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June 15, 2005

**Via UPS 2<sup>nd</sup> Day Delivery**

Carole J. Washburn, Executive Secretary  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive S.W.  
P.O. Box 47250  
Olympia, WA 98504-7250

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RECORDS

***Re: In the Matter of the Joint Application of Verizon Communications Inc.,  
and MCI, Inc. For Approval of Agreement and Plan of Merger; Docket  
No. UT-050814***

Dear Ms. Washburn:

Enclosed for filing are the original and 12 copies of Covad's Petition to Intervene in the above named docket.

Feel free to contact me if you have any questions.

Very truly yours,

Lynn Hankins

Encls.

cc: Service list (w/encls.)

**BEFORE THE WASHINGTON STATE  
UTILITIES AND TRANSPORTATION COMMISSION**

In The Matter of the Joint Application	)	Docket NO. UT-050814
of	)	
	)	
VERIZON COMMUNICATIONS	)	COVAD PETITION
INC., and MCI, INC.	)	TO INTEVENE
	)	
For Approval of Agreement and Plan	)	
of Merger	)	
	)	

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

I.

The name, address, and telephone numbers of the person to whom communications should be addressed are:

Gregory T. Diamond  
Senior Counsel  
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OFFICE OF THE  
SECRETARY

I.

Covad is a registered and competitively classified telecommunications company authorized to provide services throughout Washington. Covad currently competes with, and obtains services and facilities from, Verizon Communications, Inc. or its operating subsidiaries (“Verizon”) and MCI, Inc. or its operating subsidiaries (“MCI”) in the

provision of communication services within Washington.

### III.

Covad has a substantial interest in the outcome of these proceedings. Should the merger be approved, Covad has a legitimate concern that Verizon may either abandon its post-merger MCI assets or may otherwise no longer make MCI assets available on the same rates, terms and conditions as they were prior to a consummated merger. The impact this will have on both wholesale and retail competition in the state will be significant. Covad itself will be harmed directly by a decrease in competition for interoffice transport from MCI or an increase in cost for the same facilities, but—as is always the case—the ultimate burden of Verizon’s withdrawal will fall upon the shoulders of the citizens of Washington.

### IV.

Covad urges the Commission to make full inquiry of both MCI and Verizon regarding the plans of the merged entity for Washington, especially the post-merger activities of MCI. For now, Covad lacks sufficient information regarding Verizon’s plans for the merged entity to be able to make informed recommendations to the Commission. However, Covad’s active participation in these proceedings will help to assist the Commission in obtaining adequate information to determine the impact the merger may have on telecommunications competition in the Washington. How and where that impact will fall cannot be evaluated without more information.

Covad is hopeful that Verizon and MCI’s answers to inquiries from the Commission, staff and intervening parties will indicate that the merged entity will continue to compete vigorously in both the retail and wholesale markets in Washington.

V.

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

WHEREFORE, Covad 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 16th day of June, 2005.

COVAD COMMUNICATIONS COMPANY

By



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**CERTIFICATE OF SERVICE**  
**Docket No. UT-050814**

**I HEREBY CERTIFY** that on June 15, 2005, true and correct copies of the foregoing COVAD PETITION TO INTERVENE in the above matter were sent via US Mail, first class, postage prepaid, unless otherwise specified, to the following:

Carole J. Washburn, Executive Secretary  
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