

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
GTE CORPORATION,)	
)	File No. 98-184
Transferor,)	
)	
and)	
)	
BELL ATLANTIC CORPORATION,)	
)	
Transferee)	
)	
For Consent to Transfer Control)	

**JOINT DECLARATION OF
MARION C. JORDAN AND JERRY HOLLAND**

1. My name is Marion C. Jordan. I am Vice President – CLEC Systems Support. My responsibilities include overseeing the Bell Atlantic local operating telephone companies’ Change Management process and communications with competitive local exchange carriers (“CLECs”), new release and new entrant testing for CLECs, and overall project management for the implementation of CLEC requests concerning access to Bell Atlantic’s operations support systems (“OSS”). I assumed my current responsibilities on September 1, 1999.

2. From August 1996 until my recent appointment, I was Director – Systems Management Services in the Telecom Group Systems organization. In that position, I was responsible for directing the systems development work necessary to meet the requirements of the Telecommunications Act of 1996, and to enable CLECs to obtain

access to Bell Atlantic's OSS. I joined Bell Atlantic in 1994. I was initially responsible for development activities for several retail systems.

3. My name is Jerome Holland. I am Director Special Projects for GTE Network Services. Prior to my current assignment, I was Director Open Markets Transition Program Office for GTE Service Corporation. In that role, my principal duties included the development, direction and supervision of the functions required to provide open access to OSS to CLECs. These duties included, but were not limited to, the development, deployment, administration, and enhancement of local wholesale systems. I also have appeared on behalf of GTE in numerous state regulatory proceedings regarding OSS.

Purpose

4. The purpose of our statement is to describe the different OSS currently used by Bell Atlantic and by GTE, and the different interfaces and business rules through which CLECs obtain access to those OSS. Bell Atlantic and GTE have performed a high-level evaluation of the OSS and interfaces of the two companies, and have catalogued the systems and capabilities. The companies are limited at this time, however, in their ability to share information about proprietary systems and software. Nevertheless, the work to date has shown that Bell Atlantic and GTE use very different OSS and interfaces.

5. We also describe the work that would be required to provide uniform interfaces and business rules across the new merged company, and why requiring the merged company to undertake that effort would be costly and disruptive to the CLEC community. Instead, a requirement that interfaces and business rules conform to industry

standards (where such standards exist) and be uniform within GTE and within Bell Atlantic, respectively (except where state regulatory requirements, product definitions, network equipment, facilities, and provisioning, and collective bargaining agreements prevent such uniformity), makes the most sense.

6. Finally, we describe the collaborative proceedings through which CLECs have provided and will provide significant input to the interfaces and business rules used by those carriers to do business with Bell Atlantic and GTE, respectively. Because the current design of the interfaces and business rules reflects this input, and because competing carriers will have continuing input through the change management processes used in each company, a requirement for new collaborative proceedings would be redundant and a further waste of time and resources.

7. There are currently over 350 CLECs authorized to use Bell Atlantic's electronic interfaces to order unbundled elements or resold services. In December of 1999, there were 188 different CLECs that used at least one of GTE's electronic interfaces for ordering. Of these, only about 50, or approximately 11% of the total of about 485 different CLECs, are doing business with both companies. In other words, eight out of nine CLECs operate in only one of the companies' service areas, yet all CLECs would be required to make changes in their own systems and operations to accommodate any changes designed to bring greater uniformity to Bell Atlantic's and GTE's interfaces.

Differences in Network Architecture

8. Unlike SBC and Ameritech, Bell Atlantic and GTE do not share common histories from either a network or a systems perspective. Their respective OSS have been

developed from significantly different sources and, as a result, the interfaces and business rules through which CLECs obtain access to those systems differ significantly.

9. For example, Bell Atlantic's ILEC operations are made up of a group of local exchange companies that, before January 1, 1984, were part of the Bell System. Prior to 1984, the Bell System telephone operating companies and Western Electric were owned by AT&T and participated in common network design and systems development. From January 1, 1984 through November 14, 1997, the Regional Bell companies continued to own Bellcore (now Telcordia) jointly, and used Bellcore to maintain and update some of the same systems. Other systems were developed and implemented by various Bell operating companies at different times or in different ways. Nevertheless, there is substantial similarity among a number of systems used by Bell operating companies.

