

WESTERN RESOURCES BOARD OF DIRECTORS
HUMAN RESOURCES COMMITTEE

January 24, 1997

The following action and recommendations were made by the Human Resources Committee:

1. The Committee went into Executive Session with John E. Hayes, Jr., and reviewed discussion materials regarding the 1996 Incentives and the 1997 Salaries and Incentives.
2. The Committee went into Executive Session concerning compensation issues. The Committee determined that the payout of the 1996 incentives should be based upon the parameters associated with "Alternative 1." The Committee also approved John Hayes' 1997 agenda.
3. The minutes of the November 22, 1996, meeting were approved.
4. The Committee rated John Hayes' performance and approved the base compensation for the Executive Council, effective March 1, 1997. In addition, the payout of the 1996 Short Term Incentives and the distribution of performance shares under the Long Term Incentive Plan (1993-1996) were approved.
5. The Committee unanimously approved to recommend to the Board a resolution regarding new incentive targets for the Short Term Incentive Plan as presented to the meeting.
6. The Committee unanimously approved the resolution to issue grants of Stock Options and Dividend Equivalents under the 1996 Long Term Incentive and Share Award Plan as presented to the meeting.
7. The Committee unanimously approved to recommend to the Board a resolution to register 100,000 shares of Western Resources Stock to be issued within the 401(k) Savings Plan established for WestSec Inc.

The following members were present: Mr. John C. Dicus (Chairman); Mr. John H. Robinson; Mr. Louis W. Smith; Ms. Susan M. Stanton; and Mr. Kenneth J. Wagnon.

Also participating in the meeting at various times were Mr. John E. Hayes, Jr., Mr. Carl M. Koupal, Jr., and Mr. David E. Roth.

Submitted by,



David E. Roth

**WESTERN RESOURCES, INC
BOARD OF DIRECTORS
HUMAN RESOURCES COMMITTEE**

DISCUSSION MATERIALS

January 24, 1997

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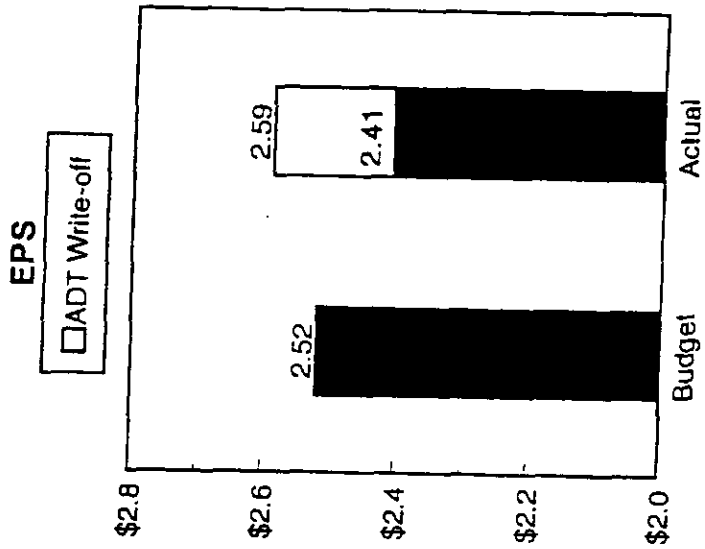
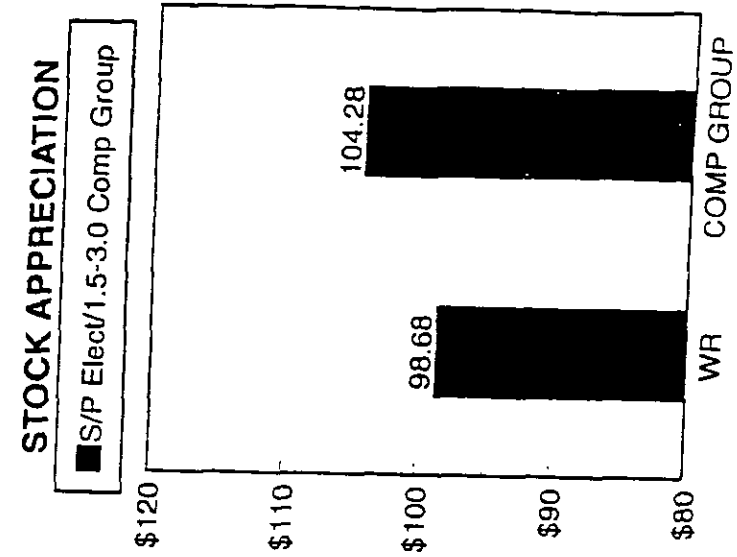
1996 Accomplishments

