

198-78

412.40

110499

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TELLURIDE POWER COMPANY, GRANTOR

TO

UTAH POWER & LIGHT COMPANY, GRANTEE

D E E D

Dated as of March 15, 1963

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U. S. Documentary Stamps are attached to an executed counterpart Deed now of record in the office of the Sevier County Recorder, in the amount of \$240.35

D E E D

KNOW ALL MEN BY THESE PRESENTS: That TELLURIDE POWER COMPANY, a corporation organized and existing under the laws of the State of Delaware and qualified to do and doing business under the laws of the State of Utah, hereinafter sometimes referred to as "Grantor", also hereinafter sometimes referred to as "Company", pursuant to action duly taken by the stockholders and directors thereof, does hereby transfer, grant, bargain, sell, assign and convey all right, title, and interest now held or hereafter acquired unto UTAH POWER & LIGHT COMPANY, a corporation organized under the laws of the State of Maine, qualified to do and doing business in the State of Utah, with its office and principal place of business at Salt Lake City, Utah, hereinafter sometimes

referred to as "Grantee", and being the owner of all of the issued and outstanding voting securities of said Telluride Power Company, and said Telluride Power Company being a wholly-owned subsidiary of said Utah Power & Light Company, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration to it in hand paid, receipt of which is hereby acknowledged, including:

- (1) Assumption by Grantee of all of the liabilities, including claims for damages pending against Grantor;
- (2) forgiveness of all indebtedness owing by Grantor to Grantee;
- (3) contribution by Grantee to Grantor to enable Grantor to reacquire and retire all of its outstanding First Mortgage Bonds which Grantor will thereupon retire;
- (4) surrender by Grantee to Grantor for redemption all issued and outstanding capital stock owned by Grantee; all and singular the following described property, to-wit:

ALL OF THE COMPANY'S PROPERTY, including all electric generating plants; all water appropriations and

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water rights, reservoir, storage and flowage rights; all electric substations; all electric transmission lines, electric distribution lines and systems, and telephone lines; all lands of the Company upon which the same are situated; all automobiles and other vehicles; all merchandise equipment, stores, materials and supplies, tools, machines and machinery; all easements, licenses, rights of way, permits, municipal and other franchises, certificates of convenience and necessity, privileges, consents and rights for or appertaining to the construction, maintenance and operation of said property or any part thereof, through, in, over, under, across or upon any public street or highway, or the public lands of the United States or of any State, or other lands, public or private; all furniture, office equipment and supplies; all contracts, agreements, leases and the business of the Company; together with all other property of the Company, real, personal or mixed, forming a part thereof or in anywise appertaining thereto, including but not limited to the following described property:

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PARAGRAPH ONE

Electric Generating Plants

The Electric Generating Plants, Developments and Stations of the Company, including all dams, reservoirs, diversion works, pipe lines, tunnels, canals, flumes, power houses, buildings, boilers, generators, machinery, poles, wires and other equipment; and all lands of the Company upon which the same are situated; and all other property of the Company, real, personal or mixed, forming a part thereof or appertaining thereto; together with all of the Company's water appropriations and water rights, reservoirs, storage and flowage rights, licenses, easements, rights of way, permits, franchises, privileges, consents and rights for or relating to the construction, maintenance and operation thereof, including, but not limited to the following described property situated in the State of Utah:

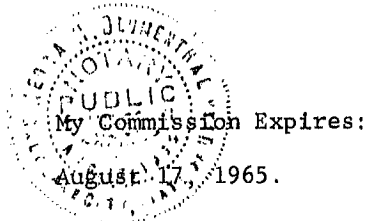
1. Upper Beaver Hydroelectric Plant, consisting of dams, reservoirs, pipe lines and generating station, situated on Beaver River in Section 6, T. 29 S., R. 4 W., Sections 1, 17, 18, 19, 20, 30, 31, 32, T. 29 S., R. 5 W., Sections 2, 3, T. 30 S., R. 5 W., and Sections 13 and 24, T. 29 S., R. 6 W., S.L.M., near Beaver City, Beaver County, Utah.

STATE OF UTAH            )  
                                  ) ss:  
COUNTY OF SALT LAKE )

On the 15th day of March, 1963, personally appeared before me T. C. Woodside, who being by me duly sworn, did say that he is a Vice President of Utah Power & Light Company, a corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of a Resolution of its Board of Directors and said T. C. Woodside acknowledged to me that said corporation executed the same.

*Medra M. Blumenthal*  
Notary Public

Residing at Salt Lake City, Utah



ENTRY NO.	110499
RECORDED	April 4, 1963 AT 9:30 A.M. BOOK 188 PAGE 78
REQUEST OF	Utah Power & Light Co.
FEE PAID	FLORENCE C. WILKEY, Juab County Recorder
\$ 4.12.40	By <i>Florence C. Wilkey</i>