

**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)	
International Telecom Corp., USLD)	
Communications, Inc., Phoenix Networks,)	PETITION TO INTERVENE OF
Inc. and U S WEST Communications, Inc.)	RHYTHMS LINKS, INC.
_____)	

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

I. CONTACT INFORMATION

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

Angela Wu
ATER WYNNE LLP
601 Union Street, Ste. 5450
Seattle, Washington 98101
voice: 206.628.4711
fax: 206.467.8406
email: awu@aterwynne.com

Jo Gentry
RHYTHMS LINKS, INC.
7337 South Revere Parkway
Englewood, Colorado 80112
main voice: 303.476.4200
fax: 303.476.4201
email: jgentry@rhythms.net

II. BACKGROUND INFORMATION

RHYTHMS is a telecommunications company authorized by the Commission to provide intraexchange and interexchange telecommunications services in Washington. RHYTHMS competes with U S WEST Communications, Inc. ("U S WEST"), in the provision of local exchange services.

III. INTEREST OF PETITIONER

RHYTHMS not only competes with U S WEST in the provisioning of local exchange services, but RHYTHMS 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. RHYTHMS 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 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. SCOPE OF PARTICIPATION

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

WHEREFORE, RHYTHMS 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 17th day of September, 1999.

ATER WYNNE LLP
Attorneys for Rhythms Links, Inc.

By _____
Angela Wu
WSBA No. 28112

cc: Jo Gentry
Frank Paganelli
Jim Schelterman
Lisa Anderson
See Service List Attached