

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 (as permitted by
 / / Definitive proxy statement 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:

Letter to KCPL shareholders mailed on or about April 25, 1996.

[Western Resources Logo]

April 25, 1996

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

Dear KCPL Shareholder,

On April 14, 1996, Western Resources proposed a tax-free merger with KCPL that would provide you with a significant premium for your shares and a substantial increase in your annual dividend. It would benefit customers and communities with significantly lower electric rates and provide job security for KCPL employees. Unfortunately, the KCPL board of directors, who collectively own less than 1% of KCPL's stock, has rejected the Western Resources offer, thereby refusing to let you realize the benefits of the offer. Instead, the KCPL board of directors is intent on pursuing a merger with UtiliCorp even though that merger offers you significantly less value, particularly with respect to dividends.

Because we are convinced that our proposed offer is financially superior to the proposed merger with UtiliCorp, we have decided to submit it directly to KCPL shareholders. We will soon be mailing to you Western Resources proxy materials containing information about why our offer is better for KCPL, its shareholders, customers, employees, and the communities it serves and why you should vote AGAINST the UtiliCorp transaction.

Until you receive that information, we urge you not to return any white proxy card sent to you regarding the UtiliCorp transaction.

If you have any questions, please call Georgeson & Company Inc. at 1-800-223-2064.

Sincerely,

/s/ John E. Hayes, Jr.

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 C.A.O.), 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, Bruce R. Burns, Kelly D. Foley, Robin D. Brown, Shari L. Gentry and Rechell L. Smith.

As of April 19, 1996, Western Resources had no security holdings in KCPL. Robert L. Rives, a person who will solicit proxies, is the beneficial owner of 500 shares of common stock, no par value, of KCPL (the "KCPL Common Stock"). Western Resources director Susan M. Stanton serves as co-trustee of two trusts, which beneficially own 7,900 shares of KCPL Common Stock. No trading activity has occurred with respect to any of such stock during the last two years. Western Resources director C.Q. Chandler is Chairman of the board of directors of INTRUST Financial Corporation. INTRUST Bank, a subsidiary of INTRUST Financial Corporation, holds in ten trust accounts an aggregate of 5,468 shares of KCPL Common Stock. Wayne Kitchen is the beneficial owner of 400 shares of KCPL Common Stock.

Other than as set forth herein, as of the date of this letter, 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.

Except as disclosed above, to the knowledge of Western Resources, none of Western Resources, the directors or executive officers of Western Resources or the employees or other representatives of Western Resources named above has any interest, direct or indirect, by security holdings or otherwise, in KCPL.

A registration statement relating to the Western Resources securities

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The following are print advertisements
which appeared April 25, 1996.

Thursday, April 25, 1996

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")
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A registration statement relating to the Western Resources securities

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April 25, 1996

ATTENTION KPL CUSTOMERS
OUR OFFER IS BETTER FOR TOPEKA.

Critical Issues	Our Offer: Western Resources	Their Offer: UtiliCorp United
KCPL Shareholders' Dividend	24% increase in dividend to \$1.93 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.
Customers' Dividend	Continued low rates - 27% below the national average. No electric rate increases for 5 years	Nothing for KPL customers.
Employees' Dividend	No layoffs.	No commitments.
Community Dividend	KPL/Western Resources' headquarters to remain in Topeka and continued community involvement.	Nothing for Topeka.
Financial Strength	Western Resources' bond rating is A-.	UtiliCorp's bond rating is BBB.

Attention KCPL Shareholders

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 (r)

*Based upon closing stock prices April 24, 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.

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April 25, 1996

ATTENTION KCPL EMPLOYEES

OUR OFFER HAS NO LAYOFFS.

Critical Issues	Our Offer: Western Resources	Their Offer: UtiliCorp United
	23% increase in dividend to \$1.92 vs. \$1.56*	Dividend "at least in the range" of the current dividend.
KCPL Shareholders' Dividend	\$28.00 per share in Western Resources stock, a 17% premium over market.** Tax-free transaction.	No premium; stock-for-stock transfer. 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.

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Vote AGAINST the UtiliCorp/KCPL merger.