1. Entered into agreement to sell gas operations to ONEOK for 45% of ONEOK stock.
 - Valued at \$660 million at announcement, now worth \$750 million.
 - Accretive in first year.
 - Expands customer footprints to include 735,000 ONEOK customers.
2. Acquired Westinghouse Security for \$358 million.
 - Accretive first year.
 - Adds 300,000 customers establishing Westar Security as the third largest provider of home security in the country with 425,000 customers.
3. Acquired 27% position in ADT in January and March of 1996. Subsequently offered to acquire entire company for \$22.50/share.
4. Acquired three security companies: CMS, Safeguard Alarm, and Sentry to form basis for home security operation.
5. Sold Triark to OG&E for \$8.7 million.
6. Merger proposal for KCPL.
7. Acquired The Wing Group in 1996.
 - China Power International project signed representing generating capacities of more than 2,000 megawatts.
 - Turkey project of a 478 megawatt power project in Marmara.
 - Columbia project of a 160 megawatts expected to begin commercial operation in December, 1997.
8. Wholesale power marketing expanded significantly. Economy energy sales exceeded budget by 1,000 GWH with margin reviews over budget by \$4 million.
9. Installed over 560 miles of fiber optic cable and shield wire on our system this year.

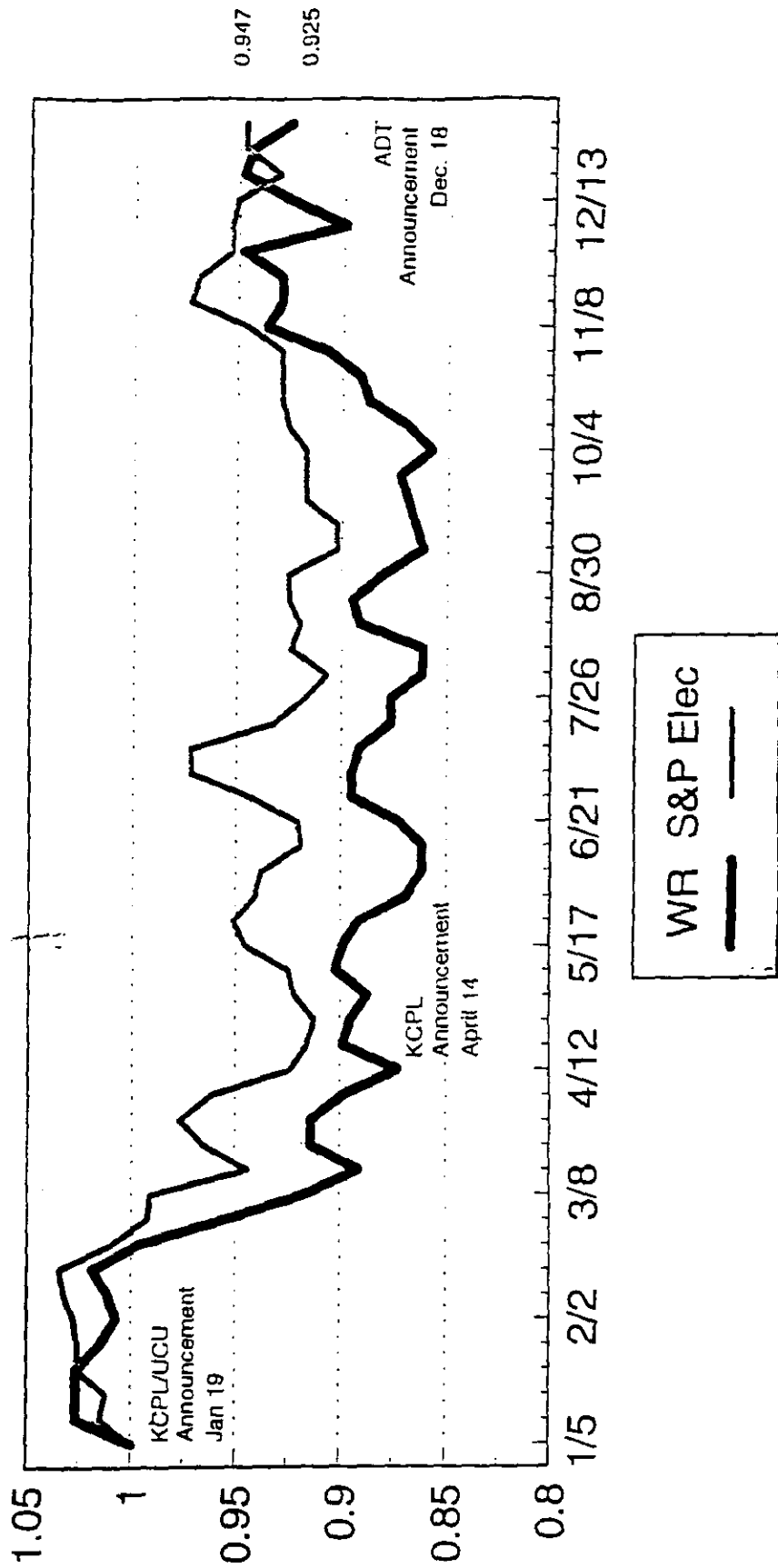
10. New trunked radio system was installed this year. Activity during the October 22 storm recovery proved its value to safe and secure communication.
