

June 15, 2009

Frances Nichols
Public Utility Commission of Oregon
550 Capitol Street NE, Suite 215
Salem, OR 97308-2148

RE: *In the Matter of the Joint Application of Verizon Communications Inc. and Frontier Communications Corporation for an Order Declining to Assert Jurisdiction Over, or, in the Alternative, Approving the Indirect Transfer of Control of Verizon Northwest Inc.*
UM 1431

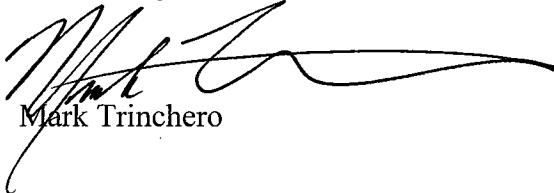
Dear Ms. Nichols:

Enclosed for filing in the above-referenced docket, please find the Covad Communications Company Petition to Intervene.

Please contact me if you have any questions about this filing, and thank you in advance for your cooperation.

Very truly yours,

Davis Wright Tremaine LLP


Mark Trincherro

MPT:bl
Encls.

BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON

UM 1431

<p>In the Matter of the Joint Application of Verizon Communications Inc. and Frontier Communications Corporation for an Order Declining to Assert Jurisdiction Over, or, in the Alternative, Approving the Indirect Transfer of Control of Verizon Northwest Inc.</p>	<p>)))))))</p>	<p>PETITION TO INTERVENE</p>
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**PETITION TO INTERVENE OF
Covad Communications Co.**

Covad Communications Company (“Covad”) respectfully petitions the Commission for leave to intervene in the above-captioned proceeding.

In support of its petition, Covad states as follows:

I.

Covad’s name and address are:

Covad Communications Company
7000 N. Mopac Expressway, 2nd Floor
Austin, TX 78731

II.

All correspondence in this matter should be directed to:

Katherine K. Mudge
Director, State Affairs & ILEC Relations
Covad Communications Company
7000 N. Mopac Expressway, 2nd Floor
Austin, TX 78731
Telephone: (512) 514-6380
Facsimile: (512) 514-6520
E-mail: kmudge@covad.com

Mark P. Trincherro
Davis Wright Tremaine LLP
1300 SW Fifth Avenue
Suite 2300
Portland, Oregon 97201
Telephone: (503) 778-5318
Facsimile: (503) 778-5299
E-mail: marktrincherro@dwt.com

III.

Covad has a substantial interest in the proposed transfer of control of Verizon Northwest Inc. (“Verizon”) to Frontier Communications Corporation (“Frontier”). Covad 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. Covad relies on interconnection with, and related services and facilities obtained from, Verizon to offer and provide service to customers in Verizon’s service territory. Covad seeks to ensure that the proposed transaction will not adversely impact competition or Covad’s right or ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services. Covad 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.

Covad 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. Covad will address such issues as it deems relevant in this proceeding.

IV.

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

V.

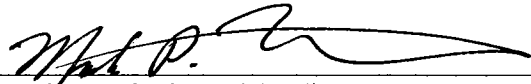
Covad's appearance and participation will not unreasonably broaden the issues, burden the record, or unreasonably delay this proceeding.

CONCLUSION

Covad's Petition to Intervene should be granted.

DATED this 15th day of June 2009.

DAVIS WRIGHT TREMAINE LLP



Mark P. Trincherro OSB # 88322

1300 SW Fifth Avenue, Suite 2300

Portland, OR 97201

Tel: (503) 241-2300

Fax: (503) 778-5299

Attorneys for Covad Communications
Company.

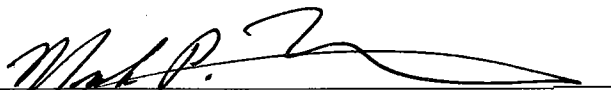
CERTIFICATE OF SERVICE

UM 1431

I hereby certify on this 15th day of June, 2009, a Petition to Intervene signed by Mark P. Trinchero on behalf of Covad Communications Co. 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:

Charles L. Best Attorney At Law 1631 NE Broadway #538 Portland, OR 97232-1425 chuck@charlesbest.com	G. Catriona McCracken Legal Counsel/Staff Attorney Citizens' Utility Board of Oregon 610 SW Broadway, Suite 308 Portland, OR 97205 catriona@oregoncub.org
Gordon Feighner Energy Analyst Citizens' Utility Board of Oregon 610 SW Broadway, Suite 308 Portland, OR 97205 gordon@oregoncub.org	Robert Jenks Citizens' Utility Board of Oregon 610 SW Broadway, Suite 308 Portland, OR 97205 bob@oregoncub.org
Michael T. Weirich Assistant Attorney General Department of Justice Regulated Utility & Business 1162 Court St. NE Salem, OR 97301-4096 michael.weirich@doj.state.or.us	Kevin L. Saville Attorney At Law Frontier Communications of America Inc. 2378 Wilshire Blvd. Mound, MN 55364 kvin.saville@frontiercorp.com
Michael Dougherty Public Utility Commission of Oregon P.O. Box 2148 Salem, OR 97308-2148 michael.dougherty@state.or.us	Eugene M. Eng Vice President-Legislative & Regulatory Affairs Verizon Northwest, Inc. 20575 NW Von Neumann Dr. #150 MC ORO 30158 Hillsboro, OR 97006 egene.eng@verizon.com
Gregory M. Romano General counsel – NW Region Verizon Northwest Inc. 1800 41 st St. MC WA0105GC Everett, WA 98201 gregory.m.romano@verizon.com	

DAVIS WRIGHT TREMAINE LLP

By: 
Mark P. Trinchero