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:

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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:

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.

The following letter was mailed to KCPL shareholders:

July 26, 1996

Dear KCPL Shareowner:

All the mailings...all the brochures...all the ads... come down to one simple question: Which Company provides the better partner for KCPL to grow your dividends and investment?

Let's look at the record.

As the attached information indicates, UtiliCorp's record is not what KCPL management would lead you to believe. In fact, we believe it is a record you'll want to avoid.

UtiliCorp has a record of no growth in earnings per
share over the last 10 years, major write offs and

poorly performing investments.

UtiliCorp had to get special permission from its bank to avoid default on its loans.

UtiliCorp has written off $120 million in bad investments.

Compare the UtiliCorp record to Western Resources' 72 year history of keeping promises.

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

Since 1992, Western Resources has delivered total returns to shareowners (through stock price appreciation and dividends) nearly 50 percent greater than UtiliCorp. This information comes directly from the annual reports of the two companies.

Western Resources has a record of growing shareowner value and coupling innovation with sound business decisions.

It's your investment-Do you really want to give up $4 per share and up to a 27 percent increase in projected dividends* for this?

Western Resources' offer is viable and achievable. That's why nearly all independent industry analysts have praised it as a superior offer to UtiliCorp's. Here's what some are saying.

"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." [KLT=KCPL] Barry M. Abramson, CFA, Prudential Securities, July 25, 1996.

"UCU's recent acquisitions have diluted shareholder value. Given the lower rate of return on these incremental investments,...a dividend reduction may be more likely under a UCU-KLT combination in our view than under a WR-KLT combination." (Emphasis added.) [UCU-UtiliCorp] John Edwards, Redwood Securities Group, Inc., July 25, 1996.

We believe that UtiliCorp needs KCPL. We do not believe, however, that KCPL shareowners need the poor financial performance of UtiliCorp. The future of your investment is at stake. Don't accept what is, in our opinion, an inferior transaction with UtiliCorp.

How can you protect your investment in KCPL?

To preserve your opportunity to choose what we believe to be the better transaction, VOTE AGAINST the proposed transaction with UtiliCorp by signing, dating and returning the enclosed GOLD proxy card today.

I look forward to serving you as one of the owners of this new company, which we are convinced will be strongly positioned for the future.

Sincerely,

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

*Based upon Western Resources' $31 exchange offer, assumimg Western Resources' average share price is between $28.18 and $33.23 at the time of closing; Western Resources' projected post-merger 1998 dividend rate of $2.14 per share; the exchange ratio in Western Resources' offer; and closing stock prices on July 25, 1996.

This letter is neither an offer to exchange nor a solicitation of an offer to exchange shares of common stock of KCPL. Such offer is made solely by the Prospectus dated July 3, 1996, and the related Letter of Transmittal, and is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of common stock of KCPL in any jurisdiction in which the making of such offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where securities, blue sky or other laws require such offer to be made by a licensed broker or dealer, such offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

The following national press release was issued:

KCC STAFF, WESTERN RESOURCES REACH AGREEMENT IN RATE CASE

SETTLEMENT PROVIDES SOLID BASIS FOR KCPL MERGER

TOPEKA, Kansas, July 26 , 1996 -- Western Resources today announced it has reached a settlement agreement with the Kansas Corporation Commission (KCC) staff regarding rate decreases for its KPL and KGE customers while it moves forward to merge with the Kansas City Power & Light Company.

"We are pleased that together with the KCC staff we have struck the balance of providing immediate savings for our customers while doing so in a fiscally prudent manner," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "The agreement reached today allows us to meet competitive forces in our industry and continue with our business plans to be a national leader in energy services and products."

Details of the settlement include a $37.3 million rate reduction for KGE customers and an $8.7 million reduction for KPL customers upon KCC approval. In January 1998, KGE customers will receive an additional $10 million rate reduction.

"Importantly, the KCC staff's initial rate reduction recommendation has been touted by KCPL as a possible stumbling block in our offer to merge with them," said Hayes. "We've been saying

all along the issue was a matter of timing and implementing rate decreases in a sound, businesslike manner. Now, Western Resources has been proved right."

The agreement reached today supports Western Resources' projected earnings calculations for a Western Resources/KCPL merged company. KCPL shareowners will receive $31 for every share of KCPL common stock, and a projected dividend between $2.00 and $2.35 per share at the close of the merger.*

With the reduction agreed upon today, KGE rates will fall to nine percent below the national average. KPL rates, already 27 percent below the national average, drop another two percent. Western Resources also has agreed to keep retail electric rates stable for five years.

"We continue to believe our offer for KCPL is the most valuable for shareowners," said Hayes. "Reaching this agreement validates our beliefs and confirms the viability of our offer. Now that we have resolution of this issue, we're continuing to make a Western Resources/KCPL combination a reality."

Today's agreement will be presented to the KCC. Following KCC approval, the rate reductions will be immediately implemented.

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.

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*Dividend per KCPL share is based upon Western Resources' projected post-merger 1998 annual dividend rate of $2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' offer. Price per KCPL share (payable in Western Resources common stock) assumes that Western Resources' average share price is between $28.18 and $33.23 at the time of closing.

The following regional press release was issued:

KCC STAFF, WESTERN RESOURCES
REACH AGREEMENT IN RATE CASE

KPL RATES TO DROP $8.7 MILLION,
SETTLEMENT PROVIDES SOLID BASIS FOR KCPL MERGER

TOPEKA, Kansas, July 26 , 1996 -- Western Resources today announced it has reached a settlement agreement with the Kansas Corporation Commission (KCC) staff regarding rate decreases for its customers while it moves forward to merge with the Kansas City Power & Light Company.

"We are pleased that together with the KCC staff we have struck the balance of providing immediate savings for our customers while doing so in a fiscally prudent manner," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "The agreement reached today allows us to meet competitive forces in our industry and continue with our business plans to be a national leader in energy services and products."

With the reduction agreed upon today, KPL electric rates, already 27 percent below the national average, drop another two percent, giving KPL electric retail customers a savings of approximately $12 annually based on 750 kwh consumption monthly.

Other details of the settlement include an immediate $37.3 million rate reduction for KGE customers and another $10 million reduction in January 1998. At that time, KGE rates will fall to nine percent below the national average.

"Importantly, the KCC staff's initial rate reduction recommendation has been touted by KCPL as a possible stumbling block in our offer to merge with them," said Hayes. "We've been saying all along the issue was a matter of timing and implementing rate decreases in a sound, businesslike manner. Now, Western Resources has been proved right."

The agreement reached today supports Western Resources' projected earnings calculations for a Western Resources/KCPL merged company. KCPL shareowners will receive $31 for every share of KCPL common stock, and a projected dividend between $2.00 and $2.35 per share at the close of the merger.*

"We continue to believe our offer for KCPL is the most valuable for shareowners," said Hayes. "Reaching this agreement validates our beliefs and confirms the viability of our offer. Now that we have resolution of this issue, we're continuing to make a Western Resources/KCPL combination a reality."

Today's agreement will be presented to the KCC. Following KCC approval, the rate reductions will be immediately implemented.

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.

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*Dividend per KCPL share is based upon Western Resources' projected post-merger 1998 annual dividend rate of $2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' offer. Price per KCPL share (payable in Western Resources common stock) assumes that Western Resources' average share price is between $28.18

and $33.23 at the time of closing.

The following regional press release was issued:

KANSAS CORPORATION COMMISSION STAFF, WESTERN RESOURCES
REACH AGREEMENT IN RATE CASE

KGE CUSTOMERS TO BENEFIT;
$56 MILLION RATE REDUCTION PACKAGE

WICHITA, Kansas, July 26, 1996 -- Western Resources today announced it has reached an agreement with the Kansas Corporation Commission (KCC) staff which will lower rates for KGE customers by $56 million.

"We are pleased that this settlement agreement allows us to accelerate the lowering of rates for KGE customers," said William B. Moore, chairman and president of KGE. "Our intent since 1992 has been to reduce rates for KGE customers. At the time of the merger with KPL in 1992, KGE canceled a planned $40 million rate increase, rates were frozen for three years, and Western Resources provided $32 million in merger rebates. In addition to the interim $8.7 million rate reduction for KGE customers implemented a few months ago, and the reduction agreed upon today, KGE rates fall to nine percent below the national average."

Details of the settlement include an additional $37.3 million rate reduction for KGE customers upon KCC approval. In January 1998, KGE customers will receive an additional $10 million rate

- MORE -

reduction. The current $8.7 million interim rate reduction, which was effective May 23, also will become permanent resulting in a total $56 million rate reduction for KGE customers. Western Resources also has agreed to keep retail electric rates stable for five years.

"We are pleased that together with the KCC staff we have struck the balance of providing immediate savings for our customers while doing so in a fiscally prudent manner," said Moore.

"The agreement reached today allows us to meet competitive forces in our industry, continue with our business plans to be a national leader in energy services and products, and move forward in our merger with KCPL," said John E. Hayes, Western Resources chairman of the board and chief executive officer.

"Importantly, the KCC staff initial rate reduction recommendation has been touted by KCPL as a possible stumbling block in our offer to merge with them," said Hayes. "We've been saying all along the issue was a matter of timing and implementing rate decreases in a sound businesslike manner. Now Western Resources has been proved right."

The agreement reached today supports Western Resources' projected earnings calculations for a Western Resources/KCPL merged company. Shareowners will receive $31 for every share of KCPL common stock, and a projected dividend between $2.00 and $2.35 per share at the close of the merger.*

"We continue to believe our offer for KCPL is the most valuable for shareowners," said Hayes. "Reaching this agreement validates our beliefs and confirms the viability of our offer.

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Now that we have resolution of this issue, we're continuing to make a Western Resources/KCPL combination a reality."

Today's agreement will be presented to the KCC. Following KCC approval, the rate reductions will be immediately implemented.

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.

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* Dividend per KCPL share is based upon Western Resources' projected post-merger 1998 annual dividend rate of $2.14 per share of Western Resources' common stock and the exchange ratio in Western Resources' offer. Price per KCPL share (payable in Western Resources common stock) assumes that Western Resources' average share price is between $28.18 and $33.23 at the time of closing.

The following advertisment was sent to KCPL shareholders on July 26, 1996 and will be used in newspapers:

ATTENTION KCPL SHAREOWNERS:

WHAT DO YOU REALLY KNOW ABOUT UTILICORP?

Had no growth in earnings per share over the last 10 years (pg. 57, 1995 UtiliCorp Annual Report).

Had to get special permission from its bank to avoid default on its loans (pg. 33, 1995 UtiliCorp Annual Report).

Has written off $120 million in bad investments (pg. 45 & 46, 1995; pg. 46, 1994 UtiliCorp Annual Reports).

Has $1.8 billion in investments that earned less than 3% (pg. 54, 1995 UtiliCorp Annual Report).

Has a pending shareowners' securities fraud lawsuit against it over investment write-offs and embezzlement (Alpern v. UtiliCorp United, Inc., Dkt. 92-CU-38, USDC Western District of Missouri).

Do you really want to give up $4 per share and up to a 27% increase in projected dividends* for this?

Vote AGAINST the Proposed Merger With UtiliCorp. Vote No On The GOLD PROXY CARD.

[logo]
Western Resources

If you have any questions on our offer, call Georgeson & Company, assisting us at 1-800-223-2064, or access our web site at http://www.wstnres.com.

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The following employee update was issued to Western Resources' employees:

July 26, 1996

KCC STAFF, WESTERN RESOURCES REACH AGREEMENT IN RATE CASE;
SETTLEMENT PROVIDES SOLID BASIS FOR KCPL MERGER

Western Resources today announced it has reached a settlement agreement with the Kansas Corporation Commission (KCC) staff regarding rate decreases for its KPL and KGE customers while it moves forward to merge with the Kansas City Power & Light Company.

"We are pleased that together with the KCC staff we have struck the balance of providing immediate savings for our customers while doing so in a fiscally prudent manner," said John E. Hayes, Jr., Western Resources chairman of the board and chief executive officer. "The agreement reached today allows us to meet competitive forces in our industry and continue with our business plans to be a national leader in energy services and products."

Details of the settlement include a $37.3 million rate reduction for KGE customers and an $8.7 million reduction for KPL customers upon KCC approval. In January 1998, KGE customers will receive an additional $10 million rate reduction.

"This settlement agreement allows us to accelerate the lowering of rates for KGE customers," said Hayes. "Our intent since 1992 has been to reduce rates for KGE customers. At the time of the merger with KPL in 1992, KGE canceled a planned $40 million rate increase, rates were frozen for three years, and Western Resources provided $32 million in merger rebates. In addition to the interim $8.7 million rate reduction for KGE customers implemented a few months ago, and the reduction agreed upon today, KGE rates fall to nine percent below the national average."

The current $8.7 million interim rate reduction, which was effective May 23, also will become permanent resulting in a total $56 million rate reduction for KGE customers.

Western Resources also has agreed to keep retail electric rates stable for five years. With the reduction agreed upon today, KPL electric rates, already 27 percent below the national average, drop another two percent, giving KPL electric retail customers a savings of approximately $12 annually based on 750 kwh consumption monthly.

"Importantly, the KCC staff's initial rate reduction recommendation has been touted by KCPL as a possible stumbling block in our offer to merge with them," said Hayes. "We've been saying all along the issue was a matter of timing and implementing rate decreases in a sound, businesslike manner. Now, Western Resources has been proved right."

The agreement reached today supports Western Resources' projected earnings calculations for a Western Resources/KCPL merged company. KCPL shareowners will receive $31 for every share of KCPL common stock, and a projected dividend between $2.00 and $2.35 per share at the close of the merger.*

"We continue to believe our offer for KCPL is the most valuable for shareowners," said Hayes. "Reaching this agreement validates our beliefs and confirms the viability of our offer. Now that we have resolution of this issue, we're continuing to make a Western Resources/KCPL combination a reality." Today's agreement will be presented to the KCC. Following KCC approval, the rate reductions will be immediately implemented.

This Employee Update is neither an offer to exchange nor a solicitation of an offer to exchange shares of common stock of KCPL. Such offer is made solely by the Prospectus dated July 3, 1996, and the related Letter of Transmittal, and is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of common stock of KCPL in any jurisdiction in which the making of such offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where securities, blue sky or other laws require such offer to be made by a licensed broker or dealer, such offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

*Dividend per KCPL share is based upon Western Resources' projected post-merger 1998 annual dividend rate of $2.14 per share of Western Resources common stock and the exchange ratio in Western Resources' offer. Price per KCPL share (payable in Western Resources common stock) assumes that Western Resources' average share price is between $28.18 and $33.23 at the time of closing.

The following phonescript was used on July 26:

ANALYST AND MEDIA TELECONFERENCE CALLS
TOPIC: REGULATORY SETTLEMENT
July 26, 1996

Good morning. I'm John Hayes and I appreciate you visiting with us this morning. Joining me are Steve Kitchen, Western Resources Chief Financial Officer, David Wittig, Western Resources President, and Jim Martin, Vice President, Finance.

We are extremely pleased this morning to announce that we have reached an agreement with the Kansas Corporation Commission staff regarding rate decreases for our KPL and KGE electric customers.

As many of you may know, the KCC staff's initial recommendation of $105 million has been used by KCPL management as a perceived potential major obstacle to a Western Resources/KCPL merged company.

We have said -- since the staff's initial recommendation -- that we believed a solid rate reduction plan could be developed with staff, and today we are pleased to announce those details:

First: KGE customers, those served by our 47 percent interest in the Wolf Creek Generating Station, will receive a $37.3 million rate reduction following KCC approval, which is expected this fall . . . perhaps in late September or early October.

In January 1998, KGE customers will receive an additional $10 million in rate savings, bringing retail electric rates for KGE to approximately nine percent below the national average.

This combination of rate reductions puts KGE electric rates on a very competitive level as we enter an era of energy deregulation. KGE customers already are reaping the benefits of an $8.7

million rate reduction initiated by us in May. Today's agreement brings the total KGE rate reductions through 1998 to $56 million . . . but does so in a way that is not harmful to our shareowners.

Second: KPL customers, who already experience rates approximately 27 percent below the national average today, will receive an $8.7 million reduction, bringing their rates to 29 percent below the national average.

Perhaps what is most important in the regulatory agreement announced today is that KCPL management has used the uncertainty surrounding the rate reductions as its potential major barrier to a successful Western Resources/KCPL merger.

Today . . . that barrier no longer exists. The agreement reached complements our strategy to move forward with our KCPL merger offer . . . and that is exactly what we intend to do.

Reaching this agreement confirms the viability of our offer to KCPL shareowners, the seriousness of our tone, and our continued resolve to make a Western Resources/KCPL combination a reality.

Before we take your questions, let me briefly outline the numbers for you again and hit on three very key points:

How does it add up?
$37.3 million - KGE
$8.7 million -- interim becomes permanent -- KGE
$8.7 million - KPL
$54.7 million -- effective immediately following KCC approval
PLUS
$10 million - KGE - beginning January 1, 1998
$64.7 million total

Three key issues in the staff stipulation are as follows:
1. A five-year incentive mechanism whereby KGE customers (via rebate) and shareowners share 50/50 when the Company's electric ROE exceeds 12 percent.
2. A five-year moratorium on electric rates for KPL and KGE customers; and
3. Establishes the level of merger savings in the 1992 KPL/KGE merger at $40 million. We had projected KPL and KGE merger savings to be $39.5 million in 1996. This simply reinforces our ability to accurately project merger savings and recognizes more than $400 million in KPL/KGE merger savings during the next 10 years.

In addition, we will continue to honor KCPL/Missouri Public Service Commission agreement to reduce rates for KCPL MO customers by $20 million and KCPL KS customers by $8 million.

Another key element in today's announcement is that the agreement reached with the KCC staff requires no change in our post-merger forecast of earnings as detailed on page 17 in our S-4 filing.

At this time, we would be happy to answer your questions . . .

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