



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

Utilities and Transportation Division

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April 29, 2008

Carole J. Washburn, Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Dr. SW
P. O. Box 47250
Olympia, Washington 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 U-072375

Dear Ms. Washburn:

Enclosed for filing in the above-referenced docket are a Confidentiality Agreement and a Highly Confidential Information Agreement signed by Ronald H. Schmidt.

Sincerely,

KRISTA L. GROSS
Legal Assistant

:klg

Enclosures

cc: Parties




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EXHIBIT B (EXPERT AGREEMENT)

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

I, Ronald H. Schmidt, as expert witness in this proceeding for State of Washington Utilities and Transportation Commission (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

April 29, 2009
Date

Finance Scholars Group
Employer

Two Theater Square, Ste. 218, Orinda, CA 94563 Principal
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

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EXHIBIT C (HIGHLY CONFIDENTIAL INFORMATION AGREEMENT)

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

I, Ronald H. Schmidt, as

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

in this proceeding for Washington Utilities and Transportation Commission (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

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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.

RUNSLT
Signature

4/29/08
Date

Orinda, CA
City/State where this Agreement was signed

Finance Scholars Group
Employer

Principal
Position and Responsibilities

Two Theatre Square, Ste 218
Orinda, CA 94523
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