

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

CINCINNATI BELL INC.

(Exact name of registrant as specified in its charter)

Ohio 31-1056105  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

201 East Fourth Street  
Cincinnati, Ohio 45202  
(513) 397-9900

(Address, including zip code, of registrant's principal executive office)

CINCINNATI BELL INC.  
1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS  
(Full title of the plan)

William H. Zimmer III  
Secretary and Treasurer  
201 East Fourth Street  
Cincinnati, Ohio 45202  
(513) 397-9900

(Name, address including zip code, and telephone number including  
area code, of agent for service)

Please send copies of all communications to:

Neil Ganulin, Esq.  
Frost & Jacobs  
2500 PNC Center  
201 East Fifth Street  
Cincinnati, Ohio 45202  
(513) 651-6800

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount To be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Shares, Par value \$1.00 Per share	600,000	\$ 58.313	\$ 34,987,800	\$ 10,602.36
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(1) Estimated in accordance with Rule 457(c) pursuant to Rule 457(h)(i), based upon the average of the high and low prices per share on the New York Stock Exchange on May 27, 1997, solely for the purpose of calculation of the registration fee.

### ITEM 3. Incorporation of Certain Documents by Reference

The following documents have been filed by Cincinnati Bell Inc. (the "Company") with the Commission (File No. 1-8519) and are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 1996.
2. The Company's Quarterly Report on Form 10-Q for the period ended March 31, 1997.
3. The Company's Current Report on Form 8-K filed April 29, 1997.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Subsequently Filed Documents"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the date of filing such documents.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any Subsequently Filed Document modifies or supersedes such statement. Any such modified or superseded statement shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Company will provide without charge, upon written or oral request, to each person to whom a copy of this Registration Statement is delivered, a copy of any or all of the documents incorporated by reference herein, not including exhibits to such documents. Requests for such copies should be directed to the Secretary, Cincinnati Bell Inc., 201 East Fourth Street, Cincinnati, Ohio 45202, telephone number (513) 397-7700.

### ITEM 4. DESCRIPTION OF CAPITAL STOCK

The following is a summary description of the capital stock of the Company and is qualified by reference to the Company's Amended Articles of Incorporation (the "Articles") as filed with the Securities and Exchange Commission (see Exhibit 3.1 to this Registration Statement).

The authorized capital stock of the Company consists of 480,000,000 common shares, par value \$1.00 per share (the "Common Shares"), and 5,000,000 preferred shares, without par value (the "Preferred Shares"), of which 4,000,000 are voting preferred shares (the

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"Voting Preferred Shares"). At April 30, 1997, 67,840,709 Common Shares were outstanding. There are currently no Preferred Shares outstanding. The Board of Directors approved a two-for-one share split that was effected by issuing one additional Common Share for each Common Share outstanding at May 2, 1997.

All Common Shares of the Company are entitled to participate equally in such dividends as may be declared by the Board of Directors of the Company and upon liquidation of the Company, subject to the prior rights of any Preferred Shares. All Common Shares are fully paid and nonassessable.

Each shareholder has one vote for each Common Share registered in the shareholder's name. The Board of Directors is divided into three classes as nearly equal in size as the total number of directors constituting the Board permits. The number of directors may be fixed or changed from time to time by the shareholders or the directors.

The Board of Directors is authorized to issue the Preferred Shares from time to time in series and to fix the dividend rate and dividend dates,

liquidation price, redemption rights and redemption prices, sinking fund requirements, conversion rights, restrictions, if any, on the creation of indebtedness and on the issuance of such Preferred Shares, and certain other rights, preferences and limitations. Each series of Preferred Shares would rank, with respect to dividends and redemption and liquidation rights, senior to the Common Shares. It is not possible to state the actual effect of the authorization of any series of Preferred Shares upon the rights of holders of the Common Shares until the Board of Directors determines the rights of the holders of one or more series of Preferred Shares. However, such effects could include (a) restrictions on dividends on the Common Shares, (b) dilution of the voting power of the Common Shares to the extent that the Voting Preferred Shares have voting rights or (c) inability of the Common Shares to share in the Company's assets upon liquidation until satisfaction of any liquidation preference granted to the Preferred Shares.

No holders of shares of any class of the Company's capital stock have pre-emptive rights nor the right to exercise cumulative voting in the election of directors.

