

Ex. APRIL 26 2

From: Price David
Sent: Sunday, September 23, 2007 11:37 PM
To: Schumaker Denise
Cc: Davis Brent; Jones Steve; Ballard Mike; Foster Terry; Forristal John; Hermesen Mike; Miller Hugh; Riggins Bill
Subject: FW: KCPL Code of Compliance Response
Attachments: Code of conduct policy.pdf; 2007 Code of Business Conduct Certification.pdf; Supplier letter 2006.pdf

Denise,

Please issue all of the attached documents to all members of our CM team tomorrow. As I consider this an urgent matter, I do not want to delay this.

Please arrange a meeting towards the end of the week for a review of these documents with all of our employees. If we need to conduct the review session, that is no problem. Thanks.

Regards,

Dave

>
>From: Lutz Brad
>Sent: Monday, September 17, 2007 2:07 PM
>To: 'Bob Schallenberg'
>Cc: Price David; Grimwade John; Giles Chris; Rush Tim; Foster Terry
>Subject: KCPL Code of Compliance Response
>
>During our Comprehensive Energy Plan quarterly report discussion last
>Wednesday you expressed some questions concerning our Code of Conduct
>processes. Attached are materials associated with the primary elements
>of our Code of Conduct. There are four parts:
>
>1. The Code of Conduct - the corporate policy document that serves as
>the foundation for our efforts. The Code defines expectations for
>honest and accountable effort from employees and provides guidance to
>help recognize and deal with ethical and legal issues.
>
>2. The Annual Code of Conduct Certification - a questionnaire that must
>be completed by all employees each year. The Certification highlights
>key components of the Code of Conduct and provides employees an
>opportunity to disclose any known violation.
>
>3. The ConcernsLine - a toll-free telephone hotline, hosted by
>Compliance Concepts, Inc. of Charlotte, North Carolina, that allows
>employees to anonymously report any policy compliance concerns. All
>reports are followed up by our Corporate Compliance Department.
>
>4. An Annual Letter to Vendors - a letter sent each fall, before the
>holiday season, to remind the Vendors with greater than \$50,000 in
>business with the Company about the Code of Conduct and our
>expectations for professional transactions. Through the letter the
>Vendors are also provided details around accessing the ConcernsLine
>noted previously.
>

Staff Exhibit No. 242
Date 1-24-11 Reporter Dr
File No. EC-2010-035J

>Please let us know if you have any questions about these materials or
>our Code of Conduct Program.

>

>Brad Lutz

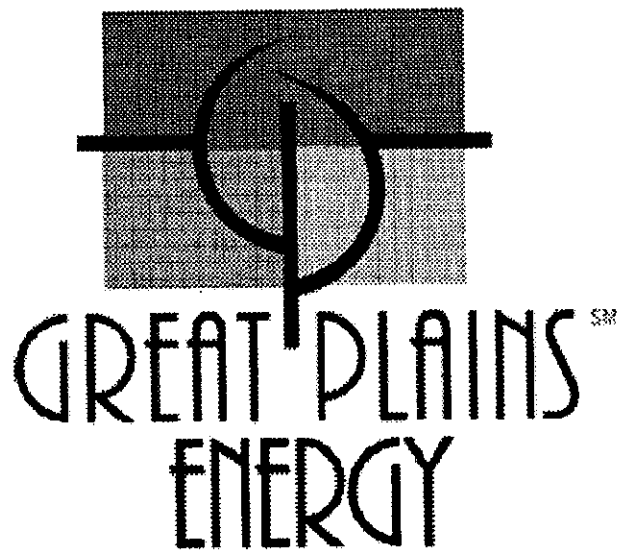
>Regulatory Affairs

>816-654-1689

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Code of Business Conduct and Ethics

July 25, 2006

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Great Plains Energy Incorporated

Code of Business Conduct and Ethics

Introduction

Lawful and ethical business conduct is required at all times of our directors, officers and employees. The Code of Business Conduct and Ethics is a statement of fundamental policies and procedures applicable to the directors, officers and employees of Great Plains Energy and its subsidiaries.

The Code helps us to maintain our culture of honesty and accountability. It provides a focus on areas of legal and ethical risk, and gives guidance to help us recognize and deal with ethical and legal issues. The Code also identifies means for us to report our concerns and complaints.

