

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 information will be presented to industry analysts and KCPL shareholders beginning May 8, 1996:

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Superior merger in all  
respects

- o SMART  
... a better deal for ALL
- o SOUND  
... a stronger union
- o STRATEGIC  
... a better fit
- o VISIONARY  
... a better future

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Recent Activities

- o WR tightened its collar, resulting in a projected post-merger dividend of \$1.95 - \$2.11 per KCPL share, assuming 12/31/97 closing
- o WR mailed its definitive proxy materials and BLUE proxy card beginning 5/4/96
- o WR continues preparation of final exchange offer (preliminary prospectus was mailed with proxy material)
- o KCPL/UCU announced its "intention to recommend" a post-merger dividend of \$1.85 per KCPL share

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Critical issue: Stock value/dividend

Western Resources' Offer

UtiliCorp's Offer

- |   |  |
|---|--|
| <ul style="list-style-type: none"><li>o Indicated dividend increase to \$1.95 to \$2.11 per share following the close of the merger*</li><li>o 17% price premium**</li><li>o Tax-free transaction</li></ul> | <ul style="list-style-type: none"><li>o Intent to recommend a dividend of \$1.85 following the close of the merger</li><li>o No premium</li><li>o Tax-free transaction</li></ul> |
|---|--|

\* Based on Western Resources projected annual dividend of \$2.14 per share in 1998

\*\* Prices at market closing April 12, 1996, which was the last trading day before announcement of Western Resources' offer

Both proposed transactions are conditioned upon pooling of interests accounting

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Calculation of stock price and  
dividends to KCPL shareholders--  
current annual 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/1
	\$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%
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%
	29.00	0.966	28.00	17.3%	1.99	27.5%
	29.50	0.949	28.00	17.3%	1.96	25.6%
	30.00	0.933	28.00	17.3%	1.92	23.3%
	30.50	0.918	28.00	17.3%	1.89	21.2%
Collar	30.77	0.910	28.00	17.3%	1.88	20.2%
	31.00	0.910	28.21	18.2%	1.88	20.2%
	31.50	0.910	28.66	20.1%	1.88	20.2%
	32.00	0.910	29.12	22.0%	1.88	20.2%
	32.50	0.910	29.57	23.9%	1.88	20.2%
	33.00	0.910	30.03	25.8%	1.88	20.2%
	33.50	0.910	30.48	27.7%	1.88	20.2%

1/ Based on current annual dividends of \$2.06 for Western Resources  
and \$1.56 for KCPL

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Calculation of stock price and projected  
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/1
	\$27.00	0.985	\$26.59	11.4%	\$2.11	13.9%
	27.50	0.985	27.08	13.4%	2.11	13.9%
	28.00	0.985	27.58	15.5%	2.11	13.9%
Collar	28.43	0.985	28.00	17.3%	2.11	13.9%
	28.50	0.982	28.00	17.3%	2.10	13.6%
	29.00	0.966	28.00	17.3%	2.07	11.7%
	29.50	0.949	28.00	17.3%	2.03	9.8%
	30.00	0.933	28.00	17.3%	2.00	7.9%
	30.50	0.918	28.00	17.3%	1.97	6.2%
Collar	30.77	0.910	28.00	17.3%	1.95	5.2%
	31.00	0.910	28.21	18.2%	1.95	5.2%
	31.50	0.910	28.66	20.1%	1.95	5.2%
	32.00	0.910	29.12	22.0%	1.95	5.2%
	32.50	0.910	29.57	23.9%	1.95	5.2%
	33.00	0.910	30.03	25.8%	1.95	5.2%
	33.50	0.910	30.48	27.7%	1.95	5.2%

1/ Based on projected 1998 post-merger dividend of \$2.14 as forecasted  
in Western's proposed exchange offer

2/ Based on proposed 1998 post-merger indicated dividend of \$1.85 as  
announced in

the UtiliCorp deal

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Implied Value of  
Competing KCPL Offers

Last two years (April 1994 - Current)

[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 month from April 1994 to December 1995, Weekly stock price from January 19, 1996 to April 12, 1995 and Daily stock prices from April 14, 1996 to May 6, 1996]

Based on WR's price  
and exchange ratio of  
0.910 to 0.985

[Line plotting the effect the exchange ratio 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 month from April 1994 to December 1995, Weekly stock price from January 19, 1996 to April 12, 1995 and Daily stock prices from April 14, 1996 to May 6, 1996]

Based on  
UtiliCorp's price  
and exchange  
ratio of 0.912

Line showing plotting the stock price of KCPL's common stock closing price each month from April 1994 to December 1995, Weekly stock price from January 19, 1996 to April 12, 1995 and Daily stock prices from April 14, 1996 to May 6, 1996

WR's offer, had it been in effect the past two years, would have yielded superior stock value compared to KCPL's stock performance and the UtiliCorp deal.

