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## Welcome To Electric Lightwave

Integra Telecom  
Announces  
Major Network  
Upgrade

Electric Lightwave is one of the most recognized carrier services brands in the country providing communications network services, including transport, internet access and voice services, to telecom providers nationwide,

Integra Telecom  
Closes  
Acquisition of  
Electric  
Lightwave

Electric Lightwave carriers gain access to twenty-three metropolitan access networks in eight western states, a nationally acclaimed tier one internet and data network, and high speed long-haul fiber-optic network that interconnects major markets in the West.

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Electric Lightwave serves hundreds of carriers - meeting their needs everyday.

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#### Attention Retail Telephone and Internet Customers:

On August 1, 2006, Electric Lightwave was acquired by Integra Telecom. Electric Lightwave's retail customers can now find **retail product information** (business lines, DSL, calling features, etc.) and **customer support** at the **Integra Telecom Web site**.

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NOC/Repair:  
(800) 622-4354

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General Stockholder Questions  
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General Stockholder Questions

- » [Can I buy stock directly from Level 3, or do I have to use a broker?](#)
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Can I buy stock directly from Level 3, or do I have to use a broker?  
Level 3 Communications does not have a direct stock purchase plan. All trades must be made through a broker. Level 3 is traded on the Nasdaq under the ticker symbol LVLT.

Does Level 3 Communications pay dividends?  
Level 3 does not pay dividends. The Company is in the early stages of its business plan and growing the business. At this time, we believe that our shareholders' interests are better served by investing funds in our continued growth.

I am the holder of a Kiewit Class D Stock Certificate. Do I need to exchange this certificate into Level 3 Common Stock?  
No. Kiewit Class D stock was converted one for one to Level 3 Common Stock on April 1, 1998. No action was required of the Kiewit Class D holders, and the Class D certificates are now recognized as Level 3 Common Stock.

When is the next Annual Meeting of Stockholders?  
The 9th Annual Meeting of Stockholders was held on May 15, 2006, in Broomfield, CO. For more information please [click here](#). The date for the 10th Annual Meeting of Stockholders has not been determined yet.

What is Level 3 Communications stock split history?  
The company has declared two separate stock splits since 1997. The first stock split was effective to stockholders of record as of December 26, 1997. This split took place while the stock was still registered as Kiewit Diversified, Inc. Class D Stock (ticker: KIWT on Nasdaq OTC). Each Class D stockholder received five shares for each share held on the record date.

On July 20, 1998, the Board of Directors of Level 3 Communications declared a one-for-one stock split payable to stockholder of record as of July 30, 1998. The stock (LVLT) began trading on Nasdaq at the adjusted price for the dividend distribution on August 10, 1998.

Business Questions

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what does "Level 3" mean?  
The term "Level 3" comes from the layered set of protocols or standards that are often used in the industry to describe networks. The Company's strategy generally calls for services to be provided in the first three levels of these technical specifications.

What is the scope of Level 3's Network?

An in-depth description of the Level 3 Network can be found on our Web site [here](#).

What is Level 3's corporate history?

Level 3 Communications, inc. was originally founded in 1985 as Kiewit Diversified Group Inc. (KDG), a wholly-owned subsidiary of Peter Kiewit Sons', Inc. (PKS), a 114-year-old construction, mining, information services, and communications company headquartered in Omaha, Nebraska. KDG was originally created to hold PKS' non-construction business assets.

On January 19, 1998, KOG announced it was changing its name to Level 3 Communications, Inc. Since late 1997, the company has substantially increased the emphasis it places on and the resources devoted to its communications and information services business.

On March 31, 1998, PKS announced the separation of its construction and communication/information services business, establishing Level 3 as an independent corporation. Prior to April 1, 1998, Level 3's common stock was traded on the OTC Bulletin Board under the symbol KIWT. On April 1, 1998, Level 3 Common Stock started trading on the Nasdaq National Market under the symbol LVLT.

What is Level 3's Communications Services business?

Level 3 provides underlying infrastructure for many of the most respected household names in the communications and Internet industries using a multi-conduit, IP- and Ethernet-optimized global network that the company built and owns. The company operates one of the largest internet backbones in the world and is one of the largest providers of wholesale dial-up service to ISPs in North America. Level 3 is the primary provider of Internet connectivity for millions of broadband subscribers, through its cable and DSL customers. Level 3 offers a wide range of communications services over its 36,400-route mile broadband fiber optic network connecting 16 countries, including Internet Protocol (IP) services, broadband transport, colocation services, patented Softswitch-based managed modem, and voice services.

Communication Services had approximately 4,350 employees at the end of 2Q06.

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What is Level 3's Information Services business?

Information Services includes Level 3's Software Spectrum subsidiary.

Software Spectrum is a global business-to-business software services provider with sales locations, operations, and technical support centers throughout North America, Europe, and Asia/Pacific. The company provides enterprise software management, technical support, and customer relationship management solutions that help organizations increase business value from information technology. More information is available at [www.softwarespectrum.com](http://www.softwarespectrum.com)

Information Services had approximately 1,300 employees at the end of 2Q06

Who are Level 3's targeted customers?

