

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

That in consideration of Ten Dollars (\$10.00) and other good and valuable consideration paid by Big Plains Water and Sewer Special Service District (the "Buyer"), the receipt of which is hereby acknowledged, Cedar Point Water Company, Inc., a Utah corporation (the "Seller"), by these presents, does bargain, sell and convey to the Buyer the following assets of Seller's business in Washington County, Utah (hereinafter referred to collectively as the "Property"):

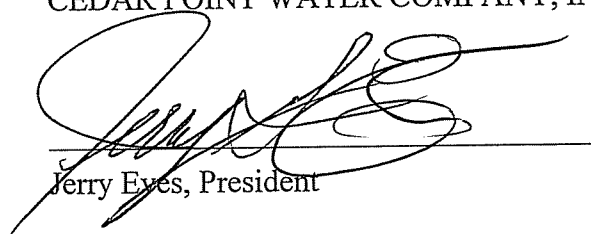
- a. the equipment, improvements, personal property and facilities listed on Exhibit A attached; and
- b. goodwill associated with the Seller's business.

Seller conveys the Property pursuant to an Agreement for Purchase and Sale of Assets dated the 5th day of April, 2013 (the "Agreement"), which is incorporated herein.

DATED the 22 day of May, 2013.

SELLER:

CEDAR POINT WATER COMPANY, INC.



Jerry Eyes, President

EXHIBIT A

Equipment, Improvements, Personal Property, Tangible Property, Intangible Property and Facilities

Any and all existing production, diversion, storage, transportation, and distribution equipment, pipelines, valves, connections, improvements and facilities, of any kind or nature, and hydrants, all with their related facilities, within the culinary water systems of the Apple Valley Water Company, Inc. ("AVWC System") and/or the Cedar Point Water Company, Inc. ("CPWC System") in existence on July 26, 2012 and/or the date of the foregoing Agreement, including, but not limited to, the production, diversion, storage, transportation, and distribution equipment, pipelines, valves, connections, improvements and facilities and hydrants, all with their related facilities, reflected on the maps attached hereto as Exhibits B1 and B2, and including, but not limited to the following:

1. Two 200,000 gallon steel water storage tanks serving or related to the AVWC System
2. Well #1 and Well # 2 serving or related to the AVWC System
3. 1,000,000 gallon steel water storage tank serving or related to the CPWC System
4. Wells #1 (Cook Well), 2, 3, 4, 5 and 6 serving or related to the CPWC System

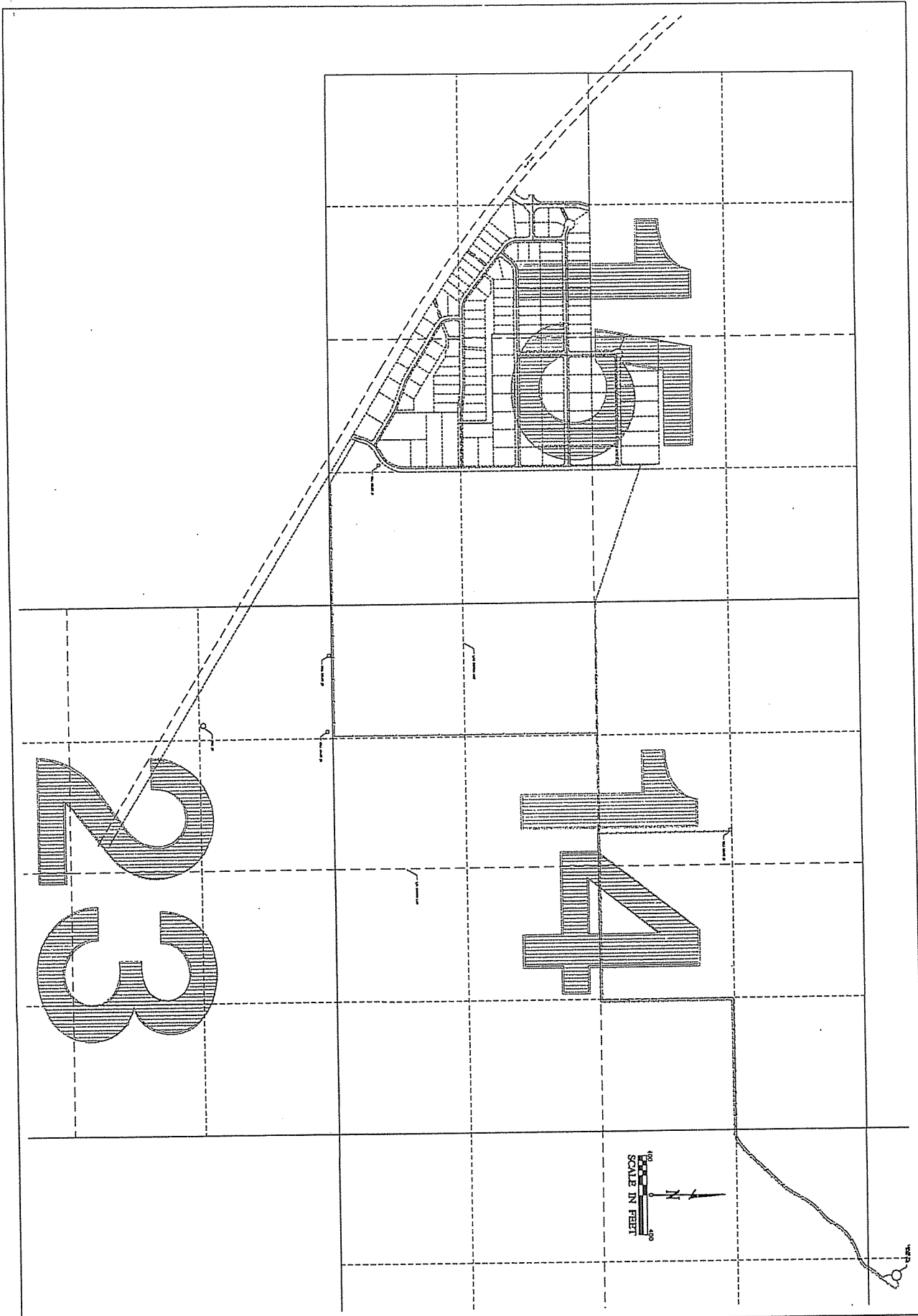
All accounts receivable, notes receivable and security deposits, and all credits from suppliers, with respect to the water systems of CPWC and AVWC.

