

FORM U5B

Great Plains Energy Incorporated
Name of Registrant

Name, Title and Address of Officer to Whom Notices
and Correspondence Concerning This Statement
Should be Addressed:

Andrea F. Bielsker
Vice President - Finance, Chief Financial Officer and Treasurer
Great Plains Power Incorporated
1201 Walnut
Kansas City, Missouri 64106

Glossary of Defined Terms

Act Public Utility Holding Company Act of 1935, as amended
DTI DTI Holdings, Inc.
FERC Federal Energy Regulatory Commission
GPE Great Plains Energy Incorporated
KCPL Kansas City Power & Light Company
Reorganization U-1 The Form U-1 Application/Declaration filed by Great Plains Energy Incorporated, et al., in File No. 70-9861.
WCNOC Wolf Creek Nuclear Operating Corporation

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REGISTRATION STATEMENT

The undersigned holding company hereby submits its registration statement to the Securities and Exchange Commission pursuant to Section 5 of the Public Utility Holding Company Act of 1935.

1. Exact name of registrant:

Great Plains Energy Incorporated

2. Address of principal executive offices:

1201 Walnut
Kansas City, MO 64106

3. Name and address of chief accounting officer:

Neil A. Roadman
Controller
Great Plains Energy Incorporated
1201 Walnut
Kansas City, MO 64106

4. Furnish the following information as to the registrant and each subsidiary company thereof (indented to show degree of remoteness from registrant) as of 12/27/01:

Col. A	Col. B	Col. C	Col. D.
Name of Company	Organization (Corporation, Trust, etc.)	State of Organiza- tion	Type of Business

Great Plains Energy Incorporated	Corporation	Missouri	Registered holding company
Great Plains Power Incorporated	Corporation	Missouri	Power generation
Kansas City Power & Light Company	Corporation	Missouri	Electric public utility
Kansas City Power & Light Receivables Company	Corporation	Delaware	Financing subsidiary
Wolf Creek Nuclear Operating Corporation	Corporation	Delaware	Nuclear operation and management company
Home Service Solutions Inc.	Corporation	Missouri	Intermediate holding company
Worry Free Service, Inc.	Corporation	Missouri	Energy-related company
R.S. Andrews Enterprises, Inc.	Corporation	Delaware	Energy-related company
RSA Services Termite & Pest Control, Inc.	Corporation	Georgia	Energy-related company
Premier Service Systems, Inc.	Corporation	Georgia	Energy-related company

R.S. Andrews Enterprises of Alabama, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews Enterprises of Charleston, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews Enterprises of Columbus, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews Enterprises of Dallas, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews Enterprises of Kansas, Inc.	Corporation	Georgia	Energy-related company
R. S. Andrews Enterprises of South Carolina, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Chattanooga, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Fairfax, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Florida, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Maryland, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Palm Beach, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews Services, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Stuart II, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Tidewater, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Wilmington, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Jonesboro, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of Topeka, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews Enterprises of Virginia, Inc.	Corporation	Georgia	Energy-related company

R.S. Andrews Enterprises of Tennessee, Inc.	Corporation	Georgia	Energy-related company
R.S. Andrews of DeSoto, Inc.	Corporation	Georgia	Inactive
R.S. Andrews of Grand Prairie, Inc.	Corporation	Georgia	Inactive
R.S. Andrews of Grapevine, Inc.	Corporation	Georgia	Inactive
R.S. Andrews of Orlando, Inc.	Corporation	Georgia	Inactive

R.S. Andrews of Sacramento, Inc.	Corporation	Georgia	Inactive
RSA Services of Florida, Inc.	Corporation	Georgia	Inactive
R.S. Andrews Showcase of Atlanta, Inc.	Corporation	Georgia	Inactive
R.S. Andrews of Vero Beach, Inc.	Corporation	Georgia	Inactive
R.S. Andrews Home Warranty of Texas, Inc.	Corporation	Georgia	Inactive
R.S. Andrews Home Warranty of Florida, Inc.	Corporation	Georgia	Inactive
R.S. Andrews of Stuart I, Inc.	Corporation	Georgia	Inactive
KLT Inc.	Corporation	Missouri	Intermediate Holding Company
KLT Investments Inc.	Corporation	Missouri	Intermediate Holding Company
KLT Investments II Inc.	Corporation	Missouri	Intermediate Holding Company
Energetechs, Inc.	Corporation	Missouri	Inactive
KLT Energy Services Inc.	Corporation	Missouri	Energy-related company
Custom Energy Holdings, L.L.C.	Limited liability company	Delaware	Energy-related company
Strategic Energy, L.L.C.	Limited liability company	Delaware	Energy-related company
KLT Gas Inc.	Corporation	Missouri	Gas exploration, development and production
Apache Canyon Gas, L.L.C.	Limited liability company	Delaware	Inactive
FAR Gas Acquisitions Corporation	Corporation	Colorado	Intermediate holding company
Forest City, LLC	Limited liability company	Delaware	Gas exploration, development and production
Forest City Gathering, LLC	Limited liability company	Delaware	Gas gathering
KLT Gas Operating Company	Corporation	Missouri	Gas properties operation and management
Patrick KLT Gas, LLC	Limited liability company	Oklahoma	Inactive

KLT Telecom Inc.	Corporation	Missouri	Exempt telecommunications company
Advanced Measurement Solutions, Inc.	Corporation	Delaware	Inactive
Copier Solutions, LLC	Limited liability company	Missouri	Inactive
eChannel, Inc.	Corporation	Delaware	Internet applications

Municipal Solutions, L.L.C.	Limited liability company	Delaware	Inactive
Telemetry Solutions, L.L.C.	Limited liability company	Delaware	Inactive
global-utilityexchange.com, LLC	Limited liability company	Missouri	Inactive
DTI Holdings, Inc.	Corporation	Missouri	Exempt telecommunications company
Digital Teleport, Inc.	Corporation	Missouri	Exempt telecommunications company
Digital Teleport Nationwide LLC	Limited liability company	Missouri	Exempt telecommunications company
Digital Teleport of Virginia, Inc.	Corporation	Virginia	Exempt telecommunications company

BUSINESS

5. Describe briefly:

(a) The general character of the business done by the registrant and its subsidiaries, separated as between the holding companies, public utility subsidiaries (as defined in the Act) and the various non-utility subsidiaries.

Information concerning the general character of the business of Great Plains Energy Incorporated ("GPE") and certain of its subsidiaries is available in the Form U-1, as amended, related to the corporate reorganization of GPE and its subsidiaries in File No. 70-9861 ("Reorganization U-1"), previously filed and which is incorporated by reference herein. More detailed business descriptions of certain of GPE's subsidiaries are available in Items 1 and 7 of the annual reports on Form 10-K of Kansas City Power & Light Company ("KCPL"), File No. 1-707, and DTI Holdings, Inc. ("DTI"), File No. 333-50049, which are incorporated by reference herein.

Active subsidiaries of GPE which are not referenced in the Reorganization U-1 or the annual reports on Form 10-K are described below:

(i) Subsidiaries of KLT Telecom Inc.

eChannel, Inc., based on available information, provides tools and services for web-based business application development.

(ii) Subsidiaries of KLT Gas Inc.

Forest City, LLC, owns and develops coal bed methane gas properties.

Forest City Gathering, LLC, will own and operate gas gathering facilities on or adjacent to properties owned by Forest City, LLC.

KLT Gas Operating Company operates certain gas-producing properties in which KLT Gas Inc. or its subsidiaries have ownership interests.

(b) Any substantial changes which may have occurred in the general character of the business of such companies during the preceding five years.

Information concerning any substantial changes which may have occurred in the general character of the business of GPE and its subsidiaries during the preceding five years is available in the annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K for the past five years of Kansas City Power & Light Company (File No. 1-707), and for the past four years of DTI Holdings, Inc. (File No. 333-50049), which are incorporated herein by reference.

PROPERTY

6. Describe briefly the general character and location of the principal plants, properties and other important physical units of the registrant and its subsidiaries, showing separately (a) public utility and (b) other properties. If any principal plant or important unit is not held in fee, so state and describe how held.

Information concerning the general character and location of the principal plants, properties and other important physical units of GPE and its subsidiaries is available in Item 2 of the annual reports on Form 10-K of the following companies for the year ended December 31, 2000: Kansas City Power & Light Company (File No. 1-707); and DTI Holdings, Inc. (File No. 333-50049), which are incorporated herein by reference.

7. For each public utility company in the holding company system of the registrant which is engaged in the transmission of electric energy or gas in interstate commerce, furnish the following information for the last calendar year:

TOTAL ANNUAL SALES	ELECTRIC ENERGY (KWH)	GAS (MCF)
Interstate Transactions:		
Name of State		
Delivered Out of State		
Received From Out of State		

KCPL has on file with the FERC its 2000 FERC Form 1 which includes information regarding the transmission of electric energy. This report also has been provided as Exhibit G-1 under cover of Form SE, which is incorporated herein by reference.

GPE and its subsidiaries do not own or operate facilities for the transmission of gas in interstate commerce. KCPL and Strategic Energy, L.L.C., purchase gas, gas transportation and storage services for their respective retail customers from regulated interstate pipeline suppliers.

SECURITIES OUTSTANDING

8. Submit the following information concerning the registrant and each subsidiary thereof as of the latest available date:

FUNDED DEBT

(a) For each issue or series of funded debt, including funded debt secured by liens on property owned, whether or not such debt has been assumed: (Do not include here any contingent liabilities reported under paragraph 8(c).)

As of October 31, 2001

(BY PERMISSION OF THE STAFF, COLUMNS "E" THROUGH "I" HAVE BEEN OMITTED)

Col. A Name of Obligor	Col. B Title of Issue	Col. C Amount Authorized	Col. D Amount Issued Less Retired
KCPL	Unsecured Senior Notes, 7.125% due December 15, 2005	\$400,000,000	\$250,000,000
KCPL	Secured Series C Medium-Term Notes, various interest rates and maturities	\$150,000,000	\$119,000,000
KCPL	Secured Series D Medium-Term Notes, various interest rates and maturities	\$250,000,000	\$60,000,000
KCPL	Unsecured Series 1998A EIRR Bonds, 3.25% due September 1, 2015	\$56,500,000	\$56,500,000
KCPL	Unsecured Series 1998B EIRR Bonds, 3.25% due September 1, 2015	\$50,000,000	\$50,000,000

KCPL	Unsecured Series 1998C EIRR Bonds, 4.50% due October 1, 2017	\$50,000,000	\$50,000,000
KCPL	Unsecured Series 1998D EIRR Bonds, 3.25% due October 1, 2017	\$40,000,000	\$40,000,000
KCPL	Secured Series 1994 EIRR Bonds, 3.90% due March 1, 2015	\$13,982,500	\$13,982,500
KCPL	Secured Series 1994 EIRR Bonds, 3.90% due March 1, 2018	\$21,940,000	\$21,940,000
KCPL	Secured Series 1993A EIRR Bonds, variable interest due December 1, 2023	\$40,000,000	\$40,000,000
KCPL	Secured Series 1993B EIRR Bonds, variable interest due December 1, 2023	\$39,480,000	\$39,480,000
KCPL	Secured Series 1993 EIRR Bonds, 3.90% due January 2, 2012	\$12,366,000	\$12,366,000
KCPL	Secured Series 1992 EIRR Bonds, variable interest due July 1, 2017	\$31,000,000	\$31,000,000
KCPL	Junior Subordinated Deferrable Interest Debentures, 8.30% due April 15, 2037	\$154,640,000	\$154,640,000
R.S. Andrews of Maryland, Inc.	Secured Ford Motor Credit Company loans, 7.12% with various due dates in 2004	note 1	\$177,925
R.S. Andrews of Virginia, Inc.	Note payable to owner of purchased business, 7.0% due December 2, 2003	note 1	\$70,150
R.S. Andrews of Virginia, Inc.	Note payable to owner of purchased business, 8.0% due December 1, 2002	note 1	\$54,851
R.S. Andrews Enterprises of Alabama, Inc.	Note payable to owner of purchased business, 10.0% due July 10, 2007	note 1	\$29,600
R.S. Andrews Enterprises of South Carolina, Inc.	Secured NationsBank loan for purchase of equipment, 8.25% due April 1, 2003	note 1	\$3,124
R.S. Andrews Enterprises of Kansas, Inc.	Secured Valley View Bank loan for leasehold improvements, 8.75% due December 23, 2003	note 1	\$13,683
R.S. Andrews Enterprises	Secured Community Bank loan for purchase of building, 8.13% due August 21, 2004	note 1	\$1,836,059
R.S. Andrews Services, Inc.	Secured Community Bank loan for purchase of building, 9.01% due January 18, 2004	note 1	\$557,539
R.S. Andrews Services, Inc.	Account payable to vendor, 8.5% due December 31, 2003	note 1	\$81,000
KLT	Secured NDH Capital	\$2,620,000	\$985,719

Investments Inc.	Corporation Note, 9.15% due May 15, 2004		
KLT Investments Inc.	Secured NDH Capital Corporation Note, 9.60% due May 15, 2004	\$2,712,500	\$1,280,887
KLT Investments Inc.	Secured Corporate Credit Note, 9.39% due May 15, 2003	\$2,652,545	\$537,593
KLT Investments Inc.	Secured Corporate Credit Note, 9.61% due May 15, 2003	\$2,652,545	\$1,141,021

KLT Investments Inc.	Secured Corporate Credit Note, 9.82% due May 15, 2003	\$2,652,545	\$951,874
KLT Investments Inc.	Secured NDH Capital Corporation Note, 9.63% due May 15, 2003	\$4,064,333	\$1,131,517
KLT Investments Inc.	Secured NDH Capital Corporation Note, 7.74% due October 1, 2006	\$1,481,000	\$1,293,647
KLT Investments Inc.	Secured Corporate Credit Note, 8.12% due May 15, 2004	\$2,700,000	\$976,503
KLT Investments Inc.	Secured NDH Capital Corporation Note, 9.07% due May 15, 2003	\$1,912,500	\$563,969
KLT Investments Inc.	Secured NDH Capital Corporation Note, 9.20% due May 15, 2003	\$1,912,500	\$555,502
KLT Investments Inc.	Secured NDH Capital Corporation Note, 9.34% due May 15, 2003	\$1,912,500	\$661,820
KLT Investments Inc.	Secured NDH Capital Corporation Note, 9.46% due May 15, 2004	\$1,912,500	\$1,084,452
KLT Investments Inc.	Secured NDH Capital Corporation Note, 8.23% due May 15, 2004	\$3,613,321	\$1,352,271
KLT Investments Inc.	Secured NDH Capital Corporation Note, 7.61% due May 15, 2004	\$2,287,500	\$970,007
KLT Investments Inc.	Secured NDH Capital Corporation Note, 7.82% due May 15, 2004	\$1,462,500	\$519,728
KLT Investments Inc.	Secured NDH Capital Corporation Note, 7.36% due May 15, 2005	\$1,388,888	\$730,654
KLT Investments Inc.	Secured NDH Capital Corporation Note, 7.57% due May 15, 2005	\$638,888	\$325,661
KLT Investments Inc.	Secured NDH Capital Corporation Note, 7.86% due May 15, 2005	\$972,320	\$491,973
KLT Investments Inc.	Secured NDH Capital Corporation Note, 8.36% due May 15, 2005	\$2,500,000	\$1,434,481
KLT Investments Inc.	Secured NDH Capital Corporation Note, 8.04% due May 15, 2003	\$1,845,721	\$560,827
KLT Investments Inc.	Secured NDH Capital Corporation Note, 8.36% due May 15, 2006	\$4,597,125	\$2,877,657
KLT Investments Inc.	Secured NDH Capital Corporation Note, 7.29% due May 15, 2006	\$1,134,985	\$752,792
KLT Investments Inc.	Secured NDH Capital Corporation Note, 7.29% due May 15, 2006	\$6,270,000	\$4,406,803
KLT Investments	Secured NDH Capital Corporation Note, 7.74% due	\$3,907,767	\$3,001,866

Inc.	October 1, 2008		
DTI	Series B 12 1/2% Senior Discount Notes due 2008	\$506,000,000	\$206,853,211 (note 2)
Digital Teleport, Inc.	Secured Pirelli Cables and Systems LLC Vendor Financing	variable	\$3,077,259

Note 1: Unavailable to registrant.

