

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  
Rule 14a-6(e)(2))  
/ / Definitive proxy statement  
/ / 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:



Press release issued April 25, 1996.



[WESTERN RESOURCES LOGO]

WESTERN RESOURCES SETS RECORD STRAIGHT  
NO EMPLOYEE LAYOFFS TO  
RESULT FROM WESTERN RESOURCES/KCPL MERGER

TOPEKA, Kansas, April 25, 1996 -- Western Resources today reiterated its position of no employee layoffs as a result of a Western Resources/KCPL merger, originally proposed April 14.



In an April 15 merger filing with the Kansas Corporation Commission, Western Resources outlined its plan to combine the two companies, including operational efficiencies and sound business practices designed to reduce 531 positions, not 531 people.

"This is a clear distinction," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "Our plan to achieve cost savings is done entirely without employee layoffs. The synergies a Western Resources/KCPL combination provides allow that.

"First, we are a growing company, offering job opportunities. Second, as we go forward through a lengthy regulatory approval process, we will not fill all vacant positions. That's simply good business. In combination with our attrition rate of approximately two percent annually, we can continue to provide all the cost savings, customer rate reductions, and community benefits of a Western Resources/KCPL merger without layoffs."

"We remain committed to our long-standing policy of no layoffs," Hayes said. "All Western Resources and KCPL employees will retain their career opportunities in a combined, growing company."

Hayes said that no matter what others may try to say about what Western Resources will do, he is committed to no layoffs. "There will be NO layoffs as a result of this merger," Hayes said.





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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REPRESENTATIVES OF WESTERN RESOURCES AND CERTAIN OTHER PERSONS WHO MAY  
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Other than as set forth, herein, as of the date of this news release, 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.

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representatives of Western Resources named above has any interest, direct or indirect, by security holdings or otherwise, in KCPL.

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Investor fair material.





Western Resources  
making life a little easier(SM)

Kansas City Area Investors Fair  
April 27, 1996

Western Resources/KCPL Merger Highlights

- o Tax-free stock-for-stock transaction valued at approximately \$1.7 billion, or \$28 per KCPL common share, this represents a 17 percent premium over market for KCPL\*
- o Aggregate cost savings of more than \$1 billion during the first 10 years following completion of the merger
- o Earnings accretion for KCPL and Western Resources shareholders
- o A rate reduction of \$21 million per year (\$210 million in the first 10 years following the merger) for KCPL's retail electric customers
- o A rate reduction of \$10 million per year (\$100 million in the first 10 years following the merger) for KGE's retail electric customers
- o Five-year moratorium on electric rate increases for KCPL, KPL, and KGE retail customers
- o The headquarters of Western Resources and KPL would remain in Topeka. The headquarters of KCPL would remain in Kansas City, Missouri. The headquarters of KGE would remain in Wichita.
- o No layoffs of any KCPL or Western Resources' employees.

\* Based on closing stock market prices on 4/12/96, the last trading day before the WR offer to KCPL

Combined Company Profile

	Western Resources	KCPL	Merged Company
Electric Customers	600,000	430,000	1,030,000
Gas Customers	650,000	0	650,000
Annual Revenues (millions)	\$1,572	\$886	\$2,458
Assets (millions)	\$5,490	\$2,880	\$8,370
Transmission (miles)	6,300	1,700	8,000
Generating Capacity (MW)	5,240	3,103	8,343

Western Resources, Inc., P.O. Box 889, Topeka, KS 66601-0889  
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Print advertisements published April 26, 1996.





April 26, 1996

ATTENTION KCPL SHAREHOLDERS

OUR OFFER PAYS  
BETTER DIVIDENDS.

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
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 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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A registration statement relating to the Western Resources securities referred to in this merger highlight information 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 merger highlight information 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.



April 26, 1996

OUR OFFER  
IS A  
"WIN WIN WIN."

John E. Hayes, Jr.  
Chairman and Chief Executive Officer  
WesternResources, Inc.  
April 14, 1996

Winners	Our Offer: Western Resources	Their Offer: UtiliCorp United
KCPL Shareholders	25% increase in dividend to \$1.95 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	Continued low rates - 27% below the national average. No electric rate increases for 5 years.	Nothing for KPL customers.
Employees	No layoffs.	No commitments.
Topeka	KCPL/Western Resources' headquarters to remain in Topeka and continued community involvement.	Nothing for Topeka.

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 25, 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")  
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, Rechell L. Smith, Shari L. Gentry, Guy V. Crawford, Susan K. Reese, Don W. Whitlock, Denise A. Schumaker, Duane D. Goertz, Robert J. Knott and Judith A. Wilt.

