

CINCINNATI BELL INC
Form S-4/A
July 17, 2003

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As filed with the Securities and Exchange Commission on July 17, 2003

Registration No. 333-104557

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2 TO FORM S-4

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)

4813
(Primary Standard Industrial
Classification Code Number)

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

**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 offices)

**Jeffrey C. Smith, Esq.
Chief Human Resources Officer,
General Counsel and Corporate Secretary
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)

Copies to:

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Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared effective and the conditions to the consummation of the offer described herein have
been satisfied or, to the extent permitted, waived.

If any of the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Prospectus and Solicitation Statement Subject to completion dated , 2003

Information contained in this prospectus and solicitation statement is not complete and may be changed. We may not complete the exchange offer and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus and solicitation statement is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

[Cincinnati Bell Inc. logo]
OFFER TO EXCHANGE
14,148,518 Shares of Cincinnati Bell Inc. Common Stock
for all the outstanding shares of
BRCOM Inc. Exchangeable Preferred Stock
and
CONSENT SOLICITATION

We are offering to exchange 14,148,518 shares of our common stock for all of the outstanding shares of 12¹/₂% Series B Junior Exchangeable Preferred Stock of our BRCOM Inc. (f/k/a Broadwing Communications Inc.), or BRCOM, subsidiary, or 35.8 shares of Cincinnati Bell Common Stock for each outstanding share of BRCOM Preferred Stock, upon the terms and subject to the conditions specified in this prospectus and solicitation statement and the related consent and letter of transmittal.

Concurrently with the exchange offer, we are also soliciting consents from holders of BRCOM Preferred Stock to amend the certificate of designation under which the shares were issued to eliminate all voting rights and restrictive covenants. The exchange offer and consent solicitation will expire on , 2003 at 5:00 p.m., New York City time, unless extended.

The exchange offer and consent solicitation are conditioned upon, among other conditions, our receipt of valid tenders and consents from holders of not less than 66²/₃% of the outstanding BRCOM Preferred Stock. Holders of shares representing approximately 67.4% of BRCOM Preferred Stock have already agreed with us to tender their shares and give their consents. As a result, the minimum tender condition will be satisfied upon the tender of the shares held by these holders.

If the exchange offer and consent solicitation are completed, in connection therewith we will effect a merger of a newly-formed wholly owned subsidiary of Cincinnati Bell with and into BRCOM, in which any remaining shares of BRCOM Preferred Stock not tendered by you will be converted into the same number of shares of Cincinnati Bell Common Stock that you would have received if you had tendered your shares in the exchange offer, unless you properly perfect appraisal rights under Delaware law.

Shares of BRCOM Preferred Stock are listed on the New York Stock Exchange under the symbol "IXK-NA-09," and the last reported trading price as of July 15, 2003 was \$216.25. Shares of Cincinnati Bell Common Stock are listed on the NYSE under the symbol "CBB," and the last reported trading price on July 15, 2003 was \$6.93. Based upon this \$6.93 trading price, the value of the shares of Cincinnati Bell Common Stock that would be received in exchange for each share of BRCOM Preferred Stock validly tendered and not properly withdrawn in the exchange offer would be \$248.09.

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SEE "RISK FACTORS" BEGINNING ON PAGE 12 FOR A DISCUSSION OF ISSUES
THAT YOU SHOULD CONSIDER WITH RESPECT TO THE
EXCHANGE OFFER AND CONSENT SOLICITATION.

Neither the Securities and Exchange Commission nor any state securities commission has approved
or disapproved of these securities or this transaction, passed upon the merits or fairness of this transaction,
or passed upon the adequacy or accuracy of this prospectus and solicitation statement.
Any representation to the contrary is a criminal offense.

LEHMAN BROTHERS

Dealer Manager and Solicitation Agent

, 2003

TABLE OF CONTENTS

	<u>Page</u>
QUESTIONS AND ANSWERS ABOUT THE EXCHANGE OFFER, CONSENT SOLICITATION AND MERGER	1
SUMMARY	3
RISK FACTORS	12
Risk Factors Related to the Exchange Offer and Consent Solicitation	12
Risk Factors Related to the Business of Cincinnati Bell	15
Risk Factors Related to BRCOM	22
FORWARD-LOOKING STATEMENTS	25
SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA	26
CAPITALIZATION	30
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION	32
COMPARATIVE STOCK PRICES AND DIVIDENDS	57
BACKGROUND OF THE EXCHANGE OFFER, CONSENT SOLICITATION AND MERGER	58
The Restructuring Plan and Recent Developments	59
Consequences for BRCOM	66
RELATIONSHIP BETWEEN CINCINNATI BELL AND BRCOM	68
Cincinnati Bell Inc.	68
BRCOM Inc.	68
Relationship of Directors and Executive Officers of BRCOM with Cincinnati Bell	69
Intercompany Arrangements	70
THE EXCHANGE OFFER, CONSENT SOLICITATION AND MERGER	72
Reasons for and Purpose of the Exchange Offer, Consent Solicitation and Merger	72
General	72
Conditions of the Exchange Offer, Consent Solicitation and Merger	73
Exchange and Voting Agreement	74
Waiver and Release	76
Timing of the Exchange Offer and Consent Solicitation	76
Extension, Termination and Amendment	76
Exchange of BRCOM Preferred Stock	77
Cash Instead of Fractional Shares of Cincinnati Bell Common Stock	78
Procedure for Tendering and Consenting	78
Guaranteed Delivery	79
Effects of Tenders and Consents	79
Withdrawal of Tenders and Revocation of Consents	80
The Proposed Amendments	81
Liquidity; Delisting	82
The Merger	82

	Page
Appraisal Rights	83
Certain Legal and Regulatory Matters	85
Financing of the Exchange Offer	85
Dealer Manager and Solicitation Agent	85
Exchange Agent	86
CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS	87
DESCRIPTION OF CINCINNATI BELL CAPITAL STOCK	89
DESCRIPTION OF CINCINNATI BELL AND BRCOM INDEBTEDNESS	94
COMPARISON OF BRCOM PREFERRED STOCK AND CINCINNATI BELL COMMON STOCK	104
LEGAL MATTERS	106
EXPERTS	106
WHERE YOU CAN FIND MORE INFORMATION	107
SCHEDULE I CERTAIN INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS OF CINCINNATI BELL	S-I-1
SCHEDULE II CERTAIN INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS OF BRCOM	S-II-1
ANNEX A FORM OF AMENDED CERTIFICATE OF DESIGNATION	A-1
ANNEX B EXCHANGE AND VOTING AGREEMENT	B-1
ANNEX C SECTION 262 OF GENERAL CORPORATION LAW OF THE STATE OF DELAWARE	C-1

**QUESTIONS AND ANSWERS ABOUT
THE EXCHANGE OFFER, CONSENT SOLICITATION AND MERGER**

The following are some questions regarding the exchange offer, consent solicitation and merger that you may have as a holder of BRCOM Preferred Stock and the answers to those questions. We urge you to read carefully the remainder of this prospectus and solicitation statement and the related consent and letter of transmittal because the information in this section is not complete. Additional important information is contained in the remainder of this prospectus and solicitation statement and the consent and letter of transmittal.

Q:

What will I receive in exchange for my shares of BRCOM Preferred Stock?

A:

We are offering to exchange 35.8 shares of Cincinnati Bell Common Stock for each outstanding share of BRCOM Preferred Stock validly tendered and not properly withdrawn in the exchange offer.

Q:

If I tender my shares of BRCOM Preferred Stock, when will I receive my shares of Cincinnati Bell Common Stock?

A:

Holders of BRCOM Preferred Stock that tender their shares in the exchange offer will receive shares of Cincinnati Bell Common Stock promptly after the closing of the exchange offer.

Q:

When does Cincinnati Bell expect to complete the exchange offer and consent solicitation?

A:

We hope to complete the exchange offer and consent solicitation in the third quarter of 2003. The exchange offer and consent solicitation are currently scheduled to expire on _____, 2003; however, we may extend the exchange offer and consent solicitation from time to time as necessary until all the conditions to the exchange offer and consent solicitation have been satisfied or, where permissible, waived.

Q:

If I decide not to tender, how will the exchange offer and consent solicitation affect my shares of BRCOM Preferred Stock?

A:

If you decide not to tender your shares of BRCOM Preferred Stock in the exchange offer and we complete the exchange offer, consent solicitation and the merger, you will receive in the merger the same number of shares of Cincinnati Bell Common Stock that you would have received if you had tendered your shares of BRCOM Preferred Stock in the exchange offer, unless you properly perfect appraisal rights under Delaware law. In the unlikely event that the exchange offer and consent solicitation are completed but the merger is not consummated, holders of untendered shares of BRCOM Preferred Stock will not have the benefit of voting rights or the restrictive covenants currently applicable, and the liquidity and trading price of the remaining shares of BRCOM Preferred Stock will likely be adversely affected.

