

=====

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----

SCHEDULE 14D-1  
(Amendment No. 37)  
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

=====

This Amendment No. 37 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 8. Persons Retained, Employed or to be Compensated.

Item 8 is hereby amended and supplemented as follows:

In its capacity as Dealer Manager for the Offer, Salomon Brothers Inc ("Salomon") has agreed to use its reasonable best efforts to make arrangements for a group of soliciting dealers, including Salomon, to execute a Soliciting Dealer Agreement pursuant to which such soliciting dealers (each, a Soliciting Dealer) will solicit tenders of Shares pursuant to the Offer. Western Resources has agreed to pay to each Soliciting Dealer who properly executes a Soliciting Dealer Agreement prior to the Expiration Date (i) \$0.125 per Share for each Share properly tendered and not withdrawn pursuant to the Offer, up to a maximum of \$250.00 per beneficial owner of Shares, on the first scheduled expiration date of the Offer on which a majority of the then outstanding Shares have been properly tendered and not withdrawn pursuant to the Offer and (ii) \$0.125 per Share for each Share properly tendered and not withdrawn pursuant to the Offer, up to a maximum of \$250.00 per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 earlier of (x) the acceptance by Western Resources of Shares for exchange pursuant to the Offer and (y) the first date of public announcement of a definitive merger agreement between Western Resources and KCPL. Joint owners are to 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.

In order to be paid any fee, a Soliciting Dealer must be designated in the appropriate section of a properly executed Letter of Transmittal or Notice of Guaranteed Delivery indicating that such Soliciting Dealer solicited the tender of the Shares specified therein. No fee will be paid to any Soliciting Dealer for Shares tendered pursuant to a Notice of Guaranteed Delivery unless the certificates for such tendered Shares in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal, with any required signature guarantees and all other documents required by the Letter of Transmittal are 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. In addition, acceptance of compensation by a Soliciting Dealer will constitute a representation by it to Western Resources that (i) it has complied with 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 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 or help complete a Letter of Transmittal or Notice of Guaranteed Delivery for such beneficial owner; and (v) it is a member in good standing of the NASD or a foreign broker or dealer that will not solicit tenders of Shares within the United States, its territories or possessions, or from nationals or residents therein, and in each case will comply with the Conduct Rules of the NASD. Western Resources has agreed to indemnify the Soliciting Dealers for certain liabilities in connection with their soliciting activities, including certain liabilities under the federal securities laws.

Item 11. Material to be Filed as Exhibits.

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

(a)(2)(i) Letter of Transmittal with respect to the Shares, reflecting October 25, 1996 expiration date of the Offer and Soliciting Dealer information.

(a)(3)(i) Notice of Guaranteed Delivery reflecting Soliciting Dealer information.

(a)(99) Information mailed on or about September 28, 1996 to certain KCPL Shareholders.

(a)(100) Information mailed on or about September 28, 1996 to certain KCPL Shareholders.

(a)(101) Letter to certain KCPL Shareholders mailed on or about September 28, 1996.

(a)(102) Letter to certain KCPL Shareholders mailed on or about September 28, 1996.

(a)(103) Letter to certain KCPL Shareholders mailed on or about September 28, 1996.

(a)(104) Brochure mailed to KCPL Shareholders on or about September 28, 1996.

(a)(105) Brochure mailed to KCPL Shareholders on or about September 28, 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.

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

Dated: September 30, 1996

EXHIBIT INDEX

Exhibit No. -----	Description -----
(a)(2)(i)	Letter of Transmittal with respect to the Shares, reflecting October 25, 1996 expiration date of the Offer and Soliciting Dealer information.
(a)(3)(i)	Notice of Guaranteed Delivery reflecting Soliciting Dealer information.
(a)(99)	Information mailed on or about September 28, 1996 to certain KCPL Shareholders.
(a)(100)	Information mailed on or about September 28, 1996 to certain KCPL Shareholders.
(a)(101)	Letter to certain KCPL Shareholders mailed on or about September 28, 1996.
(a)(102)	Letter to certain KCPL Shareholders mailed on or about September 28, 1996.
(a)(103)	Letter to certain KCPL Shareholders mailed on or about September 28, 1996.
(a)(104)	Brochure mailed to KCPL Shareholders on or about September 28, 1996.
(a)(105)	Brochure mailed to KCPL Shareholders on or about September 28, 1996.

DOCUMENT 3: STOCK TRANSMITTAL DOCUMENT

LETTER OF TRANSMITTAL

Offer to Exchange Each Outstanding Share of Common Stock

of

KANSAS CITY POWER & LIGHT COMPANY

for

\$31.00 of Common Stock  
(subject to adjustment)

of

WESTERN RESOURCES, INC.

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON OCTOBER 25, 1996 UNLESS THE OFFER IS EXTENDED (THE "EXPIRATION DATE"). SHARES WHICH ARE TENDERED PURSUANT TO THE OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION DATE.

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: By Facsimile Transmission (for Eligible Institutions only): By Hand:

Wall Street Station  
P.O. Box 1010  
New York, NY 10268-1010

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

Receive Window  
77 Water Street, 5th Floor  
New York, NY

Confirm by telephone:

(212) 701-7618

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS, OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TRANSMISSION, OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. YOU MUST SIGN THIS LETTER OF TRANSMITTAL WHERE INDICATED BELOW AND COMPLETE THE SUBSTITUTE FORM W-9 PROVIDED BELOW.

THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED.

