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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
(Amendment No. 41)
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
(212) 558-4000

William S. Lamb
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, New York 10019
(212) 424-8000

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This Amendment No. 41 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)(2)(iii) Letter of Transmittal with respect to the Shares mailed on or about October 11, 1996 to certain KCPL Shareholders.

(a)(113) Letters mailed on or about October 11, 1996 to KCPL Shareholders.

(a)(114) Reproduced news articles mailed on or about October 11, 1996 to KCPL Shareholders.

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.

By: /s/ Jerry D. Courington
Name: Jerry D. Courington
Title: Controller

Dated: October 11, 1996

EXHIBIT INDEX

Exhibit No. -----	Description -----
(a)(2)(iii)	Letter of Transmittal with respect to the Shares mailed on or about October 11, 1996 to certain KCPL Shareholders.
(a)(113)	Letters mailed on or about October 11, 1996 to KCPL Shareholders.
(a)(114)	Reproduced news articles mailed on or about October 11, 1996 to KCPL Shareholders.

[WESTERN RESOURCES LOGO]

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

Dear KCPL Shareowner:

This Letter of Transmittal enables you to exchange each of your shares of Common Stock of Kansas City Power & Light Company for \$31.00 of Common Stock of Western Resources, Inc.* Please follow the instructions in this letter in order to exchange your shares and receive the benefits of our Offer. Simply complete and sign pages 2 and 3 and return your certificate(s) in the enclosed envelope.

Our Offer will expire at 5:00 p.m., Eastern Daylight Time, on OCTOBER 25, 1996 (the "Expiration Date") unless extended. Shares which are tendered may be withdrawn at any time prior to the Expiration Date.

For further information or assistance regarding our Offer please call our representatives listed on the back.

Thank you for your time and support.

Sincerely,

/s/ John E. Hayes, Jr.
John E. Hayes, Jr.

* Assumes that Western Resources' average share price is between \$28.18 and \$33.23 at the time of closing.

IN ORDER TO TENDER YOUR SHARES, SIMPLY:

1. SIGN BY THE "X" IN THE BOX BELOW
2. COMPLETE THE SUBSTITUTE FORM W-9 ON PAGE 3.

PLEASE SIGN HERE.

Signature(s) of Shareholder(s) X

Dated: _____, 1996

(Must be signed by registered holder(s) exactly as name(s) appear(s) on stock certificate(s) or on a security position listing or by person(s) authorized to become registered holder(s) by certificate(s) and documents transmitted herewith. If signature is by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, please provide the following information and see Instruction 5.)

I CERTIFY THAT I HAVE READ THE INSTRUCTIONS ENCLOSED WITH AND CONSTITUTING A PART OF THIS LETTER OF TRANSMITTAL AND THAT I COMPLY WITH THE SHAREHOLDER REPRESENTATION INCLUDED WITH SUCH INSTRUCTIONS.

Name(s)

(Please Print)

Capacity (Full Title)

Address

City/State/Zip Code

(Area Code and Telephone Number)

COMPLETE THE BOX BELOW ONLY IF YOU WISH TO TENDER LESS THAN ALL THE SHARES EVIDENCED BY YOUR CERTIFICATE(S)

Certificates and Shares Tendered (Attach additional list if necessary)

Certificate Number(s)*	Total Number of Shares Evidenced by Certificate(s)*	Number of Shares Tendered**
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----

Total Shares

* Do not complete if delivering shares by book-entry transfer.
** You must indicate if you are tendering less than all Shares evidenced by any certificate(s) delivered to the Exchange Agent. See Instruction 4.

THIS PAGE MUST BE COMPLETED BY ALL TENDERING SHAREHOLDERS.
PLEASE FILL IN YOUR SOCIAL SECURITY NUMBER
AND SIGN BELOW.

Please see Instruction 9 for additional information.

PAYER'S NAME: HARRIS TRUST COMPANY OF NEW YORK

SUBSTITUTE
Form W-9
Department of the
Treasury
Internal Revenue Service

Payer's Request for Taxpayer
Identification Number (TIN)

PART 1-PLEASE PROVIDE YOUR TIN IN THE BOX AT RIGHT AND CERTIFY BY SIGNING AND
DATING BELOW.

Social Security Number or
Employer Identification Number

X
- -----
- -----

PART 2-Certificates-Under penalties of perjury, I certify that:
(1) The number shown on this form is my correct Taxpayer Identification Number
(or I am waiting for a number to be issued to me); and (2) I am not subject
to backup withholding because (i) I am exempt from backup
withholding, (ii) I have not been notified by the Internal Revenue Service
(the "IRS") that I am subject to backup withholding as a result of a failure
to report all interest or dividends, or (iii) the IRS has notified me that I
am no longer subject to backup withholding.

Certification Instructions-You must cross out item (2) in Part 2 above if you
have been notified by the IRS that you are subject to backup withholding because
of under-reporting interest or dividends on your tax return. However, if after
being notified by the IRS that you were subject to backup withholding you
received another notification from the IRS stating that you are no longer
subject to backup withholding, do not cross out item(2).

SIGNATURE X
DATE

NAME (Please Print)

Part 3 -
Awaiting TIN ~

NOTE: Failure to complete and return this form may result in backup withholding
of 31% of any cash payments made to you pursuant to the Offer. Please
review the enclosed guidelines for certification of Taxpayer
Identification Number on Substitute Form W-9 for additional details.