The transfer agent and registrar of the Common Shares is The Fifth Third Bank, Corporate Trust Services, 38 Fountain Square Plaza, Cincinnati, Ohio 45236.

#### CHANGE IN CONTROL

The following provisions of the Company's Articles and Ohio law might have the effect of delaying, deferring or preventing a change in control of the Company and would operate only with respect to an extraordinary corporate transaction, such as a merger, reorganization, tender offer, sale or transfer of assets or liquidation involving the Company and certain persons described below.

Ohio law provides that the approval of two-thirds of the voting power of a corporation is required to effect mergers and similar transactions, to adopt amendments to the articles of incorporation of a corporation and to take certain other significant actions. Although under Ohio law the articles of incorporation of a corporation may permit such actions to be taken by a vote that is less than two-thirds (but not less than a majority), the Company's Articles do not

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contain such a provision. The two-thirds voting requirement tends to make approval of such matters, including further amendments to the Articles, relatively difficult and a vote of the holders of in excess of one-third of the outstanding Common Shares of the Company would be sufficient to prevent implementation of any of the corporate actions mentioned above. In addition, Article Fifth classifies the Board of Directors into three classes of directors with staggered terms of office and the Company's Amended Regulations provide certain limitations on the removal from and filling of vacancies in the office of director.

Article Sixth of the Articles requires that certain minimum price requirements and procedural safeguards be observed by a person or entity after he or it becomes the holder of 10% or more of the voting shares of the Company if such person or entity seeks to effect mergers or certain other business combinations ("Business Combinations") that could fundamentally change or eliminate the interests of the remaining shareholders. If such requirements and procedures are not complied with, or if the proposed Business Combination is not approved by at least a majority of the members of the Board of Directors who are unaffiliated with the new controlling person or entity (taking into account certain special quorum requirements), the proposed Business Combination must be approved by the holders of 80% of the outstanding Common Shares and outstanding Voting Preferred Shares of the Company (collectively, "Voting Shares"), voting together as a class, notwithstanding any other class vote required by law or by the Articles. In the event the price criteria and procedural requirements are met or the requisite approval by such unaffiliated directors (taking into account certain special quorum requirements) is given with respect to a particular Business Combination, the normal voting requirements of Ohio law would apply.

In addition, Article Sixth of the Articles provides that the affirmative vote of the holders of 80% of the Voting Shares, voting as a single class, shall

be required to amend or repeal, or adopt any provisions inconsistent with, Article Sixth. An 80% vote is not required to amend or repeal, or adopt a provision inconsistent with, Article Sixth if the Board of Directors has recommended such amendment or other change and if, as of the record date for the determination of shareholders entitled to vote thereon, no person is known by the Board of Directors to be the beneficial owner of 10% or more of the Voting Shares, in which event the affirmative vote of the holders of two-thirds of the Voting Shares, voting as a single class, shall be required to amend or repeal, or adopt a provision inconsistent with, Article Sixth.

Ohio, the state of the Company's incorporation, has enacted Ohio Revised Code Section 1701.831, a "control share acquisition" statute, and Chapter 1704, a "merger moratorium" statute. The control share acquisition statute basically provides that any person acquiring shares of an "issuing public corporation" (which definition the Company meets) in any of the following three ownership ranges must seek and obtain shareholder approval of the acquisition transaction that first puts such ownership within each such range: (i) more than 20% but less than 33 1/3%; (ii) 33 1/3% but not more than 50%; and (iii) more than 50%.

The merger moratorium statute provides that, unless a corporation's articles of incorporation or regulations otherwise provide, an "issuing public corporation" (which definition the Company meets) may not engage in a "Chapter 1704 transaction" for three years following the date on which a person acquires more than 10% of the voting power in the

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election of directors of the issuing corporation, unless the "Chapter 1704 transaction" is approved by the corporation's board of directors prior to such voting power acquisition. A person who acquires such voting power is an "interested shareholder", and "Chapter 1704 transactions" involve a broad range of transactions, including mergers, consolidations, combinations, liquidations, recapitalizations and other transactions between an "issuing public corporation" and an "interested shareholder" if such transactions involve 5% of the assets or shares of the "issuing public corporation" or 10% of its earning power. After the initial three year moratorium, Chapter 1704 prohibits such transactions absent approval by disinterested shareholders or the transaction meeting certain statutorily defined fair price provisions.

