

A-310800F0010, A-311095F0005, A-311225F0003 JOINT APPLICATION OF COMMONWEALTH TELEPHONE COMPANY, CTSI, LLC AND CTE TELECOM, LLC D/B/A COMMONWEALTH LONG DISTANCE COMPANY FOR ALL APPROVALS UNDER THE PUBLIC UTILITY CODE FOR THE ACQUISITION BY CITIZENS COMMUNICATIONS COMPANY OF ALL OF THE STOCK OF THE JOINT APPLICANTS' CORPORATE PARENT, COMMONWEALTH TELEPHONE ENTERPRISES, INC.

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December 19, 2006

Via Federal Express

Scott J. Rubin  
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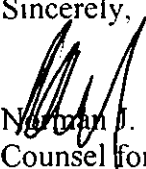
RE: Joint Application of Commonwealth Telephone Company CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company For All Approvals Under The Public Utility Code for the Acquisition By Citizens Communications Company of All of the Stock of the Joint Applicants' Corporate Parent, Commonwealth Telephone Enterprises, Inc., Docket Nos. A-310800F0010, A-311095F0005 and A-311225F0003.

Dear Scott:

Enclosed please find Responses to Communication Workers of America Interrogatories, Set I on behalf of the Joint Applicants. Portions of these answers contain proprietary and/or highly confidential information. We have served the proprietary and highly confidential documents on the CWA, OCA, OSBA and OTS and ask that they are treated according to the draft Protective Order. We will serve these documents on the other parties to the proceeding once a protective agreement is in place.

If you have any questions, please do not hesitate to contact me.

Sincerely,

  
Norman J. Kennard  
Counsel for Joint Applicants

NJK/ajt

Enclosure

cc: James J. McNulty, Secretary (without enclosures)  
Honorable Susan D. Colwell (without enclosures)  
Debbie Goldman – via Federal Express (with enclosures)

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MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a true copy of the foregoing document upon the participants, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

**By Hand-Delivery on 12/20/06**

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Joel Cheskis  
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Office of Consumer Advocate  
555 Walnut Street  
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Johnnie E. Simms  
Robert V. Eckenrod  
Office of Trial Staff  
Pennsylvania Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265

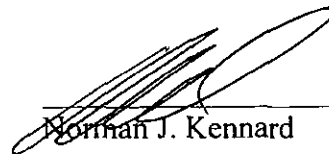
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John F. Povilaitis  
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Suite 101  
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**Via Federal Express on 12/20/06**

Jennifer A. Duane  
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Second Floor  
Reston, VA 20191



Norman J. Kennard

Dated this 19th day of December, 2006

DOCUMENT  
FOLDER

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December 21, 2006

Lauren M. Lepkoski  
Sharon E. Webb  
Office of Small Business Advocate  
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300 North Second Street  
Harrisburg, PA 17101

Re: Joint Application of Commonwealth Telephone Company CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company For All Approvals Under The Public Utility Code for the Acquisition By Citizens Communications Company of All of the Stock of the Joint Applicants' Corporate Parent, Commonwealth Telephone Enterprises, Inc., Docket Nos. A-310800F0010, A-311095F0005 and A-311225F0003; **UPDATED RESPONSE TO OSBA I-5**

Dear Ms. *Lepkoski* and Ms. *Webb*:

Enclosed please find a revised response to OSBA I-5 on behalf of the Joint Applicants. Please note this answer contains highly confidential information. We have served the highly confidential documents on the OSBA, OCA, CWA and OTS and ask that they are treated as highly confidential information. We will serve these documents on the other parties to the proceeding once a protective agreement is in place.

Sincerely,  
  
Norman J. Kennard

NJK/ajt  
Enclosure  
cc: James J. McNulty, Secretary (without enclosures)  
Honorable Susan D. Colwell (without enclosure)

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*CERTIFICATE OF SERVICE*

I hereby certify that I have this day served a true copy of the foregoing document upon the persons, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

**By First Class Mail**

Shaun A. Sparks  
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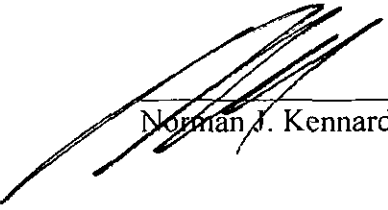
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Debbie Goldman  
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Dated this 21<sup>st</sup> day of December, 2006



Norman J. Kennard

ORIGINAL

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December 21, 2006

VIA HAND DELIVERY

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DOCUMENT  
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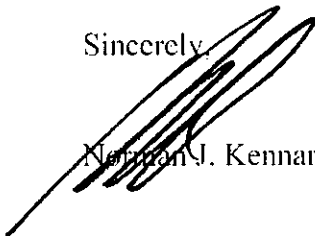
Re: Joint Application of Commonwealth Telephone Company CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company For All Approvals Under The Public Utility Code for the Acquisition By Citizens Communications Company of All of the Stock of the Joint Applicants' Corporate Parent, Commonwealth Telephone Enterprises, Inc., Docket Nos. A-310800F0010, A-311095F0005 and A-311225F0003; **JOINT MOTION OF COMMONWEALTH TELEPHONE COMPANY, CTSI, LLC, AND CTE TELECOM, LLC d/b/a COMMONWEALTH LONG DISTANCE COMPANY AND CITIZENS COMMUNICATIONS COMPANY FOR PROTECTIVE ORDER**

Dear Secretary McNulty:

Enclosed for filing please find an original and three (3) copies of the Joint Motion of Commonwealth Telephone Company, CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company and Citizens Communications Company for Protective Order.

