SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant [X]
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Check the appropriate box:

[ ] Preliminary Proxy Statement
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KANSAS CITY POWER & LIGHT COMPANY
(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Payment of Filing Fee (Check the appropriate box):

[ ] $125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.

[ ] $500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).

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(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:

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

####

Material filed May 17, 1996, Revising Material Filed May 15, 1996.

[UtiliCorp Logo] [KCPL Logo]

A GUIDE TO THE MERGER

FIVE REASONS WHY WE BELIEVE THAT SHAREHOLDERS SHOULD
SUPPORT THE KCPL/UCU MERGER

- - We believe that the KCPL/UCU merger brings added value to shareholder through enhanced earnings and dividend growth See "Growth Strategies" on pages 11-15 below and "Newco Dividend" on page 20 below.

- - We believe that the KCPL/UCU merger provides shareholder of KCPL with reduced business risk See "Change in Business Risk for KCPL" on page 8 below; and "The Merger -- Reasons for the Merger; Recommendations of the Boards of Directors" on page 38 of the Proxy Statement/Prospectus.

- - We believe that the KCPL/UCU merger creates an energy company positioned to compete in the evolving energy markets See "Growth Strategies" on pages 11-15 below; and "The Merger -- Reasons for the Merger; Recommendations of the Boards of Directors" on page 39 of the Proxy Statement/Prospectus.

- - We believe that the KCPL/UCU merger will drive greater growth and create more value than could be achieved as separate companies See "Synergies" on pages 9-10 below.

- - We believe that the KCPL/UCU merger blends the best of both worlds - conservatively managed, well-capitalized financial position coupled with an aggressive strategy for growth See "The Merger -- Reasons for the Merger; Recommendations of the Boards of Directors" on page 39 of the Proxy Statement/Prospectus.

MAJOR DRIVERS

[Picture Image]

ENERGY INDUSTRY

- - Technology
- - Customers
- - New Entrants
- - Regulatory and Legislative Reform

KCPL AND UCU BELIEVE THAT THEIR MERGER REPRESENTS THE PERFECT MERGER OF EQUALS

[Triangle]

- - Achievable

- - Strategic

- - Credible

TERMS OF MERGER

- - Merger of equals

- - The transaction has been unanimously approved by both boards

- - KCPL shareholders receive one share of Newco for each KCPL share owned

- - UtiliCorp shareholders receive 1.096 shares of Newco for each UtiliCorp share owned

- - Regulatory and shareholder approval

STRATEGIC MERGER

- - KCPL AND UCU believe that their merger blends the best of two worlds --

    - a conservatively managed, well-capitalized company with an aggressive strategy for growth and strong marketing and entrepreneurial skills

COMPLEMENTARY STRENGTHS

[Triangle]

- - Growth-oriented

- - Operating and financial strength

- - National/international

. . . . that we believe deliver benefits to all key stakeholders
See "We Believe That the KCPL/UCU Merger Will Benefit Stakeholders" on pages 18 and 19 below.

CHANGE IN BUSINESS RISK FOR KCPL

Type of Business Risk		Change
Asset Concentration (Nuclear)	-	Nuclear Asset Concentration Reduced - 45% net plant to 26% net plant - 119% of equity to 58% of equity
Energy Product Concentration	-	Adds gas product to electric product
	-	Adds gas distribution to total electric distribution - 0% gas revenue to 25% of total revenue
Service Territory/Geographic/ Customer Concentration	-	Adds six states, British Columbia, New Zealand and Australia to Regulated Service Territories
	-	Adds 2 million customers to existing 430,000
	-	Indirectly reaches over 22 million customers considering non-regulated operations
	-	Climate diversity
Regulatory Concentration	-	Diversifies Regulatory risk by adding seven (7) regulatory jurisdictions

Supplemental support will be provided.

SYNERGIES   Net cost savings of $606 million over first 10 years

See "The Merger -- Reasons for the Merger; Recommendations of the Board of Directors on page 40 of the Proxy Statement/Prospectus.

