

December 20, 2011

Utah Public Service Commission
Heber M. Wells Building
160 East 300 South
Salt Lake City, Utah

Subject: Application of Cincinnati Bell Any Distance Inc. for Agency Action from
the Commission for Authority to Compete as a Local Exchange
Telecommunications Corporation

To whom it may concern:

Enclosed please find an original and five copies of the Application of Cincinnati Bell Any Distance Inc. for Agency Action from the Commission for Authority to Compete as a Local Exchange Telecommunications Corporation. The Application contains the required information, testimony, exhibits pursuant to R746-349-3 and a \$100 filing fee. Exhibit 6, containing financial information, has been filed confidentially with this Application for the Commission's review. An electronic copy of the original Application, minus the confidential financial information was emailed on December 21, 2011.

Please do not hesitate to contact Scott Ringo by phone at 513 397-1354 or by email at Scott.Ringo@cinbell.com should you have any questions or need additional information.

Sincerely,

Kathy Campbell
Regulatory Specialist

Enclosures

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Petition)
of Cincinnati Bell Any Distance Inc.)
) **DOCKET NO.**
for Authority to Compete as a)
Telecommunications Corporation) **REQUEST FOR AGENCY ACTION**
And to offer Public Local Exchange)
Telecommunications Services)

Cincinnati Bell Any Distance Inc. (“CBAD”) hereby requests agency action from the Utah Public Service Commission (the “Commission”) pursuant to the Commission’s Rules of Practice and Procedure (Utah Admin. Code R746-100) and Section 63-46b-3 of the Utah Administrative Procedures act. CBAD petitions the Commission for authority to compete as a telecommunications corporation (as defined at Utah Code Ann. §54-8b-2(7)) to compete in an expanded capacity in providing public local exchange telecommunications services (as defined at Utah Code Ann. §54-8b-2(6)) in Utah. CBAD has been a provider of long distance services in Utah since January 2004. In support of this request for Agency Action, CBAD alleges as follows:

DESCRIPTION OF PETITIONER

1. CBAD is incorporated in the State of Delaware and is in good standing under the laws of that state. The Company was incorporated on November 17, 1989 as Cincinnati Bell Any Distance Inc. The Company is authorized to do business in the State of Utah.

2. CBAD is a wholly-owned subsidiary of Cincinnati Bell Inc., a publicly-traded company.

3. CBAD is headquartered with offices located at 221 East Fourth Street, Room 103-1280, Cincinnati, Ohio 45201, Phone (877) 290-2777. The Company's contact for customer complaints is (877) 361-1101. The toll free number for customer service is 877 290-2777.

The name, address, telephone number (including toll free from desired Utah service areas) and electronic mailing address of the person responsible for resolving customer complaints, inquiries, and matters concerning rates and price lists and/or tariffs is:

Kathy Campbell
(513) 397-1296
221 East Fourth Street, Room 1280
Cincinnati, Ohio 45201
Kathy.Campbell@cinbell.com (email)

4. CBAD was formed in Delaware to provide a comprehensive package of local and long distance telecommunications services to its targeted customers, primarily businesses. An organization chart listing all of the Company employees currently working or that plan to be working in or for Utah operations, their job titles and responsibilities is attached as Exhibit 10.

5. CBAD has access to the financial and capital necessary to conduct its telecommunications operations as specified herein. CBAD is financially qualified to provide resold telecommunications services in the State. CBAD will rely upon existing financial, personnel and technological resources to provide the proposed local exchanges services.

6. CBAD is financially and technically qualified to provide public telecommunications services in the State of Utah and has compiled with or will comply with all legal requirements to act as a telecommunication corporation and to provide public telecommunications services in the State of Utah.

JURISDICTION

7. The Commission has jurisdiction to supervise and regulate every public utility in the State of Utah, including telephone corporations, under Utah Code Ann. Title 54 (the “Act”).