Thank you for your attention to this matter.

Sincerely,



Norman J. Kennard

NJK/ajt

Enclosure

cc: Per Certificate of Service  
Honorable Susan D. Colwell

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BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re Joint Application of :  
: :  
Commonwealth Telephone Company : A-310800F0010  
CTSI, LLC, and : A-311095F0005  
CTE Telecom, LLC d/b/a Commonwealth : A-311225F0003  
Long Distance Company :  
: :  
For All Approvals Under The Public Utility :  
Code for the Acquisition By Citizens :  
Communications Company of All of the Stock :  
of the Joint Applicants' Corporate Parent, :  
Commonwealth Telephone Enterprises, Inc. :

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**JOINT MOTION OF COMMONWEALTH TELEPHONE COMPANY,  
CTSI, LLC, AND CTE TELECOM, LLC d/b/a COMMONWEALTH  
LONG DISTANCE COMPANY AND CITIZENS  
COMMUNICATIONS COMPANY  
FOR PROTECTIVE ORDER**

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**TO THE HONORABLE SUSAN D. COLWELL:**

Commonwealth Telephone Company ("CTCo"), CTSI, LLC ("CTSI"), and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company ("CLD"), (hereinafter collectively referred to as the "Applicants" or "Joint Applicants") and Citizens Communications Company ("Citizens") hereby jointly move Your Honor to enter a Protective Order in this proceeding pursuant to the provisions of 52 Pa. Code §5.423(a), and in support thereof represent as follows:

1. On September 17, 2006, an Agreement and Plan of Merger ("Merger Agreement") was signed pursuant to which Citizens will acquire the stock of Commonwealth

Telephone Enterprises, Inc. ("CTE") and, indirectly, the stock of Applicants. CTE owns and controls all of the outstanding common stock of CTCo. In turn, CTCo owns and controls all of the stock of CTSI and CLD. That is, pursuant to the Merger Agreement, the Joint Applicants' corporate parent, CTE, will become a wholly-owned, direct subsidiary of Citizens.

2. The Joint Applicants filed an Application requesting the issuance of a certificate of public convenience on September 29, 2006. Commission approval is required under a Policy Statement applying the certification requirements of 66 Pa.C.S. §1102(a)(3) where a stock transaction or series of stock transactions results in a change of control of a public utility regardless of ownership tier.

3. The Commission published notice of the Joint Application by the CTE Companies in the *Pennsylvania Bulletin* on October 14, 2006 (36 Pa. B. 6355), which required protests and petitions to intervene to be filed on or before October 30, 2006.

4. The OCA, OSBA and OTS ("Statutory Parties") and the Communications Workers of America ("CWA") are participants in this case. Blue Ridge Digital Phone Company ("Blue Ridge"), Sprint Communications Company LP ("Sprint"), and RCN Corporation and RCN Telecom Services, Inc. ("RCN") (collectively "CLECs") have filed protests to the Joint Application and been accepted into the case.

5. Highly confidential and proprietary information has been provided in discovery and presented in testimony and exhibits in this proceeding. Such information includes commercially-sensitive data that is highly confidential to the Joint Applicants and Citizens.

6. Proprietary treatment, in the form of the attached suggested Protective Order, is justified because such information would be of substantial value to the competitors of Joint Applicants, Citizens and their respective affiliates and its release would substantially harm the

Joint Applicants, Citizens and their respective affiliates. The release of this information would allow competitors to gain knowledge of confidential information related to the operations, financial and operating results, and marketing, strategic and business plans of the Joint Applicants, Citizens and their respective affiliates, thereby placing the producing party at a severe competitive disadvantage. Furthermore, limitation on the disclosure of information will not prejudice the rights of the participants, nor will such limitation frustrate the prompt and fair resolution of this proceeding.

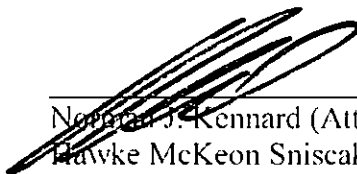
7. The attached suggested Protective Order sought by the Joint Applicants and Citizens will protect the proprietary nature of competitively valuable information while allowing the parties to use such information for purposes of the instant litigation. The proposed Protective Order applies the least restrictive means of limitation that will provide the necessary protections from disclosure.

8. The CWA, OCA, OSBA and OTS have all reviewed the proposed protective order and state they have no objection to it. While the Joint Applicants have made numerous changes in the document in an attempt to satisfy concerns raised by a few of the CLECs, notably RCN, it does appear that RCN and the CLECs still may have one or two issues with this proposed Order. However, the Joint Applicants cannot agree to the further changes.

9. At this point in the proceeding, it is more important to file the proposed Order, inasmuch as Proprietary and Highly Confidential Information has been flowing to the CWA, OCA, OSBA and OTS for some time now and an Order is not in place. Moreover, the information has not been distributed to the CLECs, since there is no order and no agreement.

