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October 31, 2001

Mr. Dale Hardy Roberts, Secretary  
Public Service Commission  
Governor Office Building  
200 Madison Street, Suite 100  
P.O. Box 360  
Jefferson City, MO 65102-0360

**FILED<sup>3</sup>**

**OCT 31 2001**

**Missouri Public  
Service Commission**

**Re: UtiliCorp United Inc.  
Case No. EO-2002-215**

Dear Mr. Roberts:

On behalf of UtiliCorp United Inc., enclosed for filing in the above-referenced case please find an original and eight (8) copies of Motion for Protective Order. A copy has also been hand-delivered to the Office of the Public Counsel this date.

Thank you for your assistance with this matter.

Sincerely,

BRYDON, SWEARENGEN & ENGLAND, P.C.

By: 

Paul A. Boudreau

PAB/aw  
Enclosures  
cc: Office of the Public Counsel

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

FILED<sup>3</sup>

OCT 31 2001

In the Matter of the Application of UtiliCorp )  
United Inc. for Authority to Acquire the Shares )  
of Avon Energy Partners Holdings and to ) Case No. EO-2002-215  
Take All Other Actions Reasonably Necessary )  
to Effectuate Said Transaction.

Missouri Public  
Service Commission

**MOTION FOR PROTECTIVE ORDER**

COMES NOW UtiliCorp United Inc. ("UtiliCorp"), pursuant to Missouri Public Service Commission ("Commission") rule 4 C.S.R. 240-2.085, and requests that the Commission issue a Protective Order in the captioned docket. In support thereof, UtiliCorp states that:

1. On October 30, 2001, UtiliCorp caused to be filed with the Commission an Application for approval of a Stock Purchase and Sale Agreement ("Agreement"), pursuant to which UtiliCorp, through an acquisition vehicle owned by a UtiliCorp subsidiary and an investment partner, proposes to acquire one hundred percent (100%) of Avon Energy Partners Holdings, the holding company for Midlands Electricity plc.

2. The Agreement is a document required to be filed with the Commission pursuant to 4 C.S.R. 240-2.060(12)(1)(A).

3. UtiliCorp considers the specific terms of the Agreement to contain commercially sensitive information and, accordingly, UtiliCorp has not made the Agreement available for public review. In that regard, the Agreement is not available in any format in any other public document.

4. The Agreement, Appendix 4 to the Application, will be late-filed in accordance with 4 C.S.R. 240-2.085(2) upon the issuance of the Commission's customary protective order. Pending the issuance of the protective order, the copy of the

Agreement has been supplied to the Commission's Staff and the Office of the Public Counsel informally pursuant to the provisions of Chapter 386.480 RSMo. 2000.

WHEREFORE, for good cause shown, UtiliCorp requests the Commission issue its customary protective order in this case to provide for the orderly exchange of sensitive information between any proper parties to the case.

Respectfully submitted,



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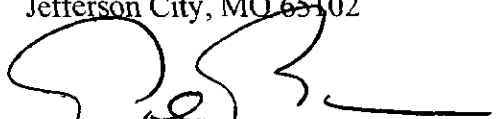
Attorneys for UtiliCorp United Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by U.S. Mail, postage prepaid, or hand-delivered, on this 31<sup>st</sup> day of October, 2001, to:

Office of the General Counsel  
Missouri Public Service Commission  
Governor Office Building  
200 Madison Street  
P.O. Box 360  
Jefferson City, MO 65102

Office of the Public Counsel  
Governor Office Building  
200 Madison Street, Suite 650  
P.O. Box 7800  
Jefferson City, MO 65102



Paul A. Boudreau