

EDWARD T. DEPP
502-540-2348
tip.depp@dinslaw.com

June 10, 2003

RECEIVED

JUN 11 2003

PUBLIC SERVICE
COMMISSION

Thomas M. Dorman
Executive Director
Public Service Commission
211 Sower Blvd.
P. O. Box 615
Frankfort, KY 40601

Re: Amendments to Interconnection Agreement Between Level 3 Communications, Inc. and ALLTEL Kentucky, Inc.

Dear Mr. Dorman:

We are authorized legal counsel for Level 3 Communications, Inc. I have enclosed herein the original and eleven (11) copies of the amendments to the interconnection agreement between Level 3 Communications, LLC ("Level 3") and ALLTEL Kentucky, Inc. Level 3 requests that the Public Service Commission of the Commonwealth of Kentucky (the "Commission") approve these amendments pursuant to 47 USC § 252.

Please note that the parties' original interconnection agreement was approved by the Commission on June 7, 2002.

Please return a file-stamped copy of the enclosed amendment to us in the enclosed self-addressed, stamped envelope.

Thank you, and if you have any questions, please call us.

Sincerely,

DINSMORE & SHOHL LLP

Edward T. Depp

ETD/np;Enclosure

cc: Ms. Aimee Sprong (w/enclosure)
John E. Selent, Esq. (w/enclosure)

RECEIVED

JUN 11 2003

AMENDMENT TO INTERCONNECTION AGREEMENT

PUBLIC SERVICE
COMMISSION

THIS AMENDMENT TO INTERCONNECTION AGREEMENT (the "Amendment") is made, entered into, and effective this 4th day of June, 2003, by and between Level 3 Communications, LLC ("Level 3"), a Delaware limited liability company, and ALLTEL Kentucky, Inc. ("ALLTEL Kentucky"), a Kentucky corporation (collectively, the "Parties").

RECITALS:

WHEREAS, the Parties desire to amend their existing interconnection agreement that was approved by the Public Service Commission of the Commonwealth of Kentucky (the "Commission") on June 7, 2002 (the "Agreement");

NOW, THEREFORE, in consideration of the provisions set forth below, it is agreed between the Parties that the Agreement shall be amended as follows.

AMENDMENTS TO AGREEMENT:

Please see attached "Attachment 14".

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed as of the effective date.

LEVEL 3 COMMUNICATIONS, LLC

ALLTEL KENTUCKY, INC.

KVP

By: Kevin Paul

Its: VP-Softswitch Deployment

Date: 6/4/03

Stephen Weeks

By: Stephen Weeks

Its: Director-Wholesale Services

Date: 5/30/03

ATTACHMENT 14: NUMBER PORTABILITY

1.0 Service Provider Number Portability (SPNP)

- 1.1 The FCC First Report and Order in CC Docket 95-116 requires LECs to implement a long term service provider portability solution in accordance with specific schedules set forth in that order and corresponding FCC rules. While the FCC declined "... to choose a particular technology for providing number portability", they did establish performance criteria for permanent number portability and aligned expectations with the statutory definition of the Telecommunication Act of 1996 ordering Service Provider Number Portability (SPNP). In a follow-up First Memorandum Opinion and Order on Reconsideration, the commission determined that the technology that meets the performance criteria is Location Routing Number (LRN). LRN is being used by the telecommunications industry to provide SPNP.

2.0 Terms, Conditions Under Which ALLTEL Will Provide SPNP

- 2.1 ALLTEL will not offer SPNP services for NXX codes 555, 976, 950.
- 2.2 Prior to commencement of any service porting or LRN query service, the Parties must have an approved interconnection agreement along with a conforming, functional network interconnection between and among involved switches and exchanges.
- 2.3 ALLTEL will open NPA-NXXs in the top 100 MSAs for SPNP in accordance with the FCC mandated implementation schedule and subject to the terms in this Agreement and the network preparation specified herein.
- 2.4 ALLTEL will deploy SPNP at a location after receipt of a Bona Fide Request from LEVEL 3 pursuant to the implementation requirements set forth in FCC rules and orders, provided that LEVEL 3 has established an interconnection point pursuant to Section 2.1 of Attachment 4.
- 2.5 LEVEL 3 shall be charged a Service Order charge, pursuant to the applicable General Exchange Tariff or General Customer Services Tariff, for each LSR submitted under this Attachment.

