



Rob McKenna  
**ATTORNEY GENERAL OF WASHINGTON**

800 Fifth Avenue #2000 • Seattle WA 98104-3188

March 21, 2008

**VIA E-MAIL & FIRST CLASS MAIL**

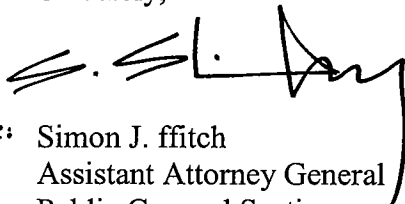
Carole Washburn  
Executive Secretary  
Washington Utilities & Transportation Commission  
1300 S. Evergreen Pk. Dr. S.W.  
PO Box 47250  
Olympia, WA 98504-7250

Re: In the Matter of the Joint Application of Verizon Communications Inc., and MCI, Inc.,  
For Approval of Agreement and Plan of Merger  
Docket No: UT-050814

Dear Ms. Washburn:

Enclosed please find the originals and nine copies each of the Highly Confidential Information Agreement Sarah Shifley, Stefanie Johnson, and Tom Spinks for filing in the above-entitled docket.

Sincerely,

  
For: Simon J. Fitch  
Assistant Attorney General  
Public Counsel Section  
(206) 389-2055

SJf:kez  
Enclosures

cc: Service List (U.S. Mail)

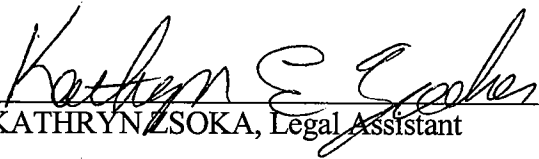


**CERTIFICATE OF SERVICE**  
**Docket Nos. UT-050814**

I hereby certify that a true and correct copy of the highly confidential protective agreements of Sarah Shifley, Stephanie Johnson, and Tom Spinks has been sent to each of the parties of record shown on the attached Service List in sealed envelopes, via:

- First Class Mail  
 Electronic Mail  
 Facsimile transmission  
 UPS Two-Day Air

DATED: March 21, 2008.

  
KATHRYN ZSOKA, Legal Assistant

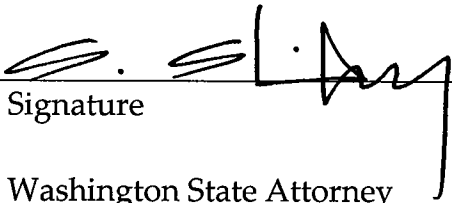
**Docket No. UT-050814  
 VERIZON/MCI MERGER  
 SERVICE LIST**

