BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF HAWAI'I

In the Matter of the Application of
Matrix Telecom, Inc.

For a Certificate of Authority

DOCKET NO. 2007-0007

PROTECTIVE ORDER NO. 23403

STIPULATION FOR PROTECTIVE ORDER

EXHIBIT A

and

CERTIFICATE OF SERVICE

Filed May 1, 2007

At 11 o'clock A.m.

Karen McGill
Chief Clerk of the Commission

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RECEIVED
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OF THE STATE OF HAWAI'I

In the Matter of the Application of Matrix Telecom, Inc. DOCKET NO. 2007-0007
For a Certificate of Authority

STIPULATION FOR PROTECTIVE ORDER

WHEREAS, Matrix Telecom, Inc. ("Matrix" or "Applicant") has filed an application for approval of expansion of its operating authority to include the provision of services through the use of leased facilities;

WHEREAS, Applicant maintains that disclosure of certain confidential information could disadvantage Applicant in operations as a provider of telecommunications services;

WHEREAS, Applicant anticipates that during the course of this proceeding, information considered to be privileged or confidential by a party may be requested or filed;

WHEREAS, Applicant and the Division of Consumer Advocacy ("Consumer Advocate") are parties in this proceeding;

WHEREAS, the parties desire to establish a set of procedures and provisions pertaining to the use and disclosure of information considered to be confidential and any information which any party may in the future contend to be confidential;
WHEREAS, the parties understand that during the course of the evidentiary hearing in this matter, if any, if it becomes necessary to address any information provided pursuant to this protective order during the course of the hearing, that portion of the proceeding will be heard in camera; and

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, in accordance with Section 6-61-50 of the Rules of Practice and Procedure before the Public Utilities Commission, that the Commission issue a protective order covering the confidential information identified in the course of the proceeding in connection with the Application as follows:

TERMS OF THE ORDER

1. This protective order governs the classification, acquisition, and use of trade secrets and other confidential information produced by any party in this docket.

2. All parties or participants to all or any portion of this docket, including persons who are granted intervention or participation after the effective date of this protective order, shall be subject to this protective order and shall be entitled to all confidential information of a party or participant under the provisions of this protective order to the extent allowed by the Commission.

APPLICATION OF THE UNIFORM INFORMATION PRACTICES ACT

3. To the extent that any of the documents covered by this protective order consist of “government records,” as defined in Hawaii Revised Statutes (“HRS”) § 92F-3, the provisions of HRS Chapter 92F (“Uniform Information Practices Act” or “UIPA”) shall apply to the disclosure of information contained in such documents. In the event
any provision of this protective order conflicts with any provision of the UIPA, the UIPA shall control.

CLASSIFICATION

4. A party to this proceeding may designate as confidential any information it believes, in good faith, contains trade secrets or other confidential research, development, commercial, financial, vendor, or bid information, including but not limited to cost support studies. Such information shall be protected against disclosure to a non-qualified person pursuant to the terms of this protective order, unless such information is declassified, or permission to disclose the information to such non-qualified person is granted by the party claiming confidentiality, as provided in paragraph 13 below.

5. If a party designates information as confidential pursuant to paragraph 4 above or 6 below, it shall produce the confidential information in accordance with the procedures described in paragraphs 11 through 14 below, and concurrently provide certain information in writing to the Commission and the Consumer Advocate. If a party seeks to designate information as confidential, it must: (1) identify, in reasonable detail, the information's source, character, and location, (2) state clearly the basis for the claim of confidentiality, and (3) describe, with particularity, the cognizable harm to the producing party from any misuse or unpermitted disclosure of the information. If the Commission or any party challenges the claim of confidentiality of the information, the party claiming confidentiality shall bear the burden of proof in supporting its claim of confidentiality, and the Commission will determine whether: (1) the information is
confidential and subject to protection under this protective order[, or (2) the challenged
information must be disclosed by the producing party. Any challenge to the
confidentiality of any information shall be made in accordance with paragraph 24 below.

6. Confidential information provided to the Commission or a party, orally or in
any other form, shall be protected as fully as confidential information provided in written
form. A party shall notify the Commission and the parties when information provided
orally or in other than written form includes confidential information. At the time of such
notification, the party shall, in the manner provided in paragraph 5 above, specify the
subject-matter of such confidential information, the basis for the claim of confidentiality,
and the cognizable harm to the producing party from any misuse or unpermitted
disclosure of the information.

FORMS OF CONFIDENTIAL INFORMATION

7. All information claimed to be confidential information shall be subject to
the terms of this protective order, and shall be treated by all qualified persons (as
defined by this protective order) as constituting confidential information. Unless a
different treatment is warranted, any notes, summaries, abstracts, or analyses that are
prepared by counsel, experts, or other qualified persons, and that reflect the underlying
confidential information, shall also be subject to the terms of this protective order.

DESIGNATION

8. Any party claiming that information is confidential shall place upon the
applicable material the following legend:
CONFIDENTIAL
SUBJECT TO PROTECTIVE ORDER

Whenever only a portion of a document, transcript, or other material is deemed to
contain confidential information, the party shall, to the extent reasonably practicable,
limit the claim of confidentiality to only such portion. However, if such limitation is not
reasonably practicable, the entire document, transcript, or other material may be
designated as confidential information. Subject to challenge pursuant to paragraph 24,
this information shall be governed by and protected under this Protective Agreement.¹

9. With respect to any confidential information that is not under the control of
the party claiming the information is confidential, other persons shall, to the extent
requested by that party, cooperate to ensure that all copies of such confidential
information bear the legend required in paragraph 8 above.

10. Any party may request the Commission to designate as confidential
information any document or other information previously produced but not designated
as confidential, provided that the party, in the manner provided in paragraph 5 above,
specifies the subject-matter of such confidential information, the basis for the claim of
confidentiality, and the cognizable harm to the producing party from any misuse or
unpermitted disclosure of the information. In addition, the party claiming confidentiality
shall substitute the previously-produced but not designated as confidential material with
the identical material under designation as required in Paragraph 8 above.

DISCLOSURE

11. Except as provided in paragraph 13, confidential information shall not be

¹ By executing this Stipulation, the Consumer Advocate is not waiving its
right to so challenge any claims of confidentiality.
made available or disclosed to any person who is not a "qualified person" as defined in paragraph 12 below.

12. "Qualified person," as used in this protective order means any one of the following:

a. The author(s), addressee(s), or originator(s) of the confidential information;

b. The Commission, its staff, counsel (including employees directly employed by such counsel), and any consultants retained by the Commission in this proceeding;

c. The Consumer Advocate, its staff, counsel, (including employees directly employed by such counsel), and any consultants retained by the Consumer Advocate in this proceeding;

d. [option] Applicant, its officers and employees, its counsel (including employees directly employed by such counsel) and any consultants retained by Applicant;

[option] Independent consultants employed by a party who are not employees of the party, or in-house subject matter experts and/or regulatory personnel, who are not engaged in developing, planning, marketing, or selling the party's products or services, or determining the costs of the party's products or services or designing prices of the party's products or services to be charged customers;
e. Any other party or participant to this proceeding, its staff, its
counsel (including employees directly employed by such counsel),
and any consultants retained by it for this proceeding, to the extent
allowed by the Commission;
f. Any other person approved by the party asserting the claim of
confidentiality; and

g. Any other person designated as a qualified person by order of the
Commission.

13. When a qualified person wishes to disclose confidential information to a
non-qualified person, the qualified person must request permission from the party
claiming confidentiality. The request shall identify the non-qualified person to whom
disclosure is desired; disclose any past, present, or anticipated affiliation between the
qualified person and the non-qualified person; specify the exact information to be
disclosed; and state the reasons for disclosure. If permission is granted by the party
claiming confidentiality, disclosure of the confidential information shall be made to such
non-qualified person in the same manner as provided for qualified persons in
paragraph 14 below.

PROCEDURE FOR OBTAINING ACCESS

14. Prior to disclosing confidential information to a qualified person other than
the Commission and its staff and counsel, the qualified person shall read a copy of this
protective order, complete a copy of the agreement attached as Exhibit A to this
protective order, and sign the completed copy of the agreement. A copy of the
executed agreement shall be delivered to the party claiming confidentiality and the
USE OF CONFIDENTIAL INFORMATION

15. Any confidential information obtained under this protective order shall be used solely in connection with this proceeding and any related administrative and judicial proceedings (at which time the information will continue to be treated as confidential), and shall not be used for any other purpose, including business, governmental or commercial purposes, or in any other administrative or judicial proceeding, except as provided in paragraphs 16 and 17, and except as may be directed by (a) an order of court, (b) an order of the Commission, and (c) the UIPA, including any ruling of the Office of Information Practices.

16. Any confidential information obtained under this protective order may be used by the Commission and its staff and counsel in any proceeding pending before the Commission involving the producing party, or where the intended use of such confidential information is for the purpose of assisting the Commission in fulfilling its statutory duties and responsibilities. The confidential information shall continue to be treated as confidential until the protection conferred by this protective order (or any other applicable protective order) is terminated by the producing party, or until further order of the Commission.

17. Any confidential information obtained under this protective order may be used by the Consumer Advocate, its staff, its consultant and its counsel in any proceeding pending before the Commission involving the producing party, or where the intended use of such confidential information is for the purpose of assisting the
Consumer Advocate in fulfilling its statutory duties and responsibilities. The confidential information shall continue to be treated as confidential until the protection conferred by this protective order (or any other applicable protective order) is terminated by the producing party, or until further order of the Commission.

18. Unless otherwise ordered by the Commission, if a party desires to file written testimony, exhibits or pleadings that contain or reflect the confidential information, only that part of the page(s) containing or reflecting such information shall be treated as confidential, and that part of any hearing at which such information is discussed shall be held in camera, or under other conditions imposed by the Commission to prevent unnecessary public disclosure of such information. A copy of any confidential page, with any such information deleted, shall be filed to be included in the public record, and each such page shall contain the following designation in the upper left-hand corner:

**Confidential Information**
**Deleted Pursuant To**
**Protective Order No._______**

**RETENTION OF CONFIDENTIAL INFORMATION**

19. Confidential information shall be retained in a locked cabinet dedicated to the storage of confidential information, or otherwise secured to ensure that access to and disclosure of the confidential information is limited to a qualified person.

