

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
- / / Definitive Additional Materials
- /X/ 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.

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(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:

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2) Aggregate number of securities to which transaction applies:

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

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4) Proposed maximum aggregate value of transaction:

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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:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

/x/ Filing fee paid with preliminary filing.

On April 28, 1996, Western Resources, Inc. issued the following Press  
Release:

UTILITY ANALYSTS SUPPORT  
WESTERN RESOURCES' MERGER OFFER

TOPEKA, Kansas, April 28, 1996 -- The overwhelmingly positive reaction  
of utility analysts to the Western Resources offer to merge with Kansas  
City Power & Light represents a strong endorsement of the Western Resources  
offer, Western Resources' chairman and chief executive officer John E.  
Hayes, Jr., announced today.

"We have been extremely pleased by the favorable reaction of some of  
the utility industry's top financial experts," Hayes said. "After studying  
our offer and discussing it with us, their response has been uniformly  
positive."

Hayes said most of the analysts have concluded the proposed Western  
Resources/KCPL merger offers greater immediate benefits to shareholders and  
customers than UtiliCorp's offer to KCPL. And because the two companies

would fit so well together, Hayes said, the analysts believe a Western Resources/KCPL merger would strengthen both companies through impressive cost savings and provide synergy for future growth.

"The best evidence of how our proposed merger is being evaluated by the financial community can be seen from some of their published comments," Hayes said.

Hayes cited an earlier analyst evaluation of Western Resources, which he said should put to rest the claim that Western Resources lacks the vision to meet the challenges posed by deregulation and stiffer competition:

"We regard (Western Resources') management among the most innovative in the industry, a characteristic that will become increasingly important as the industry becomes more competitive."

Edward Tirello, NatWest Securities Corporation, Dec. 22, 1995.

Hayes also cited the following analyst comments:

"Western Resources has a proven track record of successfully working through utility mergers in the recent past in a way that creates shareholder value and benefits for ratepayers. Because of this, we have a great deal of confidence that the management can accomplish similar success in a merger with KLT (KCPL)."

Barry M. Abramson, CFA, Prudential Securities, April 23, 1996.

"...we believe that Western Resources' proposal is clearly superior from both a shareholder (premium and dividend increase), ratepayer (larger rate cuts) . . ."

Steven I. Fleishman, Dean Witter Reynolds, Inc., April 16, 1996.

"...UtiliCorp (UCU) carries the most downside for KLT (KCPL). We anticipate a BBB+ rating under this scenario because: (1) UCU has weaker financials; and (2) has fewer operating synergies. Shareholders will undoubtedly find the (WR/KCPL) \$1.23 per share premium attractive and regulators will undoubtedly be lured by the \$1.043 billion expense savings (1/3 of which will be passed on to customers)."

Dan Scotto, Bear, Stearns & Co., Inc., April 15, 1996

"Western Resources' offer to merge with KLT (KCPL) appears significantly better than KLT's proposed merger with UtiliCorp. New company would have higher earnings, higher dividend, strong balance sheet and good cash flow."

Greg Gordon, CFA, Oppenheimer & Co., Inc., April 18, 1996.

"WR's offer is clearly better for KLT shareholders and customers than the agreed-to merger with UCU (UtiliCorp)."

Douglas A. Fischer, CFA, A.G. Edwards & Sons, Inc., April 15, 1996.

Hayes pointed out that the quotes from industry experts were not solicited by Western Resources, but stemmed from their own independent evaluation of the company.

"When I announced our offer to merge with KCPL, I called the offer a 'win, win, win' proposition, and I think these expert opinions bear me out," Hayes said. "A Western Resources/KCPL merger will be a win for our shareholders, a win for our customers, a win for employees and a win for the communities these two great companies serve."

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>.

SHARES OF KANSAS CITY POWER & LIGHT COMPANY ("KCPL")  
COMMON STOCK HELD BY WESTERN RESOURCES, INC. ("WESTERN RESOURCES"),  
ITS DIRECTORS AND EXECUTIVE OFFICERS AND CERTAIN EMPLOYEES, OTHER  
REPRESENTATIVES OF WESTERN RESOURCES AND CERTAIN OTHER PERSONS WHO MAY  
SOLICIT PROXIES, AND CERTAIN TRANSACTIONS BETWEEN ANY OF THEM AND KCPL

