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STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION

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TRANSCRIPT OF PROCEEDINGS

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Prehearing

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December 7, 2005  
Jefferson City, Missouri  
Volume 1

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10 In the Matter of the Joint )  
Application of Aquila, Inc., )  
11 D/b/a Aquila Networks - MPS and )  
Aquila Networks - L&P ("Aquila"), )  
12 The Empire District Gas Company )  
("EDG") and The Empire District ) Case No. GO-2006-0205  
13 Electric Company ("EDE") for an )  
Order Authorizing the Sale, )  
14 Transfer and Assignment of Certain )  
Assets and Liabilities from Aquila )  
15 To EDG and in Connection Therewith )  
Certain Other Related Transactions )

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KENNARD L. JONES, Presiding  
REGULATORY LAW JUDGE

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1 A P P E A R A N C E S

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P R O C E E D I N G S

JUDGE JONES: We are on the record with Case No. GO-2006-0205 in the joint application of Aquila, Inc., doing business as Aquila Networks - MPS and Aquila Networks - L&P, the Empire District Gas Company and the Empire District Electric Company for an order authorizing the sale, transfer and assignment of certain assets and liabilities from Aquila to the Empire District Gas Company and in connection therewith certain other related transactions.

First, we ought to -- we have three applications to intervene. And Aquila has not responded. I take it you all don't oppose the -- the applications?

MR. COOPER: We don't oppose.

JUDGE JONES: Okay. Well, in that case, the application to intervene of Crane Plumbing, LLC, is granted.

MR. KEEVIL: Judge, if I could interject there on behalf of Empire, I don't really have objection to the intervention. But I noticed the Crane Plumbing intervention -- I don't know if Mr. Zacura (ph.) Who signed

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1 the application to intervene has gone through  
2 the pro hac vice hoops or not.

3 JUDGE JONES: Is he -- Mr. Zacura,  
4 are you here today?

5 MR. KEEVIL: He doesn't appear to be,  
6 Judge.

7 JUDGE JONES: Well, that application  
8 won't be granted today, then. The application  
9 to intervene of Cornerstone Energy,  
10 Incorporated, is granted.

11 The application of Pittsburg Corning  
12 Corporation is also granted.

13 At this time, I'll take entries of  
14 appearance beginning with Aquila.

15 MR. COOPER: Dean L. Cooper of the  
16 law firm of Brydon, Swearingen & England, P.O.  
17 Box 456, Jefferson City, Missouri, 65102,  
18 appearing on behalf Aquila, Inc.

19 JUDGE JONES: Okay. Empire District  
20 Gas and Electric Company. Are you representing  
21 both?

22 MR. KEEVIL: Yes. Representing both  
23 of them, your Honor. Jeffrey A. Keevil of law  
24 firm of Stewart & Keevil, LLC. Our address is  
25 4603 John Garry Drive, Suite 11, Columbia,

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1 Missouri, 65203.

2 JUDGE JONES: Thank you. And from  
3 Pittsburg Corning?

4 MR. CONRAD: Your Honor, let the  
5 record reflect, please, the appearance of  
6 Stuart W. Conrad, the law firm of Finnegan,  
7 Conrad & Peterson, 3100 Broadway, Suite 1209,  
8 Kansas City, Missouri. And I have provided the  
9 reporter with an entry form.

10 JUDGE JONES: Thank you.

11 MR. CONRAD: Thank you.

12 JUDGE JONES: And from Cornerstone  
13 Energy?

14 MR. FISHER: James M. Fisher, Fisher  
15 & Dority, PC, 101 Madison Street, Suite 400,  
16 Jefferson City, Missouri, 65101, appearing on  
17 behalf of Cornerstone Energy, Inc.

18 JUDGE JONES: Okay. And with regard  
19 to these interventions that I've ruled on on  
20 the record, I'll issue a notice today. I'll  
21 also make reference to the situation with Crane  
22 Plumbing's attorney.

23 Is there anything else -- by the way, I  
24 wanted to ask you, did you all have timing  
25 considerations with this?

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1                   MR. BERLIN: Judge, I should enter my  
2 appearance. Robert S. Berlin, Post Office Box  
3 360, Jefferson City, Missouri, 65102, appearing  
4 on behalf of the Staff of the Missouri Public  
5 Service Commission.

6                   JUDGE JONES: Is there anyone here  
7 from OPC?

8                   MR. MARTIN: Also, your Honor, Eric  
9 Martin for the Office of Public Counsel, 200  
10 Madison Street, Suite 650, Jefferson City,  
11 Missouri, 65102, P.O. Box 2230.

12                   JUDGE JONES: Thank you. Were you  
13 all trying to complete this application within  
14 any particular amount of time?

15                   MR. KEEVIL: I -- yes is the short  
16 answer. The -- I think the motion -- motion  
17 for protective order also included some  
18 reference to expedited treatment, your Honor.  
19 I think there's something in there about an  
20 April 20 date.

21                   JUDGE JONES: Oh, April 20th, 2006.  
22 Okay. Is there anything else anyone would like  
23 to -- to raise before I leave you all to --

24                   MR. CONRAD: Your Honor, just as a  
25 matter of -- of, I guess, preliminary

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1 procedural courtesy, I did want to ask the --  
2 let the record reflect, again, the thanks of my  
3 client to staff counsel who in a -- in a very  
4 professional way made us aware of a defect --  
5 failure, actually, to file an annual report,  
6 which it had caused a registration problem with  
7 the Secretary of State, which we were able to  
8 -- to quickly repair. And I have, I think in a  
9 pleading, expressed that, but I would like the  
10 record to reflect our -- our thanks in  
11 accommodation for his professionalism.

12 JUDGE JONES: Okay, Mr. Conrad. And  
13 I do have the amended application.

14 With regard to a procedural schedule, I  
15 don't like to order you all to work on a  
16 procedural schedule when it's not clear a  
17 hearing is going to be necessary.

18 At this point, do you all think a hearing  
19 is going to be necessary?

20 MR. COOPER: Well, I think, your  
21 Honor, that we're going to have to have some --  
22 some discussions amongst the parties before we  
23 can answer that question.

24 JUDGE JONES: Okay. How much time do  
25 you all think you'll need to be discussing this



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1 before you realize you can -- you'll need an  
2 evidentiary hearing?

3 MR. CONRAD: Hour.

4 MR. COOPER: An hour. Is that what  
5 you said?

6 MR. CONRAD: Yeah. An hour.

7 JUDGE JONES: Well, I'll tell you  
8 what, how about --

9 MR. CONRAD: I'll defer.

10 JUDGE JONES: In that case, I'm going  
11 to direct Aquila to file a status update next  
12 Friday, not this coming Friday, but a week and  
13 a couple days from now, and inform me of  
14 whether or not a procedural schedule is going  
15 to be necessary. And if you all can figure  
16 that out in an hour, then perhaps you all  
17 should spend time working towards that end.  
18 Okay?

19 Is there anything else we need to discuss  
20 before I leave you to yourselves? Seeing  
21 nothing, then, we'll go off the record. Thank  
22 you all for coming.

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