
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 23 to

SCHEDULE 14D-9

Solicitation/Recommendation Statement Pursuant to
Section 14(d)(4) of the Securities Exchange Act of 1934

KANSAS CITY POWER & LIGHT COMPANY
(Name of Subject Company)

KANSAS CITY POWER & LIGHT COMPANY
(Name of Person Filing Statement)

Common Stock, no par value
(Title of Class of Securities)

485134100
(CUSIP Number of Class of Securities)

Jeanie Sell Latz, Esq.
Senior Vice President-Corporate Services
Kansas City Power & Light Company
1201 Walnut
Kansas City, Missouri 64106-2124
(816) 556-2200
(Name, address and telephone number of person authorized
to receive notice and communications on behalf
of the person filing statement)

Copy to:

Nancy A. Lieberman, Esq.
Skadden, Arps, Slate, Meagher & Flom
919 Third Avenue
New York, New York 10022
(212) 735-3000

This statement amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Kansas City Power & Light Company, a Missouri corporation ("KCPL"), filed with the Securities and Exchange Commission (the "Commission") on July 9, 1996, as amended, (the "Schedule 14D-9"), with respect to the exchange offer made by Western Resources, Inc., a Kansas corporation ("Western Resources"), to exchange Western Resources common stock, par value \$5.00 per share, for all of the outstanding shares of KCPL common stock, no par value ("KCPL Common Stock"), on the terms and conditions set forth in the prospectus of Western Resources dated July 3, 1996 and the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9.

Item 9. Material to be Filed as Exhibits.

The following Exhibits are filed herewith:

Exhibit 90 Excerpt from script for KCPL employee information hotline bulletin issued on August 7, 1996.

Exhibit 91 Letter to UMB Bank, N.A. dated August 7, 1996.

SIGNATURE

After reasonable inquiry and to the best of her knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

KANSAS CITY POWER & LIGHT COMPANY

By: /s/Jeanie Sell Latz
Jeanie Sell Latz
Senior Vice President-Corporate Services

Dated: August 7, 1996

EXHIBIT INDEX

Exhibit No.	Description	Page
Exhibit 90	Excerpt from script for KCPL employee information hotline bulletin issued on August 7, 1996	
Exhibit 91	Letter to UMB Bank, N.A. dated August 7, 1996	

[Excerpt from script for KCPL employee information hotline
bulletin issued August 7, 1996]

Kansas City Power & Light announced yesterday that it has rescheduled its Special Meeting of Shareholders to vote on the strategic merger with UtiliCorp United Inc. for Friday, August 16, 1996.

Chairman of the Board, President and Chief Executive Officer Drue Jennings said, "Nothing has changed regarding the fundamental benefits of the KCPL/UtiliCorp merger and we look forward to giving KCPL shareholders the opportunity to vote on the merger. A KCPL/UtiliCorp combination will match KCPL's experience and strength in regulated businesses with UtiliCorp's strength in unregulated businesses. This uniquely positions the combined company to meet the challenges of the changing energy market. The resolve of the Board remains firm: Western's ability to pay dividends at its promised rate is not credible to KCPL -- as Western would be required to use in 1998 more than 90% of its earnings on a going forward basis to cover dividend payments.

"It remains KCPL's position that the merger as restructured on May 20, 1996 does not require a two-thirds vote but rather requires the approval of a majority of those shares voting at a meeting. Quite frankly, we are both surprised and disappointed with the District Court's ruling, which, if it remains in effect, would permit a relatively small minority (including shares not even voted) to thwart the wishes of the holders of a substantial majority of KCPL shares."

The Special Meeting will take place at the Westin Crown Center Hotel in Kansas City at 10:00 a.m.

August 7, 1996

Mr. David Anderson
UMB Bank, N.A.
P.O. Box 419692
Kansas City, Missouri 64141-6692

Dear Mr. Anderson:

We understand that you have received a letter from Western Resources, Inc. ("Western") urging you "to exercise your fiduciary duties" by voting against the proposed merger of Kansas City Power & Light Company ("KCPL") and UtiliCorp United Inc. ("UtiliCorp"). Unlike Western, we will not presume to instruct you as to your fiduciary duties with regard to the vote on the KCPL/UtiliCorp merger which is now scheduled for Friday, August 16. However, we believe that there are a number of good economic reasons why you should vote "FOR" the KCPL/UtiliCorp merger. These reasons were stated in KCPL's Proxy Statement, dated June 26, 1996, KCPL's Solicitation/Recommendation Statement on Schedule 14D-9, dated July 9, 1996, and KCPL/UtiliCorp's Guide to the Merger (as revised), each of which you should have received. In addition, you may wish to consider the following:

- - We believe that Western's recently announced proposed rate reduction settlement is not good news for KCPL shareholders. Under the terms of this proposed settlement, Western will lose more than \$300 million in revenue over the next five years. Despite Western's assertions to the contrary, we believe that the proposed rate reduction settlement will impact Western's future earnings.
- - Under the terms of Western's proposed rate reduction settlement, we believe that Western would be required to use in 1998 more than 90% of its earnings on a going forward basis to cover dividend payments.
- - We believe that Western's estimates of the savings resulting from a KCPL/Western combination are vastly overstated. For example, we believe that Western's estimate of the savings in the first year of a KCPL/Western combination is overstated by approximately \$23.5 million (on a pre-tax basis), which is 33% of Western's total estimate of first-year merger savings. In addition, we believe that Western's assumptions about how much of any merger savings it will be allowed to retain are contrary to applicable precedent.⁽¹⁾ We believe that Western's overstatement of merger savings and its faulty assumptions with respect to how much of any merger savings it will be allowed to retain will further impact Western's earnings and its ability to pay promised dividends.
- - A combined KCPL/Western entity would own 94% of the Wolf Creek nuclear plant, concentrating a significant amount of capital and risk in a single asset. In contrast, a KCPL/UtiliCorp entity would own only 47% of Wolf Creek.
- - We believe that a KCPL/UtiliCorp entity would offer long-term growth opportunities for KCPL's shareholders which are superior to those offered by a KCPL/Western entity. Unlike a KCPL/Western entity which would have a projected 90% dividend payout ratio and a substantial portion of its capital tied up in the Wolf Creek nuclear plant, we believe a KCPL/UtiliCorp entity would have the financial flexibility to pursue its strategy of growing earnings and dividends through investments in unregulated energy-related businesses.
- - The KCPL/UtiliCorp transaction is the only transaction which has been approved by KCPL's Board of Directors.
- - It was announced on August 1, that regulators in West Virginia had unanimously approved the KCPL/UtiliCorp merger without condition and that regulators in Iowa had determined that once UtiliCorp shareholders approve the merger, a formal hearing on the matter "is unnecessary."

You should also know that a number of independent industry analysts have supported KCPL's proposed merger with UtiliCorp. These analysts have made the following comments:

J.P. MORGAN SECURITIES, JULY 23, 1996

[T]he assumptions needed to make the WR offer and all its component parts a realization seem to be a bit aggressive and are somewhat questionable. Moreover, the long-term strategic benefits and growth opportunities created by a UCU/KLT merger appear greater.

ROBERT W. BAIRD & CO., JULY 19, 1996

[T]he long and bumpy road this [KCPL/Western] merger would face raises significant uncertainties concerning the true value of WR's bid. If shareholders do not approve a UCU/KLT merger, we do not believe the KLT board will support a combination with WR, keeping the tone of the courting relationship very unfriendly. Since friendly utility combinations are moving at a snail's pace, we expect an unfriendly merger to move at a glacial speed.

PAINWEBBER, JULY 16, 1996

We believe that the proposed UtiliCorp and KCPL merger presents an attractive opportunity for both companies to significantly enhance their growth prospects. UtiliCorp has been a market leader in international projects while developing a successful energy marketing affiliate. Coupled with KCPL's financial strength, urban service territory and generation experience, the new company should be well positioned for the changes embracing the energy markets.

We would be happy to discuss with you these issues or any other questions you may have concerning the proposed KCPL/UtiliCorp merger and Western's hostile offer. I can be contacted at (816) 556-2555.

Very truly yours,

/s/John DeStefano

John DeStefano
Senior Vice President-Finance,
Treasurer and Chief Financial Officer

JJD:gcb

cc: Mark Herman - (UMB Bank, n.a.)

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- (1) The Kansas Corporation Commission, in its order authorizing the merger of Kansas Gas and Electric Company and Western's predecessor, Kansas Power and Light Co., required merger savings (over and above an acquisition adjustment that is inapplicable here) to be shared equally (50-50) between shareholders and customers. In addition, the staff of the Missouri Public Service Commission, in the pending Union Electric/CIPSCO merger, is recommending an equal (50-50) sharing of merger savings between shareholders and customers. Western will need the approval of both of these regulatory agencies for any merger with KCPL.