

MISSOURI GAS - SCHEDULES

Asset Purchase Agreement

by and between

Aquila, Inc.

and

The Empire District Electric Company

DISCLOSURE SCHEDULES

Dated: September 21, 2005

DISCLOSURE SCHEDULES

The attached Schedules have been prepared and delivered in accordance with, and are incorporated into as part and parcel of, the Asset Purchase Agreement (the "Agreement"), dated as of September 21, 2005, by and between Aquila, Inc., a Delaware corporation ("Seller"), and The Empire District Electric Company, a Kansas corporation ("Buyer"). Capitalized terms used but not defined in these Schedules have the meanings assigned such terms in the Agreement, unless the context otherwise requires.

Buyer acknowledges and agrees that neither these Schedules nor any disclosure made in or by virtue of them constitutes or implies any representation, warranty, or covenant by Seller not expressly set out in the Agreement, and neither these Schedules nor any such disclosure has the effect of, or may be construed as, adding to or extending the scope of any of the representations, warranties, or covenants of Seller in the Agreement.

Matters reflected in these Schedules are not necessarily limited to matters required by the Agreement to be reflected in these Schedules. The fact that any item of information is contained herein is not an admission of liability under any applicable Law, and does not mean that such information is required to be disclosed in or by the Agreement, or that such information is material. Such information will not be used as a basis for interpreting the terms "material," "materially," "materiality," "Material Adverse Effect," or any similar qualification in the Agreement.

For convenience of reference, selected Sections of Article V of the Agreement refer to specific, numbered Schedules, but such references do not limit the general applicability of the exceptions, qualifications, and other matters set forth in this Seller Disclosure Schedule to all of the representations and warranties set forth in Article V, to the extent it is reasonably apparent that such exceptions, qualifications, and other matters relate to, or are applicable to, any of such representations or warranties. Any item disclosed or listed on any particular Schedule is deemed to be disclosed or listed on any other Schedule to the extent it is reasonably apparent that such item relates or is applicable to, or is properly disclosed under, such other Schedule or the section of the Agreement to which such other Schedule corresponds. And, for the avoidance of doubt, any item disclosed or listed in any subsection of a Schedule is deemed to be disclosed or listed in every other subsection of that Schedule.

The section headings and subheadings in these Schedules are for convenience of reference only and do not affect, and will not be utilized in construing or interpreting, these Schedules or any other part of the Agreement. Data room references are included in some Schedules for convenience but may, in some cases, be inaccurate.

MISSOURI GAS - SCHEDULES

SCHEDULES

Schedule 1.1-A	Business Employees
Schedule 1.1-B	Buyer Required Regulatory Approvals
Schedule 1.1-C	Central or Shared Functions
Schedule 1.1-D HC	Permitted Encumbrances
Schedule 1.1-E	Seller Required Regulatory Approvals
Schedule 1.1-F	Seller's Knowledge
Schedule 1.1-G	Territory
Schedule 2.1(a)	Real Property
Schedule 2.1(d)	Tangible Personal Property
Schedule 2.2(l) HC	Retained Agreements
Schedule 2.2(n)	Excluded Assets
Schedule 2.3(h)	Additional Assumed Obligations
Schedule 3.1-A	Example of Missouri Gas Closing Payment Amount
Schedule 3.1-B	Example of Missouri Gas Post-Closing Adjustment Statement
Schedule 3.1-C	Sample Calculation of Missouri Gas Purchase Price
Schedule 5.3 HC	Seller's Consents and Approvals
Schedule 5.5(a)	Selected Balance Sheet Information
Schedule 5.5(b)	Division Income Statement Information
Schedule 5.6 HC	Material Adverse Changes or Events
Schedule 5.7 HC	Transactions Outside the Ordinary Course of Business
Schedule 5.8 HC	Title
Schedule 5.9 HC	Real Property Leases
Schedule 5.10(a)-1 HC	Sufficiency of Environmental Permits
Schedule 5.10(a)-2	Environmental Permits
Schedule 5.10(b)	Environmental Notices
Schedule 5.10(c)	Environmental Claims or Releases
Schedule 5.11 HC	Labor Matters
Schedule 5.12(a)	Employee Benefit Plans
Schedule 5.12(d) HC	Administrator or Fiduciary Non-Compliance
Schedule 5.12(g)	Retiree Health and Welfare Benefits
Schedule 5.13(a) HC	Certain Contracts and Arrangements
Schedule 5.13(b)	Franchises
Schedule 5.14 HC	Legal Proceedings and Orders
Schedule 5.15	Permits
Schedule 5.17 HC	Insurance
Schedule 6.3 HC	Buyer's Consents and Approvals
Schedule 7.1	Conduct of Business
Schedule 7.1(a)(iv) HC	Financial Hedges
Schedule 7.4(e) HC	Shared Agreements
Schedule 7.9(c) HC	Severance Compensation Agreements
Schedule 7.9(e)(ii)-A	Other Plan Participants
Schedule 7.9(e)(ii)(D)(1) HC	Grandfathered Individuals
Schedule 7.9(e)(ii)(D)(2)	Seller's VEBAs
Schedule 7.9(e)(ix) HC	Nonqualified Deferred Compensation Obligations

MISSOURI GAS - SCHEDULES

Schedule 1.1-A Business Employees

1. Adcock, Amber L.
2. Babcock, Leroy Lynn
3. Bennett, Craig A.
4. Bowen, Bob G.
5. Brown, Phillip D.
6. Cochran, Michael W.
7. Cook, Charles E.
8. Cook, Roger W.
9. Coverdell, Rodney G.
10. Day, Randy L.
11. Dorrel, Jerry D.
12. Duncan, Gary W.
13. Eschbach, Robert L.
14. Fee, James M.
15. Fletcher, Larry G.
16. Fulton, Joe L.
17. Gerke, Donald L.
18. Godsey, Allen L.
19. Goodsell, Tara V.
20. Graff, Patricia K.
21. Hagedorn, Thomas H.
22. Hanna, Steve M.
23. Hargrave, James W.
24. Herstein, Ronald W.
25. Himes, Donald E.
26. Hollingsworth, Paul D.
27. Hollingsworth, William C.
28. Honn, Robert W.
29. Hook, Arthur E.
30. Johnson, Lyle G.
31. Leach, Billy D.
32. Mansfield, Terry E.
33. Moore, Donald G.
34. Moten, Samuel L.
35. Mullins, Karen A.
36. Neal, Kenneth C.
37. Owens, Lewis Ellis
38. Perkins, Earl F.
39. Roach, David G.
40. Seifert, Toby W.
41. Smedley, Larry R.
42. Smith, Thomas G.
43. Stanfill, Doug F.
44. Teter, Steven Ray
45. Vangundy, Dennis R.
46. Vaught, Nancy J.
47. Walton, Reginald C.
48. Wandell, Robin R.
49. Warren, Peter A.
50. Wilson, Lawrence M.
51. Wilson, Norman L.
52. Young, Charles W.

Schedule 1.1-B
Buyer Required Regulatory Approvals

The Parties must file a joint application requesting PSC approval of those matters that are required by Law for the Parties to complete the Closing pursuant to the Agreement and other matters reasonably related to such approval. For the avoidance of doubt, “reasonably related” matters will not include any request related to rate increases.

