
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-3523

WESTAR ENERGY, INC.

(Exact name of registrant as specified in its charter)

Kansas

(State or other jurisdiction of
incorporation or organization)

48-0290150

(I.R.S. Employer
Identification Number)

818 South Kansas Avenue, Topeka, Kansas 66612 (785) 575-6300

(Address, including Zip Code and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Act). Check one:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Common Stock, par value \$5.00 per share

(Class)

108,290,243 shares

(Outstanding at November 4, 2008)

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FORWARD-LOOKING STATEMENTS

Certain matters discussed in this Form 10-Q are “forward-looking statements.” The Private Securities Litigation Reform Act of 1995 has established that these statements qualify for safe harbors from liability. Forward-looking statements may include words like we “believe,” “anticipate,” “target,” “expect,” “pro forma,” “estimate,” “intend” and words of similar meaning. Forward-looking statements describe our future plans, objectives, expectations or goals. Such statements address future events and conditions concerning matters such as, but not limited to:

- amount, type and timing of capital expenditures,
- earnings,
- cash flow,
- liquidity and capital resources,
- litigation,
- accounting matters,
- possible corporate restructurings, acquisitions and dispositions,
- compliance with debt and other restrictive covenants,
- interest rates and dividends,
- environmental matters,
- regulatory matters,
- nuclear operations, and
- the overall economy of our service area and economic well-being of our customers.

What happens in each case could vary materially from what we expect because of such things as:

- regulated and competitive markets,
- economic and capital market conditions, including the impact of changes in interest rates and the cost and availability of capital,
- inflation,
- performance of our generating plants,
- changes in accounting requirements and other accounting matters,
- changing weather,
- the outcome of an application for a change in rates filed with the KCC,
- the impact of regional transmission organizations and independent system operators, including the development of market mechanisms for energy markets in which we participate,
- the impact of economic changes and downturns in the energy industry and the market for trading wholesale energy, including counter-party performance,
- the outcome of the notice of violation received on January 22, 2004, from the Environmental Protection Agency and other environmental matters including possible future legislative or regulatory mandates related to emissions of presently unregulated gases or substances,
- political, legislative, judicial and regulatory developments at the municipal, state and federal level that can affect us or our industry, including in particular those relating to environmental laws,
- the impact of our potential liability to David C. Wittig and Douglas T. Lake for unpaid compensation and benefits and the impact of claims they have made against us related to the termination of their employment and the publication of the report of the special committee of the board of directors,
- the outcome of the Federal Energy Regulatory Commission investigation of our use of transmission service within the SPP,
- the impact of changes in interest rates on pension and other post-retirement and post-employment benefit liability calculations, as well as actual and assumed investment returns on invested plan assets,
- the impact of changes in estimates regarding our Wolf Creek Generating Station decommissioning obligation,
- the impact of adverse changes in market conditions potentially resulting in the need for additional funding for the nuclear decommissioning and pension trusts,
- changes in regulation of nuclear generating facilities and nuclear materials and fuel, including possible shutdown or required modification of nuclear generating facilities,
- uncertainty regarding the establishment of interim or permanent sites for spent nuclear fuel storage and disposal,
- homeland security considerations,

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- coal, natural gas, uranium, oil and wholesale electricity prices,
- cost, availability and timely provision of equipment, supplies, labor and fuel we need to operate our business, and
- other circumstances affecting anticipated operations, sales and costs.

These lists are not all-inclusive because it is not possible to predict all factors. This report should be read in its entirety and in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2007. No one section of this report deals with all aspects of the subject matter and additional information on some matters that could impact our operations and financial results may be included in our Annual Report on Form 10-K for the year ended December 31, 2007. Any forward-looking statement speaks only as of the date such statement was made, and we are not obligated to update any forward-looking statement to reflect events or circumstances after the date on which such statement was made except as required by applicable laws or regulations.

GLOSSARY OF TERMS

The following is a glossary of frequently used abbreviations or acronyms that are found throughout this report.

<u>Abbreviation or Acronym</u>	<u>Definition</u>
2007 Form 10-K	Annual Report on Form 10-K for the year ended December 31, 2007
AFUDC	Allowance for funds used during construction
COLI	Corporate-owned life insurance
DOJ	Department of Justice
ECRR	Environmental cost recovery rider
EITF	Emerging Issues Task Force
EPA	Environmental Protection Agency
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
Fitch	Fitch Investors Service
Forward sale agreement	Forward equity sale agreement
FSP	FASB Staff Position
GAAP	Generally Accepted Accounting Principles
IRS	Internal Revenue Service
KCC	Kansas Corporation Commission
KDHE	Kansas Department of Health and Environment
KGE	Kansas Gas and Electric Company
kV	Kilovolts
Lehman Brothers	Lehman Brothers Commercial Paper, Inc.
Moody's	Moody's Investors Service
MW	Megawatts
MWh	Megawatt hours
NSR Investigation	EPA New Source Review Investigation
ONEOK	ONEOK, Inc.
OTC	Over-the-counter
RECA	Retail energy cost adjustment
ROE	Return on equity
RSUs	Restricted share units
S&P	Standard & Poor's Ratings Group
Section 114	Section 114(a) of the Clean Air Act
SPP	Southwest Power Pool
SFAS	Statement of Financial Accounting Standards
TDC	Transmission delivery charge
Wolf Creek	Wolf Creek Generating Station

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WESTAR ENERGY, INC.
CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)
(Unaudited)

	September 30, 2008	December 31, 2007
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 4,299	\$ 5,753
Accounts receivable, net of allowance for doubtful accounts of \$3,976 and \$5,721, respectively	227,747	195,785
Inventories and supplies, net	198,392	192,533
Energy marketing contracts	118,532	57,702
Taxes receivable	1,476	71,111
Prepaid expenses	47,726	31,576
Regulatory assets	89,973	98,204
Other	24,639	15,015
Total Current Assets	712,784	667,679
PROPERTY, PLANT AND EQUIPMENT, NET	5,343,167	4,803,672
OTHER ASSETS:		
Regulatory assets	585,932	577,256
Nuclear decommissioning trust	107,737	122,298
Energy marketing contracts	35,471	34,088
Other	193,047	190,437
Total Other Assets	922,187	924,079
TOTAL ASSETS	\$ 6,978,138	\$6,395,430
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	\$ 146,352	\$ 558
Short-term debt	290,367	180,000
Accounts payable	188,567	278,299
Accrued taxes	65,872	47,370
Energy marketing contracts	91,112	42,641
Accrued interest	30,234	41,416
Deferred tax liabilities	3,044	2,310
Regulatory liabilities	32,531	32,932
Other	136,348	119,237
Total Current Liabilities	984,427	744,763
LONG-TERM LIABILITIES:		
Long-term debt, net	1,895,250	1,889,781
Obligation under capital leases	118,547	123,854
Deferred income taxes	959,675	897,293
Unamortized investment tax credits	57,642	59,619
Deferred gain from sale-leaseback	115,401	119,522
Accrued employee benefits	259,617	283,924
Asset retirement obligations	93,171	88,711
Energy marketing contracts	259	7,647
Regulatory liabilities	122,238	108,685
Other	155,232	217,927
Total Long-Term Liabilities	3,777,032	3,796,963
COMMITMENTS AND CONTINGENCIES (see Notes 7, 8 and 9)		
TEMPORARY EQUITY	3,418	5,224
SHAREHOLDERS' EQUITY:		
Cumulative preferred stock, par value \$100 per share; authorized 600,000 shares; issued and outstanding 214,363 shares	21,436	21,436
Common stock, par value \$5 per share; authorized 150,000,000 shares; issued 108,186,514 shares and 95,463,180 shares, respectively	540,933	477,316
Paid-in capital	1,323,047	1,085,099
Retained earnings	327,845	264,477
Accumulated other comprehensive income, net	—	152
Total Shareholders' Equity	2,213,261	1,848,480
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 6,978,138	\$6,395,430

The accompanying notes are an integral part of these condensed consolidated financial statements.

WESTAR ENERGY, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Dollars in Thousands, Except Per Share Amounts)
(Unaudited)

	Three Months Ended September 30,	
	2008	2007
SALES	\$ 574,853	\$ 548,496
OPERATING EXPENSES:		
Fuel and purchased power	220,140	182,686
Operating and maintenance	107,672	121,154
Depreciation and amortization	51,966	47,907
Selling, general and administrative	50,802	46,182
Total Operating Expenses	<u>430,580</u>	<u>397,929</u>
INCOME FROM OPERATIONS	<u>144,273</u>	<u>150,567</u>
OTHER INCOME (EXPENSE):		
Investment loss	(2,986)	(326)
Other income	12,796	2,088
Other expense	(4,517)	(4,138)
Total Other Income (Expense)	<u>5,293</u>	<u>(2,376)</u>
Interest expense	<u>31,920</u>	<u>28,864</u>
INCOME BEFORE INCOME TAXES	117,646	119,327
Income tax expense	<u>29,361</u>	<u>27,621</u>
NET INCOME	88,285	91,706
Preferred dividends	242	242
EARNINGS AVAILABLE FOR COMMON STOCK	<u>\$ 88,043</u>	<u>\$ 91,464</u>
BASIC AND DILUTED EARNINGS PER AVERAGE COMMON SHARE OUTSTANDING (See Note 2)	<u>\$ 0.81</u>	<u>\$ 0.99</u>
Average equivalent common shares outstanding	108,714,778	91,940,879
DIVIDENDS DECLARED PER COMMON SHARE	\$ 0.29	\$ 0.27

The accompanying notes are an integral part of these condensed consolidated financial statements.

WESTAR ENERGY, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Dollars in Thousands, Except Per Share Amounts)
(Unaudited)

	Nine Months Ended September 30,	
	2008	2007
SALES	\$ 1,432,899	\$ 1,333,981
OPERATING EXPENSES:		
Fuel and purchased power	557,944	417,442
Operating and maintenance	354,656	350,798
Depreciation and amortization	150,467	141,677
Selling, general and administrative	136,712	132,790
Total Operating Expenses	<u>1,199,779</u>	<u>1,042,707</u>
INCOME FROM OPERATIONS	<u>233,120</u>	<u>291,274</u>
OTHER INCOME (EXPENSE):		
Investment (loss) earnings	(2,902)	3,536
Other income	22,956	4,316
Other expense	(11,179)	(10,545)
Total Other Income (Expense)	<u>8,875</u>	<u>(2,693)</u>
Interest expense	<u>72,920</u>	<u>84,728</u>
INCOME BEFORE INCOME TAXES	169,075	203,853
Income tax expense	<u>13,808</u>	<u>49,264</u>
NET INCOME	155,267	154,589
Preferred dividends	727	727
EARNINGS AVAILABLE FOR COMMON STOCK	<u>\$ 154,540</u>	<u>\$ 153,862</u>
BASIC AND DILUTED EARNINGS PER AVERAGE COMMON SHARE OUTSTANDING (See Note 2):		
Basic earnings available	<u>\$ 1.51</u>	<u>\$ 1.71</u>
Diluted earnings available	<u>\$ 1.50</u>	<u>\$ 1.70</u>
Average equivalent common shares outstanding	102,311,608	89,904,566
DIVIDENDS DECLARED PER COMMON SHARE	\$ 0.87	\$ 0.81

The accompanying notes are an integral part of these condensed consolidated financial statements.

WESTAR ENERGY, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in Thousands)
(Unaudited)

	<u>Three Months Ended September 30,</u>	
	<u>2008</u>	<u>2007</u>
NET INCOME	\$ 88,285	\$ 91,706
OTHER COMPREHENSIVE INCOME (LOSS):		
Unrealized holding loss on marketable securities arising during the period	—	(8)
Other Comprehensive Loss	—	(8)
COMPREHENSIVE INCOME	<u>\$ 88,285</u>	<u>\$ 91,698</u>

	<u>Nine Months Ended September 30,</u>	
	<u>2008</u>	<u>2007</u>
NET INCOME	\$ 155,267	\$ 154,589
OTHER COMPREHENSIVE INCOME (LOSS):		
Unrealized holding loss on marketable securities arising during the period	—	(7)
Other Comprehensive Loss	—	(7)
COMPREHENSIVE INCOME	<u>\$ 155,267</u>	<u>\$ 154,582</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WESTAR ENERGY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Thousands)
(Unaudited)

	<u>Nine Months Ended September 30,</u>	
	<u>2008</u>	<u>2007</u>
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:		
Net income	\$ 155,267	\$ 154,589
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	150,467	141,677
Amortization of nuclear fuel	9,975	12,497
Amortization of deferred gain from sale-leaseback	(4,121)	(4,121)
Amortization of prepaid corporate-owned life insurance	8,616	10,792
Non-cash compensation	3,605	4,769
Net changes in energy marketing assets and liabilities	(5,790)	7,156
Accrued liability to certain former officers	(694)	(122)
Net deferred income taxes and credits	25,565	(29,820)
Stock based compensation excess tax benefits	(470)	(946)
Allowance for equity funds used during construction	(13,365)	(2,368)
Changes in working capital items, net of acquisitions and dispositions:		
Accounts receivable, net	(31,962)	(61,975)
Inventories and supplies	(5,859)	(32,500)
Prepaid expenses and other	(47,501)	(54,828)
Accounts payable	(52,170)	24,244
Accrued taxes	84,697	17,792
Other current liabilities	(22,177)	(37,922)
Changes in other assets	11,237	30,722
Changes in other liabilities	(64,176)	29,552
Cash flows from operating activities	<u>201,144</u>	<u>209,188</u>
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(723,160)	(455,191)
Allowance for equity funds used during construction	13,365	2,368
Investment in corporate-owned life insurance	(18,720)	(18,793)
Purchase of securities within the nuclear decommissioning trust fund	(188,959)	(168,819)
Sale of securities within the nuclear decommissioning trust fund	187,879	167,816
Proceeds from investment in corporate-owned life insurance	1,732	544
Proceeds from other investments	1,081	1,003
Cash flows used in investing activities	<u>(726,782)</u>	<u>(471,072)</u>
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:		
Short-term debt, net	110,367	14,000
Proceeds from long-term debt	200,524	145,459
Retirements of long-term debt	(50,997)	(25)
Repayment of capital leases	(9,467)	(4,759)
Borrowings against cash surrender value of corporate-owned life insurance	62,525	59,874
Repayment of borrowings against cash surrender value of corporate-owned life insurance	(2,383)	(2,089)
Stock based compensation excess tax benefits	470	946
Issuance of common stock, net	292,712	104,305
Cash dividends paid	(79,567)	(65,976)
Cash flows from financing activities	<u>524,184</u>	<u>251,735</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,454)	(10,149)
CASH AND CASH EQUIVALENTS:		
Beginning of period	5,753	18,196
End of period	<u>\$ 4,299</u>	<u>\$ 8,047</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WESTAR ENERGY, INC.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

1. DESCRIPTION OF BUSINESS

We are the largest electric utility in Kansas. Unless the context otherwise indicates, all references in this quarterly report on Form 10-Q to “the company,” “we,” “us,” “our” and similar words are to Westar Energy, Inc. and its consolidated subsidiaries. The term “Westar Energy” refers to Westar Energy, Inc., a Kansas corporation incorporated in 1924, alone and not together with its consolidated subsidiaries.

We provide electric generation, transmission and distribution services to approximately 678,000 customers in Kansas. Westar Energy provides these services in central and northeastern Kansas, including the cities of Topeka, Lawrence, Manhattan, Salina and Hutchinson. Kansas Gas and Electric Company (KGE), Westar Energy’s wholly owned subsidiary, provides these services in south-central and southeastern Kansas, including the city of Wichita. KGE owns a 47% interest in the Wolf Creek Generating Station (Wolf Creek), a nuclear power plant located near Burlington, Kansas. Both Westar Energy and KGE conduct business using the name Westar Energy.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

We prepare our condensed consolidated financial statements in accordance with generally accepted accounting principles (GAAP) for the United States of America for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP have been condensed or omitted. In our opinion, all adjustments, consisting only of normal recurring adjustments considered necessary for a fair presentation of the financial statements, have been included.

The accompanying condensed consolidated financial statements and notes should be read in conjunction with the consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2007 (2007 Form 10-K).

Use of Management’s Estimates

When we prepare our consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of our consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates on an on-going basis, including those related to bad debts, inventories, valuation of commodity contracts, depreciation, unbilled revenue, investments, valuation of our energy marketing portfolio, intangible assets, forecasted fuel costs included in our retail energy cost adjustment (RECA) billed to customers, income taxes, pension and other post-retirement and post-employment benefits, our asset retirement obligations including the decommissioning of Wolf Creek, environmental issues, contingencies and litigation. Actual results may differ from those estimates under different assumptions or conditions. The results of operations for the three and nine months ended September 30, 2008, are not necessarily indicative of the results to be expected for the full year.

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Allowance for Funds Used During Construction

Allowance for funds used during construction (AFUDC) represents the cost of capital used to finance utility construction activity. AFUDC is computed by applying a composite rate to qualified construction work in progress. The amount of AFUDC capitalized as a construction cost is credited to other income (for equity funds) and interest expense (for borrowed funds) on the accompanying consolidated statements of income, as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(In Thousands)			
Borrowed funds	\$ 4,581	\$ 3,532	\$15,269	\$ 9,020
Equity funds	4,165	1,655	13,365	2,368
Total	<u>\$ 8,746</u>	<u>\$ 5,187</u>	<u>\$28,634</u>	<u>\$11,388</u>
Average AFUDC Rates	6.3%	6.9%	6.4%	6.5%

Dilutive Shares

We report basic earnings per share applicable to equivalent common stock based on the weighted average number of common shares outstanding and shares issuable in connection with vested restricted share units (RSUs) during the period reported. Diluted earnings per share include the effects of potential issuances of common shares resulting from the assumed vesting of all outstanding RSUs and the exercise of outstanding stock options issued pursuant to the terms of our stock based compensation plans. The dilutive effect of shares issuable under our stock based compensation plans is computed using the treasury stock method.

The following table reconciles the weighted average number of equivalent common shares outstanding used to compute basic and diluted earnings per share.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
DENOMINATOR FOR BASIC AND DILUTED EARNINGS PER SHARE:				
Denominator for basic earnings per share – weighted average equivalent shares	108,714,778	91,940,879	102,311,608	89,904,566
Effect of dilutive securities:				
Employee stock options	746	902	797	990
Restricted share units	428,040	491,258	447,766	520,717
Denominator for diluted earnings per share – weighted average equivalent shares	<u>109,143,564</u>	<u>92,433,039</u>	<u>102,760,171</u>	<u>90,426,273</u>
Potentially dilutive shares not included in the denominator since they are antidilutive	<u>21,300</u>	<u>74,890</u>	<u>21,300</u>	<u>74,890</u>

Supplemental Cash Flow Information

	Nine Months Ended	
	September 30,	
	2008	2007
	(In Thousands)	
CASH PAID FOR:		
Interest on financing activities, net of amount capitalized	\$84,500	\$ 77,745
Income taxes	710	74,900
NON-CASH INVESTING TRANSACTIONS:		
Jeffrey Energy Center 8% leasehold interest	—	118,538
Other property, plant and equipment additions	70,766	45,246
NON-CASH FINANCING TRANSACTIONS:		
Issuance of common stock	9,421	8,823
Capital lease for Jeffrey Energy Center 8% leasehold interest	—	118,538
Other assets acquired through capital leases	3,858	2,170

New Accounting Pronouncements**FSP No. EITF 03-6-1 – Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities**

In June 2008, the Financial Accounting Standards Board (FASB) released Staff Position (FSP) No. Emerging Issues Task Force (EITF) 03-6-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities.” FSP No. EITF 03-6-1 provides that all outstanding unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. FSP No. EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. We are currently evaluating what impact the adoption of FSP No. EITF 03-6-1 will have on our consolidated financial statements.

SFAS No. 161 – Disclosures about Derivative Instruments and Hedging Activities

In March 2008, FASB released Statement of Financial Accounting Standards (SFAS) No. 161, “Disclosures about Derivative Instruments and Hedging Activities – An Amendment of FASB Statement No. 133,” which requires expanded disclosure intended to help investors better understand how derivative instruments and hedging activities affect an entity’s financial position, financial performance and cash flows. SFAS No. 161 amends and expands our disclosure requirements related to SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities” by requiring qualitative disclosure about objectives and strategies for using derivatives, quantitative disclosure about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008.

SFAS No. 159 – The Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, FASB released SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment to FASB Statement No. 115.” SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. A business entity must report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. We adopted the guidance effective January 1, 2008, without any material impact on our consolidated financial statements.

SFAS No. 157 – Fair Value Measurements

In September 2006, FASB released SFAS No. 157, “Fair Value Measurements.” SFAS No. 157 defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. In February 2008, FASB issued FSP 157-2 which delays the effective date of SFAS No. 157 for all non-financial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The non-financial items subject to the deferral include assets and liabilities such as non-financial assets and liabilities assumed in a business combination, reporting units measured at fair value in a goodwill impairment test and asset retirement obligations initially measured at fair value. We adopted SFAS No. 157 for financial assets and liabilities recognized at fair value on a recurring basis effective January 1, 2008. The adoption of SFAS No. 157 did not have a material impact on our consolidated financial statements. See Note 3, “Fair Value Measurements.”

3. FAIR VALUE MEASUREMENTS

Effective January 1, 2008, we adopted SFAS No. 157, which defines fair value and requires enhanced disclosures about assets and liabilities measured at fair value. SFAS No. 157 establishes a hierarchal framework for disclosing the transparency of the inputs utilized in measuring assets and liabilities at fair value. The three levels defined by the SFAS No. 157 hierarchy and examples of each are as follows:

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities. The types of assets and liabilities included in level 1 are highly liquid and actively traded instruments with quoted prices, such as equities listed on public exchanges.
- Level 2 – Pricing inputs are not quoted prices in active markets, but are either directly or indirectly observable. The types of assets and liabilities included in level 2 are typically either comparable to actively traded securities or contracts, such as treasury securities with pricing interpolated from recent trades of similar securities, or priced with models using highly observable inputs, such as commodity options priced using observable forward prices and volatilities.
- Level 3 – Significant inputs to pricing have little or no transparency. The types of assets and liabilities included in level 3 are those with inputs requiring significant management judgment or estimation, such as the complex and subjective models and forecasts used to determine the fair value of options.

Energy Marketing Contracts

We recognize changes in the portfolio fair value of energy marketing contracts as gains and losses in the period of change. With the exception of a fuel supply contract and a capacity sale contract, which are recorded as regulatory liabilities, we include the net change in sales on our consolidated statements of income.

Energy marketing contracts can be exchange-traded or over-the-counter (OTC). Exchange-traded contracts typically fall within level 1 of the fair value hierarchy. At September 30, 2008, we did not have any outstanding exchange-traded futures contracts. OTC contracts are valued using market transactions and other market evidence whenever possible, including market-based inputs to models, model calibration to market clearing transactions, or alternative pricing sources with reasonable levels of price transparency. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit curves, measures of volatility and correlations of such inputs. Such instruments are typically classified as level 2. Certain OTC contracts trade in less liquid markets with limited pricing information and the determination of fair value for these derivatives is inherently more subjective. In these situations, management estimations are a significant input requiring a level 3 classification.

Nuclear Decommissioning Trust

We hold investments in debt and equity securities in a trust fund for the purpose of funding the decommissioning of Wolf Creek. We have classified these investments as available-for-sale and record net realized and unrealized gains and losses on these securities as regulatory liabilities on our consolidated balance sheets.

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We measure fair value of the securities using quoted market prices or valuation models utilizing observable market data when available. A portion of the trust assets is comprised of private equity investments or real estate that require significant unobservable market information to measure the fair value of the investments. The private equity investments are initially valued at cost or at the value inferred from subsequent financing with adjustments when actual performance differs significantly from expected performance; when market, economic or company-specific conditions change; or when other news or events have a material impact on the security. The real estate investments are valued using market discount rates, projected cash flows and the estimated value into perpetuity.

