

SCHEDULE 14A
(Rule 14a-101)
Information Required in Proxy Statement

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

Filed by the registrant / /
Filed by party other than the registrant /x/

Check the appropriate box:

/ / Preliminary proxy statement / / Confidential, for Use
of the Commission Only
/ / Definitive proxy statement (as permitted by Rule
14a-6(e)(2))
/ / Definitive additional materials
/x/ Soliciting material pursuant to
Rule 14a-11(c) or Rule 14a-12

KANSAS CITY POWER & 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 Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).
/ / \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)4 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:
(5) Total fee paid:
/x/ Fee paid previously with preliminary materials.
/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
(1) Amount Previously Paid:
(2) Form Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

The following are print advertisements
which appeared April 24, 1996.

Wednesday April 24, 1996 The Kansas City Star D-9

ATTENTION KCPL SHAREHOLDERS

OUR OFFER PAYS
BETTER DIVIDENDS.

Critical Issues	Our Offer: Western Resources	Their Offer: UtiliCorp United
KCPL Shareholders' Dividend	22% increase in dividend to \$1.91 vs. \$1.56.*	Dividend "at least in the range" of the current dividend.
	\$28.00 per share in Western Resources stock, a 17% premium over market.**	No premium; stock-for-stock transfer.
	Tax-free transaction.	Tax-free transaction
KCPL Customers' Dividend	Rate reduction 30% better than UtiliCorp plan.	Rates will be higher than Western Resources' offer.
KCPL Employees' Dividend	No layoffs.	No commitments.
Community Dividend	Maintain KCPL/Western Resources' level of civic and charitable giving for 5 years.	Current corporate giving "substantially comparable" for only 2 years.
Financial Strength	Western Resources' bond rating is A-.	UtiliCorp's bond rating is BBB.

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 S.E.C.

Western Resources believes its offer is financially superior to the proposed merger between UtiliCorp United and KCPL which you will be asked to vote upon at the KCPL shareholders meeting on May 22, 1996. We intend to solicit proxies from KCPL shareholders in opposition to the UtiliCorp merger vote.

Vote AGAINST the UtiliCorp/KCPL merger.

Please look for our materials which will be mailed to you shortly.

Western Resources

*Based upon closing stock prices April 22, 1996, and Western Resources' current annual dividend of \$2.06 per share. ** Based upon closing stock prices April 12, 1996, the last trading date prior to the public announcement of Western Resources' offer.

SHARES OF KANSAS CITY POWER & LIGHT COMPANY ("KCPL")
 COMMON STOCK HELD BY WESTERN RESOURCES, INC. ("WESTERN RESOURCES"),
 ITS DIRECTORS AND EXECUTIVE OFFICERS AND CERTAIN EMPLOYEES, OTHER
 REPRESENTATIVES OF WESTERN RESOURCES AND CERTAIN OTHER PERSONS WHO MAY
 SOLICIT PROXIES, AND CERTAIN TRANSACTIONS BETWEEN ANY OF THEM AND KCPL

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Other than as set forth, herein, as of the date of this advertisement, neither Western Resources nor any of its directors, executive officers or other representatives or employees of Western Resources, or other persons known to Western Resources, who may solicit proxies has any security holdings in KCPL. Western Resources disclaims beneficial ownership of any securities of KCPL held by any pension plan of Western Resources or by any affiliate of Western Resources.

Although Salomon Brothers Inc, financial advisors to Western Resources, do not admit that they or any of their directors, officers, employees or affiliates are a "participant," as defined in Schedule 14A promulgated under the Securities Exchange Act of 1934 by the Securities and Exchange Commission, or that such Schedule 14A requires the disclosure of certain information concerning Salomon Brothers Inc, Gregg S. Polle (Managing Director), Arthur H. Tildesley, Jr. (Director), Terence G. Kawaja (Vice President) and Anthony R. Whittemore (Associate), in each case of Salomon Brothers Inc, may assist Western Resources in such a solicitation. Salomon Brothers Inc engages in a full range of investment banking, securities trading, market-making and brokerage services for institutional and individual clients. In the normal course of their business, Salomon Brothers Inc may trade securities of KCPL for their own account and the account of their customers and, accordingly, may at any time hold a long or short position in such securities. As of April 19, 1996, Salomon Brothers Inc did not hold any securities of KCPL.

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A registration statement relating to the Western Resources securities

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April 24, 1996
 Wichita Eagle
 Chanute Tribune
 Wellington Daily News

Attention KGE customers:

Our offer to KCPL
 will reduce your
 energy rates.

