

Asset Purchase Agreement

by and between

Aquila, Inc., as Seller

Mid-Kansas Electric Company, LLC, as Buyer and a Buyer Party

and

Sunflower Electric Power Corporation

and each Member of Buyer, as Buyer Parties

DISCLOSURE SCHEDULES

Dated: September 21, 2005

DISCLOSURE SCHEDULES

The attached Schedules have been prepared and delivered in accordance with, and are incorporated into as part and parcel of, the Asset Purchase Agreement (the "Agreement"), dated as of September 21, 2005, by and between Aquila, Inc., a Delaware corporation ("Seller") and Mid-Kansas Electric Company, LLC, a Kansas limited liability company ("Buyer"), Sunflower Electric Power Corporation, and each Member of Buyer. Capitalized terms used but not defined in these Schedules have the meanings assigned such terms in the Agreement, unless the context otherwise requires.

The Buyer Parties acknowledge and agree that neither these Schedules nor any disclosure made in or by virtue of them constitutes or implies any representation, warranty, or covenant by Seller not expressly set out in the Agreement, and neither these Schedules nor any such disclosure has the effect of, or may be construed as, adding to or extending the scope of any of the representations, warranties, or covenants of Seller in the Agreement.

Matters reflected in these Schedules are not necessarily limited to matters required by the Agreement to be reflected in these Schedules. The fact that any item of information is contained herein is not an admission of liability under any applicable Law, and does not mean that such information is required to be disclosed in or by the Agreement, or that such information is material. Such information will not be used as a basis for interpreting the terms "material," "materially," "materiality," "Material Adverse Effect," or any similar qualification in the Agreement.

Any item disclosed or listed on any particular Schedule is deemed to be disclosed or listed on any other Schedule to the extent it is reasonably apparent that such item relates or is applicable to, or is properly disclosed under, such other Schedule or the section of the Agreement to which such other Schedule corresponds. And, for the avoidance of doubt, any item disclosed or listed in any subsection of a Schedule is deemed to be disclosed or listed in every other subsection of that Schedule.

The section headings and subheadings in these Schedules are for convenience of reference only and do not affect, and will not be utilized in construing or interpreting, these Schedules or any other part of the Agreement. Data room references included in some Schedules for convenience, but may, in some cases, be inaccurate.

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Schedule 1.1-A
Business Activities

Seller occasionally performs “expanded services.” Expanded services consist of work on the customer side of the meter (e.g., infrared scanning, construction or maintenance of customer-owned transformers, and line relay testing). Seller does not perform any “off-system” expanded services work.

Schedule 1.1-B
Business Employees

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|---------------------------|-----------------------------|--------------------------------|
| 1. Ackerman, David D. | 47. Edwards, Philip L. | 93. Kennedy Jr., Norman D. |
| 2. Adkinson, Philip L. | 48. Eitzmann, Michael J. | 94. Kennedy, Jeremy S. |
| 3. Allison, Jeffrey L. | 49. Elliott Jr., John E. | 95. Kennedy, Z. Danita |
| 4. Apel, Gary D. | 50. Epley, Jacob A. | 96. Kenton, Raymond L. |
| 5. Bailey, Justin L. | 51. Erb, Donald D. | 97. Kephart, Patrick V. |
| 6. Baker, Heather M. | 52. Evans, Jared L. | 98. Kessen, Kenneth P. |
| 7. Barnes, James R. | 53. Eversole, Edward W. | 99. King IV, Theodore N. |
| 8. Basye, Douglas L. | 54. Felke, Joe D. | 100. King, Lamoine R. |
| 9. Beard, James R. | 55. Fernandez, James R. | 101. Kinkelaar, Christopher J. |
| 10. Beecher, Brian D. | 56. Ferry, Stephen L. | 102. Kircher, Mark J. |
| 11. Beems, Roger D. | 57. Fisher, Ryon T. | 103. Klein, Mark P. |
| 12. Benker, Kevin P. | 58. Ford, Thomas V. | 104. Klepper, David J. |
| 13. Birzer, Joseph L. | 59. Frey, Vonley D. | 105. Knowles, Richard L. |
| 14. Black, Kyle D. | 60. Garvert, Patrick A. | 106. Konecny, Heith R. |
| 15. Boettcher, Norman G. | 61. Gaut, Irl D. | 107. Koochel, Patrick A. |
| 16. Bogart, Gary F. | 62. Gilsdorf, Andrew C. | 108. Kraft, Larry D. |
| 17. Bortz, Darin J. | 63. Glaser, Lawrence M. | 109. Kuhlman, James H. |
| 18. Bourne, Steven P. | 64. Glynn, Hilton R. | 110. Kultgen, Richard L. |
| 19. Brewer, Douglas S. | 65. Goheen, Ryan K. | 111. Lamont, Robert P. |
| 20. Brinkerhoff, Kevin S. | 66. Gretz, Julie E. | 112. Lanoue Jr., James E. |
| 21. Brown, Chandler W. | 67. Grumbein, Wade M. | 113. Lawrence, Karla L. |
| 22. Brown, Charles H. | 68. Grund, Daniel R. | 114. Lawson, Waylon W. |
| 23. Buckley, David L. | 69. Haberman, Jason J. | 115. Legleiter, Nathan A. |
| 24. Burchfiel, Dennis S. | 70. Hampton, Roy D. | 116. Leibham, Joseph D. |
| 25. Campbell, Darrin A. | 71. Harms, Dean L. | 117. Leigan, Carolyn S. |
| 26. Casey, Gerald L. | 72. Hayden, Norman R. | 118. Leighty, Kathie G. |
| 27. Cecil, Helen M. | 73. Hayes, Marion D. | 119. Lister, Luke J. |
| 28. Chalkley, Kelvin E. | 74. Helm, Mark A. | 120. Littrell, Robert |
| 29. Christy, Keath C. | 75. Helm, Sheila A. | 121. Livingston, Skyler N. |
| 30. Clasen, John F. | 76. Hickey, Melvin G. | 122. Loftis, Donald L. |
| 31. Coash, James R. | 77. Higgins, Leslie D. | 123. Lowery, David A. |
| 32. Coffey, Gary J. | 78. Hillman, Steven P. | 124. Lowery, Thomas E. |
| 33. Conn, Danny R. | 79. Holck, Kevin M. | 125. Lubbers, Lawrence G. |
| 34. Couture, Len G. | 80. Holuska, Martin W. | 126. Lyons, Daniel N. |
| 35. Cox, Skip A. | 81. Houston, John E. | 127. Martinez, Josh S. |
| 36. Danek II, Joseph F. | 82. Hosler, Matthew | 128. Masden, David L. |
| 37. Davis, Johnny W. | 83. Howsmon Jr., William E. | 129. Mason, Donna S. |
| 38. Davis, Terry D. | 84. Huber, Chris A. | 130. McClendon, Rex |
| 39. Deneault, Jeanette E. | 85. Hughes Jr., Robert L. | 131. McDonald, John V. |
| 40. Desemo, Dan L. | 86. Hurley, Mary J. | 132. McGinley, William S. |
| 41. Dick, Jerry A. | 87. Ille, Michael J. | 133. McMurdo, Robert A. |
| 42. Dubbs, Larry D. | 88. Irvin, Kellye L. | 134. McPhaul, Sterling L. |
| 43. Dunlap, Sam J.M. | 89. Jacobs, M Eilene | 135. Mease, Chad A. |
| 44. Dunnaway, Joe A. | 90. Jones, Robert D. | 136. Meats, Carl W. |
| 45. Dykes, Matthew L. | 91. Kane, David G. | 137. Medeiros, Daniel M. |
| 46. Eaton, Paul A. | 92. Keith, Leroy L. | 138. Mehler, Jon A. |

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| 139. Mendenhall, Everett R. | 166. Renard, Tyler T. | 193. Suppes, Clarence D. |
| 140. Mercado, Johnny L. | 167. Richards, Donald D. | 194. Taylor, Rocky D. |
| 141. Miller, Maynard M. | 168. Roberts, Kelly W. | 195. Teegardin, Gary A. |
| 142. Molina, Salena R. | 169. Roberts, Kenneth R. | 196. Teichmer, Tristan D. |
| 143. Moore, John D. | 170. Robertson, Nolan R. | 197. Tittel, Donna F. |
| 144. Morgan, Ronald D. | 171. Rohr, Jason M. | 198. Trost, Randall G. |
| 145. Mueting, Justin D. | 172. Rust, Michael P. | 199. Vanbrimmer, Virginia K. |
| 146. Newport, Michael C. | 173. Sauber, Michael J. | 200. Veverka, Kara A. |
| 147. Nix, Ricky L. | 174. Schartz, Matthew W. | 201. Vose, Patrick L. |
| 148. Oathout, Michael A. | 175. Schmidt, Bennie G. | 202. Vsetecka, John E. |
| 149. Owens, Brian W. | 176. Schwartz, Mike E. | 203. Weltmer, Daniel J. |
| 150. Patterson, Melanie A. | 177. Seacat, Dean D. | 204. Wetig, John E. |
| 151. Pepper, Tharn D. | 178. Seib, Myron E. | 205. Whan, Daniel L. |
| 152. Phifer, Shan G. | 179. Shewey, Michael D. | 206. White, Craig A. |
| 153. Phipps, Steve W. | 180. Shinliver, Christopher M. | 207. Whitebread, Mark S. |
| 154. Pivonka, Andrew D. | 181. Smith, Brian L. | 208. Wills, Bennie D. |
| 155. Purdy, Larry G. | 182. Smith, Danny M. | 209. Wilson, Steve L. |
| 156. Quigg, John A. | 183. Spain, James M. | 210. Winder, Russell T. |
| 157. Quint, Randy P. | 184. Stahl, Gregory A. | 211. Wondra, Michael A. |
| 158. Ratliff, Royce E. | 185. Stambaugh, Jerry L. | 212. Woods, Leroy J. |
| 159. Ratts, Gary A. | 186. Stefek, Alan M. | 213. Wooten, Russell C. |
| 160. Rebel, Terry L. | 187. Stegman, Francis E. | 214. Wright, Kevin M. |
| 161. Reed, Denzil W. | 188. Stegman, Mark E. | 215. Zink, Daniel V. |
| 162. Reese, David L. | 189. Steiner, James R. | 216. Zink, James J. |
| 163. Reeves, Alan G. | 190. Stoecklein, Lester J. | 217. Zorn, James S. |
| 164. Reineke, Jim L. | 191. Stout, Harold L. | |
| 165. Reinert, Kirk A. | 192. Strickland, Rachel A. | |

Schedule 1.1-C
Buyer Required Regulatory Approvals

1. The Parties must file a Joint Application with the Kansas Corporation Commission for the purpose of obtaining approval for Seller to transfer to Buyer: (i) the Purchased Assets, (ii) Seller's certificates of convenience and authority and Seller's rate tariffs, and (iii) the operation of the Business.
2. The Parties must file a joint application with FERC under Section 203 of the Federal Power Act seeking approval of the sale by Seller to Buyer of the Purchased Assets subject to FERC's jurisdiction.

The applications described in 1 and 2 above will be limited to matters that are required by Law for the Parties to complete the Closing pursuant to the Agreement.

Schedule 1.1-D
Central or Shared Functions

The Central or Shared Functions consist of the following business functions:

1. **Executive Management** – Handles all executive management functions, including strategic decision making, management evaluation and oversight, and corporate communications services.
2. **Customer Care/Billing/Collections/Remittance** – Handles customer inquiries, billing services, collections and delinquent accounts, and customer payments.
3. **Information Technology Services** – Provides all information technology planning, services, and support.
4. **Insurance** – Identifies and analyzes risks associated with Seller’s businesses and develops solutions to mitigate those risks (including by procuring insurance).
5. **Tax Services** – Manages all activities related to Taxes.
6. **Environmental Services** – Handles all environmental matters, including management of risks related to the Environment, compliance with Environmental Laws, handling of Environmental Claims, management of Environmental Permits, and responses to Releases or threatened Releases.
7. **Legal** – Handles directly or manages outside counsel’s handling of all legal matters.
8. **Legislative Regulatory Services** – Provides legislative and regulatory services, including regulatory accounting, regulatory analytical support, regulatory filings, regulatory compliance, legislative planning, and legislative monitoring.
9. **Human Resources** – Handles and manages all employee and employee benefits matters, compensation and benefits, succession planning and employee development, compliance with equal opportunity and safety rules, and relationships with unions.
10. **Credit** – Provides credit risk management analysis and manages collateral and security issues.
11. **Corporate Records** – Develops and manages records management policies, standards, and procedures and maintains records depository.
12. **Finance and Accounting** – Manages all finance and accounting activities, including financial planning and business analysis, annual budgeting, rate case analysis and support, SEC reporting, general and property ledger accounting, and Sarbanes-Oxley compliance.

Schedule 1.1-E
Permitted Encumbrances

13. **Treasury** – Manages all treasury functions, including cash account management, controlled disbursements, and wire and automated clearing house funding.
14. **Facilities** – Assists with the acquisition and divestiture of property, maintains real estate records, and manages lease obligations and records.
15. **Contract Management and Procurement** – Provides procurement support, including the negotiation of services agreements and assessing risk profiles of potential suppliers and service providers.
16. **Gas Supply Services** – Procures natural gas commodity supplies and pipeline transportation capacity, develops and implements hedging strategies, and conducts gas supply planning.
17. **Energy Resources** – Manages regulated generation assets and power supply needs, including power supply, transmission supply, resource planning, market monitoring, fuel procurement, load forecasting, power supply engineering, and hedging planning and implementation.
18. **Transmission** – Manages transmission function for Seller’s electric utilities, including transmission marketing, RTO issues, transmission planning, transmission operations and management, and FERC compliance.

The Central or Shared Functions also include all “Centralized Support and Corporate Activities” described in Section V of the Confidential Information Memorandum in respect of the Business and furnished by Seller to Buyer.

Schedule 1.1-F
Seller Required Regulatory Approvals

1. The Parties must file a Joint Application with the Kansas Corporation Commission for the purpose of obtaining approval for Seller to transfer to Buyer: (i) the Purchased Assets, (ii) Seller's certificates of convenience and authority and Seller's rate tariffs, and (iii) the operation of the Business.
2. The filing by Seller and Buyer of a joint application with FERC under Section 203 of the Federal Power Act seeking approval of the sale by Seller to Buyer of the Purchased Assets subject to FERC's jurisdiction.

The applications described in 1 and 2 above will be limited to matters that are required by Law for the Parties to complete the Closing pursuant to the Agreement.

Schedule 1.1-G
Seller's Knowledge

1. Stephen L. Ferry
2. Carol Lowndes
3. Gary A. Ratts
4. Mark A. Helm
5. Maurice Arnall
6. Rick Dobson
7. Block Andrews
8. Tom Ford
9. Kevin Rooney
10. Carl Huslig
11. Mike Apprill

Schedule 1.1-H
Territory

The Territory comprises the service territory within which Seller's electric utility customers are subject to "Aquila Networks-WPK" rates approved by the KCC, including, as of the date of the Agreement, the communities listed below. For purposes of this Schedule 1.1-H, "communities" mean cities, towns, villages, and cross-road communities on other than standard rural rates.

		<u>Communities</u>	
1.	Agenda	38.	Coldwater
2.	Agra	39.	Concordia
3.	Alexander	40.	Conway Springs
4.	Almena	41.	Copeland
5.	Anson	42.	Corbin
6.	Anthony	43.	Courtland
7.	Argonia	44.	Crystal Springs
8.	Arnold	45.	Cuba
9.	Asherville	46.	Cullison
10.	Athol	47.	Cunningham
11.	Aurora	48.	Damar
12.	Barber County	49.	Danville
13.	Barnes	50.	Dodge City
14.	Bazine	51.	Dorrance
15.	Beaver	52.	Downs
16.	Bellaire	53.	Drury
17.	Belvidere	54.	Duquion
18.	Bison	55.	Ellsworth
19.	Bloom	56.	Elm Mills
20.	Bluff City	57.	Englewood
21.	Brownell	58.	Ensign
22.	Bucklin	59.	Esbon
23.	Bunker Hill	60.	Ford
24.	Burr Oak	61.	Ford County
25.	Byers	62.	Formoso
26.	Cairo	63.	Fowler
27.	Caldwell	64.	Freeport
28.	Cawker City	65.	Galatia
29.	Cedar	66.	Gaylord
30.	Cimarron	67.	Glade
31.	Clay County	68.	Glasco
32.	Cleveland	69.	Glen Elder
33.	Clifton	70.	Great Bend
34.	Cloud County Rural	71.	Greenleaf
35.	Clyde	72.	Greensburg
36.	Coats	73.	Gretna
37.	Codell	74.	Haddam
		75.	Haggard
		76.	Hardtner
		77.	Harlan
		78.	Harper
		79.	Haskell
		80.	Haviland
		81.	Hayne
		82.	Hazelton
		83.	Hollis
		84.	Holyrood
		85.	Howell
		86.	Hunnewell
		87.	Hunter
		88.	Ingalls
		89.	Isabel
		90.	Jamestown
		91.	Jewell
		92.	Jewell City
		93.	Kackley
		94.	Kensington
		95.	Kingman County
		96.	Kingsdown
		97.	Kirwin
		98.	Kismet
		99.	Lake City
		100.	Lebanon
		101.	Liberal
		102.	Liebenthal
		103.	Linn
		104.	Logan
		105.	Long Island
		106.	Lorraine
		107.	Lucas
		108.	Luray
		109.	Mahaska
		110.	Mankato
		111.	Mayfield

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| 112. McCracken | 137. Plainville | 162. Stockton |
| 113. Medicine Lodge | 138. Plainville Rural | 163. Stuttgart |
| 114. Milan | 139. Portis | 164. Sublette |
| 115. Milton | 140. Prairie View | 165. Sun City |
| 116. Minneola | 141. Pratt County | 166. Susank |
| 117. Montezuma | 142. Rago | 167. Sylvan Grove |
| 118. Morganville | 143. Randall | 168. Talmo |
| 119. Morrowville | 144. Ransom | 169. Timken |
| 120. Mullinville | 145. Republic | 170. Tipton |
| 121. Munden | 146. Rice | 171. Utica |
| 122. Narka | 147. Satanta | 172. Vining |
| 123. Nashville | 148. Sawyer | 173. Viola |
| 124. Natoma | 149. Sayre | 174. Waldo |
| 125. Ness City | 150. Scandia | 175. Washington |
| 126. Ninety Nine Springs | 151. Schoenchen | 176. Washington County |
| 127. Norway | 152. Scottsville | 177. Wayne |
| 128. Norwich | 153. Sharon | 178. Wellsford |
| 129. Olmitz | 154. Simpson | 179. Willowdale |
| 130. Otis | 155. Smith Center | 180. Wilmore |
| 131. Palco | 156. South Haven | 181. Wilroads |
| 132. Palmer | 157. South Hoisington | 182. Woodston |
| 133. Paradise | 158. Spearville | 183. Wright |
| 134. Penalosa | 159. Speed | 184. Zenda |
| 135. Phillipsburg | 160. Spivey | 185. Zurich |
| 136. Plains | 161. St. Leo | |

Schedule 2.1(a)
Real Property

Real Estate Being Assigned:

<u>CITY</u>	<u>STREET ADDRESS</u>	<u>COUNTY</u>
Argonia	1705 W 10th Avenue	Sumner
Caldwell	201 South Arapahoe	Sumner
Caldwell	630 N. Cheyenne	Sumner
Cimarron	Main & F	Gray
Clifton	319 Eagle Rd	Washington
Clyde	Borton-T/05S R/01W S/26	Cloud
Coldwater	400 West Maple	Comanche
Concordia	223 W. 5 th Street	Cloud
Concordia	T/05S R/03W S/32	Cloud
Concordia	17th&State Street	Cloud
Concordia	W 11th Street	Cloud
Concordia	11th & Kemp	Cloud
Copeland	McBride & Moore Street	Gray
Cunningham	102 N. Stadium Road	Kingman
Dodge City	2303 West Frontview	Ford
Dodge City	11453 Fort Dodge	Ford
Dodge City	1202 Avenue P	Ford
Dodge City	10837 109 Road	Ford
Dodge City	566 US 56 Bypass	Ford
Dodge City	11427 Ft Dodge Road	Ford
Dodge City	1001 Sunnyside	Ford
Dodge City	1501 E. Wyatt Earp	Ford
Dodge City	200 Soule Street	Ford
Dodge City	1304 Avenue H	Ford
Dodge City	500 Egemore	Ford
Dodge City	2601 N. Central	Ford
Dodge City	709 W Trail Street	Ford
Dodge City	1400 West Division	Ford
Dodge City	11453 Lariat Way	Ford
Dodge City	2001 E. Trail Street	Ford
Downs	600 Railroad Avenue	Osborne
Ellsworth	504 1st Street	Ellsworth
Ensign	Leavenworth Street	Gray
Ford	310 East 6 th	Ford
Glen Elder	T/06S R/09W S/17	Mitchell
Great Bend	1820 Second Street	Barton
Great Bend	1829 Second Street	Barton
Great Bend	1900 2 nd Street	Barton
Great Bend	335 NW 50th Avenue	Barton

<u>CITY</u>	<u>STREET ADDRESS</u>	<u>COUNTY</u>
Great Bend	2300 Broadway	Barton
Great Bend	139 NE 10 Road	Barton
Great Bend	200 Main Street	Barton
Great Bend	3123 Washington	Barton
Haggard	None specified	Gray
Harper	302 West 6th	Harper
Harper	T/32S R/07W S/01	Harper
Jamestown	T/05S R/05W S/23	Cloud
Kanapolis	T/15S R/05W S/30	Ellsworth
Liberal	8491 Road R	Seward
Liberal	3000 Country Estates Road	Seward
Liberal	1408 East Pine ST.	Seward
Liberal	720 North Washington	Seward
Liberal	771 K Road	Seward
Liberal	1600 Tucker Road	Seward
Liberal	410 East 4th	Seward
Mankato	T/03S R/08W S/22	Jewell
McCracken	T/17S R/20W S/08	Rush
Medicine Lodge	1000 West Kansas	Barber
Minneola	T/30S R/25W S/11	Clark
Montezuma	T/28S R/29W S/24	Gray
Montezuma	26502 17 Road	Gray
Ness City	108 S Franklin	Ness
Otis	T/17S R/16W S/26	Rush
Palmer	490 Liberty Road	Washington
Phillipsburg	1075 4 th Street	Phillips
Phillipsburg	6 East Plains Lane	Phillips
Phillipsburg	369 C Street	Phillips
Phillipsburg	590 10 th Street	Phillips
Plainville	518 West Mill Street	Rooks
Portis	211 West 4 th	Osborne
Randall	8 th and Walnut Street	Jewell
Smith Center	220 East Francis	Smith
Spearsville	10349 126 th Road	Ford
Sublette	306 West LaLande Avenue	Haskell
Sun City	T/31S R/15W S/10	Barber

Schedule 2.1(f)
Tangible Personal Property

Vehicles designated "Lease" are not owned by Seller, and are included solely for informational purposes. Such vehicles are subject to the provisions of Section 7.4(d) of the Agreement.

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
Own	4P5CH202051067949	Pj Trailer Mfg	CH202	2005	Pj Trailer Model Ch202 20 Ft 2005
Own	4UF04ATV04T211925	Arctic Cat	4X4 400	2004	Arctic Cat 4x4 400 Atv 2004
Own	4UF04ATV34T232705	Arctic Cat	4X4 400	2004	Artic Cat Atv
Own	1FDAF57P33ED09659	Ford	F550	2003	Ford F550 Reg Cab Cc 4x4 Service Aerial 2003
Own	1FDAF57P53EB92022	Ford	F550	2003	Ford F550 Reg Cab 4x2 Service Aerial 2003
Own	A875B20350Z	Yale	GPO60TGEUAE 087	2002	Yale Forklift
Own	1FTRX17W82NB92535	Ford	F150	2002	Ford F150 Supercab Pickup 2002
Own	1J9CE08171C115940	Jej	5X8	2001	Jej 5x8 Enclosed White Trailer 2001
Own	16HGB18261H070763	Haul	G818T2102	2001	2001 Haqul Maintenance Trailer
Own	A875B12679Y	Yale	GTPO50RGNUE084	2001	Forklift
Own	PCM665X021141	John Deere	M665	2001	2001 John Deere M665 Mower
Own	1B7KF23Z21J278889	Dodge	RAM 4X4	2001	Ram Crew Cab 4x4
Own	2GCEC19V3Y1324593	Chevrolet	SILVERADO 1500	2000	Silverado 1500 Pickup
Own	16HGB1829YH059217	Haul Mark	THRIFTY	2000	None specified
Own	4P5CH182XY2002474	Pj	CAR HAULER	2000	Pj Car Hauler Trailer 2000
Own	1B9AV0811YC435133	B & S Besler	FLATBED TRAILER	2000	Flatbed Trailer, B And S Besler
Own	3732	Skytrak	6036	2000	Skytrak Forklift
Own	2GCEC19T1Y1346347	Chevrolet	1/2 TON EXT CAB	2000	1/2 Ton Extended Cab Pickup
Own	1B9PS0921XM274038	Brook Brothers	PT92-6KXL	1999	Combo Pole And Cargo Trailer
Own	1B9PS0923XM274039	Brook Brothers	PT92-6KXL	1999	Combo Pole And Cargo Trailer
Own	1B9PS092XXM274040	Brook Brothers	PT92-6KXL	1999	Combo Pole And Cargo Trailer
Own	1B9PS0921XM274041	Brook Brothers	PT92-KXL	1999	Combo Pole And Cargo Trailer
Own	99-01562	Daewoo	G255-3	1999	Daewoo Forklift, G255-3, 1999
Own	4TGF18202W1008074	Titan	GOOSENECK	1998	1998 Titan Gooseneck Trailer
Own	1GTFG25R6W1023097	Gmc	C2500 3/4 TON VAN	1998	None specified
Own	2B4JB25Z9WK113273	Dodge	RAM 2500	1998	Ram Wagon

<u>Own/Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
Own	1GCFC29R9WE150974	Chevrolet	C-25000 EXT CAB	1998	None specified
Own	1B78C13Z6WJ167279	Dodge	B-150	1998	1998 Dodge Quad Cab 4x2 Pickup Truck
Own	4K8AX1017V1A16256	Big Tex	5X10 TILT DECK	1997	1997 Big Tex 5x10 V Tongue Tilt Deck Trailer Sa Trailer
Own	1F9FS162SVM171087	Fastline	FLATBED	1997	1997 Fastline Ltd Flatbed Trailer
Own	1F9UZ252XVV048180	Sauber	1599-JR	1997	1997 Sauber 1599-Jr Voltage Regulator Trailer
Own	3593	Ames	OFT	1997	1997 Ames Oft Oil Recovery Trailer
Own	1F9UJ202XVV048126	Sauber	1561-9	1997	1997 Sauber Cabel Recovery Trailer
Own	2A9123126VA003274	Ames	MOB/SUB	1997	1997 Ames Mobile Substation
Own	1B9PS0929VM274031	Brook Brothers	None specified	1997	Pole Trailer
Own	1B9PS0921VM274032	Brook Brothers	None specified	1997	Pole Trailer
Own	1B9PS0927VM274030	Brook Brothers	None specified	1997	Pole Trailer
Own		Bohnert	None specified	1997	None specified
Own	1GDM7H1J7VJ520289	Gmc	TOPKICK	1997	None specified
Own	1GDM7H1J1VJ520255	Gmc	TOPKICK	1997	None specified
Own	1GDM7H1J4VJ518937	Gmc	TOPKICK	1997	None specified
Own	1GDM7H1JXVJ519279	Gmc	TOP KICK TRUCK	1997	1997 Gmc Body Style Top Kick; Truck For Digger Derrick
Own	1GDM7H1J8VJ500178	Gmc	None specified	1997	None specified
Own	1GDM7H1J9VJ500173	Gmc	None specified	1997	None specified
Own	1GDM7H1J7VJ500110	Gmc	None specified	1997	None specified
Own	L06200V181685	John Deere	None specified	1997	1997 John Deere Backhoe Loader With Mower
Own	L06200V181693	John Deere	None specified	1997	1997 John Deere Backhoe Loader
Own	4P5CF1826T1113740	Pj	None specified	1996	None specified
Own	1DVDP2125TA003224	Keifer	ICP	1996	None specified
Own	1DVDP2123TA003223	Kieffer	None specified	1996	Pole Trailer
Own	1FTJE34H1THB53290	Ford	E-350	1996	None specified
Own	1GCGC29R9TE255207	Chevrolet	CK2500	1996	1996 Chevrolet Ck2500 Ext Cab Pickup
Own		Kumutsu	None specified	1995	1995 Kumutsu Forklift
Own	1DVDP322XSA002119	Kieffer	None specified	1995	Kieffer Pole Trailer For Plainville, Ks
Own	1DVDP3226SA002120	Kieffer	None specified	1995	Pole Trailer
Own	1DVDP3226SA002117	Kiefer	None specified	1995	1995 Kiefer Pole Trailer
Own	1GDM7H1JXSJ505457	Gmc Topkick	None specified	1995	None specified
Own	1HTSDAAN5SH667053	International	None specified	1995	None specified
Own	1HTSCAAN8SH655742	Int'l	4700	1995	1995 International 4500 With Aerial Unit 101246
Own	55833		None specified	1994	1994 Light Trailer

<u>Own/Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
Own	1B9BCBB10P1072667	Blair	URD	1993	1993 Blair Urd Trailer
Own	1BGM7H1J5PJ107394	Chevy	CC7H042	1993	None specified
Own	1GDKC34N3PJ517324	Gmc	None specified	1993	None specified
Own	16JF01429N1023327	Ditch Witch	5110	1992	1992 Ditch Witch 5110 Trencher Backhoe
Own	16JF01429N1023327	Belshe	None specified	1992	Trencher Trailer
Own	1GBM7H1JXNJ108084	Chevrolet	None specified	1992	None specified
Own	121TM39111793	Brooks	None specified	1991	Brooks Easement Machine
Own	1764505		POLARIS	1991	None specified
Own	GPX230-0280-7595KOF	Clark	GPX230	1990	1990 Clark G-Px230 Forklift
Own	1FDYW82A3KVA14143	Ford Lnt-8000	None specified	1989	Ks D0392673
Own	KS105193	Hmd	FLATBED	1988	Self-manufactured Flatbed Trailer, 1988
Own	11WEC1427KW159467	W & W	CARGO TRAILER	1988	W&W Cargo Trailer, 1988
Own	KS103870	Self-manufactured	None specified	1987	1987 Self-manufactured Trailer
Own	2887983	John Deere	None specified	1985	1985 John Deere Ag Tractor
Own	N400588	Yale	ESC030	1984	1984 Yale Forklift
Own	1M9K1RB1EA029136	Midwest	None specified	1984	None specified
Own	Y35509725560FA	Clark	MY40B	1984	1984 Clark My40b Forklift
Own	13165	Bull	N/A	1983	Trailer, Brush
Own	S19402KAN	Self-manufactured	BT	1983	1983 Self-manufactured Brake Trailer
Own	S19401KAN	Self-manufactured	TUT	1983	1983 Self-manufactured Takeup Trailer
Own	553N	Mastercraft	MCL-842	1982	None specified
Own	6400470	White	MY40B	1981	1981 White Forklift
Own	FWT031101	Fruhauf		1980	Trailer, Sub
Own	149	West	REEL TRAILER	1980	West Reel Trailer
Own	0003D10374Z	Hyster	H-50-H	1979	1979 Hystert Model H-50-H Forklift
Own	9A301098	Massey Ferguson	30B	1979	1979 Massey Ferguson 30b Ag Tractor
Own	H7411C1565	Ohms	None specified	1978	None specified
Own	S05297KAN	Self-manufactured	N/A	1978	Trailer - Atv
Own	ID25921COLO	Self-manufactured	SELF-MANUFACTURED	1976	Self-manufactured Trailer
Own	K41170	Trai	CT	1974	1974 Oil Trailer
Own	S71778KAN	Self-manufactured	PT	1973	Trailer, Pole
Own	S98220KAN	Self-manufactured	None specified	1970	Utility Trailer
Own	S92288KAN	Self-manufactured	PT	1968	1968 Self-manufactured Pole Trailer

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
Own	S89790KAN	Self-manufactured	None specified	1967	Trailer
Own	S88473KAN	Self-manufactured	FLATBED TRAILER	1967	Self-manufactured Flatbed Trailer 1967
Own	A85729KAN	Powers	BBQ RIG	1965	Powers Bbq Rig
Own	285744KAN	Self-manufactured	None specified	1965	Pole Trailer
Own	S85773KAN	Self-manufactured	None specified	1965	Trailer, Utility
Own	283534KAN	Self-manufactured	POLE TRAILER	1965	Pole Trailer
Own	377965	Ssw	None specified	1964	Trailer
Own	FWE190401	Fruhauf	None specified	1964	Trailer - Port Sub
Own	S104773	Self-manufactured	None specified	1944	Self-manufactured Wire Reel Trailer
Own	3770264	Kid	TRACK VEHICLE	0	Kid Track Vehicle
Own	1203DE4394	Altec	AT37-G	0	Altec Mini Lift Model At37g
Own	4996M14603	Clark	BOBCAT 310	0	Clark Bobcat 310
Own	None specified	Self-manufactured	POLE TRAILER	0	Self-manufactured Pole Trailer
Own	None specified	Self-manufactured	WIRE REEL	0	Trailer, Wire Reel
Own	ID9BG242411208399	Doonan	242DB14	0	Trailer
Own	0950S013108CH	John Deere	950	0	John Deere Tractor, Model950
Own	None specified	Scissor Lift(Rsc)	3314	0	Scissor Lift
Own	E36077155	Mustang	SMALL LOADER	0	Mustang Small Loader
Own	525A150711	John Deere	F525	0	John Deere Mower F525
Own	1P3777	Ditch Witch	1230	0	Ditch Witch 1230
Lease	ON ORDER	Kenworth	T300	2005	None specified
Lease	1GBJK34U05E260040	Chevrolet	SILVERADO	2005	Chevrolet 1 Ton Chassis Cab 4x4 Silverado 2005
Lease	1GBJK34U85E261646	Chevrolet	SILVERADO	2005	Chevrolet 1 Ton Chassis Cab 4x4 Silverado 2005
Lease	1GCEK14V15E242527	Chevrolet	SILVERADO	2005	Chevrolet 1/2 Ton Reg Cab 4x4 Silverado 2005
Lease	1GCDT196258236096	Chevrolet	COLORADO	2005	Chevrolet Compact Ext Cab 4x4 Colorado 2005
Lease	1GCDT196658235405	Chevrolet	COLORADO	2005	Chevrolet Compact Ext Cab 4x4 Colorado 2005
Lease	1GCDT196458239906	Chevrolet	COLORADO	2005	Chevrolet Compact Ext Cab 4x4 Colorado 2005
Lease	1GCDT196858235891	Chevrolet	COLORADO	2005	Chevrolet Compact Exr Cab 4x4 Colorado 2005
Lease	1GBJK34U74E363423	Chevrolet	SILVERADO	2004	Chevrolet Silverado 1 Ton Chassis Cab 4x4 Gas Svc Trk 2004
Lease	1FDAF57P24ED65638	Ford	F550	2004	Ford F550 4x4 Service Aerial 2004

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
Lease	1GCEK14T14Z210831	Chevrolet	SILVERADO	2004	Chevrolet Silverado 1/2 Ton Reg 4x4 Pickup 2004
Lease	1GBJK39U13E266659	Chevrolet	SILVERADO	2003	Chevrolet Silverado 1 Ton 4x4 Ext Cab Cc 2003
Lease	1GCGG25U131181903	Chevrolet	CARGO 3/4 TON	2003	Chevrolet 3/4 Ton Cargo Van 2003
Lease	47ZUB162X3X022744	Unknown	PACE	2003	Pace Traiker 2003
Lease	5HOBC18253S001951	Unknown	UNKNOWN	2003	None specified
Lease	2NKMHD8XX3M393563	Kenworth	T300	2003	Kenworth T300 Reg Cab C/C 4x2 Digger 2003
Lease	2NKMHD8X03M391871	Kenworth	T300	2003	Kenworth Reg Cab C/C 4x2 Digger Truck 2003
Lease	1GBJK34U33E271515	Chevrolet	SILVERADO	2003	Chevrolet Silverado 1 Ton 4x4 Reg C/C 2003
Lease	1GTEC14V93Z100347	Gmc	1500	2003	Gmc 1500 1/2 Ton Reg Cab Pickup 2003
Lease	1GCDT19X038223076	Chevrolet	S10	2003	Chevrolet S10 Ext Cab 4x4 Pickup 2003
Lease	1GCDT19X438222707	Chevrolet	S10	2003	Chevrolet S10 Ext Cab 4x4 Pickup
Lease	1GTEC14X53Z103781	Gmc	SILVERADO	2003	Gmc Silverado 1/2 Ton Reg Cab Pickup 2003
Lease	1GTEC19V12Z111947	Gmc	1500	2002	Gmc 1500 1/2 Ton 4x2 Ext Cab Pickup 2002
Lease	1C9AC30392M202140	Coose	GOOSENECK	2002	2002 Gooseneck Trailer
Lease	2NKMHD8X92M889484	Kenworth	T300	2002	Kenworth T300 2002 Truck
Lease	2NKMHD7X12M889481	Kenworth	T300 CC	2002	Kenworth T300 Model Chassis Material Handler 2002
Lease	2NKMHD6X52M878355	Kenworth	T300	2002	None specified
Lease	2NKMHD6X72M878356	Kenworth	T300	2002	Reg Cab 4x2 C/C Material Handler Ta41m
Lease	1FDWF37L62EB92388	Ford	F350	2002	Ford F350 1 Ton Reg Cab 4x4 Flatbed Truck 2002
Lease	1GBHK24U02Z319536	Chevrolet	SILVERADO	2002	Gmc Chevrolet Silverdado 3/4 Ton Reg Cab 4x4 Flat Bed Truck 2002
Lease	1GBHK24U42Z320219	Chevrolet	SILVERADO	2002	Gmc Chevrolet Silverado 3/4 Ton Cab 4x4 Flatbed Truck 2002
Lease	1FDAF57F52EB56319	Ford	F550	2002	Ford F550 Reg Cab Chassis Cab 4x4 Drw W/Aerial
Lease	1FDAF57F32EB56318	Ford	F550	2002	Ford F550 Reg Cab Chassis Cab 4x4 Drw 2002
Lease	1FDAF57F12EB56317	Ford	F550	2002	None specified
Lease	1FDAF57FX2EB56316	Ford	F550	2002	Ford F550 Reg Cab 5404 Chassis Drw W/ Aerial
Lease	1FDAF57F82EB56315	Ford	F550	2002	Ford F550 Reg Cab Chassis Cab 4x4 Drw W/Aerial
Lease	1GCEC14V42Z278567	Chevrolet	SILVERADO	2002	Chevrolet Silverado 1/2 Ton 4x2 Reg Cab Pickup 2002

