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February 27, 2001

10 CFR § 50.80

U.S. Nuclear Regulatory Commission  
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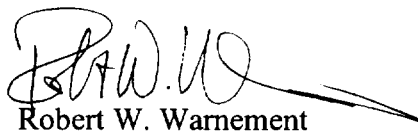
**Subject: Docket No. 50-482: Supplemental Information to February 20, 2001, KCPL Application for Consent to Indirect Transfer of Control of Operating License NPF-42 for the Wolf Creek Generating Station**

Dear Sir/Madam:

On February 20, 2001, Kansas City Power & Light Company ("KCPL") submitted an application ("Application") for the indirect transfer of Facility Operating License NPF-42 ("NPF-42") for the Wolf Creek Generating Station ("Wolf Creek"). In Section XIII of the Application, KCPL stated that it would provide to NRC staff a copy of its filing at FERC for the indirect transfer of FERC jurisdictional assets under Section 203 of the Federal Power Act ("FERC Filing") after it had been made. The FERC Filing was made on February 23, 2001. On behalf of KCPL, please find attached a copy of FERC Filing.

If you have any questions regarding this submittal or require additional information, please contact me at (816)556-2785, or Robert Warnement (202)371-7507 or William Hollaway (202)371-7819 of Skadden, Arps, Slate, Meagher & Flom.

Sincerely,

  
Robert W. Warnement

A001

**Attachments:**

1. FERC Filing regarding the Application of Kansas City Power & Light Company for Authorization to Implement Proposed Corporate Restructuring

cc: E. W. Merschoff, Regional Administrator, NRC Region IV  
F. L. Brush, Sr. Resident Inspector, Wolf Creek Generating Station  
J. N. Donohew, NRR Project Manager, Wolf Creek Generating Station  
William J. Riggins, KCPL – General Counsel

bcc: Robert S. Wood, NRC – NRR/DRIP/RGEB (w/o Attachment)  
Susan L. Uttal, NRC – OGC (w/o Attachment)  
Steven R. Hom, NRC – OGC (w/o Attachment)  
Mike Neave (w/o Attachment)  
Len Rawicz (w/o Attachement)  
Bill Hollaway (w/o Attachment)  
Mason Emmett (w/o Attachment)  
Bill Weeden (w/o Attachment)  
Jerry Pfeffer (w/o Attachment)

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February 23, 2001

The Honorable David P. Boergers  
Secretary  
Federal Energy Regulatory Commission  
888 First Street, N.E.  
Washington, D.C. 20426

Re: Kansas City Power & Light Company,  
Docket No. EC01- -000

Dear Secretary Boergers:

Pursuant to Section 203 of the Federal Power Act and Part 33 of the Commission's Regulations, submitted herewith are the original and eight copies of an application by Kansas City Power & Light Company ("KCPL") for authorization to implement a proposed corporate reorganization. This application does not involve a merger or similar transaction and does not raise any substantive issues relative to the Commission's merger guidelines under Section 203. KCPL therefore requests that the Commission proceed on an expedited basis, provide a 30-day notice period for comments on this filing and issue an Order in this proceeding by April 30, 2001.

A copy of the Application has been served by mail on the Public Utilities Commissions of Missouri and Kansas. A form notice of filing is attached as Attachment 1 to the Application and is submitted in diskette form herewith.

I have also enclosed three additional copies for filing. Please date stamp these additional copies and return them to the messenger.

Respectfully submitted,

  
Jerry L. Pfeffer

On Behalf of Kansas City Power & Light Company

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**Kansas City Power & Light Company**

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**Docket No. EC01-\_\_\_\_-000**

**APPLICATION OF KANSAS CITY POWER & LIGHT COMPANY  
FOR AUTHORIZATION TO IMPLEMENT  
PROPOSED CORPORATE REORGANIZATION**

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Attachment 3:	Proposed Accounting Entries

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**Kansas City Power & Light Company**

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**Docket No. EC01- \_\_\_\_ -000**

**APPLICATION OF KANSAS CITY POWER & LIGHT COMPANY  
FOR AUTHORIZATION TO IMPLEMENT  
PROPOSED CORPORATE REORGANIZATION**

Pursuant to Section 203 of the Federal Power Act ("FPA") and Part 33 of the Commission's Regulations, Kansas City Power & Light Company ("KCPL") hereby requests Commission authorization to implement a corporate reorganization that will create a holding company structure through a share exchange (the "Transaction"). Because the Transaction might be deemed to result in a "disposition of jurisdictional facilities" pursuant to the Commission's decision in *Central Vermont Public Service Corp.*, 39 FERC ¶ 61,295 (1987), KCPL seeks this authorization under FPA Section 203 (the "Application").

The Transaction will create a holding company structure to hold directly the common stock of KCPL. In particular, upon completion of the Transaction, KCPL will become a direct subsidiary of a new registered holding company ("HoldCo") organized pursuant to the Public Utility Holding Company Act of 1935 ("PUHCA"). The Board of Directors of KCPL has approved the share exchange and no further shareholder approval is required to implement the reorganization.

The Transaction is anticipated to be implemented as soon as practicable after the May 1, 2001 shareholder meeting. To facilitate preparation for closing the Transaction, KCPL requests that the Commission proceed on an expedited basis, provide a 30-day notice period for



comments on this filing and issue an Order in this proceeding by April 30, 2001. A 30-day notice period is appropriate since this Application does not involve a merger or similar transaction and does not raise any substantive issues relative to the Commission's merger guidelines under Section 203. The Commission has granted similar requests for expedited approval in other recent transactions which were limited to internal corporate restructurings. *See, e.g., Consolidated Edison Energy, Inc.*, 90 FERC ¶ 62,126 (2000).

## **I. DESCRIPTION OF APPLICANT**

KCPL is a corporation organized and existing under the laws of Missouri, with its principal office located in Kansas City, Missouri. The Company is a vertically integrated electric utility engaged in the generation, transmission, distribution, and sale of electric energy in Missouri and Kansas. KCPL owns approximately 3700 MW of generation and provides retail electric service to approximately 460,000 customers in Kansas and Missouri, serving a region located largely in and around the Kansas City metropolitan area for its retail operations. KCPL provides wholesale electric and transmission services to municipal customers and electric cooperatives located in Kansas and Missouri and, through interchange agreements, to surrounding integrated systems. KCPL is subject to the regulatory jurisdiction of the Commission relative to its wholesale and transmission operations. It also is subject to the regulatory jurisdiction of the Missouri Public Service Commission ("MPSC") and the State Corporation Commission of the State of Kansas ("KCC") relative to its retail operations.

Most of KCPL's non-regulated subsidiaries are organized under its direct wholly-owned subsidiary, KLT Inc. ("KLT"), incorporated in the State of Missouri. KLT has several direct subsidiaries including:

1. KLT Investments Inc.

2. KLT Investments II Inc.
3. KLT Energy Services Inc.
4. KLT Gas Inc.
5. KLT Telecom Inc.

A brief profile of these subsidiaries is contained in Exhibit B to this Application.

Other direct subsidiaries of KCPL include KCPL Receivables Company, Great Plains Power Inc.<sup>1</sup> and Home Services Solutions Inc. (which is planned to be divested prior to closing of the Transaction). These subsidiaries also are described in Exhibit B.

## **II. THE PROPOSED CORPORATE RESTRUCTURING**

### **A. Description of the Transaction**

Pursuant to the Transaction, KCPL proposes to adopt a new corporate structure under which the regulated utility will become a wholly-owned subsidiary of a newly formed holding company. In particular, KCPL initially will create a new subsidiary, HoldCo which, in turn, will form another new subsidiary ("NewCo"). KCPL will then merge with and into NewCo, with KCPL as the surviving corporation. Finally, KCPL will dividend up to HoldCo, KLT, and Great Plains Power, Inc., which will become direct subsidiaries of HoldCo. KCPL Receivables Company will remain a direct subsidiary of KCPL.<sup>2</sup>

KCPL's common shareholders will receive one HoldCo common share in exchange for each KCPL common share held immediately prior to the effective date of the Transaction, and KCPL's preferred shareholders will receive one equivalent HoldCo preferred share in exchange

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<sup>1</sup> Great Plains Power, Inc. is a newly formed generation company which will be seeking Commission approval to sell power at market-based rates in a future filing under Section 205. It currently has no jurisdictional assets.

