

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE  
January 31, 1997

IN RE: UNITED TELEPHONE-SOUTHEAST, INC. TARIFF NO. 96-201  
TO REFLECT ANNUAL PRICE CAP ADJUSTMENT

DOCKET NO. 96-01423

PROTECTIVE ORDER

In order to expedite the flow of discovery material, facilitate the prompt resolution of disputes as to the confidentiality of such material, adequately protect material entitled to be kept confidential and ensure that protection is afforded only to material so entitled; the Tennessee Regulatory Authority ("TRA") hereby orders, pursuant to Rule 26.03 of the Tennessee Rules of Civil Procedure, that:

1. For the purpose of this Protective Order (the "Order"), proprietary or confidential information, hereinafter referred to as "CONFIDENTIAL INFORMATION" shall mean documents and information in whatever form which the producing party in good faith deems to contain or constitute trade secrets or other confidential research, development or commercial information, and which has been so designated by the producing party. 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. Additionally, 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 specifically marked as proprietary or confidential, or words to that effect, on the face of each such document or, alternatively, on the portion of the document containing the CONFIDENTIAL INFORMATION. Any document so designated shall be handled in accordance with this Order.

2. CONFIDENTIAL INFORMATION shall be disclosed only to the following persons:

- (a) counsel of record for the parties in this case and associates, secretaries, and paralegals actively engaged in assisting counsel of record in this and the designated related proceedings;
- (b) in-house counsel for the parties;
- (c) officers, directors, or employees of the parties, including employees of the Consumer Advocate Division, who are directly and specifically consulted or involved in this docket; provided, however, that CONFIDENTIAL INFORMATION shall be shown only to those persons having a need to know;
- (d) 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, such party shall give five (5) days' written notice to the

producing party of its 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 Administrative Law Judge rules on the motion. Any such motion shall be filed within three (3) days after service of the notice. Any response shall be served within three (3) days after service of the motion. All service shall be by hand delivery or by facsimile.

Under no circumstances shall any CONFIDENTIAL INFORMATION be disclosed to or discussed with anyone associated with the marketing of services in competition with the services of the producing party.

3. Prior to disclosure of CONFIDENTIAL INFORMATION to any employee, officer or director of the parties, including any employee of the Consumer Advocate Division or the TRA, counsel shall provide a copy of this Order to such employee, officer, or director, 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 stamped CONFIDENTIAL or PROPRIETARY 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 and shall keep the Affidavits executed by the parties' experts or consultants on file at their respective offices.

4. If any party or non-party subject to this Order inadvertently fails to designate 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 ten (10) days of discovery of such inadvertent failure to designate the document as CONFIDENTIAL. At that time, the recipient will immediately treat the subject document as CONFIDENTIAL. In no event shall the TRA be liable for any claims or damages resulting from the disclosure of a document while not so designated as CONFIDENTIAL. An inadvertent failure to designate a document as CONFIDENTIAL shall not, in any way, affect the TRA's determination as to whether the document is entitled to CONFIDENTIAL status.

5. Papers filed in this proceeding which contain, quote, paraphrases, compile or otherwise disclose documents covered by the terms of this Order shall be marked CONFIDENTIAL by the party filing such papers. Any papers filed in this proceeding and maintained as a part of the official record that contain, quote, paraphrase, compile or otherwise disclose documents

covered by the terms of this Order, or any information contained therein, shall be filed and maintained with the Executive Secretary of the TRA in sealed envelopes marked CONFIDENTIAL and labeled with reference to this Order. Such envelopes shall not be opened or their contents reviewed by anyone except upon order of the TRA of the Administrative Law Judge after due notice to counsel of record.

6. Documents, information and testimony designated as CONFIDENTIAL in accordance with this Order, may be disclosed in testimony at the hearing of this proceeding and offered into evidence used in any hearing related to this action, subject to the Tennessee Rules of Evidence and to such future orders as the TRA or the Administrative Law Judge may enter. Any party intending to use documents, information, or testimony designated CONFIDENTIAL shall inform the producing party and the TRA or the Administrative Law Judge, at the earliest opportunity of such proposed use; and shall advise the TRA, or the Administrative Law Judge, and the producing party before use of such information during cross-examination so that appropriate measures can be taken by the TRA or the Administrative Law Judge, and/or requested by the producing party in order to protect the confidential nature of the information.

