

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2003

Name of Company	Number of Common Shares Owned	% of Voting Power	Issuer Book Value (000's)	Owner's Book Value (000's)	Business Type
Great Plains Energy Incorporated					Holding company
Investment in unsecured debt (Note 9)	n/a	n/a	\$ 31,139	\$ 31,139	
Innovative Energy Consultants Inc. (Note 1)	1	100%	\$ 15,702	\$ 15,702	Intermediate holding company; Rule 58 energy-related
Great Plains Energy Services Incorporated (Note 10)	1	100%	\$ (1,874)	\$ (1,874)	Services company
Great Plains Power Incorporated (Note 1)	1	100%	\$ (1,737)	\$ (1,737)	Power generation development
Investment in unsecured debt (Note 9)	n/a	n/a	\$ 28	\$ 28	
Kansas City Power & Light Company	1	100%	\$ 855,558	\$ 855,558	Electric public utility
Investment in unsecured debt (Note 9)	n/a	n/a	\$ 11,258	\$ 11,258	
Kansas City Power & Light Receivables Company	1,000	100%	\$ 1,809	\$ 1,809	Financing subsidiary
KCPL Financing I (Trust)	(Note 3)	(Note 3)	\$ 4,640	\$ 4,640	Financing subsidiary
KCPL Financing II (Trust)*	(Note 3)	(Note 3)	\$ -	\$ -	- Financing subsidiary
KCPL Financing III (Trust)*	(Note 3)	(Note 3)	\$ -	\$ -	- Financing subsidiary
Wolf Creek Nuclear Operating Corporation (Note 2)	47	47%	\$ 0.1	\$ 0.1	0.047 Nuclear operation & management; Rule 58 energy-related
Home Service Solutions Inc.	46,902,140	100%	\$ 6,048	\$ 6,048	Intermediate holding company; Rule 58 energy-related
Investment in unsecured debt (Note 9)	n/a	n/a	\$ 2,885	\$ 2,885	
Worry Free Service, Inc.	9,500,000	100%	\$ 7,897	\$ 7,897	Rule 58 energy-related
KLT Inc.	150,000	100%	\$ 190,662	\$ 190,662	Intermediate holding company
Investment in unsecured debt (Note 9)	n/a	n/a	\$ 148,193	\$ 148,193	
KLT Investments Inc. (Note 1)	23,468	100%	\$ 90,183	\$ 90,183	Intermediate holding company
KLT Investments II Inc. (Note 1)	9,885	100%	\$ 10,630	\$ 10,630	Intermediate holding company
Investment in unsecured debt (Note 9)	n/a	n/a	\$ 8,523	\$ 8,523	
KLT Energy Services Inc. (Note 1)	37,645	100%	\$ 118,120	\$ 118,120	Intermediate holding company; Rule 58 energy-related
Investment in unsecured debt (Note 9)	n/a	n/a	\$ 42,451	\$ 42,451	
Custom Energy Holdings, L.L.C. (Note 4)	(Note 4)	(Note 4)	(Note 4)	(Note 4)	Intermediate holding company; Rule 58 energy-related
Strategic Energy, L.L.C. (Note 4)	(Note 4)	(Note 4)	\$ 78,866	\$ 78,866	Rule 58 energy-related

Name of Company	Number of Common Shares Owned	% of Voting Power	Issuer Book Value (000's)	Owner's Book Value (000's)	Business Type
KLT Gas Inc. (Note 1)	61,038	100%	\$ 25,964	\$ 25,964	Intermediate holding company; Gas exploration, development and production
Investment in unsecured debt (Note 9)	n/a	n/a	\$ 15,401	\$ 15,401	

Apache Canyon Gas, L.L.C. (Note 5)	uncertificated	100%	\$	(11,358)	\$	(11,358)	Gas exploration, development and production
FAR Gas Acquisitions Corporation	755	100%	\$	16,526	\$	16,526	Intermediate holding company
Forest City, LLC (Note 5)*	uncertificated	100%	\$	(351)	\$	(351)	Gas exploration, development and production
Forest City Gathering, LLC * (Note 6)	uncertificated	88%	\$	-	\$	-	Inactive
KLT Gas Operating Company (Note 1)	1	100%	\$	2,383	\$	2,383	Natural gas gathering system
Patrick KLT Gas, LLC * (Note 7)	uncertificated	50%	\$	-	\$	-	Inactive
KLT Telecom Inc. (Note 1)	62,415	100%	\$	(130,780)	\$	(130,780)	Intermediate holding company; Exempt telecommunications
Advanced Measurement Solutions, Inc. *	200	100%	\$	-	\$	-	Inactive
Copier Solutions, LLC * (Note 8)	uncertificated	100%	\$	-	\$	-	Inactive
Municipal Solutions, L.L.C. * (Note 8)	uncertificated	100%	\$	-	\$	-	Inactive
Telemetry Solutions, L.L.C. * (Note 8)	uncertificated	100%	\$	-	\$	-	Inactive

Inactive companies at December 31, 2003 are denoted by an asterisk " * ".

Note 1: Statutory close corporation with no board of directors.

Note 2: Wolf Creek Nuclear Operating Corporation had three classes of shares (A, B and C) outstanding at December 31, 2003, of which, Kansas City Power & Light Company is a class B shareholder. Each shareholder class selects its Director. The A, B and C Directors jointly select the fourth Director by unanimous vote. The class B Director has 47 votes of 101 total director votes.

Note 3: In 1996, Kansas City Power & Light Company ("KCP&L") established KCPL Financing I, a trust that sold \$150 million of trust originated preferred securities that represented preferred beneficial interests and 97% beneficial ownership in the assets held by the trust. In exchange, funds realized from the sale of the trust originated preferred securities and \$4.6 million of common securities that represented the remaining 3% beneficial ownership in the assets held by the trust, KCP&L issued to the trust \$154.6 million of its 8.3% junior subordinated deferrable interest debentures, due 2037. These debentures constitute all of the trust's assets.

KCP&L also established in 1996 KCPL Financing II and KCPL Financing III for the purpose of issuing trust originated trust preferred securities at future times. These two trusts have not issued trust preferred securities and are inactive.

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Note 4: Custom Energy Holdings, L.L.C. ("CE") has one subsidiary; Strategic Energy, L.L.C. ("SEL"). The voting and economic interests in those two entities are represented by four series of interests issued by CE. KLT Energy Services Inc. ("KLTES") and Innovative Energy Consultants, Inc. ("IEC") hold approximately 61% and 7.4%, respectively, of the voting and economic interests attributable to CE alone, and each is entitled to appoint one of three CE management committee representatives. CE voting and economic interests have no book value. Each CE management committee representative has one vote. KLTES and IEC hold 82.75% and 5.8%, respectively, of the economic and voting interests in SEL, and are entitled to appoint three out of four SEL management committee representatives. The representatives of KLTES and IEC to the SEL management committee have 88.55% of the management committee vote. The book value of Strategic Energy, L.L.C. (issuer) is \$78.9 million, with a division of owner's book value between KLTES and IEC of \$65.2 million and \$4.6 million, respectively.

Note 5: Member-managed company, with percentage of interest owned shown.

Note 6: Percentage of membership interest owned is shown. The company is a manager-managed company; manager cannot be replaced except under certain circumstances. KLT Gas Inc. is the current manager.

Note 7: Percentage of membership interest owned is shown. KLT Gas Inc. representatives to the management committee hold 50% of the management committee vote.

Note 8: Percentage of membership interest owned is shown.

Note 9: Investment in unsecured debt

Note 10: Great Plains Energy Services Incorporated, incorporated April 1, 2003, as a Missouri statutory close corporation, is a subsidiary service company under Section 13 of the Public Utility Holding Company Act of 1935, as amended providing services to Great Plains Energy and certain of its subsidiaries.

Name of Issuer	Interest Rate at 12/31/03	Maturity Date	Principal Amount Owed (000's)	Issuer Book Value (000's)	Owner Book Value (000's)
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Great Plains Energy Incorporated (owner)

Great Plains Power Incorporated	2.27% Demand open account	\$ 1,345	\$ 1,427	\$ 1,427
KLT Inc.	Promissory note - March 5, 2.27% 2005	2,833	6,352	6,352
Home Service Solutions Inc.	Promissory note - March 5, 6.38% 2004	21,983	22,365	22,365
Innovative Energy Consultants Inc.	6.71% Demand open account	687	687	687
Great Plains Energy Services Incorporated	6.71% Demand open account	308	308	308
		\$ 27,156	\$ 31,139	\$ 31,139

Great Plains Power Incorporated (owner)

Home Service Solutions Inc.	- % Receivable	\$ 26	\$ 26	\$ 26
Worry Free Service, Inc.	- % Receivable	2	2	2
		\$ 28	\$ 28	\$ 28

Kansas City Power & Light Company (owner)

Great Plains Power Incorporated	- % Receivable	\$ 1,869	\$ 1,869	\$ 1,869
Home Service Solutions Inc.	7.74% Demand open account	(Note 11)	2,868	2,868
Worry Free Service, Inc.	7.74% Demand open account	(Note 11)	2,168	2,168
KLT Inc.	- % Receivable	4,353	4,353	4,353
			\$ 11,258	\$ 11,258

Name of Issuer	Interest Rate at 12/31/03	Maturity Date	Principal Amount Owed (000's)	Issuer Book Value (000's)	Owner Book Value (000's)
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Home Service Solutions Inc. (owner)

Worry Free Service, Inc.	7.74% Demand open account	(Note 11)	\$ 2,885	\$ 2,885
			\$ 2,885	\$ 2,885

KLT Inc. (owner)

KLT Gas Inc.	8.25% Demand open account	(Note 11)	\$ 13,283	\$ 13,283
KLT Telecom Inc.	8.25% Demand open account	(Note 11)	134,743	134,743
			\$ 148,026	\$ 148,026

KLT Investments (owner)

KLT Inc.	8.25% Demand open account	(Note 11)	\$ 9,310	\$ 9,310
			\$ 9,310	\$ 9,310

KLT Investments II Inc. (owner)

KLT Inc.	8.25% Demand open account	(Note 11)	\$ 8,523	\$ 8,523
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KLT Energy Services Inc. (owner)

KLT Inc.	8.25% Demand open account	(Note 11)	\$ 42,388	\$ 42,388
KLT Telecom Inc.	8.25% Demand open account	(Note 11)	34	34
Custom Energy Holdings, L.L.C.	- % Receivable	(Note 11)	29	29
			\$ 42,451	\$ 42,451

KLT Gas Inc. (owner)

Apache Canyon Gas, L.L.C.	8.25% Demand open account	(Note 11)	\$	11,369	\$	11,369
KLT Gas Operating Company	8.25% Demand open account	(Note 11)		341		341
Forest City, LLC	8.25% Demand open account	(Note 11)		3,691		3,691
			\$	15,401	\$	15,401

Note 11: Principal amount not readily available. Interest and principal are accumulated together in issuer and owner book value.

Non-corporate subsidiaries at December 31, 2003:

Name of subsidiary	Form of organization	Equity investment
Custom Energy Holdings, L.L.C.	Limited Liability Company	Reported above
Strategic Energy, L.L.C.	Limited Liability Company	Reported above
Apache Canyon Gas, L.L.C.	Limited Liability Company	Reported above
Forest City, LLC	Limited Liability Company	Reported above
Forest City Gathering, LLC	Limited Liability Company	Reported above
Patrick KLT Gas, LLC	Limited Liability Company	Reported above
Copier Solutions, LLC	Limited Liability Company	Reported above
Municipal Solutions, L.L.C.	Limited Liability Company	Reported above
Telemetry Solutions, L.L.C.	Limited Liability Company	Reported above
KCPL Financing I (Trust)	Delaware Business Trust	Reported above
KCPL Financing II (Trust)	Delaware Business Trust	Reported above
KCPL Financing III (Trust)	Delaware Business Trust	Reported above

Subsidiaries added during 2003:

Great Plains Energy Services Incorporated

Great Plains Energy Services Incorporated, incorporated April 1, 2003, as a Missouri statutory close corporation, is a subsidiary service company under Section 13 of the Public Utility Holding Company Act of 1935, as amended, providing services to Great Plains Energy and certain of its subsidiaries.

Changes in the status of existing subsidiaries during 2003:

R.S. Andrews Enterprises, Inc. and subsidiaries

Home Service Solutions Inc. disposed of its investment in R.S. Andrews Enterprises, Inc., as of June 30, 2003.

Echannel Inc.

This corporation was reported as a subsidiary in the 2002 U5S. Subsequently, it was determined that the corporation's charter was revoked as of March 1, 2002.

Custom Energy, L.L.C.

KLT Energy Services Inc. sold its equity interest in this company as of August 14, 2003.

Globalutilityexchange.com, L.L.C.

This company was dissolved as of March 28, 2003.

DTI Holdings Inc., Digital Teleport, Inc. and Digital Teleport of Virginia, Inc.

The stock of these Exempt Telecommunications Companies was cancelled and extinguished pursuant to the terms of a joint reorganization plan, which became effective on June 24, 2003.

Subsidiaries of more than one System company at December 31, 2003:

Custom Energy Holdings, L.L.C. is a subsidiary of KLT Energy Services Inc. and Innovative Energy Consultants, Inc. Strategic Energy, L.L.C. is a subsidiary of KLT Energy Services Inc. and an affiliate of Innovative Energy Consultants, Inc.

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

During 2003, there were no acquisitions of utility assets by System companies involving consideration of more than \$1 million, nor were any transactions concerning acquisitions of utility assets reported in a certificate filed pursuant to Rule 24.

In 2003, KCP&L sold a parcel of land at its distribution operations service center site located in Overland Park, Kansas, to the City of Overland Park for \$3.5 million, and the City's undertaking to demolish the improvements on the site, grade the site and assist in rezoning the site. The parcel of land sold to the City will be used for street right of way purposes. The transaction is exempt under Rule 43(b).

Kansas City Power & Light Company entered into a certain Amended and Restated Lease dated as of October 12, 2001 with Wells Fargo Bank Northwest, N.A., relating to five combustion turbines, as authorized by the commission (HCAR 27436). There are no rental payments under the lease until 2004. The lease expiration date is October 2006.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

None, except as reported in certificates filed pursuant to Rule 24 and Form U-6B-2 for the year 2003. The following is a list of Forms U-6B-2 filed by System companies during 2003:

Certificate is filed by:	Date Filed:
Kansas City Power & Light Company	September 2
Innovative Energy Consultants, Inc.	January 9, November 26
KLT Inc.	March 19, May 29, August 7, August 28, November 26
Great Plains Power Incorporated	April 8, August 28, November 26
Strategic Energy, L.L.C.	March 20, April 2, June 12
Custom Energy/M&E Sales, L.L.C.	March 19, May 29
Custom Energy Holdings, L.L.C.	August 28
KLT Telecom Inc.	March 19, May 29, August 28, November 26
KLT Gas Inc.	March 19, May 29, June 23, August 28, November 26
KLT Gas Operating Company	May 29, August 28, November 26
Far Gas Acquisitions Corporation	March 19, May 29, August 28, November 26
Apache Canyon Gas, LLC	March 19, May 29, August 28, November 26
Forest City, LLC	March 19, May 29, August 28, November 26
KLT Investments Inc.	March 19, May 29, November 26
KLT Investments II Inc.	March 19
Home Service Solutions Inc.	January 13, March 19, May 29, August 28, November 26
Worry Free Service, Inc.	March 19, May 29, August 28, November 26
R.S. Andrews Enterprises, Inc.	January 2, March 19, March 20, May 9, August 28
R.S. Andrews Services, Inc.	March 19, May 29, August 28
R.S. Andrews Enterprises of Columbus, Inc.	March 19, May 29, August 28
R.S. Andrews Enterprises of Kansas, Inc.	March 19, May 29, August 28
RSA Services Termite and Pest Control, Inc.	March 19, August 28
R.S. Andrews of Chattanooga, Inc.	March 19, May 29, August 28
R.S. Andrews of Tidewater, Inc.	March 19, May 29, August 28
R.S. Andrews of Fairfax, Inc.	March 19, May 29, August 28
R.S. Andrews of South Carolina, Inc.	March 19, May 29, August 28
R.S. Andrews of Charleston, Inc.	March 19, May 29, August 28
R.S. Andrews Enterprises of Dallas, Inc.	March 19, May 29, August 28
R.S. Andrews of Stuart II, Inc.	March 19, May 29, August 28
R.S. Andrews of Maryland, Inc.	January 2, March 19, May 29, August 28
R.S. Andrews of Wilmington, Inc.	March 19, May 29, August 28

ITEM 4. ACQUISITION, REDEMPTION, OR RETIREMENT OF SYSTEM SECURITIES

The following securities were acquired, redeemed, or retired during 2003:

Kansas City Power & Light Company

On January 13, 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$30 million, Series D medium term notes (exempt under Rule 42).

On January 13, 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$44 million, Series C medium term notes (exempt under Rule 42).

On January 27, 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$1 million, Series C medium term notes (exempt under Rule 42).

On January 28, 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$4 million, Series C medium term notes (exempt under Rule 42).

On January 29, 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$1 million, Series C medium term notes (exempt under Rule 42).

On February 1 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$19.1 million, Series C medium term notes (exempt under Rule 42).

On February 3 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$1 million, Series C medium term notes (exempt under Rule 42).

On February 5 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$2 million, Series C medium term notes (exempt under Rule 42).

On February 9 2003, Kansas City Power & Light Company called prior to maturity, with consideration of \$1.9 million, Series C medium term notes (exempt under Rule 42).

On April 21, 2003, Kansas City Power & Light Company redeemed at maturity, with consideration of \$10 million, Series D medium term notes (exempt under Rule 42).

On May 1, 2003, Kansas City Power & Light Company redeemed at maturity, with consideration of \$10 million, Series D medium term notes (exempt under Rule 42).

Custom Energy, L.L.C.

On August 14, 2003, Custom Energy, L.L.C. purchased 600,000 Preferred Units from KLT Energy Services Inc. with consideration of \$600,000 in the form of a promissory note. The note was renewed and subsequently paid in December 2003 (exempt under Rules 58 and 46(b)).

DTI Holdings, Inc., Digital Teleport, Inc. and Digital Teleport of Virginia, Inc.

The stock of these Except Telecommunications Companies was cancelled and extinguished pursuant to the terms of a joint reorganization plan, which became effective on June 24, 2003 (exempt under Section 34).

ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES

1. Aggregate investments in persons operating in the retail service area at December 31, 2003.

None.

2. For securities not included in 1. above, provide the following information for investments in securities of nonsystem companies at December 31, 2003:

Investments of the registrant and of each subsidiary thereof in holding companies and in public utility companies which are not subsidiary companies of the registrant as of December 31, 2003:

Issuing Company	Type of Security	Shares or Units	Owner's Book Value (thousands)
None			

All other investments of the registrant and of each subsidiary thereof in the securities of any other nonsystem company as of December 31, 2003:

Issuing Company	Type of Security	Shares or Units	Owner's Book Value (thousands)
Kansas City Power & Light Company			
Kansas City Power & Light Company	Trustor of Trust		
Wolf Creek Decommissioning Trust		Note 1	Note 1
PowerTree Carbon Company, LLC (Note 8)	Limited Partnership Interest	1.53% \$	Note 9
KLT Investments Inc. (owner) (Note 2)			
Related Corporate Partners III, L.P. - Series 1 and 2	Limited Partnership Interest	9.90% \$	6,869
Lend Lease Institutional Tax Credits VII	Limited Partnership Interest	9.90% \$	2,822
Lend Lease Institutional Tax Credits IV	Limited Partnership Interest	9.80% \$	2,329
National Corporate Tax Credit Fund III	Limited Partnership Interest	18.36% \$	4,478
Columbia Housing Partners Corporate Tax Credit III Limited Partnership	Limited Partnership Interest	11.47% \$	4,699
Columbia Housing Partners Corporate Tax Credit IV Limited Partnership	Limited Partnership Interest	6.60% \$	1,529
Cooperations for Affordable Housing, L.P.	Limited Partnership Interest	0.00% \$	3,312

Corporations for Affordable Housing, L.P.	Limited Partnership Interest	9.90%	\$	2,126
USA Metropolitan Tax Credit Fund II, L.P.	Limited Partnership Interest	13.20%	\$	3,145
Missouri Affordable Housing Fund VII, L.P.	Limited Partnership Interest	85.19%	\$	2,745
National Equity Fund 1992, L.P.	Limited Partnership Interest	0.98%	\$	157
National Equity Fund 1993, L.P.	Limited Partnership Interest	0.66%	\$	243
National Equity Fund 1994, L.P.	Limited Partnership Interest	0.66%	\$	337
National Equity Fund 1995, L.P.	Limited Partnership Interest	2.42%	\$	1,174
McDonald Corporate Tax Credit Fund 1994	Limited Partnership Interest	9.17%	\$	2,695
Missouri Affordable Housing Fund VI, L.P.	Limited Partnership Interest	99.00%	\$	2,293
Gateway Institutional Tax Credit Fund	Limited Partnership Interest	15.84%	\$	2,272
Provident Tax Credit Fund II, L.P.	Limited Partnership Interest	12.6%	\$	2,016
Missouri Affordable Housing Fund IX, L.P.	Limited Partnership Interest	33.14%	\$	2,098
WNC Institutional Tax Credit Fund II, L.P.	Limited Partnership Interest	24.75%	\$	1,854
NHT III Tax Credit Fund L.P.	Limited Partnership Interest	24.98%	\$	1,245
Lend Lease Missouri Tax Credit Fund I, LLC	Limited Liability Company Interest	99.99%	\$	796
Dominium Institutional Fund	Limited Partnership Interest	6.00%	\$	431
Missouri Affordable Housing Fund V, L.P.	Limited Partnership Interest	83.55%	\$	373
Aurora Family Apartments, L.P.	Limited Partnership Interest	0.01%	\$	206
Housing Missouri Equity Fund 1994, L.L.C.	Limited Liability Company Interest	23.53%	\$	119
Boston Capital Corporate Tax Credit Fund I, L.P.	Limited Partnership Interest	0.99%	\$	282

Far Gas Acquisitions Corporation (owner) (Note 3)

GNR San Juan Limited Partnership	Limited Partnership Interest	99%	\$	430
GNR San Juan II Limited Partnership (Note 7)	Limited Partnership Interest	99%	\$	-
Miller Shale Limited Partnership (Note 7)	Limited Partnership Interest	99%	\$	-
Blue Spruce Limited Partnership (Note 7)	Limited Partnership Interest	99%	\$	-

KLT Investments II Inc. (owner) (Note 4)

KCEP I, L.P.	Limited Partnership Interest	1.3%	\$	820
EnviroTech Investment Fund I Limited Partnership	Limited Partnership Interest	6.36%	\$	1,516

KLT Energy Services Inc. (owner)

Bracknell Corporation (Note 5)	Common stock	1,133,165	\$	-
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KLT Telecom Inc. (owner)

Signal Sites Incorporated (Note 6)	Participation in promissory note	n/a	\$	-
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Note 1: A description of the Kansas City Power & Light Wolf Creek Decommissioning Trust is contained in Note 1 to the consolidated financial statements of Great Plains Energy Incorporated and Kansas City Power & Light Company included in their combined Annual Report on Form 10-K for the year ended December 31, 2003, (File No's. 03-33207 and 1-707), which is incorporated herein by reference.

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Note 2: Nature of business of investments held by KLT Investments Inc. - limited partnership investments in affordable housing partnerships throughout the United States and Puerto Rico.

Note 3: Nature of business of investments held by Far Gas Acquisitions Corporation - limited partnership investments in natural gas producing partnerships that are structured to generate alternative fuel tax credits.

Note 4: Nature of business of investments held by KLT Investments II Inc. - passive investments in venture capital funds.

Note 5: Nature of business of Bracknell Corporation - provided infrastructure services for networks, systems, production facilities and equipment of companies across North America. In November 2001, Bracknell common stock ceased trading at a last sale price of \$0.13 per share. As a result, during 2001, KLT Energy Services Inc. wrote off its investment in Bracknell. It is believed that Bracknell has ceased doing business.

Note 6: Nature of business of Signal Sites Incorporated - Rooftop management agreements with building owners under which Signal Sites may lease or otherwise provide access to wireless service providers for their antennas and other equipment. Signal Sites is an Exempt Telecommunications Company.

Note 7: These limited partnerships were written off as of 12/31/02 and have zero book value.

Note 8: Nature of business of PowerTree Carbon Company, LLC - funding forestation projects. Investment in the company was authorized by the Commission in File No.70-10146 (HCAR 27752).

Note 9: A payment of \$10,000 to International Utility Efficiency Partnerships for membership dues for Power Partnerships/IPP Initiatives, which was expensed, was subsequently applied towards the capital contribution commitment to PowerTree Carbon Company, LLC.

KLT Gas Inc. and Forest City, LLC hold working and revenue interests in oil, mineral and gas leases in their normal course of business. Neither of these system companies held any royalty interests at the end of 2003. The following is a summary of these interests at December 31, 2003:

Company	Interest Type	Gross Acreage	Net Acreage	State	Acquired From	Owner's Book Value (thousands)
KLT Gas Inc.	Lease	82,131	77,613	Colorado	Primarily federal and state	\$ 4,432

KLT Gas Inc.	Lease	66,991	42,122 Wyoming	Private, federal and state	4,416
KLT Gas Inc.	Lease	909	419 Texas	Private	118
		150,031	120,154		\$ 8,966
Forest City, LLC	Lease	29,425	29,286 Nebraska	Private	\$ 968
Forest City, LLC	Lease	104,126	95,988 Kansas	Private	3,078
		133,551	125,274		\$ 4,046

ITEM 6. OFFICERS AND DIRECTORS

Part I: Name, address and position of system company officers and directors at December 31, 2003.

NAME	ADDRESS	POSITION
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GREAT PLAINS ENERGY INCORPORATED

Dr. David L. Bodde	Kansas City, MO	D
Michael J. Chesser	Kansas City, MO	CM&CEO
William H. Downey	Kansas City, MO	D,P&COO
Mark A. Ernst	Kansas City, MO	D
Randall C. Ferguson, Jr.	Kansas City, MO	D
William K. Hall	Skokie, IL	D
Luis A. Jimenez	Stamford, CT	D
James A. Mitchell	Longboat Key, FL	D
William C. Nelson	Kansas City, MO	D
Dr. Linda H. Talbott	Kansas City, MO	D
Robert H. West	Kansas City, MO	D
Andrea F. Bielsker	Kansas City, MO	SVP,CFO&T
Jeanie S. Latz	Kansas City, MO	EVP&S
Brenda Nolte	Kansas City, MO	VP
William G. Riggins	Kansas City, MO	GC
Andrew B. Stroud, Jr.	Kansas City, MO	VP
Lori A. Wright	Kansas City, MO	C
Michael W. Cline	Kansas City, MO	AT
Mark G. English	Kansas City, MO	AS

INNOVATIVE ENERGY CONSULTANTS INC.

Michael J. Chesser	Kansas City, MO	P
Mark G. English	Kansas City, MO	S

Note: Statutory close corporation with no board of directors.

GREAT PLAINS POWER INCORPORATED

John J. DeStefano	Kansas City, MO	P
Jeanie S. Latz	Kansas City, MO	S

Note: Statutory close corporation with no board of directors.

KANSAS CITY POWER & LIGHT COMPANY

Dr. David L. Bodde	Kansas City, MO	D
Michael J. Chesser	Kansas City, MO	D

William H. Downey	Kansas City, MO	P&CEO
Mark A. Ernst	Kansas City, MO	D
Randall C. Ferguson, Jr.	Kansas City, MO	D
William K. Hall	Skokie, IL	D
Luis A. Jimenez	Stamford, CT	D
James A. Mitchell	Longboat Key, FL	D

NAME	ADDRESS	POSITION
William C. Nelson	Kansas City, MO	D
Dr. Linda H. Talbott	Kansas City, MO	D
Robert H. West	Kansas City, MO	D
Andrea F. Bielsker	Kansas City, MO	SVP,CFO&T
Stephen T. Easley	Kansas City, MO	VP
William P. Herdegen III	Kansas City, MO	VP
Jeanie S. Latz	Kansas City, MO	S
Nancy J. Moore	Kansas City, MO	VP
Richard Spring	Kansas City, MO	VP
Lori A. Wright	Kansas City, MO	C
Michael W. Cline	Kansas City, MO	AT
Mark G. English	Kansas City, MO	AS

KANSAS CITY POWER & LIGHT RECEIVABLES COMPANY

Andrea F. Bielsker	Kansas City, MO	D&P
Dean A. Christiansen	New York, NY	D
Jeanie S. Latz	Kansas City, MO	D
Jacquetta L. Hartman	Kansas City, MO	S&T

WOLF CREEK NUCLEAR OPERATING CORPORATION

Michael J. Chesser	Kansas City, MO	D
James S. Haines	Burlington, KS	D
Mark Larson	Burlington, KS	C&T
Britt McKinney	Burlington, KS	VP
Rick Muench	Burlington, KS	D,P&CEO
Stephen E. Parr	Burlington, KS	D
Warren Wood	Burlington, KS	GC&S

HOME SERVICE SOLUTIONS INC.

John J. DeStefano	Kansas City, MO	P&D
William H. Downey	Kansas City, MO	D
Jacquetta L. Hartman	Kansas City, MO	S&T
Jeanie S. Latz	Kansas City, MO	D

WORRY FREE SERVICE, INC.

Michael W. Cline	Kansas City, MO	D
John J. DeStefano	Kansas City, MO	P&D
Patrice S. Tribble	Kansas City, MO	VP&D
Jacquetta L. Hartman	Kansas City, MO	S&T

KLT INC.

Dr. David L. Bodde	Kansas City, MO	D
Michael J. Chesser	Kansas City, MO	CM
William H. Downey	Kansas City, MO	D
Mark A. Ernst	Kansas City, MO	D

NAME	ADDRESS	POSITION
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Randall C. Ferguson, Jr.	Kansas City, MO	D
William K. Hall	Skokie, IL	D
David Haydon	Kansas City, MO	P
Luis A. Jimenez	Stamford, CT	D
Jeanie S. Latz	Kansas City, MO	S
James A. Mitchell	Longboat Key, FL	D
William C. Nelson	Kansas City, MO	D
Dr. Linda H. Talbott	Kansas City, MO	D
Robert H. West	Kansas City, MO	D

KLT INVESTMENTS INC.

James Gilligan	Kansas City, MO	P
John Grossi	Kansas City, MO	CFO&T
David Haydon	Kansas City, MO	S

Note: Statutory close corporation with no board of directors.

KLT INVESTMENTS II INC.

John Grossi	Kansas City, MO	CFO&T
David Haydon	Kansas City, MO	P
Mark Schroeder	Kansas City, MO	S

Note: Statutory close corporation with no board of directors.

KLT ENERGY SERVICES INC.

John Grossi	Kansas City, MO	CFO&T
David Haydon	Kansas City, MO	P
Mark Schroeder	Kansas City, MO	VP&S

Note: Statutory close corporation with no board of directors.

CUSTOM ENERGY HOLDINGS, L.L.C.

Andrea Bielsker	Kansas City, MO	MC
Michael J. Chesser	Kansas City, MO	MC
John Grossi	Kansas City, MO	CFO&T
David Haydon	Kansas City, MO	CM,P&CEO
Mark Schroeder	Kansas City, MO	VP&S
Richard Zomnir	Pittsburg, PA	MC

STRATEGIC ENERGY, L.L.C.

Andrea F. Bielsker	Kansas City, MO	MC
James Booritch	Pittsburg, PA	VP
Michael J. Chesser	Kansas City, MO	MC
William H. Downey	Kansas City, MO	MC

NAME	ADDRESS	POSITION
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David Haydon	Overland Park, KS	AS&MC
Trevor Lauer	Pittsburg, PA	VP
Lee McCracken	Pittsburg, PA	VP
Pat Purdy	Pittsburg, PA	COO
Terry Sebben	Pittsburg, PA	CIO&VP
Andrew Washburn	Pittsburg, PA	CFO
Richard Zomnir	Pittsburg, PA	P&CEO&MC

KLT GAS INC.

John Grossi	Kansas City, MO	T
David Haydon	Kansas City, MO	P
David Henriksen	Kansas City, MO	VP
Lynn Meibos	The Woodlands, TX	EVP
Mark Schroeder	Kansas City, MO	VP&S

Note: Statutory close corporation with no board of directors.

APACHE CANYON GAS, L.L.C.

John Grossi	Kansas City, MO	CFO&T
David Haydon	Kansas City, MO	P
Mark Schroeder	Kansas City, MO	VP&S

Note: Member-managed.

FAR GAS ACQUISITIONS CORPORATION

John Grossi	Kansas City, MO	D&T
David Haydon	Kansas City, MO	D&P
Mark Schroeder	Kansas City, MO	VP&S

FOREST CITY, LLC

John Grossi	Kansas City, MO	CFO&T
David Haydon	Kansas City, MO	M&S
Lynn Meibos	The Woodlands, TX	M

FOREST CITY GATHERING, LLC

KLT Gas Inc.	The Woodlands, TX	M
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NAME	ADDRESS	POSITION
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KLT GAS OPERATING COMPANY

John Grossi	Kansas City, MO	CFO&T
David Haydon	Kansas City, MO	P
Mark Schroeder	Kansas City, MO	VP&S

Note: Statutory close corporation with no board of directors.