Schedule 1.1-C
Central or Shared Functions

The Central or Shared Functions consist of the following business functions:

1. **Executive Management** – Handles all executive management functions, including strategic decision making, management evaluation and oversight, and corporate communications services.
2. **Customer Care/Billing/Collections/Remittance** – Handles customer inquiries, billing services, collections and delinquent accounts, and customer payments.
3. **Information Technology Services** – Provides all information technology planning, services, and support.
4. **Insurance** – Identifies and analyzes risks associated with Seller’s businesses and develops solutions to mitigate those risks (including by procuring insurance).
5. **Tax Services** – Manages all activities related to Taxes.
6. **Environmental Services** – Handles all environmental matters, including management of risks related to the Environment, compliance with Environmental Laws, handling of Environmental Claims, management of Environmental Permits, and responses to Releases or threatened Releases.
7. **Legal** – Handles directly or manages outside counsel’s handling of all legal matters.
8. **Legislative Regulatory Services** – Provides legislative and regulatory services, including regulatory accounting, regulatory analytical support, regulatory filings, regulatory compliance, legislative planning, and legislative monitoring.
9. **Human Resources** – Handles and manages all employee and employee benefits matters, compensation and benefits, succession planning and employee development, compliance with equal opportunity and safety rules, and relationships with unions.
10. **Credit** – Provides credit risk management analysis and manages collateral and security issues.
11. **Corporate Records** – Develops and manages records management policies, standards, and procedures and maintains records depository.
12. **Finance and Accounting** – Manages all finance and accounting activities, including financial planning and business analysis, annual budgeting, rate case analysis and support, SEC reporting, general and property ledger accounting, and Sarbanes-Oxley compliance.
13. **Treasury** – Manages all treasury functions, including cash account management, controlled disbursements, and wire and automated clearing house funding.
14. **Facilities** – Assists with the acquisition and divesture of property, maintains real estate records, and manages lease obligations and records.

MISSOURI GAS - SCHEDULES

15. **Contract Management and Procurement** – Provides procurement support, including the negotiation of services agreements and assessing risk profiles of potential suppliers and service providers.
16. **Gas Supply Services** – Procures natural gas commodity supplies and pipeline transportation capacity, develops and implements hedging strategies, and conducts gas supply planning.
17. **Meter Shop** – Provides metering equipment and related training, maintenance, repair, and other support services.
18. **Community Relations** – Manages relationships with communities and large customers and coordinates economic development activities of the Business.
19. **Gas Control Services** – Monitors natural gas volumes and flow rates using Supervisory Control and Data Acquisition equipment and software.

The Central or Shared Functions also include all “Centralized Support and Corporate Activities” described in Section V of the Confidential Information Memorandum in respect of the Business and furnished by Seller to Buyer.

Schedule 1.1-E
Seller Required Regulatory Approvals

The Parties must file a joint application requesting PSC approval of those matters that are required by Law for the Parties to complete the Closing pursuant to the Agreement and other matters reasonably related to such approval. For the avoidance of doubt, “reasonably related” matters will not include any request related to rate increases.

Schedule 1.1-F
Seller's Knowledge

1. Ivan Vancas
2. Dennis Odell
3. Joe Bahr
4. Steve Hanna
5. Steve Teter
6. Beth Armstrong
7. Brad Bacon

MISSOURI GAS - SCHEDULES

Schedule 1.1-G
Territory

The Territory comprises the service territory within which Seller provides natural gas utility services in the state of Missouri, including as of the date of the Agreement, (i) the entirety of Vernon County, except for areas within such county served by other natural gas utilities, and (ii) the portions of the counties described below:

<u>County</u>	<u>Township</u>	<u>Range</u>	<u>Sections</u>
MPS Southern System			
Cooper	54 North	19 West	3-6
Cooper	46 North	19 West	33, 34
Henry	41 North	25 West	6, 7, 18
Henry	41 North	26 West	1-4, 8-16
Henry	42 North	25 West	30, 31
Henry	42 North	26 West	25-28, 33-36
Johnson	44 North	25 West	15-22, 27-30
LaFayette	50 North	27 West	1-5, 8-11
LaFayette	51 North	27 West	21-28, 32-36
Morgan	45 North	19 West	7-10, 17, 18
Pettis	45 North	20 West	1-20
Pettis	45 North	21 West	1-24, 28-30
Pettis	45 North	22 West	1, 2, 11-14, 24
Pettis	46 North	20 West	30-34
Pettis	46 North	21 West	19-36
Pettis	46 North	22 West	14-16, 20-28, 31-36
Pettis	46 North	23 West	35, 36
Platte	52 North	34 West	4-6
Platte	52 North	35 West	1-3, 10-12
Platte	53 North	34 West	16-21, 28-33
Platte	53 North	35 West	6, 7, 13-15, 18, 19, 22-27, 34-36
Platte	53 North	36 West	1-3, 10-15, 22-24
Ray	51 North	27 West	4-6, 8-10, 15-17, 20-22
Ray	51 North	28 West	1, 2
Ray	52 North	27 West	18-21, 28-33
Ray	52 North	28 West	23-26, 35, 36
Saline	50 North	20 West	6, 7, 18, 19, 30, 31
Saline	50 North	21 West	1-5, 8-18, 20-29, 32-36
Saline	51 North	20 West	31
Saline	51 North	21 West	32, 33, 36
MPS Northern System			
Chariton	51 North	17 West	5, 8
Chariton	53 North	17 West	1-4, 9-12, 14-16
Chariton	53 North	18 West	3-6, 8-10
Chariton	53 North	20 West	1-4, 9-14

MISSOURI GAS - SCHEDULES

Chariton	54 North	17 West	33-35
Chariton	54 North	18 West	27-34
Chariton	54 North	20 West	33-36
Chariton	56 North	18 West	4-6
Chariton	56 North	19 West	1
Grundy	61 North	24 West	3-30
Grundy	61 North	25 West	13
Howard	51 North	17 West	3, 4, 9, 10, 15-17, 20-22
Linn	57 North	18 West	1-4, 10-12, 19-21, 28-33
Linn	57 North	19 West	4-9, 16-20, 24, 25, 36
Linn	57 North	20 West	1, 2, 4-9, 11-14, 24
Linn	57 North	21 West	1, 5-8, 12
Linn	57 North	22 West	1-3 10-12
Linn	58 North	18 West	26, 34-36
Linn	58 North	19 West	28-33
Linn	58 North	20 West	25, 26, 28-33, 35, 36
Linn	58 North	21 West	25, 31, 32, 36
Linn	58 North	22 West	34-36
Livingston	57 North	22 West	4-9
Livingston	57 North	23 West	5-7
Livingston	57 North	24 West	1, 2, 7-9, 12, 16-21, 28-30
Livingston	57 North	25 West	12, 13, 24, 25
Livingston	58 North	22 West	31-33
Livingston	58 North	23 West	19, 29-32
Livingston	58 North	24 West	22-28, 33-36
Livingston	59 North	23 West	9-11, 14-16, 21-23, 26-28

L&P System

Andrew	61 North	34 West	6, 7, 18, 19
Andrew	61 North	35 West	1-5, 8-17, 20-24
Atchison	63 North	39 West	5-8, 17, 18
Atchison	63 North	40 West	1-5, 9-16
Atchison	64 North	39 West	5-8, 17-20, 29-32
Atchison	64 North	40 West	1-30, 32-36
Atchison	64 North	41 West	1-12
Atchison	64 North	42 West	1-4, 10-12
Atchison	65 North	39 West	6, 7, 18, 19, 30, 31
Atchison	65 North	40 West	1-5, 7-36
Atchison	65 North	41 West	7-36
Atchison	65 North	42 West	22-28, 33-36
Atchison	66 North	39 West	31, 32
Atchison	66 North	40 West	34-36
Holt	59 North	37 West	6
Holt	59 North	38 West	1-12
Holt	59 North	39 West	1-3, 11, 12
Holt	60 North	37 West	18, 19, 30, 31
Holt	60 North	38 West	4-9, 13-36

