

EXECUTION COPY
FILED

WHEN RECORDED RETURN TO:

Black Hills Corporation
350 Indiana Street, Suite 400
Golden, Colorado 80401
Attn: Carolyn Sheffield

200803502
WASHINGTON COUNTY, STATE OF NEBRASKA
RECORDED September 2, 2008 AT 8:36 AM
BOOK 529 PAGE(S) 618-625
Karen A. Madsen
REGISTER OF DEEDS

2008 SEP -2 AM 8:36

KAREN A. MADSEN
WASHINGTON COUNTY
REGISTER OF DEEDS
BLAIR, NE

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General
Numerical
Photostat
Proofed
Scanned

ASSIGNMENT OF EASEMENTS

This Assignment of Easements ("Assignment"), is made as of July 14, 2008, by and between Aquila, Inc., a Delaware corporation ("Assignor"), and Black Hills/Nebraska Gas Utility Company, LLC, a Delaware limited liability company ("Assignee"). Unless otherwise indicated, capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Asset Purchase Agreement (as defined below).

WHEREAS, Assignor, Black Hills Corporation, a South Dakota corporation ("BHC"), and certain other entities have signed that certain "Asset Purchase Agreement" dated as of February 6, 2007 (the "Agreement"), which Agreement contemplates the conveyance of certain assets to BHC, including, without limitation, the easements lying, being, and situate in the County of Washington and State of Nebraska legally described on Exhibit A attached hereto (the "Easements"); and

WHEREAS, BHC has formed Assignee and has designated Assignee to be the title holder of the Easements, and Assignor is willing to recognize such designation subject to Assignee's acceptance of the warranty limitations below.

NOW, THEREFORE, pursuant and subject to the terms of the Assct Purchase Agreement and in consideration of the mutual covenants set forth below and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor hereby assigns and transfers all of the Easements to Assignee, and Assignee hereby accepts such assignment.
2. Assignor and Assignee agree, on behalf of themselves and their respective successors and assigns, to do, execute, acknowledge, and deliver, or to cause to be done, executed acknowledged, and delivered, all such further acts, documents, and instruments that may reasonably be required to give full effect to the intent of this Assignment.
3. This Assignment is being delivered pursuant to the Asset Purchase Agreement and will be construed consistently therewith. This Assignment is not intended to, and does not, in any manner, enhance, diminish, or otherwise modify the rights and obligations of the parties under the Asset Purchase Agreement. To the extent that any provision of this Assignment

conflicts or is inconsistent with the terms of the Asset Purchase Agreement, the terms of the Asset Purchase Agreement will govern.


4. This Assignment may be executed in multiple counterparts (each of which will be deemed an original, but all of which together will constitute one and the same instrument), and may be delivered by facsimile transmission, with originals to follow by overnight courier or certified mail (return receipt requested).

5. This Assignment and all of the provisions hereof will be binding upon and inure to the benefit of the Assignor and Assignee and their respective successors and permitted assigns.


(Signature Page Follows)

IN WITNESS WHEREOF, Assignee and Assignor have caused this Assignment to be signed by their respective and duly authorized officers as of the date first above written.

AQUILA, INC., a Delaware corporation

By: 
Name: Christopher Reitz
Title: Senior Vice President, General Counsel and
Corporate Secretary

BLACK HILLS/NEBRASKA GAS UTILITY
COMPANY, LLC, a Delaware limited liability
company

By: 
Name: Steven J. Helmers
Title: Senior Vice President and General Counsel

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

The foregoing instrument was acknowledged before me this 10 day of July, 2008, by Christopher Reitz as Senior Vice President, General Counsel and Corporate Secretary of Aquila, Inc., a Delaware corporation, on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Linda Tabolsky

Notary Public Signature

My Commission Expires:

5/31/09

[SEAL]

LINDA TABOLSKY
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
Commission #05511240
My Commission Expires: May 31, 2009

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

The foregoing instrument was acknowledged before me this 10 day of July, 2008, by Steven J. Helmers as Senior Vice President and General Counsel of Black Hills/Nebraska Gas Utility Company, LLC, a Delaware limited liability company, on behalf of the limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Linda Tabolsky

Notary Public Signature

My Commission Expires:

5/31/09

[SEAL]

LINDA TABOLSKY
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
Commission #05511240
My Commission Expires: May 31, 2009

