# 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 Pakisades 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 Selker
- N Buyer's Agreements and Leases
- O Buyer's Litigation
- P Buyer's Compliance; Governmental Authorizations
- Q Interim Operating Plan
- R Permits, Licenses, Etc Selfer
- S Permits, Licenses, Etc Buyer
- T Permitted Encumbrances
- U Seller's Insurance
- V Seller's Employee Benefit/Plans
- W Seller's Contests of Encombrances

#### 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

MFP 2/16/89

## 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

- Palisades Assets: Real Property Α
- Palisades Assets: Tangible Personal Property В
- C Palisades Assets: Switchyard Construction Work in Progress
- Palisades Assets: Agreements Palisades Assets: Leases D
- Ε
- F Palisades Assets: Licenses and Permits
- G Palisades Assets: Intellectual Property Rights
- Palisades Assets: Other Tangible Assets Н
- Ι Other Excluded Assets
- J Changes in Assets
- K Seller's Litigation
- Seller's Compliance; Governmental Authorizations L
- Assets Used by Seller M
- Buyer's Agreements and Leases Ν.
- 0 Buyer's Litigation
- Buyer's Compliance; Governmental Authorizations P
- Interim Operating Plan Q
- Permits, Licenses, Etc Seller R
- Permits, Licenses, Etc Buyer S
- Τ. Permitted Encumbrances
- U Seller's Insurance
- Seller's Employee Benefit Plans V
- Seller's Contests of Encumbrances

#### Exhibits To The Asset Purchase Agreement

- Bailment Agreement
- Equity Terms 2
- Financing Terms
- Forms of Indenture Release 4
- 5 Substation Diagrams
- Bill of Sale 6
- Form of Deed 7
- 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
- Opinion of Buyer's Counsel 18
- Opinion of Seller's Counsel 19

# 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