

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

In the Matter of the Application of	)	
Kansas City Power & Light Company	)	Case No. _____
For Authority to Issue Debt Securities.	)	

APPLICATION

COMES NOW Kansas City Power & Light Company (“Applicant” or “Company”), pursuant to Sections 393.180 and 393.200, RSMo. 2000, 4 CSR 240-3.120 and 4 CSR 240-2.060, respectfully requests authority from the Missouri Public Service Commission (the “Commission”) to issue debt securities. In support thereof, Applicant states as follows:

1. Applicant is a corporation duly organized and existing under the laws of the State of Missouri, with its principal office and place of business located at 1200 Main St. Kansas City, Missouri 64105. Applicant is an electrical corporation and public utility as defined in Section 386.020 RSMo. 2000. Applicant’s Certificate of Good Standing is attached hereto as Exhibit 3 and incorporated herein.

2. Applicant holds Certificates of Convenience and Necessity from the Commission to transact business as an electric public utility in certain areas of the State of Missouri and is principally engaged in the generation, transmission, distribution and sale of electric power and energy. In addition, Applicant has heretofore filed with this Commission a certified copy of the Articles of Consolidation under which it was organized and of all amendments thereto.

3. Exhibit 6 outlines Applicant’s proposed Financing Plan for the 2012 - 2013 period, including the projected issuance of debt securities for new financing and refinancing requirements.

4. In addition to undersigned counsel, communications in regard to this matter should be addressed to:

Tim Rush
Kansas City Power & Light Company
1200 Main Street, 19th Floor
Kansas City, Missouri 64105
Telephone: (816) 556-2344
Fax: (816) 556-2110
E-mail: Tim.Rush@kcpl.com

5. Applicant has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates which have occurred within three (3) years of the date of this Application, except as identified in Appendix 1 attached hereto and incorporated herein. No annual report or assessment fees are overdue.

6. The status of Applicant's Capital Stock outstanding at November 30, 2011, under its Articles of Consolidation, as amended, was as follows:

Class of Stock	Number of Par Value Shares <u>Authorized</u>	<u>Par Value</u>	Number of Shares Without Par Value <u>Authorized</u>	Number of Shares <u>Outstanding</u>
Common Stock	--	--	<u>1,000</u> <u>1,000</u>	<u>1</u> <u>1</u>

7. As of November 30, 2011, Applicant's long-term indebtedness (excluding current maturities and including unamortized discounts) was \$1,901.8 million, represented by (i) \$1,246.0 million of Senior Unsecured Notes; (ii) \$629.9 million of General Mortgage Bonds (consisting of \$230.2 million of tax-exempt debt and \$399.7 million of taxable First Mortgage Bonds); and (iii) \$25.9 million of Environmental Improvement Revenue Refunding and other bonds.

8. Applicant had \$116.0 million of short-term indebtedness outstanding and \$12.7 million current maturities of long-term debt on November 30, 2011.

9. None of the outstanding stock or stock certificates or bonds, notes or other evidences of indebtedness of Applicant have been issued or used in capitalizing its rights to be a corporation, or any franchise or permit, or the right to own, operate or enjoy any such franchise or permit, or any contract for consolidation or lease.

10. Applicant's current authorization to issue debt securities provided under Commission Order in Case No. EF-2010-0178 expires December 31, 2011.

11. To meet the new financing and refinancing requirements outlined in Exhibit 6, Applicant seeks authority to issue up to \$300 million principal amount of debt securities through December 31, 2013, and to enter into interest rate hedging instruments in connection with such debt securities. Applicant will issue such debt, up to the authorized amount, through one or a number of offerings to be determined from time to time by the Applicant. By providing flexibility and ability to take advantage of rapidly changing market conditions, such an approach allows the Applicant to obtain the most advantageous terms and conditions at the time of issuance, thereby enabling the Applicant to maintain its low-cost debt structure.

12. The debt securities will have maturities of one year to 40 years and will be issued by the Applicant or through agents or underwriters for the Applicant in multiple offerings of differing amounts with different interest rates (including variable interest rates) and other negotiated terms and conditions. Interest rates on the debt securities, represented by either (i) the coupon on fixed rate debt securities or (ii) the initial rate on any variable debt securities, will not exceed nine percent (9%).

13. The debt securities may be senior or subordinated and may be either unsecured or secured under the Applicant's existing general mortgage debt indentures, depending on cost differentials and market conditions at the time of issuance. The debt may also take the form of "fall-away" mortgage debt in which it is initially secured but then converts to unsecured based on certain conditions.

