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BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

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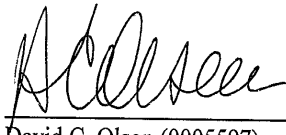
In the Matter of the Application of Cincinnati Bell Telephone Company for Approval of a Retail Pricing Plan which May Result in Future Rate Increases and for Approval of a New Alternative Regulation Plan.)
)
) Case No. 96-899-TP-ALT
)
)

PUCO

**CINCINNATI BELL TELEPHONE COMPANY'S MOTION
FOR A PROTECTIVE ORDER AND REQUEST FOR EXPEDITED RULING**

Pursuant to Rule 4901-1-24, Ohio Administrative Code, Cincinnati Bell Telephone Company ("CBT") moves the Commission to issue a Protective Order to limit the entities with the right to attend and participate in the depositions of representatives of CBT that were the subject of the Notice filed by MCI Telecommunications and that are scheduled to begin on November 18, 1997 and continue thereafter. The grounds for this Motion are set forth in the attached Memorandum in Support, which is incorporated herein. Further, CBT requests that a ruling on this Motion be made on an expedited basis given that the date for the depositions is next week.

Respectfully submitted,



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MEMORANDUM IN SUPPORT

In this proceeding, CBT seeks approval of an Alternative Regulation Plan, and the Commission has joined issues relating to TELRIC pricing. Discovery on issues arising in both the Alt Reg Plan and the TELRIC pricing case are proceeding simultaneously. Accordingly, a primary issue for discovery and the necessary hearings will be the various cost issues related to the Alt Reg Plan proposed by CBT and the pricing for the unbundled network elements. Discovery on these issues has proceeded, and in that process, CBT has claimed that certain portions of the requested documents are confidential. CBT has negotiated full Stipulated Protective Agreements with some, but not all, of the intervenors.

To date, CBT has fully executed agreements with the OCC, AT&T, MCI, ICG, and the Zoo. CBT has executed an agreement with TCG of Ohio, but the agreement does not reach all of the confidential materials, for TCG of Ohio has not accepted the Bellcore Addendum which relates to certain portions of the cost studies that have been used in the case. Further, OCTA has signed the proposed agreement with certain reservations, but CBT has not signed the agreement, for it cannot accept the stated reservations. The Answering Exchange has expressed a willingness to sign the Protective Agreement, but the parties have not in fact signed the document. Sprint, ICI and the Telephone Resellers Association have not indicated an interest in signing an agreement, such that CBT does not know whether these parties are willing to agree to the terms that others have accepted. Finally, one entity filed comments in opposition to the initial Alt Reg Plan but has not sought intervention, such that its eligibility to participate in the depositions is not clear.

MCI has served CBT with a Notice of Depositions stating that it wants to depose two specific individuals, Susan Maggard and Norb Mette, and wants to have CBT identify individuals who would testify on certain topics. Ms. Maggard will testify on various pricing issues, and Mr. Mette will be the person to testify on cost issues in both the Alt Reg case and in the TELRIC

portion of the hearings. Accordingly, CBT will assert a claim of confidentiality for both depositions. While it is theoretically possible that not each and every question that Ms. Maggard and Mr. Mette will be asked will elicit a confidential response, it is both practical and reasonable to have a Protective Order in place to cover the entire depositions so that the parties do not have to interrupt the proceedings by shuttling in and out of the deposition.

As described in the attached Affidavit of Counsel, the parties to this proceeding have been advised of the position that is being advanced by CBT at this time. In early September, OCTA sent a signed agreement to counsel for CBT, but the transmittal letter contained certain reservations on the signature that were not acceptable. On September 9, 1997 counsel for CBT advised counsel for OCTA of this situation, but to date that status has not changed. On October 22, 1997 counsel for CBT wrote to counsel for ICI, the Resellers Association and Sprint advising them that the Protective Agreement issue had to be addressed before access could be given to the documents claimed to be confidential, but no response has been received to date. On October 23, CBT sent to the Answering Exchange the Protective Agreement, but to date the agreement has not been signed. On November 7, 1997, counsel for CBT sent a letter to the parties that have not yet signed confidentiality agreements advising them that CBT would object to their participation in the depositions without the executed agreements. That letter is attached to the Affidavit of Counsel.

CBT contends that the testimony that will be elicited from Ms. Maggard and Mr. Mette warrants the issuance of a Protective Order. The cost and pricing information is not generally available to the public, is not circulated widely within the company and qualifies as trade secret information under Ohio law. CBT is only willing to provide this information to the parties that have signed Protective Agreements that would limit the dissemination and use of this information, while at the same time making the data and testimony available for use in this proceeding under controlled circumstances.

CBT asserts that the Protective Order should have the following features:

- Limit the entities that can attend and participate in the depositions to those that have signed Confidentiality Agreements with CBT
- Permit the depositions to be transcribed and filed under seal with the Commission
- Limit the people that can attend the depositions to those that have signed acknowledgement forms attached to the Confidentiality Agreements executed by the parties

CBT also requests that the Commission issue a ruling on this Motion on an expedited basis due to the fact that the depositions are scheduled to begin on Tuesday, November 18 at 10:00 a.m. and continue for the remainder of the week. All of the parties have been served with a copy of this Motion by telecopier, and CBT has also served a copy upon Ellis Jacob, counsel for the Edgemont Neighborhood Association, as the entity that filed preliminary objections to the Alt Reg Plan but which has not sought intervention.

Based on the foregoing, CBT requests that a Protective Order be issued by the Commission.

