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1           BEFORE THE STATE CORPORATION COMMISSION  
2                   OF THE STATE OF KANSAS

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5   In the Matter of the Investigation )  
6   of Actions Western Resources, Inc., )  
7   to Separate its Jurisdictional       ) Docket No.  
8   Electric Public Utility Business    ) 01-WSRE-949-GTE  
9   from its Unregulated Businesses.    )

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11                   V O L U M E   4  
12                   T R A N S C R I P T  
13                           O F  
14                   P R O C E E D I N G S,

15   held on the 8th day of July, 2002, commencing at  
16   the hour of 9:10 a.m. at the Kansas Corporation  
17   Commission, 1500 Arrowhead, Topeka, Shawnee  
18   County, Kansas, before Chairman John Wine,  
19   Commissioner Cynthia Claus and Commissioner Brian  
20   Moline.

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1           A.    Oh, I see it.  Do I know what she means  
2 by that?  No.

3           Q.    Did you ever have a conversation with  
4 her as to what she meant by that?

5           A.    No.

6           Q.    In the next sentence in Paragraph 1,  
7 she makes a statement that the information being  
8 provided to the directors has often been  
9 insufficient to ensure the quality of Board  
10 decisionmaking.  Do you see that, sir?

11          A.    Yes.

12          Q.    Did she ever make that kind of  
13 statement to you prior to this letter dated March  
14 28 of 2001?

15          A.    No, but Jane was notorious for never  
16 being prepared when she showed up at Board  
17 meetings.

18          Q.    Have any directors ever complained to  
19 you that the information that they are receiving  
20 was insufficient for them to make decisions?

21          A.    Never.

22          Q.    Now, moving to the second paragraph,  
23 it's stated that she has some difficulty with the  
24 amount of golden parachutes that will be paid to  
25 senior management.  Do you see that statement in

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1 Western Resources that basically went back to the  
2 time of Bal Jeffrey. One of the questions I  
3 think Jane had asked -- I can't remember exactly  
4 all the specifics of the conversation, but she  
5 had asked about the retirement plan and that plan  
6 had been put in place I believe in 1970 and it  
7 was just basically a -- it was a presentation put  
8 together for the directors that went through the  
9 history of all facets of compensation from  
10 salaries to bonuses to options to RSUs to the  
11 SERP and went through the history, when certain  
12 things were adopted and Jane in her inimitable  
13 way refused to even look at the document, refused  
14 to read the document, but that was pretty much  
15 par for the course. She didn't take much  
16 interest in preparing herself for meetings and it  
17 was a -- the conversation we had was part of a  
18 regular Board meeting.

19 Q. Did you, Mr. Wittig -- was it you who  
20 suggested that Ms. Sadaka join the Board of  
21 Western in the first instance?

22 A. I don't recall.

23 Q. Do you recall who might have suggested  
24 that she join the Board of Western in the first  
25 instance?

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1 after she came on the Board of Western Resources,  
2 Protection One started to go down and I'm not  
3 saying that that was Jane Sadaka's fault but the  
4 fact of the matter was that, you know, she was on  
5 the committee that did a lot of these financings,  
6 was privy to what was going on at the Company and  
7 the Company ended up getting sued. I mean,  
8 Protection One ended up getting sued by both the  
9 bondholders and the shareholders in some sort of  
10 a class action and Jane Sadaka got sued as well,  
11 but we didn't know that at the time that she came  
12 onto the Western Resources Board, but I think  
13 that if you talk to Lou Smith, Lou was on the  
14 Western Board, if you talk to the people who  
15 attended the meeting in Scottsdale as an example,  
16 the meeting in Scottsdale which was supposedly an  
17 important meeting Jane didn't even show up to and  
18 Jane no question had the worst attendance of any  
19 of our directors and, you know, as time went on,  
20 it became apparent that she wasn't prepared for  
21 meetings. She didn't want to hear about  
22 information that had been provided to her and,  
23 you know, Jane left on her own volition. I think  
24 had she not left on her own volition, she would  
25 have been asked to leave by the rest of the Board