

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):  
May 4, 2017**

<u>Commission File Number</u>	<u>Exact Name of Registrant as Specified in its Charter, State of Incorporation, Address of Principal Executive Offices and Telephone Number</u>	<u>I.R.S. Employer Identification No.</u>
001-32206	<b>GREAT PLAINS ENERGY INCORPORATED</b> (A Missouri Corporation) 1200 Main Street Kansas City, Missouri 64105 (816) 556-2200  <b>NOT APPLICABLE</b> (Former name or former address, if changed since last report)	43-1916803
000-51873	<b>KANSAS CITY POWER &amp; LIGHT COMPANY</b> (A Missouri Corporation) 1200 Main Street Kansas City, Missouri 64105 (816) 556-2200  <b>NOT APPLICABLE</b> (Former name or former address, if changed since last report)	44-0308720

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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This combined Current Report on Form 8-K is being provided by Great Plains Energy Incorporated (Great Plains Energy) and Kansas City Power & Light Company (KCP&L). KCP&L is a wholly-owned subsidiary of Great Plains Energy and represents a significant portion of its assets, liabilities, revenues, expenses and operations. Thus, all information contained in this report relates to, and is filed or furnished by, Great Plains Energy. Information that is specifically identified in this report as relating solely to Great Plains Energy, such as its financial statements and all information relating to Great Plains Energy's other operations, businesses and subsidiaries, including KCP&L Greater Missouri Operations Company (GMO) does not relate to, and is not filed or furnished by, KCP&L. KCP&L makes no representation as to that information. Neither Great Plains Energy nor GMO has any obligation in respect of KCP&L's debt securities and holders of such securities should not consider Great Plains Energy's or GMO's financial resources or results of operations in making a decision with respect to KCP&L's debt securities. Similarly, KCP&L has no obligation in respect of securities of Great Plains Energy or GMO.

## **Item 2.02 Results of Operations and Financial Condition**

On May 4, 2017, Great Plains Energy issued a press release announcing its results for the first quarter ended March 31, 2017. A copy of the press release is attached as Exhibit 99.1.

The press release contains information regarding KCP&L. Accordingly, information in the press release relating to KCP&L is also being furnished on behalf of KCP&L.

The information under this Item 2.02 and in Exhibit 99.1 hereto is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to the liabilities of that section. The information under this Item 2.02 and Exhibit 99.1 hereto shall not be deemed incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless otherwise expressly indicated in such registration statement or other document.

## **Item 8.01 Other Events**

On May 4, 2017, Great Plains Energy and Westar Energy, Inc. ("Westar") jointly announced that Great Plains Energy, KCP&L and Westar jointly filed a Petition for Reconsideration with the Kansas Corporation Commission ("Commission") of the Commission's April 19, 2017 order denying approval of Great Plains Energy's acquisition of Westar. The petition seeks until May 31, 2017, to allow the companies additional time to evaluate the potential for revisions to their agreement that could address the Commission's concerns outlined in the order. A copy of the press release related to the petition is attached as Exhibit 99.2.

## **Item 9.01 Financial Statements and Exhibits**

### **(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Earnings press release issued by Great Plains Energy Incorporated on May 4, 2017.
99.2	Press release issued by Great Plains Energy Incorporated on May 4, 2017.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**GREAT PLAINS ENERGY INCORPORATED**

/s/ Lori A. Wright

Lori A. Wright

Vice President - Corporate Planning, Investor Relations and  
Treasurer

**KANSAS CITY POWER & LIGHT COMPANY**

/s/ Lori A. Wright

Lori A. Wright

Vice President - Corporate Planning, Investor Relations and  
Treasurer

Date: May 4, 2017

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## Exhibit Index

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NEWS RELEASE

**GREAT PLAINS ENERGY REPORTS FIRST QUARTER RESULTS**

*Conference Call and Webcast to Be Held Thursday, May 4, 2017 at 9:00 am ET*

**Kansas City, Mo. (May 4, 2017)** — Great Plains Energy (NYSE: GXP) today announced a first quarter 2017 loss of \$24.7 million or \$0.11 per share of average common stock outstanding, compared with first quarter 2016 earnings of \$26.0 million or \$0.17 per share.

Great Plains Energy's adjusted earnings (non-GAAP) and adjusted earnings per share (non-GAAP) exclude certain costs, expenses, gains, losses and the per share dilutive effect of equity issuances resulting from the anticipated acquisition of Westar. Adjusted earnings (non-GAAP) and adjusted earnings per share (non-GAAP) were \$19.9 million and \$0.13, respectively, in the first quarter of 2017 compared with \$26.0 million and \$0.17, respectively, in the first quarter of 2016. Adjusted earnings (non-GAAP) and adjusted earnings per share (non-GAAP) are reconciled to GAAP earnings in the financial tables included in this release.

"Our operating performance was in line with expectations, despite milder weather, which impacted results," said Terry Bassham, chairman and chief executive officer of Great Plains Energy. "We remain focused on disciplined execution and best-in-class service to help ensure we continue providing safe, reliable energy for our customers, while also delivering value for shareholders."

**Great Plains Energy First Quarter:**

**GREAT PLAINS ENERGY INCORPORATED**  
**Consolidated Earnings and Diluted Earnings Per Share**  
**Three Months Ended March 31**  
(Unaudited)

	<u>Earnings</u>		<u>Earnings per Great Plains Energy Share</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
	(millions)			
<b>GAAP Earnings</b>				
Electric Utility	\$ 16.1	\$29.0	\$ 0.07	\$ 0.19
Other	(25.7)	(2.6)	(0.11)	(0.02)
Net income	(9.6)	26.4	(0.04)	0.17
Preferred dividends	(15.1)	(0.4)	(0.07)	—
Earnings available for common shareholders	<u>\$(24.7)</u>	<u>\$26.0</u>	<u>\$ (0.11)</u>	<u>\$ 0.17</u>
<b>Reconciliation of GAAP to Non-GAAP</b>				
Earnings available for common shareholders	\$(24.7)	\$26.0	\$ (0.11)	\$ 0.17
Costs to achieve acquisition of Westar:				
Operating expenses, pre-tax (a)	39.4	—	0.25	—
Interest charges, pre-tax (b)	26.6	—	0.17	—
Mark-to-market impacts of interest rate swaps, pre-tax (c)	(12.1)	—	(0.08)	—
Interest income, pre-tax (d)	(4.6)	—	(0.03)	—
Income tax benefit (e)	(19.8)	—	(0.13)	—
Mandatory convertible preferred stock dividend (f)	15.1	—	0.10	—
Dilutive impact of October 2016 share issuance (g)	n/a	n/a	(0.04)	—
Adjusted Earnings (Non-GAAP)	<u>\$ 19.9</u>	<u>\$26.0</u>	<u>\$ 0.13</u>	<u>\$ 0.17</u>
			(millions)	
<b>Average Shares Outstanding</b>				
Shares used in calculating diluted earnings per share			215.3	155.0
Adjustment for October 2016 share issuance (g)			(60.5)	—
Shares used in calculating adjusted earnings per share (Non-GAAP)			<u>154.8</u>	<u>155.0</u>

- (a) Reflects legal, advisory and consulting fees, certain severance expenses and a fair value adjustment of the forward contract to issue 7.25% Mandatory Convertible Preferred Stock, Series A.
- (b) Reflects fees and interest incurred to finance the anticipated acquisition of Westar, including fees for a bridge term loan facility and interest on Great Plains Energy's \$4.3 billion senior notes issued in March 2017.
- (c) Reflects the mark-to-market gain on interest rate swaps entered into in connection with financing the anticipated acquisition of Westar.
- (d) Reflects interest income earned on the proceeds from Great Plains Energy's October 2016 equity offerings and March 2017 issuance of senior notes to fund the cash consideration for the anticipated acquisition of Westar.
- (e) Reflects an income tax effect calculated at a 38.9% statutory rate, with the exception of certain non-deductible legal and financing fees.
- (f) Reflects reductions to earnings available for common shareholders related to preferred stock dividend requirements for Great Plains Energy's 7.00% Series B Mandatory Convertible Preferred Stock issued in October 2016.
- (g) Reflects the average share impact of Great Plains Energy's issuance of 60.5 million shares of common stock in October 2016.

