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ILLINOIS COMMERCE COMMISSION

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STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

ILLINOIS BELL TELEPHONE COMPANY)
(Ameritech Illinois))
and Adams Telsystems, Inc.)
)
Joint Petition for Approval of Merger)
Amendment to the Negotiated)
Interconnection Agreement dated January 17, 2000,)
pursuant to 47 U.S.C. § 252)

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ILLINOIS
COMMERCE COMMISSION

**JOINT PETITION FOR APPROVAL OF THE MERGER AMENDMENT
TO THE
NEGOTIATED INTERCONNECTION AGREEMENT BETWEEN
ADAMS TELSYSTEMS, INC. AND AMERITECH ILLINOIS**

Illinois Bell Telephone Company ("Ameritech Illinois") and Adams Telsystems, Inc. through counsel, hereby request that the Commission review and approve the attached Merger Amendment to the Interconnection Agreement dated January 17, 2000 pursuant to Sections 252(a)(1) and 252(e) of the Telecommunications Act of 1996 47 U.S.C. §§ 252(a)(1), 252(e), (the "Act") and FCC Order in Docket No. 98-141. In support of their request, the parties state as follows:

1. The Parties have agreed that the Interconnection Agreement be amended to provide for certain terms and conditions and have entered into this Amendment to set forth such terms and conditions.

2. Pursuant to Section 252(e)(2) the Commission may only reject a negotiated agreement if it finds that (1) the agreement discriminates against another carrier or (2) implementation of the Agreement would not be consistent with the public interest, convenience and necessity. Neither basis for rejection is present here.

3. Copies of the Merger Amendment are available for public inspection in Ameritech Illinois' public offices.

WHEREFORE, Ameritech Illinois and Adams Telsystems, Inc. respectfully request that the Commission approve the attached Merger Amendment to the Interconnection Agreement under Section 252(e) of the Act as expeditiously as possible.

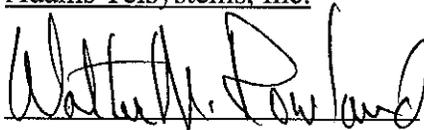
Respectfully submitted this 5th day of ^{April}~~March~~, 2000

Ameritech Illinois



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Ameritech Services, Inc.
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Chicago, Illinois 60606
(312) 727-7140
Counsel

Adams Telsystems, Inc.



Walter M. Rowland
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(217) 696-4411
Manager

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

ILLINOIS BELL TELEPHONE COMPANY)
(Ameritech Illinois))
and Adams Telsystems, Inc.)
) **00 - _____**
Joint Petition for Approval of Merger)
Amendment to the Negotiated)
Interconnection Agreement dated January 17, 2000,)
pursuant to 47 U.S.C. § 252)

STATEMENT IN SUPPORT OF JOINT PETITION FOR APPROVAL

I, Willena D. Slocum, Project Manager-Contract Negotiations Support for Southwestern Bell Telephone Company/Illinois Bell Telephone Company Negotiations and Interconnection, submit this Statement in support of the Joint Petition for Approval of the Merger Amendment to the Negotiated Interconnection Agreement between Adams Telsystems, Inc. and Ameritech Illinois.

The attached Merger Amendment to the Interconnection Agreement (the "Agreement") between Illinois Bell Telephone Company ("Ameritech Illinois") and Adams Telsystems, Inc. ("Adams") was reached through voluntary negotiations between the parties. Accordingly, Ameritech Illinois and Adams requests approval pursuant to Sections 252(a)(1), 252(e) of the Telecommunications Act of 1996 (sometimes referred to as the "Act") and FCC Order in Docket No. 98-141.

The Agreement meets all the requirements of the Act and the Commission should approve it.

The Agreement is amended as follows:

- Adds items to the Defined Terms of the Agreement

- Adds new Section 9.7.4, OSS Discounts – incorporates rates, terms and conditions that reflect the advanced services OSS discounts as described in the FCC Conditions, Paragraph 18.
- Adds new Section 9.7.5 – Promotional Discounts and Unbundled Local Loops used for Residential Services.
- Section 10.1 amended by adding the following:

Notwithstanding the foregoing, subject to Requesting Carrier’s qualification and compliance with the provisions of Paragraphs 47, 48 and 49 of the FCC Conditions, the promotional resale discounts for services resold to residential Customers shall be as set forth in Paragraphs 47, 48 and 49 of the FCC Conditions for the period(s) specified therein, the rates, terms and conditions of which are incorporated herein by this reference.
- Added to Article 19 are the following Sections:

Section 19.19 – FCC Conditions Certification for OSS Discounts as required by Paragraph 18 of the FCC Conditions.

