

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of
Telcordia Technologies, Inc. Petition to Reform Amendment 57 and to Order a Competitive Bidding Process for Number Portability Administration
Petition of Telcordia Technologies, Inc. to Reform or Strike Amendment 70, to Institute Competitive Bidding for Number Portability Administration and to End the NAPM LLC's Interim Role in Number Portability Administration Contract
Telephone Number Portability
WC Docket No. 07-149
WC Docket No. 09-109
CC Docket No. 95-116

SECOND PROTECTIVE ORDER

Adopted: March 31, 2016

Released: March 31, 2016

By the Chief, Wireline Competition Bureau:

1. On March 26, 2015 the Commission adopted an Order approving the recommendation of the North American Numbering Council (NANC) that Telcordia Technologies, Inc., d/b/a iconectiv (Telcordia) serve as the next local number portability administrator (LNPA).1 The Order directed the North American Portability Management, LLC (NAPM), with Commission oversight, to negotiate the terms of a Master Services Agreement or MSA (as defined herein) with Telcordia. The Order further provided for the MSA, a Voting Trust, and a Code of Conduct relating to neutrality to be submitted to the Commission for review and approval.2 It is anticipated that the NAPM and Telcordia will be submitting the MSA and Code of Conduct to the Commission in the near future.

2. In our Revised Protective Order in this proceeding,3 the Wireline Competition Bureau adopted procedures to (i) limit access to proprietary or confidential information that may be filed in this proceeding, and (ii) more strictly limit access to certain particularly competitively sensitive information, which, if released to competitors or those with whom the Submitting Party does business, would allow

1 In the Matter of Telcordia Technologies, Inc. Petition to Reform Amendment 57 and to Order a Competitive Bidding Process for Number Portability Administration; Petition of Telcordia Technologies, Inc. to Reform or Strike Amendment 70, to Institute Competitive Bidding for Number Portability Administration, and to End the NAPM LLC's Interim Role in Number Portability Administration Contract Management; Telephone Number Portability, WC Docket Nos. 07-149, 09-109, CC Docket 95-116, Order, 30 FCC Rcd 3082 (LNPA Selection Order).

2 See LNPA Selection Order at para. 193.

3 In the Matter of Petition of Telcordia Technologies, Inc. to Reform or Strike Amendment 70, to Institute Competitive Bidding for Number Portability Administration and to End the NAPM LLC's Interim Role in Number Portability Administration Contract; Telephone Number Portability, WC Docket Nos. 07-149, 09-109, CC Docket 95-116, Order. 29 FCC Rcd 7592 (Revised Protective Order).

those persons to gain a significant competitive advantage or an advantage in negotiations. In this Second Protective Order, we adopt similar procedures to those adopted in the *Revised Protective Order* but, due to the particularly sensitive nature of some of the information, information that we consider is of greater sensitivity than information normally accorded our Highly Confidential designation, we adopt additional safeguards for such information. The particularly sensitive information relates to the national security and law enforcement aspects of the MSA and, in particular, to certain exhibits to the MSA that deal with such matters. Notwithstanding these additional safeguards, we are nevertheless mindful of the right of the public to participate in this proceeding in a meaningful way. Consistent with past practice, therefore, we will make the MSA including the exhibits that address national security and law enforcement matters available to participants in this proceeding pursuant to a protective order; in the case of Highly Confidential Information, we will limit such access to their Outside Counsel of Record and Outside Consultants who are retained to assist them in this proceeding, and employees of such Outside Counsel and Outside Consultants; and in the case of the exhibits that address national security and law enforcement matters we will add additional limitations, described later in this Second Protective Order, as to who may view such information and under what circumstances. We conclude that the procedures we adopt in this Second Protective Order give appropriate access to the public while protecting competitively sensitive information from improper disclosure, and that the procedures thereby serve the public interest.

3. *Definitions.* As used herein, capitalized terms not otherwise defined in this Second Protective Order shall have the following meanings:

“Acknowledgment” means the Acknowledgment of Confidentiality attached as Appendix B hereto.

“Competitive Decision-Making” means a person’s activities, association, or relationship with any of his or her clients involving advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of the client in competition with or in a business relationship with the Submitting Party.

“Confidential Information” means information that is not otherwise available from publicly available sources and that is subject to protection under the Freedom of Information Act (“FOIA”), 5U.S.C. § 552, and the Commission’s implementing rules.

