

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant / /
Filed by a Party other than the Registrant /X/

Check the appropriate box:
/ / Preliminary Proxy Statement
/ / Definitive Proxy Statement
/X/ Definitive Additional Materials
/ / Soliciting Material Pursuant to Rule 14a-11 or
or Rule 14a-12

KANSAS CITY POWER AND LIGHT COMPANY

(Name of Registrant as Specified In Its Charter)

WESTERN RESOURCES, INC.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/ / \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(I)(1), or 14a-6(I)(2)
/ / \$500 per each party to the controversy pursuant to Exchange Act
Rule 14a-6(I)(3)
/ / Fee computed on table below per Exchange Act Rules 14a-6(I)(4)
and 0-11

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction
computed pursuant to Exchange Act Rule 0-11:*

4) Proposed maximum aggregate value of transaction:

Set forth the amount on which the filing fee is calculated and state how it
was determined.

/ / Check box if any part of the fee is offset as provided by Exchange Act
Rule 0-11(a)(2) and identify the filing for which the offsetting fee was
paid previously. Identify the previous filing by registration statement
number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

/x/ Filing fee paid with preliminary filing.

The following materials will be used in presentations to be made to the public
beginning June 17, 1996:

Western
Resources(r)
and
KCPL

Recent activities

Western Resources raised its offer to \$31.00 with an exchange ratio of 0.933 to
1.100 shares of Western Resources common stock for each KCPL share

WR's projected post-merger dividend is in the range of \$2.00 to \$2.35 for each
KCPL share

WR expects to mail its exchange offer in early July

UCU/KCPL canceled the May 22 shareholder vote on their original proposal,
presumably because they did not have adequate shareholder support

Western
Resources(r)
and
KCPL

Shareholder advantages

	Western Resources' Offer (1)	KCPL	Western Resources' Premium
Price	\$31.00	\$23.875 (2)	30%
Current dividend	\$1.92 - \$2.27	\$ 1.56	23%-45%
Dividend at closing	\$2.00 - \$2.35	\$ 1.85 (3)	8%-27%

- (1) Subject to exchange ratio of 0.933-1.100 Western Resources shares for each KCPL share. Dividend at closing based on post-merger indicated dividend of \$2.14 per share as projected in Western's proposed exchange offer. Western Resources' current indicated annual dividend is \$2.06
- (2) KCPL closing share price on April 12, 1996, the last trading day before the public announcement of the Western Resources Offer
- (3) Based on announcement by KCPL/UCU of intent to recommend a dividend of \$1.85 following the close of the proposed combination of KCPL and UCU

Western
Resources(r)
and
KCPL

Implied P/E Ratio and Dividend Yield of Western Resources Offer

Exchange Ratio	WR 1998 Price	1998 EPS(1)	Implied P/E Ratio	1998 Payout Dividend(2)	Implied Ratio	Yield
Top of Collar 0.933	\$33.25	\$2.62	12.7x	\$2.14	81.7%	6.4%
Bottom of Collar 1.100	\$28.125	\$2.42	11.6x	\$2.14	88.4%	7.6%

During the prior 52-week period, the high and low closing prices of Western Resources' stock were \$34.625 and \$28.625, respectively

- (1) Based on combined company financial forecast
- (2) Post-merger projected Western Resources annual dividend

Western
Resources(r)
and
KCPL

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

	Western Stock Price	Exchange Ratio WR/KCPL	Stock Value to KCPL	Premium to KCPL April 12	Dividend to KCPL Holders(1)	Increase in KCPL Dividend(2)
	\$27.00	1.100	\$29.70	24.4%	\$2.35	27.2%
	27.50	1.100	30.25	26.7%	2.35	27.2%
	28.00	1.100	30.80	29.0%	2.35	27.2%
Collar	28.18	1.100	31.00	29.8%	2.35	27.2%
	28.50	1.088	31.00	29.8%	2.33	25.8%
	29.00	1.069	31.00	29.8%	2.29	23.7%
	29.50	1.051	31.00	29.8%	2.25	21.6%
	30.00	1.033	31.00	29.8%	2.21	19.5%
	30.50	1.016	31.00	29.8%	2.18	17.6%
	31.00	1.000	31.00	29.8%	2.14	15.7%

	31.50	0.984	31.00	29.8%	2.11	13.8%
	32.00	0.969	31.00	29.8%	2.07	12.1%
	32.50	0.954	31.00	29.8%	2.04	10.3%
	33.00	0.939	31.00	29.8%	2.01	8.6%
	33.23	0.933	31.00	29.8%	2.00	7.9%
Collar	-----					
	33.50	0.933	31.26	30.9%	2.00	7.9%
	34.00	0.933	31.72	32.9%	2.00	7.9%
	34.50	0.933	32.19	34.8%	2.00	7.9%
	35.00	0.933	32.66	36.8%	2.00	7.9%

