

file

2

Released From Confidential Status

Case Numbers: 03-93-EL-ATA, 03-2079-EL-AAM, 03-2080-EL-ATA, 03-2081-EL-AAM, 05-724-EL-UNC, 05-725-EL-UNC, 06-1068-EL-UNC, 06-1069-EL-UNC, 06-1085-EL-UNC

Date: 11/17/2008

**Confidential Document in these
proceeding released to the public per
Entry dated November 17, 2008**

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business

Technician

Date Processed 11-17-08

508367

00372

OPTION AGREEMENT

CONFIDENTIAL PROPRIETARY
TRADE SECRET

BY AND BETWEEN

CINERGY RETAIL SALES, LLC

AND

GENERAL MOTORS, INC.

This Option Agreement (the "Agreement") is entered into as of this twentieth (20th) day of December 2004 (the "Effective Date") by and between Cinergy Retail Sales, LLC ("CRS") a Delaware limited liability company, and General Motors, Inc ("GM"), a Delaware limited liability company (each individually a "Party" or collectively the "Parties").

RECITALS

WHEREAS, General Motors, Inc for the purposes of this agreement only refers to General Motors, Inc., West Chester Operation located within the retail delivery service territory of The Cincinnati Gas & Electric Company ("CG&E").

WHEREAS, CRS has been certified by the Public Utilities Commission of Ohio as a Certified Retail Electric Supplier ("CRES") and has the authority to engage in the sale of electrical power at retail;

WHEREAS, GM desires to grant an option to CRS to provide electric service and CRS desires to provide electric service pursuant to the terms outlined herein;

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, the Parties agree as follows:

**ARTICLE I
DEFINITIONS**

The following definitions and any terms defined in this Agreement shall apply hereunder.

"Affiliate" means, with respect to any person, any other person (other than an individual) that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with, such person. For this purpose, "control" means the direct or indirect ownership of ten (10) percent or more.

"Business Day" means a day on which Federal Reserve member banks in Ohio are open for business; and a Business Day shall open at 8:00 a.m. and close at 5:00 p.m. eastern prevailing time, unless otherwise agreed to by the Parties in writing.

(C)17158.1

Cinergy Corporate Records

04016260



Document Code

050

15