

**Exhibit 5.1.2
to
Asset Purchase Agreement**

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS THAT, for valuable consideration received from Town of Schuyler Falls ("Buyer"), on 1/28/15, 2015 pursuant to a certain Asset Purchase Agreement dated on or about _____ ("Asset Purchase Agreement"), Garrow Water-Works Company, Inc., ("Seller") do hereby grant, bargain, sell, assign, transfer and deliver unto Buyer all of Seller's right, title and interest in and to the Business Assets (as such term is defined in the Asset Purchase Agreement), to have and to hold the Business Assets forever, effective 12:01 a.m. 1/28/15.

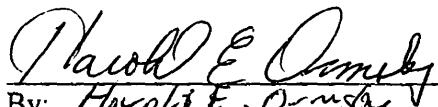
FURTHER, THAT, Buyer (and Buyer's successors and assigns) agrees that Garrow Water-Works Company, Inc. is the true and lawful owner of the Business Assets and has good right and lawful authority to bargain, transfer, assign, deliver and sell the Business Assets in a manner and form as aforesaid.

FURTHER, THAT, Buyer has been given the opportunity to inspect all the Business Assets and hereby acknowledges that the Business Assets are of satisfactory quality and that Buyer has inspected all the Business Assets to Buyer's satisfaction. Buyer further acknowledges acceptance of all the Business Assets tendered.

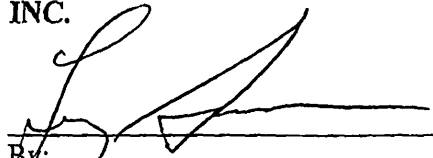
FINALLY, THAT, Seller makes no other warranty, express or implied, written or oral, as to the description, quality, merchantability, fitness for a particular purpose, productiveness, or any other matter of or with respect to the Business Assets. The Business Assets covered by this Bill of Sale have been purchased by Buyer "AS IS", and WHERE IS."

IN WITNESS WHEREOF, the Parties have executed, or caused to be executed, this Agreement as of the date first set forth above.

**BUYER:
TOWN OF SCHUYLER FALLS**


By: Harold E. Ormsby
Title: Supervisor

**SELLER:
GARROW WATER-WORKS COMPANY,
INC.**


By: _____
Title: Sec Treas

BUYER'S CLOSING CERTIFICATE

**PURSUANT TO ASSET PURCHASE AGREEMENT
Exhibit 5.2.3**

Dated: 1/28/15

This Closing Certificate is given in connection with the Asset Purchase Agreement dated on or about June 5, 2013 ("Asset Purchase Agreement") by and among the Town of Schuyler Falls ("Buyer"); and Garrow Water-Works Company, Inc. ("Seller).

The undersigned Buyer, does hereby certify that, as of the date hereof, (i) all of the representations and warranties set forth and made by Buyer in the Asset Purchase Agreement are true, complete and correct and (ii) all of the covenants set forth and made by Buyer in the Asset Purchase Agreement have been fully performed or satisfied as of the date hereof.

BUYER: TOWN OF SCHUYLER FALLS

By: Harold E. Ormsley

Title: Harold E. Ormsley, Supervisor