



Missouri Public Service Commission

Area Code 314
751-3234

January 13, 1987

P.O. BOX 360
JEFFERSON CITY
MISSOURI 65102

FILED

JAN 13 1987

Mr. Harvey G. Hubbs
Secretary
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

PUBLIC SERVICE COMMISSION

Re: Case No. EF-87-29 - In the Matter of the Application of
Kansas City Power & Light Company for Authority to Acquire
Certain Shares of Stock of Wolf Creek Nuclear Operating
Company

Dear Mr. Hubbs:

Enclosed for filing in the above-captioned case is an original and fourteen (14) conformed copies of the correspondence dated January 2 and January 7, 1987 from Mr. A. Drue Jennings of Kansas City Power & Light Company respecting the Wolf Creek Nuclear Operating Corporation. Said correspondence is being filed in Case No. EF-87-29 in order that said docket may be kept current respecting the formation and operation of the Wolf Creek Nuclear Operating Corporation.

Very truly yours,

Steven Dottheim
Deputy General Counsel

SD/mjm

Enclosures

cc: A. Drue Jennings
Mark G. English
Office of the Public Counsel

Commissioners:
WILLIAM D. STEINMEIER
Chairman
CHARLOTTE MUSGRAVE
ALLAN G. MUELLER
CONNIE B. HENDREN
JAMES M. FISCHER
ROBERT J. SCRIBNER
Staff Director
HARVEY G. HUBBS
Secretary
WILLIAM C. HARRELSON
General Counsel

KANSAS CITY POWER & LIGHT COMPANY

1330 BALTIMORE AVENUE

P.O. BOX 679

KANSAS CITY, MISSOURI 64141

RECEIVED

JAN 8 1987

January 7, 1986

COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION

A. DRUE JENNINGS
SENIOR VICE PRESIDENT
MARKETING
AND
PUBLIC AND EMPLOYEE RELATIONS

Brian J. Moline, Esq.
General Counsel
Kansas Corporation Commission
State Office Building
Topeka, Kansas 66612

William C. Harrelson, Esq.
General Counsel
Missouri Public Service Commission
P. O. Box 360
Jefferson City, Missouri 65102

Dear Brian and Bill:

I am pleased to inform you that effective January 1, 1987, Mr. Warren B. Wood has been named General Counsel and Secretary of Wolf Creek Nuclear Operating Corporation. His election to this position makes him a full-time employee of that Company.

As you know, Warren has been a member of KCPL's Law Department since 1979, specializing in regulatory matters. While we will certainly miss Warren at KCPL, we are delighted that WCNOC and its Owners will have the full benefit of his experience and capabilities.

Sincerely,

A. Drue Jennings

ADJ:bb

cc: Mark C. Sholander, Esq.
Ralph Foster, Esq.
Harold Haun, Esq.
Warren B. Wood, Esq.

KANSAS CITY POWER & LIGHT COMPANY

1330 BALTIMORE AVENUE

P.O. BOX 679

KANSAS CITY, MISSOURI 64141

January 2, 1987

RECEIVED

JAN 6 1987

COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION

A. DRUE JENNINGS
SENIOR VICE PRESIDENT
MARKETING
AND
PUBLIC AND EMPLOYEE RELATIONS

William C. Harrelson, Esq.
General Counsel
Missouri Public Service Commission
P. O. Box 360
Jefferson City, Missouri 65102

Brian J. Moline, Esq.
General Counsel
Kansas Corporation Commission
State Office Building
Topeka, Kansas 66612

Re: Wolf Creek Nuclear Operating Corporation;
MPSC Case No. EF-87-29
KCC Docket No. 151,768-U

Gentlemen:

In order to keep your records complete, I am enclosing copies of the following:

- (1) Form U-3A-2 filed with the Securities and Exchange Commission on December 11, 1986 (holding company exemption);
- (2) December 17, 1986 letter notification sent to the Federal Energy Regulatory Commission (interlocking directors);
- (3) Restated Certificate of Incorporation filed December 12, 1986, with the Delaware Secretary of State;
- (4) Delaware Certificate of Corporate Good Standing for WCNOG;
- (5) January 1, 1987 Amendment to Wolf Creek Generating Station Ownership Agreement, substituting WCNOG for Kansas Gas and Electric Company as Operating Agent; and

William C. Harrelson, Esq.
Brian J. Moline, Esq.
January 2, 1987
Page -2-

(6) December 12, 1986 Certificate from the Kansas
Commission (to Mr. Harrelson, only).

I am most appreciative of your assistance and cooperation
in these matters.

Sincerely,


A. Drue Jennings

ADJ:bb

Enclosures

cc w/o encls: John P. Decoursey, Esq.
Harold Haun, Esq.
Warren B. Wood, Esq.