11. MCMC transactions doubled activity on the main system pipeline compared to the activity prior to creation of MCMC. Net income of \$3.4 million exceeds expectation by 20%
12. Generation services recorded new modern day annual generation records this year at Jeffrey, Lawrence, and Tecumseh Energy Centers. Jeffrey surpassed the 10-year record by nearly 10%. Lawrence produced approximately 2.3 million gross MW. This record goes back to 1981 when Tecumseh, on coal, reached a new high that dates to the mid-70s.
13. Redeemed \$100M of 8½% preference stock and issued \$120M of 8½% QUIPS to facilitate the tax savings available under this form of financing. Completed shelf registration for an additional 10M shares of common stock at the SEC and 13½M shares with the KCC.
14. Worked with Andersen Consulting to develop a business unit profitability reporting system for the Company which will be implemented with our reporting beginning January, 1997.
15. Developed with Andersen Consulting Phase I of our Bottom Line Improvement project which shows promise to yield savings in excess of \$16M annually.
16. Improved EEO profile.
 - During 1996, the number of women and minorities in key management positions increased by 18%.
 - The Company's first diversity day was celebrated on October 16 to recognize the differences and similarities that exist in each of us.
17. Safety targets met.
 - 35% reduction in the incident rate, down from 8.23 to 5.25.
 - Lost time accidents reduced by 40% and lost time days reduced by 30%.
18. Embedded Project Blueprint in the organization.

