



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4561

June 17, 2010

Mark G. English  
Assistant General Counsel and  
Assistant Secretary  
Great Plains Energy Incorporated  
P.O. Box 418679  
Kansas City, MO 64141-9679

Re: Great Plains Energy Incorporated  
Incoming letter dated May 18, 2010

Dear Mr. English:

This is in response to your letter dated May 18, 2010 concerning the shareholder proposal submitted to Great Plains by Joseph Dox. We also have received a letter from the proponent dated May 26, 2010. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Heather L. Maples  
Senior Special Counsel

Enclosures

cc: Joseph Dox

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

June 17, 2010

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: Great Plains Energy Incorporated  
Incoming letter dated May 18, 2010

The proposal relates to compensation and dividends.

There appears to be some basis for your view that Great Plains may exclude the proposal under rule 14a-8(b). We note that the proponent appears to have failed to supply, within 14 days of receipt of Great Plains' request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period as of the date that he submitted the proposal as required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if Great Plains omits the proposal from its proxy materials in reliance on rule 14a-8(b). In reaching this position, we have not found it necessary to address the alternative bases for omission upon which Great Plains relies.

Sincerely,

Mark F. Vilardo  
Special Counsel

**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

Office of Chief Counsel  
Division of Corporate Finance  
Securities and Exchange Commission  
100 F street N.E.  
Washington, D.C. 20549  
May 26, 2010

RE: Letter from Great Plains Energy dated May 18, 2010

Ladies and Gentlemen:

This letter is to request the S.E.C. deny the request of Great Plains Energy to eliminate my shareholder proposal from their proxy. I am amazed and shocked at the comments that Mr. English made in his letter. In a time of decreased trust and illegal activities occurring on Wall Street, he elects not to comply with my rights as a shareholder. As I am not an attorney, I can not comment on the legal issues he so eloquently presented. I wish to make some plain comments on what I feel are the facts, as I know them.

My request for compensation issues is not out of the ordinary. I have had many proxies' that have compensation issues in them. Mr. English states that I did not timely submit a written statement that I held the required stock. If you look at exhibits A, B and C, you will see the following: On March 14, 2010 I submitted a request for a proposal to be included in the next available proxy to Mr. Cline (investor relations). On March 17, 2010, Mr. English sent me an email requesting proof of ownership by 14 days from the 17<sup>th</sup>. On March 21, 2010 I sent him, by email, proof and copied my wife and a friend Donn Alexander so I would have people to testify the documents were sent. It took 3 days for Mr. English to request the information and 4 days for me to pull the data and respond. He calls that not timely; I do not believe ANY reasonable person would come to the same conclusion.

I wonder:

1. Why the company did not include other expense cuts in their press release when they cut the shareholders dividend 50%?
2. Why the Board of Directors did not impose on management a requirement to cut expenses and salaries along with the cut to shareholders?
3. How many Management and Board members sold stock in the six months leading up to the dividend cut that had a severe negative impact on the stock price
4. Did the Board not follow standard and normal stock option procedure that year to take advantage of the reduced stock price in awarding themselves and Management stock options at a lower price?
5. What were the press releases in the six months prior to the announcement that indicated the company was in financial problems?
6. How many shareholder bought stock during the six months period prior to the announcement of the dividend cut thinking the dividend was safe? Possibly they need legal representation?

7. Does the Board of Directors realize that the Board is to represent the shareholders not Management?

8. Would I be in violation of any laws if I turn this information over to a law firm to pursue the above matters for the injured shareholders?

Since Mr. English is trying to stop my proposal( I wonder why?),I request the S.E.C. require them to include with the proposal, a statement that they tried to keep this proposal off the proxy and let me put some comments why I feel this proposal is both valid and in the interest of the shareholders. I would be curious as to who approved him making this proposal to the S.E.C. Was it only the CEO or was the Board of Directors approval of this action necessary?

I have been out of town and arrived home by plane last night May 25, 2010 at 7:15pm. I hope that this lack of responding to the letter he wrote is not considered untimely.

