



Rob McKenna
ATTORNEY GENERAL OF WASHINGTON

800 Fifth Avenue #2000 • Seattle WA 98104-3188

January 23, 2009

VIA ELECTRONIC FILING & FIRST CLASS MAIL

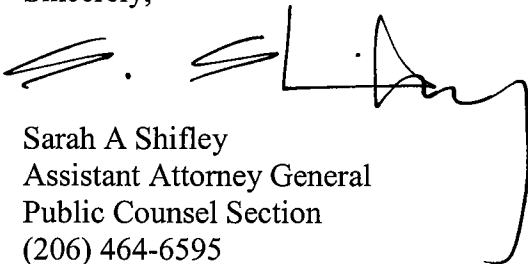
David Danner
Executive Secretary
Washington Utilities & Transportation Commission
1300 S. Evergreen Pk. Dr. S.W.
PO Box 47250
Olympia, WA 98504-7250

Re: In the Matter of the Joint Application of EMBARQ CORPORATION AND
CENTURYTEL, INC., For Approval of Transfer of Control of United Telephone
Company of the Northwest d/b/a Embarq and Embarq Communications, Inc.
Docket No. UT-082119

Dear Mr. Danner:

Enclosed please find the originals and twelve copies each of the protective order agreements of Trevor R. Roycroft and Stephen G. Hill, for filing in the above-entitled docket.

Sincerely,



Sarah A Shifley
Assistant Attorney General
Public Counsel Section
(206) 464-6595

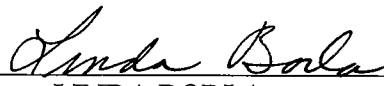
SAS:ljb
Enclosures
cc: Service List (E-mail & First Class Mail)

CERTIFICATE OF SERVICE
Docket No. UT-082119

I hereby certify that a true and correct copy of the protective agreements of Trevor R. Roycroft and Stephen G. Hill were sent to each of the parties of record shown on the attached Service List in sealed envelopes, via:

First Class Mail and Electronic Mail

DATED: January 23, 2009.



LINDA BORLA

**Docket No. UT 082119
EMBARQ/CENTURYTEL MERGER**

SERVICE LIST

IBEW
SCOTT J. RUBIN
333 OAK LANE
BLOOMSBURG, PA 17815

CENTURYTEL INC
CHARLES L BEST
1631 NE BROADWAY SUITE 538
PORTLAND OR 97232 1425

LEVEL 3
GREGORY L. ROGERS
SENIOR CORPORATE COUNSEL
LEVEL 3 COMMUNICATIONS, LLC
1025 ELDORADO BLVD.
BROOMFIELD, CO 80021

**UNITED TELPHONE
COMPANY OF THE NW
D/B/A EMBARQ**
WILLIAM HENDRICKS
902 WASCO STREET
HOOD RIVER OR 97031


WUTC
JONATHON THOMPSON
WUTC
1400 S EVERGREEN PARK DR SW
OLYMPIA WA 98504

COMCAST
ARTHUR A. BUTLER
ATER WYNNE LLP
601 UNION ST., SUITE 1501
SEATTLE, WA 98101-3981

EXHIBIT B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET UT-082119
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION
Trevor R. Roycroft

I, _____, as expert witness in this proceeding for **Public Counsel Section, WA Atty. General** (a party to this proceeding) hereby agree to comply with and be bound by the Protective Order entered by the Washington Utilities and Transportation Commission in Docket UT-082119, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.



Signature
Roycroft Consulting

1/12/2009

Date

Employer
51 Sea Meadow Ln., Brewster, MA 02631

President/Consultant

Position and Responsibilities

Address

* * *

The following portion is to be completed by the responding party and filed with the Commission within 10 days of receipt; failure to do so will constitute a waiver and the above-named person will be deemed an expert having access to Confidential Information under the terms and conditions of the Protective Order.

_____ No objection.

_____ Objection. The responding party objects to the above-named expert having access to Confidential Information. The objecting party shall file a motion setting forth the basis for objection and asking exclusion of the expert from access to Confidential Information.

