
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 5 TO
SCHEDULE 14D-9

Solicitation/Recommendation Statement Pursuant to
Section 14(d)(4) of the Securities Exchange Act of 1934

KANSAS CITY POWER & LIGHT COMPANY
(Name of Subject Company)

KANSAS CITY POWER & LIGHT COMPANY
(Name of Person Filing Statement)

COMMON STOCK, NO PAR VALUE
(Title of Class of Securities)

485134100
(CUSIP Number of Class of Securities)

JEANIE SELL LATZ, ESQ.
SENIOR VICE PRESIDENT, CORPORATE SECRETARY
AND CHIEF LEGAL OFFICER
KANSAS CITY POWER & LIGHT COMPANY
1201 WALNUT
KANSAS CITY, MISSOURI 64106-2124
(816) 556-2200
(Name, address and telephone number of person authorized
to receive notice and communications on behalf
of the person filing statement)

Copy to:

NANCY A. LIEBERMAN, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM
919 THIRD AVENUE
NEW YORK, NY 10022
(213) 735-3000

This Statement amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Kansas City Power & Light Company, a Missouri corporation ("KCPL"), filed with the Securities and Exchange Commission (the "Commission") on July 9, 1996, as amended (the "Schedule 14D-9"), with respect to the exchange offer made by Western Resources, Inc., a Kansas corporation ("Western Resources"), to exchange Western Resources common stock, par value \$5.00 per share, for all of the outstanding shares of KCPL common stock, no par value ("KCPL Common Stock"), on the terms and conditions set forth in the prospectus of Western Resources dated July 3, 1996 and the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9.

ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED.

On July 11, 1996, Western Resources and Mr. Rives filed with the U.S. Court of Appeals for the Eighth Circuit a brief entitled Respondents' Memorandum in Opposition to Petitioner's Writ of Mandamus. Western Resources and Rives contend that a writ of mandamus should not issue because: (i) Rives has demonstrated "good cause" to discover privileged documents, and Rives' interests as a KCPL shareholder in this litigation are identical to Western Resource's interests; and (ii) KCPL waived the attorney-client privilege by (a) placing legal advice at issue when KCPL commenced an action seeking a declaratory judgment that the Merger Agreement did not violate the law or involve a breach of fiduciary duty and (b) disclosing privileged information to Merrill Lynch, its investment adviser.

On July 11, 1996, Mr. Manson filed with the U.S. Court of Appeals for the Eighth Circuit a brief entitled Intervenor Jack R. Manson's Response to Petition for Writ of Mandamus. Mr. Manson contends that a writ of mandamus should not issue because: (i) KCPL waived the attorney-client privilege by placing legal advice at issue when KCPL commenced an action seeking a declaratory judgment that the Merger Agreement did not violate the law or involve a breach of fiduciary duty; and (ii) he has shown "good cause" to discover privileged documents under *GARNER V. WOLFINBARGER*, 430 F.2d 1093 (5th Cir. 1970), *CERT. DENIED*, 401 U.S. 974 (1971).

On July 11, 1996, UCU filed with the U.S. District Court for the Western District of Missouri, Western Division, UtiliCorp United Inc.'s Motion to Intervene and a proposed Answer of Intervenor UtiliCorp United Inc. With this motion, UtiliCorp seeks to intervene as a Counterclaim Defendant, aligned with Counterclaim Defendants KCPL and the members of the KCPL Board, and file an answer to Count I of the Counterclaim of Western Resources and Robert L. Rives.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

The following Exhibit is filed herewith:

Exhibit [48]: Solicitation materials distributed to KCPL shareholders on July 13, 1996.

SIGNATURE

After reasonable inquiry and to the best of her knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

KANSAS CITY POWER & LIGHT COMPANY

By: /s/ Jeanie Sell Latz

Jeanie Sell Latz

Senior Vice President-Corporate Services

Dated: July 15, 1996

EXHIBIT INDEX

Exhibit No. -----	Description -----	Page -----
Exhibit [48]	Solicitation materials distributed to KCPL shareholders on July 13, 1996	

DRUE JENNINGS

CHAIRMAN OF THE BOARD

AND PRESIDENT
1201 WALNUT
P.O. BOX 418679
KANSAS CITY, MO 64141-9679

[LOGO]

July 12, 1996

Dear Shareholder:

The accompanying brochure presents the reasoning behind the KCPL/UtiliCorp merger, including the potential benefits for you. We urge you to read it thoroughly.

CONSIDER THE FACTS . . .