PATRICK KLT GAS, LLC

Patrick Energy Corp. Tulsa, OK M

KL T TELECOM INC.

John Grossi Kansas City, MO CFO&T
David Haydon Kansas City, MO S
Mark Schroeder Kansas City, MO P

Note: Statutory close corporation with no board of directors.

ADVANCED MEASUREMENT SOLUTIONS, INC.

Gregg Clizer Kansas City, MO D
James Gilligan Kansas City, MO D&T
Joseph Jacobs Kansas City, MO D&P
Mark English Kansas City, MO S

COPIER SOLUTIONS, LLC

Mark English Kansas City, MO S
James Gilligan Kansas City, MO T
Joseph Jacobs Kansas City, MO M

MUNICIPAL SOLUTIONS, L.L.C.

Gregg Clizer Kansas City, MO MC
Mark English Kansas City, MO S
James Gilligan Kansas City, MO T&MC
Joseph Jacobs Kansas City, MO MC

TELEMETRY SOLUTIONS, L.L.C.

Gregg Clizer Kansas City, MO MC
Mark English Kansas City, MO S
James Gilligan Kansas City, MO MC&T
Joseph Jacobs Kansas City, MO MC

NAME ADDRESS POSITION

GREAT PLAINS ENERGY SERVICES INCORPORATED

Michael J. Chesser Kansas City, MO P & CEO
Andrea F. Bielsker Kansas City, MO SVP, CFO & T
Jeanie S. Latz Kansas City, MO EVP & S
Brenda Nolte Kansas City, MO VP
William G. Riggins Kansas City, MO GC
Andrew Stroud Kansas, City, MO C
Lori A. Wright Kansas City, MO C
Michael W. Cline Kansas City, MO AT
Mark G. English Kansas City, MO AS

Note: Statutory close corporation with no board of directors

NOTE: Positions are indicated above by the following symbols:

AC	--	Assistant Controller
AGC	--	Assistant General Counsel
AS	--	Assistant Secretary
AT	--	Assistant Treasurer
C	--	Controller
CEO	--	Chief Executive Officer
CFO	--	Chief Financial Officer
CIO	--	Chief Information Officer
CM	--	Chairman
COO	--	Chief Operating Officer
D	--	Director
DCS	--	Director, Customer Services
DP	--	Division President
EVP	--	Executive Vice President
GC	--	General Counsel
GM	--	General Manager
M	--	Manager
MC	--	Management Committee Member
MD	--	Managing Director
P	--	President
S	--	Secretary
SA	--	Service Agent
SVP	--	Senior Vice President
T	--	Treasurer
VP	--	Vice President
VCM	--	Vice Chairman

ITEM 6. OFFICERS AND DIRECTORS - Part II: Financial Connections - the following is a list, as of December 31, 2003, of all officers and directors of each System Company who have financial connections within the provisions of Section 17(c) of the Public Utility Holding Company Act of 1935.

Name of Officer or Director	Name and Location of Financial Institution	Position Held in Financial Institution	Applicable Exemption Rules
GGreat Plains Energy Incorporated			
William H. Downey	Enterprise Financial Services Corporation, Kansas City, Mo	Director	Rules 70 (a), (e)
Mark A. Ernst	H&R Block Financial Advisors, Kansas City, MO	Director	Rule 70 (b)
	RSM EquiCo, Inc, Cosa Mesa, CA	Director	Rule 70 (b)
James A. Mitchell	Capella Education Company, Minneapolis, MN	Director	Rule 70(b)
Robert H. West	Commerce Bancshares, Kansas City, MO	Director	Rule 70 (a)

Name of Officer or Director	Name and Location of Financial Institution	Position Held in Financial Institution	Applicable Exemption Rules
Kansas City Power & Light Company			
William H. Downey	Enterprise Financial Services Corporation, St. Louis, MO	Director	Rules 70 (c), (f)
Mark A. Ernst	H&R Block Financial Advisors, Kansas City, MO	Director	Rule 70 (d)
	RSM EquiCo, Inc., Costa Mesa, CA	Director	Rule 70 (d)
James A. Mitchell	Capella Education Company, Minneapolis, MN	Director	Rule 70(d)
Robert H. West	Commerce Bancshares, Kansas City, MO	Director	Rule 70 (c)

KLT Inc.

William H. Downey	Enterprise Financial Services Corporation, St. Louis, MO	Director	Rule 70 (c)
Mark A. Ernst	H&R Block Financial Advisors, Kansas City, MO	Director	Rule 70 (d)
	RSM EquiCo, Inc., Costa Mesa, CA	Director	Rule 70 (d)
James A. Mitchell	Capella Education Company, Minneapolis, MN	Director	Rule 70(d)
Robert H. West	Commerce Bancshares, Kansas City, MO	Director	Rule 70 (c)

Home Service Solutions Inc.

William H. Downey	Enterprise Financial Services Corporation, St. Louis, MO	Director	Rule 70 (c)
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Strategic Energy, L.L.C.

William H. Downey	Enterprise Financial Services Corporation, St. Louis, MO	Director	Rule 70 (d)
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ITEM 6. OFFICERS AND DIRECTORS - Part III.

Information disclosed in the proxy statement of Great Plains Energy Incorporated and the combined 10-K of Great Plains Energy Incorporated and Kansas City Power & Light Company regarding (i) the compensation of directors and executive officers of system companies; (ii) their interest in the securities of system companies, including options or other rights to acquire securities; (iii) their contracts and transactions with system companies; (iv) their indebtedness to system companies; (v) their participation in bonus and profit-sharing arrangements and other benefits; and (vi) their rights to indemnity is set forth below. Pursuant to the instructions to this Item, the information has been edited to eliminate repetition or duplication and to put related information together, including presenting information in a single set of tables. The information has also been edited to clarify references to system companies.

(a) The compensation of directors and executive officers of system companies.

Director Compensation. The directors of Great Plains Energy and KCP&L receive the following compensation for serving on the Boards of Great Plains Energy and KCP&L. An annual retainer of \$30,000 was paid in 2003 (\$15,000 of which was used to acquire shares of Great Plains Energy common stock through Great Plains Energy's Dividend Reinvestment and Direct Stock Purchase Plan on behalf of each non-employee member of the Board). An additional retainer of \$10,000 was paid annually to the lead director. Also, a retainer of \$3,000 was paid to those non-employee directors serving as chair of a committee. Attendance fees of \$1,000 for each Board meeting and \$1,000 for each committee meeting attended were also paid in 2003. Directors may defer the receipt of all or part of the cash retainers and meeting fees.

Great Plains Energy also provides life and medical insurance coverage for each non-employee member of these Boards of Directors. The total premiums paid by Great Plains Energy for this coverage for all participating non-employee directors in 2003 was \$27,497.

Executive Compensation

The following table contains executive compensation data for Great Plains Energy's and KCP&L's officers.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long Term Compensation			All Other Compensation (\$)(3)	
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)(1)	Awards	Payouts	LTIP Payouts (\$)		
(a)	(b)	(c)	(d)	(e)	Restricted Stock Award(s) (\$)(2)	Securities Underlying Options/SARs	(g)	(h)	(i)
		435,000	391,300						2,954,046

Bernard J. Beaudoin(4) Former Chairman of the Board and Chief Executive Officer, Great Plains Energy	2003	415,000	186,750	0	348,386	0	0	51,486
	2002	400,000	0	0	0	55,000	0	36,971
	2001			0	0	55,000	0	
Michael J. Chesser(5) Chairman of the Board and Chief Executive Officer	2003	137,500	123,750	0	1,115,813	0	0	1,403
	2002	0	0	0	0	0	0	0
	2001	0	0	0	0	0	0	0
William H. Downey (6) President and Chief Operating Officer, Great Plains Energy	2003	325,000	219,375	0	1,001,998	5,249	0	20,764
	2002	260,000	78,000	0	0	20,000	0	14,382
	2001	250,000	0	0	0	20,000	0	5,645
Richard M. Zomnir(7) President and Chief Executive Officer, Strategic Energy, L.L.C.	2003	400,000	427,840	0	0	0	0	0
	2002	288,400	718,900	0	0	0	0	0
	2001	229,999	700,000	0	0	0	0	0
Andrea F. Bielsker Senior Vice President- Finance, Chief Financial Officer and Treasurer, Great Plains Energy	2003	220,000	132,000	0	125,626	2,887	0	22,313
	2002	200,000	60,000	0	0	13,000	0	18,569
	2001	180,000	0	0	0	13,000	0	15,565
Jeanie Sell Latz Executive Vice President- Corporate and Shared Services and Secretary, Great Plains Energy	2003	220,000	132,000	0	125,626	2,887	0	34,128
	2002	210,000	63,000	0	0	13,000	0	29,353
	2001	200,000	0	0	0	13,000	0	27,056
Stephen T. Easley Vice President- Generation Services, KCP&L	2003	210,000	94,500	0	128,387	2,449	0	10,737
	2002	200,000	56,388	0	0	13,000	0	5,242
	2001	160,000	0	0	0	6,000	0	6,833
William P. Herdegen, III (8) Vice President- Distribution Operations, KCP&L	2003	175,000	78,750	0	62,481	2,041	0	8,597
	2002	160,000	32,000	0	0	6,000	0	4,682
	2001	41,797	0	0	0	6,000	0	582

(1) While the eight named executive officers receive certain perquisites from the Company, such perquisites did not reach in any of the reported years the threshold for reporting of the lesser of either \$50,000 or ten percent of salary and bonus set forth in the applicable rules of the Securities and Exchange Commission.

(2) For 2003, amounts include:

* **Restricted Stock Awards:**

The dollar value of restricted stock awards is calculated by multiplying the number of shares awarded by the closing market price of the Great Plains Energy common stock on the date of the grant.

Beaudoin

- (i) 2,879 shares vested January 1, 2004; dividends paid on restricted shares; value as of December 31, 2003 was \$91,610; and
(ii) 10,200 shares vesting December 31, 2004; dividends paid on restricted shares; value as of December 31, 2003 was \$324,564.

Chesser

12,135 shares vesting October 1, 2005, 12,135 shares vesting October 1, 2006 and 12,135 shares vesting October 1, 2007; dividends are reinvested with the same restrictions as the restricted stock; value as of December 31, 2003 was \$1,158,407.

Downey

- (i) 6,900 shares vesting December 31, 2004; dividends paid on restricted shares; value as of December 31, 2003 was \$219,558; and
(ii) 8,825 shares vesting October 1, 2005, 8,825 shares vesting October 1, 2006 and 8,826 shares vesting October 1, 2007; dividends are reinvested with the same restrictions as the restricted stock; value as of December 31, 2003 was \$842,466.

Bielsker

4,550 shares vesting December 31, 2004; dividends paid on restricted shares; value as of December 31, 2003 was \$144,781.

Latz

4,550 shares vesting December 31, 2004; dividends paid on restricted shares; value as of December 31, 2003 was \$144,781.

Easley

4,650 shares vesting December 31, 2004; dividends paid on restricted shares; value as of December 31, 2003 was \$147,963.

Herdegen

2,263 shares vesting December 31, 2004; dividends paid on restricted shares; value as of December 31, 2003 was \$72,009.

(3) For 2003, amounts include:

- * **Flex dollars under the Flexible Benefits Plan:** Beaudoin - \$18,330; Chesser - \$1,403; Downey -\$3,867; Bielsker -\$12,867; Latz - \$18,697; Easley - \$3,867; and Herdegen - \$3,347
* **Deferred Flex dollars:** Beaudoin - \$17,382 and Downey - \$780
* **Above-market interest paid on deferred compensation:** Beaudoin - \$8,899; Downey - \$6,075; Bielsker - \$2,825; Latz - \$8,231; and Easley - \$558
* **Great Plains Energy contribution under the Great Plains Energy Employee Savings Plus Plan:** Beaudoin - \$9,008; Downey -\$7,042; Bielsker - \$6,021; Latz - \$6,600; Easley - \$6,012; and Herdegen - \$5,250
* **Contribution to Deferred Compensation Plan:** Beaudoin - \$7,050; Downey - \$3,000; Bielsker - \$600; Latz - \$600; and Easley - \$300
* **Other Compensation:** Beaudoin - also includes a \$1,895,266 lump sum retirement payment and a \$998,111 additional supplemental retirement benefit.

(4) Mr. Beaudoin retired in December 2003. For 2003, amounts include:

- * **Other Compensation:** Beaudoin - also includes a \$1,895,266 lump sum retirement payment and a \$998,111 additional supplemental retirement benefit.

(5) Mr. Chesser joined the Company as Chairman of the Board on October 1, 2003; the Compensation Committee of the Board set his annual salary at \$550,000.

(6) Mr. Downey was appointed President and Chief Executive Officer of KCP&L effective October 1, 2003.

(7) Mr. Zomnir entered into a five-year Employment Agreement in 2002 with Strategic Energy, L.L.C. providing for salary, annual bonus and benefits. As set forth in Certain Relationships and Related Transactions, below 15, Mr. Zomnir will leave the company in 2004. In accordance with his Employment Agreement, Mr. Zomnir will be paid severance payments consisting of two (2) times his annual salary, two (2) times an annual amount of \$120,000, a bonus payment prorated through the date of termination and certain other benefits.

OPTION/SAR GRANTS IN LAST FISCAL YEAR

Name	Number of Securities Underlying Options/SARs Granted #(1)	Percent of Total Options/SARs Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Sh)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation For Option Term		Grant Date Present Value (\$) (2)
					5% (\$)	10% (\$)	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(f)
Bernard J. Beaudoin	0	0	0	0	0	0	0
Michael J. Chesser	0	0	0	0	0	0	0
William H. Downey	5,249	19	27.73	08-05-2013	0	0	16,535
Richard M. Zomnir	0	0	0	0	0	0	0
Andrea F. Bielsker	2,887	10	27.73	08-05-2013	0	0	9,094
Jeanie S. Latz	2,887	10	27.73	08-05-2013	0	0	9,094
Stephen T. Easley	2,449	9	27.73	08-05-2013	0	0	7,714
William P. Herdegen, III	2,041	7	27.73	08-05-2013	0	0	6,429

(1) Options granted in 2003 are exercisable on or after August 5, 2006. Each option is granted in tandem with a limited stock appreciation right exercisable automatically in the event of a change in control. Options may be exercised with cash or previously-owned shares of the Company's Common Stock. Dividends accrue quarterly on the options. Such accrued dividends will be paid if the options are exercised and if the exercise price is equal to or above the grant date.

(2) The grant date valuation was calculated by using the Black-Scholes model. The underlying assumptions used to determine the present value of the option were as follows:

Annualized Stock Volatility:	22.650%
Time of Exercise (Option Term):	10 years
Risk Free Interest Rate:	4.77%
Exercise Price (Equal to the Fair Market Value):	\$27.73
Average Dividend Yield:	6.88%

LONG-TERM INCENTIVE PLANS - AWARDS IN LAST FISCAL YEAR

Name	Number of Shares, Units or Other Rights (#)	Performance or Other Period Until Maturity or Payout	Estimated Future Payouts Under Non-Stock Price-Based Plans		
			Threshold (\$ or #)	Target (\$ or #)	Maximum (\$ or #)
(a)	(b)(1)	(c)	(d)	(e)	(f)
Bernard J. Beaudoin	0	-	-	-	-
Michael J. Chesser	0	-	-	-	-
William H. Downey	3,903 shares	3 years ending 2005	0	3,903 shares	7,806 shares

Richard M. Zomnir	0	-	-	-	-
Andrea F. Bielsker	2,147 shares	3 years ending 2005	0	2,147 shares	4,294 shares
Jeanie S. Latz	2,147 shares	3 years ending 2005	0	2,147 shares	4,294 shares
Stephen T. Easley	1,821 shares	3 years ending 2005	0	1,821 shares	3,642 shares
William P. Herdegen, III	1,518 shares	3 years ending 2005	0	1,518 shares	3,036 shares

(1) The awards of performance shares are subject to the achievement of three-year total shareholder return in relation to the other Edison Electric Institute companies. Grantee will not be entitled to any performance shares in the event performance is below the 25th percentile; grantee will receive two times the amount of performance shares granted in the event performance is at the 100th percentile. Notwithstanding the foregoing, Grantee will not be entitled to any performance shares if total return for the three years is negative. Payment will be made in an amount equal to the fair market value of the number of performance shares earned payable in common stock.

AGGREGATED OPTION/SAR EXERCISES IN THE LAST FISCAL YEAR AND FISCAL YEAR-END OPTION/SAR VALUES

Name	Shares Acquired on Exercise (#)	Value Realized (\$)(1)	Number of Securities Underlying Unexercised Options/SARs at Fiscal Year End (#)		Value of Unexercised In-the-Money Options/SARs at Fiscal Year End (\$)	
			Exercisable	Unexercisable(2)	Exercisable	Unexercisable(2)
(a)	(b)	(c)	(d)	(d)	(e)	(e)
Bernard J. Beaudoin	0	0	0	0	0	0
Michael J. Chesser	0	0	0	0	0	0
William H. Downey	0	0	0	45,249	0	285,268
Richard M. Zomnir	0	0	0	0	0	0
Andrea F. Bielsker	0	0	0	28,887	0	183,278
Jeanie S. Latz	5,000	81,003	7,000	28,887	71,053	183,278
Stephen T. Easley	0	0	0	21,449	0	137,596
William P. Herdegen, III	0	0	0	14,041	0	87,488

(1) Includes reinvested dividends that accrued on options.

(2) Includes stock options of 20,000 shares, 13,000 shares, 13,000 shares, 6,000 shares and 6,000 shares to Mr. Downey, Ms. Bielsker, Ms. Latz, Mr. Easley and Mr. Herdegen, respectively, that became exercisable February 6, 2004.

Employment Arrangement with Mr. Chesser

Pursuant to the terms of an employment arrangement, Michael J. Chesser, Chairman of the Board and Chief Executive Officer, is entitled to receive three times annual salary and bonus if he is terminated without cause prior to his reaching age 63. After age 63, any benefit for termination without cause will be one times annual salary and bonus until age 65.

The Description of Compensation Arrangements of Michael J. Chesser (Exhibit 10.1.b to Great Plains Energy Form 10-Q for the period ended September 30, 2003) is incorporated herein by reference.

Great Plains Energy Pension Plans

Great Plains Energy has a non-contributory pension plan (the "Great Plains Energy Pension Plan") providing for benefits upon retirement, normally at age 65. In addition, a supplemental retirement benefit is provided for selected executive officers. The following table shows examples of single life option pension benefits (including unfunded supplemental retirement benefits) payable upon retirement at age 65 to the named executive officers:

Average Annual Base Salary for Highest 36 Months

Annual Pension for Years of Service Indicated

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	15	20	25	30 or more
150,000	45,000	60,000	75,000	90,000
200,000	60,000	80,000	100,000	120,000
250,000	75,000	100,000	125,000	150,000
300,000	90,000	120,000	150,000	180,000
350,000	105,000	140,000	175,000	210,000
400,000	120,000	160,000	200,000	240,000
450,000	135,000	180,000	225,000	270,000
500,000	150,000	200,000	250,000	300,000
550,000	165,000	220,000	275,000	330,000

Each eligible employee with 30 or more years of credited service, or whose age and years of service add up to 85, is entitled to a total monthly annuity equal to 50% of their average base monthly salary for the period of 36 consecutive months in which their earnings were highest. The monthly annuity will be proportionately reduced if their years of credited service are less than 30 or if their age and years of service do not add up to 85. The compensation covered by the Great Plains Energy Pension Plan -- base monthly salary -- excludes any bonuses and other compensation. The Great Plains Energy Pension Plan provides that pension amounts are not reduced by Social Security benefits. The estimated credited years of service for the named executive officers in the Summary Compensation table are as follows:

Officer	Credited Years of Service
Michael J. Chesser	0 years
William H. Downey	3 years
Richard M. Zomnir(1)	0 years
Andrea F. Bielsker	19 years
Jeanie S. Latz	23 years
Stephen T. Easley	7 years
William P. Herdegen, III	2 years

(1) Mr. Zomnir does not participate in the Great Plains Energy Pension Plan.

Eligibility for supplemental retirement benefits is limited to executive officers selected by the Compensation Committee of the Board; all the named executive officers, with the exception of Mr. Zomnir, are participants. The total retirement benefit payable at the normal retirement date is equal to 2% of highest average earnings, as shown above, for each year of credited service up to 30 (maximum of 60% of highest average earnings). The actual retirement benefit paid equals the target retirement benefit less retirement benefits payable under the management pension plan. A liability accrues each year to cover the estimated cost of future supplemental benefits.

The Internal Revenue Code imposes certain limitations on pensions that may be paid under tax qualified pension plans. In addition to the supplemental retirement benefits, the amount by which pension benefits exceed the limitations will be paid outside the qualified plan and accounted for by Great Plains Energy as an operating expense.

Following is the Compensation Committee Report on Executive Compensation in Great Plains Energy's 2004 proxy statement:

Compensation Committee Report on Executive Compensation

The Compensation Committee of the Board of Great Plains Energy is composed of five independent directors. The Compensation Committee sets the executive compensation structure and administers the policies and plans that govern compensation for the executive officers. Executive compensation is consistent with the Great Plains Energy total remuneration philosophy, which provides:

Given Great Plains Energy's strategies in the competitive and demanding energy marketplace, attracting and retaining talent is a top priority. Great Plains Energy is committed to establishing total remuneration levels, which are performance-based, competitive with the energy or utility market for jobs of similar scope to enable the organization to recruit and retain talented personnel at all levels in a dynamic and complex marketplace. This will be established through base salary, benefits and performance-based annual and long-term incentives. The incentive targets will be consistent with current trends in the energy or utility sector and the incentive measures will be appropriately tied to shareholder and customer interests.

Executive compensation for 2003 consisted of base salary, annual incentives, and restricted stock and stock options granted under the Company's long-term incentive plan with the exception of Richard M. Zomnir, President and Chief Executive Officer of Strategic Energy, L.L.C., whose compensation for 2003 consisted of base salary and annual incentive. The Compensation Committee has not adopted a policy concerning the Internal Revenue Services' rules on the deductibility of compensation in excess of \$1,000,000.

Great Plains Energy Executive Compensation

Base Salaries

The Compensation Committee reviews executive officer salaries annually and makes adjustments as warranted. The Compensation Committee compares executive compensation regularly with national compensation surveys. Base salaries for executive officers were established for 2003 on the basis of:

- * job responsibilities and complexity;
- * individual performance under established guidelines;

- * competitiveness for comparable positions in companies of similar size within the industry and general industry; and
- * sustained performance of the company.

Annual Incentive Plan

Under the Great Plains Energy Annual Incentive Plan (the "Plan"), executive officers receive incentive compensation based on the achievement of specific corporate and business unit earnings per share targets, customer satisfaction levels, and individual performance goals. The corporate earnings per share target is subject to an established performance threshold and maximum. Individual performance awards are not paid if the corporate earnings per share performance falls below the threshold level. Corporate earnings per share performance above the annual goal results in payouts above the target level. In 2003, the corporate and business unit earnings per share and customer satisfaction goals were exceeded and awards were earned in the amounts set forth in the Summary Compensation Table.

Long-Term Incentive Plan

The Great Plains Energy Long-Term Incentive Plan, approved by the shareholders, provides for grants by the Compensation Committee of stock options, restricted stock, performance shares and other stock-based awards. The Compensation Committee believes that equity interests in Great Plains Energy by its executive officers more closely aligns the interests of management with shareholders and has established stock ownership guidelines for executive officers based on their level within the organization. Compliance with these guidelines is taken into consideration in determining grants under the Long-Term Incentive Plan. Restricted stock and stock options were granted in 2003 in the amounts set forth in the Summary Compensation Table. The restricted stock is restricted in time and/or performance as also set forth in the Summary Compensation Table, and the stock options are granted at an exercise price equal to the fair market value on the date of issuance.

Chief Executive Officer

In determining the base salary for Bernard J. Beaudoin, the Chairman of the Board, President and Chief Executive Officer through September 2003, the Compensation Committee considered:

- * financial performance of the company;
- * cost and quality of services provided;
- * leadership in enhancing the long-term value of the company; and
- * relevant salary data including information supplied by the Edison Electric Institute.

Incentive awards to Mr. Beaudoin in 2003 under the Annual Incentive Plan and Long-Term Incentive Plan were determined in the same manner as other executive officers.

Michael J. Chesser was chosen by the Board as Mr. Beaudoin's successor and became Chairman of the Board and Chief Executive Officer in October 2003. In determining his initial base salary, the Compensation Committee considered:

- * past experience and accomplishments;
- * leadership ability; and
- * competitive salary data for comparable positions of similar sized companies in the industry.

Mr. Chesser's annual incentive award was determined in the same manner as the other executive officers and prorated for his service. A grant of restricted stock under the Long-Term Incentive Plan was made to Mr. Chesser at the time of his employment conditioned on his continued employment with the Company as set forth in the Summary Compensation Table.

Strategic Energy Executive Compensation

The base salary for Richard M. Zomnir in 2003 was set by the Management Committee of Strategic Energy, L.L.C. pursuant to an Employment Agreement and reviewed by the Compensation Committee. The Strategic Energy Annual Bonus Program is based on individual goals and budgeted adjusted earnings. If Strategic Energy meets its corporate goal, 100% of the potential payout for each individual is available. Should the company not meet 75% of its goal, no awards will be paid and if the company exceeds 125% of its goal, then additional amounts may be paid. In 2003, Mr. Zomnir received the base salary and an incentive award at target as set forth in the Summary Compensation Table.

COMPENSATION COMMITTEE
William C. Nelson (Chairman)
Mark A. Ernst
William K. Hall
James A. Mitchell
Robert H. West

Following is the Compensation Committee Report on Executive Compensation contained in the combined annual report on Form 10-K for the period ended December 31, 2003 of Great Plains Energy and KCP&L:

Compensation Committee Report on Executive Compensation

The Compensation Committee is composed of five independent directors. The Compensation Committee sets the executive compensation structure and administers the policies and plans that govern compensation for the executive officers. Executive compensation is consistent with the Great Plains Energy total remuneration philosophy, which provides:

Given Great Plains Energy's strategies in the competitive and demanding energy marketplace, attracting and retaining talent is a top priority. Great Plains Energy is committed to establishing total remuneration levels, which are performance-based, competitive with the energy or utility market for jobs of similar scope to enable the organization to recruit and retain talented personnel at all levels in a dynamic and complex marketplace. This will be established through base salary, benefits and performance-based annual and long-term incentives. The incentive targets will be consistent with current trends in the energy or utility sector and the incentive measures will be appropriately tied to shareholder and customer interests.

KCP&L executive compensation for 2003 consisted of base salary; annual incentives; and restricted stock and stock options granted under the Company's long-term incentive plan. The Compensation Committee has not adopted a policy concerning the Internal Revenue Services' rules on the deductibility of compensation in excess of \$1,000,000.

Base Salaries

The Compensation Committee reviews executive officer salaries annually and makes adjustments as warranted. The Compensation Committee compares executive compensation regularly with national compensation surveys. Base salaries for executive officers were established for 2003 on the basis of:

- * job responsibilities and complexity;
- * individual performance under established guidelines;
- * competitiveness for comparable positions in companies of similar size within the industry and general industry; and
- * sustained performance of the company.

Annual Incentive Plan

Under the Great Plains Energy Annual Incentive Plan, KCP&L executive officers receive incentive compensation based on the achievement of specific corporate and business unit earnings per share targets, customer satisfaction levels, and individual performance goals. The corporate earnings per share target is subject to an established performance threshold and maximum. Individual performance awards are not paid if the corporate earnings per share performance fall below the threshold level. Corporate earnings per share performance above the annual goal results in payouts above the target level. In 2003, the corporate and business unit earnings per share and customer satisfaction goals were exceeded and awards were earned in the amounts set forth in the Summary Compensation Table.

Long-Term Incentive Plan

The Great Plains Energy Long-Term Incentive Plan, approved by the shareholders, provides for grants by the Compensation Committee of stock options, restricted stock, performance shares and other stock-based awards. The Compensation Committee believes that equity interests in Great Plains Energy by KCP&L executive officers more closely aligns the interests of management with shareholders and has established stock ownership guidelines for executive officers based on their level within the organization. Compliance with these guidelines is taken into consideration in determining grants under the Long-Term Incentive Plan. Restricted stock and stock options were granted in 2003 in the amounts set forth in the Summary Compensation Table. The restricted stock is restricted in time and/or performance as also set forth in the Summary Compensation Table, and the stock options are granted at an exercise price equal to the fair market value on the date of issuance.

Chief Executive Officer

In determining the base salary for Bernard J. Beaudoin, the Chairman of the Board, President and Chief Executive Officer through September 2003, the Compensation Committee considered:

- * financial performance of the company;
- * cost and quality of services provided;
- * leadership in enhancing the long-term value of the company; and
- * relevant salary data including information supplied by the Edison Electric Institute.

Incentive awards to Mr. Beaudoin in 2003 under the Annual Incentive Plan and Long-Term Incentive Plan were determined in the same manner as other executive officers. The 2003 base salary and incentive awards for William H. Downey, President and Chief Executive Officer of KCP&L since October 2003, were determined in the same manner as other executive officers.

COMPENSATION COMMITTEE
 William C. Nelson (Chairman)
 Mark A. Ernst
 William K. Hall
 James A. Mitchell
 Robert H. West

The Annual Incentive Compensation Plan dated February 2004 (Exhibit 10.1.b to Great Plains Energy's Form 10-K for the year ended December 31, 2003) is incorporated herein by reference.

(b) The interest of directors and executive officers of system companies in the securities of system companies including options or other rights to acquire securities.

The information set forth in Item 6(a), above, in the tables titled "Summary Compensation Table", "Option/SAR Grants in Last Fiscal Year", "Aggregated Option/SAR Exercises in the Last Fiscal Year and Fiscal Year-End Option/SAR Values", "Long-Term Incentive Plans - Awards in Last Fiscal Year" is incorporated by reference.

The following table shows beneficial ownership of Great Plains Energy's common stock by the named executive officers, directors and all directors and officers as of February 28, 2004 (with the exception of shares held in the Employee Savings Plus Plan which are reported as of December 31, 2003). The total of all shares owned by directors and officers represents less than one percent of the outstanding shares of Great Plains Energy's common stock. Management of Great Plains Energy has no knowledge of any person (as defined by the Securities and Exchange Commission) who owns beneficially more than 5% of Great Plains Energy common stock.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned
Named Executive Officers	
Bernard J. Beaudoin	20,445 (1)
Michael J. Chesser	36,874 (1)
William H. Downey	58,252 (1)
Richard M. Zornitzky	0

Richard M. Zornir (2)	0
Andrea F. Bielsker	20,793 (1)
Jeanie S. Latz	30,592 (1)
Stephen T. Easley	11,607 (1)
William P. Herdegen, III	8,519 (1)

Other Directors

David L. Bodde	7,649 (3)
Mark A. Ernst	6,255
Randall C. Ferguson, Jr.	2,014
William K. Hall	9,481
Luis A. Jimenez	2,304
James A. Mitchell	2,908
William C. Nelson	2,625
Linda H. Talbott	8,317
Robert H. West	5,969 (4)

All Great Plains Energy and KCP&L Executive Officers and Directors As A Group (23 persons)

304,362 (1)

(1) Includes restricted stock and exercisable non-qualified stock options.

* **Restricted Stock:** Beaudoin - 10,200 shares; Chesser - 36,874 shares; Downey - 33,717 shares; Bielsker - 4,550 shares; Latz - 4,550 shares; Easley - 4,650 shares; and Herdegen - 6,000

* **Exercisable Non-Qualified Stock Options:** Downey - 20,000; Bielsker - 13,000; Latz - 20,000; Easley - 6,000; and Herdegen - 2,263

(2) Mr. Zornir holds a beneficial interest in SE Holdings, L.L.C. That company holds 3,333,334 Units (32%) of Series CE Economic Interest; 3,333,334 Units (32%) of Series CE Voting Interest; 1,144,943 Units (11%) of Series SEL Economic Interest; and 1,144,943 Units (11%) of Series SEL Voting Interest issued by Custom Energy Holdings, L.L.C., a subsidiary of Great Plains Energy.

(3) The nominee disclaims beneficial ownership of 1,000 shares reported and held by nominee's mother.

(4) The nominee disclaims beneficial ownership of 1,000 shares reported and held by nominee's wife.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires certain of our directors, executive officers and persons who own more than 10% of Great Plains Energy's common stock to file reports of holdings and transactions in Great Plains Energy common stock with the Securities and Exchange Commission and the New York Stock Exchange. Based upon our records, we believe that all required reports for fiscal 2003 have been timely filed.

Equity Compensation Plan

Great Plains Energy has one equity compensation plan which authorizes the issuance of Great Plains Energy common stock. Great Plains Energy's shareholders have approved the equity compensation plan. KCP&L does not have any equity compensation plans. The following table provides information, as of December 31, 2003, regarding the number of common shares to be issued upon exercise of outstanding options, warrants and rights, their weighted average exercise price, and the number of shares of common stock remaining available for future issuance under the equity compensation plan. The table excludes shares issued or issuable under Great Plains Energy's defined contribution savings plans.