10. GTE, on the other hand, was formed from the historical combination of smaller telephone companies that were never part of the Bell System. GTE was formed in 1918 from Richland Center Telephone Company. In 1920, the company added properties in Wisconsin. In 1935, the company was reorganized as General Telephone Corporation (GTE). Subsequently, GTE made a number of other acquisitions: Peninsular Telephone Co. in 1957; a controlling interest in Quebec-Telephone in 1966; Hawaiian Telephone Company in 1967; and Northern Ohio Telephone Company in 1968. In 1990, GTE and Contel Corporation merged. Immediately following the passage of the Telecommunication Act of 1996, GTE entered the long distance business, based on a long-term agreement with LDDS WorldCom. In 1997, GTE acquired BBN, a pioneer company involved in the founding of the Internet, and purchased fiber-optic capacity

from Qwest to develop internetworking capabilities. At its peak, GTE's ILEC operations covered 63 separate study areas in 41 states or territories. None of the acquisitions or growth of GTE had any Bell System nexus.

11. GTE and other independent telephone companies did not participate in the Bell System network and systems development. GTE developed its own telecommunication equipment manufacturing capabilities, in a fashion similar to the manufacturing done by Western Electric for the Bell System companies. GTE also developed its own systems, including the systems now used to perform pre-ordering, ordering, provisioning, maintenance/repair and billing functions.

12. Today, largely as a result of these different development histories, the network architectures of Bell Atlantic and GTE are significantly different. For example, the most widely deployed switch in GTE's ILEC network today is the GTD5, a switch manufactured by GTE. GTE has approximately 1,648 switches, excluding remotes. Approximately 610 of these switch base units are GTD5 switches. In contrast, Bell Atlantic has no GTD5 switches. Moreover, the network architectures are tightly linked to each company's respective OSS. Thus, 37% of GTE's network, the portion represented by the GTD5, could not interact with or be supported by Bell Atlantic's network management systems and OSS without substantial re-programming efforts.

Overview of OSS and Interfaces

13. Attachment A presents a pictorial overview of the major OSS systems and interfaces used by Bell Atlantic and GTE, and graphically illustrates the fundamental system differences in every major OSS function between the two companies. Bell Atlantic and GTE have performed an initial inventory of their major OSS systems and

interfaces, and found that only one – StarMem – is common. StarMem is not a core system that determines basic system design. Rather it is a component application that primarily provides specialized maintenance and repair functions for features.

GTE Interfaces

14. GTE provides two primary interfaces through which CLECs can obtain access to its OSS. The first, a system called Wholesale Internet Service Engine (WISE), is a web-based application that allows CLECs to submit pre-order, order, maintenance and repair transactions to any GTE ILEC over the Internet. GTE also provides a system called SIGS (Secure Integrated Gateway System) which offers CLECs an application-to-application interface to GTE systems for pre-order, ordering, maintenance and repair transactions. Both WISE and SIGS have been deployed uniformly throughout the GTE ILEC footprint, providing CLECs with a uniform means of interfacing with GTE's pre-ordering, ordering, and maintenance and repair systems.

15. GTE provides several other interfaces for particular OSS functions. For example, GTE provides electronic connection for ordering by using the Connect Direct (formerly, Network Data Mover or NDM) file transfer product to transmit Local Service Requests (LSRs) to the National Open Markets Center (NOMC). NDM is an industry-accepted method currently in use for transmittal of Carrier Access Bills and Access Service Requests. GTE also makes available an Electronic Data Interchange (EDI) interface for ordering. This interface currently uses the Local Service Ordering Guidelines version 2 (LSOG2) industry standard. In April 2000, GTE will move its pre-ordering and ordering interfaces to the industry standard LSOG 4. GTE has also been working with CLECs to develop and deploy a CORBA-based (Common Object Request

Broker Architecture) interface for pre-ordering. Although CLECs may also send order requests to the GTE NOMC by mail or fax, the fact that 96% of orders received from CLECs are electronic indicates that GTE has developed effective electronic interfaces meeting CLECs' needs.