All inventory and supplies on hand as of the date of this Bill of Sale.

All insurance claims related to any damage to either the Seller's or AVWC's systems.

All maps, surveys, as-built plans or maps, manuals, price lists, supplier lists and customer lists.

EXHIBIT B1



PROJECT NO. 024	SCALE P-402
DRAWN 3/5/08	DESIGNED BY CH
CHECKED BY 1 OF 1	DATE CH







MASTER WATER PLAN
 FOR
CEDAR POINT WATER CO.
 SECTION 14 AND 15, T43S, R11W, S16M, WASHINGTON CO. UTAH

HILL DESIGN
 ENGINEERING SUPPORT
 1750 E. 120 N.
 SPANISH FORK, UTAH 84600
 (435) 499-2127
 - ched@hilldesignpro.com -

REVISIONS			
NO	DESCRIPTION	DATE	BY



Legend

-  Tank
-  Well
-  Pipe Diameter
- Peak Instantaneous Demand**
-  < 30 psi
-  < 120 psi
-  > 120 psi

CEDAR POINT WATER COMPANY
PEAK INSTANTANEOUS DEMAND
SUBMITTAL DATE: 2011

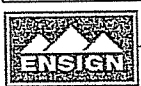
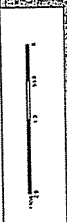


