

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Joint Applica-)
tion of Great Plains Energy Incor-)
porated, Kansas City Power & Light)
Company, and Aquila, Inc., for) EM-2007-0374
Approval of the Merger of Aquila,)
Inc., with a Subsidiary of Great)
Plains Energy Incorporated and for)
Other Related Relief)

REPLY TO OPPOSITION TO SECOND MOTION IN LIMINE OF
INDICATED INDUSTRIALS

COME NOW the SEDALIA INDUSTRIAL ENERGY USERS' ASSOCIA-
TION ("SIEUA"), AG PROCESSING INC A COOPERATIVE ("AGP") and
PRAXAIR, INC ("Praxair") (collectively "Indicated Industrials")
and reply to the opposition to their Second Motion in Limine as
follows:

1. Joint Applicants appear to recognize that the
controlling statute, in relevant part, provides:

393.190. 1. No . . . electrical corporation .
. . shall hereafter sell, assign, lease,
transfer, mortgage or otherwise dispose of or
encumber the whole or any part of its fran-
chise, works or system, necessary or useful
in the performance of its duties to the pub-
lic, nor by any means, **direct or indirect**,
merge or consolidate such works or system, or
franchises, or any part thereof, with any
other corporation, person or public utility,
without having first secured from the commis-
sion an order authorizing it so to do. Every
such sale, assignment, lease, transfer, mort-
gage, disposition, encumbrance, merger or
consolidation made other than in accordance

with the order of the commission authorizing same **shall be void**. (Emphasis added).

2. They also concede that no such authorization has been sought, but characterize a plain reading of the above statute as "hyper-technical."

3. The language chosen by the legislature to force utilities to seek commission authorization does not require "hyper-technical" reading to see its application to the transaction that the Joint Applicants propose, whether they choose to call it "integration," "combination," "sharing," or engage in other efforts at sophistry. As noted by Staff's Response in Support, filed this date, it is, rather, the Joint Applicants who are attempting to slip their transaction between the regulatory supervision of the FERC, this commission and, perhaps even other federal authorities. Unfortunately, their efforts, and the purpose behind them, have been "outed."

4. Their efforts are confounded by the General Assembly's words. They cannot sneak their attempt past "directly or indirectly." "Hyper-technical"? We think not.

WHEREFORE, the Commission should reject and not consider, at a minimum, the previously-identified items of testimony for the reasons stated in the original motion and above and generally should not take into consideration testimony that is

not relevant to the scope of the transaction for which approval is requested by the Application or testimony that is not properly presented to the Commission in accord with the procedural orders previously issued.

Respectfully submitted,

FINNEGAN, CONRAD & PETERSON, L.C.

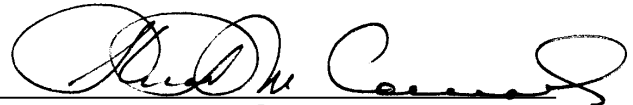


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ATTORNEYS FOR SEDALIA INDUSTRIAL
ENERGY USERS' ASSOCIATION, AG PRO-
CESSING INC A COOPERATIVE, AND
PRAXAIR, INC.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I have this day served the foregoing Pleading by U.S. mail, postage prepaid or by electronic mail addressed to all parties by their attorneys of record as provided by the Secretary of the Commission.



Stuart W. Conrad

Dated: March 20, 2008