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October 6, 2014

**VIA ELECTRONIC FILING**

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, 2<sup>nd</sup> Floor  
Harrisburg, PA 17120

**Re: Joint Petition of Verizon Pennsylvania LLC and Verizon North LLC for  
Competitive Classification of all Retail Services in Certain Geographic Areas,  
and for a Waiver of Regulations for Competitive Services  
Docket Nos. P-2014-2446303 and P-2014-2446304**

Dear Secretary Chiavetta:

Enclosed please find the Petition For Protective Order of Verizon Pennsylvania LLC and Verizon North LLC (together, "Verizon") to limit the disclosure of a trade secret or other confidential information on the public record in the above referenced dockets.

Please do not hesitate to contact me if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Suzan D. Paiva".

Suzan D. Paiva

SDP/slb  
Enc.

**Via Federal Express**  
cc: Katherine Sophy, Esquire

**Via First Class U.S. Mail**  
cc: Attached Certificate of Service

**CERTIFICATE OF SERVICE**

I, Suzan D. Paiva, hereby certify that I have this day served a copy of the Petition of Verizon Pennsylvania LLC and Verizon North LLC for Protective Order, upon the representatives listed below in accordance with the requirements of 52 Pa. Code Section 1.54 and 1.55.

Dated at Philadelphia, Pennsylvania, this 6<sup>th</sup> day of October, 2014.

**VIA FIRST CLASS U.S. MAIL**

Barrett Sheridan, Esquire  
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Harrisburg, PA 17101-1923

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Harrisburg, PA 17102

Johnnie E. Simms, Esquire \*\*\*  
Bureau of Investigation & Enforcement  
PA Public Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17120

Broadband Cable Association of Pennsylvania  
127 State Street  
Harrisburg, PA 17101-1025

AT&T Communications of Pennsylvania, LLC  
Teleport Communications Group  
Eastern TeleLogic Corporation  
1120 20<sup>th</sup> Street, NW  
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Time Warner Cable Information Services, LLC  
Time Warner AxS  
60 Columbus Circle  
New York, NY 10023

Central Atlantic Payphone Association  
15 Benner Road  
Royersford, PA 19468

Pennsylvania Utility Law Project  
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Community Legal Services of Philadelphia  
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Richard Chevrefils, State Director  
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Shared Communications Services  
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Digital Direct of Pittsburgh, Inc.  
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Terrace Tower II  
5619 DTC Parkway  
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Washington, DC 20036



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(215) 466-4755

Attorney for Verizon

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Petition of Verizon Pennsylvania LLC :  
And Verizon North LLC for Competitive : Docket No. P-2014-2446303  
Classification of all Retail Services in Certain :  
Geographic Areas, and for a Waiver of : Docket No. P-2014-2446304  
Regulations for Competitive Services :

**PETITION FOR PROTECTIVE ORDER**

In accordance with 52 Pa. Code §5.365, Verizon Pennsylvania LLC and Verizon North LLC (together, “Verizon”) hereby file this petition for protective order to limit the disclosure of a trade secret or other confidential information on the public record. In support of this request, Verizon avers as follows:

1. This matter involves Verizon’s petition to reclassify all retail services in certain geographic areas as competitive under 66 Pa. C.S. § 3016, and for a waiver of certain regulations at 52 Pa. Code, Chapters 63 and 64 as applied to competitive services in those areas. Section 3016 requires the Commission to consider “the demonstrated availability of like or substitute services or other business activities provided or offered by alternative service providers.” Evidence to support this standard may include competitively sensitive information about Verizon’s customer and line counts, its line losses over time, volumes of numbers ported away to other carriers, and the like, as well as similar information about other providers to the extent available to Verizon.

