

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

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MORRIS W. CARTER
RECORDER

**ASSIGNMENT OF UTILITY EASEMENTS
AND LICENSE AGREEMENTS**

THIS INDENTURE WITNESSETH, That the PEOPLE'S WATER COMPANY, INCORPORATED, an Indiana corporation (hereafter, "Grantor"), ASSIGNS, SETS OVER, TRANSFERS, CONVEYS AND WARRANTS to NORTHWEST INDIANA WATER COMPANY, an Indiana corporation ("Grantee"), for the sum of Ten Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all of Grantor's right, title and interest in and to (i) all easements for all water mains and other facilities which are a part of the water distribution system owned by Grantor and which are not located on public rights-of-way, including, without limitation, those certain easements set forth on Exhibit A ("Utility Easements"); and (ii) all licenses for railroad crossings, including, without limitation, those certain licenses set forth on Exhibit B ("License Agreements").

Grantor represents and warrants to Grantee that Grantor has good and marketable easement rights in the Utility Easements and License Agreements free and clear of all liens, claims, encumbrances and superior interests except real estate taxes not yet due and payable.

The undersigned person executing this instrument on behalf of Grantor represents and certifies that Grantor is one and the same as "Peoples Water Company, Inc.", "The People's Water Company, Inc." and People's Water Company, Inc." as identified in certain of the Utility Easements. The undersigned further represents that he is the President of Grantor and has been fully empowered, by proper resolution of the Board of Directors of Grantor, to execute and deliver this instrument; that Grantor, has full corporate capacity to assign and convey the easements described herein; and that all necessary corporation action for the making of such assignment has been taken and done.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed as of the 22nd day of February, 1999.

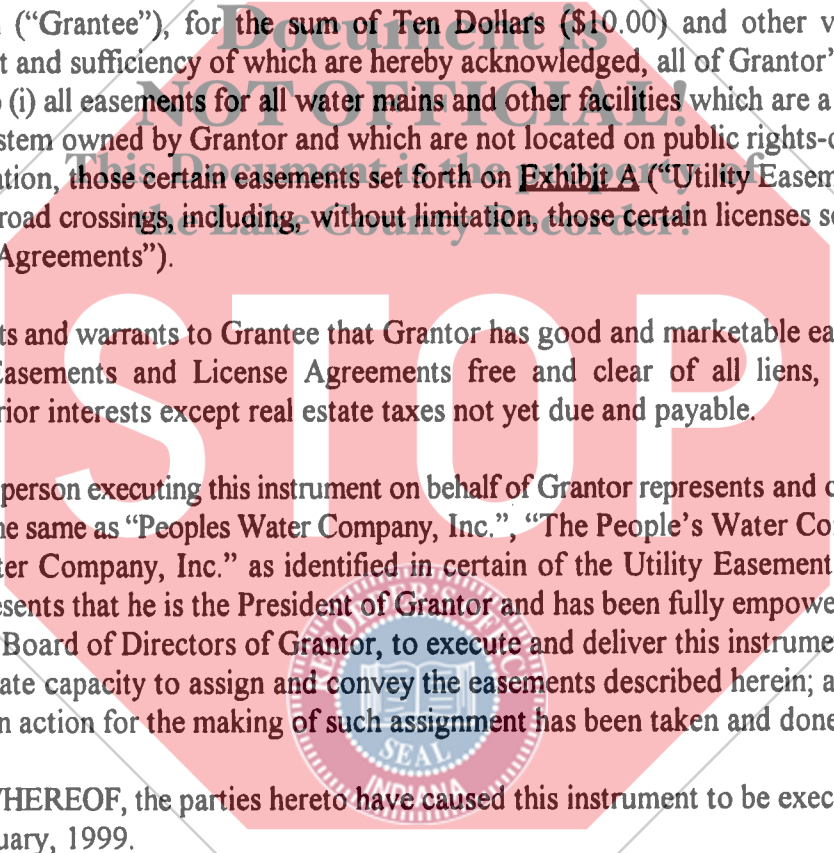
PEOPLE'S WATER COMPANY, INCORPORATED

By: Daniel Day
Daniel Day, President

Return:
N.W. Ind. Water Co.
650 Madison St.
P.O. Box m-486
Gary IN 46401-0486

16.60
E.P.
TI

9304455
TICOR TITLE INSURANCE
Crown Point, Indiana



Send Tax Statements to: Northwest Indiana Water Company
650 Madison Street
P.O. Box M-486
Gary, Indiana 46401-0486

STATE OF INDIANA)
) SS:
COUNTY OF LAKE)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Daniel Day, the President of People's Water Company, Incorporated, an Indiana corporation, who acknowledged the execution of the foregoing instrument for and on behalf of said entity.

Witness my hand and Notarial Seal this 22nd day of February, 1999.