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Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	262,642 (1)	\$25.41 (2)	2,218,466
Equity compensation plans not approved by security holders	--	--	--
Total	262,642 (1)	\$25.41 (2)	2,218,466

(1) Includes 20,744 performance shares and options for 241,898 shares of Great Plains Energy common stock outstanding at December 31, 2003.

(2) The 20,744 performance shares have no exercise price and therefore are not reflected in the weighted average exercise price.

The Amended Long-Term Incentive Plan, effective as of May 7, 2002 (Exhibit 10.1.a to Great Plains Energy's Form 10-K for the year ended December 31, 2002) is incorporated herein by reference.

Strategic Energy Phantom Stock Plan

Strategic Energy has a phantom stock plan that provides incentive in the form of deferred compensation based upon the award of performance

units, the value of which is related to the increase in profitability of Strategic Energy. Strategic Energy's annual cost for the plan was \$4.6 million in 2003, \$5.9 million in 2002 and \$3.4 million in 2001.

Stock Options

The Company has one equity compensation plan, which has been approved by its shareholders. The equity compensation plan is a long-term incentive plan that permits the grant of restricted stock, stock options, limited stock appreciation rights and performance shares to officers and other employees of the Company and its subsidiaries. The maximum number of shares of Great Plains Energy common stock that may be issued under the plan is 3.0 million with 2.2 million shares remaining available for future issuance.

Stock Options Granted 1992 - 1996

The exercise price of stock options granted equaled the market price of the Company's common stock on the grant date. One-half of all options granted vested one year after the grant date, the other half vested two years after the grant date. An amount equal to the quarterly dividends paid on Great Plains Energy's common stock shares (dividend equivalents) accrues on the options for the benefit of option holders. The option holders are entitled to stock for their accumulated dividend equivalents only if the options are exercised when the market price is above the exercise price. At December 31, 2003, the market price of Great Plains Energy's common stock was \$31.82, which exceeded the grant price for all such option still outstanding. Unexercised options expire ten years after the grant date.

Prior to the adoption of SFAS No. 123 on January 1, 2003, Great Plains Energy followed Accounting Principles Board (APB) Opinion 25, "Accounting for Stock Issued to Employees" and related interpretations in accounting for these options. Great Plains Energy recognized annual compensation expense equal to accumulated and reinvested dividends plus the impact of the change in stock price since the grant date. Great Plains Energy recognized compensation expense of \$0.1 million in 2002 and \$(0.3) million in 2001. These options were fully vested prior to the adoption of SFAS No. 123; therefore, no compensation expense was recognized in 2003.

For options outstanding at December 31, 2003, grant prices range from \$20.6250 to \$23.0625 and the weighted-average remaining contractual life is 0.8 years.

Stock Options Granted 2001- 2003

Stock options were granted under the plan at the fair market value of the shares on the grant date. The options vest three years after the grant date and expire in ten years if not exercised. Exercise prices range from \$24.90 to \$27.73 and the weighted average remaining contractual life is 7.9 years.

In accordance with the provision of SFAS NO. 123, Great Plains Energy recognized an immaterial amount of compensation expense in 2003. Under the provisions of APB Opinion 25, no compensation expense was recognized in 2002 and 2001 because the option exercise price was equal to the market price of the underlying stock on the date of grant.

The fair value for the stock options granted in 2001 - 2003 was estimated at the date of grant using the Black-Scholes option-pricing model. The weighted-average assumptions used are in the following table:

	2003	2002	2001
Risk-free interest rate	4.77 %	4.57 %	5.53 %
Dividend Yield	6.88 %	7.68 %	6.37 %
Stock volatility	22.650 %	27.503 %	25.879 %
Expected option life (in years)	10	10	10

The option valuation model requires the input of highly subjective assumptions, primarily stock price volatility, changes in which can materially affect the fair value estimate.

All stock option activity for the last three years is summarized below:

	2003		2002		2001	
	Shares	Price*	Shares	Price*	Shares	Price*
Outstanding at January 1	397,000	\$ 25.21	250,375	\$ 25.14	88,500	\$ 23.57
Granted	27,898	27.73	181,000	24.90	193,000	25.56
Exercised	(16,000)	26.19	(34,375)	23.00	(31,125)	23.27
Forfeited	(167,000)	25.26	-	-	-	-
Outstanding at December 31	241,898	\$ 25.41	397,000	\$ 25.21	250,375	\$ 23.57
Exercisable as of December 31	7,000	\$ 21.67	23,000	\$ 24.81	57,375	\$ 23.73

* weighted-average price

Performance Shares

Performance shares granted in 2003 totaled 20,744. The issuance of performance shares is contingent upon achievement, over a three-year period, of company performance goals as compared to a peer group of utilities. Performance shares have a value equal to the fair market value of

the shares on the grant date with accruing dividends. In accordance with the provisions of SFAS No. 123, compensation expense is recognized over the vesting period. Great Plains Energy recognized compensation expense of \$0.4 million in 2003.

During 2003, all 144,500 performance shares granted in 2001 were canceled. No compensation expense had been recorded related to these performance shares.

Restricted Stock

Restricted shares have a value equal to the fair market value of the shares on the grant date. Restricted stock shares granted in 2003 totaled 120,196. There is a restriction as to transfer until December 31, 2004, on 54,436 of the restricted shares. In accordance with the provisions of SFAS No. 123, restricted stock shares totaling 57,315 are considered 100% vested. Restricted stock shares totaling 62,881 vest on a graded schedule over a three year period with accruing reinvested dividends. Great Plains Energy recognized compensation expense of \$1.8 million in 2003.

Certain Relationships and Related Transactions

Great Plains Energy through its affiliates holds an 89% indirect ownership position in Strategic Energy, L.L.C. (Strategic Energy). SE Holdings, L.L.C. (SE Holdings) owns the remaining 11% indirect ownership position in Strategic Energy. Richard M. Zomnir, President and Chief Executive Officer of Strategic Energy, and certain other employees of Strategic Energy hold direct or indirect interests in SE Holdings.

SE Holdings has a put option to sell all or part of its 11% interest in Strategic Energy (Put Interest) at any time within the 90 days following January 31, 2004 at fair market value. On February 9, 2004, a letter agreement was entered into setting forth a procedure for determining the fair market value of the Put Interest (Letter Agreement). The Letter Agreement provides for SE Holdings to exercise its put option with respect to all but one unit (0.00001% of issued and outstanding units) of each of its respective series of ownership interest.

The Letter Agreement further provides that Mr. Zomnir will remain with the company through the closing of the transaction anticipated for mid-April subject to obtaining all necessary regulatory approvals. Upon the consummation of the transaction, Mr. Zomnir will resign.

(c) The contracts and transactions of directors and executive officers of system companies with system companies.

The information set forth in Item 6(a) in the section titled "Employment Arrangement with Mr. Chesser", and Item 6(b) in the section titled "Certain Relationships and Related Transactions" is incorporated herein by reference.

The Employment Agreement between Strategic Energy, L.L.C. and Richard M. Zomnir dated June 13, 2002 (Exhibit 10.1.h to Great Plains Energy's Form 10-K for the year ended December 31, 2002) is incorporated herein by reference.

The Agreement and Release dated November 10, 2003, between Great Plains Energy Incorporated and Bernard J. Beaudoin (Exhibit 10.1.k to Great Plains Energy's Form 10-K for the year ended December 31, 2003) is incorporated herein by reference.

Great Plains Energy Severance Agreements

Great Plains Energy has severance agreements ("Severance Agreements") with certain of its executive officers, including the named executives with the exception of Mr. Zomnir, to ensure their continued service and dedication to and their objectivity in considering on behalf of Great Plains Energy any transaction that would change the control of the Company. Under the Severance Agreements, an executive officer would be entitled to receive a lump-sum cash payment and certain insurance benefits during the three-year period after a Change in Control (or, if later, the three-year period following the consummation of a transaction approved by Great Plains Energy's shareholders constituting a Change in Control) if the officer's employment was terminated by:

- * Great Plains Energy other than for cause or upon death or disability;

- * the executive officer for "Good Reason" (as defined in the Severance Agreements); and
- * the executive officer for any reason during a 30-day period commencing one year after the Change in Control or, if later, commencing one year following consummation of a transaction approved by Great Plains Energy's shareholders constituting a change in control (a "Qualifying Termination").

A Change in Control is defined as:

- * an acquisition by a person or group of 20% or more of the Great Plains Energy common stock (other than an acquisition from or by Great Plains Energy or by a Great Plains Energy benefit plan);
- * a change in a majority of the Board; and
- * approval by the shareholders of a reorganization, merger or consolidation (unless shareholders receive 60% or more of the stock of the surviving Company) or a liquidation, dissolution or sale of substantially all of Great Plains Energy's assets.

Upon a Qualifying Termination, Great Plains Energy must make a lump-sum cash payment to the executive officer of:

- * the officer's base salary through the date of termination;
- * a pro-rated bonus based upon the average of the bonuses paid to the officer for the last five fiscal years;
- * any accrued vacation pay;
- * two or three times the officer's highest base salary during the prior 12 months;
- * two or three times the average of the bonuses paid to the officer for the last five fiscal years;
- * the actuarial equivalent of the excess of the officer's accrued pension benefits including supplemental retirement benefits computed without reduction for early retirement and including two or three additional years of benefit accrual service, over the officer's vested accrued pension benefits; and
- * the value of any unvested Great Plains Energy contributions for the benefit of the officer under the Great Plains Energy Employee Savings Plus Plan.

In addition, Great Plains Energy must offer health, disability and life insurance plan coverage to the officer and his dependents on the same terms and conditions that existed immediately prior to the Qualifying Termination for two or three years, or, if earlier, until the executive officer is covered by equivalent plan benefits. Great Plains Energy must make certain "gross-up" payments regarding tax obligations relating to payments under the Severance Agreements as well as provide reimbursement of certain expenses relating to possible disputes that might arise.

Payments and other benefits under the Severance Agreements are in addition to balances due under the Great Plains Energy Long-Term Incentive Plan and Annual Incentive Plan. Upon a Change in Control (as defined in the Great Plains Energy Long-Term Incentive Plan), all stock options granted in tandem with limited stock appreciation rights will be automatically exercised.

The Restated Severance Agreement dated January 2000 with certain executive officers (Exhibit 10-e to KCP&L's Form 10-K for the year ended December 31, 2000) is incorporated herein by reference.

The Conforming Amendment to Severance Agreements with certain executive officers (Exhibit 10.1.b to Great Plains Energy's Form 10-Q for the period ended March 31, 2003) is incorporated herein by reference.

(d) The indebtedness of directors and executive officers of system companies to system companies.

There is no such information disclosed in the most recent proxy statement and annual report on Form 10-K.

(e) The participation of directors and executive officers of system companies in bonus and profit-sharing arrangements and other benefits.

The information set forth in the tables titled "Summary Compensation Table", "Option/SAR Grants in Last Fiscal Year", "Long-Term Incentive Plans - Awards in Last Fiscal Year" and "Aggregated Option/SAR Exercises in the Last Fiscal Year and Fiscal Year-end Option/SAR Values" and in the sections titled "Compensation Committee Report on Executive Compensation" in Item 6(a) is incorporated herein by reference.

The information set forth in the sections titled "Equity Compensation Plan" and "Stock Options" in Item 6(b) is incorporated herein by reference.

The information set forth in the section titled "Great Plains Energy Severance Agreements" in Item 6(c) is incorporated herein by reference.

(f) The rights of directors and executive officers of system companies to indemnity.

The Indemnification Agreement with each officer and director (Exhibit 10-F to KCP&L's Form 10-K for the year ended December 31, 1995) is incorporated herein by reference.

The Conforming Amendment to Indemnification Agreement with each officer and director (Exhibit 10.1.a to Great Plains Energy's Form 10-Q for the period ended March 31, 2003) is incorporated herein by reference.

ITEM 7. CONTRIBUTION AND PUBLIC RELATIONS

(1) Kansas City Power & Light Company has established a political action committee and has incurred, in accordance with the provisions of the Federal Election Campaign Act, certain costs for the administration of such committees.

(2) Expenditures, disbursements, or payments, in money, goods or services, directly or indirectly to or for the account of any citizens group, or public relations counsel were as follows during 2003:

Name of Company	Name of Recipient Beneficiary	Purpose	Account Charged	Amount (thousands)
Kansas City Power & Light Company	Heart of America United Way	Community activity	A&G Expense	\$ 191
Kansas City Power & Light Company	Full Employment Council (NAP)	Community activity	A&G Expense	\$ 150
Kansas City Power & Light Company	Bridging the Gap	Community activity	A&G Expense	\$ 43
Kansas City Power & Light Company	Kansas City Harmony	Community activity	A&G Expense	\$ 50
Kansas City Power & Light Company	YMCA of Greater Kansas City	Community activity	A&G Expense	\$ 50
Kansas City Power & Light Company	Kansas City Public Library	Community activity	A&G Expense	\$ 30
Kansas City Power & Light Company	Bridging the Gap	Community activity	A&G Expense	\$ 25
Kansas City Power & Light Company	Charter School Partnership Fund	Community activity	A&G Expense	\$ 25
Kansas City Power & Light Company	Downtown Kansas City Bridge Lighting Fund	Community activity	A&G Expense	\$ 25
Kansas City Power & Light Company	Friends of the Zoo	Community activity	A&G Expense	\$ 25
Kansas City Power & Light Company	Initiative for a Competitive Inner City-Kansas City	Community activity	A&G Expense	\$ 25

Name of Company	Name of Recipient Beneficiary	Purpose	Account Charged	Amount (thousands)
Kansas City Power & Light Company	Friends of the Zoo	Community activity	A&G Expense	\$ 20
Kansas City Power & Light Company	Boy Scouts of America-Heart of America	Community activity	A&G Expense	\$ 15

Kansas City Power & Light Company	Powell Gardens	Community activity	A&G Expense	\$	15
Kansas City Power & Light Company	American Red Cross	Community Activity	A&G Expense	\$	10
Kansas City Power & Light Company	Kansas City Consensus	Community activity	A&G Expense	\$	10
Kansas City Power & Light Company	Kansas City Harmony	Community activity	A&G Expense	\$	10
Kansas City Power & Light Company	KU Endowment	Donation	A&G Expense	\$	10
Kansas City Power & Light Company	University of Missouri - Kansas City	Donation	A&G Expense	\$	10
Kansas City Power & Light Company	Less than \$10,000 -246 beneficiaries	Community activities & Donations		\$	431
			A&G Expense		
Worry Free Service, Inc.	Less than \$10,000 -2 beneficiaries	Donation	A&G Expense	\$	4
Wolf Creek Nuclear Operating Corporation	Less than \$10,000 -1 beneficiary (contribution of \$14)	Government relations	Income deductions	\$	-
Strategic Energy, L.L.C.	Homeless Children's Foundation	Donation	A&G Expense	\$	25
Strategic Energy, L.L.C.	Crossroads Foundation	Donation	A&G Expense	\$	50
Strategic Energy, L.L.C.	Less than \$10,000 - 8 beneficiaries	Donation	A&G Expense	\$	13

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

Part I. Contracts for services, including engineering or construction services, or goods supplied or sold between System companies during 2003 are as follows:

Transaction	Serving Company	Receiving Company	Compensation (thousands)
Corporate services	Kansas City Power & Light Company	Great Plains Energy Incorporated (Note 1)	\$ 1,191
Misc. services & materials	Kansas City Power & Light Company	Great Plains Energy Incorporated (Note 1)	\$ 213
Corporate services	Kansas City Power & Light Company	Great Plains Power Incorporated (Note 1)	\$ 111
Misc. services & materials	Kansas City Power & Light Company	Great Plains Power Incorporated (Note 1)	\$ 90
Corporate services	Kansas City Power & Light Company	Innovative Energy Consultants Inc. (Note 1)	\$ 3
Corporate services	Kansas City Power & Light Company	Strategic Energy, L.L.C (Note 1)	\$ 13
Misc. services & materials	Kansas City Power & Light Company	Great Plains Energy Services Incorporated (Note 4)	\$ 5,211
Corporate services	Kansas City Power & Light Company	Home Service Solutions Inc. (Note 2)	\$ 131
Misc. services & materials	Kansas City Power & Light Company	Home Service Solutions Inc. (Note 2)	\$ 9
Corporate services	Kansas City Power & Light Company	Worry Free Service, Inc. (Note 2)	\$ 83
Misc. services & materials	Kansas City Power & Light Company	Worry Free Service, Inc. (Note 2)	\$ 34
Corporate services	Kansas City Power & Light Company	KLT Inc. (Note 3)	\$ 1,370
Misc. services & materials	Wolf Creek Nuclear Operating Corporation	Kansas City Power & Light Company (Note 6)	\$ 102,230
Construction & maintenance management	Custom Energy, L.L.C	Custom Energy / M&E Sales, L.L.C.	\$ 281
Space rental	KLT Telecom	Digital Teleport (Note 5)	\$ 25
Communication services	Digital Teleport	KLT Telecom (Note 5)	\$ 5
Investment management	KLT Telecom	Digital Teleport (Note 5)	\$ 10
Operational and administrative services (Note 5)	KLT Gas Inc.	Subsidiaries of KLT Gas Inc.	\$ -

Note 1: Provided under informal arrangements during first quarter 2003. Provision of goods and services were authorized by Commission order (HCAR 27436).

Note 2: Provided under contracts dated September 4, 1998, in effect as of December 31, 2003.

Note 3: Provided during first quarter 2003 under contracts dated February 18, 1993 and August 6, 2001, in effect as of December 31, 2003. (HCAR 27436).

Note 4: Use of assets and facilities provided by Kansas City Power & Light Company to Great Plains Energy Services Incorporated pursuant to a facilities use agreement dated as of April 1, 2003, and in effect as of December 31, 2003. Provision of such services was authorized by the Commission in File No. 70-10064 (HCAR 27662).

Note 5: Provided under informal arrangements.

Note 6: Under an agreement dated April 14, 1986, Wolf Creek Nuclear Operating Corporation ("WCNOC") operates solely as agent for the owners of the Wolf Creek Generating Station, including Kansas City Power & Light Company ("KCP&L"). KCP&L directly pays for its 47% share of the costs to operate, maintain, and repair the Station by transferring funds to a joint bank account held by the owners of the Station. WCNOC, as agent for the owners, disburses funds from the account to pay its employees and invoices from third parties. During 2003, KCP&L transferred \$102.2 million to the joint bank account. The April 14, 1986 agreement was in effect as of December 31, 2003.

Part II. There were no contracts to purchase services or goods during 2003 from any affiliate (other than a System company) or from a company in which any officer or director of the receiving company is a partner or owns 5 percent of more of any class of equity securities.

Part III. The System companies did not employ in 2003 any other person for the performance on a continuing basis of management, supervisory or financial advisory services.

The System companies in 2003 did not employ any other person for the performance on a continuing basis of management, supervisory or financial advisory services. Great Plains Energy entered into an agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch") as of January 1, 2004, for services regarding financial advisory and investment banking services. The compensation for certain specified transactions will be based on fees paid to major investment banks for similar transactions in similar circumstances. Great Plains Energy will reimburse reasonable out-of-pocket expenses incurred in connection with Merrill Lynch activities under the agreement.

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

Neither Great Plains Energy Incorporated or any its subsidiaries held any interest in an exempt wholesale generator or a foreign utility company during 2003.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Consolidated Financial Statements and Notes 1 through 22 to the Consolidated Financial Statements are incorporated herein by reference, in Exhibit A-1, from the combined Annual Report of Great Plains Energy Incorporated and Kansas City Power & Light Company on Form 10-K/A for the year ended December 31, 2003.

The financial statements of inactive subsidiaries, and of subsidiaries which cannot be obtained are omitted.

By permission of the Staff of the Commission, consolidating cash flows are not presented for the following companies. These companies are included in the consolidated cash flows of Home Service Solutions, Inc., (located in Exhibit F-2).

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Worry Free Service, Inc.	R.S. Andrews Enterprises, Inc.
RSA Services Termite & Pest Control, Inc.	R.S. Andrews Enterprises of Kansas, Inc.
R.S. Andrews Enterprises of Tennessee, Inc.	R.S. Andrews of Stuart II, Inc.
R.S. Andrews Enterprises of Charleston, Inc.	R.S. Andrews of Chattanooga, Inc.
R.S. Andrews of Maryland, Inc.	R.S. Andrews Enterprises of South Carolina, Inc.
R.S. Andrews of Wilmington, Inc.	R.S. Andrews of Alabama, Inc.
R.S. Andrews Enterprises of Columbus, Inc.	Premier Service Systems, Inc.
R.S. Andrews of Fairfax, Inc.	R.S. Andrews of Tidewater, Inc.
R.S. Andrews Enterprises of Dallas, Inc.	R.S. Andrews Services, Inc.

By permission of the Staff of the Commission, consolidating cash flows are not presented for the following companies. These companies are included in the consolidated cash flows of KLT Inc., (located in Exhibit F-2).

KLT Investments Inc.	KLT Investments II Inc.
KLT Energy Services Inc.	Custom Energy Holdings, L.L.C.
Strategic Energy, L.L.C.	KLT Gas Inc.
Apache Canyon Gas, L.L.C.	FAR Gas Acquisitions Corporation
Forest City, LLC	Forest City Gathering, LLC
KLT Gas Operating Company	Patrick KLT Gas, LLC
KLT Telecom Inc.	Advanced Measurement Solutions, Inc.
Copier Solutions, LLC	Municipal Solutions, L.L.C.
Telemetry Solutions, L.L.C.	eChannel, Inc.
Globalutilityexchange.com, LLC	DTI Holdings, Inc.
Digital Teleport, Inc.	Digital Teleport Nationwide, LLC
Digital Teleport of Virginia, Inc.	

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FINANCIAL STATEMENTS

F-1 The consent of the independent accountants as to the incorporation by reference of their reports on the consolidated financial statements and the footnotes of Great Plains Energy Incorporated and Subsidiaries, and Kansas City Power & Light Company and Subsidiaries, for the year ended December 31, 2003.

F-2 Consolidating Financial Statements of Great Plains Energy Incorporated for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).

F-3 Consolidating Financial Statements of Home Service Solutions Inc. for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).

F-4 Consolidating Financial Statements of KLT Inc. for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).

F-5 Consolidating Financial Statements of KLT Energy Services Inc. for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).

F-6 Consolidating Financial Statements of KLT Gas Inc. for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).

F-7 Financial Statements of Kansas City Power & Light Receivables Company for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).

F-8 Statement of Owners' Assets and Statement of Expenses of Wolf Creek Nuclear Operating Corporation for the year ended December 31, 2003.

F-9 Classified plant accounts and related depreciation and amortization reserve schedules included in the FERC Form No.1 of Kansas City Power & Light Company.

F-10 Classified plant accounts and related depreciation and amortization reserve schedules included in the Electric Utility Annual Report submitted to the Kansas Commission by Wolf Creek Nuclear Operating Corporation.

F-11 The chart of accounts of KLT Inc. and its subsidiaries as of December 31, 2003 (pursuant to Rule 26 (b)).

EXHIBITS

Copies of the documents listed below which are identified with an asterisk (*) have heretofore been filed with the SEC and are incorporated herein by reference and made a part hereof. Exhibits not so identified are filed herewith unless otherwise stated.

Exhibit Designation	Description of Exhibit
A-1*	Combined Annual Reports of Great Plains Energy Incorporated and of Kansas City Power & Light Company on Form 10-K, as amended by Amendment No. 1 on Form 10-K/A for the year ended December 31, 2003. (File Nos. 001-00707 and 000-33207)
B-1*	Articles of Incorporation of Great Plains Energy Incorporated dated March 13, 2001 (Exhibit 3.i to Form 8-K filed October 1, 2001, File No. 000-33207)
B-2*	Bylaws of Great Plains Energy Incorporated as amended and in effect on September 16, 2003 (Exhibit 3.1 to Form 10-Q for quarter ended September 30, 2003, File Nos. 001-00707 and 000-33207)
B-3*	Articles of Incorporation of Innovative Energy Consultants, Inc. dated June 21, 2002 (Exhibit B-3 to Form U5S for the year ended December 31, 2002)
B-4	Amended and Restated Bylaws of Innovative Energy Consultants, Inc. dated October 14, 2003
B-5*	Restated Articles of Consolidation of Kansas City Power & Light Company, as amended October 1, 2001 (Exhibit 3-(i) to Form 10-Q for quarter ended September 30, 2001, File No. 001-00707)
B-6*	Bylaws of Kansas City Power & Light Company, as amended and in effect on September 16, 2003 (Exhibit 3.2 to Form 10-Q for the quarter ended September 30, 2003, File Nos. 001-00707 and 000-33207)
B-7*	Amended Articles Accepting Close Corporation dated July 9, 2002 of Great Plains Power Incorporated (Exhibit B-7 to Form U5S for the year ended December 31, 2002)
B-8	Amended and Restated Bylaws dated October 14, 2003 of Great Plains Power Incorporated
B-9*	Articles of Incorporation as amended February 4, 2000 of Kansas City Power & Light Receivables Company (Exhibit B-7 to Form U5S/A for the year ended December 31, 2001)
B-10	Amended and Restated Bylaws of Kansas City Power & Light Receivables Company dated November 13, 2003
B-11*	Amended and Restated Certificate of Incorporation dated December 30, 1993 of Wolf Creek Nuclear Operating Corporation (Exhibit B-9 to Form U5S/A for the year ended December 31, 2001)
B-12*	Bylaws as amended December 1, 1993 of Wolf Creek Nuclear Operating Corporation (Exhibit B-10 to Form U5S/A for the year ended December 31, 2001)
B-13*	Certificate of Amendment to Articles of Incorporation of Home Service Solutions Inc. (Exhibit B-11 to Form U5S/A for the year ended December 31, 2001)

Exhibit Designation	Description of Exhibit
B-14*	Bylaws dated May 7, 1998 of Home Service Solutions, Inc. (Exhibit B-12 to Form U5S/A for the year ended December 31, 2001)
B-15*	Certificate of Amendment to Articles of Incorporation of Worry Free Service, Inc. (Exhibit B-13 to Form U5S/A for the year ended December 31, 2001)
B-16*	Bylaws dated January 29, 1997 of Worry Free Service, Inc. (Exhibit B-14 to Form U5S/A for the year ended December 31, 2001)
B-17*	Articles of Incorporation, with amendments, of KLT Inc. (Exhibit B-83 to Form U5S/A for the year ended December 31, 2001)
B-18	Bylaws of KLT Inc., as amended through September 16, 2003
B-19*	Amended Articles Accepting Close Corporation Law dated May 22, 2000 of KLT Investments Inc. (Exhibit B-85 to Form U5S/A for the year ended December 31, 2001)
B-20	Amended and Restated Bylaws of KLT Investments Inc. dated October 31, 2003
B-21*	Amended Articles Accepting Close Corporation Law dated May 31, 2000 of KLT Investments II Inc. (Exhibit B-87 to Form U5S/A for the year ended December 31, 2001)
B-22	Amended and Restated Bylaws of KLT Investments II Inc. dated October 31, 2003
B-23*	Amended Articles Accepting Close Corporation Law dated May 19, 2000 of KLT Energy Services Inc. (Exhibit B-91 to Form U5S/A for the year ended December 31, 2001)
B-24	Bylaws of KLT Energy Services Inc., as amended through October 31, 2003
B-25*	Certification of Formation, with amendments, of Custom Energy Holdings, LLC (Exhibit B-93 to Form U5S/A for the year ended December 31, 2001)
B-26*	Second Amended and Restated Limited Liability Company Agreement dated July 26, 2002 of Custom Energy Holdings, LLC (Exhibit B-53 to Form U5S for the year ended December 31, 2002)
B-27*	Amendment No. 1 dated March 25, 2003 to the Second Amended and Restated Limited Liability Agreement of Custom Energy Holdings, LLC (Exhibit B-54 to Form U5S for the year ended December 31, 2002)
B-28*	Certificate of Formation dated September 24, 1998 of Strategic Energy, LLC (Exhibit B-95 to Form U5S/A for the year ended December 31, 2001)
B-29*	Amended and Restated Limited Liability Company Agreement of Strategic Energy, LLC (Exhibit B-96 to Form U5S/A for the year ended December 31, 2001)
B-30	Amendment No. 1 dated April 27, 2001 to the Amended and Restated Limited Liability Company Agreement of Strategic Energy, L.L.C.
B-31*	Amendment No. 2 dated March 25, 2003 to the Amended and Restated Limited Liability Company Agreement of Strategic Energy, LLC (Exhibit B-57 to Form U5S for the year ended December 31, 2002)

Exhibit Designation	Description of Exhibit
B-32*	Amended Articles Accepting Close Corporation Law dated May 31, 2000 of KLT Gas Inc. (Exhibit B-97 to Form U5S/A for the year ended December 31, 2001)
B-33	Amended and Restated Bylaws of KLT Gas Inc. dated October 31, 2003
B-34*	

Certificate of Formation dated December 19, 1995 of Apache Canyon Gas, LLC (Exhibit B-99 to Form U5S/A for the year ended December 31, 2001)

- B-35 Second Amended and Restated Operating Agreement dated October 31, 2003 of Apache Canyon Gas, LLC
- B-36* Articles of Incorporation, with amendments, of Far Gas Acquisition Corporation (Exhibit B-101 to Form U5S/A for the year ended December 31, 2001)
- B-37 Amended and Restated Bylaws of Far Gas Acquisition Corporation dated February 23, 2004
- B-38* Certificate of Formation dated May 31, 2001 of Forest City, LLC (Exhibit B-103 to Form U5S/A for the year ended December 31, 2001)
- B-39* Limited Liability Company Agreement dated May 31, 2001 of Forest City, LLC (Exhibit B-104 to Form U5S/A for the year ended December 31, 2001)
- B-40* Certificate of Formation of Forest City Gathering, LLC (Exhibit B-105 to Form U5S/A for the year ended December 31, 2001)
- B-41* Limited Liability Company Agreement dated August 3, 2001 of Forest City Gathering, LLC (Exhibit B-106 to Form U5S/A for the year ended December 31, 2001)
- B-42* Articles of Incorporation for a Close Corporation dated May 20, 1999 of KLT Gas Operating Company (Exhibit B-107 to Form U5S/A for the year ended December 31, 2001)
- B-43 Amended and Restated Bylaws of KLT Gas Operating Company dated October 31, 2003
- B-44* Certificate of Limited Liability Company of Patrick KLT Gas, LLC (Exhibit B-109 to Form U5S/A for the year ended December 31, 2001)
- B-45* Members Agreement/Operating Agreement of Patrick KLT Gas, LLC (Exhibit B-110 to Form U5S/A for the year ended December 31, 2001)
- B-46* Amended Articles Accepting Close Corporation Law dated May 19, 2000 of KLT Telecom Inc. (Exhibit B-111 to Form U5S/A for the year ended December 31, 2001)
- B-47 Amended and Restated Bylaws of KLT Telecom Inc. dated October 31, 2003
- B-48* Certificate of Incorporation, with amendments, of Advanced Measurement Solutions, Inc. (Exhibit B-113 to Form U5S/A for the year ended December 31, 2001)
- B-49* Bylaws dated June 5, 1997 of Digital Systems Engineering, Inc. (now known as Advanced Measurement Solutions, Inc.) (Exhibit B-114 to Form U5S/A for the year ended December 31, 2001)

Exhibit Designation	Description of Exhibit
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|-------|--|
| B-50* | Certificate of Organization Limited Liability Company dated May 12, 1998 of Copier Solutions, LLC (Exhibit B-115 to Form U5S/A for the year ended December 31, 2001) |
| B-51* | Operating Agreement dated June 2, 1998 of Copier Solutions, LLC (Exhibit B-116 to Form U5S/A for the year ended December 31, 2001) |
| B-52* | Certificate of Formation, with amendments, of Municipal Solutions, Inc. (Exhibit B-118 to Form U5S/A for the year ended December 31, 2001) |
| B-53* | Limited Liability Company Agreement dated January 9, 1997 of Municipal Solutions, LLC (Exhibit B-119 to Form U5S/A for the year ended December 31, 2001) |
| B-54* | Certificate of Formation, with amendments, of Telemetry Solutions, LLC (Exhibit B-120 to Form U5S/A for the year ended December 31, 2001) |
| B-55* | Limited Liability Company Agreement dated January 9, 1997 of Telemetry Solutions, LLC (Exhibit B-121 to Form U5S/A for the year ended December 31, 2001) |

B-56	Articles of Incorporation of Great Plains Energy Services Incorporated dated April 1, 2003
B-57	Amended and Restated By-Laws of Great Plains Energy Services Incorporated dated October 14, 2003
B-58	Certificate of Trust of KCPL Financing I dated as of December 10, 1996
B-59	Certificate of Trust of KCPL Financing II dated as of December 10, 1996
B-60	Certificate of Trust of KCPL Financing III dated as of December 10, 1996
B-61*	Great Plains Energy Incorporated Long-Term Incentive Plan (Exhibit 10.1.a to Form 10-K for the year ended December 31, 2002, File No. 0-33207)
B-62*	Resolution of Board of Directors Establishing 3.80% Cumulative Preferred Stock (Great Plains Energy Incorporated) (Exhibit 2-R to Registration Statement, Registration No. 2-40239)
B-63*	Resolution of Board of Directors Establishing 4.50% Cumulative Preferred Stock (Great Plains Energy Incorporated) (Exhibit 2-T to Registration Statement, Registration No. 2-40239)
B-64*	Resolution of Board of Directors Establishing 4.20% Cumulative Preferred Stock (Great Plains Energy Incorporated) (Exhibit 2-U to Registration Statement, Registration No. 2-40239)
B-65*	Resolution of Board of Directors Establishing 4.35% Cumulative Preferred Stock (Great Plains Energy Incorporated) (Exhibit 2-V to Registration Statement, Registration No. 2-40239)
C-1*	General Mortgage and Deed of Trust dated as of December 1, 1986, between Kansas City Power & Light Company and UMB Bank, n.a. (formerly United Missouri Bank of Kansas City, N.A.), Trustee (Exhibit 4-bb to Form 10-K for the year ended December 31, 1986, File No. 001-00707)