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
Lease	2GCEC19V921316747	Chevrolet	SILVERADO	2002	Chevrolet Silverado 1/2 Ton Ext Cab Pickup 2002
Lease	1GCEK19V52E257052	Chevrolet	C1500	2002	Chevrolet C1500 Ext 4x4 Pickup 2002
Lease	1GTHC29V52E129725	Gmc	T25953	2002	Gmc T25953 3/4 Ton 2x4 Ext Cab Pickup 2002
Lease	1GTEC14W02Z174411	Gmc	1500	2002	Gmc 1500 1/2 Ton Reg Cab 4x2 Pickup 2002
Lease	1GCEC14V72Z265361	Chevrolet	SILVERADO	2002	Chevrolet Silverado 1/2 Ton 4x2 Ext Cab Pickup 2002
Lease	2GTEC19V421124913	Gmc	TC15753	2002	Gmc Tc15753 1/2 Ton 4x2 Ext Cab Pickup 2002
Lease	4A0BA202211000090	Neal	20 SWPI	2001	Trailer
Lease	1FVABTAKX1HB77213	Freightliner	FL70	2001	Heavy Truck
Lease	1FVABTAK31HG77215	Freightliner	FL70	2001	2000 F170 Freightliner With Altec Am855 Aerial
Lease	1FDAF57F41EA46425	Ford	F550	2001	Heavy Truck
Lease	1FDWF37S21EC78352	Ford	F350	2001	Reg Cab 84"Ca C/C 4x4 Drw
Lease	1FDNF21LO1EB90522	Ford	F250	2001	Medium Truck
Lease	1FDNF21L71EB90520	Ford	F250	2001	Medium Truck
Lease	1FDAF57F51EC93744	Ford	F550	2001	2001 Ford F550 Flatbed Stake Body
Lease	1FDAF56F51ED16490	Ford	F550	2001	2001 Ford F550 4x2 Reg Cab With Altec At37g Aerial
Lease	1FDAF56F91ED16489	Ford	F550	2001	Reg Cab C/C 4x2 W/At-37g Aerial
Lease	1FTZR15E11PA92638	Ford	RANGER	2001	Light Truck
Lease	1FTZR15V8YTA35449	Ford	RANGER	2000	2000 Ford Ranger Pickup 4x4
Lease	4ZECF182111142520	Sunflower	FLATBED	2000	Flatbed Trailer
Lease	1FV6HJBA7YHB61531	Freightliner	FL70	2000	None specified
Lease	1FV6HJBA5YHB61530	Freightliner	FL70	2000	Reg Cab Chassis Cab 120" Wb Material Handler
Lease	1GDM7H1C2YJ525597	Gmc	C7H042	2000	Gmc C7h042 Reg Cab 4x2 Chassis With Flat Bed
Lease	1FTYR10V8YPA98353	Ford	RANGER	2000	Reg Cab 4x2 Pickup
Lease	1FDAF56F7YED68326	Ford	F550	2000	Ford F550 Reg Cab Chassis With Altec A132 Aerial
Lease	1FTYR10V5YPA98360	Ford	RANGER	2000	Reg Cab 4x2 Pickup
Lease	1GTHK34R1YR134692	Gmc	TK30903	2000	2000 Gmc Reg Cab 4x4 Pickup
Lease	1FDWF37L2YEB79758	Ford	F-350	2000	2000 Ford F-350 Materials Truck
Lease	1GCGC29ROYF475238	Chevrolet	CK2500	2000	Reg Cab 4x4 Utility Truck
Lease	2B7KB31Y7YK128299	Dodge	B2500	2000	Cargo Van
Lease	1GCGK24R4YR183763	Chevrolet	K2500	2000	Reg Cab 4x4 Pickup
Lease	1FDAF56FOYED68328	Ford	F550	2000	Reg 4 X 2 Cab With Chassis W/Service Aerial
Lease	1FDAF56F2YED68329	Ford	F550	2000	4 X 2 Chassis W/ Service Aerial

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
Lease	1FDAF56F1YED68323	Ford	F550	2000	Reg Cab 4x2 Chassis W/Service Aerial
Lease	1FDAF56S4YED94590	Ford	F550	2000	Reg Chassis Cab Drw 4x2- Service Aerial
Lease	P365L00499527FB	Clark	CGP25	1999	1999 Clark Cgp25 Forklift
Lease	4P5CF1824X1023900	P J	None specified	1999	None specified
Lease	1FV6HJBA4XHB61520	Freightliner	FL70	1999	Chassis Cab, Reg Cab 120" Wb Digger Derrick
Lease	1FV6GFAA0XHB04541	Freightliner	FL60	1999	Reg Cab Chassis Cab M/H
Lease	1FV6HJBA1XHB61507	Freightliner	FL70	1999	Chassis Cab, Reg Cab, 120" Wb Material Handler
Lease	1FV6HJBA8XHB61519	Freightliner	FL70	1999	Chassis Cab Reg Cab 120" Wb Material Handler
Lease	1FV6GFAA9XHB04540	Freightliner	FL60	1999	Reg Cab Chassis Cab M/H
Lease	1FV6HJBAOXH977346	Freightliner	FL70	1999	Material Handler
Lease	1FV6HJBA1XHA42114	Freightliner	FL70	1999	Material Handler
Lease	1FV6HJBA6XH977349	Freightliner	FL70	1999	None specified
Lease	1FV6HJBA4XH977348	Freightliner	FL70	1999	None specified
Lease	1FDAF57F7XED60143	Ford	F-550	1999	Reg Cab 84" Ca 4x4 Chassis Cab Drw S/A
Lease	1FDAF57F5XED60142	Ford	F-550	1999	Reg Cab 84" Ca 4x4 Chassis Cab Drw S/A
Lease	1FDAF57F3XED60141	Ford	F-550	1999	Reg Cab 84" Ca 4x4 Chassis Cab Drw S/A
Lease	1FDAF56F2XED43431	Ford	F-550	1999	Reg Cab 84" Ca 4x2 Chassis Cab Drw S/A
Lease	1FDAF57F1XED60140	Ford	F-550	1999	Reg Cab 84" Ca 4x4 Chassis Cab, Drw S/A
Lease	1FDAF57F5XED60139	Ford	F-550	1999	Reg Cab 84" Ca 4x4 Chassis Cab Drw S/A
Lease	1FDWX37S1XEE27419	Ford	F-350	1999	Ext Cab 162" Wb 4x4 Chassis Cab Drw
Lease	1FDWX37SXXEE27418	Ford	F-350	1999	Ext Cab 162" Wb 4x4 Chassis Cab, Drw
Lease	1FDWF37S4XEE27417	Ford	F-350	1999	Reg Cab 141" Wb 4x4 Chassis Cab Drw
Lease	1FDNX21F0XEE11780	Ford	F-250	1999	Ext Cab 158" Wb 4x4 Chassis Cab Srw U/B
Lease	1FDNX21F4XEE11782	Ford	F-250	1999	Ext Cab 158" Wb 4x4 Chassis Cab Srw U/B
Lease	1FDNX21F2XEE11781	Ford	F-250	1999	Ext Cab 158" Wb 4x4 Chassis Cab Srw U/B
Lease	1FDNF21L4XED98492	Ford	F-250	1999	Reg Cab 137" Wb 4x4
Lease	1FDNF21L2XED98491	Ford	F-250	1999	Reg Cab 137" Wb 4x4
Lease	1FDAF57F0XEC44251	Ford	F-550	1999	1999 Ford F-550 Reg Cab 84" Ca Chassis Cab Service Aerial
Lease	1FTZX1726XKB22652	Ford	F-150	1999	Ext Cab 157" Wb 4x2
Lease	1FTZX172XXKB22654	Ford	F-150	1999	Ext Cab 157" Wb 4x2
Lease	1B7GG22XXS227243	Dodge	DAKOTA	1999	Ext Cab 131" Wb 4x4

<u>Own/ Lease</u>	<u>VIN</u>	<u>Make</u>	<u>Model</u>	<u>Year</u>	<u>Description</u>
Lease	1B7GG22X7XS227247	Dodge	DAKOTA	1999	Ext Cab 131" Wb 4x4
Lease	1B7GG22X6XS227241	Dodge	DAKOTA	1999	Ext Cab 131" Wb 4x4
Lease	5FTWE1422W1010485	Felling	FT-10W	1998	1998 Felling Ft-10w Trencher Trailer
Lease	1FTPF28W6WNC06842	Ford	F-250	1998	1998 Ford F-250 Reg Cab 139"Wb Xl 4x4 Pickup Truck
Lease	1FTYR11U2WPB37702	Ford	RANGER	1998	1998 Ford Ranger Reg Cab 112" Wb Xl 4x4 Pickup Truck
Lease	1VRP082ROV1000493	Vermeer	V4150A	1997	1997 Vermeer V4150a Trencher / Backhoe

Schedule 2.1(n)
Other Assets

1. Seller's interest in SO₂ allowances allocated by the EPA for the calendar year in which Closing occurs and all future years to the electric generation facilities included in the Purchased Assets (including the JEC Transferred Interest but not any other portion of JEC).
2. Software used principally in the Business and reflected in Net Plant.

Schedule 2.2(l)
Retained Agreements

Schedule 2.2(o)
Excluded Assets

1. All interests in SO₂ allowances not expressly described in Schedule 2.1(n), including those (i) allocated by the EPA during all years prior to the calendar year in which the Closing occurs to the electric generation facilities included in the Purchased Assets, or (ii) purchased by Seller.
2. Leased Liberal Operations Center location at 1490 General Welch Boulevard, Liberal, Kansas (Leased by Aquila – Kansas Gas).
3. Equipment principally used for the Natural Gas Distribution Business and located at the Dodge City Operations Center, 2303 West Frontview Street, Dodge City, Kansas.
4. Any and all MAPP Service Schedule A Agreements between divisions of Seller relating to energy from the Gray County Wind Farm.
5. The following Southwest Power Pool and Mid-Continent Area Power Pool confirmed and requested point to point transmission service reservations:

Provider	Ref. No.	MW	POR	POD	Source	Sink	Start Date	Stop Date	Status
MAPP	984141	100	SIBLEY	CLIFTON	MPS	WPEK	9/5/2005	6/1/2006	CONFIRMED
MAPP	984142	100	SIBLEY	CLIFTON	MPS	WPEK	6/1/2006	6/1/2007	CONFIRMED
MAPP	984150	100	NEVADA	CLIFTON	MPS	WPEK	6/1/2006	10/1/2006	CONFIRMED
MAPP	922810	40	CLIFTON	NEVADA	WPEK	MPS	4/1/2005	10/1/2005	CONFIRMED
MAPP	922811	20	CLIFTON	NEVADA	WPEK	MPS	4/1/2005	10/1/2005	CONFIRMED
MAPP	942018	100	CLIFTON	NEVADA	WPEK	MPS	5/23/2005	10/1/2005	CONFIRMED
MAPP	984147	50	CLIFTON	NEVADA	WPEK	MPS	10/1/2005	6/1/2006	CONFIRMED
MAPP	984148	50	CLIFTON	NEVADA	WPEK	MPS	6/1/2006	6/1/2007	CONFIRMED
MAPP	970181	40	GRAYCOUNTY	NEVADA	WPEK	MPS	10/1/2005	4/1/2006	CONFIRMED
MAPP	970185	20	GRAYCOUNTY	NEVADA	WPEK	MPS	10/1/2005	4/1/2006	CONFIRMED
MAPP	970247	40	GRAYCOUNTY	NEVADA	WPEK	MPS	4/1/2006	7/1/2006	CONFIRMED
MAPP	970248	20	GRAYCOUNTY	LAKERD	WPEK	MPS	4/1/2006	7/1/2006	CONFIRMED
MAPP	990389	40	CLIFTON	NEVADA	WPEK	MPS	6/28/2006	6/28/2007	CONFIRMED
MAPP	990392	20	CLIFTON	LAKERD	WPEK	MPS	6/28/2006	6/28/2007	CONFIRMED
SWPP	919232	20	WPEK	MPS	GRAYWIND	LAKEROAD	7/1/2006	7/1/2012	STUDY
SWPP	919233	20	WPEK	MPS	GRAYWIND	LAKEROAD	7/1/2006	7/1/2017	STUDY
SWPP	919234	40	WPEK	MPS	GRAYWIND	MPS	7/1/2006	7/1/2012	STUDY
SWPP	919235	40	WPEK	MPS	GRAYWIND	MPS	7/1/2006	7/1/2017	STUDY
SWPP	919238	178	WR	MPS	JEFFREY	MPS	1/1/2007	1/1/2027	STUDY

Schedule 5.3
Seller's Consents and Approvals

Schedule 5.5(a)
Selected Balance Sheet Information

To Asset Purchase Agreement
Determination of Kansas Electric Net Asset Basis

(\$ in 000s)

		12-31-2004	06-30-2005
1	Net Plant		
	A/C 101 Plant in Service	376,253	379,251
	A/C 105 Plant Held For Future Use	1,165	1,165
	A/C 106 Completed Const Not Classified	3,687	5,272
	A/C 107 Construction Work In Progress	2,870	5,538
	A/C 108 Accumulated Depreciation	(198,966)	(204,220)
	A/C 111 Accumulated Amortization/Depletion	(12)	7
		184,996	187,013
	Plus:		
2	Accounts Receivable -		
	A/C 142 Customers	8,613	8,970
	A/C 143 Miscellaneous Accounts Receivable	111	324
	A/C 173 Unbilled Revenues	3,278	5,307
	A/C 173 Unrecovered Energy Clause	(65)	(108)
	A/C 144 Accum. Provision for Uncollectible Accounts	(553)	(672)
		11,384	13,821
3	Materials & Supplies / Inventory		
	A/C 151 Fuel Stock	2,231	2,280
	A/C 152 Fuel Stock Expenses	1	6
	A/C 154 Materials and Supplies	2,928	2,999
	A/C 163 Stores Expense Undistributed	42	46
		5,202	5,331
4	Prepayments -		
	A/C 165 Prepayments: Incl Pension	11,910	14,686
		11,910	14,686
5	Regulatory Assets -		
	A/C 182.3 Regulatory Asset (incl ARO)	5,659	6,570
	A/C 183 Preliminary Survey Costs	287	254
	A/C 184 Clearing Accounts	(512)	49
	A/C 186 Def Debits incl JEC lease		22,319

		19,370	
		24,804	29,191
7 Other - Off Balance Assets			
	Cash Value of Leased Vehicles	3,572	3,572
	Net Off Balance Sheet Assets (Liabilities)	3,572	3,572
	Less:		
8 Credits/Liabilities -			
	A/C 228.3 Accum. Provision – Benefits -Supl Retirement	(3)	(3)
	A/C 230 Accum. Reserve Obligation – ARO	332	344
	A/C 235 Customer Deposits	792	875
	A/C 237 Accrued Interest - Customer Deposits	-	9
	A/C 252 Customer Advances for Construction	515	526
	A/C 253 Other Def Cr. (incl SFAS 106, Maj. Mtnce)	10,210	10,037
		11,846	11,788
9 Regulatory Liabilities -			
	A/C 242 Misc. Liabilities - Accrued EPRI Costs	(18)	25
	A/C 254 Other Regulatory Liabilities, Pension	93	157
		75	182
Total Net Assets	(1+2+3+4+5-6+7-8-9)	\$ 229,947	\$ 241,644

Schedule 5.5(b)
Division Income Statement Information

Project Quest

Summary Historical Financial Information

<i>Kansas Electric</i>	<i>(Dollars in Thousands)</i>	
	2004A	YTD June 2005A
<i>Selected Income Statement Items</i>		
Customer Revenues	178,843	83,705
Other Revenues	229	94
Total Revenues	179,071	83,798
Cost of Fuel and Purchased Power	102,630	48,513
Other Cost of Goods Sold	163	51
Gross Margin	76,278	35,235
Direct O&M	33,058	15,342
Direct IBU	3,760	1,348
Direct ESF	2,686	958
Direct Taxes Other than Income Taxes	5,510	1,369
Direct EBITDA	31,265	16,218
Direct Depreciation	12,873	6,782
Direct Amortization	35	17
Direct Other (Income)/Expense	(177)	(97)
Direct EBIT	18,535	9,515
Non-Recurring Items	0	0
<i>Allocation of Indirect Costs</i>		
Direct EBITDA	31,265	16,218
Indirect IBU	5,298	2,886
Indirect ESF	4,605	2,338
Indirect Taxes Other than Income Taxes	71	33
EBITDA After Corporate Allocations	21,291	10,960
Direct Depreciation & Amortization	12,907	6,799
Indirect Depreciation & Amortization	759	762
Direct Other (Income)/Expense	(177)	(97)
Indirect Other (Income)/Expense	102	8
EBIT After Corporate Allocations	7,700	3,487

Schedule 5.6
Material Adverse Effect

Schedule 5.7
Transactions Outside the Ordinary Course of Business

Schedule 5.8
Title

Schedule 5.9
Real Property Leases

Schedule 5.10(a)-1
Sufficiency of Environmental Permits

Schedule 5.10(a)-2
Environmental Permits

1. A. Mullergren: AST Registration (Tank IDs A004, A005, A006).
2. A. Mullergren: KDHE Discharge Permit (KS-0080022, I-UA16-PO02) (These permits are expired but applications for renewal were submitted as required prior to expiration). Seller has received a draft NPDES permit for the facility and the permit is currently undergoing public comment. See also Schedule 5.10(e).
3. A. Mullergren: Title IV Acid Rain Permit (ORIS No. 1235).
4. A. Mullergren: Title V Operating Permit (0090002).
5. A. Mullergren: Notification of Regulated Waste Activity (KSD985011949).
6. Cimarron River: AST Registration (Tank IDs A002, A003, A004, A005, A006, A007).
7. Cimarron River: KDHE Discharge Permit (I-CI10-NP02).
8. Cimarron River: Title IV Acid Rain Permit (ORIS No. 1230).
9. Cimarron River: Title V Operating Permit (1750001).
10. Cimarron River: Air Emissions Source Construction Approval (April 22, 2005).
11. Cimarron River: Notification of Regulated Waste Activity (KSD985011964).
12. Clifton Station: AST Registration (Tank ID A001).
13. Clifton Station: KDHE Discharge Permit (I-LR06-NO03).
14. Clifton Station: Title V Operating Permit (37000012).
15. Clifton Station: Notification of Regulated Waste Activity (KSR000014837).
16. Great Bend Service Center: AST Registration (Tank IDs A004, A005, A006, A007, A008, A009, A010).
17. Great Bend Service Center: Notification of Regulated Waste Activity (KSD985016997).
18. Harper: AST Registration (Tank IDs A001, A002). The tanks at Harper have been closed and removed as of 2004. They are no longer registered with KDHE and a notice of closure was sent.
19. Judson Large: AST Registration (Tank IDs A005, A006, A007, A009, A010).
20. Judson Large: Notification of Regulated Waste Activity (KSD980319602).

