materials	8
Plumbing & Heating Supplies	143
Plumbing Services	9
Plumbing Supplies	29
Pneumatic Equipment & Suppliers Dealers	10
Pneumatic Tools & Equipment	6
Polyethylene Materials & Products	25
Postal Services	33
Product Packaging Labeling & Shipping	35
Production Studio	17
Property Management	8
Public Housing	2
Publications	1
Publishers	945
Race Track	1
Radio Phone Equipment & Systems	26
Real Estate - Agencies	1329
Real Estate - Commercial & Industrial	210
Real Estate - Commerical & Industrial	21
Real Estate - Corporate Housing	18
Real Estate - Developers & Subdividers	104
Real Estate - Time Shares	9
Real Estate Services	47
Recreational Vehicles	9
Recruiting Services	4
Recycling/Conservation Services	33
Recycling/Vonservation Services	1
Rentals - Furniture	52
Rentals - General	127
Rentals and Sales - Heavy Equipment	55
Research	437
Resorts	33
Restaurant Management & Consultants	2
Restaurant Services	3
Restaurants	474
Restuarants	1
Retail - General	12
Retail - Pet Supplies	3
Retail - Sporting Goods	3
Retail - Toys	3
Retail Sales	2
Retailers - General	11
Retirement Communities & Homes	56
Road & Highway Construction Machinery & Equipment	9
Robotics	2
Sales Training	2
Salons & Spas	10
Salvage Services	7
Sand & Gravel Dealers & Recycling Centers	28

Category	EU Count
Saw Sales Sharpening & Repair	3
Science	48
Science - Forensics	2
Science - Health	9
Science - Research	35
Science & Technology	22
Science and Engineering	344
Scientific Instruments & Supplies Dealers	104
Scooters & Powered Chairs	9
Semiconductors	65
Sewing Machines	1
Shipbuilding	17
Sign Dealers, Display Designers & Producers	13
Social & Human Services Organization	116
Social & Human Services Organizations	11
Social Clubs	4
Social Groups	25
Soda Fountain Equipment & Supplies	25
Software & CD ROM Sales & Services	9
Sound Equipment & Systems Sales Rental & Leasing	4
Space & Navigation	8
Space Communications	5
Space Exploration & Defense	7
Specialty Stores	200
Spices Wholesale & Manufacturers	2
Sporting Goods Retailers	246
Sports	17
Sports - Athletic/Fitness Clubs	259
Sports - Auto Clubs	40
Sports - Baseball	14
Sports - Basketball	36
Sports - Beach Club	1
Sports - Boxing	3
Sports - Clubs/Facilities	24
Sports - Equestrian	1
Sports - Football	37
Sports - Golf/Country Clubs	106
Sports - Hockey	3
Sports - Soccer	3
Sports - Yacht Clubs	4
Sports & Recreation	17
Sports & Recreation - Off-Track Betting	14
Sports & Recreation - Paint Ball	2
Sports & Recreation - Youth & Family Centers	17
Sports and Entertainment Tickets	1
Steam Boiler	5
Steamship Companies	4
Steel Manufacturers	114
Stock Exchanges	102

Category	EU Count
Swimming Pools Manufacturers & Installation	15
Systems & Integration Engineers	1
Tax Return Preparation	188
Taxi Cab Services	2
Technology - Computer Networks	44
Technology - Data	498
Technology - Engineering	269
Technology - General	1519
Technology - Network	1150
Technology - R&D	150
Technology - Software	1464
Technology & Engineering	1248
Technology Research and Development	926
Telecommunications Management	2
Telecommunications Wiring & Cabling	40
Telemarketing	19
Terminal & Container Services	5
Testing Equipment & Supplies Wholesale & Manufacturers	24
Textile & Fabric Manufacturers	108
Title Company	144
Title Insurance/Escrow Services	94
Tobacco & Tobacco Products	29
Tools	5
Tools Wholesale & Manufacturers	6
Tourist Attractions	9
Toy Manufacturers	41
Toy Stores	257
Traffic & Transportation Engineers	11
Translators & Interpreters	2
Transportation	391
Transportation - Airlines	652
Transportation - Bus	42
Transportation - Rail	334
Transportation - Shipping	160
Transportation - Trucking/Freight	974
Travel Agencies & Tourism	934
Vehicle Licensing Service	2
Veterans	24
Veterinary Services	47
Video Production Services	15
Wallpaper Wholesale & Manufacturers	12
Warehouses	46
Waste Management	174
Waste Mangement	1
Water Filtration & Purification Equipment Retail	23
Waterworks Equipment & Supplies	4
Welding Equipment & Retail Supplies	3
Wholesale Distributor	3
Wholesale Distributors	5

Category	EU Count
Wire & Wire Products	3
Wireless Phone Stores	77
Wood Products	29
Wrecking & Demolition Contractors	8
Youth Organizations Centers & Clubs	6
Grand Total	248125

DECLARATION OF QUINTIN LEW AND
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EXHIBIT 4B

Selected Carriers' Use of Verizon Special Access to Serve Customers

Verizon studied the types of customers being served by 11 carriers using Verizon's Special Access services. To make this determination, Verizon began with a review of its December 2003 billing records to determine the carriers to which it had sold high-capacity circuits (*i.e.*, DS-1, DS-3, or synchronous optical networking ("SONET") facilities). Next, from this information, Verizon identified a selection of at least 11 carriers that it determined rely on Verizon's Special Access services to provide high-capacity services to business end users. All of these carriers are significant purchasers of Special Access services (and MCI was not included in the analysis). Some of these carriers provide high-capacity services both through the use of their own facilities or a combination of their own facilities and Special Access services.

Through a series of queries to Verizon's billing records as of the last billing period in February 2004, we obtained information regarding the high-capacity DS-1, DS-3, and SONET circuits that these purchasers of Verizon Special Access services use to provide services.¹ Verizon obtained the following information for each circuit: (1) carrier code; (2) description of high-speed service (*e.g.*, DS-1, DS-3, or SONET); (3) serving wire center common language location identifier ("CLLI") code; (4) end-user's name; and (5) end-user's address. Verizon also had information that allowed Verizon to obtain the central office address based on the CLLI code.

From this Verizon determined the types of business end users these selected carriers were serving using Verizon's Special Access services. The end user names associated with the circuits were manually examined and assigned a business category. If a business category was not apparent, the examiner utilized an Internet lookup to determine the business function. If the examiner was unable to determine the business function, the category of "Miscellaneous" was assigned.

¹ Voice grade, wide-area telephone service, and digital data services were not included in this review. High-capacity services were identified using the service code modifier of circuit identification (where available), circuit class of service universal service order code (where available), billing account number, and class of service description.

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EXHIBIT 5

CLEC NETWORKS BY MSA

This attachment tabulates the number of CLEC networks in the 150 largest Metropolitan Statistical Areas (MSAs). The data are from New Paradigm Resources Group's *CLEC Report 2004*, which describes CLEC networks as either "Operational," "On-Net," "Resale," or "Planned." We have tabulated only Operational and On-Net networks, both of which appear to involve the use of a CLEC's own facilities. CLECs operating On-Net networks are indicated in italics.

In some MSAs, the total number of Operational and On-Net networks exceeds the number of CLECs operating within those MSAs. This is due to the fact that, in some instances, individual CLECs operate multiple networks within the same MSA.

New Paradigm Resources Group, Inc., *CLEC Report 2004*, Ch. 5 (18th ed. 2004); United States Census Bureau, *Metropolitan and Micropolitan Statistical Areas and Components, December 2003, With Codes* (Feb. 25, 2004), <http://www.census.gov/population/estimates/metro-city/0312mfips.txt>; United States Census Bureau, *Metropolitan and Micropolitan Statistical Areas and Components, 2003, With Codes* (June 6, 2003), <http://www.census.gov/population/estimates/metro-city/03mfips.txt>.

MSA	CLEC Networks – 2004
1. New York-Northern New Jersey-Long Island, NY-NJ-PA	Allegiance Telecom; AT&T; Broadview Networks; <i>Cablevision Lightpath</i> ; <i>Comcast Business Communications</i> ; <i>Conversent Communications</i> ; Eagle Communications; <i>Focal Communications</i> ; Global Crossing; IDT/Winstar Communications; MCI; <i>PaeTec</i> ; Qwest Communications; <i>RCN</i> ; <i>SBC Telecom</i> ; Time Warner Telecom; <i>XO</i> CLECs: 17 Operational Networks: 56 On-Net Networks: 27
2. Los Angeles-Long Beach-Santa Ana, CA	Allegiance Telecom; AT&T; Cox Communications; Eagle Communications; <i>Focal Communications</i> ; Global Crossing; <i>ICG Communications</i> ; IDT/Winstar Communications; MCI; <i>Mpower Communications</i> ; <i>Pac-West Telecomm</i> ; <i>PaeTec</i> ; Qwest Communications; <i>RCN</i> ; Time Warner Telecom; US Telepacific; <i>XO</i> CLECs: 17 Operational Networks: 34 On-Net Networks: 24
3. Chicago-Naperville-Joliet, IL-IN-WI	Allegiance Telecom; AT&T; CoreComm; <i>Eagle Communications</i> ; <i>Focal Communications</i> ; Global Crossing; Globalcom; <i>ICG Communications</i> ; IDT/Winstar Communications; MCI; <i>McLeodUSA</i> ; <i>Mpower Communications</i> ; <i>PaeTec</i> ; Qwest Communications; <i>RCN</i> ; Time Warner Telecom; Verizon; <i>XO</i> CLECs: 18 Operational Networks: 23 On-Net Networks: 6
4. Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	Allegiance Telecom; AT&T; Broadview Networks; <i>Cablevision Lightpath</i> ; <i>Cavalier Telephone</i> ; <i>Comcast Business Communications</i> ; <i>CoreComm</i> ; CTC Communications; Eagle Communications; <i>Focal Communications</i> ; Global Crossing; IDT/Winstar Communications; MCI; <i>PaeTec</i> ; Qwest Communications; <i>RCN</i> ; SBC; US LEC; <i>XO</i> CLECs: 19 Operational Networks: 26 On-Net Networks: 34
5. Dallas-Fort Worth-Arlington, TX	Allegiance Telecom; AT&T; <i>Birch Telecom</i> ; <i>Eagle Communications</i> ; <i>Focal Communications</i> ; Global Crossing; Grande Communications Network; <i>ICG Communications</i> ; IDT/Winstar Communications; <i>ITC^DeltaCom</i> ; Logix Communications; MCI; <i>Mpower Communications</i> ; Qwest Communications; Time Warner Telecom; <i>XO</i> CLECs: 16 Operational Networks: 25 On-Net Networks: 8
6. Miami-Fort Lauderdale-Miami Beach, FL	Allegiance Telecom; AT&T; <i>Florida Digital Network</i> ; <i>Eagle Communications</i> ; <i>ITC^DeltaCom</i> ; MCI; <i>Mpower Communications</i> ; <i>US LEC</i> ; NuVox Communications; <i>PaeTec</i> ; SBC Telecom; <i>XO</i> CLECs: 14 Operational Networks: 24 On-Net Networks: 12
7. Washington-Arlington-Alexandria, DC-MD-VA-WV	Allegiance Telecom; AT&T; <i>Cavalier Telephone</i> ; <i>Comcast Business Communications</i> ; Cox Communications; <i>Focal Communications</i> ; Global Crossing; <i>ICG Communications</i> ; IDT/Winstar Communications; MCI; <i>PaeTec</i> ; Qwest Communications; <i>RCN</i> ; SBC Telecom; <i>US LEC</i> ; <i>XO</i> CLECs: 16 Operational Networks: 18 On-Net Networks: 29
8. Houston-Baytown-Sugar Land, TX	Allegiance Telecom; AT&T; <i>Birch Telecom</i> ; <i>Eagle Communications</i> ; <i>Focal Communications</i> ; Global Crossing; Grande Communications Network; <i>ICG Communications</i> ; IDT/Winstar Communications; <i>ITC^DeltaCom</i> ; Logix Communications; MCI; <i>McLeodUSA</i> ; <i>Mpower Communications</i> ; Qwest Communications; Time Warner Telecom; <i>XO</i> CLECs: 17 Operational Networks: 19 On-Net Networks: 4
9. Detroit-Warren-Livonia, MI	AT&T; Comcast Business Communications, IDT/Winstar Communications; MCI; <i>Mpower Communications</i> ; Qwest Communications; <i>XO</i> CLECs: 7 Operational Networks: 14 On-Net Networks: 1