MISSOURI GAS - SCHEDULES

Holt	60 North	39 West	1-5, 8-17, 21-28, 34-36
Holt	61 North	38 West	3-10, 15-20, 29-33
Holt	61 North	39 West	1-30, 32-36
Holt	62 North	37 West	3-9, 15-22
Holt	62 North	38 West	1, 12, 15-22, 27-34
Holt	62 North	39 West	5-8, 13-15, 17-20, 22-27, 29-36
Holt	62 North	40 West	1-4, 9-16, 21-28
Holt	63 North	37 West	19-21, 27-34
Holt	63 North	38 West	24, 25, 36
Holt	63 North	39 West	19, 20, 29, 30, 31, 32
Holt	63 North	40 West	21-28, 33-36
Nodaway	62 North	34 West	6, 7, 18, 19, 30, 31
Nodaway	62 North	35 West	1-5, 8-17, 20-29, 32-36
Nodaway	62 North	36 West	6, 7, 18, 19
Nodaway	62 North	37 West	1-3, 9-16, 22-24
Nodaway	63 North	33 West	5, 6
Nodaway	63 North	34 West	1-3, 6, 7, 18, 19, 30, 31
Nodaway	63 North	35 West	1-16, 21-28, 33-36
Nodaway	63 North	36 West	1, 2, 3, 30, 31
Nodaway	63 North	37 West	2-11, 14-18, 21-23, 25-28, 34-36
Nodaway	63 North	38 West	1, 12, 13
Nodaway	64 North	33 West	4-9, 16-21, 28-32
Nodaway	64 North	34 West	1-3, 6, 7 10-15, 18, 19, 22-27, 30, 31, 34-36
Nodaway	64 North	35 West	All sections 1 through 36
Nodaway	64 North	36 West	1-3, 10-15, 22-27, 34-36
Nodaway	64 North	37 West	26-35
Nodaway	64 North	38 West	25, 36
Nodaway	65 North	33 West	31, 32
Nodaway	65 North	34 West	34-36
Nodaway	65 North	35 West	31-34
Nodaway	65 North	36 West	34-36

MISSOURI GAS - SCHEDULES

Schedule 2.1(a) Real Property

	<u>City</u>	<u>Street</u>	<u>County</u>
1.	Barnard	Depot	Nodaway
2.	Chillicothe	1 Calhoun	Livingston
3.	Chillicothe	None specified	Livingston
4.	Fairfax	U.S. Highway 275	Atchison
5.	Marshall	None specified	Saline
6.	Rockport	None specified	Atchison
7.	Sedalia	None specified	Pettis
8.	Smithton	None specified	Pettis
9.	Tarkio	Highway 59	Atchison
10.	Trenton	None specified	Grundy
11.	Weston	SW Corner Mulberry & Welt	Platte

MISSOURI GAS - SCHEDULES

Schedule 2.1(d)
Tangible Personal Property

Vehicles designated "Lease" are not owned by Seller, and are included solely for informational purposes. Such vehicles are subject to the provisions of Section 7.4(d) of the Agreement.

	<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
1.	Own	514427799	Bobcat	863	2000	Bobcat Skidsteer Loader
2.	Own	292261UG1221	Ingersoll Rand	P185WJD	1998	Air Compressor
3.	Own	3P1103	Ditchwitch	3610	1997	Trencher
4.	Own	16JFO162XV1030056	Belshe	GT2	1997	Trencher Trailer
5.	Own	SEZNVB000219777MO	L&P	Self-manufactured	1997	Trailer
6.	Own	1FTDF1827VKC22784	Ford	F-150	1997	Pickup
7.	Own	1FDXF80C4VVA27164	Ford	F-800	1997	Gas Crew Truck
8.	Own	1FDXF80C4TVA10829	Ford	F-800	1996	Dump Truck
9.	Own	1FDXF80C2TVA10828	Ford	F-800	1996	Dump Truck
10.	Own	JY44GBA03SA074547	Yamaha	YFM400FWG	1995	Atv
11.	Own	40FR02928S1012379	Talbert	TBT10E	1995	Backhoe Trailer
12.	Own	JAF0166860	Case	Maxi-C	1995	Vibrating Plow
13.	Own	16JF01210S1026364	Belshe	WB-LEP	1995	Vib Plow Trailer
14.	Own	TO310DG805328	John Deere	310D	1994	Backhoe
15.	Own	T0310DA799582	John Deere	310D	1994	Backhoe
16.	Own	4CZTB3028R126A029	CZ Engineering	CZ18KT	1994	Backhoe Trailer
17.	Own	1FDLF47G0REA32447	Ford	F-450	1994	Gas Service Truck
18.	Own	1GBL7H1M9RJ111800	Chevrolet	C7h042	1994	Dump Truck
19.	Own	DRX000165670M0	Self-manufactured	Heinzler	1993	Pipe Trailer
20.	Own	DRX000165668MO	Self-manufactured	Self-manufactured	1993	Pipe Trailer
21.	Own	DRXX000165667	Self-manufactured	Heinzler	1993	Pipe Trailer

MISSOURI GAS - SCHEDULES

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
22. Own	1P9CV1019PS219086	Pkhust	U58NIV	1993	Van Trailer
23. Own	T0310DA786969	John Deere	310D	1992	Backhoe
24. Own	1GBL7B1P5NJ103360	Chevrolet	C7D042	1992	Dump Truck
25. Own	220155UKC264	Ingersoll Rand	P160BWJD	1992	Compressor
26. Own	JAF0107375	Case	Maxi-B	1992	Vibrating Plow
27. Own	DRX000158794M0	Self-manufactured	CSW	1992	Pipe Trailer
28. Own	42JTP092INIK10984	JFW	B-266	1992	Vib Plow Trailer
29. Own	DRX000147389M0	Self-manufactured	PT	1992	Pipe Trailer
30. Own	220159UKC264	Ingersoll Rand	P160BWJD	1992	Compressor
31. Own	4CZTB3029N110C082	CZ Engineering	CZL8KT	1992	Backhoe Trailer
32. Own	JJG0163955	Case	580K	1991	Backhoe
33. Own	5H0410	Ditch Witch	5020	1991	Trencher
34. Own	16JF02027M1022640	Belshe	T24 2AP	1991	Backhoe Trailer
35. Own	16JF01429N1022726	Belshe	TS2T2	1991	Trencher Trailer
36. Own	3J0134	Ditch Witch	2310	1991	Trencher
37. Own	JC655376	Miller	AEAD200IE	1985	Portable Welder
38. Own	1DSOOOAE10	Ditchwitch	Trailer	1984	Atv Trailer
39. Own	28040	Ditch Witch	S4A	1982	Trencher Trailer
40. Own	81M5127	Cat	N50B	1978	Forklift
41. Own	DRXA27797MO	Self-manufactured	Self-manufactured	1973	Pipe Trailer
42. Lease	1GCFH15T251205520	Chevrolet	Express Van	2005	Express Van
43. Lease	1GCHG35U351192351	Chevrolet	Van	2005	3/4 Ton Express Cargo Van
44. Lease	1GBHK29UX5E239472	Chevrolet	Silverado	2005	3/4 Ton Chassis Ext Cab 4x4
45. Lease	1GBHC29U85E238334	Chevrolet	Silverado	2005	3/4 Ton Chassis Cab 4x2
46. Lease	1GBHK292X4E285512	Chevrolet	2500	2004	3/4 Ton Ext Cab 4x4 Pickup

