

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

JANUARY 18, 2008

*In re: Petition of CII Holdco, Inc., Memphis)
Networx, LLC, Memphis Light Gas & Water Division)
and Memphis Broadband, LLC for Approval of
Change of Control of Memphis Networx, LLC)*

Docket No. 07-00178

PROTECTIVE ORDER

To expedite the flow of filings, exhibits and other materials, and to facilitate the prompt resolution of disputes as to the confidentiality of material, adequately protect material entitled to be kept confidential and to ensure that protection is afforded only to material so entitled, the Tennessee Regulatory Authority ("TRA") hereby orders that:

1. For the purpose of this Protective Order ("Order"), proprietary or confidential information, hereinafter referred to as CONFIDENTIAL INFORMATION, shall mean documents, testimony, or information in whatever form which the producing party, in good faith, and based on reasonable inquiry, deems to contain trade secrets, confidential research, development or other sensitive information protected by state or federal law, regulation or rule, and which has been specifically designated by the producing party. A producing party is defined as the party creating the CONFIDENTIAL INFORMATION as well as the party having actual physical possession of information produced pursuant to this Order. All summaries, notes, extracts, compilations or other direct or indirect reproduction from or of any protected materials, shall be entitled to protection under this Order. Documents containing CONFIDENTIAL INFORMATION shall be conspicuously

and specifically labeled as “CONFIDENTIAL” on each page containing CONFIDENTIAL INFORMATION and on the cover page. The documents must be produced in a way that will clearly identify to others that it contains CONFIDENTIAL INFORMATION. Any document so designated shall be handled in accordance with this Order. The provisions of any document containing CONFIDENTIAL INFORMATION may be challenged under paragraph 10 of this Order.

2. Any individual or company subject to this Order, including producing parties or persons reviewing CONFIDENTIAL INFORMATION, shall act in good faith in discharging their obligations hereunder.

3. Subject to the exceptions noted below in this Paragraph 3, CONFIDENTIAL INFORMATION shall be disclosed only to the following persons:

- (a) outside counsel of record for the parties in this case and associates, secretaries, and paralegals actively engaged in assisting outside counsel of record in this docket and any appeals therefrom;
- (b) in-house counsel for the parties;
- (c) officers, directors, or employees of the parties, including employees of the Office of the Tennessee Attorney General; provided, however, that CONFIDENTIAL INFORMATION shall be shown only to those persons having a need to know; and provided further that such officers, directors, and/or employees shall be subject to the provisions of this Protective Order, and shall not disclose such information further except as otherwise permitted under the terms of this Protective Order;
- (d) TRA Directors and members of the staff of the TRA;
- (e) outside consultants and expert witnesses employed or retained by the parties or their counsel, who have access to CONFIDENTIAL INFORMATION solely for evaluation, testing, testimony, preparation for trial or other services related to this docket, provided that to the extent that any party seeks to disclose CONFIDENTIAL INFORMATION to any outside consultant or expert witness who is expected to testify on that party's behalf, the party shall give five (5) days written notice to the producing party of intention to disclose CONFIDENTIAL INFORMATION. During such notice period, the

producing party may move to prevent or limit disclosure for cause, in which case no disclosure shall be made until the TRA, the Hearing Officer, the Administrative Law Judge or court rules on the motion. Any such motion shall be filed within three (3) days after service of the notice. Any response shall be filed within three (3) days after service of the notice. Prehearing conferences may be called to confer with the parties on the Motions to Limit Disclosure. All service shall be by hand delivery, e-mail or by facsimile.

Notwithstanding anything else to the contrary, under no circumstances shall any CONFIDENTIAL INFORMATION be disclosed to or discussed with anyone directly associated with the marketing of services in competition with the products, goods or services of the producing party.

4. Prior to disclosure of CONFIDENTIAL INFORMATION to any of the authorized persons, the counsel representing the party who is to receive the CONFIDENTIAL INFORMATION shall provide a copy of this Order to the recipient Director, staff member, employee or, officer, who shall be bound by the terms of this Order. Prior to disclosure of CONFIDENTIAL INFORMATION to any outside consultant or expert witness employed or retained by a party, counsel shall provide a copy of this Order to such outside consultant or expert witness, who shall sign an Affidavit in the form of that attached to this Order attesting that he or she has read a copy of this Order, that he or she understands and agrees to be bound by the terms of this Order, and that he or she understands that unauthorized disclosure of the documents labeled "CONFIDENTIAL" constitutes a violation of this Order. This Affidavit shall be signed in the presence of and be notarized by a notary public. Counsel of record for each party shall provide the producing party a copy of each such Affidavit for retained experts expected to be called as a witness at the hearing of this matter and shall keep the Affidavits executed by all experts or consultants retained by that party, whether or not expected to be called as a witness, on file in their respective offices.