Ohio has also enacted a "greenmailer disgorgement" statute which provides that a person who announces a control bid must disgorge profits realized by that person upon the sale of any equity securities within 18 months of the announcement.

In addition, Ohio has a "control bid" statute that provides for the dissemination of certain information and the possibility of a hearing concerning compliance with law in connection with a proposed acquisition of more than 10% of any class of equity securities of a corporation, such as the Company, that has significant contacts with Ohio.

On March 3, 1997, the Board of Directors of the Company declared a dividend distribution of one right ("Right") on each of the Company's outstanding Common Shares to holders of record of the Common Shares at the close of business on May 2, 1997 (the "Record Date"). One Right also will be distributed for each Common Share issued after May 2, 1997, until the Distribution Date (which is described in the next paragraph). Each Right entitles the registered holder to purchase from the Company a unit ("Unit") consisting of one two-hundredth of a Series A Preferred Share of the Company (the "Preferred Shares") at a purchase price of \$62.50 per Unit, subject to adjustment (the "Purchase Price"). The terms of the Rights are more fully described in a Form 8-A for Registration of Certain Classes of Securities Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934, which has previously been filed with the Securities and Exchange Commission and is incorporated by reference herein. See Exhibit 4.1 to this Registration Statement.

Initially, the Rights will be attached to all Common Share certificates representing shares then outstanding, and no separate Rights Certificates will be distributed. The Rights will separate from the Common Shares and the "Distribution Date" will occur upon the earlier of (a) 10 business days following a public announcement that a person or group of affiliated or associated persons (an "Acquiring Person") has acquired, or obtained the right to acquire, beneficial ownership of 15% or more of the outstanding Common Shares

or (b) 10 business days following the commencement of a tender offer or exchange offer that would if consummated result in a person or group beneficially owning 15% or more of the outstanding Common Shares.

The Rights are not exercisable until the Distribution Date and will expire at the close of business on May 2, 2007, unless earlier redeemed by the Company as described below.

After the Distribution Date, the separate Rights Certificates alone will represent the Rights. Except for certain issuances in connection with outstanding options and convertible

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securities and as otherwise determined by the Board of Directors, only Common Shares issued prior to the Distribution Date will be issued with Rights.

If a person becomes the beneficial owner of 15% or more of the Common Shares ("Flip-In Event"), each holder of a Right will have the right to receive, upon exercise, Common Shares having a value equal to two times the Purchase Price of the Right. Moreover, the Rights will not be exercisable until the Rights are no longer redeemable as described below. The Acquiring Person would not be permitted to exercise any Rights and any Rights held by such person (or certain transferees of such person) will be null and void and non-transferable.

If, following the Distribution Date, the Company is acquired in certain specified mergers or other business combinations (i.e., the Company does not survive or its Common Shares are changed or exchanged), or 50% or more of its assets or earning power (on a consolidated basis) is sold or transferred in one transaction or a series of related transactions ("Flip-Over Events"), each Right becomes a Right to acquire common stock of the other party to the transaction (or its ultimate parent in certain circumstances) having a value equal to two times the Purchase Price. As an enforcement mechanism, the Rights Agreement prohibits the Company from entering into any such transaction unless the other party agrees to comply with the provisions of the Rights.

In general, the Company may redeem the Rights in whole, but not in part, at a price of \$0.005 per Right, at any time prior to a Flip-In Event. Immediately upon the action of the Board of Directors ordering redemption of the Rights, the Rights will terminate and the only right of the holders of Rights will be to receive the \$0.005 redemption price.

Until a Right is exercised, the holder thereof, as such, will have no rights as a shareholder of the Company, including, without limitation, the right to vote or to receive dividends.

The issuance of the Rights may have certain anti-takeover effects and possible disadvantages. The Rights will cause substantial dilution to a person or group who attempts to acquire the Company or a significant Common Share ownership interest without conditioning the offer on the Rights being redeemed or a substantial number of Rights being acquired. Accordingly, an Acquiring Person might decide not to acquire the Company or such an interest, although individual shareholders may view such an acquisition favorably. In addition, to the extent that issuance of the Rights discourages takeovers that would result in a change in the Company's management or Board of Directors, such a change will be less likely to occur. The Board of Directors believes, however, that the advantages of discouraging potentially discriminatory and abusive takeover practices outweigh any potential disadvantages of the Rights. The Rights should not interfere with any merger or other Business Combination approved by the Board of Directors. The Rights are designed to protect shareholders against unsolicited attempts to acquire control of the Company, whether through accumulation of Common Shares in the open market or partial or two-tier tender offers, that do not offer a fair price to all shareholders.

