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Telephone Corporation, Green Hills Telephone Corporation, Holway Telephone Company, Kingdom Telephone Company, KLM Telephone Company, Lathrop Telephone Company, Le-Ru Telephone Company, McDonald County Telephone Company, Miller Telephone Company, New Florence Telephone Company, New London Telephone Company, Orchard Farm Telephone Company, Oregon Farmers Mutual Telephone Company, Rock Port Telephone Company, Steelville Telephone Exchange, Inc., and Stoutland Telephone Company);

Socket Internet Services Corporation;
Southwestern Bell Telephone Company;
Sprint Communications Company L.P.;
TCG St. Louis;
The Telecommunications Resellers Association; and
United Telephone Company of Missouri d/b/a Sprint.

The Commission also received two late-filed applications for participation. The first was filed on December 15 by Dan Holdinghaus. The second late-filed application was filed by RollaNet on December 31. RollaNet's application for participation indicates the company did not become aware of this case until December 23. RollaNet requests the Commission accept its Notice of Participation out-of-time, stating its participation will not impede this investigation or prejudice the other participants. RollaNet agrees to adhere to the remainder of the previously established procedural schedule. In the interest of obtaining as large a variety of participants as possible, the Commission will accept both Mr. Holdinghaus's and RollaNet's late-filed applications for participation.

The participants generally may be broken down into three groups based on their stated interests:

Group One - Telecommunications Companies/Internet Service Providers - These entities express interest in this case as it could result in changes which would materially affect their interests as telecommunications providers in Missouri;

Group Two - Business Interests - These participants rely on easy, affordable access to the Internet as an integral part of their business operations;

Group Three - Private Citizens - These participants are generally rural residents who presently subscribe to Community Optional

Service (COS) calling plans and are interested in affordable access to the Internet for rural Missourians in the absence of COS.

On December 22, Southwestern Bell Telephone Company (SWBT) moved for a protective order. SWBT stated in its motion that it is involved in discovery and the preparation of testimony, and anticipates that some confidential data may need to be included. SWBT asserts that these proceedings would be facilitated by a Commission order protecting any confidential data which may be used.

The Commission has reviewed all the applications and finds that they are in substantial compliance with Commission rules regarding participation. The Commission concludes that all the requests for participation should be granted. The participants in this case are expected to comply with the pleading and practice requirements set forth in 4 CSR 240-2.010, *et seq.* Copies of 4 CSR 240, Chapter 2, Practice and Procedure, are available from the Commission's Records Department upon request. All filings and documents in this case shall be served on every other participant simultaneous with their filing with the Commission. Further, the Commission finds that the issuance of a protective order is reasonable and will issue the Protective Order set forth in Attachment B. Finally, the Commission also gives notice that the following attorneys have complied with 4 CSR 240-2.040 (6) and will be appearing *pro hac vice*: Julie Thomas Bowles and Stephen F. Morris.

THEREFORE, IT IS ORDERED:

1. That the parties named in the Service List appended as Attachment A to this order are granted participation in this case in accordance with 4 CSR 240-2.075(5).

2. That Southwestern Bell Telephone Company's Motion for Protective Order filed on December 22, 1997, is granted.

3. That the Protective Order set forth in Attachment B to this order is adopted.

4. That Julie Thomas Bowles and Stephen F. Morris have complied with 4 CSR 240-2.040(6) and will be appearing *pro hac vice*.

5. That this order shall be effective on January 9, 1998.

BY THE COMMISSION

A handwritten signature in cursive script that reads "Dale Hardy Roberts".

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Kevin F. Hennessey, Regulatory Law
Judge, by delegation of authority
pursuant to 4 CSR 240-2.120(1)
(November 30, 1995) and
Section 386.240, RSMo 1994.

Dated at Jefferson City, Missouri,
on this 9th day of January, 1998.