Our Responsibilities

It is our responsibility to comply with the provisions of the Code, both in spirit and to the letter. We demonstrate through our daily business conduct our commitment to the Code. We promote a workplace environment that encourages frank and open communication, free of the fear of reprisal or retaliation. We are alert and sensitive to situations that could result in actions that are illegal, unethical or otherwise violate the Code. We remind others of their responsibilities when it appears they may be in danger of violating the Code, laws, regulations, rules, policies or procedures.

The Code is one part of our process to ensure lawful and ethical business conduct throughout the Company. Other parts of the process include Company-wide and subsidiary-specific policies and procedures, compliance reports and training. We comply not only with the Code, but also with all applicable policies, procedures, laws and regulations. Each of us is responsible for learning the details about the policies, procedures, laws and regulations that apply to our positions.

Those with supervisory responsibility have a special obligation to ensure that they are aware of and effectively communicate the Code to those who report to them. This obligation cannot be delegated.

No code or policy can cover every applicable law, regulation, policy or procedure, or foresee and address every situation that might occur. The Code contains guiding principles, and you are encouraged to ask questions about particular situations to the appropriate persons described in the "Reporting Your Concerns" section of the Code.

We promptly report situations that may be, or appear to be, violations of the Code. These reporting requirements are described in the "Reporting Your Concerns" section of the Code.

No Retaliation

The Company will not retaliate, nor will it tolerate retaliation, against any person for making a report regarding suspected violations of any law, rule, regulation or this Code, or against any person who testifies, participates, or otherwise assists in a proceeding filed or about to be filed that relates to any such violation.

Terms Used in the Code

We use the following terms in the Code:

- "Code" means the Code of Business Conduct and Ethics.
- "Company" means Great Plains Energy and its subsidiaries.
- "Great Plains Energy" means Great Plains Energy Incorporated.
- "immediate family" means a person's spouse, parents, children, siblings, mother-in-law, father-in-law, son-in-law, daughter-in-law and anyone (other than employees of that person) who share that person's home.
- "subsidiary" means an entity in which Great Plains Energy has, directly or through its subsidiaries, either (i) more than 50% of the voting rights or (ii) the power to control that entity.
- "We", "us" or "persons" means the directors, officers and employees of the Company.

Our Values

The Code reflects and supports our Company values:

Integrity and excellence.

We commit ourselves to honesty and fair dealing in all our relationships. We conduct our business by the principle of treating others as we would prefer to be treated. We seek leadership, technical innovation and partnerships that enhance quality and value.

Customers are paramount.

We deliver convenience and value to enhance the quality of life. We dedicate ourselves to superior customer relationships.

Employees are the life of our enterprise.

We treat each other with mutual respect and fairness. We expect of each other the best effort possible, ongoing education and continuous professional learning. We embrace individual differences and foster an environment of open and candid dialog.

Communities are an integral part of our business.

We work to improve the quality of life in communities where we conduct our business. We respect and protect the natural environment. We strive to preserve the safety of our communities.

Investors will receive a fair return.

We commit ourselves to long-term profitability and growth. We strive to increase total return to investors.

Conflicts of Interest

Definition

Conflicts of interest are situations in which personal activities, interests or associations might compromise or appear to compromise our judgment or responsibilities to the Company. Conflicts of interest also include situations where we, or a member of our "immediate family" (which is defined in the "Terms Used in the Code" section, above), improperly benefit because of our position in the Company. A conflict of interest also may exist when we, or a member of our "immediate family," have a direct or indirect financial interest in the suppliers, customers, competitors, partners or ventures of the Company.

We will not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity which the Company has, or proposes to enter into, a business or contractual relationship.

Even the appearance of a conflict between personal gain and Company interests erodes the trust and confidence upon which our reputation rests. Any situation that creates, or appears to create, a conflict of interest must be avoided or eliminated. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company must be disclosed immediately as discussed in the "Reporting Your Concerns" section of the Code. The Company will investigate each situation and take appropriate steps to eliminate the conflict, up to and including termination of employment or removal from office.

It is not possible for this Code to list all situations which might involve conflicts of interest. Some of the more common conflicts from which we must refrain are discussed in the following paragraphs.

**Personal
Financial
Interests**

A potential conflict of interest may exist when we, or a member of our "immediate family" have directly or indirectly a financial interest in the suppliers, customers, competitors, partners or ventures of the Company.

We will knowingly have only permitted financial interests in any supplier, customer, partner or competitor of the Company that we deal with in the

scope of our duties with the Company. Permitted financial interests are (i) less than 0.1% of the outstanding equity or debt of a supplier, customer, partner or competitor which is publicly traded on a national exchange, and (ii) interests in mutual funds which own equity or debt of a supplier, customer, partner or competitor.

