

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of Great Plains)
Energy Incorporated for Approval of its) Case No. EM-2017-0226
Acquisition of Westar Energy, Inc.)

NOTICE OF GREAT PLAINS ENERGY INCORPORATED

Great Plains Energy Incorporated (“GPE”) hereby gives notice that a Petition for Reconsideration was filed earlier today at the Kansas Corporation Commission by GPE, Kansas City Power & Light Company, and Westar Energy, Inc. A copy of that Petition for Reconsideration is attached as Exhibit A.

GPE and Westar Energy, Inc. also issued a news release earlier today regarding the filing of this Petition for Reconsideration which is attached as Exhibit B.

WHEREFORE, Great Plains Energy Incorporated requests that the Commission accept this Notice.

/s/ Karl Zobrist

Karl Zobrist MBN 28325
Dentons US LLP
4520 Main Street, Suite 1100
Kansas City, MO 64111
(816) 460-2400 (Phone)
(816) 531-7545 (Fax)
karl.zobrist@dentons.com

Robert J. Hack MBN 36496
Roger W. Steiner MBN 39586
Kansas City Power & Light Company
1200 Main Street, 16th Floor
Kansas City, MO 64105
(816) 556-2785 (Phone)
(816) 556-2787 (Fax)
rob.hack@kcpl.com
roger.steiner@kcpl.com

James M. Fischer MBN 27543
Fischer & Dority, P.C.
101 Madison Street, Suite 400
Jefferson City, MO 65101
(573) 636-6758 (Phone)
(573) 636-0383 (Fax)
jfisherpc@aol.com

Attorneys for Great Plains Energy Incorporated

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been emailed or mailed, postage prepaid, this 4th day of May 2017, to all counsel of record.

/s/ Karl Zobrist
Attorney for Great Plains Energy Incorporated

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

In the Matter of the Joint Application of)	
Great Plains Energy Incorporated, Kansas)	
City Power & Light Company and Westar)	Docket No. 16-KCPE-593-ACQ
Energy, Inc. for approval of the Acquisition)	
of Westar Energy, Inc. by Great Plains)	
Energy Incorporated.)	

**JOINT APPLICANTS’
PETITION FOR RECONSIDERATION**

COME NOW Great Plains Energy Incorporated (“GPE”), Kansas City Power & Light Company (“KCP&L”) and Westar Energy, Inc. (collectively “Joint Applicants”) and, pursuant to K.S.A. 66-118b, K.S.A. 2014 Supp. 77-529, and K.A.R. 82-1-235, respectfully petition for reconsideration of the April 19, 2017 Order (“Order”) issued by the State Corporation Commission of the State of Kansas (“Commission” or “KCC”) in the above captioned matter. In support of this Petition for Reconsideration (“Petition”), Joint Applicants state as follows:

I. INTRODUCTION

1. On June 28, 2016, Joint Applicants filed the Joint Application seeking Commission approval for GPE’s acquisition of Westar (“Transaction”). An evidentiary hearing on the Joint Application was held on January 30 – February 7, 2017.

2. On April 19, 2017, the Commission issued its Order in this docket denying the Joint Application, finding that the proposed Transaction is not in the public interest. (Order, p. 43)

3. Joint Applicants hereby petition the Commission for general reconsideration of its Order and to set the matter for further proceedings so that Joint Applicants may continue efforts to possibly (a) revise the Transaction to address the Commission’s concerns related to purchase price, capital structure and other issues and (b) provide additional information for discovery by Commission Staff and other parties to address concerns raised by the Commission in the Order.