This Letter of Transmittal is to be completed by shareholders if certificates for Shares (as defined below) are to be forwarded herewith or, unless an Agent's Message (as defined in the Prospectus) is utilized, if delivery of Shares are to be made by book-entry transfer to the account maintained by the Exchange Agent at The Depository Trust Company ("DTC") or the Philadelphia Depository Trust Company ("PDTC") (DTC and PDTC, collectively, the "Book-Entry Transfer Facilities"), pursuant to the procedures set forth under "The Offer-Procedure for Tendering" in the Prospectus. Shareholders who tender Shares by book-entry transfer are referred to herein as "Book-Entry Shareholders" and other shareholders are referred to herein as "Certificate Shareholders." Shareholders whose certificates for Shares are not immediately available or who cannot deliver their certificates and all other documents required hereby to the Exchange Agent on or prior to the Expiration Date (as defined in the Prospectus), or who cannot comply with the book-entry transfer procedures on a timely basis, may tender their Shares according to the guaranteed delivery procedure set forth under "The Offer-Procedure for Tendering" in the Prospectus. See Instruction 2. Delivery of documents to a Book-Entry Transfer Facility does not constitute delivery to the Exchange Agent (as defined herein).

CHECK HERE IF SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER MADE TO THE ACCOUNT MAINTAINED BY THE EXCHANGE AGENT WITH A BOOK-ENTRY TRANSFER FACILITY AND COMPLETE THE FOLLOWING:

Name of Tendering Institution \_\_\_\_\_

Check Box of Applicable Book-Entry Transfer Facility

DTC  PDTC (check one)

Account Number \_\_\_\_\_

Transaction Code Number \_\_\_\_\_

CHECK HERE IF SHARES ARE BEING TENDERED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE EXCHANGE AGENT AND COMPLETE THE FOLLOWING:

Name(s) of Registered Holder(s) \_\_\_\_\_

Date of Execution of Notice of Guaranteed Delivery \_\_\_\_\_

Name of Institution which Guaranteed Delivery \_\_\_\_\_

If Delivery by Book-Entry Transfer, Check Box of Applicable Book-Entry Transfer Facility:

DTC  PDTC (check one)

Account Number \_\_\_\_\_

Transaction Code Number \_\_\_\_\_

-----  
 DESCRIPTION OF SHARES TENDERED  
 -----

Name(s) and Address(es) of Registered Holder(s) (Please fill in, if blank, exactly as name(s) appear(s) on the certificate)	Share Certificates and Shares Tendered (Attach additional list if necessary)		
	Certificate Number(s)	Total Number of Shares Evidenced by Certificate(s)	Number of Shares Tendered
-----	-----	-----	-----
-----	-----	-----	-----
-----	-----	-----	-----
-----	-----	-----	-----
-----	-----	-----	-----
	<b>Total Shares</b>	-----	-----

-----

Need not be completed by shareholders delivering by book-entry transfer. Unless otherwise indicated, it will be assumed that all Shares evidenced by any certificate(s) delivered to the Exchange Agent are being tendered. See Instruction 4.

NOTE: SIGNATURES MUST BE PROVIDED BELOW  
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY

Ladies and Gentlemen:

The undersigned hereby 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 hereby acknowledged, and in this Letter of Transmittal (which, together with the Prospectus and any amendments thereto and hereto constitute the "Offer").

Upon the terms and subject to the conditions of the Offer, subject to, and effective upon, acceptance of the Shares tendered herewith in accordance with the terms of the Offer, the undersigned hereby 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 hereby 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 undersigned 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 undersigned'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 undersigned hereby irrevocably appoints the designees of Western Resources, and each of them, the attorneys-in-fact and proxies of the undersigned, 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 hereby (and any Distributions) which have been accepted by Western Resources prior to the time of such vote or action, which the undersigned 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 undersigned 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 undersigned. The undersigned 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 undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer the Shares (and any Distributions) tendered hereby 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 undersigned 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 hereby.

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



The undersigned 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 hereto and acceptance of such Shares will constitute a binding agreement between the undersigned and Western Resources upon the terms and subject to the conditions set forth in the Offer.

Unless otherwise indicated herein 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) appearing under "Description of Shares Tendered." Similarly, unless otherwise indicated 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(es) of the registered holder(s) appearing under "Description of Shares Tendered." The undersigned recognizes that Western Resources has no obligation, pursuant to the Special Payment 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.

IMPORTANT  
SIGN HERE

(Please Complete Substitute Form W-9 at the back of this Letter of Transmittal)

Signature(s) of Shareholder(s) \_\_\_\_\_

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.)

Name(s) \_\_\_\_\_

(Please Print)

Capacity (Full Title) \_\_\_\_\_

Address \_\_\_\_\_

(Include Zip Code)

(Area Code and Telephone Number)

Taxpayer Identification or Social Security No.

(See Substitute Form W-9)

GUARANTEE OF SIGNATURE(S)

(If Required - See Instructions 1 and 5)

Space Below is For Use by Financial Institutions Only.

Financial Institutions: Place Medallion Guarantee in Space Below

Authorized Signature \_\_\_\_\_

Name \_\_\_\_\_

(Please Type or Print)

Address \_\_\_\_\_

(Include Zip Code)

Name of Firm \_\_\_\_\_ Dated: \_\_\_\_\_, 1996

Signature(s) Guaranteed:

IN CERTAIN CIRCUMSTANCES, SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM). SEE INSTRUCTIONS 1 AND 5.

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 the undersigned.

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 \_\_\_\_\_  
\_\_\_\_\_  
(Include Zip Code)

\_\_\_\_\_  
(Tax Identification Number)  
(See Substitute Form W-9 on Reverse Side)

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 above.

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 \_\_\_\_\_  
\_\_\_\_\_  
(Include Zip Code)

(See Substitute Form W-9 on Reverse Side)

SOLICITING DEALER INFORMATION

If you wish, you may identify in the box below the Soliciting Dealer (as defined below), if any, that solicited your tender. No Soliciting Dealer shall be entitled to a solicitation fee with respect to your tender of Shares unless it is appropriately designated below. 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 and the number of Shares tendered for such customer on the lines entitled "Name of Beneficial Owner" and "Number of Shares Tendered", respectively, provided for such purpose in the box below.

