



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

900 Fourth Avenue #2000 • Seattle WA 98164-1012

October 13, 2005

RECEIVED
RECORDS MANAGEMENT
05 OCT 13 AM 10: 07
STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

VIA FAX AND FIRST CLASS MAIL

Ms. 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 Request of Sprint Nextel Corporation for an Order Declining to Assert Jurisdiction Over or, in the Alternative, Application of Spring Nextel Corporation for Approval of the Transfer of Control of United Telephone Company of the Northwest and Sprint Long Distance, Inc. From Sprint Nextel Corporation to LTD Holding Company
Docket No. UT-051291

Dear Ms. Washburn:

Enclosed please find the originals and nine copies each of the confidential and highly confidential protective order agreements of Robert W. Cromwell, Jr., Carol Williams and Kathryn Zsoka for filing in the above-entitled dockets.

Sincerely,

Robert W. Cromwell, Jr.
Assistant Attorney General
Public Counsel Section
(206) 464-6595

RWC:cjw
Enclosures
cc: Service List (U.S. Mail)

DOCKET NO. UT-051291
ORDER NO. 02

EXHIBIT C (Highly Confidential Information Agreement)

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION
IN DOCKET NO. UT-051291
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Robert W. Cromwell, Jr., am

an attorney for Public Counsel Section

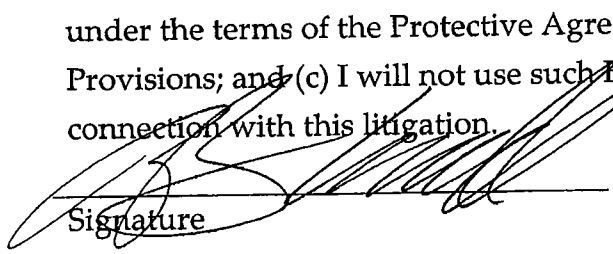
an independent consultant for

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 Agreement 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 Agreement with Highly Confidential
Provisions; and (c) I will not use such Highly Confidential Information except in
connection with this litigation.


Signature

10-4-05
Date: October 4, 2005

Employer
Washington State Attorney
General's Office

Address

Position and Responsibilities

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UTIL. AND TRANSP.
COMMISSION

DOCKET NO. UT-051291
ORDER NO. 02

900 4th Avenue Suite 2000
Seattle, WA 98164

Assistant Attorney General

* * *

_____ 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

DOCKET NO. UT-051291
ORDER NO. 02

EXHIBIT C (Highly Confidential Information Agreement)

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION
IN DOCKET NO. UT-051291
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Kathryn Zsoka, am

an Office Assistant for 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 Agreement 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 Agreement with Highly Confidential
Provisions; and (c) I will not use such Highly Confidential Information except in
connection with this litigation.

Kathryn E Zsoka
Signature

4 October 2005
Date: October 4, 2005

Employer
Washington State Attorney
General's Office

Address

Position and Responsibilities

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UTIL. AND TRANSP.
COMMISSION

DOCKET NO. UT-051291
ORDER NO. 02

900 4th Avenue Suite 2000
Seattle, WA 98164

Office Assistant

_____ 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

DOCKET NO. UT-051291
ORDER NO. 02

EXHIBIT C (Highly Confidential Information Agreement)

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION
IN DOCKET NO. UT-051291
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Carol Williams., am

an Legal Assistant for 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 Agreement 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 Agreement with Highly Confidential
Provisions; and (c) I will not use such Highly Confidential Information except in
connection with this litigation.

Carol Williams
Signature

10/4/05
Date: October 4, 2005

Employer
Washington State Attorney
General's Office

Address

Position and Responsibilities

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COMMISSION

DOCKET NO. UT-051291
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PAGE 18

900 4th Avenue Suite 2000
Seattle, WA 98164

Legal Assistant

_____ 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

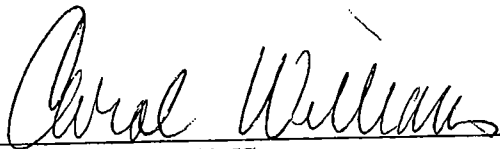
Date

CERTIFICATE OF SERVICE
Docket No. UT-051291

I hereby certify that a true and correct copy of the highly confidential and confidential protective agreements of Robert W. Cromwell, Jr., Carol Williams and Kathryn Zsoka was sent to each of the parties of record shown on the attached Service List in sealed envelopes, via:

- First class mail, postage prepaid
 Facsimile transmission
 UPS Two-Day Air, freight prepaid
 Federal Express, freight prepaid

DATED: October ¹³ 4, 2005.



CAROL WILLIAMS

Docket No. UT-051291
Sprint – Nextel Merger

SERVICE LIST

SPRINT NEXTEL CORP:

Sprint Nextel Corporation
2001 Edmund Halley Drive
Reston VA 20191

SPRINT NEXTEL CORP:

Sprint Nextel Corporation
6200 Sprint Parkway
Overland KS 66251

**UNITED TELEPHONE CO OF
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Olympia WA 98504

WUTC:

Greg J Trautman
Assistant Attorney General
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Olympia WA 98504