

Bill of Sale

The Cincinnati Gas & Electric Company, an Ohio corporation (the "Seller"), hereby executes and delivers this Bill of Sale ("Bill of Sale") to The Union Light, Heat & Power Company, a Kentucky corporation (the "Purchaser"), in accordance with the following provisions:

1. Sale and Transfer of Assets. For good and valuable consideration, the receipt, adequacy and legal sufficiency of which are hereby acknowledged, and as contemplated by Section 3.01(a)(ii) of that certain Asset Transfer Agreement by and between Seller and Purchaser, dated as of January 25, 2006 (the "Agreement"), Seller hereby transfers, conveys, assigns and delivers to Purchaser, effective as of the Closing (as such term is defined in the Agreement) all of Seller's right, title and interest in and to all of the Transferred Assets (as such term is defined in the Agreement).
2. Terms of the Purchase Agreement. The terms of the Agreement, including but not limited to Seller's representations, warranties, covenants, agreements and indemnities relating to the Transferred Assets, are incorporated herein by this reference. Seller acknowledges and agrees that the representations, warranties, covenants, agreements and indemnities contained in the Agreement shall not be superseded hereby but shall remain in full force and effect to the full extent provided therein. In the event of any conflict or inconsistency between the terms of the Agreement and the terms hereof, the terms of the Agreement shall govern.
3. Capitalized Terms. Capitalized terms not defined herein shall have the meanings specified in the Agreement.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be duly executed as of January 26, 2006 and effective as of January 1, 2006.

THE CINCINNATI GAS & ELECTRIC COMPANY

By: 

Michael J. Cyrus

Its: Executive Vice President

SCHEDULE A

Transferred Assets

- Unit 2, a 648 MW (name plate rating) Base Load Power Plant
- Plant administration and training buildings
- Waste stabilization plant
- Cooling tower
- CEMS equipment building
- Coal conveyor and crusher house
- Babcock & Wilcox wall-fired boiler
- Steam turbine
- Turbine-Generator 743.7 MVA - Westinghouse
- Foster Wheeler Selective Catalytic Reduction System
- Electrostatic Precipitator
- Water treatment system
- DC power supply system
- AC uninterruptible power supply system
- Wet lime Flue Gas Desulfurization System
- River intake water supply pumps
- Barge unloading systems (coal & lime)
- Coal barge platform
- Guard house
- Landfill

- Boone vessel (B6469) (tug)
- Head barge (#1419)
- Landing barge (#1420)
- Harbor boat
- Jon boat
- East Bend Unit 2 Operation Agreement, between The Cincinnati Gas & Electric Company and the Dayton Power and Light Company, dated March 24, 1981.
- Farm License Agreement, by and between The Cincinnati Gas & Electric Company and Schwenke Bros. Farm, December 29, 2003.
- Synfuels plant documents:
 - a) Lease Agreement, by and between The Cincinnati Gas & Electric Company and Tyrone Synfuels, L.P., dated March 11, 2004.
 - b) Supply Agreement, by and between The Cincinnati Gas & Electric Company and Tyrone Synfuels, L.P., dated March 11, 2004.
 - c) Coal and Synthetic Fuel Handling Agreement, by and between The Cincinnati Gas & Electric Company and Tyrone Synfuels, L.P., dated March 11, 2004.
 - d) Environmental Indemnity Agreement, by and between The Cincinnati Gas & Electric Company and Tyrone Synfuels, L.P., dated March 11, 2004.
- Agreement of Representation for East Bend Unit 2, by and between The Cincinnati Gas & Electric Company and The Dayton Power and Light Company, dated December 31, 1992.
- Agreement of Representation for East Bend Unit 2, by and between The Cincinnati Gas & Electric Company and The Dayton Power and Light Company, dated October 29, 2001.
- Title V Operating Permit (No. V-97-015) with revision date of May 1, 2001
- Title IV Acid Rain Permit dated 1/1/2000
- Kentucky Pollutant Discharge Elimination System Permit, effective October 1, 1999 (No. KY0040444)

- Solid Waste Disposal Facility Permit, issued 3/1/1996 (issued by Kentucky Department of Environmental Protection, Division of Waste Management).
- Certificate of Documentation for Boone Vessel, issued 11/4/2004 (issued by U.S. Department of Homeland Security)
- Licenses from U.S. Federal Communications Commission:
 - 2-way Radio License, call sign KA69074, expires 5/1/2005.
 - 2-way Radio License, call sign KNAX509, expires 2/21/2011.
 - Marine License, call sign WHW361, expires 3/16/2014.
 - 2-way Radio License, call sign WNPM724, expires 3/21/2011.
 - Analog MW License, call sign WNTE348, expires 5/16/2010.
 - Digital MW License, call sign WPSZ804, expires 8/15/2011.
 - Marine License, call sign WQZ8272, expires 12/8/2004.