Sincerely,

Joseph Dox

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Cc:

Mr. Mark English (by email)  
Senator Diane Feinstein (by mail)  
Board of Directors Great Plains Energy (by mail)  
Mr. Michael Chesser by (mail)



1934 Act, Section 14(a)

Rules 14a-8(b)(2), 14a-8(i)(1),  
14a-8(i)(2), 14a-8(i)(6),  
14a-8(i)(7) and 14a-8(i)(13)

May 18, 2010

**VIA E-MAIL**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Omission of Shareholder Proposal Submitted by Joseph Dox

Ladies and Gentlemen:

This letter is to inform you that Great Plains Energy Incorporated (the "Company" or "Great Plains Energy") intends to omit from its proxy statement and form of proxy for its 2011 Annual Meeting of Shareholders (collectively, the "2011 Proxy Materials") a proposal (the "Proposal") submitted by Joseph Dox (the "Proponent"). The March 14, 2010 email from the Proponent setting forth such Proposal (the "Proposal Letter") is attached hereto as Exhibit A.

We hereby notify the Division of Corporation Finance (the "Division") of the Securities and Exchange Commission (the "Commission") of the Company's intention to exclude the Proposal from its 2011 Proxy Materials, and we respectfully request that the staff of the Division (the "Staff") concur in our view that the Proposal is excludable pursuant to:

- Rule 14a-8(b)(2) because the Proponent failed to timely submit a written statement from the record holder of his securities verifying that, at the time the Proposal was submitted, he continuously held the required amount of Company common stock;
- Rule 14a-8(i)(13) because the Proposal relates to specific amounts of cash dividends;
- Rule 14a(i)(7) because the Proposal relates to general compensation matters and the Company's ordinary business operations; and
- Rules 14a-8(i)(1), (2) and (6) because the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the Company's organization; would, if implemented, cause the Company to violate state law to which it is subject; and is beyond the Company's power to effectuate.

For avoidance of confusion, the capitalized term "Rule" refers to a rule under Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), question C, on behalf of the Company, the undersigned hereby submits this letter and its attachments to the Commission via e-mail to [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov) and in lieu of providing six additional copies of this letter pursuant to Rule 14a-8(j). In addition, in accordance with Rule 14a-8(j), we have submitted this letter more than 80 days before the filing of the Company's 2011 Proxy Materials, and have concurrently sent a copy of this letter to the Proponent, informing the Proponent of our intention to exclude the Proposal from the 2011 Proxy Materials.

## **I. The Company**

Great Plains Energy is a public utility holding company incorporated in the State of Missouri. It does not own or operate any significant assets other than the stock of its subsidiaries, including Kansas City Power & Light Company ("KCP&L"). Great Plains Energy has no employees; its officers are also officers and employees of KCP&L. While Great Plains Energy makes equity compensation grants to directors, officers of Great Plains Energy and its subsidiaries and KCP&L employees, all other officer and employee compensation is determined by KCP&L, and the cost is allocated to, and reimbursed by, affiliated companies based on the services provided to those affiliates.

## **II. The Proposal**

The Proposal is as follows:

"RESOLVED: the corporation cut the dividend to common shareholders on or about the first quarter of 2009. In light of the reduction in income to its shareholders, it is proposed that the top 50 wage earners at Great Plains Energy do not receive any increase in salary, no bonus or stock grants until the dividend is restored to the level prior to the cut. Further, if the President and Chairman received any increases in salary or bonus since the dividend cut, the dividend will have to be increased the same percentage upon being restored prior to any increase in compensation."

## **III. Reasons for Excluding the Proposal**

### **A. The Proponent did not timely provide evidence that, at the time Proponent submitted the Proposal, he continuously held Company stock for at least one year.**

Rule 14a-8(b)(1) provides that, to be eligible to submit a proposal, the proponent must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal for at least one year by the date the proposal is submitted. Rule 14a-8(b)(2)(i) provides that shareholders who are not registered holders (and who do not file Schedules 13D or 13G, or Forms 3, 4 or 5) must prove their eligibility by submitting

...to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year.

