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September 26, 2002

By Federal Express

Ms. Carole J. Washburn, Secretary
Washington Utilities & Transportation Commission
1300 S. Evergreen Park Drive SW
Olympia, WA 98504-7250

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RECORDS MANAGEMENT
02 SEP 27 AM 9:47
STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

Re: Docket No. UT-021120

Dear Ms. Washburn:

Enclosed for filing in the above-referenced docket, please find the original and 19 copies of
Petition of XO Washington, Inc., to Intervene.

Please call with any questions. Thank you for your assistance.

Very truly yours,

Davis Wright Tremaine LLP


Melissa K. Geraghty
Assistant to Gregory J. Kopta

Enclosures
cc: Service List

RECEIVED
RECORDS MANAGEMENT

02 SEP 27 AM 9:47

STATE OF WASH.
UTIL. AND TRANSP.

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Application of)	
)	DOCKET NO. UT-021120
QWEST CORPORATION)	
)	PETITION OF XO
Regarding the Sale and Transfer of Qwest)	WASHINGTON, INC., TO
Dex to Dex Holdings, LLC, a Non-Affiliate.)	INTERVENE
_____)	

XO Washington, Inc. ("XO"), pursuant to WAC 480-09-430(1), hereby requests leave to intervene in the above-entitled docket. In support of its request, XO states as follows:

I.

All communications with XO should be directed to the following persons:

Gregory J. Kopta
DAVIS WRIGHT TREMAINE LLP
2600 Century Square
1501 Fourth Avenue
Seattle, WA 98101-1688
voice: (206) 628-7692
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Rex Knowles
Vice President Regulatory
XO
111 East Broadway, Suite 1000
Salt Lake City, UT 84111
voice: (801) 983-1504
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e-mail: rex.knowles@xo.com

II.

XO is a facilities-based telecommunications company that is authorized by the Commission to provide intraexchange and interexchange telecommunications services throughout the State of Washington. XO offers local exchange and interexchange services in competition with Qwest Corporation ("Qwest"). Pursuant to the federal Telecommunications Act of 1996 ("Act"), XO entered into an interconnection agreement with Qwest, which the

Commission approved and which currently is in full force and effect.

III.

As a competitor and customer of Qwest, XO has a substantial interest in the issues that may be addressed in this proceeding. Qwest must provide directory listings to XO's customers, and the proposed sale of the affiliate that currently provides such listings potentially affects XO's ability to obtain those listings. The access or interconnection that Qwest must provide to competing telecommunications carriers under the Act must include "White pages directory listings for customers of the other carrier's telephone exchange service." 47 U.S.C. § 271(c)(2)(B)(viii). Both Qwest's Commission-approved interconnection agreement with XO and Qwest's SGAT on file with the Commission establish terms and conditions for providing such listings. *See, e.g.*, SGAT §§ 10.4 & 15. Qwest's sale of the affiliate that provides those listings directly affects XO's legal rights under its interconnection agreement and federal law by raising the issue of the extent to which that sale will affect XO's ability to obtain directory listings and Qwest's obligations to XO and other competing local exchange service providers to provide such listings for their customers.

In addition, XO's interests as a competitor of Qwest are also potentially at issue in this proceeding. XO's understanding is that Qwest is required to impute revenues from Qwest Dex and that Qwest's current rates are based on that imputation. The basis for imputing directory revenues into Qwest's rate base is that ratepayers financed Qwest's ability to provide directory services and are entitled to the revenues generated from those assets. Under that same theory, Commission Staff, Public Counsel, or the Commission could propose or require that Qwest

provide ratepayers with a portion of the proceeds of the sale of those assets. Under similar circumstances in the past, Qwest has proposed a distribution that would have subsidized retail services subject to competition and excluded competitors' existing and future customers. Such a distribution proposal if repeated in this proceeding would directly and materially affect XO's ability to provide competing local exchange service in Washington.

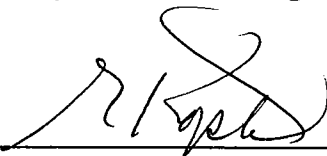
IV.

As a customer and competitor of Qwest with a direct and particular interest in the outcome of these proceedings, XO's participation will be of material value to the Commission. XO's intervention will not broaden the issues to be addressed or delay the proceedings, and XO will coordinate with other parties with similar interests to minimize any duplication or overlap in presentation of positions.

WHEREFORE, XO respectfully requests leave to intervene as a party to this proceeding, with a right to discovery, to have notice of and appear at the taking of testimony, to produce and cross-examine witnesses, and to be heard in person or by counsel on brief and at oral argument.

RESPECTFULLY SUBMITTED this 26th day of September, 2002.

DAVIS WRIGHT TREMAINE LLP
Attorneys for XO Washington, Inc.

By 

Gregory J. Kopta
WSBA No. 20519

CERTIFICATE OF SERVICE

Docket No. UT-021120

I hereby certify that on the date given below the original and 19 true and correct copies of **PETITION OF XO WASHINGTON, INC., TO INTERVENE** in the above-referenced docket were delivered by Federal Express overnight delivery to:

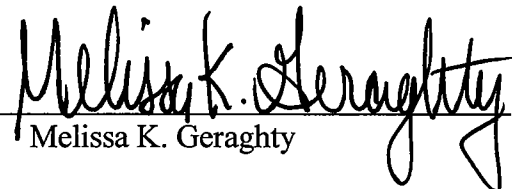
Ms. Carole J. Washburn, Secretary
Washington Utilities & Transportation Commission
1300 S. Evergreen Park Drive SW
Olympia, WA 98504-7250

On the same date, a true and correct copy was sent by regular U.S. Mail, postage prepaid, to:

Lisa A. Anderl Qwest Corporation 1600 - 7th Avenue, Room 3206 Seattle, WA 98191	Greg Trautman Assistant Attorney General Office of the Attorney General 1400 S. Evergreen Park Drive SW PO Box 40128 Olympia, WA 98504-0128
Simon ffitch Assistant Attorney General 900 Fourth Avenue, Suite 2000 Seattle, WA 98164	Arthur A. Butler Ater Wynne 601 Union Street, Suite 5450 Seattle, WA 98101
Richard Finnigan 2405 Evergreen Park Dr SW Ste B-3 Olympia WA 98502	Brooks Harlow Miller Nash 601 Union Street, Suite 4400 Seattle, WA 98101-2352
Nancy Judy United Telephone Company of the Northwest 902 Wasco Street MS A0412 Hood River, OR 97031	Rex Knowles XO Communications 111 E. Broadway, Suite 1000 Salt Lake City, UT 84111

DATED this 26th day of September, 2002.

By:


Melissa K. Geraghty