prohibited by law, regulation, court or regulatory order, or agreement from being disclosed to third parties.

39.3 Neither Party shall have an obligation to perform ABS Message billing in local exchange telephone franchises that have been sold, exchanged, or transferred to another party by SBC.

39.4 Subject to the terms of the sale, exchange, or transfer, SBC shall cooperate with MCI on billing and interface issues related to the sale, exchange, or transfer of SBC local exchange telephone franchise(s) as to Services performed under this Agreement.

IN WITNESS WHEREOF, the Parties have entered into this Agreement as of the date first written above

The SBC Incumbent Local Exchange Carriers :
Southwestern Bell Telephone, L.P. d/b/a SBC Arkansas, d/b/a SBC Kansas, d/b/a SBC Missouri, d/b/a SBC Oklahoma and d/b/a SBC Texas, Pacific Bell Telephone Company, d/b/a SBC California, Nevada Bell Telephone Company, d/b/a SBC Nevada, Southern New England Telephone Company, d/b/a SBC Connecticut, Illinois
Bell Telephone Company, d/b/a SBC Illinois, Indiana Bell Telephone Company, d/b/a SBC Indiana, Michigan Bell Telephone Company, d/b/a SBC Michigan, The Ohio Bell Telephone Company, d/b/a SBC Ohio, Wisconsin Bell, Inc., d/b/a SBC Wisconsin, by SBC Telecommunications, Inc., Its Authorized Agent.

Signature

Mike Auinbauh
Printed Name

for President-Industry Markets
Title

4-20-04
Date

The MCI Competitive Local Exchange Carriers:
Brooks Fiber Communications of Arkansas, Inc., Brooks Fiber Communications of Bakersfield, Inc., Brooks Fiber Communications of Connecticut, Inc., Brooks Fiber Communications of Fresno, Inc., Brooks Fiber Communications of Michigan, Inc., Brooks Fiber Communications of Missouri, Inc., Brooks Fiber Communications of Nevada, Inc., Brooks Fiber Communications of Ohio, Inc., Brooks Fiber Communications of Oklahoma, Inc., Brooks Fiber Communications of Sacramento, Inc., Brooks Fiber Communications of San Jose, Inc., Brooks Fiber Communications of Stockton, Inc., Brooks Fiber Communications of Texas, Inc., Brooks Fiber Communications of Tulsa, Inc., Intermedia Communications, Inc.; MCImetro Access Transmission Services LLC, and MCI WORLDCOM Communications, Inc. f/k/a MFS Communications Company, Inc. or MFS Intelenet of Connecticut, Inc. or WorldCom Technologies, Inc. or MCI WorldCom Technologies, Inc., which are a Certified Local Exchange Carrier

Signature

Matthew Sidney
Printed Name

VP Procurement
Title

4/12/04
Date