

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement is entered into as of February 14, 2008, with an effective date of the 1st day of January 2008 by and between Bio-Energy Partners, an Illinois general partnership ("BEP") ("ASSIGNOR"), WM Partnership Holdings, Inc., a Delaware corporation ("FIRST ASSIGNEE") and WM Renewable Energy, L.L.C., a subsidiary of FIRST ASSIGNEE ("SECOND ASSIGNEE").

WITNESSETH:

WHEREAS, BEP owns and operates landfill gas-to-energy plants in accordance with the Articles of Partnership (the "Articles of Partnership") effective December 26, 1986 between Caterpillar Financial Services Corporation ("CFSC") and Waste Management of North America, Inc., as amended; and

WHEREAS, the general partnership rights and interests in BEP were transferred from Waste Management of North America, Inc. to FIRST ASSIGNEE effective December 31, 1994; and

WHEREAS, CFSC sold to FIRST ASSIGNEE its BEP Interest, as defined in the Articles of Partnership of BEP, in accordance with the terms and conditions of the Articles of Partnership and that certain Sale and Purchase Agreement entered into as of February 14, 2008, with an effective date of January 1, 2008 (collectively, the "Agreements"); and

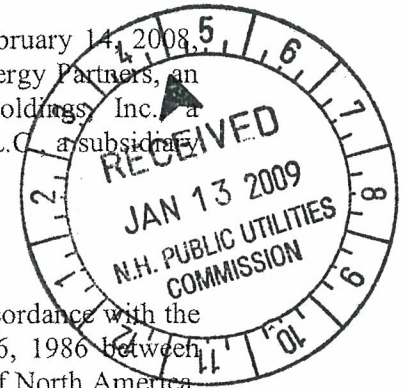
WHEREAS, in connection with FIRST ASSIGNEE's acquisition of CFSC's BEP Interest pursuant to the Articles of Partnership, FIRST ASSIGNEE will acquire all of BEP's assets and liabilities (the "Assets and Liabilities") in accordance with the terms and conditions of the Agreements;

WHEREAS, immediately after FIRST ASSIGNEE'S acquisition of CFSC's BEP Interest, and the Assets and Liabilities, FIRST ASSIGNEE will assign to SECOND ASSIGNEE the Assets and Liabilities; and

WHEREAS, BEP is a party to that certain Standard Small Generator Interconnection Agreement dated August 30, 2007, by and between BEP and New York Independent System Operator, Inc. and New York State Electric & Gas Corporation (the "INTERCONNECTION AGREEMENT") for the term and in the manner as set forth in the INTERCONNECTION AGREEMENT; and

WHEREAS, ASSIGNOR desires to assign the INTERCONNECTION AGREEMENT to FIRST ASSIGNEE; and immediately thereafter FIRST ASSIGNEE desires to assign the INTERCONNECTION AGREEMENT to SECOND ASSIGNEE; accordingly,

In consideration of the above premises, and for good and valuable consideration, the value and receipt of which is hereby acknowledged:

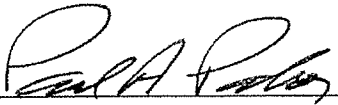


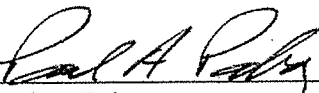
1. ASSIGNOR hereby assigns all of its rights, title, and interest in the INTERCONNECTION AGREEMENT to FIRST ASSIGNEE; and immediately thereafter FIRST ASSIGNEE hereby assigns all of its rights, title, and interest in the INTERCONNECTION AGREEMENT to SECOND ASSIGNEE, which shall have all of the privileges under the INTERCONNECTION AGREEMENT as fully as the same would have been enjoyed by ASSIGNOR if these Assignments had not been made.
2. FIRST ASSIGNEE hereby expressly assumes all obligations, covenants and agreements of ASSIGNOR under the INTERCONNECTION AGREEMENT. Immediately thereafter, SECOND ASSIGNEE hereby expressly assumes all of FIRST ASSIGNEE'S obligations, covenants and agreements under the INTERCONNECTION AGREEMENT.
3. This Assignment and Assumption shall be binding upon, inure to the benefit of and be enforceable by and against the respective successors and assigns of SECOND ASSIGNEE.
4. This Assignment shall be governed by and construed in accordance with the laws of the State of Texas (without giving effect to its choice of law provisions).

IN WITNESS WHEREOF, the parties hereto, by their duly authorized representatives, have executed this Assignment the day and year first above written, which Assignment may be executed by facsimile signature and in one or more counterparts, each of which may be deemed an original but all of which together shall constitute one and the same instrument.


BIO-ENERGY PARTNERS
By: WM Partnership Holdings, Inc.,
Managing Partner

WM PARTNERSHIP HOLDINGS, INC.

By: 
Paul A. Pabor
Vice President of Renewable Energy

By: 
Paul A. Pabor
Vice President of Renewable Energy

WM RENEWABLE ENERGY, L.L.C.

By: 
Paul A. Pabor
Vice President of Renewable Energy