MSA	CLEC Networks – 2004
10. Boston-Cambridge-Quincy, MA-NH	Allegiance Telecom; AT&T; <i>BayRing Communications</i> ; Broadview Networks; Choice One Communications; Conversent Communications; <i>CTC Communications</i> ; Eagle Communications; Global Crossing; Global NAPs; ICG Communications; IDT/Winstar Communications; MCI; PaeTec; Qwest Communications; <i>RCN</i> ; <i>RNK Telecom</i> ; SBC Telecom; XO CLECs: 20 Operational Networks: 22 On-Net Networks: 43
11. Atlanta-Sandy Springs-Marietta, GA	Allegiance Telecom; AT&T; <i>Birch Telecom</i> ; Cox Communications; Eagle Communications; Global Crossing; Grande Communications Network; ICG Communications; IDT/Winstar Communications; <i>ITC^DeltaCom</i> ; MCI; Mpower Communications; <i>NewSouth Communications</i> ; NuVox Communications; <i>SBC Telecom</i> ; Time Warner Telecom; US LEC; Verizon; <i>XO</i> CLECs: 19 Operational Networks: 21 On-Net Networks: 9
12. San Francisco-Oakland-Fremont, CA	Allegiance Telecom; AT&T; <i>Focal Communications</i> ; Global Crossing; <i>ICG Communications</i> ; IDT/Winstar Communications; MCI; <i>Mpower Communications</i> ; <i>Pac-West Telecomm</i> ; Qwest Communications; <i>RCN</i> ; Time Warner Telecom; <i>US Telepacific</i> ; <i>XO</i> CLECs: 14 Operational Networks: 21 On-Net Networks: 13
13. Riverside-San Bernardino-Ontario, CA	Allegiance Telecom; AT&T; <i>ICG Communications</i> ; <i>Mpower</i> ; <i>Pac-West Telecomm</i> ; <i>Time Warner Telecom</i> CLECs: 6 Operational Networks: 4 On-Net Networks: 8
14. Phoenix-Mesa-Scottsdale, AZ	Allegiance Telecom; AT&T; Cox Communications; Eschelon Telecom; Global Crossing; IDT/Winstar Communications; MCI; <i>McLeodUSA</i> ; <i>Pac-West Telecomm</i> ; SBC Telecom; Time Warner Telecom; Verizon; <i>XO</i> CLECs: 13 Operational Networks: 13 On-Net Networks: 2
15. Seattle-Tacoma-Bellevue, WA	Allegiance Telecom; AT&T; <i>Eschelon Telecom</i> ; Focal Communications; Global Crossing; ICG Communications; IDT/Winstar Communications; Integra Telecom; MCI; <i>McLeodUSA</i> ; <i>Pac-West Telecomm</i> ; SBC Telecom; Time Warner Telecom; <i>XO</i> CLECs: 14 Operational Networks: 17 On-Net Networks: 2
16. Minneapolis-St. Paul-Bloomington, MN-WI	Allegiance Telecom; AT&T; <i>Eschelon Telecom</i> ; Focal Communications; Global Crossing; IDT/Winstar Communications; Integra Telecom; KMC Telecom; MCI; <i>McLeodUSA</i> ; SBC Telecom; Time Warner Telecom; <i>XO</i> CLECs: 13 Operational Networks: 15 On-Net Networks: 4
17. San Diego-Carlsbad-San Marcos, CA	Allegiance Telecom; AT&T; Cox Communications; Global Crossing; <i>ICG Communications</i> ; MCI; Mpower Communications; <i>Pac-West Telecomm</i> ; Qwest Communications; <i>RCN</i> ; Time Warner Telecom; US Telepacific; <i>XO</i> CLECs: 13 Operational Networks: 13 On-Net Networks: 5
18. St. Louis, MO-IL	AT&T; Allegiance Telecom; <i>Birch Telecom</i> ; Global Crossing; IDT/Winstar Communications; MCI; <i>McLeodUSA</i> ; NuVox Communications; Qwest Communications; <i>XO</i> CLECs: 10 Operational Networks: 13 On-Net Networks: 1

MSA	CLEC Networks – 2004
19. Baltimore-Towson, MD	Allegiance Telecom; AT&T; <i>Cavalier Telephone</i> ; Comcast Business Communications; Focal Communications; Global Crossing; IDT/Winstar Communications; MCI; <i>PaeTec</i> ; Qwest Communications; <i>RCN</i> ; <i>SBC Telecom</i> ; US LEC; XO CLECs: 14 Operational Networks: 11 On-Net Networks: 5
20. Pittsburgh, PA	Allegiance Telecom; AT&T; Choice One Communications; MCI; <i>PaeTec</i> ; Qwest Communications; US LEC CLECs: 7 Operational Networks: 6 On-Net Networks: 1
21. Tampa-St. Petersburg-Clearwater, FL	Allegiance Telecom; AT&T; <i>Eagle Communications</i> ; <i>Florida Digital Network</i> ; Global Crossing; IDT/Winstar Communications; <i>ITC^DeltaCom</i> ; KMC Telecom; MCI; Mpower Communications; <i>NewSouth Communications</i> ; SBC Telecom; Time Warner Telecom; <i>US LEC</i> ; XO CLECs: 15 Operational Networks: 14 On-Net Networks: 8
22. Denver-Aurora, CO	Allegiance Telecom; AT&T; Eschelon Telecom; Global Crossing; ICG Communications; IDT/Winstar Communications; MCI; McLeodUSA; Pac-West Telecomm; SBC Telecom; Time Warner Telecom; Verizon; XO CLECs: 13 Operational Networks: 19
23. Cleveland-Elyria-Mentor, OH	Allegiance Telecom; AT&T; Cablevision Lightpath; CoreComm; Focal Communications; Global Crossing; ICG Communications; MCI; <i>Mpower Communications</i> ; Qwest Communications; XO CLECs: 11 Operational Networks: 11 On-Net Networks: 1
24. Cincinnati-Middletown, OH-KY-IN	AT&T; Global Crossing; ICG Communications; IDT/Winstar Communications; MCI; NuVox Communications; Time Warner Telecom CLECs: 7 Operational Networks: 7
25. Portland-Vancouver-Beaverton, OR-WA	Allegiance Telecom; AT&T; Eschelon Telecom; Global Crossing; <i>Integra Telecom</i> ; MCI; McLeodUSA; RIO Communications; SBC Telecom; Time Warner Telecom; XO CLECs: 11 Operational Networks: 13 On-Net Networks: 1
26. Kansas City, MO-KS	AT&T; <i>Birch Telecom</i> ; Everest Connections; Global Crossing; MCI; NuVox Communications; Qwest Communications CLECs: 7 Operational Networks: 10 On-Net Networks: 3
27. Sacramento-Arden-Arcade-Roseville, CA	Allegiance Telecom; AT&T; Global Crossing; ICG Communications; MCI; <i>Mpower Communications</i> ; Pac-West Telecomm; Qwest Communications; Time Warner Telecom; XO CLECs: 10 Operational Networks: 12 On-Net Networks: 2
28. San Jose-Sunnyvale-Santa Clara, CA	Allegiance Telecom; AT&T; <i>Focal Communications</i> ; Global Crossing; <i>ICG Communications</i> ; MCI; Mpower Communications; Pac-West Telecomm; Qwest Communications; US Telepacific; XO CLECs: 11 Operational Networks: 11 On-Net Networks: 10
29. San Antonio, TX	Allegiance Telecom; AT&T; <i>Birch Telecom</i> ; Grande Communications Network; ICG Communications; IDT/Winstar Communications; <i>ITC^DeltaCom</i> ; Logix Communications; MCI; McLeodUSA; <i>Mpower Communications</i> ; Qwest Communications; Time Warner Telecom; XO CLECs: 14 Operational Networks: 12 On-Net Networks: 3

