

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 a Party other than the Registrant

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
 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, IF OTHER THAN THE REGISTRANT)

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.
 \$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:
 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:

[LOGO] WESTERN RESOURCES/(R)/

[WESTERN RESOURCES (R) LOGO WITH A SHOOTING STAR IN THE BACKGROUND APPEARS
HERE]

June 17, 1996

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

Dear KCPL Shareowner,

Today, Western Resources increased its offer to merge with Kansas City Power & Light Company to \$31 in Western Resources' common stock for each KCPL common share that you own.

Our new offer was made after careful consideration of the compelling benefits of a combination between KCPL and Western Resources to the shareowners of both companies and to the customers, employees, and communities that we serve. We believe our new offer will provide you with significantly greater value for your KCPL investment than can be obtained through a transaction with UtiliCorp.

The revised offer represents a 30 percent premium over the closing price of KCPL common stock immediately prior to Western Resources' announcement of its original offer and a 20 percent premium over the closing price of KCPL common stock on June 14, 1996.

Upon completion of the merger you would receive:

- . \$31 of Western Resources common stock for each KCPL share that you own./1/
- . Dividends of between \$2.00 and \$2.35 per KCPL share./2/
- . Ownership in a larger and, we believe, financially stronger company with prospects for significant earnings growth.

Enclosed is a copy of correspondence sent to KCPL earlier today, which contains certain opinions and beliefs of Western Resources, as well as a supplement to our previously distributed Proxy Statement. Please review them carefully and sign, date, and return the new GOLD proxy card today to preserve your right to consider the Western Resources offer. If you have any questions regarding Western Resources' offer, I urge you to contact your broker, banker, accountant or other financial advisor. Details and certain conditions of our offer are contained in our Preliminary Prospectus and in the enclosed supplement under the caption "Introduction".

We will mail you detailed information concerning our exchange offer as soon as our registration statement is declared effective by the Securities and Exchange Commission.

We appreciate your continued interest and are gratified by the significant support received from KCPL shareowners, both large and small, which led to the withdrawal of the original UtiliCorp merger proposal from KCPL's Annual Meeting agenda. You are the owners of KCPL, whose future will be determined by what you believe is in your financial best interest.

Thank you for your support.

Sincerely,

/s/ John Hayes

P.S. If you would like a copy of our annual report, please call us at 1-800-544-0176 or access our web site at www.wstnres.com. KCPL shareholders also may obtain complimentary copies of our Preliminary Prospectus, as filed with the Securities and Exchange Commission, and our previously distributed Proxy Statement, by calling us toll-free at the number listed above.

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- /1/ Assuming Western Resources' average share price is between \$28.18 and \$33.23 at the time of the merger.
- /2/ Based upon Western Resources' projected 1998 annual dividend of \$2.14 per share.

IMPORTANT VOTING INFORMATION

1. On May 20, 1996, KCPL and UtiliCorp restructured their proposed transaction and cancelled the KCPL shareholder vote on their original merger proposal. As a result of KCPL's actions, none of your previous votes on the merger were counted. NOW, TO PROTECT YOUR RIGHT TO CHOOSE WESTERN RESOURCES' OFFER, YOU MUST VOTE AGAINST THE ISSUANCE OF KCPL SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION. PLEASE SIGN, DATE AND RETURN THE ENCLOSED GOLD PROXY CARD TODAY EVEN IF YOU PREVIOUSLY SENT IN A BLUE OR WHITE CARD.
2. If your shares are held in your own name, please sign, date and return the enclosed GOLD proxy card in the postage-paid envelope provided with this letter. If your shares are held in the name of a brokerage firm, bank or other institution, please sign, date and return the GOLD proxy card to such brokerage firm, bank or other institution in the envelope provided by that firm.

If you have any questions or require any assistance in voting your shares, please call toll free:

GEORGESON
& COMPANY INC.

Wall Street Plaza
New York, New York 10005
1-800-223-2064

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 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.

The letter set forth below was sent by John E. Hayes, Jr., Chairman of the Board and Chief Executive Officer of Western Resources, to A. Drue Jennings, Chairman of the Board, Chief Executive Officer and President of KCPL, on June 17, 1996, and contains certain statements of opinion and belief.

LOGO Western Resources (R)
John E. Hayes, Jr.
Chairman of the Board
and Chief Executive Officer

June 17, 1996

Mr. A. Drue Jennings
Chairman of the Board, President and Chief Executive Officer
Kansas City Power & Light Company
1201 Walnut
Kansas City, MO 64141-9679

Dear Drue,

The Board of Directors of Western Resources feels so strongly about the benefits of combining our companies that it has authorized me to make the following revised merger offer:

- . KCPL shareowners would receive \$31 in Western Resources common stock in exchange for each share of KCPL common stock. The exchange ratio has a protective collar so that KCPL shareowners will receive at least 0.933 and as much as 1.1 shares of Western Resources common stock for each share of KCPL common stock.
- . This new price represents a 30% PREMIUM over KCPL's closing price on April 12, 1996, the last trading day prior to the announcement of our original offer, and a 20% PREMIUM over last Friday's closing price.
- . Under this revised offer, following the merger KCPL shareowners would receive a DIVIDEND of between \$2.00 and \$2.35 per KCPL share based on Western Resources' projected 1998 annual dividend.

As I stated to you in my letter of April 14th, a combined KCPL/Western Resources will be better positioned to lead the reshaping of the increasingly competitive marketplace brought about by technology, customer and legislative demands.

Our four-part business strategy consists of the following elements:

- . a strong core utility business,
- . a strong regional presence as a total energy provider,
- . a branded national presence that will cause us to be among the leading diversified energy and related services companies in the U.S., and
- . being a leader in the international energy business.

We will be able to create value because of our larger scale, expanded access to future energy customers, and the complementary nature of our growing energy and unregulated businesses.

This offer is, of course, contingent upon receipt of necessary approvals from shareowners, regulatory and other governmental agencies, and the availability of pooling of interest accounting. In addition, this offer is expressly conditioned on KCPL's compliance with and termination of its obligations under your Amended and Restated Agreement and Plan of Merger, dated as of May 20, 1996.

Western Resources is prepared to negotiate a friendly transaction with KCPL that will deliver superior value to your shareowners. Make no mistake, however, if you again refuse to discuss our revised offer with us, we will continue the pursuit of our offer by directly seeking the support of your shareowners. Restructuring your deal is an obvious attempt to disenfranchise your shareowners, raising one essential question . . . who really owns KCPL, the management or the shareowners?

As I am sure you can appreciate, time is of the essence. Accordingly, we would appreciate hearing from you as soon as practicable, and in any event, no later than noon on Monday, June 24, 1996.

Sincerely,

/s/ John

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 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.

SPECIAL MEETING OF SHAREHOLDERS
OF
KANSAS CITY POWER & LIGHT COMPANY

RELATING TO THE PROPOSED ISSUANCE OF
SHARES OF KCPL COMMON STOCK
WITH RESPECT TO THE PROPOSED UTILICORP TRANSACTION

PROXY STATEMENT SUPPLEMENT
OF
WESTERN RESOURCES, INC.

This Proxy Statement Supplement is furnished by Western Resources, Inc. ("Western Resources") in connection with its solicitation of proxies to be voted at the special meeting of shareholders of Kansas City Power & Light Company ("KCPL") and at any adjournments, postponements, continuations or reschedulings thereof (the "Special Meeting"). It amends and supplements, and should be read in conjunction with, the Proxy Statement of Western Resources, dated May 3, 1996 (the "Proxy Statement"). This Proxy Statement Supplement is first being mailed to KCPL Shareholders (as defined below) on or about June 17, 1996. KCPL has stated in its preliminary joint proxy statement with UtiliCorp United Inc. ("UtiliCorp"), dated June 10, 1996 (including amendments thereto, the "UtiliCorp/KCPL Preliminary Joint Proxy Statement"), that it plans to schedule the Special Meeting. However, as of the date of this Proxy Statement Supplement, KCPL has failed to set a date, time or place for such a meeting.

As we have previously informed you, Western Resources has offered to merge with KCPL. Because Western Resources believes that a KCPL/Western Resources combination would be beneficial for holders of KCPL common stock ("KCPL Shareholders"), as well as KCPL employees, customers and the communities it serves, Western Resources announced its intention to commence an offer (the "Offer") to exchange shares of common stock, par value \$5.00 per share of Western Resources (the "Western Resources Common Stock"), for each issued and outstanding share of common stock, without par value, of KCPL (each, a "Share").

ON JUNE 17, 1996, WESTERN RESOURCES ANNOUNCED THAT IT HAS INCREASED THE VALUE OF ITS OFFER TO KCPL SHAREHOLDERS. PURSUANT TO THE IMPROVED OFFER, EACH SHARE WILL BE EXCHANGED FOR \$31.00 OF WESTERN RESOURCES COMMON STOCK, SUBJECT TO CERTAIN LIMITATIONS AND CONDITIONS AS SET FORTH BELOW.