Trading Securities

We have debt and equity investments in a trust securing certain retirement benefits that are classified as trading securities. We record net realized and unrealized gains and losses on these securities in investment earnings on our consolidated income statement. We measure the fair values of these securities using quoted market prices or valuation models utilizing observable market data.

Recurring Fair Value Measurements

The following table presents, for each hierarchy level, our assets and liabilities that are measured at fair value as of September 30, 2008.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total (a)</u>
	<u>(In Thousands)</u>			
Assets:				
Energy Marketing Contracts	\$ —	\$ 87,586	\$66,417	\$154,003
Nuclear Decommissioning Trust	64,175	34,044	7,800	106,019
Trading Securities	21,214	12,171	—	33,385
Total	<u>\$85,389</u>	<u>\$133,801</u>	<u>\$74,217</u>	<u>\$293,407</u>
Liabilities:				
Energy Marketing Contracts	\$ —	\$ 81,794	\$ 9,577	\$ 91,371

(a) The total does not include cash and cash equivalents, which are not subject to the fair value requirements set forth in SFAS No. 157.

We do not offset the fair value of energy marketing contracts executed with the same counterparty. As of September 30, 2008, we have an obligation to return cash collateral to counterparties in the amount of \$0.1 million.

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The following tables provide reconciliations of assets and liabilities measured at fair value using significant level 3 inputs for the three and nine months ended September 30, 2008.

	<u>Energy Marketing Contracts, net</u>	<u>Nuclear Decommissioning Trust</u> (In Thousands)	<u>Net Balance</u>
Balance at June 30, 2008	\$ 78,149	\$ 7,606	\$ 85,755
Total realized and unrealized gains (losses) included in:			
Earnings (a)	6,339	—	6,339
Regulatory liabilities	(29,101)(b)	36	(29,065)
Purchases, issuances and settlements	1,218	158	1,376
Transfers in/out	235	—	235
Balance at September 30, 2008	<u>\$ 56,840</u>	<u>\$ 7,800</u>	<u>\$ 64,640</u>

- (a) Unrealized and realized gains and losses included in earnings are reported in sales.
(b) Regulatory liabilities include changes in the fair value of a fuel supply contract and a capacity sale contract.

	<u>Energy Marketing Contracts, net</u>	<u>Nuclear Decommissioning Trust</u> (In Thousands)	<u>Net Balance</u>
Balance at January 1, 2008	\$ 41,141	\$ 1,251	\$42,392
Total realized and unrealized gains (losses) included in:			
Earnings (a)	(3,566)	—	(3,566)
Regulatory liabilities	23,197(b)	36	23,233
Purchases, issuances and settlements	(3,932)	6,513	2,581
Balance at September 30, 2008	<u>\$ 56,840</u>	<u>\$ 7,800</u>	<u>\$64,640</u>

- (a) Unrealized and realized gains and losses included in earnings are reported in sales.
(b) Regulatory liabilities include changes in the fair value of a fuel supply contract and a capacity sale contract.

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A portion of the gains and losses contributing to changes in net assets on the above table is unrealized. The following table summarizes the unrealized gains and losses we recognized during the quarter attributed to level 3 assets and liabilities still held at September 30, 2008.

	Energy Marketing Contracts, net (In Thousands)
Total unrealized gains (losses) included in:	
Earnings	\$ 7,536
Regulatory liabilities (a)	(26,445)
Total	<u>\$ (18,909)</u>

(a) Regulatory liabilities include changes in the fair value of a fuel supply contract and a capacity sale contract.

The following table summarizes the unrealized gains and losses we recognized during the nine months ended September 30, 2008, attributed to level 3 assets and liabilities still held at September 30, 2008.

	Energy Marketing Contracts, net (In Thousands)
Total unrealized gains (losses) included in:	
Earnings	\$ 1,284
Regulatory liabilities (a)	23,613
Total	<u>\$ 24,897</u>

(a) Regulatory liabilities include changes in the fair value of a fuel supply contract and a capacity sale contract.

4. RATE MATTERS AND REGULATION

FERC Proceedings

Requests for Changes in Transmission Rates

On March 24, 2008, the Federal Energy Regulatory Commission (FERC) granted our request to increase the allowed rate of return on equity (ROE) incorporated in our formula transmission rate by 50 basis points to a rate of 11.3% due to our participation in the Southwest Power Pool (SPP). At the same time, FERC set for hearing another change we proposed, which was to include our anticipated transmission capital expenditures for the current year in our formula transmission rate, subject to true up. In addition to the true up, if the proposed change is approved, we expect to update our formula transmission rate each year in October to reflect changes in our projected costs and investments with corresponding changes in rates to become effective the subsequent January. We reached a settlement with all parties to this case on these unresolved matters and submitted the settlement agreement to the FERC settlement judge on September 26, 2008. The judge subsequently certified the settlement to FERC for approval and the updated formula transmission rate went into effect on October 1, 2008. We anticipate a final decision from FERC during the fourth quarter of 2008.

On March 24, 2008, FERC issued an order that granted our requested incentives of an additional 100 basis points above the base allowed ROE and a 15-year accelerated recovery for an approximately 100 mile, 345 kilovolt (kV) transmission line that will run from near Wichita, Kansas, to near Salina, Kansas. We estimate the line will cost approximately \$150.0 million.

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On November 6, 2007, we filed applications with FERC that proposed the use of a consolidated capital structure in our formula transmission rate. On December 19, 2007, FERC issued an order accepting this change. On January 28, 2008, we filed applications with FERC requesting that this change be effective June 1, 2007. On April 3, 2008, FERC granted our request. At September 30, 2008, we have recorded a \$4.5 million refund obligation related to this matter.

KCC Proceedings

Changes in Rates

On June 26, 2008, the Kansas Corporation Commission (KCC) issued an order directing us to file tariffs to implement a transmission delivery charge (TDC). The TDC unbundles our transmission costs from base retail rates and provides for recovery of these costs from our retail customers through a separate charge. The TDC can be adjusted periodically to reflect changes in transmission costs for retail customers. On July 1, 2008, the initial TDC was established on a revenue neutral basis reflecting transmission costs ultimately approved in our most recent general rate case. On July 3, 2008, we filed a request with the KCC to adjust the TDC to include transmission costs currently approved by FERC and attributable to the retail portion of our transmission service. The KCC granted our request and it became effective on September 18, 2008. The result of this change was a \$6.1 million estimated annual increase in our retail revenues.

On May 29, 2008, the KCC issued an order granting our request to revise our environmental cost recovery rider (ECRR) to include costs associated with our investment in pollution control equipment through December 2007. This change went into effect on June 1, 2008, and resulted in a \$22.0 million estimated annual increase in our retail revenues.

We filed an application with the KCC on May 28, 2008, to increase retail rates by \$177.6 million per year. The primary drivers for this application were investments in natural gas and wind generation facilities, costs attributable to the 2007 ice storm, higher operating costs and an update of our capital structure and capital costs. On October 27, 2008, all parties to the KCC proceeding filed an agreement with the KCC supporting a \$130.0 million annual increase in our retail rates. The settlement agreement is subject to KCC approval. The KCC is required to issue an order in this proceeding by January 23, 2009.

5. DEBT FINANCINGS

As of September 30, 2008, we had \$221.9 million of variable rate, tax-exempt bonds. Interest rates payable under these bonds have historically been set by auctions, which occur every 35 days. Recently, auctions for these bonds have failed, resulting in alternative index-based interest rates for these bonds of between 2% and 14%. On July 31, 2008, the KCC approved our request to remarket or refund all or part of these auction rate bonds, at our discretion. On August 26, 2008, we completed the refunding of \$50.0 million of auction rate bonds at a fixed interest rate of 5.60% and a maturity date of June 1, 2031. On October 10, 2008, we completed the refunding of an additional \$50.0 million of auction rate bonds at a fixed interest rate of 6.00% and a maturity date of June 1, 2031. As a result, we now have \$171.9 million of variable rate auction bonds outstanding. We continue to monitor the credit markets and evaluate our options with respect to the remaining auction rate bonds.

On May 15, 2008, we issued \$150.0 million principal amount of first mortgage bonds in a private placement transaction with \$50.0 million of the principal amount bearing interest at 6.15% and maturing on May 15, 2023, and \$100.0 million bearing interest at 6.64% and maturing on May 15, 2038. Proceeds of this private placement were used to repay borrowings under Westar Energy's revolving credit facility, with those borrowed amounts principally related to investments in capital equipment, as well as for working capital and general corporate purposes.

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On January 11, 2008, we filed a request with FERC for authority to issue short-term securities and to pledge KGE mortgage bonds in order to increase our revolving credit facility to \$750.0 million. On February 15, 2008, FERC granted our request and on February 22, 2008, a syndicate of banks participating in Westar Energy's credit facility increased their commitments to \$750.0 million in the aggregate. Effective February 22, 2008, \$730.0 million of the commitments of the lenders under the revolving credit facility terminate on March 17, 2012. The remaining \$20.0 million of the commitments terminate on March 17, 2011. Subject to lender participation we have the right, so long as there is no default or event of default under the revolving credit facility, to annually request one-year extensions of the credit facility. We are limited to five such requests during the term of the facility.

Lehman Brothers Commercial Paper, Inc. (Lehman Brothers) is the participating lender with respect to a \$20.0 million commitment terminating March 17, 2011. On October 5, 2008, Lehman Brothers filed for bankruptcy protection. Under terms of the credit facility, we have the right to replace Lehman Brothers should another lender or lenders be willing to replace the \$20.0 million commitment. To date, we have elected not to seek a replacement lender. As a result, until such time as we seek and locate a replacement lender or lenders, the revolving credit facility is limited to \$730.0 million.

In December 2007, we entered into an equipment financing loan agreement with a term of 36 months to finance the cost of certain computer equipment purchased in 2007. In January 2008, we increased the size of this loan by \$2.1 million to \$3.9 million for equipment purchases made in 2008.

6. INCOME TAXES AND TAXES OTHER THAN INCOME TAXES

We recorded income tax expense of \$29.4 million with an effective income tax rate of 25% for the three months ended September 30, 2008, and income tax expense of \$27.6 million with an effective income tax rate of 23% for the same period of 2007. We recorded income tax expense of \$13.8 million with an effective income tax rate of 8% for the nine months ended September 30, 2008, and income tax expense of \$49.3 million with an effective income tax rate of 24% for the same period of 2007. The increase in the effective income tax rate for the three months ended September 30, 2008, is due primarily to the utilization of a net operating loss last year. The decrease in the effective income tax rate for the nine months ended September 30, 2008, is due primarily to the recognition of previously unrecognized tax benefits during the first quarter of 2008 as discussed below.

The Internal Revenue Service (IRS) has examined our federal income tax returns for the years 1995 through 2002. In December 2007, we tentatively reached a settlement with the IRS Office of Appeals on issues principally involved with the method used to capitalize overheads to electric plant. This settlement, which was approved by the Joint Committee on Taxation and accepted by the IRS in February 2008, resulted in a first quarter 2008 net earnings benefit of approximately \$39.4 million, including interest, due to the recognition of previously unrecognized tax benefits. We expect the statute of limitations for these years to close by December 31, 2008.

In April 2008, we received an examination report from the IRS asserting a deficiency of \$0.3 million in federal income taxes with respect to its examination of our federal income tax returns for years 2003 and 2004. In its examination report, the IRS did not approve our request to change the original federal income tax characterization of the loss we incurred in 2004 on the sale of Protection One, Inc. from a capital loss to an ordinary loss. The characterization of the loss as capital or ordinary affects our ability to carry back and carry forward the loss to tax years in which the loss can be utilized. We have filed a protest with the IRS Office of Appeals to pursue the re-characterization of the loss. We are currently in discussions with the IRS Office of Appeals on this issue. We have extended the statute of limitations for these years until March 31, 2009.

At December 31, 2007, the liability related to unrecognized tax benefits was \$70.8 million. During the first quarter, we recognized \$28.7 million of unrecognized tax benefits due to the completion of the IRS examination of years 1995 through 2002. At September 30, 2008, the liability related to unrecognized tax benefits was \$39.3 million. Included in this unrecognized tax benefits balance were \$1.8 million (net of tax) of tax positions, which if recognized, would favorably impact our effective income tax rate.

At September 30, 2008, and December 31, 2007, we had \$3.4 million and \$13.5 million, respectively, accrued for interest on our liability related to unrecognized tax benefits. The decrease from \$13.5 million at December 31, 2007, to \$3.4 million at September 30, 2008, was attributable to the reduction in the liability related to unrecognized tax benefits. There were no penalties accrued at either September 30, 2008, or December 31, 2007.

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As of September 30, 2008, and December 31, 2007, we maintained reserves of \$3.4 million and \$5.2 million, respectively, for probable assessments of taxes other than income taxes.

7. COMMITMENTS AND CONTINGENCIES

Environmental Projects

We have identified the potential for us to make up to \$1.2 billion of capital expenditures at our power plants for environmental air emissions projects during the next eight to ten years. This estimate could materially increase or decrease depending on the timing and the nature of required investments, the specific outcomes resulting from interpretation of existing regulations, new regulations, legislation and the resolution of the Environmental Protection Agency (EPA) New Source Review Investigation (NSR Investigation) described below. In addition to the capital investment, in the event we install new equipment as a result of the NSR Investigation, such equipment may cause us to incur significant increases in annual operating and maintenance expense and may reduce net production from our power plants. The degree to which we will need to reduce emissions and the timing of when such emissions controls may be required is uncertain. In addition, our ability to access capital markets and the availability of materials, equipment and contractors may affect the timing and ultimate amount of these capital investments.

The ECRR allows for the more timely inclusion in retail rates of capital expenditures tied directly to environmental improvements, including those required by the Clean Air Act. However, increased operating and maintenance costs, other than expenses related to production-related consumables (e.g., limestone), can be recovered only through a change in base rates following a rate review.

On February 28, 2008, we reached an agreement with the Kansas Department of Health and Environment (KDHE) to implement a plan to improve efficiency and to install new equipment to reduce regulated emissions from Jeffrey Energy Center. The projects are designed to meet requirements of the Clean Air Visibility Rule and reduce emissions over our entire generating fleet by eliminating more than 70% of SO₂ and reducing nitrous oxides and particulates between 50% and 65%.

On March 15, 2005, the EPA issued the Clean Air Mercury Rule. The rule caps permanently, and seeks to reduce, the amount of mercury that may be emitted from coal-fired power plants. The rule requires implementation of reductions in two phases, the first starting in 2010. We received an allocation of mercury emission allowances pursuant to the rule. Preliminary testing indicates that the expected allocation of allowances will be insufficient to allow us to operate our coal-fired units in compliance with the first phase requirements of the rule. If the allocated allowances are insufficient, we may need to purchase allowances in the market, install additional equipment or take other actions to reduce our mercury emissions to comply with the Clean Air Mercury Rule. However, on February 8, 2008, the U.S. District Court of Appeals for the District of Columbia vacated the Clean Air Mercury Rule. While the ultimate impact of this ruling on our operations is currently unknown, we believe that mercury emissions controls may be required in the future and that the costs to comply with these requirements may be material.

New Source Review Investigation

Under Section 114(a) of the Clean Air Act (Section 114), the EPA is conducting investigations nationwide to determine whether modifications at coal-fired power plants are subject to the New Source Review permitting program or New Source Performance Standards. These investigations focus on whether projects at coal-fired plants were routine maintenance or whether the projects were substantial modifications that could reasonably have been expected to result in a significant net increase in emissions. The New Source Review program requires companies to obtain permits and, if necessary, install control equipment to address emissions when making a major modification or a change in operation if either is expected to cause a significant net increase in emissions.

The EPA requested information from us under Section 114 regarding projects and maintenance activities that have been conducted since 1980 at three coal-fired plants we operate. On January 22, 2004, the EPA notified us that certain projects completed at Jeffrey Energy Center violated certain requirements of the New Source Review program.

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We have been in discussions with the EPA and the Department of Justice (DOJ) concerning this matter in an attempt to reach a settlement. We expect that any settlement, if reached, could require us to update or install emissions controls at Jeffrey Energy Center. Additionally, we might be required to update or install emissions controls at our other coal-fired plants, pay fines or penalties or take other remedial action. If settlement discussions fail, DOJ may consider whether to pursue an enforcement action against us in federal district court. Our ultimate costs to resolve the NSR Investigation could be material. We believe that costs related to updating or installing emissions controls would qualify for recovery in the prices we are allowed to charge our customers. If, however, a penalty is assessed against us, the penalty could be material and may not be recovered in rates. We are not able to estimate the possible loss or range of loss at this time.

FERC Investigation

We are responding to a preliminary, non-public investigation by FERC of our use of transmission service within the SPP in 2006 and 2007. While we believe that our use of transmission service was in compliance with FERC orders and SPP tariffs, we are unable to predict the outcome of this investigation or its impact on our consolidated financial statements.

Manufactured Gas Sites

We have been identified as being partially responsible for remediating a number of former manufactured gas sites located in Kansas and Missouri. We and the KDHE entered into a consent agreement in 1994 governing all future work at the Kansas sites. Under the terms of the consent agreement, we agreed to investigate and, if necessary, remediate these sites. Pursuant to an environmental indemnity agreement with ONEOK, Inc. (ONEOK), the current owner of some of the sites, ONEOK assumed total liability for remediation of seven sites, and we share liability for remediation with ONEOK for five sites. Our total liability for the five shared sites is capped at \$3.8 million. We have sole responsibility for remediation with respect to three sites.

Our liability for the former manufactured gas sites identified in Missouri is limited to \$7.5 million by the terms of an environmental indemnity agreement with the purchaser of our former Missouri assets.

8. LEGAL PROCEEDINGS

We and our subsidiaries are involved in various legal, environmental and regulatory proceedings. We believe that adequate provisions have been made and accordingly believe that the ultimate disposition of such matters will not have a material adverse effect on our consolidated financial statements.

See also Notes 7 and 9.

9. POTENTIAL LIABILITIES TO DAVID C. WITTIG AND DOUGLAS T. LAKE

David C. Wittig, past chairman of the board, president and chief executive officer, resigned from all of his positions with us and our affiliates on November 22, 2002. On May 7, 2003, our board of directors determined that the employment of Mr. Wittig was terminated as of November 22, 2002, for cause. Douglas T. Lake, our former executive vice president, chief strategic officer and member of the board, was placed on administrative leave from all of his positions with us and our affiliates on December 6, 2002. On June 12, 2003, our board of directors terminated the employment of Mr. Lake for cause.

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On June 13, 2003, we filed a demand for arbitration with the American Arbitration Association asserting claims against Mr. Wittig and Mr. Lake arising out of their previous employment with us. Mr. Wittig and Mr. Lake filed counterclaims against us in the arbitration alleging substantial damages related to the termination of their employment and the publication of the report of a special committee of our board of directors. We intend to vigorously defend against these claims. The arbitration has been stayed pending final resolution of criminal charges filed by the United States Attorney's Office against Mr. Wittig and Mr. Lake in U.S. District Court in the District of Kansas. On September 12, 2005, a jury convicted Mr. Wittig and Mr. Lake on the charges relevant to each of them. On January 5, 2007, the U.S. Tenth Circuit Court of Appeals overturned these convictions following appeals by Mr. Wittig and Mr. Lake. On April 30, 2007, the government announced that it had decided to retry certain charges against Mr. Wittig and Mr. Lake. The retrial, previously scheduled to commence on September 9, 2008, has been indefinitely postponed pending a decision by the U.S. Tenth Circuit Court of Appeals on appeals filed by Mr. Wittig and Mr. Lake of an August 1, 2008 decision denying their motions to dismiss the pending charges. We are unable to predict the ultimate impact of this matter on our consolidated financial statements.

As of September 30, 2008, we had accrued liabilities totaling \$75.7 million for compensation not yet paid to Mr. Wittig and Mr. Lake under various agreements and plans. The compensation includes RSU awards, deferred vested shares, deferred RSU awards, deferred vested stock for compensation, executive salary continuation plan benefits, potential obligations related to the cash received for Guardian International, Inc. preferred stock, and, in the case of Mr. Wittig, benefits arising from a life insurance agreement. The amount of our obligation to Mr. Wittig related to the life insurance agreement is subject to adjustment at the end of each quarter based on the total return to our shareholders from the date of that agreement. The total return considers the change in our stock price and accumulated dividends. These compensation-related accruals are included in long-term liabilities on the consolidated balance sheets with a portion recorded as a component of paid in capital. The amount accrued will increase annually for future dividends on deferred RSU awards and increases in amounts that may be due under the executive salary continuation plan.

In addition, through September 30, 2008, we have accrued \$7.7 million for legal fees and expenses incurred by Mr. Wittig and Mr. Lake that are recorded in accounts payable on our consolidated balance sheets. These legal fees and expenses were incurred by Mr. Wittig and Mr. Lake in the defense of the criminal charges filed by the United States Attorney's Office and the subsequent appeal of convictions on these charges. We have filed lawsuits against Mr. Wittig and Mr. Lake claiming that the legal fees and expenses they have incurred are unreasonable and excessive and we have asked the courts to determine the amount of the legal fees and expenses that were reasonably incurred and which we have an obligation to pay, as well as the amount of the legal fees and expenses that we have an obligation to advance in the future. The U.S. District Court in the lawsuit against Mr. Lake ordered us to pay approximately \$3.2 million of the past unpaid fees and expenses and directed us to advance future fees and expenses related to the retrial on a current basis at counsel's customary hourly rates. We appealed this order to the U.S. Tenth Circuit Court of Appeals and asked for a stay of the portion of the order related to the payment of past unpaid fees and expenses. On October 18, 2007, the U.S. Tenth Circuit Court of Appeals denied our request for a stay of the portion of the order related to the payment of past unpaid fees and expenses. Pursuant to the District Court's order, we have paid approximately \$3.2 million of Mr. Lake's past unpaid fees and expenses. The issues on appeal other than our request for a stay remain pending before the U.S. Tenth Circuit Court of Appeals where oral argument was held on September 24, 2008. The lawsuit against Mr. Wittig is pending in Shawnee County, Kansas District Court. A special master appointed by the District Court submitted a report in November 2007 finding that \$2.5 million of the legal fees and expenses previously incurred by Mr. Wittig for which he was seeking advancement were reasonable and should be paid by us. On July 15, 2008, the District Court held that only \$1.7 million of the legal fees and expenses previously incurred by Mr. Wittig for which he was seeking advancement were reasonable and directed us to pay these amounts without undue delay. The District Court has not yet ruled on our motion for summary judgment related to a breach of contract claim in which we assert that we have already advanced an amount on behalf of Mr. Wittig that exceeds an amount that is reasonable under Kansas law. The District Court has also not yet ruled in a counterpart lawsuit filed by Mr. Wittig in which he claims that we have failed to advance defense costs as required by our articles of incorporation. We are advancing fees and expense related to the retrial of Mr. Wittig on a current basis at rates prevailing in the local market. We expect to incur substantial additional expenses for legal fees and expenses that will be incurred by Mr. Wittig and Mr. Lake, but are unable to estimate the amount for which we may ultimately be responsible.

10. INTERIM PENSION AND POST-RETIREMENT BENEFIT DISCLOSURE

The following table summarizes the net periodic costs for our pension and post-retirement benefit plans.

<u>Three Months Ended September 30,</u>	<u>Pension Benefits</u>		<u>Post-retirement Benefits</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
	(In Thousands)			
Components of Net Periodic Cost (Benefit):				
Service cost	\$ 2,436	\$ 2,440	\$ 334	\$ 369
Interest cost	8,890	8,151	1,719	2,031
Expected return on plan assets	(10,123)	(9,597)	(1,395)	(1,010)
Amortization of unrecognized:				
Transition obligation, net	—	—	983	982
Prior service costs	640	642	353	911
Actuarial loss (gain), net	2,141	2,086	(24)	(102)
Net periodic cost	\$ 3,984	\$ 3,722	\$ 1,970	\$ 3,181

<u>Nine Months Ended September 30,</u>	<u>Pension Benefits</u>		<u>Post-retirement Benefits</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
	(In Thousands)			
Components of Net Periodic Cost (Benefit):				
Service cost	\$ 7,576	\$ 7,230	\$ 1,084	\$ 1,161
Interest cost	26,844	24,314	5,727	5,680
Expected return on plan assets	(30,248)	(28,880)	(3,521)	(2,724)
Amortization of unrecognized:				
Transition obligation, net	—	—	2,949	2,948
Prior service costs	1,912	1,909	1,059	703
Actuarial loss, net	6,311	5,899	678	813
Net periodic cost	\$ 12,395	\$ 10,472	\$ 7,976	\$ 8,581

11. WOLF CREEK INTERIM PENSION AND POST-RETIREMENT BENEFIT DISCLOSURE

As a co-owner of Wolf Creek, KGE is indirectly responsible for 47% of the liabilities and expenses associated with the Wolf Creek pension and post-retirement plans. The following table summarizes the net periodic costs for KGE's 47% share of the Wolf Creek pension and post-retirement benefit plans.

