

BOARD OF DIRECTORS  
JANUARY 24, 1997  
10:00 A.M.

The regular meeting of the Board of Directors of Western Resources, Inc. (the "Company") was held at the General Offices of the Company, Topeka, Kansas, on January 24, 1997 at 10:00 a.m.

All members of the Board of Directors were present. Chairman John E. Hayes, Jr., presided over the meeting. Secretary Richard D. Terrill acted as secretary of the meeting.

The Chairman requested additions or corrections of the minutes of the November 13, November 18, November 22, December 6, December 11, December 17, 1996 and January 15, 1997 Board of Directors Meetings. There being none, the minutes were unanimously approved.

The Chairman called on officers of the Company who reported on the operations and financials of the Company and its subsidiaries.

The Chairman called on Mr. Otto Maynard, President and Chief Executive Officer, Wolf Creek Nuclear Operating Corporation, who reported on the operations of the Wolf Creek Generating Station.

The Chairman called on Mr. Steven L. Kitchen, Executive Vice President and Chief Financial Officer, who reviewed the proposed 1997 budget.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the 1997 budget be, and hereby is, unanimously approved as presented to the meeting.

Mr. Kitchen reviewed the Company's financials and proposed that the Board authorize the payment of the Company's common stock dividend and normal preferred and preference stock dividends.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that there be, and hereby is, declared out of the net earnings and/or surplus of the Company available for dividends, a dividend payable April 1, 1997, to holders of record at the close of business March 4, 1997, in proportion to their respective holdings for the Preferred and Preference Stocks of the Company as follows:

\$1.0625	per share on the 4-1/4%	Series Preferred
1.125	per share on the 4-1/2%	Series Preferred
1.25	per share on the 5%	Series Preferred
1.895	per share on the 7.58%	Series Preference

RESOLVED, that there be, and hereby is, declared out of the net earnings and/or surplus of the Company available for dividends, a dividend of fifty-two and one-half cents (\$2.5¢) per share on the \$5.00 par value common stock, payable April 1, 1997, to holders of record at the close of business March 4, 1997.

The Chairman called on Mr. C. Q. Chandler, Chairman of the Audit and Finance Committee who presented the report of the Committee.

Mr. Chandler stated that the Committee recommended the authorization of the registration and sale of up to \$550,000,000 of the Company's First Mortgage Bonds.

RESOLVED, that this Board's authorization of the issuance of First Mortgage Bonds at its August 5, 1992 and July 21, 1993, meetings in the principal amount of \$300,000,000 of which \$200,000,000 remains unissued, be, and hereby is, modified and superseded by the following resolutions; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to proceed with obtaining additional public or private debt financing in an aggregate amount not exceeding \$550,000,000 by means of the sale of First Mortgage Bonds (the "New Bonds"); and further

RESOLVED, that, if the officers of the Company deem it advisable to proceed with the sale of New Bonds, such officers be, and hereby are, authorized to prepare and to join with the individual directors of the Company in executing and filing, or causing to be filed, with the Securities and Exchange Commission a registration statement or statements and amendments thereto under the Securities Act of 1933 (the Securities Act), with respect to up to \$550,000,000 principal amount of New Bonds, including, but not limited to a "shelf registration" filed pursuant to Rule 415 promulgated under the Securities Act, and to determine the principal amount of one or more series of such New Bonds, the date or dates on which such New Bonds shall mature (which shall not be later than 40 years from the date of issuance) and whether such New Bonds shall be sold publicly or privately by the Company and, if publicly, whether on a competitive bidding or negotiated basis; and further

RESOLVED, that John K. Rosenberg, Executive Vice President and General Counsel and Richard D. Terrill, Corporate Secretary and Associate General Counsel, of the Company, and Steven L. Kitchen, Executive Vice President and Chief Financial Officer of the Company, be and each hereby is designated an agent for service of the Company to receive notices and communications from the Securities and Exchange Commission relating to each above-mentioned registration statement; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to make, or join with other persons in making, such certificates and opinions as may be required by the Mortgage and to file such certificates and opinions with Harris Trust and Savings Bank, as Trustee, in connection with the application and request of the Company for the issuance, authentication and delivery of such New Bonds; and further