SOLICITED TENDERS

Western Resources will pay to certain designated soliciting dealers that have properly executed a Soliciting Dealer Agreement prior to the Expiration Date (each of which is referred to herein as 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 (x) the acceptance by Western Resources of Shares for exchange or (y) 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 undersigned represents that the Soliciting Dealer which solicited and obtained the tender evidenced by this Letter of Transmittal is:

Name of Firm .....  
(Please Print)

Name of Individual Broker or Financial Consultant .....

Address .....  
.....  
(include Zip Code)

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

Name of Beneficial Owner (Attach additional list if necessary)	Number of Shares Tendered
.....	.....
.....	.....
.....	.....

The acceptance of compensation by such 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.

## INSTRUCTIONS

### Forming Part of the Terms and Conditions of the Offer

1. **Guarantee of Signatures.** No signature guarantee is required on this Letter of Transmittal in cases where (a) this 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 herewith and such holder(s) have not completed the instruction entitled "Special Issuance Instructions" on this Letter of Transmittal or (b) such Shares are tendered for the account of an Eligible Institution (as defined below). Otherwise, all signatures on this Letter of Transmittal must be guaranteed by a financial institution (including most banks, savings and loan associations and brokerage houses) 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.** This Letter of Transmittal is to be used either if certificates are to be forwarded herewith or, unless an Agent's Message is utilized, 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. 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 this Letter of Transmittal or facsimile thereof, properly completed and duly executed with any required signature guarantees, and any other documents required by this 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. Pursuant to such procedure: (i) such 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 this 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. 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 this 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 schedule attached hereto.

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 entitled "Number of Shares Tendered." 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 provided in the appropriate box on this 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 this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, 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 hereby are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.

If any of the tendered Shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates.

If this 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 this Letter of Transmittal is signed by the registered holder(s) of the Shares listed in the box entitled "Number of Shares Tendered" and transmitted hereby, 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 this 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 certificates(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 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 this 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 this 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 this 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 this Letter of Transmittal or to an address other than that shown above, the boxes marked "Special Issuance Instructions" or "Special Delivery Instructions" on this 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, this 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 below 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 below. 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 form 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.

Important: This Letter of Transmittal or a facsimile copy hereof (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.

#### 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.

TO BE COMPLETED BY ALL TENDERING SHAREHOLDERS  
(See Instruction 9)

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

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 \_\_\_\_\_ 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.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE 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)

The Information Agent for the Offer is:

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

The Dealer Manager for the Offer is:

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

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 Facsimile Transmission

By Mail:

(for Eligible Institutions only):

By Hand:

Wall Street Station  
P.O. Box 1010  
New York, NY 10268-1010

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

Receive Window  
77 Water Street, 5th Floor  
New York, NY

Confirm by telephone:

(212) 701-7618



NOTICE OF GUARANTEED DELIVERY

Offer to Exchange Each Outstanding Share of Common Stock  
of  
KANSAS CITY POWER & LIGHT COMPANY  
for  
\$31.00 of Common Stock  
(subject to adjustment)  
of  
WESTERN RESOURCES, INC.  
(Not To Be Used For Signature Guarantee)

As set forth in "The Offer-Procedure for Tendering" in the Prospectus, dated July 3, 1996 (the "Prospectus"), this form or one substantially equivalent hereto must be used to accept the Offer (as defined below) if certificates for shares of common stock, without par value (the "Shares"), of Kansas City Power & Light Company, a Missouri corporation, are not immediately available, if the certificates and all other required documents cannot be delivered to the Exchange Agent prior to the Expiration Date (as defined in the Prospectus), or if the procedure for book-entry transfer cannot be completed on a timely basis. Such form may be delivered by hand or transmitted by telegram, facsimile transmission or mail to the Exchange Agent, and must include a guarantee by an Eligible Institution (as defined in the Prospectus). See "The Offer-Procedure for Tendering" in the Prospectus.

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:

By Facsimile  
Transmission  
(for Eligible  
Institutions only):

By Hand

Wall Street Station  
P.O. Box 1010  
New York, NY  
10268-1010

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

Receive Window  
77 Water Street,  
5th Floor  
New York, NY

Confirm Facsimile  
Transmission by Telephone:

(212) 701-7618

-----

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE, OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TRANSMISSION OTHER THAN AS SET FORTH ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY.

This form is not to be used to guarantee signatures. If a signature on a Letter of Transmittal is required to be guaranteed by an Eligible Institution under the instructions thereto, such signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to Western Resources, Inc., a Kansas corporation, upon the terms and subject to the conditions set forth in the Prospectus, dated July 3, 1996, and in the related Letter of Transmittal (which together constitute the "Offer"), receipt of which is hereby acknowledged, the number of Shares shown in the Box below pursuant to the guaranteed delivery procedures set forth under "The Offer-Procedure for Tendering" in the Prospectus.

\_\_\_\_\_ Shares

Certificate Nos.  
for Shares \_\_\_\_\_  
(if available) \_\_\_\_\_

\_\_\_\_\_  
Name(s) of Record Holder(s)

\_\_\_\_\_  
(Please Type or Print)

\_\_\_\_\_  
Address(es)

\_\_\_\_\_  
(Zip Code)

Check ONE box if Shares  
will be tendered by book-  
entry transfer:

\_\_\_\_\_  
Area Code and Tel. No(s).

The Depository Trust Company

Philadelphia Depository Trust  
Company

\_\_\_\_\_  
Signature(s)

Account Number \_\_\_\_\_

Dated \_\_\_\_\_, 1996

THE GUARANTEE BELOW MUST BE COMPLETED.  
GUARANTEE  
(Not To Be Used For Signature Guarantee)

The undersigned, a financial institution 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, guarantees (a) that the above named person(s) has (have) a "net long position" in the Shares tendered hereby within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended, and (b) to deliver to the Exchange Agent, at one of its addresses set forth above, certificates representing the Shares tendered hereby, in proper form for transfer, or confirmation of book-entry transfer of such Shares into the Exchange Agent's accounts at The Depository Trust Company or the Philadelphia Depository Trust Company, in each case with delivery of a properly completed and duly executed Letter of Transmittal (or a facsimile copy thereof), or an Agent's Message (as defined in the Prospectus) in the case of book-entry transfer, and any other documents required by the Letter of Transmittal, within three (3) New York Stock Exchange, Inc. trading days of the date hereof.

Name of Firm \_\_\_\_\_

\_\_\_\_\_  
(Authorized Signature)

Address \_\_\_\_\_

\_\_\_\_\_  
Title

\_\_\_\_\_  
Name

\_\_\_\_\_  
(Zip Code)

\_\_\_\_\_  
(Please Type or Print)

Area Code and Tel. No. \_\_\_\_\_

Dated \_\_\_\_\_, 1996

NOTE: DO NOT SEND CERTIFICATES FOR SHARES WITH THIS  
NOTICE. SHARE CERTIFICATES SHOULD BE SENT WITH  
YOUR LETTER OF TRANSMITTAL.

SOLICITING DEALER INFORMATION

If you wish, you may identify in the box below the Soliciting Dealer (as defined below), if any, that solicited your tender. No Soliciting Dealer shall be entitled to a solicitation fee with respect to your tender of Shares unless it is appropriately designated below. 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 and the number of Shares tendered for such customer on the lines entitled "Name of Beneficial Owner" and "Number of Shares Tendered", respectively, provided for such purpose in the box below.

SOLICITED TENDERS

Western Resources will pay to certain designated soliciting dealers that have properly executed a Soliciting Dealer Agreement prior to the Expiration Date (each of which is referred to herein as a "Soliciting Dealer") a solicitation fee of (i) \$0.125 per Share 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) \$0.125 per Share 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 (x) the acceptance by Western Resources of Shares for exchange or (y) 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 undersigned represents that the Soliciting Dealer which solicited and obtained the tender pursuant to this Notice of Guaranteed Delivery is:

Name of Firm \_\_\_\_\_  
(Please Print)

Name of Individual Broker or Financial Consultant  
\_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_  
(include Zip Code)

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

Name of Beneficial Owner	Number of Shares Tendered
--------------------------	---------------------------

(Attach additional lines if necessary)

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

The acceptance of compensation by such 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 or Notice of Guaranteed Delivery 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.

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:

By Facsimile  
Transmission  
(for Eligible  
Institutions only):

By Hand:

Wall Street Station  
P.O. Box 1010  
New York, NY  
10268-1010

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

Receive Window  
77 Water Street,  
5th Floor  
New York, NY

Confirm Facsimile  
Transmission by Telephone:

(212) 701-7618

The Information Agent for the Offer is:

GEORGESON  
& COMPANY INC.

Wall Street Plaza  
New York, New York 10005  
1-800-223-2064

The Dealer Manager for the Offer is:

Salomon Brothers Inc

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

Western Resources(R)

Many KCPL shareowners have asked for easy-to-understand, but thorough information about our offer. We hope the enclosed materials address your questions and concerns.

First, please read the letter from Western Resources' CEO John Hayes. Then follow the steps numbered 1, 2, 3.

Step 1. The first document supplies you with answers to many of the questions we have been asked about tendering your shares.

Step 2. The second document provides you with information about Western Resources' financial strength and vision.

Step 3. Now, just call your broker to instruct them to tender your shares.

Our goal is to keep you informed while bringing this matter to an end as quickly as possible and begin the future of an exciting new company.

So, please read the material, follow the instructions, and let us know if you have questions.

It is as easy as 1, 2, 3.

Western Resources(R)

Many KCPL shareowners have asked for easy-to-understand, but thorough information about our offer. We hope the enclosed materials address your questions and concerns.

First, please read the letter from Western Resources' CEO John Hayes. Then refer to the documents numbered 1, 2, 3, 4.

Document 1 supplies you with answers to many of the questions we have been asked about tendering your shares.

Document 2 provides you with information about Western Resources' financial strength and vision.

Document 3 is the legal transmittal document you need to fill out in order to tender your shares.

Document 4 is the return envelope to make sure your tender goes to the correct place.

Our goal is to keep you informed while bringing this matter to an end as quickly as possible and begin the future of an exciting new company.

So, please read the material, follow the instructions, and let us know if you have questions.

It is as easy as 1, 2, 3, 4.

Western Resources(R)

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

Dear KCPL Shareowner:

Now, it is official!

KCPL shareowners have rejected the proposed merger with UtiliCorp in convincing fashion. The official vote total shows only 38 percent of the KCPL shareowners voted in favor of the UtiliCorp proposal, a sound defeat.

Now, it is time to bring this offer to a conclusion. You are very important in deciding this issue. Individual shareowners such as you hold the majority of shares in KCPL. Your actions are necessary to bring this matter to a close as quickly as possible.

Many KCPL shareowners told us they want KCPL to be positioned well to compete in the changing energy environment and to continue to be financially strong, but joined with another financially strong company with diversified products. Western Resources has the only offer on the table to provide you with enhanced value and the vision to compete in the new energy marketplace. An overwhelming number of financial analysts who follow the industry have urged support for the Western Resources offer.

We believe the best way to resolve the future of KCPL is for you to tender your shares to Western Resources now. We continue to offer \$31 of Western Resources common stock and a projected dividend increase that is up to 45 percent greater than KCPL's current dividend.\* We expect the transaction to close in 1997.

You can tender your shares through a simple process and you do not give up any of your rights. All of your dividends will continue to come to you as they always have, and you will continue to vote your shares. We are enclosing easy-to-understand information about the process. It is marked as DOCUMENT 1. It answers questions many of you have asked over the past few weeks about tendering your shares. I know the process may seem complicated, but we have tried to make it as simple as possible.

