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June 26, 2002

Mr. Dale Hardy Roberts  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102

RE: Application of Affordaphone, Inc. for Certificate of Service Authority to Provide Basic  
Local Exchange Telecommunications Services – Motion for Protective Order

Dear Mr. Roberts:

Enclosed for filing on behalf of Affordaphone, Inc., please find an original and eight (8) copies of a "MOTION FOR PROTECTIVE ORDER" relating to the Application for Certificate of Service Authority filed simultaneously herewith.

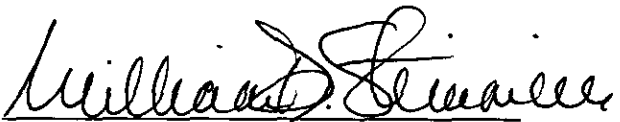
Please see that this filing is brought to the attention of the appropriate Commission personnel.

Copies of this filing are being hand-delivered, or sent via postage-prepaid U.S. mail, to the Office of Public Counsel, the Commission's General Counsel's office, and counsel for Southwestern Bell Telephone Company, Sprint Missouri, Inc., GTE Midwest Incorporated, d/b/a Verizon Midwest, Spectra Communications Group and ALLTEL Missouri, Inc.

Thank you for your cooperation and assistance in this matter.

Sincerely,

WILLIAM D. STEINMEIER, P.C.

By:   
William D. Steinmeier

Enclosures

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

In the matter of the Application of	)	
	)	
<b>Affordaphone, Inc.</b>	)	Case No. _____
	)	
for a certificate of service authority to	)	
provide Basic Local Telecommunications	)	
Service in portions of the State of	)	
Missouri and for competitive classification	)	

**MOTION FOR PROTECTIVE ORDER**

Comes Now Affordaphone, Inc. ("Affordaphone" or "Applicant"), and moves the Commission, pursuant to 4 CSR 240-2.085, to issue a protective order in this matter with respect to financial information provided in conjunction with Affordaphone's Application for certificate of service authority for basic local telecommunications service, which is being filed concurrently herewith. In support of its motion, Affordaphone states as follows:

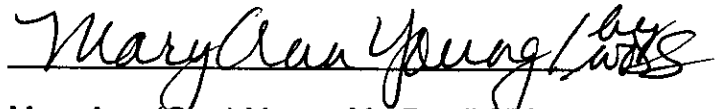
1. Affordaphone is a privately held corporation engaged in the provision of telecommunications services which are highly competitive. The public disclosure of financial statements of Affordaphone could be injurious to the business and competitive position of Applicant.

2. Affordaphone has concurrently filed its Application for certificate of service authority to provide basic local telecommunications service. **Exhibit C** to the Application, which is to be late-filed, will include highly confidential financial information which will be marked "Highly Confidential." In accordance with 4 CSR 240-2.085(2), it is Affordaphone's intent to file one original and eight sets of the highly confidential **Exhibit C** under seal.

3. The financial statements to be provided as Exhibit C are private and confidential financial and business information, and therefore constitute highly confidential information entitled to protection from disclosure under 4 CSR 240-2.085. None of the information for which Applicant claims confidentiality can be found in any format in any other public document.

WHEREFORE, Affordaphone respectfully requests that the Commission issue its standard protective order in this proceeding with respect to financial statements filed as ***Exhibit C*** to Affordaphone's Application for Certificate of Service Authority.

Respectfully submitted,

A handwritten signature in black ink, reading "Mary Ann Young" with a stylized flourish at the end.

Mary Ann (Garr) Young Mo.Bar # 27951

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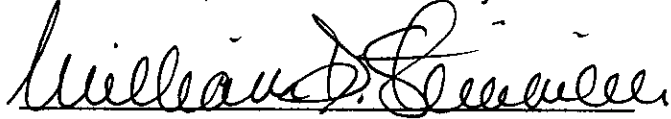
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COUNSEL FOR AFFORDAPHONE, INC.

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 and the General Counsel of the Missouri Public Service Commission, and counsel for Southwestern Bell Telephone Company, Sprint Missouri, Inc., GTE Midwest Incorporated, d/b/a Verizon Midwest, Spectra Communications Group and ALLTEL Missouri, Inc. on this 26<sup>th</sup> day of June 2002.

A handwritten signature in black ink, appearing to read "William D. Steinmeier", written over a horizontal line.

William D. Steinmeier