

SCHEDULE 14A INFORMATION

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

Filed by the Registrant / /  
Filed by a Party other than the Registrant /X/

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)  
/ / 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:  
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- 2) Aggregate number of securities to which transaction applies:  
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- 3) Per unit price or other underlying value of transaction  
computed pursuant to Exchange Act Rule 0-11:\*  
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- 4) Proposed maximum aggregate value of transaction:  
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- 1) Amount Previously Paid:  
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- 2) Form, Schedule or Registration Statement No.:  
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- 3) Filing Party:  
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- 4) Date Filed:  
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/x/ Filing fee paid with preliminary filing.

The following press release / employee update was issued on July 30, 1996:

HAYES ISSUES LETTER TO JENNINGS,  
CORRECTS KCPL MISLEADING STATEMENTS

TOPEKA, Kansas, July 30, 1996 -- John E. Hayes, Jr., Western Resources  
chairman of the board and chief executive officer, today sent correspondence  
to Drue Jennings, Kansas City Power & Light Company (KCPL) chairman of the  
board, president, and chief executive officer, addressing what Western  
Resources views as misleading statements in KCPL advertisements and shareowner  
mailings.

In his correspondence, Hayes corrects significant errors in KCPL's  
statements about a compensation package for Jennings, relative total returns  
to shareowners, and projected Western Resources earnings.

"Correcting inaccurate statements benefits all who have an interest in  
this transaction and are seeking the better value for their investment," said  
Hayes. "We firmly believe our offer of \$31\* per share, with a dividend

increase up to 27 percent, compared with the announced UtiliCorp recommendation of a \$1.85 annual dividend rate\*, is real and viable. I urge you (Jennings) not to be among the last to realize it."

Attached is a copy of the correspondence sent today to Jennings. In addition, attached are charts depicting total return for shareowners and a regional utility compensation comparison.

Western Resources (NYSE: WR) is a diversified energy company. 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, 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>.

This news release / employee update and attached materials are 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.

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

Attachment to the July 30, 1996 press release and John E. Hayes' letter dated July 31, 1996 to KCPL shareowners:

The following letter was sent to Drue Jennings, KCPL chairman of the board, president, and chief executive officer and KCPL shareowners:

July 30, 1996

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

Dear Drue:

In these last remaining days before your shareowners vote, I want to make sure you are fully aware of the significant events of the past few days. These events are not only significant to Western Resources, but they also are significant to you because you have constantly referred to them in your ad campaign.

In your mailings to shareowners and in your newspaper ads, you developed a formula through which you purport to show that our projected earnings would be in jeopardy from rate reductions. As you know, we now have settled our issues with the Kansas Corporation Commission staff and your mailings and ads are flatly wrong. You owe it to your shareowners to correct the record.

You should tell your shareowners that the KCC settlement will have no impact on our previously reported post-merger earnings projections or our ability to pay our projected dividends. None.

As for your old song about our merger savings, I can only point out that we've done major mergers before, and you have not. Our advisor, Deloitte & Touche Consulting Group, has provided synergies advice in most of the recent utility mergers. Working together, we have a track record of producing accurate savings projections.

In 1990, we forecasted that by 1996, savings from the KPL/KGE merger would reach \$39.5 million. The KCC staff has agreed that in 1996, we have achieved \$40 million per year in savings. And, they have agreed that one-third of the savings will be passed on to customers, with the remaining two-thirds being retained by the company.

While you work to correct this information, you also should correct the line in another ad that stated that I offered you (in my letter last April) the same salary package as in your UtiliCorp merger. As you know, Drue, that is simply untrue.

In your merger agreement with UtiliCorp, there is a formula for determining your compensation that pegs it to the highest compensation in the merged company. It was this formula I agreed to adopt. In a merger with Western Resources, your compensation would be pegged to what I receive. As you know, when you calculate my compensation package, which is much smaller than Rick Green's, the end result for you would be a compensation level with very little difference from your current earnings. Please tell your shareowners the true story.

Your most recent ad showing our respective relative total returns seems to me to be clearly manipulative. You've used comparisons of two-year periods and eight-year periods. However, when we use the industry standards of one-year periods and five-year periods, the results are reversed. But, the key message here is we are both good companies.

The relevant comparison for your shareowners is how Western Resources compares with UtiliCorp. As you know, the poorer UtiliCorp record does not appear to be one that should be recommended to a KCPL investor.

