

200 South 5th Street, Room 2200
Minneapolis, Minnesota 55402

Qwest Corporation
Law Department
(612) 672-8905-Phone
(612) 672-8911-Fax

Jason D. Topp
Corporate Counsel



May 24, 2007

Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501

**Re: In the Matter of Level 3 Communications, LLC's Petition for Arbitration Pursuant to Section 252(b) of the Communications Act of 1934, as Amended by the Telecommunications Act of 1996, and the Applicable State Laws for Rates, Terms and Conditions of Interconnection with Qwest Corporation
Docket No. TC06-007**

Dear Ms. Van Gerpen:

Enclosed for filing is Qwest Corporation's Response to Level 3 Communications, LLC's Notice of Adoption of SGAT regarding the above-referenced matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jason D. Topp', with a long horizontal flourish extending to the right.

Jason D. Topp

JDT/bardm

Enclosures

cc: Service List

CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of May, 2007, the foregoing **QWEST CORPORATION'S RESPONSE TO LEVEL 3 COMMUNICATIONS, LLC'S NOTICE OF ADOPTION OF SGAT** was E-Filed upon the following party:

Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501

and copies sent electronically or via U.S. mail, addressed to the following:

David A. Gerdes
May, Adam, Gerdes & Thompson, LLP
503 South Pierre Street
P.O. Box 160
Pierre, SD 57501-0160
dag@magt.com

Richard E. Thayer
Level 3 Communications LLC
1025 Eldorado Boulevard
Broomfield, CO 80021
rick.thayer@level3.com

Rebecca B. DeCook
Holland & Hart, LLP
8390 East Crescent Parkway
Suite 400
Greenwood Village, CO 80111
rbdecook@hollandhart.com

Colleen E. Sevold
Manager-Regulatory Affairs
Qwest Corporation
125 South Dakota Avenue
8th Floor
Sioux Falls, SD 57194
colleen.sevold@qwest.com

Thomas M. Dethlefs
Qwest Corporation
1801 California, 10th Floor
Denver, CO 80202
Thomas.dethlefs@qwest.com

Ted Smith
Stoel Rives LLP
201 South Main Street, Suite 1100
Salt Lake City, UT 84111
tsmith@stoel.com

Jason D. Topp
Qwest Corporation
200 South 5th Street, Room 2200
Minneapolis, MN 55402
Jason.topp@qwest.com



Dianne Barthel

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

**IN THE MATTER OF LEVEL 3
COMMUNICATIONS, LLC'S PETITION FOR
ARBITRATION PURSUANT TO SECTION
252(B) OF THE COMMUNICATIONS ACT OF
1934, AS AMENDED BY THE
TELECOMMUNICATIONS ACT OF 1996,
AND THE APPLICABLE STATE LAWS FOR
RATES, TERMS, AND CONDITIONS OF
INTERCONNECTION WITH QWEST
CORPORATION**

Docket No. TC06-007

**QWEST CORPORATION'S RESPONSE
TO LEVEL 3 COMMUNICATIONS, LLC'S NOTICE OF ADOPTION OF SGAT**

Qwest Corporation ("Qwest"), by its attorneys, hereby submits its response to the Notice of Adoption of Qwest's Statement of Generally Available Terms (the "Notice") filed by Level 3 Communications, LLC ("Level 3"). Level 3 filed its notice contemporaneously with its motion to withdraw its arbitration petition in this matter. Qwest does not object to Level 3's motion to withdraw its petition. Qwest files this response to confirm that it does not object to Level 3 opting into the documents that it has identified in its Notice.

On page 4 of the Notice, Level 3 identifies Qwest's "Terms and Conditions for Interconnection, Unbundled Network Elements, Ancillary Services, and Resale of Telecommunications Services" Version 2.3 dated August 24, 2006 as the base contract document that it intends to opt into. Level 3 also identifies specific versions of Exhibits A, C through J, L and M that it intends to opt into. The base contract and exhibits identified reflect changes of law that have taken place during the last four years and accordingly, it is appropriate that these documents be used as the basis for a contract between Qwest and Level 3 on a going forward basis.

In other states, Level 3 has attempted to opt into out-of-date SGATs that do not reflect changes in law that have taken place during the last four years. In those states, Qwest has taken the position that those SGATs are not available for opt-in because they are out-of-date and do not reflect Qwest's current contract offering that has been updated for changes in law. Since Level 3 is not seeking to opt into an out-of-date SGAT in South Dakota, this does not appear to be an issue. However, because each version of the SGAT expressly states that is based on the state of law at the time that it is filed, Qwest reserves the right to object in the event that Level 3 seeks to opt into an out-of-date SGAT.

Dated this 24th day of May, 2007.

QWEST CORPORTATION



Jason Topp
Corporate Counsel
200 South 5th Street, Suite 2200
Minneapolis, MN 55402
Tel: (612) 672-8905
Fax: (612) 672-8911
Jason.Topp@Qwest.com

Thomas Dethlefs
Corporate Counsel
Qwest Corporation
1801 California, 10th Floor
Denver, CO 80202
(303) 383-6646
Thomas.Dethlefs@Qwest.com

Ted Smith
Stoel Rives, LLP
201 South Main Street
Suite 1100
Salt Lake City, UT 84111
(801) 578-6961
Tsmith@stoel.com