

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

October 5, 2012

**IN RE:
PETITION OF TELMATE, LLC FOR
CERTIFICATE OF AUTHORITY TO
RESELL TELECOMMUNICATIONS
SERVICES IN TENNESSEE**

Docket No. 11-00181

**IN RE:
PETITION OF TELMATE, LLC FOR
AUTHORITY TO PROVIDE COCOT IN
TENNESSEE**

Docket No. 11-00182

PROTECTIVE ORDER

To expedite the flow of filings and discovery in this consolidated docket, and to facilitate prompt resolution of the issues in this docket while adequately protecting material entitled to be kept confidential, the Hearing Officer hereby orders as follows:

1. For the purpose of this Protective Order, proprietary or confidential information, hereinafter referred to as "CONFIDENTIAL INFORMATION" means documents and information in whatever form which the producing party in good faith deems to contain or constitute trade secrets, confidential research, development, financial, or other commercially sensitive information and which has been so 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 of or from any CONFIDENTIAL INFORMATION, will be entitled to protection under this Order, and must be

stored, protected, and maintained at the law offices of the parties' counsel of record until such time that said material shall be returned to the producing party. Documents containing CONFIDENTIAL INFORMATION must be specifically marked as confidential on the document. Any document so designated must be handled in accordance with this Order.

2. Any individual or company subject to this Order, including producing parties or persons reviewing CONFIDENTIAL INFORMATION, must act in good faith in discharging their obligations hereunder. Parties or nonparties subject to this Order includes parties allowed to intervene prior to or subsequent to the date of this Order.

3. CONFIDENTIAL INFORMATION may be used only for purposes of this consolidated docket and may be disclosed only to the following persons:

- a. counsel of record for the parties in this case and associates, secretaries, or paralegals actively engaged in assisting counsel of record in this consolidated docket; and
- b. TRA Directors and Staff;

Under no circumstances may any CONFIDENTIAL INFORMATION be disclosed to or discussed with any person or entity engaged in marketing or providing services in competition with the services of the producing party. Counsel for the parties are expressly prohibited from disclosing CONFIDENTIAL INFORMATION produced by another party to their respective clients, or to any other person or entity that does not have a need to know the CONFIDENTIAL INFORMATION for purposes of participating in this consolidated docket. Whenever an individual, other than TRA Directors/Staff or the parties' counsel, is designated to have access to CONFIDENTIAL INFORMATION, then, prior to access being given to that individual, notice

must be given to the producing party's counsel by sending a copy of an affidavit executed by the individual affirming that the individual will abide by the terms of this Order.

4. Any papers filed in this consolidated docket that contain, quote, paraphrase, or otherwise disclose CONFIDENTIAL INFORMATION must be filed and maintained by the TRA as confidential in accordance with the terms of this Order, and may not be posted on the TRA website or made available to any person or entity other than those authorized by the terms of this Order.

5. Any party intending to use or disclose CONFIDENTIAL INFORMATION in testimony, cross-examination, or oral argument at any hearing or proceeding in this consolidated docket must inform the producing party and the TRA prior to such use so that appropriate measures can be taken to protect the confidential nature of the information.

6. Nothing herein may be construed as preventing any party from using or disclosing information that (a) is in the public domain; (b) subsequently becomes part of the public domain through no act of the using or disclosing party; (c) is disclosed to the using/disclosing party by a third party, where such disclosure does not itself violate any contractual or legal obligation; or (d) is known or used by the using/disclosing party prior to this proceeding. The party attempting to use or disclose the information will have the burden of establishing the existence of (a) through (d).

7. Any party may contest the designation of documents or information as CONFIDENTIAL INFORMATION by applying to the Hearing Officer for a ruling that the information should not be so treated. All documents or information designated as CONFIDENTIAL INFORMATION must be maintained in accordance with the terms of this Order until such time as the Hearing Officer orders otherwise.

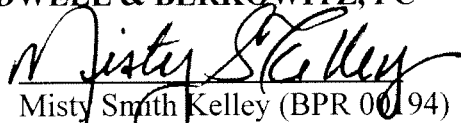
8. Unless otherwise vacated or modified, this Order will remain in effect for a period of five years following the entry of a final order in this consolidated docket or any appeals thereof.

Kelly Cashman-Grams
Hearing Officer

APPROVED FOR ENTRY

**BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, PC**

By:

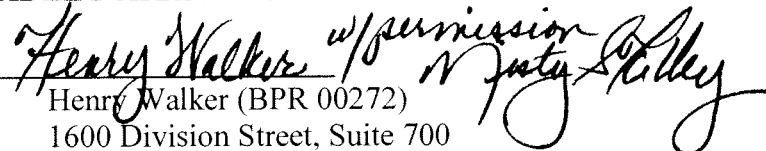


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