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May 15, 2001

RECEIVED

MAY 15 2001

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

VIA HAND DELIVERY

Magalie Roman Salas, Secretary
Federal Communications Commission
The Portals
445 Twelfth Street, S.W., Room TW-A325
Washington, D.C. 20554

Re: *Ex Parte* of Level 3 Communications, LLC - CC Docket Nos. 98-141 and 98-184

Dear Ms. Salas:

Enclosed please find the *ex parte* letter of Level 3 Communications, LLC in response to the Commission's *Public Notice* in CC Docket No. 98-184. The presentation advises the Commission that Level 3 has exercised its right to export a negotiated Verizon agreement in its entirety, including compensation provisions for Internet-bound traffic, under the conditions set forth in the Bell Atlantic-GTE merger order. In light of the Commission's *Public Notice*, Level 3 submits this *ex parte* to show that the adoptions are consistent with both the most favored nations conditions in the Bell Atlantic-GTE Merger Order and with the adoption policy Verizon has advocated before state commissions.

In accordance with Section 1.1206(b) of the FCC's Rules, an original and three (3) copies of this letter are being filed with your office for inclusion in the public record. Please date stamp and return the additional copy in the enclosed self-addressed stamped envelope.

Sincerely,

Tamar E. Finn

Tamar E. Finn

Counsel for Level 3 Communications, LLC

Attachment

cc: Debbi Byrd, FCC Accounting Safeguards Division
Mark Stone, FCC Accounting Safeguards Division
International Transcription Service, Inc.

376974.1

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May 15, 2001

RECEIVED

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

VIA HAND DELIVERY

Mr. Mark Stone
Ms. Debbi Byrd
Accounting Safeguards Division
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20554

RE: Level 3 Communications, LLC Ex Parte CC Docket No. 98-184 (Bell Atlantic-GTE Merger).

Dear Mr. Stone and Ms. Byrd:

This letter is to advise you that Level 3 has exercised its right to export a negotiated Verizon agreement in its entirety, including compensation provisions for Internet-bound traffic, but exclusive of state-specific pricing, from Virginia to three other Verizon states.[1] Level 3 has applied to the relevant state commissions for approval of its adoptions. However, in light of the Commission's Public Notice,[2] Level 3 submits this letter to show that these adoptions are consistent with both the most favored nations ("MFN") conditions in the Bell Atlantic-GTE Merger Order[3] and with the adoption policy Verizon has advocated before state commissions.

---

[1] *See Intercarrier Compensation for ISP-Bound Traffic*, CC Docket Nos. 96-98 and 99-68 Order on Remand and Report and Order, ¶82 (rel. April 27, 2001) ("*Reciprocal Compensation Order*"). Paragraph 82 of the *Reciprocal Compensation Order* provides that a CLEC may invoke section 252(i) to opt into an existing interconnection agreement with regard to the rates paid for the exchange of ISP-bound traffic up to the date the Order is published in the Federal Register. As noted in this letter, Verizon acknowledged receipt of Level 3's adoption request on May 11, 2001 – four (4) days prior to the date of publication of the *Reciprocal Compensation Order*.

[2] *See Common Carrier Bureau Seeks Comment on Letters Filed By Verizon and Birch Regarding Most-Favored Nations Conditions of SBC/Ameritech and Bell Atlantic/GTE Orders*, CC Docket Nos. 98-141 and 98-184, Public Notice (rel. Mar. 30, 2001) ("Public Notice") (inviting comments on whether to waive or modify the most favored nations ("MFN") provisions of the orders).

[3] *See GTE Corporation, Transferor, and Bell Atlantic Corporation, Transferee, For Consent to Transfer Control of Domestic and international Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, CC Docket No. 98-184, Memorandum Opinion and Order, FCC Rcd 1032, Appendix D, Section IX, ¶ 30-32 (rel. Jun. 16, 2000) ("Merger Order").