5. If any party or non-party subject to this Order inadvertently fails to label documents as

“CONFIDENTIAL” in accordance with the provisions of this Order when producing such documents, such failure shall not constitute a waiver of confidentiality, provided the party or non-party who has produced the document shall notify the recipient of the document in writing within five (5) days of discovery of such inadvertent failure to label the document as “CONFIDENTIAL.” At that time, the recipients will immediately treat the subject document as CONFIDENTIAL INFORMATION. In no event shall the TRA, or any other party to this Order, be liable for any claims or damages resulting from the disclosure of a document while not so labeled as “CONFIDENTIAL.” An inadvertent failure to label a document as “CONFIDENTIAL” shall not, in any way, affect the TRA's determination as to whether the document is entitled to CONFIDENTIAL INFORMATION status.

6. Any papers filed in this proceeding that contain, quote, paraphrase, compile or otherwise disclose documents covered by the terms of this Order, or any information contained therein, shall be filed with the TRA in sealed envelopes labeled “CONFIDENTIAL.” The filing party shall also include with the filing a public version of the papers with any CONFIDENTIAL INFORMATION redacted. Only the redacted public version may be placed in the TRA’s public file and/or posted on the TRA website. Each sealed envelope shall be labeled to reflect the style and docket number of this proceeding and to identify the subject matter of the content of the sealed envelope. The envelopes shall be maintained in a locked filing cabinet. The envelopes shall not be opened or their contents reviewed by anyone except upon order by the TRA, Hearing Officer, or Administrative Law Judge after due notice to counsel of record. Notwithstanding the foregoing, the Directors and the staff of the TRA may review any paper filed as CONFIDENTIAL INFORMATION and labeled “CONFIDENTIAL” without obtaining an order of the TRA, Hearing

Officer, or Administrative Law Judge, provided the Directors and staff maintain the confidentiality of the paper in accordance with the terms of this Order.

7. Documents, information and testimony designated as CONFIDENTIAL INFORMATION and labeled "CONFIDENTIAL," in accordance with this Order, may be disclosed in testimony at the Hearing on the merits of this proceeding and offered into evidence in any hearing related to this action, subject to the applicable Rules of Evidence and to such future orders as the TRA, Hearing Officer, or Administrative Law Judge may enter. Any party intending to use documents, information, or testimony designated as CONFIDENTIAL INFORMATION shall inform the producing party and the TRA, Hearing Officer, or Administrative Law Judge, prior to the Hearing on the merits of the case, of the proposed use, and shall advise the TRA, the Hearing Officer, or Administrative Law Judge, and the producing party before use of such information during witness examinations so that appropriate measures can be taken by the TRA, Hearing Officer, or Administrative Law Judge to protect the confidential nature of the information.

8. Except for documents filed with the TRA, all documents covered by the terms of this Order that are disclosed to the requesting party shall be maintained separately in files labeled "CONFIDENTIAL" and labeled with reference to this Order at the offices of the requesting party's counsel of record.

9. Nothing herein shall be construed as preventing any party from continuing to use and disclose any information (a) that is in the public domain, or (b) that subsequently becomes part of the public domain through no act of such party, or violation of this Order, or (c) that is disclosed to it by a third party, where said disclosure does not itself violate any contractual or legal obligation or terms of this Order, or (d) that is independently developed by a party, or (e) that is known or used by it

prior to this proceeding. The burden of establishing the existence of (a) through (e) shall be upon the party attempting to use or disclose such information.

10. Any party may contest the designation of any document or information as CONFIDENTIAL INFORMATION by filing a motion with the TRA, Hearing Officer, Administrative Law Judge or the courts, as appropriate, for a ruling that the documents, information, or testimony should not be so treated. All documents, information and testimony designated as CONFIDENTIAL INFORMATION, however, shall be maintained as such until the TRA, Hearing Officer, Administrative Law Judge, or a court orders otherwise. A motion to contest must be filed not later than five (5) days after receipt of the material designated CONFIDENTIAL INFORMATION or ten (10) days prior to the Hearing on the merits, whichever date occurs later in time. Any reply seeking to protect the status of their CONFIDENTIAL INFORMATION must be received not later than five (5) days prior to the Hearing on the merits. Motions made and subsequent replies received within the five (5) days prior to the Hearing on the merits shall be presented to the TRA at the Hearing on the merits for a ruling.

