SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

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KANSAS CITY POWER & LIGHT COMPANY
(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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This material is being filed pursuant to Rule 14a-6 and may be used by representatives of KCPL and UCU in various meetings.

[UtiliCorp Logo] [KCPL Logo]

# A GUIDE TO THE MERGER

FIVE REASONS SHAREHOLDERS SHOULD
SUPPORT THE KCPL/UCU MERGER

- Brings added value to shareholder through enhanced earnings and dividend growth

- Provides shareholder of KCPL with reduced business risk

- Creates an energy company positioned to compete in the evolving energy markets

- Will drive greater growth and create more value than could be achieved as separate companies

- Blends the best of both worlds - conservatively managed, well-capitalized financial position coupled with an aggressive strategy for growth

MAJOR DRIVERS

[Picture Image]

ENERGY INDUSTRY

- - Technology
- - Customers
- - New Entrants
- - Regulatory and Legislative Reform

THE PERFECT MERGER OF EQUALS

[Triangle]

- - Achievable

- - Strategic

- - Credible

TERMS OF MERGER

- - Merger of equals

- - The transaction has been unanimously approved by both boards

- - KCPL shareholders receive one share of Newco for each KCPL share owned

- - UtiliCorp shareholders receive 1.096 shares of Newco for each UtiliCorp share owned

- - Regulatory and shareholder approval

STRATEGIC MERGER

- - Blends the best of two worlds:

    - a conservatively managed, well-capitalized financial position coupled with an aggressive strategy for growth

- - Newco will have marketing and entrepreneurial skills that are rare in the industry

COMPLEMENTARY STRENGTHS

[Triangle]

- - Growth-oriented

- - Operating and financial strength

- - National/international

. . . . delivers benefits to all key stakeholders

CHANGE IN BUSINESS RISK FOR KCPL

| Type of Business Risk | | Change |
|---|---|---|
| Asset Concentration (Nuclear) | - | Nuclear Asset Concentration Reduced<br>- 45% net plant to 26% net plant<br>- 119% of equity to 58% of equity |
| Energy Product Concentration | - | Adds gas product to electric product |
| | - | Adds gas distribution to total electric distribution<br>- 0% gas revenue to 25% of total revenue |
| Service Territory/Geographic/ Customer Concentration | - | Adds six states, British Columbia, |
| | - | New Zealand and Australia to Regulated Service Territories |
| | - | Adds 2 million customers to existing 430,000 |
| | - | Indirectly reaches over 22 million customers considering non-regulated operations |
| | - | Climate diversity |
| Regulatory Concentration | - | Diversifies Regulatory risk by adding seven (7) regulatory jurisdictions |

SYNERGIES Net cost savings of $606 million over first 10 years

[Picture Image of various utility activities]

SYNERGIES

SYNERGIES - Total $606 million
(Net of transaction costs)

[Hexagon]

- - EXECUTIVE & ADMINISTRATIVE SUPPORT $65 million

- - GENERATE ENERGY $315 million

- - DISTRIBUTE AND TRANSPORT ENERGY $32 million

- - INFORMATION TECHNOLOGY $113 million

- - PURCHASING/MATERIALS & FACILITIES $51 million

- - FLEET & FACILITIES $30 million

GROWTH STRATEGIES

Overview

- KCPL/UCU combination is a forward-looking transaction to position for competition

- Creation of formidable competitor in the evolving energy services industry

- Merger provides opportunities for significant earnings in two areas:

  - Managing the core regulated utility business

  - Growth from national and international non-regulated activities

GROWTH STRATEGIES

Managing the core regulated utility business

- - $606 million net in pretax synergies over 10 years

- - Additional opportunities for efficiencies

    - Best practices and continued reengineering

    - Apply CellNet technology to UCU service territory

    - Lever future investments in technology over a wider customer base

        - Distribution Automation

        - SCADA

        - Energy Management Systems

GROWTH STRATEGIES

Domestic and international independent power projects

- - International operations to contribute $20 to $25 million of pretax incremental earnings by 1997