“Counsel” means In-House Counsel and Outside Counsel of Record.

“Document” means any written, recorded, electronically stored, or graphic material, whether produced or created by the Submitting Party or another person.

“Highly Confidential Information” means information that is not otherwise available from publicly available sources; that the Submitting Party has kept strictly confidential; that is subject to protection under FOIA and the Commission’s implementing rules; that the Submitting Party claims constitutes some of its most sensitive business data which, if released to competitors or those with whom the Submitting Party does business, would allow those persons to gain a significant advantage in the marketplace or in negotiations; and that is described in Appendix A to this Second Protective Order, as the same may be amended from time to time.

“In-House Counsel” means an attorney employed by a Participant or employed by an affiliated entity and who is actively engaged in the conduct of this proceeding, provided that such attorney is not involved in Competitive Decision-Making. (In this regard, an In-House Counsel’s employer is considered his or her client.)

“MSA” means that certain Master Services Agreement for Number Portability Administration Center/Service Management System between Telcordia Technologies, Inc., and North American Portability Management LLC, consisting of seven substantially similar contracts, each dealing with a separate region of the country, including all exhibits attached thereto.

“Outside Counsel of Record” or “Outside Counsel” means the attorney(s), firm(s) of attorneys, or sole practitioner(s), as the case may be, retained by a Participant, provided that such attorneys are not involved in Competitive Decision-Making. The term “Outside Counsel of Record” includes any attorney employed by a non-commercial Participant, provided that such attorney is not involved in Competitive Decision-Making.

“Outside Consultant” means a consultant or expert retained for the purpose of assisting Outside Counsel or a Participant, provided that such consultant or expert is not involved in Competitive Decision-Making. The term “Outside Consultant” includes any consultant or expert employed by a non-commercial Participant, provided that such consultant or expert is not involved in Competitive Decision-Making.

“Outside Firm” means a firm, whether organized as a partnership, limited partnership, limited liability partnership, limited liability company, corporation or otherwise, of Outside Counsel or Outside Consultants.

“Participant” means a person or entity that has filed, or has a good faith intention to file, an application, petition to deny or material comments in this proceeding.

“Redacted Confidential Document” means a copy of a Stamped Confidential Document where the Confidential Information has been redacted.

“Redacted Highly Confidential Document” means a copy of a Stamped Highly Confidential Document where the Highly Confidential Information has been redacted.

“Reviewing Party” means a person who has obtained access to Confidential Information (including Stamped Confidential Documents) or Highly Confidential Information (including Stamped Highly Confidential Documents) pursuant to paragraphs 9 or 10 of this Second Protective Order.

“Security Documents” means Section 5.3 of the MSA and Exhibits R1-R5 to the MSA.

“Stamped Confidential Document” means any document, or any part thereof, that contains Confidential Information and that bears the legend (or which otherwise shall have had the legend recorded upon it in a way that brings its attention to a reasonable examiner) “CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WC DOCKET NOS. 07-149, 09-109 & CC DOCKET NO. 95-116 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION”, unless the Commission determines, *sua sponte* or by request pursuant to paragraph 5 of this Second Protective Order or sections 0.459 or 0.461 of its rules,⁴ that any such document is not entitled to confidential treatment. By designating a document a “Stamped Confidential Document,” a Submitting Party signifies and represents that it contains Confidential Information.

“Stamped Highly Confidential Document” means any document, or any part thereof, that contains Highly Confidential Information and that bears the legend (or which otherwise shall have had the legend recorded upon it in a way that brings its attention to a reasonable examiner) “HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WC DOCKET NOS. 07-149, 09-109 & CC DOCKET NO. 95-116 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION”, unless the Commission determines, *sua sponte* or by request pursuant to paragraph 5 of this Second Protective Order or sections 0.459 or 0.461 of its rules, that any such document is not entitled to highly confidential treatment. By designating a document a “Stamped Highly Confidential Document,” a Submitting Party signifies and represents that it contains Highly Confidential Information.

“Submitting Party” means a person or entity who submits a Stamped Confidential Document or a Stamped Highly Confidential Document.

⁴ 47 C.F.R. §§ 0.459, 0.461.

