

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

In the Matter of Aquila, Inc. d/b/a)	
Aquila Networks - L&P and Aquila)	Case No. ER-2004-0034
Networks - MPS to Implement a)	
General Rate Increase in Electricity)	

In the Matter of the Request of)	
Aquila, Inc. d/b/a Aquila Networks-)	Case No. HR-2004-0024
L&P to Implement a General)	(Consolidated)
Rate Increase in Steam Rates.)	

**SUGGESTIONS IN OPPOSITION TO AG PROCESSING INC'S MOTION TO DISMISS
AND REJECT AQUILA NETWORKS' UNAUTHORIZED FILING OF PROPOSED
STEAM AND ELECTRIC TARIFFS AND FOR THE APPOINTMENT OF A
CONSERVATOR FOR THE BENEFIT OF THE SHAREHOLDERS OF ST. JOSEPH
LIGHT & POWER CO.**

Comes now Aquila, Inc. ("Aquila") and offers the following Suggestions in Opposition to AG Processing Inc.'s Motion to Dismiss and Reject Aquila Networks' Unauthorized Filing of Proposed Steam and Electric Tariffs and for the Appointment of a Conservator for the Benefit of the Shareholders of St. Joseph Light & Power Company (the "Motion to Dismiss").

A. The Merger is not void because it was undertaken in accordance with a lawful and operative order of the Commission authorizing same.

AG Processing Inc ("AGP") argues in its Motion to Dismiss that the merger of St. Joseph Light & Power Company ("SJLP") with and into UtiliCorp United Inc. ("UtiliCorp") (hereinafter, the "Merger") is void and Aquila does not lawfully provide service because the Missouri Public Service Commission ("Commission") Report and

Order in its Case No. EM-2000-292¹ was not a “final order.” (Mtn., p. 2, ¶ 3; p. 3, ¶ 4) AGP argues that because at the time the Merger was closed applications for rehearing (which were ultimately denied) were pending, the order of the Commission approving the Merger was “absolutely and completely void.” AGP’s claim is premised on a recent opinion of the Missouri Supreme Court in its Case No. SC85352 wherein the Commission’s Report and Order in Case No. EM-2000-292 authorizing the Merger (hereinafter, the “Merger Order”) was reversed and ordered remanded for the Commission to make further findings concerning the recovery in rates of the merger premium paid by UtiliCorp (now, Aquila) to acquire all of the shares of SJLP.

However, AGP’s argument conflicts with the plain language of §386.490, RSMo² which specifically provides that an order of the Commission can be acted upon as of the effective date established by the Commission. It states that:

Every order or decision of the commission **shall of its own force take effect and become operative thirty days after the service thereof, except as otherwise provided, and shall continue in force either for a period which may be designated therein or until changed or abrogated by the commission** unless such order be unauthorized by law or be in violation of a provision of the constitution of the state or of the United States. (Emphasis added.)

The effective date of the Merger Order was December 24, 2000, and it took legal effect and became operative on that date. The Merger was consummated several days

¹ *In the Matter of the Joint Application of UtiliCorp United Inc. and St. Joseph Light & Power Company for Authority to Merge St. Joseph Light & Power Company with and into UtiliCorp United Inc., and, in Connection Therewith, Certain Other Related Transactions.*

² All statutory references are to the year 2000 edition of the Revised Statutes of Missouri.

thereafter on December 31, 2000.³ AGP's use of the term "final order" in this context is not pertinent to the issue at hand. The Merger Order was valid and operative for purposes of closing the Merger even though it may not have been considered final for purposes of judicial review. The statutes governing appeals of Commission orders confirm this fact.

That the Commission's Merger Order was at all relevant times lawful and valid can easily be determined by review of §386.500, RSMo, the statute governing rehearing before the Commission. It addresses the very fact situation about which AGP now complains. Section 3 of §386.500, RSMo states that:

An application for a rehearing shall not excuse any corporation or person or public utility from complying with or obeying any order or decision or any requirement of any order or decision of the commission or **operate in any manner to stay or postpone the enforcement thereof except as the commission may by order direct.** (Emphasis supplied.)

