

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 Coupsel Section

(206) 389-2055

SJf:cjw

Enclosures

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

Signature

EXHIBIT B (EXPERT AGREEMENT)

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

Vitness in this proceeding for WAShacken AttornaGeneral (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 NTARCS OCONNACTORS **Employer** 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.

Date

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION IN DOCKET U-072375

BEFORE THE

I, Chayles W. K. W. Attached W. W. Witness in this proceeding for the Attached this proceeding) hereby agree to comply with a entered by the Washington Utilities and Transp. U-072375, and acknowledge that I have review understand its terms and conditions. Signature May King Mijoras O'Cong. Employer 1111 144 Jt. Mw #300 Washim You PC, 20005	and be bound by the Protect portation Commission in Doved the Protective Order an Date	ocket
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AGREEMENT CONCERNING CONFIDENTIAL INFORMATION IN DOCKET U-072375 BEFORE THE

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witness in this p	proceeding for	ATTACO	GENEVAL	(a party to
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Address			Position and	Responsibilities
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AGREEMENT CONCERNING CONFIDENTIAL INFORMATION IN DOCKET U-072375 BEFORE THE

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111114 ST NW STE. 300 WASH DC	CONSULTANT	
Address JODOS'	Position and Responsibil	ities
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The following portion is to be completed by the r Commission within 10 days of receipt; failure to the above-named person will be deemed an exper Information under the terms and conditions of the	do so will constitute a wai t having access to Confide	ver and
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Signature	Date	

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I. EUGENE H. BEL	PLL	, as expert
witness in this proceeding for		(a party to
this proceeding) hereby agree to comply with and	he bound by the Protectiv	
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111/14th Street NW, Washington DC Address	Position and Responsibil	ities
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I, Kim Whillen witness in this proceeding for Washington this proceeding) hereby agree to comply with a entered by the Washington Utilities and Transp U-072375, and acknowledge that I have review understand its terms and conditions.	(a party and be bound by the Protective Order cortation Commission in Docket
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Address Suite 300, Washington De Address	Position and Responsibilities
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Signature	Date

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setting forth the basis for objectio Confidential Information.	on and asking exclusion of the expert from access to
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 <u>the Atterney Janeses</u> (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
- 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	Feb 4, 2008
Washington D City/State where this Agreement	<u>C 20</u> 008 was signed
Employer Employer Position and Responsibilities	ovas O'Convar thre In 1111 14 SoNW # Washington PC 200 Permanent Address
Commission within 10 days of red the above-named person will be d	impleted by the responding party and filed with the ceipt. Failure to do so will constitute a waiver and eemed a person having access to Highly the terms and conditions of the protective order.
No objection.	
having access to Highly Confiden motion with the Commission, sup	esponding party objects to the above-named person tial Information. The objecting party shall file a ported by affidavit, setting forth the basis for the person from access to Highly Confidential
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 V. MAJIROS, JR.	, as
In-house attorney	
In-house expert	
Qutside counsel	
Outside expert	

in this proceeding for <u>WAShing</u> to <u>Attorney</u> (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:

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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 City/State where this Agreement was signed **Employer** Cous Ul front 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

In-h	ouse attorney	
	ouse expert	
	side counsel	
_ X Out	side expert	

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Protective Order in this proceeding, including this Section C of the Protective

I have read and understand, and agree to be bound by, the terms of the

Order.	
	2/4/08
Signature	Date
City/State where this Agreement was signed	
SMAVELY KING MASTORES CCOMOR Employer	ECEE, INC.
CONSULTANT	LASHINGTON DC 2005
Position and Responsibilities	Permanent Address
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The following portion is to be completed by the Commission within 10 days of receipt. Failure the above-named person will be deemed a person the terms and confidential Information under the terms and the complete by the	e to do so will constitute a waiver and son having access to Highly
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Sionature	 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

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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

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