21. Judson Large: KDHE Discharge Permit (KS-0079995, I-UA11-PO02) (These permits are expired but applications for renewal were submitted as required prior to expiration). Seller has received a draft NPDES permit for the facility and the permit is currently undergoing public comment. See also Schedule 5.10(e).
22. Judson Large: Title IV Acid Rain Permit (ORIS No. 1233).
23. Judson Large: Title V Operating Permit (0570001).

Schedule 5.10(b)
Environmental Notices

Schedule 5.10(c)
Environmental Claims or Releases

Schedule 5.10(e)
Environmental Capital Expenditures

Schedule 5.11
Labor Matters

Collective bargaining agreements

Agreement between Aquila, Inc., d/b/a Aquila Networks-WestPlains Energy, Kansas and Local Union No. 304, of The International Brotherhood of Electrical Workers dated December 2, 1946, effective March 1, 2004 to February 28, 2007 (D.2.1.1), and all related letters and letters of agreement.

Other

None.

Schedule 5.12(a)
ERISA; Benefit Plans

1. Aquila, Inc. Retirement Income Plan
2. Aquila, Inc. Retirement Investment Plan
3. Aquila, Inc. Workforce Transition Program
4. Aquila, Inc. Employee Health Care Plan
5. Aquila, Inc. Funded Employee Health Care Plan
6. Aquila, Inc. Flexible Benefits Plan
7. UtiliCorp United, Inc. Welfare Benefit Wrap-Around Plan
8. UtiliCorp United, Inc. Capital Accumulation Plan
9. UtiliCorp United, Inc. Supplemental Executive Retirement Plan
10. Aquila, Inc. Executive Health Management Program
11. Aquila, Inc. Vision Insurance Plan
12. Aquila, Inc. Group Life and AD&D Insurance Plan
13. Aquila, Inc. Accident Insurance Plan
14. Aquila, Inc. Long-Term Disability Plan
15. Aquila, Inc. Educational Assistance Plan
16. Aquila, Inc. Employee Assistance Plan
17. Aquila, Inc. 2004 Stock Option Plan
18. Aquila, Inc. 2002 Stock Option Plan
19. Aquila, Inc. 2002 Omnibus Incentive Compensation Plan
20. Aquila, Inc. Long-Term Executive Incentive Plan
21. Aquila, Inc. 2005 Variable Compensation Plan
22. Aquila, Inc. 2004 Variable Compensation Plan
23. Short-Term Disability Policy
24. Sick Leave Policy
25. Vacation Policy
26. Jury Duty Policy
27. Military Leave Policy
28. Funeral Leave Policy
29. Part-Time Off Policy
30. Inclement Weather Policy
31. Holiday Schedule
32. Aquila, Inc. Dental Plan
33. Adoption Assistance
34. Aquila, Inc. Executive Benefit Security Trust
35. Group Universal Life Plan
36. Employee Stock Purchase Plan
37. Long-Term Care Insurance Plan
38. Group Auto-Homeowners Insurance Plan
39. Financial Planning
40. Newborn Gift
41. Severance Compensation Agreement between Aquila, Inc. and Stephen L. Ferry dated June 3, 2005.
42. Retention Agreements entered into by Seller in 2005 with 15 employees.

Schedule 5.12(d)
Administrator or Fiduciary Non-Compliance

Schedule 5.12(g)
Retiree Health and Welfare Benefits

A summary of the terms presently applied by Seller with regard to the Post-Retirement Welfare Benefits is set forth on the following pages. Such terms are subject to any rights of Seller to amend the terms.

West Plains Energy Kansas
Group Code RAAAZE

Number of retirees with health and/or life insurance coverage as of 6/1/2005	19
Open/Closed	Closed
Union Status	Nonunion
Life Insurance Coverage Amount	Lesser of: (1) 50% of amount of group term life insurance prior to retirement; or (2) \$40,000
Plan Eligibility Criteria	Retired before 10/1/91
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	\$0
• Retiree	See SATAZZ
• Spouse	See SATAZZ
• Dependent Children	
Medical Monthly Contribution age 65 or older	\$0
• Retiree	See SATAZZ
• Spouse	See SATAZZ
• Dependent Children	
Dental Monthly Contribution under age 65	No Coverage
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	
Monthly Dental Contribution age 65 or older	No Coverage
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RAAAZK

Number of retirees with health and/or life insurance coverage as of 6/1/2005	29
Open/Closed	Closed
Union Status	Union
Life Insurance Coverage Amount	Greater of (1) 50% of amount of life insurance prior to retirement or (2) 1 times final pay
Plan Eligibility Criteria	Retired before 10/1/91
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	\$0
• Retiree	See SATAZZ
• Spouse	See SATAZZ
• Dependent Children	
Medical Monthly Contribution age 65 or older	\$0
• Retiree	See SATAZZ
• Spouse	See SATAZZ
• Dependent Children	
Dental Monthly Contribution under age 65	No Coverage
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	
Monthly Dental Contribution age 65 or older	No Coverage
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RABABA

Number of retirees with health and/or life insurance coverage as of 6/1/2005	13
Open/Closed	Closed
Union Status	Nonunion and Union
Life Insurance Coverage Amount	\$5,000
Plan Eligibility Criteria	Retire 6/1/95-12/31/00 (No minimum service requirement)
Special Rules	
Benefit Period	Medical/dental ceases at 65; lifetime for life insurance
Coverage of Surviving Spouse	Ceases at 65
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$200.00
• Spouse	\$200.00
• Dependent Children	\$35.00
Medical Monthly Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RABABB

Number of retirees with health and/or life insurance coverage as of 6/1/2005	9
Open/Closed	Closed
Union Status	Union
Life Insurance Coverage Amount	\$10,000
Plan Eligibility Criteria	Retired 10/27/98-12/30/00
Special Rules	
Benefit Period	Medical/dental ceases at 65; lifetime for life insurance
Coverage of Surviving Spouse	Ceases at 65
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$200.00
• Spouse	\$200.00
• Dependent Children	\$35.00
Medical Monthly Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RAUAZB

Number of retirees with health and/or life insurance coverage as of 6/1/2005	44
Open/Closed	Closed
Union Status	Union and Nonunion
Life Insurance Coverage Amount	\$10,000
Plan Eligibility Criteria	Hired on or before 10/1/91, at least 55 as of 10/1/91 and retired 10/1/91-5/31/95
Special Rules	If retired on disability and eligible for Medicare, apply age 65 or older rate even if under age 65
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$338.00
• Spouse	\$338.00
• Dependent Children	\$58.00
Medical Monthly Contribution age 65 or older	
• Retiree	\$85.00
• Spouse	\$85.00
• Dependent Children	\$58.00
Dental Monthly Contribution under age 65	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RAUAZY

Number of retirees with health and/or life insurance coverage as of 6/1/2005	1
Open/Closed	Closed
Union Status	Union
Life Insurance Coverage Amount	\$30,000
Plan Eligibility Criteria	Richard Janda
Special Rules	Special group status due to life insurance amount
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$338.00
• Spouse	\$338.00
• Dependent Children	\$58.00
Medical Monthly Contribution age 65 or older	
• Retiree	\$85.00
• Spouse	\$85.00
• Dependent Children	\$58.00
Dental Monthly Contribution under age 65	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RAVAZB

Number of retirees with health and/or life insurance coverage as of 6/1/2005	21
Open/Closed	Closed
Union Status	Union and Nonunion
Life Insurance Coverage Amount	\$10,000
Plan Eligibility Criteria	Hired after 10/1/91 or less than age 55 as of 10/1/91, and retired 10/1/91-10/26/98
Special Rules	If retired on disability and eligible for Medicare, apply age 65 or older rate even if under age 65
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$529.00
• Spouse	\$529.00
• Dependent Children	\$58.00
Medical Monthly Contribution age 65 or older	
• Retiree	\$273.00
• Spouse	\$273.00
• Dependent Children	\$58.00
Dental Monthly Contribution under age 65	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RBDABA

Number of retirees with health and/or life insurance coverage as of 6/1/2005	16
Open/Closed	Closed
Union Status	Nonunion & Union Employees
Life Insurance Coverage Amount	\$5,000
Plan Eligibility Criteria	Retire after 2000 and before 1/1/2005 with at least five years of service
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$475 Med Plus Plan \$328 Basic Care Plan \$290 Safety Net Plan
• Spouse	\$475 Med Plus Plan \$328 Basic Care Plan \$290 Safety Net Plan
• Dependent Children	\$45.00
Medical Monthly Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RBDABB

Number of retirees with health and/or life insurance coverage as of 6/1/2005	7
Open/Closed	Closed
Union Status	Union
Life Insurance Coverage Amount	\$10,000
Plan Eligibility Criteria	Retired after 2000 and before 1/1/2005 with five years of service
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$475 Med Plus Plan \$328 Basic Care Plan \$290 Safety Net Plan
• Spouse	\$475 Med Plus Plan \$328 Basic Care Plan \$290 Safety Net Plan
• Dependent Children	\$45.00
Medical Monthly Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RBPAZE

Number of retirees with health and/or life insurance coverage as of 6/1/2005	4
Open/Closed	Closed
Union Status	Nonunion
Life Insurance Coverage Amount	Lesser of: (1) 50% of amount of group term life insurance prior to retirement or (2) \$40,000
Plan Eligibility Criteria	Retired before 10/1/91 and member of 1998 class action
Special Rules	Members of 1988 class action suit; requires continuation of coverage at no cost to retiree
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25: if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Medical Monthly Contribution age 65 or older	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Dental Monthly Contribution under age 65	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RBPAZK

Number of retirees with health and/or life insurance coverage as of 6/1/2005	42
Open/Closed	Closed
Union Status	Union
Life Insurance Coverage Amount	Greater of (1) 50% of amount of life insurance prior to retirement or (2) 1 times final pay
Plan Eligibility Criteria	Retired before 10/1/91 and member of 1998 class action
Special Rules	Members of 1988 class action suit; requires continuation of coverage at no cost to retiree
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25: if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	\$0
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Medical Monthly Contribution age 65 or older	\$0
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Dental Monthly Contribution under age 65	\$0
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	No Coverage
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RYUAZY

Number of retirees with health and/or life insurance coverage as of 1
6/1/2005

Open/Closed	Closed
Union Status	Nonunion
Life Insurance Coverage Amount	\$35,000
Plan Eligibility Criteria	Levane Rohr
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Medical Monthly Contribution age 65 or older	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code SATAZZ

Number of retirees with health and/or life insurance coverage as of 6/1/2005	11
Open/Closed	Open
Union Status	Union and Nonunion
Life Insurance Coverage Amount	N/A
Plan Eligibility Criteria	Surviving spouses of employees retiring before 10/1/91
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	\$507.00
• Surviving Spous	N/A
• Spouse	\$58.00
• Dependent Children	
Medical Monthly Contribution age 65 or older	\$262.00
• Surviving Spouse	N/A
• Spouse	\$58.00
• Dependent Children	
Dental Monthly Contribution under age 65	No Coverage
• Surviving Spouse	N/A
• Spouse	No Coverage
• Dependent Children	
Monthly Dental Contribution age 65 or older	No Coverage
• Retiree	N/A
• Spouse	No Coverage
• Dependent Children	
Life Insurance Monthly Contribution	N/A

West Plains Energy Kansas
Group Code SYTAZZ

Number of retirees with health and/or life insurance coverage as of 6/1/2005	2
Open/Closed	Closed
Union Status	Nonunion
Life Insurance Coverage Amount	N/A
Plan Eligibility Criteria	Special Group – Margaret Clark
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	\$0
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Medical Monthly Contribution age 65 or older	\$0
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Dental Monthly Contribution under age 65	No Coverage
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Monthly Dental Contribution age 65 or older	No Coverage
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	N/A

West Plains Energy Kansas
Group Code RBWEOA

Number of retirees with health and/or life insurance coverage as of 6/1/2005	3
Open/Closed	Open
Union Status	Nonunion & union
Life Insurance Coverage Amount	\$5,000
Plan Eligibility Criteria	Retire on/after 1/1/2005 with at least five years of service
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	Yes
Medical Monthly Contribution under age 65	
• Retiree	\$348 Basic Care/Preventive Dental Plan \$310 Safety Net/Preventive Dental
• Spouse	\$348 Basic Care/Preventive Dental \$310 Safety Net/Preventive Dental
• Dependent Children	\$348 Basic Care/Preventive Dental \$310 Safety Net/Preventive Dental
Medical Monthly Contribution age 65 or older	
• Retiree	\$175 Basic Care/Preventive Dental \$155 Safety Net/Preventive Dental
• Spouse	\$175 Basic Care/Preventive Dental \$155 Safety Net/Preventive Dental
• Dependent Children	\$348 Basic Care/Preventive Dental \$310 Safety Net/Preventive Dental
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RBWEOB

Number of retirees with health and/or life insurance coverage as of 6/1/2005	3
Open/Closed	Open
Union Status	Nonunion & union employees
Life Insurance Coverage Amount	\$10,000
Plan Eligibility Criteria	Retire on/after 1/1/2005 with at least five years of service
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	Lifetime
Coverage of Dependent Children	Ceases at earlier of age 19 (if a student, extended to age 25; if disabled, extended until no longer disabled), or when both retiree and spouse coverage has ended
Premium Reduction Credit	Yes
Medical Monthly Contribution under age 65	
• Retiree	\$348 Basic Care/Preventive Dental \$310 Safety Net/Preventive Dental
• Spouse	\$348 Basic Care/Preventive Dental \$310 Safety Net/Preventive Dental
• Dependent Children	\$348 Basic Care/Preventive Dental \$310 Safety Net/Preventive Dental
Medical Monthly Contribution age 65 or older	
• Retiree	\$175 Basic Care/Preventive Dental \$155 Safety Net/Preventive Dental
• Spouse	\$175 Basic Care/Preventive Dental \$155 Safety Net/Preventive Dental
• Dependent Children	\$348 Basic Care/Preventive Dental \$310 Safety Net/Preventive Dental
Dental Monthly Contribution under age 65	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Monthly Dental Contribution age 65 or older	
• Retiree	\$0
• Spouse	\$0
• Dependent Children	\$0
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RZZZZA

Number of retirees with health and/or life insurance coverage as of 6/1/2005	0
Open/Closed	Open
Union Status	Nonunion and Union
Life Insurance Coverage Amount	\$5,000
Plan Eligibility Criteria	Retire after 2000 with fewer than five years of service
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	N/A
Coverage of Dependent Children	N/A
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	No coverage
• Spouse	No coverage
• Dependent Children	No coverage
Medical Monthly Contribution age 65 or older	
• Retiree	No coverage
• Spouse	No coverage
• Dependent Children	No coverage
Dental Monthly Contribution under age 65	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

West Plains Energy Kansas
Group Code RZZZZB

Number of retirees with health and/or life insurance coverage as of 6/1/2005	0
Open/Closed	Open
Union Status	Union
Life Insurance Coverage Amount	\$10,000
Plan Eligibility Criteria	Retire after 2000 with fewer than five years of service
Special Rules	
Benefit Period	Lifetime
Coverage of Surviving Spouse	N/A
Coverage of Dependent Children	N/A
Premium Reduction Credit	No
Medical Monthly Contribution under age 65	
• Retiree	No coverage
• Spouse	No coverage
• Dependent Children	No coverage
Medical Monthly Contribution age 65 or older	
• Retiree	No coverage
• Spouse	No coverage
• Dependent Children	No coverage
Dental Monthly Contribution under age 65	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Monthly Dental Contribution age 65 or older	
• Retiree	No Coverage
• Spouse	No Coverage
• Dependent Children	No Coverage
Life Insurance Monthly Contribution	\$0

Schedule 5.12(i)
Actions, Suits and Claims

Schedule 5.12(j)
Governmental Audits, Inquiries and Proceedings

Schedule 5.13(a)
Certain Contracts and Arrangements

Certain of the Business Agreements (i) have expired by their express terms or may expire prior to Closing by their express terms, (ii) are missing one or more pages, exhibits, or schedules, or (iii) may not have been fully executed by the parties. To the extent such issues affect the validity, binding effect, or enforceability of any Business Agreement with regard to any or all of the parties thereto, such issues will not be a basis for claiming a breach of any representation or warranty of Seller in the Agreement. Furthermore, the disclosure by Seller of the existence or terms of any Business Agreement to Buyer in connection with the transactions contemplated by the Agreement, or to any other party in connection with the proposed or potential sale of the Business or the Purchased Assets to that party, will not be a basis for claiming a breach of any representation or warranty of Seller in the Agreement.

Business Agreements marked with ^(a) require consent from one or more parties for assignment. Business Agreements marked with ^(b) require notice to one or more parties for assignment.

