

December 13, 2004

Qwest Corporation
Director – Interconnect
1801 California St., # 2410
Denver, CO 80202

Dear Director of Interconnection:

On October 18, 2004 the Federal Communications Commission (FCC) released its Order in the matter of the Petition of Core Communications, Inc. for Forbearance Under 47 U.S.C. § 160(c) from Application of the *ISP Remand Order*, 2004, in Docket No. 03-171, such order being effective on October 8, 2004 (the “Order”).

In its Order the FCC found, among other things, that application of the growth caps and new markets rules in respect to compensation for ISP Bound Traffic as outlined in the *ISP Remand Order* was no longer necessary, therefore that forbearance was warranted in this regard.

Pursuant to Section 2.2. of the Interconnection Agreement by and between Qwest Corporation and Level 3 Communications dated February 5, 2003, Level 3 is seeking an amendment to reflect the above referenced change in law (the “Amendment”). Accordingly, Level 3 would like to commence the negotiations to effect said Amendment. Please inform us as to who will be your representative for the negotiation of this Amendment.

Insofar as the Order was effective on October 8, 2004, Level 3 will immediately commence billing Qwest for that ISP Bound traffic in the state of Washington for which the growth caps and new market restrictions have been lifted by virtue of the Order. With the heightened concern in the telecommunications industry for proper accounting practices, we wanted to bring this to your attention as soon as possible. We currently estimate the increase in monies owed Level 3 to be approximately \$3.9 million on an annualized basis.

We look forward to completing the Amendment process as expeditiously as possible. Should you have any questions, please feel free to contact me.

Sincerely,

Rogier Ducloo
Director – Interconnection Services
Level 3 Communications, LLC
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Cc: Qwest Law Department