2. Together with its petition to reclassify services, Verizon has submitted the Direct Testimony of Paul B. Vasington in support of the relief requested. While much of the testimony is based on public data, the testimony contains some proprietary, competitively sensitive information about Verizon’s business and that of its competitors, which has been marked proprietary and redacted from the public version of the filing. Verizon also anticipates that if there is discovery in this case, it may require the production of other proprietary and competitively sensitive information, including but

not limited to information that is either specified as confidential by its terms or pertains to business practices, operations, or financial matters that are commercially sensitive or that are ordinarily considered and treated as confidential by the producing party.

3. Under 52 Pa. Code § 5.432, a protective order may be entered to limit or prohibit disclosure of confidential information where the potential harm to a participant would be substantial and outweighs the public's interest in having access to the confidential information. In evaluating whether to enter a protective order, the Commission must balance the potential harm to the producing party of disclosure of the information against the public's interest in free and open access to the administrative process.

4. Verizon and other market participants whose information might be disclosed in this case would be substantially harmed if proprietary and confidential information about their market share and business plans were filed and/or provided to parties without restriction, because it would then become public information available for review by actual or potential competitors of the companies. For example, if the material is not kept in a proprietary folder in the Secretary's office and, instead made public, then competitors could obtain copies of such information to the detriment of the owner of such information. Also, information not marked proprietary could be publicly released in orders or other official documents available on the Commission's website. Given the sensitive nature of certain information, Verizon seeks herein to prevent such public disclosure.

5. Adopting the protective order that is attached hereto as Exhibit 1 is a reasonable way to protect the confidentiality of the parties' sensitive information while still permitting the parties and the Commission to use it as appropriate for purposes of the instant case. This limitation on the disclosure of such sensitive non-public information will not prejudice the rights of the parties and will not frustrate the ability of the public to access information that is already publicly available.

6. Verizon believe the orderly disposition of this matter will be facilitated by the adoption, at the earliest possible time, of the protective order attached as Exhibit 1 hereto to govern the treatment of proprietary and highly confidential materials, particularly since 66 Pa. C.S. § 3016(a)(1) requires the Commission to complete this case in 60 (unprotested) or 150 (protested) days. This Order would protect all such proprietary and highly confidential materials from disclosure to the public.

7. The Order's proposed restrictions for "highly confidential" information are narrowly tailored and provide a process whereby the requesting party can seek to have persons other than counsel of record to have access to highly confidential information and, if agreement is not reached, enable to issue to be resolved by the presiding ALJ. While there is no highly confidential information contained in the Vasington testimony, Verizon requests that the protective order contain terms to protect highly confidential information in the event that it becomes necessary to file or disclose such information during the course of this case.

8. The protective order attached as Exhibit 1 is substantially similar to many other protective orders routinely issued by the Commission's Administrative Law Judges.

WHEREFORE, Verizon Pennsylvania LLC and Verizon North LLC respectfully request that the protective order attached as Exhibit 1 hereto be entered.

Respectfully submitted,

Dated: October 6, 2014

  
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*Counsel for Petitioners  
Verizon Pennsylvania LLC and  
Verizon North LLC*

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Petition of Verizon Pennsylvania LLC	:	
And Verizon North LLC for Competitive	:	Docket No. P-2014-2446303
Classification of all Retail Services in Certain	:	
Geographic Areas, and for a Waiver of	:	Docket No. P-2014-2446304
Regulations for Competitive Services	:	

**PROTECTIVE ORDER**

THEREFORE,

IT IS ORDERED:

1. This Protective Order, submitted by Verizon Pennsylvania LLC and Verizon North LLC (“Verizon”) is hereby established for use in this proceeding with respect to all materials and information identified at Paragraph 2 of this Protective Order which are filed with the Pennsylvania Public Utility Commission (“Commission”), produced in discovery, or otherwise presented during these proceedings. All persons now and hereafter granted access to the materials and information identified in Paragraph 2 of this Protective Order shall use and disclose such information only in accordance with this Order.