16. GTE provides detailed billing information to CLECs on paper, Compact Disk Read-Only Memory (CD-ROM) or as an electronic file structured in standard EDI 811 electronic format. Transmission of the bill in EDI 811 format is available over the existing NDM application. GTE also provides unrated usage records, commonly referred to as Daily Usage Files (DUF), to the CLECs for their use in billing their end user customers. GTE has deployed an NDM application for the delivery of usage records to each CLEC. Magnetic tape is also available.

Bell Atlantic Interfaces

17. Bell Atlantic provides three electronic interfaces that allow CLECs to obtain access to pre-ordering OSS – two application-to-application interfaces (EDI and CORBA) and a Web-based Graphical User Interface (Web GUI). For both application-to-application interfaces and the Web GUI, Bell Atlantic has implemented the associated functions and transaction formats specified in LSOG 3 and, as discussed below, is in the process of implementing LSOG 4.

18. Bell Atlantic provides CLECs a choice of two interfaces for submitting resale and UNE orders – EDI and the Web GUI. Bell Atlantic provides EDI issue 8 (with LSOG version 2 formats) for ordering and will implement LSOG 4 in February 2000. Both interfaces allow CLECs to order both unbundled network elements (UNEs) – including combinations of UNEs – and resold services.

19. CLECs may order interconnection trunks and other access-type services by submitting an ASR to Bell Atlantic over Connect Direct (formerly NDM) or by faxing their orders. (Connect Direct is also used for the exchange of billing information, as discussed below.) In addition, some ASRs can be submitted using the Web GUI.

20. For maintenance and repair, Bell Atlantic provides CLECs with the Web GUI, discussed above, which provides access to a platform called Repair Trouble Administration System (RETAS). Using the Web GUI, CLECs are able to perform maintenance and repair tasks or functions for resale dial tone line services and UNE loops. In addition, pursuant to Joint Implementation Agreements negotiated with two carriers, Bell Atlantic has implemented electronic bonding based on the TIM1 standards for access and local maintenance and repair in the South and is in the process of implementing it in the North.

21. Bell Atlantic provides wholesale bills to CLECs on paper, over Connect Direct, on tape, or on CD-ROM at the CLEC's choice. In addition, CLECs can choose whether to receive daily usage files over Connect Direct or on tape.

Requiring Uniformity Would Be Costly And Disruptive To CLECs.

22. If Bell Atlantic and GTE were required to deploy uniform interfaces and business rules through which CLECs would obtain access to OSS across the combined company, it would cost enormous sums and disrupt the operation of CLECs.¹ These

¹ Even so, ordering of resold services would not be uniform between GTE service areas and Bell Atlantic service areas. Bell Atlantic uses Uniform Service Order Codes (USOCs), which were developed in the 1970's by AT&T to identify tariffed services and equipment. GTE developed its own service codes, called Item of Service Codes (IOSCs). Today, GTE only uses USOCs within CABS for access services. For other retail services, GTE uses IOSCs, which are fundamentally different service codes from USOCs. Bell Atlantic uses over 25,000 USOCs, while GTE uses approximately 30,000 IOSCs. The analysis required to quantify the enormous cost and effort involved in

estimates are based on the experiences, described in more detail below, that Bell Atlantic and GTE have had as a result of the GTE/Contel and Bell Atlantic/NYNEX mergers.

23. For example, the implementation of LSOG 4 in the Bell Atlantic region, which will provide uniform pre-ordering and ordering business rules (despite the different legacy systems from the former Bell Atlantic states and the former NYNEX states with which the interfaces must interact), has required nearly two years of analysis and work within Bell Atlantic and with the CLECs. The design and coding phase for LSOG 4, alone, has involved more than 300 full-time equivalent employees across 15 major systems groups.² The effort began with the analysis of business rules for LSOG 3 (which ultimately was not implemented pursuant to a decision by the CLECs as part of the Change Management Process, but which was transferable to LSOG 4). The design of uniform business rules required such a significant amount of time because each field specified in LSOG may be related to both business processes and coding in multiple systems. Moreover, the work effort described above does not include the time and expense associated with replacing PREMIS (a system used in Bell Atlantic-North to provide address validation and telephone number selection and reservation) with LiveWire (the system used for those functions in Bell Atlantic-South). The roll-out of

unifying these codes has not been done, and therefore no estimate is included in these figures.