1996 Financial Performance

Short Term Incentive Criteria



WESTERN RESOURCES ONE YEAR PRICE PERFORMANCE (SINCE 12/31/95 - 12/31/96)



WESTERN RESOURCES, INC
Steve Kitchen - Incentive Compensation Alternatives

	Actual EPS = 2.41 PA = Below	Alternative 1 EPS = 2.69 PA = Below	Alternative 2 EPS = 2.69 PA = Equal To
Short Term Incentive			
Target = 35% of Base or \$94,675	21.7%	26.5%	26.5%
Long Term Incentive			
Target = 596 Shares or \$18,389	376 Shares	380 Shares	589 Shares
Total Incentive	\$113,064	\$83,420	\$89,856

B

WESTERN RESOURCES, INC S&P ELECTRICS/\$1.5-3.0 COMPARTOR GROUP, alpha

Information as obtained from Towers Perrin Database - 1996 Salary Survey
(exception: information regarding gas companies from 1996 proxies)

	Company Name	CEO	Base Salary	Incentive Paid	TOTAL ANNUAL COMPENSATION	Long Term Incentive Value	TOTAL DIRECT COMPENSATION	1996 Electric Customers	TAC PER CUSTOMER	TDC PER CUSTOMER
1	Allegheny Power System	Klaus Bergman	\$ 530,000	\$ 150,000	\$ 680,000	\$ 159,000	\$ 839,000	1,378,300	0.493	0.609
2	American Electric Power Company	E. Lynn Drayner, Jr.	720,000	236,325	956,325	258,000	1,214,325	2,912,183	0.328	0.417
3	Baltimore Gas & Electric	Chrisilan H. Poindexter	587,000	247,400	834,400	262,000	1,076,400	1,095,739	0.743	0.982
4	Boston Edison	Thomas J. May	433,000	292,500	725,500	198,000	923,500	853,757	1.110	1.413
5	Carolina Power & Light	Sherwood H. Smith	602,000	360,000	1,022,000	211,000	1,233,000	1,088,767	0.939	1.132
6	Center for Energy Corp.	Robert J. Failing	360,000	0	360,000	85,000	445,000	1,040,000	0.346	0.428
7	Central & South West	E. R. Brooks	650,000	374,353	1,024,353	378,000	1,403,353	1,700,000	0.603	0.826
8	CINergy Corp	James E. Rogers	625,020	321,750	946,770	220,000	1,166,770	1,355,643	0.698	0.881
9	CMS Energy Corp. (ComEd)	William T. McCormick, Jr.	844,926	826,926	1,671,852	648,000	2,319,852	3,381,809	0.494	0.686
10	Columbia Gas	O. G. Richard III	528,125	0	528,125	1,056,250	1,584,375			
11	Consolidated Edison of NY, Inc.	William G. Polst	700,000	273,000	973,000	117,000	1,090,000	2,994,447	0.325	0.364
12	Detroit Edison	John E. Lobbis	600,000	57,712	657,712	446,000	1,103,712	2,002,300	0.328	0.551
13	Dominion Resources (VI Power)	Thos. E. Capps	408,000	273,000	681,000	270,000	951,000	1,933,066	0.352	0.492
14	DPL Inc.	Peter H. Forster	572,000	344,000	916,000	0	916,000	472,525	1.939	1.939
15	DQE	Wesley W. Von Schack	375,320	160,079	541,399	0	541,399	579,527	0.934	0.934
16	Duke Power	W. H. Gugg	700,000	312,704	1,012,704	257,000	1,269,704	1,789,719	0.566	0.709
17	ENSERCH	D. W. Blayler	593,750	245,822	839,572	1,679,144	2,518,716			
18	Entergy	Edwin Lupberger	750,000	435,000	1,185,000	251,000	1,436,000	2,399,817	0.494	0.598
19	Florida Progress Corp.	Jack B. Critchfield	685,000	382,500	1,067,500	425,000	1,492,500	1,271,784	0.839	1.174
20	FPL Group, Inc.	James L. Broadhead	860,000	700,000	1,560,000	691,000	2,251,000	3,488,311	0.447	0.645
21	General Public Utilities Corp.	James R. Ieva	585,000	333,450	918,450	245,000	1,163,450	1,976,100	0.465	0.589
22	Houston Industries, Inc.	Don D. Jordan	884,500	907,226	1,791,726	407,437	2,199,163	1,504,929	1.101	1.461
23	Illinva	Larry D. Haab	495,000	153,950	648,950	160,000	808,950	523,966	1.225	1.526
24	Long Island Lighting Company	William J. Catacosinos	578,809	0	578,809	0	578,809	1,025,107	0.565	0.565
25	MCN Corp.	A. R. Glancy III	543,750	500,000	1,043,750	2,087,500	3,131,250			
26	New England Electric System	John W. Rowe	537,600	257,000	794,600	150,000	944,600	1,313,811	0.605	0.719
27	New York State E&G	James A. Carltiss	500,000	46,147	546,147	148,000	694,147	804,065	0.679	0.863
28	Niagra Mohawk Power Corporation	W. E. Davis	490,000	0	490,000	500,000	999,000	1,560,000	0.313	0.637
29	NICOR, Inc.	T. L. Fisher	439,481	271,975	711,456	1,422,912	2,134,368			
30	NIPSCO	Gary L. Neale	460,000	286,120	746,120	313,000	1,059,120	403,943	1.847	2.622
31	Noram Energy	T. Milton Honea, Jr.	195,186	345,000	540,186	1,080,392	1,620,588			

WESTERN RESOURCES, INC S&P ELECTRICS/\$1.5-3.0 COMPARITOR GROUP, alpha

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(exception: Information regarding gas companies from 1996 proxies)