EXHIBIT B2

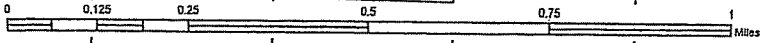
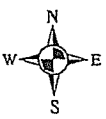
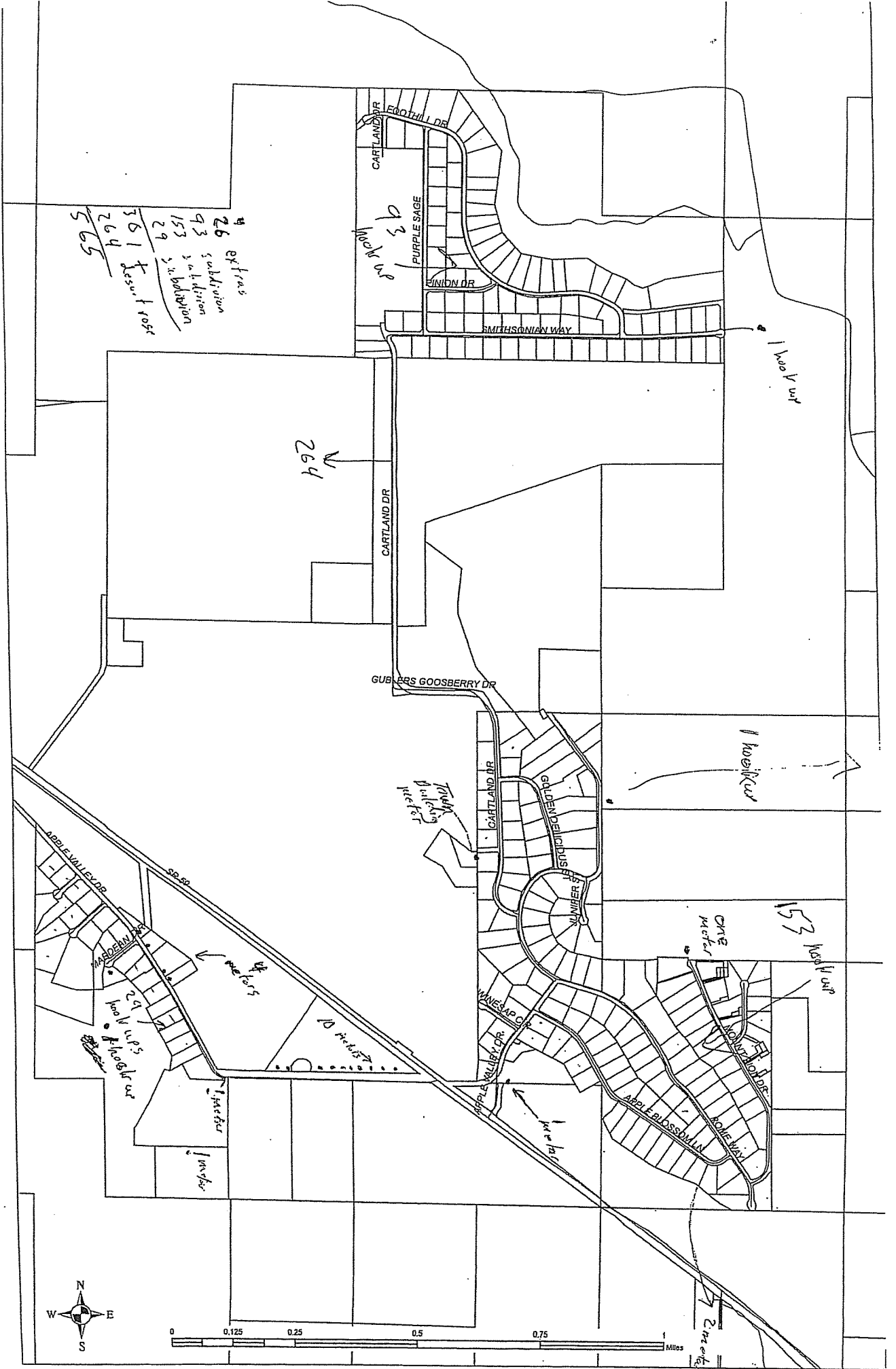
26 extras
 93 subdivision
 153 subdivision
 29 subdivision
 381 total cost
 264
 565

