**BEFORE THE WASHINGTON**

**UTILITIES AND TRANSPORTATION COMMISSION**

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| In the Matter of Frontier Communications Northwest Inc.’s Petition to be Regulated as a Competitive Telecommunications Company Pursuant to RCW 80.36.320 |  | DOCKET No. UT-121994AFFIDAVIT OF STEPHEN J. KENNEDY IN SUPPORT OF MOTION OF CBEYOND COMMUNICATIONS LLC OBJECTING TO EXHIBIT C FILED BY KEVIN SAVILLE ON BEHALF OF FRONTIER COMMUNICATIONS  |

STATE OF WASHINGTON )

 ) ss.

COUNTY OF KING )

 I, STEPHEN J. KENNEDY, being first duly sworn, depose and state:

1. I am an attorney with Ater Wynne LLP, counsel for Cbeyond Communications LLC. I am over the age of 18 years and I am fully competent to testify. I make this affidavit on the basis of my personal knowledge.

2. Exhibit C to the Protective Order, signed by Kevin Saville, in-house attorney for Frontier Communications, was filed with the Commission on March 25, 2013.

3. The language on Exhibit C clearly states that:

*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 pricing, marketing, and sales of telecommunications services in the state of Washington; . . . .*

4. Only outside counsel and outside experts are allowed access to these most sensitive documents. Kevin Saville’s position as in-house attorney to Frontier precludes him from obtaining Highly Confidential information under the Protective Order.

5. Attached as Exhibit A hereto is Cbeyond’s signed objection to Mr. Saville’s Exhibit C to the Protective Order.

 DATED this 3rd day of April, 2013.

/s/

Stephen J. Kennedy

SUBSCRIBED AND SWORN TO before me this \_\_\_\_ day of April, 2013.

/s/

Name Printed:

Notary Public in and for the State of Washington

Residing at:

My Commission Expires:

CERTIFICATE OF SERVICE

 I hereby certify that I have this 3rd day of April, 2013, served the true and correct original, along with the correct number of copies, of the foregoing document upon the WUTC, via the method(s) noted below, properly addressed as follows:

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| Steven KingSecretary and Executive DirectorWashington Utilities and Transportation Commission1300 S Evergreen Park Drive SWPO Box 47250Olympia, WA 98504-7250 |  | Hand Delivered |
| x | U.S. Mail (first-class, postage prepaid) |
|  | Overnight Mail (UPS) |
|  | Facsimile (360) 586-8203 |
| x | Email (records@wutc.wa.gov) |
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 I hereby certify that I have this 3rd day of April, 2013, served a true and correct copy of the foregoing document upon parties of record, via the method(s) noted below, properly addressed as follows:

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| **On Behalf of Frontier: (via US Mail and Email)**Timothy O'Connell tjoconnell@stoel.comStoel Rives LLPSuite 3600600 University StreetSeattle WA 98101-3197Kevin Saville kevin.saville@ftr.com Jack Phillips jack.phillips@ftr.com Carl Gipson carl.gipson@ftr.comDebbie Dern dldern@stoel.comWill J. Eidson wjeidson@stoel.com  |
|  |
| **On Behalf of Commission Staff:** Jennifer Cameron-Rulkowski jcameron@utc.wa.gov Attorney General of Washington1400 S Evergreen Park Drive SWPO Box 40128Olympia WA 98504-7250  |

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| **On Behalf of Level 3 Communications LLC** Gregory Diamond greg.diamond@level3.comLevel 3 Communications, LLC1025 El Dorado BoulevardBloomfield CO 80021-8869 |
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| **On Behalf of Integra Telecom of Washington, Inc.:**Doug Denney dkdenney@integratelecom.com Integra Telecom, Inc.Suite 5001201 NE Lloyd BoulevardPortland OR 97232Kim Isaacs kdisaccs@interatelecom.com Kim Wagner kim.wagner@integratelecom.com  |
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| **On Behalf of U.S. Department of Defense (DOD):**Kyle J. Smith, Esq. Kyle.j.smith124.civ@mail.mil General Attorney Regulatory Law Office (JALS-RL) U.S. Army Legal Services Agency 9275 Gunston Rd. , Suite 1300 Fort Belvoir, VA 22060 Stephen S. Melnikoff, Esq. Stephen.s.melnikoff.civ@mail.milAugust Ankum PHD gankum@qsiconsulting.comPatrick Phipps pphipps@qsiconsulting.com |
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| **On Behalf of tw telecom of Washington, llc:**Pamela H. Hollick pamela.hollick@twtelecom.com tw telecom4625 W 86th Street, Suite 500Indianapolis IN 46268Mark Trinchero marktrinchero@dwt.com Davis Wright Tremaine LLP1300 SW Fifth Avenue, Suite 2400Portland OR 97201-5630Alan J. Galloway alangalloway@dwt.comDebbie Reed debbiereed@dwt.com  |

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| **On Behalf of Charter Fiberlink**Michael Moore michael.moore@chartercom.com Charter Communications12405 Powerscourt DriveSt. Louis MO 63131Mark Trinchero marktrinchero@dwt.com Davis Wright Tremaine LLP1300 SW Fifth Avenue, Suite 2400Portland OR 97201-5630Alan J. Galloway alangalloway@dwt.comDebbie Reed debbiereed@dwt.com  |
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| **On Behalf of Public Counsel**Simon ffitch simonf@atg.wa.gov Attorney General of WashingtonPublic Counsel Section800 Fifth Avenue, Suite 2000Seattle WA 98104-3188Lisa W. Gafken Lisaw4@atg.wa.gov Stefanie Johnson stefaniej@atg.wa.gov Carol Williams carolw@atg.wa.gov |

 I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

 DATED this 3rd day of April, 2013, at Seattle, Washington.

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| /s/ |