Q:

Will I receive accumulated, undeclared and unpaid dividends with respect to shares of BRCOM Preferred Stock accepted for exchange?

No. You will not be paid any accumulated, undeclared and unpaid dividends if you exchange your shares of BRCOM Preferred Stock pursuant to the exchange offer.

Q:

How do I participate in the exchange offer and consent solicitation?

A:

If you hold your shares in your own name, complete and sign the enclosed consent and letter of transmittal and return it with your share certificates to The Bank of New York, the exchange agent for the exchange offer, at the appropriate address specified on the back cover of this prospectus and solicitation statement before the expiration date of the exchange offer and consent solicitation.

1

If you hold your shares through a broker or other nominee, instruct such broker or nominee to tender your shares and consent to the proposed amendments before the expiration date of the exchange offer and consent solicitation.

Q:

Will I have to pay any fees or commissions for tendering into the exchange offer?

A:

If you are the record owner of your shares and you tender your shares directly to the exchange agent, you will not have to pay any fees or commissions. If you hold your shares through a broker, bank or other nominee, and your broker tenders the shares on your behalf, your broker may charge you a fee for doing so. You should consult your broker or nominee to determine whether any charges will apply.

Q:

What do I do if I want to withdraw my shares from the exchange offer and revoke the related consents to the proposed amendments?

A:

To withdraw your shares from the exchange offer and revoke the related consents to the proposed amendments, send a written or facsimile transmission notice of withdrawal to the exchange agent at the appropriate address specified on the back cover of this prospectus and solicitation statement prior to the expiration date. Your notice of withdrawal must comply as to form with the requirements set forth in this prospectus and solicitation statement.

Q:

Where can I find more information about Cincinnati Bell and BRCOM?

A:

You can find more information about Cincinnati Bell and BRCOM from various sources described under "Where You Can Find More Information."

Q:

Who do I call if I have any questions on how to tender my shares of BRCOM Preferred Stock or any other questions relating to the exchange offer and consent solicitation?

A:

Questions and requests for assistance may be directed to The Bank of New York, the exchange agent, or to Lehman Brothers Inc., the dealer manager and solicitation agent, at their respective addresses and telephone numbers set forth on the back cover of this prospectus and solicitation statement. Requests for additional copies of this prospectus and solicitation statement and the consent and letter of transmittal may be directed to the exchange agent or the dealer manager and solicitation agent of the exchange offer and consent solicitation.

2

SUMMARY

This summary highlights selected information from this prospectus and solicitation statement and may not contain all of the information that is important to you. To better understand the proposed exchange offer and consent solicitation, we urge you to read this entire document carefully, as well as those additional documents to which we refer you. See "Where You Can Find More Information."

Background of the Exchange Offer, Consent Solicitation and Merger

Beginning with our acquisition of all of the common stock of BRCOM in November 1999, we have pursued a strategy of building an integrated high capacity communications network by using our financial resources to leverage BRCOM's strategic assets. From the acquisition of BRCOM to March 31, 2003, we used approximately \$2.3 billion of cash flow from our other businesses and borrowings under our credit facilities to finance the buildout and increase the capacity of BRCOM's national optical network, as well as to meet BRCOM's other cash needs.

In 2001, the business environment for BRCOM and the broader telecommunications industry deteriorated rapidly and significantly and currently remains weak. Factors contributing to this weakness include a generally weak U.S. economy, overcapacity in the broadband industry and financial difficulties at companies in related industries, including many of BRCOM's telecommunications carrier customers.

BRCOM generated revenue of approximately \$1.1 billion, or 50% of our consolidated revenue in 2002; however, BRCOM generated an operating loss of approximately \$2.4 billion over the same period. In general, BRCOM has incurred substantial operating and net losses. From the acquisition of BRCOM through the end of 2002, BRCOM incurred approximately \$3.2 billion in operating losses and approximately \$5.4 billion in cumulative net losses. To finance BRCOM's capital expenditure and operating activities, as well as its preferred stock dividends and repayments of long-term debt, from the acquisition of BRCOM to March 31, 2003, we made capital contributions of approximately \$829 million and intercompany loans of approximately \$1.5 billion. As a result of those contributions and loans and the effects of a weak U.S. economy and telecommunications industry, we have incurred a substantial amount of debt.

The Restructuring Plan and Recent Developments

In response to BRCOM's deteriorating financial results and concerns over our liquidity, in October 2002 we announced a five-point restructuring plan. The restructuring plan is intended to strengthen our financial position, maintain the strength and stability of our local telephone business, reduce the cash expenditures at BRCOM, facilitate the evaluation of strategic alternatives and reduce our debt balances over time. We have made substantial progress in implementing the restructuring plan including the following:

On March 26, 2003, we received \$350 million of gross cash proceeds from the issuance of 16% Senior Subordinated Discount Notes due 2009, referred to herein as the 16% Notes, and warrants as part of the Goldman mezzanine financing (as described in "Description of Cincinnati Bell and BRCOM Indebtedness Cincinnati Bell 16% Senior Subordinated Discount Notes due 2009").

On March 26, 2003, we permanently prepaid \$220 million in borrowings under our term and revolving credit facilities and made a \$90 million payment under our revolving credit facility with the net cash proceeds from the Goldman mezzanine financing and amended the terms of our credit facilities to provide us with greater liquidity for our operations.

On March 26, 2003, we executed a supplemental indenture in respect of the indenture governing the 6³/₄% Convertible Subordinated Notes due 2009, referred to herein as Convertible Subordinated Notes (as described in "Background of the Exchange Offer, Consent Solicitation and Merger The Restructuring Plan and Recent Developments Convertible

Subordinated Notes Supplemental Indenture").

3

On June 13, 2003, we consummated the first (and most significant) stage closing of the sale of our broadband business, in which we transferred substantially all of our broadband assets except for those for which state regulatory approval for transfer was still pending. In connection with the first stage closing, the buyers paid the cash purchase price of \$91.5 million, of which \$29.3 million was placed into escrow to support certain potential purchase price adjustments and the portion of the purchase price payable upon the consummation of the second and third stage closings, and issued to us a \$17.2 million preliminary promissory note in connection with a purchase price working capital adjustment. In addition, the buyers have agreed to assume approximately \$418.5 million in current and

long-term liabilities and approximately \$291.2 million of operating contractual commitments. See "Background of the Exchange Offer, Consent Solicitation and Merger The Restructuring Plan and Recent Developments Sale of our broadband business." Our business after the consummation of the broadband sale will primarily consist of our local and wireless telephone businesses and the only remaining BRCOM subsidiaries with operating assets will be Cincinnati Bell Technology Solutions Inc., an information technology consulting subsidiary, and Cincinnati Bell Any Distance Inc., a subsidiary whose assets service Cincinnati Bell's long distance business. Upon the recording of the sale of our broadband business, we expect our pretax U.S. federal net operating loss carryforwards to increase to approximately \$2.1 billion, or \$735 million tax effected, with little or no expected impact on the total net deferred tax asset and valuation allowance.

On June 16, 2003, we permanently retired BRCOM's remaining \$0.8 million outstanding 12¹/₂% Senior Notes due 2005 (as described in "Background of the Exchange Offer, Consent Solicitation and Merger The Restructuring Plan and Recent Developments Retirement of BRCOM 12¹/₂% Notes").

On July 8, 2003, we consummated the second stage closing of the sale of our broadband business and \$10.3 million of the \$29.3 million placed into escrow at the first stage closing was paid to us in cash. After the first and second stage closings, the BRCOM selling subsidiaries have transferred assets in states representing approximately 87.5% of our 2002 broadband revenue to the buyers.

On July 11, 2003, we issued \$500 million aggregate principal amount of 7¹/₄% Senior Notes due 2013, referred to herein as the 7¹/₄% Senior Notes (as described in "Description of Cincinnati Bell and BRCOM Indebtedness Cincinnati Bell's 7¹/₄% Senior Notes due 2013"). The net proceeds from that offering totaled \$488.3 million and were used to repay borrowings and permanently reduce commitments under our term loan credit facilities and our revolving credit facility.

Concurrent with the exchange offer and consent solicitation, we are also offering to exchange 11,076,707 shares of Cincinnati Bell Common Stock for approximately \$46 million aggregate principal amount of BRCOM's 9% Senior Subordinated Notes due 2008, referred to herein as 9% Notes (as described in "Description of Cincinnati Bell and BRCOM Indebtedness BRCOM 9% Senior Subordinated Notes due 2008") outstanding, which is equal to 241.06 shares of Cincinnati Bell Common Stock for each \$1,000 aggregate principal amount of 9% Notes. Holders of the 9% Notes representing \$42.375 million in principal amount, or approximately 92.2% of the aggregate principal amount outstanding, have already agreed to tender their notes and give their consents.

