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August 26, 2004

**VIA OVERNIGHT DELIVERY**

Mr. Dale Roberts  
Chief ALJ and Executive Secretary  
Missouri Public Service Commission  
200 Madison Street, Suite 100  
Jefferson City, MO 65102

**FILED<sup>4</sup>**

**AUG 30 2004**

Re: Airespring, Inc. – LOCAL EXCHANGE

**Missouri Public  
Service Commission**

Dear Mr. Roberts:

I hereby seek to appear in Airespring, Inc.'s Application for Certificate of Service Authority to Provide Local Telecommunications Services Within the State of Missouri.

Enclosed please find an original and eight (8) copies of the Acknowledgement Receipt of \$100.00 as required by Rule 6.01(m) for myself from the Clerk of the Supreme Court along with the Application for Certificate of Service Authority to Provide Local Telecommunications Services Within the State of Missouri and Motion for Protective Order for information that is "highly confidential".

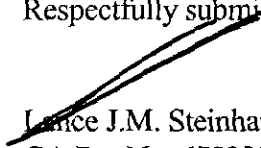
**The Motion includes one copy of the confidential information in redacted form marked "Non Proprietary Version" and eight (8) copies of the intact confidential information.**

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Please note that this Application is being submitted by myself and Judith A. Rau, Esq., Missouri Counsel, Bar # 24856.

Respectfully submitted,

  
Lance J.M. Steinhart  
GA Bar No. 678222  
Attorney for Airespring, Inc.

Enclosures

cc: Cynthia Firstman

Michael Dandino, Office of Public Counsel

General Counsel, Missouri Public Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

In the matter of the application )  
of Airespring, Inc. )  
)  
for a certificate of service authority to )  
provide resold and facilities-based/UNE-P )  
Basic Local Telecommunications Services )  
in Portions of the State of Missouri and )  
to Classify Such Services and the Company )  
as Competitive )

Case No.

**FILED<sup>4</sup>**

AUG 30 2004

MOTION FOR PROTECTIVE ORDER

Missouri Public  
Service Commission

Airespring, Inc. (hereinafter "Applicant"), by its attorney and pursuant to Chapter 392 of the Missouri Revised Statutes and the Commission's Rules of Practice and Procedure, hereby moves the Missouri Public Service Commission (the "Commission") for a protective order of non-disclosure precluding public disclosure of certain proprietary, confidential information, to be filed in connection with Applicant's Application for a Certificate of Service Authority to provide resold and facilities-based/UNE-P Basic Local telecommunications services in portions of the State of Missouri and to Classify such services and the company as competitive (the "Application") filed with the Commission on this date. In support of its Motion, Applicant provides the following information:

1. The information that Applicant seeks to protect is the financial information to be submitted as Exhibit IV to its Application (the "Protected Information"). The Protected Information consists of Financial Statements for Airespring, Inc., a privately held company, which is not subject to public reporting requirements. Exhibit IV is attached to the

Application without the Protected Information and is marked with the words "PROPRIETARY INFORMATION" in large letters. A copy of the Protected Information is attached hereto.

2. Applicant respectfully requests that the Protected Information be subject to a protective order of non-disclosure under Commission Rules of Practice and Procedure; that the Protected Information (and any reproduction or copying of any part thereof) be restricted to counsel, and other agents or employees, who have been specifically assigned to this proceeding by the Commission; that the Protected Information be used solely in connection with this proceeding; that the Protected Information used in depositions, prepared testimony or other similar uses will be redacted and submitted under seal; that all Protected Information should be marked "CONFIDENTIAL, SUBJECT TO PROTECTIVE ORDER"; that neither the filing of the Protected Information in this proceeding, nor the furnishing of the Protected Information for review by the General Staff of the Commission ("Staff") shall be considered a waiver of any right to object upon any ground to the use of introduction into evidence during any proceeding of any Protected Information; and that not later than thirty (30) days following the conclusion of this proceeding by issuance of a final, non-appealable order of this Commission, all Protected Information designed as "CONFIDENTIAL, SUBJECT TO PROTECTIVE ORDER" including all copies in whole or in part thereof, should be returned to Applicant.

3. As grounds for this motion, Applicant states:

(a) The Protected Information is not known outside of Applicant.

(b) The Protected Information is not disseminated within Applicant and is known only by those of Applicant's employees who have a legitimate business need to know and act upon the information.

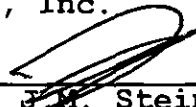
(c) Applicant has maintained and seeks to preserve the confidentiality of the Protected Information through all appropriate means including the maintenance of appropriate security at its offices, and the filing of this motion.

(d) The disclosure of this Protected Information would cause material damage to the competitive and financial position of Applicant in that it would provide Applicant's competitors with sensitive data respecting to Applicant's sales, customer usage, and financing strategies.

(e) By granting Applicant's motion, there will be no damage to any public interest in disclosure. In fact, the public will be best served by non-disclosure of the Protected Information.

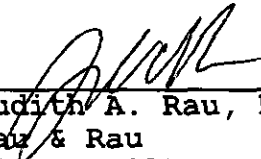
WHEREFORE, Airespring, Inc. requests that the Commission enter an order granting Applicant's motion for protective order of non-disclosure permitting Applicant and requiring Staff to treat the Protected Information in the manner described herein.

Respectfully submitted,  
Airespring, Inc.

By:   
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Attorneys for Applicant

Dated: 8/26/09