

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

NOV 16 2001

Jeffery S. Wasaman Docket Room

In the Matter of the Filing of Written Documents)
and Gas Purchase Reports by UtiliCorp United)
Inc., d/b/a Peoples Natural Gas Company and)
Kansas Public Service Company, as Prescribed)
by Commission Order dated June 21, 2001 in)
Docket No. 106,850-U / 75-GIMC-009-GIG)

Docket No. 02-UTCG-371-GPR

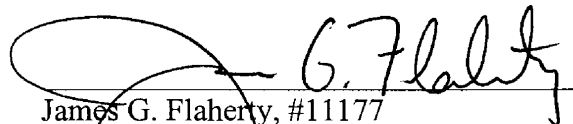
MOTION FOR PROTECTIVE ORDER

COME NOW UtiliCorp United Inc., d/b/a Peoples Natural Gas Company and Kansas Public Service Company, and move that the Commission issue a Protective Order in the above captioned matter. In support of its motion, UtiliCorp states:

1. It is necessary that a Protective Order be entered into in this matter to protect highly confidential or proprietary information in this proceeding. Although an evidentiary-type hearing is not contemplated in this matter, the proposed Protective Order should be applied if a hearing is ordered in this matter for any reason.

2. A proposed Protective Order is attached hereto.

WHEREFORE, UtiliCorp moves the Commission to approve and issue the attached Protective Order and that said Protective Order apply to all persons and entities which may become parties to this docket and to all proceedings or meetings scheduled in this matter.



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Docket No. _____

PROTECTIVE ORDER

This Protective Order applies to all persons or entities who may become parties to the above referenced proceeding, including, without limitation, UtiliCorp United Inc. ("UtiliCorp"), and/or its subsidiaries, the KCC Staff and Intervenors, unless specifically otherwise set forth herein, and to all meetings and hearings which may be scheduled in this proceeding.

A. The following definitions shall apply to information which a party claims should not be made public.

HIGHLY CONFIDENTIAL: Information concerning (1) material or documents that contain information relating directly to specific customers; (2) employee-sensitive information; (3) marketing analyses or other market-specific information relating to services offered in competition with others; (4) reports, work papers or other documentation related to work produced by internal or external auditors or consultants; (5) strategies employed, to be employed, or under consideration in contract negotiations.

PROPRIETARY: Information concerning trade secrets, as well as confidential or private technical, financial and business information.

B. During the course of discovery a party may designate information as HIGHLY CONFIDENTIAL or PROPRIETARY (hereinafter referred to as "designated information") and shall make such designated information available to the party seeking discovery, if such information is not

objectionable on any other ground, under the restrictions set out in paragraphs C and D. The party designating the information as HIGHLY CONFIDENTIAL or PROPRIETARY shall provide to counsel for the requesting party, at the time the designation is made, the ground or grounds for the designation. The requesting party may then file a motion challenging the designation. The party designating the information as Highly Confidential shall have five (5) days after the filing of the challenge to file a response. No other filings are authorized.

C. Materials or information designated as HIGHLY CONFIDENTIAL may, at the option of the furnishing party, be made available only on the furnishing party's premises and may be reviewed only by attorneys or outside experts who have been retained for the purpose of this case, unless good cause can be shown for disclosure of the information off-premises and the designated information is delivered to the custody of the requesting party's attorney. Outside expert witnesses shall not be employees, officers or directors of any of the parties in this proceeding. No copies of such material or information shall be made and only limited notes may be taken, and such notes shall be treated as the HIGHLY CONFIDENTIAL information from which notes were taken.

D. Disclosure of PROPRIETARY information shall be made only to attorneys, and to such employees who are consulting with such attorneys or intend to file a response to UtiliCorp's monthly gas contract summaries, annual written report, or reply to any response, or if applicable, testimony in these proceedings, or to persons designated by a party as outside experts. Employees to whom such disclosure is to be made must be identified to the other party by name, title and job classification prior to disclosure. Information designated as PROPRIETARY shall be served on the attorney(s) for the requesting party. On-premises inspection shall not be required for PROPRIETARY information, except in the case of voluminous documents (see paragraph J). Any employee of the party who wish to review such PROPRIETARY materials shall first read this order and certify in

writing that (s)he has reviewed same and consented to its terms. The acknowledgment so executed shall contain the signatory's full name, permanent address, title or position, date signed, and an affirmation that the signer is acting on behalf of his/her employer. Such acknowledgment shall be delivered to counsel for the party furnishing the information or documents before disclosure is made.