4. *Designation of Information as Highly Confidential.* A Submitting Party may designate as Highly Confidential only the information described in Appendix A. If a Submitting Party believes that the descriptions contained in Appendix A should be revised, the Submitting Party shall submit a request to amend Appendix A along with a supporting explanation. To the extent the request is granted, an amended Appendix A will be issued. In addition, before a Submitting Party may designate particular documents or information as Highly Confidential, it must receive the written approval of the Commission staff, which, based on the Submitting Party's representations, will make a preliminary determination whether the proposed designation meets the requirements set forth in this Second Protective Order.

5. *Effect of Designation.* By designating documents and information as Confidential or Highly Confidential under this Second Protective Order, a Submitting Party will be deemed to have submitted a request that the material not be made routinely available for public inspection under the Commission's rules.⁵ Any person wishing to challenge the designation of a document, portion of a document or information as Confidential or Highly Confidential must file such a challenge at the Commission and serve it on the Submitting Party. The Submitting Party must file any reply within three business days, and include a justification for treating the information as Confidential or Highly Confidential, as appropriate.⁶ The documents and information challenged will continue to be accorded confidential treatment until the Commission acts on the request and all subsequent appeal and stay proceedings have been exhausted.⁷ Any decision on whether the materials should be accorded confidential treatment does not constitute a resolution of the merits concerning whether such information would be released publicly by the Commission upon an appropriate request under our rules implementing FOIA.⁸

6. *Submission of Stamped Confidential Documents and Stamped Highly Confidential Documents.* A Submitting Party shall submit to the Secretary's Office one copy of each Stamped Confidential Document and each Stamped Highly Confidential Document it seeks to file and an accompanying cover letter. Each page of the Stamped Confidential Document or Stamped Highly Confidential Document shall be stamped "CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WC DOCKET NOS. 07-149, 09-109 & CC DOCKET NO. 95-116 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION" or "HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WC DOCKET NOS. 07-149, 09-109 & CC DOCKET NO. 95-116 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION", as appropriate. The cover letter also shall contain this legend. In addition, with respect to each Stamped Confidential Document and each Stamped Highly Confidential Document submitted, the Submitting Party shall also file through the Commission's Electronic Comment Filing System ("ECFS") a copy of the respective Redacted Confidential Document or Redacted Highly Confidential Document and an accompanying cover letter.⁹ Each Redacted Confidential Document or Redacted Highly Confidential Document shall have the same pagination as the Stamped Confidential Document or Stamped Highly Confidential Document from which it is derived. Each page of the Redacted Confidential Document or Redacted Highly Confidential Document and the accompanying cover letter shall be stamped "REDACTED – FOR PUBLIC INSPECTION." To the extent that any page of the filing contains both Confidential Information or Highly Confidential Information and non-confidential information, only the

⁵ See 47 C.F.R. § 0.459(a), 0.459(a)(3).

⁶ See 47 C.F.R. § 0.459(b).

⁷ See 47 C.F.R. § 0.459(g).

⁸ See 47 C.F.R. §§ 0.459(h), 0.461.

⁹ If a party is not able to submit a copy of the Redacted Confidential Document or Redacted Highly Confidential Document via ECFS, it must file two copies of the Redacted Confidential Document or Redacted Highly Confidential Document with the Secretary's Office along with the appropriately stamped cover letter.

Confidential Information and Highly Confidential Information may be redacted and the page of the unredacted filing shall clearly distinguish among the Confidential Information, the Highly Confidential Information and the non-confidential information. In addition, two copies of each Stamped Confidential Document and Stamped Highly Confidential Document and the accompanying cover letter shall be delivered, as directed by Commission staff, to Sanford Williams, Competition Policy Division, Wireline Competition Bureau, Federal Communications Commission, 445 12th Street, SW, Room 5-C217 Washington, DC 20554; email: Sanford.Williams@fcc.gov, phone: (202) 418-1508.

7. *Copying Sensitive Documents.* Apart from the Security Documents, for which no copies shall be made, if, in the reasonable judgment of the Submitting Party, a Stamped Highly Confidential Document contains information so sensitive that copying of it should be restricted, the Submitting Party may mark the document with the legend “Additional Copying Restricted.” Subject to the provisions for access to information in electronic format in paragraph 10, each Outside Firm shall receive only one copy of the document and no more than two additional copies, in any form, shall be made. Application for relief from this restriction against further copying may be made to the Commission, with notice to Counsel of Record for the Submitting Party, which will be granted only for cause.

