

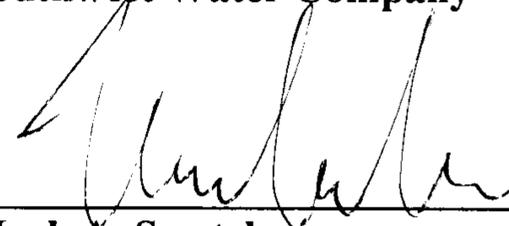
described in that certain Quitclaim Deed, dated September 30, 2005, and recorded at Volume 20060928000482230, in the Office of Probate Judge of Shelby County, Alabama, a copy of which is attached hereto as Exhibit "B".

TO HAVE AND TO HOLD unto the said Grantee forever.

Given under my hand and seal this the 26 day of March, 2008.

Southwest Water Company

By:



Mark A. Swatek
Its Chairman and Chief Executive Officer

STATE OF CALIFORNIA)
:
COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Mark A. Swatek, whose name as Chairman and Chief Executive Officer of Southwest Water Company, a corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me, on this day that, being informed of the contents of such conveyance, he, as such officer and with full authority, executed the same voluntarily on the day the same bears date for and as the act of the said corporation.

Given under my hand and official seal, this the _____ day of _____, 2008.

Notary Public

[SEAL]

My Commission Expires:

See all purpose Acknowledgment Attached



20080410000144990 217 \$30.00
Shelby Cnty Judge of Probate, AL
04/10/2008 09:25:26AM FILED/CERT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On March 26, 2008 before me, Sheryl A. Holt,
Date Here Insert Name and Title of the Officer

personally appeared Mark A. Swatek
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Sheryl A. Holt
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Quickclaim Deed

Document Date: March 26, 2008 Number of Pages: 6

Signer(s) Other Than Named Above: Larry S. Dillard

Capacity(ies) Claimed by Signer(s)

Signer's Name: Mark A Swatek

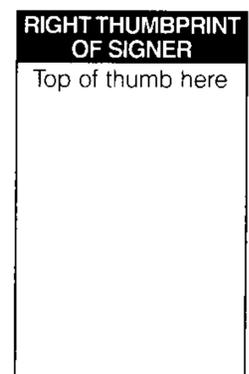
- Individual
- Corporate Officer — Title(s): Chairman & CEO
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: Southwest Water Company

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____



QUITCLAIM DEED

2006092800482210 1/2 \$14.00
Shelby Cnty Judge of Probate, AL
09/28/2006 01:08:59PM FILED/CERT

STATE OF ALABAMA
SHELBY COUNTY

5,660.00

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of One and No/100 Dollar (\$1.00) and other good and valuable consideration in hand paid to the undersigned, the receipt whereof is hereby acknowledged, the undersigned **Shelby County, Alabama**, a political subdivision of the State of Alabama (hereinafter called Grantor), hereby remises, releases, quit claims, grants, sells, and conveys to **Southwest Water Company**, a corporation (hereinafter called Grantee), all of its right, title, interest, and claim in or to the following described real estate and easements in real estate described herein, situated in Shelby County, Alabama, to-wit:

All sewer pump stations and any interest in the lands upon which same are situated which are owned by Shelby County, Alabama or in which Shelby County, Alabama owns some interest, together with any Shelby County, Alabama owned rights of ingress and egress or other easements pertaining or appurtenant thereto, including, but not being limited to, those described on Exhibit "A" attached hereto and made part and parcel hereof as fully as if set out herein.

The conveyance herein from Grantor to Grantee shall include those parcels of land, easements, or interest therein conveyed to Shelby County, Alabama by the following deeds or other instruments of conveyance, to-wit:

(1) That certain deed from Dantract, Inc. to Shelby County, Alabama dated September 29, 1988, recorded in Deed Book 206, Page 898, in the Probate Records of Shelby County, Alabama.

(2) That certain deed from Briarwood Presbyterian Church to Shelby County, Alabama dated August 31, 1994, recorded as Instrument No. 1994-28313, in the Probate Records of Shelby County, Alabama.

(3) That certain deed from Daniel Oak Mountain Limited Partnership to Shelby County, Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436270, in the Probate Records of Shelby County, Alabama.

(4) That certain deed from Daniel Oak Mountain Limited Partnership to Shelby County, Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436280, in the Probate Records of Shelby County, Alabama.

(5) That certain deed from Daniel Oak Mountain Limited Partnership to Shelby County, Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436290, in the Probate Records of Shelby County, Alabama.

(6) That certain deed from Daniel Oak Mountain Limited Partnership to Shelby County, Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436300, in the Probate Records of Shelby County, Alabama.

(7) That certain deed from Crest Ridge Associates, L.L.C. to Shelby County, Alabama dated February 27, 2001 (unrecorded).

(8) That certain deed from The Cove of Greystone Homeowners' Association, Inc. to Shelby County, Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436310, in the Probate Records of Shelby County, Alabama.

(9) That certain deed from Greystone Cove, LLC to Shelby County, Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436320, in the Probate Records of Shelby County, Alabama.

(10) That certain deed from Greystone Development Company, LLC to Shelby County,

EXHIBIT A

20080410000144990 4/7 \$30.00
Shelby Cnty Judge of Probate, AL
04/10/2008 09:25:26AM FILED/CERT

Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436330, in the Probate Records of Shelby County, Alabama.

(11) That certain deed from Greystone Development Company, LLC to Shelby County, Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436340, in the Probate Records of Shelby County, Alabama.

