

IN WITNESS WHEREOF, FAIRFIELD COUNTY, SOUTH CAROLINA, and SOUTH CAROLINA ELECTRIC & GAS COMPANY, each pursuant to due authority, have duly executed this Fee Agreement, all as of the date first above written.

FAIRFIELD COUNTY, SOUTH CAROLINA



Russell David Brown, Chairman of County Council
Fairfield County, South Carolina

(SEAL)

ATTEST:



Shryll M. Brown, Clerk to County Council
Fairfield County, South Carolina

SOUTH CAROLINA ELECTRIC & GAS
COMPANY

By: _____

Its: _____

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**SOUTH CAROLINA ELECTRIC & GAS
COMPANY**

By: *Kevin B. Marsh*
Kevin B. Marsh
Its: President and Chief Operating Officer

**EXHIBIT A
DESCRIPTION OF REAL PROPERTY**

All those certain pieces, parcels or tracts of land being in the County of Fairfield, State of South Carolina, near the Town of Parr, containing an aggregate of 2,010.69 acres, more or less, and being that property lying in the New Nuclear Development Project Boundary Line ("NND PBL") as shown on the attached drawing entitled "VC Summer Nuclear Plant New Nuclear Development Fee in Lieu Properties," dated June 9, 2010. Derivations and county tax map numbers associated with each tract are set forth below.

TRACT NUMBER	GRANTOR	ACRES	DEED DATE	RECORD DATE	DEED BOOK	DEED PAGE	TAX MAP NUMBER (or portion)
28 *	Mamie R. Young, Delia R. Wooden, Vivian R. McGriff, Paul Rabb, Jr. & Lindberg Rabb (5/7 interest)	47.23	6/29/72	6/29/72	ED	43	138-01-00-003-000
	Margie R. Brooks & Virginia R. Fickling (2/7 interest)		7/17/72	7/17/72	ED	184	138-01-00-003-000
29 *	Louise McMeekin Chappell (Parcel A & C)	73.84	9/14/72	9/18/72	EE	23	138-01-00-003-000
	Louise C. Moseley, Rebecca C. Miller, & Judy C. Mullinax, individually & as exec. & sole heirs at law of E. D. Chappell & Louise McMeekin Chappell (Parcel B)	23.00	5/31/70	6/19/74	EL	101	138-01-00-003-000
30 *	Virginia R. Fickling & Margie Rabb Brooks	79.34	5/10/73	5/15/73	EG	571	138-01-00-003-000 175-00-01-004-000
31	Clara M. Poole, Kitty M. Conroy, Marjorie McMeekin & W. T. McMeekin	189.85	10/20/72	10/27/72	EE	265	138-01-00-003-000 175-00-01-004-000
33	Catawba Timber Company	54.02	1/22/73	2/7/73	EF	337	138-01-00-003-000
37	Champion International Corp.	162.32	12/17/75	12/321/75	EQ	1155	138-01-00-003-000
Tract 37 NOTE: Acreage for this tract 37 includes portions of acreages of the following tracts: 44, 45, 46, 47, 57, 60, 62, 63, 64, 65, 66 & 72							
44	Henry W. Martin & Julie Mae Curtain		8/26/72	8/28/72	ED	505	138-01-00-003-000
45	Sarah Hollins & Henry W. Martin		8/10/72	8/11/72	ED	389	138-01-00-003-000
46	Ernestine Rabb & Henry W. Martin		7/10/72	7/10/72	ED	103	138-01-00-003-000
47	John Henry Martin		1/19/73	2/2/73	EF	315	138-01-00-003-000
57	Mary D. Martin, John Z. Martin, Beatrice Thacker, Abraham Martin, Jr. Edna Christian & Mayme M. King		12/29/72	2/22/73	EF	435	138-01-00-003-000
60	Arthur Kennedy		12/27/73	12/28/73	EJ	187	138-01-00-003-000
62	Tommy Lee Pearson		10/31/74	9/10/75	EQ	207	138-01-00-003-000
63	Odell Cook		7/31/73	8/7/73	EH	494	138-01-00-003-000
64	Lee Irvin Rikard		8/31/10	9/7/73	EI	154	138-01-00-003-000

**EXHIBIT B
JOINDER AGREEMENT**

Reference is hereby made to (i) that certain Fee Agreement dated July 12, 2010 (the "Fee Agreement") between Fairfield County, South Carolina (the "County"), and South Carolina Electric & Gas Company (the "Company") and (ii) that certain Resolution dated December 12, 2005 (the "Resolution"), of the Fairfield County Council.

