

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 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: -----

/x/ Filing fee paid with preliminary filing.

The following materials will be used in presentations to be made to the public beginning May 15, 1996.

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Shareholder advantages

	Western Resources' Offer (1)	UtiliCorp's Offer	Western Resources' Premium
Price	\$28.00	\$23.88 (2)	17.3%

Current dividend            \$1.88 - \$2.03            \$ 1.56 (3)            20.2% - 30.1%

Dividend at closing        \$1.95 - \$2.11            \$ 1.85 (4)            5.2% - 13.9%

Tax-free                      Tax-free

- (1) Subject to exchange ratio of .910 - .985 Western Resources shares for each KCPL share. Based on 5.8.96 prices, exchange ratio would be .945 Western shares for each KCPL share. Dividend at closing based on post-merger indicated dividend of \$2.14 as forecasted in Western's proposed exchange offer.
- (2) KCPL closing share price on April 12, 1996, the last trading day before the public announcement of the Western Resources Offer.
- (3) Current dividend of KCPL.
- (4) Based on announcement by KCPL of intent to recommend a dividend of \$1.85 following the close of the merger.

Western Resources(r) and KCPL

The common-sense combination

Calculation of stock price and dividends to KCPL shareholders-- current annual dividends

	Western Stock Price	Exchange Ratio WR/KCPL	Stock Value to KCPL	Premium to KCPL April 12	Dividend to KCPL Holders/1	Increase in KCPL Dividend/1
	\$27.00	0.985	\$26.59	11.4%	\$2.03	30.1%
	27.50	0.985	27.08	13.4%	2.03	30.1%
	28.00	0.985	27.58	15.5%	2.03	30.1%
Collar	28.43	0.985	28.00	17.3%	2.03	30.1%
	28.50	0.982	28.00	17.3%	2.02	29.5%
	29.00	0.966	28.00	17.3%	1.99	27.5%
	29.50	0.949	28.00	17.3%	1.96	25.6%
	30.00	0.933	28.00	17.3%	1.92	23.3%
	30.50	0.918	28.00	17.3%	1.89	21.2%
Collar	30.77	0.910	28.00	17.3%	1.88	20.2%
	31.00	0.910	28.21	18.2%	1.88	20.2%
	31.50	0.910	28.66	20.1%	1.88	20.2%
	32.00	0.910	29.12	22.0%	1.88	20.2%
	32.50	0.910	29.57	23.9%	1.88	20.2%
	33.00	0.910	30.03	25.8%	1.88	20.2%
	33.50	0.910	30.48	27.7%	1.88	20.2%

1/ Based on current annual dividends of \$2.06 for Western Resources and \$1.56 for KCPL

Western Resources(r) and KCPL

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Calculation of stock price and projected dividends to KCPL shareholders -- post-merger indicated dividends

	Western Stock Price	Exchange Ratio WR/KCPL	Stock Value to KCPL	Premium to KCPL April 12	Dividend to KCPL Holders/1	Increase in KCPL Dividend/1
	\$27.00	0.985	\$26.59	11.4%	\$2.11	13.9%
	27.50	0.985	27.08	13.4%	2.11	13.9%
	28.00	0.985	27.58	15.5%	2.11	13.9%

Collar	28.43	0.985	28.00	17.3%	2.11	13.9%
	28.50	0.982	28.00	17.3%	2.10	13.6%
	29.00	0.966	28.00	17.3%	2.07	11.7%
	29.50	0.949	28.00	17.3%	2.03	9.8%
	30.00	0.933	28.00	17.3%	2.00	7.9%
	30.50	0.918	28.00	17.3%	1.97	6.2%
Collar	30.77	0.910	28.00	17.3%	1.95	5.2%
	31.00	0.910	28.21	18.2%	1.95	5.2%
	31.50	0.910	28.66	20.1%	1.95	5.2%
	32.00	0.910	29.12	22.0%	1.95	5.2%
	32.50	0.910	29.57	23.9%	1.95	5.2%
	33.00	0.910	30.03	25.8%	1.95	5.2%
	33.50	0.910	30.48	27.7%	1.95	5.2%

1/ Based on projected 1998 post-merger dividend of \$2.14 as forecasted in Western's proposed exchange offer

2/ Based on proposed 1998 post-merger indicated dividend of \$1.85 as announced in the UtiliCorp deal

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Implied Value of  
Competing KCPL Offers

Last two years (April 1994 - Current)

[Line Graph]

[Line plotting the effect the exchange ratio would have had if the merger of WR and KCPL had been effected on that date based on the closing price of Western Resources' common stock closing price each month from April 1994 to December 1995, Weekly stock price from January 19, 1996 to April 12, 1996 and Daily stock prices from April 14, 1996 to May 6, 1996]