WHEREFORE, for all the reasons set forth above, the Joint Applicants and Citizens respectfully request Your Honor to issue the attached Protective Order.


Respectfully submitted,



---

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Counsel for Joint Applicants



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Counsel for Citizens Communications Company

DATED: December 21, 2006

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re Joint Application of	:	
	:	
Commonwealth Telephone Company	:	A-310800F0010
CTSI, LLC, and	:	A-311095F0005
CTE Telecom, LLC d/b/a Commonwealth	:	A-311225F0003
Long Distance Company	:	
	:	
For All Approvals Under The Public Utility	:	
Code for the Acquisition By Citizens	:	
Communications Company of All of the Stock	:	
of the Joint Applicants' Corporate Parent,	:	
Commonwealth Telephone Enterprises, Inc.	:	

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**PROTECTIVE ORDER**

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1. This Protective Order is hereby granted with respect to all materials and information identified at Ordering Paragraphs 2 and 3 which are filed with the Commission, produced in discovery, or otherwise presented during these proceedings. All persons now and hereafter granted access to the materials and information identified in Ordering Paragraphs 2 and 3 shall use and disclose such information only in accordance with this Order.

2. The materials subject to this Order are all correspondence, documents, data, information, studies, methodologies and other materials in any form 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 another 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").

Proprietary Information shall include, but is not limited to, information that is either specified as confidential by its terms, or pertains to business practices that are commercially sensitive, or which is ordinarily considered and treated as proprietary or confidential by the producing party; and, all information contained therein or derived therefrom, including but not limited to all copies, excerpts or summaries thereof.

3. In addition, 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. Highly Confidential Information shall be such Proprietary Information that: (a) constitutes or describes the producing party's (or its affiliates) marketing or sales plans including *inter alia*, costing and pricing aspects thereof, competitive strategies, non-public market share and other data, market share projections, customer and other agreements and the terms thereof (to the extent not publicly available), marketing materials and ideas that have not yet been disclosed publicly, customer-identifying information, customer prospects for services that are subject to competition, or similar documents; or (b) constitutes non-public financial or operating information.

4. Proprietary Information and Highly Confidential Information placed into the evidentiary record shall be made available to the Commission and its advisory Staff for use in this proceeding. For purposes of filing, to the extent that Proprietary Information or 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 accompanied by a copy of this Order. Public inspection of Proprietary Information or Highly Confidential Information shall be permitted only in accordance with this Order.

5. Proprietary Information and Highly Confidential Information shall be made available in this proceeding pursuant to the following procedures:

a. Proprietary Information. Prior to making Proprietary Information available to any employee, officer or director of a party for purposes of participating in this proceeding, a party's counsel shall deliver a copy of this Order to such person and shall receive the written acknowledgement 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 acknowledgement form. Counsel of record to the parties are deemed to have reviewed this Order and agreed to its content and, therefore, shall not be required to sign Appendix "A."

b. Highly Confidential Information. Information designated as Highly Confidential shall be provided only to counsel of record, including counsel representing the Office of Consumer Advocate, Office of Small Business Advocate and Office of Trial Staff, and such other attorneys within the same law firm, government bureau, or legal department as counsel of record, who are legally advising a party and who have executed Appendix "A" and to outside experts retained by a party for purposes of this proceeding to the extent set forth below. If the counsel of record desires to disclose Highly Confidential Information to any persons other than counsel of record or the party's outside expert, she or he shall submit a written request to the producing party's counsel. If the requesting and producing parties are unable to reach agreement with respect to such a request, they may submit the issue orally to the presiding Administrative Law Judge for resolution. Highly Confidential information shall not be disclosed to any person

who has marketing, product development, market analysis, market entry, financial planning, strategic planning or similar responsibilities for (i) any party to this proceeding or any competitor of a party; or (ii) any person employed or retained by or reasonably anticipated to be employed or retained by a party or a competitor of a party, or any person who will have those responsibilities in the foreseeable future. In addition, where a person has any duty conflicting with this limitation, but that person is responsible for making litigation decisions in this proceeding for the Party, and where the information is critical to such decision-making, that person shall take all reasonable steps to limit his or her exposure to Highly Confidential information and it will be a direct violation of this Protective Order for such person to rely on Highly Confidential information obtained through discovery in this case to carry out marketing, product development, market analysis, market entry, financial planning, strategic planning or any other responsibilities not directly related to this proceeding. Highly Confidential information may be viewed by an outside expert(s) retained by a party for purposes of this proceeding, provided such expert(s) fully meets all of the qualifications of this paragraph for access to Highly Confidential information and, prior to disclosure, the party provides an affidavit signed by such expert attesting to his or her qualifications under this paragraph and receives an acknowledgement from the disclosing party. Counsel of record to the parties are deemed to have reviewed this Order and agreed to its content and, therefore, shall not be required to sign Appendix "A."

c. No other persons may have access to 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.

6. Prior to making Proprietary Information or Highly Confidential Information available to any person as provided in Ordering Paragraph 5, counsel for a party of record 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 a copy of this executed acknowledgment form to the producing party.

7. 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 handwritten 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.

8. 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.

9. 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 exemptions 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.