8. *Procedure for Obtaining Access to Confidential Information and Highly Confidential Information.* (a) Access to Highly Confidential Information (including Stamped Highly Confidential Documents) is limited to Outside Counsel of Record, Outside Consultants, and those employees of Outside Counsel and Outside Consultants described in paragraph 12. Any person seeking access to Confidential Information or Highly Confidential Information subject to this Second Protective Order shall sign and date the Acknowledgment agreeing to be bound by the terms and conditions of this Second Protective Order, and file the Acknowledgment in ECFS and a courtesy copy with Sanford Williams, Competition Policy Division, Wireline Competition Bureau, Federal Communications Commission, 445 12th Street, SW, Room 5-C217 Washington, DC 20554; email: Sanford.Williams@fcc.gov, phone: (202) 418-1508. Where the person seeking access is Counsel or an Outside Consultant, a copy of the Acknowledgment shall be served upon the relevant Submitting Party through its Counsel of Record so that it is received at least three business days prior to such person’s reviewing or having access to the Submitting Party’s Confidential Information or Highly Confidential Information; where the person seeking access is one described in either clause 1 or 2 of paragraph 12, the Acknowledgment shall be served upon the Submitting Party promptly prior to the person’s obtaining access. Where there are multiple Submitting Parties, a copy of the Acknowledgment must be served on each Submitting Party within the time periods stated above. Each Submitting Party shall have an opportunity to object to the disclosure of its Confidential Information or Highly Confidential Information to any such person. A Submitting Party must file any such objection at the Commission and serve it on Counsel for the person seeking access within three business days after receiving a copy of that person’s Acknowledgment (or where the person seeking access is one described in clause 1 or 2 of paragraph 12, file and serve such objection as promptly as practicable after receipt of the Acknowledgment). Except for persons described in paragraph 12, persons filing Acknowledgments shall not have access to Confidential Information or Highly Confidential Information before the period for filing objections has passed, unless the Submitting Party waives this requirement; persons described in paragraph 12, shall have access to Confidential Information and Highly Confidential Information upon the filing of their Acknowledgment, except that such access shall be prohibited if an objection is filed. If a Submitting Party files additional documents containing Confidential Information or Highly Confidential Information, it must file any objection to the disclosure of that additional Confidential Information or Highly Confidential Information to any Reviewing Party before or contemporaneous with the filing. Until any objection is resolved by the Commission and, if appropriate, by any court of competent jurisdiction, and unless such objection is resolved in favor of the person seeking access, a person subject to an objection from a Submitting Party shall not have access to the relevant Confidential Information or Highly Confidential Information.

(b) In addition to complying with the provisions set forth in paragraph 8(a) above, because of the heightened sensitive nature of and the Commission's particular interest in the Security Documents, either the Wireline Competition Bureau or the Public Safety and Homeland Security Bureau may object to a person who has signed an Acknowledgement from having access to the Security Documents. A person who has been denied access by a Bureau may appeal such decision to the Commission within ten days of the Bureau's decision.

9. *Review of Stamped Confidential Documents and Stamped Highly Confidential Documents.* (a) A Submitting Party shall make available for review the Stamped Confidential Documents and Stamped Highly Confidential Documents of such party at the offices of the party's Outside Counsel of Record. Subject to the terms of paragraph 10, except with respect to the Security Documents, a Reviewing Party shall be provided the following alternatives: (1) a Reviewing Party shall be provided adequate opportunity to inspect the documents on site; (2) a Reviewing Party may inspect the documents on site with the ability to request copies, at cost, of some or all of the documents; or (3) a Reviewing Party may request a complete set of the documents at cost, allowing two business days after the request is made for receipt of the copies. If a Reviewing Party plans on requesting a complete set of documents, it is encouraged to make such a request at the time it submits the Acknowledgment to allow it the opportunity to begin reviewing the documents at the end of the three-day period referred to in paragraph 8(a) above. All copies of documents that are removed from the Submitting Party's office must be returned or destroyed in accordance with the terms of paragraph 21.

(b) With respect to the Security Documents and in addition to all other requirements concerning Highly Confidential Documents, a Reviewing Party (a) must be a citizen of the United States of America, (b) shall only be offered option (1) in this paragraph 9(a) above, and (c) no more than four Outside Counsel or Outside Consultants or a combination thereof per Participant shall have access to the Security Documents. No copies shall be made of the Security Documents and a Reviewing Party may only take away personal notes made while inspecting the Security Documents.