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Other than as set forth herein, as of the date of this merger highlight information, 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.

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April 26, 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.

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April 26, 1996

ATTENTION KCPL SHAREHOLDERS

OUR OFFER PAYS  
BETTER DIVIDENDS.

Critical Issues	Our Offer: Western Resources	Their Offer: UtiliCorp United
KCPL Shareholders' Dividend	23% increase in dividend to \$1.92 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 19, 1996, and Western Resources' current annual dividend of \$2.06 per share.

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SHARES OF KANSAS CITY POWER & LIGHT COMPANY ("KCPL")  
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Other than as set forth herein, as of the date of this merger highlight information, 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.

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April 26, 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	22% increase in dividend to \$1.91 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

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The following are print advertisements which  
will appear on April 27 and 28, 1996.





April 28, 1996

## ATTENTION KCPL SHAREHOLDERS

ALL OFFERS ARE NOT  
CREATED EQUAL.

Critical Issues	Our Offer: Western Resources	Their Offer: UtiliCorp United
KCPL Shareholders' Dividend	25% increase in dividend to \$1.95 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.

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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 25, 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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 REPRESENTATIVES OF WESTERN RESOURCES AND CERTAIN OTHER PERSONS WHO MAY  
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April 27, 1996

## ATTENTION KCPL SHAREHOLDERS

OUR OFFER BUILDS  
FINANCIAL STRENGTH.

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Employee updates of April 25 and 26, 1996.



## Western Resources' EMPLOYEE UPDATE

April 25, 1996

Western Resources Sets Record Straight  
No Employee Layoffs  
To Result from Western Resources/KCPL Merger

Western Resources today reiterated its position of no employee layoffs as a result of a Western Resources/ KCPL merger, originally proposed April 14.

In an April 15 merger filing with the Kansas Corporation Commission, Western Resources outlined its plan to combine the two companies, including operational efficiencies and sound business practices designed to reduce 531 positions, not 531 people.

"This is a clear distinction," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "Our plan to achieve cost savings is done entirely without employee layoffs. The synergies a Western Resources/KCPL combination provides allow that.

"First, we are a growing company, offering job opportunities. Second, as we go forward through a lengthy regulatory approval process, we will not fill all vacant positions. That's simply good business. In combination with our attrition rate of approximately two percent annually, we can continue to provide all the cost savings, customer rate reductions, and community benefits of a Western Resources/KCPL merger without layoffs.

"We remain committed to our long-standing policy of no layoffs," Hayes said. "All Western Resources and KCPL employees will retain their career opportunities in a combined, growing company.

"Our employees continue to be our greatest asset," said Hayes. "No matter what others may try to say about what Western Resources will do. There will be no layoffs as a result of this merger."





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## Employee Update

April 26, 1996

On April 22, John Hayes, Western Resources chairman and chief executive officer, held a news conference in Kansas City to respond to KCPL's response concerning our merger proposal. You may call 1-800-825-5589 to hear excerpts of the April 22 news conference. You also will find information about our merger proposal with KCPL on our Internet home page, which may be accessed at <http://www.wstnres.com>.

To address questions frequently asked by Western Resources employees, an employee telephone line - STARLINE - has been implemented. Employees are encouraged to call 1-800-621-4282 or, from your work location, call 913-575-8180. Please leave your name and location for the fastest reply. The following questions and answers summarize the recent activities of STARLINE:

Q. Has our company considered a three-way merger \_ Western Resources/UtiliCorp/KCPL? If so, or if not, what are the reasons?

A. In December, under the belief that UtiliCorp and KCPL were in discussions concerning a possible combination, Mr. Hayes sent letters to Drue Jennings and Richard Green requesting an opportunity to meet and discuss a combination. This request was declined.

Because of the natural synergies, Western Resources has studied a possible combination with KCPL for months. The two companies have overlapping service territories and more than \$8 billion in combined assets. Today, more than \$2 billion, or 25 percent, of those assets are jointly owned or operated.

Q. What percentage of KCPL shareholders need to vote to approve the UtiliCorp/KCPL merger?

A. In order for the UtiliCorp/KCPL merger to proceed, it must be approved by two-thirds of KCPL's shareholders. Western Resources is convinced that we can demonstrate to more than one-third of KCPL's shareholders that our offer is better.

The stock-for-stock tax-free exchange \_ Western Resources stock for KCPL stock \_ offered by Western Resources increases the value of each KCPL shareholders' investment because the Western Resources stock they will receive is worth more. In addition to increased stock value, KCPL shareholders also will see an increased annual dividend.

Western Resources/KCPL electric customers also will benefit from reduced electric rates as a result of \$1 billion in merger savings.

continued page 2



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