Section 19.20 – FCC Conditions Certification for the Promotional Discounted Pricing on Unbundled Local Loops as required by Paragraph 46(e) of the FCC Conditions.
- New Schedules 19.1 and 19.2 added
- Article 29 amended by adding new Section 29.6 – Effect of Conditions, pursuant to Paragraph 75 of FCC Conditions.
- The following definitions added to Agreement:

“Advanced Services” is as defined in Paragraph 2 of the FCC Conditions.

“FCC Conditions” means the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 141.
- Makes other modifications to the Agreement necessary to incorporate the above amendments.

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

ILLINOIS BELL TELEPHONE COMPANY)
 (Ameritech Illinois))
 and Adams TelSystems, Inc.)
) 00- _____
 Joint Petition for Approval of Merger)
 Amendment to the Negotiated Interconnection)
 Agreement dated January 17, 2000,)
 pursuant to 47 U.S.C. §252.)

STATEMENT IN SUPPORT OF JOINT PETITION FOR APPROVAL

I, Walter M. Rowland, Manager of Adams TelSystems, Inc. ("Adams"), submit this Statement in support of the Joint Petition for Approval of the Merger Amendment to the Negotiated Interconnection Agreement between Adams TelSystems, Inc. and Illinois Bell Telephone d/b/a "Ameritech Illinois."

The attached Merger Amendment to the Interconnection Agreement (the "Agreement") between Ameritech Illinois and Adams was reached through voluntary negotiations between the parties. Accordingly, Ameritech Illinois and Adams request approval pursuant to Sections 252(a)(1), 252(e) of the Telecommunications Act of 1996 (sometimes referred to as the "Act") and FCC Order in Docket No. 98-141.

The Agreement meets all the requirements of the Act and is eligible for Commission approval.

The Agreement has been modified to:

- Add items to the Defined Terms of the Agreement;
- Add new Section 9.7.4, OSS Discounts – incorporated rates, terms and conditions that reflect the advanced services OSS discounts as described in the FCC Conditions, Paragraph 18;
- Add new Section 9.7.5 – Promotional Discounts and Unbundled Local Loops used for Residential Services;
- Amend Section 10.1 as follows:

Notwithstanding the foregoing, subject to Requesting Carrier's qualification and compliance with the provisions of Paragraphs 47, 48 and

49 of the FCC Conditions, the promotional resale discounts for services resold to residential Customers shall be as set forth in Paragraphs 47, 48 and 49 of the FCC Conditions for the period(s) specified therein, the rates, terms and conditions of which are incorporated herein by this reference;

- Add to Article 19 are the following Sections:

Section 19.19 – FCC Conditions Certification for OSS Discounts as required by Paragraph 18 of the FCC Conditions; and

Section 19.20 – FCC Conditions Certification for the Promotional Discounted Pricing on Unbundled Local Loops as required by Paragraph 46(e) of the FCC Conditions;

- Add new Schedules 19.1 and 19.2;
- Amend Article 29 by adding new Section 29.6 – Effect of Conditions, pursuant to Paragraph 75 of FCC Conditions;
- Add the following definitions:

"Advanced Services" is as defined in Paragraph 2 of the FCC Conditions; and

"FCC Conditions" means the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 141; and

- Make other modifications to the Agreement as necessary to incorporate the above amendments.

STATE OF ILLINOIS)
)
COUNTY OF ADAMS)

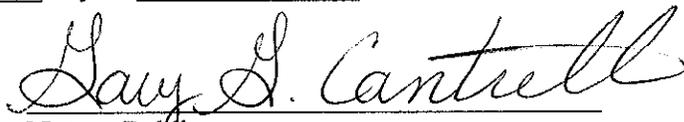
VERIFICATION

Walter M. Rowland, being duly sworn, states on oath that he is the Manager of Adams TelSystems, Inc., and that the facts stated in the foregoing Joint Petition for Approval of Negotiated Agreement and Statement in Support of Joint Petition for Approval are true and correct to the best of his knowledge, information and belief.



