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December 10, 2004

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VIA UPS EXPRESS MAIL

RECEIVED

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

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DEC 10 2004

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUILDING

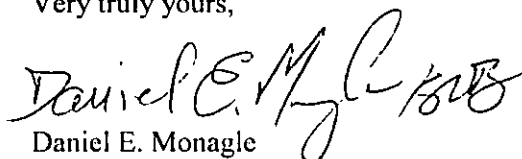
RE: Joint Petition of Verizon Pennsylvania Inc.
and XO Pennsylvania, Inc. (f/k/a NEXTLINK Pennsylvania, Inc.)
for Approval of an Interconnection Agreement
Dkt. No. ~~A-310260-F 7000~~
A-310758 F 7000

Dear Mr. McNulty:

Enclosed please find an original and three (3) copies of Amendment No. 5 to the Interconnection Agreement between Verizon Pennsylvania Inc. and XO Pennsylvania, Inc. (f/k/a NEXTLINK Pennsylvania, Inc.), which Agreement was filed with the Commission on November 22, 2000 and approved by the Commission by Order dated February 9, 2001. This Amendment should be attached to and be made part of the November 22, 2000 filed agreement. Although Amendment No. 5 as negotiated by the parties is effective on a retroactive basis as of June 14, 2001, the Amendment was signed by the two parties' signers on November 3, 2004 and November 10, 2004 respectively. Thus, this Joint Filing is being made within 30 days of the day that the agreement was signed, as required by ordering Paragraph 5 of the Commission's May 3, 2004 Final Order in Docket No. M-00960799. As evidenced by the cc: below, notice of this filing is being provided to XO Pennsylvania, Inc.

Please date stamp the enclosed additional copy of the amendment and return it to me in the enclosed self-addressed, stamped envelope.

Very truly yours,


Daniel E. Monagle

DEM/slb
Enclosure

cc: Heather Gold, Senior V.P. – Regulatory, XO
Attached Service List

ORIGINAL

A-310758
F7000

AMENDMENT NO. 5

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to the

DEC 10 2004

INTERCONNECTION AGREEMENT

PA PUBLIC UTILITY COMMISSION
SECRETARY'S OFFICE

between

VERIZON PENNSYLVANIA INC.,
F/K/A BELL ATLANTIC - PENNSYLVANIA, INC.

and

XO PENNSYLVANIA, INC.

DOCKETED
JAN 21 2005

This Amendment Number 5 (the "Amendment") to the Interconnection Agreement between Verizon Pennsylvania Inc., f/k/a Bell Atlantic - Pennsylvania, Inc. ("Verizon"), and XO Pennsylvania, Inc. ("XO") is effective June 14, 2001. XO and Verizon may be referred to jointly hereinafter as the "Parties".

WITNESSETH:

WHEREAS, pursuant to an adoption letter dated June 2, 2000 (the "Adoption Letter"), XO adopted in the Commonwealth of Pennsylvania, the interconnection agreement between MCImetro Access Transmission Service LLC and Verizon (such Adoption Letter and underlying adopted interconnection agreement referred to herein collectively as the "Interconnection Agreement"); and

WHEREAS, the Parties desire to amend the terms of the Interconnection Agreement.

NOW THEREFORE, in consideration of the promises and mutual agreements set forth herein, the Parties agree to amend the Interconnection Agreement as follows:

1. Notwithstanding any possible contrary construction of the Interconnection Agreement, Internet Service Provider ("ISP")-bound Traffic shall not be eligible for payment of reciprocal compensation pursuant to 47 U.S.C. 251(b)(5) under the Interconnection Agreement. The Parties' rights and obligations with respect to any intercarrier compensation that may be due in connection with their exchange of ISP-bound traffic shall be governed by the Order on Remand and Report and Order, *In the Matter of Implementation of the Local Competition Provisions in the Telecommunications Act of 1996, Intercarrier Compensation for ISP Bound Traffic*, FCC 01-131, CC Docket Nos. 96-98 and 99-68, *remanded sub nom. WorldCom, Inc. v. FCC*, 288 F.3d 429 (D.C. Cir. 2002), including, but not limited to, the rebuttable presumption established by the Order on Remand that traffic delivered to a carrier that exceeds a 3:1 ratio of terminating to

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originating traffic is ISP-bound Traffic, and in accordance with the process established by the Order on Remand for rebutting such presumption before the state commission.

2. [Intentionally Left Blank]

3. Scope of Amendment. Except to the extent set forth in Section 1 of this Amendment, the rates, charges and other provisions of the Interconnection Agreement shall remain in full force and effect after the Effective Date. Nothing in this Amendment shall be deemed to extend the term of the Interconnection Agreement. This Amendment is not intended to modify the term of the Interconnection Agreement or to affect either Party's right to exercise any right of termination it may have under the Interconnection Agreement.

