

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

In the matter of the Joint Application of)
AquaSource/RU Incorporated and)
Lakewood Manor, Limited for Authority for) Case No. WO-2004-0251
AquaSource/RU Incorporated to Acquire)
Certain Assets of Lakewood Manor, Limited)

MOTION FOR PROTECTIVE ORDER

COME NOW AquaSource/RU Incorporated ("AquaSource/RU") and Lakewood Manor, Limited (collectively referred to as "Joint Applicants") and hereby requests the Missouri Public Service Commission ("Commission") to issue a protective order in the above-captioned case. In support thereof, Joint Applicants state as follows:

1. In accordance with 4 CSR 240-2.085, and in order to facilitate the exchange of highly confidential and proprietary information and the preparation of a Staff Recommendation in this matter, the Joint Applicants hereby requests the Commission issue a protective order in this proceeding. Simultaneously with the filing of this Motion, Joint Applicants filed their Joint Application which contains an Asset Purchase Agreement which includes Proprietary information (marked as Appendix 3). None of the information for which a claim of confidentiality is made can be found in any format in any other public document. The Joint Applicants request the Commission to issue its standard protective order, in the same form as has been customary in previous cases.

2. Joint Applicants note that the Commission has issued this standard protective order in numerous other dockets where it has recognized a genuine need to protect confidential information from disclosure. The issuance of protective orders in prior proceedings has helped

to minimize disputes, and has provided a sound method for parties to submit confidential information.

WHEREFORE, for the reasons set forth herein, the Joint Applicants respectfully request the Commission to issue a protective order in this proceeding, in the same form as has been customary in previous cases.

Respectfully submitted,

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Attorneys for Joint Applicants

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been emailed, mailed or hand-delivered this 15th day of December, 2003, to:

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

Public Counsel
Office of the Public Counsel
P.O. Box 2230
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/s/ James M. Fischer

James M. Fischer