

BEFORE THE WASHINGTON STATE  
UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Joint Application	)	DOCKET NO. UT-050814
of	)	
	)	
VERIZON COMMUNICATIONS	)	
INC., and MCI, INC.	)	
	)	NOTICE OF PREHEARING
For Approval of Agreement and Plan	)	CONFERENCE
of Merger	)	<b>(Set for June 22, 2005, 9:30 a.m.)</b>
	)	
.....	)	

1 On May 27, 2005, Verizon Communications Inc. and MCI, Inc. jointly filed with the Commission a petition for a declaratory order disclaiming jurisdiction over or, in the alternative a joint application, for approval of agreement and plan of merger. The Commission reviewed the petition and has determined to set the matter for an adjudicative hearing pursuant to RCW 34.05.413(1) on the alternative plea, *i.e.*, the petition for approval of the Agreement and Plan of Merger. Doing so will allow the Commission to consider the jurisdictional issue in the context of the adjudication, and will provide a record on which the Commission may determine whether the application for approval should be granted. A more detailed account of the matter is reflected in the petition, which is available for inspection at the Commission’s office located at Chandler Plaza Building, 1300 S. Evergreen Park Drive S.W., Olympia, Washington, and on the Commission’s web site at [www.wutc.wa.gov/050814](http://www.wutc.wa.gov/050814). It is appropriate that the matters raised in the pleadings be brought for hearing before the Commission.

2 The Commission will hear this matter pursuant to Part IV of chapter 34.05 RCW pertaining to adjudicative proceedings, including but not limited to RCW 34.05.413, RCW 34.05.431, RCW 34.05.440, RCW 34.05.449, and RCW 34.05.452. The Commission has jurisdiction over this matter pursuant to Title 80 RCW, having legal authority to regulate the rates, services, and practices of

telecommunication companies providing service within the state of Washington, and pursuant to chapter 80.08 RCW, concerning securities, and chapter 80.12 RCW, concerning transfers of property, mergers, and acquisitions. Statutes involved, in addition to those previously cited, include RCW 80.12.020 and those within chapters 80.01 RCW, 80.04 RCW and chapters 480-07, 480-120, 480-143, and 480-146 WAC.

3 The ultimate issues include whether the Commission has jurisdiction over the proposed transaction between Verizon Communications Inc. and MCI, Inc., and if so, whether the proposed transaction complies with the above-referenced statutes and is otherwise in the public interest.

4 THE COMMISSION GIVES NOTICE That in accordance with WAC 480-07-440(1)(a), the Commission has determined that good cause exists for this matter to be heard on shortened notice.

5 **THE COMMISSION GIVES NOTICE That a prehearing conference in this matter will be held at 9:30 a.m., on Wednesday, June 22, 2005, in the Commission's Hearing Room, Second Floor, Chandler Plaza Building, 1300 S. Evergreen Park Drive S.W., Olympia, Washington.**

6 The purpose of the prehearing conference is to take interventions, establish dates for distribution of evidence and workpapers and other scheduling matters, consider formulating the issues in the proceeding and to determine other matters to aid in its disposition, as specified in WAC 480-07-430.

7 Petitions to intervene should be made in writing at least three business days prior to the date scheduled for the prehearing conference, as required in WAC 480-07-355(a). The Commission will consider petitions to intervene made orally during the conference, but strongly prefers written petitions to intervene. In addition, party representatives must file notices of appearance with the Commission, as required by WAC 480-07-345(2), no later than the day prior to

the conference. If any party or witness needs an interpreter or other assistance, please fill out the form attached to this notice and return it to the Commission. The time and place for any evidentiary hearings will be set at the prehearing conference, on the record of a later conference or hearing session, or by later written notice.