As Level 3 has previously advised the Commission, Level 3 and Verizon (the "Parties") reached a compromise concerning intercarrier compensation for ISP-bound traffic and related interconnection matters. Level 3 and Verizon incorporated the terms of this compromise into a November 1, 2000 negotiated interconnection agreement (the "Agreement") that the Parties filed with state commissions in ten states where Verizon is an incumbent local exchange carrier.[4] In subsequent filings with state commissions concerning approval of the Agreement, Verizon argued that the interconnection provisions governing the establishment of GRIPs and trunking facilities are related to the intercarrier compensation provisions. Specifically, Verizon explained that that the network architecture terms and conditions are "explicitly tied to intercarrier compensation."[5]

On May 10, 2001, Level 3 sent notice to Verizon[6] of its election to extend the negotiated Agreement[7] in its entirety into three additional states in the Verizon operating region. Receipt of Level 3's Notice of Adoption was confirmed on May 11, 2001 by Renee Ragsdale of Verizon. On May 14, 2001, Level 3 filed applications for approval of its adoption of the Virginia Agreement, exclusive of state-specific pricing, with the respective state commissions.[8]

In light of Verizon's position with respect to the MFN provisions of the Merger Order, Level 3 takes this opportunity to bring to the Commission's attention the reasons why Level 3's adoptions are proper. The Commission's Public Notice was issued, in part, in response to a February 20, 2001, letter in which Verizon sought clarification of the scope of the MFN conditions. Verizon argued that under the MFN conditions, while a CLEC may export many provisions of an interconnection agreement from one state to another in the Verizon operating region, it may not export the provisions regarding compensation for Internet traffic.

As an initial matter, Level 3 disagrees with Verizon's February 20, 2001 interpretation of the MFN conditions and submits that the extension of the Virginia Agreement in its entirety into Maine, Vermont, and West Virginia is proper under the plain language of paragraph 31 of Appendix D of the Commission's merger conditions, which provides that:

> Bell Atlantic/GTE shall make available to any requesting telecommunications carrier in the Bell Atlantic/GTE Service Area within any Bell Atlantic/GTE State any [voluntarily negotiated] interconnection arrangement, UNE, or provisions of

---

[4] The November 1, 2000 agreement was filed in Delaware, the District of Columbia, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Virginia.

[5] *See e.g., Response of Verizon Pennsylvania Inc. to the Comments in Opposition of Focal Communications*, 4 (Pa. PUC, March 19, 2001) (attached as Exhibit A).

[6] A copy of Level 3's Notice of Adoption of the Verizon-Virginia/Level 3 Interconnection Agreement in Verizon operating territories in Maine, Vermont, and West Virginia is attached as Exhibit B.

[7] The Virginia Agreement was filed with the Virginia State Corporation Commission ("SCC") on or about January 26, 2001 and was approved by the SCC on or about February 23, 2001. A copy of this Agreement and the Virginia State Corporation Commission's Order approving the Agreement are attached as Exhibit C.

[8] Copies of these applications are attached as Exhibit D.

> an interconnection agreement (*including the entire agreement*) . . . [Emphasis added.]

In addition, regardless of the new restrictions Verizon seeks to have the Commission impose on the export of an "entire agreement," Level 3 is entitled to export the Virginia Agreement, including the intercarrier compensation provisions in Section 5.7, under paragraph 31(a) of Appendix D of the Merger Order which requires Verizon to offer, and requesting carriers to accept, all terms and conditions reasonably related to the interconnection, service, or UNE that is being exported to another state. Because the language of the Virginia Agreement plainly states, and Verizon has previously admitted, that the intercarrier compensation provisions of Section 5.7 are uniquely and explicitly related to the interconnection provisions of Section 4.2.4 of the agreement, Level 3's has the right to export the Agreement in its entirety. Thus, Level 3 submits that its request to adopt the entire Virginia Agreement (exclusive of state-specific pricing) in Maine, Vermont, and West Virginia is distinguishable from, and unaffected by, Verizon's new interpretation of the MFN conditions in its February 20, 2001 letter.