Consequences for BRCOM

BRCOM conducts substantially all of its operations through its subsidiaries and is dependent upon dividends or other intercompany transfers of funds from its subsidiaries in order to meet its obligations. Following the completion of the remaining portion of the sale of our broadband business, the only remaining BRCOM subsidiaries with operating assets will be Cincinnati Bell Technology Solutions Inc., an information technology consulting subsidiary, and Cincinnati Bell Any Distance Inc., a subsidiary whose assets service Cincinnati Bell's long distance business. See "Unaudited Pro Forma Condensed

4

Consolidated Financial Information BRCOM Inc." for BRCOM's pro forma results of operations and balance sheet after giving effect to the sale of our broadband business. However, BRCOM retains substantial liabilities. The carrying value of the current and long-term liabilities to be retained totaled \$1,654.8 million and \$301.7 million, respectively, as of March 31, 2003. There can be no assurances that BRCOM will be able

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to generate sufficient cash from its remaining operations, restructure its obligations or obtain additional sources of financing, in light of the funding constraints described under "Description of Cincinnati Bell and BRCOM Indebtedness Cincinnati Bell 16% Senior Subordinated Discount Notes due 2009." As a result, BRCOM may not be able to service the substantial liabilities remaining after the sale of our broadband business or to fund its other liquidity needs.

The uncertainty of future cash flows of BRCOM combined with the funding constraints discussed above have prompted PricewaterhouseCoopers LLP, BRCOM's independent accountants, to include a going concern explanatory paragraph in their report filed in connection with the stand-alone financial statements of BRCOM. The going concern explanatory paragraph means that, in the opinion of PricewaterhouseCoopers, there exists substantial doubt about BRCOM's ability to continue as a going concern and its ability to realize its assets and discharge its liabilities in the normal course of business.

If BRCOM is unable to finance its operations or meet its remaining commitments going forward, it may be forced to seek protection from its creditors under Chapter 11 whether or not the exchange offer is consummated, in which case the shares of BRCOM Preferred Stock would likely be extinguished for no consideration. We do not believe that a bankruptcy filing by BRCOM would have an impact on, or increase, the likelihood that Cincinnati Bell would be forced to file for bankruptcy under Chapter 11. Cincinnati Bell does not face the same uncertainty of future cash flow or the funding constraints that BRCOM does. Cincinnati Bell recently issued \$350 million of 16% Notes and \$500 million of 7¹/₄% Senior Notes. With the net proceeds from those issuances, we have permanently repaid approximately \$796.3 million under our term and revolving credit facilities. In addition, following our recent amendments to our Convertible Subordinated Notes indenture and the terms of our credit facilities, the bankruptcy of BRCOM or its subsidiaries will not constitute an event of default under either the Convertible Subordinated Notes indenture, the terms of our credit facilities or any other document governing indebtedness of Cincinnati Bell or any of its subsidiaries.

See "Background of the Exchange Offer, Consent Solicitation and Merger Consequences for BRCOM" for a more detailed discussion of the restructuring plan.

Reasons for the Exchange Offer, Consent Solicitation and Merger

The exchange offer and consent solicitation are an integral part of the restructuring plan. The restructuring plan and the sale of our broadband business were undertaken to simplify our capital structure and focus on our remaining operations. The exchange offer and consent solicitation will improve our financial position and reduce remaining cash expenditures at BRCOM. The consent solicitation will eliminate all voting rights and restrictive covenants in the certificate of designation governing the BRCOM Preferred Stock, thereby providing us with increased operational and financial flexibility in dealing with the remainder of BRCOM's assets and liabilities following the sale of our broadband business. In addition, pursuant to the terms of the agreement for the sale of our broadband business, we have agreed to use our best efforts to retire the BRCOM Preferred Stock.

See "The Exchange Offer, Consent Solicitation and Merger Reasons for and Purpose of the Exchange Offer, Consent Solicitation and Merger."

The Exchange Offer and Consent Solicitation

We are offering to exchange 35.8 shares of Cincinnati Bell Common Stock for each outstanding share of BRCOM Preferred Stock validly tendered and not properly withdrawn prior to the expiration date. Because the number of shares of Cincinnati Bell Common Stock you will receive for each share of BRCOM Preferred Stock is fixed, the value of the shares of Cincinnati Bell Common Stock at the time you receive them could be less than their value at the time you tender your shares of BRCOM

5

Preferred Stock. For a summary of the material differences between the current rights and features of the BRCOM Preferred Stock and the Cincinnati Bell Common Stock, see "Comparison of BRCOM Preferred Stock and Cincinnati Bell Common Stock."

The following table reflects the value of the shares of Cincinnati Bell Common Stock to be received by holders for each share of BRCOM Preferred Stock across an assumed range of Cincinnati Bell Common Stock share prices:

Cincinnati Bell Common Stock Per Share Price

\$5.00	\$5.50	\$6.00	\$6.50	\$7.00	\$7.50	\$8.00	\$8.50	\$9.00
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Cincinnati Bell Common Stock Per Share Price

Value of 35.8 shares of
Cincinnati Bell Common

Stock	\$ 179.00	\$ 196.90	\$ 214.80	\$ 232.70	\$ 250.60	\$ 268.50	\$ 286.40	\$ 304.30	\$ 322.20
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Assuming the exchange offer, consent solicitation and merger are completed, and the entire aggregate principal amount of the 9% Notes outstanding are tendered and accepted for exchange pursuant to the BRCOM debt exchange offer, and giving effect to the exercise of the 17.5 million warrants issued as part of the Goldman mezzanine financing, there would be 261,678,129 shares of Cincinnati Bell Common Stock outstanding on March 31, 2003. Based on this information, the former holders of BRCOM Preferred Stock would hold approximately 5.4% of the outstanding shares of Cincinnati Bell Common Stock.

We will retain all the shares of BRCOM Preferred Stock we receive in the exchange offer. You will not be paid any accumulated, undeclared and unpaid dividends if you exchange your shares of BRCOM Preferred Stock pursuant to the exchange offer. At March 31, 2003, accumulated, undeclared and unpaid dividends on the BRCOM Preferred Stock totaled approximately \$43.2 million or \$109.31 per share. Also, you will not receive any fractional shares. Instead, the exchange agent for the exchange offer, acting as your agent, will aggregate any fractional shares issuable and sell them for your account. The proceeds realized by the exchange agent on the sale of fractional shares will be distributed to you and the other tendering holders of BRCOM Preferred Stock on a pro rata basis, net of commissions.

Concurrently with the exchange offer, we are also soliciting consents from holders of BRCOM Preferred Stock to amend the certificate of designation under which the shares were issued to eliminate all voting rights and restrictive covenants. You may not deliver consents without tendering your shares of BRCOM Preferred Stock in the exchange offer. Your completion, execution and delivery of a consent and letter of transmittal will be deemed to constitute your consent to the proposed amendments with respect to the shares of BRCOM Preferred Stock tendered thereby unless such shares are properly withdrawn in the manner and during the periods described herein.

The term "expiration date" means 5:00 p.m., New York City time, on _____, 2003, unless we extend the period of time for which the exchange offer and consent solicitation are open, in which case the term "expiration date" means the latest time and date on which the exchange offer and consent solicitation, as so extended, expire.

If the exchange offer and consent solicitation are completed, in connection therewith we will effect a merger of a newly-formed wholly owned subsidiary of Cincinnati Bell with and into BRCOM, in which any remaining shares of BRCOM Preferred Stock not tendered by you will be converted into the same number of shares of Cincinnati Bell Common Stock that you would have received if you had tendered your shares in the exchange offer, unless you properly perfect appraisal rights under Delaware law. See "The Exchange Offer, Consent Solicitation and Merger The Merger" and "The Exchange Offer, Consent Solicitation and Merger Appraisal Rights."

As of March 31, 2003, 395,210 shares of BRCOM Preferred Stock were outstanding and holders of 266,514 shares representing approximately 67.4% of BRCOM Preferred Stock have agreed with us to tender their shares and give their consents. See "The Exchange Offer, Consent Solicitation and Merger Exchange and Voting Agreement." As a result, the minimum tender condition will be satisfied

6

upon the tender of the shares held by these holders. In addition, if the amendment to the certificate of designation governing the BRCOM Preferred Stock is effected and the exchange offer and consent solicitation are successfully completed, we will be able to effect the merger without the approval of any other holder of BRCOM Preferred Stock.

