SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1994

OR

__ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________.

Commission File Number 1-8519

CINCINNATI BELL INC.

Incorporated under the laws of the State of Ohio

201 East Fourth Street, Cincinnati, Ohio 45202

I.R.S. Employer Identification Number 31-1056105

Telephone - Area Code 513 397-9900

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes X . No .

At April 29, 1994, 65,259,047 Common Shares were outstanding

PART I - FINANCIAL INFORMATION

CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS
(Thousands of Dollars, Except Per Share Amounts)
(Unaudited)

	For the Three Months Ended March 31, 1994	1993
Revenues		
Telephone operations		
Local service	$ 77,211	$ 74,005
Network access	36,353	33,189
Long distance	9,672	11,559
Other	17,195	21,089
	140,431	139,842
Information systems	70,678	68,365
Marketing services	50,605	24,754
Other telecommunications	30,355	29,506
Total Revenues	292,069	262,467
Costs and Expenses		
Operating expenses	153,426	134,039
Plant and building services	40,081	38,951
Depreciation and amortization	37,165	34,708
Taxes other than income taxes	24,684	23,572
Total Costs and Expenses	255,356	231,270
Operating Income	36,713	31,197
Other Income (Expense) - Net	602	10,658
Interest Expense	12,394	10,375
Income Before Income Taxes and Cumulative Effect of Accounting Change	24,921	31,480
Income Taxes	9,275	10,653
Income Before Cumulative Effect of Accounting Change	15,646	20,827
Cumulative Effect of Accounting Change	(2,925)	--
Net Income	12,721	20,827
Preferred Dividend Requirements	--	1,087
Income Applicable to Common Shares	$ 12,721	$ 19,740
Earnings Per Common Share		
Income Before Cumulative Effect of Accounting Change	$ .24	$ .32
Cumulative Effect of Accounting Change	(.04)	--
Net Income	$ .20	$ .32
Dividends Declared per Common Share	$ .20	$ .20
Weighted Average Number of Common Shares Outstanding (000)	65,083	61,842

PART I - FINANCIAL INFORMATION

CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS (Cont'd)
(Thousands of Dollars, Except Per Share Amounts)
(Unaudited)

	For the Three Months Ended March 31, 1994	1993
Retained Earnings at Beginning of Period	$227,392	$342,483
Add: Net Income	12,721	20,827
Deduct: Common Dividends	13,042	12,442
Pension Liability Adjustment	1,021	--
Preferred Dividends	--	1,087
Acquisition of Common Shares	--	4,027
Issuance of Common Shares Under Employee Plans	--	236
Retained Earnings at End of Period	$226,050	$345,518

See Notes to Financial Statements.

CONSOLIDATED BALANCE SHEETS
(Thousands of Dollars)
(Unaudited)

	March 31, 1994	December 31, 1993
ASSETS		
Current assets		
Cash and cash equivalents	$ 8,618	$ 8,668
Receivables less allowances of $14,550 and $14,031	239,979	241,669
Material and supplies	20,981	21,627
Prepaid expenses	30,058	30,391
Other current assets	18,484	22,471
	318,120	324,826
Property, Plant and Equipment		

Telephone plant	1,458,891	1,430,822
Less accumulated depreciation	(562,538)	(541,690)
	896,353	889,132
Other property	313,787	303,917
Less accumulated depreciation	(152,024)	(145,480)
	161,763	158,437
	1,058,116	1,047,569
Other Assets		
Intangibles, primarily goodwill - net	190,000	192,341
Deferred and other assets	46,486	56,324
Other investments	42,465	43,030
	278,951	291,695
Total Assets	$1,655,187	$1,664,090
LIABILITIES AND SHAREOWNERS' EQUITY		
Current Liabilities		
Debt maturing in one year	$ 99,373	$ 112,029
Accounts payable	120,555	132,648
Accrued disposal and restructuring costs	30,832	35,385
Accrued taxes	31,890	38,135
Advanced billing and customers' deposits	32,593	31,553
Other	31,883	24,587
	347,126	374,337
Long-Term Debt	529,429	522,888
Deferred Credits and Other Long-Term Liabilities:		
Deferred income taxes	166,644	158,438
Unamortized investment tax credits	18,746	19,371
Other long-term liabilities	75,359	73,441
	260,749	251,250
Shareowners' Equity		
Common shares - $1.00 par value	65,186	64,982
Authorized shares: 240,000,000		
Outstanding shares: at March 31, 1994, 65,185,901; at December 31, 1993, 64,982,178		
Additional paid-in capital	226,550	223,257
Retained earnings	226,050	227,392
Foreign currency translation adjustment	97	(16)
	517,883	515,615
Total Liabilities and Shareowners' Equity	$1,655,187	$1,664,090