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

Western Resources (r)

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April 25, 1996

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	23% increase in dividend to \$1.92 vs. \$1.56.* \$28.00 per share in Western Resources' stock, a 17% premium over market.**	Dividend "at least in the range" of the current dividend. No premium; stock-for-stock transfer.
	Tax-free transaction.	Tax-free transaction
Financial Strength	Western Resources' bond rating is A-.	UtiliCorp's bond rating is BBB.

Attention KCPL Shareholders:

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 23, 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")
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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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Proxy Guide/Questionnaire to be used on or about April 25, 1996.

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KCPL Shareholder Proxy Guide
Vote "AGAINST"

Shareholder Questions:

1. I have not yet voted. What should I do?

Wait for Western Resources' proxy materials and vote WR's blue proxy card "AGAINST" the proposed UCU/KLT merger.

2. I have already voted for the UtiliCorp deal. Can I change my vote?

Yes. Simply mark the BLUE proxy card you receive from Western Resources "AGAINST" the UtiliCorp deal, sign it, and return it. Only the most recently dated proxy will count.

3. When do I act on the WR offer?

Western Resources will be sending you an exchange offer with all the details, as soon as possible after the Securities and Exchange Commission (SEC) completes its review. However, Western Resources' offer cannot even proceed unless shareholders vote "AGAINST" the UtiliCorp deal.

4. What is the timetable for all of this?

You have already received a white proxy card from KLT. You may receive at least one more of these in the next few days. You will also receive a BLUE proxy card (and additional information on our offer) from Western Resources in the next several days. After SEC review Western Resources will distribute the exchange offer materials.

5. I am a Western shareholder. What do I do?

Do nothing at this time.

Any questions call:

Georgeson Company, Inc.
1-800-223-2064

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10 Reasons to Vote "AGAINST" the proposed UtiliCorp transaction
(and wait for the WR tax-free exchange offer)

1. The WR offer provides superior dividend enhancement for each KLT share based on Western Resources most recent stock price (4-23-96) and Western Resources' annual dividend.
KLT current dividend \$1.56
WR Offer (4/23/96) 1.92
KLT dividend increase 23%
UCU/KLT "at least in the range" of the current dividend
2. The WR offer provides superior market value for each KLT share.
KLT Price (4/12/96) \$23.87
WR Offer 28.00
WR Premium to KLT (4/12/96) 17%
UCU/KLT offered no premium
3. WR has a stronger balance sheet and credit rating.
Western is rated A-/A3.
UtiliCorp is rated BBB/Baa3.
4. The market likes the WR deal better.
Since WR's announcement, WR's price is up, KLT is up, and UCU is down.
5. WR has a better track record than UtiliCorp.
Total shareholder returns (dividends and capital appreciation) 50% greater than UtiliCorp since the WR KPL/KGE merger in March of 1992.
6. The WR offer has far greater projected merger savings.
WR/KLT savings (10 years) \$1,043 million
UCU/KLT savings (10 years) 636 million
WR/KLT% greater savings 64%
7. The WR offer is better for customers.
WR plan offers rate reductions of \$210 million to KLT customers in first 10 years (30% more than the UCU plan).

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8. The WR offer requires fewer regulatory approvals. Western needs approval or review from just two states (Kansas & Missouri), the Federal Energy Regulatory Commission (FERC), Hart-Scott-Rodino, and the Nuclear Regulatory Commission (NRC). UtiliCorp needs approvals from the FERC, Hart-Scott-Rodino, NRC, 10 states and three foreign countries.
9. The WR offer is employee friendly. Western has committed to no lay-offs. UCU has made no such commitments.
10. WR has demonstrated success with large mergers. Western's KPL/KGE merger in 1992 was precedent setting and highly successful.

For questions, call Rick Kready, Western Resources' director of investor relations: 913-575-8226

Dated: April 25, 1996

Western Resources, Inc.
(NYSE: WR)
Merger Information Presentation
(Reservations Required)
City:

Location:

Date:
Time:

Please join members of senior management of Western Resources (WR) as they explain the benefits of its proposed merger with:

Kansas City Power & Light Co. (KLT)

This meeting will be of specific interest to analysts, portfolio managers, investment advisors, registered representatives and stockholders of both companies.

Please RSVP to Sheila Ferhadson at (800) 829-1255,
or fax this back to us at (602) 998-1971.

[] Yes, I will attend.
[] No, I cannot attend.

