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January 31, 2003

FILED³

JAN 31 2003

**Missouri Public
Service Commission**

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: NOS Communications, Inc., NOSVA Ltd. Partnership and Affinity Network, Inc.

Dear Judge Roberts:

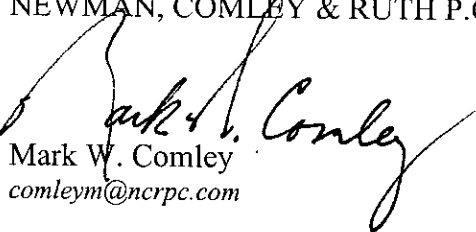
Please find enclosed for filing the original and five copies of a Motion for Protective Order.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Ruth O'Neill, Office of Public Counsel
General Counsel's Office
Tamara E. Connor
W. Joseph Price

FILED³

JAN 31 2003

**Missouri Public
Service Commission**

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

In the matter of Public Counsel's Request for)	
Production of Out of State)	
Records Maintained by)	
)	
NOS COMMUNICATIONS, INC.)	CASE No. _____
AFFINITY NETWORK, INC.)	
NOSVA LTD. PARTNERSHIP)	
)	

MOTION FOR PROTECTIVE ORDER

COMES NOW NOS Communications, Inc., Affinity Network, Inc., and NOSVA Ltd. Partnership (collectively, "NOS"), by and through their attorneys, and pursuant to 4 CSR 240-2.085, moves for the entry of the Commission's standard protective order. In support thereof, NOS submits the following to the Commission:

1. Pursuant to Section 386.450, RSMo 2000, the Office of the Public Counsel ("OPC") has submitted data requests to NOS that involve a request for inspection of NOS's records, all of which are located out of the state of Missouri. NOS has no objection to the entry of the Commission's order directing compliance with the OPC's data requests but submits that any order of the Commission should include entry of the Commission's standard protective order.
2. OPC has served a series of data requests upon NOS (OPC Data Requests Nos. 601 through 624), many of which request the production of proprietary or highly confidential information, which should be protected from public disclosure. The highly confidential or proprietary information the OPC has requested from NOS includes, for example, and is not limited to, financial statements, internal memos, marketing materials, strategic plans, meeting minutes,

business plans, billing information, and material that relates to NOS's litigation. Public or unrestricted disclosure of this information would unfairly give advantage to its current competitors in neighboring jurisdictions and to its prospective competitors in Missouri. None of the information for which this request for protection is made may be found in any format in any other public document.

3. NOS anticipates that the OPC may submit data requests in the future, which will require the production of other highly confidential or proprietary materials.

4. A protective order would facilitate the process of discovery and assure protection for sensitive material.

WHEREFORE, NOS Communications, Inc., Affinity Network, Inc., and NOSVA Ltd. Partnership respectfully request that in connection with the inspection authorized by Section 386.450, RSMo 2000, the Commission simultaneously enter its standard protective order in this matter, a specimen of which is attached and incorporated by reference herein.

Respectfully submitted,

NOS COMMUNICATIONS, INC.
AFFINITY NETWORK, INC.
NOSVA LTD. PARTNERSHIP

By 

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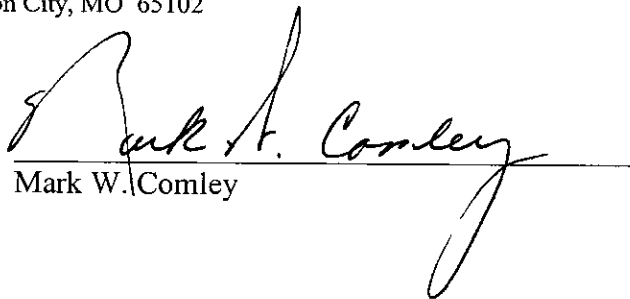
Attorneys for NOS Communications, Inc.
Affinity Network, Inc.
NOSVA Ltd. Partnership

Certificate of Service

I hereby certify that a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to the Office of Public Counsel, on this 31st day of January, 2003, to:

M. Ruth O'Neill
Office of Public Counsel
P.O. Box 7800
Jefferson City, MO 65102-7800

Office of General Counsel
P.O. Box 360
Jefferson City, MO 65102


Mark W. Comley