BISHOP, LIBERMAN & COOK

1155 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036

(212) 704-0100 CABLE: BERILIB

TELESCOPIER: (212) 704-0188

TELEX: 222767

December 10, 1986

WILLIAM G. ALBERGER*
KENNETH R. ASHER
LEONARD W. BOLYER
JOHN E. BENNETT
WAYNE S. BISHOP*
ROBERT H. DOR
R. STUART BROOK*
RICHARD C. BRODIE*
HARLOW W. COOK*
WILLIAM S. COSTON*
DONALD S. DANTNER*
DOUGLAS E. DAVIDSON
BRUCE L. DORNEY*
SCOTT H. DUBOFF*
R. JACK DURSIN
LEONARD EPSTEIN
H. LAWRENCE FOX*
WILLIAM G. HANFIELD*
ERIE L. HIRSCHORN
JAMES R. JACKSON*
CHARLES R. JOHNSTON, JR.*
IRA H. JOLLES
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JOHN C. ORTLAND*
SARA ELEN
JOSEPH S. SEXTON, JR.*
KARE S. LASEY
JAMES S. LIBERMAN
RICHARD LITTELL
RICHARD J. LUDACH
WILLIAM J. MADSEN, JR.*
J. MICHAEL MCCARTY, III*
ROBERT L. McGEORGE*
JESSE R. MEER
ROBERT W. MILLER
ROSS O'DONOGHUE*
MALCOLM H. PHILIPS, JR.*
JOHN R. PROCTOR
GRAHAM S. PURCELL, JR.*
MICHAEL S. REYNOLDS*
DAVID E. BATTERFIELD, III*
FREDERICK T. SEARLS*
MARTIN S. SIEGEL
DAVID A. STRUMWASSER
JOSEPH TAMER, JR.*
RICHARD T. WALLEN*
ROBERT WATKINS III*

THOMAS C. WILLIAMS*

*NOT ADMITTED IN NEW YORK

BISHOP, LIBERMAN, COOK, PURCELL & REYNOLDS
1000 SEVENTEENTH STREET, N.W.
WASHINGTON, D. C. 20036
PHONE 607-0000

ROBERT H. BARATTA*
CHARLES S. GORDEN
THOMAS H. GEDVOISE
H. GERRIE HERRON*
CORNELIUS C. SHIELDS*
GRUNDEL

BERLACK, ISRAELS & LIBERMAN
1000-1000

Federal Express

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C
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P
Y

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Kansas City Power & Light Company
Kansas Gas and Electric Company
Exemption Statement, on Form U-3A-2 Under the
Public Utility Holding Company Act of 1935

Dear Sirs:

On behalf of Kansas City Power & Light Company ("KCPL"), we enclose for filing with the Commission under the Public Utility Holding Company Act of 1935 (the "Act") a signed copy of KCPL's Exemption Statement on Form U-3A-2. There is also enclosed a check for \$2,000 in payment of the related filing fee.

We have separately enclosed for filing with the Commission a signed copy of a similar Exemption Statement on Form U-3A-2 by Kansas Gas and Electric Company ("KG&E") together with KG&E's check in the amount of \$2,000 for the related filing fee.

By the enclosed Forms U-3A-2, KCP&L and KG&E are claiming exemptions from the Act by virtue of Rule 2 thereunder, in connection with their acquisitions of 47% interests in Wolf Creek Nuclear Operating Corporation ("WCNOC").

Securities and Exchange Commission
December 10, 1986
Page Two

WCNOC is a Delaware corporation organized on April 14, 1986 by KCP&L, KG&E and Kansas Electric Power Cooperative, Inc. ("KEPCo"), as a 68 owner, to operate, maintain, repair, decontaminate and decommission Unit No. 1 of the Wolf Creek Nuclear Generating Station on behalf of the KCPL, KG&E and KEPCo, as the station owners.

If the Staff has any questions concerning these filings or desires any additional information, please contact the undersigned.

Kindly acknowledge receipt of these filings by stamping the enclosed duplicate copies of the Forms U-3A-2 and returning them in the envelopes provided for that purpose.

Very truly yours,

Douglas E. Davidson

cc: W.C. Weeden

DED/cam

Enclosures

67-526

FORM U-3A-2

RECD S.E.C.
DEC 11 1933
FEE 45

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

Statement by Holding Company Claiming
Exemption Under Rule 2 from the
Provisions of the Public Utility Holding
Company Act of 1935

Kansas City Power & Light Company
(Name of Company)

Kansas City Power & Light Company ("KCPL") hereby files with the Securities and Exchange Commission pursuant to Rule 2, its statement claiming exemption as a holding company under the Public Utility Holding Company Act of 1935. In support of such claim for exemption, the following statement is submitted:

1. KCPL is a Missouri corporation whose principal executive offices are located at 1330 Baltimore Avenue, Kansas City, Missouri 64105. KCPL's principal business consists of the generation, transmission, distribution and sale of electricity; KCPL also provides some steam heat service.

KCPL has three subsidiaries. Wolf Creek Nuclear Operating Corporation ("WCNOC"), a Delaware corporation, was incorporated on April 14, 1985 to operate and maintain Unit No. 1 of the Wolf Creek Nuclear Generating Station ("Wolf Creek") for the benefit of the station owners. Wolf Creek and WCNOC are each owned by KCPL and two non-affiliated electric utilities, Kansas Gas and Electric Company ("KG&E") and Kansas Electric Power Cooperative ("KEPCo") (collectively, the "Wolf Creek Owners") in the following percentages: KCPL, 47%; KG&E, 47%; and KEPCo, 6%. KCPL's other subsidiaries are (a) WYMO Fuels, Inc., a wholly-owned Missouri corporation organized for the acquisition and development of coal properties and (b) Utility Fuel Company, Inc., a Kansas corporation

owned by the Wolf Creek Owners in the same percentages as WCNOG, which has been organized to acquire uranium ore for use at Wolf Creek.

KCPL provides retail electric service to approximately 374,000 customers in a 4,700 square mile area located in all or portions of 23 counties in western Missouri and eastern Kansas and sells electricity at wholesale to sixteen customers. KCPL also generates and distributes steam to about 130 customers in the downtown Kansas City, Missouri area. KCPL does not own or operate any gas properties.