RESOLVED, that in connection with the issuance of each series of New Bonds the Executive Vice President and Chief Financial Officer, acting with the concurrence of the Chairman of the Board and Chief Executive Officer be, and they hereby are, authorized and directed for and on behalf of the Company, to select an investment banking firm to act as managing underwriter or private placement agent and to negotiate with such investment banking firm and execute an underwriting agreement or private placement agreement which sets forth with respect to each series of New Bonds the principal amount, the interest rate, any premium or discount, the redemption price or prices, the issue date and maturity date, to permit the New Bonds to be converted or exchanged into senior notes or debentures if deemed advisable, and such other terms and

conditions as they deem appropriate in their sole discretion, such terms and conditions being hereby approved by this Board; and further

RESOLVED, that the Chairman of the Board and Chief Executive Officer, or any Vice President of the Company be, and each hereby is, authorized and directed to execute manually or by facsimile the New Bonds in the aggregate amount of up to \$550,000,000, and that the Secretary or an Assistant Secretary of the Company be, and each hereby is authorized and directed to affix the corporate seal, or a facsimile thereof, to said New Bonds, to attest said New Bonds manually or by facsimile, and that the officers of the Company be, and hereby are, authorized and directed to execute and deliver one or more New Supplemental Indentures to Harris Trust and Savings Bank, as Trustee, and to deliver the New Bonds to said Trustee for authentication under said Mortgage and Deed of Trust, dated July 1, 1939, as heretofore supplemented and amended, and said New Supplemental Indentures thereto, and that said Trustee be and it hereby is, authorized and requested to authenticate said New Bonds pursuant to the terms of said Mortgage and Deed of Trust, as heretofore supplemented and amended, and the New Supplemental Indentures thereto, and when so executed to deliver the same to or upon the order or orders of the Chairman of the Board, or any Vice President of the Company; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to prepare a Supplemental Indenture or Supplemental Indentures (the "New Supplemental Indentures") to the Company's Mortgage and Deed of Trust dated July 1, 1939 (the "Mortgage") providing for the creation of such New Bonds, said Supplemental Indentures to contain such terms and provisions for such New Bonds as such officers of the Company deem appropriate; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to make, or join with other persons in making, such certificates and opinions as may be required by the Mortgage and to file such certificates and opinions with Harris Trust and Savings Bank, as Trustee, in connection with the application and request of the Company for the issuance, authentication and delivery of such New Bonds; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and empowered to execute and to make the necessary filings to receive regulatory authority from the State Corporation Commission of the State of Kansas and such other regulatory authority as may be necessary or required to proceed with any of the transactions described above and to execute and file any amendment or amendments to said applications and such other exhibits and documents as may be deemed necessary or desirable to obtain any requisite order of said Commissions; and further

RESOLVED, that if it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the Chairman of the Board and Chief Executive Officer, any Vice President, and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of the Company as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of the Company any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and

appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken; and further

RESOLVED, that pursuant to the provisions of the Mortgage and Deed of Trust, as heretofore supplemented and amended and the New Supplemental Indentures, the office of Harris Trust and Savings Bank, 111 West Monroe Street, Chicago, Illinois 60690, and the office of Harris Trust and Savings Bank, 77 Water Street, New York, NY 10005, be, and each hereby is, designated, as the agency of the Company in the City of Chicago, Illinois, and in the Borough of Manhattan, The City of New York, respectively, where notices, presentations and demands to or upon the Company in respect to said Mortgage and Deed of Trust, as heretofore supplemented and amended, and any New Supplemental Indentures thereto, for Securities from time to time outstanding thereunder may be given or made, and where said new bonds may be surrendered for transfer or exchange, pursuant to the terms of said Mortgage and Deed of Trust as heretofore supplemented and amended, and said New Supplemental Indentures thereto, and where the payment of principal of and interest on the New Bonds shall be made in accordance with their terms, and that Harris Trust and Savings Bank be, and it hereby is, appointed as the agent of the Company for the registration and transfer of the New Bonds in books to be kept by it in its office in the City of Chicago, Illinois, and that the officers of the Company be, and they hereby are, authorized to execute such contracts or agreements with such agencies as required or as appropriate under said Mortgage and Deed of Trust, as heretofore supplemented and amended, and said New Supplemental Indentures thereto; and further

RESOLVED, that Harris Trust and Savings Bank, as such agent of the Company may use their own judgment in matters affecting their duty as such agent, and in their discretion may comply with and act upon the advice of counsel of the Company or of other counsel selected by them in respect of any legal questions arising in relation to such agency, and that Harris Trust, be saved harmless from any act or omission to act pursuant to such advice; and further