THE PURPOSE OF THE SOLICITATION MADE BY THIS PROXY STATEMENT SUPPLEMENT (THE "PROXY SOLICITATION") IS TO ENABLE KCPL SHAREHOLDERS TO DECIDE FOR THEMSELVES WHICH PROPOSAL IS FINANCIALLY SUPERIOR AND TO ACT ACCORDINGLY.

IF YOU WANT TO HAVE AN OPPORTUNITY TO ACCEPT THE WESTERN RESOURCES OFFER, VOTE AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION (AS DEFINED BELOW) BY SIGNING, DATING AND RETURNING THE ENCLOSED GOLD PROXY CARD TODAY.

This Proxy Statement Supplement is neither a request for the tender of Shares nor an offer with respect thereto. The Offer will be made only by means of the Western Resources Final Prospectus (as defined below) and the related Letter of Transmittal which will be separately mailed to KCPL Shareholders.

At the Special Meeting, KCPL Shareholders of record at the close of business on the record date, which shall be determined by KCPL (the "Record Date"), will be voting on whether to approve the issuance of up to a maximum of 54,000,000 Shares (or such other number of Shares as may be determined by the KCPL board of directors prior to the Special Meeting) pursuant to the Amended and Restated Agreement and Plan of Merger (the "Amended and Restated UtiliCorp/KCPL Merger Agreement") among KCPL, KC Merger Sub, Inc. ("KC Merger Sub"), UtiliCorp and KC United Corp. ("KC United"), dated as of January 19, 1996, as amended and restated as of May 20, 1996. In the event that KCPL shall determine it necessary to issue either fewer or more than 54,000,000 Shares to effect the Proposed UtiliCorp/KCPL Transaction, this Proxy Solicitation shall be made with respect to the issuance of such number of Shares and Item 1 of the enclosed proxy card shall be voted with respect to the issuance of such number of Shares. Pursuant to the terms of the Amended and Restated UtiliCorp/KCPL Merger Agreement, KC Merger Sub, a newly-created KCPL subsidiary, would be merged with and into UtiliCorp and UtiliCorp would then be merged with and into KCPL (the "Proposed UtiliCorp/KCPL Transaction"). Pursuant to the Amended and Restated UtiliCorp/KCPL Merger Agreement, UtiliCorp shareholders would receive one Share in exchange for each share of UtiliCorp common stock, par value \$1.00 per share (the "UtiliCorp Common Stock") held, while KCPL Shareholders would continue to hold their Shares.

REMEMBER, ANY PROXY CARD THAT YOU MAY HAVE SENT IN BEFORE MAY 22, 1996, IS NO LONGER VALID. IN ORDER TO VOTE AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION, YOU MUST SIGN, DATE AND MAIL THE ENCLOSED GOLD PROXY CARD.

INTRODUCTION

On June 17, 1996, in a letter to Mr. A. Drue Jennings, Chairman of the Board, President and Chief Executive Officer of KCPL, Western Resources increased the value of its offer to merge with KCPL which it believes is financially superior to the Proposed UtiliCorp/KCPL Transaction. Such offer would provide KCPL Shareholders with \$31.00 of Western Resources Common Stock per Share in a negotiated merger between KCPL and Western Resources. Western Resources has requested that the KCPL board of directors respond to the offer by June 24, 1996. In the event that the KCPL board rejects the June 17 offer, Western Resources intends to commence the Offer to exchange shares of Western Resources Common Stock for each Share. Pursuant to the Offer, each Share will be entitled to receive \$31.00 of Western Resources Common Stock, approximately \$1.9 billion in total, subject to certain limitations as set forth below.

The number of shares of Western Resources Common Stock to be delivered per Share pursuant to the Offer shall be equal to the quotient (rounded to the nearest 1/100,000) determined by dividing \$31.00 by the average of the high and low sales prices (the "Western Resources Average Price") of Western Resources Common Stock on the New York Stock Exchange (the "NYSE") for each of the twenty consecutive trading days ending with the third trading day immediately preceding the expiration of the Offer (the "Exchange Ratio"), provided that the Exchange Ratio shall not be less than 0.933 nor greater than 1.100.

Pursuant to the Exchange Ratio, each Share would be exchanged for \$31.00 of Western Resources Common Stock if the Western Resources Average Price is between \$28.18 and \$33.23. If the Western Resources Average Price is greater than \$33.23, each Share would be exchanged for more than \$31.00 of Western Resources Common Stock and, conversely, if the Western Resources Average Price is less than \$28.18, each Share would be exchanged for less than \$31.00 of Western Resources Common Stock.

Western Resources intends to acquire, as soon as practicable after consummation of the Offer, the remaining Shares pursuant to a merger with KCPL (the "Merger") in which each outstanding Share not acquired by Western Resources pursuant to the Offer would be converted into the right to receive a number of shares of Western Resources Common Stock equal to the Exchange Ratio.

THIS PROXY STATEMENT SUPPLEMENT IS NEITHER A REQUEST FOR THE TENDER OF SHARES NOR AN OFFER WITH RESPECT THERETO. THE OFFER IS MADE ONLY BY MEANS OF THE FINAL PROSPECTUS OF WESTERN RESOURCES (THE "WESTERN RESOURCES FINAL PROSPECTUS") AND THE RELATED LETTER OF TRANSMITTAL WHICH WILL BE SEPARATELY MAILED TO KCPL SHAREHOLDERS.

Completion of the Offer and consummation of the Merger is subject to various conditions. KCPL Shareholders should read the Western Resources Preliminary Prospectus which was previously mailed by Western Resources to KCPL Shareholders and which sets forth in detail the terms and conditions of the Offer and the Merger. For a complete description of the conditions to and material risks of the Offer, see the forepart of the Western Resources Preliminary Prospectus as well as the following sections of such prospectus: "Prospectus Summary," "The Offer--Certain Federal Income Tax Consequences" and "The Offer--Conditions of the Offer." The conditions to the Offer include (i) the valid tender to Western Resources of 90% of the Shares, (ii) approval of the issuance of shares of Western Resources Common Stock and related transactions by the shareholders of Western Resources, (iii) Western Resources being satisfied, in its reasonable discretion, that the provisions of the Missouri "control share acquisition statute" will not apply to Western Resources or the transactions contemplated in the Western Resources Final Prospectus, or that full voting rights for all Shares to be acquired by Western Resources pursuant to the Offer have been approved by the shareholders of KCPL pursuant to such statute, (iv) Western Resources being satisfied, in its reasonable discretion, that the provisions of Missouri's "business combination statute" will not prohibit for any period of time the consummation of the Merger or any other business combination between Western Resources and KCPL, (v) the shareholders of KCPL not having approved the issuance of Shares necessary to effect the transactions contemplated by the Amended and Restated UtiliCorp/KCPL Merger Agreement, (vi) all regulatory approvals required to consummate the Offer and the Merger having been obtained and remaining in full force and effect, all statutory waiting periods in respect thereof having expired and no such approval containing any conditions or restrictions which the Western Resources Board of Directors reasonably determines in good faith will have or reasonably could be expected to have a material adverse effect on Western Resources, KCPL and their respective subsidiaries taken as a whole, (vii) the receipt by Western Resources of a letter from its independent public accountants stating that the Merger will qualify as a pooling of interests transaction, (viii) Western Resources being satisfied, in its reasonable discretion, that it will be able to consummate the Merger as a "short-form" merger under Missouri and Kansas law immediately after consummation of the Offer, and (ix) all outstanding shares of KCPL Preferred Stock (as defined in the Preliminary Prospectus) having been redeemed. If you would like to receive a copy of the Western Resources Preliminary Prospectus and/or the Proxy Statement you may do so by calling Georgeson & Company Inc. toll free at 1-800-223-2064.

KCPL Shareholders would lose the benefits of the Offer if they approve the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction. Thus, Western Resources urges you to vote against the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction in order to preserve your opportunity to accept the Offer, which Western Resources believes is financially superior to the Proposed UtiliCorp/KCPL Transaction. If the KCPL Shareholders do not approve the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction, Western Resources believes the KCPL directors should at that point respect the vote of the KCPL Shareholders and, in accordance with their fiduciary duties, consider the Offer and the Merger in good faith in light of the circumstances then existing.

REASONS TO VOTE AGAINST THE PROPOSED UTILICORP/KCPL TRANSACTION

Set forth below are several reasons to vote AGAINST the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction.

Western Resources believes that the Offer is financially superior for the KCPL Shareholders to either KCPL remaining independent or KCPL completing the Proposed UtiliCorp/KCPL Transaction. A summary description of the Proposed UtiliCorp/KCPL Transaction appears under "Background of the Solicitation--The Amended and Restated UtiliCorp/KCPL Merger Agreement."