Respectfully submitted,



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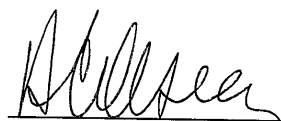
OF COUNSEL:

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Attorneys for Cincinnati Bell Telephone Company

CERTIFICATE OF SERVICE

The undersigned certifies that a copy of the foregoing Motion for Protective Order was served by facsimile and ordinary mail upon the parties shown below this 11th day of November, 1997.



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**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of Cincinnati Bell Telephone Company for Approval of a Retail Pricing Plan which May Result in Future Rate Increases and for Approval of a New Alternative Regulation Plan.) Case No. 96-899-TP-ALT

**AFFIDAVIT OF COUNSEL IN SUPPORT OF
MOTION FOR PROTECTIVE ORDER**

DAVID C. OLSON, first being duly cautioned and sworn, states as follows:

1. I am one of the trial attorneys for Cincinnati Bell Telephone Company ("CBT") in this proceeding, and this Affidavit is based on my personal knowledge.
2. CBT has been asked by MCI Telecommunications to make certain managers available for depositions, and the topics that will be the subject of the depositions will include cost and pricing issues in the pending proceeding. Such information has been the subject of claims for confidentiality by CBT during the discovery process.
3. During the discovery process, CBT has submitted to the intervenors a proposed Stipulated Protective Agreement, but not all of the parties have executed the proposed agreement.
4. CBT has executed an agreement with TCG of Ohio, but the agreement does not reach all of the confidential materials, for TCG of Ohio has not accepted the Bellcore Addendum which relates to certain portions of the cost studies that have been used in the case. In the deposition of the managers of CBT, Bellcore materials are expected to be discussed such that the Bellcore Addendum must be executed before TCG of Ohio could attend and participate in the depositions.

5. In early September, counsel for OCTA, one of the intervenors, sent a signed agreement to counsel for CBT, but the transmittal letter contained certain reservations on the signature that were not acceptable. On September 9, 1997 counsel for CBT advised counsel for OCTA of this situation, but to date that status has not changed.

6. On October 22, 1997 counsel for CBT wrote to counsel for ICI, the Resellers Association and Sprint advising them that the Protective Agreement issue had to be addressed before access could be given to the documents claimed to be confidential, but no response has been received to date.

7. On October 23, CBT sent to the Answering Exchange the proposed Stipulated Protective Agreement, but to date the agreement has not been signed.

8. On November 7, 1997, counsel for CBT sent a letter to the parties that have not yet signed confidentiality agreements advising them that CBT would object to their participation in the depositions requested by MCI without the executed protective agreements. That letter is attached hereto as Exhibit A.

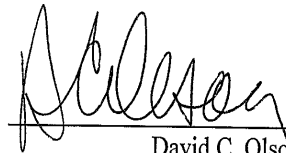
9. The Edgemont Neighborhood Coalition filed preliminary objections to the Plan filed by CBT, but that organization has not sought intervention in this proceeding. Counsel for that organization will be advised of this Motion for Protective Order.

10. The depositions of CBT's managers are scheduled to begin on Tuesday, November 18 at 10:00 a.m.

11. CBT has exhausted extra-judicial attempts to seek agreement with all intervenors as to a means to address the concerns of CBT regarding the potential disclosure of confidential material at the depositions. However, certain intervenors have not yet agreed to the proposed agreement without reservation.

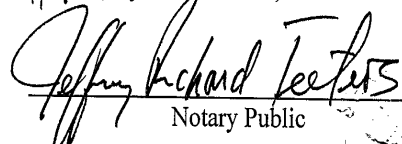
12. Based on the foregoing, CBT seeks a Protective Order from the Commission.

FURTHER AFFIANT SAYETH NAUGHT



David C. Olson

Sworn to and subscribed in my presence this 11th day of November, 1997.



Notary Public

JEFFREY RICHARD TEETERS, Attorney at Law
NOTARY PUBLIC, STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

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November 7, 1997

VIA TELECOPIER

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Re: Cincinnati Bell Telephone Company
PUCO Case No. 96-899-TP-ALT

Dear Counsel:

As you know, MCI has asked for the depositions of Susan Maggard and Norb Mette as well as for CBT personnel who could respond to specific questions. While the CBT people were not available on the initial dates that were proposed, we are discussing alternative dates for the depositions which will be yet this month. With this in mind, I wanted to review with you the issue of confidentiality.

Both Ms. Maggard and Mr. Mette are expected to be asked questions regarding costing and pricing issues. As a result, CBT will assert a claim of confidentiality for these depositions. To date, CBT has executed Confidentiality Agreements with several intervenors, but your clients do have not executed agreements for this case. In the case of Bruce, he and his client have executed a portion of the confidentiality agreement, but he has not signed the portion relating to the Bellcore materials, and these items will be raised at least in the questioning of Mr. Mette.

Under these circumstances, CBT will oppose your participation in the depositions unless or until you sign the confidentiality agreement that I have presented to you in the past, and this



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Sally W. Bloomfield, Esq.
Stephen M. Howard, Esq.
Martha Jenkins, Esq.
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November 7, 1997
Page 2

would include the Bellcore Addendum. This is the form that has been signed by MCI, AT&T, the OCC, ICG and the Zoo.

I do not want to delay the depositions and am working with MCI to this end. However, I have advised MCI that we need to address this issue before the questioning begins.

If you have any questions, please contact me.

Very truly yours,

FROST & JACOBS LLP

By: 

David C. Olson

cc: Cincinnati Bell Telephone Company
Judith B. Sanders, Esq.