

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

Illinois Commerce Commission	:	
On Its Own Motion	:	
	:	
Implementation of the Federal	:	03-0593
Communications Commission's Triennial	:	
Review Order with respect to a Batch Cut	:	
Migration Process	:	
	:	
Implementation of the Federal	:	
Communications Commission's Triennial	:	
Review Order with respect to Potential	:	
Impairment Determinations Regarding	:	03-0594
Unbundled Local Switching for	:	
Enterprise Market Customers In Specific	:	
Markets	:	
	:	
Implementation of the Federal	:	
Communications Commission's Triennial	:	
Review Order with respect to Potential	:	
Non-Impairment Determinations	:	03-0595
Regarding Unbundled Local Switching	:	
for Mass Market Customers In Specific	:	
Markets	:	
	:	
Implementation of the Federal	:	
Communications Commission's Triennial	:	
Review Order with respect to Local loops	:	
and Dedicated Transport	:	03-0596
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**SBC ILLINOIS' RESPONSE TO NOTICE
REGARDING PROPRIETARY AGREEMENT**

Illinois Bell Telephone Company (“SBC Illinois”), by its attorneys, hereby files its Response to the notice served by the Administrative Law Judges in the above

captioned dockets on October 17, 2003 requesting that each party submit its proposed language for the Proprietary Agreement. In this Response, SBC Illinois states as follows:

1. SBC Illinois has engaged in negotiations with representatives of several CLECs to reach agreement on a Proprietary Agreement in the above captioned dockets. These CLECs include AT&T, MCI, TDS, McLeod, Forte, Globalcom and others. Counsel for Staff of the Commission also participated in these discussions. These discussions resulted in compromise language for most of the proposed Proprietary Agreement. At approximately noon on October 20, the CLECs distributed to SBC Illinois, Sprint, Staff and other parties a document entitled "Protective Order" which reflects the CLECs submission in this matter and which includes certain compromised language agreed upon by the CLECs and SBC Illinois.

2. Despite the many areas of consensus, several important issues of disagreement remain. SBC Illinois proposed language to resolve these disputed issues is set forth in Attachment A to this Response. To create Attachment A, SBC Illinois used the CLEC proposed Protective Agreement that SBC Illinois received at noon on October 20. SBC Illinois then deleted language in the CLEC proposed agreement that it does not agree to (shown by overstriking in Attachment A) and inserted language that SBC Illinois proposes (shown by underlining in Attachment A). Thus, SBC Illinois' Attachment A shows the language to which the CLECs and SBC Illinois agree (plain text); the language that CLECs propose and SBC Illinois opposes (overstrike) and the language that SBC Illinois proposes and the CLECs oppose (underline).

3. To the extent that Staff, Sprint or any other party proposes alternative language, those proposals are not set forth on SBC Illinois' Attachment A.

4. There are two principal disputes between SBC Illinois and the CLECs. First, the parties agree to create a “prohibited class” of employees who, because of their job responsibilities, should not have access to confidential information. Up to this point, there is no disagreement. The CLECs, however, propose to include within this “prohibited class” every SBC employee in the Industry Markets division that is responsible for “developing, planning, marketing, or selling services or other offerings such as unbundled network elements”. This broad language is inappropriate and unnecessary. It is inappropriate because several of SBC Illinois’ witnesses (or employees assisting those witnesses) work for the Industry Markets division. The CLEC proposal would have the effect of preventing knowledgeable SBC experts with critical information from ever becoming witnesses in this proceeding. The CLEC proposal is unnecessary because employees of SBC’s Industry Markets division already have access to CLEC confidential information, so the CLEC proposal serves no real purpose.

5. The second disputed issue involves the category of “permitted people” who are entitled to see highly sensitive confidential information. Under the CLEC proposal, this category is limited to the receiving party’s witnesses, *one* (1) support person assisting that witness, up to four (4) employees in the regulatory organization, and independent consultants. SBC Illinois objects to the limitation of one support person per witness and believes there should be no limitation on the number of support personnel that have access to such information – provided that it is on a need to know basis and that all other protections provided for are observed. In a nutshell, SBC Illinois witnesses are responsible for several states and therefore must provide testimony and must appear in live hearings at about the same time multiple states. This circumstance alone justifies

SBC Illinois' use of several support personnel for each of its witnesses. In addition, SBC Illinois attempts to be economical with its witnesses, and where possible prefers to use a single witness to cover several subject matters rather than bring in a separate witness for each distinct issue. Accordingly, SBC Illinois witnesses typically rely, to a great extent, upon support personnel to assist them in developing and presenting their testimony, and to assist them in preparation for hearings. For these reasons, a limitation of one support personnel per witness would be overly restrictive and would impede SBC Illinois' ability to fully develop its case.

6. SBC Illinois plans to further discuss these points at the hearing scheduled for 3 o'clock on October 21, 2004.

Respectfully submitted,
Illinois Bell Telephone Company

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CERTIFICATE OF SERVICE

I, Mark R. Ortlieb, an attorney, certify that a copy of the foregoing Response to Notice Regarding Proprietary Agreement was served on the parties on the attached service list by electronic transmission on October 20, 2003.

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