Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FCC 17M-01

In the Matter of	)	
	)	
Entercom License, LLC	)	MB Docket No. 16-357
Applications for Renewal of License for Station	)	Facility ID No. 65483
KDND(FM), Sacramento, California	)	File Nos. BRH-20050728AUU and
	)	BRH-20130730ANM
	)	

PROTECTIVE ORDER

Issued: January 10, 2017 **Released:** January 10, 2017

1. This Protective Order (the "Order") is intended to protect trade secrets and other commercially sensitive confidential information contained in (i) documents that are produced, given or exchanged by and among the Parties, or produced by non-parties, as part of discovery in this Proceeding; (ii) documents that have been provided to the Federal Communications Commission ("the Commission") in connection with any investigation concerning Entercom License, LLC ("Entercom License") that pre-dated this Proceeding; and (iii) documents and testimony in this Proceeding. The Order is not intended to constitute a resolution of the merits concerning whether any Confidential Information or Highly Confidential Information would be released publicly by the Commission upon a proper request under the Freedom of Information Act or other applicable law or regulation, including 47 C.F.R. § 0.442.

2. *Definitions.*

a. Authorized Representative. "Authorized Representative" means an individual who has signed and filed a Declaration in the form of Attachment A to this Order and is one of the following:

i. As to Confidential Information (excluding Highly Confidential Information), In-House Counsel engaged in the conduct of this Proceeding and their associated clerical staff to the extent reasonably necessary to assist In-House Counsel in rendering professional services in this Proceeding;

ii. Individuals who are independent of any Reviewing Party (*i.e.*, not a principal or employee of any Reviewing Party) or experts engaged to furnish technical or other expert advice or services or are otherwise engaged to prepare material for the express purpose of participating in this Proceeding or directing or overseeing prosecution or defense of this Proceeding; and

iii. Any person designated by the Presiding Judge in the public interest.

b. Commission. "Commission" means the Federal Communications Commission or any arm of the Commission acting pursuant to delegated authority; provided, however, that such definition shall not include the Enforcement Bureau for the purposes of Paragraphs 3, 5-7, 11-14, and 18.

c. Confidential Information. "Confidential Information" means information, whether in oral or written form, so designated by a Designating Party upon a good faith determination that such information constitutes trade secrets or commercial or financial information privileged or confidential within the meaning of Exemption 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4), or any other *bona fide* claim of right or privilege. Confidential Information includes additional copies of, notes regarding, and information derived from Confidential Information. Confidential Information also includes transcripts of hearing sessions to the extent described in Paragraphs 9 and 10. Materials from previous litigation that were not designated previously as Confidential or Highly Confidential may not be designated as Confidential in this Proceeding pursuant to this Order.

d. Declaration. "Declaration" means a sworn declaration in the form of Attachment A to this Order.

e. Designating Party. "Designating Party" means a person or entity that seeks confidential or highly confidential treatment pursuant to this Order for Confidential Information that is so designated and is submitted, exchanged, provided, filed, served, and/or delivered in this Proceeding. **The Designating Party shall mark the information for which it seeks protection as either "Confidential Information" or "Highly Confidential Information," but not both.**

f. Enforcement Bureau. "Enforcement Bureau" means the Enforcement Bureau of the Commission.

g. Highly Confidential Information. "Highly Confidential Information" means Confidential Information so designated by a Designating Party upon a determination in good faith that such information would, if disclosed to a counterparty or competitor of the Designating Party, significantly disadvantage the current or future negotiating position or competitive position of the Designating Party. Materials from previous litigation that were not designated previously as Confidential and/or Highly Confidential may not be designated as Highly Confidential in this Proceeding pursuant to this Order.

h. In-House Counsel. "In-House Counsel" means an employee or contractor of a Reviewing Party who:

i. is an attorney admitted as an active member in good standing of the bar by the highest court in at least one state of the United States or the District of Columbia;

ii. has not been suspended, disbarred, disciplined, or refused admittance to the bar in any other state; and

iii. does not have more than five percent of the equity or five percent of the voting power of the Reviewing Party.

i. Outside Counsel. "Outside Counsel" means the law firm(s) and attorneys filing Notice(s) of Appearance and representing the Parties in this Proceeding, including any firm's attorneys, paralegals, clerical staff members, or other employees reasonably necessary to assist in rendering professional services in this Proceeding. For the avoidance of any doubt, Outside Counsel shall exclude any employee or In-House Counsel of any of the Parties. Outside Counsel are entitled to receive and review Confidential and Highly Confidential Information without signing or filing a Declaration.

