

AMENDMENT TO  
FORM U-3A-2

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

Statement by Holding Company Claiming  
Exemption Under Rule 2 from the  
Provisions of the Public Utility Holding  
Company Act of 1935

Western Resources, Inc.

STATEMENT OF AMENDMENT

Western Resources, Inc.'s U-3A-2 dated February 24, 1995, is hereby amended to add a listing and description of the subsidiaries of Astra Resources, Inc., a wholly-owned subsidiary of Western Resources, Inc. and consolidating financial statements of Astra Resources, Inc., attached as Exhibit A-2.

Astra Financial Services, Inc., 1021 Main Street, Ste. 1270, Houston, Texas, a Kansas corporation and wholly-owned subsidiary of Astra Resources, Inc., is engaged in the business of funding the activities of subsidiaries of Western Resources, Inc.

Astra Gas Company, 1021 Main Street, Ste. 1270, Houston, Texas, a Delaware corporation and wholly-owned subsidiary of Astra Resources, Inc., is engaged in the business of owning and operating natural gas processing plants and gathering systems.

Astra Limited Partners, Inc., 1021 Main Street, Ste. 1270, Houston, Texas, a Kansas corporation and wholly-owned subsidiary of Astra Resources, Inc., is engaged in the business of participating in limited partnerships related to the business of Western Resources, Inc.

Contract Compression, Inc. (now Astra Resources Compression, Inc.), 14005 West Highway, 90A, East Bernard, Texas, a Texas corporation and wholly-owned subsidiary of Astra Resources, Inc., is engaged in the business of providing compression services to oil and gas producers principally in Texas, New Mexico, Louisiana, Mississippi and the Gulf of Mexico.

Astra Resources International, Inc., 1021 Main Street, Ste. 1270, Houston, Texas, a Texas corporation and wholly-owned subsidiary of Astra Resources Compression, Inc., is the owner of foreign operations relating to natural gas compression services and gas processing.

Contract Compression International Argentina SA, Cordoba 1367, Piso 3, 1055 Buenos Aires, Argentina, an Argentina corporation and wholly-owned subsidiary of Astra Resources International, Inc., is engaged in the business of providing gas compression services.

Rangeline, Inc. (now Astra Resources Marketing, Inc.), 1100 SW Wanamaker Road, Ste. 101, Topeka, Kansas, a Kansas corporation and wholly-owned subsidiary of Astra Resources, Inc., is engaged in the business of natural gas marketing.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 18th day of August, 1995.

Western Resources, Inc.

By: Richard D. Terrill  
Richard D. Terrill  
Secretary and Associate  
General Counsel

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

Richard D. Terrill  
Secretary and Associate General Counsel  
Western Resources, Inc.  
P.O. Box 889  
818 Kansas Avenue  
Topeka, Kansas 66601

Exhibit A-2

ASTRA RESOURCES  
CONSOLIDATING BALANCE SHEET  
December 31, 1994  
(Dollars in Thousands)

