

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

April 27, 1995

818 Kansas Avenue
Topeka, Kansas 66612
Phone (913) 575-6402

Mr. David C. Wittig

REDACTED

Dear David,

We have had discussions over the last few months about our mutual interest in your taking a position on Western Resources' senior management team. Based on those discussions, and subject to the approval of the Western Resources Board of Directors, I am pleased to offer you the position of Executive Vice President, Corporate Strategy for Western Resources. In that position, you would report to me and be primarily responsible for leading our effort to grow our business. In addition, as a member of Western Resources' President's Council, you would participate with other senior officers in the formation and implementation of corporate policy regarding all aspects of the Company's operations.

Your annual base compensation would be set at \$425,000. The Board's current practice is to review officer compensation annually at its January meeting. In addition to base compensation, you would be eligible to participate in the Company's standard short and long term incentive plans for officers. Those plans, while subject to change, currently provide an opportunity for additional cash compensation of up to 36% of base and, on a rolling three year basis, a common stock grant equivalent in value of up to 10% of base. (Since you would be joining the Company at mid-year, we would establish partial year goals for you for the balance of 1995 and would pro rate your eligibility for 1995 incentive awards.) In addition, you will be enrolled in Western Resources, Inc.'s Executive Salary Continuation Plan (revised March 15, 1995).

As an inducement to cause you to favorably consider accepting a combined level of base and incentive compensation, which is significantly below the level you have regularly earned in your present position, and as a means to encourage your long term commitment to Western Resources, we offer you the following non-standard benefit. Upon four years employment with Western Resources, you will be entitled to 20 annual payments of \$268,500 beginning June 1, 2010. At your option, you may elect to receive the cumulative amount of these annual payments in ten equal payments beginning June 1, 2010. In the event of your death, an

amount of \$5,370,000 will be paid (less any amount previously paid out under this provision) to your designated beneficiary.

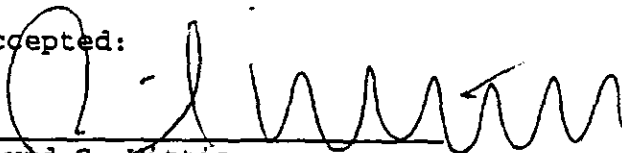
In addition to the above, you will receive all benefits which are customarily offered to officers who serve on Western Resources' President's Council. These include a deferred compensation plan, a 401(K) savings plan, a qualified retirement plan, medical/dental insurance, life insurance, accidental death and dismemberment insurance, short and long term disability protection, sick leave, vacation and holiday leave, up to \$5,000 annually to cover financial planning and tax preparation, a car allowance, personal use of a cellular phone, a club membership, an employment agreement, and relocation benefits, as we have discussed.

David, I believe this is an outstanding opportunity for you and for Western Resources. I look forward to your early reply and to welcoming you to the Western Resources team. Please call me if you want to discuss any of this.

Sincerely,



Accepted:



David C. Wittig

Date

5/2/95

FILE COPY

Western
Resources

818 Kansas Avenue
Topeka, Kansas 66612
Phone (913) 575-6402

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

May 10, 1995

Mr. David C. Wittig

REDACTED

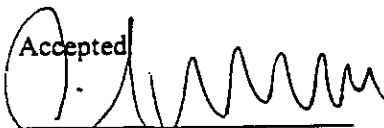
Dear David:

In my letter of April 27, 1995, I offered you a non-standard supplemental benefit in a form agreeable to you and the Company. This benefit vests in four years. I have attached a schedule of amortization and payouts of this benefit. This payout assumes 20 equal installments. You have the option of taking this benefit over 10 years instead of 20. In the event of your death, there is a lump sum death benefit of \$5,370,000 payable to your designated beneficiary, less any previous payments made under this plan.

Sincerely,



Accepted



David C. Wittig

Date 5/12/95

KPL • Gas Service • KGE

WHR000342

Executive Salary Continuation Plan

Exhibit I

07/17/95

Year	Age	Premium	Pre-Tax Retirement Benefit
1995	40	(25,000)	
1996	41	(25,000)	
1997	42	(25,000)	
1998	43	(25,000)	
1999	44	(25,000)	
2000	45	(25,000)	
2001	46	(25,000)	
2002	47	(25,000)	
2003	48	(25,000)	
2004	49	(25,000)	
2005	50	(25,000)	
2006	51	(25,000)	
2007	52	(25,000)	
2008	53	(25,000)	
2009	54	(25,000)	
2010	55	(25,000)	(268,500)
2011	56	(25,000)	(268,500)
2012	57	(25,000)	(268,500)
2013	58	(25,000)	(268,500)
2014	59	(25,000)	(268,500)
2015	60	(25,000)	(268,500)
2016	61	(25,000)	(268,500)
2017	62	(25,000)	(268,500)
2018	63	(25,000)	(268,500)
2019	64	(25,000)	(268,500)
2020	65	(25,000)	(268,500)
2021	66		(268,500)
2022	67		(268,500)
2023	68		(268,500)
2024	69		(268,500)
2025	70		(268,500)
2026	71		(268,500)
2027	72		(268,500)
2028	73		(268,500)
2029	74		(268,500)
2030	75		
2031	76		
2032	77		
2033	78		
2034	79		
2035	80		
		(650,000)	(5,370,000)

Life Expectancy 1980 CSO Equals 34.05 Years (Age 74.05).

Exhibit Assumes Death At 80. Cost Recovery: Benefit