

SCHEDULE 14A INFORMATION

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

Filed by the Registrant / /  
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Check the appropriate box:  
/ / Preliminary Proxy Statement  
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or Rule 14a-12

KANSAS CITY POWER AND LIGHT COMPANY

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(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)  
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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  
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1) Amount Previously Paid:  
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The following brochure was mailed to KCPL Shareholders on June 26, 1996:

New! Information specifically requested by KCPL shareowners is inside!

Updated with Western Resources' June 17, 1996 higher offer to KCPL  
shareowners!

"From KCPL's point of view, it's going to be hard to convince shareholders why  
they need to turn this offer down. It's clearly more competitive that what  
UtiliCorp has on the table."

Satyam Mallick  
Utility Analyst  
Duff & Phelps Credit  
Rating Company  
June 18, 1996

A plain language guide to the Western Resources/KCPL Merger

Why should KCPL merge with Western Resources?

We believe the future of this combination means...

The creation of one of the strongest regional business bases in the utility industry providing a platform to achieve greater growth in the competitive, unregulated environment.

KCPL will join with a company that has already achieved success in new markets, including home security, power development and electric and gas marketing.

KCPL shareowners will benefit from a combination of near term and long term growth. The near term growth is reflected in the dividend policy and the premium share price offer. The long term growth is reflected in marketplace positioning as a strong regional utility and in Western Resources' growth in new markets.

Moving forward as a financially stronger company, Western Resources is able to accomplish this merger and maintain its financial strength through the large amount of savings that the combination can provide and the healthy growth projected.

Dear KCPL Shareowner:

You have told us you wanted to receive a clear, plain language description of our offer, our company and the process that lies ahead. This brochure is in direct response to those requests.

Those of you who hold KCPL stock for income want to know about the dividends. Those of you holding it as an investment want to know about selling price or growth prospects. All of you want to make the right decision.

We understand the concern many of you have expressed with the amount of information you received in April and May about the competing proposals. While these details are a necessary part of the process, this brochure is intended to give you the essentials of, and our beliefs about, our improved offer in clear and simple terms. You may want to review the details of our proposal with your financial advisor.

On June 17, 1996, Western Resources significantly improved its offer to merge with KCPL. It includes \$31 in Western Resources common stock. Your dividend per KCPL share is projected to rise to between \$2.00 and \$2.35, based on Western Resources' projected annual dividend in 1998. We believe the benefits you would receive under our new offer are far superior to the UtiliCorp/KCPL proposal.

If you wish to receive a copy of Western Resources' annual report, if you have specific questions about our offer, or if you simply want to know more about how this process works, please call toll free at 1 800 223 2064.

We look forward to welcoming you as shareowners of an exciting new company.

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

#### WESTERN RESOURCES' OFFER TO COMBINE WITH KCPL

"The Kansas City board has no option but to sit down and talk to (Western). Shareholders will bring lawsuits if they don't."

Edward Tirello  
Utility Analyst  
NatWest Securities  
June 18, 1996

"This is a very generous offer. I think it will be difficult for the (KCPL) board to reject the offer so quickly again."

Barry Abramson  
Utility Analyst  
Prudential Securities  
June 18, 1996

"I suspect that they (KCPL board) would have to give this serious consideration. It certainly is a generous price relative to what the merger

with UtiliCorp would be."

Ray Moore  
Utility Analyst  
Dillon Read  
June 18, 1996

KCPL Shareowners

Our Offer: Western Resources

Dividend increase to \$2.00 to \$2.35 projected following closing. That is 23% 45 % higher than the current dividend and 8% 27% higher than UtiliCorp/KCPL projected dividend.\*

\$31.00 per share in Western Resources stock, a 30% premium over market.\*\*\*

Tax free transaction.

Their Proposal: UtiliCorp  
"Intention to recommend" dividend of \$1.85 following closing.\*\*

Floats with UtiliCorp value.\*\*\*\*

Tax free transaction.

\*Dividend increases projected for KCPL shareowners are based upon Western Resources' 1998 projected annual dividend of \$2.14 per share and KCPL's current annual dividend of \$1.56 per share, and the UtiliCorp/KCPL announced intention to recommend a dividend of \$1.85 after their proposed merger.

\*\*KCPL News Release, May 6, 1996.

\*\*\*Based upon closing stock prices April 12, 1996, the last trading day prior to the public announcement of Western Resources' offer, 20% premium over closing stock price on June 14, 1996, the last trading day prior to the announcement of the improved offer. The exchange ratio provides that KCPL shareowners will receive at least 0.933 and as much as 1.1 shares of Western Resources' common stock

\*\*\*\*Based on one for one exchange ratio announced May 19, 1996.

Financial Strength

Our Offer: Western Resources  
Western Resources' bond rating is A-.

Their Proposal: UtiliCorp  
UtiliCorp's bond rating is BBB.

\*Western Resources has been placed on credit watch with negative implications, which Western Resources believes is a normal process for companies involved in merger activities. For example, KCPL has also been put on credit watch with negative implications.

"It would appear UtiliCorp's offer is not competitive. I think it would be hard for UtiliCorp, considering its financial condition, to compete with this offer."

Barry Abramson  
Utility Analyst  
Prudential Securities  
June 18, 1996

"The ball is definitely in UtiliCorp's court. This is enough of a premium that (UtiliCorp) will have to come back with a very good offer or an excellent rationale as to why the KCP&L shareholders should stick with them."

Dennis Hudson  
Utility Analyst  
George K. Baum & Company  
June 18, 1996

KCPL Employees

Our Offer: Western Resources  
No layoffs, period.

Their Proposal: UtiliCorp

No commitment.

In the KGE merger of 1992, savings were achieved with no layoffs.

#### Greater Kansas City Community Benefit

Maintain Western Resources'/KCPL's current level of civic and charitable giving for at least five years.

KCPL remains headquartered in Kansas City, Mo.

Relocation of a rapidly growing Western Resources business unit to Kansas City.

Enhanced bistate economic development.

#### The Savings

Western Resources/KCPL merger is projected to result in cost savings of \$400 million more than projected in the UtiliCorp proposal over the first ten years of the merger.

Western Resources' numbers were developed with the assistance of Deloitte & Touche Consulting Group, the firm which previously assisted management in accurately estimating the savings amount in the KPL/Kansas Gas & Electric merger. Deloitte & Touche Consulting Group has assisted in similar savings analysis in 13 of the last 16 announced utility mergers.

Western Resources' savings are supported in detailed documents, which have been publicly filed with regulatory agencies.

Why we believe Western Resources' offer has more savings than the UtiliCorp deal.

UtiliCorp's far flung operations (including British Columbia, Australia and New Zealand) make it more difficult to manage and achieve savings.

Western Resources electric operations are all adjacent to and interconnected with KCPL.

Western Resources shares more than \$2 billion in assets and almost 100,000 customers with KCPL.

Western Resources is a bigger company than UtiliCorp.

Western Resources has demonstrated the ability to make utility mergers work.

"They (Western Resources) have more opportunity for economies, cost savings, synergies, however you want to put it, than UtiliCorp has, and they (Western Resources) can afford to pay more."

Dan Rudakas  
Utility Analyst  
Everen Securities  
June 18, 1996

#### Our Record

"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 (KCPL)."

Barry M. Abramson  
Utility Analyst  
Prudential Securities  
June 18, 1996

#### Profile

Western Resources (NYSE:WR) is a Kansas based, diversified energy company that began operating in Topeka as The Kansas Power and Light Company (KPL) more

than 70 years ago.

During that time, KPL grew into the company it is today through more than 300 mergers or acquisitions of predecessor companies the most recent of which was KPL's merger with KGE in 1992 resulting in the formation of Western Resources, Inc.

Through its regulated and unregulated companies, Western Resources provides a full range of energy and energy related products and services. Its regulated utilities, KPL and KGE, provide electricity and natural gas service to more than 1.2 million customers in Kansas and northeastern Oklahoma. The companies 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, The Wing Group and the Mid Continent Market Center, energy related products and services are developed and marketed in the continental U.S. and internationally.

Information about Western Resources and its operating companies can be accessed on the Internet at <http://www.wstnres.com>.

### Financial Strength and Stability

Western Resources has paid dividends every year since its founding in 1924, and dividends have been increased every year for the last 20 years.

Since 1992, Western Resources has delivered total returns to shareholders (through stock price appreciation and dividends) nearly 50 percent greater than has UtiliCorp. (Based on 1992 1995 Western Resources and UtiliCorp annual reports.)

Western Resources is 41 percent larger by assets than UtiliCorp. (Based on 1995 Western Resources and UtiliCorp annual reports.)

### UtiliCorp's Poor Track Record

Since 1992, UtiliCorp has had to write off more than \$120 million in bad investments. (Based on 1993 1995 UtiliCorp annual reports.)

UtiliCorp has invested almost half of its assets (nearly \$1.8 billion) in "energy related and other" assets, which in 1995 produced a return on investment below a passbook savings rate. (See page 54, 1995 UtiliCorp annual report)

UtiliCorp's bond rating is BBB.

### Promises Made, Promises Kept

Western Resources' 1992 merger with Kansas Gas & Electric:

\$32 million in customer rebates.

Promised and delivered!

No layoffs of KGE employees.

Promised and delivered!

Millions of dollars in savings.

Promised and delivered!

KGE headquarters to remain in Wichita.

Promised and delivered!

### Western Resources: Corporate Stewardship

Western Resources is committed to preserving the environment. Since 1992, Western Resources has received 12 major awards for its environmental programs.

Western Resources is an industry leader in technologies to make power plants "cleaner"; we help our customers use energy wisely; and have an employee directed "Green Team" that recommends policies and projects to improve our facilities and the environment in the areas we serve.

Through the Western Resources Foundation, we make contributions to programs benefiting children, the elderly and the environment.

Western Resources is one of the major area firms contributing to the Royals Succession Plan, which keeps major league baseball in Kansas City.

Western Resources employees volunteer in their communities. We take an active role in United Way programs, the March of Dimes, in local Chamber activities and other worthwhile causes.

Through Project DESERVE, Western Resources provides emergency energy related bill payment assistance to elderly and disabled persons.

Western Resources helps "take a bite out of crime" through the vigilance of our employees within the neighborhoods we serve. Our McGruff Truck tm program trains employees to watch for and report problems. Company radio equipped vehicles also serve as safe havens for those waiting for authorities or needing assistance in emergency situations.

#### Our Vision Respected

"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  
Utility Analyst  
NatWest Securities  
June 18, 1996

#### The Vision That Works

Western Resources' vision is to be the leading provider of energy and energy related services in America, while providing superior, sustained shareowner value.

Western Resources' four part business strategy consists of the following elements:

A strong core utility business.

A strong regional presence as a total energy provider.

Branded national presence that will cause us to be among the leading diversified energy and related services companies in the U.S.

Being a leader in the international energy business.

The foundation for this balanced approach is a policy of growing only through transactions which increase both near term and long term shareowner value.

#### Our Vision Realized

In 1996, Western Resources acquired The Wing Group, the premier developer of international power projects, expanding Western Resources' access in unregulated markets.

Western Resources has become the largest shareholder in ADT Limited, the largest provider of monitored security services, an investment designed to expand our national reach of unregulated services.

To prepare its employees for the changing energy industry, Western Resources instituted an innovative program called Project BLUEPRINT in 1994. The program engages employees in changing the traditional ways we think about business, while enhancing customer service with multiple products and services.

What is going to happen now?

If I accept the Western Resources offer, what happens to my KCPL stock?  
Under the exchange offer, you will have the opportunity to exchange tax free your KCPL stock for Western Resources stock valued at \$31. The exchange ratio has a protective collar so that KCPL shareowners will receive at least 0.933 and as much as 1.1 shares of Western Resources common stock for each share of KCPL common stock. Upon completion of the merger, you will be a shareowner of the combined company.

I sent in my proxy card in May. Why do I have to go through this again?  
UtiliCorp and KCPL cancelled that vote on their merger proposal when it became apparent the transaction would not be approved by KCPL shareowners. Now, it is necessary to begin again. By filling out the GOLD proxy card and voting against the UtiliCorp proposal, you are helping to move the Western Resources offer forward.

How will my KCPL shares be stronger?  
First, under our offer of \$31 of Western Resources' stock, you will receive significantly more than the current market price of your KCPL stock.. Also, you will receive a company with a vision that works ... one that we believe produces growth and value.

What is going to happen now?

Why should I vote against KCPL management?  
First, we believe our offer is financially superior to the UtiliCorp proposal and provides greater value both short and long term for your KCPL shares.

Second, the shareowners are the owners of KCPL, not management which owns less than 1% of KCPL's stock. The KCPL management and board refused to meet with us to gain an understanding of our original offer last April. We had to present our offer directly to you because we never had the opportunity to present these ideas in person to KCPL management.

Can the Western Resources/KCPL merger succeed?  
Yes. You, the shareowners, can help make it happen by voting AGAINST the UtiliCorp proposal on the GOLD card, by letting KCPL management know how you feel and tendering your shares after our exchange offer is declared effective.

What do I do about the UtiliCorp proposal?  
To have the opportunity to accept our offer, you should vote AGAINST the proposal on the UtiliCorp plan. Remember, the decision is yours as an owner of KCPL. We believe we have a financially superior offer and a vision that works.

#### Western Resources/KCPL Timeline

KCPL shareowner vote on original UtiliCorp offer	CANCELLED by KCPL
Record date on which you must be a KCPL shareholder to vote	June 26, 1996
KCPL shareowners begin to tender shares to Western Resources	Immediately after effective date of exchange offer
Western Resources completes merger with KCPL*	Expected August to December 1997

\*Completion of the merger is subject to terms and conditions detailed in the Western Resources' preliminary prospectus dated June 19, 1996.

Your vote in the previous merger election has been cancelled by KCPL and UtiliCorp.

This is a new vote because KCPL cancelled the May 22 merger vote after, we believe, it became apparent the UtiliCorp proposal would be defeated by KCPL shareowners. To be able to take advantage of what we believe is a financially superior and visionary offer...

Vote AGAINST the UtiliCorp/KCPL proposal on the GOLD proxy card. Sign, date

and return the GOLD proxy card today.

Support Western Resources with a call to KCPL and to the members of KCPL's board of directors.

Tender KCPL shares to Western Resources when we begin the exchange offer to you.

If you have any questions on our offer, please call Georgeson & Company, who is assisting us, toll free at 1 800 223 2064.

If you want additional information on Western Resources, please call toll free at 1 800 544 0176 or access our web site 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 shareowners 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 is an excerpted script of a media teleconference conducted by Western Resources' Senior Management on June 17, 1996:

INTRODUCTION: "Important legal information about the status of Western Resources' registration statement follows the excerpts of the media conference. The material that follows contains certain statements of opinion and belief."

Excerpted Transcript of the Western Resources Media Teleconference with John E. Hayes, Jr., Chairman and CEO, David Wittig, President, Steve Kitchen, Executive Vice President and CFO

June 17, 1996

John E. Hayes, Jr.:

Thank you very much and good morning to you all. Thank you for joining us. I would like to make a few brief opening comments and then open it up for any questions you may have.

First of all, David Wittig, president of Western Resources, and Steve Kitchen, who is our executive vice president and chief financial officer are present. As you know, we have made an offer to merge with KCPL. It is our view that the benefits of combining KCPL and Western Resources are simply too great to pass up.

Now, because of this opportunity for shareowners, customers and employers and, in fact, the communities we serve, our board of directors has authorized me to make the following increase in our proposal.

We are now offering KCPL shareowners \$31 per share (within a collar of .933 and 1.1). That is an increase from our original proposal of \$28 per share. This new price represents a 30% premium over KCPL's closing price on April 12, which was the last trading day prior to the announcement of our original offer and it's a 20% premium over last Friday's KCPL closing price. The projected dividend range per KCPL share also goes up with this offer.

Western Resources projects that the annual dividend and closing in 1998 will range from \$2 to \$2.35. This compares with the announced UtiliCorp intention to recommend a \$1.85.

Raising our offer reflects our belief that this merger makes great business sense and we must aggressively pursue its completion. Our plan is to move forward.



We've urged the KCPL board of directors to accept our offer, which we believe is clearly financially superior to the UtiliCorp proposal.

In our view, the recent restructuring of the UtiliCorp proposal is frankly an obvious attempt to restrict the voice of the KCPL shareowners. We remain hopeful that KCPL's management and board will see the merits and benefits of our new offer, and for the sake of their shareowners, employees and customers will take the opportunity to meet with us personally to discuss our offer.

With that, I'd be interested in hearing questions and comments if there are any.