

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant / /
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Check the appropriate box:
/ / Preliminary Proxy Statement
/ / Definitive Proxy Statement
/X/ Definitive Additional Materials
/ / Soliciting Material Pursuant to Rule 14a-11(c) or
or Rule 14a-12

KANSAS CITY POWER AND LIGHT COMPANY

(Name of Registrant as Specified In Its Charter)

WESTERN RESOURCES, INC.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/ / \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(I)(1), or 14a-6(I)(2)
/ / \$500 per each party to the controversy pursuant to Exchange Act
Rule 14a-6(I)(3)
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and 0-11

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction
computed pursuant to Exchange Act Rule 0-11:*

4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

/X/ Filing fee paid with preliminary filing.

The following letter is being sent to KCPL Institutional Shareholders on May
16, 1996:

May 16, 1996

To KCPL Institutional Shareholders,

KCPL management has told you a Western Resources merger "can't be done."
KCPL is wrong. What it is telling you in order to win votes for its proposed
merger with UtiliCorp is not the whole story. Western Resources' offer is real
and achievable. You have asked for more information on this issue, and we want
you to have it.

Tender of shares--KCPL says Western Resources is unlikely to achieve the
90% share tender set as a condition to our planned exchange offer, because of
the "hostile" nature of the offer. It hasn't told you that in 1990 it made a

hostile tender offer for KG&E shares on the same condition. Its own financial advisor in that offer (and UtiliCorp's current advisor), Donaldson, Lufkin & Jenrette, testified of the KCPL hostile offer that "substantially all acquisition transactions which start out as unsolicited tender offers ultimately become negotiated transactions," and that it was "entirely possible that more than 90% of KG&E's outstanding common and preferred shares will be tendered into KCPL's tender offer, even if the parties have not entered into a negotiated transaction at the time the tender offer is consummated." They even said that statements to the contrary were "misleading and distorted the likelihood of a successful acquisition of KG&E by KCPL."

The 90% tender condition is designed simply to make possible a short form merger after completion of the exchange. Even without a 90% tender a friendly merger can be negotiated with the KCPL board once a majority of the shareholders has shown a desire to complete the transaction.

Missouri Business Combination Law--KCPL questions Western Resources' ability to complete a merger in view of the requirement under Missouri law to obtain board of directors approval, since KCPL has already rejected the April 14, 1996, offer. Again, KCPL leaves out several important points. First, the KCPL board must consider Western Resources' exchange offer after it is formally commenced. This is a requirement of Federal Securities Law. Second, if the KCPL shareholders recognize the value of the Western Resources offer, and the KCPL board remains intransigent, then a new board more friendly to the transaction can be elected well within the time it normally takes to complete a utility industry merger. Ultimately, the choice will be up to a majority of the shareholders, not to the less than 1% of shares represented on the current KCPL board.

Regulatory plan--KCPL says Western Resources' plan to allocate merger benefits through higher dividends and substantially reduced rates is unrealistic because Western Resources is under a Kansas Corporation Commission order to share its cost savings from the Kansas Gas and Electric merger 50/50 with its customers. This is false. The KCC order allows Western Resources to retain \$312 million in merger savings on an amortized basis before sharing any savings with customers. After the annual amortization amount, the remainder is shared with customers. The result is very similar to the current proposal. KCPL also fails to mention it is proposing to pass on to customers about the same proportion of its merger savings, which are projected to be far less than those forecast by Western Resources.

Regulatory timetable--KCPL claims it has a time advantage at the regulatory agencies. It fails to compare the number of approvals UtiliCorp will require--seven states and three foreign countries--to the two states that must review Western Resources proposal. Nor does it mention that regulators in Kansas and Missouri, where both companies need approval, have been asked to consider what Western Resources believes to be the superior benefits to the public of its proposal when making their decisions. Given these factors, Western Resources believes the UtiliCorp/KCPL proposal has no time advantage in gaining the required approvals.

Conditions to merger--KCPL points to a number of customary conditions in the preliminary prospectus filed by Western Resources as evidence of the conditional nature of our offer. It doesn't acknowledge that most of the same conditions exist in its agreement with UtiliCorp, even after the shareholder vote. Western Resources is very serious about completing this transaction for a simple reason: In our view it creates greater value for everyone concerned, including shareholders, customers, employees and communities served.

Western Resources intends to extend its tender offer to the KCPL shareholders as soon as the SEC declares effective its registration statement containing the offer. Western Resources believes its offer is clearly financially superior, with a better price and substantially higher dividend for KCPL shareholders than offered in the UtiliCorp proposal. Institutional Shareholder Services considered all these questions in its newly issued Proxy Analysis: Kansas City Power & Light Co., and recommended rejection of the UtiliCorp/KCPL transaction.