2. The electric generating stations of KCPL and their locations are as follows:

	<u>Unit</u>	1985 Megawatt (mw) <u>Capacity</u>	<u>Fuel</u>
Existing Units			
Coal.....	Iatan	469(a)	Coal
	LaCygne 2	315(a)	Coal
	LaCygne 1	343(a)	Coal
	Hawthorn 5	450	Coal/Gas
	Montrose 3	160	Coal
	Montrose 2	150	Coal
	Montrose 1	150	Coal
Nuclear.....	Wolf Creek	530(a)	Nuclear
Combustion.....	Northeast 17 and 18	95	Oil
Turbine	Northeast 13 and 14	95	Oil
	Northeast 15 and 16	96	Oil
	Northeast 11 and 12	85	Oil

(a) Company's share of jointly-owned unit.

KCPL owns Hawthorn (Jackson County, Missouri), Montrose (Henry County, Missouri), Grand Avenue (Jackson

County, Missouri), and Northeast (Jackson County, Missouri) Stations. KCPL and KG&E each own 50% of the 685-mw LaCygne 1 and the 630-mw LaCygne 2 Units in Linn County, Kansas, and the Company owns 70% of the 670-mw Iatan Unit in Platte County, Missouri, with St. Joseph Light & Power Company which owns 18% and The Empire District Electric Company, which owns 12%.

KCPL owns transmission and distribution facilities used in the sale of electric energy to customers through its service territory. Its transmission system is interconnected with systems of other utilities to permit direct interchange transactions with other power suppliers in Kansas, Missouri, Iowa, Nebraska and Minnesota. KCPL is a member of the MOKAN Power Pool, which is a contractual arrangement among eleven utilities in Western Missouri and Kansas which interchange energy, share reserve capacity and provide emergency and standby services to each other.

KCPL owns approximately 1,651 circuit miles of transmission lines and approximately 11,076 circuit miles of distribution lines. Approximately 726 circuit miles of such transmission lines are located in the State of Kansas. KCPL has all franchises necessary to operate within the territory from which substantially all of its gross operating revenue is derived.

3(a). For the year ended December 31, 1985, KCPL sold 8,733,434,274 Kwh of electricity at retail and 160,174,421 Kwh at wholesale. WCNOG will operate and maintain Wolf Creek on behalf of the Wolf Creek Owners and will not engage in the sale of electricity.

(b) and (c). During 1985, KCPL sold 2,512,721,793 Kwh of electric energy at retail and 56,285,943 Kwh of electric energy at wholesale to customers outside the State of Missouri. All of such sales were made to customers in the State of Kansas. KCPL and its subsidiaries do not distribute or sell natural or manufactured gas.

(d) During 1985, KCPL purchased 1,114,240 Mwh of electric energy from outside the State of Kansas. Neither KCPL nor its subsidiaries engage in the sale of natural or manufactured gas.

S I G N A T U R E

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this day of December, 1986.

KANSAS CITY POWER & LIGHT COMPANY
(Name of claimant)

By: *A. Drue Jennings*
A. Drue Jennings,
Senior Vice President

Corporate Seal

Attest:

[Signature]

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

A. Drue Jennings, Esq.
Senior Vice President
Kansas City Power & Light Company
1330 Baltimore Avenue
Kansas City, Missouri 64141

EXHIBIT A

A consolidating statement of income and surplus of the claimant and its subsidiary companies for the last calendar year, together with a consolidating balance sheet of claimant and its subsidiary companies as of the close of such calendar year.

WCNOC was incorporated on April 14, 1986, but will not assume operation of Wolf Creek until January 1, 1987, and subject to receipt of all necessary regulatory approvals. In addition, all WCNOC expenses will be reimbursed by the Wolf Creek Owners in proportion to their respective ownership interest in WNCOC. Under these circumstances, no consolidating statements have been prepared. A copy of 1985 Annual Report to Stockholders containing KCPL's financial statements is attached as Exhibit A.

BISHOP, LIBERMAN & COOK

1155 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036

(212) 704-0100 CABLE: SERILIS

TELECOPIER: (212) 704-0186

TELEX: 222767

December 17, 1986

BISHOP, LIBERMAN, COOK, PURCELL & REYNOLDS
1200 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036
1202 887-8800

ROBERT H. BARATTA*
CHARLES S. CORBEN
THOMAS H. DEBEVOISE
H. ORREN HERRICK*
CORNELIUS C. SHIELDS*
COUNSEL

BERLACK, ISRAEL & LIBERMAN
1982-1982

WILLIAM R. ALBERGER*
KENNETH R. ASHER
LEONARD W. BELTER
JOHN E. BENNETT
WAYNE S. BISHOP*
ROBERT H. BOR
R. STUART BROOK*
RICHARD C. BROWNE*
MARLOW W. COOK*
WILLIAM D. COSTON*
DONALD R. DANKNER*
DOUGLAS E. DAVIDSON
MARK L. DAVIDSON
BRUCE L. DOWNEY*
SCOTT M. DUBOFF*
H. JACK DUKSIN
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CHARLES R. JOHNSTON, JR.*
IRA H. JOLLIS
THOMAS M. KEELING*
THOMAS C. WILLIAMS*