Thus, simply because applications for rehearing were pending at the time the Merger was completed, the operation of the order approving the Merger was not stayed nor was the effectiveness of the Merger Order postponed. The Commission's Merger Order was a valid and operative order that became effective on and after December 24, 2000, the date specified by the Commission.

Further, Section 4 of the same statute states, in part, as follows:

An order made after any such rehearing, abrogating, changing or modifying the original order or decision shall have the same force and effect as an original order or decision **but shall not affect any right or the enforcement of any**

³Attached for all purposes is a "Certificate of Fact" issued by the Secretary of State of the State of Missouri showing that Articles of Merger were filed January 3, 2001, and evidencing that the Merger took place on December 31, 2000.

right arising from or by virtue of the original order or decision. (Emphasis supplied.)

Thus, any order made by the Commission on rehearing would have only operated prospectively, and even if the Commission *had* granted rehearing and made some change to the original order, the modified order would not have made the completion of the Merger unlawful. In any event, the Commission ultimately denied the applications for rehearing at which time its decision became final for purposes of appeal.

The traditional remedy for AGP under the statute to protect its interests and delay the Merger Order from becoming effective is to request and obtain from the Commission a stay of the order pursuant to §386.500.3, RSMo or to obtain a temporary injunction from a court of competent jurisdiction pursuant to Civil Rule 92. AGP failed to request any such relief. Because AGP neglected to avail itself of these customary remedies and thereby secure a stay of the Merger Order before its effective date or a TRO to protect its interests, the Merger Order became operative in accordance with its terms on the effective date stated therein and was as of that date a lawful and valid order. Thus, the Merger was in all respects lawful, valid and operative on the date it took place; December 31, 2000. There is no legitimate basis now to claim that it is void.

Moreover, the Commission's Merger Order ultimately became the final order of the Commission for purposes of judicial review on January 9, 2001, when the applications for rehearing were denied. This is proven by the very facts alleged by AGP in its Motion to Dismiss. AGP states that it successfully pursued its rights to full judicial review of the Merger Order and that "[j]udicial review of the Commission's decision is now complete". (Mtn. p. 3, ¶ 6; p. 5, ¶ 8) As the Commission is aware, this culminated

in appeals to, and separate opinions handed down by, the Missouri Court of Appeals for the Western District of Missouri (Case No. WD60631) *and* the Missouri Supreme Court. This circumstance conclusively establishes that the Merger Order became a final order because only a final order of the Commission can be appealed.

The right to judicial review exists by reason of the Missouri Constitution, and that right is limited to final administrative decisions.⁴ *State of Missouri ex rel. Riverside Pipeline Company, L.P. v. Public Service Commission*, 26 S.W.3d 396, 400, (Mo. App. W.D. 2000) citing *Lederer v. State, Department of Social Services, Division of Aging*, 825 S.W. 2d 858, 861 (Mo. App. W.D. 1992).⁵ Also, AGP never raised the issue of the finality of the Merger Order throughout the entire three-year period during which it pursued its appeal. Although AGP cited several issues, the issue of whether the Merger Order was a “final” order was never raised in the Application for Rehearing it filed with the Commission or in any subsequent stages of the appeal before the circuit or appellate courts.

The Merger was carried out in accordance with the terms of a lawful and operative order of the Commission which thereafter became final for purposes of appeal. It has not been invalidated by the opinion of the Missouri Supreme Court remanding the case to the Commission for further findings, and the Merger Order

⁴“**All final decisions, findings, rules and orders of any administrative officer or body** existing under the constitution or by law, which are judicial or quasi-judicial and affect private rights, shall be subject to direct review by the courts as provided by law.” *Mo. Const.* art. V, §18 (emphasis added).