On a per-share basis, drivers for the decrease in first quarter 2017 adjusted earnings per share (non-GAAP) compared to the same period in 2016 included the following:

- An estimated \$0.01 from milder weather driven by a 7 percent decrease in heating degree days compared to the first quarter 2016;
- \$0.02 of higher depreciation and amortization; and
- \$0.03 of other items.

These drivers were partially offset by an estimated \$0.02 impact from an increase in weather-normalized retail demand.

Overall retail MWh sales were down 1.6 percent in the first quarter 2017, compared to the 2016 period with the decrease driven by weather. The unfavorable weather impact in the first quarter 2017, when compared to normal, was approximately \$0.07 per share.

On a weather-normalized basis, for the 12 months ended March 31, 2017, retail MWh sales decreased an estimated 0.9 percent, net of an estimated 0.8 percent impact from Missouri Energy Efficiency Investment Act, compared to the 2016 period.

### **Adjusted Earnings (Non-GAAP)**

In addition to earnings available for common shareholders, Great Plains Energy's management uses adjusted earnings (non-GAAP) and adjusted earnings per share (non-GAAP) to evaluate earnings and earnings per share without the impact of the anticipated acquisition of Westar. Adjusted earnings (non-GAAP) and adjusted earnings per share (non-GAAP) exclude certain costs, expenses, gains, losses and the per share dilutive effect of equity issuances resulting from the anticipated acquisition. This information is intended to enhance an investor's overall understanding of results. Adjusted earnings (non-GAAP) and adjusted earnings per share (non-GAAP) are used internally to measure performance against budget and in reports for management and the Board of Directors. Adjusted earnings (non-GAAP) and adjusted earnings per share (non-GAAP) are financial measures that are not calculated in accordance with GAAP and may not be comparable to other companies' presentations or more useful than the GAAP information.

**Great Plains Energy will post its 2017 First Quarter Form 10-Q, as well as supplemental financial information related to the first quarter on its website, [www.greatplainsenergy.com](http://www.greatplainsenergy.com).**

### **Earnings Webcast Information:**

Great Plains Energy has scheduled its earnings conference call for 9:00 a.m. ET, today, May 4, 2017, during which the Company will review its first quarter earnings, operating results and address the May 4, 2017, deadline for filing a Petition for Reconsideration of the Kansas Corporation Commission's April 19, 2017, Order denying approval for Great Plains Energy's acquisition of Westar Energy.

A live audio webcast of the conference call, presentation slides, supplemental financial information, and the earnings press release will be available on the investor relations page of Great Plains Energy's website at [www.greatplainsenergy.com](http://www.greatplainsenergy.com). The webcast will be accessible only in a "listen-only" mode.



The conference call may be accessible by dialing (888) 353-7071 (U.S./Canada) or (724) 498-4416 (international) five to ten minutes prior to the scheduled start time. The pass code is 4054800.

A replay and transcript of the call will be available later in the day by accessing the investor relations section of the Company's website. A telephonic replay of the conference call will also be available through May 12, 2017, by dialing (855) 859-2056 (U.S./Canada) or (404) 537-3406 (international). The pass code is 4054800.

**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 name. More information about the companies is available on the Internet at: [www.greatplainsenergy.com](http://www.greatplainsenergy.com) or [www.kcpl.com](http://www.kcpl.com).

**Forward-Looking Statements:**

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.

**Great Plains Energy Contacts:**

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NEWS RELEASE



**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 name. More information about the companies is available on the Internet at: [www.greatplainsenergy.com](http://www.greatplainsenergy.com) or [www.kcpl.com](http://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](http://www.Facebook.com/westarenergy) and Twitter: [www.Twitter.com/WestarEnergy](http://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.

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