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DEBORAH L. PEYTON, RECORDER/REGISTRA
DELAWARE COUNTY IOWA

P.O. Box 219777

PREPARED BY & RETURN TO: ALLEN PANTAENIUS 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112- (816) 983-8000

64777

STIPULATION AND RELEASE

WHEREAS, Aquila, Inc. (the "Company") entered into that certain Indenture of Mortgage and Deed of Trust dated as of April 1, 2003 (as amended and supplemented from time to time by one or more recorded or unrecorded supplemental indentures, if any, the "Indenture"), in favor of Bank One Trust Company, N.A. (the "Trustee"), encumbering certain property therein described to secure the issuance by the Company from time to time of certain of its bonds, notes or other evidences of indebtedness;

WHEREAS, J.P. Morgan Trust Company, National Association, as successor to Bank One Trust Company, N.A., assigned its role as Trustee under the aforesaid Indenture to Union Bank of California, N.A., a national banking association duly organized and existing under the national banking laws of the United States of America ("Union Bank"), pursuant to that certain Instrument of Resignation of Trustee and Acceptance of Successor Trustee attached hereto as Exhibit A;

WHEREAS, the Company executed the Third Supplemental Indenture dated as of December 1, 2003, in order to subject to the Lien of the Indenture certain assets of the Company located in the State of Iowa;

WHEREAS, the Indenture and Third Supplemental Indenture were recorded in the recorders' offices of each county where the Company owned property in the State of Iowa;

WHEREAS, the Company has duly complied with all of the requirements of said Indenture and Union Bank with respect to the release of said property from the Lien and effect of said Indenture;

WHEREAS, Union Bank has agreed to release the aforesaid Indenture as it relates to the property and assets described in or referred to in the Indenture, including, without limitation, all land described on Exhibit B attached hereto and all improvements and fixtures located at, upon, or associated with said land (the "Property"); and

WHEREAS, Union Bank has appointed the undersigned as its attorney-in-fact for the purposes of executing said release, pursuant to a Limited Power of Attorney attached hereto as Exhibit C;

NOW, THEREFORE, Union Bank, for and in consideration of the promises and the sum of One Dollar in lawful money of the United States of America, the receipt of which is hereby acknowledged, and by virtue of the power invested under the aforesaid Indenture, does hereby remise, release, discharge and quit-claim unto the Company and its successors and assigns forever, all right, title and interest in and to the Property.

TO HAVE AND TO HOLD the same free, clear and discharged from the lien and effect of said Indenture.

IN WITNESS WHEREOF, Union Bank has caused this instrument to be signed in its name and on its behalf by its attorney-in-fact, on this 3rd day of August, 2006.

Union Bank of California, N.A., Trustee

By: _____
Name: Christopher M. Reitz
Title: Attorney-in-Fact

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

On this 3rd day of August, 2006, before me appeared Christopher M. Reitz, to me personally known, who, being by me duly sworn, did say that he is the Senior Vice President, General Counsel and Corporate Secretary of Aquila, Inc., a Delaware corporation and attorney-in-fact for Union Bank of California, N.A., a national banking association, described in and which executed the foregoing instrument, and that said instrument was signed on behalf of said national banking association by authority under limited power of attorney, and said attorney-in-fact acknowledged said instrument to be the free act and deed of said national banking association.

LANA S. JENNINGS
Notary Public-Notary Seal
State of Missouri, Jackson County
Commission # 05446956
My Commission Expires Jan 8, 2009

(Notarial Seal)

Lana S. Jennings
Notary Public

My commission expires:

January 8, 2009

Drafted by and when recorded, return to:	
Howard J. Barewin Blackwell Sanders Peper Martin 4801 Main, Suite 1000 Kansas City, Missouri 64112 (816) 983-8218	

EXHIBIT A

INSTRUMENT OF RESIGNATION AND ACCEPTANCE OF SUCCESSOR TRUSTEE

[Attached]

EXECUTION COPY

SECOND SUPPLEMENTAL INDENTURE

DATED AS OF SEPTEMBER 7, 2004

AMONG

AQUILA, INC.