<u>Three Months Ended September 30,</u>	<u>Pension Benefits</u>		<u>Post-retirement Benefits</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
	(In Thousands)			
Components of Net Periodic Cost:				
Service cost	\$ 855	\$ 859	\$ 51	\$ 59
Interest cost	1,420	1,174	129	108
Expected return on plan assets	(1,177)	(1,026)	—	—
Amortization of unrecognized:				
Transition obligation, net	14	15	14	15
Prior service costs	14	14	—	—
Actuarial loss, net	424	465	58	47
Net periodic cost	\$ 1,550	\$ 1,501	\$ 252	\$ 229

<u>Nine Months Ended September 30,</u>	<u>Pension Benefits</u>		<u>Post-retirement Benefits</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
	(In Thousands)			
Components of Net Periodic Cost:				
Service cost	\$ 2,565	\$ 2,578	\$ 152	\$ 176
Interest cost	4,260	3,522	388	326
Expected return on plan assets	(3,530)	(3,076)	—	—
Amortization of unrecognized:				
Transition obligation, net	42	43	43	43
Prior service costs	42	43	—	—
Actuarial loss, net	1,272	1,390	173	143
Curtailments, settlements and special term benefits	—	1,486	—	259
Net periodic cost	\$ 4,651	\$ 5,986	\$ 756	\$ 947

In January 2007, Wolf Creek Nuclear Operating Corporation offered a selective retirement incentive to employees. The incentive increased the pension benefit for eligible employees who elected retirement. This resulted in \$1.5 million in additional pension benefits and \$0.3 million in additional post-retirement benefits for the nine months ended September 30, 2007.

12. COMMON STOCK ISSUANCE

On June 30, 2008, we completed a forward equity sale agreement by delivering 3.0 million shares of common stock and receiving proceeds of \$73.0 million. Previously, on February 7, 2008, we delivered 2.1 million shares and received proceeds of \$50.0 million as partial settlement of the forward sale agreement. We used the proceeds to repay borrowings under Westar Energy's revolving credit facility, with those borrowed amounts principally related to investments in capital equipment, as well as for working capital and general corporate purposes.

On May 29, 2008, we entered into an underwriting agreement with Citigroup Global Markets, Inc., Banc of America Securities LLC and UBS Securities relating to the offer and sale of 6.0 million shares of common stock. On June 4, 2008, we issued all 6.0 million shares and received \$140.6 million in total proceeds, net of underwriting discounts and fees related to the offering. We used the proceeds to repay borrowings under Westar Energy's revolving credit facility, with those borrowed amounts principally related to investments in capital equipment, as well as for working capital and general corporate purposes.

In the period January 1, 2008, through September 30, 2008, we also sold 1.1 million shares of common stock for \$26.7 million, net of commission, under an agreement with a sales agent. We used the proceeds to repay borrowings under Westar Energy's revolving credit facility, with those borrowed amounts principally related to investments in capital equipment, as well as for working capital and general corporate purposes.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

We are the largest electric utility in Kansas. We produce, transmit and sell electricity at retail in Kansas and at wholesale in a multi-state region in the central United States under the regulation of the KCC and the FERC.

In Management's Discussion and Analysis, we discuss our general financial condition, significant changes that occurred during 2008 and our operating results for the three and nine months ended September 30, 2008 and 2007. As you read Management's Discussion and Analysis, please refer to our condensed consolidated financial statements and the accompanying notes, which contain our operating results.

SUMMARY OF SIGNIFICANT ITEMS

Recognition of Previously Unrecognized Tax Benefits

In December 2007, we reached a tentative settlement with the IRS Office of Appeals on issues principally involved with the method used to capitalize overheads to electric plant for years 1995 through 2002. This settlement, which was approved by the Joint Committee on Taxation and accepted by the IRS in February 2008, resulted in a first quarter 2008 net earnings benefit of approximately \$39.4 million, including interest, due to the recognition of previously unrecognized tax benefits. The recognition of these previously unrecognized tax benefits resulted in earnings of \$0.39 per share for the nine months ended September 30, 2008.

Decrease in Income from Operations

Income from operations decreased \$6.3 million or 4% during the three months ended September 30, 2008, compared to the same period last year. This decrease was due principally to a 7% decrease in retail sales volumes, which was due primarily to cooler weather. When measured by cooling degree days, the weather during 2008 was 26% cooler than during 2007. Also contributing to the decrease in income from operations was the adverse impact of less favorable energy marketing opportunities.

Income from operations decreased \$58.2 million or 20% during the nine months ended September 30, 2008, compared to the same period last year. This decrease was due primarily to additional planned maintenance outages at our base load plants in the first and second quarters that were longer in duration than the prior year. The additional planned maintenance outages required us to use more expensive fuel and to incur additional purchased power expense. In addition, this resulted in reduced margins on power sold, notwithstanding higher prevailing market prices. Margins on market-based wholesale sales decreased \$11.6 million or 24% during the nine months ended September 30, 2008, compared to the same period last year. While increases in the cost of fuel and purchased power generally are recoverable in the RECA applicable to our retail sales, we sold power to a few large industrial customers under contracts to which the RECA did not apply. Margins on sales to customers under these contracts were approximately \$9.1 million lower for the nine months ended September 30, 2008, than for the same period last year. Effective July 1, 2008, an industrial customer who accounted for approximately 65 percent of sales under these contracts is now under a new contract that incorporates the RECA tariff. The remainder of these contracts will expire by the end of 2009. Furthermore, the significant decrease in energy marketing and cooler weather also contributed to the decrease in income from operations. As measured by cooling degree days, the weather for the nine month period this year was 19% cooler than last year.

CRITICAL ACCOUNTING ESTIMATES

Our discussion and analysis of financial condition and results of operations are based on our consolidated financial statements, which have been prepared in conformity with GAAP. Note 2 of the Notes to Condensed Consolidated Financial Statements, "Summary of Significant Accounting Policies," contains a summary of our significant accounting policies, many of which require the use of estimates and assumptions by management. The policies highlighted in our 2007 Form 10-K have an impact on our reported results that may be material due to the levels of judgment and subjectivity necessary to account for uncertain matters or their susceptibility to change.

From December 31, 2007 through September 30, 2008, we have not experienced any significant changes in our critical accounting estimates. For additional information, see our 2007 Form 10-K.

OPERATING RESULTS

We evaluate operating results based on earnings per share. We have various classifications of sales, defined as follows:

Retail: Sales of energy made to residential, commercial and industrial customers.

Other retail: Sales of energy for lighting public streets and highways, net of revenue subject to refund.

Tariff-based wholesale: Sales of energy to electric cooperatives, municipalities and other electric utilities, the rates for which are generally based on cost as prescribed by FERC tariffs. This category also includes changes in valuations of contracts for the sale of such energy that have yet to settle.

Market-based wholesale: Includes: (i) sales of energy to wholesale customers, the rates for which are generally based on prevailing market prices as allowed by FERC approved market-based tariffs, or where not permitted, rates are based on incremental cost plus a permitted margin and (ii) changes in valuations for contracts for the sale of such energy that have yet to settle.

Energy marketing: Includes: (i) transactions based on market prices generally unrelated to the production of our generating assets; (ii) financially settled products and physical transactions sourced outside our control area; (iii) fees we earn for marketing services that we provide for third parties; and (iv) changes in valuations for contracts related to such transactions that have yet to settle.

Transmission: Reflects transmission revenues, including those based on a tariff with the SPP.

Other: Miscellaneous electric revenues including ancillary service revenues and rent from electric property leased to others.

Regulated electric utility sales are significantly impacted by such things as rate regulation, customer conservation efforts, wholesale demand, the economy of our service area and competitive forces. Changing weather affects the amount of electricity our customers use. Hot summer temperatures and cold winter temperatures prompt more demand, especially among our residential customers. Mild weather serves to reduce customer demand. Our wholesale sales are impacted by, among other factors, demand, cost and availability of fuel and purchased power, price volatility, available generation capacity and transmission availability.

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Three Months Ended September 30, 2008, Compared to Three Months Ended September 30, 2007

Below we discuss our operating results for the three months ended September 30, 2008, compared to the results for the three months ended September 30, 2007. Changes in results of operations are as follows.

	Three Months Ended September 30,			
	2008	2007	Change	% Change
(In Thousands, Except Per Share Amounts)				
SALES:				
Residential	\$ 183,344	\$ 181,569	\$ 1,775	1.0
Commercial	156,265	143,779	12,486	8.7
Industrial	89,643	72,832	16,811	23.1
Other retail	(6,938)	(1,647)	(5,291)	(321.3)
Total Retail Sales	422,314	396,533	25,781	6.5
Tariff-based wholesale	67,303	72,962	(5,659)	(7.8)
Market-based wholesale	47,263	29,963	17,300	57.7
Energy marketing	8,845	14,638	(5,793)	(39.6)
Transmission (a)	22,946	26,288	(3,342)	(12.7)
Other	6,182	8,112	(1,930)	(23.8)
Total Sales	574,853	548,496	26,357	4.8
OPERATING EXPENSES:				
Fuel and purchased power	220,140	182,686	37,454	20.5
Operating and maintenance	107,672	121,154	(13,482)	(11.1)
Depreciation and amortization	51,966	47,907	4,059	8.5
Selling, general and administrative	50,802	46,182	4,620	10.0
Total Operating Expenses	430,580	397,929	32,651	8.2
INCOME FROM OPERATIONS	144,273	150,567	(6,294)	(4.2)
OTHER INCOME (EXPENSE):				
Investment loss	(2,986)	(326)	(2,660)	(816.0)
Other income	12,796	2,088	10,708	512.8
Other expense	(4,517)	(4,138)	(379)	(9.2)
Total Other Income (Expense)	5,293	(2,376)	7,669	322.8
Interest expense	31,920	28,864	3,056	10.6
INCOME BEFORE INCOME TAXES	117,646	119,327	(1,681)	(1.4)
Income tax expense	29,361	27,621	1,740	6.3
NET INCOME	88,285	91,706	(3,421)	(3.7)
Preferred dividends	242	242	—	—
EARNINGS AVAILABLE FOR COMMON STOCK	\$ 88,043	\$ 91,464	\$ (3,421)	(3.7)
BASIC EARNINGS PER SHARE	\$ 0.81	\$ 0.99	\$ (0.18)	(18.2)

- (a) **Transmission:** Includes an SPP network transmission tariff. For the three months ended September 30, 2008, our SPP network transmission costs were \$15.1 million. This amount, plus an additional \$1.4 million, was returned to us as revenue. For the three months ended September 30, 2007, our SPP network transmission costs were \$22.8 million. This amount, less \$3.0 million that was retained by the SPP as administration cost, was returned to us as revenue.

The following table reflects changes in electric sales volumes, as measured by thousands of megawatt hours (MWh) of electricity. No sales volumes are shown for energy marketing, transmission or other. Energy marketing activities, generally, are unrelated to electricity we generate.

	Three Months Ended September 30,			
	2008	2007	Change	% Change
(Thousands of MWh)				
Residential	2,027	2,304	(277)	(12.0)
Commercial	2,063	2,256	(193)	(8.6)
Industrial	1,595	1,539	56	3.6
Other retail	22	22	—	—
Total Retail	5,707	6,121	(414)	(6.8)
Tariff-based wholesale	1,657	1,915	(258)	(13.5)
Market-based wholesale	675	665	10	1.5
Total	8,039	8,701	(662)	(7.6)

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Notwithstanding a 7% decrease in MWh sales volumes, retail sales were \$25.8 million higher for the three months ended September 30, 2008, due principally to our prices having reflected higher fuel and purchased power costs. Residential, commercial and industrial sales increased a combined \$31.1 million primarily because fuel costs reflected in the RECA were \$60.6 million higher compared to the same period last year. Partially offsetting higher revenues attributable to the RECA were decreased sales volumes due primarily to cooler weather. When measured by cooling degree days, the weather during the third quarter of 2008 was 26% cooler than during 2007. The \$5.3 million change in other retail sales is due primarily to increases in refund obligations compared to the same period last year.

Tariff-based wholesale sales were \$5.7 million lower than last year attributable principally to a 13% decrease in sales volumes. The decrease in sales volumes is due primarily to the expiration of wholesale contracts. Partially offsetting this decrease was a 7% higher average price per MWh compared to the same period last year, attributable to higher fuel costs reflected in our prices.

Market-based wholesale sales increased \$17.3 million compared to last year due principally to a 22% higher average market price for these sales compared to the same period last year.

Energy marketing decreased \$5.8 million compared to the previous year due primarily to the adverse impact of changes in the relationships of prices among energy products historically traded and the continuing maturation of the energy markets in which we participate. Based on year-to-date results and existing trends, we anticipate that energy marketing sales for the year ended December 31, 2008, will be significantly lower compared to the year ended December 31, 2007.

Fuel and purchased power expense increased \$37.5 million during the three months ended September 30, 2008, when compared to the same period last year. The change in fuel and purchased power expense is attributable to the volumes of power we produced and purchased, our fuel mix for the period, prevailing market prices and contract provisions that allow for price changes. Fuel and purchased power costs we incur to serve our retail customers generally are recovered through the RECA. For most retail customers, the cost of fuel and purchased power we incur that is in excess of costs recovered in rates is deferred as a regulatory asset until the costs are recovered. This quarter we recovered \$21.8 million for fuel expense previously deferred compared to deferring \$15.8 million of fuel expense during the three months ended September 30, 2007, resulting in a \$37.6 million increase in fuel expense. Fuel used for generation increased \$13.7 million due primarily to 15% higher average fuel costs resulting from higher natural gas prices and price adjustments to a long-term coal supply contract. When compared to the three months ended September 30, 2007, we used 6% less fuel by volume this year. Purchased power expense decreased \$13.8 million due principally to our having purchased 27% less power.

Operating and maintenance expense decreased \$13.5 million compared to last year. This was due primarily to a \$7.6 million decrease in SPP network transmission costs, which is also reflected in lower transmission revenues, and lower maintenance costs of \$6.2 million for our power plants and electrical distribution system.

Depreciation and amortization expense increased \$4.1 million compared to last year. This was due to depreciation expense associated with a higher plant balance.

Selling, general and administrative expense increased \$4.6 million compared to last year due primarily to a \$4.2 million increase in labor costs.

Investment earnings decreased \$2.7 million compared to last year due principally to our having recorded a \$3.4 million loss on investments held in a trust to fund certain retirement benefits. We recorded a \$0.5 million loss on these investments for the same quarter last year.

Other income increased \$10.7 million compared to last year due primarily to our having recorded \$5.7 million in proceeds from corporate-owned life insurance (COLI) this year compared to no COLI proceeds during the quarter last year. Also contributing to the increase was the recording of \$4.2 million of equity AFUDC for the three months ended September 30, 2008, which compares to \$1.7 million of equity AFUDC recorded for the same period last year.

Interest expense increased \$3.1 million compared to last year due principally to interest on additional debt issued to fund investments in capital equipment.

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Nine Months Ended September 30, 2008, Compared to Nine Months Ended September 30, 2007

Below we discuss our operating results for the nine months ended September 30, 2008, compared to the results for the nine months ended September 30, 2007. Changes in results of operations are as follows.

	Nine Months Ended September 30,			
	2008	2007	Change	% Change
(In Thousands, Except Per Share Amounts)				
SALES:				
Residential	\$ 414,919	\$ 396,745	\$ 18,174	4.6
Commercial	382,010	352,928	29,082	8.2
Industrial	230,025	202,425	27,600	13.6
Other retail	(5,476)	(16,731)	11,255	67.3
Total Retail Sales	1,021,478	935,367	86,111	9.2
Tariff-based wholesale	185,569	166,694	18,875	11.3
Market-based wholesale	119,921	111,615	8,306	7.4
Energy marketing	12,539	29,068	(16,529)	(56.9)
Transmission (a)	74,710	71,054	3,656	5.1
Other	18,682	20,183	(1,501)	(7.4)
Total Sales	1,432,899	1,333,981	98,918	7.4
OPERATING EXPENSES:				
Fuel and purchased power	557,944	417,442	140,502	33.7
Operating and maintenance	354,656	350,798	3,858	1.1
Depreciation and amortization	150,467	141,677	8,790	6.2
Selling, general and administrative	136,712	132,790	3,922	3.0
Total Operating Expenses	1,199,779	1,042,707	157,072	15.1
INCOME FROM OPERATIONS	233,120	291,274	(58,154)	(20.0)
OTHER INCOME (EXPENSE):				
Investment (loss) earnings	(2,902)	3,536	(6,438)	(182.1)
Other income	22,956	4,316	18,640	431.9
Other expense	(11,179)	(10,545)	(634)	(6.0)
Total Other Income (Expense)	8,875	(2,693)	11,568	429.6
Interest expense	72,920	84,728	(11,808)	(13.9)
INCOME BEFORE INCOME TAXES	169,075	203,853	(34,778)	(17.1)
Income tax expense	13,808	49,264	(35,456)	(72.0)
NET INCOME	155,267	154,589	678	0.4
Preferred dividends	727	727	—	—
EARNINGS AVAILABLE FOR COMMON STOCK	\$ 154,540	\$ 153,862	\$ 678	0.4
BASIC EARNINGS PER SHARE	\$ 1.51	\$ 1.71	\$ (0.20)	(11.7)

(a) **Transmission:** Includes an SPP network transmission tariff. For the nine months ended September 30, 2008, our SPP network transmission costs were \$59.1 million. This amount, less \$4.3 million that was retained by the SPP as administration cost, was returned to us as revenue. For the nine months ended September 30, 2007, our SPP network transmission costs were \$61.7 million with an administration cost of \$8.7 million retained by the SPP.

The following table reflects changes in electric sales volumes, as measured by thousands of megawatt hours (MWh) of electricity. No sales volumes are shown for energy marketing, transmission or other. Energy marketing activities, generally, are unrelated to electricity we generate.

	Nine Months Ended September 30,			
	2008	2007	Change	% Change
(Thousands of MWh)				
Residential	5,073	5,252	(179)	(3.4)
Commercial	5,617	5,776	(159)	(2.8)
Industrial	4,446	4,361	85	1.9
Other retail	66	68	(2)	(2.9)
Total Retail	15,202	15,457	(255)	(1.6)
Tariff-based wholesale	4,776	4,800	(24)	(0.5)
Market-based wholesale	2,032	2,512	(480)	(19.1)
Total	22,010	22,769	(759)	(3.3)

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Notwithstanding a 2% decrease in MWh sales volumes, retail sales were \$86.1 million higher for the nine months ended September 30, 2008, due principally to our prices having reflected higher fuel and purchased power costs. Residential, commercial and industrial sales increased a combined \$74.8 million primarily because fuel costs reflected in the RECA were \$98.6 million higher compared to the same period last year. Partially offsetting higher revenues attributable to the RECA was the effect of cooler weather. When measured by cooling degree days, the weather during 2008 was 19% cooler than during 2007. The \$11.3 million change in other retail sales is due primarily to decreases in refund obligations.

Tariff-based wholesale sales were \$18.9 million higher than last year attributable principally to a 12% higher average price per MWh for these sales compared to the same period last year. The higher average price per MWh is the result of our having reflected higher fuel costs in the prices we charge.

Market-based wholesale sales increased \$8.3 million compared to last year due principally to 23% higher average market prices for these sales compared to the same period last year. Partially offsetting the higher average market prices was a 19% decrease in sales volumes. Reduced sales volumes were due principally to extended maintenance outages at some of our lower cost base load plants during the first and second quarters of 2008.

Energy marketing decreased \$16.5 million compared to the previous year due primarily to the need to focus resources toward serving our retail customers during our extended spring outages. Energy marketing was also adversely impacted by changes in the relationships of prices among energy products historically traded, the continuing maturation of the energy markets in which we participate and the recognition of a \$3.2 million customer refund obligation during the second quarter of 2008. Based on year-to-date results and existing trends, we anticipate that energy marketing sales for the year ended December 31, 2008, will be significantly lower compared to the year ended December 31, 2007.

Fuel and purchased power expense increased \$140.5 million during the nine months ended September 30, 2008, when compared to the same period last year. The change in fuel and purchased power expense is attributable to the volumes of power we produced and purchased, our fuel mix for the period, prevailing market prices and contract provisions that allow for price changes. Fuel used for generation increased \$61.7 million due primarily to a 24% higher average fuel cost, related primarily to maintenance outages at our lower cost, base load plants. When compared to the nine months ended September 30, 2007, we used 6% less fuel by volume this year. As a result of the maintenance outages at some of our base load plants, we had the choice of either producing the needed volumes at plants that are more expensive to operate or acquiring those volumes from others. Generally, purchasing power from others was the more economical alternative, and as a result, our purchased power expense increased \$40.6 million, reflecting a 53% increase in such volumes. Fuel and purchased power costs we incur to serve our retail customers generally are recovered through the RECA. For most retail customers, the cost of fuel and purchased power we incur that is in excess of costs recovered in rates is deferred as a regulatory asset until the costs are recovered. For the nine months ended September 30, 2008, we recovered \$13.2 million for fuel expense previously deferred compared to deferring \$19.7 million of fuel expense during the nine months ended September 30, 2007, resulting in a \$32.9 million increase in fuel expense for the nine month period.

Depreciation and amortization expense increased \$8.8 million compared to last year. This was due to depreciation expense associated with a higher plant balance including the capital lease resulting from the purchase of an 8% leasehold interest in Jeffrey Energy Center on April 1, 2007.

Selling, general and administrative expense increased \$3.9 million compared to the same period last year due principally to a \$4.7 million increase in labor costs.

Investment earnings decreased \$6.4 million compared to last year due primarily to our having recorded a \$3.3 million loss on investments held in a trust to fund certain retirement benefits. We recorded a \$2.8 million gain on these investments for the same period of the prior year.

Other income increased \$18.6 million compared to last year due primarily to recording \$13.4 million of equity AFUDC for the nine months ended September 30, 2008, compared to \$2.4 million of equity AFUDC recorded for the same nine month period last year. In addition, we recorded \$5.7 million in COLI proceeds in the nine months ended September 30, 2008, compared to \$0.7 million of COLI proceeds recorded in the same nine month period last year.

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Interest expense decreased \$11.8 million compared to last year due primarily to the reversal of \$17.8 million of accrued interest associated with uncertain tax liabilities. This decrease was partially offset by the interest on additional debt issued to fund investments in capital equipment.

Income tax expense decreased \$35.5 million compared to last year due primarily to the recognition of \$28.7 million of previously unrecognized tax benefits during the first quarter of 2008.

FINANCIAL CONDITION

Below we discuss significant balance sheet changes as of September 30, 2008, compared to December 31, 2007.

The fair market value of net energy marketing contracts increased \$21.1 million to \$62.6 million at September 30, 2008. This was due primarily to favorable changes in the market value of a fuel supply contract that was outstanding the entire period.

Our tax receivable decreased \$69.6 million to \$1.5 million due primarily to receipt of a tax refund and the settlement of the IRS audit of tax years 1995 through 2002.

Prepaid expenses increased \$16.2 million due primarily to a \$12.2 million increase in the pre-payment of interest associated with COLI policies.

