

GREAT PLAINS ENERGY INCORPORATED

AUDIT COMMITTEE

Revised February 1, 2005

I. Purpose

There shall be an Audit Committee whose members shall be appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities.

The Audit Committee's primary purposes are to:

- Monitor the integrity of the Company's financial statements including the reporting process and systems of internal controls regarding finance, accounting, legal and regulatory compliance.
- Review the independence, qualifications and performance of the Company's independent auditors and internal auditing department.
- Provide an avenue of communication among the independent auditors, management, internal auditing department and the Board.
- Review and approve the report required by the Securities and Exchange Commission for the Company's proxy statement.

The Audit Committee has the authority to conduct any investigation appropriate in fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

II. Organization

The Audit Committee shall comply with all rules and requirements of the New York Stock Exchange (NYSE) and the Securities and Exchange Commission (SEC). The Audit Committee shall be composed of three or more directors, each of whom shall meet the independence and experience requirements of the NYSE and the SEC. At least one member of the Audit Committee shall be a financial expert as defined in the SEC rules. The Audit Committee shall be appointed by the Board on recommendation of the Governance Committee. Directors' fees are the only compensation an Audit Committee member may receive from the Company.

The Audit Committee shall meet at least four times annually, or more frequently as the Audit Committee may determine is appropriate. The Audit Committee should meet separately at least quarterly with management, the manager of internal auditing, the independent auditors and as an Audit Committee to discuss any matters that the Audit Committee or each of these groups believes should be discussed. The Audit Committee may delegate duties and responsibilities to a subcommittee of its members.

III. Duties and Responsibilities

Review Procedures

1. Review and reassess the adequacy of this Charter at least annually. Submit any proposed changes to the Board for approval and have the document published in accordance with the NYSE and SEC rules and regulations.
2. Review major proposed changes to the Company's auditing and accounting principles and practices as recommended by the independent auditors, internal auditors or management and as promulgated by the Financial Accounting Standards Board, the SEC or other regulatory bodies.
3. Consider and review with the independent auditors and management the adequacy of the Company's disclosure controls and procedures and internal controls.
4. Meet to review and discuss with management and the independent auditors the Company's annual and quarterly financial statements prior to filing or distribution, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations". Discuss any items required to be communicated by the independent auditors in accordance with SAS 61.
5. Review significant findings prepared by the independent auditors and the internal auditing department together with management's responses.
6. Review and discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as accruals, reserves, estimates and off-balance sheet structures on the financial statements.
7. Review and discuss with management and the independent auditors the accounting policies that may be viewed as critical and any significant changes in the accounting policies of the Company.
8. Review and discuss with management earnings press releases as well as earnings guidance prior to their release.

Independent Auditors

9. Have direct responsibility for the appointment, compensation, retention, termination, terms of engagement, evaluation and oversight of the work of the Company's independent auditors, which report directly to the Audit Committee.
10. Pre-approve all audit and non-audit services provided by the Company's independent auditors, and approve all fees to be paid to the independent auditors.

11. Review and discuss at least annually with the independent auditors a written report setting forth (i) all relationships they have with the Company that could impair the independent auditors independence; (ii) the firm's internal quality-control procedures; (iii) any material issues raised by the most recent internal quality-control review or peer review of the firm or any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issue.
12. Review the independent auditors' audit plan -- discuss scope, staffing, locations, reliance upon management and internal audit and general audit approach. Assure the rotation of the lead partner and concurring partner auditors as required by applicable Securities and Exchange Commission laws and regulations.
13. Discuss the results of the audit with the independent auditors prior to releasing the year-end earnings. Discuss certain matters required to be communicated to the Audit Committee in accordance with SAS 61.
14. Review with the independent auditors any audit problems or difficulties and management's response. Resolve disagreements between the independent auditors and management regarding financial reporting.
15. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

Internal Audit Department and Legal Compliance

16. Review and approve annually the internal audit department's audit plan.
17. Review the appointment, performance and replacement of the manager of internal audit.
18. Review significant internal audit findings and recommendations.
19. Review with the Company's counsel, on at least a quarterly basis, any legal matters that could have a significant impact on the organization's financial statements.

Other Audit Committee Responsibilities

20. Review with management tax reserves related to open tax years.
21. Annually prepare a report to shareholders as required by the SEC to be included in the Company's annual proxy statement.
22. Review and discuss policies with respect to risk assessment and risk management.

23. Review periodically the Company's Code of Business Conduct and Ethics and ensure that management has established an appropriate system to enforce this Code.
24. Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting control or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters.
25. Annually perform a self-assessment of the Audit Committee's performance.
26. Review financial and accounting personnel succession planning within the Company.
27. Review periodically policies and procedures, as well as audit results, associated with directors' and officers' expense accounts and perquisites.
28. Review annually a summary of directors' and officers' related party transactions and potential conflicts of interest.
29. Assess periodically, in executive session, management's effectiveness and the performance of the internal audit department.
30. Approve all hiring of any current or former employees of the independent auditors.
31. Review potential actions and other transactions to assess potential conflict of interest of management or others involved in such action or transactions.
32. Maintain minutes of meetings and report to the Board on significant results of the foregoing activities.
33. Report all significant actions and findings to the Board.
34. Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Audit Committee or the Board deems necessary or appropriate.