J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION,
INDIVIDUALLY AND AS SUCCESSOR TO BANK ONE TRUST COMPANY, N.A.,
AS TRUSTEE

AND

UNION BANK OF CALIFORNIA, N.A.

SUPPLEMENTAL TO THE
INDENTURE OF MORTGAGE AND DEED OF TRUST
DATED AS OF APRIL 1, 2003

This **SECOND SUPPLEMENTAL INDENTURE**, dated as of September 7, 2004, (the "*Second Supplemental Indenture*"), among **AQUILA, INC.**, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "*Company*"), having its principal office at 20 West Ninth Street, Kansas City, Missouri 64105, **J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION**, a national banking association duly organized and existing under the laws of the United States, individually ("*J.P. Morgan*") and as trustee (the "*Trustee*"), having a corporate trust office at 101 California Street, Floor 38, San Francisco, California 94111, and **UNION BANK OF CALIFORNIA, N.A.**, a national banking association duly organized and existing under the laws of the United States ("*UBOC*"), having a corporate trust office at 120 S. San Pedro Street, Suite 400, Los Angeles, CA 90012.

RECITALS OF THE COMPANY:

WHEREAS, the Company has heretofore executed and delivered to Bank One Trust Company, N.A., as predecessor to J.P. Morgan, as Trustee, an Indenture of Mortgage and Deed of Trust, dated as of April 1, 2003 (as supplemented and amended, the "*Indenture*"), providing for the issuance by the Company from time to time of certain of its Securities and to provide security for the payment of the principal and premium, if any, and interest, if any, on the Securities; and

WHEREAS, J.P. Morgan desires to resign as Trustee under the Indenture;

WHEREAS, UBOC is willing, qualified and eligible to serve as Trustee under the Indenture;

WHEREAS, the Company, in the exercise of the power and authority conferred upon and reserved to it under the provisions of the Indenture and pursuant to appropriate resolutions of the Board of Directors, has duly determined to make, execute, and deliver this Second Supplemental Indenture as permitted by Section 13.01 of the Indenture, to (i) accept the resignation of J.P. Morgan as Trustee under the Indenture; and (ii) appoint UBOC as the successor Trustee under the Indenture; and

WHEREAS, all acts necessary have been done to make this Second Supplemental Indenture a valid, binding and legal agreement of the Company when executed by the Company and authenticated and delivered by J.P. Morgan, individually and as Trustee, and UBOC.

IT IS HEREBY COVENANTED AND AGREED by and among the Company, J.P. Morgan, individually and as Trustee, and UBOC for the equal benefit of all Holders, as follows:

ARTICLE I

DEFINITIONS

Section 1.01. Definitions. Each capitalized term that is used herein and is defined in the Indenture shall have the meaning specified in the Indenture unless such term is otherwise defined herein.

ARTICLE II

RESIGNATION OF J.P. MORGAN AS TRUSTEE

Section 2.01. Resignation of J.P. Morgan as Trustee. In accordance with Section 10.10 of the Indenture, J.P. Morgan hereby resigns as Trustee under the Indenture effective as of the Effective Date (as defined below).

Section 2.02. Assignment of Trust Property. J.P. Morgan acknowledges the payment of all charges due to it under the Indenture and hereby transfers all of its rights, powers and trusts, and assigns and transfers, as successor Trustee, and all property and money held by it hereunder to UBOC effective as of the Effective Date.

ARTICLE III

APPOINTMENT OF SUCCESSOR TRUSTEE

Section 3.01. Appointment of Successor Trustee. In accordance with Section 10.10 of the Indenture, the Company hereby appoints UBOC as successor Trustee under the Indenture effective as of the Effective Date.

ARTICLE IV

ACCEPTANCE OF APPOINTMENT BY SUCCESSOR TRUSTEE

Section 4.01. Acceptance of Appointment by Successor Trustee. In accordance with Section 10.11 of the Indenture, UBOC confirms it is qualified and eligible to serve as Trustee under the Indenture and accepts the appointment as Trustee under the Indenture effective as of the Effective Date.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 5.01. Effect on Indenture. Except as expressly amended and supplemented hereby, the Indenture shall continue in full force and effect in accordance with the provisions thereof and the Indenture is in all respects hereby ratified and confirmed. This Second Supplemental Indenture shall be construed as an indenture supplemental and amendatory

to the Indenture and all of its provisions shall be deemed a part of the Indenture in the manner and to the extent herein and therein provided.

