

ASSIGNMENT AND INDEMNIFICATION

RE: **THE REGIONAL MUNICIPALITY OF NIAGARA** sale to **THE CORPORATION OF THE TOWN OF PELHAM**, lands located in the Town of Pelham (the "Property")


The Regional Municipality of Niagara hereby assigns all its right, title, interest, liabilities and obligations to The Corporation of the Town of Pelham, in and to the following agreements (the "Agreements"), including any and all amendments thereto, if any, to the extent that same affect the Property, as of the 31st day of October, 1996.

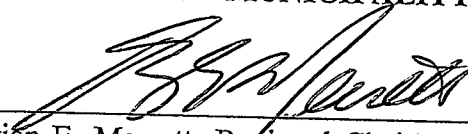
1. Agreement Nos. 41205 and 61217 in favour of The Corporation of the Village of Fonthill;
2. Agreement Nos. 28512½ and 32176½ in favour of Ontario Hydro;
3. Agreement Nos. 62064, 62060 and 66664 in favour of The Corporation of the Town of Pelham;
4. Agreement No. 67950 in favour of Fonthill Lumber Limited;
5. Agreement No. 33103 in favour of Bell Canada;
6. Agreement No. 70099 in favour of Maclean Hunter Cable TV;
7. Agreement No. 71939 in favour of the Regional Municipality of Niagara (Works);
8. Agreement No. 35508 in favour of Pelham Hydro Electric Company;
9. Agreement Nos. 57038 and 62603 in favour of The Consumers Gas Company;
10. Agreement No. 52887 in favour of Provincial Gas Company.

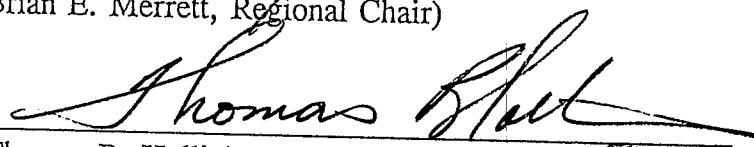
Dated the 21ST day of OCTOBER, 1996.

THE REGIONAL MUNICIPALITY OF NIAGARA

APPROVED AS TO FORM


REGIONAL SOLICITOR


(Brian E. Merrett, Regional Chair)


(Thomas R. Hollick, Regional Clerk)

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The Corporation of the Town of Pelham covenants and agrees with The Regional Municipality of Niagara to indemnify and save The Regional Municipality of Niagara harmless from all costs, charges and expenses caused to or incurred by The Regional Municipality of Niagara in respect of all claims, demands, awards, actions, suits or other proceedings, by whomsoever made, brought or prosecuted, in any manner based upon, arising out of or connected with the aforementioned Agreements, including any and all amendments thereto, if any, to the extent that same affect the Property, assigned by The Regional


Municipality of Niagara to The Corporation of the Town of Pelham (Assignee) herein. This indemnity does not, however, extend to such matters which relate to the period prior to the completion of this transaction.

The parties hereto agree that this agreement may be signed in counterpart.

Dated the day of , 1996.

THE CORPORATION OF THE TOWN OF PELHAM


(Ralph Beamer, Mayor)


(Murray Hackett,
Chief Administrative Officer/Clerk)

We have the authority to bind the Corporation