



BK 0812 PG 030



MISC 1987 07151

THIS PAGE INCLUDED FOR  
INDEXING  
PAGE DOWN FOR BALANCE OF INSTRUMENT

ASSIGNMENT OF EASEMENT

KNOW ALL MEN BY THESE PRESENTS:

That PEOPLES NATURAL GAS COMPANY, Division of UtiliCorp United Inc., a Delaware corporation (successor in interest to Northern Natural Gas Company, a Delaware corporation, operating as Peoples Natural Gas Division), with its principal place of business at 25 Main Place, Council Bluffs, Iowa (Grantor), for valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, assign, quitclaim, transfer and set over unto METROPOLITAN UTILITIES DISTRICT of Omaha, Nebraska, a quasi-municipal corporation of the State of Nebraska (Grantee), all of Grantor's right, title and interest in, to and under the following easement describing property situated in Douglas County, Nebraska:

<u>GRANTOR</u>	<u>RECORDING DATA</u>		
	<u>BOOK</u>	<u>PAGE</u>	<u>DATE</u>
Pioneer Limited Partnership Jack Moritz Company, General Partner	516	330	11/28/72

TO HAVE AND TO HOLD said pipeline easement unto the said Grantee forever. The right, title and interest herein assigned and the provisions hereof shall extend to and be binding upon the parties hereto, their respective successors and assigns.

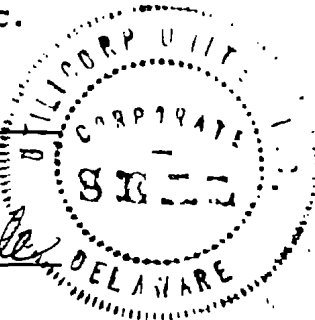
IN WITNESS WHEREOF, Grantor has executed this Assignment of Easement this 10th day of April, 1987.

RECEIVED  
1987 APR 21 AM 11:02  
GEO. L. BOLTON  
NOTARY PUBLIC  
POTTAWATTAMIE CO. IOWA

PEOPLES NATURAL GAS COMPANY,  
Division of UtiliCorp United Inc.

By Marc J. Petersen  
Senior Vice-President

Attest: Kathryn M. Little  
Assistant Secretary



STATE OF IOWA )  
) ss.  
COUNTY OF POTTAWATTAMIE )

The foregoing instrument was acknowledged before me on April 10, 1987, by Marc L. Petersen, Senior Vice-President of Peoples Natural Gas Company, Division of UtiliCorp United Inc., a Delaware corporation, on behalf of the corporation.



Zelma L. Bolton  
Notary Public

My Commission expires: aug. 18, 1989

7/57 Marc D  
BK 812 N 80A-323 C/O 374-325 FEE 36-50  
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POOR COPY

BOOK 516 PAGE 330

RIGHT-OF-WAY EASEMENT

The undersigned Grantor (whether one or more) for a valuable consideration (\$ 1.00 ), the receipt of \$ 1.00 of which is hereby acknowledged, hereby grants, sells and conveys unto Northern Natural Gas Company, a Delaware corporation, operating as PEOPLES NATURAL GAS Division, herein called "Grantee," and its successors and assigns, the RIGHT-OF-WAY and EASEMENT to lay, construct, inspect, maintain, alter, repair, replace, operate and remove a pipeline, and appurtenances thereto, over, under, through and across the following described premises situated in DOUGLAS County, State of NEBRASKA:

**Pioneer Hills**

The west fifteen (15) feet of lots no. 1, 2 & 3, a part of the Southwest quarter of the Northwest quarter of Section 12, Township 14 North, Range 11 East of the 6th P.M., Douglas County, Nebraska.

TO HAVE AND TO HOLD unto said Grantee, its successors and assigns, so long as said pipeline and appurtenances shall be used or maintained, together with all necessary rights of ingress and egress to and from said premises and right-of-way for said purposes.

Grantor shall have full use and enjoyment of said premises except for the rights herein granted to Grantee. Said pipeline shall be buried below ordinary plow depth. Grantor shall not construct or permit to be constructed anything upon the above-described right-of-way which would interfere with Grantee's exercise of the rights hereby conveyed.

The balance of the consideration due from Grantee to Grantor (if any) shall be paid when Grantee's pipeline is constructed.

Grantee shall repair or pay for any damages to Grantor's fences, buildings, growing crops, shrubbery or trees caused by Grantee's operations or activities on the premises; provided, however, that Grantee shall have the right from time to time to cut or clear trees, brush or other obstructions on said right-of-way that might interfere with the operation or maintenance of Grantee's facilities.

Grantee shall also repair or rebuild to its former condition any part of any drainage or irrigation system damaged by the construction of the said pipeline or caused by subsequent entry upon the premises to inspect, maintain, alter, repair, replace, operate or remove said pipeline.

No further general or specific covenant or undertaking not herein expressed shall be valid unless in writing and signed by Grantor or Grantee. This grant and easement shall run with the land and shall extend to and be binding upon the heirs, devisees, legal representatives, successors and assigns of the undersigned Grantor.

EXECUTED this 9th day of NOVEMBER, 19 72.

Witness: (Right-of-way Agent)

*[Handwritten signature]*

PIONEER LIMITED PARTNERSHIP  
JACK MORITZ COMPANY, General Partner

*[Handwritten signature]* President

Witness:

ENTIRE INSTRUMENT INDEX AND RECORDED IN THE REGISTER OF DEEDS OFFICE IN DOUGLAS COUNTY, NEBRASKA  
*[Handwritten signature]* 375  
C. HAROLD OETLER, REGISTER OF DEEDS

AFFIDAVIT

STATE OF NEBRASKA)  
 )  
COUNTY OF DOUGLAS)

I, W. H. McCartney, DO HEREBY SWEAR THAT:

1. I am Deputy Corporate Secretary of InterNorth, Inc., a Delaware corporation, formerly named Northern Natural Gas Company ("the Company");

2. I have in my custody and possession the corporate records and seal of the Company;

3. Prior to May 31, 1952, the Company owned a majority of the issued and outstanding stock of Peoples Natural Gas Company, a Delaware corporation. On May 31, 1952, the assets of Peoples Natural Gas Company were acquired by Northern Natural Gas Company and Peoples Natural Gas Company was liquidated pursuant to a plan of dissolution. Since May 31, 1952, neither "Peoples Natural Gas Company" nor "Peoples Natural Gas Division" has had a legal existence separate and apart from the Company and, instead, those names were assumed names used to identify the retail natural gas business operated by InterNorth, Inc., a corporation, and its predecessor, Northern Natural Gas Company, a corporation;

4. Attached hereto is a true and correct copy of a Certificate of Amendment of Certificate of Incorporation, dated March 27, 1980, and filed in the Office of the Secretary of State of Delaware on March 28, 1980 and recorded in the Office of the Recorder of New Castle County, Delaware, on March 28, 1980; said Certificate of Amendment amended Article I of the Certificate of Incorporation to change the name of the Company from Northern Natural Gas Company to InterNorth, Inc.;

5. Prior to such name change, assets and property interests used to operate the Company's retail natural gas business were held in the assumed names of "Peoples Natural Gas Company, Division of Northern Natural Gas Company" and/or "Northern Natural Gas Company operating as Peoples Natural Gas Division;" after the name change, assets and property interests used to operate the Company's retail natural gas business were conducted under the assumed name of "Peoples Natural Gas Company, Division of InterNorth, Inc." and the Company's wholesale natural gas business was conducted under the name of "Northern Natural Gas Company, a Division of InterNorth, Inc.";

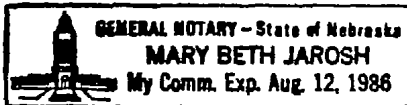
6. Effective December 20, 1985, the Company's retail natural gas operations were sold to UtiliCorp United Inc. and all rights to use the name "Peoples Natural Gas Company" were assigned to UtiliCorp United Inc., a Missouri corporation, which succeeded to the ownership of all assets and property interests held on that day in the names of Peoples Natural Gas Company, Division of InterNorth, Inc. and Peoples Natural Gas Company, Division of Northern Natural Gas Company and Northern Natural Gas Company operating as Peoples Natural Gas Division.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Company in the presence of a Notary Public this 24th day of January, 1986.



W. H. McCartney  
Deputy Corporate Secretary

On this 24th day of January, 1986, appeared before me, a Notary Public in and for the State and County written above, W. H. McCartney, Deputy Corporate Secretary of InterNorth, Inc., who executed the foregoing as Deputy Corporate Secretary and who acknowledged before me that such execution was his free act and deed and the act and deed of said InterNorth, Inc.



