



LARRY D. IRICK
Corporate Secretary

December 3, 2001

VIA FEDERAL EXPRESS

To: Frank J. Becker
Gene A. Budig
John C. Dicus

Members of the Human Resources Committee:

A meeting of the Human Resources Committee will be held on Wednesday, December 5, 2001 immediately following the completion of the Audit and Finance Committee meeting which commences at 7:30 a.m. and is expected to last until approximately 9:30 a.m. The meeting will be held in Topeka, Kansas, at the Westar Aviation building located at Forbes Field, 6700 S.W. Topeka Boulevard, Building 626. Your Western Resources identification card will activate the gate.

If you have any questions, please do not hesitate to call.

Sincerely,

Larry D. Irick

LDI/pb

cc: David C. Wittig
Douglas T. Lake

818 South Kansas Avenue / P.O. Box 889 / Topeka, Kansas 66601
Telephone: (785) 575-1625 / Fax: (785) 575-8096
Internet: larry_irick@wr.com

WS029544

Human Resources Committee Resolutions

<u>Number</u>	<u>Action</u>	<u>Full Board Approval</u>
1	Retirement Plan - approves implementation of cash value pension plan for new employees effective January 1, 2002.	Yes
2	Post Retirement Medical Benefits - approves amendments to medical and dental plans to eliminate post-retirement benefits for new employees effective January 1, 2002.	Yes
3	401-K Plan - approves technical amendments to 401-K Plan.	Yes
4	Voluntary Separation Plan - approves separation package to be offered to union and non-union employees (additional 3 years of credited service and additional 3 years to retirement age under pension).	Yes
5	Matching Gifts - approves amendments to matching gift program to provide for one-for-one match for gifts and maximum match per employee of \$35,000 per year.	Yes
6	Officer Compensation Allocation - allocates portion of compensation of certain officers to Westar (75% for Lake, 25% for Wittig, Geist, Irick and Wages).	No
7	Long-Term Incentive Awards - approves January RSU grants for officers (\$5.53 million in aggregate, with \$4.0 million in Guardian preferred).	Yes
8	Short-Term Incentive Compensation - approves amendments to short-term incentive plan to provide for formula determination of compensation pool and determination of individual awards at management's discretion.	No
9	Officer Loan Program - approves loans to officers for purchase of Company's stock.	Yes
10	Officer Perquisites - approves quarterly payments to officers in lieu of benefits currently provided (no increase in aggregate benefits.)	No

- | | | |
|----|---|-----|
| 11 | Officer Compensation - approves 20% reduction in base salary payable to Wittig and Lake. | No |
| 12 | Amendment to Split Dollar Insurance Agreement - approves amendment to Koupal agreement effective October 26, 2001. | Yes |
| 13 | Appointment of Officers - approves updated list of officers. | Yes |
| 14 | Board Compensation - approves 20% reduction in annual cash retainer, a reduction in telephone meeting fee to \$500, and payment of annual retainer to committee chairman. | Yes |

Resolution 1

RETIREMENT PLAN

RESOLVED, that the Committee hereby approves the amendments to the Company Retirement Plan presented to the meeting, including, but not limited to, those amendments implementing cash balance pension benefits for employees hired on or after January 1, 2002, amendments permitted or required by the Economic Growth and Tax Relief Reconciliation Act of 2001, and other amendments necessary to preserve the qualified status of the Plan; and further

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

Resolution 2

POST-RETIREMENT MEDICAL BENEFITS

RESOLVED, that the Committee hereby approves the amendments to the Company's medical and dental benefit plans presented to the meeting eliminating post-retirement benefits for employees hired on or after January 1, 2002; and further

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

Resolution 3

401-K PLAN

RESOLVED, that the Committee hereby approves the amendments to the Company 401-K Plan presented to the meeting, including, but not limited to, those amendments permitted or required by the Economic Growth and Tax Relief Reconciliation Act of 2001, and other amendments necessary to preserve the qualified status of the Plan; and further

