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E. B. # 153960  
Filed For Record  
April 1, 1963  
At 8:30 A.M.  
Florence Baker  
County Recorder

TELLURIDE POWER COMPANY, GRANTOR  
TO  
UTAH POWER & LIGHT COMPANY, GRANTEE

Dated as of March 15, 1963

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 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 franchise 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:

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.

b. Water Rights:

(1) Certificate of Appropriation of Water No. 182 issued to the Beaver River Power Company July 14, 1915 by the State Engineer of Utah for 10 second feet of the flow of the South Fork of Beaver River with priority of May 16, 1907 and recorded in Book Water Certificate, page 28 in the records of the County Recorder of Beaver County.

(2) Certificate of Appropriation of Water No. 38 B issued to L. L. Nunn July 27, 1910 by the State Engineer of Utah for 40 second feet of the flow of Beaver River with priority of April 21, 1908 and recorded in Book U of Deeds, page 46 in the records of the County Recorder of Beaver County.

(3) Certificate of Appropriation of Water No. 167 issued to the Beaver River Power Company June 23, 1915 by the State Engineer of Utah for 0.2 of a second foot of the flow of a spring for cooling and culinary purposes with a priority of March 9, 1910 and recorded in Book Water Certificate, page 27 in the records of the County Recorder of Beaver County.

(4) Certificate of Appropriation of Water No. 1075 issued to the Telluride Power Company, Assignee, March 3, 1921 by the State Engineer of Utah for 10 second feet of the flow of Dry Hollow Creek of Beaver River with priority of July 14, 1917 and recorded in Book Water Certificate, page 87 in the records of the County Recorder of Beaver County.

(5) Certificate of Appropriation of Water No. 1077 issued to the Telluride Power Company, Assignee, March 3, 1921 by the State Engineer of Utah for 10 second feet of the flow of the East Fork of Beaver River with priority of July 14, 1917 and recorded in Book Water Certificate, page 89 in the records of the County Recorder of Beaver County.

2. Lower Beaver Hydroelectric Plant, consisting of dams, reservoirs, pipe lines and generating station, situated on Beaver River in Sections 22, 23, 24, 25, 26, and 27, T. 29 S., R. 6 W., S.L.M., near Beaver City, Beaver County, Utah.

b. Water Rights:

(1) Certificate of Appropriation of Water No. 1076 issued to the Telluride Power Company, Assignee, March 3, 1921 by the State Engineer of Utah for 17.7 second feet of the flow of Beaver River with priority of July 14, 1917 and recorded in Book Water Certificate, page 88 in the records of the County Recorder of Beaver County.

(2) Certificate of Appropriation of Water No. 2092 issued to the Telluride Power Company, August 16, 1932 by the State Engineer of Utah for 8 second feet of the flow of the South Fork of Beaver River with priority of November 3, 1928 and recorded in Book Water Certificate #1, page 127 in the records of the County Recorder of Beaver County.

DOC # 00153960

Deed B; 89 P; 233  
04/01/1963 08:30:00 AM  
Florence Baker Sevier County Recorder

