

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of)	
Kansas City Power & Light Company)	
For Authority to Sell to Aquila, Inc. Certain)	Case No. _____
Electric Transmission Facilities Subject)	
to the Jurisdiction of the Commission, and)	
Located in Buchanan County, Missouri.)	

APPLICATION

COMES NOW Kansas City Power & Light Company ("KCPL" or "Applicant") pursuant to Section 393.190 RSMo. 2000, 4 CSR 240-2.060(1) and 4 CSR 240-3.110, and requests authority from and approval of the Missouri Public Service Commission ("Commission"), to the extent such authority and approval may be required, to sell to Aquila, Inc. ("Aquila"), a Delaware corporation, an approximately one-mile section of electric transmission facilities presently owned by the Applicant and located in certain areas of Buchanan County, Missouri. In support hereof, Applicant states as follows:

KCPL

1. KCPL is a corporation organized and existing under and by virtue of the laws of the State of Missouri, with its principal office at 1201 Walnut, Kansas City, Missouri 64106-2124, and is an electrical corporation and public utility as defined in Section 386.020 RSMo. 2000. KCPL's Certificate of Good Standing was provided in Case No. EF-2002-315 and is incorporated herein by reference.

2. KCPL holds Certificates of Convenience and Necessity from the Commission to transact business as an electric public utility in certain areas of the State of Missouri and is

principally engaged in the generation, transmission, distribution and sale of electric power and energy.

3. Communications in this matter should be addressed to:

Tim M. Rush
Director, Regulatory Affairs
Kansas City Power & Light Company
1201 Walnut
Kansas City, Missouri 64106-2124
Telephone: (816) 556-2344
Facsimile: (816) 556-2110
Email: tim.rush@kcpl.com

Paul M. Ling
Attorney
Great Plains Energy Services
1201 Walnut
Kansas City, Missouri 64106-2124
Telephone: (816) 556-2899
Facsimile: (816) 556-2787
Email: paul.ling@kcpl.com

4. KCPL has heretofore filed with this Commission a certified copy of the Articles of Consolidation under which it was organized and of all amendments thereto.

5. KCPL has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court, which involve customer service or rates, which has occurred within three (3) years of the date of this Application, except as identified on Exhibit 1 hereto. No annual report or assessment fees are overdue.

6. Aquila is a corporation duly organized and existing under the laws of the State of Delaware, with its principal office in Kansas City, Missouri, and is an electrical corporation and public utility as defined in Section 386.020 RSMo. 2000.

Sale of Property

7. The property to be sold is a portion of KCPL's 161 kV transmission facility commonly known as Lake Road – Nashua, consisting of 1.02 miles of 161 kV transmission facilities from Structure 304 to Structure 313; provided that KCPL will retain ownership of Structure 304. This section of transmission line is currently in Aquila's service territory. Aquila plans to add a substation to this section of transmission line. Therefore, if this line were not sold to Aquila, installation of metering in and out of this substation and metering in and out of the existing Lake Road substation would be required. Since Applicant and its customers will not benefit from such improvements, and the sale of this section of this transmission line will not adversely affect KCPL's ability to serve its Missouri retail electric customers, the public interest is best served by selling this section of this transmission line to Aquila allowing it to add a substation without having to install metering at both substations. In no event would the proposed transaction be detrimental to the public interest.

8. Applicant and Aquila have entered into a Sale Agreement dated December 15, 2004. Pursuant to that Sale Agreement the Applicant will sell to Aquila and Aquila will purchase from the Applicant, all right, title and interest in and to the following property:

A portion of KCPL's 161 kv transmission facilities commonly known as the Lake Road – Nashua Line, consisting of, but without limiting the generality of the foregoing, all of KCPL's poles, cross arms, wires, insulators, and all other equipment and material forming a part of and appertaining to said electric transmission line, which is 1.02 miles in length, from Structure 304 to Structure 313; provided that KCPL will retain ownership of Structure 304 and all transmission facilities, easements and rights-of-way north of Structure 304 will be conveyed to Aquila.

9. The consideration to be received by Applicant from Aquila for the property as described above is \$200,000, subject to adjustment for taxes as provided in paragraph 4 of the Sale Agreement.

10. The following exhibits are attached hereto and incorporated herein by reference:

Exhibit 1 – Pending Actions or Final Unsatisfied Judgments or Decisions,

Exhibit 2 – Copy of the Sale Agreement dated December 15, 2004, and Exhibits thereto, and

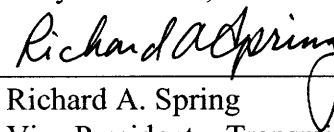
Exhibit 3 – Purchaser balance sheet and income statement with adjustments showing the results of the acquisitions of the property.

11. The sale of Applicant's transmission facilities to Aquila will not materially impact the tax revenues of the political subdivisions in which the transmission facilities are located. Any reduction in Applicant's local tax obligation to the political subdivisions will be offset by Aquila's obligation on a prospective basis to make the property tax payments to the local political subdivisions where the transmission facilities are located.

WHEREFORE, Applicant requests that the Commission enter an order authorizing and approving the proposed sale and transfer to Aquila of a portion of Applicant's 161 kV transmission facility commonly known as Lake Road – Nashua, consisting of 1.02 miles of 161 kV transmission facilities from Structure 304 to Structure 313; pursuant to the terms and conditions of the Sale Agreement dated December 15, 2004.

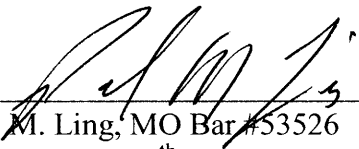
Respectfully submitted,

By: _____



Richard A. Spring
Vice President – Transmission Services
1201 Walnut
Kansas City, MO 64106-2124

By: _____



Paul M. Ling, MO Bar #53526
1201 Walnut, 20th Floor
Kansas City, MO 64106-2124
Telephone: (816) 556-2899
Facsimile: (816) 556-2787
E-mail: Paul.Ling@KCPL.com

ATTORNEY FOR
KANSAS CITY POWER & LIGHT COMPANY

VERIFICATION


State of Missouri)
)
County of Jackson) ss:

Richard A. Spring, being first duly sworn upon his oath, deposes and states that he is Vice President – Transmission Services for Kansas City Power & Light Company, that he is authorized to act on its behalf, that he has read and is familiar with the foregoing application and that the statements therein are true and correct to the best of his knowledge, information and belief and that the transaction described herein has been authorized by proper authority.



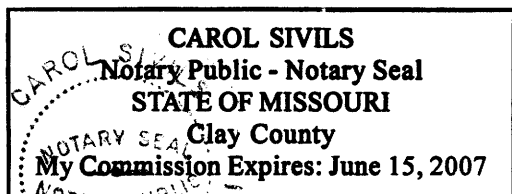
Richard A. Spring

Subscribed and sworn to before me this 9th day of February 2005.



Notary Public

My Commission Expires:



CERTIFICATE OF SERVICE

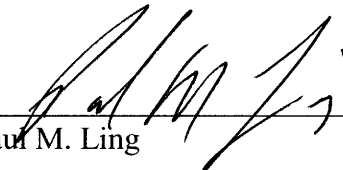
I hereby certify that a copy of the foregoing application was served via first class mail, postage prepaid, on this 9th day of February, 2005, upon:

Dana K. Joyce
Missouri Public Service Commission
P.O. Box 360
200 Madison St., Suite 800
Jefferson City, MO 65102

John B. Coffman
Office of the Public Counsel
P.O. Box 2230
200 Madison St., Suite 650
Jefferson City, MO 65102

Brogan Sullivan
Aquila Senior Corporate Counsel
20 W. Ninth Street
Kansas City, MO 64105

By: _____


Paul M. Ling

ATTORNEY FOR
KANSAS CITY POWER & LIGHT
COMPANY

EXHIBIT 1

Pending Actions or Final Unsatisfied Judgments or Decisions

The following is a list of Applicant's pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this application:

1. GST Appeal of Missouri Public Service Commission Decision; Case No. EC-99-553 in the Circuit Court of Cole County, Missouri; Docket No. 00CV324891; further appealed to the Court of Appeals of the Western District of Missouri by GST.
2. Rhonda Wesley v. KCP&L; Case No. EC-2005-0245. Formal Complaint filed by Rhonda Wesley concerning her residential electric service.

EXHIBIT 2

Sale Agreement and Exhibits Thereto

AGREEMENT

This Agreement, is made and entered into this 15th day of December, 2004, by and between Kansas City Power & Light Company, a Missouri corporation ("KCPL"), and Aquila Inc., a Delaware corporation ("Aquila").

Whereas, KCPL has offered to sell and Aquila has agreed to purchase certain electric transmission facilities as identified herein;

Now, therefore, in consideration of the mutual promises, covenants, undertakings and other consideration set forth herein, KCPL and Aquila agree as follows:

1. Property to be Sold.

a. Subject to the terms and conditions hereinafter set forth, and subject to the receipt of all necessary authority from the Public Service Commission of the State of Missouri ("PSC") and the Federal Energy Regulatory Commission ("FERC"), KCPL shall sell and Aquila shall purchase:

A portion of KCPL's 161 kv transmission facilities commonly known as the Lake Road – Nashua Line, consisting of, but without limiting the generality of the foregoing, all of KCPL's poles, cross arms, wires, insulators, and all other equipment and material forming a part of and appertaining to said electric transmission line, which is 1.02 miles in length, from Structure 304 to Structure 313; provided that KCPL will retain ownership of Structure 304 and all transmission facilities, easements and rights-of-way north of Structure 304 will be conveyed to Aquila;

(hereinafter referred to as the "Property"), consisting of:

(a) right-of-way and easements in and to the real property described at Exhibit A, consisting of three pages, and further depicted in the plan and profile drawings designated as Exhibit B, consisting of three pages, and (b) the personal property and/or fixtures referenced at Exhibit C, and appendix I thereto and all appurtenances thereto ("Transmission Facilities"). **EXCEPT AS**

EXPRESSLY SET FORTH IN EXHIBIT C, THERE ARE NO WARRANTIES, EXPRESS OR IMPLIED, AS TO THE DESCRIPTION, QUALITY, MERCHANTABILITY, FITNESS FOR ANY PARTICULAR PURPOSE, PRODUCTIVENESS, OR ANY OTHER MATTER, ON OR CONCERNING THE TRANSMISSION FACILITIES, AND SAID TRANSMISSION FACILITIES ARE SOLD AND CONVEYED "AS IS", "WHERE IS", AND "WITH ALL FAULTS."

. The rights-of-way and easements are sold free and clear of all liens and encumbrances except for (a) any defects in the respective titles or the person(s) from whom KCPL acquired its title, and (b) the lien of taxes not in default.

b. KCPL represents and Aquila acknowledges that the property to be sold hereunder does not include any transformers or other equipment containing oil impregnated with polychlorinated biphenyls ("PCB") and, thus, none of the property being sold pursuant to this Agreement is subject to the Toxic Substance Control Act and associated regulations.

2. Transfer and Conveyance of Property to be Sold.

a. Not later than five (5) business days prior to the Closing Date, KCPL shall furnish to Aquila duly certified copies of orders or instruments of consent, if any, of the PSC and FERC.

b. At the closing, KCPL shall deliver Aquila the following: (i) a duly executed Bill of Sale for the Transmission Facilities, said Bill of Sale to be in the form attached hereto as Exhibit C; and (ii) a duly executed Quit-Claim Deed and Assignment of Rights-of-Way in the form attached hereto as Exhibit D.

3. Grantor's Duties Assumed by Grantee. Aquila, as Grantee of the rights-of-way in the Quit-Claim Deed and Assignment of Rights-of-Way, agrees to assume all duties and

obligations with respect to such rights-of-way and shall indemnify, protect and save harmless KCPL as Grantor thereof, from any loss, cost or expense of whatsoever kind or nature in connection therewith by reason of any event occurring after the date of Closing.

4. Taxes. All taxes on the Property for the calendar year in which the Closing occurs, including without limitation all state assessed taxes, shall be paid by KCPL; and this duty shall survive the Closing. Said taxes shall be prorated to and including the date of Closing, with KCPL to have the last day. The Purchase Price shall be adjusted to credit KCPL for Aquila's prorata share of said taxes. KCPL's closing statement reflecting said adjustment shall be delivered to Aquila no less than ten (10) business days prior to the date of Closing.

5. Purchase Price. The Purchase Price shall be Two Hundred Thousand, and No/00 Dollars (\$200,000.00), subject to adjustment for taxes as provided in paragraph 4 above, and shall be payable to KCPL by cashier's check, at the Closing.

6. Closing. The Closing Date shall be the later of: (a) December 21, 2004, or (b) the tenth (10th) business day after receipt by KCPL of approval by both the PSC and FERC and notice to Aquila thereof. The place of closing shall be at KCPL's offices, 1201 Walnut, Kansas City, Missouri.

7. Easement Instruments. At the closing, KCPL shall deliver to Aquila the original instruments from KCPL's files by which KCPL acquired the easements referred to in Exhibit A.

8. Closing Costs. KCPL shall at or before Closing obtain at its cost the execution, delivery and recording of any and all such instruments as may be required to release the Property from the lien(s) of KCPL's mortgage(s), or any other liens or encumbrances on the Property, other than (a) any liens or encumbrances deriving from KCPL's sources of title in and to the

easements and rights-of-way herein; and (b) any lien for taxes not in default. Aquila shall bear the costs of recording the Quit-Claim Deed and Assignment of rights-of-way.

9. Exhibits. All exhibits referenced herein and attached hereto are incorporated by reference.

10. Government Approvals. The sale of the Property is contingent upon and shall be consummated unless and until the PSC and FERC shall have issued orders approving KCPL's sale of the Property upon the terms and conditions provided herein. KCPL shall promptly take all steps reasonably required to obtain said approvals and Aquila shall cooperate with KCPL's efforts, upon request from KCPL. Each party shall bear the costs and expenses of performing its said duties.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective corporate officers thereunto duly authorized, as of the day and year first above written.