(1) Based on projected 1998 post-merger indicated dividend of \$2.14 as projected in Western's proposed exchange offer and applicable exchange ratio

(2) Based on announcement by KCPL/UCU of intent to recommend a dividend of \$1.85 following the close of the proposed combination of KCPL and UCU

Western
Resources(r)
and
KCPL

Implied Value of KCPL Offer

[Line Graph]

[Line plotting the effect the exchange ratio would have had if the merger of WR and KCPL had been effected on that date based on the closing price of Western Resources' common stock closing price each week from January 19, 1996 to June 14, 1996]

Based on WR's price and exchange ratio of 0.933 to 1.100

WR's offer, had it been in effect, would have yielded superior stock value (\$31.00 or higher) compared to the implied stock value of a UCU/KCPL combination.

[Line plotting the effect of an exchange ratio of 1 would have had if the merger of UtiliCorp and KCPL had been effected on that date based on the closing price of UtiliCorp's common stock closing price each week from January 19, 1996 to June 14, 1996]

Weighted average valuation of UCU/KCPL at 1 for 1

[Legend]

KCPL/UCU Value - red line
WR Offer to KCPL - dashed green line

(Weekly data 1/19/96 - 6/14/96)

Western
Resources(r)
and
KCPL

Customer advantages

KCPL rates decrease \$28 million per year
Honor Missouri rate reduction of \$20 million per year
Reduce KCPL rates \$8 million in Kansas (30% better than UCU/KCPL)

KGE rates decrease \$10 million per year

No electric rate increase for five years

KCPL, KGE, and KPL rates will all be below current national average within seven years under the Western Resources plan

Western
Resources(r)
and
KCPL

Combined company financial forecast

Top of the Collar Exchange Ratio = 0.933

	1998	1999	2000
(dollars in thousands, except per share amounts)			
Operating revenues	\$2,657,262	\$2,722,600	\$2,796,483
Operating expenses	2,190,826	2,240,197	2,318,175
Transaction costs	88,000	--	--
Operating income	378,436	482,403	478,308
Other income and deductions	61,048	79,611	85,735
Income before interest charges	439,484	562,014	564,043
Interest charges	211,865	204,001	197,225
Net income	227,619	358,013	366,818
Preferred and preference dividends	8,648	12,419	12,419
Earnings applicable to common stock	\$218,971	\$345,594	\$354,399
Average common shares outstanding	123,188	124,642	125,682
Earnings per common share	\$1.78	\$2.77	\$2.82
Earnings per common share excluding costs to achieve savings and transaction costs	\$2.62	\$2.79	\$2.82
Dividends per share	\$2.14	\$2.18	\$2.22
Dividend payout ratio	81.7%	78.1%	78.7%
Projected dividends per share to KCPL shareholders	\$2.00	\$2.03	\$2.07

Western
Resources(r)
and
KCPL

Combined company financial forecast

Bottom of the Collar Exchange Ratio = 1.100

	1998	1999	2000
(dollars in thousands, except per share amounts)			
Operating revenues	\$2,657,262	\$2,722,600	\$2,796,483
Operating expenses	2,190,639	2,239,487	2,316,846
Transaction costs	88,000	--	--
Operating income	378,623	483,113	479,637
Other income and deductions	61,048	79,573	85,735
Income before interest charges	439,671	562,686	565,372
Interest charges	212,335	205,786	200,568
Net income	227,336	356,900	364,804
Preferred and preference dividends	8,648	12,419	12,419
Earnings applicable to common stock	\$218,688	\$344,481	\$352,385
Average common shares outstanding	133,706	135,188	136,229
Earnings per common share	\$1.64	\$2.55	\$2.59
Earnings per common share excluding costs to achieve savings and transaction costs	\$2.42	\$2.56	\$2.59
Dividends per share	\$2.14	\$2.18	\$2.22
Dividend payout ratio	88.4%	85.2%	85.7%
Projected dividends per share to KCPL shareholders	\$2.35	\$2.40	\$2.44

Western
Resources(r)
and
KCPL

Projected merger timeline

KCPL shareholder vote on original UCU offer	CANCELED
Western exchange offer effective	Expected early July
Western receives 90%+KCPL stock tendered OR	After effective date of exchange offer
Western negotiates with KCPL Board OR	" "
Western seeks removal of KCPL Board	" "
Western completes merger with KCPL	August 1997 - December 1997

Western
Resources(r)
and
KCPL

Action Required

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

Vote AGAINST the UCU/KCPL proposal
Support Western Resources with a call to KCPL and to the members of KCPL's Board of Directors
Tender KCPL shares to Western Resources when exchange offer commences

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

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 these materials 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. These materials 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.