[Legend]  
KCPL [solid line]  
WR Offer to KCPL [dashed line]  
UCU Offer to KCPL [dotted line]

(Monthly data April '94 - December '95; Weekly data 1/19/96 - 4/12/96;  
Daily data 4/11/96 - 5/6/96

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Equivalent Dividends from  
Competing KCPL Offers

Historical and Projected Dividend Levels

[Line Graph]

[line plotting the top of the range for dividends per share of common stock based on the exchange offer and WR's historical dividends for the WR offer from 1992 to 1995 and line plotting the top of the range for dividends per share of common stock based on the exchange offer and WR's projected dividends for the WR offer from 1998 to 2000]

Range based on WR's

Range based on WR's dividend

dividend and exchange  
ratio of 0.910

projected and exchange ratio of  
0.910 to 0.985

[line plotting the bottom of the range for dividends per share of common stock based on the exchange offer and WR's historical dividends for the WR offer from 1992 to 1995 and line plotting the bottom of the range for dividends per share of common stock based on the exchange offer and WR's projected dividends for the WR offer from 1998 to 2000]

[line plotting dividends per share of common stock based on the exchange offer and UtiliCorp's historical dividends for the UtiliCorp offer from 1992 to 1995 and line plotting dividends per share of common stock based on the exchange offer and combination of UtiliCorp and KCPL's projected dividends for the UtiliCorp offer from 1998 to 2000]

Based on UCU's  
dividend and  
exchange ratio of  
0.912

UCU announced  
dividend of \$1.85  
assuming  
\$0.04 annual  
annual increase

[line plotting the KCPL dividend from 1998 to 2000]

WR's offer, had it been in effect the past two years, would have yielded superior dividends compared to KCPL's dividend and the UtiliCorp deal. WR offers greater dividend value following the merger.

[legend]  
KCPL - solid line  
WR Offer to KCPL - dotted line  
UCU Offer to KCPL - dashed line

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Customer advantages

Critical issue: Rate impact

Western Resources' Offer

UtiliCorp's Offer

KCPL rates decrease \$21 million  
per year (30 percent better than  
UtiliCorp's plan)

KCPL rates decrease \$16 million  
per year

No electric rate increase for five  
years

No electric rate increase for  
five years

KGE rates decrease \$10 million per  
year

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

The common-sense  
combination

Electric Rates

Cents/KWH

[Bar Graph]

Three bars showing WR's, KCPL, and WR/KCPL residential electric rate at slightly below 8 cents. Line above showing national average residential rate of 8.83 cents.

Three bars showing WR's, KCPL, and WR/KCPL commercial electric rate at less than 7 cents. Line above showing national average commercial rate of 7.85 cents.

Three bars showing WR's, KCPL, and WR/KCPL industrial electric rate at less than 4.5 cents. Line above showing national average industrial rate of 4.85 cents.

Three bars showing WR's, KCPL, and WR/KCPL average retail electric rate at less than 7.1 cents. Line above showing national average retail rate of 7.13 cents.

[Legend]

- WR - Blue
- KCPL - Yellow
- WR/KCPL - Green
- National Average - Line

Employee advantages

Critical issue: Job security/job opportunities

<p>Western Resources' Offer</p> <p>No layoffs</p> <p>Job opportunities with Western Resources business units relocated to Kansas City and Wichita</p>	<p>UtiliCorp's Offer</p> <p>No commitment</p> <p>Involuntary severance programs announced by UCU as recently as June 1995 10q</p>
---	---

Western Resources can accomplish, based on previous KPL/KGE merger experience:

- o Normal attrition (2-3% per year)
- o Controlled hiring
- o Work management
- o Early retirement
- o Employment growth in non-regulated segments

Western Resources(r) and KCPL  
The common-sense combination

Community advantages

Critical issue: Charitable giving/economic development

<p>Western Resources' Offer</p> <p>Maintain Western Resources/KCPL's level of civic and charitable giving for five years</p>	<p>UtiliCorp's Offer</p> <p>Current corporate giving "substantially comparable" for only two years</p>
--	--

The WR/KCPL combination results in a stronger community presence and a coordinated economic effort focused on growth