RESOLVED, that Norman E. Jackson and Thomas L. Grennan of Topeka, Kansas, be, and they hereby are, appointed Engineers to furnish to Harris Trust and Savings Bank, as Trustee, their certificate with respect to the net bondable value or property additions not subject to an unfunded prior lien pursuant to the Mortgage and Deed of Trust, and such other matters pertaining to the issuance, authentication and delivery of the New Bonds; and further

RESOLVED, that Steven L. Kitchen, Executive Vice President and Chief Financial Officer, of the Company, be, and he hereby is, appointed Accountant to give alone or jointly with proper officers of the Company, for submission to Harris Trust and Savings Bank, as Trustee, his certificate with respect to the net earnings of the Company and such other certificates or opinions as may be necessary or desirable in connection with the issuance, authentication and delivery of the New Bonds; and further

RESOLVED, that the officers of the Company be, and each hereby is authorized to make or join with other proper persons in making, such Officers' Certificate and other certificates and opinions as may be

required by the Mortgage, and to file such certificates and opinions with Harris Trust and Savings Bank, as Trustee, in connection with the issuance, authentication and delivery of the New Bonds; and further

RESOLVED, that John K. Rosenberg, Esq., Executive Vice President and General Counsel and Richard D. Terrill, Corporate Secretary and Associate General Counsel, of the Company, be, and hereby is, appointed as Counsel to furnish Harris Trust and Savings Bank, as Trustee, such opinions as may be necessary and proper, pursuant to the requirements of the Mortgage and Deed of Trust, in connection with the issuance, authentication and delivery of the New Bonds; and further

RESOLVED, that the officers of the Company be, and each hereby is, authorized and directed to do or cause to be done all such acts and things as they deem necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions.

Mr. Chandler stated that the Committee recommended that the Board adopt resolutions relating to the issuance of Senior Notes by the Company.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the officers of the Company be, and hereby are, authorized to proceed with obtaining additional public or private debt financing in an aggregate amount not exceeding \$550,000,000 by means of the sale of senior notes or debentures (the "Securities"); and further

RESOLVED, that, if the officers of the Company deem it advisable to proceed with the sale of Securities, such officers be, and hereby are, authorized to prepare and to join with the individual directors of the Company in executing and filing, or causing to be filed, with the Securities and Exchange Commission a registration statement or statements and amendments thereto under the Securities Act of 1933 (the Securities Act), with respect to up to \$550,000,000 principal amount of Securities, including, but not limited to a "shelf registration" filed pursuant to Rule 415 promulgated under the Securities Act, and to determine the principal amount of one or more series of such Securities, the date or dates on which such Securities shall mature (which shall not be later than 40 years from the date of issuance) and whether such Securities shall be sold publicly or privately by the Company and, if publicly, whether on a competitive bidding or negotiated basis; and further

RESOLVED, that John K. Rosenberg, Executive Vice President and General Counsel of the Company, and Steven L. Kitchen, Executive Vice President and Chief Financial Officer of the Company, be and each hereby is designated an agent for service of the Company to receive notices and communications from the Securities and Exchange Commission relating to each above-mentioned registration statement; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to make, or join with other persons in making, such certificates and opinions as may be required by any indenture pertaining to the Securities and to file such certificates and opinions with the Trustee thereof, in connection with the application and request of the Company for the issuance, authentication and delivery of such Securities; and further

RESOLVED, that in connection with the issuance of each series of Securities the Executive Vice President and Chief Financial Officer, acting with the concurrence of the Chairman of the Board and Chief Executive Officer be, and they hereby are, authorized and directed for and on behalf of the Company, to select an investment banking firm to act as managing underwriter or private placement agent and to negotiate with such investment banking firm and execute an underwriting agreement or private placement agreement which sets forth with respect to each such series of Securities the principal amount, the interest rate, any premium or discount, the redemption price or prices, the issue date and maturity date and such other terms and conditions as they deem appropriate in their sole discretion, such terms and conditions being hereby approved by this Board; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to negotiate and enter into an indenture or other documents necessary or appropriate for the issuance of the Debentures, and to appoint a trustee therefor, if appropriate; and further