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

Resolution 4

VOLUNTARY SEPARATION PROGRAM

RESOLVED, that the Committee hereby approves the voluntary separation program presented to the meeting with participation available to union and non-union employees who terminate employment on or prior to January 31, 2002; and further

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

MATCHING GIFTS

RESOLVED, that the Committee hereby approves the amendments to the Company's matching gift program necessary to provide, effective in 2002, for matching of gifts by an individual in an aggregate annual amount up to \$35,000 on a one-for-one basis; and further

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

Resolution 6

OFFICER COMPENSATION ALLOCATION

RESOLVED, that the Committee hereby approves the allocation of officer compensation between the regulated and unregulated businesses of the Company as presented to the meeting; and further

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

LONG-TERM INCENTIVE AWARDS

RESOLVED, that the Committee hereby approves grants, effective January 1, 2002, to officers of the Company, as determined by management, of restricted share units and dividend equivalents in an aggregate amount up to \$5.53 million, with (i) such grants vesting upon a 15% appreciation in the Company's common stock price, (ii) no vesting for a change in control related to the transaction with Public Service Company of New Mexico, (iii) \$4.0 million of such grants to consist of preferred securities of Guardian International, Inc. owned by the Company and (iv) no more than \$1.53 million of such grants to consist of the Company's common stock; and further

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

Short-Term Incentive Compensation

RESOLVED, that the Committee hereby approves amendments to the Company's Short-Term Incentive Plan presented to the meeting which provide for (i) the determination of an aggregate pool for the payment of bonuses based upon the current targeted award for each pay grade and the number of employees in each pay grade, and (ii) the allocation of the aggregate pool at the discretion of management, provided that the bonuses to be paid to the Chief Executive Officer and the officers directly reporting to the Chief Executive Officer shall be approved by the Committee; and further

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

Resolution 9

OFFICER LOAN PROGRAM

RESOLVED, that the Committee hereby approves stock purchase loans to the officers of the Company substantially on the terms presented to the meeting; and further

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

OFFICER PERQUISITES

RESOLVED, that the Committee hereby approves quarterly payments, commencing January 1, 2002, to the officers of the Company as presented to the meeting with such payments to replace the car allowances, club memberships and reimbursements for legal and financial expenses previously provided to officers; and further

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

OFFICER COMPENSATION

RESOLVED, that the Committee hereby approves a 20% reduction in the base salary payable to David C. Wittig, from \$743,600 to \$594,880, and to Douglas T. Lake, from \$459,200 to \$367,360, effective March 31, 2002; and further

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

AMENDMENT TO SPLIT DOLLAR INSURANCE AGREEMENT

RESOLVED, that the Committee hereby approves and ratifies, effective October 26, 2001, an amendment to the Split Dollar Insurance Agreement with Carl M. Koupal having the terms set forth in the form of amendment presented to the meeting; and further

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

APPOINTMENT OF OFFICERS

RESOLVED, that the following persons are hereby appointed officers of the Company until further action by the Board of Directors.

EXECUTIVE OFFICERS:

David C. Wittig	Chairman of the Board, President and Chief Executive Officer
Douglas T. Lake	Executive Vice President
Richard A. Dixon	Senior Vice President
Paul R. Geist	Senior Vice President, Chief Financial Officer and Treasurer
Shane A. Mathis	Senior Vice President
Douglas R. Sterbenz	Senior Vice President

OTHER OFFICERS

Bruce A. Akin	Vice President
Kelly B. Harrison	Vice President
A. Jo Hunt	Vice President
Larry D. Irick	Vice President and Corporate Secretary
Doug Lawrence	Vice President
Peggy S. Loyd	Vice President
Caroline A. Williams	Vice President
Lee P. Wages	Vice President, Controller and Assistant Secretary
E. Lynn Cook	Assistant Treasurer