PROPOSED UTAH SERVICES OF CBAD

8. CBAD hereby petitions the Commission for the legal authority as a telecommunications corporation to provide resold local exchange telecommunications services. Upon initiation of service in Utah, CBAD proposes to offer resold local exchange services to business customers immediately. Services will be provided utilizing the facilities of incumbent local exchange carriers (“LECs”) and other competitive LECs (“CLECs”).
CBAD seeks authority to provide the following services:
 - A. Data services;
 - B. Local exchange services that will enable customers to originate and terminate local calls in the local exchange callings areas served by other LECs, including local dial tone and custom calling features;
 - C. Switched local exchange services, including basic service, trunks, carrier access, and any other switched local services that currently exist or will exist in the future;
 - D. Non-switched local services (e.g., private line) that currently exist or will exist in the future;

E. Centrex and/or Centrex like services that currently exist or will exist in the future;

F. Digital subscriber line, ISDN, and other high capacity line services.

Initially, CBAD intends to offer services targeted to the business customer market within the CBAD Service Territory (defined in Paragraph 9).

An implementation schedule pursuant to 47 U.S.C. 252(c) of the Telecommunications Act of 1996 is as follows: The Company intends to commence providing local exchange service for business customers immediately upon securing authorization to provide service by the Commission.

9. CBAD seeks statewide authority except within exchange areas with less than 5,000 access lines that are owned or controlled by an ILEC with fewer than 30,000 total access lines in accordance with Utah Code Ann. §54-8b-2.1(3) and (4). Specifically, CBAD seeks authority as a reseller of local services in service areas of Qwest Communications, Inc (Centurylink, Inc.) and any other existing or future LECs providing service in Utah (the “CBAD Service Territory”). As service will be provided on a statewide basis and will mirror the service areas of certified local exchange carriers, a service area map is not being submitted at this time.

CBAD will initially be providing resold local exchange service to business customers and may utilize unbundled network elements, to provide local service in the State of Utah. Should CBAD decide to install facilities in the State at some point, CBAD is willing to provide detailed maps of proposed locations of facilities including a description of the specific facilities and services to be deployed at each location when CBAD submits its first price list prior to beginning service in Utah. CBAD's proposed tariff describing its proposed local exchange services and operations, and relevant terms and conditions will be filed hereafter.

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

10. CBAD hereby petitions the Commission for the issuance of a certificate of public convenience and necessity under Utah Code Ann. §54-4-25

(“Certificate”) for the CBAD Service Territory. CBAD alleges as follows:

A. The entry of CBAD into the public intrastate telecommunications marketplace will enhance the public convenience and necessity. CBAD has been a provider of long distance services in Utah since 2004 to the benefit of the public. Among other things, CBAD’s participation will:

- (1) Promote business customer choice by expanding the availability of innovative, high quality, reliable and competitively priced public telecommunications services; and
- (2) Increase incentives for other providers of public telecommunications services to improve their responsiveness to consumers, to enhance their productivity efficiency, to accelerate product innovation and to adjust service prices according to market conditions.

b. The public convenience and necessity requires the issuance of a Certificate to CBAD due to, among other things: (1) the significant benefits of the entry of CBAD to the citizens of Utah enumerated above; (2) the rapid advance of telecommunications technology; (3) the continuing changes in the public demand for public

telecommunications services; and (4) the market position, managerial skill and technological expertise of CBAD.

- c. Before engaging in regulated services in geographic areas under the jurisdiction of and local public authority, CBAD will secure and submit to the commission evidence of any required franchise or permit of the local authority.
- d. The proposed operations of CBAD will not conflict with or adversely affect the operations of any existing certified fixed public utility in the CBAD Service Territory within the meaning of Utah Code Ann. §54-4-25(3).
- e. CBAD will not encroach upon, interrupt, overburden, disrupt, or otherwise adversely affect the transmission lines, switches or facilities of any existing fixed public utility within the meaning of Utah Code Ann. §54-4-25(3).
- f. The proposed activities and services of CBAD are not an improper extension into the territory certificated to an existing fixed public utility within the meaning of Utah Code Ann. §54-4-25(3).

- g. The issuance of a Certificate to CBAD is a first and necessary step towards the implementation of CBAD's offering of the CBAD Service in the CBAD Service Territory. Other related issues can be resolved through private negotiation, through additional proceedings before the Commission or both. However, resolution of all such issues need not delay the issuance of the Certificate to CBAD.

