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ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

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XO Illinois, Inc.)
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v.)
)
NorthPoint Communications, Inc.)

Docket No. 01-0296

Petition for Emergency Relief

Comes now, XO Illinois, Inc. and XO Communications, Inc. (collectively "XO"), by its attorneys, and states as follows:

On behalf of XO and its end user customers, XO seeks appropriate emergency action by the Commission that would delay for a reasonable period of time the disconnection by NorthPoint Communications ("NorthPoint") of xDSL services to XO as well as the disconnection of services and facilities provided by certain carrier creditors of NorthPoint, including possibly but not necessarily limited to AT&T, Birch Tel, Genuity Solution, Genuity Telecom, Level 3, McLeod, SBC and Worldcom (collectively "Carrier Creditors"). As you are probably well aware, NorthPoint formally declared bankruptcy earlier this year. On or about March 23, 2001, it was announced that AT&T agreed to purchase NorthPoint's assets. However, according to publicly available reports more than 100,000 end-user customers of NorthPoint nationwide, including 60,000 business users that daily rely on xDSL services for their daily operations, have to find an alternative xDSL provider on an expedited basis since NorthPoint is rapidly proceeding to terminate services to these end-users. In addition, NorthPoint is terminating the provision of its wholesale xDSL services to various resellers on an expedited basis with the result that additional end-user customers are in imminent danger of losing their xDSL services without being able to timely switch to an alternative provider.

Approximately 920 of XO's end-user customers in the State of Illinois are in imminent danger of losing their xDSL connectivity because of NorthPoint's rush actions. XO had acquired Concentric last year. Concentric was a reseller of NorthPoint's xDSL services. Thus, a number of XO end-user customers in the State receive xDSL services through NorthPoint's network. Loss of xDSL connectivity that is provided to XO's end-user customers by NorthPoint will damage the well being and economic interests of these end-user customers and have adverse effects on other parties. For example, this would be especially true for business establishments that provide medical and other health care services to the public and utilize NorthPoint's xDSL services, e.g., doctors' offices, clinics, pharmacies, etc. In addition, the premature termination of xDSL services provisioned by NorthPoint directly or indirectly will damage the overall quality of services offered by XO to its end-user customers and will irreparably damage XO's economic interests and ability to compete with other telecommunications carriers in the State of Illinois.

NorthPoint should not be permitted to terminate the provisioning of its xDSL services in such a hasty and unwarranted fashion. XO reasonably believes that NorthPoint's actions are being taken without the provision of adequate notice regarding the termination and/or interruption of its xDSL services to its end-user customers and to XO. Indeed, XO received a letter from NorthPoint dated March 22, 2001, which clearly failed to provide adequate notice regarding the termination of its NorthPoint's xDSL services. A copy of the letter is attached hereto as Exhibit A. This letter simply indicated that the cessation of NorthPoint's operations was "imminent" without providing a relevant time frame or seeking to cooperate with XO for the timely and orderly transfer of XO's end-user customers to another xDSL provider. XO believes that NorthPoint's actions may be in violation of applicable statutes and the Commission's regulations since NorthPoint is unilaterally proceeding to terminate the provisioning of its services without proper notice to the Commission or to its customers as required by 220 ILCS 5/13-406.

Specifically, 220 ILCS 5/13-406 provides in relevant part: "No telecommunications carrier offering or providing competitive telecommunications service shall discontinue or abandon such service once initiated except upon 30 days notice to the Commission and affected customers." Moreover, the Commission may utilize this provision to prohibit discontinuance or abandonment of a competitive telecommunications service if the Commission finds that it would be contrary to the public interest. NorthPoint's failure to meet these statutory obligations violates the provision's of the Act and prejudices XO's customers.

In addition, NorthPoint has not provided XO a valid Letter of Authorization ("LOA") to migrate circuits serving its end user customers to the carriers of XO's choice.

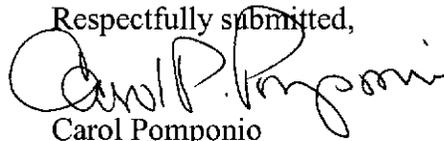
Further, it is XO's information, knowledge and belief that the Carrier Creditors are threatening to terminate the provision of services and facilities to NorthPoint which would similarly result in the shutdown of services for thousands of end user customers in Illinois. NorthPoint's ill-advised termination of service to XO and its end-user customers coupled with the Carrier Creditors' threatened termination of services to NorthPoint creates an emergency that must be ameliorated through timely actions of the Commission.

XO respectfully requests that the Commission take all necessary actions, institute the proper proceedings, and issue the appropriate emergency orders that will prohibit NorthPoint from prematurely terminating its xDSL services to XO and its end-user customers and will prohibit the Carrier Creditors from terminating services to NorthPoint which will result in the shut down of service to xDSL customers in Illinois. XO respectfully requests that the Commission order NorthPoint not to terminate its xDSL services to XO and its end-user customers for a period not less than the statutory period, after proper notice. This time interval will permit XO to supply alternative dial-up data services to its affected end-user customers in the interim; switch them to its own xDSL services where facilities permit; or, switch them to an alternative xDSL provider such as Covad Communications Company. Furthermore, XO respectfully requests that NorthPoint should be ordered not to terminate any of its xDSL services to XO and its end-user customers and concomitantly the Carrier Creditors be ordered not to take actions that would result in such termination of services prior to the initiation of the proceeding by the Commission and the conduct of an appropriate hearing. It is XO's information,

knowledge and belief that NorthPoint is not obliged to terminate the provisioning of its xDSL services until such a time as its transaction with AT&T is finalized. Thus, there are no technical reasons that justify NorthPoint's premature and unwarranted termination of xDSL services to XO's end-user customers. XO also requests that the Commission order NorthPoint to issue a valid LOA to XO as requested by XO.

Wherefore, Petitioner respectfully requests that the Commission initiate the proper proceeding and issue the appropriate emergency order prohibiting NorthPoint from terminating the provisioning of xDSL services to XO's end-user customers, and such other relief as it deems appropriate and proper.

Respectfully submitted,



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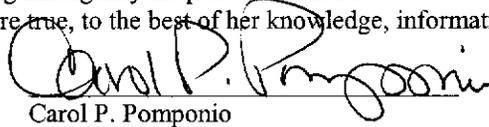
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Its Attorneys

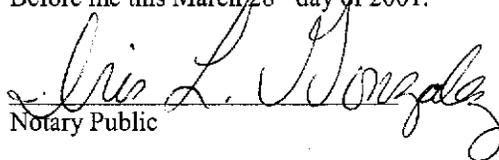
STATE OF ILLINOIS)
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COUNTY OF COOK)

VERIFICATION

Carol P. Pomponio, being first duly sworn, deposes and states that she is an attorney for XO Illinois, Inc., that she has read the foregoing Emergency Request for Relief and knows the contents thereof, and that the statements therein contained are true, to the best of her knowledge, information and belief.


Carol P. Pomponio

SUBSCRIBED AND SWORN TO
Before me this March 28th day of 2001.


Notary Public

My commission expires on 4-08-03



Service List:

NorthPoint Communications, Inc.
303 2nd Street, South Tower
San Francisco, CA 94107