

**BILL OF SALE**

This Bill of Sale, dated as of June 26, 2014, is made and entered into by and between the City of Buckley, a municipal corporation of the State of Washington ("Seller"), and Puget Sound Energy, Inc., a Washington corporation ("Purchaser").

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Seller does hereby sell, convey, transfer, assign and deliver to Purchaser, and Purchaser hereby accepts, all of Seller's right, title and interest in and to the property described in the attached Schedules I (A) and I (B) (collectively, the "Property").

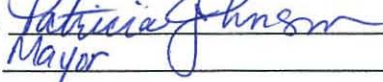
This Bill of Sale is being delivered in connection with the Asset Purchase Agreement, dated as of May 16, 2014, by and between Purchaser and Seller ("Agreement"). This Bill of Sale is subject to each and all of the terms and conditions of the Agreement.

This Bill of Sale shall be binding upon and inure to the benefit of Purchaser and Seller and their respective successors and assigns.

IN WITNESS WHEREOF, this Bill of Sale has been duly executed and delivered by the authorized officer of each Party as of the date first above written.


**Seller:**

**City of Buckley,**  
a municipal corporation of the State of  
Washington

By:   
Its: Mayor

**Purchaser:**

**Puget Sound Energy, Inc.,** a Washington  
corporation

By:   
Its: SOP & CFO

## SCHEDULE I (A)

### Natural Gas Assets

1. All 23.9 lineal miles (more or less) of cathodically protected and coated steel gas main, including 19.97 lineal miles (more or less) of such steel gas main 2 inches or less in diameter and 3.93 lineal miles (more or less) measuring over 2 inches thru 4 inches in diameter, located within the City of Buckley as of the Effective Date, which such facility is further described in the "Annual Report for Calendar Year 2013" submitted by the City of Buckley to USDOT Pipeline and Hazardous Materials Safety Administration (the "Annual Report").
2. All 12.83 lineal miles (more or less) of plastic gas main, including 12.69 lineal miles (more or less) of PE gas main measuring 2 inches or less in diameter and 0.14 of PE gas main measuring 2 inches thru 4 inches in diameter, located within the City of Buckley as of the Effective Date, which such facility is further described in the Annual Report.
3. All 1420 (more or less) services located within the City of Buckley as of the Effective Date, including:
  - A. All 880 (more or less) services served by steel pipe, including 869 services served by steel pipe measuring one inch or less in diameter, 10.0 services measuring over one inch thru two inches in diameter and 1.0 service measuring over two inches thru four inches in diameter, located within the City of Buckley as of the Effective Date, which such services are further described in the Annual Report.
  - B. All 540 (more or less) services served by plastic PE pipe measuring one inch or less in diameter, located within the City of Buckley as of the Effective Date, which such services are further described in the Annual Report.
4. All 85 (more or less) excess flow valves located within the City of Buckley as of the Effective Date, which such services are further described in the Annual Report.

SCHEDULE I (B)

Personal Property

Item Type	Item Description	Quantity as of Effective Date	Value
Equipment	NDT International Thickness Gauge	1	\$1000.00
Equipment	Fluke Multi-Meter	2	\$200.00
Equipment	Heath Tech Odorator	1	\$1500.00
Equipment	Atkins Thermocouple Thermometer	1	\$500.00
Equipment	Miller Current Interrupter	1	\$100.00
Equipment	Universal Cathodic Protector Rectifier	1	\$800.00
Equipment	Crystal Digital Test Gauge	1	\$600.00
Equipment	Mini AC/DC Clamp Meter	1	\$50.00
Equipment	Swain Meter	1	\$100.00
Equipment	Small Pressure Gauges	7	\$150.00
Equipment	Equipment Calibration Regulators	Multiple	\$50.00
Equipment	Heath CGI Gas Indicator	1	\$500.00
Equipment	Cad weld Shots	72	\$50.00
Equipment	Mini Mac Fusion Machines	2	\$800.00
Equipment	Tinker and Razor Holiday Detector	1	\$500.00
Equipment	Heath Detecto Pak CGI	1	\$100.00
Equipment	Acetylene Pipe Cutter	1	\$250.00
Equipment	Calibration Gases	Multiple	\$100.00
Equipment	Spare Recording Charts	Multiple	\$50.00
Equipment	Chart Recorder Motors	Multiple	\$100.00
Equipment	4" Sidewinder Fusion Iron	1	\$500.00
Equipment	4" Butt Fusion Equipment	1	\$2500.00
Equipment	Ford F-550 Gas Service Truck	1	\$18,000.00
Equipment	Mobil Gas Welding Hose and Valves	1	\$400.00
Equipment	Torpedo Levels	2	\$20.00
Equipment	Ratchets and Sockets	Multiple	\$100.00
Equipment	Hand Tools	Multiple	\$500.00
Equipment	Cad Weld Kit	1	\$500.00
Equipment	Hand Help Grinder	2	\$100.00
Equipment	Wheel Grinder Heads	Multiple	\$50.00
Equipment	Hydraulic Squeeze Tools	1	\$250.00
Equipment	Portable Cable Air Compressor	1	\$150.00
Equipment	Mustang Squeeze Tools	5	\$1200.00
Equipment	Reciprocating Saw	1	\$100.00
Equipment	Extension Cords	3	\$100.00
Equipment	Power Drill	1	\$100.00
Equipment	Hand Pipe Threader	1	\$500.00
Equipment	4" Hand Wheel Cutter	1	\$50.00
Equipment	300ft Tape Measure (Soft)	1	\$20.00
Equipment	Mueller No Blo Valve Changer	1	\$1800.00
Equipment	Miller Trail Blazer Welder/Generator	1	\$3500.00
Equipment	Kuhlman Manometer	1	\$150.00