Western Resources may solicit proxies against the KCPL/UtiliCorp United Inc. merger. The participants in this solicitation may include Western Resources, the directors of Western Resources (Frank J. Becker, Gene A. Budig, C.Q. Chandler, Thomas R. Clevenger, John C. Dicus, John E. Hayes, Jr., David H. Hughes, Russell W. Meyer, Jr., John H. Robinson, Louis

W. Smith, Susan M. Stanton, Kenneth J. Wagnon and David C. Wittig), and the following executive officers and employees of Western Resources or its subsidiaries: Steven L. Kitchen (E.V.P. and C.F.O.), Carl M. Koupal, Jr. (E.V.P. and CAO), John K. Rosenberg (E.V.P. and G.C.), Jerry D. Courington (Controller), James T. Clark (V.P.), William G. Eliason (V.P.), Thomas L. Grennan (V.P.), Richard M. Haden (E.V.P.), Norman E. Jackson (E.V.P.), James A. Martin (V.P.), Hans E. Mertens (V.P.), Carl A. Ricketts (V.P.), David E. Roth (V.P.), Mark A. Ruelle (V.P.), Edward H. Schaub (V.P.), Thomas E. Shea (Treasurer), Richard D. Terrill (Secretary), William B. Moore (President, KGE), Steven A. Millstein (President, Westar Consumer), Rita A. Sharpe (V.P., Westar Business), Kenneth T. Wymore (President, Westar Business), C. Bob Cline (President, Westar Capital), Fred M. Bryan (President, KPL), Roderick S. Donovan (V.P., Westar Gas Marketing), Catherine A. Forbes, Hal L. Jensen, Lisa A. Walsh, Donald W. Bartling, Michael L. Faler, Clyde R. Hill, Leroy P. Wages, David R. Phelps, Wayne Kitchen, Glen A. Scott, Jr., Kelly B. Harrison, Marcus J. Ramirez, Anita J. Hunt, Ira W. McKee, Jr., Michael D. Clark (Controller, Westar Business), Douglas J. Henry, Annette M. Beck, C.W. Underkofler, Carol E. Deason, James

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Other than as set forth, herein, as of the date of this news release, neither Western Resources nor any of its directors, executive officers or other representatives or employees of Western Resources, or other persons known to Western Resources, who may solicit proxies has any security holdings in KCPL.

Western Resources disclaims beneficial ownership of any securities of KCPL held by any pension plan of Western Resources or by any affiliate of Western Resources.

Although Salomon Brothers Inc, financial advisors to Western Resources, do not admit that they or any of their directors, officers, employees or affiliates are a "participant," as defined in Schedule 14A promulgated under the Securities Exchange Act of 1934 by the Securities and Exchange Commission, or that such Schedule 14A requires the disclosure of certain information concerning Salomon Brothers Inc, Gregg S. Polle (Managing Director), Arthur H. Tildesley, Jr. (Director), Terence G. Kawaja (Vice President) and Anthony R. Whittemore (Associate), in each case of Salomon Brothers Inc, may assist Western Resources in such a solicitation. Salomon Brothers Inc engages in a full range of investment banking, securities trading, market-making and brokerage services for institutional and individual clients. In the normal course of their business, Salomon Brothers Inc may trade securities of KCPL for their own account and the account of their customers and, accordingly, may at any time hold a long or short position in such securities. As of April 19, 1996, Salomon Brothers Inc did not hold any securities of KCPL.

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On April 29, 1996, Western Resources, Inc. issued the following Employee Update:

Western Resources/KCPL Merger  
Informational Activities through May 22

Perhaps you've been wondering about Western Resources' plans going forward in our efforts to merge with KCPL.

The next few weeks \_ leading up to the May 22 KCPL shareholder meeting \_ will be very busy ones for Western Resources.

On May 22, KCPL shareholders will be given an opportunity to vote on the proposed UtiliCorp/KCPL merger. In order for our transaction to be considered, the proposed merger with UtiliCorp must not be approved by the KCPL shareholders.

As you can imagine, between now and then, we will be busy discussing the merits of our merger.

\*Letter to KCPL

On Friday, April 26, we sent a letter to Drue Jennings, KCPL chairman of the board, president and chief executive officer. In this letter, we addressed KCPL's misleading statements appearing in communications to KCPL shareholders, employees, and in the media in general. This letter and a related news release were sent to all media outlets as well as to Western Resources employees.

\*Financial Community Visits

We also will make extensive visits to the financial community. We will visit 35 cities in the next two weeks to talk openly and factually about our offer. These visits will be in cities across the nation. We will keep you apprised of the feedback we're receiving from analysts in the financial world.

