



**IT IS ORDERED THAT:**

1. The Motion is hereby granted with respect to all materials and information identified in Paragraphs 2 through 3 below. Although the Motion is granted in whole, parties are directed to additional language in Paragraph 7 regarding laws governing the treatment of CONFIDENTIAL SECURITY INFORMATION.

2. The information subject to this Protective Order is all correspondence, documents, data, information, studies, methodologies and other materials, furnished in these dockets, which are believed by the producing party to be of a proprietary or confidential nature, and which are so designated by being marked “CONFIDENTIAL,” “HIGHLY CONFIDENTIAL PROTECTED MATERIAL”,<sup>1</sup> or “CONFIDENTIAL SECURITY INFORMATION.” Such materials will be referred to below as “Proprietary Information.” When a statement or exhibit is identified for the record, the portions thereof that constitute Proprietary Information shall be designated as such for the record.

3. The parties may designate as “CONFIDENTIAL” those materials which customarily are treated by that party as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that party or its clients to risk of competitive disadvantage or other business injury. The parties may designate as “HIGHLY CONFIDENTIAL PROTECTED MATERIAL” those materials that are of such a commercially sensitive nature among the parties or of such a private, personal nature that the producing party is able to justify a heightened level of confidential protection with respect to those materials. The parties shall endeavor to limit their designation of information as Highly confidential PROTECTED MATERIAL. The parties agree that materials containing specific, individual customer information, including information for existing, former, or potential customers who are members of BHLA, shall be identified as HIGHLY CONFIDENTIAL PROTECTED MATERIAL and that access to these materials may be further restricted by the producing party. The parties may designate as “CONFIDENTIAL SECURITY INFORMATION” those materials, as defined in Section 2 of Act 156 of 2006, P.L. 1425, No. 156, 35 P.S. § 2141.2 et

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<sup>1</sup> The shorthand “HIGHLY CONFIDENTIAL” may be used interchangeably when designating information that is “HIGHLY CONFIDENTIAL PROTECTED MATERIAL” as discussed throughout this order.

seq. “The Public Utility Confidential Security Information Disclosure Protection Act,” the disclosure of which creates a reasonable likelihood of endangering the physical security of public utility resources, infrastructure, facility, or information storage system; and information regarding computer hardware, software and networks, including administrative and technical records, which, if disclosed, would be reasonably likely to jeopardize computer security.

4. Proprietary Information shall be made available to counsel for a party, subject to the terms of this Protective Order. Such counsel shall use or disclose the Proprietary Information only for purposes of preparing or presenting evidence, cross examination, argument, or settlement in these dockets. To the extent required for participation in these dockets, counsel for a party may afford access to Proprietary Information subject to the conditions set forth in this Protective Order.

5. Information deemed as “CONFIDENTIAL” shall be made available to a “Reviewing Representative” who is a person that has signed a Non-Disclosure Certificate attached hereto as Appendix A or Appendix B hereto, and who is:

(a) An attorney who has entered an appearance in these dockets for a party or a statutory advocate pursuant to 52 Pa. Code § 1.8, if not an attorney;

(b) Attorneys, paralegals, and other employees associated for purposes of these dockets with an attorney described in subparagraph 5(a);

(c) An expert or an employee of an expert retained by a party for the purpose of advising, preparing for, or testifying in these dockets; or

(d) Employees or other representatives of a party appearing in these dockets with significant responsibility for this docket.

Information deemed as “CONFIDENTIAL” shall be made available to the OCA, OSBA, Joint Applicants and BHLA Attorneys subject to the terms of this Protective Order. The

OCA, OSBA, Joint Applicants and BHLA Attorneys shall use or disclose the CONFIDENTIAL information only for purposes of preparing or presenting evidence, cross examination, argument, or settlement in these dockets. To the extent required for participation in these dockets, the OCA and OSBA Attorneys may afford access to CONFIDENTIAL information only to OCA and OSBA's Consumer Advocate/Small Business Advocate, Deputy Consumer Advocate, and administrative support staff without the need for the execution of a Non-Disclosure Certificate, who are full-time employees of the OCA or OSBA and bound by all the provisions of this Protective Order by virtue of the OCA and OSBA Attorneys' execution of a Non-Disclosure Certificate.