Signature

Date

EXHIBIT B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET UT-082119
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Stephen G. Hill, as expert witness in this proceeding for Public Counsel (a party to this proceeding) hereby agree to comply with and be bound by the Protective Order entered by the Washington Utilities and Transportation Commission in Docket UT-082119, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

Stephen G. Hill
Signature

1/15/09
Date

Hill Associates
Employer

P.O. Box 587 Hurricane, WV
Address 25526

Principal
Position and Responsibilities

The following portion is to be completed by the responding party and filed with the Commission within 10 days of receipt; failure to do so will constitute a waiver and the above-named person will be deemed an expert having access to Confidential Information under the terms and conditions of the Protective Order.

 No objection.

 Objection. The responding party objects to the above-named expert having access to Confidential Information. The objecting party shall file a motion setting forth the basis for objection and asking exclusion of the expert from access to Confidential Information.

Signature

Date

EXHIBIT C (HIGHLY CONFIDENTIAL INFORMATION AGREEMENT)

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION
IN DOCKET UT-082119
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

Trevor R. Roycroft

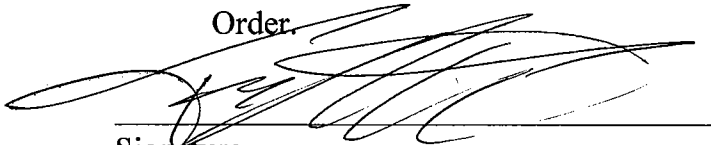
I, _____, as

- In-house attorney
- In-house expert
- Outside counsel
- Outside expert

Public Counsel Section, WA Atty. General

in this proceeding for _____ (a party to this proceeding) hereby declare under penalty of perjury under the laws of the State of Washington that the following are true and correct:

- a. I am not now involved, and will not for a period of two years involve myself in, competitive decision making with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the company or business organization from whom they seek disclosure of highly confidential information with respect to the pricing, marketing, and sales of retail telecommunications services in the state of Washington; and
- b. I have read and understand, and agree to be bound by, the terms of the Protective Order in this proceeding, including this Section C of the Protective Order.



Signature

Brewster, Massachusetts

1/12/2009

Date

City/State where this Agreement was signed

Roycroft Consulting

Employer

President/Consultant

**51 Sea Meadow Lane, Brewster,
MA, 02631**

Position and Responsibilities

Permanent Address

* * *

The following portion is to be completed by the responding party and filed with the Commission within 10 days of receipt. Failure to do so will constitute a waiver and the above-named person will be deemed a person having access to Highly Confidential Information under the terms and conditions of the protective order.

_____ No objection.

_____ Objection. The responding party objects to the above-named person having access to Highly Confidential Information. The objecting party shall file a motion with the Commission, supported by affidavit, setting forth the basis for objection and asking exclusion of the person from access to Highly Confidential Information.

Signature

Date

EXHIBIT C (HIGHLY CONFIDENTIAL INFORMATION AGREEMENT)

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION
IN DOCKET UT-082119
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Stephen G. Hill, as

- In-house attorney
- In-house expert
- Outside counsel
- Outside expert

in this proceeding for Public Counsel (a party to this proceeding) hereby declare under penalty of perjury under the laws of the State of Washington that the following are true and correct:

- a. I am not now involved, and will not for a period of two years involve myself in, competitive decision making with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the company or business organization from whom they seek disclosure of highly confidential information with respect to the pricing, marketing, and sales of retail telecommunications services in the state of Washington; and
- b. I have read and understand, and agree to be bound by, the terms of the Protective Order in this proceeding, including this Section C of the Protective Order.

Stephen G. Hill
Signature

1/15/09
Date

Hurricane, West Virginia
City/State where this Agreement was signed

Hill Associates
Employer

Principal
Position and Responsibilities

POB 587 Hurricane W
Permanent Address 25526

* * *

The following portion is to be completed by the responding party and filed with the Commission within 10 days of receipt. Failure to do so will constitute a waiver and the above-named person will be deemed a person having access to Highly Confidential Information under the terms and conditions of the protective order.

_____ No objection.

_____ Objection. The responding party objects to the above-named person having access to Highly Confidential Information. The objecting party shall file a motion with the Commission, supported by affidavit, setting forth the basis for objection and asking exclusion of the person from access to Highly Confidential Information.

Signature

Date