Complete the following certification ONLY if you checked the box in part 3 of
Substitute Form W-9.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a Taxpayer Identification Number has
not been issued to me, and either (i) I have mailed or delivered an application
to receive a Taxpayer Identification Number to the appropriate Internal Revenue
Service Center or Social Security Administration Office or (ii) I intend to mail
or deliver an application in the near future. I understand that if I do not
provide a Taxpayer Identification Number within 60 days, 31% of all reportable
payments made to me thereafter will be withheld until I provide a number.

- -----
- -----

Signature
Date

Name (Please Print)

IMPORTANT TAX INFORMATION

Certain shareholders (including, among others, all corporations and certain foreign individuals) are not subject to backup withholding. In order for a foreign individual to qualify as an exempt recipient, that shareholder must submit a Form W-8, signed under penalties of perjury, attesting to that individual's exempt status. A Form W-8 can be obtained from the Exchange Agent. See the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for additional instructions.

Backup withholding is not an additional tax. Rather, the tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained from the Internal Revenue Service.

OPTIONAL

If you would like shares of Western Resources Common Stock to be delivered to a different address, complete the top box below.

If you would like shares of Western Resources Common Stock to be issued in a different name, complete the bottom box below. You must include a signature guarantee if you complete the box at the bottom of the page. The signature guarantee process is more fully described in Instructions 1 and 5.

SPECIAL DELIVERY INSTRUCTIONS (See Instructions 1, 6 and 7)

To be completed ONLY if certificate(s) for the Western Resources Common Stock and/or any check to be issued for cash in lieu of fractional shares of Western Resources Common Stock are to be sent to someone other than the undersigned, or to the undersigned at an address other than that shown on the address label.

Mail Western Resources Common Stock and/or any check to be issued for cash in lieu of fractional shares of Western Resources Common Stock to:

Name

(Please Type or Print)

Address

City/State/Zip Code

SPECIAL ISSUANCE INSTRUCTIONS
(See Instructions 1, 5, 6 and 7)

To be completed ONLY if certificate(s) for the Western Resources Common Stock and/or any check to be issued for cash in lieu of fractional shares of Western Resources Common Stock are to be issued in the name of someone other than those shown on your certificate(s).

Issue Western Resources Common Stock and/or any check to be issued for cash in lieu of fractional shares of Western Resources Common Stock to:

Name

(Please Type or Print)

Address

City/State/Zip Code

(Social Security Number or Tax Identification Number)

GUARANTEE OF SIGNATURE(S)

Authorized Signature

Name

(Please Type or Print)

Address

City/State/Zip Code

Name of Firm

Dated: , 1996

OPTIONAL

You may identify in the box below the Soliciting Dealer, if any, who solicited your tender of Shares. By doing so you may entitle that Soliciting Dealer to receive from Western Resources the fee described in Instruction 10.

In order to be paid the solicitation fee for Shares held in nominee name tendered by a Soliciting Dealer on behalf of a customer who is the beneficial owner of such Shares, the Soliciting Dealer must list each customer's name or account number and the number of Shares tendered for such customer on the line entitled "Name or Account Number of Beneficial Owner" and "Number of Shares Tendered", respectively, provided for such purpose in the box below.

SOLICITED TENDERS

The undersigned represents that the Soliciting Dealer who solicited and obtained the tender evidenced by this Letter of Transmittal is:

Name of Firm

(Please Print)

Name of Individual Broker

Address

City/State/Zip Code

The following to be completed ONLY if a customer's Shares held in nominee name are tendered by a Soliciting Dealer.

Name or Account Number
of Beneficial Owner

Number of Shares Tendered

(Attach additional list if necessary)

The Information Agent for the Offer is:

Georgeson & Company Inc.
Wall Street Plaza
New York, New York 10005
1-800-223-2064

The Exchange Agent for the Offer is:

HARRIS TRUST COMPANY OF NEW YORK

By Overnight Courier:
77 Water Street, 4th Floor
New York, NY 10005

By Mail:

Wall Street Station
P.O. Box 1010
New York, NY 10268-1010
By Facsimile Transmission
(for Eligible Institutions only):

Fax: (212) 701-7636
(212) 701-7637

Confirm by telephone:

(212) 701-7624

By Hand:

Receive Window
77 Water Street, 5th Floor
New York, N Y

The Dealer Manager for the Offer is:

Salomon Brothers Inc
Seven World Trade Center
New York, New York 10048
(212) 783-6593 (collect)

INSTRUCTIONS TO LETTER OF TRANSMITTAL

Forming Part of the Terms and Conditions of the Offer

1. Guarantee of Signatures. No signature guarantee is required on the Letter of Transmittal in cases where:

- (a) the Letter of Transmittal is signed by the registered holder(s) of the Shares (which term, for purposes of this document, shall include any participant in one of the Book-Entry Transfer Facilities whose name appears on a security position listing as the owner of Shares) tendered with the Letter of Transmittal and such holder(s) have not completed the instruction entitled "Special Issuance Instructions" on the Letter of Transmittal, or
- (b) such Shares are tendered for the account of an Eligible Institution (as defined below).

Otherwise, all signatures on the Letter of Transmittal must be guaranteed by a financial institution (including most banks, savings and loan associations, brokerage houses and credit unions) which is a participant in the Securities Transfer Agents Medallion Program, the New York Stock Exchange Medallion Signature Guarantee Program or the Stock Exchange Medallion Program (an "Eligible Institution"). See Instruction 5.

2. Delivery of Letter of Transmittal and Certificates or Book-Entry Confirmations. The Letter of Transmittal is to be used either:

- (a) if certificates are to be forwarded with the Letter of Transmittal, or
- (b) if tenders are to be made pursuant to the procedures for tender by book-entry transfer set forth in "The Offer-Procedure for Tendering" in the Prospectus (as defined herein), unless an Agent's Message is utilized.

Certificates for all physically tendered Shares ("Share Certificates"), or confirmation of any book-entry transfer into the Exchange Agent's account at one of the Book-Entry Transfer Facilities of Shares tendered by book-entry transfer, as well as the Letter of Transmittal or facsimile thereof, properly completed and duly executed with any required signature guarantees, and any other documents required by the Letter of Transmittal, must be received by the Exchange Agent at one of its addresses set forth herein on or prior to the Expiration Date (as defined in the Prospectus).

Shareholders whose certificates are not immediately available or who cannot deliver their certificates and all other required documents to the Exchange Agent on or prior to the Expiration Date or who cannot complete the procedures for book-entry transfer on a timely basis may nevertheless tender their Shares by properly completing and duly executing a Notice of Guaranteed Delivery pursuant to the guaranteed delivery procedure set forth in "The Offer-Procedure for Tendering" in the Prospectus.

In order to utilize the guaranteed delivery procedure: (i) your tender must be made by or through an Eligible Institution; (ii) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form made available by Western Resources must be received by the Exchange Agent on or prior to the Expiration Date; and (iii) the Share Certificates for all tendered Shares (or a confirmation of a book-entry transfer of such securities into the Exchange Agent's account at a Book-Entry Transfer Facility of Shares tendered by book-entry transfer), in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or facsimile thereof) with any required signature guarantees (or, in the case of a book-entry delivery, an Agent's Message) and all other documents required by the Letter of Transmittal, must be received by the Exchange Agent within three New York Stock Exchange, Inc. trading days after the date of execution of such Notice of Guaranteed Delivery.

If Share Certificates are forwarded separately to the Exchange Agent, a properly completed and duly executed Letter of Transmittal must accompany each such delivery.

The method of delivery of Share Certificates and all other required documents, including delivery through any Book-Entry Transfer Facility, is at the option and risk of the tendering shareholder, and the delivery will be deemed made only when actually received by the Exchange Agent. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. The replacement cost of certificates for securities is generally 2% of market value. In all cases, sufficient time should be allowed to ensure timely delivery.

No alternative, conditional or contingent tenders will be accepted and no fractional Shares will be accepted. All tendering shareholders, by execution of the Letter of Transmittal (or facsimile thereof), waive any right to receive any notice of the acceptance of their Shares for exchange.

3. Inadequate Space. If the space provided herein is inadequate, the certificate numbers and/or the number of Shares should be listed on a separate piece of paper and returned with the Letter of Transmittal.

4. Partial Tenders (not applicable to shareholders who tender by book-entry transfer). If fewer than all the Shares evidenced by any certificate submitted are to be tendered, fill in the number of Shares which are to be tendered in the box on page 2 of the Letter of Transmittal. In such cases, new certificate(s) for the remainder of the Shares that were evidenced by your old certificate(s) will be sent to you, unless otherwise indicated in the box marked "Special Delivery Instructions" on page 4 of the Letter of Transmittal, as soon as practicable after the Expiration Date. All Shares represented by certificates delivered to the Exchange Agent will be deemed to have been tendered unless otherwise indicated.

5. Signatures on Letter of Transmittal; Stock Powers and Endorsements. If the Letter of Transmittal is signed by the registered holder(s) of the Shares tendered, the signature must correspond with the name(s) as written on the face of the certificates without alteration, enlargement or any change whatsoever.

If any of the Shares tendered are owned of record by two or more joint owners, all such owners must sign the Letter of Transmittal.

If you wish to tender Shares and have more than one certificate and those certificates are registered in more than one name, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates.

If the Letter of Transmittal or any certificates or stock powers are signed by trustees, executors, administrators, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to Western Resources of their authority so to act must be submitted.

If the Letter of Transmittal is signed by the registered holder(s) of the Shares transmitted with the Letter of Transmittal, no endorsements of certificates or separate stock powers are required unless Western Resources Common Stock or certificates for Shares not tendered or accepted are to be issued in the name of a person other than the registered holder(s). Signatures on such certificates or stock powers must be guaranteed by an Eligible Institution.

If the Letter of Transmittal is signed by a person other than the registered holder of the certificate(s) listed, the certificate(s) must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name or names of the registered holder or holders appear on the certificate(s). Signatures on such certificates or stock powers must be guaranteed by an Eligible Institution.

6. Stock Transfer Taxes. Western Resources will pay or cause to be paid any stock transfer taxes with respect to the transfer and sale of Shares to it or its order pursuant to the Offer to the extent such taxes are a joint obligation of the transferor and transferee. Western Resources will not pay or cause to be paid any stock transfer taxes to the extent such taxes are the obligation solely of the transferor. If, however, delivery of the consideration in respect of the Offer is to be made to, or (in the circumstances permitted hereby) if certificates for Shares not tendered or accepted are to be registered in the name of any person other than the registered holder, or if tendered certificates are registered in the name of any person other than the person(s) signing the Letter of Transmittal, the tendering holder must provide satisfactory evidence of the payment of any applicable transfer taxes (whether imposed on the registered holder or such person) payable on account of the transfer to such person prior to the delivery of the consideration pursuant to the Offer.

Except as provided in this Instruction 6, it will not be necessary for

transfer tax stamps to be affixed to the certificates listed in the Letter of Transmittal.