² Although GTE and Bell Atlantic are both implementing LSOG version 4, a preliminary comparison of the business rules being deployed by the two companies shows that a majority of them are not common. Because of the significantly different legacy systems and processes used within each company, the information required from CLECs (which is specified in the business rules) is different. As a result, the effort to implement uniform business rules within a new Bell Atlantic/GTE would be greatly multiplied.

LiveWire, however, also was critical to enabling uniform pre-ordering business rules throughout the Bell Atlantic region.

24. The effort to implement uniform interfaces and business rules throughout the merged Bell Atlantic and GTE service areas, for multiple interfaces and every OSS function required by the Commission, would be much greater and more time consuming. Essentially, this task would require major modifications to the core systems of customer care, billing, and trouble management, and the integration of those systems with core provisioning systems. These systems are intricately tied to business processes and practices that have grown up over many years, reflecting different local regulatory and business environments.

25. Because GTE and Bell Atlantic both serve parts of Pennsylvania and Virginia, it might appear that requiring uniformity of interfaces and business rules within those states would be a less costly and time consuming step than requiring uniformity across the entire merged company. That is not the case. Since both companies are already working to ensure uniform interfaces and business rules within the GTE service areas, including Pennsylvania and Virginia, and uniform interfaces and business rules within the Bell Atlantic service areas, including Pennsylvania and Virginia, then any changes to make the two sets of interfaces and business rules uniform across service areas in Pennsylvania and Virginia necessarily would require changes to implement uniformity throughout both companies.

26. A different approach would be to convert all of GTE's end user customer accounts in Pennsylvania and Virginia to Bell Atlantic systems, and use Bell Atlantic's OSS to serve those customers in the future. While this would provide uniformity within

Pennsylvania and Virginia, it would mean that access to OSS in GTE's service areas in those states would no longer be uniform with access to OSS in other GTE service areas. As GTE's 1990 merger with Contel shows, such a conversion would also be time consuming and costly.

27. GTE converted approximately 4 million Contel access lines to GTE systems following the merger of the two companies. The conversion involved not only all customer records, but also all engineering, facility inventory, and other systems used to serve those customers. The conversion cost over \$380 million and took approximately four years. Although GTE has fewer access lines in Pennsylvania and Virginia (approximately 1.3 million), the costs of programming to do the conversion are not related to the number of access lines involved. As a result, GTE and Bell Atlantic estimate that converting GTE's customers to Bell Atlantic systems could cost hundreds of millions of dollars.

28. CLECs that have developed their own systems and interfaces based on Bell Atlantic's and GTE's current systems and interfaces would also be required to undertake substantial work and expense to accommodate any changes. For example, CLECs that have developed application-to-application interfaces would be required to reconfigure their network to maintain connectivity and to re-program their systems to accommodate changed business rules. All CLECs, whether they use application-to-application interfaces or GUIs, would have to retrain their personnel on new business rules and transaction formats. These changes would have an especially great impact on smaller CLECs that may only operate in one of the company's service areas. Even large CLECs that operate on a national basis, however, have expressed concern. For example,

AT&T told the California PUC that the proposed merger threatens to disrupt critical ongoing negotiations between AT&T and GTE, and separate critical negotiations between AT&T and Bell Atlantic, relating to OSS. (AT&T/MCI Brief in Case No. A.98-12-005 at 36)

29. AT&T and MCI WorldCom also told the California PUC that the effort of Bell Atlantic and GTE to integrate their “vastly different network systems” “threatens to undo much of the effort that AT&T and MCI WorldCom have already expended trying to get operational OSS from each applicant,” which would “ultimately hinder the efforts of AT&T, MCI WorldCom, Sprint and other CLECs to compete against GTE in California when the CLECs are not able to access customer information or to exchange ordering and provisioning data.” (*Id.*)

30. Consequently, it is clear that a requirement to make Bell Atlantic’s and GTE’s interfaces and business rules uniform could have significant negative consequences for CLECs.