We will not have a financial interest in any Great Plains Energy subsidiary, or in a partnership or joint venture involving the Company, unless we are employees only of that particular subsidiary, partnership or joint venture.

The Company will not make loans to, or guarantee the obligations of, any director or officer of the Company.

We will report, as described in the "Reporting your Concerns" section of the Code, when we become aware that a member of our "immediate family" has acquired or intends to acquire a financial interest in a supplier, customer or competitor which, if it were acquired by us, would not be a permitted financial interest.

**Outside
Employment and
Business
Relationships**

Our outside employment and other business relationships (including being a director, officer, representative or consultant for a person or entity), or those of our "immediate family," may constitute a conflict of interest.

We will not directly or indirectly compete with the Company, either personally or by being a director, officer, employee, representative or consultant for any person or entity that competes with the Company.

We will disclose in writing if we or our "immediate family" perform work or services for, or serve as a director or officer of, any person or entity which does business with the Company as a supplier or contractor. Directors and officers of the Company will make their disclosures to the Great Plains Energy Audit Committee. Other employees of the Company will make their disclosures to the Corporate Governance Department.

Each full-time employee is expected to devote full time and effort to the business of the Company as contemplated by the position held by the employee. Outside employment (including self-employment activities) may not impair the employee from meeting the employee's responsibilities to the Company. The solicitation or conduct of any outside employment during working hours is prohibited.

Every employee annually will disclose in writing to the next manager or above the nature and extent of any outside employment or other business relationship situation.

Corporate Opportunities	We owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. We will not (i) take, for ourselves or others, any corporate opportunity that is discovered through the use of Company property, information or our position, or (ii) compete, directly or indirectly, with the Company's businesses.
Compensation from non-Company Sources	We do not accept any form of compensation for services that we perform for, or in our position with, the Company from any source other than the Company.
Outside Business Contacts	We will conduct ourselves in an ethical, legal and professional manner in our business contacts with customers, suppliers, competitors, governmental agencies and the news media, and will only perform services and answer questions that fall within the realm of our responsibilities.
Community and Professional Organizations	We will not allow participation in community activities to interfere with the time and effort required for the proper performance of our duties to the Company. Employees will obtain appropriate supervisory approval to participate in community and professional organizations that will take up time on the job.
Political Activity	If we run for public office, we do so as individual citizens, and do not represent the Company in any way in campaigning or carrying out our public duties. Employees will inform the next manager or above as soon as possible when considering running for, or accepting, a public position. If we accept or are elected to a political position, we may be required, under certain circumstances, to terminate employment or accept a leave of absence from the Company during the term of office.
Gifts	<p>We and members of our "immediate family" will not directly or indirectly request, take, accept or receive any gift or gratuity from any person or entity with which the Company does business, or is likely to do business, if the acceptance, or the prospect of future gifts or gratuities, might limit us, or be perceived as limiting us, from acting solely in the best interest of the Company.</p> <p>We and members of our "immediate family" will not directly or indirectly offer or provide any gift or gratuity to any person or entity with which the Company does business, or is likely to do business, if the acceptance would limit, or be perceived as limiting, those persons or entities from acting solely in their best interests.</p> <p>Gifts or gratuities include cash, bonuses, trips, fees, commissions, services, private or personal discounts, including discounted loans, entertainment, or</p>

any similar form of consideration, of other than nominal or insignificant value.

The occasional giving and receiving of modest gifts, meals, services or entertainment is an accepted practice of promoting goodwill and building and maintaining business relationships. However, they should be infrequent, reasonable, customary, legal and of modest value. Acceptable forms of entertainment include infrequent, moderate hospitality such as meals, charity events, sporting events, holiday gatherings or other celebrations, plays, concerts or other cultural events. It is inappropriate to accept meals, refreshments or entertainment on a regular basis or without returning the hospitality at business-related functions. Invitations to functions that involve travel or overnight stays that are in the best interest of the Company will either be paid for by the Company or be approved in advance by the President of the applicable company.

**Loans and Gifts
of Corporate
Property;
No Bribes**

We will not offer Company property, loans, contributions or unpaid services to any individual or entity outside the Company without proper authorization.

We will not offer gifts, entertainment, meals, transportation or anything of value to personnel of federal or state revenue agencies or regulatory bodies having jurisdiction over public utility service rates.