Item Type	Item Description	Quantity as of Effective Date	Value
Equipment	Dwyer Manometer	1	\$50.00
Equipment	Mueller D-5 Tapping/Stopping	1	\$1500.00
Equipment	Val-Tex Foot pump Grease Gun	1	\$1000.00
Equipment	8" Variable Speed Bench Grinder	1	\$300.00
Equipment	Senset Golds	2	\$2200.00
Equipment	Half Cells	4	\$100.00
Equipment	2" Fusion Gear	1	\$3000.00
Equipment	2" PE Cutters	2	\$400.00
Parts	Valve Boxes Full Sets	8	\$500.00
Parts	Valve Lids	13	\$200.00
Parts	Valve Paving Risers	18	\$250.00
Parts	½" PE Tees In Line	61	\$360.00
Parts	Stainless Tube Fittings	Multiple	\$100.00
Parts	Meter Indexes	74	\$1100.00
Parts	Spare Reg Station Regulator Springs	Multiple	\$200.00
Parts	6 Inch Spare Meter Turbine	1	\$200.00
Parts	Bolt and Flange Kits	Multiple	\$500.00
Parts	Safeco Gas Filter	1	\$100.00
Parts	Sensus Service Regulators	36	\$900.00
Parts	Greenline Wrap	62	\$620.00
Parts	Tar	10	\$300.00
Parts	Mooney Regulator mounting spools	4	\$200.00
Parts	Spare Turbine Meter for Reg Station	2	\$1000.00
Parts	Fisher High Pressure Shut off Valves	5	\$500.00
Parts	In-Line Main Valves	Multiple	\$200.00
Parts	Protecto Wrap Primer	2	\$150.00
Parts	Protecto Wrap	14	\$140.00
Parts	17lb Anode	1	\$200.00
Parts	4 Inch PE to Steel Transition	2	\$360.00
Parts	Meter Index Covers	18	\$100.00
Parts	Continental Fittings (Various Sizes)	120	\$1200.00
Parts	Tracer Wire (14 gauge)	0	\$0
Parts	½" Butt End Cap (Fusion)	30	\$45.00
Parts	¾" Butt End Cap (Fusion)	30	\$50.00
Parts	1" Butt End Cap (Fusion)	20	\$40.00
Parts	2" Purging Caps (PE)	4	\$12.00
Parts	2" Butt End Caps (Fusion)	18	\$54.00
Parts	4" Butt End Caps (Fusion)	2	\$12.00
Parts	1" PE Tees In-Line (Fusion)	10	\$60.00
Parts	2" PE Tees In-Line (Fusion)	12	\$96.00
Parts	¾" PE In-Line Tees (Fusion)	31	\$186.00
Parts	1"x¾" PE Reducers (Fusion)	40	\$120.00
Parts	PE Fusion Practice Tees (Various Sizes)	76	\$450.00
Parts	2"x½" PE Permalock Saddle	3	\$150.00
Parts	PE Fusion Service Tees (Various Sizes)	70	\$350.00
Parts	¾"x½" PE Butt Fusion Reducers	41	\$120.00
Parts	2" PE 90Deg (Fusion)	24	\$120.00