⁵ See also, *City of Park Hills v. Public Service Commission*, 26 S.W.3d 401, 404 (Mo. App. W.D. 2000) [“The Missouri Constitution creates a right to judicial review of ‘final’ administrative decisions”].

remains operative and in full force and effect in accordance with its express terms.

B. The Motion is an improper collateral attack on the Merger Order.

In this case (Case No. ER-2004-0034), AGP argues that the Merger Order in another case (Case No. EM-2000-292) is invalid. For this proposition, AGP cites the language of §393.190.1, RSMo, stating that a merger made other than in accordance with the order of the Commission authorizing the merger is void. (Mtn. p.3, ¶ 4) This argument constitutes an impermissible collateral attack on the Merger Order.

Section 386.550, RSMo, specifically prohibits this type of legal challenge. It states that “[i]n all collateral actions or proceedings the orders and decisions of the commission which have become final shall be conclusive.” As demonstrated above, the Merger Order is a final, effective order. It therefore is conclusive as to AGP and all other parties to this case. AGP cannot now in this new proceeding attack the validity of an order that has become final and conclusive.

C. Aquila’s tariff filings on behalf of its Aquila Networks - L&P division are lawful because the Merger closed lawfully.

The rates and charges now in effect for Aquila Networks - L&P, a division of Aquila, are lawful and reasonable in all respects. The Commission specifically approved the tariff sheets filed by UtiliCorp on December 22, 2000, adopting the rate schedules SJLP then had on file. In its December 28, 2000, Order Approving Tariffs in Case No. EM-2000-292 (copy attached), the Commission determined that “the tariff sheets should be approved and become effective on December 30, 2000”. Those rates, charges and conditions of service of Aquila which are on file with and approved by the Commission enjoy a statutory presumption of lawfulness and reasonableness. Section

386.270, RSMo, provides that:

All rates, tolls, charges, schedules and joint rates fixed by the commission shall be in force and shall be prima facie lawful, and all regulations practices and services prescribed by the commission shall be in force and shall be prima facie lawful and reasonable **until found otherwise in a suit brought for that purpose pursuant to the provisions of this chapter.** (Emphasis added)

Moreover, the monies collected pursuant to the tariffs which are now in effect for the Aquila Networks - L&P division are the lawful property of Aquila which cannot be taken or diverted from it without due process of law. *Straube v. Bowling Green Gas Company*, 227 S.W.2d 666, 671 (Mo. 1950).

A party seeking to challenge filed and approved tariffs has the burden of demonstrating that the rates and charges in effect are unlawful or unreasonable. The place to make that showing is in the context of a complaint proceeding after a full evidentiary hearing. See, §386.390, RSMo. AGP is not entitled to any summary relief here.

The Aquila Networks - L&P tariffs remain in effect and Aquila is free to take any and all actions it considers necessary with respect to such operations, such as filing for a revenue increase, pursuant to the Commission's various orders in Case No. EM-2000-292. The normal rate making procedures associated with the file-and-suspend method provided by statute cannot be circumvented by AGP's Motion to Dismiss.

D. The Missouri Supreme Court's decision remanding the case to the Commission does not render the Commission's Merger Order ineffective. The Merger Order remains effective until such time as the Commission issues a new order after remand.

AGP states in its Motion to Dismiss that the Missouri Supreme Court found the

transaction not to be reasonable in that it is not supported by competent and substantial evidence on the whole record. AGP further states that Aquila closed the Merger without a valid order from the Commission and the Merger is “void.” (Mtn. p. 3, ¶ 4) AGP further states that Aquila thus “has no authority to file tariffs proposing to increase rates and charges for electric and steam service customers in the St. Joseph Light & Power Co. service territory, nor does Aquila, Inc. own the property that still belongs to the shareholders of St. Joseph Light & Power Co.” (Mtn. p. 5, ¶ 8 and ¶ 9) These are inaccurate statements which are not properly before the Commission for decision in this case in any event.

The Missouri Supreme Court’s October 28, 2003, opinion speaks for itself. AGP’s claim that there is no lawful order of the Commission approving the Merger is contradicted by the express language in the Supreme Court’s opinion. At page 4 of its slip opinion, the Missouri Supreme Court stated the following:

There is no dispute that the applicants are regulated utilities under Chapter 393. Section 393.190.1, requiring the issuance of a merger approval order from the PSC, provides the lawful authority for the PSC’s decision. **Having found the PSC’s decision to be lawful, the court must examine its reasonableness.** (Footnotes omitted. Emphasis added.)

For the reasons set forth in the Court’s opinion, the case was remanded to the Commission “to consider and decide the issue of recoupment of the acquisition premium in conjunction with the other issues raised by PSC Staff and the intervenors in making its determination of whether the merger is detrimental to the public.” (Slip op. at 7-8) In the Supreme Court’s words, the Merger Order was found to be lawful, but the case has been remanded to the Commission for further findings concerning the

reasonableness of the acquisition premium and whether, and in what manner, it may be recovered in rates; nothing more.

In circumstances such as these, the validity of the Commission's Merger Order is not in question. As noted in the discussion in subsection A., *supra*, §386.490, RSMo, is explicit in this regard. That statute provides that **"every order or decision of the commission shall of its own force take effect and become operative"** on the date specified by the Commission; December 24, 2000 in the case of the Merger Order. It further provides that the Merger Order **"shall continue in force . . . until changed or abrogated by the commission"** unless found to be unauthorized by law or unconstitutional. (Emphasis added.)

The Missouri Supreme Court specifically has determined the Merger Order was authorized by law. Consequently, the Merger Order is valid, operative and in force according to its terms until changed by the Commission and then only to the extent of the change, if any. Further, any change can only operate prospectively. *Lightfoot v. City of Springfield*, 236 S.W.2d 348, 353 (Mo. 1951). A prospective change in the Merger Order could only take effect following a decision in Case No. EM-2000-292 *after* it has been remanded to the Commission. The Merger was completed in accordance with a lawful and operative order of the Commission which can only be changed by further order of the Commission in the context of Case No. EM-2000-292.

Unless an order of the Commission is stayed, it remains in force and is *prima facie* lawful until found otherwise by the ultimate ruling of a court at the conclusion of the appeal process. §386.270, RSMo; *State ex rel. GTE North, Inc. v. Missouri Public*

Service Commission, 835 S.W.2d 356, 367 (Mo. App. W.D. 1992); *Osage Water Co. v. City of Osage Beach*, 58 S.W.3d 35, 43 (Mo. App. S.D. 2001). The Court of Appeals in *GTE North* stated that “an adverse ruling on the Commission’s order by the circuit court does not invalidate the order of the Commission while the appeal continues.” *GTE North*, 835 S.W.2d at 368. By analogy, an adverse ruling by the Supreme Court does not invalidate the Commission order until the Commission issues a new order.

This is a principle with which the Commission is familiar. The best illustration of this concept is found in the remand of the *GTE North* case cited above. *In the Matter of GTE North Incorporated*, 3 Mo. P.S.C. 3d 144 (1994). The Commission’s original order in the *GTE North* rate case was issued on February 9, 1990. The Circuit Court issued its order remanding the cause to the Commission for further proceedings consistent with the mandate and opinion of the Court of Appeals on September 10, 1993. During the pendency of the appeal, GTE North had merged with Contel and become GTE Midwest Incorporated. After remand, the Commission convened a prehearing conference, and the parties requested time to work on a settlement. On August 29, 1994, the Commission issued a Report and Order in which it approved the parties’ Stipulation and Agreement and directed GTE to file tariffs consistent with the stipulation. The Order and the tariffs were effective September 15, 1994. Thus, the Commission’s original order remained effective for over four years until such time as a new order was issued.

