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February 13, 2009

Ms. Susan K. Duffy, Executive Director
Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, Kansas 66604-4027

STATE CORPORATION COMMISSION

FEB 13 2009

Re: Docket No. 06-SWBT-234-IAT

Dear Ms. Duffy:

Enclosed for filing with the Commission are an original and three (3) copies of an Application for Approval of a Modification to the Interconnection Agreement ("the Agreement") previously approved between Southwestern Bell Telephone Company d/b/a AT&T Kansas and Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Kansas City, LLC d/b/a Xspedius Communications ("Xspedius") on September 14, 2005 in the above-captioned docket. Also enclosed is the supporting Affidavit of Janet Arnold, Manager-Regulatory Relations.

This modification amends the Agreement to reflect a name change to tw telecom of kansas city llc ("tw telecom"); and the modification also extends the Agreement's expiration date to December 13, 2011. The Agreement, with this modification, and the attachments incorporated therein are an integrated package and are the result of negotiation and compromise. There are no outstanding issues between the parties that need the assistance of mediation or arbitration. tw telecom is in good standing with the Kansas Secretary of State's office.

AT&T Kansas files this modification to the Agreement seeking Commission approval of its terms and conditions consistent with the Federal Telecommunications Act of 1996. AT&T Kansas represents and believes in good faith that the implementation of this modification to the Agreement is consistent with the public interest, convenience and necessity and does not discriminate against any telecommunications carrier. AT&T Kansas specifically requests that the Commission refrain from taking any action to change, suspend or otherwise delay implementation of this modification to the agreement, in keeping with the support for competition previously demonstrated by the Commission.

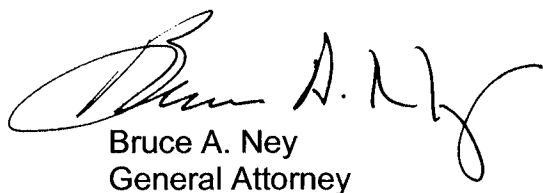
Contact information for tw telecom is listed below.

CLEC Officer Name:	CLEC Attorney Name:
Tina Davis	
Sr. Vice President & Deputy General Counsel	
10475 Park Meadows Drive	
Littleton, CO 80124	

Phone: 303-566-1010	
Fax: 303-566-1278	
E-mail: tina.davis@twtelecom.com	

The Commission's prompt attention to this matter would be appreciated.

Sincerely,



Bruce A. Ney
General Attorney

Enclosures

cc: Ms. Colleen Harrell (transmittal letter only)
Ms. Tina Davis

**BEFORE THE KANSAS CORPORATION COMMISSION
OF THE STATE OF KANSAS**

In the Matter of the Application of)
Southwestern Bell Telephone, L.P. for)
Approval of Interconnection Agreement) Docket No. 06-SWBT-234-IAT
Under the Telecommunications Act of)
1996 With Xpedius Communications,)
LLC.)

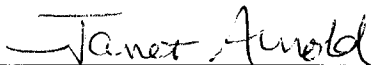
AFFIDAVIT OF JANET ARNOLD

[illegible]

Before me, the Undersigned Authority, on the 13th day of February, 2009, personally appeared Janet Arnold of Southwestern Bell Telephone Company d/b/a AT&T Kansas who, upon being by me duly sworn on oath deposed and said the following:

1. My name is Janet Arnold. I am over the age of 21, of sound mind and competent to testify to the matters stated herein. I am the Manager-Regulatory Relations for AT&T Kansas, and I have personal knowledge concerning the Interconnection Agreement ("the Agreement") between AT&T Kansas and Xpedius Communications which was approved by the Commission on September 14, 2005, and the proposed modification to that Agreement.
2. This modification amends the Agreement to reflect a name change to tw telecom of kansas city llc; and the modification also extends the Agreement's expiration date to December 13, 2011.
3. There are no outstanding issues between the parties that need the assistance of mediation and arbitration relating to the modification to the Agreement.
4. The implementation of this modification to the Agreement is consistent with the public interest, convenience and necessity.

5. This modification to the Agreement does not discriminate against any telecommunications carrier. The modification is available to any similarly situated local service provider in negotiating a similar agreement.
6. The negotiated and executed modification to the Agreement is consistent with Kansas law.


Janet Arnold

Subscribed and sworn to before me this 13th day of February, 2009.




