

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Merger of the) DOCKET NO. UT-991358
Parent Corporations of Qwest)
Communications Corporation, LCI) PETITION TO INTERVENE OF
International Telecom Corp., USLD) NORTHPOINT COMMUNICATIONS,
Communications, Inc., Phoenix Networks,) INC.
Inc. and U S WEST Communications, Inc.)
_____)

Pursuant to WAC 480-09-430(1), NorthPoint Communications, Inc. ("NorthPoint") hereby petitions the Commission for leave to intervene in the above-entitled docket. As grounds for intervention, NorthPoint states as follows:

I. NOTICES

The names, addresses, and telephone numbers of the persons to whom communications should be addressed for NorthPoint are:

Gregory J. Kopta	Christine A. Mailloux
DAVIS WRIGHT TREMAINE LLP	Assistant General Counsel-Regulatory
2600 Century Square	NorthPoint Communications, Inc.
1501 Fourth Avenue	303 Second Street
Seattle, WA 98101	San Francisco, CA 94107
Tel: (206) 628-7692	Tel: (415) 365-7576
Fax: (206) 628-7699	Fax: (415) 403-4004
E-mail: gregkopta@dwt.com	E-mail: cmailloux@northpoint.net

II. IDENTITY OF PETITIONER

NorthPoint is a telecommunications company authorized by the Commission to provide intraexchange and interexchange telecommunications services in Washington. NorthPoint

competes with U S WEST Communications, Inc. ("U S WEST"), in the provision of local exchange services.

III. INTEREST OF PETITIONER

NorthPoint not only competes with U S WEST in the provisioning of local exchange services, but NorthPoint obtains critical facilities and services from U S WEST to access and interconnect with U S WEST's network. U S WEST continues to be the monopoly incumbent local exchange company serving the majority of customers throughout its service territory in Washington. NorthPoint and other competing local exchange companies thus have a substantial interest in ensuring that any change in U S WEST ownership and management will not adversely impact the services and facilities U S WEST currently provides and that those services and facilities will be provided under the rates, terms, and conditions of its interconnection agreements, the federal Telecommunications Act of 1996, and Washington law. Indeed, the Commission should assert jurisdiction over the proposed merger and obtain a renewed commitment from U S WEST that it will adhere to both the letter and the spirit of its legal obligations and that the quality of service U S WEST provides to both wholesale and retail customers will improve as a result of the proposed merger.

IV. NATURE OF INTERVENTION

The participation of NorthPoint will be of material value to the Commission in its determination of the issues involved in this proceeding, and NorthPoint's intervention will not broaden those issues or delay the proceedings.

WHEREFORE, NorthPoint 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 _____ day of September, 1999.

DAVIS WRIGHT TREMAINE LLP
Attorneys for NorthPoint Communications, Inc.

By _____
Gregory J. Kopta
WSBA No. 20519