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#### ITEM 5. INTERESTS OF NAMES EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

There are no provisions in the Company's Amended Articles of Incorporation by which an officer or director may be indemnified against any liability which he or she may incur in his or her capacity as such. However, the Company has indemnification provisions in its Amended Regulations which provide the Company will, to the full extent permitted by Ohio law, indemnify all persons whom it may indemnify thereto.

Reference is made to Section 1701.13(E) of the Ohio Revised Code which provides for indemnification of directors and officers in certain circumstances.

The foregoing references are necessarily subject to the complete text of the Amended Regulations and the statute referred to above and are qualified in their entirety by reference thereto.

The Company provides liability insurance for its directors and officers for certain losses arising from certain claims and charges, including claims and charges under the Securities Act of 1933, which may be made against such persons while acting in their capacities as directors and officers of the Company.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The Exhibits filed as part of this Registration Statement are described in the Exhibit Index included in this filing.

ITEM 9. UNDERTAKINGS.

(1) The undersigned registrant hereby undertakes:

- (a) To file, during any period in which offers or sales of the securities registered hereunder are being made, a post-effective amendment to this registration statement:

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- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement;

provided; however, that this undertaking will only apply to the extent that the information in clauses (i) - (ii) hereof is not contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

- (b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the

termination of the offering.

(2) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses

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incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issues.

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#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati and State of Ohio, on the 30th day of May, 1997.

CINCINNATI BELL INC.

By /s/ Brian C. Henry

\_\_\_\_\_  
Brian C. Henry  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Principal Executive Officer:

/s/ John T. LaMacchia

-----  
John T. LaMacchia  
President and Chief Executive Officer

Principal Accounting and Financial Officer

/s/ Brian C. Henry

-----  
Brian C. Henry  
Executive Vice President and

Chief Financial Officer

Directors:

John F. Barrett  
Phillip R. Cox  
William A. Friedlander  
Roger L. Howe  
Robert P. Hummel, M.D.  
James D. Kiggen  
John T. LaMacchia  
Charles S. Mechem, Jr.  
Mary D. Nelson

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James F. Orr  
Brian H. Rowe  
David B. Sharrock

By: /s/ Brian C. Henry

-----  
Brian C. Henry as attorney in fact  
for each Director and on his own  
behalf as Principal Accounting and  
Financial Officer

May 30, 1997

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EXHIBIT INDEX

Exhibit	Description	Page
3.1	The Company's Amended Articles of Incorporation are hereby incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-8 for the Cincinnati Bell Inc. 1997 Long Term Incentive Plan filed on June 3, 1997	
3.2	The Company's Amended Regulations are hereby incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-8 for the Cincinnati Bell Inc. 1997 Long Term Incentive Plan filed on June 3, 1997	
4.1	The Company's Rights Agreement is hereby incorporated by reference to Exhibit 4.1 to the Registration Statement on Form 8A filed on May 1, 1997	
5	Opinion of Frost & Jacobs LLP	
23.1	Consent of Frost & Jacobs LLP (contained in Exhibit 5)	
23.2	Consent of Coopers & Lybrand L.L.P.	
24	Powers of Attorney	
24.1	Cincinnati Bell Inc. 1997 Stock Option Plan for Non-Employee Directors	

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416000.02



Frost & Jacobs  
2500 PNC Center  
201 East Fourth Street  
Cincinnati OH 45201-5715  
513-651-6800

June 3, 1997

Cincinnati Bell Inc.  
201 East Fourth Street  
Cincinnati, Ohio 45202

Re: Cincinnati Bell Inc. Form S-8 Registration Statement  
1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS

Gentlemen:

We are counsel for Cincinnati Bell Inc., an Ohio corporation (the "Company"), which is named as the registrant in the Registration Statement on Form S-8 which is being filed on or about June 3, 1997 with the Securities and Exchange Commission (the "Commission") for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 600,000 common shares, par value \$1.00 per share (the "Common Shares"), of the Company offered pursuant to the 1997 Cincinnati Bell Inc. Stock Option Plan for Non-Employee Directors (the "Plan").