Regulatory assets, net of regulatory liabilities, decreased \$12.7 million to \$521.1 million at September 30, 2008, from \$533.8 million at December 31, 2007. Total regulatory assets increased \$0.4 million due primarily to a \$29.6 million increase in net deferred future income taxes and an \$8.4 million increase in amounts deferred for the Wolf Creek outage. Increases in regulatory assets were offset by a \$23.1 million decrease in deferred employee benefit costs and a \$15.8 million decrease in deferred fuel cost. Regulatory liabilities increased \$13.1 million due predominately to a \$21.0 million increase in removal costs for amounts collected and not yet spent to remove retired assets. A mark-to-market gain on our fuel supply contracts for Lawrence and Tecumseh Energy centers contributed an additional \$16.6 million to the increase in regulatory liabilities. These increases were offset by a \$14.6 million decrease in the fair value of the nuclear decommissioning trust and a \$4.7 million decrease in our refund obligation related to the RECA.

We utilized the Westar Energy revolving credit facility to fund our investment in new plant resulting in \$110.4 million more short-term debt.

Long-term debt, net of current maturities, increased \$5.5 million due principally to the issuance of \$150.0 million of first mortgage bonds as discussed in Note 5 of the Notes to Consolidated Financial Statements, "Debt Financings." The increase was almost completely offset by the reclassification of \$145.1 million of long-term debt due August 1, 2009, to current maturities.

Other long-term liabilities decreased \$62.7 million due primarily to a \$39.4 million decrease in uncertain tax liabilities and related accrued interest. See Note 6 of the Notes to Condensed Consolidated Financial Statements, "Income Taxes and Taxes Other than Income Taxes," for additional detail on our uncertain income tax positions.

Common stock and paid-in capital increased \$301.6 million due principally to the issuance of common stock as discussed in Note 12 of the Notes to Condensed Consolidated Financial Statements, "Common Stock Issuance."

LIQUIDITY AND CAPITAL RESOURCES

Overview

Our available sources of funds include cash, Westar Energy's revolving credit facility and access to capital markets. In September and October 2008, capital markets have experienced unprecedented volatility and dramatic declines in asset valuations. As a result, we believe that capital will be more costly and more difficult to obtain. In light of the current volatility and the unpredictability of how long these capital market conditions will persist, we have considered ways in which to reduce or delay construction spending and other capital outlays in order to enhance liquidity, in the event such measures are required. Uncertainties affecting our ability to meet cash requirements include, among others, factors affecting sales described in "– Operating Results" above, economic conditions, regulatory actions, compliance with environmental regulations and conditions in the capital markets.

Capital Resources

On January 11, 2008, we filed a request with FERC for authority to issue short-term securities and to pledge KGE mortgage bonds in order to increase our revolving credit facility to \$750.0 million. On February 15, 2008, FERC granted our request and on February 22, 2008, a syndicate of banks participating in Westar Energy's credit facility increased their commitments to \$750.0 million in the aggregate. Effective February 22, 2008, \$730.0 million of the commitments of the lenders under the revolving credit facility terminate on March 17, 2012. The remaining \$20.0 million of the commitments terminate on March 17, 2011. Subject to lender participation we have the right, so long as there is no default or event of default under the revolving credit facility, to annually request one-year extensions of the credit facility. We are limited to five such requests during the term of the facility.

Lehman Brothers is the participating lender with respect to a \$20.0 million commitment terminating March 17, 2011. On October 5, 2008, Lehman Brothers filed for bankruptcy protection. Under terms of the credit facility, we have the right to replace Lehman Brothers should another lender or lenders be willing to replace the \$20.0 million commitment. To date, we have elected not to seek a replacement lender. As a result, until such time as we seek and locate a replacement lender or lenders, the revolving credit facility is limited to \$730.0 million. As of November 4, 2008, \$333.4 million had been borrowed and an additional \$28.2 million of letters of credit had been issued under the revolving credit facility.

Common Stock Issuance

On June 30, 2008, we completed a forward equity sale agreement by delivering 3.0 million shares of common stock and receiving proceeds of \$73.0 million. Previously, on February 7, 2008, we delivered 2.1 million shares and received proceeds of \$50.0 million as partial settlement of the forward sale agreement. We used the proceeds to repay borrowings under Westar Energy's revolving credit facility, with those borrowed amounts principally related to investments in capital equipment, as well as for working capital and general corporate purposes.

On May 29, 2008, we entered into an underwriting agreement with Citigroup Global Markets, Inc., Banc of America Securities LLC and UBS Securities relating to the offer and sale of 6.0 million shares of common stock. On June 4, 2008, we issued all 6.0 million shares and received \$140.6 million in total proceeds, net of underwriting discounts and fees related to the offering. We used the proceeds to repay borrowings under Westar Energy's revolving credit facility, with those borrowed amounts principally related to investments in capital equipment, as well as for working capital and general corporate purposes.

In the period January 1, 2008, through September 30, 2008, we also sold 1.1 million shares of common stock for \$26.7 million, net of commission, under an agreement with a sales agent. We used the proceeds to repay borrowings under Westar Energy's revolving credit facility, with those borrowed amounts principally related to investments in capital equipment, as well as for working capital and general corporate purposes.

Debt Financings

As of September 30, 2008, we had \$221.9 million of variable rate, tax-exempt bonds. Interest rates payable under these bonds have historically been set by auctions, which occur every 35 days. Recently, auctions for these bonds have failed resulting in alternative index-based interest rates for these bonds of between 2% and 14%. On July 31, 2008, the KCC approved our request to remarket or refund all or part of these auction rate bonds, at our discretion. On August 26, 2008, we completed the refunding of \$50.0 million of auction rate bonds at a fixed interest rate of 5.60% and a maturity date of June 1, 2031. On October 10, 2008, we completed the refunding of an additional \$50.0 million of auction rate bonds at a fixed interest rate of 6.00% and a maturity date of June 1, 2031. As a result, we now have \$171.9 million of variable rate auction bonds outstanding. We continue to monitor the credit markets and evaluate our options with respect to the remaining auction rate bonds.

On May 15, 2008, we issued \$150.0 million principal amount of first mortgage bonds in a private placement transaction with \$50.0 million of the principal amount bearing interest at 6.15% and maturing on May 15, 2023, and \$100.0 million bearing interest at 6.64% and maturing on May 15, 2038. Proceeds of this private placement were used to repay borrowings under Westar Energy's revolving credit facility, with those borrowed amounts principally related to investments in capital equipment, as well as for working capital and general corporate purposes.

In December 2007, we entered into an equipment financing loan agreement with a term of 36 months to finance the cost of certain computer equipment purchased in 2007. In January 2008, we increased the size of this loan by \$2.1 million to \$3.9 million for equipment purchases made in 2008.

Cash Flows from Operating Activities

Operating activities provided \$201.1 million of cash in the nine months ended September 30, 2008, compared with cash provided from operating activity of \$209.2 million during the same period of 2007. Principal contributors to the change were: our having paid \$53.2 million related to costs incurred for the restoration of our electrical system, which was severely damaged by an ice storm in December 2007; additional power plant maintenance occurring this year at our base load plants; our having paid more for fuel and purchased power this year compared to last year; and during 2008, we paid \$16.3 million more for our share of Wolf Creek's refueling outage. We did not have a similar outage in 2007. Offsetting these increases were additional collections from customers during 2008, due in large part to our having recovered higher fuel costs from customers through the RECA; the receipt of \$48.8 million from income tax refunds; and lower income tax payments of \$74.2 million this year compared to last year.

Cash Flows used in Investing Activities

Investing activities used \$726.8 million of cash in the nine months ended September 30, 2008, compared with \$471.1 million during the same period of 2007. We spent \$723.2 million in the nine months ended September 30, 2008, and \$455.2 million in the same period of 2007 on additions to utility property, plant and equipment. The increase in 2008 is due primarily to environmental projects, wind generation projects and the construction of Emporia Energy Center.

Cash Flows from Financing Activities

Financing activities in the nine months ended September 30, 2008, provided \$524.2 million of cash compared with \$251.7 million in the same period of 2007. In the nine months ended September 30, 2008, proceeds from short-term debt provided \$110.4 million, proceeds from long-term debt, net of retirements, provided \$149.5 million, proceeds from the issuance of common stock provided \$292.7 million and borrowings from COLI provided \$62.5 million. In the nine months ended September 30, 2007, long-term debt provided \$145.5 million, issuance of common stock provided \$104.3 million, and borrowings from COLI provided \$59.9 million. We used cash to pay \$79.6 million in dividends in the nine months ended September 30, 2008 compared to \$66.0 million in the nine months ended September 30, 2007. The increase in cash used to pay dividends is due to an increase in the dividend rate from \$0.81 per share to \$0.87 per share and an increase in the number of shares outstanding.

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Credit Ratings

Moody's Investors Service (Moody's), Standard & Poor's Ratings Group (S&P) and Fitch Investors Service (Fitch) are independent credit-rating agencies that rate our debt securities. These ratings indicate each agency's assessment of our ability to pay interest and principal when due on our securities.

In November 2008, S&P upgraded its credit rating for Westar Energy's unsecured debt securities. In August 2008, Fitch upgraded its credit ratings for Westar Energy's first mortgage bonds/senior secured debt securities and unsecured debt securities as well as KGE's first mortgage bonds/senior secured debt securities. Fitch also changed its outlook for our ratings to stable.

As of November 5, 2008, ratings with these agencies are as shown in the table below.

	Westar Energy First Mortgage Bond Rating	KGE First Mortgage Bond Rating	Westar Energy Unsecured Debt
Moody's	Baa2	Baa2	Baa3
S&P	BBB	BBB	BBB-
Fitch	BBB+	BBB+	BBB

In general, less favorable credit ratings make borrowing more difficult and costly. Under our revolving credit facility our cost of borrowing is determined in part by our credit ratings. However, our ability to borrow under the revolving credit facility is not conditioned on maintaining a particular credit rating. We may enter into new credit agreements that contain credit rating conditions, which could affect our liquidity and/or our borrowing costs.

OFF-BALANCE SHEET ARRANGEMENTS

From December 31, 2007, through September 30, 2008, there have been no material changes in our off-balance sheet arrangements. For additional information, see our 2007 Form 10-K.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

From December 31, 2007, through September 30, 2008, there have been no material changes outside the ordinary course of business in our contractual obligations and commercial commitments. For additional information, see our 2007 Form 10-K.

OTHER INFORMATION

Pension Obligation

On April 1, 2008, we made a voluntary contribution to the Westar Energy pension trust of \$15.0 million. We have also funded \$5.5 million of Wolf Creek's pension trust during 2008. As a result of the recent turmoil in the global credit markets, accompanied by reduced asset values, we may need to make additional contributions to the Westar Energy pension trust and we may need to increase our funding of the Wolf Creek pension trust in order to satisfy the minimum funding requirements prescribed by the Pension Protection Act of 2006. In addition, pension expense for both Westar Energy and Wolf Creek may increase significantly in the future.

Employees

We negotiated a three-year labor agreement with Local 304 and Local 1523 of the International Brotherhood of Electrical Workers. The agreement was ratified in September 2008 and is effective July 1, 2008 through June 30, 2011.

Fair Value of Energy Marketing and Fuel Contracts

The tables below show the fair value of energy marketing and fuel contracts outstanding as of September 30, 2008, their sources and maturity periods.

	<u>Fair Value of Contracts</u> <u>(In Thousands)</u>
Net fair value of contracts outstanding as of December 31, 2007	\$ 41,502
Contracts outstanding at the beginning of the period that were realized or otherwise settled during the period	(11,267)
Changes in fair value of contracts outstanding at the beginning and end of the period	26,347
Fair value of new contracts entered into during the period	6,050
Fair value of contracts outstanding as of September 30, 2008 (a)	<u>\$ 62,632</u>

- (a) Approximately \$49.4 million of the fair value of energy marketing contracts, which is comprised of a fuel supply contract and a capacity sale contract, is recognized as a regulatory liability.

The sources of the fair values of the financial instruments related to these contracts as of September 30, 2008, are summarized in the following table.

<u>Sources of Fair Value</u>	<u>Fair Value of Contracts at End of Period</u>				
	<u>Total</u> <u>Fair Value</u>	<u>Maturity</u> <u>Less Than</u> <u>1 Year</u>	<u>Maturity</u> <u>1-3 Years</u>	<u>Maturity</u> <u>4-5 Years</u>	<u>Maturity</u> <u>Over 5 Years</u>
Prices provided by other external sources (swaps and forwards)	\$ 50,353	\$ 17,565	\$ 26,070	\$ 4,236	\$ 2,482
Prices based on option pricing models (options and other) (a)	12,279	9,855	4,152	(1,321)	(407)
Total fair value of contracts outstanding	<u>\$ 62,632</u>	<u>\$ 27,420</u>	<u>\$ 30,222</u>	<u>\$ 2,915</u>	<u>\$ 2,075</u>

- (a) Options are priced using a series of techniques, such as the Black option pricing model.

New Accounting Pronouncements

FSP EITF 03-6-1 – Determining Whether Instruments Granted in Share-Based Payment Transaction Are Participating Securities

In June 2008, FASB released FSP No. EITF, 03-6-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities.” FSP No. EITF 03-6-1 provides that all outstanding unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. FSP No. EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. We are currently evaluating what impact the adoption of FSP No. EITF 03-6-1 will have on our consolidated financial statements.

SFAS No. 161 – Disclosures about Derivative Instruments and Hedging Activities

In March 2008, FASB released SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities – An Amendment of FASB Statement No. 133”, which requires expanded disclosure intended to help investors better understand how derivative instruments and hedging activities affect an entity’s financial position, financial performance and cash flows. SFAS No. 161 amends and expands our disclosure requirements related to SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities” by requiring qualitative disclosure about objectives and strategies for using derivatives, quantitative disclosure about fair value amounts of gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008.

SFAS No. 159 – The Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, FASB released SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment to FASB Statement No. 115.” SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. A business entity must report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. We adopted the guidance effective January 1, 2008. The adoption of SFAS No. 159 did not have a material impact on our consolidated financial statements.

SFAS No. 157 – Fair Value Measurements

In September 2006, FASB released SFAS No. 157, “Fair Value Measurements.” SFAS No. 157 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. In February 2008, FASB issued FSP 157-2 which delays the effective date of SFAS No. 157 for all non-financial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The non-financial items subject to the deferral include assets and liabilities such as non-financial assets and liabilities assumed in a business combination, reporting units measured at fair value in a goodwill impairment test and asset retirement obligations initially measured at fair value. We adopted SFAS No. 157 for financial assets and liabilities recognized at fair value on a recurring basis effective January 1, 2008. The adoption of SFAS No. 157 did not have a material impact on our consolidated financial statements. See Note 3, “Fair Value Measurements.”

First Phase of Electric Generation Facility Completed

We are constructing Emporia Energy Center, a new natural gas-fired power plant consisting of seven combustion turbines. The first five units comprising 310 megawatts (MW) of capacity began producing power and were declared commercially operational in the second quarter. The second phase, consisting of two generating units that should add an additional 300 MW of generating capacity, is expected to be completed next spring.

Prairie Wind Transmission, LLC

In May 2008, we and Electric Transmission America, LLC formed Prairie Wind Transmission, LLC, a joint venture company of which we own 50%. Prairie Wind Transmission is proposing to construct approximately 230 miles of 765 kV transmission facilities extending from the Wichita area west to the Dodge City area and then south-southwest to the Kansas border from Medicine Lodge. Following the receipt of necessary regulatory approvals, we plan for these facilities to be in service by the end of 2013, contingent on a number of factors including the availability and cost of capital, not all of which are under our control.

New Transmission Construction

On December 27, 2007, we filed an application with the KCC to request permission to construct a new 345 kV transmission line from our Rose Hill substation near Wichita to the Kansas-Oklahoma border, where we will interconnect with new facilities to be built by an Oklahoma-based utility. The preliminary estimate of the total investment in the line is approximately \$70.0 million, which is subject to change pending selection of the final route and engineering design, among other factors. The KCC granted our request on April 25, 2008.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk, including changes in commodity prices, debt and equity instrument values and interest rates. Recent experience in the capital markets has revealed more volatility in these markets than typically has been exhibited in the past. This results in higher market risk. For additional information, see our 2007 Form 10-K, "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934. These controls and procedures are designed to ensure that material information relating to the company and its subsidiaries is communicated to the chief executive officer and the chief financial officer. Based on that evaluation, our chief executive officer and our chief financial officer concluded that, as of September 30, 2008, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to the chief executive officer and the chief financial officer, and recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting during the three months ended September 30, 2008, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information on other legal proceedings is set forth in Notes 7, 8 and 9 of the Notes to Condensed Consolidated Financial Statements, "Commitments and Contingencies – New Source Review Investigation – FERC Investigation," "Legal Proceedings" and "Potential Liabilities to David C. Wittig and Douglas T. Lake," respectively, which are incorporated herein by reference.

ITEM 1A. RISK FACTORS

Uncertainty in the Credit Markets and the Impact on the Economy in Our Service Territory

Recent turmoil in global credit markets may have a number of effects on our operations, financial condition, and capital expenditure program. While we cannot provide an exhaustive list of all possible effects, these market conditions may make capital more difficult and costly to obtain; may restrict liquidity available to us through our revolving credit facility; may reduce demand by our customers and increase delinquencies or non-payment by our customers; may adversely impact the financial condition of our suppliers, which may in turn limit our access to inventory or capital equipment; may reduce the credit available to our energy trading counterparties and correspondingly reduce our energy trading activity or increase our exposure to counterparty default; may require us to defer or limit elements of our capital expenditure program; may reduce the value of our financial assets and correspondingly adversely impact our earnings and net cash flow; may require us to provide additional funding to our nuclear decommissioning and pension trusts; and may increase the cost or decrease the availability of insurance to us or make insurance claims more difficult to collect. In extreme circumstances, the combination of some or all of these effects might impact amounts available for the payment of dividends.

There were no other material changes in our risk factors from December 31, 2007, through September 30, 2008. For additional information, see our 2007 Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

- 1(a) Underwriting Agreement between Westar Energy, Inc. and Citigroup Global Markets Inc., Banc of America Securities LLC and UBS Securities LLC, as representatives of the underwriters named therein, dated May 29, 2008 (filed as Exhibit 1.1 to the Form 8-K filed on May 30, 2008).
- 1(b) Stipulation and Agreement by and among the Staff of the State Corporation Commission of the State of Kansas, Westar Energy, Inc. and Kansas Gas and Electric Company, the Citizens' Utility Ratepayer Board, Kansas Industrial Consumers Group, Inc., Unified School District No. 259, Kroger Co., Wal-Mart Stores, Inc., Kaw Valley Electric Cooperative, Doniphan Electric Cooperative, Nemaha-Marshall Electric Cooperative, Kansas Electric Power Cooperative, U.S. Department of Defense and Midwest Energy, Inc., dated October 27, 2008 (filed as Exhibit 99.1 to the Form 8-K filed on October 27, 2008).
- 4(a) Bond Purchase Agreement between Kansas Gas and Electric Company and the Purchasers named therein, dated as of May 15, 2008 (filed as Exhibit 4.1 to the Form 8-K filed on May 16, 2008).
- 4(b) Fifty-First Supplemental Indenture dated as of May 15, 2008, by and among Kansas Gas and Electric Company, The Bank of New York Trust Company, N.A. and Judith L. Bartolini (filed as Exhibit 4.2 to the Form 8-K filed on May 16, 2008).
- 4(c) Fifty-Second Supplemental Indenture dated as of August 1, 2008, between Kansas Gas and Electric Company and The Bank of New York Mellon Trust Company, NA, as Trustee.
- 4(d) Fifty-Third Supplemental Indenture dated as of October 10, 2008 between Kansas Gas and Electric Company and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- 31(a) Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 certifying the quarterly report provided for the period ended September 30, 2008.
- 31(b) Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 certifying the quarterly report provided for the period ended September 30, 2008.
- 32 Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 certifying the quarterly report provided for the quarter ended September 30, 2008 (furnished and not to be considered filed as part of the Form 10-Q).
- 99(a) Summary of Rate Application dated May 28, 2008 (filed as Exhibit 99.2 to the Form 8-K filed on May 28, 2008).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WESTAR ENERGY, INC.

Date: November 7, 2008

By: /s/ Mark A. Ruelle
Mark A. Ruelle,
Executive Vice President and
Chief Financial Officer

KANSAS GAS AND ELECTRIC COMPANY

TO

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
(successor to BNY Midwest Trust Company)

and

JUDITH L. BARTOLINI
(successor to W. A. Spooner, Henry A. Theis, Oliver R. Brooks,
Wesley L. Baker, Edwin F. McMichael and R. Amundsen)

as Trustees under Kansas Gas and Electric Company's
Mortgage and Deed of Trust, Dated as of April 1, 1940

FIFTY-SECOND SUPPLEMENTAL INDENTURE

Providing, among other things, for

First Mortgage Bonds, Burlington Series 2008 Due 2031

Dated as of August 1, 2008

FIFTY-SECOND SUPPLEMENTAL INDENTURE

INDENTURE, dated as of August 1, 2008, between KANSAS GAS AND ELECTRIC COMPANY, a corporation of the State of Kansas (formerly named KCA Corporation and successor by merger to Kansas Gas and Electric Company, a corporation of the State of Kansas, hereinafter sometimes called the "Company-Kansas"), whose post office address is 120 East First Street, Wichita, Kansas 67202 (hereinafter sometimes called the "Company"), and The Bank of New York Mellon Trust Company, N.A., a national banking association, whose post office address is 2 North LaSalle Street, Suite 1020, Chicago, Illinois 60602 (successor to BNY Midwest Trust Company (the "Corporate Trustee")), and JUDITH L. BARTOLINI (successor to W.A. Spooner, Henry A. Theis, Oliver R. Brooks, Wesley L. Baker, Edwin F. McMichael and R. Amundsen, and being hereinafter sometimes called the "Individual Trustee"), whose post office address is 2 North LaSalle Street, Suite 1020, Chicago, Illinois 60602 (the Corporate Trustee and the Individual Trustee being hereinafter together sometimes called the "Trustees"), as Trustees under the Mortgage and Deed of Trust, dated as of April 1, 1940 (hereinafter called the "Mortgage"), which Mortgage was executed and delivered by Kansas Gas and Electric Company, a corporation of the State of West Virginia to which the Company-Kansas was successor by merger (hereinafter sometimes called the "Company-West Virginia"), to secure the payment of bonds issued or to be issued under and in accordance with the provisions of the Mortgage, reference to which Mortgage is hereby made, this Indenture (hereinafter sometimes called the "Fifty-second Supplemental Indenture") being supplemental thereto;

WHEREAS, the Company-West Virginia caused the Mortgage to be filed for record as a mortgage of real property and as a chattel mortgage in the offices of the Registers of Deeds in various counties in the State of Kansas, and on April 25, 1940 paid to the Register of Deeds of Sedgwick County, Kansas, that being the County in which the Mortgage was first filed for record, the sum of \$40,000 in payment of the Kansas mortgage registration tax as provided by Section 79-3101 *et seq.*, General Statutes of Kansas 1935; and

WHEREAS, by the Mortgage, the Company-West Virginia covenanted that it would execute and deliver such supplemental indenture or indentures and such further instruments and do such further acts as might be necessary or proper to carry out more effectually the purposes of the Mortgage and to make subject to the lien of the Mortgage any property thereafter acquired, intended to be subject to the lien thereof; and

WHEREAS, an instrument, dated May 31, 1949, was executed by the Company-West Virginia appointing Oliver R. Brooks as Individual Trustee in succession to said Henry A. Theis, resigned, under the Mortgage, and by Oliver R. Brooks accepting the appointment as Individual Trustee under the Mortgage in succession to said Henry A. Theis, which instrument was filed for record in the offices of the Registers of Deeds in various counties in the State of Kansas; and

WHEREAS, an instrument, dated March 3, 1958, was executed by the Company-West Virginia appointing Wesley L. Baker as Individual Trustee in succession to said Oliver R. Brooks, resigned, under the Mortgage, and by Wesley L. Baker accepting the appointment as Individual Trustee under the Mortgage in succession to said Oliver R. Brooks, which instrument was filed for record in the offices of the Registers of Deeds in various counties in the State of Kansas; and