(12) That certain deed from Greystone Development Company, LLC to Shelby County, Alabama dated October 15, 2002, recorded as Instrument No. 20030710000436350, in the Probate Records of Shelby County, Alabama.

(13) That certain deed from NSH Corp. to Shelby County, Alabama dated May 31, 2002 (unrecorded).

(14) That certain deed from Greystone Branch, LLC to Shelby County, Alabama dated June 22, 2004, recorded as Instrument No. 20050127000041760, in the Probate Records of Shelby County, Alabama.

(15) That certain deed from Charles W. Daniel to Shelby County, Alabama dated July 15, 2004, recorded as Instrument No. 20040716000396210, in the Probate Records of Shelby County, Alabama.

(16) That certain deed from Taylor Properties, L.L.C. to Shelby County, Alabama dated April 15, 1996 (unrecorded).

(17) That certain deed from Taylor Properties, L.L.C. to Shelby County, Alabama dated October 30, 1997, recorded as Instrument No. 1998-01771, in the Probate Records of Shelby County, Alabama.

TO HAVE AND TO HOLD to said GRANTEE forever.

Given under my hand and seal this 29 day of September, 2005.

SHELBY COUNTY, ALABAMA

By Larry D. Dillard
Larry Dillard, Chairman
Shelby County Commission

**STATE OF ALABAMA
COUNTY OF SHELBY**

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Larry Dillard, whose name as Chairman of the Shelby County Commission, for and on behalf of Shelby County, Alabama, a political subdivision of the State of Alabama, is signed to the foregoing instrument and who is known to me, acknowledged before me, on this day, that, being informed of the contents of such instrument, he, as such Chairman of the Shelby County Commission and with full authority, executed the same voluntarily for and as the act of said Shelby County, Alabama.

Given under my hand and official seal, this the 29 day of September, 2005.

Orman Arce
Notary Public

My Commission Expires 10-6-08

Send tax notice to:
Southwest Water Company
One Wilshire Building
Suite 2900
Los Angeles, California 90017
Attn: Maurice Gallarda

This instrument prepared by and
record and return to:
Russell L. Irby, III, Esq.
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

5,000.00

STATE OF ALABAMA)
COUNTY OF SHELBY)



20060928000482230 1/2 \$15.00
Shelby Cnty Judge of Probate, AL
09/28/2006 01:09:01PM FILED/CERT

QUITCLAIM DEED

THIS QUITCLAIM DEED is made this 29th day of September, 2005, between SHELBY COUNTY, ALABAMA, a political subdivision of the State of Alabama ("Grantor"), and SOUTHWEST WATER COMPANY, a corporation organized under the laws of the State of Delaware ("Grantee"). References herein to "Grantor" and "Grantee" shall include the successors and assigns of Grantor and Grantee.

RECITALS

WHEREAS, Grantor has determined that, in its judgment, it would be in the best interest of Grantor and its residents for Grantor to sell, transfer, convey and assign to Grantee those rights of way and easements that are required for the effective operation of that certain sewage treatment plant and wastewater collection in North Shelby County, Alabama, owned and operated by the Grantor in North Shelby County, Alabama, (the "Sewer System") and described in that certain Asset Purchase Agreement between Grantor and Grantee of even date herewith.

WHEREAS, Grantor authorized the solicitation of the sale, transfer, conveyance and assignment of the Sewer System, in accordance with the provisions of Resolution No. 01-12-10-07, and Grantee was selected to purchase the Sewer System.

WHEREAS, Grantee desires to purchase all of the rights, title, interests and claims in or to the rights of way and easements used exclusively in connection with the activities and operations of the Grantor in conducting the business of operating the Sewer System and providing sewer services to the customers thereof (the "Enterprise"), and Grantor desires to sell all of its rights, title, interests and claims in or to the rights of way and easements used exclusively in connection with the Enterprise pursuant to this Quitclaim Deed.



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Shelby Cnty Judge of Probate, AL
04/10/2008 09:25:26AM FILED/CERT

{W0526585.3}

NOW, THEREFORE, Grantor for and in consideration of the sum of Ten Dollars (\$10.00) to it in hand paid by Grantee, together with other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby remise, release, quitclaim and convey unto Grantee all of its right, title, interest and claim in or to the rights of way and easements used exclusively in connection with the Enterprise, to the extent such rights of way and easements are used exclusively in connection with the Enterprise, and situated in Shelby County, Alabama.

TO HAVE AND TO HOLD the rights of way and easements unto Grantee, its successors and assigns, forever.

IN WITNESS WHEREOF, Grantor has executed this Quitclaim Deed on the day and year first above written.

GRANTOR:

SHELBY COUNTY, ALABAMA

By: Larry S. Dillard

Name: _____

Its: _____

STATE OF ALABAMA)

COUNTY OF Jefferson)

20060928000482230 2/2 \$15.00
Shelby Cnty Judge of Probate, AL
09/28/2006 01:09:01PM FILED/CERT

I, the undersigned Notary Public in and for said County and State, hereby certify that Larry S. Dillard, whose name as Chairman - Shelby County Commission of Shelby County, Alabama, a political subdivision of the State of Alabama, is signed to the foregoing Quitclaim Deed, and who is known to me, acknowledged to me on this day that, being informed of the contents of the Quitclaim Deed, ___ executed the same voluntarily for and as the act of said Shelby County, Alabama, on the day the same bears date.

Given under my hand this 29 day of September, 2005.

Notary Public [Signature]
My Commission Expires: _____

My Commission Expires 10-6-08

20080410000144990 7/7 \$30.00
Shelby Cnty Judge of Probate, AL
04/10/2008 09:25:26AM FILED/CERT