

ASSIGNMENT OF CONTRACT

FOR VALUABLE CONSIDERATION, Independent School District No. 625, a Minnesota public corporation (hereinafter "Assignor"), does this date hereby assign, transfer and set over to the City of Saint Paul, a Minnesota municipal corporation (hereinafter "Assignee"), all rights, title and interest held by Assignor in and to that certain Hot Water Delivery Agreement dated September 15, 1999, by and between Assignor and District Energy St. Paul, Inc., a copy of which is attached hereto.

The Assignor warrants and represents that said contract is in full force and effect and is fully assignable.

The Assignee hereby assumes and agrees to perform all the remaining and executory obligations of the Assignor under the contract and agrees to indemnify and hold the Assignor harmless from any claim or demand resulting from non-performance by the Assignee.

The Assignor warrants that the attached contract is without modification, and remains on the terms contained.

The assignor further warrants that it has full right and authority to transfer said contract and that the contract rights herein referenced are free of lien, encumbrance or adverse claim.

The assignment shall be binding upon and inure to the benefit of the parties, their successors and assigns.

IN WITNESS WHEREOF, this Assignment of Contract is executed in duplicate
as of April 19, 2011.

Independent School District No. 625

Dated: April 19, 2011

By: _____
Its Chair

Dated: April 19, 2011

By: _____
Its Clerk

APPROVED AS TO FORM:

General Counsel

City of Saint Paul

Dated: April ____, 2011

By: _____
Its _____

APPROVED AS TO FORM:
