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October 17, 1997

Mr. William F. Caton
Secretary
Federal Communications Commission
1919 M Street, NW - Room 222
Washington, DC 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

RE: Ex Parte Notice
CC Docket No. 96-262

Dear Mr. Caton:

On Friday, October 17, 1997 Wendy Bluemling, SNET; Ted Heckman, Cincinnati Bell; Jeff Pursely, Aliant; Dwayne Dowtin, Citizens; Charles Margolen, Cincinnati Bell; John Hunter, USTA; Frank McKennedy, USTA and myself met with Jane Jackson, Rich Lerner, Chris Barnekov and Aaron Goldschmidt of the Competitive Pricing Division and Jeff Lanning of the Office of General Counsel.

The individual company representatives discussed the status of access markets in their particular serving areas, including current initiatives at the state level and competition. The attached documents were distributed.

The original and a copy of this ex parte notice are being filed in the Office of the Secretary on October 17, 1997. Please include it in the public record of the above-referenced proceeding.

Respectfully submitted,

Linda L. Kent
Associate General Counsel

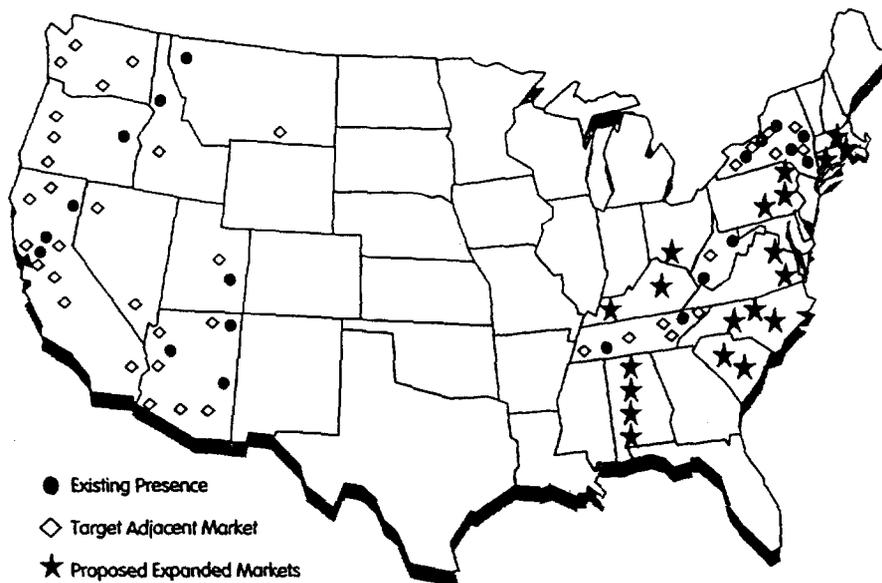
Attachments (2)

cc: J. Jackson
R. Lerner
C. Barnekov
A. Goldschmidt
J. Lanning

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List ABCDE

citizenstelecom

3 High Ridge Park
Stamford, CT 06905
1-800-877-4389
www.czn.net



At a glance

Sector Leadership: Ronald E. Spears
Customers: 832,879 in 12 states
Access lines: 850,000
1995 Revenues: \$616,746,834
1995 Capital Expenditures: \$144,613,000
1995 Capital Investment: \$1,814,453,812
Corporate office: 3 High Ridge Park,
Stamford, Connecticut 06905
Region offices: Johnstown, NY,
Elk Grove, CA, and an administrative
office in Dallas, TX
Number of employees: 3,098
Local serving areas:

Many of the small and medium-sized communities Citizens Telecom serves, are experiencing population growth rates three to four times that of the national average of 1% per annum.

Citizens Telecom employees are there in the communities, where they live and work, involved in the many community organizations and events.