264

1500 V unit

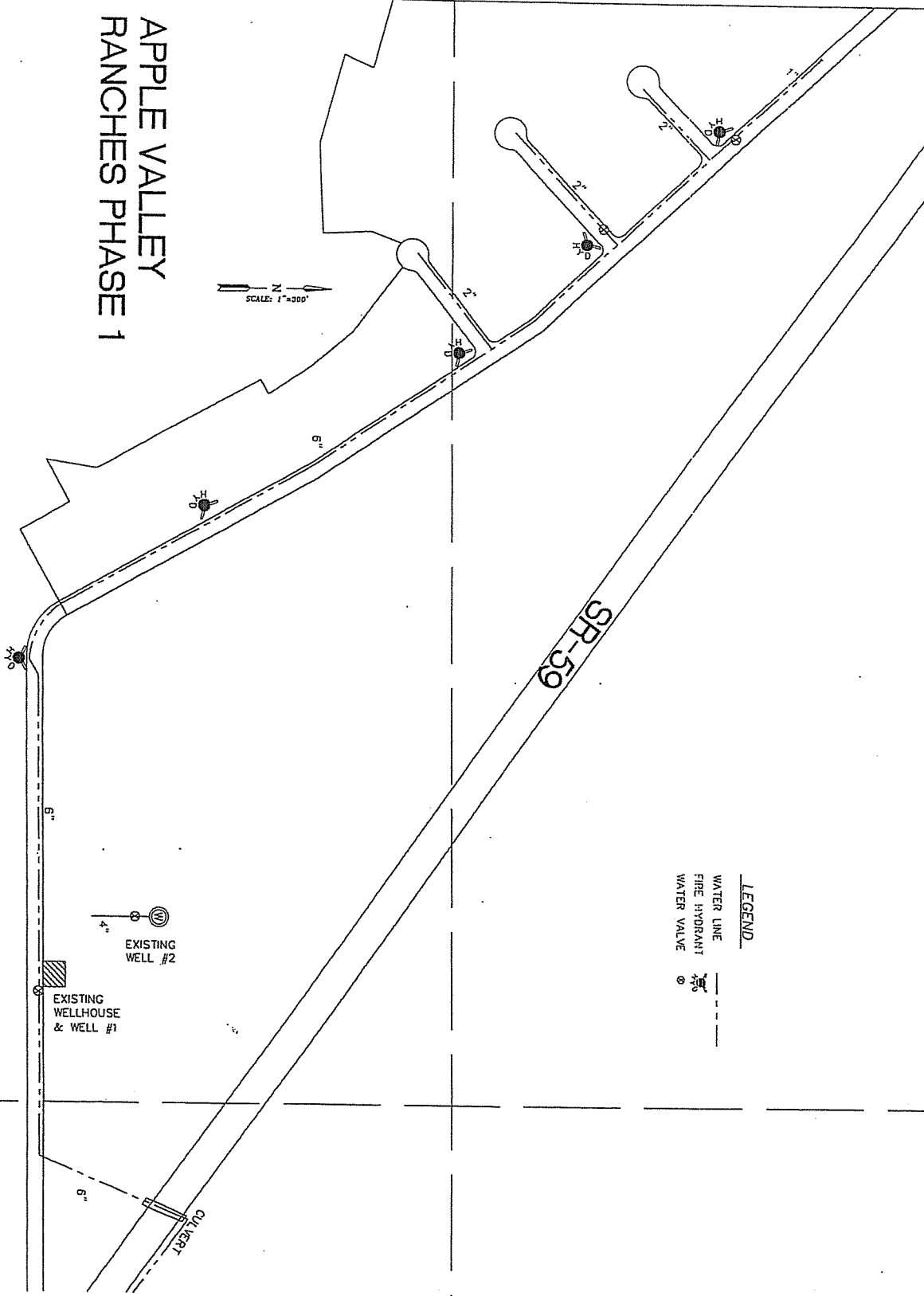
1500 V unit

153
1500 V unit



APPLE VALLEY RANCHES PHASE 1

SCALE: 1"=300'