The Level 3 Sales force targets the largest users of bandwidth, which includes RBOCs, major IXCs, major foreign PTTs, major ISPs and Portals, Media Companies, wireless companies, satellite companies, and established CLECs, system integrators, government, academia and Content Providers. These customers are typically credit-worthy with large amounts of existing demand.

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What are Level 3's competitive advantages?

Longhaul Network - Global, extensive intercity network in the U.S., and Europe with transoceanic lines in the Atlantic and Pacific.

Metro Network - Global and robust metro networks connecting over 5,300 Traffic Aggregation Points (TAPS) in 110 metro fiber markets.

Technology Path - Level 3 has built a network from scratch using internet Protocol (IP) technology. This network was built with the clear knowledge that technology is going to change rapidly. The network was designed to be easily upgraded, one that can evolve and change as the technology changes.

Financial Strength - Level 3 has funded the business plan by raising approximately \$14 billion to date and is fully funded to free cash flow breakeven. As of June 30, 2006, Level 3 had cash and marketable securities of approximately \$2.2 billion.

Pricing - Low cost pricing improving with advancement in fiber and equipment technology.

Optionaity -Customers have the flexibility and choice of services to fit their needs.

Experience - Level 3 has an experienced management team, most of whom have extensive backgrounds in the telecom industry.

Operational Excellence - Level 3's industry-leading service quality enables the company to successfully sell services to larger, more established companies.

What Services does Level 3 offer?

Level 3 offers a wide selection of Internet Protocol (IP) based services within the following segments:

#### Voice Services

- (3)Voice<sup>A®</sup> Termination
- (3)VoIP Enhanced<sup>SM</sup> Local
- (3)VoIP<sup>SM</sup> Local inbound and
- (3)VoIP Toll Free<sup>SM</sup>

#### Softswitch

- (3)Connect<sup>A®</sup> Modem

#### Internet & Data Services

- (3)CrossRoads<sup>A®</sup> Internet Access
- (3)Flex Ethernet
- (3)Flex Network IP VPN

#### Transport Services

- (3)Link<sup>A®</sup> Metro Ethernet
- (3)Hub<sup>SM</sup> Private Line
- (3)Link Intercity Private Line
- (3)Link Metro Private Line
- (3)Link Unprotected Private Line
- (3)Link intercity Wavelength
- (3)Link Metro Wavelength

#### Backhaul Services

#### Transoceanic Services

#### Infrastructure Services

- (3)Center<sup>A®</sup> Colocation
- (3)Link Dark Fiber
- (3)Tech<sup>SM</sup> Services

You can find a more detailed description of our services on our Web Site [here](#)

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### Financial Questions

▶ How much capital has Level 3 raised to fund its business plan? What was the capital spending budget for full year 2005?

▶ HOW has the Company financed the network build?

▶ What is Level 3's acquisition strategy? Does Level 3 plan to buy other companies for their network and/or customer bases?

▶ Will Level 3 have to pay access charges?

How much capital **has** Level 3 raised to fund its business plan? What Was the capital spending budget for full year 2005?

The company has raised approximately \$14 billion in capital to fund the business plan to free cash flow positive, Capital expenditures for 2005 were \$305 million.

How **has** the Company financed the network build?

Level 3's funding philosophy is to use equity for the 'up-front' capital expenditures and debt for 'success-based' capital expenditures.

Up-front expenses are defined as expenditures on the components of the network that are required to be in place in order to offer services. Examples of these are the fiber, conduit, business support systems, etc. Equity is used for these expenditures because they are the riskier investments.

Success-based expenditures are for those components of the network that can wait to be purchased until customer orders are secured. Examples of success-based expenditures are electronics, modems, etc. Debt is used for these expenses because the revenue Stream required to support the debt is more assured.

To date, Level 3 has balanced debt and equity issuance to fund the business plan. Listed below are the Company's fundraising activities:

1998

- \$800M initial cash contribution
- \$1.28 proceeds from the sale of CalEnergy stock
- \$28 in 9.125% Senior Notes due 2008
- \$500M in 10.5% Senior Discount Notes due 2008

1995

- \$1.68 in common equity issuance
- \$1.125B in Senior Secured Credit Facility
  - Tranche A: \$250M
  - Tranche A: \$200M
  - Tranche B: \$275M
  - Tranche C: \$400M
  - Revolver: \$150M
- \$823M in 6% Convertible Subordinated Notes due 2005

2000

- \$2.4B in common equity issuance
- \$863M 6% Convertible Subordinated Notes due 2010
- \$1.4B U.S. High Yield, broken down as:
  - \$800M in 11% Senior Notes due 2008
  - \$250M in 11.25% Senior Notes due 2010
  - \$359M in 12.875% Senior Discount Notes due 2010
- \$800M Euro High Yield, broken down as:
  - \$500M in 10.75% Senior Notes due 2008
  - \$300M in 11.25% Senior Notes due 2010

2002

- \$500M in 9% Junior Convertible Subordinated Notes due 2012

2003

- \$374M in 2.875% Convertible Senior Notes due 2010
- \$500M in 10.75% Senior Notes due 2011

2004

- \$345M in 5.25% Convertible Senior Notes due 2011
- \$730M Senior Secured Term Loan due 2011

2005

- \$880M in 10% Convertible Senior Notes due 2011

2006

- \$692M in 11.5% Senior Notes due 2010
- \$150M in Floating Rates due 2011
- \$550M in 12.25% Senior Notes Due 2013
- \$335M in 3.50% Convertible Senior Notes due 2012
- \$568.75M in Common Equity issuance

What is Level 3's acquisition strategy? Does Level 3 plan to buy other companies for their networks and/or customer bases?