Company Name	CEO	Base Salary	Incentive Paid	TOTAL ANNUAL COMPENSATION	Long Term Incentive Value	TOTAL DIRECT COMPENSATION	1996 Electric Customers	TAC PER CUSTOMER	TDC PER CUSTOMER
		\$	\$	\$	\$	\$			
32 Northern States Power	James J. Howard	622,000	398,000	1,020,000	399,000	1,419,000	1,396,858	0.730	1.016
33 Ohio Edison	W. R. Holland	510,576	179,536	698,112	275,000	973,112	1,035,672	0.637	0.888
34 Oklahoma Gas & Electric Company	J. G. Haylow, Jr.	500,000	183,000	683,000	137,000	820,000	676,950	1.009	1.211
35 Pacific Enterprises	Willis B. Wood, Jr.	641,000	603,250	1,244,250	2,488,500	3,732,750			
36 Pacific Gas and Electric	Stanley T. Skinner	660,000	471,380	1,131,380	843,000	1,974,380	4,407,517	0.257	0.448
37 PacifiCorp	Frederick W. Buckman	590,004	0	590,004	353,000	943,004	1,357,000	0.435	0.695
38 PECO Energy	Corbin A. McNeill, Jr.	506,730	272,675	779,405	290,000	1,069,405	1,467,385	0.531	0.729
39 Pinnacle West	Michael S. Ash	120,278	44,582	164,860	329,720	494,580			
40 Potomac Electric Power Company	Edward F. Mitchell	560,000	206,599	766,599	74,000	840,599	678,449	1.130	1.239
41 Public Service Enterprises Group	E. James Ferland	715,000	251,383	966,383	342,000	1,308,383	1,897,019	0.509	0.690
42 Public Service of Colorado	Delwin D. Hock	400,000	225,000	625,000	242,000	867,000	1,112,700	0.562	0.779
43 San Diego Gas & Electric	Donald E. Felsingor	390,000	260,000	599,000	139,000	738,000	1,150,000	0.521	0.642
44 SCANA	L. M. Gressette, Jr.	459,992	197,500	657,492	309,000	966,492	484,354	1.357	1.995
45 Edison Int'l (formerly SCECorp)	John E. Blyson	750,000	650,800	1,400,800	2,577,000	3,977,800	4,165,541	0.336	0.955
46 Sonat, Inc.	Ronald L. Kuehn, Jr.	710,000	418,600	1,128,600	2,257,200	3,385,800			
47 Southern Company	A. W. Pahlborg	790,224	120,415	910,639	498,000	1,408,639	3,571,695	0.255	0.394
48 TECO Energy	Timothy L. Guzzie	500,000	415,000	915,000	196,000	1,111,000	501,938	1.823	2.213
49 Texas Utilities Company	Erie Nye	700,000	280,000	980,000	0	980,000	2,051,000	0.344	0.344
50 Unicom (Comm. Energy System)	James J. O'Conner	380,000	95,845	475,845	452,296	928,141	359,000	1.325	2.585
51 Union Electric	C. W. Mueller	441,000	157,000	598,000	192,000	790,000	1,130,269	0.520	0.699
52 UtiliCorp United	Richard C. Green, Jr.	495,000	263,895	758,895	553,000	1,311,895	434,366	1.747	3.020
53 Valero Energy	William E. Greeley	694,540	560,000	1,244,540	2,489,080	3,733,620			
54 Western Resources	John E. Hayes, Jr.	465,000	102,481	567,481	49,000	616,481	600,791	0.945	1.026
55 Williams Companies	Kelth E. Bailey	572,000	250,000	822,000	1,644,000	2,466,000			
56 Wisconsin Energy Corp.	Richard A. Abdoe	560,000	172,000	732,000	325,000	1,057,000	955,616	0.766	1.106
25th Percentile		483,750	163,808	642,963	184,000	921,625	709,653	0.452	0.616
50th Percentile		563,500	266,498	787,003	299,500	1,086,856	1,292,798	0.594	0.802
75th Percentile		687,635	363,588	1,014,528	520,000	1,515,469	1,924,054	0.941	1.163
Western Resources		24.0%	18.0%	15.0%	7.0%	7.0%	18.0%	76.0%	69.0%

1997 Budget

(Dollars in Thousands, Except Per Share Amounts)

	KPL/KGE	MCMC	Westar Energy	Westar Security	Westar Capital	Wing	WR Combined
Revenues							
Less: Cost of Sales	\$1,686,309	\$23,870	\$267,060	\$151,020	\$0	\$0	\$2,128,259
Margin	591,105	0	243,348	27,048	0	0	861,501
	1,095,204	23,870	23,712	123,972	0	0	1,266,758
Expenses							
Operations & Maintenance	433,959	12,498	15,276	52,020	2,154	0	515,907
Depreciation	154,929	3,665	1,542	21,408	24	0	181,568
Amortizations	47,482	0	0	7,488	0	684	55,654
Taxes Other than Income	101,900	1,488	12	19	(11)	2	101,410
Income Taxes	90,184	2,685	2,616	3,958	(10,991)	(459)	87,993
Total Operating Expenses	828,454	20,336	19,446	84,893	(8,824)	227	944,532
Operating Income	266,750	3,534	4,266	39,079	8,824	(227)	322,236
Other Income (net of tax)	13,790	0	(16)	(2,640)	39,572	1,860	52,566
EBIT	280,540	3,534	4,250	36,439	48,396	1,633	374,792
Interest Charges	134,043	692	0	27,452	25,482	477	188,146
Net Income	146,497	2,842	4,250	8,987	22,914	1,156	186,646
Preferred Dividends	4,920	0	0	0	0	0	4,920
Earnings to Common	141,577	2,842	4,250	8,987	22,914	1,156	181,726
EPS Contribution	\$2.04	\$0.04	\$0.06	\$0.13	\$0.33	\$0.02	\$2.62
Equity **	1,314,609	50,450	24,231	170,000	239,976	1,000	1,800,266
Return On Equity	10.77%	5.63%	17.54%	5.29%	9.55%	115.60%	10.09%