See Notes to Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Thousands of Dollars)

(Unaudited)

	For the Three Months Ended March 31, 1994	1993
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income.	$ 12,721	$ 20,827
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization.	37,165	34,708
Cumulative effect of accounting change	2,925	--
Provision for loss on receivables.	1,649	1,685
Other-net.	3,366	(7,557)
Changes in assets and liabilities		
Decrease in receivables.	2,434	9,208
Decrease in other current assets	980	1,427
Decrease in accounts payable	(16,594)	(25,353)
Decrease in accrued disposal and restructuring	(4,553)	--
Increase in other current liabilities.	3,544	3,074
Increase in deferred income taxes and unamortized investment tax credits.	11,648	1,772
Decrease in other assets and liabilities	384	266
Net cash provided by operating activities.	55,669	40,057
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures-telephone plant	(32,107)	(30,953)
Capital expenditures-other	(8,058)	(13,375)
Other-net.	10,994	7,087
Net cash used in investing activities.	(29,171)	(37,241)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net borrowings from (payments of) notes payable.	(14,272)	16,135
Principal payments on long-term debt	(2,908)	(810)
Proceeds from issuance of common shares.	3,497	141
Dividends paid	(12,999)	(13,470)
Payments made to acquire common shares	--	(5,572)
Net cash used in financing activities.	(26,682)	(3,576)
Effect of exchange rate changes on cash and cash equivalents .	134	69
Net decrease in cash and cash equivalents.	(50)	(691)
Cash and cash equivalents at beginning of period	8,668	5,304
Cash and cash equivalents at end of period	$ 8,618	$ 4,613
Cash paid for:		
Interest (net of amount capitalized)	$ 4,005	$ 6,676
Income taxes	$ 1,079	$ 959

See Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

(1) BASIS OF PRESENTATION - The consolidated financial statements of Cincinnati Bell Inc. have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and, in the opinion of Management, include all adjustments necessary for a fair presentation of the results of operations, financial position and cash flows for each period shown. All adjustments are of a normal and recurring nature except for those outlined in Notes (2), (3) and (4). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such SEC rules and regulations. Management believes that the disclosures made are adequate to make the information presented not misleading. It is suggested that these financial statements be read in conjunction with financial statements and notes thereto included in the Company's 1993 Annual Report on Form 10-K.

Certain reimbursable costs previously recorded as information systems revenues in the 1993 Forms 10-Q have been reclassified as a reduction of operating expenses. This reclassification amounted to $8.7 million for the first quarter of 1993. The reclassification had no effect on operating income or net income for all periods presented. In addition to the information systems revenue, certain prior year amounts have been reclassified to be consistent with the 1994 presentation.

The consolidated financial statements include the accounts of Cincinnati Bell Inc. and its wholly owned subsidiaries (the "Company"). The significant subsidiaries include: Cincinnati Bell Telephone Company ("CBT"), Cincinnati Bell Information Systems Inc. ("CBIS") and MATRIXX Marketing Inc. ("MATRIXX"). Investments in certain partnerships and joint ventures are accounted for using the equity method. All significant intercompany transactions and balances have been eliminated in consolidation.

(2) DISPOSAL AND RESTRUCTURING OF CBIS OPERATIONS - In late 1993, the Company determined the need to reorganize CBIS, its information systems subsidiary. This reorganization focused on two phases. The first phase was the elimination of non-strategic and underperforming operations. This resulted in CBIS taking action to divest its holdings in its federal operation (CBIS Federal), consolidating its foreign data center operations, and eliminating unprofitable domestic and international activities. The second phase of the plan was to reorganize the remaining operations into strategic business units. These actions are expected to be completed in 1994.