Advantages of the Offer and the Merger, as compared to the Proposed UtiliCorp/KCPL Transaction, include, among others:

- . Each KCPL Shareholder would receive \$31.00 of Western Resources Common Stock (subject to the limitations described under the caption "Introduction") in exchange for each Share they own. At the market close on April 12, 1996 (the last trading day prior to the announcement of the April 14 Offer (as defined below)), the Offer would provide a 30% premium over the Share price on such date. Based on the closing price of Western Resources Common Stock on June 14, 1996 (the last trading day before the date of this Proxy Statement Supplement), the Offer would provide KCPL Shareholders with \$31.00 of Western Resources Common Stock per Share, a 20% premium to the closing Share price on June 14.
- . An indicated current KCPL annual dividend rate of between \$1.92 and \$2.27 per Share, which would be approximately 23% to 46% higher than the current KCPL annual dividend rate (based upon Western Resources' current indicated annual dividend rate of \$2.06 per share and representing an equivalent per share amount based upon the current Exchange Ratio of the Offer). Based on the closing price of Western Resources Common Stock on June 14, 1996 (the last trading day before the date of this Proxy Statement Supplement), the implied annual dividend rate per Share would be \$2.22, or 42% greater than the current KCPL annual dividend rate of \$1.56.
- . A projected 1998 equivalent KCPL annual dividend rate of between \$2.00 and \$2.35 per Share, which would be approximately 8% to 27% higher than the dividend which UtiliCorp and KCPL have stated that they intend to recommend in 1998 if the Proposed UtiliCorp/KCPL Transaction is consummated (based upon Western Resources' projected 1998 annual dividend rate of \$2.14 per share, representing an equivalent per share amount based upon the current Exchange Ratio of the Offer). Based on the closing price of Western Resources Common Stock on June 14, 1996 (the last trading day before the date of this Proxy Statement Supplement), the 1998 projected annual dividend rate per Share would be \$2.31, or 25% greater than the 1998 UtiliCorp/KCPL "recommended" annual dividend rate of \$1.85.
- . A stronger financial partner in Western Resources, which has an A- bond rating as compared to UtiliCorp's BBB rating. KCPL was placed on credit watch with negative implications by Standard & Poor's Corporation ("S&P") after the announcement of the Proposed UtiliCorp/KCPL Transaction due to its proposed combination with a lower rated company. S&P also placed Western Resources on credit watch with negative implications following the announcement of its April 14 Offer. Western Resources believes that such procedure by S&P is not unusual when a company makes an offer for another company and does not indicate that Western Resources will be downgraded.
- . Based exclusively on public information relating to KCPL, Western Resources has identified aggregate cost savings of more than \$1 billion during the first ten years following completion of the Merger, which is 64% greater than those estimated for the Proposed UtiliCorp/KCPL Transaction. Because cost savings estimates are based upon certain assumptions about the future, there can be no assurance that the cost savings estimated by either Western Resources or UtiliCorp will be realized in the amounts referred to herein and actual cost savings may be more or less than those estimated.
- . In connection with the combination of Western Resources and KCPL, Western Resources has proposed an electric rate reduction of \$28 million and cumulative rate reductions of \$280 million for KCPL retail electric customers in the first ten years following consummation of the Merger, including \$20 million in annual rate reductions which KCPL has already agreed to for its Missouri customers.
- . No layoffs of any KCPL or Western Resources employees.
- . The level of charitable giving in the greater Kansas City area from Western Resources and KCPL will remain no less than the present combined involvement for at least five years following the Merger.

One condition of the Offer is that either (i) the KCPL Shareholders have voted on the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction at a duly held meeting, and such issuance has not been approved by all requisite votes or (ii) a KCPL Shareholder vote on such issuance has not occurred and either a record date for such a vote is not in effect or, if such a record date is in effect, Western Resources is

satisfied, in its reasonable discretion, that it will have full voting rights as of such record date with respect to all Shares purchased by it pursuant to the Offer. If the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction has not been approved by KCPL Shareholders at the Special Meeting, this condition will be satisfied. Western Resources does not presently intend to acquire the Shares pursuant to the Offer unless this condition has been satisfied. Thus, a vote against the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction moves all KCPL Shareholders closer to being able to benefit from the Offer.

A vote AGAINST the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction sends a strong message to the KCPL directors that you want to preserve your opportunity to accept the Offer, which Western Resources believes is financially superior to the Proposed UtiliCorp/KCPL Transaction.

YOU CAN TAKE THESE IMMEDIATE STEPS TO HELP OBTAIN THE MAXIMUM VALUE FOR YOUR SHARES:

(1) RETURN YOUR GOLD PROXY CARD AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION; AND

(2) MAKE YOUR VIEWS KNOWN TO THE KCPL DIRECTORS.

By taking these steps, you will give the KCPL directors a clear message that they should take all necessary steps to remove all obstacles to the Offer, which Western Resources believes is financially superior to the Proposed UtiliCorp/KCPL Transaction.

Failure to vote against the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction will not prevent you from tendering your Shares in the Offer, and a vote against the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction will not obligate you to tender your Shares in the Offer. However, your vote against such issuance of Shares will help preserve your opportunity to accept the Offer.

BACKGROUND OF THE SOLICITATION

RECENT DEVELOPMENTS

On May 20, 1996, two days before the KCPL annual meeting at which KCPL Shareholders were to have the opportunity to vote on the approval and adoption of the Agreement and Plan of Merger, dated as of January 19, 1996 (the "Original Merger Agreement"), by and among KCPL, UtiliCorp and KC United Corp. ("KC United"), pursuant to which each of KCPL and UtiliCorp would have been merged with and into KC United, with KC United being the surviving corporation (the "Original UtiliCorp/KCPL Transaction"), KCPL and UtiliCorp announced that they had entered into the Amended and Restated UtiliCorp/KCPL Merger Agreement, which superseded the Original Merger Agreement. Pursuant to the terms of the Amended and Restated UtiliCorp/KCPL Merger Agreement, a newly-created KCPL subsidiary would be merged with and into UtiliCorp and UtiliCorp would then be merged with and into KCPL. Pursuant to the Amended and Restated UtiliCorp/KCPL Merger Agreement, UtiliCorp shareholders would receive one Share in exchange for each share of UtiliCorp Common Stock held while KCPL Shareholders would continue to hold their Shares.

Accordingly, on May 20, 1996, KCPL withdrew the Original Merger Agreement from consideration at the May 22, 1996 KCPL annual meeting and announced that KCPL Shareholders would vote on the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction at a special meeting expected to be held within 90 days from the date of such announcement. In such announcement, KCPL stated that, pursuant to the Amended and Restated UtiliCorp/KCPL Merger Agreement, the affirmative vote of a majority of the Shares present at a meeting at which a majority of the outstanding Shares are represented is required to approve the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction. The ability of KCPL to effect the Proposed UtiliCorp/KCPL Transaction with a simple majority vote is the subject of pending litigation. See "--Litigation."

On June 17, 1996, in a letter to Mr. Jennings, Western Resources proposed an offer that it believes is financially superior to the Proposed UtiliCorp/KCPL Transaction and which would provide KCPL Shareholders with \$31.00 of Western Resources Common Stock per Share in a negotiated merger between KCPL and Western Resources. Western Resources has requested that the KCPL board of directors respond to such offer by June 24, 1996. In the event that the KCPL board rejects the June 17 offer, Western Resources will take all actions necessary to commence the Offer to exchange Shares. Pursuant to the Offer, each Share would be entitled to receive \$31.00 of Western Resources Common Stock, subject to certain limitations as set forth under the caption "Introduction."

For further information regarding the Background of the Solicitation, see the Western Resources Preliminary Prospectus under the captions "Prospectus Summary--Background of the Offer" and "Background of the Offer."

LITIGATION

On May 20, 1996, KCPL filed a complaint in the United States District Court for the Western District of Missouri against Robert L. Rives, a KCPL Shareholder, and Western Resources. The complaint seeks, among other things, (i) a declaration that Western Resources lacks standing to challenge the Amended and Restated UtiliCorp/KCPL Merger Agreement, the events leading to its adoption, or the Proposed UtiliCorp/KCPL Transaction, (ii) a declaration that the Amended and Restated UtiliCorp/KCPL Merger Agreement was adopted in accordance with Missouri law and that the Proposed UtiliCorp/KCPL Transaction may be accomplished in accordance with Missouri law, and (iii) a declaration that the directors, officers and agents of KCPL acted lawfully and in compliance with all legal and equitable duties in connection with the abandonment of the Original UtiliCorp/KCPL Merger Agreement and the adoption of the Amended and Restated UtiliCorp/KCPL Merger Agreement and that the Proposed UtiliCorp/KCPL Transaction is not and will not be void, voidable or subject to injunction or rescission.

On June 7, 1996, Western Resources filed an answer to KCPL's complaint as well as a counterclaim seeking, among other things, (i) a dismissal of KCPL's complaint with prejudice, (ii) a declaration that the Amended and Restated UtiliCorp/KCPL Merger Agreement is a plan of merger or consolidation under the MGBCL and, thus, requires the affirmative vote of the holders of at least two-thirds of the outstanding Shares entitled to vote, (iii) a declaration that KCPL, through its board of directors' actions, breached its fiduciary duties to KCPL Shareholders by proceeding with a plan designed to consummate the transactions contemplated by the Amended and Restated UtiliCorp/KCPL Merger Agreement based on less than the required two-thirds KCPL Shareholder vote, (iv) a preliminary and permanent injunction to enjoin KCPL from proceeding with the Special Meeting until the Court determines the number of votes necessary for the approval of the issuance of Shares necessary to effect the transactions contemplated by the Amended and Restated UtiliCorp/KCPL Merger Agreement and (v) a preliminary and permanent injunction to enjoin KCPL from consummating the Proposed UtiliCorp/KCPL Transaction unless KCPL receives the affirmative vote of the holders of at least two-thirds of the outstanding Shares entitled to vote. On June 14, 1996, the court scheduled a preliminary injunction hearing for July 25, 1996.

