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August 28, 1995

HAND DELIVERED

IN REPLY REFER TO:

Tallahassee

Ms. Blanca S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Comprehensive Review of the Revenue Requirements and Rate
Stabilization Plan of Southern Bell Telephone & Telegraph
Company; FPSC Docket No. 920260-TL

Dear Ms. Bayo:

Enclosed for filing in the above docket is the original and
fifteen (15) copies of BellSouth Corporation's Second Motion for
Temporary Protective Order.

Also enclosed is the above document on a 3.5" diskette
generated on an IBM DOS computer in WordPerfect 5.1 format.

Please acknowledge receipt and filing of the above by stamping
the duplicate copy of this letter and returning same to this
writer.

Thank you for your assistance in connection with this matter.

Sincerely,

J. Jeffrey Wahlen

[Handwritten signature of J. Jeffrey Wahlen]

- ACK [checked]
AFA 3
APP
CAF
CNU [circled]
CFR
EAG
LED 1
LH 5
LPC
RSH
SEC 1
WAS
OTH

cc: All Parties of Record (w/enc.)

[Handwritten signature and stamp]

DOCUMENT NUMBER-DATE

08350 AUG 28 95

FPSC-RECORDS/REPORTING

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

Comprehensive Review of the Revenue) Docket No. 920260-TL
Requirements and Rate Stabilization) Filed: August 28, 1995
Plan of Southern Bell Telephone)
& Telegraph Company)
_____)

SECOND MOTION FOR TEMPORARY PROTECTIVE ORDER

BellSouth Corporation ("BSC" or the "Company"), a non-party to this docket, pursuant to Section 364.183(1) and (2), Florida Statutes, and Rule 25-22.006(5)(c), Florida Administrative Code, moves this Commission for a Temporary Protective Order in this Docket, and as grounds therefor states:

1. As part of the post-settlement activity in this docket, the Office of Public Counsel ("Public Counsel") has served its Tenth Set of Interrogatories ("OPC's 10th Set") on BSC's subsidiary, BellSouth Telecommunications, Inc. ("BST") and its Eleventh Set of Interrogatories ("OPC's 11th Set") on BST and BSC. Some of these interrogatories seek the production of documents as well as the answer to questions. In certain cases, BST does not have custody and control of the documents requested or information sufficient to answer the interrogatories. However, as a matter of comity, and in an effort to cooperate with Public Counsel, BSC will respond to those portions of OPC's 10th and 11th Sets that BST cannot provide or answer and has advised Public Counsel that certain of the answers contain what BSC believes is "proprietary confidential business information" within the meaning of Section 364.183, Florida Statutes.

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FPSC-RECORDS/REPORTING

2. The materials and information which may be responsive to Public Counsel's 10th and 11th Sets are voluminous. Interspersed among the materials and documents is information which the Company claims is "proprietary confidential business information" within the meaning of Section 364.183, Florida Statutes, and is of a type this Commission has found in past dockets to be confidential. Likewise, there is other information for which confidentiality is needed in this Docket. This includes materials and documents in the following categories:

A. Financial information and data of non-regulated business and non-regulated segments of regulated businesses including, but not limited to, invoices, vouchers, expenditure reports and details, ledgers, transaction and other journals, trial balances, budgets, forecasts, financial statements and financial reports and analyses.

B. Information regarding donations, corporate sponsorships and promotional activities of BSC.

C. Information regarding legal, lobbying, consulting and other professional fees and expenditures.

D. Procurement information, including, but not limited to, the prices, terms and conditions associated with goods and services purchased by BSC, the disclosure of which may make it difficult for BSC to procure goods and services in the future on favorable terms.

E. Audit reports, audit workpapers and supporting documents for both internal and outside auditors.

F. Tax returns and supporting documentation.

3. For the purposes of this motion, BSC, a non-party to this docket, believes that it is an "other person" within the meaning of Section 364.183(1) and (2), Florida Statutes, and files this motion and responds to the 10th and 11th Set on that basis. BSC further believes that the documents and information in the categories described above are within the scope of Section 364.183, Florida Statutes, and must be afforded protection as "proprietary confidential business information" as provided in that section.

4. Public Counsel has indicated its desire to have certain of the materials and information it has designated made available so that it may more closely review certain materials and information provided over a longer period of time and to be provided with copies of certain documents for review to its consultants.

5. One objective of this review would be to reduce the volume of materials and information actually taken by Public Counsel and, ultimately, the volume of proprietary confidential materials and information that will be needed as evidence or supporting documentation in this Docket. This review, in the Company's opinion, has the potential to significantly reduce the volume of material and information for which final proprietary confidential treatment must eventually be requested.

6. By this Motion, BSC requests that the materials and information identified as confidential and made available for inspection by Public Counsel in response to Public Counsel's 10th and 11th Sets be granted the protection of an Interim Protective

Order as provided for by Rule 25-22.006(5)(c), Florida Administrative Code. An Interim Protective Order will temporarily exempt the confidential documents from the disclosure requirements of the Public Records Act and protect the materials and information from public disclosure until Public Counsel, his employees, agents, consultants, expert witnesses and others acting on his behalf complete Public Counsel's review of the materials and information.

7. Production Procedures. For purposes of this motion and the resulting Temporary Protective Order, the following production procedures shall apply:

a. Before producing documents to Public Counsel, BSC will segregate documents with a colorable claim of confidentiality from those which do not have a colorable claim of confidentiality.

b. Documents with a colorable claim of confidentiality shall be made available to Public Counsel at the offices of BSC in Atlanta, Georgia, or at some other mutually agreeable location, at a time which is mutually convenient to Public Counsel and BSC.

8. Review Procedures. For purposes of this motion and the resulting Temporary Protective Order, the following review procedures shall apply: Public Counsel's attorneys, employees, agents, consultants, expert witnesses and other persons acting on behalf of Public Counsel may review all documents or answers stamped confidential. Such persons shall not disclose the contents of any document stamped confidential to anyone other than Public Counsel's attorneys, employees, agents, expert witnesses and other persons acting on behalf of Public Counsel without the prior

written consent of BSC. In addition, such persons may designate for copying and possession: (1) the BST portions of documents containing BST affecting information (with the non-BST information redacted) and (2) all of documents containing only BST information. Such copies of documents will be delivered to counsel for Public Counsel in boxes or envelopes clearly marked "confidential." While documents stamped "Confidential" are in the possession of Public Counsel, his attorneys, employees, agents, expert witnesses, consultants, and other persons acting on his behalf, such persons shall individually and collectively implement procedures that are adequate to ensure that documents stamped confidential shall not be disclosed to the public. Before anyone other than an employee of Public Counsel reviews confidential documents or information, counsel for BSC shall be so advised in writing and such non-employee person shall sign (1) a written acknowledgment that he or she has read this motion and agrees to abide by the procedures outlined herein and (2) a standard non-disclosure agreement substantially in the form contained in Exhibit "B." The acknowledgement shall be in the form attached to this motion as Exhibit "A."

9. Post-review Procedures. Once Public Counsel's review is completed, Public Counsel will notify the Company of the materials and information he intends to use in this Docket, and the Company, in accordance with Rule 25-22.006(5)(a), will, within a reasonable time, request proprietary confidential treatment of those portions of the materials and information which are, in its opinion,

entitled to such treatment. Public Counsel's notice of intent to use confidential documents in this docket shall be given to BSC within a reasonable time before the date Public Counsel intends to use the confidential information. The remainder of any materials and information which Public Counsel has taken possession of pursuant to the Interim Protective Order will be returned to the Company by Public Counsel pursuant to Rule 25.22.006(5)(c).

10. BSC anticipates that the procedures outlined in this motion will greatly reduce the volume of materials for which proprietary confidential treatment must ultimately be sought. The alternative to this approach entails lengthy, but ultimately needless, review by the parties and by the Commission of materials which Public Counsel does not find necessary for its purposes in this Docket.


11. Nothing in this Motion is intended to, nor shall it create a precedent as to the jurisdiction of the FPSC over BSC or the confidentiality of any of the material sought to be protected, nor is it intended to preclude any party from challenging BSC's claim of proprietary confidential treatment for any material or information when the Company files its final Request for Confidential Classification. This motion is being filed as a matter of comity and in an effort to cooperate with Public Counsel and by so doing BSC does not admit or submit or intend to waive any rights it might have to object to the jurisdiction of the FPSC, the Office of Public Counsel or the State of Florida.

12. The undersigned has consulted with counsel for the Office of Public Counsel and is authorized to represent that the Office of Public Counsel does not object to the entry of the temporary protective order requested by this motion and agrees that neither the filing of this motion, the Commission's action on this motion, nor the production of documents and information produced as a matter of comity by BSC shall in any way affect the Commission's jurisdiction over BSC, and further agrees that there is no need for the Commission to reach any jurisdictional questions involving BSC when considering and granting this motion.

WHEREFORE, BellSouth Corporation moves for a Temporary Protective Order covering materials produced by BSC in response to Citizens' Tenth and Eleventh Set of Interrogatories in this docket.

DATED this 28th day of August, 1995.

Respectfully Submitted,



LEE A. WILLIS and
J. JEFFRY WAHLEN
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(904) 224-9115
ATTORNEYS FOR BELLSOUTH
CORPORATION

Exhibit "A"

NON-DISCLOSURE AGREEMENT

The undersigned hereby certifies that prior to the disclosure to him or her of certain information and documents belonging to or in the possession of, or made available through the offices of BellSouth Corporation ("BSC"), which are considered by BSC, or the owner of such information or documents, to be of a trade secret, privileged or confidential nature, they have read BSC's Second Motion for Temporary Protective Order, dated August 28, 1995, and agree to be bound by and follow its terms pending action on that motion by the Florida Public Service Commission, and thereafter once the requested Temporary Protective Order has been issued.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 28th day of August, 1995, copies of the foregoing have been furnished by hand delivery to the following:

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