10. Any public reference to Proprietary Information or Highly Confidential Information by the Commission or 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.

11. Part of any record of 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 Ordering Paragraph 10 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 an Order of an Administrative Law Judge or the Commission. Unresolved challenges arising under Ordering Paragraph 12 shall be decided on motion or petition by the presiding officer and/or the Commission as provided in 52 Pa. Code § 5.423(a). All such challenges will be resolved in conformity with existing rules, regulations, orders, statutes, precedent, etc., to the extent such guidance is available.

12. 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 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 or Highly Confidential, the party claiming that the information is Proprietary or Highly Confidential retains the burden of demonstrating that the designation is necessary and appropriate.

13. 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.

---

Administrative Law Judge  
Susan D. Colwell

Dated:

APPENDIX "A"

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re Joint Application of	:	
	:	
Commonwealth Telephone Company	:	A-310800F0010
CTSI, LLC, and	:	A-311095F0005
CTE Telecom, LLC d/b/a Commonwealth	:	A-311225F0003
Long Distance Company	:	
	:	
For All Approvals Under The Public Utility	:	
Code for the Acquisition By Citizens	:	
Communications Company of All of the Stock	:	
of the Joint Applicants' Corporate Parent,	:	
Commonwealth Telephone Enterprises, Inc.	:	

**NONDISCLOSURE AGREEMENT**

The undersigned is the expert, officer, member, employee or counsel of \_\_\_\_\_  
\_\_\_\_\_ (the retaining party).

The undersigned has read and understands the Protective Order issued in the above captioned proceeding, which Order deals with the treatment of Proprietary and Highly Confidential Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Order. The undersigned agrees that any Proprietary and Highly Confidential Information shall be used or disclosed only for purposes of preparation for, and conduct of the above captioned proceeding, and any administrative or judicial review thereof, and shall not be disclosed or used for any other purposes whatsoever.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
Employer

Date: \_\_\_\_\_

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a true copy of the foregoing document upon the participants, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

**Via Electronic Mail and First Class Mail**

Shaun A. Sparks  
Joel Cheskis  
Office of Consumer Advocate  
555 Walnut Street  
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Robert V. Eckenroed  
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Citizens Communications Co.  
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Raymond Ostroski  
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Dallas, PA 18612

John F. Povilaitis  
Ryan, Russell, Ogden & Seltzer, LLP  
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Harrisburg, PA 17102-2025

Jennifer A. Duane  
Sprint Nextel  
2001 Edmund Halley Drive  
Second Floor  
Reston, VA 20191

  
Norman J. Kennard

Dated this 21<sup>st</sup> day of December, 2006.

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2006 DEC 21 PM 3:58  
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ORIGINAL

LAW OFFICES  
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December 22, 2006

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19610-1208  
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VIA HAND DELIVERY

James J. McNulty, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street -- 2<sup>nd</sup> Floor  
Harrisburg, PA 17120

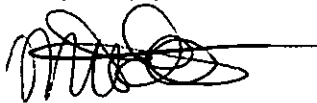
Re: Joint Application of Commonwealth Telephone Company,  
CTSI, LLC, and CTE Telecom, LLC d/b/a Commonwealth Long  
Distance Company for all approvals under the Public Utility Code  
for the acquisition by Citizens Communications Company of all of  
the stock of the joint applicants' corporate parent, Commonwealth  
Telephone Enterprises, Inc., Docket Nos. A-310800F0010,  
A-311095F0005, A-311225F0003

Dear Secretary McNulty:

Enclosed please find an original and three (3) copies of the Answer of RCN  
Telecom Services, Inc. to Motion for Protective Order in the above-captioned proceeding.  
Copies have been served in accordance with the attached Certificate of Service.

DOCUMENT  
FOLDER

Very truly yours,



Matthew A. Totino

Enclosures  
JFP/ck

- c. Certificate of Service  
The Honorable Susan D. Colwell

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BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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Joint Application of :  
Commonwealth Telephone Company, :  
CTSI, LLC, and CTE Telecom, LLC : A-310800F0010  
d/b/a Commonwealth Long Distance Company : A-311095F0005  
for all approvals under the Public Utility Code : A-311225F0003  
for the acquisition by Citizens Communications :  
Company of all of the stock of the joint applicants' :  
corporate parent, Commonwealth Telephone :  
Enterprises, Inc. :

---

ANSWER OF RCN TELECOM SERVICES, INC.  
TO MOTION FOR PROTECTIVE ORDER

---

To: The Honorable Susan D. Colwell:

RCN Telecom Services, Inc. ("RCN") Answers the Joint Motion of Commonwealth Telephone Company, CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company and Citizens Communications Company for Protective Order ("Joint Movants" and Joint Motion") as follows:

1. RCN acknowledges and appreciates that the Joint Movants have accepted several edits proposed by RCN to the draft Protective Order circulated in this case. However these edits have not completely satisfied RCN's concerns. Therefore it respectfully requests that Your Honor adopt the following edit and clarifications before entering a Protective Order in this proceeding.