Section 5.02. Effect of Headings. The Article and Section headings herein are for convenience only and shall not affect the construction hereof.

Section 5.03. Effective Date. This Second Supplemental Indenture shall become effective upon the execution and delivery by the parties hereto (such date, the "*Effective Date*").

Section 5.04. Counterparts. This Second Supplemental Indenture may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Second Supplemental Indenture to be duly executed, and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

AQUILA, INC.

By: _____
Name:
Title:

J.P. MORGAN TRUST COMPANY,
NATIONAL ASSOCIATION,
individually and as Trustee

By: _____
Name: J. Morand
Title: Vice President

UNION BANK OF CALIFORNIA, N.A.

By: _____
Name: Lorraine McIntire
Title: Vice President

STATE OF Missouri)
) ss.:
COUNTY OF Jackson)

On the 6th day of August, 2004, before me personally came Randy Miller, to me known, who, being by me duly sworn, did depose and say that he/she is Treasurer of Aquila, Inc., the corporation described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he/she signed his/her name thereto by like authority.

SARA L. HENNING
Notary Seal
STATE OF MISSOURI
Jackson
My Commission Expires: 12/28/2005

SARA L. HENNING
MY COMMISSION EXPIRES 12/28/2005
NOTARY SEAL
NOTARY PUBLIC
COUNTY OF JACKSON
STATE OF MISSOURI

Sara L Henning
Notary Public,
State of Missouri

STATE OF Illinois)
) ss.:
COUNTY OF Cook)

On the 24 day of August, 2004, before me personally came J. Morand, to me known, who, being by me duly sworn, did depose and say that he/she is Vice President of J.P. Morgan Trust Company, National Association, the national banking association described in and which executed the foregoing instrument; that he/she knows the seal of said association; that the seal affixed to said instrument is such association seal; that it was so affixed by authority of the Board of Directors of said association, and that he/she signed his/her name thereto by like authority.

"OFFICIAL SEAL"
Julie Hopkins
Notary Public, State of Illinois
Cook County
My Commission Expires March 3, 2007

Julie Hopkins
Notary Public,
State of Illinois

STATE OF CALIFORNIA)
) ss.:
COUNTY OF LOS ANGELES)

On the 26TH day of AUGUST, 2004, before me personally came LORRAINE McINTIRE, to me known, who, being by me duly sworn, did depose and say that he/she is VICE PRESIDENT of Union Bank of California, N.A. the national banking association described in and which executed the foregoing instrument; that he/she knows the seal of said association; that the seal affixed to said instrument is such association seal; that it was so affixed by authority of the Board of Directors of said association, and that he/she signed his/her name thereto by like authority.

S. BAYAN
Commission # 1468377
Notary Public - California
Los Angeles County
My Comm. Expires Feb 6, 2008

S. Bayan
Notary Public,
State of CALIFORNIA

EXHIBIT B

REAL PROPERTY DESCRIPTION

[Attached]

EXHIBIT B

I. All gas transmission and distribution systems of Aquila, Inc. situated in Adams, Allamakee, Blackhawk, Boone, Bremer, Buchanan, Butler, Calhoun, Carroll, Cass, Chickasaw, Clay, Clayton, Crawford, Dallas, Delaware, Dickinson, Dubuque, Emmet, Fayette, Floyd, Franklin, Fremont, Greene, Grundy, Guthrie, Hamilton, Hancock, Hardin, Howard, Humboldt, Jackson, Jasper, Jones, Mills, Mitchell, Monona, O'Brien, Pocahontas, Polk, Pottawattamie, Story, Webster, Winnebago, Winneshiek and North Counties in the State of Iowa.

