


**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that the representations, warranties, covenants, agreements and indemnities contained in the Agreement shall not be superseded hereby but shall remain in full force and effect to the full extent provided therein.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 25, 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 6 of the Miami Fort Generating Station, 168 MW (name plate rating)
- Boiler – Tangential-Fired Combustion Engineering (CE)
- Turbine-Generator: General Electric
- Selective Non-Catalytic Reduction System
- Electrostatic Precipitator
- Miami Fort Unit 6 control room
- Elevator Inspection Permit #'s 132305, 132333, 132299, all issued 3/31/2004 (issued by Ohio Department of Commerce)
- Boiler Permit #116806, issued 5/17/2004 (issued by Ohio Department of Commerce)
- Pollution Control Certificates –
  - Certificate numbers: 596, 597, 1060, 3261, 17, 2542, 2543, 5623, 5622, 6023, 6197, 6235, 6236, 6641, 6663, 350
  - Pending applications for the following work orders: 32353, A4293
  - Various applications as filed by PricewaterhouseCoopers LLP
- Licenses from U.S. Federal Communications Commission:
  - 2-way Radio License, call sign KB45153, expires 1/19/2014
  - 2-way Radio License, call sign KVG694, expires 5/11/2013
  - Marine License, call sign WHW567, expires 3/16/2014
  - Marine (Shawnee) License, call sign WZD9904, expires 11/25/2008