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June 16, 2000

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

FILED²

JUN 16 2000 *mt*

Missouri Public
Service Commission

RE: EM-2000-369

Dear Mr. Roberts:

Enclosed for filing in the above-captioned case are an original and eight (8) conformed copies of an **APPLICATION TO INTERVENE** filed on behalf of named Applicants and retired employees of Empire District Electric Company.

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

Thank you for your attention to this matter.

Sincerely,

James B. Deutsch
James B. Deutsch

JBD:krw

Enclosures

cc: Counsel of Record

(KW2553.WPD;1)

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

FILED²

JUN 16 2000 *mh*

Missouri Public
Service Commission

In the matter of the Joint Application)	
of Utilicorp United Inc. and The Empire)	
District Electric Company for authority)	
to merge The Empire District Electric)	EM-2000-369
Company with and into Utilicorp United)	
Inc. and, in connection therewith, certain)	
other related transactions.)	

APPLICATION TO INTERVENE

COME NOW Albert Fuchs, George Dorsey, Jack De Graffenreid, Richard V. Vanwinkle, Jack Wilson, Vernon Corkle, Verl Alumbaugh, Donald Crayne, Bill Athey and Glenn D. Rhoads ("Applicants"), pursuant to 4 CSR 240-2.075, and request leave of the Missouri Public Service Commission ("Commission") to intervene and become parties for all purposes in respect to the proceedings related to the joint filing made herein by Empire District Electric Company ("Empire") and Utilicorp United Inc. ("Utilicorp"), on or about December 15, 1999, seeking Commission approval of their proposed merger. In support thereof, Applicants respectfully state:

1. Applicants are retired former employees of Empire, having each completed a sufficient number of years of employment to qualify for retirement benefits which were and are provided by Empire, including health insurance for Applicants and their families. Applicants assert that the proposed merger will directly and adversely effect their benefits as retired former employees of Empire. Applicants herein represent their own interests in this proceeding, and also represent the interests of approximately two hundred (200) similarly situated retired former employees of Empire (as set forth in Appendix A hereto) whose retirement benefits will also be directly and adversely effected by the merger proposed for the approval of this Commission by Utilicorp and Empire.

2. Similar interests to those of Applicants as above stated have been recognized by this Commission as pertinent to proceedings concerning mergers, acquisitions and other business combinations subject to Commission approval when they effect the interests of retired former employees who will lose benefits under such business combinations.¹

3. Correspondence and communications regarding this application, including service of all notices and orders of this Commission should be addressed to:

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4. On December 15, 1999, Utilicorp and Empire filed a Joint Application with this Commission for authority to merge Empire with and into Utilicorp. By such transaction, Empire District Electric Company will cease to exist and Utilicorp United Inc. will be the surviving entity. Therefore, Utilicorp will take over administration of retirement programs previously created, sponsored and administered by Empire for the benefit of Applicants and other Empire retirees.

5. By its Order and Notice effective December 27, 1999, this Commission ordered notice be given to proper persons to provide an opportunity for interested parties to intervene in this matter. Applicants herein did not receive such notice and, although aware of the proposed merger, were unaware of the effect of the agreement and plan of merger on them as Empire retirees.

¹ See, *In the Matter of the Joint Application of Western Resources, Inc., d/b/a Gas Service and Southern Union Company, d/b/a Missouri Gas Energy*, Case Number GM-94-40; 4 CSR 240-2.075(4) and (5); 4 CSR 240-2.060(8)(D).

Requests to Empire for advice on the effect of the merger on retirement benefits yielded little useful information and Applicants had no knowledge of the true effect of the merger on retiree health insurance premiums until recently.

6. On or about early April, 2000 an anonymous letter/information sheet was received by Applicants purporting to explain the effect of the merger on current health insurance premiums. (This letter is attached hereto as Appendix B.) Such information sheet disclosed that after the merger Utilicorp would increase the health insurance premiums paid by Empire until such retirees were paying 100% of all health insurance premiums. Applicants and other Empire retirees, all currently on fixed incomes, stand to experience massive unanticipated increases in out-of-pocket expense for health insurance premiums as a result of the plan of merger.

7. On or about April 6, 2000, Empire responded to the information contained in Appendix B by a letter which, while confirming the fact of the likelihood of increases, suggested that the amount of the increases in health care premiums is presently indeterminable. (This April 6, 2000 letter from Empire is attached as Appendix C.) Such letter disclosed to Applicants that the goal of the merger was to make retirees entirely responsible for their own health insurance premiums.