Yvonne Stanley

YVONNE STANLEY, Notary Public
Residing in Lake County, Indiana

My Commission Expires:

02-25-08

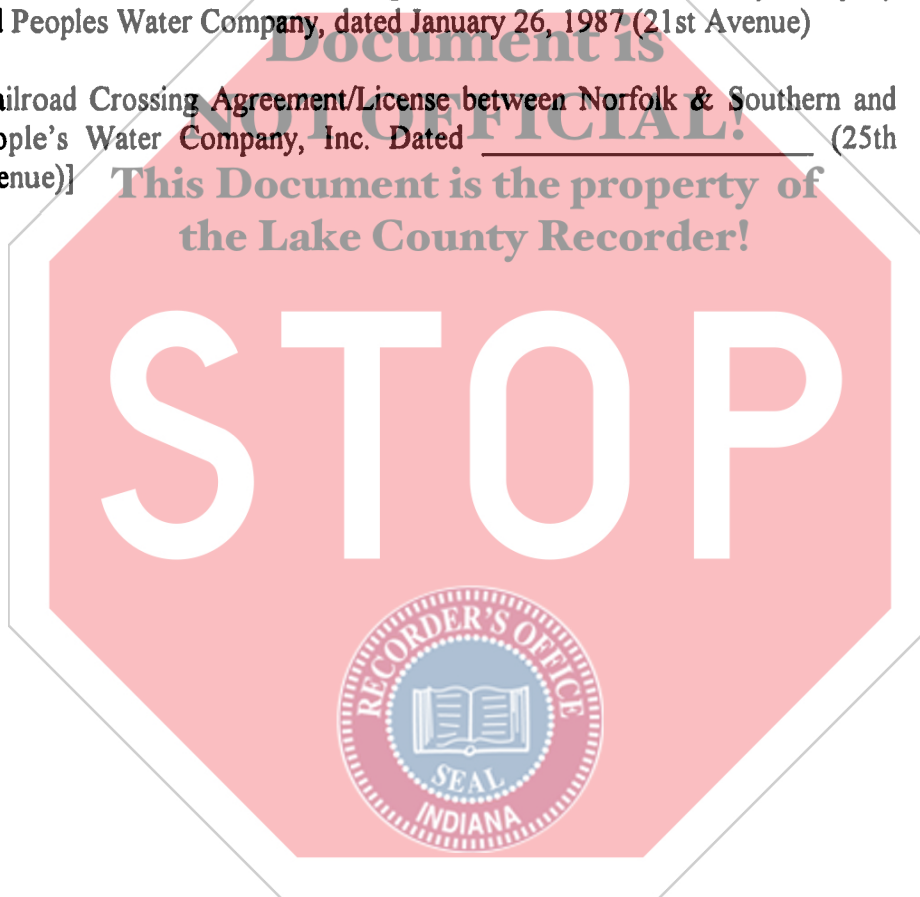
This instrument prepared by Donald E. Williams, Attorney at Law,
Barnes & Thornburg, 11 South Meridian Street, Indianapolis, Indiana 46204

EXHIBIT A
UTILITY EASEMENTS

1. Water Main Utility Easement between Beverly M. Flores and Peoples Water Company Inc. dated November 16, 1993, recorded December 1, 1993 as Instrument No. 93080538
2. Easement for Water Lines between Wrel C. Emory and Irene L. Emory and Peoples Water Company, Inc., dated November 28, 1966, recorded January 5, 1967 as Instrument No. 693969, Book 955, Page 416
3. Water Main Utility Easement between Lake County Trust Company as trustee of trust No. 3863 and Peoples Water Company Inc. dated November 16, 1993, recorded December 1, 1993 as Instrument No. 93080537
4. Water Main Utility Easement between Lake County Trust Company as trustee of trust No. 3863 and Peoples Water Company Inc. dated November 16, 1993, recorded December 1, 1993 as Instrument No. 93080536
5. Easement between George Stonebraker and Ona M. Stonebraker and The People's Water Company, Inc., dated April 18, 1962
6. Water Main Utility Easement between Paula Faouri and Peoples Water Company, Inc., dated July 9, 1995, recorded July 12, 1995 as Instrument No. 95038847
7. Water Fire Hydrant Easement between Michael J. Oldenberg and Shirley J. Oldenberg and Peoples Water Company Inc., dated on or about March 11, 1996 and recorded March 11, 1996 as Instrument No. 96015280

EXHIBIT B
LICENSE AGREEMENTS

1. Railroad Crossing Agreement between Elgin, Joliet and Eastern Railway Company and Peoples Water Company, dated December 2, 1970 as modified by License Endorsement between Elgin, Joliet and Eastern Railway Company and Peoples Water Company, dated January 26, 1987 (21st Avenue)
2. [Railroad Crossing Agreement/License between Norfolk & Southern and People's Water Company, Inc. Dated _____ (25th Avenue)]



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