

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

97 DEC 12 AM 10:17

MORRIS W. CARTER

4/38 CSC

494084 20

Mail Tax Statements to:

97085398

LAND TRUST DEPT.
PEOPLES BANK
9204 COLUMBIA AVENUE
MUNSTER IN 46321

Chicago Title Insurance Company

SPECIAL WARRANTY DEED IN TRUST

THIS INDENTURE is made as of this 21st day of November, 1997, by and between NORTHERN INDIANA PUBLIC SERVICE COMPANY, an Indiana corporation ("Grantor"), and PEOPLES BANK SB, as Trustee under Trust Agreement dated November 17, 1997 and known as Trust No. 10237.

WITNESSETH THAT:

Grantor, for an in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to it in hand paid, the receipt and sufficiency of which are hereby acknowledged, by these presents, does hereby convey unto Grantee all right, title and interest of Grantor in and to the parcel of real estate ("Real Estate") legally described on Exhibit A attached hereto which is situated in Lake County, Indiana, together with all and singular hereditaments and appurtenances thereunto belonging, or in any thereto appertaining, and any reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, claim or demand whatsoever, of Grantor, either at law or in equity, in and to the Real Estate, and in and to such hereditaments and appurtenances,

TO HAVE AND TO HOLD the Real Estate unto Grantee FOREVER, subject, however, to the exceptions to title set forth on Exhibit B attached hereto.

AND GRANTOR, for itself and its successors, does hereby covenant, promise and agree to and with Grantee, and Grantee's successor and assigns, the grantor has not done or suffered to be done anything whereby the Real Estate is or may be in any manner encumbered or charged, except as provided in this Indenture, and Grantor SPECIALLY WARRANTS to Grantee that Grantor will defend Grantee's title to the Real Estate against all persons law fully claiming title to or any interest in the Real Estate by, through or under Grantor, subject to each and all of the exceptions, covenants and other matters provided for in this Indenture;

Grantor hereby certifies under oath that no Indiana gross income tax is due and payable at this time.

FILED ENTERED FOR TAXATION SUBJECT
TAXAL ACCEPTANCE FOR TRANSFER

DEC 11 1997

SAM ORLICH
AUDITOR LAKE COUNTY

000720

1800
G
J

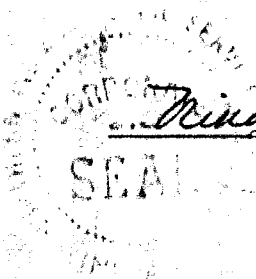
IN WITNESS WHEREOF, Grantor has executed this Indenture as of the date first above written.

NORTHERN INDIANA PUBLIC SERVICE
COMPANY, an Indiana corporation

By: *Jerry M. Spring*

Its: Vice President

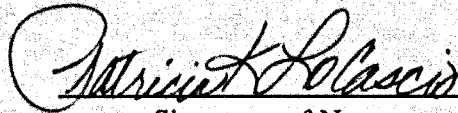
ATTEST:


Mina M. Lawler
Its Secretary

ACKNOWLEDGMENT

STATE OF INDIANA)
) SS
COUNTY OF LAKE)

This Indenture was acknowledged before me on November 21, 1997 by Jerry M. Springer, the Vice President of NORTHERN INDIANA PUBLIC SERVICE COMPANY, an Indiana corporation, and by Nina Rausch, the Secretary of said corporation.



Signature of Notary
Patricia K. LoCascio

SEAL:

Patricia K. LoCascio
Notary Public, State of Indiana
Lake County
My Commission Expires 11/21/99

My Commission expires: _____

This Instrument was prepared by:

Peter V. Fazio, Jr.
Schiff Hardin & Waite
8585 Broadway, Suite 842
Merrillville, Indiana 46410

MAIL TO:
DAVID R. CHARLES
SIDLEY + AUSTIN
ONE FIRST NATIONAL PL
CHICAGO IL 60603

EXHIBIT A

Legal Description

PART OF THE EAST HALF OF THE EAST HALF OF THE NORTHEAST QUARTER OF SECTION 17, TOWNSHIP 35 NORTH, RANGE 9 WEST OF THE SECOND PRINCIPAL MERIDIAN, IN LAKE COUNTY, INDIANA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE INTERSECTION OF THE WEST LINE OF SAID EAST HALF OF THE EAST HALF OF THE NORTHEAST QUARTER AND THE CENTERLINE OF U.S. HIGHWAY NO. 30; THENCE EASTERLY ALONG THE CENTERLINE OF U.S. HIGHWAY NO. 30, A DISTANCE OF 596.84 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 41; THENCE SOUTHERLY ALONG SAID RIGHT OF WAY LINE, A DISTANCE OF 561.97 FEET TO A POINT ON THE SOUTH RIGHT OF WAY LINE OF STATE ROAD 330 ALSO KNOWN AS OLD LINCOLN HIGHWAY; THENCE WESTERLY ALONG SAID SOUTH RIGHT OF WAY LINE, A DISTANCE OF 589.15 FEET TO A POINT ON THE WEST LINE OF SAID EAST HALF OF THE EAST HALF OF THE NORTHEAST QUARTER OF SAID SECTION 17; THENCE NORTH ALONG SAID WEST LINE, A DISTANCE OF 523.85 FEET TO THE POINT OF BEGINNING, EXCEPTING THEREFROM THAT PORTION OF THE LAND LYING WITHIN WARRANTY DEED RECORDED AUGUST 21, 1996, AS DOCUMENT NO. 96055939.

Address: 833 West Lincoln Highway, Schererville, Indiana

20-13-112-47466

EXHIBIT B

Permitted Exceptions

1. 1997 general real estate taxes not yet due and payable.
2. Exceptions 2,6,7,8,9 and 10 raised in Schedule B -- Section 2 of the title insurance commitment dated August 14, 1997 as amended on November 21, 1997 under order number 04 94 084 issued by Chicago Title Insurance Company.
3. Easement for Anchors and Guys dated November 21, 1997 by Peoples Bank SB as Trustee u/t/a dated 11/17/97 a/k/a Trust No. 10237.

CHI3:157328.2 11.19.97 14.59