- - Geographically diverse

- - Newco's independent power projects among the more extensive of US utilities

- - Leverage proven acquisition strategy

- - Export operation expertise

- - Expanded access to capital markets

GROWTH STRATEGIES

Energy marketing in an open access
Btu environment

- Expect wholesale marketing and pipeline/processing operations to contribute $12 million pretax incremental earnings by 1997 Creation of formidable national competitor for power marketing business

- UCU's position as one of the largest and earliest direct marketers in US is being leveraged for entry into wholesale and eventual retail marketing of electric energy

- Strong regional market and dispatch expertise

- Gas hedging and derivatives experience

GROWTH STRATEGIES

Marketing of new products and services

- - Expect new products and services to contribute $6-$12 million pretax incremental earnings by 1997

- - Provide customer and energy information and communication services

- - Manage operational costs and enhance system reliability

- - CellNet/Novell technology

- - Home warranty programs

- - Home security

NEW COMPANY TRAITS

- - 10 years experience operating competitive non-regulated businesses
- - Diverse products, territories, asset base and generating mix
- - 10 years investment in growth - $3 billion
- - Recognized leader in fuel procurement and generating technology
- - Top 10 in power marketing
- - Top 10 in gas wholesaling
- - Top level of employee ownership
- - Chairman and CEO combined experience - over 40 years

COMBINED FINANCIALS
(Based on year end 1995 - pro forma)

| millions | UCU | KCPL | New Company |
|---|---|---|---|
| - - Revenues | $2,798.5 | $886.0 | $3,684.5 |
| - - Operating income | $225.1 | $244.1 | $469.2 |
| - - Earnings available | $77.7 | $118.6 | $196.3 |
| - - 10-year total return (vs. industry average of 211%) | 298% | 373% | |
| - - Total assets | $3,885.9 | $2,882.5 | $6,768.4 |

BENEFITS TO STAKEHOLDERS

Shareholders

- - Strong potential for earnings growth

- - Reliable dividend with strong growth outlook

- - Portfolio of non-regulated businesses

- - Compound growth as combined company

Customers

- - Range of energy products and services

- - Immediate reductions in retail electric rates; shared savings

- - 5-year period of rate stability

BENEFITS TO STAKEHOLDERS

Employees

- - Part of a stronger, growth-oriented company
- - Expanded career opportunities with multinational reach
- - Opportunity to own stock in a competitive, national energy company

Communities

- - Stronger voice in national policy debates
- - Greater ability to attract new business
- - Enhanced community involvement and support

NEWCO DIVIDEND

- - Initial annualized dividend rate of $1.85
- - Represents 18.6% increase for KCPL shareholders
- - Confirmation of strong growth potential
- - First year payout ratio in low 80 percent range
- - Platform for continued dividend growth

GROWTH IN SHAREHOLDER VALUE

[Graph]

| | UCU | KCPL |
|---|---|---|
| 85 | $1,000.00 | $1,000.00 |
| 86 | $1,539.43 | $1,335.40 |
| 87 | $1,205.20 | $1,289.86 |
| 88 | $1,665.40 | $1,752.15 |
| 89 | $2,107.26 | $2,100.48 |
| 90 | $2,091.46 | $2,296.24 |
| 91 | $3,083.56 | $3,298.78 |
| 92 | $3,162.00 | $3,377.95 |
| 93 | $3,819.58 | $3,625.56 |
| 94 | $3,392.51 | $3,953.31 |
| 95 | $3,980.76 | $4,732.90 |

December 31

NORTH AMERICA

KCPL/UtiliCorp Operations

[Map of North America showing the areas and locations of KCPL and
UtiliCorp businesses]

POWER PROJECTS

KCPL/UtiliCorp Operations

[Map of United States showing locations of power projects]

POWER PROJECTS

[Map of China and Jamaica showing locations of power projects]