	Astra Resources	Astra Financial Services	Astra Limited Partners	Rangeline Consolidated  (Note A)
<b>ASSETS</b>				
<b>UTILITY PLANT:</b>				
Electric plant in service . . . . .	\$ -	\$ -	\$ -	\$ -
Natural gas plant in service . . . . .	-	-	-	-
Less - Accumulated depreciation . . . . .	-	-	-	-
Construction work in progress . . . . .	-	-	-	-
Nuclear fuel (net) . . . . .	-	-	-	-
Net utility plant . . . . .	-	-	-	-
<b>OTHER PROPERTY AND INVESTMENTS:</b>				
Net non-utility investments . . . . .	42,219	-	2,697	16,963
Decommissioning trust . . . . .	-	-	-	-
Other . . . . .	81	-	326	424
	42,300	-	3,023	17,387
<b>CURRENT ASSETS:</b>				
Cash and cash equivalents . . . . .	25	1	1	1,059
Accounts receivable and unbilled revenues (net) . . . . .	-	-	-	17,407
Accounts receivable - associated companies . . . . .	-	-	-	-
Notes receivable - associated companies . . . . .	-	-	-	-
Fossil fuel, at average cost . . . . .	-	-	-	-
Gas stored underground (average cost) . . . . .	-	-	-	-
Materials and supplies (average cost) . . . . .	-	-	-	-
Prepayments and other current assets . . . . .	37,240	275	543	4,175
	37,265	276	544	22,641
<b>DEFERRED CHARGES AND OTHER ASSETS:</b>				
Deferred future income taxes . . . . .	-	-	-	-
Deferred coal contract settlement costs . . . . .	-	-	-	-
Phase-in revenues . . . . .	-	-	-	-
Corporate-owned life insurance (net) . . . . .	-	-	-	-
Other deferred plant costs . . . . .	-	-	-	-
Unamortized debt expense . . . . .	-	-	-	-
Other . . . . .	-	-	-	-
	-	-	-	-
<b>TOTAL ASSETS</b> . . . . .	<b>\$ 79,565</b>	<b>\$ 276</b>	<b>\$ 3,567</b>	<b>\$ 40,028</b>
<b>CAPITALIZATION AND LIABILITIES</b>				
<b>CAPITALIZATION</b> . . . . .	<b>\$ 39,686</b>	<b>\$ 268</b>	<b>\$ 2,540</b>	<b>\$ 10,770</b>
<b>CURRENT LIABILITIES:</b>				
Short-term debt . . . . .	-	-	-	-
Long-term debt due within one year . . . . .	-	-	-	-
Notes payable - associated companies . . . . .	38,155	-	915	10,024
Accounts payable . . . . .	89	-	-	11,095
Accounts payable - associated companies . . . . .	127	-	-	-
Accrued taxes . . . . .	-	-	-	839
Accrued interest and dividends . . . . .	864	-	22	192
Other . . . . .	461	-	40	370
	39,696	-	977	22,520
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>				
Deferred income taxes . . . . .	-	1	50	1,666
Deferred investment tax credits . . . . .	-	-	-	-
Deferred gain from sale-leaseback . . . . .	-	-	-	-
Other . . . . .	183	7	-	5,072
	183	8	50	6,738
<b>COMMITMENTS AND CONTINGENCIES</b>				
<b>TOTAL CAPITALIZATION AND LIABILITIES</b> . . . . .	<b>\$ 79,565</b>	<b>\$ 276</b>	<b>\$ 3,567</b>	<b>\$ 40,028</b>

Exhibit A-2

ASTRA RESOURCES  
CONSOLIDATING BALANCE SHEET  
December 31, 1994  
(Dollars in Thousands)  
(Continued)

	CCI Consolidated	Astra Gas Co Consolidated	Consolidating Entries	Astra Resources Consolidated
	(Note A)	(Note A)		
<b>ASSETS</b>				
<b>UTILITY PLANT:</b>				
Electric plant in service . . . . .	\$ -	\$ -	\$ -	\$ -
Natural gas plant in service . . . . .	-	-	-	-
Less - Accumulated depreciation . . . . .	-	-	-	-
Construction work in progress . . . . .	-	-	-	-
Nuclear fuel (net) . . . . .	-	-	-	-
Net utility plant . . . . .	-	-	-	-
<b>OTHER PROPERTY AND INVESTMENTS:</b>				
Net non-utility investments . . . . .	40,686	14,171	(43,234)	73,502
Decommissioning trust . . . . .	-	-	-	-
Other . . . . .	928	537	(7)	2,289
	41,614	14,708	(43,241)	75,791
<b>CURRENT ASSETS:</b>				
Cash and cash equivalents . . . . .	122	789	-	1,997
Accounts receivable and unbilled revenues (net) . . . . .	599	1,036	-	19,042
Accounts receivable - associated companies . . . . .	-	-	-	-
Notes receivable - associated companies . . . . .	-	-	-	-
Fossil fuel, at average cost . . . . .	-	-	-	-
Gas stored underground (average cost) . . . . .	-	-	-	-
Materials and supplies (average cost) . . . . .	-	-	-	-
Prepayments and other current assets . . . . .	1,535	16	(37,670)	6,114
	2,256	1,841	(37,670)	27,153
<b>DEFERRED CHARGES AND OTHER ASSETS:</b>				
Deferred future income taxes . . . . .	-	-	-	-
Deferred coal contract settlement costs . . . . .	-	-	-	-
Phase-in revenues . . . . .	-	-	-	-
Corporate-owned life insurance (net) . . . . .	-	-	-	-
Other deferred plant costs . . . . .	-	-	-	-
Unamortized debt expense . . . . .	-	-	-	-
Other . . . . .	-	-	-	-
	-	-	-	-
<b>TOTAL ASSETS</b> . . . . .	<b>\$ 43,870</b>	<b>\$ 16,549</b>	<b>\$ (80,911)</b>	<b>\$ 102,944</b>
<b>CAPITALIZATION AND LIABILITIES</b>				
<b>CAPITALIZATION</b> . . . . .	<b>\$ 19,275</b>	<b>\$ 9,251</b>	<b>\$ (42,104)</b>	<b>\$ 39,686</b>
<b>CURRENT LIABILITIES:</b>				
Short-term debt . . . . .	-	-	-	-
Long-term debt due within one year . . . . .	-	-	-	-
Notes payable - associated companies . . . . .	21,195	3,136	(35,270)	38,155
Accounts payable . . . . .	813	791	-	12,788
Accounts payable - associated companies . . . . .	-	-	-	127
Accrued taxes . . . . .	87	2,104	(1,955)	1,075
Accrued interest and dividends . . . . .	474	90	(778)	864
Other . . . . .	572	95	(592)	946
	23,141	6,216	(38,595)	53,955
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>				
Deferred income taxes . . . . .	1,032	901	(205)	3,445
Deferred investment tax credits . . . . .	-	-	-	-
Deferred gain from sale-leaseback . . . . .	-	-	-	-
Other . . . . .	422	181	(7)	5,858
	1,454	1,082	(212)	9,303
<b>COMMITMENTS AND CONTINGENCIES</b>				
<b>TOTAL CAPITALIZATION AND LIABILITIES</b> . . . . .	<b>\$ 43,870</b>	<b>\$ 16,549</b>	<b>\$ (80,911)</b>	<b>\$ 102,944</b>