Western Resources(r) and KCPL

The common-sense

combination

Western Resources'  
strategic position

o "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  
Senior Vice President  
and Global Utilities Analyst  
NatWest Securities  
December 22, 1995

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Western Resources'  
strategic position

- o Our objectives
  - o Leading energy and energy-related services provider in America
  - o Superior sustained shareholder value
- o Our track record
  - o Four-year average annual shareholder return of 12.4%
  - o Solid dividend performance
    - o Annual increases
    - o 70-75% payout ratio
  - o Demonstrated success with strategic combinations/investments

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Western Resources'  
strategic position

- o Our current position
  - o Strong core business
    - o Integrated energy solutions
    - o Low-cost profile
  - o Significant regional presence
    - o Leading electric wholesaler
    - o Leading natural gas marketer
  - o Developing branded identity

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Western Resources'  
strategic position

o Our future

- o Strategic national competitor
  - o Focus on market expansion
  - o Energy and Security
  - o ADT
- o Selective international investments
  - o The Wing Group
  - o 8,000 MW under development (China, Middle East, Southeast Asia)
  - o Minimize risk with optional investments
- o Western Resources' strategic plan complements KCPL's plan
  - o Integrated, low-cost production
  - o Strong credit
  - o Sensible, strategic investments

Western Resources(r) and KCPL

The common-sense combination

UtiliCorp's strategic position

- o Asset growth through diverse acquisitions
- o Appears to be less concerned with near-term earnings, dividend payout, and credit quality
- o Appears to be less concerned with system integration
- o Striving to create brand identity in advance of actual competitive sales

Western Resources(r) and KCPL

The common-sense combination

UtiliCorp's "Growth" Story

	1993	1994	1995
"Energy-related other assets (millions)	\$972	\$1,127	\$1,786
Return on Investment	-4.2%	3.6%	1.6%

Since 1992, UCU has recorded more than \$120 million in writeoffs

Conclusion: Phantom Growth, Illusory Profits

Calculated based on UtiliCorp Annual Reports to shareholders

Western Resources(r) and KCPL

The common-sense combination

Strategic Results

	WR	UtiliCorp
Four-year annualized total return to	12.4%	8.3%



shareholders\*

Current bond ratings**	A-/A3	BBB/Baa3
1995 financial results***		
Total Debt/Total Capital	47%	61%
Payout ratio	74%	100%
Return on average equity	11.1%	8.4%

\* Since completion of the March 31, 1992 KPL/KGE merger

\*\* Source: S&P's and Moody's published reports

\*\*\* Source: 1995 Annual Reports

Conclusion: Western Resources is a stronger company, a growing company and a better strategic fit with KCPL

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Better geographic match

[U.S. Map]

- o Western Resources
- o Kansas City Power & Light's Electric  
System
- o UtiliCorp's Electric System

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Operational synergies:  
joint ownership of generating properties

Western Resources:

- o WR and KCPL jointly own Wolf Creek (under a separate operating company) and LaCygne generating plants -- More than \$2.2 billion in common plants
- o WR and KCPL share about 100,000 customers in 26 communities

UtiliCorp

- o No common plants with KCPL
- o Few common customers with KCPL

[picture of power plant]

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Operational synergies  
transmission interconnections

[map of Kansas and Missouri]

All of Western Resources' and Kansas City Power & Light's electric operations are directly interconnected at high voltage through FIVE 345 kV lines.

Only one of UtiliCorp's electric divisions is directly interconnected with Kansas City Power & Light through TWO 345 kV lines.

[legend]

Western Resources - blue dot  
Kansas City Power & Light - yellow dot  
UtiliCorp - red dot

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

10 year savings (net)

WR/KCPL  
(\$ in Millions)      UCU/KCPL\*  
(\$ in Millions)

Generation

Electric Dispatch	\$65	\$107
Capacity Deferrals	57	162
Other Generation	117	46

Field Operations	106	36
Purchasing Economies (non-fuel)	239	51

Corporative & Administrative:

Information Services	133	109
----------------------	-----	-----

Other Administrative & General (net of costs to achieve)	326	125
--	-----	-----

TOTAL	\$1,043	\$ 636
-------	---------	--------

\* Source: UCU/KCPL Kansas Corporation Commission merger application

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Synergies comparison to  
announced transactions

[Bar Graph]

Potential reductions  
(% of Total Company)

Low 3.4%  
Average 8.5%  
High 11.0%  
WR/KCPL 7.3%

[Bar Graph]

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

Expenses)

Low 5.0%  
Average 9.5%  
High 15.3%  
WR/KCPL 10.7%

[Bar Graph]  
Fuel Savings -- Year 5  
(% of Fuel Expenses)

Low 0.0%  
Average 1.0%  
High 3.8%  
WR/KCPL 1.2%

Information based on the last nine transactions  
prior to WR/KCPL offer

Source: Deloitte and Touche study of regulatory filings

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Where do the savings go...