2. The Joint movants have proposed a definition of Highly Confidential Information in paragraph 3 of the proposed Protective Order that includes "such Proprietary Information that ...(b) constitutes non-public financial or operating

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**DOCKETED**  
DEC 26 2006

information.” This is an extremely broad definition that could encompass a wide range of information, and under the terms of the proposed Protective Order, information that is designated Highly Confidential may be restricted with regard to which individuals may review that material. The Commission’s regulations make it clear that protective orders that limit disclosure of confidential information to particular representatives of parties shall be issued only in “extraordinary circumstances” and “only when the party from whom the information is sought demonstrates that a greater restriction is necessary to avoid severe and extreme prejudice.” 52 Pa. Code § 5.423(e). A definition of Highly Confidential Information that includes *all* non-public financial or operating information is inconsistent with this regulation, which views a restriction on disclosure as an extraordinary remedy that is only used to avoid “severe and extreme prejudice.” The definition of Highly Confidential Information should be confined to the “(a)” portion of the definition included in the proposed Protective Order.

3. RCN’s remaining concerns relate to clarifications Your Honor should make in any order granting the Joint Motion. First, it should be clarified that although the proposed Protective Order in paragraph 5(b) refers to counsel in “the same law firm” as counsel of record, in circumstances such as this case where counsel of record reside in two different law firms, the Highly Confidential Information shall be provided to counsel in each firm.

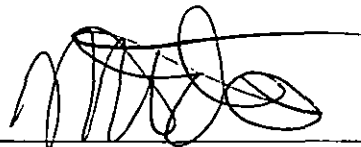
4. A further clarification RCN seeks relates to “providing” the Highly Confidential Information. RCN requests that in any circumstances where the Joint Movants do not actually provide the information, but instead seek to require a party’s

representatives to inspect materials, any materials requested for copying will be provided at the inspection opportunity.

RCN does not concur with all elements of the proposed Protective Order, but in the spirit of compromise, with this edit and requested clarifications RCN does not oppose Your Honor's adoption of the Joint Movant's proposed Protective Order.

Dated: December 22, 2006

Respectfully submitted,



John F. Povilaitis  
Matthew A. Totino  
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Counsel of Record for RCN Telecom Services, Inc.

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**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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Joint Application of :  
Commonwealth Telephone Company, :  
CTSI, LLC, and CTE Telecom, LLC : A-310800F0010  
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for all approvals under the Public Utility Code : A-311225F0003  
for the acquisition by Citizens Communications :  
Company of all of the stock of the joint applicants' :  
corporate parent, Commonwealth Telephone :  
Enterprises, Inc. :

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a copy of the foregoing documents in accordance with the requirements of 52 Pa. Code § 1.54 et seq. (relating to service by a participant).

VIA FIRST CLASS and ELECTRONIC MAIL

Norman J. Kennard, Esquire  
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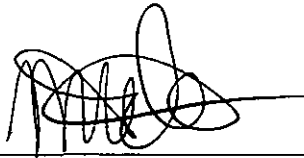
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Phone: (203) 614-5047  
Fax: (203) 614-4651

December 22, 2006



---

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OFFICE OF CONSUMER ADVOCATE

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800-684-6560 (in PA only)

IRWIN A. POPOWSKY  
Consumer Advocate

FAX (717) 783-7152  
consumer@paoca.org

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December 29, 2006

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2006 DEC 29 PM 1:39  
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Norman J. Kennard, Esq.  
Hawke McKeon Sniscak & Kennard LLP  
100 North Tenth Street  
Harrisburg, PA 17101

Re: Joint Application of Commonwealth Telephone Company CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long distance Company for All Approvals Under the Public Utility Code for the Acquisition By Citizens Communications Company of All of the Stock of the Joint Applicants' Corporate Parent, Commonwealth Telephone Enterprises, Inc.  
Docket Nos. A-310800F0010;  
A-311095F0005, and A-311225F0003

Dear Norm:

Enclosed you will find two copies of the Office of Consumer Advocate's Interrogatories, Set V, in the above-referenced proceeding. The Interrogatories attached contain information that has been determined to be "**Highly Confidential**" and have been served on the Company counsel only. This material will become available to other parties to this proceeding when the OCA receives copies of the signed Appendix A to the Protective Order.

Please send two copies of your responses to the undersigned and one copy to our consultant:

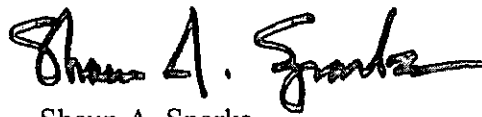
Bob Loube  
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(301) 681-0339 (fax)  
[bobloube@earthlink.net](mailto:bobloube@earthlink.net)

Page 2

In accordance with the modification of the response period in this proceeding, we request that the Company provide verified answers to these inquiries within ten (10) days of service. Also, please forward the verified answers as they are completed, rather than waiting until the responses to the full set are completed. We would appreciate it if you would communicate any objections you may have to these interrogatories as soon as possible.


If you have any questions, please call us. By copy of this letter, copies of these interrogatories have been served upon all parties. A certificate of service showing service as described here has been filed with Secretary McNulty of the Pennsylvania Public Utility Commission as required by 52 Pa. Code §5.341(b).

