

BEFORE THE PUBLIC SERVICE COMMISSION OF
THE STATE OF MISSOURI

In the matter of the Joint Application of)
)
COMTEL TELCOM ASSETS LP)
)
and)
)
VARTEC TELECOM, INC., EXCEL)
TELECOMMUNICATIONS, INC. AND)
VARTEC SOLUTIONS, INC.)
)
for Approval of a Transfer of Assets)

Case No. _____

MOTION FOR PROTECTIVE ORDER

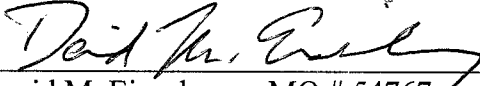
Comes now Comtel Telcom Assets LP ("Comtel") and VarTec Telecom, Inc., Excel Telecommunications, Inc. and VarTec Solutions, Inc. (the "VarTec Companies") (together with Comtel, the "Applicants"), by the undersigned counsel, and hereby request that the Commission issue a Protective Order pursuant to 4 CSR 240-2.085 in association with the above-noted Joint Application. Specifically, Comtel requests that the Limited Partnership Agreement contained in Exhibit D of the Joint Application be kept confidential by the Commission, and in accordance with this request, the Applicants have filed both a public and complete version of this Application, the former of which does not include the Limited Partnership Agreement (Exhibit D).

As a privately held entity, the information contained in the Limited Partnership Agreement is not made available to external parties, unless it is done on a confidential basis, and the Limited Partnership Agreement is not available to the public through any other source. Making the Limited Partnership Agreement available would reveal proprietary information to the public, which the Comtel does not wish to disclose without a protective order.

WHEREFORE, Comtel respectfully requests that the Commission issue a Protective Order pursuant to 4 CSR 240-2.085 and treat Exhibit D as highly confidential and proprietary information.

Respectfully submitted,

BAKER STERCHI COWDEN & RICE, L.L.C.



David M. Eisenberg – MO # 54767

Baker Sterchi Cowden & Rice, L.L.C.

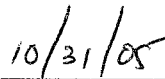
2400 Pershing Road, Suite 500

Kansas City, MO 64108-2533

Telephone: (816) 448-9343

Facsimile: (816) 472-0288

e-mail: eisenberg@bscr-law.com



10/31/05

Date

Attorneys for Comtel Telcom Assets LP, VarTec
Telecom, Inc., Excel Telecommunications, Inc. and
VarTec Solutions, Inc.

VERIFICATION OF COMTEL TELCOM ASSETS LP

COMMONWEALTH OF MASSACHUSETTS §
§
COUNTY OF SUFFOLK §

On behalf of Comtel Telcom Assets LP, I verify under oath that the information contained in the foregoing Motion are true to the best of my knowledge, except as to matters which are stated herein on information or belief, and as to those matters, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

COMTEL TELCOM ASSETS LP

By: Lee Ann Wilson

Lee Ann Wilson
Assistant Secretary
Comtel Telcom Assets LP
c/o Sowood Capital Management LP
500 Boylston Street, 17th Floor
Boston, Massachusetts 02116
Telephone: (617) 603-3504
Facsimile: (617) 603-3330
e-mail: leeann.wilson@sowood.com


10/28/05

Date

SWORN TO AND SUBSCRIBED before me on this 28th day of October, 2005.

[Signature]
Notary Public In and For the Commonwealth of Massachusetts

My commission expires:

 JEMIMAH JANE CHILDS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
September 21, 2012