

**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that the representations, warranties, covenants, agreements and indemnities contained in the Agreement shall not be superseded hereby but shall remain in full force and effect to the full extent provided therein.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

- Woodsdale Generating Station (Name Plate Rating 490 MW)
- Service building
- Propane storage and electrical equipment building
- Control & maintenance building
- Construction warehouse
- Six dual fuel gas turbine simple-cycle generators (ABA Model II NI)
- Six exhaust stacks
- Water injection system
- Six propane (LPG) vaporizing boilers
- Six above-ground propane storage tanks
- Two above-ground water storage tanks for demineralized water
- CO<sub>2</sub> suppression system
- Allison 501-KB gas turbine
- Stormwater retention basin
- Diesel engine
- Gas turbine generator
- Diesel/electric fire pump
- Propane pressure reducing station
- Propane odorizer building
- Chemical drum storage area

- Propane pump and propane line (LP-7) from Todhunter Cavern to Woodsdale
- Raw water tank and fire water storage
- Reverse osmosis water treatment facility
- Railroad sidetrack, consisting of track structure, ballast, grading, drainage structure, switch and turnout, bumping post and other appurtenances
- Three off-site water wells
- Railroad spur
- Warehouse
- Guardhouse
- Propane stores maintained on-site and at Todhunter Cavern
- 3 natural gas lines at Liberty Station feeding C210
- C210 Line between Liberty Station and Woodsdale Station
- 1 submersible pump located at Todhunter Cavern #5, and associated equipment
- 1 submersible pump located at Todhunter Cavern #6, and associated equipment
- Equipment at Todhunter Cavern #1
  - 2 submersible cavern pumps
  - motor control center
  - 2 water separators
  - 6 surface pumps
  - metering and regulating equipment
  - SCADA equipment
- Propane piping system from TEPPCO Cavern to Todhunter Cavern
- Natural gas odorizing tank and associated piping and equipment
- Private Sidetrack Agreement by and between CSX Transportation, Inc. and The Cincinnati Gas & Electric Company, dated October 11, 1990

- Propane Supply and Management Agreement by and between The Cincinnati Gas & Electric Company and Ohio River Valley Propane, LLC, dated June 1, 2003
- Farm License Agreement Addendum to Agreement dated June 27, 2002, dated as of August 27, 2002 by and between The Cincinnati Gas & Electric Company and Michael W. Gorman
- Water Purchase Agreement by and between The Cincinnati Gas & Electric Company and Duke Energy Madison, LLC, March 10, 2000, and assigned to PSI Energy, Inc. by CinCap Madison, LLC (formerly Duke Energy Madison, LLC) by that certain Assignment and Assumption Agreement with respect to Water Supply Agreement, dated February 5, 2003 by and between CinCap Madison, LLC and PSI Energy, Inc.
- License Agreement by and between The Cincinnati Gas & Electric Company and the City of Trenton, Ohio, commencing November 1, 2002
- Lease Agreement for Flying Model Aviation Facility by and between The Cincinnati Gas & Electric Company and The Greater Cincinnati Radio Control Club, dated March 16, 2004
- Commodity Storage Agreement by and between The Cincinnati Gas & Electric Company and Ohio River Valley Propane, LLC, dated January 1, 2003
- Plant's Permit to Install (Application No. 14-1905) effective June 20, 1990
- Title V Operating Permit, issued 9/20/2004 (issued by Ohio EPA)
- Title IV Acid Rain Permit, effective January 1, 2000
- National Pollutant Discharge Elimination System permit, issued February 14, 2001 (No. 11B00026\* BD)
- Pollution Control Certificates – Certificate numbers 2002, 5459, 6145, 6704 and 17
- Boiler Permit U1, Ohio Department of Commerce, issued March 31, 2004
- Boiler Permit U2, Ohio Department of Commerce, issued March 31, 2004
- Boiler Permit U3, Ohio Department of Commerce, issued March 31, 2004
- Boiler Permit U4, Ohio Department of Commerce, issued March 31, 2004
- Boiler Permit U5, Ohio Department of Commerce, issued March 31, 2004
- Boiler Permit U6, Ohio Department of Commerce, issued March 31, 2004

- Vehicle Permit PCQ1511, Ohio Department of Transportation, issued May 31, 2004
- Vehicle Permit CUJ3345, Ohio Department of Transportation, issued May 31, 2004
- Vehicle Permit CSN9096, Ohio Department of Transportation, issued May 31, 2004
- Vehicle Permit PCN4208, Ohio Department of Transportation, issued May 31, 2004
- Licenses from U.S. Federal Communications Commission:
  - Woodsdale License, call sign WNTE353, expires 4/25/2011
  - Wellfield License, call sign WNTJ378, expires 4/25/2011
  - Remote Control License, call sign WNUR517, expires 10/26/2005
  - 2-way Radio License, call sign WNWK288, expires 5/24/2011