14. Applicant also requests authority to enter into interest rate hedging instruments in conjunction with debt securities to be issued under this authorization. Applicant anticipates potentially using such hedging instruments for two purposes: (1) To "lock in" the key underlying rate of all or a portion of an upcoming debt issuance in advance of the issuance itself; and/or (2) At the time of debt issuance, to change the interest rate mode on the issued security from floating to fixed or vice versa, depending on Applicant's desired mix of fixed and floating rate debt. Depending on investor appetite at the time of issuance, it is sometimes more economical to issue floating rate securities and swap them to a fixed rate or cap them at some interest rate, rather than issue fixed rate securities. Alternatively, it may be more economical to issue fixed rate securities and swap them to floating rather than issue floating rate securities. By having the flexibility to use hedging instruments to alter the interest rate from that on the debt securities issued to the market, Applicant will be able to optimize the cost of the debt at the time of issuance. Because the Applicant's decision to use interest rate hedging instruments is dependent on market conditions at the time the debt securities are issued, both the use and cost of hedging instruments is difficult to forecast. Interest rate swaps require no upfront costs, while any upfront costs associated with the use of interest rate caps and/or and collars, would be expected to be partially or fully offset by the economic savings resulting from their use.

15. Proceeds of the securities will be used by Applicant to refinance outstanding long-term debt and to fund the capital expenditures as described in Exhibit 5.

16. On May 11, 2009, Applicant filed a registration statement with the Securities and Exchange Commission ("SEC") for an unlimited amount of debt and trust preferred securities, which is referenced in Exhibit 1 to this Application. As a registration statement is designed to register securities contemplated to be issued over a two-year period, Applicant expects to file a new registration statement on or before May 2012.

17. Applicant is entitled, with the authorization of the Commission, to issue up to \$300 million of debt securities and related interest rate hedging instruments and to enter into the agreements necessary for the transactions. Applicant further submits that such issuance and execution are in the public interest.

18. Applicant believes that this verified Application and exhibits will provide the Commission with sufficient facts and information to make a proper disposition of this Application without a hearing.

19. Applicant will file with the Commission within ten (10) days of the issuance of any debt securities authorized in this case a report including the amount of debt securities issued, date of issuance, interest rate (initial rate if variable), maturity date, and redemption schedules or special terms, if any. Applicant will also file a statement of the portion of the issuance of the debt securities, if any, which is subject to the fee schedule in Section 386.300, RSMo 2000 and pursuant to 4 CSR 3.120(1)(F).

20. The following exhibits were filed with the Company's Application or are herewith filed and made a part hereof:

- Exhibit 1 - Registration Statements filed by Applicant with the SEC on May 11, 2009, including forms of indentures, pursuant to 4 CSR 3.120(1)(C).
- Exhibit 2 - Certified copy of resolutions of the Applicant's Board of Directors authorizing, among other things, the issuance of the debt securities pursuant to 4 CSR 3.120(1)(D).
- Exhibit 3 - Certificate of Good Standing
- Exhibit 4 - Revised *pro forma* financial statements of the Applicant as of September 30, 2011, giving effect to the transactions and accounting adjustments herein described pursuant to 4 CSR 3.120(1)(E).
- Exhibit 5 - Five-year capital expenditure schedule pursuant to 4 CSR 3.120(1)(G) and 393.200 RSMo. 2000.
- Exhibit 6 - Two-year financing plan.

The information presented in Exhibits 4, 5, and 6 include financial information which has not yet been publicly disclosed by the Applicant. Applicant therefore requests that Exhibits 4, 5, and 6 be treated as "Highly Confidential" pursuant to 4 CSR 240-2.135.

21. Applicant does not anticipate, nor should it anticipate, that this matter will be a contested case. Accordingly, the Company was not required to file a 60-day Notice of Filing pursuant to 4 CSR 240-4.020(2). However, to the extent that a 60-day Notice of Filing could otherwise be required under 4 CSR 240-4.020(2), KCP&L respectfully requests that such notice

requirement be waived for good cause since the Company has requested a March 16, 2012 approval date so that it may secure financing on a timely basis.

WHEREFORE, Applicant requests the Commission enter an appropriate Order by March 16, 2012 authorizing Applicant:

- (a) to issue during the period ending December 31, 2013, up to \$300 million principal amount of debt securities, which may take the form of secured or unsecured senior or subordinated debt, "fall away" mortgage debt, or subordinated debt issued to special purpose financing entities, and with fixed or variable interest rates not to exceed nine percent (9%) on (i) fixed-rate notes or (ii) the initial rate on any variable rate notes;
- (b) to enter into interest rate hedging instruments with one or more counterparties in conjunction with the debt securities issued under this authorization; and
- (c) to execute all documents necessary for the issuance and take all other actions necessary for the issuance and maintenance of the debt securities authorized in this proceeding.

