

**Compass Bank**Payson/White Mountain Region  
613 South Beeline Highway  
Payson, Arizona 85541**Michael J. Whalen**  
City President  
*Private and Commercial Banking*

February 5, 2009

Pine Strawberry Water Improvement District  
Board of Directors  
P.O. Box 134  
Pine, Arizona 85544-0134

Re: Notice Commitment for Loan

Dear Board of Directors:

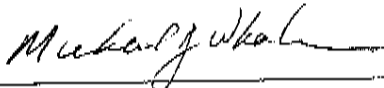
You have advised us that Pine Strawberry Water Improvement District (the "District") seeks financing (the "Loan") for the purchase and improvement of the used and useful assets of Pine Water Company, Strawberry Water Company, any assets of Brooke Utilities, or any third parties necessary for the operation of the domestic water systems within the areas presently served under the Certificates of Convenience and Necessity issued by the Arizona Corporation Commission to the Pine Water Company and the Strawberry Water Company and for other general corporate purposes (the "Project"). The amount of the Loan shall be within the amount set forth by the District and approved by Compass Bank for the acquisition and improvements to said system.

Based upon and subject to the terms and conditions set forth in that certain Commitment Letter (the "Commitment Letter") from Compass Bank ("Compass") to Borrower, Compass has issued the Commitment Letter dated February 5, 2009.

The terms and conditions of the Commitment Letter are confidential. Borrower may notify the proposed seller of the existence of the Commitment Letter. No third party shall be entitled to rely on the existence of the Commitment Letter or any of the terms and conditions set forth in the Commitment Letter.

Very truly yours,

COMPASS BANK, an Alabama banking corporation

By:   
Name: Michael J. Whalen  
Title: City President