7. Special Issuance and Delivery Instructions. If certificates for Western Resources Common Stock and/or any check to be issued for cash in lieu of fractional shares of Western Resources Common Stock are to be issued in the name of a person other than the signer of the Letter of Transmittal or if certificates for Western Resources Common Stock and/or any check to be issued for cash in lieu of fractional shares of Western Resources Common Stock are to be mailed to someone other than the signer of the Letter of Transmittal or to an address other than that shown on the address label, the boxes marked "Special Issuance Instructions" or "Special Delivery Instructions" on page 4 of the Letter of Transmittal should be completed.

8. Requests for Assistance or Additional Copies. Questions or requests for assistance may be directed to, or additional copies of the Prospectus, the Letter of Transmittal, the Notice of Guaranteed Delivery and other tender offer materials may be obtained from, the Information Agent or the Dealer Manager at their respective telephone numbers and/or addresses set forth on the back of the Letter of Transmittal or from your broker, dealer, commercial bank or trust company.

9. Substitute Form W-9. Each tendering shareholder is required to provide the Exchange Agent with a correct Taxpayer Identification Number ("TIN"), generally the shareholder's social security or federal employer identification number, on Substitute Form W-9 on page 3 of the Letter of Transmittal. If a shareholder fails to provide a TIN to the Exchange Agent, such shareholder may be subject to a \$50 penalty imposed by the Internal Revenue Service. In addition, payments of cash in lieu of fractional shares of Western Resources Common Stock that are made to such shareholder with respect to Shares accepted pursuant to the Offer may be subject to backup withholding of 31%. The box in Part 3 of the Substitute Form W-9 may be checked if the tendering shareholder has not been issued a TIN and has applied for a number or intends to apply for a number in the near future. If the box in Part 3 is checked and the Exchange Agent is not provided with a TIN within 60 days, the Exchange Agent will withhold 31% of all payments of cash thereafter until a TIN is provided to the Exchange Agent. The shareholder is required to give the Exchange Agent the social security number or employer identification number of the record owner of the Shares or of the last transferee appearing on the stock powers attached to, or endorsed on, the Shares. If the Shares are in more than one name or are not in the name of the actual owner, consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for additional guidance on which number to report.

10. Soliciting Dealer. Western Resources will pay to certain designated soliciting dealers that have properly executed a Soliciting Dealer Agreement prior to the Expiration Date (each, a "Soliciting Dealer") a solicitation fee of \$0.125 per Share (i) for each Share properly tendered and not withdrawn pursuant to the Offer, up to a maximum of \$250.00 per beneficial owner of Shares, on the first scheduled expiration date of the Offer on which a majority of the then outstanding Shares have been properly tendered and not withdrawn pursuant to the Offer and (ii) for each Share properly tendered and not withdrawn pursuant to the Offer, up to a maximum of \$250.00 per beneficial owner of Shares, for each Share properly tendered and not withdrawn pursuant to the Offer on the earlier of (a) the acceptance by Western Resources of Shares for exchange or (b) the public announcement of a definitive merger agreement between Western Resources and KCPL. Joint owners will be treated as a single owner for purposes of, and only a single fee will be payable under each of clauses (i) and (ii) of, the preceding sentence.

The acceptance of compensation by a Soliciting Dealer will constitute a representation by it to Western Resources that (i) it has complied with the applicable requirements of the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and, in each such case, the applicable rules and regulations thereunder, in connection with its solicitation of Shares, and has undertaken such solicitation only in such states and other jurisdictions where such solicitation activities may be lawfully undertaken and in accordance with the laws thereof; (ii) it is entitled to such compensation for such solicitation under the terms and conditions of the Offer and of a properly executed Soliciting Dealer Agreement; (iii) in soliciting tenders of Shares it has used no soliciting materials other than those authorized by Western Resources; (iv) it has not charged a fee to a beneficial owner of Shares in order for such Soliciting Dealer to complete, help complete or transmit a Letter of Transmittal for such beneficial owner; and (v) it is a member in good standing of the National Association of Securities Dealers, Inc. (the "NASD") or, if it is a foreign broker or dealer not eligible for membership in the NASD it has not solicited tenders of Shares within the United States or from residents or nationals therein, and in each such case has conformed to the Conduct Rules of the NASD.

Important: The Letter of Transmittal or a facsimile copy thereof (together

with Share Certificates or confirmation of book-entry transfer and all other required documents) or the Notice of Guaranteed Delivery must be received by the Exchange Agent on or prior to the Expiration Date.

SHAREHOLDER REPRESENTATION

The shareholder executing the Letter of Transmittal, or on whose behalf the Letter of Transmittal is executed (the "Tendering Shareholder"), delivers to Western Resources, Inc., a Kansas corporation ("Western Resources"), the above-described shares of common stock, without par value (the "Shares"), of Kansas City Power & Light Company, a Missouri corporation ("KCPL"), pursuant to Western Resources' offer to exchange a number of shares of common stock, par value \$5.00 per share, of Western Resources (the "Western Resources Common Stock") equal to the Exchange Ratio (as such term is defined in the Prospectus (as defined below)) for each outstanding Share, upon the terms and subject to the conditions set forth in the Prospectus dated July 3, 1996 (the "Prospectus"), receipt of which is acknowledged, and in the Letter of Transmittal, including the Instructions and Shareholder Representation (which, together with the Prospectus and any amendments thereto constitute the "Offer").

Upon the terms and subject to the conditions of the Offer, subject to, and effective upon, acceptance of the Shares tendered with the Letter of Transmittal in accordance with the terms of the Offer, the Tendering Shareholder sells, assigns and transfers to, or upon the order of, Western Resources, all right, title and interest in and to all of the Shares that are being tendered and any and all Shares and other securities issued or issuable in respect thereof on or after July 8, 1996 (collectively, "Distributions"), and irrevocably constitutes and appoints the Exchange Agent the true and lawful agent and attorney-in-fact of the Tendering Shareholder with respect to such Shares (and any Distributions), with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to the full extent of the Tendering Shareholder's rights with respect to such Shares (and any Distributions), to (a) deliver such Share Certificates (as defined herein) (and any Distributions) or transfer ownership of such Shares (and any Distributions) on the account books maintained by a Book-Entry Transfer Facility, together in either such case with all accompanying evidences of transfer and authenticity, to or upon the order of Western Resources, (b) present such Shares (and any Distributions) for transfer on the books of KCPL and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Shares (and any Distributions), all in accordance with the terms and the conditions of the Offer.

The Tendering Shareholder irrevocably appoints the designees of Western Resources, and each of them, the attorneys-in-fact and proxies of the Tendering Shareholder, each with full power of substitution, to vote in such manner as each such attorney and proxy or any substitute thereof shall deem proper in the sole discretion of such attorney-in-fact and proxy or such substitute, and otherwise act (including pursuant to written consent) with respect to all the Shares tendered (and any Distributions) which have been accepted by Western Resources prior to the time of such vote or action, which the Tendering Shareholder is entitled to vote at any meeting of shareholders (whether annual or special and whether or not an adjourned meeting), of KCPL or otherwise. This proxy and power of attorney is coupled with an interest in the Shares and is irrevocable and is granted in consideration of, and is effective upon, the acceptance of such Shares (and any Distributions) by Western Resources in accordance with the terms of the Offer. Such acceptance for exchange shall revoke any other proxy granted by the Tendering Shareholder at any time with respect to such Shares (and any Distributions) and no subsequent proxies will be given (or, if given, will not be deemed effective) with respect thereto by the Tendering Shareholder. The Tendering Shareholder understands that in order for Shares to be deemed validly tendered, immediately upon Western Resources' acceptance of such Shares (and any Distributions) for exchange Western Resources or its designee must be able to exercise full voting rights with respect to such Shares (and any Distributions).

The Tendering Shareholder represents and warrants that the Tendering Shareholder has full power and authority to tender, sell, assign and transfer the Shares (and any Distributions) tendered and that when the same are accepted for exchange by Western Resources, Western Resources will acquire good, marketable and unencumbered title thereto, free and clear of all liens, restrictions, claims, charges and encumbrances, and the same will not be subject to any adverse claim. The Tendering Shareholder will, upon request, execute and deliver any additional documents deemed by the Exchange Agent or Western Resources to be necessary or desirable to complete the sale, assignment, and transfer of the Shares (and any Distributions) tendered.

All authority conferred or agreed to be conferred pursuant to the Letter of Transmittal shall not be affected by and shall survive the death or incapacity of the Tendering Shareholder and any obligation of the Tendering Shareholder hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the Tendering Shareholder. Subject to the withdrawal rights set forth under "The Offer-Withdrawal Rights" in the Prospectus, the tender of Shares made is irrevocable.

The Tendering Shareholder understands that tenders of Shares pursuant to any one of the procedures described under "The Offer-Procedure for Tendering" in the Prospectus and in the instructions to the Letter of Transmittal and acceptance of such Shares will constitute a binding agreement between the Tendering Shareholder and Western Resources upon the terms and subject to the conditions set forth in the Offer.

Unless otherwise indicated on page 4 of the Letter of Transmittal under "Special Issuance Instructions," please issue the shares of Western Resources Common Stock and/or any check to be issued for cash in lieu of fractional shares of Western Resources Common Stock in the name(s) of the registered holder(s). Similarly, unless otherwise indicated on page 4 of the Letter of Transmittal under "Special Delivery Instructions," please mail the Western Resources Common Stock and/or any check to be issued for cash in lieu of fractional shares of Western Resources Common Stock to the address of the registered holder(s). The Tendering Shareholder recognizes that Western Resources has no obligation, pursuant to the Special Issuance Instructions, to transfer any Shares from the name of the registered holder thereof if Western Resources does not accept any of the Shares so tendered.

The Information Agent for the Offer is:

Georgeson & Company Inc.
Wall Street Plaza
New York, New York 10005
1-800-223-2064

The Exchange Agent for the Offer is:

HARRIS TRUST COMPANY OF NEW YORK

By Overnight Courier:
77 Water Street, 4th Floor
New York, NY 10005

By Mail:

Wall Street Station
P.O. Box 1010
New York, NY 10268-1010
By Facsimile Transmission
(for Eligible Institutions only):

Fax: (212) 701-7636
(212) 701-7637

Confirm by telephone:

(212) 701-7624

By Hand:

Receive Window
77 Water Street, 5th Floor
New York, N Y

The Dealer Manager for the Offer is:

Salomon Brothers Inc
Seven World Trade Center
New York, New York 10048
(212) 783-6593 (collect)

October 11, 1996

Dear KCPL Shareowner:

When you voted against the UtiliCorp merger proposal, you joined a majority of voting shareowners who demanded a better future for KCPL. In fact, 62 percent of all KCPL shares did not go along with the UtiliCorp plan.

As you know, the KCPL board has still refused to meet with us, in spite of the rejection of the UtiliCorp proposal and the encouragement of many of its shareowners. Western Resources is committed to this combination and the surest way to quickly end the cost and diversion of management's attention is to tender your shares to us by October 25.

It is now time for you to take action to help bring this merger offer to completion and begin building shareowner value. Even with the KCPL board's inaction, you can still "vote" on our offer by tendering your shares now. Simplified papers for tendering shares are enclosed. Our offer remains friendly to KCPL shareowners in terms of value per share and projected dividend. Individual shareowners such as yourself hold the vast majority of shares in both companies, so it is up to you to create a large, financially solid company poised for the changes in the energy marketplace.

Tender now and you can get ...

- ... a projected dividend of more than \$2 per KCPL share that could be as much as 45 percent over KCPL's current dividend.*
- ... a tax-free exchange of each of your KCPL shares for \$31 of Western Resources stock, provided the average stock price stays within the range it has been for the last two years.*
- ... a combined company with the size, strength, and vision to compete in the new deregulated marketplace.
- ... product diversity and international reach for your KCPL investment.

By your vote in August, you clearly showed that you look at your investment decisions carefully. You know by now that hundreds of millions of dollars in savings for shareowner value are only available through a merger with Western Resources. Western Resources has the track record of keeping our promises of savings in a major merger and, with our joint interests in assets and our neighboring service territories with KCPL, the savings opportunities are clear and real.

-2-

We are also enclosing some news clippings from various publications to give you more information on the status of this merger.

Western Resources is the right partner for KCPL. KCPL is the right partner for Western Resources. We believe combining the two makes your investment stronger by creating a company able to meet the challenges of the changing energy market.

You can take the action needed to grow your investment. The time is now to tender your shares. Follow the instructions in the enclosed letter of transmittal. If you have any questions, feel free to call us toll-free at 1-800-223-2064.

Thank you for your vote in August, which is helping to give all KCPL shareowners the opportunity to accept our offer. Let's act now and get on with the business of building the best energy company in America.

Sincerely,

/s/ John E. Hayes, Jr.
John E. Hayes, Jr.

* Dividend per KCPL share is based upon Western Resources projected annual dividend rate of \$2.14 per share of Western Resources common stock in the first year after the merger and the exchange ratio in Western Resources' offer. Price 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.

This letter 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 jurisdiction 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.

October 11, 1996

Dear KCPL Shareowner:

The opportunity is now for you to take action to help bring Western Resources' merger offer to completion and begin building shareowner value. Individual shareowners such as yourself hold the vast majority of shares in both companies, so it is up to you to create a larger, financially solid company poised for the changes in the energy marketplace.

As you know, the KCPL board has still refused to meet with us, in spite of the rejection of the UtiliCorp proposal and the encouragement of many of its shareowners. Western Resources is committed to this combination and the surest way to quickly end the cost and diversion of management's attention is to tender your shares to us by October 25.

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- ... a combined company with the size, strength, and vision to compete in the new deregulated marketplace.
- ... product diversity and international reach for your KCPL investment.

We are a dynamic, growing, financially strong company. As you know, we have always paid dividends and our dividends have increased each year for the last 20 years. There are hundreds of millions of dollars in savings available for shareowner value in this merger. These savings are not available without this merger. Western Resources has the track record of keeping our promises of savings in a major merger and, with our joint interests in assets and our neighboring service territories with KCPL, the savings opportunities are clear and real.

We are also enclosing some news clippings from various publications to give you more information on the status of this merger.

Western Resources is the right partner for KCPL. KCPL is the right partner for Western Resources. We believe combining the two makes your investment stronger by creating a company able to meet the challenges of the changing energy market.

You can take the action needed to grow your investment. The time is now to tender your shares. To tender your shares please contact your bank or broker today. If you have any questions, call us toll-free at 1-800-223-2064.

Thanks to the shareholders' vote in August, all KCPL shareowners now have the opportunity to accept our offer. Let's act now and get on with the business of building the best energy company in America.

Sincerely,

/s/ John E. Hayes, Jr.
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October 11, 1996

Dear Shareowner of KCPL and Western Resources:

By deciding to own shares in these two strong companies, you have already determined that the two make a good combination.

There is now an opportunity to create a more lucrative investment with both stocks in a combined KCPL and Western Resources. Individual shareowners such as yourself hold the vast majority of shares in both companies, so it is up to you to create a larger, financially solid company poised for the changes in the energy marketplace.

As you know, the KCPL board has still refused to meet with us, in spite of the rejection of the UtiliCorp proposal and the encouragement of many of its shareowners. Even with the KCPL board's inaction, you can still "vote" on our offer by tendering your shares now. Western Resources is committed to this combination, and the surest way to quickly end the cost and diversion of management's attention is to tender your shares to us by October 25. Simplified papers for tendering your shares are enclosed.

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- ... a tax-free exchange of each of your KCPL shares for \$31 of Western Resources stock, provided the average stock price stays within the range it has been for the last two years.* This will give you a significantly greater investment position in a new stronger Western Resources.
- ... a combined company with the size, strength, and vision to compete in the new deregulated marketplace.
- ... product diversity and international reach for your KCPL investment.

You know our record. We are a dynamic, growing, financially strong company. As you know, we have always paid dividends and our dividends have increased each year for the last 20 years. There are hundreds of millions of dollars in savings available for shareowner value in this merger. This large amount of savings is not available without a merger with Western Resources. Your company, Western Resources, has the track record of keeping its

promises of savings in a major merger and, with our joint interests in assets and our neighboring service territories with KCPL, the savings opportunities are clear and real.