KANSAS CITY POWER & LIGHT COMPANY

By: Richard A. Spring
Title: Vice President - Transmission Services

ATTEST:

Deane J. [Signature]
Secretary

AQUILA INC.

By: Carl Hualig
Title: V. P. Transmission

ATTEST:

Atst. Sara Channing
Secretary

**LEGAL DESCRIPTION OF EASEMENTS AND
RIGHTS-OF-WAY**

The rights-of-way and/or easements for the transmission and conveyance of electric energy over, under, along and across the following described lots, tracts and parcels of land hereinafter designated as Tracts 1, 2, 3A, 3B and 4, situate in portions of Sections 31, Township 57, Range 35, in Section 36, Township 57, Range 36 and in Section 1, Township 56, Range 36, all in the County of Buchanan, State of Missouri, were acquired by instruments identified with each tract described below and recorded in the Office of the Recorder of Deeds of Buchanan County, Missouri.

TRACT 1.

Grantor: Saint Joseph Stock Yards Company, by instrument dated February 28, 1947, recorded March 17, 1947 at Book 811, Page 561.

A tract of land 100 feet in width, the centerline of which is described as follows:

Beginning at a point on the South line of the Northwest $\frac{1}{4}$ of Section 31, Township 57, Range 35, in Buchanan County, Missouri, said point being 50 feet East of the Southwest corner of said Northwest $\frac{1}{4}$; thence North on a line parallel with and 50 feet East of the West line of said Northwest $\frac{1}{4}$ a distance of 211.95 feet to a point designated as Point "A", said point being the location of a two-pole structure; thence continuing on the same line a distance of 822.3 feet to a point designated as Point "B", said point being the location of a 3-pole structure and one anchor extending West from said structure; thence $5^{\circ}30'$ right a distance of 624.7 feet to a point which is 110 feet East of the West line of said Northwest $\frac{1}{4}$, said point being designated and hereinafter referred to as Point "C" and also being the location of a 3-pole structure; thence $5^{\circ}30'$ left on a line parallel with and 110 feet East of the West line of said Northwest $\frac{1}{4}$ a distance of 510.4 feet to a point designated as Point "D", said point being the location of a 2-pole structure; thence continuing on the same line 1050 feet to a point designated as Point "E", said point being the location of a 2-pole structure, said center line crossing the line between Sections 31 and 30 at a point which is 456.6 feet North of Point "D"; thence continuing on the same line, said line being parallel with and 110 feet East of the West line of the Southwest $\frac{1}{4}$ of Section 30 a distance of 700 feet to a point designated as Point "F", said point being the location of a 2-pole structure with 2 anchors extending North from said structure; thence continuing on the same line a distance of 596.7 feet to a point designated as Point "G", said point being the location of a 3-pole structure with 3 anchors extending North, 3 anchors extending South, and one anchor extending in a Westerly direction from said structure; thence $38^{\circ}4'$ right a distance of 321.3 feet to the Southerly line of the St. Joseph Light and Power Company property, said point being 376.5 feet Southeasterly as measured along said Southerly property line from the West line of the said Southwest $\frac{1}{4}$ of Section 30, except that part of the above which lies in the right-of-way of the City of St. Joseph, Missouri, the Union Terminal Railway Company, the St. Joseph Belt Railway Company, and any streets and alleys dedicated for public use. Also a tract of land 10 feet in width centering on a line extending 100 feet in an Easterly direction from aforesaid Point "C".

TRACT 2

Grantor: William N. Robertson, by instrument dated February 28, 1947, recorded on March 17, 1947 at Book 811, Page 567.

A tract of land 100 feet in width, the centerline of which is described as follows:

Beginning at a point on the south line of the Northeast Quarter of Section 1, Township 56, Range 36, in Buchanan County Missouri, which is 253.61 feet west of the Southeast corner

thereof; thence in a northerly direction a distance of 2587 feet to a point on the Southeasterly line of U.S. Highway #59 which is 32.1 South and 253.61 feet West of the Northwest corner of said Section 1.

TRACT 3A.

Grantor: Ker-O-Ten Company, by instrument dated February 17, 1947, recorded on March 17, 1947 at Book 811, Page 577.

The West 100 feet and a tract 25 feet in width lying East of, parallel with and adjacent to the aforesaid West 100 foot tract and extending 125 feet North from the Northwesternly line of the Railroad right-of-way, the Southerly Terminus of both tracts being the said Northwesternly line of the Railroad right-of-way, all a part of the following described tract:

That part of the Southwest $\frac{1}{4}$ of Section 31, Township 57, Range 35, Buchanan County, Missouri, lying West of the Railroad right-of-way, except lands deeded to St. Joseph and Central Branch Railway Company, By deed recorded in Book 378 at Page 70, and except land deeded to Grosses by deed recorded in Book 571 at Page 248, subject to public roads and highways and being in Buchanan County, Missouri.

TRACT 3B.

Grantor: St. Joseph Light & Power Company, by instrument dated December 12, 1963, recorded on December 13, 1963 at Book 1127, Page 591.

A tract of land 40 feet in width, which lies Easterly of and adjacent to that portion of 100 feet of right of way described in that certain Corporation Easement recorded March 17, 1947, in Book 811 at Page 561 in the Office of the Recorder of Deeds of Buchanan County, Missouri, at St. Joseph, Missouri, which 40 feet of land lies between the South line of the Southwest $\frac{1}{4}$ of Section 30, Township 57, Range 35, Buchanan County, Missouri, and Point "G" as described in the aforesaid 100 feet of right of way.

TRACT 4.

Grantor: Elmer H. DeVorss, Florence G. DeVorss, Ida B. DeVorss, John W. DeVorss and Floris D. DeVorss, by instrument dated March 5, 1947, recorded on March 17, 1947 at Book 811, Page 570.

Beginning at a point on the East line of the Southeast $\frac{1}{4}$ of Section 36, Township 57, Range 36 in Buchanan County, Missouri, said East line also being the range line between Ranges 35 and 36, said point being 1580.3 feet South of the Northeast corner of said Southeast $\frac{1}{4}$; thence South $0^{\circ}8'$ East a distance of 217.1 feet; thence South $35^{\circ}46'$ West a distance of 520.2 feet; thence North $0^{\circ}9'$ West a distance of 58.5 feet to a point designated and hereinafter referred to as Point "A"; thence continuing on the same bearing a distance of 66.5 feet to a point designated and hereinafter referred to as Point "B"; thence North $30^{\circ}34'$ east a distance of 66.5 feet to a point designated and hereinafter referred to as Point "C"; thence continuing on the same bearing a distance of 530.8 feet to the Point of Beginning.

Also a tract 23 feet in width centering on a line which extends in a Westerly direction from aforesaid Point "A" a distance of 10 feet.

Also a tract of land 10 feet in width centering on a line which extends in a general Northwesternly direction from aforesaid Point "B" a distance of 55 feet.

Also a tract of land 23 feet in width centering on a line which extends in a Northwesterly direction from aforesaid Point "C" a distance of 10 feet.

PLAN	SURVEYED	DATE	BY	SCALE
	NOTED			
NOTED	ALIGNMENT CHECKED			
	30' OF WAY CHECKED			
NO. 58	TRACKED			

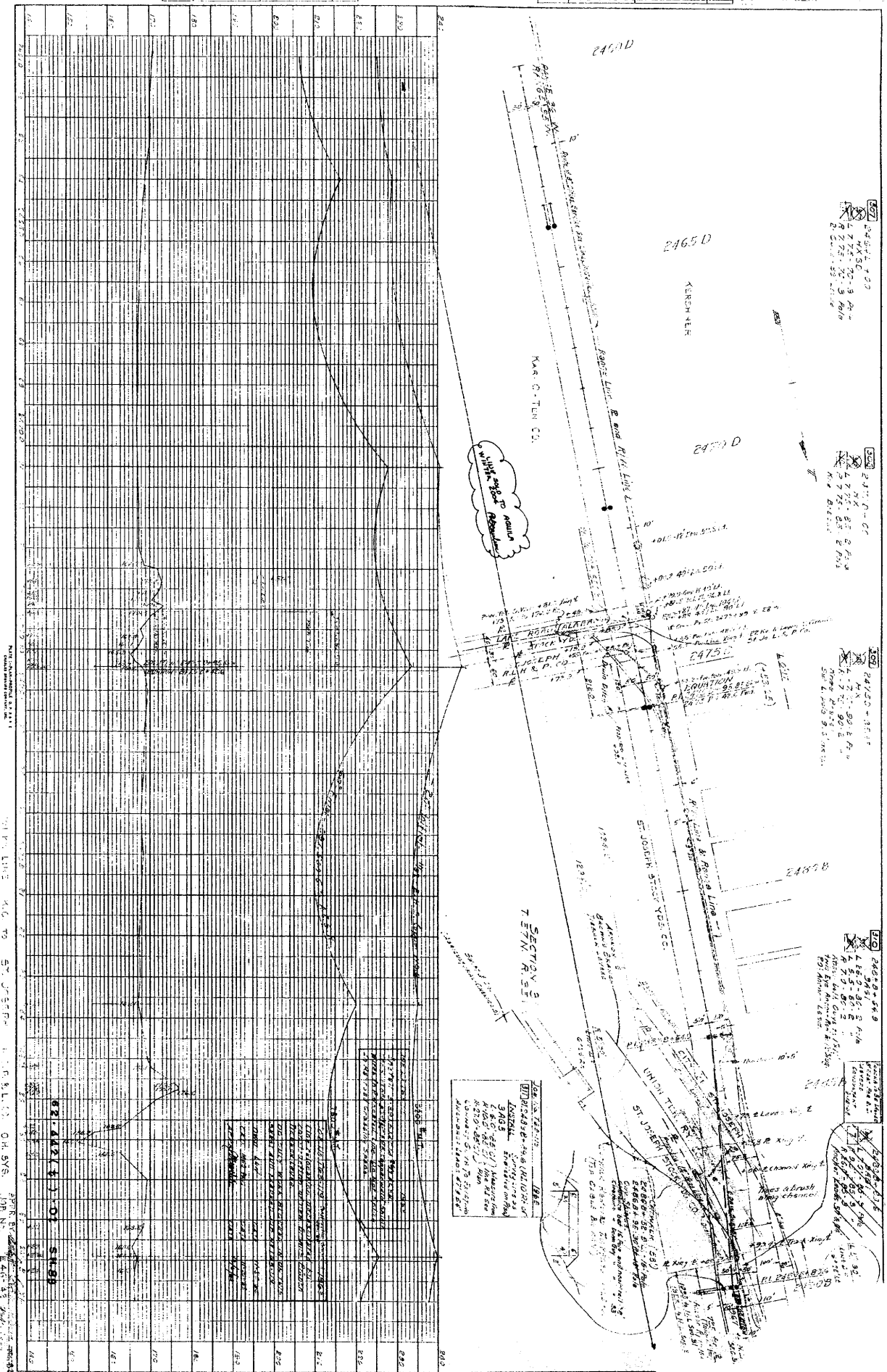
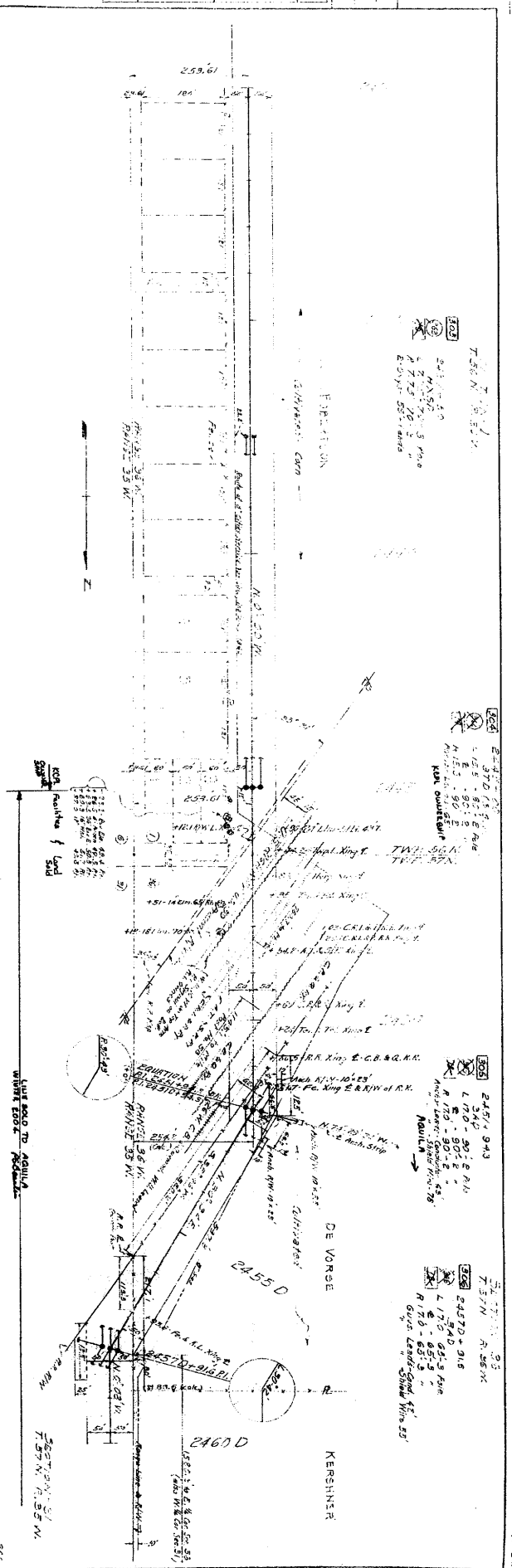
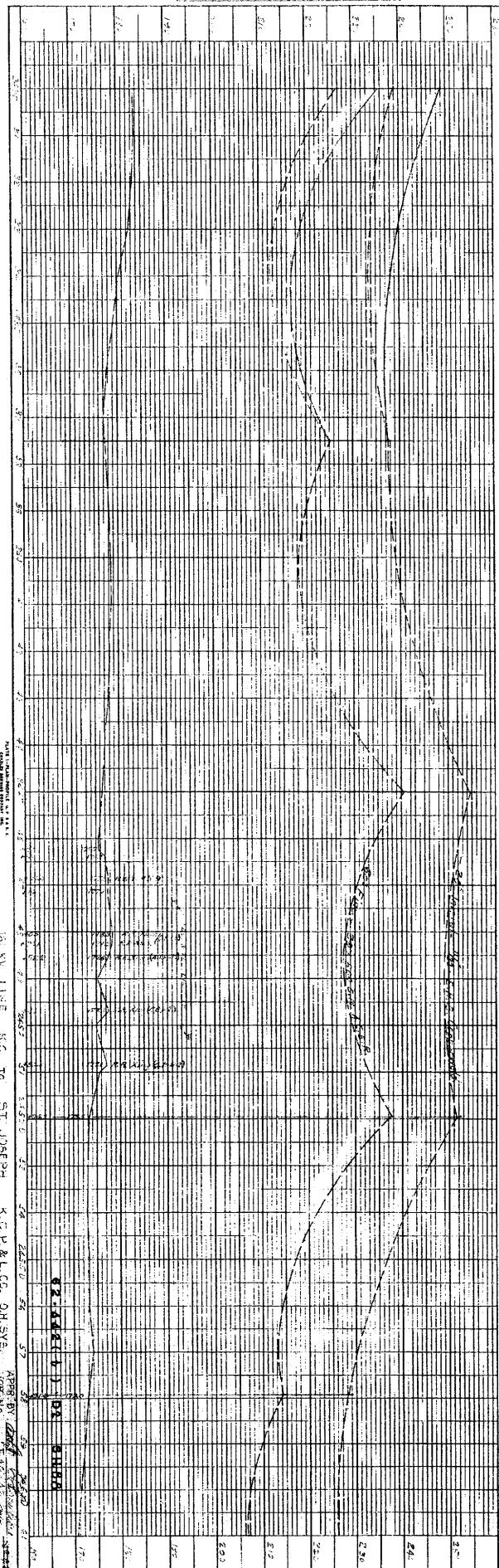


EXHIBIT B

PROFILE	DATE	BY	CHKD
REVISION			
NOTES			
NO.			

PLAN	DATE	BY	CHKD
REVISION			
NOTES			
NO.			



10+00 LINE K.C. TO ST. JOSEPH K.C.P. & L.C. ON S.W. 1/4 SEC. 36, T. 36 N., R. 36 E., S. 36

10+00 LINE K.C. TO ST. JOSEPH K.C.P. & L.C. ON S.W. 1/4 SEC. 36, T. 36 N., R. 36 E., S. 36

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that KANSAS CITY POWER & LIGHT COMPANY, a Missouri corporation (KCPL), for and in consideration of the sum of Two Hundred Thousand Dollars (\$200,000.00), the receipt of which is hereby acknowledged, does hereby remise, release and forever quit-claim unto AQUILA, INC., formerly Utilicorp United a Delaware corporation, (AQUILA), all of the hereinafter set forth equipment and facilities physically located **south of AQUILA's Lake Road Substation**, in Section 31, Township 57, Range 35, in Section 36, Township 57, Range 36, and Section 1, Township 56, Range 36, all in Buchanan County, Missouri, and as depicted on the attached Appendix I, which exhibit is expressly incorporated herein by reference:

KCPL Transmission Line Structures numbered 305, 306, 307, 308, 309, 310, 311, and 312, all conductor between structures 304, and 313, and all appurtenances thereto, all forming a portion of KCPL's transmission line commonly referred to as the "St. Joe 161 kv line".

TO HAVE AND TO HOLD THE SAME unto AQUILA, its successors and assigns forever, in place, and except as expressly set forth herein, **THERE ARE NO WARRANTIES, EXPRESS OR IMPLIED, AS TO THE DESCRIPTION, QUALITY, MERCHANTABILITY, FITNESS FOR ANY PARTICULAR PURPOSE, PRODUCTIVENESS, OR ANY OTHER MATTER, ON OR CONCERNING THE EQUIPMENT AND FACILITIES, AND SAID EQUIPMENT AND FACILITIES ARE SOLD AND CONVEYED "AS IS", "WHERE IS", AND "WITH ALL FAULTS."**

KCPL hereby covenants with AQUILA that it is the lawful owner of said equipment and facilities, that the same are no longer necessary or useful to KCPL in the performance of its duties to the public, and that KCPL has good right to sell the same.

IN WITNESS WHEREOF, Kansas City Power & Light Company has caused this Bill of Sale to be executed by its corporate officers thereunto duly authorized this ____ day of _____, 2005.

KANSAS CITY POWER & LIGHT COMPANY

By _____
Sr. Vice President

ATTEST:

Secretary

APPROVED:

Counsel

APPENDIX 1

161 Kv Nashua Lake Rd (St Joe) Line Summary of Materials from Str 304 to 313

Str #	Owner	P&P		Str Type	POLES	Down Guys	Insulators	Span		Conductor qty (Ft)
		Survey						Length Ahead	Shield Wire qty (ft)	
304	KCPL	244500	3TD		90C2 90C2 90C2		6 36kcpl-36stjoe	694.3	1388.6	2082.9
305	Sale	245194.3	3AD		90C2 90C2 90C2		7	597.3	1194.6	1791.9
306	Sale	245791.6	3AD		65C3 65C3 65C3		7	608.4	1216.8	1825.2
307	Sale	246400	HXSD		70C3 70C3		2	700	1400	2100
308	Sale	247100	HX		85C2 85C2		30	495.85	991.7	1487.55
309	Sale	247595.85	HX		90C2 90C2		30	769.05	1538.1	2307.15
310	Sale	248364.9	3AG1		80C2 80C2 80C2		2	624.7	1249.4	1874.1
311	Sale	248989.6	3AG3		85C1 85C1 85C1		2	510.4	1020.8	1531.2
312	Sale	249500	HXL		80C1 80C1 80C1		30	462	924	1386
313	St Joe L&P	249962	Hal		85C1 85C1					
								8 Strs	21 Wood poles	
								20	360	5462
								5462	10924	16386

Notes

Conductor 397.5 Kcml 26/7 ACSR (Ibis) 3 wire per span
Shield Wire 11/32 EHS Copperweld 2 wire per span

QUIT-CLAIM DEED

And

ASSIGNMENT OF RIGHTS-OF-WAY

This QUIT-CLAIM DEED and ASSIGNMENT OF RIGHTS-OF-WAY made this ____
Day of _____, 2004, by and between KANSAS CITY POWER & LIGHT
COMPANY, a Missouri corporation, having its principal place of business at 1201
Walnut, Kansas City, Missouri 64106-2124, (hereinafter referred to as "Grantor") and
AQUILA, INC., formerly Utilicorp United, Inc., a Delaware corporation, having its
principal place of business at 20 W. 9th Street, Kansas City, Missouri 64105, (hereinafter
referred to as Grantee");

WITNESSETH THAT:

Grantor, for and in consideration of the sum of One Dollar (\$1.00) and other good
and valuable consideration, the receipt and sufficiency of which are hereby
acknowledged by the Grantor, does hereby remise, release and forever quit-claim unto
the Grantee, its successors and assigns, Grantor's right, title and interest, as limited and
defined below, in and to certain rights-of-way, and does hereby sell, assign, transfer and
set over unto the Grantee, its successors and assigns, and as limited and defined
below, all easements and other instruments creating and limiting the same, for the

distribution and conveyance of electrical energy and current for lighting, heating and power purposes, over, along and across certain lots, tracts and parcels of land being situate in portions of Section 31 Township 57, Range 35, in Section 36, Township 57, Range 36, and in Section 1, Township 56, Range 36 all in Buchanan County, Missouri, which rights-of-way and the provisions, terms and conditions thereof, are fully set forth in easement conveyances to Grantor, as filed and recorded in the Office of the Recorder of Deeds of Buchanan County, Missouri. The right, title and interests conveyed by this QUIT-CLAIM DEED and ASSIGNMENT OF RIGHTS-OF-WAY shall be as follows:

Tract No. 1 This QUIT-CLAIM DEED and ASSIGNMENT OF RIGHTS-OF-WAY Conveys all of Kansas City Power & Light Company's right, title and interest in and to that certain Corporation Easement, dated February 28, 1947, wherein Saint Joseph Stock Yard Company is named Grantor, and Kansas City Power & Light Company is named Grantee, said easement being in the Northwest Quarter of Section 31, Township 57, Range 35, Buchanan County, Missouri, as filed and recorded with the Recorder of Deeds of Buchanan County, Missouri, in Book 811 at page 561, and assigned Instrument No. 4794.

Tract No. 2 This QUIT-CLAIM DEED and ASSIGNMENT OF RIGHTS-OF-WAY Conveys all of Kansas City Power & Light Company's right, title and interest in and to that certain Easement dated February 28, 1947, wherein William N. Robertson is named the Grantor, and Kansas City Power & Light Company is named Grantee, said

easement being in the Northeast Quarter of Section 1, Township 56, Range 36, and the Southeast Quarter of Section 36, Township 57, Range 36 all in Buchanan County, Missouri, as filed and recorded with the Recorder of Deeds of Buchanan County, Missouri in Book 811 at page 567 and assigned Instrument No. 4798 in so much as said easement reflects the following description; Commencing at the Southeast corner of Section 36, Township 57, Range 36; thence North 89 Degrees 46 Minutes 15 Seconds West a distance of 203.61 feet to the Point of Beginning for said easement; thence departing from said line South 00 Degrees 31 Minutes 11 Seconds West a distance of 145.87 feet to the centerline of 3-pole Structure No. 304; thence along said centerline North 89 Degrees 01 Minutes 31 Seconds West a distance of 100 feet; thence North 00 Degrees 31 Minutes 11 Seconds East a distance of 42.53 feet to the point of intersection with the South right of way line of U. S. Highway 59, as now established; thence along said right of way line, North 36 Degrees 04 Minutes 11 Seconds East a distance of 171.99 feet; thence South 00 Degrees 31 Minutes 11 Seconds West a distance of 37.38 feet to the Point of Beginning.

Tract No. 3(A) This QUIT-CLAIM DEED and ASSIGNMENT OF RIGHTS-OF-WAY Conveys all of Kansas City Power & Light Company's right, title and interest in and to that certain Corporation Easement, dated February 17, 1947, wherein Kar-O-Ten Company is named Grantor, and Kansas City Power & Light Company is named Grantee, said easement being in the Southwest Quarter of Section 31, Township 57, Range 35, Buchanan County, Missouri, as filed and recorded with the Recorder of

Deeds of Buchanan County, Missouri, in Book 811 at page 577, and assigned Instrument No. 4800.

Tract No. 3(B) This QUIT-CLAIM DEED and ASSIGNMENT OF RIGHTS-OF-WAY Conveys all of Kansas City Power & Light Company's right, title and interest in and to that certain Corporation Easement, dated December 12, 1963, wherein St. Joseph Light & Power Company is named Grantor, and Kansas City Power & Light Company is named Grantee, said easement being in the Southwest Quarter of Section 30, Township 57, Range 35, Buchanan County, Missouri, as filed and recorded with the Recorder of Deeds of Buchanan County, Missouri, in Book 1127 at page 591.

Tract No. 4 This QUIT-CLAIM DEED and ASSIGNMENT OF RIGHTS-OF-WAY Conveys all of Kansas City Power & Light Company's right, title and interest in and to that certain Easement, dated March 5, 1947, wherein Elmer H. DeVorss and Florence G. DeVorss, his wife and Ida B DeVorss, a single woman and John W. DeVorss and Floria D. DeVorss, his wife are named Grantor, and Kansas City Power & Light Company is named Grantee, said easement being in the Southeast Quarter of Section 36, Township 57, Range 36, Buchanan County, Missouri, as filed and recorded with the Recorder of Deeds of Buchanan County, Missouri, in Book 811 at page 570, and assigned Instrument No. 4801.

TO HAVE AND TO HOLD THE SAME, which are no longer necessary or useful to KCPL in the performance of its duties to the public, together with any and all rights,

immunities, privileges and appurtenances, and subject to all restrictions, conditions and covenants thereto belonging, unto the said Grantee, its successors and assigns, forever, so that neither the Grantor nor any person or persons for it or in its name or behalf shall or will hereafter claim or demand any right, title or interest to the aforesaid rights-of-way or any part thereof, but that they and each of them by these presents be excluded and barred forever, and so that neither the Grantor nor any successor of the Grantor shall or will hereafter be obligated or required to perform any of the terms, conditions or covenants of said easements or other instruments with respect to such rights-of-way, and the Grantee, by acceptance hereof, shall hereafter assume all duties and obligations in respect to such rights-of-way, and shall indemnify, protect and save harmless the Grantor from any loss, cost or expense of whatsoever kind or nature in connection therewith arising after the date hereof.

IN WITNESS WHEREOF, the Grantor has hereunto caused this instrument to be executed by its corporate officers thereunto duly authorized on the day and year first above written.

