

II.

All correspondence in this matter should be directed to:

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III.

XO has a substantial interest in the proposed transfer of control of Verizon Northwest Inc. (“Verizon”) to Frontier Communications Corporation (“Frontier”). XO is a facilities-based provider of telecommunications services in Oregon and is authorized to provide such services as a competitive telecommunications provider in the areas in which Verizon is the incumbent local exchange carrier (“ILEC”). Verizon is the second largest ILEC in Oregon. XO relies on interconnection with, and related services and facilities obtained from, Verizon to offer and provide service to customers in Verizon’s service territory. XO seeks to ensure that the proposed transaction will not adversely impact competition or XO’s right or ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services. XO therefore submits this Petition to Intervene because it is materially interested in, and will be substantially affected by, the Commission’s resolution of the issues presented in this proceeding.

IV.

XO expects to participate in the docket and to contribute to the Commission’s review of the proposed transaction its perspective as a competing telecommunications service provider and wholesale customer. XO will address such issues as it deems relevant in this proceeding.

IV.

XO has knowledge and expertise that will assist the Commission and the parties in addressing the issues presented in this proceeding.

V.

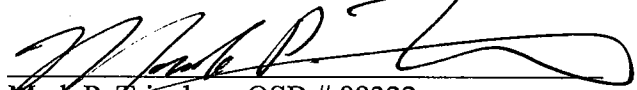
XO's appearance and participation will not unreasonably broaden the issues, burden the record, or unreasonably delay this proceeding.

CONCLUSION

XO's Petition to Intervene should be granted.

DATED this 12th day of June 2009.

DAVIS WRIGHT TREMAINE LLP



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CERTIFICATE OF SERVICE

UM 1431

I hereby certify on this 11th day of June, 2009, a Petition to Intervene signed by Mark P. Trincherro on behalf of XO Communications Services, Inc. was sent via UPS overnight mail to the Oregon Public Utility Commission. A copy of the filing was sent electronically to the service list below:

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By: _____
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