**The Circumstances of the Bell Atlantic/GTE Merger
Make Federal OSS Collaboratives Unnecessary**

31. Both Bell Atlantic and GTE have been engaged in detailed, comprehensive state proceedings that focus on the adequacy of the companies’ OSS and the services they provide to CLECs that interconnect with the two companies.

Collaboratives Involving Bell Atlantic

32. In October 1997, the New York Public Service Commission (PSC) convened a collaborative proceeding to address issues relating to development by CLECs of electronic interfaces and business rules through which they would obtain access to Bell Atlantic’s OSS for unbundled network elements and to establish a process for managing

changes to those interfaces. Five CLECs participated actively in the proceeding and approximately nine other CLECs monitored the proceedings and received regular updates on the progress.

33. The collaborative proceeding, which lasted approximately seven months with more than 95 days of meetings, involved formal and informal discussions, presentations, educational workshops and joint development of test scenarios. The parties identified, discussed and resolved over 300 issues under the guidance of Administrative Law Judges and the PSC staff.

34. Shortly after the conclusion of the New York collaborative process, the New Jersey Board of Public Utilities (BPU) established Technical Solutions Facilitation Teams (TSFT) to address OSS, among other issues. This process involved collaborative sessions and workshops among Bell Atlantic, the Board Staff, the New Jersey Ratepayer Advocate, and more than a dozen CLECs. The TSFT addressed 486 different issues, including the applicability in New Jersey of all 316 issues resolved in the New York collaboratives. The parties agreed that the resolution of issues in New Jersey would apply throughout Bell Atlantic-South. All issues have now been agreed upon, with CLEC verification required on a few, and a few others having future implementation dates.

35. In August 1999, Bell Atlantic agreed with AT&T and MCI WorldCom, as part of the settlement of a complaint brought by those carriers, to conduct collaborative workshops with all interested CLECs to establish uniform application-to-application interfaces and business rules throughout the 14-state Bell Atlantic region. Bell Atlantic notified all CLECs on the existing Bell Atlantic Change Management distribution list and

the state regulatory commissions in the Bell Atlantic 14-state region of the opportunity to participate in the collaborative process.

36. As part of its notification, Bell Atlantic made available documentation required to analyze the uniformity of Bell Atlantic's interfaces, including current and planned interfaces. CLECs provided comments on the components and fields of Bell Atlantic's interfaces and business rules that they thought were not uniform. Through collaborative workshops and concurrent subcommittees, the participants addressed in detail all of the issues needed to establish uniform interfaces and business rules for obtaining access to Bell Atlantic's OSS.

37. Over a period of three months, Bell Atlantic and the CLECs conducted more than 100 meetings during which all of the uniformity issues raised by the CLECs were resolved by Bell Atlantic to the CLECs' satisfaction. Bell Atlantic is now in the process of implementing the decisions from the collaborative workshops. Under the schedule agreed to for pre-order and ordering by the participants, the vast majority of the actions agreed to in the collaboratives will be implemented by March 1, 2000, with the remaining items to be implemented by July 1, 2000.

38. As part of the 1997-98 collaborative proceeding in New York (described in ¶¶ 32-33, above), Bell Atlantic and the CLECs developed a process for managing changes affecting the interfaces and access to OSS provided for CLECs. Although developed originally in and for New York, the Change Management Process has been adopted for the entire Bell Atlantic region. The process is designed to accommodate changes requested by CLECs, changes requested by Bell Atlantic, emergency changes, and changes required by regulatory orders.

39. For new software releases and for changes requested by CLECs, Bell Atlantic drafts detailed specifications which are shared by electronic mail with approximately 290 individual CLEC users that participate in the Change Management Process. The CLECs, in turn, have the opportunity to provide formal comments on the draft specifications (including their plans for testing the change).

40. Once the specifications are final, Bell Atlantic implements the change in the test environment. As the CLECs review and test the implemented change, they communicate problems they may encounter to Bell Atlantic. Bell Atlantic investigates and determines the appropriate resolution of any issues. Following the test period, the new software is implemented in production.