E. Attorneys, in-house experts or outside experts who have been provided access to material or information designated HIGHLY CONFIDENTIAL or PROPRIETARY shall be subject to the nondisclosure requirements set forth in paragraph C or D, whichever is applicable, and paragraph R.

F. If material or information to be disclosed in response to a data request contains material or information concerning another party which the other party has indicated is confidential, the furnishing party shall notify the other party of the intent to disclose the information. The other party may then choose to designate the material or information as HIGHLY CONFIDENTIAL or PROPRIETARY under the provisions of this Protective Order.

G. Any party may use material or information designated as HIGHLY CONFIDENTIAL or PROPRIETARY in any response to UtiliCorp's monthly gas contract summaries or written report, or reply to any response, or if applicable, prefiled or oral testimony at hearing, provided that the same level of confidentiality assigned by the furnishing party is maintained, unless otherwise classified by the Commission. In filing testimony all parties shall designate as HIGHLY CONFIDENTIAL or PROPRIETARY only those portions of their testimony which contain information so designated by the furnishing party. If any party plans to use information and testimony which has been obtained outside this proceeding, it must ascertain from the furnishing party if any of such information is claimed to be HIGHLY CONFIDENTIAL or PROPRIETARY (hereinafter referred to as "designated testimony"). Prefiled testimony designated as HIGHLY CONFIDENTIAL or PROPRIETARY shall

be filed under seal and served upon all attorneys of record. Only those portions of the prefiled testimony designated as HIGHLY CONFIDENTIAL or PROPRIETARY should be filed under seal, and should be marked in a manner which clearly indicates which material are considered HIGHLY CONFIDENTIAL and which are considered PROPRIETARY.

H. Within five (5) days of the filing of designated testimony, the party asserting the claim shall file with the Commission the specific ground or grounds for each claim. Such filing shall show the nature of the information sought to be protected and specifically state the alleged harm of disclosure. Such filing shall be filed under seal only if it contains either PROPRIETARY or HIGHLY CONFIDENTIAL information and shall be served upon all attorneys of record.

I. Attorneys upon whom monthly gas contract summaries, annual written reports, data request responses relating to those summaries or reports, any responses to those summaries or reports and any replies, or if applicable, prefiled testimony designated HIGHLY CONFIDENTIAL or PROPRIETARY have been served shall make such information available only to those persons authorized to review such information under the restriction in paragraphs C or D, whichever is applicable.

J. If a response to a discovery request requires the duplication of voluminous material or material not easily copied because of its binding or size, the furnishing party may require the voluminous material be reviewed on its own premises. Voluminous material shall mean a single document, book or paper which consists of more than 150 pages.

K. Attorneys of record in this case shall require that each in-house or outside expert read this Protective Order and certify in a nondisclosure agreement that the person has reviewed this Protective Order and consented to be bound by its terms. The nondisclosure agreement shall contain the signatory's full name, permanent address, employer and the name of the party with whom the

signatory is associated. Such agreement shall be filed with the Commission. Attached hereto as Appendix A and incorporated by reference herein is a form for use in complying with the terms of this paragraph.

L. In the event a witness discloses the contents of any information in any report or prefiled designated testimony, if applicable, in his or her own report, response, reply or prefiled testimony, if applicable, such report, response, reply or testimony shall also be designated in the same manner as the report, response, reply or prefiled designated testimony, if applicable, and handled in accordance with this Order.

M. Unless good cause is shown, challenges to the confidential nature of the report, response, reply or prefiled designated testimony, if applicable, shall be filed with the Commission no later than ten (10) days after the grounds supporting the designation are filed or at the meeting or hearing, whichever occurs first. The party making the designation shall have five (5) days to respond to the challenge or may respond at the hearing, whichever occurs first.

N. The Commission or hearing examiner may rule on the challenge to the designation prior to the meeting or hearing or at the meeting or hearing.

O. In the event no party challenges designated parts of the report, response, reply or prefiled designated testimony, or in the event the Commission or its hearing examiner rules that information in the report, response, reply or testimony, if applicable, was properly designated, then such information or testimony shall be received by the Commission or into evidence, if applicable, subject to any other objection being made and ruled upon, and kept under seal.

P. In addition, all live presentations or testimony, including cross-examination and oral argument which reveals the content of designated information or prefiled designated testimony, if applicable, or which is otherwise held to be confidential, including any argument as to whether certain

testimony is properly designated, shall be made only after the meeting or hearing room is cleared of all persons besides the Commission, its hearing examiners, court reports, attorneys of record and persons to whom the designated information is available pursuant to the terms of this Protective Order. The transcript of such live presentation or testimony or oral argument shall be kept under seal and copies shall only be provided to the Commission, its hearing examiners, and attorneys of record. Such attorneys shall not disclose the contents of such transcripts to anyone other than those who may have access to the designated information under the terms of this Protective Order. Persons who have access to the designated information under the terms of this Protective Order shall treat the contents of such transcript as any other designated information under the terms of this Protective Order.

