

Disclosure Schedule

to

Asset Purchase Agreement

between

Liberty Utilities (Missouri Water) LLC,

Franklin County Water Company, Inc.,

and

LaVerne Faulkenberry

Dated as of February 6, 2019

This Disclosure Schedule is delivered to Liberty Utilities (Missouri Water) LLC (the "Buyer") pursuant to the Asset Purchase Agreement (the "Agreement") between and among Franklin County Water Company, Inc. (the "Company" and a "Seller"), LaVerne Faulkenberry ("Faulkenberry", a "Seller" and together with the Company, the "Sellers") and Buyer, for the assets comprising the System (as defined in the Agreement). Capitalized terms used and not otherwise defined in this Disclosure Schedule shall have the respective meanings ascribed to such terms in the Agreement.

This Disclosure Schedule is qualified in its entirety by reference to the Agreement, and, except as expressly set forth herein, is not intended to constitute, and shall not be construed as constituting, representations and warranties of the Sellers except as and to the extent provided in the Agreement. The exceptions and disclosures set forth on a Section of this Disclosure Schedule shall be deemed disclosed with respect to and qualify each other Section of the Disclosure Schedule to the extent the applicability of such disclosure or exception to such other Section of the Disclosure Schedule is reasonably apparent on the face of the disclosure (without investigation or reference to underlying documentation). Except as otherwise set forth in the Agreement, inclusion of any item in this Disclosure Schedule: (i) does not represent a determination by any party that such item is material nor shall it be deemed to establish a standard of materiality; (ii) does not represent a determination by any party that such item did not arise in the ordinary course of business; and (iii) shall not constitute, or be deemed to be, an admission to any third party concerning such item by any party.

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Section 4.3

No Conflicts; Consents

- (a) None.
- (b) Approval of the Missouri Public Service Commission.

Section 4.9

Condition and Sufficiency of Assets; System Map

None.

Section 4.10(a)

Owned Real Property

- (a) Faulkenberry Parcel 1 (known as the “well site”)
- (b) Faulkenberry Parcel 2 (known as the “standpipe site”)

Section 4.10(b)

Leased Real Property

None.

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Section 4.10(c)

Easements

None.

Section 4.13

Legal Proceedings; Governmental Orders

None.

Section 4.14

Compliance with Laws; Permits

None.

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