

**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)	Case No. EM-2007-0374
Merger of Aquila, Inc. with a Subsidiary of Great)	
Plains Energy Incorporated and for other related)	
relief)	

RESPONSE TO MOTION TO DECLASSIFY TRANSCRIPTS

Pursuant to the June 4, 2008 Order Setting Time for Responses, Great Plains Energy Incorporated ("Great Plains Energy") and Kansas City Power & Light Company ("KCPL") (collectively, "Applicants") hereby respond to the Motion to Declassify Transcripts submitted on June 2, 2008 by the Office of the Public Counsel ("OPC") in the above-captioned proceeding. Applicants agree that many portions of the transcript can be declassified. However, as specified herein, certain portions of the transcript properly remain non-public as they contain information that is either "highly confidential" or "proprietary," as those terms are defined in 4 CSR 240-2.135(1).

In support hereof, Applicants offer as follows:

1. On June 2, 2008, OPC filed a Motion to Declassify Transcripts. In its motion, OPC requests that all portions of the transcript except Volume 12 and lines 11 through 20 of page 2338 in Volume 18 be declassified. By order issued June 4, 2008, the Missouri Public Service Commission ("Commission") directed Great Plains Energy, KCPL, and/or Aquila to submit a response to OPC's Motion to Declassify Transcript later than June 12, 2008.
2. Applicants agree with OPC that it would be appropriate to declassify many portions of the transcript. Certain portions, however, should remain non-public because they contain highly confidential or proprietary information. For clarity, the following is a volume-by-volume discussion of the several in-camera proceedings.

Volume 10 (In-Camera Proceedings 4/21/08)

3. OPC requests that Volume 10 be declassified. Applicants agree. The entirety of Volume 10 of the hearing transcript can be made public.

Volume 12 (In-Camera Proceedings 4/22/08)

4. OPC does not seek to declassify Volume 12. Applicants agree. The entirety of Volume 12 contains highly confidential information and therefore should remain non-public.

Volume 14 (In-Camera Proceedings 4/23/08)

5. OPC requests that Volume 14 be declassified. Applicants agree. The entirety of Volume 14 of the hearing transcript can be made public.

Volume 16 (In-Camera Proceedings 4/24/08)

6. OPC requests that Volume 16 be declassified. Applicants disagree. The questions and answers included in Volume 16 pertain to the fees and terms and conditions of service Great Plains Energy and KCPL receive from Bridge Strategy Group. Bridge Strategy Group is in a competitive industry and competes in part based upon fees and terms and conditions of service. Such information represents confidential business information that is proprietary. *See* 4 CSR 240-2.135(1)(A). Bridge Strategy Group would be financially harmed by the public disclosure of such information. In addition, disclosure of such information could also impact KCPL in negotiations with other consultants, which would deem the information highly confidential under 4 CSR 240-2.135(1)(B)6. For these reasons, the Commission should deny OPC's request to declassify Volume 16 of the hearing transcript.

Volume 18 (In-Camera Proceedings 4/28/08)

7. OPC requests that Volume 18 be declassified with the exception of page 2338, lines 11-20. Applicants agree in part. While much of Volume 18 can be declassified and made public, certain portions, including the portion indicated by OPC, remain highly confidential.

8. Page 2331, line 22 through page 2332, line 8 is comprised of a series of questions concerning the details and conclusions of reports prepared by Ratings Evaluation Service (“RES”) and Ratings Assessment Service (“RAS”). RES and RAS are divisions of Standard & Poor’s (“S&P”) and Moody’s, respectively, that provide advisory services concerning the potential impact of hypothetical business scenarios on a company’s credit rating. The reports are not part of the publicly available credit rating information generally provided by the agencies. Instead, the reports were prepared at the request of Great Plains Energy and KCPL for a fee. While S&P and Moody’s are not consultants in their capacity as providers of credit ratings for Great Plains Energy and KCPL, RES and RAS are consultants for purposes of 4 CSR 240-2.135 with respect to their evaluation of the possible impact of the merger on the companies’ credit quality. Consequently, the RES and RAS reports and the information provided therein constitute highly confidential “documentation related to work produced by ... external ... consultants.” *See* 4 CSR 240-2.135(1)(B)5. In addition, RES and RAS only provide their advisory service with the express expectation that the information conveyed remain confidential, *i.e.*, out of the public domain. The companies’ ability to use this valuable service in the future could be jeopardized by the public disclosure of their statements. For these reasons, this portion of the hearing transcript remains highly confidential. The Commission should deny OPC’s request to declassify it.