MSA	CLEC Networks – 2004
30. Orlando, FL	AT&T; <i>Florida Digital Network</i> ; Grande Communications Network; <i>ITC^DeltaCom</i> ; MCI; <i>NewSouth Communications</i> ; Orlando Telephone; PaeTec; SBC Telecom; Time Warner Telecom; US LEC Corp.; XO CLECs: 12 Operational Networks: 10 On-Net Networks: 6
31. Columbus, OH	Choice One Communications; Global Crossing; ICG Communications; <i>ITC^DeltaCom</i> ; Knology Broadband; McLeodUSA; <i>Mpower Communications</i> ; NuVox Communications; Time Warner Telecom; XO CLECs: 10 Operational Networks: 9 On-Net Networks: 1
32. Providence-New Bedford-Fall River, RI-MA	AT&T; Choice One Communications; Conversent Communications; <i>CTC Communications</i> ; MCI; <i>PaeTec</i> ; <i>RNK Telecom</i> CLECs: 7 Operational Networks: 5 On-Net Networks: 3
33. Virginia Beach-Norfolk-Newport News, VA-NC	<i>Cavalier Telephone</i> ; Cox Communications; KMC Telecom; <i>SBC Telecom</i> ; <i>US LEC</i> CLECs: 5 Operational Networks: 4 On-Net Networks: 3
34. Indianapolis, IN	AT&T; Choice One Communications; Global Crossing; IDT/Winstar Communications; MCI; McLeodUSA; NuVox Communications; Qwest Communications; Time Warner Telecom CLECs: 9 Operational Networks: 9
35. Milwaukee-Waukesha-West Allis, WI	AT&T; Choice One Communications; Global Crossing; MCI; <i>McLeodUSA</i> ; Time Warner Telecom CLECs: 6 Operational Networks: 6 On-Net Networks: 1
36. Las Vegas-Paradise, NV	<i>Eagle Communications</i> ; Mpower Communications; Pac-West Telecomm; SBC Telecom; US Telepacific; XO CLECs: 6 Operational Networks: 5 On-Net Networks: 1
37. Charlotte-Gastonia-Concord, NC-SC	AT&T; <i>Birch Telecom</i> ; <i>Eagle Communications</i> ; Global Crossing; ICG Communications; <i>ITC^DeltaCom</i> ; NewSouth Communications; NuVox Communications; SBC Telecom; Time Warner Telecom; US LEC; Verizon CLECs: 12 Operational Networks: 9 On-Net Networks: 4
38. New Orleans-Metairie-Kenner, LA	Cox Communications; <i>ITC^DeltaCom</i> ; <i>McLeodUSA</i> ; NewSouth Communications; US LEC; Xspedius CLECs: 6 Operational Networks: 4 On-Net Networks: 2
39. Nashville-Davidson-Murfreesboro, TN	AT&T; <i>Birch Telecom</i> ; <i>Eagle Communications</i> ; ICG Communications; <i>ITC^DeltaCom</i> ; NewSouth Communications; NuVox Communications; SBC Telecom; US LEC; XO; <i>Xspedius</i> CLECs: 11 Operational Networks: 10 On-Net Networks: 3
40. Austin-Round Rock, TX	Allegiance Telecom; AT&T; <i>Birch Telecom</i> ; Grande Communications; ICG Communications; <i>ITC^DeltaCom</i> ; Logix Communications; MCI; McLeodUSA; <i>Mpower Communications</i> ; Qwest Communications; Time Warner Telecom.; XO CLECs: 13 Operational Networks: 11 On-Net Networks: 3

MSA	CLEC Networks – 2004
41. Memphis, TN-AR-MS	<i>Birch Telecom; Eagle Communications; ICG Communications; ITC^DeltaCom; MCI; Mpower Communications; NewSouth Communications; NuVox Communications; SBC Telecom; Time Warner Telecom; US LEC; XO; Xspedius</i> CLECs: 13 Operational Networks: 8 On-Net Networks: 5
42. Buffalo-Cheektowaga-Tonawanda, NY	AT&T; Broadview Networks; Choice One Communications; <i>CTC Communications Group; Eagle Communications; MCI; SBC Telecom</i> CLECs: 7 Operational Networks: 4 On-Net Networks: 3
43. Louisville, KY-IN	AT&T; ICG Communications; NewSouth Communications; NuVox Communications; SBC Telecom; US LEC CLECs: 6 Operational Networks: 6
44. Hartford-West Hartford-East Hartford, CT	AT&T; Choice One Communications; Conversent Communications; Cox Communications; MCI CLECs: 5 Operational Networks: 6
45. Jacksonville, FL	AT&T; <i>Florida Digital Network; ITC^DeltaCom; NewSouth Communications; NuVox Communications; US LEC</i> CLECs: 6 Operational Networks: 6 On-Net Networks: 3
46. Richmond, VA	AT&T; Cavalier Telephone; Cox Communications; US LEC CLECs: 4 Operational Networks: 5
47. Oklahoma City, OK	<i>Birch Telecom; Cox Communications; Logix Communications; MCI; McLeodUSA; NuVox Communications</i> CLECs: 6 Operational Networks: 5 On-Net Networks: 1
48. Birmingham-Hoover, AL	AT&T; <i>Birch Telecom; ICG Communications; ITC^DeltaCom; NewSouth Communications; US LEC; Xspedius</i> CLECs: 7 Operational Networks: 5 On-Net Networks: 4
49. Rochester, NY	AT&T; Choice One Communications; <i>Eagle Communications; Global Crossing; PaeTec; Time Warner Telecom</i> CLECs: 6 Operational Networks: 5 On-Net Networks: 1
50. Salt Lake City, UT	AT&T; Eschelon Telecom; ICG Communications; Integra Telecom; MCI; McLeodUSA; SBC Telecom; XO CLECs: 8 Operational Networks: 9
51. Bridgeport-Stamford-Norwalk, CT	AT&T; <i>Cablevision Lightpath; Choice One Communications; IDT/Winstar Communications; MCI; Paetec</i> CLECs: 5 Operational Networks: 4 On-Net Networks: 5
52. Honolulu, HI	Time Warner Telecom CLECs: 1 Operational Networks: 1
53. Tulsa, OK	<i>Birch Telecom; Cox Communications; Logix Communications; MCI; McLeodUSA; NuVox Communications</i> CLECs: 6 Operational Networks: 4 On-Net Networks: 3

MSA	CLEC Networks – 2004
54. Dayton, OH	AT&T; Choice One Communications; ICG Communications; KMC Telecom; NuVox Communications; Time Warner Telecom CLECs: 5 Operational Networks: 5 On-Net Networks: 1
55. Tucson, AZ	Cox Communications; MCI; <i>McLeodUSA</i> ; Time Warner Telecom CLECs: 4 Operational Networks: 3 On-Net Networks: 1
56. Albany-Schenectady-Troy, NY	AT&T; Broadview Networks; <i>Choice One Communications</i> ; PaeTec; Qwest Communications; Time Warner Telecom CLECs: 6 Operational Networks: 6 On-Net Networks: 1
57. New Haven-Milford, CT	AT&T; Choice One Communications; <i>Conversent Communications</i> ; <i>PaeTec</i> CLECs: 4 Operational Networks: 3 On-Net Networks: 3
58. Fresno, CA	ICG Communications; MCI; Pac-West Telecomm; Time Warner Telecom CLECs: 4 Operational Networks: 3 On-Net Networks: 1
59. Raleigh-Cary, NC	AT&T; <i>Eagle Communications</i> ; <i>ITC^DeltaCom</i> ; <i>NewSouth Communications</i> ; NuVox Communications; SBC Telecom; Time Warner Telecom; US LEC Corp.; Verizon CLECs: 9 Operational Networks: 7 On-Net Networks: 4
60. Omaha-Council Bluffs, NE	AT&T; Cox Communications; <i>McLeodUSA</i> CLECs: 3 Operational Networks: 3 On-Net Networks: 1
61. Oxnard-Thousand Oaks-Ventura, CA	<i>ICG Communications</i> ; <i>Time Warner Telecom</i> CLECs: 2 On-Net Networks: 2
62. Worcester, MA	AT&T; Choice One Communications; Lightship Telecom; <i>PaeTec</i> CLECs: 4 Operational Networks: 4 On-Net Networks: 1
63. Grand Rapids-Wyoming, MI	Choice One Communications; MCI CLECs: 2 Operational Networks: 2
64. Allentown-Bethlehem-Easton, PA	Choice One Communications; <i>RCN</i> ; <i>XO</i> CLECs: 3 Operational Networks: 1 On-Net Networks: 3
65. Albuquerque, NM	MCI; <i>McLeodUSA</i> ; <i>NTS Communications</i> ; Time Warner Telecom; <i>XO</i> CLECs: 5 Operational Networks: 4 On-Net Networks: 1

MSA	CLEC Networks – 2004
66. Baton Rouge, LA	Cox Communications; <i>ITC^DeltaCom</i> ; KMC Telecom; <i>NewSouth Communications</i> ; Xpedius CLECs: 5 Operational Networks: 3 On-Net Networks: 2
67. Akron, OH	Choice One Communications; Global Crossing; ICG Communications; KMC Telecom; NuVox Communications; <i>XO</i> CLECs: 6 Operational Networks: 5 On-Net Networks: 1
68. Springfield, MA	AT&T; Choice One Communications; <i>CTC Communications Group</i> ; <i>Eagle Communications</i> ; MCI; <i>RNK Telecom</i> CLECs: 6 Operational Networks: 3 On-Net Networks: 5
69. El Paso, TX	<i>Birch Telecom</i> ; Grande Communications; <i>McLeodUSA</i> CLECs: 3 Operational Networks: 1 On-Net Networks: 3
70. Bakersfield, CA	AT&T; MCI; <i>Pac-West Telecomm</i> ; Time Warner Telecom CLECs: 4 Operational Networks: 3 On-Net Networks: 1
71. Toledo, OH	<i>Buckeye TeleSystem</i> ; ICG Communications; KMC Telecom; MCI CLECs: 4 Operational Networks: 4 On-Net Networks: 1
72. Syracuse, NY	AT&T; Broadview Networks; Choice One Communications; <i>Eagle Communications</i> CLECs: 4 Operational Networks: 4
73. Columbia, SC	<i>Birch Telecom</i> ; <i>ITC^DeltaCom</i> ; KMC Telecom; <i>NewSouth Communications</i> ; NuVox Communications; Time Warner Telecom CLECs: 6 Operational Networks: 5 On-Net Networks: 2
74. Greensboro-High Point, NC	AT&T; <i>Birch Telecom</i> ; <i>Eagle Communications</i> ; <i>ITC^DeltaCom</i> ; KMC Telecom; <i>NewSouth Communications</i> ; NuVox Communications; Time Warner Telecom; US LEC; Xpedius CLECs: 10 Operational Networks: 9 On-Net Networks: 3
75. Poughkeepsie-Newburgh-Middletown, NY-PA	Not Available
76. Knoxville, TN	AT&T; <i>Birch Telecom</i> ; <i>Eagle Communications</i> ; <i>ITC^DeltaCom</i> ; MCI; <i>NewSouth Communications</i> ; NuVox Communications; US LEC CLECs: 8 Operational Networks: 4 On-Net Networks: 4
77. Little Rock-North Little Rock, AR	<i>ITC^DeltaCom</i> ; MCI; <i>McLeodUSA</i> ; NuVox Communications CLECs: 4 Operational Networks: 2 On-Net Networks: 2