Sincerely,

Tamar E. Finn
Counsel for Level 3 Communications, LLC

Enclosures

cc: Magalie Roman Salas, Secretary
Dorothy Attwood
William P. Hunt, III
Staci Pies
Michael Romano
Jeffery A. Masoner
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Exhibit A

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Phone 215.963.6004
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Daniel.Monagle@verizon.com

March 19, 2001

VIA FEDERAL EXPRESS

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

RE: In the Matter of The Joint Application of Verizon Pennsylvania Inc. and Level 3 Communications, LLC For Approval of an Interconnection Agreement Under Section 252 of The Telecommunications Act of 1996, Docket No. A-310630F0002

Dear Mr. McNulty:

I enclose for filing in the referenced matter the original and three copies of the Response of Verizon Pennsylvania Inc. to the Comments of Focal Communications.

Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours,

Daniel E. Monagle

DEM/meb

Enclosure

cc: **Via Federal Express**
Attached Certificate of Service

CERTIFICATE OF SERVICE

I, Daniel E. Monagle, hereby certify that I have this day served true copies of the Response of Verizon Pennsylvania Inc. to the Comments of Focal Communications, upon the participants listed below in accordance with the requirements of 52 Pa. Code Section 1.54 (related to service by a participant) and 1.55 (related to service upon attorneys).

Dated at Philadelphia, Pennsylvania, this 19th day of March, 2001.

VIA FEDERAL EXPRESS

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Daniel E. Monagle

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VERIZON PENNSYLVANIA INC.
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Philadelphia, PA 19103
(215) 963-6004

STATE OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION

In the Matter of	)
The Joint Application of	)
Verizon Pennsylvania Inc. and	)
Level 3 Communications, LLC	) Docket No. A-310630F0002
For Approval of an Interconnection	)
Agreement Under Section 252 of	)
The Telecommunications Act of 1996	)

RESPONSE OF VERIZON PENNSYLVANIA INC.
TO THE COMMENTS IN OPPOSITION OF FOCAL COMMUNICATIONS

Verizon Pennsylvania Inc. ("Verizon PA") hereby responds to the Comments in Opposition ("Opposition") of Focal Communications Corporation of Pennsylvania ("Focal") to approval of the interconnection agreement between Verizon PA and Level 3 Communications, LLC ("Level 3"), filed January 26, 2001 (the "New Agreement"). Focal's claim that it has been denied the right to opt into the terms of Verizon PA's prior – and now superseded – interconnection agreement with Level 3 (the "Old Agreement") is irrelevant to the question of whether this Commission should approve the terms of the New Agreement. If Focal believes that it was denied access to provisions of the Old Agreement, it can pursue that claim with the Commission as a separate matter. But whether Focal should have the right to opt into *old* contract terms has no bearing on whether the *new* contract terms should be approved, nor does it provide a basis for rewriting the New Agreement to include additional terms.

In any event, Focal cannot genuinely claim that Verizon PA denied Focal a full and fair opportunity to adopt the same terms and conditions as Level 3 for the simple reason that Focal never asked to opt into the terms of the Amendment in Pennsylvania. To the contrary, Verizon repeatedly offered Focal the same terms and

conditions as Level 3, but Focal flatly refused to accept them. In fact, Focal never agreed to accept all of the terms and conditions of the Level 3 Amendment in *any* jurisdiction and therefore has no basis to complain. Accordingly, the Commission should disregard Focal's Opposition and approve the New Agreement as filed.

BACKGROUND

After entering into the Old Agreement, Verizon and Level 3 disputed whether Level 3 was entitled to reciprocal compensation for delivery of Internet traffic to its ISP customers under section 251(b)(5) of the Telecommunications Act of 1996 (the "Act"). Rather than litigating the issue in each state, the parties reached a multi-state compromise whereby Verizon agreed to pay Level 3 for delivery of Internet traffic in each of the covered states. In exchange, Level 3 accepted compensation rates substantially below standard reciprocal compensation rates and agreed to share network building costs by establishing geographically relevant interconnection points ("GRIPs") and trunking facilities.

The compromise was embodied in an October 14, 1999 amendment to the Old Agreement (the "Amendment"), which modified the terms of the Old Agreement in three important respects.[1] *First*, the Amendment provided for intercarrier compensation for termination of local voice traffic and delivery of Internet traffic (which is not local) beginning February 1, 1999. Intercarrier compensation rates were set on a declining scale, with the highest rates paid for traffic delivered in the first year, and then decreasing over set periods thereafter until July 1, 2000. On that date, the compensation rate fell to

[1] As part of the multi-state compromise, Verizon entered into substantially identical amendments to its interconnection agreements with Level 3 in Delaware, Massachusetts, New Hampshire, New Jersey, New York, Maryland, Rhode Island, Virginia, and D.C.

