

DOCUMENTS PERTAINING TO THE DECEMBER 7, 1988 SALE OF THE PALISADES
NUCLEAR POWER PLANT TO BECHTEL POWER CORPORATION

Agreement

Asset Purchase Agreement

Schedules To The Asset Purchase Agreement

- A Palisades Assets: Real Property
- B Palisades Assets: Tangible Personal Property
- C Palisades Assets: Switchyard Construction Work in Progress
- D Palisades Assets: Agreements
- E Palisades Assets: Leases
- F Palisades Assets: Licenses and Permits
- G Palisades Assets: Intellectual Property Rights
- H Palisades Assets: Other Tangible Assets
- I Other Excluded Assets
- J Changes in Assets
- K Seller's Litigation
- L Seller's Compliance; Governmental Authorizations
- M Assets Used by Seller
- N Buyer's Agreements and Leases
- O Buyer's Litigation
- P Buyer's Compliance; Governmental Authorizations
- Q Interim Operating Plan
- R Permits, Licenses, Etc - Seller
- S Permits, Licenses, Etc - Buyer
- T Permitted Encumbrances
- U Seller's Insurance
- V Seller's Employee Benefit Plans
- W Seller's Contests of Encumbrances

Exhibits To The Asset Purchase Agreement

- 1 Bailment Agreement
- 2 Equity Terms
- 3 Financing Terms
- 4 Forms of Indenture Release
- 5 Substation Diagrams
- 6 Bill of Sale
- 7 Form of Deed
- 8 Operating Agreement
- 9 Power Purchase Agreement
- 10 Facilities Agreement
- 11 Standby Power Agreement
- 12 Tax Indemnity Agreement
- 13 Transmission Services Commitment Agreement
- 14 Fuel Sublease Terms
- 15 Other Agreements and Instruments
- 16 Expense Statement
- 17 Statement of Assets and Liabilities
- 18 Opinion of Buyer's Counsel
- 19 Opinion of Seller's Counsel

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8903060191 890227
PDR ADOCK 05000255
P PDC

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