41. Bell Atlantic conducts monthly Change Management meetings that CLECs can attend either in person or by conference call. The agenda for each meeting is agreed on in advance with the CLECs, and any relevant materials are provided to all CLECs before the meeting. Following the meeting, a transcript of the discussion is posted on the web site and summary discussion points are reviewed at the next meeting. Any requests for updates or clarifications are incorporated into the meeting record.

42. Most recently, Bell Atlantic has participated with a number of CLECs in a collaborative proceeding under the auspices of the New York PSC to address issues associated with ordering, provisioning and maintaining xDSL and Advanced Services. In addition, the participants have discussed the pre-ordering loop qualification function and enhancements desired by the CLECs.

Collaboratives Involving GTE

43. Three categories of state proceedings apply to GTE. GTE has participated in collaborative state proceedings where it operates (some of which are ongoing) that focus on a wide variety of systems issues and performance measures. Second, GTE anticipates similar proceedings in several states over the next three to six months. Third, as part of the state merger approval process, GTE and Bell Atlantic made commitments regarding collaboratives with CLECs and others. It is important to emphasize that GTE's pre-ordering, ordering, billing, maintenance and repair systems and processes are substantially uniform throughout its service area, as are the WISE and SIGS interfaces. When GTE makes enhancements to its OSS, the interfaces, or business rules, these changes become available to all CLECs doing business with GTE.

44. Collaborative proceedings in California in 1998 and 1999 resulted in Decision 99-08-020 and a Conforming Joint Partial Settlement Agreement. The scope of the proceeding included performance measurements and reporting, retail analogs, and benchmarks. Measurements were developed to assess the provision of nondiscriminatory access to OSS and other services or functions for Pre-ordering, Ordering, Provisioning, Maintenance, Network Performance, Billing, Collocation, Database updates, and Interfaces.

45. The California Commission required a further review of the ordered performance measures and consideration of ancillary issues scheduled for February 2000. The portion of the proceeding dealing with statistical tests and incentives was deferred to a subsequent phase. As was the case in the earlier proceedings, these phases will be

collaborative, with the California Commission staff acting as facilitator/arbitrator and CLECs involved at each step.

46. Similar collaborative proceedings have been held or are ongoing in Nevada, Indiana, and North Carolina. Moreover, additional collaborative proceedings will take place in at least seven other states to address these issues.

47. In another California proceeding, GTE and the CLECs proposed a joint settlement agreement establishing an OSS Change Management Process. The agreement was accepted by the ALJ in Decision 99-11-026. The Change Management Process establishes a means through which CLECs and GTE can communicate collaboratively on the implementation of new LSOG version releases. Modifications to interfaces and changes to existing business rules (where CLEC impact occurs) are also handled within this process.

48. In compliance with the California merger decision, GTE has established the initial change management meeting for February 2000. Since GTE has deployed and maintains common OSS interfaces with substantially uniform business rules across its entire region, the meeting is intended to gain concurrence from the California CLEC community for deployment of the Change Management Process throughout the GTE region. GTE is prepared to hold a region wide workshop in second quarter 2000 to expand the collaborative Change Management Process with all interested CLECs region wide. All OSS change notifications issued by GTE today already conform to the timelines and details outlined in the California OSS change management process.

49. As the assigned ALJ overseeing the merger approval proceeding in California concluded, "GTE has established a web-based Wholesale Internet Service

Engine to simplify and expedite service orders and access to OSS, and GTE provides CLECs with information guides, training programs, and help desks, plus staff to visit CLEC sites to help CLECs resolve technical problems. (Proposed decision of ALJ Mattson, Application 98-12-005 (mailed 12/22/99), ¶ 97.)

Conclusion

50. Substantial effort by Bell Atlantic, GTE, and numerous CLECs has already gone into the development of uniform interfaces and business rules within Bell Atlantic's service areas and within GTE's service areas. It would make no sense to duplicate, or worse, discard the enormous expenditure of time and resources that have already gone into collaborative proceedings, development work, programming, and training by requiring new collaborative proceedings or uniformity of interfaces and business rules across the two companies.