Level 3 will continue to be disciplined with respect to pricing and accessing the degree of risk associated with integrating any future acquisitions. In general, consolidation opportunities must meet certain criteria.

**Will Level 3 have to pay access charges?**

Access charges are the fees that long distance companies pay to originate and terminate their customers' calls on the local carrier's networks (e.g. the regional Bell companies and the competitive local exchange carriers (CLEC)). These fees are determined by the FCC and are used to support phone service in rural and under-served urban areas.

The process for determining the amount of access charges and who should pay them are currently under review by the FCC. It is expected that, over time, the amount being paid to the local carrier will be reduced and ultimately spread over a larger pool of providers

Level 3's business plan does not assume a continuation of the exemption from access charges currently afforded to ISP's.

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## LEVEL 3 TO ACQUIRE BROADWING CORPORATION

Combination Will Further Leverage Level 3's Nationwide Network

Acquisition Expected to be Adjusted *0*EBDA Positive in 2007 and Cash Flow Positive in 2008

Purchase Price of *Approximately* \$1.4 Billion in Aggregate Cash and Stock

Acquisition Expected to Accelerate Growth of Level 3's Business Markets Group

**BROOMFIELD, Colo., October 17, 2006** - Level 3 Communications, Inc. (Nasdaq: LVLT) today announced that it has signed a definitive agreement to acquire Broadwing Corporation (Nasdaq: BWNG), a publicly held provider of optical network communications services. Under the terms of the agreement, Level 3 will pay \$8.18 of cash plus 1.3411 shares of Level 3 common stock for each share of Broadwing common stock outstanding at closing. In total, Level 3 currently expects to pay approximately \$744 million of cash and issue approximately 122 million shares.

Broadwing, based in Austin, Texas, delivers data, voice and media solutions to enterprises and service providers over its 19,000 mile intercity fiber network. Approximately half of Broadwing's revenue comes from the wholesale market, with business customers comprising the remaining revenue.

"The acquisition of Broadwing is consistent with both the Level 3 wholesale market strategy as well as our more recent entry into the enterprise market," said James Q. Crowe, chief executive officer of Level 3. "We believe the combination of Level 3 and Broadwing will create value for our investors through the elimination of duplicative network and operating costs, the addition of a solid revenue base, and a further strengthening of our financial position."

"Broadwing has made great strides with national enterprise customers as a result of their strong product portfolio and national sales teams. This creates an exciting opportunity for us to leverage both of these capabilities to accelerate the growth of Level 3's Business Markets Group."

"We are confident in our ability to successfully integrate Broadwing," said Kevin OHara, president and chief operating officer of Level 3. "We have completed the majority of integration efforts from our WiTel acquisition under budget and ahead of schedule. The integration activities for our more recent acquisitions are also on plan."

"Bringing together the resources and talents of Broadwing and Level 3 is an exciting opportunity for our company, allowing us to capitalize on the strengths of both companies and on advances in technology," said Steve Courier, chief executive officer of Broadwing Corporation. "The combination of our two operations will create a powerful company in the global telecommunications industry with strong growth potential."

"During 2006, Broadwing has grown revenue and improved its margin profile," said Sunit Patel, chief financial officer of Level 3. "Broadwing has had success with expanding its enterprise customer base and service offerings as well as its transport business. We expect the combined operations to directly benefit from these efforts."

"Broadwing is expected to contribute positive Adjusted OIBDA in 2007, and even though we expect integration efforts to extend into 2008, we expect Broadwing will generate approximately \$200-\$250 million of Consolidated Adjusted OIBDA in 2008."

"Including the benefit of synergies and the cost of integration including capital expenditures, this transaction is free cash flow positive in 2008 and should contribute over \$200 million of free cash flow in 2009. Total integration costs are expected to be approximately \$110-\$130 million."

"We expect the transaction to further improve Level 3's financial position and reduce leverage given its expected positive Adjusted OIBDA contribution and Broadwing's approximately \$150 million of net cash as of June 30, 2006."

As of June 30, 2006, Level 3 had approximately \$1.4 billion of cash and marketable securities on hand as adjusted for the acquisitions of TelCove and Looking Glass, the sale of Software Spectrum and the redemption of its outstanding 9.125% Senior Notes due 2008 and 10.50% Senior Discount Notes due 2008.

Closing is subject to customary conditions, including receipt of applicable state and federal regulatory approvals, and is also subject to the approval of the stockholders of Broadwing. Closing is expected to occur in the first quarter of 2007.