6. Information deemed as "HIGHLY CONFIDENTIAL PROTECTED MATERIAL" may be provided to a "Reviewing Representative" who has signed a Non-Disclosure Certificate attached hereto as Appendix B and who is:

(a) An attorney who has entered an appearance in these dockets for a party or a statutory advocate pursuant to 52 Pa. Code § 1.8, if not an attorney;

(b) An attorney, paralegal, or other employee associated for purposes of these dockets with an attorney described in subparagraph 6(a);

(c) An outside expert or an employee of an outside expert retained by a party for the purposes of advising, preparing for, or testifying in these dockets; or

(d) A person designated as a Reviewing Representative for purposes of HIGHLY CONFIDENTIAL PROTECTED MATERIAL.

Information deemed as "HIGHLY CONFIDENTIAL PROTECTED MATERIAL" shall be made available to the OCA, OSBA, Joint Applicants and BHLA Attorneys subject to the terms of this Protective Order. The OCA, OSBA, Joint Applicants and BHLA Attorneys shall use or disclose the HIGHLY CONFIDENTIAL PROTECTED MATERIAL only for purposes of preparing or presenting evidence, cross examination,

argument, or settlement in these dockets. To the extent required for participation in these dockets, the OCA and OSBA Attorneys may afford access to HIGHLY CONFIDENTIAL PROTECTED MATERIAL only to OCA and OSBA's Consumer Advocate/Small Business Advocate, Deputy Consumer Advocate, and administrative support staff without the need for the execution of a Non-Disclosure Certificate, who are full-time employees of the OCA or OSBA and bound by all the provisions of this Protective Order by virtue of the OCA and OSBA Attorneys' execution of a Non-Disclosure Certificate.

Provided, further, that in accordance with the provisions of Sections 5.362 and 5.365(e) of the Commission's Rules of Practice and Procedure, 52 Pa. Code §§ 5.362, 5.365(e), any party may, by subsequent objection or motion, seek further protection with respect to HIGHLY CONFIDENTIAL PROTECTED MATERIAL, including, but not limited to, total prohibition of disclosure or limitation of disclosure only to particular parties.

7. Information deemed as "CONFIDENTIAL SECURITY INFORMATION" may be provided to a "Reviewing Representative" who has signed a Non-Disclosure Certificate attached hereto as Appendix B and who is:

(a) An attorney who has entered an appearance in these dockets for a statutory advocate pursuant to 52 Pa. Code § 1.8, or a statutory advocate if not an attorney;

(b) An attorney, paralegal, or other employee associated for purposes of these dockets with an attorney described in subparagraph 7(a); or

(c) An outside expert or an employee of an outside expert retained by a statutory advocate for the purposes of advising, preparing for, or testifying in these dockets.

CONFIDENTIAL SECURITY INFORMATION will only be provided for inspection via: (a) in-person review at the offices of Eckert Seamans Cherin & Mellott, LLC, 213 Market Street, 8th Floor, Harrisburg, PA 17101; or (b) in-person review, or upon request of a statutory advocate or an attorney for a statutory advocate, at another location in the Harrisburg-

metro area of the Commonwealth, between the hours of 9 A.M. to 5 P.M., Monday through Friday. Such review may be proctored, and the Reviewing Representatives are prohibited from reproducing such information in any form without the prior authorization of Joint Applicants' counsel (including taking detailed notes, making photocopies, or taking pictures). If a statutory advocate or legal representative of BHLA's members who are existing, former or potential customers determines that it is necessary to use CONFIDENTIAL SECURITY INFORMATION as part of their presentation of evidence in these dockets, such statutory advocate shall request a copy from counsel for Joint Applicants, which permission shall not be unreasonably withheld and subject to that party confirming it understands and will abide by the terms of this Protective Order concerning use of such materials.