REQUEST FOR EXEMPTION FROM REGULATION

11. To the extent necessary for the Commission to issue a Certificate and to authorize CBAD to provide the CBAD Services in the CBAD Service Territory, CBAD petitions the Commission to exempt CBAD, pursuant to Chapter 8b of the Act, from certain restrictions and limitations of the Act. The requested exemptions would apply solely to CBAD in its capacity as a telecommunications corporation providing the CBAD Service in the CBAD Service Territory¹. The requested exemptions include:
- a. An exemption to the extent the Commission determines that the CBAD Services will impermissibly conflict with the services of an existing fixed public utility, or that an exclusive territorial certificate has previously been granted to an existing service provider.
 - b. An exemption from the general rate making and any cost-of-service based pricing requirements relating to the sale of the CBAD Services.
 - c. An exemption from the requirements of the Act and any rules promulgated under the Act otherwise applicable to a noncompetitive telephone corporation related to the filing of service and class of service limitations, budgeting and budget filing requirements, tariff filings, the filing of contracts, seeking approval for the issuance of securities or for the transactions with affiliates, reporting transfers of property, and other similar or related filing, notice and reporting requirements.

¹ Under Utah Code Ann. § 54-bb-3(1), the Commission has authority, upon proper findings, to exempt any telecommunications corporation or any public telecommunications service from any requirement of the Act.

- d. All CLEC Exemptions set forth in R746-349-7, for both Title 53 and Commission rules, including Uniform System of Accounts, Tariff Filings, and Exchange Maps.

CBAD is willing to accept only those exemptions listed in Utah Administrative Rule R746-349-7.

12. In support of its petition for exemption, CBAD alleges as follow:
 - a. In providing the CBAD Services in the CBAD Service Territory, CBAD will be subject to effective competition within the meaning of Utah Code Ann. § 54-8b-3(4)(a). CBAD will be subject to effective competition as shown, among other things, by the following:
 - (1) Each of the CBAD Services is currently offered by incumbent service providers in the CBAD Service Territory. Such incumbents have facilities in place and offer public telecommunications services in the CBAD Service Territory, which are functionally equivalent to or substitutable for the CBAD Services. Therefore, CBAD will face effective competition when CBAD offers the CBAD Services.
 - (2) Many of the incumbent telecommunications providers in Utah have nearly a century of operating experience in the intrastate public telecommunications marketplace and have clearly demonstrated they possess the technical ability, the

economic substance and have in place or can put into service adequate facilities to provide functionally equivalent or substitutable services to intrastate offerings of CBAD at competitive rates, terms and conditions.

(3) CBAD, with its breadth and extent of its existing and planned network operations, and its proven managerial and technological expertise, has the ability to provide its' customers services which are comparable to and competitive with services currently offered in the CBAD Service Territory. Accordingly, competition is both feasible and practical.

(4) While CBAD, as a new entrant in the public telecommunications services market in Utah, will initially have no market share for its services, it is a strong potential competitor for public telecommunications services.

(5) Existing providers, by definition, are not subject to economic or regulatory barriers to entry. A significant barrier to entry for new entrants in the relevant intrastate telecommunications markets CBAD seeks to enter appear to be regulatory in nature and if regulatory barriers to entry are lowered or eliminated, market forces will accelerate the pace of technological advances which will benefit the public through increased choices and potentially lower cost of service.

- (6) Upon the relaxation of existing regulatory barriers to entry, CBAD can enter the market and compete with the incumbent telecommunications service providers. In addition, the other qualified competitors will have the potential to enter the market and compete in the providing of public telecommunications services. The entry of CBAD in the marketplace will also increase competition for price and service of public telecommunications services. Competition will create an incentive for existing service providers to enhance their efficiency and to accelerate technological and service innovations. The result of such innovations will be additional and more convenient services, and greater choice in selecting services and service providers, all of which will benefit and promote the public interest. Competition will also increase system redundancies that can eliminate or mitigate the adverse effects of network failures.
- (7) CBAD seeks an exemption to the extent necessary to allow CBAD, as a telecommunications corporation, to provide CBAD Services in the CBAD Service Territory. Granting the proposed exemptions will not in and of itself alter the regulatory status of public telecommunications services provided by other telecommunications corporations, or the status of any other telecommunications corporations.

a. Authorizing CBAD to provide the CBAD Services in the CBAD Service Territory is in the public interest. Currently, a significant proportion of potential customers in the CBAD Service Territory are customers of an incumbent service provider. The entry of CBAD will afford those customers a choice in local exchange services, which may not be currently available. Additionally, the granting of this request is and will be in the public interest, among other reasons, because of the following:

- (1) Competition has emerged for many public telecommunications services that were previously thought to be natural monopolies;
- (2) Advancements in telecommunications infrastructure will enhance the public welfare by helping to speed the delivery of new and competitive services;
- (3) Increased competition in public telecommunications services will encourage infrastructure development and have beneficial effects on the price, universal availability, variety, and quality of public telecommunications services;
- (4) The emergence of competition in public telecommunications services has already contributed, and can be expected to continue, to the modernization of the telecommunications infrastructure;

- (5) Competition in the local market will, as in the long distance industry and the communications equipment, bring lower prices and higher quality services;
- (6) A diversity of telecommunications carriers enhances the network reliability by providing redundant capacity, thereby lessening the impact of any network failure;
- (7) Increasing the availability of interconnection and interoperability among the facilities of telecommunications carriers will help stimulate the development of fair competition among providers;
- (8) Access to unbundled network features and functions will enhance the growth of competition and promote the diversity of services available to the public; and
- (9) Access to switched, digital telecommunications service for all segments of the population promotes the core First Amendment goals of diverse information sources and diverse means of disseminating information by enabling individuals and organizations alike to publish and otherwise make information available in electronic form.

- b. CBAD will not have any captive customers because all potential customers of CBAD will have access to reasonably available alternative public telecommunications services.
- c. Because the CBAD Services will be subject to effective competition, market pressures will establish prices for the CBAD Services that will not exploit customers and which, if efficiently delivered, will provide fair return to CBAD. The resulting CBAD rates will be just and reasonable, and the Commission, with respect to CBAD, can replace regulatory rate making, which is only a substitute for effective competition, with actual competition.

RELATED ISSUES

13. Interconnection between CBAD and incumbent service providers is practical and technologically feasible and there are practical and feasible means for treating related interconnection issues such as 911/E911 routing, directory assistance, 800 routing local area number portability, custom local area signaling services (“CLASS”), operator services and the development and operation of an open network architecture. CBAD petitions the Commission for legal authority to resolve all such issues to the satisfaction of the Commission, either through private negotiation or through additional proceedings before the Commission. Specifically, CBAD petitions the Commission for an Order which:
 - a. Authorizes interconnection between CBAD and incumbent service providers in the CBAD Service Territory; and
 - b. Requires incumbent service providers in the CBAD Service Territory to sell access, interconnection and related services to CBAD on an unbundled basis.

14. CBAD will participate in all existing Commission approved programs and can satisfy statutory requirements to the universal availability of public telecommunications services in Utah. While it is the belief of CBAD that the competitive entry it has proposed in this Request for Agency Action will assist, not hinder, universal service, CBAD will, nonetheless, agree to

participate in any reasonable program supporting universal availability of public telecommunications services that the Commission has ordered.

15. CBAD will further participate in all existing Commission approved programs and can satisfy statutory requirements relating to the provision of 911/E911 services and Telecommunications Device for the Deaf (TDD).
16. CBAD further petitions the Commission for legal authority to undertake such additional activities as are necessary or incidental to bringing into operation the CBAD Services in the CBAD Service Territory.

NOW, THEREFORE, CBAD respectfully requests the Commission:

- A. Grant to CBAD a Certificate authorizing CBAD to compete as a telecommunications Corporation offering the CBAD Local Exchange Services in the CBAD Service Territory.
- B. As may be deemed necessary or appropriate by the Commission, issue an Order under Chapter 8b of the Act granting CBAD an exemption to the requirements of the Act to allow CBAD:
 1. To obtain a nonexclusive Certificate to compete as a telecommunications corporation offering CBAD Local Exchange Services in the CBAD Service Territory;
 2. To price the CBAD Services at market rates;and

3. As set forth in this Request for Agency Action, to operate without the reporting, notice and filing requirements imposed by the Act and applicable Commission rules on noncompetitive telephone corporations.

C. Issue an Order under authority of Chapter 8b and Section 54-4-1 of the Act:

1. Authorizing CBAD to interconnect with incumbent service providers in the CBAD Service Territory;
2. Requiring incumbent local exchange telecommunications service providers to offer access, interconnection and related services to CBAD on an unbundled basis.