Coal Supply and Transportation Agreement

1. 1993 Amended and Restated Coal Supply Agreement dated March 29, 1993 among WestPlains Energy, Missouri Public Service, Western Resources, Inc., Kansas Gas and Electric Company and Amax Coal West, Inc., as amended by First Amendment to 1993 Amended and Restated Coal Supply Agreement dated March 1, 1994 (C.1.1.1)^(a)

Gas Supply and Transportation Agreements

1. Discount Rate Agreement for Transportation of Natural Gas dated May 1, 2001 between WestPlains Energy – Clifton and Kansas Gas Service Company (C.1.2.1)^(a)
2. Letter Discount Agreement dated August 30, 2004 between Aquila, Inc. and Southern Star Central Gas Pipeline, Inc. (C.1.2.2)
3. Discount Rate Agreement for Transportation of Natural Gas dated July 1, 2003 between Aquila, Inc., d/b/a Aquila Networks, and Kansas Gas Service (C.1.2.3)^(a)
4. Gas Sales Agreement dated June 1, 1997 between UtiliCorp United Inc. and Anadarko Energy Services Company (f/k/a Anadarko Trading Company), as amended by Amendment dated June 1, 1997, including Letter Agreement dated June 25, 1997 (C.1.2.4)^(a)

Interconnection Agreements

1. Electric Interconnection and Interchange Agreement dated April 9, 1980 between Central Telephone & Utilities Corporation and Sunflower Electric Cooperative, Inc., as amended by Letter Amendment dated August 31, 1998 (C.2.1.1)^(a)
2. Interconnection Agreement dated July 16, 2001 between UtiliCorp United Inc., d/b/a WestPlains Energy-Kansas, and Gray County Wind Energy, LLC (C.2.1.2)^(a)

3. Interconnection Contract dated May 29, 1987 between Centel Corporation and Midwest Energy (C.2.1.3)
4. Interconnection Agreement dated December 15, 1976 between Central Telephone & Utilities Corporation and Southwestern Public Service Company (C.2.1.4)
5. Electric Interconnection Contract dated March 2, 1964 between Central Telephone & Utilities Corporation (successor to Western Light & Telephone Company, Inc.) and The Kansas Power and Light Company, as supplemented by Supplement No. 1 dated March 2, 1964 and Supplement No. 2 dated May 26, 1969, as amended by Amendment No. 1 dated August 16, 1978 (C.2.1.5)
6. Electric Interconnection Contract dated June 28, 1960 between Western Power Division of Central Telephone & Utilities Corporation (successor to Western Light & Telephone Company, Inc.) and Kansas Gas and Electric Company, as supplemented by Supplement dated June 28, 1960, as amended by Amendment dated August 16, 1976 (C.2.1.6)

Retail Customer Contracts

1. Contract dated June 21, 1962 between Western Light & Telephone Company, Inc. and National Helium Corporation, as amended by Amendment to Contract dated October 7, 1983 between Centel Corporation and National Helium Corporation, Amendment to Contract dated January 29, 1988 between Centel Corporation and National Helium Corporation, Amendment to Contract dated December 17, 1991 between WestPlains Energy and National Helium Corporation, Amendment to Contract dated July 15, 1997 between UtiliCorp United Inc., d/b/a WestPlains Energy-Kansas, and National Helium Corporation and First Amendment to Amendment to Contract dated August 13, 1997 between UtiliCorp United Inc., d/b/a WestPlains Energy-Kansas, and National Helium Corporation, including certain Letter Agreements dated March 29, 1984 between Centel Corporation and National Helium Corporation, May 15, 1985 between Centel Corporation and National Helium Corporation and September 12, 1991 between UtiliCorp United Inc. and National Helium Corporation (C.3.1)
2. Contract dated December 10, 1990 between Centel Corporation and Air Products and Chemicals, Inc., as amended by Amendment to Contract dated August 10, 2000 between UtiliCorp United Inc., d/b/a WestPlains Energy-Kansas, and Air Products and Chemical, Inc., Amendment to Contract dated April 13, 2001 between UtiliCorp United Inc., d/b/a WestPlains Energy-Kansas, and Air Products and Chemical, Inc., and including Settlement Agreement dated April 17, 2001 between UtiliCorp United Inc., d/b/a WestPlains Energy-Kansas, and Air Products and Chemical, Inc. (C.3.2)^(a)
3. Large Industrial Service Agreement dated January 29, 2003 between Aquila, Inc., d/b/a Aquila Networks-WPK, and BOC Gases Inc. (C.3.3)^(a)
4. Large Industrial Electric Service Agreement dated September 1, 2003 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Excel Corporation (C.3.4)^(a)
5. Large Industrial Electric Service Agreement dated February 28, 2003 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Farmland National Beef (C.3.5)^(a)

6. Large Industrial Electric Service Agreement dated March 20, 2003 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Farmland National Beef, as amended by Amendment dated June 24, 2003 (C.3.6)^(a)

Wholesale Customer Contracts

1. Municipal Interconnection Contract dated September 1989 between Centel Corporation and City of Ashland, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Ashland, Kansas (C.4.1)^(a)
2. Municipal Interconnection Contract dated September 18, 1989 between Centel Corporation and City of Attica, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Attica, Kansas (C.4.2)^(a)
3. Municipal Interconnection Contract dated September 1989 between Centel Corporation and City of Beloit, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Beloit, Kansas (C.4.3)^(a)
4. Municipal Interconnection Contract dated March 12, 1990 between Centel Corporation and City of Greensburg, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Greensburg, Kansas (C.4.4)^(a)
5. Municipal Interconnection Contract dated September 25, 1989, between Centel Corporation and City of Hoisington, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Hoisington, Kansas (C.4.5)^(a)
6. Interconnection Contract dated 1989 between Centel Corporation and City of Kingman, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Kingman, Kansas (C.4.6)^(a)
7. Municipal Interconnection Contract dated September 18, 1989 between Centel Corporation and City of Lincoln Center, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Lincoln Center, Kansas (C.4.7)^(a)
8. Municipal Interconnection Contract dated September 1989 between Centel Corporation and City of Osborne, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Osborne, Kansas (C.4.8)^(a)
9. Municipal Interconnection Contract dated February 5, 1990 between Centel Corporation and City of Pratt, Kansas, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Pratt, Kansas (C.4.9)^(a)
10. Municipal Interconnection Contract dated October 17, 1989 between Centel Corporation and City of Russell, Kansas, as amended by Municipal Interconnection Contract Amendment dated October 19, 1993 between WestPlains Energy and City of Russell, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Russell, Kansas (C.4.10)^(a)

11. Interconnection Contract dated September 1989 between Centel Corporation and City of Stockton, Kansas, including a Notice of Termination dated October 13, 2004, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Stockton, Kansas (C.4.11)^(a)
12. Interconnection Contract dated 1989 between Centel Corporation and City of Washington, Kansas, including a Notice of Termination dated October 13, 2004, including a Notice of Termination dated October 13, 2004 from Aquila Networks-WPK to City of Washington, Kansas (C.4.12)^(a)
13. Full Requirements Contract dated September 1989 between Centel Corporation and City of Cawker, Kansas, as amended by Amendment Number 1 dated November 21, 1996 between WestPlains Energy and City of Cawker, Kansas (C.4.14)^(a)
14. Full Requirements Contract dated October 4, 1993 between WestPlains Energy and City of Cimarron, Kansas, as amended by Amendment Number One dated November 23, 1996 (C.4.15)^(a)
15. Full Requirements Contract dated September 18, 1989 between Centel Corporation and City of Glasco, Kansas, as amended by Amendment Number 1 dated November 21, 1996 between WestPlains Energy and City of Glasco, Kansas (C.4.16)^(a)
16. Full Requirements Contract dated September 12, 1989 between Centel Corporation and City of Glen Elder, Kansas, as amended by Amendment Number 1 dated November 19, 1996 between WestPlains Energy and City of Glen Elder, Kansas (C.4.17)^(a)
17. Full Requirements Contract dated August 16, 1993 between WestPlains Energy and City of Holyrood, Kansas, as amended by Amendment Number 1 dated November 21, 1996 between WestPlains Energy and City of Holyrood, Kansas (C.4.18)^(a)
18. Full Requirements Contract dated December 1, 1993 between WestPlains Energy and City of Isabel, Kansas, as amended by Amendment Number 1 dated November 23, 1996 between WestPlains Energy and City of Isabel, Kansas (C.4.19)^(a)
19. Transmission Services Contract dated September 1989 between Centel Corporation and City of Lindsborg, Kansas (C.4.20)^(a)
20. Full Requirements Contract dated September 1989 between Centel Corporation and City of Lucas, Kansas, as amended by Amendment Number 1 dated November 21, 1996 between WestPlains Energy and City of Lucas, Kansas (C.4.21)^(a)
21. Full Requirements Contract dated December 7, 1993 between WestPlains Energy and City of Luray, Kansas, including a Notice of Termination dated September 14, 2004 from City of Luray to Aquila Networks-WPK (annual extension in process) (C.4.22)^(a)
22. Full Requirements Contract dated September 1989 between Centel Corporation and City of Mankato, Kansas, as amended by Amendment Number 1 dated November 21, 1996 between WestPlains Energy and City of Mankato, Kansas (C.4.23)^(a)

23. Full Requirements Contract dated September 13, 1993 between WestPlains Energy and City of Montezuma, Kansas, as amended by Amendment Number 1 dated November 23, 1996 between WestPlains Energy and City of Montezuma, Kansas (C.4.24)^(a)
24. Emergency Services Operating Agreement dated September 10, 1996 between UtiliCorp United Inc., d/b/a WestPlains Energy, and City of Cimarron, Kansas (C.4.25)^(a)
25. Electric Sales, Transmission and Service Contract dated May 16, 1988 between Centel Corporation and Kansas Electric Power Cooperative, Inc., including Contract Addendum dated December 20, 1993 between WestPlains Energy and Kansas Electric Power Cooperative, Inc. and Operating Agreement dated December 20, 1993 between WestPlains Energy and Kansas Electric Power Cooperative, Inc. (C.4.26)^(a)
26. Service Agreement for Opportunity Sales dated May 30, 1997 between WestPlains Energy-Kansas and Kansas Electric Power Cooperative, Inc. (C.4.27)
27. Incremental Energy Agreement dated May 16, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Ashland (C.4.34)^(b)
28. Incremental Energy Agreement dated May 16, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Attica (C.4.35)^(b)
29. Incremental Energy Agreement dated June 7, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Beloit (C.4.36)^(b)
30. Incremental Energy Agreement dated May 12, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Greensburg (C.4.37)^(b)
31. Incremental Energy Agreement dated May 12, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Hoisington (C.4.38)^(b)
32. Incremental Energy Agreement dated May 16, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Kingman (C.4.39)^(b)
33. Incremental Energy Agreement dated May 16, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Lincoln (C.4.40)^(b)
34. Incremental Energy Agreement dated May 16, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Osborne (C.4.41)^(b)
35. Incremental Energy Agreement dated May 20, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Pratt (C.4.42)^(b)
36. Incremental Energy Agreement dated June 23, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Russell (C.4.43)^(b)
37. Incremental Energy Agreement dated May 5, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Stockton (C.4.44)^(b)

38. Incremental Energy Agreement dated May 11, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and City of Washington (C.4.45)^(b)

Facility Locator Service Agreements

1. Underground Facility Locator Service Agreement dated July 30, 2004 between Aquila, Inc. and Great Plains Locating Service, Inc. as amended by Amendment No.10876 dated August 1, 2004 between Aquila, Inc. and Great Plains Locating Service, Inc. (C.5.1.13)

Field Service Agreements

1. Field Service Agreement dated March 3, 2005 between Aquila, Inc. and Apex Plumbing, Inc. (C.5.1.2)
2. Amendment No. 004 dated September 29, 2004 between Aquila, Inc. and Culligan Water Treatment to Field Service Agreement Number: KS97-10030 dated August 4, 1997 (C.5.1.6)
3. Amendment No. 004 dated August 23, 2003 between Aquila, Inc. and Emery Gerber to Field Service Agreement Number: KS98-10026 dated May 11, 1998 (C.5.1.10)
4. Field Service Agreement dated January 19, 2000 between UtiliCorp United Inc. and Golden Belt Fire & Safety, Inc. as amended by Amendment No. 003 dated December 17, 2004 between Aquila, Inc. and Golden Fire & Safety, Inc. (C.5.1.12)
5. Field Service Agreement dated May 21, 1998 between UtiliCorp United Inc. and Robinson Lawn Care, Inc. as amended by Amendment No. 003 dated May 20, 2004 between Aquila, Inc. and Robinson Lawn Care, Inc. (C.5.1.29)
6. Field Service Agreement dated June 1, 1997 between UtiliCorp United Inc. and ServiceMaster of North Central Kansas as amended by Amendment No. 006 dated December 20, 2004 between Aquila, Inc. and ServiceMaster of North Central Kansas (C.5.1.30)
7. Field Service Agreement dated September 7, 2000 between UtiliCorp United Inc. and Steve Fontenelle as amended by Amendment No. 003 dated September 30, 2004 between Aquila, Inc. and Steve Fontenelle (C.5.1.33)
8. Field Service Agreement dated June 21, 2001 between UtiliCorp United Inc. and Stremel Oilfield Services as amended by Amendment No. 002 dated April 28, 2004 between Aquila, Inc. and Stremel Oilfield Services (C.5.1.34)
9. Field Service Agreement dated July 1, 1998 between UtiliCorp United Inc. and The Paper Dude as amended by Amendment No. 003 dated March 24, 2004 between Aquila, Inc. and The Paper Dude (C.5.1.37)
10. Field Service Agreement dated April 1, 2003 between Aquila, Inc. and Lee Gemaehlich (C.5.1.65)

11. Amendment Number 011671 dated February 28, 2005 between Aquila, Inc. and Midwest Security Systems, Inc. to Field Service Agreement dated March 20, 1998 (C.5.1.66)
12. Field Service Agreement dated January 1, 2004 between Aquila, Inc. and Patterson Cleaning Service (C.5.1.67)
13. Field Service Agreement dated September 24, 2001 between UtiliCorp United Inc. and Sales and Services, Inc. as amended by Amendment No. 001 dated December 28, 2001 and further amended by Amendment No. 002 dated December 11, 2003 between Aquila, Inc. and Sales and Services, Inc. (C.5.1.69)
14. Field Service Agreement dated July 29, 2003 between Aquila, Inc. and Sunflower Services (C.5.1.72)
15. Field Service Agreement dated August 27, 2002 between Aquila, Inc. and Kansas Doors, Inc. (C.5.1.77)
16. Field Service Agreement dated June 1, 1997 between UtiliCorp United Inc. and Evans, Bierly, Hutchinson & Associates, P.A. as amended by Amendment No. 002 dated May 22, 2003 between Aquila, Inc. and Evans, Bierly, Hutchison & Associates, P.A. (C.5.1.80)
17. Field Service Agreement dated September 9, 1998 between UtiliCorp United Inc. and Dreiling Construction as amended by Amendment dated No. 004 dated December 12, 2003 between Aquila, Inc. and Dreiling Constructions (C.5.1.84)
18. Field Service Agreement dated July 16, 2003 between UtiliCorp United Inc. and Kansas Oxygen, Inc. as amended by Amendment No. 002 dated November 4, 2003 between Aquila, Inc. and Kansas Oxygen, Inc. (C.5.1.87)
19. Field Service Agreement dated July 10, 2000 between UtiliCorp United Inc. and Trent's Sheet Metal, Inc. as amended by Amendment No. 002 dated October 11, 2003 between Aquila, Inc. and Trent's Sheet Metal, Inc. (C.5.1.88)

Master Service Agreements

1. Amendment No. 003 dated September 30, 2004 between Aquila, Inc. and Dakota Dirt, Inc. to Master Service Agreement Number: KS96-1009 dated October 21, 1996 (C.5.1.7)^(b)
2. Master Service Agreement dated July 25, 1997 between UtiliCorp United Inc. and Jim Wilson Crane Service as amended by Amendment No. 004 dated September 1, 2004 between Aquila, Inc. and Jim Wilson Crane Service (C.5.1.18)
3. Master Service Agreement dated August 12, 1997 between UtiliCorp United Inc. and Kansas Trane Service Company as amended by Amendment No. 004 dated September 30, 2004 between Aquila, Inc. and Kansas Trane Service Company (C.5.1.20)

4. Amendment No. 002 dated June 3, 2004 between Aquila, Inc. and Kliever Landscape to Master Service Agreement No. 005942 dated June 5, 2001 (C.5.1.21)
5. Master Service Agreement dated January 16, 2004 between Aquila, Inc. and Bob's Roustabout Service, Inc. (C.5.1.58)
6. Master Services Agreement dated August 8, 1997 between UtiliCorp United Inc. and Harmony Janitorial Service, as amended by Amendment No. 005 dated September 27, 2002 between Aquila, Inc. and Harmony Janitorial Service (C.5.1.79)^(b)
7. Master Service Agreement dated December 12, 2000 between UtiliCorp United Inc. and Dana Chamberlain, as amended by Amendment No. 001 dated October 28, 2002 between Aquila, Inc. and Dana Chamberlain (C.5.1.81)
8. Master Services Agreement dated January 1, 1997 between UtiliCorp United Inc. and Nu-Way Janitorial Service, as amended by Amendment No. 002 dated January 1, 2003 between Aquila, Inc. and Nu-Way Janitorial Service (C.5.1.86)
9. Master Services Agreement dated October 14, 1997 between UtiliCorp United Inc. and Rich's Roustabout Service, Inc. as amended by Amendment No. 003 dated October 10, 2003 between Aquila, Inc. and Rich's Roustabout Service (C.5.1.91)^(b)
10. Master Services Agreement dated October 23, 1997 between UtiliCorp United Inc. and Don's Electric Service, as amended by Amendment No. 005 dated February 1, 2004 between Aquila, Inc. and Don's Electric Service (C.5.1.82)^(b)

File Attachment Agreements

1. Agreement for Attachment of Communications Facilities to Distribution Poles dated April 16, 2004 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Allegiance Communications, LLC (C.7.1.1)^(b)
2. Agreement for Attachment of Communications Facilities to Distribution Poles dated March 22, 2003 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Charter Communications Holding Company, LLC (on behalf of itself and its affiliates listed on Schedule A) (C.7.1.2)^(b)
3. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Cox Communications (C.7.1.3)^(b)
4. Agreement for Attachment of Communications Facilities to Distribution Poles dated September 18, 2002 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Epic Touch Wireless (C.7.1.4)^(b)
5. Agreement for Attachment of Communications Facilities to Distribution Poles dated September 9, 2002 between Aquila, Inc., d/b/a Aquila Networks-WPK, and H&B Cable Service (C.7.1.5)^(b)

6. Pole Attachment Agreement dated July 27, 1995 between WestPlains Energy Kansas and Barton County (C.7.1.7)^(a)
7. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2002 between WestPlains Energy Kansas and City of Courtland (C.7.1.8)^(b)
8. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Cunningham Communications (C.7.1.9)^(b)
9. Pole Attachment License Agreement dated August 15, 1994 between WestPlains Energy Kansas and First National Bank of Medicine Lodge (C.7.1.10)^(a)
10. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Haviland Telephone Co., Inc. (C.7.1.11)^(b)
11. Agreement for Attachment of Communications Facilities to Distribution Poles dated August 25, 2000 between WestPlains Energy Kansas and South Central Telecom (C.7.1.12)^(b)
12. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Westcom, L.C. (C.7.1.13)^(b)
13. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Century Kansas Cable Television Corp., d/b/a Adelpia Cable Communications (C.7.1.14)^(b)
14. Agreement for Attachment of Communications Facilities to Distribution Poles dated August 1, 2003 between Aquila, Inc., d/b/a Aquila Networks-WPK and Concordia Automart (C.7.1.15)^(b)
15. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Golden Belt Telephone Association, Inc. (C.7.1.17)^(b)
16. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Pioneer Communication (C.7.1.18)^(b)
17. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and United Communication Association, Inc. (C.7.1.19)^(b)
18. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Diode Cable Co. (C.7.1.20)^(b)

19. Agreement for Attachment of Communications Facilities to Distribution Poles dated January 1, 2001 between WestPlains Energy Kansas and Mullinville Development Association (C.7.1.21)^(b)
20. Agreement for Attachment of Facilities to Distribution Poles dated March 6, 2002 between WestPlains Energy Kansas, a division of UtiliCorp United Inc. and Galaxy Telecom, L.P.^(b)
21. Agreement for Attachment of Communication Facilities to Distribution Poles dated May 17, 2005 between Aquila, Inc., d/b/a Aquila Networks - WPK and Nex-Tech, Inc.^(b)

Joint Use Agreements

1. Joint Use Agreement dated March 1, 1956 between Western Light & Telephone Company, Inc. and Rural Telephone Service Co., Inc. (C.7.2.1)^(a)
2. Joint Use Agreement dated September 21, 1966 between Western Power & Gas Company, Inc. and United Telephone Company (C.7.2.2)^(a)
3. Joint Use Agreement dated February 10, 1961 between Western Light & Telephone Company, Inc. and The KanOkla Telephone Association, Inc. (C.7.2.3)^(a)
4. Joint Use Agreement dated September 15, 1952 between Western Light & Telephone Company, Inc. and Southwestern Bell Telephone Company (C.7.2.4)^(a)
5. Joint Use Agreement dated February 1, 1960 between Western Light & Telephone Company, Inc. and Wilson Telephone Company (C.7.2.5)^(a)