Note 2: As of September 30, 2001, including accreted interest and net of unamortized underwriter's discount.

CAPITAL STOCK

(b) For each class of capital stock including certificates of beneficial interest, give information both in number of shares and in dollar amounts:(do not include here any warrants, options or other securities reported under paragraph 8(d).)

As of October 31, 2001

(BY PERMISSION OF THE STAFF, COLUMNS "G" THROUGH "J" HAVE BEEN OMITTED)

(a) Name of Issuer	(b) Title of Issue	(c) Amount Authorized Per Charter	(d) Amount Reserved For Options, Warrants, Conversions and Other Rights	(e) Additional Amount Unissued	(f) Amount Issued
Great Plains Energy Incorporated (GPE)	Common Stock	150,000,000	3,000,000 Under Long-Term Incentive Plan	85,091,274	61,908,726 (note 1)
	3.80% Preferred	100,000	0	0	100,000
	4.50% Preferred	100,000	0	0	100,000
	4.20% Preferred	70,000	0	0	70,000
	4.35% Preferred	120,000	0	0	120,000
Great Plains Power Incorporated	Common Stock	500	0	499	1
Kansas City Power & Light Company (KCPL)	Common Stock	1,000	0	999	1
Kansas City Power & Light Receivables Company	Common Stock	10,000	0	9,000	1,000
Wolf Creek Nuclear Operating Corporation (WCNOC)	Class A Common Stock	47	0	0	47
	Class B Common Stock	47	0	0	47
	Class C Common Stock	6	0	0	6
Home Service Solutions Inc.	Common Stock	60,000,000	0	10,097,860	49,902,140 (note 2)
Worry Free Service, Inc.	Common Stock	15,030,000	0	5,530,000	9,500,000
R.S. Andrews Enterprises, Inc.	Preferred Stock	20,000,000	0	0	0
	Series A Preferred Stock	15,000,000	0	0	15,000,000
	Series B Preferred Stock	15,000,000	0	3,172,649	11,827,351
	Common Stock	50,000,000	0	23,177,617	26,822,383
RSA Services Termite & Pest Control, Inc.	Common Stock	10,000	0	9,900	100

Premier Service Systems, Inc.	Common Stock	10,000	0	9,900	100
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R.S. Andrews Enterprises of Alabama, Inc.	Common Stock	10,000	0	9,900	100
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R.S. Andrews Enterprises of Charleston, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Enterprises of Columbus, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Enterprises of Dallas, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Enterprises of Kansas, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Enterprises of South Carolina, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Chattanooga, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Fairfax, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Florida, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Maryland, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Palm Beach, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Services, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Stuart II, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Tidewater, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Wilmington, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Jonesboro, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Topeka, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Enterprises of Virginia, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Enterprises of Tennessee, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of DeSoto, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Grand Prairie, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Grapevine, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Orlando, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Sacramento, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of	Common Stock	10,000	0	9,900	100

R.S. Andrews Showcase of Atlanta, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Vero Beach, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Home Warranty of Texas, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews Home Warranty of Florida, Inc.	Common Stock	10,000	0	9,900	100
R.S. Andrews of Stuart I, Inc.	Common Stock	10,000	0	9,900	100
KLT Inc.	Common stock	250,000	0	100,000	150,000
KLT Investments Inc.	Common stock	40,000	0	8,500	31,500
KLT Investments II Inc.	Common stock	25,000	0	15,115	9,885
Energetechs, Inc.	Common stock	1,000	0	1,000	0
KLT Energy Services Inc.	Common stock	25,000	0	3,555	21,445
Custom Energy Holdings, L.L.C.	Series CE Economic Interest	13,333,334 units	0	0	13,333,334 units
	Series CE Voting Interest	13,333,334 units	0	0	13,333,334 units
	Series CEL Preferred Economic Interest	8,318,000 units	0	0	8,100,178 units
	Series CEL Preferred Voting Interest	8,318,000 units	0	0	8,100,178 units
	Series CEL Common Economic Interest	10,000,000 units	0	0	10,000,000 units
	Series CEL Common Voting Interest	10,000,000 units	0	0	10,000,000 units
	Series SEL Economic Interest	10,000,000 units	0	0	10,000,000 units
	Series SEL Voting Interest	10,000,000 units	0	0	10,000,000 units
Strategic Energy, L.L.C.	Economic and Voting Interest	10,000,000 units	0	0	10,000,000 units
KLT Gas Inc.	Common stock	70,000	0	8,962	61,038
Apache Canyon Gas, L.L.C.	Limited liability company interest	100%	0	0	100%
FAR Gas Acquisitions Corporation	Common stock	100,000	0	99,245	755
Forest City, LLC	Limited liability company interest	100%	0	0	100%

Forest City Gathering, LLC	Limited liability company interest	100%	0	0	100%
KLT Gas Operating Company	Common stock	1,000	0	999	1
Patrick KLT Gas, LLC	Limited liability company interest	100%	0	0	100%
KLT Telecom Inc.	Common stock	70,000	0	7,585	62,415
Advanced Measurement Solutions, Inc.	Common stock	10,000	0	9,800	200

Copier Solutions, LLC	Limited liability company interest	100%	0	0	100%
eChannel, Inc. (note 3)	Preferred stock	5,000,000	0	4,313,333	686,667
	Series A preferred stock	520,000	0	0	520,000
	Series B preferred stock	166,667	0	0	166,667
	Common stock	12,500,000	1,686,667	10,500,000	2,000,000
Municipal Solutions, L.L.C.	Limited liability company interest	100%	0	0	100%
Telemetry Solutions, L.L.C.	Limited liability company interest	100%	0	0	100%
globalutilityexchange.com, LLC	Limited liability company interest	100%	0	0	100%
DTI Holdings, Inc.	Preferred stock, \$0.01 par value	20,000	0	20,000	0
	Series A convertible preferred stock, \$0.01 par value	30,000	0	0	30,000
	Common stock	100,000,000	13,429,590 (note 4)	99,700,000	300,000
Digital Teleport, Inc. (Note 5)	Preferred stock	500	0	500	0
	Common stock	100,000	0	99,800	200
Digital Teleport Nationwide LLC	Limited liability company interest	100%	0	0	100%
Digital Teleport of Virginia, Inc. (Note 5)	Common stock	1,000	0	900	100

Note 1: Includes 35,916 treasury shares.

Note 2: Includes 3,000,000 treasury shares.

Note 3: Based on latest available information (1996) from eChannel, Inc. Of the 5,000,000 authorized shares of preferred stock, 520,000 shares have been designated Series A, and 166,667 shares have been designated Series B.

Note 4: Three million common shares have been reserved under DTI's 1997 Long-Term Incentive Award Plan; 6 million common shares have been reserved under DTI's 2001 Stock Option Plan; 4,229,590 common shares have been reserved for warrants issued to Banque Indosuez and in connection with the issuance of DTI's 12 1/2% Series B Senior Discount Notes due 2008. DTI has also entered into an agreement to issue 200,000 restricted common shares to an executive of DTI, which shares have not been issued.

Note 5: DTI has pledged all shares of stock it holds of Digital Teleport, Inc. and Digital Teleport of Virginia, Inc. as collateral for a \$94 million demand loan made to it by KLT Telecom

Inc. This loan is set forth in Item 11(a).

CONTINGENT LIABILITIES

- (c) A brief outline of the nature and amount of each liability on account of endorsement or other of any securities.

Information regarding certain contingent liabilities is set forth in the following documents, copies of which are incorporated herein by reference:

Notes 5, 9 and 11 to the Consolidated Financial Statements of included in KCPL's Form 10-K for the year ended December 31, 2000 (File No. 1-707).

Notes 4 and 6 to the Consolidated Financial Statements of KCPL included in KCPL's Form 10-Q for the quarter ended September 30, 2001 (File No. 1-707).

Notes 4, 5, 6, 10 and 11 to the Consolidated Financial Statements of DTI included in DTI's transition report on Form 10-K for the period ended December 31, 2000 (File No. 333-50049).

Note 7 to the Consolidated Financial Statements of DTI included in DTI's Form 10-Q for the quarter ended September 30, 2001 (File No. 333-50049).

Information regarding other contingent liabilities on account of endorsement or other guarantees of any securities, not included in the above referenced reports, is set out below:

(i) GPE and R.S. Andrews Enterprises, Inc. ("RSAE"), entered into a Support Agreement dated as of October 25, 2001, which provides, among other things, that in the event RSAE is unable to make timely payment of interest or principal on indebtedness owed to LaSalle Bank under a credit agreement dated as of March 17, 2000, as amended, GPE shall provide to RSAE such funds as equity or loans. The subsidiaries of RSAE have also guaranteed said loans. The credit agreement, as amended, provides a maximum commitment of \$22 million.

(ii) GPE has entered into various agreements with KLT Investments Inc. which provide, among other things, that so long as KLT Investments Inc. has certain loans outstanding, GPE shall not withdraw any amounts from KLT Investments by way of dividends

or otherwise if KLT Investments Inc. does not, or would not after such withdrawal, have at least \$3 million net worth.

(iii) KLT Inc., KLT Energy Services Inc. and Custom Energy, L.L.C. have entered into a Master Surety Agreement in favor of United States Fidelity and Guaranty Company, Fidelity and Guaranty Insurance Company, fidelity and Guaranty Insurance Underwriters, Inc. and any and all affiliated, associated and subsidiary companies thereof with respect to surety bonds issued on behalf of Custom Energy, L.L.C. Custom Energy, L.L.C. is a subsidiary of Custom Energy Holdings, L.L.C., but is not an "associate company" of GPE. As of October 31, 2001, such surety bonds aggregated approximately \$21 million in face amount.

(iv) Custom Energy Holdings, L.L.C. and Custom Energy, L.L.C. have entered into an Agreement of Indemnity in favor of Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, United States Fidelity and Guaranty Company, Fidelity and Guaranty Insurance Underwriters, Inc., Fidelity and Guaranty Insurance Company, Northern Indemnity, Inc., Seaboard Surety Company of Canada, Afianzadora Insurgentes, S.A. de C.V. and any and all affiliates, subsidiaries, divisions, successors, assigns, co-sureties or re-insurers thereof respecting surety bonds issued on behalf of Custom Energy, L.L.C. Custom Energy, L.L.C. is a subsidiary of Custom Energy Holdings, L.L.C., but is not an "associate company" of GPE. As of October 31, 2001, such surety bonds aggregated approximately \$18 million in face amount.

(v) KLT Inc. has entered into a General Indemnity Agreement and an Addendum to General Indemnity Agreement in favor of Seaboard Surety Company, St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, United States Fidelity and Guaranty Company, Fidelity and Guaranty Insurance Underwriters, Inc., Fidelity and Guaranty Insurance Company, Northern Indemnity, Inc., Seaboard Surety Company of Canada, Afianzadora Insurgentes, S.A. de C.V. and any and all affiliates, subsidiaries, divisions, successors, assigns, co-sureties or re-insurers thereof respecting surety bonds issued on behalf of Strategic Energy, L.L.C. As of October 31, 2001, KLT Inc.'s contingent liability thereon aggregated \$25 million in face amount.

(vi) KLT Inc. and Strategic Energy, L.L.C., have entered into a General Agreement of Indemnity in favor of Federal Insurance Company and any of its subsidiary or affiliated insurers with respect to surety bonds issued on behalf of Strategic Energy,

L.L.C. As of October 31, 2001, such surety bonds aggregated approximately \$84 million.

(vii) KLT Inc. has entered into a Guaranty and Suretyship Agreement in favor of PNC Bank, National Association and any other direct or indirect subsidiary of The PNC Financial Services Group, Inc., respecting letters of credit issued on behalf of Strategic Energy, L.L.C. As of October 31, 2001, such letters of credit aggregated approximately \$22 million in face amount.

(viii) KLT Inc. and Strategic Energy, L.L.C. have entered into an Indemnification Agreement under which Strategic Energy, L.L.C. has agreed to indemnify KLT Inc. from and against all losses arising or resulting from any guarantees or indemnifications issued or to be issued by KLT Inc. on behalf of Strategic Energy.

(ix) KLT Inc., KLT Telecom Inc., DTI Holdings, Inc. and Digital Teleport, Inc. have entered into a General Contract of agreement in favor of Travelers Casualty and Surety Company of America and its affiliates, parent and subsidiaries with respect to surety bonds issued on behalf of Digital Teleport, Inc. As of October 31, 2001, such surety bonds aggregated approximately \$2.1 million.

(x) In connection with the issuance by KCPL Financing I of \$150 million of 8.3% Trust Originated Referred Securities, KCPL provided a Preferred Securities Guarantee Agreement, as described in the Prospectus Supplement dated April 10, 1997 (File No. 333-18139), which is incorporated herein by reference.

OTHER SECURITIES

- (d) A statement of the amount of warrants, rights, or options and of any class of securities of the registrant and subsidiary companies not elsewhere herein described which is outstanding and/or authorized. A brief description of the provisions thereof should be included. Information need not be set forth under this item as to notes, drafts, bills of exchange or bankers' acceptances which mature within nine months.

Information with respect to GPE's Dividend Reinvestment and Direct Stock Purchase Plan is set forth in a Post-Effective Amendment No. 2 to Form S-3 (File No. 33-51799); information with respect to its Employee Savings Plus Plan is set forth in a Post-Effective Amendment No. 1 to Form S-3 (File No. 333-32636); and information with respect to its Long-Term Incentive Plan is set forth in a

Post-Effective Amendment No. 1 to Form S-8 (File No. 33-45618) which are hereby incorporated by reference.