KANSAS CITY POWER & LIGHT COMPANY

By _____
Richard A. Spring, Senior Vice President

ATTEST:

Secretary

ACKNOWLEDGEMENT

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

On this ____ day of _____, 2004, before me appeared Richard A. Spring, to me personally known, who being by me duly sworn, did say that he is the Vice President of Kansas City Power & Light Company, a Missouri corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Richard A. Spring acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at my office in Kansas City, Missouri, the day and year last above written.

Notary Public

My commission expires:

EXHIBIT 3

Purchaser balance sheet and income statement with adjustments showing the results of the acquisitions of the property

BMEADE		SJD and SJG COMBINED					Run Date:
GLN0015E		Rolling - FERC Income Statement by Product Line					Run
		As of November 30, 2004					
		Regulated Electric	Regulated Gas	Regulated Steam	Regulated Common	Non- Regulated	Common
<i>Operating Revenues</i>							
	Residential Electric Revenues	40,839,439	-	-	-	-	-
	Commercial Revenue Sales Ele	29,586,184	-	-	-	-	-
	Industrial Revenue Sales Ele	21,275,139	-	-	-	-	-
	Sales Street Lighting	1,179,257	-	-	-	-	-
	SFR Partial Requirements	3,658	-	-	-	-	-
	SFR Off System Sales	14,408,236	-	-	-	-	-
	Sales Interdepartmental	515	-	-	-	-	-
	Forfeited Discounts-Electric	146,672	-	573	-	-	-
	Misc Service Revenues Electric	222,277	-	-	-	-	-
	Rent From Electric Property	157,399	-	-	-	-	-
	Other Electric Revenues	297,168	-	6,923,428	-	-	-
	Oth Ele Rev-Trans Ele for Oths	1,962,387	-	-	-	-	-
	Sales Residential Gas	-	4,024,370	-	-	-	-
	Sales Commercial And Industria	-	2,241,382	-	-	-	-
	Interdepartmental Revenues	-	1,162	-	-	-	-
	Forfeited Discounts	-	13,609	-	-	-	-
	Miscellaneous Service Revenues	-	14,619	-	-	-	-
	Gas Transportation Revenues	-	360,526	-	-	-	-
	Other Revenue And Royalties	-	(19)	-	-	-	-
Operating Revenues		110,078,331	6,655,650	6,924,001	-	-	-
<i>Operating Expenses</i>							
	Steam Ops Supervision And Eng	685,426	-	-	-	-	-
	Fuel on System Steam	19,267,800	-	-	-	-	-
	Fuel Off-System Steam	3,744,972	-	-	-	-	-
	Steam Expenses	1,952,242	-	-	-	-	-
	Steam Transfer-Fuel	(4,938,232)	-	-	-	-	-
	Steam Transfer - Prod Ops	(58,001)	-	-	-	-	-
	Steam Transfer - Prod Maint	(158,793)	-	-	-	-	-
	Steam Op Electric Expenses	597,175	-	-	-	-	-
	Misc Steam Power Expenses	1,236,897	-	-	-	-	-
	Steam Op Rents	10,244	-	-	-	-	-
	El Op Exp-Allowances	729,347	-	-	-	-	-
	Othr Gen Ops Superv & Eng	607	-	-	-	-	-
	Fuel On-System Other Prod	56,170	-	-	-	-	-
	Fuel Off-System Other Prod	200,922	-	-	-	-	-
	Other Power Generation Exp	130,681	-	-	-	-	-
	Misc Other Power Generation Ex	39,674	-	-	-	-	-
	Purchased Power On-System	20,233,634	-	-	-	-	-
	Purchased Power Off-System	2,471,436	-	-	-	-	-
	Sys Control And Load Dispatchi	223,129	-	-	-	-	-
	Other Expenses	363,917	-	-	-	-	(229)
	Trans Ops Superv & Engineering	38,467	-	-	-	-	-
	Trans Ops Load Dispatching	388,054	-	-	-	-	-
	Trans Ops Station Expenses	152,525	-	-	-	-	-
	Trans Ops OH Line Exp	17,309	-	-	-	-	-
	Trans of Electricity by Others	3,811,946	-	-	-	-	-
	Miscellaneous Transmission Exp	79,528	-	-	-	-	-
	Trans Ops Rents	229,688	-	-	-	-	-
	Dist Ops Superv & Eng	578,361	-	-	-	-	1,972
	Dist Ops Load Dispatching	87,971	-	-	-	-	-
	Dist Ops Station Expenses	27,600	-	-	-	-	-
	Dist Ops Overhead Line Expense	98,207	-	-	-	-	-
	Dist Ops UG Line Expenses	425,042	-	-	-	-	-
	Dist Ops Street Light & Signal	2,412	-	-	-	-	-
	Dist Ops Meter Expenses	572,270	-	-	-	-	2
	Dist Ops Cust Install Exp	6,848	-	-	-	-	-
	Dist Ops Misc Distrib Exp	809,255	-	-	-	-	(11)
	Dist Ops Rents	12,959	-	-	-	-	-
	Liquefied Petroleum Gas Exp	-	510	-	-	-	-
	Industrial Steam -Fuel	-	-	4,938,232	-	-	-
	Industrial Steam - Prod Ops	-	-	58,001	-	-	-
	Ind Stm - Distrib - Ops	-	-	52,295	-	-	-
	Miscellaneous Production Expen	-	723	-	-	-	-
	NG Prod Gath Op Superv & Eng	(20,134)	20,134	-	-	-	(400)
	NG Prod Gath Op Rents	33	3	-	-	-	-
	NG Transmission Line Purchases	-	286,648	-	-	-	-
	Natural Gas City Gate Purchase	-	5,086,959	-	-	-	-
	Other Gas Purchases	-	17,091	-	-	-	-
	Purchased Gas Cost Adjustments	-	(671,376)	-	-	-	-
	Gas Withdrawn From Storage Dr	-	2,011,565	-	-	-	-
	Gas Delivered To Storage Cr	-	(2,101,716)	-	-	-	-
	Gas Used For Other Utility Ops	-	(2,252)	-	-	-	-
	UG Storage Compr Station Exp	760	73	-	-	-	-
	Dist Ops Supervision and Engin	4	66,432	-	-	-	-
	Mains And Services Exp	-	131,179	-	-	-	4
	Dist Meas & Reg Stat - General	0	35,665	-	-	-	(14,454)
	Dist Meas & Reg Stat - Indus	-	1,324	-	-	-	-
	Dist Meas & Reg Stat - City Ga	-	41,771	-	-	-	-
	Dist Meter & House Regulator	-	137,632	-	-	-	-
	Dist Customer Installations	-	32,726	-	-	-	-
	Dist Ops Other Expense	(8,681)	110,469	-	-	-	(600)
	Dist Oper Rents	590	1,272	-	-	-	-
	Cust Accts Supervision	84,946	27,887	-	-	-	-
	Cust Accts Meter Reading Expen	481,105	49,215	-	-	-	-
	Cust Accts Records & Collectio	1,290,655	114,134	-	-	-	(26)
	Uncollectible Accounts	449,692	99,958	-	-	-	-
	Misc Customer Accounts	31,227	13,850	-	-	-	-
	Customer Service Supervision	106,457	256	-	-	-	(48)
	Customer Assistance Exp	-	81	-	-	-	-
	Informational & Instruct Ads	28,224	2,531	-	-	-	-
	Misc Cust Service & Info	43,503	6,398	-	-	-	-
	Sales Supervision	25,654	2,462	-	-	-	-
	Sales Demonstrating & Selling	37,047	3,159	-	-	-	-
	Sales Advertising Expenses	834	111	-	-	-	-
	Miscellaneous Sales Expenses	1,359	130	-	-	-	-
	Admin And General Salaries	2,180,287	125,257	49	-	-	19,089
	Office Supplies And Expense	1,184,106	45,104	71	-	-	348
	Admin Exp Trans Credit	(350,767)	(9,384)	(1,116)	-	-	-
	FDC Loading	(12,014)	4,074	9	-	-	6
	Outside Services Employed	1,166,028	42,962	219	-	-	1,502

BMEADE	SJD and SJG COMBINED					Run Date:
GLN0015E	Rolling - FERC Income Statement by Product Line					Run
	As of November 30, 2004					

	Regulated Electric	Regulated Gas	Regulated Steam	Regulated Common	Non- Regulated	Common
Property Insurance	514,329	361	29,343	-	-	-
Injuries And Damages	1,094,994	39,368	(24,845)	-	-	-
Employee Pensions & Benefits	3,742,493	365,204	78,865	-	-	879
Regulatory Commission Exp	350,066	31,257	24,822	-	-	-
Duplicate Charges - Credit	(99,393)	-	-	-	-	-
General Advertising Expenses	1,712	86	6	-	-	-
Miscellaneous General Exp	266,088	12,929	2	-	-	21
Environ Remed-MO Electric	3	0	-	-	-	-
A & G Rents	584,308	48,859	27	-	-	(16)
Operational Expenses	67,303,205	6,233,079	5,155,980	-	-	8,039
Steam Maint Supervision & Eng	327,640	-	-	-	-	-
Maint Of Structures	193,339	-	-	-	-	(5)
Maint Of Boiler Plant	3,220,657	-	-	-	-	(2)
Maint Of Electric Plant	1,059,336	-	-	-	-	-
Maint Of Misc Steam Plant	279,622	-	-	-	-	-
Othr Gen Maint of Structures	2,644	-	-	-	-	-
Other Gen Maint of Genr Plant	277,537	-	-	-	-	-
Other Gen Mnt Misc Oth Pwr Gen	261	-	-	-	-	-
Trans Maint Super & Engin	7,606	-	-	-	-	-
Trans Maint of Station Equipm	228,909	-	-	-	-	-
Trans Maint of Overhead Lines	370,896	(1,106)	-	-	-	-
Trans Maint of Misc Trans Plan	52,858	-	-	-	-	-
Dist Maint Of Structures	44,567	-	-	-	-	-
Dist Maint Of Station Equipmen	450,699	-	-	-	-	-
Dist Maint Of Overhead Lines	1,773,128	-	-	-	-	177
Dist Maint Of Underground Line	213,241	-	-	-	-	-
Dist Maint Of Line Transformer	65,148	-	-	-	-	-
Dist Maint Of Street Light & S	225,579	-	-	-	-	-
Dist Maint Of Meters	37,718	-	-	-	-	-
Dist Maint Of Misc Dist Plant	4,886	-	-	-	-	-
Industrial Steam - Prod Maint	-	-	158,793	-	-	-
Industrial Steam-Distrib Maint	-	-	46,816	-	-	-
Trans Maint Compr Station Equi	124	12	-	-	-	-
Dst Maint Super & Eng	-	1,415	-	-	-	-
Dist Maint Of Mains	(9,883)	37,506	-	-	-	(791)
Dist Maint Compr Station Equip	-	20	-	-	-	-
Ds Mnt Meas & Reg Stat Eq-Gen	-	14,077	-	-	-	-
Ds Mnt Meas & Reg Stat Eq-Ind	(82)	1,022	-	-	-	-
Ds Mnt Ms & Reg Stat Eq-City G	-	39,449	-	-	-	5
Dist Maint Of Services	-	6,305	-	-	-	-
Dist Maint Meters & Hse Regs	0	10,448	-	-	-	-
Maintenance General Plant	472,225	24,841	41	-	-	(467)
Maintenance Expenses	9,298,656	133,989	205,650	-	-	(1,084)
Depreciation Expense	10,706,195	343,062	120,658	-	-	-
Depr exp corp sto state adj	(647,309)	(34,545)	-	-	-	-
Depreciation Expense	10,058,886	308,517	120,658	-	-	-
Amort-Nat Gas Land & Ld Rts	31	3	-	-	-	-
Amort of Ltd Term Gas Plant	6,935	219	-	-	-	-
Amort-Ltd Term CrmnPlt-Copr	79,542	2,802	-	-	-	-
Amortization Of Other Plant	-	1,043	-	-	-	354
Amortization & Depletion of Utility Plant	86,508	4,068	-	-	-	354
Amortization of Utility Plant Acquisition Adjustment	-	-	-	-	-	-
Amort of Property Losses, Unrec Plant & Reg Study Costs	-	-	-	-	-	-
Taxes Oth-Than Income Taxes	4,834,055	119,555	21,023	-	-	(18,876)
Taxes Other Than Income Taxes	4,834,055	119,555	21,023	-	-	(18,876)
Current Inc Tax Fed Operating	(2,229,230)	(211,049)	454,226	(4,116)	168	-
Current Inc Tax State Operatin	(350,042)	(33,139)	71,323	(646)	26	-
Income Taxes - Federal	(2,579,272)	(244,189)	525,548	(4,763)	194	-
Deferred Inc Tax Utility Opera	3,226,971	42,990	1,343	-	-	-
Provision for Deferred Income Taxes	3,226,971	42,990	1,343	-	-	-
Dfd Tax Credit Util Oper	(87,815)	5,053	12,137	-	-	-
Provision for Deferred Income Taxes-Cr (Less)	(87,815)	5,053	12,137	-	-	-
Inv Tax Credit	(379,899)	(2,236)	(3,402)	-	-	-
Investment Tax Credit Adjustment-Net	(379,899)	(2,236)	(3,402)	-	-	-
Total Utility Operating Expenses	91,761,294	6,600,826	6,038,937	(4,763)	194	(11,567)
Other Operating Income						
Net Utility Operating Income	18,317,037	54,824	885,064	4,763	(194)	11,567