<sup>2</sup> WYMO fuels will be dissolved before the closing of the transaction.

for each KCPL preferred share held immediately prior to the effective date of the Transaction.<sup>3</sup> The common shares of KCPL will cease to be listed and traded on the New York Stock Exchange and the common shares of HoldCo will be listed and traded instead. The three series of HoldCo preferred shares which will replace the equivalent three series of KCPL preferred shares currently listed and traded on the New York Stock Exchange will be listed and traded on the New York Stock Exchange.<sup>4</sup> Except for the common shares and preferred shares of HoldCo, no securities will be issued to implement the Transaction. All existing KCPL debt obligations will remain obligations of KCPL after the transaction is consummated.

#### **B. Rationale for the Transaction**

The rationale for the proposed change of corporate structure is to respond more effectively to increased competition in the energy industry. After extensive investigation and analysis, KCPL has determined that, in addition to responding to competition in its existing markets, it also must position itself to pursue potential business opportunities outside of its present markets. Pursuit of these new opportunities will play an important role in maintaining KCPL's long-term financial viability, which is necessary for it to continue to provide reliable service to its retail customers.

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<sup>3</sup> Upon consummation of the share exchange, (i) all of KCPL's common shares will be held by HoldCo, (ii) KCPL will have no preferred shares outstanding, (iii) all of HoldCo's common shares will be held by the former KCPL common shareholders, and (iv) all of HoldCo's preferred shares will be held by the former KCPL preferred shareholders.

<sup>4</sup> Furthermore, HoldCo will assume all outstanding options to purchase KCPL common shares, and such options will be converted into options to purchase HoldCo common shares in the future.

KCPL believes that it would be more desirable to conduct its unregulated activities through a holding company structure which more clearly separates regulated and unregulated activities in lieu of the current structure where such unregulated activities are direct subsidiaries of the regulated utility. The holding company structure is a well-established and common form of organization for companies conducting multiple lines of business. In addition, it is utilized by most electric utility companies which are involved in unregulated activities.

There are several benefits to the holding company structure contemplated under the Transaction. First, a holding company structure more fully separates the operations of regulated and unregulated businesses. As a result, it provides greater protection to ratepayers and a better structure for regulators to assure that there is no cross-subsidization of costs or transfer of business risk from unregulated to regulated lines of business. Second, a holding company structure is preferred by the investment community because it is easier to analyze and value individual lines of business. Finally, the new holding company structure would provide legal protection against the imposition of liability on the regulated utility for the results of unregulated business activities. In short, KCPL believes that the proposed holding company structure is the preferred form of conducting regulated and unregulated businesses within the same corporate group.

### **III. THE TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST**

The Commission has held that the transfer of a public utility's common stock from its existing shareholders to a holding company constitutes a transfer of the ownership and control of the utility's jurisdictional facilities and is thus a "disposition of facilities" subject to Commission

review and approval under Section 203 of the FPA.<sup>5</sup> Accordingly, because the Transaction would entail the transfer of the ownership of KCPL's common stock from existing shareholders to HoldCo, KCPL is seeking the Commission's approval under Section 203.

Section 203 of the FPA requires that a proposed disposition of facilities be approved by the Commission if it would be "consistent with the public interest."<sup>6</sup> The Commission routinely has found that reorganizations involving the creation of a holding company are consistent with the public interest.<sup>7</sup> The Transaction will provide KCPL with a new corporate structure that will facilitate the separation of currently unregulated business activities from the regulated utility, as well as the separation of those business activities that currently are regulated but may become unregulated or competitive as the expected restructuring of the utility business evolves. That is, under the proposed corporate structure it would be easier in the future to disaggregate the currently vertically integrated and regulated utility business into its constituent retail and wholesale segments if the company and its regulators conclude that such restructuring is desirable.<sup>8</sup> The Transaction also will further insulate utility ratepayers, both wholesale and retail, from the financial risks of present and future unregulated business activities. Moreover, as explained below, the Transaction will have no effect on KCPL jurisdictional facilities, rates or services. Attached as Exhibit C are charts showing KCPL's current organization and the

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<sup>5</sup> See, e.g., *Illinois Power Co.*, 67 FERC ¶ 61,136 (1994); *Central Vermont Pub. Serv. Corp.*, 39 F.E.R.C. ¶ 61,295 (1987).

<sup>6</sup> *Central Vermont Pub. Serv. Corp.*, 39 FERC at 61,961 n.14.

<sup>7</sup> See, e.g., *New York State Elec. & Gas Corp.*, 81 FERC ¶ 62,201 (1997); *Consolidated Edison Co. of New York, Inc.*, 81 FERC ¶ 62,070 (1997); *Pennsylvania Power & Light Co.*, 69 FERC ¶ 62,267 (1994).

<sup>8</sup> Nothing proposed herein, however, involves the separation or divestiture of the various components of KCPL's regulated lines of business.

proposed organization under the new holding company structure.

The Transaction is a reorganization of an existing business and not a merger necessitating application of the Commission's merger guidelines. Even if it was, the Transaction does not affect competition, does not affect rates, and does not affect regulation under Federal or state law.

**A. The Transaction Will Not Have an Adverse Effect on Competition**

Under the Commission's new merger guidelines, there are no competitive inquiries required since the Transaction is an internal corporate restructuring that has no horizontal or vertical competitive impacts.<sup>9</sup> While the Transaction is deemed to result in a change in ownership of jurisdictional facilities by virtue of the creation of a new holding company, the Transaction involves only KCPL and its subsidiaries. The Transaction does not involve a combination or transfer of assets with any unaffiliated party nor does it result in any change in the operation of KCPL facilities or any change in the concentration of control over assets for generation, transmission, or inputs to generation that could be used as barriers to entry. Accordingly, the Transaction will have no effect on competition in any relevant market. In summary, the effect of the proposed structure on competition either would be neutral or would offer positive benefits by enhancing competition through new entry by unregulated affiliates into evolving energy markets.

**B. The Transaction Will Not Affect Rate Levels**

The Transaction will have no effect on either KCPL's operating costs or rate levels.

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<sup>9</sup> See 18 C.F.R. §§ 33.3(a)(1), 33.4(a)(1) (effective Jan. 31, 2001); *see also* Order 642, Revised Filing Requirements Under Part 33 of the Commission's Regulations, 93 FERC ¶ 61,164 (2000).

KCPL commits not to include the costs of the Transaction in KCPL's retail or wholesale rates or transmission rates. Any future changes in KCPL's wholesale power or transmission rates will continue to be subject to the Commission's review and acceptance under the FPA.

After the Transaction, KCPL will still exist in essentially the same form as it exists prior to the Transaction. The only effect of the Transaction is to exchange common shares in KCPL for a like number of common shares in HoldCo, which will then become the sole shareholder of KCPL. The assets and the financial statements of KCPL will be unaffected by the exchange except for adjustments to reflect the transfer to HoldCo of KCPL's ownership interests in certain subsidiaries.<sup>10</sup>

**C. The Transaction Will Not Impair the Effectiveness of State or Federal Regulation**

The proposed Transaction will not impair effective regulation of KCPL's utility operations by either state or Federal agencies. The MPSC and the KCC both will review the Transaction, and KCPL's utility services, rates, and facilities will be unaffected by the Transaction and will continue to be regulated by the Commission and the MPSC and KCC. Since HoldCo will not qualify for an exemption from PUHCA registration, KCPL agrees to waive any preemption rights it might otherwise assert under *Ohio Power v. FERC*, 954 F.2d 779, 784-85 (D.C. Cir. 1992) to eliminate concerns related to a shift of regulatory authority from the Commission to the Securities & Exchange Commission.

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<sup>10</sup> Most of the KCPL unregulated subsidiaries noted earlier will be transferred to HoldCo. KCPL's financial statements will no longer incorporate the impact of subsidiary operations as they do now. There will be a charge to the equity accounts of KCPL to reflect the removal of these subsidiaries as an investment.