Information with respect to warrants issued by DTI in connection with the issuance of its 12 1/2% Series B Senior Discount Notes due 2008 is set forth in Amendment No. 4 to Form S-4 (File No. 333-50049). Information with respect to DTI's 2001 Stock Option Plan is set forth in DTI's quarterly report on Form 8-K for the period ended September 30, 2001, and such Plan was filed as Exhibit 10.35 thereto. Information with respect to DTI's 1997 Long-Term Incentive Award Plan and grant of 200,000 restricted shares of common stock to an executive is set forth in DTI's transition report on Form 10-K for the period ended December 31, 2001, and such Plan was filed as Exhibit 2.2 to DTI's Form S-4 (File No. 333-50049). Information respecting a Warrant Agreement between DTI and Banque Indosuez is set forth in DTI's annual report on Form 10-K for the period ended June 30, 2000, and the Warrant Agreement was filed as Exhibit 4.13 thereto. All of such items are hereby incorporated by reference.

KLT Inc. has guaranteed certain contracts entered into by Strategic Energy, L.L.C. for the purchase and sale of electricity. As of October 31, 2001, the aggregate contingent liability of KLT Inc. on account of such contract guarantees was approximately \$63 million.

KLT Inc. has guaranteed the obligations of Apache Canyon Gas, L.L.C. under those two certain Agreements for Purchase and Sale by and between Apache Canyon Gas, L.L.C. and Evergreen Resources, Inc., each dated as of September 19, 2000, and under that certain Purchase and Sale Agreement between Apache Canyon Gas, L.L.C. and Barrett Resources Corporation dated October 13, 2000, which agreements were filed as Exhibits 10(a), 10(b) and 10(d) to the quarterly report of KCPL for the period ended September 30, 2000, on Form 10-Q (File No. 1-707), which is incorporated by reference.

KLT Inc. has guaranteed the obligations (not to exceed \$3 million) of Advanced Measurement Solutions, Inc. under an agreement for the purchase of circuit boards from Jabil Circuit, Inc.

Pursuant to a Second Amended and Restated Agreement, dated as of December 26, 2000, as amended by an Amendment to Second Amended and Restated Agreement, dated as of January 18, 2001, each between KLT Telecom Inc. and a shareholder of DTI Holdings under which KLT Telecom Inc. purchased shares of common stock of DTI Holdings, Inc. from such shareholder, KLT Telecom Inc. and such shareholder entered a Remaining Shares Put Option Agreement, dated as of February 6, 2001, pursuant to which such shareholder may require

KLT Telecom Inc., in certain circumstances, to purchase such shareholder's remaining shares of common stock of DTI Holdings, Inc. for a purchase price equal to the greater of \$15 million and the appraised value of such shares.

Pursuant to a Merger Agreement dated as of September 2, 1999, among R.S. Andrews Enterprises, Inc. ("RSAE"), R.S. Andrews of Maryland, Inc., Chilltrol, Inc. and Richard Roeder, Jr. ("Roeder"), Roeder has the right to cause RSAE to purchase any or all of the stock of RSAE provided to Roeder in partial consideration of the merger.

R.S. Andrews Enterprises of Columbus, Inc., has a loan outstanding with Columbus Bank & Trust for general business purposes, bearing interest at 8.75%, due August 31, 2001. As of October 31, 2001, the outstanding principal amount was \$31,167.

In the normal course of business, subsidiaries of GPE arrange for the issuance of payment and performance bonds and letters of credit and enter into reimbursement or indemnification agreements with the issuers of such instruments. To the knowledge of registrant, as of October 31, 2001, (i) the subsidiaries of R.S. Andrews Enterprises, Inc., had approximately \$550,500 in face amount of payment and/or performance bonds outstanding, (ii) KLT Gas Inc. and its subsidiaries had approximately \$400,000 in face amount of payment and/or performance bonds outstanding, and (iii) KLT Energy Services Inc. had a letter of credit for approximately \$1 million outstanding. Other payment and/or performance bonds which GPE subsidiaries, other than the primary subsidiary obligor, have guaranteed or otherwise are contingently liable therefor, are set forth in Item 8(c), above.

INVESTMENTS IN SYSTEM SECURITIES

9. Give a tabulation showing the principal amount, par or stated value, the cost to the system company originally acquiring such security, and the number of shares or units, of each security described under Item 8 that is held by the registrant and by each subsidiary company thereof as the record (or beneficial) owner, and the amounts at which the same are carried on the books of each such owner. This information should be given as of the same date as the information furnished in answer to Item 8.

As of October 31, 2001

Acquiring Company	Issuing Company	Type of Security	Shares or Units Held by Acquiring Company	Original Cost (000)	Book Value (000)
Great Plain Energy Incorporated	Kansas City Power & Light Company	Common stock	1	\$716,720	\$716,720 (note 1)
Great Plains Energy Incorporated	Great Plains Power Incorporated	Common stock	1	\$1,000	\$857 (note 1)
Great Plains Energy Incorporated	KLT Inc.	Common Stock	150,000	\$150,000	\$269,332 (note 1)
Kansas City Power & Light Company	Kansas City Power & Light Receivables Company	Common Stock	1,000	\$3,000	\$332 (note 1)
Kansas City Power & Light Company	Wolf Creek Nuclear Operating Corporation	Series B Common Stock	47	\$0.047	\$0.047
Kansas City Power & Light Company	Home Service Solutions Inc.	Common Stock	46,902,140	\$46,902	\$25,189 (note 1)
Home Service Solutions Inc.	Worry Free Service, Inc.	Common Stock	9,500,000	\$9,500	\$8,344 (note 1)
Home Service Solutions Inc.	R.S. Andrews Enterprises, Inc.	Common Stock	12,037,383	\$30,402 (in aggregate)	\$1,785 (note 1)
		Series A Preferred Stock	15,000,000		
		Series B Preferred Stock	11,827,351		
R.S. Andrews Enterprises, Inc.	RSA Services Termite & Pest Control, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	Premier Service Systems, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Enterprises of Atlanta, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Enterprises of Charleston, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Enterprises of Columbus, Inc.	common stock	100	note 2	note 2
R.S. Andrews	R.S. Andrews	common	100	note 2	note 2

Enterprises, Inc.	Enterprises of Dallas, Inc.	stock			
R.S. Andrews Enterprises, Inc.	R.S. Andrews Enterprises of Kansas, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Enterprises of South Carolina, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Chattanooga, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Fairfax, Inc.	common stock	100	note 2	note 2

R.S. Andrews Enterprises, Inc.	R.S. Andrews of Florida, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Maryland, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Palm Beach, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Services, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Stuart II, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Tidewater, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Wilmington, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Jonesboro, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Topeka, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Enterprises of Virginia, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Enterprises of Tennessee, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of DeSoto, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Grand Prairie, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Grapevine, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Orlando, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Sacramento, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	RSA Services of Florida, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Showcase of Atlanta, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Vero	common stock	100	note 2	note 2

Beach, Inc.

R.S. Andrews Enterprises, Inc.	R.S. Andrews Home Warranty of Texas, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews Home Warranty of Florida, Inc.	common stock	100	note 2	note 2
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Stuart I, Inc.	common stock	100	note 2	note 2
KLT Inc.	KLT Investments Inc.	common stock	31,500	\$23,467	\$72,325

KLT Inc.	KLT Investments II Inc.	common stock	9,885	\$9,885	\$9,881
KLT Inc.	Energetechs, Inc.	common stock	0	\$0	\$0
KLT Inc.	KLT Energy Services Inc.	common stock	21,445	\$37,645	\$47,039
KLT Inc.	KLT Gas Inc.	common stock	61,038	\$61,038	\$62,764
KLT Inc.	KLT Telecom Inc.	common stock	62,415	\$62,415	\$7,765
KLT Energy Services Inc.	Custom Energy Holdings, L.L.C.	Series CEL Preferred Economic Interests	851,408	\$19,244 (note 3)	\$851 (note 3)
		Series CEL Preferred Voting Interests	note 3	note 3	note 3
		Series CE Economic Interests	6,288,000	note 3	\$0
		Series CE Voting Interests	6,288,000	note 3	note 3
		Series SEL Economic Interests	8,275,057	note 3	\$27,197
		Series SEL Voting Interests	8,275,057	note 3	note 3
Custom Energy Holdings, L.L.C.	Strategic Energy, L.L.C.	Economic and voting interests	10,000,000	1,368	\$32,868
KLT Gas Inc.	Apache Canyon, L.L.C.	Limited liability company interest	100%	\$29,592	\$(13,684)
KLT Gas Inc.	FAR Gas Acquisitions Corporation	common stock	755	\$6,851	\$12,877
KLT Gas Inc.	Forest City, LLC	limited liability company interest	100%	\$2,463	\$2,463
KLT Gas Inc.	Forest City Gathering, LLC	limited liability company interest	87.5%	\$0	\$0
KLT Gas Inc.	Patrick KLT Gas, LLC	limited liability company interest	50%	\$21,424	\$0
KLT Gas Inc.	KLT Gas Operating Company	common stock	1	\$5	\$0.5
KLT Telecom Inc.	Advanced Measurement Solutions, Inc.	common stock	200	\$0.2	\$0

KLT Telecom Inc.	Copier Solutions, LLC	limited liability company interest	100%	\$0.5	\$0
KLT Telecom Inc.	Municipal Solutions, L.L.C.	limited liability company interest	100%	\$0.5	\$0
KLT Telecom Inc.	Telemetry Solutions, L.L.C.	limited liability company interest	100%	\$0.5	\$0
KLT Telecom Inc.	globalutility exchange .com, LLC	limited liability company interest	100%	\$0	\$0
KLT Telecom Inc.	DTI Holdings, Inc.	Preferred Stock	30,000	\$45,000	\$29,542
		Common Stock	20,093,936	\$33,604	(note 4)
		Warrants Series B Senior Discount Notes	3,737,753	\$5,633 \$10,000	\$2,790
KLT Telecom Inc.	eChannel, Inc.	Series A Preferred Stock	300,000	\$300	\$0
		Series B Preferred Stock	166,667	\$500	\$0
DTI Holdings, Inc.	Digital Teleport, Inc.	common stock	200	\$309,148	\$252,111
DTI Holdings, Inc.	Digital Teleport of Virginia, Inc.	common stock	100	\$0.01	\$(1,446)
Digital Teleport, Inc.	Digital Teleport Nationwide LLC	limited liability company interest	100%	\$0	\$0

Note 1: Subsidiary earnings/losses are recorded on a quarterly basis; amounts are as of October 1, 2001.

Note 2: Unavailable to registrant.

Note 3: The series of economic and voting interests in Custom Energy Holdings, L.L.C., were created in a reorganization effective as of December 31, 1999. The original cost provided reflects the amount paid by KLT Energy Services Inc. for limited liability company interests issued by Custom Energy Holdings, L.L.C. and its predecessors prior to such reorganization.

No book value is ascribed to any series of voting interests. Series CEL Preferred Voting Interests have no voting rights until and unless Custom Energy Holdings, L.L.C., fails to make three quarterly payments on account of Series CEL Preferred Economic Interests.

Note 4: Aggregate amount given for preferred stock, common stock and warrant, due to amortization goodwill booked for the acquisition of common stock and warrants.

INVESTMENTS IN OTHER COMPANIES

10. Give a tabulation showing all 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. Also, show all other investments of the registrant and of each subsidiary thereof in the securities of any other enterprise, if the book value of the investment in any such enterprise exceeds 2% of the total debit accounts shown on the balance sheet of the company owning such investment or an amount in excess of \$25,000 (whichever amount is the lesser). Give principal amount and number of shares or units and the cost of each issue of such securities to the system company originally acquiring such security, and amount at which carried on the books of the owner. List all such securities pledged as collateral for loans or other obligations and identify loans and obligations for which pledged. This information should be given as of the same date as the information furnished in answer to Item 8.

(a) 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 October 31, 2001:

Acquiring Company	Issuing Company	Type of Security	Shares or Units Held by Acquiring Company	Original Cost	Book Value
KLT Investments Inc.	Pacific Gas & Electric	7.04% preferred stock	81,975	\$1,152,198	\$1,496,044
KLT Investments Inc.	Pacific Gas & Electric	4.80% preferred stock	24,900	\$211,802	\$280,125
KLT Investments Inc.	New York State Electric & Gas	\$4.50 preferred stock	1,575	\$134,143	\$138,784
KLT Investments Inc.	Central Hudson Gas & Electric	\$4.50 preferred stock	1,460	\$126,976	\$124,928
KLT Investments Inc.	Consolidated Edison	\$4.65 Series D preferred stock	18,704	\$1,563,689	\$1,408,150

KLT Investments Inc.	Dayton Power & Light	\$3.75 Series B preferred stock	14,192	\$1,226,536	\$1,227,219
KLT Investments Inc.	Houston Lighting & Power Co.	\$4.00 preferred stock	2,056	\$146,392	\$154,928
KLT Investments Inc.	Indiana Michigan Power Co.	\$4.12 preferred stock	6,270	\$495,769	\$490,121
KLT Investments Inc.	Interstate Power Co.	4.36% preferred stock	4,475	\$190,277	\$201,038
KLT Investments Inc.	Interstate Power Co.	4.68% preferred stock	4,121	\$185,218	\$192,945
KLT Investments Inc.	Northern Indiana Public Service	\$4.22 preferred stock	2,419	\$189,154	\$196,621
KLT Investments Inc.	Northern Indiana Public Service	\$4.25 preferred stock	11,000	\$851,895	\$830,342
KLT Investments Inc.	Northern Indiana Public Service	\$4.50 preferred stock	4,664	\$362,020	\$376,231
KLT Investments Inc.	Xcel Energy Inc.	\$4.08 preferred stock	7,970	\$619,827	\$614,999
KLT Investments Inc.	Alabama Power Co.	5.20% preferred stock	32,500	\$701,025	\$708,906
KLT Investments Inc.	Delmarva Power & Light	7.75% preferred stock	3,625	\$91,604	\$92,235
KLT Investments Inc.	Montana Power Co.	\$6.875 preferred stock	3,552	\$358,113	\$358,722
KLT Investments Inc.	NICOR Inc.	4.48% preferred stock	8,350	\$414,327	\$416,100
KLT Investments Inc.	Virginia Electric & Power	\$6.98 preferred stock	6,062	\$636,328	\$641,236

Note: under the terms of the funded indebtedness of KLT Investments Inc. (listed in Item 8(a), above), KLT Investments must maintain a reserve equal to the greater of 15% of the outstanding aggregate principal amount of such debt or the aggregate amount of the next principal and interest payments due in the succeeding year. Prior to October 1, 2001, KLT Investments invested a portion of the reserve in preferred stocks issued by public utilities to capture the preferred dividend payments. KLT Investments has not purchased any public utility securities subsequent to September 30, 2001, and intends to liquidate its public utility securities holdings as market conditions dictate.