Other Income and Deductions

Non-Utility Operating Income

Revenues From Merchandising, Jobbing and Contract Work						
Costs and Exp of Merchandising, Job & Contract Work (Less)						
Nonutility Revenues	-	-	-	-	29,605	-
Revenues From Non-Utility Operations	-	-	-	-	29,605	-
Nonutility Expenses	(24,146)	(848)	-	-	(28,583)	49,635
Expenses of Non-Utility Operations (Less)	(24,146)	(848)	-	-	(28,583)	49,635
Rental Income	6,827	-	-	-	-	-
Non-Operating Rental Income	6,827	-	-	-	-	-
Operating Expense Rentals	-	-	-	-	-	-
Maintenance Expense Rental	-	-	-	-	-	-
Depreciation Expense Rental	-	-	-	-	-	-
Equity in Earnings of Subsidiary Companies	-	-	-	-	-	-
Interest And Dividend Income	134,920	3,762	-	-	-	-
Interest and Dividend Income	134,920	3,762	-	-	-	-
Allowances for Other Funds Used During Construction	72,229	2,762	-	-	-	-
Misc Nonoperating Income	3	0	-	-	-	-
Miscellaneous Non-Operating Income	3	0	-	-	-	-
Gain On Disposition Of Property	648	16	-	-	-	-
Gain On Disposition of Property	648	16	-	-	-	-
Total Other Income	190,482	5,692	-	-	1,022	49,635
Other Income and Deductions						
Loss On Disposition of Property	3,504	(3,504)	-	-	-	-
Loss On Disposition of Property	3,504	(3,504)	-	-	-	-
Amortization Expense Miscellan	286,734	5,043	-	-	-	-
Miscellaneous Amortization	286,734	5,043	-	-	-	-
Misc Nonop Expense Donations	80,214	4,542	-	-	-	45
Misc Nonop Expense Penalties	4,355	133	-	-	-	-

BMEADE		SJD and SJG COMBINED					Run Date:
GLN0015E		Rolling - FERC Income Statement by Product Line					Run
		As of November 30, 2004					
		Regulated Electric	Regulated Gas	Regulated Steam	Regulated Common	Non- Regulated	Common
Misc Nonop Civic Polit Activit		65,378	1,449	-	-	-	-
Misc Nonop Expense Other		3,128	28	-	-	-	-
Miscellaneous Income Deductions		153,074	6,153	-	-	-	45
Total Other Income Deductions		443,312	7,692	-	-	-	45
Taxes Applicable to Other Income Deductions							
Taxes Other Than Income Taxes	Taxes Other Than Income Taxes	1,233	50	-	-	269	91,336
Income Taxes - Current		1,233	50	-	-	269	91,336
Provision for Deferred Income Taxes							
Provision for Deferred Income Taxes - Cr (Less)							
Total Taxes on Other Income and Deduct		1,233	50	-	-	269	91,336
Net Other Income and Deductions		(254,064)	(2,050)	-	-	753	(41,746)
Interest Charges							
Interest on Long-Term Debt	Interest on Long-Term Debt	11,860,646	361,980	-	-	-	-
Amortization of Debt Disc and Expenses		11,860,646	361,980	-	-	-	-
Amortization of Loss on Recquired Debt							
Amortization of Premium on Debt Credit (Less)							
Interest on Debt to Associated Companies							
Other Interest Expense	Other Interest Expense	13,948	(46,908)	-	-	-	0
AFUDC Interest Credit	AFUDC Interest Credit	13,948	(46,908)	-	-	-	0
Allowance for Borrowed Funds Used During Construction - Cr (Less)		(116,683)	(4,232)	-	-	-	-
Net Interest Charges		11,757,910	310,840	-	-	-	0
Income Before Extraordinary Items		6,305,063	(258,066)	885,064	4,763	559	(30,180)
Extraordinary Items							
Extraordinary Income							
Extraordinary Deductions (Less)							
Net Extraordinary Items		-	-	-	-	-	-
Income Taxes - Federal and Other							
Extraordinary Items After Taxes		-	-	-	-	-	-
Net Income		6,305,063	(258,066)	885,064	4,763	559	(30,180)

BMEADE	December 23, 2004
GLN0015E	n Time: 1:16:46 AM/

Operating Revenues	Total
Residential Electric Revenues	40,839,439
Commercial Revenue Sales Ele	29,586,184
Industrial Revenue Sales Ele	21,275,139
Sales Street Lighting	1,179,257
SFR Partial Requirements	3,658
SFR Off System Sales	14,408,236
Sales Interdepartmental	515
Forfeited Discounts-Electric	147,245
Misc Service Revenues Electric	222,277
Rent From Electric Property	157,399
Other Electric Revenues	7,220,596
Oth Ele Rev-Trans Ele for Oths	1,962,387
Sales Residential Gas	4,024,370
Sales Commercial And Industria	2,241,382
Interdepartmental Revenues	1,162
Forfeited Discounts	13,609
Miscellaneous Service Revenues	14,619
Gas Transportation Revenues	360,526
Other Revenue And Royalties	(19)
Operating Revenues	123,657,982
Operating Expenses	-
Steam Ops Supervision And Eng	685,426
Fuel on System Steam	19,267,800
Fuel Off-System Steam	3,744,972
Steam Expenses	1,952,242
Steam Transfer-Fuel	(4,938,232)
Steam Transfer - Prod Ops	(58,001)
Steam Transfer - Prod Maint	(158,793)
Steam Op Electric Expenses	597,175
Misc Steam Power Expenses	1,236,897
Steam Op Rents	10,244
EL Op Exp-Allowances	729,347
Othr Gen Ops Superv & Eng	607
Fuel On-System Other Prod	56,170
Fuel Off-System Other Prod	200,922
Other Power Generation Exp	130,681
Misc Other Power Generation Ex	39,674
Purchased Power On-System	20,233,634
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Other Expenses	363,688
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Trans Ops Station Expenses	152,525
Trans Ops OH Line Exp	17,309
Trans of Electricity by Others	3,811,946
Miscellaneous Transmission Exp	79,528
Trans Ops Rents	229,688
Dist Ops Superv & Eng	580,333
Dist Ops Load Dispatching	87,971
Dist Ops Station Expenses	27,600
Dist Ops Overhead Line Expense	98,207
Dist Ops UG Line Expenses	425,042
Dist Ops Street Light & Signal	2,412
Dist Ops Meter Expenses	572,271
Dist Ops Cust Install Exp	6,848
Dist Ops Misc Distrib Exp	809,243
Dist Ops Rents	12,959
Liquefied Petroleum Gas Exp	510
Industrial Steam -Fuel	4,938,232
Industrial Steam - Prod Ops	58,001
Ind Stm - Distrib - Ops	52,295
Miscellaneous Production Expen	723
NG Prod Gath Op Superv & Eng	(400)
NG Prod Gath Op Rents	36
NG Transmission Line Purchases	286,648
Natural Gas City Gate Purchase	5,086,959
Other Gas Purchases	17,091
Purchased Gas Cost Adjustments	(671,376)
Gas Withdrawn From Storage Dr	2,011,565
Gas Delivered To Storage Cr	(2,101,716)
Gas Used For Other Utility Ops	(2,252)
UG Storge Compr Station Exp	833
Dist Ops Supervision and Engin	66,436
Mains And Services Exp	131,183
Dist Meas & Reg Stat - General	21,211
Dist Meas & Reg Stat - Indus	1,324
Dist Meas & Reg Stat - City Ga	41,771
Dist Meter & House Regulator	137,632
Dist Customer Installations	32,726
Dist Ops Other Expense	101,188
Dist Oper Rents	1,862
Cust Accts Supervision	112,833
Cust Accts Meter Reading Expen	530,320
Cust Accts Records & Collectio	1,404,764
Uncollectible Accounts	549,650
Misc Customer Accounts	45,076
Customer Service Supervision	106,664
Customer Assistance Exp	81
Informational & Instruct Ads	30,755
Misc Cust Service & Info	49,901
Sales Supervision	28,116
Sales Demonstrating & Selling	40,206
Sales Advertising Expenses	945
Miscellaneous Sales Expenses	1,489
Admin And General Salaries	2,324,681
Office Supplies And Expense	1,229,628
Admin Exp Trans Credit	(361,267)
FDC Loading	(7,925)
Outside Services Employed	1,210,711

BMEADE	December 23, 2004
GLN0015E	n Time: 1:16:46 AM/

	Total
Property Insurance	544,033
Injuries And Damages	1,109,517
Employee Pensions & Benefits	4,187,441
Regulatory Commission Exp	406,144
Duplicate Charges - Credit	(99,393)
General Advertising Expenses	1,804
Miscellaneous General Exp	279,039
Environ Remed-MO Electric	3
A & G Rents	633,179
Operational Expenses	78,700,303
Steam Maint Supervision & Eng	327,640
Maint Of Structures	193,334
Maint Of Boiler Plant	3,220,655
Maint Of Electric Plant	1,059,336
Maint Of Misc Steam Plant	279,622
Othr Gen Maint of Structures	2,644
Other Gen Maint of Genr Plant	277,537
Other Gen Mnt Msc Oth Pwr Gen	261
Trans Maint Super & Engin	7,606
Trans Maint of Station Equipm	228,909
Trans Maint of Overhead Lines	369,791
Trans Maint of Misc Trans Plan	52,858
Dist Maint Of Structures	44,567
Dist Maint Of Station Equipmen	450,699
Dist Maint Of Overhead Lines	1,773,305
Dist Maint Of Underground Line	213,241
Dist Maint Of Line Transformer	65,148
Dist Maint Of Street Light & S	225,579
Dist Maint Of Meters	37,718
Dist Maint Of Misc Dist Plant	4,886
Industrial Steam - Prod Maint	158,793
Industrial Steam-Distrib Maint	46,816
Trans Maint Compr Station Equi	136
Dist Maint Super & Eng	1,415
Dist Maint Of Mains	26,831
Dist Maint Compr Station Equip	20
Ds Mnt Meas & Reg Stat Eq-Gen	14,077
Ds Mnt Meas & Reg Stat Eq-Ind	940
Ds Mnt Ms & Reg Stat Eq-City G	39,453
Dist Maint Of Services	6,305
Dist Maint Meters & Hse Regs	10,448
Maintenance General Plant	496,639
Maintenance Expenses	9,637,210
Depreciation Expense	11,169,914
Depr exp corp sto state adj	(681,853)
Depreciation Expense	10,488,061
Amort-Nat Gas Land & Ld Rts	34
Amort of Ltd Term Gas Plant	7,154
Amort-Ltd Term CmnPtl-Copr	82,344
Amortization Of Other Plant	1,397
Amortization & Depletion of Utility Plant	90,929
Amortization of Utility Plant Acquisition Adjustment	-
Amort of Property Losses, Unrec Plant & Reg Study Costs	-
Taxes Other Than Income Taxes	4,955,757
Taxes Oth-Than Income Taxes	4,955,757
Current Inc Tax Fed Operating	(1,990,002)
Current Inc Tax State Operatin	(312,479)
Income Taxes - Federal	(2,302,481)
Deferred Inc Tax Utility Opera	3,271,304
Provision for Deferred Income Taxes	3,271,304
Provision for Deferred Income Taxes-Cr (Less)	(70,625)
Dfd Tax Credit Util Oper	(70,625)
Inv Tax Credit	(385,537)
Investment Tax Credit Adjustment-Net	(385,537)
Total Utility Operating Expenses	104,384,922
Other Operating Income	-
Net Utility Operating Income	19,273,060

Other Income and Deductions

Non-Utility Operating Income

Revenues From Merchandising, Jobbing and Contract Work	-
Costs and Exp of Merchandising, Job & Contract Work (Less)	-
Nonutility Revenues	29,605
Revenues From Non-Utility Operations	29,605
Nonutility Expenses	(3,942)
Expenses of Non-Utility Operations (Less)	(3,942)
Rental Income	6,827
Non-Operating Rental Income	6,827
Operating Expense Rentals	-
Maintenance Expense Rental	-
Depreciation Expense Rental	-
Equity in Earnings of Subsidiary Companies	-
Interest And Dividend Income	138,682
Interest and Dividend Income	138,682
Afudc	74,990
Allowances for Other Funds Used During Construction	74,990
Misc Nonoperating Income	3
Miscellaneous Non-Operating Income	3
Gain On Disposition Of Propert	665
Gain on Disposition of Property	665
Total Other Income	246,830

Other Income and Deductions

Loss on Disposition of Property	-
Loss On Disposition Of Propert	-
Amortization Expense Miscellan	291,777
Miscellaneous Amortization	291,777
Misc Nonop Expense Donations	84,801
Misc Nonop Expense Penalties	4,489

BMEADE	December 23, 2004
GLN0015E	n Time: 1:16:46 AM/

	Total
Misc Nonop Civic Polit Activit	66,826
Misc Nonop Expense Other	3,156
Miscellaneous Income Deductions	159,272
Total Other Income Deductions	451,049
Taxes Applicable to Other Income Deductions	
Taxes Other Than Income Taxes	92,888
Income Taxes - Current	92,888
Provision for Deferred Income Taxes	-
Provision for Deferred Income Taxes - Cr (Less)	-
Total Taxes on Other Income and Deduct	92,888
Net Other Income and Deductions	(297,107)
<i>Interest Charges</i>	
Interest on Long-Term Debt	12,222,625
Amortization of Debt Disc and Expenses	12,222,625
Amortization of Loss on Reacquired Debt	-
Amortization of Premium on Debt Credit (Less)	-
Interest on Debt to Associated Companies	-
Other Interest Expense	(32,960)
Other Interest Expense	(32,960)
AFUDC Interest Credit	(120,915)
Allowance for Borrowed Funds Used During Construction - Cr (Less)	(120,915)
Net Interest Charges	12,068,751
Income Before Extraordinary Items	6,907,203
<i>Extraordinary Items</i>	
Extraordinary Income	-
Extraordinary Deductions (Less)	-
Net Extraordinary Items	-
Income Taxes - Federal and Other	-
Extraordinary Items After Taxes	-
Net Income	6,907,203

BMEADE	SJD and SJG COMBINED	Run Date: December 23, 2004
GLN0013X	FERC Balance Sheet	Run Time: 12:27:22 AM
	November 30, 2004	