Sincerely,



Shaun A. Sparks  
Assistant Consumer Advocate  
PA Attorney I.D. # 87372

Enclosures

cc: All parties of record  
James J. McNulty (Certificate of Service Only) 

\*91330

CERTIFICATE OF SERVICE

Re: Joint Application of Commonwealth Telephone Company CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company for All Approvals Under the Public Utility Code for the Acquisition By Citizens Communications Company of All of the Stock of the Joint Applicants' Corporate Parent, Commonwealth Telephone Enterprises, Inc. Docket Nos. A-310800F0010; A-311095F0005, and A-311225F0003

I hereby certify that I have this day served a true copy of the foregoing document, The Office of Consumer Advocate's Interrogatories, Set V, upon parties of record in this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant), in the manner and upon the persons listed below:

Dated this 29th day of December, 2006.

SERVICE BY INTER-OFFICE MAIL

Robert V. Eckenrod, Esq.  
Office of Trial Staff  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17120

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SECRETARY'S BUREAU

SERVICE BY FIRST CLASS MAIL, POSTAGE PREPAID

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Raymond Ostroski, Esq.  
Commonwealth Telephone  
Enterprises, Inc.  
100 CTE Drive  
Dallas, PA 18612

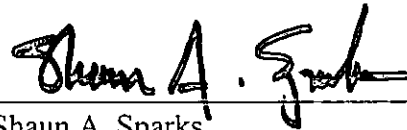
Hilary Glassman, Esq.  
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Selinsgrove, PA 17870

Jennifer A. Duane, Esq.  
2001 Edmund Halley Drive, 2<sup>nd</sup> Fl.  
Reston, VA 20191



---

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Joel H. Cheskis  
PA Attorney I.D.#81617  
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Assistant Consumer Advocates

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Phone: (717) 783-5048  
Fax: (717) 783-7152  
\*91234

**\* Parties receiving Confidential material**

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 **M**ckeon  
  **S**niscak &  
   **K**ennard LLP  
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Craig R. Burgraff  
Steven D. Snyder  
Janet L. Miller  
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Rikardo J. Hull  
Katherine E. Lovette  
Amy A. Whitney

100 North Tenth Street, Harrisburg, PA 17101 Phone: 717.236.1300 Fax: 717.236.4841 www.hmsk-law.com

December 29, 2006

**VIA HAND DELIVERY**

James J. McNulty, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street - Filing Room (2 North)  
Harrisburg, PA 17105-3265

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ORIGINAL

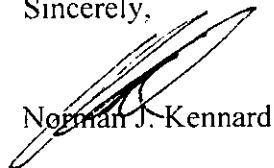
Re: Joint Application of Commonwealth Telephone Company CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company For All Approvals Under The Public Utility Code for the Acquisition By Citizens Communications Company of All of the Stock of the Joint Applicants' Corporate Parent, Commonwealth Telephone Enterprises, Inc., Docket Nos. A-310800F0010, A-311095F0005 and A-311225F0003; **REPLY OF COMMONWEALTH TELEPHONE COMPANY, CTSI, LLC, AND CTE TELECOM, LLC d/b/a COMMONWEALTH LONG DISTANCE COMPANY AND CITIZENS COMMUNICATIONS COMPANY TO RCN TELECOM SERVICES, INC. ANSWER TO MOTION FOR PROTECTIVE ORDER**

Dear Secretary McNulty:

Enclosed for filing please find an original and three (3) copies of the Reply of Commonwealth Telephone Company, CTSI, LLC and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company and Citizens Communications Company to RCN Telecom Services, Inc. Answer to Motion for Protective Order.

Thank you for your attention to this matter.

Sincerely,



Norman J. Kennard

NJK/ajt  
Enclosure  
cc: Honorable Susan D. Colwell

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BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

**ORIGINAL**

In re Joint Application of	:	
	:	
Commonwealth Telephone Company	:	A-310800F0010
CTSI, LLC, and	:	A-311095F0005
CTE Telecom, LLC d/b/a Commonwealth	:	A-311225F0003
Long Distance Company	:	
	:	
For All Approvals Under The Public Utility	:	
Code for the Acquisition By Citizens	:	
Communications Company of All of the Stock	:	
of the Joint Applicants' Corporate Parent,	:	
Commonwealth Telephone Enterprises, Inc.	:	

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 SECRETARY'S BUREAU

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**REPLY OF COMMONWEALTH TELEPHONE COMPANY,  
 CTSI, LLC, AND CTE TELECOM, LLC d/b/a COMMONWEALTH  
 LONG DISTANCE COMPANY AND CITIZENS  
 COMMUNICATIONS COMPANY TO RCN TELECOM SERVICES, INC.  
 ANSWER TO MOTION FOR PROTECTIVE ORDER**

---

On December 21, 2006, Commonwealth Telephone Company ("CTCo"), CTSI, LLC ("CTSI"), and CTE Telecom, LLC d/b/a Commonwealth Long Distance Company ("CLD"), (hereinafter collectively referred to as the "Applicants" or "Joint Applicants") and Citizens Communications Company ("Citizens") submitted a Protective Order, which, with the exception of RCN Telecom Services, Inc. ("RCN"), is not opposed by any party in this proceeding. On December 22, 2006, RCN submitted an Answer to the Motion for Protective Order to which the Joint Applicants and Citizens respond as follows:

1. As Joint Applicants and Citizens noted in their Motion for Protective Order and as acknowledged by RCN, the proposed Protective Order was developed on a consensus basis and changes were made to satisfy various concerns voiced by the parties. RCN alone remains dissatisfied with the alterations made. For the reasons set forth below, RCN's further changes

should not be adopted and the Protective Order submitted by Joint Applicants and Citizens should be adopted.