For the first quarter 1994, revenues of $13.4 million and operating expenses of $19.3 million related to the discontinued operations were charged against the accrual for disposal and restructuring costs. These results were not materially different from estimates used to record the 1993 restructuring charges. The Company believes that the accrual for the disposal and restructuring at March 31, 1994 is adequate to provide for the estimated loss on the sale of CBIS Federal and its operating losses through the date of sale. The accrual also includes estimated operating losses and other costs related to restructuring of CBIS operations other than CBIS Federal.

The assets of the discontinued operations consist of net current assets of $14.9 million and net noncurrent assets of $7.4 million. These amounts consist primarily of accounts receivable, property, plant and equipment and related liabilities.

NOTES TO FINANCIAL STATEMENTS (Cont'd)
(Unaudited)

(3) CINCINNATI BELL TELEPHONE COMPANY - The following summarized financial information, in thousands of dollars, is for the Company's consolidated wholly owned subsidiary, Cincinnati Bell Telephone Company:

	For the Three Months Ended March 31, 1994	1993
Revenues	$146,268	$145,622
Costs and Expenses	$122,698	$123,417
Income Before Cumulative Effect of Accounting Change	$ 13,634	$ 19,842
Cumulative Effect of Accounting Change	$ (2,405)	$ --
Net Income	$ 11,229	$ 19,842

Results for the quarter ended March 31, 1994, include two significant nonrecurring charges. As more fully described in Note (4) to the financial statements, effective January 1, 1994, the Company, including CBT, adopted SFAS 112, "Employers Accounting for Postemployment Benefits". The cumulative effect of this accounting change was recognized in the first quarter 1994 as a change in accounting principle, thereby reducing CBT's net income by $2.4 million ($.04 per share), net of a deferred tax benefit. Also in 1994, CBT has discontinued deferring incremental postretirement benefit costs and adjusted the amount of previously deferred costs to a level that is expected to be recovered in regulated rates. The amount of the adjustment, which increased postretirement benefit costs, was $2.5 million and reduced net income by $1.6 million ($.03 per share).

Results for the quarter ended March 31, 1993, include a gain from the sale of the residential equipment leasing and PhoneCenter Store businesses to AT&T Consumer Products. The sale increased net income by approximately $6.5 million ($.10 per common share). The gain is included in Other Income (Expense) - net.

	March 31, 1994	December 31, 1993
Current Assets	$ 163,043	$ 159,641
Telephone Plant-Net	907,161	900,141
Other Noncurrent Assets	20,800	32,161
Total Assets	$1,091,004	$1,091,943
Current Liabilities	$ 132,512	$ 139,438
Noncurrent Liabilities	201,907	196,389
Long-Term Debt	312,277	310,500
Common Shareowner's Equity	444,308	445,616

Total Liabilities and Shareowner's Equity	$1,091,004	$1,091,943

NOTES TO FINANCIAL STATEMENTS (CONT'D)
(Unaudited)

(4) CHANGE IN ACCOUNTING PRINCIPLE - Effective January 1, 1994, the Company adopted SFAS 112, "Employers' Accounting for Postemployment Benefits". SFAS 112 requires the accrual of the obligation for benefits provided to former or inactive employees, their beneficiaries and covered dependents after employment but before retirement. These benefits include workers' compensation, disability benefits and health care coverage for a limited time. SFAS 112 changed the Company's method of accounting for postemployment benefits from recognizing costs as benefits are paid, to accruing the expected costs of providing these benefits. The cumulative effect of this accounting change was recognized in the first quarter 1994 as a change in accounting principle, thereby reducing net income by $2.9 million, which is net of a deferred tax benefit of $1.6 million. The on-going expense recognized under SFAS 112 is not significantly different from that recorded under prior methods.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FINANCIAL CONDITION

Cash provided from operating activities for the first quarter of 1994 was $55.7 million, an increase of $15.6 million. The excess of cash from operations over the amounts of cash flows invested and dividend payments was used to reduce short-term borrowings.

