

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW
MONROE BLUFF EXECUTIVE CENTER
601 MONROE STREET, SUITE 301
P.O. BOX 537
JEFFERSON CITY, MISSOURI 65102-0537
TELEPHONE: (573) 634-2266
FACSIMILE: (573) 636-3306
www.ncrpc.com

ROBERT K. ANGSTEAD
ROBERT J. BRUNDAGE
MARK W. COMLEY
LANETTE R. GOOCH
CATHLEEN A. MARTIN

MARTIN A. MILLER
STEPHEN G. NEWMAN
THOMAS R. O'TOOLE
JOHN A. RUTH
ALICIA EMBLEY TURNER

November 30, 2005

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

FILED²

NOV 30 2005

Missouri Public
Service Commission

Re: Case No. TM-2006-0206

Dear Judge Dale:

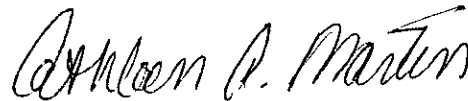
Please find enclosed for filing in the referenced matter the original and five copies of a Supplement to Application along with a Motion for Protective Order concerning Attachment F to the Supplement to Application. I also enclose the original and five copies of Attachment F filed under seal. Would you please bring this filing to the attention of the appropriate Commission personnel?

Should you have any questions regarding this filing, please let me know. Thank you.

Sincerely,

NEWMAN, COMLEY & RUTH P.C.

By:



Cathleen A. Martin
martinc@ncrpc.com

CAM:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Judith A. Riley
Greg Taylor

**BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION**

FILED²
NOV 30 2005
Missouri Public
Service Commission

Joint Application of)
)
Claricom Networks, LLC and)
Matrix Telecom, Inc.)
)
for Expedited Approval of the Transfer)
of Membership Interests and the)
Merger of Claricom Networks, LLC)
and Matrix Telecom, Inc.)

Docket No. TM-2006-0206

MOTION FOR PROTECTIVE ORDER

COME NOW Matrix Telecom, Inc. and Claricom Networks, LLC (collectively the "Applicants"), by their undersigned counsel and pursuant to 4 CSR 240-2.085, hereby move for a protective order covering certain confidential information submitted in support of Applicants' Application in the above-captioned matter with its Supplement to Application. The confidential information that is the subject of this Motion is Attachment F to Applicants' Supplement to Application, which contains the Merger Agreement between Matrix Telecom, Inc. and Claricom Networks, LLC. In support of this Motion, Applicants submit the following:

1. The Merger Agreement of Applicants submitted in Attachment F to the Supplement to Application is not available to the public. Furthermore, Applicants consider the Merger Agreement confidential, proprietary and non-public commercial information.

2. Disclosure of the Merger Agreement would be extremely detrimental and could be used by Applicants' competitors to gain a competitive advantage in the marketplace. Moreover, competitors at any level possessing such information would find it of great economic value in devising their own business plans and, in many cases, could use such information to structure their plans in such a way as to undercut or materially affect Applicants' competitive

positions.

3. Due to the sensitive nature of this information, it is appropriate for the Commission to limit access to such information. The confidential information is being provided for the sole use of the Commission in exercising its governmental functions by examining the Application and Supplement to Application. There is no legitimate purpose to be served in disclosing this proprietary material to any person other than the appropriate reviewing staff of the Commission.

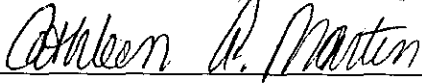
4. The Merger Agreement set forth in Attachment F to the Supplement to the Application is not readily ascertainable by persons external to Applicants, and none of the information for which this claim of confidentiality is made may be found in any format in any other public document.

5. Matrix requests that the material contained in Attachment F to Applicants' Supplement to Application be held confidential indefinitely.

WHEREFORE, Applicants respectfully move that the Commission issue a Protective Order that will limit the availability of Attachment F to the above-referenced Supplement to Application to the reviewing staff of the Commission.

Respectfully Submitted,

MATRIX TELECOM, INC.



Mark W. Comley #28847
Cathleen A. Martin #45682
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537
(573) 634-2266
(573) 636-3306 FAX
comleym@ncrpc.com
martinc@ncrpc.com

Judith A. Riley, Esq.
Telecom Professionals, Inc.
2912 Lakeside Drive
Oklahoma City, OK 73120
(405) 755-8177
(405) 755-8377 FAX
jriley@telecompliance.net

Its Attorneys

CLARICOM NETWORKS, LLC



Mark W. Comley #28847
Cathleen A. Martin #45682
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537
(573) 634-2266
(573) 636-3306 FAX
comleym@ncrpc.com
martinc@ncrpc.com

Judith A. Riley, Esq.
Telecom Professionals, Inc.
2912 Lakeside Drive
Oklahoma City, OK 73120
(405) 755-8177
(405) 755-8377 FAX
jriley@telecompliance.net

Its Attorneys

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 30th day of November, 2005, to General Counsel's Office at gencounsel@psc.state.mo.us; and Office of Public Counsel at opcservice@ded.state.mo.us.