YOUR BOARD HAS CONCLUDED UNANIMOUSLY THAT THE KCPL/UTILICORP MERGER IS IN YOUR BEST INTERESTS. We are convinced the UtiliCorp merger will increase earnings per share, reduce investment risk and position the new company for growth in revenue, income and share value. THE UTILICORP MERGER ALSO CONTEMPLATES INCREASING YOUR ANNUAL DIVIDEND BY MORE THAN 18% TO \$1.85 PER SHARE.

EXAMINE THE RECORD . . .

In choosing between the KCPL/UtiliCorp merger and Western's proposal to exchange its shares for your KCPL shares, you must decide who can be trusted to provide the greatest value for you. We encourage you to compare our record of creating value for shareholders to that of Western's board and management.

LONG-TERM VALUE. I became chief executive officer of KCPL on May 1, 1988. From that date until January 19, 1996 (the date the KCPL/UtiliCorp merger agreement was signed), KCPL'S TOTAL RETURN FOR SHAREHOLDERS WAS GREATER THAN 230% -- MORE THAN ONE AND ONE-HALF TIMES WESTERN'S TOTAL RETURN FOR SHAREHOLDERS (148%) DURING THE SAME TIME PERIOD.*

SHORT-TERM VALUE. OVER THE TWO-YEAR PERIOD ENDED DECEMBER 31, 1995, KCPL'S TOTAL RETURN FOR SHAREHOLDERS (30%) WAS MORE THAN TRIPLE WESTERN'S TOTAL RETURN FOR SHAREHOLDERS (9%).* A combined KCPL/UtiliCorp can provide you with even greater returns and I plan to be part of that process.

. . . AND DO WHAT'S BEST FOR YOU.

TO PROTECT THE VALUE OF YOUR KCPL SHARES, WE STRONGLY URGE YOU TO VOTE "FOR" THE KCPL/UTILICORP MERGER TODAY BY SIGNING, DATING AND RETURNING THE ENCLOSED WHITE PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID RETURN ENVELOPE. A failure to approve the KCPL/UtiliCorp merger would deprive you of its many benefits, with no assurance that a transaction with Western would ever occur. Thank you for your continued trust and support.

Sincerely,

/s/ Drue Jennings

*Total return is measured by stock price appreciation, assuming reinvestment of dividends.

A new world of ENERGY

[LOGO]

VOTE

FOR the merger on the WHITE proxy card
to make our vision a reality

KANSAS CITY POWER & LIGHT COMPANY

KCPL and UtiliCorp have chosen Maxim Energies, Inc. as the name of our new company. MAXIM signifies the strength of our commitment to the highest levels of value and service, as well as our leadership in redefining our industry in a newly competitive marketplace. ENERGIES reflects the efforts of our employees and partners in providing a broad range of electric, gas and energy-related products and services in both regulated and non-regulated energy businesses.

Qualifying statement: This Fact Book does not purport to be complete, and is qualified in its entirety by reference to the more detailed information appearing in the Proxy Statement of Kansas City Power & Light Company (including the Annexes thereto), a copy of which has been previously provided to you. In addition, some statements may represent the opinions or beliefs of management. Shareholders are urged to read the KCPL Proxy Statement and Annexes in their entirety.

CLEARING THE CONFUSION

What is Western Resources' stock really worth? The combined effect of Western's potential \$105 million rate reduction and what we believe are more realistic merger-related savings for Western could bring a decline in the value of Western's stock, and an example is below.

Western Resources Forecast of 1998 Earnings Per Share for Western Resources/KCPL Combination*	\$2.52
Adjustment to Reflect \$105 Million Rate Reduction Recommended by Kansas Corporation Commission Staff**	(0.22)
Adjustment to Reflect Overstatement of Merger-Related Savings by Western Resources***	(0.11)
Revised Estimate of Western Resources' 1998 Earnings per Share for Western Resources/KCPL Combination	\$2.19
Implied REDUCTION in Western Resources Common Stock value in 1998 based on assumed price/earnings ratio of 11.5****	\$3.80

* As reported in the Western Resources Prospectus dated July 3, 1996 and excluding costs to achieve savings and transaction costs. In the Western Resources Prospectus, Western Resources estimated earnings per share for 1998 based on Western Resources' closing stock price on July 2, 1996 resulting in an exchange ratio of 1.01224.

** Assumes that Western Resources underestimated the rate reduction by \$46.3 million, derived by subtracting from Kansas Corporation Commission staff's recommended \$105 million annual rate reduction both (i) Western Resources' proposal for an \$8.7 million rate reduction and (ii) Western Resources' proposal for \$50 million accelerated depreciation of its investment in the Wolf Creek nuclear plant. The \$46.3 million adjustment as reduced by 40% to reflect the effect of taxes results in an after-tax adjustment of \$27.78 million, which results in a reduction to earnings per share of approximately \$0.22 based upon 128,136,000 shares outstanding.

