

AMENDMENT TO  
ASSET PURCHASE AGREEMENT

THIS AMENDMENT TO ASSET PURCHASE AGREEMENT ("Amendment") is made effective as of the \_\_\_ day of December, 2013, by and among New England Service Company, a Connecticut corporation with a principal place of business at 37 Northwest Drive, Plainville, Connecticut 06062 ("Parent"), Abenaki Water Co., Inc., a New Hampshire corporation with a principal place of business at 37 Northwest Drive, Plainville, Connecticut 06062 ("Buyer"), White Rock Water Company, Inc., a New Hampshire corporation with a principal place of business at 24 Tate Road, Gilford, New Hampshire 03249 ("Seller"), and Theresa Crawshaw, an individual with a mailing address of P.O. Box 7394, Gilford, New Hampshire 03247 (the "Shareholder"). (Parent, Buyer, Seller, and Shareholder are collectively referred to as the "Parties").

RECITALS

WHEREAS, Parent, Buyer, Seller, and Shareholder are parties to a certain Asset Purchase Agreement dated August 9, 2013 whereby Buyer is purchasing the business, properties, and assets of the Seller (the "Agreement");

WHEREAS, one of the assets owned by the Seller and identified as part of the Purchased Assets in the disclosure schedules to the Agreement is a Deed of Easement dated July 18, 1987 and recorded in Book 1656, Page 1070 of the Merrimack Registry (the "Village Shore Easement");

WHEREAS, one of the Assumed Contracts identified in the disclosure schedules to the Agreement is an agreement dated July 18, 1987 and attached as Exhibit B to the Village Shore Easement (the "Village Shore Agreement");

WHEREAS, pursuant to a certain Release of Deed of Easement and Release and Termination of Agreement by and between Village Shore Estates Association and the Seller dated \_\_\_\_\_, 2013 and recorded in Book \_\_\_\_\_, Page \_\_\_\_\_ of the Merrimack Registry, the Village Shore Easement and the Village Shore Agreement are released and terminated;

WHEREAS, unless otherwise defined in this Amendment, capitalized terms in this Amendment shall have the same meaning as in the Agreement.

NOW THEREFORE, the Parties agree to amend the Agreement as follows:

1. Amendment to Disclosure Schedule 1.1(b). Disclosure Schedule 1.1(b) to the Agreement shall be amended to delete entirely the reference to "Deed of Easement recorded in Book 1656, Page 1070 of Merrimack Registry" and to delete the corresponding Village Shore Easement attachment to Disclosure Schedule 1.1(b), including all exhibits thereto.
2. Amendment to Disclosure Schedule 1.1(d). Disclosure Schedule 1.1(d) to the Agreement shall be amended to delete the following:

*“Agreement attached as Exhibit B on Deed of Easement with Village Shore Estates Association recorded in Book 1656, Page 1070 in Merrimack Registry of Deeds, a copy of which is attached to Schedule 1.1(b).”*

and restate it with the following:

*“None.”*

2. Ratification. Except as expressly set forth in this Amendment, the Agreement remains in full force and effect.

The Parties have executed this Amendment effective as of December \_\_, 2013.

**BUYER:**  
**ABENAKI WATER CO., INC.**

By: \_\_\_\_\_  
Donald J.E. Vaughan, President

**SELLER:**  
**WHITE ROCK WATER COMPANY, INC.**

By: \_\_\_\_\_  
Theresa Crawshaw, President

**SHAREHOLDER:**

\_\_\_\_\_  
Name: Theresa Crawshaw

**PARENT:**  
**NEW ENGLAND SERVICE COMPANY**

By: \_\_\_\_\_  
Donald J.E. Vaughan, President