BOARD COMPENSATION

RESOLVED, that effective January 1, 2002, an annual cash fee of twenty thousand dollars (\$20,000) be paid on a quarterly basis to each member of the Board of Directors who is not an officer of the Company ("Outside Director"); and further

RESOLVED, that effective January 1, 2002, an annual stock retainer equal to eighteen thousand five hundred dollars (\$18,500) be paid to each Outside Director; and further

RESOLVED, that effective January 1, 2002, an annual restricted stock grant equal to nineteen thousand dollars (\$19,000) be made to each Outside Director, with the grant to be in the Company's common stock or other securities owned by the Company and with the grant to vest ratably over a three-year period; and further

RESOLVED, that effective January 1, 2002, a fee of one thousand two hundred dollars (\$1,200) be paid to each Outside Director for attendance at each Board of Directors meeting; provided that a fee of five hundred dollars (\$500) shall be paid for attendance by phone at any such meeting; and further

RESOLVED, that effective January 1, 2002, a fee of one thousand dollars (\$1,000) be paid to each Outside Director for attendance at a meeting of any committee of this Board of Directors; provided that a fee of five hundred dollars (\$500) shall be paid for attendance by phone at any such meeting; and further

RESOLVED, that effective January 1, 2002, an annual cash fee of four thousand dollars (\$4,000) be paid on a quarterly basis to the Chairman of each committee of the Board of Directors; and further

RESOLVED, that Directors shall be compensated for their expenses incident to attending meetings of the Board and Board Committees.



PRIVATE AND CONFIDENTIAL

December 3, 2001

Mr. David Wittig
Chief Executive Officer
Western Resources, Inc.
818 Kansas Ave.
Topeka, KS 66612

Dear Mr. Wittig:

In response to your inquiry concerning reimbursement for specified perquisites, we have gathered the following information.

According to WorldatWork, the key objectives of compensation are to attract, motivate and retain employees. The key components of a market competitive compensation package include: base salary, short-term incentives, long-term incentives, benefits and perquisites. To remain competitive with the external market and further promote corporate goals and strategies companies will need to create new forms of compensation or reshape their current plans.

As defined by WorldatWork, perquisites are special programs for selected executives whose status value frequently exceeds its financial value. In many cases these programs are difficult to administer. In an effort to streamline the administration of the perquisites program Western Resources has proposed to eliminate the individual components offered under the plan in favor of an annual reimbursement account paid quarterly to eligible executives. The following chart illustrates the amount eligible executives would receive on an annual basis:

Pay Grade	Annual Amount
Grade 1-3	\$50,000
Grade 4-5	\$36,000
Grade 6-8	\$24,000
Grade 9-10	\$16,000

In a recent statement by the Society for Human Resource Management ("SHRM") they "recognize that there are and will continue to be many different yet effective approaches to total compensation arrangements in the foreseeable future and supports the rights of employers and workers to mutually agree on total compensation packages." Resources Connection respects and supports the position taken by SHRM and concludes the changes being made by Western Resources to their perquisites programs are reasonable and within the course of ordinary business.

Mr. David Wittig
December 3, 2001
Page 2

* * *

Resources Connection sincerely appreciates the opportunity to assist you with compensation consulting services. If you have any questions or need further assistance, please do not hesitate to contact me at

REDACTED

Sincerely,



Brent Longnecker
Executive Vice President

cc: Tammy Hemphill
Kelly Ledet
Nicole Shanklin



DAVID C. WITIG
Chairman of the Board,
President and Chief Executive Officer

November 26, 2001

Mr. Frank J. Becker
Mr. Gene A. Budig
Mr. John C. Dicus

Enclosed are the final versions of the resolutions to be presented to the Human Resources Committee on December 5, 2001.

