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OF COUNSEL  
RICHARD T. CIOTTONI

March 22, 2002

Secretary of the Public Service Commission  
Governor Office Building  
200 Madison Street, Suite 100  
P.O. Box 360  
Jefferson City, MO 65102-0360

**FILED<sup>3</sup>**

MAR 22 2002

Missouri Public  
Service Commission

**Re: Aquila, Inc. (f/k/a UtiliCorp United Inc.)  
Case No. EM-2002-297**

Dear Mr. Roberts:

On behalf of Aquila, Inc. (f/k/a UtiliCorp United Inc.), enclosed for filing in the above-referenced case please find an original and eight (8) copies of a Notice of Compliance. A copy has been hand-delivered to the Office of the Public Counsel this date. Please note that I have also enclosed a receipt copy of the Notice of Compliance, which I ask that you file stamp and return with the messenger delivering same.

Thank you for your assistance with this matter.

Sincerely,

BRYDON, SWEARENGEN & ENGLAND, P.C.

By:

Paul A. Boudreau

PAB/aw  
Enclosures

cc: Mr. David A. Meyer, PSC  
Ms. M. Ruth O'Neill, OPC

FILED<sup>3</sup>

MAR 22 2002

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

Missouri Public  
Service Commission

In the Matter of the Application of UtiliCorp                     )  
United Inc., a Delaware Corporation, for                     ) Case No. EM-2002-297  
Authority to Merge to Effect a Name Change.                     )

**NOTICE OF COMPLIANCE**

COMES NOW Aquila, Inc. [f/k/a UtiliCorp United Inc. ("UtiliCorp")], and states to the Missouri Public Service Commission ("Commission") that:

1. On February 21, 2002, the Commission issued an Order Approving Merger in this case approving, subject to conditions, an Application for approval of a merger of UtiliCorp Renaming Corporation ("URC") with and into UtiliCorp. In doing so, the Commission directed that UtiliCorp "file a notification with the Missouri Public Service Commission within 10 days after it has complied with this order." See, ¶

Ordered: 2.

2. The merger of UtiliCorp and URC was effected on Friday, March 15, 2002. At the time of the merger, UtiliCorp changed its name to "Aquila, Inc." in accordance with §253 of the Delaware General Corporation Law. Attached hereto is a copy of a Certificate of Ownership and Merger filed with and approved by the Secretary of State of the State of Delaware evidencing the completion of the merger and name change herein described.

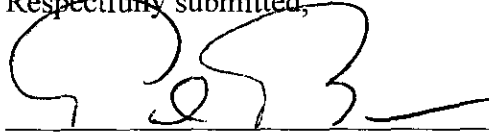
3. On March 21, 2002, Aquila, Inc. caused to be filed adoption notices under its new corporate and trade names thereby adopting the electric, gas and steam tariffs for Missouri Public Service and St. Joseph Light & Power currently on file with and approved by the Commission.

WHEREFORE, having fully complied with the requirements of paragraph  
Ordered: 2 of the Commission's February 21, 2002, Order Approving Merger, Aquila

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states that no further action is requested of the Commission and the case may be closed at its earliest convenience.

Respectfully submitted,



Paul A. Boudreau #33155  
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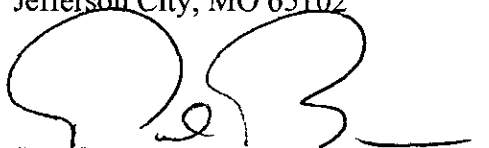
Attorneys for Aquila, Inc. f/k/a UtiliCorp  
United Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by U.S. Mail, postage prepaid, or hand-delivered, on this 22<sup>nd</sup> day of March, 2002, to:

Mr. David A. Meyer, Esq.  
Missouri Public Service Commission  
Governor Office Building  
200 Madison Street  
P.O. Box 360  
Jefferson City, MO 65102

M. Ruth O'Neill  
Office of the Public Counsel  
Governor Office Building  
200 Madison Street, Suite 650  
P.O. Box 7800  
Jefferson City, MO 65102



Paul A. Boudreau

# Delaware

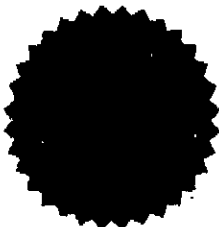
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UTILICORP RENAMING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "UTILICORP UNITED INC." UNDER THE NAME OF "AQUILA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 2002, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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020172094

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1669060

DATE: 03-15-02

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING UTILICORP RENAMING CORPORATION INTO  
UTILICORP UNITED INC.**

(Pursuant to Section 253 of the Delaware General Corporation Law)

UtiliCorp United Inc., a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the Company owns all of the outstanding shares of each class of stock of UtiliCorp Renaming Corporation, a Delaware corporation incorporated on the 21<sup>st</sup> day of November, 2001, pursuant to the Delaware General Corporation Law;

SECOND: That the Company, by the following resolutions duly adopted by its Board of Directors on the 7<sup>th</sup> day of November, 2001, determined to merge UtiliCorp Renaming Corporation into the Company:

RESOLVED FURTHER, that, the Company be, and hereby is, authorized to incorporate a subsidiary ( "UtiliCorp Renaming Corporation") to acquire the legal rights to the name "Aquila, Inc." or such other similar name as is available or desirable as determined by the President, to complete the Re-Naming Short-Form Merger (as defined below), and to empower the Authorized Officers to do or cause to be done all actions and things, and to prepare, execute and deliver in the name of and on behalf of the UtiliCorp Renaming Corporation and, where appropriate, file with the appropriate governmental authorities, all such certificates, applications, contracts, agreements, documents, instruments or other papers which in their judgment they consider necessary, appropriate or desirable in order to carry out, comply with and effectuate the purposes and intents of the foregoing resolutions and the various transactions contemplated thereby;

RESOLVED FURTHER, that, the Company shall have the authority to cause the UtiliCorp Renaming Corporation to effect a statutory forward merger with the Company (the "Re-Naming Short-Form Merger"), whereby the Company will be the surviving entity and, in accordance with Section 253 of Delaware General Corporation Law, the Company will assume the name "Aquila, Inc.", or such other similar name as is available or desirable, as its legal name; and

RESOLVED FURTHER, that any Authorized Officer be, and hereby is, authorized and empowered on behalf and in the name of the Company, to prepare, execute and file such applications, resolutions, covenants, notices, consents to service of process and other documents as may be necessary or advisable in order to implement any name change of the Company arising as a result of the Re-Naming Short-Form Merger.

THIRD: That this Certificate of Ownership and Merger is effective upon filing of same with the Secretary of State of the State of Delaware; and

FOURTH: That the name of the Company is changed to "Aquila, Inc." and Article One of the Certificate of Incorporation of the Company, as heretofore amended, is amended to read as follows:

"The name of the Corporation is Aquila, Inc."

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by Leslie J. Parrette, Jr., its Corporate Secretary, this 15th day of March, 2002.

UTILICORP UNITED INC.

By: 

Leslie J. Parrette, Jr.  
Corporate Secretary