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CHIEF CLERK'S OFFICE

Illinois Bell Telephone Company)
(Ameritech Illinois) and)
TDS Metrocom, LLC as a successor in interest)
TDS Metrocom, Inc.)
)
)
Approval of the First Amendment to the)
Interconnection Agreement dated August 29,)
2002, pursuant to 47 U.S.C. §§ 252(a)(1) and)
252(e).)

Docket No. 02-0558

PETITION FOR LEAVE TO INTERVENE

Pursuant to the Rules of Practice of the Illinois Commerce Commission, 83 Ill. Admin. Code Sections 200.200 and 763.30, WorldCom, Inc., on behalf of itself and on behalf of its affiliated companies, by and through its attorneys, respectfully requests that it be granted leave to intervene and be made a party in the above-captioned proceeding. In support of this Petition, WorldCom, Inc. states as follows:

1. On September 14, 1998, WorldCom, Inc. completed its merger with MCI Communications Corporation. The merged companies are now known collectively as WorldCom, Inc. ("WorldCom"). WorldCom is a corporation duly authorized to do business in the State of Illinois. Various Illinois operating subsidiaries of WorldCom are subject to the jurisdiction of the Commission. WorldCom has its principal Illinois offices at 205 North Michigan Avenue, Chicago, Illinois 60601, telephone number (312) 470-2121.

2. MCI WorldCom Communications, Inc. is a telecommunications carrier providing competitive interexchange telecommunications services throughout the State of Illinois, and is authorized to provide such services on an interMSA and intraMSA basis. See Orders of the Illinois Commerce Commission, Docket No. 83-0670, June 27, 1984, May 14, 1996 and September 30, 1997; *see also* 220 ILCS 5/13-202, 5/13-203 (1993). MCImetro Access Transmission Services, LLC (“MCImetro”) is certificated to provide resold and facilities-based local telecommunications services in those portions of the state served by Illinois Bell Telephone Company d/b/a Ameritech Illinois (“Ameritech”). *MCI Metro Access Transmission Services, Inc.*, Order, Illinois Commerce Commission Docket No. 94-0400, August 16, 1995; *MCImetro ACCESS TRANSMISSION SERVICES, INC.*, Order, Illinois Commerce Commission Docket No. 97-0057, March 12, 1997. In addition, other WorldCom subsidiaries, including MCI WorldCom Communications, Inc., f/k/a WorldCom Technologies, Inc., are certificated to provide various types of telecommunications services in Illinois. See, e.g., Order, Illinois Commerce Commission Docket No. 97-0349, September 24, 1997, as amended December 3, 1997.

3. On August 30, 2002, the Application for Approval of the First Amendment to the Interconnection Agreement Between Illinois Bell Telephone Company (d/b/a Ameritech Illinois) and TDS Metrocom, LLC (“TDS”) (“the Proposed Amendment”) was filed with the Illinois Commerce Commission (“Commission”). This particular Proposed Amendment, because it involves an agreed remedy plan that will govern the relationship between Ameritech and TDS (the “TDS Plan”), is especially important to WorldCom given recent events in the litigation surrounding the Commission-ordered remedy plan.

4. As the Commission is aware, Ameritech has gone to extraordinary lengths to utilize the TDS Plan as a basis for seeking rehearing of the Commission's order in the Ameritech remedy plan proceeding, Docket 01-0120, in an attempt to substitute the TDS Plan for the Commission approved remedy plan for purposes of the Section 271 proceeding in Docket 01-0662.¹ In the Notice of Agreement that it filed in Docket 01-0120, on August 26, 2002 Ameritech stated:

4. The July 10 Order [the Commission's Order in 01-0120] directed Ameritech Illinois to implement several modifications to the original Condition 30 plan. The Commission also acknowledged (at 20), that "Condition 30, and consequently the Remedy Plan, expires in three years" after the merger closing date. At the same time, however, the Commission stated that "*any* future reference (in either concurrent or prospective dockets before the Commission) to a Remedy Plan in place in Illinois, either voluntarily or pursuant to Commission Order, shall mean the Remedy Plan adopted pursuant to this Order."

5. Ameritech Illinois filed an Application for Rehearing of the Commission's order on August 9, 2002. Among other things, Ameritech Illinois notified the Commission that it planned to seek approval of a compromise plan for use after the October 2002 expiration of the current plan. Ameritech Illinois also stated that it was conducting negotiations on that proposal with a CLEC participating in this docket. Ameritech Illinois accordingly asked that the Order be modified or clarified so that it did not preclude consideration of that proposal, or any agreement reached pursuant to that proposal.

6. The purpose of this filing is to inform the Commission that Ameritech Illinois has now reached agreement with that CLEC – TDS – and that the parties will jointly petition the Commission to approve an amendment to their interconnection agreement reflecting their agreed Remedy Plan. In addition, the parties plan to jointly petition the Commission to adopt the

¹ See Ameritech Application for Rehearing, Docket 01-0120, filed August 9, 2002, in which Ameritech sought rehearing based in part on significant progress it had made in "reaching a five-state agreement with one of the CLECs that participated in this docket." Ameritech Application, p. 2. Ameritech then filed a "Notice of Agreement between TDS Metrocom, Inc. and Ameritech Illinois" in Docket 01-0120 on August 26, 2002 ("Notice of Agreement"). The Commission denied Ameritech's Application for Rehearing in Docket 01-0120 on August 27, 2002.

remedy plan in Docket No. 01-0662. The amendment is attached as Exhibit 1 hereto; the remedy plan itself is attached as Exhibit 2, and it includes an Attachment A.