II. The gas distribution systems of Aquila, Inc. located in and near the municipalities listed below:

Municipality	County	State
Ackley	Hardin/Franklin	Iowa
Adair	Adair/Guthrie	Iowa
Anamosa	Jones	Iowa
Andrew	Jackson	Iowa
Anita	Cass	Iowa
Arlington	Fayette	Iowa
Arnolds Park	Dickinson	Iowa
Asbury	Dubuque	Iowa
Bellevue	Jackson	Iowa
Boxholm	Boone	Iowa
Calmar	Winneshiek	Iowa
Carter Lake	Pottawattamie	Iowa
Council Bluffs	Pottawattamie	Iowa
Crescent	Pottawattamie	Iowa
Cresco	Howard	Iowa
Cumberland	Cass	Iowa
Dayton	Webster	Iowa
Decorah	Winneshiek	Iowa
Delhi	Delaware	Iowa
Denison	Crawford	Iowa
Dike	Grundy	Iowa
Dubuque	Dubuque	Iowa
Dyersville	Dubuque/Delaware	Iowa
Earlville	Delaware	Iowa
Edgewood	Clayton/Delaware	Iowa
Elkader	Clayton	Iowa
Epworth	Dubuque	Iowa
Estherville	Emmet	Iowa
Farley	Dubuque	Iowa
Farnhamville	Calhoun/Webster	Iowa
Fayette	Fayette	Iowa
Fertile	Worth	Iowa
Forest City	Winnebago/Hancock	Iowa

Municipality	County	State
Fostoria	Clay	Iowa
Fredericksburg	Chickasaw	Iowa
Glenwood	Mills	Iowa
Glidden	Carroll	Iowa
Gowrie	Webster	Iowa
Grand Junction	Greene	Iowa
Granger	Dallas	Iowa
Greene	Butler	Iowa
Grimes	Polk	Iowa
Grundy Center	Grundy	Iowa
Guttenberg	Clayton	Iowa
Hamburg	Fremont	Iowa
Hanlontown	Worth	Iowa
Harcourt	Webster	Iowa
Hartley	O'Brien	Iowa
Hawkeye	Fayette	Iowa
Hopkinton	Delaware	Iowa
Ionia	Chickasaw	Iowa
Joice	Worth	Iowa
Kellogg	Jasper	Iowa
Klemme	Hancock	Iowa
LaPorte City	Black Hawk	Iowa
Lake Mills	Winnebago	Iowa
Lambs Grove	Jasper	Iowa
Lamont	Buchanan	Iowa
Lehigh	Webster	Iowa
Luana	Clayton	Iowa
Madrid	Boone	Iowa
Manchester	Delaware	Iowa
Maquoketa	Jackson	Iowa
Marble Rock	Floyd	Iowa
Massena	Cass	Iowa
Miles	Jackson	Iowa
Milford	Dickinson	Iowa
Mitchell	Mitchell	Iowa
Monona	Clayton	Iowa
Monticello	Jones	Iowa
New Hampton	Chickasaw	Iowa
Newton	Jasper	Iowa
Ogden	Boone	Iowa
Okoboji	Dickinson	Iowa
Onawa	Monona	Iowa
Orleans	Dickinson	Iowa
Ossian	Winneshiek	Iowa
Paullina	O'Brien	Iowa

Municipality	County	State
Pilot Mound	Boone	Iowa
Pocahontas	Pocahontas	Iowa
Postville	Allamaker/Clayton	Iowa
Primghar	O'Brien	Iowa
Ralston	Carroll/Greene	Iowa
Readlyn	Bremer	Iowa
Ridgeway	Winneshiek	Iowa
Rippey	Greene	Iowa
Rockford	Floyd	Iowa
Royal	Clay	Iowa
Scranton	Greene	Iowa
Sidney	Fremont	Iowa
Spencer	Clay	Iowa
Spirit Lake	Dickinson	Iowa
St. Ansgar	Mitchell	Iowa
St. Olaf	Clayton	Iowa
Story City	Story	Iowa
Strawberry Point	Clayton	Iowa
Sumner	Bremer	Iowa
Superior	Dickinson	Iowa
Tabor	Mills/Fremont	Iowa
Terril	Dickinson	Iowa
Tripoli	Bremer	Iowa
Vincent	Webster	Iowa
Wallingford	Emmett	Iowa
Waukon	Allamakee	Iowa
Webster City	Hamilton	Iowa
West Union	Fayette	Iowa
Woodward	Dallas	Iowa
Worthington	Dubuque	Iowa