[Bar Graph]

WR/KCPL  
\$1,043 million

\$310 Customers 30%  
\$250 Accelerated depreciation 24%  
\$88 Transaction costs 8%  
\$220 Add'l dividends to KCPL shareholders\* 21%  
\$175 Retained earnings 17%

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

[BAR Graph]

UCU/KCPL  
\$636 million

\$225 Customers 35%  
\$250 Accelerated depreciation 39%  
\$ 30 Transaction costs 5%  
\$131 Retained earnings 21%

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Western Resources  
Regulatory Plan

- o Before offer to KCPL
  - o Accelerate Wolf Creek depreciation by \$50 million per year, for seven years
  - o Gas rate increase of \$36 million (granted \$33.8 million)
  - o Balance of depreciation covered by internal cost savings and extending transmission and distribution lives
  - o KGE rate reductions of \$8.7 million per year growing to \$61 million per year

- o With KCPL offer
  - o Continue all of the above
  - o Accelerate Wolf Creek depreciation by an additional \$50 million per year, for five years
  - o \$21 million rate reduction to KCPL customers
  - o \$10 million additional KGE rate reduction
  - o Virtual parity of KCPL and KGE rates -- to below current national average within seven years

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Impact of Western Resources's  
regulatory plan on Wolf Creek  
investment

[BAR Graph]

Wolf Creek Nuclear Generating Station (\$ per KW)

1995 1,867  
1996 1,773  
1997 1,679  
1998 1,585  
1999 1,491  
2000 1,397  
2001 1,303  
2002 1,209  
2003 1,119  
2004 1,021  
2005 927  
2006 833  
2007 739

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Simpler regulatory approval

\*

- | Western/KCPL                           | UtiliCorp/KCPL                          |
|--|---|
| o Federal Energy Regulatory Commission | o Federal Energy Regulatory Commission  |
| o Kansas Corporation Commission        | o Kansas Corporation Commission         |
| o Missouri Public Service Commission   | o Missouri Public Service Commission    |
| o Nuclear Regulatory Commission        | o Nuclear Regulatory Commission         |
| o Hart-Scott-Rodino                    | o Hart-Scott-Rodino                     |
|  | o Colorado Public Service Commission    |
|  | o Iowa State Utility Board              |
|  | o Michigan Public Service Commission    |
|  | o Minnesota Public Utility Commission   |
|  | o W. Virginia Public Service Commission |
|  | o British Columbia Utilities Commission |
|  | o Treasury of Australia                 |
|  | o New Zealand Investment Commission     |

\* Source: UCU/KCPL joint proxy statement

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Combined company profile\*

KS, MO, OK	Western Resources	KCPL	Merged Company
Electric Customers	600,000	430,000	1,030,000
Gas Customers	650,000	0	650,000
Annual Revenues	\$1.57 billion	\$886 million	\$2.46 billion
Assets	\$5.49 billion	\$2.88 billion	\$8.37 billion
Transmission (miles of line)	6,300	1,700	8,000
Generating Capacity (MW)	5,240	3,103	8,343

\* Source: 1995 Annual Reports and FERC Form 1

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Combined company  
financial forecast

	1998	1999	2000
(dollars in thousands, except per share amounts)			
Operating revenues	\$2,663,371	\$2,726,047	\$2,799,694
Operating expenses	2,193,688	2,241,227	2,316,283
Transaction costs	88,000	--	--
Operating income	381,683	484,820	483,411
Other income and deductions	65,943	94,531	100,599
Income before interest charges	447,626	579,351	584,010
Interest charges	216,531	210,379	206,877
Net income	231,095	368,972	377,133
Preferred and preference dividends	1,129	1,129	1,129
Earnings applicable to common stock	\$229,966	\$367,843	\$376,004
Average common shares outstanding	126,732	128,020	128,020
Earnings per common share	\$1.81	\$2.87	\$2.94
Earnings per common share excluding costs to achieve savings and transaction costs	\$2.64	\$2.89	\$2.94
Dividends per share	\$2.14	\$2.18	\$2.22
Projected dividends per share to KCPL shareholders			
Low	\$1.95	\$1.98	\$2.02
High	\$2.11	\$2.15	\$2.19

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Projected merger timeline

- o Western Resources definitive proxy and preliminary exchange offer Mailed May 4
- o KCPL shareholder vote rejected or postponed May 22
- o Western exchange offer effective May 30 - June 30
- o Western receives 90% + KCPL stock tendered OR After effective date of exchange offer
- o Western negotiates with KCPL Board OR '' ''
- o Western seeks removal of KCPL Board OR '' ''
- o Western completes merger with KCPL August 1997 - December 1997

Western  
Resources(r)  
and  
KCPL

The common-sense  
combination

Summary

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

Vote "AGAINST" the UtiliCorp deal on the BLUE proxy card.