\*Employee Meetings

On Monday, April 29, we will begin a series of employee meetings to visit about merger-related developments. We will visit as many employee locations as possible so questions can be answered by those involved in the merger offer. Watch for future information about dates, times, and locations.

\*Advertising

During the past few days, you also may have noticed several advertisements in local newspapers. These advertisements, appearing in local, regional and national publications, are part of our efforts to explain the benefits of our offer.

\*STARLINE

In the meantime, we will continue to address your questions and concerns through the Western Resources employee telephone line - STARLINE. Employees are encouraged to call 1-800-621-4282 or, from your work location, call 913-575-8180. Please leave your name and location for the fastest reply.

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Additional material to be presented at analysts meetings the week of April 29, 1996:

Title:  
SYNERGIES COMPARISON TO ANNOUNCED TRANSACTIONS

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HISTOGRAM GRAPHS  
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Position Reductions  
(% of Total Company)

Low 0.9%  
Average 6.9%  
High 11.5%

CE/TE	3.4%
PPL/UPL	11.5%
NU/PSNH	0.9%
SCE/SDG&E	5.1%
KCPL/KGE	5.5%



KPL/KGE	6.6%
IPC/IPS	5.8%
ETR/GSU	Not Applicable
CGE/PSI	4.2%
IPL/PSI	9.6%
IEL&P/IS	Not Applicable
CSW/EPE	2.6%
WWP/SPR	8.5%
MWR/IIGE	6.0%
NSP/WEC	10.1%
UE/CIPS	3.4%
PSCo/SPS	8.8%
PECO/PPL	9.5%
BGE/PEPCO	11.0%
PSPL/WEC	8.7%
WPL/IPC/IES	10.8%
WR/KLT	7.3%

Nonfuel O&M Savings - Year 5  
(% of Nonfuel Expense)

Low 1.7%  
Average 7.3%  
High 15.3%

CE/TE	6.2%
PPL/UPL	5.9%
NU/PSNH	1.7%
SCE/SDG&E	5.2%
KCPL/KGE	4.2
KPL/KGE	6.9%
IPC/IPS	6.1%
ETR/GSU	4.2%
CGE/PSI	7.2%
IPL/PSI	13.1%
IEL&P/IS	4.1%
CSW/EPE	2.3%
WWP/SPR	10.1%
MWR/IIGE	5.7%
NSP/WEC	15.3%
UE/CIPS	5.4%
PSCo/SPS	5.0%
PECO/PPL	9.9%
BGE/PEPCO	14.3%
PSPL/WEC	9.4%
WPL/IPC/IES	10.6%
WR/KLT	10.7%

Fuel Savings - Year 5  
(% of Fuel Expense)

Low 0.0%  
Average 1.8%  
High 8.6%

CE/TE	2.4%
PPL/UPL	8.6%
NU/PSNH	1.0%
SCE/SDG&E	0.1%
KCPL/KGE	4.6%
KPL/KGE	2.1%
IPC/IPS	0.5%
ETR/GSU	3.4%
CGE/PSI	1.0%
IPL/PSI	0.0%
IEL&P/IS	4.1%
CSW/EPE	0.1%
WWP/SPR	0.1%
MWR/IIGE	0.2%
NSP/WEC	1.7%
UE/CIPS	1.7%
PSCo/SPS	3.8%
PECO/PPL	0.3%
BGE/PEPCO	0.0%
PSPL/WEC	0.0%
WPL/IPC/IES	1.4%
WR/KLT	1.2%

Title:  
SYNERGIES COMPARISON TO ANNOUNCED TRANSACTIONS  
Recent Announcements

-----  
HISTOGRAM GRAPH  
-----

Position Reductions  
(% of Total Company)

WRI/KLT 7.3%  
  
Low 3.4%  
Average 8.5%  
High 11.0%

Nonfuel O&M Savings - Year 5  
(% of Nonfuel Expenses)

WRI/KLT 10.7%  
  
Low 5.0%  
Average 9.5%  
High 15.3%

Fuel Savings - Year 5  
(% of Fuel Expense)

WRI/KLT 1.2%  
  
Low 0.0%  
Average 1.0%  
High 3.8%

(1) Includes last nine announced transactions for which information is available.