#### **IV. COMPLIANCE WITH FILING REQUIREMENTS**

The following information is required by Section 33.2 of the Commission's regulations:

**A. Principal Place of Business**

Kansas City Power & Light Company  
1201 Walnut  
Kansas City, MO 64106

**B. Persons Authorized to Receive Notices and Communications**

William G. Riggins, General Counsel  
Kansas City Power & Light Company  
1201 Walnut  
Kansas City, MO 64106  
Phone: 816-556-2645  
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**C. Description of the Applicants**

1. The business activities of KCPL, including authorizations by charter or regulatory approval, are described in Exhibit A to this Application.
2. A list of KCPL's energy subsidiaries and energy affiliates, percentage ownership interest in such subsidiaries and affiliates, and a description of the primary business in which each energy subsidiary and affiliate is engaged, is found in Exhibit B to this Application.
3. Organizational charts depicting the Applicant's current and proposed post-transaction corporate structures (including any pending authorized but not



implemented changes) indicating all parent companies, energy subsidiaries and energy affiliates are found in Exhibit C to this Application.

4. To the extent that any additional business agreements affect the business interests of the Applicant, Exhibit D to this Application contains a description of all joint ventures, strategic alliances, tolling arrangements or other business arrangements, including transfers of operational control of transmission facilities to Commission approved Regional Transmission Organizations ("RTOs"), both current and planned to occur within a year from the date of this Application, to which KCPL or its energy subsidiaries, and energy affiliates are parties.

5. The identity of common officers or directors of parties to the proposed transaction is identified as Exhibit E to this Application.

6. A description of the location of wholesale power sales customers and unbundled transmission services customers served by KCPL and its subsidiaries, affiliates, or associated companies is found in Exhibit F to this Application.

**D. Description of Jurisdictional Facilities**

A description of the jurisdictional facilities owned, operated, or controlled by KCPL and its subsidiaries, affiliates, and associated companies is identified as Exhibit G to this Application.

**E. Description of the Proposed Transaction**

A description of the proposed transaction, including the identity of the parties involved in the transaction, the consideration for the transaction, and the effect of the transaction on jurisdictional facilities and securities is set forth in Section II of this Application. A listing of all jurisdictional facilities affected by the Transaction is contained in Exhibit H to this Application. The Transaction is a corporate restructuring that involves no discrete consideration and which

will have no effect on jurisdictional facilities other than the share exchange described above.

**F. Contracts Related to the Proposed**

All contracts related to this proposed transaction, together with copies of all other written instruments entered into or proposed to be entered into by the parties to this transaction are found in Exhibit I to this Application.

**G. Facts Relied Upon to Show Transaction is Consistent With Public Interest**

See Section III of this Application.

**H. Description of Physical Property**

A map showing the generation and transmission facilities of the Applicant is attached as Exhibit K to this Application.

**I. Description of Other Regulatory Approvals Obtained or Required**

A summary of the additional regulatory approvals required to complete the Transaction and any orders received thus far from relevant agencies in connection with those approvals is contained in Exhibit L to this Application.

**V. ACCOUNTING ENTRIES**

Under the Commission's Merger Regulations, applicants subject to the Commission's Uniform System of Accounts described in 18 C.F.R. Part 101 "must present proposed accounting entries showing the effect of the transaction with sufficient detail to indicate the effects on all account balances (including amounts transferred on an interim basis), the effects on the income statement, and the effects on other relevant financial statements." 18 C.F.R. § 33.5. Such information for KCPL is attached as Attachment 3.

**VI. FORM OF NOTICE**

A form of notice suitable for publication in the Federal Register is appended to this

Application as Attachment 1 and an electronic copy of the form of notice has been provided on a 3.5" computer diskette. See 18 C.F.R. § 33.6.

## **VII. VERIFICATION**

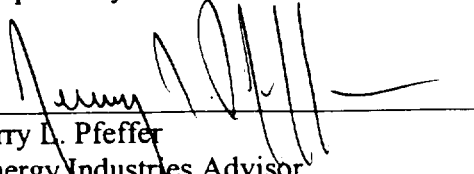
A sworn statement signed by a responsible officer of KCPL who attests to the validity of the facts set forth herein are found in Attachment 2.

## **VIII. CONCLUSION**

As demonstrated above and in the attachments to this Application, no significant issues are raised by this Application, and the Transaction is consistent with the public interest. The Applicants therefore request that the Commission provide a 30-day notice period and approve the Transaction no later than April 30, 2001.

\_\_\_\_\_  
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Kansas City, MO 64106  
Phone: 816-556-2645  
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Respectfully submitted,

  
\_\_\_\_\_  
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Energy Industries Advisor  
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**EXHIBIT A**  
**Business Activities of the Applicants**

Kansas City Power & Light Company ("KCPL") is a vertically integrated electric utility company headquartered in Kansas City, Missouri. It provides retail electric service to approximately 460,000 customers in Missouri and Kansas pursuant to the public service laws of those states. A more detailed description of the Applicant is presented in Section I of this Application.

## **EXHIBIT B**

### **Energy Subsidiaries and Affiliates**

Most of KCPL's non-regulated subsidiaries are organized under its direct wholly-owned subsidiary, KLT Inc. ("KLT"), incorporated in the State of Missouri. KLT has five direct subsidiaries which are described below:

- KLT Investments Inc. ("KLTI") invests, as a limited partner, in affordable housing partnerships that provide tax benefits to the consolidated group. KLTI's portfolio consists of interests in over 700 affordable housing projects and approximately 47,000 rental units located in 46 states, the District of Columbia and Puerto Rico.
- KLT Investments II Inc. ("KLTI2") pursues passive investments in community, economic development and energy-related opportunities, primarily through venture capital funds.
- KLT Energy Services Inc. and its subsidiaries invest in companies which provide products and services to customers to control the amount, cost and quality of electricity to commercial and industrial customers, provide demand-side management services, power supply coordination (including purchasing electricity at wholesale for resale to end users), gas management, energy consulting, generation optimization (such as scheduling and dispatching generation) and wholesale marketing services.
- KLT Gas Inc. ("KLTG") owns and operates interests in oil and gas producing properties and invests in companies which in turn own and operate interests in oil and gas producing properties. KLTG's primary focus is on coal bed methane producing properties, but also has a 50% working interest in natural gas producing properties in south Texas. KLTG and the companies in which it invests produce and gather gas, which is then transported on third-party pipelines and sold at wholesale. KLTG and its investments do not own interstate pipelines or local distribution facilities, and do not sell gas at retail. KLTG also owns FAR Gas Acquisitions Corporation, which holds limited partnership interests that provide tax benefits to the consolidated group.
- KLT Telecom Inc. ("KLTT") pursues investment opportunities in telecommunications and wireless technology. KLTT is a 83% owner of Digital Teleport, Inc., a St. Louis based competitive access provider and inter-exchange carrier, which is developing a national fiber optic network.

KCPL also has three other direct wholly-owned subsidiaries which are described below:

- Great Plains Power, Inc. is a newly formed subsidiary that will focus on development of merchant generating capacity for sales into the regional market. Great Plains will soon be filing an application with the Commission seeking market rate authority.

- KCPL Receivables Company is a factoring company which purchases accounts receivables from KCPL.
- Home Services Solutions Inc. owns 100 percent of Worry Free Services, Inc., which assists residential customers in obtaining financing primarily for heating and air conditioning equipment. Home Services Solutions Inc. also owns 49% of R.S. Andrews, a consumer services company. KCPL anticipates divesting most of the HSS assets and terminating the business prior to closing the Transaction.

**EXHIBIT C**  
**Organizational Charts**

Organizational charts depicting the Applicant's current and proposed post-transaction corporate structures are presented below as Exhibit C1 and Exhibit C2, respectively.