11. Non-party witnesses shall be entitled to invoke the provisions of this Order by designating information disclosed or documents produced for use in this action as CONFIDENTIAL INFORMATION pursuant to the terms of this Order.

12. No person authorized under the terms herein to receive access to documents, information, or testimony designated as CONFIDENTIAL INFORMATION shall be granted access until such person has complied with the requirements set forth in paragraph 4 of this Order.

13. Any person to whom disclosure or inspection is made in violation of this Order shall be bound by the terms of this Order.

14. Upon an order becoming final in this proceeding and conclusion of any appeals resulting from such an order, all the filings, exhibits and other materials designated as CONFIDENTIAL INFORMATION and all copies thereof shall be returned to counsel of the party who produced the filings, exhibits and other materials within fifteen (15) days of a written request from the producing party, or counsel in possession of such documents shall certify to counsel of the producing party that all the filings, exhibits and other materials designated as CONFIDENTIAL INFORMATION and all copies thereof have been destroyed. Subject to the requirements of Paragraph 7 above, the TRA shall retain copies of information designated as Confidential or Protected Security Materials as may be necessary to maintain the record of this cause intact.

15. After termination of this proceeding, the provisions of this Order relating to the secrecy and confidential nature of confidential documents, information and testimony shall continue to be binding, upon parties hereto and their officers, employers, employees, agents, and/or others for five (5) years unless this Order is vacated or modified.

16. Nothing herein shall prevent a party from seeking further protection for particular documents or prevent entry of a subsequent order, upon an appropriate showing, requiring that any documents, information or testimony designated as CONFIDENTIAL INFORMATION, shall receive protection other than that provided herein.

17. All information, documents and things designated as CONFIDENTIAL INFORMATION and produced in accordance with this Order may be disclosed in testimony or offered into evidence at any TRA or court hearing, trial, motion or proceeding of this matter, subject to the provisions of this Order, including Paragraph 7, and the applicable Rules of Evidence and any order the TRA may enter to protect the confidentiality of information offered at any hearing or other proceeding. The

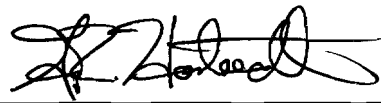
party who produced the information, documents and things designated as CONFIDENTIAL INFORMATION agrees to stipulate to the authentication of such information, documents and things in any such proceeding. If any Party identifies information in the CONFIDENTIAL INFORMATION the indicates that illegal conduct (civil or criminal) has occurred or may occur, nothing in this Order shall prevent such party from reporting such alleged conduct to the appropriate law enforcement or regulatory agency.

18. Nothing in this Agreement is intended to restrict or alter federal or state laws, regulations or rules.

19. Any person who has signed a non-disclosure certificate or is otherwise bound by the terms of this Order shall continue to be bound by this Order and/or certificate even if no longer engaged by the TRA or Intervenors.

20. Any party aggrieved with the TRA's decision in this matter may file a Petition for Reconsideration with the TRA within fifteen (15) days from and after the date of this Order.

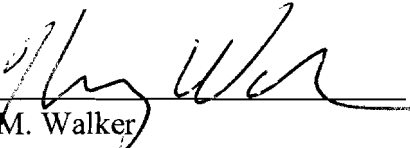
21. Any party aggrieved with the TRA's decision in this matter has the right of judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.



HEARING OFFICER

AGREED TO AND APPROVED FOR ENTRY:

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 
Henry M. Walker
1600 Division Street, Suite 700
P. O. Box 340025
Nashville, TN 37203
(615) 252-2363 – Telephone
(615) 252-2380 – Facsimile
Counsel for CII Holdco, Inc.

**FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC**

By: _____
Jamie R. Hollin
618 Church Street, Suite 300
Nashville, TN 37219
(615) 687-4243 – Telephone
(615) 726-1776 – Facsimile
Counsel for Tennessee Cable Telecommunications Association

LAW OFFICES OF ALLAN J. WADE, PLLC

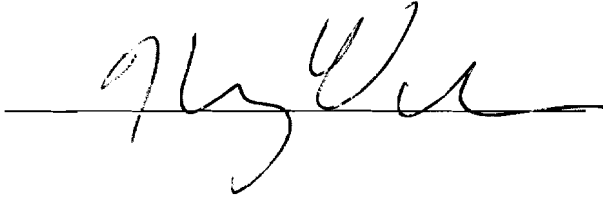
By: _____
Allan J. Wade
One Commerce Square, Suite 2275
Memphis, TN 38130
(901) 322-8005 – Telephone
(901) 322-8007 – Facsimile
Counsel for the City of Memphis