Source: Regulatory Filings

Page fifty-four of UtiliCorp 1995 Annual Report

Note 16: Segment Information

Dollars in millions	December 31,		
	1995	1994	1993
-----			
Sales:			
Electric	\$ 577.7	\$ 557.0	\$ 546.9
Gas	616.8	618.6	686.1
Energy related business	1,171.0	935.8	1,292.0
Other	433.0	286.7	221.1
-----			
Total Sales	\$2,798.5	\$2,398.1	\$2,746.1
-----			
Depreciation, Depletion and Amortization:			
Electric	\$ 53.7	\$ 49.9	\$45.9
Gas	34.3	30.1	28.6
Energy related business	49.6	59.6	60.8
Other	7.8	5.9	5.5
-----			
Total Depreciation, Depletion and Amortization	\$145.4	\$145.5	\$140.8
-----			
Income (Loss) From Operations:			
Electric	\$127.4	\$125.3	\$119.4
Gas	68.3	61.8	65.7
Energy related businesses	68.4	43.4	(32.9)
Other	(39.0)	(2.5)	(8.2)
-----			
Total Income From Operations	\$225.1	\$228.0	\$144.0
-----			
Identifiable Assets:			
Electric	\$1,200.2	\$1,164.6	\$1,162.0

Gas	900.0	819.9	716.9
Energy related businesses	873.1	717.1	604.2
Other	912.6	409.5	367.4
-----			
Total Assets	\$3,885.9	\$3,111.1	\$2,850.5
-----			
Capital Expenditures:			
Electric	\$ 69.5	\$ 81.3	\$ 87.4
Gas	39.9	50.7	53.1
Energy related businesses	144.0	113.6	94.5
-----			
Total Capital Expenditures	\$253.4	\$245.6	\$235.0
-----			

Source: Utilicorp United 1995 Annual Report

Title:  
Where do the savings go...

-----  
BAR GRAPH  
-----

WR/KCPL  
\$1,043 million

Customers	\$ 310	30%
Accelerated Depreciation	\$ 250	24%
Transaction Costs	\$ 88	8%
Additional Dividends to KCPL Shareholders*	\$ 220	21%
Retained Earnings	\$ 175	17%

UCU/KCPL  
\$636 million

Customers	\$ 255	35%
Accelerated Depreciation	\$ 250	39%
Transaction Costs	\$ 30	5%
Retained Earnings	\$ 131	21%

\* Based on Western Resources' April 26, 1996 stock price and current annual dividend levels.

Title:  
Exchange Ratio Calculation and the Collar Mechanism  
Calculation of Stock Price and Dividends to KCPL Shareholders

-----  
Table  
-----

Western Stock Price	Exchange Ratio WR/KCPL	Stock Value to KCPL	Premium to KCPL April 12	Dividend to KCPL Holders	Increase to KCPL Dividend
\$27.00	0.985	\$26.59	11.4%	\$2.03	30.1%
\$27.50	0.985	\$27.08	13.4%	\$2.03	30.1%
\$28.00	0.985	\$27.58	15.5%	\$2.03	30.1%
-----					
Bottom of Collar					
\$28.43	0.985	\$28.00	17.3%	\$2.03	30.1%
-----					
\$28.50	0.982	\$28.00	17.3%	\$2.02	29.5%
\$29.50	0.949	\$28.00	17.3%	\$1.96	25.6%
\$30.50	0.918	\$28.00	17.3%	\$1.89	21.2%
-----					
\$31.50	0.889	\$28.00	17.3%	\$1.83	17.3%
\$32.50	0.862	\$28.00	17.3%	\$1.77	13.5%
\$33.50	0.836	\$28.00	17.3%	\$1.72	10.3%
\$33.61	0.833	\$28.00	17.3%	\$1.72	10.3%
-----					
Top of Collar					
\$34.50	0.833	\$28.74	20.4%	\$1.72	10.3%
\$35.50	0.833	\$29.57	23.9%	\$1.72	10.3%
\$36.50	0.833	\$30.41	27.4%	\$1.72	10.3%
\$37.50	0.833	\$31.24	30.8%	\$1.72	10.3%
\$38.50	0.833	\$32.07	34.3%	\$1.72	10.3%

-----  
 | | Indicates Western Resources' trading range since the  
 ----- offer was announced (April 14, 1996 - April 26, 1996)

Title:  
 ADDITIONAL OPPORTUNITIES

-----  
 CHART  
 -----

Additional Unquantified Savings Opportunities Are Potentially Available

	Potential Impact
	-----
	Medium
	Medium
	Low
	Low
	Low
Current	Low
Conservatism	Medium
	Medium
	Low
	High
	Low
	Medium
	High
	Medium

Advertisement published on April 28, 1996:

OUR OFFER MEANS  
 LOWER ELECTRIC COSTS  
 FOR KGE CUSTOMERS

10%

BELOW  
 NATIONAL AVERAGE

Western Resources' offer to KCPL, combined with our proposed rate reductions, cuts KGE electric costs to BELOW the national average the first year of the merger, reaching 10% below the national average in ten years.