WALTER M. ROWLAND

Subscribed and sworn to before me this 31 day of MARCH, 2000.



Notary Public



STATE OF ILLINOIS)
)
COUNTY OF COOK)

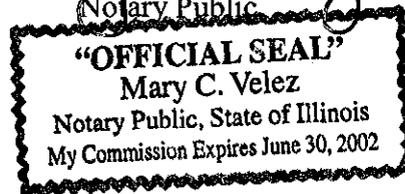
VERIFICATION

Willena D. Slocum, being duly sworn, states on oath that she is Project Manager – Contract Negotiations Support for Southwestern Bell Telephone Company/Illinois Bell Telephone Company Negotiations and Interconnection, and that the facts stated in the foregoing Joint Petition for Approval of Negotiated Agreement and Statement in Support of Joint Petition for Approval are true and correct to the best of her knowledge, information and belief.

Willena D. Slocum
Willena D. Slocum

Subscribed and sworn to before me this 5 day of April, 2000.

Mary C. Velez
Notary Public



**MERGER AMENDMENT TO THE
INTERCONNECTION AGREEMENT UNDER
SECTIONS 251 AND 252 OF THE TELECOMMUNICATIONS ACT OF 1996**

This Merger Amendment to the Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 (the "**Amendment**") is dated as of January 17, 2000 by and between Ameritech Information Industry Services, a division of Ameritech Services, Inc., with its principal offices at 350 North Orleans, Chicago, Illinois 60654, on behalf of and as an agent of Ameritech Illinois. ("**Ameritech**") Adams Telsystems, Inc., with its principal offices at 301 Route 94, Golden, Illinois 62339 ("**Requesting Carrier**").

WHEREAS, Ameritech and Requesting Carrier are parties to that certain Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 dated as of January 14, 1997 (the "**Agreement**");

WHEREAS, Ameritech, in the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141 (the "**FCC Conditions**"), agreed to offer certain advanced services OSS discounts on terms and conditions described in the FCC Conditions: and

WHEREAS, the Parties are entering into this Amendment to incorporate into the Agreement the rates, terms and conditions that reflect the advanced services OSS discounts as described in the FCC Conditions and incorporated by reference into this Amendment.

WHEREAS, Ameritech, in the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141 (the "**FCC Conditions**"), agreed to offer to qualifying CLECs certain promotional discounted prices on monthly recurring charges for unbundled Local Loops used in the provision of local service to residential end user customers on terms and conditions described in the FCC Conditions: and

WHEREAS, the Parties are entering into this Amendment to incorporate into the Agreement the rates, terms and conditions that reflect the promotional discounted prices on the Unbundled Local Loops used to provision residential services as described in the FCC Conditions and incorporated by reference into this Amendment.

WHEREAS, Ameritech, in the Conditions for FCC Order Approving SBC/Ameritech Merger CC Docket No. 98-141 (the "**FCC Conditions**"), agreed to offer to qualifying CLECs certain promotional resale discounts on telecommunication services that Ameritech provides at retail to subscribers who are not telecommunications carriers, where such services are resold to residential end user customers on terms and conditions described in the FCC Conditions; and

WHEREAS, the Parties are entering into this Amendment to incorporate into the Agreement the rates, terms and conditions that reflect the promotional resale discounts on

services that are resold to residential end user customers as described in the FCC Conditions and incorporated by reference into this Amendment.

NOW, THEREFORE, in consideration of the mutual promises contained herein, the Parties agree as follows.

1.0 DEFINED TERMS; DATES OF REFERENCE

1.1 Unless otherwise defined herein, capitalized terms shall have the meanings assigned to such terms in the Agreement and in the FCC Conditions.

1.2 "Amendment Effective Date" shall mean the date on which this Amendment is approved by the Commission under Section 252(e) of the Act.

1.3 For purposes of calculating the intervals set forth in the FCC Conditions:

(a) the Merger Closing Date is October 8, 1999.

