

**EXHIBIT "D"**

**Sample Assignment and Bill of Sale**

FOR VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, the CITY OF MARICOPA, an Arizona municipal corporation ("Assignor"), hereby transfers all of Assignor's rights, title and interest in the water distribution mains and pipelines, valves, hydrants, fittings, service lines and all other water-related facilities and improvements constructed in Assignor's parcel known as Edison Road, more particularly described in Exhibit A, attached hereto and incorporated herein, and those facilities being conveyed more particularly described in Exhibit B, attached hereto and incorporated herein, (the "Facilities") to Global Water – Palo Verde Utilities Company, an Arizona corporation (the "Company").

Assignor warrants that the Facilities are free and clear of all liens and encumbrances and that all claims of contractors, subcontractors, mechanics and materialmen relating to the construction and installation of the Facilities have been paid and satisfied.

Assignor further warrants the Facilities and all work performed by or on behalf of the Assignor in connection with construction and installation of the Facilities for a period of two years from the date of this Assignment and Bill of Sale.

Company agrees to all of the above terms and conditions and accepts title to the Facilities as of the date set forth below.

Dated this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_:

COMPANY:

GLOBAL WATER – PALO VERDE UTILITIES COMPANY,  
an Arizona corporation

By: \_\_\_\_\_  
Ron Fleming  
Its: President

CITY:

CITY OF MARICOPA  
a Municipal Corporation

By: \_\_\_\_\_  
Christian Price  
Its: Mayor