You can learn more about Western Resources by referring to DOCUMENT 2.

Simply follow the instructions on the transmittal document, DOCUMENT 3. After following the instructions, put your transmittal document, along with your stock certificates, into DOCUMENT 4, the return envelope.



Once you tender your shares, our goal is to keep communication to you to a minimum. You will still receive the information you want to know about the Western Resources/KCPL combination, but we will significantly limit the mail you will receive from us and, barring a sudden need to get in touch with you, we will not call you after you tender your shares. You can reach us anytime with questions through our Information Agent, Georgeson & Company, Inc., by calling toll-free 1-800-223-2064.

Thank you for your time, attention and support in recent months. Let's finish what we have begun and work together in an innovative new company.

Sincerely,

/s/ John Hayes  
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 packet of information 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 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.

Western Resources(R)

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

Dear KCPL Shareowner:

Now, it is official!

KCPL shareowners have rejected the proposed merger with UtiliCorp in convincing fashion. The official vote total shows only 38 percent of the KCPL shareowners voted in favor of the UtiliCorp proposal, a sound defeat.

Now, it is time to bring this offer to a conclusion. You are very important in deciding this issue. Individual shareowners such as you hold the majority of shares in KCPL. Your actions are necessary to bring this matter to a close as quickly as possible.

Many KCPL shareowners have told us they want KCPL to be positioned well to compete in the changing energy environment and to continue to be financially strong, but joined with another financially strong company with diversified products. Western Resources has the only offer on the table to provide you with enhanced value and the vision to compete in the new energy marketplace. An overwhelming number of financial analysts who follow the industry have urged support for the Western Resources offer.

We believe the best way to resolve the future of KCPL is for you to tender your shares to Western Resources now. We continue to offer \$31 of Western Resources common stock and a projected dividend increase that is up to 45 percent greater than KCPL's current dividend.\* We expect the transaction to close in 1997.

You can tender your shares through a simple process and you do not give up any of your rights. All of your dividends will continue to come to you as they always have, and you will continue to vote your shares. Just follow Steps 1, 2, 3.

Step 1. We are enclosing easy-to-understand information about the process. It is marked as DOCUMENT 1. It answers questions many of you have asked over the past few weeks about tendering your shares. Your broker can assist you with any questions you may have. You can also reach us anytime with questions through our Information Agent, Georgeson & Company, Inc., by calling toll-free at 1-800-223-2064.

Step 2. You can learn more about Western Resources by referring to DOCUMENT 2.

Step 3. Please call your broker to instruct them that you wish to tender your shares to Western Resources. They will give you specific instructions to follow.

Thank you for your time, attention and support in recent months. Let's finish what we have begun and work together in an innovative new company.

Sincerely,

/s/ John Hayes  
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 packet of information 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 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.

Western Resources(R)

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

Dear KCPL Shareowner:

As you know, KCPL shareowners have rejected the proposed merger with UtiliCorp in convincing fashion. The official vote total shows only 38 percent of the KCPL shareowners voted in favor of the UtiliCorp proposal, soundly defeating it.

Now, it is time to bring this offer to merge to a conclusion. You are very important in deciding this issue. Individual shareowners such as you hold the majority of shares in KCPL. Your actions are necessary to bring this matter to a close as quickly as possible.

A quality company like KCPL deserves a quality partner with a record of keeping its promises on such issues as no layoffs and corporate citizenship. You want KCPL to be positioned well to compete in the changing energy environment. You want KCPL to continue to be financially strong, but joined with another financially strong company with diversified products. Western Resources has the only offer on the table to provide you with enhanced value and the vision to compete in the new energy marketplace. In addition, Western Resources not only shares customers and assets with KCPL, but also shares the same Midwestern culture that has helped both companies succeed.

We believe the best way to resolve the future of KCPL is to tender your shares to Western Resources now. We continue to offer \$31 of Western Resources common stock and a projected dividend increase that is up to 45 percent greater than KCPL's current dividend.\* We expect the transaction to close in 1997.

You can tender your shares through a simple process and you do not give up any of your rights. All of your dividends will continue to come to you as they always have, and you will continue to vote your shares. We are enclosing easy-to-understand information about the process. It is marked as DOCUMENT 1. It answers questions many of you have asked over the past few weeks about tendering your shares. I know the process may seem complicated, but we have tried to make it as simple as possible.

You can learn more about Western Resources by referring to DOCUMENT 2.

Simply follow the instructions on the transmittal document, DOCUMENT 3. After following the instructions, put your transmittal document, along with your stock certificates, into DOCUMENT 4, the return envelope.

Once you tender your shares, our goal is to keep communication to you to a minimum. You will still receive the information you want to know about the Western Resources/KCPL combination, but we will significantly limit the mail you will receive from us and, barring a sudden need to get in touch with you, we will not call you after you tender your shares. You can reach us anytime with questions through our Information Agent, Georgeson & Company, Inc., by calling toll-free at 1-800-223-2064.

Thank you for your time, attention and support in recent months. We want to grow KCPL's significant positive impact on Kansas City's economy and community. Let's finish what we have begun and work together in an innovative new company

Sincerely,

/s/ John Hayes  
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 packet of information 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 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.

DOCUMENT 1: QUESTIONS AND ANSWERS ON TENDERING

"What I want to know is . . . "

Clear Answers

to the Most Commonly Asked Questions

About Tendering Your Shares

What does it mean to "tender my shares?"

It means you, as the owner of the KCPL stock, accept Western Resources' offer to exchange your stock for Western Resources stock at the exchange rate we have offered. In this case, it is \$31 of Western Resources stock, as long as Western Resources' average stock price is between \$28.18 and \$33.23 at closing. The final conversion of your KCPL shares to Western Resources stock will occur when all necessary steps for the Western Resources/KCPL offer have been completed, which we anticipate will happen in late 1997.

Why does KCPL need to merge with anyone at all?

The energy marketplace is changing rapidly. In the next few years, customers will choose their electric service in much the same way as they now choose long-distance telephone companies.

In this competitive environment, we believe a Western Resources/KCPL combination brings a number of strengths to KCPL:

- o Stronger Company. A Western Resources/KCPL combination will result in a \$9 billion company, more than 200 percent larger than KCPL alone. It will combine two companies with strong bond ratings. Plus, by joining with Western Resources, KCPL will merge with a company that has paid dividends every year since its founding in 1924 and that has increased dividends every year for the past 20 years.
- o Regional Strength. A combined Western Resources/KCPL provides a great Midwestern base of strength by bringing together adjoining utilities.
- o Product Diversity. By combining with Western Resources, KCPL enters into natural gas, other diversified energy markets, home security and international power development.
- o Vision. Using the regional base as a springboard, the combined company will be a strong competitor in the new energy marketplace. For example, Western Resources is a leader in wholesale power sales and was one of the first utilities in the nation to see the potential in home security. Together, KCPL and Western Resources will provide a company to market energy services across the nation under one brand name.

- o International Reach. Through our subsidiary, The Wing Group, Western Resources provides KCPL with access to international energy markets. The Wing Group is considered the premier international developer of power projects.
- o Greater Future. Together, KCPL and Western Resources immediately will be perceived as a significant player in the regional, national and international energy scene.

Why should I tender now?

Tendering your shares is the only way to take advantage of our offer. Further, it is our hope that a strong response to our tender offer, coupled with the recent defeat of the UtiliCorp proposal, will bring the KCPL board to the table where, for the first time, we can present our business plan for a merged company. You, as the owner of KCPL, will make that happen. By tendering your shares now, you can bring about this merger and its value to you in the quickest way possible.

There is yet another advantage of tendering now. If you are a registered holder of KCPL shares, once you tender, the volume of mail and calls you will receive on this matter from Western Resources will be largely eliminated!

If I tender my shares, what happens to them? Are they still mine?

Yes. You will still receive the KCPL dividends from your shares and you can still vote your shares until the actual exchange takes place. At that time you will begin receiving the Western Resources' dividend. After you tender you can have your shares returned at any time until Western Resources completes the offer and exchanges your shares for Western Resources stock.

We recommend that you send your shares to us by registered mail so you will receive an acknowledgment for your records of their receipt by us.

How do I get my KCPL dividends if you have my shares?

Western Resources and its agent, Harris Trust, are really just a "safety deposit box" for the shares until the offer is complete. At that time, we will exchange the KCPL shares for Western Resources shares and send the Western Resources shares to you. In the meantime, you will continue to be a KCPL shareowner, continue to receive dividends directly from KCPL and continue to have all the voting rights of your KCPL shares.

What if I want to sell my shares after I tender?

If you need to sell your shares for any reason, the process for returning them to your possession is quick and easy. For registered shareholders, all you have to do is:

1. mail or fax your request to Harris Trust;
2. give them 24 hours to process; and
3. have your shares sent by overnight delivery.

Using this process, most registered shareowners can get their shares in three days.

If your shares are in "street name," that is, held for you by a brokerage house or bank, the process is even quicker because of electronic transfers. These can usually be done within a day, depending on your broker.

What if my certificates are lost?

All you have to do is inform us that you wish to tender and that your certificates are lost. We will help you follow the necessary procedure to get replacement certificates. It is not complicated, and we will help you to make sure it is done correctly.

Can I just sell my stock today?

Yes, or you can tender it to us. The exchange of your stock for Western Resources stock will be tax-free.

I belong to a dividend reinvestment program. Can I still tender my shares?

The shares currently in your possession can be tendered. Participants in the KCPL dividend reinvestment plan will receive specific instructions on how to tender their shares. Any additional stock you receive through this program can also be tendered by following the tender process for the newly acquired shares.

If I have used my KCPL stock for collateral for a loan, can I still tender?

That is up to your lending institution. Since the stock is being exchanged for Western Resources stock, many lending institutions may agree to tender it for you with them holding the notification of tender.

If you are talking about completing the offer next year, why have you set October 25 as the expiration date for the tender offer?

The October 25, 1996, date is the preliminary expiration date for the tender offer. We hope that, with a strong showing in the tendering process, the board of directors of KCPL will discuss a merger with us.

What percentage of KCPL's outstanding shares does Western Resources need to make the merger work?

Western Resources believes if a majority of shares are tendered, it can successfully begin the process of merging the companies. With a majority of shares tendered, we believe the KCPL board should honor the wishes of its shareowners and begin working out a friendly merger. If the KCPL board still does not act positively on our offer, KCPL shareowners have the power to elect a new board, who will support a Western Resources/KCPL combination.

Why can't Western Resources be more definitive on the amount of stock and when the transaction will close?

First, the \$31 per share of Western Resources stock is backed by the performance of our stock. The chart below clearly demonstrates the calculations of stock price and dividends to KCPL shareowners. There has been no period in the last two years in which Western Resources' average price was outside the collar.



This range is the only financially sound way to guarantee that KCPL and Western Resources will come together to form a strong company. It protects the investors of both companies.

As far as the transaction closing date, it is very much in line with the earlier UtiliCorp merger timeline. We anticipate this will all come to a successful conclusion in 1997.

Calculation of stock price and dividends to  
KCPL shareowners - post-merger  
indicated dividends

	Western Stock Price	Exchange Ratio WR/KCPL	Stock Value to KCPL	Premium to KCPL April 12	Dividend to KCPL Dividend Holders	Increase in KCPL
	-----	-----	-----	-----	-----	-----
	\$27.00	1.100	\$29.70	24.4%	2.35	45.1%
	27.50	1.100	30.25	26.7%	2.35	45.1%
Collar	28.00	1.100	30.80	29.0%	2.35	45.1%
-----						
	28.18	1.100	31.00	29.8%	2.35	45.1%
	28.50	1.088	31.00	29.8%	2.33	43.8%
	29.00	1.069	31.00	29.8%	2.29	41.4%
	29.50	1.051	31.00	29.8%	2.25	38.9%
	30.00	1.033	31.00	29.8%	2.21	36.4%
	30.50	1.016	31.00	29.8%	2.18	34.6%
	31.00	1.000	31.00	29.8%	2.14	32.1%
	31.50	0.984	31.00	29.8%	2.11	30.2%
	32.00	0.969	31.00	29.8%	2.07	27.8%
	32.50	0.954	31.00	29.8%	2.04	25.9%
	33.00	0.939	31.00	29.8%	2.01	24.1%
Collar	33.23	0.933	31.00	29.8%	2.00	23.5%
-----						
	33.50	0.933	31.26	30.9%	2.00	23.5%
	34.00	0.933	31.72	32.9%	2.00	23.5%
	34.50	0.933	32.19	34.8%	2.00	23.5%
-----						

April 12, 1996, was the last trading day before Western Resources announced its original offer to merge with KCPL. KCPL's closing stock price on April 12, 1996 was 23 7/8.

Based on projected 1998 post-merger indicated dividend of \$2.14 as projected in Western Resources' proposed exchange offer and the applicable exchange ratio.

Describe Western Resources' financial condition after this transaction goes through.

It is the large amount of savings that makes this combination of Western Resources and KCPL financially viable both near- and long-term. The adjoining service area, the shared customer base and the \$2 billion in shared assets all combine to make these savings real and achievable.

Based on our projections, our debt-to-equity ratio will remain within industry standards.

Consider this: We explained our post-merger financial strength to many experts, including Wall Street financial analysts. They reviewed our financial picture. As a result, these experts and institutional investors who looked at our financials in detail overwhelmingly supported Western Resources in the UtiliCorp/KCPL vote.

Also, remember that Western Resources has a track record of making a major merger work to add financial strength to the company. By keeping its promises on financial projections (including savings), customer rebates and no layoffs in the merger with KGE in 1992, Western Resources emerged with greater financial strength.

What will happen to the value of my KCPL stock if KCPL senior management is successful in putting up roadblocks to a Western Resources merger?

There is no way to predict the value of KCPL stock if a merger with Western Resources is not completed.

However, it is important to note that the price of KCPL stock just before Western Resources first made its offer public was just 23 7/8, far below where the KCPL stock has been trading since we made our offer.

What will happen if the offer cannot be completed?

If for some reason the offer is not completed and is terminated, then all shares tendered will be returned to you.

Is Western Resources paying a soliciting dealer fee? If so, why?

It is extremely important to us that you receive our exchange offer materials expeditiously and have the opportunity to complete your tender as early as possible. Therefore, we have arranged for Soliciting Dealers to be available to assist you in answering your questions, completing the forms, and tendering your KCPL shares.

On page 6 of the blue Letter of Transmittal, you will notice a box entitled "Solicited Tenders." You may use this space to identify the Soliciting Dealer, if any, who solicited your tender of KCPL shares and assisted you with the tendering process. Should you designate a Soliciting Dealer, we will pay that Soliciting Dealer, upon the occurrence of certain conditions, an administrative fee of up to 25 cents per share for each KCPL share you tender, up to a maximum of \$500 per holder. This fee is being paid to the Soliciting Dealers to compensate them for the time it takes them to do this work for you and us. Federal securities laws require that soliciting dealer fees be paid only to eligible broker-dealers and prohibit the payment of any such fees to tendering shareowners. In order to obtain this fee, the Soliciting Dealers may not charge you any fee for this service.

We hope the soliciting dealers will assist you with the tender process. Additionally, if you have any questions you may call our information agent, Georgeson & Company, Inc., toll-free at 1-800-223-2064.

DOCUMENT 2: WHO IS WESTERN RESOURCES?

Who is Western Resources?

Western Resources is a financially strong, well-managed company with a solid balance sheet and a foundation for growth.

First, the numbers.

Western Resources is nearly a \$6 billion company, twice as large as KCPL. Western Resources has paid dividends every year since its founding in 1924 and dividends have been increased every year for the last 20 years. Western Resources is a strong companion for KCPL.

Now, the strength behind the numbers.

Western Resources brings to KCPL a diverse product mix, a vision that has successfully identified opportunities in the marketplace, and a strategically directed international reach. What this means for you is that tendering your KCPL shares will bring your investment into this exciting and growing company.

It also means that your investment continues to earn value through the diversified, strategic business approach Western Resources employs to meet the competitive issues facing the changing energy industry.

As you know, Western Resources sells electricity and natural gas to more than 1.2 million customers in Kansas and Oklahoma. But did you also know that Western Resources, through its Westar Security subsidiary, is one of the fastest growing security services companies in the United States?

Western Resources was one of the first energy companies to understand the value of monitored security services. There are only four streams of technology into any home or business: energy, security, communication, and entertainment. At Western Resources, we believe consumers nationwide understand the logical compatibility between energy and security services, seeking the convenience of one provider for both.

As a result, Westar Security is taking advantage of opportunities to add new customers to the company, new customers who someday will have a choice of energy providers and related energy products and services. It is an aggressive marketing approach that complements our energy business and provides customers choices as their lifestyles continue to demand comfort and convenience.

Western Resources just recently reached an agreement that puts it in a major position in power development projects in the People's Republic of China, one of the fastest growing electricity markets in the world. Western Resources is working with China Power International Holdings, Ltd. on several power projects with generating capacities totaling more than 2,000 megawatts of low-cost power production.

Finally, there is the vision for success. Western Resources has a record of seeing opportunities, seizing them and making them work for shareholder value. Examples include the successful Kansas Gas and Electric (KGE) merger and the ADT investment. Western Resources can clearly see how a combination with KCPL can provide operational savings and position the combined company in the changing marketplace.