If the exchange offer and consent solicitation are not completed, we will evaluate our strategic alternatives regarding BRCOM. These may include the filing by BRCOM for protection under Chapter 11. If we choose to reorganize BRCOM under Chapter 11, it is likely that the BRCOM Preferred Stock will be extinguished for no consideration. It is also possible we may choose to reorganize BRCOM under Chapter 11 following the consummation of the exchange offer and consent solicitation.

The proposed amendments to the certificate of designation pursuant to which the BRCOM Preferred Stock was issued will eliminate all voting rights and restrictive covenants, including:

the right of holders of BRCOM Preferred Stock to cast one-tenth of one vote per share on all matters, voting together with the common stock of BRCOM as a single class and the accompanying consents;

the right of holders of BRCOM Preferred Stock to elect two additional members of the board of directors if dividends on the BRCOM Preferred Stock are in arrears and undeclared for six or more quarters (whether or not consecutive) or in the event of a violation of a covenant;

the mandatory redemption feature;

the limitation on indebtedness;

the limitation on restricted payments;

the limitation on restrictions on distributions from restricted subsidiaries;

the limitation on affiliate transactions;

the limitation on asset sales and mergers;

the obligation to offer to repurchase or to reset the dividend rate on the BRCOM Preferred Stock upon a change of control; and

the obligation to file annual, quarterly and other reports with the SEC.

See "Annex A Form of Amended Certificate of Designation."

The BRCOM board of directors has voted to recommend the exchange offer and consent solicitation to the holders of BRCOM Preferred Stock. None of the Cincinnati Bell board of directors, the dealer manager and solicitation agent, or the exchange agent expresses any opinion, and each is remaining neutral to you as to whether or not to tender your shares of BRCOM Preferred Stock in the exchange offer and give your consent pursuant to the consent solicitation because the risks and benefits of the exchange offer to you will depend on your particular situation or status. Our board of directors has not made any determination that the exchange ratio represents a fair valuation of the BRCOM Preferred Stock or the Cincinnati Bell Common Stock, and we have not obtained a fairness opinion from any financial advisor about the fairness of the exchange ratio to us or to you. In addition, we have not authorized anyone to make a recommendation regarding the exchange offer. You must make your own investment decision whether to tender your shares of BRCOM Preferred Stock in the exchange offer based upon your own assessment of the market value of the BRCOM Preferred Stock, the likely value of the Cincinnati Bell Common Stock, your liquidity needs and your investment objectives.

Conditions to the Completion of the Exchange Offer and Consent Solicitation

Our obligation to complete the exchange offer and consent solicitation is subject to the following conditions described under "The Exchange Offer, Consent Solicitation and Merger Conditions of the Exchange Offer, Consent Solicitation and Merger":

the tender of at least 66²/₃% of the outstanding shares of BRCOM Preferred Stock and the accompanying consents;

the registration statement, of which this prospectus and solicitation statement is a part, having been declared effective by the SEC;

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the absence of any threatened or pending litigation or other legal action relating to the exchange offer, consent solicitation or merger;

the absence of any unsolicited offer or expression of bona fide interest from a third party with respect to a potential merger, acquisition, business combination or other strategic combination involving BRCOM or Cincinnati Bell, that if the board of directors of BRCOM or Cincinnati Bell determines it to be in the best interests of BRCOM or Cincinnati Bell to accept, would

alter the terms of the exchange offer and consent solicitation in a manner not permitted by the exchange and voting agreement (as described in "The Exchange Offer, Consent Solicitation and Merger Exchange and Voting Agreement"); and

the absence of any governmental approvals required in order to complete the exchange offer, consent solicitation or merger.

Exchange and Voting Agreement

On March 24, 2003, we entered into an exchange and voting agreement with Alliance Capital Management L.P., Fidelity Management & Research Co., GMT Capital Corp., Gryphon Partners L.P., Morgan Stanley Investment Management, OZ Management, LLC and OZF Management L.P. pursuant to which each of these holders of BRCOM Preferred Stock agreed to tender all of their BRCOM Preferred Stock and to consent to the amendments to the certificate of designation governing the BRCOM Preferred Stock. In addition, each party to the exchange and voting agreement has agreed to use commercially reasonable efforts to complete the exchange offer and consent solicitation. In the aggregate, these holders own shares representing approximately 67.4% of the outstanding shares of BRCOM Preferred Stock. As a result, the minimum tender condition will be satisfied upon the tender of the shares held by these holders or their transferees. In addition, upon the tender of the shares subject to the exchange and voting agreement, the amendment to the certificate of designation governing the BRCOM Preferred Stock and completion of the exchange offer, we will be able to effect the merger without the approval of any other holder of BRCOM Preferred Stock. See "The Exchange Offer, Consent Solicitation and Merger Exchange and Voting Agreement."

Waiver and Release

Each holder of BRCOM Preferred Stock by tendering and accepting Cincinnati Bell Common Stock pursuant to the exchange offer waives and releases Cincinnati Bell, BRCOM and their affiliates, and the respective directors, officers and employees of Cincinnati Bell, BRCOM and their affiliates from certain liabilities and claims against Cincinnati Bell, BRCOM or their affiliates, or against any of their respective officers, directors, employees and stockholders. See "The Exchange Offer, Consent Solicitation and Merger Waiver and Release."

Certain Risk Factors

Investment in the Cincinnati Bell Common Stock issuable in the exchange offer involves a high degree of risk. In deciding whether to tender your shares pursuant to the exchange offer and deliver related consents pursuant to the consent solicitation, you should carefully read this prospectus and solicitation statement, including the risk factors, as well as the documents incorporated by reference

into this prospectus and solicitation statement. See "Risk Factors" for a more complete discussion of these and other factors to consider in connection with the exchange offer and consent solicitation.

Trading Price Information

The BRCOM Preferred Stock is quoted on the NYSE under the symbol "IXK-NA-09." The trading market for shares of BRCOM Preferred Stock is limited and sporadic, and prices may fluctuate significantly depending on the volume of trading in the shares and the balance between buy and sell orders for the shares. The last traded price for the BRCOM Preferred Stock as reported on Advantage Data, an automated electronic system, as of July 15, 2003 was \$216.25 per share. Cincinnati Bell Common Stock is quoted on the NYSE under the symbol "CBB," and the last traded price for Cincinnati Bell Common Stock on the NYSE on July 15, 2003 was \$6.93 per share. You are urged to obtain current market quotations.

Timing of the Exchange Offer and Consent Solicitation

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We hope to complete the exchange offer and consent solicitation by the end of the third quarter of 2003. The exchange offer and consent solicitation are currently scheduled to expire on _____, 2003; however, we may extend the exchange offer and consent solicitation from time to time as necessary until all the conditions to the exchange offer and consent solicitation have been satisfied or, where permissible, waived. See "The Exchange Offer, Consent Solicitation and Merger Extension, Termination and Amendment."

Exchange of BRCOM Preferred Stock

Upon the terms and subject to the conditions of the exchange offer, we will accept for exchange, and will exchange, shares of BRCOM Preferred Stock validly tendered and not properly withdrawn as promptly as practicable after the expiration date. We will retain all the shares of BRCOM Preferred Stock we receive in the exchange offer.

Procedures For Tendering Shares and Delivering Consents

To validly tender your BRCOM Preferred Stock pursuant to the exchange offer and consent to the proposed amendments pursuant to the consent solicitation, you must:

- (1) complete, execute and transmit a consent and letter of transmittal, along with any required signature guarantees and any other required documents, to the exchange agent at the address set forth on the back cover of this prospectus and solicitation statement and certificates for tendered BRCOM Preferred Stock must be received by the exchange agent at such address, or those shares of BRCOM Preferred Stock must be tendered pursuant to the procedures for book-entry tender set forth in "The Exchange Offer, Consent Solicitation and Merger" (and a confirmation of receipt of such tender received), in each case before the expiration date; or
- (2) comply with the guaranteed delivery procedures set forth in "The Exchange Offer, Consent Solicitation and Merger Guaranteed Delivery."

Holders of shares of BRCOM Preferred Stock tendered via book entry or guaranteed delivery procedures will still be required to complete and execute the consent and letter of transmittal.

Withdrawal of Tenders and Revocation of Consents

To withdraw your shares from the exchange offer and to revoke related consents from the consent solicitation, send a written or facsimile transmission notice of withdrawal to the exchange agent at the appropriate address specified on the back cover of this prospectus and solicitation statement prior to the expiration date. Your notice of withdrawal must comply as to form with the requirements set forth in this prospectus and solicitation statement. See "The Exchange Offer, Consent Solicitation and Merger Withdrawal of Tenders and Revocation of Consents."

