**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-121994  AFFIDAVIT 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 King  Secretary and Executive Director  Washington Utilities and Transportation Commission  1300 S Evergreen Park Drive SW  PO Box 47250  Olympia, 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.com  Stoel Rives LLP  Suite 3600  600 University Street  Seattle WA 98101-3197  Kevin Saville kevin.saville@ftr.com  Jack Phillips jack.phillips@ftr.com  Carl Gipson carl.gipson@ftr.com  Debbie Dern dldern@stoel.com  Will J. Eidson wjeidson@stoel.com |
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| **On Behalf of Commission Staff:**  Jennifer Cameron-Rulkowski jcameron@utc.wa.gov  Attorney General of Washington  1400 S Evergreen Park Drive SW  PO Box 40128  Olympia WA 98504-7250 |

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| **On Behalf of Level 3 Communications LLC**  Gregory Diamond greg.diamond@level3.com  Level 3 Communications, LLC  1025 El Dorado Boulevard  Bloomfield CO 80021-8869 |
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| **On Behalf of Integra Telecom of Washington, Inc.:**  Doug Denney dkdenney@integratelecom.com  Integra Telecom, Inc.  Suite 500  1201 NE Lloyd Boulevard  Portland OR 97232  Kim 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.mil  August Ankum PHD gankum@qsiconsulting.com  Patrick Phipps pphipps@qsiconsulting.com |
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| **On Behalf of tw telecom of Washington, llc:**  Pamela H. Hollick pamela.hollick@twtelecom.com  tw telecom  4625 W 86th Street, Suite 500  Indianapolis IN 46268  Mark Trinchero marktrinchero@dwt.com  Davis Wright Tremaine LLP  1300 SW Fifth Avenue, Suite 2400  Portland OR 97201-5630  Alan J. Galloway alangalloway@dwt.com  Debbie Reed debbiereed@dwt.com |

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| **On Behalf of Charter Fiberlink**  Michael Moore michael.moore@chartercom.com  Charter Communications  12405 Powerscourt Drive  St. Louis MO 63131  Mark Trinchero marktrinchero@dwt.com  Davis Wright Tremaine LLP  1300 SW Fifth Avenue, Suite 2400  Portland OR 97201-5630  Alan J. Galloway alangalloway@dwt.com  Debbie Reed debbiereed@dwt.com |
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| **On Behalf of Public Counsel**  Simon ffitch simonf@atg.wa.gov  Attorney General of Washington  Public Counsel Section  800 Fifth Avenue, Suite 2000  Seattle WA 98104-3188  Lisa 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/ |