Citizens Telecom – A profile

Citizens Telecom is the nation's 15th largest telecommunications provider with assets in excess of \$2 billion. Serving customers across the nation, Citizens Telecom provides a single source for telecommunications needs ranging from basic telephone, long distance and wireless services and cable television. For the business-to-business customers, Citizens Telecom provides access and wholesale products.

As the industry rapidly changes, Citizens Telecom is quickly changing also. The organization is transforming itself into a competitive, market-facing organization, and to support this strategy is a newly introduced diversified portfolio of products and services.

The Stamford, Connecticut-based organization is part of Citizens Utilities, which has reported 51 consecutive years of record earnings, an earning momentum unlike any other publicly traded company. Citizens Series A and Series B shares are traded on the New York Stock Exchange under the symbols CZNA and CZNB, respectively.

Beyond phones

Timing couldn't be better for Citizens Telecom with the passage of the Telecommunications Act of 1996. The organization is pushing beyond its history as a basic telephone service provider and entering new, competitive markets.

Whether the new law results in actual local telephone competition, Citizens Telecom is taking full advantage of its growing presence in second and third-tier markets adjacent to or near large markets in areas such as Fresno, Albany, Memphis, Nashville, Rochester and Sacramento. This growth expansion provides insulation from the impact of deregulation that many other telecommunications companies are facing.

Growth in an ever-increasingly competitive industry

To continue its levels of performance, Citizens Telecom will continue to build value for its customers, employees and shareholders. It will continue to diversify its products and services, actively seek opportunities to compete in the telecommunications industry, and execute its growth strategy.

That strategy includes pursuing new growth in secondary and third-tier markets by expanding geographic coverage to adjacent markets; offering a high-quality portfolio of products, leading with long distance; and developing a state-of-the-art distribution platform connecting the organization's markets which serve both retail and wholesale customers.

Growth will also come from acquisitions, joint ventures that will bring new products and services to customers, and internal growth. By the year 2000, Citizens Telecom expects to aggressively expand to 3 million access lines. It will continue to rely on management strategy, technological expertise, a highly skilled staff and a commitment to providing state-of-the-art customer service.

The lines of growth : Portfolio of products and services

THE EARLY YEARS

- As part of Citizens Utilities, Citizens Telecom enjoyed years of steady earnings and growth.
- Citizens Telecom served customers in three states: Arizona, California and Pennsylvania.

1993

- Agreement with GTE to acquire 502,000 access lines in 9 states. This bold move quadrupled the size of Citizens Telecom's operations, increased business volume by 350% and ranked the organization as the 7th largest independent telephone company in the country.

1994

- Agreement with ALLTEL to acquire 110,000 access lines in 8 states and cable systems serving over 7,000 customers.

1995

- The Telecom Sector, now the fastest growing of Citizens Utilities' sectors. Ronald E. Spears joins Citizens Telecom to provide able leadership through the fast-changing Telecommunications Industry. The passage of the Telecommunications Act looms on the horizon.
- Once only a basic telephone service provider, Citizens Telecom begins looking to the future with the purchase of Flex Communications, a long distance company.

1996

- SS7 Advanced Intelligent network spanning both coasts operational
- National long distance network installed
- State-of-the-art Network Access Center opens for Interexchange and exchange customers' Access Service Requests and provisioning needs
- Network Operations Center opens with the most advanced monitoring systems

As the pace of life continues to accelerate, Citizens Telecom delivers products and services that customers value, in ways that suit their busy lives and businesses. Here's a glimpse inside Citizens Telecom's portfolio:

Retail products

Local Telephone service is provided to residential and business customers who live in small and medium-sized growing communities.

Citizens Telecom's telephone service includes a full range of the latest CLASS services. Businesses will enjoy an advanced network and cost-effective communications.

Citizens Long Distance offers a full range of long distance services, including fax/data communication and direct dial.

Citizens Paging offers local, regional and national coverage. Numeric and alphanumeric services are available.

Citizens Calling Cards offer competitive rates on calls using Citizens Telecom's long distance network. Prepaid calling cards are also available.