It's this simple: if Western Resources and Kansas City Power & Light merge, your KGE energy rates drop. They drop in the very first year of the new partnership.

The annual rate reduction from the merger is \$10 million, \$100 million over the ten years after the merger, in addition to the rate reductions already proposed.

Combining efficiencies of Western Resources and KCPL will save KGE customers money.

Western Resources has already proposed rate reductions of \$8.7 million a year beginning this August, through 2002. Joining forces with KCPL will increase that reduction \$10 million per year, all without any KGE/KCPL employee layoffs.

KGE consumers will feel the effect of this merger for years to come. You'll feel it every month in lower energy costs.

You'll pay less than the national average.

[Bar chart indicating that KGE customers would pay lower rates if Western Resources and Kansas City Power & Light merge.]

The bottom line: A common sense offer. With uncommon benefits for you. No other offer comes close.

Critical Issues	Our Offer: Western Resources	Their Offer: UtiliCorp United
KGE Customers' Dividend	Additional rate reductions to KGE customers of \$100 million over ten years.	No additional rate reductions for KGE customers.
Employees' Dividend	No layoffs.	No commitments.
Community Dividend	Locate headquarters of a Western Resources business unit in Wichita; immediate employment potential.	No economic development commitment in KGE customer area.
KCPL Shareholders' Dividend	22% increase in dividend to \$1.91 vs. \$1.56.* \$28.00 per share in Western Resources' stock, a 17% premium over market.** Tax-free transaction.	Dividend "at least in the range" of the current dividend. No premium; stock-for-stock transfer. Tax-free transaction
Financial Strength	Western Resources' bond rating is A-.	UtiliCorp's bond rating is BBB.

Attention KCPL Shareholders:

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Letters to various constituent groups
(as indicated in salutation)
mailed on or about April 24 and 25, 1996.

April 23, 1996

[Western Resources Letterhead]

[Kansas City Letter to Business/Community Leaders]

[CITY], [STATE] [ZIP]

Dear ,

Last week, I was pleased to tell you about an offer Western Resources made to merge with the Kansas City Power & Light Company. Our proposal offers definitive financial opportunity for all concerned, as well as solid growth potential for both companies and our state.

Yesterday, KCPL's board of directors informed Western Resources that it is rejecting our merger offer. Needless to say, we are disappointed.

We remain convinced that our proposal -- a tax-free, stock-for-stock transaction valued at \$1.7 billion or \$28 per share of KCPL common stock -- is financially superior to the proposed UtiliCorp/KCPL merger. In fact, we are convinced these benefits are too great to ignore. Therefore, the Western Resources' board of directors met yesterday and unanimously authorized the company to move forward with plans to combine Western Resources and KCPL.

Western Resources has filed proxy solicitation materials and exchange offer materials with the Securities and Exchange Commission (SEC). The proxy solicitation materials urge KCPL shareholders to vote against the UtiliCorp/KCPL merger and will explain our offer in more detail.

To assist you in answering any questions you may have, let me recap some of the key points in our merger offer:

- o It offers earnings improvement for Western Resources and KCPL shareholders.

- o It provides benefits to our communities through economic development opportunities, lower electric rates and continued charitable contribution programs.
- o It lowers electric rates for KCPL and KGE customers and establishes a five-year moratorium on electric rate increases for KCPL and KGE electric retail customers. With the rate reductions, KCPL and KGE electric retail rates will be 10 percent below the national average in 10 years. KPL customers, who already enjoy electric retail rates 27 percent below the national average, also will benefit from a five-year moratorium on rates.
- o It provides better annual dividends for KCPL shareholders and a premium over market price for KCPL common shares.
- o It accomplishes all of these benefits without any employee layoffs.

This merger will improve electric rates for Kansas and Missouri customers. Additionally, Kansas City and Wichita each benefit by gaining the headquarters for one of Western Resources' rapidly growing unregulated businesses. And we are pleased that through the retention of two major companies, Kansas City receives additional benefits in the areas of civic involvement and contributions.

We feel very strongly that this is a sound business transaction and positions our companies to lead the reshaping of the increasingly competitive global economy.

As always, we will keep you informed of developments. Should you want more information concerning our actions, I encourage you to access our Internet home page at <http://www.wstnres.com>.

Sincerely,

/s/ John E. Hayes, Jr.

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April 23, 1996

[Western Resources Letterhead]

[Letter to Mayors]

[CITY], [STATE] [ZIP]

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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.

April 23, 1996

[KGE Letterhead]

[Wichita Letter to Business/Community Leaders]

[CITY], [STATE] [ZIP]

Dear ,

Last week, we were pleased to tell you about an offer Western Resources made to merge with the Kansas City Power & Light Company. Our proposal offers definitive financial opportunity for all concerned, as well as solid growth potential for both companies and our state.

Yesterday, KCPL's board of directors informed Western Resources that it is rejecting our merger offer. Needless to say, we are disappointed.

We remain convinced that our proposal -- a tax-free, stock-for-stock transaction valued at \$1.7 billion or \$28 per share of KCPL common stock -- is financially superior to the proposed UtiliCorp/KCPL merger. In fact, we are convinced these benefits are too great to ignore. Therefore, the Western Resources' board of directors met yesterday and unanimously authorized the company to move forward with plans to combine Western Resources and KCPL.

Western Resources has filed proxy solicitation materials and exchange offer materials with the Securities and Exchange Commission (SEC). The proxy solicitation materials urge KCPL shareholders to vote against the UtiliCorp/KCPL merger and will explain our offer in more detail.

To assist you in answering any questions you may have, let me recap some of the key points in our merger offer:

- o It offers earnings improvement for Western Resources and KCPL shareholders.
- o It provides benefits to our communities through economic development opportunities and lower electric rates.

- o It lowers electric rates for KGE and KCPL customers and establishes a five-year moratorium on electric rate increases for KGE, KCPL and KPL electric retail customers. With the rate reductions, KGE and KCPL electric retail rates will be 10 percent below the national average in 10 years.
- o It provides better annual dividends for KCPL shareholders and a premium over market price for KCPL common shares.
- o It accomplishes all of these benefits without any employee layoffs.

This merger will improve electric rates for Kansas and Missouri customers. Additionally, Wichita and Kansas City each benefit by gaining the headquarters for one of Western Resources' rapidly growing unregulated businesses.

We feel very strongly that this is a sound business transaction and positions our companies to lead the reshaping of the increasingly competitive global economy.

As always, we will keep you informed of developments. Should you want more information concerning our actions, please contact me, or I encourage you to access our Internet home page at <http://www.wstnres.com>.

Sincerely,

/s/ William B. Moore

SHARES OF KANSAS CITY POWER & LIGHT COMPANY ("KCPL")
 COMMON STOCK HELD BY WESTERN RESOURCES, INC. ("WESTERN RESOURCES"),
 ITS DIRECTORS AND EXECUTIVE OFFICERS AND CERTAIN EMPLOYEES, OTHER
 REPRESENTATIVES OF WESTERN RESOURCES AND CERTAIN OTHER PERSONS WHO MAY
 SOLICIT PROXIES, AND CERTAIN TRANSACTIONS BETWEEN ANY OF THEM AND KCPL

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April 23, 1996

[Western Resources Letterhead]

Name
Company
Address
Address
Address
City, State Zip

Dear Representative/Senator,

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Obviously, we believe that a Western Resources/KCPL merger is a sound business opportunity. We also believe that once KCPL shareholders review our information in detail, they, too, will conclude we are offering a better transaction for everyone involved.

As always, we will keep you informed of developments. Should you want more information concerning our actions, please contact Ed Schaub, vice president, government affairs, at (913) 575-6422. Or, I encourage you to access our Internet home page at <http://www.wstnres.com>.

Sincerely,

/s/ John E. Hayes, Jr.

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April 23, 1996

[Western Resources Letterhead]

Dear Retiree,

Last week, I was pleased to tell you about an offer Western Resources made to merge with the Kansas City Power & Light Company. Our proposal offers definitive financial opportunity for all concerned, as well as solid growth potential for both companies and our state.

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We remain convinced that our proposal -- a tax-free, stock-for-stock transaction valued at \$1.7 billion or \$28 per share of KCPL common stock -- is financially superior to the proposed UtiliCorp/KCPL merger. In fact, we are convinced these benefits are too great to ignore. Therefore, the Western Resources' board of directors met yesterday and unanimously authorized the company to move forward with plans to combine Western Resources and KCPL.

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Obviously, we believe that a Western Resources/KCPL merger is a sound business opportunity. We also believe that once KCPL shareholders review our information in detail, they, too, will conclude we are offering a better transaction for everyone involved.

