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November 14, 2006

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Arthur Stewart, Esquire
Arthur Stewart & Associates, P.C.
600 Market Street
Warren, PA 16365

Re: Allegheny Land vs. Warren County Board of Assessment Appeals

Dear Attorney Stewart:

Enclosed you will find a draft of the proposed Stipulation to Settle and Discontinue. I believe that this accurately reflects the settlement agreement we have reached in connection with this case.

I am sending a copy of this to my client coincidentally with this letter. The Stipulation is accordingly subject to our further review, comment and approval as well. Nevertheless, and as I indicated to you, my client agreed to the settlement conceptually and I do not believe we should have any trouble finalizing it from our end. However, as a matter of form, it may be best to wait until you secure all of your clients' formal approval before either of us sign it. Your thoughts on this logistical issue would be appreciated as well.

Please contact me after you have reviewed and considered this matter so that we can finalize the settlement as soon as possible. Thank you, and I look forward to hearing from you.

Very truly yours,

MacDONALD, ILLIG, JONES & BRITTON LLP

By

John J. Mehler

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Enclosure

cc w/ encl.: Allegheny Land Company