[Picture Image of various utility activities]

SYNERGIES

SYNERGIES - Total $606 million
(Net of transaction costs)

[Hexagon]

- - EXECUTIVE & ADMINISTRATIVE SUPPORT $65 million

- - GENERATE ENERGY $315 million

- - DISTRIBUTE AND TRANSPORT ENERGY $32 million

- - INFORMATION TECHNOLOGY $113 million

- - PURCHASING/MATERIALS & FACILITIES $51 million

- - FLEET & FACILITIES $30 million

GROWTH STRATEGIES

We believe that a KCPL/UCU combination --

- Is a forward-looking transaction to position for competition
- Will create a formidable competitor in the evolving energy services industry
- Will provide opportunities for significant earnings in two areas:
    - Managing the core regulated utility business
    - Growth from national and international non-regulated activities

GROWTH STRATEGIES

We believe that the KCPL/UCU merger provides significant opportunities for growth through managing the core regulated utility business --

- $606 million net in pretax synergies over 10 years
- Additional opportunities for efficiencies
  - Best practices and continued reengineering
  - Apply CellNet technology to UCU service territory
  - Lever future investments in technology over a wider customer base
    - Distribution Automation
    - SCADA
    - Energy Management Systems

GROWTH STRATEGIES

We believe that the KCPL/UCU merger provides significant opportunities for growth through domestic and international independent power projects --

- - Geographically diverse
- - Leverage proven acquisition strategy
- - Export operation expertise
- - Expanded access to capital markets

GROWTH STRATEGIES

We believe that the KCPL/UCU merger provides significant opportunities for growth through energy marketing in an open access Btu environment --

- - We expect wholesale marketing and pipeline/processing operations to contribute $12 million pretax incremental earnings by 1997 based on UCU's current marketing and pipeline/processing operations and the addition of KCPL's capital resources. Creation of formidable national competitor for power marketing business

- - UCU's position as one of the largest and earliest direct marketers in US is being leveraged for entry into wholesale and eventual retail marketing of electric energy

- - Strong regional market and dispatch expertise

- - Gas hedging and derivatives experience

GROWTH STRATEGIES

We believe that the KCPL/UCU merger provides significant opportunities for growth through marketing of new products and services --

- Expect new products and services to contribute $6-$12 million pretax incremental earnings by 1997 due to contributions of:
    - CellNet/Novell technology
    - Home warranty programs
    - Home security
- Provide customer and energy information and communication services
- Manage operational costs and enhance system reliability

OUR VISION FOR THE NEW COMPANY

- - 10 years experience operating competitive non-regulated businesses

- - Diverse products, territories, asset base and generating mix

- - 10 years investment in growth - $3 billion

- - Recognized leader in fuel procurement and generating technology

- - Top 10 in power marketing

- - Top 10 in gas wholesaling

- - Top level of employee ownership

- - Chairman and CEO combined experience - over 40 years

COMBINED FINANCIALS
(Based on year end 1995 - pro forma)

millions	UCU	KCPL	New Company
- - Revenues	$2,798.5	$886.0	$3,684.5
- - Operating income	$225.1	$244.1	$469.2
- - Earnings available	$77.7	$118.6	$196.3
- - 10-year total return (vs. industry average of 211%)	298%	373%	
- - Total assets	$3,885.9	$2,882.5	$6,768.4

WE BELIEVE THAT THE KCPL/UCU MERGER WILL BENEFIT STAKEHOLDERS --

Shareholders

- - Strong potential for earnings growth See "Growth Strategies" on pages 11-15 hereof.

- - Increase over KCPL dividend See "Newco Dividend" on page 20 hereof.

Customers

- - Range of energy products and services

- - Immediate reductions in retail electric rates; shared savings

- - 5-year period of rate stability

WE BELIEVE THAT THE KCPL/UCU MERGER WILL BENEFIT STAKEHOLDERS --

Employees

- -   Part of a stronger, growth-oriented company

- -   Expanded career opportunities with multinational reach

- -   Opportunity to own stock in a competitive, national energy company

Communities

- -   Stronger voice in national policy debates

- -   Greater ability to attract new business

- -   Enhanced community involvement and support

NEWCO DIVIDEND

- - Initial annualized dividend rate of $1.85

- - Represents 18.6% increase for KCPL shareholders over current KCPL annual dividend of $1.56

- - Confirmation of strong growth potential

- - Ratio of dividends paid to combined company's earnings in the 80-85% range, based on $1.85 annual dividend and estimates of combined company's earnings

- - Platform for continued dividend growth

GROWTH IN SHAREHOLDER VALUE

[Graph]

