

2. That on February 4, 2004, I caused the to be served the Preliminary Objection of Level 3 Communications, LLC to Debtors' Motion for Orders Pursuant to §§ 105(A), 363, 365 and 1146(C) of the Bankruptcy Code: (I) Approving a Certain Asset Purchase Agreement, Subject to Higher and Better Offers and Approving the Sale of Substantially all of the Debtors' Assets to Qwest Communications International, Inc. Free and Clear of all Liens, Claims and Encumbrances; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief upon:

By Hand and Federal Express

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Maria Lopez

Sworn to before me this
5th day of February, 2004.



Notary Public

ELIZABETH F. DIMICHELE
Notary Public, State of New York
No: 01DI4859239 2
Qualified in Nassau County
Commission Expires November 27, 2005