Notary Public

My Commission Expires: January 26, 2011

**BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS**

In the Matter of the Application of)	
Southwestern Bell Telephone, L.P. for)	
Approval of Interconnection Agreement)	Docket No. 06-SWBT-234-IAT
Under the Telecommunications Act of)	
1996 With Xspedius Communications,)	
LLC.)	

**APPLICATION OF SOUTHWESTERN BELL TELEPHONE COMPANY
FOR APPROVAL OF A MODIFICATION TO INTERCONNECTION AGREEMENT**

Southwestern Bell Telephone Company d/b/a AT&T Kansas hereby files this Application for Approval of a Modification to the Interconnection Agreement ("the Agreement") under the Telecommunications Act of 1996 ("Federal Act") between AT&T Kansas and Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Kansas City, LLC d/b/a Xspedius Communications ("Xspedius") and would respectfully show the Kansas Corporation Commission ("Commission") the following:

I. INTRODUCTION

AT&T Kansas presents to this Commission a modification to the Agreement previously negotiated, executed and filed with the Commission on September 7, 2005 pursuant to the terms of the Federal Act. The Commission issued an order approving the Agreement on September 14, 2005. This modification amends the Agreement to reflect a name change to tw telecom of kansas city llc; and the modification also extends the Agreement's expiration date to December 13, 2011. A copy of the executed Amendment which reflects the parties' agreement to incorporate this

modification to the Agreement is attached hereto as Attachment I.

II. REQUEST FOR APPROVAL

AT&T Kansas seeks the Commission's approval of this modification to the Agreement, consistent with the provisions of the Federal Act. The implementation of this modification to the Agreement complies fully with Section 252(e) of the Federal Act because the modifications are consistent with the Commission's previous conclusion that the Agreement is consistent with the public interest, convenience and necessity and does not discriminate against any telecommunications carrier.

AT&T Kansas respectfully requests that the Commission grant expeditious approval of this modification to the Agreement, without change, suspension or other delay in its implementation. The Agreement, with this modification, is a bilateral agreement, reached as a result of negotiations and compromise between competitors, and the parties do not believe a docket or intervention by other parties is necessary or appropriate.

III. STANDARD FOR REVIEW

The statutory standards of review are set forth in Section 252(e) of the Federal Act which provides as follows:

Section 252(e) of the Federal Act:

(e) APPROVAL BY STATE COMMISSION

- (1) **APPROVAL REQUIRED.** -- Any interconnection agreement adopted by negotiation or arbitration shall be submitted for approval to the State commission. A State commission to which an agreement is submitted shall approve or reject the agreement, with written findings as to any deficiencies.
- (2) **GROUND FOR REJECTION.** -- The State Commission may only reject --

- (A) an agreement (or any portion thereof) adopted by negotiation under subsection (a) if it finds that --
 - (i) the agreement (or portion thereof) discriminates against a telecommunications carrier not a party to the agreement; or
 - (ii) the implementation of such agreement or portion is not consistent with the public interest, convenience, and necessity . . .


The affidavit of Janet Arnold, Manager-Regulatory Relations, establishes that the modification to the Agreement submitted herein satisfies the standards for approval under the Federal Act. (Affidavit, Attachment II).

IV. KANSAS LAW

The negotiated and executed modification to the Agreement is consistent with the Kansas regulatory statutes.

V. CONCLUSION

For the reasons set forth above, AT&T Kansas respectfully requests that the Commission approve this modification to the Agreement previously approved.


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(785) 276-1948 (Facsimile)
Attorneys for Southwestern Bell Telephone
Company d/b/a AT&T Kansas

**AMENDMENT
to
INTERCONNECTION AGREEMENT UNDER
SECTIONS 251 AND 252 OF THE
TELECOMMUNICATIONS ACT OF 1996**

by and between

**SOUTHWESTERN BELL TELEPHONE COMPANY
d/b/a**

AT&T KANSAS

and

**XSPEDIUS MANAGEMENT CO. SWITCHED
SERVICES, LLC AND XSPEDIUS MANAGEMENT
CO. OF KANSAS CITY, LLC d/b/a XSPEDIUS
COMMUNICATIONS**

**AMENDMENT TO
INTERCONNECTION AGREEMENT
BY AND BETWEEN
SOUTHWESTERN BELL TELEPHONE COMPANY d/b/a AT&T KANSAS
AND
XSPEDIUS MANAGEMENT CO. SWITCHED SERVICES, LLC AND XSPEDIUS MANAGEMENT
CO. OF KANSAS CITY, LLC D/B/A XSPEDIUS COMMUNICATIONS**

The Interconnection Agreement-Kansas by and between Southwestern Bell Telephone Company¹ d/b/a AT&T Kansas ("AT&T Kansas") and tw telecom of kansas city llc (f/k/a Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Kansas City, LLC d/b/a Xspedius Communications), is hereby amended as follows.