8. By its "Order Granting Motion to Extend Filing Dates," effective April 20, 2000, this Commission extended the date for filing testimony in this case. Missouri Public Service Commission staff has requested and received an extension of time to file its Rebuttal Testimony to June 21, 2000. The deadline for filing Surrebuttal Testimony of the companies has been similarly extended. Applicants intend to and will comply with such deadlines as currently ordered for filing of testimony in this case, and will file Rebuttal Testimony to Utilicorp and Empire's proposal on

June 21, 2000. Therefore, no prejudice to any party by delay will result from the Commission's granting of this Application to Intervene out of time.

9. Applicants believe that the merger of Utilicorp and Empire is not in the public interest and should be either disapproved or approved only on certain conditions by this Commission. Empire is a financially sound and highly rated investor owned utility substantially through and because of the efforts of retirees such as Applicants who have built and maintained the company through long and loyal service. Such loyalty and service was engendered by Empire's promise of retirement benefits which would protect these long time employees after their ability to work and earn had ended. No attempt to accommodate these former Empire employees has been made and the companies have instead attempted to conceal the adverse impact on these retirees. The adverse impact of the merger on Applicants' interests will be entirely unaddressed unless that interest is recognized by and presented to the Public Service Commission. Applicants therefore represent an important and vital interest, which is at issue in this proceeding and which will not and cannot be represented adequately by any other party, such interest being one which is direct and immediate to Applicants and which defers from that of the general public. Applicants assert that allowance of intervention will aid the Commission in protecting and advancing the public interest. Therefore, it is in the public interest that Applicants be permitted to intervene in this proceeding so as to protect their own interests and the interests of similarly situated retirees which no other party is in a position properly to represent and protect.

10. Pursuant to 4 CSR 240-2.075(2), Applicants state that they oppose the request for approval of the merger on the terms currently presented because of the extreme adverse financial hardship imposed by its terms upon Applicants and other retirees, and the absence of any other

relief, remedy or course of action available to Applicants for protection of their financial interests. The dramatic increases in health care insurance premiums sought to be cast upon this group of Empire retirees poses a substantial risk of transferring current company obligations to the taxpayers of the State of Missouri, burdening government with health care obligations which are rightly those of the company. Therefore, Applicants also oppose the proposed merger on the general public policy grounds that the merger as proposed is against the public interest and against their own interests as citizens and taxpayers of Missouri. Further, Empire's current health care trust fund reserve, set aside for payment of the benefits currently received, may be converted after the merger and proposed changes to the health insurance premium payment responsibility, to the company. This result is contrary to law and the public interest.

11. Alternatively, should this Commission determine that Applicants' request to intervene be denied, Applicants request, pursuant to 4 CSR 240-2.075(6), participation without intervention and amicus curiae status. Applicants have fully disclosed their interests in the proceeding in the foregoing paragraphs and have stated their clear intent to take a position in opposition to the proposed merger. Applicants assert that the contentions raised by Applicants are relevant to the agreement and plan of merger and to the merger issues heretofore presented in this matter, and that Applicants have a critical need to be heard on the issues raised. Although Applicants strongly believe they should be allowed to intervene as parties and urgently request they be granted intervention; they must at minimum be allowed to address the issues presented herein before this Commission through participation.

WHEREFORE, Applicants herein respectfully request that this Commission grant leave to intervene as parties in this matter to Applicants to protect those interests they represent; that

Applicants be allowed to file testimony by June 21, 2000 and participate in any hearing in this matter; that, alternatively, participation without intervention or as amicus curiae be allowed for the presentation of the interests of Applicants at any hearing in this matter; that the request for approval of the merger, filed December 15, 1999, be carefully reviewed for its impact on Empire retirees and that it not be approved as currently proposed or that it be approved only with such conditions as will assure that Applicants and other retirees will be fully protected from the adverse consequences of recently disclosed dramatic increases in their health insurance premiums; and for such other and further relief as may be deemed appropriate by this Commission in the circumstances.

Respectfully submitted,

BLITZ, BARDGETT & DEUTSCH, L.C.

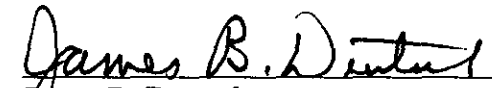
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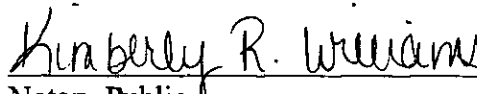
VERIFICATION

STATE OF MISSOURI)
)
COUNTY OF COLE) ss.

