

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

STATE CORPORATION COMMISSION

AUG 18 2004

In the Matter of Arbitration Between)
Level 3 Communications, LLC and)
SBC Communications, Inc., Pursuant)
to Section 252(b) of the)
Communications Act of 1934, as)
Amended by the Telecommunications)
Act of 1996, for Rates, Terms, and)
Conditions of Interconnection.)

Susan K. Duffy Docket Room

Docket No. 04-L3CT-1046-ARB

**LEVEL 3 COMMUNICATIONS, LLC'S AND SOUTHWESTERN BELL
TELEPHONE, L.P.'S JOINT REVISED DISPUTED POINT LIST
AND JOINT PROPOSED INTERCONNECTION AGREEMENT**

COMES NOW Level 3 Communications, LLC ("Level 3") and Southwestern Bell Telephone, L.P. d/b/a SBC Kansas ("SBC Kansas") (both parties referred to collectively herein as "Joint Parties"), by their attorneys, hereby file their revised Disputed Point Lists ("DPLs") and Proposed Interconnection Agreement. In support, the Joint Parties state as follows:

1. On May 25, 2004, Level 3 filed its Petition for Arbitration with this Commission. Level 3 included as Appendix B to this Petition a Disputed Point List, which stated each Level 3 unresolved issue, assigned the issue a number, identified the section(s) of the Proposed Interconnection Agreement affected by the issue, and set forth Level 3's positions and proposed language for the Interconnection Agreement on each issue. Level 3 also included as Exhibit C to its Petition a proposed Interconnection Agreement for adoption by the Commission.

2. On June 21, 2004, SBC Kansas filed its Response to the Petition, which included its proposed DPL and Interconnection Agreement.

3. Subsequently, the parties agreed, with the Arbitrator's approval, to hold this proceeding in abeyance to allow further negotiations on the terms of the Interconnection Agreement.

4. The parties have expended great effort in continuing the negotiations, and have removed many issues from the disputed list. While many differences remain, the parties have resolved more than half of the disagreements that were reflected in their initial pleadings. As a result, the DPLs and proposed interconnection agreements the parties previously filed no longer represent the current state of the disputes between the parties.

5. Attached hereto is a set of revised DPLs prepared and submitted jointly by Level 3 and SBC Kansas. There is one DPL for each portion of the interconnection agreement that includes disputed language. Thus, for example, there is a General Terms and Conditions ("GT&C") DPL, a Physical Collocation DPL, and so forth. Each DPL shows:

- In the left column, a sequential series of issue numbers, with the contract sections affected by each issue shown beneath the issue number;
- The number of the issue in Level 3's May 25, 2004, Petition that corresponds with the issue;
- An agreed issue description or, where the parties were unable to agree on an issue description, each party's statement of the issue;
- The disputed contract language, with SBC Kansas' proposed language in ***bold italics*** and Level 3's proposed language in **bold underscore**; agreed language is shown in regular font; and

- A summary statement by each party of the basis for its position on the issue.

6. Also attached hereto is a proposed Interconnection Agreement prepared jointly by Level 3 and SBC Kansas, which contains the two parties' different language proposals. In the proposed Interconnection Agreement, as in the DPLs, language proposed by Level 3 and opposed by SBC Kansas is shown in **bold and with underscore** and language proposed by SBC Kansas and opposed by Level 3 is shown in ***bold and in italics***.

7. The General Terms and Conditions portion of the Agreement will include, in section 1, a collection of defined terms. Because the parties' work on those terms is ongoing, the General Terms and Conditions submitted herewith does not include section 1, and the GT&C DPL shows no issues concerning section 1. The parties will submit a revised General Terms and Conditions Appendix and DPL by no later than August 30, 2004 that will contain all necessary definitions and that will set forth the parties' disagreements concerning the defined terms that should be included in GT&C section 1.

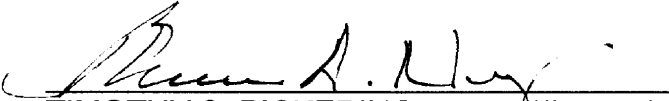
8. In addition, the parties are continuing their discussions regarding the terms and conditions relating to Unbundled Network Elements, and the related Appendix and DPL. Similarly, discussions are continuing regarding the Intercarrier Compensation and the related Appendix and DPL. The parties have agreed to submit both the Unbundled Network Elements Appendix and DPL and the Intercarrier Compensation Appendix and DPL by August 30, 2004.

9. The parties did not negotiate the Pricing Appendix or its schedules during the stay of this proceeding. In order to maintain the status quo with respect to those

documents as it was on the date of SBC Kansas' Response to the Petition, the Pricing Appendix and its schedules are attached hereto as part of the proposed Interconnection Agreement.