As counsel for the Company, we have participated in the preparation of the Registration Statement. In addition, we are generally familiar with the records and proceedings of the Company. Furthermore, we have examined and relied on the originals or copies, certified or otherwise identified to our satisfaction, of corporate records or documents of the Company and such representations of officers of the Company as we have deemed appropriate.

With respect to the Common Shares registered pursuant to such Registration Statement as filed and as it may be amended, it is our opinion the Common Shares when issued and paid for pursuant to the options to be granted pursuant to the Plan will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission.

Very truly yours,

/s/ Frost & Jacobs

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement on Form S-8 of our report dated February 14, 1997, on our audits of the consolidated financial statements and financial statement schedules of Cincinnati Bell Inc. and subsidiaries as of December 31, 1996 and 1995, and for each of the three years in the period ended December 31, 1996.

/s/ Coopers & Lybrand L.L.P.

Coopers & Lybrand, L.L.P.  
Cincinnati, Ohio  
May 30, 1997

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

WHEREAS, THE UNDERSIGNED IS A DIRECTOR OF THE COMPANY;

NOW, THEREFORE, THE UNDERSIGNED HEREBY CONSTITUTES AND APPOINTS JOHN T. LAMACCHIA, BRIAN C. HENRY, WILLIAM H. ZIMMER III AND WILLIAM D. BASKETT III, AND EACH OF THEM SINGLY, HIS ATTORNEYS FOR HIM AND IN HIS NAME, PLACE AND STEAD, AND IN HIS OFFICE AND CAPACITY IN THE COMPANY, TO EXECUTE AND FILE SUCH REGISTRATION STATEMENT ON FORM S-8, AND THEREAFTER TO EXECUTE AND FILE ANY AMENDMENTS OR SUPPLEMENTS THERETO, HEREBY GIVING AND GRANTING TO SAID ATTORNEYS FULL POWER AND AUTHORITY TO DO AND PERFORM ALL AND EVERY ACT AND THING WHATSOEVER REQUISITE AND NECESSARY TO BE DONE IN AND ABOUT THE PREMISES AS FULLY TO ALL INTENTS AND PURPOSES AS HE MIGHT OR COULD DO IF PERSONALLY PRESENT AT THE DOING THEREOF, HEREBY RATIFYING AND CONFIRMING ALL THAT SAID ATTORNEYS MAY OR SHALL LAWFULLY DO OR CAUSE TO BE DONE BY VIRTUE HEREOF.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ John F. Barrett

\_\_\_\_\_  
JOHN F. BARRETT  
DIRECTOR

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME JOHN F. BARRETT, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

WHEREAS, THE UNDERSIGNED IS A DIRECTOR OF THE COMPANY;

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ Phillip R. Cox

\_\_\_\_\_  
PHILLIP R. COX  
DIRECTOR

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME PHILLIP R. COX, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

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WHEREAS, THE UNDERSIGNED IS A DIRECTOR OF THE COMPANY;

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ James F. Orr

\_\_\_\_\_  
JAMES F. ORR  
DIRECTOR

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME JAMES F. ORR, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

WHEREAS, THE UNDERSIGNED IS A DIRECTOR OF THE COMPANY;

NOW, THEREFORE, THE UNDERSIGNED HEREBY CONSTITUTES AND APPOINTS JOHN T. LAMACCHIA, BRIAN C. HENRY, WILLIAM H. ZIMMER III AND WILLIAM D. BASKETT III, AND EACH OF THEM SINGLY, HIS ATTORNEYS FOR HIM AND IN HIS NAME, PLACE AND STEAD, AND IN HIS OFFICE AND CAPACITY IN THE COMPANY, TO EXECUTE AND FILE SUCH REGISTRATION STATEMENT ON FORM S-8, AND THEREAFTER TO EXECUTE AND FILE ANY AMENDMENTS OR SUPPLEMENTS THERETO, HEREBY GIVING AND GRANTING TO SAID ATTORNEYS FULL POWER AND AUTHORITY TO DO AND PERFORM ALL AND EVERY ACT AND THING WHATSOEVER REQUISITE AND NECESSARY TO BE DONE IN AND ABOUT THE PREMISES AS FULLY TO ALL INTENTS AND PURPOSES AS HE MIGHT OR COULD DO IF PERSONALLY PRESENT AT THE DOING THEREOF, HEREBY RATIFYING AND CONFIRMING ALL THAT SAID ATTORNEYS MAY OR SHALL LAWFULLY DO OR CAUSE TO BE DONE BY VIRTUE HEREOF.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ Brian H. Rowe