	Prior Year Adjusted Balance	Current Year Adjusted Balance
<i>Utility Plant</i>		
Utility Plant In Service	346,093,647	357,635,903
Property Under Capital Lease	2,577,164	2,577,164
Plant in Service ARO	-	71,614
Plant Held For Future Use	74,159	74,159
Compl Constrn Not Classified	3,119,442	4,676,582
Plant Acquisition Adjustment	3,441,709	3,441,709
PlantAcquisitionAdjustGoodwill	108,222,126	108,222,126
Other Plant	25,440,063	23,083,801
Utility Plant	488,968,310	499,783,058
Construction Work In Progress	7,680,497	5,730,101
Construction Work in Progress	7,680,497	5,730,101
<i>Utility Plant</i>	496,648,807	505,513,159
Accum Depreciation	(196,673,781)	(201,954,290)
Accumulated Depr ARO	-	(39,946)
Accum Amortization/Depletion	(280,015)	(312,061)
Accum Amort Acquisition Adjust	(247,832)	(343,436)
AccumAmortAcquisAdjGoodwill	(2,659,686)	(2,659,686)
Accum Deprec & Amortiz-Other P	(5,269,883)	(2,192,044)
Accumulated Provision for Deprec, Amort, and Deplet (less)	(205,131,198)	(207,501,463)
Net Utility Plant	291,517,609	298,011,696
Net Utility Plant	291,517,609	298,011,696
<i>Other Property and Investments</i>		
Non-Utility Property	125,365	125,365
Nonutility Property	125,365	125,365
Accum Deprec & Amortiz-NU Prop	(17,931)	(17,931)
Plt In Serv-Accum Amort-NonUti	(68,901)	(68,901)
Accumulated Provision for Deprec, Amort, and Deplet (less)	(86,833)	(86,833)
Investments in Associated Companies		
Investments in Subsidiary Companies		
Other Investments		
Special Funds	3,863,394	3,856,921
Rabbi Trust - Northern Trust	3,863,394	3,856,921
Other Property and Investments	3,901,927	3,895,453
Other Property and Investments	3,901,927	3,895,453
<i>Current and Accrued Assets</i>		
Cash	-	-
Special Deposits		
Working Fund	377,838	373,600
Temporary Cash Investments	377,838	373,600
Notes Receivable		
Customer Accounts Receivable	5,833,356	7,503,469
Customer Accounts Receivable	5,833,356	7,503,469
Other Accounts Receivable	53,810	42,718
Other Accounts Receivable	53,810	42,718
Accum Prov For Uncoll Accts	(244,572)	(335,780)
Accumulated Provision for Uncollectible Acct-Credit (less)	(244,572)	(335,780)
Notes Receivable from Associated Companies		
Accounts Receivable from Associated Companies		
Fuel Stock	5,311,197	4,995,324
Fuel Stock	5,311,197	4,995,324
Fuel Stock Expense Undistribut	185,524	132,011
Fuel Stock Expenses Undistributed	185,524	132,011
Plant Materials and Operating Supplies	6,005,824	6,229,554
Merchandise	6,005,824	6,229,554
Other Materials and Supplies		
Emission Allowances	350,037	152,852
Emission Allowances	350,037	152,852
Stores Expense Undistributed	920,537	848,484
Stores Expense Undistributed	920,537	848,484
Gas Stored Underground-Current	2,054,265	2,220,525
Gas Stored Underground	2,054,265	2,220,525
Prepayments	41,511,685	43,636,886
Prepayments	41,511,685	43,636,886
Advances for Gas		
Interest and Dividends Receivable		
Rents Receivable		
Accrued Utility Revenues	3,902,330	4,676,555
Accrued Utility Revenues	3,902,330	4,676,555

BMEADE	SJD and SJG COMBINED	Run Date: December 23, 2004
GLN0013X	FERC Balance Sheet	Run Time: 12:27:22 AM
	November 30, 2004	

	Prior Year Adjusted Balance	Current Year Adjusted Balance
Miscellaneous Current and Accrued Assets		
Current and Accrued Assets Node		
Current and Accrued Assets	66,261,832	70,476,199
	66,261,832	70,476,199
Suspense FERC Account	(110)	-
Suspense Balancing	(5,086)	-
Suspense Balance	(5,197)	-
<i>Deferred Debits</i>		
Unamortized Debt Expenses		
Other Regulatory Assets	26,334	383,512
Regulatory Asset FAS 109	12,547,676	12,547,676
Regulatory Asset ARO	-	353,016
Other Regulatory Assets	12,574,010	13,284,204
Prelim Survey Charges General	301,577	236,484
Preliminary Survey and Investigation Charges (Electric)	301,577	236,484
Clearing Accounts	185,822	(446,389)
Temporary Facilities	185,822	(446,389)
Misc Deferred Debits	5,878,961	5,758,160
Msc Def Dbts-Rate Case	27,446	-
Miscellaneous Deferred Debits	5,906,407	5,758,160
Research, Development, and Demonstration Exp		
Unamortized Loss on Reacquired Debt		
Accumulated Deferred Income Taxes	6,406,663	6,292,751
Accumulated Deferred Income Ta	6,406,663	6,292,751
Unrecovered Purchased Gas Cost	585,058	610,200
Unrecov Purch Gas Costs	585,058	610,200
Deferred Debits	25,959,537	25,735,410
Deferred Debits	25,959,537	25,735,410
Assets and Other Debits	387,635,708	398,118,758

Comparative Balance Sheet (Liabilities and Other Credits)*Proprietary Capital*

Accumulated Other Comprehensive Income

Common Stock Issued

Preferred Stock Issued

Capital Stock Subscribed

Stock Liability for Conversion

Premium on Capital Stock

Other Paid-in Capital

Discount on Capital Stock (less)

Capital Stock Expense (less)

Retained Earnings

Premium On Capital Stock	157,796,660	157,796,660
Other Paid-in Capital	157,796,660	157,796,660
Discount on Capital Stock (less)		
Capital Stock Expense (less)		
Unappropriated Retained Earnin	(13,764,376)	(11,666,701)
Common Stock Dividends	-	(38)
Revenue Unbilled	(13,764,376)	(11,666,739)
Depreciation Expense	(3,940,297)	-
Depr exp corp sto state adj	(13,041,761)	(9,947,399)
Amort-Nat Gas Land & Ld Rts	2,254,877	235,217
Amort of Ltd Term Gas Plant	-	(34)
Amort-Ltd Term CmnPlt-Copr	(60,843)	-
Amortization Of Other Plant	-	(82,344)
Taxes Oth-Than Income Taxes	(1,358)	(1,257)
Taxes Othr Th Inc Taxes Non Ut	(4,488,707)	(4,523,919)
Current Inc Tax Fed Operating	(115,901)	(92,735)
Current Inc Tax State Operatin	1,116,480	(803,272)
Deferred Inc Tax Utility Opera	175,310	(126,131)
Dfd Tax Credit Util Oper	(1,238,076)	(2,314,331)
Inv Tax Credit	174,244	513,752
Merchandise Revenues	366,223	352,247
Nonutility Revenues	193	-
Nonutility Expenses	13,979	27,481
Rental Income	(29,220)	1,354
Interest And Dividend Income	2,779	6,193
Afudc	158,103	127,503
Misc Nonoperating Income	-	74,990
Gain On Disposition Of Propert	(12,558)	3
Loss On Disposition Of Propert	129	-
Amortization Expense Miscellan	(1,774)	-
	(457,184)	(256,900)

BMEADE

SJD and SJG COMBINED

Run Date: December 23, 2004

FERC Balance Sheet

Run Time: 12:27:22 AM

GLN0013X

November 30, 2004

	Prior Year Adjusted Balance	Current Year Adjusted Balance
Misc Nonop Expense Donations	(84,508)	(76,067)
Misc Nonop Expense Penalties	(8)	(4,489)
Misc Nonop Civic Polit Activit	(48,760)	(48,062)
Misc Nonop Expense Other	(2,128)	(3,127)
Interest on Long Term Debt	(11,212,152)	(11,194,995)
Interest On Debt To Assoc Cos	(507,806)	-
Other Interest Expense	(156,141)	1,698
AFUDC Interest Credit	30,632	111,711
Residential Electric Revenues	38,667,655	37,552,491
Commercial Revenue Sales Ele	26,902,521	27,508,255
Industrial Revenue Sales Ele	19,051,846	19,891,758
Sales Street Lighting	1,055,022	1,091,937
SFR Partial Requirements	-	3,658
SFR Off System Sales	6,971,662	13,170,148
Sales Interdepartmental	(44,745)	399
Forfeited Discounts-Electric	224,514	126,741
Misc Service Revenues Electric	167,425	213,058
Rent From Electric Property	155,544	154,461
Other Electric Revenues	6,438,323	6,571,565
Oth Ele Rev-Trans Ele for Oths	416,662	1,919,177
Sales Residential Gas	3,041,984	3,358,834
Sales Commercial And Industria	1,921,909	1,939,694
Interdepartmental Revenues	663	818
Forfeited Discounts	14,237	12,314
Miscellaneous Service Revenues	13,124	13,799
Gas Transportation Revenues	171,943	332,222
Other Revenue And Royalties	19	(107)
Steam Ops Supervision And Eng	(746,955)	(633,662)
Fuel on System Steam	(20,151,962)	(17,494,048)
Fuel Off-System Steam	(539,140)	(3,454,933)
Steam Expenses	(1,577,611)	(1,833,149)
Steam Transfer-Fuel	5,389,201	4,605,648
Steam Transfer - Prod Ops	554,269	-
Steam Transfer - Prod Maint	593,960	-
Steam Transfer- Distrib	74,821	-
Steam Op Electric Expenses	(893,923)	(542,973)
Misc Steam Power Expenses	(899,330)	(1,144,601)
Steam Op Rents	(4,866)	(8,558)
EL Op Exp-Allowances	(209,572)	(714,499)
Steam Maint Supervision & Eng	(376,986)	(269,488)
Maint Of Structures	(263,678)	(172,282)
Maint Of Boiler Plant	(2,971,369)	(2,895,795)
Maint Of Electric Plant	(1,172,400)	(1,031,664)
Maint Of Misc Steam Plant	(120,504)	(251,929)
Othr Gen Ops Superv & Eng	(57,226)	(577)
Fuel On-System Other Prod	(321,013)	(16,418)
Fuel Off-System Other Prod	(287,426)	(105,218)
Other Power Generation Exp	(40,876)	(127,582)
Misc Other Power Generation Ex	(28,402)	(7,249)
Othr Gen Maint Superv & Eng	(3,583)	-
Othr Gen Maint of Structures	(316)	(2,616)
Othr Gen Maint of Genr Plant	(119,619)	(273,534)
Other Gen Mnt Msc Oth Pwr Gen	(146)	(261)
Purchased Power On-System	(17,356,496)	(18,869,958)
Purchased Power Off-System	(671,561)	(2,295,646)
Sys Control And Load Dispatchi	(250,469)	(200,735)
Other Expenses	(260,265)	(305,312)
Trans Ops Superv & Engineering	(23,802)	(34,751)
Trans Ops Load Dispatching	(169,573)	(358,100)
Trans Ops Station Expenses	(121,235)	(138,515)
Trans Ops OH Line Exp	(13,239)	(17,243)
Trans of Electricity by Others	(2,185,724)	(3,617,654)
Miscellaneous Transmission Exp	(53,545)	(74,741)
Trans Ops Rents	(227,576)	(212,803)
Trans Maint Super & Engin	(7,861)	(7,087)
Trans Maint of Station Equipm	(176,242)	(213,784)
Trans Maint of Overhead Lines	(91,491)	(279,056)
Trans Maint of Misc Trans Plan	(11,952)	(51,000)
Dist Ops Superv & Eng	(343,630)	(544,577)
Dist Ops Load Dispatching	(69,213)	(82,255)
Dist Ops Station Expenses	(17,812)	(19,402)
Dist Ops Overhead Line Expense	(68,965)	(90,986)
Dist Ops UG Line Expenses	(309,911)	(399,309)

