

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a Session of the Public Service
Commission held at its office
in Jefferson City on the 26th
day of February, 1993.

In the matter of the application of UtiliCorp United)
Inc. for authority, among other things, to acquire)
indirectly 49 percent of the ordinary shares of stock) CASE NO. EM-93-50
of WEL Energy Group Limited, a New Zealand electric)
utility, and to take all other actions reasonably)
necessary to effectuate said transaction.)

SUPPLEMENTAL ORDER APPROVING THE PURCHASE OF STOCK

On October 23, 1993, the Commission approved a proposed transaction by UtiliCorp United Inc. (UtiliCorp), pursuant to §393.190, RSMo 1986, as amended, and 4 CSR 240-2.060(7), for authority to acquire indirectly 49 percent of the ordinary shares of WEL Energy Group Limited (WEL), a New Zealand electric utility. The proposed transaction was fully set out in a Subscription Agreement, marked Exhibit 2 and attached to and incorporated in the Commission's Order.

On January 15, 1993, UtiliCorp filed an application for a supplemental order for reason that the parties to the original agreement have agreed to an alternative arrangement, which will result in the acquisition by UtiliCorp of only 33.33 percent of the issued and outstanding ordinary shares of stock of WEL initially, but will also provide for an opportunity for UtiliCorp to acquire another 15.67 percent of WEL's stock on the open market over a period of time after the closing of the proposed transaction, and upon the occurrence of certain events. In its application UtiliCorp states it will form a wholly-owned Delaware subsidiary corporation which will, in turn, form a wholly-owned New Zealand subsidiary for purposes of accomplishing this transaction. UtiliCorp states that it will effectively have equal control over the management with WEL, the current owner, and attaches Exhibit 4 to its application setting out a Restated and Amended Subscription Agreement detailing the terms of this transaction.

The Commission, upon review of the application and supporting documents and the Commission's previous Order, holds that the Restated and Amended Subscription Agreement, as set out in Exhibit 4 of UtiliCorp's Application for Supplemental Order and First Amended Application for Supplemental Order, incorporated herein by reference, is reasonable and in the public interest of Missouri customers of UtiliCorp's Operating Division, Missouri Public Service. Further, the Commission determines that the amendment of the original acquisition agreement does not alter the Commission's original decision in this matter, in that the present capital structure of UtiliCorp will not change significantly and that the costs of the acquisition will not be allocated to UtiliCorp's Missouri customers. Therefore, the Commission has no objection to these amendments of the original transaction and approves the restatement and amendment to the original acquisition agreement approved by the Commission in the original Order in this case.

IT IS THEREFORE ORDERED:

1. That the execution and delivery by UtiliCorp of the Restated and Amended Subscription Agreement, for Supplemental Order, is approved.
2. That UtiliCorp is hereby authorized to perform all acts necessary in accordance with the terms of the Restated and Amended Subscription Agreement.
3. That the Commission's Order Approving Purchase of Stock, issued October 23, 1992, is hereby amended to reflect the changes in the original transaction as set out in the Restated and Amended Subscription Agreement.
4. That the Commission reaffirms all other findings and Ordered paragraphs contained in its Order Approving Purchase of Stock, issued October 23, 1992.

5. That this Order shall become effective on the 9th day of March,
1993.

BY THE COMMISSION

Brent Stewart
Brent Stewart
Executive Secretary

(S E A L)

McClure, Chm., Mueller, Rauch,
and Kincheloe, CC., Concur.
Perkins, C., Absent.