Jeffrey Energy Center Agreements

1. Agreement for the Construction and Ownership of Jeffrey Energy Center dated January 13, 1975 between The Kansas Power and Light Company, Kansas Gas and Electric Company, Central Telephone & Utilities Corporation and Missouri Public Service Company, as amended by Amendment No. 1 dated May 16, 1977, Amendment No. 2 dated May 24, 1982, Amendment No. 3 dated October 14, 1982 between The Kansas Power and Light Company, Kansas Gas and Electric Company, Centel Corporation and Missouri Public Service Company, Amendment No. 4 dated August 26, 1988 between The Kansas Power and Light Company, Kansas Gas and Electric Company, Centel Corporation and UtiliCorp United Inc., Amendment No. 5 dated August 15, 1991 between The Kansas Power and Light Company, Kansas Gas and Electric Company, Centel Corporation and UtiliCorp United Inc., and Amendment No. 6 dated July 14, 1999 between Western Resources Inc., Kansas Gas and Electric Company and UtiliCorp United Inc. (E.1.1.1.1)^(a)
2. Agreement for the Operation of Jeffrey Energy Center dated June 1, 1978 between The Kansas Power and Light Company, Kansas Gas and Electric Company, Central Telephone & Utilities Corporation and Missouri Public Service Company, as amended by First Amendment dated July 23, 1986 between The Kansas Power and Light Company, Kansas Gas and Electric Company, Centel Corporation and UtiliCorp United Inc., d/b/a

- Missouri Public Service, Second Amendment dated August 26, 1988 between The Kansas Power and Light Company, Kansas Gas and Electric Company, Centel Corporation and UtiliCorp United Inc., and Third Amendment dated December 13, 1993 between Western Resources Inc., Kansas Gas and Electric Company, Missouri Public Service and WestPlains Energy (E.1.1.2.1)
3. Participation Agreement dated August 15, 1991 between UtiliCorp United Inc., Wilmington Trust Company, Financial Leasing Corporation, United Missouri Bank, N.A., Connecticut General Life Insurance Company, INA Life Insurance Company of New York, The Northwestern Mutual Life Insurance Company, Allstate Life Insurance Company, Allstate Life Insurance Company of New York, Canada Life Insurance Company of America, and Canada Life Insurance Company of New York (E.1.1.3.1)^(a)
 4. Lease Agreement dated August 15, 1991 between UtiliCorp United Inc. and Wilmington Trust Company, as amended by Letter Amendment dated May 3, 1996 (E.1.1.4.1)^(a) (E.1.1.20.1)
 5. Centel Warranty Deed dated August 15, 1991 between UtiliCorp United Inc. and Centel Corporation (E.1.1.8.1)
 6. Guaranty dated September 30, 1991 between UtiliCorp United Inc., Wilmington Trust Company, Citicorp, Financial Leasing Corporation, United Missouri Bank, N.A., Connecticut General Life Insurance Company, INA Life Insurance Company of New York, The Northwestern Mutual Life Insurance Company, Allstate Life Insurance Company, Allstate Life Insurance Company of New York, Canada Life Insurance Company of America, and Canada Life Insurance Company of New York (E.1.1.11.1)
 7. Mortgage dated August 15, 1991 between UtiliCorp United Inc. and Wilmington Trust Company (E.1.1.13.1)^(a)
 8. Site and Support Assets Lease dated August 15, 1991 between UtiliCorp United Inc. and Wilmington Trust Company (E.1.1.14.1)^(a)
 9. Support Facilities Agreement dated August 15, 1991 between UtiliCorp United Inc. and Wilmington Trust Company (E.1.1.16.1)^(b)
 10. Jeffrey Energy Center Transmission Agreement dated June 1, 1978 between The Kansas Power and Light Company and Central Telephone & Utilities Corporation, as amended by Amendment No. 1 dated November 17, 1993 between WestPlains Energy and Western Resources (E.1.1.18.1)^(a)
 11. Tax Indemnification Agreement dated August 15, 1991 between UtiliCorp United Inc. and Financial Leasing Corporation (E.1.1.19.1)
 12. Letter Agreement dated September 30, 1991 between UtiliCorp United Inc., Wilmington Trust Company, Financial Leasing Corporation, United Missouri Bank, N.A., Connecticut General Life Insurance Company, INA Life Insurance Company of New York, The Northwestern Mutual Life Insurance Company, Allstate Life Insurance

Company, Allstate Life Insurance Company of New York, Canada Life Insurance Company of America, and Canada Life Insurance Company of New York (E.1.1.21.1)

13. Thirty-Sixth Supplemental Indenture dated August 15, 1991 between UtiliCorp United Inc. and United Missouri Bank, N.A., supplementing the Indenture dated January 1, 1946 (as supplemented and amended by thirty-five supplemental indentures thereto) (E.1.1.22.1)
14. Settlement Agreement dated August 26, 1988 between UtiliCorp United Inc., The Kansas Power and Light Company, Kansas Gas and Electric Company and Central Telephone & Utilities Corporation (E.1.1.23.1)
15. Transmission Agreement dated June 1, 1978 between The Kansas Power and Light Company and Central Telephone & Utilities Corporation, as amended by Amendment No. 1 dated November 17, 1993 between WestPlains Energy and Western Resources (C.4.13) (E.1.1.18.1)^(a)
16. Any contract, agreement, lease, commitment, understanding or instrument to which Seller is a party pursuant to the power of Westar Energy, Inc., as operating agent (as defined in the applicable Jeffrey Energy Center Agreements) of Jeffrey Energy Center, to execute such contracts, agreements, leases, commitments, understandings or instruments on behalf of Seller.

Short and Long Term Purchase Power Agreements

1. Sunflower Holcomb Letter Agreement dated February 25, 1994 between UtiliCorp United Inc., d/b/a WestPlains Energy, and Sunflower Electric Power Corporation, as amended by Amendment to Letter Agreement dated April 14, 2004 between Aquila Networks-WPK and Sunflower Electric Power Corporation (G.3.4.5)
2. Sunflower Capacity Letter Agreement for Utilization of Sunflower Gas-Fired Generation Facilities (Contract No. SEPCUCU990601A) dated November 12, 1998 between UtiliCorp United Inc. and Sunflower Electric Power Corporation, as amended and supplemented by Letter Agreement dated December 3, 1998, Supplemental Letter dated November 26, 2001 and Letter Agreement dated January 28, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Sunflower Electric Power Corporation (G.3.4.6)^(a)
3. Sunflower Operating Agreement for Utilization of Sunflower Gas-Fired Generation Facilities (Contract No. SEPCUCU990601B) dated November 12, 1998 between UtiliCorp United Inc., d/b/a WestPlains Energy, and Sunflower Electric Power Corporation, as amended and supplemented by Letter Agreement dated December 3, 1998, Letter Agreement dated May 31, 2002 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Sunflower Electric Power Corporation and Letter Agreement dated January 28, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Sunflower Electric Power Corporation (G.3.4.7)^(a)
4. Sunflower Joint Marketing for Utilization of Sunflower Gas-Fired Generation Facilities (Contract No. SEPCUCU990601C) dated November 12, 1998 between UtiliCorp United Inc., d/b/a WestPlains Energy, and Sunflower Electric Power Corporation (G.3.4.8)^(a)

Western Area Power Administration Agreements

1. Energy Displacement Agreement (Contract No. 97-RMR-945) dated June 10, 1997 between WestPlains Energy and United States Department of Energy Western Area Power Administration – Rocky Mountain Region, as amended by Amendment No. 1 dated January 12, 2004 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Aquila, Inc., d/b/a Aquila Networks-WPC, and United States Department of Energy Western Area Power Administration – Rocky Mountain Region, Exhibit A Revision No. 2 dated September 30, 2004 and the Western Area Power Administration General Power Contract Provisions (C.4.32)^(a)
2. Letter Agreement dated August 5, 2005 between Aquila, Inc., d/b/a Aquila Networks-WPK, and Aquila, Inc., d/b/a Aquila Networks-WPC

Wind Farm Agreement

1. Power Purchase Agreement 10 MW Gray County, Kansas Wind Farm Project dated September 28, 2004 between Aquila, Inc., d/b/a Aquila Networks, and Midwest Energy, Inc. (C.4.30)^(a)

Personal Property Leases

1. Rental Agreement dated June 29, 1998 between Aquila, Inc. and Francotyp-Postalia, Inc. (B.2.3.1.1)
2. Lease Agreement dated July 6, 2004 between Aquila, Inc. and Brad Murray Rentals, LLC (B.2.3.1.2)
3. Rental Agreement dated March 29, 2004 between Aquila, Inc. and Office Products, Inc. (B.2.3.1.3)
4. Rental Agreement dated April 20, 2005 between Aquila, Inc. and Office Products, Inc. (B.2.3.1.4)
5. Lease Agreement dated October 31, 2003 between Aquila, Inc. and Dealers Leasing, Inc., as amended by Supplement dated October 31, 2003 (B.2.3.1.5)
6. Rental Agreement dated June 19, 2004 between Aquila, Inc. and Office Products, Inc. (B.2.3.1.6)

Severance Agreement

1. Severance Compensation Agreement between Aquila, Inc. and Stephen L. Ferry dated June 3, 2005.

Master Construction Agreement

1. Master Construction Agreement dated February 15, 2000 between UtiliCorp United Inc. and Par Electrical Contractors, Inc. as amended by Amendment No. 1 dated February 15, 2000, Amendment No. 2 dated October 29, 2001 (C.5.1.45) and further amended by Amendment No. 3 dated September 1, 2005, to the extent such Master Construction Agreement, as amended, relates specifically to Aquila, Inc.'s Kansas Electric division, and specifically, those certain Contract Orders issued pursuant to the amended Master Construction Agreement, all dated as of September 1, 2005, which include Contract Order No. 12315, Contract Order No. 12316 and Contract Order No. 12317.

Schedule 5.13(b)
Franchises

Certain of the Franchises (i) have expired by their express terms or may expire prior to Closing by their express terms, (ii) are missing one or more pages, exhibits, or schedules, or (iii) may not have been fully executed by the parties. To the extent such issues affect the validity, binding effect, or enforceability of any Franchise with regard to any or all of the parties thereto, such issues will not be a basis for claiming a breach of any representation or warranty of Seller in the Agreement. Furthermore, the disclosure by Seller of the existence or terms of any Franchise to Buyer in connection with the transactions contemplated by the Agreement, or to any other party in connection with the proposed or potential sale of the Business or the Purchased Assets to that party, will not be a basis for claiming a breach of any representation or warranty of Seller in the Agreement.

Franchises marked with ^(a) require consent from one or more parties for assignment. Franchises marked with ^(b) require notice to one or more parties for assignment.

1. Ordinance No. 1057 dated October 16, 2003, of the City of Cawker, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.2)
2. Ordinance No. 934 dated November 22, 2004, of the City of Cimarron, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.3)
3. Ordinance No. 461 dated January 18, 1988, of the City of Glasco, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.4)
4. Ordinance No. 474 dated December 2, 1987, of the City of Glen Elder, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.5)
5. Ordinance No. 902 dated August 11, 2003, of the City of Greensburg, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.6)
6. Ordinance No. 1625 dated November 13, 1986, of the City of Kingman, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.7)
7. Ordinance No. 318 dated April 8, 1992, of the City of Lucas, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc (A.4.1.8)
8. Ordinance No. 621 dated June 13, 1990, of the City of Mankato, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.9)
9. Ordinance No. 1491 dated February 19, 2003, of the City of Stockton, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.10)
10. Ordinance No. 165A dated April 10, 1995, of the City of Agenda, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.11)

11. Ordinance No. 183 dated July 9, 2004, of the City of Agra, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.12)
12. Ordinance No. 4C dated July 27, 1988, of the City of Alexander, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.13)
13. Ordinance No. 360 dated July 13, 1987, of the City of Almena, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.14)
14. Ordinance No. 399 dated February 13, 1997, of the City of Argonia, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.15)
15. Ordinance No. 133 dated April 3, 1989, of the City of Athol, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.16)
16. Ordinance No. 96-1 dated September 17, 1996, of the City of Aurora, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.17)
17. Ordinance No. 206 dated July 6, 1994, of the City of Barnes, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.18)^(a)
18. Ordinance No. 219 dated June 10, 1991, of the City of Bazine, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.19)
19. Ordinance No. 220 dated April 20, 1988, of the City of Bison, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.20)
20. Ordinance No. 150 dated July 29, 1987, of the City of Bluff City, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.21)
21. Ordinance No. 63 dated March 25, 1987, of the City of Brownell, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.22)
22. Ordinance No. 681 dated July 18, 1988, of the City of Bucklin, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.23)
23. Ordinance No. 204 dated July 31, 1995, of the City of Bunker Hill, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.24)
24. Ordinance No. 312 dated April 20, 1988, of the City of Burr Oak, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.25)
25. Ordinance No. 41 dated February 20, 1991, of the City of Byers, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.26)

26. Ordinance No. 1204 dated July 27, 1988, of the City of Caldwell, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.27)
27. Ordinance No. 49 dated June 17, 1987, of the City of Cedar, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.28)
28. Ordinance No. 379 dated March 22, 1989, of the City of Clifton, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.29)
29. Ordinance No. 612 dated December 14, 1988, of the City of Clyde, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.30)
30. Ordinance No. 151 dated November 9, 1988, of the City of Coats, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.31)
31. Ordinance No. 1999-1 dated February 9, 2000, of the City of Coldwater, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.32)
32. Ordinance No. 2541 dated June 27, 1990, of the City of Concordia, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.33)^(a)
33. Ordinance No. 1182 dated May 17, 1989, of the City of Conway Springs, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.34)
34. Ordinance No. 149 dated December 17, 1986, of the City of Copeland, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.35)
35. Ordinance No. 889 dated August 24, 1987, of the City of Courtland, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.36)
36. Ordinance No. 295 dated November 7, 1996, of the City of Cuba, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.37)
37. Ordinance No. 36 dated June 21, 1988, of the City of Cullison, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.38)
38. Ordinance No. 237 dated February 5, 1987, of the City of Cunningham, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.39)
39. Ordinance No. 2003-1 dated September 18, 2003, of the City of Damar, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.40)
40. Ordinance No. 87 dated February 10, 1997, of the City of Danville, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.41)

41. Ordinance No. 3074 dated March 2, 1994, of the City of Dodge City, Kansas, granting a non-exclusive franchise to UtiliCorp United Inc., d/b/a WestPlains Energy (A.4.1.42)^(a)
42. Ordinance No. 200 dated May 12, 1997, of the City of Dorrance, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.43)
43. Ordinance No. 799 dated September 10, 1987, of the City of Downs, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.44)
44. Ordinance No. 2928 dated June 21, 2004, of the City of Ellsworth, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.45)
45. Ordinance No. 154 signed October 3, 1988, of the City of Englewood, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.46)
46. Ordinance No. 114 dated June 10, 1988, of the City of Ensign, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.47)
47. Ordinance No. 151 dated July 7, 1989, of the City of Esbon, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.48)
48. Ordinance No. 138 dated May 23, 1988, of the City of Ford, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.49)
49. Ordinance No. 404 dated June 16, 1993, of the City of Formosc, Kansas, granting a non-exclusive franchise to WestPlains Energy (A.4.1.50)
50. Ordinance No. 268 dated October 11, 1989, of the City of Fowler, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.51)
51. Ordinance No. 29 dated November 20, 1996, of the City of Freeport, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.52)
52. Ordinance No. 120 dated August 15, 1990, of the City of Galatia, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.53)
53. Ordinance No. 320 dated February 18, 1987, of the City of Gaylord, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.54)
54. Ordinance No. 47 dated August 26, 1987, of the City of Glade, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.55)
55. Ordinance No. 4083 dated October 23, 2002, of the City of Great Bend, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.56)
56. Ordinance No. 402 dated August 10, 1988, of the City of Greenleaf, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.57)

57. Ordinance No. 353 dated March 10, 1993, of the City of Haddam, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.58)
58. Ordinance No. 169 dated October 5, 1988, of the City of Hardtner, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.59)
59. Ordinance No. S-256 signed April 8, 1996, of the City of Harper, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.60)
60. Ordinance No. 300 dated June 14, 1989, of the City of Haviiland, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.61)
61. Ordinance No. 188 dated January 26, 1988, of the City of Hazelton, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.62)
62. Ordinance No. 101 dated September 29, 1986, of the City of Hunnewell, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.63)
63. Ordinance No. 170 dated January 10, 1990, of the City of Hunter, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.64)
64. Ordinance No. 183 dated April 21, 1988, of the City of Ingalls, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.65)
65. Ordinance No. 338 dated February 15, 2000, of the City of Jamestown, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.66)
66. Ordinance No. 554 dated January 13, 1988, of the City of Jewell, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.67)
67. Ordinance No. 344 dated June 17, 1987, of the City of Kensington, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.68)
68. Ordinance No. 211 dated August 7, 2003, of the City of Kirwin, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.69)
69. Ordinance No. 95 dated April 12, 1989, of the City of Kismet, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.70)
70. Ordinance No. 1167 dated January 2, 1990, of the City of Lebanon, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.71)
71. Ordinance No. 3963 dated August 15, 1989, of the City of Liberal, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.72)^(a)

72. Ordinance No. 111 dated March 13, 1995, of the City of Liebenthal, Kansas, granting a non-exclusive franchise to WestPlains Energy (A.4.1.73)
73. Ordinance No. 249 dated April 25, 1988, of the City of Linn, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.74)
74. Ordinance No. 582 dated December 15, 2004, of the City of Logan, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.75)
75. Ordinance No. 125 signed October 10, 1998, of the City of Long Island, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.76)
76. Ordinance No. 162 signed May 19, 1997, of the City of Lorraine, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.77)
77. Ordinance No. 200 dated May 9, 1990, of the City of Mahaska, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.78)
78. Ordinance No. 73 dated April 21, 1988, of the City of Mayfield, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.79)
79. Ordinance No. 224 dated December 13, 1985, of the City of McCracken, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.80)
80. Ordinance No. 710 dated January 10, 1990, of the City of Medicine Lodge, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.81)
81. Ordinance No. 154 dated April 20, 1988, of the City of Milan, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.82)
82. Ordinance No. 1988-01 dated April 20, 1988, of the City of Minneola, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.83)
83. Ordinance No. 124 dated November 2, 1988, of the City of Morrowville, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.84)
84. Ordinance No. 222 dated April 20, 1988, of the City of Mullinville, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.85)
85. Ordinance No. 131 dated January 10, 1990, of the City of Munden, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.86)
86. Ordinance No. 116 dated May 3, 1995, of the City of Narka, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.87)
87. Ordinance No. 99 dated June 22, 1988, of the City of Nashville, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.88)