20. Confidential information that is given to or filed with the Commission or its staff and counsel shall be separately bound and placed in a sealed envelope or other appropriate sealed container on which shall appear the following legend:

**THIS ENVELOPE IS SEALED PURSUANT TO**
**PROTECTIVE ORDER NO. __________ AND CONTAINS**
21. Confidential information shall not be reproduced or duplicated, except to make working copies and copies to be filed with the Commission under seal. If a document contains information so sensitive that it should not be copied by anyone, it shall bear the following legend: "Copying Prohibited."

22. If a court or other administrative agency requests, subpoenas, or orders production of confidential information that a party or person has obtained under this protective order, that party or person, prior to disclosure, shall promptly notify the party claiming confidentiality of the request, subpoena, or order.

**DURATION OF CONFIDENTIALITY**

23. The confidentiality of the information produced pursuant to this protective order shall be preserved until all interested parties, by written stipulation, terminate the protection conferred by this protective order, or until further order of the Commission.

**APPEAL TO THE COMMISSION**

24. If any interested person disagrees with the designation of information as confidential, the party claiming confidentiality and the person so disagreeing shall first make a good faith attempt to resolve the dispute on an informal basis. If the dispute cannot be resolved, the person contesting the confidentiality of the information shall file a motion to compel disclosure or any other appropriate motion with the Commission. The party claiming confidentiality shall bear the burden of proof in supporting its claim, and the Commission will determine whether the information shall continue to be
designated as confidential under this protective order. Pending a disposition of the motion, the information in question shall be treated as confidential information and shall not be disclosed except as permitted in this protective order.

NON-WAIVER OF OBJECTIONS AND RIGHTS

25. The parties retain the right to contest any assertion or finding of confidentiality or of non-confidentiality.

26. The parties retain the right to question, challenge, and object to the admissibility of confidential information on the grounds of relevancy or materiality.

MODIFICATION OF THE PROTECTIVE ORDER

27. The Commission may modify this protective order on the motion of any party, or on its own motion, upon reasonable notice to the parties and an opportunity for hearing, or the Commission may modify this Stipulation for Protective Order upon receipt and approval of written stipulation by the parties.

DISPOSAL OF CONFIDENTIAL INFORMATION

28. Except as provided in paragraphs 29 and 30 below, within 90 days after the conclusion of this proceeding, persons in possession of confidential information shall, at the option of the party producing the confidential information, return or destroy all such materials and all copies, notes, tapes, papers, or other medium containing, summarizing, excerpting, or otherwise embodying any confidential information. If the party producing the confidential information requests destruction, the person destroying the information shall certify its destruction to the producing party, indicating the name of the person destroying the documents, the method of destruction, and the identity of the
specific documents destroyed.

29. Counsel and the representatives of record for a party shall be entitled to retain memoranda, pleadings, exhibits of record, written testimony, and transcripts embodying information derived from or incorporating confidential information to the extent reasonably necessary to preserve files on this proceeding. The files shall not be disclosed to any other person.

30. Confidential information produced in this proceeding shall remain in the possession of the Commission, the Consumer Advocate and counsel for the Consumer Advocate for the duration required by applicable statutes, rules and administrative directives.
SANCTIONS

31. Any person violating this protective order shall be subject to sanctions imposed by the Commission.

DATED: Honolulu, Hawaii April 10, 2007

Scott Klopack
Vice President of Regulatory Affairs and General Counsel Matrix Telecom, Inc.
Attorney for Applicant

JON S. TOMURA
Attorney for the Division of Consumer Advocacy Department of Commerce and Consumer Affairs

APPROVED AND SO ORDERED THIS MAY - 1 2007
at Honolulu, Hawaii.

PUBLIC UTILITIES COMMISSION OF THE STATE OF HAWAII

By Carlito P. Caliboso, Chairman

By John E. Cole, Commissioner

APPROVED AS TO FORM:

Commission Counsel
PROTECTIVE AGREEMENT

1. I, ________________________, have been presented with a copy of Protective Order No. __________ issued by the Hawai‘i Public Utilities Commission in Docket No. _________ on the ____ day of ______________, 2007 ("Protective Order").

2. I am employed, retained or assisting _______________________________ in Docket No. _________ and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist ________________________________ and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that, at the conclusion of my assistance to ________________________________, I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.
5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at ________________, __________, this ________________, 20__. 

___________________________________
Signature

___________________________________
___________________________________
Address

(____) ____________________________
Telephone Number
CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Protective
Order No. 23403, upon the following party (parties) by
hand delivery or by mail, postage prepaid and properly addressed.

DIVISION OF CONSUMER ADVOCACY
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
P.O. Box 541
Honolulu, Hawaii 96809

MATRIX TELECOM, INC.
7171 FOREST LANE, SUITE 700
DALLAS, TEXAS 75230

Dated: MAY - 1 2007

[Signature]
Chief Clerk