<p><b>VERIZON NORTHWEST, INC.:</b>  <b>David C. Lundsgaard</b>  <b>Graham &amp; Dunn PC</b>  <b>2801 Alaskan Way Suite 300</b>  <b>Seattle, WA 98121-1128</b></p>	<p><b>COMMISSION STAFF:</b>  <b>JONATHAN THOMPSON</b>  <b>Assistant Attorney General</b>  <b>P.O. Box 40128</b>  <b>1400 S. Evergreen Park Dr. SW</b>  <b>Olympia WA 98504 0128</b></p>
<p><b>VERIZON:</b>  <b>Charles H Carrathers</b>  <b>Vice President &amp; General Counsel</b>  <b>Verizon Northwest</b>  <b>600 Hidden Ridge</b>  <b>Irving TX 75038</b></p>	<p><b>VERIZON:</b>  <b>Sherry F Bellamy</b>  <b>Vice President &amp; Associate General Counsel</b>  <b>Verizon Corporate Services Corp</b>  <b>1515 North Courthouse Road #500</b>  <b>Arlington VA 22201</b></p>
<p><b>VERIZON:</b>  <b>Robert P Slevin</b>  <b>Associate General Counsel</b>  <b>Verizon Corporate Services Corp</b>  <b>1095 Avenue of the Americas</b>  <b>Room 3824</b>  <b>New York NY 10036</b></p>	<p><b>VERIZON:</b>  <b>Andrew B Clubok</b>  <b>Kirkland &amp; Ellis LLP</b>  <b>655 Fifteenth Street NW #1200</b>  <b>Washington DC 20005</b></p>
<p><b>MCI:</b>  <b>Arthur A Butler</b>  <b>Ater Wynne LL</b>  <b>601 Union St Suite 5450</b>  <b>Seattle WA 98101 2327</b></p>	<p><b>MCI:</b>  <b>Michel Singer Nelson</b>  <b>Senior Attorney</b>  <b>MCI Inc</b>  <b>707 17<sup>th</sup> Street</b>  <b>Denver CO 80202</b></p>
<p><b>MCI:</b>  <b>MARSHA A Ward</b>  <b>Vice President – State Regulatory</b>  <b>6 Concourse Parkway #600</b>  <b>Atlanta GA 30328</b></p>	<p><b>XO Communications Services, Inc:</b>  <b>Gregory J. Kopta</b>  <b>Davis Wright Tremaine LLP</b>  <b>1201 Third Avenue, Suite 2200</b>  <b>Seattle, WA 98101-3045</b></p>
<p><b>Integra Telecom of Washington, Inc.:</b>  <b>John P. Nusbaum</b>  <b>1201 NE Lloyd Blvd</b>  <b>Suite 500</b>  <b>Portland, OR 97323</b></p>	<p><b>Covad Communications Company:</b>  <b>Gregory T. Diamond</b>  <b>Senior Counsel</b>  <b>7901 Lowry Blvd</b>  <b>Denver CO 80230</b></p>
<p><b>Citizens Utility Alliance:</b>  <b>John O'Rourke Director</b>  <b>212 W 2<sup>nd</sup> Ave Suite 100</b>  <b>Spokane WA 99201</b></p>	

**EXHIBIT B (EXPERT AGREEMENT)**

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION  
IN DOCKET NO. UT-050814  
BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Stefanie Johnson, as policy analyst expert in this proceeding for Public Counsel (a party to this proceeding) or an employee of that party who has a need to know for the purpose of presenting that party's case in this proceeding and is not engaged in developing, planning, marketing, or selling products or services, determining the costs thereof, or designing prices thereof to be charged or potentially charged to customers, hereby agrees to comply with and be bound by the Protective Order entered by the Washington Utilities and Transportation Commission in Docket No. UT-050814 and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

  
\_\_\_\_\_  
Signature

MARCH 21, 2008  
\_\_\_\_\_  
Date

Washington State Attorney  
General's Office  
\_\_\_\_\_  
Employer

800 5<sup>th</sup> Avenue, Suite 200,  
Seattle WA 98104  
\_\_\_\_\_  
Address

\_\_\_\_\_  
Attorney  
\_\_\_\_\_  
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, consultant, or advisor having access to Confidential Information under the terms and conditions of the protective order.

\* \* \*

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 Highly 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 Highly Confidential Information. The objecting party shall file a motion setting forth the basis for objection and asking exclusion of the expert from access to Highly Confidential Information.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

EXHIBIT A (ATTORNEY AGREEMENT)

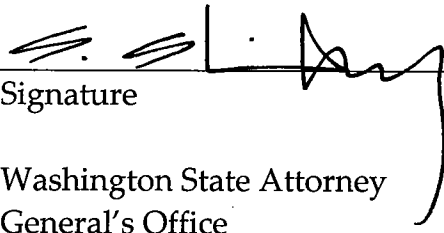
AGREEMENT CONCERNING CONFIDENTIAL INFORMATION  
IN DOCKET NO. UT-050814  
BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Sarah A. Shifley, as

Attorney

Administrative Staff

in this proceeding for Public Counsel (a party to this proceeding) agree to comply with and be bound by the Protective Order entered by the Washington Utilities and Transportation Commission in Docket No. UT-050814, and acknowledge that I have reviewed the Protective Order and fully understand its terms and conditions.

