

Assignment and Bill of Sale



_____ (Seller) hereby assigns, transfers, grants, sells and conveys to _____ (Buyer), all of Seller's right, title, and interest in and to ___ shares of stock in Strawberry Water Users Association (SWUA) identified for such transfer in Exhibit A attached hereto (the shares so identified for transfer being referred to herein as the "Shares").

Seller represents and warrants to Buyer that (i) it is the lawful owner of the Shares, and has the right, power and authority to sell the same to Buyer, (ii) the Shares are currently registered in the name of Seller on the books and records of SWUA; provided, however, that if such is not the case, the proof-of-ownership documentation provided to SWUA and attached hereto as Exhibit B is true, complete and correct, (iii) there are no outstanding and unpaid assessment or other fees owed to SWUA associated with the Shares, (iv) Seller has paid all to the Current Irrigation Company identified in Exhibit A all fees, charges or other amounts due and payable to such Company, (v) the Shares are free and clear of all liens, mortgages, leases or other encumbrances, (vi) the information set forth in Exhibit A with respect to the Shares is true, complete and correct, (vii) Seller is in compliance with all applicable contracts underlying the Shares and the use of water from the Strawberry Valley Project, and (viii) the Shares are in good standing.

SWUA is hereby instructed to recognize the transfer of the Shares from Seller to Buyer, and to register the Shares in the name of Buyer upon the books and records of SWUA; provided, however, that this Assignment and Bill of Sale shall not be deemed effective, and SWUA shall not effect such change of registration, unless and until a Third-Party Contract relating to such transfer has been fully executed, and a copy thereof provided to SWUA.

If the person executing this Assignment and Bill of Sale is doing so in its capacity as an authorized officer of a legal entity, on behalf of another person by virtue of a power of attorney, as a trustee of trust property, or in some other capacity, all relevant authorizing documents have been attached hereto as Exhibit C.

Contemporaneous herewith, Seller has executed and delivered to Buyer a Water Deed (the "Water Deed"), quitclaiming to Buyer all or a portion of Seller's rights to receive water from the Strawberry Valley Project under and pursuant to the Water Right Application for Lands in Private Ownership (the "Application"), pursuant to which Seller or its predecessor in interest applied to the United States Department of the Interior for the right to receive water (the "Water Right") from the Strawberry Valley Project. Buyer hereby assigns, transfers, grants, sells and conveys to Seller that portion of Seller's right, title, and interest in and to the

Water Right identified in Exhibit A attached hereto, to the extent the same is not effectively conveyed pursuant to the Water Deed, together with a pro-rata share of any and all other interests Buyer has or may have under and pursuant to the Application that have not been heretofore assigned, transferred, granted, sold and conveyed to others, it being the intent of Seller by the Water Deed and this Assignment and Bill of Sale to fully and completely divest itself, in favor of Buyer, of the portion of Seller's interests under the Assignment identified in Exhibit A.

IN WITNESS WHEREOF, Seller and Buyer have executed this Assignment and Bill of Sale, to be effective as of the latest date of execution set forth below.

SIGNATURES

Name of Seller (Printed):

By (Signature):

Its (Title):

Date:

Accepted by:

Name of Buyer (Printed):

By (Signature):

Its (Title):

Date:

Exhibit A

SELLER INFORMATION

Current SVP Water User (Seller): _____

Authorized Signator (Printed): _____

Mailing Address: _____

Email Address: _____

Telephone Number: _____

BUYER INFORMATION

Receiving SVP Water User (Buyer): _____

Authorized Signator (Printed): _____

Mailing Address: _____

Email Address: _____

Telephone Number: _____

SVP WATER INFORMATION

Current Irrigation Co.
delivering SVP Water (Seller): _____

Original Irrigation Co.
Delivering SVP Water: _____

Receiving City or
New Irrigation Co.: _____

CURRENT (SELLER) SVP WATER PLACE OF USE

Account #	SVP Serial #	Total Shares Attached to SVP Serial #	Number of SVP Shares to be Sold	Tax Parcel #	Place of Use Address

☐ See attached for additional SVP water.

RECEIVING (BUYER) SVP WATER PLACE OF USE

Account #	SVP Serial #	Place of Use Tax Parcel #	Green Belt	Place of Use Address	Shares Purchased	Carrier Water %/Shares
			Y / N			% Shares
			Y / N			% Shares
			Y / N			% Shares
			Y / N			% Shares
			Y / N			% Shares

☐ See attached for additional SVP water.

Type of Use:

☐ Agriculture

☐ M&I

LOST POWER GENERATION

- ☒ No Lost Generation
- ☐ Loss of Generation in Generators 1&2
- ☐ Loss of Generation in Generator 3
- ☐ Loss of Generation in Generators 1,2,&3
- ☐ Credit to Lost Generation Charge for Added Generation in Generators 1&2
- ☐ Credit to Lost Generation Charge for Added Generation in Generator 3
- ☐ Credit to Lost Generation Charge for Added Generation in Generators 1,2,&3

ADDITIONAL RECEIVING (BUYER) SVP WATER PLACE OF USE

[illegible]

Exhibit B

[Here attach chain of title documentation, as required.]

Exhibit C

SIGNATURE AUTHORIZATION DOCUMENTS