4. Conflict between this Amendment and the Interconnection Agreement. This Amendment shall be deemed to revise the rates, charges and other provisions of the Interconnection Agreement to the extent necessary to give effect to the rates, charges and other provisions of this Amendment. In the event of a conflict between a rate, charge or other provision of this Amendment and a rate, charge or other provision of the Interconnection Agreement, this Amendment shall govern.

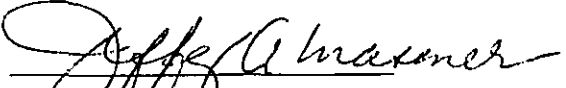
5. Counterparts. This Amendment may be executed in one or more counterparts, each of which when so executed and delivered shall be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be duly executed and delivered by their duly authorized representatives.

XO Pennsylvania, Inc.

Verizon Pennsylvania Inc.,
f/k/a Bell Atlantic - Pennsylvania, Inc.

By: 

By: 

Printed: Heather Gold

Printed: Jeffrey A. Masoner

Title: Senior Vice President, Government
Relations

Title: Vice-President - Interconnection
Services Policy & Planning

Date: 11/03/04

Date: 11/10/04

SERVICE LIST

Irwin A. Popowsky
Office of Consumer Advocate
555 Walnut Street, 5th Floor
Harrisburg, PA 17101-1921

William Lloyd
Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Charles F. Hoffman
Office of Trial Staff
PA Public Utility Commission
Commonwealth Keystone Bldg
400 North Street
Harrisburg, PA 17105-3265

Office of Special Assistants
PA Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

Bureau of Consumer Services
PA Public Utility Commission
P. O. Box 3265
Harrisburg, PA 17105-3265

Bureau of Fixed Utility Services
PA Public Utility Commission
P. O. Box 3265
Harrisburg, PA 17105-3265

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S OFFICE

DATE: January 5, 2005

SUBJECT: A-310758F7000

TO: Office of Special Assistants

FROM: James J. McNulty, Secretary KB

DOCKETED
JAN 21 2005

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JOINT PETITION OF VERIZON PENNSYLVANIA INC. AND
XO PENNSYLVANIA, INC. (F/K/A NEXTLINK PENNSYLVANIA, INC.) FOR
APPROVAL OF AMENDMENT NO. 5 TO AN INTERCONNECTION
AGREEMENT UNDER SECTION 252(e) OF THE TELECOMMUNICATIONS
ACT OF 1996.

Attached is a copy of a Joint Petition for Approval of
Amendment No. 5 to an Interconnection Agreement filed in
connection with the above-docketed proceeding.

Enclosed is a copy of the notice that we provided to the
Pennsylvania Bulletin to be published on January 15, 2005.
Comments are due on or before 10 days after the publication of
this notice.

This matter is assigned to your Office for appropriate
action.

Attachment

cc: Bureau of Fixed Utility Services
Office of Administrative Law Judge-copy of memo only

PENNSYLVANIA PUBLIC UTILITY COMMISSION

NOTICE TO BE PUBLISHED

DOCKETED
JAN 21 2005

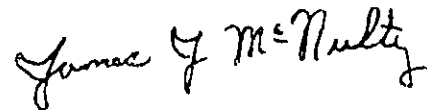
Joint Petition of Verizon Pennsylvania Inc. and XO Pennsylvania, Inc. (f/k/a NEXTLINK Pennsylvania, Inc.) for Approval of Amendment No. 5 to an Interconnection Agreement Under Section 252(e) of The Telecommunications Act of 1996.
Docket Number: A-310758F7000

Verizon Pennsylvania Inc. and XO Pennsylvania, Inc. (f/k/a NEXTLINK Pennsylvania, Inc.), by its counsel, filed on December 10, 2004, at the Public Utility Commission, a Joint Petition for approval of Amendment No. 5 to an Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996.

Interested parties may file comments concerning the petition and agreement with the Secretary, Pennsylvania Public Utility Commission, P. O. Box 3265, Harrisburg, PA 17105-3265. All such Comments are due on or before 10 days after the date of publication of this notice. Copies of the Verizon Pennsylvania Inc. and XO Pennsylvania, Inc. (f/k/a NEXTLINK Pennsylvania, Inc.) Joint Petition are on file with the Pennsylvania Public Utility Commission and are available for public inspection.

Contact person is Cheryl Walker Davis, Director, Office of Special Assistants, (717) 787-1827.

BY THE COMMISSION



James J. McNulty
Secretary

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