Staff Legal Bulletin 14 makes clear that the written statement must provide proof of continuous ownership as of the time the proposal is submitted:

(3) If a shareholder submits his or her proposal to the company on June 1, does a statement from the record holder verifying that the shareholder owned the securities continuously for one year as of May 30 of the same year demonstrate sufficiently continuous ownership of the securities as of the time he or she submitted the proposal?

No. A shareholder must submit proof from the record holder that the shareholder continuously owned the securities for a period of one year as of the time the shareholder submits the proposal.

The Proposal was sent by email addressed to the Company's Vice President – Investor Relations and Treasurer on March 14, 2010. The email noted that the Proponent held Company stock in two brokerage accounts, but did not contain a written statement from the brokerage firm regarding Proponent's ownership. On March 17, 2010, a letter (Exhibit B) was sent by email and first class mail to Proponent, informing him of the requirement to submit a record from the brokerage firm verifying his continuous ownership of the requisite amount of Company stock for at least the one year period ended March 14, 2010. The letter also enclosed a copy of Rule 14a-8.

The Proponent responded to the letter via email dated March 21, 2010 (Exhibit C). The email attached a brokerage statement from Charles Schwab that, as noted in the Proponent's email, was for the period ended February 28, 2010. This period ended fourteen days before Proponent submitted his Proposal.

Consistent with the position taken in Staff Legal Bulletin 14, the Staff has permitted companies to omit stockholder proposals when the proof of ownership is for a period ended prior to the date of submission of the proposal. *See, e.g., Microchip Technology Incorporated* (May 26, 2009) (record holder letter dated five days before proposal submission); *International Business Machines Corp.* (December 7, 2007) (broker letter dated four days before proposal submission); *Exxon Mobil Corporation* (March 1, 2007) (broker letter dated ten days before proposal submission).

The Company notes that the brokerage statement provided by Proponent indicates that the Company stock was "acquired" more than one year prior to the date the Proposal was submitted. However, Staff Legal Bulletin 14 states that periodic investment statements do not sufficiently demonstrate continuous ownership of securities:

A shareholder must submit an affirmative written statement from the record holder of his or her securities that specifically verifies that the shareholder owned the securities *continuously* for a period of one year as of the time of submitting the proposal.

The Company also notes that Proponent's March 21, 2010 email requested the Company to inform Proponent if he was "required to give you any other information." It is the Proponent's obligation to demonstrate eligibility to submit a proposal under Rule 14a-8. It is the Company's obligation to notify the Proponent of any alleged defects within 14 calendar days of receiving the Proposal, which the Company did. The Proponent then had 14 calendar days after receiving the notification to respond. However, if the Proponent responds to a notice in a way that fails to cure the alleged defects, the Company is under no obligation to provide further notice or give an additional opportunity to cure the alleged defect. In fact, Section C.6. of Staff Legal Bulletin 14 states that a company may exclude a proposal pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) if "the shareholder timely responds but does not cure the eligibility or procedural defect(s)." *See, e.g., Alcoa Inc.* (February 18, 2009) (permitting exclusion of a proposal when a proponent's timely response to a deficiency notice did not sufficiently

establish ownership, and the company did not send a second notice).

**B. The Proposal relates to specific amounts of cash dividends.**

Rule 14a-8(i)(13) permits the exclusion of a shareholder proposal relating to specific amounts of cash or stock dividends. On February 10, 2009, the Board of Great Plains Energy reduced the quarterly common stock dividend to \$0.2075 per share from \$0.415 per share. The first sentence of the Proposal notes this reduction<sup>1</sup> and proposes “in light of the reduction in income” to Company shareholders that:

- The top 50 wage earners at Great Plains Energy receive no increase in salary, no bonus or stock grants until the dividend is restored to the prior level; and
- If the President and Chairman received any increases in salary or bonus since the dividend cut, “the dividend will have to be increased the same percentage upon being restored prior to any increase in compensation.”