JOHN C. KIRTLAND*
ZANE KLEIN
JOSEPH B. KHOTTS, JR.*
MARC S. LABAY
JAMES S. LIBERMAN
RICHARD LITTELL
RICHARD J. LUBASCH
WILLIAM J. MADDEK, JR.*
J. MICHAEL MCGARRY, III*
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JESSE S. MEER
ROBERT M. MILLER
ROSS O'DONOHUE*
MALCOLM H. PHILIPS, JR.*
JOHN P. PROCTOR
GRANAN S. PURCELL, JR.*
NICHOLAS S. REYNOLDS*
DAVID E. BATTERFIELD, III*
FREDERICK T. SEARLS*
MARTIN S. SIEGEL
DAVID A. STRUMWASSER
JOSEPH TABER, JR.*
RICHARD S. WALGER*
MCNEILL WATKINS II*

*NOT ADMITTED IN NEW YORK

Federal Energy Regulatory Commission
825 North Capital Street, N.E.
Washington, D.C. 20426

Attention: Daniel Lampke, Esq.

Re: Kansas Gas and Electric Corporation
Kansas City Power & Light Company
Kansas Electric Power Cooperative, Inc.

Dear Sirs:

We are writing the Commission on behalf of the above-captioned companies in connection with the election of certain of their officers and directors as directors of Wolf Creek Nuclear Operating Corporation ("WCNOC"). For the reasons set forth below, we do not believe that the holding of such interlocking positions requires authorization of the Commission under Section 305(b) of the Federal Power Act of 1935 (the "Act") or the filing of an informational report pursuant to Section 45.9 of the Commission's Regulations under the Act.

Kansas Gas and Electric Corporation ("KG&E"), Kansas City Power & Light Company ("KCPL") and Kansas Electric Power Cooperative, Inc. ("KEPCo"), which are not affiliated with one another, own, as tenants in common, Unit No. 1 of the Wolf Creek Generating Station located in Burlington, Kansas ("Wolf Creek") in the following percentages: KG&E - 47%; KCPL - 47%; and KEPCo - 6%. KG&E and KCPL own and operate facilities subject to the Commission's jurisdiction under Part II of the Act and are therefore "public utilities" as that term is defined by Section 201(e) of the Act. KEPCo is an electric power cooperative

corporation financed by the Rural Electrification Administration and is not, therefore, a public utility within the meaning of Parts II and III of the Act. See, Salt River Project v. FPC, 391 F.2d 470 (1968), cert. denied, 383 U.S. 85 (1968), upholding the Commission's decision in Dairyland Electric Cooperative, 37 F.P.C. 12 (1967).

On April 14, 1986, the Wolf Creek owners caused WCNOG to be incorporated in Delaware. WCNOG has been organized to operate, maintain, repair and ultimately decontaminate and decommission Wolf Creek on behalf of and as agent for the Wolf Creek owners. Power generated by Wolf Creek will be owned by the Wolf Creek owners at the moment of its generation in proportion to their respective ownership interests in the station. The Wolf Creek owners and WCNOG have entered into an Operating Agreement, dated April 15, 1986, which will become effective January 1, 1987, subject to receipt of all necessary regulatory approvals. A copy of the Operating Agreement is enclosed for the information of the Staff.

WCNOG does not and will not own or operate any facilities for the transmission of electric energy in interstate commerce nor will it be engaged in the sale of electric energy at wholesale within the contemplation of Section 201 of the Act. Rather, WCNOG's activities will be limited to operation of Wolf Creek on behalf of the Wolf Creek owners.

Section 305(b) of the Act requires Commission authorization for any person to hold the position of officer or director of more than one public utility. The term "public utility" is generally defined in Section 201(e) of the Act as "any person who owns or operates facilities subject to the jurisdiction of the Commission" under Part II of the Act. Under Section 201(b)(1) of the Act, however, the Commission does not have jurisdiction over "facilities used for the generation of electric energy or over facilities used in local distribution or only for the transmission of electric energy in intrastate commerce, or over facilities for the transmission of electric energy consumed wholly by the transmitter."

Since the activities of WCNOG are limited solely to operating a generating facility - i.e., the Wolf Creek station - WCNOG is not, in our view, a public utility subject to the Commission's jurisdiction under Parts II and III of the Act. Consequently, Commission authorization under Section 305(b) of the Act or an informational filing under Part 45 would not be required for officers or directors of KG&E or KCPL to hold such positions in WCNOG.

Federal Energy Regulatory Commission
December 17, 1986
Page Three

We believe this conclusion is supported by the Commission's recently adopted regulations under Part 45 providing for automatic authorization of certain interlocking positions. In Section 45.9(a)(2) of the Commission's Regulations, the Commission has granted automatic authorization to hold interlocking positions where one utility is wholly or partially owned by the other and is principally engaged in the ownership or operation of "transmission or generating facilities to provide transmission service or electric power for sale to its owners." By so framing the regulation, the Commission has recognized, we believe, that jointly-owned generating companies such as WCNOG which merely operate generating facilities on behalf of the station owners and do not sell power to the owners are not subject to the Commission's jurisdiction under Parts II and III of the Act.

In the event the Staff's views on this matter differ from those expressed in this letter, we would appreciate the Staff so advising us at an early date.

Very truly yours,



Douglas E. Davidson

DED/cam

cc: A. Drue Jennings, Esq.
John P. DeCoursey, Esq.
J. Phillip Kassebaum, Esq.

