

**BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI**

**In the matter of the Joint Application of Cass )  
County Telephone Company, Limited )  
Partnership, LEC Long Distance, Inc. )  
d/b/a CassTel Long Distance, FairPoint )  
Communications, Inc., FairPoint )  
Communications Missouri, Inc. d/b/a )  
FairPoint Communications and ST Long )  
Long Distance, Inc. d/b/a FairPoint )  
Communications Long Distance for authority )  
to transfer and acquire Cass County Telephone )  
Company, Limited Partnership's and LEC )  
Long Distance, Inc.'s facilities or systems )  
located in the State of Missouri; 2) for issuance )  
of certificates of service authority to FairPoint )  
Communications Missouri, Inc. d/b/a FairPoint )  
Communications and ST Long Distance, Inc. )  
d/b/a FairPoint Communications Long Distance; )  
and 3) to designate FairPoint Communications )  
Missouri, Inc. d/b/a FairPoint Communications )  
as a telecommunications carrier eligible to )  
receive federal universal service support. )**

Case No. \_\_\_\_\_

**MOTION FOR ISSUANCE OF A PROTECTIVE ORDER**

Come now Cass County Telephone Company, Limited Partnership ("CassTel"), LEC Long Distance, Inc. d/b/a CassTel Long Distance ("CassTel LD"), FairPoint Communications, Inc. ("FairPoint"), FairPoint Communications Missouri, Inc. d/b/a FairPoint Communications ("FPC") and ST Long Distance, Inc. d/b/a FairPoint Communications Long Distance ("FPCLD")(collectively "Joint Applicants") and move the Missouri Public Service Commission ("Commission") to issue its standard-form protective order in the above-referenced case. In support thereof, Joint Applicants respectfully state to the Commission as follows:

1. On this same date, Joint Applicants are filing a Joint Application with the Commission wherein CassTel and CassTel LD request authority to transfer and FairPoint, FPC and FPCLD request authority to acquire CassTel and CassTel LD's franchise, facilities and system located in the State of Missouri and for issuance of certificates of authority to FPC and FPCLD.

2. As exhibits to the Joint Application, Joint Applicants will be filing the Asset Purchase Agreement between CassTel, CassTel LD, FairPoint, FPC, and FPCLD with all its attachments. FairPoint will also attach to the Joint Application pro forma financial statements which show the effect of the proposed acquisition on FairPoint and its subsidiaries. Because the Asset Purchase Agreement and its attachments contain confidential and proprietary information regarding the acquisition and the pro forma financial statements contain confidential and proprietary information regarding FairPoint's financial resources, Joint Applicants request that the Commission issue a Protective Order so that these documents may be filed as "proprietary." Joint Applicants anticipate that there will be additional confidential or proprietary information requested by the Commission Staff as it conducts its review of this transaction.

3. None of the information for which a claim of confidentiality is made can be found in any format in any other public document.

4. Therefore, because of the potential for public disclosure of such information without a protective order in place, Joint Applicants move the Commission to issue its standard-form protective order containing classifications of "highly confidential" and "proprietary."

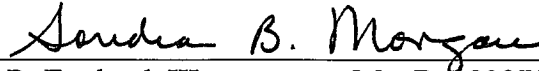
WHEREFORE, Joint Applicants respectfully request that the Commission:

(a) issue the Commission's standard-form protective order containing classifications

of "highly confidential" and "proprietary" to guide the parties' conduct in this case; and,

- (b) grant such further relief as the Commission deems appropriate.

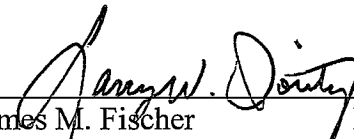
Respectfully submitted,



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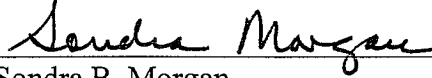
Attorneys for FairPoint Communications, Inc.,  
FairPoint Communications Missouri, Inc. d/b/a  
FairPoint Communications and ST Long Distance,  
Inc. d/b/a FairPoint Communications Long Distance

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by electronic submission or hand-delivered this 23<sup>rd</sup> day of January, 2006 to:

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Mr. Kevin Thompson, General Counsel  
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