

WESTAR ENERGY INC.

CORPORATE AVIATION POLICY

Westar Energy Inc. (the "Company") utilizes business aircraft to provide safe, efficient and effective air transportation to assist in achieving the business mission and goals of the Company. The business aircraft are used to save employee travel time, to increase employee productivity during travel, to establish better control over travel scheduling, safety and security, and to provide more direct access to customers and other business contacts important to the Company.

This policy document is intended to apply to all Company employees, business associates and guests who use aircraft owned, operated or chartered by the Company. The term "employees" includes employees of the Company's subsidiaries. The purposes of this document are to:

- establish aviation policy
- set up reasonable control measures to make efficient use of Company aircraft
- ensure that the use of aviation resources is in accordance with all applicable laws and regulations
- inform employees of the basic procedures for scheduling and using Company aircraft

FOR ALL FLIGHTS:

The following members of the Company's senior management are designated as Approving Authorities, who are authorized to initiate flights and approve use of business aircraft for other employees:

Chief Executive Officer
President
Chief Operating Officer
Chief Financial Officer
Any Executive Vice President
Any Senior Vice President

The following members of the Company's senior management are designated as Requesting Authorities, who can request flights for their own business use, with approval by an Approving Authority, but only if the requesting individual is on the aircraft as a passenger:

Any Vice President

General Counsel
Corporate Secretary
Treasurer

The Company's General Counsel is authorized to approve flights in emergency situations. The Company's Vice President with management responsibility for Aviation Services is authorized to approve flights for operational and maintenance purposes when only crew members are present on the aircraft. All charitable or humanitarian flights require approval of the Company's Chief Executive Officer.

SCHEDULING FLIGHTS

The scheduling process is initiated by an Approving Authority providing a completed and signed Company Aircraft Travel Request Form to the Executive Director of Aviation Services who will enter the scheduling information into the flight schedule if aircraft and flight crews are available. Except under extreme circumstances, a minimum of 24 hours notice shall be required for flight scheduling. Crew assignments will be made at this time by the Executive Director of Aviation Services. If the aircraft is unavailable, due either to maintenance activities, a conflicting flight schedule or crew shortages, an outside charter trip may be coordinated by the Executive Director of Aviation Services subject to approval by an Approving Authority. The Executive Director of Aviation Services will have final authority to cancel, delay or reschedule all flights when in his judgment weather, maintenance activities, safety concerns or other circumstances warrant any of these actions.

Scheduling conflicts will be resolved by the senior Approving Authority authorizing travel based on business needs, the number of passengers and such other factors relevant to priority as the Approving Authority deems appropriate. Business travel shall have priority over non-business travel in all cases.

More than two of the Chief Executive Officer, President, Chief Operating Officer and Chief Financial Officer should not travel together, unless required by urgent business circumstances.

Not more than four (4) members of the Board of Directors should travel together.

FLIGHT DOCUMENTATION

All flights shall be requested on the Company Aircraft Travel Request Form found in Appendix A.

The aircraft crew will confirm the identity of all passengers traveling on the aircraft on each trip immediately prior to departure. The approval of an Approving Authority shall be obtained prior to departure for a person not identified on the Company Aircraft Travel

Request Form to travel on the aircraft. This approval shall be evidenced by the completion of an additional Company Aircraft Travel Request Form or by appropriate modifications and re-signing of the previously completed Company Aircraft Travel Request Form.

A complete record of all trip paperwork (to include flight plans, passenger manifests, maintenance forms and invoices, fuel and catering invoices, ATC clearances and basic weather data) will be kept and returned to Aviation Services following the completion of each trip. Aviation Services will review all flight documentation on a monthly basis for completeness and to confirm the accuracy of, and absence of any discrepancies in, the flight documentation. This documentation will be audited at least annually and will remain on file for at least three years.

TRAVEL FOR BUSINESS REASONS

Employees and business guests may be allowed to utilize the Company aircraft only for the purpose of conducting the business of the Company and its Subsidiaries. In no circumstances shall business guests include elected or appointed government officials or candidates for federal or state office.