*** Assumes that \$70.421 million in first year savings claimed in the Western Resources Prospectus are overstated by \$23.474 million. KCPL's analysis of Western Resources' claimed merger-related savings indicated that Western Resources overestimated total purchasing savings by 62.7% and over-estimated total administrative savings by 48.5%. Applying such percentages to the first year purchasing and administrative savings in Western Resources' Prospectus indicates that first year merger-related savings are overstated by slightly more than one-third. One-third of Western Resources' estimate of \$70.421 million equals \$23.474 million. The \$23.474 million adjustment as reduced by 40% to reflect the effect of taxes results in an after-tax adjustment of \$14.084 million, which results in a reduction to earnings per share of approximately \$0.11 based upon 128,136,000 shares outstanding.

**** Utility industry estimated average for 1996 as calculated in Merrill Lynch report dated June 26, 1996.

The foregoing contains certain statements of opinion and belief of KCPL. The foregoing information is provided to facilitate an analysis of the potential value of Western Resources' offer. The implied reduction, if any, in Western Resources' common stock value may be greater or less than indicated above.

TWO DISTINCT COMPANIES...

[GRAPHIC]

ONE UNIQUE VISION

[GRAPHIC]

// REGULATED // NON-REGULATED

OUR VISION

Our vision for the KCPL/UtiliCorp combined company is to be a full participant in the global energy marketplace, adding diversified products and services, entering new markets, and growing revenues, income and share value for our shareholders.

The energy industry has entered an era of inevitable, accelerating change. Consumer demand, technological advances, and legislative and regulatory reforms are leading to unprecedented competition. As a result, public utilities face business risks and limits on their ability to grow earnings. KCPL and UtiliCorp believe that continued growth in the industry can best be achieved through focused and strategic investment in primarily energy-related businesses.

We feel strongly that the combined company of KCPL/UtiliCorp embodies our shared vision, embraces the future and creates sustainable, long-term value for KCPL shareholders through strategic investments in regulated and nonregulated business opportunities.

A FIT FOR THE FUTURE...

The cornerstone of our proposal is the ability to achieve sustainable, long-term growth in shareholder value in this rapidly changing world. As a larger and more diversified company, we anticipate being able to:

- - compete more effectively in national and global markets
- - gain greater access to new customers and markets
- - use our size and stability to achieve enhanced access to capital markets
- - introduce a new array of energy products and services
- - build on a demonstrated track record in energy-related nonregulated businesses

...STARTING NOW

Tomorrow's world of energy begins today with the KCPL/UtiliCorp merger.

- - Shared, strategic vision
- - Opportunities available to Maxim Energies that are not available to KCPL and UtiliCorp separately:
 - Over \$600 million in savings over the next 10 years*
 - Additional operational pre-tax benefits of \$56.5 million over four years after the mergers**
 - Financial performance enhancements (pre-tax) of \$244 million over four years after the mergers***
- - 57% ownership in the new company for KCPL shareholders****
- - \$1.85 recommended annual dividend
- - Tax-free transaction
- - On track in the regulatory approval process, expected completion in second quarter 1997
- - Solid support from community, employees, elected officials

The revised merger agreement requires the favorable vote of a majority of KCPL shares voting on the transaction, instead of the original agreement's requirement of approval by two-thirds of all outstanding shares. Therefore, the will of a majority of KCPL common shares can approve the transaction, and a small minority of shares will not be able to block the transaction.

* see pages 51-55 of KCPL Proxy Statement

** see page 55 of KCPL Proxy Statement

*** see pages 55-58 of KCPL Proxy Statement

**** based on number of shares outstanding at the date of the KCPL/UtiliCorp merger agreement

...WITH THE WORLD AS OUR MARKETPLACE

[MAP DISPLAYING THE LOCATION OF THE CORPORATE HEADQUARTERS,
GAS MARKETING AREAS, POWER PROJECTS, GAS PIPELINES
AND GAS PROCESSING PLANTS.]

[MAP]

Increased access to a variety of high-growth national and international markets means the potential for sustained growth and risk avoidance.

REGULATORY DIVERSITY

- operations in eight states and six foreign countries
- nonregulated businesses

REVENUE DIVERSITY

- gas and electric utility, gas gathering and transportation, and other energy-related services and products

INVESTMENT DIVERSITY

- nearly half of the combined company's revenues would come from nonregulated operations

AND RESULTS...

We believe that blending the strengths of KCPL and UtiliCorp and their subsidiaries will define the successful energy services provider of the future.

