

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION**

At a session of the Public Service
Commission held at its office in
Jefferson City on the 11th day
of March, 2008.

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

SECOND ORDER ADOPTING PROCEDURAL SCHEDULE

Issue Date: March 11, 2008

Effective Date: March 11, 2008

On February 20, 2008, Great Plains Energy Incorporated (“Great Plains”), Kansas City Power & Light Company (“KCPL”), and Aquila, Inc. (“Aquila”) (collectively referred to as the “Joint Applicants”) filed a proposed procedural schedule for this case. The Staff of the Missouri Public Service Commission (“Staff”), the Office of the Public Counsel (“Public Counsel”), Praxair, Inc., AG Processing, Inc., and Sedalia Industrial Energy Users’ Association (collectively referred to as the “Industrial Intervenors”) filed a response on March 4. Great Plains and KCPL filed a reply to that response on March 6. Aquila and Black Hills Corporation each filed a reply on March 7.

In their March 4 response, Staff, Public Counsel, and the Industrial Intervenors requested that the Joint Applicants’ Additional Supplemental Direct Testimony actually be referred to as “supplemental surrebuttal” testimony instead of “direct” testimony. In addition, they requested that dates for filing rebuttal, surrebuttal, and cross-surrebuttal testimony be removed from the schedule. A request was also made for the reservation of

an additional three days of hearing and for setting dates for the filing of both initial and reply briefs. Finally, these parties delineate plans for additional discovery in this matter including taking depositions from sixteen additional witnesses.

Great Plains and KCPL do not object to eliminating the filing of rebuttal and surrebuttal testimony; however, they do object to having three additional days for hearing believing such an extension is unnecessary. The majority of Great Plains' and KCPL's response focuses on their objection to planned discovery detailed by Staff, Public Counsel, and the Industrial Intervenors in their March 4 filing. Aquila and Black Hills affirm their support for the proposed procedural schedule, and Aquila confirms its intentions to provide two additional witnesses for deposition testimony.

The Commission has reviewed the proposed procedural schedule and the amendments offered thereto. With regard to the nomenclature of the newly filed testimony, the Commission finds this not material because cross-examination on the February 25 testimony will be allowed. If no additional party intends to file further written testimony in response to the Joint Applicants' testimony filed on February 25, then no additional testimony filing deadlines are necessary and they shall not be included in the schedule. The three additional days requested for the hearing shall be incorporated into the procedural schedule with the caveat that depending on the volume of the evidence actually received they may not be necessary for the completion of the hearing and will be canceled accordingly.

Also, consistent with the Commission's recent practice, reply briefs shall not be allowed. All procedural requirements set out in the Order Adopting Procedural Schedule issued June 19, 2007, remain in effect with the following amendments:

(A) The parties shall update their pre-hearing briefs, redacting any discussion of issues no longer before the Commission and adding any discussion addressing any material changes in the merger proposal now pending before the Commission.

(B) The parties shall jointly file a proposed list of witnesses to appear on each day of the hearing and the order in which they are proposed to be called.

(C) The parties shall propose the order of cross-examination and file a joint pleading indicating the same.

(D) The page limit on the posthearing briefs is removed.¹

(E) Exhibit numbers have previously been assigned to the parties and the Commission will attach an exhibit list to a subsequent notice to aid the parties in further marking exhibits and in determining the appropriate classification for public disclosure of those exhibits. If any party requires additional exhibit numbers, that party shall contact the Regulatory Law Judge for the assignment of additional numbers. Highly confidential or proprietary exhibits and their public counterparts shall have the same exhibit number with the appropriate letter designation (e.g., Exhibit 1HC and 1NP).

(F) Each party shall prepare a list of its additional premarked exhibits and submit a copy of that list to each other party and to the Regulatory Law Judge (nancy.dippell@psc.mo.gov) as set out below. The lists need not be formally filed in the case file.

(G) The hearing transcript will be expedited to be available **no later than the third working day after each day of testimony**. If any party seeks to expedite the filing of

¹ This is not intended to suggest to the parties that they should file briefs which are cumbersome and verbose, but rather a recognition of the substantial number of issues which will need to be addressed in the briefs.

the transcript further, such request shall be tendered in writing to the Regulatory Law Judge at least five days prior to the date of the hearing.

Additionally, while some of the parties are debating discovery issues in their responses to the proposed procedural schedule, the Commission observes that no proper request for a ruling on any alleged discovery issue is before the Commission that would require a decision. Consequently, the Commission shall not prematurely address any future possible, and as yet unmaterialized, discovery matter.

IT IS ORDERED THAT:

1. The procedural schedule is adopted as follows:

Updated Prehearing Briefs, List of Issues, Proposed Order of Witnesses, Opening Statements and Cross-examination	April 15, 2008
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Additional Premarked Exhibit Lists to RLJ and Other Parties	April 17, 2008
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Evidentiary Hearing	April 21-25, April 28-May 2, and May 5-7, 2008 beginning at 8:30 a.m.
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Posthearing briefs	June 2, 2008
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Proposed Findings of Fact and Conclusions of Law	June 2, 2008
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2. The evidentiary hearing shall be held at the Commission's offices in the Governor Office Building, 200 Madison Street, Room 310, Jefferson City, Missouri, a facility which meets the accessibility standards of the Americans with Disabilities Act (ADA). Any person who needs additional accommodations to participate should call the Public Service Commission's Hotline at 1-800-392-4211 (voice) or Relay Missouri at 711 prior the evidentiary hearing.

3. The parties are directed to comply with the procedural conditions set out in this order.
4. The transcript of the hearing shall be expedited as set out above.
5. This order shall become effective on March 11, 2008.

BY THE COMMISSION



Colleen M. Dale
Secretary

(S E A L)

Davis, Chm., Murray, Clayton,
Appling, and Jarrett, CC., concur.

Dippell, Deputy Chief Regulatory Law Judge