	UCU	KCPL
85	$1,000.00	$1,000.00
86	$1,539.43	$1,335.40
87	$1,205.20	$1,289.86
88	$1,665.40	$1,752.15
89	$2,107.26	$2,100.48
90	$2,091.46	$2,296.24
91	$3,083.56	$3,298.78
92	$3,162.00	$3,377.95
93	$3,819.58	$3,625.56
94	$3,392.51	$3,953.31
95	$3,980.76	$4,732.90

December 31

NORTH AMERICA

KCPL/UtiliCorp Operations

[Map of North America showing the areas and locations of KCPL and UtiliCorp businesses]

POWER PROJECTS

KCPL/UtiliCorp Operations

[Map of United States showing locations of power projects]

POWER PROJECTS

[Map of China and Jamaica showing locations of power projects]

INTERNATIONAL

[Map of British Columbia, New Zealand, United Kingdom and Australia]

- -	British Columbia	81,000
- -	New Zealand	279,000
- -	United Kingdom	27,000
- -	Australia	520,000

WHY KCPL TURNED DOWN WESTERN OFFER:

- - Asset concentration in nuclear facilities KCPL owns 47% of the Wolf Creek nuclear plant, and a combined KCPL/Western entity would own 94% of Wolf Creek.

- - Premium from KGE acquisition According to Western's 1995 Annual Report (page 27), in accordance with a Kansas Corporation Commission order relating to Western's acquisition of Kansas Gas and Electric Company, Western will recognize an amortization expense of $20,000,000 per year for 40 years commencing August 1995.

- - KCPL believes that Western's rates are not uniform for all its customers, and KCPL feared that Western would reduce rates so as to equalize rates for all customers.

- - Based on prior merger discussions between KCPL and Western (see page 33 of the KCPL/UCU Proxy Statement/Prospectus), KCPL believes that Western's proposal's advantages relate primarily to cost cutting and not to any particular strategy.

ANALYSIS OF HOSTILE OFFER

- - Attempt to block strategic merger

- - No successful hostile transaction for utilities

- - Western has boasted of doing deals monthly*

- - We believe that Western's merger assumptions and synergies are unrealistic See "Our Views On Western's Synergies Analysis" on page 32 hereof.

*See "Western Resources Names Mergers Expert as President", March 1, 1996 edition of The Kansas City Star.

WESTERN'S CONDITION TO MERGER

- - 90% of KCPL shares tendered

- - Satisfy Missouri Business Combination Law - requires KCPL board approval

- - Western's shareholders must approve a transaction that we believe would be dilutive to them

- - Western can amend the terms or terminate transaction any time prior to closing

ANALYSIS OF COLLAR
KCP&L Value Received Based on Western's Stock Price

[Graph]

- - Price (4/12/96) $29.125

- - KCP&L shareholders would receive a maximum of 0.985 WR shares

- - Participate in downside if WR stock price falls below $28.43

- - $28 Per KCP&L Share Offer Price

- - KCP&L shareholders would receive a minimum of 0.910 WR share

- - Participate in upside only if WR stock price rises above $30.77

ANALYSIS OF COLLAR
KCP&L Dividends Received Based on Western's Stock Price

[Graph]

- - Price (4/12/96) $29.125

- - KCP&L shareholders would receive a maximum of 0.985 WR shares

- - Receive maximum dividends of $2.03 per KCP&L share

- - KCP&L shareholders would receive a minimum of 0.910 WR share

- - Receive minimum dividends of $1.87 per KCP&L share

COMPARISON OF CLAIMED SYNERGIES IN RECENT UTILITY MERGERS
Chronologically Ordered by Announcement Date