Name: _____
Company: _____
Phone: _____
Fax: _____

For information purposes only - does not constitute an offer to sell or a solicitation of an offer to buy WR securities.

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Materials for presentations to be used on or about April 25, 1996.

1

Western
Resources(r)
and
KCPL

The common-sense
combination

Western
Resources(r)
and
KCPL

Superior merger in all
respects

- o SMART
... a better deal for ALL
The
common-sense
- o SOUND
... a stronger union
combination
- o STRATEGIC
... a better fit
- o VISIONARY
... a better future

Western
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KCPL

Overview

The
common-sense
combination

Critical Issues

Western Resources' Offer

KCPL Shareholders'
Advantages

Increased annual dividends
Premium stock price

Earnings accretion

KCPL Customers'
Advantages

Tax-free transaction
30% better deal
Five-year electric rate
moratorium

KCPL Employees'
Advantages

No layoffs
Opportunities for professional
growth

Kansas City Community
Advantages

Relocation of new business to
Kansas City
Enhanced economic development
Continued philanthropic support

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Shareholder advantages

Critical issue: Stock value/dividend

Western Resources' Offer	UtiliCorp's Offer
Dividend increase to \$1.72 to \$2.03 per share*	Dividend "at least in the range" of the current dividend
17% price premium**	No premium
Tax-free transaction	Tax-free transaction

* Based on Western Resources current annual dividend of \$2.06 per share

** Prices at market closing April 12, 1996, which was the last trading
day before announcement of Western Resources' offer

Result: Superior financial offer
by Western Resources

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Customer advantages

Critical issue: Rate Impact

Western Resources' Offer

KCPL rates decrease \$21 million
per year (30 percent better than
UtiliCorp's plan)

No electric rate increase for five
years

KGE rates decrease \$10 million per
year

UtiliCorp's Offer

KCPL rates decrease \$16 million
per year

No electric rate increase for
five years

Result: KCPL, KGE rates 10% below current national average in seven years

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Employee advantages

Critical issue: Job security/job opportunities

Western Resources' Offer

UtiliCorp's Offer

No layoffs

No commitment

Job opportunities with Western
Resources business units relocated
to Kansas City and Wichita

Results: Opportunities for career advancement

Accomplished based on previous KPL/KGE merger experience

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Community advantages

Critical issue: Charitable giving/
economic development

Western Resources' Offer

UtiliCorp's Offer

Maintain Western Resources/KCPL's
level of civic and charitable
giving for five years

Current corporate giving
"substantially comparable" for
only two years

Results: Stronger community presence by larger participant

Coordinated economic effort focused on
growth

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Review of
stand-alone companies:

Western Resources
vs. UtiliCorp

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Strategic position

Western Resources:

The company has a history of growing its business profitably. Going forward, WR has a stated policy of only growing through accretive transactions. The company's low-cost profile provides a big advantage in the developing competitive market.

UtiliCorp:*

"UtiliCorp United Inc.'s credit quality reflects an average business position and financial measures that are weak for the rating."

"Its acquisition strategy (including plans to increase non-regulated operations, which comprise about 25% of operations), the unpredictability of future acquisitions and the capital expenditures associated with these acquisitions impair credit quality."

"The disperse service territory causes some unique operating challenges that may result in costs being slightly higher than competitors who have contiguous service areas and who operate integrated systems."

"Given the company's acquisition strategy, the most significant risk is that the company will overextend itself with additions, and earnings will not be sufficient to meet the added capital costs."

WR strategic plan complements KCPL's plan

* Standard & Poor's Utility Credit Report - August 1995

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Financial Profile

	WR	UtiliCorp
Four-year annualized total return to shareholders*	12.4%	8.3%
Current bond ratings**	A-/A3	BBB/Baa3
1995 financial results***		
Total Debt/Total Capital	47%	61%
Payout ratio	74%	100%
Return on average equity	11.1%	8.4%

* Since completion of the March 31, 1992 KPL/KGE merger

** Source: S&P's and Moody's published reports

*** Source: 1995 Annual Reports

Result: Western Resources is a stronger company

Western
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and
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Better geographic match

[U.S. Map]

Western Resources

- o Kansas City Power & Light's Electric
- o System
- o UtiliCorp's Electric System

