

**MEMORANDUM OF UNDERSTANDING FOR THE APPOINTMENT OF AN
AUTHORIZED THIRD-PARTY PAY AGENT BETWEEN DIAS CAPITAL
GROWTH CORPORATION, INC and KANSAS CITY POWER & LIGHT
COMPANY Inc.**

October 27, 2006

This document will provide for agreement between Kansas City Power & Light Company ("KCPL") and Dias Capital Growth Corporation, Inc. ("DCGC") for appointment as an authorized third-party collection agent offering its bill payment service to the general bill paying public, operating under the terms and conditions that follow. Please refer to DCGC's Proposal Document for an overview of the program.

WHEREAS, DCGC through its joint venture/partners having been forwarding unauthorized utility bill payments to KCPL since 2003 through a network of pay-stations in the greater Kansas City Area; and

WHEREAS, Certain Baptist Ministers located in Kansas City Missouri have asked DCGC to expand its utility bill payment program to address certain collection policies of KCPL and "Energy Conservation through weatherization to promote on-time bill payment using debit card methodology and processing while engaging the public to participate in an "Energy Conservation Program" to reduce the effect of higher energy costs; and

WHEREAS, DCGC together with its joint venture partners have presented to KCPL a Proposal Document; has met at the offices of KCPL with senior management to address any and all questions related to the appointment of DCGC as an "Authorized Third-Party Collection Agent" under the terms and conditions as proposed and stand ready to implement the program as proposed; and

WHEREAS, DCGC and its joint venture/partners are ready to launch the bill payment program the second quarter of 2007; and

WHEREAS, DCGC and its joint venture/partners are ready to provide 500,000 ATM bill payment debit card accounts to KCPL which will remain open to receive deposits to pay bills and the companion bill payment debit MasterCard program of the customers choice; and

WHEREAS, KCPL will commit to open up this bill payment program to all of its customers and commit to enroll 200,000 participates in the "Energy Conservation Program" though it's Customer Service Department using the modified "AccountLink Form" that will be linked to front end IVR system of DCGC during the first 60 months of the bill payment offering; and

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Missouri Public
Service Commission

Dias
Exhibit No. 1311
Case No(s). ER-2006-0314
Date 10-27-06 **Rptr** TM

WHEREAS, The Baptist Ministers located in the Kansas City Missouri area and their member churches have agreed to promote this "Energy Conservation Program" and encourage it membership to call the Customer Service Department of KCPL to register for the bill payment program; and

WHEREAS, KCPL will take all necessary steps required to participate in DCGC's "Alternative Credit Program" as proposed by DCGC and all necessary steps required to participate in a "National Public Charity" and take all necessary steps to ensure that \$.08 per transaction is deposited in said account so that "Energy Conservation and Weatherization Programs" after the 60 month period could be funded directly from the participating churches; and

WHEREAS, KCPL will take all necessary steps required to provide DCGC a business loan of \$10 Million dollars at an interest rate of 1.25% payable in one payment due 2015.; and

THEREFORE, The "Terms and Conditions" as stated are agreed to and follows:

1. KCPL will participate during the 7 month enrollment phase at a cost of \$1.75 per transaction and will pre-pay for 300,000 transactions due at the signing of the document.
2. KCPL will participate at the conclusion of the enrollment phase at a cost of \$.48 per transaction to be deducted from the bill payment.
3. DCGC will not charge a monthly account maintenance fee for the ATM card account to any KCPL customer however, the companion MasterCard bill payment monthly account maintenance fee during the first 90 days of the enrollment phase for the basis "Classic Card Plan" or the bill payment link fee.
4. KCPL will work with the advertising and marketing personal of DCGC and its joint venture/partners to modify the existing TV and Radio commercials to fit the local Kansas City market and will participate in the coop-advertising costs.
5. At the conclusion of the 90 day free enrollment period each KCPL customer cardholder will have the option to continue in the bill payment program as enrolled by selecting one of three (3) card programs:
 - The Classic 4Plan @ a cost of \$4.95 each month.
 - The Gold 8Plan @ a cost of \$9.95 each month.
 - The Platinum 16Plan @ a cost of \$13.95 each month.

If for any reason the KCPL customer only wants to continue with the free ATM bill payment account and not participate in a full bill payment program; KCPL will underwrite this customer's account at a rate of \$1.93 per month.