EXHIBIT A

II. THE COMMISSION SHOULD GRANT RECONSIDERATION TO ALLOW FOR FURTHER PROCEEDINGS IN THIS VERY IMPORTANT MATTER

4. K.S.A. 77-529(b) provides that the Commission may deny the petition for reconsideration, grant the petition and dissolve or modify the Order, *or grant the petition and set the matter for further proceedings*. Joint Applicants request that the Commission grant reconsideration and set the matter for further proceedings to allow Joint Applicants to engage in further discussions among themselves to determine whether they can agree upon a revised Transaction proposal and present such additional information that addresses the clear concerns expressed by the Commission in its Order and would thus permit a Commission determination that the revised Transaction promotes the public interest.

5. Joint Applicants appreciate the Commission's observation that "it is not opposed to mergers" and the statement in its Order that the Commission agrees with an intervenor comment that "in many ways a merger between GPE and Westar makes sense, but for one insurmountable obstacle – the purchase price is simply too high." (Order, p. 3) Joint Applicants also appreciate the Commission's concern about GPE's Transaction debt level. (Order, p. 15) In working to develop a revised Transaction proposal, Joint Applicants fully understand that in order to permit a Commission determination that the revised Transaction proposal promotes the public interest, (a) the purchase price must be lower than originally proposed, (b) the GPE capital structure must contain a lower proportion of debt than originally proposed and (c) quantifiable customer benefits (such as Transaction savings, which are discussed below) must be demonstrated. Joint Applicants also recognize that the Commission expressed other significant concerns in the Order (such as a commitment to staffing levels at Westar's headquarters building in Topeka, for example) and, assuming Joint Applicants are able to develop a revised Transaction proposal that solves the purchase price, GPE capital structure and quantifiable customer benefits concerns, Joint

Applicants will also present additional information to address each significant concern noted in the Commission's Order in a revised Transaction proposal.

6. Joint Applicants respect the Commission's finding that by relying on pre-bid savings estimates and not providing more detailed integration and savings plans in the record, Joint Applicants hindered the ability of the Commission and the parties adequately to review and evaluate Transaction savings. (Order, p. 31) Joint Applicants completed integration planning in April 2017. Detailed integration plans and savings estimates have been fully developed and are now available for review and evaluation by the parties and presentation to the Commission

III. PROCEDURE

7. Joint Applicants request that the Commission leave the docket open to allow them additional time to work together to determine whether it is possible to develop a revised Transaction proposal that would permit a Commission determination that it promotes the public interest. If so, upon announcement of a revised Transaction, Joint Applicants will engage with all other parties to ascertain whether agreement may be reached on issues disputed during the evidentiary hearing held earlier this year and whether an agreed upon procedural schedule can be obtained and presented to the Commission. Joint Applicants will endeavor to file a revised Transaction proposal along with a supplemental application by May 31, 2017 or, if more time is necessary to fully engage all parties, ask the Commission for additional time.¹ Of course, if Joint

¹ Joint Applicants understand that the parties and the Commission would need time to evaluate any such revised Transaction proposal, conduct discovery, file testimony and hold evidentiary hearings. Joint Applicants will work with the parties and the Commission to develop a procedural schedule to be proposed in the filing to be made no later than May 31, 2017.

Applicants determine that a revised Transaction proposal is not feasible, Joint Applicants will advise the Commission and the parties of that determination.

IV. CONCLUSION

8. Joint Applicants understand that this request is unusual, but it is not unprecedented. The Commission has previously granted similar requests on a number of other occasions.² Granting this request would provide Joint Applicants time to determine whether it is possible to develop a revised Transaction proposal that would squarely address the stated concerns of the Commission in its Order, and allow the Commission to find that such revised Transaction promotes the public interest. Given the effort already devoted to this proceeding by the Commission and parties to the docket, the Commission's expressed opinion that "in many ways a merger between GPE and Westar makes sense..." and the magnitude of potential benefits that a revised Transaction proposal could deliver for customers and the state of Kansas, Joint Applicants believe that holding this docket open for four additional weeks to determine if a revised Transaction proposal is feasible would serve the public interest. In granting reconsideration for this purpose, the Commission would exercise its discretion to employ regulatory flexibility in processing a complicated matter that is of utmost importance to Kansas and its citizens.

V. PRAYER FOR RELIEF

9. For the foregoing reasons Joint Applicants respectfully request that the Commission grant reconsideration of its Order and set the matter for further proceedings so that

² See Docket No. 14-ATMG-230-TAR, *In the Matter of the Application of Atmos Energy to Amend its Purchase Gas Adjustment (PGA) Schedule to Add a Demand Charge Savings and Pipeline Bypass Savings Component to the PGA*, Order Granting Reconsideration, issued November 25, 2014; Docket No. 99-KGSG-477-GIG, *In the Matter of Kansas Gas Service Company, a Division of ONEOK Inc. Filing its Proposed Plan for the Distribution of Kansas Ad Valorem Tax Refunds as Required in Docket No. 98-GIMG-592-GIG* Order Dated October 5, 1998, Order Granting Reconsideration and Establishing Hearing Procedures, issued February 20, 2001. See also Consolidated Dockets No. 04-LCLT-835-SHO, 05-LCLT-053-KSF and 05-LCLT-261-COC, Order Granting Reconsideration and Setting the Matter for Further Proceedings, issued March 27, 2006; and Docket No. 07-KTPM-1169-SHO, Order Granting Reconsideration and Order Soliciting Revised Stipulated Settlement Agreement, issued September 13, 2007.

Joint Applicants may work together to determine whether it is feasible to develop a revised Transaction proposal following the timeline set forth in paragraph 7 hereof.

Respectfully submitted,

/s/ Robert J. Hack

Robert J. Hack (KS #12826)
Telephone: (816) 556-2791
Roger W. Steiner (KS #26159)
Telephone: (816) 556-2314
Kansas City Power & Light Company
One Kansas City Place
1200 Main Street – 19th Floor
Kansas City, Missouri 64105
Facsimile: (816) 556-2787
E-mail: rob.hack@kcpl.com
E-mail: roger.steiner@kcpl.com

/s/ Glenda Cafer

Glenda Cafer (#13342)
Telephone: (785) 271-9991
Terri Pemberton (#23297)
Telephone: (785) 232-2123
CAFER PEMBERTON LLC
3321 SW 6th Avenue
Topeka, Kansas 66606
Facsimile: (785) 233-3040
E-mail: glenda@caferlaw.com
E-mail: terri@caferlaw.com

**ATTORNEYS FOR GREAT PLAINS
ENERGY INCORPORATED AND
KANSAS CITY POWER & LIGHT
COMPANY**

/s/ Cathryn J. Dinges

Cathryn J. Dinges, (#20848)
Senior Corporate Counsel
Westar Energy, Inc.
818 South Kansas Avenue
Topeka, Kansas 66612
Facsimile: (785) 575-8136
E-mail: cathy.dinges@westarenergy.com

/s/ Martin J. Bregman

Martin J. Bregman (#12618)
BREGMAN LAW OFFICE, L.L.C.
311 Parker Circle
Lawrence, Kansas 66049
Phone: (785) 760-0319
Email: mjb@mjbregmanlaw.com

**ATTORNEYS FOR WESTAR ENERGY,
INC.**

CERTIFICATE OF SERVICE

I do hereby certify that on the 4th day of May, 2017, I electronically filed via the Kansas Corporation Commission's Electronic Filing System, a true and correct copy of the above and foregoing with a copy emailed to all parties of record.

/s/ Robert J. Hack

Robert J. Hack



**GREAT PLAINS ENERGY AND WESTAR ENERGY FILE PETITION FOR
RECONSIDERATION WITH
KANSAS CORPORATION COMMISSION**

KANSAS CITY, Mo. and TOPEKA, Kan. – May 4, 2017 – Great Plains Energy Incorporated (NYSE: GXP) and Westar Energy, Inc. (NYSE: WR) today announced that they have filed a Petition for Reconsideration with the Kansas Corporation Commission (“Commission” or “KCC”) regarding its April 19, 2017, Order denying approval of Great Plains Energy’s acquisition of Westar. The petition requests additional time until May 31, 2017, to allow further discussions between Great Plains Energy and Westar to determine if a mutually agreeable revised transaction might be negotiated that resolves the concerns identified by the Commission, while preserving meaningful benefits for customers and shareholders. If the companies are able to reach and announce an agreement, they will immediately engage with the other parties to the proceeding in order to address their concerns and set a new procedural schedule that allows all parties and the Commission adequate time to review the matter.

“We continue to firmly believe that combining Great Plains Energy and Westar creates significant value for customers, employees and communities in Kansas and Missouri as well as for our shareholders. Since announcing this transaction, we have completed integration planning, and this work has only reinforced our belief in the value of this combination,” said Terry Bassham, chairman and chief executive officer of Great Plains Energy. “By joining our companies, we together can establish a leading Midwest energy company that creates benefits for all stakeholders that neither company could achieve on its own.”

“A combination of these two companies and the efficiencies it would create helps address the headwinds of rising costs for our customers,” said Mark Ruelle, president and chief executive officer of Westar. “We are hopeful we can reach a revised agreement that paves the way for the completion of our transaction and the realization of its many customer benefits.”

Bassham said, “We have heard the Commission regarding the structure of the transaction, including its concerns related to purchase price, capital structure, quantifiable and demonstrable customer benefits, and staffing levels in Westar’s service territory. Given the unique benefits resulting from our combination, we believe it is appropriate to explore whether there is room to work with Westar and directly address these areas, while maintaining the shareholder value creation opportunity inherent in this merger. In any case, we would only pursue a revised agreement if we determined that it delivered more value than Great Plains was able to achieve on a stand-alone basis.”

About Great Plains Energy

Headquartered in Kansas City, Mo., Great Plains Energy Incorporated (NYSE: GXP) is the holding company of Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company, two of the leading regulated providers of electricity in the Midwest. Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company use KCP&L as a brand

EXHIBIT B

name. More information about the companies is available on the Internet at: www.greatplainsenergy.com or www.kcpl.com.

About Westar Energy

Westar Energy, Inc. (NYSE: WR) is Kansas' largest electric utility. For more than a century, we have provided Kansans the safe, reliable electricity needed to power their businesses and homes. Every day our team of professionals takes on projects to generate and deliver electricity, protect the environment and provide excellent service to our nearly 700,000 customers. Westar has 7,800 MW of electric generation capacity fueled by coal, uranium, natural gas, wind and landfill gas. We are also a leader in electric transmission in Kansas. Our innovative customer service programs include mobile-enabled customer care, smart meter deployment and paving the way for electric vehicle adoption. Our employees live, volunteer and work in the communities we serve.

For more information about Westar Energy, visit us on the Internet at <http://www.WestarEnergy.com>. Westar Energy is on Facebook: www.Facebook.com/westarenergy and Twitter: www.Twitter.com/WestarEnergy.

Forward-Looking Statements

WESTAR:

Certain matters discussed in this news release regarding Westar are “forward-looking statements.” The Private Securities Litigation Reform Act of 1995 has established that these statements qualify for safe harbors from liability. Forward-looking statements may include words like “believe,” “anticipate,” “target,” “expect,” “pro forma,” “estimate,” “intend,” “guidance” or words of similar meaning. Forward-looking statements describe future plans, objectives, expectations or goals. Although Westar believes that its expectations are based on reasonable assumptions, all forward-looking statements involve risk and uncertainty. The factors that could cause actual results to differ materially from these forward-looking statements include those discussed herein as well as (1) those discussed in Westar’s Annual Report on Form 10-K for the year ended Dec. 31, 2016 (a) under the heading, “Forward-Looking Statements,” (b) in ITEM 1. Business, (c) in ITEM 1A. Risk Factors, (d) in ITEM 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations, and (e) in ITEM 8. Financial Statements and Supplementary Data: Notes 3, 14 and 16 and (2) other factors discussed in Westar’s filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date such statement was made, and Westar does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement was made.

