

Form PTO-1594 (Rev. 10/02) OMB No. 0661-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

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

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

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

2. Name and address of receiving party(ies)

Name: UtiliCorp United Inc.

Internal Address:

Street Address: 20 West Ninth Street

City: Kansas City State: MO Zip: 64105

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 4/19/01

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/244497

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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:

1

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 Name of Person Signing

Signature

3/4/2003 Date

Total number of pages including cover sheet, attachments, and document: 5

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

## State of Delaware

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## Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UTILICORP HOLDINGS INC.", A DELAWARE CORPORATION, WITH AND INTO "UTILICORP UNITED INC." UNDER THE NAME OF "UTILICORP UNITED INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF APRIL, A.D. 2001, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



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

2101053 8330

AUTHENTICATION: 1091273

010191625

DATE: 04-20-01  
TRADEMARK

REEL: 002612 FRAME: 0690

State of Delaware  
Office of the Secretary of State

PAGE 1

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 HOLDINGS INC.", A DELAWARE CORPORATION, WITH AND INTO "UTILICORP UNITED INC." UNDER THE NAME OF "UTILICORP UNITED INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF APRIL, A.D. 2001, 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: 1091253

2101053 8100M

010191409

DATE: 4-20-01 TRADEMARK

REEL: 002612 FRAME: 0691

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 08:30 AM 04/20/2001  
010191409 - 2101053

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING  
UTILICORP HOLDINGS INC.  
INTO  
UTILICORP UNITED INC.

\*\*\*\*\*

UtiliCorp United Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 9th day of September, 1986, pursuant to the Delaware General Corporation Law.

SECOND: That this corporation owns all of the outstanding shares of the capital stock of UtiliCorp Holdings Inc., a corporation incorporated on the 31st day of May, 1994, pursuant to the Delaware General Corporation Law.

THIRD: That this corporation, by the following resolutions, duly adopted and approved by the unanimous written consent of all of the members of the Executive Committee of Its Board of Directors, dated the 19th day of April, 2001 and filed with the minutes of the Board, determined to merge into itself UtiliCorp Holdings Inc.:

**RESOLVED**, that the merger of UtiliCorp Holdings Inc., a Delaware corporation and wholly owned subsidiary of the Corporation ("UHI"), with and into the Corporation and the assumption by the Corporation of all of UHI's liabilities and obligations be, and the same hereby are, approved, each to become effective on April 20, 2001.

**FURTHER RESOLVED**, that the proper officers of the Corporation be, and each such officer hereby is, authorized and directed to (a) take any and all actions and (b) execute any and all documents, agreements, certificates, and instruments, in each case, which they or any of them deem necessary or desirable to carry out the purpose and intent of, and to consummate, the foregoing resolutions.

IN WITNESS WHEREOF, said UtiliCorp United Inc. has caused this Certificate to be signed by Leslie J. Parrette, Jr., its Senior Vice President, this 19th day of April, 2001.

UTILICORP UNITED INC.

By: /s/ Leslie J. Parrette, Jr.  
Leslie J. Parrette, Jr.  
Senior Vice President