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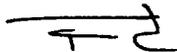
Mr. R. L. Willoughby, City Manager
City of Washington
Post Office Drawer 1988
Washington NC 27889

Re: Hamilton Beach/Proctor-Silex, Inc.
City Water System Tap-in
Our File No. 94-55-5015

Dear R. L.:

Enclosed please find copy of letter as we discussed.

Sincerely,



Frederick N. Holscher

FNH/tt
Enclosure - as

Re: City Water System Tap-in; Water Bills

Dear Mr./Ms. _____:

I am writing you on behalf of the City of Washington to confirm the various conversations that you have had with Russell Waters, the City of Washington's Director of Public Works, and Louis A. Whitford of Hamilton Beach/Proctor Silex. As you will recall, the City has arranged to have your residence connected, free of charge, to its public water system. Hamilton Beach/Proctor Silex, Inc. ("HB/PS") will pay for your reasonable and common use of City water up through May 31, 2006. These bills from the City will be sent directly to HB/PS for payment until that date.

The connection to the City's water system will require that plumbing between your residence and the existing groundwater well on your property be disconnected. Prior to disconnection, HB/PS will arrange to have your well tested and will provide the results of that testing to you. In exchange for the connection to the City water system and HB/PS' payment of your water bills, you have agreed to refrain from using this groundwater well to supply water for drinking or any other household use until May 31, 2006, and to not resume such use thereafter until you provide at least thirty (30) days' advance written notice to the City and to HB/PS.

Please confirm your agreement to this arrangement by signing the enclosed copy of this letter and returning it to me in the enclosed envelope. I will keep you advised of the City's and HB/PS's progress and will inform you of the testing and connection dates once they are scheduled.

Thank you for your cooperation. If you have any questions, please do not hesitate to contact me.

Sincerely,

R. L. Willoughby, City Manager
City of Washington

FNH/tt

VERSION A

Re: City water system tap-in; water bills

Dear Mr./Ms. _____:

We are writing to confirm the points that [Russell Waters, the City of Washington's Director of Public Works, and] [I] recently discussed with you. As you will recall, the City has arranged to have your residence connected, free of charge, to the City's public water system. Thereafter, Hamilton Beach/Proctor-Silex, Inc. ("HB/PS") will pay for your reasonable and common use of City water up through May 31, 2006. The bills from the City will be sent directly to HB/PS for payment until that date.

The connection to the City's water system will require that the plumbing between your residence and the existing groundwater well on your property be disconnected. Prior to the disconnection, HB/PS will arrange to have your well tested and will provide the results of that testing to you. In exchange for the connection to the City water system and HB/PS' payment of your water bills, you have agreed to refrain from using this groundwater well to supply water for drinking or any other household use until May 31, 2006, and to not resume such use thereafter until you provide at least thirty (30) days' advance written notice to the City and to HB/PS.

Please confirm your agreement to this arrangement by signing the enclosed copy of this letter and returning it to us in the enclosed return envelope. We will keep you advised on the City's and our progress and will inform you of the testing and connection dates once they are scheduled.

I thank you for your cooperation. Please let Russell or me know if you have any questions or wish to discuss the matter further.

Sincerely,

Louis A. Whitford

AGREED:

(signature)_____
(name)_____
(date)