

**BILL OF SALE**

**FOR VALUE RECEIVED**, the South Panaca Power Group, a non-profit cooperative association, organized under the laws of the State of Nevada, in accordance with the terms of the transfer as described in the Electric Utility Transfer Agreement, does hereby grant, bargain, sell, convey, and transfer to the Lincoln County Power District No. 1, a General Improvement District operating under NRS 318, located at HC 74, Box 101, Pioche, NV 89043, all right, title, and interest to all real property owned by the South Panaca Power Group comprising its electric power distribution system, including but not limited to poles, crossarms, guys, conductor, grounding, insulators, switches, breakers, lightning arrestors, fuses, transformers, meters, controls, and control panels.

The South Panaca Power Group does hereby warrant, represent to, and covenant that at the time of execution hereof, the South Panaca Power Group is lawfully possessed in its own right of a good title to the above-described property and that the South Panaca Power Group has good right and lawful authority to transfer and deliver the same, and that the above-described property is free of all encumbrances of whatsoever kind or nature.

Witness my hand this 3rd day of April, 1996.

**SOUTH PANACA POWER GROUP**

By: John M. Walsworth  
Its: President

**ATTEST**

Scott Walsworth  
Its: Secretary

**ACKNOWLEDGMENT**

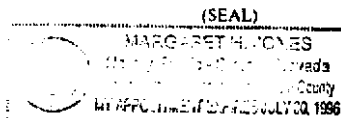
State of Nevada )  
                          ) SS  
County of Lincoln )

I, Margaret H. Jones, a Notary Public in and for the State and County, do hereby certify that John M. Walsworth, the same individual who executed the above and foregoing instrument, appeared before me this day in person and acknowledged that they executed the above instrument as a free and voluntary act.

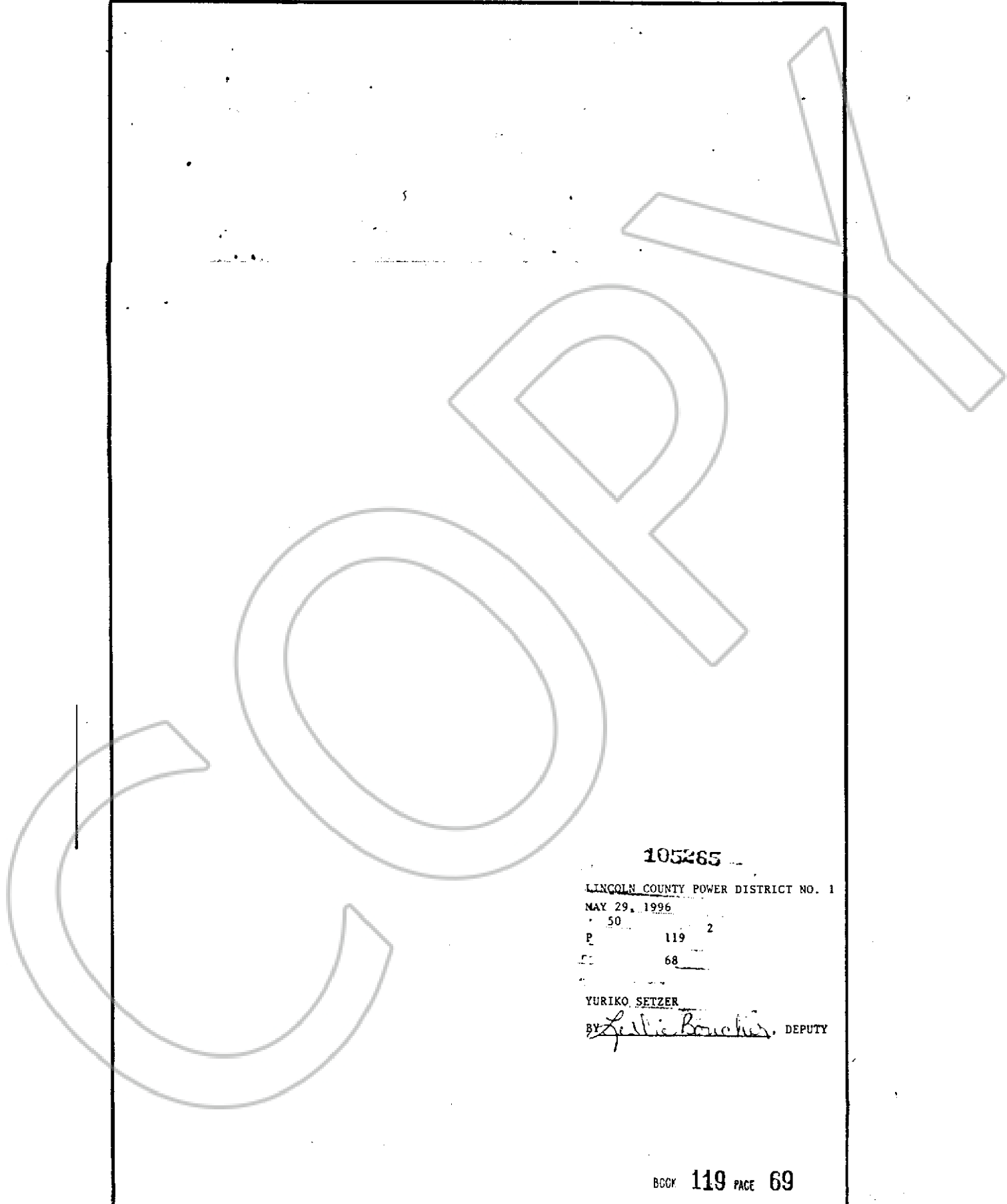
Given under my hand and Notary Seal this third day of April, 1996.

My Commission expires on July 30, 1996  
Subscribed and sworn to before  
me this 3rd day of April,  
1996.

Margaret H. Jones  
NOTARY PUBLIC



Lincoln County



105265

LINCOLN COUNTY POWER DISTRICT NO. 1

MAY 29, 1996

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YURIKO SETZER

BY Leilie Bouchier, DEPUTY