GXP:

Statements made in this report that are not based on historical facts are forward-looking, may involve risks and uncertainties, and are intended to be as of the date when made. Forward-looking statements include, but are not limited to, statements relating to Great Plains Energy's proposed acquisition of Westar Energy, Inc. (Westar), the outcome of regulatory proceedings, cost estimates of capital projects and other matters affecting future operations. In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Great Plains Energy and KCP&L are providing a number of important factors that could cause actual results to differ materially from the provided forward-looking information. These important factors include: future economic conditions in regional, national and international markets and their effects on sales, prices and costs; prices and availability of electricity in regional and national wholesale markets; market perception of the energy industry, Great Plains Energy and KCP&L; changes in business strategy, operations or development plans; the outcome of contract negotiations for goods and services;

effects of current or proposed state and federal legislative and regulatory actions or developments, including, but not limited to, deregulation, re-regulation and restructuring of the electric utility industry; decisions of regulators regarding rates the Companies can charge for electricity; adverse changes in applicable laws, regulations, rules, principles or practices governing tax, accounting and environmental matters including, but not limited to, air and water quality; financial market conditions and performance including, but not limited to, changes in interest rates and credit spreads and in availability and cost of capital and the effects on derivatives and hedges, nuclear decommissioning trust and pension plan assets and costs; impairments of long-lived assets or goodwill; credit ratings; inflation rates; effectiveness of risk management policies and procedures and the ability of counterparties to satisfy their contractual commitments; impact of terrorist acts, including, but not limited to, cyber terrorism; ability to carry out marketing and sales plans; weather conditions including, but not limited to, weather-related damage and their effects on sales, prices and costs; cost, availability, quality and deliverability of fuel; the inherent uncertainties in estimating the effects of weather, economic conditions and other factors on customer consumption and financial results; ability to achieve generation goals and the occurrence and duration of planned and unplanned generation outages; delays in the anticipated in-service dates and cost increases of generation, transmission, distribution or other projects; Great Plains Energy's ability to successfully manage its transmission joint ventures or to integrate or restructure the transmission joint ventures of Westar; the inherent risks associated with the ownership and operation of a nuclear facility including, but not limited to, environmental, health, safety, regulatory and financial risks; workforce risks, including, but not limited to, increased costs of retirement, health care and other benefits; the ability of Great Plains Energy to obtain the regulatory approvals necessary to complete the anticipated acquisition of Westar and the terms of those approvals; the risk that a condition to the closing of the anticipated acquisition of Westar may not be satisfied or that the anticipated acquisition may fail to close; the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the anticipated acquisition of Westar; the costs incurred to consummate or terminate the anticipated acquisition of Westar; the possibility that the expected value creation from the anticipated acquisition of Westar will not be realized, or will not be realized within the expected time period; the credit ratings of Great Plains Energy following the anticipated acquisition of Westar; disruption from the anticipated acquisition of Westar making it more difficult to maintain relationships with customers, employees, regulators or suppliers and the diversion of management time and attention on the proposed transactions; and other risks and uncertainties.

Contacts

Great Plains Energy

Investors:

Calvin Girard
Senior Manager, Investor Relations
(816) 654-1777
calvin.girard@kcpl.com

Media:

Katie McDonald
Senior Director, Corporate Communications
(816) 556-2365
katie.mcdonald@kcpl.com
Media line: 816-392-9455

Westar Energy

Investors:

Cody VandeVelde
Director, Investor Relations
(785) 575-8227
Cody.VandeVelde@westarenergy.com

Media:

Jana Dawson
Director, Corporate Communications
(785) 575-1975
Jana.Dawson@westarenergy.com
Media line: 888-613-0003