7. 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

marked CONFIDENTIAL and labeled with reference to this Order at the offices of the requesting party's counsel of record.

8. 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 (c) that is disclosed to it by a third party, where said disclosure does not itself violate any contractual or legal obligation, 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.

9. Any party may contest the designation of any document or information as CONFIDENTIAL by applying to the TRA, 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, however, shall be maintained as such until the TRA, the Administrative Law Judge, or a court orders otherwise.

10. Nothing in this Order shall prevent any party from asserting any objection to discovery other than an objection based upon grounds of confidentiality. Nothing in this Order is intended to limit or expand the statutory authority of the Attorney General or the Consumer Advocate Division as expressed in T.C.A. 10-7-504(a) and T.C.A. 65-4-118.

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 and by filing an appropriate motion with the TRA, in which event the provisions of this Order shall govern the disclosure of information or documents provided by the non-party witness.

12. No person authorized under the terms herein to receive access to documents, information, or testimony designated as CONFIDENTIAL shall be granted access until such person has complied with the requirements set forth in paragraph 3 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 or any appeals resulting from such an order, all documents and information designated CONFIDENTIAL and all copies thereof shall be returned to counsel for the party who produced (or originally created) them within fifteen (15) days or counsel in possession of such documents shall certify to counsel or the producing party that all such documents and that all extracts and summaries showing or referring to such documents and information and all copies thereof have been destroyed.

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 herein and their officers,

employers, employees, agents, and/or others for five years unless this Order is vacated or modified.

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

ENTERED THIS 31st DAY OF JANUARY, 1997.

  
CHAIRMAN

  
DIRECTOR

  
DIRECTOR

ATTEST:

  
EXECUTIVE SECRETARY



PROTECTIVE ORDER IN TRA DOCKET NO. 96-01423  
APPROVED AS TO FORM BY THE FOLLOWING PARTIES:

UNITED TELEPHONE-SOUTHEAST, INC.

James B. Wright  
James B. Wright  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900

DATED: 12/13/96

OFFICE OF THE ATTORNEY GENERAL  
CONSUMER ADVOCATE DIVISION

L. Vincent Williams  
L. Vincent Williams  
426 Fifth Avenue, North, 2nd Floor  
Nashville, TN 37243-0500

DATED: \_\_\_\_\_

CITIZENS TELECOMMUNICATIONS COMPANY  
OF TENNESSEE, L.L.C.

Richard M. Tettelbaum  
Richard M. Tettelbaum  
Suite 500, 1400 16th Street, N.W.  
Washington, DC 20036

DATED: \_\_\_\_\_

BELLSOUTH TELECOMMUNICATIONS, INC.

Guy M. Hicks  
Guy M. Hicks  
333 Commerce St., Suite 2101  
Nashville, TN 37201-3300

DATED: \_\_\_\_\_

PROTECTIVE ORDER IN TRA DOCKET NO. 96-01423  
APPROVED AS TO FORM BY THE FOLLOWING PARTIES:

UNITED TELEPHONE-SOUTHEAST, INC.

\_\_\_\_\_  
James B. Wright  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900

DATED: \_\_\_\_\_

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CONSUMER ADVOCATE DIVISION

\_\_\_\_\_  
L. Vincent Williams  
426 Fifth Avenue, North, 2nd Floor  
Nashville, TN 37243-0500

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Guy M. Hicks  
333 Commerce St., Suite 2101  
Nashville, TN 37201-3300

DATED: \_\_\_\_\_

PROTECTIVE ORDER IN TRA DOCKET NO. 96-01423  
APPROVED AS TO FORM BY THE FOLLOWING PARTIES:

UNITED TELEPHONE-SOUTHEAST, INC.

\_\_\_\_\_  
James B. Wright  
Senior Attorney  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900

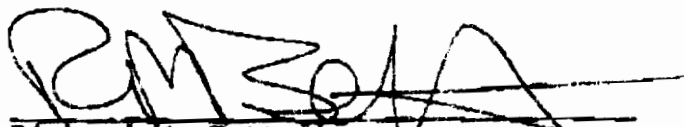
DATED: \_\_\_\_\_

OFFICE OF THE ATTORNEY GENERAL  
CONSUMER ADVOCATE DIVISION

\_\_\_\_\_  
L. Vincent Williams  
Consumer Advocate  
1504 Parkway Tower  
404 James Robertson Parkway  
Nashville, TN 37243-0500

DATED: \_\_\_\_\_

CITIZENS TELECOMMUNICATIONS COMPANY  
OF TENNESSEE, L.L.C.

