

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:

- [X] Preliminary Proxy Statement  
 [ ] Confidential, for Use of the Commission Only (as permitted  
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- [ ] Definitive Proxy Statement  
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240.14a-12

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.
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[Cover of Fact Booklet]

Title: KCPL and UtiliCorp  
A new world of energy

Vote your proxy to make our vision a reality

[Inside Front Cover]

(Qualifying statement: This Fact Book does not purport to be  
complete, and is qualified in its entirety by reference to the  
more detailed information appearing in the Joint Proxy  
Statement/Prospectus of Kansas City Power & Light Company and  
UtiliCorp United (including the Annexes thereto) which  
accompanies this Fact Book. In addition, some statements may  
represent the opinions of management. Shareholders are urged to  
read the Joint Proxy Statement/Prospectus and Annexes in their

entirety.)

Two distinct companies ... One unique vision

[Graphic: Two smaller pie charts, showing stand-alone revenue breakouts for KCPL's and UtiliCorp's regulated and nonregulated areas. One larger pie chart depicts proforma combined revenue numbers for regulated and nonregulated areas.]

Pie Chart One: KCPL  
Regulated 100%  
Nonregulated 0%

Pie Chart Two: UtiliCorp  
Regulated 43%  
Nonregulated 57%

Pie Chart Three: Proforma Combined  
Regulated 56%  
Nonregulated 44%

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Our vision for the combined company is to be a full participant in the global energy marketplace, adding diversified products and services, entering new markets, and growing revenues, income and share value for our shareholders.

The energy industry has entered an era of inevitable, accelerating change. Consumer demand, technological advances, and legislative and regulatory reforms are leading to unprecedented competition. As a result, public utilities face business risks and limits on their ability to grow earnings. KCPL and UtiliCorp believe that continued growth in the industry can best be achieved through focused and strategic investment in primarily energy-related businesses.

We feel strongly that the combined company embodies our shared vision, embraces the future and creates sustainable, long-term value for KCPL shareholders through strategic investments in regulated and nonregulated business opportunities.

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A fit for the future ...

The cornerstone of our proposal is the ability to achieve sustainable, long-term growth in shareholder value in this rapidly changing world. As a larger and more diversified company, we anticipate being able to:

- - -compete more effectively in national and global markets
- - -gain greater access to new customers and markets
- - -use our size and stability to achieve enhanced access to capital markets
- - -introduce a new array of energy products and services
- - -build on a demonstrated track record in energy-related nonregulated businesses

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... Starting now

Tomorrow's world of energy begins today with the KCPL/UtiliCorp merger.

- - -Shared, strategic vision
- - -Opportunities for additional operational benefits and financial performance enhancements not available to KCPL and UtiliCorp as separate companies
- - -57% ownership in the new company for KCPL shareholders\*
- - - \$1.85 recommended annual dividend
- - -Over \$600 million in savings over the next 10 years
- - -Additional operational pre-tax benefits of \$56.5 million over four years after the mergers
- - -Financial performance enhancements (pre-tax) of \$244 million over four years after the mergers
- - -Improved competitive position of the combined company through

- shared savings from regulated operations
- -Tax-free transaction
- -On track in the regulatory approval process, expected completion in second quarter 1997
- -Solid support from community, employees, elected officials

The amended merger agreement increases the value of the merger for KCPL shareholders, facilitates the merger approval process and improves the likelihood of the merger's success.

\*based on number of shares outstanding at the date of the merger agreement

[Pages Four & Five]

... With the world as our marketplace

Graphic: map of U.S. with arrows depicting international segments and showing combined territories of KCPL and UtiliCorp, independent power projects, and energy marketing segments of the businesses

Increased access to a variety of high-growth national and international markets means the potential for sustained growth and risk avoidance.

#### Regulatory Diversity

- -operations in eight states and five foreign countries
- -nonregulated businesses

#### Revenue Diversity

- -gas and electric utility, gas gathering and transportation, and other energy-related services and products

#### Investment Diversity

- -nearly half of the combined company's revenues would come from nonregulated operations

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And results ...

We believe that blending the strengths of KCPL and UtiliCorp and their subsidiaries will define the successful energy services provider of the future.

#### Financial Strengths

- -From 1985 to 1995, both KCPL and UtiliCorp delivered a total return to shareholders which exceeded market and industry averages.\*
- -KCPL has achieved a strong A or above bond rating.
- -UtiliCorp has increased assets by 431% since 1985 and earnings before interest, taxes, depreciation and amortization by 425%.

#### New Products and Services

- -UtiliCorp has introduced EnergyOne, the first national brand name in the utility industry.
- -Through EnergyOne, UtiliCorp provides energy solutions to over 125 of the Fortune 500 companies in the U.S.
- -New product introductions are planned for 1997.