MISSOURI GAS - SCHEDULES

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
47. Lease	1GBHK29U83E259555	Chevrolet	Silverado	2003	3/4 Ton 4x4 Ext Cab Cc
48. Lease	1GBJK34U03E276882	Chevrolet	Silverado	2003	1 Ton 4x4 Reg C/C
49. Lease	1GBJC34U13E272711	Chevrolet	Silverado	2003	1 Ton 4x2 Reg C/C
50. Lease	1GBJC34U13E13326	Chevrolet	Silverado	2003	1 Ton Truck
51. Lease	1FDSX34L33EA33149	Ford	F-350	2003	1 Ton Ext Cab 4x2 Cc W 60
52. Lease	1GCEC14V13E267468	Chevrolet	Silverado	2003	1/2 Ton 3x2 Reg Cab Pickup
53. Lease	1GBJC34153E146793	Chevrolet	Silverado	2003	Pickup Truck
54. Lease	2NKMHD7X22M882233	Kenworth	T300	2002	Reg Cab C/C Gas Crew Truck
55. Lease	1GCJL20U82E277130	Chevrolet	2500	2002	3/4 Ton Ext Cab 4x2 Utility
56. Lease	1GCHK29U12E273906	Chevrolet	2500	2002	Pickup
57. Lease	1GCHK29U62E276364	Chevrolet	Silverado 2500	2002	Utility Pickup
58. Lease	1FTZR45E72PB49847	Ford	Ranger R455	2002	4x4 Edge Supercab
59. Lease	1GCDL19X52B153205	Chevrolet	Astro	2002	Minivan Cargo
60. Lease	1Z9BS12131G138039	Miller	Eze Load	2002	Load Pipe Trailer
61. Lease	2NKMHD7X52M878631	Kenworth	T300	2002	Reg Cab 4x2 C/C Gas Crew Truck
62. Lease	2NKMHD7X32M878630	Kenworth	T300	2002	Reg Cab 4x2 C/C Gas Crew Truck
63. Lease	1GCEC19V72Z333893	Chevrolet	Silverado 1500	2002	Ext Cab 1/2 Ton 4x2 Pickup
64. Lease	4KNUT18281L161675	Towmaster	T-12DD	2001	Bobcat Trailer
65. Lease	1GCCS195218196926	Chevrolet	S-10	2001	1/2 Ton Pickup
66. Lease	1FV6HJBA31HG77178	Freightliner	F170	2001	Freightliner Gas Crew Truck
67. Lease	1FDSX34L31EB82156	Ford	F-350	2001	Ext Cab 4x2 Chassis Cab Drw
68. Lease	1FDSX34L11EB82155	Ford	F-350	2001	Ext Cab 4x2 Chassis Cab Drw
69. Lease	1FDSX34L51EB00413	Ford	F350	2001	Medium Truck
70. Lease	1Z9BS12131G138033	Miller	Eze	2001	Pipe Trailer
71. Lease	1FDSX34L51EB82157	Ford	F-350	2001	Ext Cab 4x2 Chassis Cab Drw

MISSOURI GAS - SCHEDULES

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
72. Lease	1FDNX20LXYEE33861	Ford	F-250	2000	Ext Cab 4x2 Chassis
73. Lease	1FTYR10V3YPA98356	Ford	Ranger	2000	Reg Cab 4x2 Pickup
74. Lease	1FDWF36S9YEE14553	Ford	F-350	2000	Reg Cab 4x2 Chassis
75. Lease	1GDM7H1C2XJ515148	GMC	CC7H042	1999	Gas Crew Truck
76. Lease	1FDNX20L2XEE74953	Ford	F-250	1999	Ext Cab 158" Wb 4x2 Chassis
77. Lease	4S0607	Ditch Witch	410SX	1999	Yard Plow
78. Lease	16JF01210W1031537	Belshe	WB-1	1999	Trailer, Yard Plow - Trailer To 879023
79. Lease	1GDM7H1C4X3515121	GMC	C7H042	1999	Reg Cab, 102" Wb Chassis Cab Gct
80. Lease	1FTNX20L8XEB65427	Ford	F-250	1999	Pickup Truck
81. Lease	1NKMDH7X4XS826755	Kenworth	T300	1999	Chassis Cab Dump Truck
82. Lease	1FTNX20L2XEE69806	Ford	F-250	1999	Ext Cab 142" Wb 4x2 Chassis Cab
83. Lease	JJG0241685	Case	580I	1998	Loader Backhoe
84. Lease	16JF01820W1031442	Belshe	DT235	1998	Loader/Backhoe Trailer
85. Lease	81077	Trail King	Tk20	1998	Trailer For Backhoe 8039
86. Lease	JJG0241585	Case	580I	1998	Backhoe Loader
87. Lease	16JF0182XW1031447	Belshe	Dt235	1998	Loader/Backhoe Trailer
88. Lease	JJG0241711	Case	580I	1998	Loader Backhoe
89. Lease	1FDHF35H5VEA14662	Ford	F-350	1997	Gas Service Truck
90. Lease	10-01998	Daewoo	G25S	1997	Forklift
91. Lease	5YN02035	Caterpillar	416C	1997	Backhoe
92. Lease	42NO3103	Caterpillar	416C	1997	Backhoe
93. Lease	81075	Trail King	TK20	None specified	Trailer For Backhoe 8035

MISSOURI GAS - SCHEDULES

5. Project Management Services Agreement dated November 1, 2004 between Aquila-Missouri and West Central Missouri Community Action Agency (C.5.1.67).
6. Master Construction Agreements dated January 1, 2005 and March 1, 2003 between Aquila, Inc. and Infrasource Underground Construction, Inc. (formerly Gas Distribution Contractors, Inc.), including Contract Orders No. 8843 and No. 8921 both dated March 1, 2003 and No. 11620 dated March 1, 2005 (C.5.1.71).
7. Master Purchase Agreement dated August 15, 2003 between Aquila, Inc. and Bascom-Turner Instruments (C.5.1.75).
8. Field Service Agreement dated May 7, 2003 between Aquila, Inc. and Energy Economics, Inc. (C.5.1.76).
9. Master Purchase Agreement dated August 15, 2003 between Aquila, Inc. and J and N Enterprises, Inc. (C.5.1.78).
10. Master Purchase Agreement dated April 12, 2003 between Aquila, Inc. and Mercury Investments, Inc., including Amendment No. 1 dated September 17, 2003 (C.5.1.79).
11. Master Purchase Agreement dated January 30, 2004 between Aquila, Inc. and Natural Gas Odorizing, Inc. (C.5.1.80).
12. Master Purchase Agreement dated February 5, 2003 between Aquila, Inc. and Perfection Corporation, including Contract Order No. 1 dated February 5, 2003 (C.5.1.81).
13. Master Service Agreement dated June 19, 2002 between Aquila, Inc. and IMServ North America, LLC (C.5.1.82).
14. Master Purchase Agreement dated April 15, 2003 between Aquila, Inc. and Actaris U.S. Gas, Inc., (C.5.1.74).

MISSOURI GAS - SCHEDULES

Schedule 2.2(n) Excluded Assets

1. All assets of Seller (except for personal property reflected in Net Plant or a FERC Account) at the regional offices, or “show-up” sites, located in the following cities in Missouri: Clinton, Henrietta, Maryville, Nevada, Platte City, Sedalia, and Trenton.
2. All assets of Seller at the natural gas training center located in Sedalia, Missouri.
3. All assets of Seller (except for inventory reflected in Net Plant or a FERC Account) at the meter shop located in Council Bluffs, Iowa.
4. All assets of Seller reflected in FERC Account No. 397 (General Plant - Communication Equipment), including two-way voice radios located in vehicles identified on Schedule 2.1(d).
5. FCC Radio Station Authorizations
 - (a) Radio Station Authorization dated March 19, 2002 between Aquila, Inc. and the Federal Communication Commission for Lexington, Henrietta and Oak Grove, Call Sign No. WNNU345 (B.1.10.2).
 - (b) Radio Station Authorization dated March 19, 2002 between Aquila, Inc. and the Federal Communication Commission for Nevada, Call Sign No. WNVN740 (B.1.10.2).
 - (c) Radio Station Authorization dated March 19, 2002 between Aquila, Inc. and the Federal Communication Commission for Nashua, Platte City, Liberty, Oak Grove and Weston, Call Sign No. WNRG860 (B.1.10.2).
 - (d) Radio Station Authorization dated March 19, 2002 between Aquila, Inc. and the Federal Communication Commission for Urich, Clinton and Lowry City, Call Sign No. WNRD649 (B.1.10.2).
 - (e) Radio Station Authorization dated March 19, 2002 between Aquila, Inc. and the Federal Communication Commission for Sedalia, Warsaw and Sedalia, Call Sign No. WNRD650 (B.1.10.2).
 - (f) Radio Station Authorization dated March 19, 2002 between Aquila, Inc. and the Federal Communication Commission for Chillicothe, Brookfield, Slater and Marshall, Call Sign No. WNXB458 (B.1.10.2).
 - (g) Radio Station Authorization dated March 19, 2002 between Aquila, Inc. and the Federal Communication Commission for Trenton and Ridgeway, Call Sign No. WNVV476 (B.1.10.2).