MSA	CLEC Networks – 2004
78. Youngstown-Warren-Boardman, OH	Choice One Communications CLECs: 1 Operational Networks: 1
79. Sarasota-Bradenton-Venice, FL	<i>ITC^DeltaCom</i> ; KMC Telecom CLECs: 2 Operational Networks: 1 On-Net Networks: 1
80. Wichita, KS	Birch Telecom; NuVox Communications CLECs: 2 Operational Networks: 3
81. McAllen-Edinburg-Pharr, TX	<i>Birch Telecom</i> ; Grande Communications; McLeodUSA CLECs: 2 Operational Networks: 2 On-Net Networks: 1
82. Stockton, CA	MCI; Pac-West Telecomm; <i>Time Warner Telecom</i> CLECs: 3 Operational Networks: 2 On-Net Networks: 1
83. Scranton-Wilkes-Barre, PA	Choice One Communications; <i>XO</i> CLECs: 2 Operational Networks: 1 On-Net Networks: 1
84. Greenville, SC	<i>Birch Telecom</i> ; <i>ITC^DeltaCom</i> ; NewSouth Communications; NuVox Communications CLECs: 4 Operational Networks: 3 On-Net Networks: 2
85. Charleston-North Charleston, SC	<i>ITC^DeltaCom</i> ; KMC Telecom; Knology Broadband; NewSouth Communications; US LEC CLECs: 5 Operational Networks: 5 On-Net Networks: 1
86. Colorado Springs, CO	ICG Communications; McLeodUSA; <i>SunWest Communications</i> CLECs: 3 Operational Networks: 3 On-Net Networks: 1
87. Harrisburg-Carlisle, PA	Cavalier Telephone; Choice One Communications; <i>XO</i> CLECs: 3 Operational Networks: 1 On-Net Networks: 2
88. Madison, WI	Choice One Communications; KMC Telecom; McLeodUSA CLECs: 3 Operational Networks: 3
89. Augusta-Richmond County, GA	<i>Birch Telecom</i> ; <i>ITC^DeltaCom</i> ; KMC Telecom; Knology Broadband; <i>NewSouth Communications</i> CLECs: 5 Operational Networks: 2 On-Net Networks: 3
90. Jackson, MS	<i>ITC^DeltaCom</i> ; MCI; <i>NewSouth Communications</i> ; Xspedius CLECs: 4 Operational Networks: 2 On-Net Networks: 2

MSA	CLEC Networks – 2004
91. Portland-South Portland, ME	Choice One Communications; Conversent Communications; <i>CTC Communications Group</i> ; Lightship Telecom; MCI CLECs: 5 Operational Networks: 4 On-Net Networks: 1
92. Lakeland-Winter Haven, FL	NewSouth Communications CLECs: 1 Operational Networks: 1
93. Des Moines, IA	McLeodUSA CLECs: 1 Operational Networks: 1
94. Chattanooga TN- GA	AT&T; <i>Birch Telecom</i> ; <i>ITC^DeltaCom</i> ; KMC Telecom; US LEC CLECs: 5 Operational Networks: 3 On-Net Networks: 2
95. Palm Bay- Melbourne- Titusville, FL	<i>Florida Digital Network</i> ; <i>ITC^DeltaCom</i> ; KMC Telecom CLECs: 3 Operational Networks: 1 On-Net Networks: 5
96. Lancaster, PA	<i>Cavalier Telephone</i> ; <i>Choice One Communications</i> ; XO CLECs: 3 Operational Networks: 2 On-Net Networks: 1
97. Boise City-Nampa, ID	McLeodUSA; Time Warner Telecom CLECs: 2 Operational Networks: 2
98. Santa Rosa- Petaluma, CA	<i>ICG Communications</i> CLECs: 1 On-Net Networks: 1
99. Lansing-East Lansing, MI	Choice One Communications; KMC Telecom; MCI CLECs: 3 Operational Networks: 3
100. Modesto, CA	Not Available
101. Deltona-Daytona Beach-Ormond Beach, FL	<i>Florida Digital Network</i> ; <i>ITC^DeltaCom</i> ; KMC Telecom; <i>PaeTec</i> ; US LEC CLECs: 6 Operational Networks: 1 On-Net Networks: 6
102. Ogden-Clearfield, UT	<i>McLeodUSA</i> CLECs: 1 On-Net Networks: 1
103. Cape Coral-Fort Myers, FL	<i>ITC^DeltaCom</i> ; KMC Telecom CLECs: 2 Operational Networks: 1 On-Net Networks: 1
104. Flint, MI	Not Available
105. Durham, NC	<i>Eagle Communications</i> ; <i>ITC^DeltaCom</i> ; MCI CLECs: 3 Operational Networks: 1 On-Net Networks: 3

MSA	CLEC Networks – 2004
106. Winston-Salem, NC	<i>ITC^DeltaCom</i> ; KMC Telecom; NuVox Communications; Xspedius CLECs: 4 Operational Networks: 3 On-Net Networks: 2
107. Spokane, WA	McLeodUSA; Time Warner Telecom; XO CLECs: 3 Operational Networks: 3
108. Pensacola-Ferry Pass-Brent, FL	<i>ITC^DeltaCom</i> ; KMC Telecom; <i>NewSouth Communications</i> CLECs: 3 On-Net Networks: 3
109. Lexington-Fayette, KY	ICG Communications; NuVox Communications CLECs: 2 Operational Networks: 2
110. Canton-Massillon, OH	XO CLECs: 1 On-Net Networks: 1
111. Corpus Christi, TX	<i>Birch Telecom</i> ; Grande Communications; ICG Communications; KMC Telecom; <i>McLeodUSA</i> CLECs: 5 Operational Networks: 3 On-Net Networks: 3
112. Salinas, CA	<i>Pac-West Telecomm</i> CLECs: 1 On-Net Networks: 1
113. Mobile, AL	<i>Birch Telecom</i> ; <i>ITC^DeltaCom</i> ; <i>NewSouth Communications</i> ; US LEC; Xspedius CLECs: 5 Operational Networks: 3 On-Net Networks: 2
114. Santa Barbara-Santa Maria-Goleta, CA	Cox Communications; ICG Communications; Time Warner Telecom CLECs: 3 Operational Networks: 3
115. Vallejo-Fairfield, CA	Not Available
116. Fort Wayne, IN	Choice One Communications; KMC Telecom CLECs: 2 Operational Networks: 2
117. Beaumont-Port Arthur, TX	<i>Birch Telecom</i> ; Grande Communications; <i>ITC^DeltaCom</i> CLECs: 3 Operational Networks: 1 On-Net Networks: 3
118. York-Hanover, PA	Not Available
119. Manchester-Nashua, NH	Choice One Communications; Conversent Communications; <i>CTC Communications Group</i> ; Lightship Telecom; MCI; <i>PaeTec</i> CLECs: 6 Operational Networks: 5 On-Net Networks: 2
120. Provo-Orem, UT	XO CLECs: 1 On-Net Networks: 1
121. Davenport-Moline-Rock Island, IA-IL	McLeodUSA CLECs: 1 Operational Networks: 1

MSA	CLEC Networks – 2004
122. Shreveport-Bossier City, LA	<i>ITC^DeltaCom</i> ; KMC Telecom; Xspedius CLECs: 3 Operational Networks: 2 On-Net Networks: 1
123. Reading, PA	<i>XO</i> CLECs: 1 On-Net Networks: 1
124. Asheville, NC	<i>ITC^DeltaCom</i> ; <i>NewSouth Communications</i> ; <i>US LEC</i> CLECs: 3 On-Net Networks: 3
125. Springfield, MO	Global Crossing; MCI; McLeodUSA; NuVox Communications CLECs: 4 Operational Networks: 4
126. Visalia-Porterville, CA	Not Available
127. Peoria, IL	<i>McLeodUSA</i> CLECs: 1 On-Net Networks: 1
128. Trenton-Ewing, NJ	<i>Cavalier Telephone</i> CLECs: 1 On-Net Networks: 2
129. Salem, OR	AT&T; <i>Eschelon Telecom</i> ; <i>Integra Telecom</i> CLECs: 3 Operational Networks: 1 On-Net Networks: 2
130. Fayetteville-Springdale-Rogers, AR-MO	<i>McLeodUSA</i> CLECs: 1 On-Net Networks: 1
131. Montgomery, AL	<i>Birch Telecom</i> ; <i>ITC^DeltaCom</i> ; KMC Telecom; Knology Broadband; <i>NewSouth Communications</i> ; <i>US LEC</i> ; Xspedius CLECs: 7 Operational Networks: 4 On-Net Networks: 3
132. Reno-Sparks, NV	MCI CLECs: 1 Operational Networks: 1
133. Evansville, IN-KY	AT&T; <i>Choice One Communications</i> ; <i>McLeodUSA</i> ; Sigecom-CLEC CLECs: 4 Operational Networks: 2 On-Net Networks: 2
134. Huntsville, AL	<i>ITC^DeltaCom</i> ; KMC Telecom; Knology Broadband; <i>US LEC</i> CLECs: 4 Operational Networks: 2 On-Net Networks: 2
135. Hickory-Morganton-Lenoir, NC	<i>US LEC</i> CLECs: 1 On-Net Networks: 1
136. Fayetteville, NC	<i>ITC^DeltaCom</i> ; KMC Telecom; Time Warner Telecom CLECs: 3 Operational Networks: 2 On-Net Networks: 1

