

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

STATEMENT OF DISSENT TO WAIVER OF CONFLICT OF INTEREST

This Commissioner is compelled to issue a statement in dissent to the majority's decision to waive a potential conflict of interest with the law firm of Stinson Morrison Hecker (the law firm). Any request for a waiver of conflict of interest should be evaluated carefully in light of the circumstances of the case, the potential for harm to the Commission or the public and the appearance of fairness to the public and the other parties in the case. A review of these factors in this matter suggests that the Commission should have denied the request.

The Commission has been asked by the law firm to waive a potential conflict of interest so that it may enter its appearance on behalf of the Joint Applicants, Great Plains Energy and/or Kansas City Power and Light. The waiver request has been described as limited to a "discrete" issue involving a franchise dispute with the City of Kansas City, and the law firm states that its representation of the parties would be limited to those issues. The law firm also suggests that the work would be completed by the Jefferson City branch of the firm, rather than by the Washington, D.C., branch, avoiding direct conflicts among the various attorneys. The firm further argues that the scope of work would focus on franchise arrangements associated with the City of Kansas City, rather than on approval or disapproval of the merger request. Because of these factors, the law firm suggests that there is no conflict of interest.

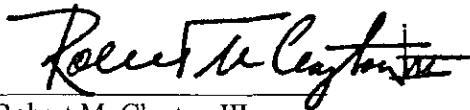
This Commissioner, however, disagrees with the majority's decision to waive the potential conflict of interest. At this late stage, for the law firm to enter its appearance before us as an advocate for a party requesting relief that is vigorously opposed by a number of other

parties, sends the wrong message to the public and to the parties. Regardless of which branch office has done most of the work as to natural gas and pipeline issues, the law firm has been the face of the Commission in Washington for the past 16 years and has also provided counsel relating to at least one electric matter involving federal and state jurisdictional issues. Moreover, the parties in the case have not consented to the representation and have not waived any conflict of interest that they may believe exists. In fact, the other parties were apparently not consulted prior to the decision.

While there may be some circumstances where a waiver would be appropriate, this Commissioner was compelled to vote in opposition to the waiver at the April 23, 2008, Agenda meeting. There has been some confusion in the minutes relating to the actual client to be represented by the law firm, however, its representation of any client involved in this case warrants denial of the waiver request.

For the foregoing reasons, this Commissioner dissents.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robert M. Clayton III", written over a horizontal line.

Robert M. Clayton III
Commissioner

Dated at Jefferson City, Missouri,
on this 30th day of April 2008.