Western
Resources(r)
and
KCPL

Contacts

Georgeson & Company, Inc.
Wall Street Plaza
New York, New York 10005
800-223-2064

Rick Kready
Western Resources
818 Kansas Avenue
Topeka, Kansas 66612
913-575-8226

The following phonescript was used on June 17, 1996:

OUTLINE FOR
ANALYST CALL AND
NEWS CONFERENCE
JUNE 17, 1996

JOHN E. HAYES, JR.
CHAIRMAN OF THE BOARD AND
CHIEF EXECUTIVE OFFICER
WESTERN RESOURCES, INC.

Good morning.

This is John Hayes, chairman and chief executive officer of Western Resources. Thank you for joining us this morning. I will make a few opening comments, then open it up for any questions you may have.

[Joining with me in this call are:

-David Wittig, President, Western Resources

-Steve Kitchen, Executive Vice President and Chief Financial Officer]

As you know, we have made an offer to merge with Kansas City Power & Light Company. It is our view that the benefits of combining KCPL and Western Resources are simply too great to pass up.

Because of this opportunity for shareowners, customers, employees and the communities we serve, the Board of Directors of Western Resources has authorized me to make the following increase in our proposal:

We are now offering KCPL shareowners \$31 of Western Resources stock per KCPL share (within a collar of .933 and 1.1). That is an increase from our original proposal of \$28 per share. 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.

The projected dividend range per KCPL share also goes up in this offer. Western Resources projects that the annual dividend at closing in 1998 will range from \$2.00 to \$2.35. This compares with the announced UtiliCorp intention to recommend \$1.85.

Raising our offer reflects our belief that this merger makes great business sense, and we must aggressively pursue its completion.

Our plan is to move forward. We anticipate that the Securities and Exchange Commission will declare effective our registration statement in early July.

Immediately upon the SEC action, we will mail exchange offer materials to KCPL shareowners.

We urge the KCPL Board of Directors to accept our offer, which, we believe, is clearly financially superior to the UtiliCorp proposal. In our view, the recent restructuring of the UtiliCorp proposal is an obvious attempt to restrict the voice of shareowners.

We remain hopeful that KCPL's management and board will see the merits and benefits of our new offer and for the sake of their shareowners, employees and customers, take the opportunity to meet with us personally to discuss the offer.

[PAUSE]

Now... let me entertain your questions.

The following press release / employee update was issued on June 17, 1996:

WESTERN RESOURCES RAISES KCPL MERGER OFFER
TO \$31 FROM \$28 PER KCPL COMMON SHARE

KCPL DIVIDENDS TO INCREASE

TOPEKA, Kansas, June 17, 1996 -- Western Resources today increased the price in its offer to merge with Kansas City Power & Light Company (KCPL) to \$31 from \$28 in Western Resources common shares for each share of KCPL common stock. The increased offer, which remains a tax-free, stock-for-stock transaction, is valued at \$1.9 billion.

With the higher offer of \$31, the offer represents a 30 percent premium over the closing price of KCPL's common stock immediately prior to Western Resources' announcement of its original offer and a 20 percent premium over last Friday's closing price.

Under the revised offer, following the merger KCPL shareholders would receive a dividend of between \$2.00 and \$2.35 per KCPL common share based on

Western Resources' projected 1998 annual dividend.

"This merger makes great business sense, and we must pursue its completion. We urge the KCPL board of directors to accept our offer that we believe is clearly financially superior to the UtiliCorp proposal," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer.

"A combined Western Resources/KCPL will be better positioned to lead the reshaping of the increasingly competitive marketplace. Together, we will be able to create additional value for our shareholders and our customers," he said.

"We believe the recent restructuring of the UtiliCorp/KCPL merger proposal is an obvious attempt to restrict the voice of KCPL shareholders. Our \$31 offer per KCPL common share equates to better value, a stronger company, and economic benefits to our bi-state area."

Hayes said the company anticipates the registration statement for its exchange offer for KCPL will be declared effective by the Securities and Exchange Commission in early July. Immediately thereafter, the company will mail exchange offer materials to KCPL shareholders.

"We remain hopeful that KCPL's management and board will see the merits and benefits of our new offer and, for the sake of their shareholders, employees, and customers, take the opportunity to meet with us personally to discuss our offer," said Hayes.

A copy of the correspondence sent today to KCPL is attached.

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>.

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

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 these materials 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. These materials 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 law of any such state.