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June 30, 2004

FILED

JUN 30 2004

HAND DELIVERY

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

**Missouri Public
Service Commission**

**Re: Trigen-Kansas City Energy Corp. and Thermal North America, Inc.--
For Grant of the Authority Necessary for the Transfer of Control,
Sale of All Stock Currently Owned by Trigen Energy Corporation,
Inc. to Thermal North America, Inc., Case No. HM-2004-0618**

Dear Mr. Roberts:


Enclosed for filing in the above case is an original and eight copies of Motion for Protective Order.

If you have any questions concerning this filing, please contact Paul DeFord in our Kansas City office.

Thank you for your attention to this matter.

Sincerely,

LATHROP & GAGE L.C.

By: 
Susan C. Kliethermes
Paralegal

enclosures

cc: All counsel of record

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

FILED

JUN 30 2004

Missouri Public
Service Commission

Joint Application of)

Trigen-Kansas City Energy Corp.)

and)

Thermal North America, Inc.)

For Grant of the Authority Necessary)
for the Transfer of Control, Sale of)
All Stock Currently Owned by)
Trigen Energy Corporation, Inc. to)
Thermal North America, Inc.)

Case No. HM-2004-0618

MOTION FOR PROTECTIVE ORDER

Trigen-Kansas City Energy Corp. ("Trigen KC") and Thermal North America, Inc. ("Thermal NA") (together, "Applicants"), through their undersigned counsel and pursuant to 4 CSR 240-2.085, hereby moves the Commission to adopt a Protective Order for use in the above-captioned matter. In support of this motion, the Applicants state as follows:

1. Applicants have entered into a Purchase and Sale Agreement, along with Trigen Energy Corporation ("Trigen"), dated April 30, 2004, pursuant to which Trigen will sell and Thermal NA will purchase Trigen's ownership interest in certain district heating and cooling systems and related facilities (including Trigen KC) in various locations in the United States.

2. Applicants have filed the Application in connection with the approval of the Transaction with the Commission pursuant to §§ 386.250 and 393.190 R.S.Mo. 2000 and 4 CSR 240-3.420.

3. Applicants are requesting highly confidential treatment of (a) certain portions of the Purchase Agreement and the disclosure schedules and exhibits thereto (collectively,

the "Transaction Documents"), (b) the Unanimous Written Consents of the Board of Directors of Trigen Corp., attached to the Application as *Appendix E*, and (d) the Unanimous Written Consent of the Board of Directors of Thermal NA, attached to the Application as *Appendix F*.

4. Applicants request confidential treatment of certain portions of the Transaction Documents and certain portions of the consents. (Applicants are not requesting that all of the Transaction Documents be protected but, rather, only that certain portions be protected.) Applicants believe that the Protected Portions should be protected from disclosure (except as provided herein) because of the following reasons:

a. Trigen and/or Tractebel may be selling certain stock in portions of their business, and disclosure of certain of the Protected Portions (relating to pricing, allocation and other such variables) could affect the seller's sale strategy and/or bargaining position with respect to the sale of such other business.

b. In the unlikely event that the Application is not approved by a regulatory body (including, but not limited to, the Commission) or a lender whose consent is required, Trigen would be prejudiced in any future negotiations with other potential buyers if the Protected Portions were disclosed to the Commission and made a public document.

c. Much of the Protected Portions relate to the non-Kansas City operations of Trigen and certain of its affiliates. Applicants do not believe that the non-Kansas City operations of Trigen and certain of its affiliates are relevant to the Commission's review and would, in fact, lead to unnecessary confusion with respect to the Kansas City operations.

d. None of the information for which a claim of confidentiality is made can be found in any format in any other public documents.

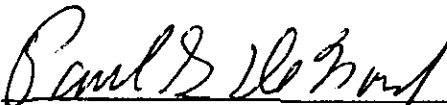
5. Applicants believe that disclosure of the confidential portions would cause substantial harm to Applicants and the potential harm to Applicants outweighs the public's interest in free and open access to such information. The information set forth in the confidential portions are of no particular benefit to the public, but such information could create a commercial and competitive advantage to Applicants' competitors and others in Applicants' industries. Additionally, the harm that would be caused to Applicants by disclosure of the confidential portions would indirectly have an adverse effect on the public and the customers of Applicants.

6. Applicants are not requesting confidential treatment of the entire Transaction Documents or the disclosure schedules and exhibits thereto, nor are they requesting confidential treatment of the Appendices to the Application. The requested protective order would protect the Applicants' proprietary and confidential information with the least restrictive means of limitation that will provide the necessary protections from disclosure.

WHEREFORE, Applicants respectfully request that the Commission adopt its standard protective order permitting highly confidential and proprietary information to be maintained under seal in the Commission's files.

Respectfully submitted,

LATHROP & GAGE, L.C.



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*Attorneys for Trigen-Kansas City Energy Corp.
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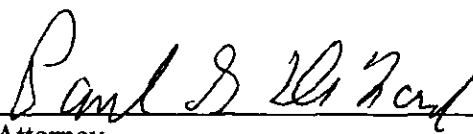
Dated: June 28, 2004

CERTIFICATE OF SERVICE

I hereby certify that a correct copy of the foregoing pleading was sent via U.S. Mail or electronic transmittal on this 29th day of June, 2004, to:

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Office of General Counsel
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Attorney