Finally, Drue, I would urge you to consider:

. . . an overwhelming number of independent industry analysts see our offer as superior to a UtiliCorp combination;

. . . the marketplace has not reduced the value of our offer, in spite of your misleading attacks on us;

. . . our second-quarter results showed significant growth in areas that can supply recurring growth and revenue, as opposed to UtiliCorp's numbers, which reflected much one-time-only income;

. . . your own labor unions, which you touted in support ads a few weeks ago, now have withdrawn their support for the UtiliCorp combination.

All these developments should make it clear that the Western Resources/KCPL combination is the superior one. We firmly believe our offer of \$31 per share, with a dividend increase up to 27 percent compared with the announced UtiliCorp recommendation, is real and viable.\* I urge you not to be among the last to realize it.

Sincerely,  
/s/

John E. Hayes, Jr.

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

Attachment to the July 30, 1996 press release:

The following bar graph was issued with the press release / employee update on July 30, 1996:

WESTERN RESOURCES,  
KCPL AND UTILICORP

TOTAL RETURN FOR SHAREOWNERS

The Securities and Exchange Commission requires public companies to disclose their trailing five-year performance. KCPL has chosen to present its returns over and uncommon two-year period and a so-called "8-year" period(1).

We believe this is an effort to mislead and confuse KCPL shareowners.

The fact is that Western Resources has outperformed both UtiliCorp and KCPL in terms of total returns for its shareowners in both the short term (one year) and the long term (five years).

Bar Graph

Cumulative Total Return(2) for the year ending December 31, 1995

Western Resources - 24 percent  
 Kansas City Power & Light - 22 percent  
 UtiliCorp - 18 percent

Bar Graph

Cumulative Total Return(2) for the five years ending December 31, 1995

Western Resources - 121 percent  
 Kansas City Power & Light - 107 percent  
 UtiliCorp - 94 percent

The important comparison is not a strong Western Resources vs. a strong KCPL but rather a strong Western Resources vs. what we believe is a financially weak UtiliCorp. Which merger makes sense? Look at the record and decide for yourself. We think it's common sense.

Please vote the GOLD proxy card today.

Thank you for your support.

(1) Although KCPL disclosed its five-year cumulative total return in connection with the 1996 Annual Meeting, it has not chosen to do so in its recent communications to shareowners.

(2) Cumulative total return is measured by stock price appreciation, assuming reinvestment of dividends.

Attachment to the July 30, 1996 press release:

The following CEO salary comparison table was issued with the press release / employee update on July 30, 1996:

CEO SALARY COMPARISON - REGIONAL UTILITIES

Electric, Gas & Combination Co.	CEO	Year Ended	CEO Annual Compensation	CEO Long Term
Kansas City Power & Light Company	A. Drue Jennings	1995	\$535,062	\$ 38,638
UtiliCorp United	Richard C. Green, Jr.	1995	548,730	880,027
Western Resources, Inc.	John E. Hayes, Jr.	1995	569,236	44,169
Regional Utility Average			\$588,870	\$134,629

CEO SALARY COMPARISON - REGIONAL UTILITIES (continued)

Electric, Gas & Combination Co.	CEO	Year Ended	CEO Total Compensation	CEO Customers	Total Compensation Per Customer
Kansas City Power & Light Company (proposed Maxim)	A. Drue Jennings	1995 1997 up to	\$ 573,700 1,670,000	430,000	1.33
UtiliCorp United (proposed Maxim)	Richard C. Green, Jr.	1995 1997 up to	1,428,757 1,670,000	1,200,000	1.191
Western Resources, Inc.	John E. Hayes, Jr.	1995	613,405	1,248,807	0.491
Regional Utility Average			\$ 723,499	1,014,861	0.713

Companies included in the regional average are: Central & South West Corporation, Cilcorp Inc., IES Industries (Iowa Southern Inc.) Illinova (Illinois Power), Interstate Power-Iowa, Kansas City Power & Light Company, LaCledde Gas Company, MidAmerican Energy (Iowa Illinois G&E), Northern States Power Company, Oklahoma Gas & Electric, Public Service Company of Colorado, Union Electirc Company, UtiliCorp United and Western Resources, Inc.

Source: 1996 Proxy Statements

This news release / employee update and attached materials are 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 advertisement will be used in newspapers:

ATTENTION KCPL SHAREOWNERS  
KCPL EMPLOYEES  
WITHDRAW SUPPORT  
FOR UTILICORP  
MERGER.

LATE-BREAKING NEWS LATE-BREAKING NEWS LATE BREAKING NEWS

On July 26, 1996, after previously having endorsed the UtiliCorp merger, the International Brotherhood of Electrical Workers Local 1613, announced that the three IBEW locals representing KCPL workers had officially withdrawn their support for the UtiliCorp merger.

Western Resources has been keeping promises for 72 years. Here's what another IBEW Business Manager said about the merger of KGE and KPL in 1992.