Citizens Link will soon connect customers to the World Wide Web and beyond. Projected date for availability is year-end 1996.

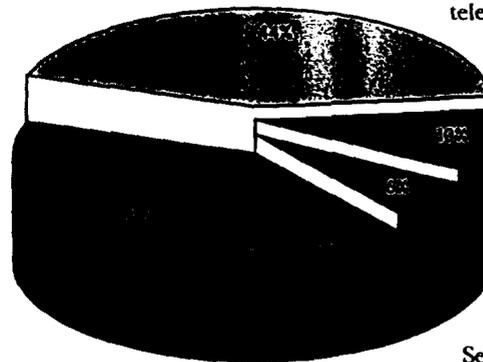
Access products

Citizens Telecom is a premier access provider, offering traffic distribution and underlying network facilities in extended market areas.

Some of the organization's access customers are the world's largest - AT&T, MCI, Sprint and the former Bell Operating Companies, as well as other nontraditional telecommunications providers.

Switched Access and the most popular Special Access products as well as Billing & Collections are available.

Serving as a premier access provider, Citizens Telecom recently launched a Network Access Service Center for Access Service Requests and provisioning.



Revenue Distribution



Wholesale products

Wholesale products are also available to companies which desire to resell long distance and basic telephone service, among other products. Citizens Telecom offers wholesale long distance over a Signaling System 7 (SS7) Intelligent Network. State-of-the-art network monitoring is available through the sophisticated and impressive Network Operations Support Center which offers around-the-clock support.

Investor information

Citizens Utilities, which provides telecommunications, natural gas, electric, water and wastewater treatment to approximately 1.6 million customers in 20 states, has 51 consecutive years of increased revenues, net income, earnings per share and dividends. Citizens Series A and Series B shares are traded on the New York Stock Exchange under the symbols CZNA and CZNB, respectively. Citizens' common stock holds Standard & Poors' highest common stock ranking, A+. Citizens' long-term debt is rated AA+ by Standard & Poors and Fitch, and Aa3 by Moodys. Citizens' commercial paper carries the highest possible short-term debt ratings from Standard & Poors and Fitch. For questions about Citizens Utilities contact: Brigid Smith, assistant vice president, communications. Telephone 1-800-877-4389 • E-mail bsmith@czn.com