The primary use of capital resources continued to be capital expenditures. Capital expenditures were $40.2 million and $44.3 million for the first quarter 1994 and 1993, respectively. Included in the capital expenditures were capitalized software costs of $2.4 million and $6.5 million, respectively. Capital expenditures for 1994 are expected to be approximately $160 million of which $95 million is for additions to property, plant and equipment of CBT.

The Company's debt to capitalization ratio at March 31, 1994 was 54.8% compared to 47.0% at March 31, 1993. The increase is due primarily to the impact of the special charges in late 1993 and the acquisition of WATS Marketing in November, 1993.

In March 1994, Duff & Phelps Credit Rating Co. ("Duff & Phelps") lowered the ratings of the notes of the Company from "A" to "A-". The reasons given for the change were the increase in debt and exposure to financial risk in the competitive telemarketing business as the result of the acquisition of WATS Marketing in late 1993. Also noted as a reason for the change was the lack of consistent profitability in the Information Systems business. Separately, Duff & Phelps established an initial rating of "Duff 1-" for the Company's commercial paper. In addition, the Company's "A" rating on senior unsecured debt and "A-1" rating on commercial paper with Standard & Poor's is being reviewed following the acquisition of WATS Marketing.

Management believes that the Company has adequate internal and external resources available to finance its business development, construction and dividend programs. The Company maintains adequate lines of credit with several institutions to provide support for borrowings and general corporate purposes.

RESULTS OF OPERATIONS

The Company's consolidated net income for the first quarter ended March 31, 1994 decreased $8.1 million or 39% when compared to the same period in 1993. Earnings per common share for the first quarter 1994 decreased $.12 or 38% compared to 1993. The 1994 results include an adjustment in postretirement benefit costs (see Note (3) to financial statements) and charges associated with a change in accounting principle (see Note (4) to financial statements). These two items reduced net income by $.07 per common share. The 1993 results include a gain from the sale of CBT's residential equipment leasing and PhoneCenter Store businesses which increased net income by $.10 per common share. Revenues increased $29.6 million or 11% and costs and expenses increased $24.1 million or 10%. Revenues and costs and expenses were higher in 1994 as a result of the acquisition of WATS Marketing in late 1993.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONT'D)

In 1993, CBIS adopted a plan to dispose of CBIS Federal and restructure other operations within CBIS. For the first quarter 1994, revenues of $13.4 million and operating expenses of $19.3 million related to the discontinued operations were charged against the accrual for disposal and restructuring costs. These results were not materially different from estimates used to record the 1993 restructuring charges. The Company believes that the accrual for the disposal and restructuring at March 31, 1994 is adequate to provide for the estimated loss on the sale of CBIS Federal and its operating losses through the date of sale. The accrual also includes estimated operating losses and other costs related to restructuring of CBIS operations other than CBIS Federal.

Efforts to sell CBIS Federal continue and it is expected that the sale will be completed by the end of the year. In connection with the restructuring of the remaining CBIS operations, CBIS announced on April 11, 1994 a reduction of 220 employees or 9% of the CBIS non-federal workforce. The severance costs for these employees were included in the special charges in 1993.

Results for interim periods may not be indicative of the results for the full year.

Revenues

For the Three Months Ended

	March 31, 1994	1993	Increase (Decrease)	Change
Telephone operations				
Local service	$ 77.2	$ 74.0	$ 3.2	4 %
Network access	36.3	33.2	3.1	9 %
Long distance	9.7	11.5	(1.8)	(16)%
Other	17.2	21.1	(3.9)	(18)%
	140.4	139.8	.6	--
Information systems	70.7	68.4	2.3	3 %
Marketing services	50.6	24.8	25.8	104 %
Other telecommunications	30.4	29.5	.9	3 %
Total Revenues	$292.1	$262.5	$29.6	11 %

Local service revenues increased from a 3% growth in access lines and higher revenues from central office features including greater sales of advanced calling features. Access lines were 856,000 at the end of the first quarter 1994 compared to 833,000 at the end of the first quarter 1993.