The following is a summary of those provisions:

- 1) Approval of grants in January 2002 of restricted share units in an aggregate amount of \$5.25 million (\$1.25 million in WR stock and \$4.00 million in preferred securities of Guardian International, Inc. owned by Westar). The units will vest upon a 15% appreciation in WR's stock price (but not on a change of control involving PNM). We will re-review grants as part of April's overall compensation review. We gave out \$14.0 million worth of grants in 2001.
- 2) Creation of cash value pension plan for new hires effective January 1, 2002.
- 3) Termination of retiree medical benefits for new hires effective January 1, 2002.
- 4) Approval of ancillary benefits for officers.
- 5) Approval of amendment to Carl's split dollar policy.
- 6) Approval of officer loans.
- 7) Approval allowing 25% and 75%, respectively, of Wittig's and Lake's executive compensation reimbursed by Westar. Additionally, Geist, Irick, and Wags would also have 25% of their compensation reimbursed by Westar.
- 8) Reduction of matching gifts to \$35,000 on a 1-for-1 basis.

818 South Kansas Avenue / Topeka, Kansas 66612
Telephone: (785) 575-6401 / Fax: (785) 575-8061
Internet: david_wittig@wstnres.com

WS029563

- 9) Base compensation for David Wittig will be reduced by 20% from \$743,600 to \$594,880 effective March 1, 2002. Doug Lake will be reduced from \$459,200 to \$367,360. Overall compensation for all executives will be reviewed in April, 2002.
- 10) Board cash compensation will be reduced from \$25,000 to \$20,000. An annual WR stock award of \$18,500 and an annual RSU grant of \$19,000 will remain unchanged, except that directors may receive RSU's in P1, Guardian, Onsite, or WR shares. Directors will receive \$1,200 for each meeting and \$1,000 for each committee meeting they attend (\$500 if they participate by phone). Chairman of committees will receive a \$4,000 annual retainer.

In addition, there are two paper keeping amendments; one for the 401-K and the other for the pension. A separate explanation of each is included.

If you have any questions, please give me a call. If these meet with your approval (understanding you have not yet voted on them), I would like to send the entire package to the full board.

Sincerely,

A handwritten signature in black ink, appearing to be the initials 'D.L.' or similar, written in a cursive style.

enclosure

Resolution 1

LONG-TERM INCENTIVE AWARDS

RESOLVED, that the Committee hereby approves grants in January 2002 to officers of the Company, as determined by management, of restricted share units and dividend equivalents in an aggregate amount up to \$5.25 million, with (i) such grants vesting upon a 15% appreciation in the Company's common stock price, (ii) no vesting for a change in control related to the transaction with Public Service Company of New Mexico, and (iii) \$4.0 million of such grants to consist of preferred securities of Guardian International, Inc. owned by the Company; and further

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

Grant Equivalents (a)

	<u>2001</u>	<u>2002</u> (b)
Wittig	109,225	155,200
Lake	64,600	92,000
Sterbenz	1,000	10,000
Mathis	14,000	10,000
Geist	3,200	10,000
Dixon		
Hunt		
Lawrence		
Wages	REDACTED	REDACTED
Loyd		
Irick		
Akin		
Williams		
Harrison		
	217,125	307,200
	<u>x24.20</u>	<u>x18.00</u>
	\$5,254,425	\$5,529,600

(a) \$1.25 million in WR, \$4.00 million in Guardian preferred D as of the grant date of January 15, 2002.

(b) assumes WR stock at \$18.00.

RETIREMENT PLAN

RESOLVED, that the Committee hereby approves the amendments to the Company Retirement Plan presented to the meeting, including, but not limited to, those amendments implementing cash balance pension benefits for employees hired on or after January 1, 2002, amendments permitted or required by the Economic Growth and Tax Relief Reconciliation Act of 2001, and other amendments necessary to preserve the qualified status of the Plan; and further

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

Additional Retirement Plan Modifications

1. Exclude independent contractors and leased employees (regardless of whether person is classified as a common-law employee) from coverage.
2. Implement simplified IRS distribution requirements.
3. Modify direct rollover rules to expand plans to which direct rollovers can be made.
4. Adopt conforming amendments required by the Economic Growth and Tax Relief Reconciliation Act of 2001 which, among other things, (i) increase limit on annual benefits to \$160,000, (ii) increase compensation limit to \$200,000 and (iii) modify top-heavy rules.