D. Issue an Order authorizing CBAD to undertake such additional activities as are necessary or incidental to bringing into operation CBAD Services in the CBAD Service Territory.

E. Grant CBAD a waiver of the \$100,000 bond requirement. CBAD will not require advance payments or deposits.

Respectfully submitted this 21st day of December, 2011.

By: _____

Theodore W. Heckmann

Assistant Corporate Secretary

Cincinnati Bell Any Distance Inc.

221 East Fourth Street, Room 1280

Cincinnati, Ohio 45201

513 397-1375

LIST OF EXHIBITS

1. CBI's SEC FORM 10-Q FOR PERIOD ENDED SEPTEMBER 30, 2011
2. STATEMENT REGARDING FACILITIES
3. MANAGEMENT PROFILES
4. CERTIFICATION IN OTHER JURISDICTIONS
5. PROOF OF AUTHORITY TO CONDUCT BUSINESS IN UTAH
6. 5 YEAR PROJECTION OF EXPECTED OPERATIONS
7. STATEMENT REGARDING COMPLAINTS
8. STATEMENT REGARDING WRITTEN POLICIES REGARDING SOLICITATION OF NEW CUSTOMERS AND DESCRIPTION OF EFFORTS MADE TO PREVENT UNAUTHORIZED SWITCHING OF UTAH LOCAL SERVICE
9. CHARTS OF ACCOUNTS
10. ORGANIZATIONAL CHART

**EXHIBIT 1. CBI's SEC FORM 10-Q FOR PERIOD ENDING
SEPTEMBER 30, 2011 (see link)**

<http://investor.cincinnati-bell.com/phoenix.zhtml?c=111332&p=irol-sec>

EXHIBIT 2. STATEMENT REGARDING FACILITIES

Upon approval by the Commission, CBAD intends to offer resold local exchange services in the State of Utah, in combination with the resold interexchange services that CBAD currently provides in Utah since 2004. Local exchange services will be provided utilizing the facilities of incumbent local exchange carriers (“ILECs”) and competitive local exchange carriers (“CLECs”) authorized to operate in the State of Utah. The company has no plans to install facilities in the State of Utah.

EXHIBIT 3 - MANAGEMENT PROFILES

See attached.

John F. Cassidy
President and Chief Executive Officer
Cincinnati Bell Inc.

John F. Cassidy is President and Chief Executive Officer of Cincinnati Bell Inc. He reports directly to the Board of Directors. Mr. Cassidy has 20 plus years of telecommunications experience.

Mr. Cassidy is responsible for developing, establishing and executing strategic and operational plans for all Cincinnati Bell companies including Cincinnati Bell Wireless, Cincinnati Bell Telephone, Cincinnati Bell Any Distance, Cincinnati Bell's Public Phone operations, and Cincinnati Bell Technology Solutions.

Previously, Mr. Cassidy served as President and COO of the local Cincinnati Bell operations and Cincinnati Bell Wireless. As President of Cincinnati Bell Wireless, he led the nation's most successful PCS business, and later, the nation's most successful prepaid PCS business, branded i-wireless.

Prior to joining Cincinnati Bell, Mr. Cassidy served as Vice President of Sales for Cantel, Canada's largest cellular provider. He joined Cantel after holding the position of Vice President of Sales and Marketing for the Ericsson Communication's mobile handset business, where he was responsible for the brand's introduction in North America. Mr. Cassidy was formerly Vice President of Sales and Marketing for the General Electric cellular phone business.

After attending Cleveland State University's Management and Labor Relation program, Mr. Cassidy served in executive-level positions in Labor Relations and Human resources for TransOhio Savings Bank and the Cleveland Press.

Beyond his work in the telecommunications industry, Mr. Cassidy is also an active member of the community. He serves on the boards of the Red Cross of Cincinnati, the Boys and Girls Club Advisory Board, the Boomer Esiason Foundation and is the past chair of the Cincinnati Chamber of Commerce's Regional Technology Initiative. Mr. Cassidy has been honored as the Personal Communications Industry Association's (PICA) Distinguished Corporate Citizen, the Boomer Esiason Foundation's Man of the Year and the Cincinnati Friar's Club Man of the Year. He also has been awarded the NAACP's Wright Overstreet Award for Education, the Cincinnati School Board's "Making A Difference" award, and Clay Pigeon Magazine's Shooting Sportsman of the Year award for 2003.