6. DCGC and its joint venture/partners will provide a link to DCGC's coupon clipping web site which allow each KCPL customer to clip coupons that will cover the monthly cost of the bill payment card.

Storefront:

https://www.softcardsystems.com/storefront_demo/maintenance/index.php

Username: dias

Password: dias

Customer

<https://www.softcardsystems.com/demo/consumer/dias/index.htm>

Username: dias

Password: dias

7. All participates are required to be enrolled into KCPL's "level payment plan". KCPL will provide those customers that elect to subscribe to DCGC's bill payment service a level payment amount. This level payment plan is the same level payment plan currently offered to all KCPL customers. KCPL calculates this level payment to reflect the subscribing customer's bill over a twelve month period, from August to July. This level payment as paid will keep the subscribing customer current over a twelve month period.
8. KCPL will participate in an "Energy Conservation Program" that will provide consultation, weatherization materials and installation for those customers that wish to lower their energy bills under said "Energy Conservation Program". The cost for said consultation and weatherization materials will be underwritten by KCPL and charged to the customers. The repayment of this weatherization program will be independent of the customer utility bill.
9. KCPL will reward those customers registered in the "Energy Conservation Program" that have elected to weatherize their homes and apartments with forgiveness of the cost of weatherization and installation under the following conditions:
 - Customer reduces their current energy usage over a 12 month period by 10% and stays current on the bill for that 12 month period KCPL agrees to forgive 25% of their cost to weatherize their home and/or apartment for that 12 month period.
 - Customer's energy consumption remains at the reduced level of 10% and customer remains current on their bill for 24 months

KCPL agrees to forgive another 25% of their cost to weatherize their home and/or apartment.

- Customer's energy consumption remains at the reduced level of 10% and customer remains current on their bill for 36 months KCPL agrees to forgive another 25% of their cost to weatherize their home and/or apartment.
- Customer's energy consumption remains at the reduced level of 10% and customer remains current on their bill for 48 months KCPL agrees to forgive the final 25% of their cost to weatherize their home and/or apartment.

10. KCPL will allow those customers who have been issued a disconnect notice; had their service disconnected; had a check returned insufficient; has requested assistance to pay their bill and their current bill is more than one (1) month past due, be allowed to participate in DCGC's Bill payment program.
11. KCPL will allow those existing walk in pay station customers that respond through KCPL's Customer Service Department and through "United Services Community Action Agency (USCAA) and LIHEAP to have their application forwarded to DCGC's card provider for processing. DCGC will forward those customers that are low-income to the City of Kansas City Missouri for weatherization help and funding.
12. Those employers wishing to participate for the purpose of depositing payroll funds to an employee's card account can transfer to this card account by ACH from the employer's payroll processor.
13. Those employers using the bill payment engine can transfer funds directly to the employee's card account online.
14. KCPL will provide the API to their current processor that is outside of their "Firewall which is used by KCPL to except payments from third-party bill payment agents.
15. Based upon our enrollment process, customers will be assigned a secured Pin for access and, using the Card will be able to access DCGC's joint venture/partners' online services for bill payment process.
16. Based on the Card Plan, KCPL customers will be allowed to pay additional bills to other billers at no cost.
See (www.payallbillsHERE.com)

17. KCPL will provide marketing and advertising for a minimum of 12 months after its initial launch to ensure proper consumer awareness through various advertising channels currently available in its market place.

The Enrollment Process:

- KCPL mails invitation and forwards all applications to our card processing center.
 - KCPL uses its modified AccountLink web-site's enrollment form to register new customers calling into their customer service call center and forwards application to our card processing center.
 - KCPL selects a group of customers most likely to use the card and provides the pre-card in the next billing cycle.
 - KCPL will partner with the Baptist Ministers located in the Kansas City Missouri area to provide on-site enrollment at the respective churches and Unions to enroll their employees and membership.
18. It is agreed that this Memorandum of Understanding is the only agreement in effect between DCGC and KCPL and constitutes the entire agreement of the parties. No prior stipulation, discussion or understanding of the parties, his or her employees or agents shall be valid or enforceable. No alternation, amendment or change may be made to this Memorandum of Understanding unless evidenced by written instrument signed by both parties.

KANSAS CITY POWER & LIGHT COMPANY Inc

1201 Walnut
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Title

Phone NO:

By: _____

Date: _____

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W. Bill Dias

CEO

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By: _____
CEO

Date: _____