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WILLIAM M. SHANSEY  
OF COUNSEL

November 25, 1998

FILED

NOV 25 1998

Missouri Public  
Service Commission

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

RE: In the Matter of the Joint Application of Capital Utilities, Inc., Riverside Utility Company, Inc. and Foxfire Utility Company, Inc. for Authority to Sell and Transfer Their Stock and to Transfer Control of Said Companies to operating subsidiaries of AquaSource, Inc.

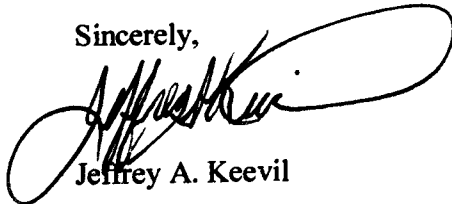
WM-99-238

Dear Mr. Roberts:

Enclosed for filing are an original and fourteen (14) copies of a MOTION FOR PROTECTIVE ORDER AND FOR LEAVE TO FILE APPLICATION UNDER SEAL.

Copies of this filing have on this date been mailed or hand-delivered to counsel for the Office of the Public Counsel and General Counsel's Office. Thank you for your attention to this matter.

Sincerely,



Jeffrey A. Keevil

JAK/er  
Enclosures

cc: The Office of the Public Counsel  
General Counsel's Office

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ORIGINAL

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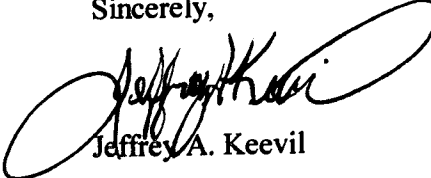
WM-99-238

Dear Mr. Roberts:

Enclosed for filing **under seal** are an original and fourteen (14) copies of a **JOINT APPLICATION FOR AUTHORITY TO SELL AND TRANSFER STOCK AND CONTROL AND REQUEST FOR EXPEDITED TREATMENT**; one non-proprietary version of the Joint Application is also being submitted for inclusion in the Commission's public records. Also enclosed for filing **MOTION FOR PROTECTIVE ORDER AND FOR LEAVE TO FILE APPLICATION UNDER SEAL**.

Copies of the Highly Confidential version of the Joint Application and the Motion have on this date been mailed or hand-delivered to counsel for the Office of the Public Counsel and General Counsel's Office. Thank you for your attention to this matter.

Sincerely,



Jeffrey A. Keevil

JAK/er  
Enclosures

cc: The Office of the Public Counsel  
General Counsel's Office

01.

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

ORIGINAL  
FILED

NOV 25 1998

Missouri Public  
Service Commission

In the Matter of the Joint Application of )  
Capital Utilities, Inc., Riverside Utility )  
Company, Inc. and Foxfire Utility )  
Company, Inc. for Authority to Sell and )  
Transfer Their Stock and to Transfer )  
Control of Said Companies to operating )  
subsidiaries of AquaSource, Inc. )

Case No. WM-99-238

**MOTION FOR PROTECTIVE ORDER AND FOR  
LEAVE TO FILE APPLICATION UNDER SEAL**

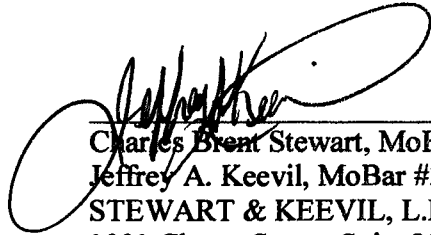
Comes now the Joint Applicants, by and through the undersigned counsel, and for this Motion for Protective Order and for Leave to File Application Under Seal respectfully state as follows:

1. This proceeding, which involves a sale and transfer of stock and control of certain companies regulated by this Commission, is a new case before the Commission, initiated by the filing of a Joint Application contemporaneously with this Motion. Said Joint Application is being filed under seal, as it contains information deemed Highly Confidential for business reasons; one non-proprietary version of the Joint Application is also being filed for inclusion in the Commission's records room.

2. Additional information may be sought during discovery which the parties deem Highly Confidential for business reasons, and it would therefore be appropriate for the Commission to now issue its standard Protective Order for purposes of this case to govern future activity in this case.

WHEREFORE, Joint Applicants respectfully request the Commission to issue its standard protective order for purposes of this proceeding, and grant them leave to file the Joint Application which is being filed contemporaneously herewith under seal.

Respectfully submitted,



Charles Brent Stewart, MoBar #34885  
Jeffrey A. Keevil, MoBar #33825  
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1001 Cherry Street, Suite 302  
Columbia, Missouri 65201  
(573) 499-0635

ATTORNEYS FOR JOINT APPLICANTS  
CAPTIAL UTILITIES, INC.  
RIVERSIDE UTILITY COMPANY, INC.  
FOXFIRE UTILITY COMPANY, INC.  
AQUASOURCE, INC.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Motion was served on the General Counsel's Office and the Office of the Public Counsel by placing same in the United States mail, or hand-delivery, this 25<sup>th</sup> day of November, 1998.