\_\_\_\_\_  
BRIAN H. ROWE  
DIRECTOR

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME BRIAN H. ROWE, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

WHEREAS, THE UNDERSIGNED IS A DIRECTOR OF THE COMPANY;

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ David B. Sharrock

\_\_\_\_\_  
DAVID B. SHARROCK  
DIRECTOR

STATE OF OHIO            )  
                          ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME DAVID B. SHARROCK, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

WHEREAS, THE UNDERSIGNED IS A DIRECTOR OF THE COMPANY;

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ William A. Friedlander

\_\_\_\_\_  
WILLIAM A. FRIEDLANDER  
DIRECTOR

STATE OF OHIO        )  
                          ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME JOHN F. BARRETT, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ Roger L. Howe

\_\_\_\_\_  
ROGER L. HOWE  
DIRECTOR

STATE OF OHIO        )  
                          ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME ROGER L. HOWE, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_

NOTARY PUBLIC

POWER OF ATTORNEY

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WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

WHEREAS, THE UNDERSIGNED IS A DIRECTOR OF THE COMPANY;

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ Robert P. Hummel

ROBERT P. HUMMEL  
DIRECTOR

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME ROBERT P. HUMMEL, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

NOTARY PUBLIC

POWER OF ATTORNEY

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WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

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AND EACH OF THEM SINGLY, HIS ATTORNEYS FOR HIM AND IN HIS NAME, PLACE AND STEAD, AND IN HIS OFFICE AND CAPACITY IN THE COMPANY, TO EXECUTE AND FILE SUCH REGISTRATION STATEMENT ON FORM S-8, AND THEREAFTER TO EXECUTE AND FILE ANY AMENDMENTS OR SUPPLEMENTS THERETO, HEREBY GIVING AND GRANTING TO SAID ATTORNEYS FULL POWER AND AUTHORITY TO DO AND PERFORM ALL AND EVERY ACT AND THING WHATSOEVER REQUISITE AND NECESSARY TO BE DONE IN AND ABOUT THE PREMISES AS FULLY TO ALL INTENTS AND PURPOSES AS HE MIGHT OR COULD DO IF PERSONALLY PRESENT AT THE DOING THEREOF, HEREBY RATIFYING AND CONFIRMING ALL THAT SAID ATTORNEYS MAY OR SHALL LAWFULLY DO OR CAUSE TO BE DONE BY VIRTUE HEREOF.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ James D. Kiggen

\_\_\_\_\_  
JAMES D. KIGGEN  
DIRECTOR

STATE OF OHIO            )  
                              ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME JAMES D. KIGGEN, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

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WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ John T. LaMacchia

\_\_\_\_\_  
JOHN T. LAMACCHIA  
DIRECTOR

STATE OF OHIO            )  
                              ) SS:

COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME JOHN T. LAMACCHIA, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND THIS 30TH DAY OF MAY, 1997.

/s/ Charles S. Mechem, Jr.

\_\_\_\_\_  
CHARLES S. MECHEM, JR.  
DIRECTOR

STATE OF OHIO )  
                  ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME CHARLES S. MECHEM, JR., TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND HE DULY ACKNOWLEDGED TO ME THAT HE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

POWER OF ATTORNEY

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WHEREAS, CINCINNATI BELL INC., AN OHIO CORPORATION (HEREINAFTER REFERRED TO AS THE "COMPANY"), PROPOSES SHORTLY TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS THEREUNDER, A REGISTRATION STATEMENT FOR THE CINCINNATI BELL INC. 1997 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS ON FORM S-8; AND

WHEREAS, THE UNDERSIGNED IS A DIRECTOR OF THE COMPANY;

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IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HER HAND THIS 30TH DAY OF MAY, 1997.

/s/ Mary D. Nelson

\_\_\_\_\_  
MARY D. NELSON  
DIRECTOR

STATE OF OHIO        )  
                          ) SS:  
COUNTY OF HAMILTON )

ON THE 30TH DAY OF MAY, 1997, PERSONALLY APPEARED BEFORE ME MARY D. NELSON, TO ME KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND SHE DULY ACKNOWLEDGED TO ME THAT SHE EXECUTED AND DELIVERED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 30TH DAY OF MAY, 1997.