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been served, via the method(s) indicated below, on the following counsel of record, this the 14th day of January, 2008

<input type="checkbox"/> Hand	Jamie Hollin
<input type="checkbox"/> Mail	Farris Mathews Branan
<input type="checkbox"/> Fax	Bobango Hellen & Dunlap, PLC
<input type="checkbox"/> Fed. Ex.	Historic Castner-Knott Building
<input checked="" type="checkbox"/> E-Mail	618 Church Street, Ste. 300 Nashville, TN 37219

<input type="checkbox"/> Hand	Allan J. Wade
<input type="checkbox"/> Mail	Law Offices of Allan J. Wade, PLLC
<input type="checkbox"/> Fax	One Commerce Street, Ste. 2275
<input type="checkbox"/> Fed. Ex.	Memphis, TN 38103
<input checked="" type="checkbox"/> E-Mail	



**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

*In re: Petition of CII Holdco, Inc., Memphis)
Networx, LLC, Memphis Light Gas & Water Division)
and Memphis Broadband, LLC for Approval of)
Change of Control of Memphis Networx, LLC)*

Docket No. 07-00178

AGREEMENT TO COMPLY WITH PROTECTIVE ORDER

I have reviewed the Protective Order entered in the above captioned matter and agree to abide and be bound by its terms. I understand that unauthorized disclosure of documents labeled "CONFIDENTIAL" will be a violation of the Order.

DATE

NAME

STATE OF _____)

COUNTY OF _____)

Personally appeared before me, _____, a Notary Public,
_____ with whom I am personally acquainted, who acknowledged
that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this _____ day of _____, _____.

NOTARY PUBLIC

My Commission Expires: _____

Gary Hotvedt - FW: Proposed Protective Order (07-00178)

From: "Walker, Henry" <hwalker@boultcummings.com>
To: "Gary Hotvedt" <Gary.Hotvedt@state.tn.us>
Date: 1/21/2008 4:44 PM
Subject: FW: Proposed Protective Order (07-00178)
CC: "Allan Wade" <awade@thewadefirm.com>, "Jamie Hollin" <jhollin@farrismathews.com>

Gary/ see below (in regard to the proposed protective order in the Memphis Networx transfer docket)

This means that both of the other parties (Allan Wade and Jamie Hollin) have reviewed and are ok with the proposed protective order which I filed on Friday.

Henry

From: Allan Wade [mailto:awade@thewadefirm.com]
Sent: Monday, January 21, 2008 4:42 PM
To: 'Jamie Hollin'; Walker, Henry
Subject: RE: Proposed Protective Order (07-00178)

I approve also

Allan J. Wade
Allan J. Wade PLLC
One Commerce Square, Suite 2275
Memphis, TN 38103
(901) 322-8005
Facsimile (901) 322-8007

-----Original Message-----

From: Jamie Hollin [mailto:jhollin@farrismathews.com]
Sent: 01/21/2008 4:34 PM
To: Walker, Henry; awade@thewadefirm.com
Subject: RE: Proposed Protective Order (07-00178)

Henry:

I have reviewed the attached protective order and agree to its form. Let me know how you would like me to proceed in letting the hearing officer know of this acknowledgement. Alternatively, you are authorized to sign my name to the proposed order approving it for entry. Thanks.

Jamie

Jamie R. Hollin
Farris Mathews Branan
Bobango Hellen & Dunlap, PLC

The Historic Castner-Knott Building
618 Church Street, Suite 300
Nashville, Tennessee 37219
(615) 726-1200 telephone
(615) 726-1776 facsimile
<http://www.farrismathews.com>

From: Walker, Henry [mailto:hwalker@boultcummings.com]
Sent: Friday, January 18, 2008 10:48 AM
To: Jamie Hollin; awade@thewadefirm.com
Subject: FW: Proposed Protective Order (07-00178)

Allen and Jamie/ attached is a proposed protective order to use in TRA docket 07--00178. Under our procedural schedule, I am supposed to file it by COB this afternoon.

I took the most recent TRA approved protective order I could find (the one from Docket 07-00020) and used it as a template. I took out provisions related solely to the Consumer Advocate Division (since they are not a party to this docket) and also removed provisions relating to a higher category than "Confidential" was is not relevant to our proceeding. I didnt add anything to the language of the order, but only made deletions. The result is what you see. Let me know if there are any changes you would like me to make or if I can sign your name.

From: Carter, Delsa
Sent: Friday, January 18, 2008 10:37 AM
To: Walker, Henry
Subject: Proposed Protective Order (07-00178)

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are confidential and may also be privileged. If you are
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