MSA	CLEC Networks – 2004
137. Brownsville-Harlingen, TX	<i>Birch Telecom</i> ; Grande Communications CLECs: 2 Operational Networks: 1 On-Net Networks: 2
138. Killeen-Temple-Fort Hood, TX	Not Available
139. Eugene-Springfield, OR	AT&T; <i>Eschelon Telecom</i> ; <i>McLeodUSA</i> ; RIO Communications CLECs: 4 Operational Networks: 2 On-Net Networks: 2
140. Ann Arbor, MI	Choice One Communications; KMC Telecom; <i>Mpower</i> CLECs: 3 Operational Networks: 2 On-Net Networks: 1
141. Tallahassee, FL	<i>ITC^DeltaCom</i> ; KMC Telecom CLECs: 2 Operational CLEC Networks: 1 On-Net CLEC Networks: 2
142. Rockford, IL	Choice One Communications; <i>McLeodUSA</i> CLECs: 2 Operational Networks: 1 On-Net Networks: 1
143. Anchorage, AK	General Communications CLECs: 1 Operational Networks: 1
144. Port St. Lucie-Fort Pierce, FL	Cox Communications; <i>Florida Digital Networks</i> CLECs: 2 Operational Networks: 1 On-Net Networks: 2
145. South Bend-Mishawaka, IN-MI	Choice One Communications; <i>McLeodUSA</i> CLECs: 2 Operational Networks: 1 On-Net Networks: 1
146. Kalamazoo-Portage, MI	Choice One Communications CLECs: 1 Operational Networks: 1
147. Charleston, WV	Not Available
148. Utica-Rome, NY	Not Available
149. Savannah, GA	<i>ITC^DeltaCom</i> ; KMC Telecom; <i>NewSouth Communications</i> CLECs: 3 Operational Networks: 1 On-Net Networks: 2
150. Huntington-Ashland, WV-KY-OH	Not Available
<i>Sources:</i> New Paradigm Resources Group, Inc., <i>CLEC Report 2004</i> , Ch. 5 (18th ed. 2004); United States Census Bureau, <i>Metropolitan and Micropolitan Statistical Areas and Components, December 2003, With Codes</i> (Feb. 25, 2004), http://www.census.gov/population/estimates/metro-city/0312mfips.txt ; United States Census Bureau, <i>Metropolitan and Micropolitan Statistical Areas and Components, 2003, With Codes</i> (June 6, 2003), http://www.census.gov/population/estimates/metro-city/03mfips.txt .	

DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 6

Competitive Fiber Networks					
	Markets		Local Route Miles	Total Route Miles*	Buildings Connected Directly To CLEC's Fiber Network Using CLEC Fiber
	MSAs	States			
AT&T	70	38	21,000		6,400
Buckeye Telesystem	1		n/a	250	900
Cablevision Lightpath	n/a	3	n/a	2,700	1,620
Cavalier	8	5, DC	n/a	2,000	n/a
Choice One	23	11	1,429		n/a
Cinergy	n/a		n/a	1,000	n/a
Comcast Business	n/a	a	n/a	1,600	265
Cox Communications	23	13	n/a	9,500	6,600
Grande Comms.	5	1	n/a	3,100	n/a
ICG Communications	22	9	2,166		913
Integra Telecom	n/a	5	n/a	85	n/a
ITC^DeltaCom	19	5	n/a	14,448	n/a
KMC Telecom	35 (cities)	16	n/a	2,400	1,700
Level 3	25	20	4,000		792
MCI	63	35, DC	9,000		n/a
McLeodUSA	40	23	n/a	5,000**	1,500
NTS Communications	5	1	n/a	7,000	50
Qwest	24	13, DC	n/a	1,800	260
SIGECOM	1	1	n/a	880	n/a
TelCove	48	22	8,700+		2,500
Time Warner Telecom	41	20	12,247		4,576
XO	34	25, DC	n/a	23,800	2,435
Xspedius	35	18, DC	3,500		684
Yipes	10	7, DC	n/a	21,000	474
Other***			n/a	165,758	
	Totals		62,042	323,963	31,669

Data reflect totals self-reported by CLECs where available, and New Paradigm Resources Group's 2004 CLEC Report in all other cases.

* May include long-haul route miles in addition to local route miles.

** CLEC-reported totals were unavailable for year-end 2003, so data from a previously reported period were used.

*** Includes competing providers not individually listed in table, as reported by New Paradigm Resources Group.

Sources: See Appendix H.

DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 7



FOR MORE INFORMATION CONTACT:

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Time Warner Telecom
(303) 566-1354
email: bob.meldrum@twtelecom.com

Time Warner Telecom Not Impacted By UNE Ruling

*-- FCC Must Limit Market Power of ILECs To Not Exploit Smaller Competitors
-- Clear Regulatory Framework Needed To Ensure American Businesses
Remain Competitive*

LITTLETON, Colo. ---June 10, 2004 --Time Warner Telecom (NASDAQ: TWTC), a leading provider of managed voice and data networking solutions for businesses in 22 states, today reiterated its position that the contested FCC Triennial Review order pertaining to access to the unbundled network elements (UNEs) of incumbent local exchange carriers (ILECs) by competitors, has no impact on Time Warner Telecom. The U.S. Solicitor General decided not to pursue an appeal of that decision.

“Although this decision impacts many competitive providers, Time Warner Telecom, as a fiber facilities-based provider of services for businesses exclusively, does not rely upon UNEs as do other competitors,” said Paul Jones, Time Warner Telecom’s Senior Vice President, General Counsel and Regulatory Policy. “In instances where we need services from ILECs to connect our remote customers to our vast fiber network, we purchase those under special access tariffs or under agreements with the ILECs. The majority of our revenue continues to be derived from services provided to our customers exclusively through our own network facilities.

“We join in advocating regulatory certainty in place of what is now a swirl of uncertainty around the rules applicable to UNEs, but our issues continue to be directed more toward prohibition of market power abuse, and an appropriate balance between regulation of traditional telecommunications services and IP enabled services, as the FCC deals with the creation of a new regulatory framework. “

“With a stable regulatory framework, American businesses will have the necessary communications tools to compete globally and deliver the benefits of modern communications solutions to their customers,” Jones said.

Time Warner Telecom is one of the successful competitive telecom carriers that is leading the deployment of innovative communications solutions to large, medium and

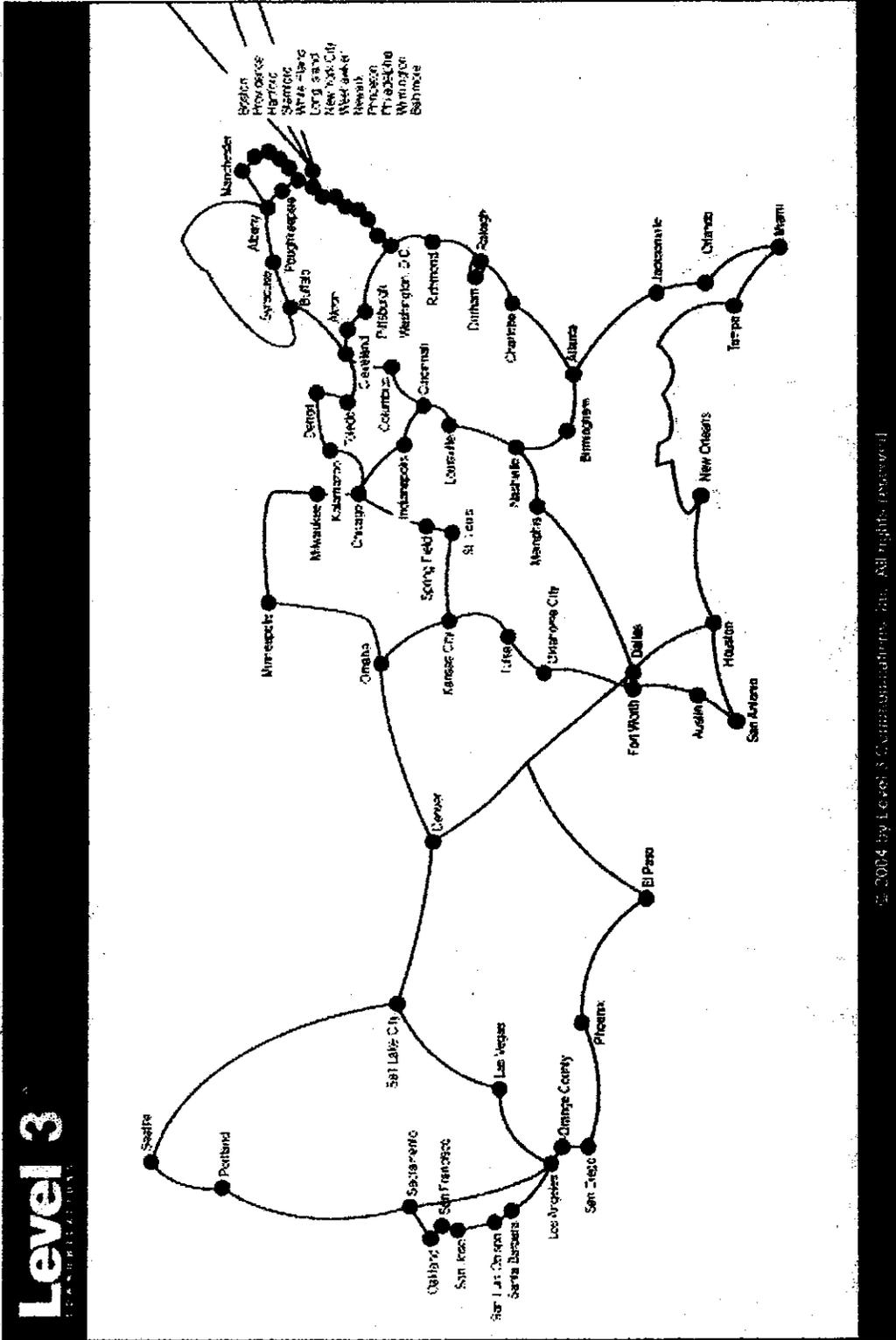
small businesses. Its comprehensive metro Ethernet services, integrated voice and data products, and VoIP solutions help businesses operate more efficiently in today's competitive marketplace.