9. OPC acknowledges that page 2338, lines 11-20, of the hearings transcript should remain non-public. Applicants agree.

10. On page 2340, lines 12-15, there is an answer that discloses the timeframe for the anticipated in-service date of certain equipment that KCPL has not yet procured. KCPL's ability to procure the equipment on favorable terms could be compromised by the public disclosure of such information. The information therefore pertains to "strategies employed, to be employed, or under consideration in contract negotiations." *See* 4 CSR 240-2.135(1)(B)6. As such, the information is highly confidential. The Commission should therefore deny OPC's request to declassify this portion of the hearing transcript.

11. On page 2380, line 19 through page 2381, line 2 and page 2381, lines 17-24 there are portions of an answer that disclose specific reforecast budget items. While ranges around these figures have been publicly disclosed, the specific figures have not. This distinction is significant because KCPL continues to negotiate with vendors concerning specific aspects of the reforecast. As such, the specific figures conveyed in these portions of hearing transcript convey "strategies employed, to be employed, or under consideration in contract negotiations." *See* 4 CSR 240-2.135(1)(B)6. The information is therefore highly confidential. KCPL's ability to finalize these negotiations on favorable terms could be compromised by the public disclosure of this information. The Commission should therefore deny OPC's request to declassify these portions of the hearing transcript.

12. Except as designated above, Applicants agree that the remainder of Volume 18 of the hearing transcript can be declassified.

Volume 20 (In-Camera Proceedings 4/29/08)

13. OPC requests that Volume 20 be declassified. Applicants agree in part. While much of Volume 20 can be declassified, certain portions should remain non-public. There are two categories of information in Volume 20 that should remain non-public. The first includes confidential financial and business information, which is proprietary. *See* 4 CSR 240-

2.135(1)(A). The following portions of Volume 20 fall within this category: (i) page 2549, lines 18-19; (ii) page 2550, lines 8-17; (iii) page 2551, line 4; (iv) page 2561, lines 20-25; (v) page 2562, lines 19-25; (vi) page 2563, line 1 through page 2564, line 21; (vii) page 2565, lines 2-4; (viii) page 2567, line 17 through page 2568, line 7; (ix) page 2571, lines 6-9; (x) page 2574, lines 16-19; (xi) page 2576, line 19 through page 2577, line 15; (xii) page 2593, lines 5-6, 14-25; (xiii) page 2594, lines 11-19; (xiv) page 2594, line 25 through page 2595, line 9; and (xv) page 2595, line 25 through page 2596, line 5. Each of these portions of the hearing transcript contains confidential financial and business information that is proprietary. Applicants therefore request that the Commission deny OPC's request to declassify this information.

14. The second category of non-public information includes information concerning the Crossroads generation facility, which as OPC acknowledges with respect to Volume 12, is highly confidential. Specifically, page 2554, line 9 through page 2559, line 4 of Volume 20 pertains to confidential information concerning the Crossroads facility and is therefore highly confidential. The Commission should therefore deny OPC's request to declassify these portions of the hearing transcript.

15. Except as designated above, Applicants agree that the remainder of Volume 20 of the hearing transcript can be declassified.

Volume 22 (In-Camera Proceedings 4/30/08)

16. OPC requests that Volume 22 be declassified. Applicants agree in part. The series of questions and answers involving the specifics of a dispute with a particular contractor, *i.e.*, page 2733, line 11 through page 2734, line 4, are highly confidential. As KCPL does and likely will have disputes of a conceptually similar nature with other vendors, how it resolved this specific dispute relates to "strategies employed, to be employed, or under consideration in

contract negotiations.” See 4 CSR 240-2.135(1)(B)6. As such, the information is highly confidential. The Commission should therefore deny OPC’s request to declassify this portion of the hearing transcript.

17. Except as designated above, Applicants agree that the remainder of Volume 22 of the hearing transcript can be declassified.

Volume 24 (In-Camera Proceedings 5/1/08)

18. OPC requests that Volume 24 be declassified. Applicants agree. The entirety of Volume 24 of the hearing transcript can be made public.

WHEREFORE, Applicants respectfully request that certain portions of the hearing transcript remain non-public as discussed herein.

Respectfully submitted,

/s/ Curtis D. Blanc

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CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing has hand-delivered, emailed or mailed postage prepaid, first class, this 12th day of June, 2008, to all counsel of record.

*/s/ Curtis D. Blanc*_____