* Used Return on Assets for Wing

** From Nov 96 Balance Sheet

WESTERN RESOURCES, INC
COMPARITOR GROUP - 1997

1. ADT Limited
2. Alltel
3. Avon
4. Browning-Ferris
5. Cincinnati Bell Inc
6. CMS Energy
7. ConAgra
8. Corning
9. Donnelly (R.R.) & Sons
10. DPL
11. DQE
12. Enron
13. FPL Group
14. Gannett
15. Honeywell Inc
16. Illinova
17. Long Island Lighting
18. Masco
19. McGraw Hill
20. NipSCO Industries
21. N.E. Electric System
22. Pacific Enterprises
23. Phillips Petroleum
24. Pinnacle West
25. Pitney Bowes
26. Public Service (CO)
27. SCANA Corp
28. TECO Energy
29. Westinghouse Electric Corp
30. Williams Companies Inc

**WESTERN RESOURCES
TOP 5 POSITIONS - PROXY ANALYSIS SUMMARY**

	Assets	Salary	Incentive	% of Salary	Total Current Cash	Total Direct Comp
POSITION 1						
75th Percentile	\$7,844.6	\$824,000	\$699,700	85%	\$1,523,700	\$3,583,566
Mean	6,692	696,665	\$617,050	89%	1,313,715	3,099,817
50th Percentile	5,322	666,459	\$563,308	85%	1,229,767	1,902,571
25th Percentile	4,088	528,150	\$370,340	70%	898,490	1,453,681
Western Resources, Inc.	5,491	465,000	\$102,481	22%	567,481	811,650
Percentile Rank	54.8%	16.1%			6.5%	6.5%
POSITION 2						
75th Percentile	\$7,844.6	\$560,000	\$440,000	79%	\$1,000,000	\$1,883,749
Mean	6,692	454,539	\$301,659	66%	756,198	1,659,116
50th Percentile	5,322	488,167	\$202,438	41%	690,604	1,301,066
25th Percentile	4,088	318,622	\$147,378	46%	466,000	725,644
Western Resources, Inc.	5,491	425,000	\$79,783	19%	504,783	504,783
Percentile Rank	54.8%	45.1%			35.5%	12.9%
POSITION 3						
75th Percentile	\$7,844.6	\$475,000	\$237,500	50%	\$712,500	\$1,476,612
Mean	6,692	342,601	\$197,477	58%	540,077	1,196,567
50th Percentile	5,322	307,000	\$169,706	55%	476,706	844,405
25th Percentile	4,088	228,961	\$105,960	46%	334,921	494,310
Western Resources, Inc.	5,491	270,500	\$48,483	17%	316,983	336,161
Percentile Rank	54.8%	35.5%			22.6%	9.1%
POSITION 4						
75th Percentile	\$7,844.6	\$369,243	\$241,060	66%	\$611,212	\$1,210,060
Mean	6,692	291,573	\$189,754	65%	481,327	1,140,507
50th Percentile	5,322	284,581	\$187,090	66%	472,571	869,817
25th Percentile	4,088	210,255	\$107,334	51%	317,589	408,096
Western Resources, Inc.	5,401	177,500	\$46,109	26%	223,608	242,281
Percentile Rank	54.8%	19.4%			9.7%	6.4%
POSITION 5						
75th Percentile	\$7,844.6	\$350,000	\$235,000	64%	\$575,000	\$1,099,061
Mean	6,692	283,760	\$161,132	57%	444,082	940,953
50th Percentile	5,322	272,225	\$162,213	60%	434,436	672,775
25th Percentile	4,088	186,217	\$98,283	53%	284,500	460,740
Western Resources, Inc.	5,401	164,400	\$23,438	14%	187,838	202,909
Percentile Rank	54.8%	12.9%			12.9%	6.4%