The bottom line: Western Resources' offer to KCPL is better for KGE customers.  
 Better for KCPL shareholders.  
 Better for Kansas. Better for you.

[LOGO]  
 Western Resources

SHARES OF KANSAS CITY POWER & LIGHT COMPANY ("KCPL")  
 COMMON STOCK HELD BY WESTERN RESOURCES, INC. ("WESTERN RESOURCES"),  
 ITS DIRECTORS AND EXECUTIVE OFFICERS AND CERTAIN EMPLOYEES, OTHER  
 REPRESENTATIVES OF WESTERN RESOURCES AND CERTAIN OTHER PERSONS WHO  
 MAY  
 SOLICIT PROXIES, AND CERTAIN TRANSACTIONS BETWEEN ANY OF THEM AND  
 KCPL

Western Resources may solicit proxies against the KCPL/UtiliCorp United Inc. merger. The participants in this solicitation may include Western Resources, the directors of Western Resources (Frank J. Becker, Gene A. Budig, C.Q. Chandler, Thomas R. Clevenger, John C. Dicus, John E. Hayes, Jr., David H. Hughes, Russell W. Meyer, Jr., John H. Robinson, Louis W. Smith, Susan M. Stanton, Kenneth J. Wagnon and David C. Wittig), and the following executive officers and employees of Western Resources or its subsidiaries: Steven L. Kitchen (E.V.P. and C.F.O.), Carl M. Koupal, Jr. (E.V.P. and CAO), John K. Rosenberg (E.V.P. and G.C.), Jerry D. Courington (Controller), James T. Clark (V.P.), William G. Eliason (V.P.), Thomas L. Grennan (V.P.), Richard M. Haden

(E.V.P.), Norman E. Jackson (E.V.P.), James A. Martin (V.P.), Hans E. Mertens (V.P.), Carl A. Ricketts (V.P.), David E. Roth (V.P.), Mark A. Ruelle (V.P.), Edward H. Schaub (V.P.), Thomas E. Shea (Treasurer), Richard D. Terrill (Secretary), William B. Moore (President, KGE), Steven A. Millstein (President, Westar Consumer), Rita A. Sharpe (V.P., Westar Business), Kenneth T. Wymore (President, Westar Business), C. Bob Cline (President, Westar Capital), Fred M. Bryan (President, KPL), Roderick S. Donovan (V.P., Westar Gas Marketing), Catherine A. Forbes, Hal L. Jensen, Lisa A. Walsh, Donald W. Bartling, Michael L. Faler, Clyde R. Hill, Leroy P. Wages, David R. Phelps, Wayne Kitchen, Glen A. Scott, Jr., Kelly B. Harrison, Marcus J. Ramirez, Anita J. Hunt, Ira W. McKee, Jr., Michael D. Clark (Controller, Westar Business), Douglas J. Henry, Annette M. Beck, C.W. Underkofler, Carol E. Deason, James N. Wishart, Gregory M. Wright, Richard D. Kready, Michel' J. Philipp, Greg A. Greenwood, Carolyn A. Starkey, Bruce A. Akin, James J. Ludwig, Bruce R. Burns, Kelly D. Foley, Robin D. Brown, Rechell L. Smith, Shari L. Gentry, Gay V. Crawford, Susan K. Reese, Don W. Whitlock, Denise A Schumaker, Duane D. Goertz, Robert J. Knott and Judith A. Wilt.

As of April 19, 1996, Western Resources had no security holdings in KCPL. Robert L. Rives, a person who will solicit proxies, is the beneficial owner of 500 shares of common stock, no par value, of KCPL (the "KCPL Common Stock"). 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. Western Resources director C.Q. Chandler is Chairman of the board of directors of INTRUST Financial Corporation. INTRUST Bank, a subsidiary of INTRUST Financial Corporation, holds in ten trust accounts an aggregate of 5,468 shares of KCPL Common Stock. Wayne Kitchen is the beneficial owner of 400 shares of KCPL Common Stock.