Exhibit Designation	Description of Exhibit
C-2*	Fourth Supplemental Indenture dated as of February 15, 1992, to Indenture dated as of December 1, 1986 (Exhibit 4-y to Form 10-K for year ended December 31, 1991, File No. 001-00707)
C-3*	Fifth Supplemental Indenture dated as of September 15, 1992, to Indenture dated as of December 1, 1986 (Exhibit 4-a to Form 10-Q for the quarter ended September 30, 1992, File No. 001-00707)
C-4*	Sixth Supplemental Indenture dated as of November 1, 1992, to Indenture dated as of December 1, 1986 (Exhibit 4-z to Registration Statement, Registration No. 33-54196)
C-5*	Seventh Supplemental Indenture dated as of October 1, 1993, to Indenture dated as of December 1, 1986 (Exhibit 4-a to Form 10-Q for the quarter ended September 30, 1993, File No. 001-00707)
C-6*	Eighth Supplemental Indenture dated as of December 1, 1993, to Indenture dated as of December 1, 1986 (Exhibit 4 to Registration Statement, Registration No. 33-51799)
C-7*	Ninth Supplemental Indenture dated as of February 1, 1994, to Indenture dated as of December 1, 1986 (Exhibit 4-h to Form 10-K for year ended December 31, 1993, File No. 001-00707)
C-8*	Indenture for Medium-Term Note Program dated as of February 15, 1992, between Kansas City Power & Light Company and The Bank of New York (Exhibit 4-bb to Registration Statement, Registration No. 33-45736)
C-9*	Indenture for Medium-Term Note Program dated as of November 15, 1992, between Kansas City Power & Light Company and The Bank of New York (Exhibit 4-aa to Registration Statement, Registration No. 33-54196)
C-10*	Amended and Restated Declaration of Trust of Kansas City Power & Light Company

Financing I dated April 15, 1997 (Exhibit 4-a to Form 10-Q for quarter ended March 31, 1997, File No. 001-00707)

- C-11* Indenture dated as of April 1, 1997 between the Company and The First National Bank of Chicago, Trustee (Exhibit 4-b to Form 10-Q for quarter ended March 31, 1997, File No. 001-00707)
- C-12* First Supplemental Indenture dated as of April 1, 1997 to the Indenture dated as of April 1, 1997 between the Company and The First National Bank of Chicago, Trustee (Exhibit 4-c to Form 10-Q for quarter ended March 31, 1997, File No. 001-00707)
- C-13* Preferred Securities Guarantee Agreement dated April 15, 1997 (Exhibit 4-d to Form 10-Q for the period ended March 31, 1997)
- C-14* Indenture for \$150 million aggregate principal amount of 6.50% Senior Notes due November 15, 2011 and \$250 million aggregate principal amount of 7.125% Senior Notes due December 15, 2005 dated as of December 1, 2000, between Kansas City Power & Light Company and The Bank of New York (Exhibit 4-a to Report on Form 8-K dated December 18, 2000)

Exhibit Designation	Description of Exhibit
C-15*	Indenture for \$225 million aggregate principal amount of 6.00% Senior Notes due 2007, Series B, dated March 1, 2002 between The Bank of New York and Kansas City Power & Light Company (Exhibit 4.1.b to Form 10-Q for the period ended March 31, 2002)
C-16*	Amended and Restated Lease dated as of October 12, 2001 between Kansas City Power & Light Company and Wells Fargo Bank Northwest, National Association (Exhibit 10.2.d to Form 10-K for year ended December 31, 2001, File No. 001-00707)
C-17*	Promissory Note dated December 21, 1995, due May 15, 2005, issued by KLT Investments Inc. to the order of NDH Capital Contribution in the face amount of \$2,010,031 (Exhibit C-20 to Form U5S for the year ended December 31, 2002)
C-18*	Promissory Note dated May 1, 1996, due May 15, 2005, issued by KLT Investments Inc. to the order of NDH Capital Contribution in the face amount of \$906,864 (Exhibit C-21 to Form U5S for the year ended December 31, 2002)
C-19*	Promissory Note dated October 1, 1996, due May 15, 2005, issued by KLT Investments Inc. to the order of NDH Capital Contribution in the face amount of \$1,361,428 (Exhibit C-22 to Form U5S for the year ended December 31, 2002)
C-20*	Promissory Note dated March 31, 1999, due October 1, 2006, issued by KLT Investments Inc. to the order of NDH Capital Corporation Inc. in the face amount of \$2,090,419 (Exhibit C-27 to Form U5S/A for the year ended December 31, 2001)
C-21*	Promissory Note dated March 21, 1997, due May 15, 2005, issued by KLT Investments Inc. to the order of NDH Capital Corporation Inc. in the face amount of \$3,563,614 (Exhibit C-32 to Form U5S/A for the year ended December 31, 2001)
C-22*	Promissory Note dated March 21, 1997, due May 15, 2006, issued by KLT Investments Inc. to the order of NDH Capital Corporation Inc. in the face amount of \$6,712,389 (Exhibit C-33 to Form U5S/A for the year ended December 31, 2001)
C-23*	Promissory Note dated January 29, 1998, due May 15, 2006, issued by KLT Investments Inc. to the order of NDH Capital Corporation Inc. in the face amount of \$8,613,347 (Exhibit C-34 to Form U5S/A for the year ended December 31, 2001)
C-24*	Promissory Note dated March 30, 1999, due October 1, 2008, issued by KLT Investments Inc. to the order of NDH Capital Corporation Inc. in the face amount of \$5,547,350 (Exhibit C-35 to Form U5S/A for the year ended December 31, 2001)
C-25*	Promissory Note dated January 29, 1998, due May 15, 2006, issued by KLT Investments Inc. to the order of NDH Capital Corporation Inc. in the face amount of \$1,540,161 (Exhibit C-33 to Form U5S for the year ended December 31, 2002)
C-26*	Amendment Agreement entered into among KLT Investments Inc., Kansas City Power & Light Company, Great Plains Energy Incorporated and John Hancock Life Insurance Company

Exhibit Designation	Description of Exhibit
C-27*	Amendment Agreement entered into among KLT Investments Inc., Kansas City Power & Light Company, Great Plains Energy Incorporated and Community Reinvestment Fund, Inc., made as of October 1, 2001, relating to the promissory note included in Exhibit C-32 (Exhibit C-37 to Form U5S/A for the year ended December 31, 2001)
C-28*	Lease Agreement dated October 1, 1984, between Kansas Gas and Electric Company and Kansas City Power & Light Company, with letter agreement dated April 9, 1991 between Kansas Gas and Electric Company and Kansas City Power & Light Company (Exhibit C-40 to Form U5S/A for the year ended December 31, 2001)
C-29*	Facilities Use Agreement by and between St. Joseph Light & Power Company and Kansas City Power & Light Company for Access by Kansas City Power & Light Company to the Cooper-Fairport-St. Joseph 345 Kilovolt Interconnection, dated March 5, 1990 (Exhibit C-41 to Form U5S/A for the year ended December 31, 2001)
C-30*	Construction and Financing Agreement by and between Associated Electric Cooperative, Inc. and Kansas City Power & Light Company for the Cooper-Fairport-St. Joseph 345 Kilovolt Interconnection, dated March 5, 1990 (Exhibit C-42 to Form U5S/A for the year ended December 31, 2001)
C-31*	Equipment Sublease Agreement among City of Burlington, Kansas and Kansas City Power & Light Company dated as of December 1, 1993 (Exhibit C-48 to Form U5S for the year ended December 31, 2002)
C-32*	Equipment Sublease Agreement among City of LaCygne, Kansas and Kansas City Power & Light Company dated as of February 1, 1994 (Exhibit C-49 to Form U5S for the year ended December 31, 2002)
C-33*	Equipment Sublease Agreement among City of Burlington, Kansas and Kansas City Power & Light Company dated as of August 1, 1998 (Exhibit C-50 to Form U5S for the year ended December 31, 2002)
D-1*	Tax Allocation Agreement among Great Plains Energy Incorporated and subsidiaries, dated as of October 1, 2001 (Exhibit D-1 to Form U5S/A for the year ended December 31, 2001)
D-2*	Amendment to Tax Allocation Agreement among Great Plains Energy Incorporated and subsidiaries, effective as of October 1, 2001 (Exhibit D-2 to Form U5S/A for the year ended December 31, 2001)
D-3*	State Tax Return Addendum to Tax Allocation Agreement among Great Plains Energy Incorporated and Subsidiaries, effective as of October 1, 2001 (Exhibit D-3 to Form U5S for the year ended December 31, 2002)
E-1*	KCP&L Employee Electrical Appliance and Computer Sales Program (Exhibit E-1 to Form U5S/A for the year ended December 31, 2001)
E-2	KCP&L Residential Heating and Cooling Systems Program
E-3	Electric Kansas Supplemental 2003 Annual Report to the State of Kansas State Corporation Commission for the year ending December 31, 2003 of Kansas City Power & Light Company (filed on Form SE)

Exhibit Designation	Description of Exhibit
E-4	Electric Utility Annual Report of Wolf Creek Nuclear Operating Corporation to the State of Kansas State Corporation Commission for the year ending December 31, 2003 (filed on Form SE)

- F-1 Consent of the independent accountants as to the incorporation by reference of their reports on the consolidated financial statements and the footnotes of Great Plains Energy Incorporated and Subsidiaries, and Kansas City Power & Light Company and Subsidiaries, for the year ended December 31, 2003.
- F-2 Consolidating Financial Statements of Great Plains Energy Incorporated for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).
- F-3 Consolidating Financial Statements of Home Service Solutions Inc. for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).
- F-4 Consolidating Financial Statements of KLT Inc. for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).
- F-5 Consolidating Financial Statements of KLT Energy Services Inc. for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).
- F-6 Consolidating Financial Statements of KLT Gas Inc. for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).
- F-7 Financial Statements of Kansas City Power & Light Receivables Company for the year ended December 31, 2003. (Filed pursuant to Rule 104(b)).
- F-8 Statement of Owners' Assets and Statement of Expenses of Wolf Creek Nuclear Operating Corporation for the year ended December 31, 2003.
- F-9 Classified plant accounts and related depreciation and amortization reserve schedules included in the FERC Form No.1 of Kansas City Power & Light Company.
- F-10 Classified plant accounts and related depreciation and amortization reserve schedules included in the FERC Form No.1 of Wolf Creek Nuclear Operating Corporation.
- F-11 Chart of accounts of KLT Inc. and its subsidiaries as of December 31, 2003.

SIGNATURE

Great Plains Energy Incorporated, a registered holding company, has duly caused this annual report for the year ended December 31, 2003, to be signed on its behalf by the undersigned thereunto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

Great Plains Energy Incorporated

/s/Andrea F. Bielsker

Andrea F. Bielsker

Senior Vice President - Finance, Chief Financial
Officer and Treasurer

April 29, 2004

INNOVATIVE ENERGY CONSULTANTS INC.

AMENDED AND RESTATED
BYLAWS

OCTOBER 14, 2003

INNOVATIVE ENERGY CONSULTANTS INC.

AMENDED AND RESTATED
BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the first Tuesday of May in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Certificate of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The Shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Certificate of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the

order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, and shall perform such other duties as may be prescribed by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the shareholders. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Certificate of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a shareholder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

GREAT PLAINS POWER INCORPORATED

AMENDED AND RESTATED BY-LAWS

OCTOBER 14, 2003

GREAT PLAINS POWER INCORPORATED

AMENDED AND RESTATED BY-LAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the first Tuesday of May in each year, if not a legal holiday, and if a legal holiday, then on the first succeeding day which is not a legal holiday, at ten o'clock in the forenoon, for the purpose of electing directors of the Company and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

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Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Articles of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these By-Laws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the by-laws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

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Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Articles of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

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Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders and shall perform such other duties as may be prescribed by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the shareholders. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

Section 2. As soon as practicable after the close of each fiscal year, the shareholders shall cause a report of the business and affairs of the Corporation to be made to the shareholders.

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ARTICLE IX

Waiver of Notice

Whenever by statute or by the Articles of Incorporation or by these By-Laws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a shareholder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal By-Laws of the Corporation at any annual or special meeting of the shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

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KANSAS CITY POWER & LIGHT RECEIVABLES COMPANY

AMENDED AND RESTATED BY-LAWS

NOVEMBER 13, 2003

KANSAS CITY POWER & LIGHT RECEIVABLES COMPANY**BY-LAWS****ARTICLE I
OFFICES**

Section 1. Principal and Registered Office. The Corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the articles of incorporation to any other place in Delaware. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Delaware.

Section 2. Other Offices. The Corporation may also have offices at such other places, both within and without the States of Missouri and Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require to the extent not prohibited by law.

**ARTICLE II
MEETINGS OF SHAREHOLDERS**

Section 1. Location. All meetings of shareholders shall be held at the Corporation's principal office in Kansas City, Missouri, or at such other place either within or without the States of Missouri or Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

Section 2. Annual Meetings. Annual meetings of shareholders shall be held on the date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. At the annual meeting, the shareholders shall elect a Board of Directors by plurality vote, and shall transact any other business as may properly come before the meeting.

Section 3. Notice of Annual Meeting. Written notice of the annual meeting stating the place, day and hour of the meeting shall be given to each shareholder of record entitled to vote at such meeting not less than 10 nor more than 60 days before the date of the meeting.

Section 4. Special Meetings. Special meetings of shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the Chairman or the President, or a majority of the Board of Directors, or upon the written request of shareholders owning not less than 25% of all shares of capital stock of the Corporation issued and outstanding and entitled to vote at such meeting. Such request by the shareholders shall state specifically the purpose or purposes of the proposed meeting.

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Section 5. Notice of Special Meetings. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given to each shareholder entitled to vote at such meeting, not less than 10 nor more than 60 days before the date of the meeting.

Section 6. Business of Special Meetings. Business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

Section 7. Shareholder List. The officer who has charge of the Corporation's stock ledger shall prepare and make at least 10 days before every meeting of shareholders, a complete list of shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each shareholder and the number of shares registered in the name of each shareholder. Such list shall be available for inspection by any shareholder for any purpose germane to the meeting during ordinary business hours for a period of at least 10 days prior to the meeting either at a place within the city where the meeting is to be held which place is specified in the notice of the meeting or at the place where the meeting is to be held. The list of shareholders entitled to vote also shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder who is present. The original stock transfer books shall be the only evidence as to the shareholders entitled to examine the shareholder list or stock transfer book, or to vote at any meeting of shareholders.

Section 8. Quorum. The holders of a majority of the Corporation's shares issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of shareholders for the transaction of business except as otherwise provided by the Delaware General Corporation Law or the Certificate of Incorporation. If, however, such quorum is not present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, written notice of the adjourned meeting shall be given to the shareholders entitled to vote at the meeting. Every meeting of the shareholders may be adjourned from time to time until its business is completed, and except as provided herein or by applicable law, no notice need be given of such adjourned meeting.

Section 9. Action by Shareholders. When a quorum is present at any meeting, the vote of the holders of a majority of the shares having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Delaware General Corporation Law or the Certificate of Incorporation, a different vote is required, in which case, such express provision shall govern and control the decision of such question.

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Section 10. Voting. Each shareholder shall at every meeting of the shareholders be entitled to one vote in person or by proxy for each share having voting power held by such shareholder, except as may otherwise be provided in the Certificate of Incorporation or any Certificate of Designation thereunder.

Section 11. Waiver of Notice. Whenever any notice is required to be given to any shareholder, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Action Without a Shareholders' Meeting. Any action required to be taken at any annual or special meeting of shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares entitled to vote on such matters having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Any such consent shall be delivered to the Corporation at its registered office in the State of Delaware, its principal place of business, or to an officer or agent of the Corporation having custody of the minutes of the proceedings of the shareholders. Any delivery made to the Corporation's registered office of corporate action by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

Section 13. Form of Written Consent. Every written consent by a shareholder or shareholders shall bear the date of signature of each shareholder who signs the consent. No written consent shall be effective with respect to the action referred therein, unless, within 60 days of the earliest date of consent delivered as required by these By-Laws and the Delaware General Corporation Law, written consents signed by a sufficient number of shareholders to take action are delivered to the Corporation by delivery as provided in Section 12 of this Article II.

ARTICLE III BOARD OF DIRECTORS

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Section 1. General, Powers; Number, Tenure and Qualifications. The Corporation's business, properties and affairs shall be managed by its Board of Directors (the "*Board*"), comprised of the number and type of directors determined in the Certificate of Incorporation. Directors shall be elected at each annual meeting of the shareholders, and shall hold office as provided in the Certificate of Incorporation and until their successors are elected and qualified. At all times, at least one member of the Board of Directors shall be an "*Independent Director*" (as defined in Section 9.6.1 of the Certificate of Incorporation and as further provided in Section 5.1 thereof).

Section 2. Vacancies. Vacancies in the Board shall be filled by the affirmative vote of a majority of the remaining directors even though such remaining directors constitute less than a quorum of the Board. A director elected to fill a vacancy shall serve a term as provided in the Certificate of Incorporation. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual or special meeting of shareholders. If there are no directors in office, then the shareholders may hold a special meeting to elect directors, at least one of whom shall be an Independent Director.

Section 3. Location of Meetings. Meetings of the Board, regular or special, shall be held at the Corporation's principal office unless otherwise specified in the notice thereof, in which event the meeting shall be held where specified in the notice, either within or without the States of Missouri or Delaware.

Section 4. Organizational Meetings. The first meeting of each newly-elected Board shall be held on the day and time specified by the Corporation's Board. No notice of such meeting shall be necessary to the newly-elected directors in order to legally constitute the meeting, provided a quorum is present.

Section 5. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine.

Section 6. Special Meetings. Special meetings of the Board may be called by the Chairman or President on 24 hours' personal, telephonic, telegraphic or facsimile notice to each director, or on three days' written notice to each director. Upon the written request of a majority of directors constituting the whole Board, special meetings may be called by the Chairman or President, and appropriate notice given. Any notice or waiver thereof of a special meeting, whether personal, telephonic, telegraphic or written, need not include a statement of the business to be transacted at, nor the purposes of, such special meeting except as expressly required by statute, the Corporation's Certificate of Incorporation or these By-Laws. Meetings of any committee of the Board may be called by the Chairman, the President, or by the chairman of the committee, at any time upon personal, telephonic, telegraphic or written notice to each member of such committee and need not include a statement of the business to be transacted at, nor the purposes of, such special meeting.

Section 7. Meetings by Conference Telephone, etc. Meetings of the Board, and of any committee thereof, may be held by means of a conference telephone or equivalent communication equipment by which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at any such meeting.

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Section 8. Quorum. At all meetings of the Board, a majority of the directors then holding office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may otherwise specifically be provided by statute, the Certificate of Incorporation or these By-Laws. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcements at the meeting, until a quorum shall be present.

Section 9. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting or vote, if a written consent setting forth the action taken is signed by all members of the Board or committee, as the case may be, and such written consent or consents are filed with the minutes of proceedings of the Board or of such committee. Such consents shall have the same effect on a unanimous vote of the Board.

Section 10. Committees. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation. Any such committee, to the extent provided in the resolution or resolutions of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation during intervals between meetings of the Board, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have any power or authority to declare a dividend or distribution from capital or earned surplus, issue shares of the Corporation, amend the Certificate of Incorporation, adopt an agreement of merger or consolidation, recommend to the shareholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommend to the shareholders a dissolution of the Corporation or a revocation thereof, fill vacancies in the Board, or amend these By-Laws, authorize the issuance of stock or adopt a certificate of ownership and merger pursuant to Delaware General Corporation Law, Section 253, or adopt any plan of bankruptcy or reorganization under the United States Bankruptcy Code, as amended (the "*Bankruptcy Code*") or any similar state laws, or otherwise take any action described in Sections 15 or 16 of this Article III or any other action which requires the consent of the Independent Director. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board.

Section 11. Committee Minutes and Reports. Each committee shall keep regular minutes of its meetings and report the same to the Board whenever required or requested.

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Section 12. Compensation. The Board shall have the authority to fix the compensation of directors. The directors may be paid a fixed sum for attendance at each meeting of the Board and/or a stated salary as directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be compensated for attending committee meetings. The Independent Director shall be paid an annual fee of not less than \$2,500.

Section 13. Transactions with Directors, etc. Insofar as not prohibited by applicable law, no contract or other transaction between the Corporation and one or more of its directors or any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at or participates in the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if the contract or transaction is fair and reasonable to the Corporation and if either:

(a) The material facts as to such relationship or interest and as to the contract or transaction are disclosed or are known to the Board or committee which, in good faith, authorizes, approves or ratifies the contract or transaction by the affirmative vote or consent of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or

(b) The material facts as to his relationship or interest and as to such contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote or written consent of the shareholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board or a committee thereof or by the shareholders.

Section 14. Removal of Directors. Any director may be removed from office only for cause, and the Independent Director may only be removed if a successor Independent Director has been designated who is qualified under the Certificate of Incorporation, and who is willing and able to serve as the Independent Director effective immediately upon the removal of such Independent Director.

Section 15. Institution of Insolvency Proceedings. Notwithstanding anything to the contrary contained in the Delaware General Corporation Law, the Certificate of Incorporation or these By-Laws, the unanimous approval of the Board of Directors is required for the filing by the Corporation of a voluntary bankruptcy petition under Section 301

of the Bankruptcy Code, 11 U.S.C. Section 301, or any successor thereto, or consent to the institution of bankruptcy or insolvency proceedings against it, or the filing of a petition or consent to a petition seeking reorganization or relief under any applicable federal or state laws relating to bankruptcy or insolvency, or the consent to the appointment of receiver, liquidation, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property, or the making of any assignment for the benefit of creditors, or, except as required by law, the admittance in writing of its inability to pay its debts generally as they become due, or the taking of any corporate action in furtherance of any such action. To the fullest extent permitted by applicable law, when voting on matters subject to the vote of the Board of Directors, including those matters specified in this Section 15, notwithstanding that the Corporation is not then insolvent, the Independent Director shall take into account the interests of the creditors of the Corporation as well as the interests of the Corporation and its Stockholders.

Section 16. Merger, etc. Notwithstanding anything to the contrary contained in the Delaware General Corporation Law, the Certificate of Incorporation or these By-Laws, the unanimous approval of the Board of Directors including the Independent Director is required for any of the following:

- (a) the filing by the Corporation of a voluntary bankruptcy petition under Section 301 of the Bankruptcy Code, 11 U.S.C. Section 301, or any successor thereto;
- (b) any merger, consolidation or other combination of the Corporation with any other entity, including Kansas City Power & Light Company;
- (c) the sale of any assets of the Corporation except for Permitted Sales;
- (d) the amendment of this Certificate of Incorporation; or
- (e) the establishment of investment guidelines and criteria for investing proceeds from Permitted Financings and Permitted Sales.

ARTICLE IV NOTICES

Section 1. Manner of Giving Notice. Except as otherwise required by law, whenever notice is required to be given to any director or shareholder, such notice requirement can be satisfied by giving written notice by mail, postage prepaid, addressed to such director or shareholder, at his address as it appears on the records of the Corporation, and such notice shall be deemed to be given at the time when the same is deposited in the United States mail. Notice to directors may also be given in person, or by telegram, facsimile or telephone.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any shareholder or director of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE V OFFICERS

Section 1. Officers, Election, Terms. The officers of the Corporation shall be a President, a Treasurer, and a Secretary. The Board may also elect a Chairman of the Board, and one or more Vice Presidents, Assistant Treasurers, Assistant Secretaries and such other officers as the Board may from time to time deem proper. Subject to paragraph 9.6.1 of the Certificate of Incorporation, the Corporation's officers shall be elected annually by the Board at its regular annual organizational meeting to serve for a term of one year and until their respective successors are elected and qualified. If the officers or any of them for any reason should not be elected at the regular annual meeting of the Board, they may be elected at any regular or special meeting of the Board. Any person may hold two or more of the offices in the Corporation except the same person may not serve as President and Secretary (or Assistant Secretary). The Board may in its discretion designate one or more of the Vice Presidents as Executive or Senior Vice Presidents.

Section 2. Duties of the Chairman of the Board. The Chairman of the Board, if one is elected and serving, shall preside at all meetings of the shareholders and Board. He shall have authority to execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation. He shall have power to endorse, when sold, assigned, transferred or otherwise disposed of by the Corporation, all certificates or shares of stock, bonds,

or other securities issued by other corporations, associations, trusts, whether public or private, or by any government agency thereof, and owned or held by the Corporation, and to make, execute and deliver all instruments or assignments of transfer of any of such stocks, bonds or other securities. He may, with the approval of the Board, or shall, at the Board's direction, delegate any or all of such duties to the President.

Section 3. Duties of the President. The President shall be the Corporation's chief executive officer and shall be responsible for all of the operations of the Corporation and shall report to the Board.

The President shall be responsible to the Chairman and to the Board and shall see that all orders and resolutions of the Board are carried into effect. He shall, under the direction of the Board, have general supervision and direction of the other officers, employees and agents of the Corporation and shall see that their duties, as assigned by the Board, are properly performed. He shall designate and assign the duties of the officers under his supervision, with the approval of the Board or at their direction.

The President shall have authority to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation; he shall have power to endorse, when sold, assigned, transferred or otherwise disposed of by the Corporation, all certificates for shares, bonds, or other securities or evidences of indebtedness issued by other corporations, associations, trusts, whether public or private, or by any government or agency thereof, and owned or held by the Corporation and to make, execute and deliver all instruments or assignments or transfers of any such stocks, bonds, or other securities. In the absence of the Chairman of the Board, or in the event a Chairman is not elected, the President shall have authority to do any and all things delegated to the Chairman of the Board by the Board or by any committee of the Board having authority.

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He shall have general authority over the Corporation's business, and if the office of Chairman of the Board is vacant, shall exercise the duties and have the powers of the Chairman of the Board, and shall have such other powers and perform such other duties as the Board may from time to time prescribe.

Section 4. Vice Presidents. The Vice Presidents (in order of the Executive Vice President, Senior Vice President and other Vice Presidents, each class in order of the seniority of its respective members or as designated by resolution of the Board) shall, in the absence or disability of the Chairman and President, perform the duties and exercise the powers of said officers, and shall perform such other duties and exercise such other powers as the Board, the Chairman of the Board or the President may prescribe. One or more Vice Presidents may be designated by the Board as either "*Executive Vice President*" or "*Senior Vice President*."

Section 5. Treasurer. The Treasurer shall be the Corporation's chief financial officer and shall have charge and custody of, and shall be responsible for, all funds and securities of the Corporation, and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected or authorized to be selected by the Board; shall render or cause to be rendered a statement of the condition of the finances of the Corporation at all regular meetings of the Board, and a full financial report at the annual meeting of shareholders, if called upon so to do; shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and, in general, shall perform or cause to be performed all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

Section 6. Assistant Treasurer. The Assistant Treasurers shall perform such duties as from time to time may be assigned to them by the Chairman of the Board, the President, the Treasurer or the Board. At the request of the Treasurer, or in case of his absence or inability to act, any Assistant Treasurer may act in his or her place.

Section 7. Secretary. The Secretary, if present, shall act as secretary at all meetings of the Board and of the shareholders and keep the minutes thereof in a book or books to be provided for that purpose; shall see that all notices required to be given by the Corporation are duly given and served; shall be custodian of the seal of the Corporation and shall affix the seal or cause it or a facsimile thereof to be affixed to all certificates representing shares of the Corporation and to all documents the execution of which on behalf of the Corporation under its seal shall be duly authorized in accordance with the provisions of these By-Laws; shall have charge of the stock records of the Corporation; shall see that all reports, statements and other documents required by law are properly kept and filed; may sign, with any other proper officer of the Corporation thereunto authorized, certificates for shares, securities or evidences of indebtedness of the Corporation; and, in general, shall perform all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board or the Board.

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Section 8. Assistant Secretaries. The Assistant Secretaries shall perform such duties as from time to time may be assigned to them by the Chairman of the Board, the President, the Secretary or the Board. At the request of the Secretary, or in case of his absence or inability to act, any Assistant Secretary may act in his place.

Section 9. Compensation. The salaries of the Corporation's principal officers shall be fixed from time to time by the Board, after taking account of any recommendations by any committee to which the power to advise with respect to salaries is delegated by the Board. The Board may from time to time delegate to any principal officer or any committee power to fix the salaries of other officers, agents, factors and employees. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation or a member of any committee contemplated by these By-Laws.

Section 10. Other Officers. The other officers of the Corporation shall perform such duties and shall exercise such powers as may be prescribed by the Board, or by the Chairman or the President acting under authority delegated them by the Board.

Section 11. Vacancies. Vacancies in office arising from any cause may be filled by action of the Board at any regular or special meeting of the Board.

Section 12. Removal of Officers. The Board may remove any officer from office at any time by a majority vote of the whole Board of Directors.

ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.

Section 1. Contracts, etc., How Executed. The Board may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and if the Board so provides may be delegated by the person so authorized; and, unless so authorized by the Board or these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

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Section 2. Loans. No loan shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name, unless (i) authorized by the Board and the Certificate of Incorporation, and (ii) all necessary consents as are required under the Certificate of Incorporation have been obtained. When so authorized, the Chairman of the Board, the President or a Vice President or the Treasurer may effect loans and advances at any time for the Corporation from any bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances the Chairman of the Board, the President or a Vice President or the Treasurer shall make, execute and deliver, with the counter-signature, unless otherwise authorized by the Board of Directors including the affirmative vote of the Independent Director, of the Secretary or an Assistant Secretary, bonds, debentures, promissory notes or other evidences of indebtedness of the Corporation and, when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by the Corporation and to that end execute and deliver instruments of mortgage or pledge or otherwise transfer such property. Any authority so granted by the Board may be general or confined to specific instances, and if the Board so provides, may be delegated by the person so authorized.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Chairman of the Board, the President or any other officer or officers authorized by the Board shall direct in such banks, trust companies or other depositories as may be selected by the Chairman of the Board, the President or any other officer or officers or agents or agents to whom power in that respect shall have been delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by such officer or officers or agent or agents as shall be determined by the Chairman of the Board, the President or any other officer or officers designated by the Board.

Section 5. General and Special Bank Accounts. The Board or the Chairman of the Board, the President or any other officer or officers designated by the Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as may be selected by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient.

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ARTICLE VII SHARES

Section 1. Certificates for Shares. Every holder of shares shall be entitled to have a certificate, in such form as the Board shall prescribe, certifying the number and class of Corporation shares owned by him. Each such certificate shall be signed in the name of the Corporation by the Chairman or Vice Chairman of the Board, the President or a Vice President, and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary. The signature of any such officer may be a facsimile. In case any officer, transfer agent or registrar who has signed, or whose facsimile signature has been placed upon, any such certificate shall cease to be such officer, transfer agent or registrar, before such certificate shall have been issued by the Corporation, such certificate may nevertheless be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue. A record shall be kept of the respective names of the persons, firms or corporations owning the shares represented by certificates, respectively, and the respective dates thereof, and, in case of cancellation, the respective dates of cancellation. Every certificate surrendered to the Corporation for exchange or transfer shall be cancelled, and a new certificate or certificates shall not be issued in exchange for any existing certificates until such existing certificate shall have been so cancelled, except in cases otherwise provided for in this Article VII.

Section 2. Transfer of Shares. Each transfer of Corporation shares shall be made only on the books of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, or with a transfer agent appointed as provided in this Article VII, upon the payment of any taxes thereon and the surrender of the certificate or certificates for such shares properly endorsed and in good delivery form. The person in whose name Corporation shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation; provided that whenever any transfer of shares shall be made for collateral security and not absolutely, such fact, if known to the Corporation or to any such transfer agent, shall be so expressed in the entry of transfer if requested by both the transferor and transferee.

Section 3. Regulations. The Board may make such rules and regulations as it may deem expedient, not inconsistent with these By-Laws, concerning the issue, transfer and registration of certificates for Corporation shares. It may appoint, or authorize the Chairman or President to appoint, one or more transfer agents and one or more registrars, and may require all certificates for shares of the Corporation to bear the signature or signatures of any such transfer agents or registrars.

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Section 4. Date for Determining Shareholders of Record.