Resolution 3

POST-RETIREMENT MEDICAL BENEFITS

RESOLVED, that the Committee hereby approves the amendments to the Company's medical and dental benefit plans presented to the meeting eliminating post-retirement benefits for employees hired on or after January 1, 2002; and further

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

OFFICER PERQUISITES

RESOLVED, that the Committee hereby approves quarterly payments, commencing January 1, 2002, to the officers of the Company as presented to the meeting with such payments to replace the car allowances, club memberships and reimbursements for legal and financial expenses previously provided to officers; and further

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

Exhibit A

Currently, officers receive reimbursement for legal and financial services (\$10,000-\$30,000, although generally grades 9-10 use less than \$5,000 of the allotment), car allowances (\$13,000-\$16,000) and country club memberships (\$80-\$4,200). In addition, costs are associated with administering this plan. Instead, we propose to terminate the reimbursement of these expenses and officers will receive an annual reimbursement account (paid quarterly).

<u>Pay Grade</u>	<u>Amount</u>
Grade 1-3	\$50,000
Grade 4-5	36,000
Grade 6-8	24,000
Grade 9-10	16,000

Resolution 5

AMENDMENT TO SPLIT DOLLAR INSURANCE AGREEMENT

RESOLVED, that the Committee hereby approves and ratifies an amendment to the Split Dollar Insurance Agreement with Carl M. Koupal having the terms set forth in the form of amendment presented to the meeting; and further

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

OFFICER LOAN PROGRAM

RESOLVED, that the Committee hereby approves stock purchase loans to the officers of the Company substantially on the terms presented to the meeting; and further

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

WESTERN RESOURCES, INC.

TERM SHEET
OFFICER LOANS FOR STOCK OWNERSHIP REQUIREMENTS

December 5, 2001

This Term Sheet is a summary of the principal terms and conditions of loans to be made by Western Resources, Inc. (the "Company") to certain officers of the Company to permit the officers to purchase the number of shares of the Company's common stock necessary for them to satisfy the minimum stock ownership requirements for grants of restricted stock units.

<i>Lender:</i>	Western Resources, Inc.
<i>Principal Amount:</i>	For each officer, up to the required ownership level for the applicable pay grade (ignoring phase-in requirements).
<i>Principal Payment:</i>	Due on the Maturity Date.
<i>Interest:</i>	Interest payable quarterly on January 1, April 1, July 1 and October 1 of each year and on the Maturity Date based on the average daily borrowing rate under the Company's revolving credit facility for the prior quarter.
<i>Maturity Date:</i>	Three years from the date of the loan.
<i>Use of Proceeds:</i>	Required to be used to purchase the Company's common stock, or to reimburse the officer for the cost of purchasing common stock.
<i>Security:</i>	Unsecured but with full recourse to the officer.
<i>Documentation:</i>	Officer required to sign promissory note.

Available Loans

Wittig	\$2.625
Lake	1.680
Sterbenz	0.713
Mathis	0.576
Geist	0.576
Dixon	
Hunt	
Lawrence	
Wages	REDACTED
Loyc	
Irick	
Akin	
Williams	
Harrison	
	<u> </u>
	\$7.763

Leaves \$7.237 million in reserve.