We are also enclosing some news clippings from various publications to give you more information on the status of this merger.

The combination of KCPL and Western Resources has been good for you. We believe combining the two makes your investment stronger by creating a company able to meet the challenges of the changing energy market.

You can take the action needed to grow your investment. The time is now to tender your shares. Follow the instructions in the enclosed letter of transmittal. If you have any questions, feel free to call us toll-free at 1-800-223-2064.

Thank you for investing in Western Resources. I look forward to working with you as we combine KCPL and Western Resources into a major national energy company.

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WESTERN TO HELP CHINA
BOOST ITS POWER PLANTS

\$500 million deal will give utility partial ownership of 7 Chinese plants.

By Jim McLean
The Capital-Journal

In a formal ceremony that had all the trappings of a major diplomatic event, Western Resources on Wednesday entered into a partnership with China to upgrade power plants in that nation's central provinces.

Western officials said the \$500 million agreement will position the Topeka-based company ahead of other utilities in the scramble to capitalize on China's rapidly expanding economy.

"Together, we are making a moment in history," said John Hayes Jr., Western's chairman and chief executive officer. "For Western Resources, the partnership significantly broadens our global reach, further signaling the company's expansion into the world's power market and strengthening our future."

The partnership between Western and a subsidiary of the government-run China Power Investment Corp. will give Western partial ownership of seven existing power plants. The companies are planning to increase the generating capacities of the plants to a combined 2,000 megawatts, enough to provide power to about 1.5 million homes.

The bulk of Western's investment -- approximately \$400 million -- will be raised through bank loans and the issuance of bonds.

David Wittig, Western's president, said that about 50 other utilities had tried and failed to strike similar deals with the Chinese.

"I'm certain that any other electric company in this country as well as the world would be envious of the position we've established," Wittig said.

The deal was negotiated by the Wing Group, a Western subsidiary headquartered in Houston that specializes in development of international power projects.

"For the U.S. to be winners in the electric business worldwide, we must win in China," said John Wing, chairman of the Company that bears his name.

The U.S. Energy Information Administration has reported that China's demand for electricity more than quadrupled from 1971 to 1990. It is expected to double again by 2010.

Wing said flatly that he didn't believe recent tensions between the governments of the United States and China should deter American businesses from investing in China.

"The United States and China must be friends," Wing said.

The best way to accomplish that is for the nations "to establish strong economic interdependence," he said.

Li Xiaolin, one of three CPI officials on hand for the signing ceremony conducted in a lavishly decorated meeting room in Western's downtown headquarters, said the agreement establishes a "family" relationship between Western and the Chinese company.

Borrowing a sentiment from the Kansas motto -- "To the stars through difficulty" -- Li said she had lofty expectations for the partnership.

"I'm sure that we can reach the stars together," she said, speaking from hand-written notes.

If all goes according to plan, Western shareholders and ratepayers also will see benefits.

Wittig said the transaction is expected to add 10 cents a share to Western's earnings in 1997 and another 25 cents a share by the end of 1996. Western's earnings per share for the 12-month period ending June 30 were \$2.84.

"Any time you can make more money, it's good for both the shareholders and the ratepayers," Wittig said.

Nodding his head in agreement, Hayes added, "It simply enhances our ability to continue to provide service at among the lowest rates in the nation."

Analysts who monitor the electric industry as it prepares for deregulation said Western's increased emphasis on international ventures will pay dividends when competition comes to the domestic market.

"I think that companies that do not have at least an awareness of what's going on internationally could be at a competitive disadvantage in the U.S.," said Gregory Enholm, the director of research at Redwood Securities Group in San Francisco.

The joint venture by Western and CPI will be managed through an office to be established in Hong Kong.

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THE KANSAS CITY STAR.
October 2, 1996

WESTERN PUSHES TAKEOVER HARDER

KCP&L STOCKHOLDERS are mailed guidebooks
for tendering their shares.

By Martin Rosenberg
Staff Writer

Western Resources Inc. said Tuesday that it was stepping up its hostile takeover campaign against Kansas City Power & Light Co.

The Topeka-based utility, which blocked KCP&L's planned merger with UtiliCorp United Inc., is mailing KCP&L shareholders a guidebook to help them tender their shares.

Several weeks ago, Western disclosed that about 2 percent of KCP&L shares had been tendered. Western spokeswoman Michel' Philipp declined to provide an updated figure. KCP&L Chairman Drue Jennings has said he was pleased with the low level of support for Western's offer by KCP&L shareholders.

However, Philipp said there had been an upswing in the number of shares tendered since KCP&L and UtiliCorp officially ended their merger plan Sept. 17.

"With the mailing that should be hitting mailboxes of shareholders (this week), we will be aggressively pursuing the exchange process," Philipp said.

KCP&L is regrouping and developing new strategies to achieve its growth objectives, Jennings said.

But its management and board of directors have steadfastly refused to discuss a possible merger with Western.

Industry experts say KCP&L probably will seek a merger with a friendly "white knight," such as Union Electric Co. of St. Louis. But KCP&L is expected to have a hard time orchestrating a deal that would top Western's offer of \$31 worth of Western stock per KCP&L share.

Western showed sensitivity to shareholders' concerns about excessive mailings tied to the utility merger battles.

"We will significantly limit the mail they receive about the offer," Western Chairman John E. Hayes Jr. said.

At recent shareholders' meetings, some investors complained about an unending barrage of mailings and telephone calls from the utilities and their representatives.

Western's offer is to expire at 5 p.m. Oct. 25 but could be extended. Western is expected to release a tally of tendered shares at that time.

