

LAW OFFICES  
**BRYDON, SWEARENGEN & ENGLAND**  
PROFESSIONAL CORPORATION

DAVID V.G. BRYDON  
JAMES C. SWEARENGEN  
WILLIAM R. ENGLAND, III  
JOHNNY K. RICHARDSON  
GARY W. DUFFY  
PAUL A. BOUDREAU  
SONDRA B. MORGAN  
CHARLES E. SMARR

312 EAST CAPITOL AVENUE  
P.O. BOX 456  
JEFFERSON CITY, MISSOURI 65102-0456  
TELEPHONE (573) 635-7166  
FACSIMILE (573) 635-0427  
Email: PAULB@BRYDONLAW.COM

DEAN COOPER  
MARK G. ANDERSON  
GREGORY C. MITCHELL  
BRIAN T. MCCARTNEY  
BRIAN K. BOGARD  
DIANA C. FARR  
JANET E. WHEELER

OF COUNSEL  
RICHARD T. CIOTTONE

March 15, 2002

Secretary of the Public Service Commission  
Governor Office Building  
200 Madison Street, Suite 100  
P.O. Box 360  
Jefferson City, MO 65102-0360

**FILED<sup>2</sup>**  
MAR 15 2002  
Missouri Public  
Service Commission

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

Dear Mr. Roberts:

On behalf of UtiliCorp United Inc., enclosed for filing in the above-referenced case please find an original and eight (8) copies of a Second Status Report. A copy has been hand-delivered to the Office of the Public Counsel this date. Please note that I have also enclosed a receipt copy of the Second Status Report, which I ask that you file stamp and return with the messenger delivering same.

Thank you for your assistance with this matter.

Sincerely,

BRYDON, SWEARENGEN & ENGLAND, P.C.

By:

  
Paul A. Boudreau

PAB/aw  
Enclosures  
cc: Mr. John B. Coffman, OPC

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

FILED<sup>2</sup>  
MAR 15 2002

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

Missouri Public  
Service Commission

**SECOND STATUS REPORT**

COMES NOW UtiliCorp United Inc. ("UtiliCorp"), Applicant in the captioned matter, and submits the following report on the status of the transaction which is the subject of the Application in this case:

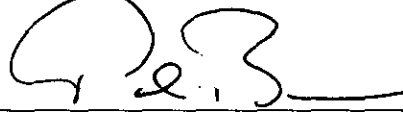
1. On December 18, 2002, the Missouri Public Service Commission ("Commission") issued an Order Approving Application in this case authorizing UtiliCorp, among other things, to acquire all of the outstanding shares of Avon Energy Partners Holdings pursuant to the terms of a Share Purchase and Sale Agreement between UtiliCorp and EI UK Holdings, Inc. Ordered ¶ 15 of the Commission's Order Approving Application directed:

[t]hat UtiliCorp United Inc., file status reports in this proceeding beginning 60 days from the date of this order and each 30 days thereafter advising of the status of the transaction so that the Commission may be apprised of the status of the transactions presented in this case and when the case may be closed.

2. In compliance with that directive from the Commission, UtiliCorp has attached hereto its Second Status Report setting forth the current circumstances concerning the subject matter of the Application.

18

Respectfully submitted,



Paul A. Boudreau #33155  
BRYDON, SWEARENGEN & ENGLAND, P.C.  
312 East Capitol Avenue  
P.O. Box 456  
Jefferson City, MO 65102  
Telephone: (573) 635-7166  
Facsimile: (573) 635-0427  
E-Mail: PaulB@brydonlaw.com

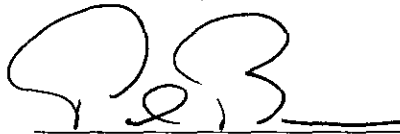
Attorneys for UtiliCorp United Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by U.S. Mail, postage prepaid, or hand-delivered, on this 15th day of March, 2002, to:

Mr. David A. Meyer  
Missouri Public Service Commission  
Governor Office Building  
200 Madison Street, P.O. Box 360  
Jefferson City, MO 65102

Mr. John B. Coffman  
Office of the Public Counsel  
Governor Office Building  
200 Madison Street, Suite 650  
P.O. Box 7800  
Jefferson City, MO 65102



Paul A. Boudreau

UtiliCorp's Acquisition of Midlands Electricity  
Case No. EO-2002-215

Second Status Report

March 15, 2002

On December 18, 2001, the Missouri Public Service Commission (the "Commission") issued an Order Approving Application (the "Order") approving UtiliCorp's acquisition of the outstanding shares of Avon Energy Partners Holdings ("Avon"). In the Order, UtiliCorp was directed to file a status report in 60 days and every 30 days thereafter, so that the Commission could remain apprised of the status of the transactions presented in the case and determine when the case should be closed.

UtiliCorp filed its First Status Report on February 15, 2002.

Participation of Financial Partner

Discussions since December are leading to an arrangement under which UtiliCorp's partner will be FirstEnergy Corp. ("FirstEnergy"), the company now holding all of Avon's outstanding shares. The drafting of a new Purchase and Sale Agreement ("PSA") has taken longer than expected, but is now near completion and expected to be signed by next week.

Updated Financial Information

The pro forma financial results of the transaction with FirstEnergy as UtiliCorp's partner are substantially similar to those submitted in November in support of the approved acquisition. UtiliCorp has provided Staff and the Office of the Public Counsel with a detailed update of the financial statements and ratios, a recent draft of the PSA, and other information based on the revised terms.

UtiliCorp continues to believe that the pro forma financial impacts of the FirstEnergy transaction do not differ significantly from those previously provided. However, in an abundance of caution, UtiliCorp intends to formally request MPSC approval through a motion for supplemental order, or alternatively a second amended application, as soon as the PSA is signed.

Timing

UtiliCorp and FirstEnergy are working aggressively to complete the PSA by next week, and to finalize MPSC approval, with the expectation of closing the transaction in early April.