INTERNATIONAL

[Map of British Columbia, New Zealand, United Kingdom and Australia]

| | | |
|---|---|---|
| - - | British Columbia | 81,000 |
| - - | New Zealand | 279,000 |
| - - | United Kingdom | 27,000 |
| - - | Australia | 520,000 |

WHY KCPL TURNED DOWN
WESTERN OFFER:

- - Asset concentration in nuclear facilities

- - Premium from KGE acquisition

- - Rate disparity within Western's service territory

- - Merger proposal is based on cost cutting

- - No strategy for the future energy market

ANALYSIS OF HOSTILE OFFER

- -    Desperate attempt to block strategic merger

- -    No successful hostile transaction for utilities

- -    Western has incompatible transaction-driven mentality

- -    Western's $28 offer and dividend range is illusory:

    - Highly conditional nature of offer

    - Unrealistic merger assumptions and synergies

    - Significant rate reduction will negatively impact share value and earnings

WESTERN'S CONDITION TO MERGER

- - 90% of KCPL shares tendered

- - Satisfy Missouri Business Combination Law - requires KCPL board approval

- - Western's shareholders must approve dilutive transaction

- - Western can amend the terms or terminate transaction any time prior to closing

ANALYSIS OF COLLAR
KCP&L Value Received Based on Western's Stock Price

[Graph]

- - Price (4/12/96) $29.125

- - KCP&L shareholders would receive a maximum of 0.985 WR shares

- - Participate in downside if WR stock price falls below $28.43

- - $28 Per KCP&L Share Offer Price

- - KCP&L shareholders would receive a minimum of 0.910 WR share

- - Participate in upside only if WR stock price rises above $30.77

ANALYSIS OF COLLAR
KCP&L Dividends Received Based on Western's Stock Price

[Graph]

- - Price (4/12/96) $29.125

- - KCP&L shareholders would receive a maximum of 0.985 WR shares

- - Receive maximum dividends of $2.03 per KCP&L share

- - KCP&L shareholders would receive a minimum of 0.910 WR share

- - Receive minimum dividends of $1.87 per KCP&L share

COMPARISON OF CLAIMED SYNERGIES IN RECENT UTILITY MERGERS
Chronologically Ordered by Announcement Date

| | Estimated Cost Savings: | | | As a Percent of Combined: | | |
|---|---|---|---|---|---|---|
| | Aggregate ($MM) | # of Years | Per Year ($MM) | Revenues | O&M | Pre-Tax Income |
| KCP&L/Western Resources | $1,000 | 10 | $100 | 4.0% | 7.1% | 22.6% |
| UtiliCorp/KCP&L | $600 | 10 | $60 | 1.6% | 2.1% | 19.1% |
| IES/Interstate/WPL | $700 | 10 | $70 | 3.5% | 5.4% | 27.0% |
| Washington Energy/Puget Sound P&L | $370 | 10 | $37 | 2.3% | 3.8% | 22.3% |
| Potomac Electric/ Baltimore G&E | $1,300 | 10 | $130 | 2.7% | 4.8% | 17.5% |
| Southwestern P.S./ P.S.Co. of Colorado | $770 | 10 | $77 | 2.7% | 3.9% | 21.6% |
| CIPSCO/Union Electric | $570 | 10 | $57 | 1.8% | 3.4% | 9.0% |
| Wisconsin Energy/ Northern States Power | $2,000 | 10 | $200 | 4.8% | 7.9% | 27.3% |
| Iowa-Illinois G&E/ Midwest Resources | $400 | 10 | $40 | 2.6% | 3.9% | 18.5% |
| Sierra Pacific Res./ Wash. Water Power | $450 | 10 | $45 | 3.9% | 6.2% | 22.1% |
| PSI Resources/Cinn. G&E | $1,500 | 10 | $150 | 5.7% | 9.3% | 34.4% |
| Gulf States/Entergy | $1,700 | 10 | $170 | 3.0% | 5.4% | 18.4% |
| Kansas G&E/Kansas P&L | $140 | 5 | $28 | 1.7% | 2.6% | 18.7% |

Source: As disclosed in merger proxies for respective transactions.

