

VIA FACSIMILE AND FIRST CLASS MAIL

September 7, 2005

Steven F. Benz, Esquire
Kellogg, Huber, Hansen, Todd,
Evans & Figel, P.L.L.C.
Suite 400
1615 M Street, N.W.
Washington, D.C. 20036-3209

***Southwestern Bell Telephone, L.P., et al. v. Global Crossing Limited, et al.,
Case No. 4:04-CV-01573-CEJ (E.D. Mo)***

Dear Mr. Benz:

We are in receipt of your letter dated July 18, 2005 (the "Letter"), outlining the categories of information you believe may be relevant to the claims you have made in the above-captioned litigation and requesting that we remind our clients to retain that information. Please be assured that Global Crossing has taken and is taking reasonable steps to ensure that it is appropriately complying with its preservation obligations.

This is not to say that all of the preservation "requirements" expressed in your letter are appropriate in this case. In particular, it is not reasonable for you to expect that Global Crossing will retain all backup tapes or create bit-by-bit image copies of all storage media in its possession from January 1, 2000 to the present. Additionally, Global Crossing does not accept your characterization of the categories of information as relevant to the litigation, nor does it waive any objections it may make to future discovery requests by Southwestern Bell Telephone, L.P., Pacific Bell Telephone Company, Nevada Bell Telephone Company, Michigan Bell Telephone Company, Illinois Bell Telephone Company, Indiana Bell Telephone Company, The Ohio Bell Telephone Company, Wisconsin Bell, Inc., The Southern New England Telephone Company, and The Woodbury Telephone Company (each, an "SBC Telco" and, collectively, the "SBC Telcos"), or any other party, current or future, to this litigation.

We trust that you also have reminded your clients – each one of the SBC Telcos – of each of their obligations to retain all information within its custody or control, regardless of whether the information is in the possession of a plaintiff to this action. For document preservation purposes and for purposes of this letter, we define "SBC Telcos" to include

not just each and every one of the SBC Telcos themselves, but any past (since January 1, 2000) affiliate of any of the SBC Telcos, any current affiliate of any of the SBC Telcos or any future affiliate of any of the SBC Telcos (e.g., AT&T), when such entity becomes affiliated with an SBC Telco. By "affiliate," we mean any business entity effectively controlling an SBC Telco, controlled by an SBC Telco, or otherwise associated under common ownership or control with an SBC Telco.

I. Relevant Information

The relevant information we expect the SBC Telcos to preserve includes files stored on the SBC Telcos' switches, back-up or storage files, computer equipment and all other storage media, as well as paper documents, from January 1, 2000 through the present, in the following categories:

1. Information relating to the application of intrastate or interstate access charges to interexchange voice traffic delivered, directly or indirectly, to a local exchange carrier for termination over interconnection trunks purchased pursuant to an interconnection agreement governed by the Telecommunications Act of 1996.
2. Information relating to the application of intrastate or interstate access charges to interexchange voice traffic delivered, directly or indirectly, to a local exchange carrier for termination over facilities leased pursuant to an intrastate tariff, including but not limited to primary rate interface trunks.
3. Information relating to the use or potential use of Internet Protocol to carry interexchange traffic, including but not limited to any efficiencies associated with that use and/or its potential impact on the revenues of the SBC Telcos.
4. Information relating to the application of interstate access charges to interexchange voice traffic transmitted using Internet Protocol ("IP").
5. Information relating to whether access charges apply to interexchange traffic that is originated and terminated on the Public Switched Telephone Network and is transmitted at some point in the middle in IP.
6. Information relating to the SBC Telcos' awareness of (or any SBC Telco's employee's awareness of) the potential for any other telecommunications provider to (1) route interexchange voice traffic over facilities other than Feature Group B or Feature Group D trunks for termination, including but not limited to PRI trunks and local interconnection trunks; (2) decline to pay terminating access charges on interexchange voice traffic terminated, directly or indirectly, over facilities other than Feature Group B

14. Information relating to instructions, methods, practices, procedures, or policies of the SBC Telcos regarding how to measure and bill for interexchange voice traffic delivered to SBC Telcos by CLECs.