For further information

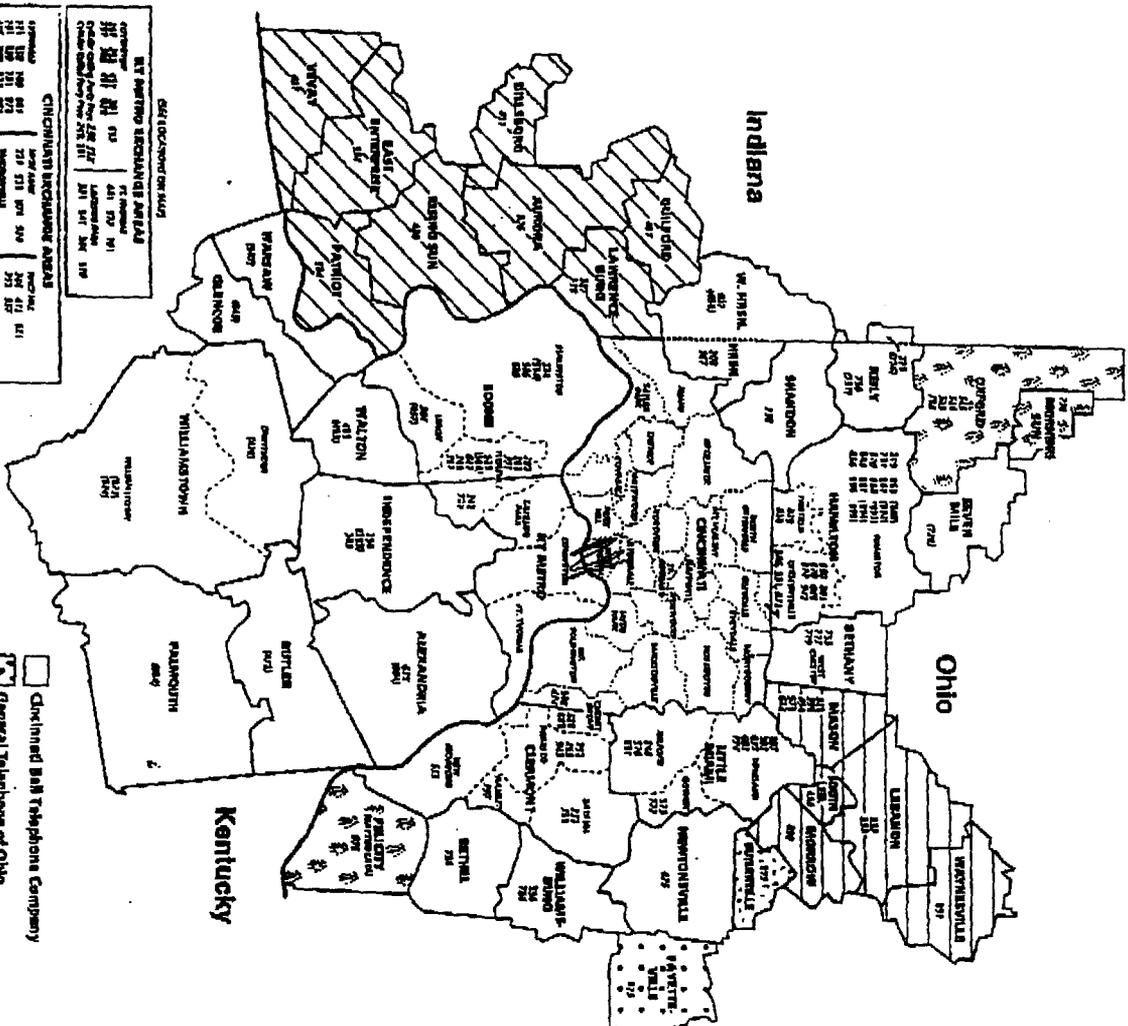
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Cincinnati LATA