  
\_\_\_\_\_  
Richard M. Tettelbaum  
Associate General Counsel  
Suite 500, 1400 16th Street, N.W.  
Washington, DC 20036

DATED: 12/9/96

#9280

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PROTECTIVE ORDER IN TRA DOCKET NO. 96-01423  
APPROVED AS TO FORM BY THE FOLLOWING PARTIES:

UNITED TELEPHONE-SOUTHEAST, INC.

\_\_\_\_\_  
James B. Wright  
14112 Capital Boulevard  
Wake Forest, NC 27587-5900

DATED: \_\_\_\_\_

OFFICE OF THE ATTORNEY GENERAL  
CONSUMER ADVOCATE DIVISION

\_\_\_\_\_  
L. Vincent Williams  
426 Fifth Avenue, North, 2nd Floor  
Nashville, TN 37243-0500


DATED: \_\_\_\_\_

CITIZENS TELECOMMUNICATIONS COMPANY  
OF TENNESSEE, L.L.C.

\_\_\_\_\_  
Richard M. Tettelbaum  
Suite 500, 1400 16th Street, N.W.  
Washington, DC 20036

DATED: \_\_\_\_\_

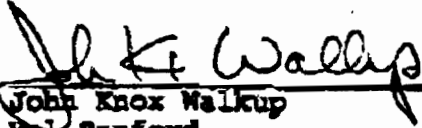
BELLSOUTH TELECOMMUNICATIONS, INC.

  
\_\_\_\_\_  
Guy M. Hicks  
333 Commerce St., Suite 2102  
Nashville, TN 37201-3300

DATED: 12-20-96

PROTECTIVE ORDER IN TRA DOCKET NO. 96 01423  
APPROVED AS TO FORM BY THE FOLLOWING PARTIES:

GULLETT, SANFORD, ROBINSON & MARTIN



John Knox Walkup  
Val Sanford  
230 Fourth Avenue, North, 3rd Floor  
P.O. Box 198888  
Nashville, TN 37219-8888  
FAX 615-256-63392  
Counsel for AT&T of the South  
Central States, Inc.

AFFIDAVIT

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

The undersigned, being duly sworn, deposes and says:

1. I am employed or retained by \_\_\_\_\_,  
who is a party in the proceeding involving Docket No. 96-01423.

2. I have read the Protective Order of the Tennessee  
Regulatory Authority dated December \_\_, 1996 respecting disclosure  
of Confidential Information. I agree to be bound by the terms  
thereof, and I understand that unauthorized disclosure of  
Confidential Information constitutes a violation of the Order and  
may subject me to an action for injunctive relief and/or damages.

FURTHER AFFIANT SAYETH NOT.

\_\_\_\_\_  
SUBSCRIBED and SWORN to before me this \_\_\_\_ day of \_\_\_\_\_, 199\_\_.

\_\_\_\_\_  
Notary Public

My Commission expires \_\_\_\_\_.

#9139

<u>Exchange</u>	<u>Rate Group</u>	<u>Monthly Rate per Line*</u>
Johnson City	12	12.01
Jonesborough	12	12.01
Baileyton	10	11.21
Greeneville	10	11.21
Mosheim	10	11.21
Butler	9	10.70
Elizabethton	9	10.70
Hampton	9	10.70
Roan Mountain	9	10.70
Stoney Creek	9	10.70
Erwin	4	8.91
Mountain City	3	8.58

\*United Telephone-Southeast, Inc. Tennessee Tariffs U3.3.1 Flat Rate Residential Service.

Identify by exchange any of the rates as listed above with which United Telephone-Southeast disagrees. Explain any such disagreement.

**Response:** See response to (f) above.

(h) That on October 25, 1995 United Telephone-Southeast, Inc. implemented a tariff that redefined residential service to exclude access lines in excess of five terminating at a household location.