Network access revenues increased as a result of a 10% increase in minutes of use, lower settlement payments and greater end user charges.

Long distance revenues decreased from the effect of higher settlements recorded in the first quarter 1993 and also from a rate decrease in January 1994 for interstate intraLATA message tolls.

Other revenues decreased for several reasons. Billing and collection revenues decreased from lower volume of business. Equipment leasing revenues decreased as CBT discontinued the leasing of business equipment late in 1993. The effect of the sale of the residential equipment leasing and PhoneCenter Store businesses during the first quarter 1993 also contributed to the decrease. These declines were partially offset by higher revenues for inside wiring services, and higher commissions from product sales.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONT'D)

CBT received approval on its alternative regulation plan from the Public Utilities Commission of Ohio ("PUCO") on May 5, 1994. The new rates and alternative regulation commitments went into effect on May 6, 1994 and will increase revenues by $11.9 million annually or 3.75% on Ohio regulated services.

Information systems revenues increased for the first quarter of 1994 compared to 1993. The development of telecommunications solutions for international customers and an increase in data processing services provided to wireless and wireline subscribers were the primary reasons for the increase in revenues. Offsetting most of the increase was the effect of $21.6 million in revenues from operations to be sold or discontinued that are included in 1993 revenues while the 1994 amounts are charged against the accrual for disposal and restructuring as described above.

The increase in marketing services revenues were primarily the result of the

WATS Marketing acquisition in 1993. In addition, revenues were higher in 1994 because of increased business in the outbound call processing operations.

Other telecommunications revenues increased in the long distance business from the introduction of new products, particularly 800-service and calling cards, and the minimization of customer attrition.

	For the Three Months Ended March 31, 1994	1993	Increase (Decrease)	Change
Costs and Expenses	$255.4	$231.3	$24.1	10 %

There were several reasons for the increase in costs and expenses. Most of the increase was the result of the WATS Marketing acquisition in 1993.

Telephone operations expenses increased primarily because of higher depreciation and amortization expense and postretirement benefit costs. Depreciation and amortization expense was higher in 1994 because of depreciation rate represcriptions by federal and state regulatory authorities which became effective January 1, 1994. Postretirement benefit costs were higher because of the inclusion of a $2.5 million adjustment of postretirement benefit costs which were deferred in 1993. CBT's sale of its residential equipment leasing and PhoneCenter Store businesses in the first quarter 1993 and a lower number of CBT employees in 1994 than 1993 resulted in lower expenses in 1994 than 1993.

Excluding 1993 expenses of $23.6 million related to the operations being sold or discontinued, first quarter 1994 expenses of the Information Systems segment increased when compared to 1993. Data center expenses increased because of a higher volume of data services revenues and higher costs for providing customer bills. In addition, the costs of increased data center capacity and expenses related to upgrading computer workstations increased operating expenses for the quarter.

Marketing services expenses increased primarily from higher direct labor costs as a result of increased revenues in the outbound call processing operations and the WATS acquisition mentioned previously. Partially offsetting this increase was a decrease in long distance telephone costs as the result of favorable tariffs negotiated with the long distance carriers.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Cont'd)

	For the Three Months Ended March 31, 1994	1993	Increase (Decrease)	Change
Other Income (Expense) - Net	$ .6	$ 10.7	$(10.1)	(94)%

Results for 1993 include a gain of $9.8 million from the sale of CBT's residential equipment leasing and PhoneCenter Store businesses and income from the Anixter - Cincinnati joint venture which terminated at the end of 1993.

	For the Three Months Ended March 31, 1994	1993	Increase (Decrease)	Change
Interest Expense	$ 12.4	$ 10.4	$ 2.0	19 %

A higher average interest rate on total debt outstanding caused the increase in interest expense. This was the result of refinancing short-term debt with long-term debt with higher interest rates during the last six months of 1993.

