

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 14, 1996

REGISTRATION STATEMENT NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form S-3
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

CINCINNATI BELL INC.
(Exact name of Registrant as specified in its charter)

OHIO
(State or other jurisdiction of
incorporation or organization)

31-1056105
(I.R.S. Employer
Identification No.)

201 EAST FOURTH STREET, CINCINNATI, OHIO 45202 (513) 397-9900
(Address, including zip code and telephone number, including area code, of
registrant's principal executive office)

WILLIAM H. ZIMMER III, SECRETARY AND TREASURER,
CINCINNATI BELL INC., 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:

WILLIAM D. BASKETT III, ESQ.
Frost & Jacobs
201 East Fifth Street
Cincinnati, Ohio 45202
(513) 651-6800

ALLAN G. SPERLING, ESQ.
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006-1470
(212) 225-2000

Approximate date of commencement of proposed sale to the public: From time
to time after the effective date of the Registration Statement as determined by
market conditions.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box

and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X]
333-13699

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM AGGREGATE PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE
Common Shares, \$1.00 par value(3).....	550,000	\$55.31	\$30,420,500	\$9,218.33
Common Shares, \$1.00 par value(4).....	460,000	\$55.31	\$25,442,600	\$7,719.88

<FN>

- (1) Includes 110,000 Common Shares to cover over-allotments, if any.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended, based on the average of the high and low trading prices of the Common Shares on the New York Stock Exchange on November 11, 1996.
- (3) Common Shares which may be delivered by Salomon Inc pursuant to the terms of certain exchangeable notes which may be offered by Salomon Inc as described herein.
- (4) Common Shares which may be offered by Bankers Trust Company as Trustee under the Cincinnati Bell Pension Plans Trust.

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This registration statement is being filed with respect to the registration of additional securities for an offering pursuant to Rule 462(b)(3) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (file no. 333-13699) are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Cincinnati, State of Ohio on the 14th day of November, 1996.

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 below.

SIGNATURE	TITLE	DATE
JOHN T. LAMACCHIA* ----- John T. LaMacchia	Principal Executive Officer; President, Chief Executive Officer and Director	November 14, 1996
BRIAN C. HENRY* ----- Brian C. Henry	Principal Accounting and Financial Officer; Executive Vice President and Chief Financial Officer	November 14, 1996
JOHN F. BARRETT* ----- John F. Barrett	Director	November 14, 1996
PHILLIP R. COX* ----- Phillip R. Cox	Director	November 14, 1996
WILLIAM A. FRIEDLANDER* ----- William A. Friedlander	Director	November 14, 1996
ROBERT P. HUMMEL, M.D.* ----- Robert P. Hummel, M.D.	Director	November 14, 1996
JAMES D. KIGGEN* ----- James D. Kiggen	Director	November 14, 1996
JAMES F. ORR* ----- James F. Orr	Director	November 14, 1996
CHARLES S. MECHEM, JR.* ----- Charles S. Mechem, Jr.	Director and Chairman of the Board	November 14, 1996
MARY D. NELSON* ----- Mary D. Nelson	Director	November 14, 1996
DAVID B. SHARROCK* ----- David B. Sharrock	Director	November 14, 1996

*By /s/ BRIAN C. HENRY November 14, 1996

 Brian C. Henry
 as attorney-in-fact and on his behalf
 as Executive Vice President and
 Chief Financial Officer

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EXHIBIT INDEX

EXHIBIT NO.	TITLE OF EXHIBIT
5.1	Opinion of Frost & Jacobs, counsel for Cincinnati Bell, as to the legality of the Common Shares being registered.
23.1	Consent of Coopers & Lybrand L.L.P.
23.2	Consent of Frost & Jacobs is contained in opinion of counsel filed as Exhibit 5.1.
24.1	Powers of Attorney executed by directors and officers.

