

STATE OF ILLINOIS ILLINOIS
COMMERCE COMMISSION

In the Matter of)
)
XO Communications Services, Inc.)
Petition for Arbitration of an Amendment to an) Docket No. 05-0763
Interconnection Agreement with SBC Illinois Inc.)
pursuant to Section 252(b) of the)
Communications Act of 1934,)
as Amended.)

SBC ILLINOIS' RESPONSE TO PETITION FOR ARBITRATION

Illinois Bell Telephone Company ("SBC Illinois"), by its attorneys and pursuant to Section 252(b) of the Communications Act of 1934 as amended (the "Communications Act"), the Illinois Public Utilities Act ("PUA") 220/5 ILCS 13-101 et seq., 83 IL Admin Code Part 761, and other applicable state and federal statutes, rules and regulations, and decisions, respectfully submits its response to the petition for arbitration filed by XO Communications Services, Inc. ("XO"). For its Response, SBC Illinois states as follows:

1. SBC Illinois and the Petitioners were required by Commission Order in Docket 05-0154 to negotiate and execute an appropriate TRRO Amendment by October 21, 2005, and the parties sought and obtained Commission extensions to that deadline.
2. The Arbitration Petition correctly states that SBC Illinois and the Petitioners have jointly developed a single TRRO Amendment, attached as Exhibit 2 to the Arbitration Petition, that shows agreed upon language in regular font, language proposed by SBC Illinois and opposed by XO in a unique font, language proposed by XO and opposed by SBC Illinois in a different font. The TRRO Amendment shows that there are only two disputed issues between

XO and SBC Illinois. The Arbitration Petition correctly states that those disputed issues are set forth in Exhibit 3 to the Arbitration Petition.

3. The Arbitration Petition correctly states that SBC Illinois and XO are parties to a stipulation dated December 2, 2005, pursuant to which the parties have agreed upon a number of procedural matters governing this proceeding.

4. The parties have devoted substantial effort to resolve disputed issues. Those negotiations continue and, if the parties successfully resolve any of the two (2) disputed issues set forth in the disputed issues list, they will notify the Administrative Law Judge and the Staff of such resolution.

CONCLUSION

SBC Illinois will set forth in full in the stipulation and in its briefs the facts, policy considerations and legal arguments that support its positions reflected in the proposed language for the parties TRRO Amendment and respectfully urges the Commission to rule in its favor on the disputed issues in this proceeding and to approve SBC Illinois' proposed language.

Respectfully submitted,

ILLINOIS BELL TELEPHONE COMPANY

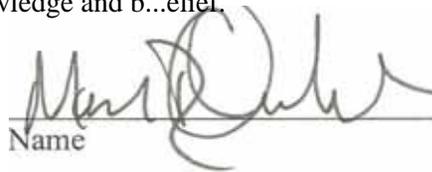


One of Its Attorneys

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VERIFICATION

Mark R. Ortlieb on oath, state that she/he is a General Attorney Illinois; that she/he is authorized to make this verification; that she has read the foregoing **SBC ILLINOIS' RESPONSE TO PETITION FOR ARBITRATION**, and that, the facts set forth in the foregoing are true and correct to the best of her/his knowledge and belief.


Name

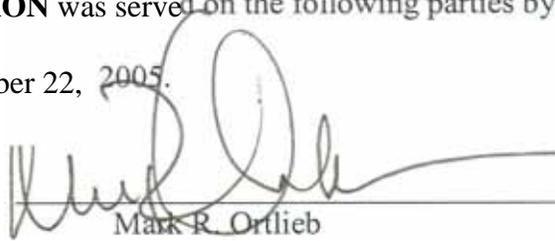
Subscribed and sworn to before
me this 22nd day of December, 2005

Marcia M. Washick

Notary Public, State of Illinois

CERTIFICATE OF SERVICE

I, Mark R. Ortlieb, an attorney, certify that a copy of the foregoing **SBC ILLINOIS' RESPONSE TO PETITION FOR ARBITRATION** was served on the following parties by u.s. Mail and/or electronic transmission on December 22, 2005.



Mark R. Ortlieb

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