THE AMENDED AND RESTATED UTILICORP/KCPL MERGER AGREEMENT

Pursuant to the terms of the Amended and Restated UtiliCorp/KCPL Merger Agreement, upon the necessary approval by the shareholders of KCPL and UtiliCorp and upon the satisfaction or waiver of certain other conditions, including obtaining the requisite regulatory approvals, KC Merger Sub would be merged with and into UtiliCorp and UtiliCorp would then be merged with and into KCPL. Pursuant to the Amended and Restated UtiliCorp/KCPL Merger Agreement, UtiliCorp shareholders would receive one Share in exchange for each share of UtiliCorp Common Stock held, while KCPL Shareholders would continue to hold their Shares. The Proposed UtiliCorp/KCPL Transaction is subject to certain conditions customary in transactions in the utility industry, including among others that all regulatory and shareholder approvals be obtained.

The rules of the NYSE, on which the Shares are listed, require shareholder approval to issue shares of common stock in any transaction or a series of related transactions if such common stock will have voting power equal to or in excess of 20% of the voting power outstanding prior to the issuance of such stock, or the number of shares of common stock to be issued will be equal to or in excess of 20% of the number of shares of common stock outstanding prior to the issuance of such stock. According to the Amended and Restated UtiliCorp/KCPL Merger Agreement, the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction requires the affirmative vote of a majority of the Shares voted at the KCPL Special Meeting, provided that in order for such approval to be effective, the total number of votes cast must represent over 50% of all outstanding Shares entitled to vote as of the Record Date. The ability of KCPL to effect the Proposed UtiliCorp/KCPL Transaction with a simple majority vote is the subject of pending litigation. See "-- Litigation." In the event that the KCPL Shareholders do not approve the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction, Western Resources believes that the KCPL board of directors would at that point respect the vote of the KCPL Shareholders and, in accordance with their fiduciary duties, consider the Offer and the Merger in good faith in light of the circumstances then existing.

If the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction is not approved by the requisite vote of the KCPL Shareholders, the Amended and Restated UtiliCorp/KCPL Merger Agreement will become terminable at the option of either KCPL or UtiliCorp. According to the terms of the Amended and Restated UtiliCorp/KCPL Merger Agreement, upon such termination KCPL may be required to pay to UtiliCorp a termination fee in the amount of \$5 million. If, within two and one-half years of such termination, Western Resources were to acquire at least a majority of the Shares (in the Offer or otherwise) or Western Resources and KCPL were to enter into a definitive agreement with respect to a transaction including, without limitation, a tender or exchange offer, merger or other business combination, then upon the closing of such acquisition of Shares or the signing of such agreement, KCPL may be required to pay to UtiliCorp an additional \$53 million under the terms of the Amended and Restated UtiliCorp/KCPL Merger Agreement.

COMPARISON OF THE PROPOSALS

OFFER PREMIUM AND DIVIDEND IMPACT

Western Resources believes that the Offer is clearly financially superior to the Proposed UtiliCorp/KCPL Transaction. The indicated annual dividend rate for KCPL and the closing price per Share on April 12, 1996 (the last trading day prior to the public announcement of Western Resources' original offer to merge with KCPL (the "April 14 Offer")) were \$1.56 and \$23.875, respectively. For the twenty trading days immediately preceding April 12, 1996, the average closing price per Share was \$24.956. The Offer provides a substantial premium to KCPL Shareholders in relation to those levels, as shown by the following table:

| | OFFER PRICE | KCPL SHARE PRICE | PERCENT DIFFERENTIAL* |
|--|-------------|------------------|-----------------------|
|--|-------------|------------------|-----------------------|

| | | | |
|--|---------|----------|-----|
| April 12, 1996 (the last trading day before public announcement of the April 14 Offer)..... | \$31.00 | \$23.875 | 30% |
| June 14, 1996 (the last trading day prior to the date of this Proxy Statement Supplement)..... | \$31.00 | \$25.875 | 20% |

* Based on the closing price of Western Resources Common Stock and the Shares on the indicated dates.

In addition, as shown by the following table, if it were consummated today, the Offer would provide immediate dividend accretion to KCPL Shareholders, compared to KCPL's current dividend.

| | WESTERN RESOURCES/ KCPL MERGER IMPLIED ANNUAL DIVIDEND RATE PER KCPL SHARE* | CURRENT KCPL ANNUAL DIVIDEND RATE | PERCENT DIFFERENTIAL* |
|--|---|---|--------------------------|
| April 12, 1996 (the last trading day before public announcement of the April 14 Offer)..... | \$2.19 | \$1.56 | 27% |
| June 14, 1996 (the last trading day prior to the date of this Proxy Statement Supplement)..... | \$2.22 | \$1.56 | 42% |

* Based on the current indicated annual dividend rate of \$2.06 per share of Western Resources Common Stock and the closing price of Western Resources Common Stock and the Shares on the indicated dates. The implied annual dividend rate is an equivalent per Share amount calculated by multiplying the Western Resources current indicated annual dividend rate of \$2.06 by the applicable Exchange Ratio. The implied annual dividend rate per Share will therefore vary depending on the price of Western Resources' Common Stock at the time the Exchange Ratio is finally determined.

Based on Western Resources' current indicated annual dividend rate of \$2.06 per share and the provisions of the collar, the indicated annual dividend rate per Share would range from a minimum of \$1.92 to a maximum of \$2.27, or about 23% to 46% more than KCPL's current annual dividend.

The premium and dividend accretion to KCPL Shareholders will change as the market price of Western Resources Common Stock changes.

Based on the projections of each of Western Resources and KCPL, the Offer also provides greater projected 1998 equivalent dividends to KCPL Shareholders than does the Proposed UtiliCorp/KCPL Transaction, as shown by the following table:

| | WESTERN RESOURCES/ KCPL MERGER IMPLIED PROJECTED 1998 ANNUAL DIVIDEND RATE PER KCPL SHARE** | KCPL PROJECTED 1998 ANNUAL DIVIDEND RATE | PERCENT DIFFERENTIAL** |
|--|--|---|---------------------------|
| April 12, 1996 (the last trading day before public announcement of the April 14 Offer)..... | \$2.28 | \$1.85 | 24% |
| June 14, 1996 (the last trading day prior to the date of this Proxy Statement Supplement)..... | \$2.31 | \$1.85 | 25% |

** Based on the projected 1998 post-Merger annual dividend rate of \$2.14 per share of Western Resources Common Stock, the stated intention of KCPL and UtiliCorp to recommend an annual dividend of \$1.85 per Share following consummation of the Proposed UtiliCorp/KCPL Transaction and the closing price of Western Resources Common Stock and the Shares on the indicated dates. The implied projected annual dividend rate per Share will vary depending on the price of Western Resources Common Stock at the time the Exchange Ratio is finally determined. Western Resources has paid dividends every year since its formation in 1924 and dividends have been increased every year since 1958 (except for 1975, in which the dividend remained unchanged). Western Resources does not anticipate any significant change with respect to its historical dividend practice as a result of the Merger. However, the declaration of future dividends will depend upon future earnings, the financial condition of Western Resources and other factors. Western Resources' projection of its 1998 annual dividend is based upon Western Resources' financial projections, the achievement of which is subject to various factors beyond Western Resources' control. See the Western Resources Preliminary Prospectus under the caption "Western Resources Unaudited Forecasted Statement of Income" for further details regarding the basis for and risks of Western Resources' projected financial results following the Merger.

Based on Western Resources' projected 1998 annual dividend rate of \$2.14 per share and the provisions of the collar, the indicated projected 1998 annual dividend rate per Share would range from a minimum of \$2.00 to a maximum of \$2.35, or about 8% to 27% more than the UtiliCorp/KCPL "intention to recommend" an annual dividend rate of \$1.85.

REGULATORY PLAN

The allocation of the benefits and cost savings outlined above among the shareholders of Western Resources and KCPL and their respective customers will depend on the extent by which the rates of Western Resources and KCPL are adjusted to reflect such benefits. Although no assurances can be given, Western Resources anticipates that such adjustments will occur through approval of a regulatory plan (the "Regulatory Plan") that Western Resources has proposed in its applications to the State Corporation Commission of the State of Kansas (the "KCC") and the Missouri Public Service Commission (the "MPSC") seeking approval of the Offer and the Merger. The Regulatory Plan includes the following components:

- . A rate reduction of \$28 million and cumulative rate reductions of \$280 million for KCPL's retail electric customers in the first 10 years following the Merger, including \$20 million in annual rate reductions which KCPL has already agreed to for its Missouri customers.
- . A rate reduction of \$10 million and cumulative rate reductions of \$100 million for the retail electric customers of Kansas Gas and Electric Company ("KGE") in the first ten years following the Merger.
- . A five-year moratorium on electric rate increases for KCPL, KPL (as defined below), and KGE retail customers.

