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March 20, 2001

Mr. Dale H. Roberts
Secretary/Chief Regulatory Law Judge
Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

RE: UtiliCorp United Inc.
Case No. EO-2001-472

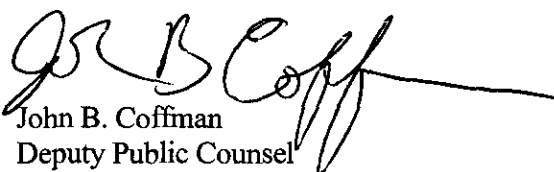
FILED²
MAR 20 2001
Missouri Public
Service Commission

Dear Mr. Roberts:

Enclosed for filing in the above-referenced case please find the original and eight copies of **Public Counsel's Response in Support of Staff's Motion to Open an Investigatory Proceeding**. Please "file" stamp the extra-enclosed copy and return it to this office.

Thank you for your attention to this matter.

Sincerely,


John B. Coffman
Deputy Public Counsel

JBC:jb

cc: Counsel of Record

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

FILED²

MAR 20 2001

Missouri Public
Service Commission

In the Matter of an Investigation)
respecting the sale of UtiliCorp United)
Inc.'s Utility Network Construction,)
Operation and Maintenance Organization.)

Case No. EO-2001-472

**PUBLIC COUNSEL'S RESPONSE IN SUPPORT OF STAFF'S MOTION TO OPEN AN INVESTIGATORY
PROCEEDING**

COMES NOW the Office of the Public Counsel (Public Counsel) and for its Response states as follows:

1. Public Counsel strongly supports the Motion to Open an Investigatory Proceeding filed by the Staff of the Commission (Staff). Public Counsel has attended meetings with UtiliCorp United, Inc. (Company) and Staff regarding a potential transaction involving the sale of Company's network construction, operation and maintenance business. It is Public Counsel's belief that such a transaction would most likely invoke Commission review pursuant to § 393.190.1 RSMo 2000, which requires that an electric corporation seek Commission approval before it may "sell, assign, lease, transfer, mortgage or otherwise dispose of or encumber the whole or any part of its franchise, works or systems, necessary or useful in the performance of its duties to the public." Public Counsel believes that the state legislature intended any manner of transaction involving a sale of an important part of Company's regulated business to be reviewed by the Commission. However, recent discussions with Company representatives suggest that Company may take a different interpretation of this important statute and may not seek Commission approval before attempting such a transaction.

2. The potential transaction as it has been outlined to Public Counsel would result in a dramatic change in the way Company does business and would be unprecedented in the state of Missouri. Public Counsel believes that it would certainly be advisable for the Commission to investigate this matter under its broad authority to do so.

3. Public Counsel is concerned that the potential transaction, as it has been outlined in meetings with Company, could be detrimental to customer service. Any diffusion of responsibility for the provision of safe and adequate service should be closely scrutinized by the Commission.

4. The Response filed by company on March 15, 2001 provides no reassurance regarding Public Counsel's concerns. The 30-day waiting period of the HSR Act will not provide adequate time for the Commission to review this matter.

WHEREFORE, Public Counsel supports Staff's motion to have an investigatory proceeding opened to review this important matter.

Respectfully submitted,

OFFICE OF THE Public Counsel

By: 

John B. Coffman

Deputy Public Counsel

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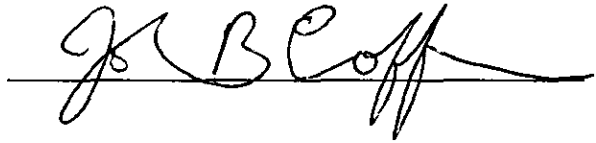
(573) 751-5562 FAX

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been mailed or hand-delivered to the following this 20th day of March 2001:

Gary Duffy
Brydon, Swearengen, & England
312 E. Capitol Avenue
Jefferson City, MO 65101

General Counsel
Missouri Public Service Commission
P O Box 360
Jefferson City, MO 65101

A handwritten signature in black ink, appearing to read "J B Coffey", is written over a horizontal line.