



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

800 Fifth Avenue #2000 • Seattle WA 98104-3188

February 5, 2008

VIA ELECTRONIC FILING & FIRST CLASS MAIL

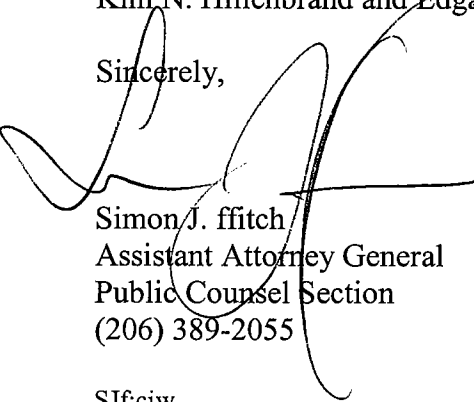
Carole Washburn
Executive Secretary
Washington Utilities & Transportation Commission
1300 S. Evergreen Pk. Dr. S.W.
PO Box 47250
Olympia, WA 98504-7250

Re: In the Matter of the Joint Application of Puget Holdings LLC and Puget Sound Energy,
Inc For an Order Authorizing Proposed Transaction
Docket No. U-072375

Dear Ms. Washburn:

Enclosed please find the originals and twelve copies each of the protective order agreements of Michael J. Majoros, Jr., Charles W. King, Harry Gildea, L. Margaret Kenney, Eugene H. Bedell, Kim N. Hillenbrand and Edgar Banuelos for filing in the above-entitled docket.

Sincerely,



Simon J. Ffitch
Assistant Attorney General
Public Counsel Section
(206) 389-2055

SJf:cjw

Enclosures

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

EXHIBIT B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Michael J. MAJOROS, JR., as expert witness in this proceeding for Washington Attorney 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 U-072375, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

[Signature] 2/4/08
Signature Date

SNAD & KING MAJOROS CONSULTANTS, INC.

Employer
1111 14th St N.W.
Washington, DC 20005
Address Consultant
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 B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Charles W. King, as expert witness in this proceeding for the Attorney 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 U-072375, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

[Signature]
Signature

Feb 4, 2008
Date

Snarely King Majors O'Connor & Lee, Inc.
Employer
1111 14th St. NW #300
Washington DC, 20005
Address

President
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 B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, HARRY GILBERT, as expert witness in this proceeding for ATTORNEY 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 U-072375, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

[Signature]
Signature

2/9/2008
Date

SARAH KING
Employer

111 14th ST NW SUITE 300
WASHINGTON DC 20005
Address

CONSULTANT

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.

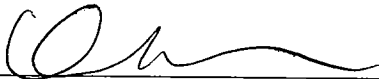
Signature

Date

EXHIBIT B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, L. MARGARET KENNEY, as expert witness in this proceeding for WA ATTORNEY 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 U-072375, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.


Signature

2/4/08
Date

SHARVELY KING MAJORS O'CONNOR & LEE INC
Employer

1111 14th ST NW STE. 300 WASH. DC 20005
Address

CONSULTANT
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 B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, EUGENE H. BEDELL, as expert witness in this proceeding for _____ (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 U-072375, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

Eugene H. Bedell Sr.
Signature

2-4-08
Date

Snally King Majors O'Connor & Lee INC.
Employer

1111 14th Street NW, Washington DC
Address

Director
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.

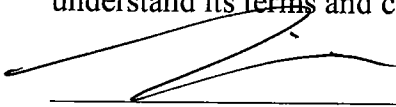
Signature

Date

EXHIBIT B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Kim N Hillenbrand, as expert witness in this proceeding for Washington AG (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 U-072375, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.



Signature

02/04/2008

Date

Snavely King Majors O'Carroll & Lee, Inc.
Employer

1111 14th Street, Suite 300, Washington DC 20005
Address

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 B (EXPERT AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Edgar Banuelos, as expert witness in this proceeding for Washington General Attorney (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 U-072375, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

[Handwritten Signature]
Signature

02/04th/08
Date

Snively, King, Majors, O'Connor & Lee Inc.
Employer

1111 14th St N.W. Wash DC 20005 Analyst
Address 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 U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION


I, Charles W. King, as
 In-house attorney
 In-house expert
 Outside counsel
 Outside expert

in this proceeding for the Attorney General (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 development or purchase of energy resources; and
- b. I am not now involved, and will not for a period of two years involve myself in, the ownership or development of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric portfolio; and
- c. I am not now involved, and will not for a period of two years involve myself in, providing consulting services or advice to owners or developers of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric

portfolio, to the extent such consultation or advice involves matters for which the "highly confidential" information would be relevant; and

- d. 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

 Date *Feb 4, 2008*

Washington DC 20008

 City/State where this Agreement was signed

Snarey King Majors O'Connor & Co, Inc.