8 **THE COMMISSION GIVES NOTICE that any party who fails to attend or participate in the prehearing conference set by this Notice, or any other stage of this proceeding, may be held in default in accordance with RCW 34.05.440. The parties are further advised that the sanction provisions of WAC 480-07-450 are specifically invoked.**

9 The names and mailing addresses of all parties and their known representatives are as follows:

Applicant: Verizon Communications Inc.  
1095 Avenue of the Americas  
New York, NY 10036

Representatives: Judith Endejan  
Graham & Dunn PC  
Pier 70  
2801 Alaskan Way, Suite 300  
Seattle, WA 98121-1128  
(206) 340-9694

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Robert P. Slevin  
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New York, NY 10036  
(212) 395-6390

Andrew B. Clubok  
Kirkland & Ellis LLP  
655 Fifteenth Street N.W.  
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Washington, DC 20005  
(202) 879-5000

Applicant:

MCI, Inc.  
Marsha A. Ward  
Vice President – State Regulatory  
6 Concourse Parkway, Suite 600  
Atlanta, GA 30328  
(770) 284-5490

Representatives: Arthur Butler  
Ater Wynne LLP  
601 Union Street, Suite 5450  
Seattle, WA 98101-2327  
(206) 623-4711

Michel Singer Nelson  
Senior Attorney  
MCI, Inc.  
707 17<sup>th</sup> Street  
Denver, CO 80202  
(303) 390-6106

Commission Staff: Washington Utilities and  
Transportation Commission  
1300 S. Evergreen Park Drive S.W.  
P.O. Box 47250  
Olympia, WA 98504-7250

Representative: Jonathan Thompson  
Assistant Attorney General  
1400 S. Evergreen Park Drive S.W.  
P.O. Box 40128  
Olympia, WA 98504-0128  
(360) 664-1225

Public Counsel: Simon J. ffitich  
Public Counsel Section  
Office of the Attorney General  
900 Fourth Avenue, Suite 2000  
Seattle, WA 98164-1012  
(206) 389-2055

- 10 The Commissioners of the WUTC and Administrative Law Judge C. Robert Wallis, from the Utilities and Transportation Commission's Administrative Law Division, will preside during this proceeding.
- 11 The Public Counsel section of the Office of the Attorney General has been designated by the Attorney General to represent the public. The address of the Commission, shown below, may be used for inquiries of Public Counsel, or Public Counsel may be contacted directly by writing or calling the address or telephone number listed below.
- 12 Notice of any other procedural phase will be given in writing or on the record, as the Commission may deem appropriate during the course of this proceeding.

DATED at Olympia, Washington, and effective this 3rd day of June, 2005.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

CAROLE J. WASHBURN  
Executive Secretary

Inquiries may be address to:

Secretary  
Washington Utilities and  
Transportation Commission  
Chandler Plaza Building  
1300 S. Evergreen Park Drive S.W.  
P.O. Box 47250  
Olympia, WA 98504-7250  
(360) 664-1160

- or - Public Counsel Section  
Office of the Attorney General  
900 Fourth Avenue, Suite 2000  
Seattle, WA 98164-1012  
(206) 464-7744

**NOTICE**

PLEASE NOTE: The hearing facilities are accessible to interested people with disabilities; that smoking is prohibited; and if limited English-speaking or hearing-impaired parties or witnesses are involved in a hearing and need an interpreter, a qualified interpreter will be appointed at no cost to the party or witness.

The information needed to provide an appropriate interpreter or other assistance should be stated below and returned to Washington Utilities and Transportation Commission, Attention: Carole J. Washburn, 1300 S. Evergreen Park Drive SW, P. O. Box 47250, Olympia, WA 98504-7250. (PLEASE SUPPLY ALL REQUESTED INFORMATION)

Docket No.: \_\_\_\_\_

Case Name: \_\_\_\_\_

Hearing Date: \_\_\_\_\_ Hearing Location: \_\_\_\_\_

Primary Language: \_\_\_\_\_

Hearing Impaired (Yes) \_\_\_\_\_ (No) \_\_\_\_\_

Do you need a certified sign language interpreter:

Visual \_\_\_\_\_ Tactile \_\_\_\_\_

Other type of assistance needed: \_\_\_\_\_

English-speaking person who can be contacted if there are questions:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone No.: (\_\_\_\_) \_\_\_\_\_