MISSOURI GAS - SCHEDULES

6. Franchises and Certificates
 - (a) Ordinance No. 807 dated June 4, 1986, of the City of Richmond, Missouri, granting a franchise to UtiliCorp United Inc. d/b/a Missouri Public Service (A.4.1.21).
 - (b) Ordinance dated July 22, 1886, of the City of Trenton, Missouri, granting a franchise to Missouri Public Service, successor to Trenton Gas & Electric Light Company (A.4.1.26).
 - (c) Certificate of Public Convenience dated April 1, 1927, of the Missouri Public Service Commission, Case No. 5,109.
7. Any and all Financial Hedges procured by Seller for its gas operations (other than Financial Hedges related exclusively to the Business) for the purposes of managing Seller's exposure to the changing costs of natural gas.

Schedule 2.3(h)
Additional Assumed Obligations

None.

Schedule 3.1-A
Example of Missouri Gas Closing Payment Amount

See attached.

Schedule 3.1-B
Example of Missouri Gas Post-Closing Adjustment Statement

See attached.

Schedule 3.1-C
Sample Calculation of Missouri Gas Purchase Price

See attached.

MISSOURI GAS - SCHEDULES

Schedule 5.5(a)
Selected Balance Sheet Information

		As of <u>December 31, 2004</u>	As of <u>June 30, 2005</u>
		(\$ in 000s)	
1	Net Plant		
	A/C 101 Plant in Service	80,027	80,267
	A/C 106 Completed Construction Not Classified	138	100
	A/C 107 Construction Work In Progress	85	112
	A/C 108 Accumulated Depreciation	(32,531)	(33,513)
	A/C 111 Accumulated Amortization/Depletion	(92)	(94)
		47,627	46,872
2	Accounts Receivable		
	A/C 142 Customers	6,200	4,707
	A/C 173 Unbilled Revenues	6,498	691
	A/C 174 Miscellaneous Current & Accrued Imbalance	(630)	(659)
	A/C 143 Miscellaneous Accounts Receivable	-	-
	A/C 144 Accumulated Provision for Uncollectible Accounts	(201)	(323)
	A/C 191 Unrecovered Purchased Gas Costs	4,430	376
		16,297	4,792
3	Materials & Supplies / Gas Storage		
	A/C 154 Materials and Supplies	137	99
	A/C 163 Stores Expense Undistributed	56	48
	A/C 164 Gas Storage Underground	10,184	3,506
		10,377	3,653
4	Prepayments		
	A/C 165 Prepaid Gas Costs (current estimate not available)	-	-
	A/C 165 Prepayments: Pension	5,924	5,738
		5,924	5,738
5	Regulatory Assets		
	A/C 182 Regulatory Assets – (including MGP, AAO, OPEB)	2,219	2,045
		2,219	2,045
6	Deferred Charges		
	A/C 184 Clearing Accounts	-	(110)
		-	(110)
7	Other		
	Cash Value of Leased Vehicles	1,010	1,010
	Net Off Balance Sheet Assets (Liabilities)	1,010	1,010
8	Credits/Liabilities		
	A/C 229 Accumulated Provision for Refund	855	780
	A/C 230 Accumulated Reserve Obligation – ARO	4	5
	A/C 235 Customer Deposits	434	358
	A/C 237 Interest on Customer Deposits	22	22
	A/C 252 Customer Advances for Construction	-	-
	A/C 253 Other Deferred Credits (including OPEB, CIAC, Environ)	2,033	2,033
		3,348	3,198
9	Regulatory Liabilities		
	A/C 254 Other Regulatory Liabilities, Pension	359	1,124
		359	1,124

Schedule 5.5(b)
Division Income Statement Information

	For the 12-month period ended <u>December 31, 2004</u>	For the six-month period ended <u>June 30, 2005</u>
(\$ in 000s)		
<i>Selected Income Statement Items</i>		
Customer Revenues	52,574	32,550
Other Revenues	22	8
Total Revenues	52,596	32,558
Cost of Fuel and Purchased Power	33,436	21,324
Other Cost of Goods Sold	14	3
Gross Margin	19,146	11,231
Direct O&M	4,036	2,047
Direct IBU	2,284	1,140
Direct ESF	514	350
Direct Taxes Other than Income Taxes	580	279
Direct EBITDA	11,732	7,416
Direct Depreciation and Amortization	1,930	1,003
Direct Other (Income)/Expense	65	50
Direct EBIT	9,737	6,363
<i>Allocation of Indirect Costs</i>		
Indirect IBU	2,765	1,537
Indirect ESF	1,095	546
Indirect Taxes Other than Income Taxes	15	9
EBITDA After Corporate Allocations	7,857	5,324
Direct Depreciation & Amortization	1,930	1,002
Indirect Depreciation & Amortization	774	382
Direct Other (Income)/Expense	65	50
Indirect Other (Income)/Expense	29	(30)
EBIT After Corporate Allocations	5,059	3,919

Schedule 5.10(a)-2
Environmental Permits

None.

Schedule 5.10(b)
Environmental Notices

1. Missouri Department of Natural Resources (“MDNR”) notification that the Chillicothe former manufactured gas plant is listed on the state registry of hazardous/uncontrolled waste sites. Letter dated September 22, 2004 from Carey Bridges, MDNR Hazardous Waste Program, to Ed Clement, Aquila.
2. Request for Information Pursuant to Section 104(e) of CERCLA from EPA Region VII regarding potential release of mercury from regulators, manometers and other gas pressure regulating devices.

Schedule 5.10(c)
Environmental Claims or Releases

Environmental Claims with respect to, or Releases of or affecting, any of the following:

1. Chillicothe Former Manufactured Gas Plant
2. Marshall (English Street) Former Manufactured Gas Plant
3. Marshall (Lafayette) Former Manufactured Gas Plant

Schedule 5.11
Labor Matters

Collective Bargaining Agreements

1. Collective Bargaining Agreement ("CBA") dated October 1, 2002 by and between Aquila, Inc. d/b/a Missouri Public Service and The International Brotherhood of Electrical Workers, Local No. 814, and all related letters and letters of agreement (D.2.1.1). The 2002 CBA has been replaced by a new 2005 CBA negotiated by the Union and Aquila and recently ratified by the covered employees. The 2005 CBA is not yet in a published form, but any modifications to the 2002 CBA are contained in a modification memorandum (D.2.1.5).
2. Collective Bargaining Agreement dated August 1, 2004 by and between Aquila, Inc. d/b/a St. Joseph Light & Power Company and The International Brotherhood of Electrical Workers, Local No. 695, with respect to the terms and conditions of employment of a bargaining unit of clerical workers, and all related letters and letters of agreement (D.2.1.2).
3. Collective Bargaining Agreement dated August 1, 2004 by and between Aquila, Inc. d/b/a St. Joseph Light & Power Company and The International Brotherhood of Electrical Workers, Local Union No. 695, with respect to the terms and conditions of employment of a bargaining unit of physical workers, and all related letters and letters of agreement (D.2.1.3).

Other



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original

Schedule 5.12(a)
Employee Benefit Plans

1. Aquila, Inc. Retirement Income Plan
2. Aquila, Inc. Retirement Investment Plan
3. Aquila, Inc. Workforce Transition Program
4. Aquila, Inc. Employee Health Care Plan
5. Aquila, Inc. Funded Employee Health Care Plan
6. Aquila, Inc. Flexible Benefits Plan
7. UtiliCorp United, Inc. Welfare Benefit Wrap-Around Plan
8. Aquila, Inc. Vision Insurance Plan
9. Aquila, Inc. Group Life and AD&D Insurance Plan
10. Aquila, Inc. Accident Insurance Plan
11. Aquila, Inc. Long-Term Disability Plan
12. Aquila, Inc. Educational Assistance Plan
13. Aquila, Inc. Employee Assistance Plan
14. Group Auto/Homeowners Insurance Plan
15. Financial Planning
16. Newborn Gift
17. Aquila, Inc. 2004 Stock Option Plan
18. Aquila, Inc. 2002 Stock Option Plan
19. Aquila, Inc. 2002 Omnibus Incentive Compensation Plan
20. Aquila, Inc. Long-Term Executive Incentive Plan
21. Aquila, Inc. 2005 Variable Compensation Plan
22. Aquila, Inc. 2004 Variable Compensation Plan
23. Short-Term Disability Policy
24. Sick Leave Policy
25. Vacation Policy
26. Jury Duty Policy
27. Military Leave Policy
28. Funeral Leave Policy
29. Part-Time Off Policy
30. Inclement Weather Policy
31. Holiday Schedule
32. Aquila, Inc. Dental Plan
33. Adoption Assistance
34. Aquila, Inc. Master Welfare Benefit Trust for Non-Bargaining Employees
35. Aquila, Inc. Master Welfare Benefit Trust for Bargaining Employees
36. Group Universal Life Plan
37. Employee Stock Purchase Plan
38. Long-Term Care Insurance Plan
39. Retention Agreements between Aquila, Inc. and 12 employees (the obligations under such retention agreements are being retained by and will be paid in full by Seller)

Schedule 5.12(g)
Retiree Health and Welfare Benefits

A summary of the terms presently applied by Seller with regard to the Post-Retirement Welfare Benefits is set forth on the following pages. Such terms are subject to any rights of Seller to amend the terms.

MISSOURI GAS - SCHEDULES

Missouri Gas Group Code RABABA	
Number of retirees with health and/or life insurance coverage as of 6/1/2005	8
Open/Closed	Closed
Union Status	Nonunion and Union
Life Insurance Coverage Amount	\$5,000
Plan Eligibility Criteria	Retire 6/1/95 – 12/31/00 (No minimum service requirement)
Special Rules	
Benefit Period	Medical/dental ceases at 65; lifetime for life insurance
Coverage of Surviving Spouse	Ceases at 65
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$200.00
• Spouse	\$200.00
• Dependent Children	\$35.00
Medical Monthly Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

MISSOURI GAS - SCHEDULES

Missouri Gas
Group Code RAQCBH

Number of retirees with health and/or life insurance coverage as of 6/1/2005	17		
Open/Closed	Closed		
Union Status	Union		
Life Insurance Coverage Amount	Table (See below)		
Plan Eligibility Criteria	Age 52 or older on 1/1/92, and hired on or before 1/1/92 or disabled based on Social Security definition before 4/8/00		
Special Rules	Part B Medicare premiums reimbursed after age 65 for retiree only for lifetime of retiree		
Benefit Period	Medical/dental ceases at 65; lifetime for life insurance with Part B Medicare premiums reimbursed for life		
Coverage of Surviving Spouse	Ceases at 65		
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended		
Premium Reduction Credit	No		
Medical Monthly Contribution under age 65			
• Retiree	\$15.00		
• Spouse	\$307.98		
• Dependent Children	\$0.00		
Medical Monthly Contribution age 65 or older			
• Retiree	No Coverage		
• Spouse	No Coverage		
• Dependent Children	No Coverage		
Dental Monthly Contribution under age 65			
• Retiree	\$0		
• Spouse	\$0		
• Dependent Children	\$0		
Monthly Dental Contribution age 65 or older			
• Retiree	No Coverage		
• Spouse	No Coverage		
• Dependent Children	No Coverage		
Life Insurance Monthly Contribution	.16/\$1,000		
Life Insurance Amount			
Final Annual Pay		Insurance Amount	
		Under Age 70	Age 70 and above
Less than \$20,000		\$10,000	\$5,000
\$20,000--\$29,000		\$20,000	\$10,000
\$30,000--\$39,000		\$25,000	\$12,500
More than \$40,000		\$30,000	\$15,000

MISSOURI GAS - SCHEDULES

Missouri Gas Group Code RAQCBX

Number of retirees with health and/or life insurance coverage as of 6/1/2005	14
Open/Closed	Closed
Union Status	Union
Life Insurance Coverage Amount	Varies – reduces to 50% at age 70
Plan Eligibility Criteria	Retired or disabled based on Social Security definition before 1/1/90
Special Rules	Part B Medicare premiums reimbursed after age 65 for retiree only for lifetime of retiree
Benefit Period	Medical/dental ceases at 65; lifetime for life insurance; Medicare Part B premiums reimbursed for life
Coverage of Surviving Spouse	Ceases at 65
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$15.00
• Spouse	\$307.98
• Dependent Children	\$0.00
Medical Monthly Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	.16/\$1,000

MISSOURI GAS - SCHEDULES

Missouri Gas Group Code RAZABF	
Number of retirees with health and/or life insurance coverage as of 6/1/2005	38
Open/Closed	Closed
Union Status	Nonunion
Life Insurance Coverage Amount	1 times annual pay reduced 50% at age 70 with a minimum of \$1,500
Plan Eligibility Criteria	Retired before 6/1/95
Special Rules	Part B Medicare premiums reimbursed after age 65 for retiree only for lifetime of retiree
Benefit Period	Medical/dental ceases at 65; lifetime for life insurance; Medicare Part B premiums reimbursed for lifetime of retiree
Coverage of Surviving Spouse	Ceases at 65
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$80.00
• Spouse	\$80.00
• Dependent Children	\$80.00
Medical Monthly Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0.16 per \$1,000

MISSOURI GAS - SCHEDULES

Missouri Gas Group Code RBDABA	
Number of retirees with health and/or life insurance coverage as of 6/1/2005	8
Open/Closed	Closed
Union Status	Nonunion & Union Employees
Life Insurance Coverage Amount	\$5,000
Plan Eligibility Criteria	Retire after 2000 and before 1/1/2005 with at least five years of service
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$475 Med Plus Plan \$328 Basic Care Plan \$290 Safety Net Plan
• Spouse	\$475 Med Plus Plan \$328 Basic Care Plan \$290 Safety Net Plan
• Dependent Children	\$45.00
Medical Monthly Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

MISSOURI GAS - SCHEDULES

Missouri Gas Group Code RBLDZI	
Number of retirees with health and/or life insurance coverage as of 6/1/2005	6
Open/Closed	Closed
Union Status	Union
Life Insurance Coverage Amount	1 times annual base pay rounded to the nearest \$1,000 to a maximum of \$25,000 (Retirees prior to 1990 may have higher amounts as shown on file)
Plan Eligibility Criteria	Gave notice of retirement before 1/1/02 and retired by 3/3/02
Special Rules	May cover spouse if married at least 1 year at retirement and spouse is covered under active plan at retirement
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime except if surviving spouse remarries, then coverage ends
Coverage of Dependent Children	No Coverage
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$168.00
• Spouse	\$336.00
• Dependent Children	No Coverage
Medical Monthly Contribution age 65 or older	
• Retiree	\$65.00
• Spouse	\$130.00
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$1.00/\$1,000 coverage per month

MISSOURI GAS - SCHEDULES

Missouri Gas Group Code RBWEOA	
Number of retirees with health and/or life insurance coverage as of 6/1/2005	1
Open/Closed	Open
Union Code	Nonunion & union
Life Insurance Coverage Amount	\$5,000
Plan Eligibility Criteria	Retire on/after 1/1/2005 with at least five years of service
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	Yes
Medical Monthly Contribution under age 65	
• Retiree	\$348 Basic Care Plan \$310 Safety Net Plan
• Spouse	\$348 Basic Care Plan \$310 Safety Net Plan
• Dependent Children	\$348 Basic Care Plan \$310 Safety Net Plan
Medical Monthly Contribution age 65 or older	
• Retiree	\$175 Basic Care Plan \$155 Safety Net Plan
• Spouse	\$175 Basic Care Plan \$155 Safety Net Plan
• Dependent Children	\$348 Basic Care Plan \$310 Safety Net Plan
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Life Insurance Monthly Contribution	\$0

Schedule 5.13(b)
Franchises

Certain of the Franchises (i) have expired by their express terms or may expire prior to Closing by their express terms, (ii) are missing one or more pages, exhibits, or schedules, or (iii) may not have been fully executed by the parties. To the extent such issues affect the validity, binding effect, or enforceability of any Franchise with regard to any or all of the parties thereto, such issues will not be a basis for claiming a breach of any representation or warranty of Seller in the Agreement. Furthermore, the disclosure by Seller of the existence or terms of any Franchise to Buyer in connection with the transactions contemplated by the Agreement, or to any other party in connection with the proposed or potential sale of the Business or the Purchased Assets to that party, will not be a basis for claiming a breach of any representation or warranty of Seller in the Agreement.

Franchise marked with ^(a) requires consent from one or more parties for assignment.

Franchise marked with ^(b) is subject to the Claim described on Schedule 5.14.

Municipal Franchises

1. Ordinance No. 98-11 dated February 26, 1998, of the City of Brookfield, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.2).
2. Ordinance No. 97-9-8 dated October 13, 1997, of the City of Brunswick, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.3).
3. Ordinance No. 337 dated February 4, 1998, of the City of Bucklin, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.4).
4. Ordinance No. 94 dated March 5, 1891, of the City of Chillicothe, Missouri, granting a franchise to Missouri Public Service, successor to The Peoples Gas and Electric Company (A.4.1.5).
5. Ordinance No. 413 dated September 8, 1997, of the City of Chula, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.6).
6. Ordinance No. 3023 dated October 20, 1992, of the City of Clinton, Missouri, granting a franchise to UtiliCorp United, Inc. d/b/a Missouri Public Service (A.4.1.7).
7. Ordinance No. 2-02-02 dated September 2, 2002, of the City of Deerfield, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.8).
8. Ordinance No. 2841 dated May 12, 1997, of the City of Glasgow, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.9).
9. Ordinance No. 382 dated May 5, 1986, of the City of Henrietta, Missouri, granting a franchise to UtiliCorp United, Inc., d/b/a Missouri Public Service (A.4.1.10).

MISSOURI GAS - SCHEDULES

10. Ordinance No. 268 dated August 12, 1997, of the City of Keytesville, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.11).
11. Ordinance No. 35-152A dated March 3, 1998, of the City of Laclede, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.12).
12. Ordinance No. 197 dated February 8, 1988, of the City of Leeton, Missouri, granting a franchise to UtiliCorp United Inc. d/b/a Missouri Public Service (A.4.1.13).
13. Ordinance No. 2002-22 dated June 11, 2002, of the City of Lexington, Missouri, granting a franchise to Aquila, Inc. d/b/a Aquila Networks (A.4.1.14).
14. Ordinance No. 35.876 dated August 19, 1997, of the City of Marceline, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.15).
15. Ordinance No. 7459 dated May 15, 2003, of the City of Marshall, Missouri, granting a franchise to Aquila, Inc. d/b/a Aquila Networks (A.4.1.16).
16. Ordinance No. 2-98 dated March 2, 1998, of the City of Meadville, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.17).
17. Ordinance No. 6287 dated December 20, 2004, of the City of Nevada, Missouri, granting a franchise to Aquila, Inc. d/b/a Aquila Networks ^(a) (A.4.1.18).
18. Ordinance No. 256 dated February 10, 1992, of the City of Otterville, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.19).
19. Ordinance No. 348 dated November 4, 1980, of the City of Platte City, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.20).
20. Ordinance No. 807 dated June 4, 1986, of the City of Richmond, Missouri, granting a franchise to UtiliCorp United, Inc. d/b/a Missouri Public Service ^(b) (A.4.1.21).
21. Ordinance No. 518 dated April 10, 1997, of the City of Salisbury, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.22).
22. Ordinance No. 09013 dated June 2, 1997, of the City of Sedalia, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United, Inc. (A.4.1.23).
23. Ordinance No. 384 dated September 3, 1991, of the City of Smithton, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.24).
24. Ordinance No. 682 dated April 18, 2000, of the City of Tracy, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.25).

MISSOURI GAS - SCHEDULES

25. Ordinance dated July 22, 1886, of the City of Trenton, Missouri, granting a franchise to Missouri Public Service, successor to Trenton Gas & Electric Light Company (A.4.1.26).
26. Ordinance No. 4.108 dated July 10, 2000, of the City of Weston, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United, Inc. (A.4.1.27).
27. Ordinance No. 97-02 dated July 10, 2000, of the City of Wheeling, Missouri, granting a franchise to Missouri Public Service, a division of UtiliCorp United Inc. (A.4.1.28).
28. Ordinance No. 201 dated December 9, 1987, of the City of Barnard, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.29).
29. Ordinance No. 1986-2 dated May 6, 1986, of the City of Bigelow, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.30).
30. Ordinance No. 57 dated December 7, 1987, of the City of Bolckow, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.31).
31. Ordinance No.2-3-86-2 dated February 3, 1986, of the City of Craig, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.32).
32. Ordinance No.2-688-99 dated April 14, 1999, of the City of Fairfax, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.33).
33. Ordinance No.67 dated August 7, 1985, of the City of Forest City, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.34).
34. Ordinance No. 2004-1 dated April 7, 2004, of the City of Graham, Missouri, granting a franchise to Aquila, Inc. d/b/a Aquila Networks (A.4.1.35).
35. Ordinance No. 352 dated November 11, 1996, of the City of Maitland, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.36).
36. Ordinance No. 4902 dated August 13, 1990, of the City of Maryville, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.37).
37. Ordinance No. 967 dated September 7, 2000, of the City of Mound City, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.38).
38. Ordinance No. 145 dated November 5, 1985, of the City of Oregon, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.39).
39. Ordinance No. 9-86 dated November 4, 1986, of the City of Ravenwood, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.40).

MISSOURI GAS - SCHEDULES

40. Ordinance No. 890 dated November 9, 1999, of the City of Rockport, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.41).
41. Ordinance No. 2004-Gas dated December 9, 2004, of the City of Skidmore, Missouri, granting a franchise to Aquila, Inc. d/b/a Aquila Networks (A.4.1.42).
42. Ordinance No. 20-056-99 dated September 7, 1999, of the City of Tarkio, Missouri, granting a franchise to St. Joseph Light & Power Company (A.4.1.43).

County Franchises

43. Order dated July 27, 1953 permitting Missouri Public Service Company to supply natural gas to Platte County, Missouri.
44. Order dated October 8, 1968 permitting Missouri Public Service Company to supply natural gas to Johnson County, Missouri.
45. Order dated June 8, 1946 permitting Missouri Public Service Company to supply natural gas to Pettis County, Missouri.
46. Order dated June 16, 1952 permitting Seller to supply natural gas to Chariton County, Missouri.*
47. Order dated June 23, 1952 permitting Seller to supply natural gas to Grundy County, Missouri.*
48. Order dated September 2, 1952 permitting Seller to supply natural gas to Henry County, Missouri.*
49. Order dated June 16, 1952 permitting Seller to supply natural gas to Howard County, Missouri.*
50. Order dated October 21, 1964 permitting Seller to supply natural gas to Lafayette County, Missouri.*
51. Order dated June 16, 1952 permitting Seller to supply natural gas to Linn County, Missouri.*
52. Order dated June 23, 1952 permitting Seller to supply natural gas to Livingston County, Missouri.*
53. Order dated July 27, 1953 permitting Seller to supply natural gas to Ray County, Missouri.*
54. Order dated August 18, 1937 permitting Seller to supply natural gas to Vernon County, Missouri.*
55. Any other county franchises issued to Seller and related to the Business.

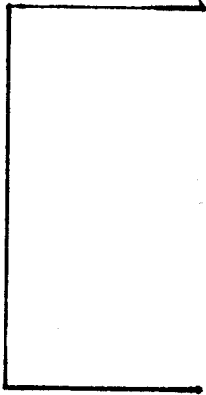
* Copies of the respective Orders are not available.

Schedule 5.14
Legal Proceedings and Orders

Claims

City of Richmond, Missouri v. Aquila, Inc., case number 05RY-CV00079, pending in the Circuit Court of Ray County, Missouri.