WESTERN RESOURCES, INC.
PROXY ANALYSIS - DETAIL

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Current Stock Price	Proxy Position of Market Cap	Assets	Name	Position	Salary	Bonus	Current Cash	Restricted Stock	# of Stock Options	Present Value of Stock Options	Other Payout	Total Direct Comp	
Western Electric Corp	\$8,143.3	\$16,752.0	M.R. Jordan	Chairman/CEO	\$1,900,000	\$1,500,000	\$2,500,000		360,000	\$1,857,200		\$4,157,200	
Enron	\$8,438.0	\$13,238.9	Kenneth L. Lay	CEO	\$950,000	\$1,440,000	\$2,430,000		156,955	\$1,835,405	\$421,075	\$2,656,480	
Lord Island Utilities	\$2,101.9	\$2,484.4	William J. Calacostino	CEO, Pres	\$823,700	\$700,000	\$1,523,700		185,841	\$2,058,925	\$1,041,085	\$3,099,910	
FPL Group	\$8,348.1	\$11,459.2	Amos L. Bradford	COB/CEO	\$673,700	\$414,375	\$1,088,075		33,274	\$443,653	\$2,843,208	\$3,886,883	
Phillips Petroleum	\$8,657.0	\$11,978.0	W.W. Allen	COB/CEO	\$623,000	\$350,000	\$973,000		50,000	\$330,000	\$1,100,850	\$1,430,850	
Conoco	\$9,390.0	\$10,801.0	P.B. Fletcher	COB/CEO	\$572,000	\$260,000	\$832,000		40,000	\$330,000	\$1,100,850	\$1,430,850	
Williams Companies Inc	\$2,606.9	\$8,143.0	William McCormick, Jr.	Chairman/President/CEO	\$572,000	\$260,000	\$832,000		40,000	\$330,000	\$1,100,850	\$1,430,850	
CMS Energy	\$6,940.0	\$7,844.8	George B. Harney	COB/CEO	\$572,000	\$260,000	\$832,000		40,000	\$330,000	\$1,100,850	\$1,430,850	
Fluor Energy	\$5,101.3	\$7,460.4	William D. Ruckelshaus	COB & CEO	\$515,000	\$190,000	\$705,000		45,950	\$14,068	\$1,151,817	\$1,165,885	
Browning-Ferris	\$2,491.8	\$6,997.1	R. Soell	COB/Pres/CEO	\$460,000	\$650,000	\$1,110,000		25,000	\$228,007		\$1,338,007	
Princo West	\$8,471.0	\$5,503.6	J.J. Albery	COB/Pres/CEO	\$460,000	\$650,000	\$1,110,000		25,000	\$228,007		\$1,338,007	
Gannett	\$7,044.0	\$5,387.1	J.R. Huntington	COB	\$460,000	\$650,000	\$1,110,000		25,000	\$228,007		\$1,338,007	
Bilco	\$2,127.3	\$3,609.8	L.D. Hiegg	COB/Pres/CEO	\$372,250	\$76,975	\$449,225		44,000	\$458,332		\$493,257	
Dorsey (R.R.) & Sons	\$4,959.4	\$3,384.8	J.R. Walter	Chairman/CEO	\$300,000	\$555,000	\$855,000		55,500	\$9,169,407	\$49,997	\$9,669,404	
Pacific Enterprises	\$2,455.4	\$2,259.0	W.B. Wood	COB/CEO	\$300,000	\$555,000	\$855,000		55,500	\$9,169,407	\$49,997	\$9,669,404	
N.E. Electric System	\$2,477.6	\$5,190.9	J.W. Howe	COB/CEO	\$300,000	\$555,000	\$855,000		55,500	\$9,169,407	\$49,997	\$9,669,404	
Altel	\$5,284.2	\$5,075.1	Joe T. Ford	Chairman/CEO	\$272,000	\$272,000	\$544,000		65,000	\$50,500	\$1,230,159	\$1,280,659	
Homebrew Inc	\$6,959.2	\$5,060.2	M.R. Boniswara	COB/CEO	\$265,000	\$265,000	\$530,000		113,131	\$1,633,325	234,375	\$1,867,700	
SCANA Corp	\$2,617.0	\$4,534.4	M. Gressley	COB/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
DOE	\$2,355.7	\$4,456.8	W.W. vonSchick	COB/Pres/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
Public Service (CO)	\$2,113.4	\$3,243.2	D. Hoch	COB/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
Waste Industries	\$2,311.5	\$2,692.3	G.L. Nettle	President/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
MetLife	\$4,691.7	\$3,778.6	Richard A. Marqugen	COB/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
McGraw Hill	\$4,311.5	\$3,704.4	Joseph L. Dionne	COB/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
TECO Energy	\$2,547.4	\$3,322.8	T.L. Gurzler	Chairman/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
DPL	\$2,260.8	\$2,775.0	P.H. Foster	COB/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
ADT Limited	\$5,169.0	\$2,052.6	Michael A. Astoruk	COB/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
Avon	\$2,218.0	\$1,592.0	J.E. Praston	COB/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
Cincinnati Bell Inc	\$4,115.4	\$1,592.0	John T. Labacchia	President/CEO	\$240,248	\$191,500	\$431,748		166,385	\$1,258,441	\$300,166	\$1,558,607	
Western Resources	\$1,825.0	\$5,490.7	J.E. Hayes, Jr.	COB & CEO	\$665,000	\$102,481	\$767,481		44,069	\$611,650	\$44,069	\$655,719	