III. All right, title and interest of Aquila in and to the easements attached hereto on Schedule 1.

SCHEDULE 1

AQUILA, INC. IOWA RIGHT-OF-WAY EASEMENTS						
Number	**PNG No.**	**Dated**	**Description**	**Grantor**	**County**	**Recorded**
316	PNG-1091	9/26/1980	Tract 23' S of SE cor of Parcel B of N/2 of Sec. 36, T89, R3W, Dyersville	Earl Tegeler, Elmer F. & LaVonne Tegeler, Herbert & Anna Tegeler	Delaware	10/01/80, Bk. U, Pg. 6, #270-617
317	PNG-1112	10/31/1957	10' x 66' tract beg. at NW cor. Of Lot 2, Ansden's 2nd Add., Manchester	Donald F. & Esther I. Ruddlesdin	Delaware	08/21/57, Bk. I, Pg. 465, #152-2782
318	PNG-1112	11/6/1956	10' x 66' tract beg at NW cor. Of Lot 2, Ansden's 2nd Add., Manchester	Minnie Melchart	Delaware	08/21/57, Bk. I, Pg. 466, #152-2784
319	PNG-1112	11/7/1956	Lot 25, Ballard Subdiv., Manchester	Edward D. & Gretchen Kuhlman, Dale I. & Emagene Smith, Eddie D.Kuhlman, Dale L. Smith	Delaware	08/21/57, Bk. I, Pg. 465, #152-2781
320	PNG-1112	11/7/1956	Lots 31 & 32, Ballard Subdiv., Manchester	Robert P. & Mae L. Nall	Delaware	08/21/57, Bk. I, Pg. 470, #152-2791
321	PNG-1112	11/8/1956	W 56' of Lot 28, also Lots 29 & 30, Ballard Subdiv., Manchester	Ernest R. & Mary E. McKeag, Hubert & Iola O. Carry, Arthur B. & Marian Hutchinson,	Delaware	08/21/57, Bk. I, Pg. 471, #152-2793
322	PNG-1112	11/9/1956	10' x 132' tract beg. at NE cor of Lot 1, Ansden's 2nd Add., Manchester	Virgil & Mildred Renfrow	Delaware	08/21/57, Bk. I, Pg. 468, #152-2788
323	PNG-1112	11/10/1956	E 75' of Lot 26, Ballard Subdiv., Manchester	Arthur & Mildred Davies	Delaware	08/21/57, Bk. I, Pg. 466, #152-2783
324	PNG-1112	11/26/1956	W 15' of lot 8 of part of Mill Lot 358A, Manchester	Archie Lyman	Delaware	08/21/57, Bk. I, Pg. 468, #152-2787
325	PNG-1112	11/24/1956	W 15' of Lots 5 & 6 of part of Mill Lot 258A, Manchester	J. J. & Harriet J. Baum	Delaware	08/21/57, Bk. I, Pg. 469, #152-2789
326	PNG-1112	11/26/1956	W 15' of Lot 7 of part of Mill Lot 358A, Manchester	Cecil & Augusta Farmer	Delaware	08/21/57, Bk. I, Pg. 469, #152-2790
327	PNG-1112	11/26/1956	W 15' of Lot 3 of Mill Lot 258A, Manchester	Lewis & Marie Streit	Delaware	08/21/57, Bk. I, Pg. 470, #152-2792
328	PNG-1112	12/6/1956	W 25' of Lot 26, W 14' of Lot 27 7 E 10' of Lot 28, in Balllard Subdiv., Manchester	Donald C. & Nettie Corll	Delaware	08/21/57, Bk. I, Pg. 467, #152-2785
329	PNG-1112	8/8/1957	E 10' of N 24' of Lot 83, Manchester	Grace E. Hockaday	Delaware	08/21/57, Bk. I, Pg. 467, #152-2786
330	PNG-1112	10/2/1957	14' wide strip in Lots 26 - 29, Burrington's Add., Manchester	Wm. Stuart & Lois McCord Charlton	Delaware	11/06/57, Bk. I, Pg. 483, #169-3538
331	PNG-1112	11/20/1957	N 50' of Lots 10 - 12 of Subdiv of Lot 1, in SW/4 & S/4NW/4 in Sec. 28, T89, R5, Manchester	Walter & Bertha M. Wallace	Delaware	12/10/57, Bk. I, Pg. 532, #176-3934
332	PNG-1112	8/18/1958	W 10' contiguous to RR row in Lots 112 & 13 in E 3/4 of S/2 of Sec. 32, T89N, R5W & Lot 1 of N part of Sec. 5 & 6, T88N, R5W, Manchester	Manchester Enterprises, Inc., Henderson Mfg. Company	Delaware	09/02/58, Bk. J, Pg. 1, #73-3166
333	PNG-1112	4/14/1958	Nely 10' contiguous to SWly row of Delhi Road in Lot 7 Miller's Subdiv., Manchester	Ben & Fannie Lubben, Daniel J. & Meredith J. McLinden	Delaware	08/18/58, Bk. I, Pg. 633, #68-2957