9

The Merger

If the amendment to the certificate of designation governing the BRCOM Preferred Stock and the exchange offer and consent solicitation are completed, in connection therewith we will effect a merger of a newly-formed wholly owned subsidiary of Cincinnati Bell with and into BRCOM in which any remaining shares of BRCOM Preferred Stock not tendered by you will be converted into the same number of shares of Cincinnati Bell Common Stock that you would have received if you had tendered your shares in the exchange offer, unless you properly perfect appraisal rights under Delaware law. See "The Exchange Offer, Consent Solicitation and Merger The Merger" and "The Exchange Offer, Consent Solicitation and Merger Appraisal Rights."

Appraisal Rights

Under Delaware law, you do not have appraisal rights in connection with the exchange offer and consent solicitation. In connection with the merger, you have the right under Delaware law to exercise appraisal rights and to receive payment in cash for the fair value of your shares of BRCOM Preferred Stock as determined by the Delaware Chancery Court. The fair value of shares of BRCOM Preferred Stock as determined by the Delaware Chancery Court may be more, less than or the same as the value of the Cincinnati Bell Common Stock to be issued to stockholders who do not exercise their appraisal rights. To exercise your appraisal rights, you must precisely follow specific procedures, or your appraisal rights may be lost. These procedures are described in "The Exchange Offer, Consent Solicitation and Merger Appraisal Rights," and the relevant

provisions of Delaware law are attached as Annex C.

However, in light of the restrictions placed on our ability to fund BRCOM by the terms of our credit facilities and the 16% Notes indenture, there can be no assurances that BRCOM will be able to generate sufficient cash from its remaining operations or that additional sources of funding will be available to it to enable it to pay cash in connection with the appraisal rights. See also, "Risk Factors Risk Factors Related to BRCOM The servicing of BRCOM's indebtedness will require a significant amount of cash, and BRCOM's ability to generate cash depends on many factors beyond its control; Cincinnati Bell's ability to finance BRCOM's operations is restricted" and "If the final two stages of the sale of our broadband business is completed, substantially all of the operating assets of certain of BRCOM's subsidiaries will have been sold and BRCOM will have retained substantial liabilities and contingent liabilities."

Exchange Agent and Dealer Manager and Solicitation Agent

Questions and requests for assistance may be directed to The Bank of New York, the exchange agent, or to Lehman Brothers, the dealer manager and solicitation agent, at their respective addresses and telephone numbers set forth on the back cover of this prospectus and solicitation statement. Requests for additional copies of this prospectus and solicitation statement and the consent and letter of transmittal may be directed to The Bank of New York or Lehman Brothers.

Accounting Treatment

Our acquisition of the BRCOM Preferred Stock through the exchange offer and the merger will be accounted for as a capital stock transaction. As such, there would be no income statement impact to either us or BRCOM, except for fees incurred to consummate the exchange offer, consent solicitation and merger.

BRCOM will eliminate the BRCOM Preferred Stock from its capital structure and record an increase to additional paid-in capital to the extent the \$413.7 million book value, as of March 31, 2003, of the BRCOM Preferred Stock exceeds the fair value of Cincinnati Bell Common Stock issued in the exchange offer. The fair value of the Cincinnati Bell Common Stock issued in the exchange offer will be reflected as a payable to Cincinnati Bell on BRCOM's financial statements. We will record a receivable from BRCOM in the amount of the fair value of Cincinnati Bell Common Stock issued in

the exchange offer. We will also record an increase in additional paid-in capital to the extent the fair value of Cincinnati Bell Common Stock issued in the exchange offer exceeds its par value.

On a consolidated basis, minority interest reflected in the balance sheet, as of March 31, 2003, of \$413.7 million will be eliminated and the amount of additional paid-in capital and par value of Cincinnati Bell Common Stock issued will increase by the same amount, allocated based on the number of shares of Cincinnati Bell Common Stock issued in the exchange offer.

Certain U.S. Federal Income Tax Considerations

The exchange of BRCOM Preferred Stock for Cincinnati Bell Common Stock will be a taxable exchange for U.S. Federal income tax purposes. You will recognize gain or loss on the exchange equal to the difference between the fair market value of the Cincinnati Bell Common Stock (including fractional shares) exchanged for your BRCOM Preferred Stock and your tax basis in the BRCOM Preferred Stock surrendered in the exchange.

If you receive cash for all your shares of BRCOM Preferred Stock pursuant to the exercise of your appraisal rights, you will recognize a gain or loss equal to the difference between the tax basis of the shares of BRCOM Preferred Stock surrendered and the amount of cash you received. For a further discussion of certain U.S. Federal income tax considerations relating to the exchange offer that might be applicable to you, see "Certain U.S. Federal Income Tax Considerations."

RISK FACTORS

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In deciding whether to tender your shares pursuant to the exchange offer and deliver related consents pursuant to the consent solicitation, we urge you to read this prospectus and solicitation statement and the documents incorporated by reference into this prospectus and solicitation statement carefully. You should also consider the risk factors described below.

Risk Factors Related to the Exchange Offer and Consent Solicitation

Because the number of shares of Cincinnati Bell Common Stock that you receive in the exchange offer is fixed, the value of the shares of Cincinnati Bell Common Stock at the time you receive them could be less than their value at the time you tender your shares of BRCOM Preferred Stock.

In the exchange offer, each share of BRCOM Preferred Stock will be exchanged for 35.8 shares of Cincinnati Bell Common Stock. This is a fixed exchange ratio. The exchange offer does not provide for an adjustment in the exchange ratio even if there is an increase or a decrease in the trading price of the Cincinnati Bell Common Stock between the date of this prospectus and solicitation statement and the expiration date of the exchange offer and consent solicitation. The value of 35.8 shares of Cincinnati Bell Common Stock across a range of trading prices is provided in chart form in "Summary The Exchange Offer and Consent Solicitation." The trading price of the Cincinnati Bell Common Stock will likely be different on the date of the expiration of the exchange offer and consent solicitation than it is today because of ordinary trading fluctuations as well as changes in the business, operations or prospects of Cincinnati Bell, market reactions to the exchange offer and consent solicitation and the restructuring plan, possible other acquisitions or dispositions by us, general market and economic conditions and other factors. See "Comparative Stock Prices and Dividends."

The trading price of Cincinnati Bell Common Stock may be volatile and securities class actions resulting from such volatility may have a material impact on the financial condition and operating results of our business.

The trading price of Cincinnati Bell Common Stock may fluctuate substantially as a result of periodic variations in the actual or anticipated financial results of our businesses or of other companies in the telecommunications industry. In addition, the stock market has experienced price and volume fluctuations due to the general weakness in the U.S. economy and other factors that have affected the trading price of many telecommunications stocks. These fluctuations have sometimes been unrelated or disproportionate to the operating performance of these companies. Fluctuations such as these have affected and are likely to continue to affect the trading price of Cincinnati Bell Common Stock. For example, during the fifty-two week period ended July 15, 2003, the high and low closing sales prices per share of Cincinnati Bell Common Stock were \$7.25 and \$1.15, respectively.

Furthermore, securities class actions have often been instituted against companies following periods of volatility and decline in the trading prices of such companies' securities. In 2002 and 2003, a number of putative class action and derivative lawsuits were filed against us and our officers and directors. These lawsuits allege violations of, *inter alia*, the securities laws and the Employee Retirement Income Security Act of 1974, as amended. We intend to defend these actions vigorously. However, such litigation could result in substantial costs and have a material impact on the financial condition and operating results of our business. We could be required to pay substantial damages, including compensatory damages, attorneys' fees and other costs, if we were to lose any of these lawsuits.

The trading price of Cincinnati Bell Common Stock may decline due to future issuances of shares.

As of March 31, 2003, there were approximately 218,952,904 million shares of Cincinnati Bell Common Stock outstanding. Each depositary share representing one-twentieth of a share of our 6³/₄%

Preferred Stock (as described in "Description of Cincinnati Bell Capital Stock") may be redeemed at any time at the option of the holders, for 1.44 shares of Cincinnati Bell Common Stock, or 4,477,410 total shares, and our Convertible Subordinated Notes may be redeemed at the option of the holders for shares of Cincinnati Bell Common Stock at an initial conversion price of \$29.89 per share, or 17,107,503 total shares, based on the accreted value of the Convertible Subordinated Notes as of March 31, 2003. In connection with the Goldman mezzanine financing, we issued 17,500,000 warrants, each to purchase one share of Cincinnati Bell Common Stock at \$3.00 per share. These warrants are exercisable at any time until March 26, 2013. If the exchange offer, consent solicitation and merger are completed, we will issue an additional 14,148,518 shares of Cincinnati Bell Common Stock. If the BRCOM debt exchange offer is completed and the entire outstanding aggregate principal amount of 9% Notes outstanding is tendered and accepted for exchange, we will issue an additional 11,076,707 shares of Cincinnati Bell Common Stock. In addition, our board of directors has approved the grant of options to purchase an aggregate of 50,000,000 shares to our employees, executives and directors and, as of March 31, 2003, options to purchase 36,487,000 of these shares had been issued and remain outstanding. The issuance or expected issuance of a large number of shares of Cincinnati Bell Common Stock (or unexercised warrants convertible into Cincinnati Bell Common Stock) at any time after the date of this prospectus and solicitation statement could negatively affect the trading price of Cincinnati

Bell Common Stock.