# Exhibit C-1

## Current Organizational Structure

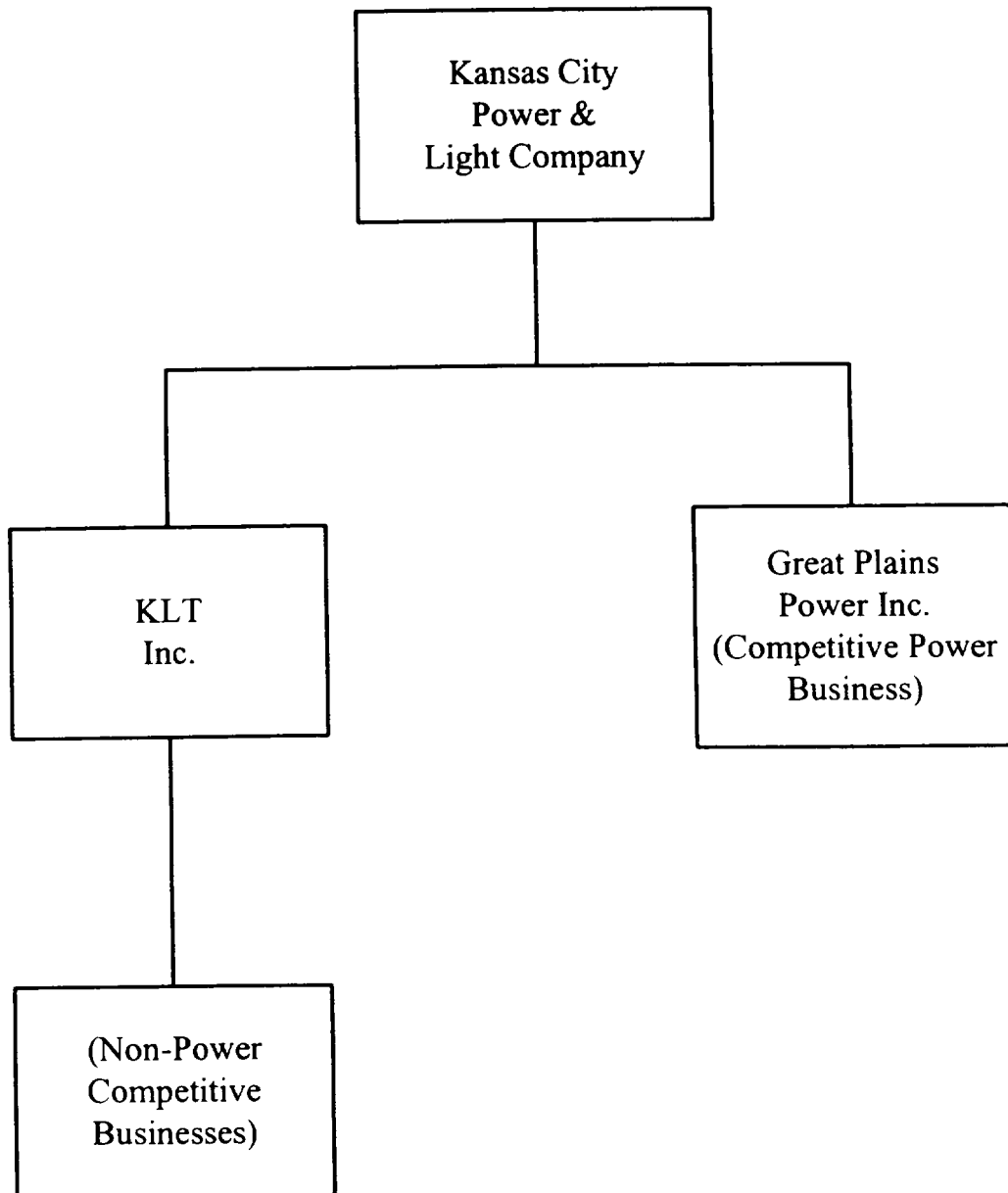
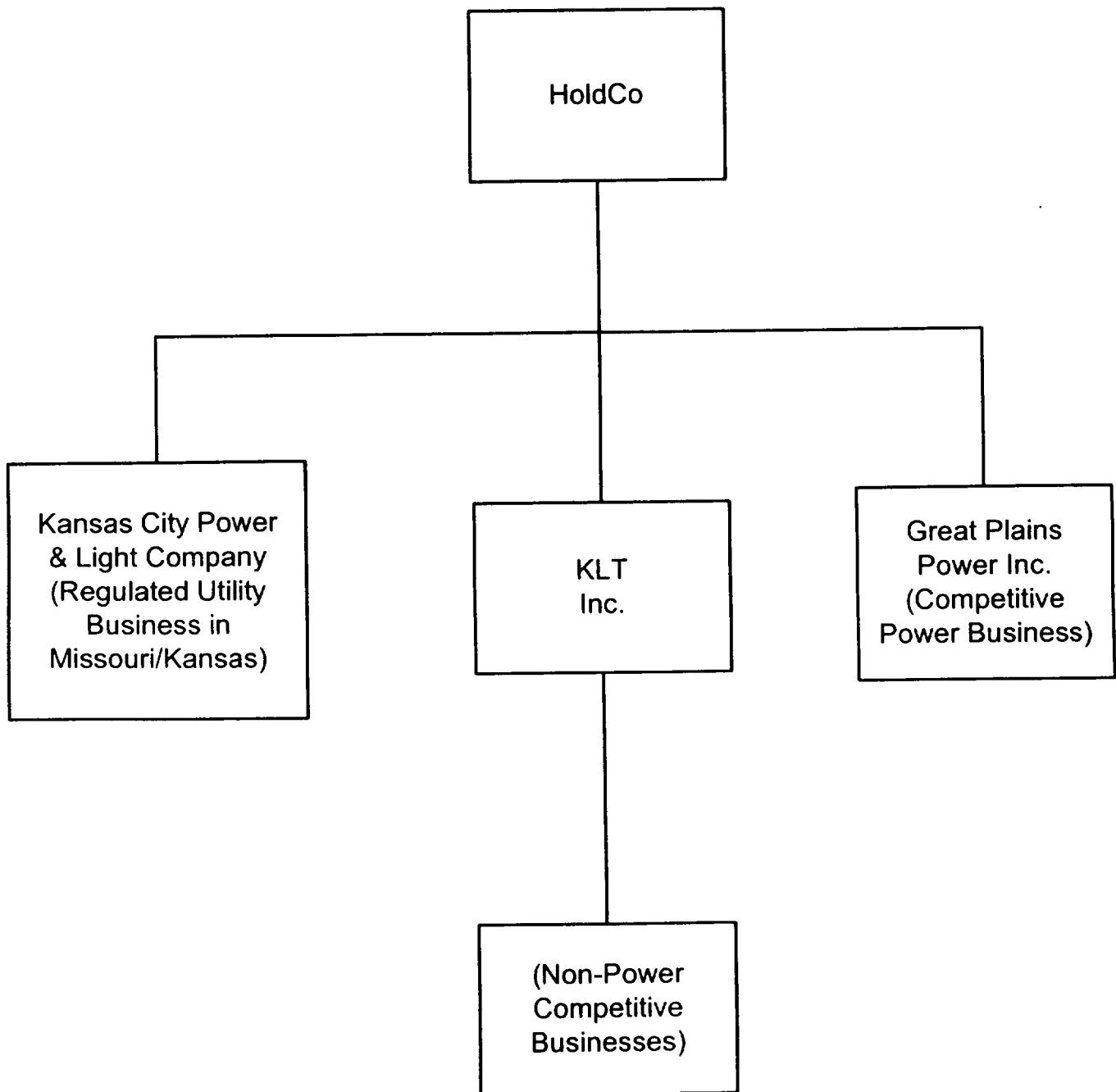




Exhibit C-2  
Post Transaction Organizational Structure



**EXHIBIT D**  
**Additional Business Agreements**

None.

**EXHIBIT E**  
**Common Officers or Directors**

The officers of the new holding company will be named from the ranks of KCPL officers.

**EXHIBIT F**  
**Location of Wholesale Power Sales Customers and**  
**Unbundled Transmission Services Customers**

KCPL engages in wholesale transactions in the Southwest Power Pool and neighboring reliability regions. It provides unbundled transmission service over facilities it owns in its Kansas and Missouri service areas.

**EXHIBIT G**  
**Jurisdictional Facilities Owned and Operated By Applicant**

1. KCPL operates jurisdictional transmission facilities in Kansas and Missouri as shown on the map in Exhibit K. Upon completion of the Transaction, the Applicant will own or operate the same jurisdictional facilities:
2. KCPL subsidiaries Great Plains Power, Inc. and KLT Inc. will become subsidiaries of HoldCo after the transaction is consummated. KCPL Receivables Company will remain a subsidiary of KCPL. It is anticipated that Home Services Solutions Inc. will be sold or otherwise disposed of in the near future.

