

"HIGHLY CONFIDENTIAL PER
PROTECTIVE ORDER IN
WUTC DOCKET NO. UE-031725"

REDACTED

(ix) by Buyer or Seller, if the WUTC Approvals have not been received by Buyer as set forth on such schedule within two hundred and ten (210) days after the Agreement Date, but only for a period of thirty (30) days after the expiration of such 210-day period, provided that if (A) Buyer has failed to make, on or before sixty (60) days after the Agreement Date, a Power Cost Only Rate filing (as defined by the WUTC in its 12th Supplemental Order in Docket UE 011 570) with the WUTC seeking the WUTC Approvals, or (B) the proceeding for review and approval of such filing definitively ceases at any time prior to final order or approval to be a Power Cost Only Rate filing, then either Buyer or Seller shall, for a period of thirty (30) days after either such event, have the right to terminate this Agreement and the transactions contemplated hereby.