

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

SPRINTCOM, INC., WIRELESSCO, L.P.,)	
NPCR, INC. D/B/A NEXTEL PARTNERS, AND)	
NEXTEL WEST CORP.)	
)	
Petition for Arbitration, Pursuant to Section)	Docket No. 12-0550
252(b) of the Telecommunications Act of 1996, to)	
establish an Interconnection Agreement With)	
)	
Illinois Bell Telephone Company d/b/a AT&T)	
Illinois)	

**CBEYOND COMMUNICATIONS, LLC,
LEVEL 3 COMMUNICATIONS, LLC, PEERLESS NETWORK OF ILLINOIS, LLC,
AND TW TELECOM OF ILLINOIS LLC'S PETITION TO INTERVENE**

Cbeyond Communications, LLC (“Cbeyond”), Level 3 Communications, LLC (“Level 3”), Peerless Network of Illinois, LLC and tw telecom of illinois llc (“tw telecom”), (collectively, “Intervenors”), by their attorney, hereby petition to intervene in the above captioned proceeding, pursuant to Part 762.210 of the Rules of Practice of the Illinois Commerce Commission (“Commission”), 82 Ill. Admin. Code Part 762.210. Intervenors state as follows in support of this Petition.

1. Cbeyond is a Delaware limited liability company duly authorized to do business in the State of Illinois. Cbeyond has its principal offices at 320 Interstate North Parkway Suite 300, Atlanta, GA 30339.

2. Level 3 is a limited liability company duly authorized to do business in the State of Illinois. Level 3 has its principal offices at 1025 Eldorado Boulevard, Broomfield, CO 80021.

3. Peerless Network of Illinois, LLC is a limited liability company duly authorized to do business in the State of Illinois. Peerless has its principal offices at 225 S. Riverside Plaza, Suite 2730, Chicago, Illinois, 60606.

4. tw telecom is a limited liability company duly authorized to do business in the State of Illinois. tw telecom has its principal offices at 10475 Park Meadows Drive, Littleton, Colorado 80124.

5. Intervenors are telecommunications carriers authorized to provide competitive local exchange and interexchange telecommunications services within Illinois.

6. Part 762.210 of the Commission's Rules permits carriers to intervene in Section 252 arbitration proceedings. 83 IllAdm.Code Part 762.210. In the Commission's rulemaking proceeding adopting Part 761, the Commission made clear that, while third-party carriers could not participate during the arbitration phase of an arbitration proceeding under 47 U.S.C. § 252, "interested carriers have the opportunity to participate under proposed part 762 which allows intervention in the proceedings for approval of agreements adopted by arbitration" *See Adoption of 83 Ill. Adm. Code 761 to implement the arbitration provisions of Section 252 of the Telecommunications Act of 1996*, Dkt. No. 96-0297, 1996 WL 33660071 (I.C.C. Sept. 5, 1996)).

7. Part 762.210 provides that parties wishing to intervene must provide a plain and concise statement of the petitioners' interest in the proceedings, and that "[w]hile a petition for leave to intervene is pending, the Hearing Examiner, in his or her discretion, may permit the petitioner to participate in the proceeding." 83 Ill.Adm.Code § 762.210.

8. Each of the Intervenors have deployed Internet Protocol ("IP") technology throughout their network in Illinois, and use IP technology to provide services to Illinois customers. Through their IP networks, Intervenors exchange telecommunications calls with

Illinois Bell, including local, long distance, directory assistance, operator services and enhanced 911 calls.

9. Sprint and Illinois Bell have requested that the Commission resolve a dispute between them on the appropriate IP interconnection and conditions to be incorporated into their Interconnection Agreement.

10. In the FCC's *Connect America Fund* proceeding ("CAF Order"¹), the FCC held that it "expect[s] all carriers to negotiate in good faith in response to requests for IP-to-IP interconnection for the exchange of voice traffic," and that it "expect[s] such good faith negotiations to result in interconnection arrangements between IP networks for the purpose of exchanging voice traffic."

11. This arbitration proceeding will address whether, and on what terms, Illinois Bell will be required to provide IP interconnection to Sprint, and thus will form the basis of Illinois Bell's negotiations with other carriers, including Intervenors.

12. Because Intervenors' negotiations for IP interconnection with Illinois Bell will be affected by the Commission's decision in this proceeding, Intervenors have an interest in the Commission's decision, and are permitted to intervene.

13. Should this petition be granted, Intervenors request that the Commission and all parties please include the following on the service list:

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¹ *In the Matter of Connect America Fund*, 26 FCC Rcd. 17663, ¶ 1011, Report & Order & Further Notice of Proposed Rulemaking (2011).

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For the foregoing reasons, Intervenors respectfully requests that this Commission grant this Petition to Intervene, and that each of the Intervenors be made a party to this proceeding.

Dated: April 26, 2013

Respectfully Submitted,

By: 

One of its attorneys

Kelley Drye & Warren LLP
Henry T. Kelly, Esq.
Michael R. Dover, Esq.
Kelley Drye & Warren LLP
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Chicago, IL 60606

STATE OF ILLINOIS
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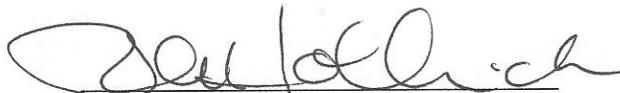
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COUNTY OF COOK

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TW TELECOM OF ILLINOIS LLC
VERIFICATION

I, Pamela H. Hollick, Vice President of Regulatory, being first duly sworn, depose and state that I am an employee of **tw telecom inc.**, the parent company of **tw telecom of illinois llc**, that I have read the foregoing Petition to Intervene and know the contents thereof and that the statements therein contained are true, to the best of my knowledge information and belief.



Pamela H. Hollick
Vice President of Regulatory
tw telecom inc.

Subscribed and Sworn to before me
This 25 day of April 2013



Notary Public



STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

STATE OF ~~ILLINOIS~~ ^{Colorado})
COUNTY OF ~~COOK~~ ^{Broomfield}) SS
)

LEVEL 3 COMMUNICATIONS, LLC
VERIFICATION

I, Scott Seab, being first duly sworn, depose and state that I am employed as a Corporate Counsel of Level 3 Communications, LLC, that I have read the foregoing Petition to Intervene and know the contents thereof and that the statements therein contained are true, to the best of my knowledge information and belief.



Scott Seab
Corporate Counsel
Level 3 Communications, LLC

Subscribed and Sworn to before me
This 25th day of April 2013



Notary Public



My Commission Expires: 9-30-2014

**STATE OF ILLINOIS
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NPCR, INC. D/B/A NEXTEL PARTNERS, AND)	
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Illinois)	

NOTICE OF FILING

Please take notice that on April 26, 2013, I caused to be filed via the Illinois Commerce Commission's eDocket, **Cbeyond Communications, LLC, Level 3 Communications, LLC, Peerless Network of Illinois, LLC, and tw telecom of illinois llc's Verified Petition to Intervene.** A copy of the foregoing documents are hereby served upon you.



Henry T. Kelly, attorney for
Cbeyond Communications, LLC, Level 3
Communications, LLC, Peerless Network of
Illinois, LLC and tw telecom of illinois llc

CERTIFICATE OF SERVICE

I, Henry T. Kelly, an attorney, on oath state that I served a copy of **Cbeyond Communications, LLC, Level 3 Communications, LLC, Peerless Network of Illinois, LLC, and tw telecom of illinois llc's Verified Petition to Intervene** on the service list maintained on the Illinois Commerce Commission's eDocket system for the instant docket via electronic delivery on April 26, 2013.



Henry T. Kelly