



Rob McKenna  
**ATTORNEY GENERAL OF WASHINGTON**

800 Fifth Avenue #2000 • Seattle WA 98104-3188

May 2, 2008

**VIA ELECTRONIC FILING & FIRST CLASS MAIL**

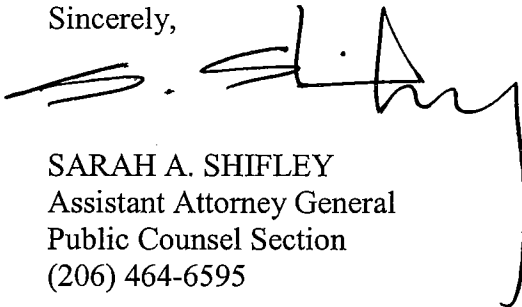
Carole Washburn  
Executive Secretary  
Washington Utilities & Transportation Commission  
1300 S. Evergreen Pk. Dr. S.W.  
PO Box 47250  
Olympia, WA 98504-7250

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 confidential and highly confidential protective order agreements of Alvaro Pereiva, Lee Smith, and Arthur Freitas for filing in the above-entitled docket.

Sincerely,



SARAH A. SHIFLEY  
Assistant Attorney General  
Public Counsel Section  
(206) 464-6595

SAS:kez  
Enclosures

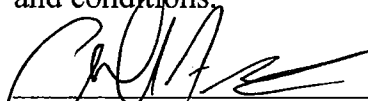
cc: Service List (U.S. Mail)

[Service Date January 18, 2008]

**EXHIBIT B (EXPERT AGREEMENT)**

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

I, ARTHUR FREITAS, as expert witness in this proceeding for Washington Public Counsel (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

4/29/08  
\_\_\_\_\_  
Date

La Capra Associates  
\_\_\_\_\_  
Employer

20 Winthrop Sq. Boston Ma  
\_\_\_\_\_  
Address

SR. REGULATORY & MARKET SPECIALIST  
\_\_\_\_\_  
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, ARTHUR FREITAS, as


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

in this proceeding for Washington Public Counsel (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

4/29/08  
 \_\_\_\_\_  
 Date

Boston, MA  
 \_\_\_\_\_  
 City/State where this Agreement was signed

La Capra Associate  
 \_\_\_\_\_  
 Employer

SR. REGULATORY & MARKETS SPECIALIST  
 \_\_\_\_\_  
 Position and Responsibilities

20 Winthrop Sq Boston MA  
 \_\_\_\_\_  
 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

[Service Date January 18, 2008]

**EXHIBIT B (EXPERT AGREEMENT)**

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

I, Lee Smith, as expert witness in this proceeding for Washington Public Counsel (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.

Lee Smith  
Signature

4/29/08  
Date

La Capra Associates  
Employer

20 Winthrop Sq. Boston Ma  
Address

Managing Consultant  
Position and Responsibilities

\* \* \*

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

I, Lee Smith, as

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

in this proceeding for Washington Public Counsel (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.

Lee Smith  
Signature

4/29/08  
Date

Boston, MA  
City/State where this Agreement was signed

La Capra Associate  
Employer

Managing Consultant  
Position and Responsibilities

20 Winthrop Sq Boston MA  
Permanent Address

\* \* \*

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\_\_\_\_\_  
Signature

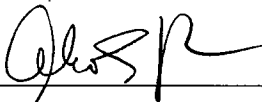
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AGREEMENT CONCERNING CONFIDENTIAL INFORMATION  
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BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Alvaro Pereira, as expert witness in this proceeding for Washington Public Counsel (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

4/29/08  
Date

La Capra Associates  
Employer

20 Winthrop Sq. Boston Ma  
Address

Consultant  
Position and Responsibilities

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           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.

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Date



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BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Alvaro Pereira, as


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

in this proceeding for Washington Public Counsel (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
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- 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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Signature

4/29/08  
Date

Boston, MA  
City/State where this Agreement was signed

La Capra Associate  
Employer

Consultant  
Position and Responsibilities

20 Winthrop Sq Boston MA  
Permanent Address

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\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**CERTIFICATE OF SERVICE**  
**Docket No. UE-072375**

I hereby certify that a true and correct copy of the confidential and highly confidential protective agreements of Alvaro Pereiva, Lee Smith, and Arthur Freitas were 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: May 2, 2008.

  
\_\_\_\_\_  
KATHRYN ZSOKA, Legal Assistant