2.0 AMENDMENTS TO THE AGREEMENT

Subject to Section 3.0 below, on and after the Amendment Effective Date, the Agreement is amended as follows:

2.1 Section 9.7 of the Agreement is amended by adding thereto the following new Sections:

9.7.4 OSS Discounts. Beginning thirty (30) days after the Merger Closing Date, Ameritech will, subject to Requesting Carrier's qualification and compliance with the provisions of Paragraph 18 of the FCC Conditions, provide Requesting Carrier access to unbundled 2-Wire ADSL-Compatible Loop(s), 2-Wire HDSL-Compatible Loop(s) and/or 4-Wire HDSL-Compatible Loop(s) described in Schedule 9.2.1 used to provide Advanced Services at the rates and on the terms and conditions set forth in Paragraph 18 of the FCC Conditions for the period specified therein, the rates, terms and conditions of which are incorporated herein by this reference. If Requesting Carrier does not qualify for the OSS discounts set forth in Paragraph 18 of the FCC Conditions, Ameritech's provision and Requesting Carrier's payment for unbundled Local Loops shall continue to be governed by Article IX.

9.7.5 Promotional Discounts on Unbundled Local Loops used for Residential Services. Ameritech will, subject to Requesting Carrier's qualification and compliance with the provisions of Paragraphs 45 and 46 of the FCC Conditions, provide Requesting Carrier access to unbundled 2-Wire Analog Voice Grade

Loop(s) and/or 2-Wire ISDN 160 Kbps Digital Loop(s) described on **Schedule 9.2.1** used by Requesting Carrier to provision local service to residential Customers only at the rates and on the terms and conditions set forth in Paragraphs 45 and 46 of the FCC Conditions for the period specified therein, the rates, terms and conditions of which are incorporated herein by this reference. If Requesting Carrier does not qualify for the promotional Unbundled Local Loop discounts set forth in Paragraphs 45 and 46 of the FCC Conditions, Ameritech's provision and Requesting Carrier's payment for Unbundled Local Loops shall continue to be governed by **Article IX**.

2.2 **Section 10.1** of the Agreement is amended by adding thereto the following at the end thereof:

Notwithstanding the foregoing, subject to Requesting Carrier's qualification and compliance with the provisions of Paragraphs 47, 48 and 49 of the FCC Conditions, the promotional resale discounts for services resold to residential Customers shall be as set forth in Paragraphs 47, 48 and 49 of the FCC Conditions for the period(s) specified therein, the rates, terms and conditions of which are incorporated herein by this reference.

2.3 **Article XIX** of the Agreement is amended by adding thereto new Sections as follows:

19.19 FCC Conditions Certification. In order to qualify for the OSS Discounts set forth in **Section 9.7.4**, Requesting Carrier shall deliver to Ameritech and the Commission, initially and on a quarterly basis, a Certificate of Eligibility for OSS Discounts in the form set forth on **Schedule 19.1** as specifically required by Paragraph 18 of the FCC Conditions.

19.20 FCC Conditions Certification. In order to qualify for the promotional discounted prices set forth in **Section 9.7.5**, Requesting Carrier shall deliver to Ameritech and the Commission, on a quarterly basis, a Certificate of Eligibility for Promotional Discounted Pricing on Unbundled Local Loops in the form set forth on **Schedule 19.2** as specifically required by Paragraph 46(e) of the FCC Conditions.

2.4 New **Schedules 19.1 - 19.2** are hereby added to the Agreement in the form attached hereto as Attachment 1.

2.5 **Article XXIX** is amended by adding the following new Section thereto:

29.6 Effect of Conditions. In accordance with Paragraph 75 of the FCC Conditions, if any of the FCC Conditions contained in this

Agreement and conditions imposed in connection with the merger under Illinois law grant similar rights against Ameritech, Requesting Carrier shall not have a right to invoke the relevant terms of these FCC Conditions contained in this Agreement, if Requesting Carrier has invoked substantially related conditions imposed on the merger under Illinois law.

2.6 Schedule 1.2 of the Agreement is amended by adding the following definitions in appropriate alphabetical order:

“Advanced Services” is as defined in Paragraph 2 of the FCC Conditions.

“FCC Conditions” means the Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141.