**EXHIBIT H**  
**Description of Jurisdictional Facilities and Affected Securities**

The jurisdictional assets and associated securities to be transferred are described in Section I of this Application.

**EXHIBIT I**  
**Contracts Related to the Proposed Transaction**

A copy of the merger agreement that will implement the transaction is attached as Exhibit

I.

AGREEMENT AND PLAN OF MERGER  
AMONG  
KANSAS CITY POWER & LIGHT COMPANY,  
GREAT PLAINS ENERGY INCORPORATED  
AND  
KC MERGER SUB INCORPORATED

DATED AS OF [                      ]



## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of [ ], is among Kansas City Power & Light Company, a Missouri corporation (the "Company"), Great Plains Energy Incorporated, a Missouri corporation ("Holdings") and a direct, wholly owned subsidiary of the Company, and KC Merger Sub Incorporated, a Missouri corporation ("Newco") and a direct, wholly owned subsidiary of Holdings.

### R E C I T A L S:

WHEREAS, the Company's authorized capital stock consists of (i) [ ] shares of common stock, no par value (the "Company Common Stock"), of which, as of the date hereof, [ ] shares are issued and outstanding and [no] shares were held in Company's treasury; (ii) [ ] shares of 3.80% cumulative preferred stock, par value \$100 per share (the "Company 3.80% Preferred"), of which [ ] shares are outstanding on the date hereof; (iii) [ ] shares of 4% cumulative preferred stock, par value \$100 per share (the "Company 4% Preferred"), of which [ ] shares are outstanding on the date hereof; (iv) [ ] shares of 4.50% cumulative preferred stock, par value \$100 per share (the "Company 4.50% Preferred"), of which [ ] shares are outstanding on the date hereof; (v) [ ] shares of 4.20% cumulative preferred stock, par value \$100 per share (the "Company 4.20% Preferred"), of which [ ] shares are outstanding on the date hereof; and (vi) [ ] shares of 4.35% cumulative preferred stock, par value \$100 per share (the "Company 4.35% Preferred" and, together with the Company 3.80% Preferred, the Company 4.50% Preferred and the Company 4.20% Preferred, but excluding the Company 4% Preferred, the "Company Preferred"), of which [ ] shares are outstanding on the date hereof; and

WHEREAS, as of the date hereof, Holdings' authorized capital stock consists of (i) [ ] shares of common stock, no par value (the "Holdings Common Stock"), of which, as of the date hereof, [ ] shares are issued and outstanding and owned by the Company and no shares are held in treasury, and (ii) [ ] shares of 3.80% cumulative preferred stock, par value \$100 per share (the "Holdings 3.80% Preferred"), of which no shares are outstanding on the date hereof; (iii) [ ] shares of 4.50% cumulative preferred stock, par value \$100 per share (the "Holdings 4.50% Preferred"), of which no shares are outstanding on the date hereof; (iv) [ ] shares of 4.20% cumulative preferred stock, par value \$100 per share (the "Holdings 4.20% Preferred"), of which no shares are outstanding on the date hereof; and (v) [ ] shares of 4.35% cumulative preferred stock, par value \$100 per share (the "Holdings 4.35% Preferred" and, together with the Holdings 3.80%

Preferred, the Holdings 4.50% Preferred and the Holdings 4.20% Preferred, the "Holdings Preferred"), of which no shares are outstanding on the date hereof; and

WHEREAS, as of the date hereof, Newco has an authorized capital stock consisting of [ ] shares of common stock, no par value (the "Newco Common Stock"), of which [ ] shares are issued and outstanding on the date hereof and owned by Holdings; and

WHEREAS, the designations, rights and preferences, and the qualifications, limitations and restrictions thereof, of the Holdings Common Stock, the Holdings 3.80% Preferred, the Holdings 4.50% Preferred, the Holdings 4.20% Preferred and the Holdings 4.35% Preferred, are the same as those of the Company Common Stock, the Company 3.80% Preferred, the Company 4.50% Preferred, the Company 4.20% Preferred and the Company 4.35% Preferred, respectively; and

WHEREAS, no later than immediately prior to the Effective Date (as defined below), the Company shall redeem all outstanding shares of Company 4% Preferred; and

WHEREAS, the Articles of Incorporation of Holdings (the "Holdings Charter") and the By-laws of Holdings (the "Holdings By-laws") in effect immediately after the Effective Date (as hereinafter defined) will contain provisions identical to the Restated Articles of Consolidation of the Company (the "Company Charter") and By-laws of the Company (the "Company By-laws") in effect immediately before the Effective Date (other than with respect to matters excepted by Section 351.448.1(4) of the Missouri General and Business Corporation Law (the "MGBCL")); and

WHEREAS, the directors and officers of the Company immediately prior to the Merger (as hereinafter defined) will be the directors and officers of Holdings as of the Effective Date; and

WHEREAS, Holdings and Newco are newly formed corporations organized for the purpose of participating in the transactions herein contemplated; and

WHEREAS, the Company desires to create a new holding company structure by merging Newco with and into the Company, with the Company continuing as the surviving corporation of such merger, and each outstanding share (or any fraction thereof) of Company Common Stock, the Company 3.80% Preferred, the Company 4.50% Preferred, the Company 4.20% Preferred and the Company 4.35%

Preferred, being converted in such merger into a like number of shares of Holdings Common Stock, the Holdings 3.80% Preferred, the Holdings 4.50% Preferred, the Holdings 4.20% Preferred and the Holdings 4.35% Preferred, respectively, all in accordance with the terms of this Merger Agreement (the "Merger"); and

WHEREAS, the Boards of Directors of Holdings and the Company have approved this Merger Agreement and the Merger upon the terms and subject to the conditions set forth in this Merger Agreement.

NOW, THEREFORE, in consideration of the premises and the covenants and agreements contained in this Merger Agreement, and intending to be legally bound hereby, the Company, Holdings and Newco hereby agree as follows:

## ARTICLE I

### THE MERGER

SECTION 1.1 THE MERGER. In accordance with Section 351.448 of the MGBCL and subject to and upon the terms and conditions of this Merger Agreement, Newco shall, on the Effective Date, be merged with and into the Company, the separate corporate existence of Newco shall cease and the Company shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

SECTION 1.2 EFFECTIVE DATE. The parties shall file articles of merger with respect to the Merger (the "Articles of Merger"), executed in accordance with the relevant provisions of the MGBCL, and with this Merger Agreement attached thereto, with the Secretary of State of the State of Missouri, and shall make all other filings or recordings required under the MGBCL to effectuate the Merger. The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Missouri (the date of such filing shall hereinafter be referred to as the "Effective Date").

SECTION 1.3 RESTATED ARTICLES OF INCORPORATION OF SURVIVING CORPORATION. From and after the Effective Date, the Company's Restated Articles of Incorporation, as in effect immediately prior to the Effective Date, shall be the Restated Articles of Incorporation of the Surviving Corporation, except with such changes as are permitted by Section 351.448.1(7) of the MGBCL (the "Surviving Corporation's Charter") until thereafter amended as provided by law; provided, however, that, from and after the Effective Date:

(a) Article Third thereof shall be amended so as to read in its entirety as follows:

"The amount of authorized capital stock of the Company is One Thousand (1,000) shares of Common Stock without par value.

(i) Dividends. Subject to the limitations in this ARTICLE THIRD set forth, dividends may be paid on the Common Stock out of any funds legally available for the purpose, when and as declared by the Board of Directors.

(ii) Liquidation Rights. In the event of any liquidation or dissolution of the Company, after there shall have been paid to or set aside for the holders of outstanding shares having superior liquidation preferences to Common Stock the full preferential amounts to which they are respectively entitled, the holders of outstanding shares of Common Stock shall be entitled to receive pro rata, according to the number of shares held by each, the remaining assets of the Company available for distribution.

(iii) Voting Rights. Except as set forth in this ARTICLE THIRD or as by statute otherwise mandatorily provided, the holders of the Common Stock shall exclusively possess full voting powers for the election of Directors and for all other purposes.

(iv) No Preemptive Rights. No holders of outstanding shares of Common Stock shall have any preemptive right to subscribe for or acquire any shares of stock or any securities of any kind hereafter issued by the Company.

