

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of Stoddard)
County Sewer Company, Inc., R.D. Sewer Co., L.L.C.)
and the Staff of the Missouri Public Service) **Case No. SO-2008-0289**
Commission for an Order Authorizing Stoddard)
County Sewer Co., Inc. To Transfer its Assets to R.D.)
Sewer Co., L.L.C., and for an Interim Rate Increase.)

TRANSFER OF ASSETS AGREEMENT

NOW ON THIS 8th day of December, 2008, this Agreement is entered into by
STODDARD COUNTY SEWER COMPANY, INC., by the Statutory Trustee through its
Assignee, (hereinafter "Transferor") and R.D. SEWER CO., L.L.C. (hereinafter "Transferee").

WHEREAS, Transferor is the owner of certain assets that have been used to provide
sewer services for the customers of Stoddard County Sewer Company; and

WHEREAS, STODDARD COUNTY SEWER COMPANY, INC. is no longer in good
standing, its charter having been forfeited, and the prior owner, Carl Bien, is deceased and his
estate probated and all stock in Transferor awarded to Ruth Bien, his wife, who subsequently
assigned it to R.D. SEWER CO., L.L.C.; and

WHEREAS, the Joint Application filed before the Missouri Public Service Commission
in Case No. SO-2008-0289, has been approved and the Commission has ordered the transfer of
assets from STODDARD COUNTY SEWER COMPANY, INC., Transferor, to R. D. SEWER
CO., L.L.C., Transferee.

NOW THEREFORE, in order to accomplish the transfer of assets, Transferor hereby
assigns and transfers to Transferee all of its right, title and interest in and to all real estate and
easements and personal property, including, but not limited to, equipment, tools, underground
collection lines and including all assets listed in Paragraphs 42 and 43 of the hereinbefore

mentioned Application.

Transferee agrees to accept the transfer and to abide by the Temporary Tariff filed pursuant to the Commission's Order and any subsequent Orders and Tariffs approved by the Commission.

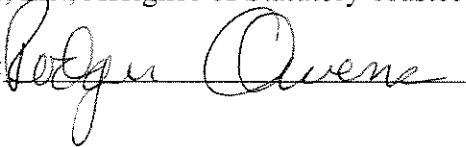
The attached Quit-Claim Deed and Bill of sale are incorporated in this Agreement as if fully set forth.

TRANSFEROR:

TRANSFEEE:

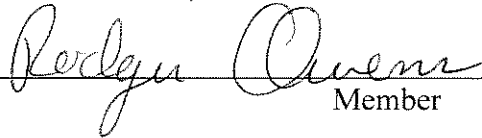
STODDARD COUNTY SEWER
COMPANY, INC., by R.D. Sewer
Co., Inc., Assignee of Statutory Trustee

By:



R.D. SEWER CO., L.L.C.

By:


Member

QUIT-CLAIM DEED

THIS DEED, made and entered into this 27th day of December, 2008, by and between **STODDARD COUNTY SEWER COMPANY, INC.**, a Missouri corporation not in good standing with the Missouri Secretary of State, by R. D. Sewer Co., L.L.C. as Assignee of its Statutory Trustee, GRANTOR, and **R. D. SEWER CO., L.L.C.**, a Missouri limited liability company, of the County of Stoddard, State of Missouri. (Mailing address of said GRANTEE is 406 South Allen, Bernie, Missouri 63822.)

WITNESSETH, that said GRANTOR, for and in consideration of the sum of One Dollar and other Good and Valuable Consideration, paid by said GRANTEE, receipt of which is hereby acknowledged, does by these presents Remise, Release and forever Quit-Claim unto said GRANTEE, the following described real estate, situated in the County of Stoddard, State of Missouri, to-wit:

All of Lot 1 and the North 35 feet of Lot 2 in Block 1 of Ecology Acres Subdivision, as recorded in Plat Book 8 at Page 4 in the Recorder of Deeds Office of Stoddard County, Missouri. Also, all easements in Stoddard County, Missouri for sewer collection lines, whether recorded or unrecorded, presently used by Grantor.

