
EXHIBIT F102

ASSIGNMENT OF EASEMENTS, DATED JUNE 29, 2009,
BY AND AMONG BOROUGH OF ROSE VALLEY
AND DELCORA

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Agreement is made and entered into as of the 29th day of June, 2009, by and between the BOROUGH OF ROSE VALLEY, Delaware County, Pennsylvania, a political subdivision existing and organized under the laws of the Commonwealth of Pennsylvania with a mailing address of P.O. Box 198, Old Mill Lane, Rose Valley, PA 19065 (hereinafter referred to as the "Assignor") and DELAWARE COUNTY REGIONAL WATER QUALITY CONTROL AUTHORITY, a municipal authority existing and organized under the laws of the Commonwealth of Pennsylvania with a mailing address of 100 East Fifth Street, P.O. Box 999, Chester, PA 19016-0999 (hereinafter referred to as the "Assignee").

BACKGROUND

WHEREAS, pursuant to that certain Asset Sale and Purchase Agreement dated June, 2009 (hereinafter referred to as the "Purchase Agreement") by and between Assignor and Assignee, Assignor has sold, transferred and conveyed unto Assignee all of Assignor's right, title and interest in that certain wastewater system and sewage treatment facility located in and serving the residents of the Borough of Rose Valley (hereinafter referred to as the "Wastewater Facility") as well as certain customers who reside in Nether Providence Township, as well as any and all assets and rights of Assignor used or useful in the operation of the aforementioned Wastewater Facility; and

WHEREAS, pursuant to certain Agreement dated October 12, 1960 between Assignor and the Township of Nether Providence, Delaware County, Pennsylvania (hereinafter referred to as the "Township"), as amended by that certain Sanitary Sewer Agreement between the Borough of Rose Valley and the Township of Nether Providence for the Vernon Run Outfall Sewer between Assignor and Township dated 1989 (hereinafter collectively referred to as the "Rose Valley – Nether Providence Agreement"), Assignor and Township have agreed that Assignor receive and process at the aforementioned Wastewater Facility, sanitary sewage from certain properties located within the Township on the terms and conditions as set forth in the said Rose Valley-Nether Providence Agreement; and

WHEREAS, Township and Assignor have each agreed to certain obligation as set forth in the said Rose Valley-Nether Providence Agreement; and

WHEREAS, Assignor now desires, in connection with the sale of the Wastewater Facility to Assignee pursuant to the Purchase Agreement, to assign to Assignee all of Assignor's right, title and interest in and to the Rose Valley – Nether Providence Agreement and Assignee wishes to accept and assume Assignor's duties and obligations under the Rose Valley – Nether Providence Agreement, subject to the terms and conditions hereof; and

WHEREAS, Assignor and Assignee desire the Township to consent to the Assignment of the Rose Valley – Nether Providence Agreement, and the Township

desires that Assignee make certain covenants to the Township as a condition of the Township providing such consent.

NOW, THEREFORE, in consideration of the foregoing recitals, incorporated herein by reference hereto, and of the mutual covenants contained herein, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Assignment and Assumption. Assignor hereby assigns, transfers and sets over to Assignee all of Assignor's right, title and interest in and to the Rose Valley – Nether Providence Agreement. Assignee hereby accepts this assignment and hereby assumes and agrees to perform all of the covenants and obligations of or applicable to Assignor under the Rose Valley – Nether Providence Agreement. Township shall be entitled to rely upon all of the undertakings, promises and covenants of Assignee under this Agreement as a third party beneficiary thereof, and the Township may exercise all rights and remedies specified in the Rose Valley-Nether Providence Agreement as if Assignee were the original party thereunder and had executed the Assigned Documents.

2. Covenants of Assignee. From and after the date of the assignment of the Rose Valley – Nether Providence Agreement to Assignee, Assignee covenants to the Township that Assignee shall (a) continue to accept and treat the wastewater and sewage from the residences of the Township that are subject to the Rose Valley – Nether Providence Agreement, (b) perform maintenance or make repairs or upgrades to the Wastewater Facility, the costs of such maintenance, repairs or upgrades to be spread among all customers of the Wastewater Facility and (c) to the extent that Assignee

decides to shut down or replace the Wastewater Facility, provide some alternative means of receiving and treating the wastewater and sewage from the residences of the Township that are subject to the Rose Valley – Nether Providence Agreement, the costs of such alternative means of receiving and treating wastewater and sewage to be spread among all customers of the Wastewater Facility.

2. Consent. The written consent of the Township to the sale and assignment by Assignor of its interest in the Rose Valley-Nether Providence Agreement is attached to this Agreement.

3. Governing Law. This agreement shall be construed and enforceable in accordance with the laws of the Commonwealth of Pennsylvania.

4. Binding Effect. This Agreement shall inure to the benefit of and be binding upon the heirs, executors, administrators, successors and assigns of the Assignor, the Assignee and the Township.

IN WITNESS WHEREOF, the parties hereto, each intending to be legally bound by this writing, have caused this Agreement to be executed the day and year first above written.

ATTEST:

ASSIGNOR:

Borough of Rose Valley

By: Burton W. Henry

By: Lynn C. Kelley

WITNESS:

ATTEST:

ASSIGNEE:

Delaware County Regional Water
Quality Control Authority

By: Robert A. Hahn
BUS. DEV. MGR.

By: John L. Sal
EXECUTIVE DIRECTOR

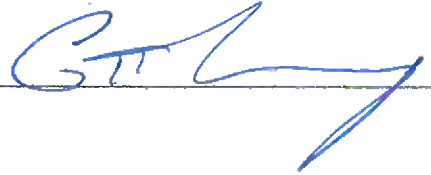
ACKNOWLEDGEMENT AND CONSENT

The undersigned hereby acknowledges and consents to the attached Assignment and Assumption Agreement dated June 11th, 2009 by and between Borough of Rose Valley as Assignor and Delaware County Regional Water Quality Control Authority as Assignee, and hereby ratifies and confirms the Rose Valley – Nether Providence Agreement.

ATTEST:

TOWNSHIP OF NETHER PROVIDENCE

By:



By