Mary Beth Jarosh  
Notary Public

**CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION OF  
NORTHERN NATURAL GAS COMPANY**

**NORTHERN NATURAL GAS COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,**

**DOES HEREBY CERTIFY:**

**ONE: That at a meeting of the Board of Directors of said corporation duly held and convened, resolutions were duly adopted setting forth proposed amendments to the Certificate of Incorporation of said corporation and declaring said amendments advisable and directing that said amendments be submitted to the Common stockholders for consideration and approval. The resolutions setting forth the proposed amendments are as follows:**

**"RESOLVED, that in the judgment of the Board of Directors of the Company it is deemed advisable to amend Article I of the Certificate of Incorporation of the Company so as to change the name of the Company to InterNorth, Inc., and to that end Article I be changed to read as follows:**

**"The name of this corporation is InterNorth, Inc."**

**"RESOLVED, that in the judgment of the Board of Directors of the Company it is deemed advisable to amend the first paragraph of Article IV of the Certificate of Incorporation of the Company so it will be and read in its entirety as follows:**

**"The total number of shares of all classes of stock which this corporation (hereinafter in this Article IV referred to as the "Corporation") shall have authority to issue is sixty-six million five hundred thousand (66,500,000), of which one million five hundred thousand (1,500,000) shares are to be Preferred Stock, par value \$100 per share (hereinafter called the "Preferred Stock"), five million (5,000,000) shares are to be Second Preferred Stock, par value \$1 per share (hereinafter called the "Second Preferred Stock"), and sixty million (60,000,000) shares are to be Common Stock, par value \$10 per share (hereinafter called the "Common Stock")."**

**"RESOLVED, that the foregoing recommendations to amend the Certificate of Incorporation of the Company be submitted to the Common stockholders of the Company for consideration and approval at the 1980 Annual Stockholders Meeting to be held on March 27, 1980."**

TWO: That thereafter, pursuant to the aforesaid resolutions of its Board of Directors, the Annual Stockholders Meeting of said corporation was duly called and held, at which Meeting a majority of the Common stock of said corporation outstanding on the record date for such meeting was voted affirmatively in favor of the amendment of Article I and the first paragraph of Article IV.

THREE: That the capital of said corporation will not be reduced under or by reason of said amendment.

FOUR: That said amendment was duly adopted in accordance with the provisions of the Delaware Code of 1967, as amended, Title 8, Chapter 1, Section 242.

IN WITNESS WHEREOF, said corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed by S. F. Segnar, its President, and attested by R. H. Wood, its Assistant Secretary, this 27th day of March, 1980.

NORTHERN NATURAL GAS COMPANY

By S. F. Segnar  
President

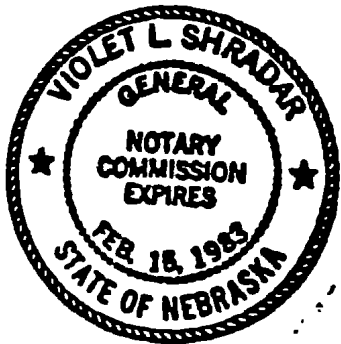
NORTHERN NATURAL GAS COMPANY  
1930  
CORPORATE SEAL  
DELAWARE

Attest:  
By R. H. Wood  
Assistant Secretary

STATE OF NEBRASKA )  
 ) SS.  
 COUNTY OF DOUGLAS)

BE IT REMEMBERED that on this 27th day of March, 1980, personally came before me, a Notary Public in and for the County and State aforesaid, S. F. Segnar, President, and R. H. Wood, Assistant Secretary, of Northern Natural Gas Company, a Delaware corporation, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and that, the said S. F. Segnar, as such President, and the R. H. Wood, as such Assistant Secretary, duly executed said certificate before me and acknowledged the said certificate to be their act and deed and the act and deed of said corporation; that the signatures of the said President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Assistant Secretary of said corporation respectively, that the seal affixed thereto is the corporate seal of said corporation, that their act of executing said certificate was duly authorized by the Directors and Common stockholders, respectively, of said corporation, and that the facts stated therein are true.

GIVEN under my hand and notarial seal this 27th day of March, A.D., 1980.



Violet L. Shradar  
 \_\_\_\_\_  
 Notary Public

Filed in the Office of the Secretary of State of Delaware on March 28, 1980 at 8:30 a.m. and recorded in the Office of the Recorder of New Castle County, Delaware, on March 28, 1980.