



City of
MARYLAND HEIGHTS

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October 24, 2006

Mr. David Bryant
General Manager Solid Waste
Fred Weber, Inc.
2320 Creve Coeur Road
P.O. Box 2501
Maryland Heights, MO 63043-8501

Dear Mr. Bryant:

I have received your request for the opportunity to discuss with Fred Weber, Inc., or an affiliate, your interest in providing gas services within the corporate limits of the City of Maryland Heights. With the likely development in the next few years of a significant portion of the nearby area protected by the Howard Bend Levee, it seems that this would be the appropriate time to explore this proposal.

It is my understanding that you will be forwarding a draft of a franchise agreement in the near future. I suggest that your legal counsel might want to begin discussions with City Attorney Howard Paperner as early in the drafting process as practical.

Given our long standing positive relationship with Fred Weber, Inc., I look forward to meeting with the appropriate representatives of the company as it seeks to expand the area in which it provides gas or energy services.

Sincerely,

Mark M. Levin
City Administrator

Exhibit D