SCHEDULE 1

AQUILA, INC.

IOWA RIGHT-OF-WAY EASEMENTS

Number	PNG No.	Dated	Description	Grantor	County	Recorded
334	PNG-1112	4/14/1958	E 10' contiguous to W row of Delhi Road in NW/4NW/4 of Sec. 33, T89, R5W, Manchester	Roger A. & Betty McIntosh	Delaware	08/18/58, Bk. I, Pg. 630, #68-2951
335	PNG-1112	4/14/1958	E 10' contiguous to W row of Delhi Road in Lot 6 of Love's Add., Manchester	John A. & Louisa McIntosh	Delaware	08/18/58, Bk. I, Pg. 631, #68=2952
336	PNG-1112	4/14/1958	NEly 10' contiguous to SWly row of Delhi Road in Lot 6, Miller's Subdiv., Manchester	Ben C. & Laura Philippson	Delaware	08/18/58, Bk. I, Pg. 631, #68-2953
337	PNG-1112	4/14/1958	Nely 10' contiguous to SWly row of Delhi Road in Lot 4, Miller's Subdiv., Manchester	Richard L. & Joyce L. Joslyn	Delaware	08/18/58, Bk. I, Pg. 629, #68-2950
338	PNG-1112	4/14/1958	Nely 10' contiguous to SWly row of Delhi Road in Lot 3, Miller's Subdiv., Manchester	Howard A. & Dorothy M. Robbins	Delaware	08/18/58, Bk. I, Pg. 632, #68-2954
339	PNG-1112	4/14/1958	NEly 10' contiguous to SWly row of Delhi Road, in Lot 2, Miller's Subdiv., Manchester	C. F. & Barbara Foster	Delaware	08/18/58, Bk. I, Pg. 627, #68-2946
340	PNG-1112	4/14/1958	NEly 10' contiguous to SWly row of Delhi Road in Lot 1, Miller's Subdiv. in NW/4 of Sec. 33, T89N, R5, Manchester	Burl & Helen L. Doty	Delaware	08/18/58, Bk. I, Pg. 627, #68-2945
341	PNG-1112	4/14/1958	NEly 10' contiguous to SWly row of Delhi Road in Lot 1, Miller's Subdiv. in NW/4 of Sec. 33, T89N, R5, Manchester	Elmer F. & Ruth A. Bush	Delaware	08/18/58, Bk. I, Pg. 624, #67-2944
342	PNG-1112	4/14/1958	NEly 10' contiguous to SWly row of Delhi Road beg. at NE cor. of Lot 1 of Miller's Subdiv. in NW/4 of Sec. 33, T89N, R5W, Manchester	Burl D. & Hilda M. Gibbs	Delaware	08/18/58, Bk. I, Pg. 628, #68-2948
343	PNG-1112	4/14/1958	NEly 10' contiguous to SWly row of Delhi Road beg. at SE cor. of NW/4 of Sec. 33, T89N, R5W, Manchester	John & Beulah Vermazen	Delaware	08/18/58, Bk. I, Pg. 633, #68-2956
344	PNG-1112	05/27/589	E 10' of Lot 2, exc. E 7', Sublot 18, sublot 11 of Subdiv in SW/4 & S/2NW/4 of Sec. 28, T89, R5, Manchester	Holder's Frozen Food Center, Inc.	Delaware	08/18/58, Bk. I, Pg. 629, #68-2949
345	PNG-1112	8/15/1958	NEly 10' contiguous to SWly row of Delhi Road in lot 5, Miller's Subdiv., Manchester	John C. & Georgeann M. Fox	Delaware	08/18/58, Bk. I, Pg. 628, #68-2947
346	PNG-1112	8/18/1958	NEly 10' contiguous to SWly row of Delhi Road in Lot 8, Miller's Subdiv., Manchester	Charles E. & Berniece A. Schwartz	Delaware	08/18/58, Bk. I, Pg. 632, #68-2955
347	PNG-1112	1/12/1959	W 15' of Lot 11, Burrington's Add., Manchester	Board of Directors of Independent School District, Manchester	Delaware	01/16/59, Bk. J. Pg. 19, #113-190
348	PNG-1112	5/21/1959	N 20' of Lot 1, Subdiv. part of N/2SE/4 & S/2NE/4 of Sec. 29, T89, R5, Manchester	Leslie C. Fink	Delaware	06/03/59, Bk. J. Pg. 35, #149-1814
349	PNG-1112	9/11/1979	Nly 10' of Lot 6 of subdiv of Lots 146 & 197, Manchester	Georgia A. & Robert A. Sack	Delaware	04/11/80, Bk. T, Pg. 199, #244-2468