The Regulatory Plan also includes Western Resources' current proposed rate reduction for KGE which reduces retail electric rates by \$8.7 million annually beginning in August 1996, compounding to \$60.9 million annually at the end of seven years (the "KGE Rate Plan"). The KGE Rate Plan also provides for acceleration of annual depreciation by \$50 million for Wolf Creek (as defined below) for each of the next seven years and reduces depreciation by \$11 million for certain other electric utility assets to reflect a more appropriate useful life for these properties. In addition, the Regulatory Plan contemplates additional depreciation of Wolf Creek at the rate of \$50 million per year for five years after completion of the KGE Rate Plan and reduces depreciation by \$11 million for certain other KCPL electric utility assets to reflect a more appropriate useful life for those properties. In non-binding testimony filed on May 22, 1996, the staff of the KCC recommended annual rate reductions for Western Resources of \$105 million. Western Resources is continuing to support its Regulatory Plan in opposition to the KCC staff's proposal; however, there can be no assurance that the Regulatory Plan will be implemented as described herein. In addition, Western Resources reserves the right to propose changes to the Regulatory Plan, including changes resulting from additional information about KCPL becoming available to Western Resources. Western Resources does not anticipate that the KCC staff's rate recommendation will be adopted as proposed. Therefore, it does not expect an adverse effect on its plans to consummate the Offer and the Merger. However, there can be no assurance that the KCC staff's recommendations will not be adopted, or if adopted, will not have an adverse effect on Western Resources' consummation of the Offer and the Merger.

Western Resources has proposed cumulative retail electric rate reductions of \$380 million for customers in the first ten years following completion of the Merger. Such rate reductions are not dependent upon the amount of aggregate cost savings achieved by Western Resources following the Merger. Western Resources has asked the state regulatory commissions reviewing the Offer and the Proposed UtiliCorp/KCPL Transaction to take into account the greater customer benefits of the Offer when deciding between the applications for approval. Such rate reductions are subject to the approval of the KCC and MPSC. Western Resources believes that it will be able to obtain the necessary regulatory approvals for the Offer and the proposed rate reductions on a timely basis and in a time frame at least as favorable as that in which UtiliCorp would be able to obtain the necessary approvals for the Proposed UtiliCorp/KCPL Transaction. With the cooperation of KCPL, Western Resources believes that the Offer and the Merger could be completed by the second quarter of 1997; otherwise Western Resources believes the Offer and the Merger could be completed by year-end 1997. In light of what Western Resources believes to be the superior benefits and savings of the Offer, and the fact that such benefits and savings impact the public interest with which regulatory bodies are concerned, Western Resources believes that

regulatory bodies will take such benefits and savings into account when deciding whether to approve the Offer or the Proposed UtiliCorp/KCPL Transaction and does not believe the Proposed UtiliCorp/KCPL Transaction could be completed prior to year-end 1997. Accordingly, Western Resources believes that the Proposed UtiliCorp/KCPL Transaction offers no timing advantage over the Offer. For a discussion of the regulatory conditions of the Offer and the Merger, see "The Offer--Conditions of the Offer" in the Western Resources Preliminary Prospectus.

MATERIAL CONTACTS BETWEEN KCPL AND WESTERN RESOURCES

KGE, a wholly owned subsidiary of Western Resources, and KCPL have joint interests in the LaCygne Station (a coal-fired station consisting of two generating units aggregating approximately 1,344 MW capacity) and the Wolf Creek Generating Station ("Wolf Creek") (a nuclear powered generating station of approximately 1,166 MW capacity). KGE and KCPL are joint owners of the Wolf Creek Nuclear Operating Corporation ("WCNOC") which operates Wolf Creek. Western Resources, KGE and KCPL are members of the MOKAN and Southwest Power Pools and in the normal course of business make purchases and sales of power to each other. KCPL leases a 345 kv transmission line from Wolf Creek to LaCygne Station from KGE. Western Resources, KGE and KCPL from time to time in the normal course of business enter into agreements or arrangements with respect to their business operations.

WESTERN RESOURCES

Western Resources and its divisions and wholly owned subsidiaries include KPL, a rate-regulated electric and gas division of Western Resources ("KPL"), KGE, a rate-regulated utility and wholly owned subsidiary of Western Resources, Westar Capital, Inc., Westar Consumer Services, Inc., Westar Business Services, Inc., and The Wing Group, Inc., non-utility subsidiaries, and Mid Continent Market Center, Inc., a regulated gas transmission service provider. KGE owns 47% of WCNOC, the operating company for Wolf Creek.

Western Resources is engaged principally in the production, purchase, transmission, distribution and sale of electricity and the delivery and sale of natural gas. Western Resources serves approximately 601,000 electric customers in eastern and central Kansas and approximately 648,000 natural gas customers in Kansas and northeastern Oklahoma. Western Resources' non-utility subsidiaries market natural gas primarily to large commercial and industrial customers, provide electronic security services, engage in international large power project development and provide other energy-related products and services.

Western Resources owns 30,800,000 common shares, par value \$.10 per share (the "ADT Shares") of ADT Limited, a corporation organized under the laws of Bermuda ("ADT") representing 23.9% of the ADT Shares and as such applies the equity method of accounting. Western Resources holds through a subsidiary the ADT Shares for investment purposes and continually reviews its investment in ADT and, based on its evaluation of market conditions, applicable regulatory requirements, ADT's business prospects and future developments, it may from time to time determine to increase or decrease its equity position in ADT.

Western Resources was incorporated under the laws of the State of Kansas in 1924. Western Resources' corporate headquarters is located at 818 Kansas Avenue, Topeka, Kansas 66612 and its telephone number is (913) 575-6300.

Western Resources is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission. Reports, proxy statements and other information filed by Western Resources with the Commission may be inspected and copied at the public reference facilities maintained by the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549 and at the public reference facilities in the Commission's Regional Offices at Seven World Trade Center, 13th Floor, New York, New York 10048 and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois

60661. Copies of information may be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. The Western Resources Common Stock is listed and traded on the NYSE. Reports, proxy statements and other information filed by Western Resources and KCPL with the Commission may be inspected at the offices of the NYSE, 20 Broad Street, New York, New York 10005.

Certain information concerning the directors and executive officers of Western Resources and other representatives of Western Resources who may solicit proxies from KCPL Shareholders is set forth in Annex A hereto. Certain information concerning the Shares held by the persons described in the preceding sentence and by Western Resources, and certain transactions between any of them and KCPL, is set forth in Annex B hereto.

VOTING OF PROXY CARDS

GENERAL

Only KCPL Shareholders of record on the Record Date are eligible to submit a proxy. Therefore, any KCPL Shareholder owning Shares held in the name of a brokerage firm, bank, or other institution should sign, date and return the GOLD proxy card to such brokerage firm, bank or other institution in the envelope provided by that firm. The accompanying GOLD proxy card will be voted in accordance with the KCPL Shareholder's instructions on such GOLD proxy card.

PROXIES FOR THE ORIGINAL UTILICORP/KCPL TRANSACTION

On May 20, 1996, KCPL announced that the Original Merger Agreement would not be voted on at the May 22, 1996 KCPL annual meeting. As of the date of this Proxy Statement Supplement, KCPL has failed to announce the date of either the Special Meeting or the Record Date. Any proxies with respect to the May 22 KCPL annual meeting are no longer valid. IN ORDER FOR YOUR SHARES TO BE REPRESENTED AT THE SPECIAL MEETING, YOU MUST COMPLETE AND RETURN A NEW PROXY CARD.

REVOCATION OF PROXIES

An executed proxy may be revoked at any time prior to its exercise by submitting another proxy with a later date, by appearing in person at the Special Meeting and voting or by sending a written, signed, dated revocation which clearly identifies the proxy being revoked to either (a) Western Resources in care of Georgeson & Company Inc., Wall Street Plaza, New York, New York 10005, or (b) the principal executive offices of KCPL at 1201 Walnut, Kansas City, Missouri 64106-2124. A revocation may be in any written form validly signed by the record holder as long as it clearly states that the proxy previously given is no longer effective. Western Resources requests that a copy of any revocation sent to KCPL also be sent to Western Resources in care of Georgeson & Company Inc. at the above address.

MATTERS TO BE VOTED ON AT THE SPECIAL MEETING

Issuance of Shares Necessary to Effect the Proposed UtiliCorp/KCPL Transaction

KCPL Shareholders (i) may vote against the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction or (ii) may withhold their vote or (iii) may vote for such issuance of Shares by marking the proper box on the GOLD proxy card and signing, dating and returning it promptly in the enclosed postage-paid envelope. If a KCPL Shareholder returns a GOLD proxy card that is signed, dated and not marked, that KCPL Shareholder will be deemed to have voted against the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction.