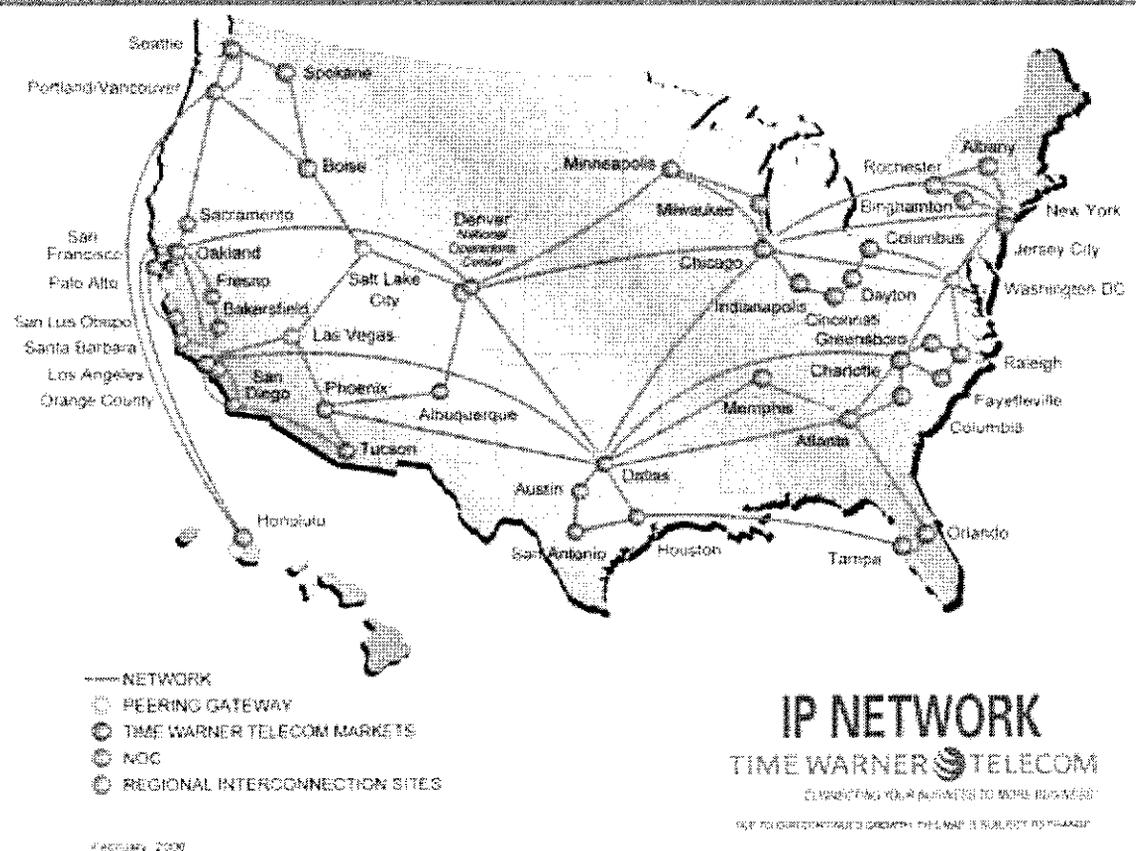
Level 3 will hold an investor and media conference call today to discuss the announcement at 10 a.m. EDT. To join the call, please dial (612) 332-1025. A live broadcast of the call can also be heard on Level 3's Web site at [www.Level3.com](http://www.Level3.com). An audio replay of the call will be available within 24 hours after the call through the Web site or by dialing (320) 365-3844 – Access code 845296.

Level 3 was advised on the transaction by Evercore Partners, JPMorgan and Merrill Lynch & Co. Level 3 received legal representation from Wilkie Farr & Gallagher LLP.

#### **About Level 3 Communications**

Level 3 Communications, Inc. (Nasdaq: L3LT), an international communications company, operates one of the largest Internet backbones in the world. Through its customers, Level 3 is the primary provider of Internet connectivity for millions of broadband subscribers. The company provides a comprehensive suite of services over its broadband fiber optic network including Internet Protocol (IP) services, broadband transport and infrastructure Services, colocation services, voice services and voice over IP services. These Services provide building blocks that enable





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Switched & Transport

Bundled Solutions  
TW Telecom ONE  
SOLUTION (VoIP)

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Integrated

Our metropolitan fiber networks enable us to deploy new service platforms efficiently and cost effectively, which allows us to rapidly meet our customers' needs. Our innovative National Operations Center (NOC) monitors all our networks for reliability and performance, 24-hours-a-day, seven-days-a-week. The flexible infrastructure provided by these networks allows us to offer almost any technology, product, service, or solution to benefit our customers. Read our capabilities brochure.

**Our Solutions Include:**

- Internet & Data Products that allow customers to create their own internal computer networks and to access the Internet and other external networks.
- Switched & Transport Services which include local and long distance calling solutions that use a carrier class switch to connect one calling party to the other, and private line connections for broadband services at transmission speeds from 1.5 megabits to 10 gigabits per second.
- Bundled Solutions that bundle products and services to meet unique customer needs for voice, data and dedicated Internet access
- **TW Telecom ONE SOLUTION - VoIP** is a technology allowing voice telephone service to be delivered over high speed Internet connections. While VoIP provides many new ways to manage and use your voice services, the revolutionary aspect of VoIP allows both voice and Internet data to be delivered from one connection. This is called "Convergence." With fewer communications interfaces and vendors to manage, costs and time associated with maintaining core business communications are diminished.