j. Parties. The "Parties" to this Proceeding are Entercom License; the Enforcement Bureau; and Media Action Center/Sue Wilson. No other entity or natural person may become a Reviewing Party in this Proceeding absent the express, written authorization of the Presiding Judge. No entity or natural person other than one of the Parties or a non-party who produces documents or gives testimony in this Proceeding may become a Designating Party in this Proceeding absent the express, written consent of all of the Parties and the express, written authorization of the Presiding Judge.

k. Presiding Judge. "Presiding Judge" means the Honorable Richard L. Sippel, Chief Administrative Law Judge, or such other official as may subsequently be appointed by the Commission or the Chief Administrative Law Judge to preside over this Proceeding.

l. Proceeding. "Proceeding" means the proceeding to adjudicate the issues designated for hearing in *Entercom License, LLC*, Hearing Designation Order, and Notice of Opportunity for Hearing, MB Docket No. 16-357, FCC 16-153, 31 FCC Rcd 12196 (rel. Oct. 27, 2016).

m. Reviewing Party. "Reviewing Party" means a person who has obtained access to Confidential and/or Highly Confidential Information pursuant to the terms of this Protective Order for purposes of review.

3. *Claim of Confidentiality.* A Designating Party may designate information either as "Confidential Information" or "Highly Confidential Information" consistent with those terms in Paragraphs 2(c) and 2(g) of this Order.

a. The Presiding Judge or the Commission may, *sua sponte* or upon petition, determine that all or part of the information claimed as "Confidential Information" is not entitled to protection as such because it is not a trade secret or commercial or financial information privileged or confidential within the meaning of Exemption 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4), or any other *bona fide* claim of right or privilege.

b. The Presiding Judge or the Commission may, *sua sponte* or upon petition, determine that all or part of any information claimed as "Highly Confidential Information" is not entitled to protection as such because its disclosure to a counterparty or competitor of the Designating Party, would not significantly disadvantage the current or future negotiating position or competitive position of the Designating Party.

c. Prior to making any determination under subparagraph (a) or (b) that designated information is not entitled to protection as Confidential Information or Highly Confidential Information, the Presiding Judge or the Commission shall afford the Designating Party notice and opportunity to comment. The Designating Party shall bear the burden of establishing that information is entitled to protection as Confidential Information or Highly Confidential information.

4. *Procedures for Claiming Documents and Data Are Confidential or Highly Confidential.*

a. Documents or data shall be designated either as Confidential Information or Highly Confidential Information (but not both) for purposes of this Order by affixing the legend "CONFIDENTIAL [OR HIGHLY CONFIDENTIAL] INFORMATION SUBJECT TO PROTECTIVE ORDER (FCC 17M-01) (FCC 17M-01) IN FCC MB DOCKET NO. 16-357" to the front page of the document containing such information or, for data, to the outside of the container or medium in which the data is produced. The inadvertent failure to designate a document or data as Confidential Information or Highly Confidential Information does not constitute a waiver of such claim and may be corrected by supplemental written notice and declaration of justification at any time, accompanied by a copy of the document or data bearing the appropriate legend, with the effect that such document or data shall be subject to the protections of this Order from the time it is designated as Confidential Information or Highly Confidential Information.

b. To the extent any Party desires to include, utilize, or refer to any Confidential Information or Highly Confidential Information in written discovery served on any other Party, the legend "CONFIDENTIAL [OR HIGHLY CONFIDENTIAL] INFORMATION SUBJECT TO PROTECTIVE ORDER (FCC 17M-01) IN FCC MB DOCKET NO. 16-357" shall be affixed to the front page of such written discovery.

c. Confidential Information or Highly Confidential Information submitted in writing to the Presiding Judge or the Commission shall be filed under seal and shall bear on the front page, "CONFIDENTIAL [OR HIGHLY CONFIDENTIAL] INFORMATION SUBJECT TO PROTECTIVE ORDER (FCC 17M-01) IN FCC MB DOCKET NO. 16-357." Such filings shall also comply with Paragraph 11 of this Protective Order.