**RESTATED CERTIFICATE OF INCORPORATION
OF
WOLF CREEK NUCLEAR OPERATING CORPORATION**

We, Bart D. Withers, President and A. Drue Jennings, Secretary, of Wolf Creek Nuclear Operating Corporation, a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

FIRST: That the name of the corporation is Wolf Creek Nuclear Operating Corporation.

SECOND: That the Certificate of Incorporation of the Corporation was filed by the Secretary of State, Dover, Delaware, on the 14th day of April, 1986.

THIRD: That the amendments to and the restatement of the Certificate of Incorporation herein reflected have been duly adopted in accordance with the provisions of Sections 245 and 241 of the General Corporation Law of the State of Delaware and in the manner prescribed by Section 241 of the General Corporation Law, the Corporation not having received any payment for any of its stock.

FOURTH: That the text of the Certificate of Incorporation of said Wolf Creek Nuclear Operating Corporation is hereby amended and restated to read in full as follows:

CERTIFICATE OF INCORPORATION
OF
WOLF CREEK NUCLEAR OPERATING CORPORATION

ARTICLE FIRST

The name of the Corporation is Wolf Creek Nuclear Operating Corporation.

ARTICLE SECOND

Its registered office in the State of Delaware is to be located at 229 South State Street, in the City of Dover, County of Kent. The name of its registered agent at such address is United States Corporation Company.

ARTICLE THIRD

The nature of the business or purposes to be conducted or promoted is to operate, maintain, repair, decontaminate and decommission the Wolf Creek Generating Station as agent for the owners of that Station and to engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOURTH

(1) The aggregate number of shares of capital stock which this Corporation shall have authority to issue shall be 100 shares of Common Stock. No additional shares of capital stock of the Corporation shall be authorized and issued.

(2) The shares of capital stock of the Corporation will be divided into three classes of Common Stock as follows: forty-seven (47) shares of "Class A Stock", with a par value of One Dollar (\$1) per share; forty-seven (47) shares of "Class B Stock", with a par value of One Dollar (\$1) per share; and six (6) shares of "Class C Stock", with a par value of One Dollar (\$1) per share.

(3) The shares of all classes of Common Stock shall be entitled in all respects to equal rights and privileges, except

For voting rights as expressly set forth in this Article.

- (i) The Board of Directors shall consist of thirteen (13) directors. With respect to the election of directors, holders of Class A Stock shall vote as a separate class and be entitled to elect five (5) directors (the "Class A Directors"); holders of Class B Stock shall vote as a separate class and be entitled to elect five (5) directors (the "Class B. Directors"); and holders of Class C Stock shall vote as a separate class and be entitled to elect two (2) directors (the "Class C Directors"). Each class shall act by a majority vote of its shareholders in electing directors for the class. The remaining director (the "Thirteenth Director") shall be elected by the unanimous vote of all shareholders of all classes of Common Stock voting together as a single class.
- (ii) Each of the Class A, Class B and Class C directors shall serve for a term of one (1) year and until his respective successor shall be elected and shall qualify. The holders of any class of Common Stock may, voting as a separate class, remove, with or without cause, any individual director who was originally elected by the shareholders of such class, voting as a separate class. The Thirteenth Director shall serve at the pleasure of the shareholders. At a meeting of shareholders called for such purpose, the Thirteenth Director may be removed with or without cause by the holders of a majority of shares of all classes of Common Stock voting together as a single class.
- (iii) In the event a vacancy occurs on the Board of Directors, that vacancy shall be filled only by a separate vote of the holders of that class of Common Stock which had elected the original director, except for filling a vacancy in the position held by the Thirteenth Director, which shall be filled in the same manner as the Thirteenth Director was elected.
- (iv) The holders of Class A Stock, Class B Stock, and Class C Stock shall in all matters, except as provided for in the General Corporation Law of Delaware, this Certificate of Incorporation of the By-Laws, vote

together as a single class with each such share entitled to one vote.

(4) All one hundred (100) shares of Common Stock shall be issued to the owners of the Wolf Creek Generating Station proportionately in accordance with their respective ownership interests in Wolf Creek Generating Station Unit No. 1 under the Wolf Creek Station Ownership Agreement dated December 28, 1981, as amended prior to the date of such issuance.

(5) No shareholder shall have the right or power to pledge, hypothecate, sell or otherwise dispose of any shares of stock in this Corporation (except as additional security under the provisions of any mortgage indenture with respect to its ownership interest in Wolf Creek Generating Station Unit No. 1) unless and to the same extent its respective ownership share in the Wolf Creek Generating Station Unit No. 1 should change. In such event, the holder will surrender or cause to be surrendered its certificate representing shares of Common Stock to the Corporation for reissuance in accordance with Section (4) of this Article and the Corporation's By-Laws. Unless and until its respective ownership interest in the Wolf Creek Generating Station Unit No. 1 should change (in which case such holder will surrender or cause to be surrendered its certificate representing shares of Common Stock to the Corporation for reissuance in accordance with Section (4) of this Article and the Corporation's By-Laws), each of the following entities shall own and hold all of the following classes of shares of Common Stock of the Corporation:

Kansas Gas and Electric Company	- Class A Shares
Kansas City Power & Light Company	- Class B Shares
Kansas Electric Power Cooperative, Inc.	- Class C Shares

ARTICLE FIFTH

(1) The name and mailing address of each person who is to serve as a Director until the first annual meeting of stockholders or until his successor is elected and shall qualify is:

Class A Directors

Kent R. Brown	P. O. Box 208, Wichita, Kansas	67201
Wilson K. Cadman	P. O. Box 208, Wichita, Kansas	67201
James T. Clark	P. O. Box 208, Wichita, Kansas	67201
James S. Baines, Jr.	P. O. Box 208, Wichita, Kansas	67201
Glenn L. Koester	P. O. Box 208, Wichita, Kansas	67201

Class B Directors

Bernard J. Beaudoin	P. O. Box 679, Kansas City, Missouri	64141
Arthur J. Doyle	P. O. Box 679, Kansas City, Missouri	64141
J. Michael Evans	P. O. Box 679, Kansas City, Missouri	64141
A. Drue Jennings	P. O. Box 679, Kansas City, Missouri	64141
Charles J. Ross	P. O. Box 679, Kansas City, Missouri	64141

Class C Directors

Charles L. Ross	P. O. Box 4877, Topeka, Kansas	66604
Charles W. Terrill	P. O. Box 4877, Topeka, Kansas	66604

Thirteenth Director

Bart D. Withers	P. O. Box 411, Burlington, Kansas	66839
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(2) Thereafter, the number of Directors to constitute the Board of Directors shall be fixed by, or in the manner provided in, Article Fourth of this Certificate of Incorporation.

(3) At all meetings of the Board of Directors, a majority of the full number of Directors prescribed by Article Fourth of this Certificate of Incorporation shall be required to constitute a quorum for the transaction of business, even though there may be one or more vacancies on the Board of Directors. All actions taken by the Board of Directors shall require a majority vote of the Directors present at any meeting of the Board of Directors at which there is a quorum, provided that such majority must include the votes of Directors who have been elected by the holders of two (2) or more different classes of Common Stock voting as separate classes.

ARTICLE SIXTH

The Corporation is to have perpetual existence.

ARTICLE SEVENTH

Subject to the provisions of the laws of the State of Delaware, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the Directors and the stockholders:

- (a) The books of the Corporation may be kept outside the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

- (b) The business and affairs of the Corporation shall be managed by its Board of Directors.
- (c) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation; provided, that no such amendment, alteration, change, addition to or repeal of any provision hereof shall be made without the unanimous approval of the holders of all shares of all classes of Common Stock of the Corporation.
- (d) In implementation of the Laws of 1986 of the State of Delaware and of the amendments of Sections 102 and 145 of the General Corporation Law of the State of Delaware effected by said Laws of 1986,

(1) Directors of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, provided that this provision shall not eliminate or limit the liability of a Director (i) for any breach of a Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, (iv) for any transaction from which the Director derived an improper personal benefit, or (v) for any act or omission occurring prior to April 14, 1986.

(2) Directors, officers and employees of the Corporation shall receive indemnification and advancement of expenses to the fullest extent authorized by Section 145 of Title 8 of the Delaware code as so amended.

IN WITNESS WHEREOF, we have signed this Certificate this 31st day of October, 1986.



Bart D. Withers, President

[SEAL]

ATTEST:



A. Drue Jennings, Secretary



State
of
DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Incorporation of the "Wolf Creek Nuclear
Operating Corporation", was received and filed in this office the fourteenth day
of April A.D. 1986, at 9:30 o'clock A.M.

And I do hereby further certify that the said "Wolf Creek Nuclear Operating
Corporation", filed a Restated Certificate of Incorporation, on the twelfth day of
December, A.D. 1986, at 12 o'clock Noon.

And I do hereby further certify that the aforesaid Certificates are the only
Certificates on record of the aforesaid Corporation.

And I do hereby further certify that the aforesaid Corporation is duly
incorporated under the laws of the State of Delaware and is in good standing and
has a legal corporate existence not having been cancelled or dissolved so far as
the records of this office show and is duly authorized to transact business.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twelfth day
of December in the year of our Lord
one thousand nine hundred and eighty-six.



Michael Harkins
Michael Harkins, Secretary of State

AMENDMENT TO
WOLF CREEK GENERATING STATION
OWNERSHIP AGREEMENT

THIS AMENDMENT TO WOLF CREEK GENERATING STATION OWNERSHIP AGREEMENT is made as of January 1, 1987, by and among KANSAS GAS AND ELECTRIC COMPANY ("KG&E"), a Kansas corporation having its principal office at Wichita, Kansas; KANSAS CITY POWER & LIGHT COMPANY ("KCPL"), a Missouri corporation having its principal office at Kansas City, Missouri; and KANSAS ELECTRIC POWER COOPERATIVE, INC. ("KEPCo"), a Kansas corporation having its principal office at Topeka, Kansas.

WHEREAS, KG&E, KCPL and KEPCo are parties to the WOLF CREEK GENERATING STATION OWNERSHIP AGREEMENT, dated December 28, 1981, recorded with the Coffey County, Kansas Register of Deeds in Book W at page 465; and

WHEREAS, KG&E, KCPL and KEPCo have formed Wolf Creek Nuclear Operating Corporation, a Delaware corporation wholly owned by them, for the purpose of operating, maintaining, repairing, decontaminating and decommissioning Wolf Creek Generating Station; and

WHEREAS, KG&E, KCPL and KEPCo desire to amend the WOLF CREEK GENERATING STATION OWNERSHIP AGREEMENT in order to designate Wolf Creek Nuclear Operating Corporation as Operating Agent of Wolf Creek Generating Station in substitution for KG&E;

NOW, THEREFORE, THE PARTIES HERETO AGREE AS FOLLOWS:

- (1) Effective as of January 1, 1987, Section 3.7 of the WOLF CREEK GENERATING STATION OWNERSHIP AGREEMENT, dated December 28, 1981, is hereby amended by substituting "Wolf Creek Nuclear Operating Corporation" for "KG&E" at all references to KG&E as Operating Agent.
- (2) In all other respects, said WOLF CREEK GENERATING STATION OWNERSHIP AGREEMENT shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed by their duly authorized officers the day and year first above written.

