

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

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|---|---|---------------------|
| 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 |) | |

**MOTION TO DEFER "SECOND SETTLEMENT CONFERENCE" OF
INDICATED INDUSTRIALS**

COMES NOW the SEDALIA INDUSTRIAL ENERGY USERS' ASSOCIA-
TION ("SIEUA"), AG PROCESSING INC A COOPERATIVE ("AGP") and
PRAXAIR, INC ("Praxair") (collectively "Indicated Industrials")
and, respectfully move that the "Second Settlement Conference"
presently scheduled for December 19, 2007 be deferred to a later
date and in support thereof further state:

1. The hearing in this matter was, by request of the
Joint Applicants, recessed on December 6, 2007 to a date uncer-
tain.

2. As part of that request for recess, Joint Appli-
cants stated that they intended to submit a revised merger plan
or a revised settlement offer by the "end of the week," that week
being the week of December 10-14, 2007.

3. The substitute Regulatory Law Judge directed the Joint Applicants to provide such revised merger plan to the other parties by Friday, being December 14, 2007.

4. On December 13, 2007 the Regulatory Law Judge issued an Order Setting Second Settlement Conference (December 13, Order), establishing an additional "settlement conference" in this matter for December 19, 2007.

5. This setting should be deferred to a later date and time for the following reasons:

a. The December 13 Order was obviously issued in contemplation that the Joint Applicants would, no later than the next-following Friday (at that time, December 14) deliver to the other parties a revised merger plan. Indeed, the December 13, Order states that expectation as a prefatory paragraph. That expectation has not occurred.

b. To the contrary, Joint Applicants have now indicated that they do not expect to have such a revised plan available for consideration by the parties until after the first of the year.

c. Although in a December 14 letter, counsel for one of the Joint Applicants states that they are expecting the other parties to come forward with suggestions, that is not the role of the other parties and such an expectation is misplaced. This matter was initiated by Joint Applicants and it is their responsibility to prepare and provide a revised plan of merger to the other parties, not the other way around. Our views are

contained in our testimony which is available to the Joint Applicants. Perhaps times have changed but it is this writer's recollection that utilities are chary about appearing to cede their management prerogatives to others.

d. As a result, there is nothing substantive to discuss at the conference presently scheduled for December 19.

e. As regards development of a procedural schedule at that conference, it will not be possible for a procedural schedule or alternative hearing dates to be developed until the parameters of the revised merger plan become known. Only then will it be known whether and to what extent additional testimony from the Joint Applicants and from other parties will be needed, and whether additional discovery or processes will be needed to protect due process rights.

f. Given these circumstances, there is nothing procedural that usefully can be discussed at a meeting on December 19.

g. On December 13, Public Counsel filed a Motion to Dismiss directed to the entire proceeding on the basis of prejudicial contacts with the then-sitting Commissioners. Responses to that motion have now been set for December 26, 2007.

h. Given that the gravamen of Public Counsel's Motion cuts across the entire proceeding, it is unlikely that any substantive or procedural discussions can be held on December 19 and, perhaps, until that motion is ruled upon by the Commission.

i. On December 5, 2007 these Movants filed a Motion for Summary Determination which was initially set for response on Tuesday, December 11, 2007 but responses to which were subsequently deferred by the Regulatory Law Judge, who acted to do so solely upon her own apparent initiative and without any motion or request for deferral having been filed to which these parties could have responded. On December 14, Public Counsel submitted a Request for Reconsideration of that Motion for Summary Determination, noting that the question presented is legal and ripe for determination. Responses to that Request have also been set for December 26, 2007. Given that this Request (and thus, indirectly, Movants' original Motion for Summary Determination) yet pends, it is unlikely that meaningful substantive or procedural discussions can be held on December 19.

6. For these reasons, no productive purpose can be served by bringing parties together in a "Second Settlement Conference" on December 19, even in view of a directed December 21 procedural schedule filing, which also will doubtless have to be deferred as it will not be possible to establish on December 19.

7. While the original premises of the week of December 3 and the undertakings of the Joint Applicants on December 6 might well have suggested the appropriateness of the timing of a conference -- however named -- on December 19, those circumstances have substantially changed since December 13 and no purpose is

apparent for the scheduled December 19 meeting. It should, therefore, be deferred.

8. Doubtless, some will characterize this Motion as indicating predisposition to avoid discussions on this matter or to refuse to "collaborate" -- a term that seems to vary by definition depending on the person using it. Nothing could be further from the truth. Indeed, it was undersigned counsel that challenged Joint Applicant witness at the hearing when much-vaunted "collaboration" was going to begin. Rather, this deferral is rooted in the desire that parties' -- all parties' -- expensive time and resources not be frittered away in fruitless, frustrating and unnecessary meetings; rather, that those resources be reserved until the time that their application may reasonably be foreseen to have a useful and constructive purpose. "Meetings for the sake of meetings" is a fool's mantra. Unless and until there is an live proposal on the table to be discussed, there is no point in debating the merits of proposals we have neither seen nor heard.

WHEREFORE, the Commission should defer until a later date following the Joint Applicants' presentation of a revised

merger plan, the conference that is presently scheduled for
December 19, 2007.

Respectfully submitted,

FINNEGAN, CONRAD & PETERSON, L.C.

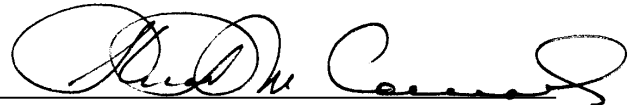


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ATTORNEYS FOR SEDALIA INDUSTRIAL
ENERGY USERS' ASSOCIATION, AG PRO-
CESSING INC A COOPERATIVE, AND
PRAXAIR, INC.

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: December 17, 2007