

**ASSET PURCHASE AND SALE AGREEMENT**

between

**JEA**  
(as Seller)

and

[•]  
(as Purchaser)

[and

[•]  
(as Guarantor)]<sup>1</sup>

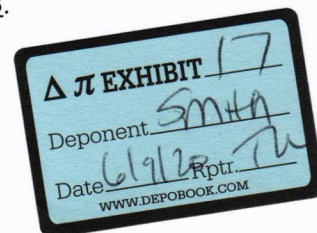
dated

[•]

**THIS DRAFT IS FOR DISCUSSION PURPOSES ONLY AND IS NOT LEGALLY BINDING IN ANY RESPECT. NO BINDING OBLIGATION WILL ARISE (AS A RESULT OF ANY COURSE OF DEALING OR OTHERWISE) UNLESS AND UNTIL A FINAL ASSET PURCHASE AND SALE AGREEMENT IS DULY EXECUTED AND DELIVERED BY ALL PERSONS NAMED AS PARTIES.**

---

<sup>1</sup> Note to Respondent: To the extent that Purchaser is a special purpose vehicle or otherwise not a creditworthy entity with sufficient resources to consummate the transactions contemplated by this Agreement, a creditworthy entity with satisfactory resources is to be included herein as Purchaser's guarantor. See Section 8.13.



**TABLE OF CONTENTS**

ARTICLE I PURCHASE AND SALE .....	1
Section 1.01 Purchase and Sale of Assets .....	1
Section 1.02 Excluded Assets .....	3
Section 1.03 Assumed Liabilities .....	4
Section 1.04 Excluded Liabilities .....	4
Section 1.05 Purchase Price .....	4
Section 1.06 Payment of Purchase Price. At the Closing: .....	5
Section 1.07 Cash Reconciliation .....	7
ARTICLE II CLOSING .....	8
Section 2.01 Closing .....	8
Section 2.02 Closing Deliverables .....	9
ARTICLE III REPRESENTATIONS AND WARRANTIES OF SELLER .....	11
Section 3.01 Organization and Qualification of Seller .....	12
Section 3.02 Authority of Seller .....	12
Section 3.03 Consents and Approvals; No Violations .....	12
Section 3.04 Financial Statements .....	12
Section 3.05 Undisclosed Liabilities .....	13
Section 3.06 Absence of Certain Changes or Events .....	13
Section 3.07 Title to and Sufficiency of Purchased Assets .....	13
Section 3.08 JEA Material Contracts .....	13
Section 3.09 Legal Proceedings .....	15
Section 3.10 Compliance with Law, Orders and Permits .....	15
Section 3.11 Real Property .....	15
Section 3.12 Employee Benefit Plans .....	16
Section 3.13 Labor and Employee Matters .....	16
Section 3.14 Taxes .....	17
Section 3.15 Environmental Matters .....	17
Section 3.16 Insurance .....	18
Section 3.17 Information Security .....	18
Section 3.18 Intellectual Property .....	18
Section 3.19 Certain Business Practices .....	18
Section 3.20 Brokers .....	19
Section 3.21 No Other Representations or Warranties .....	19