

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.

Sincerely,

Nancy L. Judy

Enclosure

cc (w/o enclosure):

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

CARRIER-TO-CARRIER AGREEMENT CHECKLIST

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.

Master Interconnection and Resale Agreement

This Master Network Interconnection and Resale Agreement ("Agreement") between XO Oregon, Inc ("XO") and United Telephone Company of the Northwest ("Sprint"), (herein collectively the "Parties"), dated this 10th day of December, 2003 for the State of Oregon.

NOW THEREFORE, the Parties agree as follows:

The Parties agree that the Agreement between the Parties shall consist of the Master Interconnection and Resale Agreement for the State of Oregon entered into by and between Sprint and Level 3 Communications, LLC, dated June 27th, 2002 (herein referred to as the "Adopted Agreement"), amended as follows:

TERM:

This Agreement shall be in force for the period commencing with the date set forth above, and will expire pursuant to the terms and conditions governing the term of the Adopted Agreement, including but not limited to, the provisions regarding post-expiration.

MODIFICATIONS:

PARTIES:

XO Oregon, Inc. is hereby substituted in the Adopted Agreement for Level 3 Communications, LLC.

NOTICES:

Section 19.1 is hereby amended to read:

If to XO:

Rex Knowles
111 East Broadway
Suite 100
Salt Lake City, UT 84111
Tel. 801.983.1504
Fax 801.983.1667
rex.knowles@xo.com

Karen Potkul
Vice President, Regulatory
& External Affairs
XO Communications, Inc.
1924 E. Deere Avenue

Santa Ana, CA 92705
Tel. 949.417.7766
Fax 949.417.7572
karen.potkul@xo.com

To Sprint:
Director – Local Carrier Services
Sprint
6480 Sprint Parkway
Mailstop: KSOPHM0316-3B925
Overland Park, KS 66251
Ken.S.Ross@mail.sprint.com

RESERVATIONS:

The Parties agree that nothing in this Agreement shall constitute a precedent in any other proceeding and further neither Party will assert in any other any proceeding that this Agreement should be considered as precedent. Notwithstanding neither Party waives its' rights to participate and fully present its' respective positions in any proceeding dealing with the any issue addressed in this Agreement or the Adopted Agreement.

GENERAL:

The Parties agree that this Agreement may be amended to include collocation rates, terms and conditions.

Except as modified above, the Agreement shall in all other respects reflect the same terms as the Adopted Agreement.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly respective authorized representatives.

United Telephone Company of the Northwest XO Oregon Inc.

By: William E. Cheek

By: Lee Weiner

Name: William E. Cheek

Name: Lee Weiner

Title: President Wholesale Markets

Title: Sr. Vice President & General Counsel

Date: 1/22/04

Date: 1/15/04