

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:

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:

Set forth the amount on which the filing fee is calculated and state how it
was determined.

/ / 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
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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:

/x/ Filing fee paid with preliminary filing.

The following is an excerpted script of a media teleconference conducted by
Western Resources' Senior Management on June 17, 1996:

INTRODUCTION: "Important legal information about the status of Western
Resources' registration statement follows the excerpts of the media
conference. The material that follows contains certain statements of opinion
and belief."

Excerpted Transcript of the Western Resources Media Teleconference
with John E. Hayes, Jr., Chairman and CEO, David Wittig, President, Steve
Kitchen, Executive Vice President and CFO

June 17, 1996

John E. Hayes, Jr.:

Thank you very much and good morning to you all.
Thank you for joining us. I would like to make a few brief opening comments
and then open it up for any questions you may have.

First of all, David Wittig, president of Western Resources, and Steve Kitchen, who is our executive vice president and chief financial officer are present. As you know, we have made an offer to merge with KCPL. It is our view that the benefits of combining KCPL and Western Resources are simply too great to pass up.

Now, because of this opportunity for shareowners, customers and employers and, in fact, the communities we serve, our board of directors has authorized me to make the following increase in our proposal.

We are now offering KCPL shareowners \$31 per share (within a collar of .933 and 1.1). That is an increase from our original proposal of \$28 per share. This new price represents a 30% premium over KCPL's closing price on April 12, which was the last trading day prior to the announcement of our original offer and it's a 20% premium over last Friday's KCPL closing price. The projected dividend range per KCPL share also goes up with this offer.

Western Resources projects that the annual dividend and closing in 1998 will range from \$2 to \$2.35. This compares with the announced UtiliCorp intention to recommend a \$1.85.

Raising our offer reflects our belief that this merger makes great business sense and we must aggressively pursue its completion. Our plan is to move forward.

We've urged the KCPL board of directors to accept our offer, which we believe is clearly financially superior to the UtiliCorp proposal.

In our view, the recent restructuring of the UtiliCorp proposal is frankly an obvious attempt to restrict the voice of the KCPL shareowners. We remain hopeful that KCPL's management and board will see the merits and benefits of our new offer, and for the sake of their shareowners, employees and customers will take the opportunity to meet with us personally to discuss our offer.

With that, I'd be interested in hearing questions and comments if there are any.

Carrie Dooley, Bloomberg News:

CD: Has the Kansas City board approached you at all since you've made your offer?

JEH: No, they have not.

CD: Are you expecting to hear from them after this offer?

JEH: We certainly hope so. We've asked to hear from them this week if at all possible. We believe that this offer being a control premium offer, that it's an offer that, in our opinion, just cannot be ignored because it is so powerful in terms of the interests of their shareowners.

Charles Crumpley, The Kansas City Star:

CC: Nonetheless, as a result of the increased price you would be paying under your restructured deal, would Western have to look for additional measures for cost cutting?

David Wittig: No.

JEH: No, this all fits within the billion dollar plus cost savings we have identified previously. It all fits there in terms of a portion going to customers and a portion going to accelerating the depreciation of Wolf Creek and a portion going to retiring transaction costs and a portion to shareowners either through direct dividends or retained earnings.

CC: Let me ask a parochial question, please. Would the restructured deal have any new effect on jobs in Kansas City?

JEH: No, we still maintain the same policy that we have maintained for years that we have carried out all business combinations. Yes, we combine jobs and wind up with fewer job functions on the payroll and save money to pass along to customers and shareowners. But every person, who is on the payroll, gets an opportunity to stay on the payroll.

John Wiley, Electric Utility Week:

JW. The question that I see is a follow up on one asked earlier, where someone was saying are you paying too much. I guess my question would be are you comfortable raising this offer at a time when you have a pending rate case with a very substantial reduction proposed by staff, a reduction in rates even beyond what CURB is proposing, which is a very unusual situation?

JEH: We're very comfortable in doing it. The offer represents what we feel to be the value to our shareowners and customers for this combination. Remember that we were the first ones to propose over \$92 million worth of rate reductions for our customers. We're talking about timing here.

We also tend to shove into the background the fact that we just put into effect a \$34 million plus rate increase in our gas operations. We do not feel that there's anything but positive implications for our future here.

We are in the business of proposing significant rate reductions on a schedule and in a way that makes solid financial sense. We always count on regulation, the regulators, the commissioners to pursue sound policies and exercise good judgment, and we still do. And, we feel totally comfortable with this offer that we have made.

Charles Crumpley, The Kansas City Star:

CC: Yes, let me ask one quick follow-up question, please. We've been concentrating today, of course, on shareholders' reaction, but how about current customers of KCPL. What possible benefit would they have if your deal were successful?

JEH: We continue to hold forth a rate cut for the Kansas customers of KCPL that is 30% deeper than what is proposed in their combination with UtiliCorp. We have adopted the recently announced KCPL rate reduction that will go into place this year and next year for Missouri customers. That is all added to a five year moratorium on price.

We also will do things that we haven't even discussed. We'll bring improved service to the KCPL customers with such things as our 24 hours-a-day, 7 day-a-week customer action centers, our warranty programs and a number of other service improvements and capabilities that we believe will make life a little easier for those customers at lower prices for the electricity that they buy.

