

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

In the Matter of the Joint Application of Great Plains)	
Energy Incorporated, Kansas City Power & Light)	
Company, and Aquila, Inc. for Approval of the Merger)	Case No. EM-2007-0374
of Aquila, Inc. with a Subsidiary of Great Plains)	
Energy Incorporated and for Other Related Relief)	

**JOINT APPLICANTS' RESPONSE TO ORDER DIRECTING FILING
AND MOTION TO ESTABLISH A PROCEDURAL SCHEDULE**

Pursuant to 4 CSR 240-2.080, Great Plains Energy Incorporated ("Great Plains Energy"), Kansas City Power & Light Company ("KCPL"), and Aquila, Inc. ("Aquila") (collectively, "Joint Applicants") hereby respectfully file their response to the Order Regarding Motion For Reconsideration Of The Order Regarding Responses To The Motion For Partial Summary Determination issued on January 17, 2008 ("Order"), and move for the re-establishment of a procedural schedule for the completion of this case. In support thereof, Joint Applicants state as follows:

1. On January 17, 2008, the Commission issued its Order which, *inter alia*, directed that "Great Plains Energy Incorporated, Kansas City Power & Light Company, and Aquila, Inc., shall file a proposed procedural schedule, including the date on which they shall file a new proposed merger plan and/or a settlement agreement or the date on which they are prepared to resume the hearing on the original merger plan, no later than January 31, 2008." (Order, p. 4)
2. As noted in the Order, on January 10, 2008, the Joint Applicants circulated a settlement proposal to the other parties. Since that time, additional meetings have been held among the parties to discuss this settlement proposal. These settlement discussions are ongoing,

and the Joint Applicants continue to believe that these discussions are productive and should continue.

3. However, Joint Applicants also believe that it would be prudent to schedule evidentiary hearings on the Commission's calendar at this time to ensure that the Commission has the opportunity to resolve any contested issues in a timely manner, in the event that the parties are unable to reach a settlement in this case. Otherwise, the Commission's calendar may be filled with other matters, and the parties may not be able to resume hearings in this case due to scheduling conflicts. Currently, it is Joint Applicants' understanding that there are open weeks on the Commission's hearing calendar during the weeks of March 17-21, March 24-28 and March 31-April 4.¹ The Joint Applicants would respectfully request that the Commission immediately reserve two consecutive weeks from these dates for evidentiary hearings in this matter, in the event that a settlement is not reached.

4. The Joint Applicants believe that it would also be prudent and reasonable to continue the ongoing settlement discussions among the parties with the hope of resolving this matter without the need for additional hearings. However, in the event that a settlement is not reached by February 11, 2008, Joint Applicants would propose to file supplemental direct testimony supporting their revised merger plan on February 11, 2008.

5. In response to the Commission's directive to file a proposed procedural schedule, the Joint Applicants would propose the following:

Date for filing a settlement agreement,
or alternatively, GPE-KCPL/Aquila's supplemental
direct testimony supporting their revised merger plan;

February 11, 2008

All other parties file supplemental rebuttal testimony

March 5, 2008*

¹ April 2-3, 2007, have been scheduled for evidentiary hearings in Case No. LC-2008-0049 involving Charter Fiberlink-Missouri and CenturyTel of Missouri.

responding to the GPE-KCPL/Aquila's supplemental direct testimony;

GPE-KCPL/Aquila file supplemental surrebuttal testimony, and all other parties file supplemental cross-surrebuttal testimony, if necessary;

March 12, 2008*

List of Issues and Order of Witnesses,
Opening Statements and Cross

March 14, 2008*

Evidentiary Hearings

**March 17-21,*
Mar. 24-28, 2008**

Transcripts due no later than

April 4, 2008*

Post-Hearing briefs

**April 24, 2008*
4:00 p.m**

Proposed Findings of Fact and
Conclusions of Law

**April 24, 2008*
4:00 p.m.**

***In the event the Commission decided to schedule March 24-28 and March 31-April 4 for evidentiary hearings, then the remainder of the proposed procedural schedule could be delayed by one week.**

6. The Joint Applicants propose to continue the expedited discovery process that has been previously agreed to in this proceeding, as reflected in the Order Adopting Procedural Schedule issued on June 19, 2007 in this case.

WHEREFORE, Joint Applicants respectfully request that the Commission accept this pleading in response to the Commission's Order, immediately reserve two consecutive weeks from the following dates: March 17-21, March 24-28 and March 31-April 4, 2008, for possible evidentiary hearings, and adopt the proposed procedural schedule discussed herein.

Respectfully submitted,

Karl Zobrist, MBN 28325
Roger W. Steiner, MBN 39586
Sonnenschein Nath & Rosenthal LLP
4520 Main Street, Suite 1100
Kansas City, MO 64111
Telephone: (816) 460-2545
Facsimile: (816) 531-7545
email: kzobrist@sonnenschein.com
email: rsteiner@sonnenschein.com

Mark G. English, MBN 31068
General Counsel
Great Plains Energy Incorporated
1201 Walnut
Kansas City MO 64106
Telephone: (816) 556-2608
Email: Mark.English@kcpl.com

/s/ James M. Fischer

James M. Fischer, MBN 27543
Fischer & Dority, P.C.
101 Madison Street, Suite 400
Jefferson City, MO 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383
email: jfischerpc@aol.com

William G. Riggins, MBN 42501
Vice President and General Counsel
Curtis D. Blanc, MBN 58052
Managing Attorney - Regulatory
Kansas City Power & Light Company
1201 Walnut
Kansas City MO 64106
Telephone: (816) 556-2785
Email: Bill.Riggins@kcpl.com
Email: Curtis.Blanc@kcpl.com

Attorneys for Great Plains Energy Incorporated and Kansas City Power & Light Company

James C. Swearengen, MBN 21510
Paul A. Boudreau, MBN 33155
Brydon, Swearengen & England P.C.
312 East Capitol
P.O. Box 456
Jefferson City, MO 65102-0456
Telephone (573) 635-7166
Facsimile: (573) 635-0427
email: paulb@brydonlaw.com

Renee Parsons, MBN 48935
Senior Attorney
Aquila, Inc.
20 W. Ninth Street
Kansas City, MO 64105
Telephone: (816) 467-3297
Facsimile: (816) 467-9297
Email: renee.parsons@aquila.com

Attorneys for Aquila, Inc.

Dated: January 31, 2008

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand delivered, emailed or mailed, postage prepaid, this 31st day of January, 2008, to all counsel of record.

/s/James M. Fischer

James M. Fischer