(a) In order that the Corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect to any change, conversion or exchange of shares or for the purpose of any other lawful action, the Board may fix in advance, a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which shall not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board, the record date shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of such meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

(b) If no record date has been fixed by the Board, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required under the Delaware General Corporation Law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered or principal office. Delivery to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Section 5. Lost, Destroyed and Mutilated Certificates. The holder of any Corporation shares or other securities shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate(s) therefor, and the Board may, in its discretion, and after the expiration of such period of time as it may determine to be advisable, cause to be issued to him a new certificate or certificates for shares, upon the surrender of the mutilated certificate, or in case of loss or destruction of the certificate, upon proof satisfactory to the Board of such loss or destruction, and the Board or its delegee may, in its discretion, require the owner of the lost, destroyed or mutilated certificate, or his legal representatives, to give the Corporation a bond, in such sum and with such surety or sureties as it may direct, or to indemnify the Corporation against any claim that may be made against it on account of the alleged loss, destruction or mutilation of any such certificate or the issuance of such new certificate.

Section 6. Examination of Books by Shareholders or Bondholders. The Board shall, subject to any applicable statutes, have the power to determine, from time to time, whether and to what extent and at what times and

places and under what conditions and regulations the accounts and books and documents of the Corporation, or any of them, shall be open to the inspection of the shareholders or bondholders; and no shareholder or bondholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by any such statute, unless and until authorized so to do by resolution of the Board or of the shareholders of the Corporation.

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ARTICLE VIII WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these By-Laws or by statute, the person entitled thereto may in person, or in the case of a shareholder by his attorney thereunto duly authorized, waive such notice in writing (including, telegraph, cable, radio or wireless), whether before or after the meeting, or other matter in respect of which such notice is to be given, and in such event such notice, and any action to be taken after such notice or after the lapse of a prescribed period of time, may be taken without such notice and without the lapse of any period of time.

ARTICLE IX BUSINESS COMBINATIONS

The Corporation expressly elects not to be governed by Section 203 of the Delaware General Corporation Law. Any "business combination" as defined in such Section 203 shall be governed by the Corporation's Certificate of Incorporation and by these By-Laws, without giving effect to said Section 203. This Article IX shall not be amended, altered or repealed except as provided by law, and by the Corporation's Certificate of Incorporation and these By-Laws.

ARTICLE X SEAL

The seal of the Corporation shall be in the form of a circle and shall bear the word "Delaware", and may also bear the name of the Corporation and the year of its incorporation. It need not be affixed to contracts and other agreements to which the Corporation is a party for such contracts and agreements to be binding.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each year.

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ARTICLE XII AMENDMENTS

These By-Laws (including, without limitation, this Article XII) may be altered, amended or repealed or new By-Laws may be adopted by (i) the Board solely in the manner prescribed in the Corporation's Certificate of Incorporation, or by (ii) the Corporation's shareholders only upon the favorable vote of a majority of the voting shares and only at an annual or special meeting of shareholders where the notice of such meeting specifically described such action and contains a copy of the proposed alteration, amendment, or new By-Laws. The foregoing notwithstanding, Sections 1, 2, 10, 12, 14, 15 and 16 of Article III and Section 2 of Article VI, and the last sentence of this Article XII may not be altered, amended or repealed without the unanimous vote of the Board of Directors, including the affirmative vote of the Independent Director.

/s/Jacquetta L. Hartman
Secretary

KLT INC.

BYLAWS

AS AMENDED SEPTEMBER 16, 2003

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KLT INC.

BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the Board of Directors, but if the Board of Directors shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the first Tuesday of May in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the Chairman of the Board, by the President, by the Board of Directors, or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

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Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Articles of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

In all elections for directors, each shareholder shall be entitled to one vote for each share owned by him or her, and each shareholder may cast the whole number of votes, either in person or by proxy, for one candidate, or distribute them among two or more candidates. There shall be no cumulative voting.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the board of directors of such corporation may determine.

Section 10. The Chairman of the Board, or in his absence the President of the Corporation, shall convene all meetings of the shareholders and shall act as chairman thereof. The Board of Directors may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the Chairman of the Board and the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Articles of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

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ARTICLE III

Board of Directors

Section 1. The property, business and affairs of the Corporation shall be managed and controlled by a Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 2. The Board of Directors shall consist of eleven directors who shall be elected at the annual meeting of the shareholders. Each director shall be elected to serve until the next annual meeting of the shareholders and until his successor shall be elected and qualified. Directors need not be shareholders.

Section 3. In case of the death or resignation of one or more of the directors of the Corporation, a majority of the remaining directors, though less than a quorum, may fill the vacancy or vacancies until the successor or successors are elected at a meeting of the shareholders. A director may resign at any time and the acceptance of his resignation shall not be required in order to make it effective.

Section 4. The Board of Directors may hold its meetings either within or without the State of Missouri at such place as shall be specified in the notice of such meeting, and members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar conversations whereby all persons participating in the meeting can hear each other and participating in a meeting in this manner shall constitute presence in person at the meeting.

Section 5. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors by resolution shall from time to time determine. The Secretary shall give at least three days' notice of the time and place of each such meeting to each director in the manner provided in Section 9 of this Article III. The notice need not specify the business to be transacted.

Section 6. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board, the President or two members of the Board and shall be held at such place as shall be specified in the notice of such meeting. The Secretary shall give not less than three days' notice of the time, place and purpose of each such meeting to each director in the manner provided in Section 9 of this Article III.

Section 7. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. The Board of Directors, by the affirmative vote of a majority of directors, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise. By resolution, the Board of Directors may be paid for expenses, if any, of attendance at each meeting of the Board.

Section 9. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws notice is required to be given to any director, it shall not be construed to require personal notice, but such notice may be given by telephone or by telegram addressed to such director at such address as appears on the books of the Corporation, or by hand delivery to the regular office of the director, or by mail by depositing the same in a post office or letter box in a postpaid, sealed wrapper addressed to such director at such address as appears on the books of the Corporation. Such notice shall be deemed to be given at the time when the same shall be thus telephoned, telegraphed, hand delivered or mailed.

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Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. The Board of Directors may by resolution provide for an Executive Committee of said Board, which shall serve at the pleasure of the Board of Directors and, during the intervals between the meetings of said Board, shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, except with respect to any matters which, by resolution of the Board of Directors, may from time to time be reserved for action by said Board.

Section 11. The Executive Committee, if established by the Board, shall consist of the President of the Corporation and two additional directors who shall be elected by the Board of Directors to serve at the pleasure of said Board until the first meeting of the Board of Directors following the next annual meeting of shareholders and until their successors shall have been elected. Vacancies in the Committee shall be filled by the Board of Directors.

Section 12. Meetings of the Executive Committee shall be held whenever called by the Chairman or by a majority of the members of the Committee, and shall be held at such time and place as shall be specified in the notice of such meeting and shall be subject to the provisions of Section 4 of this Article III. The Secretary shall give at least one day's notice of the time, place and purpose of each such meeting to each Committee member in the manner provided in Section 9 of this Article III, provided, that if the meeting is to be held outside of Kansas City, Missouri, at least three days' notice thereof shall be given.

Section 13. At all meetings of the Executive Committee, a majority of the Committee members shall constitute a quorum and the unanimous act of all the members of the Committee present at a meeting where a quorum is present shall be the act of the Executive Committee. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action.

Section 14. The Board of Directors at the annual or any regular or special meeting of the directors shall, by resolution adopted by a majority of the whole Board, designate two or more directors to constitute an Audit Committee and appoint one of the directors so designated as the chairman of the Audit Committee. Membership on the Audit Committee shall be restricted to those directors who are independent of the management of the Corporation and are free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a member of the committee. Vacancies in the committee may be filled by the Board at any meeting thereof. Each member of the Audit Committee shall hold office until such committee member's resignation or removal from the Audit Committee by the Board, or until such committee member otherwise ceases to be a director. Any member of the Audit Committee may be removed from the committee by resolution adopted by a majority of the whole Board. The compensation, if any, of members of the committee shall be established by resolution of the Board.

The Audit Committee shall be responsible for: recommending to the Board the appointment or discharge of independent auditors; reviewing with the management and the independent auditors the terms of engagement of independent auditors, including the fees, scope and timing of the audit and any other services rendered by the independent auditors; reviewing with the independent auditors and management the Corporation's policies and procedures with respect to internal auditing, accounting and financial controls; reviewing with the management the independent statements, audit results and reports and the recommendations made by any of the auditors with respect to changes in accounting procedures and internal accounting controls; and performing any other duties or functions deemed appropriate by the Board. The Audit Committee shall have the powers and rights necessary or desirable to fulfill these responsibilities, including the power and right to consult with legal counsel and to rely upon the opinion of legal counsel. The Audit Committee is authorized to communicate directly with the Corporation's financial officers and employees, internal auditors and independent auditors as it deems desirable and to have the internal auditors or independent auditors perform any additional procedures as it deems appropriate.

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All actions of the Audit Committee shall be reported to the Board at the next meeting of the Board. The minute books of the Audit Committee shall at all times be open to the inspection of any director.

The Audit Committee shall meet at the call of its chairman or of any two members of the Audit Committee (or if there shall be only one other member, then at the call of that member). A majority of the Audit Committee shall constitute a quorum for the transaction of business (or if there shall only be two members, then both must be present), and the act of a majority of those present at any meeting at which a quorum is present (or if there shall be only two members, then they must act unanimously) shall constitute the act of the Audit Committee.

Section 15. The Board of Directors at the annual or any regular or special meeting shall, by resolution adopted by a majority of the whole Board, designate two or more directors to constitute a Compensation Committee. Membership on the Compensation Committee shall be restricted to disinterested persons which for this purpose shall mean any director who, during the time such director is a member of the

Compensation Committee is not eligible, and has not at any time within one year prior thereto been eligible, for selection to participate (other than in a manner as to which the Compensation Committee has no discretion) in any of the compensation plans administered by the Compensation Committee. Vacancies in the committee may be filled by the Board at any meeting. Each member of the committee shall hold office until such committee member's successor has been duly elected and qualified, or until such committee member's resignation or removal from the Compensation Committee by the Board, or until such committee member otherwise ceases to be a director or a disinterested person. Any member of the Compensation Committee may be removed by resolution adopted by a majority of the whole Board. The compensation, if any, of the members of the Compensation Committee shall be established by resolution of the Board.

The Compensation Committee shall, from time to time, recommend to the Board the compensation and benefits of the executive officers of the Corporation. The Compensation Committee shall have the power and authority vested in the Board by any benefit, incentive or other plan of the Corporation. The Compensation Committee shall also make recommendations to the Board with regard to the compensation of the Board and its committees, with the exception of the Compensation Committee.

All actions of the Compensation Committee shall be reported to the Board at the next meeting of the Board. The minute books of the Compensation Committee shall at all times be open to the inspection of any director.

The Compensation Committee shall meet at the call of the chairman of the Compensation Committee or of any two members of the Compensation Committee (or if there shall be only one other member, then at the call of that member). A majority of the Compensation Committee shall constitute a quorum for the transaction of business (or if there shall be only two members, then both must be present), and the act of a majority of those present at any meeting at which a quorum is present (or if there shall be only two members, then they must act unanimously) shall be the act of the Compensation Committee.

Section 16. The Board of Directors, by resolution adopted by a majority of the whole Board, may designate one or more additional directors as alternate members of any committee to replace any absent or disqualified member at any meeting of that committee, and at any time may change the membership of any committee or amend or rescind the resolution designating the committee. In the absence or disqualification of a member or alternate member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not the member or members constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member, provided that the director so appointed meets any qualifications stated in these Bylaws or the resolution designating the committee or any amendment thereto.

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Section 17. Unless otherwise provided in these Bylaws or in the resolution designating any committee, any committee may fix its rules or procedures, fix the time and place of its meetings and specify what notice of meetings, if any, shall be given.

Section 18. If all the directors severally or collectively shall consent in writing to any action to be taken by the directors, such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the Board of Directors. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at its first regularly held meeting each year.

Section 3. The Board of Directors may from time to time appoint such other officers as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the Board of Directors or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the Board of Directors.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the Board of Directors.

ARTICLE V

Powers and Duties of Officers

Section 1. The Chairman of the Board shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the Board of Directors to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. In the absence of the Chairman of the Board, or if the office of Chairman of the Board be vacant, the President shall preside at all meetings of the shareholders and at all meetings of the Board of Directors.

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Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4. The Secretary shall attend all meetings of the shareholders, the Board of Directors and the Executive Committee, if any, and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, the Board of Directors and the Executive Committee, if any, and shall perform such other duties as may be prescribed by the Board of Directors or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the directors. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the Board of Directors and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6. Unless otherwise ordered by the Board of Directors, the Chairman of the Board, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI Certificates of Stock

Section 1. The Board of Directors shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the Board of Directors, stock certificates shall be signed by the Chairman of the Board, the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

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Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the Board of Directors, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the Board of Directors shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

Section 2. As soon as practicable after the close of each fiscal year, the Board of Directors shall cause a report of the business and affairs of the Corporation to be made to the shareholders.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Articles of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

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ARTICLE XI

Amendments

The Board of Directors may make, alter, amend or repeal Bylaws of the Corporation by a majority vote of the whole Board of Directors at any regular meeting of the Board or at any special meeting of the Board if notice thereof has been given in the notice of such special meeting. Nothing in this Article shall be construed to limit the power of the shareholders to make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

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KLT INVESTMENTS INC.

AMENDED AND RESTATED
BYLAWS

OCTOBER 31, 2003

KLT INVESTMENTS INC.

AMENDED AND RESTATED
BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the second Tuesday of April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at an y meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Certificate of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meet ing as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The Shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Certificate of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, and shall perform such other duties as may be prescribed by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the shareholders. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf,

when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Certificate of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a shareholder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

KLT INVESTMENTS II INC.

AMENDED AND RESTATED
BYLAWS

OCTOBER 31, 2003

KLT INVESTMENTS II INC.

AMENDED AND RESTATED
BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the second Tuesday of April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Certificate of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The Shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Certificate of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, and shall perform such other duties as may be prescribed

by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the shareholders. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Certificate of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a shareholder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

KLT ENERGY SERVICES INC.

AMENDED AND RESTATED
BYLAWS

OCTOBER 31, 2003

KLT ENERGY SERVICES INC.

AMENDED AND RESTATED
BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the second Tuesday of April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at an y meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Certificate of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meet ing as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The Shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Certificate of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, and shall perform such other duties as may be prescribed by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the shareholders. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Certificate of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a shareholder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

AMENDMENT NO. 1 TO THE AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
STRATEGIC ENERGY, L.L.C.

This Amendment No. 1 (the "Amendment") to the Amended and Restated Limited Liability Company Agreement of Strategic Energy, L.L.C. dated as of December 31, 1999 (the "LLC Agreement") is made and entered into this 27th day of April, 2001, by and between Custom Energy Holdings, L.L.C., a Delaware limited liability company ("CE" or the "Member") and Strategic Energy, L.L.C., a Delaware limited liability company (the "Company").

Whereas, MTB Energy, Inc., a Missouri corporation, has agreed to transfer and exchange all of its Series SEL Economic Interest and Series SEL Voting Interest (as those terms are defined in the Amended and Restated Limited Liability Company Agreement of Custom Energy Holdings, L.L.C., dated as of December 31, 1999) in CE to KLT Energy Services Inc., and

Whereas, the Member and the Company wish to make certain amendments to the LLC Agreement to reflect the effects of this transfer and exchange, as set forth in this Amendment, to be effective as of the closing date of said transfer and exchange of Interests.

Now, therefore, in consideration of the mutual covenants and benefits set forth below, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The second paragraph of Section 3.1 of the LLC Agreement is deleted and the following paragraph inserted in lieu thereof:

The Management Committee shall consist of four (4) representatives, two (2) of whom shall be appointed by KLT, one (1) of whom shall be appointed by ELC, and one (1) of whom shall be appointed by Holdings. In the event of the resignation or death of a representative, the vacancy shall be promptly filled by a nominee of the Person who appointed the departing representative. The appointment of each representative on the Management Committee subsequent to the initial representatives named in this Section 3.1 shall be evidenced by an appointment, and acceptance of appointment, in a writing delivered to the Company by the Person entitled to appoint such representative. Each representative will serve on the Management Committee at the pleasure of the Person appointing him or her. The Management Committee shall, as of the effective date of this Amendment No. 1, consist of P. Jay Schliesman and Gregory J. Orman (appointed by KLT), Mark R. Schroeder (appointed by ELC) and Richard M. Zomnir (appointed by Holdings).

2. Section 3.5 of the LLC Agreement is deleted and the following section inserted in lieu thereof:

3.5. Quorum. The presence of representatives appointed by Persons holding, in aggregate, a majority of the Units of Series SEL Voting Interest shall constitute a quorum at any duly called meeting of the Management Committee.

3. Section 3.6 of the LLC Agreement is deleted and the following section inserted in lieu thereof:

3.6. Voting. Each representative on the Management Committee shall be entitled to a vote upon each matter submitted or required to be submitted to a vote at a meeting of the Management Committee in proportion to the percentage of Units of Series SEL Voting Interest held by the Person appointing such representative. An affirmative vote of the representatives appointed by Persons holding, in aggregate, a majority of the Units of Series SEL Voting Interest shall be required to approve the action to be taken by the Management Committee, except for matters requiring a unanimous vote set forth in Section 3.12.

4. The first paragraph of Section 3.13 of the LLC Agreement is deleted and the following paragraph inserted in lieu thereof:

3.13 Powers of the Management Committee. In addition to that contemplated above, the Management Committee shall have the power to do the following upon the affirmative vote of the representatives appointed by Persons holding, in aggregate, a majority of the Units of Series SEL Voting Interest, without the consent of the Members:

5. The first sentence of Section 3.15 of the LLC Agreement is deleted and the following sentence inserted in lieu thereof:

The Management Committee, by an affirmative vote of the representatives appointed by Persons holding, in aggregate, a majority of the Units of Series SEL Voting Interest, may remove the Chief Executive Officer, in its sole and absolute discretion if, at any time or from time to time, it becomes dissatisfied with the Chief Executive Officer's performance under this Agreement (regardless of whether such dissatisfaction shall constitute legal "cause" for termination).

6. This Amendment No. 1 will automatically become effective as of the closing date of the transfer and exchange of Interests pursuant to that certain Exchange Agreement between KLT Energy Services Inc. and MTB Energy, Inc., dated effective as of January 1, 2001.

[signature page follows]

In witness whereof, the parties hereto have signed this Amendment on the date first above written.

Custom Energy Holdings, L.L.C.,
a Delaware limited liability company

By: /s/Gregory J. Orman
Gregory J. Orman, President and Chief Executive Officer

Strategic Energy, L.L.C.,
a Delaware limited liability company

By: /s/Richard M. Zomnir
Richard M. Zomnir, President and Chief Executive Officer

Consented to by the holders of
Series SEL Voting Interests:

SE Holdings, L.L.C.,
a Delaware limited liability company

By: /s/Richard M. Zomnir
Name: _____
Title: _____

KLT Energy Services Inc.,
a Missouri corporation

By: /s/Frank R. Clark
~~P. Jay Schliesman, President~~ Frank R. Clark, Treasurer

Environmental Lighting Concepts, Inc.,
a Minnesota corporation

By: /s/Mark R. Schroeder
Mark R. Schroeder, President

MTB Energy, Inc.

By: /s/Tim Clemons
L. Tim Clemons, ~~President~~ CEO

KLT GAS INC.

AMENDED AND RESTATED
BYLAWS

OCTOBER 31, 2003

KLT GAS INC.

AMENDED AND RESTATED
BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the second Tuesday of April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at an y meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Certificate of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meet ing as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The Shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Certificate of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, and shall perform such other duties as may be prescribed by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the shareholders. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Certificate of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a shareholder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

Second Amended and Restated Operating Agreement
of
Apache Canyon Gas, L.L.C.

This Second Amended and Restated Operating Agreement of Apache Canyon Gas, L.L.C. (the "Agreement") is entered into and made effective this 31st day of October, 2003, by and between Apache Canyon Gas, L.L.C. (the "Company") and KLT Gas Inc. (the "Member"), the sole member of the Company.

Whereas, the Company and the Member have entered into an Amended and Restated Operating Agreement dated as of March 17, 1999 (the "First Amended Agreement") and

Whereas, the Member and the Company wish to amend and restate the First Amended Agreement to reflect a change in registered agent and in the addresses of the Member and the Company.

The Company and The Member agree as follows:

**Article I.
Formation Of Company**

1.1 Name

The name of the limited liability company (the "Company") is Apache Canyon Gas, L.L.C.

1.2. Formation

The Company was formed on December 19, 1995, pursuant to the Delaware Limited Liability Company Act (the "Act") when its Certificate of Formation ("Certificate") was filed with the office of the Secretary of State.

1.3. Principal Place of Business

The Company's principal place of business is 10740 Nall, Suite 230, Overland Park, KS 66211.

1.4. Registered Office and Registered Agent

The Company, by resolution of its Member, may change the location of its registered office as designated in the certificate of formation to any other place in Delaware. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Company. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Delaware.

1.5. Defects as to Formalities

A failure to observe any formalities or requirements of this Agreement, the Certificate or the Act shall not be grounds for imposing personal liability on the Member for the liabilities of the Company.

**Article 2.
Business of Company**

The business of the Company shall be to carry on any lawful business or activity which may be conducted by a limited liability company organized under the Act.

**Article 3.
Member, Contribution, and Management**

3.1. Name and Address of Member

The Member's name and address is KLT Gas Inc., 2202 Timberloch Place, Suite 222, The Woodlands, TX 77380.

3.2. Contribution

The Member has heretofore made contributions to the Company as set forth in the Company's books and records. No interest shall accrue on any contribution and the Member shall not have the right to withdraw or be repaid any contribution except as provided in this Agreement. The Member may, at the Member's sole discretion, make additional contributions, but, notwithstanding anything to the contrary in this Agreement, the Member shall have no obligation to do so.

3.3. Management

The Company shall be managed by the Member, who may unilaterally act on behalf of the Company with or without a meeting and regardless of any financial interest the Member may have in such action. All decisions concerning the business affairs of the Company shall be made by the Member, and the affirmative consent (regardless of whether it is written, oral, or by course of conduct) of the Member shall constitute the consent of all of the members of the Company for purposes of the Act, the Articles and this Agreement. The failure of the Company to observe any formalities or requirements relating to the exercise of its powers or the management of its business or affairs under this Agreement or the Act shall not be grounds for imparting personal liability on the Member for liabilities of the Company.

3.4. Management Rights

Subject to the Act, the Certificate and this Agreement, the Member shall have authority to do every act consistent with the law. Actions by the Member shall bind the Company regardless of whether such action is for the purpose of apparently carrying on the usual way the business or affairs of the Company, including the exercise of the authority indicated in this Section. No person shall have any duty or obligation to inquire into the authority or power of the Member regarding the Member's actions on behalf of the Company.

3.5. Member Liability and Indemnification

Except as otherwise provided by law, the Certificate or this Agreement, a member shall have no personal liability, merely as a member, for any liabilities or losses of the Company beyond the member's contributions. The Company shall indemnify the Member for all costs, losses, liabilities, and damages paid or accrued by such Member in connection with the business of the Company, or because the Member is a member, and shall advance expenses incurred by the Member in connection with the business of the Company, or in any legal action arising from action taken by the Member in connection with the business of the Company, all to the fullest extent provided or allowed by the laws of Delaware.

3.6. Compensation

The Member shall be reimbursed for all reasonable expenses incurred on behalf of the Company and shall be entitled to reasonable compensation for time spent managing the Company, in an amount to be determined from time to time by the Member.

3.7. Duty of Loyalty

The Member may have and engage in business and investment interests and activities other than the Company, and need not account to the Company for profits or remuneration gained thereby. The Member may enter into transactions considered to be competitive with or similar to those of the Company, or a business opportunity beneficial to the Company, and the Company waives any right or claim to participate therein. The Member has no duty to account to the Company or to hold as trustee for the Company any property, profit or benefit derived by the Member in the formation, conduct or winding-up of the Company or from the use or appropriation of any Company property.

3.8. Other Self Interest

The Member does not violate a duty or obligation to the Company merely because the Member's conduct furthers the Member's own interests. The Member may lend money to and transact other business with the Company, and the rights and obligations of the Member in such transactions shall be the same as those of a person who is not a member. No transactions with the Company shall be voidable solely because the Member has a direct or indirect interest in the transaction.

3.10. Books and Accounts

The Member shall cause the books and accounts of the Company to be kept in accordance with generally accepted accounting principles. The books and supporting records of the Company will be maintained at the Company's principal office. All the Company's funds shall be deposited in its name in an account or accounts at such banks as the Member may determine from time to time.

Article 4. Taxes

4.1. Elections

The Member may make any tax elections for the Company allowed under the Internal Revenue Code of 1986 as amended from time to time ("Code") or the tax laws of any state or other jurisdiction having taxing jurisdiction over the Company. It is the intent of the Member and the Company that the Company is to be disregarded as an entity separate from the Member for purposes of the Code. THE MEMBER is designated the tax matters member as defined in Section 6231(a)(7) of the Code, and is authorized to take such actions and to execute and file all statements and forms on behalf of the Company which may be required by regulations issued by the Internal Revenue Service to indicate such designation.

4.2. Taxes of Taxing Jurisdictions

To the extent that the laws of any taxing jurisdiction require, the Member will prepare and the Member will execute and submit an agreement indicating that the Member will make timely income tax payments to the taxing jurisdiction and that the Member accepts personal jurisdiction of the taxing jurisdiction with regard to the collection of income taxes attributable to the Member's income, and interest, and penalties assessed on such income, if such agreement is required by the taxing jurisdiction. If the Member fails to provide such agreement, the Company may withhold and pay over to such taxing jurisdiction the amount of tax, penalty and interest determined under the laws of the taxing jurisdiction with respect to such income. Any such payments with respect to the income of the Member shall be treated as a distribution for purposes of Article 5.

Article 5. Distributions

The Company may make distributions at such times and in such amounts as determined by the Member. No distribution shall be declared and paid unless, after the distribution is made, the assets of the Company are in excess of all liabilities of the Company.

Article 6. Disposition Of Membership Interest and Admission Of Assignees And Additional Members

6.1. Disposition

The Member's membership interest is transferable either voluntarily or by operation of law. The Member may dispose of all or a portion of the Member's membership interest. Upon the disposition of a portion of the Member's membership interest, the transferee shall be admitted as a substitute member as to the transferred interest upon the completion of the transfer without further action. Upon the transfer of the Member's entire membership interest (other than a temporary transfer or transfer as a pledge or security interest), the Member shall cease to be a Member of the Company and shall have no further rights or obligations under this Agreement, except that the Member shall have the right to such information as may be necessary for the computation of the Member's tax liability.

6.2. Admission of Additional Members

The Member may, in the Member's sole discretion, admit additional members and determine the capital contributions of such additional members.

Article 7. Dissolution and Winding Up

7.1. Dissolution

The Company shall be dissolved and its affairs wound up upon the occurrence of any of the following:

- (a) upon the will of the Member,
- (2) the resignation, expulsion, bankruptcy or dissolution of the Member,
- (3) at any time the Company has no members,
- (4) December 31, 2025, or
- (5) the entry of a decree of judicial dissolution under the Act.

7.2. Effect of Dissolution

Upon dissolution, the Company shall cease carrying on as distinguished from the winding up of the Company business, but the Company is not terminated, but continues until the winding up of the affairs of the Company is completed and the certificate of dissolution has been issued by the Secretary of State.

7.3. Distribution of Assets on Dissolution

Upon the winding up of the Company, the Company's assets shall be distributed as follows:

- (a) to creditors, including the Member if it is a creditor, to the extent permitted by law, in satisfaction of Company liabilities; and
- (b) to the Member.

Such distributions shall be in cash, property other than cash, or partly in both, as determined by the Member.

7.4. Winding Up and Articles of Dissolution

The winding up of the Company shall be completed when all debts, liabilities, and obligations of the limited liability company have been paid and discharged or reasonably adequate provision therefor has been made, and all of the remaining property and assets of the limited liability company have been distributed to the Member. Upon the completion of winding up of the Company, the Member or other person designated by the Member shall deliver articles of dissolution to the Secretary of State for filing. The articles of dissolution shall set forth the information required by the Act.

Article 8. Miscellaneous Provisions

8.1. Governing Law

This Agreement shall be construed and enforced in accordance with the laws of Delaware.

8.2. Amendments

This Agreement may be amended or modified from time to time only by a written instrument adopted by the Member and the Company and executed by the Member and the Company.

8.3. Entire Agreement

This Agreement represents the entire agreement between the Member and the Company.

8.4. Rights of Creditors and Third Parties Under Operating Agreement

This Agreement is entered into between the Company and the Member for the exclusive benefit of the Company, its Member, and their successors and assignees. This Agreement is expressly not intended for the benefit of any creditor of the Company or any other person. Except and only to the extent provided by applicable statute, no such creditor or third party shall have any rights under this Agreement or any agreement between the Company and the Member with respect to any capital contribution or otherwise.

8.5 Preservation of Prior Indemnification

Notwithstanding anything in this Agreement to the contrary, Section 6.2 of the Operating Agreement shall remain in full force and effect, in accordance with its terms, respecting the Operations Manager, each member of the Management Committee and the Tax Matters Member (as those terms are defined in the Operating Agreement) of the Company.

In witness whereof, this Agreement is signed as of the date first above written.

Apache Canyon Gas, L.L.C., by
KLT Gas Inc., its sole member

KLT Gas Inc., as sole member of
Apache Canyon Gas, L.L.C.

By: /s/David J. Haydon
David J. Haydon, President

By: /s/David J. Haydon
David J. Haydon, President

FAR GAS ACQUISITIONS CORPORATION

BYLAWS

AS AMENDED AND RESTATED FEBRUARY 23, 2004

FAR GAS ACQUISITION CORPORATION

BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the articles of incorporation to any other place in Colorado. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Colorado.

Section 2. The Corporation also may have offices at such other places either within or without the State of Colorado as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Colorado as may be selected by the Board of Directors, but if the Board of Directors shall fail to designate a place for said meeting to be held, then the same

shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the second Tuesday of April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the Chairman of the Board, by the President, by the Board of Directors, or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Colorado. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Colorado, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Articles of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

In all elections for directors, each shareholder shall be entitled to one vote for each share owned by him or her, and each shareholder may cast the whole number of votes, either in person or by proxy, for one candidate, or distribute them among two or more candidates. There shall be no cumulative voting.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the board of directors of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The Shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Certificate of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. The property, business and affairs of the Corporation shall be managed and controlled by a Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 2. The Board of Directors shall consist of two directors who shall be elected at the annual meeting of the shareholders. Each director shall be elected to serve until the next annual meeting of the shareholders and until his successor shall be elected and qualified. Directors need not be shareholders.

Section 3. In case of the death or resignation of one or more of the directors of the Corporation, a majority of the remaining directors, though less than a quorum, may fill the vacancy or vacancies until the successor successors are elected at a meeting of the shareholders. A director may resign at any time and the acceptance of his resignation shall not be required in order to make it effective.

Section 4. The Board of Directors may hold its meetings either within or without the State of Colorado at such place as shall be specified in the notice of such meeting, and members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar conversations whereby all persons participating in the meeting can hear each other and participating in a meeting in this manner shall constitute presence in person at the meeting.

Section 5. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors by resolution shall from time to time determine. The Secretary shall give at least three days' notice of the time and place of each such meeting to each director in the manner provided in Section 9 of this Article III. The notice need not specify the business to be transacted.

Section 6. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board, the President or two members of the Board and shall be held at such place as shall be specified in the notice of such meeting. The Secretary shall give not less than three days' notice of the time, place and purpose of each such meeting to each director in the manner provided in Section 9 of this Article III.

Section 7. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. The Board of Directors, by the affirmative vote of a majority of directors, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise. By resolution, the Board of Directors may be paid for expenses, if any, of attendance at each meeting of the Board.

Section 9. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws notice is required to be given to any director, it shall not be construed to require personal notice, but such notice may be given by telephone or by telegram addressed to such director at such address as appears on the books of the Corporation, or by hand delivery to the regular office of the director, or by mail by depositing the same in a post office or letter box in a postpaid sealed wrapper addressed to such director at such address as appears on the books of the Corporation. Such notice shall be deemed to be given at the time when the same shall be thus telephoned, telegraphed, hand delivered or mailed.

Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. The Board of Directors may by resolution provide for an Executive Committee of said Board, which shall serve at the pleasure of the Board of Directors and, during the intervals between the meetings of said Board, shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, except with respect to any matters which, by resolution of the Board of Directors, may from time to time be reserved for action by said Board.

Section 11. The Executive Committee, if established by the Board, shall consist of the President of the Corporation and two additional directors who shall be elected by the Board of Directors to serve at the pleasure of said Board until the first meeting of the Board of Directors following the next annual meeting of shareholders and until their successors shall have been elected. Vacancies in the Committee shall be filled by the Board of Directors.

Section 12. Meetings of the Executive Committee shall be held whenever called by the Chairman or by a majority of the members of the Committee, and shall be held at such time and place as shall be specified in the notice of such meeting and shall be subject to the provisions of Section 4 of this Article III. The Secretary shall give at least one day's notice of the time, place and

purpose of each such meeting to each Committee member in the manner provided in Section 9 of this Article III, provided, that if the meeting is to be held outside of Denver, Colorado, at least three days' notice thereof shall be given.

Section 13. At all meetings of the Executive Committee, a majority of the Committee members shall constitute a quorum and the unanimous act of all the members of the Committee present at a meeting where a quorum is present shall be the act of the Executive Committee. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action.