ASTRA RESOURCES  
 CONSOLIDATING STATEMENT OF INCOME  
 Year Ended December 31, 1994  
 (Dollars in Thousands,  
 except Per Share Amounts)

	Astra Resources	Astra Financial Services	Astra Limited Partners	Rangeline Consolidated  (Note A)
OPERATING REVENUES:				
Electric . . . . .	\$ -	\$ -	\$ -	\$ -
Natural gas . . . . .	-	-	-	-
Total operating revenues . . . . .	-	-	-	-
OPERATING EXPENSES:				
Fuel used for generation:				
Fossil fuel . . . . .	-	-	-	-
Nuclear fuel . . . . .	-	-	-	-
Power purchased . . . . .	-	-	-	-
Natural gas purchases . . . . .	-	-	-	-
Other operations . . . . .	-	-	-	-
Maintenance . . . . .	-	-	-	-
Depreciation and amortization . . . . .	-	-	-	-
Amortization of phase-in revenues . . . . .	-	-	-	-
Taxes:				
Federal income . . . . .	-	-	-	-
State income . . . . .	-	-	-	-
General . . . . .	-	-	-	-
Total operating expenses . . . . .	-	-	-	-
OPERATING INCOME . . . . .	-	-	-	-
OTHER INCOME AND DEDUCTIONS:				
Corporate-owned life insurance (net) . . . . .	-	-	-	-
Gain on sales of Missouri Properties . . . . .	-	-	-	-
Miscellaneous (net) . . . . .	3,083	(26)	131	1,806
Equity earnings of subsidiary companies . . . . .	-	-	-	-
Income taxes (net) . . . . .	-	-	-	-
Total other income and deductions . . . . .	3,083	(26)	131	1,806
INCOME BEFORE INTEREST CHARGES . . . . .	3,083	(26)	131	1,806
INTEREST CHARGES:				
Long-term debt . . . . .	-	-	-	-
Other . . . . .	-	-	-	-
Allowance for borrowed funds used during construction (credit) . . . . .	-	-	-	-
Total interest charges . . . . .	-	-	-	-
NET INCOME . . . . .	3,083	(26)	131	1,806
PREFERRED AND PREFERENCE DIVIDENDS . . . . .	-	-	-	-
EARNINGS APPLICABLE TO COMMON STOCK . . . . .	\$ 3,083	\$ (26)	\$ 131	\$ 1,806