SERVICE LIST

ALLTEL Missouri, Inc.:

W.R. England, III
Sondra B. Morgan
Brydon, Swearengen &
England P.C.
P.O. Box 456
Jefferson City, MO 65102

Larry Krajci
ALLTEL Missouri, Inc.
1 Allied Drive
P.O. Box 2177
Little Rock, Arkansas 72203

AT&T Communications of the Southwest:

Paul S. DeFord
Lathrop & Gage
2345 Grand Blvd.
Suite 2500
Kansas City, MO 64108-2684

Larry R. Lovett
AT&T Communications of the
Southwest, Inc.
101 W. McCarty St., Suite 216
Jefferson City, MO 65101

Kevin K. Zarling
AT&T Communications of the
Southwest, Inc.
919 Congress, 15th Floor
Austin, Texas 78701

Bank of Iberia:

Robert L. Minnick
President
Bank of Iberia
P.O. Box 205
Iberia, Missouri 65486

Bourbeuse Telephone Company:

W.R. England, III
Sondra B. Morgan
Brydon, Swearengen &
England P.C.
P.O. Box 456
Jefferson City, MO 65102

Brooks Fiber Communications of Missouri, Inc.:

Colleen M. Dale
Regulatory Manager-Central
Region
Brooks Fiber Communications
of Missouri, Inc.
425 Woods Mill Road South
Town & Country, MO 63017

City of Springfield, Missouri, Board of Public Utilities:

William A.R. Dalton
General Counsel
City Utilities of
Springfield, Missouri
P.O. Box 551
Springfield, MO 65801-0551

Todd Murren
Director, Telecommunications
City Utilities of Springfield,
Missouri
P.O. Box 551
Springfield, MO 65801-0551

COMPTel-MO (CGI; Consolidated Communications Telecom Services, Inc.;
Dial U.S.; LDD, Inc.; WorldCom, Inc.; and Valu-Line of St. Joseph, Inc.):

Mark W. Comley
Newman, Comley & Ruth P.C.
205 East Capitol Avenue
P.O. Box 537
Jefferson City, MO 65102-0537

Michael J. Ensrud
Competitive Telephone Association
of Missouri
6950 West 56th Street
Mission, Kansas 66202

Digital Internet Access Link, Inc. d/b/a DialNet Internet Services:

Tim Hite, President
Digital Internet Access
Link, Inc.
300 South Jefferson
Suite 514
Springfield, Missouri 65806

Fidelity Telephone Company:

W.R. England, III
Sondra B. Morgan
Brydon, Swearengen &
England P.C.
Jefferson City, MO 65102

Kent Bliss
Fidelity Telephone Company
64 North Clark
Sullivan, Missouri 63080

Tim Fredrickson:

12340 County Road 270
Carl Junction, MO 64834-9717

Jill L. Gantz:

805 South Walnut
LaMonte, Missouri 65337

Gascosage Electric Cooperative d/b/a Gascosage Technologies:

John Greenlee
Gascosage Technologies
P.O. Drawer G
Dixon, Missouri 65459

GTE Midwest Incorporated:

James C. Stroo
GTE Midwest Incorporated
1000 GTE Drive
Wentzville, Missouri 63385

Dan Holdinghaus:

1213 Ransom Road
Leasburg, Missouri 65535

MCI Telecommunications Corporation:

Carl J. Lumley
Leland B. Curtis
Curtis, Oetting, Heinz,
Garrett & Soule, P.C.
130 South Bemiston
Suite 200
St. Louis, MO 63105

Stephen F. Morris
MCI Telecommunications
Corporation
701 Brazos, Suite 600
Austin, Texas 78701

The Mid-Missouri Group of Local Exchange Telephone Companies
(Alma Telephone Company, Chariton Valley Telephone Corporation, Choctaw Telephone Company, Mid-Missouri Telephone Company, Mo-Kan Dial, Inc., Modern Telecommunications Company, Northeast Missouri Rural Telephone Company and Peace Valley Telephone Company):

Craig S. Johnson
Andereck, Evans, Milne,
Peace & Baumhoer
305 East McCarty Street
P.O. Box 1438
Jefferson City, MO 65102-1438

RollaNet:

Roger A. Carnahan
Carnahan, Carnahan and Hickle
P.O. Box 698
Rolla, Missouri 65402

Sho-Me Technologies, L.L.C.:

John Richards
Sho-Me Technologies, L.L.C.
P.O. Box D
Marshfield, Missouri 65706

The Small Telephone Company Group (Cass County Telephone Company, Citizens Telephone Company of Higginsville, Missouri, Inc., Craw-Kan Telephone Cooperative, Inc., Ellington Telephone Company, Grand River Mutual Telephone Corporation, Green Hills Telephone Corporation, Holway Telephone Company, Kingdom Telephone Company, KLM Telephone Company, Lathrop Telephone Company, Le-Ru Telephone Company, McDonald County Telephone Company, Miller Telephone Company, New Florence Telephone Company, New London Telephone Company, Orchard Farm Telephone Company, Oregon Farmers Mutual Telephone Company, Rock Port Telephone Company, Steelville Telephone Exchange, Inc., and Stoutland Telephone Company):