The Staff has consistently permitted companies to exclude proposals that require officer and/or director compensation to be restricted or reduced until a specific and quantifiable dividend is paid. *See, e.g., Wells Fargo & Company* (January 14, 2010) (proposal that, until the dividend paid on common shares is restored to the amount paid previously before the reduction for four successive quarters, the annual compensation and all fringe benefits paid to the 300 highest paid officers and to all board members is to be maintained at the amounts paid in 2008), *Centex Corporation* (April 9, 2009) (proposal requiring, in part, that all corporate executive compensation be frozen or reduced until such time as the company generates positive earnings for eight consecutive quarters and the common stock dividend is restored to \$0.16 per share per annum), and *Bank of America Corporation* (February 24, 2009) (proposal that top tier management voluntarily and temporarily reduce their compensation in all forms by 50% until full restoration of the common stock dividend).

By making compensation increases to the “top 50 wage earners” dependent upon increasing the dividend to its prior level, and requiring an increase in the dividend amount if the salary or bonus of the President and Chairman were increased after the dividend reduction, the Proposal clearly relates to a specific amount of cash dividends. In light of Rule 14a-8(i)(13) and Staff’s consistent position on similar proposals, the Company believes that it may properly omit the Proposal from its 2011 Proxy Materials.

**C. The Proposal relates to the Company’s ordinary business operations.**

Rule 14a-8(i)(7) permits the exclusion of proposals dealing with the company’s ordinary business operations. As stated in Staff Legal Bulletin 14A (July 12, 2002), there is a “bright-line analysis” for proposals concerning equity or cash compensation: companies may exclude proposals that relate to general employee compensation matters in reliance on Rule 14a-8(i)(7), but may not exclude proposals that concern only senior executive and director compensation.

The Proposal seeks to prohibit any salary increase, and any bonus or stock grants to “the top 50 wage

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<sup>1</sup> The Proposal does not specifically state the amount of the Company’s quarterly common stock dividend “prior to the cut”; however, the Proposal states that the “cut” occurred in the first quarter of 2009, which is when the dividend was reduced to \$0.2075 per share from \$0.415 per share. This statement clearly indicates that the Proponent is requiring that the quarterly common stock dividend be restored to \$0.415 per share.

earners” of Great Plains Energy.<sup>2</sup> As disclosed in Great Plains Energy’s 2009 10-K, it has nine “executive officers”, as defined in Rule 3b-7, three of whom are not corporate officers of Great Plains Energy.<sup>3</sup> The compensation restrictions in the Proposal, which apply to “wage earners” without regard to such persons’ executive management responsibilities, would affect persons who do not perform policy making functions. Thus, the Proposal addresses general compensation matters that do not raise the significant social policy concerns referenced in Staff Legal Bulletin 14A.

The Staff has permitted proposals to be excluded pursuant to Rule 14a-8(i)(7) that relate to compensation of non-senior management personnel. *See, e.g., The Goldman Sachs Group, Inc.* (March 12, 2010) (proposal that the amount available for payment of compensation and benefits to employees in a particular year shall not be determined as a percentage of firm revenues); *Bank of America Corporation* (February 26, 2010) (proposal to amend the executive incentive compensation plan to provide, in part, for a delay in the payment of bonuses to the 100 most highly compensated employees for a period of three years); *Cascade Financial Corporation* (February 22, 2010) (proposal to prohibit any increases in base salaries for employees earning more than \$100,000 annually until the bank redeems preferred stock issued to the U.S. Treasury under the Troubled Asset Relief Program and quarterly dividends to holders of common stock are declared and paid); and *International Business Machines Corporation* (January 22, 2009) (proposal to prohibit salary increases for employees “of a level equivalent to a 3<sup>rd</sup> Line Manager or above” in any year in which at least two-thirds of total employees do not receive a salary increase of at least 3%).

Similar to these cases, the Proposal would apply to “the top 50 wage earners” – regardless of whether such persons are senior executive officers of the Company – and would infringe upon the day-to-day decision making regarding the amount and type of compensation to be paid to these non-executive officers. Thus, the Company believes that it may properly omit the Proposal, pursuant to Rule 14a-8(i)(7), from its 2011 Proxy Materials.

