

SUPPLEMENTAL PROTECTIVE ORDER

Highly Confidential Information:

Any person, whether a party or non-party, may designate certain competitively sensitive Confidential Information as “Highly Confidential Information” if it determines in good faith that it would be competitively disadvantaged by the disclosure of such information to its competitors. Parties must scrutinize carefully responsive documents and information and limit their designations as Highly Confidential Information to information that truly might impose a serious business risk if disseminated without the heightened protections provided in this section. The first page and individual pages of a document determined in good faith to include Highly Confidential Information must be marked by a stamp that reads:

“HIGHLY CONFIDENTIAL—USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. 04M-435T.”

Placing a “Highly Confidential” stamp on the first page of a document indicates only that one or more pages contain Highly Confidential Information and will not serve to protect the entire contents of a multi-page document. Each page that contains Highly Confidential Information must be marked separately to indicate Highly Confidential Information, even where that information has been redacted. The unredacted versions of each page containing Highly Confidential Information, and provided under seal, should be submitted on paper distinct in color from non-confidential information and “confidential information.”

Parties seeking disclosure of Highly Confidential Information must designate the person(s) to whom they would like the Highly Confidential Information disclosed in advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit “A” of the non-disclosure agreement which is attached hereto and incorporated herein. Parties seeking disclosure of Highly Confidential Information shall not designate more than (1) a reasonable number of in-house attorneys who have direct responsibility for matters relating to

Highly Confidential Information; (2) two in-house experts; and (3) a reasonable number of outside counsel and outside experts to review materials marked as “Highly Confidential.” The Exhibit “A” also shall describe in detail the job duties or responsibilities of the person being designated to see Highly Confidential Information and the person’s role in the proceeding. Highly Confidential Information may not be disclosed to persons engaged in developing, planning, marketing, or selling retail or wholesale services, strategic or business planning, competitive assessment, or network or system planning or procurement on behalf of the receiving party.

Any party, providing Highly Confidential Information may object to the designation of any individual as a person who may review Highly Confidential Information. Such objection shall be made in writing to counsel submitting the challenged individual’s Exhibit “A” within three (3) business days after receiving the challenged individual’s signed Exhibit “A.” Any such objection must demonstrate good cause to exclude the challenged individual from the review of the Highly Confidential Information. Written response to any objection shall be made within three (3) business days after receipt of an objection. If after receiving a written response to a party’s objection, the objecting party still objects to disclosure of Highly Confidential Information to the challenged individual, the Commission shall determine whether the Highly Confidential Information must be disclosed to the challenged individual.

Copies of Highly Confidential Information may be provided to the in-house attorneys, outside counsel and outside experts. The in-house experts who have signed and Exhibit “A” may inspect review, and make notes from the in-house attorney’s copies of Highly Confidential Information.

Persons authorized to review the Highly Confidential Information will maintain the documents and any notes reflecting their contents in a secure location to which only designated counsel and experts have access. No additional copies will be made, except for use during hearings. Any testimony or exhibits prepared that reflect Highly Confidential Information

must be maintained in the secure location until removed to the hearing room for production under seal and under circumstances that will ensure continued protection from disclosure to persons not entitled to review Highly Confidential Information.

Unless specifically addressed in this section, all other sections of the Commission's Confidentiality Rule 4 CCR 723-16 shall apply.

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 04M-435T

IN THE MATTER OF THE INVESTIGATION OF COMPETITION IN COLORADO'S
TELECOMMUNICATIONS MARKET.

EXHIBIT "A"

HIGHLY CONFIDENTIAL INFORMATION

I have read the Supplemental Protective Order dated August 18, 2004,
in Docket No. 04M-435T and agree to be bound by the terms and conditions of this Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date