EXHIBIT A

Legal Descriptions

State of Nebraska -- Washington County

Property Owner	Date Recorded	S	T	R	Book	Page	Legal Description
Blair Industrial Storage, D. Moffatt	1999-05-04	7	18N	12E	301	14	10 ft. wide strip along E line of Tax Lot 247 & a 10 ft. strip along the last line of Tax Lot 248 in Sec. 7, T18N, R12E, Blair.
City of Blair, Nebraska	1999-11-29	12	18N	11E	310	677	10 ft. by 352 ft. strip beg. at the N/4 cor. of Sec. 12, T18N, R11E. & assuming N line of Sec. 12 to bear due E & W; th. E along N Sec. line 33 ft. to pt. of beg.; being on Ely r-o-w at 10th St.; th. E 352 ft.; th. S 10 ft.; th. W 352 ft.; th. N 10 ft. to pt of beg.; Blair.
Hilda Rasmussen, et al.	1994-07-26	14	18N	11E	232	160	That portion of S/2SE/4 of Sec. 14, T18N, R11E of 6th P.M. lying E of U. S. Hwy. 30, Blair.
Virgil G. & Shirley E. Wrich	1994-07-26	13	18N	11E	232	163	S 40 ft. of Tax Lot 92, and 40 ft. strip of land along & adjacent to creek which runs along S edge of Tax Lot 234 & then turning to N & running along & adjacent to E side of creek which runs from S to N through Tax Lot 234, all in Sec. 13, T18N, R11E of the 6th P.M., Blair.
Berneta A. Beck	1994-07-26	13	18N	11E	232	165	Tax Lot 185 in Sec. 13, T18N, R11E, of the 6th P.M., Blair.
Reynold & Patricia Kubie	1994-07-26	15	18N	11E	232	168	Tax Lots 13 & 14 & N/2SE/4 all in Sec. 15, T18N, R11E of the 6th P.M., Blair.
Henry & Marilyn Neef	1994-07-26	14	18N	11E	232	170	NW/4SW/4 of Sec. 14, T18N, R11E of the 6th P.M., Blair.
Richard J. & Denise S. Andreasen	1994-07-26	7	18N	11E	232	172	Tax Lot 5 in Sec. 7, T18N, R11E of the 6th P.M., Blair
Stratbucker Farms, Ltd	1994-07-26	13 & 18	18N & 18N	11E	232	174	S. 40 ft. of Tax Lots 22 & 158 in SE/4NW/4 of Sec. 13, T18N, R11E of the 6th P.M. & Tax Lot 17 in SW/4NW/4 of Sec. 18, T18N, R12E of the 6th P.M., Blair.
James O. & Dorothy Anderson	1994-07-26	14	18N	11E	232	176	S 40 ft. of E 200 ft. of Tax Lot 182 in Sec. 14, T18N, R11E of the 6th P.M., Blair.
Keith F. & Debra L. Ahrens	1994-07-26	7	18N	11E	232	178	Tax Lot 7 & SE/4SW/4 & S/2SE/4 all in Sec. 7, T18N, R11E of 6th P.M., Blair
Cargill, Inc.	1995-07-13	18	18N	12E	242	258	N/2 of Sec. 18, T18N, R12E of the 6th P.M. described as a 40 ft. strip begt. at W/4 corner of Sec. 18; th. along W line of NW/4 N0°08'34"W, 982.95 ft. to NEly r-o-w line of Chicago. & Northwestern RR; th.

Property Owner	Date Recorded	S	T	R	Book	Page	Legal Description
							along r-o-w line S 43°53'20"E, 1088.06 ft. to c/l of strip & pt. of beg.; th. along c/l N46°39'55"E, 103.03 ft.; th. N88°44'40"E, 219.05 ft.; th. N. 89°42'26"E, 410.81 ft.; th. S82°11'57"E, 209.24 ft.; th. N83°59'24"E, 283.66 ft.; th. N89°48'48"E, 398.90 ft.; th. N46°49'46"E, 316.73 ft.; th. N89°43'05"E, 766.41 ft. to terminus of strip & pt. of beg., Blair.
Cargill, Inc.	1996-02-06	7	18N	12E	249	256	30 ft. wide easement for installation and maintenance of utilities, located in Lot 2, Cargill Subd. 1, Sec. 7, T18N, R12E of the 6th P.M. containing .41 acres more or less, Blair.
Berneta A. Beck	1994-07-26	13	18N	11E	232	165	Tax Lot 185 in Sec. 13, T18N, R11E - 20 ft. on either side of pipeline as shown on Plot Plan of Lot 185, Blair.
Dana College, Erland Nelson, Pres.	1935-11-30	10	18	11	54	242	Sec. 10, T18, R11, Tax Lot 30 approx. 40 ft. W of Administration Bldg, 2 ft. E of Boiler House 437 ft. due S from road to n of campus, Blair.
John & Jessie D. Christopher	1954-11-24	11	18N	11E	M	59	Lot 227, Sec. 11, T18N, R11E, Blair.
Buck Burke	1958-12-12	13	18	11E	P	400	A distance of 450 ft. in SW/4NW/4 of Sec. 13, T18, R11E of 6th P.M., Blair.
Max W. & Joyann C. Cochran	1997-10-16	11	18N	11E	272	565	A 10 strip on the N side of Tax Lot 431 in Sec. 11, T18N, R11E of the 6th P.M., Blair.
Crowell Memorial Home, B. R. Brown, Pres.	1965-11-19	11	18N	11E	R	341	A 10 ft. strip commencing on the S line of Tax Lot 62 located in the NE/4SW/4 of Sec. 11, T18N, R11E of the 6th P.M., Blair.
Lemoyne R. & Lucille D. Cunningham	1968-01-31	14	18N	11 W	S of Misc	389	N 10 ft. of Tax Lot 120, W 10 ft. of Tax Lots 117, 119 & 120 and S 20 ft. of Tax Lots 117 and 120 located in Sec. 14, T18N, R11W, Blair.
Gulf Oil Corp., E.V. Friedrich, Mgr.	1967-02-10	6 & 7	18N	12E	R	694	Tract of land located in Secs. 6 & 7, T18N, R12E of the 6th P.M., Blair.
National Alfalfa Dehydrating & Milling Co.	1968-05-22	6	18N	12E	S	508	Tract of land located in the SE/4SE/4 of Sec. 6, T18N, R12E of the 6th P.M., Blair.
Kelly P. & Mardelle Ryan	1970-07-28	7	18N	12E	U	353	Tax Lot 51, Sec. 7, T18N, R12E of the 6th P.M., Blair.
Stewart A. Smith, et al	1975-07-11	10	18N	11E	Y	319	Tax Lot 118 in Sec. 10, T18N, R11E of the 6th P.M., Blair.
Dennis L. & JoAnn J. Condon	1975-11-05	14	18	11	105	471	Tax Lot 139 in Sec. 14, T18, R11, Blair.
Dennis & Marlene Clark	1975-11-05	14	18N	11E	105	472	Tax Lots 137 & 138 in Sec. 14, T18N, R11E of the 6th P.M., Blair.
James O. &	1975-11-	14	18	11	105	473	Lot 79, Sec. 14, T18, R11, Blair.