88. Ordinance No. 265 dated April 20, 1988, of the City of Natoma, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.89)
89. Ordinance No. 658 dated July 13, 2004, of the City of Ness City, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.90)
90. Ordinance No. 305 dated June 14, 1989, of the City of Norwich, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.91)
91. Ordinance No. 130 dated August 1, 1989, of the City of Olmitz, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.92)
92. Ordinance No. 162 dated April 20, 1988, of the City of Otis, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.93)
93. Ordinance No. 212 dated June 21, 2000, of the City of Palco, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.94)
94. Ordinance No. 169 dated June 30, 1993, of the City of Palmer, Kansas, granting a non-exclusive franchise to WestPlains Energy (A.4.1.95)
95. Ordinance No. 109 dated May 14, 2003, of the City of Paradise, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.96)
96. Ordinance No. 1990-1 dated November 21, 1990, of the City of Penalosa, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.97)
97. Ordinance No. 1176 dated January 11, 1989, of the City of Phillipsburg, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.98)
98. Ordinance No. 528 dated February 28, 2005, of the City of Plains, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.99)^(a)
99. Ordinance No. S-126 dated September 11, 1986, of the City of Plainville, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.100)
100. Ordinance No. 124 dated June 21, 1989, of the City of Portis, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.101)
101. Ordinance No. 39 dated October 20, 1988, of the City of Prairie View, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.102)
102. Ordinance No. 221 dated November 22, 2004, of the City of Randall, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.103)
103. Ordinance No. 257 dated September 4, 2002, of the City of Ransom, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.104)

104. Ordinance No. 144 dated July 15, 1987, of the City of Republic, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.105)
105. Ordinance No. 316 dated September 23, 2002, of the City of Satanta, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.106)^(a)
106. Ordinance No. 130 dated November 15, 1989, of the City of Sawyer, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.107)
107. Ordinance No. 391 dated September 19, 2003, of the City of Scandia, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.108)
108. Ordinance No. 10 dated December 8, 1975, of the City of Schoenchen, Kansas, granting a non-exclusive franchise to Central Telephone & Utilities Corporation (A.4.1.109)
109. Ordinance No. 188 dated January 3, 1989, of the City of Scottsville, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.110)
110. Ordinance No. 216 dated August 8, 2001, of the City of Sharon, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.111)
111. Ordinance No. 215 dated June 6, 1988, of the City of Simpson, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.112)
112. Ordinance No. 795 dated May 6, 1987, of the City of Smith Center, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.113)
113. Ordinance No. 255 dated December 3, 1986, of the City of South Haven, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.114)
114. Ordinance No. 501-A dated May 12, 1989, of the City of Spearville, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.115)
115. Ordinance No. 40 dated January 13, 1988, of the City of Speed, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.116)
116. Ordinance No. 137 dated June 18, 1986, of the City of Spivey, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.117)
117. Ordinance No. 312 dated November 27, 1996, of the City of Sublette, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.118)
118. Ordinance No. 53 dated July 1, 1991, of the City of Sun City, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.119)
119. Ordinance No. 552 dated July 8, 1980, of the City of Susank, Kansas, granting a non-exclusive franchise to Central Telephone & Utilities Corporation (A.4.1.120)

120. Ordinance No. 87-1 dated May 20, 1987, of the City of Sylvan Grove, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.121)
121. Ordinance No. 83 dated June 21, 1988, of the City of Timken, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.122)
122. Ordinance No. 759 dated September 23, 2002, of the City of Tipton, Kansas, granting a non-exclusive franchise to Aquila, Inc., d/b/a Aquila Networks (A.4.1.123)
123. Ordinance No. 170 dated May 21, 1986, of the City of Utica, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.124)
124. Ordinance No. 1997-1 dated November 14, 1997, of the City of Vining, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.125)
125. Ordinance No. 80 dated October 17, 1990, of the City of Viola, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.126)
126. Ordinance No. 728 dated September 5, 2000, of the City of Waldo, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.127)
127. Ordinance No. 126 dated September 27, 1989, of the City of Wilmore, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.128)
128. Ordinance No. 8 dated May 8, 2001, of the City of Woodston, Kansas, granting a non-exclusive franchise to WestPlains Energy, a division of UtiliCorp United Inc. (A.4.1.129)
129. Ordinance No. 118 dated June 27, 1990, of the City of Zenda, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.130)
130. Ordinance No. 123 dated February 9, 1988, of the City of Zurich, Kansas, granting a non-exclusive franchise to Centel Corporation (A.4.1.131)
131. Ordinance No. S-84 dated February 24, 1992, of the City of Anthony, Kansas, granting a non-exclusive franchise to WestPlains Energy (A.4.1.132)

Schedule 5.14
Legal Proceedings and Orders

Schedule 5.15
Permits

1. Franchises listed on Schedule 5.13(b).
2. UtiliCorp United Inc. Open Access Transmission Tariff – WestPlains Energy – Kansas (FERC).
3. Aquila, Inc. Market Based Power Sales Tariff, FERC Electric Tariff, Third Revised Volume No. 28.
4. The Certificates of Public Convenience and Necessity authorized and issued by the KCC for Kansas Electric.
5. The following Federal Communications Commission Wireless Telecommunications Bureau – Radio Station Authorizations (A.5.4.2):

<u>Radio Service</u>	<u>Call Sign</u>	<u>Expiration Date</u>	<u>Transmitter City</u>	<u>Use</u>
MG	WNTN375	11/04/08	Heizer	Microwave
IG	WPJQ687	09/09/11	Russell	Two-Way Radio
IG	KAB210	10/02/11	Liberal	Two-Way Radio
IG	WNWD846	10/22/11	Great Bend	Radio Station
IG	KAB211	10/29/11	Dodge City	Two-Way Radio
IG	KAG230	10/29/11	Kismet	Two-Way Radio
IG	KAG703	10/29/11	Downs	Two-Way Radio
IG	KAG234	10/29/11	Smith Center	Two-Way Radio
IG	KAG700	10/29/11	Caldwell	Two-Way Radio
IG	KAG702	10/29/11	Plainville	Two-Way Radio
IG	KAG706	10/29/11	Ellsworth	Two-Way Radio
IG	KAK511	10/29/11	Great Bend	Two-Way Radio
IG	KAG233	10/29/11	Medicine Lodge	Two-Way Radio
IG	KAG704	10/29/11	Ness City	Two-Way Radio
MG	WNEO204	11/22/11	Heizer	MAS
MG	WNTF459	11/22/11	Dodge City	MAS
IG	KAG231	12/27/11	Concordia	Two-Way Radio
MG	WNTI452	12/17/11	Liberal	MAS
IG	KAG232	12/30/11	Great Bend	Two-Way Radio
IG	KAG705	02/03/12	Phillipsburg	Two-Way Radio
IG	KAJ597	02/06/12	Coldwater	Two-Way Radio
IG	KAB209	02/07/12	Fort Dodge	Two-Way Radio
MG	WNTN303	05/11/12	Russell	MAS
IG	KAH772	08/30/13	Harper	Two-Way Radio
MG	WNTN376	05/12/12	Stickney	Microwave – Repeater
MG	WNTN377	05/12/12	Russell	Microwave
IG	KA5649	10/02/11	Statewide	Two-Way Radio

6. The following Federal Communications Commission – Antenna Structure Registrations (A.5.4.3):

<u>FCC Registration Number (FRN)</u>	<u>Antenna Structure Registration Number</u>	<u>Issue Date</u>	<u>Location</u>
0002506053	1045697	02/09/04	14 th and Soule Dodge City, KS
None provided	1207031	04/01/02	Company Power Plant Phillipsburg, KS

Schedule 5.17
Insurance

Schedule 6.3
Buyer's Consents and Approvals

Schedule 7.1
Conduct of Business

1. Ongoing conduct of regulatory and other legal matters disclosed in Article V or arising as a result of any request, action, or notification (formal or informal) by or from any Governmental Entity, or as a result of any Claims, Law or Order.
2. Sale of obsolete equipment pursuant to the Exclusive Brokering Agreement dated June 6, 2000 between Aquila, Inc. and Sugar Industry Equipment, Inc. (C.5.1.98).
3. Sale of renewable energy credits associated with the Gray County Wind Farm from July 1, 2005 through June 30, 2006; provided, however, that if the Closing occurs prior to June 30, 2006, at Closing Seller will assign to Buyer all proceeds received or to be received with respect to the portion of such renewable energy credits that constitute, pursuant to Section 7.4(e) of the Agreement, Allocated Rights and Obligations of Buyer with respect to the period from the Effective Time through June 30, 2006.

Although in the ordinary course of business, the following may occur following the date hereof, and are set forth on this Schedule for informational purposes:

1. Judson Large cooling water purification project. Consists of installing reverse osmosis units and deep well injection. See also matters set forth on Schedule 5.10(e).
2. Transmission project involving determining a final solution and resolving reliability issues in central Kansas. May consist of Statcom and capacitor bank installation at Plainville Substation.

Schedule 7.4(e)
Shared Agreements

Schedule 7.9(a)
Unions

1. The International Brotherhood of Electrical Workers, Local No. 304.
2. Business Employees covered by the Collective Bargaining Agreement set forth on Schedule 5.11.

Schedule 7.9(b)
Severance Compensation Agreements

Schedule 7.9(d)(ii)-(A)
Other Plan Participants

Abel, Jimmy
Ackerman, Victor J.
Alexander, Michael
Alexander, Thomas
Allen, Jack D.
Amerin, Ignatuis
Anderson, Raymond G.
Anspaugh, Marleeta
Appleby, Gary
Armstrong, Rosalee
Arnett, Robert K.
Arning, Elnor.
Arnold, Kenneth A.
Baker, Delta M.
Barker, Charles E.
Barger, Jan
Barnes, Marvin E.
Base, Sharon
Bates, Loren E.
Behrens, Robert E.
Birzer, Lewis J.
Black, Donald S.
Blaylock, Connie J.
Bokelman, Brent
Bombardier, Legouri A.
Bossingham, Jerry D.
Bowers, Elfrieda A.
Brackeen, Bonnie M.
Brewer, Kenneth L.
Bright, Vera
Briscoe, Donald G.
Briscoe, Jr, John T.
Brown, Eugene H.
Brown, Joseph M.
Brown, Raymond
Bryant, Elmer C.
Burgess, Charles F.
Buss, Kenneth B.
Byrum, Nettie M.
Calhoun, Joan
Callies, Patrick A.
Carlyle, Clarence
Carson, David A.
Chizek, Joe E.
Clark, Margaret
Colborn, John
Combs, Melvin J.
Conner, Jay
Cope, Marvin
Courville, Donald J.
Crooks, Charlene M.
Cummings, Cecil C.
Dart, Gary L.
Davidson, Darrell D.
Davis, Daina
Davis, Dale E.
Dearmond, Harry L.
Deaver, Steven
Debes, Eugene P.
Delaney, Homer C.
Demel, Bernard
Denton, Robert G.
Denton, Ronald E.
Dillon, Ardean
Dolechek, Cynthia
Dolley, Ricky A.
Drach, Marvin, L.
Dumler, Betty J.
Dunham, Theadore J.
Dunlap, Susan A.
Duran, Abelino
Durand, Jadean F.
Durheim, Janet L.
Durheim, Robert
Dyson, Lyle I.
Edgett, Norman W.
Edwards, Charles F.
Ellis, Thomas
Endsley, Garry W.
Erickson, Frances L.
Etheridge, Vanessa A.
Eustice, Evelyn
Evans, Edwin R.
Eversole, Delores
Falcon, Antonio
Fazel, Jr, John
Felkel, Jerry E.
Fellhoeiter, Carol
Fenstermaker, Lyle B.
Flowers, Deborah K.
Foltz, Jack H.
Foster, Wade S.
Fowler, Timothy W.
French, Eugene V.
Garrett, Eugene
Garrigues, Mary L.
George, David
Gleason, Lynn G.
Grabosch, Marie M.
Gray, Bryan
Grimshaw, Joyce A.
Gum, Carolyn Sue
Gum, Harry M.
Gum, Ruby E.
Hallett, Eugene E.
Halling, Dale (ret. 9/1/2005)
Harding, Lewis
Harmony, Karl D.
Harris, David A.
Harrold, Terry G.
Hartley, Charles
Harwood, Keith
Helin, Kent
Helm, William A.
Henke, Rodney B.
Herl, Kenneth
Herndon, A. Jean
Hess, Michael S.
Higgins, Ellis L.
Hill, Glenn
Hines, Karla A.
Hodges, Frank
Honeycutt, Elmer
Hoover, William
Hoskins, Herbert D.
House, Billie J.
House, Vernice
Hubbard, Jackson D.
Hubert, Albert A.
Huslig, Paul A.
Hutchison, Gertrude G.
Irvin, Carl O.
Irvin, Elliott L.
Janda, Richard
Jimison, Larry W.
Johnson, Albert W.
Johnson, Arden
Johnson, Benjamin

Johnson, Harold L.
Johnson, Kay R.
Johnson, Larry D.
Jones, Carol J.
Jones, William M.
Jordan, Clifford R.
Jordan, Robert A.
Juergensen, Allen M.
Kaizer, James
Kearns, Darlene M.
Kelsey, Jimmy
Kepka, Blanche J.
Killingsworth, Mearl
Kinder, Marvalena
Kindsvater, Wayne
Kingsbury, Tracy
Kinion, Emery B.
Klaus, Timothy
Koehn, Teresa
Kottas, Lawrence L.
Kraft, Elden M.
Kubik, Mary J.
Kuck, Clayton D.
Labes, Janet
Lange, Jerry
Leet, Hermine J.
Lemon, Richard
Lewis, Wayne
Luse, Richard D.
Lytle, Vernon W.
Maier, Albert
Malone, Donald W.
Marrs, Denise I.
Mason, Danny J.
Mason, Kenneth
Massoni, Pamela C.
Mayrath, Sandra L.
McComb, Richard
McCulley, James W.
McDonald, Gerald J.
McFann, Susan A.
McMahan, James D.
McMosley, Margo C.
McMullen, Benjamin
McMullen, John
Medina, Lorenzo
Meister, John Paul
Menke, Byron D.
Merten, Jack L.

Mickey, James
Miles, Donald
Miller, Albert
Million, Duane R.
Moore, Esther
Moore, Larry D.
Moore, Mary E.
Moran, Madeline E.
Munsch, Gerald D.
Nau, Mary L.
Neal, Robert E.
Neese, Jerrold A.
Newell, Constance R.
Newlin, Gaye N.
Newton, Jr., Ilo
Nickeson, Crosby Patricia
Nobert, Damian C.
Norman, Varae M.
Ochs, Lorenz E.
Oliver, James W.
Olivier, Robert
Olson, Elsie
Olson, Thomas
Osborne, Eldon
Owens, Linda E.
Paquette, Richard
Parsons, Doneta
Partridge, William P.
Payne, John
Pennington, Jerry
Pentico, Derry N.
Perkins, Brenda
Peterson, Robert E.
Pflughoeft, Donald
Plowman, Lloyd
Price, Connie J
Prutch, Frederick
Quinley, Bette J.
Ranker, David V.
Reeves, Dale I.
Regier, Roy D.
Rhodes, Charleen
Robbins, Lavern
Roberts, Arthur H.
Robins, Don D.
Rodriguez, Thomas M.
Rohr, Levane
Rohrbaugh, Charles
Salmans, Neil D.

Sanchez, Louis
Schaller, Mary
Schenk, Norma
Schilling, Larry
Schmidtberger, Paul F.
Schneweis, David
Schulte, Rodney L.
Schwindt, Edward R.
Seidl, Francis
Serpan, Emil
Shaffer, Jerry
Sheldon, Lydia
Shrader, Merl
Shubert, Ronald
Simon, Tammie Sue
Sims, J.
Smith, Helen
Smith, Jonathan C.
Soucek, Martha
Spencer, Charlene E.
Sprott, Jean M.
Stach, Robert
Stauth, Vera
Stecklein, Steve
Stegman, Kenneth W.
Stoecklein, Jerry J.
Stoecklein, Virginia
Stone, Melvin E.
Stos, Joseph C.
Stucker, Delores
Stutsman, Leonard.
Sullivan, Dan G.
Sunley, Kathelene C.
Svaty, Gordon K.
Tannahill, Clarence
Tenbrink, Larry H.
Thompson, Earl R.
Thul, Esther L.
Tiede, Murietta
Tiede, Ray E.
Tiede, Wallace
Toman, Jacqueline J.
Townes, D. Colleen
Trost, Velma
Turner, Doris
Underwood, Walter C.
Unruh, Laramie
Vang, Jerry J.
Veeder, Merton H.

Vice, Clarence
Vignery, Kenneth E.
Vose, Dale L.
Wallace, Lula
Watson, Lawana S.
Weathers, Leroy
Wendel, Jerry P.
Wetzel, Hazel
White, Frank
White, Willie J.
Widen, Clarence
Williams, Alvin D.
Wilson, Joy A.
Wilson, Tanya J.
Wineinger, Kent
Winfrey, Juanita S.
Winsor, Arlo
Witchey, Robert
Wolf, Martha J.
Wolfe, Daniel J.
Wondra, Robert J.
Woods, Glenda
Woolwine, Bobby
Wright, Steven L.
Young, Dorsey
Yunker, Dawna
Zink, Larry
Zorn, Loretta C.

Individuals who have rights
to vested pension benefits of
a current or former Business
Employee by reason of a
Qualified Domestic
Relations Order.