/s/ Mary Janet Edwards

\_\_\_\_\_  
NOTARY PUBLIC

CINCINNATI BELL INC.  
1997 STOCK OPTION PLAN  
FOR NON-EMPLOYEE DIRECTORS

1. PURPOSE.

The 1997 Stock Option Plan for Non-Employee Directors (the "Plan") is intended to attract and retain the services of experienced and knowledgeable independent directors of Cincinnati Bell Inc. (the "Company") for the benefit of the Company and its shareholders and to provide additional incentive for such directors to continue to work for the best interest of the Company and its shareholders.

2. SHARES SUBJECT TO THE PLAN.

There are reserved for issuance upon the exercise of options granted under the Plan 300,000 Common Shares \$1.00 par value, of the Company (the "Common Shares"). Such Common Shares may be authorized and unissued Common Shares or previously outstanding Common Shares then held in the Company's treasury. If any option granted under the Plan shall expire or terminate for any reason without having been exercised in full, the Common Shares subject thereto shall again be available for the purposes of issuance upon the exercise of options granted under the Plan.

3. ADMINISTRATION.

The Plan shall be administered by the Board of Directors of the Company (the "Board"). Subject to the express provisions of the Plan, the Board shall have authority to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to it, to determine the terms and provisions of the option grants and agreements (which shall comply with and be subject to the terms and conditions of the Plan) and to make all other determinations necessary or advisable for the administration of the Plan. The Board's determination of the matters referred to in this Paragraph 3 shall be conclusive.

4. ELIGIBILITY.

For purposes of the Plan, "Outside Director" means a member of the Board who is not an employee of the Company or a subsidiary of the Company. Each individual who first becomes an Outside Director on or after the effective date of the Plan shall automatically be granted an option to purchase 6,000 Common Shares on the first day of such individual's first term of office as an Outside Director. On the date of each annual meeting of the shareholders of the Company subsequent to the effective date of the Plan, each Outside Director who first became an Outside Director prior to such annual meeting and who will continue to serve as an Outside Director after such annual meeting shall automatically be granted an option to purchase 2,000 Common Shares.

Only non-statutory stock options shall be granted under the Plan.

5. OPTION GRANTS.

(a) The purchase price of the Common Shares under each option granted under the Plan shall be 100% of the Fair Market Value of the Common Shares on the date such option is granted. For purposes of the Plan, "Fair Market Value" shall be taken as the average (rounded to the next highest cent in the case of fractions of a cent) of the high and low sales prices of the Common Shares on the composite tape on the specified date or, if no Common Shares are traded on the specified date, on the next preceding date on which Common Shares are traded.

(b) All options shall be exercisable on the date of grant. The term of each option shall be ten years from the date of grant, or such shorter period as is prescribed in Paragraphs 5(d) and 5(e). Except as provided in Paragraphs 5(c), 5(d) and 5(e), no option may be exercised at any time unless the holder is then a director of the Company.

Upon exercise, the option price is to be paid in full in cash or, at the discretion of the Board, in Common Shares owned by the optionee having a Fair Market Value on the date of exercise equal to the

5. OPTION GRANTS. (CONTINUED)

aggregate option price or, at the discretion of the Board, in a combination of cash and Common Shares. Upon exercise of an option, the Company shall have the right to retain or sell without notice sufficient Common Shares to cover government withholding taxes or deductions, if any, as described in Paragraph 9.

(c) For purposes of the Plan, "Retirement" means retirement from the Board either (i) after attaining age 68 or (ii) with the permission of the Board. In the event that an optionee shall cease to be a director because of Retirement, the optionee may exercise the option at any time during the remaining term of the option.

(d) In the event that an optionee shall cease to be a director of the Company, other than by reason of Retirement or death, the optionee may exercise the option during the six-month period following such termination, but not after the expiration of the option. In the event that the option is not exercised during the six-month period following termination, it shall expire at the end of such six-month period.

(e) In the event of the death of a director to whom an option has been granted under the Plan, the option theretofore granted to the optionee may be exercised by a legatee or legatees of the optionee under the optionee's last will or by the optionee's personal representative or distributees at any time during the remaining term of the option.