Provided, further, that in accordance with the provisions of Sections 5.362 and 5.365(e) of the Commission's Rules of Practice and Procedure, 52 Pa. Code §§ 5.362, 5.365(e), any party may, by subsequent objection or motion, seek further protection with respect to CONFIDENTIAL SECURITY INFORMATION, including, but not limited to, total prohibition of disclosure or limitation of disclosure only to particular parties.

In addition to the above, parties will treat CONFIDENTIAL SECURITY INFORMATION in accordance with the Public Utility Confidential Security Information Disclosure Protection Act, 35 P.S. §§ 2141.1-2141.6 and the Commissions Regulations at 52 Pa. Code §§ 102.1-102.4. Parties may not use e-mail or any other electronic mail system to transmit records containing CONFIDENTIAL SECURITY INFORMATION. 52 Pa. Code § 102.3(g).

8. For purposes of this Protective Order, a Reviewing Representative may not be a "Restricted Person."

(a) A "Restricted Person" shall mean: (i) an officer, director, stockholder, partner, or owner of any competitor of the parties or an employee of such an entity if the employee's duties involve marketing or pricing of the competitor's products or services; (ii) an officer, director, stockholder, partner, or owner of any affiliate of a competitor of the parties (including any association of competitors of the parties) or an employee of such an entity

if the employee's duties involve marketing or pricing of the competitor's products or services; (iii) an officer, director, stockholder, owner or employee of a competitor of a customer of the parties if the Proprietary Information concerns a specific, identifiable customer of the parties; and (iv) an officer, director, stockholder, owner or employee of an affiliate of a competitor of a customer of the parties if the Proprietary Information concerns a specific, identifiable customer of the parties; provided, however, that no expert shall be disqualified on account of being a stockholder, partner, or owner unless that expert's interest in the business would provide a significant motive for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Protective Order, stocks, partnership, or other ownership interests valued at more than \$10,000 or constituting more than a 1% interest in a business (excluding ownership interest where the expert has no direct knowledge of such interest, or control over investment or business decisions, such as a mutual fund) establishes a significant motive for violation.

(b) If an expert for a party, another member of the expert's firm, or the expert's firm generally also serves as an expert for, or as a consultant or advisor to, a Restricted Person, said expert must: (i) identify for the parties each Restricted Person and each expert or consultant; (ii) make reasonable attempts to segregate those personnel assisting in the expert's participation in these dockets from those personnel working on behalf of a Restricted Person; and (iii) if segregation of such personnel is impractical, the expert shall give to the producing party written assurances that the lack of segregation will in no way jeopardize the interests of the parties or their customers. The parties retain the right to challenge the adequacy of the written assurances that the parties' or their customers' interests will not be jeopardized. No other persons may have access to the Proprietary Information except as authorized by order of the Commission.

9. In the event that a party wishes to designate as a Reviewing Representative a person not described in Paragraphs 5(a) through 5(d), 6(a) through 6(c), or 7(a) through 7(c) above or a person that is a Restricted Person under Paragraph 8, the party shall seek agreement from the party providing the Proprietary Information. If an agreement is reached, that person shall be a Reviewing Representative with respect to those materials. If no

agreement is reached, the party shall submit the disputed designation to the presiding Administrative Law Judge for resolution.

10. A qualified “Reviewing Representative” for “HIGHLY CONFIDENTIAL PROTECTED MATERIAL” may review and discuss “HIGHLY CONFIDENTIAL PROTECTED MATERIAL” with their client or with the entity with which they are employed or associated, to the extent that the client or entity is not a “Restricted Person”, but may not share with or permit the client or entity to review the “HIGHLY CONFIDENTIAL PROTECTED MATERIAL.” Such discussions must be general in nature and not disclose specific “HIGHLY CONFIDENTIAL PROTECTED MATERIAL”; provided, however, that counsel for the OCA and OSBA may share proprietary information with the Consumer Advocate, Deputy Consumer Advocate, and Small Business Advocate, respectively, without obtaining a Non-Disclosure Certificate from these individuals, so long as these individuals otherwise abide by the terms of the Protective Order.

