

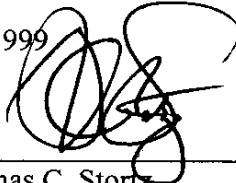
**REVOCABLE LIMITED POWER OF ATTORNEY**

The undersigned, Thomas C. Stortz, as Senior Vice President, General Counsel and Secretary of Level 3 Communications, LLC ("Level 3"), does hereby authorize and appoint North Star Communications Group, Inc., as the agent of and attorney-in-fact for Level 3 in the scope set forth herein. Said authorization and appointment shall be for the limited purpose of executing Florida Department of Transportation (FDOT) permits on behalf of Level 3.

As its attorney-in-fact, North Star Communications Group, Inc. is authorized to sign such applications and permits and to do all other acts as may be necessary to secure the use of FDOT rights-of-way for Level 3. This power is granted for the sole purpose of obtaining permission from FDOT to construct and install Level 3's fiber optic telecommunications network within the State of Florida and shall automatically terminate upon the completion of such construction, if not earlier revoked.

The undersigned shall have the right to revoke and terminate this limited power of attorney at any time by providing FDOT and NorthStar Communications Group, Inc. with written notice of such revocation

DATED this 13<sup>th</sup> day of May, 1999



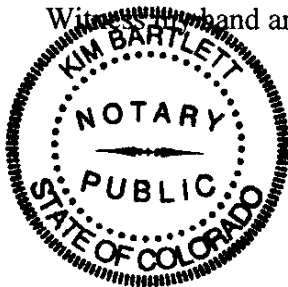
\_\_\_\_\_  
Thomas C. Stortz  
Senior Vice President, General Counsel and  
Secretary  
Level 3 Communications, LLC

ORIGINAL INSTRUMENT

STATE OF COLORADO    )  
  )  
COUNTY OF Boulder  )

Before me, a notary public in and for said county, personally came Thomas C. Stortz known to me to be the identified person who signed the foregoing instrument and acknowledged the execution thereof to be his free and voluntary act and deed.

Witness my hand and notarial seal on this 13<sup>th</sup> day of May, 1999.



Kim Bartlett  
Notary Public

MY COMMISSION EXPIRES 9/30/2002

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION  
**UAO CERTIFICATE OF INCUMBENCY AND SIGNATURE AUTHORITY**  
 for  
 Level 3 Communications, LLC.

Form 710-010-89  
 UTILITIES  
 02/99

**Resolution #:** \_\_\_\_\_ **Date:** 5/27/99

I, the undersigned, do hereby certify that the person(s) or title(s) which appear below is (are) duly elected, or appointed, qualified, and acting as representative of said **UTILITY AGENCY/OWNER (UAO)**, on the date of this Certificate, and that said representative(s) is (are) duly authorized by said **UAO** to execute and deliver:

any document between said **UAO** and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION (FDOT)** and all agreements and instruments in connection therewith, including but not limited to, applications for permits and similar documents, and that the execution and delivery of any such documents, for and on behalf of said **UAO** is not prohibited by, or in any manner restricted by, the terms of the charters, ordinances or legal instruments (as applicable) which created the **UAO**, govern its operations, and otherwise affect its authority, powers and day-to-day activities, or in any loan agreement, indenture, or contract to which said **UAO** is a party or under which it is bound.

- OR -

any utility permits between said **UAO** and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION** and all documents in connection therewith, including but not limited to, applications for permits and similar documents, and that the execution and delivery of any such documents of said **UAO** is not prohibited by, or in any manner restricted by, the terms of the charters, ordinances or legal instruments (as applicable) which created the **UAO**, govern its operations, and otherwise affect its authority, powers and day-to-day activities, or in any loan agreement, indenture, or contract to which said **UAO** is a party or under which it is bound.

- OR -

any specified document type (listed below) between said **UAO** and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION** and all agreements and instruments in connection therewith, and that the execution and delivery of any such documents, for and on behalf of said **UAO** is not prohibited by, or in any manner restricted by, the terms of the charters, ordinances or legal instruments (as applicable) which created the **UAO**, govern its operations, and otherwise affect its authority, powers and day-to-day activities, or in any loan agreement, indenture, or contract to which said **UAO** is a party or under which it is bound.

I do further certify that this authority shall remain in full force and effect, and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION** shall be entitled to rely upon this authority, until written notice of the modification, rescission, or revocation of this authority, in whole or in part, has been delivered to the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION**. However, no such modification, rescission, or revocation shall, in any event, be effective with respect to any documents executed or actions taken in reliance upon any modification, rescission, or revocation of this authority prior to the delivery of written notice of such modification, rescission, or revocation to the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION**, and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION** approves of such modification, rescission, or revocation of this authority in writing.