Resolution 7

OFFICER COMPENSATION ALLOCATION

RESOLVED, that the Committee hereby approves the allocation of officer compensation between the regulated and unregulated businesses of the Company as presented to the meeting; and further

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

MATCHING GIFTS

RESOLVED, that the Committee hereby approves the amendments to the Company's matching gift program necessary to provide, effective in 2002, for matching of gifts by an individual in an aggregate annual amount up to \$35,000 on a one-for-one basis; and further

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

OFFICER COMPENSATION

RESOLVED, that the Committee hereby approves a 20% reduction in the base salary payable to David C. Wittig, from \$743,600 to \$594,880, and to Douglas T. Lake, from \$459,200 to \$367,360, effective March 1, 2002; and further

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

BOARD COMPENSATION

RESOLVED, that effective January 1, 2002, an annual cash fee of twenty-five thousand dollars (\$20,000) be paid on a quarterly basis to each member of the Board of Directors who is not an officer of the Company ("Outside Director"); and further

RESOLVED, that effective January 1, 2002, an annual stock retainer equal to eighteen thousand five hundred dollars (\$18,500) be paid to each Outside Director; and further

RESOLVED, that effective January 1, 2002, an annual restricted stock grant equal to nineteen thousand dollars (\$19,000) be made to each Outside Director, with the grant to be in the Company's common stock or other securities owned by the Company and with the grant to vest ratably over a three-year period; and further

RESOLVED, that effective January 1, 2002, a fee of one thousand two hundred dollars (\$1,200) be paid to each Outside Director for attendance at each Board of Directors meeting; provided that a fee of five hundred dollars (\$500) shall be paid for attendance by phone at any such meeting; and further

RESOLVED, that effective January 1, 2002, a fee of one thousand dollars (\$1,000) be paid to each Outside Director for attendance at a meeting of any committee of this Board of Directors; provided that a fee of five hundred dollars (\$500) shall be paid for attendance by phone at any such meeting; and further

RESOLVED, that effective January 1, 2002, an annual cash fee of four thousand dollars (\$4,000) be paid on a quarterly basis to the Chairman of each committee of the Board of Directors; and further

RESOLVED, that Directors shall be compensated for their expenses incident to attending meetings of the Board and Board Committees.

Resolution 11

401-K PLAN

RESOLVED, that the Committee hereby approves the amendments to the Company 401-K Plan presented to the meeting, including, but not limited to, those amendments permitted or required by the Economic Growth and Tax Relief Reconciliation Act of 2001, and other amendments necessary to preserve the qualified status of the Plan; and further

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

401-K Plan Modifications

1. Exclude nontaxable transportation fringe benefits from the definition of compensation.
2. Modify provisions for correcting excess contributions to permit distribution of excess contributions and earnings and forfeiture of related matching contributions.
3. Implement simplified IRS distribution requirements.
4. Adopt conforming amendments required by the Economic Growth and Tax Relief Reconciliation Act of 2001 which, among other things, (i) increase limit on annual additions, (ii) increase compensation limit to \$200,000 (iii) modify top-heavy rules, (iii) modify direct rollover rules to expand plans to which direct rollovers can be made, (iv) expand types of plans from which rollovers will be accepted, (v) allow catch-up contributions for employees age 50 and over, and (vi) reduce suspension period for hardship withdrawals to six months.
5. Permit distributions upon severance from employment even if no "separation from service" within meaning of Internal Revenue Code has occurred.

APPOINTMENT OF OFFICERS

RESOLVED, that the following persons are hereby appointed officers of the Company until further action by the Board of Directors.

EXECUTIVE OFFICERS:

David C. Wittig	Chairman of the Board, President and Chief Executive Officer
Douglas T. Lake	Executive Vice President
Richard A. Dixon	Senior Vice President
Paul R. Geist	Senior Vice President, Chief Financial Officer and Treasurer
Shane A. Mathis	Senior Vice President
Douglas R. Sterbenz	Senior Vice President

OTHER OFFICERS

Bruce A. Akin	Vice President
Kelly B. Harrison	Vice President
A. Jo Hunt	Vice President
Larry D. Irick	Vice President and Corporate Secretary
Doug Lawrence	Vice President
Peggy S. Loyd	Vice President
Caroline A. Williams	Vice President
Lee P. Wages	Vice President, Controller and Assistant Secretary
E. Lynn Cook	Assistant Treasurer