W.R. England, III
Sondra B. Morgan
Brydon, Swearengen &
England P.C.
P.O. Box 456
Jefferson City, MO 65102

Socket Internet Services Corporation:

George A. Pfenenger, President
Socket Internet Services
Corporation
607 Jackson Street
Columbia, Missouri 65203

Southwestern Bell Telephone Company:

Paul G. Lane
Leo J. Bub
Anthony K. Conroy
Diana J. Harter
Attorneys for Southwestern
Bell Telephone Company
100 N. Tucker Blvd., Room 630
St. Louis, MO 63101-1976

Sprint Communications Company L.P.:

Julie Thomas Bowles
Sprint Communications
Company, L.P.
8140 Ward Parkway, 5E
Kansas City, Missouri 64114

TCG St. Louis:

Dallas M. Forrest
Goller, Gardner and Feather
Professional Corporation
131 East High Street
Jefferson City, MO 65101

Doug Trabaris
Madelon Kuchera
Elizabeth Howland
Teleport Communications Group
233 South Wacker Drive
Suite 2100
Chicago, Illinois 60606

Telecommunications Resellers Association:

Andrew O. Isar
Director - Industry Relations
Telecommunications Resellers
Association
4312 92nd Avenue Northwest
Gig Harbor, Washington 98335

United Telephone Company of Missouri d/b/a Sprint:

Mark Harper
Linda K. Gardner
United Telephone Company
of Missouri
5454 West 110th Street
Overland Park, Kansas 66211

Doug Galloway
United Telephone Company
of Missouri
319 Madison Street
Jefferson City, MO 65101

PROTECTIVE ORDER

- A. The following definitions shall apply to information which a party claims should not be made public.

HIGHLY CONFIDENTIAL: Information concerning (1) material or documents that contain information relating directly to specific customers; (2) employee-sensitive information; (3) marketing analyses or other market-specific information relating to services offered in competition with others; (4) reports, work papers or other documentation related to work produced by internal or external auditors or consultants; (5) strategies employed, to be employed, or under consideration in contract negotiations.

PROPRIETARY: Information concerning trade secrets, as well as confidential or private technical, financial and business information.

- B. During the course of discovery a party may designate information as HIGHLY CONFIDENTIAL or PROPRIETARY (hereinafter, "designated information") and shall make such designated information available to the party seeking discovery, if such information is not objectionable on any other ground, under the restrictions set out in paragraphs C and D. The party designating the information as HIGHLY CONFIDENTIAL or PROPRIETARY shall provide to counsel for the requesting party, at the time the designation is made, the ground or grounds for the designation. The requesting party may then file a motion challenging the designation. The party designating the information confidential shall have five (5) days after the filing of the challenge to file a response. No other filings are authorized.

- C. Materials or information designated as HIGHLY CONFIDENTIAL may at the option of the furnishing party, be made available only on the furnishing party's premises and may be reviewed only by attorneys or outside experts who have been retained for the purpose of this case, unless good cause can be shown for disclosure of the information off-premises and the designated information is delivered to the custody of the requesting party's attorney. Outside expert witnesses shall not be employees, officers or directors of any of the parties in this proceeding. No copies of such material or information shall be made and only limited notes may be taken, and such notes shall be treated as the HIGHLY CONFIDENTIAL information from which notes were taken.
- D. Disclosure of PROPRIETARY information shall be made only to attorneys, and to such employees who are working as consultants to such attorney or intend to file testimony in these proceedings, or to persons designated by a party as outside experts. Employees to whom such disclosure is to be made must be identified to the other party by name, title and job classification prior to disclosure. Information designated as PROPRIETARY shall be served on the attorney(s) for the requesting party. On-premises inspection shall not be required for PROPRIETARY information, except in the case of voluminous documents (see paragraph K). Any employees of the party who wish to review such PROPRIETARY materials shall first read this order and certify in writing that (s)he has reviewed same and consented to its terms. The acknowledgment so executed shall contain the signatory's full name, permanent address, title or position, date signed, and an affirmation that the signer is acting on behalf of his/her employer. Such

acknowledgment shall be delivered to counsel for the party furnishing the information or documents before disclosure is made.