2. The materials subject to this Order are all written, recorded or graphic material, whether produced or created by a party or another person or entity, including but not limited to, correspondence, documents, data, information, studies, methodologies and other materials which a party or an affiliate of a party furnishes in this proceeding pursuant to Commission rules and regulations, discovery procedures or cross-examination or provides as a courtesy to a party to this proceeding, which are claimed to be of a proprietary or confidential nature and which are designated “PROPRIETARY” (hereinafter collectively referred to as “Proprietary Information”).

In addition, the parties may designate extremely sensitive Proprietary Information as “HIGHLY CONFIDENTIAL” (hereinafter referred to as “Highly Confidential Information”) and thus secure the additional protections set forth in this Order pertaining to such material. Such “HIGHLY CONFIDENTIAL” information shall be only such Proprietary Information that constitutes or describes the producing party's marketing plans, including, *inter alia*, costing and pricing aspects thereof, competitive strategies, market share projections, marketing materials that have not yet been used, network deployment, customer-identifying information, or customer prospects for services that are subject to competition.

3. Proprietary Information and Highly Confidential Information shall be made available to the Commission and its Staff for use in this proceeding. For purposes of filing, to the extent that Proprietary Information and Highly Confidential Information is placed in the Commission’s report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary Information or Highly Confidential Information is placed in the Commission’s testimony or document folders, such information shall be separately bound, conspicuously marked and sealed, and accompanied by a copy of this Order. Public inspection of Proprietary Information and Highly Confidential Information shall be permitted only in accordance with this Protective Order.

4. Proprietary Information and Highly Confidential Information shall be made available to counsel of record in this proceeding pursuant to the following procedures.

a. Proprietary Information. To the extent required for participation in this proceeding, a party’s counsel of record, including in-house counsel and outside counsel who are actively engaged in this proceeding, including partners, associates, secretaries, paralegals and employees of such counsel may afford access to Proprietary Information made available by another party (“the producing party”) pursuant to the following procedures:

i. To the party's witness(es) or expert(s) subject to the restrictions that such witness(es) or expert(s) may not hold any of the following positions with any competitor or affiliate of a competitor of the producing party: an officer, board member, significant stockholder, partner, owner (other than owner of stock) or an employee of any competitor or affiliate of a competitor of the producing party where such witness or expert is primarily involved in the pricing, development, and/or marketing of products or services that are offered in competition with those of the producing party; provided, however, that any witness or expert shall not be disqualified on account of being a stockholder, partner, or owner unless his/her interest in the business constitutes a significant potential for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Order, stocks, partnership, or other ownership interest valued at less than \$500,000 and/or constituting less than a 10 % interest in a business does not, in itself, establish a significant potential for violation.

ii. To a party's independent expert retained to render professional services in this proceeding, subject to the restriction that if the independent expert, another member of the independent expert's firm or the independent expert's firm generally also serves as an expert for, or as a consultant or advisor to a competitor or any affiliate of a competitor of the producing party, said independent expert must: (1) advise the producing party of the competitor's or affiliate's name(s); (2) make reasonable attempts to segregate those personnel assisting in the expert's participation in this proceeding from those personnel working on behalf of a competitor or any

affiliate of a competitor of the producing party; and (3) if segregation of such personnel is impractical, the independent expert shall give to the producing party written assurances that the lack of segregation will in no way jeopardize the interests of the producing party. The producing party retains the right to challenge the adequacy of the written assurances that its interests will not be jeopardized.

b. Highly Confidential Information. Proprietary Information or other material designated as “Highly Confidential” shall be produced for inspection only by a party's witnesses and counsel of record, including in-house counsel and outside counsel of the reviewing party who are actively engaged in this proceeding, including partners, associates, secretaries, paralegals and other such employees of counsel. If the inspecting witness or counsel desires to disclose “Highly Confidential” material to persons other than the witness or counsel of record as described above, she or he shall notify the producing party's counsel three (3) business days prior to such disclosure, to allow the producing party time to raise the issue orally with the Commission or the presiding Administrative Law Judge if there is any objection to such disclosure. Highly Confidential Information may be disclosed under the terms of this provision only to persons who meet the qualifications of 4(a)(i) and (ii) above. If upon inspection the requesting party disagrees with the designation of any of the material as “Highly Confidential” and the producing party does not revise the designation, that issue may also be submitted orally to the Commission or the Administrative Law Judge for resolution.