ATTEST:

Richard A. Lewis
Secretary

ATTEST:

M. J.
Secretary

ATTEST:

R. D. Speere
Secretary

KANSAS GAS AND ELECTRIC COMPANY

By Wilson L. Cadman

WILSON L. CADMAN

KANSAS CITY POWER & LIGHT COMPANY

By Arthur J. Dwyer

ARTHUR J. DWYER

KANSAS ELECTRIC POWER COOPERATIVE,
INC.

By Alvin L. Zwick

ALVIN L. ZWICK

STATE OF Kansas)
) ss
COUNTY OF Sequoyia)

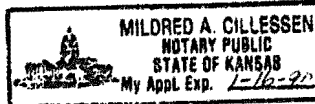
On this 3rd day of November, 1986, before me, a Notary Public in and for said County in the State aforesaid, personally appeared WILSON K. CADMAN, to me personally known, who, being by me duly sworn, did say that he is the Chairman of the Board and President of KANSAS GAS AND ELECTRIC COMPANY, a Kansas corporation, one of the corporations described in and which executed the foregoing instrument, that the seal affixed to the foregoing instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors; and said WILSON K. CADMAN acknowledged said instrument and the execution thereof to be the free and voluntary act and deed of said corporation by it voluntarily executed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid the day and year first above written.

Mildred A. Cillessen
Notary Public

My commission expires:

January 16, 1990



STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

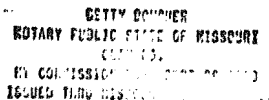
On this 19th day of December, 1986, before me, a Notary Public in and for said County and State aforesaid, personally appeared ARTHUR J. DOYLE, to me personally known, who, being by me duly sworn, did say that he is the Chairman of the Board and President of KANSAS CITY POWER & LIGHT COMPANY, a Missouri corporation, one of the corporations described in and which executed the foregoing instrument, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors; and said ARTHUR J. DOYLE acknowledged said instrument and the execution thereof to be the free and voluntary act and deed of said corporation by it voluntarily executed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid the day and year first above written.

Betty Bommer
Notary Public

My commission expires:

September 28, 1988



STATE OF Kansas)
) ss
COUNTY OF Dickinson)

On this 26th day of December, 1986, before me, a Notary Public in and for said County in the State aforesaid, personally appeared ALVIN L. ZWICK to me personally known, who, being by me duly sworn, did say that he is the President of KANSAS ELECTRIC POWER COOPERATIVE, INC., a Kansas corporation, one of the corporations described in and which executed the foregoing instrument, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors; and said ALVIN L. ZWICK acknowledged said instrument and the execution thereof to be the free and voluntary act and deed of said corporation by it voluntarily executed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid the day and year first above written.

Linda Jean Lightner
Notary Public



State of Kansas, Coffey County, ss
This instrument was filed for record on
the 30th day of December, A. D., 1986
at 1:05 o'clock P. M. and duly recorded
in Book EE of Misc. at page 351-353

Ruth L. Stukey
REGISTER OF DEEDS

By s/ Linda M. Traylor Deputy
Fee \$7.00 (SEAL)

State of Kansas



JOHN CARLIN
MICHAEL LEMMEN
MARGALEE WRIGHT
KEITH R. MENLEY
JUDITH A. MCCONNELL
BRIAN J. MOLINE

Governor
Chairman
Commissioner
Commissioner
Executive Secretary
General Counsel

State Corporation Commission

Fourth Floor, State Office Bldg
Ph: 913 296-3355
TOPEKA, KANSAS 66612-1571

December 12, 1986

Dear Sir or Madam:

We are enclosing a copy of the CERTIFICATE in Docket No.
151,768-U as entered by the Commission on December 12, 1986.

Yours very truly,

STATE CORPORATION COMMISSION

Judith A. McConnell

Judith McConnell
Executive Secretary

bh

Enclosure

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

In the Matter of the Application of Wolf Creek)
Nuclear Operating Corporation for a Certificate) Docket No.
to Operate the Wolf Creek Generating Station) 151,768-U
located near Burlington, Kansas.)

CERTIFICATE

NOW, comes regularly before the Commission the above-captioned application by Wolf Creek Nuclear Operating Corporation (hereinafter "WCNOC" or the "Operating Corporation") for a Certificate of Public Convenience and Authority, pursuant to K.S.A. 66-131, to operate, maintain, repair, decommission and decontaminate the Wolf Creek Generating Station (hereinafter "Wolf Creek"). After giving due consideration to the application and being duly advised in the premises, the Commission finds and concludes as follows:

1. The Application in the instant docket was filed on July 29, 1986. The following documents were annexed to the Application as exhibits:

- Exhibit A-1 WCNOC Certificate of Incorporation in the State of Delaware, filed April 14, 1986.
- Exhibit A-2 WCNOC Bylaws
- Exhibit A-3 WCNOC Qualification to do business in Kansas, authorized April 17, 1986.
- Exhibit A-4 Operating Agreement between WCNOC and KG&E, KCPL and KEPCo, as owners.
- Exhibit A-5 April 15, 1986 letter to Harold R. Denton, U.S. Nuclear Regulatory Commission from Glen L. Koester, KG&E, regarding Application to Amend Facility Operating License No. NPF-42.
- Exhibit A-6 Application to NRC to Amend Facility Operating License No. NPF-42.