The rules of the NYSE, on which the Shares are listed, require shareholders approval to issue shares of common stock in any transaction or a series of related transactions if such common stock will have voting power

equal to or in excess of 20% of the voting power outstanding prior to the issuance of such stock, or the number of shares of common stock to be issued will be equal to or in excess of 20% of the number of shares of common stock outstanding prior to the issuance of such stock. According to the Amended and Restated UtiliCorp/KCPL Merger Agreement, the affirmative vote of a majority of the Shares present at a meeting at which a majority of the outstanding Shares are represented is required to approve the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction. Abstentions and broker non-votes will be disregarded and will have no effect on the vote.

KCPL Shareholders should read the information in "Background of the Solicitation--Litigation" for a discussion of the two-thirds vote requirement under Missouri law which Western Resources asserts is required for KCPL Shareholders to approve the Amended and Restated UtiliCorp/KCPL Merger Agreement and the Proposed UtiliCorp/KCPL Transaction.

WESTERN RESOURCES URGES YOU TO VOTE AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION TO PRESERVE YOUR OPPORTUNITY TO ACCEPT THE WESTERN RESOURCES OFFER, WHICH WESTERN RESOURCES BELIEVES IS FINANCIALLY SUPERIOR TO THE PROPOSED UTILICORP/KCPL TRANSACTION. PLEASE SIGN, DATE AND RETURN THE ENCLOSED GOLD PROXY CARD TODAY.

Approval of Other Proposals to be Considered at the Special Meeting

As set forth in the UtiliCorp/KCPL Preliminary Joint Proxy Statement, at the Special Meeting, KCPL Shareholders will be asked to approve (in addition to the issuance of Shares necessary to effect the transactions contemplated by the Amended and Restated UtiliCorp/KCPL Merger Agreement) (i) the "Newco Stock Incentive Plan" (as defined in the UtiliCorp/KCPL Preliminary Joint Proxy Statement) and (ii) the "Newco Management Incentive Compensation Plan" (as defined in the UtiliCorp/KCPL Preliminary Joint Proxy Statement) (collectively, the "Other Proposals"). Western Resources is not making any recommendations on the Other Proposals.

The accompanying GOLD proxy card will be voted in accordance with your instructions on such card. You may vote for approval of one or all of the Other Proposals, or vote against, or abstain from voting on, the approval of each Other Proposal, by marking the proper box on the GOLD proxy card. IF NO MARKING IS MADE, YOU WILL BE DEEMED TO HAVE GIVEN A DIRECTION TO ABSTAIN FROM VOTING THE SHARES REPRESENTED BY THE GOLD PROXY CARD WITH RESPECT TO THE APPROVAL OF ANY OF THE OTHER PROPOSALS.

Other Proposals

EXCEPT AS SET FORTH ABOVE, WESTERN RESOURCES IS NOT AWARE OF ANY PROPOSALS TO BE BROUGHT BEFORE THE SPECIAL MEETING. SHOULD OTHER PROPOSALS BE BROUGHT BEFORE THE SPECIAL MEETING, THE PERSONS NAMED ON THE GOLD PROXY CARD WILL ABSTAIN FROM VOTING ON SUCH PROPOSALS UNLESS SUCH PROPOSALS ADVERSELY AFFECT THE INTERESTS OF WESTERN RESOURCES AS DETERMINED BY WESTERN RESOURCES IN ITS SOLE DISCRETION, IN WHICH EVENT SUCH PERSONS WILL VOTE ON SUCH PROPOSALS AT THEIR DISCRETION.

DISSENTERS' RIGHTS

The Original Merger Agreement provided that each holder of Shares who dissented from the Original UtiliCorp/KCPL Transaction would have had the right to have the fair value of such Shares appraised by judicial determination and paid in cash, subject to certain procedural requirements. KCPL's decision to supersede the Original Merger Agreement with the Amended and Restated UtiliCorp/KCPL Merger Agreement effectively

eliminated such rights. According to the Amended and Restated UtiliCorp/KCPL Merger Agreement, KCPL Shareholders do not have any dissenters' rights with respect to the Proposed UtiliCorp/KCPL Transaction or the KCPL Shareholder vote thereon.

OWNERSHIP OF SHARES

According to (i) the KCPL Quarterly Report on Form 10-Q for the period ending March 31, 1996, as of May 3, 1996, 61,902,083 Shares were outstanding (KCPL has not publicly disclosed the number of outstanding Shares on the Record Date as such date has not yet been determined) and (ii) the Amended and Restated UtiliCorp/KCPL Merger Agreement, the issuance of Shares necessary to effect the Proposed UtiliCorp/KCPL Transaction must be approved by a majority of the Shares voted at the Special Meeting (provided that in order for such approval to be effective the total number of votes cast must represent over 50% of all outstanding Shares entitled to vote as of the Record Date). The ability of KCPL to effect the Proposed UtiliCorp/KCPL Transaction with a simple majority vote is the subject of pending litigation. See "Background of the Solicitation--Litigation."

According to the UtiliCorp/KCPL Preliminary Joint Proxy Statement, proposals of KCPL Shareholders intended to be presented at the 1997 annual meeting of KCPL Shareholders must be received at KCPL's Corporate Secretary's Office on or before December 9, 1996 for consideration for inclusion in the proxy statement and form of proxy relating to that meeting.

For information relating to the ownership of Shares by the current directors and executive officers of KCPL, see Annex C hereto. According to KCPL's definitive proxy statement on Schedule 14A, dated April 4, 1996 (the "KCPL Proxy Statement"), which is incorporated by reference in the UtiliCorp/KCPL Preliminary Joint Proxy Statement, management of KCPL has no knowledge of any person who owns beneficially more than 5% of the Shares.

The information concerning KCPL and the Proposed UtiliCorp/KCPL Transaction contained in this Proxy Statement Supplement (including Annex C hereto) has been taken from or is based upon documents and records on file with the Commission and other publicly available information. Western Resources has no knowledge that would indicate that statements relating to KCPL contained in this Proxy Statement Supplement in reliance upon publicly available information are inaccurate or incomplete. Western Resources, however, has not been given access to the books and records of KCPL, was not involved in the preparation of such information and statements, and is not in a position to verify, or make any representation with respect to the accuracy of, any such information or statements.

The UtiliCorp/KCPL Preliminary Joint Proxy Statement and the KCPL Proxy Statement contain additional information concerning the Shares, beneficial ownership of the Shares by, and other information concerning, KCPL's directors and officers, compensation paid to executive officers, and the principal holders of Shares.

SOLICITATION OF PROXIES

Proxies will be solicited by mail, telephone, telegraph, telex, telecopier and advertisement and in person. Solicitation may be made by directors, executive officers and other representatives of Western Resources. See Annex A hereto for a listing of such persons.

The entire expense of Western Resources' solicitation of proxies for the Special Meeting is being borne by Western Resources. Western Resources has retained Georgeson & Company Inc. ("Georgeson") to assist and to provide advisory services in connection with this Proxy Solicitation for which Georgeson will be paid a customary fee of \$250,000 and will be reimbursed for reasonable out-of-pocket expenses. Western Resources will indemnify Georgeson against certain liabilities and expenses in connection with the Proxy Solicitation, including liabilities under the federal securities law.

Banks, brokerage houses and other custodians, nominees and fiduciaries will be requested to forward the solicitation materials to the beneficial owners of Shares for which they hold of record, and Western Resources will reimburse them for their reasonable out-of-pocket expenses.

Pursuant to a letter agreement dated September 5, 1995, as amended (the "Letter Agreement"), Salomon Brothers Inc ("Salomon") is providing certain financial advisory services to Western Resources in connection with the Offer, including, among other things, the Proxy Solicitation. Under the Letter Agreement, Western Resources has agreed to pay Salomon for its financial advisory services (including services as Dealer Manager) in connection with the Offer a financial advisory fee of (i) \$400,000 upon execution of the Letter Agreement, (ii) \$500,000 upon public announcement of the Offer, and (iii) up to an additional \$6,000,000 (less amounts paid or payable described in (ii) above) upon Western Resources' acquisition of more than 20% of the outstanding Shares of KCPL or upon the consummation of the Merger. Western Resources has also agreed to reimburse Salomon for its reasonable out-of-pocket expenses, including the fees and expenses of its legal counsel incurred in connection with its engagement, and has agreed to indemnify each of Salomon and certain related persons and entities against certain liabilities and expenses in connection with Salomon's engagement, including certain liabilities under the federal securities laws. In connection with Salomon's engagement as financial advisor, Western Resources anticipates that certain employees of Salomon may communicate in person, by telephone or otherwise with a limited number of institutions, brokers or other persons who are KCPL Shareholders for the purpose of assisting in the Proxy Solicitation. Salomon will not receive any fee for or in connection with such solicitation activities by its employees apart from the fees it is otherwise entitled to receive as described above.

In addition to the fees to be received by Salomon in connection with its engagement as financial advisor to Western Resources, Salomon has in the past rendered various investment banking and financial advisory services for Western Resources for which it has received customary compensation. The expenses related to the Proxy Solicitation will be borne by Western Resources. Western Resources does not intend to seek reimbursement of its expenses related to the Proxy Solicitation from KCPL whether or not the Proxy Solicitation is successful.

If you have any questions concerning this Proxy Solicitation or the procedures to be followed to execute and deliver a proxy, please contact Georgeson & Company Inc. at the address or phone number specified below.