- E. Attorneys, in-house experts or outside experts who have been provided access to material or information designated HIGHLY CONFIDENTIAL or PROPRIETARY shall be subject to the nondisclosure requirements set forth in paragraphs C or D, whichever is applicable, and S.
- F. If material or information to be disclosed in response to a data request contains material or information concerning another party which the other party has indicated is confidential, the furnishing party shall notify the other party of the intent to disclose the information. The other party may then choose to designate the material or information as HIGHLY CONFIDENTIAL or PROPRIETARY under the provisions of this Protective Order.
- G. Any party may use material or information designated as HIGHLY CONFIDENTIAL or PROPRIETARY in prefiled or oral testimony at hearing provided that the same level of confidentiality assigned by the furnishing party is maintained, unless otherwise classified by the Commission. In filing testimony all parties shall designate as HIGHLY CONFIDENTIAL or PROPRIETARY only those portions of their testimony which contain information so designated by the furnishing party. If any party plans to use information and testimony which has been obtained outside this proceeding, it must ascertain from the furnishing party if any of such information is claimed to be HIGHLY CONFIDENTIAL or PROPRIETARY prior to filing.
- H. A party may designate prefiled or live testimony, or portions thereof, submitted in this case as HIGHLY CONFIDENTIAL or PROPRIETARY (hereinafter, "designated testimony"). Prefiled testimony designated as

HIGHLY CONFIDENTIAL or PROPRIETARY shall be filed under seal and served upon all attorneys of record. Only those portions of the prefiled testimony designated as HIGHLY CONFIDENTIAL or PROPRIETARY should be filed under seal, and should be marked in a manner which clearly indicates which materials are considered HIGHLY CONFIDENTIAL and which are considered PROPRIETARY.

- I. Within five (5) days of the filing of designated testimony, the party asserting the claim shall file with the Commission the specific ground or grounds for each claim. Such filing shall show the nature of the information sought to be protected and specifically state the alleged harm of disclosure. Such filing shall be filed under seal only if it contains either PROPRIETARY or HIGHLY CONFIDENTIAL information and shall be served upon all attorneys of record.
- J. Attorneys upon whom prefiled testimony designated HIGHLY CONFIDENTIAL or PROPRIETARY has been served shall make such testimony available only to those persons authorized to review such testimony under the restrictions in Paragraphs C or D, whichever is applicable.
- K. If a response to a discovery request requires the duplication of voluminous material or material not easily copied because of its binding or size, the furnishing party may require the voluminous material be reviewed on its own premises. Voluminous material shall mean a single document, book or paper which consists of more than 150 pages.
- L. Attorneys of record in this case shall require that the in-house or outside expert read this Protective Order and certify in a written nondisclosure agreement that the person has reviewed the Protective Order and consented to be bound by its terms. The nondisclosure

agreement shall contain the signatory's full name, permanent address, employer and the name of the party with whom the signatory is associated. Such agreement shall be filed with the Commission. Attached hereto as Appendix "A" and incorporated by reference herein is a form for use in complying with the terms of this paragraph.

- M. In the event a witness discloses the contents of designated prefiled testimony in his or her own prefiled testimony, such testimony shall also be designated in the same manner as the designated prefiled testimony and handled in accordance with this order.
- N. Unless good cause is shown, challenges to the confidential nature of prefiled designated testimony shall be filed with the Commission no later than ten (10) days after the grounds supporting the designations are filed or at the hearing, whichever occurs first. The party making the designation shall have five (5) days to respond to the challenge or may respond at the hearing, whichever occurs first.
- O. The Commission or Regulatory Law Judge may rule on the challenge to the designations prior to the hearing, or at the hearings.
- P. In the event no party challenges prefiled designated testimony, or in the event the Commission or its Regulatory Law Judge rules that testimony was properly designated, then such testimony shall be received into evidence, subject to any other objections being made and ruled upon, and kept under seal.
- Q. In addition, all live testimony, including cross-examination and oral argument which reveals the content of prefiled designated testimony or which is otherwise held to be confidential, including any argument as to whether certain testimony is properly designated, shall be made only after the hearing room is cleared of all persons besides the

Commission, its Regulatory Law Judges, court reporters, attorneys of record and witnesses to whom the designated information is available pursuant to the terms of this Protective Order. The transcript of such live testimony or oral argument shall be kept under seal and copies shall only be provided to the Commission, its Regulatory Law Judge, and attorneys of record. Such attorneys shall not disclose the contents of such transcripts to anyone other than those who may have access to the designated information under the terms of this Protective Order. Persons who have access to the designated information under the terms of this Protective Order shall treat the contents of such transcript as any other designated information under the terms of this Protective Order.

