

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 Sardy 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

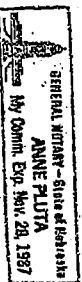
BY: [Signature]
Vice President

Attest: [Signature]
Deputy Corporate Secretary



STATE OF NEBRASKA)
COUNTY OF DOUGLASS) ss.

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

11/21/85

89-6

Sarpy County, Nebraska

EXHIBIT A

PHG FILE NO.	GRANTOR	RECORDING DATA			DATE
		BOOK	PAGE	DOCUMENT	
709	Offutt Housing Company	15	537		04/09/53
710	Offutt Housing Company	15	535		04/09/53
877	Fredric Lepper, Jr.	24	344		01/27/59
617-2	City of Bellevue	14	201		09/21/49
617-3	William M. Robinson	14	202		09/21/49
617-4	John Sutton	14	200		09/21/49
617-5	Ida Ford	14	200		09/21/49
2906	Oak Grove, Inc.	52	533		08/13/79
2915	Michael Hogan	53	37		01/17/80
2949	Sarpy Development Corp. SID #93	53	581		09/11/80
2958	Stanley E. Blackburn	53	546	06585	08/26/80
2958	City of Omaha	53	752	09647	11/19/80
2958	Allied Chemical Corporation	54	57	00662	01/27/81
3020	George Russell, Trustee	54	187	02703	04/06/81
1385	Decker Enterprises	29	8		10/23/61
1489	Duane R. Hemminger	32	497		11/12/63
1489	Delwayne W. Bohling	32	509		11/12/63
1489	Hugo M. Schnack	32	555		11/20/63
1489	Melvin R. Connolly	32	590		12/02/63
951	School District of Bellevue	19	288		10/06/55
981	Y. R. Oakley	11	82		11/20/41
981	Lloyd Myers	11	81		11/20/41
981	Stanley Timmons	14	230		10/19/49
1162	Frank Platt	24	389		02/19/59
1171	Gordon Corp.	51	406		06/27/78
1179	Frank W. Platt	25	154		06/29/59
1354	Robert D. Taylor	28	471		08/08/61
1377	Decker Enterprises, Inc.	29	6		10/23/61
3140	C. F. Shank	57	789		09/24/84
3140	Thomas M. Jones	57	639		08/28/84
1528	Hansen Brothers, Inc.	32	280		09/05/63

Sarpay County, Nebraska

EXHIBIT A

PNG FILE NO.	GRANTOR	RECORDING DATA			DATE
		BOOK	PAGE	DOCUMENT	
1528	William C. Plambeck	33	142		01/15/64
1528	Bernice E. Barkley	33	72		12/26/63
1528	Harry P. Mowinkel	33	91		01/03/64
1528	Cecelia M. Harris	33	106		01/07/64
1528	George H. Rohwer	33	102		01/07/64
1528	Roseann Rohwer	33	103		01/07/64
1528	LueLLa R. Miles	33	104		01/07/64
1528	Anna L. Hofsass	33	105		01/07/64
1528	Berhart J. Stender	33	140		01/15/64
1528	Charles J. Stender	33	141		01/15/64
1528	Bernice M. Harder	33	152		01/16/64
1528	Southroads Corporation	36	122		12/02/65
1198	George R. Rasmussen	25	290		08/21/59
1198	H. E. Henry	25	289		08/21/59
1198	Hilmer E. Henry	25	288		08/21/59
1198	William A. Liesche	25	286		08/21/59
1198	William A. Liesche	25	287		08/21/59
1198	William A. Liesche	25	284		08/21/59
1198	Richard D. Whitted Sr.	34	501		01/06/65
1198	Dependable Mfg. Company, Inc.	49	82		02/23/76
1198	Robert Kouba	49	83		02/23/76
1050	William E. Gloeb	14	225		10/06/49
1050	John L. Horn	14	672		06/14/51
1050	William E. Gloeb	15	267		05/10/52
1055	Fritz Jurgens	8	250		01/23/32
1055	William Jacob Jurgens	9	625		04/04/38
1055	William J. Fitzpatrick	10	137		09/02/39
1055	George F. Rushart	10	138		09/02/39
1055	County of Sarpay	11	631		04/28/43
966	William H. Myers	14	578		02/08/51
966	William H. Myers	14	579		02/08/51

Sarp County, Nebraska

EXHIBIT A

PNG FILE NO.	GRANTOR	RECORDING DATA			DATE
		BOOK	PAGE	DOCUMENT	
966	Hastings College	14	410		07/15/50
966	George W. Platner	14	656		06/06/51
966	Carl Raymond White	14	656		06/06/51
966	Darwin S. Chatterton	14	655		06/06/51
966	Ida O. Phelps	17	259		07/27/54
966	Nell Webster	17	258		07/27/54
966	J. J. Stillmock	17	270		08/05/54
966	Bessie Schuman	17	268		08/05/54
966	Hjalmar A. Kousgaard	17	274		08/11/54
966	William H. Fitzpatrick	17	375		09/25/54
966	Edward D. Crosby	17	394		10/06/54
966	Edward D. Crosby	17	394		10/06/54
966	Arlie J. Suhl	20	45		01/20/56
966	Charles S. James	14	212		09/22/49
966	Belleve R. I. Inc.	45	327		06/19/72
966	Frank Binder	45	513		09/15/72
966	Norman Abrahamson	47	1		01/03/74
966	Leo M. Smith, Sr.	48	266		06/06/75
966	Larry O. Klanderud	51	371		06/14/78
966	Hastings College	14	213		09/22/49
966	George W. Lienemann	21	78		09/28/56
966	Wayne E. Davis	21	79		09/28/56
966	Kenneth A. Beaman	21	126		10/24/56
966	Vernon A. Woodle	21	127		10/24/56
966	Lester J. Jungers	33	390		04/14/64
966	Ada B. Hysham	14	203		09/22/49
966	Theodore Steenbock	14	204		09/22/49
966	James S. Vrchlavsky	14	205		09/22/49
966	E. C. Westcott	14	207		09/22/49
966	Alfred Hansen	14	208		09/22/49
966	Charlie H. Cockerill	14	209		09/22/49

5/0466W/8
11/27/85

Sarpy County, Nebraska

EXHIBIT A

<u>FILE NO.</u>	<u>GRANTOR</u>	<u>RECORDING DATA</u>		<u>DATE</u>
		<u>BOOK</u>	<u>PAGE</u>	
966	Lee Clatterbuck	14	210	09/22/49
966	Erik J. Erikssen	14	211	09/22/49

5/0466W/9
11/27/85