BMEADE

SJD and SJG COMBINED

Run Date: December 23, 2004

FERC Balance Sheet

Run Time: 12:27:22 AM

GLN0013X

November 30, 2004

	Prior Year Adjusted Balance	Current Year Adjusted Balance
Dist Ops Street Light & Signal	(2,336)	(2,412)
Dist Ops Meter Expenses	(408,634)	(520,215)
Dist Ops Cust Install Exp	(8,714)	(6,756)
Dist Ops Misc Distrib Exp	(670,347)	(758,668)
Dist Ops Rents	(9,916)	(12,566)
Dist Maint Of Structures	(41,136)	(40,880)
Dist Maint Of Station Equipmen	(429,578)	(433,285)
Dist Maint Of Overhead Lines	(1,197,291)	(1,647,528)
Dist Maint Of Underground Line	(143,978)	(188,968)
Dist Maint Of Line Transformer	(90,536)	(59,709)
Dist Maint Of Street Light & S	(148,965)	(207,257)
Dist Maint Of Meters	(38,309)	(33,635)
Dist Maint Of Misc Dist Plant	(47,239)	(4,257)
Liquefied Petroleum Gas Exp	-	(434)
Industrial Steam -Fuel	(5,389,201)	(4,605,648)
Industrial Steam - Prod Ops	(554,269)	-
Industrial Steam - Prod Maint	(593,960)	-
Ind Strm - Distrib - Ops	(44,588)	(48,570)
Industrial Steam-Distrib Maint	(39,786)	(40,932)
Miscellaneous Production Expen	1	(723)
NG Prod Gath Op Superv & Eng	(20,534)	-
NG Prod Gath Op Rents	(32)	(36)
NG Prod Gath Maint Other Equip	(2)	-
NG Transmission Line Purchases	(335,956)	-
Natural Gas City Gate Purchase	(4,773,706)	(4,918,220)
Other Gas Purchases	(371,447)	83,371
Purchased Gas Cost Adjustments	1,064,817	665,674
Gas Withdrawn From Storage Dr	(1,042,751)	(1,805,645)
Gas Delivered To Storage Cr	2,257,277	2,101,716
Gas Used For Other Utility Ops	5,035	2,124
UG Storage Ops Superv & Eng	(321)	-
UG Storge Compr Station Exp	-	(833)
UG Strg Maint of Structures	(4)	-
Trans Maint Compr Station Equi	(53)	(136)
Dist Ops Supervision and Engin	(59,511)	(60,250)
Mains And Services Exp	(108,882)	(122,313)
Dist Meas & Reg Stat - General	(38,717)	(32,121)
Dist Meas & Reg Stat - Indus	(2,003)	(1,189)
Dist Meas & Reg Stat - City Ga	(22,796)	(37,344)
Dist Meter & House Regulator	(103,018)	(126,821)
Dist Customer Installations	(17,525)	(29,664)
Dist Ops Other Expense	(84,641)	(95,692)
Dist Oper Rents	(1,080)	(1,789)
Dist Maint Super & Eng	(1,453)	(1,168)
Dist Maint Of Mains	(41,801)	(18,701)
Dist Maint Compr Station Equip	-	(20)
Ds Mnt Meas & Reg Stat Eq-Gen	(7,145)	(9,598)
Ds Mnt Meas & Reg Stat Eq-Ind	(1,594)	(968)
Ds Mnt Ms & Reg Stat Eq-City G	(21,833)	(36,373)
Dist Maint Of Services	(7,384)	(6,045)
Dist Maint Meters & Hse Regs	(9,152)	(9,566)
Dist Maint Of Other Equip	(1)	-
Cust Accts Supervision	(38,364)	(84,506)
Cust Accts Meter Reading Expen	(477,351)	(490,963)
Cust Accts Records & Collectio	(1,149,250)	(1,205,016)
Uncollectible Accounts	(726,339)	(517,293)
Misc Customer Accounts	(53,565)	(40,360)
Customer Service Supervision	(97,786)	(98,595)
Customer Assistance Exp	(227)	(81)
Informational & Instruct Ads	(29,270)	(28,908)
Misc Cust Service & Info	(70,015)	(41,474)
Sales Supervision	(28,278)	(25,865)
Sales Demonstrating & Selling	(55,192)	(36,495)
Sales Advertising Expenses	(304)	(455)
Miscellaneous Sales Expenses	(113)	(1,489)
Admin And General Salaries	(2,294,116)	(1,973,420)
Office Supplies And Expense	(1,150,210)	(1,094,212)
Admin Exp Trans Credit	211,124	211,047
FDC Loading	(17,865)	6,975
Outside Services Employed	(866,830)	(1,180,213)
Property Insurance	(576,675)	(483,703)
Injuries And Damages	(930,149)	(1,092,960)
Employee Pensions & Benefits	(1,833,431)	(3,385,626)

BMEADE	SJD and SJG COMBINED	Run Date: December 23, 2004
GLN0013X	FERC Balance Sheet	Run Time: 12:27:22 AM
	November 30, 2004	

	Prior Year Adjusted Balance	Current Year Adjusted Balance
Regulatory Commission Exp	(185,217)	(405,622)
Duplicate Charges - Credit	89,406	89,623
General Advertising Expenses	(9,696)	(1,804)
Miscellaneous General Exp	(283,331)	(250,991)
Environ Remed-MO Electric	(666)	(3)
A & G Rents	(474,884)	(592,002)
Maintenance General Plant	(508,456)	(455,467)
Retained Earnings-CY Income	2,296,816	5,396,076
Unappropriated Undistributed Subsidiary Earnings		
Reacquired Capital Stock (less)		
Proprietary Capital	146,329,099	151,525,997
Proprietary Capital	146,329,099	151,525,997
<i>Long-Term Debt</i>		
Bonds Payable Long Term	24,725,000	23,600,000
Bonds	24,725,000	23,600,000
Reacquired Bonds (less)		
Advances from Associated Companies		
Other Long Term Debt	128,561,000	128,561,000
Unamortized Premium on Long-Term Debt	128,561,000	128,561,000
Unamort Discount on Long-Term Debt-Debit (less)		
Long-Term Debt	153,286,000	152,161,000
Long-Term Debt	153,286,000	152,161,000
<i>Other Noncurrent Liabilities</i>		
Accumulated Reserve Oblig ARO	-	384,684
Asset Retirement Obligation	-	384,684
Oblig Under Capital Leases-NC	2,313,744	2,279,255
Obligations Under Capital Leases - Noncurrent	2,313,744	2,279,255
Accumulated Provision for Property Insurance		
Injuries And Damages Accrual	855,324	527,128
Accumulated Provision for Injuries and Damages	855,324	527,128
Accum Prov For Pens & Benefits	5,044,360	4,342,675
Accumulated Provision for Pensions and Benefits	5,044,360	4,342,675
Accumulated Miscellaneous Operating Provisions		
Accum Prov Rate Refund	792	(1,236)
Accumulated Provision for Rate Refunds	792	(1,236)
Other Noncurrent Liabilities	8,214,221	7,532,506
Other Noncurrent Liabilities	8,214,221	7,532,506
<i>Current and Accrued Liabilities</i>		
Notes Payable	(401)	(401)
Accounts Payable	(401)	(401)
Accounts Payable	1,485,842	1,484,511
Notes Payable Associated Cos	1,485,842	1,484,511
Notes Payable to Associated Companies	(16,006,313)	(9,328,493)
Accounts Payable Interunit	(16,006,313)	(9,328,493)
Accounts Payable to Associated Companies	21,048,809	12,623,536
Customer Deposits	21,048,809	12,623,536
Customer Deposits	518,137	660,214
Accrued Taxes	518,137	660,214
Taxes Accrued	4,161,946	3,829,077
Interest Accrued	4,161,946	3,829,077
Dividends Declared	646,143	616,868
Dividends Declared	646,143	616,868
Current Maturities of LTD	(38)	-
Matured Long-Term Debt	(38)	-
Matured Interest	1,125,000	1,125,000
Tax Collections Payable	1,125,000	1,125,000
Misc Current And Accrued Liab	264,013	286,488
Accrued Severance-Restructure	264,013	286,488
Miscellaneous Current and Accrued Liabilities	634,004	117,575
Obligns Undr Captl Leases Curr	2	2
Obligations Under Capital Leases - Current	634,006	117,577
Current and Accrued Liabilities	13,906,958	11,446,633
Current and Accrued Liabilities	13,906,958	11,446,633
<i>Deferred Credits</i>		

BMEADE	SJD and SJG COMBINED	Run Date: December 23, 2004
GLN0013X	FERC Balance Sheet	Run Time: 12:27:22 AM
	November 30, 2004	

		Prior Year	Current Year
		Adjusted Balance	Adjusted Balance
Customer Advances for Construction	Customer Advances For Construc	-	10,977
			10,977
	Accum Def Investment Tax Credi	1,686,744	1,301,207
Accumulated Deferred Investment Tax Credits		1,686,744	1,301,207
	Other Deferred Credits	15,718,611	15,976,578
Other Deferred Credits		15,718,611	15,976,578
	Other Regulatory Liabilities	26,067	3,422,830
Other Regulatory Liabilities		26,067	3,422,830
	Acm Def Inc Tax Other Property	30,334,969	37,955,332
	Accum Def Income Tax Other	18,133,039	16,785,697
Accumulated Deferred Income Taxes		48,468,008	54,741,029
Deferred Credits		65,899,430	75,452,621
Deferred Credits		65,899,430	75,452,621
Liabilities and Other Credits		387,635,708	398,118,758

BMEADE

SJD and SJG COMBINED

Run Date: December 23, 2004

FERC Balance Sheet

Run Time: 12:27:22 AM

GLN0013X

November 30, 2004

		Prior Year	Current Year
		Adjusted Balance	Adjusted Balance
<i>Utility Plant</i>			
	Utility Plant In Service	346,093,647	357,835,903
	Property Under Capital Lease	2,577,164	2,577,164
	Plant in Service ARO	-	71,614
	Plant Held For Future Use	74,159	74,159
	Compl Constrn Not Classified	3,119,442	4,676,582
	Plant Acquisition Adjustment	3,441,709	3,441,709
	PlantAcquisitionAdjustGoodwill	108,222,126	108,222,126
	Other Plant	25,440,063	23,083,801
Utility Plant		488,968,310	499,983,058
	Construction Work In Progress	7,680,497	5,730,101
Construction Work in Progress		7,680,497	5,730,101
<i>Utility Plant</i>		496,648,807	505,713,159
	Accum Depreciation	(196,673,781)	(201,954,290)
	Accumulated Depr ARO	-	(39,946)
	Accum Amortization/Depletion	(280,015)	(312,061)
	Accum Amort Acquisition Adjust	(247,832)	(343,436)
	AccumAmortAcquisAdjGoodwill	(2,659,686)	(2,659,686)
	Accum Deprec & Amortiz-Other P	(5,269,883)	(2,192,044)
	Accumulated Provision for Deprec, Amort, and Deplet (less)	(205,131,198)	(207,501,463)
Net Utility Plant		291,517,609	298,211,696
Net Utility Plant		291,517,609	298,211,696
<i>Other Property and Investments</i>			
	Nonutility Property	125,365	125,365
Non-Utility Property		125,365	125,365
	Accum Deprec & Amortiz-NU Prop	(17,931)	(17,931)
	Plt In Serv-Accum Amort-NonUti	(68,901)	(68,901)
	Accumulated Provision for Deprec, Amort, and Deplet (less)	(86,833)	(86,833)
Investments in Associated Companies			
Investments in Subsidiary Companies			
Other Investments			
	Rabbi Trust - Northern Trust	3,863,394	3,856,921
Special Funds		3,863,394	3,856,921
Other Property and Investments		3,901,927	3,895,453
Other Property and Investments		3,901,927	3,895,453
<i>Current and Accrued Assets</i>			
Cash		-	-
Special Deposits			
	Working Funds	377,838	173,600
Working Fund		377,838	173,600
Temporary Cash Investments			
Notes Receivable			
	Customer Accounts Receivable	5,833,356	7,503,469
Customer Accounts Receivable		5,833,356	7,503,469
	Other Accounts Receivable	53,810	42,718
Other Accounts Receivable		53,810	42,718
	Accum Prov For Uncoll Accts	(244,572)	(335,780)
	Accumulated Provision for Uncollectible Acct-Credit (less)	(244,572)	(335,780)
Notes Receivable from Associated Companies			
Accounts Receivable from Associated Companies			
	Fuel Stock	5,311,197	4,995,324
Fuel Stock		5,311,197	4,995,324
	Fuel Stock Expense Undistribut	185,524	132,011
Fuel Stock Expenses Undistributed		185,524	132,011
	Plant Materials And Supplies	6,005,824	6,229,554
Plant Materials and Operating Supplies		6,005,824	6,229,554
Merchandise			
Other Materials and Supplies			
	Emission Allowances	350,037	152,852
Emission Allowances		350,037	152,852
	Stores Expense	920,537	848,484
Stores Expense Undistributed		920,537	848,484
	Gas Stored Underground	2,054,265	2,220,525
Gas Stored Underground-Current		2,054,265	2,220,525
	Prepayments	41,511,685	43,636,886
Prepayments		41,511,685	43,636,886
Advances for Gas			
Interest and Dividends Receivable			
Rents Receivable			
	Accrued Utility Revenues	3,902,330	4,676,555
Accrued Utility Revenues		3,902,330	4,676,555

	Prior Year Adjusted Balance	Current Year Adjusted Balance
Miscellaneous Current and Accrued Assets		
Current and Accrued Assets Node	66,261,832	70,276,199
Current and Accrued Assets	66,261,832	70,276,199
Suspense FERC Account	(110)	-
Suspense Balancing	(5,086)	-
Suspense Balance	(5,197)	-
<i>Deferred Debits</i>		
Unamortized Debt Expenses		
Other Regulatory Assets	26,334	383,512
Regulatory Asset FAS 109	12,547,676	12,547,676
Regulatory Asset ARO	-	353,016
Other Regulatory Assets	12,574,010	13,284,204
Prelim Survey Charges General	301,577	236,484
Preliminary Survey and Investigation Charges (Electric)	301,577	236,484
Clearing Accounts	185,822	(446,389)
Clearing Accounts	185,822	(446,389)
Temporary Facilities		
Misc Deferred Debits	5,878,961	5,758,160
Msc Def Dbts-Rate Case	27,446	-
Miscellaneous Deferred Debits	5,906,407	5,758,160
Research, Development, and Demonstration Exp		
Unamortized Loss on Reacquired Debt		
Accumulated Deferred Income Ta	6,406,663	6,292,751
Accumulated Deferred Income Taxes	6,406,663	6,292,751
Unrecov Purch Gas Costs	585,058	610,200
Unrecovered Purchased Gas Cost	585,058	610,200
Deferred Debits	25,959,537	25,735,410
Deferred Debits	25,959,537	25,735,410
Assets and Other Debits	387,635,708	398,118,758