2. On November 14, 1986, Applicant supplemented its Application by tendering as Exhibit A-7, the November 4, 1986 approval by the NRC of Amendment No. 4 to the Facility Operating License No. NPF-42 for Wolf Creek.

3. A public hearing was not held on the Application.

4. The Application seeks to certify WCNOG as a Kansas Public Utility, pursuant to K.S.A. 66-131, for the limited purpose of operating, maintaining, repairing, decommissioning and decontaminating Wolf Creek. As such, WCNOG would be a "public utility" as defined in K.S.A. 66-104, and the activities of WCNOG would be subject to the full jurisdictional supervision of the Commission.

5. Applicant does not now own any "public utility property" as defined in K.S.A. 66-104 and does not anticipate owning any "public utility property." Further, Applicant does not now engage in the sale or transmission of electricity and does not expect to do so. Applicant is requesting to be certified only to operate and maintain Wolf Creek and render the other services relating to Wolf Creek that are enumerated in the Operating Agreement (Application Exhibit A-4) for the account of, and as agent for, the Owners of Wolf Creek, at cost and without profit to WCNOG. Costs will be borne by the Owners of Wolf Creek in proportion to their ownership interests in the station.

6. Wolf Creek is presently operated by KG&E as agent for the other two owners, KCPL and KEPCo. The purpose for formation of WCNOG is to consolidate the resources and responsibility for operation of the plant into a single accountable organization in order to enhance the coordination of the Owners' policies and responsibilities.

7. The Commission agrees that the public interest would be served if operational responsibility for Wolf Creek were vested in a single, accountable entity. However, the Commission is aware of apprehensions that formation of WCNOG could eventually result in diminished Commission authority over Wolf Creek services and

associated rates. Since this certificate is limited in scope to only the operation of Wolf Creek without any ownership of the property or product generated thereby, the Commission retains full rate regulation authority. Any proposed change in this certificate authority will be subject to close scrutiny. In addition, the Commission believes the following requirements and restrictions are appropriate and desirable.

8. The Certificate of Incorporation, Bylaws and Operating Agreement may be amended only after giving thirty (30) days written notice to the Commission of the intent to so modify any one or more of the documents, said notice to include a precise statement of and the reasons for the proposed amendment(s).

9. Any contracts, agreements and amendments to agreements concerning Wolf Creek, including the Operating Agreement, between WCNOG and the Owners of Wolf Creek, or any one or more of the Owners, shall be filed with the Commission pursuant to K.S.A. 66-101c.

10. Contract rights and obligations arising from the Operating Agreement may be assigned by the Owners or WCNOG only after giving the Commission thirty (30) days written notice of the intent to assign any contract right or obligation. Said written notice shall contain a precise statement of the contract right or obligation, the assignee's name and address, and a short statement of the reason for the assignment.

11. The stock of WCNOG shall be owned only by the Owners of Wolf Creek. Applicant shall not sell or transfer, in any manner, stock ownership in WCNOG to any party not an owner of Wolf Creek.

12. WCNOG shall not provide services to any person or firm other than the Owners except where the Owners direct WCNOG to act as their agent.

13. WCNOG must provide its services to the Owners at its cost and without profit.

14. Applicant notified staff that Amended, or Restated, Articles of Incorporation have been prepared, which amendments make the following changes in the Articles of Incorporation attached to the Application as Exhibit A-1:

- a. Omission of references to Mars, Liberman and Davidson as incorporators;
- b. Specification of Bart Withers as the thirteenth Director of the corporation;
- c. Incorporation of July, 1965, changes in the Delaware corporation code regarding minimizing personal liability of directors of the corporation.

Applicant requested that the Commission approve the Amended, or Restated, Articles of Incorporation as part of these proceedings, eliminating the need for Applicant to give thirty (30) days written notice, as required by paragraph 5 hereinabove. Accordingly, the matter was placed upon the Commission's Administrative Meeting agenda for discussion on December 12, 1986, and approved with the requirement that Applicant shall file with the Commission a copy of the Amended, or Restated, Articles of Incorporation as soon as same have been filed in the State of Delaware and registered in the State of Kansas.

15. Public convenience will be promoted by permitting Applicant to transact the business of an electric public utility in accordance with the limited purposes as delineated in the Application and the terms of this Order. The Application should be granted and a limited Certificate issued pursuant to the provisions of K.S.A. 66-131.

IT IS, THEREFORE, BY THE COMMISSION CONSIDERED AND ORDERED:

That the Application in the instant docket be, and it hereby is, granted and WCNOB be, and it hereby is, permitted to transact the business of an electric public utility in accordance with the terms and conditions described hereinabove.

The Commission retains jurisdiction of the subject matter and parties for the purpose of entering such further order or orders as it may deem appropriate.

BY THE COMMISSION IT IS SO CERTIFIED.

Dated December 12, 1986

Lennen, Chmn.; Wright, Comm.; Henley, Comm.



Judith McConnell
Executive Secretary

RWH:sls

MAILED DEC 12 1986