10. One portion of the proposed Interconnection Agreement that was attached to SBC Kansas' Response to Level 3's Petition was an Appendix Transit Traffic Service. The parties did not negotiate the Appendix Transit Traffic Service during the standstill. In order to maintain the status quo with respect to this appendix as it was on the date of SBC Kansas' Response to the Petition, the Appendix Transit Traffic Service is attached hereto as part of the proposed Interconnection Agreement.

Respectfully submitted,

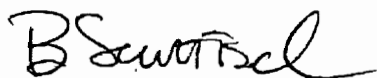

TIMOTHY S. PICKERING (#02003)
BRUCE A. NEY (#15554)✓
MELANIE N. SAWYER (#19945)
220 E. Sixth Street, Room 515
Topeka, Kansas 66603-3596
(785) 276-8413
(785) 276-1948 (facsimile)
bruce.ney@sbc.com

and

Theodore A. Livingston
Dennis G. Friedman
Christian F. Binnig
Demetrios G. Metropoulos
Michael T. Sullivan
Mayer, Brown, Rowe & Maw
190 South LaSalle Street
Chicago, IL 60603
(312) 782-0600

Attorneys for Southwestern Bell Telephone, L.P.

and



Teresa J. James
Scott Tschudy ✓
Martin, Pringle, Oliver, Wallace & Bauer, LLP
6900 College Blvd., Suite 700
Overland Park, KS 66211

Thomas Erik Bailey
Briggs and Morgan, PA
2200 IDS Center
Minneapolis, MN 55402

Richard E. Thayer
Erik Cecil
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

Henry T. Kelly
Joseph E. Donovan
Kelley Drye & Warren LLP
1200 19th Street NW, Suite 500
Washington, DC 20036

Attorneys for Level 3 Communications, LLC

VERIFICATION

I, Michael Scott, of lawful age, and being first duly sworn, now state: I am Area Manager – Regulatory Issues, and have read Level 3 Communications, LLC's and Southwestern Bell Telephone, L.P.'s Joint Revised Disputed Point List and Joint Proposed Interconnection Agreement, and verify the statements contained herein to be true and correct to the best of my knowledge and belief.

Michael Scott

Michael Scott

Subscribed and sworn to before me this 18th day of August, 2004.



Mary A Reed

Notary Public

My appointment expires: October 15, 2006

CERTIFICATE OF SERVICE

I hereby certify that a correct copy of Level 3 Communications, LLC's and Southwestern Bell Telephone, L.P.'s Joint Revised Disputed Point List and Joint Proposed Interconnection Agreement was sent via U.S. Mail or hand-delivered on this 18th day of August, 2004, to:

Bret Lawson
Martha Coffman
Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, KS 66604-4027

Cynthia Claus
Arbitrator
1220 Sunset Drive
Lawrence, KS 66044

(hand delivered to Bret Lawson for Ms. Claus)

Teresa J. James
Scott Tschudy
Martin, Pringle, Oliver, Wallace & Bauer, LLP
6900 College Blvd., Suite 700
Overland Park, KS 66211

Theodore A. Livingston
Dennis G. Friedman
Christian F. Binnig
Demetrios G. Metropoulos
Michael T. Sullivan
Mayer, Brown, Rowe & Maw
190 S. LaSalle Street
Chicago, IL 60603

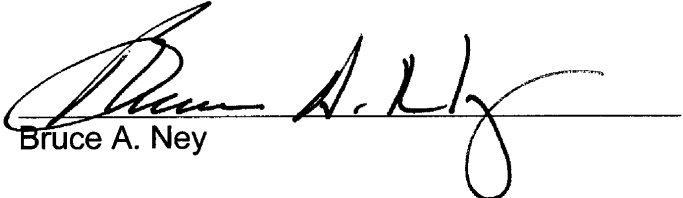
Thomas Erik Bailey
Briggs and Morgan, PA
2200 IDS Center
Minneapolis, MN 55402

Attorneys for SBC Kansas

Richard E. Thayer
Erik Cecil
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

Henry T. Kelly
Joseph E. Donovan
Kelley Drye & Warren LLP
1200 19th Street NW, Suite 500
Washington, DC 20036

Attorneys for Level 3 Communications LLC


Bruce A. Ney

DUE TO THE SIZE OF THIS FILING, NOT ALL PAGES HAVE BEEN SCANNED AND AVAILABLE ON THE INTERNET. IF YOU WOULD LIKE A COMPLETE COPY OF THIS FILING, PLEASE CONTACT THE DOCKET ROOM.

Your request for information should be made in writing by one of the following methods:

Kansas Corporation Commission
Docket Room
1500 SW Arrowhead Road
Topeka KS 66604

E-MAIL ADDRESSES:

p.shurtz@kcc.state.ks.us or d.shupe@kcc.state.ks.us

FAX NUMBER:

Docket Room, 785-271-3357

Copying charges are \$.20 per page unless it is on microfilm and microfilm charges are \$1.00 per page. Your request for copy work must also have your company's Federal Tax ID number for our accounting division.