SCHEDULE 1

AQUILA, INC. IOWA RIGHT-OF-WAY EASEMENTS						
Number	**PNG No.**	**Dated**	**Description**	**Grantor**	**County**	**Recorded**
350	PNG-1112	10/15/1979	15' wide strip in N 85' of E 125' of Lot 1 of A R Loomis Add., Manchester	Leslie C. & Martha G. Fink, Leslie C. & Elsie Meyer	Delaware	06/25/81, Bk. U, Pg. 147, #315-2472
351	PNG-1276	8/8/1960	10' wide strip of Lots 2 & 7, Blk. 15, Pitkin's Add., Earlville	Farmers' Coop. Creamery Assoc.	Delaware	12/13/60, Bk. J, Pg. 159, #86-3674
352	PNG-1276	8/8/1960	E 10' of S 29'9" of Lot 9 & E 10' of N/2 of Lot 10, Earl's North Add., Earlville	Alois & Mildred Foxen, Leo & Mary Foxen	Delaware	12/13/60, Bk. J. Pg. 160, #86-3675
353	PNG-1276	8/8/1960	E 10' of Lots 8 & 9 of Earl's North Add. exc. S 29'9" of Lot 9, Earlville	Holscher Motor Company	Delaware	12/13/60, Bk. J, Pg. 161, #86-3677
354	PNG-1276	8/8/1960	S 10' & N 12' of part of Lots 6, 7, 8, Blk. 15, Pitkin's Add. in SE/4NE/4 of Sec. 35, T89N, R4W, Earlville	Herbert & Dorothy Tierschel	Delaware	12/13/60, Bk. J, Pg. 162, #86-3679
355	PNG-1276	8/8/1960	S 10' & E 10' of S/2 of Lot 10, Earl's North Add., Earlville	Ray M. & Teresa C. Bush	Delaware	12/13/60, Bk. J, Pg. 163
356	PNG-1276	9/8/1960	W 10' of Lot 12 & N 10' of Lots 12 & 13, Earl's North Add., Earlville	John E. & Lois G. Clifton	Delaware	12/13/60, Bk. J, Pg. 159, #85-3673
357	PNG-1276	9/8/1960	W 10' of Lot 20, Earl's North Add., Earlville	Nicholas M. & gertrude Konzen	Delaware	12/13/60, Bk. J, Pg. 162, #86-3678
358	PNG-1276	9/22/1960	S 10' of Lot 5, Blk. 15, Pitkin's Add., Earlville	Edward C. & Margie E. Guetzko	Delaware	12/13/60, Bk. J, Pg. 161, #86-3676
359	PNG-1359	6/6/1961	Lot 5 exc. W 15' & Lot 4, Blk. 1, H. A. Carter's Add., Hopkinton	Donald L. & Ruth M. Smith	Delaware	06/12/61, Bk. J, Pg. 301, #136-2762
360	PNG-3193	12/9/1985	TBS in SE cor of Sec. 35, T89N, R4W, Earlville; SW cor of SW/4 of Sec. 16, T88N, R4W, Delhi; NE cor of Sec. 18, T87N, R3W, Hopkinton; SE/4SW/4 of Sec. 32, T89N, R5W, Manchester	InterNorth, Inc.	Delaware	01/06/86, Bk. X, Pg. 191, #301-1696
361	PNG-1052	6/1/1953	Tract in Lot 30, Meyer 3rd Add., Milford	Norman & Blanche Kittelson	Delaware	06/23/53, Bk. F, Pg. 146, #807

