

PIPER & MARBURY  
L.L.P.

1200 NINETEENTH STREET, N.W.  
WASHINGTON, D.C. 20036-2430  
202-861-3900  
FAX: 202-223-2085

**ORIGINAL**

RANDALL B. LOWE  
202-861-6477

rlowe@pipermar.com

BALTIMORE  
NEW YORK  
PHILADELPHIA  
EASTON

July 14, 1999

**FILED**

JUL 15 1999

BY FEDERAL EXPRESS

Mr. Dale Roberts, Executive Secretary  
Missouri Public Service Commission  
301 West High Street, Room 530  
Jefferson City, MO 65101

Missouri Public  
Service Commission

TA-2000-31

Re: Application of PRISM MISSOURI OPERATIONS, LLC  
For a Certificate of Public Convenience and Necessity to provide local  
exchange, interexchange carrier access, and interexchange toll  
telecommunications services

Dear Mr. Roberts:

On behalf of Prism Missouri Operations, LLC, we are submitting an original and fourteen (14) copies of an Application for a Certificate of Public Convenience and Necessity to provide local exchange, interexchange carrier access, and interexchange toll telecommunications services within the State of Missouri.

Please note that Prism Missouri Operations, LLC and its parent company, Prism Communication Services, Inc., are privately held companies and the financial information concerning these companies that is submitted as part of this application is proprietary in nature. Review of this information should be held in the strictest confidence possible. The financial information concerning these companies is provided to the Staff under separate cover, is marked "PROPRIETARY AND CONFIDENTIAL - FILED UNDER PROTECTIVE SEAL," and is not to be made a part of the public record. Also enclosed herewith is a Motion for a Protective Order requesting confidential treatment of the financial information.

Please date-stamp and return the attached stamp-in copy in the enclosed self-addressed FedEx envelope.

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Any questions regarding this filing should be directed to the undersigned counsel.

Sincerely,

*Randall B Lowe* <sup>Lowe</sup>  
Randall B. Lowe

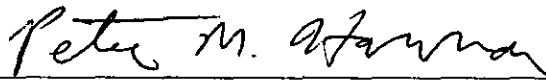
RBL/mjs  
Enclosures

cc: Attached Service List  
Terrence Peck

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SERVICE LIST

I hereby certify that a true and correct copy of the above and foregoing document was sent by overnight delivery to the Office of Public Counsel, 301 West High Street, Room 250, Jefferson City, MO 65101 on this 14<sup>th</sup> day of July, 1999.



Peter M. Hannon

Before the  
STATE OF MISSOURI  
Public Service Commission

**ORIGINAL**

In the Matter of the )  
Application of )  
 )  
**PRISM MISSOURI OPERATIONS, LLC** )  
 )  
For a Certificate of Service Authority to Provide )  
Interexchange, Basic Local Exchange, and )  
Non-switched Private Line Local Exchange )  
Telecommunications Services )

Case No. TA-2000-31

**FILED**

JUL 15 1999

Missouri Public  
Service Commission

**MOTION OF PRISM MISSOURI OPERATIONS, LLC  
FOR A PROTECTIVE ORDER**

Prism Missouri Operations, LLC (the "Company") respectfully requests that the Missouri Public Service Commission (the "Commission") issue an order for confidential treatment of certain financial information included in Exhibit IV in the above-captioned proceeding.

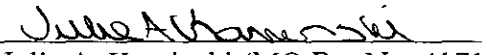
The Company and Prism Communication Services, Inc., its parent company, are privately held companies and the financial information concerning them, specifically the Statements of Financial Position (collectively, the "Proprietary Material"), which are included in Exhibit IV is considered proprietary and confidential. Because of the extremely sensitive nature of the Proprietary Material, the Company believes it is appropriate for the Commission to limit access to such information to the Commissioners and essential Department staff members (*i.e.*, the fewest number of people possible on an actual "need to know" basis).

Attached is a proposed Protective Order which the Company believes satisfies its concerns and yet provides the Commission with the information that it needs.

For the foregoing reasons, the Company respectfully requests that the Commission grant the Protective Order as set forth in the attachment.

Respectfully submitted,

**Prism Missouri Operations, LLC**

  
Julie A. Kaminski (MO Bar No. 41713)  
Piper & Marbury L.L.P.  
1200 19th Street, N.W.  
Washington, D.C. 20036  
(202) 861-3900

Its Attorneys

Dated: July 14, 1999

## PROTECTIVE ORDER

WHEREAS, in the proceeding on its Application for a certificate of service authority to provide interexchange, basic local exchange, and non-switched private line local exchange telecommunications services, Prism Missouri Operations, LLC (the "Company") is providing, as part of its Exhibit IV to that Application, information that would, in the opinion of the Company, result in the disclosure of proprietary and confidential information;

NOW, THEREFORE, IT IS HEREBY ORDERED, that the following procedure be adopted for the protection of that portion of Exhibit IV containing confidential information concerning the Company and its parent company, specifically the Statements of Financial Position (collectively, the "Proprietary Material"):

1. That the Proprietary Material in the Company's Exhibit IV shall be governed by the terms of this Protective Order.
2. That the Proprietary Material made available pursuant to this Protective Order shall be given solely to the Commissioners of the Department, and any member of its staff (collectively, the "Eligible Parties"), all of whom shall be bound by the terms of this Protective Order.
3. The Proprietary Material contained in Exhibit IV will be identified as "confidential."
4. In the event that the Proprietary Material contained in Exhibit IV is used in a hearing in this proceeding, such hearing shall be attended only by Eligible Parties and any transcript or other recording of this confidential information shall be placed in sealed envelopes and a statement in the following form shall be placed on such envelope:

"This envelope is not to be opened nor the contents thereof to be displayed or revealed except pursuant to the Protective Order issued in the Application of Prism Missouri Operations, LLC for a Certificate of Service Authority to provide interexchange, basic local exchange, and non-switched private line local exchange telecommunications service."

5. No copies shall be made of the Proprietary Material contained in Exhibit IV unless expressly ordered by the Department.

6. Nothing herein shall be construed as a final determination that any of the Proprietary Material contained in Exhibit IV will be admissible as substantive evidence in this proceeding or in any appeal hereof. Moreover, nothing herein shall be considered a waiver of any party's right to assert that the Proprietary Material is or is not subject to this Protective Order.

7. All persons who may be entitled to receive, or who are afforded access to the Proprietary Material contained in Exhibit IV by reason of this Protective Order, shall neither use nor disclose the Proprietary Material for any purpose whatsoever other than for the purpose of preparing for and conducting this proceeding, and then solely as contemplated herein, and shall in good faith take all reasonable precautions to keep such Proprietary Material secure and in accordance with the purposes and intent of this Protective Order.

8. The Proprietary Material contained in Exhibit IV shall remain in the possession of the Department under seal. However, the Proprietary Material in the possession of any other Eligible Party shall be returned to the Company by that Eligible Party within ten (10) days after a final decision is rendered in this proceeding.

MISSOURI PUBLIC SERVICE COMMISSION

By \_\_\_\_\_

Date: \_\_\_\_\_