

**EXHIBIT D
SPECIMEN**

ASSIGNMENT OF EASEMENTS AND RIGHT-OF-WAY

This AGREEMENT entered on this ____ day of January, 2007 by and between **FOLSOM RIDGE LLC** and **BIG ISLAND HOMEOWNERS WATER AND SEWER ASSOCIATION, INC.**, (hereinafter referred to as **Assignor**) and **BIG ISLAND SEWER COMPANY**, a Missouri nonprofit sewer corporation, and **BIG ISLAND WATER COMPANY**, a Missouri nonprofit water corporation, (hereinafter **Assignee**),

WITNESSETH:

WHEREAS, Assignor has heretofore constructed, maintained and/or operated a wastewater collection treatment system and potable water distribution system and appurtenances connected therewith within certain easements;

WHEREAS, Assignee, pursuant to an Agreement for the Sale and Transfer entered into by and between the parties hereto on or about _____, has agreed to purchase the wastewater collection treatment system and potable water distribution system, as defined in the Agreement, and other assets of Assignor and to operate and maintain the same and provide sewer and water service to all connected thereto

Now therefore, the parties agree as follows:

1. The Assignor, in consideration of the sum of \$1.00, receipt of which is hereby acknowledged, and for other good and valuable consideration, does hereby sell, assign, and transfer to the Assignee its successors and assigns, all its use, right to use, prescriptive or otherwise, easements in, and right-of-way within _____ Subdivision, (the Subdivision) a

subdivision of _____ County, Missouri, filed of record at Plat Book __, Page __, _____ County Recorder's Office, and any and all other easements, or other uses of land, connected, directly or indirectly, with the operation, maintenance of its wastewater collection and treatment system and potable water production and distribution system whether such easements are written, oral recorded or otherwise.

2. To have and to hold the same, with said appurtenances, to the Assignee, its successors and assigns, subject to all the conditions and stipulations expressed in said grants of easement to Assignor, so that neither the Assignor, its successors or assigns or any person or persons claiming title under the Assignor shall claim any right, title or interest in said grant or any part thereof, but that each of them shall be excluded and forever barred.

3. The Assignee in consideration of the foregoing accepts said assignment.

IN WITNESS WHEREOF, the parties have set their hands and seals.

FOLSOM RIDGE LLC

And

**BIG ISLAND HOMEOWNERS WATER AND SEWER
ASSOCIATION, INC, INC.**

By: _____

ASSIGNOR

BIG ISLAND SEWER COMPANY

And

BIG ISLAND WATER COMPANY

By: _____

ASSIGNEE