

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

In the matter of the Joint Application of )  
Aquila, Inc. d/b/a Aquila Networks – MPS and )  
Aquila Networks – L&P (“Aquila”), The Empire )  
District Gas Company (“EDG”) and The )  
Empire District Electric Company (“EDE”) )  
for an order authorizing the sale, transfer and )  
assignment of certain assets and liabilities from )  
Aquila to EDG and in connection therewith, )  
certain other related transactions. )

Case No. GO-2006-0205

**MOTION FOR ISSUANCE OF PROTECTIVE ORDER  
AND FOR ORDER ESTABLISHING INTERVENTION DEADLINE  
AND PREHEARING CONFERENCE**

COME NOW Aquila, Inc. d/b/a Aquila Networks – MPS, and Aquila Networks – L&P, (“Aquila”), The Empire District Gas Company (“EDG”), and The Empire District Electric Company (“EDE,” and together with EDG, “Empire”) by and through their counsel, pursuant to 4 CSR 240-2.085, and for their Motion for Issuance of Protective Order and for Order Establishing Intervention Deadline and Prehearing Conference respectfully state as follows to the Missouri Public Service Commission (“Commission”):

1. Aquila and Empire have caused to be filed with the Commission a Joint Application which is the subject of the captioned matter. Appendix 2 to said Joint Application is an Asset Purchase Agreement dated September 21, 2005. Certain schedules to the Asset Purchase Agreement contain Highly Confidential

information. These schedules will be late-filed as a part of Appendix 2 when the Commission issues its standard protective order in this case. Also, Appendix 6 to said Joint Application contains Highly Confidential pro forma balance sheets and income statements and will also be late-filed when the Commission issues its standard protective order in this case.

2. In addition, both Aquila and Empire anticipate that the Staff of the Commission, the Office of the Public Counsel and perhaps other proper parties may submit data requests in this proceeding seeking information, including information of a proprietary or highly confidential nature such as financial information which has not yet been disclosed to the public, the financial analysis of the proposed transaction, customer specific information, information concerning personnel matters including compensation details and other information which Aquila and/or Empire consider to be confidential business information or information about which Aquila and/or Empire have given assurances of confidentiality to others.

3. In view of the foregoing, Aquila and Empire request that the Commission issue in this case what has become known generally as its "standard form" Protective Order which contains both highly confidential and

proprietary categories so that Aquila and Empire may thereafter late-file with the Commission Appendix 6 and those schedules to the Asset Purchase Agreement that contain Highly Confidential information and may also respond to data requests in a confidential manner, if necessary, and thereby facilitate the timely exchange of information relevant to the issues presented by the Joint Application.

4. In addition, both Aquila and Empire desire that the subject Joint Application be processed as expeditiously as possible, so that an Order approving same can be effective no later than April 20, 2006. To this end, Aquila and Empire request that the Commission provide notice of the Joint Application to the public as soon as possible, establish an intervention deadline in this proceeding and schedule an early prehearing or settlement conference to take place a week to ten days after the close of the intervention period.

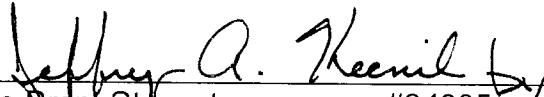
WHEREFORE, good cause having been shown, Aquila and Empire respectfully move the Commission to issue a Protective Order in this case, to provide its customary notice of the subject Joint Application to the public, to establish an intervention deadline and to schedule an early prehearing/settlement conference.

Respectfully submitted,



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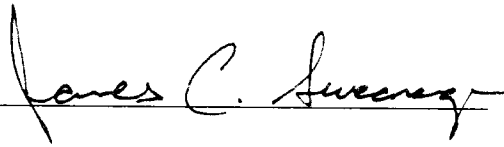
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**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the above and foregoing document was delivered, by first class mail, hand delivery, or electronic transmission, on this 8<sup>th</sup> day of November, 2005, to the Office of the Public Counsel and to the General Counsel, Missouri Public Service Commission.



*by dlc*