



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

900 Fourth Avenue #2000 • Seattle WA 98164-1012

July 25, 2005

VIA FAX AND FIRST CLASS MAIL

Carole Washburn
WUTC
1300 S. Evergreen Pk. Dr. S.W.
PO Box 47250
Olympia, WA 98504-7250

Re: In the Matter of the Joint Application of Verizon Communications Inc., and MCI, Inc.,
For Approval of Agreement and Plan of Merger
Docket No: UT-050814

Dear Ms. Washburn:

Enclosed please find the originals and nine copies each of the Highly Confidential Information Agreement and Confidential Information Agreement of Robert W. Cromwell, Jr. and Certificate of Service for filing in the above-entitled docket.

Sincerely,

Simon J. Ffitch
Assistant Attorney General
Public Counsel Section
(206) 389-2055

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

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DOCKET NO. UT-050814
ORDER NO. 02

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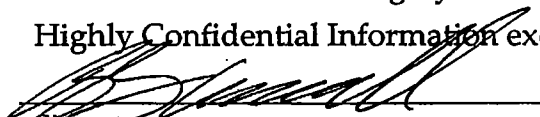
EXHIBIT C (Highly Confidential Information Agreement)
AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION
IN DOCKET NO. UT-050814
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Robert W. Cromwell, Jr., am

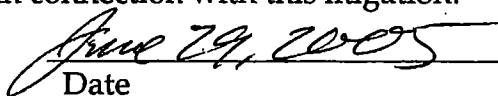
- an attorney for the Washington State Attorney General's Office, Public Counsel Section
- an independent consultant for

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



Signature



Date
June 29, 2005

Employer
Washington State Attorney
General's Office

Address
900 4th Avenue Suite 2000
Seattle, WA 98164-1012

Position and Responsibilities
Assistant Attorney General

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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 Highly 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 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