Kurt Freyberger
Chief Financial Officer

Kurt Freyberger is Chief Financial Officer (CFO) for Cincinnati Bell Inc. He reports directly to Jack Cassidy, president and chief executive officer of Cincinnati Bell. As CFO, Mr. Freyberger is responsible for Cincinnati Bell's corporate accounting, finance, treasury, and tax functions, as well as investor relations and corporate communications.

Mr. Freyberger joined the company in 2005 as Vice President and Controller, and added responsibility for investor relations and corporate communications in 2009. He most recently served as the division chief financial officer of Cincinnati Bell Communications. Prior to joining Cincinnati Bell, Mr. Freyberger was employed by Chiquita Brands International, serving in various capacities including assistant corporate controller and director of financial reporting. Prior to working at Chiquita, Mr. Freyberger was an audit manager with PricewaterhouseCoopers.

Mr. Freyberger is a certified public accountant in the state of Ohio, and a member of the American Institute of Certified Public Accountants (AICPA), the Ft. Thomas Lions Club and the finance committee of Gloria Dei Lutheran Church.

Theodore H. Torbeck
President and General Manager

Ted Torbeck is President and General Manager of Cincinnati Bell Communications. Ted is responsible for all Cincinnati-based communications businesses, which include Cincinnati Bell Telephone and our other Wireline companies, Cincinnati Bell Wireless and CBTS. He reports directly to the President and Chief Executive Officer, Jack Cassidy.

Prior to joining Cincinnati Bell, Ted was Chief Executive Officer of the Freedom Group, a company that generates approximately \$850 million in annual revenues in firearms, ammunition and related products. Prior to this role, Ted served as the Vice President of Operations for GE Industrial, President and CEO of GE's Rail Services business as well as the Vice President of Global Supply Chain for GE Aircraft Engines.

Ted is a native of Cincinnati and earned his B.S. in Marketing from Miami University in Oxford, Ohio and his MBA at Xavier University. Ted is on the Board of Directors for United Way of Greater Cincinnati and serves on the Minority Business Accelerator Leadership Council for the Cincinnati USA Regional Chamber. Ted is also the capital campaign co-chair for St. Aloysius.

Susan M. Kinsey
Vice President and Controller

Sue Kinsey is Vice President and Controller for Cincinnati Bell Inc. As Chief Accounting Officer, Mrs. Kinsey's primary responsibilities include accounting, internal controls and financial reporting. She joined Cincinnati Bell in 2011 and reports directly to Kurt Freyberger, Cincinnati Bell's Chief Financial Officer.

Prior to joining Cincinnati Bell, Mrs. Kinsey was Associate Vice President — Accounting Services for Luxottica Retail North America and prior to that, Senior Vice President — Director of Financial Reporting for PNC Financial Services Group, Inc. and Senior Vice President — Assistant Treasurer for National City Corporation. Mrs. Kinsey was also a Principal in Andersen's audit practice.

Mrs. Kinsey holds a bachelor's degree in business administration from the University of Cincinnati. She is a certified public accountant and a member of both the American Institute of Certified Public Accountants and the Ohio Society of Certified Public Accountants.

Christopher J. Wilson
Vice President and General Counsel

Christopher J. Wilson is the Vice President and General Counsel for Cincinnati Bell Inc. He was elected to his current position August 6, 2003. Mr. Wilson reports directly to John F. Cassidy, President and CEO of Cincinnati Bell Inc. Mr. Wilson has 19 years of telecommunications experience.

Prior to his current position Mr. Wilson served as Associate General Counsel for the company's Cincinnati-based operating subsidiaries from November 1998 to August 2003. Before joining the in-house legal team at Cincinnati Bell Inc., Mr. Wilson was a partner at Frost Brown Todd LLP.

Mr. Wilson Graduated from Thomas Moore College in 1988 with a B.A. in Economics, and subsequently earned his law degree from the University of Notre Dame in 1991.

Brian G. Keating
Vice President Human Resources and Administration

Brian G. Keating is responsible for HR policy development and administration, management and leadership development, employee and labor relations, health and safety and security and corporate services. He reports directly to Jack Cassidy, President and Chief Executive Officer of Cincinnati Bell.