(This Deed is being conveyed pursuant to the Order of the Missouri Public Service Commission in Case No. SO-2008-0289.)

TO HAVE AND TO HOLD the same, together with all rights and appurtenances to the same belonging, unto the said GRANTEE, and to its heirs and assigns forever. So that neither said GRANTOR, nor its heirs, nor any other person or persons for it or in its name or behalf, shall or will hereafter claim or demand any right or title to the aforesaid premises, or any part thereof, but it and every one shall, by these presents, be excluded and forever barred.

IN WITNESS WHEREOF, the said GRANTOR has executed these presents the day and year first above written.

STODDARD COUNTY SEWER COMPANY, INC.
By: R. D. SEWER CO., L.L.C., as Assignee of
the Statutory Trustee

By: Rodger Owens

STATE OF MISSOURI)
)ss.
COUNTY OF STODDARD)

On this 8th day of December, 2008, before me appeared Rodger Owens, to me personally known, who, being by me duly sworn, did say that he is Manager of R.D. Sewer Co., L.L.C., a Missouri limited liability company, and that said instrument was signed and sealed on behalf of said company, by authority of its Members and said Rodger Owens acknowledged said instrument to be the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

Darla J. Grossman
Notary Public Darla J. Grossman

My commission expires: 1-20-2012



DARLA J. GROSSMAN
My Commission Expires
January 20, 2012
Stoddard County
Commission #08415700

BILL OF SALE

STODDARD COUNTY SEWER COMPANY, INC., a Missouri Corporation, whose good standing the the Missouri Secretary of State has been forfeited, by R. D. Sewer Co., L.L.C. as Assignee of the Statutory Trustee, as GRANTOR, in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration to it paid by **R.D. SEWER CO., L.L.C.**, a Missouri limited liability company, GRANTEE, of the County of Stoddard, and State of Missouri, mailing address: 406 South Allen, Bernie, Missouri 63822, the receipt of which is hereby acknowledged, does hereby grant, sell, transfer and deliver to the GRANTEE, its heirs and assigns, the following described personal property lying being and situate in the County of Stoddard, and State of Missouri, to-wit:

Sewer Plant Facility and Equipment
(One 15 h.p. Electric Motor, one 5 h.p. Blower Motor)

3- ABS 5.h.p. Grinder Pumps, Rebuilt
8300 ft. of 3" PVC Sewer Main
11865 ft. of 8" PVC Sewer Main
One 1000 gallon three-axle Fiberglass Sewage Tank Trailer
One 16 ft., two-axle Flat Bed Trailer with Hydraulic Winch
One 20" x 30" Aluminum Extension Ladder
One Lot Rubber Air Up Test Plugs
Two 18 x 25 x 52 Four-Drawer File Cabinets
One Stand Light

GRANTEE shall have all rights and title to the above-described personal property in itself and its executors, administrators and assigns.

GRANTOR is the lawful owner of the sewer lines and manholes above described and such sewer lines and manholes are free from all encumbrances. GRANTOR has good right to sell the above-described sewer lines and manholes and will warrant and defend the right against the lawful claims and demands of all persons.

IN WITNESS WHEREOF, GRANTOR has executed this Bill of Sale at Dexter, Missouri,
on the 6th day of December, 2008.

STODDARD COUNTY SEWER COMPANY, INC.
By: R. D. SEWER CO., L.L.C., as Assignee of
the Statutory Trustee

By: Rodger Owens

STATE OF MISSOURI)
)ss.
COUNTY OF STODDARD)

On this 8th day of December, 2008, before me appeared Rodger Owens, to me personally known, who, being by me duly sworn, did say that he is the Manager of R.D. Sewer Co., L.L.C., a Missouri limited liability company, and that said instrument was signed and sealed on behalf of said company, by authority of its Members and said Rodger Owens acknowledged said instrument to be the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

Darla J. Grossman
Notary Public

My commission expires: 1-20-2012



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January 20, 2012
Stoddard County
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