**Internet & Data**

Co-location Service  
Dedicated Internet Access  
Ethernet Internet Service  
Storage Transport Services  
Native LAN  
Shared Web Hosting

Switched Native LAN  
IP VPN  
Managed Security Services  
Extended Native LAN  
Metro Ethernet

**Switched & Transport**

Business Voice Services  
Dedicated High Capacity Services  
Digital Trunks  
ISDN PRI  
Line Features

Long Distance Services  
Regional Networks  
Voice Messaging  
Voice Services: Multi-Location Solutions

**Bundled Solutions**

VersiPak

TW Telecom **ONE SOLUTION VoIP**  
TW Telecom **ONE SOLUTION Connect**

TW Telecom **ONE SOLUTION Forum**  
TW Telecom **ONE SOLUTION Reach**

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## News Release



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### **Time Warner Telecom, AT&T, SBC Extend Long-Term Service Agreement**

*Time Warner Telecom to deliver "last-mile" network services to merged companies;  
agreement provides businesses the benefits of alternative communications choices*

**San Antonio, Bedminster, N.J., and Littleton, Colo., June 1, 2005** – Time Warner Telecom (Nasdaq: TWTC), SBC Communications Inc. (NYSE: SBC) and AT&T Corp. (NYSE: T) today announced the extension of a long-term service agreement under which Time Warner Telecom would provide special access and other "last-mile" network services to the companies nationwide through 2010. The deal, effective upon completion of the SBC and AT&T merger, demonstrates the parties' commitment to promoting viable competition in the telecommunications industry and to delivering businesses the benefits of alternative communications choices.

"This agreement enables SBC, post-merger, to become a more effective out-of-region provider, thereby enhancing competition in the industry nationwide," said Mark Keiffer, senior vice president-business marketing for SBC. "SBC is pleased to build upon the long-term business relationship AT&T has had with Time Warner Telecom."

This new commercial agreement would extend a current contract between Time Warner Telecom and AT&T through Dec. 31, 2010, for the combined AT&T and SBC once the merger is completed. AT&T entered into a long-term commercial agreement with Time Warner Telecom on Jan. 1, 2001, buying local network access primarily to provide private-line and special-access services to businesses nationwide, and for local termination of long-distance and international calls.

"This agreement ensures that we will continue our valued business relationship with AT&T post-merger, and that we will be able to include SBC in that relationship, allowing us to be a viable competitor of and supplier to the merged entity," said John Blount, executive vice president-field operations for Time Warner Telecom. "We are excited about the opportunity to be a key provider for the combined entity."

"Time Warner Telecom has been a valuable supplier of 'last-mile' network services used to connect our corporate customers to the AT&T network in many markets around the country," said Regina Egea, AT&T vice president of global access strategy and bandwidth product management. "We're very pleased this relationship will continue once our merger with SBC is completed."

Completion of the SBC-AT&T merger is expected by the end of this year or in early 2006, following all necessary regulatory and governmental approvals.

-more-

*Time Warner Telecom, AT&T, SBC agreement/add one*

In a separate agreement, SBC will provide Time Warner Telecom with special access and other "last-mile" network services in SBC's traditional in-region territory for five years. The deal, which will take effect June 2, 2005, strengthens Time Warner Telecom's ability to compete effectively for the nationwide business market.

*SBC Communications Inc. is a Fortune 50 company whose subsidiaries, operating under the SBC brand, provide a full range of voice, data, networking, e-business, directory publishing and advertising, and related services to businesses, consumers and other telecommunications providers. SBC holds a 60 percent ownership interest in Cingular Wireless, which serves more than 50 million wireless customers. SBC companies provide high-speed DSL Internet access lines to more American consumers than any other provider and are among the nation's leading providers of Internet services. SBC companies also now offer satellite TV service. Additional information about SBC and SBC products and services is available at [www.sbc.com](http://www.sbc.com).*

*For more than 125 years, ATBT (NYSE "T") has been known for unparalleled quality and reliability in communications. Backed by the research and development capabilities of ATBT Labs, the company is a global leader in local, long distance, Internet and transaction-based voice and data services.*

*Time Warner Telecom, headquartered in Littleton, Colo., provides managed network services, specializing in Ethernet and transport data networking, Internet access, local and long distance voice, VoIP and security, to enterprise organizations and communications services companies throughout the U.S. As a leading provider of integrated and converged network solutions, Time Warner Telecom delivers customers overall economic value, quality, service, and improved business productivity. With nearly 20,000 route miles of its own local and regional fiber networks, a national IP backbone with 10 Gbps capacity, and nearly 5,300 buildings connected directly to its fiber networks, Time Warner Telecom provides the local "last mile" of reliable communications services to customers. Please visit [www.twtelecom.com](http://www.twtelecom.com) for more information.*