#### New Markets

- -UtiliCorp has proven experience with utility operations in other countries.
- -Since 1983, UtiliCorp has:
  - -acquired and merged with ten domestic electric and gas utilities, investing a total of \$858 million.
  - -purchased interests in four international electric utilities, investing a total of \$426 million.
  - -established UtilCo Group and invested \$206 million in 17 independent power projects
  - -established Aquila and invested \$303 million in natural gas gathering and transportation assets.
  - -KCPL has become involved in the small power production market in China, with plans to expand in that area.
  - -KCPL has begun preliminary work on three power projects in the Pacific Northwest.

\*Source: Wall Street Journal Shareholder Scoreboard, February 29, 1996.

... That are real.

Graphic: Growth chart

A merger between KCPL and UtiliCorp means Value Now! The combined company anticipates the following savings and benefits after the merger.\*

	Year One	Year Two	Year Three	Year Four
	(Per Share)			
Synergy Savings	\$ .10	\$ .16	\$ .22	\$ .25
Additional Operational Benefits	\$ .08	\$ .08	\$ .07	\$ .06
Financial Performance Enhancements	\$ .20	\$ .25	\$ .35	\$ .44

Our combined company will be committed to continued growth through strategic investment in nonregulated and regulated segments of the energy business. Our goals to shareholders:

- - total returns consistently above both industry and broad market averages
- - an investment with below average market risk
- - an investment in a company with a diversified base of energy-related businesses without excess concentration in fuel source, customer mix or regulatory jurisdiction

\*A portion of the savings from regulated operations will be shared with ratepayers. Estimates of the savings resulting from the mergers are based on assumptions which KCPL believes to be reasonable, but there can be no assurances that such assumptions will approximate actual experience, and in such event actual results could differ materially from the predictions herein. Shareholders are urged to review the portions of the Joint Proxy Statement/Prospectus that discuss these savings and their underlying assumptions in greater detail.

Clearing the Confusion

Our vision goes far beyond a traditional focus on cost synergies, size, concentration of assets and the regulated segment of the utility business because we believe that's insufficient for long-term prosperity in a deregulated marketplace. We believe Western Resources' proposed combination with KCPL would result in concentrated risk and lack of diversification.

Concentrated Wolf Creek nuclear asset = concentrated business risk

- - A Western/KCPL combined company would own 94% of the plant, concentrating a substantial amount of capital and risk in the nuclear facility.
- - The KCPL/UtiliCorp merged company will own 47% of the plant.

Threatened rate reductions for Western Resources

- - The staff of the Kansas Corporation Commission has recommended a rate reduction of \$105 million in the first year of reductions, representing 34% of Western's and Kansas Gas & Electric's 1995 net income.
- - On the other hand, Western's proposal filed in August 1995, called for \$8.7 million in cuts per year over seven years.

Greater business risk

- - less diversification with a Western/KCPL combination
- - limited ability to grow and enhance earnings
- - less access to new markets
- - overlap of geographic, regulatory and climatic conditions

Vote the Vision!

Your vote is important in making the KCPL/UtiliCorp vision a reality. Vote FOR our vision on the white card to secure the benefits of this merger.

To exercise your right to vote:

- - -Return your white proxy card whether or not you plan to attend the special shareholders meeting on \_\_\_\_\_.
- - -Remember - you need to send this new proxy card, even if you voted on the original merger agreement.
- - -Be sure to sign and date the proxy card.
- - -Return the card in the enclosed, self-addressed envelope, which requires no postage if mailed in the United States.

Do not sign any proxy card Western Resources may send you. Your Board of Directors has unanimously concluded that the Western Resources proposal is NOT in your best interests. Be aware - you are under no obligation to respond to any solicitation by Western Resources.

Questions? Call KCPL Investor Relations at 800-245-5275 or D.F. King, our proxy solicitor, at 800-714-3312.

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#### Quotes

"I am confident that the result of the merger will be strong corporate leadership and a valuable ally in our economic development efforts. This proposal provides the best future for Missouri and the Kansas City area." Mel Carnahan, Governor of Missouri, May 15, 1996, press release

"Increased job opportunities, cost savings in the neighborhood of \$600 million over the next decade, and lower rates than would otherwise be possible make this merger one of the best business combinations ever proposed in the state of Missouri." Bob Holden, Missouri State Treasurer, May 16, 1996, press release

"We believe that our best interest lies with the merger of KCPL and UtiliCorp.... We believe our new company will rely heavily on the people they employ to achieve the goals they are setting forth, and this is music to our ears." Locals 412, 1464 and 1613, The International Brotherhood of Electrical Workers, April 22, 1996, letter to union members

"The tens of thousands of jobs and the hundreds of millions of dollars of investment that have been created in Kansas City have, in part, been created because of the critical role that Kansas City Power & Light and UtiliCorp have played in the economic development effort of this community." Robert J. Marcusse, president, Kansas City Area Development Council, May 9, 1996, letter to Drue Jennings