

PUBLIC VERSION

BEFORE THE STATE CORPORATION COMMISSION OF THE STATE OF KANSAS

In the Matter of the Investigation into the Affiliate
Transactions between UtiliCorp United Inc. (UCU)
and its Unregulated Businesses

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)
)

Docket No. 02-UTCG-701-GIG

MOTION FOR APPROVAL TO SELL OWNERSHIP IN

COMES NOW Aquila, Inc. ("Aquila") and pursuant to the Kansas Corporation Commission's ("Commission") June 26, 2003, Order on Reconsideration issued in the above-captioned docket, files this motion requesting approval from the Commission to transfer Aquila's indirect stock ownership in

In support of this motion, Aquila states as follows:

1. On June 26, 2003, the Commission issued an Order on Reconsideration in this matter setting forth the procedures Aquila must follow in order to obtain approval from the Commission in order to divest of its non-utility assets. *Order on Reconsideration dated June 26, 2003, pages 5-6, paragraphs 9-12.* KCC Docket No. 02-UTCG-701-GIG. The Commission indicated in its Order on Reconsideration that it would deploy its resources to give expeditious review of all such divestitures. *Id. at paragraph 11.* The Commission found that in order for Aquila to justify each particular

divestiture to the Commission, it must provide the following information:

- (a) a narrative report indicating for each asset sale, the purchaser, the price and the actions Aquila took to assure that the sale took place under the circumstances which maximized the proceeds;
- (b) before and after balance sheets, income statements and cash flow statements reflecting the impact of all asset sales to date; and
- (c) pro forma balance sheet, income statement and cash flow statement reflecting projections of any transactions under consideration or in the process of consummation.

The Commission concluded that this information will allow it to assess the financial impact of a proposed transaction on Aquila's utility operations and facilitate consideration of any proposed transaction brought before the Commission for approval in this matter. *Id. at paragraphs 10-11.*

2. In this motion, Aquila is seeking approval to transfer to

. Aquila is also seeking approval to transfer its

. Aquila

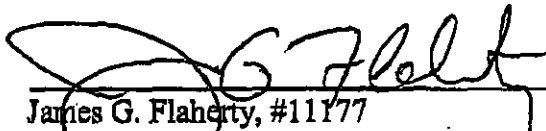
will

3. Attached hereto as Appendix A is the information that the Commission has requested from Aquila to justify divestiture of a non-utility asset as it pertains to . The information contained in Appendix A is confidential business information that has not been made available to the public and relates to a business transaction that has yet to be completed. Accordingly, Aquila designates the information contained in Appendix A hereto as confidential under the Protective Order issued by the Commission in this case.

4. Aquila expects to finalize the purchase agreement regarding the transaction by , and close on the transaction by . The purchase agreement will be filed as a late filed confidential exhibit on or about . Aquila seeks approval from the Commission so that it can complete the closing no later than

5. Aquila's divestiture of its interest in will have no impact whatsoever on Kansas customers. None of Aquila's obligations related to the investment are allocated to or recovered from Kansas customers.

WHEREFORE, for the reasons set forth herein, Aquila requests that the Commission issue an Order before , allowing Aquila to sell its interest in by



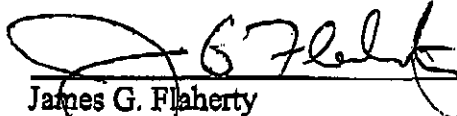
James G. Flaherty, #11177
**ANDERSON, BYRD, RICHESON,
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216 S. Hickory, P. O. Box 17
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(785) 242-1234
Attorneys for Aquila, Inc.

VERIFICATION

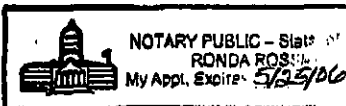
STATE OF KANSAS)
)ss:
COUNTY OF FRANKLIN)

James G. Flaherty, of lawful age, being first duly sworn on oath, states:

That he is the attorney for Aquila, Inc., named in the foregoing Motion for Approval to Sell Ownership in _____, and is duly authorized to make this affidavit; that he has read the foregoing Motion, and knows the contents thereof; and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.


James G. Flaherty

SUBSCRIBED AND SWORN to before me this 29 day of October, 2003.





Notary Public

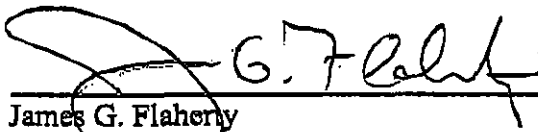
My Commission Expires:

CERTIFICATE OF SERVICE

I hereby certify that a copy of the above and foregoing was mailed, postage prepaid, this 29th day of October, 2003, addressed to:

Anne Bos
Assistant General Counsel
Kansas Corporation Commission
1500 S. W. Arrowhead Road
Topeka, Kansas 66604

David R. Springe
Niki Christopher
Consumer Counsel
Citizens Utility Ratepayer Board
1500 S.W. Arrowhead Road
Topeka, Kansas 66604


James G. Flaherty