

FIRST AMENDMENT
TO THE SIXTH TERRITORIAL AGREEMENT

This First Amendment to the Sixth Territorial Agreement between White River Valley Electric Cooperative ("White River") and The Empire District Electric Company ("Empire") is entered into this 21st day of May, 2009.

Whereas, White River and Empire filed a Joint Application with the Missouri Public Service Commission seeking approval of the Sixth Territorial Agreement on the 3rd day of February, 2009; and

Whereas, the Parties seek to eliminate from this agreement one of the exclusive areas addressed in the Sixth Territorial Agreement, so that it may be addressed by Addendum to the Second Territorial Agreement between the parties;

Now, therefore, the Parties hereto agree to amend the Sixth Territorial Agreement as set forth below.

AGREEMENT

Article 3 of the Sixth Territorial Agreement shall be amended to read as follows:

The Exclusive Service Area of White River shall be those portions of Taney County, Missouri, outside Empire's territory under this Agreement and as identified in Exhibits A1 and A2 of this Agreement. White River may serve within municipalities that are located in White River's exclusive service area, pursuant to this Agreement. Exhibits A1 and A2 referred to in this Article shall be incorporated herein by reference and made a part of this Agreement as if fully set out verbatim.

The Exhibit Index of the Sixth Territorial Agreement (page 13 of 13) shall be amended to read as follows:

EXHIBITS A1 – A2

EXCLUSIVE SERVICE AREA OF WHITE RIVER

A1 - Lots 1 thru 4, Block A, and Lots 5 and 6, Block C of Fall Creek Road

A2 - The "Sanctuary" – South Hollister

All other provisions of the Sixth Territorial Agreement shall remain in full force and

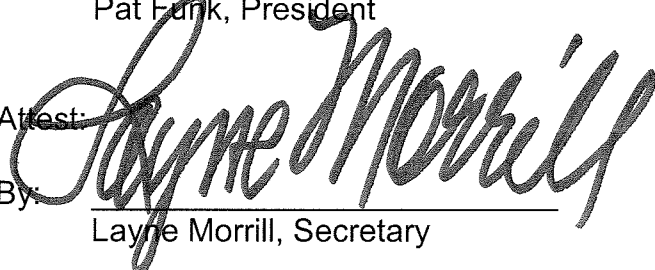
effect as set forth in the Sixth Territorial Agreement on file with the Missouri Public Service Commission in Commission Case No. EO-2009-0284.

In witness whereof, the parties have executed this First Amendment to the Sixth Territorial Agreement as evidenced by the signature of their duly authorized representatives as of the date set forth on the first page hereof.

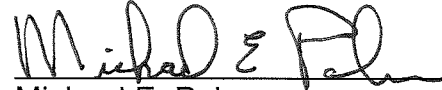
**WHITE RIVER VALLEY ELECTRIC
COOPERATIVE**

By: 
Pat Funk, President

Attest:


By: Layne Morrill, Secretary

**THE EMPIRE DISTRICT ELECTRIC
COMPANY**

By: 
Michael E. Palmer,
V.P. - Commercial Operations

By: _____
Secretary