$.0015 and, beginning January 1, 2001, to $.0012 for traffic above a 10:1 ratio. *Second*, the Amendment provided that the parties would jointly configure a network architecture that included GRIPs and trunking facilities for the originating party's traffic. Each party's entitlement to intercarrier compensation was expressly conditioned on its compliance with the GRIP and trunking provisions. And *third*, the Amendment changed the expiration date of the Old Agreement to November 14, 1999, or the date on which the parties executed a successor agreement, whichever came later.

Verizon PA and Level 3 submitted the Amendment to the Commission for approval on October 29, 1999, and the Commission approved its terms, including its expiration date, without objection on January 12, 2000. Thereafter, the parties operated under the Old Agreement, as amended, for almost a year while they negotiated the terms of a successor agreement. The New Agreement, which was effective as of November 1, 2000, incorporates the intercarrier compensation provisions of the Amendment only to the extent that those provisions are still relevant to traffic delivered on or after the effective date – that is, the $.0015 per minute charge that applies after July 1, 2000 and the $.0012 per minute charge that applies after January 1, 2001 for traffic above a 10:1 ratio. It does not, however, include any of the outdated intercarrier compensation rates for past periods that were governed by the Old Agreement.

After entering into the Amendment with Level 3 in October 1999, Verizon routinely offered the same compromise to other CLECs, including Focal. Indeed, Verizon signed substantially similar agreements with PaeTec in eleven states, including Pennsylvania; with Pathnet in ten states, including Pennsylvania; with Conectiv in Pennsylvania, Delaware, Maryland, and New Jersey; and with Monmouth in New Jersey.

Verizon even provided Focal with copies of the Level 3 and PaeTec amendments as "proposed lang[uage] for [Verizon's agreements with] Focal" throughout the former Bell Atlantic region. (January 14, 2000 to email from Francis Safara of Verizon to David Tatak of Focal (Attachment A hereto)). Focal, however, refused to accept those terms, claiming that the rates were too low. (*See* February 28, 2000 Letter from David Tatak of Focal to Frank Safara of Verizon (Attachment B hereto)). Ultimately, Focal and Verizon arbitrated the issue of compensation for delivery of ISP-bound traffic in New Jersey and Pennsylvania.[2]

Only after receiving an adverse decision from the New Jersey arbitrator did Focal belatedly attempt to opt into the intercarrier compensation provisions of the Level 3 Amendment in New Jersey but nowhere else. Focal, however, refused to accept the related provisions of the Amendment governing the establishment of GRIPs and trunking facilities. Therefore, Verizon-New Jersey Inc., then Bell Atlantic – New Jersey, Inc. ("Verizon NJ"), objected to Focal's selective opt-in attempt on the ground that Focal could not adopt provisions relating to intercarrier compensation without also taking all the terms and conditions related to network architecture that are explicitly tied to intercarrier compensation.[3] In addition, Verizon NJ objected that the Old Agreement had expired, and therefore the terms of the Amendment were no longer available for adoption under section 252(i). The New Jersey Board has not yet ruled on the issue.

[2] Focal also initiated arbitration of this issue in Maryland, Delaware, Virginia, and the District of Columbia, but withdrew its petitions in those jurisdictions before proceedings were completed.

[3] *See* June 30, 2000 Combined Reply of Bell-Atlantic-New Jersey, Inc. to the Exceptions of Focal Communications Corporation of New Jersey to the Arbitrator's Interim Decision; Motion to Strike Affidavit of John Barnicle; and Response to the Ratepayer Advocate's Comments at 21-22; August 14, 2000 Letter from Mary L. Coyne to Frances L. Smith at n. 2.

