

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 party other than the registrant /x/

Check the appropriate box:  
 / / Preliminary proxy statement / / Confidential, for Use of the  
 Commission Only (as permitted by  
 / / Definitive proxy statement Rule 14a-6(e)(2))  
 /x/ 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)

Payment of filing fee (Check the appropriate box):

/ / \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(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:  
 (5) Total fee paid:  
 /x/ 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:



The following is a mailgram being sent to certain KCPL shareholders:



Proxy Services  
51 Mercedes Way  
Edgewood, NY 11717

May 17, 1996

NA.1 [Merge Codes for Mailing]  
NA.2 [Merge Codes for Mailing]  
NA.3 [Merge Codes for Mailing]  
NA.4 [Merge Codes for Mailing]  
NA.5 [Merge Codes for Mailing]  
NA.6 [Merge Codes for Mailing]

Dear KCPL Shareholder:

The Annual Meeting of KCPL's shareholders is just five days away. Your vote will determine the future value and direction of your investment in KCPL. Western Resources has offered you what we believe is a substantial increase in dividends, a significant premium for your shares, and a stronger financial partner in a tax-free merger. However, you will be unable to consider the Western Resources offer unless the UtiliCorp transaction is defeated. Remember:

- \* Western Resources is bringing you, the KCPL shareholder, real value for your shares in an investment that carries the same standards of sound financial management and customer service you have enjoyed. The resulting company, we believe, will be stronger and better able to weather the new world of competition facing all utility companies.
- \* If the UtiliCorp transaction is defeated, you will retain your KCPL shares and gain an opportunity to accept the Western Resources offer.

Act now to protect your investment and preserve your right to choose. Vote AGAINST the UtiliCorp merger.

Since time is short and your vote important, we have established a method which enables you to vote by toll-free ProxyGram. Please dial the toll-free number listed below. Independent operators are standing by to assist you.



TOLL-FREE PROXYGRAM OPERATORS WHO ARE INDEPENDENT OF THE COMPANY ARE AVAILABLE TO ASSIST YOU NOW!!!

INSTRUCTIONS

1. Call Toll-Free 1-800-521-8454 between 8:00 a.m. and 12:00 midnight eastern time.
2. Tell the operator that you wish to send a collect ProxyGram to ID No. 4162, Proxy Solicited by Western Resources, Inc. in Opposition to the Proxy Solicited by the Directors of Kansas City Power & Light Company.
3. State your name, address and telephone number.
4. State the bank or broker at which your shares are held and your control number as shown below:

Name: NA1 [Merge Codes for Mailing]  
 Broker: Broker [Merge Codes for Mailing]  
 Control number: ControlNum [Merge Codes for Mailing]  
 Number of shares: Shares [Merge Codes for Mailing]

If you need assistance in voting, call our solicitor, Georgeson & Company Inc. at 1-800-223-2064.

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 April 3, 1996 (the "Record Date"), 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 Annual Meeting of KCPL Shareholders to be held on May 22, 1996 (and any adjournments, postponements, continuations of reschedulings thereof), at which holders of Shares will be voting on, among other things, approval and adoption of the Agreement and Plan of Merger, dated as of January 19, 1996, by and among KCPL, UtiliCorp United Inc., a Delaware corporation ("UtiliCorp"), and KC United Corp., a Delaware corporation ("KC United") (the "UtiliCorp/KCPL Merger Agreement"), providing for the merger of each of KCPL and UtiliCorp with and into KC United, with KC United 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 APPROVAL AND ADOPTION OF THE UTILICORP/KCPL MERGER

-----

AGREEMENT AND THE PROPOSED UTILICORP/KCPL TRANSACTION. IF RETURNED CARDS ARE SIGNED BUT NOT MARKED, THE UNDERSIGNED WILL BE DEEMED TO HAVE VOTED AGAINST APPROVAL AND ADOPTION OF THE UTILICORP/KCPL

-----

MERGER AGREEMENT AND THE PROPOSED UTILICORP/KCPL TRANSACTION AND TO HAVE ABSTAINED ON ALL OTHER MATTERS.

THE BOARD OF DIRECTORS OF WESTERN RESOURCES, INC. RECOMMENDS A VOTE AGAINST PROPOSAL 1.

-----

1. Approval of Merger with UtiliCorp United Inc.

( ) AGAINST ( ) FOR ( ) ABSTAIN

2. Approval of Newco Stock Incentive Plan.

( ) AGAINST ( ) FOR ( ) ABSTAIN

3. Approval of Newco Management Incentive Plan.

( ) AGAINST ( ) FOR ( ) ABSTAIN

4. Election of Directors:

D.L. Bodde, W.H. Clark, R.J. Dineen, A.J. Doyle,  
W.T. Grant II, A.D. Jennings, G.E. Nettels, Jr.,  
L.H. Talbott, R.H. West

( ) FOR all Nominees ( ) WITHHOLD AUTHORITY ( ) ABSTAIN  
(except as marked to vote for all  
to the contrary nominees  
below)

WITHHELD for the following nominee(s) only, give that nominee(s) to the operator.



5. Appointment of Coopers & Lybrand as Independent Public Accountants for 1996.

( ) 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.

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



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.