Until the Commission regains jurisdiction and considers the case in accordance with the Supreme Court’s directive, there can be no new Commission order. In the meantime, the original Merger Order continues in effect as a valid and operative order,

E. The Commission does not have statutory authority to seek appointment of a conservator to protect the interests of the former SJLP shareholders as suggested by AGP.

As has been explained above, AGP's premise that the Merger is void and that Aquila does not have the right to occupy and manage the franchise and properties of the former SJLP is entirely without merit. The Merger was a valid merger consummated pursuant to a valid and lawful Commission order. Likewise, AGP's subsidiary request that the Commission join with it in a request that the Circuit Court appoint a conservatorship to protect the interests of the SJLP shareholders is completely without legal basis.

The Commission is an agency of limited jurisdiction and has only such powers as are conferred by statute. *Inter-City Beverage Co., Inc. v. Kansas City Power & Light Co.*, 889 S.W.2d 875 (Mo. App. W.D. 1994). The Commission does not have statutory authority to seek a conservatorship for the former shareholders of SJLP. The Commission has no inherent authority to seek the appointment of a conservator. Chapter 393 of the Missouri Revised Statutes does authorize the Commission to petition the circuit court for an order attaching the assets of a sewer or water corporation having one thousand or fewer customers that is unable or unwilling to provide safe and adequate service. §393.145, RSMo. This, however, is the *only* instance where a special power of this nature has been conferred upon the Commission.

The rule of statutory construction that the express mention of one thing implies the exclusion of another weighs against the Commission being able to petition the court for a conservatorship in this situation. Where special powers are expressly conferred or

special methods are expressly prescribed for the exercise of power, other powers and procedures are excluded. *Brown v. Morris*, 290 S.W.2d 160, 167 (Mo. banc 1956).

Also, there are no SJLP shareholders because SJLP was merged out of existence effective December 31, 2000.⁶ The only shareholders whose interests are affected by AGP's Motion to Dismiss are the shareholders of Aquila, formerly UtiliCorp, and their interests are fully and adequately represented in this case.

It must be kept in mind that the former shareholders of SJLP overwhelmingly approved the terms of the Merger at a special meeting of shareholders on June 16, 1999. Of the total common shares of SJLP entitled to vote, 68.3 percent voted for the merger.⁷ Of the shares actually voted, 5,601,456, or **93.6 percent**, were in favor of the Merger while only 172,012, or 2.1 percent, voted against. At the conclusion of the Merger, each SJLP shareholder received a premium of over \$6 for each share of SJLP stock held by them.⁸ The former shareholders of SJLP were no longer the owners of the SJLP property after January 1, 2001. At that time, the shareholders of UtiliCorp (now, Aquila) became the lawful owners of the properties of the former SJLP which are operated by Aquila.⁹ As such, there is no need or basis for Aquila to account for

⁶See, ftnt. #3, *infra*.

⁷Direct Testimony of Terry Steinbecker, Chief Executive Officer of SJLP, Exh. 1, Case No. EM-2000-292. See also, SJLP 1999 Annual Report, pp. 3 and 19.

⁸On March 4, 1999, the day before the Merger was announced, one share of SJLP stock traded at \$16.88. Under the terms of the merger agreement, each share of SJLP stock was converted into the right to receive \$23 of UtiliCorp stock.

⁹A more detailed factual background relating to the Merger is attached to the rebuttal testimony of Staff witness Cary G. Featherstone and identified as Schedule 2.

revenues for the benefit of the former SJLP shareholders or to restore revenues to those individuals as requested by AGP. (Mtn. p. 6, ¶ 13) The former SJLP shareholders have received the benefit of their bargain and they are entitled to nothing additional under the terms of the Merger agreement.

F. The Cole County Circuit Court's Order and Mandate Remanding Case which purports to retain jurisdiction over the remand of Case No. EM-2002-292 creates uncertainty as to whether the Commission has regained jurisdiction to reconsider the Merger as directed by the Supreme Court.