	For the Three Months Ended March 31, 1994	1993	Increase (Decrease)	Change
Income Taxes	$ 9.3	$ 10.7	$ (1.4)	(13)%

Lower income before taxes was the principal reason for the decrease in income taxes. The Company's effective tax rate was 37.2% for the three months ended March 31, 1994 and 33.8% for the same period in 1993. The reasons for the higher annual effective tax rate were principally due to the new tax law which increased rates and non-deductible expenses.

CHANGE IN ACCOUNTING PRINCIPLE

As more fully described in Note (4) to the financial statements, effective January 1, 1994, the Company adopted Statement of Financial Accounting Standards ("SFAS") 112, "Employers' Accounting for Postemployment Benefits". The cumulative effect of this accounting change was recognized as a change in accounting principle, thereby reducing net income by $2.9 million, which is net of a deferred tax benefit of $1.6 million.

REGULATORY MATTERS

ALTERNATIVE REGULATION

Pursuant to procedures established by the PUCO, local exchange companies are permitted to file plans proposing alternative forms of regulation for competitive services and basic service rates. On January 31, 1994, the PUCO staff issued its evaluation of CBT's filing. Thereafter, CBT and the intervenors signed a settlement agreement which was filed with the PUCO on April 11, 1994. The agreement, which was approved by the PUCO on May 5, 1994, will increase revenues by

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Cont'd)

$11.9 million annually or 3.75% on Ohio regulated services. The alternative regulation commitments and new rates became effective May 6, 1994. CBT's authorized rate of return on capital will be 11.18%, but CBT can earn up to 11.93% in a monitoring period without any retargeting of rates. Earnings higher than 11.93% result in retargeting of rates in the next monitoring period.

OPTIONAL INCENTIVE REGULATION

For interstate services, CBT began to operate under an Optional Incentive Regulation (OIR) plan in January 1994. This is an alternative form of regulation for small and midsized companies with more emphasis on price regulation similar to price caps. The plan involves the following:

- - OIR does not impose a productivity offset.
- - CBT can retain higher levels of profit if it improves its productivity/efficiency up to a maximum of 12.75% under OIR versus 11.50% under rate of return regulation.
- - Ratepayers benefit from efficiency gains because the gains are flowed through in the form of lower rates in the next tariff period when rates are retargeted to the authorized rate of return.
- - CBT need not be permanently committed to OIR in contrast with price cap regulation.

In addition, CBT has more pricing flexibility. Rate changes and new services can be made on a 14 day notice without cost support if CBT sets rates no higher than a geographically adjacent price cap local exchange carrier. This allows CBT to be more responsive to customers and more competitive. Historical revenue requirements and demand are used instead of forecasts.

DEPRECIATION REPRESCRIPTION

In January 1994, CBT completed a successful triennial depreciation represcription with regulators from the Federal Communications Commission, the PUCO and the Public Service Commission of Kentucky. The new rates were recorded retroactive to January 1, 1994 in the interstate and Kentucky jurisdictions. CBT has asked permission to use new rates in Ohio effective July 1, 1994.

EFFECTS OF REGULATORY ACCOUNTING

CBT presently gives accounting recognition to the actions of regulators where appropriate, as prescribed by SFAS 71, "Accounting for the Effects of Certain Types of Regulation". Under SFAS 71, CBT records certain assets and liabilities because of the actions of regulators. Amounts charged to operations for depreciation expense reflect estimated useful lives and methods prescribed by regulators rather than those that might otherwise apply to unregulated enterprises. In the event CBT determines that it no longer meets the criteria for following SFAS 71, the accounting impact to CBT would be an extraordinary non-cash charge to operations of an amount which would be material. Criteria that give rise to the discontinuance of SFAS 71 include increasing competition, which restricts CBT's ability to establish prices to recover specific costs and a significant change in the manner in which rates are set by regulators from cost-based regulation to another form of regulation. CBT periodically reviews these criteria to ensure that continuing application of SFAS 71 is appropriate.

