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ORDER AND NOTICE

On May 30, 1997 Western Resources, Inc. (Western Resources) and Kansas City Power & Light Company (KCPL), collectively referred to as the Joint Applicants, filed an application with the Commission requesting an order approving the merger of KCPL with Western Resources and for other related relief to fulfill the intents and purposes of the parties to the merger. Together with the Joint Application, the applicants filed various documents and testimony supporting the proposed merger.

Under the proposed transaction, KCPL will be merged with Western Resources and Western Resources will be the sole surviving entity and will continue its corporate existence under the laws of the State of Kansas. Generally, each issued and outstanding share of KCPL Common Stock, with some exceptions, will be converted to Western Resources Common Stock by means of a conversion ratio. When the proposed merger is completed, Western Resources will directly or indirectly possess all of the rights, privileges, powers and franchises of a public and private nature which KCPL possessed immediately prior to the completion of the merger. The Joint Applicants are also seeking Commission approval for the transfer to Western Resources of the franchises granted to KCPL by the various municipalities for which KCPL now provides service and for the authority previously

granted by this Commission to KCPL to provide retail electric service in KCPL's current service territory.

The Joint Applicants maintain that the proposed merger is not detrimental to the public interest in that the combined financial strength, lower operating costs and "synergies" of the merged companies will benefit ratepayers, stockholders and employees alike.

The Commission finds that notice of this application should be made to the general public and interested parties and that a date for intervention of proper parties be set.

The Commission finds that notice of this application should be given by the Records Department of the Commission by transmitting a copy of this order to the County Commissions of all counties in the service area of KCPL. In addition, the Information Officer of the Commission shall provide notice to the members of the General Assembly representing all counties in the KCPL service area and to all publications of general circulation in the Missouri service area of KCPL as set out in the *Official Manual of the State of Missouri*.

The Commission also determines that proper persons should be given the opportunity to intervene in this matter. Applications to intervene shall be filed with the Executive Secretary, Missouri Public Service Commission, P.O. Box 360, Jefferson City, Missouri 65102, with copies provided to: John K. Rosenberg, J. Michael Peters, Martin J. Bregman, Western Resources, Inc., 818 Kansas Avenue, Topeka, KS 66612; Paul Gardner, Goller, Gardner & Feather, P.C., 131 East High Street, Jefferson City, MO 65101; James Ludwig, Executive Director, Regulatory Affairs, Western Resources, Inc., 818 Kansas Avenue, Topeka, KS 66612; Mark C. Sholander, William G. Riggins, Kansas City Power & Light Company, P.O. Box

418679, Kansas City, MO 64141-9679; and James M. Fischer, 101 West McCarty Street, Suite 215, Jefferson City, MO 65101.

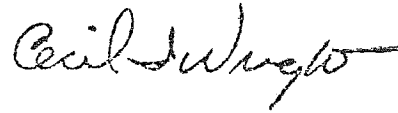
IT IS THEREFORE ORDERED:

1. That the Records Department and Information Officer of the Commission are directed to send notice as set out in this order.

2. That any interested party wishing to intervene in this matter shall file an application with the Commission requesting intervention no later than the close of business, July 7, 1997.

3. That this order shall become effective on the date hereof.

BY THE COMMISSION

A handwritten signature in dark ink, appearing to read "Cecil I. Wright", with a stylized flourish at the end.

Cecil I. Wright
Executive Secretary

(S E A L)

Joseph A. Derque, III, Administrative Law Judge, by delegation of authority pursuant to 4 CSR 240-2.120 (November 30, 1995) and Section 386.240 RSMo 1994.

Dated at Jefferson City, Missouri,
on this 5th day of June, 1997.