Number of W.R. shares at current FMV

WORKSHEET: BASE COMPENSATION FOR EXECUTIVE COUNCIL

OFFICER	TITLE	GRADE	CURRENT SALARY	PERFORMANCE RATING	MERIT INCREASE		NEW ADJUSTED SALARY	SALARY ADJUSTMENT		NEW BASE SALARY*
					%	\$		%	\$	
John Hayes	COB & CEO	1	465,000	Significantly Exceeds	4.50%	20,925	486,990	16%	76,260	563,250
David Whiting	President	2	425,000	Significantly Exceeds	4.60%	19,550	444,550	16%	69,700	514,250
Steven Kilchen	EVP Chief Financial Officer	4	270,500	Significantly Exceeds	4.60%	12,443	282,943	16%	44,362	327,305
Carl Koupal	EVP Chief Administrative Officer	6	176,000	Significantly Exceeds	4.60%	8,096	184,096	16%	28,864	212,960
John Rosenberg	EVP General Counsel & Secretary	7	164,400	Meets Expectations	2.44%	4,013	168,413	16%	26,405	194,818
Norman Jackson	EVP Electric Operations	7	177,500	Meets Expectations	2.44%	4,333	181,833	16%	28,509	210,342
	Totals		1,678,400			69,625	1,748,225		274,100	2,022,325

* New Base Salary is rounded to the nearest \$100

**WESTERN RESOURCES, INC
SHORT TERM INCENTIVES**

1996 Award Levels	
GRADE	Target
1,2	43%
3-7	35%
8	25%
9-11	15%
30-33	8%

1997 Award Levels		Proposed
GRADE	Target	Target
1,2	50%	60%
3-7	40%	55%
8	30%	40%
9-11	20%	30%
30-33	10%	15%

AWARDS CRITERIA

GRADE	COMPONENTS			Financial Detail	
	Individual	Discretionary	Financial	EPS	Stock Appr
1,2	30%	20%	50%	25%	25%
3-7	30%	20%	50%	25%	25%
8	30%	20%	50%	25%	25%
9-11	40%	20%	40%	20%	20%
30-33	50%	20%	30%	15%	15%

* All opportunity to achieve an incentive award above the maximum is derived from the Financial Component

EPS component is based upon actual EPS compared with budget. There is no payout if less than 89%, with maximum payout at 110%.

Stock Appreciation component is based upon appreciation in WR stock in relation to the S&P Electrics/ \$1.5 to \$3 Billion Comparitor Group. There is no payout if equal to or less than the Comparitor Group, with maximum payout at 10% over the Comparitor Group.

**WESTERN RESOURCES, INC
LONG TERM INCENTIVE**

1996 Award Levels
<p>Stock Options and Dividend Equivalents</p> <p>TARGET: 50th Percentile of General Industry</p> <p>PHASE-IN: 50% of Target Grant Level</p>

1997 Award Levels Proposal
<p>Stock Options and Dividend Equivalents</p> <p>TARGET: 50th Percentile of General Industry</p> <p>100% of Target Grant Level</p>

Plan Features

	Current Feature	Modification
Plan Name	1996 Long-Term Incentive and Share Award Plan	
Participants	Eligible Employees and Directors	
Type of Plan	ISO, NSO, SAR, Restricted Share, Restricted Share Units, Performance Share, Performance Unit, Dividend equivalents, Other Share-Based	
Administration	Human Resources Committee	
Shares subject to the Plan	63,000,000 (or about 5% of the 63,000,000 Outstanding Shares)	(Reserve additional shares under the Plan to maintain rate of 5% of market capitalization)
Maximum number of shares	To any eligible employee in any calendar year 1. Options or SARs: 75,000 2. Restricted Shares and performance units: 15,000	300,000 60,000