WHEREAS, an instrument, dated November 20, 1969, was executed by the Company-West Virginia appointing Edwin F. McMichael as Individual Trustee in succession to said Wesley L. Baker, resigned, under the Mortgage, and by Edwin F. McMichael accepting the appointment as Individual Trustee under the Mortgage in succession to said Wesley L. Baker, which instrument was filed for record in the offices of the Registers of Deeds in various counties in the State of Kansas; and

WHEREAS, by the Twenty-seventh Supplemental Indenture mentioned below, the Company-Kansas, among other things, appointed R. Amundsen as Individual Trustee in succession to said Edwin F. McMichael, resigned, under the Mortgage, and by R. Amundsen accepting the appointment as Individual Trustee under the Mortgage in succession to said Edwin F. McMichael; and

WHEREAS, by the Thirty-second Supplemental Indenture mentioned below, the Company-Kansas, among other things, appointed W. A. Spooner as Individual Trustee in succession to said R. Amundsen, resigned, under the Mortgage, and by W. A. Spooner accepting the appointment as Individual Trustee under the Mortgage in succession to said R. Amundsen; and

WHEREAS, by the Fortieth Supplemental Indenture mentioned below, the Company-Kansas, among other things, appointed Judith L. Bartolini as Individual Trustee in succession to said W.A. Spooner resigned, under the Mortgage, and by Judith L. Bartolini accepting the appointment as Individual Trustee under the Mortgage in succession to said W.A. Spooner; and

WHEREAS, the Company-West Virginia executed and delivered to the Trustees a First Supplemental Indenture, dated as of June 1, 1942 (which supplemental indenture is hereinafter sometimes called the "First Supplemental Indenture"); and

WHEREAS, the Company-West Virginia caused the First Supplemental Indenture to be filed for record as a mortgage of real property and as a chattel mortgage in the offices of the Registers of Deeds in various counties in the State of Kansas, but paid no mortgage registration tax in connection with the recordation of the First Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-West Virginia executed and delivered to the Trustees the following supplemental indentures:

<u>Designation</u>	<u>Dated as of</u>
Second Supplemental Indenture	March 1, 1948
Third Supplemental Indenture	December 1, 1949
Fourth Supplemental Indenture	June 1, 1952
Fifth Supplemental Indenture	October 1, 1953
Sixth Supplemental Indenture	March 1, 1955
Seventh Supplemental Indenture	February 1, 1956
Eighth Supplemental Indenture	January 1, 1961
Ninth Supplemental Indenture	May 1, 1966
Tenth Supplemental Indenture	March 1, 1970
Eleventh Supplemental Indenture	May 1, 1971
Twelfth Supplemental Indenture	March 1, 1972

which supplemental indentures are hereinafter sometimes called the Second through Twelfth Supplemental Indentures, respectively; and

WHEREAS, the Company-West Virginia caused the Second through Eighth Supplemental Indentures to be filed for record as a mortgage of real property and as a chattel mortgage in the offices of the Registers of Deeds in various counties in the State of Kansas, and caused the Ninth through Twelfth Supplemental Indentures to be filed for record as a mortgage of real property in the offices of the Registers of Deeds in various counties in the State of Kansas and as a chattel mortgage in the Office of the Secretary of State of Kansas, and on the following dates paid to the Register of Deeds of Sedgwick County, Kansas, that being the County in which the Second through Twelfth Supplemental Indentures were first filed for record as a mortgage of real property, the following amounts:

<u>Date</u>	<u>Amount</u>
March 30, 1948	\$12,500
December 7, 1949	7,500
June 17, 1952	30,000
October 21, 1953	25,000
March 22, 1955	25,000
March 5, 1956	17,500
January 24, 1961	17,500
May 17, 1966	40,000
March 10, 1970	87,500
May 19, 1971	87,500
March 23, 1972	62,500

such amounts being in payment of the Kansas mortgage registration tax as provided by the then currently applicable sections of the statutes of the State of Kansas in effect on those dates; and

WHEREAS, the Company-West Virginia was merged into the Company-Kansas on May 31, 1973; and

WHEREAS, in order to evidence the succession of the Company-Kansas to the Company-West Virginia and the assumption by the Company-Kansas of the covenants and conditions of the Company-West Virginia in the bonds and in the Mortgage contained, and to enable the Company-Kansas to have and exercise the powers and rights of the Company-West Virginia under the Mortgage in accordance with the terms thereof, the Company-Kansas executed and delivered to the Trustees a Thirteenth Supplemental Indenture, dated as of May 31, 1973 (which supplemental indenture is hereinafter sometimes called the "Thirteenth Supplemental Indenture"); and

WHEREAS, the Company-Kansas caused the Thirteenth Supplemental Indenture to be filed for record as a mortgage of real property in the offices of the Registers of Deeds in various counties in the State of Kansas and as a chattel mortgage in the Office of the Secretary of State of Kansas, but paid no mortgage registration tax in connection with the recordation of the Thirteenth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas executed and delivered to the Trustees the following supplemental indentures:

<u>Designation</u>	<u>Dated as of</u>
Fourteenth Supplemental Indenture	July 1, 1975
Fifteenth Supplemental Indenture	December 1, 1975
Sixteenth Supplemental Indenture	September 1, 1976
Seventeenth Supplemental Indenture	March 1, 1977
Eighteenth Supplemental Indenture	May 1, 1977
Nineteenth Supplemental Indenture	August 1, 1977
Twentieth Supplemental Indenture	March 15, 1978
Twenty-first Supplemental Indenture	January 1, 1979
Twenty-second Supplemental Indenture	April 1, 1980
Twenty-third Supplemental Indenture	July 1, 1980
Twenty-fourth Supplemental Indenture	August 1, 1980
Twenty-fifth Supplemental Indenture	June 1, 1981
Twenty-sixth Supplemental Indenture	December 1, 1981
Twenty-seventh Supplemental Indenture	May 1, 1982
Twenty-eighth Supplemental Indenture	March 15, 1984
Twenty-ninth Supplemental Indenture	September 1, 1984
Thirtieth Supplemental Indenture	September 1, 1984
Thirty-first Supplemental Indenture	February 1, 1985
Thirty-second Supplemental Indenture	April 15, 1986
Thirty-third Supplemental Indenture	June 1, 1991
Thirty-fourth Supplemental Indenture	March 31, 1992
Thirty-fifth Supplemental Indenture	December 17, 1992
Thirty-sixth Supplemental Indenture	August 12, 1993
Thirty-seventh Supplemental Indenture	January 15, 1994
Thirty-eighth Supplemental Indenture	March 1, 1994
Thirty-ninth Supplemental Indenture	April 15, 1994
Fortieth Supplemental Indenture	June 28, 2000
Forty-first Supplemental Indenture	June 6, 2002
Forty-second Supplemental Indenture	March 12, 2004

Forty-third Supplemental Indenture	June 1, 2004
Forty-fourth Supplemental Indenture	May 6, 2005
Forty-fifth Supplemental Indenture	March 17, 2006
Forty-sixth Supplemental Indenture	June 1, 2006
Forty-seventh Supplemental Indenture	March 16, 2007
Forty-eighth Supplemental Indenture	July 10, 2007
Forty-ninth Supplemental Indenture	October 12, 2007
Fiftieth Supplemental Indenture	February 22, 2008
Fifty-first Supplemental Indenture	May 15, 2008

which supplemental indentures are hereinafter sometimes called the Fourteenth through Fifty-first Supplemental Indentures, respectively; and

WHEREAS, the Company-Kansas caused the Fourteenth Supplemental Indenture to be filed for record as a mortgage of real property in the offices of the Registers of Deeds in various counties in the State of Kansas and as a chattel mortgage in the Office of the Secretary of State of Kansas; and

WHEREAS, the Company-Kansas caused the Fifteenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on December 10, 1975, Film 169, page 363), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on December 10, 1975 and indexed as No. 325,911); and

WHEREAS, the Company-Kansas caused the Sixteenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on September 29, 1976, Film 21 1, page 363), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on September 29, 1976 and indexed as No. 363,835); and

WHEREAS, the Company-Kansas caused the Seventeenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 16, 1977, Film 234, page 492), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on March 1, 1977 and indexed as No. 384,759); and

WHEREAS, the Company-Kansas caused the Eighteenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on May 26, 1977, Film 246, page 655), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on May 26, 1977 and indexed as No. 394,573); and

WHEREAS, the Company-Kansas caused the Nineteenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on August 31, 1977, Film 263, page 882), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on September 1, 1977 and indexed as No. 406,577); and

WHEREAS, the Company-Kansas caused the Twentieth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 29, 1978, Film 297, pages 635-656), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on March 30, 1978 and indexed as No. 434,072); and

WHEREAS, the Company-Kansas caused the Twenty-first Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on January 9, 1979, Film 345, page 648), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on January 10, 1979 and indexed as No. 470,851); and

WHEREAS, the Company-Kansas caused the Twenty-second Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on April 2, 1980, Film 413, page 1,468), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on April 3, 1980 and indexed as No. 533,415); and

WHEREAS, the Company-Kansas caused the Twenty-third Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on July 1, 1980, Film 425, page 1,003), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on July 2, 1980 and indexed as No. 546,185); and

WHEREAS, the Company-Kansas caused the Twenty-fourth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on August 28, 1980, Film 435, page 266), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on August 29, 1980 and indexed as No. 554,543); and

WHEREAS, the Company-Kansas caused the Twenty-fifth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 30, 1981, Film 483, page 1,512), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on June 30, 1981 and indexed as No. 601,270); and

WHEREAS, the Company-Kansas caused the Twenty-sixth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on December 30, 1981, Film 510, page 300), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on December 31, 1981 and indexed as No. 628,293); and

WHEREAS, the Company-Kansas caused the Twenty-seventh Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on May 6, 1982, Film 526, page 1,141), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on May 7, 1982 and indexed as No. 650,115); and

WHEREAS, the Company-Kansas caused the Twenty-eighth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 22, 1984, Film 645, page 1,524), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on March 23, 1984 and indexed as No. 796,449); and

WHEREAS, the Company-Kansas caused the Twenty-ninth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on September 5, 1984, Film 681, page 763), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on September 6, 1984 and indexed as No. 852,425); and

WHEREAS, the Company-Kansas caused the Thirtieth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on September 12, 1984, Film 682, page 1,087), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on September 13, 1984 and indexed as No. 854,284); and

WHEREAS, the Company-Kansas caused the Thirty-third Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 18, 1991, Film 1 177, page 0876), and as a security agreement in the Office of Secretary of State of Kansas (filed on June 18, 1991 and indexed as No. 1,693,446); and

WHEREAS, the Company-Kansas caused the Fortieth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 28, 2000, Film 2062, page 0053), and as a security agreement in the Office of Secretary of State of Kansas (filed on June 28, 2000, and indexed as No. 3756913); and

WHEREAS, the Company on the following dates paid to the Register of Deeds of Sedgwick County, Kansas, that being the County in which the Fourteenth through Thirtieth Supplemental Indentures, the Thirty-third Supplemental Indenture and the Fortieth Supplemental Indenture were first filed for record as a mortgage of real property, the following amounts:

<u>Date</u>	<u>Amount</u>
July 2, 1975	\$ 100,000
December 10, 1975	48,750
September 29, 1976	62,500
March 16, 1977	62,500
May 26, 1977	25,000
August 31, 1977	6,100
March 29, 1978	62,500
January 9, 1979	36,250
April 2, 1980	67,500
July 1, 1980	37,500
August 28, 1980	63,750
June 30, 1981	75,000
December 30, 1981	62,500
May 6, 1982	100,000
March 22, 1984	93,750
September 5, 1984	75,000
September 12, 1984	50,000
June 18, 1991	334,100
June 28, 2000	1,780,538.50

such amounts being in payment of the Kansas mortgage registration tax as provided by the then currently applicable sections of the statutes of the State of Kansas in effect on those dates; and

WHEREAS, the Company-Kansas caused the Thirty-first Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on February 1, 1985, Film 707, page 378), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on February 4, 1985 and indexed as No. 895,468), but paid no mortgage registration tax in connection with the recordation of the Thirty-first Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-second Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on April 16, 1986, Film 791, page 1,336), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on April 17, 1986 and indexed as No. 1,048,212), but paid no mortgage registration tax in connection with the recordation of the Thirty-second Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, in order to evidence the succession of the Company to the Company-Kansas and the assumption by the Company of the covenants and conditions of the Company-Kansas in the bonds and in the Mortgage contained, and to enable the Company to have and exercise the powers and rights of the Company-Kansas under the Mortgage in accordance with the terms thereof, the Company executed and delivered to the Trustees a Thirty-fourth Supplemental Indenture, dated as of March 31, 1992 (which supplemental indenture is hereinafter sometimes called the "Thirty-fourth Supplemental Indenture"); and

WHEREAS, the Company-Kansas caused the Thirty-fourth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 31, 1992, Film 1236, page 987), and as a security agreement in the Office of Secretary of State of Kansas (filed on March 31, 1992 and indexed as No. 1,780,893), but paid no mortgage registration tax in connection with the recordation of the Thirty-fourth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company caused the Thirty-fifth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on December 16, 1992, Film 301, page 0104), and as a security agreement in the Office of Secretary of State of Kansas (filed on December 16, 1992 and indexed as No. 1,861,886), but paid no mortgage registration tax in connection with the recordation of the Thirty-fifth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-sixth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas

(filed on August 10, 1993, Film 1364, page 0515), and as a security agreement in the Office of Secretary of State of Kansas (filed on August 11, 1993 and indexed as No. 1,936,501), but paid no mortgage registration tax in connection with the recordation of the Thirty-sixth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-seventh Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on January 18, 1994, Film 1411, page 0710), and as a security agreement in the Office of Secretary of State of Kansas (filed on January 18, 1994 and indexed as No. 1,985,104), but paid no mortgage registration tax in connection with the recordation of the Thirty-seventh Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-eighth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on February 28, 1994, Film 1422, page 1046), and as a security agreement in the Office of Secretary of State of Kansas (filed on February 28, 1994 and indexed as No. 1,997,743), but paid no mortgage registration tax in connection with the recordation of the Thirty-eighth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-ninth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on April 27, 1994, Film 1440, page 855), and as a security agreement in the Office of Secretary of State of Kansas (filed on April 27, 1994 and indexed as No. 1,377,915), but paid no mortgage registration tax in connection with the recordation of the Thirty-ninth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-first Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 6, 2002, Film 2460, page 1), and as a security agreement in the office of Secretary of State of Kansas (filed on June 6, 2002, and indexed as No. 5264221), but paid no mortgage registration tax in connection with the recordation of the Forty-first Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-second Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 12, 2004, Film 2854, page 8731), and as a security agreement in the office of Secretary of State of Kansas (filed on March 12, 2004, and indexed as No. 5760673), but paid no mortgage registration tax in connection with the recordation of the Forty-second Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-third Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 10, 2004, Film and Page 28578510), and as a security agreement in the office of Secretary of State of Kansas (filed on June 10, 2004, and indexed as No. 5820311), but paid no mortgage registration tax in connection with the recordation of the Forty-third Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-fourth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on May 6, 2005, Film and Page 28671438), and as a security agreement in the office of Secretary of State of Kansas (filed on May 6, 2005, and indexed as No. 5981824), but paid no mortgage registration tax in connection with the recordation of the Forty-fourth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-fifth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 17, 2006, Film and Page 28764552), and as a security agreement in the office of Secretary of State of Kansas (filed on March 17, 2006, and indexed as No. 6122576), but paid no mortgage registration tax in connection with the recordation of the Forty-fifth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-sixth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 1, 2006, Film and Page 28785638), and as a security agreement in the office of Secretary of State of Kansas (filed on June 1, 2006, and indexed as No. 6168504), but paid no mortgage registration tax in connection with the recordation of the Forty-sixth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-seventh Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 16, 2007, Film and Page 28865277), and as a security agreement in the office of Secretary of State of Kansas (filed on March 16, 2007, and indexed as No. 6326219), but paid no mortgage registration tax in connection with the recordation of the Forty-seventh Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-eighth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on July 13, 2007, Film and Page 28899558), and as a security agreement in the office of Secretary of State of Kansas (filed on July 13, 2007, and indexed as No. 6385835), but paid no mortgage registration tax in connection with the recordation of the Forty-eighth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-ninth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on October 12, 2007, Film and Page 28923805), and as a security agreement in the office of Secretary of State of Kansas (filed on October 12, 2007, and indexed as No. 6417307), but paid no mortgage registration tax in connection with the recordation of the Forty-ninth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Fiftieth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on February 22, 2008, Film and Page 28953801), and as a security agreement in the office of Secretary of State of Kansas (filed on February 25, 2008, and indexed as No. 6458236), but paid no mortgage registration tax in connection with the recordation of the Fiftieth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Fifty-first Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on May 15, 2008, Film and Page 28975775), and as a security agreement in the office of Secretary of State of Kansas (filed on May 15, 2008, and indexed as No. 6489843), but paid no mortgage registration tax in connection with the recordation of the Fifty-first Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-West Virginia, the Company-Kansas or the Company has from time to time caused to be filed in the respective offices of the above-mentioned Registers of Deeds and Secretary of State affidavits executed by the Trustees under the Mortgage, preserving and continuing the lien thereof either as a chattel mortgage in accordance with the provisions of K.S.A. 58-303 (Section 58-303 of the General Statutes of Kansas 1935) or as a security agreement under the provisions of K.S.A. 84-9-401 *et seq.*; and

WHEREAS, in addition to the aforesaid filings for record in the respective offices of the above-mentioned Registers of Deeds, the Company-West Virginia, the Company-Kansas or the Company has filed copies of the Mortgage and the First through Fifty-first Supplemental Indentures, certified as true by it, with the Secretary of State of Kansas; and

7 1/2% Series C due 2032	10,000,000	10,000,000
9 1/2% Series due 2003	702,200,000	None
8% Series due 2005	735,000,000	None
3 1/2% Series due in 2007	300,000,000	None
5.30% Series due 2031	18,900,000	18,900,000
5.30% Series A due 2031	108,600,000	108,600,000
2.65% Series B due 2031	100,000,000	None
Variable Rate Series C due 2031	100,000,000	100,000,000
4.60% Series due 2010	350,000,000	None
5.57% Series due 2011	500,000,000	None
Burlington Series 2004B-1 due 2031	50,000,000	50,000,000
Burlington Series 2004B-2 due 2031	50,000,000	50,000,000*
5.57% Series due 2012	500,000,000	None
6.53% Series due 2037	175,000,000	175,000,000
5.57% Series due 2012	750,000,000	750,000,000
6.15% Series A due 2023	50,000,000	50,000,000
6.64% Series B due 2038	100,000,000	100,000,000

* Upon issuance of the bonds of the Fifty-eighth Series pursuant to this Supplemental Indenture, the Burlington Series 2004B-2 due 2031 will be retired and will no longer be outstanding under the Indenture.

hereinafter sometimes called Bonds of the First through Fifty-seventh Series; and

WHEREAS, Section 8 of the Mortgage provides that the form of each series of bonds (other than the First Series) issued thereunder and of the coupons to be attached to the coupon bonds of such series shall be established by Resolution of the Board of Directors of the Company and that the form of such series, as established by said Board of Directors, shall specify the descriptive title of the bonds and various other terms thereof, and may also contain such provisions not inconsistent with the provisions of the Mortgage as the Board of Directors may, in its discretion, cause to be inserted therein expressing or referring to the terms and conditions upon which such bonds are to be issued and/or secured under the Mortgage; and

WHEREAS, Section 120 of the Mortgage provides, among other things, that any power, privilege or right expressly or impliedly reserved to or in any way conferred upon the Company by any provision of the Mortgage whether such power, privilege or right is in any way restricted or is unrestricted, may be in whole or in part waived or surrendered or subjected to any restriction if at the time unrestricted or to additional restriction if already restricted, and the Company may enter into any further covenants, limitations or restrictions for the benefit of any one or more series of bonds issued thereunder, or the Company may cure any ambiguity contained therein or in any supplemental indenture, or may establish the terms and provisions of any series of bonds other than said First Series, by an instrument in writing executed and acknowledged by the Company in such manner as would be necessary to entitle a conveyance of real estate to record in all of the states in which any property at the time subject to the lien of the Mortgage shall be situated; and

WHEREAS, the Company now desires to create a new series of bonds; and

WHEREAS, the execution and delivery by the Company of this Fifty-second Supplemental Indenture, and the terms of the Bonds of the Fifty-eighth Series, hereinafter referred to, have been duly authorized by the Board of Directors of the Company by appropriate Resolutions of said Board of Directors;

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

That Kansas Gas and Electric Company, in consideration of the premises and of One Dollar (\$1) to it duly paid by the Trustees at or before the enrolling and delivery of these presents, the receipt whereof is hereby acknowledged, and in further evidence of assurance of the estate, title and rights of the Trustees and in order further to secure the payment both of the principal of and interest and premium, if any, on the bonds from time to time issued under the Mortgage, according to their tenor and effect and the performance

of all the provisions of the Mortgage (including any instruments supplemental thereto and any modification made as in the Mortgage provided) and of said bonds, hereby grants, bargains, sells, releases, conveys, assigns, transfers, mortgages, pledges, sets over and confirms (subject, however, to Excepted Encumbrances as defined in Section 6 of the Mortgage) unto The Bank of New York Mellon Trust Company, N.A. and to Judith L. Bartolini, as Trustees under the Mortgage, and to their successor or successors in said trust, and to said Trustees and their successors and assigns forever, all property, real, personal and mixed, acquired by the Company after the date of the execution and delivery of the Mortgage, in addition to property covered by the First through the Fifty-first Supplemental Indentures (except any herein or in the Mortgage, as heretofore supplemented, expressly excepted), now owned or, subject to the provisions of Section 87 of the Mortgage, hereafter acquired by the Company and wheresoever situated, including (without in anywise limiting or impairing by the enumeration of the same the scope and intent of the foregoing or of any general description contained in this Fifty-second Supplemental Indenture) all lands, flowage rights, water rights, flumes, raceways, dams, rights of way and roads; all steam and power houses, gas plants, street lighting systems, standards and other equipment incidental thereto, telephone, radio and television systems, air-conditioning systems and equipment incidental thereto, water works, steam heat and hot water plants, lines, service and supply systems, bridges, culverts, tracks, rolling stock, ice or refrigeration plants and equipment, street and interurban railway systems, offices, buildings and other structures and the equipment thereof; all machinery, engines, boilers, dynamos, electric and gas machines, regulators, meters, transformers, generators, motors, electrical, gas and mechanical appliances, conduits, cables, water, steam heat, gas or other pipes, gas mains and pipes, service pipes, fittings, valves and connections, pole and transmission lines, wires, cables, tools, implements, apparatus, furniture, chattels and choses in action; all municipal and other franchises; all lines for the transmission and distribution of electric current, gas, steam heat or water for any purpose, including poles, wires, cables, pipes, conduits, ducts and all apparatus for use in connection therewith; all real estate, lands, easements, servitudes, licenses, permits, franchises, privileges, rights of way and other rights in or relating to real estate or the occupancy of the same and (except as herein or in the Mortgage, as heretofore supplemented, expressly excepted), all the right, title and interest of the Company in and to all other property of any kind or nature appertaining to and/or used and/or occupied and/or enjoyed in connection with any property hereinbefore or in the Mortgage, as heretofore supplemented, described.

TOGETHER WITH all and singular the tenements, hereditaments and appurtenances belonging or in anywise appertaining to the aforesaid property or any part thereof, with the reversion and reversions, remainder and remainders and (subject to the provisions of Section 57 of the Mortgage) the tolls, rents, revenues, issues, earnings, income, product and profits thereof, and all the estate, right, title and interest and claim whatsoever, at law as well as in equity, which the Company now has or may hereafter acquire in and to the aforesaid property and franchises and every part and parcel thereof.