  
\_\_\_\_\_  
Signature

MARCH 20, 2008  
\_\_\_\_\_  
Date

Washington State Attorney  
General's Office  
\_\_\_\_\_  
Employer

800 5<sup>th</sup> Avenue, Suite 200,  
Seattle WA 98104  
\_\_\_\_\_  
Address

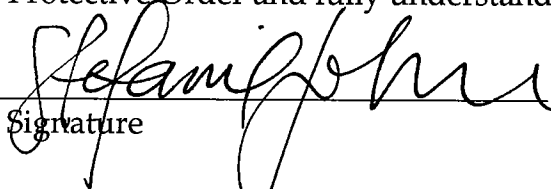
Attorney  
\_\_\_\_\_  
Position and Responsibilities

\*\*

**EXHIBIT B (EXPERT AGREEMENT)**

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IN DOCKET NO. UT-050814  
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Signature

3/20/09  
Date

Washington State Attorney  
General's Office

Employer

800 5<sup>th</sup> Avenue, Suite 200,  
Seattle WA 98104

Address

Policy Analyst

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, consultant, or advisor 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, consultant, or advisor having access to Confidential Information. The objecting party shall file a motion setting forth the basis for objection and asking exclusion of the expert, consultant, or advisor from access to Confidential Information.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



**EXHIBIT C (Highly Confidential Information Agreement)**

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION  
IN DOCKET NO. UT-050814  
BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

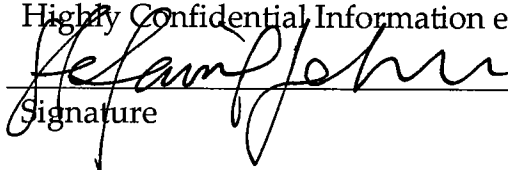
I, Stefanie Johnson, am

- a policy analyst for the Washington State Attorney General's  
Office, Public Counsel Section
- an independent consultant for

\_\_\_\_\_

a person who is otherwise authorized to have access to the Highly Confidential Information produced by \_\_\_\_\_, a party to this proceeding, by virtue of the written consent of that party or by virtue of an order of the Commission

I hereby agree that: (a) I have read a copy of this Protective Order with Highly Confidential Provisions and agree to be comply with and be bound thereby; (b) I will not disclose any Highly Confidential Information, or the contents thereof to which I become privy, to any person not entitled thereto under the terms of the Protective Order with Highly Confidential Provisions; and (c) I will not use such Highly Confidential Information except in connection with this litigation.

  
\_\_\_\_\_  
Signature

3/20/09  
\_\_\_\_\_  
Date

Washington State Attorney  
General's Office  
\_\_\_\_\_  
Employer

800 5<sup>th</sup> Avenue, Suite 200,  
Seattle WA 98104  
\_\_\_\_\_  
Address

Policy Analyst  
\_\_\_\_\_  
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 Highly 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 Highly Confidential Information. The objecting party shall file a motion setting forth the basis for objection and asking exclusion of the expert from access to Highly Confidential Information.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION  
IN DOCKET NO. UT-050814  
BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Tom Spinks, am

- a policy analyst for the Washington State Attorney General's  
Office, Public Counsel Section
- an independent consultant for

\_\_\_\_\_

a person who is otherwise authorized to have access to the Highly Confidential Information produced by \_\_\_\_\_, a party to this proceeding, by virtue of the written consent of that party or by virtue of an order of the Commission

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Tom Spinks  
Signature

3/20/08  
Date

Washington State Attorney  
General's Office  
\_\_\_\_\_  
Employer

800 5<sup>th</sup> Avenue, Suite 200,  
Seattle WA 98104  
\_\_\_\_\_  
Address

\_\_\_\_\_  
Policy Analyst  
Position and Responsibilities

\* \* \*

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\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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\_\_\_\_\_  
Signature

3/20/08  
\_\_\_\_\_  
Date

Washington State Attorney  
General's Office  
\_\_\_\_\_  
Employer

800 5<sup>th</sup> Avenue, Suite 200,  
Seattle WA 98104  
\_\_\_\_\_  
Address

Policy Analyst  
\_\_\_\_\_  
Position and Responsibilities

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\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date