There is only one way you can preserve your ability to consider the Western Resources offer. You must vote AGAINST the UtiliCorp/KCPL merger. Please sign, date, and return the BLUE proxy card today.

Thank you.

Sincerely,

/s/ John E. Hayes, Jr.

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

Western Resources has filed exchange offer materials with the Securities and Exchange Commission and intends to make its offer directly to shareholders of KCPL as soon as its registration statement has been declared effective by the Securities and Exchange Commission.

A registration statement relating to the Western Resources securities referred to in this letter has been filed with the Securities and Exchange Commission but has not yet become effective. Such securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This letter shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The following Employee Update is being released on May 16, 1996:

Employees are encouraged to call Starline with questions or comments about the proposed merger with KCPL or other company issues. You may call the Starline by dialing 1-800-621-4282 or, from your work location, call 913-575-8180. Please leave your name and location for the fastest reply. The following questions with answers are a compilation of those received recently on Starline:

Q. Assuming KCPL shareowners vote against the UtiliCorp/KCPL merger, what is the next step?

A. If KCPL shareowners vote against the UtiliCorp/KCPL merger, Western Resources will send them our exchange offer materials as soon as our registration statement is declared effective by the Securities and Exchange Commission. In order to have the opportunity to consider our exchange offer, KCPL shareowners must vote against the proposed UtiliCorp/KCPL merger.

Q. Who will count the KCPL proxy votes?

A. KCPL has hired D. F. King & Co., Inc. to solicit their proxy votes. Western Resources has hired Georgeson and Company, Inc. to solicit its proxy votes. Typically in such proxy contests, an independent inspector of elections is appointed to count the votes.

Q. Will the merger erode Western Resources' financial prospects?

A. Quite the contrary, a merger between Western Resources and KCPL should enhance Western Resources' financial prospects. We believe the merged company will be stronger financially, have an improved bond rating, and have a larger customer base. With expected merger savings of more than \$1 billion, we believe the union will have a positive effect on the value of Western Resources.

Q. How does the exchange offer affect Western Resources' credit rating?

A. The company has been placed on what is called "CreditWatch" by the major bond rating companies: Standard & Poors, Fitch and Moody's. This means they will follow our financial details closely to see if there is any need to modify our current credit ratings. This action is not unusual when there is an exchange offer in progress.

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The following information is filed pursuant to Rule 14a-6 and is being provided

to shareholders of Kansas City Power & Light Company beginning May 16, 1996.

Protect your right to choose!

Only one offer brings
the highest value!

You need to know

The right choice...

[logo]

A guide to the
Western Resources/KCPL
Merger Proposal

A registration statement relating to the Western Resources securities referred to in these materials has been filed with the Securities and Exchange Commission but has not yet become effective. Such securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. These materials shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Western Resources (r)

If you agree that Western Resources' offer is
financially superior...

If you want the right to choose Western Resources'
offer...

Then you must vote AGAINST the
UtiliCorp/KCPL deal.

Dear KCPL Shareholder:

Our offer is direct and to the point. We will pay a higher dividend. We will pay a premium to the market selling price for KCPL stock. We also will reduce the rates of KCPL customers more than UtiliCorp proposes. We will have no layoffs. We will continue the joint level of civic and charitable giving of Western Resources and KCPL.

If you want to protect your right to choose Western Resources' offer to merge with KCPL, you must vote against the UtiliCorp proposal before May 22.

Your right to evaluate our offer will be lost if the current UtiliCorp proposal is approved. The KCPL board decided not to give you the right to consider our offer. Western Resources believes you should have the right to choose.

The booklet contains an overview of Western Resources' offer to combine with Kansas City Power & Light. We believe our offer is a financially superior plan and creates a new company with the management and vision to compete in the changing energy marketplace. You should have already received our proxy materials with more details.

The choice to accept or reject our offer is yours. But, unless you vote against the current UtiliCorp proposal, that choice will be taken away from you.

To compare the proposals, we've provided a series of charts on the following pages. We believe when you see all the facts, you will agree with us that a Western Resources/KCPL combination is a smarter approach and has tremendous immediate and long-term benefits.

On the inside back page of this booklet is a very simple step-by-step process you can follow to vote your shares to give you the option of accepting our offer. We have already mailed to you our proxy statement and a copy of our preliminary prospectus, which you should consult for the details of our offer. If you have questions, please call toll-free at 1-800-223-2064.

We look forward to working with you as part of this exciting new company.

/s/ J E Hayes Jr.