5. *Storage of Confidential Information at the Commission.* The Secretary of the Commission or the other Commission staff or the Enforcement Bureau trial staff to whom Confidential Information or Highly Confidential Information is submitted shall place the Confidential Information or Highly Confidential Information in a non-public file. Confidential Information or Highly Confidential Information shall be segregated in the files of the Commission, and shall be withheld from inspection by any person not bound by the terms of this Protective Order, unless such Confidential Information or Highly Confidential Information is released from the restrictions of this Order either through agreement of the parties, or pursuant to the order of the Presiding Judge, the Commission, or a court having jurisdiction.

6. *Access to Confidential Information.*

a. The following persons may obtain access to Confidential Information and Highly Confidential Information without executing the attached Declaration: (i) the Presiding Judge and his staff; (ii) Enforcement Bureau trial staff; (iii) the hearing (or deposition) reporter; (iv) to the extent exceptions or other pleadings containing Confidential Information or Highly Confidential Information are filed with the Commission, the Chairman, Commissioners or other Commission staff working on or assisting the Commission in connection with its decision on such exceptions or other pleadings in this Proceeding; (v) to the extent there is any judicial review of actions in this Proceeding, any reviewing court and its associated personnel; (vi) a Reviewing Party's Outside Counsel; and (vii) paralegals, service vendors, or other non-attorney employees or contractors of an Authorized Representative for the purpose of 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.

b. Except as provided in subparagraph (a), Confidential Information (but not Highly Confidential Information) may be disclosed, summarized, described, characterized or otherwise communicated or made available in whole or in part only to Authorized Representatives, as defined by Paragraph 2(a) of this Order. Before an Authorized Representative may obtain any access to Confidential Information, such person must sign, file, and produce forthwith to the Designating Parties a Declaration.

c. Except as provided in subparagraph (a), Highly Confidential Information may be disclosed, summarized, described, characterized or otherwise communicated or made available in whole or in part only to (i) an expert, service vendor, or consultant who is not an employee of a Reviewing Party and is working with a Reviewing Party's Outside Counsel; or (ii) to a particular Authorized Representative only to the extent that the Presiding Judge or the Commission determines, based on a showing by the Reviewing Party, that the Authorized Representative has a compelling need to access specific Highly Confidential Information. Before an expert, service vendor, or consultant who is not an employee of a Reviewing Party and is working with a Reviewing Party's Outside Counsel or any Authorized Representative may obtain any access to Highly Confidential Information, such person must sign, file, and produce forthwith to the Designating Parties a Declaration.

d. Highly Confidential Information shall be disclosed to an outside consultant or expert only according to the terms of this subparagraph; and any such outside consultant or expert shall use Highly Confidential Information solely for the preparation and conduct of this Proceeding and not for any other purpose (including but not limited to competitive business purposes). For the purposes of this Order, an outside consultant or expert shall be restricted to a person who is retained or employed as a *bona fide* consultant or expert for purposes of this Proceeding, whether full or part time, by or at the direction of the Reviewing Party's Outside Counsel, and his or her staff who have signed a Declaration. The outside consultant or expert shall be a person who, during the pendency of this Proceeding and for a period of 18 months from the entry of the final termination of this Proceeding will not negotiate, advise, or otherwise work for any person or entity, where such representation would be adverse to the Designating Party. Before disclosing any Highly Confidential Information materials, documents or information covered by this Order to any such outside consultant or expert, each outside consultant or expert so retained or employed shall sign, file, and produce forthwith to the Designating Parties a Declaration to confirm that he or she has read this subparagraph, meets the requirements of this subparagraph, and is bound by the obligations set forth herein.

7. *Access to Confidential Information.* In all cases where access to Confidential Information or Highly Confidential Information by Authorized Representatives is permitted pursuant to Paragraph 6, before reviewing or having access to any Confidential Information, each person seeking such access shall execute a Declaration, file it with the Commission, and produce it to the Designating Party by email through their Outside Counsel. Except as provided in Paragraph 6, no person may have access to or review Confidential Information or Highly Confidential Information until five (5) business days have elapsed from the day his or her Declaration has been filed and served upon the other Parties or until any objections to his or her access to Confidential Information or Highly Confidential Information are resolved. Each Party (other than the Enforcement Bureau) shall have an opportunity to object to the disclosure of its Confidential Information or Highly Confidential Information to any person who signs a

Declaration. Any objection must be filed with the Presiding Judge and served on Outside Counsel representing, retaining, or employing such person as promptly as practicable after receipt of the relevant Declaration, but in no event later than five (5) days of receipt of the Declaration. Until any such objection is resolved by the Presiding Judge or the Commission and, if appropriate, any court of competent jurisdiction prior to any disclosure, and unless such objection is resolved in favor of the person seeking access, persons subject to an objection from a Party (other than the Enforcement Bureau) shall not have access to Confidential Information or Highly Confidential Information.