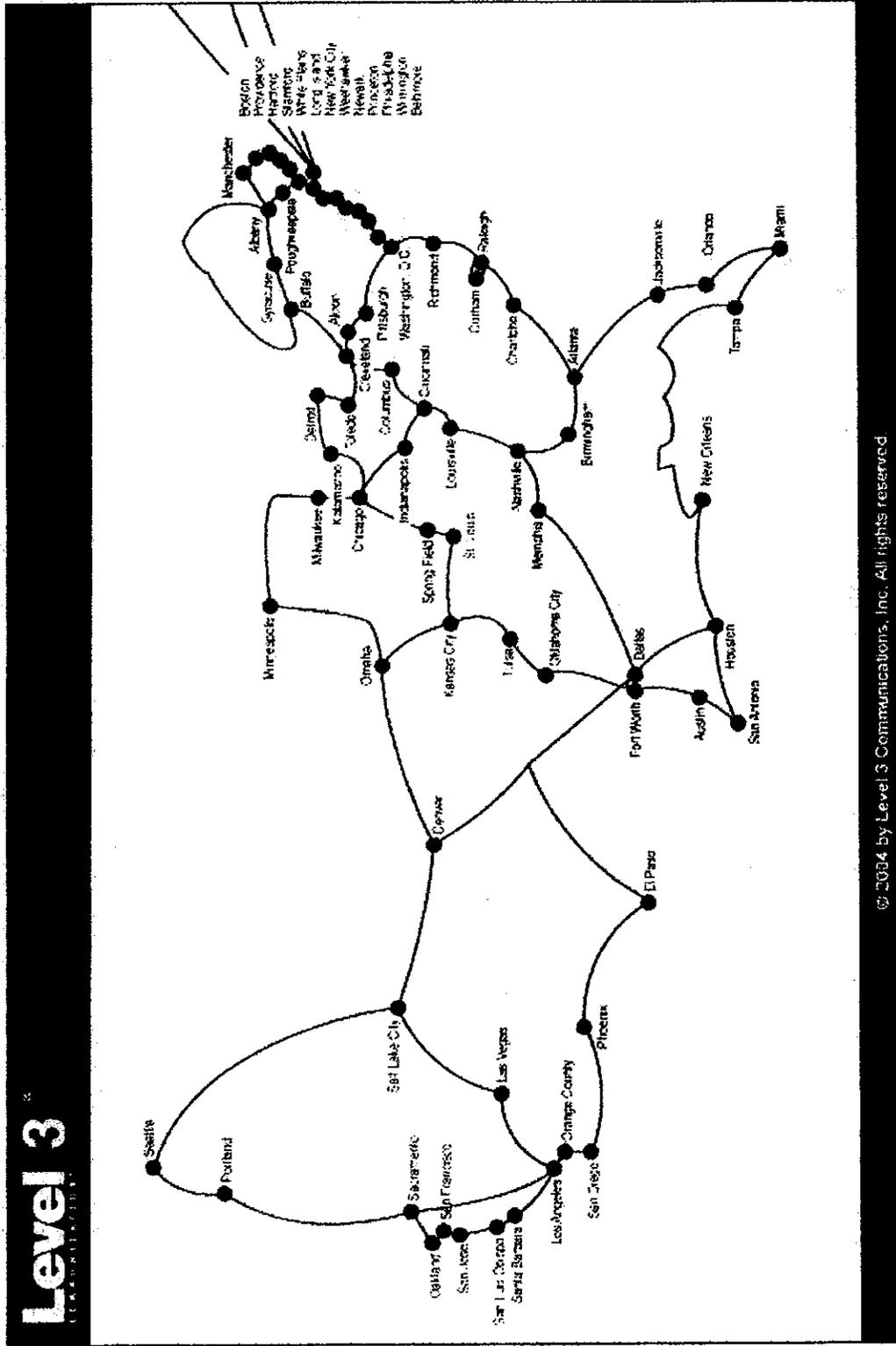
About Time Warner Telecom

Time Warner Telecom Inc., headquartered in Littleton, Colo., is a leading provider of managed network solutions to a wide array of businesses and organizations in 44 U.S. metropolitan areas that require telecommunications intensive services. One of the country's premier competitive telecom carriers, Time Warner Telecom integrates data, dedicated Internet access, and local and long distance voice services for long distance carriers, wireless communications companies, incumbent local exchange carriers, and such enterprise organizations as healthcare, finance, higher education, manufacturing, hospitality, state and local government, and military. Please visit www.twtelecom.com for more information.

DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 8







Leu/Lataille Decl. - Exhibit 8

LEVEL 3 WEBSITE PAGES

Metropolitan Networks

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- [Services](#)
- [Markets](#)
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Metropolitan Networks

In addition to its extensive intercity network infrastructure, Level 3 operates multi-conduit metropolitan networks in 43 cities in Europe and North America.

The metro networks connect Level 3 data centers to key traffic aggregation points in each market, including central offices, telecom hotels, customer sites, and data centers operated by other carriers. In aggregate, Level 3's metro networks comprise almost one million miles of installed optical fiber and connect 792 on-net buildings.

These metro networks offer important competitive advantages to both Level 3 and its customers. By extending the reach of the Level 3 Network deeper into each market and closer to the customer premises, they significantly lower network access costs. They also serve as a platform for Level 3's comprehensive set of metro services for intra-metro applications as well as long-haul extension applications:

(3)Link® Metro Ethernet – GigE and 10 GigE solutions for seamless Ethernet connectivity

(3)Link Metro Private Line – Protected SONET-based solutions that offer a wide range of bandwidth options from DS-3 up to OC-48

(3)Link Metro Wavelength – 2.5 Gbps and 10 Gbps transport solutions that let customer control their own networks

(3)Link Metro Dark Fiber – Reliable dark fiber services in 42 metro markets across North America and Europe

(3)Center® Colocation – Premium space offering customers the freedom to connect to Level 3 and numerous other providers in 73 facilities across two continents

To view a list of buildings, please click on the specific market link below.

North America

Atlanta	Houston	Omaha	San Francisco
Baltimore	Jersey City	Orange County	San Jose
Boston	Kansas City	Orlando	Seattle
Chicago	Los Angeles	Philadelphia	Stamford, CT
Cincinnati	Miami	Phoenix	Tampa
Cleveland	Nashville	Portland, OR	Toronto
Dallas	New York	St Louis	Washington, D.C.
Denver	Newark	Salt Lake City	
Detroit	Oakland	San Diego	

Europe

Amsterdam	Düsseldorf	Hamburg	Munich
Berlin	Frankfurt	London	Paris
Brussels			



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METRO MARKET NAME:	ADDRESS:
ATLANTA, GEORGIA	11610 GREAT OAKS WAY
	1033 JEFFERSON ST NW
	1430 W PEACHTREE ST NW
	1439 PEACHTREE ST
	180 PEACHTREE ST NW
	230 NW PEACHTREE ST
	250 WILLIAMS ST NW
	3130 PEACHTREE RD NW
	3225 CUMBERLAND BLVD
	345 COURTLAND ST NE
	470 E PACES FERRY RD
	51 PEACHTREE CENTER AVE NE
	55 MARIETTA ST NW
	55 PARK PL NE
	56 MARIETTA ST NW
	5600 GLENRIDGE DR NE
	65 10TH ST NW
	70 COURTLAND ST NE
	600 18TH ST N
	811 INDUSTRIAL AVE
	105 CREEK RIDGE RD
	301 N MAIN ST
	3060 NORTHWOODS CIR
	4000 HIGHLANDS PKWY SE

LEVEL 3 WEBSITE PAGES

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METRO MARKET NAME:	ADDRESS:
BALTIMORE, MARYLAND	111 MARKET PL
	200 E LEXINGTON ST
	300 W LEXINGTON ST
	323 N CHARLES ST
	601 E PRATT ST
	9000 MENDENHALL CT
	3401 URBANA PIKE

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Level 3

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METRO MARKET NAME:	ADDRESS:
BOSTON, MASSACHUSETTES	1 SUMMER ST
	512 BEACON ST
	6 BOWDOIN SQ
	8 HARRISON AVENUE EXT
	800 BOYLSTON ST
	180 COURT ST
	1 MAIN ST
	10 MOULTON ST
	10 WARE ST
	173 BENT ST
	210 BENT ST
	250 BENT ST
	300 BENT ST
	89 FULKERSON ST
	141 UNION AVE
	2 HAMPSHIRE ST
	1 SUNDIAL AVE
	128 1ST AVE
	235 PROMENADE ST
	71 MOUNT HOPE AVE
70 INNERBELT RD	
155 NORTHBORO RD	
109 S WARREN ST	
15 CHESTNUT ST	

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METRO MARKET NAME:	ADDRESS:
CHICAGO, ILLINOIS	7 W GREEN ST
	10 S CANAL ST
	101 N WACKER DR
	111 N CANAL ST
	130 E RANDOLPH ST
	140 S DEARBORN ST
	141 W JACKSON BLVD
	151 N MICHIGAN AVE
	180 N STETSON AVE
	200 N LA SALLE DR
	311 W WASHINGTON BLVD
	350 E CERMAK RD
	427 S LA SALLE ST
	509 N DEARBORN ST
	520 S FEDERAL ST
	600 S FEDERAL ST
	600 W CHICAGO AVE
	6001 N NORTHWEST HWY
	601 W POLK ST
	710 N LAKE SHORE DR
	717 S WELLS ST
	85 W CONGRESS PKWY
	8735 W HIGGINS RD
	900 N KINGSBURY ST
	1536 PRAIRIE AVE
	200 E HOWARD AVE
	4924 FOREST AVE
	10 SCOTT ST
	209 GRAHAM ST SW
	120 S LINCOLN ST
	20 S ASHLAND AVE
	411 E WISCONSIN AVE
	511 11TH AVE S
	900 E BUSINESS CENTER DR
	2305 SANDERS RD
	800 JORIE BLVD
	17W705 BUTTERFIELD RD
	700 MALL DR
	840 E STATE PKWY
	4825 SCOTT ST
	1215 CAROLINA DR

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METRO MARKET NAME:	ADDRESS:
CINCINNATI, OHIO	1200 W 8TH ST
	1248 BUDD ST
	229 W 7TH ST
	315 PLUM ST
	400 PIKE ST
	428 REYNOLDS AVE
	732 GERMANTOWN ST

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METRO MARKET NAME:	ADDRESS:
CLEVELAND, OHIO	1255 EUCLID AVE
	1501 EUCLID AVE
	1525 ROCKWELL AVE
	1621 EUCLID AVE
	4000 CHESTER AVE

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METRO MARKET NAME:	ADDRESS:
DALLAS, TEXAS	800 VENTURE DR
	312 W ABRAM ST
	2001 WESTGATE DR
	2400 LACY LN
	1201 ELM ST
	1201 MAIN ST
	1300 W MOCKINGBIRD LN
	13303 DENTON DR
	1333 N STEMMONS FWY
	13733 NEUTRON RD
	1445 ROSS AVE
	1807 ROSS AVE
	1950 N STEMMONS FWY
	200 CRESCENT CT
	200 W 9TH ST
	2020 LIVE OAK ST
	2170 LONE STAR DR
	2223 N HOUSTON ST
	2323 BRYAN ST
	2400 ROSS AVE
	308 S AKARD ST
	3180 IRVING BLVD
	3500 MAPLE AVE
	400 S AKARD ST
	4100 BRYAN ST
	4101 BRYAN ST
	4211 BRYAN ST
	4311 LIVE OAK ST
	4316 BRYAN ST
	5820 ALPHA RD
	600 N PEARL ST
	760 W MOCKINGBIRD LN
	8643 HILLCREST AVE
	901 MAIN ST
	310 HIMES DR
	1440 CORPORATE DR
	210 S MAIN ST
	2150 WESTRIDGE DR
	3838 TELEPORT BLVD
	625 E ROYAL LN
	1508 K AVE
	6300 LEGACY D
	200 E TYLER ST
	900 N DOROTHY DR
	500 W DOVE RD

