

**BEFORE THE WASHINGTON  
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of )  
Verizon Communications Inc. and Frontier ) DOCKET NO. UT-090842  
Communications Corporation for an Order )  
Declining to Assert Jurisdiction Over, or, in the ) tw telecom PETITION TO INTERVENE  
Alternative, Approving the Indirect Transfer of )  
Control of Verizon Northwest Inc. )  
)

1. Pursuant to WAC 480-07-355, tw telecom of washington llc (“tw telecom”) hereby petitions the Commission for leave to intervene in the above-entitled docket. As grounds for intervention, tw telecom states as follows:

I.

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

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II.

3. tw telecom is a registered and competitively classified telecommunications company authorized to provide both intraexchange and interexchange telecommunications services throughout Washington. tw telecom currently competes with, and obtains interconnection and related services and facilities from, Verizon Northwest Inc. (“Verizon”) in the provision of tw telecom’s telecommunications services.

III.

4. tw telecom has a substantial interest in the proposed transfer of control of Verizon to Frontier Communications Corporation ("Frontier"). Verizon is the second largest incumbent local exchange carrier in Washington. tw telecom relies on interconnection with, and related services and facilities obtained from, Verizon to offer and provide service to customers in Verizon's service territory. tw telecom seeks to participate in this proceeding to ensure that the proposed transaction will not adversely impact competition in Washington or tw telecom's rights and ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services.

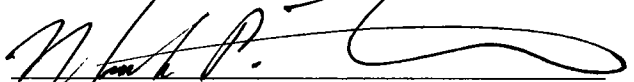
IV.

5. The evidence, if any, and briefing presented by tw telecom will be of material value to the Commission in its determination of the issues involved in this proceeding, and tw telecom's intervention will not broaden those issues or delay the proceedings.

WHEREFORE, tw telecom prays for 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 12<sup>th</sup> day of June 2009.

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