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ASSIGNMENT OF EASEMENTS

KNOW ALL MEN BY THESE PRESENTS:

THAT INTERNORTH, INC., a Delaware corporation, with its principal place of business at 2600 Dodge Street, Omaha, Nebraska (Grantor), for valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, assign, quit claim, transfer and set over unto UTILICORP UNITED INC., a Missouri corporation, 10700 350 Highway, Kansas City, Missouri (Grantee), all of Grantor's right, title and interest in, to and under the easements described on Exhibit A, attached hereto and made a part hereof as though fully set forth, together with all instruments modifying, amending or releasing said easements either in whole or in part, situated in and about Douglas County, Nebraska. This instrument shall cover and include, and Grantor grants to Grantee, all rights of Grantor operating as Peoples Natural Gas Company and its predecessors in interest in said county, in and to all pipeline easements, whether acquired by written instrument or prescription, licenses, permits and leases together with all other rights and interest in said county which are used or useful in connection with the construction, maintenance or operation of pipelines and appurtenances thereto, used in the course of the retail natural gas distribution business by Peoples Natural Gas Company.

InterNorth hereby agrees to provide to UtiliCorp such other transfer documents as may be required to grant, convey, assign and transfer to UtiliCorp such easement rights.

TO HAVE AND TO HOLD said pipeline easements 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 Easements this 6th day of December, 1985.

INTERNORTH, INC., Grantor

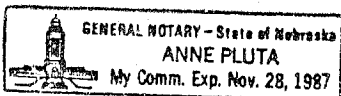
By: [Signature]
Vice President

Attest: [Signature]
Deputy Corporate Secretary



STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on December 6, 1985, by James W. White, Vice President of InterNorth, Inc., a Delaware corporation, on behalf of the corporation.



[Signature]
Notary Public

My Commission expires: November 28, 1987

EXHIBIT A

PNG FILE NO.	GRANTOR	RECORDING DATA			DATE
		BOOK	PAGE	DOCUMENT	
1.	2885 Charles Smith	604	345-47		10/05/78
2.	3022 High Point, Inc.	659	749		09/24/81
3.	962 Grainery	698	569		10/21/83
4.	1070 J. C. Robinson Seed Company	265	277		10/30/51
5.	1070 J. C. Robinson Seed Company	364	111		03/22/61
6.	1378 Wildewood Development Company	374	153		10/10/61
7.	1382 Frank Krejci	372	539		11/16/61
8.	1439 Virgil Allison	383	725		07/23/62
9.	1446 Wildewood Development Company	401	247		08/21/63
10.	1068 Dr. G. A. Harris	141	122		12/04/39
11.	1068 Mons Johnson	141	123		12/04/39
12.	1068 Bengt Jacobson	141	121		12/04/39
13.	1058 A. Doris Akerlund	212	71-72		05/24/46
14.	1068 Burt W. Fallon	212	65		05/24/46
15.	1068 Ruby Andersen	212	69-70		05/24/46
16.	1068 Bernard Behrendt	212	67-68		05/24/46
17.	1068 John C. Flor	278	111		05/14/53
18.	1068 Marie V. Flynn	284	4		12/17/53
19.	1068 Ruie B. Flor	367	142		06/21/61
20.	1068 Homer W. Davis	367	152		06/21/61
21.	1068 William G. Archibald	523 Misc	579		06/26/73
22.	1068 William G. Archibald	523 Misc	596		06/26/73
23.	992 Jack Boggan	98	209		11/12/31
24.	992 Margaret Fallon	98	276		11/27/31
25.	992 William C. Abel	344	402		07/28/59
26.	992 Edward Westphal Jr. et al	344	394		07/28/59
27.	992 Edward Westphal Jr. et al	344	408		07/28/59
28.	1068 Smith and Johnson Land Co. Ltd.	638	740		09/15/80
29.	1068 Ginger Limited Partnership	715	63-65		07/27/84
* 30.	992 George F. Dwyer	344	404		07/28/59
31.	992 Lucille M. Benke	344	405		07/28/59

EXHIBIT A

PNG FILE NO.	GRANTOR	RECORDING DATA			DATE
		BOOK	PAGE	DOCUMENT	
✓32. 992	James F. Kelly Sr.	344	403		07/28/59
✓33. 992	John Doose	344	401		07/28/59
✓34. 992	Robert G. Gottsch	344	407		07/28/59
✓35. 992	Raymond Doose	344	406		07/28/59
✓36. 992	Emmet T. Healy	345	735		09/11/59
✓37. 992	Crest Petroleum Corp.	345	734		09/11/59
✓38. 992	Frontier Motel, Inc.	345	723-724		09/11/59
✓39. 992	Wilbur R. Irwin	345	736		09/11/59
✓40. 992	William Kohlhaase (Mayor of the City of Elkhorn)	625	604		12/17/79
✓41. 992	Wilbur C. Bull	661	262		10/20/81
✓42. 992	Dennis P. Circo, Chairman of Sanitation and Improvement District No. 303	698	667		10/24/83
✓43. 1068	Emily A. Harrier, by Mrs. P.O. Harrier, Gdn.	105	563		04/18/34
✓44. 1068	The Valley State Bank	97	323		03/16/32
45. 684	Emma Johnson, et al	271	117		07/09/52
✓46. 992	Bert E. Chavet	363	467		03/01/61
47. 962	Gus H. Nelson	132	97		08/08/38
48. 962	Julius Slunicko	291	273		09/08/54
49. 962	John A. Wiebe	305	189		12/14/55