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and
KCPL

The common-sense combination

Operational synergies:
joint ownership of generating properties

Western Resources:
WR and KCPL jointly own Wolf Creek (under a separate operating
company) and LaCygne generating plants

More than \$2.2 billion in
common plants

UtiliCorp:
No common plants
with KCPL

Western
Resources(r)
and
KCPL

The common-sense combination

Operational synergies:
common customers

Western Resources:
WR and KCPL share common customers in 26 communities

Approximately 100,000 customers
in common communities

UtiliCorp:
Few common customers with KCPL

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and
KCPL

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Operational synergies:
transmission interconnects

All of Western Resources' and Kansas City Power & Light's electric operations are directly interconnected at high voltage through FIVE 345 kV lines.

Only one of UtiliCorp's electric divisions is directly interconnected with Kansas City Power & Light through TWO 345 kV lines.

Western
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The common-sense combination

Merger
considerations

Western
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10 year savings (net)

	WR/KCPL (\$ in Millions)	UCU/KCPL* (\$ in Millions)
Generation		
Electric Dispatch	\$65	\$107
Capacity Deferrals	57	162
Other Generation	117	46
Field Operations	106	36
Purchasing Economies (non-fuel)	239	51
Corporate & Administrative:		
Information Services	133	109
Other Administrative & General (net of costs to achieve)	326	125
TOTAL	\$1,043	\$ 636

* Source: UCU/KCPL Kansas Corporation Commission merger application

Western
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and
KCPL

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Simpler regulatory approval

*

	Western/KCPL	UtiliCorp/KCPL
The		
o	Federal Energy Regulatory Commission	o Federal Energy Regulatory Commission
o	Kansas Corporation Commission	o Kansas Corporation Commission
o	Missouri Public Service Commission	o Missouri Public Service Commission
o	Nuclear Regulatory Commission	o Nuclear Regulatory Commission
o	Hart-Scott-Rodino	o Hart-Scott-Rodino
		o Colorado Public Service Commission
		o Iowa State Utility Board
		o Michigan Public Service Commission
		o Minnesota Public Utility Commission
		o W. Virginia Public Service Commission
		o British Columbia Utilities Commission
		o Treasury of Australia
		o New Zealand Investment Commission

* Source: UCU/KCPL joint proxy statement

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and
KCPL
The common-sense combination

Combined company profile*

KS, MO, OK	Western Resources	KCPL	Merged Company
Electric Customers	600,000	430,000	1,030,000
Gas Customers	650,000	0	650,000
Annual Revenues	\$1.57 billion	\$886 million	\$2.46 billion
Assets	\$5.49 billion	\$2.88 billion	\$8.37 billion
Transmission (miles of line)	6,300	1,700	8,000
Generating Capacity (MW)	5,240	3,103	8,343

* Source: 1995 Annual Reports and FERC Form 1

Western
Resources(r)
and
KCPL
The common-sense combination

Combined company
financial forecast

	1998	1999	2000
(dollars in thousands, except per share amounts)			
Operating revenues	\$2,663,371	\$2,726,047	\$2,799,694
Operating expenses	2,193,688	2,241,227	2,316,283
Transaction costs	88,000	--	--
Operating income	381,683	484,820	483,411
Other income and deductions	65,943	94,531	100,599
Income before interest charges	447,626	579,351	584,010
Interest charges	216,531	210,379	206,877
Net income	231,095	368,972	377,133
Preferred and preference dividends	1,129	1,129	1,129
Earnings applicable to common stock	\$229,966	\$367,843	\$376,004
Average common shares outstanding	126,732	128,020	128,020
Earnings per common share	\$1.81	\$2.87	\$2.94
Earnings per common share excluding costs to achieve savings and transaction costs	\$2.64	\$2.89	\$2.94
Dividends per share	\$2.14	\$2.18	\$2.22

Western
Resources(r)
and
KCPL
The common-sense combination

Analyst comments*

o "Western Resources' offer to merge with KLT appears significantly better than KLT's proposed merger with UtiliCorp. New company would have higher earnings, higher dividend, strong balance sheet and good cash flow."

Greg Gordon, CFA, Oppenheimer & Co., Inc. April 18, 1996

o "WR's offer is clearly better for KLT shareholders and customers than the agreed-to merger with UCU."

