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May 25, 2000

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

FILED³
MAY 25 2000
Missouri Public
Service Commission

RE: Case No. EA-2000-764

Dear Mr. Roberts:

Enclosed for filing in the above-captioned case are an original and eight (8) conformed copies of a **STAFF'S RESPONSE TO ORDER ESTABLISHING TIME IN WHICH TO RESPOND TO MOTION FOR EXPEDITED CONSIDERATION.**

This filing has been mailed or hand-delivered this date to all counsel of record.

Thank you for your attention to this matter.

Sincerely yours,

Bruce H. Bates
Assistant General Counsel
(573) 751-7434
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BB/df
Enclosure
cc: Counsel of Record

BEFORE THE PUBLIC SERVICE COMMISSION

OF THE STATE OF MISSOURI

FILED³

MAY 25 2000

Missouri Public
Service Commission

In the Matter of the Application of The)
Empire District Electric Company for an)
Order Authorizing it to Adopt its)
Shareholders Rights Plan by Making a)
Dividend Distribution to all Holders of its)
Common Stock of Certain Rights,)
Including, Among Other Things, the Right)
to Purchase Additional Shares of)
Preference and Common Stock of the)
Company, to Issue and Sell Such)
Additional Shares of Stock as May be)
Required by the Exercise of Such Rights.)

Case No. EA-2000-764

**STAFF'S RESPONSE TO ORDER ESTABLISHING TIME IN WHICH TO RESPOND
TO MOTION FOR EXPEDITED CONSIDERATION**

COMES NOW the Staff of the Missouri Public Service Commission ("Staff") and
for its *Response to Order Establishing Time in Which to Respond to Motion for Expedited
Consideration* respectfully states to the Missouri Public Service Commission ("Commission") as
follows:

The Empire District Electric Company ("Empire" or "Company") has not shown good
cause for this filing to be processed by June 30, 2000. The need for expedited processing of this
application to receive an order by June 30, 2000 was created by the Company's decision to wait
until May 17, 2000 to file its request. The fact that Empire's current shareholder rights plan
expires July 25, 2000 has been known for years. Regardless of the fact that Empire's last minute

filing created this situation, given the other cases pending that must be addressed by Staff that will be working on Empire's filing, Staff will prepare its recommendation by July 14, 2000. This date is dependent on the Company providing timely responses to the Staff data requests.

UtiliCorp has pending an Application requesting the Commission's approval to acquire Empire. There is no apparent immediate need for this Empire Application, filed on May 17, 2000. The Company states in its application that "[i]t is not currently expected (or likely) that the Rights will ever be exercised, and therefore be a source of additional capital." The Company wants protection from a proposed unfair takeover being consummated. The Commission would have to approve any such takeover. Empire has this protection during the period that its existing shareholder rights program expires and the Commission issues an order in this case. It should be noted that the current practice generally has been for companies' seeking expedited treatment on a significant matter to meet initially with Staff and the Office of the Public Counsel ("OPC") to discuss the filing and how the company can assist in expedited processing of the request. Empire has decided not to use this mode of procedure. This approach has proven to be highly successful in handling cases using this procedure.

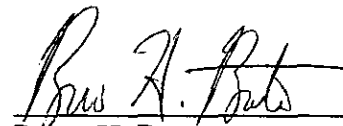
Staff needs to evaluate the Empire Application in light of the pending UtiliCorp merger. Staff files its rebuttal testimony in that matter on June 21, 2000. Staff needs to further investigate the possibility that another company will make an offer to acquire Empire once the current shareholder rights plan expires. Staff is concerned that immediate approval of Empire's application will either fail to include all the necessary conditions to prevent detriment to consumers and/or preclude another company from acquiring Empire on more favorable terms to the public than proposed by UtiliCorp.

Expedited treatment carries the risk that an inappropriate decision will be hastily made while the delay to evaluate the Application carries no risk to the Company since it states it is unlikely that the shareholder rights will ever be exercised and furthermore, the Commission protects the Company from a detrimental takeover.

WHEREFORE, Staff respectfully requests that the Commission accept this as *Staff's Response to Order Establishing Time in Which to Respond to Motion for Expedited Consideration*. In addition, Staff respectfully suggests that this case be redesignated as an "EF" case due to its subject matter. Staff further prays that the Commission make whatever other orders and judgments appear to it to be just and proper in this cause.

Respectfully submitted,

DANA K. JOYCE
General Counsel

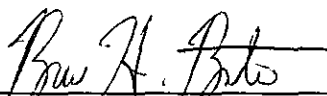


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Certificate of Service

I hereby certify that copies of the foregoing have been mailed or hand-delivered to all counsel of record as shown on the attached service list this 25th day of May 2000.



Bruce H. Bates

Service List for
Case No. EA-2000-764
May 25, 2000

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