

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION AT CINCINNATI**

NECA-IBEW PENSION FUND (THE)	
DECATUR PLAN) and DENNIS PALKON,)	
Derivatively on Behalf of)	
CINCINNATI BELL INC.)	
)	
Plaintiffs,)	Case No. 1:11-cv-00451-TSB
)	
v.)	Judge Timothy S. Black
)	
PHILLIP R. COX, et al.,)	
)	
Defendants,)	
)	
-and-)	
)	
CINCINNATI BELL INC., an Ohio corporation,)	
)	
Nominal Party)	
)	

**ANSWER OF NOMINAL PARTY CINCINNATI BELL INC.
TO AMENDED VERIFIED SHAREHOLDERS DERIVATIVE COMPLAINT**

For its Answer to the Amended Verified Shareholders Derivative Complaint (“Amended Complaint”) Cincinnati Bell Inc. states as follows:

1. Cincinnati Bell Inc. admits that this case purports to be a shareholder derivative action on its behalf and that Cincinnati Bell Inc. is a nominal party to this case. Cincinnati Bell Inc. denies that the Amended Complaint is properly before the Court because the original Plaintiff did not timely seek leave to amend the original Complaint.

2. Without prejudice to whether the Amended Complaint is properly before the Court, Cincinnati Bell Inc. admits the allegations in paragraph 11 of the Amended Complaint

except to state that Cincinnati Bell Inc. is a holding company and that its subsidiaries provide the services identified.

3. Paragraphs 2 through 10 and 12 through 59 of the Complaint call for no response from Cincinnati Bell Inc.

Respectfully submitted,

/s/ Douglas E. Hart

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CERTIFICATE OF SERVICE

It is hereby certified that a copy of the foregoing was filed electronically with the Clerk of Court to be served by operation of the Court's electronic filing system upon all counsel of record herein this 4th day of November, 2011.

/s/ Douglas E. Hart