*About the Proposed SBC/AT&T Merger:*

*In connection with the proposed transaction, SBC Communications Inc. ("SBC") filed a registration statement, including a proxy statement of ATBT Corp., with the Securities and Exchange Commission (the "SEC") on March 11, 2005 (File No. 333-123283). Investors are urged to read the registration and proxy statement (including all amendments and supplements to it) because it contains important information. Investors may obtain free copies of the registration and proxy statement, as well as other filings containing information about SBC and ATBT Corp., without charge, at the SEC's Internet site ([www.sec.gov](http://www.sec.gov)). These documents may also be obtained for free from SBC's Investor Relations web site ([www.sbc.com/investor\\_relations](http://www.sbc.com/investor_relations)) or by directing a request to SBC Communications Inc., Stockholder Services, 175 E. Houston, San Antonio, Texas 78205. Copies of ATBT Corp.'s filings may be accessed and downloaded for free at the ATBT Investor Relations Web Site ([www.att.com/ir/sec](http://www.att.com/ir/sec)) or by directing a request to ATBT Corp., Investor Relations, One ATBT Way, Bedminster, New Jersey 07921.*

*SBC, ATBT Corp. and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from ATBT shareholders in respect of the proposed transaction. Information regarding SBC's directors and executive officers is available in SBC's proxy statement for its 2005 annual meeting of stockholders, dated March 11, 2005, and information regarding ATBT Corp.'s directors and executive officers is available in the registration and proxy statement. Additional information regarding the interests of such potential participants is included in the registration and proxy statement and other relevant documents filed with the SEC.*

-more-



## Welcome to SRP Telecom

SRP Telecom is a carrier-neutral provider of telecommunications Infrastructure products and services to Wireline and Wireless carriers alike, as well as to enterprise customers.

Our fiber optic and cell site assets are concentrated in the Phoenix metropolitan area, providing ready access to one of the most dynamic markets in the country. We provide Solutions to the unique network challenges of the expansive Phoenix marketplace.

Find out more about our [SRP Telecom Wireline Services](#) or [SRP Telecom Wireless services](#)

### Stability and service

With SRP Telecom, you'll be supported by one of the most stable providers in the industry.

SRP Telecom is a division of Salt River Project (SRP). Eased in Tempe, Ariz., SRP was established in 1909 as the nation's first power and water federal reclamation project. SRP now ranks among the nation's largest public power utilities, serving more than one million electric customers in central Arizona. Additionally, SRP oversees a 240,000-acre Water service area in metropolitan Phoenix.

SRP is rated AA by Standard & Poors, and has earned [multiple awards from J.D. Power and Associates](#) for providing exceptional service to commercial and residential electric Customers.

### Expansive geographic and customer reach

Our 2,900-square-mile service territory extends from one end of the Valley of the Sun to another spanning all or part of 15 cities. This is unparalleled market reach by a dark fiber or cell Site provider.

Our 950-route mile fiber network allows us to be extremely flexible in designing fiber solutions to reach your customers. Because our fiber generally parallels our electric system, there are few customers we don't reach.

We literally have thousands of vertical elements to offer Wireless carriers. Our electric substation locations are uniquely suited for use as a fundamental element of your network: located about every two to three square miles. And our transmission and distribution lines reach just about every corner of the Phoenix metropolitan area.

View the SRP Telecom [network map](#)

### Insightful solutions

We offer custom pricing and flexible terms.

Also, we're committed to providing innovative solutions – like our one-stop-shop Wireless cell site service, including Wireless customers pre-zoned and pre-constructed sites to accelerate your time-to-turn-up and revenue.

We offer more than a single ring cookie-cutter option for Wireline customers. In fact we can create multiple options for end-to-end ringed or point-to-point dark fiber solutions. Also, we work with our electric business to deploy communications conduit to new commercial offices and business parks.

### Strategic benefits

Over time, our customers discover the strategic benefits of a relationship with SRP. We can help in many unexpected ways.

- The Phoenix market is growing all the time, usually out – not up. Our electric system expands with that growth, as does our fiber system and cell site inventory.
- Customers with master agreements with us have a competitive advantage – the ability to quickly and confidently compete for new business, and support new traffic.
- Through our electric and water operations, we have deep ties into the business community and customer relationships that can be leveraged to the benefit of our Wireline and Wireless customers.
- Many of our customers also have discovered SRP as a ready source for other fundamental network facilities. We provide facilities and location for regeneration sites, transmission hub locations, and even property for full switch sites.
- Because we make use of SRP's own right-of-way, electric facilities and personnel, we have considerable project management control. This translates into rapid and certain network turn-up.

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SRP Telecom provides the marketplace agility you expect – and the exceptional service you deserve.

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and avoids delays associated with securing municipal approvals or private easements

### Contact us

We welcome inquiries and look forward to discussing in detail how SRP Telecom can help your business thrive. Here's how to reach us.