Based on WR's price  
and exchange ratio of  
0.910 to 0.985

[Line plotting the effect the exchange ratio would have had if the merger of UtiliCorp and KCPL had been effected on that date based on the closing price of UtiliCorp's common stock closing price each month from April 1994 to December 1995, Weekly stock price from January 19, 1996 to April 12, 1996 and Daily stock prices from April 14, 1996 to May 6, 1996]

Based on  
UtiliCorp's price  
and exchange  
ratio of 0.912

Line showing plotting the stock price of KCPL's common stock closing price each month from April 1994 to December 1995, Weekly stock price from January 19, 1996 to April 12, 1996 and Daily stock prices from April 14, 1996 to May 6, 1996

WR's offer, had it been in effect the past two years, would have yielded superior stock value compared to KCPL's stock performance and the UtiliCorp deal.

[Legend]

KCPL [solid line]

WR Offer to KCPL [dashed line]

UCU Offer to KCPL [dotted line]

(Monthly data April '94 - December '95; Weekly data 1/19/96 - 4/12/96;  
Daily data 4/11/96 - 5/6/96)

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### UtiliCorp's "Growth" Story

	1993	1994	1995
"Energy-related other assets (millions)	\$972	\$1,127	\$1,786
Operating Income (millions)	\$(41)	\$ 41	\$ 29
Return on Investment	-4.2%	3.6%	1.6%

Since 1992, UCU has recorded more than  
\$120 million in writeoffs

Conclusion: Phantom Growth, Illusory Profits

Calculated based on UtiliCorp Annual Reports to shareholders

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### Strategic Results

	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

Conclusion: Western Resources is a stronger company, a growing company and  
a better strategic fit with KCPL

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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

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Synergies comparison to  
announced transactions

[Bar Graph]  
Potential reductions  
(% of Total Company)

Low 3.4%  
Average 8.5%  
High 11.0%  
WR/KCPL 7.3%

[Bar Graph]  
Nonfuel O&M  
Savings -- Year 5  
(% of Nonfuel  
Expenses)

Low 5.0%  
Average 9.5%  
High 15.3%  
WR/KCPL 10.7%

[Bar Graph]  
Fuel Savings -- Year 5  
(% of Fuel Expenses)

Low 0.0%  
Average 1.0%  
High 3.8%  
WR/KCPL 1.2%

Information based on the last nine transactions  
prior to WR/KCPL offer

Source: Deloitte and Touche study of regulatory filings

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Where do the savings go...

[Bar Graph]

WR/KCPL  
\$1,043 million

\$310 Customers 30%  
\$250 Accelerated depreciation 24%  
\$88 Transaction costs 8%  
\$220 Add'l dividends to KCPL shareholders\* 21%

\$175 Retained earnings 17%

\* Based on Western Resources' April 26, 1996 stock price and current annual dividend levels.

[BAR Graph]

UCU/KCPL  
\$636 million

\$225 Customers 35%  
\$250 Accelerated depreciation 39%  
\$ 30 Transaction costs 5%  
\$131 Retained earnings 21%

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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
Projected dividends per share to KCPL shareholders			
Low	\$1.95	\$1.98	\$2.02
High	\$2.11	\$2.15	\$2.19

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Western Resources' offer  
can succeed

Critical Issue: How does WR differ from  
failed attempts of others?

- o Western has offered what it believes is superior value from the start -- market premium and greater dividend accretion
- o KCPL has already agreed to a reorganization --

UtiliCorp's competing bid offers no premium and smaller projected dividends

- o Western is taking its offer directly to KCPL shareholders
- o Western filed its regulatory plan the same day as it made its offer
- o Western Resources' regulatory plan is better for customers

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Projected merger timeline

- o Western Resources definitive proxy and preliminary exchange offer Mailed May 4
- o KCPL shareholder vote rejected or postponed May 22
- o Western exchange offer effective May 30 - June 30
- o Western receives 90% + KCPL stock tendered After effective date of exchange offer
- o Western negotiates with KCPL Board " "
- o Western seeks removal of KCPL Board " "
- o Western completes merger with KCPL August 1997 - December 1997

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Summary

To be able to take advantage of what we believe is the financially superior Western Resources merger offer --

Vote "AGAINST" the UtiliCorp deal on the BLUE proxy card.

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.

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The preceding material contains forecasts, projections, and other forward-looking statements, that are based on the unaudited forecasted financial data included in Western Resources' preliminary prospectus dated April 22, 1996, with respect to the exchange offer. All such information is subject to the assumptions and variables described in the preliminary prospectus.