(b) All other investments of the registrant and of each subsidiary thereof in the securities of any other enterprise as of October 31, 2001:

Acquiring Company	Issuing Company	Type of Security	Shares or Units Held by Acquiring Company	Original Cost	Book Value
KCPL	KCPL Financing I (Trust)	Sponsor of Trust	note 1	note 1	note 1

KCPL	Kansas City Power & Light Company Wolf Creek Decommissioning Trust	Trustor of Trust	note 2	note 2	note 2
KLT Investments Inc.	Related Corporate Partners III, L.P. - Series 1 and 2	Limited Partnership Interest	9.90%	\$15,880,000	\$15,880,000
KLT Investments Inc.	Lend Lease Institutional Tax Credits VII	Limited Partnership Interest	9.90%	\$7,368,021	\$4,769,445
KLT Investments Inc.	Lend Lease Institutional Tax Credits IV	Limited Partnership Interest	9.8%	\$4,064,333	\$2,330,265
KLT Investments Inc.	National Corporate Tax Credit Fund III	Limited Partnership Interest	18.36%	\$10,552,500	\$7,161,542
KLT Investments Inc.	Columbia Housing Partners Corporate Tax Credit III Limited Partnership	Limited Partnership Interest	11.47%	\$7,959,635	\$7,953,533
KLT Investments Inc.	Columbia Housing Partners Corporate Tax Credit IV Limited Partnership	Limited Partnership Interest	6.60%	\$3,000,096	\$1,906,315
KLT Investments Inc.	Corporations for Affordable Housing, L.P.	Limited Partnership Interest	9.90%	\$5,000,000	\$4,908,776
KLT Investments Inc.	Corporations for Affordable Housing II, L.P.	Limited Partnership Interest	9.90%	\$5,000,000	\$2,713,298
KLT Investments Inc.	USA Metropolitan Tax Credit Fund II, L.P.	Limited Partnership Interest	13.20%	\$7,650,000	\$5,555,945
KLT Investments Inc.	Missouri Affordable Housing Fund VII, L.P.	Limited Partnership Interest	85.19%	\$6,299,941	\$4,121,076
KLT Investments Inc.	National Equity Fund 1992, L.P.	Limited Partnership Interest	0.98%	\$1,000,000	\$373,016
KLT Investments Inc.	National Equity Fund 1993, L.P.	Limited Partnership Interest	0.66%	\$1,000,000	\$448,587
KLT Investments Inc.	National Equity Fund 1994, L.P.	Limited Partnership Interest	0.66%	\$1,000,000	\$705,486
KLT Investments Inc.	National Equity Fund 1995, L.P.	Limited Partnership Interest	2.42%	\$3,000,000	\$1,831,350
KLT Investments Inc.	McDonald Corporate Tax Credit Fund 1994	Limited Partnership Interest	9.17%	\$5,000,000	\$4,905,765

KLT Investments Inc.	Missouri Affordable Housing Fund VI, L.P.	Limited Partnership Interest	99%	\$6,090,920	\$3,562,133
KLT Investments Inc.	Gateway Institutional Tax Credit Fund	Limited Partnership Interest	15.95%	\$4,000,000	\$3,940,000
KLT Investments Inc.	Provident Tax Credit Fund II, L.P.	Limited Partnership Interest	12.6%	\$4,259,200	\$2,783,516
KLT Investments Inc.	Missouri Affordable Housing Fund IX, L.P.	Limited Partnership Interest	33.14%	\$3,907,767	\$2,925,392
KLT Investments Inc.	WNC Institutional Tax Credit Fund II, L.P.	Limited Partnership Interest	24.75%	\$3,750,000	\$2,321,658
KLT Investments Inc.	NHT III Tax Credit Fund L.P.	Limited Partnership Interest	24.98%	\$3,260,287	\$1,895,566
KLT Investments Inc.	Lend Lease Missouri Tax Credit Fund I, LLC	Limited Liability Company Interest	99.99%	\$1,491,662	\$1,123,482
KLT Investments Inc.	Dominium Institutional Fund	Limited Partnership Interest	6%	\$3,000,000	\$889,319
KLT Investments Inc.	Missouri Affordable Housing Fund V, L.P.	Limited Partnership Interest	83.55%	\$1,826,952	\$762,724
KLT Investments Inc.	Aurora Family Apartments, L.P.	Limited Partnership Interest	0.01%	\$374,215	\$287,737
KLT Investments Inc.	Housing Missouri Equity Fund 1994, L.L.C.	Limited Liability Company Interest	23.53%	\$400,000	\$238,419
KLT Investments Inc.	Boston Capital Corporate Tax Credit Fund I, L.P.	Limited Partnership Interest	0.99%	\$780,957	\$507,491
KLT Investments Inc.		Treasury bond futures puts	56	\$29,606	\$875
KLT Investments Inc.		Treasury bond futures puts	53	\$54,623	\$828
FAR Gas Acquisitions Corporation	GNR San Juan Limited Partnership	Limited Partnership Interest	99%	\$1,229,108	\$491,387

FAR Gas Acquisitions Corporation	GNR San Juan II Limited Partnership	Limited Partnership Interest	99%	\$201,171	\$69,385
FAR Gas Acquisitions Corporation	Frontier Production Limited Partnership	Limited Partnership Interest	99%	\$34,142	\$10,701
FAR Gas Acquisitions Corporation	Blue Spruce Investments Limited Partnership	Limited Partnership Interest	99%	\$1,812,999	\$788,316
FAR Gas Acquisitions Corporation	Hallwood San Juan I Limited Partnership	Limited Partnership Interest	99%	\$3,475,744	\$1,697,674
FAR Gas Acquisitions Corporation	Miller Shale Limited Partnership	Limited Partnership Interest	99%	\$846,721	\$382,407
KLT Investments II Inc.	CFB Venture Fund II, L.P.	Limited Partnership Interest	3.3%	\$700,000	\$598,848
KLT Investments II Inc.	KCEP I, L.P.	Limited Partnership Interest	1.3%	\$810,000	\$819,574
KLT Investments II Inc.	EnviroTech Investment Fund I Limited Partnership	Limited Partnership Interest	6.36%	\$1,440,000	\$1,715,899
KLT Gas Inc.	Lyco Energy Corporation	Promissory notes due March 15, 2002 and September 15, 2002		\$4,450,000	\$4,683,108
KLT Energy Services Inc.	Bracknell Corporation	Common stock	1,133,165 shares	\$4,831,353	\$271,960
KLT Energy Services Inc.	Black & McDonald, Inc.	promissory note		\$1,478,119	\$1,486,742
KLT Telecom Inc.	Signal Sites Incorporated	common stock	200	\$9,550	\$0
KLT Telecom Inc.	Signal Sites Incorporated	promissory note due February 15, 2001		\$525,000	\$0

Note 1: A description of KCPL Financing I is contained in Note 11 to the consolidated financial statements of KCPL included in KCPL's Form 10-K for the year ended December 31, 2000 (File No. 1-707), which is incorporated herein by reference.

Note 2: A description the Kansas City Power & Light Wolf Creek Decommissioning Trust is contained in Note 1 to the consolidated financial statements of KCPL included in KCPL's Form 10-K for the year ended December 31, 2000 (File No. 1-707), which is incorporated herein by reference.

INDEBTEDNESS OF SYSTEM COMPANIES

11. List each indebtedness of the registrant and of each subsidiary company thereof (other than indebtedness reported under Item 8, but as of the same date) where the aggregate debt owed by any such company to any one person exceeds \$25,000 or an amount exceeding 2% of the total of the debit accounts shown on the balance sheet of the debtor (whichever amount is the lesser) but not including any case in which aggregate indebtedness is less than \$5,000, and give the following additional information as to each such indebtedness:

(a) Debts owed to associate companies as of October 31, 2001:

Name of Debtor	Name of Creditor	Amount Owed	Rate of Interest	Date of Maturity
Great Plains Power Inc.	GPE	\$43,864	note 1	demand open account advances
KLT Inc.	GPE	\$100,000,000	variable	February 28, 2002
KLT Inc.	KLT Investments Inc.	\$7,997,300	note 1	demand open account advances
FAR Gas Acquisitions Corporation	KLT Inc.	\$330,351	note 1	demand open account advances
Forest City, LLC	FAR Gas Acquisitions Corporation	\$5,369	note 1	demand open account advances
KLT Gas Inc.	FAR Gas Acquisitions Corporation	\$3,269,445	note 1	demand open account advances
KLT Gas Inc.	KLT Energy Services Inc.	\$923,803	note 1	demand open account advances
KLT Energy Services Inc.	KLT Inc.	\$4,232	note 1	demand open account advances
KLT Inc.	KLT Investments II Inc.	\$8,461,320	note 1	demand open account advances
KLT Telecom Inc.	KLT Inc.	\$191,939,909	note 1	demand open account advances
Apache Canyon Gas, L.L.C.	KLT Gas Inc.	\$4,508,647	note 1	demand open account advances
Apache Canyon Gas, L.L.C.	KLT Inc.	\$275	note 1	demand open account advances
Forest City, LLC	KLT Gas Inc.	\$2,161,324	note 1	demand open account advances
Forest City, LLC	FAR Gas Acquisitions Corporation	\$5,369	note 1	demand open account advances

KLT Inc.	KLT Gas Inc.	\$13,762,493	note 1	demand open account advances
Forest City, LLC	KLT Inc.	\$56	note 1	demand open account advances

Kansas City Power & Light Receivables Company	KCPL	\$74,779,515	variable	October 25, 2002
Worry Free Services Inc.	Home Service Solutions, Inc.	\$6,721,618	note 1	demand open account advances
Strategic Energy, L.L.C	KLT Energy Services Inc.	\$10,973,035	variable	demand note (note 2)
DTI	KLT Telecom Inc.	\$94,000,000	10%	Demand note
Digital Teleport, Inc.	KLT Telecom Inc.	\$39,000,000	9.5%	Demand note
Digital Teleport, Inc.	KLT Telecom Inc.	\$5,500,000	9.5%	February 1, 2002
Digital Teleport, Inc.	KLT Telecom Inc.	\$2,500,000	9.5%	February 1, 2002
Advanced Measurement Solutions, Inc.	Telemetry Solutions, L.L.C.	\$7,740,000	variable	note 3
Copier Solutions, LLC	Telemetry Solutions, L.L.C.	\$945,000	variable	note 3
Telemetry Solutions, L.L.C.	KLT Telecom Inc.	\$21,982,320	variable	note 3
Copier Solutions, LLC	KLT Telecom Inc.	\$205,000	variable	note 3
Advanced Measurement Solutions, Inc.	KLT Telecom Inc.	\$1,870,000	variable	note 3
Municipal Solutions, L.L.C.	KLT Telecom Inc.	\$298,350	variable	note 3
R.S. Andrews Services, Inc.	R.S. Andrews Enterprises, Inc.	\$14,369,735	note 1	demand open account advances
R.S. Andrews of Charleston, Inc.	R.S. Andrews Enterprises, Inc.	\$3,368,484	note 1	demand open account advances
R.S. Andrews of Charleston, Inc.	R.S. Andrews Services, Inc.	\$116,559	note 1	demand open account advances
R.S. Andrews of Kansas, Inc.	R.S. Andrews Enterprises, Inc.	\$5,884,437	note 1	demand open account advances
R.S. Andrews of Tennessee, Inc.	R.S. Andrews Enterprises, Inc.	\$1,901,149	note 1	demand open account advances
R.S. Andrews of Chattanooga, Inc.	R.S. Andrews Enterprises, Inc.	\$1,746,616	note 1	demand open account advances
R.S. Andrews of Alabama, Inc.	R.S. Andrews Enterprises, Inc.	\$1,898,772	note 1	demand open account advances
R.S. Andrews of Tidewater, Inc.	R.S. Andrews Enterprises, Inc.	\$110,853	note 1	demand open account advances

R.S. Andrews of Fairfax, Inc.	R.S. Andrews Enterprises, Inc.	\$1,637,610	note 1	demand open account advances
R.S. Andrews of Virginia, Inc.	R.S. Andrews Enterprises, Inc.	\$2,261,389	note 1	demand open account advances
R.S. Andrews of South Carolina, Inc.	R.S. Andrews Enterprises, Inc.	\$2,336,558	note 1	demand open account advances
R.S. Andrews of Dallas, Inc.	R.S. Andrews Enterprises, Inc.	\$1,170,817	note 1	demand open account advances

R.S. Andrews of Florida, Inc.	R.S. Andrews Enterprises, Inc.	\$1,997,372	note 1	demand open account advances
R.S. Andrews of Stuart II, Inc.	R.S. Andrews Enterprises, Inc.	\$1,573,059	note 1	demand open account advances
R.S. Andrews of Palm Beach, Inc.	R.S. Andrews Enterprises, Inc.	\$2,100,874	note 1	demand open account advances
Premier Service Systems, Inc.	R.S. Andrews Enterprises, Inc.	\$263,463	note 1	demand open account advances
Premier Service Systems, Inc.	R.S. Andrews Services, Inc.	\$2,023,766	note 1	demand open account advances
RSA Services Termite & Pest Control, Inc.	R.S. Andrews Enterprises, Inc.	\$3,205	note 1	demand open account advances
R.S. Andrews of Maryland, Inc.	R.S. Andrews Enterprises, Inc.	\$5,886,363	note 1	demand open account advances
R.S. Andrews of Wilmington, Inc.	R.S. Andrews Enterprises, Inc.	\$1,556,187	note 1	demand open account advances
R.S. Andrews Services, Inc.	R.S. Andrews Enterprises, Inc.	\$476,951	note 4	note 4
R.S. Andrews of Columbus, Inc.	R.S. Andrews Enterprises, Inc.	\$292,678	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Kansas, Inc.	\$174,389	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Chattanooga, Inc.	\$119,591	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Tidewater, Inc.	\$183,004	note 4	note 4
R.S. Andrews of Fairfax, Inc.	R.S. Andrews Enterprises, Inc.	\$97,908	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of South Carolina, Inc.	\$104,059	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Charleston, Inc.	\$131,997	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Dallas, Inc.	\$183,982	note 4	note 4
R.S. Andrews of Stuart I, Inc.	R.S. Andrews Enterprises, Inc.	\$183,181	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Stuart II, Inc.	\$17,126	note 4	note 4
R.S. Andrews Enterprises,	R.S. Andrews of Palm Beach,	\$21,665	note 4	note 4

Inc.	Inc.			
RSA Services Termite & Pest Control, Inc.	R.S. Andrews Enterprises, Inc.	\$59,299	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Maryland, Inc.	\$704,957	note 4	note 4
R.S. Andrews Enterprises, Inc.	R.S. Andrews of Wilmington, Inc.	\$134,658	note 4	note 4
DTI Holdings, Inc.	Digital Teleport, Inc.	\$874,001	note 1	demand open account advances
DTI Teleport of Virginia, Inc.	Digital Teleport, Inc.	\$2,923,848	note 1	demand open account advances

Note 1: Intercompany advances incurred after September 30, 2001, will bear interest at the effective cost of capital of the lending associate company.

Note 2: Under its operating agreement, Strategic Energy, L.L.C. is required to make quarterly cash distributions equal to 45% of the net profits of the company, or such greater amount as is required to pay any accrued flow-through tax liability of its member or owners of Series SEL Economic Interests of Custom Energy Holdings, L.L.C. The operating agreement of Custom Energy Holdings, L.L.C., contains a similar provision. KLT Energy Services Inc., as an owner of Series SEL Economic Interests, agreed to take a promissory note in lieu of cash relating to the distribution due for the third quarter of 2001.

Note 3: Written off on the books of account of the creditor associate company prior to January 1, 2000.

Note 4: R.S. Andrews Enterprises, Inc., maintains a cash concentration account into which available cash from its subsidiaries is deposited. Accounts payable of R.S. Andrews Enterprises, Inc. and its subsidiaries are paid from this account and credited to the appropriate company. Intercompany advances incurred after September 30, 2001, will bear interest at the effective cost of capital of the lending associate company.

(b) Debts owed to others as of December 31, 2000:

Omitted by permission of the Staff.

PRINCIPAL LEASES

12. Describe briefly the principal features of each lease (omitting oil and gas leases) to which the registrant or any subsidiary company thereof is a party, which involves rental at an annual rate of more than \$50,000 or an amount exceeding 1% of the annual gross operating revenue of such party to said lease during its last fiscal year (whichever of such sums is the lesser) but not including any lease involving rental at a rate of less than \$5,000 per year.

Lessee	Lessor	Type of property leased	Annual Rental	Lease expiration date
KCPL	Wells Fargo Bank Northwest	combustion turbines	None until 2003; thereafter approx. \$12.5 million	October, 2005
KCPL	Forsythe	Computers	\$50,200	August, 2004

KCPL	Hewlett Packard	computers	\$69,815	May, 2003
KCPL	Hewlett Packard	Computers	\$70,798	May, 2003
KCPL	Hewlett Packard	Computers	\$153,317	July, 2003
KCPL	Hewlett Packard	Computers	\$77,329	June, 2003
KCPL	Varilease	Computers	\$66,768	August, 2002
KCPL	MFP	Computers	\$61,951	June, 2001
KCPL	MFP	Computers	\$99,064	September, 2001
KCPL	MFP	Computers	\$368,777	December, 2001
KCPL	MFP	Computers	\$165,849	September, 2001
KCPL	MFP	Computers	\$194,660	December, 2001
KCPL	MFP	Computers	\$313,027	March, 2002
KCPL	MFP	Computers	\$333,620	June, 2002
KCPL	MFP	Computers	\$200,153	September, 2002
KCPL	MFP	Computers	\$310,668	December, 2002
KCPL	MFP	Computers	\$301,198	March, 2003
KCPL	MFP	Computers	\$284,582	June, 2003
KCPL	MFP	Computers	\$100,531	September, 2003
KCPL	MFP	Computers	\$88,243	December, 2003
KCPL	Konica	Copiers	\$175,205	various
KCPL	IOS Capital	Copiers	\$275,280	various
KCPL	Xerox	Copiers	\$102,892	December, 2002
KCPL	Xerox	Copiers	\$163,869	December, 2003
KCPL	801 Charlotte Inc.	Building	\$448,800	October, 2025
KCPL	TWP Partners	Office space	\$2,645,804	July, 2007
KCPL	TWP Partners	Parking space	\$405,000	July, 2007
KCPL	Copaken White & Blitt	Building	\$76,040	July, 2007
KCPL	Midland Land & Cattle	Building	\$96,000	September, 2010
KCPL	Charles and Pat Cooper	Building	\$180,732	July, 2005
KCPL	Lenexa Industrial Park	Substation land	\$51,728	July, 2050
KCPL (note 1)	Western Resources, Inc.	Transmission line	\$1,888,512	September, 2025
KCPL (note 1)	Associated Electric Cooperative	Transmission line	\$221,402	October, 2028

KCPL (note 1)	St. Joseph Light & Power	Interconnect service	\$118,740	October, 2028
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KCPL (note 1)	St. Joseph Light & Power	Terminal Service Substation	\$90,948	May, 2023
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KCPL	Bank of New York	Unit train	\$760,687	March, 2013
KCPL	Bank of New York	Unit train	\$760,687	March, 2013
KCPL	Pullman	Unit train	\$98,922	December, 2003
KCPL	Pullman	Unit train	\$301,974	December, 2003
KCPL	Pullman	Unit train	\$744,521	December, 2003
KCPL	Shawmut Bank	Unit train	\$1,253,692	July, 2015
KCPL	Shawmut Bank	Unit train	\$1,785,257	July, 2015
KCPL	CCG Trust	Unit train	\$484,330	September, 2018
KCPL	CCG Trust	Unit train	\$484,330	September, 2018
KCPL	CIT Group	Unit train	\$310,000	April, 2004
KCPL	EFG	Unit train	\$102,461	June, 2016
KCPL	Bankers Lease	Vehicles and heavy equipment	\$5,334,938	various
KCPL	Bankers Trust	Turbine generator	\$2,301,725	October, 2001
KCPL	Bell & Howell	Insertor machine	\$56,065	December, 2001
KCPL (note 2)	IBM	computer equipment	\$104,126	January 31, 2003
KCPL (note 2)	MC Leasing	computer equipment	\$190,220	various
KCPL (note 2)	Sun Microsystems	computer equipment	\$203,691	various
KCPL (note 2)	Varilease	computer and plant equipment	\$324,551	various
KCPL (note 2)	Xerox	office equipment	\$231,833	various
KCPL (note 2)	Diversified Technologies	portable demineralizer system and tubular ultra filtration system	\$127,097	indeterminate
KLT Inc.	Cisco Systems	Telecommunications equipment	\$21,545	March, 2003
KLT Inc.	OPUS Northwest	Office space	\$148,977	April 30, 2005
R.S. Andrews of Virginia, Inc.	note 3	Building	\$30,000	September, 2004
R.S. Andrews of Wilmington, Inc.	note 3	Building	\$41,400	month-to-month
R.S. Andrews of Wilmington, Inc.	note 3	Computer equipment	\$8,400	month-to-month
R.S. Andrews of Stuart I, Inc.	note 3	Building	\$66,000	October, 2014

R.S. Andrews of Palm Beach, Inc.	note 3	Building	\$36,500 May, 2004
R.S. Andrews Enterprises, Inc.	note 3	Building	\$84,600 June, 2011
R.S. Andrews Enterprises, Inc.	note 3	Building	\$6,000 February, 2007

R.S. Andrews Enterprises, Inc.	note 3	Building	\$46,100	August, 2003
R.S. Andrews Enterprises, Inc.	note 3	Vehicles	\$6,700	July, 2004
R.S. Andrews Enterprises, Inc.	note 3	Forklift	\$5,500	June, 2005
R.S. Andrews Enterprises, Inc.	note 3	Plumbing equipment	\$28,800	January, 2002
R.S. Andrews Enterprises, Inc.	note 3	Office equipment	\$85,000	January, 2004
R.S. Andrews Enterprises, Inc.	note 3	Vehicles	\$14,500	June, 2002
R.S. Andrews Enterprises, Inc.	note 3	Forklift	\$5,900	June, 2005
R.S. Andrews of Maryland, Inc.	note 3	Building	\$60,800	July, 2004
R.S. Andrews of Tennessee, Inc.	note 3	Building	\$66,000	month-to-month
R.S. Andrews of Texas, Inc.	note 3	Building	\$60,996	September, 2002
R.S. Andrews of Stuart II, Inc.	Enterprise Leasing	Vehicles	\$30,621	February 1, 2003
R.S. Andrews of Wilmington, Inc.	Enterprise Leasing	Vehicles	\$10,527	February 1, 2003
R.S. Andrews of Chattanooga, Inc.	Enterprise Leasing	Vehicles	\$32,216	January 1, 2003
R.S. Andrews of Tidewater, Inc.	Enterprise Leasing	Vehicles	\$18,169	January 1, 2003
R.S. Andrews Enterprises of Charleston, Inc.	Enterprise Leasing	Vehicles	\$12,243	January 1, 2003
R.S. Andrews Enterprises of South Carolina, Inc.	Enterprise Leasing	Vehicles	\$48,123	February 1, 2003
R.S. Andrews Enterprises of Dallas, Inc.	Enterprise Leasing	Vehicles	\$24,549	February 1, 2003
R.S. Andrews Enterprises of Kansas, Inc.	Enterprise Leasing	Vehicles	\$19,269	January 1, 2003
R.S. Andrews Enterprises of Kansas, Inc.	Peoples National	Backhoe	\$8,972	October 23, 2001

R.S. Andrews Enterprises, Inc.	OFC Capital	Office furniture	\$57,506	February 25, 2004
Digital Teleport, Inc.	KLT Telecom Inc.	Building	\$75,000	April, 2005

KLT Gas Inc.	Compressor Systems, Inc.	Gas compressor	\$102,921	December, 2002
KLT Gas Inc.	Compressor Systems, Inc.	Gas compressor	\$205,842	December, 2002
KLT Gas Inc.	Roughrider Power LLC	Gas compressors	\$145,800	variable (note 4)
Digital Teleport, Inc.	Sansone	Building	\$540,000	August, 2002

Note 1: These agreements were described in the Reorganization U-1.

Note 2: WCNOG, as agent for the owners of Wolf Creek Generating Station, enters into various leases of equipment on behalf of and for the benefit of the owners. KCPL's 47% proportionate share of lease payments are shown.

Note 3: Not available to registrant.

Note 4: Represents total lease payments over the six month lease terms (expiring in February and March, 2002) of ten leased gas compressors.

Digital Teleport, Inc., has entered into several indefeasible right to use ("IRU") agreements. To the extent IRU agreements are deemed to be within the scope of this item, information regarding such agreements is contained in DTI's transition report on Form 10-K for the period ended December 31, 2000 (File No. 333-50049) and its quarterly report on Form 10-Q for the period ended September 30, 2001 (File No. 333-50049), which are incorporated herein by reference.

SECURITIES SOLD

13. If, during the last five years, the registrant or any subsidiary company thereof has issued, sold or exchanged, either publicly or privately, any securities having a principal amount, par, stated or declared value exceeding \$1,000,000 or exceeding an amount equal to 10% of the total liabilities as shown by the balance sheet of the issuer at the time of such issue (whichever of such sums is the lesser), give the following information with respect to each issue or sale:

Omitted by permission of the Staff.

AGREEMENTS FOR FUTURE DISTRIBUTION OF SECURITIES

14. (a) Summarize the terms of any existing agreement to which the registrant or any associate or affiliate company thereof is a party or in which any such company has a beneficial interest with respect to future distribution of securities of the registrant or of any subsidiary:

Information with respect to GPE's Dividend Reinvestment and Direct Stock Purchase Plan is set forth in a Post-Effective Amendment No. 2 to Form S-3 (File No. 33-51799); information with respect to its Employee Savings Plus Plan is set forth in a Post-Effective Amendment No. 1 to Form S-3 (File No. 333-32636); information with respect to its Long-Term Incentive Plan is set forth in a Post-Effective Amendment No. 1 to Form S-8 (File No. 33-45618); and

information with respect to its Underwriting Agreement for Medium-Term Notes is set forth in a Post-Effective Amendment No. 4(b) to Form 8-K dated December 18, 2000 (File No. 1-707), which are hereby incorporated by reference;.

In addition to the above, KCPL has standard commercial paper dealer agreements with two financial institutions related to the company's commercial paper activities. One such agreement is dated February 26, 1990 with First Chicago Capital Markets, Inc. (now BankOne Capital Markets, Inc.); the other is dated January, 1991, with Merrill Lynch Money Markets, Inc.

Information with respect to warrants issued by DTI in connection with the issuance of its 12 1/2% Series B Senior Discount Notes due 2008 is set forth in Amendment No. 4 to Form S-4 (File No. 333-50049). Information with respect to DTI's 2001 Stock Option Plan is set forth in DTI's quarterly report on Form 10-Q for the period ended September 30, 2001, and such Plan was filed as Exhibit 10.35 thereto. Information with respect to DTI's 1997 Long-Term Incentive Award Plan is set forth in DTI's transition report on Form 10-K for the period ended December 31, 2001, and such Plan was filed as Exhibit 2.2 to DTI's Form S-4 (File No. 333-50049). Information respecting a Warrant Agreement between DTI and Banque Indosuez is set forth in DTI's annual report on Form 10-K for the period ended June 30, 2000, and the Warrant Agreement was filed as Exhibit 4.13 thereto. Information respecting the issuance of 200,000 restricted common shares of DTI to Gary W. Douglass, an executive of DTI, is set forth in DTI's transition report on Form 10-K for the period ended December 31, 2000.

- (a) Describe briefly the nature of any financial interest (other than the ownership of securities acquired as a dealer for the purpose of resale) which any person with whom such agreement exists, has in the registrant or in any associate or affiliate company thereof.

The beneficiaries of the employee benefit plans referred to above may be deemed to have a financial interest in the registrant or affiliated companies thereof by virtue of their employment relationship with the registrant or such other companies and compensation, benefit and severance agreements and arrangements relating to such employment.

Information with respect to warrants issued by DTI and beneficially owned by KLT Telecom Inc. is set forth in Part I,

TWENTY LARGEST HOLDERS OF CAPITAL STOCKS

15. As of a recent date (indicating such date for each class) give the following information with respect to the holders of each class of stock and/or certificates of beneficial interest of the registrant:

(a) List the twenty largest holders of in accordance with the table below:

The following table sets forth GPE's twenty largest registered shareholders of each class of capital stock on the books as of October 31, 2001:

Title of Issue	Shareholder (Name and Address)	Shares Held	% of Outstanding
GPE Common Stock	CEDEFEST Bowling Green Station PO Box 20 New York NY 10274-0020	50,798,784	82.0543
GPE Common Stock	Meade M Bynum 332 Sunnyside Rd Tampa FL 33617-7249	40,000	0.0646
GPE Common Stock	Ben Blackshire 8714 Cherokee Ln Leawood KS 66206-1657	32,000	0.0517
GPE Common Stock	Hart Securities LTD c/o Anthony Bonanno Gibson Dunn & Crutcher Ste 900 1050 Connecticut Ave NW Washington DC 20036-5303	25,000	0.0404
GPE Common Stock	Robert M Currie & Lois I Currie TEN COM RR 1 Box 34A Schaller IA 51053-9801	24,000	0.0388
GPE Common Stock	Tony B Starosta & Cecelia Starosta JT TEN 1018 Village CT Darien IL 60561-4134	24,000	0.0388
GPE Common Stock	Charles W Bremer III 3041 S 46th Terrace Kansas City KS 66106-3735	23,684	0.0383

GPE Common Stock	Ben Berz 2317 Bent Brook Dr Mesquite TX 75181-1745	22,000	0.0355
GPE Common Stock	Doikes & Co 221 N Grand Blvd St Louis MO 63103-2006	21,500	0.0347
GPE Common Stock	G Eugene Harrison & Edith M Harrison TR UA 01/04/91 G Eugene Harrison & Edith M Harrison Revocable Trust 711 E 124th St Kansas City MO 64146-1100	21,241	0.0343
GPE Common Stock	Knob Hill Mines Inc 1143 Crane St Suite 200 Menlo Park CA 94025-4341	19,500	0.0315
GPE Common Stock	William H Holtmeyer Jr & Cynthia C Holtmeyer JT TEN 808 W Broadway Brunswick MO 65236-1114	17,747	0.0287
GPE Common Stock	Arthur J Doyle & Glenda M Doyle TR UA 08/02/91 Arthur J Doyle & Glenda M Doyle Revocable Trust 1201 Walnut 18th Fl Kansas City MO 64106-2117	17,570	0.0284
GPE Common Stock	Frank J Bleier Jr & Noureen Bleier JT TEN 2420 W 71st St Prairie Village KS 66208- 2756	15,672	0.0253
GPE Common Stock	Allen Laner TR UA 10/30/97 Allen Laner Trust PO Box 11331 Shawnee Msn KS 66207-1031	15,049	0.0243
GPE Common Stock	J Robert Miller TR UA 06/12/89 J Robert Miller Intervivos Trust 14 Antigua LN Hot Springs Village AR 71909-5419	14,356	0.0232

GPE Common Stock	Peggy L Reiff TR TRUA 03/21/98 Peggy L Reiff Revocable Trust 412 NW 40th ST Kansas City MO 64116-1712	14,012	0.0226
GPE Common Stock	Warren E Keller & Shirley A Keller JT TEN 5122 SW Pelican Pt Lees Summit MO 64082-4539	13,932	0.0225
GPE Common Stock	Thomas Gallinelli Jr & Maude Gallinelli JT TEN 603 Ferry St Marshfield MA 02050-2514	13,000	0.0210
GPE Common Stock	William P Shelton & Marian K Shelton JT TEN 1214 Wissmann Manchester MO 63011-4363	12,546	0.0203
3.80% Cumulative Preferred Stock	CEDEFEST Bowling Green Station PO Box 20 New York NY 10274-0020	83,553	83.5530
3.80% Cumulative Preferred Stock	Samuel L Dibble & Dorothy Dibble TR UA 07/06/72 Samuel L Dibble & Dorothy Dibble Trust 32086 W Camino Dr Wickenburg AZ 85390-1222	400	0.4
3.80% Cumulative Preferred Stock	Maria Luisa Ferriday 2801 New Mexico Ave Apt 917 Washington DC 20007-3937	200	0.2
3.80% Cumulative Preferred Stock	Rolf E Hansen TR UA 11/04/97 Rolf E Hansen Trust 5101 N A1A #109 Vero Beach FL 32963-1172	300	0.3
3.80% Cumulative Preferred Stock	John M Glass TR UA 02/12/88 John M Glass Revocable Trust 4165 50th Ave S St Petersburg FL 33711- 4729	300	0.3
3.80% Cumulative Preferred Stock	Jesse U Johnson 9818 Crestwick Dr St Louis MO 63128	500	0.5

3.80% Cumulative Preferred Stock	William J Kent 11 Georgian Ln Apt 2 Williamsville NY 14221- 2176	200	0.2
3.80% Cumulative Preferred Stock	Eric King PO Box 4297 Berkeley CA 94704-0297	250	0.25
3.80% Cumulative Preferred Stock	Albert M Kisshauer 2050 Glen Cove Walled Lake MI 48390	200	0.2
3.80% Cumulative Preferred Stock	Thelma I Leeper & Paul M Leeper & Bernetta M Gach & Helen Ryan JT TEN c/o Paul M Leeper 211 E Raintree Ln Goldsboro NC 27534-8220	390	0.39
3.80% Cumulative Preferred Stock	Long Crest Farms Inc c/o Cyrus Churchill 1610 5th Ave Moline IL 61265-7909	200	0.2
3.80% Cumulative Preferred Stock	John W McCabe & Marie J McCabe JT TEN 84 Westport Dr Whiting NJ 08759-2331	700	0.7
3.80% Cumulative Preferred Stock	Pearl H Nethery 116 Fairview Ave Bremen GA 30110-2212	300	0.3
3.80% Cumulative Preferred Stock	Paul Porter 4475C S Powerline Rd Melba ID 83641	580	0.58
3.80% Cumulative Preferred Stock	Robert J Smith & Margaret K Smith JT TEN 25165 Hazelwood Rd Lake Holcombe WI 54745	300	0.3
3.80% Cumulative Preferred Stock	Delores A Stewart & William A Boosman & Mitchel K Boosman & Dana J Mullin JT TEN c/o Mitchell K Boosman 7345 Belleview Ave Kansas City MO 64114-1219	300	0.3
3.80% Cumulative Preferred Stock	Gary C Stubbs 11106 W 120th St Overland Park KS 66213- 2044	610	0.61

3.80% Cumulative Preferred Stock	Blanche E Tillman Box 521 Linden MI 48451-0521	420	0.42
3.80% Cumulative Preferred Stock	Jannell A Tillman 6073 Byram Lake Dr PO Box 521 Linden MI 48451-8784	270	0.27
3.80% Cumulative Preferred Stock	Charles A Wanner 6604 S Williams CR E Littleton CO 80121-2737	400	0.4
4.50% Cumulative Preferred Stock	CEDEFEST Bowling Green Station PO Box 20 New York NY 10274-0020	82,869	82.869
4.50% Cumulative Preferred Stock	Sentinel Security Life Insurance Co Box 65478 Salt Lake City UT 84165- 0478	1,400	1.4
4.50% Cumulative Preferred Stock	Wes Mor Drilling Inc Box 1269 Graham TX 76450-1269	1,200	1.2
4.50% Cumulative Preferred Stock	Mary Ann Molner 12101 W 100 Terrace Lenexa KS 66215-1956	1,000	1
4.50% Cumulative Preferred Stock	Barbara F Lofquist 2126 Clarkson Dr Colorado Springs CO 80909- 2024	800	0.8
4.50% Cumulative Preferred Stock	Gary L Golobay 3650 N Woodlawn St Apt 431 Wichita KS 67220-2216	600	0.6
4.50% Cumulative Preferred Stock	Ronald D Stephens Box 1269 Graham TX 76450-1269	600	0.6
4.50% Cumulative Preferred Stock	Ada E Humphrey 1923 Cashman Ct Peoria IL 61604	550	0.55
4.50% Cumulative Preferred Stock	Delores A Stewart & William A Boosman & Mitchel K Boosman & Dana J Mullin JT TEN c/o Mitchell K Boosman 7345 Belleview Ave Kansas City MO 64114-1219	470	0.47

4.50% Cumulative Preferred Stock	Benno M Wallach PO Box 833 Seabrook TX 77586-0833	450	0.45
4.50% Cumulative Preferred Stock	Madeline H Wallach PO Box 833 Seabrook TX 77586-0833	450	0.45
4.50% Cumulative Preferred Stock	Jack O Hughes & Leta J Hughes TR UA 12/06/93 Jack O Hughes & Leta J Hughes Living Trust 10406 E 35th St S Independence MO 64052- 2629	425	0.425
4.50% Cumulative Preferred Stock	Florence M Mariska 2100 Pine Gate Way White City OR 97503-9558	400	0.4
4.50% Cumulative Preferred Stock	William L Ludlow 128 Donner Ave NW North Canton OH 44720- 2704	300	0.3
4.50% Cumulative Preferred Stock	William Alden Parker & Madalyn Florence Parker TR UA 09/23/86 Parker Living Trust 16331 Niantic Cr Huntington Beach CA 92649- 2141	300	0.3
4.50% Cumulative Preferred Stock	Martha L Anderson 290 W Filer Ave #4 Twin Falls ID 83301	200	0.2
4.50% Cumulative Preferred Stock	Cathleen P Bolinger & Sheila Anne Bolinger JT TEN 1805 Rattan Palm Niceville FL 32578-3526	200	0.2
4.50% Cumulative Preferred Stock	Kenneth D Clark 567 O'Brien Dr Cheboygan MI 49721-2035	200	0.2
4.50% Cumulative Preferred Stock	Pierre A Deitsch & Naida J Deitsch JT TEN 1218 E Racine St Bellingham WA 98226-2110	200	0.2
4.50% Cumulative Preferred Stock	Grace Lutheran Church Endowment Fund ATTN Treasurer 1425 Ferguson Ave Saint Louis MO 63133-1719	200	0.2

4.20% Cumulative Preferred Stock	CEDEFEST PO Box 20 Bowling Green Station New York NY 10274-0020	65,735	93.9071
4.20% Cumulative Preferred Stock	67th Road Construction Corp 9525 Queens Blvd Rm 724 Rego Park NY 11374-4511	300	0.4286
4.20% Cumulative Preferred Stock	Reed P Byers TR UA 11/12/80 Harriet B Collins Trust 5616 N Antioch Kansas City MO 64119-2303	300	0.4286
4.20% Cumulative Preferred Stock	Joseph Callahan & Florence S Callahan JT TEN 500 Vassar Dr Neward DE 19711-3165	300	0.4286
4.20% Cumulative Preferred Stock	Carlton Development Corp 9525 Queens Blvd Rm 724 Rego Park NY 11374-4511	300	0.4286
4.20% Cumulative Preferred Stock	Princeton Construction Corp 9525 Queens Blvd Rego Park NY 11374-4511	300	0.4286
4.20% Cumulative Preferred Stock	Marie E Twiehaus 30630 Vernon Dr Birmingham MI 48025-4945	270	0.3857
4.20% Cumulative Preferred Stock	Stanley E Mallen TR UA 11/19/85 FBO Stanley E Mallen 8307 D Sand Wedge Cr Bayonet Point FL 34667- 2151	200	0.2857
4.20% Cumulative Preferred Stock	Charles E Meredith II & Barbara R Meredith TEN COM 225 Kiowa Pl Boulder CO 80303-3628	195	0.2786
4.20% Cumulative Preferred Stock	Audrey M Watkins TR UA 07/11/91 Audrey M Watkins Trust 800 N Woodland Dr Kansas City MO 64118-5137	150	0.2143
4.20% Cumulative Preferred Stock	Citbanco c/o Citizen First National Bank Box 1227 Attn Trust Officer Storm Lake IA 50588-1227	125	0.1786

4.20% Cumulative Preferred Stock	Irene E Brown 1520 N Washington Tacoma WA 98406-5719	100	0.1429
4.20% Cumulative Preferred Stock	Lincoln Finance Corp 634 Norwest Midland Bldg Minneapolis MN 55401	100	0.1429
4.20% Cumulative Preferred Stock	Wyman D Massin & Mabel S Massin JT TEN 5531 Yarwell Houston TX 77096-4011	100	0.1429
4.20% Cumulative Preferred Stock	Eugene F Mayernick TR UA 08/13/91 Elizabeth J Mayernick Trust 612 Denbigh Green Wales WI 53183-9773	100	0.1429
4.20% Cumulative Preferred Stock	Charles C Minx & Maryann S Minx JT TEN 10917 Cherry Kansas City MO 64131-4013	100	0.1429
4.20% Cumulative Preferred Stock	Ned L Redder 3385 Carlin Dr Dayton OH 45449-2729	100	0.1429
4.20% Cumulative Preferred Stock	Shirley M Shearer & Leanne Erker & James Shearer & Barbara Westman JT TEN 68 Cree Point Dr Mankato MN 56001-4855	100	0.1429
4.20% Cumulative Preferred Stock	Steel & Wolfe Funeral Home Inc Attn Harold E Wolfe 3721 Main St Weirton WV 26062-5309	100	0.1429
4.20% Cumulative Preferred Stock	W F Coen and Co 4809 Roanoke Pkwy Kansas City MO 64112-1853	100	0.1429
4.35% Cumulative Preferred Stock	CEDEFEST Bowling Green Station PO Box 20 New York NY 10274-0020	111,127	92.6058
4.35% Cumulative Preferred Stock	Elizabeth B Perrault TR UW Magdalena Brandenberg 3196 Old Post Rd Fallbrook CA 92028-9398	1,000	0.8333

4.35% Cumulative Preferred Stock	Charles R Bess & Betty M Bess JT TEN 7300 Whitehaven Dr Saint Louis MO 63123-2036	560	0.4667
4.35% Cumulative Preferred Stock	Janette D Claridge & Thomas Claridge & Don Claridge TR UA 11/20/97 Claridge Family Trust 7419 Red Oak Lane Charlotte NC 28226-7203	400	0.3333
4.35% Cumulative Preferred Stock	Robert L Little & Carol J Little JT TEN 10229 Nieman Rd Overland Park KS 66214- 2611	400	0.3333
4.35% Cumulative Preferred Stock	Minerva K Schiermeier CUST Shane Schiermeier Ark UTMA 1027 Swan Dr Apt 10 Bartlesville OK 74006- 5047	400	0.3333
4.35% Cumulative Preferred Stock	Loie W Seacat 909 Red Oak Dr Pittsburgh PA 15238-1310	400	0.3333
4.35% Cumulative Preferred Stock	Evelyn J Hancock & Lewis F Hancock JT TEN 2817 Dwayne Drive Jefferson City MO 65109- 0524	250	0.2083
4.35% Cumulative Preferred Stock	Joann F Kontor & Kenneth W Kontor JT TEN 4210 S 78th St Lincoln NE 68506-5915	250	0.2083
4.35% Cumulative Preferred Stock	Tomas Chen 2157 NW 87th Terrace Coral Springs FL 33071- 6120	200	0.1667
4.35% Cumulative Preferred Stock	Jerome B Herman CUST James F Herman Nev UTMA 2738 E 2400 N Apt 4 Twin Falls ID 83301-0722	200	0.1667
4.35% Cumulative Preferred Stock	Jack O Hughes & Leta J Hughes TR UA 12/06/93 Jack O Hughes & Leta J Hughes Living Trust 10406 E 35th St Independence MO 64052- 2629	200	0.1667

4.35% Cumulative Preferred Stock	Cornell Mann & Jeanne E Mann TR UA 01/16/98 The Mann Family Trust 4514 SE 20th Ave Cape Coral FL 33904-8708	200	0.1667
4.35% Cumulative Preferred Stock	Dolores G Pharo 176 Butztown Rd Bethlehem PA 18020-9632	200	0.1667
4.35% Cumulative Preferred Stock	Donald N Pharo & Dolores G. Pharo JT TEN 176 Butztown Rd Bethlehem PA 18020-9632	200	0.1667
4.35% Cumulative Preferred Stock	Minerva K Schiermeier CUST Clayton Schiermeier Ark UTMA 1027 Swan Dr Apt 10 Bartlesville OK 74006- 5047	200	0.1667
4.35% Cumulative Preferred Stock	Delores A Stewart & William A Boosman & Mitchel K Boosman & Dana J Mullin JT TEN c/o Mitchell K Boosman 7345 Belleview Ave Kansas City MO 64114-1219	200	0.1667
4.35% Cumulative Preferred Stock	Margaret A Tolbert 11515 Oakwood Dr Austin TX 78753-2728	200	0.1667
4.35% Cumulative Preferred Stock	Wanda I Trott & Garret Trott JT TEN 807 Country Club Dr SE Apt 1E Rio Rancho NM 87124-5810	200	0.1667
4.35% Cumulative Preferred Stock	Wes Mor Drilling Inc PO Box 1269 Graham TX 76450-1269	200	0.1667

(b) Number of shareholders of record each holding 1,000 shares or more, and aggregate number of shares so held:

At October 31, 2001, there were 3,067 shareholders holding 1,000 shares or more of GPE common stock. The aggregate number of shares held by these shareholders was 57,187,503.

At October 31, 2001, there was 1 shareholder holding 1,000 shares or more of GPE 3.80% cumulative preferred stock. The

aggregate number of shares held by this shareholder was 83,553.

At October 31, 2001, there were 4 shareholders holding 1,000 shares or more of GPE 4.50% cumulative preferred stock. The aggregate number of shares held by these shareholders was 86,469.

At October 31, 2001, there was 1 shareholder holding 1,000 shares or more of GPE 4.20% cumulative preferred stock. The aggregate number of shares held by this shareholder was 65,735.

At October 31, 2001, there was 1 shareholder holding 1,000 shares or more of GPE 4.35% cumulative preferred stock. The aggregate number of shares held by this shareholder was 111,127.

(c) Number of shareholders of record each holding less than 1,000 shares, and the aggregate number of shares so held:

At October 31, 2001, there were 15,473 shareholders holding less than 1,000 shares or more of GPE common stock. The aggregate number of shares held by these shareholders was 4,721,222.

At October 31, 2001, there were 131 shareholders holding less than 1,000 shares or more of GPE 3.80% cumulative preferred stock. The aggregate number of shares held by these shareholders was 16,447.

At October 31, 2001, there were 115 shareholders holding less than 1,000 shares or more of GPE 4.50% cumulative preferred stock. The aggregate number of shares held by these shareholders was 13,531.

At October 31, 2001, there were 42 shareholders holding less than 1,000 shares or more of GPE 4.20% cumulative preferred stock. The aggregate number of shares held by these shareholders was 4,265.

At October 31, 2001, there were 54 shareholders holding less than 1,000 shares or more of GPE 4.35% cumulative preferred stock. The aggregate number of shares held by these shareholders was 8,873.

OFFICERS, DIRECTORS AND EMPLOYEES

16. (a) Positions and Compensation of Officers and Directors. Give name and address of each director and officer (including any person who performs similar functions) of the registrant, of each subsidiary company thereof, and of each mutual service company which is a member of the same holding company system. Opposite the name of each such individual, give the title of every such position held by him and briefly describe each other employment of such individual by each such company.

State the present rate of compensation on an annual basis for each director whose aggregate compensation from all such companies exceeds \$1,000 per year, and of each officer whose aggregate compensation from such companies is at the rate of \$20,000 or more per year. In the event any officer devotes only part of his time to a company or companies in the system, this fact should be indicated by appropriate footnote. Such compensation for such part time should be computed on an annual rate, and if such annual rate exceeds \$20,000, the actual compensation, as well as annual rate, should also be reported.

- (b) Compensation of Certain Employees. As to regular employees of such companies who are not directors or officers of any one of them, list the name, address and aggregate annual rate of compensation of all those who receive \$20,000 or more per year from all such companies.
- (b) Indebtedness to System Companies. As to every such director, trustee or officer as aforesaid, who is indebted to any one of such companies, or on whose behalf any such company has now outstanding and effective any obligation to assume or guarantee payment of any indebtedness to another, and whose total direct and contingent liability to such company exceeds the sum of \$1,000, give the name of such director, trustee, or officer, the name of such company and describe briefly the nature and amount of such direct and contingent obligations.
- (c) Contracts. If any such director, trustee, or officer as aforesaid:

- (1) Has an existing contract with any such company (exclusive of an employment contract which provides for no compensation other than that set forth in paragraph (a) of this Item); or,
- (2) either individually or together with the members of his immediate family, owns, directly or indirectly, 5% or more of the voting securities of any third person with whom any such company has an existing contract; or
- (3) has any other beneficial interest in an existing contract to which any such company is a party; describe briefly the nature of such contract, the names of the parties thereto, the terms thereof and the interest of such officer, trustee, or director therein.

By permission of the Staff of the Commission, information required to be disclosed pursuant to Items 16(a) through 16(d) is not set forth herein. In lieu thereof, information with respect thereof is set forth in KCPL's Definitive Proxy Statement for 2001 Annual Meeting (File No. 001-00707), and such information is hereby incorporated by reference.

- (d) Banking Connections. If any such director, trustee or officer is an executive officer, director, partner, appointee or representative of any bank, trust company, investment banker, or banking association or firm, or of any corporation a majority of whose stock having the unrestricted right to vote for the election of directors, is owned by any bank, trust company, investment banker, or banking association or firm, state the name of such director or officer, describe briefly such other positions held by him and indicate which of the rules under Section 17(c) authorizes the registrant and subsidiary companies of which he is a director or officer to retain him in such capacity.

Dr. David L. Bodde is a director of GPE, KCPL, Great Plains Power Incorporated and KLT Inc. Dr. Bodde is also a Trustee on the Board of Trustees of The Commerce Funds. Such director positions are authorized by Rules 70(b) and (d)

Mr. Robert H. West is a director of GPE, KCPL and Great Plains Power Incorporated. Mr. West is also a director of Commerce

Bancshares, Inc., a registered bank holding company. Such director positions are authorized by Rules 70(a) and (c).

Mr. Mark A. Ernst is a director of GPE, KCPL and Great Plains Power Incorporated. Mr. Ernst is also a director, President and Chief Executive Officer of H&R Block, Inc., and a director of H&R Block Financial Investors, Inc. GPE is in the process of determining whether such person is within the scope of Section 17(c) and Rule 70, and in the interim makes this disclosure.

Mr. William C. Nelson is a director of GPE, KCPL and Great Plains Power Incorporated. Mr. Nelson holds the position of Chairman, George K. Baum Asset Management with George K. Baum Holdings, Inc. GPE is in the process of determining whether such person is within the scope of Section 17(c) and Rule 70, and in the interim makes this disclosure.

INTERESTS OF TRUSTEES IN SYSTEM COMPANIES

17. Describe briefly the nature of any substantial interest which trustee under indentures executed in connection with any outstanding issue of securities of the registrant or any subsidiary thereof, has in either the registrant or such subsidiary, and any claim which any such trustee may have against registrant or any subsidiary; provided, however, that it shall not be necessary to include in such description any evidences of indebtedness owned by such trustee which were issued pursuant to such an indenture.

To the knowledge of the registrant, none.

18. As to each service, sales or construction contract (as defined in paragraphs (19) to (21) of Section 2(a) of the Act) which the registrant and any subsidiary company thereof has had in effect within the last three months, describe briefly the nature of such contract, the name and address of the parties thereto, the dates of execution and expiration, and the compensation to be paid thereunder. Attach typical forms of any such contracts as an exhibit to this registration statement. If the other party to any such contract is a mutual service company or a subsidiary service company which is a member of the same holding company system as the registrant and as to which the Commission has made a favorable finding in accordance with Rule 13-22, specific reference may be made to the application or declaration filed by such company pursuant to Rule 13-22 and no further details need be given as to such contracts.

(i) KCPL provides services to KLT Inc. and several of its first-tier subsidiaries (KLT Telecom Inc., KLT Investments Inc., KLT Gas Inc. and KLT Energy Services Inc.) pursuant to Service and Procurement Agreements. These agreements cover goods and services

for the internal administrative and general use and purposes of the recipient company, and which are billed at cost. The agreements have one-year terms, automatically renewable unless notice is given by either party thirty days' prior to the expiration of the current period. The respective execution dates of the Service and Procurement Agreement and amendment with each recipient are: KLT Inc., February 18, 1993 and March 31, 1999; KLT Energy Services Inc., February 18, 1993 and March 31, 1999; KLT Gas Inc., June 24, 1994 and March 31, 1999; KLT Investments Inc., June 30, 1995 and March 31, 1999; and KLT Telecom Inc., June 30, 1995 and March 31, 1999.

The Service and Procurement Agreement and amendment between KCPL and KLT Inc. are attached as Exhibits H-1 and H-2 as the typical forms of such agreements.

(ii) KCPL provides certain information technology maintenance and support services to KLT Inc. pursuant to a Service Level Arrangement, dated August 6, 2001. These services are billed at cost, with a term ending July 31, 2002.

(iii) WCNOG operates, maintains, repairs and will eventually decommission Wolf Creek Generating Station, solely as agents for the owners of the Station, including KCPL. The owners of Wolf Creek Generating Station, in turn, provide certain services to WCNOG. This agency relationship and the provision of services by the owners are pursuant to the following contracts: Wolf Creek Generating Station Operating Agreement among Kansas Gas and Electric Company, Kansas City Power & Light Company, Kansas Electric Power Cooperative, Inc. and Wolf Creek Nuclear Operating Corporation, dated as of April 15, 1986; Wolf Creek General Support Service Agreement among Kansas Gas and Electric Company, Kansas City Power & Light Company and Kansas Electric Power Cooperative, Inc., dated as of January 1, 1987; Emergency Plan Support Services Agreement among Kansas Gas and Electric Company, Kansas City Power & Light Company, Kansas Electric Power Cooperative, Inc. and Wolf Creek Nuclear Operating Corporation, dated as of January 1, 1987; and Service Reciprocity Agreement among Kansas Gas and Electric Company, Kansas City Power & Light Company and Wolf Creek Nuclear Operating Company, dated as of June 20, 1986. WCNOG has no revenue or income and all of its assets are owned by the owners of the Station. WCNOG classifies in its financial statements the payables, expenses and receipts incurred by WCNOG as if such items had been incurred by the owners.

(iv) As disclosed in Item 12, KLT Telecom Inc., as successor in interest, leases a portion of a building to Digital Teleport, Inc.

(v) KCPL and KLT Telecom Inc. entered into a License Agreement dated as of June 14, 1996, granting KLT Telecom Inc. the right to place fiber optic cable, repeaters and associated equipment on KCPL's poles, ducts, conduits, manholes and rights of way. Charges for the placement of such facilities are pursuant to the Federal Communications Commission's rules, and other services performed by KCPL under the License Agreement are based on KCPL's fully loaded costs, including a multiplier of 1.15 on fully loaded labor costs. In partial consideration of the License Agreement, KLT Telecom Inc. assigned to KCPL its right, title and interest in an IRU Agreement with Digital Teleport, Inc., dated as of April 30, 1996. KLT Telecom Inc.'s interest in the License Agreement was subsequently assigned to Digital Teleport, Inc.

(vi) As authorized by the Commission (HCAR 27436), KCPL and the non-utility subsidiaries of GPE provide support services on an interim basis, and as well may sell goods, to each other and to GPE consistent with current practice (as well as services and goods of a substantially similar nature). Such contracts are oral or implied in nature.

LITIGATION

19. Describe briefly any existing litigation of the following descriptions, to which the registrant or any subsidiary company thereof is a party, or of which the property of the registrant or any such subsidiary company is the subject, including the names of the parties and the court in which such litigation is pending:

- (1) Proceedings to enforce or to restrain enforcement of any order of a State commission or other governmental agency;
- (2) Proceedings involving any franchise claimed by any such company;
- (3) Proceedings between any such company and any holder, in his capacity as such, of any funded indebtedness or capital stock issued, or guaranteed by such company, or between any such company and any officer thereof;
- (4) Proceedings in which any such company sues in its capacity as owner of capital stock or funded indebtedness issued or guaranteed by any other company;

- (5) Each other proceeding in which the matter in controversy, exclusive of interest and costs, exceeds an amount equal to 2% of the debit accounts shown on the most recent balance sheet of such company.

By permission of the Staff of the Commission, information required to be disclosed pursuant to Items 19(1) through 19(5) is not set forth herein. In lieu thereof, information with respect thereof is set forth in (i) Part I, Items 1 and 3 of KCPL's annual report filed on Form 10-K for the year ended December 31, 2000 (File No. 1-707), (ii) the quarterly report of KCPL filed on Form 10-Q for the quarterly period ended September 30, 2001 (File No. 1-707); (iii) the transition report of DTI filed on Form 10-K for the period ended December 31, 2000 (File No. 333-50049); and (iv) the quarterly report of DTI filed on Form 10-Q for the quarterly period ended September 30, 2001 (File No. 333-50049), and such information is hereby incorporated by reference.

EXHIBITS

Submit the following exhibits as a part of the registration statement.

EXHIBIT A. Furnish a corporate chart showing graphically relationships existing between the registrant and all subsidiary companies thereof as of the same date as the information furnished in the answer to Item 8. The chart should show the percentage of each class of voting securities of each subsidiary owned by the registrant and by each subsidiary company.

A corporate chart of registrant and all subsidiary companies is filed as Exhibit A-1 under cover of Form SE.

EXHIBIT B. With respect to the registrant and each subsidiary company thereof, furnish a copy of the charter, articles of incorporation, trust agreement, voting trust agreement, or other fundamental document of organization, and a copy of its by-laws, rules and regulations, or other instruments corresponding thereto. If such documents do not set forth fully the rights, priorities and preferences of the holders of each class of capital stock described in the answer to Item 8(b) and those of the holders of any warrants, options or other securities described in the answer to Item 8(d), and of any limitations on such rights, there shall also be included the text appearing on each certificate or a copy of each resolution or other document establishing or defining such rights and limitations. The text of each such document shall be in the amended form effective at the date of filing the registration

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statement or shall be accompanied by copies of any amendments to it then in effect.

Omitted by permission of the Staff.

EXHIBIT C.

- (a) With respect to each class of funded debt shown in the answers to Items 8(a) and 8(c), submit a copy of the indenture or other fundamental document defining the rights of the holders of such security, and a copy of each contract or other instrument evidencing the liability of the registrant or a subsidiary company thereof as endorser or guarantor of such security. Include a copy of each amendment of such document and of each supplemental agreement, executed in connection therewith. If there have been any changes of trustees thereunder, such changes, unless otherwise shown, should be indicated by notes on the appropriate documents. No such indenture or other document need be filed in connection with any such issue if the total amount of securities that are now, or may at any time hereafter, be issued and outstanding thereunder does not exceed either \$1,000,000 or an amount equal to 10% of the total of the debit accounts shown on the most recent balance sheet of the registrant or subsidiary company which issued or guaranteed such securities or which is the owner of property subject to the lien of such securities, whichever of said sums is the lesser.

Omitted by permission of the Staff.

- (b) As to each outstanding and uncompleted contract or agreement entered into by registrant or any subsidiary company thereof relating to the acquisition of any securities, utility assets (as defined in Section 2(a)(18) of the Act), or any other interest in any business, submit a copy of such contract or agreement and submit details of any supplementary understandings or arrangements that will assist in securing an understanding of such transactions.

Omitted by permission of the Staff.

EXHIBIT D. A consolidating statement of income and surplus of the registrant and its subsidiary companies for its last fiscal year ending prior to the date of filing this registration statement,

together with a consolidating balance sheet of the registrant and its subsidiary companies as of the close of such fiscal year.

Omitted by permission of the Staff. In lieu thereof, the financial information to be provided in GPE's annual report for the year ended December 31, 2001, on Form U5S shall be for the period of January 1, 2001 through December 31, 2001.

EXHIBIT E. For each public utility company and natural gas producing and pipe line property in the holding company system of the registrant, furnish the following maps (properties of associate companies operating in contiguous or nearby areas may be shown on the same map, provided property and service areas of each company are shown distinctively); provided that all maps shall be filed in paper under cover of Form SE (Section 259.603) if submitted by an electronic filer.

- (1) Map showing service area in which electric service is furnished, indicating the names of the companies serving contiguous areas;
- (2) Electric system map showing location of electric property (exclusive of local distribution lines) owned and/or operated, and information as follows:
 - (a) Generating plants - kind and capacity;
 - (b) Transmission lines - voltage, number of circuits, kind of supports, kind and size of conductors;
 - (c) Transmission substations - capacity;
 - (d) Distribution substations - capacity;
 - (e) Points of interconnection with all other electric utility companies and with all electrical enterprises operated by municipal or governmental agencies, giving names of such companies and enterprises;
- (3) Map showing service area in which gas service is furnished, indicating the names of companies serving contiguous areas;
- (4) Gas system map showing location of gas property (exclusive of low pressure local distribution lines) owned and/or operated, and information as follows:
 - (a) Generating plants - kind and daily capacity;
 - (b) Holders - kind and capacity;
 - (c) Compressor stations - capacity in horsepower;

- (d) Transmission pipe lines - size, approximate average transmission pressure and the estimated daily delivery capacity of the system;
- (e) Points of interconnection with all other private and public gas utilities, pipe lines or producing enterprises, giving names of such companies and other enterprises;
- (f) General location and outline of gas producing and reserve areas, and diagrammatic location of gathering lines.

Maps containing the information required by items (1) and (2) are filed as Exhibits E-1 and E-2 under cover of Form SE. GPE has no gas utility companies.

EXHIBIT F. Furnish an accurate copy of each annual report for the last fiscal year ending prior to the date of the filing of this registration statement, which the registrant and each subsidiary company thereof has previously submitted to its stockholders. For companies for which no reports are submitted the reason for omission should be indicated; provided that electronic filers shall submit such reports in paper format only under cover of Form SE (Section 259.603).

KCPL's 2000 Annual Report to Shareholders has been provided as Exhibit F-1 under cover of Form SE. KCPL's annual report for the year ended December 31, 2000, on Form 10-K (File No. 1-707), DTI's annual report for the year ended June 30, 2000, on Form 10-K (File No. 333-50049), and DTI's transition report for the period ended December 31, 2000, on Form 10-K (File No. 333-50049) are each incorporated by reference herein.

EXHIBIT G. Furnish a copy of each annual report which the registrant and each public utility subsidiary company thereof shall have filed with any State commission having jurisdiction to regulate public utility companies for the last fiscal year ending prior to the date of filing this registration statement. If any such company shall have filed similar reports with more than one such State commission, the registrant need file a copy of only one of such reports provided that notation is made of such fact, giving the names of the different commissions with which such report was filed, and setting forth any differences between the copy submitted and the copies filed with such other commissions. In the event any company submits an annual report to the Federal Power Commission but not to a State commission, a copy of such report should be furnished. In the case of a registrant or any public utility subsidiary company for which no report is appended,

the reasons for such omission should be indicated such as "No such reports required or filed;" provided that electronic filers shall submit such reports in paper format only under cover of Form SE (Section 259.603).

The Annual Report of KCPL on FERC Form No.1 for the year ended December 31, 2000, has been provided as Exhibit G-1 under cover of Form SE.

The Electric Kansas Supplemental 2000 Annual Report of KCPL to the State Corporation Commission of Kansas has been filed as Exhibit G-2 under cover of Form SE.

While WCNOC is not a public utility company for purposes of the Act, the Kansas Corporation Commission deems WCNOC to be an electric public utility under Kansas state law and thus requires WCNOC to file an annual report. The Electric Utility Annual Report of WCNOC to the State Corporation Commission of Kansas for the year ending December 31, 2000 has been filed as Exhibit G-3 under cover of Form SE.

EXHIBIT H. Typical forms of service, sales or construction contracts described in answer to Item 18.

The form of Service and Procurement Agreement and amendment thereto, are attached as Exhibits H-1 and H-2, respectively.

This registration statement comprises:

(a) Pages numbered 1 to 65, consecutively.

(b) The following Exhibits: the Exhibits shown on the attached exhibit index.

[signature page follows]

S I G N A T U R E

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant has caused this registration statement to be duly signed on its behalf in the City of Kansas City and State of Missouri, on the 27th day of December, 2001.

(SEAL)

GREAT PLAINS ENERGY INCORPORATED
(Name of Registrant)

By: /s/Andrea F. Bielsker
Andrea F. Bielsker
Vice President - Finance, Chief Financial Officer and
Treasurer

Attest:

By: /s/ Jeanie Sell Latz
Jeanie Sell Latz
Corporate Secretary

V E R I F I C A T I O N

State of Missouri)
) ss.
County of Clay)

The undersigned, being duly sworn deposes and says that he has duly executed the attached registration statement dated December 27, 2001, for and on behalf of Great Plains Energy Incorporated, that she is the Vice President - Finance, Chief Financial Officer and Treasurer of such company and that all action by stockholders, directors, and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that she is familiar with such instrument and the contents

thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

By: /s/Andrea F. Bielsker
Andrea F. Bielsker
Vice President - Finance, Chief Financial Officer and Treasurer

Subscribed and sworn to before me, a notary public this 27th day of December, 2001.

(OFFICIAL SEAL)

/s/Carol Sivils
Notary Public

My commission expires: June 15, 2003

INDEX OF EXHIBITS

Exhibit No.	Description
A-1	Corporate chart of GPE (filed herewith on Form SE)
E-1	Map of Electric Territory served by KCPL (filed herewith on Form SE)
E-2	Map of metropolitan Electric Territory served by KCPL (filed herewith on Form SE)
F-1	KCPL's 2000 Annual Report to Shareholders (filed herewith on Form SE)
G-1	Annual Report of KCPL on FERC Form No. 1 for the year ended December 31, 2000 (filed herewith on Form SE)
G-2	Electric Kansas Supplemental 2000 Annual Report of KCPL to the State Corporation Commission of Kansas (filed herewith on Form SE)
G-3	Electric Utility Annual Report of WCNOG to the State Corporation Commission of Kansas for the year ending December 31, 2000 (filed herewith on Form SE)
H-1	Form of Service and Procurement Agreement
H-2	Form of Amendment to Service and Procurement Agreement

SERVICE AND PROCUREMENT AGREEMENT

This Service and Procurement Agreement (Agreement) is made and entered into as of this 18 day of February, 1993, by and between Kansas City Power & Light Company (KCPL) and KLT, Inc. (KLT).

WITNESSETH:

Whereas, KLT is a subsidiary of KCPL, and will be engaged in various non-utility business activities, and

Whereas, KLT may from time to time require for its internal use and purposes goods and services which KCPL is able to supply, and

Whereas, the parties wish to enter into a continuing agreement providing for the rendering of certain goods and services by KCPL to KLT.

NOW, THEREFORE, the parties agree as follows:

1. GOODS AND SERVICES. This Agreement covers only goods and services for KLT's own internal administrative and general use and purposes. Examples of these goods and services include (but are not limited to): bookkeeping and other accounting services; clerical services; legal services; financial services; office equipment; telephone equipment and services; and office supplies. Engineering services are specifically EXCLUDED from the scope of this agreement. KLT agrees to not incorporate or include any of these KCPL-provided goods and services in any goods or services provided by KLT to any third party.

KLT may, from time to time, request in writing (Request) from KCPL certain goods and services for its internal use and purposes. KCPL may, but has no obligation to, agree to provide such goods and services in accordance with the terms of this Agreement and the associated Request.

2. REQUEST. Each Request accepted by KCPL shall be incorporated into and form and part of this Agreement. If there is a conflict between this Agreement and any Request, the terms of the Request shall govern the provision of services and goods involved. Each Request shall contain such information concerning the services to be performed or goods to be delivered, the schedule for delivery, the applicable charges, and other matters as is reasonable given the nature of the goods or services requested.

3. CHARGES AND TERMS AND PAYMENT. Unless otherwise agreed, charges for services shall reflect actual direct labor rates and all applicable loadings, including associated fringe benefits, payroll and other taxes, and allocated overheads. There shall also be charged a fee of 15% of the total direct labor charges and applicable loadings. KLT agrees to pay for reasonable out-of-pocket costs and expenses required and actually incurred in performing services, provided that KCPL has obtained KLT's prior written consent and submitted supporting documentation satisfactory to KLT.

KCPL shall be responsible for the payment of any and all taxes whatsoever which may be assessed against KCPL or which may apply to the performance of work or the payment for work or goods. KLT shall remit to KCPL all taxes levied against or upon the services and/or goods provided hereunder, or arising out of this Agreement excluding, however, taxes based upon KCPL's net income.

Unless another payment schedule is specified on the Request, KCPL shall invoice KLT quarterly in arrears. If requested by KLT, KCPL shall submit with the invoice reasonable backup documentation for all amounts invoiced. All invoices, except for amount disputed by KLT, shall be payable within thirty days of receipt. Any disputed amounts shall not affect payment of undisputed charges and expenses.

KCPL shall maintain complete and accurate accounting

records to substantiate its charges. Such records shall be made available for review by KLT upon no less than fifteen days prior written notice for a period of one year from the date of final payment of the charges.

4. INDEPENDENT CONTRACTOR. KCPL and KLT agree that KCPL is an independent contractor and its personnel are not employees or agents of KLT for federal tax purposes or any other purposes whatever. KCPL will be solely responsible for directing the work of its personnel. KCPL is solely responsible for the compensation of its employees assigned to perform services hereunder, and payment of workmen's compensation, disability and other similar benefits, unemployment and other similar insurance, and for withholding income and other taxes and social security.

5. CONFIDENTIAL INFORMATION. Each party agrees to regard and preserve as confidential all information received from the other party and related to the business activities of the other party, exclusive of any information in the public domain. Each party agrees to hold such information in trust and confidence for the other party and not to disclose such information to any person, firm or enterprise or use such information for its own benefit or to the detriment of the other party. A party may, however, disclose all or any part of the confidential information if such disclosure is required in order to comply with a subpoena or order issued by a court of competent jurisdiction, or as required by law, regulation or action of a regulatory agency ("Disclosure"); PROVIDED that the party (i) immediately notifies the other party of the existence, terms and circumstances surrounding the Disclosure, (ii) consult with the other party on the advisability of taking legally available steps to resist or narrow the scope of the Disclosure, and (iii) if the Disclosure is required, exercises its best efforts to obtain an order or other reliable assurance that confidential treatment will be accorded to such portion of the disclosed information which the other party so designates.

6. EXCUSABLE DELAY. Neither party shall be liable for any delay or failure to perform (EXCEPT the failure to pay money when due) due to causes beyond its reasonable control and without fault or negligence of the party asserting such delay or failure to perform.

7. ASSIGNMENT. Neither party may assign this Agreement or any rights hereunder, or may delegate the performance of any duty under this Agreement without the prior written consent of the other party, which consent shall not be unreasonably withheld. Any attempt to so assign or delegate, without prior written consent, shall be void AB INITIO. Provided, however, that KCPL may so assign or delegate to a parent or subsidiary corporation, or as part of a consolidation, merger or sale of all or substantially all of KCPL's assets, without prior written consent.

8. NOTICES. All notices shall be in writing and delivered personally, by facsimile or properly mailed, United States first-class mail, postage prepaid, to:

As to KCPL: Neil A. Roadman
Controller
Kansas City Power & Light Company
P.O. Box 418679
Kansas City, MO 64141-9679

As to KLT: B. J. Beaudoin
President
KLT, Inc.
P.O. Box 410233
Kansas City, MO 64141-9679

or to such other address or addressee as either party may designate by written notice. Any such notice shall be deemed given on the date delivered or placed in the mail as specified.

9. WAIVER. No failure or delay (in whole or in part)

on the part of either party to exercise any right or remedy hereunder shall impair such right or remedy, operate as a waiver thereof, or affect any other right or remedy hereunder. All rights and remedies hereunder are cumulative and are not exclusive of any other rights or remedies provided hereunder or by law or equity.

10. HEADINGS. Headings are for reference only and are not intended to affect the meaning of any terms.

11. INVALIDITY. If any provisions of this Agreement is held invalid, illegal or unenforceable, the remaining provisions shall continue unimpaired.

12. TERM AND TERMINATION. This Agreement shall have an initial term of one year from the date first above written. Thereafter, the term shall be automatically renewed for subsequent one year periods. However, either party may terminate this Agreement by giving thirty days written notice to the other party prior to the ten-current anniversary date. Any termination of this Agreement shall not relieve the parties of any obligations to the other for work undertaken or expenses incurred in the performance of such work prior to the date of termination.

13. GOVERNING LAW. This Agreement shall be construed and enforced under the laws of the State of Missouri, without regard for the conflict of laws provisions thereof.

14. ENTIRE AGREEMENT. This Agreement, together with the Requests hereto, contains the entire agreement between the parties and supersedes any prior or inconsistent agreements, negotiations, representations and promises, whether written or oral.

IN WITNESS WHEREOF, the parties have signed this Agreement as of the date first above written.

Kansas City Power & Light Company

/s/ Neil Roadman

Attest:

/s/ Jeanie Sell Latz

KLT, Inc.

/s/ B. J. Beaudoin

Attest:

/s/ Janee C. Rosenthal

Amendment to Service and Procurement Agreement

This Amendment to Service and Procurement Agreement (the "Amendment") is made and entered into as of March 31, 1999, but effective as of January 1, 1999, by and between Kansas City Power & Light Company ("KCPL") and KLT Inc. ("KLT").

Whereas, KCPL and KLT have previously entered into a certain Service and Procurement Agreement providing for, among other things, a fee of 15% of the total direct labor charges and applicable loadings for services provided by KCPL to KLT, and

Whereas, KCPL has implemented certain other service agreements regarding the provision of general and administrative services to its business units and KLT, which eliminate the need for such 15% fee.

Therefore, in consideration of the above premises, the parties agree as follows:

1. Paragraph 3 of the Service and Procurement Agreement is amended by striking out the sentence "There shall also be charged a fee of 15% of the total direct labor charges and applicable loadings."
2. Except as amended above, the Service and Procurement Agreement remains in full force and effect.

In witness whereof, the parties have signed this Amendment as of the date first above written.

Kansas City Power & Light Company

KLT Inc.

By: /s/ Neil Roadman

By: /s/ R. G. Wasson

Neil A. Roadman, Controller

R. G. Wasson, President