

**CALL AND WAIVER OF SPECIAL MEETING OF SHAREHOLDERS
AND BOARD OF DIRECTORS OF KMB UTILITY CORPORATION**

Ann C Rudy being the shareholders of all stock of KMB
Utility Corporation to hold a special meeting at 10:00 a.m. at the offices located at
5108 Dulin Creek Road, House Springs, MO 63051 on the 15th day of September, 2008.

The purpose of the meeting is to execute a contract with Triple C. Development,
LLC for the sale of all the assets of Cape Rock Village Sewer System located in Cape
Girardeau County, Missouri.

KMB Utility Corporation by:

Ann C. Rudy
President

Ann C. Rudy
President, Member of the Board of Directors
of KMB Utility Corporation

Ann C. Rudy
Secretary, Member of the Board of Directors
of KMB Utility Corporation