

CONFIDENTIAL

WESTERN RESOURCES, INC.
BOARD OF DIRECTORS
February 25, 2000
10:30 A.M.

A special meeting of the Board of Directors of Western Resources, Inc. (the "Company") was held at the General Offices of the Company, Topeka, Kansas on February 25, 2000 at 10:30 a.m. CST.

All members of the Board of Directors were present with the exception of Messrs. Frank J. Becker and Gene A. Budig. Mr. David C. Wittig, Chairman of the Board, President and Chief Executive Officer, presided over the meeting. Mr. Richard D. Terrill, Executive Vice President, General Counsel and Corporate Secretary, acted as secretary of the meeting.

The Chairman called the meeting to order.

The Chairman reviewed the following transactions between Westar Capital, Inc. ("Westar") and Protection One, Inc. ("Protection One").

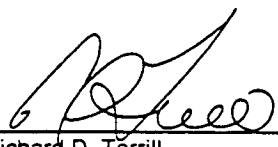
(1) The purchase by Westar from Protection One of the European operations of Protection One, which consist of the stock of Protection One (UK) plc and Protection One International, Inc., for an aggregate purchase price of approximately \$244,000,000, \$183,025,000 in cash and the balance by delivery of debt securities of Protection One Alarm Monitoring, Inc. ("Monitoring");

(2) the amendment of the Credit Agreement ("Credit Agreement") between Westar and Monitoring;

(3) the delivery by Westar to Protection One of certain debt securities of Monitoring in part payment of certain outstanding tax and other intercompany receivables owed to Protection One by Westar;

(4) The repayment to Westar of approximately \$183 million borrowed under the Credit Agreement.

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



Richard D. Terrill
Secretary