

the best interests of the Debtors, their estates, creditors and other parties in interest; and the Court having determined that the Settlement Agreement was entered in good faith and is a result of arms-length negotiations; and it appearing that the relief requested in the Motion with respect to the assumption of the Interconnection Agreements, is based upon the Debtors' sound business judgment and is necessary and in the best interests of the Debtors, their estates, creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further;

ORDERED that all parties have had the opportunity to object to the relief requested in the Motion and to the extent that objections to the Motion or the relief requested therein have not been withdrawn, waived or settled prior to the date hereof, such objections are overruled on the merits. Those parties who did not object, or who withdrew their objections to the Motion, are deemed to have consented.

ORDERED that the Settlement Agreement is approved pursuant to Bankruptcy Rule 9019; and it is further

ORDERED that the Debtors are authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to consummate the Settlement Agreement and perform any and all obligations contemplated therein; and it is further

ORDERED that Qwest is authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to consummate the Settlement Agreement and perform any and all obligations contemplated therein; and it is further

ORDERED that the Debtors' assumption of the Interconnection Agreements, pursuant to section 365(a) of the Bankruptcy Code, is approved and authorized; and it is further

ORDERED that, pursuant to section 365 of the Bankruptcy Code, the Debtors are authorized to perform their obligations under the Interconnection Agreements as set forth in the Settlement Agreement; and it is further

ORDERED that the failure to specifically include any particular provision of the Settlement Agreement in this Order shall not diminish or impair the effectiveness of such provisions, it being the intent of the Court that the Settlement Agreement and the implementation of the transactions contemplated therein be approved in their entirety; and it is further

ORDERED that if the Court enters the Order as presented, to the extent of any inconsistency between the terms of this Order and the Settlement Agreement, the terms of the Settlement Agreement shall control; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York
June 16, 2004

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE