

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 32)

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  
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125 Broad Street  
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(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. 32 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1"), originally filed by Western Resources, Inc., a Kansas corporation ("Western Resources"), on July 8, 1996 relating to the exchange offer disclosed therein to exchange all of the outstanding Shares for shares of Western Resources Common Stock upon the terms and subject to the conditions set forth in the Prospectus, dated July 3, 1996, and the related Letter of Transmittal. Capitalized terms used and not defined herein shall have the meanings set forth in the Schedule 14D-1.

Item 11. Material to be Filed as Exhibits.

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

- (a)(92) Letter sent to a KCPL shareowner on or about August 26, 1996
- (a)(93) Second Quarter Financial Update that will be distributed to the investment community on or about September 3, 1996
- (a)(94) Text of a news release issued on August 30, 1996

SIGNATURE

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

WESTERN RESOURCES, INC.

Date August 30, 1996

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

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Pages
(a)(92)	Letter sent to a KCPL shareowner on or about August 26, 1996	1
(a)(93)	Second Quarter Financial Update that will be distributed to the investment community on or about September 3, 1996	9
(a)(94)	Text of a news release issued on August 30, 1996	1

The following letter was sent to a KCPL shareowner on or about August 26, 1996:

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

August 26, 1996

Addressee

Dear Addressee,

Thank you for your recent letter concerning our offer to merge with Kansas City Power & Light.

Our proposal has been to merge with Kansas City Power & Light because we feel that it is a much stronger offer than the UtiliCorp proposal. KCPL is a high-quality company similar to ours in its dedication to customer service. We feel very strongly that our combination with KCPL will create a strong company for the new competitive environment for the future.

In spite of our strong offer, KCPL management has refused to meet with us. Therefore, we have formally asked shareowners of KCPL to tender shares to us to make this combination a reality. I know that you are concerned about the costs that have been expended in this effort and we, too, are very much aware of the costs of this activity. However, we feel that the benefits to shareowners, customers, employees and the communities we serve create a compelling case for moving forward.

Again, thank you for sharing your concerns. We appreciate your patience, willingness to discern the truth, and for your serious consideration of our offer.

Sincerely,

/s/ John E. Hayes, Jr.

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

The following Second Quarter Financial Update for Western Resources will be distributed to the investment community on or about September 3, 1996:

COVER PAGE:

SECOND QUARTER  
PERIOD ENDED JUNE 30, 1996

1996  
FINANCIAL  
UPDATE

IN THIS ISSUE

Company takes merger offer directly to KCPL shareholders.

Earnings jump led by increases in wholesale electric sales.

Additional security firms acquired.

Agreement reached with KCC staff on electric rates.

Third quarter dividends announced.

Company issues QUIPS priced to yield 8.5%

WESTERN RESOURCES  
[LOGO]

INSIDE FRONT COVER PAGE:

FINANCIAL DATA AND RATIOS  
For Twelve Months Ended June 30, 1996  
(unaudited)

	1996	1995
COMMON STOCK DATA:		
Average shares outstanding (000's)	62,904	61,716
Earnings per share	\$2.84	\$2.28
Dividends declared per share	\$2.04	\$2.00
Dividend payout ratio	72%	88%
Book value per share, end of period	\$24.78	\$23.86
Closing market price, end of period	\$29.875	\$30.875
Price range, twelve month period		
High	\$34.875	\$33.375
Low	\$29.250	\$26.750
Annualized dividend yield	6.8%	6.5%
Price/Earnings ratio	10.5	13.5
Return on average common equity	11.5%	9.6%
Number of common shareholders	64,766	61,148

COVERAGE RATIOS:

Interest Coverage (incl. AFUDC)		
Pretax	3.1	2.9
After tax	2.4	2.3
Interest Coverage (excl. AFUDC)		
Pretax	3.0	2.9
After tax	2.4	2.3
Interest and Preferred Dividend Coverage (incl. AFUDC)	2.2	2.1

	First Quarter	Second Quarter	Third Quarter	Exp. Fourth Quarter
1996 DIVIDEND INFORMATION				
Declaration Date	01/24/96	05/07/96	07/18/96	11/12/96
NYSE Ex-Dividend Date	02/28/96	05/29/96	08/28/96	11/28/96
Record Date	03/04/96	06/04/96	09/04/96	12/03/96
Payment Date	04/01/96	07/01/96	10/01/96	01/02/97
Common Dividend Declared Per Share	\$0.515	\$0.515	\$0.515	

WESTERN RESOURCES  
[LOGO]

Western Resources (NYSE: WR) is a diversified energy company with a market cap of approximately \$1.8 billion, and total assets of almost \$6 billion. Its utilities, KPL and KGE, operating in Kansas and Oklahoma, provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers. Through its subsidiaries, Westar Energy, Westar Security, Westar Capital, and The Wing Group, a full range of energy-related products and services are developed and marketed in the continental U.S., and offshore.

For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wstnres.com>.

SIDE MARGIN FILLER

BAR GRAPH

YEAR TO DATE NET INCOME  
(000'S OF DOLLARS)

1995 - \$63,291  
1996 - \$73,535

Net income year-to-date is up 16 percent compared to last year

Western Resources a "Well-Regarded" Utility

Western Resources was listed recently as one the Midwest's "well-regarded" utilities by a Dow Jones report. The article also referred to a report by Ed Tirello of NatWest Securities, who includes Western Resources on his list of recommended stocks. Tirello also believes that Western ultimately will prevail in its effort to acquire Kansas City Power & Light.

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Company Takes Merger Offer Directly to KCPL Shareowners

In the second quarter, the company continued its bid to merge with Kansas City Power and Light (KCPL). On July 8, 1996, Western Resources officially began mailing to the owners of KCPL the offer for a tax-free exchange of their KCPL common stock at a price of \$31 per share in Western Resources common stock, up from an earlier offer of \$28 a share. Complete terms of the offer are contained in our prospectus dated July 3, 1996.

The exchange offer is scheduled to expire at midnight Eastern Daylight Time on September 20, 1996, but may be extended by the company. Salomon Brothers Inc is the dealer-manager for the offer.

On August 16, KCPL conducted its shareowner meeting and officially closed the voting process for its proposed merger with UtiliCorp. Western Resources solicited proxies against the proposed merger and we are confident KCPL management failed to achieve the legally required two-thirds vote to complete their proposed merger with UtiliCorp. We also believe, based on proxies submitted, that KCPL failed to receive even a simple majority of votes.

We believe a Western Resources/KCPL merger offers the best value to KCPL shareholders and will create a stronger company for the benefit of shareowners, employees and customers of both companies. Our proposal offers an increase in dividends of up to 40 percent as compared to KCPL's current dividend rate of \$1.62, and up to a 19 percent increase in dividends as compared to the "recommended" dividend of \$1.85 per share in the UtiliCorp proposal.

The dividend per KCPL share is based upon Western Resources' post-merger 1998 annual dividend rate of \$2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' offer. The \$31 per share stock exchange 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 the merger closes.

Most utility industry independent analysts have said Western Resources' offer is clearly financially superior to the UtiliCorp deal. In addition, the Institutional Shareholder Services (ISS), one of the most widely followed independent organizations specializing in proxy analysis, recommended a vote against the proposed merger of UtiliCorp and KCPL by KCPL shareowners.

More and more groups and individuals following the developments of this transaction are validating our beliefs that our offer provides the better value for all involved. The final vote tally will be know in September. In the mean time, the company will continue its pursuit of KCPL shares under the

exchange offer.

For late-breaking news on our offer, access our Internet Web site at <http://www.wstnres.com>.

#### Earnings Jump Led by Increases in Wholesale Electric Sales

Earnings per share of common stock increased 33 percent compared to the same quarter a year ago. Earnings were \$0.40 per share, up from the \$0.30 per share recorded during the second quarter of 1995. The increase is the result of revenues from electricity sales during the early summer months, continued internal cost control efforts and the steady growth of the company's wholesale electric sales business.

SIDE MARGIN FILLER

BAR GRAPH

2ND QUARTER EARNINGS 1995 TO 1996  
(PER SHARE)

1995 - \$0.30  
1996 - \$0.40

Earnings per share of common stock increased 23 percent compared to the same quarter a year ago.

#### DOJ Approves Utility Pact

The U.S. Department of Justice (DOJ) approved a proposal by eight nuclear power electric utilities to pool their procurement services and resources. Among those utilities involved is the Wolf Creek Nuclear Operating Corporation. Western Resources owns a 47 percent interest in the Wolf Creek nuclear generating plant, located in Burlington, Kansas.

Under the terms of the approval, membership in the new pool will be open to any nuclear power utility until its members own 36 percent of the nation's nuclear power production. The eight utilities involved so far in the pact account for seven percent of U.S. and two percent of world nuclear power generation.

The group is barred from sharing price and marketing information among members. Each plant is expected to save about \$1.7 million, net of administrative costs, by December 1997.

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Net income increased \$7,030,000, or 33 percent, for second quarter 1996. Operating revenues for second quarter 1996 were \$436,121,000, up 17 percent from last year's figure of \$372,295,000. Operating expenses were \$377,101,000 compared to expenses for the same period last year of \$322,404,000.

An early start on the air conditioning season accounted for an increase of 20 percent in residential electric sales for the second quarter. Electricity sales increases for residential customers were augmented by a gain of nine percent in commercial sales and an increase of three percent in industrial sales for the latest quarter.

While core residential, commercial and industrial electric sales were up due to the weather in our service area, the most growth came from our wholesale business, enhancing our position as the leading wholesaler of electricity in our region.

Wholesale electricity sales posted strong advances over last year. Sales to other utilities, electric cooperatives and municipalities were up 534.4 million kilowatt-hours, or 56 percent ahead of last year's second quarter volumes.

Net income year-to-date is up 16 percent compared to last year, \$73,535,000 versus \$63,291,000. Earnings per share for the year so far also are more than 15 percent ahead of last year at \$1.06 per share compared to \$0.92 for the first six months of 1995.

These results reflect more than the warm weather. They reflect a successful cost containment program and savings due to early retirement programs implemented in the second quarter of 1995.

#### Additional Security Firms Acquired

Westar Security, a wholly-owned subsidiary of Western Resources, has expanded into the Kansas City and Omaha security services markets with the

acquisition of Sentry Protective Alarms. Sentry also has offices in Atlanta and Sacramento.

Westar Security is a full-service security company providing security systems and monitoring to residential and business customer throughout the U.S. Westar Security also has offices in Topeka and Wichita.

The addition of Sentry's territories and customers enlarges our customer base in an emerging growth market that is still extremely fragmented in the United States. Westar Security now serves approximately 80,000 customers.

This acquisition continues the company's strategy to become, through the Westar brand name, a national leader in energy-related customer services. Late last year, we acquired Mobilfone Security and Communications & Signaling Inc., both providers of residential and commercial security services in the Midwest.

The security services business is a natural fit with our other businesses and broadens our service offerings that furnish safety, comfort, convenience and reliability in keeping with our objective of "making life a little easier."

#### Agreement Reached With KCC Staff on Electric Rates

In a move that will lead to the elimination of the uncertainty surrounding future electricity rates in Kansas, the company reached a settlement agreement with the Kansas Corporation Commission (KCC) staff regarding rate decreases.

In August 1995, we initiated a request for \$61.7 million in rate savings for KGE customers during a seven year period to make rates more competitive. Details of the settlement include an immediate \$37.3 million rate reduction for KGE customers. In January 1998, KGE customers will receive another \$10 million electric rate reduction.

#### SIDE MARGIN FILLER

#### BAR GRAPH

#### WHOLESALE ELECTRICITY SALES

(Second quarter 1996 compared to second quarter 1995)

1995 - 954 MWH's

1996 - 1,488 MWH's

Wholesale electricity sales were 56 percent ahead of last year's second quarter volumes.

#### Company Wins EEI Common Goals Award

The company's power technology program was awarded the 1996 Edison Electric Institute (EEI) Common Goals Award for Customer Satisfaction. EEI's Common Goals program honors the best in partnerships between electric companies and their customers.

The award comes for the results of work done through our Power Technology Center (PTC). Since 1992, PTC has offered a wide range of services to customers of all sizes aimed at protecting sensitive electronic equipment, digital industrial controls, medical imaging equipment, motor drives and telecommunications facilities from power quality problems. PTC has trained more than 1,000 plant manager, engineers, technicians, electricians and other customers in power quality management.