3.0 Obligations of LEVEL 3

- 3.1 Each Party must offer proof of its certification with applicable regional Number Portability Administration Center (NPAC) prior to requesting SPNP from the other Party.
- 3.2 Each Party must advise the NPAC of telephone numbers that it imports and the associated data identified in industry forums as is required for SPNP.
- 3.3 After the initial deployment of SPNP in an MSA, if LEVEL 3 wants an ALLTEL switch to become LRN capable, LEVEL 3 must submit a Bona Fide request as provided in §6.0. ALLTEL will make requested switch LRN capable within the time frame required by the FCC.
- 3.4 LEVEL 3 will conform to NANC guidelines and LERG administration rules in requesting ALLTEL to open an NPA-NXX for portability in an LRN capable switch.

- 3.5 LEVEL 3 is required to conform to industry standard Local Service Request (LSR) format and guidelines in ordering and administration of individual service/number ports.

A service order processing charge (Service Order Charge) will be applied to each service order issued by ALLTEL to process a request for installation, disconnection, rearrangement, changes to or record orders pursuant to this section.

4.0 Obligations of Both Parties

- 4.1 When a ported telephone number becomes vacant, e.g., the telephone number is no longer in service by the original end user; the ported telephone number will be released back to the Local Service Provider owning the switch in which the telephone number's NXX is native.
- 4.2 Either Party may block default routed calls from entering the public switched network when necessary to prevent network overload, congestion, or failure.
- 4.3 The Parties will conform to industry guidelines referenced herein in preparing their networks for SPNP and in porting numbers from one network to another.
- 4.4 The Parties will perform all standard SPNP certification and intra-company testing prior to scheduling intercompany testing between the Parties' interconnected networks.
- 4.5 Each Party will designate a single point of contact (SPOC) to schedule and perform required test. These tests will be performed during a mutually agreed time frame and must conform to industry portability testing and implementation criteria in force in the NPAC region.

5.0 Limitations of Service

- 5.1 Telephone numbers will be ported only within ALLTEL rate centers as approved by the State Commission.
- 5.2 ALLTEL and LEVEL 3 porting rate center areas must comprise identical geographic locations and have common boundaries.
- 5.3. Telephone numbers associated with ALLTEL Official Communications Services (OCS) NXXs will not be ported.
- 5.4 Telephone numbers in NXXs dedicated to choke networks will not be ported.

6.0 Service Provider Number Portability (SPNP) Bona Fide Request (BFR) Process

- 6.1 The Service Provider Number Portability (SPNP) Bona Fide Request (BFR) Process is the process for LEVEL 3 to request that SPNP be deployed in ALLTEL exchanges that are not then capable of LRN query service.
- 6.2 LEVEL 3 may request that SPNP be deployed by ALLTEL in its switches located in the MSAs. ALLTEL will enable SPNP in the requested switches as required by FCC rules and orders following receipt of BFR, based on the beginning dates for each MSA.

- 6.3 A BFR with respect to opening an ALLTEL switch for SPNP must be made in the form of a letter from LEVEL 3 to:

ALLTEL
Attn: Wholesale Services
Mailstop: B4F4NB
1 Allied Drive
Little Rock, AR 72202

- 6.4 The BFR must specify the following:

- 6.4.1 The MSA in which requested switch(es) are located.
- 6.4.2 ALLTEL switch(es), by CLLI codes, which are being requested to become SPNP capable.
- 6.4.3 Specific, resident NXX codes requested to open in each ALLTEL switch on the BFR.
- 6.4.4 The date when SPNP capability is requested for each ALLTEL switch on the BFR; however, the requested date must fall within the governing FCC schedules and interval guidelines.
- 6.4.5 CLLI and NXXs of LEVEL 3 switches serving the exchanges associated with the relevant ALLTEL switches.