Mr. Keating joined Cincinnati Bell Telephone in 1978. During his tenure he has held many different positions including: frame technician, station installation technician, labor relations manager, retail stores and credit card processing center director, consumer sales and service director and labor relations director. In 2000, Mr. Keating became vice president of human resources for Cincinnati operations and in 2003 was promoted to his current position.

He has been active in numerous community organizations, such as the Hearing, Speech and Deaf Center of Cincinnati, Korean Family Connections and the Cincinnati Chapter of the American Red Cross. He has also served as a board member of Cintel Federal Credit Union.

Mr. Keating earned a bachelor's degree in Industrial Relations and a Juris Doctor degree from the University of Cincinnati. He is a member of the Ohio Bar.

Tara L. Khoury
Senior Vice President and Chief Marketing Officer

Tara Khoury is Senior Vice President and Chief Marketing Officer of Cincinnati Bell Inc. She reports directly to Jack Cassidy, President and Chief Executive Officer of Cincinnati Bell.

As SVP & Chief Marketing Office, Mrs. Khoury is responsible for directing all marketing strategies, activities, and functions across the corporation.

Mrs. Khoury was most recently the senior vice president and chief global marketing officer for Kao Brands Company in Cincinnati, where she managed worldwide marketing activities for a portfolio of well-known premium skin and hair care product brands. She previously held senior and strategic marketing positions with Sara Lee Corporation, The Benchmark Group, and Procter & Gamble.

Mrs. Khoury is a graduate of the University of Wisconsin-Madison with a bachelor's degree in economics. She currently serves as president of the executive advisory board for the Wisconsin School of Business Center for Brand and Product Management. She is also a member of the board of trustees for the Public Library of Cincinnati and Hamilton County and serves on the finance and strategy committee for Mercy Health Partners.

Kim Sheehy
Vice President and Treasurer

Kim Sheehy is Vice President and Treasurer for Cincinnati Bell, Inc. Her responsibilities include cash and balance sheet management, financing, bank and investment bank management, risk management, and pension administration. She reports directly to Gary Wojtaszek, Cincinnati Bell's Chief Financial Officer.

Mrs. Sheehy joined the company in 1996 as the managing director of corporate tax and most recently served as the vice president of financial planning and analysis. Her previous experience includes accounting and tax positions at Ernst & Young. She is a certified public accountant in the state of Ohio and a member of the Ohio Society of CPAs and the American Institute of Certified Public Accountants (AICPA). She was also honored by the Cincinnati's One Hundred Wise Women program, which helps rising women leaders in Greater Cincinnati connect with some of the community's most accomplished women.

Mrs. Sheehy is a graduate of the University of Cincinnati receiving her bachelor's degree in accounting.

David L. Heimbach
Vice President, eVolve Business Solutions

Dave Heimbach is Vice President of eVolve Business Solutions for Cincinnati Bell responsible for a regional CLEC expansion strategy targeting small- and medium-sized businesses. Dave also has general management responsibilities for the long distance and wide area network businesses based in Cincinnati. Mr. Heimbach has 10 years of telecommunications experience.

Prior to his current position, Dave held various strategy, general management and product development roles at Cincinnati Bell. His past career experience includes various roles in product development, sales and general management at companies in Cincinnati, Ohio and Denver, CO.

Dave graduated from Ohio University with a BSC in Communication Systems Management in 1999.

Christopher C. Elma
Vice President – Tax and Internal Control

Christopher C. Elma is Managing Director - Tax and Internal Control and is responsible for all Corporate Tax and Internal Audit matters of Cincinnati Bell Inc. and its subsidiaries. Mr. Elma has 11 years of telecommunications experience.

Mr. Elma joined Cincinnati Bell Inc. in January 1999 as a manager in the Tax Department. He held various positions within the department until becoming Managing Director of Corporate Tax in January 2006. In May 2009, he assumed the additional responsibility for Internal Controls in his position as Managing Director – Tax & Internal Control.

Prior to joining Cincinnati Bell Inc. Mr. Elma spent five years with Milacron Inc. serving in various tax staff and supervisory positions.

Mr. Elma earned his Bachelor of Science degree in Accounting from the University of Cincinnati in Cincinnati, Ohio.