Other than as set forth, herein, as of the date of this news release, neither Western Resources nor any of its directors, executive officers or other representatives or employees of Western Resources, or other persons known to Western Resources, who may solicit proxies has any security holdings in KCPL. Western Resources disclaims beneficial ownership of any securities of KCPL held by any pension plan of Western Resources or by any affiliate of Western Resources.

Although Salomon Brothers Inc, financial advisors to Western Resources, do not admit that they or any of their directors, officers, employees or affiliates are a "participant," as defined in Schedule 14A promulgated under the Securities Exchange Act of 1934 by the Securities and Exchange Commission, or that such Schedule 14A requires the disclosure of certain information concerning Salomon Brothers Inc, Gregg S. Polle (Managing Director), Arthur H. Tildesley, Jr. (Director), Terence G. Kawaja (Vice President) and Anthony R. Whittemore (Associate), in each case of Salomon Brothers Inc, may assist Western Resources in such a solicitation. Salomon Brothers Inc engages in a full range of investment banking, securities trading, market-making and brokerage services for institutional and individual clients. In the normal course of their business, Salomon Brothers Inc may trade securities of KCPL for their own account and the account of their customers and, accordingly, may at any time hold a long or short position in such securities. As of April 19, 1996, Salomon Brothers Inc did not hold any securities of KCPL.

Except as disclosed above, to the knowledge of Western Resources, none of Western Resources, the directors or executive officers of Western Resources or the employees or other representatives of Western Resources named above has any interest, direct or indirect, by security holdings or otherwise, in KCPL.

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Advertisement published on April 28, 1996:

OUR OFFER MEANS  
MORE DIVIDENDS FOR  
KCPL SHAREHOLDERS.

23%

MORE

Western Resources' merger offer to KCPL  
pays shareholders a 23%\* increase in dividend,  
and delivers a 17%\*\* premium  
over market value.

The bottom line:  
Western Resources' offer is better  
for KCPL shareholders.  
Better for Kansas. Better for you.

[LOGO]  
Western Resources

\*Based upon closing stock prices April 26, 1996, and Western  
Resources' current annual dividend of \$2.06 per share.

\*\*Based upon closing stock prices April 12, 1996, the last  
trading date prior to the public announcement of Western  
Resources' offer.

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Jr., Michael D. Clark (Controller, Westar Business), Douglas J.  
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Greg A. Greenwood, Carolyn A. Starkey, Bruce A. Akin, James J.  
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Advertisement to be published week of April 29, 1996:

EVERYBODY'S  
TALKING ABOUT  
WESTERN RESOURCES'  
OFFER TO KCPL.

HERE'S WHAT THE EXPERTS HAVE TO SAY.

Edward Tirello, NatWest Securities Corporation,  
December 22, 1995

"We regard Western Resources' management among the most innovative in the industry, a characteristic that will become increasingly important as the industry becomes more competitive."

Barry M. Abramson, CFA, Prudential Securities,  
April 23, 1996

"Western Resources has a proven track record of successfully working through utility mergers in the recent past in a way that creates shareholder value and benefits for ratepayers. Because of this, we have a great deal of confidence that the management can accomplish similar success in a merger with KLT [KCPL]."

Steven I. Fleishman, Dean Witter Reynolds, Inc.,  
April 16, 1996.

"...we believe that Western Resources' proposal is clearly superior from both a shareholder (premium and dividend increase), ratepayer

(larger rate cuts)..."

Dan Scotto, Bear, Stearns & Co., Inc.,  
April 15, 1996

"UtiliCorp (UCU) carries the most downside for KLT (KCPL). We anticipate a BBB+ rating under this scenario because: (1) UCU has weaker financials; and (2) has fewer operating synergies. Shareholders will undoubtedly find the (WR/KCPL) \$1.23 per share premium attractive and regulators will undoubtedly be lured by the \$1.043 billion expense savings (1/3 of which will be passed on to customers)."

Western Resources has filed exchange offer materials with the Securities and Exchange Commission and intends to make its offer directly to shareholders of KCPL as soon as its registration statement has been declared effective by the S.E.C.

Western believes its offer is financially superior to the proposed merger between UtiliCorp United and KCPL which you will be asked to vote upon at the KCPL shareholders meeting on May 22, 1996. We intend to solicit proxies from KCPL shareholders in opposition to the UtiliCorp merger vote.

Vote AGAINST the UtiliCorp/KCPL merger

[LOGO]

Western Resources

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