Western Resources' management team has ability, vision and industry respect.

John E. Hayes, Jr., chairman and chief executive officer, has led Western Resources since 1989. Hayes led the company when Western Resources successfully merged with KGE and realized the savings and customer benefits promised.

Hayes is uniquely suited to lead an energy company during this time of change in the marketplace. He was chairman, president and chief executive officer of Southwestern Bell from 1986 to 1989. In that role (and before that as the company's chief financial officer), he led that company through the transition to the competitive environment. Under his leadership, Southwestern Bell led all the other former Regional Bell Operating Companies in operations, service quality, financial strength and operating results.

Hayes' salary at Western Resources is below the industry average in the Midwest. No officers of Western Resources or KCPL have any compensation increases tied to our merger offer.

David Wittig was named president of Western Resources in 1996, after joining the company one year earlier. Wittig, like Hayes, is a Kansas City native.

Wittig had a distinguished career in the financial community, serving the utility industry through Salomon Brothers Inc, a top investment bank. In his position as managing director and co-head of mergers and acquisitions there, Wittig assisted numerous utilities in the execution of their business plans.

Western Resources has successfully completed a merger of a major utility.

It can best be summed up with the four words "Promises Made, Promises Kept."

Western Resources estimated approximately \$39.5 million in savings annually when the merger with KGE was announced in 1990. In 1996, the Kansas Corporation Commission staff confirmed that the merger savings were \$40 million annually. To put it simply, Western Resources was right on target, and the same team has done the analysis for the KCPL merger.

Western Resources also promised \$32 million in customer rebates, and accomplished that soon after the merger was completed.

We said we would not lay off any employees. We accomplished that. Instead, savings were achieved through attrition, early retirement, transfers and strategic personnel planning. (As an example, Western Resources is holding open some 150 positions in its organization now, ranging from clerks to senior executives in anticipation of the KCPL merger.)

Western Resources has the respect of the experts who follow the utility industry.

Stock analysts overwhelmingly endorsed Western Resources this summer. Here is a sampling of their comments:

"Western Resources has a proven track record of successfully working through utility mergers in the recent past in a way that creates shareholder value and benefits for ratepayers. Because of this, we have a great deal of confidence that the management can accomplish similar success in a merger with KCPL."

Barry Abramson  
Utility Analyst  
Prudential Securities  
September 24, 1996

"We regard Western Resources' management among the most innovative in the industry, a characteristic that will become increasingly important as the industry becomes more competitive."

Edward Tirello  
Utility Analyst  
NatWest Securities  
September 24, 1996

Western Resources is a model corporate citizen.

Western Resources understands the balance between managing a profitable company for its shareowners and fulfilling its responsibility to the communities it serves.

Through the Western Resources Foundation, we make contributions to programs benefiting children, the elderly and the environment throughout our service area, including Kansas City.

Western Resources employees volunteer in their communities. We take an active role in United Way programs, the March of Dimes, local Chamber activities and other worthwhile causes.

Other programs directly impact our customers and our business. For example, Project DESERVE helps us provide emergency energy-related bill payment assistance to elderly and disabled persons.

Our business vision is illustrated through our environmental commitment. Since 1992, Western Resources has received 12 major awards for its environmental programs. Western Resources is an industry leader in technologies to make power plants "cleaner." We have programs to teach our customers how to use energy wisely. We have an employee-directed "Green Team" that recommends policies and projects to improve our facilities and the environment in the areas we serve.

Economic development within the Western Resources' service territory remains vital and strong. Western Resources has a respected reputation in working with the communities it serves to create new jobs.

Western Resources has a proud history and a successful present day operation.

Western Resources is a Kansas-based, diversified energy company that began operating in Topeka as The Kansas Power and Light Company more than 70 years ago. During that time, KPL grew into the company it is today through more than 300 mergers and acquisitions of predecessor companies - the most recent of which was KPL's merger with Kansas Gas and Electric in 1992, resulting in the formation of Western Resources.

Western Resources' regulated utilities, KPL and KGE, provide electricity and natural gas service to more than 1.2 million customers in Kansas and northeastern Oklahoma. The companies provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers.

Through its other companies, Westar Energy, Westar Security, Westar Capital, The Wing Group and the Mid Continent Market Center, energy-related products and services are developed and marketed in the continental U.S. and internationally.

With headquarters only 65 miles apart, Western Resources shares the same culture and work ethic as KCPL, a fact that has helped both companies prosper.

Together, Western Resources and KCPL also are joint owners (47 percent each) in the Wolf Creek Generating Station, one of the nation's top performing nuclear generating facilities. Wolf Creek's solid safety record, outstanding low-cost production capabilities, and high industry rankings make this asset for both companies a sound venture.

Currently, Wolf Creek comprises 38 percent of total assets and 60 percent of total capitalization for KCPL. For Western Resources, Wolf Creek represents 20 percent of total assets and 34 percent of capitalization. After the two companies combine, the aggregate interest for the merged company will be within industry standards.

Western Resources has an exciting vision for the future.

The energy industry is changing, and only those companies with a clear vision of how to succeed in the competitive marketplace will prosper. Western Resources is one of those visionary companies.

First, we provide dependable high quality electricity and natural gas at fair prices to our utility customers.

We will, through this merger with KCPL, create a strong regional presence as a total-energy provider, with the size necessary to create economies of scale.

Nationally, we are competing with our Westar brand name. We are increasing our customer base, building our product and service portfolio, and providing innovative energy solutions for customers while providing superior, sustained value for shareowners.

We will compete internationally in the unregulated businesses. For example, our subsidiary, The Wing Group, develops power projects, as opposed to buying utilities, all over the world. This gives us access to deregulated international markets.

In summary, Western Resources' vision is to be the leading provider of energy and energy-related services in America, while providing superior, sustained shareowner value.