

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

|                                             |   |                       |
|---------------------------------------------|---|-----------------------|
| In the Matter of the Application of         | ) |                       |
| The Empire District Electric Company        | ) |                       |
| for Authority to Issue and Sell Under its   | ) |                       |
| Existing Indenture of Mortgage and Deed     | ) |                       |
| of Trust Dated as of September 1, 1944,     | ) | Case No. EF-2009-0180 |
| as Amended and Supplemented, up to and      | ) |                       |
| Including \$250,000,000 Principal Amount of | ) |                       |
| its First Mortgage Bonds, in One or More    | ) |                       |
| Series and to, Among Other Things,          | ) |                       |
| Execute and Deliver a Supplemental          | ) |                       |
| Indenture or Indentures to Provide for the  | ) |                       |
| Terms of Said Bonds                         | ) |                       |

**NOTICE OF COMPLIANCE**

COMES NOW The Empire District Electric Company ("Empire" or the "Company") and states to the Commission as follows:

1. On January 27, 2009, the Commission issued an Order Granting Application ("Order") in the referenced case. The authority granted by the Order was subject to a number of conditions recommended by the Commission's staff.

Among those was the following filing requirement:

(5) That the Company shall be required to file with the Commission all final terms and conditions on this financing including, but not limited to, the aggregate principal amount to be sold or borrowed, price information, estimated expenses, and the loan or indenture agreement concerning each issuance.

2. Empire on August 25, 2010, issued a new series of its first mortgage bonds pursuant to the authority granted by the Order and designated "\$50,000,000 First Mortgage Bonds, 5.20% Series due 2040" (the "Bonds").

3. Pursuant to condition #5 of the Order, Empire submits herewith (1) a final term sheet (as prepared by UBS) concerning the Bonds, (2) a copy of the Prospectus Supplement applicable to the Bonds, (3) an estimate of expenses and (4) a copy of the Thirty-Sixth Supplemental Indenture, supplemental to the Company's Indenture of Mortgage and Deed and Trust dated as of September 1, 1944.

Respectfully submitted,

A handwritten signature in cursive script, reading "Gregory A. Knapp", written over a horizontal line.

Gregory A. Knapp  
Vice President – Finance and  
Chief Financial Officer