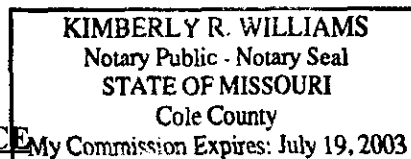
Comes now James B. Deutsch, and having been first duly sworn, states that he is counsel for the within Applicants for intervention and has been duly authorized to file this Application; that he has read and is familiar with the contents thereof and that the statements therein are true and correct to the extent of his knowledge, information and belief.


James B. Deutsch

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at my office in Jefferson City, Cole County, Missouri, on this 16~~th~~ day of June, 2000.

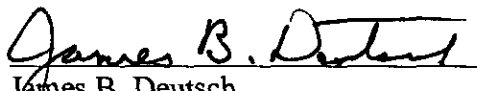

Notary Public

My Commission Expires: 7-19-03



CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing Application for Intervention by U.S. Mail, postage prepaid, addressed to all parties by their attorneys of record as provided by the Secretary of the Commission and shown on the sheet following.


James B. Deutsch

Dated: June 16, 2000

CASE NO: EM-2000-369

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2437 Ozark
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2510 Wisconsin
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2716 Joplin
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3311 Connecticut
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66 Briarwood dr
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13450 Kodiak rd
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Raymond E Boyd
13620 Kodiak Road
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13681 Kentwood Lane
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Neosho Mo 64850

Marion D Murphy
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1507 Eric rd.
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Neosho Mo 64850

Helen Richards
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Beulah Krill
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Richardson Tx 75081

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Riverton Ks 66770

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68650 E 134 Rd
Rt 2 Box 292
Wyandotte Ok 74370

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How much will the EDE-UtiliCorp merger cost YOU???

This is the question retirees have been trying to answer.

We all know that Empire Retirees, for their Health Insurance premium, are on a sliding scale which has EDE paying from 90% to 50% of the total monthly premium EDE pays for us. For an individual 65 or older, this year that is \$126.25 and for retiree and spouse it is \$252.50. The enclosed "2000 Retiree Medical Premium sheet shows this along with under 65 retiree premium costs at \$202 and \$404. You can find your own position on this sheet.

The enclosed "Estimation on 1-1/2 Year Freeze of Empire Benefits" gives three examples of how the merger will effect three groups. However, it does not show how it effects most of us. You can see that the premium will raise to \$400 for family coverage and then drops to \$200 when the "Retiree coordinates with Medicare" at age 65.

The great majority of us has assumed that the annual 15% raise in our premium is on the DOLLAR amount we pay. As you can see, the 15% increase is on the PERCENTAGE we pay!!! So, If you only pay 10% now, 18 months after the merger finalizes, your percentage to pay will be 25%, then 40%, then 55%, then 70%, then 85%, and then the full 100%. Adding 15% each year to the percentage you NOW pay will give you your own rate of increase.

EDE's individual monthly coverage premium, as said above is \$126.25. The enclosure shows coordinating with Medicare at age 65 to be \$200. Since all employees and retirees must be treated the same, we can only assume that the \$200 is for an individual retiree coverage. For retiree and spouse, we must assume that would have to double. It is only common sense.

We have followed the same manner as the enclosed Estimation sheet to estimate how this would effect ourselves. This is a shocking estimation but is done the same as the EDE estimation sheet. We feel retirees need to have at least an inkling of what is now being handled.

Most Empire retirees worked for Empire knowing that they could have gotten higher paying jobs elsewhere. But, they also were told and realized that they were working for their retirement when the benefits promised them would help to lower their cost of living in retirement days. Now, with the merger, this is being taken away and all of the years of service put in to Empire will account for nothing.

Please take the time to see where you or you-and-your-spouse fit into this schedule. You need to know what the merger will really mean to you.

Premium Increase Estimation on 1-1/2 Year Freeze of Empire Benefits

ENE
4-21-9

Assumption: Employee with 20-24 years of service at date of retirement
Family coverage