2. Joint Applicants and Citizens believe that it is appropriate to allow “non-public financial or operating information” to be potentially identified as Highly Confidential. This is not to say that all such information will be deemed Highly Confidential, but only that the opportunity to designate it as such should exist. RCN suggests, on the other hand, that such potential protection should be completely foreclosed.

In an increasingly competitive world, certain financial and operating information of Joint Applicants and Citizens, or any other party may be properly marked as Highly Confidential. The protestants in this case include numerous competitors and the Joint Applicants and Citizens wish to be very careful about the dissemination of highly sensitive commercial financial and operating information which could be used by competitors. Without the opportunity to mark “non-public financial or operating information” as Highly Confidential, the only designation possible would be Proprietary. Under RCN’s scenario, Joint Applicants’ and Citizens’ information would be available to anyone signing Appendix “A” and, therefore, accessible to RCN employees and persons who perform marketing, financial and other commercially-sensitive functions. Only a document marked as Highly Confidential is restricted from such individuals.

The Highly Confidential category of protected materials serves the dual and valid purposes of protecting this information from broad disclosure that would cause competitive harm while at the same time affording access to attorneys and experts who need to utilize the information in this proceeding. The Protective Order provides the necessary protection for this kind of information without denying meaningful access to all parties in a reasonable fashion.

There is no adverse ramification to RCN of the proposed Protective Order. RCN's Pennsylvania attorneys are allowed to see such information and, as a result of one of the changes made in an attempt to accommodate RCN, its outside expert is also allowed to review Highly Confidential information, so long as the expert has no "marketing, product development, market analysis, market entry, financial planning, strategic planning or similar responsibilities" with RCN or other competitor.

Further, RCN retains the right to protest, if it believes that the marking of information as Highly Confidential is being abused. As Joint Applicants and Citizens pointed out to RCN on numerous occasions during the attempts to resolve the Protective Order, if RCN believes that the Highly Confidential label is not appropriate, then under the express terms of the Protective Order, it may protest such designation to Your Honor, who would then rule. See Proposed Order at Paragraph 12.

However, it is not appropriate that no "non-public financial or operating information" ever be marked as Highly Confidential, which is the result of RCN's proposal here. In essence, RCN is seeking a ruling in the abstract that "non-public financial or operating information" could never cause "severe and extreme prejudice" and, as a matter of law, should be ruled now as only being capable of the designation - Proprietary Information.

For these reasons, Section 3(b) of the proposed Protective Order should remain as drafted and RCN's proposed deletion of this protection should be rejected.

3. RCN's counsel of record in this proceeding is the law firm of Ryan, Russell, Ogden & Seltzer, LLP ("Ryan Russell"). RCN is capably represented by two experienced Pennsylvania attorneys, both members of Ryan Russell. Under the terms of the Protective Order, both would have access to Proprietary and Highly Confidential information.

Prior pleadings have identified the Virginia law firm of Williams Mullen as “attorneys for RCN.” Williams Mullen has never been identified, however, as representing RCN in this proceeding. Only with this current answer from RCN, is there an attempt to identify Williams Mullen now as “counsel of record.”

There is no indication that any Williams Mullen attorney is licensed to practice in Pennsylvania. Indeed, the Martindale Hubbell listings for the Williams Mullen attorney listed in the RCN pleadings, indicates that Michael W. Fleming is admitted only in Virginia and the District of Columbia and Brian M. McDermott only in Maryland and the District of Columbia. See attached. Thus, neither gentleman is entitled to represent RCN before the Pennsylvania Commission. 52 Pa. Code Sec. § 1.22. There has been no motion to admit any Williams Mullen attorney by motion *pro hac vice*.

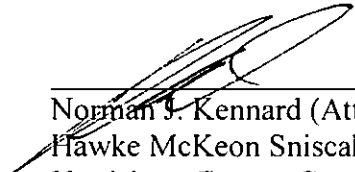
Williams Mullen is representing RCN before the Federal Communications Commission (“FCC”), but protective orders generally, and this one specifically, limit the use of Proprietary and Highly Confidential information to the “purpose of this proceeding only.” See Appendix “A” (“shall be used or disclosed only for purposes of preparation for, and conduct of the above captioned proceeding, and any administrative or judicial review thereof, and shall not be disclosed or used for any other purposes whatsoever”). The purpose of discovery in this case is not to produce information for the FCC or any other forum. It is appropriate to limit disclosure to the attorneys representing RCN in this proceeding and not extend the circle of privacy to include non-Commission proceedings, which is clearly RCN’s intent here.

Therefore, attorney access should remain as drafted in the proposed Protective Order and RCN’s proposed expansion to non-Pennsylvania law firms working on different, non-Commission matters should be rejected.

4. As to RCN's last point, there is no objection from the Joint Applicants or Citizens to copying discovery documents provided for inspection. Indeed, all discovery answers submitted in this proceeding, where documents have been made available for inspection, expressly extend the invitation of copying at the Law Offices of Hawke McKeon Sniscak & Kennard, LLP.