Douglas A. Fischer, CFA, A.G. Edwards & Sons, Inc., April 15, 1996

o "... we believe that WR's proposal is clearly superior from both a shareholder (premium and dividend increase), ratepayer (larger rate cuts), and political standpoint."

Steven I. Fleishman, Dean Witter Reynolds, Inc., April 16, 1996

* Permission was neither sought nor obtained to use the above quotes from industry experts.

Western
Resources(r)
and
KCPL

The common-sense combination

Analyst comments*

o "... UtiliCorp (UCU) carries the most downside for KLT. We anticipate a BBB+ rating under this scenario because: (1) UCU has weaker financials; (2) proposes a 'single' company structure; and (3) has fewer operating synergies. A WR/KLT combination would be an easier 'sell' to shareholders and regulators the two most important constituencies involved here. Shareholders will undoubtedly find the \$1.23 per share premium attractive and regulators will undoubtedly be lured by the \$1.043 billion expense savings (1/3 of which will be passed on to customers)."

Dan Scotto, Bear Stearns & Co., Inc., April 15, 1996

o "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 rate payers. 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, April 16, 1996

* Permission was neither sought nor obtained to use the above quotes from industry experts.

Western
Resources(r)
and
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The common-sense combination

Typical merger timeline

Western Resources proxy and exchange offer filing	April 22
Effective date of proxy combination	7-10 days from April 22
Effective date of registration statement	30-60 days from April 22
KCPL shareholder meeting	May 22
Exchange offer closes/regulatory approval	12-18 months from April 22

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 C.A.O.), 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, Bruce R. Burns, Kelly D. Foley, Robin D. Brown, Shari L. Gentry and Rechell L. Smith.

As of April 19, 1996, Western Resources had no security holdings in KCPL. Robert L. Rives, a person who will solicit proxies, is the beneficial owner of 500 shares of common stock, no par value, of KCPL (the "KCPL Common Stock"). Western Resources director Susan M. Stanton serves as co-trustee of two trusts, which beneficially own 7,900 shares of KCPL Common Stock. No trading activity has occurred with respect to any of such stock during the last two years. Western Resources director C.Q. Chandler is Chairman of the board of directors of INTRUST Financial Corporation. INTRUST Bank, a subsidiary of INTRUST Financial Corporation, holds in ten trust accounts an aggregate of 5,468 shares of KCPL Common Stock. Wayne Kitchen is the beneficial owner of 400 shares of KCPL Common Stock.

Other than as set forth herein, as of the date of this letter, 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.

Except as disclosed above, to the knowledge of Western Resources, none of Western Resources, the directors or executive officers of Western Resources or the employees or other representatives of Western Resources named above has any interest, direct or indirect, by security holdings or otherwise, in KCPL.

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.

Pre-recorded telephone message

VRS Script Opening Message

On Wednesday, April 24, the closing market price for Western Resources common stock was \$29.875.

The company announced an offer to merge with the Kansas City Power & Light Company in a tax-free stock for stock transaction. From the main menu press 5 from a touch tone telephone for additional information regarding the merger offer.

VRS Message Announcing KCPL Offer

On April 14 Western Resources made an offer to merge with the Kansas City Power & Light Company. In the proposed offer, Western Resources and KCPL would merge in a tax-free stock for stock transaction valued at approximately \$1.7 billion, or \$28 per KCPL common share. The combination is expected to provide earnings accretion for Western Resources shareholders and holders of KCPL common stock. In addition, this combination will strengthen the balance sheet of the combined company. A Western Resources/KCPL merger is beneficial for shareholders, customers, and employees because of the natural synergies we bring in many areas, including our overlapping service territory and the \$2 billion of plant under common ownership.

More than \$1 billion in aggregate cost savings have been identified in the first 10 years, following the completion of a Western Resources/KCPL combination. These savings would be achieved without layoffs, and with lower electric rates for our KGE and KCPL customers. There would also be a five-year moratorium on electric rate increases for KCPL, KPL, and KGE retail customers. We await a response from KCPL's Board of Directors about our offer.

With or without this merger, Western Resources will continue with its strategic plan, looking for growth opportunities and providing customers with quality services.

We will keep you informed of developments in our offer to KCPL.