Section 14. If all the directors severally or collectively shall consent in writing to any action to be taken by the directors, such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the Board of Directors. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors. The office of the Vice President may or may not be filled as may be deemed advisable by the Board of Directors.

Section 3. The Board of Directors may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the Board of Directors or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the Board of Directors.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by Board of Directors.

ARTICLE V

Powers and Duties of Officers

Section 1. The Chairman of the Board shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. In the absence of the Chairman of the Board, or if the office of Chairman of the Board be vacant, the President shall preside at all meetings of the shareholders and at all meetings of the Board of Directors.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4. The Secretary shall attend all meetings of the shareholders, the Board of Directors and the Executive Committee, if any, and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, the Board of Directors and the Executive Committee, if any, and shall perform such other duties as may be prescribed by the Board of Directors or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the directors. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the Board of Directors and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6. Unless otherwise ordered by the Board of Directors, the Chairman of the Board or any duly elected officer of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the Board of Directors, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the Board of Directors, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the Board of Directors shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

Section 2. As soon as practicable after the close of each fiscal year, the Board of Directors shall cause this report of the business and affairs of the Corporation to be made to the shareholders.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Articles of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Colorado, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The Board of Directors may make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the whole Board of Directors at any regular meeting of the Board or at any special meeting of the Board if notice thereof has been given in the notice of such special meeting. Nothing in this Article shall be construed to limit the power of the shareholders to make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

KLT GAS OPERATING COMPANY

AMENDED AND RESTATED
BYLAWS

OCTOBER 31, 2003

KLT GAS OPERATING COMPANY

AMENDED AND RESTATED
BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the second Tuesday of April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at an y meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Certificate of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meet ing as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The Shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Certificate of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, and shall perform such other duties as may be prescribed by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the directors. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Certificate of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a shareholder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

KLT TELECOM INC.

AMENDED AND RESTATED
BYLAWS

OCTOBER 31, 2003

KLT TELECOM INC.

AMENDED AND RESTATED
BYLAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the second Tuesday of April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Certificate of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation or by these Bylaws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the bylaws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The Shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Certificate of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders, and shall perform such other duties as may be prescribed

by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the shareholders. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

Waiver of Notice

Whenever by statute or by the Certificate of Incorporation or by these Bylaws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a shareholder, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal Bylaws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

**Articles of Incorporation For
A Close Corporation**
(Submitted in Duplicate)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a statutory close corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

Article One

The name of the corporation is Great Plains Energy Services Incorporated and it is a statutory close corporation.

Article Two

The name and address of its initial registered agent in this state is:

Jeanie Sell Latz, 1201 Walnut, Kansas City, Missouri 64106-2124 .
Name Street Address City/State/Zip

Article Three

(A) The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue are as follows:

One Hundred (100) shares, all of which shall be no par common stock.

(B) The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect to the shares of each class are as follows:

There shall be no preferences, qualifications, limitations, restrictions or special or relative rights, including convertible rights, in respect to the shares herein authorized.

Article Four

(A) The transfer of shares by a living shareholder are as follows:

- 1. Governed by section 351.770; or
- 2. Stated as follows (state conditions for transfer):

There are no conditions or restrictions on transfer.

(B) The transfer of shares of a deceased shareholder are as follows:

- 1. Governed by sections 351.780, 785 & 790 and modified as follows (state modifying conditions if any):

or

- 2. Governed by the following conditions:
There are no conditions or restrictions on transfer.

Article Five

The name and place of residence of each incorporator is as follows:

Bernard J. Beaudoin, 11439 West 105th Terrace, Overland Park, Kansas 66214
Name Address City/State/Zip

Article Six
(Choose One)

The corporation does not have a board of directors; or

The number of directors to constitute the first board of directors is _____. Thereafter the number of directors shall be fixed by, or the manner provided in the bylaws. Any changes in the number will be reported to the Secretary of State within thirty calendar days of such change; or

The number of directors to constitute the board of directors is _____. (The number of directors to constitute the board of directors must be stated herein if there are to be less than three directors. The person to constitute the first board of directors may, but not need, be named.)

Article Seven

The duration of the corporation is perpetual.

Article Eight

The corporation is formed for the following purposes:

In general, to carry on any other business in connection with each and all of the foregoing or incidental thereto, and to carry one, transact and engage in any and every lawful business or other lawful thing calculated to be of gain, profit or benefit to the Corporation as fully and freely as a natural person might do, to the extent and in the manner, anywhere within and without the State of Missouri, as it may from time to time determine, and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Missouri in respect of business corporations organized for profit thereunder; provided, however, that the Corporation shall not engage in any activity for which a corporation may not be formed under the laws of the State of Missouri.

Article Nine

This close corporation shall be dissolved in the following manner (complete both A & B):

(A) The following shareholder or shareholders have authority to dissolve the corporation (indicate all if all have authority and the percentage of votes required to vote on the dissolution, otherwise list name of individual shareholders with authority to dissolve): All shareholders have authority to vote on a proposal of dissolution. Such proposal must be approved by at least 2/3 of the votes entitled to be case on the proposal.

(B) The above shareholders may dissolve the corporation as follows:
1. At will (check here X); or
2. Upon the occurrence or the following specified event(s) or contingency(ies):

Article Ten

The following statement shall appear conspicuously on each share certificate:

The rights of shareholders in a statutory close corporation may differ materially from the rights of shareholders in other corporations. Copies of the articles of incorporation and bylaws, shareholders' agreements, and other documents, any of which may restrict transfers and affect voting and other rights, may be obtained by a shareholder on written request to the corporation. (351.760, RSMo)

Article Eleven

(Any additional optional statements)

The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: April 1, 2003

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

/s/B. J. Beaudoin Bernard J. Beaudoin 3/25/03

Signature of Incorporator(s) Printed or Typed Date of Signature
Name of Incorporator(s)

**FILED
MAR 25 2003
/s/Matt Blunt
SECRETARY OF STATE**

GREAT PLAINS ENERGY SERVICES INCORPORATED

AMENDED AND RESTATED
BY-LAWS

October 14, 2003

GREAT PLAINS ENERGY SERVICES INCORPORATED

AMENDED AND RESTATED
BY-LAWS

ARTICLE I

Offices

Section 1. The Corporation, by resolution of its shareholders, may change the location of its registered office as designated in the articles of incorporation to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation, including the Corporation. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State of Missouri.

Section 2. The Corporation also may have offices at such other places either within or without the State of Missouri as the shareholders may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Missouri as may be selected by the shareholders, but if the shareholders shall fail to designate a place for said meeting to be held, then the same shall be held at the registered office of the Corporation.

Section 2. An annual meeting of the shareholders shall be held on the first Tuesday of May in each year, if not a legal holiday, and if a legal holiday, then on the first succeeding day which is not a legal holiday, at ten o'clock in the forenoon, for the purpose of electing directors of the Company and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called by the President or by the holders of not less than one-fifth of all outstanding shares entitled to vote at such meeting.

Section 4. Written or printed notice of each meeting of the shareholders, annual or special, shall be given in the manner provided in the corporation laws of the State of Missouri. In case of a call for any special meeting, the notice shall state the time, place and purpose of such meeting.

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Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the shareholder at his address as it appears on the records of the Corporation.

Section 5. Meetings of the shareholders may be held without notice at any time and place, either within or without the State of Missouri, if all shareholders entitled to vote at any such meeting shall have waived notice thereof or shall be present in person or represented by proxy, and any action required to be taken by shareholders may be taken at any such meeting.

Section 6. At least ten days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each, shall be prepared by the officer having charge of the transfer book for shares of the Corporation. Such list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at an y meeting of shareholders.

Failure to comply with the requirements of this Section shall not affect the validity of any action taken at any such meeting.

Section 7. Each outstanding share entitled to vote under the provisions of the Articles of Incorporation of the Corporation shall be entitled to one vote on each matter submitted at a meeting of the shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. At any meeting of shareholders, a majority of the outstanding shares entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these By-Laws. The holders of a majority of the shares represented in person or by proxy and entitled to vote at any meeting of the shareholders shall have the right successively to adjourn the meeting to the same or a different location and to a specified date not longer than ninety days after any such adjournment, whether or not a quorum be present. The time and place to which any such adjournment is taken shall be publicly announced at the meeting, and no notice need be given of any such adjournment to shareholders not present at the meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meetin g as originally called.

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Section 9. Shares standing in the name of another corporation may be voted by such officer, agent, or proxy, as the by-laws of such corporation may prescribe, or in the absence of such provision, as the shareholders of such corporation may determine.

Section 10. The President of the Corporation shall convene all meetings of the shareholders and shall act as chairman thereof. The shareholders may appoint any other officer of the Corporation or shareholder to act as chairman of any meeting of the shareholders in the absence of the President.

The Secretary of the Corporation shall act as secretary of all meetings of shareholders. In the absence of the Secretary at any meeting of shareholders, the presiding officer may appoint any person to act as secretary of the meeting.

Section 11. Unless otherwise provided by statute or by the Articles of Incorporation, any action required to be taken by shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Board of Directors

Section 1. Pursuant to Section 351.805, RSMo, the Articles of Incorporation of the Corporation provide that the Corporation shall operate without a board of directors.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the shareholders.

Section 3. Unless the Articles of Incorporation provide otherwise, action requiring director approval or both director and shareholder approval is authorized if approved by the shareholders, and action requiring a majority or greater percentage vote of the board of directors is authorized if approved by the majority or greater percentage of the votes of shareholders entitled to vote on the action.

Section 4. A requirement by a state of the United States that a document delivered for filing contained a statement that specified action has been taken by the board of directors is satisfied by a statement that the Corporation is a statutory close corporation without a board of directors and that the action was approved by the shareholders.

Section 5. The shareholders by resolution may appoint one or more shareholders to sign documents as "designated directors".

Section 6. A shareholder is not liable for his act or omission, although a director would be, unless the shareholder was entitled to vote on the action.

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ARTICLE IV

Officers

Section 1. The officers of the Corporation may include a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the shareholders. Any one person may hold two or more offices except that the offices of President and Secretary may not be held by the same person.

Section 2. The officers shall be elected annually by the shareholders. The office of the Vice President may or may not be filled as may be deemed advisable by the shareholders.

Section 3. The shareholders may from time to time appoint such other officers as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as the shareholders or the President may from time to time determine.

Section 4. The officers of the Corporation shall hold office until their successors shall be chosen and shall qualify. Any officer appointed by the shareholders may be removed at any time by the affirmative vote of a majority of the shareholders. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the shareholders.

Section 5. The salaries, if any, of all officers of the Corporation shall be fixed by the shareholders.

ARTICLE V

Powers and Duties of Officers

Section 1. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the shareholders and shall perform such other duties as the shareholders shall from time to time prescribe.

Section 2. The President shall have general and active management of, and exercise general supervision of, the business and affairs of the Corporation, subject, however, to the right of the shareholders to delegate any specific power to any other officer or officers of the Corporation, and shall see that all orders and resolutions of the shareholders are carried into effect. He/she may sign with the Secretary of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the shareholders from time to time.

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Section 3. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of election) shall perform the duties of the President and when so acting, shall have the powers of the President, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the shareholders.

Section 4. The Secretary shall attend all meetings of the shareholders and shall keep the minutes of such meetings. He/she shall give, or cause to be given, notice of all meetings of the shareholders and shall perform such other duties as may be prescribed by the shareholders or President.

The Secretary shall keep the corporate books and records, prepare the necessary reports to the State and to the shareholders. He/she shall in all respects perform those usual and customary duties which such officer performs in business corporations.

Section 5. The Treasurer shall have the custody of all moneys and securities of the Corporation. He/she is authorized to collect and receive all moneys due the Corporation and to receipt therefor, and to endorse in the name of the Corporation and on its behalf, when necessary or proper, all checks, drafts, vouchers or other instruments for the payment of money to the Corporation and to deposit the same to the credit of the Corporation in such depositories as may be designated by the shareholders. He/she is authorized to pay interest on obligations and dividends on stocks of the Corporation when due and payable. He/she shall, when necessary or proper, disburse the funds of the Corporation, taking proper vouchers for such disbursements. He/she shall render to the shareholders and the President, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform such other duties as may be prescribed by the shareholders or the President.

Section 6. Unless otherwise ordered by the shareholders, the President or any Vice President of the Corporation (a) shall have full power and authority to attend and to act and vote, in the name and on behalf of this Corporation, at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock, and (b) shall have full power and authority to execute, in the name and on behalf of this Corporation, proxies authorizing any suitable person or persons to act and to vote at any meeting of shareholders of any corporation in which this Corporation may hold stock, and at any such meeting the person or persons so designated shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock.

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ARTICLE VI

Certificates of Stock

Section 1. The shareholders shall provide for the issue, transfer and registration of the certificates representing the shares of capital stock of the Corporation, and shall appoint the necessary officers, transfer agents and registrars for that purpose.

Section 2. Until otherwise ordered by the shareholders, stock certificates shall be signed by the President or a Vice President and by the Secretary. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any stock certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be issued by the Corporation with the same effect as if the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3. Transfers of stock shall be made on the books of the Corporation only by the person in whose name such stock is registered or by his attorney lawfully constituted in writing, and unless otherwise authorized by the

shareholders, only on surrender and cancellation of the certificate transferred. No stock certificate shall be issued to a transferee until the transfer has been made on the books of the Corporation. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VII

Dividends

Dividends may be declared at such times as the shareholders shall determine from the net earnings, or earned surplus, in accordance with law. Stock dividends may be declared if justified and provided capital is not impaired by such action.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

Section 2. As soon as practicable after the close of each fiscal year, the President shall cause a report of the business and affairs of the Corporation to be made to the shareholders.

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ARTICLE IX

Waiver of Notice

Whenever by statute or by the Articles of Incorporation or by these By-Laws any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification by the Corporation

The Corporation shall indemnify to the full extent authorized or permitted by The General and Business Corporation Law of Missouri, as now in effect or as hereafter amended, any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he/she is or was a shareholder, officer, employee or agent of the Corporation or serves any other enterprises as such at the request of the Corporation.

The foregoing right of indemnification shall be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

Amendments

The shareholders may make, alter, amend or repeal By-Laws of the Corporation by a majority vote of the shareholders at any regular meeting of the shareholders or at any special meeting of the shareholders if notice thereof has been given in the notice of such special meeting. Nothing in this Article shall be construed to limit the power of the shareholders to make, alter, amend or repeal By-Laws of the Corporation at any annual or special meeting of shareholders by a majority vote of the shareholders present and entitled to vote at such meeting, provided a quorum is present.

CERTIFICATE OF TRUST**OF****KCPL FINANCING I**

THIS CERTIFICATE OF TRUST of KCPL Financing I (the "Trust"), dated as of December 10, 1996, is being duly executed and filed by the undersigned, as trustees, to create a business trust under the Delaware Business Trust Act (12 Del. C. Section 3801, et seq.).

1. Name. The name of the business trust being created hereby is KCPL Financing I.
2. Delaware Trustee. The name and business address of the trustee of the Trust with a principal place of business in the State of Delaware are First Chicago Delaware Inc., 300 King Street, Wilmington, Delaware 19801.
3. Effective Date. This Certificate of Trust shall be effective as of its filing.

IN WITNESS WHEREOF, the undersigned, being the only trustees of the Trust, have executed this Certificate of Trust as of the date first above written.

FIRST CHICAGO DELAWARE INC.,
not in its individual capacity but
solely as Trustee

ANDREA F. BIELSKER
not in her individual capacity
but solely as Trustee

By: /s/Steven M. Wagner
Steven M. Wagner
Vice President

By: /s/Andrea F. Bielsker

THE FIRST NATIONAL BANK OF
CHICAGO, not in its individual
capacity but solely as Trustee

By: John R. Prendiville
John R. Prendiville
Vice President

CERTIFICATE OF TRUST**OF****KCPL FINANCING II**

THIS CERTIFICATE OF TRUST of KCPL Financing II (the "Trust"), dated as of December 10, 1996, is being duly executed and filed by the undersigned, as trustees, to create a business trust under the Delaware Business Trust Act (12 Del. C. Section 3801, et seq.).

1. Name. The name of the business trust being created hereby is KCPL Financing II.
2. Delaware Trustee. The name and business address of the trustee of the Trust with a principal place of business in the State of Delaware are First Chicago Delaware Inc., 300 King Street, Wilmington, Delaware 19801.
3. Effective Date. This Certificate of Trust shall be effective as of its filing.

IN WITNESS WHEREOF, the undersigned, being the only trustees of the Trust, have executed this Certificate of Trust as of the date first above written.

FIRST CHICAGO DELAWARE INC.,
not in its individual capacity but
solely as Trustee

ANDREA F. BIELSKER
not in her individual capacity
but solely as Trustee

By: /s/Steven M. Wagner
Steven M. Wagner
Vice President

By: /s/Andrea F. Bielsker

THE FIRST NATIONAL BANK OF
CHICAGO, not in its individual
capacity but solely as Trustee

By: John R. Prendiville
John R. Prendiville
Vice President

CERTIFICATE OF TRUST

OF

KCPL FINANCING III

THIS CERTIFICATE OF TRUST of KCPL Financing III (the "Trust"), dated as of December 10, 1996, is being duly executed and filed by the undersigned, as trustees, to create a business trust under the Delaware Business Trust Act (12 Del. C. Section 3801, et seq.).

1. Name. The name of the business trust being created hereby is KCPL Financing III.
2. Delaware Trustee. The name and business address of the trustee of the Trust with a principal place of business in the State of Delaware are First Chicago Delaware Inc., 300 King Street, Wilmington, Delaware 19801.
3. Effective Date. This Certificate of Trust shall be effective as of its filing.

IN WITNESS WHEREOF, the undersigned, being the only trustees of the Trust, have executed this Certificate of Trust as of the date first above written.

FIRST CHICAGO DELAWARE INC.,
not in its individual capacity but
solely as Trustee

ANDREA F. BIELSKER
not in her individual capacity
but solely as Trustee

By: /s/Steven M. Wagner
Steven M. Wagner
Vice President

By: /s/Andrea F. Bielsker

THE FIRST NATIONAL BANK OF
CHICAGO, not in its individual
capacity but solely as Trustee

By: John R. Prendiville
John R. Prendiville
Vice President

Kansas City Power & Light Company

EMPLOYEE COMFORT PLUS

(Heat Pump and A/C Financing Program)

As a Kansas City Power & Light or Great Plains Energy employee, you are eligible to receive

ZERO INTEREST FINANCING

for your new residential heat pump or central air conditioning system! Here are some highlights regarding **Employee Comfort Plus**:

- * Employees requesting financing must have completed six months of employment prior to the equipment's installation.
- * Financing approval must be received prior to your installation!
- * A five-percent transaction fee will be waived on any heat pump purchase with a SEER of 12 and above, or a central air conditioning system with a SEER of 13 and above.
- * Finance up to \$5,000 for a new central air conditioner (**depending on SEER - excludes gas-fired equipment**).
- * Finance up to \$6,000 for a new heat pump (**depending on SEER**).
- * Gas-fired furnaces **may** be included in the financing of dual-fuel heat pumps.
- * If you are a KCP&L customer, your new heat pump system may qualify your home for the **reduced eight-month winter pricing!**
- * The amount financed is deducted monthly from your second paycheck.
- * A certified dealer list is available to assist you in finding the perfect HVAC dealer for your heat pump or air conditioning needs.

Before installing a new heat pump or central air conditioning system in your home, please contact Dave Wagner at 816-556-2169. Ask about **Employee Comfort Plus**.

Kansas City Power & Light Company

EMPLOYEE COMFORT PLUS

(Heat Pump and A/C Financing Program)

Name _____

Employee _____

No.

Home Address _____

KCP&L or GPE?

HOME ADDRESS _____

NO. & L. # OF G.P.E. # _____

Work Phone _____

Work Location _____

Employment Date _____

Scheduled Install Date _____

KCPL Customer YES__ or NO__

Social Security No. _____

After completing this form please attach cost proposal or invoice, from the dealer you have chosen for your installation and fax to Dave Wagner 816-654-1646, or send by interoffice mail to 1201-13. The cost proposal or invoice must include the following information regarding the new equipment:

- * Equipment model number(s) for your furnace and air conditioner or heat pump
- * Size of the heat pump or air conditioner (tons)
- * SEER (Seasonal Energy Efficiency Ratio) - Excluding Geothermal
- * Your installer's company name, address, and phone number
- * The amount of your loan request (if different from the cost proposal or invoice)
- * Your preferred financing term (if different from the maximum)

After your paperwork has been reviewed you will be contacted regarding the approval of your financing. A promissory note detailing your loan and a payroll deduction card will be mailed for your signature. The financing guidelines are as follows:

Heat Pump				Air Conditioning			
SEER	Maximum Purchase Allowance	Minimum Monthly Deduction	Maximum Financing Term	SEER	Maximum Purchase Allowance	Minimum Monthly Deduction	Maximum Financing Term
12	\$4,000	\$100	40 Mos..	12*	\$3,000	\$100	30 Mos.
13 & Up	\$6,000	\$100	60 Mos.	13 & Up	\$5,000	\$100	50 Mos.
Geo HP	\$6,000	\$100	60 Mos.	*Transaction fee of 5% (Max \$115) on A/C under 13 SEER.			

Upon completion of your installation, please notify Dave Wagner 816-556-2169. Payment processing for your new heat pump or central air conditioning system will begin at that time.

Your payroll deduction will be taken from the second paycheck of each month.

PLEASE DO NOT PAY THE INSTALLER!

Kansas City Power & Light will mail a check directly to the dealer.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Annual Report of Great Plains Energy Incorporated on Form U5S, filed pursuant to the Public Utility Holding Company Act of 1935, for the year ended December 31, 2003, of our reports dated March 9, 2004, (each report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of new accounting principles), related to the 2003 consolidated financial statements of Great Plains Energy Incorporated and Kansas City Power & Light Company, included in the combined Annual Report on Form 10-K/A for the year ended December 31, 2003 of Great Plains Energy Incorporated and Kansas City Power & Light Company.

/s/Deloitte & Touche

April 29, 2004

WOLF CREEK NUCLEAR OPERATING CORPORATION
STATEMENT OF OWNERS' ASSETS
As of December 31, 2003
Exhibit F-8

(Thousands of Dollars)
2003

Electric Plant - at original cost:

Nuclear Production Plant

Land and Land Rights	\$	7,258.7
Structures and Improvements		872,013.9
Reactor Plant Equipment		1,384,322.9
Turbogenerator Units		361,873.6
Accessory Electric Equipment		287,166.2
Misc. Power Plant Equipment		135,482.6

Total Nuclear Production Plant 3,048,117.9

Transmission Plant 23,547.0

General Plant 4,657.0

Miscellaneous Intangible Plant 16,816.3

Plant in Service 3,093,138.2

Less Accumulated Depreciation & Amortization 1,305,911.2

Net Plant In Service 1,787,227.0

Construction Work in Progress 19,662.4

Electric Plant Held for Future Use 657.2

Nuclear Fuel - Net 62,011.2

Total Electric Plant - Net 1,869,557.8

Other Property and Investments:

Special Funds		25,321.5
Other		25.4

Total Other Property and Investments 25,346.9

Current Assets:

Accounts Receivable		420.3
Fuel		295.9
Materials and Supplies		37,363.0
Prepayments and Other Current Assets		3,980.5

Total Current Assets		42,059.7
Deferred Debits		14,097.9
Total Assets	\$	1,951,062.3
TOTAL ASSETS BY OWNER		
Kansas Gas and Electric Company	\$	930,103.9
Kansas City Power & Light Company		851,199.5
Kansas Electric Power Cooperative, Inc.		169,758.9
Total Assets	\$	1,951,062.3

*NON-OUTAGE YEAR

WOLF CREEK NUCLEAR OPERATING CORPORATION
STATEMENT OF EXPENSES
As of December 31, 2003
Exhibit F-8

(Thousands of Dollars)
2003

Production Expenses:

Nuclear Fuel	\$	36,137.4
Operations		75,445.2
Maintenance		44,591.7

Total Production 156,174.3

Transmission Expenses:

Operations		-
Maintenance		92.8

Total Transmission 92.8

Administrative and General Expenses:

Operations		32,172.1
Maintenance		278.9

Total Administrative and General 32,451.0

Total Operations and Maintenance Expenses

188,718.1

Payroll taxes 5,169.0

Total O&M Including Payroll Taxes

193,887.1

Ad Valorem Taxes 24,639.2
Depreciation & Amortization 64,614.9

Total Operating Expenses

283,141.2

Less: Other Operating Revenues 53.2

[REDACTED]

Net Operating Expenses 283,088.0

Add: Nonoperating Expenses 1,504.3

[REDACTED]

Total Expenses \$ 284,592.3

[REDACTED]

EXHIBIT F-9 KCPL PLANT ACCOUNTS

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	Dec. 31, 2003

**SUMMARY OF UTILITY PLANT AND ACCUMULATED PROVISIONS
FOR DEPRECIATION, AMORTIZATION AND DEPLETION**

Line No.	Item (a)	Total (b)	Electric (c)
1	UTILITY PLANT		
2	In Service		
3	Plant in Service (Classified)	\$4,541,068,934	\$4,541,068,934
4	Property Under Capital Leases	2,401,687	2,401,687
5	Plant Purchased or Sold		
6	Completed Construction not Classified		
7	Experimental Plant Unclassified		
8	TOTAL (Enter Total of lines 3 thru 7)	4,543,470,621	4,543,470,621
9	Leased to Others		
10	Held for Future Use	5,466,221	5,466,221
11	Construction Work in Progress	53,045,951	53,045,951
12	Acquisition Adjustments		
13	TOTAL Utility Plant (Enter Total of lines 8 thru 12)	4,601,982,793	4,601,982,793
14	Accum. Prov. for Depr., Amort., & Depl.	2,079,700,899	2,079,700,899
15	Net Utility Plant (Enter total of line 13 less 14)	\$ 2,522,281,894	\$2,522,281,894
16	DETAIL OF ACCUMULATED PROVISIONS FOR DEPRECIATION, AMORTIZATION AND DEPLETION		
17	In Service:		
18	Depreciation	\$2,018,595,209	\$2,018,595,209
19	Amort. and Depl. of Producing Natural Gas Land and Land Rights		
20	Amort. of Underground Storage Land and Land Rights		
21	Amort. of Other Utility Plant	61,105,690	50,411,084
22	TOTAL in Service (Enter Total of lines 18 thru 21)	2,079,700,899	2,069,006,293
23	Leased to Others		
24	Depreciation		
25	Amortization and Depletion		
26	TOTAL Leased to Others (Enter Total of lines 24 and 25)		
27	Held for Future Use		
28	Depreciation		
29	Amortization		
30	TOTAL Held for Future Use (Enter Total of lines 28 and 29)		
31	Abandonment of Leases (Natural Gas)		
32	Amort. of Plant Acquisition Adjustment		
33	TOTAL Accumulated Provisions (Should agree with line 14 above) (Enter Total of lines 22, 26, 30, 31, and 32)	2,079,700,899	2,069,006,293

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	<u>Dec. 31, 2003</u>

NUCLEAR FUEL MATERIALS (Accounts 120.1 through 120.6 and 157)

- | | |
|---|--|
| <p>1. Report below the costs incurred for nuclear fuel materials in process of fabrication, on hand, in reactor, and in cooling; owned by the respondent.</p> <p>2. If the nuclear fuel stock is obtained under leasing</p> | <p>arrangements, attach a statement showing the amount of nuclear fuel leased, the quantity used and quantity on hand, and the costs incurred under such leasing arrangements.</p> |
|---|--|

Changes During Year

Line No.	Description of Item	Balance Beginning of Year	Additions
----------	---------------------	---------------------------	-----------

(a)	(b)	(c)
1 Nuclear Fuel in Process of Refinement, Conversion, Enrichment & Fabrication (120.1)		
2 Fabrication		
3 Nuclear Materials	\$17,516	\$19,606,480
4 Allowance for Funds Used during Construction	7,830	104,853
5 Other Overhead Construction Costs	233,577	236,413
6 SUBTOTAL (Enter Total of lines 2 thru 5)	258,923	
7 Nuclear Fuel Materials and Assemblies		
8 In Stock (120.2)	0	19,635,039
9 In Reactor (120.3)	46,400,644	19,635,039
10 SUBTOTAL (Enter Total of lines 8 and 9)	46,400,644	
11 Spent Nuclear Fuel (120.4)	96,798,168	20,991,264
12 Nuclear Fuel Under Capital Leases (120.6)		
13 (Less) Accum. Prov. for Amortization of Nuclear Fuel Assemblies (120.5)	121,951,245	0
14 TOTAL Nuclear Fuel Stock (Enter Total lines 6, 10, 11 and 12 less line 13)	\$21,506,490	\$80,209,088
15 Estimated Net Salvage Value of Nuclear Materials in line 9		
16 Estimated Net Salvage Value of Nuclear Materials in line 11		
17 Estimated Net Salvage Value of Nuclear Materials in Chemical Processing		
18 Nuclear Materials Held for Sale (157)		
19 Uranium		
20 Plutonium		
21 Other		
22 TOTAL Nuclear Materials Held for Sale (Enter Total of lines 19, 20 and 21)		

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	<u>Dec. 31, 2003</u>

NUCLEAR FUEL MATERIALS (Accounts 120.1 through 120.6 and 157) (Continued)

Changes During the Year		Balance	Line
Amortization	Other Reductions	End of Year	No.
(d)	(Explain in a footnote)	(f)	
	(e)		
			1
			2
	\$19,133,193	490,803	3
	110,933	1,750	4
	390,912	79,078	5
		571,630	6
			7
	19,635,039	0	8
	20,991,264	45,044,419	9
		45,044,419	10
	20,813,380	96,976,052	11
	0	0	12
(12,334,217)	20,813,380	0	13
		113,472,082	14
		\$29,120,020	15
			16

Name of Respondent Kansas City Power & Light Company	This Report is: (1) X An Original (2) A Resubmission	Date of Report (Mo, Da, Yr) 4/30/2004	Year of Report <u>Dec. 31, 2003</u>
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ELECTRIC PLANT IN SERVICE (Accounts 101, 102, 103, and 106)

1. Report below the original cost of electric plant in service according to the prescribed accounts.

2. In addition to Account 101, Electric Plant in Service (Classified), this page and the next include Account 102, Electric Plant Purchased or Sold; Account 103, Experimental Electric Plant Unclassified; and Account 106, Completed Construction Not Classified - Electric.

3. Include in column (c) or (d), as appropriate, corrections of additions and retirements for the current or preceding year.

4. Enclose in parentheses credit adjustments of plant accounts to indicate the negative effect of such accounts.

5. Classify Account 106 according to prescribed accounts, on an estimated basis if necessary, and include the entries

in column (c) . Also to be included in column (c) are entries for reversals of tentative distributions of prior year reported in column (b). Likewise, if the respondent has a significant amount of plant retirements which have not been classified to primary accounts at the end of the year, include in column (d) a tentative distribution of such retirements, on an estimated basis, with appropriate contra entry to the account for accumulated depreciation provision. Include also in column (d) reversals of tentative distributions of prior year of unclassified retirements. Show in a footnote the account distributions of these tentative classifications in columns (c) and (d), including the reversals of the prior years

Line No.	Account (a)	Balance at Beginning of Year (b)	Additions (c)
1	1. INTANGIBLE PLANT		
2 (301)	Organization	\$72,186	
3 (302)	Franchises and Consents	22,937	
4 (303)	Miscellaneous Intangible Plant	\$83,972,604	3,238,282
5	TOTAL Intangible Plant (Enter Total of lines 2, 3, and 4)	84,067,727	3,238,282
6	2. PRODUCTION PLANT		
7	A. Steam Production Plant		
8 (310)	Land and Land Rights	8,805,270	53,148
9 (311)	Structures and Improvements	91,716,601	-220,374
10 (312)	Boiler Plant Equipment	806,006,857	-5,836,908
11 (313)	Engines and Engine-Driven Generators		0
12 (314)	Turbogenerator Units	201,918,766	6,537,674
13 (315)	Accessory Electric Equipment	96,471,786	18,148,972
14 (316)	Misc. Power Plant Equipment	24,181,307	1,248,174
15 (317)	Asset Retirement Costs for Steam Production		1,790,254
16	TOTAL Steam Production Plant (Enter Total of lines 8 thru 14)	1,229,100,587	21,720,940
17	B. Nuclear Production Plant		
18 (320)	Land and Land Rights	3,411,585	
19 (321)	Structures and Improvements	418,066,091	1,121,533
20 (322)	Reactor Plant Equipment	543,928,403	5,727,817
21 (323)	Turbogenerator Units	171,744,185	14,931
22 (324)	Accessory Electric Equipment	138,729,325	27,921
23 (325)	Misc. Power Plant Equipment	63,947,418	698,085
24 (326)	Asset Retirement Costs for Nuclear Production		31,934,947
25	TOTAL Nuclear Production Plant (Enter Total of lines 17 thru 22)	1,339,827,007	39,525,234
26	C. Hydraulic Production Plant		
27 (330)	Land and Land Rights		
28 (331)	Structures and Improvements		
29 (332)	Reservoirs, Dams, and Waterways		
30 (333)	Water Wheels, Turbines, and Generators		
31 (334)	Accessory Electric Equipment		
32 (335)	Misc. Power Plant Equipment		
33 (336)	Roads, Railroads, and Bridges		
34 (337)	Asset Retirement Costs for Hydraulic Production		
35	TOTAL Hydraulic Production Plant (Enter Total of lines 25 thru 34)		
36	D. Other Production Plant		
37 (340)	Land and Land Rights	136,550	874,268
38 (341)	Structures and Improvements	917,454	0
39 (342)	Fuel Holders, Products, and Accessories	5,705,596	28,894
40 (343)	Prime Movers		
41 (344)	Generators	122,998,388	442,144
42 (345)	Accessory Electric Equipment	8,605,051	
43 (346)	Misc. Power Plant Equipment		

Name of Respondent: Kansas City Power & Light Company
 This Report is: (1) X An Original (2) A Resubmission
 Date of Report: 4/30/2004
 Year of Report: Dec. 31, 2003

ELECTRIC PLANT IN SERVICE (Accounts 101, 102, 103, and 106) (Continued)

tentative account distributions of these amounts.
 Careful observance of the above instructions and the texts of Accounts 101 and 106 will avoid serious omissions of the reported amount of respondent's plant actually in service at end of year.
 6. Show in column (f) reclassifications or transfers within utility plant accounts. Include also in column (f) the additions or reductions of primary account classifications arising from distribution of amounts initially recorded in Account 102. In showing the clearance of Account 102, include in column (e) the amounts with respect to accumulated provision for depreciation, acquisition adjustments, etc., and show in column (f)

only the offset to the debits or credits distributed in column (f) to primary account classifications.
 7. For Account 399, state the nature and use of plant included in this account and if substantial in amount submit a supplementary statement showing subaccount classification of such plant conforming to the requirements of these pages.
 8. For each amount comprising the reported balance and changes in Account 102, state the property purchased or sold, name of vendor or purchaser, and date of transaction. If proposed journal entries have been filed with the Commission as required by the Uniform System of Accounts, give also date of such filing.