Q. References to designated information or testimony, whether prefiled or live and transcribed, in any pleading before the Commission, shall be by citation only and not by quotation. Subject to the jurisdiction of any reviewing court, references to designated information or testimony in pleadings or oral arguments made to such reviewing court shall also be by citation only.

R. All persons who are afforded access to information under the terms of this Protective Order shall neither use nor disclose such information for purposes of business or competition or any other purpose other than the purpose of preparation for and conduct of this proceeding and then solely as contemplated herein, and shall keep the information secure and in accordance with the purposes and intent of this order.

S. Subject to the jurisdiction of any reviewing court, designated information or testimony constituting part of the record before the Commission shall be delivered to any reviewing court under seal upon service of the appropriate notice of appeal.

T. The Commission may modify this order on motion of a party or on its own motion upon reasonable notice to the parties and opportunity for hearing.

U. Within ninety (90) days after the completion of this proceeding, including judicial review thereof, all designated information, testimony, exhibits, transcripts or briefs in the possession of any party other than the Commission Staff (hereinafter referred to as Staff) shall be returned to the party claiming a confidential interest in such information and any notes pertaining to such information shall be destroyed.

V. The provisions of paragraphs C, D, J and K of this Protective Order do not apply to Staff. Staff is subject to the nondisclosure provisions of K.S.A. 66-1220a. Staff shall provide a list of the names of its employees who will have access to the designated information.

W. Outside experts of Staff who have been contracted to be witnesses in this proceeding shall have access to designated information and testimony on the same basis as Staff except the outside expert shall read this order and sign the nondisclosure agreement attached as Appendix A hereto.

X. Outside experts of Staff who have not been contacted to be witnesses in this proceeding are subject to the provisions of this Protective Order.

Y. The monthly gas summaries and annual written report, required to be filed by UtiliCorp in this matter, responses to the report, replies to the responses, data requests and responses, and prefiled testimony and exhibits, if applicable, whether presented at the meeting with Staff, filed or offered at the hearing, if applicable, shall be prepared in the manner described in Appendix B.

IT IS, THEREFORE, BY THE COMMISSION ORDERED THAT:

The motion of UtiliCorp for a protective order is hereby granted.

The Commission retains jurisdiction of the subject matter and the parties for the purpose of entering into such further order or orders as may be necessary or proper.

The parties have fifteen days, plus three days if service of this Order and Certificate is by mail,

from the date of this Order and Certificate in which to request rehearing on any matter decided herein.

BY THE COMMISSION IT IS SO ORDERED.

Wine, Chr.; Claus, Com.; Moline, Com.

Dated: _____.

Jeffrey S. Wagaman
Executive Director

STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

NONDISCLOSURE AGREEMENT

I, _____, have been presented a copy of this Protective Order issued in Docket No. _____ on this _____ day of _____, 2001.

I have requested review of the confidential information produced in Docket No. _____ on behalf of _____.

I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

Dated this _____ day of _____, 2001.

Signature and Title

Employer

Party

Address

Telephone

APPENDIX B

1. If the monthly gas summaries and annual written report to be filed herein by UtiliCorp, or prefiled testimony, if applicable, contain parts which are classified as Proprietary or Highly Confidential, those shall be filed with the Commission's Executive Secretary as follows:
 - A. An original with the Proprietary or Highly Confidential portions obliterated or removed.
 - B. One (1) copy of those pages which contain information which has been designated as Proprietary, with any Highly Confidential portions obliterated or removed, in a separate envelope. The portions which are Proprietary shall be indicated as described in paragraph D, below.
 - C. One (1) copy of those pages which have been designated as Highly Confidential in a separate envelope. The portions which are Highly Confidential shall be indicated as described in paragraph D, below.
 - D. One (1) copy of the complete written report to be filed under seal with the Staff. The Proprietary pages shall be stamped "P" and the Proprietary information indicated by two (2) asterisks before and after the information, ****Proprietary****. The Highly Confidential pages shall be stamped "HC" with the Highly Confidential information indicated by two (2) asterisks and underlying before and after the Highly Confidential information, ****Highly Confidential****.

Any deviations from this format must be approved by all parties or the Commission.