

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

In the Matter of the Joint Application of)
Union Electric Company d/b/a AmerenUE,)
Aquila, Inc., d/b/a Aquila Networks - MPS,)
and Aquila Networks - L & P, for an Order)
Authorizing the Sale and Transfer of)
Certain Assets of Aquila, Inc., Located in)
Missouri to AmerenUE, and Either)
Authorizing the Transfer of Existing)
Certificates of Public Convenience and)
Necessity, or Granting a New Certificate of)
Public Convenience and Necessity to)
AmerenUE in Conjunction with Same.)

Case No. GM-2004-_____

MOTION FOR PROTECTIVE ORDER

COME NOW Union Electric Company d/b/a AmerenUE (“AmerenUE”), Aquila, Inc., d/b/a Aquila Networks - MPS, and Aquila Networks - L & P (“Aquila”) (collectively “Joint Applicants”), by and through their counsel, in accordance with 4 CSR 240-2.085, and, for their motion for issuance of the Missouri Public Service Commission’s (“Commission”) standard-form protective order, state as follows:

1. Joint Applicants have filed with the Commission an application asking the Commission to approve the sale of certain assets of Aquila to AmerenUE.
2. Joint Applicants are seeking to provide with the application, will seek to provide in testimony, and anticipate being asked through data requests, to provide competitive pricing information and technical, financial and business information of a confidential or proprietary nature. Additionally, it is anticipated that other information which may be requested or utilized in testimony by other parties may contain customer-specific information, competitive pricing information, trade secrets and confidential, technical, financial and business information, or other

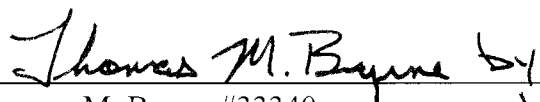
material of a confidential or proprietary nature. Public disclosure of the referenced material may tend to harm the interests of the companies, their employees and their customers. None of the information for which a claim or confidentiality will be made can be found in any format in a public document.

3. Therefore, because there is a potential for public disclosure of confidential or proprietary information without a protective order in place, Joint Applicants move the Commission to issue in this case its standard-form protective order containing classifications of “highly confidential” and “proprietary.”

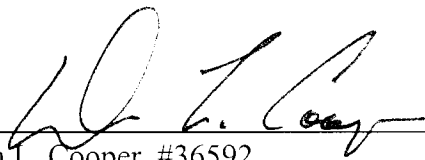
WHEREFORE, Joint Applicants, pursuant to 4 CSR 240-2.085, respectfully requests that the Commission:

- (a) issue the Commission’s standard-form protective order containing classifications of “highly confidential” and “proprietary” to guide the parties’ conduct in this case; and,
- (b) grant such further relief as the Commission deems appropriate.

Respectfully submitted,


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d/b/a Aquila Networks - MPS, and
Aquila Networks - L & P

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing *Motion for Protective Order* was hand-delivered or mailed, via first-class United States mail, postage pre-paid, on this 3RD day of December, 2003, to:

Office of the Public Counsel
P.O. Box 2230
Jefferson City, Missouri 65102-2230

General Counsel
P.O. Box 360
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