IT IS HEREBY AGREED by the Company that, subject to the provisions of Section 87 of the Mortgage, all the property, rights and franchises acquired by the Company after the date hereof (except any herein or in the Mortgage, as heretofore supplemented, expressly excepted), shall be as fully embraced within the lien hereof and the lien of the Mortgage, as if such property, rights and franchises were now owned by the Company and were specifically described herein and conveyed hereby.

PROVIDED that the following are not and are not intended to be now or hereafter granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, pledged, set over or confirmed hereunder and are hereby expressly excepted from the lien and operation of this Fifty-second Supplemental Indenture and from the lien and operation of the Mortgage, viz.: (1) cash, shares of stock and obligations (including bonds, notes and other securities) not hereafter specifically pledged, paid, deposited or delivered under the Mortgage or covenanted so to be; (2) merchandise, equipment, materials or supplies held for the purpose of sale in the usual course of business and fuel, oil and similar materials and supplies consumable in the operation of any properties of the Company; vehicles and automobiles; (3) bills, notes and accounts receivable, and all contracts, leases and operating agreements not specifically pledged under the Mortgage or covenanted so to be; and (4) electric energy, and other materials or products generated, manufactured, produced or purchased by the Company for sale, distribution or use in the ordinary course of its business; provided, however, that the property and rights expressly excepted from the lien and operation of the Mortgage and this Fifty-second Supplemental Indenture in the above subdivisions (2) and (3) shall (to the extent permitted by law) cease to be so excepted in the event that either or both of the Trustees or a receiver

or trustee shall enter upon and take possession of the Mortgaged and Pledged Property in the manner provided in Article XII of the Mortgage by reason of the occurrence of a Default as defined in said Article XII.

THERE is expressly excepted from the lien of the Mortgage and from the lien hereof all property of the Company located in the State of Missouri now owned or hereafter acquired unless such property in the State of Missouri shall be subjected to the lien of the Mortgage by an indenture or indentures supplemental thereto, pursuant to authorization by the Board of Directors of the Company.

TO HAVE AND TO HOLD all such properties, real, personal and mixed, granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, pledged, set over or confirmed by the Company as aforesaid, or intended so to be, unto the Trustees, their successors and assigns forever.

IN TRUST NEVERTHELESS, for the same purposes and upon the same terms, trusts and conditions and subject to and with the same provisos and covenants as are set forth in the Mortgage, as supplemented, this Fifty-second Supplemental Indenture being supplemental thereto.

AND IT IS HEREBY COVENANTED by the Company that all the terms, conditions, provisos, covenants and provisions contained in the Mortgage, as supplemented, shall affect and apply to the property hereinbefore described and conveyed and to the estate, rights, obligations and duties of the Company and Trustees and the beneficiaries of the trust with respect to said property, and to the Trustees and their successors as Trustees of said property in the same manner and with the same effect as if the said property had been owned by the Company at the time of the execution of the Mortgage, and had been specifically and at length described in and conveyed to the Trustees by the Mortgage as a part of the property therein stated to be conveyed.

The Company further covenants and agrees to and with the Trustees and their successors in said trust under the Mortgage, as follows:

ARTICLE I

FIFTY-EIGHTH SERIES OF BONDS

SECTION 1. (I) There shall be a series of bonds designated "Burlington Series 2008 due 2031" (herein sometimes referred to as the "Fifty-eighth Series"), each of which shall also bear the descriptive title, First Mortgage Bond, and the form thereof, which is established by Resolution of the Board of Directors of the Company, shall contain suitable provisions with respect to the matters hereinafter in this Article I specified. Bonds of the Fifty-eighth Series shall be limited to \$50,000,000 in aggregate principal amount, except as provided in Section 16 of the Mortgage, shall mature on June 1, 2031, and shall be issued as fully registered bonds in denominations of Five Thousand Dollars and in any multiple or multiples of Five Thousand Dollars. Bonds of the Fifty-eighth Series shall bear interest from time to time at a rate equal to the interest rate then borne by the City of Burlington, Kansas, Pollution Control Refunding Revenue Bonds (Kansas Gas and Electric Company Project), Series 2008 (hereinafter referred to as the "Burlington Bonds Series 2008"), issued under the Indenture of Trust, dated as of August 1, 2008 (hereinafter referred to as the "Burlington Indenture"), of the City of Burlington, Kansas, which rate shall initially be 5.60% per annum, payable at the same times as interest is payable on the Burlington Bonds Series 2008, the first payment to be made on December 1, 2008 for the period from August 26, 2008 to, but not including, December 1, 2008. The principal of and interest on bonds of the Fifty-eighth Series shall be payable at the office or agency of the Company in the Borough of Manhattan, The City of New York, in such coin or currency of the United States of America as at the time of payment is legal tender for public and private debts. Bonds of the Fifty-eighth Series shall be dated as in Section 10 of the Mortgage provided.

(II) Upon the redemption, in whole or in part, of the Burlington Bonds Series 2008, bonds of the Fifty-eighth Series shall be redeemed in whole or in like part. To effect the redemption of bonds of the Fifty-eighth Series, the trustee under the Burlington Indenture (hereinafter referred to as the "Burlington Trustee") shall deliver to the Corporate Trustee (and mail a copy thereof to the Company) a written demand (hereinafter referred to as a "Burlington Redemption Demand") for the redemption of bonds of the Fifty-eighth Series equal in principal amount to the principal amount of the Burlington Bonds Series 2008 to be

redeemed. The Burlington Redemption Demand shall be signed by the President, a Vice President, an Assistant Vice President or a Trust Officer of the Burlington Trustee and shall state: (1) the aggregate principal amount of the Burlington Bonds Series 2008 then outstanding under the Burlington Indenture; (2) the principal amount of the Burlington Bonds Series 2008 to be redeemed; (3) the interest thereon and premium, if any, to be payable on the redemption date; (4) the redemption date and that notice thereof has been given as required in the Burlington Indenture; (5) that the Corporate Trustee is thereby instructed to call for redemption bonds of the Fifty-eighth Series equal in principal amount to the principal amount of the Burlington Bonds Series 2008 specified in (2) above and on the same date and at the same price as the Burlington Bonds Series 2008. The Burlington Redemption Demand shall also contain a waiver of notice of such redemption by the Burlington Trustee, as holder of all bonds of the Fifty-eighth Series then outstanding. The Corporate Trustee may conclusively presume the statements contained in the Burlington Redemption Demand to be correct. Redemption of the bonds of the Fifty-eighth Series shall be at the principal amount of the bonds to be redeemed, together with premium, if any, and the accrued interest to the redemption date, and such amount shall become and be due and payable on the redemption date.

If the Burlington Trustee has declared the principal of and accrued interest on the Burlington Bonds Series 2008 to be immediately due and payable pursuant to Section 7.2 of the Burlington Indenture as a result of an Event of Default under Section 7.1 of the Burlington Indenture (except 7.1(f) thereof), and if the Burlington Trustee shall deliver to the Corporate Trustee (and mail a copy thereof to the Company) a written demand (hereinafter referred to as a "Burlington Bonds Acceleration Notice") for the immediate redemption of bonds of the Fifty-eighth Series in whole, the bonds of the Fifty-eighth Series shall be immediately redeemed at the principal amount thereof and accrued interest thereon. The Burlington Bonds Acceleration Notice shall be signed by the President, a Vice President, an Assistant Vice President or a Trust Officer of the Burlington Trustee and shall state: (1) the aggregate principal amount of the Burlington Bonds Series 2008 then outstanding under the Burlington Indenture; (2) that the entire principal amount of the Burlington Bonds Series 2008 has been declared by the Burlington Trustee to be immediately due and payable pursuant to Section 7.2 of the Burlington Indenture; (3) that the Corporate Trustee is thereby instructed to call for immediate redemption bonds of the Fifty-eighth Series in whole; and (4) that the Burlington Trustee, as holder of all bonds of the Fifty-eighth Series, waives notice of such redemption.

The Company hereby covenants that if a Burlington Redemption Demand or a Burlington Bonds Acceleration Notice shall be delivered to the Corporate Trustee, the Company subject to subdivision (III) of this Article I, will deposit, on or before the redemption date, with the Corporate Trustee, in accordance with Article X of the Mortgage, an amount in cash sufficient to redeem the bonds of the Fifty-eighth Series so called for redemption.

The bonds of the Fifty-eighth Series shall not be subject to redemption prior to maturity except as provided in this Section (I) II.

(III) All bonds of the Fifty-eighth Series shall be issued and pledged by the Company with the Burlington Trustee to secure the payment of the principal of, interest on the Burlington Bonds Series 2008. The obligation of the Company to make payments with respect to the principal of and interest on bonds of the Fifty-eighth Series shall be fully or partially, as the case may be, satisfied and discharged to the extent that, at the time that any such payment shall be due, the then due principal of and interest on the Burlington Bonds Series 2008 shall have been fully or partially paid, or there shall be in the Bond Fund established pursuant to the Burlington Indenture sufficient available funds to fully or partially pay the then due principal of and interest on the Burlington Bonds Series 2008. The Corporate Trustee may conclusively presume that the obligation of the Company to make payments with respect to the principal of and interest on bonds of the Fifty-eighth Series shall have been fully satisfied and discharged unless and until the Corporate Trustee shall have received a written notice from the Burlington Trustee, signed by its President, a Vice President, or a Trust Officer, stating (i) that timely payment of the principal of or interest on the Burlington Bonds Series 2008 required to be made by the Company has not been made, (ii) that there are not sufficient available funds held in the Bond Fund to make such payment and (iii) the amount of funds, in addition to available funds held in the Bond Fund, required to make such payment. For the avoidance of doubt, notwithstanding anything to the contrary provided in the Mortgage, the Company shall not be obligated to make interest payments on overdue interest or principal to the extent such payments are not contemplated in the Burlington Indenture.

(IV) At the option of the registered owner, any bonds of the Fifty-eighth Series, upon surrender thereof, for cancellation, at the office or agency of the Company in the Borough of Manhattan, The City of New York, shall be exchangeable for a like aggregate principal amount of bonds of the same series of other authorized denominations. The bonds of the Fifty-eighth Series may bear such legends as may be necessary to comply with any law or with any rules or regulations made pursuant thereto or with the rules or regulations of any stock exchange or to conform to usage with respect thereto.

(V) Bonds of the Fifty-eighth Series shall be transferable upon the surrender thereof, for cancellation, together with a written instrument of transfer in form approved by the registrar duly executed by the registered owner or by his duly authorized attorney, at the office or agency of the Company in the Borough of Manhattan, The City of New York.

(VI) The Company may deliver to the Burlington Trustee in substitution for any bonds of the Fifty-eighth Series, mortgage bonds or other similar instruments of the Company or any successor entity, whether by merger, combination or acquisition of all or substantially all of the assets of the Company, or otherwise, issued under the Mortgage in the event of a reallocation of the Burlington Bonds Series 2008 in connection with a change in Mode as provided in Section 2.1 of the Burlington Indenture or under a mortgage and deed of trust or similar instrument of the Company or any successor entity, in each case, in like principal amount of like term and bearing interest from time to time at a rate equal to the interest rate then borne by the Burlington Bonds Series 2008 (such substituted bonds hereinafter being referred to as the "Substituted Mortgage Bonds"). The Substituted Mortgage Bonds may only be delivered to the Burlington Trustee upon receipt by the Burlington Trustee of (i) if not delivered under the Mortgage, a letter from Moody's (as hereinafter defined), dated within ten days prior to the date of delivery of the Substituted Mortgage Bonds, stating that its rating of the Substituted Mortgage Bonds is at least equal to its then current rating on the bonds of the Fifty-eighth Series, (ii) if not delivered under the Mortgage, a letter from S&P (as hereinafter defined), dated within ten days prior to the date of delivery of the Substituted Mortgage Bonds, stating that its rating of the Substituted Mortgage Bonds is at least equal to its then current rating on the bonds of the Fifty-eighth Series, (iii) an opinion of counsel which may be in-house counsel or counsel to the Company or any successor entity, to the effect that the Substituted Mortgage Bonds shall have been duly and validly authorized, executed, authenticated, and delivered and shall constitute the valid, legally binding and enforceable obligations of the Company or any successor entity enforceable in accordance with their terms, except as limited by bankruptcy, insolvency or other laws affecting the enforcement of mortgagees' and other creditors' rights and shall be entitled to the benefit of the Mortgage or the mortgage and deed of trust or similar instrument pursuant to which they shall have been issued, (iv) an opinion of Bond Counsel, as defined in the Burlington Indenture, to the effect that the substitution of the Substituted Mortgage Bonds will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Burlington Bonds Series 2008 and (v) such other certificates and documents with respect to the issuance and delivery of the Substituted Mortgage Bonds as may be required by law or as the Burlington Trustee may reasonably request.

"Moody's" means Moody's Investor Services, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and their assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency selected by the Company.

"S&P" means Standard & Poor's Ratings Services, a division of The McGraw Hill Companies, Inc., duly organized and existing under and by virtue of the laws of the State of New York, and its successors and assigns, except that if such rating agency shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "S&P" shall be deemed to refer to any other nationally recognized securities rating agency selected by the Company.

ARTICLE II

AMENDMENTS TO THE MORTGAGE AND RESERVATION OF RIGHTS

SECTION 1. The Company reserves the right, subject to appropriate action, but without any consent or other action by holders of Bonds of the Fifty-eighth Series, or of any subsequent series of bonds, to

clarify the ability of the Company to issue variable rate bonds under the Mortgage, notwithstanding any provision of the Mortgage to the contrary. The Company may make such other amendments to the Mortgage as may be necessary or desirable in the opinion of the Company to effect the foregoing.

SECTION 2. The Company reserves the right, subject to appropriate action, but without any consent or other action by holders of Bonds of the Fifty-eighth Series, or of any subsequent series of bonds, to amend the Mortgage to eliminate the requirements for the provision by the Company of a Net Earning Certificate by deleting Section 27, Section 28(6) and Section 30(3) and deleting the following language from the end of Section 26: "and, in case the bonds are to be authenticated and delivered under the provisions of the next preceding paragraph of this Section by reason of an increase in the aggregate principal amount of bonds authenticated and delivered under this Indenture having increased the aggregate principal amount of bonds which may be authenticated and delivered within the limitations prescribed by this Section, a Net Earning Certificate showing the Net Earnings of the Company to be as required by Section 27 hereof." The Company may make such other amendments to the Mortgage as may be necessary or desirable in the opinion of the Company to effect the foregoing.

SECTION 3. The Company reserves the right, subject to appropriate action, but without any consent or other action by holders of Bonds of the Fifty-eighth Series, or of any subsequent series of bonds, to amend the Mortgage to add the following new section:

"This Indenture shall be deemed to be a contract made under the laws of the State of Kansas and for all purposes shall be construed in accordance with the laws of the State of Kansas, without regard to conflicts of laws principles thereof."

SECTION 4. The Company reserves the right, subject to appropriate action, but without any consent or other action by holders of Bonds of the Fifty-eighth Series, or of any subsequent series of bonds, to amend the Mortgage to:

(I) Simplify the provisions for release of obsolete property, de minimis property releases and substitution of property and unfunded property;

(II) Permit additional terms of bonds or forms of bond in supplemental indentures, including terms for uncertificated and global securities and medium-term notes;

(III) Make any changes necessary to conform the Mortgage with the requirements of the Trust Indenture Act;

(IV) Eliminate the requirement to have an individual trustee under the Mortgage; and

(V) Replace the phrase "two and one-half (2 1/2)" in Section 27 of the Mortgage with "two (2)".

ARTICLE III

MISCELLANEOUS PROVISIONS

SECTION 1. All Bonds of the Fifty-eighth Series acquired by the Company shall forthwith be delivered to the Corporate Trustee for cancellation.

SECTION 2. Subject to the amendments provided for in this Fifty-second Supplemental Indenture, the terms defined in the Mortgage, as heretofore supplemented, shall, for all purposes of this Fifty-second Supplemental Indenture, have the meanings specified in the Mortgage, as heretofore supplemented.

SECTION 3. The Trustees hereby accept the trusts herein declared, provided, created or supplemented and agree to perform the same upon the terms and conditions set forth herein and in the Mortgage, as heretofore amended and supplemented, and upon the following terms and conditions:

The Trustees shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Fifty-second Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made by the Company solely. In general, each and every term and condition contained in Article XVI of the Mortgage, as heretofore amended and supplemented, shall apply to and form part of this Fifty-second Supplemental Indenture with the same force and effect as if the same were herein set forth in full with such omissions, variations and insertions, if any, as may be appropriate to make the same conform to the provisions of this Fifty-second Supplemental Indenture.

SECTION 4. Subject to the provisions of Article XV and Article XVI of the Mortgage, as heretofore amended and supplemented, whenever in this Fifty-second Supplemental Indenture any of the parties hereto is named or referred to, this shall be deemed to include the successors or assigns of such party, and all the covenants and agreements in this Fifty-second Supplemental Indenture contained by or on behalf of the Company or by or on behalf of the Trustees shall bind and inure to the benefit of the respective successors and assigns of such parties whether so expressed or not.

SECTION 5. Nothing in this Fifty-second Supplemental Indenture, expressed or implied, is intended, or shall be construed, to confer upon, or to give to, any person, firm or corporation, other than the parties hereto and the holders of the bonds and coupons Outstanding under the Mortgage, any right, remedy or claim under or by reason of this Fifty-second Supplemental Indenture or any covenant, condition, stipulation, promise or agreement hereof, and all the covenants, conditions, stipulations, promises and agreements in this Fifty-second Supplemental Indenture contained by or on behalf of the Company shall be for the sole and exclusive benefit of the parties hereto, and of the holders of the bonds and of the coupons Outstanding under the Mortgage.

SECTION 6. This Fifty-second Supplemental Indenture shall be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, KANSAS GAS AND ELECTRIC COMPANY has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by Mark A. Ruelle, Vice President and Treasurer, and its corporate seal to be attested by Larry D. Irick, its Secretary for and on its behalf, The Bank of New York Mellon Trust Company, N.A. has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by one of its duly authorized officers and its corporate seal to be attested by one of its Assistant Secretaries for and on its behalf, and Judith L. Bartolini has hereunto set her hand and all as of the day and year first above written.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

KANSAS GAS AND ELECTRIC COMPANY

By: /s/ Mark A. Ruelle
Mark A. Ruelle
Vice President and Treasurer

Attest:

/s/ Larry D. Irick
Larry D. Irick
Secretary

(corporate seal)

Executed, sealed and delivered by
KANSAS GAS AND ELECTRIC COMPANY,
in the presence of:

/s/ Cynthia S. Couch

/s/ Peter L. Sumners

THE BANK OF NEW YORK MELLON TRUST COMPANY,
N.A., as Trustee

By: /s/ D.G. Donovan
D.G. Donovan
Vice President

Attest:

(corporate seal)

/s/ L. Garcia
L. Garcia
Vice President

/s/ Judith L. Bartolini
(Judith L. Bartolini)

Executed, sealed and delivered by
THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.
and JUDITH L. BARTOLINI, in the
presence of:

/s/ M. Callahan

/s/ Robert Cafarelli

STATE OF KANSAS)
 : ss.:
COUNTY OF SEDGWICK)

BE IT REMEMBERED, that on this 26th day of August, A.D. 2008, before me, the undersigned, a Notary Public within and for the County and State aforesaid, came Mark A. Ruelle, the Vice President and Treasurer of KANSAS GAS AND ELECTRIC COMPANY, a corporation duly organized, incorporated and existing under the laws of the State of Kansas, who is personally known to me to be such officer, and who is personally known to me to be the same person who executed, as such officer, the within instrument of writing, and such person duly acknowledged the execution of the same to be the act and deed of said corporation and that said instrument of writing was so executed by order of the Board of Directors of said corporation.

On this 26th day of August, 2008, before me appeared Larry D. Irick, to me personally known, who being by me duly sworn did say that he is the Secretary of KANSAS GAS AND ELECTRIC COMPANY, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Larry D. Irick acknowledged said instrument to be the free act and deed of said corporation.

On the 26th day of August in the year 2008, before me personally appeared Mark A. Ruelle to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Treasurer of KANSAS GAS AND ELECTRIC COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Mark A. Ruelle acknowledged said instrument to be the free act and of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year above written.

/s/ Patti Beasley

(notary seal)

NOTARY PUBLIC - STATE OF KANSAS
MY APPOINTMENT EXPIRES - - 11/18/08

STATE OF ILLINOIS)
 : ss.:
COUNTY OF COOK)

On this 20th day of August in the year 2008, before me, the undersigned, a Notary Public in and for the State of Illinois, in the County of Cook, personally appeared and came Judith L. Bartolini, to me known and known to me to be the person described in and who executed the within and foregoing instrument and whose name is subscribed thereto and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year in this certificate first above written.