15. Information relating to strategies or steps SBC Telcos have taken to collect access charges from third parties, including but not limited to interexchange carriers, least cost routers, and CLECs.

16. Information relating to strategies or steps SBC Telcos have taken to decrease the economic impact of the competition posed by CLECs for call termination services.

17. Information relating to strategies or steps SBC Telcos have taken to decrease the economic impact of the competition posed by least cost routers, including but not limited to, carriers or providers that use IP format for transporting or terminating calls.

18. Information relating to the FCC Access Charge Order (the "Order"),¹ including but not limited to the financial impact of the Order on SBC Telcos, the steps the SBC Telcos took in response to that Order, discussions by SBC Telcos with other local exchange carriers and/or within trade associations regarding any of the foregoing, and any actions the SBC Telcos took to influence the outcome of that decision.

19. Information relating to communications involving SBC Telcos' officers, executives, managers, employees, or agents, in which the subject of the routing of interexchange voice traffic over facilities other than Feature Group B or Feature Group D trunk groups for termination, whether or not IP was involved in some part of the call transport, including but not limited to any and all arrangements with third parties for the transport and/or termination of interexchange voice traffic, was discussed. This includes, without limitation, any e-mails, correspondence, notes, meeting minutes, or other documentation of such communications involving any of these individuals.

20. Information relating to meetings of the SBC Telcos' boards of directors, meetings of board committees, or meetings of committees or groups that have been established by, appointed by, or that report to any of their boards of directors, in which the subject of the routing of interexchange voice traffic over facilities other than Feature Group B or Feature Group D trunk groups for termination, whether or not IP was involved in some part of the call transport, including but not limited to any and all

¹ Order, *Petition for Declaratory Ruling That AT&T's Phone-to-Phone IP Telephony Services Are Exempt from Access Charges*, 19 FCC Rcd 7457 (2004).

arrangements with third parties for the transport and/or termination of interexchange voice traffic, was discussed. This includes, without limitation, any meeting minutes or notes taken by any individuals participating in such meetings.

21. Information relating to communications with third parties regarding the allegations made by the SBC Telcos in this lawsuit. This includes, without limitation, any communications with representatives of MCI/WorldCom, Sprint Corp., McLeod, Nu Vox, Unipoint/PointOne, XO, Xspedius, Transcomm, and any other interexchange carrier, least cost router, or CLEC, or any trade groups for local exchange carriers, interexchange carriers, least cost routers, or CLECs.

22. Information relating to the SBC Telcos' document retention and destruction policies or procedures, including but not limited to copies of all such policies or procedures in effect for any time from January 1, 2000 to the present. This includes, without limitation, all such policies and procedures concerning electronic documents, as well as any communications made in response to the filing of the above-captioned action.

23. Information relating to the officers and directors, internal departments, and divisions of the SBC Telcos.

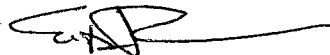
24. Information relating to the SBC Telcos' electronic information back-up and archive policies and procedures, names of back-up and archive software, and names and addresses of any offsite storage providers.

II. Preservation of Information

As you pointed out in the Letter, electronic documents and the storage media on which they reside contain relevant, discoverable information beyond that which may be found in printed documents. The SBC Telcos should take reasonable steps to maintain the relevant electronic data and storage media, digital or analog electronic files, log or logs of network use, and backup tapes, to the extent those media contain unique data falling into any of the categories above.

Nothing in this letter should be construed to limit the SBC Telcos' discovery obligations under the Federal Rules of Civil Procedures or other applicable state and federal law. Thank you for your cooperation in this matter.

Very truly yours,



Emily S. Pierce

Facsimile Transmission

TO	<i>Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C.</i>	DATE	September 7, 2005
ATTN	Steven F. Benz, Esq.	FROM	Emily S. Pierce
FAX	202-326-7999	TEL	202-383-8174
TEL	202-326-7900	PAGES	6 (INCLUDING COVER PAGE)

FOR ASSISTANCE OR CONFIRMATION PLEASE CALL 202 383-8067.

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