

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 24)

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:

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Sullivan & Cromwell
125 Broad Street
New York, New York 10004
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William S. Lamb
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New York, New York 10019
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This Amendment No. 24 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) (76) Text of a presentation book issued on August 12, 1996
- (a) (77) Text of a press release / employee update issued on August 9, 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.

WESTERN RESOURCES, INC.

Date August 12, 1996

By /s/ JERRY D. COURINGTON
Jerry D. Courington,
Controller

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered	Pages
(a) (76)	Text of a presentation book issued on August 12, 1996		4
(a) (77)	Text of a press release / employee update issued on August 9, 1996		1

The following information was sent to selected financial analysts and large KCPL shareholders in the form of a Presentation Book on 8/10/96.

Cover Page

Western Resources
[LOGO]

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August 12, 1996

CREDIBILITY
Facts Not Fiction II

Western Resources/KCPL Exchange Offer

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Fiction:

KCPL management continues to mislead its shareholders regarding issues that have been settled:

Fiction 1 -- KCPL claims significant rate reductions could adversely impact Western's stock price and ability to deliver projected dividends

Fiction 2 -- KCPL claims Western Resources' proposal is based on "faulty synergies and savings retentions assumptions" and is not credible

Fiction 3 -- KCPL claims the value of Western Resources' proposal will be less than \$31 per share

For the Record...

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For the Record:

Regulatory issues settled

	(million of dollars)		
	1998	1999	2000
Original Rate Reduction Proposal	\$23.4	\$32.1	\$40.8
Original Proposed Increase to Depreciation	39	39	39
Merger-related KGE Rate Reduction	10	10	10
Total	72.4	81.1	89.8
Regulatory Settlement Total	64.7	64.7	64.7
Difference	+ \$7.7	+ \$16.4	+ \$25.1

The regulatory package agreed to by the KCC staff, CURB, the City of Wichita, and Western Resources, supports our previously reported projections of post-merger earnings and our ability to pay projected dividends.

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For the Record:

Western Resources electric regulatory settlement in Kansas is comparable to the regulatory settlement KCPL has agreed to in Missouri

KCPL	WR
Missouri	Kansas

Pre-Tax Earnings Impact as a

Percentage of Revenues	6%	6%
Rate Reduction / Depreciation Increase (000's)	\$29,000	\$64,700
Electric Revenues (000's)	\$511,723	\$1,016,186

The pre-tax earnings impact of the rate settlements for both Western Resources and KCPL were approximately 6% of the respective state revenues.

Source: Jurisdictional revenue amounts taken from the FERC Form No. 1 for the year ending December 31, 1995.

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For the Record: Savings are credible

Comparison of Claimed Synergies in Recent Utility Mergers in Descending Order by Estimated Cost Savings as a Percent of Pre-Tax Income

	Estimated Cost Savings Aggregate (millions of dollars):	As a Percent of Combined Pre-Tax Income Per Year:
PSI Resources / Cinn. G&E	1,500	34.4%
Wisconsin Energy / Northern States Power	2,000	27.3%
IES / Interstate / WPL	700	27.0%
WR / KCPL	1,000	22.6%
Washington Energy / Puget Sound P&L	370	22.3%
Sierra Pacific Res. / Washington Water Power	450	22.1%
Southwestern P.S. / P.S. Co. of Colorado	770	21.6%
UCU / KCPL	600	19.1%
KPL / KGE	140	18.7%
Iowa-Illinois G&E / Midwest Resources	400	18.5%
Gulf States / Entergy	1,700	18.4%
Potomac Electric / Baltimore G&E	1,300	17.5%
CIPSCO / Union Electric	570	9.0%
AVERAGE		21.4%
MEDIAN		21.7%

Our estimated cost savings are in line with both the average and the median of other recently announced merger transactions

Source: KCPL publication "A Guide to the Merger"

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For the Record:

Summary

The regulatory settlement agreed to with the Kansas Corporation Commission (KCC) staff supports our previously reported projections of post-merger earnings and our ability to pay projected dividends

Savings projections for the WR/KCPL merger are consistent with other proposed merger transactions. The KCC staff also verified that projected savings for our 1992 merger with KGE are on target and will be shared 2/3 to the company and 1/3 to customers

The \$31 per share value of the WR offer is protected by a collar mechanism vs. the value of the UtiliCorp proposal which can fluctuate each day with the market

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For the Record:

Bottom line -- WR offers value:

	Western Resources' Offer[1]	KCPL	Western Resources' Premium
Price	\$31.00	\$23.875 [2]	30%

Current indicated dividend per KCPL share	\$1.92 - \$2.27	\$1.62	19% - 40%
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Indicated dividend at closing per KCPL share	\$2.00 - \$2.35	\$1.85 [3]	8% - 27%
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[1] Subject to exchange ratio of 0.933 - 1.100 Western Resources shares for each KCPL share. Dividend at closing based on 1998 post-merger annual dividend rate of \$2.14 per Western Resources' share as projected in Western Resources' exchange offer and the exchange ratio. Western Resources' current indicated annual dividend is \$2.06 per share

[2] KCPL closing share price on April 12, 1996, the last trading day before the public announcement of the initial Western Resources offer

[3] Based on announcement by KCPL/UCU of intent to recommend an annual dividend rate of \$1.85 per share following the close of the proposed combination of KCPL and UCU

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This material contains opinions and beliefs of Western Resources, in addition to forecasts, projections, and other forward-looking statements that are based on unaudited forecasted financial data with respect to Western Resources' exchange offer. All such forward-looking statements are subject to the assumptions and variables described in the Western Resources prospectus, dated July 3, 1996, as it may be amended from time to time. Reference is made to the prospectus and proxy statement supplement, dated June 17, 1996 for complete information about Western Resources' offer.

This presentation is neither an offer to exchange nor a solicitation of an offer to exchange shares of common stock of KCPL. Such 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 of common stock of KCPL in any jurisdiction in which the making of such offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where securities, blue sky or other laws require such offer to be made by a licensed broker or dealer, such 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.

The following press release / employee update was issued on August 12, 1996:

WESTERN RESOURCES PLEASED BY CITY OF WICHITA SUPPORT;
BACKING COMPLEMENTS ISS RECENT ENDORSEMENT

TOPEKA, Kansas, August 9, 1996 -- Western Resources said it was especially gratified that the City of Wichita today announced its support of the regulatory agreement reached by the Kansas Corporation Commission (KCC) staff, Citizens' Utility Ratepayers Board, and Western Resources late last month.

The City of Wichita also said today that it was endorsing the Western Resources/KCPL merger.

"We continue to move forward in a positive manner in putting together a merger with what we believe is better value for all concerned," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "We are especially pleased that the City of Wichita concurs with recent developments that continue to give our offer strength and achievability."

Hayes said the city's endorsement comes soon after the July 31st endorsement by Institutional Shareholder Services (ISS), one of the most widely followed independent organizations specializing in proxy analysis.

"...Western's deal is superior," said ISS in its report. "(KCPL) shareholders are being asked to approve the KCPL/UCU transaction despite the fact that there is an offer on the table from a larger, financially stronger company (Western Resources) that is worth approximately 20 percent more."

The report continued that "our recommendation is grounded in the belief that it is the duty of the (KCPL) board to maximize value for KCPL shareholders and to fairly consider all offers, including those that are unsolicited."

Hayes said he continues to encourage KCPL shareholders to vote AGAINST the UtiliCorp proposal on the GOLD proxy card.

Western Resources (NYSE:WR) is a diversified energy company. Its utilities, KPL and KGE, operating in Kansas and Oklahoma, provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers. Through its subsidiaries, Westar Energy, Westar Security, Westar Capital, and The Wing Group, energy-related products and services are developed and marketed in the continental U.S., and offshore. For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wstnres.com>.

This news release is neither an offer to exchange nor a solicitation of an offer to exchange shares of common stock of KCPL. Such 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 of common stock of KCPL in any jurisdiction in which the making of such offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where securities, blue sky or other laws require such offer to be made by a licensed broker or dealer, such 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