(v) Consideration for Shares. Subject to applicable law, the shares of the Company, now or hereafter authorized, may be issued for such consideration as may be fixed from time to time by the Board of Directors. Subject to applicable law and to the provisions of this ARTICLE THIRD, shares of the Company issued and thereafter acquired by the Company may be disposed of by the Company for such consideration as may be fixed from time to time by the Board of Directors.

(vi) Crediting Consideration to Capital. The entire consideration hereafter received upon the issuance of shares of Common Stock without par value shall be credited to capital, and this requirement may not be eliminated or amended without the affirmative vote of consent of the holders of two-thirds of the outstanding Common Stock.

(b) A new Article Fourteenth shall be added thereto which shall be and read in its entirety as follows:

"ARTICLE FOURTEENTH. Any act or transaction by or involving the Company that requires for its adoption pursuant to Chapter 351 of the Missouri General and Business Corporation Law or these Restated Articles of Incorporation the approval of the shareholders of the Company shall, pursuant to Section 351.448 of the Missouri General and Business Corporation Law, require, in addition, the approval of the shareholders of Great Plains Energy Incorporated, a Missouri corporation, or any successor thereto by merger, by the same vote as is required pursuant to Chapter 351 of the Missouri General and Business Corporation Law or the Restated Articles of Incorporation of the Company."

#### SECTION 1.4 BY-LAWS OF SURVIVING CORPORATION.

From and after the Effective Date, the By-laws of Newco, as in effect immediately prior to the Effective Date, shall constitute the By-laws of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

**SECTION 1.5 DIRECTORS OF SURVIVING CORPORATION.**

The directors of Newco in office immediately prior to the Effective Date shall be the initial directors of the Surviving Corporation and will hold office from the Effective Date until their successors are duly elected or appointed and qualified in the manner provided in the Surviving Corporation's Charter and By-laws, or as otherwise provided by law.

**SECTION 1.6 OFFICERS OF SURVIVING CORPORATION.**

The officers of Newco in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation until the earlier of their resignation or removal or until their successors are duly elected or appointed and qualified in the manner provided in the Surviving Corporation's Charter and By-laws, or as otherwise provided by law.

**SECTION 1.7 ADDITIONAL ACTIONS.**

Subject to the terms of this Merger Agreement, the parties hereto shall take all such reasonable and lawful action as may be necessary or appropriate in order to effectuate the Merger. If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of either of Newco or the Company acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Merger Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of each of Newco and the Company, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of Newco and the Company or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Merger Agreement.

**SECTION 1.8 CONVERSION OF SECURITIES.**

On the Effective Date, by virtue of the Merger and without any action on the part of Holdings, Newco, the Company or the holder of any of the following securities:

(a) Conversion of Company Common Stock. Each share of Company Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into and thereafter represent one duly issued, fully paid and nonassessable share of Holdings Common Stock.

(b) Conversion of Company Common Stock in Treasury. Each share of Company Common Stock issued but held by the Company in its treasury immediately prior to the Effective Date shall be converted into and thereafter represent one duly issued, fully paid and non-assessable share of Holdings Common Stock held in such entity's treasury after the Effective Date.

(c) Conversion of Company 3.80% Preferred. Each share of Company 3.80% Preferred issued and outstanding immediately prior to the Effective Date shall be converted into and thereafter represent one duly issued, fully paid and nonassessable share of Holdings 3.80% Preferred.

(d) Conversion of Company 4.50% Preferred. Each share of Company 4.50% Preferred issued and outstanding immediately prior to the Effective Date shall be converted into and thereafter represent one duly issued, fully paid and nonassessable share of Holdings 4.50% Preferred.

(e) Conversion of Company 4.20% Preferred. Each share of Company 4.20% Preferred issued and outstanding immediately prior to the Effective Date shall be converted into and thereafter represent one duly issued, fully paid and nonassessable share of Holdings 4.20% Preferred.

(f) Conversion of Company 4.35% Preferred. Each share of Company 4.35% Preferred issued and outstanding immediately prior to the Effective Date shall be converted into and thereafter represent one duly issued, fully paid and nonassessable share of Holdings 4.35% Preferred.

(g) Conversion of Capital Stock of Newco. Each share of Newco Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into and thereafter represent one duly issued, fully paid and nonassessable share of common stock, no par value, of the Surviving Corporation.

(h) Cancellation of Capital Stock of Holdings. Each share of Holdings Common Stock that is owned by the Company immediately prior to the Merger shall automatically be cancelled and retired and shall cease to exist.

(i) Rights of Certificate Holders. From and after the Effective Date, holders of certificates formerly evidencing Company Common Stock or Company Preferred shall cease to have any rights as shareholders of the Company, except as provided by law; provided, however, that such holders shall have the rights set forth in Section 1.10 herein.

#### SECTION 1.9 STOCK OPTIONS AND EQUITY-BASED

AWARDS. (a) On the Effective Date, automatically and without any action on the part of the Company, Holdings, Newco or the holders of any options to acquire shares of Company Common Stock (the "Company Stock Options"), or the holders of any other equity-based award of the Company, (i) Holdings will assume each Company Stock Option and each other equity-based award of the Company which is outstanding immediately prior to the Effective Date, (ii) each such Company Stock Option will become an option to purchase a number of shares of Holdings Common Stock equal to the number of shares of Company Common Stock issuable upon the exercise of such Company Stock Option, and otherwise upon the same terms and conditions as such Company Stock Option and (iii) each such other equity-based award of the Company will become a similar equity-based award with respect to a number of shares of Holdings Common Stock equal to the number of shares of Company Common Stock subject to such equity-based award, and otherwise upon the same terms and conditions as such equity-based award.

(b) Upon the consummation of the Merger, Holdings shall assume sponsorship of and all obligations of the Company under the Dividend Reinvestment and Direct Stock Purchase Plan and all employee benefit plans of the Company, including but not limited to the Company's Long-Term Incentive Plan, Long- and Short-Term Incentive Compensation Plan, Supplemental Executive Retirement Plan and Nonqualified Deferred Compensation Plan, and all retirement, medical, dental, long-term disability, short-term disability, life insurance, flexible spending account and any other such benefit plans and programs of the Company.

#### SECTION 1.10 NO SURRENDER OF CERTIFICATES. (a)

Until thereafter surrendered for transfer or exchange in the ordinary course, each outstanding stock certificate that, immediately prior to the Effective Date, evidenced Company Common Stock shall be deemed and treated for all corporate purposes to evidence the ownership of the number of shares of Holdings Common Stock into which such shares of Company Common Stock were converted pursuant to the provisions of Section 1.8 (a) and (b) herein.



(b) Until thereafter surrendered for transfer or exchange in the ordinary course, each outstanding stock certificate that, immediately prior to the Effective Date, evidenced the Company 3.80% Preferred, Company 4.50% Preferred, Company 4.20% Preferred or Company 4.35% Preferred, as the case may be, shall be deemed and treated for all corporate purposes to evidence the ownership of the number of shares of the Holdings 3.80% Preferred, Holdings 4.50% Preferred, Holdings 4.20% Preferred or Holdings 4.35% Preferred, as the case may be, into which such shares of Company Preferred were converted pursuant to the provisions of Sections 1.8 (c), (d), (e) or (f) herein, as the case may be.

## ARTICLE II

### ACTIONS TO BE TAKEN IN CONNECTION WITH THE MERGER

**SECTION 2.1 LISTING OF CERTAIN HOLDINGS CAPITAL STOCK.** The Company shall use its reasonable efforts to cause the Holdings Common Stock, Holdings 3.80% Preferred, Holdings 4.50% Preferred and Holdings 4.35% Preferred to be issued pursuant to the Merger to be approved for listing on the New York Stock Exchange (the "NYSE") prior to the Effective Date, subject to official notice of issuance.

**SECTION 2.2 PROCUREMENT OF CUSIP NUMBERS.** On or prior to the Effective Date, Holdings will use reasonable efforts to procure a new CUSIP number for the Holdings Common Stock, for each series of Holdings Preferred and for any other securities which so require new CUSIP numbers in connection with the Merger.

