



John B. Coffman
Acting Public Counsel

State of Missouri

Bob Holden
Governor

Office of the Public Counsel
Governor Office Building
200 Madison, Suite 650
P.O. Box 7800
Jefferson City, Missouri 65102

Telephone: 573-751-4857
Facsimile: 573-751-5562
Web: <http://www.mo-opc.org>
Relay Missouri
1-800-735-2966 TDD
1-800-735-2466 Voice

April 18, 2002

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

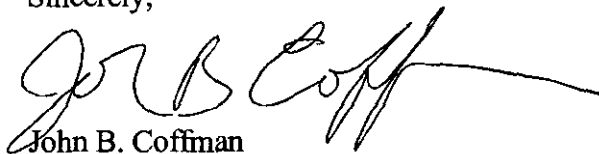
**RE: UtiliCorp United, Inc.,
Case No. EO-2002-215**

Dear Mr. Roberts:

Enclosed for filing in the above-referenced case please find the original and eight copies of **PUBLIC COUNSEL RESPONSE**. 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**

In the Matter of the Application of UtiliCorp)	
United Inc. for Authority to Acquire, the Shares of)	
Avon Energy Partners Holdings and to Take)	Case No. EO-2002-215
All Other Actions Reasonably Necessary to)	
Effectuate Said Transaction.)	

PUBLIC COUNSEL RESPONSE

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

1. On March 18, 2002, UtiliCorp United, Inc. ("Company", now "Aquila") filed its Motion for Supplemental Order or Alternately Second Amended Application, notifying the Commission of a change in financial partners in its proposed acquisition. The Commission allowed Aquila to amend its Application.

2. On April 16, 2002, the Staff of the Commission (Staff) filed its Response to the Amended Application, recommending that the Commission approve the Amended Application based upon seven conditions. Staff states that it presumes that Aquila will keep several commitments that it made in Paragraph 16 of its original Application.

3. On April 17, 2002, Aquila filed a proposed "Order Approving Second Amended Application." The proposed order suggests that the Commission include in the "ordered" section the seven recommendations of Staff as well as order Aquila to fulfill the various commitments it had made in Paragraph 16 of its original Application.

4. Provided that the Commission conditions its Order on the seven recommendations of Staff as well as order Aquila to fulfill the various commitments it had made in Paragraph 16 of its original Application, Public Counsel does not oppose Aquila's Second Amended Application.

WHEREFORE, Public Counsel respectfully requests that the Commission approve the Second Amended Application conditioned upon the seven recommendations of Staff, and further conditioned upon Aquila fulfilling the various commitments it had made in Paragraph 16 of its original Application.

Respectfully submitted,

Office of the Public Counsel

By: 

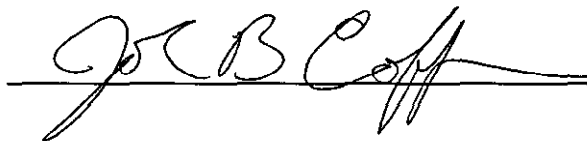
John B. Coffman (#36591)
Acting Public Counsel
P. O. Box 7800
Jefferson City, MO 65102
(573) 751-5560
(573) 751-5562 FAX

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been mailed or hand-delivered to the following this 18th day of April 2002:

JAMES SWEARENGEN/PAUL BOUDREAU
Brydon, Swearengen & England
P. O. Box 456
Jefferson City, MO 65102

GENERAL COUNSEL
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

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