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December 14, 2001

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

FILED²
DEC 14 2001
Missouri Public
Service Commission

**RE: UtiliCorp United, Inc.,
Case No. EO-2002-215**

Dear Mr. Roberts:

Enclosed for filing in the above-referenced case please find the original and eight copies of **PUBLIC COUNSEL RESPONSE TO COMPANY'S PROPOSED ORDER**. 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

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

FILED²
DEC 14 2001

Missouri Public
Service Commission

In the Matter of the Application of UtiliCorp)
United Inc. for Authority to Acquire, the Shares of)
Avon Energy Partners Holdings and to Take)
All Other Actions Reasonably Necessary to)
Effectuate Said Transaction.)

Case No. EO-2002-215

PUBLIC COUNSEL RESPONSE TO COMPANY'S PROPOSED ORDER

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

1. On November 30, 2001, Public Counsel filed its Recommendation in this case, stating that the Commission should issue an order approving the Application in this case provided that it subjects approval to the conditions proposed in the Staff Recommendation and further conditions such approval upon certain commitments made by UtiliCorp United, Inc. (Company) in Paragraph 16 of the Application.

Public Counsel's Recommendation stated that if the Commission is unwilling to approve the Application subject to both sets of conditions, the Commission should set an evidentiary hearing to receive testimony in this case.

2. On December 12, 2001, Public Counsel received a copy of a letter sent to the regulatory law judge in this case together with a proposed "Order Approving Acquisition of Stock," prepared in a manner that is similar to an order of the Missouri Public Service Commission (Commission). Paragraph 4 on page 9 of the Company's proposed order suggests that the Commission include the following sentence in the "ordered" section "The Commission's

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approval is subject to UtiliCorp's statement of corporate commitments contained in Paragraph 16 of the Application."

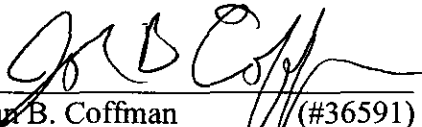
Public Counsel believes that, in order for this Commission to meet Public Counsel's Recommendation in this case, the "ordered" section of such an order should actually state as follows: "The Commission's approval of UtiliCorp's Application is conditioned upon UtiliCorp's compliance with all of the commitments contained in Paragraph 16 of the Application." Otherwise, Public Counsel would not object to the proposed order.

3. On December 13, 2001, Company filed a "Notice to the Commission," stating facts related to the sudden collapse of Enron Corporation (Enron). Company states that these developments could result in the withdrawal of Company's prospective partner that would be involved in the transaction proposed in its Application. Company further suggests that the Commission condition any approval in this case to the condition that Company has a partner as described in Paragraphs 8 and 12 of its Application.

WHEREFORE, Public Counsel respectfully requests that, in light of the facts contained in Company's Notice to the Commission, the Commission allow Staff and Public Counsel a reasonable amount of time to investigate the relationship of the sudden collapse of Enron to the entities involved in the proposed transaction and then be given an opportunity to provide revised recommendations to the Commission. Public Counsel further requests that any language contained in an order approving the Application be consistent with the language proposed by Public Counsel in this pleading.

Respectfully submitted,

Office of the Public Counsel

By: 
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CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been mailed or hand-delivered to the following this 14th day of December 2001:

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