10. *Review of Highly Confidential Information in Electronic Format.* A Submitting Party shall make available to a Reviewing Party one copy of Highly Confidential Information contained, recorded, or electronically stored on a CD-ROM, DVD, flash drive, portable hard drive or similar electronic storage device, which shall be considered a Stamped Highly Confidential Document. The medium containing the information in electronic format should be physically delivered to the Reviewing Party; a Reviewing Party may not require that it be transmitted electronically. A Reviewing Party may temporarily load onto a computer the information in electronic format. Once loaded onto a computer, any files containing Highly Confidential Information shall be password protected immediately. The Highly Confidential Information may be stored on a computer for the duration of the proceeding. All files containing Highly Confidential Information shall be deleted from the computer no later than the completion of proceedings at the Commission. The original disk or other storage medium shall be stored securely and a record kept of any persons given access to it.

11. *Use of Confidential and Highly Confidential Information.* Persons obtaining access to Confidential and Highly Confidential Information under this Second Protective Order shall use the information solely for the preparation and conduct of this proceeding before the Commission and any subsequent judicial proceeding arising directly from this proceeding and, except as provided herein, shall not use such documents or information for any other purpose, including without limitation business, governmental, or commercial purposes, or in any other administrative, regulatory or judicial proceedings.¹⁰ Should the Commission rely upon or otherwise make reference to any Confidential or

¹⁰ In particular, Confidential and Highly Confidential Information may not be used in any subsequent proceeding involving the selection of the LNPA.

Highly Confidential Information in its orders in this proceeding, it will do so by redacting any Confidential or Highly Confidential Information from the public version of the order and by making the unredacted version of the order available only to a court and to those persons entitled to access Confidential or Highly Confidential Information under this Second Protective Order, as appropriate.

12. *Permissible Disclosure.* A Reviewing Party may discuss and share the contents of Confidential Information and Highly Confidential Information with another Reviewing Party, as appropriate, and with the Commission and its staff. A Submitting Party's Confidential Information and Highly Confidential Information may also be disclosed to employees and Counsel of the Submitting Party. Subject to the requirements of paragraph 10, a Reviewing Party may disclose Confidential Information and Highly Confidential Information to: (1) paralegals or other employees of such Reviewing Party assisting them in this proceeding; and (2) employees of third-party contractors involved solely in one or more aspects of organizing, filing, coding, converting, storing, or retrieving documents or data or designing programs for handling data connected with this proceeding, or performing other clerical or ministerial functions with regard to documents connected with this proceeding.

13. *Filings with the Commission.* A party making a filing in this proceeding that contains Confidential or Highly Confidential Information shall submit to the Secretary's Office one copy of the filing containing the Confidential or Highly Confidential Information (the "Confidential Filing") and an accompanying cover letter. The cover or first page of the Confidential Filing and each page of the Confidential Filing that contains or discloses only Confidential Information shall be clearly marked "CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WC DOCKET NOS. 07-149, 09-109 & CC DOCKET NO. 95-116 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION". The cover or first page of the Confidential Filing and each page of the Confidential Filing that contains or discloses Highly Confidential Information shall be clearly marked "HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDERS IN WC DOCKET NOS. 07-149, 09-109 & CC DOCKET NO. 95-116 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION". The accompanying cover letter shall also contain the appropriate legend. The Confidential Filing shall be made under seal, and will not be placed in the Commission's public file. The party shall submit a copy of the filing in redacted form, *i.e.*, containing no Confidential or Highly Confidential Information (the "Redacted Confidential Filing") to the Commission via ECFS.¹¹ The Redacted Confidential Filing and the accompanying cover letter shall be stamped "REDACTED – FOR PUBLIC INSPECTION." The cover letter accompanying the Redacted Confidential Filing shall state that the party is filing a redacted version of the filing. Each Redacted Confidential Filing shall have the same pagination as the Confidential Filing from which it is derived. To the extent that any page of the Confidential Filing contains any Confidential Information or Highly Confidential Information, only the Confidential Information or Highly Confidential Information may be redacted and the page of the unredacted Confidential Filing shall clearly distinguish among the Confidential Information, the Highly Confidential Information and the non-confidential information. Two copies of each Confidential Filing and the accompanying cover letter must be delivered, as directed by Commission staff, to Sanford Williams, Competition Policy Division, Wireline Competition Bureau, Federal Communications Commission, 445 12th Street, SW, Room 5-C217 Washington, DC 20554; email: Sanford.Williams@fcc.gov, phone: (202) 418-1508. Parties should not provide courtesy copies of pleadings containing Highly Confidential Information to Commission staff unless the Bureau so requests, and any such courtesy copies shall be submitted under seal.

