

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

**REPLY OF AQUILA, INC. TO RESPONSE OF THE SOUTH HARPER
RESIDENTS TO AQUILA'S OBJECTION TO APPLICATION
TO INTERVENE**

COMES NOW Aquila, Inc., ("Aquila") and for its reply to the Response to Aquila's Objection to the Application to Intervene of the South Harper Residents (the "Response") states as follows:

1. On May 4, 2007, Aquila filed its objection to the Application to Intervene of the South Harper Residents. Thereafter, on May 13, 2007, the South Harper Residents filed their Response.

2. Essentially, the South Harper Residents contend that they should be permitted to intervene in this case because they have a lawsuit in civil court pending against Aquila and they have a concern that the South Harper power station and the associated alleged litigation liabilities could be transferred in such a way as to impair their remedy. This does not provide sufficient justification to grant intervention status in this case because the issue is not relevant to the matters properly before the Commission, the stated concern is not one that will

be impaired by the proposed transaction and the South Harper Residents do not need to be parties to this case in order to obtain the information they seek.

3. The private litigation of the South Harper Residents is not pertinent to the issues that are to be presented in this case. The Commission must determine whether the proposed transaction is or is not detrimental to the public interest; a consideration that will not be impacted by whether or not the South Harper Residents are successful in their private claims for damages against Aquila. Were the Commission to adopt the theory of the South Harper Residents, any party that has a lawsuit against a utility apparently will have precedent to claim standing in Commission proceedings concerning that utility even when not a customer of the utility.¹

4. In any event, the expressed concerns of the South Harper Residents will not be adversely affected if the transaction is approved by the Commission. Aquila disclosed the existence of the litigation to Great Plains Energy (“GPE”) in the context of crafting the merger agreement and GPE will assume that alleged liability post-merger. The South Harper Residents’ suggestion of some legal sleight-of-hand on the part of Aquila is groundless.

5. The South Harper Residents can obtain the merger documentation necessary to confirm this fact through routine discovery requests in their pending civil court claims so their participation in this case is quite unnecessary to satisfy that inquiry. Even though the merger was announced several months ago, the South Harper Residents have not requested any such information in those cases

¹ Presumably, the same argument would be available to nonresidents in the case of a utility with multistate operations.

and, since they are state causes of action, the South Harper Residents are not barred from doing so by any discovery deadline cutoff. If the claimed prospect of being barred from a recovery of civil damages by the pending merger really was a legitimate concern of the South Harper Residents, one would have expected them to pursue that line of questions and discern that information in their lawsuits, not in this regulatory approval case.

6. The expressed “concern” of the South Harper Residents is not a genuine issue and their interests will not be adversely affected. There is nothing they can offer the Commission that will be helpful in the performance of its responsibilities in this case. To the contrary, granting their intervention likely will only unnecessarily complicate the case with tangential and irrelevant matters. Finally, the South Harper Residents can seek discovery of information relevant to their lawsuits in those lawsuits so they will not be prejudiced by being denied intervention in this case.

WHEREFORE, Aquila reiterates its objection to the Application to Intervene of the South Harper Residents and requests that it be denied.

Respectfully submitted,

BRYDON SWEARENGEN & ENGLAND, P.C.

By:

/s/Paul A. Boudreau
Paul A. Boudreau #33155
BRYDON, SWEARENGEN & ENGLAND
312 East Capitol Avenue
P. O. Box 456
Jefferson City, Missouri 65102-0456
Phone: (573) 635-7166
Fax: (573) 635-0427
Emails: paulb@brydonlaw.com

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was delivered by first class mail, electronic mail or hand delivery, on the 16th day of May, 2007, to the following:

General Counsel
Missouri Public Service Commission
200 Madison Street, Suite 800
P.O. Box 360
Jefferson City, MO 65102-0360

Office of the Public Counsel
Governor Office Building
200 Madison Street, Suite 650
P.O. Box 2230
Jefferson City, MO 65102-2230

Stuart Conrad
Finnegan, Conrad & Peterson
1209 Penntower Office Center
3100 Broadway
Kansas City, MO 64111
stucon@fcplaw.com
Attorney for AG Processing, Praxair and
Sedalia Industrial Energy Users' Association

Mark Comley
Newman Comley & Ruth
601 Monroe Street
Suite 301
Jefferson City, MO 65102
comley@ncrpc.com
Attorney for City of Kansas City
and County of Cass, MO

Willie Shepherd
Raymond Gifford
Adam Peters
Amy Danneil
Kamlet Shepherd & Reichert, LLP
1515 Arapahoe Street
Tower 1, Suite 1600
Denver, CO 80202
wshepherd@ksrlaw.com
Attorneys for City of Kansas City

Jane Williams
James R. Waers
Blake & Uhlig, P.A.
753 State Avenue, Suite 475
Kansas City, Kansas 66101
Attorneys for IBEW Locals 412,
1464, 1613, 814 and 695

Carl Lumley
Leland Curtis
Curtis, Heinz, Garrett & O'Keefe
130 S. Bemiston, Suite 200
Clayton, MO 63105
clumley@lawfirmemail.com
lcurtis@lawfirmemail.com
Attorneys for Dogwood Energy, LLC

William Steinmeier
William D. Steinmeier, PC
2031 Tower Drive, P.O. Box 104595
Jefferson City, MO 65110-4595
wds@wdspc.com
Attorney for City of St. Joseph, Missouri

Paul DeFord
Lathrop & Gage L.C.
2345 Grand Blvd, Suite 2800
Kansas City, MO 64108
pdeford@lathropgage.com
Attorney for Black Hills Corporation

B. Allen Garner
Dayla Bishop Schwartz
Law Department
City of Independence
111 East Maple Street
Independence, MO 64050
agarner@indepmo.org
dschwartz@indepmo.org
Attorneys for City of Independence

Karl Zobrist
Roger Steiner
Sonnenschein Nath & Rosenthal
4520 Main Street, Suite 1100
Kansas City, MO 64111
kzobrist@sonnenschein.com
rsteiner@sonnenschein.com
Attorneys for KCPL and
Great Plains Energy, Inc.

Charles Brent Stewart
Stewart & Keevil, LLC
4603 John Garry Drive, Suite 11
Columbia, MO 65203
stewart499@aol.com
Attorney for Missouri Joint
Electric Utility
Commission

John B. Coffman
871 Tuxedo Blvd.
St. Louis, MO 63119-2044
john@johncoffman.net
Attorney for South Harper
Residents

Robert Handley
220 SE Green Street
Lee's Summit, MO 64063
robert.handley@lees-summit.mo.us
Attorney for City of Lee's Summit,
MO

Alan Robbins
Debra Roby
Jennings Strouss & Salmon, PLC
1700 Pennsylvania Avenue, NW
Suite 500
Washington, DC 20006
arobbins@isslaw.com
droby@isslaw.com
Attorneys for City of
Independence

Jim Fischer
Fischer & Dority
101 Madison Street, Suite 400
Jefferson City, MO 65101
jfischer@aol.com
Attorney for KCPL
and Great Plains Energy Inc.

Mark English
General Counsel
Great Plains Energy Incorporated
Company
1201 Walnut
Kansas City, MO 64106
Mark.english@kcpl.com
Attorney for KCPL and
Great Plains Energy, Inc.

William Riggins
Curtis Blanc
Kansas City Power & Light

1201 Walnut
Kansas City, MO 64106
bill.riggins@kcpl.com
Curtis.blanc@kcpl.com
Attorneys for KCPL and
Great Plains Energy, Inc.

/s/Paul A. Boudreau