

BILL OF SALE

Florida
Marion County

This BILL OF SALE is made this [] day of [], 20[], by THE CITY OF OCALA, FLORIDA, d/b/a OCALA ELECTRIC UTILITY, a Florida not-for-profit corporation (the “**Seller**”), to DUKE ENERGY FLORIDA, LLC, a Florida limited liability company (the “**Buyer**”).

The Seller, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has bargained and sold and by these presents does bargain, sell, grant, assign, transfer, set over, deliver, and convey unto the Buyer, all of its right, title and interest in and to the Assets, as defined in that certain Asset Purchase Agreement, dated [], 20[], by and between the Seller and the Buyer, to have and to hold the Assets unto the Buyer and its successors and assigns, forever.

And the Seller covenants that it is the sole owner of and has good and marketable title to said property and has the right to convey the same, that the same is free and clear of all encumbrances whatsoever, and that it will warrant and defend the title thereto against the lawful claims of all persons whomsoever.

FURTHER, the Seller hereby covenants and agrees to sign, execute, and deliver, or cause to be signed, executed, and delivered, and to do or make, or cause to be done or made, any and all agreements, instruments, papers, deeds, acts, or things, supplemental, confirmatory, or otherwise, as may be reasonably required by the Buyer for the purpose of or in connection with acquiring or more effectually vesting in the Buyer or evidencing the vesting in the Buyer of all of the right, title, and interest of the Seller in and to the Assets.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed on its behalf as of the day and year first above written.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be signed on its behalf as of the day and year first above written.

THE CITY OF OCALA, FLORIDA, d/b/a OCALA
ELECTRIC UTILITY

By: _____
Kristen M. Dreyer, as
City Council President

ATTEST:

By: _____
Angel B. Jacobs, as
City Clerk

APPROVED AS TO FORM AND LEGALITY:

By: _____
William E. Sexton, as
City Attorney