

BEFORE THE
PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED²

SEP 22 1999

Missouri Public
Service Commission

In The Matter of the Joint Application of)
Matrix Telecom, Inc., AvTel)
Communications, Inc., and Matrix)
Acquisition Holdings Corp. for)
Approval of a Stock Purchase Agreement)
and Related Transactions.)

Case No. TM 2000-247

**JOINT MOTION BY MATRIX TELECOM, INC.,
AVTEL COMMUNICATIONS, INC. AND
MATRIX ACQUISITION HOLDINGS CORP. FOR PROTECTIVE ORDER**

Come now Matrix Telecom, Inc. ("Matrix"), AvTel Communications, Inc. ("AvTel"), and Matrix Acquisition Holdings Corp. ("MAHC", and together with Matrix and AvTel, the "Applicants"), and move the Commission, pursuant to 4 C.S.R. 240-2.080(13), to issue a protective order in this matter with respect to the Applicants' financial information provided in Confidential Schedule 4.2.8(i) to Exhibit 4 and Confidential Exhibits 6 and 7 to their Joint Application. In support of its motion, the Applicants state as follows:

1. Matrix is a wholly-owned subsidiary of AvTel organized under the laws of Texas with its principal offices located at 8721 Airport Freeway, Ft. Worth, TX 76180. Matrix is a provider of intrastate interexchange telecommunications services in Missouri. Matrix was granted a certificate of public convenience and necessity by the Commission on December 15, 1991, and its tariff was subsequently approved. Matrix has provided services in Missouri since that time.

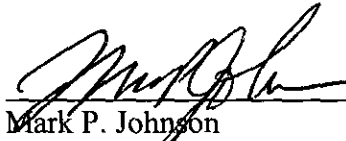
2. In their Joint Application, the applicants are seeking Commission approval of the sale of 100% of the capital stock of Matrix to MAHC. MAHC is a wholly-owned subsidiary of Energy TRACS Acquisition Corp. ("ETAC"). The applicants have included as Confidential Schedule 4.2.8(i) to Exhibit 4 and Confidential Exhibits 6 and 7 the financial statements of Matrix and ETAC (the "Financial Statements").

3. Applicants request that the financial statements of Matrix and ETAC be treated as proprietary documents, in that ETAC is a privately-held company and information concerning the financial standing of both companies could be used for competitive purposes.

4. The Financial Statements are private and confidential financial and business information and, therefore, constitute proprietary information entitled to protection from disclosure under 4 C.S.R. 240-2.080(13).

WHEREFORE, the Applicants respectfully request that the Commission issue its standard protective order in this proceeding with respect to the Financial Statements.

Respectfully Submitted,



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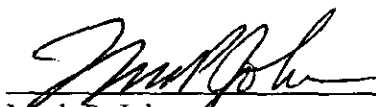
Dated: September 21, 1999

VERIFICATION

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

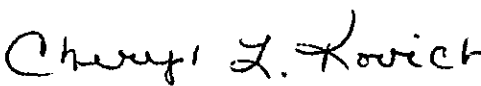
COMES NOW Mark P. Johnson, being of lawful age and duly sworn, swears and affirms as follows:

1. My name is Mark P. Johnson and I am the attorney for Matrix. In that capacity I am authorized to verify this Motion and the information contained therein on behalf of Matrix.
2. The information contained in the Motion is true and accurate to the best of my knowledge and belief.



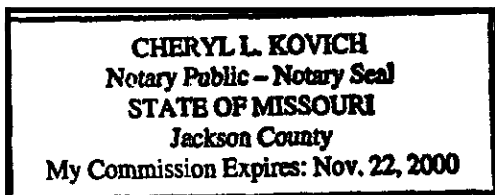
Mark P. Johnson

Subscribed and sworn to before me this 21st day of September, 1999.



Notary Public

My Commission Expires: 11 - 22 - 2000



CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this date, a true and correct copy of the above and foregoing was mailed via Federal Express to:

Office of Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

Dated this 21st day of September, 1999.

