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UTILITY REGULATORY
COMMISSION

August 1, 2005

VIA U.S. MAIL AND E-MAIL

Carol J. Washburn
Executive Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive S.W.
Olympia, WA 98504-7250

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

Dear Ms. Washburn:


Enclosed for filing in the above-referenced docket is the following Exhibit A (Attorney Agreement) and Exhibit C (Highly Confidential Agreement) to the Protective Order signed by the Richard Severy on behalf of MCI.

Copies of this document have also been sent to all parties on the attached Certificate of Service via the method(s) indicated.

If you have any questions, please feel free to contact our office.

Sincerely,

ATER WYNNE LLP



Aaron Hottell
Assistant to Arthur A. Butler

Enclosures as Indicated
cc: Parties of Record

CERTIFICATE OF SERVICE

I hereby certify that I have this 1st day of August, 2005, served the true and correct original, along with the correct number of copies, of the foregoing document upon the WUTC, via the method(s) noted below, properly addressed as follows:

Carole Washburn	<input type="checkbox"/>	Hand Delivered
Executive Secretary	<input checked="" type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
Washington Utilities and Transportation	<input type="checkbox"/>	Overnight Mail (UPS)
Commission	<input type="checkbox"/>	Facsimile (360) 586-1150
1300 S Evergreen Park Drive SW	<input checked="" type="checkbox"/>	Email (records@wutc.wa.gov)
Olympia, WA 98504-7250		

I hereby certify that I have this 1st day of August, 2005, served a true and correct copy of the foregoing document upon parties of record, via the method(s) noted below, properly addressed as follows:

On Behalf Of Verizon:

Sherry F. Bellamy	<input type="checkbox"/>	Hand Delivered
Verizon Corporate Services Corp.	<input checked="" type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
Suite 500	<input type="checkbox"/>	Overnight Mail (UPS)
1515 North Courthouse Road	<input type="checkbox"/>	Facsimile (703) 351-3655
Arlington VA 22201	<input checked="" type="checkbox"/>	Email (sherry.f.bellamy@verizon.com)
<i>Confidentiality Status: Public</i>		

On Behalf Of Verizon:

Charles H. Carrathers III	<input type="checkbox"/>	Hand Delivered
Verizon Northwest Inc.	<input checked="" type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
600 Hidden Ridge	<input type="checkbox"/>	Overnight Mail (UPS)
PO Box 152092	<input type="checkbox"/>	Facsimile (972) 718-0936
Irving TX 75015-2092	<input checked="" type="checkbox"/>	Email (chuck.carrathers@verizon.com)
<i>Confidentiality Status: Public</i>		

On Behalf Of Covad Communications Company:

Gregory T. Diamond	<input type="checkbox"/>	Hand Delivered
Covad Communications Company	<input checked="" type="checkbox"/>	U.S. Mail (first-class, postage prepaid)
Government & External Affairs	<input type="checkbox"/>	Overnight Mail (UPS)
7901 Lowry Boulevard	<input type="checkbox"/>	Facsimile (720) 670-3350
Denver CO 80230-6906	<input checked="" type="checkbox"/>	Email (gdiamond@covad.com)
<i>Confidentiality Status: Highly Confidential</i>		

On Behalf Of Verizon:

Judith Endejan
Graham & Dunn, PC
Pier 70
2801 Alaskan Way, Suite 300
Seattle WA 98121-1128

Confidentiality Status: Public

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On Behalf Of Public Counsel:

Simon J. ffitich
Attorney General of Washington
900 Fourth Avenue, Suite 2000
Seattle WA 98164-1012

Confidentiality Status: Highly Confidential

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On Behalf Of XO Communications:

Rex Knowles
XO Oregon, Inc.
111 E Broadway, Suite 1000
Salt Lake City UT 84111

Confidentiality Status: Highly Confidential

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 Email (rex.knowles@xo.com)

On Behalf Of XO Communications:

Gregory J. Kopta
Davis Wright Tremaine LLP
1501 4th Avenue, Suite 2600
Seattle WA 98101-1688

Confidentiality Status: Highly Confidential

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 Email (gregkopta@dwt.com)

On Behalf Of Integra Telecom of Washington, Inc.:

John P. Nusbaum
Integra Telecom of Washington, Inc.
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Portland OR 97232

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 Email (jay.nusbaum@integratelecom.com)

On Behalf Of Citizens Utility Alliance:

John O'Rourke
Citizens' Utility Alliance of Washington
Suite 100
212 West Second Avenue
Spokane WA 99201

Confidentiality Status: Public

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 U.S. Mail (first-class, postage prepaid)
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 Email (orourke@snapwa.org)

On Behalf Of MCI, Inc.:

Michel L. Singer Nelson
MCI, Inc.
707 17th Street, Suite 4200
Denver CO 80202-3432

Confidentiality Status: Highly Confidential

Hand Delivered
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 Overnight Mail (UPS)
 Facsimile (303) 390-6333
 Email (michel.singer_nelson@mci.com)

On Behalf Of:

Lisa Steele
Washington Utilities and Transportation
Commission
1300 S Evergreen Park Drive SW
PO Box 47250
Olympia WA 98504-7250

Confidentiality Status:

Hand Delivered
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On Behalf Of Commission Staff:

Jonathan Thompson
Attorney General of Washington
Utilities & Transportation Division
1400 S Evergreen Park Drive SW
PO Box 40128
Olympia WA 98504-0128

Confidentiality Status: Highly Confidential

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 U.S. Mail (first-class, postage prepaid)
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 Email (jthomps@wutc.wa.gov)

On Behalf Of:

Robert C. Wallis ALJ
Washington Utilities and Transportation
Commission
1300 S Evergreen Park Drive SW
PO Box 47250
Olympia WA 98504-7250

Confidentiality Status: Highly Confidential

Hand Delivered
 U.S. Mail (first-class, postage prepaid)
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 Email (bwallis@wutc.wa.gov)

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 1st day of August, 2005, at Seattle, Washington.