Year	Event	Date	Employee Age	Monthly Premium	% Paid by Emp	\$ Increase
0	Merger is announced	5/1/99	55	\$111.60	27.9%	
1	Deal Closes & Employee retires	5/1/00	56	\$111.60	27.9%	\$0.00
2	Premiums fixed for 1-1/2 years	11/1/01	57	\$111.60	27.9%	\$0.00
2	15% incr. in portion paid by retiree	12/1/01	57	\$171.60	42.9%	\$60.00
3	15% incr. in portion paid by retiree	12/1/02	58	\$231.60	57.9%	\$60.00
4	15% incr. in portion paid by retiree	12/1/03	59	\$291.60	72.9%	\$60.00
5	15% incr. in portion paid by retiree	12/1/04	60	\$351.60	87.9%	\$60.00
6	15% incr. in portion paid by retiree	12/1/05	61	\$400.00	100.0%	\$48.40
7		12/1/06	62	\$400.00	100.0%	\$0.00
8		12/1/07	63	\$400.00	100.0%	\$0.00
9		12/1/08	64	\$400.00	100.0%	\$0.00
10	Retiree coordinates with Medicare	12/1/09	65	\$200.00		

Assumption: Employee with 30-34 years of service at date of retirement
Family coverage

Year	Event	Date	Employee Age	Monthly Premium	% Paid by Emp	\$ Increase
0	Merger is announced	5/1/99	55	\$74.40	18.6%	
1	Deal Closes & Employee retires	5/1/00	56	\$74.40	18.6%	\$0.00
2	Premiums fixed for 1-1/2 years	11/1/01	57	\$74.40	18.6%	\$0.00
2	15% incr. in portion paid by retiree	12/1/01	57	\$134.40	33.6%	\$60.00
3	15% incr. in portion paid by retiree	12/1/02	58	\$194.40	48.6%	\$60.00
4	15% incr. in portion paid by retiree	12/1/03	59	\$254.40	63.6%	\$60.00
5	15% incr. in portion paid by retiree	12/1/04	60	\$314.40	78.6%	\$60.00
6	15% incr. in portion paid by retiree	12/1/05	61	\$374.40	93.6%	\$60.00
7		12/1/06	62	\$400.00	100.0%	\$25.60
8		12/1/07	63	\$400.00	100.0%	\$0.00
9		12/1/08	64	\$400.00	100.0%	\$0.00
10	Retiree coordinates with Medicare	12/1/09	65	\$200.00		

Assumption: Current retiree with 30-34 years of service
Currently Retired - Family coverage

over 65 previously
is family now.

Year	Event	Date	Employee Age	Monthly Premium	% Paid by Emp	\$ Increase
0	Merger is announced	5/1/99	65	\$47.00	23.5%	
1	Deal Closes	5/1/00	66	\$47.00	23.5%	\$0.00
2	Premiums fixed for 1-1/2 years	11/1/01	67	\$47.00	23.5%	\$0.00
2	15% incr. in portion paid by retiree	12/1/01	68	\$77.00	38.5%	\$30.00
3	15% incr. in portion paid by retiree	12/1/02	69	\$107.00	53.5%	\$30.00
4	15% incr. in portion paid by retiree	12/1/03	70	\$137.00	68.5%	\$30.00
5	15% incr. in portion paid by retiree	12/1/04	71	\$167.00	83.5%	\$30.00
6	15% incr. in portion paid by retiree	12/1/05	72	\$197.00	98.5%	\$30.00
7		12/1/06	73	\$200.00	100.0%	\$3.00

2000 Retiree Medical Premium

Effective January 1, 2000

2110
7440
7720

If you are Under Age 65, and you have:

<u>Individual Coverage</u>			<u>Family Coverage</u>		
And Your Years of Service Are:	Your Monthly Portion Of The Current Premium Amount Is:	Your Monthly Portion Of The 2000 Premium Will Be:	And Your Years of Service Are:	Your Monthly Portion Of The Current Premium Amount Is:	Your Monthly Portion Of The 2000 Premium Will Be:
Less than 15	\$93.00	\$101.00	Less than 15	\$186.00	\$202.00
15 to 19	\$74.40	\$80.80	15 to 19	\$148.80	\$161.60
20 to 24	\$55.80	\$60.60	20 to 24	\$111.60	\$121.20
25 to 29	\$46.50	\$50.50	25 to 29	\$93.00	\$101.00
30 to 34	\$37.20	\$40.40	30 to 34	\$74.40	\$80.80
35 to 39	\$27.90	\$30.30	35 to 39	\$55.80	\$60.60
40 or more	\$18.60	\$20.20	40 or more	\$37.20	\$40.40
Total 2000 Monthly Premium *		\$202.00	Total 2000 Monthly Premium *		\$404.00

If you are Age 65 or Older, and you have:

<u>Individual Coverage</u>			<u>Family Coverage</u>		
And Your Years of Service Are:	Your Monthly Portion Of The Current Premium Amount Is:	Your Monthly Portion Of The 2000 Premium Will Be:	And Your Years of Service Are:	Your Monthly Portion Of The Current Premium Amount Is:	Your Monthly Portion Of The 2000 Premium Will Be:
Less than 15	\$58.75	\$63.13 <i>your 50%</i>	Less than 15	\$117.50	\$126.25 <i>your 50%</i>
15 to 19	\$47.00	\$50.50 <i>40%</i>	15 to 19	\$94.00	\$101.00 <i>40%</i>
20 to 24	\$35.25	\$37.88 <i>30%</i>	20 to 24	\$70.50	\$75.75 <i>30%</i>
25 to 29	\$29.38	\$31.56 <i>25%</i>	25 to 29	\$58.75	\$63.13 <i>25%</i>
30 to 34	\$23.50	\$25.25 <i>20%</i>	30 to 34	\$47.00	\$50.50 <i>20%</i>
35 to 39	\$17.63	\$18.94 <i>15%</i>	35 to 39	\$35.25	\$37.88 <i>15%</i>
40 or more	\$11.75	\$12.63 <i>10%</i>	40 or more	\$23.50	\$25.25 <i>10%</i>
Total 2000 Monthly Premium *		\$126.25	Total 2000 Monthly Premium *		\$252.50

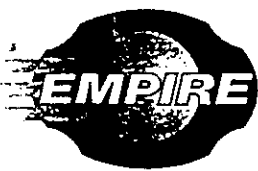
* Total 2000 Monthly Premium equals your portion of the premium plus the portion of the premium the Company is contributing on your behalf.

INDIVIDUAL and SPOUSE ESTIMATE SHEET

YEARS OF SERVICE	DATE	MONTHLY PREMIUM	% PAID BY YOU	% PAID FOR YOU	
Less than 15	2000	\$126.25	50%	50%	ONCE YOU PAY 100% THEN FOR ALL OF THESE IT MEANS YOUR ANNUAL PREMIUM WILL BE \$4,800 FOR RETIREE & SPOUSE
After freeze	1st Year	\$260.00	65%	35%	
	2nd Year	\$320.00	80%	20%	
	3rd Year	\$380.00	95%	15%	
	4th Year	\$400.00	100%	0%	
15 - 19 Years	2000	\$101.00	40%	60%	
After Freeze	1st Year	\$220.00	55%	45%	
	2nd Year	\$280.00	70%	30%	
	3rd Year	\$340.00	85%	15%	
	4th Year	\$400.00	100%	0%	
20 - 24 Years	2000	\$75.75	30%	70.00%	IF YOU WONDER ABOUT THE SUBSIDY EMPIRE NOW PAYS FOR OUR LIFE INSURANCE SO DO WE!!!!!!
After Freeze	1st Year	\$180.00	45%	55.00%	
	2nd Year	\$240.00	60%	40.00%	
	3rd Year	\$300.00	75%	25.00%	
	4th Year	\$360.00	90%	10.00%	
	5th Year	\$400.00	100%	0.00%	
25 - 29 Years	2000	\$63.13	25%	75%	
After Freeze	1st Year	\$160.00	40%	60%	
	2nd Year	\$220.00	55%	45%	
	3rd Year	\$280.00	70%	30%	
	4th Year	\$340.00	85%	15%	
	5th Year	\$400.00	100%	0%	
30 -34 Years	2000	\$50.50	20%	80%	
After Freeze	1st Year	\$140.00	35%	65%	
	2nd Year	\$200.00	50%	50%	
	3rd Year	\$260.00	65%	35%	
	4th Year	\$320.00	80%	20%	
	5th Year	\$380.00	95%	5%	
	6th Year	\$400.00	100%	0%	
35 - 39 Years	2000	\$37.88	15%	85%	
After Freeze	1st Year	\$120.00	30%	70%	
	2nd Year	\$180.00	45%	55%	
	3rd Year	\$240.00	60%	40%	
	4th Year	\$300.00	75%	25%	
	5th Year	\$360.00	90%	10%	
	6th Year	\$400.00	100%	0%	
40 or More	2000	\$25.25	10%	90%	
After Freeze	1st Year	\$100.00	25%	75%	
	2nd Year	\$160.00	40%	60%	
	3rd Year	\$220.00	55%	45%	
	4th Year	\$280.00	70%	30%	
	5th Year	\$340.00	85%	15%	
	6th Year	\$400.00	100%	0%	