Under Missouri law, Western needs to secure at least 90 percent of KCP&L shares to force a merger. But at the very least, Western is seeking to get more than 50 percent of KCP&L shares tendered to force KCP&L's management and board to discuss a deal, Philipp said.

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Kansas City
BUSINESS JOURNAL(R)
September 20-26, 1996

Months of furious battle leaves
KCP&L bleeding

By Tom Linafelt
Staff Writer

The defeat of its proposed merger with UtiliCorp United could cost the Kansas City Power & Light Co. \$75 million.

After spending five months and more than \$28 million, officials of KCP&L and UtiliCorp conceded defeat after their proposed \$1.7 billion merger failed to get the support of those holding most of KCP&L's shares.

The defeat is especially costly to KCP&L, which is attempting to fend off a hostile takeover bid from Topeka-based Western Resources. Western is attempting the first hostile takeover in the utility industry.

"KCP&L shareowners proved they're not the nitwits Drue Jennings and the KCP&L management has made them out to be," Western President David Wittig said. "They own stocks. They know about business transactions. They can recognize a better deal when they see one. That's what happened."

KCP&L officials did not respond to Wittig's comments, but stressed that the outcome of the vote and termination of the UtiliCorp merger was not a victory for Western.

"Of course Western would like people to believe that we're out of options and their offer is the only one out there," said KCP&L spokeswoman Pam Levetzow. "That is not the case. Our board continues to recommend that shareholders do not tender their shares to Western."

Because its shareholders rejected the UtiliCorp proposal, KCP&L must pay UtiliCorp \$5 million under terms of the defeated merger agreement. In addition, if KCP&L merges with another company in the next two-and-a-half years, KCP&L must pay UtiliCorp an additional \$53 million.

"The \$5 million will be a wire transfer. Any termination payments beyond that are speculation," KCP&L's Levetzow said.

Such breakup fees are commonly included in merger agreements to show each company's commitment to the combination and to

compensate companies for time and money spent preparing for a failed merger. KCP&L officials did not dispute the fees.

KCP&L is likely to merge with another company as part of a trend toward consolidation in the energy utility industry. About \$23 billion worth of utility mergers have been announced in 1996, according to Securities Data Co. That figure already tops 1995's \$17.9 billion in utility deals.

But, should Western win control of KCP&L, the \$53 million termination fee might become the topic of legal action, according to Western President Wittig.

"We certainly wouldn't take over the (KCP&L) board and turn around and write UtiliCorp a \$53 million check," Wittig said. "We might challenge the fee based on the breach of fiduciary duty that agreement represents."

"The agreement is straightforward," UtiliCorp spokesman Jerry Cosley said. "There was no breach of fiduciary duty."

Wittig, who oversaw more than 150 mergers before joining Western, said companies have succeeded in getting termination payments reduced or eliminated in the courts. The \$53 million termination fee also makes KCP&L less attractive to potential buyers of KCP&L who, because of their location, could not match the \$1 billion merger savings available in a Western/KCP&L merger, Wittig said. Western and KCP&L service areas border each other, and the companies share ownership of three power plants.

Any "white knight" looking to combine with KCP&L to save it from Western's hostile bid would need deep resources, Wittig said.

"Any company looking to buy (KCP&L) is looking at paying UtiliCorp \$53 million and topping our offer by 10 percent."

KCP&L and UtiliCorp officials said a successful merger would have cost the two companies a combined \$40 million. A Western/KCP&L combination would cost \$30 million, Wittig said.

The battle has cost the three companies a total of more than \$48 million.

Western spent \$20 million in its effort to derail the KCP&L/UtiliCorp merger, Wittig said.

Through mid-August, UtiliCorp had spent \$12 million on the merger proposal, according to spokesman Cosley.

During July court proceedings, Jennings said his company had spent \$11 million on the UtiliCorp proposal and \$5 million defending itself against Western's hostile bid through June. Expenses for July and August have not been tabulated, KCP&L officials said.

But KCP&L's financial adviser, Merrill Lynch Pierce Fenner & Smith, collected more than \$4.6 million in two installments. The company collected \$2.3 million when the merger agreement was signed in January, and a second \$2.3 million after the Aug. 16 shareholder vote. Merrill Lynch would have collected an additional \$2.3 million upon closure of the KCP&L/UtiliCorp merger.

KCP&L also hired New York-based attorneys Skadden Arps Slate Meagher & Flom as its legal adviser; D.F. King & Co. as its proxy solicitor; and Abernathy MacGregor Scanlon as its public relations consultant.

UtiliCorp hired Donaldson Lufkin & Jenrette Securities Corp. as its financial advisor.

Local law firms cashing in on the merger battle include Bryan Cave, which represented KCP&L, Stinson Mag & Fizzell, which represented Western Resources, and Blackwell Sanders Matheny Weary & Lombardi, which represented UtiliCorp.

KCP&L officials said they would take several months to explore the company's options.

Now that the UtiliCorp merger has been defeated, Western will step up its offer to exchange \$31 worth of Western stock for each share of KCP&L stock, which has hovered around \$27.50. The deadline for the exchange offer is Oct. 25, but it could be extended.

"We didn't want to confuse shareowners with several different messages," said Wittig. "The first step was to defeat the UtiliCorp merger. Now our exchange offer is the only issue facing the KCP&L share owner."

Results certified Tuesday indicate that KCP&L shareholders owning 38 percent of the company's shares supported the UtiliCorp merger. The merger proposal needed a majority to move forward.

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