Proprietary Capital

Page 2 of 6

BMEADE

SJD and SJG COMBINED

Run Date: December 23, 2004

FERC Balance Sheet

Run Time: 12:27:22 AM

GLN0013X

November 30, 2004

	Prior Year Adjusted Balance	Current Year Adjusted Balance
Misc Nonop Expense Donations	(84,508)	(76,067)
Misc Nonop Expense Penalties	(8)	(4,489)
Misc Nonop Civic Polit Activit	(48,760)	(48,062)
Misc Nonop Expense Other	(2,128)	(3,127)
Interest on Long Term Debt	(11,212,152)	(11,194,995)
Interest On Debt To Assoc Cos	(507,806)	-
Other Interest Expense	(156,141)	1,698
AFUDC Interest Credit	30,632	111,711
Residential Electric Revenues	38,667,655	37,552,491
Commercial Revenue Sales Ele	26,902,521	27,508,255
Industrial Revenue Sales Ele	19,051,846	19,891,758
Sales Street Lighting	1,055,022	1,091,937
SFR Partial Requirements	-	3,658
SFR Off System Sales	6,971,662	13,170,148
Sales Interdepartmental	(44,745)	399
Forfeited Discounts-Electric	224,514	126,741
Misc Service Revenues Electric	167,425	213,058
Rent From Electric Property	155,544	154,461
Other Electric Revenues	6,438,323	6,571,565
Oth Ele Rev-Trans Ele for Oths	416,662	1,919,177
Sales Residential Gas	3,041,984	3,358,834
Sales Commercial And Industria	1,921,909	1,939,694
Interdepartmental Revenues	663	818
Forfeited Discounts	14,237	12,314
Miscellaneous Service Revenues	13,124	13,799
Gas Transportation Revenues	171,943	332,222
Other Revenue And Royalties	19	(107)
Steam Ops Supervision And Eng	(746,955)	(633,662)
Fuel on System Steam	(20,151,962)	(17,494,048)
Fuel Off-System Steam	(539,140)	(3,454,933)
Steam Expenses	(1,577,611)	(1,833,149)
Steam Transfer-Fuel	5,389,201	4,605,648
Steam Transfer - Prod Ops	554,269	-
Steam Transfer - Prod Maint	593,960	-
Steam Transfer- Distrib	74,821	-
Steam Op Electric Expenses	(893,923)	(542,973)
Misc Steam Power Expenses	(899,330)	(1,144,601)
Steam Op Rents	(4,866)	(8,558)
EL Op Exp-Allowances	(209,572)	(714,499)
Steam Maint Supervision & Eng	(376,986)	(269,488)
Maint Of Structures	(263,678)	(172,282)
Maint Of Boiler Plant	(2,971,369)	(2,895,795)
Maint Of Electric Plant	(1,172,400)	(1,031,664)
Maint Of Misc Steam Plant	(120,504)	(251,929)
Othr Gen Ops Superv & Eng	(57,226)	(577)
Fuel On-System Other Prod	(321,013)	(16,418)
Fuel Off-System Other Prod	(287,426)	(105,218)
Other Power Generation Exp	(40,876)	(127,582)
Misc Other Power Generation Ex	(28,402)	(7,249)
Othr Gen Maint Superv & Eng	(3,583)	-
Othr Gen Maint of Structures	(316)	(2,616)
Other Gen Maint of Genr Plant	(119,619)	(273,534)
Other Gen Mnt Msc Oth Pwr Gen	(146)	(261)
Purchased Power On-System	(17,356,496)	(18,869,958)
Purchased Power Off-System	(671,561)	(2,295,646)
Sys Control And Load Dispatchi	(250,469)	(200,735)
Other Expenses	(260,265)	(305,312)
Trans Ops Superv & Engineering	(23,802)	(34,751)
Trans Ops Load Dispatching	(169,573)	(358,100)
Trans Ops Station Expenses	(121,235)	(138,515)
Trans Ops OH Line Exp	(13,239)	(17,243)
Trans of Electricity by Others	(2,185,724)	(3,617,654)
Miscellaneous Transmission Exp	(53,545)	(74,741)
Trans Ops Rents	(227,576)	(212,803)
Trans Maint Super & Engin	(7,861)	(7,087)
Trans Maint of Station Equipm	(176,242)	(213,784)
Trans Maint of Overhead Lines	(91,491)	(279,056)
Trans Maint of Misc Trans Plan	(11,952)	(51,000)
Dist Ops Superv & Eng	(343,630)	(544,577)
Dist Ops Load Dispatching	(69,213)	(82,255)
Dist Ops Station Expenses	(17,812)	(19,402)
Dist Ops Overhead Line Expense	(68,965)	(90,986)
Dist Ops UG Line Expenses	(309,911)	(399,309)

BMEADE

SJD and SJG COMBINED

Run Date: December 23, 2004

FERC Balance Sheet

Run Time: 12:27:22 AM

GLN0013X

November 30, 2004

	Prior Year Adjusted Balance	Current Year Adjusted Balance
Dist Ops Street Light & Signal	(2,336)	(2,412)
Dist Ops Meter Expenses	(408,634)	(520,215)
Dist Ops Cust Install Exp	(8,714)	(6,756)
Dist Ops Misc Distrib Exp	(670,347)	(758,668)
Dist Ops Rents	(9,916)	(12,566)
Dist Maint Of Structures	(41,136)	(40,880)
Dist Maint Of Station Equipmen	(429,578)	(433,285)
Dist Maint Of Overhead Lines	(1,197,291)	(1,647,528)
Dist Maint Of Underground Line	(143,978)	(188,968)
Dist Maint Of Line Transformer	(90,536)	(59,709)
Dist Maint Of Street Light & S	(148,965)	(207,257)
Dist Maint Of Meters	(38,309)	(33,635)
Dist Maint Of Misc Dist Plant	(47,239)	(4,257)
Liquefied Petroleum Gas Exp	-	(434)
Industrial Steam -Fuel	(5,389,201)	(4,605,648)
Industrial Steam - Prod Ops	(554,269)	-
Industrial Steam - Prod Maint	(593,960)	-
Ind Strm - Distrib - Ops	(44,588)	(48,570)
Industrial Steam-Distrib Maint	(39,786)	(40,932)
Miscellaneous Production Expen	1	(723)
NG Prod Gath Op Superv & Eng	(20,534)	-
NG Prod Gath Op Rents	(32)	(36)
NG Prod Gath Maint Other Equip	(2)	-
NG Transmission Line Purchases	(335,956)	-
Natural Gas City Gate Purchase	(4,773,706)	(4,918,220)
Other Gas Purchases	(371,447)	83,371
Purchased Gas Cost Adjustments	1,064,817	665,674
Gas Withdrawn From Storage Dr	(1,042,751)	(1,805,645)
Gas Delivered To Storage Cr	2,257,277	2,101,716
Gas Used For Other Utility Ops	5,035	2,124
UG Storage Ops Superv & Eng	(321)	-
UG Storge Compr Station Exp	-	(833)
UG Strg Maint of Structures	(4)	-
Trans Maint Compr Station Equi	(53)	(136)
Dist Ops Supervision and Engin	(59,511)	(60,250)
Mains And Services Exp	(108,882)	(122,313)
Dist Meas & Reg Stat - General	(38,717)	(32,121)
Dist Meas & Reg Stat - Indus	(2,003)	(1,189)
Dist Meas & Reg Stat - City Ga	(22,796)	(37,344)
Dist Meter & House Regulator	(103,018)	(126,821)
Dist Customer Installations	(17,525)	(29,664)
Dist Ops Other Expense	(84,641)	(95,692)
Dist Oper Rents	(1,080)	(1,789)
Dist Maint Super & Eng	(1,453)	(1,168)
Dist Maint Of Mains	(41,801)	(18,701)
Dist Maint Compr Station Equip	-	(20)
Ds Mnt Meas & Reg Stat Eq-Gen	(7,145)	(9,598)
Ds Mnt Meas & Reg Stat Eq-Ind	(1,594)	(968)
Ds Mnt Ms & Reg Stat Eq-City G	(21,833)	(36,373)
Dist Maint Of Services	(7,384)	(6,045)
Dist Maint Meters & Hse Regs	(9,152)	(9,566)
Dist Maint Of Other Equip	(1)	-
Cust Accts Supervision	(38,364)	(84,506)
Cust Accts Meter Reading Expen	(477,351)	(490,963)
Cust Accts Records & Collectio	(1,149,250)	(1,205,016)
Uncollectible Accounts	(726,339)	(517,293)
Misc Customer Accounts	(53,565)	(40,360)
Customer Service Supervision	(97,786)	(98,595)
Customer Assistance Exp	(227)	(81)
Informational & Instruct Ads	(29,270)	(28,908)
Misc Cust Service & Info	(70,015)	(41,474)
Sales Supervision	(28,278)	(25,865)
Sales Demonstrating & Selling	(55,192)	(36,495)
Sales Advertising Expenses	(304)	(455)
Miscellaneous Sales Expenses	(113)	(1,489)
Admin And General Salaries	(2,294,116)	(1,973,420)
Office Supplies And Expense	(1,150,210)	(1,094,212)
Admin Exp Trans Credit	211,124	211,047
FDC Loading	(17,865)	6,975
Outside Services Employed	(866,830)	(1,180,213)
Property Insurance	(576,675)	(483,703)
Injuries And Damages	(930,149)	(1,092,960)
Employee Pensions & Benefits	(1,833,431)	(3,385,626)

BMEADE	SJD and SJG COMBINED	Run Date: December 23, 2004
GLN0013X	FERC Balance Sheet	Run Time: 12:27:22 AM
	November 30, 2004	

	Prior Year Adjusted Balance	Current Year Adjusted Balance
Regulatory Commission Exp	(185,217)	(405,622)
Duplicate Charges - Credit	89,406	89,623
General Advertising Expenses	(9,696)	(1,804)
Miscellaneous General Exp	(283,331)	(250,991)
Environ Remed-MO Electric	(666)	(3)
A & G Rents	(474,884)	(592,002)
Maintenance General Plant	(508,456)	(455,467)
Retained Earnings-CY Income	2,296,816	5,396,076
Unappropriated Undistributed Subsidiary Earnings		
Reacquired Capital Stock (less)		
Proprietary Capital	146,329,099	151,525,997
Proprietary Capital	146,329,099	151,525,997
<i>Long-Term Debt</i>		
Bonds Payable Long Term	24,725,000	23,600,000
Bonds	24,725,000	23,600,000
Reacquired Bonds (less)		
Advances from Associated Companies		
Other Long Term Debt	128,561,000	128,561,000
Other Long-Term Debt	128,561,000	128,561,000
Unamortized Premium on Long-Term Debt		
Unamort Discount on Long-Term Debt-Debit (less)		
Long-Term Debt	153,286,000	152,161,000
Long-Term Debt	153,286,000	152,161,000
<i>Other Noncurrent Liabilities</i>		
Accumulated Reserve Oblig ARO	-	384,684
Asset Retirement Obligation	-	384,684
Oblig Under Capital Leases-NC	2,313,744	2,279,255
Obligations Under Capital Leases - Noncurrent	2,313,744	2,279,255
Accumulated Provision for Property Insurance		
Injuries And Damages Accrual	855,324	527,128
Accumulated Provision for Injuries and Damages	855,324	527,128
Accum Prov For Pens & Benefits	5,044,360	4,342,675
Accumulated Provision for Pensions and Benefits	5,044,360	4,342,675
Accumulated Miscellaneous Operating Provisions		
Accum Prov Rate Refund	792	(1,236)
Accumulated Provision for Rate Refunds	792	(1,236)
Other Noncurrent Liabilities	8,214,221	7,532,506
Other Noncurrent Liabilities	8,214,221	7,532,506
<i>Current and Accrued Liabilities</i>		
Notes Payable	(401)	(401)
Accounts Payable	(401)	(401)
Accounts Payable	1,485,842	1,484,511
Notes Payable Associated Cos	1,485,842	1,484,511
Notes Payable to Associated Companies	(16,006,313)	(9,328,493)
Accounts Payable Interunit	(16,006,313)	(9,328,493)
Accounts Payable to Associated Companies	21,048,809	12,623,536
Customer Deposits	21,048,809	12,623,536
Customer Deposits	518,137	660,214
Accrued Taxes	518,137	660,214
Taxes Accrued	4,161,946	3,829,077
Interest Accrued	4,161,946	3,829,077
Dividends Declared	646,143	616,868
Dividends Declared	646,143	616,868
Current Maturities of LTD	(38)	-
Matured Long-Term Debt	(38)	-
Matured Interest	1,125,000	1,125,000
Tax Collections Payable	1,125,000	1,125,000
Tax Collections Payable	264,013	286,488
Misc Current And Accrued Liabi	264,013	286,488
Accrued Severance-Restructure	634,004	117,575
Miscellaneous Current and Accrued Liabilities	2	2
Obligns Undr Captl Leases Curr	634,006	117,577
Obligations Under Capital Leases - Current	29,815	32,257
Current and Accrued Liabilities	13,906,958	11,446,633
Current and Accrued Liabilities	13,906,958	11,446,633

Deferred Credits

BMEADE	SJD and SJG COMBINED	Run Date: December 23, 2004
GLN0013X	FERC Balance Sheet	Run Time: 12:27:22 AM
	November 30, 2004	

		Prior Year Adjusted Balance	Current Year Adjusted Balance
Customer Advances for Construction	Customer Advances For Construc	-	10,977
			10,977
Accumulated Deferred Investment Tax Credits	Accum Def Investment Tax Credi	1,686,744	1,301,207
		1,686,744	1,301,207
Other Deferred Credits	Other Deferred Credits	15,718,611	15,976,578
		15,718,611	15,976,578
Other Regulatory Liabilities	Other Regulatory Liabilities	26,067	3,422,830
		26,067	3,422,830
	Acm Def Inc Tax Other Property	30,334,969	37,955,332
	Accum Def Income Tax Other	18,133,039	16,785,697
Accumulated Deferred Income Taxes		48,468,008	54,741,029
Deferred Credits		65,899,430	75,452,621
Deferred Credits		65,899,430	75,452,621
Liabilities and Other Credits		387,635,708	398,118,758