John E. Hayes, Jr.
[logo]Chairman and Chief Executive Officer

Our Offer

"Despite the recently announced increase in the dividend under a proposed (UtiliCorp/KCPL) combination, we believe that the unsolicited merger proposal presented by Western Resources offers a superior value to (KCPL's) shareholder compared to the proposed merger with UtiliCorp United..."

[logo] Gregory B. Enholm

Utility Analyst

Redwood Securities Group

May 7, 1996

Dividends to KCPL Shareholders

Our Offer:	Their Proposal:
Western Resources	UtiliCorp United

- | | |
|--|---|
| o 29% dividend increase too \$2.02 projected for transaction closing in 1997. Range of projected dividend is at all times higher than UtiliCorp deal.* | o Finally disclosed an "intention to recommend" an 18% dividend increase for 1997 after failing to give a dividend projection for the last three months** |
| o \$28.00 per share in Western Resources stock, a 17% premium over market*** | o No premium |
| o Significant earnings improvement from day one**** | o Minimal earnings improvement |
| o Tax-free transaction | o Tax-free transaction |

*Based upon closing stock prices May 8, 1996. Dividend increases projected for KCPL shareholders are based upon projections included in Western Resources' preliminary prospectus filed with the Securities and Exchange Commission and assuming the Western Resources/KCPL merger closes in late 1997 and is based upon KCPL's current annual dividend of \$1.56 per share.

** KCPL News Release, May 6, 1996

***Based upon closing stock prices April 12, 1996, the last trading day prior to the public announcement of Western Resources' offer.

****Based upon Western Resources' financial projections included in the Western Resources preliminary prospectus filed with the SEC.

Dividends to Customers

Our Offer:	Their Proposal:
Western Resources	UtiliCorp United

- | | |
|---|--|
| o KCPL rates decrease \$21 million per year (30 percent better than UtiliCorp's plan, 10% below current national average) | o KCPL rates decrease only \$16 million per year |
| o Five-year rate freeze | o Five year rate freeze |
| o KGE rates drop to 10% below current national average within 10 years | |

Dividends to KCPL Employees

Our Offer:	Their Proposal:
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Western Resources UtiliCorp United

- o No layoffs, period
- o No commitments

Dividends to
Greater Kansas City Community

Our Offer: Their Proposal:
Western Resources UtiliCorp United

- o Maintain Western Resources/KCPL level of civic and charitable giving for at least five years
- o KCPL remains headquartered in Kansas City, Mo.
- o Relocation of a rapidly growing business unit to Kansas City
- o Enhanced bi-state economic development
- o Corporate giving "substantially comparable" to current levels for only two years

Financial Strength

Our Offer: Their Proposal:
Western Resources UtiliCorp United

- o Western Resources' bond rating is A-
- o UtiliCorp's bond rating is BBB

"UtiliCorp (UCU) carries the most downside for KLT (KCPL). We anticipate a BBB+ rating under this scenario because:

- (1) UCU (UtiliCorp) has weaker financials;
- (2) proposes a 'single' company structure;
- (3) has fewer operating synergies."

[logo] Dan Scotto
Wall Street Utility Analyst
Bear, Stearns & Co., Inc.

April 15, 1996

The Savings

- o Western Resources/KCPL combination is projected to save \$400 million more than projected in the UtiliCorp proposal.
- o Western Resources' numbers were developed with the assistance of Deloitte & Touche Consulting Group, the firm which accurately assessed the savings amount in the KPL/Kansas Gas & Electric merger. Deloitte & Touche has assisted in similar savings analyses in 13 of the last 16 announced utility mergers.
- o Western Resources' savings are supported in detailed documents, which have been publicly filed with regulatory agencies.

Why does Western Resources' offer create more savings than the UtiliCorp proposal?

- o UtiliCorp's far-flung operations (including British Columbia, Australia and New Zealand) provide much less opportunity for savings and make it more difficult to achieve savings.
- o Western Resources is a bigger company than UtiliCorp

- o Western Resources' electric operations are all adjacent to and interconnected with KCPL.
- o Western Resources shares more than \$2 billion in assets and almost 100,000 customers with KCPL.
- o Western Resources has demonstrated the ability to make energy mergers work.

Our Record

"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)."

[logo]

Barry M. Abramson
Wall Street Utility Analyst
Prudential Securities
May 7, 1996

Financial Strength and Stability

- o Western Resources has paid dividends every year since its founding in 1924 and dividends have been increased every year since 1976.
- o Since 1992, Western Resources has delivered total returns to shareholders (through stock price appreciation and dividends) nearly 50 percent greater than has UtiliCorp. (Based on 1992-1995 Western Resources and UtiliCorp annual reports.)
- o Western Resources is 41 percent larger by assets than UtiliCorp. (Based on 1995 Western Resources and UtiliCorp annual reports.)