DATED at Kansas City, Missouri, this 16th day of December 2011.

KANSAS CITY POWER & LIGHT COMPANY

Respectfully submitted,

/s/ Roger W. Steiner

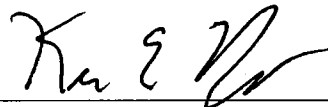
Roger W. Steiner MBN#39586
1200 Main Street, 16th Floor
Kansas City, Missouri 64105
Telephone: (816) 556-2314
Facsimile: (816) 556-2787
E-mail: Roger.Steiner@kcpl.com

ATTORNEY FOR KANSAS CITY POWER &
LIGHT COMPANY

VERIFICATION

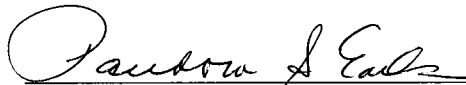
STATE OF MISSOURI)
)ss
COUNTY OF JACKSON)

Kevin E. Bryant, being first duly sworn, on his oath and in his capacity as Vice President – Investor Relations & Treasurer of Kansas City Power & Light Company, states that he is authorized to execute this Application on behalf of Kansas City Power & Light Company, and has knowledge of the matters stated in this Application, and that said matters are true and correct to the best of his knowledge, information and belief.



Kevin E. Bryant

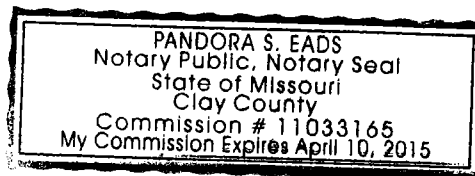
Subscribed and sworn to before me this 16th day of December 2011



Notary Public

My Commission Expires:

4/10/2015



CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing application was served via first class mail, postage prepaid, on this 16th day of December 2011, upon:

Kevin Thompson
Missouri Public Service Commission
P.O. Box 360
200 Madison St., Suite 800
Jefferson City, MO 65102

Lewis Mills
Office of the Public Counsel
P.O. Box 2230
200 Madison St., Suite 650
Jefferson City, MO 65102

By: /s/ Roger W. Steiner
Roger W. Steiner

ATTORNEY FOR
KANSAS CITY POWER & LIGHT
COMPANY

Appendix 1

Pending Actions or Final Unsatisfied Judgments or Decisions

The following is a listing of Applicant's pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this application:

1. *Briarcliff Development Company v. Kansas City Power & Light Company*, Case No. EC-2011-0383.

EXHIBIT 1

**Registration Statement filed by Applicant with the Securities and Exchange Commission
("SEC")**

EXHIBIT 2

Certified copy of resolutions of the Applicant's Board of Directors

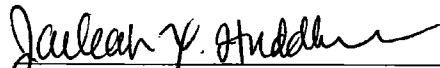
KANSAS CITY POWER & LIGHT COMPANY

CERTIFICATE OF SECRETARY

October 25, 2011

I, Jaileah X. Huddleston, as Assistant Secretary of Kansas City Power & Light Company (the "Company"), do hereby certify that attached hereto as Annex A is a true and correct copy of an excerpt from the minutes of the meeting of the Board of Directors of the Company held on April 7, 2009 and October 25, 2011, at which a quorum for the transaction of business was present and acting throughout; that set forth in said excerpt is a true and correct copy of certain resolutions duly adopted at said meetings, which resolutions have not been amended nor rescinded and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as of the date first above written.


Jaileah X. Huddleston
Assistant Secretary

(SEAL)

KANSAS CITY POWER & LIGHT COMPANY

**EXCERPT FROM MINUTES OF
BOARD OF DIRECTORS MEETING HELD
APRIL 7, 2009**

RESOLVED that the Board of Directors of the Company does hereby (i) authorize the preparation, execution, and filing with the Securities and Exchange Commission ("SEC"), a Registration Statement on Form S-3 ("Registration Statement") with respect to the proposed issuance and sale by the Company from time to time of one or more new series of the Company's notes and general mortgage bonds ("Securities"); and (ii) authorize the filing of any further documents or amendments to the Registration Statement as may be deemed necessary or appropriate (such further documents and amendments to include, but not be limited to, prospectus, prospectus supplements and amendments thereto).

FURTHER RESOLVED, that the Assistant General Counsel of the Company be, and hereby is, appointed and designated as the Company's agent for service and the person duly authorized to receive notices and communications from the SEC with respect to the Registration Statement, with the powers conferred upon such agent by the Securities Act of 1933, as amended, and the rules and regulations of the SEC thereunder.