EXHIBIT C

LIMITED POWER OF ATTORNEY

[Attached]

LIMITED POWER OF ATTORNEY

I, Lorraine McIntire, acting in my capacity as Vice President of Union Bank of California, N.A. (the "Trustee"), of Los Angeles County, California, hereby appoints each of Rick Dobson, Senior Vice President and Chief Financial Officer of Aquila, Inc., Randy Miller, Vice President, Finance and Treasurer of Aquila, Inc., Mike Cole, Assistant Treasurer of Aquila, Inc., and Chris Reitz, Senior Vice President, General Counsel and Secretary of Aquila, Inc., to be a true and lawful attorney-in-fact of the Trustee for the limited purpose of releasing the Lien of the Indenture (hereinafter defined) in the various county and state recording offices where the Indenture has been filed. Capitalized terms used but not defined herein have the meanings ascribed to them in the Indenture of Mortgage and Deed of Trust dated as of April 1, 2003, among Aquila, Inc. and Union Bank of California, N.A. (as successor trustee to J.P. Morgan Trust Company, National Association, as successor to Bank One Trust Company, N.A.), as trustee, as supplemented or amended by the First Supplemental Indenture dated as of April 9, 2003, the Second Supplemental Indenture dated as of August 1, 2003, and the Third Supplemental Indenture dated as of December 1, 2003 (collectively, the "Indenture").

Acting on behalf of the Trustee, it is my desire and intention to grant unto each attorney-in-fact a limited power of attorney with respect to the release of the Lien created by the Indenture in connection with the satisfaction and discharge of the Indenture. In this regard, any and each attorney-in-fact shall have full power and authority to execute on behalf of the Trustee, without limitation, any releases, affidavits, instruments, certificates and other documents required to evidence the Trustee's remise, release, and discharge forever of the premises and other property encumbered by the Lien of the Indenture.

This power of attorney shall remain in full force and effect until written notice of its revocation, signed on behalf of the Trustee, shall have been received by each attorney-in-fact, provided, that a person dealing with any such attorney-in-fact may rely on this power of attorney absent actual knowledge that the power of attorney has been revoked. Any person relying on this limited power of attorney may rely on a photocopy or other reproduction as if it were an original.

IN WITNESS WHEREOF, my signature has been affixed hereto this 31st day of January, 2006.

By: Lorraine McIntire
Title: Vice President

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 31st day of January, 2006, before the undersigned, a Notary Public in and for said County and State, personally appeared Lorraine McIntire, Vice President of Union Bank of California, N.A., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same as her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public

My Commission Expires: FEBRUARY 6, 2008

S. BAYAN
Commission # 1468377
Notary Public - California
Los Angeles County
My Comm. Expires Feb 6, 2008