Scott Thomas
Tax Director

Scott Thomas is a Tax Director for Cincinnati Bell, Inc. He is responsible for the management of the corporate tax function. He reports directly to Chris Elma, Cincinnati Bell's Managing Director – Tax and Internal Controls. Mr. Thomas has 9 years of telecommunications experience.

Mr. Thomas joined the company in 2000 as a Senior Tax Accountant and most recently served as a Senior Manager – Corporate Tax. His previous experience includes a tax position at Arthur Andersen.

He is a certified public accountant in the state of Kentucky and a member of the Kentucky Society of CPAs and the American Institute of Certified Public Accountants (AICPA).

Mr. Thomas is a graduate of the University of Kentucky receiving his bachelor's degree in accounting.

Theodore W. Heckmann
Assistant Corporate Secretary & Managing Director – Regulatory
and Government Affairs

Theodore W. Heckmann is Managing Director – Regulatory and Government Affairs and is responsible for all Federal and State government and regulatory matters. Mr. Heckmann reports directly to Christopher J. Wilson, Vice President and General Counsel for Cincinnati Bell Inc. Mr. Heckmann has 30 years of telecommunications experience.

Mr. Heckmann has held various Finance, Accounting and Regulatory positions within Cincinnati Bell. He assumed his current position on July 1, 2009.

Mr. Heckmann graduated from Bowling Green State University in Bowling Green, Ohio, in 1980 with a B.S. in Accounting and he earned an MBA from Xavier University in Cincinnati, Ohio, in 1987.

EXHIBIT 4 - CERTIFICATION IN OTHER JURISDICTIONS

CBAD is authorized to provide long distance service in all the 48 continental United States and is also currently authorized to provide local exchange services in the states of Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, West Virginia and Wisconsin with a pending application in Wyoming.

EXHIBIT 5 - PROOF OF AUTHORITY TO CONDUCT BUSINESS IN UTAH

EXHIBIT 6 - 5 YEAR PROJECTION OF EXPECTED OPERATIONS

Provided to the Utah Public Service Commission on a confidential basis.

EXHIBIT 7 - STATEMENT REGARDING COMPLAINTS

CBAD, Inc. has had no formal complaints filed with the FCC or any state regulatory authority, nor have any sanctions been imposed against the company.

EXHIBIT 8 - STATEMENT REGARDING WRITTEN POLICIES REGARDING SOLICITATION OF NEW CUSTOMERS AND DESCRIPTION OF EFFORTS MADE TO PREVENT UNAUTHORIZED SWITCHING OF UTAH LOCAL SERVICE

CBAD intends to and is willing to abide and comply with Commission Rule 746-349-3.

The Company's policy on slamming is as follows:

CBAD will comply with Section 258 of the Telecommunications Act, 47 U.S.C. Section 258, and FCC rules implementing the carrier change requirements of Section 258, 47 C.F.R. 64.1100 et. seq. CBAD will also comply with the rules prescribed by the Public Service Commission of Utah related to change of service provider, Rule R746-349-5 of the Utah Administrative Code. Specifically, CBAD will verify a Customer's decision to change his/her preferred provider by obtaining a signed Letter of Authorization (LOA) or by Third Party Verification (TPV) prior to submitting a carrier change request with the Customer's local exchange provider."

EXHIBIT 9 - CHARTS OF ACCOUNTS

EXHIBIT 10 - ORGANIZATIONAL CHART

CBAD does not intend to have any employees working in the State of Utah since it will only be offering resold local exchange telecommunication services. Any work that is necessary at a customer's location will be handled by equipment vendors contracted with CBAD. All of CBAD's day-to-day operations are handled on an affiliate transaction basis through the employees and operations of Cincinnati Bell Telephone Company located in Cincinnati, Ohio. CBAD has but one exclusive employee, a director of operations.

December 20, 2011

Utah Public Service Commission
160 East 300 South
Heber M. Wells Building
Salt Lake City, Utah 84145

Re: In the Matter of the Petition of Cincinnati Bell Any Distance Inc. for
Authority to Compete as a Telecommunications Corporation and to offer
Public Local Exchange Telecommunications Services.

To whom it may concern

This letter is to certify that the financial statements presented are, to the best of my knowledge accurate, complete and objective and were prepared in accordance with GAAP rules.

Respectfully,