In the event that an optionee ceases to be a director other than by reason of Retirement and dies during the six-month period following such termination of service as a director, the option may be exercised by a legatee or legatees of the optionee under the optionee's last will, or by the optionee's personal representatives or distributees, at any time within a period of one year after the optionee's death, but not after expiration of the option. In the event the option is not exercised during the one-year period after the optionee's death, it shall expire at the end of such one-year period.

In the event that an optionee dies following Retirement, the option theretofore granted to the optionee may be exercised by the legatee or legatees of the optionee under the optionee's last will, or by the optionee's personal representatives or distributees, at any time during the remaining term of the option.

(f) Nothing in the Plan or in any option granted pursuant to the Plan shall confer on any individual any right to continue as a director of the Company.

#### 6. TRANSFERABILITY AND SHAREHOLDER RIGHTS OF HOLDERS OF OPTIONS.

No option granted under the Plan shall be transferable otherwise than by will or by the laws of descent and distribution, and an option may be exercised, during the lifetime of an optionee, only by the optionee. An optionee shall have none of the rights of a shareholder of the Company until the option has been exercised and the Common Shares subject to the option have been registered in the name of the optionee on the transfer books of the Company. Notwithstanding the foregoing, the Board, in its discretion, may permit transfers of options by gift or otherwise, subject to such terms and conditions as the Board may prescribe.

#### 7. ADJUSTMENTS UPON CHANGES IN CAPITALIZATION.

Notwithstanding any other provisions of the Plan, the number and class of shares subject to the options and the option prices of options covered thereby shall be proportionately adjusted in the event of changes in the outstanding Common Shares by reason of stock dividends, stock splits, recapitalizations, mergers, consolidations, combinations or exchanges of shares, split-ups, split-offs, spin-offs, liquidations or other similar changes in capitalization, or any distribution to common shareholders other than cash dividends and, in the event of any such change in the outstanding Common Shares, the aggregate number and class of shares available under the Plan and the number of shares as to which options may be granted shall be appropriately adjusted by the Board.

#### 8. AMENDMENT AND TERMINATION.

Unless the Plan shall theretofore have been terminated as hereinafter provided, the Plan shall terminate on, and no awards of options shall be made after, the tenth anniversary of the effective date of the Plan; provided, however, that such termination shall have no effect on options granted prior thereto.

#### 8. AMENDMENT AND TERMINATION. (CONTINUED)

The Plan may be terminated, modified or amended by the shareholders of the Company. The Board may also terminate the Plan or modify or amend the Plan in

such respects as it shall deem advisable in order to conform to any change in any law or regulation applicable thereto, or in other respects which shall not change (i) the total number of Common Shares as to which options may be granted, (ii) the class of persons eligible to receive options under the Plan, (iii) the manner of determining the option prices, (iv) the period during which options may be granted or exercised or (v) the provisions relating to the administration of the Plan by the Board.

9. WITHHOLDING.

Upon the issuance of Common Shares as a result of the exercise of an option, the Company shall have the right to retain or sell without notice sufficient Common Shares to cover the amount of any tax required by any government to be withheld or otherwise deducted and paid with respect to such Common Shares being issued, remitting any balance to the optionee; provided, however, that the optionee shall have the right to provide the Company with the funds to enable it to pay such tax.

10. EFFECTIVENESS OF THE PLAN.

The Plan shall become effective on the day following the date the Plan is approved by the vote of the holders of a majority of the outstanding Common Shares at a meeting of the shareholders. The Board may in its discretion authorize the granting of options which shall be expressly subject to the conditions that (i) the Common Shares reserved for issue under the Plan shall have been duly listed, upon official notice of issuance, upon each stock exchange in the United States upon which the Common Shares are traded and (ii) a registration statement under the Securities Act of 1933 with respect to such shares shall have become effective.

11. PREDECESSOR PLAN.

The Plan is intended to supersede the Cincinnati Bell Inc. 1988 Stock Option Plan for Non-Employee Directors (the "1988 Plan") for all options granted on or after the effective date of the Plan. Options granted under the 1988 Plan which are outstanding on the effective date of the Plan will not be affected by the Plan, provided that the Board, in its discretion, may permit transfers by gift or otherwise of options granted under the 1988 Plan, subject to such terms and conditions as the Board may prescribe.