LEGEND
 WATER LINE
 FIRE HYDRANT
 WATER VALVE

LITTLE PLAINS WATER COMPANY
 WATER SYSTEM
 APPLE VALLEY, UTAH

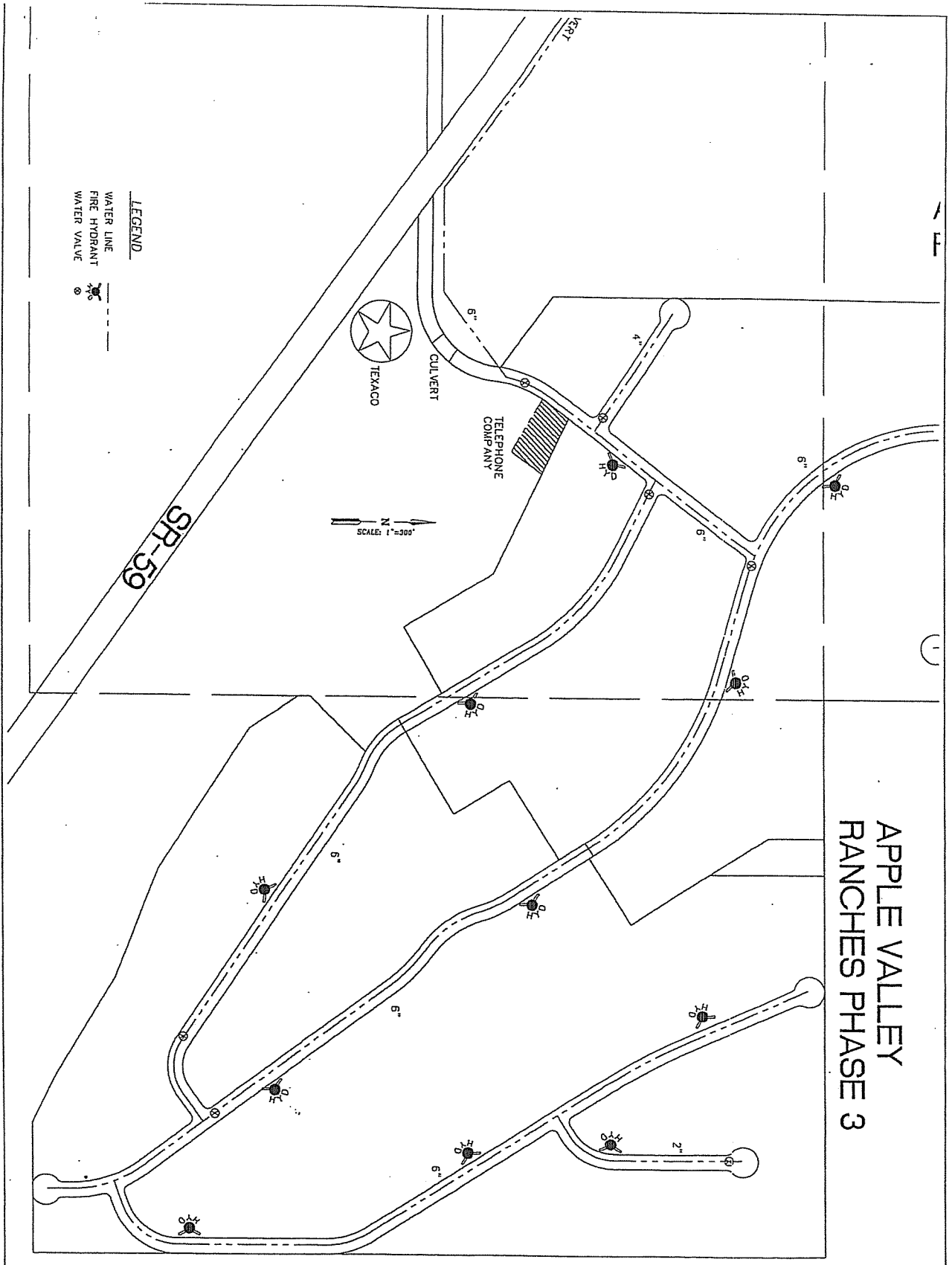
ALPHA
 ENGINEERING
 COMPANY

NO.	DATE	BY	REVISION

DATE	3/1/01
SCALE	1" = 300'
PROJECT	WATER SYSTEM
NO.	2

A
F

APPLE VALLEY RANCHES PHASE 3



LEGEND
WATER LINE
FIRE HYDRANT
WATER VALVE

SCALE: 1"=200'