We will not, under any circumstances, make or offer bribes to any governmental official or to any person employed by or acting for a customer, supplier or other entity with which the Company has existing or prospective business relations; nor will we make any other promise, offer or gift, where the purpose is to influence the recipient to engage in conduct which is corrupt, deceptive or otherwise contradictory to the recipient's lawful duties.

Business Conduct

Fair Dealing

We will deal fairly with the Company's customers, suppliers, competitors and other persons. We will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Antitrust

The Company is committed to fair and ethical competition and full compliance with all applicable antitrust, fair trade and similar laws and regulations.

Generally, antitrust laws prohibit price discrimination, price fixing, bid rigging, division of markets, boycotts or concerted refusals to do business with other companies for the purpose of eliminating competition, tying

arrangements, unreasonable restraints of trade or attempts to monopolize. Antitrust law is complex and fact-dependent, and we are expected to consult with Company legal counsel before taking any action which could potentially violate antitrust laws.

Insider Trading

The federal securities laws prohibit "insider trading" - the purchase or sale of a security at a time when the person trading in that security possesses material nonpublic information concerning the corporation, or the market for the security, and which has been obtained or is being used in breach of a duty to maintain the information in confidence. Communication of confidential information to a third party, under circumstances where improper trading can be anticipated, is also prohibited. Material nonpublic information includes information that is not available to the public at large that could affect the market price of the security and that an investor would consider important when deciding whether to buy, hold or sell stock.

All trading by any Company officers and directors in securities issued by the Company must be cleared in advance by the Great Plains Energy Corporate Secretary.

Political Contributions

The Company may make contributions to a political party, to an individual holding or seeking any public or governmental office or position, or to any individual or group acting in behalf of such individual or party, as permitted by law and the Company's policies and procedures.

The Company will engage in permitted lobbying activities. Employees may participate in political action committees and the Company may also pay related administrative and solicitation costs for political action committees formed in accordance with applicable laws and regulations.

The Company also may support nonpartisan programs to encourage voter registration, political awareness or responsible citizenship, participate in nonpartisan elections as permitted by law, and may, subject to the policies of the Great Plains Energy Board of Directors, contribute to campaigns on ballot issues as permitted by law.

Endorsements

If we endorse a commercial product or service, we will clearly specify that we are not representing the Company, may not use any Company letterhead stationery, and may not indicate that we are employed by the Company.

Accounting and Recordkeeping

Accounting and Financial Disclosures

The Company requires compliance with generally accepted accounting principles and all internal accounting controls. All accounting entries, books, accounts and records of the Company shall properly and fairly reflect its assets, liabilities and results of operation. No unrecorded off-the-record funds shall be established. All assets of the Company, particularly bank accounts, liabilities and transactions shall be recorded in the Company's accounting records. Each transaction shall be clearly and correctly described in adequate detail in the appropriate accounting and business records of the Company.

We will not, directly or indirectly, falsify or cause the falsification of any books, records or accounts of the Company. We will not falsify, cause the falsification of, or improperly alter any Company document, or provide false or misleading information that would be reflected in such documents.

The Company will provide full, fair, accurate, timely and understandable disclosure in the reports and other documents it files or furnishes to the Securities and Exchange Commission (the "SEC"), and in the other information it publicly provides. We will fully comply with all applicable securities laws and SEC rules. Every one of us providing information for, or involved in the preparation, review and certification of, these reports and other documents has the duty to ensure that such information is full, fair, accurate, timely and understandable.

Independent Accountants and Audit Services

The Company's Corporate Audit Services Department ("Audit Services") provides the Great Plains Energy Audit Committee and Company management with an independent appraisal of the adequacy and effectiveness of the Company's system of accounting, administrative and internal controls. This includes the reliability and integrity of financial and operating information, safeguarding of assets, compliance with relevant policies, procedures, contracts, laws and regulations and the effectiveness and efficiency of operations. Audit Services has unrestricted access to the Audit Committee and all Company personnel, physical properties, records, contracts, correspondence and other papers of the Company, with the accompanying accountability for safekeeping and confidentiality.

The Great Plains Energy Audit Committee engages independent accountants to perform audits and other services for the Company. The Company's independent accountants have unrestricted access to the Audit Committee and to all Company personnel, physical properties, records, contracts, correspondence and other papers of the Company, with the accompanying accountability for safekeeping and confidentiality.

We will not make, or cause to be made, to Audit Services or the Company's independent accountants, a materially false or misleading statement or omit, or cause another to omit, any material fact necessary in order to make statements, in light of the circumstances under which the statements were made, not misleading.