WHEREFORE, for all the reasons set forth above, the Joint Applicants and Citizens respectfully request that Your Honor approve the proposed Protective Order as presented, without modification.

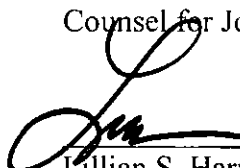
Respectfully submitted,



---

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Counsel for Joint Applicants



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Counsel for Citizens Communications Company

DATED: December 29, 2006

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**College:** University of Virginia, B.A., 1983

**Born:** 1961

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**College:** University of Florida, College of Communications, B.S., cum laude, 1995

**Member:** Maryland State Bar Association; The District of Columbia Bar.

**Born:** Huntington, Pennsylvania, 1973

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I hereby certify that I have this day served a true copy of the foregoing document upon the participants, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

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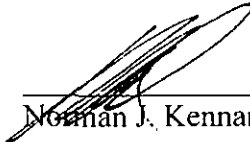
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Norman J. Kennard

Dated this 29<sup>th</sup> day of December, 2006.

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January 3, 2007

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VIA HAND DELIVERY

James J. McNulty, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street – 2<sup>nd</sup> Floor  
Harrisburg, PA 17120

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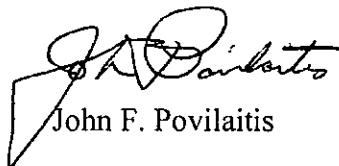
Re: Joint Application of Commonwealth Telephone Company,  
CTSI, LLC, and CTE Telecom, LLC d/b/a Commonwealth Long  
Distance Company for all approvals under the Public Utility Code  
for the acquisition by Citizens Communications Company of all of  
the stock of the joint applicants' corporate parent, Commonwealth  
Telephone Enterprises, Inc., Docket Nos. A-310800F0010,  
A-311095F0005, A-311225F0003

Dear Secretary McNulty:

Enclosed please find an original and three (3) copies of a Motion for Admission Pro Hac Vice on behalf of RCN Telecom Services, Inc. in the above-captioned proceeding. Copies have been served in accordance with the attached Certificate of Service.

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Very truly yours,

  
John F. Povilaitis

Enclosures  
JFP/ck

- c. Certificate of Service  
The Honorable Susan D. Colwell

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**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of	:	
Commonwealth Telephone Company,	:	
CTSI, LLC, and CTE Telecom, LLC	:	A-310800F0010
d/b/a Commonwealth Long Distance Company	:	A-311095F0005
for all approvals under the Public Utility Code	:	A-311225F0003
for the acquisition by Citizens Communications	:	
Company of all of the stock of the joint applicants'	:	
corporate parent, Commonwealth Telephone	:	
Enterprises, Inc.	:	

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**MOTION FOR ADMISSION  
*PRO HAC VICE***

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To The Honorable Susan D. Colwell, Administrative Law Judge:

Pursuant to section 1.22 of the Pennsylvania Public Utility Commission's Rules of Administrative Practice and Procedure, 52 Pa. Code § 1.22, and Pa. B.A.R. 301, John F. Povilaitis, a member in good standing of the Bar of the Supreme Court of Pennsylvania, hereby respectfully moves for admission *pro hac vice* of the following individual to appear in the above-captioned proceeding as an attorney on behalf of RCN Telecom Services, Inc.:

Michael W. Fleming, Esquire  
WILLIAMS MULLEN  
8270 Greensboro Drive  
McLean, VA 22102  
Phone: (703) 760-5248  
Fax: (703) 748-0244  
[mfleming@williamsmullen.com](mailto:mfleming@williamsmullen.com)

In support thereof, I state the following:

**DOCKETED**  
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FOLDER**

1. I am currently an active member of the Pennsylvania Bar (Attorney I.D. No. 28944) in practice at Ryan, Russell, Ogden & Seltzer LLP at 800 North Third Street, Suite 101, Harrisburg, PA 17102-2025.

2. Michael W. Fleming is currently an active member of the bar in the Commonwealth of Virginia (Attorney I.D. No. 37919) and the District of Columbia (Attorney I.D. No. 437969).

WHEREFORE, I move that Michael W. Fleming, Esquire be admitted to practice *pro hac vice* on behalf of RCN Telecom Services, Inc. in the above-captioned proceeding.

Respectfully Submitted,



John F. Povilaitis  
Ryan, Russell, Ogden & Seltzer LLP  
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Harrisburg, PA 17102-2025  
Phone: (717) 236-7714

Counsel for RCN Telecom Services, Inc.

Date: January 3, 2007

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of	:	
Commonwealth Telephone Company,	:	
CTSI, LLC, and CTE Telecom, LLC	:	A-310800F0010
d/b/a Commonwealth Long Distance Company	:	A-311095F0005
for all approvals under the Public Utility Code	:	A-311225F0003
for the acquisition by Citizens Communications	:	
Company of all of the stock of the joint applicants'	:	
corporate parent, Commonwealth Telephone	:	
Enterprises, Inc.	:	

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**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a copy of the foregoing documents in accordance with the requirements of 52 Pa. Code § 1.54 et seq. (relating to service by a participant).

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