	Estimated Cost Savings:			As a Percent of Combined:		
	Aggregate ($MM)	# of Years	Per Year ($MM)	Revenues	O&M	Pre-Tax Income
KCP&L/Western Resources	$1,000	10	$100	4.0%	7.1%	22.6%
UtiliCorp/KCP&L	$600	10	$60	1.6%	2.1%	19.1%
IES/Interstate/WPL	$700	10	$70	3.5%	5.4%	27.0%
Washington Energy/Puget Sound P&L	$370	10	$37	2.3%	3.8%	22.3%
Potomac Electric/ Baltimore G&E	$1,300	10	$130	2.7%	4.8%	17.5%
Southwestern P.S./ P.S.Co. of Colorado	$770	10	$77	2.7%	3.9%	21.6%
CIPSCO/Union Electric	$570	10	$57	1.8%	3.4%	9.0%
Wisconsin Energy/ Northern States Power	$2,000	10	$200	4.8%	7.9%	27.3%
Iowa-Illinois G&E/ Midwest Resources	$400	10	$40	2.6%	3.9%	18.5%
Sierra Pacific Res./ Wash. Water Power	$450	10	$45	3.9%	6.2%	22.1%
PSI Resources/Cinn. G&E	$1,500	10	$150	5.7%	9.3%	34.4%
Gulf States/Entergy	$1,700	10	$170	3.0%	5.4%	18.4%
Kansas G&E/Kansas P&L	$140	5	$28	1.7%	2.6%	18.7%

Source: As disclosed in merger proxies for respective transactions.

OUR VIEWS ON WESTERN'S SYNERGIES ANALYSIS

Western's synergy analysis is set forth in a report filed with the Kansas Corporation Commission dated April 1996 and entitled "Project Royal". KCPL analyzed this report and found that such report used public data regarding KCPL and made certain assumptions regarding KCPL. Based on a more complete understanding of its own business, KCPL formed certain beliefs as to inaccuracies in Western's analysis. Such beliefs are summarized below.

Savings Category	Estimated Overstatement ($MM)	Comments
- - Procurement Savings	[$150]	- Overstated due to universe of materials upon which savings are calculated and discount rate applied (e.g., universe includes generation and small volume items). - Forecasts not based on any transaction-specific data, but on claimed experience in prior transactions. - FERC has criticized similar projections by Western's consultant as "unsubstantiated". - Difference between Western's and KCP&L's/UCU's procurement estimates accounts for nearly half of the difference in total cost savings estimates.
- - Labor		
- Irrelavant and statistically invalid benchmarks	[$110]	- Irrelavant benchmarks used in labor savings calculations.
- Salary and benefits calculations	[$27]	- Assumed a 34% benefit rate for KCP&L (KCP&L rate is 26%). - Aggressive salary and benefits escalation (KCP&L believes 3.5% is the rate).
- Implementation of synergies	[$43]	- Assumes implementation of all synergies on January 1, 1998. - Analysis is a "best guess" based on prior "best guesses". - Savings asserted in conjunction with a no layoff policy.
- - Customer Information Systems and Data Center Operation Costs	[$100]	- Overstated nominal dollar synergy amounts.
- - Transaction Costs	[$88]	- Left out of calculation.
- - Savings Which Could Be Achieved on a Stand-Alone Basis		
TOTAL OVERSTATEMENT	[$518]	

COMPARATIVE PROFILES OF WESTERN AND UTILICORP
Summary of Key Strategic Initiatives

Western Resources

- - Acquisition of 23.4% in ADT Ltd., a home security business, for approximately $444 million.
- - Acquisition of the Wing Group, an IPP company founded in 1991, with options to buy into overseas projects.
- - Joint venture with EUA Cogenex to provide energy services to business customers.
- - Acquisition of Mobilefone Security and Paging and Communications and Signaling, two Topeka-based security service businesses.
- - Venture with Mobil Natural Gas to develop gas-gathering and gas processing plants.
- - Merged its natural gas compressor rental subsidiary with Hanover Compressor.
- - Acquisition of a 25% interest in Valence L.L.C., a manufacturer of uninterruptible power supply systems.
- - Sale of Missouri gas properties with proceeds used to retire debt incurred in the acquisition of Kansas Gas & Electric.

UtiliCorp United

- Launch of EnergyOne, a national brand name for energy services.
- Acquisition of a 50% interest in United Energy, the first Australian electric distribution company to be privatized.
- Acquisition of a 20% stake in Power New Zealand and Energy Direct, the second and fourth largest electric distribution utilities in New Zealand.
- UtilCo Group IPP subsidiary with equity ownership interests in 16 projects worldwide already, becomes an equity partner in a 60 MW project in Kingston, Jamaica.
- Broaden gas marketing operations through acquisition of Broad Street Oil & Gas and Tristar Gas Company.
- Purchase of gas distribution and transmission systems in Kansas and a 218-mile intrastate gas pipeline system in Missouri.

