

ASSIGNMENT OF INTERESTS

WHEREAS, Port Perry Service Company, Michael Yamnitz, and Brad Moll (collectively “Sellers”) and Central States Water Resources, Inc., (“Buyer”) entered into an *Agreement for Sale of Utility System* (“Agreement”) dated August 22, 2018; and

WHEREAS, under terms of the Agreement Buyer will acquire all Sellers’ assets pertaining to Sellers’ provision of water and sewer services through systems located in Perry County, Missouri; and

WHEREAS, Section 17 of the Agreement gives Buyer the right, at closing, to assign to an affiliated entity all Buyer’s rights, title, and interests in Sellers’ assets and to do so without need to obtain Sellers’ consent; and

WHEREAS, Confluence Rivers Utility Operating Company, LLC, (“Confluence Rivers”) is an affiliate of Buyer formed for the purpose of owning and operating sewer systems in the state of Missouri;

NOW, THEREFORE, in accordance with its rights under the Agreement, Buyer hereby assigns to Confluence Rivers, at closing of the transaction contemplated by the Agreement, all Buyer’s rights, title, and interests to the assets acquired from Sellers, including, without limitation, the following:

1. The land, improvements, easements, rights of way, permits, and leases related to sewer systems owned and operated by Sellers in Perry County, Missouri, and as depicted or described in Exhibits A and B of the Agreement;
2. All of Sellers’ sewer service facilities, equipment, lines, plant, pipes, manholes, and appurtenances;
3. Any machinery and equipment, such as meters, tools, devices, mobile work equipment, and all furniture, fixtures, machinery, supplies, and other tangible items, if any, as located in Perry County, Missouri, and used or held for use in connection with Sellers’ ownership and operation of its water and sewer systems, as described in Exhibit C of the Agreement;
4. All Sellers’ rights, title, and interest to any franchise agreements, franchise rights, warranties, contracts, supply contracts, agreements, and customer deposits, if any, pertaining to, allocable to, or arising out of Sellers’ provision of water or sewer service in Perry County, Missouri, and as more generally described in Exhibit D of the Agreement;
5. All Sellers’ inventory, merchandise, contract rights, supplies, goodwill, and general intangibles, including accounts receivable pertaining to the provision of sewer service, except accounts receivable accrued prior to the closing date specified in the Agreement; and
6. All assets not otherwise described or identified located in Perry County, Missouri, that are used or useful to Sellers to operate its water and sewer systems, except any and all cash,

cash equivalents, and bank deposits in existence prior to closing the transaction contemplated by the Agreement.

Consistent with this Assignment of Interests and its obligations under the Agreement, Buyer agrees to take all actions necessary to ensure Sellers fully and lawfully transfer all interests subject to this assignment to Confluence Rivers at closing of the transaction contemplated by the Agreement.

Executed this 29 day of March 2019.

**CENTRAL STATES WATER
RESOURCES, INC.**



President