LITTLE PLAINS WATER COMPANY
PROJECT
WATER SYSTEM
APPLE VALLEY, UTAH

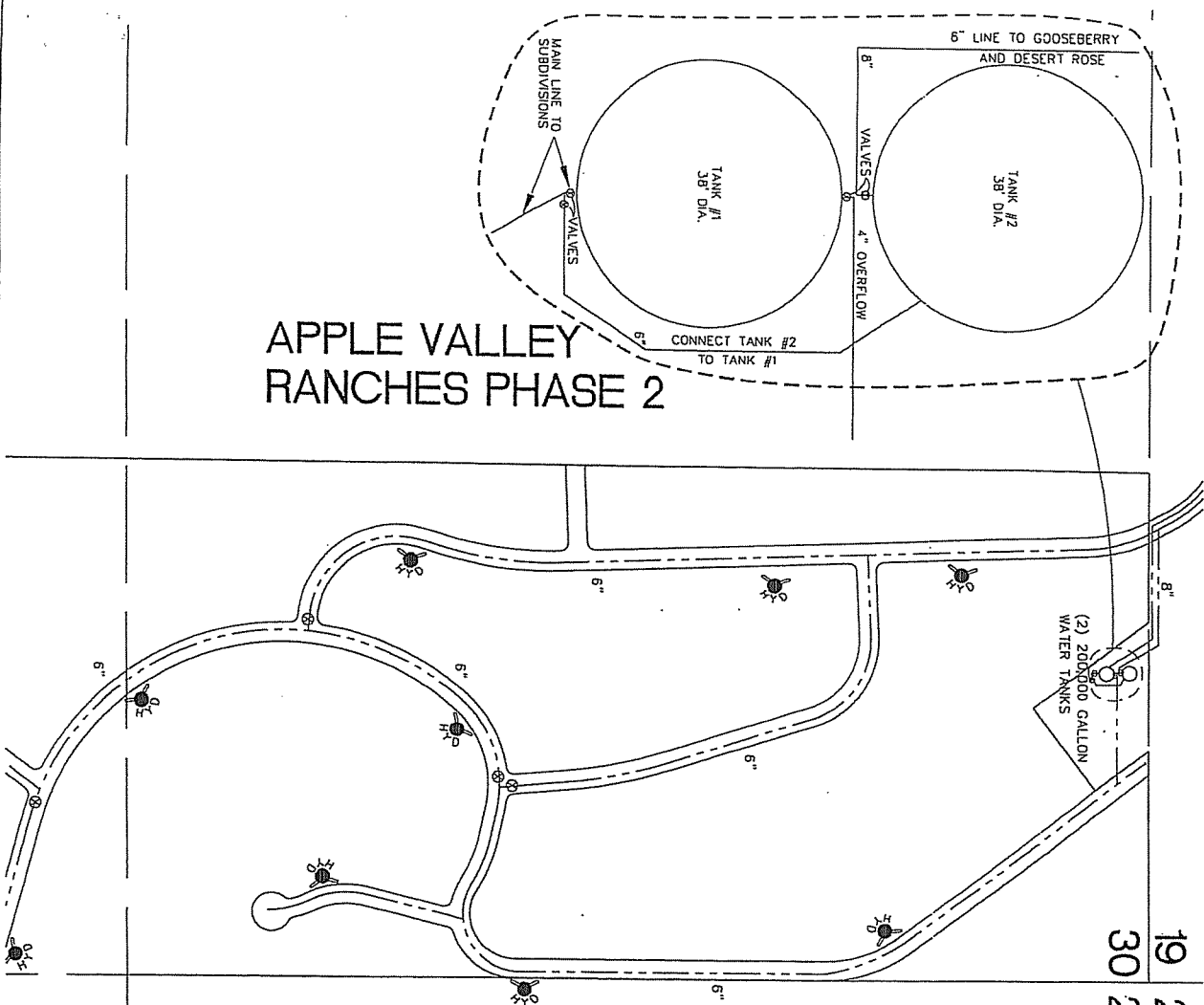
ALPHA

**ENGINEERING
COMPANY**

DATE	BY	CHKD.	APP.

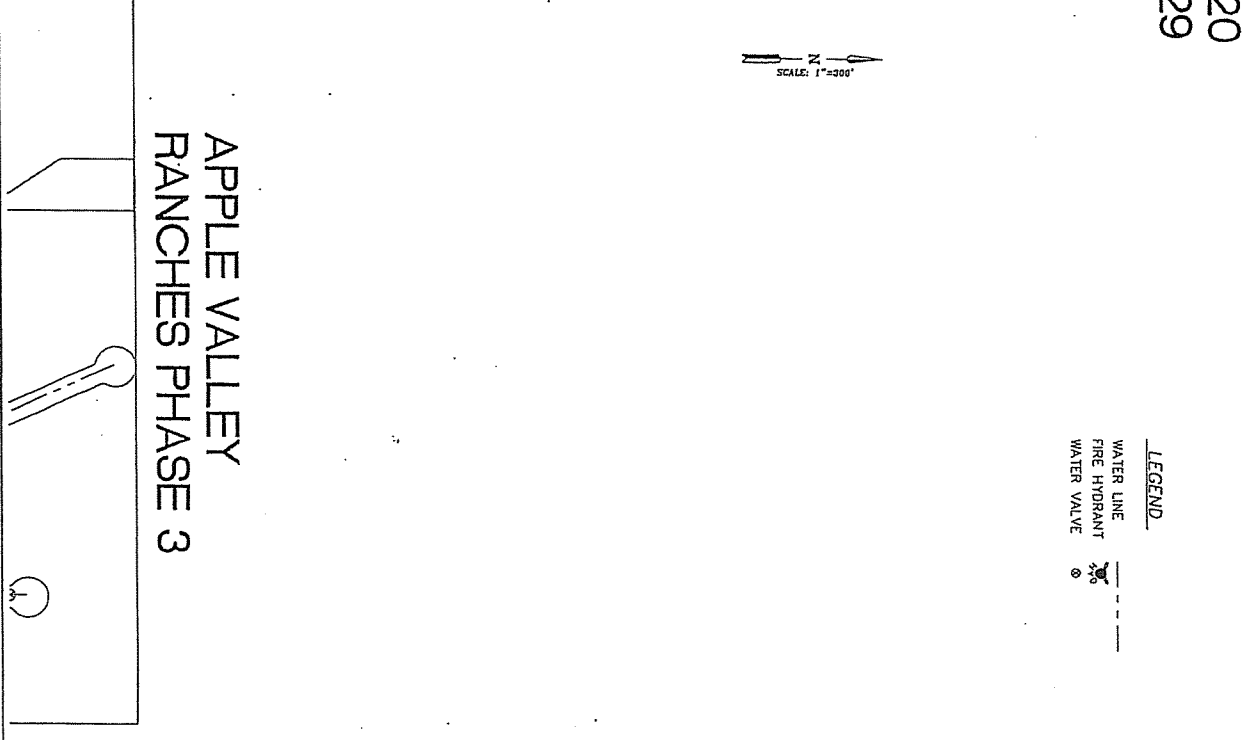
DATE: 11/10/01
DRAWN BY: M/T/T
CHECKED BY: M/T/T
SCALE: 1"=200'