Workers' Compensation Claims



Highly
Confidential

MISSOURI GAS - SCHEDULES

Schedule 5.15 Permits

1. Franchises (and disclosures related thereto) listed on Schedule 5.13(b).
2. The FCC Radio Station Authorizations listed on Schedule 2.2(n).
3. Certificates of Public Convenience
 - (a) Certificate of Public Convenience dated June 12, 1952 of the Missouri Public Service Commission, Case No. 12,374 (A.1.1).
 - (b) Certificate of Public Convenience dated October 8, 1958 of the Missouri Public Service Commission, Case No. 14,006 (A.1.2).
 - (c) Certificate of Public Convenience dated March 22, 1965 of the Missouri Public Service Commission, Case No. 15,657 (A.1.3).
 - (d) Certificate of Public Convenience dated June 9, 1953 of the Missouri Public Service Commission, Case No. 12,561 (A.1.4).
 - (e) Certificate of Public Convenience dated May 16, 1946 of the Missouri Public Service Commission, Case No. 10,793 (A.1.5).
 - (f) Certificate of Public Convenience dated November 13, 1968 of the Missouri Public Service Commission, Case No. 16,594 (A.1.6).
 - (g) Certificate of Public Convenience dated January 12, 1956 of the Missouri Public Service Commission, Case No. 13,172 (A.1.7).
 - (h) Certificate of Public Convenience dated April 19, 1989 of the Missouri Public Service Commission, Case No. GA-88-270 (A.1.8).
 - (i) Certificate of Public Convenience dated November 12, 1937 of the Missouri Public Service Commission, Case No. 9437 (A.1.9).
 - (j) Certificate of Public Convenience dated August 7, 1964 of the Missouri Public Service Commission, Case No. 15,509 (A.1.10).
 - (k) Certificate of Public Convenience dated July 23, 1993 of the Missouri Public Service Commission, Case No. GA-92-269 (A.1.11).
 - (l) Certificate of Public Convenience dated March 22, 1968 of the Missouri Public Service Commission, Case No. 16,448 (A.1.12).
 - (m) Certificate of Public Convenience dated November 5, 1964 of the Missouri Public Service Commission, Case No. 15,609 (A.1.13).

MISSOURI GAS - SCHEDULES

- (n) Certificate of Public Convenience dated August 31, 1966 of the Missouri Public Service Commission, Case No. 16,014 (A.1.14).
- (o) Certificate of Public Convenience dated June 8, 1966 of the Missouri Public Service Commission, Case No. 15,978 (A.1.15).
- (p) Certificate of Public Convenience dated October 28, 1965 of the Missouri Public Service Commission, Case No. 15,823 (A.1.16).
- (q) Certificate of Public Convenience dated November 9, 1949 of the Missouri Public Service Commission, Case No. 11,755 (A.1.17).
- (r) Certificate of Public Convenience dated June 14, 1967 of the Missouri Public Service Commission, Case No. 16,207 (A.1.18).
- (s) Certificate of Public Convenience dated October 11, 1960 of the Missouri Public Service Commission, Case No. 14,535 (A.1.19).
- (t) Certificate of Public Convenience dated July 11, 1966 of the Missouri Public Service Commission, Case No. 16,037 (A.1.20).
- (u) Certificate of Public Convenience dated February 9, 1968 of the Missouri Public Service Commission, Case No. 15,176 (A.1.22).
- (v) Certificate of Public Convenience dated March 28, 1957 of the Missouri Public Service Commission, Case No. 13,625 (A.1.23).
- (w) Certificate of Public Convenience dated June 20, 1983 of the Missouri Public Service Commission, Case No. GM-85-221 (A.1.24).
- (x) Certificate of Public Convenience dated May 24, 1955 of the Missouri Public Service Commission, Case No. 12,674 (A.1.26).
- (y) Certificate of Public Convenience dated April 4, 2000 of the Missouri Public Service Commission, Case No. GA-2000-422 (A.1.27).
- (z) Certificate of Public Convenience dated August 11, 1966 of the Missouri Public Service Commission, Case No. 16,032 (A.1.28).

Schedule 7.1
Conduct of Business

Ongoing conduct of regulatory and other legal matters disclosed in Article V or arising as a result of any request, action, or notification (formal or informal) by or from any Governmental Entity, or as a result of any Claims, Law or Order.

MISSOURI GAS - SCHEDULES

Schedule 7.9(e)(ii)-A Other Plan Participants

Anderson, Julia A.	Folkerts Jr, Carl L.	Martin, R. D.	Tate, J. D.
Arr, Sharon L.	Forsha, M. B.	Mathes, Dale E.	Teeter, John W.
Ballew, V. J.	Foss, Greg C.	Mccloud, Kenneth W.	Thomas, Carol F.
Banks, B. E.	Fowler, Edward G.	Miller, William M.	Thomason, Floyd
Bennett, Dennis R.	Freeman, Thomas	Mittelhauser, John R.	Timms, Connie S.
Blakemore, Glendale	Getz, Dorothy	Morehouse, L. A.	Tipton, William T.
Bland, Ralph E.	Glazebrook, K. G.	Murphy, Karen M.	Warner, Arthur
Bramel, Janet	Goff, Kathleen A.	Neff, Billy	Waterman, H.
Brennecke, W. E.	Gordon, Jay D.	Newton, James R.	Wehmeir, Frances
Brennenstuhl, Donald	Greenlaw, James E.	Niemann, Gina L.	Widrig, Laura
Brewster, Mark W.	Hague, Burley D.	Nolting, Claude L. Jr.	Wienberg, Mary J.
Brickey, D. W.	Hamblin, Dennis	Odell, Jimmy Dee	Wilcox, Robert
Brock, Laurie D.	Hamer, R. D.	Oneal, Gina A.	Willis, Gerold R.
Brown, Daniel E.	Hand, Terrance R.	Pink, Leo S.	Wombwell, Stuart M.
Burt, Harold L.	Harvkey, Russell G.	Preston, William C.	Woolston, Ricky D.
Caldwell, Jacqueline K.	Head, Jerry C.	Purdun, Carolyn S.	Yates, Oliver
Cano, Manuel	Heinrich, Pete C.	Randall, Ralph	Young, Judy R.
Chandler, Glenn	Householder, Donald	Rooks, Harmon Elmo	
Coffey, O. F.	Hulett, Howard	Runyon, Vernon	
Cole, William C.	Huskerson, Jeffrey	Ryan, Patrick E.	
Colopy, Robert	Ireland, Mary	Savio, W. L.	
Crabtree, Joyce P.	Jacobs, Carole L.	Schelp, Raymond	
Cullen, Kevin	Janney, Kenneth	Schott, Gerald Dean	
Culp, Knoxanna	Jennings, Phillip D.	Seest, Sandra J.	
Cummings, Betty	Johnson, Carina E.	Sharp, Allan J.	
Cypret, Mary Ann	Jones, Marvin L.	Shockley, David L.	
Daugherty, J. M.	Keck, Joyce A.	Sjolander, Scott A.	
Davis, Dennis	Keener, Marion	Smart, Peter	
Davis, Lela	Keopke, Earl	Smith, Kathy J.	
Demott, N. B.	Kercher, Ernest G.	Snider, M Mardell	
Demott, R. E.	Kesler, Sandra B.	Snow, Deborah L.	
Dickson, Larry L.	Kirk, Harold	Spivey, Allen	
Dingus, Robert	Kirkendoll, Teena L.	Stark, Maxine	
Edmisten, Daylon G.	Lamar, Judith A.	Steffens, Delbert	
Elliott, Donna	Larson, Marlene	Stukesbary, Donald W.	
Entrekin, Robert	Lee, Jesse	Summa, Vern W.	
Enyeart, Barb	Lewis, Dorothy	Summers, John R.	
Eskew, Deborah H.	Little, Fred	Tacke, Melvin L.	
Farber, Brian	Lorenz, Patrick	Tally, Vernon	
Flournoy, A. E.	Mahnken, Otto W.		

Schedule 7.9(e)(ii)(D)(2)
Seller's VEBAs

1. Aquila, Inc. Master Welfare Benefit Trust for Non-Bargaining Employees
2. Aquila, Inc. Master Welfare Benefit Trust for Bargaining Employees