#### Wireline services

E-mail: [Wireline@srnet.com](mailto:Wireline@srnet.com)  
Phone: (602) 236-8777

#### Wireless services

E-mail: [Wireless@srnet.com](mailto:Wireless@srnet.com)  
Phone: (602) 236-8779

#### Our address

SRP Telecom, PAB-353  
P.O. Box 52025  
Phoenix, AZ 85072

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### Trade show schedule

We participate in industry trade shows.  
[Check upcoming events.](#)

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**DECLARATION OF ROBERT H. BRIGHAM AND DAVID L. TEITZEL  
REGARDING THE STATUS OF COMPETITION IN THE PHOENIX,  
ARIZONA METROPOLITAN STATISTICAL AREA**

**EXHIBIT 8**

- [About Us](#)
- [Why Virtela](#)
- [Services](#)
- [Resource Center](#)
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Virtela's Unfair Advantage: **The "Super-Integrator" Model**

By industry pundit definitions, Virtela falls into the service provider category of a "Virtual Network Operator" (VNO). Typically this definition includes the concept that a VNO is a service provider who "owns nothing", but instead leverages the existing physical infrastructures of facilities based carriers. As it pertains to Virtela, this definition is only half correct! Virtela would best be described as a hybrid-a hybrid in that it combines the best characteristics of both the VNO and a facilities based carrier, as well as those of an MSSP (Managed Security Services Provider).

Virtela is a VNO in the sense that it does not own the commodity fiber and copper infrastructures in the ground for backbone and access connectivity. It is not a VNO from the perspective that Virtela does own the most critical physical infrastructure asset-the edge of the network-where all network intelligence and services layers reside. This asset, and its unique functionality, takes the form of what Virtela calls Regional Policy Centers<sup>SM</sup> (RPC). These RPCs in turn form the foundation of Virtela's multi-carrier Global Service Fabric of more than **250** network providers worldwide.

This unique framework is what allows Virtela to provide unparalleled consulting and managed services to many of the world's largest multinational companies. Virtela's service portfolio includes enterprise VPN services, remote access services, Managed Security Services and remote monitoring and management services for WANs and LANs. . . .Read More

**Breaking News**

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- Virtela Engineers Enterprise Network for the Facility Group
- Virtela Announces Record Growth, Increased Momentum in the Managed Network & Security Services Marketplace
- Agile Selects Virtela to Speed and Secure Global Network Operations
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**We Build and Manage Networks for Businesses and Communications Providers.**

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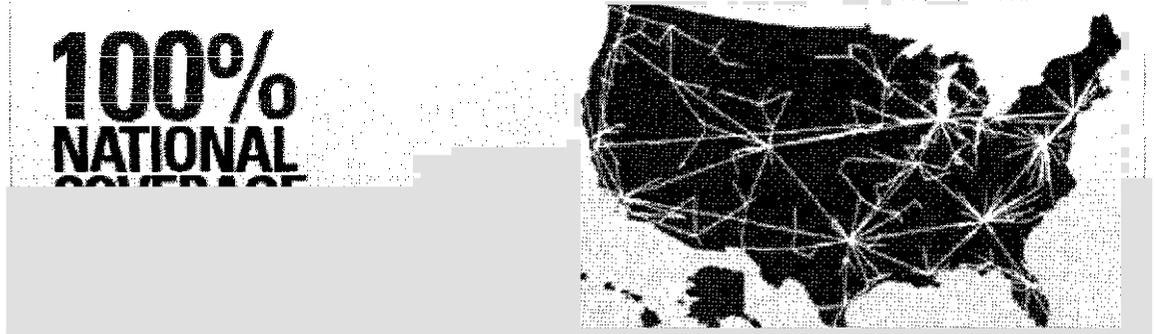
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New Edge Networks is a single-source national provider of secure multi-site managed data networks and dedicated Internet access for businesses and communications carriers.

New Edge Networks seamlessly integrates a wide variety of last-mile broadband access services available through multiple carriers, technologies, and geographic regions worldwide. Its customers include telecom carriers, small to midsize businesses, large corporations, and their telecommuters anywhere. New Edge Networks owns a nationwide multi-services network with more than 850 carrier-class switches and Internet routers. It has one of the country's largest coverage footprints with a strong presence in small and midsize markets. Top-tier private venture firms, global financial institutions and worldwide technology firms provide financial backing to New Edge Networks.

**Wide Area Networking**

We are a single source for all your data needs throughout the nation and worldwide. New Edge Networks Wide Area Networking products include: [Managed Network Services](#), [VPN](#), [Private Network](#), [Managed VPN](#), [Frame Relay](#), [Frame over DSL Services](#), [ATM](#) and [Private Line](#).

**Internet Access**

Wide variety of reliable, dedicated Internet access solutions that can scale with your business as it grows. TransEdge Internet Access products include: [TransEdge DSL](#), [TransEdge T1](#), [DS3](#), [OCx](#) and [Ethernet](#)

**Wholesale Solutions**

Nationwide access - Partner with us to expand your product offerings and market coverage. New Edge Networks Wholesale products include: [Wholesale DSL & T1](#) and [IP Transit for ISP's](#).



