

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Joint Application )  
of )  
 ) Docket No. UT-050814  
VERIZON COMMUNICATIONS, )  
INC., and MCI, INC. ) XO PETITION TO  
 ) INTERVENE  
For Approval of Agreement and Plan )  
of Merger )  
\_\_\_\_\_ )

Pursuant to WAC 480-07-355, XO Communications Services, Inc. (“XO”) hereby petitions the Commission for leave to intervene in the above-entitled docket. As grounds for intervention, XO states as follows:

I.

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

Gregory J. Kopta  
DAVIS WRIGHT TREMAINE LLP  
2600 Century Square  
1501 Fourth Avenue  
Seattle, WA 98101-1688  
Voice: (206) 628-7692  
Fax: (206) 628-7699  
E-mail: [gregkopta@dwt.com](mailto:gregkopta@dwt.com)

Rex Knowles  
Regional Vice President  
XO Communications  
111 E. Broadway, Suite 1000  
Salt Lake City, UT 84111  
Voice: (801) 983-1504  
Fax: (801) 983-1667  
E-mail: [rex.knowles@xo.com](mailto:rex.knowles@xo.com)

II.

XO is a registered and competitively classified telecommunications company authorized to provide both intraexchange and interexchange telecommunications services throughout Washington. XO currently competes with, and obtains services and facilities from, Verizon

Northwest Inc. and its affiliates (“Verizon”) and MCI, Inc. (“MCI”) in the provision of intraexchange and interexchange services.

### III.

XO has a substantial interest in whether, or under what conditions, the Commission approves the proposed merger between Verizon and MCI. Competition will be severely reduced throughout Washington if the Commission approves the proposed acquisition of MCI by Verizon. MCI and AT&T are almost always the lowest bidders to provide service to customers of high capacity services – on average 50 percent to 60 percent lower than incumbent local exchange company (“ILEC”) special access charges. The absorption of MCI, as well as AT&T, by ILECs would result in fewer alternatives and significantly higher prices for customers of high capacity services, as well as other customers throughout the market.

Specifically with respect to XO, the disappearance of MCI would remove one of the few economically viable sources of high capacity facilities that XO needs to provide service to its customers. In light of the Federal Communications Commission’s continuing reduction in the ILECs’ obligations to provide unbundled network elements, the proposed merger would leave XO and other local exchange competitors with fewer, if any, alternatives to the ILECs’ exorbitantly priced special access services. XO, therefore, has a direct and substantial interest in the outcome of this proceeding.

### IV.

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

WHEREFORE, XO 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 \_\_\_\_\_ day of June, 2005.

DAVIS WRIGHT TREMAINE LLP  
Attorneys for XO Communications Services, Inc.

By \_\_\_\_\_  
Gregory J. Kopta  
WSBA No. 20519