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October 16, 2003

Via Federal Express

Ms. Carole J. Washburn, Executive Secretary
Washington Utilities & Transportation Commission
1300 S. Evergreen Park Drive SW
P.O. Box 47250
Olympia, WA 98504-7250

Re: Docket Nos. UT-033025 & UT-033044

Dear Ms. Washburn:

Pursuant to Judge Rendahl's request during the October 13, 2003 prehearing conference in the above-referenced dockets, Advanced TelCom, Inc., Eschelon Telecom of Washington, Inc., Global Crossing Local Services, Inc., Integra Telecom of Washington, Inc., McLeodUSA Telecommunications Services, Inc., Pac-West Telecomm, Inc., Time Warner Telecom of Washington, LLC, and XO Washington, Inc. (collectively "Joint CLECs"), provide their comments on the draft proposed protective order circulated by Judge Rendahl. The Joint CLECs propose the following revisions to the draft:

Paragraph 7, first sentence – add "or other person" following "or counsel" to clarify that anyone with access to Confidential Information will use it only for purposes of this proceeding.

Paragraph 8, first sentence – add "or otherwise representing" following "retained by" to ensure that no counsel representing a party in this proceeding is excluded, even if not technically "employed or retained by" the party.

Paragraph 16 – add the following language to the end of the paragraph:

Notwithstanding these restrictions and the restrictions in paragraph 8 applicable to persons who may access Confidential Information, a Small Company may designate any employee or in house expert to review Confidential Information and/or Highly Confidential Information if the

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producing party, upon request, gives prior written authorization for that person to review Confidential Information and/or Highly Confidential Information. If the producing party refuses to give such written authorization, the reviewing party may, for good cause shown, request an order from the Administrative Law Judge allowing a prohibited person(s) to review Confidential Information and/or Highly Confidential Information. The producing party shall be given the opportunity to respond to the Small Company's request before an order is issued. "Small Company" means a party with fewer than 5000 employees, including the employees of affiliates' U.S. ILEC, CLEC, and IXC operations within a common holding company.

This proposed language is derived from paragraphs 15 and 17 in the TRIPP template protective order and would enable companies that do not have in house regulatory personnel to request permission of the parties and/or the Commission to disclose Confidential and/or Highly Confidential Information to other in house personnel. This language has been circulated to other parties for their review, and the hope is to provide the Commission with a negotiated resolution of this issue. So far, Covad has concurred with this additional language, and Qwest has indicated that it has no objection to it.

Please contact me if you have any questions about these comments.

Very truly yours,

Davis Wright Tremaine LLP

Gregory J. Kopta

cc: Parties of Record