Schedule 7.9(d)(ii)(D)(1)
Grandfathered Individuals

RETIREES:

<u>Name</u>	<u>Type of Health Coverage*</u>	<u>Retiree Life Insurance Amount</u>	<u>Retiree Group Code</u>
Abel, Jimmy	None	\$10,000	RAVAZB
Ackerman, Victor J.	Single	\$5,000	RABABA
Alexander, Ruth	Single	None	RBPAZK
Alexander, Michael	None	\$5,000	RBDABA
Amerin, Ignatuis	None	\$10,000	RAVAZB
Anspaugh, Marleeta	None	\$5,000	RBDABA
Appleby, Gary	Single	\$5,000	RBDABA
Armstrong, Rosalee	Single	None	SATAZZ
Arnett Robert, K.	None	\$10,000	RAVAZB
Arning, Elnor	Single	None	RBPAZK
Baker, Delta M	Dual	\$27,500	RAAAZE
Barker, Beulah	Single	None	RAAAZK
Barnes, Marvin E.	Single	\$22,500	RAAAZE
Bates, Loren E.	Dual	\$10,000	RAUAZB
Birzer, Lewis J.	Single	\$10,000	RAUAZB
Blaylock, Connie J.	None	\$5,000	RABABA
Bombardier, Legouri A.	Dual	\$22,500	RAAAZK
Bossingham, Jerry D.	Single	\$40,000	RAAAZE
Bowers, Elfrieda A.	Single	\$20,000	RAAAZK
Brackeen, Bonnie, M.	Dual	\$10,000	RAUAZB
Brewer, Kenneth L.	Dual	\$10,000	RAUAZB
Bright, Vera	Single	None	SATAZZ
Briscoe Jr., John T.	None	\$10,000	RAVAZB
Briscoe, Donald G.	None	\$10,000	RAVAZB
Brooks, Phyllis	Single	None	RAUAZB
Brown, Eugene H.	Single	\$37,500	RBPAZK
Brown, Joseph M.	Dual	\$32,500	RAAAZK
Buss, Kenneth B.	Dual	\$32,500	RAAAZK
Byrum, Nettie M.	Dual	\$20,000	RAAAZE
Calhoun, Joan	Single	None	RBPAZK
Carson, David A.	None	\$10,000	RABABB
Chizek, Joe E.	Dual	\$10,000	RAUAZB
Clark, Margaret	Single	None	SYTAZZ
Colborn, John	Dual	\$10,000	RBWEOB

<u>Name</u>	<u>Type of Health Coverage*</u>	<u>Retiree Life Insurance Amount</u>	<u>Retiree Group Code</u>
Cope, Marvin	None	\$10,000	RBDABB
Courville, Donald J.	Dual	\$10,000	RAUAZB
Crooks, Charlene M.	Dual	\$10,000	RAUAZB
Cummings, Cecil C.	Single	\$20,000	RBPZAK
Dart, Gary L.	Dual	\$10,000	RAVAZB
Davidson, Darrell D.	Dual	\$10,000	RAUAZB
Davis, Dale E.	None	\$10,000	RAVAZB
Dearmond, Harry L.	Dual	\$10,000	RAUAZB
Debes, Eugene P.	Single	\$10,000	RAVAZB
Delaney, Homer C.	None	\$5,000	RABABA
Demel, Bernard	None	\$10,000	RAUAZB
Denton, Ronald E.	Spouse Only	\$5,000	RBDABA
Denton, Robert G.	Dual	\$10,000	RAVAZB
Desilet, Emma	Single	None	SATAZZ
Dillon, Ardean	Dual	\$27,500	RAAAZK
Dumler, Arlene	None	\$17,500	RBPZAE
Dumler, Betty J.	Dual	\$20,000	RAAAZE
Dunham, Theadore J.	Spouse Only	\$5,000	RABABA
Durand, Jadean F.	None	\$10,000	RBDABB
Dyson, Lyle I.	Dual	\$25,000	RAAAZK
Edgett, Norman W.	None	\$10,000	RBDABB
Edwards, Charles F.	Single	\$80,000	RBPZAE
Ellis, Thomas	Dual	\$5,000	RBWEOA
Eustice, Evelyn	Single	None	RBPZAK
Evans, Edwin R.	None	\$10,000	RAVAZB
Eversole, Delores	Single	None	RAUAZB
Ewing, Mary	Single	None	RBPZAE
Falcon, Antonio	None	\$5,000	RABABA
Fazel, Jr., John	Dual	\$20,000	RAAAZK
Felkel, Jerry E.	Single	\$10,000	RAUAZB
Fellhoelter, Carol	Single	\$5,000	RBDABA
Fenstermaker, Lyle B.	Dual	\$87,500	RBPZAK
Foltz, Jack H.	Dual	\$25,000	RBPZAK
Fouts, Leora	Single	None	RBPZAK
French, Eugene V.	Single	None	RAAAZK
Gagna, Gladys	Single	None	RAAAZK
Garrigues, Mary L.	None	\$10,000	RAUAZB
Gelvin Sr, Betty	Single	None	RBPZAK
Grabosch, Marie M.	Single	\$15,000	RBPZAK
Gray, Bryan	Single	\$1,000	RBPZAK

<u>Name</u>	<u>Type of Health Coverage*</u>	<u>Retiree Life Insurance Amount</u>	<u>Retiree Group Code</u>
Grimshaw, Joyce A.	Single	\$7,500	RAAAZE
Groves, Cora	Single	None	RBPAZK
Gum, Harry M.	Single	\$25,000	RBPAZK
Gum, Ruby E.	Single	\$12,500	RAAAZK
Hageman, Marjorie	Single	None	SATAZZ
Hagen, Dolores	Single	None	RBPAZK
Hallett, Eugene E.	Dual	\$10,000	RAUAZB
Halling, Dale (Ret. 9/1/2005)	Dual	\$10,000	RBWEOB
Harding, Lewis	Dual	\$30,000	RBPAZK
Harmony, Karl D.	None	\$5,000	RABABA
Hartley, Charles	Dual	\$5,000	RBWEOA
Helm, William A.	Dual	\$35,000	RAAAZE
Henke, Rodney B.	Dual	\$10,000	RABABB
Herndon, A. Jean	None	\$5,000	RBDABA
Hill, Glenn	Dual	\$22,500	RAAAZE
Hoover, William	Dual	\$40,000	RAAAZK
House, Vernice	Single	\$15,000	RAAAZK
House, Billie J.	Dual	\$32,500	RAAAZE
Hubbard, Jackson D.	Dual	\$10,000	RAUAZB
Hubert, Albert A..	Dual	\$22,500	RBPAZK
Huslig, Paul A.	None	\$10,000	RAUAZB
Irvin, Carl O.	Dual	\$27,500	RBPAZK
Janda, Richard	Dual	\$30,000	RAUAZY
Johnson, Arden	Single	\$22,500	RAAAZK
Johnson, Benjamin	Dual	\$22,500	RBPAZK
Johnson, Albert W.	None	\$5,000	RBDABA
Johnson, Harold	Single	\$10,000	RBWEOB
Johnson, Kay R.	None	\$5,000	RABABA
Johnson, Larry D.	None	\$10,000	RABABB
Jones, Carol J.	None	\$10,000	RAVAZB
Jordan, Clifford R.	Dual	\$10,000	RAUAZB
Jordan, Robert A.	Dual	\$10,000	RAUAZB
Juergensen, Allen M.	Single	\$35,000	RAAAZK
Kearns, Darlene M.	None	\$10,000	RAVAZB
Kelsey, Jimmy	Single	\$10,000	RAUAZB
Kepka, Blanche J.	Single	\$10,000	RAUAZB
Killingsworth, Mearl	Single	\$15,000	RBPAZE
Kinder, Marvalena	Single	None	RAUAZB
Kinion, Emery B.	Dual	\$22,500	RBPAZK
Kottas, Lawrence L.	None	\$10,000	RAVAZB

<u>Name</u>	<u>Type of Health Coverage*</u>	<u>Retiree Life Insurance Amount</u>	<u>Retiree Group Code</u>
Kraft, Elden M.	Dual	\$37,500	RAAAZE
Kubik, Mary J.	Single	\$1,000	RBPAAZK
Kuck, Clayton D.	None	\$10,000	RAVAZB
Labes, Janet	None	\$10,000	RBDABB
Lake, Clara	Single	None	RAAAZK
Lange, Jerry	None	\$5,000	RABABA
Leet, Hermine J.	Single	\$17,500	RAAAZK
Lewis, Wayne	Dual	\$5,000	RBDABA
Luse, Richard D.	Single	\$17,500	RBPAAZK
Maier, Albert	None	\$5,000	RBDABA
Malone, Donald W.	Dual	\$10,000	RABABB
Mason, Kenneth	Dual	\$37,500	RAAAZK
McCulley, James W.	Dual	\$40,000	RAAAZE
McDonald, Gerald J.	None	\$10,000	RABABB
McMahan, James D.	None	\$5,000	RABABA
McMullen, Benjamin	Single	\$5,000	RBDABA
McMullen, John	None	\$10,000	RAVAZB
Medina, Lorenzo	Dual	\$10,000	RAAAZK
Mehler, Ruth	Single	None	SATAZZ
Meister, John Paul	None	\$12,500	RAAAZE
Menke, Byron D.	Single	\$27,500	RBPAAZK
Merten, Jack L.	Dual	\$20,000	RAAAZK
Mickey, James	Spouse Only	\$10,000	RBDABB
Miller, Albert	Dual	\$22,500	RAAAZK
Million, Duane R.	None	\$10,000	RABABB
Moore, Esther	Single	None	RAAAZK
Moore, Larry D.	None	\$5,000	RBDABA
Moore, Mary E.	None	\$10,000	RAVAZB
Moran, Madeline E.	Dual	\$12,500	RBPAAZK
Munsch, Gerald D.	Dual	\$10,000	RAUAZB
Myers, Mildred	Single	None	RBPAAZK
Neal, Robert E.	Dual	\$32,500	RAAAZK
Neese, Jerrold A.	Single	\$10,000	RAUAZB
Newlin, Gaye N.	None	\$10,000	RAUAZB
Newton Jr., Ilo	None	\$10,000	RAUAZB
Nobert, Damian C.	Dual	\$27,500	RBPAAZK
Ochs, Lorenz E.	Dual	\$27,500	RBPAAZK
Olivier, Robert	Dual	\$42,500	RBPAAZK
Olson, Elsie	Dual	\$12,500	RBPAAZK
Orazen, Mary	Single	None	SYTAZZ

<u>Name</u>	<u>Type of Health Coverage*</u>	<u>Retiree Life Insurance Amount</u>	<u>Retiree Group Code</u>
Osborne, Eldon	Dual	\$37,500	RAAAZE
Paquette, Richard	None	\$10,000	RABABB
Pennington, Jerry	Dual	\$10,000	RAVAZB
Peterson, Robert E	Dual	\$10,000	RAAAZK
Pflughoeft, Donald	Single	\$10,000	RAUAZB
Plowman, Lloyd	Dual	\$27,500	RAAAZK
Quinley, Bette J.	Single	\$22,500	RAAAZK
Reeves, Dale I.	Dual	\$40,000	RBPAZK
Rhodes, Charleen	Single	None	RBPAZK
Robbins, Lavern	Spouse Only	\$10,000	RBDABB
Roberts, Arthur H.	Single	\$10,000	RAUAZB
Robins, Don D.	Spouse Only	\$5,000	RABABA
Rodriguez, Thomas M.	None	\$10,000	RABABB
Rohr, Levane	Dual	\$35,000	RYUAZY
Rohrbaugh, Charles	None	\$10,000	RABABB
Sanchez, Louis	Dual	\$20,000	RAAAZK
Schaller, Mary	Single	None	SATAZZ
Schenk, Norma	Single	None	SATAZZ
Schilling, Larry	None	\$10,000	RAVAZB
Schmidtberger, Paul F.	Dual	\$10,000	RAUAZB
Schwindt, Edward R.	None	\$10,000	RAVAZB
Seidl, Francis	None	\$5,000	RABABA
Serpan, Emil	Dual	\$25,000	RBPAZK
Shaffer, Jerry	Dual	\$5,000	RBWEOA
Shrader, Merl	Single	\$1,000	RBPAZK
Shubert, Ronald	Dual	\$10,000	RBDABB
Sims, J.	Single	\$10,000	RAUAZB
Smith, Evelyn	Single	None	RBPAZK
Smith, Helen	Single	None	RBPAZK
Smith, Hazel	Single	None	SATAZZ
Souчек, Martha	Dual	\$10,000	RAUAZB
Stauth, Vera	None	\$15,000	RAAAZE
Stegman, Kenneth W.	None	\$5,000	RBDABA
Steiner, Barbara	Single	None	SATAZZ
Stone, Melvin E.	None	\$10,000	RAUAZB
Stucker, Delores	Single	None	RBPAZK
Stutsman, Leonard	None	\$10,000	RBDABB
Sunley, Kathelene C.	Single	\$15,000	RBPAZK
Tannahill, Clarence	Dual	\$25,000	RBPAZK
Tenbrink, Larry H.	Dual	\$10,000	RAUAZB

<u>Name</u>	<u>Type of Health Coverage*</u>	<u>Retiree Life Insurance Amount</u>	<u>Retiree Group Code</u>
Thompson, Earl R.	Dual	\$25,000	RAAAZK
Thul, Esther L.	Single	\$10,000	RAUAZB
Tiede, Murietta	None	\$5,000	RBDABA
Tiede, Wallace	None	\$5,000	RBDABA
Toman, Jacqueline J.	None	\$10,000	RAVAZB
Trost, Velma	Single	None	RBPAZK
Turner, Doris	Dual	\$10,000	RAUAZB
Underwood, Walter C.	Dual	\$40,000	RAAAZE
Unruh, Laramie	Single	\$10,000	RAUAZB
Vang, Jerry J	Dual	\$37,500	RAAAZE
Veeder, Merton H.	Dual	\$10,000	RAUAZB
Vice, Clarence	Dual	\$5,000	RBDABA
Vignery, Kenneth E.	None	\$10,000	RAVAZB
Vose, Dale L.	None	\$10,000	RAUAZB
Wallace, Lula	Single	None	SATAZZ
Warren, Wendell	Single	None	RAAAZE
Watson, Lawana S.	Single	\$10,000	RAUAZB
Weathers, Leroy	None	\$10,000	RAUAZB
Wells, Juanita	Single	None	SATAZZ
Wendel, Jerry P.	None	\$10,000	RAUAZB
Wetzel, Hazel	None	\$5,000	RABABA
White, Frank	Dual	\$25,500	RBPAZK
Widen, Clarence	Dual	\$42,500	RAAAZE
Wilson, Joy A.	None	\$17,500	RAAAZE
Winsor, Arlo	Dual	\$22,500	RBPAZK
Witchey, Robert	Dual	\$22,500	RAAAZK
Wolf, Martha J.	None	\$5,000	RABABA
Wondra, Robert J.	None	\$10,000	RAUAZB
Woolwine, Bobby	Single	\$10,000	RAUAZB
Young, Dorsey	Dual	\$27,500	RBPAZK
Zorn, Loretta C.	None	\$5,000	RBDABA

* Guide to types of health insurance coverage:

- Single—retiree or surviving spouse coverage only
- Dual—retiree and spouse are both covered
- Spouse only—retiree is not covered, only the spouse or surviving spouse is covered
- Open—retiree has not yet elected coverage

GRANDFATHERED ACTIVE EMPLOYEES:

Name

Barnes, James R.
Birzer, Joseph L.
Bogart, Gary F.
Bourne, Steven P.
Brown, Charles H.
Burchfiel, Dennis S.
Cecil, Helen M.
Clasen, John F.
Coffey, Gary J.
Conn, Danny R.
Dick, Jerry A.
Elliott Jr, John E.
Felke, Joe D.
Ferry, Stephen L.
Gaut, Irl D.
Harms, Dean L.
Hayden, Norman R.
Hickey, Melvin G.
Higgins, Leslie D.
Hillman, Steven P.
Hughes Jr, Robert L.
Keith, Leroy L.
Kenton, Raymond L.
Kultgen, Richard L.
Lanoue Jr, James E.
Leigan, Carolyn S.
Lubbers, Lawrence
McGinley, William S.
Mehler, Jon A.
Miller, Maynard M.
Oathout, Michael A.
Purdy, Larry G.
Quigg, John A.
Ratliff, Royce E.
Reeves, Alan G.
Reineke, Jim L.
Richards, Donald D.
Roberts, Kenneth R.
Rust, Michael P.
Schmidt, Bennie G.
Stefek, Alan M.
Stegman, Francis
Steiner, James R.
Strickland, Rachel A.

Retiree

Group Codes

RBWEOB
RBWEOA
RBWEOB
RBWEOB
RBWEOA
RBWEOB
RBWEOA
RBWEOB
RBWEOA
RBWEOB
RBWEOA
RBWEOB
RBWEOB
RBWEOA
RBWEOB
RBWEOB
RBWEOB
RBWEOB
RBWEOA
RBWEOB
RBWEOA
RBWEOB
RBWEOB
RBWEOB
RBWEOB
RBWEOA
RBWEOB
RBWEOB
RBWEOB
RZZZZB/RBWEOB*
RBWEOA
RBWEOB
RZZZZB/RBWEOB*
RBWEOB
RBWEOA
RZZZZB/RBWEOB*
RZZZZA/RBWEOA*

<u>Name</u>	<u>Retiree Group Codes</u>
Teegardin, Gary A.	RBWEOB
Vanbrimmer, Virginia K.	RBWEOA
Wetig, John E.	RBWEOA
Whan, Daniel L.	RBWEOB
Wills, Bennie D.	RBWEOA
Zink, James J.	RBWEOA

*The employee is currently grandfathered in retiree group code RZZZZA or RZZZZB, as indicated. If the employee has a total of five years of service at Closing, the employee will be grandfathered in retiree group code RBWEOA or RBWEOB.

CODES:

With regard to Section 7.9(a)(ii)(D) of the Agreement, (i) the “Applicable Period” for each group will be as set out below, and (ii) the cost-sharing structure applicable to each group is set out below. As to Current Retirees who were, and Grandfathered Active Employees who are, members of a collective bargaining unit, the terms of such benefits are subject to collective bargaining as required by Law.

1. RAAAZE—(a) Applicable Period: Lifetime of retiree and surviving spouse; (b) Cost-Sharing Structure: premium cannot be adjusted
2. RAAAZK—(a) Applicable Period: Lifetime of retiree and surviving spouse; (b) Cost-Sharing Structure: premium cannot be adjusted
3. RABABA—(a) Applicable Period: Earlier of (i) age 65 (lifetime for life insurance) for retiree and surviving spouse or (ii) five years; (b) Cost-Sharing Structure: premium can be adjusted
4. RABABB— (a) Applicable Period: Earlier of (i) age 65 for retiree (lifetime for life insurance) for retiree and surviving spouse or (ii) five years; (b) Cost-Sharing Structure: premium can be adjusted
5. RAUAZB—(a) Applicable Period: For nonunion, earlier of (i) lifetime of retiree and surviving spouse or (ii) five years; for union, lifetime of retiree and surviving spouse; (b) Cost-Sharing Structure: premium can be adjusted for both
6. RAUAZY—(a) Applicable Period: Lifetime of retiree and surviving spouse; (b) Cost-Sharing Structure: premium can be adjusted
7. RAVAZB—(a) Applicable Period: For nonunion, earlier of (i) lifetime of retiree and surviving spouse or (ii) five years; for union, lifetime of retiree and surviving spouse; (b) Cost-Sharing Structure: premium can be adjusted for both
8. RBDABA— (a) Applicable Period: Earlier of (i) lifetime for retiree and surviving spouse or (ii) five years; (b) Cost-Sharing Structure: premium can be adjusted

9. RBDABB—(a) Applicable Period: Earlier of (i) lifetime of retiree and surviving spouse or (ii) five years; (b) Cost-Sharing Structure: premium can be adjusted
10. RBPAZE—(a) Applicable Period: Lifetime of retiree and surviving spouse; (b) Cost-Sharing Structure: no premium can be charged
11. RBPAZK—(a) Applicable Period: Lifetime of retiree and surviving spouse; (b) Cost-Sharing Structure: no premium can be charged
12. RBWEOA—(a) Applicable Period: Earlier of (i) lifetime of retiree and surviving spouse or (ii) five years; (b) Cost-Sharing Structure: premium credit equal to \$1,500 times years of service; premium can be adjusted
13. RBWEOB—(a) Applicable Period: Earlier of (i) lifetime of retiree and surviving spouse or (ii) five years; (b) Cost-Sharing Structure: premium credit equal to \$1,500 times years of service; premium can be adjusted
14. RYUAZY—(a) Applicable Period: Lifetime of retiree and surviving spouse; (b) Cost-Sharing Structure: no premium can be charged
15. SATAZZ—(a) Applicable Period: For surviving spouse of nonunion employees, earlier of (i) lifetime or (ii) five years; for union employees, lifetime of surviving spouse; (b) Cost-Sharing Structure: premium can be adjusted
16. SYTAZZ—(a) Applicable Period: Lifetime of surviving spouse; (b) Cost-Sharing Structure: premium can be adjusted

Eligible dependent children will be covered until the earlier of (i) when the retiree and spouse's coverage have ceased and (ii) the date coverage would otherwise end under the plan.

Schedule 7.9(d)(ix)
Nonqualified Deferred Compensation Liability

Schedule 8.1(d)
Required Consents

Schedule 8.3(e)
Required Releases