

Before the
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Re: Cellco Partnership d/b/a Verizon Wireless : Docket No. A-310489F7004
For Arbitration Pursuant to Section 252 of the :
Telecommunications Act of 1996 :

DOCKETED

MAR 11 2004

PROTECTIVE ORDER

IT IS ORDERED THAT:

1. This Protective Order is hereby granted with respect to all materials and information identified at Ordering Paragraph 2 which are filed with the Commission, produced formally or informally in discovery, or otherwise presented during these proceedings. All persons now and hereafter granted access to the materials and information identified in Ordering Paragraph 2 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 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 the Office of Trial Staff, the Office of Consumer Advocate, the Office of Small Business Advocate or any other party, which are claimed to be of a proprietary or confidential nature and which are designated now or hereafter as "PROPRIETARY" (hereinafter collectively referred to as "Proprietary Information").

In addition, parties may designate extremely sensitive Proprietary Information as "HIGHLY CONFIDENTIAL" (hereinafter referred to as "Highly Confidential

**DOCUMENT
FOLDER**

SECRETARY'S BUREAU

2004 FEB 26 6:38

RECEIVED

Information”) and thus secure the additional protections set forth in this Order pertaining to such material.

3. Proprietary Information shall be made available to the Commission and its Staff for use in this and any related proceeding and for all internal Commission analyses, studies, or investigations. For purposes of filing, to the extent that Proprietary 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 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 shall be permitted only in accordance with this 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 may afford access to Proprietary Information made available by another party (the “Producing Party”) to the party’s expert(s), subject to the following restrictions:

i. Such expert(s) may not hold any of the following positions with any competitor of the Producing Party: (a) an officer, board member, stockholder, partner, owner than stock or employee who 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; or (b) an officer, board member, stockholder, partner owner other than stock of any affiliate of a competition of the Producing Party; provided, however, that any 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 violations 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 \$100,000 and/or constituting less than a 2% interest in a business does not, in itself, establish a significant potential for violation.

ii. If a party's 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 consult 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 personal working on behalf 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. Information designated as Highly Confidential shall be produced for inspection by counsel of record only. If the

inspecting lawyer desires copies of such material, or desires to disclose its contents to persons other than counsel of record, 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.

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.

5. Prior to making Proprietary Information or Highly Confidential Information available to any person as provided in ordering paragraph 4, 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 to the Producing Party a copy of this executed acknowledgment form.

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 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 with in 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.

9. 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.

10. Part of any record of this proceeding containing Proprietary Information or Highly Confidential Information, including but not limited to all exhibits,

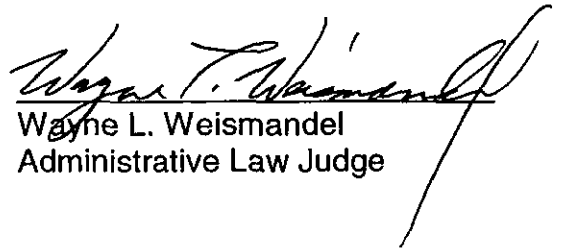
writings, testimony, cross examination, argument, and responses to discovery, and including reference thereto as mentioned in ordering paragraph 9 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information or Highly Confidential Information is released from the restrictions of this Order, either through the agreement of the parties or pursuant to an Order of an Administrative Law Judge or the Commission. Unresolved challenges arising under paragraph 11 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.

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 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 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.

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 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. This provision shall not apply to the Commission or its Staff.

2/4/04.
Dated


Wayne L. Weismandel
Administrative Law Judge

APPENDIX A

**Before the
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Re: Cellco Partnership d/b/a Verizon Wireless : Docket No. A-310489F7004
For Arbitration Pursuant to Section 252 of the :
Telecommunications Act of 1996 :

PETITION FOR PROTECTIVE ORDER

TO WHOM IT MAY CONCERN:

The undersigned is the _____ of _____
_____ (the retaining party) and is not, or has no knowledge
or basis for believing that he/she is: (1) an officer, board member, stockholder,
partner or owner other than stock of any competitor of _____
_____ (the "Producing Party") or an employee of any competitor of the
Producing Party who 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; or (2) an officer, board member, stockholder, partner, or owner
other than stock of any affiliate of a competitor of the Producing Party.

The undersigned has read and understands the proposed Protective Order
entered or to be entered in the above-referenced 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. In the case of an independent expert, the undersigned represents that
he/she has complied with the provisions of paragraph 4(a)(ii) of the Order prior to
submitting this Affidavit.

Signature

Print Name

Address

Employer

Dated: _____, 2004

A-31048117004 Petition of CELLCO Partnership
d/b/a Verizon Wireless

D MARK THOMAS ESQUIRE
THOMAS THOMAS ARMSTRONG & NIESEN
SUITE 500
212 LOCUST STREET
PO BOX 9500
HARRISBURG PA 17108-9500

CHRISTOPHER M ARFAA ESQUIRE
DRINKER BIDDLE & REATH LLP
ONE LOGAN SQUARE 205H FLOOR
18TH & CHERRY STREETS
PHILADELPHIA PA 19103

CHARLES F HOFFMAN ESQUIRE
PA PUC OFFICE OF TRIAL STAFF
PO BOX 3265
HARRISBURG PA 17105-3265

CAROL F PENNINGTON ESQUIRE
OFFICE OF SMALL BUSINESS ADVOCATE
COMMERCE BUILDING SUITE 1102
300 NORTH SECND STREET
HARRISBURG PA 17101

IRWIN POPOWSKY ESQUIRE
OFFDICE OF CONSUMER ADVOCATE
FORUMPALCE 5TH FLOOR
555 WALNUT STREET
HARRISBURG PA 17101