/s/ Judith Meadors

NOTARY PUBLIC, STATE OF ILLINOIS

COMMISSION EXPIRES 1/7/12

(notary seal)

KANSAS GAS AND ELECTRIC COMPANY

TO

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
(successor to BNY Midwest Trust Company)

and

JUDITH L. BARTOLINI
(successor to W. A. Spooner, Henry A. Theis, Oliver R. Brooks,
Wesley L. Baker, Edwin F. McMichael and R. Amundsen)

as Trustees under Kansas Gas and Electric Company's
Mortgage and Deed of Trust, Dated as of April 1, 1940

FIFTY-THIRD SUPPLEMENTAL INDENTURE

Providing, among other things, for

First Mortgage Bonds, Burlington Series 2008A Due 2031

Dated as of October 1, 2008

FIFTY-THIRD SUPPLEMENTAL INDENTURE

INDENTURE, dated as of October 1, 2008, between KANSAS GAS AND ELECTRIC COMPANY, a corporation of the State of Kansas (formerly named KCA Corporation and successor by merger to Kansas Gas and Electric Company, a corporation of the State of Kansas, hereinafter sometimes called the "Company-Kansas"), whose post office address is 120 East First Street, Wichita, Kansas 67202 (hereinafter sometimes called the "Company"), and The Bank of New York Mellon Trust Company, N.A., a national banking association, whose post office address is 2 North LaSalle Street, Suite 1020, Chicago, Illinois 60602 (successor to BNY Midwest Trust Company (the "Corporate Trustee")), and JUDITH L. BARTOLINI (successor to W.A. Spooner, Henry A. Theis, Oliver R. Brooks, Wesley L. Baker, Edwin F. McMichael and R. Amundsen, and being hereinafter sometimes called the "Individual Trustee"), whose post office address is 2 North LaSalle Street, Suite 1020, Chicago, Illinois 60602 (the Corporate Trustee and the Individual Trustee being hereinafter together sometimes called the "Trustees"), as Trustees under the Mortgage and Deed of Trust, dated as of April 1, 1940 (hereinafter called the "Mortgage"), which Mortgage was executed and delivered by Kansas Gas and Electric Company, a corporation of the State of West Virginia to which the Company-Kansas was successor by merger (hereinafter sometimes called the "Company-West Virginia"), to secure the payment of bonds issued or to be issued under and in accordance with the provisions of the Mortgage, reference to which Mortgage is hereby made, this Indenture (hereinafter sometimes called the "Fifty-third Supplemental Indenture") being supplemental thereto;

WHEREAS, the Company-West Virginia caused the Mortgage to be filed for record as a mortgage of real property and as a chattel mortgage in the offices of the Registers of Deeds in various counties in the State of Kansas, and on April 25, 1940 paid to the Register of Deeds of Sedgwick County, Kansas, that being the County in which the Mortgage was first filed for record, the sum of \$40,000 in payment of the Kansas mortgage registration tax as provided by Section 79-3101 *et seq.*, General Statutes of Kansas 1935; and

WHEREAS, by the Mortgage, the Company-West Virginia covenanted that it would execute and deliver such supplemental indenture or indentures and such further instruments and do such further acts as might be necessary or proper to carry out more effectually the purposes of the Mortgage and to make subject to the lien of the Mortgage any property thereafter acquired, intended to be subject to the lien thereof; and

WHEREAS, an instrument, dated May 31, 1949, was executed by the Company-West Virginia appointing Oliver R. Brooks as Individual Trustee in succession to said Henry A. Theis, resigned, under the Mortgage, and by Oliver R. Brooks accepting the appointment as Individual Trustee under the Mortgage in succession to said Henry A. Theis, which instrument was filed for record in the offices of the Registers of Deeds in various counties in the State of Kansas; and

WHEREAS, an instrument, dated March 3, 1958, was executed by the Company-West Virginia appointing Wesley L. Baker as Individual Trustee in succession to said Oliver R. Brooks, resigned, under the Mortgage, and by Wesley L. Baker accepting the appointment as Individual Trustee under the Mortgage in succession to said Oliver R. Brooks, which instrument was filed for record in the offices of the Registers of Deeds in various counties in the State of Kansas; and

WHEREAS, an instrument, dated November 20, 1969, was executed by the Company-West Virginia appointing Edwin F. McMichael as Individual Trustee in succession to said Wesley L. Baker, resigned, under the Mortgage, and by Edwin F. McMichael accepting the appointment as Individual Trustee under the Mortgage in succession to said Wesley L. Baker, which instrument was filed for record in the offices of the Registers of Deeds in various counties in the State of Kansas; and

WHEREAS, by the Twenty-seventh Supplemental Indenture mentioned below, the Company-Kansas, among other things, appointed R. Amundsen as Individual Trustee in succession to said Edwin F. McMichael, resigned, under the Mortgage, and by R. Amundsen accepting the appointment as Individual Trustee under the Mortgage in succession to said Edwin F. McMichael; and

WHEREAS, by the Thirty-second Supplemental Indenture mentioned below, the Company-Kansas, among other things, appointed W. A. Spooner as Individual Trustee in succession to said R. Amundsen, resigned, under the Mortgage, and by W. A. Spooner accepting the appointment as Individual Trustee under the Mortgage in succession to said R. Amundsen; and

WHEREAS, by the Fortieth Supplemental Indenture mentioned below, the Company-Kansas, among other things, appointed Judith L. Bartolini as Individual Trustee in succession to said W.A. Spooner resigned, under the Mortgage, and by Judith L. Bartolini accepting the appointment as Individual Trustee under the Mortgage in succession to said W.A. Spooner; and

WHEREAS, the Company-West Virginia executed and delivered to the Trustees a First Supplemental Indenture, dated as of June 1, 1942 (which supplemental indenture is hereinafter sometimes called the "First Supplemental Indenture"); and

WHEREAS, the Company-West Virginia caused the First Supplemental Indenture to be filed for record as a mortgage of real property and as a chattel mortgage in the offices of the Registers of Deeds in various counties in the State of Kansas, but paid no mortgage registration tax in connection with the recordation of the First Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-West Virginia executed and delivered to the Trustees the following supplemental indentures:

<u>Designation</u>	<u>Dated as of</u>
Second Supplemental Indenture	March 1, 1948
Third Supplemental Indenture	December 1, 1949
Fourth Supplemental Indenture	June 1, 1952
Fifth Supplemental Indenture	October 1, 1953
Sixth Supplemental Indenture	March 1, 1955
Seventh Supplemental Indenture	February 1, 1956
Eighth Supplemental Indenture	January 1, 1961
Ninth Supplemental Indenture	May 1, 1966
Tenth Supplemental Indenture	March 1, 1970
Eleventh Supplemental Indenture	May 1, 1971
Twelfth Supplemental Indenture	March 1, 1972

which supplemental indentures are hereinafter sometimes called the Second through Twelfth Supplemental Indentures, respectively; and

WHEREAS, the Company-West Virginia caused the Second through Eighth Supplemental Indentures to be filed for record as a mortgage of real property and as a chattel mortgage in the offices of the Registers of Deeds in various counties in the State of Kansas, and caused the Ninth through Twelfth Supplemental Indentures to be filed for record as a mortgage of real property in the offices of the Registers of Deeds in various counties in the State of Kansas and as a chattel mortgage in the Office of the Secretary of State of Kansas, and on the following dates paid to the Register of Deeds of Sedgwick County, Kansas, that being the County in which the Second through Twelfth Supplemental Indentures were first filed for record as a mortgage of real property, the following amounts:

<u>Date</u>	<u>Amount</u>
March 30, 1948	\$12,500
December 7, 1949	7,500
June 17, 1952	30,000
October 21, 1953	25,000
March 22, 1955	25,000
March 5, 1956	17,500
January 24, 1961	17,500
May 17, 1966	40,000
March 10, 1970	87,500
May 19, 1971	87,500
March 23, 1972	62,500

such amounts being in payment of the Kansas mortgage registration tax as provided by the then currently applicable sections of the statutes of the State of Kansas in effect on those dates; and

WHEREAS, the Company-West Virginia was merged into the Company-Kansas on May 31, 1973; and

WHEREAS, in order to evidence the succession of the Company-Kansas to the Company-West Virginia and the assumption by the Company-Kansas of the covenants and conditions of the Company-West Virginia in the bonds and in the Mortgage contained, and to enable the Company-Kansas to have and exercise the powers and rights of the Company-West Virginia under the Mortgage in accordance with the terms thereof, the Company-Kansas executed and delivered to the Trustees a Thirteenth Supplemental Indenture, dated as of May 31, 1973 (which supplemental indenture is hereinafter sometimes called the "Thirteenth Supplemental Indenture"); and

WHEREAS, the Company-Kansas caused the Thirteenth Supplemental Indenture to be filed for record as a mortgage of real property in the offices of the Registers of Deeds in various counties in the State of Kansas and as a chattel mortgage in the Office of the Secretary of State of Kansas, but paid no mortgage registration tax in connection with the recordation of the Thirteenth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas executed and delivered to the Trustees the following supplemental indentures:

<u>Designation</u>	<u>Dated as of</u>
Fourteenth Supplemental Indenture	July 1, 1975
Fifteenth Supplemental Indenture	December 1, 1975
Sixteenth Supplemental Indenture	September 1, 1976
Seventeenth Supplemental Indenture	March 1, 1977
Eighteenth Supplemental Indenture	May 1, 1977
Nineteenth Supplemental Indenture	October 1, 1977
Twentieth Supplemental Indenture	March 15, 1978
Twenty-first Supplemental Indenture	January 1, 1979
Twenty-second Supplemental Indenture	April 1, 1980
Twenty-third Supplemental Indenture	July 1, 1980
Twenty-fourth Supplemental Indenture	October 1, 1980
Twenty-fifth Supplemental Indenture	June 1, 1981
Twenty-sixth Supplemental Indenture	December 1, 1981
Twenty-seventh Supplemental Indenture	May 1, 1982
Twenty-eighth Supplemental Indenture	March 15, 1984
Twenty-ninth Supplemental Indenture	September 1, 1984
Thirtieth Supplemental Indenture	September 1, 1984
Thirty-first Supplemental Indenture	February 1, 1985
Thirty-second Supplemental Indenture	April 15, 1986
Thirty-third Supplemental Indenture	June 1, 1991
Thirty-fourth Supplemental Indenture	March 31, 1992
Thirty-fifth Supplemental Indenture	December 17, 1992
Thirty-sixth Supplemental Indenture	October 12, 1993
Thirty-seventh Supplemental Indenture	January 15, 1994
Thirty-eighth Supplemental Indenture	March 1, 1994
Thirty-ninth Supplemental Indenture	April 15, 1994
Fortieth Supplemental Indenture	June 28, 2000
Forty-first Supplemental Indenture	June 6, 2002
Forty-second Supplemental Indenture	March 12, 2004
Forty-third Supplemental Indenture	June 1, 2004
Forty-fourth Supplemental Indenture	May 6, 2005
Forty-fifth Supplemental Indenture	March 17, 2006
Forty-sixth Supplemental Indenture	June 1, 2006
Forty-seventh Supplemental Indenture	March 16, 2007
Forty-eighth Supplemental Indenture	July 10, 2007
Forty-ninth Supplemental Indenture	October 12, 2007
Fiftieth Supplemental Indenture	February 22, 2008
Fifty-first Supplemental Indenture	May 15, 2008
Fifty-second Supplemental Indenture	August 1, 2008

which supplemental indentures are hereinafter sometimes called the Fourteenth through Fifty-second Supplemental Indentures, respectively; and

WHEREAS, the Company-Kansas caused the Fourteenth Supplemental Indenture to be filed for record as a mortgage of real property in the offices of the Registers of Deeds in various counties in the State of Kansas and as a chattel mortgage in the Office of the Secretary of State of Kansas; and

WHEREAS, the Company-Kansas caused the Fifteenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on December 10, 1975, Film 169, page 363), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on December 10, 1975 and indexed as No. 325,911); and

WHEREAS, the Company-Kansas caused the Sixteenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on September 29, 1976, Film 21 1, page 363), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on September 29, 1976 and indexed as No. 363,835); and

WHEREAS, the Company-Kansas caused the Seventeenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 16, 1977, Film 234, page 492), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on March 1, 1977 and indexed as No. 384,759); and

WHEREAS, the Company-Kansas caused the Eighteenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on May 26, 1977, Film 246, page 655), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on May 26, 1977 and indexed as No. 394,573); and

WHEREAS, the Company-Kansas caused the Nineteenth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on August 31, 1977, Film 263, page 882), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on September 1, 1977 and indexed as No. 406,577); and

WHEREAS, the Company-Kansas caused the Twentieth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 29, 1978, Film 297, pages 635-656), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on March 30, 1978 and indexed as No. 434,072); and

WHEREAS, the Company-Kansas caused the Twenty-first Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on January 9, 1979, Film 345, page 648), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on January 10, 1979 and indexed as No. 470,851); and

WHEREAS, the Company-Kansas caused the Twenty-second Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on April 2, 1980, Film 413, page 1,468), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on April 3, 1980 and indexed as No. 533,415); and

WHEREAS, the Company-Kansas caused the Twenty-third Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on July 1, 1980, Film 425, page 1,003), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on July 2, 1980 and indexed as No. 546,185); and

WHEREAS, the Company-Kansas caused the Twenty-fourth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on August 28, 1980, Film 435, page 266), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on August 29, 1980 and indexed as No. 554,543); and

WHEREAS, the Company-Kansas caused the Twenty-fifth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 30, 1981, Film 483, page 1,512), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on June 30, 1981 and indexed as No. 601,270); and

WHEREAS, the Company-Kansas caused the Twenty-sixth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on December 30, 1981, Film 510, page 300), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on December 31, 1981 and indexed as No. 628,293); and

WHEREAS, the Company-Kansas caused the Twenty-seventh Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on May 6, 1982, Film 526, page 1,141), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on May 7, 1982 and indexed as No. 650,115); and

WHEREAS, the Company-Kansas caused the Twenty-eighth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 22, 1984, Film 645, page 1,524), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on March 23, 1984 and indexed as No. 796,449); and

WHEREAS, the Company-Kansas caused the Twenty-ninth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on September 5, 1984, Film 681, page 763), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on September 6, 1984 and indexed as No. 852,425); and

WHEREAS, the Company-Kansas caused the Thirtieth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on September 12, 1984, Film 682, page 1,087), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on September 13, 1984 and indexed as No. 854,284); and

WHEREAS, the Company-Kansas caused the Thirty-third Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 18, 1991, Film 1 177, page 0876), and as a security agreement in the Office of Secretary of State of Kansas (filed on June 18, 1991 and indexed as No. 1,693,446); and

WHEREAS, the Company-Kansas caused the Fortieth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 28, 2000, Film 2062, page 0053), and as a security agreement in the Office of Secretary of State of Kansas (filed on June 28, 2000, and indexed as No. 3756913); and

WHEREAS, the Company on the following dates paid to the Register of Deeds of Sedgwick County, Kansas, that being the County in which the Fourteenth through Thirtieth Supplemental Indentures, the Thirty-third Supplemental Indenture and the Fortieth Supplemental Indenture were first filed for record as a mortgage of real property, the following amounts:

<u>Date</u>	<u>Amount</u>
July 2, 1975	\$ 100,000
December 10, 1975	48,750
September 29, 1976	62,500
March 16, 1977	62,500
May 26, 1977	25,000
August 31, 1977	6,100
March 29, 1978	62,500
January 9, 1979	36,250
April 2, 1980	67,500
July 1, 1980	37,500
August 28, 1980	63,750
June 30, 1981	75,000
December 30, 1981	62,500
May 6, 1982	100,000
March 22, 1984	93,750
September 5, 1984	75,000
September 12, 1984	50,000
June 18, 1991	334,100
June 28, 2000	1,780,538.50

such amounts being in payment of the Kansas mortgage registration tax as provided by the then currently applicable sections of the statutes of the State of Kansas in effect on those dates; and

WHEREAS, the Company-Kansas caused the Thirty-first Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on February 1, 1985, Film 707, page 378), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on February 4, 1985 and indexed as No. 895,468), but paid no mortgage registration tax in connection with the recordation of the Thirty-first Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-second Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on April 16, 1986, Film 791, page 1,336), and as a chattel mortgage in the Office of the Secretary of State of Kansas (filed on April 17, 1986 and indexed as No. 1,048,212), but paid no mortgage registration tax in connection with the recordation of the Thirty-second Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, in order to evidence the succession of the Company to the Company-Kansas and the assumption by the Company of the covenants and conditions of the Company-Kansas in the bonds and in the Mortgage contained, and to enable the Company to have and exercise the powers and rights of the Company-Kansas under the Mortgage in accordance with the terms thereof, the Company executed and delivered to the Trustees a Thirty-fourth Supplemental Indenture, dated as of March 31, 1992 (which supplemental indenture is hereinafter sometimes called the "Thirty-fourth Supplemental Indenture"); and

WHEREAS, the Company-Kansas caused the Thirty-fourth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 31, 1992, Film 1236, page 987), and as a security agreement in the Office of Secretary of State of Kansas (filed on March 31, 1992 and indexed as No. 1,780,893), but paid no mortgage registration tax in connection with the recordation of the Thirty-fourth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company caused the Thirty-fifth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on December 16, 1992, Film 301, page 0104), and as a security agreement in the Office of Secretary of State of Kansas (filed on December 16, 1992 and indexed as No. 1,861,886), but paid no mortgage registration tax in connection with the recordation of the Thirty-fifth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-sixth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas

(filed on August 10, 1993, Film 1364, page 0515), and as a security agreement in the Office of Secretary of State of Kansas (filed on August 11, 1993 and indexed as No. 1,936,501), but paid no mortgage registration tax in connection with the recordation of the Thirty-sixth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-seventh Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on January 18, 1994, Film 1411, page 0710), and as a security agreement in the Office of Secretary of State of Kansas (filed on January 18, 1994 and indexed as No. 1,985,104), but paid no mortgage registration tax in connection with the recordation of the Thirty-seventh Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-eighth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on February 28, 1994, Film 1422, page 1046), and as a security agreement in the Office of Secretary of State of Kansas (filed on February 28, 1994 and indexed as No. 1,997,743), but paid no mortgage registration tax in connection with the recordation of the Thirty-eighth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Thirty-ninth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on April 27, 1994, Film 1440, page 855), and as a security agreement in the Office of Secretary of State of Kansas (filed on April 27, 1994 and indexed as No. 1,377,915), but paid no mortgage registration tax in connection with the recordation of the Thirty-ninth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-first Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 6, 2002, Film 2460, page 1), and as a security agreement in the office of Secretary of State of Kansas (filed on June 6, 2002, and indexed as No. 5264221), but paid no mortgage registration tax in connection with the recordation of the Forty-first Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-second Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 12, 2004, Film 2854, page 8731), and as a security agreement in the office of Secretary of State of Kansas (filed on March 12, 2004, and indexed as No. 5760673), but paid no mortgage registration tax in connection with the recordation of the Forty-second Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-third Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 10, 2004, Film and Page 28578510), and as a security agreement in the office of Secretary of State of Kansas (filed on June 10, 2004, and indexed as No. 5820311), but paid no mortgage registration tax in connection with the recordation of the Forty-third Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-fourth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on May 6, 2005, Film and Page 28671438), and as a security agreement in the office of Secretary of State of Kansas (filed on May 6, 2005, and indexed as No. 5981824), but paid no mortgage registration tax in connection with the recordation of the Forty-fourth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-fifth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 17, 2006, Film and Page 28764552), and as a security agreement in the office of Secretary of State of Kansas (filed on March 17, 2006, and indexed as No. 6122576), but paid no mortgage registration tax in connection with the recordation of the Forty-fifth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-sixth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on June 1, 2006, Film and Page 28785638), and as a security agreement in the office of Secretary of State of Kansas (filed on June 1, 2006, and indexed as No. 6168504), but paid no mortgage registration tax in connection with the recordation of the Forty-sixth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-seventh Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on March 16, 2007, Film and Page 28865277), and as a security agreement in the office of Secretary of State of Kansas (filed on March 16, 2007, and indexed as No. 6326219), but paid no mortgage registration tax in connection with the recordation of the Forty-seventh Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-eighth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on July 13, 2007, Film and Page 28899558), and as a security agreement in the office of Secretary of State of Kansas (filed on July 13, 2007, and indexed as No. 6385835), but paid no mortgage registration tax in connection with the recordation of the Forty-eighth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Forty-ninth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on October 12, 2007, Film and Page 28923805), and as a security agreement in the office of Secretary of State of Kansas (filed on October 12, 2007, and indexed as No. 6417307), but paid no mortgage registration tax in connection with the recordation of the Forty-ninth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Fiftieth Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on February 22, 2008, Film and Page 28953801), and as a security agreement in the office of Secretary of State of Kansas (filed on February 25, 2008, and indexed as No. 6458236), but paid no mortgage registration tax in connection with the recordation of the Fiftieth Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Fifty-first Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on May 15, 2008, Film and Page 28975775), and as a security agreement in the office of Secretary of State of Kansas (filed on May 15, 2008, and indexed as No. 6489843), but paid no mortgage registration tax in connection with the recordation of the Fifty-first Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-Kansas caused the Fifty-second Supplemental Indenture to be filed for record as a mortgage of real property in the office of the Register of Deeds of Sedgwick County, Kansas (filed on August 26, 2008, Film and Page 29002339), and as a security agreement in the office of Secretary of State of Kansas (filed on August 26, 2008, and indexed as No. 6521686, and refiled on October 2, 2008, and indexed as No. 6533509), but paid no mortgage registration tax in connection with the recordation of the Fifty-second Supplemental Indenture, no such tax having been payable in connection with such recordation; and

WHEREAS, the Company-West Virginia, the Company-Kansas or the Company has from time to time caused to be filed in the respective offices of the above-mentioned Registers of Deeds and Secretary of State affidavits executed by the Trustees under the Mortgage, preserving and continuing the lien thereof either as a chattel mortgage in accordance with the provisions of K.S.A. 58-303 (Section 58-303 of the General Statutes of Kansas 1935) or as a security agreement under the provisions of K.S.A. 84-9-401 *et seq.*; and

WHEREAS, in addition to the aforesaid filings for record in the respective offices of the above-mentioned Registers of Deeds, the Company-West Virginia, the Company-Kansas or the Company has filed copies of the Mortgage and the First through Fifty-second Supplemental Indentures, certified as true by it, with the Secretary of State of Kansas; and

WHEREAS, the Company-West Virginia, the Company-Kansas or the Company has heretofore issued, in accordance with the provisions of the Mortgage, as heretofore supplemented, the following series of First Mortgage Bonds:

<u>Series</u>	<u>Principal Amount Issued</u>	<u>Principal Amount Outstanding</u>
3 ³ / ₈ % Series due 1970	\$16,000,000	None
3 ¹ / ₈ % Series due 1978	5,000,000	None
2 ³ / ₄ % Series due 1979	3,000,000	None
3 ³ / ₈ % Series due 1982	12,000,000	None
3 ⁵ / ₈ % Series due 1983	10,000,000	None
3 ³ / ₈ % Series due 1985	10,000,000	None
3 ³ / ₈ % Series due 1986	7,000,000	None
4 ⁵ / ₈ % Series due 1991	7,000,000	None
5 ⁵ / ₈ % Series due 1996	16,000,000	None
8 ¹ / ₂ % Series due 2000	35,000,000	None
8 ¹ / ₈ % Series due 2001	35,000,000	None
7 ³ / ₈ % Series due 2002	25,000,000	None
9 ⁵ / ₈ % Series due 2005	40,000,000	None
6% Series due 1985	7,000,000	None
7 ³ / ₄ % Series due 2005	12,500,000	None
8 ³ / ₈ % Series due 2006	25,000,000	None
8 ¹ / ₂ % Series due 2007	25,000,000	None
6% Series due 2007	10,000,000	None
5 ⁷ / ₈ % Series due 2007	21,940,000	None
8 ⁷ / ₈ % Series due 2008	30,000,000	None
6.80% Series due 2004	14,500,000	None
16 ¹ / ₄ % Series due 1987	30,000,000	None

<u>Series</u>	<u>Principal Amount Issued</u>	<u>Principal Amount Outstanding</u>
6 ¹ / ₂ % Series due 1983	15,000,000	None
7 ¹ / ₄ % Series due 1983	25,500,000	None
14 ⁷ / ₈ % Series due 1987-1991	30,000,000	None
16% Series due 1996	25,000,000	None
15 ³ / ₄ % Series due 1989	40,000,000	None
13 ¹ / ₂ % Series due 1989	100,000,000	None
14.05% Series due 1991	30,000,000	None
14 ¹ / ₈ % Series due 1991	20,000,000	None
10 ⁷ / ₈ % Series due 1987	30,000,000	None
9 ³ / ₄ % Series due 2016	50,000,000	None
7.00% Series A due 2031	18,900,000	None

7.00% Series B due 2031	308,600,000	None
7.60% Series due 2003	135,000,000	None
6 1/2% Series due 2005	65,000,000	None
6.20% Series due 2006	100,000,000	None
5.10% Series due 2023	13,462,500	13,462,500
7 1/2% Series A due 2032	14,500,000	14,500,000
7 1/2% Series B due 2027	21,940,000	21,940,000
7 1/2% Series C due 2032	10,000,000	10,000,000
9 1/2% Series due 2003	702,200,000	None
8% Series due 2005	735,000,000	None
3 1/2% Series due in 2007	300,000,000	None
5.30% Series due 2031	18,900,000	18,900,000
5.30% Series A due 2031	108,600,000	108,600,000
2.65% Series B due 2031	100,000,000	None
Variable Rate Series C due 2031	100,000,000	100,000,000*
4.60% Series due 2010	350,000,000	None
5.57% Series due 2011	500,000,000	None
Burlington Series 2004B-1 due 2031	50,000,000	50,000,000
5.57% Series due 2012	500,000,000	None
6.53% Series due 2037	175,000,000	175,000,000
5.57% Series due 2012	750,000,000	750,000,000
6.15% Series A due 2023	50,000,000	50,000,000
6.64% Series B due 2038	100,000,000	100,000,000
Burlington Series 2008 due 2031	50,000,000	50,000,000

* Upon issuance of the bonds of the Fifty-ninth Series pursuant to this Supplemental Indenture, \$50,000,000 of the Variable Rate Series C due 2031 will be retired and \$50,000,000 of the Variable Rate Series C due 2031 will remain outstanding under the Indenture.

hereinafter sometimes called Bonds of the First through Fifty-eighth Series; and

WHEREAS, Section 8 of the Mortgage provides that the form of each series of bonds (other than the First Series) issued thereunder and of the coupons to be attached to the coupon bonds of such series shall be established by Resolution of the Board of Directors of the Company and that the form of such series, as established by said Board of Directors, shall specify the descriptive title of the bonds and various other terms thereof, and may also contain such provisions not inconsistent with the provisions of the Mortgage as the Board of Directors may, in its discretion, cause to be inserted therein expressing or referring to the terms and conditions upon which such bonds are to be issued and/or secured under the Mortgage; and

WHEREAS, Section 120 of the Mortgage provides, among other things, that any power, privilege or right expressly or impliedly reserved to or in any way conferred upon the Company by any provision of the Mortgage whether such power, privilege or right is in any way restricted or is unrestricted, may be in whole or in part waived or surrendered or subjected to any restriction if at the time unrestricted or to additional restriction if already restricted, and the Company may enter into any further covenants, limitations or restrictions for the benefit of any one or more series of bonds issued thereunder, or the Company may cure any ambiguity contained therein or in any supplemental indenture, or may establish the terms and provisions of any series of bonds other than said First Series, by an instrument in writing executed and acknowledged by the Company in such manner as would be necessary to entitle a conveyance of real estate to record in all of the states in which any property at the time subject to the lien of the Mortgage shall be situated; and

WHEREAS, the Company now desires to create a new series of bonds; and

WHEREAS, the execution and delivery by the Company of this Fifty-third Supplemental Indenture, and the terms of the Bonds of the Fifty-ninth Series, hereinafter referred to, have been duly authorized by the Board of Directors of the Company by appropriate Resolutions of said Board of Directors;

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

That Kansas Gas and Electric Company, in consideration of the premises and of One Dollar (\$1) to it duly paid by the Trustees at or before the enrolling and delivery of these presents, the receipt whereof is hereby acknowledged, and in further evidence of assurance of the estate, title and rights of the Trustees and in order further to secure the payment both of the principal of and interest and premium, if any, on the bonds from time to time issued under the Mortgage, according to their tenor and effect and the performance of all the provisions of the Mortgage (including any instruments supplemental thereto and any modification made as in the Mortgage provided) and of said bonds, hereby grants, bargains, sells, releases, conveys, assigns, transfers, mortgages, pledges, sets over and confirms (subject, however, to Excepted Encumbrances as defined in Section 6 of the Mortgage) unto The Bank of New York Mellon Trust Company, N.A. and to Judith L. Bartolini, as Trustees under the Mortgage, and to their successor or successors in said trust, and to said Trustees and their successors and assigns forever, all property, real, personal and mixed, acquired by the Company after the date of the execution and delivery of the Mortgage, in addition to property covered by the First through the Fifty-second Supplemental Indentures (except any herein or in the Mortgage, as heretofore supplemented, expressly excepted), now owned or, subject to the provisions of Section 87 of the Mortgage, hereafter acquired by the Company and wheresoever situated, including (without in anywise limiting or impairing by the enumeration of the same the scope and intent of the foregoing or of any general description contained in this Fifty-third Supplemental Indenture) all lands, flowage rights, water rights, flumes, raceways, dams, rights of way and roads; all steam and power houses, gas plants, street lighting systems, standards and other equipment incidental thereto, telephone, radio and television systems, air-conditioning systems and equipment incidental thereto, water works, steam heat and hot water plants, lines, service and supply systems, bridges, culverts, tracks, rolling stock, ice or refrigeration plants and equipment, street and interurban railway systems, offices, buildings and other structures and the equipment thereof; all machinery, engines, boilers, dynamos, electric and gas machines, regulators, meters, transformers, generators, motors, electrical, gas and mechanical appliances, conduits, cables, water, steam heat, gas or other pipes, gas mains and pipes, service pipes, fittings, valves and connections, pole and transmission lines, wires, cables, tools, implements, apparatus, furniture, chattels and choses in action; all municipal and other franchises; all lines for the transmission and distribution of electric current, gas, steam heat or water for any purpose, including poles, wires, cables, pipes, conduits, ducts and all apparatus for use in connection therewith; all real estate, lands, easements, servitudes, licenses, permits, franchises, privileges, rights of way and other rights in or relating to real estate or the occupancy of the same and (except as herein or in the Mortgage, as heretofore supplemented, expressly excepted), all the right, title and interest of the Company in and to all other property of any kind or nature appertaining to and/or used and/or occupied and/or enjoyed in connection with any property hereinbefore or in the Mortgage, as heretofore supplemented, described.