As always, we will keep you informed of developments. Should you want more information concerning our actions, access our Internet home page at <http://www.wstnres.com>.

Sincerely,

/s/ John E. Hayes, Jr.

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April 23, 1996

[Western Resources Letterhead]

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As always, we will keep you informed of developments. Should you want more information concerning our actions, access our Internet home page at <http://www.wstnres.com> or you may call our shareholder services department at 1-800-527-2495.

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Although Salomon Brothers Inc, financial advisors to Western Resources, do not admit that they or any of their directors, officers, employees or affiliates are a "participant," as defined in Schedule 14A promulgated under the Securities Exchange Act of 1934 by the Securities and Exchange Commission, or that such Schedule 14A requires the disclosure of certain information concerning Salomon Brothers Inc, Gregg S. Polle (Managing Director), Arthur H. Tildesley, Jr. (Director), Terence G. Kawaja (Vice President) and Anthony R. Whittemore (Associate), in each case of Salomon Brothers Inc, may assist Western Resources in such a solicitation. Salomon Brothers Inc engages in a full range of investment banking, securities trading, market-making and brokerage services for institutional and individual clients. In the normal course of their business, Salomon Brothers Inc may trade securities of KCPL for their own account and the account of their customers and, accordingly, may at any time hold a long or short position in such securities. As of April 19, 1996, Salomon Brothers Inc did not hold any securities of KCPL.

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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.

Transcript of recorded statement
on 1-800 call-in number
first available on or about April 24, 1996.

Thank you for calling the Western Resources toll-free public information line.

In a moment ... you will hear a message from John E. Hayes, Jr., chairman and CEO of Western Resources Incorporated ... regarding Western Resources' recent actions to file documents with the Securities and Exchange Commission to make its offer to combine with KCP&L directly to the shareholders of KCP&L.

Mr. Hayes' comments were recorded on April 22 at a news conference in Kansas City, Missouri. The following information constitutes proxy solicitation material and is not an offer to sell securities of Western Resources. Important information required by the federal securities laws of the United States follows the statement you are about to hear.

If you would like more information, please leave your name, address and telephone number after the tone which follows this recorded statement and a representative of Western Resources will contact you as soon as possible.

Thank you for calling.

And now ... Mr. Hayes' statement.

[Play Hayes' Remarks]

Good afternoon. I'm John Hayes, CEO of Western Resources.

Today's KCPL action confirms that we have a better offer. KCPL did not and could not challenge that. KCPL's shareowners get a substantial dividend increase and premium for their stock. Customers in Kansas City get greater rate reductions. For KCPL and our own employees there will be no layoffs. The community does not lose a corporate citizen, but gains KCPL with its many programs, and its employee activities remain in place. Western Resources, with its over \$400,000 a year in corporate contributions in the community and its many programs, stays in place. At the conclusion of the merger, we will add another Western Resources business unit in Kansas City - -- one with at least a national reach and many employees located here.

How come KCPL doesn't see it? Because they wouldn't meet with us. This is a deal we are backing with the facts. We can walk the talk. We have the detailed analyses. We have the track record of hitting savings, rate reduction and no layoff targets in a previous major merger. The Western Resources Board has voted to move forward with a plan to combine the two companies by taking the facts directly to the Kansas City Power & Light shareholders. Shortly after noon today, we filed the necessary papers with the Security and Exchange Commission to go directly to Kansas City Power & Light shareholders and ask them to vote against the proposed UtiliCorp merger so that we can combine with KCPL. Western Resources' proxy solicitation materials will be mailed to Kansas City Power & Light shareholders within the next 10 days.

Western Resources is also filing exchange offer materials with the SEC and we intend to make our offer directly to shareholders of KCPL as soon as our registration statement has been declared effective by the SEC -- normally, about 30 to 60 days from now.

If I understand KCPL's statement, if we can prove our offer is solid, we've got a deal. So let's get the process started.

Savings. First, let me point out that the savings were developed by Deloitte & Touche, who hit the savings on the nose when we acquired KG&E. Second, the earlier savings estimates were preliminary, about a year ago, and for a shorter period of time. Since then, we have done a detailed analysis with Deloitte & Touche and have verified those numbers against KCPL's regulatory filings and their recent proxy statement.