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### Intro

- Overview
- Spec sheet (64kb)

IBM Converged Communications Services – IP telephony offers a comprehensive range of consulting, integration, deployment and run services designed to help you build an IP telephony solution. IBM can help you design, deploy and manage an IP telephony infrastructure that can help reduce the costs associated with managing and maintaining separate voice and data equipment and networks, and increase the productivity of your employees. IBM Converged Communications Services – IP telephony focuses on network preparation and design and the deployment of desktop IP phones, PC softphones, voice over wireless local-area-network (LAN) phones, and person-to-person video telephony all of which form the foundation for innovative converged communications environments.

Delivered by trained and experienced network consultants, architects and specialists, IP telephony services can provide end-to-end lifecycle services for IP telephony solutions. We can assess your needs, help you identify the available alternatives, and create an IP telephony solution architecture and design, as well as develop a proposal for implementation.

When you're ready to implement your design, our experienced network integration and deployment services team can draw on our extensive project management and subject matter expertise to put your solution into a production environment. And our managed services for IP telephony can help keep your production environment up and running.



E-mail us

1-800-IBM-7080  
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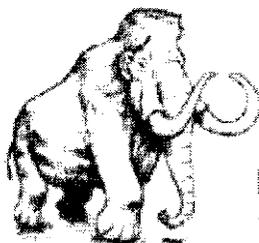


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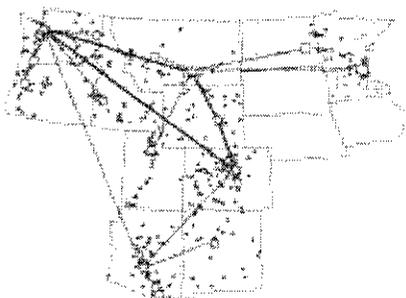
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## why mammoth? ▶

Mammoth Networks is a DSL and ATM aggregator, allowing you to connect to a community network, across multiple LATAs. We have built out a nine-state, 14-LATA network for the benefit of ISPs, CLECs, DLECs, integrators, and virtual ISPs. No contracts, no terms, no hassle.



[more info ▶](#)

## our solution ▶

## news ▶

### **mammoth sponsor of the norman choo golf classic**

Mammoth Networks is a Gold Sponsor of the Norman Choo Golf Classic, scheduled for September 15th, 2006 in Seattle Washington.

[more info ▶](#)

### **mammoth supports cross-lata transport**

Mammoth now supports cross-LATA transport via its private ATM network, allowing its Partners to use the network to addeerate data circuits without NNI charges

[more info ▶](#)

### **mammoth support aggregation without facilities**

Mammoth Networks now supports aggregation of DSL, Frame Relay, and ATM services without requiring its Partners to provision a physical loop

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### **mammoth supports 7mbps dsl**

Mammoth has opted in to sell Qwest's Premier DSL that runs at speeds of 3-7Mbps.

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## press releases ▶

Mammoth Networks provides flexibility by allowing you to connect your DS1s and DSL customers to our network, while having those circuits invoiced to you. This allows you to pay a PVC/VPI/VCI charge for access to our network, and retain control over your customers.

The Mammoth network allows you to sell in other LATAs and in larger coverage areas outside your network. Expand your coverage area without having to justify the cost of a host circuit. Pull an agg circuit back to Mammoth, and we'll cross-connect your customers back to your internet feed. Use the Mammoth network to feed wireless towers, modem pools, or to create bridging groups between customers. The network is as flexible as you need it to be.

[more info ►](#)

**mammoth networks completes ip core upgrade** Feb 20th, 2007

Mammoth Networks has announced completion of an Internet Protocol upgrade within their network core. The new equipment, provided by Redback Networks, expands the company's ability to service its Service Provider Partners, and enables the company to deliver data solutions centered around the newest IP technologies.

[more info ►](#)

**mammoth networks fills middle-mile need** Dec 26th, 2006

Mammoth Networks continues to develop their network to support data products in the middle-mile, a niche the company has carved that fills the gap between rural and Metro telecommunications. The company has embraced the market for data transport to remote locations within their coverage area from dense telecom markets such as Denver and Seattle.

[more info ►](#)

**mammoth networks expands into minnesota, north dakota** Oct 18th, 2006

Mammoth Networks has completed installation of fiber and equipment in North Dakota, expanding the company's DSL and private-line coverage to the Eastern half of the state. Mammoth will also complete installation in Central and Northwestern Minnesota by month's end. As a result of the expansion, Mammoth's wholesale Partners gain coverage in 91 additional communities.

[more info ►](#)

CERTIFICATE OF SERVICE

I, Joan O'Donnell, do hereby certify that I have caused the foregoing **PETITION (For Public Inspection version) OF QWEST CORPORATION FOR FORBEARANCE PURSUANT TO 47 U.S.C. § 160(c)** to be 1) filed, via courier, with the Office of the Secretary of the FCC (original and four copies, plus copy for stamping **and** returning); 2) served, via hand delivery, on Ms. Christi Shewman of the FCC's Wireline Competition Bureau (three copies); and 3) served, via courier, on the FCC's duplicating contractor, Best Copy and Printing, Inc. (one copy), at the following addresses:

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Ms. Christi Shewman  
Wireline Competition Bureau  
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Joan O'Donnell

April 27, 2007