

STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION

At a Session of the Public Service  
Commission held at its office  
in Jefferson City on the 18th  
day of October, 1996.

In the Matter of the Joint Application of Kansas )  
City Power & Light Company, a Missouri Corpo- )  
ration ("KCPL"), UtiliCorp United Inc., a )  
Delaware Corporation ("UtiliCorp"), and KC )  
United Corp., a Delaware Corporation ("KCU") ) CASE NO. EM-96-248  
for an Order Authorizing KCPL and UtiliCorp to )  
Merge With and Into KCU and, in Connection There- )  
with, Certain Other Related Transactions. )

In the Matter of the Earnings Review of UtiliCorp ) CASE NO. EO-97-144  
United Inc., d/b/a Missouri Public Service. )

ORDER DISMISSING APPLICATION AND ESTABLISHING INVESTIGATIVE DOCKET

Kansas City Power & Light Company, UtiliCorp United Inc., KC  
United Corp. and KC Merger Sub, Inc. (the "Joint Applicants") filed a  
Motion to Dismiss First Amended Joint Application on September 20, 1996.  
The Joint Applicants asked the Commission to dismiss this merger case  
because the proposed merger did not receive approval from Kansas City Power  
& Light shareholders. Because testimony has been filed, either Commission  
approval or written consent of all parties is required for dismissal of the  
application. 4 CSR 240-2.116(1). Kansas City Power & Light Company filed  
a supplement to the motion to dismiss on September 20, 1996.

The Commission Staff filed a Response to Motion to Dismiss and  
Motion to Establish Docket on September 23, 1996, asking the Commission to  
dismiss the merger case but to establish a separate docket in which the  
Staff may continue its earnings investigation of Missouri Public Service  
(MPS), UtiliCorp United Inc.'s Missouri electric operations.

UtiliCorp United Inc. filed a response to Staff's pleading on October 3, 1996, arguing that Staff's audit of MPS's electric earnings was a result of a five-year regulatory plan proposed in connection with the merger. UtiliCorp argued that, since the merger is no longer viable, an earnings investigation docket would be a waste of time and resources.

The Commission has reviewed the pleadings of the parties and finds that the First Amended Application should be dismissed and this case closed as the merger is no longer viable. The Commission finds that Staff's motion for establishment of a docket for an earnings investigation of MPS is appropriate and should be granted.

**IT IS THEREFORE ORDERED:**

1. That the Motion to Dismiss First Amended Joint Application filed on September 20, 1996, is granted.
2. That this case is closed.
3. That Staff's Motion to Establish Docket is granted. Pleadings concerning the earnings investigation of Missouri Public Service should be filed in Case No. EO-97-144.
4. That this order shall become effective on October 29, 1996.

BY THE COMMISSION



Cecil I. Wright  
Executive Secretary

(S E A L)

Zobrist, Chm., McClure, Crumpton,  
and Drainer, CC., Concur.  
Kincheloe, C., Absent.

ALJ: Wickliffe