Property Owner	Date Recorded	S	T	R	Book	Page	Legal Description
Leona I. Thone	05						
Blaine A. Lensch	1975-11-05				105	474	W edge of Lot 8, Huber Add., Blair.
Charles F. & Joyce M. Jorgensen	1978-01-05				116	224	10 ft. has line easement in W 10 ft. of Lot 4 and W 10 ft. of N 12.46 ft. of Lot 3, Terra West Add. as add. to City of Blair.
Tyson's Inc., George Tyson, Pres.	1982-11-08	12	18N	11E	138	110	10 ft. line easement in S 10 ft. of Lots 183 & 184, Sec. 12, T18N, R11E, Blair.
Hans P. Kaer	1985-10-23	26	18N	11E	154	716	W 20 ft. of E 78 ft. of N 452 ft. of NE/4NW/4 of Sec. 26, T18N, R11E, said parcel also being described as part of Tax Lot No. 44-2618-11-12B, Blair.
W. A. Whitford	1931-05-14				51	678	Lots 2, 3 & 4, Blk. 50, Gibson's Add., and Tax Lot 37, Arlington. Section 12-17-9.
W. S. Adams	1945-07-21				K	245	Lot 4, Blk. 7, Shepherd's Add., Arlington.
Fred Hokamp	1946-04-18	12	17	9E	K	476	NW/4 of Sec. 12, T17, R9E, Washington Co.
W. A. Whitford	1946-04-18				K	478	W/2 of Blk. 50 & E/2 of Blk. 49, Gibson's Addition, Arlington.
George A. Marshall	1946-04-18	12	17	9E	K	480	Lots 4, 26 and that portion of Eagle St. located in SW/4 of Sec. 12, T17, R9E, Arlington.
Marshall's Nurseries, Vernan Marshall, VP	1946-04-18	12	17	9E	K	477	Lot 26 in SW/4 of Sec. 12, T17, R9E and Lot 8 in NW/4 of Sec. 13, T17, R9E, Arlington.
Peter A. Peterson	1946-04-18	13	17	10E	K	475	Lot 13 in NW/4 in Sec. 13, T17, R10E, Arlington.
R. M. Allen, Co. Comm. Distr #1							Under Co. Rd. at 9th St. N of N line of City of Arlington.
E. A. Unland	1946-04-18				K	474	Lot A, Blk. A, Richards Keene & Co. Add, Arlington.
Melvin Sorensen	1997-10-16				272	566	Lot 3, HBlk. 32, 1st Add., Arlington.
Gene & Clarice Gnuse	1967-07-12				S	82	Lot 8, Alington Heights Add., Arlington.
Wayne & Linda Scheer	1971-09-23				V	381	A 10 ft. x 300 ft. strip thru Lots 1 & 8, Blk. 4, Arlington.
Rhea Realty Company	1992-07-22	7	17N	10E	205	631	N/2 of Sec. 7, T17N, R10E, Arlington.
Galen Dunklau	1992-07-22	8	17N	10E	205	627	NE/4 of Sec. 8, T17N, R10E, Arlington.
Dunklau Dairy	1992-07-22	8	17N	10E	205	618	NW/4 of Sec. 8, T17N, R10E, Arlington.
June Meier	1992-07-30	12	17N	9E	205	806	E 120 acres of NE/4 of Sec. 12, T17N, R9E, Arlington.
Hal Heybrock & Mrs. Raymond (Irene) Scheer	1997-10-16				272	564	Lot 4, E. 45 ft. of Lot 5, E. 45 ft. Lot 6, Block 19, Arlington

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Dana College, a NE Non- Profit	2005-06- 01	10, 11	18	11	464	243	<p>A 70 foot wide perpetual easement for pipeline purposes over, under and across part of the SE$\frac{1}{4}$NE$\frac{1}{4}$ of Sec. 10 and part of Tax Lot 540, except that part of 27th Street right-of-way, in the SW$\frac{1}{4}$NW$\frac{1}{4}$ of Sec. 11, all in T18N, R11E, of the 6th P.M., Washington County, Nebraska, (horizontal datum referenced to North American Datum of 1983 (97) UTM Zone 15 North, Ground Plane CAF=1.000398003, NAVD 1988, US Foot, Date of field work 09/09/04) The centerline of said pipeline easement of which is the location of Aquila, Inc.'s proposed 10 in. LCDC pipeline is described as follows:</p> <p>Commencing at the SE corner of the SE$\frac{1}{4}$NE$\frac{1}{4}$ of said Sec. 10; th. N01°51'04"E for 226.70 feet along the East line of said SE$\frac{1}{4}$NE$\frac{1}{4}$; th. N88°08'56"W for 123.83 feet to the North line of proposed TBS site and the true point of beginning of said centerline to be described, said point Wly 35.11 feet from the NEly corner of said TBS site; Th. N29°49'33"W for 192.95 feet, said easement lying 35 feet each side of centerline; th. N60°10'27"E for 264.57 feet to the East line of said SE$\frac{1}{4}$NE$\frac{1}{4}$, said easement lying 15.00 feet Nly and 55.00 feet Sly of said centerline; th. continuing N60°10'27"E for 331.05 feet, said easement lying 15.00 feet Nly and 55.00 feet Sly of said centerline; th. S29°49'33"E for 105.90 feet, said easement lying 35.00 feet each side of centerline; th. N60°10'27"E for 446.12 feet to the NEly line of Tax Lot 540 and the point of terminus, said easement lying 35.00 feet each side of centerline and said point lying 646.38 feet along the NEly line and Sly of the NEly corner of said Tax Lot 540. Sidelines of said easement are to be prolonged or shortened to terminate at the NEly line of said Tax Lot 540. Also the East sideline to be terminated at the NEly corner of said TBS site and the West sideline extended to the point of intersect with the Nly sideline of the proposed 6 in. NEB53001.</p>