

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 13)

Tender Offer Statement
(Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934)

Kansas City Power & Light Company
(Name of Subject Company)
Western Resources, Inc.
(Bidder)

Common Stock, Without Par Value
(Title of Class of Securities)
48513410
(CUSIP Number of Class of Securities)
John K. Rosenberg
Executive Vice President and General Counsel
Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66612
Phone: (913) 575-6300

(Name, Address, including Zip Code, and Telephone
Number, including Area Code, of Agent for Service)

Copies to:

Neil T. Anderson
Sullivan & Cromwell
125 Broad Street
New York, New York 10004
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William S. Lamb
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, New York 10019
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This Amendment No. 13 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1"), originally filed by Western Resources, Inc., a Kansas corporation ("Western Resources"), on July 8, 1996 relating to the exchange offer disclosed therein to exchange all of the outstanding Shares for shares of Western Resources Common Stock upon the terms and subject to the conditions set forth in the Prospectus, dated July 3, 1996, and the related Letter of Transmittal. Capitalized terms used and not defined herein shall have the meanings set forth in the Schedule 14D-1.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented by adding thereto the following:

- (a)(48) Text of letter mailed to KCPL Shareholders on July 30, 1996.
- (a)(49) Attachment to letter mailed to KCPL Shareholders on July 30, 1996.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 1996

WESTERN RESOURCES, INC.

By: /s/ Jerry D. Courington

Jerry D. Courington
Controller

INDEX TO EXHIBITS

Exhibit No.	Description
(a)(48)	Text of letter mailed to KCPL Shareholders on July 30, 1996.
(a)(49)	Attachment to letter mailed to KCPL Shareholders on July 30, 1996.

Western Resources

John E. Hayes, Jr.
Chairman of the Board
and Chief Executive Officer

July 29, 1996

Dear KCPL Shareowner:

Less than 10 days remain before the KCPL Special Meeting. We believe the value of your investment in the Kansas City Power & Light Company is seriously at risk. To protect your investment, please sign, date and return the GOLD proxy card today.

If the UtiliCorp proposal is approved, you stand to lose over \$4.00 per share in value and up to 27% of your projected annual dividends. Remember, UtiliCorp has been plagued by write-offs that have cost its shareowners millions, and that Standard & Poors has cited UtiliCorp for its "weak financials." Its shareowners have even sued it for securities fraud relating to bad investments and embezzlement.

IT'S YOUR MONEY!
ASK YOURSELF, CAN YOU AFFORD UTILICORP?

We believe the stock market, not rhetoric, is the most accurate indicator of value. Here are the current values of the two transactions based upon NYSE closing prices on July 26, 1996, the day Western Resources announced it had settled its rate case on favorable terms with the KCC staff.

	Western Resources/KCPL1	UtiliCorp/ KCPL2	Difference
Value per KCPL Share	\$31.00	\$26.57	\$4.43
Projected Annual Dividend	\$2.00-\$2.35	\$1.85	\$.15-\$0.50

Don't allow yourself to be railroaded into accepting an inferior investment. In their misleading brochure entitled "A New World of Energy," KCPL attempted to convince you that the pending rate case would devastate Western Resources' stock price. They were wrong. The recently announced rate case settlement destroys KCPL management's last excuse for rejecting our offer. Western Resources' stock price was unaffected on the day of the announcement of the settlement. Furthermore, the settlement will not adversely affect our previously reported post-merger earnings projections nor our ability to pay our projected dividends.

Here's what Edward Tirello of NatWest Markets, one of the most respected utility analysts, said about this development:

"The settlement also effectively takes the wind out of Kansas City Power & Light's sails in its labored attempt to stave off WR's advances. We regard this settlement as one more example of WR's ability to make good on its promises. We believe KCPL shareholders have only one clear choice, and that is to vote against the proposed KCPL/UtiliCorp United merger and to tender their shares to WR." (July 26, 1996 (emphasis added)).

IT'S NOT TOO LATE TO ACT TO PROTECT THE VALUE OF YOUR INVESTMENT IN THE KANSAS CITY POWER & LIGHT COMPANY. PLEASE SIGN, DATE AND RETURN THE ENCLOSED GOLD PROXY CARD TODAY, VOTING AGAINST THE UTILICORP PROPOSAL. IF YOU PREVIOUSLY RETURNED A WHITE PROXY CARD, YOU HAVE EVERY RIGHT TO CHANGE YOUR VOTE BY SIGNING, DATING AND RETURNING THE GOLD PROXY CARD TODAY.

The accompanying charts demonstrate that Western Resources has outperformed both KCPL and, more importantly, UtiliCorp over industry-standard one- and five-year periods in cumulative total returns to its shareowners. We have paid dividends in every year since 1924 and have increased those dividends every year for the past twenty years. We intend to continue our record of increasing dividends in the future.

In contrast, as a respected utility analyst has said:

"UCU's recent acquisitions have diluted shareholder value...a dividend reduction may be more likely under a UCU-KLT combination in our view than under a WR-KLT combination."3

DON'T BE MISLED

Through a campaign that we believe includes scare tactics, distortions and outright untruths, KCPL management has sought to sell you--for a second time--a transaction that in our opinion will leave a hole in your pocketbook while paying lavish benefits to a handful of KCPL executives, particularly Drue Jennings. In a letter dated July 25, Mr. Jennings complained that we have unfairly characterized his compensation arrangement. Yet, the fact is that Mr. Jennings would receive a golden parachute worth more than \$8.0 million under the UtiliCorp proposal.

VOTE TODAY TO PROTECT YOUR INVESTMENT

We were gratified by the significant support we received in connection with KCPL's 1996 Annual Meeting. Facing certain defeat, KCPL withdrew the UtiliCorp proposal from the Annual Meeting agenda. Since that time, Western Resources has

improved its offer from \$28 to \$31 per KCPL share.¹ We must ask you once more to defeat the ill-advised proposal to merge with UtiliCorp.

Protect your investment. Vote the GOLD proxy card today.

Sincerely,

/s/ John Hayes

--URGENT--

If the UtiliCorp proposal is defeated, you will retain your KCPL shares and preserve your right to consider a higher offer, and UtiliCorp would be free to improve its offer. But, if the UtiliCorp proposal is approved, you will be stuck with the current Utilicorp proposal at a potential cost to KCPL shareowners of almost \$300 million and a loss of projected annual dividends of more than \$32 million. Vote the GOLD proxy card today. Remember, abstentions will have the same effect as votes cast against the UtiliCorp proposal.

- 1 Value per KCPL Share (payable in Western Resources common stock) assumes that Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing. The projected annual dividend per KCPL Share is based upon Western Resources' projected post-merger 1998 annual dividend rate of \$2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' offer.
- 2 Value per KCPL Share is based upon the NYSE closing prices of UtiliCorp and KCPL on July 26, 1996 and the exchange ratio set forth in the UtiliCorp/KCPL merger agreement. The projected annual dividend per KCPL Share is based upon the stated intention of KCPL and UtiliCorp to recommend an annual dividend rate of \$1.85 per KCPL Share following consummation of the proposed UtiliCorp/KCPL transaction.
- 3 John Edwards, Redwood Securities Group, Inc. July 25, 1996.
[UCU=UtiliCorp, KLT=KCPL, WR=Western Resources] (Emphasis added.)

This letter is neither an offer to exchange nor a solicitation of an offer to exchange Shares. The Offer is made solely by the Prospectus dated July 3, 1996, and the related Letter of Transmittal, and is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making of the Offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdiction where securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

WESTERN RESOURCES,
KCPL AND UTILICORP

TOTAL RETURNS FOR SHAREOWNERS

The Securities and Exchange Commission requires public companies to disclose their trailing five-year performance. KCPL has chosen to present its returns over an uncommon two-year period and a so-called "8-year" period(1).

We believe this is an effort to mislead and confuse KCPL shareowners.

The fact is that Western Resources has outperformed both UtiliCorp and KCPL in terms of total returns for its shareowners in both the short term (one year) and the long term (five years).

Cumulative Total Return(2) for the year ending December 31, 1995

[Image of Bar Graph]

24%	22%	18%
Western Resources	Kansas City Power & Light	UtiliCorp

Cumulative Total Return(2) for the five years ending December 31, 1995

[Image of Bar Graph]

121%	107%	94%
Western Resources	Kansas City Power & Light	UtiliCorp

The important comparison is not a strong Western Resources vs. a strong KCPL but rather a strong Western Resources vs. what we believe is a financially weak UtiliCorp. Which merger makes sense? Look at the record and decide for yourself. We think it's common sense. Please vote the GOLD proxy card today.

Thank you for your support.

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- (1) Although KCPL disclosed its five-year cumulative total return in connection with the 1996 Annual Meeting, it has not chosen to do so in its recent communications to shareowners.
- (2) Cumulative total return is measured by stock price appreciation, assuming reinvestment of dividends.

[Image of page 10 of UtiliCorp's 1995 Annual Report with the following overlay]

The above chart appears on page 10 of UtiliCorp's 1995 Annual Report sent to its shareowners but not to KCPL's shareowners.

Is this the kind of price appreciation you're looking for?

Vote the GOLD proxy card today!