**D. The proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the Company’s organization; would, if implemented, cause the Company to violate state law to which it is subject; and is beyond the Company’s power to effectuate.**

Rule 14a-8(i)(1) permits a company to omit a proposal if, under the laws of the jurisdiction of the company’s organization, the proposal is not a proper subject for action by stockholders. As stated in the note to this Rule, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. The note distinguishes this type of proposal from proposals that recommend or request Board action. The Proposal is of the former type – it mandates certain compensation matters. The Company believes that this mandatory proposal, if approved, would be binding and is not a proper subject matter for Company shareholders.

Section 351.310 of the General and Business Corporations Law of Missouri (the “GBCL”) provides that the property and business of a corporation shall be controlled and managed by a board of directors.

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<sup>2</sup> It is not clear whether the Proposal should be read as pertaining solely to Great Plains Energy, or to Great Plains Energy and its subsidiaries.

<sup>3</sup> Rule 3b-7 provides that “executive officers of subsidiaries may be deemed executive officers of the registrant if they perform such policy making functions for the registrant.”

Section 351.220 of the GBCL states that the board of directors of a corporation may declare, and the corporation may pay, dividends subject to certain statutory restrictions and any restrictions contained in its articles of incorporation. There are no provisions in the GBCL or the Company's articles of incorporation that grant shareholders the right to make decisions regarding the declaration of dividends or the compensation of its President, Chairman and the "top 50 wage earners". Thus, the Proposal is not a proper subject for action by Company shareholders, and may be properly excluded under Rule 14a-8(i)(1).

Rule 14a-8(i)(2) permits a company to omit a proposal if it would cause the company to violate a state law. Rule 14a-8(i)(6) permits a company to omit a proposal if it deals with a matter that is beyond the company's power to effectuate. Although the Proposal is not at all clear, one interpretation of the Proposal is that any increases in salary, and any bonuses and stock grants, made on and after February 10, 2009, to the "top 50 wage earners" must be rescinded.

First, the Company has no legal right to recover any increases in salary, or bonuses or vested stock grants made to the "top 50 wage earners". At best, the Company could take prospective action to reduce future compensation to the current "top 50 wage earners" to offset the value of such salary increases, bonuses and vested stock grants. However, the Company has no legal right to seek, and is beyond its power to effectuate, recovery from "top 50 wage earners" who have left the Company, or who may leave the Company before reductions in future compensation would entirely offset past salary increases, bonuses and vested stock grants.

Moreover, Great Plains Energy in 2009 entered into written bonus agreements with certain of its executive officers. These bonus agreements are not unilaterally terminable by Great Plains Energy. Further, the Company has made equity awards in 2009 and 2010 under its Long-Term Incentive Plan which are evidenced by written agreements. Such awards may be deemed to be prohibited if the Proposal is adopted; and, like vested stock awards, the Company has no legal right to unilaterally rescind outstanding awards.

The Company believes that the Proposal may require it to breach contractual obligations under state law, and thus it may properly omit the Proposal, pursuant to Rules 14a-8(i)(2) and 14a-8(i)(6) from its 2011 Proxy Materials.

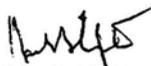
#### **IV. Conclusion**

Based on the foregoing, the Company requests that the Staff not recommend any enforcement action if the Proposal is excluded from the 2011 Proxy Materials. In accordance with Rule 14a-8(j)(2)(iii), this letter also constitutes an opinion of counsel to the extent any of the reasons set forth herein are based on matters of state law. I am licensed to practice law in the State of Missouri.

Office of Chief Counsel  
Division of Corporation Finance  
May 18, 2010  
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If you have any questions or require additional information concerning this matter, please call me at (816) 556-2608.

Very truly yours,



Mark G. English  
Assistant General Counsel and  
Assistant Secretary

Enclosures

cc: Joseph Dox (w/encl.)

