

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Merger of the) DOCKET NO. UT-991358
Parent Corporations of Qwest)
Communications Corporation, LCI) PETITION FOR LATE INTERVENTION
International Telecom Corp., USLD) OF NEW EDGE NETWORKS, INC.
Communications, Inc., Phoenix Networks,)
Inc. and U S WEST Communications, Inc.)
_____)

Pursuant to WAC 480-09-430(1), New Edge Networks, Inc. ("New Edge") hereby petitions the Commission for leave to intervene in the above-entitled docket after the prehearing conference has been conducted. As grounds for intervention, New Edge states as follows:

I. NOTICES

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

Gregory J. Kopta	Robert Y. McMillin
DAVIS WRIGHT TREMAINE LLP	New Edge Networks, Inc.
2600 Century Square	P.O. Box 5159
1501 Fourth Avenue	3000 Columbia House Blvd.
Seattle, WA 98101-1688	Vancouver, WA 98668
voice: (206) 622-3150	voice: (360) 906-9703
facsimile: (206) 628-7699	facsimile: (360) 693-9997
e-mail: gregkopta@dwt.com	e-mail: rcmillin@newedgenetworks.com

II. IDENTITY OF PETITIONER

New Edge is a facilities-based telecommunications company that was authorized by the Commission to provide intraexchange and interexchange telecommunications services throughout the State of Washington on July 28, 1999, in Docket No. UT-990945. New Edge intends to offer local exchange service -- primarily digital subscriber line ("DSL") and related data services in competition with U S WEST Communications, Inc. ("U S WEST"). New Edge, pursuant to the federal Telecommunications Act of 1996 ("Act"), entered into an interconnection agreement with U S WEST which the Commission approved on September 22, 1999, in Docket No. UT-990386.

III. INTEREST OF PETITIONER

New Edge not only intends to compete with U S WEST in the provisioning of local exchange services, but New Edge needs critical facilities and services from U S WEST to access and interconnect with U S WEST's network. U S WEST continues to be the monopoly incumbent local exchange company serving the majority of customers throughout its service territory in Washington. New Edge thus has a substantial interest in ensuring that any change in U S WEST ownership and management will not adversely impact the services and facilities U S WEST currently provides and that those services and facilities will be provided under the rates, terms, and conditions of its interconnection agreements, the federal Telecommunications Act of 1996, and Washington law. New Edge's interest, moreover, is unique from other competitors of U S WEST and Qwest that are participating in this proceeding because New Edge intends to offer DSL and related services in areas of the state in which other competitors currently are not providing such service. The management changes that will result from the proposed merger,

including but not limited to distribution of additional network investment, if any, thus will uniquely impact New Edge, both as a competitor and as a customer of the merged company and its subsidiaries.

IV. REASON FOR LATE INTERVENTION

New Edge has only recently begun to obtain services and facilities from U S WEST that will enable New Edge to offer service in competition with U S WEST. U S WEST was not scheduled to provision New Edge's initial requests for collocation in Washington until after the prehearing conference in this docket. New Edge did not seek to intervene at that time because New Edge had only limited experience with U S WEST's provisioning of services and facilities to competitors, New Edge did not want to jeopardize the provisioning of its collocation requests, and New Edge wanted to give U S WEST the benefit of the doubt as to whether U S WEST's existing management would satisfy its obligations. Unfortunately, U S WEST resolved that doubt by providing New Edge with the poor service of which other competitors and customers have complained. New Edge does not seek to litigate its complaints in this proceeding, but New Edge's experience since the prehearing conference has provided it with a demonstrated direct and substantial interest in the impact of the proposed merger on U S WEST's provisioning of service in Washington -- particularly whether, and the extent to which, the proposed merger will generate increased local exchange network investment and result in a company that is less hostile to competition, as Qwest has represented.

V. NATURE OF INTERVENTION

The participation of New Edge will be of material and unique value to the Commission in its determination of the issues involved in this proceeding, and New Edge's intervention will not broaden those issues or delay the proceedings. New Edge will coordinate with existing parties to minimize any duplication in presentation and will not seek to amend the established schedule based on the timing of its intervention. Toward that end, New Edge concurs in the discovery that has been propounded to date in this proceeding and will propound any additional discovery only in conjunction with existing parties.

WHEREFORE, New Edge respectfully 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 _____ day of October, 1999.

DAVIS WRIGHT TREMAINE LLP
Attorneys for New Edge Networks, Inc.

By _____
Gregory J. Kopta
WSBA No. 20519