Retirements (d)	Adjustments (e)	Transfers (f)	Balance at End of Year (g)	Line No.
			\$72,186 (301)	1
			\$22,937 (302)	2
\$94,360		(\$1,035,467)	\$86,081,059 (303)	3
94,360		(1,035,467)	86,176,182	4
				5
				6
				7
			\$8,858,418 (310)	8
77,324		(745,349)	\$90,673,554 (311)	9
6,469,941		512,144	\$794,212,152 (312)	10
			\$0 (313)	11
305,513		(65,692)	\$208,085,235 (314)	12
146,876		(22,992)	\$114,450,890 (315)	13
40,055		68,760	\$25,458,186 (316)	14
			\$1,790,254 (317)	15
7,039,709		(253,129)	\$1,243,528,689	16
				17
			\$3,411,585 (320)	18
\$417,556			418,770,068 (321)	19
4,300,900			545,355,320 (322)	20
27,989			171,731,127 (323)	21
462,224			138,295,022 (324)	22
372,634			64,272,869 (325)	23
			31,934,947	24
5,581,303		0	1,373,770,938	25
				26
			- (330)	27
			- (331)	28
			- (332)	29
			- (333)	30
			- (334)	31
			- (335)	32
			- (336)	33
			- (337)	34
				35
				36
		91,383	1,102,201 (340)	37
			917,454 (341)	38
			5,734,490 (342)	39
			- (343)	40
28,904		(91,383)	123,320,245 (344)	41
			8,605,051 (345)	42

ELECTRIC PLANT IN SERVICE (Accounts 101, 102, 103, and 106) (Continued)

Line No.	Account (a)	Balance at	
		Beginning of Year (b)	Additions (c)
44 (347)	Asset Retirement Costs for Other Production		
45	TOTAL Other Prod. Plant (Enter Total of lines 37 thru 44)	138,363,039	1,345,306
46	TOTAL Prod. Plant (Enter Total of lines 15, 23, 32 and 41)	\$2,707,290,633	\$62,591,480
47	3. TRANSMISSION PLANT		
48 (350)	Land and Land Rights	22,955,257	1,180,861
49 (352)	Structures and Improvements	3,789,210	0
50 (353)	Station Equipment	107,876,640	7,544,353
51 (354)	Towers and Fixtures	4,029,692	
52 (355)	Poles and Fixtures	75,326,851	6,826,241
53 (356)	Overhead Conductors and Devices	59,399,111	12,909,005
54 (357)	Underground Conduit	3,080,287	
55 (358)	Underground Conduitors and Devices	2,822,718	
56 (359)	Roads and Trails		
57 (359.1)	Asset Retirement Costs for Transmission Plant		
58	TOTAL Transmission Plant (Enter Total of lines 48 thru 57)	279,279,766	28,460,460
59	4. DISTRIBUTION PLANT		
60 (360)	Land and Land Rights	20,095,773	402,402
61 (361)	Structures and Improvements	8,812,176	249,742
62 (362)	Station Equipment	133,737,627	3,460,025
63 (363)	Storage Battery Equipment		
64 (364)	Poles, Towers, and Fixtures	184,858,672	11,174,904
65 (365)	Overhead Conductors and Devices	154,455,116	5,911,831
66 (366)	Underground Conduit	104,244,834	13,243,264
67 (367)	Underground Conduitors and Devices	237,037,218	21,706,269
68 (368)	Line Transformers	181,736,182	7,324,893
69 (369)	Services	87,396,986	(12,067,231)
70 (370)	Meters	65,932,991	1,650,206
71 (371)	Installations on Customer Premises	8,801,976	663,445
72 (372)	Leased Property on Customer Premises		
73 (373)	Street Lighting and Signal Systems	31,280,536	995,638
74 (374)	Asset Retirement Costs for Distribution Plan		
75	TOTAL Distribution Plant (Enter Total of lines 60 thru 74)	1,218,390,087	54,715,388
76	5. GENERAL PLANT		
77 (389)	Land and Land Rights	1,578,338	19,092
78 (390)	Structures and Improvements	46,111,467	16,415
79 (391)	Office Furniture and Equipment	11,409,039	(92,782)
80 (392)	Transportation Equipment	491,622	
81 (393)	Stores Equipment	607,732	90
82 (394)	Tools, Shop and Garage Equipment	2,817,326	55,885
83 (395)	Laboratory Equipment	4,062,463	167,583
84 (396)	Power Operated Equipment	188,228	0
85 (397)	Communication Equipment	64,017,114	2,543,722
86 (398)	Miscellaneous Equipment	188,751	0
87	SUBTOTAL(Enter Total of lines 77 thru 86)	131,472,080	2,710,005
88 (399)	Other Tangible Property		
89 (399.1)	Asset etirement Costs for General Plant		
90	TOTAL General Plant (Enter Total of lines 87, 88 and 89)	131,472,080	2,710,005
91	TOTAL (Accounts 101 and 106)	4,420,500,293	151,715,615
92 (102)	Electric Plant Purchased (See Instr. 8)		
93 (Less)	(102) Electric Plant Sold (See Instr. 8)		
94 (103)	Experimental Plant Unclassified		
95	TOTAL Electric Plant in Service (Enter Total of Lines 84 thru 87)	\$4,420,500,293	\$151,715,615

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	<u>Dec. 31, 2003</u>

ELECTRIC PLANT IN SERVICE (Accounts 101, 102, 103, and 106) (Continued)

Retirements (d)	Adjustments (e)	Transfers (f)	Balance at End of Year (g)	Line No.
			\$0 (346)	44
28,904		0	\$139,679,441	45
\$12,649,916		-253129	\$2,756,979,068	46
				47
19		-602672	\$23,533,427 (350)	48
--		--	--	--

\$0	\$0	3,789,210	(352)	49
771,190	762,322	115,412,125	(353)	50
		4,029,692	(354)	51
412,186	(43,236)	81,697,670	(355)	52
1,163,653		71,144,463	(356)	53
		3,080,287	(357)	54
		2,822,718	(358)	55
		0	(359)	56
				57
2,347,048	\$116,414	\$305,509,592		58
				59
14,943	583,176	21,066,408	(360)	60
181	(15,389)	9,046,348	(361)	61
1,488,809	(73,035)	135,635,808	(362)	62
		0	(363)	63
1,407,737	(233,385)	194,392,454	(364)	64
2,611,251	(22,273)	157,733,423	(365)	65
452,287	0	117,035,811	(366)	66
1,977,526	(46,972)	256,718,989	(367)	67
1,353,142	0	187,707,933	(368)	68
603,414		74,726,341	(369)	69
190,970	0	67,392,227	(370)	70
1,081,035	(57,766)	8,326,620	(371)	71
		0	(372)	72
742,292	40,728	31,574,610	(373)	73
				74
11,923,587	175,084	1,261,356,972		75
				76
	(37,164)	1,560,266	(389)	77
0	(3,015,720)	43,112,162	(390)	78
0	(75,329)	11,240,928	(391)	79
6,752		484,870	(392)	80
	0	607,822	(393)	81
		2,873,211	(394)	82
		4,230,046	(395)	83
		188,228	(396)	84
1,035,467	1,035,467	66,560,836	(397)	85
	0	188,751	(398)	86
1,042,219	(2,092,746)	131,047,120		87
			(399)	88
				89
1,042,219	(2,092,746)	131,047,120		90
28,057,130	(3,089,844)	4,541,068,934		91
(3,052,884)			(102)	92
	(3,052,884)			93
			(103)	94
31,110,014	(36,960)	4,541,068,934		95

Name of Respondent:	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	<u>Dec. 31, 2003</u>

ELECTRIC PLANT HELD FOR FUTURE USE (Account 105)

- Report separately each property held for future use at end of the year having an original cost of \$250,000 or more. Group other items of property held for future use.
- For property having an original cost of \$250,000 or more previously used in utility operations, now held for future use, give in column (a), in addition to other required information, the date that utility use of such property was discontinued, and the date the original cost was transferred to Account 105.

Line No.	Description and Location of Property	Date Originally Included in This Account	Date Expected to be Used in Utility Service	Balance at End of Year
	(a)	(b)	(c)	(d)
1	Land and Rights:			
2	Easements for Iatan to Nashua 345 KV Line in			
3	Platte Co., Missouri	1992	(1)	49,315
4				
5	Land for Hawthorn Ash Pond Expansion in			
6	Jackson Co., Missouri	1996	(1)	3,651,070

7			
8	Site of future Ash Pond at Iatan Station in		
9	Platte Co., Missouri	1998	(1) 502,529
10			
11	Engineering cost for future developments of Iatan 2	1999	(1) 371,201
12			
13	Engineering for future bridge project over the Missouri		
14	river at Iatan Station	2001	(1) 326,214
15			
16			
17			
18			
19			
20			
21	Other Property:		
22	Property with original cost of less		
23	than \$250,000		
24	(8 items)		(1) 565,892
25			
26			
27			
28			
29			
30			
31			
32			
33			
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46			
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48			
49			
47	TOTAL		5,466,221

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	<u>Dec. 31, 2003</u>

CONSTRUCTION WORK IN PROGRESS-ELECTRIC (Account 107)

Line No.	Description of Project	Construction Work in Progress - Electric (Account 107)
	(a)	(b)
1	Montrose Station - Turbine/Generator Auxiliary Temperature Control Replacement	210,669
2	Montrose Station - New Ash Pond Landfill	211,481
3	Montrose Station - Coal Mill Gearbox Replacement	481,820
4	Montrose Station - Coal Mill Pulverizer Replacement	1,349,230
5	Montrose Station - Unit 3 Generator Stator and Rotor Rewind	1,030,044
6	Montrose Station - Distributed Control System Cabinet	108,960

7 .	Montrose Station - Load Center Replacement	126,898
8 .	Montrose Station - Unit 3 Boiler Bottom Tubing Replacement	807,725
9 .	Montrose Station - Coal Mill Isolation Valves	183,580
10 .	Montrose Station - Unit 2 Boiler Inlet Header	128,822
11 .	Montrose Station - Unit 2 Rewind Rotor and Stator	4,558,798
12 .	Montrose Station - Unit 2 Expansion Joint Replacement	183,046
13 .	LaCygne Station - Turbine #1 Low Pressure Rotor Replacement	1,143,753
14 .	LaCygne Station - Generator #1 Replacement	590,215
15 .	LaCygne Station - Potable Water Addition	274,582
16 .	LaCygne Station - Unit 2 Replace Motor Control Center 2N, Bus 1	115,131
17 .	Wolf Creek - GE Magne Blast Breaker Replacement	843,197
18 .	Wolf Creek - Diesel Generator Governor Replacement	110,625
19 .	Wolf Creek -Distributed Control System to Digital	3,151,790
20 .	Wolf Creek - Turbine Generator Modification	121,173
21 .	Wolf Creek - Replace #SGK04 and #SGK05 Air Conditioner Units	1,466,960
22 .	Wolf Creek - Main Stream Isolation Valve (MSIV) Actuator Replacement	1,108,976
23 .	Wolf Creek - High Ammonia Secondary Chemistry	477,168
24 .	Wolf Creek - Feed Water Actuator Replacement	153,616
25 .	Wolf Creek - Plant Fiber Optic Infrastructure	330,729
26 .	Wolf Creek - Corrective Action Software	278,315
27 .	Wolf Creek - Rotating Assembly on Pump #PBG05B	368,024
28 .	Wolf Creek - Miscellaneous Projects under \$100,000	887,148
29 .	Scott Air Pac Replacements	136,656
30 .	345 KV Line #11 Hawthorn-St. Joseph Line Panels	169,880
31 .	345 KV System Storm Dead-end Installation	462,960
32 .	Install Fire Walls at Transmission Substations	100,034
33 .	Replace 161 KV Lightning Arresters at Transmission Substations	117,135
34 .	Reconductor 161 KV Line - Hawthorn-Levee-Northeast	1,082,774
35 .	Install 69 KV Line from Liberty to Bypass Junction	242,399
36 .	Replace Disconnect Switches at Transmission Substations	308,834
37 .	Replacement of Remote Terminal Units at Craig Substation	175,744
38 .	Install new 161 KV Line Termination at Leeds Substation #61	525,005
39 .	Install third Transformer at Line Creek Substation #63	379,784
40 .	Install Transformer, Switchgear, and Distribution Circuit at Martin City Substation #66	395,499
41 .	Install Transformer, Switchgear, and Circuit at Olathe Substation #41	665,586
42 .	Install Transformer, Switchgear, and Circuit at Oxford Substation #38	658,629
43 TOTAL		53,075,951

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	<u>Dec. 31, 2003</u>

CONSTRUCTION WORK IN PROGRESS-ELECTRIC (Account 107)

Line No.	Description of Project	Construction Work in Progress - Electric (Account 107)
	(a)	(b)
	(Continued from 216)	
1 .	Purchase Land for Quarry Substation	139,576
2 .	Build Quarry Substation	1,403,300
3 .	Install 16 1KV Breaker and Line Relay at College Substation #90	232,199
4 .	Extend Duct Line along Metcalf	353,620
5 .	Distribution Engineering Analysis Software - DEAT	288,742
6 .	Replace 161 KV Lightning Arresters at Distribution Substations	265,770
7 .	Install Digital Voice Recorder System	147,680
8 .	Install Outage Management System	322,453
9 .	Install Redesigned Cathodic Protection System	136,485
10 .	Automated Security System	278,362
11 .	Itron Meter Reading System	409,662
12 .	Installation of new Johnson County Service Center - 108th and Eicher	5,291,215
13 .	Fleet Fuel Management System	225,272
14 .	Relocate Fuels and General Service & Sales Offices to 1201 Walnut	148,515
15 .	Install Disaster Recovery Critical Service System	183,168
16 .	Add-Inn Sites for new 900 MHz Radios	148,777

17 .	Power Production - Installation of Impact and Curator Software System	104,787
18 .	Power Marketing Group Software	1,328,544
19 .	AM/FM Phase IV	230,036
20 .	Distribution Asset Management Software	231,492
21 .	Oracle Software License	356,289
22 .	Data Warehouse Software	226,288
23 .	Installation of new Windows XP Desktop Operating System	295,587
24 .	IT Project Management Implementation	239,039
25 .	MISC Projects under \$100,000	13,835,699
26 .		
27 .		
28 .		
29 .		
30 .		
31 .		
32 .		
33 .		
34 .		
35 .	The total of \$53,045,951 does not include Nuclear Fuel or AFUDC on Nuclear	
36 .	Fuel in the amount of \$571,631.	
37 .		
38 .		
39 .		
40 .		
41 .		
42 .		
43 .	TOTAL	53,045,951

Name of Respondent Kansas City Power & Light Company	This Report is: (1) X An Original (2) A Resubmission	Date of Report (Mo, Da, Yr) 4/30/2004	Year of Report <u>Dec. 31, 2003</u>
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ACCUMULATED PROVISION FOR DEPRECIATION OF ELECTRIC UTILITY PLANT (Account 108)

- | | |
|--|--|
| <p>1. Explain in a footnote any important adjustments during the year.</p> <p>2. Explain in a footnote any difference between the amount for book cost of plant retired, line 11, column (c), and that reported for electric plant in service, pages 204-207, column (d), excluding retirements of non-depreciable property.</p> <p>3. The provisions of Account 108 in the Uniform System of Accounts require that retirements of depreciable plant be recorded when such plant is removed from service. If the</p> | <p>respondent has a significant amount of plant retired at year end which has not been recorded and/or classified to the various reserve functional classifications, make preliminary closing entries to tentatively functionalize the book cost of the plant retired. In addition, include all costs included in retirement work in progress at year end in the appropriate functional classifications.</p> <p>4. Show separately interest credits under a sinking fund or similar method of depreciation accounting.</p> |
|--|--|

Section A. Balances and Changes During Year

Line No.	Item (a)	Total (c+d+e) (b)	Electric Plant in Service (c)	Electric Plant Held for Future Use (d)	Electric Plant Leased to Others (e)
1	Balance Beginning of Year	\$1,834,977,918	\$1,834,977,918		
2	Depreciation Provisions for Year, Charged to				
3	(403) Depreciation Expense	127,075,799	127,075,799		
4	(413) Exp. of Elec. Plt. Leas. to Others				
5	(413.1) Depreciation Expense for Asset Retirement Costs				
6	Transportation Expenses-Clearing	31,680	31,680		
7	Other Clearing Accounts	0			
8	Other Accounts (Specify):	7,715,981	7715981		
9	Charged to Other Affiliates-Depr	20,166	20,166		
10	TOTAL Deprec. Prov. for Year Enter Total of lines 3 thru 8)	134,843,626	134,843,626		
11	Net Charges for Plant Retired:				
12	Book Cost of Plant Retired	27,947,827	27,947,827		
13	Cost of Removal	22,637,822	22,637,822		
14	Salvage (Credit)	182,685,984	182,685,984		
15	TOTAL Net Charges for Plant Retired	(182,685,984)	(182,685,984)		

15	TOTAL Net Chrgs. for Plant Ret.	(132,100,335)	(132,100,335)
	(Enter Total of lines 11 thru 13)		
16	Other Debit or Credit Items (Describe):	30,172,844	30,172,844
17	Other Changes for Retirement Work in Pro	(113,499,514)	(113,499,514)
18	Book Cost or Asset Retirement Costs Retired		
	Balance End of Year (Enter Total of		
19	Lines 1, 10, 15, 16, and 18)	\$2,018,595,209	\$2,018,595,209

Section B. Balances at End of Year According to Functional Classifications

20	Steam Production	699,861,790	699,861,790
21	Nuclear Production	622,970,868	622,970,868
22	Hydraulic Production - Conventional		
23	Hydraulic Production - Pumped Storage		
24	Other Production	56,967,384	56,967,381
25	Transmission	129,746,011	129,746,011
26	Distribution	454,956,017	454,956,017
27	General	54,093,139	54,093,139
28	TOTAL (Enter Total of lines 20 thru 27)	2,018,595,209	2,018,595,206

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	<u>Dec. 31, 2003</u>

1. Report below investments in Accounts 123.1, investments in Subsidiary Companies.
2. Provide a subheading for each company and List there under the information called for below. Sub-TOTAL by company and give a TOTAL in columns (e), (f), (g), and (h)
 - (a) Investment in Securities-List and describe each security owned. For bonds give also principal amount, date of issue, maturity and interest rate.
 - (b) Investment Advances - Report separately the amounts of loans or investment advances which are subject to repayment, but which are not subject to current settlement. With respect to each advance show whether the advance is a note or open account. List each note giving date of issuance, maturity date, and specifying whether note is a renewal.
- (3) report separately the equity in undistributed subsidiary earnings since acquisition. The TOTAL in column (e) should equal the amount entered for Account 418.1.
4. For any securities, notes, or accounts that were pledged designate such securities, notes, or accounts in a footnote, and state the name of pledgee and purposes of the pledge.
5. If Commission approval was required for any advance made or security acquired, designate such fact in a footnote and give name of Commission.
6. Report column (f) interest and dividend revenues from investments, including such revenues from securities disposed of during the year.
7. In column (h) report for each investment disposed of during the year, the gain or loss represented by the difference between cost of the investment (or the other amount at which carried in the books of account if difference from cost) and the selling price thereof, not including interest adjustment includible in column (f).
8. Report on Line 42, column (a) the TOTAL cost of Account 123.1

INVESTMENTS IN SUBSIDIARY COMPANIES (Account 123.1)							
Line No.	Description of Investment		Date Acquired	Date of Maturity	Amount of Investment at the Beginning of Year	Line No.	
	(a)	(b)	(c)	(d)			
							0
							0
							0
1	Home Service Solutions Inc.						0 1
2							0 2
3	SHARES	AMOUNT					0 3
	45,500,000	5,500,000	05/29/98				0 4
	59,500,000	9,500,000	08/28/98				0 5
	62,000,000	2,000,000	09/16/98				0 6
	73,000,000	3,000,000	10/22/98				0 7
	81,150,158	1,150,158	12/02/98				0 8
	93,000,000	3,000,000	2/23/99				0 9
10	849,842	849,842	4/30/99				0 10
11	2,000,000	2,000,000	5/12/99				0 11
12	3,000,000	3,000,000	6/29/99				0 12
13	6,500,000	6,500,000	8/24/99				0 13
14	3,000,000	3,000,000	8/26/99				0 14
15	854,934	854,934	10/24/99				0 15
16	940,302	940,302	10/27/99				0 16
17	2,440,498	2,440,498	11/12/99				0 17

18	1,506,406	1,506,406	11/26/99	0	18
19	1,100,000	1,100,000	12/13/99	0	19
20	560,000	560,000	03/08/01	0	20
21				0	21
22	-----	-----		0	22
23	46,902,140	46,902,140		46,902,140	23
24				0	24
25	Income (loss) from subsidiaries			-30,778,980	25
26				0	26
27	Subtotal			16,123,160	27
28				0	28
29				0	29
30				0	30
31	Kansas City Power & Light Receivable Company			3,000,000	31
32	Income (loss) from subsidiaries			(2,717,550)	32
33	Subtotal			282,450	33
34					34
35	KCPL Financing I (Trust)			4,640,000	35
36	Subtotal			4,640,000	36
37					37
38				0	38
39				0	39
40				0	40
41					41
42	Total Cost of Account 123.1 \$	54,542,140	TOTAL	21,045,610	42

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original (2) A Resubmission	(Mo, Da, Yr) 4/30/2004	<u>Dec. 31, 2003</u>

Equity in Subsidiary Earnings of Year	Revenues for Year	Amount of Investment at End of Year	Gain or Loss from Investment Disposes of	Line No.
(e)	(f)	(g)	(h)	
	0	0	0	0
	0	0	0	0
	0	0	0	0
	0	0	0	0 1
	0	0	0	0 2
	0	0	0	0 3
	0	0	0	0 4
	0	0	0	0 5
	0	0	0	0 6
	0	0	0	0 7
	0	0	0	0 8
	0	0	0	0 9
	0	0	0	0 10
	0	0	0	0 11
	0	0	0	0 12
	0	0	0	0 13
	0	0	0	0 14
	0	0	0	0 15
	0	0	0	0 16
	0	0	0	0 17
	0	0	0	0 18
	0	0	0	0 19
		0		0 20
	0	0		0 21
	0	0		0 22
	0	0	46,902,140	0 23
	0	0	0	0 24
	-10,075,387	0	-40,854,367	-7,070,761 25
		0		0 26

-10,075,387	0	6,047,773	-7,070,761	27
	0		0	28
0	0	0	0	29
0	0	0	0	30
0	0	3,000,000	0	31
1,526,740	0	-1,190,810	0	32
1,526,740	0	1,809,190	0	33
0	0	0	0	34
0	0	4,640,000	0	35
0	0	4,640,000	0	36
				37
				38
				39
				40
0	0	0	0	41
-8,548,647		12,496,963	-7,070,761	42

Name of Respondent	This Report is:	Date of Report	Year of Report
Kansas City Power & Light Company	(1) X An Original	(Mo, Da, Yr)	
	(2) A Resubmission	4/30/2004	<u>Dec. 31, 2003</u>

MATERIALS AND SUPPLIES

1. For Account 154, report the amount of plant materials and operating supplies under the primary functional classifications as indicated in column (a); estimates of amounts by function are acceptable. In column (d), designate the department or departments which use the class of material.

ments during the year (in a footnote) showing general classes of material and supplies and the various accounts (operating expenses, clearing accounts, plant, etc.) affected - debited or credited. Show separately debits or credits to stores expense-clearing, if applicable.

2. Give an explanation of important inventory adjust-

Line No.	Account	Balance Beginning of Year	Balance End of Year	Department or Departments Which Use Material
	(a)	(b)	(c)	(d)
1	Fuel Stock (Account 151)	\$21,310,585	\$22,542,535	
2	Fuel Stock Expenses Undistributed (Account 152)			
3	Residuals and Extracted Products (Account 153)			
4	Plant Materials and Operating Supplies (Account 154)			
5	Assigned to - Construction (Estimated)			
6	Assigned to - Operations and Maintenance			
7	Production Plant (Estimated)			
8	Transmission Plant (Estimated)			
9	Distribution Plant (Estimated)			
10	Assigned to - Other	50,531,677	56,323,942	
11	TOTAL Account 154 (Total of lines 5 thru 10)	50,531,677	56,323,942	All Departments
12	Merchandise (Account 155)			
13	Other Materials and Supplies (Account 156)			
14	Nuclear Materials Held for Sale (Account 157) (Not applicable to Gas Utilities)			
15	Stores Expense Undistributed (Account 163)	268,600	275,520	
16				
17				
18				
19				
20	TOTAL Materials and Supplies (per Balance Sheet)	\$72,110,862	\$79,141,997	

SUMMARY OF UTILITY PLANT AND ACCUMULATED PROVISIONS
FOR DEPRECIATION, AMORTIZATION AND DEPLETION

Line No.	Item (a)	Total (b)	Electric (c)
1	UTILITY PLANT		
2	In Service		
3	Plant in Service (Classified)	\$3,093,138,221	Same
4	Property Under Capital Leases		as
5	Plant Purchased or Sold		Total
6	Completed Construction not Classified		
7	Experimental Plant Unclassified		
8	TOTAL (Enter Total of lines 3 thru 7)	3,093,138,221	
9	Leased to Others		
10	Held for Future Use	657,178	
11	Construction Work in Progress	19,662,356	
12	Acquisition Adjustments		
13	TOTAL Utility Plant (Enter Total of lines 8 thru 12)	3,113,457,755	
14	Accum. Prov. for Depr., Amort., & Depl.	1,305,911,158	
15	Net Utility Plant (Enter total of line 13 less 14)	\$1,807,546,597	
16	DETAIL OF ACCUMULATED PROVISIONS FOR DEPRECIATION, AMORTIZATION AND DEPLETION		
17	In Service:		
18	Depreciation	\$1,291,311,705	
19	Amort. and Depl. of Producing Natural Gas Land and Land Rights		
20	Amort. of Underground Storage Land and Land Rights		
21	Amort. of Other Utility Plant	14,599,453	
22	TOTAL in Service (Enter Total of lines 18 thru 21)	1,305,911,158	
23	Leased to Others		
24	Depreciation		
25	Amortization and Depletion		
26	TOTAL Leased to Others (Enter Total of lines 24 and 25)		
27	Held for Future Use		
28	Depreciation		
29	Amortization		
30	TOTAL Held for Future Use (Enter Total of lines 28 and 29)		
31	Abandonment of Leases (Natural Gas)		
32	Amort. of Plant Acquisition Adjustment		
33	TOTAL Accumulated Provisions (Should agree with line 14 above) (Enter Total of lines 22, 26, 30, 31, and 32)	\$1,305,911,158	

NUCLEAR FUEL MATERIALS (Accounts 120.1 through 120.6 and 157)

1. Report below the costs incurred for nuclear fuel materials in process of fabrication, on hand, in reactor, and in cooling; owned by the respondent.

arrangements, attach a statement showing the amount of nuclear fuel leased, the quantity used and quantity on hand, and the costs incurred under such leasing arrangements.

2. If the nuclear fuel stock is obtained under leasing

Line No.	Description of Item (a)	Changes During Year	
		Balance Beginning of Year (b)	Additions (c)
1	Nuclear Fuel in Process of Refinement, Conversion, Enrichment & Fabrication (120.1)		
2	Fabrication		
3	Nuclear Materials	\$37,268	\$41,715,916
4	Allowance for Funds Used during Construction	16,376	176,004
5	Other Overhead Construction Costs	496,972	503,006
6	SUBTOTAL (Enter Total of lines 2 thru 5)	550,616	42,394,926
7	Nuclear Fuel Materials and Assemblies		
8	In Stock (120.2)	0	41,730,114
9	In Reactor (120.3)	98,848,772	41,730,114
10	SUBTOTAL (Enter Total of lines 8 and 9)	98,848,772	83,460,228
11	Spent Nuclear Fuel (120.4)	203,124,054	44,556,102
12	Nuclear Fuel Under Capital Leases (120.6)		
13	(Less) Accum. Prov. for Amortization of Nuclear Fuel Assemblies (120.5)	256,602,942	

14	TOTAL Nuclear Fuel Stock (Enter Total lines 6, 10, 11 and 12 less line 13)	\$45,920,500
15	Estimated Net Salvage Value of Nuclear Materials in line 9	
16	Estimated Net Salvage Value of Nuclear Materials in line 11	
17	Estimated Net Salvage Value of Nuclear Materials in Chemical Processing	
18	Nuclear Materials Held for Sale (157)	
19	Uranium	
20	Plutonium	
21	Other	
22	TOTAL Nuclear Materials Held for Sale (Enter Total of lines 19, 20 and 21)	

Wolf Creek Nuclear Operating Corporation

An Original

Dec. 31, 2003

NUCLEAR FUEL MATERIALS (Accounts 120.1 through 120.6 and 157) (Continued)

Changes During the Year			Balance	Line	
Amortization	Other Reductions		End of Year	No.	
(d)	(Explain in a footnote)		(f)		
	(e)				
				1	
				2	
		\$40,708,922	(1)	\$1,044,262	3
		189,465	(1)	2,915	4
		831,727	(1)	168,251	5
		41,730,114		1,215,428	6
					7
		41,730,114	(2)	0	8
		44,556,102	(3)	96,022,784	9
		86,286,216		96,022,784	10
		43,708,746	(4)	203,971,410	11
					12
					13
\$26,304,192		43,708,746	(4)	239,198,388	14
				\$62,011,234	15
					16
					17
					18
					19
					20
					21
					22

- (1) Fabricated assemblies were transferred to Stock (120.2) upon delivery.
- (2) Assemblies placed in-service were transferred to In-Reactor (120.3) at cycle start.
- (3) Discharged assemblies were transferred to Spent Nuclear Fuel (120.4) for their cooling period.
- (4) Assemblies meeting the five year cooling period were retired from the books.

ELECTRIC PLANT IN SERVICE (Accounts 101, 102, 103, and 106)

1. Report below the original cost of electric plant in service according to the prescribed accounts.
2. In addition to Account 101, Electric Plant in Service (Classified), this page and the next include Account 102, Electric Plant Purchased or Sold; Account 103, Experimental Electric Plant Unclassified; and Account 106, Completed Construction Not Classified - Electric.
3. Include in column (c) or (d), as appropriate, corrections of additions and retirements for the current or preceding year.
4. Enclose in parentheses credit adjustments of plant accounts to indicate the negative effect of such accounts.
5. Classify Account 106 according to prescribed accounts, on an estimated basis if necessary, and include the entries

in column (c) . Also to be included in column (c) are entries for reversals of tentative distributions of prior year reported in column (b). Likewise, if the respondent has a significant amount of plant retirements which have not been classified to primary accounts at the end of the year, include in column (d) a tentative distribution of such retirements, on an estimated basis, with appropriate contra entry to the account for accumulated depreciation provision. Include also in column (d) reversals of tentative distributions of prior year of unclassified retirements. Show in a footnote the account distributions of these tentative classifications in columns (c) and (d), including the reversals of the prior years

Line No.	Account (a)	Balance at Beginning of Year (b)	Additions (c)
1	1. INTANGIBLE PLANT		
2 (301)	Organization		
3 (302)	Franchises and Consents		
4 (303)	Miscellaneous Intangible Plant	\$16,330,655	\$686,387
5	TOTAL Intangible Plant (Enter Total of lines 2, 3, and 4)	16,330,655	686,387
6	2. PRODUCTION PLANT		
7	A. Steam Production Plant		
8 (310)	Land and Land Rights		
9 (311)	Structures and Improvements		
10 (312)	Boiler Plant Equipment		
11 (313)	Engines and Engine-Driven Generators		
12 (314)	Turbogenerator Units		
13 (315)	Accessory Electric Equipment		
14 (316)	Misc. Power Plant Equipment		
15	TOTAL Steam Production Plant (Enter Total of lines 8 thru 14)		
16	B. Nuclear Production Plant		
17 (320)	Land and Land Rights	7,258,691	
18 (321)	Structures and Improvements	870,528,783	2,377,546
19 (322)	Reactor Plant Equipment	1,381,780,055	12,171,521
20 (323)	Turbogenerator Units	361,899,508	31,490
21 (324)	Accessory Electric Equipment	288,064,234	59,406
22 (325)	Misc. Power Plant Equipment	134,772,769	1,492,198
23	TOTAL Nuclear Production Plant (Enter Total of lines 17 thru 22)	3,044,304,040	16,132,161
24	C. Hydraulic Production Plant		
25 (330)	Land and Land Rights		
26 (331)	Structures and Improvements		
27 (332)	Reservoirs, Dams, and Waterways		
28 (333)	Water Wheels, Turbines, and Generators		
29 (334)	Accessory Electric Equipment		
30 (335)	Misc. Power Plant Equipment		
31 (336)	Roads, Railroads, and Bridges		
32	TOTAL Hydraulic Production Plant (Enter Total of lines 25 thru 31)		
33	D. Other Production Plant		
34 (340)	Land and Land Rights		
35 (341)	Structures and Improvements		
36 (342)	Fuel Holders, Products, and Accessories		
37 (343)	Prime Movers		
38 (344)	Generators		
39 (345)	Accessory Electric Equipment		

ELECTRIC PLANT IN SERVICE (Accounts 101, 102, 103, and 106) (Continued)

tentative account distributions of these amounts.

only the offset to the debits or credits distributed in column (f) to primary account classifications.

Careful observance of the above instructions and the texts of Accounts 101 and 106 will avoid serious omissions of the reported amount of respondent's plant actually in service at end of year.

7. For Account 399, state the nature and use of plant included in this account and if substantial in amount submit a supplementary statement showing subaccount classification of such plant conforming to the requirements of these pages.

6. Show in column (f) reclassifications or transfers within utility plant accounts. Include also in column (f) the additions or reductions of primary account classes

8. For each amount comprising the reported balance and changes in Account 102, state the amount purchased or

the additions or reductions of primary account classifications arising from distribution of amounts initially recorded in Account 102. In showing the clearance of Account 102, include in column (e) the amounts with respect to accumulated provision for depreciation, acquisition adjustments, etc., and show in column (f)

changes in Account 102, state the property purchased or sold, name of vendor or purchaser, and date of transaction. If proposed journal entries have been filed with the Commission as required by the Uniform System of Accounts, give also date of such filing.

Retirements (d)	Adjustments (e)	Transfers (f)	Balance at End of Year (g)	Line No.
				1
			(301)	2
			(302)	3
\$200,766			\$16,816,276 (303)	4
200,766			16,816,276	5
				6
				7
			(310)	8
			(311)	9
			(312)	10
			(313)	11
			(314)	12
			(315)	13
			(316)	14
				15
				16
			\$7,258,691 (320)	17
\$892,453			872,013,876 (321)	18
9,628,658			1,384,322,918 (322)	19
57,406			361,873,592 (323)	20
957,427			287,166,213 (324)	21
782,328			135,482,639 (325)	22
12,318,272			3,048,117,929	23
				24
			(330)	25
			(331)	26
			(332)	27
			(333)	28
			(334)	29
			(335)	30
			(336)	31
				32
				33
			(340)	34
			(341)	35
			(342)	36
			(343)	37
			(344)	38
			(345)	39

Wolf Creek Nuclear Operating Corporation An Original Dec. 31, 2003
ELECTRIC PLANT IN SERVICE (Accounts 101, 102, 103, and 106) (Continued)

Line No.	Account (a)	Balance at Beginning of Year (b)	Additions (c)
40 (346)	Misc. Power Plant Equipment		
41	TOTAL Other Prod. Plant (Enter Total of lines 34 thru 40)		
42	TOTAL Prod. Plant (Enter Total of lines 15, 23, 32 and 41)	\$3,044,304,040	\$16,132,161
43	3. TRANSMISSION PLANT		
44 (350)	Land and Land Rights	756	
45 (352)	Structures and Improvements	555,454	0
46 (353)	Station Equipment	22,782,978	0
47 (354)	Towers and Fixtures		
48 (355)	Poles and Fixtures	123,948	0
49 (356)	Overhead Conductors and Devices	83,867	0
50 (357)	Underground Conduit		
51 (358)	Underground Conduitors and Devices		
52 (359)	Roads and Trails		
53	TOTAL Transmission Plant (Enter Total of lines 44 thru 52)	23,547,003	0
54	4. DISTRIBUTION PLANT		
55 (360)	Land and Land Rights		
56 (361)	Structures and Improvements		
57 (362)	Station Equipment		
58 (363)	Storage Battery Equipment		
59 (364)	Poles, Towers, and Fixtures		
60 (365)	Overhead Conductors and Devices		
61 (366)	Underground Conduit		
62 (367)	Underground Conduitors and Devices		

63 (368)	Line Transformers		
64 (369)	Services		
65 (370)	Meters		
66 (371)	Installations on Customer Premises		
67 (372)	Leased Property on Customer Premises		
68 (373)	Street Lighting and Signal Systems		
69	TOTAL Distribution Plant (Enter Total of lines 55 thru 68)		
70	5. GENERAL PLANT		
71 (389)	Land and Land Rights		
72 (390)	Structures and Improvements		
73 (391)	Office Furniture and Equipment	3,709,747	556,488
74 (392)	Transportation Equipment		
75 (393)	Stores Equipment		
76 (394)	Tools, Shop and Garage Equipment		
77 (395)	Laboratory Equipment		
78 (396)	Power Operated Equipment		
79 (397)	Communication Equipment	390,778	0
80 (398)	Miscellaneous Equipment		
81	SUBTOTAL(Enter Total of lines 71 thru 80)	4,100,525	556,488
82 (399)	Other Tangible Property		
83	TOTAL General Plant (Enter Total of lines 81 and 82)	4,100,525	556,488
84	TOTAL (Accounts 101 and 106)	3,088,282,223	17,375,036
85 (102)	Electric Plant Purchased (See Instr. 8)		
86 (Less)	(102) Electric Plant Sold (See Instr. 8)		
87 (103)	Experimental Plant Unclassified		
88	TOTAL Electric Plant in Service (Enter Total of Lines 84 thru 87)	\$3,088,282,223	\$17,375,036

Wolf Creek Nuclear Operating Corporation

An Original

Dec. 31, 2003

ELECTRIC PLANT IN SERVICE (Accounts 101, 102, 103, and 106) (Continued)

Retirements (d)	Adjustments (e)	Transfers (f)	Balance at End of Year (g)	Line No.
				(346) 40
				41
\$12,318,272			\$3,048,117,929	42
				43
			756	(350) 44
0			555,454	(352) 45
			22,782,978	(353) 46
				(354) 47
			123,948	(355) 48
			83,867	(356) 49
				(357) 50
				(358) 51
				(359) 52
0			\$23,547,003	53
				54
				(360) 55
				(361) 56
				(362) 57
				(363) 58
				(364) 59
				(365) 60
				(366) 61
				(367) 62
				(368) 63
				(369) 64
				(370) 65
				(371) 66
				(372) 67
				(373) 68
				69
				70
				(389) 71
				(390) 72
0			4,266,235	(391) 73
				(392) 74
				(393) 75
				(394) 76
				(395) 77
				(396) 78
0			390,778	(397) 79

0		4,657,013	(398)	80
0		4,657,013	(399)	81
12,519,038		3,093,138,221		82
			(102)	83
			(103)	84
\$12,519,038		\$3,093,138,221		85
				86
				87
				88

Wolf Creek Nuclear Operating Corporation An Original Dec. 31, 2003
 ELECTRIC PLANT HELD FOR FUTURE USE (Account 105)

1. Report separately each property held for future use at end of the year having an original cost of \$250,000 or more. Group other items of property held for future use.
 2. For property having an original cost of \$250,000 or more previously used in utility operations, now held for future use, give in column (a), in addition to other required information, the date that utility use of such property was discontinued, and the date the original cost was transferred to Account 105.

Line No.	Description and Location of Property (a)	Date Originally Included in This Account (b)	Date Expected to be Used in Utility Service (c)	Balance at End of Year (d)
1	Land and Land Rights:			
2				
3	None			
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21	Other Property:			
22				
23	Reclassified from Account 107	Dec. 1985	Unknown	\$657,178
24	(KGE only)			
25				
26				
27				
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				
38				
39				
40				
41				
42				
43				
44				
45				
46				
47	TOTAL			\$ 657,178

CONSTRUCTION WORK IN PROGRESS-ELECTRIC (Account 107)

1. Report below descriptions and balances at end of year of projects in process of construction (107).

Uniform System of Accounts).

2. Show items relating to "research, development, and demonstration" projects last, under a caption Research, Development, and Demonstration (see Account 107 of the

3. Minor projects (5% of the Balance End of the Year for Account 107 or \$100,000, whichever is less) may be grouped.

Line No.	Description of Project (a)	Construction Work in Progress - Electric (Account 107) (b)
1		
2	Distribution Control System to Digital	6,679,916
3	Replace #SGK04 and 05 Air Conditioner Units	3,076,459
4	Main Steam Isolation Valve Actuator Replacement	2,350,811
5	GE Magne Blast Circuit Breaker Replacement	1,786,594
6	High Ammonia Secondary Chemistry	1,004,568
7	Rotating Assembly on Pump #PBG05B	783,030
8	Plant Fiber Optic Infrastructure	700,024
9	Corrective Action Software	592,159
10	Main Steam and Feed water Isolation Valve Actuator Replacement	321,200
11	Turbine Generator Study	252,441
12	Diesel Generator Governor Replacement	233,200
13	Business Planning Software	174,553
14	Reactor Head Reconfiguration	157,591
15	Loose Parts Monitor System	147,401
16	Miscellaneous Minor Projects (58) and Unapplied Engineering	1,402,409
17		
18		
19		
20		
21		
22		
23		
24		
25		
26		
27		
28		
29		
30		
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32		
33		
34		
35		
36		
37		
38		
39		
40		
41		
42		
43		
44		
45		
46		
	TOTAL	19,662,356

- the year.
2. Explain in a footnote any difference between the amount for book cost of plant retired, line 11, column (c), and that reported for electric plant in service, pages 204-207, column (d), excluding retirements of non-depreciable property.
 3. The provisions of Account 108 in the Uniform System of Accounts require that retirements of depreciable plant be recorded when such plant is removed from service. If the year end which has not been recorded and/or classified to the various reserve functional classifications, make preliminary closing entries to tentatively functionalize the book cost of the plant retired. In addition, include all costs included in retirement work in progress at year end in the appropriate functional classifications.
 4. Show separately interest credits under a sinking fund or similar method of depreciation accounting.

Section A. Balances and Changes During Year

Line No.	Item (a)	Total (c+d+e) (b)	Electric Plant in Service (c)	Electric Plant Held for Future Use (d)	Electric Plant Leased to Others (e)
1	Balance Beginning of Year	\$1,233,200,054	\$1,233,200,054		
2	Depreciation Provisions for Year, Charged to				
3	(403) Depreciation Expense	62,325,584	62,325,584		
4	(413) Exp. of Elec. Plt. Leas. to Others				
5	Transportation Expenses-Clearing				
6	Other Clearing Accounts				
7	Other Accounts (Specify):				
8	(182) Regulatory Asset KCC Diff	8,461,237	8,461,237		
9	TOTAL Deprec. Prov. for Year (Enter Total of lines 3 thru 8)	70,786,821	70,786,821		
10	Net Charges for Plant Retired:				
11	Book Cost of Plant Retired	12,318,272	12,318,272		
12	Cost of Removal	380,421	380,421		
13	Salvage (Credit)	23,523	23,523		
14	TOTAL Net Chrgs. for Plant Ret. (Enter Total of lines 11 thru 13)	12,675,170	12,675,170		
15	Other Debit or Credit Items (Describe):				
16					
17	Balance End of Year (Enter Total of lines 1, 9, 14, 15, and 16)	\$1,291,311,705	\$1,291,311,705		

Section B. Balances at End of Year According to Functional Classifications

18	Steam Production				
19	Nuclear Production	Accumulated depreciation is not recorded on a functional basis. However, over 99% is under nuclear production.			
20	Hydraulic Production - Conventional				
21	Hydraulic Production - Pumped Storage				
22	Other Production				
23	Transmission				
24	Distribution				
25	General				
26	TOTAL (Enter Total of lines 18 thru 25)	\$1,291,311,705	\$1,291,311,705		

Wolf Creek Nuclear Operating Corporation

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MATERIALS AND SUPPLIES

Dec. 31, 2003

1. For Account 154, report the amount of plant materials and operating supplies under the primary functional classifications as indicated in column (a); estimates of amounts by function are acceptable. In column (d), designate the department or departments which use the class of material.

ments during the year (in a footnote) showing general classes of material and supplies and the various accounts (operating expenses, clearing accounts, plant, etc.) affected - debited or credited. Show separately debits or credits to stores expense-clearing, if applicable.

2. Give an explanation of important inventory adjust-

Line No.	Account (a)	Balance Beginning of Year (b)	Balance End of Year (c)	Department or Departments Which Use Material (d)
1	Fuel Stock (Account 151)	\$345,243	\$295,946	Electric Only
2	Fuel Stock Expenses Undistributed (Account 152)			
3	Residuals and Extracted Products (Account 153)			
4	Plant Materials and Operating Supplies (Account 154)			
5	Assigned to - Construction (Estimated)			
6	Assigned to - Operations and Maintenance			
7	Production Plant (Estimated)			

8	Transmission Plant (Estimated)		
9	Distribution Plant (Estimated)		
10	Assigned to - Other		
11	TOTAL Account 154 (Total of lines 5 thru 10)	36,403,453	37,363,018
12	Merchandise (Account 155)		
13	Other Materials and Supplies (Account 156)		
14	Nuclear Materials Held for Sale (Account 157) (Not applicable to Gas Utilities)		
15	Stores Expense Undistributed (Account 163)	571,490	586,213
16			
17			
18			
19			
20	TOTAL Materials and Supplies (per Balance Sheet)	\$37,320,186	\$38,245,177

Great Plains Energy Incorporated
Form U5S
Exhibit F-11

The chart of accounts of KLT Inc. and its subsidiaries
as of December 31, 2003.

Account	Description	Status
100390	Leasehold Improvements	A
101303	Misc Intangible Plant	A
101304	License agreement	A
101305	Project rights	A
101306	Patents	A
101331	Lease Equipment	A
101332	Undeveloped leaseholds	A
101333	Developed leaseholds	A
101334	Intangible drilling costs	A
101335	Nucl Prod-Disallwd-Fasb 90	A
101390	Gen Plt-Struc&Imp-EI In S	A
101391	Gen Plt-Office Eq-EI In S	A
101392	Gen Plt-Transp Eq-EI In S	A
101394	Gen Plt-Tools Etc-EI In S	A
101396	Gen Plt-Pwr Op Eq-EI In S	A
101398	Gen Plt-Misc Eq -EI In S	A
108330	Accum DD&A on oil/gas property	A
108390	Depr-EI Gen Plt-Struc	A
108391	Depr-EI Gen Plt-Off Furn	A
108398	Depr-EI Gen Plt-Misc Eqpt	A
111303	Amtz -Misc Intangible Plant	A
111306	Accumulated amort - Patents	A
111390	Amtz-Elec Plt in Svc-Genral	A
123300	Investment in KLT Investments	A
123302	Investment in Investments II	A
123305	Earnings of Energetechs	A
123306	Investment in KLT Energy Svcs	A
123308	Investment in KLT Gas	A
123310	Investment in KLT Telecom	A
123312	Earnings of KLT Telecom	A
123316	Investment in Far Gas	A
123318	Investment in Apache Canyon	A
123320	Investment-Municipal Solutions	A
123322	Investment-Telemetry Solutions	A
123324	Investment in KVA Power	A
123328	Investment in MPVC	A
123330	Investment in KLT IATAN	A
123332	Investment in IATAN II	A
123334	Invst in Pwr Intl II	A
123336	Invst in CMI	A
123338	Invst in Pwr Bermuda	A
123342	Invst in KLT Pwr Asia	A
123344	Invst in Copier Sol	A
123346	Solutions Valuation Allowance	A
123348	Invest in Signal Sit	A
123350	Investment in MS	A
123352	Investment in TS	A
123354	Invest in Simmons	A
123356	Investment Adv Measuremt Sol	A
123358	Investment in AMS	A
123360	Invst in Pwr Maur	A
123362	Invest in KEI Engy	A
123364	Invest in DTI	A
123366	Investment in SEL	A
123500	Goodwill	A
124500	Warren D Nadel preferred stock	A
124512	Misc equity method investments	A
124514	Investment in Custom Energy	A
124516	Invst in Custom Engy	A
124520	Prefed Invest in Custom Energy	A
124524	BAR Gas LLC	A

124526	Lyco Energy Corp Common	A
124529	Lyco Energy preferred stock	A
124530	Lyco Lease Acquisition LLP	A
124532	Iatan Power Partners LP	A
124535	Npc	A
124536	Investment in Galt	A
124538	Investment in Patrick Energy	A
124541	Equity in earnings of MPS	A
124542	Intelligent Devices, Inc.	A
124545	IDI goodwill accumulated amort	A
124546	Prefed Invest in Custom Energy	A
124548	Investment in Nationwide Elect	A
124550	National Equity Fund 1992	A
124552	Boston Capital	A
124554	Nationwide Housing Group	A
124556	Related Capital Fund I	A
124557	Equity in Earnings-Galt	A
124558	Gateway	A
124559	Napico	A
124560	Boston Financial	A
124561	East Coast Capital I	A
124563	Earnings of East Coast Capital	A
124564	McDonald	A
124565	Richman	A
124566	Arcand	A
124568	Housing MO Equity Fund	A
124570	Nht Iii	A
124572	Banc One	A
124574	MO Affordable Housing Fund V	A
124575	MO Affordable Housing Fund VI	A
124576	Wnc	A
124578	Mahf Vii	A
124579	Boston Financial MO tax credit	A
124580	Aurora Family Apartments	A
124582	Mahf Ix	A
124591	Writedown of NEF Fund	A
124592	Writedown of Nationwide Hsing	A
124596	Writedown of Gateway	A
124600	Amortization of NEF	A
124601	Amortization of MAHF 5	A
124602	Amortization of MAHF 6	A
124603	Amortization of MAHF 7	A
124606	Amortization of MAHF VI	A
124607	Amortization of AFA	A
124608	Amortization of BF MO tax cred	A
124609	Amortization of MAHF IX	A
124625	Global 30-6 LLP	A
124626	Global 31-6 LLP	A
124627	Ward Lake LLP	A
124628	Frontier LLP	A
124659	Hallwood LLP	A
124660	Miller LLP	A
124665	Acc amortization - Global 30-6	A
124666	Acc amortization - Global 31-6	A
124667	Acc amortization - Frontier	A
124668	Acc amortization - Ward Lake	A
124669	Acc amortization - Hallwood	A
124670	Acc amortization - Miller	A
124680	Envirotech VCF	A
124681	CellNet stock	A
124682	Government securities	A
124684	Digital Teleport Inc preferred	A
124685	eChannel preferred stock/warr	A
124686	Yichang 1	A
124687	Costanera common stock	A
124688	CBA common stock	A
124689	NW Pfd-Mand Redeem Stk	A
124691	Misc S/T investments	A
124694	Misc short-term investments	A
131002	Cash - Reclassified To A/P	A
131300	Cash-Main Accounts	A

136001	Temp Cash Inv-Cash Equivnt	A
141001	Miscellaneous N/R	A
141003	Notes receivable - current	A
143028	A/R Dfd Mdse-PR Deduct	A
143030	A/R Employee Advances	A
143100	A/R Miscellaneous	A
143484	Accounts Receivable-Oil & Gas	A
143490	A/R - Arthur Petrie	A
143492	Interest receivable	A
143493	Dividends receivable	A
143494	Receivables to be invoiced	A
143495	A/R CIs Llc	A
143496	A/R CIs-Kc	A
143497	A/R - Nationwide Electric	A
143498	N/R-CIs	A
144000	Allow for Doubtful A/C-Art Pet	A
144004	Allowance - doubtful accounts	A
144005	KVA Valuation Allowance	A
144006	KVA LT Valuation Allowance	A
145350	N/R - Municipal Parking Sol	A
145352	N/R - Strategic Energy	A
145353	N/R - Municipal Solutions	A
145354	N/R - Telemetry Solutions	A
145355	N/R - Kva	A
145358	N/R Simmons	A
145359	N/R Ams	A
145360	Affiliated Note Rec from KCREC	A
145363	N/R - Digital Teleport, Inc.	A
145365	N/R - Custom Energy	A
145368	N/R - Kva	A
145370	N/R - Npc	A
146000	A/R from KCPL	A
146101	Net IU Receivable-KCPL's GENCO	A
146104	Net IU Receivable-KCPL's DISCO	A
146106	Due To/From SUPPT	A
146201	A/R KLT Inc.	A
146229	A/R Municipal Parking	A
146230	A/R Pwr Intn'l II	A
146231	A/R Energetics	A
146246	A/R - Custom Energy	A
146249	Distribution Rec from SEL	A
146352	Affiliated A/C Rec-SEL	A
154700	Equipment inventory	A
165008	Prepayments-Other	A
165360	Prepaid Drilling/Completion	A
165361	Prepaid oil and gas lease oper	A
174900	Other current assets	A
174901	Other current assets	A
174902	Accumulated sale	A
186350	RWIP - Non-Utility	A
186352	Deferred loan origination fees	A
186354	Gas Hedge Deferred Payment	A
186355	Deferred Development Costs	A
191000	KLTES' Goodwill - SEL	A
201100	Common Stock Issued	A
202998	Affiliated Payable to GPES	A
211900	Paid in capital-excess of par	A
216100	Unappr Ret Earnings	A
216438	Unappr Ret E-Com Div Decl	A
219100	Unrealized gain/losses-Mkt sec	A
224800	N/R - Arthur Petrie	A
224801	LTD liability	A
224810	Deferred Credits	A
224825	Delayed equity contr-NEF 1995	A
224851	Note-Housing MO 8/95	A
224852	Note-Arcand 10/1/97	A
224885	Note Payable-MAHF IX	A
224900	Great Plains Energy Line of Cr	A
231000	Interest Payable-LOC-GPE(HLDCO	A
231300	Notes P-Unsecured Comm'l	A
231301	Short Term Notes Payable	A
232001	Invoices Payable	A

232003	AP-Accrued Payroll	A
232019	AP P/R Ded-Empl Svgs Plus	A
232030	AP K C Power PAC	A
232077	AP-Flex Ben-Life Insurance	A
232086	AP-ESP-General & Home Loans	A
232098	Employer ESP	A
232099	Employee Dependent Care Deduct	A
232109	Travel card liability	A
232400	Estimated Accruals	A
233401	Deferred Revenue	A
234001	Interest Payable-Affiliate	A
234201	A/P to KLT Inc.	A
234210	A/P to KLT Iatan	A
234217	A/P to KLT Investments II	A
234232	A/P - Telemetry Solutions	A
234234	A/P - KCPL	A
234237	A/P - Apache Canyon	A
234258	Notes payable-affiliate	A
234259	Payroll reserve	A
234271	Current NEF 1993	A
234303	Affiliated A/P to GPE (HLDCO)	A
234320	Affiliated Payable to GPES	A
236100	Accr T-Property-City,Co&S	A
236300	Accr T-State Capital Stoc	A
236304	Accr T-Fed Unemployment	A
236307	Accr T-KC Earnings Tax	A
236308	Accrued Taxes-WCNOC	A
236400	Accr T-Fed Income	A
236500	Accr T-State Income	A
237708	Acc Int All Swaps	A
237904	Accr Int-GPE Bank One	A
237950	Interest Payable - Gaylon Simmon	A
237952	Interest pay-Howard Dockery	A
237953	Interest pay-M Canterbury	A
237955	Interest Payable - K Dockery	A
237960	AFH Accrued Interest	A
241001	Taxes Pay-Withholding Fed	A
241005	Taxes Pay-Mo W/H Tax	A
241009	Taxes Pay-Ks W/H Tax	A
242000	Other current liabilities	A
242013	Cust&Empl Dollar Aid Contri	A
242016	Def Comp -KCPL Only-Current	A
242220	Reserve For Nuclear Outage	A
242230	Royalty Interest Payable	A
242900	Vacation Liability-Pd Vac Curr	A
242917	State	A
253100	Other Def Cr-Misc Credits	A
283300	Def Income Tax-Misc	A
454001	Other Rev-Rent - Electric Prop	A
539000	Lease Operating Expense	A
539003	LOE-Well servicing	A
539006	LOE-Electricity	A
539008	LOE-Materials and supplies	A
539011	LOE-Compression/dehydration	A
539014	Handling, Comp & Sev	A
539020	LOE-Gas Gathering	A
539022	Accounts receivable write-offs	A
539023	Far Gas commission expense	A
539024	LOE-Transportation	A
539026	LOE-Roustabout/contractor svcs	A
600103	GPES Service Provided	A
703001	Depr Elec Prod-Steam	A
703004	Depreciation Elec General	A
703010	Depreciation-office furniture	A
704000	Amort-LTD Term Elec Plant	A
705001	Amort-Elec Intangible Plant	A
708101	State Cap Stk Tax Elec	A
708103	Misc Occup Taxes Elec	A
708120	Property Taxes - Elec	A
708140	State Unemployment Taxes-Elec	A
708150	Const Payroll Tax-Contra	A
708160	Unemployment taxes-KS	A

709101	Fed Inc Tax Elec Current	A
709103	Sta Inc Elec Current	A
710110	Prov Fed Def Inc Tx-Elec	A
710111	Prov St Def Inc Tx-Elec	A
808051	Section 42 AH Fed tax credits	A
808202	Prop Taxes Nonutility	A
808204	Property tax expense	A
808205	State tax credits	A
809210	Other taxes	A
817100	Nonutility operations	A
817200	Hedging gain/loss	A
817202	Royalty income - Gas sales	A
817204	Working interest revenue-Oil	A
817205	Working interest revenue-Gas	A
817206	Working interest revenue-NGL	A
817211	Eq earnings-KCDT, PWRIN, PSS	A
817213	Equity in earnings of CLS	A
817215	KCREC-Misc. Other Expenses	A
817217	Equity in earnings Lorencito	A
817218	Equity in earnings of Bar Gas	A
817219	Equity in earnings of Lyco	A
817221	Equity in earnings of NPC	A
817223	Equity in earnings Patrick	A
817224	Equity in earnings of MPS	A
817225	Equity in earnings of IDI	A
817226	Equity in earnings of DT Hotel	A
817227	Eqty in Erngs-Nationwide Elect	A
817228	Equity in Earn-Housing MO	A
817229	Equity in Earn-Arcand IV	A
817230	Equity in Earnings-Stroud Oil	A
817231	Equity in earnings of NHT III	A
817232	Equity in earnings of WNC	A
817233	Equity in earnings of ECC II	A
817234	Equity in earnings of Banc One	A
818204	Equity in earnings-KLT Gas	A
818205	Equity in earnings-Telecom	A
818206	Equity in earnings-Far Gas	A
818207	Equity in earnings-Apache	A
818208	Equity in earnings-M Solutions	A
818209	Equity in earnings-Telemetry	A
818210	Equity in earnings-KVA	A
818211	Equity in earnings-Power	A
818212	Equity in earnings-latan	A
818213	Equity in earnings-latan 2	A
818214	Equity in earnings-NWPM	A
818215	Equity in earnings-PI 2	A
818216	Equity in earnings-Cust Energy	A
818217	Equity in earnings-CMI	A
818218	Equity in earnings-Bermuda	A
818220	Equity in earnings-Power Asia	A
818221	Eqty in earn-Copier Solutions	A
818223	Equity in earnings-Simmons	A
818224	Equity in earnings-Adv Meas	A
818225	Equity in earnings-Mauritius	A
818227	Equity in earnings-DTI	A
818228	Equity in Earnings-SEL	A
818229	Equity in earnings-Investments	A
818230	Equity in earnings-Investmnts2	A
818231	Equity in earnings-Energetechs	A
818232	Equity in earnings-Energy Svc	A
819005	State Tax Exempt Interest	A
819006	Interest Income-Tax Refunds	A
819053	KLT Credit Support Income-SEL	A
819054	Interco interest allocation	A
819055	Non-taxable interest income	A
819101	AFDC-Equity Funds-CWIP	A
821050	Realized gains	A
821054	Consulting fees	A
821056	Revenue - Tower Lease	A
821057	Nonoperating realized gains	A
821059	Other Miscellaneous Income	A
821060	Nonoperating unrealized loss	A

825001	Minority Interest	A
826101	Community Service	A
826103	Charitbl Cntributions	A
826301	Penalties	A
826401	Civ&Pol-Grass Roots Lobby	A
827016	M-T Nt 7.95 Series C 062507	A
827501	Non-Spec Int Derivatives-Swaps	A
827900	Transf Interest & Amortization	A
827990	Interest Exp L/T	A
827992	Letter of Credit fees	A
827993	Affordable housing notes	A
828013	Amort Exp-Med Term-Series C	A
828440	Amort of Debt Exp-Senior Notes	A
828991	Amortization-Amendment Fee	A
828992	Amortization-Bond Premium	A
830000	Interest Expense on LOC-GPE	A
830002	Other notes	A
830052	Affiliated Int Exp - GPE	A
831015	Commitment Exp - S T Loans	A
831021	Int Exp-Fed & St IncTax Assmnt	A
831022	Interest Expense-TOPrS	A
831903	Interest Expense - s/t	A
831905	Amortization-loan origin fees	A
832001	AFDC-Borrowed Funds-CWIP	A
913000	Sales Exp-Oper-Advertising	A
920000	A&G Labor Expense	A
920022	A&G-Admin Work Comp Claims	A
920042	A&G-Default Procur Card Exp-Ge	A
920100	Admin & General Supervision	A
920200	Admin & General Bldg Operation	A
920300	Admin & General Other Expense	A
920400	Admin & General Trng & Sem	A
920900	Vacation and paid absences	A
920901	KCPL Costs Billed	A
920902	KLT Inc. employee labor	A
920903	KLT Power employee labor	A
920904	KLT Gas employee labor	A
920905	Energy Svcs employee labor	A
920906	Non-Labor Transfered to 921001	A
920908	TS employee labor	A
921000	A&G Exp-Oper-Office Exp	A
921300	Admin & Gen Non-Labor Other Ex	A
921903	Computer Equipment	A
921904	Postage	A
921906	Reproduction expenses	A
921907	Subscriptions/materials	A
921908	Miscellaneous office expense	A
921911	Relocation - travel & living	A
921913	Recruiting Expense	A
921917	Travel - living	A
921919	Trade/technical memberships	A
921920	Cost of Sales	A
922000	A&G Expenses Transferred	A
922050	KCPL Bill of Common Use Plant	A
923000	Outside Services Employed	A
923100	GPES A&G Trnsf-Depr, Int, Tax	A
923901	Outside Services Expense	A
923909	NPE services for KVA/NPMC	A
923910	Contract labor	A
923911	Temporary services	A
923912	GPES Services Provided	A
923913	Outside consulting	A
924000	Property Insurance	A
925000	Injuries and Damages	A
925010	A&G-Injury & Dam-Workers' Comp	A
925020	A&G-Injury & Dam-Gen Liab Ins	A
925040	A&G-Injury & Dam-Med Exp	A
925050	Injuries & Damages xfer Constr	A
926001	Emp Ben-Admin Benefit Pack	A
926002	Empl Bene-Educational Assist	A
926020	Emp Ben-Term Severence Pay	A
926030	Emp Ben-Co Contrib-ESP-401(K)	A

926050	Emp Ben-Capital Accum Plan	A
926300	Medical Coverage	A
926301	Benefits allocated-contra	A
926402	Post-Retirement Ben -H&W	A
926509	Pensions to Construction	A
928000	Regulatory Commission Expense	A
928012	Reg Comm Exp-Ks Proceeding Exp	A
930100	General Advertising Expense	A
930200	Miscellaneous General Expense	A
930201	Misc A&G-Board of Dir Fees	A
930220	Misc A&G-Environmental Expense	A
930230	Misc A&G-Company Assoc Dues	A
930242	Misc A&G-Bond Expense	A
930250	Miscellaneous A&G	A
930261	Misc A&G-Support Industry Prog	A
931001	A&G Rent Exp	A
931003	A&G Rent Exp-and Mtce Dup Eq	A
931004	A&G Rent Exp-Office Equipment	A
933000	Transportation Expense	A
933100	Transportation & O Series Allo	A
935000	A&G Mtce of General Plant	A
935200	A&G Mtce of Communication Equi	A
990000	Minority Interests	A
999990	InterUnit Overhead Expense	A
999999	KCPL Payables Suspense	A