**EXHIBIT A**

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**From:** Joseph Dox [mailto:jdox@epenergy.com] & OMB Memorandum M-07-16 \*\*\*  
**Sent:** Sunday, March 14, 2010 7:51 PM  
**To:** Cline Michael; Joe Dox  
**Cc:** Joe Dox  
**Subject:** Proxy

Dear Mr. Cline:

I am a shareholder of 3000 Great Plains Energy common stock. It is held in street name at Schwab in two different accounts.. The stock was purchased 6/11/90(2000 shares) and 5/5/2003(1000 shares). I would like to submit a shareholder proposal for inclusion in the next available proxy. My understanding is that it would be the 2011 proxy. The following is my proposal:

RESOLVED: the corporation cut the dividend to common shareholders on or about the first quarter of 2009. In light of the reduction in income to its shareholders, it is proposed that the top 50 wage earners at Great Plains Energy do not receive any increase in salary , no bonus or stock grants until the dividend is restored to the level prior to the cut. Further, if the President and Chairman received any increases in salary or bonus since the dividend cut, the dividend will have to be increased the same percentage upon being restored prior to any increase in compensation.

I thank you for your attention to this matter. Please confirm your receipt of this proposal.

Sincerely,

Joseph Dox

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

  
GREAT PLAINS ENERGY

By Mail and E-mail

March 17, 2010

Joseph Dox

\*\*\* FISMA &amp; OMB Memorandum M-07-16 \*\*\*

RE: Shareholder Proposal

Dear Mr. Dox:

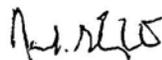
This letter acknowledges receipt of your e-mail dated March 14, 2010, which you sent to Mr. Michael Cline, Vice President – Investor Relations and Treasurer of Great Plains Energy Incorporated (the “Company”). Your email included a proposal for inclusion in the proxy statement for the annual meeting of Company shareholders to be held in 2011.

In order to be eligible to submit a proposal for inclusion in our proxy statement, you must meet the eligibility and procedural requirements under the Securities and Exchange Commission (the “SEC”) rules relating to shareholder proposals. One of these requirements is that you must show proof that you have continuously held at least \$2,000 in market value, or 1%, of the Company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold these securities through the date of the meeting.

Your email states that you have Company stock in two Schwab accounts. We do not have access to information that would allow us to verify that you have continuously held the required amount of stock for the requisite period of time. Therefore, please send me a record from your brokerage firm verifying that you have continuously held the required amount of Company stock for at least the one year period ended March 14, 2010.

Please send this information to me either by e-mail or regular mail to my e-mail address (mark.english@kcpl.com) or the Company mail address shown on this letter. Your response must be sent or postmarked no later than 14 days from the date you receive this letter, or the Company will be entitled to exclude your proposal from its proxy statement pursuant to SEC rules. To avoid any errors or misunderstandings, I suggest that you use a form of mail that provides proof of delivery. For your information, I have enclosed a copy of the SEC's rules relating to shareholder proposals.

Very truly yours,



Mark G. English  
Assistant General Counsel and  
Assistant Secretary

## Rule 14a-8 -- Proposals of Security Holders

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This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

- a. Question 1: What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).
- b. Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?
  1. In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.
  2. If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:
    - i. The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or
    - ii. The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year

eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

- A. A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;
  - B. Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and
  - C. Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.
- c. Question 3: How many proposals may I submit: Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.
- d. Question 4: How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.
- e. Question 5: What is the deadline for submitting a proposal?
1. If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q, or in shareholder reports of investment companies under Rule 270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.
  2. The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.
  3. If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.
- f. Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?
1. The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your

response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).

2. If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.
- g. Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.
- h. Question 8: Must I appear personally at the shareholders' meeting to present the proposal?
1. Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.
  2. If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.
  3. If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.
- i. Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?
1. Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

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**Note to paragraph (i)(1)**

Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

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2. Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;
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**Note to paragraph (i)(2)**

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law could result in a violation of any state or federal law.