7. Again, Ameritech Illinois does not ask that the Commission evaluate the agreement here. All Ameritech Illinois has asked is that the July 10 Order be modified or clarified so that it does not preclude consideration of the aforementioned agreed Remedy Plan in Docket No. 01-0662 or in a section 252 proceeding to approve an amendment to the parties' interconnection agreement. All Ameritech Illinois asks *here* is that the Commission take administrative notice of the fact that agreement has been reached (as opposed to the terms of that agreement, which can be reviewed and evaluated elsewhere).²

As the Notice of Agreement makes clear, despite the Commission's order in Docket 01-0120, Ameritech contends that Ameritech and TDS "plan to jointly petition the Commission to adopt the remedy plan in Docket No. 01-0662." It is clear that Ameritech wants the TDS Plan to be the "default" remedy plan that would apply to all Competitive Local Exchange Carriers ("CLECs"). Consequently, by all indications Ameritech will be seeking to use specific terms of the TDS Plan as ammunition against competitors other than TDS in the 271 Docket, as well as in subsequent interconnection agreement negotiations and arbitrations.

5. In addition, because of the vital importance of the terms of interconnection agreements between incumbent local exchange carriers ("ILECs") such as Ameritech and competitors (such as TDS) who must interconnect with ILEC networks in order to provide service to their customers, and given the existence of the opt-in rights set forth in 47 U.S.C. 252(i), the final form of the TDS Plan is important to other competitors, including WorldCom.

² Notice of Agreement, pp. 3-4.

For all of these reasons, it is important for WorldCom to participate in any proceeding in which the TDS Plan is being reviewed and evaluated.³

6. As discussed above, as certificated telecommunications carriers doing business in Illinois, WorldCom's affiliated companies may be directly and substantially affected by any determinations that the Commission may make regarding the issues in the above-captioned proceeding.

7. No other party to this proceeding can adequately represent WorldCom's interests.

8. WorldCom accepts the status of the record as it exists today and is not requesting party status for the purposes of delay.

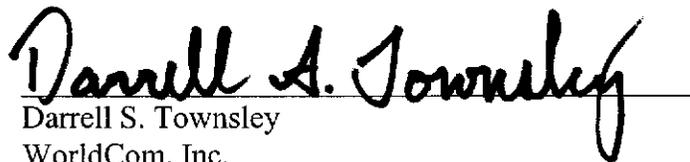
WHEREFORE, WorldCom respectfully requests that its Petition for Leave to Intervene be granted, and that it be made a party to this proceeding.

Respectfully submitted,

WorldCom, Inc.

Dated: September 24, 2002

By:



Darrell S. Townsley
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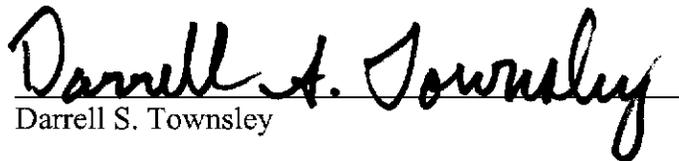
One of Its Attorneys

³ While WorldCom is reluctant to criticize the remedy plan choices of another CLEC, the TDS Plan appears to have broader implications for the entire industry.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

VERIFICATION

Darrell S. Townsley, being first duly sworn, deposes and states that he is an attorney representing WorldCom, Inc., that he has read the Petition for Leave to Intervene of WorldCom, Inc. in Illinois Commerce Commission Docket No. 02-0558 and knows the contents thereof, and that the statements therein contained are true, to the best of his knowledge, information and belief.


Darrell S. Townsley

SUBSCRIBED AND SWORN to
before me this 24th day of September, 2002.



Notary Public

My commission expires on August 9, 2005

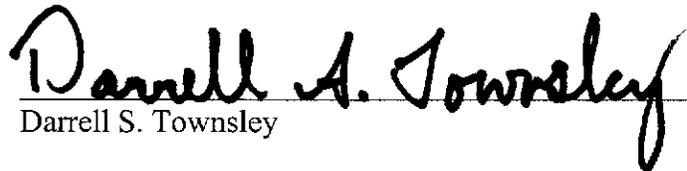


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NOTICE OF FILING

Please take notice that on September 24, 2002, I caused to be sent by Federal Express, postage prepaid, the original WorldCom, Inc. Petition for Leave to Intervene in the above-captioned matter to the Chief Clerk of the Illinois Commerce Commission, Donna Caton, 527 E. Capitol, Springfield, Illinois 62701.


Darrell S. Townsley

CERTIFICATE OF SERVICE

I, Darrell S. Townsley, certify that I caused to be served from WorldCom, Inc.'s Chicago, Illinois offices a copy of its Petition for Leave to Intervene in the above-captioned docket, together with a Notice of Filing, upon all parties on the attached service list on this 24th day of September, 2002, by United States First Class Mail, postage prepaid.


Darrell S. Townsley

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Docket Number 02-0558

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