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METRO MARKET NAME:	ADDRESS:
DENVER, COLORADO	1025 ELDORADO BLVD
	500 ELDORADO BLVD
	9900 E EASTER AVE
	530 ECHOSTAR DR
	12320 ORACLE BLVD
	1056 E 19TH AVE
	1099 18TH ST
	1500 CHAMPA ST
	1600 BROADWAY
	1625 BROADWAY
	1670 BROADWAY
	1850 PEARL ST
	2485 CURTIS ST
	3443 BLAKE ST
	370 17TH ST
	4120 E EVANS AVE
	4300 BRIGHTON BLVD
	4301 E COLFAX AVE
	4643 S ULSTER ST
	633 17TH ST
	707 17TH ST
	717 17TH ST
	725 S PENNSYLVANIA ST
	910 15TH ST
	931 14TH ST
	950 17TH ST
	313 INVERNESS WAY S
	375 INVERNESS DR S
	391 INVERNESS DR S
	393 INVERNESS DR S
	6490 S QUEBEC ST
	7346 S YOSEMITE ST
	9706 E EASTER AVE
	7100 E BELLEVIEW AVE

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METRO MARKET NAME:	ADDRESS:
DETROIT, MICHIGAN	1 CASCADE PLZ
	17651 MICHIGAN AVE
	4901 EVERGREEN RD
	105 E BETHUNE ST
	1249 WASHINGTON BLVD
	1320 3RD ST
	1365 CASS AVE
	17151 LAHSER RD
	2000 PORTER ST
	52 SELDEN ST
	5664 COMMERCIAL ST
	5925 WOODWARD AVE
	645 GRISWOLD ST
	1000 TOWN CTR
	19675 W 10 MILE RD
	200 GALLERIA OFFICENTRE
	21420 MELROSE ST
	21455 MELROSE ST
	21555 MELROSE ST
	24660 LAHSER RD
	25189 LAHSER RD
	26911 NORTHWESTERN HWY
	26913 NORTHWESTERN HWY
	26933 NORTHWESTERN HWY
	26935 NORTHWESTERN HWY
	26955 NORTHWESTERN HWY
	26957 NORTHWESTERN HWY
	27301 W 11 MILE RD
	1145 ROCHESTER RD
	1670 AXTEL
	34656 MICHIGAN AVE

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METRO MARKET NAME:	ADDRESS:
HOUSTON, TEXAS	1001 TEXAS ST
	1101 NAYLOR ST
	1200 CLAY ST
	12001 NORTH FWY
	12025 I 45
	12105 INTERSTATE 45 N
	12167 INTERSTATE 45 N
	1301 FANNIN ST
	1308 RICHMOND AVE
	2310 W LANE DR
	2401 PORTSMOUTH ST
	2538 FONDREN RD
	300 RICHEY RD
	390 BENMAR DR
	3960 BRAXTON DR
	4201 SOUTHWEST FWY
	520 POST OAK BLVD
	777 WALKER ST
	806 MAIN ST
	939 GREENS RD
	200 E CAPITOL ST

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Level 3

For Metro access coverage for the following cities, please contact your account team or call 1-877-2Level3.

Jersey City, NJ
Los Angeles, CA
Newark, NJ
New York, NY
Washington, D.C.

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Level 3

METRO MARKET NAME:	ADDRESS:
KANSAS CITY, KANSAS	675 CAMPBELL RD
	1100 WALNUT ST
	1101 MCGEE ST
	7400 JOHNSON DR

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New York, NY
Washington, D.C.

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METRO MARKET NAME:	ADDRESS:
MIAMI, FLORIDA	6503 W ROGERS CIR
	1 NE 1ST ST
	100 N BISCAYNE BLVD
	200 SE 1ST ST
	36 NE 2ND ST
	45 NW 5TH ST
	460 NE 215TH ST
	49 NW 5TH ST
	50 NE 9TH ST

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METRO MARKET NAME:	ADDRESS:
NASHVILLE, TENNESSEE	2990 SIDCO DR

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Washington, D.C.

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Washington, D.C.

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METRO MARKET NAME:	ADDRESS:
OAKLAND, CALIFORNIA	1 W HILL DR
	10 TWIN DOLPHIN DR
	1101 SAN MATEO AVE
	537 LAUREL ST
	1 MCCOPPIN ST
	185 BERRY ST
	200 PAUL AVE
	3333 25TH ST
	425 BRANNAN ST
	466 TOWNSEND ST
	49 GEARY ST
	50 FREMONT ST
	536 MISSION ST
	555 PINE ST
	611 FOLSOM ST
	6150 3RD ST
	650 TOWNSEND ST
	651 BRANNAN ST
	665 3RD ST
	MH 06070010 SERVING 611 FOLSOM ST
2770 SHADELANDS DR	

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METRO MARKET NAME:	ADDRESS:
OMAHA, NEBRASKA	1001 FORT CROOK RD N
	1514 CHANDLER RD W
	1110 S 67TH ST
	11707 MIRACLE HILLS DR
	118 S 19TH ST

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METRO MARKET NAME:	ADDRESS:
ORANGE COUNTY, CALIFORNIA	2463 W LA PALMA AVE
	2640 MAIN ST
	14462 FRANKLIN AVE
	2792 WALNUT AVE

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METRO MARKET NAME:	ADDRESS:
ORLANDO, FLORIDA	151 S WYMORE RD
	501 KELLER RD
	100 S LUCERNE CIR W
	1319 S DIVISION AVE
	2315 E CENTRAL BLVD
	250 S ORANGE AVE
	380 LAKE DESTINY RD
	440 W KENNEDY BLVD
	45 N MAGNOLIA AVE
	151 N NEW YORK AVE

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METRO MARKET NAME:	ADDRESS:
PHILADELPHIA, PENNSYLVANIA	12 N 7TH ST
	1600 MARKET ST
	1631 ARCH ST
	1635 MARKET ST
	1735 MARKET ST
	1801 MARKET ST
	2300 CHESTNUT ST
	2400 MARKET ST
	2401 LOCUST ST
	401 N BROAD ST
	701 MARKET ST
	900 RACE ST

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METRO MARKET NAME:	ADDRESS:
PHOENIX, ARIZONA	104 GOLD AVE SE
	801 N DISH DR
	25 W PEPPER PL
	120 E VAN BUREN ST
	211 W MONROE ST
	2120 N CENTRAL AVE
	215 E INDIAN SCHOOL RD
	2600 N CENTRAL AVE
	3110 N CENTRAL AVE
	3443 N CENTRAL AVE
	401 W HARRISON ST
	4129 E VAN BUREN ST
	801 S 16TH ST
	811 S 16TH ST
	2730 E CAMELBACK RD
	313 N 3RD AVE
	2005 E TECHNOLOGY CIR
	210 W ELM ST

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METRO MARKET NAME:	ADDRESS:
PORTLAND, OREGON	4155 SW CEDAR HILLS BLVD
	9000 SW NIMBUS AVE
	1335 NW NORTHRUP ST
	735 SW STARK ST
	851 SW 6TH AVE
	921 SW WASHINGTON ST

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METRO MARKET NAME:	ADDRESS:
ST. LOUIS, MISSOURI	100 SE 8TH ST
	1010 PINE ST
	1015 LOCUST ST
	210 N TUCKER BLVD
	3810 WASHINGTON BLVD
	710 N TUCKER BLVD
	900 WALNUT ST
	16719 E ADMIRAL PL

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METRO MARKET NAME:	ADDRESS:
SALT LAKE CITY, UTAH	526 W 17TH ST
	572 DELONG ST

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METRO MARKET NAME:	ADDRESS:
SAN DIEGO, CALIFORNIA	2350 MAIN ST
	4225 EXECUTIVE SQ
	9341 REGENTS RD
	10075 BARNES CANYON RD
	1125 9TH AVE
	1402 K ST
	3730 5TH AVE
	5761 COPLEY DR
	5771 COPLEY DR
	650 ROBINSON AVE
	7847 LINDA VISTA RD
	8833 COMPLEX DR
	8841 CLAIREMONT MESA BLVD
	8913 COMPLEX DR
	8929 AERO
	8929 COMPLEX DR
	8931 COMPLEX DR
	8958 TERMAN CT
	9059 MIRA MESA BLVD
	9625 TOWNE CENTER DR
9645 SCRANTON RD	
9725 SCRANTON RD	

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METRO MARKET NAME:	ADDRESS:
SAN FRANCISCO, CALIFORNIA	1 W HILL DR
	10 TWIN DOLPHIN DR
	1101 SAN MATEO AVE
	537 LAUREL ST
	1 MCCOPPIN ST
	185 BERRY ST
	200 PAUL AVE
	3333 25TH ST
	425 BRANNAN ST
	466 TOWNSEND ST
	49 GEARY ST
	50 FREMONT ST
	536 MISSION ST
	555 PINE ST
	611 FOLSOM ST
	6150 3RD ST
	650 TOWNSEND ST
	651 BRANNAN ST
	665 3RD ST
	MH 06070010 SERVING 611 FOLSOM ST
2770 SHADELANDS DR	

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METRO MARKET NAME:	ADDRESS:
SAN JOSE, CALIFORNIA	4073 ADAMS AVE
	855 MISSION CT
	76 CARLO ST
	1600 AMPHITHEATRE PKWY
	305 HOPE ST
	364 FERGUSON DR
	475 ELLIS ST
	3350 BIRCH ST
	345 HAMILTON AVE
	529 BRYANT ST
	1121 JEFFERSON AVE
	400 ORACLE PKWY
	11 GREAT OAKS BLVD
	300 S 2ND ST
	2211 JUNCTION AVE
	2334 LUNDY PL
	250 STOCKTON AVE
	4 N 2ND ST
	534 STOCKTON AVE
	55 ALMADEN BLVD
	55 S MARKET ST
	801 NEWHALL ST
	95 ALMADEN BLVD
	1100 SPACE PARK DR
	1350 DUANE AVE
	1700 SPACE PARK DR
	2505 AUGUSTINE DR
	3205 BASSETT ST
	3401 DE LA CRUZ BLVD
	1320 KIFER RD
1360 KIFER RD	
1380 KIFER RD	
1400 KIFER RD	
234 CARROLL ST	
444 TOYAMA DR	

