

March 15, 2004

Frances Nichols  
Administrative Hearings Division  
Oregon Public Utility Commission  
550 Capitol Street NE, Suite 215  
Salem, OR 97301-2551

Re: Master Network Interconnection and Resale Agreement between XO Oregon, Inc., and United Telephone Company of the Northwest (Sprint)

Dear Ms. Nichols:

Pursuant to Section 252 (i) of the Telecommunications Act of 1996 ("the Act"), enclosed for submission are an original and two copies of the checklist and Master Network Interconnection and Resale Agreement between XO Oregon, Inc., and United Telephone Company of the Northwest (Sprint).

This Agreement constitutes an adoption of the agreement between Level 3 Communications LLC and United Telephone Company of the Northwest in Docket No. ARB 442. The companies request that the Commission approve this Agreement under Sections 252(e) (1) and (2)(A) of the Act.

Also enclosed for submission are an original and two copies of the First Amendment to the Agreement.

These filings have also been made electronically on this date.

Should you have any questions concerning this submission or need additional information, please contact Glenn Harris at (541) 387-9290 or by e-mail at [glenn.harris@mail.sprint.com](mailto:glenn.harris@mail.sprint.com).

Sincerely,

Nancy L. Judy

Enclosure

cc (w/o enclosure):

Director, Local Carrier Markets, Sprint ([john.clayton@mail.sprint.com](mailto:john.clayton@mail.sprint.com))  
Rex Knowles, XO ([rex.knowles@xo.com](mailto:rex.knowles@xo.com))  
Karen Potkul, XO ([karen.potkul@xo.com](mailto:karen.potkul@xo.com))

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**CARRIER-TO-CARRIER AGREEMENT CHECKLIST**

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**INSTRUCTIONS:** Please complete all applicable parts of this form and submit it with related materials when filing a carrier-to-carrier agreement pursuant to 47 U.S.C. 252 and OAR 860-016-0000 et al. The Commission will utilize the information contained in this form to determine how to process the filing. **Unless you request otherwise in writing, the Commission will serve all documents related to the review of this agreement electronically to the e-mail addresses listed below.**

**1. PARTIES**                      *Requesting Carrier*    *Affected Carrier*

Name of Party:

Contact for Processing Questions:

Name:

Telephone:

E-mail:

Contact for Legal Questions (if different):

Name:

Telephone:

E-mail:

Other Persons wanting E-mail service of documents (if any):

Name:

E-mail:

**2. TYPE OF FILING**                      (Check all that apply. For example, parties seeking to adopt a previously approved agreement with new negotiated amendments should check both "Adoption" and "Amendment" categories.)

       Adoption: Adopts interconnection agreement previously approved by the Commission.

Parties to prior agreement \_\_\_\_\_ & \_\_\_\_\_

Approved in Docket ARB \_\_\_\_\_, Order No(s). \_\_\_\_\_

- Does filing adopt amendments to base agreement previously approved by the Commission?

       NO

       YES, approved in Docket ARB \_\_\_\_\_, Order No(s). \_\_\_\_\_

       New Agreement: Seeks approval of new negotiated agreement.

- Does this filing replace an agreement between the same parties that was previously approved by the Commission?

       NO

       YES, approved in Docket ARB \_\_\_\_\_, Order No(s). \_\_\_\_\_

       Amendment: Amends an existing carrier-to-carrier agreement.

- If the original agreement was negotiated, has it been approved by Commission?

       NO, decision pending in Docket ARB \_\_\_\_\_

       YES, approved in Docket ARB \_\_\_\_\_, Order No(s). \_\_\_\_\_

- If original agreement was an adoption, what was its docket number? Docket ARB \_\_\_\_\_

       Other: Please explain.

\_\_\_\_\_  
\_\_\_\_\_

**AMENDMENT NO. 1  
TO  
INTERCONNECTION AND RESALE AGREEMENT**

This Amendment to the Interconnection and Resale Agreement is dated January 19<sup>th</sup>, 2004, between XO Oregon, Inc (“XO”) and United Telephone Company of the Northwest (“Sprint”), herein collectively, "the Parties.

**BACKGROUND**

CLEC adopted the Interconnection and Resale Agreement for the State of Oregon entered into by and between Sprint and Level 3 Communications, LLC, dated June 27th, 2002 (the "Adopted Agreement").

The FCC released its Order in Docket No. CC 01-228, *In the Matter of the Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers* (“Triennial Review Order”) on August 21, 2003 (“Triennial Review Order”).

The Adopted Agreement does not include terms and conditions related to the Triennial Review Order.

XO and Sprint desire to modify the Adopted Agreement to acknowledge that the Triennial Review Order was not negotiated into the Adopted Agreement;

**NOW THEREFORE**, in consideration of the promises and agreements contained in this Amendment, the Parties agree as follows:

**AMENDMENT**

**REGULATORY APPROVALS:**

Section 3.4 is hereby deleted in the Adopted Agreement and replaced by the following Section 3.4:

The Parties have not incorporated into this Agreement the provisions of the FCC’s triennial review of unbundled network elements (*In the Matter of the Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*; Docket No. CC 01-338, rel. August 21, 2003). Either Party may request an amendment pursuant to the section 3.2 of this Agreement to incorporate such provisions of the FCC’s triennial review.

**GENERAL**

Except as modified herein, the terms and conditions of the Adopted Agreement shall continue in full force and effect. In the event of a conflict between the terms of the Adopted Agreement and this Amendment, this Amendment will control.

**IN WITNESS WHEREOF**, Sprint and XO have caused this Amendment to be executed by its duly authorized representatives.

**SPRINT**

**XO**

By: William E. Cheek

By: Lee Weiner

Name (typed): William E. Cheek

Name (typed): Lee Weiner

Title: President – Wholesale Markets

Title: Sr. Vice President & General Counsel

Date: 1/22/04

Date: 1/15/04