IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

AIP ACQUISITION LLC,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 12-617-GMS
	)	
LEVEL 3 COMMUNICATIONS, INC.,	)	**DEMAND FOR JURY TRIAL**
	)	
Defendant.	)	

STIPULATION TO SUBSTITUTE PARTY

1. Plaintiff AIP Acquisition, LLC ("AIP") and Defendant Level 3 Communications, Inc. ("Level 3, Inc.") and substitute party Level 3 Communications, LLC ("Level 3, LLC") hereby stipulate, subject to the approval of the Court, to amend the Complaint by substituting Level 3, LLC for Level 3, Inc. as defendant in this matter and that Level 3, Inc. be dismissed without prejudice.

2. Defendant Level 3, Inc. has represented to AIP that Level 3, Inc. is a holding company with no interest or connection to the facts alleged in this matter, while Level 3, LLC is the proper defendant.

3. Level 3, Inc. and Level 3, LLC also have represented to AIP that, for purposes of the above-captioned case only and for no other matter;

a. Level 3, LLC will not take the position that AIP's claims should fail because AIP has not sued the proper Level 3 entity or entities;

b. Level 3, LLC will not refuse to provide discovery on the grounds that Level 3, Inc. is in possession, custody, or control of such discovery; and

c. Level 3, Inc. will not seek declaratory relief against AIP in relation to U.S. Patent Nos. 5,606,602, 5,917,897, 6,757,275, 7,724,879 and 7,486,662 so long as AIP does not seek to reinstate any infringement claims against Level 3, Inc. in relation to the aforementioned patents.

/s/ Richard K. Herrmann
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Attorneys for Level 3 Communications, Inc. and Level 3 Communications, LLC

Dated: August 27, 2012

SO ORDERED this ___, day of _____, 2012.

UNITED STATES DISTRICT JUDGE