

we energies



231 W. Michigan Street  
Milwaukee, WI 53203  
www.we-energies.com

September 29, 2008

Ms. Carrie M. Lewis  
Superintendent of Water Works Department  
City of Milwaukee, Department of Public Works  
841 N. Broadway, Room 409  
Milwaukee, WI 53202

**RE: Consent to Assignment of Agreement between the City of Milwaukee and We Energies for the Purchase of Water at Wholesale**

Dear Superintendent Lewis:

On December 10, 2003, Wisconsin Gas LLC d/b/a We Energies ("Wisconsin Gas") entered into an Agreement with the City of Milwaukee for the purchase of water at wholesale for service to the City of Mequon and the Village of Thiensville (the "Wholesale Water Purchase Agreement"). Wisconsin Gas has since entered into an Asset Purchase Agreement dated September 5, 2008 pursuant to which it has agreed to sell the water system assets of Wisconsin Gas to the City of Mequon ("Mequon"). Wisconsin Gas and Mequon expect to complete all transaction activities by December 31, 2008.

Upon consummation of the sale of the water system assets, Wisconsin Gas plans to assign and transfer to Mequon all of its rights and obligations under the Wholesale Water Purchase Agreement. Mequon will not be responsible for any obligations incurred prior to closing, and Wisconsin Gas will not be responsible for any obligations incurred after closing.

We are writing to advise you of the planned sale and to formally request you to consent to this assignment. Please indicate your consent by signing a copy of this letter and returning it to my attention at 231 W. Michigan Street, P356, Milwaukee, WI 53203. You will be notified of the final assignment promptly after the closing of the transaction.

Sincerely,

Wisconsin Gas LLC

By: 

Name: Stephen P. Dickson

Title: Vice President and Controller

**RECEIVED**

**SEP 29 2008**

**SUPT'S OFFICE  
Milwaukee Water Works**

The undersigned hereby consents to the assignment of the Wholesale Water Purchase Agreement to Mequon, which shall assume the rights and obligations under said Wholesale Water Purchase Agreement that arise after the Closing Date. The City of Milwaukee's consent is conditioned on receipt and review of the final assignment document.

IN THE PRESENCE OF:

CITY OF MILWAUKEE, operating as a Water  
Public Utility

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Mayor

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City Clerk

COUNTERSIGNED:

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City Comptroller