PROJECTIONS OF COMBINED COMPANY POST MERGER
Projections Claimed by Western in its April 22, 1996 Filing with the SEC
($MM, except per share amounts)

	Pro Forma Pre Merger		Combined Company Post Merger		
	1996	1997	1998	1999	2000
Operating Revenues	$2,568	$2,623	$2,663	$2,726	$2,800
Operating Expenses	2,107	2,175	2,282	2,241	2,316
Operating Income	461	449	382	485	483
Other Income	41	78	66	95	101
Interest Charges	197	204	217	210	207
Net Income	305	322	231	369	377
Preferred Dividends	18	7	1	1	1
Net Income to Common	$287	$315	$230	$368	$376
EPS(a)	$2.33	$2.52	$1.81	$2.87	$2.94
EPS(b)	$2.33	$2.52	$2.64	$2.89	$2.94

Western's Projected Stand-Alone Earnings Based on Wall Street Consensus Estimates(c)

	1996	1997	1998(d)	1999(d)	2000(d)
First Call	$2.70	$2.77	$2.89	$3.01	$3.14
Zacks	$2.71	$2.76	$2.91	$3.08	$3.25

(a) Calculated assuming an exchange ratio of .96137 based on April 12, 1996 closing stock prices.

(b) EPS excludes transaction costs and costs to achieve synergies.

(c) Oppenheimer estimates for Western on a stand-alone basis (include 6.5 million common share offering in September 1996) are $2.70, $2.60 and $2.75 in 1996, 1997 and 1998, respectively.

(d) Derived from a long-term growth rate of 3.0% from First Call and a long-term growth rate of 3.7% from Zacks.

COMPARISON OF THE COMPLEMENTARY FEATURES OF THE
KCP&L/UCU TRANSACTION VS. THE WESTERN TRANSACTION
Customer Centered Technology, Information and Communications

KCP&L	UtiliCorp	Western Resources
- - Largest number of installed wireless (CellNet) smart meters in the US (200,000). Currently reading 90,000 customer premises.	- Joint venture with Novell, largest network software firm, to deploy in-home and in-business energy management LANs.	- Planned pilot program for 32,000 drive-by meters.
- - CellNet technology can handle collection of large amounts of in-home and in-business LAN generated data and transmission of digital information to many dispersed locations.	- Novell position as largest network provider can integrate large volume of data from many locations collected by CellNet technology and can select communications for transmission.	

COMPARISON OF THE COMPLEMENTARY FEATURES OF THE
KCP&L/UCU TRANSACTION VS. THE WESTERN TRANSACTION
Energy Marketing in an Open Access Btu Environment

KCP&L	UtiliCorp	Western Resources
- - No gas marketing operation.	- One of ten largest gas marketers in US - in operation for ten years.	- Modest gas marketing operation established in 1995.
- - Extensive bulk power sales experience - one-fourth of owned generation output sold off-system.	- Received one of the early FERC electric marketer licenses and ranks as one of the largest electric marketers.	- Has applied for FERC electric marketing license.

COMPARISON OF THE COMPLEMENTARY FEATURES OF THE
KCP&L/UCU TRANSACTION VS. THE WESTERN TRANSACTION
Geographic Diversification of Independent Power and Utility Operations

KCP&L	UtiliCorp	Western Resources
- - Concentrated in western urban Missouri.	- Anchored in suburban and rural western Missouri.	- Concentrated in eastern & central Kansas.
- - No utility operations outside traditional service territory.	- Nine gas and electric utility divisions in 8 states acquired over the past 10 years.	- None.
- - 700 MW IPP in development in Missouri.	- Equity investments in 17 IPPs in US and Jamaica.	- None.
- - No foreign utility operations.	- Majority ownership and control of distribution utilities in Australia and New Zealand.	- None.
- - Three small power production facility agreements in China.	- Business plan near completion for assessing IPP investments in eleven foreign countries.	- Purchased Wing Power Development - no equity in any operating foreign power projects.
- - No foreign energy marketing activities.	- Gas marketing in UK.	- None.

KCPL AND UCU BELIEVE THAT THEIR MERGER REPRESENTS THE PERFECT MERGER OF EQUALS

[Triangle]

- - Achievable

- - Strategic

- - Credible