- R. References to designated testimony, whether prefiled or live and transcribed, in any pleadings before the Commission, shall be by citation only and not by quotation. Subject to the jurisdiction of any reviewing court, references to designated testimony in pleadings or oral arguments made to such reviewing court shall also be by citation only.
- S. All persons who are afforded access to information under the terms of this Protective Order shall neither use nor disclose such information for purposes of business or competition or any other purpose other than the purpose of preparation for and conduct of this proceeding and then solely as contemplated herein, and shall keep the information secure and in accordance with the purposes and intent of this order.
- T. Subject to the jurisdiction of any reviewing court, designated testimony constituting part of the record before the Commission shall

be delivered to any reviewing court under seal upon service of the appropriate writ of review.

- U. The Commission may modify this order on motion of a party or on its own motion upon reasonable notice to the parties and opportunity for hearing.
- V. Within ninety (90) days after the completion of this proceeding, including judicial review thereof, all designated information, testimony, exhibits, transcripts or briefs in the possession of any party other than Staff or the Public Counsel shall be returned to the party claiming a confidential interest in such information and any notes pertaining to such information shall be destroyed.
- W. The provisions of paragraph C, D, J and L of this Protective Order do not apply to Staff or Public Counsel. Staff and Public Counsel are subject to the nondisclosure provisions of Section 386.480, R.S.Mo. 1986. Staff and Public Counsel shall provide a list of the names of their employees who will have access to the designated information.
- X. Outside experts of Staff or Public Counsel who have been contracted to be witnesses in this proceeding shall have access to designated information and testimony on the same basis as Staff and Public Counsel except the outside expert shall read this order and sign the nondisclosure agreement attached as Appendix "A" hereto.
- Y. Outside experts of Staff and Public Counsel who have not been contracted to be witnesses in this proceeding are subject to the provisions of this Protective Order.
- Z. Prefiled testimony and exhibits, whether filed or offered at the hearing, shall be prepared in the manner described in Appendix "B".

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

Nondisclosure Agreement

I, _____,
have been presented a copy of this Protective Order issued in Case
No. _____ on the _____ day of _____, 19____.

I have requested review of the confidential information produced
in Case No. _____ on behalf of _____

I hereby certify that I have read the above-mentioned Protective
Order and agree to abide by its terms and conditions.

Dated this _____ day of _____, 19____.

Signature and Title

Employer

Party

Address

Telephone

1. If prefiled testimony contains parts which are classified as Proprietary or Highly Confidential, it shall be filed with the Commission's Executive Secretary's Office as follows:
 - A. An original plus eight (8) copies of prefiled testimony with the Proprietary or Highly Confidential portions obliterated or removed shall be filed.
 - B. One (1) copy of those pages which contain information which has been designated as Proprietary, with any Highly Confidential portions obliterated or removed, shall be filed in a separate envelope. The portions which are Proprietary shall be indicated as described in D, below.
 - C. One (1) copy of those pages which have been designated as Highly Confidential shall be filed in a separate envelope. The portions which are Highly Confidential shall be indicated as described in D, below.
 - D. Six (6) copies of the complete prefiled testimony to be filed under seal for the Regulatory Law Judge and Commissioners. The Proprietary pages shall be stamped "P" and the Proprietary information indicated by two asterisks before and after the information, ****Proprietary****. The Highly Confidential pages shall be stamped "HC" with the Highly Confidential information indicated by two asterisks and underlining before and after the Highly Confidential information, ****Highly Confidential****.

Any deviations from this format must be approved by the Regulatory Law Judge.

2. Three (3) copies of exhibits, whether testimony or other, shall be filed at the hearing with the information separated as described in 1.A, 1.B and 1.C above with each copy of the Proprietary and Highly Confidential portions placed into separate envelopes to be marked as Exhibit __, Exhibit __P and Exhibit __HC.