We will not, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence Audit Services or the Company's independent accountants in the performance of their services to the Company.

**Records
Management**

We follow the applicable laws and Company policies on record retention and management. We will immediately notify Company counsel if we learn of a subpoena or a pending, imminent or contemplated lawsuit, government investigation or proceeding, who will ensure that relevant documents are preserved.

Employment

No Harassment

There is zero tolerance for harassment of any type. Zero tolerance means action will be taken against persons who violate this policy, up to and including termination of employment or removal from office. We do not harass each other, our customers, vendors or anyone else.

Illegal harassment is words or actions that denigrate or show hostility or dislike toward anyone because of his or her race, color, religion, gender, national origin, age, sexual orientation or disability, or that of his or her relatives, friends or associates, and that

- Has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- Has the purpose or effect of unreasonably interfering with an individual's work performance; or
- Otherwise adversely affects an individual's employment opportunities.

Illegal sexual harassment is behavior which is not welcome and is offensive including behavior that

- Makes unwelcome sexual advances or requests for sexual favors or other verbal or physical conduct of a sexual nature a condition of an employee's continued employment;
- Makes submission to or rejection of such conduct the basis for employment decisions affecting the employee; or
- Creates an intimidating, disparate, hostile or offensive working environment by such conduct.

**No
Discrimination**

We do not discriminate based upon race, color, religion, gender, sexual orientation, ethnic or national origin, age, disability or status as Vietnam-era or special disabled veteran.

We are committed to achieving a diverse workplace through non-discriminatory employment practices. There is no place for discrimination in our workplace based on perceived differences including between employees or in dealing with the public or customers. We respect differences.

The Company affirms its commitment to the principles of affirmative action, non-discrimination and equal employment opportunity. It is the policy of the Company to provide equal employment opportunity to employees and candidates for employment. Accordingly, there shall be no discrimination against any employees or candidates for employment because of race, color, religion, sex, sexual orientation, ethnic or national origin, age, disability or status as Vietnam-era or special disabled veteran. The policy is applicable to all Company practices governing recruitment, placement, promotion, reassignment, transfer, training, benefits, termination, rates of pay and all other applicable terms and conditions of employment within the Company.

Compliance with this policy and applicable affirmative action plans is the corporate responsibility of everyone, especially those whose duties are related to the hiring of new employees and the status or tenure of current employees. Further, as an equal opportunity employer, the Company will cooperate fully in the implementation of applicable laws and executive orders.

Substance Abuse

The Company will establish and maintain a work environment that is free from the effects of drug and alcohol abuse. Accordingly, the Company expects persons to report for work in condition to perform their duties. The Company recognizes that an employee's off-the-job and on-the-job involvement with drugs and alcohol can have an impact on the workplace. The Company also recognizes that it is impossible to separate off-the-job and on-the-job drug involvement or alcohol abuse.

Employees will be subject to discipline, including discharge, if they report for work under the influence of alcohol (alcohol concentration of 0.02 or greater) or a controlled substance or if they possess or use alcohol or a controlled substance, except legally obtained prescription drugs, during working hours (including lunch or break periods) or on Company property. Off-the-job illegal drug use or excessive use of alcohol that could adversely affect an employee's job performance or the Company's interests is proper cause for disciplinary action up to and including discharge.

Supervisors may require an employee to submit to a physical examination if it appears the employee is not fit for duty or if there otherwise is a reasonable basis for suspecting that the employee may have used alcohol or a controlled substance in violation of this policy.

Protecting Company Assets

Fiscal Responsibility

The Company recognizes its fiscal responsibility to its customers, stockholders and employees. To that end, we are expected to make prudent economic decisions in the planning, procurement and use of Company capital, labor, plant, equipment and supplies.

Unauthorized use or conversion of any Company asset or resource for personal use, including use of equipment and personnel, is prohibited. We will protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability.

Appropriate Use of Computer Resources

Company computer resources should be used for legitimate business purposes, and are not to be used at any time for personal gain (including but not limited to advertising, personal business enterprise, or political lobbying) or other inappropriate uses such as accessing pornographic material, hate group information or gambling material. It is each person's responsibility to delete and not pass on any e-mail with sexual or sexist overtones or that is discriminatory in nature.

All information transmitted, stored or accessed using Company computer resources is the property of the Company. You should have no expectation of privacy when using Company computer resources. The Company reserves the right to examine all information transmitted and/or stored through Company computer resources. Examination of such information may take place without any prior warning. Incidental and occasional personal use of Company computer resources is permitted, but is a revocable privilege. Any questions regarding the appropriateness of accessing material or information should be referred to the employee's supervisor or the manager of the applicable company who is responsible for information security.

Protection of Information

We will protect information, including customer, technical, commercial and financial information, that is confidential, privileged or of competitive value to the Company. These same protections also apply to such information supplied to the Company by customers, vendors and third parties. The use or disclosure of such information is for authorized corporate purposes only and not for personal benefit or for the benefit of others.

We will not use or disclose Company information, or information received from customers, suppliers or other third parties, to anyone (including other Company personnel) who is not authorized to receive it or has no need to know the information, except as authorized or as required by law.

Safety

It is Company policy that persons perform their duties in a manner that ensures the personal safety of employees, customers and members of the public. The Company establishes and enforces safety policies and practices appropriate to its businesses, provides a safe working environment and promotes safety awareness by both its employees and the general public through education and training. Employees are required to report accidents or safety violations as specified in applicable policies and procedures.

Disregard of safety or violation of safety rules will be subject to disciplinary action. Major violations may result in suspension or discharge even for the first offense.

Environmental Practices

We will comply with all applicable environmental requirements. The Company commits to sound environmental practices that maintain biological diversity and wildlife habitats, and preserve the integrity of the planet. The Company pledges to participate in and contribute to efforts that recognize and promote sound environmental stewardship, to continually seek to understand and address concerns about the environment and to strive to improve, protect and conserve beyond the requirements of the law.

Reporting Your Concerns

Our Duties

It is our duty to report our concerns and complaints regarding (i) accounting, internal accounting controls or auditing matters, (ii) alleged violations of any law, rule or regulation, and (iii) alleged violations of any policy or procedure of the Company, including the Code. This includes the reporting of others' alleged violations.

The Company provides numerous ways for people to report their concerns and complaints to ensure there's always at least one means available to report concerns and complaints. The Company also has established a special reporting process for the confidential and anonymous reporting of accounting, internal controls and auditing matters.

How To Report Concerns and Complaints

In General

For employees, the best starting point for resolving concerns or reporting potential violations of the Code is usually their supervisors, who will contact others in the Company (such as Human Resources, Legal, Security, Safety and the Corporate Governance Department) as appropriate to resolve the matters. People also can directly report concerns and complaints to:

- The Corporate Secretary of Great Plains Energy, for complaints regarding accounting, internal accounting controls or auditing matters;
- The General Counsel of Great Plains Energy or the applicable Great Plains Energy subsidiary;
- The Vice President – Human Resources of Great Plains Energy or the chief human resources officer of applicable Great Plains Energy Company;
- The ACCESS program (for employees covered by the program);
- The Great Plains Energy Corporate Governance Department; or
- The toll-free ConcernsLine at 1-866-266-7595. The ConcernsLine is available 24 hours a day, every day, for the confidential and anonymous reporting of concerns and complaints.

Directors and officers should disclose their conflict of interest concerns to the Great Plains Energy Audit Committee. Other employees should disclose their conflict of interest concerns to the Corporate Governance Department.

Accounting, Internal Controls and Auditing Matters

Employees may confidentially and anonymously report concerns and complaints regarding accounting, internal accounting controls or auditing matters either through the ConcernsLine or by letter addressed to the Corporate Secretary, Great Plains Energy Incorporated, 1201 Walnut, Kansas City, MO 64106. The Audit Committee will be notified of all concerns or complaints regarding accounting, internal accounting controls or auditing matters, which will be investigated pursuant to the Audit Committee's procedures. Confidentiality will be maintained to the fullest extent practicable, consistent with the need to conduct an adequate investigation and applicable legal requirements.

Annual Reports

The Company's Corporate Governance Department sends out annual compliance reporting forms to Company directors, officers and employees. All concerns or matters noted on the annual forms will be investigated and resolved.

**Investigations
and Corrective
Action**

Concerns and complaints will be promptly investigated. The Company will take appropriate and consistent corrective actions regarding reported concerns and complaints, including disciplinary actions. Discipline can be up to and including termination of employment or removal from office.

Guidance

Resources

The Company encourages us to ask for guidance and advice on legal and ethical matters from whomever we are most comfortable, including supervisors, managers, Human Resources, Legal, the Corporate Governance Department or the ConcernsLine. The Company also provides training and training materials on the Code.

Waivers

The Company expects its directors, officers and employees to fully comply with the Code. However, waivers will be considered in exceptional situations.

