

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

In the Matter of the Joint Application of)
Missouri-American Water Company and)
Tri States Utility, Inc. for Authority for)
Missouri-American Water Company to Acquire) File No. WO-2013-0517
Certain Assets of Tri States Utility, Inc. and,)
in Connection Therewith, Certain Other)
Related Transactions.)

**APPLICATION TO INTERVENE
OF GREAT SOUTHERN BANK**

Pursuant to 4 C.S.R. 240-2.075 of the Missouri Public Service Commission’s Rules of Practice and Procedure, Great Southern Bank (“Great Southern” or “Applicant”), by and through its counsel, Sandberg, Phoenix & von Gontard, P.C., hereby applies for leave to intervene in the above-referenced proceeding. In support of this Application, Applicant respectfully states as follows:

1. Applicant is a Missouri chartered bank, qualified to do business in the state of Missouri and having its main office in Springfield, Missouri. A copy of the Certificate of Good Standing is attached hereto as Exhibit A.
2. On June 12, 2013, Missouri-American Water Company (“MAWC”) and Tri States Utility, Inc. (“Tri States”) jointly filed an Application for authority for MAWC to acquire certain assets of Tri States (“Sale Application”).
3. On June 13, 2013, this Commission issued an *Order Directing Notice, Setting Intervention Deadline, and Directing Filing*, setting July 5, 2013 as the date by which an application to intervene must be filed.

4. Great Southern supports the Joint Application filed by MAWC and Tri States on June 15, 2013.

5. Great Southern, however, has an interest in this proceeding that cannot be adequately represented by any other party, and Great Southern may be impacted and/or bound by this proceeding.

6. As noted in the Sale Application, Tri-States is currently the subject of a bankruptcy proceeding in the United States Bankruptcy Court for the District of Kansas (Case No. 13-20358-11-DLS); and Great Southern is the primary creditor in such bankruptcy.

7. Immediately prior to Tri States filing for bankruptcy protection, on February 19, 2013, Great Southern had filed a Petition on Note in the Circuit Court of Green County, Missouri asserting that Tri States had defaulted on payment of a Promissory Note to Great Southern dated April 25, 1997. That state court action was stayed, by Tri States filing for bankruptcy protection.

8. As such, Great Southern has an interest in this proceeding, that differs from any other party; and such interest is that of a creditor that will be entitled to receive, through the bankruptcy proceeding, the net proceeds of the sale for which approval is requested in this proceeding.

9. Counsel for MAWC and the Acting President of Tri States have indicated that they do not object to Applicant's intervention in this proceeding.

10. Correspondence and communications regarding this application, including service of all notices and orders of this Commission, should be addressed to:

Sue A. Schultz, MBE#37219
Sandberg Phoenix & von Gontard P.C.
600 Washington Avenue – 15th Floor
St. Louis, MO 63101-1313
314 446-8431
sschultz@sandbergphoenix.com

WHEREFORE, having stated the grounds for intervention and the interest of Applicant in these proceedings, Applicant prays that the Commission grant this Application to Intervene and thereby entitle Applicant to be a party to this proceeding with all rights to have notice of and participate in any hearings (if any are scheduled) and in all other respects to be made a party to this matter.

SANDBERG PHOENIX & von GONTARD, P.C.

By: /s/ Sue A. Schultz
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CERTIFICATE OF SERVICE

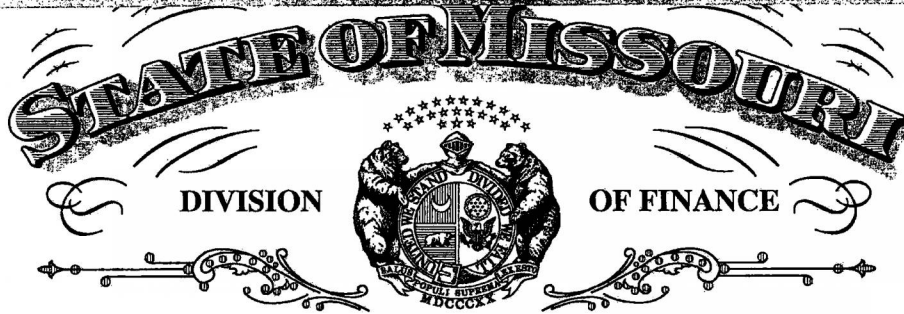
Pursuant to 4 CSR 240-2.080 of the Commission's Rules of Practice and Procedure, I hereby certify that I have this day caused a copy of the foregoing to be served on all persons on the official service list in WO-2013-0517 via electronic mail.

Dated at St. Louis, Missouri this _____ day of _____, 2013.

 /s/ Sue A. Schultz

EXHIBIT "A"

[CERTIFICATE OF GOOD STANDING]



CERTIFICATE OF CORPORATE GOOD STANDING

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, **RICHARD J. WEAVER**, Commissioner of Finance (director of the Division of Finance) of the State of Missouri, do hereby certify that the records under my care and custody in my office reveal that

GREAT SOUTHERN BANK

Reeds Spring, Stone County, Missouri

Charter No. 306, is a trust company in good standing in the State of Missouri.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the Seal of my office. Done at the City of Jefferson, State of Missouri, on this twenty-fifth day of June, Two Thousand and Thirteen.

Richard Weaver

Commissioner of Finance

The status of "good standing" signifies only that the institution holds a current charter from the Division of Finance to conduct certain activities. "Good Standing" does not have any relevance to and does not imply anything about the financial condition of the institution.