Name of Representative <small>(If by NAME Please Type or Print approved names)</small>	Title of Representative <small>(If by TITLE Please Type or Print approved titles)</small>	Approved to Sign <small>(Please check or specify type below)</small> Check Box That Applies		
		All Documents	Permits Only	Specified Document Type
JOANN NOBLE	CITY MANAGER		X	
MICHAEL W. JOHNSON	LEAD ENGINEER		X	
GEORGE E. MADDOX	PERMITTING ENGINEER		X	
JOHN ROONEY	CITY MANAGER		X	

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION  
**UAO CERTIFICATE OF INCUMBENCY AND SIGNATURE AUTHORITY**  
 for  
 Level 3 Communications, LLC.

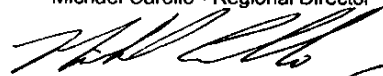
Form 710-010-89  
 UTILITIES  
 02/99

Name of Representative <small>(If by NAME Please Type or Print approved names)</small>	Title of Representative <small>(If by TITLE Please Type or Print approved titles)</small>	Approved to Sign (Please check or specify type below) Check Box That Applies		
		All Documents	Permits Only	Specified Document Type
ENRIQUE SERRA	PERMITTING ENGINEER		X	
JIM PARTRIDGE	CITY MANAGER		X	
DAN HOWICK	PERMIT ENGINEER		X	
JOHN MALLOY	PROJECT CONTROLS		X	
ROBERT YOUNG	LEAD ENGINEER		X	

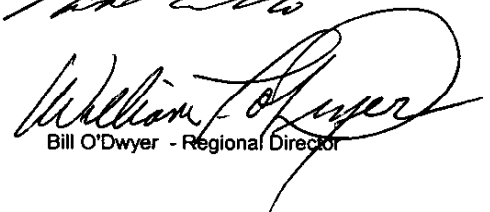
This document is a printout of an FDOT form maintained in an electronic format and all revisions thereto by the UAO in the form of additions, deletions or substitutions are reflected only in an Appendix entitled "Changes to Form Document" and no change is made in the text of the document itself. Hand notations on affected portions of this document may refer to changes reflected in the above-named Appendix but are for reference purposes only and do not change the terms of the document. By signing this document, the UAO hereby represents that no change has been made to the text of this document except through the terms of the appendix entitled "Changes to Form Document".

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said UAO this 3rd day of June, year of 1999.

Michael Carollo - Regional Director



Attest:



Bill O'Dwyer - Regional Director

**NOTE:**

If more pages are required to list additional Representatives, insert the number of additional pages in the box below and attach them to this document.

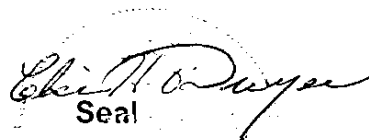
0

- Pages are attached.

**Submit this form to:**

FL Department of  
 Transportation  
 State Utilities Engineer  
 605 Suwannee Street, M.S. 32  
 Tallahassee, FL 32399-0450

14023 Denver West Parkway  
 Golden, Co 80401



Page 2 of 2  
 ELSIE H. O'DWYER  
 363-255-2065

MY COMMISSION EXPIRES 10/5/2002

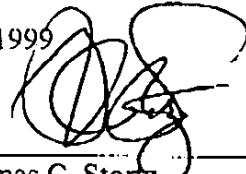
**REVOCABLE LIMITED POWER OF ATTORNEY**

The undersigned, Thomas C. Stortz, as Senior Vice President, General Counsel and Secretary of Level 3 Communications, LLC ("Level 3"), does hereby authorize and appoint North Star Communications Group, Inc., as the agent of and attorney-in-fact for Level 3 in the scope set forth herein. Said authorization and appointment shall be for the limited purpose of executing Florida Department of Transportation (FDOT) permits on behalf of Level 3.

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The undersigned shall have the right to revoke and terminate this limited power of attorney at any time by providing FDOT and NorthStar Communications Group, Inc. with written notice of such revocation

DATED this 13<sup>th</sup> day of May, 1999



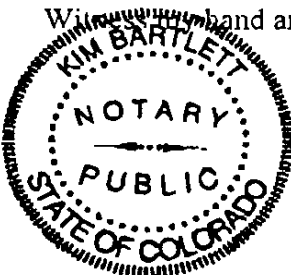
\_\_\_\_\_  
Thomas C. Stortz  
Senior Vice President, General Counsel and  
Secretary  
Level 3 Communications, LLC

04-01-1999 10:00:00  
TESTING

STATE OF COLORADO )  
COUNTY OF Boulder )

Before me, a notary public in and for said county, personally came Thomas C. Stortz known to me to be the identified person who signed the foregoing instrument and acknowledged the execution thereof to be his free and voluntary act and deed.

Witness my hand and notarial seal on this 13<sup>th</sup> day of May, 1999.