FINANCIAL STRENGTHS

- - From 1985 to 1995, both KCPL and UtiliCorp delivered a total return to shareholders which exceeded market and industry averages.*
- - KCPL has achieved a strong A or above bond rating from major rating agencies.
- - UtiliCorp has increased assets by 431% since 1985 and earnings before interest, taxes, depreciation and amortization by 425%.

NEW PRODUCTS AND SERVICES

- - UtiliCorp has introduced EnergyOne, the first national brand name in the utility industry.
- - Through EnergyOne, UtiliCorp provides energy solutions to over 125 of the Fortune 500 companies in the U.S.
- - New product introductions are planned for 1997.

NEW MARKETS

- - UtiliCorp has proven experience with utility operations in other countries, investing a total of \$426 million in international electric utilities.
- - Since 1983, UtiliCorp has acquired and merged with ten domestic electric and gas utilities, investing a total of \$858 million.
- - KCPL has become involved in the small power production market in China, with plans to expand in that area.
- - KCPL has begun preliminary work on three power projects in the Pacific Northwest.

*Source: Wall Street Journal Shareholder Scoreboard, February 29, 1996.

...THAT ARE REAL

We believe a merger between KCPL and UtiliCorp means VALUE NOW!
The combined company anticipates the following benefits after
the merger:*

	Per Share			
	Year One	Year Two	Year Three	Year Four
Synergy Savings	\$0.10	\$0.16	\$0.22	\$0.25
Additional Operational Benefits	\$0.08	\$0.08	\$0.07	\$0.06
Financial Performance Enhancement	\$0.20	\$0.25	\$0.35	\$0.44
Total	\$0.38	\$0.49	\$0.64	\$0.75

Our combined company will be committed to continued growth through strategic investment in nonregulated and regulated segments of the energy business. Our goals to shareholders:

- total returns consistently above both industry and broad market averages
- an investment with below average market risk
- an investment in a company with a diversified base of energy-related businesses without excess concentration in fuel source, customer mix or regulatory jurisdiction

* A portion of the savings from regulated operations will be shared with ratepayers. Estimates of the savings resulting from the mergers are based on assumptions which KCPL believes to be reasonable, but there can be no assurances that such assumptions will approximate actual experience, and in such event actual results could differ materially from the predictions herein. Shareholders are urged to review pages 51-58 of KCPL's Proxy Statement that discuss these savings and their underlying assumptions in greater detail.

"I am confident that the result of the merger will be STRONG CORPORATE LEADERSHIP and a VALUABLE ALLY in our economic development efforts. This proposal provides the BEST FUTURE for Missouri and the Kansas City area." Gov. Mel Carnahan, Governor of Missouri, May 15, 1996, press release (emphasis added)

VOTE THE VISION

Vote FOR our vision on the WHITE card to secure the benefits of this merger. Your vote is important in making the KCPL/UtiliCorp vision a reality.

TO EXERCISE YOUR RIGHT TO VOTE:

- Return your white proxy card whether or not you plan to attend the special shareholders meeting on August 7, 1996.
- Remember - you need to send this new proxy card, even if you voted on the original merger agreement.
- Be sure to sign and date the proxy card.
- Return the card in the enclosed, self-addressed envelope, which requires no postage if mailed in the United States.

DO NOT SIGN ANY PROXY CARD WESTERN RESOURCES MAY SEND YOU. YOUR BOARD OF DIRECTORS HAS CONCLUDED THAT THE WESTERN RESOURCES PROPOSAL IS NOT IN YOUR BEST INTERESTS. BE AWARE - YOU ARE UNDER NO OBLIGATION TO RESPOND TO ANY SOLICITATION BY WESTERN RESOURCES.

Questions? Call KCPL Investor Relations at 800-245-5275 or D.F. King, our proxy solicitor, at 800-714-3312.

"Increased JOB OPPORTUNITIES, COST SAVINGS in the neighborhood of \$600 million over the next decade, and LOWER RATES than would otherwise be possible make this merger one of the BEST BUSINESS COMBINATIONS ever proposed in the state of Missouri." Bob Holden, Missouri State Treasurer, May 16, 1996, press release (emphasis added)

"We believe that OUR BEST INTEREST lies with the merger of KCPL and UtiliCorp...We believe our new company will rely heavily on the PEOPLE THEY EMPLOY to ACHIEVE THE GOALS they are setting forth, and this is music to our ears." Locals 412, 1464 and 1613, The International Brotherhood of Electrical Workers, April 22, 1996, letter to union members (emphasis added)

[LOGO]

Kansas City Power & Light Company

KCPL Investor Relations

800-245-5275

D.F. King

800-714-3312