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3. Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;
  4. Personal grievance; special interest: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;
  5. Relevance: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;
  6. Absence of power/authority: If the company would lack the power or authority to implement the proposal;
  7. Management functions: If the proposal deals with a matter relating to the company's ordinary business operations;
  8. Relates to election: If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election;
  9. Conflicts with company's proposal: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting.
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**Note to paragraph (i)(9)**

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

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10. Substantially implemented: If the company has already substantially implemented the proposal;
  11. Duplication: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;
  12. Resubmissions: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:
    - i. Less than 3% of the vote if proposed once within the preceding 5 calendar years;
    - ii. Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or
    - iii. Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and
  13. Specific amount of dividends: If the proposal relates to specific amounts of cash or stock dividends.
- j. Question 10: What procedures must the company follow if it intends to exclude my proposal?
1. If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.
  2. The company must file six paper copies of the following:
    - i. The proposal;
    - ii. An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and
    - iii. A supporting opinion of counsel when such reasons are based on matters of state or foreign law.
- k. Question 11: May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any

response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

- l. Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?
  1. The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.
  2. The company is not responsible for the contents of your proposal or supporting statement.
  
- m. Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?
  1. The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.
  2. However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, Rule 14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.
  3. We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:
    - i. If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or
    - ii. In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

**EXHIBIT C**

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**From:** Joseph Dox [mailto:joedox@kcp.com] \*\*\*  
**Sent:** Sunday, March 21, 2010 1:31 PM  
**To:** English Mark  
**Cc:** Donn Alexander; Joe Dox; CORINNE DOX  
**Subject:** Re: FW: Proxy

Dear Mr. English:

I want to thank you for your rapid response. Per your instructions, I have attached the records of my purchase of Great Plains Energy and the stock split information that took the purchase from 1000 shares to 2000 shares. As you are aware, the purchase was in the name of KCP&L which became Great Plains Energy. I have also attached a copy of the my brokerage statement that includes 2000 shares of Great Plains Energy. The statement was as of 2/28/2010. The next statement will be at the end of March 2010. Please let me know if you need that one also as Schwab does not produce statements as of March 14, 2010.. Since the requirement is only \$2000 in market value, I have not enclosed the information of the other 1000 shares. If it is needed, let me know ,as it is in another account.

Please let me know you have received this information and if I am required to give you any other information.

Sincerely,

Joseph Dox

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

--- On **Wed, 3/17/10**, English Mark <Mark.English@kcpl.com> wrote:

**From:** English Mark <Mark.English@kcpl.com>  
**Subject:** FW: Proxy

**To:** Joseph Dox [mailto:joedox@kcp.com] \*\*\*  
**Date:** Wednesday, March 17, 2010, 12:28 PM

Mr. Dox:

Your email to Mr. Cline has been referred to me for response. In order to be eligible to submit a proposal for inclusion in our proxy statement, you must meet the eligibility and procedural requirements under Securities and Exchange Commission rules. The attached letter, which has also been mailed to you, explains one of these requirements and includes a copy of the Securities and Exchange Commission rules.

Sincerely,

Mark G. English  
Assistant General Counsel and  
Assistant Secretary

Great Plains Energy  
1200 Main St.  
Kansas City, MO 64105  
(816) 556-2608  
(816) 556- 2992 (fax)

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**From:** Joseph Dox [mailto:jdox@greatplainsenergy.com] \*\*\*  
**Sent:** Sunday, March 14, 2010 7:51 PM  
**To:** Cline Michael; Joe Dox  
**Cc:** Joe Dox  
**Subject:** Proxy

Dear Mr. Cline:

I am a shareholder of 3000 Great Plains Energy common stock. It is held in street name at Schwab in two different accounts.. The stock was purchased 6/11/90(2000 shares) and 5/5/2003(1000 shares). I would like to submit a shareholder proposal for inclusion in the next available proxy. My understanding is that it would be the 2011 proxy. The following is my proposal:

RESOLVED: the corporation cut the dividend to common shareholders on or about the first quarter of 2009. In light of the reduction in income to its shareholders, it is proposed that the top 50 wage earners at Great Plains Energy do not receive any increase in salary , no bonus or stock grants until the dividend is restored to the level prior to the cut. Further, if the President and Chairman received any increases in salary or bonus since the dividend cut, the dividend will have to be increased the same percentage upon being restored prior to any increase in compensation.

I thank you for your attention to this matter. Please confirm your receipt of this proposal.

Sincerely,

Joseph Dox

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*