11. Information deemed Proprietary Information shall not be used except as necessary for the conduct of these dockets, nor shall it be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of these dockets and who needs to know the information in order to carry out that person’s responsibilities in these dockets. Reviewing Representatives may not use information contained in any Proprietary Information obtained through these dockets to give any party or any competitor of any party a commercial advantage.

12. Reviewing Representatives shall execute a Non-Disclosure Certificate in order to obtain access to Proprietary Information, and will be subject to the following conditions:

(a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Proprietary Information pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate, provided that if an attorney qualified as a Reviewing Representative has executed

such a certificate, the paralegals, secretarial personnel, and clerical personnel under the attorney's instruction, supervision, or control need not do so. A copy of each Non-Disclosure Certificate shall be provided to counsel for the party asserting confidentiality prior to disclosure of any Proprietary Information to that Reviewing Representative.

(b) Attorneys and outside experts qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with the Protective Order.

13. None of the parties waive their right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Proprietary Information.

14. The parties shall designate data or documents as constituting or containing Proprietary Information by marking the documents "CONFIDENTIAL," "HIGHLY CONFIDENTIAL PROTECTED MATERIAL," or "CONFIDENTIAL SECURITY INFORMATION." Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the parties, insofar as reasonably practicable within discovery and other time constraints imposed in these dockets, shall designate only the specific data or pages of documents that constitute or contain Proprietary Information. The Proprietary Information shall be served upon the parties hereto only, and the materials shall be separate from the nonproprietary materials and conspicuously marked "CONFIDENTIAL," "HIGHLY CONFIDENTIAL PROTECTED MATERIAL," or "CONFIDENTIAL SECURITY INFORMATION." For filing purposes, Proprietary Information shall be filed separately from the nonproprietary materials and conspicuously marked "CONFIDENTIAL," "HIGHLY CONFIDENTIAL PROTECTED MATERIAL," or "CONFIDENTIAL SECURITY INFORMATION."

15. The parties will consider and treat the Proprietary Information as within the exemptions from disclosure provided in Section 335(d) of the Public Utility Code, 66 Pa. C.S. § 335(d), and the Pennsylvania Right-to-Know Law, 65 P.S. §§ 67.101 et seq., until such time as the information is found to be non-proprietary. In the event that any person or entity

seeks to compel the disclosure of Proprietary Information, the non-producing party shall promptly notify the producing party in order to provide the producing party an opportunity to oppose or limit such disclosure.

16. Any public reference to Proprietary Information by a party or its Reviewing Representatives shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to understand fully the reference and not more. The Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

17. Part of any record of these dockets containing Proprietary Information, including but not limited to all exhibits, writings, testimony, cross examination, argument, and responses to discovery, and including reference thereto as mentioned in Paragraph 16 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Protective Order, either through the agreement of the parties to these dockets or pursuant to an order of the Commission.

18. The parties shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information and to question or challenge the admissibility of Proprietary Information. If a party challenges the designation of a document or information as proprietary, the party providing the information retains the burden of demonstrating that the designation is appropriate.

19. The parties shall retain the right to question or challenge the admissibility of Proprietary Information; to object to the production of Proprietary Information on any proper ground; and to refuse to produce Proprietary Information pending the adjudication of the objection.

20. Within 30 days after a Commission final order is entered in the above-captioned dockets, or in the event of appeals, within 30 days after appeals are finally decided, the parties, upon request, shall either destroy or return to the parties all copies of all documents



**APPENDIX A**  
**BEFORE THE**  
**PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of:	:	
	:	
Frontier Communications Parent, Inc.,	:	
Commonwealth Telephone Enterprises LLC,	:	
Commonwealth Telephone Company	:	A-2024-3051925
LLC d/b/a Frontier Communications	:	A-2024-3051926
Commonwealth Telephone Company,	:	A-2024-3051927
Frontier Communications of Breezewood, LLC	:	A-2024-3051929
Frontier Communications of Canton, LLC	:	A-2024-3051931
Frontier Communications of Lakewood, LLC,	:	A-2024-3051932
Frontier Communications of Oswayo River LLC,	:	A-2024-3051933
Frontier Communications of Pennsylvania, LLC,	:	A-2024-3051934
Citizens Telecommunications Company of	:	A-2024-3051935
New York, Inc.,	:	A-2024-3051936
CTSI, LLC d/b/a Frontier Communications	:	
CTSI, LLC,	:	
CTE Telecom, LLC, d/b/a Frontier	:	
Communications CTE Telecom Company,	:	
Frontier Communications of America, Inc.	:	
	:	
And	:	
	:	
Verizon Communications Inc.,	:	
France Merger Sub Inc.,	:	
	:	
For any Approvals Required Under	:	
the Public Utility Code for a Transfer	:	
of Control of Frontier Communications	:	
Parent, Inc. and its Pennsylvania subsidiaries to	:	
Verizon Communications Inc.	:	