TOGETHER WITH all and singular the tenements, hereditaments and appurtenances belonging or in anywise appertaining to the aforesaid property or any part thereof, with the reversion and reversions, remainder and remainders and (subject to the provisions of Section 57 of the Mortgage) the tolls, rents, revenues, issues, earnings, income, product and profits thereof, and all the estate, right, title and interest and claim whatsoever, at law as well as in equity, which the Company now has or may hereafter acquire in and to the aforesaid property and franchises and every part and parcel thereof.

IT IS HEREBY AGREED by the Company that, subject to the provisions of Section 87 of the Mortgage, all the property, rights and franchises acquired by the Company after the date hereof (except any herein or in the Mortgage, as heretofore supplemented, expressly excepted), shall be as fully embraced within the lien hereof and the lien of the Mortgage, as if such property, rights and franchises were now owned by the Company and were specifically described herein and conveyed hereby.

PROVIDED that the following are not and are not intended to be now or hereafter granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, pledged, set over or confirmed hereunder and are hereby expressly excepted from the lien and operation of this Fifty-third Supplemental Indenture and from the lien and operation of the Mortgage, viz.: (1) cash, shares of stock and obligations (including bonds,

notes and other securities) not hereafter specifically pledged, paid, deposited or delivered under the Mortgage or covenanted so to be; (2) merchandise, equipment, materials or supplies held for the purpose of sale in the usual course of business and fuel, oil and similar materials and supplies consumable in the operation of any properties of the Company; vehicles and automobiles; (3) bills, notes and accounts receivable, and all contracts, leases and operating agreements not specifically pledged under the Mortgage or covenanted so to be; and (4) electric energy, and other materials or products generated, manufactured, produced or purchased by the Company for sale, distribution or use in the ordinary course of its business; provided, however, that the property and rights expressly excepted from the lien and operation of the Mortgage and this Fifty-third Supplemental Indenture in the above subdivisions (2) and (3) shall (to the extent permitted by law) cease to be so excepted in the event that either or both of the Trustees or a receiver or trustee shall enter upon and take possession of the Mortgaged and Pledged Property in the manner provided in Article XII of the Mortgage by reason of the occurrence of a Default as defined in said Article XII.

THERE is expressly excepted from the lien of the Mortgage and from the lien hereof all property of the Company located in the State of Missouri now owned or hereafter acquired unless such property in the State of Missouri shall be subjected to the lien of the Mortgage by an indenture or indentures supplemental thereto, pursuant to authorization by the Board of Directors of the Company.

TO HAVE AND TO HOLD all such properties, real, personal and mixed, granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, pledged, set over or confirmed by the Company as aforesaid, or intended so to be, unto the Trustees, their successors and assigns forever.

IN TRUST NEVERTHELESS, for the same purposes and upon the same terms, trusts and conditions and subject to and with the same provisos and covenants as are set forth in the Mortgage, as supplemented, this Fifty-third Supplemental Indenture being supplemental thereto.

AND IT IS HEREBY COVENANTED by the Company that all the terms, conditions, provisos, covenants and provisions contained in the Mortgage, as supplemented, shall affect and apply to the property hereinbefore described and conveyed and to the estate, rights, obligations and duties of the Company and Trustees and the beneficiaries of the trust with respect to said property, and to the Trustees and their successors as Trustees of said property in the same manner and with the same effect as if the said property had been owned by the Company at the time of the execution of the Mortgage, and had been specifically and at length described in and conveyed to the Trustees by the Mortgage as a part of the property therein stated to be conveyed.

The Company further covenants and agrees to and with the Trustees and their successors in said trust under the Mortgage, as follows:

ARTICLE I FIFTY-NINTH SERIES OF BONDS

SECTION 1. (I) There shall be a series of bonds designated "Burlington Series 2008A due 2031" (herein sometimes referred to as the "Fifty-ninth Series"), each of which shall also bear the descriptive title, First Mortgage Bond, and the form thereof, which is established by Resolution of the Board of Directors of the Company, shall contain suitable provisions with respect to the matters hereinafter in this Article I specified. Bonds of the Fifty-ninth Series shall be limited to \$50,000,000 in aggregate principal amount, except as provided in Section 16 of the Mortgage, shall mature on June 1, 2031, and shall be issued as fully registered bonds in denominations of Five Thousand Dollars and in any multiple or multiples of Five Thousand Dollars. Bonds of the Fifty-ninth Series shall bear interest from time to time at a rate equal to the interest rate then borne by the City of Burlington, Kansas, Pollution Control Refunding Revenue Bonds (Kansas Gas and Electric Company Project), Series 2008A (hereinafter referred to as the "Burlington Bonds Series 2008A"), issued under the Indenture of Trust, dated as of October 1, 2008 (hereinafter referred to as the "Burlington Indenture"), of the City of Burlington, Kansas, which rate shall initially be 6.0% per annum, payable at the same times as interest is payable on the Burlington Bonds Series 2008A, the first payment to be made on December 1, 2008 for the period from October 10, 2008 to, but not including, December 1, 2008. The principal of and interest on bonds of the Fifty-ninth Series shall be

payable at the office or agency of the Company in the Borough of Manhattan, The City of New York, in such coin or currency of the United States of America as at the time of payment is legal tender for public and private debts. Bonds of the Fifty-ninth Series shall be dated as in Section 10 of the Mortgage provided.

(II) Upon the redemption, in whole or in part, of the Burlington Bonds Series 2008A, bonds of the Fifty-ninth Series shall be redeemed in whole or in like part. To effect the redemption of bonds of the Fifty-ninth Series, the trustee under the Burlington Indenture (hereinafter referred to as the "Burlington Trustee") shall deliver to the Corporate Trustee (and mail a copy thereof to the Company) a written demand (hereinafter referred to as a "Burlington Redemption Demand") for the redemption of bonds of the Fifty-ninth Series equal in principal amount to the principal amount of the Burlington Bonds Series 2008A to be redeemed. The Burlington Redemption Demand shall be signed by the President, a Vice President, an Assistant Vice President or a Trust Officer of the Burlington Trustee and shall state: (1) the aggregate principal amount of the Burlington Bonds Series 2008A then outstanding under the Burlington Indenture; (2) the principal amount of the Burlington Bonds Series 2008A to be redeemed; (3) the interest thereon and premium, if any, to be payable on the redemption date; (4) the redemption date and that notice thereof has been given as required in the Burlington Indenture; (5) that the Corporate Trustee is thereby instructed to call for redemption bonds of the Fifty-ninth Series equal in principal amount to the principal amount of the Burlington Bonds Series 2008A specified in (2) above and on the same date and at the same price as the Burlington Bonds Series 2008A. The Burlington Redemption Demand shall also contain a waiver of notice of such redemption by the Burlington Trustee, as holder of all bonds of the Fifty-ninth Series then outstanding. The Corporate Trustee may conclusively presume the statements contained in the Burlington Redemption Demand to be correct. Redemption of the bonds of the Fifty-ninth Series shall be at the principal amount of the bonds to be redeemed, together with premium, if any, and the accrued interest to the redemption date, and such amount shall become and be due and payable on the redemption date.

If the Burlington Trustee has declared the principal of and accrued interest on the Burlington Bonds Series 2008A to be immediately due and payable pursuant to Section 7.2 of the Burlington Indenture as a result of an Event of Default under Section 7.1 of the Burlington Indenture (except 7.1(f) thereof), and if the Burlington Trustee shall deliver to the Corporate Trustee (and mail a copy thereof to the Company) a written demand (hereinafter referred to as a "Burlington Bonds Acceleration Notice") for the immediate redemption of bonds of the Fifty-ninth Series in whole, the bonds of the Fifty-ninth Series shall be immediately redeemed at the principal amount thereof and accrued interest thereon. The Burlington Bonds Acceleration Notice shall be signed by the President, a Vice President, an Assistant Vice President or a Trust Officer of the Burlington Trustee and shall state: (1) the aggregate principal amount of the Burlington Bonds Series 2008A then outstanding under the Burlington Indenture; (2) that the entire principal amount of the Burlington Bonds Series 2008A has been declared by the Burlington Trustee to be immediately due and payable pursuant to Section 7.2 of the Burlington Indenture; (3) that the Corporate Trustee is thereby instructed to call for immediate redemption bonds of the Fifty-ninth Series in whole; and (4) that the Burlington Trustee, as holder of all bonds of the Fifty-ninth Series, waives notice of such redemption.

The Company hereby covenants that if a Burlington Redemption Demand or a Burlington Bonds Acceleration Notice shall be delivered to the Corporate Trustee, the Company, subject to subdivision (III) of this Article I, will deposit, on or before the redemption date, with the Corporate Trustee, in accordance with Article X of the Mortgage, an amount in cash sufficient to redeem the bonds of the Fifty-ninth Series so called for redemption.

The bonds of the Fifty-ninth Series shall not be subject to redemption prior to maturity except as provided in this Section (I) II.

(III) All bonds of the Fifty-ninth Series shall be issued and pledged by the Company with the Burlington Trustee to secure the payment of the principal of, and interest on the Burlington Bonds Series 2008A. The obligation of the Company to make payments with respect to the principal of and interest on bonds of the Fifty-ninth Series shall be fully or partially, as the case may be, satisfied and discharged to the extent that, at the time that any such payment shall be due, the then due principal of and interest on the Burlington Bonds Series 2008A shall have been fully or partially paid, or there shall be in the Bond Fund established pursuant to the Burlington Indenture sufficient available funds to fully or partially pay the then due principal of and interest on the Burlington Bonds Series 2008A. The Corporate Trustee may

conclusively presume that the obligation of the Company to make payments with respect to the principal of and interest on bonds of the Fifty-ninth Series shall have been fully satisfied and discharged unless and until the Corporate Trustee shall have received a written notice from the Burlington Trustee, signed by its President, a Vice President, or a Trust Officer, stating (i) that timely payment of the principal of or interest on the Burlington Bonds Series 2008A required to be made by the Company has not been made, (ii) that there are not sufficient available funds held in the Bond Fund to make such payment and (iii) the amount of funds, in addition to available funds held in the Bond Fund, required to make such payment. For the avoidance of doubt, notwithstanding anything to the contrary provided in the Mortgage, the Company shall not be obligated to make interest payments on overdue interest or principal to the extent such payments are not contemplated in the Burlington Indenture.

(IV) At the option of the registered owner, any bonds of the Fifty-ninth Series, upon surrender thereof, for cancellation, at the office or agency of the Company in the Borough of Manhattan, The City of New York, shall be exchangeable for a like aggregate principal amount of bonds of the same series of other authorized denominations. The bonds of the Fifty-ninth Series may bear such legends as may be necessary to comply with any law or with any rules or regulations made pursuant thereto or with the rules or regulations of any stock exchange or to conform to usage with respect thereto.

(V) Bonds of the Fifty-ninth Series shall be transferable upon the surrender thereof, for cancellation, together with a written instrument of transfer in form approved by the registrar duly executed by the registered owner or by his duly authorized attorney, at the office or agency of the Company in the Borough of Manhattan, The City of New York.

(VI) The Company may deliver to the Burlington Trustee in substitution for any bonds of the Fifty-ninth Series, mortgage bonds or other similar instruments of the Company or any successor entity, whether by merger, combination or acquisition of all or substantially all of the assets of the Company, or otherwise, issued under the Mortgage in the event of a reallocation of the Burlington Bonds Series 2008A in connection with a change in Mode as provided in Section 2.1 of the Burlington Indenture or under a mortgage and deed of trust or similar instrument of the Company or any successor entity, in each case, in like principal amount of like term and bearing interest from time to time at a rate equal to the interest rate then borne by the Burlington Bonds Series 2008A (such substituted bonds hereinafter being referred to as the "Substituted Mortgage Bonds"). The Substituted Mortgage Bonds may only be delivered to the Burlington Trustee upon receipt by the Burlington Trustee of (i) if not delivered under the Mortgage, a letter from Moody's (as hereinafter defined), dated within ten days prior to the date of delivery of the Substituted Mortgage Bonds, stating that its rating of the Substituted Mortgage Bonds is at least equal to its then current rating on the bonds of the Fifty-ninth Series, (ii) if not delivered under the Mortgage, a letter from S&P (as hereinafter defined), dated within ten days prior to the date of delivery of the Substituted Mortgage Bonds, stating that its rating of the Substituted Mortgage Bonds is at least equal to its then current rating on the bonds of the Fifty-ninth Series, (iii) an opinion of counsel which may be in-house counsel or counsel to the Company or any successor entity, to the effect that the Substituted Mortgage Bonds shall have been duly and validly authorized, executed, authenticated, and delivered and shall constitute the valid, legally binding and enforceable obligations of the Company or any successor entity enforceable in accordance with their terms, except as limited by bankruptcy, insolvency or other laws affecting the enforcement of mortgagees' and other creditors' rights and shall be entitled to the benefit of the Mortgage or the mortgage and deed of trust or similar instrument pursuant to which they shall have been issued, (iv) an opinion of Bond Counsel, as defined in the Burlington Indenture, to the effect that the substitution of the Substituted Mortgage Bonds will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Burlington Bonds Series 2008A and (v) such other certificates and documents with respect to the issuance and delivery of the Substituted Mortgage Bonds as may be required by law or as the Burlington Trustee may reasonably request.

"Moody's" means Moody's Investor Services, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and their assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency selected by the Company.

“S&P” means Standard & Poor’s Ratings Services, a division of The McGraw Hill Companies, Inc., duly organized and existing under and by virtue of the laws of the State of New York, and its successors and assigns, except that if such rating agency shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term “S&P” shall be deemed to refer to any other nationally recognized securities rating agency selected by the Company.

ARTICLE II
AMENDMENTS TO THE MORTGAGE AND RESERVATION OF RIGHTS

SECTION 1. The Company reserves the right, subject to appropriate action, but without any consent or other action by holders of Bonds of the Fifty-ninth Series, or of any subsequent series of bonds, to clarify the ability of the Company to issue variable rate bonds under the Mortgage, notwithstanding any provision of the Mortgage to the contrary. The Company may make such other amendments to the Mortgage as may be necessary or desirable in the opinion of the Company to effect the foregoing.

SECTION 2. The Company reserves the right, subject to appropriate action, but without any consent or other action by holders of Bonds of the Fifty-ninth Series, or of any subsequent series of bonds, to amend the Mortgage to eliminate the requirements for the provision by the Company of a Net Earning Certificate by deleting Section 27, Section 28(6) and Section 30(3) and deleting the following language from the end of Section 26: “and, in case the bonds are to be authenticated and delivered under the provisions of the next preceding paragraph of this Section by reason of an increase in the aggregate principal amount of bonds authenticated and delivered under this Indenture having increased the aggregate principal amount of bonds which may be authenticated and delivered within the limitations prescribed by this Section, a Net Earning Certificate showing the Net Earnings of the Company to be as required by Section 27 hereof.” The Company may make such other amendments to the Mortgage as may be necessary or desirable in the opinion of the Company to effect the foregoing.

SECTION 3. The Company reserves the right, subject to appropriate action, but without any consent or other action by holders of Bonds of the Fifty-ninth Series, or of any subsequent series of bonds, to amend the Mortgage to add the following new section:

“This Indenture shall be deemed to be a contract made under the laws of the State of Kansas and for all purposes shall be construed in accordance with the laws of the State of Kansas, without regard to conflicts of laws principles thereof.”

SECTION 4. The Company reserves the right, subject to appropriate action, but without any consent or other action by holders of Bonds of the Fifty-ninth Series, or of any subsequent series of bonds, to amend the Mortgage to:

- (I) Simplify the provisions for release of obsolete property, de minimis property releases and substitution of property and unfunded property;
- (II) Permit additional terms of bonds or forms of bond in supplemental indentures, including terms for uncertificated and global securities and medium-term notes;
- (III) Make any changes necessary to conform the Mortgage with the requirements of the Trust Indenture Act;
- (IV) Eliminate the requirement to have an individual trustee under the Mortgage; and
- (V) Replace the phrase “two and one-half (2 1/2)” in Section 27 of the Mortgage with “two (2)”.

ARTICLE III
MISCELLANEOUS PROVISIONS

SECTION 1. All Bonds of the Fifty-ninth Series acquired by the Company shall forthwith be delivered to the Corporate Trustee for cancellation.

SECTION 2. Subject to the amendments provided for in this Fifty-third Supplemental Indenture, the terms defined in the Mortgage, as heretofore supplemented, shall, for all purposes of this Fifty-third Supplemental Indenture, have the meanings specified in the Mortgage, as heretofore supplemented.

SECTION 3. The Trustees hereby accept the trusts herein declared, provided, created or supplemented and agree to perform the same upon the terms and conditions set forth herein and in the Mortgage, as heretofore amended and supplemented, and upon the following terms and conditions:

The Trustees shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Fifty-third Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made by the Company solely. In general, each and every term and condition contained in Article XVI of the Mortgage, as heretofore amended and supplemented, shall apply to and form part of this Fifty-third Supplemental Indenture with the same force and effect as if the same were herein set forth in full with such omissions, variations and insertions, if any, as may be appropriate to make the same conform to the provisions of this Fifty-third Supplemental Indenture.

SECTION 4. Subject to the provisions of Article XV and Article XVI of the Mortgage, as heretofore amended and supplemented, whenever in this Fifty-third Supplemental Indenture any of the parties hereto is named or referred to, this shall be deemed to include the successors or assigns of such party, and all the covenants and agreements in this Fifty-third Supplemental Indenture contained by or on behalf of the Company or by or on behalf of the Trustees shall bind and inure to the benefit of the respective successors and assigns of such parties whether so expressed or not.

SECTION 5. Nothing in this Fifty-third Supplemental Indenture, expressed or implied, is intended, or shall be construed, to confer upon, or to give to, any person, firm or corporation, other than the parties hereto and the holders of the bonds and coupons Outstanding under the Mortgage, any right, remedy or claim under or by reason of this Fifty-third Supplemental Indenture or any covenant, condition, stipulation, promise or agreement hereof, and all the covenants, conditions, stipulations, promises and agreements in this Fifty-third Supplemental Indenture contained by or on behalf of the Company shall be for the sole and exclusive benefit of the parties hereto, and of the holders of the bonds and of the coupons Outstanding under the Mortgage.

SECTION 6. This Fifty-third Supplemental Indenture shall be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, KANSAS GAS AND ELECTRIC COMPANY has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by Mark A. Ruelle, Vice President and Treasurer, and its corporate seal to be attested by Larry D. Irick, its Secretary for and on its behalf, The Bank of New York Mellon Trust Company, N.A. has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by one of its duly authorized officers and its corporate seal to be attested by one of its Assistant Secretaries for and on its behalf, and Judith L. Bartolini has hereunto set her hand and all as of the day and year first above written.

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STATE OF ILLINOIS)
 : ss.:
COUNTY OF COOK)

On this 3rd day of October in the year 2008, before me, the undersigned, a Notary Public in and for the State of Illinois, in the County of Cook, personally appeared and came Judith L. Bartolini, to me known and known to me to be the person described in and who executed the within and foregoing instrument and whose name is subscribed thereto and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year in this certificate first above written.

/s/ Robert Cafarelli
NOTARY PUBLIC, STATE OF ILLINOIS
COMMISSION EXPIRES / /

(notary seal)

WESTAR ENERGY, INC.
CHIEF EXECUTIVE OFFICER
CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William B. Moore, certify that:

1. I have reviewed this annual report on Form 10-Q for the period ended September 30, 2008, of Westar Energy, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2008

By: /s/ William B. Moore
 William B. Moore
 Director, Chief Executive Officer and President
 Westar Energy, Inc.
 (Principal Executive Officer)

WESTAR ENERGY, INC.
CHIEF FINANCIAL OFFICER
CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark A. Ruelle, certify that:

1. I have reviewed this annual report on Form 10-Q for the period ended September 30, 2008, of Westar Energy, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2008

By: /s/ Mark A. Ruelle
 Mark A. Ruelle,
 Executive Vice President and Chief Financial Officer
 Westar Energy, Inc.
 (Principal Accounting Officer)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Westar Energy, Inc. (the Company) on Form 10-Q for the quarter ended September 30, 2008 (the Report), which this certification accompanies, William B. Moore, in my capacity as Director, Chief Executive Officer and President of the Company, and Mark A. Ruelle, in my capacity as Executive Vice President and Chief Financial Officer of the Company, certify that the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2008

By: /s/ William B. Moore
William B. Moore
Director, Chief Executive Officer and President

Date: November 7, 2008

By: /s/ Mark A. Ruelle
Mark A. Ruelle,
Executive Vice President and
Chief Financial Officer