#### PAGE 3

The current \$8.7 million interim rate reduction, effective in May 1996, becomes permanent resulting in a total rate reduction of \$56 million for KGE customers. With the full implementation of these reductions, electric rates for KGE customers will fall to nine percent below the national average.

KPL electric rates, which are already 27 percent below the national average, drop another \$8.7 million annually, under the terms of the settlement.

We also have agreed to keep retail electric rates stable for five years. As part of the stipulation, agreed to with the KCC staff, a five-year incentive mechanism will be established. Under the incentive mechanism all regulated annual earnings in excess of a 12 percent ROE will be split 50/50 between customers and shareholders. The customers' share of any incentive savings will be issued in an annual rebate to KGE customers. The rate moratorium is subject to any changes in the law or events having a substantial influence on the company's operations, including any future mergers.

Notably, the issue of possible rate reductions had been raised as a



possible impediment in our ongoing offer to merge with KCPL. The regulatory package agreement reached supports our previously reported projections of post-merger earnings or our ability to pay projected dividends.

The KCC staff also affirmed our proven track record of projecting merger savings by supporting the savings projected in 1990, of \$40 million annually, for the 1992 merger with KGE.

The settlement must be approved by the KCC's three-member Commission. Following KCC approval, the rate plan will be immediately implemented.

The agreement bolsters our competitiveness on a national level and allows us to continue with our business plans to be a national leader in energy services and products.

#### Third Quarter Dividends Announced

The company declared a third-quarter 1996 dividend of 51 1/2 cents per share, payable October 1 on the company's approximately 63.8 million shares of common stock. The dividend rate is even with that paid in the first and second quarters of 1996. The indicated annual dividend rate remains on track at \$2.06 per share, four cents higher than the 1995 annual dividend.

Western Resources has paid dividends every year since its founding in 1924, and dividends have been increased every year for the last 20 years.

#### Company Issues QUIPS Priced to Yield 8.5%

The company issued 4,800,000 shares of 8 1/2 percent Cumulative Quarterly Income Preferred Securities, Series B through Western Resources Capital II. The stock was priced at \$25 per share for a value of \$120 million.

This financing instrument offers double benefits to the company: the dividends paid are tax deductible by the company, like long-term debt, but the shares strengthen the company's equity position, like an issuance of stock.

The shares, which are noncallable for five years, have a final maturity of September 30, 2036. The issue is rated A3 by Moody's Investors Service Inc. and triple-B-plus by Standard and Poor's. The managing underwriters are Goldman, Sachs, & Co., Smith Barney Inc., Bear, Stearns & Co. Inc., Dillon, Read & Co., Prudential Securities Incorporated, and EVEREN Securities, Inc.

Proceeds from the sale will be used to reduce short-term debt.

#### SIDE MARGIN FILLER

[Picture of annual shareowners meeting]

CAPTION: The company's annual shareowners meeting, on May 7, in Topeka, was enjoyed by a record turnout of shareowners. John E. Hayes, Jr., chairman and chief executive officer, speaks to the audience of approximately 300 shareowners.

[Picture of annual shareowners meeting]

#### Wolf Creek Executive Honored by ANS

Neil S. "Buzz" Carns, chairman, president and chief executive officer of Wolf Creek Nuclear Operating Corporation, received the 1996 Utility Leadership Award from the American Nuclear Society (ANS).

The award, established in 1994, recognizes those professionals in the utility industry that have assumed and demonstrated an industry leadership role in the rapidly changing times of competition, regulatory change and cost effectiveness.

PAGES 4 - 7 CONTAIN SECOND QUARTER FORM 10-Q FINANCIAL STATEMENTS WHICH WERE FILED ON AUGUST 14, 1996.

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#### FINANCIAL AND OPERATING STATISTICS

##### SECOND QUARTER

(unaudited)

	Three Months Ended June 30, 1996	1995	%Change	Twelve Months Ended June 30, 1996	1995	%Change
Revenue from Electric Sales (000's):						
Residential	\$ 97,072	\$ 82,316	17.9	\$ 416,223	\$ 372,605	11.7
Commercial	86,469	79,748	8.4	352,733	332,115	6.2
Industrial	67,640	66,762	1.3	269,051	268,223	0.3
Other	8,393	9,149	(8.3)	34,707	35,900	(3.3)

Total Retail							
Electric Sales	259,574	237,975	9.1	1,072,714	1,008,843	6.3	
Wholesale	34,657	24,535	41.3	120,629	98,704	22.2	
Total	\$ 294,231	\$ 262,510	12.1	\$1,193,343	\$1,107,547	7.7	

KWH Sales (000's):							
Residential	1,259,275	1,049,621	20.0	5,389,102	4,781,862	12.7	
Commercial	1,405,070	1,289,827	8.9	5,657,513	5,352,298	5.7	
Industrial	1,437,154	1,390,395	3.4	5,707,811	5,486,122	4.0	
Other	26,316	26,651	(1.3)	105,931	108,332	(2.2)	
Total Retail							
Electric Sales	4,127,815	3,756,494	9.9	16,860,357	15,728,614	7.2	
Wholesale	1,488,110	953,688	56.0	4,735,466	3,675,320	28.8	
Total	5,615,925	4,710,182	19.2	21,595,823	19,403,934	11.3	

System Net Load:							
MW				3,979	3,724		
Date				08/28/95	08/25/94		

Fuel-Mix to Total:							
Coal				79%	76%		
Nuclear				16	19		
Oil				-	-		
Natural Gas				5	5		
				100%	100%		

Revenue from Natural Gas Sales (000's):							
Residential	\$ 47,797	\$ 42,207	13.2	\$ 323,232	\$ 250,045	29.3	
Commercial	15,447	13,131	17.6	111,402	87,394	27.5	
Industrial	573	726	(21.1)	3,286	3,119	5.4	
Sales for resale							
and other	12,466	9,620	29.6	33,173	18,359	*	
Total Gas Service Sales	76,283	65,684	16.1	471,093	358,917	31.3	
Transportation	4,421	5,186	(14.8)	21,972	22,901	(4.1)	
Total	\$ 80,704	\$ 70,870	13.9	\$ 493,065	\$ 381,818	29.1	

MCF Sales (000's):							
Residential	7,290	7,908	(7.8)	60,256	53,949	11.7	
Commercial	2,755	2,899	(5.0)	22,640	20,916	8.2	
Industrial	101	140	(27.9)	518	567	(8.6)	
Sales for resale							
and other	5,260	5,498	(4.3)	15,485	8,450	*	
Total Gas Service Sales	15,406	16,445	(6.3)	98,899	83,882	17.9	
Transportation	10,527	11,789	(10.7)	47,523	49,439	(3.9)	
Total	25,933	28,234	(8.1)	146,422	133,321	9.8	

BACK INSIDE COVER PAGE:

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

BACK COVER PAGE:

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This material is not intended to induce or for use in connection with any sale, offer to sell, or solicitation of an offer to buy any securities of the company.



The following news release was issued on August 30, 1996:

WESTERN RESOURCES EXTENDS TENDER OFFER TO OCTOBER 25

TOPEKA, Kansas, August 30, 1996 -- Western Resources today announced it is extending the expiration date of its exchange offer for Kansas City Power & Light Company (KCPL) from September 20 to 5 p.m. EDT October 25, 1996.

"Extending the expiration date is a normal practice in this type of transaction," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "KCPL shareowners have just voted on the UtiliCorp proposal. We believe most KCPL shareowners are interested in knowing the final vote before they tender their shares to us. The extension of the expiration date accommodates that desire based on the expected mid-September vote certification.

"We are still very confident that KCPL management not only failed to receive the legally required two-thirds vote, but also failed to receive even a simple majority of those voting on the proposed merger with UtiliCorp," said Hayes.

Hayes said that KCPL shareowners who tender their KCPL shares for \$31 worth of Western Resources shares\* will continue to have KCPL voting rights and be paid the KCPL dividend until the exchange is completed.

At the close of business on Thursday, August 29, KCPL shareowners had tendered 1.2 million shares of KCPL outstanding common stock.

Western Resources (NYSE:WR) is a full-service, diversified energy company with total assets of almost \$6 billion. Its utilities, KPL and KGE, operating in Kansas and Oklahoma, provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers. Through its subsidiaries, Westar Energy, Westar Security, Westar Capital, and The Wing Group, a full range of energy and energy-related products and services are developed and marketed in the continental U.S., and offshore. For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wstnres.com>.

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\* 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.