OVER 65 YEAR OLD INDIVIDUAL RETIREE INCREASE ESTIMATION : 1-1/2 YEAR FREEZE

YEARS OF SERVICE	DATE	MONTHLY PREMIUM	% PAID BY YOU	% PAID FOR YOU	
Less than 15	2000	\$63.13	50%	50%	FOR ALL OF THESE INDIVIDUAL ESTIMATES IT MEANS THAT YOUR ANNUAL PREMIUM WILL BE A TOTAL OF \$2,400 per year once you pay 100%
After freeze	1st Year	\$130.00	65%	35%	
	2nd Year	\$160.00	80%	20%	
	3rd Year	\$190.00	95%	15%	
	4th Year	\$200.00	100%	0%	
15 - 19 Years	2000	\$50.50	40%	60%	IF YOU WONDER ABOUT THE LIFE INSURANCE SUBSIDY THAT EMPIRE NOW PAYS FOR US
	1st Year	\$110.00	55%	45%	
	2nd Year	\$140.00	70%	30%	
	3rd Year	\$170.00	85%	15%	
	4th Year	\$200.00	100%	0%	
20 - 24 Years	2000	\$37.88	30%	70.00%	SO DO WE!!!!!!
	1st Year	\$90.00	45%	55.00%	
	2nd Year	\$120.00	60%	40.00%	
	3rd Year	\$150.00	75%	25.00%	
	4th Year	\$180.00	90%	10.00%	
	5th Year	\$200.00	100%	0.00%	
25 - 29 Years	2000	\$31.56	25%	75%	
	1st Year	\$80.00	40%	60%	
	2nd Year	\$110.00	55%	45%	
	3rd Year	\$140.00	70%	30%	
	4th Year	\$170.00	85%	15%	
	5th Year	\$200.00	100%	0%	
30 -34 Years	2000	\$25.25	20%	80%	
	1st Year	\$70.00	35%	65%	
	2nd Year	\$100.00	50%	50%	
	3rd Year	\$130.00	65%	35%	
	4th Year	\$160.00	80%	20%	
	5th Year	\$190.00	95%	5%	
	6th Year	\$200.00	100%	0%	
35 - 39 Years	2000	\$18.94	15%	85%	
	1st Year	\$60.00	30%	70%	
	2nd Year	\$90.00	45%	55%	
	3rd Year	\$120.00	60%	40%	
	4th Year	\$150.00	75%	25%	
	5th Year	\$180.00	90%	10%	
	6th Year	\$200.00	100%	0%	
40 or More	2000	\$12.63	10%	90%	
	1st Year	\$50.00	25%	75%	
	2nd Year	\$80.00	40%	60%	
	3rd Year	\$110.00	55%	45%	
	4th Year	\$140.00	70%	30%	
	5th Year	\$170.00	85%	15%	
	6th Year	\$200.00	100%	0%	



SERVICES YOU COUNT ON

April 6, 2000

To: Empire Retirees

Recently you may have received an unsigned document entitled "*How much will the EDE-Utilicorp merger cost YOU???*". The document attempted to answer some questions about the cost of retiree health care after the merger with Utilicorp is completed. This document was not provided to you by Empire. While certain aspects of the information presented in the document are factual, you should be aware that some of the data are estimates based on premium levels that were in effect at the time the merger was announced and may not be accurate as the merger progresses.

Empire subsidizes health care costs for retirees. Utilicorp does not. The primary focus of our negotiations was to ensure that reasonably priced health care coverage remained available to all retirees. After a great deal of discussion, an agreement was reached which provided for the continuation of retiree health care coverage and the phasing in of Utilicorp's health care premium over several years. This agreement will protect you from having to shoulder the full impact of Utilicorp's unsubsidized premiums immediately following the eighteen month "benefit freeze" period. The merger agreement states that Utilicorp has the right "*to increase the portion of the premiums paid by such Company retirees by 15% per year until the portion of the premium paid by such Company retirees is comparable in percentage to the portion of the premium paid by similarly situated UCU retirees.*" While it is evident that the premium you pay for health care coverage will be increasing after the merger, the amount of the increase will be dependent on your age, years of service, family status, and Medicare eligibility. Factors such as medical inflation, utilization and prescription drug costs will also have an impact on future premiums. At some time in the future the full amount of the health care premium will be your responsibility.

Empire retirees and employees alike are anxious to know the answers to many important questions regarding their benefits after the merger. Many of the answers remain unknown at this point. Rest assured, we will convey this information to you as quickly as it becomes available. One thing you can be certain of is that we will make every effort to communicate only accurate, complete information.

Sincerely,