[Frost and Jacobs Letterhead]

November 14, 1996

(513) 651-6800

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

Ladies and Gentlemen:

We are counsel for Cincinnati Bell Inc. (the "Company") and are acting as such in connection with the registration of an additional 1,010,000 of the Company's common shares, par value \$1.00 per share (the "Common Shares"), under the Securities Act of 1933, as amended, on a Form S-3 Registration Statement (the "Registration Statement") filed pursuant to Rule 462(b) in connection with the Registration Statement on Form S-3 (File No. 13699) declared effective on November 14, 1996 at 4 p.m.

With respect to the Common Shares registered pursuant to the Registration Statement as filed (and as it may be amended), this is to advise that it is our opinion that the Company is duly organized as an Ohio corporation and is in good standing, and that the Common Shares to be registered, when sold, will be validly issued, fully paid and non-assessable under the laws of the State of Ohio.

We hereby give our written consent to the filing of this opinion as an Exhibit to the Registration Statement and to the use of our name wherever it appears in such Registration Statement.

Very truly yours,

/s/ Frost & Jacobs

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement on Form S-3 of our report dated February 14, 1996 on our audits of the consolidated financial statements and financial statement schedules of Cincinnati Bell, Inc. and subsidiaries as of December 31, 1995 and 1994 and for each of the three years in the period ended December 31, 1995. We also consent to the reference to our firm under the caption "Experts."

/s/ COOPERS & LYBRAND L.L.P.

Cincinnati, Ohio
November 13, 1996

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is an officer and a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ John T. LaMacchia

John T. LaMacchia, Chief Executive Officer,
President and Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required

to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is an officer of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ Brian C. Henry

Brian C. Henry, Executive Vice President and Chief Financial Officer

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, personally appeared before me, Brian C. Henry, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is an officer and a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the

same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ Charles S. Mechem, Jr.

Charles S. Mechem, Jr., Chairman of the Board
and Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ John F. Barrett

John F. Barrett, Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

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Exhibit 24.1

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ Phillip R. Cox

Phillip R. Cox, Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ William A. Friedlander

William A. Friedlander, Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, personally appeared before me, William A. Friedlander, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ Robert P. Hummel, M.D.

Robert P. Hummel, M.D., Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, personally appeared before me, Robert P. Hummel, M. D., 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and

regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ James D. Kiggen

James D. Kiggen, Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, her attorneys-in-fact, for her and in her name, place and stead and in her office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 16 day of September, 1996.

/s/ Mary D. Nelson

Mary D. Nelson, Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, (i) which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates, and (ii) which will be offered by Bankers Trust Company as trustee under the Cincinnati Bell Pension Plans Trust; and

WHEREAS, the undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and

confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of September, 1996.

/s/ David B. Sharrock

David B. Sharrock, Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 16 day of September, 1996, 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 purposes therein expressed.

Witness my hand and official seal this 16 day of September, 1996.

/s/ Mary Janet Edwards

Notary Public

POWER OF ATTORNEY

WHEREAS, CINCINNATI BELL INC., an Ohio corporation (the "Company"), proposes to file with the Securities and Exchange Commission, pursuant to the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder, a Registration Statement on Form S-3 with respect to the Company's common shares, par value \$1.00 per share, which will be required to be delivered by Salomon Inc. pursuant to the terms of its Exchangeable Notes, which common shares Salomon will receive from The Western and Southern Life Insurance Company or its affiliates; and

WHEREAS, the undersigned is an officer and a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Brian C. Henry, William H. Zimmer III, William D. Baskett III, and each of them individually, his attorneys-in-fact, for him and in his name, place and stead and in his office and capacity with the Company, to execute and file such Registration Statement and additional Registration Statements, and to file the same with all exhibits thereto, and other documents in connection therewith, and thereafter to execute and file any amendments or supplements thereto, with the Securities and Exchange Commission, hereby granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purpose as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 8th day of October, 1996.

/s/ James F. Orr

James F. Orr, Chief Operating Officer and Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On the 8th day of October, 1996, 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 purposes therein expressed.

Witness my hand and official seal this 8th day of October, 1996.

 /s/ Mary Janet Edwards

Notary Public