

**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)	PETITION OF LEVEL 3
Alternative, Approving the Indirect Transfer of)	COMMUNICATIONS, LLC TO
Control of Verizon Northwest Inc.)	INTERVENE
)	

Pursuant to WAC 480-07-355, Level 3 Communications, LLC ("Level 3") hereby petitions to intervene in the above-captioned docket. In support of its petition, Level 3 states the following:

1. The name and address of the Petitioner is:

Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

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

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3. Level 3 is a registered and competitively classified telecommunications company authorized to provide both intraexchange and interexchange telecommunications services throughout Washington. Level 3 currently competes with, and obtains interconnection

and related services and facilities from, Verizon Northwest Inc. ("Verizon") in the provision of Level 3's telecommunications services. And, Level 3 maintains local interconnection agreements with Verizon in its capacity as an incumbent local exchange carrier, entered into pursuant to sections 251 and 252 of the Communications Act of 1934, as Amended by the Telecommunications Act of 1996, Pub. L. 104-104, 110 Stat. 56, 47 U.S.C. Sections 151 *et. seq.* (the Act" or "1996 Act").

4. Level 3 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. Level 3 relies on interconnection with, and related services and facilities obtained from, Verizon to offer and provide service to Level 3's customers in Verizon's service territory. Level 3 seeks to participate in this proceeding to ensure that the proposed transaction will not adversely impact competition in Washington or Level 3's rights and ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services.
5. The evidence, if any, and briefing presented by Level 3 will be of material value to the Commission in its determination of the issues involved in this proceeding, and Level 3's intervention will not broaden those issues or delay the proceedings.

WHEREFORE, Level 3 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 29th day of June 2009.

MCDOWELL & RACKNER, PC



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