

Confidential Release

Case Number: 94-1489-TP-ATR

**Date of Confidential Document:
September 8, 1994**

**Today's Date:
August 20, 2009**

**Affidavit in support of request to maintain
confidentiality of certain information provided in
support of Cincinnati Bell Telephone's asset
purchase agreement filed under seal.**

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September 6, 1994

Ms. Daisy Cochran
Chief, Docketing
The Public Utilities Commission of Ohio
180 East Broad Street, 10th Floor
Columbus, Ohio 43215-3793

Dear Ms. Cochran:

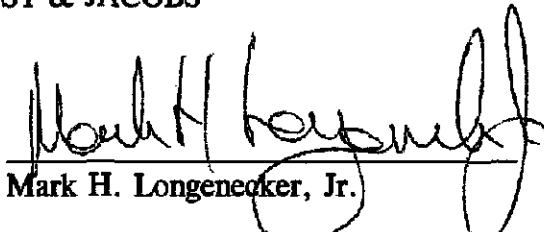
Enclosed please find written affidavits supporting Cincinnati Bell Telephone Company's ("CBT") request for confidential treatment of the disclosure schedule attached to the Asset Purchase Agreement between CBT and USA Mobile Communications, Inc. II dated August 5, 1994 (the "Agreement"). The Joint Petition is being filed with the Commission requesting approval of the transfer of the paging assets of CBT that is the subject of the Agreement. The affidavits supporting confidentiality of the disclosure schedule are being filed with the Commission UNDER SEAL, and should not be released to the public. Please do not reproduce the affidavits. Enclosed are 20 copies of the affidavits for the Commission's use.

Questions concerning the affidavits should be directed to the undersigned.

Very truly yours,

FROST & JACOBS

By:


Mark H. Longenecker, Jr.

MHL:mlc
Enclosures

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BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

RECEIVED
SEP 08 1994
DOCKETING DIVISION
PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Joint Petition)
of Cincinnati Bell Telephone Company)
and USA Mobile Communications,)
Inc. II under Ohio Revised Code)
Section 4905.48 for the Consent and)
Approval of the Transfer of Certain)
Intrastate Services and Assets)
Associated Therewith.)

Case No. 94-1489-TP-ATR
94-1489-TP-ATR

AFFIDAVIT FILED UNDER SEAL IN SUPPORT OF
REQUEST TO MAINTAIN CONFIDENTIALITY OF DISCLOSURE
SCHEDULE TO ASSET PURCHASE AGREEMENT

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

LINDA D. FRANK, first being duly cautioned and sworn, states as follows:

1. I am a Director of Marketing of Cincinnati Bell Telephone Company ("CBT"),
and this Affidavit is based on my personal knowledge.

2. The Disclosure Schedule to the Asset Purchase Agreement between USA
Mobile Communications, Inc. II ("USA Mobile"), Cincinnati Bell Messaging Services Inc.
("CBMS") and Cincinnati Bell Telephone Company ("CBT") contains specific, highly

confidential information relative to CBT's paging business. Therefore, access to this document should be restricted.

3. The Disclosure Schedule would provide CBT's current and potential competitors with confidential information regarding: (1) the number of subscribers served by CBT; (2) the number of paging lines in service; (3) antenna site leases; (4) licenses and permits issued, granted or held by CBT; (5) the location of all antenna and equipment sites utilized by CBT; and (6) the equipment owned, leased or used by CBT in connection with its paging business. Access to this confidential information would allow CBT's competitors to accurately assess the market size CBT currently serves, and to assess the potential market size of the entire CBT operating area, thus enabling them to determine CBT's current market share. Access to this information also would give competitors knowledge about CBT's network structure, which could serve as a guide for competitors to install their own networks. In addition, a detailed study of this information would allow competitors to determine the types of specific product offerings currently provided by CBT. Any combination of the above would enable CBT's competitors to devise market entrance and/or competitive strategies to the detriment of CBT.

4. The Disclosure Schedule contains information regarding the equipment CBT uses in the provision of paging service. Therefore, access to this information would enable competitors to determine the capabilities of CBT's equipment and to devise strategies to compete with CBT based on that knowledge.

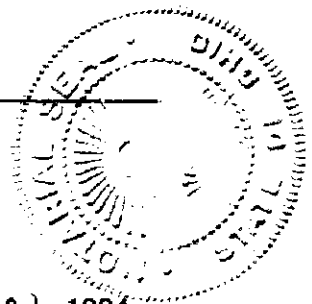
CONFIDENTIAL

5. CBT appreciates the confidential nature of the information contained in the Disclosure Schedule and guards this information closely. The complete file containing all of the said confidential information exists in only three locations: (1) on file with the Product Manager; (2) on file with the Service Cost Manager; and (3) on file with the Manager of the Service.

6. Accordingly, none of the information contained in the Disclosure Schedule should be released to the public. It should be deemed confidential and afforded appropriate protection.

FURTHER AFFIANT SAYETH NAUGHT

Linda D. Frank
Linda D. Frank



Sworn and subscribed in my presence this 7th day of September, 1994.

Beverly Jean Zalar
Notary Public, State of Ohio

BEVERLY JEAN ZALAR
Notary Public, State of Ohio
My Commission Expires ~~June 10, 1993~~
AUGUST 10, 1993