FURTHER RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company, to determine the states or other jurisdictions in which it is required or advisable that action be taken to qualify or register for sale all or any part of the Securities covered by the Registration Statement; and to perform any and all such acts as such officers, or any of them, may deem necessary or advisable in order to comply with the applicable laws of any such state or other jurisdiction, and, in connection therewith, to execute and file all requisite papers and documents (including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys or agents for service of process); and the execution of any such paper or document or the performance of any such action by any such officer in connection with the foregoing matters shall conclusively establish such officer's authority from the Company therefore and the approval and ratification by the Company of the papers and documents so executed and the action so performed.

FURTHER RESOLVED, that the Board of Directors hereby adopts the form of any and all resolutions required by any state or other jurisdiction in connection with any such applications, reports, surety bonds, irrevocable consents, appointments of attorneys for service of process and other papers and instruments referred to in the immediately preceding resolution if (i) in the opinion of the officer of the Company so acting, the adoption of such resolution is necessary or advisable and (ii) the Secretary of the Company evidences such adoption by filing with the minutes of this meeting a copy of such resolution, which shall thereupon be deemed to be adopted by the Board of Directors and incorporated in these minutes as part of this resolution with the same force and effect as if presented to this meeting; and the proper officers of the Company be, and each of

them hereby is, authorized to take such additional actions as such officer may deem necessary or appropriate in connection with the offering and sale of Securities under the applicable laws of any state or other jurisdiction.

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take all such actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, to pay all such fees and expenses and to do any and all other acts and things whatsoever, in each case which shall in such officer's judgment be deemed necessary, proper and advisable, such determination to be conclusively evidenced by such officer's execution and delivery thereof or taking of action in respect thereto.

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken by each officer of the Company in accordance with the preceding resolutions is hereby approved, ratified and confirmed as the act and deed of the Company.

KANSAS CITY POWER & LIGHT COMPANY

**EXCERPT FROM MINUTES OF
BOARD OF DIRECTORS
MEETING HELD
October 25, 2011**

**Authorization for MPSC Filing to Renew Long-Term Debt
Authority**

RESOLVED, that the Company is authorized to file an application with the Missouri Public Service Commission (the "MPSC"), requesting authority to issue up to \$300 million of long-term debt over a two-year period and with such other requested terms and conditions as the Chairman and Chief Executive Officer, President and Chief Operating Officer, Senior Vice President – Finance and Strategic Development and Chief Financial Officer or the Vice President – Investor Relations of the Company may deem necessary or advisable.

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolution, the proper officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take all such actions, to execute and deliver all such further agreements, instruments and documents, to make all such filings with governmental or regulatory authorities, to pay all such fees and expenses and to do any and all other acts and things whatsoever, in each case which shall in such officer's judgment be deemed necessary, proper and advisable, such determination to be evidenced conclusively by such officer's execution and delivery thereof or taking of action in respect thereto.

EXHIBIT 3

Certificate of Good Standing

Applicant's Certificate of Good Standing is attached hereto.

STATE OF MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

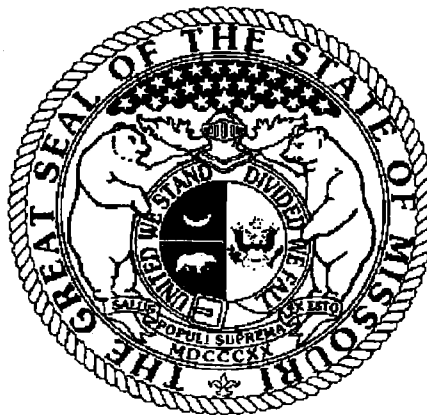
**KANSAS CITY POWER & LIGHT COMPANY
00040080**

was created under the laws of this State on the 29th day of July, 1922, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 7th day of December, 2011

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Certification Number: 14351207-1 Reference:
Verify this certificate online at <https://www.scs.mo.gov/businessentity/soskb/verify.asp>

EXHIBIT 4

HIGHLY CONFIDENTIAL

Pro forma financial statements of the Applicant

Applicant's revised pro forma financial statements as of September 30, 2011, giving effect to the transactions and accounting adjustments herein described are attached hereto.

EXHIBIT 5

HIGHLY CONFIDENTIAL

Five-year projected capital expenditure schedule

Applicant's five-year projected capital expenditure schedule is attached hereto.

EXHIBIT 6

HIGHLY CONFIDENTIAL

Two-year Projected Financing Plan

Applicant's two-year projected financing plan is attached hereto.