

EXHIBIT A

JOINDER AGREEMENT TO THE MONEY POOL AGREEMENT

THIS JOINDER AGREEMENT TO THE MONEY POOL AGREEMENT (this "**Agreement**") is entered into as of _____, 20__, by and between **LIBERTY UTILITIES CO. ("LUCo")**, [ENTITY NAME], _____ and _____, the other direct and indirect subsidiaries or affiliates of LUCo (each an "**Eligible Borrower**" and a "**Party**", and together with LUCo, the "**Parties**"). Capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Money Pool Agreement.

WHEREAS, [ENTITY NAME] desires to participate in the Money Pool by and between LUCo and the Eligible Borrowers, which will allow [ENTITY NAME] from time to time, to: a) borrow funds to provide for certain of their short-term cash and working capital requirements and/or b) contribute excess funds which will either be lent to Eligible Borrowers or invested in overnight investments.

WHEREAS, in connection with [ENTITY NAME]'s election to participate in the Money Pool and pursuant to Section 3.03 of the Money Pool Agreement, [ENTITY NAME] must become a party to the Money Pool Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, covenants and provisions contained herein, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

[ENTITY NAME] hereby acknowledges and agrees with the Parties that it is a signatory and party to the Money Pool Agreement as of the date first written above and thus subject to all terms and conditions of the Money Pool Agreement applicable to each Party.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be duly executed by their respective authorized officers as of the day and year first above written.

[ENTITY NAME]

By: _____
Name:
Title:

LIBERTY UTILITIES CO.

By: _____
Name:
Title:

ELIGIBLE BORROWERS:

[Eligible Borrower Name]

By: _____
Name:
Title:

EXHIBIT B

NOTICE OF WITHDRAWAL FROM THE MONEY POOL AGREEMENT

[ENTITY NAME] (the “Withdrawing Entity”) is a Party to the Money Pool Agreement by and between LIBERTY UTILITIES CO. (“LUCo”), _____ and _____, the other direct and indirect subsidiaries or affiliates of LUCo. Capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Money Pool Agreement.

Pursuant to Section 3.03 of the Money Pool Agreement, [ENTITY NAME] desires to voluntarily withdraw from the Money Pool and the Money Pool Agreement. The date of the withdrawal will be _____, ____.

With this notice, the Withdrawing Entity gives the Parties notice of the withdrawal from the Money Pool and the Money Pool Agreement in writing.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be duly executed by their respective authorized officers as of the day and year first above written.

[ENTITY NAME]

By: _____

Name:

Title: