

Explanation of Responses:

(2) Options were granted in tandem with stock appreciation rights exercisable automatically in the event of a change in control as defined by the Long-Term Incentive Plan under which they are granted. Options may be exercised with cash or previously-owned shares of Common Stock.

(3) Award of Performance Shares under the Long-Term Incentive Plan. Payment to which Grantee shall be entitled at the end of 2004 upon the performance of certain goals will be equal to the Fair Market Value of the number of shares of the Company's Common Stock equal to the number of Performance Shares earned. Payment will be made in Common Stock unless deemed otherwise.

(4) Dividends accrue on options granted prior to 2001 as if reinvested in Common Stock at the fair market value on each quarterly dividend date. Optionee is not entitled to these dividends payable in shares of Common Stock unless the options are exercised and the fair market value of the Common Stock is equal to or more than the option price on the exercise date.

Executed on behalf of John J. DeStefano by Mark G. English, Attorney-in-Fact (see Attached Exhibit A)

/s/John J. DeStefano by Mark G. English

[Redacted Signature]

****Signature of Reporting Person**

September 10, 2002

[Redacted Date]

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, an officer of Great Plains Power Incorporated, a Missouri corporation, does hereby constitute and appoint Bernard J. Beaudoin, Jeanie S. Latz or Mark G. English, his/her true and lawful attorney and agent, with full power and authority to execute in the name and on behalf of the undersigned officer a Report on Form 4 or Form 5 and all amendments thereto; hereby granting unto such attorney and agent full power of substitution and revocation in the premises; and hereby ratifying and confirming all that such attorney and agent may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of September 2002.

/s/John J. DeStefano

Signature

Name Printed: John J. DeStefano

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

On this 10th day of September 2002 before me the undersigned, a Notary Public, personally appeared John J. DeStefano, to be known to be the person described in and who executed the foregoing instrument, and who, being by me first duly sworn, acknowledged that he/she executed the same as his/her free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

/s/Jacquetta L. Hartman
Notary Public
Ray County, Missouri

My Commission Expires:
April 8, 2004