Layoffs. KCPL says there have to be layoffs. In fact, they are telling their employees today that our offer means the loss of 500 jobs. That is wrong, and it is wrong to employ such scare tactics. I commit to you, our employees, and to the KCPL

employees that no one will lose their job because of this merger. We promised no layoffs in the KG&E acquisition, and we made good on that promise. Positions will be eliminated, but the people in those positions will be offered jobs in the many, growing parts of our company. No individual will lose his or her job because of this merger. Period.

Financial strength. It is odd KCPL questions the financial strength of combining an A- rating while pursuing a merger with a much lower rating -- BBB -- company. The same Standard & Poors report cited today by KCPL speaks favorably of our merger with KCPL. The same report also puts KCPL on credit watch because of negative implications in this merger with UtiliCorp. Western Resources has not had to write off millions of dollars in bad investments. UtiliCorp has written off \$120 million in bad investments since 1992.

Business vision. Our vision works. We know and understand the markets we enter and how to make long-term growth out of these investments. We have entered the changing marketplace thoughtfully and successfully, with key investments focused on industries that offer synergies and long-term growth.

- o Westar -- we are the largest marketer of wholesale power in our region. We market gas in 13 states.
- o The Wing Group -- the premier developer of independent power projects worldwide.
- o ADT -- with our 24 percent interest, we are the largest shareowner and the nation's largest provider of monitored home security.

This vision is not dependent upon acquiring KCPL, but it is in the interest of shareowners, customers and employees not to pass on this opportunity. We have a growth business plan, independent of this acquisition, that has been consistently effective. This acquisition complements our business plan.

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.

[At the conclusion of Hayes' Remarks, Announcer Reads the Legend on the Next Page]

SHARES OF KANSAS CITY POWER & LIGHT COMPANY ("KCPL")
 COMMON STOCK HELD BY WESTERN RESOURCES, INC. ("WESTERN RESOURCES"),
 ITS DIRECTORS AND EXECUTIVE OFFICERS AND CERTAIN EMPLOYEES, OTHER
 REPRESENTATIVES OF WESTERN RESOURCES AND CERTAIN OTHER PERSONS WHO MAY
 SOLICIT PROXIES, AND CERTAIN TRANSACTIONS BETWEEN ANY OF THEM AND KCPL

Western Resources may solicit proxies against the KCPL/UtiliCorp United Inc. merger. The participants in this solicitation may include Western Resources, the directors of Western Resources (Frank J. Becker, Gene A. Budig, C.Q. Chandler, Thomas R. Clevenger, John C. Dicus, John E. Hayes, Jr., David H. Hughes, Russell W. Meyer, Jr., John H. Robinson, Louis W. Smith, Susan M. Stanton, Kenneth J. Wagnon and David C. Wittig), and the following executive officers and employees of Western Resources or its subsidiaries: Steven L. Kitchen (E.V.P. and C.F.O.), Carl M. Koupal, Jr. (E.V.P. and CAO), John K. Rosenberg (E.V.P. and G.C.), Jerry D. Courington (Controller), James T. Clark (V.P.), William G. Eliason (V.P.), Thomas L. Grennan (V.P.), Richard M. Haden (E.V.P.), Norman E. Jackson (E.V.P.), James A. Martin (V.P.), Hans E. Mertens (V.P.), Carl A. Ricketts (V.P.), David E. Roth (V.P.), Mark A. Ruelle (V.P.), Edward H. Schaub (V.P.), Thomas E. Shea (Treasurer), Richard D. Terrill (Secretary), William B. Moore (President, KGE), Steven A. Millstein (President, Westar Consumer), Rita A. Sharpe (V.P., Westar Business), Kenneth T. Wymore (President, Westar Business), C. Bob Cline (President, Westar Capital), Fred M. Bryan (President, KPL), Roderick S. Donovan (V.P., Westar Gas Marketing), Catherine A. Forbes, Hal L. Jensen, Lisa A. Walsh, Donald W. Bartling, Michael L. Faler, Clyde R. Hill, Leroy P. Wages, David R. Phelps, Wayne Kitchen, Glen A. Scott, Jr., Kelly B. Harrison, Marcus J. Ramirez, Anita J. Hunt, Ira W. McKee, Jr., Michael D. Clark (Controller, Westar Business), Douglas J. Henry, Annette M. Beck, C.W. Underkofler, Carol E. Deason, James N. Wishart, Gregory M. Wright, Richard D. Kready, Michel' J. Philipp, Greg A. Greenwood, Carolyn A. Starkey, Bruce A. Akin, James J. Ludwig and Bruce R. Burns.

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