In the alternative, the Commission may deem the Motion to Dismiss deniable because of the procedural manner in which the matter has come before it. The present posture of the topic is problematic.

At paragraph 7 of the Motion to Dismiss, AGP cites the remand of the Merger case as proof that Aquila closed the Merger without a valid order from the Commission. Because the Cole County Circuit Court purports to have retained jurisdiction over the subject-matter of the case, however, the Commission may not yet have lawful authority to take any action, direct or indirect, with respect to the Merger Order. As such, the opinion of the Missouri Supreme Court cannot be used as support for AGP's argument that the Merger was closed without a valid order of the Commission.

Missouri law requires that upon remand, a trial court or administrative agency is bound to enter judgment in compliance with the superior court's mandate. *See, Breckle v. Hawk's Nest, Inc.*, 42 S.W.3d 789, 792 (Mo. App. E.D. 2001). In other words, the Cole County Circuit Court was required to follow the Supreme Court's mandate, as the Commission will be required to follow the Circuit Court's mandate, to consider and decide the issue of recoupment of the acquisition premium and related issues.

However, the Circuit Court's mandate did more than what the Supreme Court ordered. It went on to order the Commission to report back to it on the status of the matter, within sixty (60) days of the mandate, and to effectuate this the Circuit Court stated specifically that, "[t]his Court **retains jurisdiction** of this matter for the purpose of monitoring commission compliance with this remand Order and Mandate." See, Order and Mandate Remanding Case (emphasis added). The Commission and the Circuit Court of Cole County cannot have concurrent jurisdiction of this matter.¹⁰

Also, the Supreme Court's mandate issued to the Circuit Court in this case contained no provision directing the Circuit Court to retain jurisdiction or "monitor" the Commission's compliance. The Circuit Court was charged only with what should have been a ministerial act; simply remanding the case to the Commission for the purposes set forth in paragraph (1) of Judge Kinder's Order. The Cole County Circuit Court, however, improperly assumed the additional authority to retain jurisdiction when the Supreme Court did not direct it and when there was no independent basis for it to do so, since the mandate, by its very terms, directed that jurisdiction be put back in the hands of the Commission.¹¹

Thus, the issue raised by AGP's Motion to Dismiss is not simply whether jurisdiction can exist in both the Circuit Court of Cole County and the Commission; it is

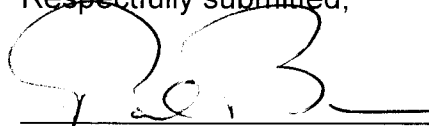
¹⁰ Missouri Courts have held that "[e]fficient administration of justice requires that two courts not have jurisdiction over the same issue in the same case at the same time." *Blechle v. Goodyear Tire & Rubber Co.*, 28 S.W.3d 484, 487 (Mo. App. E.D. 2000).

¹¹Original authority for the revesting of jurisdiction following remand appears to be *Durwood v. Dubinsky*, 361 S.W.2d 779, 783 (Mo. 1962).

also a question of the Circuit Court's *authority* to retain jurisdiction for monitoring the Commission's actions on remand. In summary, it is far from clear whether the Missouri Supreme Court's remand of Case No. EM-2000-292 is properly before the Commission at this time because exclusive jurisdiction may yet reside in the Circuit Court of Cole County, the superior tribunal, and the Commission may lack jurisdiction to reconsider the Merger Order for any purpose.

WHEREFORE, for all the reasons stated above, Aquila respectfully requests that the Commission deny AGP's Motion to Dismiss and grant any other relief on behalf of Aquila as may be appropriate in the circumstances.

Respectfully submitted,



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CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing document was hand-delivered or mailed by U.S. mail on this 4th day of February, 2004, to the following:

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A handwritten signature in black ink, appearing to read 'C. Paulson', is written over a horizontal line.