APPLE VALLEY RANCHES PHASE 2



19 20
30 29

APPLE VALLEY RANCHES PHASE 3



- LEGEND**
- WATER LINE
 - FIRE HYDRANT
 - WATER VALVE

LITTLE PLAINS WATER COMPANY

WATER SYSTEM
APPLE VALLEY, UTAH

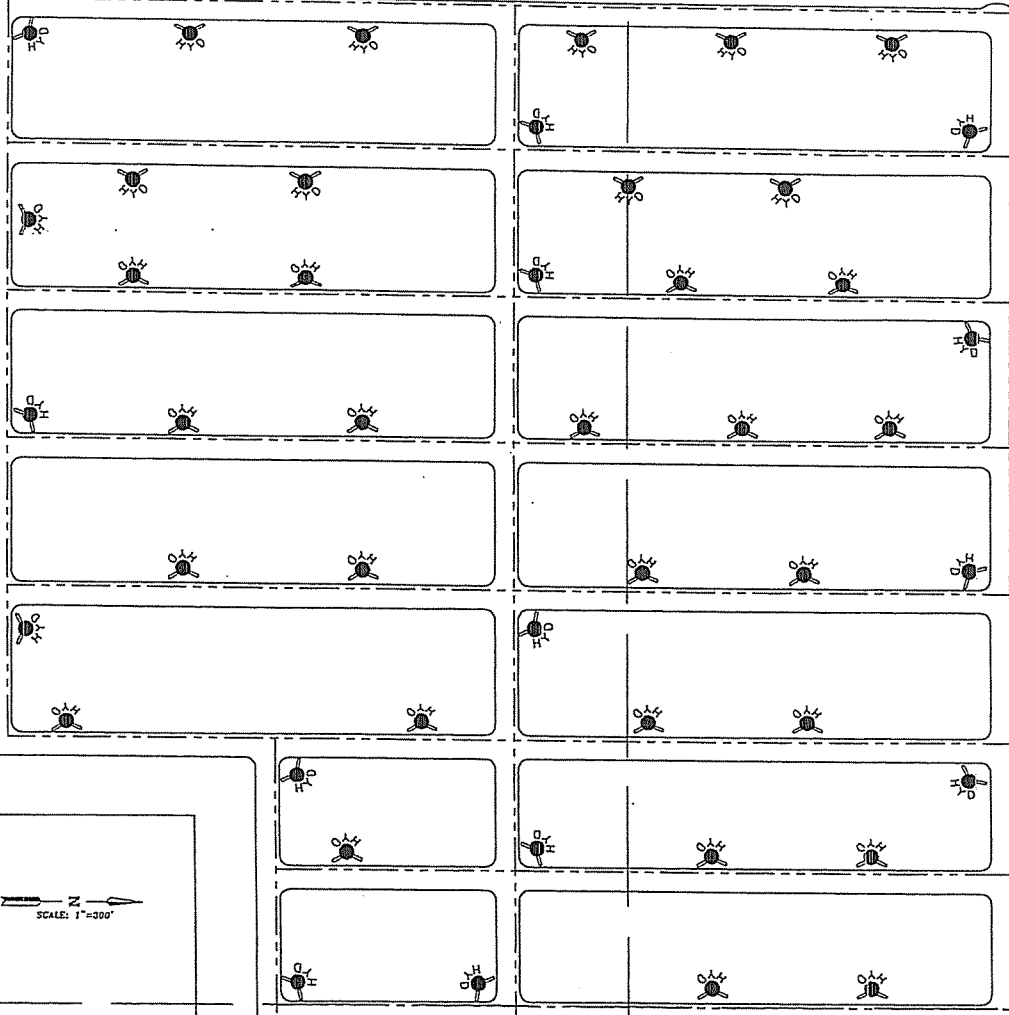
ALPHA

ENGINEERING COMPANY

NO.	DATE	REVISIONS	BY	CHECKED

4

DESERT ROSE (PROPOSED)



SCALE: 1"=300'