Item Type	Item Description	Quantity as of Effective Date	Value
Parts	1" PE 90Deg (Fusion)	16	\$80.00
Parts	½" Dresser EFV (Fusion)	100	\$1000.00
Parts	¾" Dresser EFV (Fusion)	50	\$500.00
Parts	1" Perfection EFV (Stab)	7	\$105.00
Parts	½" Perfection EFV (Stab)	15	\$400.00
Parts	1" Permasert Coupler	7	\$610.00
Parts	¾" Permasert Coupler	7	\$350.00
Parts	½" Permasert Coupler	18	\$450.00
Parts	1" PE In-Line Valves (Fusion)	14	\$322.00
Parts	2" PE In-Line Valves (Fusion)	2	\$160.00
Parts	¾" PE In-Line Valves (Fusion)	9	\$135.00
Parts	In-Line Gas Filters for Reg Stations	Multiple	\$50.00
Parts	Spare Chart Recorders	2	\$200.00
Parts	2" Steel to PE Transition Fittings	5	\$300.00
Parts	1" Steel to PE Transition Fittings	10	\$400.00
Parts	Trenton Wax Tape	18	\$120.00
Parts	Wax Tape Premier	1	\$100.00
Parts	Meter Spud Gaskets (Various Sizes)	Multiple	\$50.00
Parts	1" x Close Black Iron (BI) Nipples	25	\$31.25
Parts	1"x2" Nipple (BI)	31	\$46.50
Parts	1"x3" Nipple (BI)	37	\$55.50
Parts	1"x2 ½" Nipple (BI)	16	\$32.00
Parts	1"x4" Nipple (BI)	29	\$58.00
Parts	1"X5" Nipple (BI)	22	\$44.00
Parts	1"x6" Nipple (BI)	19	\$57.00
Parts	¾"x1" Muller Auto Perf Tees	13	\$377.00
Parts	¾" Muller Auto Perf Tees	8	\$176.00
Parts	1" Threaded 90Deg (BI)	17	\$68.00
Parts	¾" Threaded 90Deg (BI)	33	\$90.00
Parts	¾"x1" Threaded 90Deg (BI)	45	\$120.00
Parts	¾" x Close Nipples (BI)	30	\$30.00
Parts	¾"x 3" Nipples (BI)	41	\$61.50
Parts	¾"x 4" Nipples (BI)	30	\$30.00
Parts	¾"x5" Nipples (BI)	35	\$70.00
Parts	¾"x 6" Nipples (BI)	27	\$54.00
Parts	Direct Bury Splice	17	\$15.00
Parts	1" Steel Threaded Plugs	22	\$40.00
Parts	¾" Steel Threaded Plugs	14	\$15.00
Parts	¾"x2" Nipples (BI)	14	\$15.00
Parts	¾"x1" Bushings (BI)	13	\$26.00
Parts	Direct Bury Lug Wire Splice Kit	100	\$100.00
Parts	¾"x12" Nipples (BI)	7	\$40.00
Parts	1 ¼" Steel Threaded Nipples (Various Sizes)	Multiple	\$100.00
Parts	1 ½" Steel Threaded Nipples (Various Sizes)	Multiple	\$100.00
Parts	2" Steel Threaded Nipples (Various Sizes)	Multiple	\$100.00
Parts	4" x Closed Steel Threaded Nipples	Multiple	\$50.00
Parts	1 ¼" Meter Valve (McDonald)	1	\$20.00

Item Type	Item Description	Quantity as of Effective Date	Value
Parts	1" Meter Valve (Mueller)	48	\$500.00
Parts	1" Meter Spud (Insulated)	47	\$300.00
Parts	1" Meter Spud (Uninsulated)	144	\$720.00
Parts	Meter Spud Swivel	338	\$600.00
Parts	1" Steel Threaded Tee	29	\$87.00
Parts	¾" Steel Threaded Tee	16	\$32.00
Parts	Black Steel Weld on Line Stoppers	Multiple	\$100.00
Parts	Stainless Valve Grease Plugs	Multiple	\$100.00
Parts	Black Steel Bell Reducers	Multiple	\$100.00
Parts	Steel Threaded Tee Reducers	Multiple	\$100.00
Parts	Steel 90deg Elbow Reducers	Multiple	\$100.00
Parts	Steel Unions (Insulated)	Multiple	\$150.00
Parts	Steel Unions (Uninsulated)	Multiple	\$150.00
Parts	Butt Weld Steel Fittings ¾"-4"	Multiple	\$200.00
Parts	1 ¼" Meter Spuds and Swivel	Multiple	\$150.00
Parts	1 ½" Meter Spuds and Swivel	Multiple	\$150.00
Parts	Rockwell 750 Gas Meter	1	\$150.00
Parts	½" Yellow Stripe PE Pipe 8300	6	\$480.00
Parts	¾" Yellow Stripe PE Pipe 8300	Partial Roll	\$50.00
Parts	1" Yellow Stripe PE Pipe 8300	Partial Roll	\$50.00
Parts	2" Yellow Stripe PE Pipe 8300	1 Roll	\$800.00
Parts	¾" Anode less Riser	7	\$470.00
Parts	1" Anode less Riser	13	\$1456.00
Parts	½" Anode less Riser	10	\$710.00
Parts	2" Black Steel Pipe (20ft)	1	\$112.00
Parts	2lb Sacrificial Anode	5	\$300.00
Meter	Sensus 250 Qubix Meter	26	\$1400.00
Meter	Eqimeter 275 Meter	70	\$1200.00
Meter	Sensus R415 Meter	0	\$0.00
Meter	Rockwell 5000 Meter	1	\$400.00
<b>Total Estimate of Value</b>			<b>\$76,803.00</b>