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ILLINOIS COMMERCE COMMISSION

Before the
ILLINOIS COMMERCE COMMISSION

ORIGINAL
ILLINOIS COMMERCE COMMISSION
SEP 26 9 22 AM '01
CHIEF CLERK'S OFFICE

In the Matter of the)
)
DOMINION TELECOM, INC.)
)
Application for a Certificate of)
Local and Interexchange Authority)
To Operate as a Reseller and Facilities-Based)
Carrier of Telecommunications Services)
in the State of Illinois.)

Docket No. 01-0615

MOTION FOR PROTECTIVE ORDER

Introduction

Dominion Telecom, Inc. ("Dominion" or "Applicant"), by its attorneys and pursuant to Section 200.430 of the Illinois Administrative Code, 83 Ill. Admin. Code § 200.430, hereby files this Motion for Protective Order ("Motion") in the above-captioned proceeding. By this Motion, the Applicant seeks confidential treatment by the Illinois Commerce Commission ("Commission"), pursuant to a Protective Order, of certain commercially-sensitive financial statements attached as *Exhibit D* to its Application for a Certificate of Local and Interexchange Authority to Operate as a Reseller and Facilities Based Carrier of Telecommunications Services in the State of Illinois ("Application"). Because this Motion is an inseparable part of Dominion's Application, it is being filed concurrently therewith.

In support of this Motion, the Applicant provides the following:

1. The exact legal name, address and telephone number of the Applicant:

DOMINION TELECOM, INC.
701 East Cary Street, One James River Plaza
Richmond, Virginia 23219
Tel. (804) 775-5000
Fax (804) 775-5588

2. Correspondence or communications regarding this Motion should be addressed to:

Brett Heather Freedson, Esq.
KELLEY DRYE & WARREN LLP
1200 19th Street, NW, Suite 500
Washington, DC 20036
Tel. (202) 887-1211
Fax (202) 955-9792

with a copy to:

David M. Fellowes,
Vice President – Marketing, Business and Product Development
DOMINION TELECOM, INC.
701 East Cary Street, One James River Plaza
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I. Description of Confidential Information.

3. The form Application for a Certificate of Local and Interexchange Authority to Operate as a Reseller and Facilities Based Carrier of Telecommunications Services in the State of Illinois requires the Applicant to disclose evidence of financial fitness through the submission of documentation of its financial resources and ability to provide the requested service. In conformity with this requirement, the Applicant submits copies of its financial statements, including Balance Sheet and Income Statement for the period ended March 31, 2001. These financial statements, attached as *Exhibit D* to Dominion's Application, contain highly confidential and strictly proprietary information, the public disclosure of which may result in direct, immediate and substantial harm to the competitive position of the Applicant in Illinois and elsewhere.

II. Grounds for Claim of Confidential Treatment Pursuant to Protective Order.

4. The Applicant is a privately-held corporation, presently immune from a legal obligation to prepare or submit financial statements, or any other financial information, to any

public entity. As such, the financial statements attached as *Exhibit D* to Dominion's Application are not readily available to persons external to the Applicant.

5. Because the financial statements submitted by the Applicant in support of its Application contain confidential and commercially-sensitive information from which its competitors may derive economic value, the Applicant seeks to protect such material from public disclosure. The Applicant derives independent economic value from the fact that significant, detailed and proprietary information regarding its financial structure and current financing activities is unknown to its competitors. Given this fact, the disclosure of this information could provide existing and potential competitors, including competitive local exchange carriers ("CLECs"), incumbent local exchange carriers ("ILECs"), independent local exchange carriers and interexchange carriers ("IXCs") in Illinois, as well as in other states in which the Applicant provides or intends to provide telecommunications service, with an unfair and undeserved competitive advantage.

Conclusion

6. The financial information included in support of Dominion's Application, for which confidential treatment pursuant to a Protective Order is sought, is both proprietary and competitively-sensitive. The substantial and direct harm that could be caused to the Applicant as a result of any disclosure is real and not speculative. Moreover, to date, no other jurisdiction or governmental agency has required the Applicant to make this information available to the public. For all of these reasons, the financial statements attached as *Exhibit D* to Dominion's Application should be protected from public disclosure by a Protective Order of the Commission.

WHEREFORE, Dominion Telecom, Inc. respectfully requests that the Illinois Commerce Commission grant this Motion for Protective Order with respect to the financial statements attached as *Exhibit D* to its Application for a Certificate of Local and Interexchange Authority to Operate as a Reseller and Facilities Based Carrier of Telecommunications Services in the State of Illinois, and filed *under seal* in this proceeding.

Respectfully submitted,

DOMINION TELECOM, INC.

By: Brett A. Freedson
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Its Attorneys

Dated: September 25, 2001