ERRORS IN WESTERN'S SYNERGIES ANALYSIS

| Savings Category | Estimated Overstatement ($MM) | Comments |
|---|---|---|
| - - Procurement Savings | [$150] | - Overstated due to universe of materials upon which savings are calculated and discount rate applied (e.g., universe includes generation and small volume items).<br>- Forecasts not based on any transaction-specific data, but on claimed experience in prior transactions.<br>- FERC has criticized similar projections by Western's consultant as "unsubstantiated".<br>- Difference between Western's and KCP&L's/UCU's procurement estimates accounts for nearly half of the difference in total cost savings estimates. |
| - - Labor | | |
| - Irrelavant and statistically invalid benchmarks | [$110] | - Irrelavant benchmarks used in labor savings calculations. |
| - Salary and benefits calculations | [$27] | - Assumed a 34% benefit rate for KCP&L (KCP&L rate is 26%).<br>- Aggressive salary and benefits escalation (KCP&L believes 3.5% is the rate). |
| - Implementation of synergies | [$43] | - Assumes implementation of all synergies on January 1, 1998.<br>- Analysis is a "best guess" based on prior "best guesses".<br>- Savings asserted in conjunction with a no layoff policy. |
| - - Customer Information Systems and Data Center Operation Costs | [$100] | - Overstated nominal dollar synergy amounts. |
| - - Transaction Costs | [$88] | - Left out of calculation. |
| - - Savings Which Could Be Achieved on a Stand-Alone Basis | | |
| TOTAL OVERSTATEMENT | [$518] | |

COMPARATIVE PROFILES OF WESTERN AND UTILICORP
Summary of Key Strategic Initiatives

**Western Resources**

- Acquisition of 23.4% in ADT Ltd., a home security business, for approximately $444 million.
- Acquisition of the Wing Group, an IPP company founded in 1991, with options to buy into overseas projects.
- Joint venture with EUA Cogenex to provide energy services to business customers.
- Acquisition of Mobilefone Security and Paging and Communications and Signaling, two Topeka-based security service businesses.
- Venture with Mobil Natural Gas to develop gas-gathering and gas processing plants.
- Merged its natural gas compressor rental subsidiary with Hanover Compressor.
- Acquisition of a 25% interest in Valence L.L.C., a manufacturer of uninterruptible power supply systems.
- Sale of Missouri gas properties with proceeds used to retire debt incurred in the acquisition of Kansas Gas & Electric.

**UtiliCorp United**

- Launch of EnergyOne, a national brand name for energy services.
- Acquisition of a 50% interest in United Energy, the first Australian electric distribution company to be privatized.
- Acquisition of a 20% stake in Power New Zealand and Energy Direct, the second and fourth largest electric distribution utilities in New Zealand.
- UtilCo Group IPP subsidiary with equity ownership interests in 16 projects worldwide already, becomes an equity partner in a 60 MW project in Kingston, Jamaica.
- Broaden gas marketing operations through acquisition of Broad Street Oil & Gas and Tristar Gas Company.
- Purchase of gas distribution and transmission systems in Kansas and a 218-mile intrastate gas pipeline system in Missouri.

PROJECTIONS OF COMBINED COMPANY POST MERGER
Projections Claimed by Western in its April 22, 1996 Filing with the SEC
($MM, except per share amounts)

| | Pro Forma Pre Merger | | Combined Company Post Merger | | |
|---|---|---|---|---|---|
| | 1996 | 1997 | 1998 | 1999 | 2000 |
| Operating Revenues | $2,568 | $2,623 | $2,663 | $2,726 | $2,800 |
| Operating Expenses | 2,107 | 2,175 | 2,282 | 2,241 | 2,316 |
| Operating Income | 461 | 449 | 382 | 485 | 483 |
| Other Income | 41 | 78 | 66 | 95 | 101 |
| Interest Charges | 197 | 204 | 217 | 210 | 207 |
| Net Income | 305 | 322 | 231 | 369 | 377 |
| Preferred Dividends | 18 | 7 | 1 | 1 | 1 |
| Net Income to Common | $287 | $315 | $230 | $368 | $376 |
| EPS(a) | $2.33 | $2.52 | $1.81 | $2.87 | $2.94 |
| EPS(b) | $2.33 | $2.52 | $2.64 | $2.89 | $2.94 |