1. Joinder to Fee Agreement.

The undersigned hereby (a) joins as a part to, and agrees to be bound by and subject to all of the terms and conditions of, the Fee Agreement; (b) acknowledges and agrees that (i) in accordance with Section 8.4 of the Fee Agreement, the undersigned has been designated as a Sponsor Affiliate by the Company for purposes of the Project and such designation has been consented to by the County pursuant to the Resolution; (ii) the undersigned qualifies or will qualify as a Sponsor Affiliate under the Fee Agreement and Section 12-44-30(A)(19) and Section 12-44-130 of the Act; and (iii) the undersigned shall have all of the rights and obligations of a Sponsor Affiliate as set forth in the Fee Agreement.

2. Capitalized Terms.

All capitalized terms used but not defined in this Joinder Agreement shall have the meanings set forth in the Fee Agreement.

3. Governing Law.

This Joinder Agreement shall be governed by and construed in accordance with the laws of the State of South Carolina, without regard to principles of choice of law.

IN WITNESS WHEREOF, the undersigned has executed this Joinder Agreement to be effective as of the date set forth below.

Date

Name of Entity

By: _____

Name: _____

Its: _____

Address: _____

IN WITNESS WHEREOF, the Company consents to the addition of the above-named entity becoming a Sponsor Affiliate under the Fee Agreement effective as of the date set forth above.

Date

By: _____

Name: _____

Its: _____



COPY
 STATE OF SOUTH CAROLINA
 DEPARTMENT OF REVENUE
**FEE IN LIEU OF PROPERTY TAX
 INITIAL REPORT FORM**

PT-443
 (Rev. 3/12/08)
 7071

INITIAL REPORT (to be filed within 30 days of execution of a fee agreement or an inducement agreement)

1. Legal Name of Investor (Include information about each party investing in the Fee, if more than one investor, and how they qualify under the fee statutes.)	1) SOUTH CAROLINA ELECTRIC & GAS COMPANY 2) 3)		
2. Federal Employer ID	1) 54-0248695	2)	3)
3. Business (Check all that apply if more than one investor and supply an explanation.)	<input type="checkbox"/> Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> LLC Corporation - State of incorporation: <u>SC</u>		
4. Principal Business Mailing Address	Street/POB 220 Operation Way, MC135 City, State, Cayce, SC 29033-3701 9 Digit Zip Code		
5. Physical Location of Project	Street Address: 14368 State Highway 213 City/State/Zip Jenkinsville, SC 29065		
6. County or Counties	FAIRFIELD		
7. Minimum Investment agreed upon	\$600 MILLION		
8. Is the project in a multicounty park?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If yes, please identify: <u>FAIRFIELD AND RICHLAND COUNTIES</u> (See SC Code § 4-1-170)		
9. Contact Person for Investor(s)	BARRY BURNETTE		
10. Telephone	Voice: () 803-217-9636		Fax: () 803-933-8149
11. Taxpayer's Legal Counsel for FILOT	JOHN C. VON LEHE, JR.	Telephone: () 843-534-4311 Fax: () 843-534-4348	
12. Nature of Business	UTILITY	SIC Code: 4931	
13. Accounting Closing Date Used for Income Tax Purposes	DECEMBER 31		
14. Type of Operation	<input type="checkbox"/> Manufacturer (include product manufactured) <input type="checkbox"/> Research & Development <input type="checkbox"/> Office Facility <input type="checkbox"/> Distribution Facility <input type="checkbox"/> Corporate Headquarters <input checked="" type="checkbox"/> Other (describe): <u>UTILITY</u>		
15. Date of Fee Agreement (Simplified Fee) or Date of Inducement Agreement (Big or Little Fee):	JULY 12, 2010		
16. Type of Fee	<input type="checkbox"/> §4-12-30 ("Little Fee") <input type="checkbox"/> §4-29-67("Big Fee") <input type="checkbox"/> Chapter 44, Title 12 ("Simplified Fee") Check if applicable: <input checked="" type="checkbox"/> Super/enhanced fee <input type="checkbox"/> \$1 million+fee		
17. Property to be Included Under the Fee:	<input checked="" type="checkbox"/> Land <input checked="" type="checkbox"/> Buildings <input checked="" type="checkbox"/> Building Additions <input checked="" type="checkbox"/> Personal Property (If available, attach survey of real property covered by the Fee)		
18. Initial Negotiated Assessment Ratio	4%	<input checked="" type="checkbox"/> Fixed <input type="checkbox"/> Variable	Agreement page, para. §: P. 8 §5.1(a)
19. If variable, state the different rates and the years for which they are applicable.	N/A		