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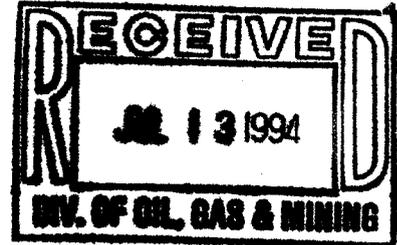
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07/07
Banker.
JB
7-14-94
cc: JWC
TAM
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July 12, 1994



James M. Carter
Director
UTAH DIVISION OF OIL, GAS & MINING
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203

RE: Order Approving Sale of Water Right No. 91-231

Dear Director Carter:

Enclosed is the Order of June 7, 1994, approving Sunnyside Coal Company's ("SCC's") assumption of the Agreement between SCC and Sunnyside Cogeneration Associates ("SCA") dated September 30, 1993 and the related Escrow Agreement. SCC is now authorized to proceed with the sale of Water Right No. 91-231 to SCA.

Please let me know if you need anything further regarding this matter.

Very truly yours,

Denise A. Drago

DAD:jmc:37510

Enclosure

cc: Robert M. Burnham
Thomas A. Mitchell, Esq.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

FILED
BRADFORD L. BOLTON, CLERK
JUN - 7 1994
U.S. BANKRUPTCY COURT
DISTRICT OF COLORADO

In re)
SUNNYSIDE COAL COMPANY,) Case No. 94 12794 CEM
Debtor.) Chapter 11
MC No. _____

ORDER APPROVING ASSUMPTION OF WATER SALE AGREEMENTS

THIS MATTER having come before the Court upon the Debtor's Motion for Order Approving Assumption of Water Sale Agreements and the Court having reviewed the Motion* and being otherwise advised in these premises,

IT IS HEREBY ORDERED that the Debtor's assumption of the Agreement between the Debtor and Sunnyside Cogeneration Associates dated September 30, 1993; the Operating Agreement between the Debtor and Sunnyside Cogeneration Associates, dated June 3, 1993; and the Escrow Agreement between the Debtor and Sunnyside Cogeneration Associates dated September 30, 1993 are hereby approved. The Debtor is authorized to proceed with the sale of Water Right #91-231 to Sunnyside Cogeneration Associates pursuant to the terms and conditions set forth in the Agreement and the Escrow Agreement.

Dated this 7th day of June, 1994

BY THE COURT:



Charles E. Matheson, Judge
United States Bankruptcy Court

**and the only objection
having been withdrawn*

RECEIVED

JUL 1994

HOLLAND & HART
JLSmith