BUSINESS OUTLOOK

Cincinnati Bell operates businesses in several different markets. Each of the businesses has fluctuations in revenues and operating earnings as the result of the overall level, timing and terms of many contracts. These circumstances may increase the variability of financial results on a quarter-to-quarter basis.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Cont'd)

Customer demands, technology, the preferences of policy makers and the convergence of other industries with the telecommunications industry are causes of increasing competition in the telecommunications industry. The range of communications services, the equipment available to provide and access such services and the number of competitors offering such services continue to increase. Federal and state regulators are encouraging changes that promote competition in the industry. These impacts are expected to make it very challenging to maintain and grow telephone revenues. CBT will need to respond with active programs to market products and reduce costs.

CBT continues to monitor the technological changes and competitive and regulatory environment of the telecommunications business and to develop strategies to address these changes. CBT is evaluating the way it conducts business in order to further improve customer responsiveness and quality. Also, CBT is evaluating productivity improvement programs that could involve retraining of employees, re-engineering of systems, restructure of its organization, resource levels and other operating costs.

CBIS must improve operational processes and generate sufficient revenues to recover its software costs. In its effort to reorganize, CBIS will continue to evaluate overall results by addressing potential non-strategic and non-profitable activities. CBIS is also focusing on strengthening its core business. Important to its growth is the success of products using CBIS's "Edge" system, an object-oriented, open-architecture, distributed processing platform. Precedent 2000, an important product using the CBIS Edge platform is expected to begin delivery to certain customers later in the year. It is too early to predict the success of this system.

MATRIXX needs to continue to successfully integrate the WATS acquisition. The continued trend in the outsourcing of telemarketing is important for MATRIXX's continued growth.

The success of the other businesses will be determined by how well they meet the changing needs of their customers.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

The following are filed as Exhibits to Part I of this Form 10-Q:

Exhibit Number	
11	Computation of Earnings per Common Share

(b) Reports on Form 8-K.

No reports on Form 8-K have been filed during the quarter for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cincinnati Bell Inc.

Date May 13, 1994

/S/ Brian C. Henry

Brian C. Henry
Executive Vice President and
Chief Financial Officer

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

Annual Report Pursuant to Section 13 or 15 (d)

of the Securities Exchange Act of 1934

for the quarterly period ended March 31, 1994

CINCINNATI BELL INC.

(Exact Name of Registrant as specified in its charter)

EXHIBITS

INDEX TO EXHIBITS

Filed Pursuant to Item 601 of Regulation S-K

Exhibit No.	Title of Exhibit	Page
(11)	Computation of Earnings per Common Share	*

Exhibit 11
to
Form 10-Q for the Quarterly
Period Ended March 31, 1994

CINCINNATI BELL INC.
COMPUTATION OF EARNINGS PER COMMON SHARE
(Dollars in thousands, except per share amounts; shares in thousands)

	For the Three Months Ended March 31,	
	1994	1993
Income before cumulative effect of accounting change	$15,646	$20,827
Cumulative effect of accounting change	(2,925)	--
Net income	12,721	20,827
Preferred dividend requirements.	--	1,087
Income applicable to common shares	$12,721	$19,740
Weighted average number of common shares outstanding	65,083	61,842
Common share conversions applicable to common share options. .	8	11
Total number of shares for computing primary earnings per common share	65,091	61,853
Average contingent issues of common shares from convertible preferred shares	n/a	3,158
Total number of shares for computing fully diluted earnings per common share	n/a	65,011
EARNINGS PER COMMON SHARE		
As reported		
Income before accounting change.	$ .24	$ .32
Cumulative effect of accounting change	(.04)	--
Net income	$ .20	$ .32
Primary		
Income before accounting change.	$ .24	$ .32
Cumulative effect of accounting change	(.04)	--
Net income	$ .20	$ .32
Fully diluted		
Income before accounting change.	$ .24	$ .32
Cumulative effect of accounting change	(.04)	--
Net income	$ .20	$ .32

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Earnings per common share for the three months ended March 31, 1994 and 1993 as reported in the Consolidated Statements of Income were based on the weighted average number of common shares outstanding for the respective periods. For the three months ended March 31, 1994 and 1993 primary and fully diluted earnings per common share were not shown in the Consolidated Statements of Income as they differ from the reported earnings per common share by less than three percent or are anti-dilutive.