

**ASSIGNMENT OF RIGHTS**

ASSIGNMENT OF RIGHTS dated this \_\_\_\_\_ day of \_\_\_\_\_, 2012, from the City of Billings, a Montana municipal corporation ("Assignor"), to Montana-Dakota Utilities Co., a Division of MDU Resources Group, Inc., a Delaware corporation ("Assignee").

**WITNESSETH:**

FOR THE CONSIDERATION SET FORTH HEREIN, and Other Valuable Consideration, Assignor does hereby assign unto Assignee all of its right, title and interest in carbon credits, renewable energy credits, emission credits, or other certification of emission reduction or carbon methane destruction or displacement attributable to the extraction of methane gas ("Credits") from the landfill site located at Sections 29 and 30, Township 1 South, Range 26 East, Yellowstone County, Montana ("Landfill") for the period from November 12, 2010 to ten (10) years after the commissioning date of the project (December 7, 2010). In consideration for assignment of the Credits as provided herein, as carbon credits are sold, the Assignee agrees to pay within sixty (60) days of receipt, fifteen percent (15%) of the net proceeds received by Assignee from the sale of the Credits. Assignee shall be entitled to deduct the costs incurred by Assignee to obtain and sell the Credits, including but not limited to registry fees and consultant fees, in determining the net proceeds from the sale of the Credits.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Rights the day and year first above written.

CITY OF BILLINGS

Attest:

\_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_