

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY
October 31, 2000**

CASE NO: EM-2000-369

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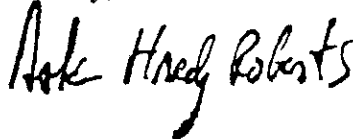
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Enclosed find certified copy of an ORDER in the above-numbered case(s).

Sincerely,



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

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

In the Matter of the Joint Application of)
UtiliCorp United Inc. and The Empire)
District Electric Company for Authority to)
Merge The Empire District Electric Company)
with and into UtiliCorp United Inc., and,)
in Connection Therewith, Certain Other)
Related Transactions)

Case No. EM-2000-369

**ORDER SETTING A PREHEARING CONFERENCE
AND DIRECTING FILING OF PROCEDURAL SCHEDULE**

On October 18, 2000, UtiliCorp United Inc., (UtiliCorp), The Empire District Electric Company (Empire) and The Empire District Electric Company Retired Employees (Empire Retirees) filed a non-unanimous stipulation and agreement, which purports to resolve the issues raised by the Empire Retirees relating to the proposed merger between UtiliCorp and Empire. Those parties had previously announced their settlement at the hearing in September and as a result no evidence was taken regarding those issues. 4 CSR 240-2.115(3) allows non-signatory parties seven days in which to file a request for a hearing if they wish to oppose the non-unanimous stipulation and agreement. On October 25, Staff filed a pleading entitled "Staff Request for a Hearing or Other Proceedings Under Certain Circumstances".

Staff indicates that it does not oppose the Stipulation and Agreement and states that it requests a hearing only if the Commission intends to rule on the merger contrary to the position of Staff. However, given that the parties have not yet submitted final briefs the Commission is in no position to determine how it will rule on the merger. Furthermore, the Commission can determine the issues raised by the Empire Retirees only in the context of the merger. It would not be possible for the Commission to

revisit the Empire Retirees' issues after deciding the other issues regarding the proposed merger. Therefore, it will be necessary to schedule a hearing on the issues raised by the Empire Retirees.

The Commission will schedule a prehearing conference and will direct the parties to submit a proposed procedural schedule.

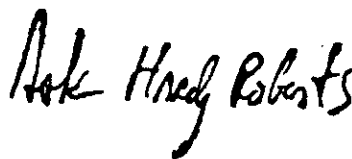
IT IS THEREFORE ORDERED:

1. That a prehearing conference shall be held on November 14, 2000, beginning at 10:00 a.m. The prehearing conference shall be held at the Commission's offices at the Governor Office Building, 200 Madison Street, Jefferson City, Missouri. This hearing will be held in a building that meets accessibility standards required by the Americans with Disabilities Act. If you need additional accommodations to participate in this hearing, please call the Public Service Commission's Hotline at 1-800-392-4211 (voice) or 1-800-829-7541 (TDD) prior to the hearing.

2. That the parties shall file a proposed procedural schedule no later than November 16, 2000.

3. That this order shall become effective on November 10, 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 31st day of October, 2000.

STATE OF MISSOURI

OFFICE OF THE PUBLIC SERVICE COMMISSION

I have compared the preceding copy with the original on file in this office and
I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson City,
Missouri, this 31st day of Oct. 2000.



Dale Hardy Roberts

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge