EXHIBIT 6

THE EMPIRE DISTRICT ELECTRIC COMPANY

10Q QUARTERLY REPORT FILED AUGUST 8, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2005 or

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from to .

Commission file number: 1-3368

THE EMPIRE DISTRICT ELECTRIC COMPANY
(Exact name of registrant as specified in its charter)

Kansas (State of Incorporation)	**44-0236370** (I.R.S. Employer Identification No.)
602 Joplin Street, Joplin, Missouri (Address of principal executive offices)	**64801** (zip code)

Registrant's telephone number: **(417) 625-5100**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ No ☐

As of August 1, 2005, 25,951,932 shares of common stock were outstanding.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

EXECUTIVE SUMMARY

The Empire District Electric Company is an operating public utility engaged in the generation, purchase, transmission, distribution and sale of electricity in parts of Missouri, Kansas, Oklahoma and Arkansas. We also provide water service to three towns in Missouri and have investments in certain non-regulated businesses including fiber optics, Internet access, close-tolerance custom manufacturing and customer information system software services through our wholly owned subsidiary, EDE Holdings, Inc. In 2004, 93.0% of our gross operating revenues were provided from the sale of electricity, 0.4% from the sale of water and 6.6% from our non-regulated businesses. There were no significant changes in these percentages for the second quarter of 2005. In April 2005, we were granted a franchise for the water service we provide in Aurora, Missouri.

The primary drivers of our electric operating revenues in any period are: (1) weather, (2) rates we can charge our customers, (3) customer growth and (4) general economic conditions. Weather affects the demand for electricity for our regulated business. Very hot summers and very cold winters increase demand, while mild weather reduces demand. Residential and commercial sales are impacted more by weather than industrial sales, which are mostly affected by business needs for electricity and general economic conditions. The utility commissions in the states in which we operate, as well as the FERC, set the rates at which we can charge our customers. In order to offset expenses, we depend on our ability to receive adequate and timely rate relief. We continue to assess the need for rate relief in all of the jurisdictions we serve and file for such relief when necessary. Customer growth, which is the growth in the number of customers, contributes to the demand for electricity. We expect our annual customer growth to range from approximately 1.6% to 1.8% over the next several years, although our customer growth for the twelve months ended June 30, 2005 was 1.9%.

We define sales growth to be growth in kWh sales excluding the impact of weather. The primary drivers of sales growth are customer growth and general economic conditions.

The primary drivers of our electric operating expenses in any period are: (1) fuel and purchased power expense, (2) maintenance and repairs expense, (3) employee pension and health care costs, (4) taxes and (5) non-cash items such as depreciation and amortization expense. Fuel and purchased power costs are our largest expense items. Several factors affect these costs, including fuel and purchased power prices, plant outages and weather, which drives customer demand. In order to control the price we pay for fuel and purchased power, we have entered into long and short-term agreements to purchase coal and natural gas for our energy supply, have entered into a 20-year contract with PPM Energy to purchase approximately 550,000 megawatt-hours of energy, or 10% of our annual needs, from the Elk River Windfarm project beginning in December 2005, and currently engage in hedging activities in an effort to minimize our risk from volatile natural gas prices. We enter into contracts with counterparties relating to our future natural gas requirements that lock in prices (with respect to predetermined percentages of our expected future natural gas needs) in an attempt to lessen the volatility in our fuel expense and improve predictability. Our recent Missouri rate case order also contained factors to help mitigate the above costs, including an Interim Energy Charge (IEC), designed to recover variable fuel and purchased power costs we incur which are higher than such costs included in the base rates allowed in our rate case and a change in the recognition of pension costs allowing us to defer the Missouri portion of any costs above the amount included in our rate case as a regulatory asset.

During the second quarter of 2005, basic and diluted earnings per weighted average share of common stock increased to $0.12 as compared to $0.08 in the second quarter of 2004. For the six months ended June 30, 2005, basic and diluted earnings per weighted average share of common stock were $0.11 as compared to $0.14 for the six months ended June 30, 2004. For the twelve months ended June 30, 2005, basic earnings per weighted average share of common stock were $0.82 as compared to $1.03 for the twelve months ended June 30, 2004 while diluted earnings per weighted average share of common stock were $0.82 as compared to $1.02 for the twelve months ended June 30, 2004. As reflected in the table below, the primary driver for the decline in basic earnings per share for both the six month and twelve month periods ended June 30, 2005 was greater fuel costs, while the primary positive driver for all periods ended June 30, 2005 was increased revenues.

The following reconciliation of basic earnings per share between the three months, six months and twelve months ended June 30, 2004 versus June 30, 2005 is a non-GAAP presentation. We believe this information is useful in understanding the fluctuation in earnings per share between the prior and current year periods. The reconciliation presents the after tax impact of significant items and components of the statement of operations on a per share basis before the impact of additional stock issuances which is presented separately. Earnings per share for the three months, six months and twelve months ended June 30, 2005 and 2004 shown in the reconciliation are presented on a GAAP basis and are the same as the amounts included in the statements of operations. This reconciliation may not be comparable to other companies or more useful than the GAAP presentation included in the statements of operations.

	Three Months Ended	Six Months Ended	Twelve Months Ended
Earnings Per Share – 2004	**$ 0.08**	**$ 0.14**	**$ 1.03**
Revenues			
Electric	$ 0.28	$ 0.32	$ 0.24
Non – Regulated	0.00	0.02	0.03
Expenses			
Fuel	(0.19)	(0.34)	(0.32)
Purchased power	0.02	0.07	0.08
Regulated – other (employee health care and pension expense)	(0.02)	(0.06)	(0.08)
Regulated – other (all other)	(0.01)	0.02	0.01
Non – Regulated expenses	0.00	(0.02)	(0.06)
Maintenance and repairs	0.01	0.02	0.03
Depreciation and amortization	(0.04)	(0.05)	(0.08)
Other taxes	(0.01)	(0.01)	(0.03)
Interest charges	0.00	0.00	0.02
Other income and deductions	0.00	0.00	0.00
Dilutive effect of additional shares	0.00	0.00	(0.05)
Earnings Per Share – 2005	**$ 0.12**	**$ 0.11**	**$ 0.82**

Second Quarter Activities

The Missouri Public Service Commission (MPSC) final order issued on March 10, 2005 approved an annual increase in base rates for our Missouri electric customers of approximately $25.7 million, or 9.96%, and also approved an annual IEC of approximately $8.2 million effective March 27, 2005 and expiring three years later. From inception of the IEC through June 30, 2005, we incurred $2.6 million of fuel and purchased power costs in excess of the total cost set in our base rates and the IEC recorded during this period. For additional information regarding the IEC, see "-Results of Operations – Electric Operating Revenues and Kilowatt-Hour Sales - Rate Matters" below.

The Arkansas Public Service Commission (APSC) issued a final order on May 13, 2005, approving an annual increase in base rates for our Arkansas electric customers of approximately $0.6 million, or 7.66%, effective May 14, 2005. On April 29, 2005, we filed a request with the Kansas Corporation Commission for an increase in base rates for our Kansas electric customers in the amount of $4,181,078, or 24.64%. On June 24, 2005, we filed a request with the MPSC for an annual increase in base rates for our Missouri water customers of approximately $523,000, or 38%. For additional information, see "-Results of Operations – Electric Operating Revenues and Kilowatt-Hour Sales - Rate Matters" below.

On February 4, 2005, we filed an application with the MPSC seeking approval of an Experimental Regulatory Plan concerning our possible participation in a new 800-850 MW coal-fired unit (Iatan 2) to be operated by Kansas City Power & Light Company (KCP&L) and located at the site of the existing Iatan Generating Station (Iatan 1) near Weston, Missouri, or other baseload generation options. Our application also sought a certificate of convenience and necessity to participate in Iatan 2, if necessary, and in connection therewith, obtain approval that is intended to provide adequate assurance to potential investors to make financial options available to us concerning this.

On June 10, 2005, we entered into a letter of intent with KCP&L with respect to our potential purchase of an undivided ownership interest in Iatan 2. The estimated construction budget for Iatan 2 is approximately $1.26 billion. The letter of intent relates to an allocation of at least 100 MW of generation capacity (and a proportionate share of the construction, operation and maintenance costs) to us. The letter of intent, insofar as it relates to Iatan 2, is not binding on the parties. The letter of intent also contains a clarification as to our obligations with respect to environmental upgrades at Iatan 1 and an agreement to reallocate certain interests in common facilities at Iatan 1 to the owners of Iatan 2. Empire currently owns a 12% interest in Iatan 1.

On July 18, 2005, we filed a Stipulation and Agreement regarding our Experimental Regulatory Plan with the MPSC for its consideration and approval conditioned upon our participation in Iatan 2. Other parties to the Stipulation and Agreement include the Missouri Department of Natural Resources, the MPSC Staff, two of our industrial customers and the Office of the Public Counsel. The MPSC issued an order on August 2, 2005 approving the Stipulation and Agreement with an effective date of August 12, 2005.

On April 27, 2005, the Missouri House passed Bill SB 179 which authorizes the MPSC to grant fuel adjustment clauses for utilities in the state of Missouri. The bill had previously passed the Missouri Senate. The bill was signed by Governor Blunt on July 14, 2005 and will go into effect January 1, 2006. Prior to that time, rulemaking on how the law will be implemented will need to be completed.

At June 30, 2005, the construction at our Riverton plant was still on schedule for the installation of our new Siemens V84.3A2 combustion turbine, with a summer rated capacity of 155 megawatts, scheduled to be operational in 2007. On December 10, 2004, we entered into a 20-year contract with PPM Energy, to purchase the energy generated at the proposed Elk River Windfarm to be located in Butler County, Kansas. Construction of the windfarm began in May 2005 and is on schedule. We expect that the amount and percentage of electricity we generate by natural gas will decrease in 2006 and in the immediate future thereafter due to this contract. We anticipate purchasing approximately 550,000 megawatt-hours of energy, or 10% of our annual needs, from the project beginning in December 2005. We anticipate the cost of this contract to also be offset by purchasing less higher-priced power from other suppliers or by displacing on-system generation.

Although several of the nation's utilities are running short of coal due to railroad transportation problems delivering Wyoming coal, we are not currently experiencing a low inventory situation. As of June 30, 2005, we had over 70 days of inventory at our Riverton plant and approximately 75 days of inventory at our Asbury plant. However, given the length of our recent train cycle times and the railroads' reluctance to add additional lease train sets, we will be in a declining inventory situation until a change in circumstances occurs, which could have an adverse effect on our fuel and purchased power costs in future periods. Such change in circumstances could be the addition of a lease train set or improved cycle times. Without conservation efforts or a change in circumstances, we expect we will exhaust our inventory at Asbury by the end of 2005. Similarly, slow train cycle times have affected Iatan. We have begun conservation measures at Iatan which we believe to be immaterial to our operations.

RESULTS OF OPERATIONS

The following discussion analyzes significant changes in the results of operations for the three-month, six-month and twelve-month periods ended June 30, 2005, compared to the same periods ended June 30, 2004. The amounts discussed below are on a pre-tax basis unless otherwise noted.

Electric Operating Revenues and Kilowatt-Hour Sales

Of our total electric operating revenues during the second quarter of 2005, approximately 40% were from residential customers, 31% from commercial customers, 18% from industrial customers, 5% from wholesale on-system customers, 2% from wholesale off-system transactions and 4% from miscellaneous sources, primarily transmission services. The breakdown of our customer classes has not significantly changed from the second quarter of 2004.

The amounts and percentage changes from the prior periods in kilowatt-hour ("kWh") sales and operating revenues by major customer class for on-system sales were as follows:

kWh Sales (in millions)

	3 Months Ended 2005	3 Months Ended 2004	% Change*	6 Months Ended 2005	6 Months Ended 2004	% Change*	12 Months Ended 2005	12 Months Ended 2004	% Change*
Residential	386.3	353.5	9.3%	880.7	852.9	3.3%	1,731.7	1,747.3	(0.9)%
Commercial	359.6	344.3	4.5	683.7	674.6	1.3	1,426.4	1,406.2	1.4
Industrial	273.5	274.1	(0.2)	523.4	528.1	(0.9)	1,080.7	1,085.1	(0.4)
Wholesale On-System	79.4	74.7	6.3	154.7	147.9	4.6	312.5	306.1	2.1
Other**	26.4	25.4	3.8	53.4	53.1	0.6	108.4	106.5	1.8
Total On-System	1,125.2	1,072.0	5.0	2,295.9	2,256.6	1.7	4,659.6	4,651.2	0.2

Operating Revenues
($ in millions)

	3 Months Ended 2005***	3 Months Ended 2004	% Change*	6 Months Ended 2005***	6 Months Ended 2004	% Change*	12 Months Ended 2005***	12 Months Ended 2004	% Change*
Residential	$ 32.4	$ 27.1	19.5%	$ 65.0	$ 59.3	9.6%	$ 130.1	$ 127.3	2.2%
Commercial	25.8	22.2	16.0	45.2	41.6	8.6	96.0	91.6	4.8
Industrial	14.9	13.0	15.0	26.1	24.1	8.2	53.8	51.7	4.1
Wholesale On-System	4.0	3.5	17.0	7.5	6.7	12.2	14.4	13.2	8.9
Other**	2.0	1.8	9.4	3.8	3.6	5.9	7.7	7.5	3.6
Total On-System	$ 79.1	$ 67.6	17.1	$ 147.6	$ 135.3	9.1	$ 302.1	$ 291.3	3.7

**Percentage changes are based on actual kWh sales and revenues and may not agree to the rounded amounts shown above.*
***Other kWh sales and other operating revenues include street lighting, other public authorities and interdepartmental usage.*

****Revenues include approximately $2.0 million of the Interim Energy Charge collected in the second quarter of 2005 and approximately $2.1 million collected in the first six months of 2005 that are not expected to be refunded to customers. See discussion below.*

On-System Electric Transactions

KWh sales for our on-system customers increased during the second quarter of 2005 over the second quarter of 2004 primarily due to warmer temperatures during 2005 as compared to 2004. Total cooling degree days (the cumulative number of degrees that the average temperature for each day during that period was above 65 °F) for the second quarter of 2005 were 14.1% more than the same period last year and 17.3% more than the 20-year average. Revenues for our on-system customers increased approximately $11.6 million. The March 2005 Missouri rate increase and May 2005 Arkansas rate increase (discussed below) contributed an estimated $5.7 million to revenues in the second quarter of 2005 while continued sales growth contributed an estimated $1.8 million. Weather and other related factors contributed an estimated $2.1 million and the collected IEC that is not expected to be refunded contributed approximately $2 million during the second quarter of 2005. Our customer growth was 1.7% in 2004 and 1.6% in 2003. We expect our annual customer growth to range from approximately 1.6% to 1.8% over the next several years, although our customer growth for the twelve months ended June 30, 2005, was 1.9%.

The increase in residential and commercial kWh sales during the second quarter of 2005 was primarily due to the warmer weather conditions with revenues also being positively affected by the March 2005 Missouri rate increase and May 2005 Arkansas rate increase.

Industrial kWh sales, which are not particularly weather sensitive, decreased slightly, mainly due to a decrease in sales to our oil pipeline pumping customers while associated revenues increased for the second quarter of 2005 reflecting the March 2005 Missouri rate increase and May 2005 Arkansas rate increase.

On-system wholesale kWh sales increased during the second quarter of 2005 due mainly to the warmer temperatures and continued sales growth. Revenues associated with these FERC-regulated sales increased more than the kWh sales as a result of the fuel adjustment clause applicable to such sales. This clause permits the distribution to customers of changes in fuel and purchased power costs.

For the six months ended June 30, 2005, kWh sales to our on-system customers increased approximately 1.7% while the associated revenues increased approximately $12.3 million, or 9.1%. Rate increases contributed approximately $6.8 million to revenues with customer growth contributing approximately $3.6 million. The collected IEC that is not expected to be refunded contributed approximately $2.1 million during the six months ended June 30, 2005 while weather and other related factors decreased revenues approximately $0.2 million. KWh sales and related revenues for our residential and commercial customers increased, mainly due to the warmer temperatures in the second quarter of 2005 as compared to the same period in 2004 and to continued sales growth. The increase in residential and commercial revenues during the six months ended June 30, 2005 also reflects the March 2005 Missouri rate increase and the May 2005 Arkansas rate increase. Industrial kWh sales decreased, mainly due to a decrease in sales to our oil pipeline pumping customers while associated revenues increased for the second quarter of 2005 reflecting the March 2005 Missouri rate increase and May 2005 Arkansas rate increase. On-system wholesale kWh sales increased, also reflecting the warmer temperatures in the second quarter of 2005 as compared to the same period in 2004 as well as continued sales growth. Revenues associated with these FERC-regulated sales increased more than the kWh sales as a result of the fuel adjustment clause applicable to such sales.

For the twelve months ended June 30, 2005, kWh sales to our on-system customers increased slightly with the associated revenues increasing approximately $10.7 million. Missouri, Arkansas and Oklahoma rate increases (discussed below) contributed an estimated $7.3 million to revenues and continued sales growth contributed an estimated $8.3 million. Weather and other related factors offset these increases with an estimated $7.0 million negative impact on revenues while the collected IEC that is not projected to be refunded contributed approximately $2.1 million. Residential kWh sales decreased slightly primarily due to milder temperatures in the first quarter of 2005 and the third and fourth quarters of 2004 as compared to the prior year periods while associated revenues increased reflecting the Missouri, Arkansas and Oklahoma rate increases discussed below. Commercial sales and revenues increased during the twelve months ended June 30, 2005 primarily due to continued sales growth and the Missouri, Arkansas and Oklahoma rate increases. Industrial kWh sales decreased slightly, mainly due to a decrease in sales to our oil pipeline pumping customers during 2005 while associated revenues increased reflecting the Missouri and Arkansas rate increases. On-system wholesale kWh sales and revenues increased for the twelve months ended June 30, 2005 reflecting continued sales growth and the operation of the fuel adjustment clause applicable to these FERC regulated sales.

Rate Matters

The following table sets forth information regarding electric rate increases affecting the revenue comparisons discussed above:

Jurisdiction	Date Requested		Base Annual Increase Granted	Percent Increase Granted	Date Effective
Arkansas -Electric	July 14, 2004		595,000	7.66%	May 14, 2005
Missouri - Electric	April 30, 2004	$	25,705,500	9.96%	March 27, 2005
Oklahoma -Electric	March 4, 2003		766,500	10.99%	August 1, 2003

On March 4, 2003, we filed a request with the Oklahoma Corporation Commission for an annual increase in base rates for our Oklahoma electric customers in the amount of $954,540, or 12.97%. On August 1, 2003 a Unanimous Stipulation and Agreement was approved by the Oklahoma Corporation Commission providing an annual increase in rates for our Oklahoma customers of approximately $766,500, or 10.99%, effective for bills rendered on or after August 1, 2003. This reflects a rate of return on equity (ROE) of 11.27%.

On April 30, 2004, we filed a request with the MPSC for an annual increase in base rates for our Missouri electric customers in the amount of $38,282,294, or 14.82%. Prior to the hearings, we were able to settle several miscellaneous issues with other parties to the case. On December 22, 2004, we, the MPSC Staff, the Office of the Public Counsel (OPC) and two intervenors filed a unanimous Stipulation and Agreement as to Certain Issues with the MPSC settling several of these issues. One of the issues we were able to agree on was a change in the recognition of pension costs allowing us to defer the Missouri portion of any costs above the amount included in this rate case as a regulatory asset. The amount of pension cost allowed in this rate case was approximately $3 million. This stipulation became effective on March 27, 2005 as part of the final Missouri Order described below. Therefore, the deferral of these costs began in the second quarter of 2005.

The MPSC issued a final order on March 10, 2005 approving an annual increase in base rates of approximately $25.7 million, or 9.96%, effective March 27, 2005. The order granted us a return on equity of 11%, an increase in base rates for fuel and purchased power at $24.68/MWH and an increase in depreciation rates. The new depreciation rates now include a cost of removal component of mass property (transmission, distribution and general plant costs). In addition, the order approved an annual IEC of approximately $8.2 million effective March 27, 2005 and expiring three years later. The IEC is $0.002131 per kilowatt hour of customer usage. The recent extraordinarily high natural gas prices and extreme volatility of natural gas led the MPSC to allow forecasted fuel costs to be used rather than the traditional historical costs in determining the fuel portion of the rate increase. At the end of two years, an assessment will be made of the money collected from customers compared to the greater of the actual and prudently incurred costs or the base cost of fuel and purchased power set in rates. If the excess of the amount collected over the greater of these two amounts is greater than $10 million, the excess over $10 million will be refunded to the customers. The entire excess amount of IEC, not previously refunded, will be refunded at the end of three years, unless the IEC is terminated earlier. Each refund will include interest at the current prime rate at the time of the refund. The IEC revenues recorded in the second quarter of 2005 did not recover all the Missouri related fuel and purchased power costs incurred in the second quarter of 2005. From inception of the IEC through June 30, 2005, the costs of fuel and purchased power were approximately $2.6 million higher than the total of the costs in our base rates and the IEC recorded during the period. Future recovery of fuel and purchased power costs through the IEC are dependent upon a variety of factors, including natural gas prices, costs of non-contract purchased power, weather conditions, plant availability and coal deliveries.

On March 25, 2005, we, the OPC, the Missouri Industrial Energy Consumers and Intervenors Praxair, Inc. and Explorer Pipeline Company, filed applications with the MPSC requesting the MPSC grant a rehearing with respect to the return on equity granted in the March 2005 Missouri rate case. The MPSC denied these applications on April 7, 2005. We and the OPC have appealed this decision and we each filed initial briefs on June 24, 2005, with the MPSC response brief due August 16, 2005.

On July 14, 2004, we filed a request with the APSC for an annual increase in base rates for our Arkansas electric customers in the amount of $1,428,225, or 22.1%. On May 13, 2005, the APSC granted an annual increase in electric rates for our Arkansas customers of approximately $595,000, or 7.66%, effective May 14, 2005.

On April 29, 2005, we filed a request with the Kansas Corporation Commission for an increase in base rates for our Kansas electric customers in the amount of $4,181,078, or 24.64%. Any new rates approved as a result of this request will not go into effect until the fourth quarter of 2005.

On June 24, 2005, we filed a request with the MPSC for an annual increase in base rates for our Missouri water customers in the amount of $523,000, or 38%. Any new rates approved as a result of this request will not go into effect before 2006.

We will continue to assess the need for rate relief in all of the jurisdictions we serve and file for such relief when necessary.

Off-System Electric Transactions

In addition to sales to our own customers, we also sell power to other utilities as available and provide transmission service through our system for transactions between other energy suppliers.

The following table sets forth information regarding these sales and related expenses:

	2005			2004		
(in millions)	Three Months Ended	Six Months Ended	Twelve Months Ended	Three Months Ended	Six Months Ended	Twelve Months Ended
Revenues	$ 2.5	$ 6.8	$ 10.7	$ 3.4	$ 7.0	$ 12.6
Expenses	1.7	4.4	6.6	2.1	4.1	7.6
Net	$ 0.8	$ 2.4	$ 4.1	$ 1.3	$ 2.9	$ 5.0

Revenues less expenses decreased for each of the periods reported in 2005 as compared to 2004, reflecting less transmission service revenues for all periods in 2005 as compared to the same