WHEREAS, AT&T Kansas and Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Kansas City, LLC d/b/a Xspedius Communications ("Xspedius") are the parties to that certain "Interconnection Agreement-Kansas" dated as of September 6, 2005 (the "Agreement");

WHEREAS, the Kansas assets of Xspedius Management Co. Switched Services, LLC have been transferred by assignment to Xspedius Management Co. of Kansas City, LLC; and

WHEREAS, Xspedius Management Co. of Kansas City, LLC has changed its name to "tw telecom of kansas city llc" ("tw telecom"), and wishes to reflect that name change as set forth herein.

NOW, THEREFORE, in consideration of the mutual promises contained herein, AT&T Kansas and tw telecom hereby agree as follows:

1. The Agreement is hereby amended to reflect the name change from "Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Kansas City, LLC d/b/a Xspedius Communications" to "tw telecom of kansas city llc."
2. AT&T Kansas shall reflect that assignment of assets and name change from "Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Kansas City, LLC d/b/a Xspedius Communications" to "tw telecom of kansas city llc" only for the main billing account (header card) for each of the accounts previously billed to Xspedius. AT&T Kansas shall not be obligated, whether under this Amendment or otherwise, to make any other changes to AT&T Kansas' records with respect to those accounts, including to the services and items provided and/or billed thereunder or under the Agreement. Without limiting the foregoing, tw telecom affirms, represents, and warrants that the OCN for those accounts shall not change from that previously used by Xspedius with AT&T Kansas for those accounts and the services and items provided and/or billed thereunder or under the Agreement.
3. Once this Amendment is effective, tw telecom shall operate with AT&T Kansas under the "tw telecom of kansas city llc" name for those accounts. Such operation shall include, by way of example only, submitting orders under tw telecom, and labeling (including re-labeling) equipment and facilities with tw telecom.
4. Section 4 of the General Terms and Conditions is amended by adding the following section:
 - 4.2.1.2 Notwithstanding anything to the contrary in this Section Term Section, the original expiration date of the Agreement, as modified by this Amendment, will be extended for a period of three (3) years from December 13, 2008 until December 13, 2011 (the "Extended Expiration Date"). The Agreement shall expire on the Extended Expiration Date; provided, however, that during the period from the effective date of this Amendment until the Extended Expiration Date, the Agreement may be terminated earlier either by written notice from tw telecom, by AT&T pursuant to the Agreement's early termination provisions, by mutual

¹ On December 30, 2001, Southwestern Bell Telephone Company (a Missouri corporation) was merged with and into Southwestern Bell Texas, Inc. (a Texas corporation) and, pursuant to Texas law, was converted to Southwestern Bell Telephone, L.P., a Texas limited partnership. On June 29, 2007, Southwestern Bell Telephone, L.P., a Texas limited partnership, was merged with and into SWBT Inc., a Missouri corporation, with SWBT Inc. as the survivor entity. Simultaneous with the merger, SWBT Inc. changed its name to Southwestern Bell Telephone Company. Southwestern Bell Telephone Company is doing business in Kansas as "AT&T Kansas."

agreement of the parties, or upon the effective date of a written and signed superseding agreement between the parties.

5. The Parties acknowledge and agree that AT&T-13State shall permit the extension of this Agreement, subject to amendment to reflect future changes of law as and when they may arise
6. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
7. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into the Agreement or which may be the subject of further review.
8. This Amendment shall be filed with and is subject to approval by the Kansas Corporation Commission and shall become effective ten (10) days following approval by such Commission.

tw telecom of kansas city llc

By: tw telecom management co. llc, its sole member

By: Tina Davis

Printed: Tina Davis
Senior Vice President
Deputy General Counsel

Title: _____
(Print or Type)

Date: 2/5/09

Southwestern Bell Telephone Company d/b/a AT&T

Kansas by AT&T Operations, Inc., its authorized agent

By: Eddie A. Reed, Jr.

Printed: Eddie A. Reed, Jr.

Title: Director-Interconnection Agreements

Date: 2-10-09

Resale OCN # 7919

UNE OCN # 168B

Switch Based OCN # 7014

ACNA AVS