Any waiver of the Code for officers or directors of the Company may be made only by the board or a board committee of Great Plains Energy and must be promptly disclosed as required by law, regulation or rule.

Any waiver of the Code for other persons can only be made by joint concurrence of the Great Plains Energy Corporate Governance Office and the President of the applicable company.

All waivers will be accompanied by appropriate controls to protect the Company.

Amendments

Amendments to the Code will be approved by the Board of Directors of Great Plains Energy and publicly disclosed as required by laws, rules or regulations.

Revision History

January 1, 2004	Original issuance
October 1, 2004	Replaced the AlertLine name and telephone number with the ConcernsLine name and telephone number
July 25, 2006	Revised the "Political Contributions" section to allow for corporate political contributions as permitted by law and Company policies and procedures.

2007 Great Plains Energy Code of Business Conduct Certification

Catalog ID GPE902-d50en
Language English

Lawful and ethical business conduct is required at all times. Our Code of Business Conduct and Ethics is a statement of fundamental policies and procedures that helps us to maintain our culture of honesty and accountability. Each year, we provide training on the Code and ask people to complete a questionnaire on Code compliance. Please complete this questionnaire as soon as possible.

Thank you.

Governance Services

Select your answer to each of the questions below. If you answer "yes" to any question, clearly explain your situation in the space provided.

1. The Company is committed to the personal safety of our employees, customers, and the public. This includes a work environment free from the effect of illegal drugs and alcohol. Are you aware of any possible unsafe conditions or situations that need to be corrected?

- Yes
 No

If you selected "yes," please explain why.

2. The Company does not tolerate harassment or discrimination of any type. Are you aware of any possible harassment or discriminatory practices that should be investigated?

- Yes
 No

If you selected "yes," please explain why.

3. We are expected to use good judgment when using Company assets, including confidential information. Confidential information of the Company, vendors, customers, and others may not be used or released to others without proper authorization. Company assets are not for personal use, and they may not be used by or provided to other entities without proper authorization. Are you aware of any instances where protection of the assets of the Company appears lacking?

- Yes
 No

If you selected "yes," please explain why.

4. The Company is committed to protecting the environment. We strive to improve, protect, and conserve beyond the requirements of the law. Are you aware of any situation that might be a violation of this policy?

- Yes
- No

If you selected "yes," please explain why.

5. The Company is committed to full compliance with all laws and regulations. Are you aware of any possible violations of laws or regulations?

- Yes
- No

If you selected "yes," please explain why.

6. The Company requires compliance with generally accepted accounting principles and all internal accounting controls. All accounting entries, books, accounts, and records of the Company shall properly and fairly reflect its assets, liabilities, and results of operation. Each transaction shall be clearly and correctly described in adequate detail in the appropriate accounting and business records of the Company. We will not, directly or indirectly, falsify or cause the falsification of any books, records, or accounts of the Company. We will not falsify, cause the falsification of, or improperly alter any Company document, or provide false or misleading information that would be reflected in such documents. Are you aware of any possible violations of this policy?

- Yes
- No

If you selected "yes," please explain why.

7. The federal securities laws prohibit insider trading. Insider trading is the purchase or sale of a security at a time when the person trading in that security possesses material nonpublic information concerning the corporation or the market for the security, which has been obtained or is being used in breach of a duty to maintain the information in confidence. Communication of confidential information to a third party under circumstances where improper trading can be anticipated is also prohibited. Are you aware of any possible violation of this policy?

- Yes
- No

If you selected "yes," please explain why.

8. Although incidental and occasional personal use of the computer resources of the Company is permitted, it is a revocable privilege. Computer resources are not to be used for personal gain (for example, advertising a personal business or political lobbying) or for inappropriate activities like accessing pornographic material, hate group information, or gambling material. E-mails that contain sexual content or overtures or that are discriminatory must be deleted and must not be forwarded on. Hardware and software can only be loaded on desktop or laptop systems with approval from Information Technology. Are you aware of any possible violations of this policy?

Yes

No

If you selected "yes," please explain why.

9. We will knowingly have only the following permitted financial interests in any supplier, customer, partner, or competitor of the Company that we deal with in the scope of our duties with the Company: (i) less than 0.1% of the outstanding equity or debt of a supplier, customer, partner, or competitor that is publicly traded on a national exchange; and (ii) interests in mutual funds that own equity or debt of a supplier, customer, partner, or competitor. We will not have a financial interest in any Great Plains Energy subsidiary, or in a partnership or joint venture involving the Company, unless we are employees only of that particular subsidiary, partnership, or joint venture. Are you aware of any possible violations of these policies?