8. *Use of Confidential Information and Highly Confidential Information.* Except as provided in Paragraph 6(d) of this Order, Confidential Information and Highly Confidential Information shall be used solely for the preparation and conduct of this Proceeding; shall not be used for any other purpose (including but not limited to competitive business purposes); and shall not be disclosed to anyone or published in any manner except in accordance with this Order. This Order shall not preclude the use of any material or information that is in the public domain or has been developed independently by any other person who has not had access to Confidential Information or Highly Confidential Information nor otherwise learned of its contents. Should the Commission rely upon or otherwise make reference to the contents of any of the Confidential Information or Highly Confidential Information in its decision in this Proceeding, it will do so by redacting any Confidential Information or Highly Confidential Information from the public version of the decision and by making the unredacted version of the decision available only to a court and to those persons entitled to access to Confidential Information and Highly Confidential Information under this Order.

9. *Use of Confidential Information or Highly Confidential Information in Deposition Testimony, Oral Hearing Testimony and Oral Argument.*

a. If any Reviewing Party desires to include, utilize, or refer to any Confidential or Highly Confidential Information in testimony or exhibits during the hearing or during a deposition in such a manner that might require disclosure of such material, it shall use such Confidential Information or Highly Confidential Information in a manner reasonably calculated to ensure that its confidentiality is maintained.

b. Examination of a witness concerning Confidential Information or Highly Confidential Information shall be conducted in camera and closed to all persons except Authorized Representatives of Reviewing Parties, Enforcement Bureau trial staff, the Presiding Judge and his staff, a witness then testifying, and the hearing reporter. Upon objection by any party that oral testimony during the hearing is likely to lead to discussion of Confidential Information or Highly Confidential Information, the Presiding Judge may order the hearing room to be closed during such period as set forth above. Persons present at the hearing may not disclose the contents of the testimony during such closure to any person that is not an Authorized Representative of a Reviewing Party, or is not Enforcement Bureau trial staff, prior to the designation of Confidential Information or Highly Confidential Information in transcripts described in Paragraph 10 of this Protective Order. With respect to testimony

regarding Non-Confidential Information, the hearing will not be closed; nor will the hearing be closed for examination of a witness concerning, or testimony likely to lead to discussion of, information designated as "Confidential Information" or "Highly Confidential Information" if the designation is or has been successfully challenged.

c. Persons present at the hearing may not disclose Confidential Information or Highly Confidential Information included in witness testimony or oral argument to any person that is not an Authorized Representative of a Reviewing Party, or is not Enforcement Bureau trial staff, prior to the designation of Confidential Information or Highly Confidential Information in transcripts described in Paragraph 10 of this Protective Order.

10. *Designation of Confidential Information or Highly Confidential Information in Transcripts.*

a. Deposition testimony may be designated as Confidential Information or Highly Confidential Information by (i) a statement on the record, by counsel, at or before the conclusion of the deposition; or (ii) by written notice, sent by counsel to all parties within five (5) business days after the receipt of the preliminary transcript of the deposition. Deposition testimony shall be considered Confidential Information or Highly Confidential Information until five (5) business days from the receipt by counsel of the preliminary transcript, so as to allow for possible designation under subparagraph (a)(ii). The parties may modify this procedure for any particular deposition through agreement on the record at such deposition, or other written agreement, without further order of the Presiding Judge.

b. The transcripts of oral hearing testimony and oral argument will be considered Confidential Information or Highly Confidential Information until seven (7) business days after the transcript for the last day of the hearing involving the Parties to this Protective Order is made available to the Parties by the hearing reporter. During this period, any of the Reviewing Parties may designate portions of the transcripts as Confidential Information or Highly Confidential Information by identifying the page numbers and specific language so designated in a confidential submission filed with the Office of the Secretary and served on counsel to each of the Parties. Such designation shall consist of a substitute transcript page in which the designated Confidential Information or Highly Confidential Information is redacted. Pages redacted pursuant to this paragraph must be clearly marked "Redacted." Following this seven (7) business day period, the transcripts, except for portions designated by one or more of the Reviewing Parties as Confidential Information or Highly Confidential Information, will no longer be deemed Confidential Information or Highly Confidential Information. Except to the extent that other individuals are entitled to

receive Confidential Information or Highly Confidential Information pursuant to Paragraph 6 the hearing reporter shall not provide transcripts containing Confidential Information or Highly Confidential Information to anyone other than Outside Counsel for the Parties in this Proceeding, Enforcement Bureau trial staff, and the Presiding Judge and his staff.

11. *Use of Confidential Information or Highly Confidential Information in Pleadings or Filings.* Parties may, in any pleadings or other documents that they file in this Proceeding reference Confidential Information or Highly Confidential Information, but only if they comply with the following procedures.

a. Any portions of the filings that contain or disclose Confidential Information or Highly Confidential Information must be physically segregated from the remainder of the filings and filed under seal in accord with the remainder of this paragraph. This requirement is satisfied when a Party files (1) a redacted version of the document; and (2) a non-public version of the document (of which only one copy should be filed) that contains the Confidential Information or Highly Confidential Information and bears the legend set forth in Paragraph 11(c).

b. The portions or versions of pleadings containing or disclosing Confidential Information or Highly Confidential Information must designate the specific portions of the pleading containing such Confidential Information or Highly Confidential Information.

c. The cover page and each page of any Party's filing that contains or discloses Confidential Information or Highly Confidential Information subject to this Order must be clearly marked: "CONFIDENTIAL [OR HIGHLY CONFIDENTIAL] INFORMATION SUBJECT TO PROTECTIVE ORDER (FCC 17M-01) IN FCC MB DOCKET NO. 16-357."

d. The confidential version of the pleading, to the extent it is required to be served, shall be served upon the Secretary of the Commission, Outside Counsel, and Enforcement Bureau trial staff, with a courtesy copy to the Presiding Judge and his attorney advisor(s). Such confidential versions shall be filed under seal, and shall not be placed in the Commission's Public File unless the Commission directs otherwise (with notice to the Designating Party and an opportunity to comment on such proposed disclosure). Except as provided above, Parties may not provide courtesy copies of pleadings containing Confidential Information or Highly Confidential Information to any other person, including the Chairman, Commissioners, or Commission staff.

12. *Requests for Additional Disclosure.* If any person requests that the Commission disclose Confidential Information or Highly Confidentiality Information outside the terms of this Protective Order, that request will be treated in accordance with Sections 0.442 and 0.461 of the Commission's Rules, 47 C.F.R. §§ 0.442, 0.461.

13. *Violations of Order.* Should a Reviewing Party that has properly obtained access to Confidential Information or Highly Confidential Information under this Order violate any of its terms, it shall immediately convey that fact to the Designating Party, which may choose to bring it to the attention of the Presiding Judge as appropriate. Further, should such violation consist of improper disclosure or use of Confidential Information or Highly Confidential Information, the violating party shall take all necessary steps to remedy the improper disclosure or use. The violating party shall also immediately notify the Designating Party, in writing, of the identity of each party known or reasonably suspected to have obtained the Confidential Information or Highly Confidential Information through any such disclosure. The Commission and, to the extent that the Commission's authority is so delegated, the Presiding Judge, retain their full authority to fashion appropriate sanctions for violations of this Order, including but not limited to suspension or disbarment of attorneys from practice before the Commission, forfeitures, cease and desist orders, and denial of further access to Confidential Information or Highly Confidential Information in this or any other Commission proceeding. Nothing in this Order shall limit any other rights and remedies available to the Designating Party at law or equity against any party using Confidential Information or Highly Confidential Information in a manner not authorized by this Order.

14. *Termination of Proceeding.* Within two weeks after final resolution of this Proceeding (which includes any administrative or judicial appeals), Authorized Representatives shall, at the direction of the Designating Party, make their best efforts to destroy or return to the Designating Party all Confidential Information and Highly Confidential Information as well as all copies and derivative materials made, and shall certify in a writing served on the Designating Party that such best efforts have been conducted to ensure that no Confidential Information or Highly Confidential Information has been retained by any person having access thereto, except that each Outside Counsel representing a Reviewing Party may retain two paper copies and one electronic copy of all pleadings filed in this Proceeding, all transcripts created in connection with this Proceeding, and all attorney work product regardless of whether such pleadings, transcripts or work product contain Confidential Information or Highly Confidential Information. Any Confidential Information or Highly Confidential Information contained in any copies of pleadings, transcripts or work product retained by counsel to a Reviewing Party or in materials that have been destroyed pursuant to this paragraph shall be protected from disclosure or use indefinitely in accordance with this Protective Order unless such Confidential Information or Highly Confidential Information is released from the restrictions of this Order either through agreement of the parties, or pursuant to the order of the Presiding Judge, the Commission, or a court having jurisdiction. Authorized Representatives shall have a continuing obligation to destroy any previously undestroyed documents if and when they are discovered.

15. *No Waiver of Confidentiality.* Disclosure of Confidential Information or Highly Confidential Information as provided herein shall not be deemed a waiver by the Designating Party of any entitlement to confidential treatment of such Confidential Information or Highly Confidential Information. Reviewing Parties, by viewing these materials: (a) agree not to assert any such waiver; (b) agree not to use Confidential Information or Highly Confidential Information in any proceeding other than such as permitted herein unless obtained independently of this Proceeding; and (c) agree that accidental disclosure of Confidential Information or Highly Confidential Information shall not be deemed a waiver of entitlement to confidential treatment of such Confidential Information or Highly Confidential Information.

16. *Subpoena by Courts, Departments, or Agencies.* If a court or a federal or state department or agency issues a subpoena or orders production of Confidential Information or Highly Confidential Information that a party has obtained under terms of this Protective Order, such party shall promptly notify in writing each Designating Party of the pendency of such subpoena or order. The Designating Party shall have a full opportunity to oppose such production at least five (5) business days prior to the production or disclosure of any Confidential Information or Highly Confidential Information.

17. *Additional Rights Preserved.* The entry of this Order is without prejudice to the rights of the Designating Party to apply for additional or different protection where it is deemed necessary or to the rights of Reviewing Parties to request further or renewed disclosure of Confidential Information or Highly Confidential Information.

18. *Effect of Order.* This Order constitutes an order of the Presiding Judge and an agreement among the Parties and the persons executing the attached Declaration. This Order will continue in force until modified by the Presiding Judge or the Commission, and its protections will remain in force after the conclusion of the hearing phase of this Proceeding.

19. *Authority.* This Order is issued pursuant to Sections 4(i) and 4(j) of the Communications Act, as amended, 47 U.S.C. §§ 154(i), (j) and 47 C.F.R. §§ 0.457(d), 1.313, and Section 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4).

FEDERAL COMMUNICATIONS COMMISSION

Richard L. Sippel

Richard L. Sippel
Chief Administrative Law Judge

Washington, DC
January 10, 2017

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
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Entercom License, LLC	)	MB Docket No. 16-357
Applications for Renewal of License for Station	)	Facility ID No. 65483
KDND(FM), Sacramento, California	)	File Nos. BRH-20050728AUU and
	)	BRH-20130730ANM
	)	

ATTACHMENT A TO PROTECTIVE ORDER DECLARATION

I, , hereby declare under penalty of perjury that I have read the Protective Order that has been entered by the Presiding Judge with respect to the above-captioned cases, and that I agree to be bound by its terms pertaining to the treatment of Confidential Information and Highly Confidential Information submitted by parties to this Proceeding, including, without limitation, the provisions of Paragraph 14 concerning destruction or return of Confidential Information or Highly Confidential Information. I understand that the Confidential Information and Highly Confidential Information shall not be disclosed to anyone or published in any manner except in accordance with the terms of the Protective Order, and shall be used only for purposes of the above-captioned Proceeding (except as otherwise provided in the Protective Order). In particular, I will not use the Confidential Information or Highly Confidential Information for competitive commercial or business purposes, including competitive decision-making. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission. I acknowledge that this Declaration is also a binding agreement with the Designating Party.

To the extent that I am an outside consultant or expert as defined in Paragraph 6(d) of the Protective Order, I agree to be bound by the restrictions on my activities described in subparagraph 6(d).

(Signed) _____

(printed name)_____
(representing) _____ (title) _____
(employer)_____ (address) _____
(phone) _____ (date)_____