UtiliCorp's Poor Track Record

- o Since 1992, UtiliCorp has had to write off more than \$120 million in bad investments. (Based on 1993-1995 UtiliCorp annual reports.)
- o UtiliCorp has invested almost half of its assets (nearly \$1.8 billion) in "energy-related and other" assets, which have produced only a poor 1.6 percent return on investment. (See page 54, 1995 UtiliCorp annual report.)
- o UtiliCorp's bond rating is BBB.

Promises Made, Promises Kept

Western Resources' 1992 merger with Kansas Gas & Electric:

- o \$32 million in customer rebates.
Promised and delivered!
- o No layoffs of KGE employees.
Promised and delivered!
- o Millions of dollars in savings.
Promised and delivered!
- o KGE headquarters to remain in Wichita.
Promised and delivered!

Western Resources: Corporate Stewardship

- o Since 1992, Western Resources has received 12 major awards for its environmental programs.

- o Western Resources is committed to preserving the environment. We are an industry leader in technologies to make power plants "cleaner"; we help our customers use energy wisely; and we have an employee-directed "Green Team" that recommends policies and projects to improve our facilities and the environment in the areas we serve.
- o Through the Western Resources Foundation, we make financial contributions to programs benefiting children, the elderly and the environment.
- o Western Resources is one of the major area firms contributing to the Royals Succession Plan, which keeps major league baseball in Kansas City.
- o 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.
- o Through Project DESERVE, Western Resources provides emergency energy-related bill payment assistance to elderly and disabled persons.
- o Western Resources helps "take a bite out of crime" through the vigilance of our employees within the neighborhoods we serve. Our McGruff Truck program trains employees to watch for and report problems. Company radio-equipped vehicles also serve as safe havens for those waiting for authorities or needing assistance in emergency situations.

Our Vision

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

Western Resources is accomplishing this vision by:

- o Building a strong core business by having competitive prices, high quality service and strong management;
- o Developing a significant regional presence by being the leading electric wholesaler and having border-to-border natural gas marketing;
- o Growing our national reach by marketing energy-related services through a national brand name;
- o Growing our international reach through access to selective profitable and growing overseas markets.

The foundation for this balanced approach is a policy of only growing through transactions which increase both near-term and long-term value.

Our Vision Realized

Our vision is not idle dreaming; it has resulted in profitable actions that have increased value to our shareholders from the beginning, while increasing our customer base, building our product and service portfolio and providing innovative energy solutions.

- o In 1996, Western Resources acquired The Wing Group, the world's premier developer of international power projects, giving Western Resources new access to unregulated markets.
- o Western Resources has become the largest shareholder in ADT Limited, the nation's largest provider of monitored security services, an investment designed to expand our national reach of unregulated services.
- o To prepare its employees for the changing energy industry, Western Resources instituted an innovative program called Project BLUEPRINT in 1994. The program engages employees in changing the traditional ways we think about business, while enhancing customer service with multiple products and services.

Our Vision Respected

"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."

[logo] Edward Tirello
Wall Street Utility Analyst
NatWest Securities
December 22, 1995

What you need to do

"We are taking these facts in detail directly to the KCPL shareholders. We are asking them to vote against the UtiliCorp plan.

Unless they vote against it, they will not be given the opportunity to review our program and combine with Western Resources.

We don't take this lightly. If the numbers weren't there in such a dramatic fashion, we would not be taking this step. Period.

Our offer has better dividends-for the shareholders, customers, employees and communities."

[logo] John E. Hayes, Jr.
Chairman and
Chief Executive Officer
April 22, 1996
Kansas City, Mo., News Conference

If you agree that Western Resources' offer is financially superior...

If you want the right to choose Western Resources' offer...

Then you must vote AGAINST the UtiliCorp/KCPL deal.

If you have not yet voted, protect your right to choose...

Vote Western Resources' Blue proxy card "AGAINST" the proposed UtiliCorp/KCPL merger.

If you have already voted for the UtiliCorp proposal, you have the right to change your vote in order to consider the Western Resources offer. Please...

Vote the Western Resources Blue proxy card "AGAINST" the proposed UtiliCorp/KCPL merger.

Only your most recently dated proxy card will count.

If you have questions, call
Georgeson & Company, who is assisting us, at toll-free:
1-800-223-2064.

[logo] Western Resources P.O. Box 889, Topeka, Kansas 66601-0889
<http://www.wstnres.com>