RESOLVED, that the Chairman of the Board and Chief Executive Officer, or any Vice President of the Company be, and each hereby is, authorized and directed to execute manually or by facsimile the Securities in the aggregate amount of up to \$550,000,000, and that the Secretary or an Assistant Secretary of the Company be, and each hereby is authorized and directed to affix the corporate seal, or a facsimile thereof, to said Securities, to attest said Securities manually or by facsimile, and that the officers of the Company be, and hereby are, authorized and directed to execute and deliver one or more supplemental indentures to the Trustee, and to deliver the Securities to said Trustee for authentication under said indenture, and that said Trustee be and it hereby is, authorized and requested to authenticate said Securities pursuant to the terms of said indenture and when so executed to deliver the same to or upon the order or orders of the Chairman of the Board, any Vice President, or the Corporate Secretary of the Company; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to make, or join with other persons in making, such certificates and opinions as may be required by any indenture relating to the Securities and to file such certificates and opinions with the Trustee, in connection with the application and request of the Company for the issuance, authentication and delivery of such Securities; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and empowered to execute and to make the necessary filings to receive regulatory authority from the State Corporation Commission of the State of Kansas and such other regulatory authority as may be necessary or required to proceed with any of the transactions described above and to execute and file any amendment or amendments to said applications and such other exhibits and documents as may be deemed necessary or desirable to obtain any requisite order of said Commissions; and further

RESOLVED, that if it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the Chairman of the Board and Chief Executive Officer, any Vice President, and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of the Company as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of the Company any and all such

acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized to execute such contracts or agreements with such agencies as required or as appropriate under any said indenture or in connection with the issuance and sale of the Securities; and further

RESOLVED, that the officers of the Company be, and each hereby is authorized to make or join with other proper persons in making, such certificates and opinions as may be required by the indenture, and to file such certificates and opinions with the Trustee, in connection with the issuance, authentication and delivery of the Securities; and further

RESOLVED, that the officers of the Company be, and each hereby is, authorized and directed to do or cause to be done all such acts and things as they deem necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions.

Mr. Chandler stated that the Committee recommended that the Board increase the authorized capitalization of Westar Energy, Inc.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the officers of the Company be, and hereby are, authorized to provide funding to Westar Energy, Inc. at its request in an additional amount of \$8 million and an aggregate amount not to exceed \$36 million at any one time outstanding; such funding to be in such form, either equity or debt, as the officers of the Company shall determine to be appropriate; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to take such actions and enter into such agreements as may be necessary or appropriate to carryout the foregoing resolution; and further

Mr. Chandler stated that the Committee recommended that the Board authorize the filing of the Company's Annual Report on Form 10-K, including the financial statements contained therein, with the Securities and Exchange Commission. After full discussion, upon motion duly made and seconded, the filing of the report was unanimously approved.

Mr. John E. Hayes was excused from the meeting. Mr. David C. Wittig, President, presided over the meeting.

Mr. Wittig called on Mr. Frank J. Becker, Chairman of the Corporate Public Policy Committee who presented the report of the Committee.

Mr. Becker reviewed the following proposed contribution by the Western Resources Foundation.

Mr Wittig called on Mr. David H Hughes, Chairman of the Nominating Committee who presented the report of the Committee.

Mr. Hughes then reviewed proposed resolutions relating to the Annual Meeting of Shareholders.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the Annual Meeting of Shareholders of the Company for the current year be held on May 6, 1997, as provided by the By-Laws, in Topeka, Kansas, at 11:00 a.m. local time, on such date; and further

RESOLVED, that the Chairman of the Board and Chief Executive Officer, be, and hereby is, authorized to set, at his discretion, the record date for the determination of the holders of outstanding shares of the Common and Preferred Stock of the Company entitled to notice of and to vote at the Annual Meeting of Shareholders of the Company to be held on May 6, 1997, and that the officers of the Company be, and they hereby are, instructed to give prompt notice of the record date as fixed to the New York Stock Exchange; and further

RESOLVED, that John E. Hayes, Jr., John K. Rosenberg and Richard D. Terrill, be, and each of them hereby is, designated to be named in the form of proxy authorizing them, or any one of them, as the proxies of the shareholders for the purpose of voting upon all matters to be brought before the shareholders for consideration and action at the Annual Meeting of Shareholders of the Company to be held May 6, 1997; and further

RESOLVED, that John C. Dicus, John E. Hayes, Russell W. Meyer, and Louis W. Smith be, and hereby are, nominated to stand for election as Directors of the Company at the Annual Meeting of Shareholders on May 6, 1997, to serve until their successors are duly qualified and elected; and further

RESOLVED, that the proper officers of the Company be and they hereby are authorized and instructed to prepare a Notice of Annual Meeting of Shareholders and Proxy Statement and Proxy to provide for (i) the election of directors, (ii) to provide for such other matters to be presented to the meeting as approved by this Board; and (iii) to provide for such other matters as the officers of the company may deem necessary to comply with the rules and regulations of the Securities and Exchange Commission; and further

RESOLVED, that the proper officers of the Company be, and hereby are, authorized and instructed to file such Notice, Proxy and Proxy Statement with the Securities and Exchange Commission and to cause copies of said Notice and Proxy Statement and Proxy to be duly mailed to each shareholder of record of the Company as of the close of Business on the record date for said Annual Meeting of Shareholders; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to cause to be prepared an appropriate form of Annual Report of the Company for the year ending December 31, 1996, copies thereof to be mailed to all shareholders.