3.0 SUSPENSION OF CONDITIONS

Notwithstanding anything to the contrary in the Agreement or this Amendment, if the Merger Agreement is terminated, or the FCC Conditions are overturned or any of the provisions of the FCC Conditions that are incorporated herein by reference are amended or modified as a result of any order or finding by a court of competent jurisdiction or other governmental authority, the provisions described in Section 2.0 of this Amendment shall be automatically, without notice, suspended as of the date of such termination or order or finding and shall not apply after the date of such termination or order or finding.

4.0 MISCELLANEOUS

4.1 The Agreement, as amended hereby, shall remain in full force and effect. On and from the Amendment Effective Date, reference to the Agreement in any notices, requests, orders, certificates and other documents shall be deemed to include this Amendment, whether or not reference is made to this Amendment, unless the context shall otherwise specifically noted.

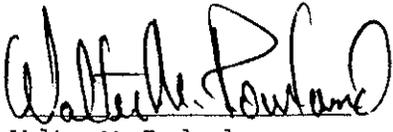
4.2 This Amendment shall be deemed to be a contract made under and governed by the Act and the domestic laws of the State of Illinois, without reference to conflict of law provisions.

4.3 This Amendment may be executed in counterparts, each of which shall be deemed an original but all of which when taken together shall constitute a single agreement.

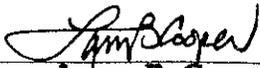
4.4 This Amendment constitutes the entire Amendment between the Parties and supersedes all previous proposals, both verbal and written.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their duly authorized representatives as of the Amendment Effective Date.

Adams Telsystems, Inc.

By: 
Printed: Walter M. Rowland
Title: Manager

Ameritech Information Industry Services,
a division of Ameritech Services, Inc., on
behalf of and as agent for Ameritech
Illinois.

By: 
Printed: Larry B. Cooper
Title: President-Industry Markets


Attachment 1

Schedule 19.1

**FORM OF CERTIFICATE OF ELIGIBILITY
FOR OSS DISCOUNTS**

{Insert Date}

VIA FACSIMILE AND U.S. MAIL

[Name and Address of Account Manager]

[Name and Address of Service Manager]

Dear _____:

This Certificate of Eligibility for OSS Discounts (the "Eligibility Certificate") is delivered to you pursuant to **Section 19.19** of the Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 dated as of January 14, 1997 by and between our companies, as amended to the date hereof (the "Agreement"). Unless otherwise defined herein or the context otherwise requires, terms used herein shall have the meanings provided in the Agreement and the FCC Conditions.

[INCLUDE FOLLOWING CERTIFICATION (INITIAL OR ON A QUARTERLY BASIS)]

As a condition to receipt of the promotional provisions set forth in the Agreement, [REQUESTING CARRIER] hereby certifies to Ameritech that

1. Requesting Carrier intends on using the following requested unbundled Local Loops to provision Advanced Services:

[LIST]

2. The requested unbundled Loops that have obtained the OSS discounts are being used to provision Advanced Services.

In Witness Whereof, [REQUESTING CARRIER] has caused this Eligibility Certificate to be executed and delivered by its duly authorized officer this ___ day of _____, _____.

[REQUESTING CARRIER]

By: _____

Name Printed: _____

Title: _____

[Faint, illegible text]

Schedule 19.2

**FORM OF CERTIFICATE OF ELIGIBILITY
FOR PROMOTIONAL DISCOUNTED PRICING ON
UNBUNDLED LOCAL LOOPS**

[Insert Date]

VIA FACSIMILE AND U.S. MAIL

[Name and Address of Account Manager]

[Name and Address of Service Manager]

Dear _____:

This Certificate of Eligibility for Promotional Discounted Pricing on Unbundled Local Loops (the "Eligibility Certificate") is delivered to you pursuant to **Section 19.20** of the Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 dated as of January 14, 1997 by and between our companies, as amended to the date hereof (the "Agreement"). Unless otherwise defined herein or the context otherwise requires, terms used herein shall have the meanings provided in the Agreement and the FCC Conditions.

As a condition to receipt of the promotional provisions set forth in the Agreement, _____ hereby certifies to Ameritech that the requested Unbundled Local Loops provided at the promotional discounted prices are being used in accordance with the FCC Conditions.

In Witness Whereof, _____ has caused this Eligibility Certificate to be executed and delivered by its duly authorized officer this ____ day of _____, _____.

By: _____

Name Printed: _____

Title: _____