ARGUMENT

Focal now claims that, by failing to include the outdated portions of the Amendment in the New Agreement, Verizon PA improperly "bifurcated" the intercarrier compensation deal it negotiated with Level 3 in order to prevent any other carrier from receiving the same amount of compensation that Level 3 received under the Old Agreement. In particular, Focal argues that, by allegedly manipulating the expiration date in the Amendment, Verizon PA prevented Focal from opting into seventeen months' worth of intercarrier compensation at the higher compensation rates under the Old Agreement. Therefore, Focal asks the Commission to require, as a condition to approval of the New Agreement, that Verizon and Level 3 rewrite their agreement to include the outdated terms of the Old Agreement in order to preserve Focal's ability retroactively to opt into the deal that it previously rejected.[4]

Focal's claim that it has been denied access to terms and conditions of the Old Agreement, however, is irrelevant to the question of whether this Commission should approve the terms of the New Agreement. The New Agreement is neither discriminatory nor contrary to the public interest in Pennsylvania, and therefore satisfies the standards for approval set forth in section 252(e) of the Act. Indeed, Focal voices no objection to the prospective application of its rates, terms, or conditions. Instead, Focal claims only that, because the New Agreement fails to include outdated provisions of the Amendment to the *Old Agreement*, Focal has been deprived of its statutory right to adopt those terms under section 252(i) of the Act. *If*, however, Focal believes that it has been unfairly

[4] Focal's desire to opt into the terms of the Level 3 Amendment is strange indeed. Focal currently receives reciprocal compensation for delivery of ISP-bound traffic in Pennsylvania at rates that are significantly higher than the intercarrier compensation rates in the Level 3 Amendment.

denied access to provisions of the Old Agreement, it is free to pursue that claim with the Commission as a separate matter. But Focal's claim that it should have the right to opt into the terms of Verizon PA's prior – and now superseded – interconnection agreement with Level 3 has no bearing on whether the contract terms of the *existing* agreement should be approved as filed.

Even if it were relevant, however, Focal cannot claim that Verizon PA denied it the right to opt into the Level 3 Amendment. Although Focal makes much of the fact that Verizon refused to permit Focal to opt into the Amendment in New Jersey, Focal has never asked to opt into the terms of the Level 3 Amendment in Pennsylvania. Moreover, Focal's claim that the Amendment was designed to prevent other CLECs from obtaining the same deal is patently absurd. Verizon entered into virtually identical agreements with other CLECs and repeatedly offered Focal (and other CLECs) the same terms and conditions – even providing Focal negotiators with copies of the Level 3 Amendment and urging Focal to accept the same deal. Focal, however, took a hard-line position and refused to accept those terms. Even in New Jersey, Focal would not agree to the same terms and conditions as Level 3, but instead tried to "pluck out" the intercarrier compensation provisions without accepting the GRIP provisions that were explicitly linked to them under the terms of the Amendment.[5] Therefore, Focal has no basis to claim that Verizon PA, or any other Verizon affiliate, has deprived it of its opt-in rights under section 252(i).

[5] Focal falsely claims that its network architecture currently complies with the network architecture provisions of the Amendment, and therefore it should have a right to the higher intercarrier compensation rates that Level 3 received under the Old Agreement. In fact, Focal has not established IPs at each of Verizon PA's tandems, as required under the terms of the Level 3 Amendment, nor has it otherwise established IPs on its network "that are geographically-relevant to the NXXs (and associated rate centers) that are assigned by [Focal]." To the contrary, as part of its "Virtual Office" and "Virtual Exchange"

Finally, it would be wholly inappropriate to rewrite the terms of the New Agreement as a condition to approval. In essence, Focal is asking the Commission to extend the expiration date of the Old Agreement by importing its terms into the New Agreement. The law is clear, however, that a state commission has no power to extend the termination date of an interconnection agreement for the purpose of making it available for opt-in by other carriers. *See Bell Atlantic-Delaware, Inc. v. Global NAPs South*, 77 F. Supp. 2d 492, 504 (D. Del. 1999) (noting that federal law gives state commissions no discretion to modify the termination date of an interconnection agreement); *Global NAPs South, Inc. Petition for Preemption of Jurisdiction of the Virginia State Corporation Commission Regarding Interconnection Dispute with Bell-Atlantic-Virginia, Inc.*, CC Docket No. 99-198, DA99-1552 (rel. Aug. 5, 1999) ¶ 8 (rejecting argument by Global NAPs that termination dates of existing agreements can be extended for purposes of making those agreements available to other carriers under section 252(i)). Therefore, the Commission should deny Focal's request to modify the New Agreement and approve it as filed.