**Response:** Deny. See response to (d) above.

(i) That the current tarified flat rates per line for access lines in excess of five terminating at the same household location are as follows:

<u>Exchange</u>	<u>Rate Group</u>	<u>Monthly Rate per Line*</u>
Blountville	15	34.93
Limestone	14	34.09
Church Hill	13	33.13
Kingsport	13	33.13
Fall Branch	13	33.13
Midway(Sullivan County)	13	33.13
Midway(Washington County)	13	33.13
Sullivan Gardens	13	33.13
Bluff City	12	32.12
Bristol	12	32.12
Johnson City	12	32.12
Jonesborough	12	32.12

<u>Exchange</u>	<u>Rate Group</u>	<u>Monthly Rate per Line*</u>
Baileyton	10	29.63
Greeneville	10	29.63
Mosheim	10	29.63
Butler	9	28.42
Elizabethton	9	28.42
Hampton	9	28.42
Roan Mountain	9	28.42
Stoney Creek	9	28.42
Erwin	4	23.19
Mountain City	3	22.43

\*United Telephone-Southeast, Inc. Tennessee Tariffs U3.3.1 Flat Rate Residential Service.

Identify by exchange any of the rates as listed above with which United Telephone-Southeast disagrees. Explain any such disagreement.

**Response:** See response to (f) above.



**United Telephone-Southeast, Inc.**  
**Consumer Advocate Discovery Request Dated February 4, 1997**  
**Tariff No. 96-201, Annual Price Cap Adjustment, Docket No. 96-01423**

**Item 2.** State and identify the number of access lines in excess of the limit of five terminating at single household locations by exchange and rate group as of June 30, 1996.

**Response:** See response to Item 1(f).

**United Telephone-Southeast, Inc.**  
**Consumer Advocate Discovery Request Dated February 4, 1997**  
**Tariff No. 96-201, Annual Price Cap Adjustment, Docket No. 96-01423**

**Item 3.** State and identify the number of lines that were reclassified from business to residential as a result of imposing the five per household location limit.

**Response:** See response to Item 1(f).

**United Telephone-Southeast, Inc.**  
**Consumer Advocate Discovery Request Dated February 4, 1997**  
**Tariff No. 96-201, Annual Price Cap Adjustment, Docket No. 96-01423**

**Item 4.** State and identify by exchange the increase in revenues that resulted from reclassifying the access lines identified in 3 above.

**Response:** See response to Item 1(f).

**United Telephone-Southeast, Inc.**  
**Consumer Advocate Discovery Request Dated February 4, 1997**  
**Tariff No. 96-201, Annual Price Cap Adjustment, Docket No. 96-01423**

**Item 5.** State and identify United Telephone-Southeast's estimate of how the \$1,099,913 proposed access reduction will impact the annual amount of access charges billed by United Telephone-Southeast to:

- (a) AT&T
- (b) MCI
- (c) Sprint
- (d) MFS WorldCom
- (e) All other interexchange carriers.

**Response:** See the attached Proprietary Information. The Proprietary Information contains market sensitive data on companies who are not parties of record in this docket. Therefore, only the Consumer Advocate and the Tennessee Regulatory Authority have been provided information by individual carrier.

**United Telephone-Southeast, Inc.**  
**Consumer Advocate Discovery Request Dated February 4, 1997**  
**Tariff No. 96-201, Annual Price Cap Adjustment, Docket No. 96-01423**

**Item 6.** Page 1 of Attachment A of Mr. Steve Parrott's January 28, 1997 letter to Dr. Chris Klein identifies a proposed \$324,663.96 reduction in non-basic revenues that is referenced to Page 2 of the Attachment which states:

(a) State when referenced filing to reflect this change will be made?

**Response:** The filing to reflect this change was made on February 4, 1997.

(b) State how United Telephone-Southeast will account for this proposed reduction from the effective date of any rates that may result from this proceeding until the effective date of tariffs that will be proposed in the separate filing?

**Response:** United Telephone-Southeast, Inc. proposed a March 4, 1997 effective date for the non-basic revenue reduction filing which is prior to the proposed effective date of May 15, 1997 that was submitted with the revised tariffs filed on January 28, 1997 for this proceeding.

**United Telephone-Southeast, Inc.**  
**Consumer Advocate Discovery Request Dated February 4, 1997**  
**Tariff No. 96-201, Annual Price Cap Adjustment, Docket No. 96-01423**

**Item 7.** Please state the statutory authority supporting United Telephone-Southeast's change to the tariff to increase the price or rate for flat rate residential basic service for households with 6 or more lines after June 6, 1995.

**Response:** See response to Item 1(f).