14. *Non-Disclosure of Confidential Information, and Highly Confidential Information.* Except with the prior written consent of the Submitting Party or as provided under this Second Protective

¹¹ If a party is not able to submit a copy of the Redacted Confidential Filing via ECFS, it must file two copies of the Redacted Confidential Filing with the Secretary's Office along with the appropriately stamped cover letter, as described in this paragraph.

Order, Confidential Information and Highly Confidential Information shall not be disclosed further.

15. *Protection of Stamped Confidential Documents, Stamped Highly Confidential Documents, Confidential Information, and Highly Confidential Information.* A Reviewing Party shall have the obligation to ensure that access to Confidential Information and Highly Confidential Information (including Stamped Confidential Documents and Stamped Highly Confidential Documents) is strictly limited as prescribed in this Second Protective Order. A Reviewing Party shall have the further obligation to ensure that Confidential Information and Highly Confidential Information are used only as provided in this Second Protective Order.

16. *Requests for Additional Disclosure.* If any person requests disclosure of Confidential or Highly Confidential Information outside the terms of this Second Protective Order, such a request will be treated in accordance with sections 0.442 and 0.461 of the Commission's rules.

17. *Client Consultation.* Nothing in this Second Protective Order shall prevent or otherwise restrict Counsel from rendering advice to their clients relating to the conduct of this proceeding and any subsequent judicial proceeding arising therefrom and, in the course thereof, relying generally on examination of Confidential Information or Highly Confidential Information to which they have access under this Second Protective Order; *provided, however*, that in rendering such advice and otherwise communicating with such clients, Counsel shall not disclose Confidential Information or Highly Confidential Information.

18. *No Waiver of Confidentiality.* Disclosure of Confidential or Highly Confidential Information as provided herein by any person shall not be deemed a waiver by any Submitting Party of any privilege or entitlement to confidential treatment of such Confidential or Highly Confidential Information. Reviewing Parties, by viewing this material, agree: (1) not to assert any such waiver; (2) not to use Confidential or Highly Confidential Information to seek disclosure in any other proceeding; and (3) that accidental disclosure of Confidential or Highly Confidential Information by a Submitting Party to a Reviewing Party shall not be deemed a waiver of any privilege or entitlement provided that the Submitting Party takes prompt remedial action.

19. *Subpoena by Courts, Departments, or Agencies.* If a court, or a federal or state department or agency issues a subpoena for or orders the production of Stamped Confidential Documents, Stamped Highly Confidential Documents, Confidential Information or Highly Confidential Information that a party has obtained under the terms of this Second Protective Order, such party shall promptly notify each relevant Submitting Party of the pendency of such subpoena or order. Consistent with the independent authority of any court, department or agency, such notification must be accomplished such that the Submitting Party has sufficient opportunity to oppose such production prior to the production or disclosure of any Stamped Confidential Document, Stamped Highly Confidential Document, Confidential Information or Highly Confidential Information.

20. *Violations of the Second Protective Order.* Should a Reviewing Party violate any of the terms of this Second Protective Order, such Reviewing Party shall immediately convey that fact to the Commission and to the relevant Submitting Parties. Further, should such violation consist of improper disclosure of Confidential or Highly Confidential Information, the violating person shall take all necessary steps to remedy the improper disclosure. The Commission retains its full authority to fashion appropriate sanctions for violations of this Second Protective Order, including but not limited to suspension or disbarment of Counsel or Consultants from practice before the Commission, forfeitures, cease and desist orders, and denial of further access to Confidential or Highly Confidential Information in this or any other Commission proceeding. Nothing in this Second Protective Order shall limit any other rights and remedies available to the Submitting Party at law or in equity against any person using Confidential or Highly Confidential Information in a manner not authorized by this Second Protective Order.