Western's Projected Stand-Alone Earnings Based on Wall Street Consensus Estimates(c)

| | 1996 | 1997 | 1998(d) | 1999(d) | 2000(d) |
|---|---|---|---|---|---|
| First Call | $2.70 | $2.77 | $2.89 | $3.01 | $3.14 |
| Zacks | $2.71 | $2.76 | $2.91 | $3.08 | $3.25 |

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(a) Calculated assuming an exchange ratio of .96137 based on April 12, 1996 closing stock prices.

(b) EPS excludes transaction costs and costs to achieve synergies.

(c) Oppenheimer estimates for Western on a stand-alone basis (include 6.5 million common share offering in September 1996) are $2.70, $2.60 and $2.75 in 1996, 1997 and 1998, respectively.

(d) Derived from a long-term growth rate of 3.0% from First Call and a long-term growth rate of 3.7% from Zacks.

COMPARISON OF THE COMPLEMENTARY FEATURES OF THE
KCP&L/UCU TRANSACTION VS. THE WESTERN TRANSACTION
Customer Centered Technology, Information and Communications

| KCP&L | UtiliCorp | Western Resources |
|---|---|---|
| - - Largest number of installed wireless (CellNet) smart meters in the US (200,000). Currently reading 90,000 customer premises. | - Joint venture with Novell, largest network software firm, to deploy in-home and in-business energy management LANs. | - Planned pilot program for 32,000 drive-by meters. |
| - - CellNet technology can handle collection of large amounts of in-home and in-business LAN generated data and transmission of digital information to many dispersed locations. | - Novell position as largest network provider can integrate large volume of data from many locations collected by CellNet technology and can select communications for transmission. | |

COMPARISON OF THE COMPLEMENTARY FEATURES OF THE
KCP&L/UCU TRANSACTION VS. THE WESTERN TRANSACTION
Energy Marketing in an Open Access Btu Environment

| KCP&L | UtiliCorp | Western Resources |
|---|---|---|
| - - No gas marketing operation. | - One of ten largest gas marketers in US - in operation for ten years. | - Modest gas marketing operation established in 1995. |
| - - Extensive bulk power sales experience - one-fourth of owned generation output sold off-system. | - Received one of the early FERC electric marketer licenses and ranks as one of the largest electric marketers. | - Has applied for FERC electric marketing license. |

COMPARISON OF THE COMPLEMENTARY FEATURES OF THE
KCP&L/UCU TRANSACTION VS. THE WESTERN TRANSACTION
Geographic Diversification of Independent Power and Utility Operations

| KCP&L | UtiliCorp | Western Resources |
|---|---|---|
| - - Concentrated in western urban Missouri. | - Anchored in suburban and rural western Missouri. | - Concentrated in eastern & central Kansas. |
| - - No utility operations outside traditional service territory. | - Nine gas and electric utility divisions in 8 states acquired over the past 10 years. | - None. |
| - - 700 MW IPP in development in Missouri. | - Equity investments in 17 IPPs in US and Jamaica. | - None. |
| - - No foreign utility operations. | - Majority ownership and control of distribution utilities in Australia and New Zealand. | - None. |
| - - Three small power production facility agreements in China. | - Business plan near completion for assessing IPP investments in eleven foreign countries. | - Purchased Wing Power Development - no equity in any operating foreign power projects. |
| - - No foreign energy marketing activities. | - Gas marketing in UK. | - None. |

THE PERFECT MERGER OF EQUALS

[Triangle]

- - Achievable

- - Strategic

- - Credible