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.

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

This ad runs in the national run of the Wall Street Journal Thursday, May 9; the Kansas City Star Wednesday, May 8; the Topeka Capital Journal Wednesday, May 8; and the Wichita Eagle Wednesday, May 8:

ATTENTION KCPL SHAREHOLDERS  
THE BLUE PROXY CARD  
GIVES YOU FREEDOM  
OF CHOICE AND  
BETTER DIVIDENDS.

[PICTURE]

The board of directors of KCPL is trying to prevent you from considering the Western Resources' offer. Western Resources believes that KCPL shareholders deserve to make the choice for themselves. The BLUE proxy card that you have received gives you the freedom to consider the Western Resources' offer. When you sign the BLUE proxy card and vote "AGAINST" the UtiliCorp merger, you are voting to have the chance to accept a better deal. It's that simple. Even if you've already mailed a white proxy card, you have every legal right to change that vote by signing, dating, and mailing your BLUE proxy card today.

[PICTURE]

Vote AGAINST UtiliCorp with the BLUE proxy card. YOU CAN TURN OFF THE UTILICORP/KCPL MERGER  
For more information, call Georgeson & Company, Inc., assisting us toll-free at 1-800-223-2064.

[LOGO]  
Western Resources

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.

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 is correspondence sent to KCPL:

John E. Hayes, Jr.  
Chairman of the Board and  
Chief Executive Officer

May 8, 1996

Mr. A. Drue Jennings  
Chairman & CEO  
Kansas City Power & Light Company  
1201 Walnut  
Kansas City, MO 64141

Dear Drue,

Your comments regarding the "collar" associated with our \$28 per share offer for KCPL, although inaccurate in our opinion, indicate that you recognize the importance to KCPL shareowners of the level of dividend that will result from a merger.

The announcement made today regarding intended dividend action by you and UtiliCorp confirms that you understand that priority. However, we believe that announcement will serve more to confuse KCPL shareowners than to create any real benefit for them.

To make it clear to you and the KCPL shareowners that we have a commitment to providing superior value, our Board of Directors has approved the following improvement in the offer already made to the KCPL Board and announced to the KCPL shareowners on April 22. The improvement changes the minimum exchange ratio in the collar from .833 to .91 Western Resources' common share per KCPL common share. As a result, the lowest annual equivalent indicated dividend rate for KCPL shareholders would be \$1.88 based on our current \$2.06 dividend rate. It also improves the opportunity for increased share value should Western Resources' stock price increase beyond the tighter collar. The other terms of our offer remain the same.

Because our offer represents a substantial improvement to the KCPL/Western Resources merger, we would expect your Board will want to reconsider our offer. Naturally, as the time until your annual meeting gets shorter, we must continue to move forward with our communications with

the KCPL shareowners. Therefore, we would appreciate your response no later than the end of the day May 8, 1996.

As always, we are prepared to meet with you and your Board to discuss this or any other aspect of our offer.

Sincerely,

John E. Hayes, Jr.  
Chairman and Chief Executive Officer

Western Resources, Inc., 818 Kansas Avenue, P.O. Box 889, Topeka, Kansas  
66601-0889  
1-800-527-2495  
<http://www.wstnres.com>

The following is correspondence sent to Western Resources shareholders:

John E. Hayes, Jr.  
Chairman of the Board and  
Chief Executive Officer

May 3, 1996

Dear Western Resources' Shareowner,

As we told you one week ago, we are entering a very active phase in our effort to combine with Kansas City Power & Light.

During this period, I want you to know that the value of your Western Resources' investment and the strength of your dividend is at the forefront of our consideration.

Be assured every step we are taking in this effort is designed to increase the value of Western Resources.

Thank you for all the support you have given us in this effort.

Sincerely,

John E. Hayes, Jr.  
Chairman and Chief Executive Officer

Western Resources, Inc., 818 Kansas Avenue, P.O. Box 889, Topeka, Kansas  
66601-0889  
1-800-527-2495  
<http://www.wstnres.com>