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offerings, Focal regularly assigns NXXs to its customers that are associated with rate centers in which Focal has no geographically-relevant IP.

CONCLUSION

For the foregoing reasons, Verizon PA respectfully requests that the Commission disregard Focal's objection and approve the New Agreement as filed under section 252(e) of the Act.

Respectfully submitted,

Julia A. Conover
Daniel Monagle
1717 Arch Street. 32nd Floor
Philadelphia, Pennsylvania 19103
(215) 963-6001

Attorneys for
Verizon Pennsylvania Inc.

Dated: March19, 2001

Exhibit B

Level(3) COMMUNICATIONS

Michael R. Romano
Director – State Regulatory Affairs

TEL: (720) 888-7015
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mike.romano@level3.com

May 10, 2001

VIA FACSIMILE (972-718-1279) AND OVERNIGHT DELIVERY

Renee Ragsdale
600 Hidden Ridge Drive
HQE03B75
Irving, TX 75038

Re: Level 3 Communications, LLC Notice of Adoption of Verizon Virginia-Level 3 Communications, LLC Interconnection Agreement in Verizon operating territories in Maine, Vermont, and West Virginia

Dear Ms. Ragsdale:

This correspondence is sent on behalf of Level 3 Communications, LLC ("Level 3") in accordance with Section 252(i) of the Communications Act of 1934 and the conditions imposed by the Federal Communications Commission ("FCC") in the Bell Atlantic-GTE merger proceeding (CC Docket No. 98-184). Pursuant to and consistent with Section 252(i) and those merger conditions, Level 3 adopts as of today the Interconnection Agreement (the "Agreement") dated November 1, 2000 between Level 3 and Verizon Virginia, f/k/a Bell Atlantic-Virginia ("Verizon") in its entirety for use in the Verizon operating territories in Maine, Vermont, and West Virginia. The Agreement was filed by Verizon with the Virginia State Corporation Commission on or about January 26, 2001, and was approved effective on or about February 23, 2001.

Copies of this correspondence will be filed with the State commissions in each jurisdiction identified above, along with a copy of the Agreement and a notice of adoption effective as of May 10, 2001. Copies of all of these documents will be provided to the Secretary's office of the FCC. Prior to entering and providing service in these markets, our network planners will contact Verizon's network planners to discuss the implementation of our new agreements. Thank you for your attention to this matter.

Sincerely,

Michael R. Romano

cc: Kevin Dundon
Kevin Paul
William P. Hunt, III, Esq.
Staci Pies, Esq.
Jeffrey A. Masoner
Christos T. Antoniou, Esq.

Exhibit C

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February 6, 2001

Mr. Joel H. Peck, Clerk
State Corporation Commission
Document Control Center
Post Office Box 2118
Richmond, Virginia 23216

Dear Mr. Peck:

On January 26, 2001, Verizon Virginia Inc. and Level 3 Communications, LLC submitted a Joint Application for the approval of an Interconnection Agreement under section 252(e) of the Telecommunications Act of 1996. It has been brought to my attention that section 5(i) of the Application does not appropriately describe the reciprocal compensation/intercarrier compensation arrangements in the Agreement and should be revised. Accordingly, section 5(i) of the Joint Application shall be deleted in its entirety and replaced with the following: "5. (i)Intercarrier compensation for terminating local traffic and delivering Internet traffic on terms and at rates as set forth in the Agreement, particularly at Sections 4.2 and 5.7 thereof;"

Level 3 has informed Verizon that it does not object to such revision and the filing of this letter.

I apologize for any inconvenience that this revision may cause. Thank you for bringing this matter to the attention of the Commission.

Very truly yours,

Enclosure.

Copy to:
Don Mueller, Esquire
William Irby
Richard J. Williams
Office of the Attorney General

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