

keep well letter



818 Kansas Avenue
P.O. Box 889
Topeka, Kansas 66601
Phone (913) 575-6300

March 26, 1996

Mr. David R. Cournoyer,
Assistant Vice President
Fleet Credit Corporation
50 Kennedy Plaza
Fifth Floor
Providence, RI 02903-2305

Dear Mr. Cournoyer:

Westar Capital, Inc. ("Assignee"), a wholly owned subsidiary of Western Resources, Inc. ("Western"), has by virtue of a resolution of Western's Board of Directors, a copy of which is attached hereto, a \$600 Million line of debt and equity with Western.

The Assignee has requested that Fleet Credit Corporation ("Fleet") enter into the Aircraft Lease dated as of March 26, 1996, between Fleet Credit as Lessor and The Wing Group, Limited Co. as Lessee (the "Lease") based on the strength of Assignee's financial resources including, among other things, Assignee's ability to request debt and equity contributions from its parent corporation Western Resources, Inc. ("Western"). Fleet has agreed to enter into the Lease based on, among other things, such availability of funds from Western to Assignee subject to the following conditions precedent: (i) the Assignee shall include its obligations under the Lease as a part of the \$600 Million line of debt and equity which Western has made available to Assignee, during the term of the Lease and (ii) Assignee shall request funds from Western, as reference in (i) above, in amounts sufficient to make payment to Fleet and upon receipt of such funds, Assignee shall make payment to Fleet.

Each Party has executed in the space provided below such Party's (a) consent to the terms of this letter agreement; (b) confirmation that Assignee has included the obligations of Assignee under the Lease as part of the \$600 Million line of debt and equity Western has available for Assignee; (c) acceptance of and agreement to the foregoing paragraphs of the letter, and (d) acknowledgment that the Fleet would not execute the Lease without such consent, confirmation, acceptance and agreement.

THIS DOCUMENT (INCLUDING THE LEASE AND ANY DOCUMENTS RELATED THERETO)

REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.

ACCEPTED AND AGREED TO
as of March 26, 1996:

Westar Capital, Inc.,
a Kansas Corporation

By: *Regina I. Degarmo*
Name: Regina I. Degarmo
Title: Assistant Corporate Secretary and Assistant Treasurer

Western Resources, Inc., hereby consents, confirms, agrees and acknowledges as set forth above.

Western Resources, Inc.,
a Kansas Corporation

By: *Thomas E. Shea*
Name: Thomas E. Shea
Title: Treasurer

Fleet Credit Corporation,
a Rhode Island Corporation

By: *David R. Cournoyer*
Name: David R. Cournoyer
Title: Assistance Vice President