"I believe that promise (no layoffs) is something the people at KCPL can count on. When KGE and KPL merged in 1992 the company promised no layoffs and kept its promise."

Emil Nobile  
Business Manager of Electrical Workers (IBEW) Local 1523

WESTERN RESOURCES' OFFER IS THE STRONGER OF THE TWO OFFERS.

The merger of Western Resources and KCPL creates the stronger company for the benefit of shareowners, employees and customers.

WESTERN RESOURCES' OFFER\*

Dividend per KCPL share: \$2.00 - \$2.35

Price per KCPL share: \$31.00

We believe when KCPL's excuses are stripped away, all that's left is KCPL executives' desire for the big bonuses UtiliCorp's proposal is offering them.

THE CHOICE IS CLEAR. CHOOSE WESTERN RESOURCES. MAKE YOUR LAST VOTE COUNT.  
Vote AGAINST the Proposed Merger with UtiliCorp on the GOLD Proxy Card.

Western Resources

[Logo]

IF YOU HAVE ANY QUESTIONS ON OUR OFFER, CALL GEORGESON & COMPANY, ASSISTING US AT 1-800-223-2064, OR ACCESS OUR WEB SITE AT <http://www.wstnres.com>.

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

This advertisement 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 letter was sent to KCPL shareowners on July 31, 1996:

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

July 31, 1996

Dear KCPL Shareowner:

Attached is correspondence sent yesterday to Mr. Drue Jennings, KCPL chairman of the board, president, and chief executive officer, that addresses what we view as misleading statements made by KCPL and UtiliCorp in newspaper advertisements and in shareowner mailings.

We believed it necessary to set the record straight and thought you would be interested in the corrections we discuss in this letter.

We encourage you to vote AGAINST the proposed UtiliCorp/KCPL merger by signing, dating, and returning the enclosed GOLD proxy card today.

Sincerely,

/s/ John E. Hayes, Jr.

IMPORTANT

If you have any questions or need assistance in last-minute voting of your shares, please contact Georgeson & Company Inc. At 1-800-223-2064.

If you oppose the UtiliCorp transaction you must return a proxy voting AGAINST for your views to be represented. A FAILURE TO VOTE COULD RESULT IN APPROVAL OF WHAT WE BELIEVE IS AN INFERIOR TRANSACTION WITH UTILICORP. Please return the GOLD proxy today AGAINST the UtiliCorp transaction.

KCPL shareowners are being sent information on voting by toll-free proxygram. If you have questions about this procedure, please contact Georgeson at the above telephone number.

This letter (and the enclosed materials) 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 advertisement will be used in newspapers:

ATTENTION KCPL SHAREHOLDERS  
WE KNOW KCPL AND  
WESTERN RESOURCES  
CAN CREATE VALUE...  
IT'S UTILICORP YOU  
NEED TO WORRY ABOUT.

CUMULATIVE TOTAL RETURN FOR SHAREOWNERS 1991-1995  
BAR GRAPH  
KCPL 107%    Western Resources 121%    UtiliCorp 94%

WESTERN RESOURCES OFFER\*  
Dividend per KCPL share: \$2.00 - \$2.35  
Price per KCPL share: \$31.00

We believe the only "value" the UtiliCorp/KCPL merger proposal creates is big bonuses to KCPL executives.

NO MORE EXCUSES. THE CHOICE IS CLEAR. CHOOSE VALUE. CHOOSE WESTERN RESOURCES.

Vote AGAINST the Proposed Merger with UtiliCorp on the GOLD Proxy Card.

Western Resources  
[Logo]

IF YOU HAVE ANY QUESTIONS ON OUR OFFER, CALL GEORGESON & COMPANY, ASSISTING US AT 1-800-223-2064, OR ACCESS OUR WEB SITE AT <http://www.wstnres.com>.

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closing.

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The following press release / employee update was issued on July 31, 1996:

ISS RECOMMENDS VOTE AGAINST  
UTILICORP/KCPL PROPOSAL FOR SECOND, CONSECUTIVE TIME

TELLS ITS MEMBERSHIP THAT WESTERN RESOURCES' OFFER  
REMAINS SUPERIOR IN TERMS OF PRICE, DIVIDEND, AND FINANCIAL STRENGTH

TOPEKA, Kansas, July 31, 1996 -- Institutional Shareholder Services (ISS), one of the most widely followed independent organizations specializing in proxy analysis, late yesterday recommended a vote AGAINST the proposed merger of UtiliCorp (UCU) and Kansas City Power & Light Company (KCPL).

