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April 17, 2002

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

**Re: Avon Energy Partners Holdings**  
**Case No. EO-2002-215**

Dear Mr. Roberts:

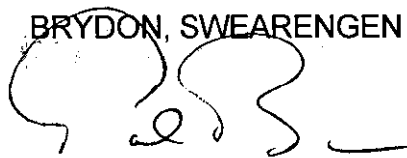
On behalf of Aquila, Inc., enclosed for filing in the above-referenced case please find an original and eight (8) copies of a Response of Aquila, Inc. to Staff's Supplemental Recommendation. A copy has also been hand-delivered to the Office of the Public Counsel this date. Please note that I have further enclosed a receipt copy of the Response, 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. David A. Meyer, PSC  
Mr. John Coffman, OPC

**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	)	Case No. EO-2002-215
Take All Other Actions Reasonably Necessary	)	
to Effectuate Said Transaction.	)	

**RESPONSE OF AQUILA, INC. TO STAFF'S  
SUPPLEMENTAL RECOMMENDATION**

COMES NOW Aquila, Inc. ("Aquila"), f/k/a UtiliCorp United Inc., Applicant in the captioned matter, and provides the following response to the Supplemental Recommendation filed by Staff with respect to Aquila's application.

1. On March 26, 2002, the Commission directed that Staff expeditiously review Aquila's Second Amended Application and to make a second recommendation to the Commission by no later than April 20, 2002.

2. On April 16, 2002, Staff filed a response to the Second Amended Application generally recommending that the Commission conditionally approve the Second Amended Application. The memorandum filed with the Staff Response contains seven (7) enumerated conditions.

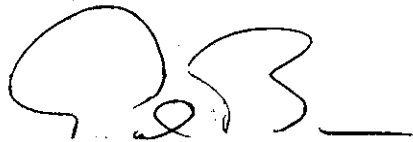
3. In its supporting memorandum, Staff also states that its recommendation is based upon the presumption that Aquila intends to keep the same commitments as were contained in ¶ 16 on pages 5 and 6 of its original Application filed on October 31, 2001. At the outset, Aquila ratifies and confirms those corporate commitments as an element of its Second Amended Application.

4. Aquila further states that it has no objection that the Commission's approval of the Second Amended Application be made subject to the seven (7) enumerated conditions contained in the memorandum attached to the Staff Response.

5. Aquila remains committed to moving forward with the transaction that is the subject of the Second Amended Application in an expeditious manner. The Purchase and Sale Agreement ("PSA") contains contractual timing obligations, one of which is that the Seller, FirstEnergy, may terminate the PSA unless Commission approval has been obtained and become effective within fifty (50) days of March 15, 2002, the day the PSA was executed. (See, attached schedule of contractual commitments.) Consequently, Aquila renews its request that the Commission issue an order approving the Second Amended Application by no later than Tuesday, April 23, 2002, bearing an effective date of no later than May 3, 2002, ten (10) days from the date of issuance.

WHEREFORE, having fully responded to Staff's updated recommendation, and for good cause shown, Aquila renews its request for approval of its Second Amended Application by April 23, 2002.

Respectfully submitted,



Paul A. Boudreau #33155  
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Attorneys for Aquila, 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 17<sup>th</sup> day of April, 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 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

**Schedule relating to Approval by the Missouri Public Service Commission**

With reference to the Purchase and Sale Agreement ("PSA"), dated March 15, 2002

<b>Date</b>	<b>Day</b>	<b>Requirement / Event</b>	<b>PSA reference</b>
March 15	0	PSA executed	Title page
March 18	3	Aquila to obtain approval of the MPSC Aquila filed Amended Application, requesting approval by March 25. Staff requested 30 days. The MPSC directed expeditious review and a Staff Recommendation not later than April 20.	Article 6.2, page 40
April 16	32	MPSC Staff filed Recommendation to Approve	n/a
April 17 Wednesday	33	Aquila and the OPC file Responses concurring with the Staff Recommendation.	n/a
April 17 Wednesday	33	Aquila completes and files the Draft Order.	n/a
<b>April 23 Tuesday</b>	<b>39</b>	<b>Commission issues Order</b>	n/a
May 3 Friday	49	Commission Order to be effective, after ten day period following the date of issue. <u>Implications of delay:</u> The PSA may be terminated by the Seller unless approval has been obtained or waived prior to the date 50 days from March 15	Article 9.1(c.), page 43
May 14 Tuesday	60	Closing to be completed within 60 days of March 15. <u>Implications of delay:</u> The PSA may be terminated by either party if Closing is not complete.	Article 9.1(a.), page 43

April 17, 2002