 Employer

1111 14th St NW, #300
Washington DC 20008

 Permanent Address

President

 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 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 U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Michael J. Maturos, Jr., as

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

in this proceeding for Washington Attorney General (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 development or purchase of energy resources; and
- b. I am not now involved, and will not for a period of two years involve myself in, the ownership or development of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric portfolio; and
- c. I am not now involved, and will not for a period of two years involve myself in, providing consulting services or advice to owners or developers of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric

portfolio, to the extent such consultation or advice involves matters for which the "highly confidential" information would be relevant; and

- d. 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

2/4/08

 Date

Washington, DC.

 City/State where this Agreement was signed

SMARLY KIZY MATOLES O'CONNOR LEO, FN

Employer
Consultant

1111 14th St. NW
WASHINGTON, DC 20005

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 U-072375
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, L. MARGARET KENNEY, as

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

in this proceeding for WA ATTORNEY GENERAL (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 development or purchase of energy resources; and
- b. I am not now involved, and will not for a period of two years involve myself in, the ownership or development of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric portfolio; and
- c. I am not now involved, and will not for a period of two years involve myself in, providing consulting services or advice to owners or developers of electric energy projects or resources: (i) that have been or could potentially be offered to PSE for its electric portfolio; or (ii) that are competing or could potentially compete with other projects that are or could be offered to PSE for its electric

portfolio, to the extent such consultation or advice involves matters for which the "highly confidential" information would be relevant; and

d. 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

2/4/08

Date

WASHINGTON DC

City/State where this Agreement was signed

SPAVELY KING MASTROS O'CONNOR PLEE, INC.

Employer

CONSULTANT

Position and Responsibilities

1111 14th ST NW STE 300
WASHINGTON DC 20005

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

CERTIFICATE OF SERVICE
Docket No. UE-072375

I hereby certify that a true and correct copy of the protective agreements of Michael J. Majoros, Jr., Charles W. King, Harry Gildea, L. Margaret Kenney, Eugene H. Bedell, Kim N. Hillenbrand and Edgar Banuelos was 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: February 5, 2008.



CAROL WILLIAMS

Docket Nos. U-072375

SERVICE LIST

PUGET SOUND ENERGY, INC.
SHEREE STROM CARSON
JASON KUZMA
PERKINS COIE LLP
10885 NE FOURTH STREET, SUITE 700
BELLEVUE, WA 98004-5579

**WASHINGTON UTILITIES AND
TRANSPORTATION COMMISSION**
ROBERT D. CEDARBAUM
DONALD R. TROTTER
1400 S. EVERGREEN PARK DRIVE S.W.
P.O. BOX 40128
OLYMPIA, WA 98504-0128

THE ENERGY PROJECT:
RONALD L ROSEMAN
ATTORNEY AT LAW
2011 14TH AVENUE EAST
SEATTLE, WASHINGTON 98112

NORTHWEST ENERGY COALITION
DANIELLE DIXON
SENIOR POLICY ASSOCIATE
811 1ST AVENUE SOUTH #305
SEATTLE WA 98104

KROGER CO.
MICHAEL L. KURTZ, ESQ.
KURT J. BOEHM, ESQ.
BOEHM, KURTZ & LOWRY
36 EAST SEVENTH STREET, SUITE 1510
CINCINNATI, OHIO 45202

**NORTHWEST INDUSTRIAL GAS
USERS**
EDWARD A. FINKLEA / CHAD STOKES
CABLE HUSTON BENEDICT
HAAGENSEN & LLOYD
1001 SW FIFTH AVENUE, SUITE 2000
PORTLAND, OR 97204

ICNU
MELINDA J DAVISON
IRON SANGER
ANDREW N HARRIS
DAVISON VAN CLEVE
333 SW TAYLOR SUITE 400
PORTLAND, OR 97204

FEA
NORMAN FURUTA
DEPARTMENT OF THE NAVY
1455 MARKET STREET STE 1744
SAN FRANCISCO CA 94103 1399

COGENERATION COALITION OF WA
MICHAEL P ALCANTAR
DONALD BROOKHYSER
ALCANTAR & KAHL LLP
1300 SW FIFTH SUITE 1750
PORTLAND OR 97201

FEA
SCOTT JOHANSEN
ASSOCIATE COUNSEL
DEPARTMENT OF THE NAVY
1220 PACIFIC HIGHWAY
SAN DIEGO, CA 92132