"At this time, Western's deal is superior," said ISS in its report. "(KCPL) shareholders are being asked to approve the KCPL/UCU transaction despite the fact that there is an offer on the table from a larger, financially stronger company that is worth approximately 20 percent more.

"In a previous analysis (May 15, 1996), we reviewed the KCPL/UCU merger agreement and the Western offer and concluded that shareholders should send a message to the KCPL board that their interests would best be served by abandoning its stance against dealing with Western and negotiating the best possible offer.

"Based on further meetings with management of both companies, we maintain that little has changed since the initial solicitation prior to the postponed special meeting . . . While the terms of the respective offers have changed, Western's offer to merge with KCPL again remains superior in terms of price, dividend, and the financial strength of the combined companies. With a clearly superior offer on the table, we believe it is incumbent upon the KCPL board to work with Western toward a deal that will best benefit its shareholders.

"Our recommendation is grounded in the belief that it is the duty of the board to maximize value for KCPL shareholders and to fairly consider all offers, including those that are unsolicited."

Among other items in the report, ISS told its membership:

\* Western's offer represents a 30 percent premium to the KCPL common stock price on the last trading day prior to the Western offer (April 12, 1996). The current value of the UtiliCorp/KCPL merger for KCPL stockholders is 11.8 percent above its closing price on the same date. The range of potential dividends proposed by Western ranges from eight to 27 percent higher than the proposed KCPL/UCU dividend, depending on the actual exchange ratio. The current exchange ratio, and hence the \$31 Western offer, appears to be relatively stable.\*

\* KCPL continues to argue that the Western cost savings estimate of about \$1 billion are . . . (based on) faulty assumptions. From a logical standpoint, that seems highly unlikely, given that a combination with Western creates a company nearly twice the size of a merger of KCPL and UCU.

\* Western offers KCPL a much stronger partner financially, one that should be able to deliver on its promise of higher dividends. Western has increased dividends each year for the past 20 years and has an uninterrupted dividend payment history of 71 years.

\* While a combined KCPL/UCU can claim more far-flung international enterprises, Western offers a stronger core business. Both companies (Western and UCU) are in the process of building nationally branded power products.

"We are extremely gratified with the ISS recommendation to KCPL institutional shareowners to vote AGAINST the UtiliCorp/KCPL proposal," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "Once again, respected individuals and groups following the developments of this transaction are

validating our beliefs that our offer provides the better value for all involved."

Western Resources (NYSE: WR) is a diversified energy company. 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, 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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The following postcard was sent to brokers on July 31, 1996:

Page 1 (front of postcard)

Western Resources' offer is the stronger of the two offers.

Vote AGAINST the UCU/KCPL proposal on the GOLD proxy card.

FIRST CLASS  
U.S. POSTAGE  
PAID  
TOPEKA, KS  
Permit No. 499

Page 2 (back of postcard)

The merger of Western Resources and KCPL creates the stronger company for the benefit of shareowners, employees, and customers.

- +A Western Resources/KCPL merger offers the best value to KCPL shareholders\*
  - \$31.00 per share with a protective collar mechanism vs. the value of the UtiliCorp proposal which can fluctuate each day with the market
  - Up to a 45% increase in dividends as compared to KCPL's current dividend rate of \$1.56, and up to a 27% increase in dividends as compared to the "recommended" dividend of \$1.85 stated in the UtiliCorp proposal
  - + Western Resources has a proven track record
  - WR has returned 50% greater value (price appreciation plus dividends) to its shareowners since 1992 than UtiliCorp over the same period
  - WR has paid dividends every year since 1924 and has increased them every year for the last 20 years
  - Mergers with Gas Service and KGE are successful with savings attained and companies fully integrated
  - + Recently settled, in our favor, a regulatory package with the Kansas Corporation Commission (KCC) staff which will not reduce our previously reported projections of post-merger earnings or our ability to pay projected dividends
  - KCC staff also verified that projected savings for the 1992 merger with KGE are on target
  - + WR can get a KCPL merger transaction done and without undue delay
- Filed merger plans with Kansas and Missouri public service commissions on 7/29 that call for close of merger in 1997
- WR's offer requires fewer regulatory approvals -- two states (Kansas & Missouri), FERC, Hart-Scott-Rodino, and the NRC. A deal with UtiliCorp needs approvals from the FERC, Hart-Scott-Rodino, NRC, seven states and three foreign countries. KCC has suspended the UtiliCorp/KCPL hearing schedule



+We believe when KCPL's excuses are stripped away, all that's left is KCPL executives' desire for the millions of dollars of higher compensation and big bonuses UtiliCorp's proposal is offering them

-On July 26, 1996, after previously having endorsed the UtiliCorp merger, the International Brotherhood of Electrical Workers Local 1613, announced that the three IBEW locals representing KCPL workers had officially withdrawn their support for the UtiliCorp merger

IF YOU HAVE ANY QUESTIONS ON OUR OFFER, CALL OUR DIRECTOR OF INVESTOR RELATIONS AT 913/575-8226

\* 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. 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.

