

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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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)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

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

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

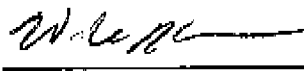
8. Deposit account number:

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: 4

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

Delaware

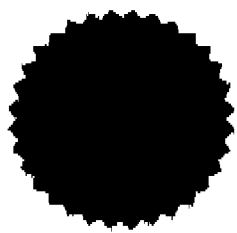
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The First State

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 03/15/2003
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 21st 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 7th 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