YOUR PROXY AND PROMPT ACTION ARE IMPORTANT. YOU ARE URGED TO GRANT YOUR PROXY BY SIGNING, DATING AND RETURNING THE ENCLOSED GOLD PROXY CARD TODAY.

Western Resources, Inc.

June 17, 1996

GEORGESON
& COMPANY INC.

WALL STREET PLAZA
NEW YORK, NEW YORK 10005
1-800-223-2064

ANNEX A

INFORMATION CONCERNING THE DIRECTORS AND EXECUTIVE OFFICERS
OF WESTERN RESOURCES AND OTHER REPRESENTATIVES OF
WESTERN RESOURCES WHO MAY SOLICIT PROXIES

The following tables set forth the name, business address and the present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is carried on, of the directors and executive officers of Western Resources and other representatives of Western Resources who may solicit proxies from KCPL Shareholders.

DIRECTORS AND EXECUTIVE OFFICERS OF WESTERN RESOURCES

| NAME AND BUSINESS ADDRESS | PRESENT POSITION WITH WESTERN RESOURCES OR OTHER PRINCIPAL OCCUPATION OR EMPLOYMENT |
|---|---|
| Frank J. Becker..... Becker Investments, Inc. 4840 W. 15th, Suite 1011 Lawrence, KS 66049-3862 | Director, Western Resources, President, Becker Investments, Inc., El Dorado, Kansas. |
| Gene A. Budig..... American League of Professional Baseball Clubs 350 Park Avenue New York, NY 10022 | Director, Western Resources; President, American League of Professional Baseball Clubs, New York, New York. |
| Charles Q. Chandler..... INTRUST Bank 105 N. Main Street Wichita, KS 67202 | Director, Western Resources; Chairman of the Board, INTRUST Financial Corporation, Wichita, Kansas. |
| Thomas R. Clevenger..... 818 Kansas Avenue Topeka, KS 66612 | Director, Western Resources; Investments, Wichita, Kansas. |
| Jerry D. Courington..... Western Resources, Inc. 818 Kansas Avenue Topeka, KS 66612 | Controller, Western Resources. |
| John C. Dicus..... Capitol Federal Savings 700 Kansas Avenue Topeka, KS 66603 | Director, Western Resources, Chairman of the Board and Chief Executive Officer, Capitol Federal Savings and Loan Association, Topeka, Kansas. |
| John E. Hayes, Jr..... Western Resources, Inc. 818 Kansas Avenue Topeka, KS 66612 | Director, Chairman of the Board and Chief Executive Officer, Western Resources. |
| David H. Hughes..... Western Resources, Inc. 818 Kansas Avenue Topeka, KS 66612 | Director, Western Resources; Retired Vice Chairman, Hallmark Cards, Inc., Kansas City, Missouri. |

| NAME AND BUSINESS ADDRESS | PRESENT POSITION WITH WESTERN RESOURCES OR OTHER PRINCIPAL OCCUPATION OR EMPLOYMENT |
|---|--|
| Steven L. Kitchen..... Western Resources, Inc. 818 Kansas Avenue Topeka, KS 66612 | Executive Vice President and Chief Financial Officer, Western Resources. |
| Carl M. Koupal, Jr..... Western Resources, Inc. 818 Kansas Avenue Topeka, KS 66612 | Executive Vice President and Chief Administrative Officer, Western Resources. |
| Russell W. Meyer, Jr..... Cessna Aircraft Company One Cessna Blvd. Wichita, KS 67215 | Director, Western Resources; Chairman and Chief Executive Officer, Cessna Aircraft Company, Wichita, Kansas. |
| John H. Robinson..... Black & Veatch 8400 Ward Parkway Kansas City, MO 64114 | Director, Western Resources; Chairman Emeritus, Black & Veatch, Kansas City, Missouri. |
| John K. Rosenberg..... Western Resources, Inc. 818 Kansas Avenue Topeka, KS 66612 | Executive Vice President and General Counsel of Western Resources. |
| Louis W. Smith..... Ewing Marion Kauffman Foundation 4900 Oak Street Kansas City, MO 64112-2776 | Director, Western Resources; President and Chief Operating Officer, Ewing Marion Kauffman Foundation. |
| Susan M. Stanton..... Payless Cashways, Inc. 2300 Main Street Kansas City, MO 64108 | Director, Western Resources; President and Chief Operating Officer, Payless Cashways, Inc., Kansas City, Missouri. |
| Kenneth J. Wagnon..... Capital Enterprises, Inc. 300 N. Main, Suite 201 Wichita, KS 67202 | Director, Western Resources; President, Capital Enterprises, Inc., Wichita, Kansas. |
| David C. Wittig..... Western Resources, Inc. 818 Kansas Avenue Topeka, KS 66612 | Director, President, Western Resources. |

OTHER REPRESENTATIVES OF WESTERN RESOURCES WHO MAY SOLICIT PROXIES

NAME AND BUSINESS ADDRESS
 (UNLESS OTHERWISE INDICATED, THE BUSINESS ADDRESS IS
 WESTERN RESOURCES, INC., 818 KANSAS AVENUE,
 TOPEKA, KS 66612)

PRESENT POSITION WITH WESTERN RESOURCES OR OTHER
 PRINCIPAL OCCUPATION OR EMPLOYMENT

| | |
|---|--|
| Bruce A. Akin..... | Manager, Planning and Analysis. |
| Donald W. Bartling..... | General Manager, KPL Customer Action Center. |
| Annette M. Beck..... | Director, Strategic Planning/R&D. |
| Robin D. Brown..... | Shareholder Services Representative. |
| Fred M. Bryan..... | President, KPL. |
| Bruce R. Burns..... | Manager, Shareholder Services. |
| James T. Clark..... | Vice President, Management Information Systems and Telecommunications |
| Michael D. Clark..... | Controller, Westar Business Services, Inc. |
| C. Bob Cline..... | President, Westar Capital, Inc. |
| Gay V. Crawford..... | Financial Communications Specialist. |
| Carde E. Deason..... | Director, Ad Valorem Tax. |
| Roderick S. Donovan..... | Vice President, Westar Business Services, Inc. |
| William G. Eliason..... | Vice President, Gas Service. |
| Michael L. Faler..... | General Manager, KPL Community Relations. |
| Lori A. Finney..... | Director, Developmental Analysis. |
| Kelly D. Foley..... | Shareholder Services System Administrator. |
| Catherine A. Forbes..... | Director, Advertising and Promotions. |
| Shari L. Gentry..... | Shareholder Services Assistant. Database Administrator. |
| Duane D. Goertz..... | Financial Analyst. |
| Greg A. Greenwood..... | Vice President, Generation Services. |
| Thomas L. Grennan..... | Executive Vice President, Field Services. |
| Richard M. Haden..... | Director, Revenue and Forecasting. |
| Kelly B. Harrison..... | Director, Wichita Operations. |
| Douglas J. Henry..... | Director, Data & Voice Networks. |
| Clyde R. Hill..... | Director, Internal Audit. |
| Anita J. Hunt..... | Executive Vice President, Electric Transmission and Engineering Services. |
| Norman E. Jackson..... | Vice President, Westar Security Services, Inc. |
| Hal L. Jensen..... | Director, Environmental Services & Industrial Hygiene. |
| Wayne Kitchen..... | Financial Analyst. |
| Robert J. Knott..... | Director, Investor Relations. |
| Richard D. Kready..... | Executive Director, Regulatory Affairs. |
| James J. Ludwig..... | Vice President, Finance. |
| James A. Martin..... | Executive Director, Human Resources & Benefits. |
| Ira W. McKee, Jr..... | Vice President, Electric Transmission Services. |
| Hans E. Mertens..... | President, Westar Consumer Service, Inc. |
| Steven A. Millstein..... | |
| Westar Consumer Services, Inc. 818 Kansas Avenue Topeka, KS 66612 | |

NAME AND BUSINESS ADDRESS
 (UNLESS OTHERWISE INDICATED, THE BUSINESS ADDRESS IS
 WESTERN RESOURCES, INC., 818 KANSAS AVENUE,
 TOPEKA, KS 66612)