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METRO MARKET NAME:	ADDRESS:
SEATTLE, WASHINGTON	14808 SE 16TH ST
	18715 120TH AVE NE
	20307 NORTH CREEK PKWY
	1121 SE EVERETT MALL WAY - SUITE 220
	14676 NE 95TH ST
	1000 2ND AVE
	1000 DENNY WAY
	1122 3RD AVE
	120 LENORA ST
	1200 3RD AVE
	1501 4TH AVE
	1511 6TH AVE
	1914 3RD AVE
	2001 6TH AVE
	3433 S 120TH PL
	955 BROADWAY

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METRO MARKET NAME:	ADDRESS:
STAMFORD, CONNECTICUT	1 RIVERBEND DR
	114 STILLWATER AVE
	21 HARBORVIEW AVE
	555 MAIN ST

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METRO MARKET NAME:	ADDRESS:
TAMPA, FLORIDA	601 ATLAS ST
	3403 ORIENT RD
	3712 W WALNUT ST
	400 N TAMPA ST
	5904A HAMPTON OAKS PKWY
	610 E ZACK ST
	655 N FRANKLIN ST
	7502 W HILLSBOROUGH AVE
	7909 WOODLAND CENTER BLVD

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METRO MARKET NAME:	ADDRESS:
TORONTO, CANADA	825 MILNER
	151 FRONT ST
	8 GARAMOND CT

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DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 9

REDACTED - FOR PUBLIC INSPECTION

Competitive Fiber Providers in Verizon's Serving Area

Carrier	Collocated	Fiber Provider
Carrier 1	X	X
Carrier 2	X	
Carrier 3	X	X
Carrier 4	X	
Carrier 5	X	X
Carrier 6	X	
Carrier 7		X
Carrier 8		X
Carrier 9		X
Carrier 10	X	X
Carrier 11		X
Carrier 12	X	X
Carrier 13	X	
Carrier 14	X	X
Carrier 15		X
Carrier 16	X	
Carrier 17	X	X
Carrier 19	X	X
Carrier 20	X	
Carrier 21	X	
Carrier 22	X	
Carrier 23	X	
Carrier 24	X	
Carrier 25	X	
Carrier 26	X	X
Carrier 27	X	
Carrier 28	X	
Carrier 29	X	
Carrier 30		X
Carrier 31		X
Carrier 32		X
Carrier 33	X	X
Carrier 34	X	X
Carrier 35		X
Carrier 36	X	
Carrier 37		X
Carrier 38	X	
Carrier 39		X
Carrier 40		X
Carrier 41	X	
Carrier 42	X	X
Carrier 43	X	X
Carrier 44	X	X
Carrier 45	X	
Carrier 46	X	X
Carrier 47	X	X
Carrier 48		X

Carrier	Collocated	Fiber Provider
Carrier 49		X
Carrier 50	X	
Carrier 51		X
Carrier 52	X	X
Carrier 53	X	
Carrier 54		X
Carrier 55		X
Carrier 56	X	X
Carrier 57		X
Carrier 58	X	
Carrier 59	X	X
Carrier 60	X	
Carrier 61		X
Carrier 62		X
Carrier 63	X	
Carrier 64	X	X
Carrier 65	X	X
Carrier 66		X
Carrier 67	X	
Carrier 68	X	X
Carrier 69	X	
Carrier 70	X	
Carrier 71	X	
Carrier 72		X
Carrier 73	X	X
Carrier 74		X
Carrier 75		X
Carrier 76	X	
Carrier 77		X
Carrier 78	X	
Carrier 79	X	X
Carrier 80	X	X
Carrier 81		X
Carrier 82	X	X
Carrier 83	X	
Carrier 84		X
Carrier 85	X	
Carrier 86		X
Carrier 87	X	X
Carrier 88	X	
Carrier 89	X	
Carrier 90		X
Carrier 91	X	
Carrier 92	X	
Carrier 93	X	X
Carrier 94		X
Carrier 95		X
Carrier 96		X
Carrier 97		X

Carrier	Collocated	Fiber Provider
Carrier 98	X	
Carrier 99		X
Carrier 100	X	X
Carrier 101	X	X
Carrier 102	X	
Carrier 103		X
Carrier 104	X	
Carrier 105	X	X
Carrier 106		X
Carrier 107		X
Carrier 108		X
Carrier 109		X
Carrier 110		X
Carrier 111		X
Carrier 112		X
Carrier 113		X
Carrier 114		X
Carrier 115		X
Carrier 116		X
Carrier 117		X
Carrier 118		X
Carrier 119		X
Carrier 120		X
Carrier 121		X
Carrier 122		X
Carrier 124		X
Carrier 125		X
Carrier 126		X

DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 10A

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Analysis of Verizon's and MCI's Network Overlap

Total MCI COs	Average # of Competing Carriers per CO	COs with 1 Competing Carriers	COs with 2 Competing Carriers	COs with 3 Competing Carriers	COs with 4+ Competing Carriers
	5.8				
		8%	10%	13%	57%

Total MCI Network Wirecenter Cluster Locations (NWCL)	Average # of Competing Carriers per NWCL	NWCLs with 1 Competing Carriers	NWCLs with 2 Competing Carriers	NWCLs with 3 Competing Carriers	NWCLs with 4+ Competing Carriers
	9.1				
		5%	13%	5%	74%

Providers Other Than MCI and VZ	Central Offices	% of Total	Cumulative
0		11%	100%
1		8%	89%
2		10%	80%
3		13%	70%
4		6%	57%
5		8%	51%
6		9%	43%
7		8%	34%
8		5%	26%
9		5%	21%
10		2%	16%
11		2%	14%
12		2%	12%
13		2%	10%
14		1%	8%
15		1%	7%
16		1%	6%
17		1%	5%
18		1%	4%
19		1%	4%
20		0%	3%
25		0%	3%
26		0%	3%
27		1%	2%
28		1%	2%
29		1%	1%
30		0%	0%

DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 10B

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DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 10C

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DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 10D

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DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 11

DESCRIPTION OF DATA SOURCES

Verizon used two sources of data to identify competitive fiber in the areas where Verizon's and MCI's networks overlap. First, Verizon obtained data from GeoTel, a leading provider of information related to telecommunications geography. GeoTel performs telecommunications research and maps geographic information systems for use by the telecommunications industry.¹ GeoTel maintains a "MetroFiber" data set that includes information regarding carriers and fiber routes for approximately 85 different carriers in more than 100 MSAs. GeoTel's MetroFiber data sets contain information regarding the locations of carrier collocation facilities, Internet exchanges (i.e. privately or publicly owned internet network access points where Internet service providers exchange traffic), carrier networks, and carrier fiber routes in metropolitan areas. Most of this information is provided by the carriers themselves and is used for commercial purposes. All of GeoTel's data sets may be layered on digital street maps, digital elevation models, aerial photography, and three-dimensional imagery.

GeoTel's MetroFiber data is widely used in the telecommunications industry. The data provides telecommunications service providers within a given geographic area information about their competitive position and enables them to view their entire network, other carriers' assets, and current areas of market penetration. But as GeoTel itself recognizes, GeoTel's information regarding competitive fiber routes, while extensive, is not comprehensive and may understate the extent to which competitors have deployed local fiber.

¹ A geographic information system is a database system with specific capabilities for spatially referenced data, as well as a set of operations for analyzing that data.

Accordingly, we supplemented data obtained from GeoTel with data we obtained from our own physical inspections of collocation arrangements in a number of Verizon wire centers where high-capacity demand is concentrated. We performed physical inspections of carrier collocation and CATT arrangements (a CATT is an arrangement specifically designed for wholesale providers of high-capacity transport), to determine the extent to which carriers had self-provisioned transport facilities terminating at those arrangements. We performed most of this inspection work from late June 2003 to August 2003, in anticipation of filing cases with state commissions in compliance with the Federal Communications Commission’s *Triennial Review Order*. See Report and Order and Order on Remand and Further Notice of Proposed Rulemaking, *Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, 18 FCC Rcd 16978 (2003), *vacated in part and remanded*, *United States Telecom Ass’n v. FCC*, 359 F.3d 554 (D.C. Cir. 2004) (“Triennial Review Order”).

In each of the roughly [532] wire centers we inspected, we physically inspected all collocation arrangements. We performed these inspections pursuant to detailed written protocols. Inspectors were Verizon employees who were familiar with fiber-based collocation arrangements and “collocation arrangement to CATT” installations. Inspectors checked each collocation facility in those Verizon wire centers to verify that there was powered equipment in place (i.e., the collocation arrangement was operational), and that the collocating carrier had non-Verizon fiber optic cable that both terminated at its collocation facility and left the wire center.

We adopted rigorous controls to ensure the reliability of these data, including written procedures for each step of the inspection process, standard forms that were filled

out by each inspector, signed statements by the inspectors verifying the accuracy and reliability of the information provided and the inspector's compliance with written procedures, and signed statements by each inspector's supervisor confirming that the inspector had followed the appropriate procedures. A collocating carrier was considered to have deployed fiber in a given collocation arrangement only if, through this rigorous process of inspection and verification, its facilities were found to be operational and to have non-Verizon fiber. But like the GeoTel data, because Verizon's collocation inspection data is derived from inspections of only a small number of Verizon's wire centers, Verizon's collocation inspection data also understates the extent to which competing providers have deployed fiber in Verizon's serving area.

DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 12A

REDACTED - FOR PUBLIC INSPECTION

Analysis of MCI "Lit Buildings" in Verizon's Serving Territory

MCI Buildings	Buildings in Wirecenters with No Competitive Providers	Buildings in Wirecenters with 1 Competitive Provider	Buildings in Wirecenters with 2 Competitive Provider	Buildings in Wirecenters with 3 Competitive Provider	Buildings in Wirecenters with 4+ Competitive Provider
100.0%	3.7%	4.3%	3.7%	7.4%	80.9%

DECLARATION OF QUINTIN LEW AND
RONALD H. LATAILLE

EXHIBIT 12B

REDACTED - FOR PUBLIC INSPECTION

REDACTED – FOR PUBLIC INSPECTION