John E. Hayes, Jr., Closing Statement:

JEH: We appreciate you joining us. We will be available in person in the Kansas City area, New York and on the West Coast, and will be happy to answer questions for you at any time and provide information.

Traditionally one ends these sort of things with a commercial, I'll forego that. You know where we have been with this offer. We believe it is sound and solid. It's been discussed widely and nothing has changed in terms of its specific value and what we can do with this combined company going forward.

The only thing that has changed is that we have raised our offer from \$28 a share to \$31 a share. That is well, well within the financial capability that comes out of this combination and produces positive benefits for our shareowners, KCPL shareowners, both sets of customers, both sets of employees and the communities where we operate.

We appreciate you being with us this morning. Please let us hear from you whenever we can provide you with any kind of information. We're very pleased to do so, and we appreciate your indulgence.

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 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.

The following press release was released on June 26, 1996:

WESTERN RESOURCES' CFO ISSUES MEMO TO THE STREET

MEMO QUESTIONS KCPL MANAGEMENT'S MOTIVATION,
CRITICIZES DIRECTION TO MERRILL LYNCH

TOPEKA, Kansas, June 26, 1996 -- Steven L. Kitchen, Western Resources chief financial officer, today issued a memorandum to the financial community questioning the benefits Kansas City Power & Light Company's management receives by rejecting Western Resources' latest offer.

Among other things, the memo reviews public filings by KCPL. The latest of which was a June 25 filing at the Securities and Exchange Commission in which KCPL management instructed Merrill Lynch, KCPL's financial advisor, not to consider the Western Resources offer.

"We think it is unconscionable that KCPL management instructed its financial advisors not to consider our offer in evaluating the fairness of the UtiliCorp proposal to KCPL shareowners," said Kitchen in his two-page memo. "Ignoring the facts does not benefit the owners of KCPL."

Attached is a copy of the memorandum sent earlier today.

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 Business Services, Westar Consumer Services, 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 is a memorandum issued on June 26, 1996 by Steven L. Kitchen, CFO to Analysts and the Financial Community:

MEMORANDUM

TO: Analysts and the Financial Community

FROM: Steven L. Kitchen, Western Resources, Chief Financial Officer

DATE: June 26, 1996

RE: Kansas City Power & Light Management Entrenchment

BACKGROUND

As you know, Western Resources on June 17 increased its tax-free exchange offer from \$28 to \$31 of Western Resources common stock being offered for each KCPL share of common stock.

The resulting annual dividend rate per KCPL share would equate to between \$2.00 and \$2.35 based on our projected post-merger annual dividend for 1998.

Despite this strong offer, KCPL again refused to meet with us and yesterday rejected our offer. We find this unbelievable.

QUESTIONABLE MANAGEMENT

In their rejection, KCPL management continues to use the same old, tired arguments that many industry analysts already have dismissed.

In addition, KCPL management has specifically instructed Merrill Lynch, KCPL's financial advisor, not to consider our offer in evaluating the fairness of the UtiliCorp proposal to KCPL shareowners.

We believe this latest attempt to circumvent KCPL shareowners is simply a matter of convenience for KCPL management.

It seems clear to us that our offer, even though vastly superior in the view of an overwhelming majority of industry analysts, was never seriously considered.

WHAT THE RECORD SHOWS . . .

A simple review of the public record reflects the fact that KCPL management doesn't want its shareowners to have all the facts:

May 20 - KCPL and UtiliCorp restructure their proposal, based on what we believe to be a lack of shareowner support, and cancel the shareowner vote scheduled for May 22.

June 17 - Western Resources increases its offer to \$31 per KCPL share with a projected dividend of \$2.00 - \$2.35 and asks to meet with the KCPL board.

June 19 - Drue Jennings, KCPL chairman, president, and CEO, writes to KCPL shareowners and instructs them to throw away Western Resources' proxy card and other materials without reading them.

June 25 - In materials filed with the SEC, KCPL makes it clear that they instructed Merrill Lynch not to consider the Western Resources' \$31 per KCPL share offer in rendering a "fairness opinion" to the board about the proposed merger with UtiliCorp. [p. 17, Form S-4, Registration Statement].

June 25 - KCPL again refuses to meet with Western Resources and rejects offer.

WHO TRULY BENEFITS BY REJECTING OUR OFFER?

We think it is unconscionable that KCPL management instructed its financial advisors not to consider our offer when advising the board regarding its decision on the UtiliCorp proposal.

Ignoring the facts does not benefit the owners of KCPL.

In fact, the only people who seem to benefit by rejecting our offer are KCPL management through a lucrative compensation package associated with the UtiliCorp deal. However, not all details relating to such arrangements are clearly spelled out in KCPL's proxy material, once again not providing all relevant facts to shareowners.

KCPL SHAREOWNERS SHOULD BE HEARD

We encourage you to contact us if KCPL shareowners have questions or you wish to pass along comments.

We also encourage you to provide to KCPL shareowners the 1-800-223-2064 telephone number of Georgeson & Company, who is assisting us, so they can discuss the benefits of our offer.

And finally, we can provide to you a listing of KCPL management and board addresses and telephone numbers so KCPL shareowners can be heard.

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.

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The following employee update was issued on June 26, 1996:

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