

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2006)  
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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
UtiliCorp United Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: 3/15/02

2. Name and address of receiving party(ies)  
 Name: Aquila, Inc.  
 Internal Address: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: 20 West Ninth  
 City: Kansas City State: MO Zip: 64108

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 76/244497  
 \_\_\_\_\_  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_


5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Wade Kerrigan  
 Internal Address: \_\_\_\_\_  
Blackwell Sanders Peper Martin LLP  
 \_\_\_\_\_  
 Street Address: 2300 Main, Suite 1000  
 \_\_\_\_\_  
 City: Kansas City State: MO Zip: 64108

6. Total number of applications and registrations involved: .....

7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
11-0160

**DO NOT USE THIS SPACE**

9. Signature.  
Wade Kerrigan                                            3/14/2003  
 Name of Person Signing                      Signature                      Date

Total number of pages (including cover sheet, attachments, and document):

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

# Delaware

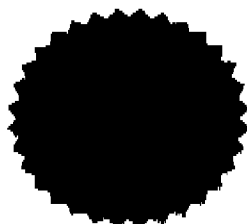
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UTILICORP RENAMING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "UTILICORP UNITED INC." UNDER THE NAME OF "AQUILA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 2002, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1669060

DATE: 03-15-02

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 08:30 AM 03/15/2002  
020172094 - 2101053

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING UTILICORP RENAMING CORPORATION INTO  
UTILICORP UNITED INC.**

(Pursuant to Section 253 of the Delaware General Corporation Law)

UtiliCorp United Inc., a Delaware corporation (the "Company"), does hereby certify:

**FIRST:** That the Company owns all of the outstanding shares of each class of stock of UtiliCorp Renaming Corporation, a Delaware corporation incorporated on the 21<sup>st</sup> day of November, 2001, pursuant to the Delaware General Corporation Law;

**SECOND:** That the Company, by the following resolutions duly adopted by its Board of Directors on the 7<sup>th</sup> day of November, 2001, determined to merge UtiliCorp Renaming Corporation into the Company:

**RESOLVED FURTHER,** that, the Company be, and hereby is, authorized to incorporate a subsidiary ("UtiliCorp Renaming Corporation") to acquire the legal rights to the name "Aquila, Inc." or such other similar name as is available or desirable as determined by the President, to complete the Re-Naming Short-Form Merger (as defined below), and to empower the Authorized Officers to do or cause to be done all actions and things, and to prepare, execute and deliver in the name of and on behalf of the UtiliCorp Renaming Corporation and, where appropriate, file with the appropriate governmental authorities, all such certificates, applications, contracts, agreements, documents, instruments or other papers which in their judgment they consider necessary, appropriate or desirable in order to carry out, comply with and effectuate the purposes and intents of the foregoing resolutions and the various transactions contemplated thereby;

**RESOLVED FURTHER,** that, the Company shall have the authority to cause the UtiliCorp Renaming Corporation to effect a statutory forward merger with the Company (the "Re-Naming Short-Form Merger"), whereby the Company will be the surviving entity and, in accordance with Section 253 of Delaware General Corporation Law, the Company will assume the name "Aquila, Inc.", or such other similar name as is available or desirable, as its legal name; and

**RESOLVED FURTHER,** that any Authorized Officer be, and hereby is, authorized and empowered on behalf and in the name of the Company, to prepare, execute and file such applications, resolutions, covenants, notices, consents to service of process and other documents as may be necessary or advisable in order to implement any name change of the Company arising as a result of the Re-Naming Short-Form Merger.


**THIRD:** That this Certificate of Ownership and Merger is effective upon filing of same with the Secretary of State of the State of Delaware; and

**FOURTH:** That the name of the Company is changed to "Aquila, Inc." and Article One of the Certificate of Incorporation of the Company, as heretofore amended, is amended to read as follows:

"The name of the Corporation is Aquila, Inc."

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by Leslie J. Parrette, Jr., its Corporate Secretary, this 15th day of March, 2002.

**UTILICORP UNITED INC.**

By:   
Leslie J. Parrette, Jr.  
Corporate Secretary