AREA CODES

INDIANA

OHIO

KENTUCKY

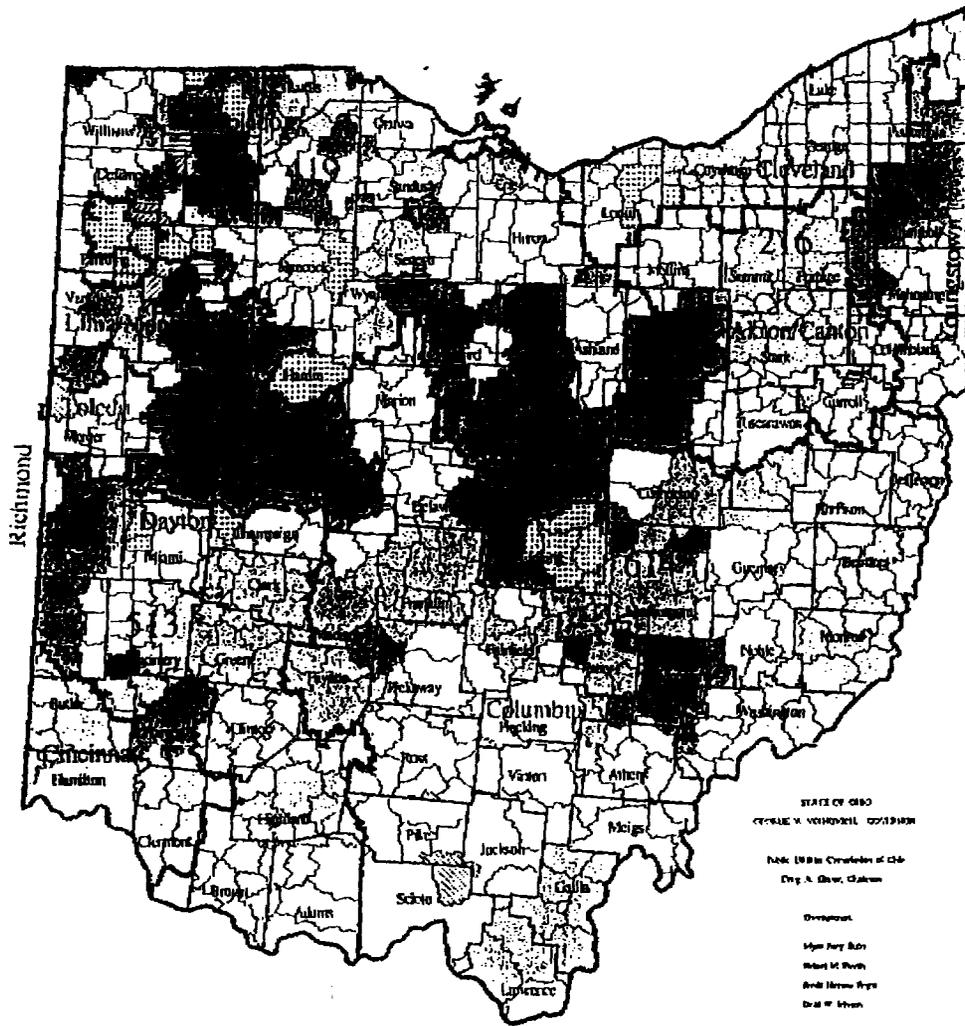
CINCINNATI

AREA CODES

Area Code	City	Area Code	City
513	Cincinnati	502	Cincinnati
513	Cincinnati	502	Cincinnati
513	Cincinnati	502	Cincinnati

- Cincinnati Bell Telephone Company
 - General Telephone of Ohio
 - United Telephone Company of Ohio
 - Harlan Telephone Company
 - Fayetteville Telephone Company
 - United Telephone Company of Indiana
- Note: Some 800 codes are shared by all participating services, such as paging and radiotelephone services.
- * 800 codes in 1 / Indiana land area services.





STATE OF OHIO
 OFFICE OF TELEPHONE SERVICE

DATE: 1995 in Cooperation of Ohio
 Dept. of Public Safety

Legend:

- High Rise Area
- Metropolitan Area
- Small Metropolitan Area
- Local Area

Telephone Exchanges, LATAs, and Area Codes in Ohio

1995

AMERITECH	ARCADIA (TDS)	FORT JENNINGS	ORWELL
ALLTEL (NBO)	ARTHUR MUTUAL	FRONTIER	OTTOWILLE MUTUAL
CENTURY	AYERSVILLE	GERMAN TOWN	PATTERSONVILLE
CEBELCO/TE	BASCOM MUTUAL	GLANDORF	RIDGEVILLE
CINCINNATI BELL	BENTON RIDGE	KALIDA	SHERWOOD MUTUAL
GTE NORTH	BUCKLAND	LITTLE MIAND (TDS)	SYCAMORE
UNITED OF OHIO	CHAMPAIGN	MCCRURE	TELEPHONE SERVICE
WESTERN RESERVE	COLUMBUS GROVE	MIDDLE POINT HOME	UNITED OF INDIANA
Area Code Boundary	CONNEAUT	MIMFORD	VANLICE (TDS)
LATA Boundary	CONTINENTAL (TDS)	NEW KNOXVILLE	VAUGHNSVILLE
Combined Boundary	DOYLESTOWN	NTV	WABASH MUTUAL
	FARMERS MUTUAL	OAKWOOD (TDS)	