Mr. Wittig introduced Mr. Larry W. Brummett, President and Chief Executive Officer of ONEOK, Inc., who discussed the proposed alliance between ONEOK and the Company.

Mr. Wittig called on Mr. John C. Dicus, Chairman of the Human Resources Committee, who presented the report of the Human Resources Committee.

Mr. Dicus stated that the Committee recommended that the Board authorize registration of Company common stock for issuance pursuant to the WestSec, Inc. 401(k) Savings Plan.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the officers of the Company be, and hereby are, authorized to prepare and join with the individual Directors of the Company in executing and filing, or causing to be filed, with the Securities and Exchange Commission a registration statement or statements and amendments thereto under the Securities Act of 1933, with respect to up to 100,000 shares of the Company's common stock, \$5.00 par value for issuance pursuant to the WestSec Inc. 401(k) Savings Plan ("Plan"); and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to execute and file any applications, documents, instruments and certificates, and to do any and all further acts and things as they may deem necessary or appropriate for the purpose of making effective any required registration statement and maintaining it in full force and effect, and any required prospectus relating thereto in connection with the securities to be registered under the Securities Act of 1933; and further

RESOLVED, that Western Resources, Inc., and Continental Stock Transfer Company of New York, as transfer agents of the Company's common stock, \$5.00 par value be, and hereby are, authorized to register and transfer not to exceed 100,000 additional shares ("Additional Common Stock") of the Company's common stock, \$5.00 par value, pursuant to the Plan; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized and empowered, on behalf of the Company, to prepare, execute and file with the State Corporation Commission of the State of Kansas and the Federal Energy Regulatory Commission an application or applications and any and all necessary amendments, exhibits and other documents related thereto, for the purpose of obtaining such authorizations as may be necessary for the Company to register and transfer Company common stock pursuant to the Plan; and further

RESOLVED, that the Chairman of the Board and Chief Executive Officer, the President, or any Vice President and the Secretary of the Company, be, and each hereby is authorized and empowered to cause the Company to apply to the New York Stock Exchange ("NYSE") for the listing of the Additional Common Stock and further that each such officer and any other officer of the Company be, and hereby is, designated to appear before the appropriate officials of said Exchange with authority (a) to execute in the name and on behalf of the Company and file with the NYSE an appropriate listing application and all such agreements and documents (including an indemnity agreement) as any of them may consider necessary or desirable to secure such listing, and (b) to make any changes in such listing application or agreements or documents as

may be required to satisfy the requirements of the NYSE for such listing, and further

RESOLVED, that if it is desirable and in the best interest of the Company that its securities be qualified or registered for sale in various states; that the Chairman of the Board and Chief Executive Officer, the President, or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the Additional Common Stock of the Company as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of the Company any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken; and further

RESOLVED, that the officers of the Company be, and hereby are, authorized to take such further actions as they may deem necessary or appropriate to carry out the foregoing resolutions.

Mr. Dicus stated that the Committee recommended that the Company's Short-Term Incentive Plan be amended as presented at the meeting.

Wherefore, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the officers of the Company be, and hereby are, authorized to amend the Western Resources, Inc. Short-Term Incentive Plan as presented at the meeting; and further

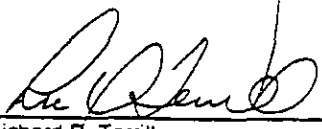
RESOLVED, that the officers of the Company be, and hereby are, authorized to take such actions as they may deem necessary or appropriate to carry out the foregoing resolution.

All advisors and officers of the Company were excused from the meeting.

Mr. Dicus reported on actions taken by the Committee relating to the compensation of officers of the Company.

The next meeting of the Board of Directors was scheduled for March 19, 1997 in Topeka, Kansas.

There being no further business to come before the meeting it was duly adjourned.

  
Richard D. Terrill  
Secretary