**NON-DISCLOSURE CERTIFICATE**  
**FOR CONFIDENTIAL MATERIALS**

TO WHOM IT MAY CONCERN:

The undersigned is the \_\_\_\_\_ of \_\_\_\_\_ (the retaining party). The undersigned has read and understands the Protective Order and the required treatment of Proprietary Information.

The undersigned agrees to be bound by and comply with the terms and conditions of said Protective Order.

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
NAME (Printed)

\_\_\_\_\_  
ADDRESS

\_\_\_\_\_  
EMPLOYER

**APPENDIX B**  
**BEFORE THE**  
**PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of:	:	
	:	
Frontier Communications Parent, Inc.,	:	
Commonwealth Telephone Enterprises LLC,	:	
Commonwealth Telephone Company	:	A-2024-3051925
LLC d/b/a Frontier Communications	:	A-2024-3051926
Commonwealth Telephone Company,	:	A-2024-3051927
Frontier Communications of Breezewood, LLC	:	A-2024-3051929
Frontier Communications of Canton, LLC	:	A-2024-3051931
Frontier Communications of Lakewood, LLC,	:	A-2024-3051932
Frontier Communications of Oswayo River LLC,	:	A-2024-3051933
Frontier Communications of Pennsylvania, LLC,	:	A-2024-3051934
Citizens Telecommunications Company of	:	A-2024-3051935
New York, Inc.,	:	A-2024-3051936
CTSI, LLC d/b/a Frontier Communications	:	
CTSI, LLC,	:	
CTE Telecom, LLC, d/b/a Frontier	:	
Communications CTE Telecom Company,	:	
Frontier Communications of America, Inc.	:	
	:	
And	:	
	:	
Verizon Communications Inc.,	:	
France Merger Sub Inc.,	:	
	:	
For any Approvals Required Under	:	
the Public Utility Code for a Transfer	:	
of Control of Frontier Communications	:	
Parent, Inc. and its Pennsylvania subsidiaries to	:	
Verizon Communications Inc.	:	

**NON-DISCLOSURE CERTIFICATE FOR**  
**HIGHLY CONFIDENTIAL MATERIALS**

TO WHOM IT MAY CONCERN:

The undersigned is the \_\_\_\_\_ of \_\_\_\_\_ (the retaining party). The undersigned has read and understands the Protective Order and the required treatment of information designated as “CONFIDENTIAL,” “HIGHLY CONFIDENTIAL PROTECTED MATERIAL” or

“CONFIDENTIAL SECURITY INFORMATION” as defined in the Protective Order. The undersigned agrees to be bound by and comply with the terms and conditions of said Protective Order. The undersigned understands and agrees that, pursuant to Paragraphs 6 and 7, a party providing HIGHLY CONFIDENTIAL PROTECTED MATERIAL and CONFIDENTIAL SECURITY INFORMATION may seek further protection, including, but not limited to, total prohibition of disclosure as to particular individuals, even where Appendix B has been executed.

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
ADDRESS

\_\_\_\_\_  
NAME (Printed)

\_\_\_\_\_  
EMPLOYER

\_\_\_\_\_  
DATE

**A-2024-3051925, ET AL- JOINT APPLICATION FOR TRANSFER OF CONTROL OF FRONTIER PARENT AND ITS PA REGULATED UTILITIES TO VERIZON COMMUNICATIONS**

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