The sole director of BRCOM has potential conflicts of interest with respect to the exchange offer, consent solicitation, the amendment to the certificate of designation and merger; our board of directors has potential conflicts of interest with respect to the exchange offer, consent solicitation and merger.

You should be aware that certain significant conflicts of interest exist for the sole member of the BRCOM board of directors. Thomas L. Schilling, the sole member of the BRCOM board of directors, also serves as the Chief Financial Officer of Cincinnati Bell. Mr. Schilling's compensation is ultimately determined by the compensation committee of the Cincinnati Bell board of directors. In addition, on February 3, 2003, we entered into an amended employment agreement with Mr. Schilling, whereby Mr. Schilling was incentivized to sell our broadband business, amend the terms of the credit facilities and remain at Cincinnati Bell through the completion of our restructuring plan. Since these objectives have been achieved, Mr. Schilling is entitled to a success bonus equal to 50% of the sum of his annual base salary plus his bonus target. We do not expect that the exchange offer, consent solicitation, the amendment to the certificate of designation or merger will be evaluated by any independent directors of BRCOM. See "Relationship Between Cincinnati Bell and BRCOM Relationship of Directors and Executive Officers of BRCOM with Cincinnati Bell."

You should also be aware that Cincinnati Bell's directors and executive officers have interests in the restructuring plan that are different from, or in addition to, or that might conflict with, the interests of the holders of the BRCOM Preferred Stock. See "Relationship Between Cincinnati Bell and BRCOM Relationship of Directors and Executive Officers of BRCOM with Cincinnati Bell" for a description of potential conflicts of interest between Cincinnati Bell's directors and executive officers and the holders of the BRCOM Preferred Stock. Our board of directors were aware of these interests and conflicts when it determined to approve the exchange offer, consent solicitation and merger pursuant to the restructuring plan.

The proposed amendments to the certificate of designation will eliminate many protections intended for the holders of BRCOM Preferred Stock.

If the exchange offer and consent solicitation are completed, the proposed amendments to the certificate of designation pursuant to which the BRCOM Preferred Stock was issued will eliminate all voting rights and restrictive covenants. See "The Exchange Offer, Consent Solicitation and Merger

The Proposed Amendments" for a description of the proposed amendments to the certificate of designation for the BRCOM Preferred Stock.

If the proposed amendments are adopted, the amended terms of the BRCOM Preferred Stock will afford less protection to holders than that currently set forth in the certificate of designation. If the amendment to the certificate of designation and the exchange offer and consent solicitation are completed, each non-exchanging holder of BRCOM Preferred Stock will be bound by the proposed amendments even if such holder did not consent to the proposed amendments.

Consents with respect to BRCOM's common stock, which is 100% owned by Cincinnati Bell, and at least 66²/₃% of the outstanding shares of BRCOM Preferred Stock must be received in order to amend the certificate of designation under which the BRCOM Preferred Stock was issued. As of March 31, 2003, holders of shares representing approximately 67.4% of the outstanding shares of BRCOM Preferred Stock have agreed with Cincinnati Bell to tender their shares and give their consents. See "The Exchange Offer, Consent Solicitation and Merger Exchange and Voting Agreement." As a result, if the consent solicitation is completed, we will be able to amend the certificate of designation without the approval of any other holder of BRCOM Preferred Stock. Each non-exchanging holder of BRCOM Preferred Stock will be bound by such amended certificate of designation even if such holder did not give its consent.

If there is any delay or failure in the consummation of the merger, the liquidity of BRCOM Preferred Stock after the completion of the exchange offer and consent solicitation will be reduced.

As soon as practicable after the amendment to the certificate of designation governing the BRCOM Preferred Stock and the exchange offer and consent solicitation, we will effect a merger of a newly-formed wholly owned subsidiary of Cincinnati Bell with and into BRCOM, in which any remaining shares of BRCOM Preferred Stock not tendered by you will be converted into the same number of shares of Cincinnati Bell Common Stock that you would have received if you had tendered your shares in the exchange offer, unless you properly perfected appraisal rights under Delaware law. See "The Exchange Offer, Consent Solicitation and Merger The Merger" and "The Exchange Offer, Consent Solicitation and Merger Appraisal Rights."

However, if there is any delay or failure in the consummation of the merger, the trading market for BRCOM Preferred Stock outstanding immediately after the amendment to the certificate of designation governing the BRCOM Preferred Stock and the exchange offer and prior to the effectiveness of the merger could become limited or nonexistent due to the reduction in the amount of BRCOM Preferred Stock outstanding after completion of the exchange offer. If a market for the unexchanged BRCOM Preferred Stock exists after consummation of the exchange offer, the BRCOM Preferred Stock may trade at a discount to the price at which it would trade if the exchange offer had not been consummated, depending on prevailing interest rates, the market for similar securities and other factors. We cannot assure you that an active market in the unexchanged BRCOM Preferred Stock will exist or be maintained and cannot assure you as to the prices at which the unexchanged BRCOM Preferred Stock may trade.

Upon the amendment to the certificate of designation governing the BRCOM Preferred Stock and the consummation of the exchange offer and consent solicitation and the BRCOM debt exchange offer, BRCOM will no longer be required to file reports with the SEC pursuant to the Exchange Act; BRCOM will also delist the BRCOM Preferred Stock from the NYSE.

Pursuant to the terms of the certificate of designation governing the BRCOM Preferred Stock and the indenture governing the 9% Notes, BRCOM is required to file periodic reports with the SEC as specified in Sections 13 and 15(d) of the Exchange Act. In connection with the BRCOM debt exchange

14

offer, we are also currently soliciting consents to amend the 9% Notes indenture to eliminate BRCOM's periodic reporting requirements. Holders of notes representing a majority of the aggregate amount outstanding of the 9% Notes must consent to an amendment of the 9% Notes indenture, and as of March 31, 2003 holders of notes representing approximately 92.2% of the aggregate principal amount outstanding of the 9% Notes have already agreed to give their consents. Upon the effectiveness of the proposed amendments, the certificate of designation governing the BRCOM Preferred Stock will no longer require BRCOM to file reports with the SEC.

BRCOM's status as a non-filing company would limit the amount of information about BRCOM that it would be required to make publicly available under the Exchange Act and could have a negative impact on the trading market of any shares of BRCOM Preferred Stock outstanding after the completion of the exchange offer and consent solicitation.

In addition, because the BRCOM Preferred Stock will no longer meet the listing requirements of the NYSE, after the completion of the exchange offer, BRCOM will delist the BRCOM Preferred Stock from the NYSE. This may adversely affect the liquidity and trading price of the remaining shares of BRCOM Preferred Stock.

Anti-takeover provisions of Ohio General Corporation Law, our amended articles of incorporation and our rights agreement may affect the value of the Cincinnati Bell Common Stock.

Certain provisions of the Ohio General Corporation Law may discourage or prevent a third party from acquiring control of Cincinnati Bell. Such provisions may discourage bids for the Cincinnati Bell Common Stock at a premium over the trading price and may adversely affect the trading price and voting and other rights of the holders of Cincinnati Bell Common Stock.

Our amended articles of incorporation authorize our board of directors to issue Series A Preferred Stock in connection with our rights agreement. Under our rights agreement, rights attach to each share of Cincinnati Bell Common Stock outstanding and, when exercisable, entitle the registered holder to purchase from Cincinnati Bell one one-thousandth of a share of Cincinnati Bell Series A Preferred Stock. The issuance of Cincinnati Bell Series A Preferred Stock could make it more difficult for a third party to acquire us. We have no present plans to issue shares of Series A Preferred Stock. See "Description of Cincinnati Bell Capital Stock Preferred Stock" and "Description of Cincinnati Bell Capital Stock Anti-takeover Effects of Ohio Law" for a more complete description of our capitalization and the effects of the Ohio General Corporation Law on certain actions that we may take.

Risk Factors Related to the Business of Cincinnati Bell

We may experience a change in senior management.