LEGEND

- WATER LINE
- FIRE HYDRANT
- WATER VALVE

LITTLE PLAINS WATER COMPANY
 WATER SYSTEM
 APPLE VALLEY, UTAH

ALPHA

ENGINEERING COMPANY

NO.	DATE	DESCRIPTION

DATE	10-10-11
BY	
SCALE	1" = 300'
PROJECT NO.	5

SOUTHERN UTAH TITLE COMPANY
 20 NORTH MAIN ST, #300
 ST. GEORGE, UTAH 84770

SELLER'S SETTLEMENT STATEMENT

Sellers CEDAR POINT WATER COMPANY, INC, a Utah corporation		Buyers BIG PLAINS WATER AND SEWER SPECIAL SER DISTRICT	
Sellers Address 850 W 20 S, Suite 1 Hurricane, Utah 84737		Buyers Address	
Property Address/Description Multiple properties in Apple Valley, Utah Includes Water Rights and Easements		Closing Date 05/15/2013	Order Number: 169897
		Charges	Credits
SALES PRICE			2,823,070.00
Down Payment to			
EXPENSES:			
Title Insurance Premium		See Addendum Attached	
Recording and Processing Fee			
Closing Fee			
Escrow Closing Fee			
Overnight Mail/ Processing Fee/Wire Fee			
Additional Documents / Reconveyance			
PRORATIONS		01/01/2013	To 05/15/2013
Taxes paid through 169894 and 169896			
Buyers are responsible for insurance as of date of closing. Southern Utah Title Company will not be held liable			
Southern Utah Title Company		See Addendum	11,764.00
Washington County Treasurer		(\$445.38 + \$5.63 + \$2,775.56)	3,226.57
Ensign Engineering		(Check from Buyer)	100,000.00
Clarence Gubler, Personal Representative		Note Payoff	685,767.50
Stephen Gubler		Note Payoff	680,767.50
Cedar Point Water Company, Inc		Balance of Note Payoff (\$45,000.00)	45,000.00
Fees paid from 169894 and 169896			
Delinquent Taxes	169894 (AV-1313-A)	\$2,775.56	
Delinquent Taxes	169894	\$5.63	
Delinquent Taxes	169896	\$445.38	
Ensign Engineering	169896	\$50,000.00	
Balance of Note Payoff			45,000.00
Sub-Totals		\$1,526,525.57	\$2,868,070.00
Balance Due To Seller(s)		\$1,341,544.43	\$0.00
TOTALS		\$2,868,070.00	\$2,868,070.00

Approved by: Jerry G. Eves CEDAR POINT WATER COMPANY, INC, a Utah corporation
 Jerry G. Eves, President Dated 05/22/13

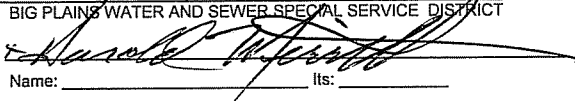
Southern Utah Title Company
 By: _____
 Elwin F. Prince

[] Preliminary [] Final

SOUTHERN UTAH TITLE COMPANY
 20 NORTH MAIN ST, #300
 ST. GEORGE, UTAH 84770

BUYER'S SETTLEMENT STATEMENT

Sellers		Buyers	
CEDAR POINT WATER COMPANY, INC, a Utah corporation		BIG PLAINS WATER AND SEWER SPECIAL SERVICE DISTRICT	
Sellers Address		Buyers Address	
850 W 20 S, Suite 1 Hurricane, Utah 84737			
Property Address/Description		Closing Date	Order Number:
Multiple properties in Apple Valley, Utah Includes Water Rights and Easements		05/15/2013	169897
SALES PRICE		Charges	Credits
		2,823,070.00	
Down Payment to			
EXPENSES:			
Title Insurance Premium			
Recording fee			
Closing Fee			
Escrow Closing Fee			
Overnight Mail/ Processing Fee/Wire Fee			
Additional Documents			
PRORATIONS: As of 05/16/2013 To 12/31/2013			
Taxes paid through 169894 and 169896	0.00		
Buyers are responsible for insurance as of date of closing. Southern Utah Title Company will not be held liable			
Check payable directly to Ensign Engineering			100,000.00
		\$0.00	\$0.00
Sub-Totals		\$2,823,070.00	\$100,000.00
Balance Due from Buyer			\$2,723,070.00
TOTALS		\$2,823,070.00	\$2,823,070.00

Approved by:  Name: _____ Its: _____
 BIG PLAINS WATER AND SEWER SPECIAL SERVICE DISTRICT

Southern Utah Title Company
 By: _____
 Elwin F. Prince

[] Preliminary [] Final

Exhibit "A" - Addendum to HUD-1

Description	Amount	
	Total	
<hr/>		
File No. 169896 (Apple Valley Water Co)		
Title Insurance	\$1,031.00	
Closing	\$0.00	
Recording	\$470.00	
Title Insurance (Gubler, Clarence)	\$185.00	
Total		\$1,686.00
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File No. 169897 (Big Plains)		
Title Insurance	\$5,838.00	
Closing	\$3,000.00	
Recording	\$200.00	
Wire	\$40.00	
Prior Invoices	\$1,000.00	
Total		\$10,078.00
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Total		\$11,764.00

CEDAR POINT WATER COMPANY, INC, a Utah corporation



Jerry G. Eves, President