Kim Bartlett  
Notary Public

MY COMMISSION EXPIRES 9/30/2002

**STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION**  
**UAO CERTIFICATE OF INCUMBENCY AND SIGNATURE AUTHORITY**

Form 710-010-89  
 UTILITIES  
 02/99

for  
 Level 3 Communications, LLC  
 (Please Type or Print the UAO's Name)

**Resolution #:** \_\_\_\_\_

**Date:** May 24, 1999

I, the undersigned, do hereby certify that the person(s) or title(s) which appear below is (are) duly elected, or appointed, qualified, and acting as representative of said **UTILITY AGENCY/OWNER (UAO)**, on the date of this Certificate, and that said representative(s) is (are) duly authorized by said **UAO** to execute and deliver:

any document between said **UAO** and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION (FDOT)** and all agreements and instruments in connection therewith, including but not limited to, applications for permits and similar documents, and that the execution and delivery of any such documents, for and on behalf of said **UAO** is not prohibited by, or in any manner restricted by, the terms of the charters, ordinances or legal instruments (as applicable) which created the **UAO**, govern its operations, and otherwise affect its authority, powers and day-to-day activities, or in any loan agreement, indenture, or contract to which said **UAO** is a party or under which it is bound.

- OR -

any utility permits between said **UAO** and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION** and all documents in connection therewith, including but not limited to, applications for permits and similar documents, and that the execution and delivery of any such documents of said **UAO** is not prohibited by, or in any manner restricted by, the terms of the charters, ordinances or legal instruments (as applicable) which created the **UAO**, govern its operations, and otherwise affect its authority, powers and day-to-day activities, or in any loan agreement, indenture, or contract to which said **UAO** is a party or under which it is bound.

- OR -

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I do further certify that this authority shall remain in full force and effect, and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION** shall be entitled to rely upon this authority, until written notice of the modification, rescission, or revocation of this authority, in whole or in part, has been delivered to the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION**. However, no such modification, rescission, or revocation shall, in any event, be effective with respect to any documents executed or actions taken in reliance upon any modification, rescission, or revocation of this authority prior to the delivery of written notice of such modification, rescission, or revocation to the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION**, and the **STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION** approves of such modification, rescission, or revocation of this authority in writing.

Name of Representative <small>(If by NAME Please Type or Print approved names)</small>	Title of Representative <small>(If by TITLE Please Type or Print approved titles)</small>	Approved to Sign (Please check or specify type below)		
		All Document	Permits Only	Specified Document Type
Sheryl Stafford	Authorized Agent		X	Utility Permits
Mark Schuh	Authorized Agent		X	Utility Permits

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION  
**UAO CERTIFICATE OF INCUMBENCY AND SIGNATURE AUTHORITY**

Form 710-010-89  
 UTILITIES  
 02/99

for  
 Level 3 Communications, LLC

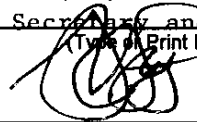
(Please Type or Print the UAO's Name)

Name of Representative <small>(If by NAME Please Type or Print approved names)</small>	Title of Representative <small>(If by TITLE Please Type or Print approved titles)</small>	Approved to Sign (Please check or specify type below)		
		All Document	Permits Only	Specified Document Type

This document is a printout of an FDOT form maintained in an electronic format and all revisions thereto by the UAO in the form of additions, deletions or substitutions are reflected only in an Appendix entitled "Changes to Form Document" and no change is made in the text of the document itself. Hand notations on affected portions of this document may refer to changes reflected in the above-named Appendix but are for reference purposes only and do not change the terms of the document. By signing this document, the UAO hereby represents that no change has been made to the text of this document except through the terms of the appendix entitled "Changes to Form Document".

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said UAO this 24<sup>th</sup> day of May, year of 1999.

Thomas C. Stortz, Manager (also Senior  
 VP, Secretary and General Counsel)  
(Type or Print Name & Title)



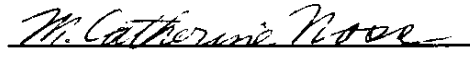
(Signature)

**NOTE:**

If more pages are required to list additional Representatives, insert the number of additional pages in the box below and attach them to this document.

- Pages are attached.

**Attest:** M. Catherine Noss, Notary Public  
(Type or Print Name & Title)



(Signature)

My Commission Expires July 1, 2002

1450 Infinite Dr., Louisville, CO  
(Type or Print UAO's Address)

80027

**Submit this form to:**

FL Department of Transportation  
 State Utilities Engineer  
 605 Suwannee Street, M.S. 32  
 Tallahassee, FL 32399-0450

(303) 926-3000

**Seal**

(Type or Print UAO's Phone Number)

RECYCLED PAPER 