ASTRA RESOURCES  
CONSOLIDATING STATEMENT OF INCOME  
Year Ended December 31, 1994  
(Dollars in Thousands,  
except Per Share Amounts)  
(Continued)

	CCI Consolidated	Astra Gas Co Consolidated	Consolidating Entries	Astra Resources Consolidated
	(Note A)	(Note A)		
OPERATING REVENUES:				
Electric . . . . .	\$ -	\$ -	\$ -	\$ -
Natural gas . . . . .	-	-	-	-
Total operating revenues . . . . .	-	-	-	-
OPERATING EXPENSES:				
Fuel used for generation:				
Fossil fuel . . . . .	-	-	-	-
Nuclear fuel . . . . .	-	-	-	-
Power purchased . . . . .	-	-	-	-
Natural gas purchases . . . . .	-	-	-	-
Other operations . . . . .	-	-	-	-
Maintenance . . . . .	-	-	-	-
Depreciation and amortization . . . . .	-	-	-	-
Amortization of phase-in revenues . . . . .	-	-	-	-
Taxes:				
Federal income . . . . .	-	-	-	-
State income . . . . .	-	-	-	-
General . . . . .	-	-	-	-
Total operating expenses . . . . .	-	-	-	-
OPERATING INCOME . . . . .	-	-	-	-
OTHER INCOME AND DEDUCTIONS:				
Corporate-owned life insurance (net) . . . . .	-	-	-	-
Gain on sales of Missouri Properties . . . . .	-	-	-	-
Miscellaneous (net) . . . . .	(386)	2,118	(3,643)	3,083
Equity earnings of subsidiary companies . . . . .	-	-	-	-
Income taxes (net) . . . . .	-	-	-	-
Total other income and deductions . . . . .	(386)	2,118	(3,643)	3,083
INCOME BEFORE INTEREST CHARGES . . . . .	(386)	2,118	(3,643)	3,083
INTEREST CHARGES:				
Long-term debt . . . . .	-	-	-	-
Other . . . . .	-	-	-	-
Allowance for borrowed funds used during construction (credit) . . . . .	-	-	-	-
Total interest charges . . . . .	-	-	-	-
NET INCOME . . . . .	(386)	2,118	(3,643)	3,083
PREFERRED AND PREFERENCE DIVIDENDS . . . . .	-	-	-	-
EARNINGS AVAILABLE TO COMMON STOCK . . . . .	\$ (386)	\$ 2,118	\$ (3,643)	\$ 3,083

Exhibit A-2

ASTRA RESOURCES  
CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
December 31, 1994  
(Dollars in Thousands)

	Astra Resources	Astra Financial Services	Astra Limited Partners	Rangeline Consolidated  (Note A)
BALANCE AT BEGINNING OF PERIOD. . . . .	\$ 461	\$ 293	\$ (1,342)	\$ 595
ADD:				
Net income. . . . .	3,083	(26)	131	1,806
Total . . . . .	3,544	267	(1,211)	2,401
DEDUCT:				
Cash dividends:				
Preferred and preference stock. . . . .	-	-	-	-
Common stock. . . . .	-	-	-	-
Total . . . . .	-	-	-	-
BALANCE AT END OF PERIOD. . . . .	\$ 3,544	\$ 267	\$ (1,211)	\$ 2,401

	CCI Consolidated (Note A)	Astra Gas Co Consolidated (Note A)	Consolidating Entries	Astra Resources Consolidated
BALANCE AT BEGINNING OF PERIOD. . . . .	\$ (490)	\$ 2,192	\$ (1,248)	\$ 461
ADD:				
Net income. . . . .	(386)	2,118	(3,643)	3,083
Total . . . . .	(876)	4,310	(4,891)	3,544
DEDUCT:				
Cash dividends:				
Preferred and preference stock. . . . .	-	-	-	-
Common stock. . . . .	-	-	-	-
Total . . . . .	-	-	-	-
BALANCE AT END OF PERIOD. . . . .	\$ (876)	\$ 4,310	\$ (4,891)	\$ 3,544

Note A: The consolidated revenues and assets of this subsidiary is less than two percent of the consolidated revenues and assets of Western Resources, Inc.

YEAR	
	DEC-31-1994
	DEC-31-1994
	PER-BOOK
	5,189,618
1,617,943	
	187,447