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The following letter was sent to David Anderson of United Missouri Bank, N.A. on July 30, 1996 from John K. Rosenberg, Executive Vice President and General Counsel of Western Resources:

July 30, 1996

David Anderson  
UMB Bank, N.A.  
P.O. Box 419692  
Kansas City, Missouri 64141-6692

Dear Mr. Anderson:

We understand that, in connection with the special meeting of Kansas City Power & Light Company ("KCPL") shareholders to be held on August 7, 1996 with respect to the proposed issuance of shares of KCPL common stock pursuant to the Merger Agreement with UtiliCorp United Inc., you, as trustee for the KCPL 401(k) plan (the "Plan"), intend to vote all uninstructed shares under the Plan in your sole discretion in accordance with your fiduciary duties as trustee. We believe that such approach is consistent with the Employee Retirement Income Security Act of 1974 ("ERISA") and the pronouncements of and positions taken by the Department of Labor.

As you know, Western Resources, Inc. has made an offer to exchange \$31 in Western Resources common stock for each KCPL share. This represents a 30% premium over KCPL's closing price on April 12, 1996 (the last trading day before the public announcement of Western Resources' original offer) and a 18% premium over KCPL's closing price on July 29, 1996 (the last trading day before the date of this letter). Moreover, a Western Resources/KCPL combination is projected to provide an annual dividend of between \$2.00 and \$2.35 for each KCPL share.\* This dividend rate is significantly higher than the \$1.85 annual dividend rate "recommended" under the proposed UtiliCorp/KCPL transaction.

In addition, nearly all independent industry analysts have praised the Western Resources' offer as superior to UtiliCorp's. Here is what some have said:

"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 KLT."  
Barry M. Abramson, CFA, Prudential Securities,  
July 25, 1996.

"UCU's recent acquisitions have diluted shareholder value. Given the lower rate of return on these incremental investment, ... a dividend reduction may be more likely under UCU-KLT combination in our view than under a WR-KLT combination." (Emphasis added.)  
John Edwards, Redwood Securities Group, Inc., July 25,

In fact, according to recent UtiliCorp Annual Reports, it has had no growth in earnings per share over the last ten years (pg. 57, 1995 report), has written off \$120 million in bad investments (pg. 45 & 46, 1995 report; pg. 46, 1994 report), and earned less than 3% on its \$1.8 billion non-regulated investments (pg. 54, 1995 report). It also substantially underperformed the comparative indexes over the latest five years (pg. 10, 1995 report).

I would also like to bring to your attention that on July 25, 1996 Western Resources reached an agreement with the staff of the Kansas Corporation Commission for rate adjustments in its service area. This agreement confirms Western Resources' previously reported projections of post-merger earnings. These rate adjustments are offset by lower than proposed depreciation charges relating to Wolf Creek, so there will be no reduction in earnings per share from those projected for the merger. As one of the most respected utility analysts said about this development:

"The settlement also effectively takes the wind out of Kansas City Power & Light's sails in its labored attempt to stave off WR's advances. We regard this settlement as one more example of WR's ability to make good on its promises. We believe KCPL shareholders have only one clear choice, and that is to vote against the proposed KCPL/ UtiliCorp United merger and to tender their shares to WR." (Emphasis added.) Edward Tirello, NatWest Markets, July 26, 2996.

In connection with your voting of uninstructed shares, we wish to remind you that under ERISA as a plan fiduciary you are required to manage plan investments prudently and solely in the economic interests of plan participants and beneficiaries, in their capacity as participants and beneficiaries of the plan. Your analysis in voting upon the issuance of KCPL shares in connection with the proposed transaction with UtiliCorp should not, therefore, be based upon factors other than such economic considerations.

We believe that the Western Resources offer is clearly financially superior to the proposed transaction with UtiliCorp and that the proposed merger with UtiliCorp is not in the best economic interests of Plan participants and beneficiaries. Accordingly, we strongly urge you to exercise your fiduciary duties by voting "AGAINST" the proposed issuance of KCPL shares.

If you have any questions or need additional information, please do not hesitate to contact me at (913) 575-6401.

Very truly yours,

/s/ John K. Rosenberg  
John K. Rosenberg  
Executive Vice President  
and General Counsel

cc: Mark Herman  
(United Missouri Bank, n.a.)