As our restructuring plan is nearing completion, our board of directors has begun the process of determining the appropriate management structure and selecting the members of our senior management team going forward. As part of that process, the board has engaged an outside executive search firm to assist it in identifying candidates for chief executive officer. The board intends to consider both internal and external candidates for the chief executive officer position, including the current Chief Executive Officer and the Chief Operating Officer, together with the qualified outside candidates from telecommunications and related industries. In addition, the board recently amended the employment

agreement of our current Chief Executive Officer whereby he is entitled to a success fee earned as a result of the sale of our broadband business and the amendment of our credit facilities, and, until August 31, 2003, is further entitled to terminate his employment and receive the other payments provided for under his employment agreement. Similarly, in December 2003, our Chief Financial Officer, our General Counsel, and our Senior Vice President of Corporate Development will

also be entitled to similar success fees and termination rights. There can be no assurances that all or any of the current members of our senior management team will remain with Cincinnati Bell or in their positions in short term or long term, because the board may select different candidates for all or some of the positions, or current members of senior management may choose to terminate their employment with us.

Our financial condition could be adversely affected if we are unable to realize fully our deferred tax assets.

As of March 31, 2003, we had total deferred tax assets of \$1,179 million, including a deferred tax asset of \$270 million relating to \$771 million of U.S. Federal net operating loss carryforwards and a deferred tax asset of \$143 million relating to state and local net operating loss carryforwards. In addition, we had other deferred tax assets, principally related to the fourth quarter 2002 impairment charge related to our broadband business. As of March 31, 2003, a valuation allowance of \$1,175 million was recorded against our total deferred tax assets of \$1,179 million. Upon the recording of the sale of our broadband business, we expect our pretax U.S. federal net operating loss carryforwards to increase to approximately \$2.1 billion, or \$735 million tax effected, with little or no expected impact on the total net deferred tax asset and valuation allowance. For more information concerning our net operating loss carryforwards, deferred tax assets and valuation allowance, see Note 11 of Notes to Consolidated Financial Statements, included in our Annual Report on Form 10-K for the year ended December 31, 2002. If we are unable to fully realize our deferred tax assets, as a result of insufficient taxable income or otherwise, our business, financial condition and results of operations could be adversely affected.

Our substantial debt could limit our ability to fund operations, expose us to interest rate volatility, limit our ability to raise additional capital and have a material adverse effect on our ability to fulfill our obligations and on our business and prospects generally.

We have a substantial amount of debt and have significant debt service obligations. As of March 31, 2003, on a pro forma basis after giving effect to the transactions described in "Unaudited Pro Forma Condensed Consolidated Financial Information" and after eliminating intercompany activity, our aggregate outstanding indebtedness would have been \$2,512.1 million, and our total shareowners' deficit would have been \$1,510.7 million. In addition, we would have had the ability to borrow an additional \$257.2 million under our revolving credit facility, subject to compliance with certain conditions. On March 26, 2003, we completed an amendment to our credit facilities, which included the extension of the maturity of our revolving credit facility from 2004 to 2006, and the acceleration of a portion of our term loan facilities from 2004 to 2003.

Our substantial debt could have important consequences to you, including the following:

we will be required to use a substantial portion of our cash flow from operations to pay principal and interest on our debt, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, strategic acquisitions, investments and alliances and other general corporate requirements;

our interest expense could increase if interest rates in general increase because a substantial portion of our debt bears interest at floating rates;

our substantial debt will increase our vulnerability to general economic downturns and adverse competitive and industry conditions and could place us at a competitive disadvantage compared to those of our competitors that are less leveraged;

our debt service obligations could limit our flexibility to plan for, or react to, changes in our business and the industry in which we operate;

our level of debt may restrict us from raising additional financing on satisfactory terms to fund working capital, capital expenditures, strategic acquisitions, investments and joint ventures and other general corporate requirements; and

a potential failure to comply with the financial and other restrictive covenants in our debt instruments, which, among other things, require us to maintain specified financial ratios could, if not cured or waived, have a material adverse effect on our ability to fulfill our obligations and on our business and prospects generally.

The servicing of our indebtedness will require a significant amount of cash, and our ability to generate cash depends on many factors beyond our control.

Our ability to generate cash is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We cannot assure you that our business will generate sufficient cash flow from operations, additional sources of debt financing will be available to us or that future borrowings will be available to us under the credit facilities, in each case, in amounts sufficient to enable us to service our indebtedness or to fund our other liquidity needs. If we cannot service our indebtedness, we will have to take actions such as reducing or delaying capital expenditures, strategic acquisitions, investments and joint ventures, selling assets, restructuring or refinancing indebtedness or seeking additional equity capital, which may adversely affect our customers and affect their willingness to remain customers. We cannot assure you that any of these remedies could, if necessary, be effected on commercially reasonable terms, or at all. In addition, the terms of existing or future debt instruments may restrict us from adopting any of these alternatives.

If we fail to successfully implement the restructuring plan, our business, financial condition and results of operations would be adversely affected.

There can be no assurances that the restructuring plan or any of the restructuring initiatives under the restructuring plan will be successful. The first stage closing of the sale of our broadband business was completed on June 13, 2003, and the second stage was completed on July 8, 2003. The final stage of the sale of our broadband business is expected to close by the end of the third quarter of 2003. There can be no assurance that the exchange offer and consent solicitation or the BRCOM debt exchange offer will be successfully completed. If we fail to successfully implement the restructuring plan, our business, financial condition and results of operations would be adversely affected. In addition, a failure to successfully implement the restructuring plan could result in BRCOM being forced to seek protection from its creditors under Chapter 11. A bankruptcy filing by BRCOM could have a material adverse effect on, among other things, Cincinnati Bell's reputation, ability to access the capital markets and customer relationships.

We depend upon our credit facilities to provide for our financing requirements in excess of amounts generated by operations.

We depend on the credit facilities to provide for financing requirements in excess of amounts generated by operations. As of March 31, 2003, on a pro forma basis after giving effect to the transactions described in "Unaudited Pro Forma Condensed Consolidated Financial Information," we had the ability to borrow an additional \$257.2 million under our credit facilities. However, the ability to borrow from the credit facilities is predicated on our and our subsidiaries' compliance with covenants that have been negotiated with the lenders. Failure to satisfy these covenants could severely constrain our ability to borrow under the credit facilities. As of March 31, 2003, we were in compliance with all of the covenants of our credit facilities.

Our credit facilities and other debt instruments contain covenants which impose significant operational and financial restrictions on us and the failure to comply with these covenants would result in an event of default under these instruments.

Our debt instruments impose, and the terms of any future debt may impose, operating and other restrictions. These restrictions will affect, and in many respects will limit or prohibit, among other things, our and our subsidiaries' ability to:

incur additional indebtedness;

create liens;

make investments;

enter into transactions with affiliates;

sell assets;

guarantee indebtedness;

declare or pay dividends or other distributions to shareholders;

repurchase equity interests;

redeem debt that is junior in right of payment to such indebtedness;

enter into agreements that restrict dividends or other payments from subsidiaries;

issue or sell capital stock of certain of its subsidiaries; and

consolidate, merge or transfer all or substantially all of our assets and the assets of our subsidiaries on a consolidated basis.

In addition, our credit facilities include other and more restrictive covenants and materially limit our ability to prepay other debt and preferred stock while debt under the credit facilities is outstanding. The agreements governing the credit facilities also require us to achieve specified financial and operating results and maintain compliance with specified financial ratios. We have a substantial amount of debt and it is uncertain whether we will continue to remain in compliance with these agreements.

The restrictions contained in the terms of the credit facilities and our other debt instruments could:

limit our ability to plan for or react to market conditions or meet capital needs or otherwise restrict our activities or business plans; and

adversely affect our ability to finance our operations, strategic acquisitions, investments or alliances or other capital needs or to engage in other business activities that would be in our interest.

A breach of any of these restrictive covenants or our inability to comply with the required financial ratios could result in a default under the credit facilities. If a default occurs, the lenders under the credit facilities may elect to declare all outstanding borrowings, together with accrued interest and other fees, to be immediately due and payable. The lenders will also have the right in these circumstances to terminate any commitments they have to provide further borrowings. If we are unable to repay outstanding borrowings when due, the lenders under the credit facilities will also have the right to proceed against the collateral, including our available cash and our pledged assets and those of certain of our subsidiaries, granted to them to secure the indebtedness. If the indebtedness under the credit facilities were to be accelerated, we cannot assure you that our assets would be sufficient to repay in full that indebtedness and our other indebtedness. If not cured or waived, such default could have a material adverse effect on our business and our prospects.

We operate in a highly competitive industry and our customers may not continue to purchase our services, which could result in our having reduced revenues and loss of market share.