Yes

No

If you selected "yes," please explain why.

10. Conflicts of interest are situations in which personal activities, interests, or associations might compromise or appear to compromise our judgment or responsibilities to the Company. Conflicts of interest also include situations where we, or a close relative or member of our immediate family, improperly benefit because of our position in the Company. Any situation that creates or appears to create a conflict of interest must be avoided or eliminated. Any situation that involves or may reasonably be expected to involve a conflict of interest with the Company must be disclosed immediately. Are you aware of any possible violations of the conflicts of interest policies?

Yes

No

If you selected "yes," please explain why.

11. The occasional giving and receiving of modest gifts, meals, services, or entertainment is an accepted practice for promoting goodwill and building and maintaining business relationships. However, they should be infrequent, reasonable, customary, legal, and of modest value. It is inappropriate to accept meals, refreshments, or entertainment on a regular basis or without returning the hospitality at business-related functions. Invitations to functions that involve travel or overnight stays and are in the best interest of the Company will either be paid for by the Company or be approved in advance by the president of the applicable company. Are you aware of any possible violations of this policy?

Yes

No

If you selected "yes," please explain why.

12. We do not offer or accept bribes or other incentives for business to/from existing or potential entities with whom we have a business relationship. Are you aware of any possible violations of this policy?

- Yes
- No

If you selected "yes," please explain why.

13. Are you aware of any possible violations of the Code that are not listed above, or possible violations of other Company policies and procedures?

- Yes
- No

If you selected "yes," please explain why.

Print Name _____ User ID _____

Signature _____ Date _____

Dear Supplier:

As the holiday season approaches, all of us at Great Plains Energy and Kansas City Power & Light would like to thank you for the business relationship we've developed. We value this relationship and want you to know how important you are to our continued success.

We'd also like to remind you that our Code of Business Conduct and Ethics prohibits our acceptance of gifts from people we do business with if the gift might limit us, or be viewed as limiting us, from acting solely in the best interest of the company. We do not accept gifts of more than nominal value. We strive to avoid even an appearance of impropriety and request your cooperation and understanding in honoring our policy.

Our Code is a statement of fundamental business policies and procedures. We've summarized key points of the Code on the back of this letter. If you ever feel we're falling short of the conduct expected by our Code, please let me know or call our anonymous and confidential ConcernsLine at 1-866-266-7595.

Thank you for the opportunity to build a mutually beneficial business relationship. Happy Holidays!

Lora Cheatum
Vice President – Administrative Services

KCPLP0018945

Information for back side of letter:

We have a Code of Business Conduct and Ethics. You'll find the complete Code at <http://www.greatplainsenergy.com/investor/corpgov.html>. The Code sets our expectations for lawful and ethical employee conduct, including our relationships with our vendors. Some key points of our Code are summarized below.

Conduct:

We will conduct business in an ethical and legal manner. We will deal fairly with the Company's customers, suppliers, competitors and other persons. We will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Conflicts of interest:

A potential conflict may exist if we or our immediate families have financial interests (direct or indirect) in suppliers, customers, competitors, partners or ventures of the Company. We and our immediate families may not improperly benefit because of our position in the Company, and we may not engage in activities inconsistent with the Company's best interests or which disrupt the Company's business relationships. We will not compete with the Company, either personally or by being a director, officer, employee, representative or consultant for a competitor. We do not accept any form of payment for services we perform for, or in our position with, the Company from any source other than the Company. We do not accept gifts from people we do business with if the gift might limit us, or be viewed as limiting us, from acting solely in the best interest of the company.

Protection of information and insider trading:

We will not share, or trade on, material non-public information that we possess about the Company or any other company.

Endorsements:

If we endorse a commercial product or service, we will clearly specify that we are not representing the Company and may not indicate that we are employed by the Company.

Harassment and discrimination:

There is zero tolerance for harassment. We do not discriminate based upon race, color, religion, gender, sexual orientation, ethnic or national origin, age, disability or status as a Vietnam-era or special disabled veteran.

Safety:

Safety of our employees and the public is our top priority. We will perform our duties in a manner that ensures the personal safety of employees, customers and members of the public.

Environmental practices:

We are committed to the long-term health of our community. We strive to improve, protect and conserve beyond the requirements of the law.

Financial accounting and disclosures:

We will record all transactions in compliance with generally accepted accounting principles, internal controls and securities laws. We will provide full, fair, accurate, timely and understandable disclosures in our public information.