1. APPROVAL OF BUSINESS TRAVEL

An Approving Authority, as defined earlier in this policy manual, must approve a trip request for all passengers including potential clients and guests. The business purpose of each employee and guest shall be documented along with the guest's affiliation with the Company and the name of the sponsoring employee or executive of the flight.

2. PAYMENT FOR BUSINESS TRAVEL

Expenses for all flights shall be charged to Aviation Services. Any special amenities required for any flight shall be requested and approved prior to the flight and charged to the department requesting the amenities.

TRAVEL FOR NON-BUSINESS REASONS

The aircraft may not be used for non-business travel, except that employees and spouses of employees may be allowed to travel aboard the aircraft for non-business (personal) reasons, provided the primary purpose of the flight is conducting the Company's business and such non-business use does not interfere with and is incidental to the primary business purpose of the flight. No non-employee (other than the spouse of an employee accompanying the employee) may travel aboard the aircraft for non-business reasons. Such use should be kept to a minimum. Personal travel for these individuals will be recorded and reported to the Corporate Tax and Payroll departments in full accordance with IRS tax directives governing the non-business use of corporate aircraft.

1. APPROVAL OF NON-BUSINESS TRAVEL

An Approving Authority, as defined earlier in this policy manual, must approve a trip request when one or more passengers will be traveling for personal reasons. Personal travel by an Approving Authority or the spouse of an Approving Authority must be approved by another Approving Authority.

If an employee wishes to utilize empty seats on a Company aircraft for personal travel, and the aircraft is being flown primarily for business reasons, the Company Aircraft Travel Request Form can be signed by any Approving Authority. Approval should be granted only if the senior Company passenger on that trip agrees that the personal traveler(s) will not interfere with the schedules or on-board discussions of business passengers.

2. PAYMENT FOR NON-BUSINESS TRAVEL

The Company is prohibited by Federal Aviation Regulations from accepting any payment for travel aboard its aircraft (other than reimbursements by employees under certain IRS regulations). Personal travel can, and often will, have a direct financial impact on employees, however, as explained below.

TAX CONSIDERATIONS

PLEASE NOTE: THIS SECTION IS REQUIRED READING.

IRS regulations require that Control Employees (as defined in such regulations) who are subject to imputed income for non-business (personal) use of corporate aircraft be briefed on the provisions of the tax rules and the requirements for documenting the purpose of all business travel. The following paragraphs satisfy that briefing requirement.

An individual (employee, supplier, customer or business associate) traveling on a Company aircraft for business purposes does not incur a personal charge for the flight.

However, if the purpose of any person's travel is not primarily business-related, the personal financial consequences can be substantial. In general, non-business (personal) travel on a Company aircraft may result in personal income tax liabilities to an employee who travels for personal reasons or sponsors his/her spouse to do so.

Even when an aircraft is being operated for Company business, employees who travel on a space-available basis for personal reasons can, under many circumstances, be subject to taxation on the value of the trip.

The employee will be subject to imputed income equal to the value of all non-business flights taken by or sponsored by that employee. The value for each flight is normally computed by a complex IRS formula based on Standard Industry Fare Levels, and the amounts will be included on the employee's end-of-year W-2 form as Additional Income. The employee is then liable for personal income taxes on the increased total income. The Company shall not make a tax "gross-up" payment to an employee with respect to any imputed income arising from non-business flights.

Penalties: Business travel that is not properly documented in flight records with a clearly stated reason for travel can, under IRS audit, be deemed a non-business flight. According to the IRS, the burden of proof is on the user and, if the business reason is not included in the flight records, it can result in the imputation of income and penalties.

In addition, a failure by the Company to properly record, report, and impute income for non-business travel can result in the IRS imputing income to the employee in an amount comparable to charter aircraft rates. This method of determining the value of flights will result in significantly higher amounts of imputed income. It is, therefore, extremely important that all non-business travel by Company employees be requested, approved, recorded and reported in accordance with Company policy, as stated above.

SEC CONSIDERATIONS

SEC Regulation S-K requires the Company to disclose perquisites (including personal travel on Company aircraft) paid to top executives of the Company when the amount of perquisites meets a threshold of the lesser of \$50,000 or 10% of the executive's total annual salary and bonus in a single reporting period.

EFFECTIVE DATE

This policy is effective March 24, 2003.