There is substantial competition in the telecommunications industry. Competition may intensify due to the efforts of existing competitors to address difficult market conditions through reduced pricing, bundled offerings or otherwise, as well as a result of the entrance of new competitors and the development of new technologies, products and services. If we cannot offer reliable, value-added services on a price competitive basis in any of our markets, we could be adversely impacted by competitive forces. In addition, if we do not keep pace with technological advances or fail to respond timely to changes in competitive factors in the industry, we could lose market share or experience a decline in our revenue and profit margins.

Cincinnati Bell Telephone faces competition from other local exchange carriers, wireless services providers, interexchange carriers, cable providers and Internet access providers. We believe Cincinnati Bell Telephone will face greater competition as more competitors emerge and focus resources on the Greater Cincinnati metropolitan area.

Cincinnati Bell Wireless is one of six active wireless service providers in the Cincinnati and Dayton, Ohio metropolitan market areas, including Cingular, Sprint PCS, T-Mobile, Verizon and Nextel, all of which are nationally known. We anticipate that competition will cause the market prices for wireless products and services to decline in the future. Cincinnati Bell Wireless's ability to compete will depend, in part, on its ability to anticipate and respond to various competitive factors affecting the telecommunications industry. Furthermore, there has been a trend in the wireless communications industry towards consolidation of wireless service providers through joint ventures, reorganizations and acquisitions. We expect this consolidation to lead to larger competitors who have greater resources or who offer more services than Cincinnati Bell Wireless.

Our other subsidiaries operate in a largely local or regional area, and each of these subsidiaries faces significant competition. Cincinnati Bell Any Distance's competitors include large national long-distance carriers such as AT&T Corp., WorldCom Inc. and Sprint Corporation. Cincinnati Bell Public Communications competes with several other public payphone providers, some of which are national in scope and offer lower prices for coin-based local calling services. Our payphone subsidiary, Cincinnati Bell Public Communications, has also continued to be adversely impacted by the growing popularity of wireless communications. Cincinnati Bell Technology Solutions competes against numerous other information technology consulting, web-hosting and computer system integration companies, many of which are larger, national in scope and better financed.

The effect of the foregoing competition could have a material adverse impact on our businesses, financial condition and results of operations. This could result in increased reliance on borrowed funds and could impact our ability to maintain our optical, wireline and wireless networks.

Maintaining our networks requires significant capital expenditures and our inability or failure to maintain our networks would have a material impact on our market share and ability to generate revenue.

As we approached completion of the buildout of BRCOM's national optical network, capital expenditures of \$844 million in 2000 decreased to \$649 million in 2001, and decreased again in 2002 to \$176 million. In the first quarter of 2003, capital expenditures totaled \$22 million compared to \$53 million in the first quarter of 2002. We may incur significant additional capital expenditures as a result of unanticipated expenses, regulatory changes and other events that impact our business. If we are unable or fail to adequately maintain our networks, there would be a material adverse impact on our market share and ability to generate revenue.

The regulation of our businesses by federal and state authorities may, among other things, place us at a competitive disadvantage, restrict our ability to price our products and services and threaten our operating licenses.

Several of our subsidiaries are subject to regulatory oversight of varying degrees at both the state and federal levels. A significant portion of Cincinnati Bell Telephone's revenue is derived from pricing plans that require regulatory overview and approval. Different interpretations by regulatory bodies may result in adjustments to revenue in future periods. In recent years, these regulated pricing plans have resulted in decreasing or fixed rates for some services. In the future, regulatory initiatives that would put us at a competitive disadvantage or mandate lower rates for our services could result in lower profitability and cash flow for us.

At the federal level, Cincinnati Bell Telephone is subject to the Telecommunications Act of 1996, including the rules subsequently adopted by the FCC to implement the 1996 Act, which we expect to impact Cincinnati Bell Telephone's in-territory local exchange operations in the form of greater competition.

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At the state level, Cincinnati Bell Telephone conducts local exchange operations in portions of Ohio, Kentucky and Indiana and, consequently, is subject to regulation by the Public Utilities Commissions in those states. In Ohio, the Public Utility Commission has concluded a proceeding to establish permanent rates that Cincinnati Bell Telephone can charge to competitive local exchange carriers for unbundled network elements, although some elements will remain subject to interim rates indefinitely. The Kentucky commission recently initiated a similar case to establish rates for unbundled network elements in Kentucky. The establishment of these rates is intended to facilitate market entry by competitive local exchange carriers. Cincinnati Bell Telephone is also subject to an Alternative Regulation Plan in Ohio. The current plan gives Cincinnati Bell Telephone pricing flexibility in several competitive service categories in exchange for its commitment to freeze certain basic residential service rates during the term of the plan. The term of the current plan will expire on June 30, 2004. Failure to obtain approval of a new plan after the June 30, 2004 expiration date with similar pricing flexibility could have an adverse impact on its operations.

Cincinnati Bell Wireless' FCC licenses to provide wireless services are subject to renewal and revocation. Although the FCC has routinely renewed wireless licenses in the past, we cannot be assured that challenges will not be brought against those licenses in the future. Revocation or non-renewal of Cincinnati Bell Wireless' licenses would result in lower operating results and cash flow for Cincinnati Bell.

There are currently many regulatory actions under way and being contemplated by federal and state authorities regarding issues that could result in significant changes to the business conditions in the telecommunications industry. No assurance can be given that changes in current or future regulations adopted by the FCC or state regulators, or other legislative, administrative, or judicial initiatives relating to the telecommunications industry, would not have a material adverse effect on our business, financial condition and results of operations.

Our success in the telecommunications industry depends on the introduction of new products and services.

Our success depends, in part, on being able to anticipate the needs of current and future enterprise, carrier and residential customers. We seek to meet these needs through new product introductions, service quality and technological superiority. In 2003, we have begun to implement the Global System for Mobile Communications and General Packet Radio Service, or GSM/GPRS, technology. GSM/GPRS technology provides enhanced wireless data and voice communications. Several competitors as well as our wireless partner, AT&T Wireless, have announced plans to begin, or have begun, using GSM/GPRS or a comparable technology in their national networks. We are also investigating the implementation of the next generation of high-speed voice and data communications

20

with very-high-speed digital subscriber lines, or VDSL. New products and services such as these and our ability to anticipate the future needs of our customers are critical to our success.

Continuing softness in the U.S. economy is having a disproportionate effect on the telecommunications industry.

In 2001, the business environment for the telecommunications industry deteriorated significantly and rapidly and remains weak. This was primarily due to: the general weakness in the U.S. economy, which was exacerbated by the events of September 11, 2001, and concerns regarding terrorism; pressure on prices for broadband services due to substantial excess fiber capacity in most markets; and forecasted demand for broadband services not being realized as a result of the state of the economy, the bankruptcy or liquidation of a substantial number of Internet companies, and financial difficulties experienced by many telecommunications customers. We expect these trends to continue, including reduced business from financially troubled customers and downward pressure on prices due to reduced demand and overcapacity. If these trends do continue, there could be a material adverse impact on our business, financial condition and results of operations.

Terrorist attacks and other acts of violence or war may affect the financial markets and our business, financial condition and results of operations.

As a result of the September 11, 2001 terrorist attacks and subsequent events, there has been considerable uncertainty in world financial markets. The full effect of these events, as well as concerns about future terrorist attacks, on the financial markets is not yet known, but could adversely affect our ability to obtain financing on terms acceptable to us, or at all, to finance our capital expenditures or working capital.

Terrorist attacks may negatively affect our operations and financial condition. There can be no assurance that there will not be further attacks against the United States or U.S. businesses or armed conflict involving the United States. Additionally, the recent escalation in tensions between the United States and Iraq has resulted in current U.S. military action in Iraq. Further terrorist attacks or other acts of violence or war may directly impact our physical facilities or those of our customers and vendors. These events could cause consumer confidence and spending to decrease or result in increased volatility in the United States and world financial markets and economy. They could result in an economic recession in the United States or abroad. Any of these occurrences could have a material adverse impact on our business, financial condition and results of operations.

We expect significant changes in the wireless communications industry.

The wireless communications industry is experiencing significant technological change. This includes the increasing pace of digital upgrades, evolving industry standards, ongoing improvements in the capacity and quality of digital technology, shorter development cycles for new products and changes in consumer needs and preferences. Our Cincinnati Bell Wireless subsidiary currently offers its services over a digital wireless network using Time Division Multiple Access, or TDMA, technology. In 2003 we have begun to implement GSM/GPRS technology, which several competitors, as well as our wireless partner AT&T Wireless, have already begun using. This new technology will run in parallel with the existing TDMA technology for the foreseeable future. However, the prospects of our wireless business will depend on the success of our conversion to GSM/GPRS technology and on our ability to anticipate and adapt to future changes in the wireless communications industry.