**SECTION 2.3 APPLICATION FOR REGULATORY APPROVALS.** Prior to the Effective Date, the Company shall apply for, and use reasonable efforts to obtain, the following regulatory approvals and orders (the "Regulatory Approvals") for the Merger: (1) all necessary approvals from the Kansas Corporation Commission under Chapter 66 of the Kansas Statutes Annotated; (2) all necessary approvals from the Missouri Public Service Corporation under Chapter 393 of the Missouri Revised Statutes; (3) all necessary approvals from the Federal Energy Regulatory Commission under the Federal Power Act; (4) all necessary approvals from the Nuclear Regulatory Commission under the Atomic Energy Act; and (5) an order from the Securities and Exchange Commission ("SEC"), in form and substance reasonably acceptable to the Company, authorizing Holdings and its subsidiaries to engage in such transactions subject to SEC jurisdiction under the Public Utility Holding Company Act of 1935 ("PUHCA") as the Company deems necessary for the normal operation of Holdings' utility holding company system following Holdings' registration with the SEC under Section 5 of PUHCA, including, but not limited to, financing transactions subject to SEC jurisdiction under Sections 6 and 7 of PUHCA and acquisitions subject to SEC jurisdiction under Sections 9 and 10 of PUHCA.

**SECTION 2.4 REDEMPTION OF COMPANY 4% PREFERRED.** No later than immediately prior to the Effective Date, the Company shall redeem all outstanding shares of Company 4% Preferred.

### **ARTICLE III**

#### **CONDITIONS OF MERGER**

**SECTION 3.1 CONDITIONS PRECEDENT.** The obligations of the parties to this Merger Agreement to consummate the Merger and the transactions contemplated by this Merger Agreement shall be subject to fulfillment or waiver by the parties hereto of each of the following conditions:

(a) Prior to the Effective Date, the Holdings Common Stock, Holdings 3.80% Preferred, Holdings 4.50% Preferred and Holdings 4.35% Preferred to be issued pursuant to the Merger shall have been approved for listing, upon official notice of issuance, by the NYSE.

(b) On the Effective Date, Skadden, Arps, Slate, Meagher & Flom LLP, special tax counsel to the Company, shall render an opinion to the Board of Directors of the Company, in form and substance reasonably satisfactory to the Company, on the basis of certain facts, representations and assumptions set forth in such opinion, to the effect that for federal income tax purposes (i) the Merger will qualify as an exchange described in Section 351 of the Internal Revenue Code of 1986, as amended; (ii) no gain or loss will be recognized by the shareholders of the Company upon receipt of the Holdings Common Stock, Holdings 3.80% Preferred, Holdings 4.50% Preferred, Holdings 4.20% Preferred or Holdings 4.35% Preferred as the case may be, in exchange for their shares of Company Common Stock, Company 3.80% Preferred, Company 4.50% Preferred, Company 4.20% Preferred or Company Preferred 4.35%, as the case may be, pursuant to the Merger; (iii) the tax basis of the shares of Holdings Common Stock, Holdings 3.80% Preferred, Holdings 4.50% Preferred, Holdings 4.20% Preferred or Holdings 4.35% Preferred, as the case may be, to be received by the Company's shareholders pursuant to the Merger Agreement will be the same as their tax basis in the Company Common Stock, Company 3.80% Preferred, Company 4.50% Preferred, Company 4.20% Preferred or Company 4.35% Preferred, as the case may be, converted or exchanged therefor; and (iv) the holding period of the Holdings Common Stock, Holdings 3.80% Preferred, Holdings 4.50% Preferred, Holdings 4.20% Preferred or Holdings 4.35% Preferred, as the case may be, to be received by each of the Company's shareholders pursuant to the Merger Agreement will include the holding period of the Company Common Stock, Company 3.80% Preferred, Company 4.50% Preferred, Company 4.20% Preferred or Company 4.35% Preferred, as the case may be, converted or exchanged therefor, provided that such Company Common Stock, Company 3.80% Preferred, Company 4.50% Preferred, Company 4.20% Preferred or Company 4.35% Preferred, as the case may be, is held as a capital asset in the hands of such shareholder at the time of the Merger. In rendering the opinion, such counsel may require and rely upon representations contained in certificates of officers of Holdings and the Company.

(c) Prior to the Effective Date, no order, statute, rule, regulation, executive order, injunction, stay, decree, judgment or restraining order shall have been enacted, entered, promulgated or enforced by any court or governmental or regulatory authority or instrumentality which prohibits or makes illegal the consummation of the Merger or the transactions contemplated hereby.

(d) Prior to the Effective Date, if necessary, the Company shall have filed with the office of the Missouri Secretary of State an amendment to the Holdings Charter to change the name of Holdings to a name to be determined by the Company.

(e) The Company and Holdings shall have taken all necessary corporate action to ensure that, immediately prior to the Effective Date, the Holdings Charter (including with respect to authorized capital stock) and the Holdings By-laws shall contain provisions identical to the Company Charter and Company By-laws, respectively, in effect immediately prior to the Effective Date (other than with respect to matters excepted by Section 351.448.1(4) of the MGBCL).

(f) Prior to the Effective Date, the Regulatory Approvals shall have been obtained, in form and substance satisfactory to the parties, and shall be final and nonappealable.

(g) Prior to the Effective Date, all outstanding shares of Company 4% Preferred shall have been redeemed by the Company.

## ARTICLE IV

### TERMINATION AND AMENDMENT

SECTION 4.1 TERMINATION. This Merger Agreement may be terminated and the Merger contemplated hereby may be abandoned at any time prior to the Effective Date by action of the Board of Directors of the Company, Holdings or Newco if it is determined that for any reason the completion of the transactions provided for herein would be inadvisable or not in the best interest of such corporation or its shareholders. In the event of such termination and abandonment, this Merger Agreement shall become void and neither the Company, Holdings or Newco nor their respective shareholders, directors or officers shall have any liability with respect to such termination and abandonment.

SECTION 4.2 AMENDMENT. This Merger Agreement may be supplemented, amended or modified by the mutual consent of the Boards of Directors of the parties to this Merger Agreement.

## ARTICLE V

### MISCELLANEOUS PROVISIONS

**SECTION 5.1 GOVERNING LAW. THIS MERGER AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF MISSOURI, REGARDLESS OF THE LAWS THAT MIGHT OTHERWISE GOVERN UNDER APPLICABLE PRINCIPLES OF CONFLICTS OF LAWS.**

**SECTION 5.2 BINDING EFFECT AND ASSIGNMENT.** This Merger Agreement shall be binding upon and inure to the benefit of the parties and to their respective successors and assigns.

**SECTION 5.3 THIRD PARTY BENEFICIARIES.** This Merger Agreement is not intended and shall not be construed to confer upon any person, other than the parties hereto and their respective successors and assigns, any rights or remedies hereunder.

**SECTION 5.4 COUNTERPARTS.** This Merger Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which shall constitute one and the same agreement.

**SECTION 5.5 ENTIRE MERGER AGREEMENT.** This Merger Agreement, including the documents and instruments referred to herein, constitutes the entire agreement and supersedes all other prior agreements and undertakings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof.

IN WITNESS WHEREOF, Holdings, Newco and the Company have caused this Merger Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

KANSAS CITY POWER & LIGHT  
COMPANY

By: \_\_\_\_\_  
Name:  
Title:

GREAT PLAINS ENERGY  
INCORPORATED

By: \_\_\_\_\_  
Name:  
Title:

KC MERGER SUB INCORPORATED

By: \_\_\_\_\_  
Name:  
Title:

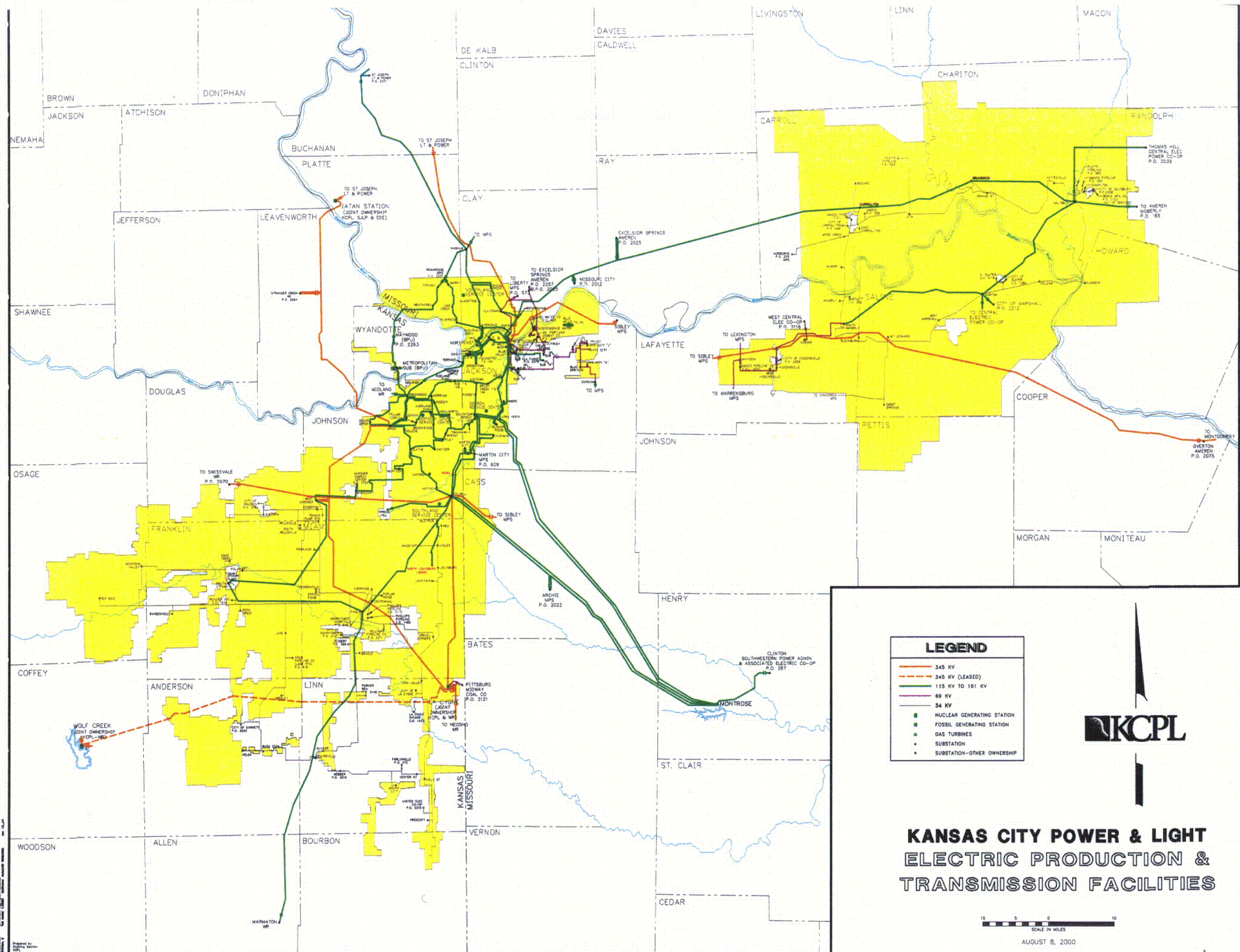
**EXHIBIT J**  
**Additional Information**

Should the Applicants become aware of any material changes which might affect the Commission's analysis, the Applicants will submit a revised application including a new Exhibit J, which will describe the effect of any such material changes.

**EXHIBIT K**  
**Description of Physical Property**

A map showing the location of the facilities to be owned or operated by the Applicant is attached.





**LEGEND**

- 345 KV
- 345 KV (LEASED)
- 115 KV TO 161 KV
- 69 KV
- 34 KV
- NUCLEAR GENERATING STATION
- FOSSIL GENERATING STATION
- GAS TURBINES
- SUBSTATION
- SUBSTATION-OTHER OWNERSHIP



**KANSAS CITY POWER & LIGHT  
ELECTRIC PRODUCTION &  
TRANSMISSION FACILITIES**

10 5 0 5 10  
SCALE IN MILES  
AUGUST 8, 2000



**EXHIBIT L**  
**Regulatory Approvals**

The following regulatory approvals are required for the Divestiture:

1. Missouri Public Service Commission ("MPSC") must approve the Transaction.

An application for the MPSC approval will be filed in the near future.

2. Kansas Corporation Commission ("KCC") must approve the Transaction. An application for KCC approval will be filed in the near future.

3. Federal Communications Commission ("FCC"). An application for approval by the FCC for the indirect transfer of certain licenses will be filed in the near future.

4. Nuclear Regulatory Commission ("NRC"). An application for approval by the NRC for the indirect transfer of control related to the facility operating license for the Wolf Creek Nuclear Generating Facility was filed on February 20, 2001.

5. Securities and Exchange Commission ("SEC"). KCPL will file as a registered holding company with the SEC in the near future.

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**Kansas City Power & Light Company**

)  
)  
)

**Docket No. EC01-\_\_\_\_-000**

**NOTICE OF FILING**

Take notice that on February 23, 2001, Kansas City Power & Light Company ("KCPL"), filed with the Federal Energy Regulatory Commission ("Commission") an application pursuant to section 203 of the Federal Power Act and Part 33 of the Commission's Regulations for authorization to implement a new holding company structure. The Applicant states that the proposed transaction is an internal corporate reorganization that raises no issues under the Commission's Merger Guidelines.

Any person desiring to be heard or protest such filing should file a motion to intervene or protest with the Federal Energy Regulatory Commission, 888 First Street, N.E., Washington, D.C. 20426, in accordance with Rules 211 and 214 of the Commission's Rules of Practice and Procedure (18 C.F.R. §§ 385.211 and 385.214). All such motions or protests should be filed on or before \_\_\_\_\_. Protests will be considered by the Commission in determining the appropriate action to be taken, but will not serve to make protestants parties to the proceeding. Any person wishing to become a party must file a motion to intervene. Copies of this filing are on file with the Commission and are available for public inspection. This filing also may be viewed on the Internet at <http://www.ferc.fed.us/online/rims.htm> (call 202-208-2222 for assistance).

David P. Boergers  
Secretary

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**Kansas City Power & Light Company**

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**Docket No. EC01-\_\_-000**

**VERIFICATION**

State of Missouri


)  
)  
)

ss.

County of Jackson

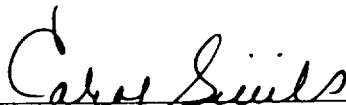
NOW, BEFORE ME, the undersigned authority, personally came and appeared, B. J. Beaudoin, who, after first being duly sworn by me, did say:

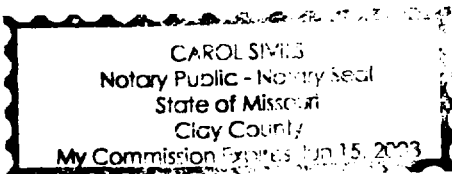
That he is President of Kansas City Power & Light; that he has the authority to verify the foregoing Application and exhibits on behalf of the Applicant, Kansas City Power & Light; that he has knowledge of the matters therein; and that to the best of his knowledge, information and belief, the representations made are true and correct.



B. J. Beaudoin

SUBSCRIBED AND SWORN to before me this 21<sup>st</sup> day of February, 2001.

  
\_\_\_\_\_  
Notary Public



### **PROPOSED ACCOUNTING ENTRIES**

There are no specific accounting entries contemplated for the Transaction other than those associated with the creation of a new holding company over KCPL and transfer of KLT and Great Plains Power to HoldCo as described in Section I of the Application.

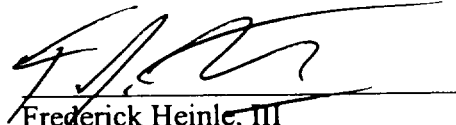
## **CERTIFICATE OF SERVICE**

I hereby certify that I have this day served the foregoing document by mail on the following in accordance with Rule 2010 of the Commission's Rules of Practices and Procedures, 18 C.F.R. §385.2010:

Missouri Public Service Commission  
Attn: Steven Dottheim,  
Chief Deputy General Counsel  
Post Office Box 360  
Jefferson City, Missouri 65102

Kansas State Corporation Commission  
Attn: Ann Tymeson  
Staff Attorney  
1500 SW Arrowhead Road  
Topeka, Kansas 66604-4027

Dated at Washington, D.C., this 23rd day of February 2001.



Frederick Heinle, III  
Legal Assistant