21. *Termination of Proceeding.* The provisions of this Second Protective Order shall not terminate at the conclusion of this proceeding. Within two weeks after conclusion of this proceeding and any administrative or judicial review, Reviewing Parties shall destroy or return to the Submitting Party Stamped Confidential Documents and Stamped Highly Confidential Documents and all copies of the same. No material whatsoever containing or derived from Confidential and Highly Confidential Information may be retained by any person having access thereto, except Outside Counsel may retain, under the continuing strictures of this Second Protective Order, two copies of pleadings (one of which may be in electronic format) prepared in whole or in part by that party that contain Confidential or Highly Confidential Information, and one copy of orders issued by the Commission or Bureau that contain Confidential or Highly Confidential Information. All Counsel shall certify compliance with these terms and shall deliver such certification to Counsel for the Submitting Party not more than three weeks after conclusion of this proceeding. The provisions of this paragraph regarding retention of Stamped Confidential Documents and Stamped Highly Confidential Documents and copies of the same and Confidential and Highly Confidential Information shall not be construed to apply to the Commission or its staff.

22. *Questions.* Questions concerning this Second Protective Order should be addressed to Neil Dellar, Transaction Team, Office of General Counsel, Neil.Dellar@fcc.gov, (202) 418-8214.

23. *Authority.* This Order is issued pursuant to sections 4(i), 214 and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 214 and 310(d), Section 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4), and authority delegated under section 0.283 of the Commission's rules, 47 C.F.R. § 0.283, and is effective upon its adoption.

FEDERAL COMMUNICATIONS COMMISSION

Matthew DelNero
Chief
Wireline Competition Bureau

APPENDIX A**Highly Confidential Information and Documents**

As specified in paragraphs 4 and 5 of the Second Protective Order, only information and documents set forth in this Appendix and that otherwise meet the definition of Highly Confidential Information or Highly Confidential Documents may be designated as Highly Confidential. This Appendix will be updated as necessary.

1. MSA Sections 3.2.2.5.2.1; 3.2.2.5.2.2; 5.2; 5.3; 5.4; 5.11; 18.7.1.9; 18.7.2.8; 19.2.5; 19.2.6; 20.2.3; 20.2.4; 23.4.1 through 23.4.4.
2. Exhibit E to the MSA.
3. Exhibit G to the MSA.
4. Exhibit K to the MSA.
5. Exhibit P to the MSA
6. The Security Documents.

ATTACHMENT B

Acknowledgment of Confidentiality

I am seeking access to [] only Confidential Information or [] Confidential and Highly Confidential Information. I am [] am not [] a citizen of the United States of America.

I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it.

I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Confidential Documents, Stamped Highly Confidential Documents, Confidential Information or Highly Confidential Information except as allowed by the Second Protective Order.

I acknowledge that a violation of the Second Protective Order is a violation of an order of the Federal Communications Commission (Commission). I further acknowledge that the Commission retains its full authority to fashion appropriate sanctions for violations of this Second Protective Order, including but not limited to suspension or disbarment of Counsel or Consultants from practice before the Commission, forfeitures, cease and desist orders, and denial of further access to Confidential or Highly Confidential Information in this or any other Commission proceeding.

I acknowledge that nothing in the Second Protective Order limits any other rights and remedies available to a Submitting Party at law or in equity against me if I use Confidential or Highly Confidential Information in a manner not authorized by this Second Protective Order.

I certify that I am not involved in Competitive Decision-Making.

Without limiting the foregoing, to the extent that I have any employment, affiliation, or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or advocacy organization), I acknowledge specifically that my access to any information obtained as a result of the Second Protective Order is due solely to my capacity as Counsel or Outside Consultant to a party or as a person described in paragraph 12¹² of the Second Protective Order and agree that I will not use such information in any other capacity.

I acknowledge that it is my obligation to ensure that Stamped Confidential Documents and Stamped Highly Confidential Documents are not duplicated except as specifically permitted by the terms of the Second Protective Order and to ensure that there is no disclosure of Confidential Information or Highly Confidential Information in my possession or in the possession of those who work for me, except as provided in the Second Protective Order.

I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Confidential Information and Highly Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Second Protective Order.

Executed this ___ day of _____, 2016.

[Name]
[Position]
[Firm]
[Telephone]
[Nationality]