c. No other persons may have access to the Proprietary Information or Highly Confidential Information except as

authorized by order of the Commission or of the presiding Administrative Law Judge. No person who may be entitled to receive, or who is afforded access to any Proprietary Information or Highly Confidential Information shall use or disclose such information for the purposes of business or competition, or any purpose other than the preparation for and conduct of this proceeding or any administrative or judicial review thereof.

5. Prior to making Proprietary Information or Highly Confidential Information available to any person as provided in numbered Paragraph 4, above, counsel shall deliver a copy of this Order to such person and shall receive a written acknowledgment from that person in the form attached to this Order and designated as "Appendix A". Counsel shall promptly deliver to the producing party a copy of the executed Appendix A.

6. A producing party shall designate data or documents as constituting or containing Proprietary Information or Highly Confidential Information by affixing an appropriate proprietary stamp or typewritten or printed designation on such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information or Highly Confidential Information, the producing party insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents which constitute or contain Proprietary Information or Highly Confidential Information.

7. Any federal agency which has access to and/or receives copies of the Proprietary Information or Highly Confidential Information will consider and treat the Proprietary Information or Highly Confidential Information as within the exemption from disclosure provided in the Freedom of Information Act as set forth at 5 U.S.C.A. §552(b)(4) until such time as the information is found to be non-proprietary.

8. Any state agency which has access to and/or receives copies of the Proprietary Information or Highly Confidential Information will consider and treat the

Proprietary Information or Highly Confidential Information as within the exemption from disclosure provided in the Pennsylvania Right-to-Know Act as set forth at 65 P.S. §66.1(2) until such time as the information is found to be non-proprietary.

9. Any public reference to Proprietary Information or Highly Confidential Information by counsel or persons afforded access thereto shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information or Highly Confidential Information to fully understand the reference and not more. The Proprietary Information or Highly Confidential Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

10. Parts of any record in this proceeding containing Proprietary Information or Highly Confidential Information, including but not limited to all exhibits, writings, testimony, cross-examination, argument and responses to discovery, and including reference thereto as mentioned in number Paragraph 9 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information or Highly Confidential Information is released from the restrictions of this Order, either through the agreement of the parties or pursuant to order of the Administrative Law Judge or the Commission. Unresolved challenges arising under Paragraph 11 shall be decided on motion or petition by the presiding officer or the Commission as provided by 52 Pa. Code §5.365(c)(5). All such challenges will be resolved in conformity with existing rules, regulations, orders, statutes, precedent, etc., to the extent that such guidance is available.

11. The parties affected by the terms of this Order shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information or Highly Confidential Information; to question or challenge the admissibility of Proprietary Information or Highly Confidential Information; to refuse or object to the production of Proprietary Information or Highly Confidential Information on any proper ground, including but not limited to irrelevance, immateriality or undue burden; to seek an order permitting disclosure of Proprietary Information or Highly Confidential Information beyond that allowed in this Order; and to seek additional measures of protection of Proprietary Information or Highly Confidential Information

beyond those provided in this Order. If a challenge is made to the designation of a document or information as Proprietary Information or Highly Confidential Information, the party claiming that the information is Proprietary Information or Highly Confidential Information retains the burden of demonstrating that the designation is necessary and appropriate.

12. Upon completion of this proceeding, including any administrative or judicial review, all copies of all documents and other materials, including notes, which contain any Proprietary Information or Highly Confidential Information, shall be immediately returned upon request to the party furnishing such Proprietary Information or Highly Confidential Information. In the alternative, parties may provide an affidavit of counsel affirming that the materials containing or reflecting Proprietary Information or Highly Confidential Information have been destroyed.

Dated: October \_\_, 2014

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