STATE OF MISSOURI



Matt Blunt
Secretary of State

I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody as Secretary of State show that Articles of Merger were filed as of the 3rd day of January, 2001, effective December 31, 2000, merging

ST. JOSEPH LIGHT & POWER COMPANY

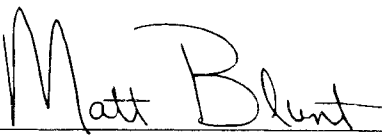
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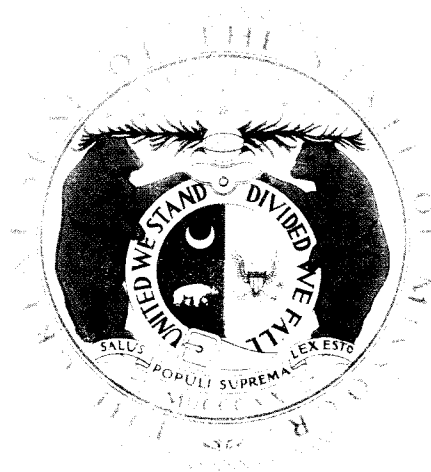
UTILICORP UNITED INC.

of which UTILICORP UNITED INC. is the surviving entity.

I further certify that UTILICORP UNITED INC. changed its name to AQUILA, INC. D/B/A AQUILA FOREIGN QUALIFICATIONS CORPORATION on March 19, 2002, and is in good standing as of the date of this certificate.

In testimony whereof, I have set my hand and imprinted the Great Seal of the State of Missouri, on this, the 13th day of January, 2004.


Secretary of State



BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Joint Application of)	
UtiliCorp United Inc. and St. Joseph)	
Light & Power Company for Authority to)	<u>Case No. EM-2000-292</u>
Merge St. Joseph Light & Power Company)	Tariff Nos. 200100686
with and into UtiliCorp United Inc., and,)	200100687
in Connection Therewith, Certain Other)	200100688
Related Transactions.)	

ORDER APPROVING TARIFFS

On December 14, 2000, the Commission issued a Report and Order approving a proposed merger between UtiliCorp United Inc. (UtiliCorp) and St. Joseph Light & Power Company (SJLP). On December 22, St. Joseph Light & Power, a division of UtiliCorp United Inc., filed tariff sheets adopting the existing tariff sheets of SJLP. The submitted tariff sheets show an effective date of January 21, 2001. However, along with the tariffs, UtiliCorp filed a Motion for Expedited Treatment asking that the tariffs be approved on an expedited basis and be allowed to become effective on December 30, 2000.

The Staff of the Commission (Staff) reviewed the tariff sheets and filed a Recommendation and Memorandum on December 27. Staff indicated that there is good cause for acting on the submitted tariffs in an expedited manner and recommends that the Commission approve the submitted tariff sheets, effective on December 30, 2000.

The Commission has reviewed the tariff sheets, the Motion for Expedited Treatment and Staff's recommendation and finds that the tariff sheets should be approved to become effective on December 30, 2000.

IT IS THEREFORE ORDERED:

1. That the tariffs filed by St. Joseph Light & Power, a division of UtiliCorp United Inc., on December 22, 2000, and assigned tariff numbers 200100686, 200100687 and 200100688, are approved to become effective on December 30, 2000. The tariffs approved are:

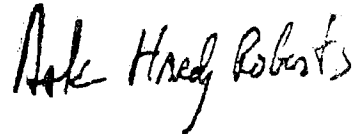
P.S.C. Mo. No. 6 (electric)
Original Sheet No. 0.1

P.S.C. Mo. No. 4 (gas)
Original Sheet No. 0.1

P.S.C. Mo. No. 3 (steam)
Original Sheet No. 0.1

2. That this order shall become effective on December 30, 2000.

BY THE COMMISSION



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Morris L. Woodruff, Senior Regulatory Law
Judge, by delegation of authority
pursuant to Section 386.240, RSMo 1994.

Dated at Jefferson City, Missouri,
on this 28th day of December, 2000.