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April 30, 2003

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

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

APR 30 2003

**Re: Aquila, Inc.**

**Missouri Public  
Service Commission**

Dear Mr. Roberts:

On behalf of Aquila, Inc., I deliver herewith for filing with the Missouri Public Service Commission an original and eight (8) copies of the following:

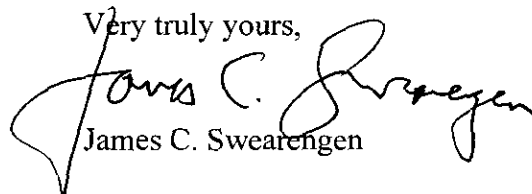
- An Application of Aquila, Inc. for Authority to Assign, Transfer, Mortgage or Encumber its Franchise, Works or System;
- Direct Testimony of Jon R. Empson;
- Direct Testimony and NP Schedules of Rick Dobson; and,
- A Motion for Protective Order.

When the Commission issues the requested Protective Order, the Highly Confidential Schedules of Rick Dobson will be filed.

A copy of the application, testimonies and motion will be served on the Commission's General Counsel and the Office of the Public Counsel.

Would you please bring this filing to the immediate attention of the appropriate Commission personnel. Thank you very much for your assistance and cooperation.

Very truly yours,

  
James C. Swearngen

Enclosures

cc: Dan Joyce  
John Coffman

FILED<sup>3</sup>

APR 30 2003

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

Missouri Public  
Service Commission

In the Matter of the Application of Aquila, )  
Inc. for Authority to Assign, Transfer, ) Case No. \_\_\_\_\_  
Mortgage or Encumber its Franchise, Works )  
or System )

**MOTION FOR PROTECTIVE ORDER**

Comes now Aquila, Inc. ("Aquila" or "Company"), by and through counsel, pursuant to Commission rule 4 CSR 240-2.085 and requests the Commission to issue its customary Protective Order to govern the exchange of information as between parties to the captioned proceeding. In support thereof, Aquila states as follows:

1. Contemporaneously with the filing of this Motion, Aquila has caused to be filed an Application with the Commission to secure a term loan agreement to provide for the working capital requirements of Aquila (including its Aquila Networks – MPS and Aquila Networks – L&P divisions) over the next several years with the franchise, works and system of its regulated electrical, gas and steam operations in the State of Missouri. Aquila's proposal to secure the term loan with a mortgage on its regulated properties as described in the Application is part of a plan to regain an investment grade rating for its debt obligations.

2. This case will involve, among other things, an examination of Aquila's financial plan, a plan being sponsored by Company witness Rick Dobson. The financial plan contains extremely sensitive information concerning Aquila's short-term business plans which, if made generally and publicly available, would severely hamper and impair the Company's ability to successfully execute on its financial stabilization goals. Mr.

Dobson also sponsors information relating to lender appraisals as they relate to collateralization requirements, information that is business-sensitive. The information designated Highly Confidential in the Company's filing is not public information and can not be found in any format in any other public document.

3. More generally, the Commission's Protective Order in this case will facilitate the timely exchange of information relevant to the issues presented by Aquila's Application.

WHEREFORE, for good cause shown, Aquila requests that the Commission issue its customary Protective Order and for such further orders and relief as are appropriate in the circumstances.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "James C. Swearengen", is written over a horizontal line.

James C. Swearengen MO #21510  
Paul A. Boudreau MO #33155  
BRYDON, SWEARENGEN & ENGLAND, P.C.  
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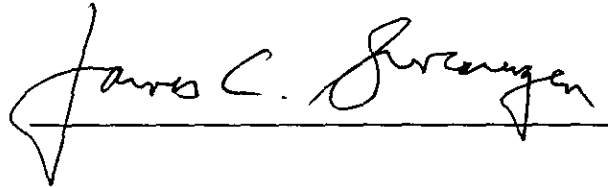
Attorneys for Applicant

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the above and foregoing document was delivered by first class mail or by hand delivery, on this 30<sup>th</sup> day of April 2003 to the following:

Mr. Dana K. Joyce, General Counsel  
Missouri Public Service Commission  
200 Madison Street, Suite 800  
P.O. Box 360  
Jefferson City, MO 65102-0360

John B. Coffman  
Acting Public Counsel  
Office of the Public Counsel  
200 Madison Street, Suite 650  
P.O. Box 7800  
Jefferson City, MO 65102

A handwritten signature in cursive script, reading "James C. Swearingen", is written over a horizontal line.