PRESENT POSITION WITH WESTERN RESOURCES OR OTHER
 PRINCIPAL OCCUPATION OR EMPLOYMENT

| | |
|---|--|
| William B. Moore..... | Chairman of the Board and President, KGE. |
| Kansas Gas and Electric Company 120 East First Street Wichita, KS 67201 | |
| David R. Phelps..... | Director, Coal-Fired Power Plants. |
| Michel' J. Philipp..... | Director, Corporate Communications. |
| Marcus J. Ramirez..... | Drug Program Coordinator. |
| Susan K. Reese..... | Shareholder Services Coordinator. |
| Carl A. Ricketts..... | Vice President, Labor. |
| Robert L. Rives..... | Retired Executive Vice President. |
| 557 N. Rutland Road Wichita, KS 67206 | |
| David E. Roth..... | Vice President, Human Resources. |
| Mark A. Ruelle..... | Vice President, Corporate Development. |
| Edward H. Schaub..... | Vice President, Government Affairs. |
| Denise A. Schumaker..... | Financial Analyst. |
| Glen A. Scott, Jr. | Executive Director, Customer Relations. |
| Rita A. Sharpe..... | Vice President, Westar Business Services, Inc. |
| Thomas E. Shea..... | Treasurer. |
| Rechell L. Smith..... | Shareholder Services Representative. |
| Carolyn A. Starkey..... | Financial Analyst. |
| Richard D. Terrill..... | Corporate Secretary. |
| C.W. Underkofler..... | Director of Economic Development. |
| Leroy P. Wages..... | Assistant Controller. |
| Lisa A. Walsh..... | Director, Consumer Products. |
| Don W. Whitlock..... | Director, Financial Services. |
| Judith A. Wilt..... | Shareholder Services Representative. |
| James N. Wishart..... | Director, Gas-Fired Plants. |
| Gregory M. Wright..... | Director Sales, Westar Business Services, Inc. |
| Kenneth T. Wymore..... | President, Westar Business Services, Inc. |

Salomon Brothers Inc

| | |
|--|---|
| Gregg S. Polle..... | Managing Director, Salomon Brothers Inc |
| Salomon Brothers Inc 7 World Trade Center New York, NY 10048 | |
| Arther H. Tildesley, Jr. | Director, Salomon Brothers Inc |
| Salomon Brothers Inc 7 World Trade Center New York, NY 10048 | |
| Terence G. Kawaja..... | Vice President, Salomon Brothers Inc |
| Salomon Brothers Inc 7 World Trade Center New York, NY 10048 | |
| Anthony R. Whittemore..... | Associate, Salomon Brothers Inc |
| Salomon Brothers Inc 7 World Trade Center New York, NY 10048 | |

ANNEX B

SHARES HELD BY WESTERN RESOURCES, ITS DIRECTORS AND EXECUTIVE OFFICERS AND
CERTAIN EMPLOYEES AND OTHER REPRESENTATIVES OF WESTERN RESOURCES WHO MAY ALSO
SOLICIT PROXIES, AND CERTAIN TRANSACTIONS
BETWEEN ANY OF THEM AND KCPL

As of the date of this Proxy Statement Supplement, Western Resources has no security holdings in KCPL. 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.

Robert L. Rives, a person who will solicit proxies, is the beneficial owner of 500 shares of KCPL Common Stock.

Other than as set forth above, as of the date of this Proxy Statement Supplement, neither Western Resources nor any of its Directors, Executive Officers or other Representatives or Employees of Western Resources who may also 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.

Salomon engages in a full range of investment banking, securities trading, market-making and brokerage services for institutional and individual clients. In the ordinary course of its business, Salomon may actively trade the securities of KCPL for its own account and the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities. As of June 14, 1996, Salomon did not hold any position with respect to the Shares. Salomon does not admit that it or any of its directors, officers, employees or affiliates is a "participant," as defined in Schedule 14A promulgated under the Exchange Act by the Commission, in the solicitation to which this Proxy Statement Supplement relates or that such Schedule 14A requires the disclosure in this Proxy Statement Supplement of certain information concerning Salomon.

Except as disclosed in this Proxy Statement Supplement, to the best knowledge of Western Resources, none of Western Resources, its directors and executive officers or other representatives of Western Resources named in Annex A hereto has any interest, direct or indirect, by security holdings or otherwise, in KCPL.

ANNEX C

SHARES HELD BY DIRECTORS AND EXECUTIVE OFFICERS OF KCPL

The following table sets forth, as of April 3, 1996, the number of Shares beneficially owned by each director, the chief executive officer and each of the four other most highly compensated executive officers (and by all directors and officers as a group) of KCPL. The information contained in the table is copied from the KCPL Proxy Statement as incorporated by reference in the UtiliCorp/KCPL Preliminary Joint Proxy Statement.

| NAME OF BENEFICIAL OWNER | AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP(1) | TITLE OF CLASS |
|---|---|-------------------|
| Bernard J. Beaudoin..... | 22,926(2) | Common Stock |
| David L. Bodde..... | 1,593 | Common Stock |
| William H. Clark..... | 1,271 | Common Stock |
| Robert J. Dineen..... | 1,849 | Common Stock |
| Arthur J. Doyle..... | 17,819(3) | Common Stock |
| W. Thomas Grant II..... | 849 | Common Stock |
| Marcus Jackson..... | 19,178(2) | Common Stock |
| A. Drue Jennings..... | 59,534(2)(4) | Common Stock |
| George E. Nettels, Jr..... | 8,733(5) | Common Stock |
| Linda Hood Talbott..... | 4,131 | Common Stock |
| Ronald G. Wasson..... | 23,999(2) | Common Stock |
| Robert H. West..... | 2,741(6) | Common Stock |
| J. Turner White..... | 11,093(2) | Common Stock |
| All officers and directors as a group (23 persons)..... | 257,084(2) | Common Stock |

- (1) Shares of the KCPL Common Stock owned by any director or officer and by the directors and officers as a group are less than 1% of such stock. Unless otherwise specified, each director and named executive officer has sole voting and sole investment power with respect to the shares indicated.
- (2) Includes shares held pursuant to KCPL's Employee Savings Plus Plan. Also includes exercisable non-qualified stock options granted under the KCPL Long-Term Incentive Plan in the following amounts: Jennings, 40,625; Beaudoin, 20,313; Jackson, 16,500; Wasson, 20,313; and White, 9,750.
- (3) The nominee disclaims beneficial ownership of 200 shares reported which are owned by nominee's wife.
- (4) The nominee disclaims beneficial ownership of 150 shares reported which are owned by nominee's son.
- (5) The nominee disclaims beneficial ownership of 3,400 shares reported which are owned by nominee's wife.
- (6) The nominee disclaims beneficial ownership of 1,200 shares reported which are held by nominee's wife as custodian for minor children.

LOGO
WALL STREET PLAZA
NEW YORK, NEW YORK 10005
1-800-223-2064

FORM OF PROXY CARD

PROXY SOLICITED BY WESTERN RESOURCES, INC.
IN OPPOSITION TO THE PROXY SOLICITED BY THE DIRECTORS OF
KANSAS CITY POWER & LIGHT COMPANY

The undersigned, a holder of record of shares of common stock, without par value (the "Shares"), of Kansas City Power & Light Company, a Missouri corporation ("KCPL"), at the close of business on the record date, as such date shall be determined by KCPL, hereby appoints John K. Rosenberg, Richard D. Terrill, David C. Wittig and Neil T. Anderson, or any of them, the proxy or proxies of the undersigned, each with full power of substitution, to attend the Special Meeting of KCPL Shareholders, and any adjournments, postponements, continuations or reschedulings thereof, at which holders of Shares will be voting on the approval of the issuance of Shares necessary to effect the transactions contemplated by the Amended and Restated Agreement and Plan of Merger, dated as of January 19, 1996, as amended and restated as of May 20, 1996, by and among KCPL, UtiliCorp United Inc., a Delaware corporation ("UtiliCorp"), KC Merger Sub, Inc., a Delaware corporation ("KC Merger Sub"), and KC United Corp., a Delaware corporation ("KC United") (the "Amended and Restated UtiliCorp/KCPL Merger Agreement"), providing for the merger of UtiliCorp with and into KC Merger Sub, with UtiliCorp surviving, and the subsequent merger of UtiliCorp with and into KCPL (the "Proposed UtiliCorp/KCPL Transaction"), with KCPL surviving, and to vote as specified in this proxy all the Shares which the undersigned would otherwise be entitled to vote if personally present. The undersigned hereby revokes any previous proxies with respect to the matters covered in this Proxy.

THE BOARD OF DIRECTORS OF WESTERN RESOURCES, INC. RECOMMENDS A VOTE AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION. IF RETURNED CARDS ARE SIGNED BUT NOT MARKED, THE UNDERSIGNED WILL BE DEEMED TO HAVE VOTED AGAINST THE ISSUANCE OF SHARES NECESSARY TO EFFECT THE PROPOSED UTILICORP/KCPL TRANSACTION AND TO HAVE ABSTAINED ON ALL OTHER MATTERS.

REVERSE OF PROXY CARD

THE BOARD OF DIRECTORS OF WESTERN RESOURCES, INC. RECOMMENDS A VOTE AGAINST

PROPOSAL 1.

1. Approval of the issuance of shares of KCPL common stock, no par value, pursuant to the Merger Agreement with UtiliCorp United Inc.

AGAINST FOR ABSTAIN

2. Approval of Newco Stock Incentive Plan.

AGAINST FOR ABSTAIN

3. Approval of Newco Management Incentive Compensation Plan.

AGAINST FOR ABSTAIN

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournments, postponements, continuations or reschedulings thereof.

Dated: _____, 1996

Signature (Title, if any)

Signature if held jointly

Please sign your name below exactly as it appears hereon. When Shares are held of record by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or authorized officer. If a partnership, please sign in partnership name by authorized person.

IF YOU HAVE ANY QUESTIONS OR NEED ASSISTANCE, PLEASE CONTACT GEORGESON & COMPANY INC. AT 1-800-223-2064.