

SCHEDULE 14A INFORMATION

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

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

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

KANSAS CITY POWER AND LIGHT COMPANY

(Name of Registrant as Specified In Its Charter)

WESTERN RESOURCES, INC.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

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

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

- 2) Aggregate number of securities to which transaction applies:

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

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

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

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

/x/ Filing fee paid with preliminary filing.

The following press release was issued on May 20, 1996:

WESTERN RESOURCES ISSUES RESPONSE
TO UTILICORP/KCPL AMENDED MERGER ANNOUNCEMENT

TOPEKA, Kansas, May 20, 1996 -- The new merger proposal does not
surprise us, but we believe our original offer remains financially superior
for KCPL shareholders. It appears to us that the shift in value from
UtiliCorp to KCPL shareholders was forced by the failure of KCPL management
to obtain adequate shareholder support for the merger it proposed in
January. We will be reviewing the new agreement as soon as it is publicly
available and will then consider what additional action may be appropriate.

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>.

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.

The following ad was run in the Topeka-Capital Journal on May 21, 1996:

[LOGO]
WESTERN RESOURCES
OFFERS
VALUE

The key to KCPL shareholders can be reduced to a single word - VALUE.

| | Price | Current Dividend |
|--------------------------------------|-------------|------------------|
| Western Resources' Offer | \$28.00 (1) | \$1.88-2.03 (3) |
| KCPL | \$23.88 (2) | \$1.56 |
| Premium offered by Western Resources | 17% | 20%-30% |

The choice is clear.
Choose Value.
Choose Western Resources.

Vote AGAINST the UtiliCorp/KCPL merger on the BLUE proxy card.

For more information, call Georgeson & Company, Inc., assisting us, at 1-800-223-2064.

(1) The Western Resources offer provides \$28.00 worth of Western Resources common stock per KCPL share as long as Western Resources' share price is between \$28.43 and \$30.77. (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 current indicated annual dividend of \$2.06. The dividend range is an equivalent per share amount based upon the Western Resources Offer current exchange ratio.

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 on 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 following ad was run in the Wichita Eagle on May 21, 1996:

[LOGO]
WESTERN RESOURCES
OFFERS

VALUE

The key to KCPL shareholders can be reduced to a single word - VALUE.

| | Price | Current Dividend |
|--------------------------------------|-------------|------------------|
| Western Resources' Offer | \$28.00 (1) | \$1.88-2.03 (3) |
| KCPL | \$23.88 (2) | \$1.56 |
| Premium offered by Western Resources | 17% | 20%-30% |

The key to KGE customers is - LOWER RATES.
\$100 million over ten years.(4)

The choice is clear.
Choose Value.
Choose Western Resources.

Vote AGAINST the UtiliCorp/KCPL merger on the BLUE proxy card.

For more information, call Georgeson & Company, Inc., assisting us, at 1-800-223-2064.

(1) The Western Resources offer provides \$28.00 worth of Western Resources common stock per KCPL share as long as Western Resources' share price is between \$28.43 and \$30.77. (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 current indicated annual dividend of \$2.06. The dividend range is an equivalent per share amount based upon the Western Resources Offer current exchange ratio. (4) Western Resources' proposed annual rate reduction of \$10 million as part of its merger plan. \$100 million over the ten years after the merger, in addition to the rate reductions already proposed.

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 on 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 following Employee Update was issued on May 21, 1996:

KCPL AND UTILICORP AMEND TERMS OF MERGER AGREEMENT

According to a Business Wire report, KCPL and UtiliCorp announced last night that they have entered into an Amended and Restated Agreement and Plan of Merger.

Under the revised terms of the merger, a new KCPL subsidiary would be created, and it would be merged into UtiliCorp. UtiliCorp then would be merged with KCPL to form the combined company.

KCPL and UtiliCorp shareholders will vote on the proposed transaction at separate special meetings expected to be held this summer. The amended merger agreement requires an affirmative vote by owners of a majority of the outstanding shares of UtiliCorp. The agreement also calls for KCPL to issue new shares to complete the merger which will require, under New York Stock Exchange rules, approval by owners of a majority of the KCPL shares voting at a duly called meeting.

In response to this announcement, Western Resources issued the following response:

The new merger proposal does not surprise us, but we believe our original offer remains financially superior for KCPL shareholders. It

appears to us that the shift in value from UtiliCorp to KCPL shareholders was forced by the failure of KCPL management to obtain adequate shareholder support for the merger it proposed in January. We will be reviewing the new agreement as soon as it is publicly available and will then consider what additional action may be appropriate.

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.