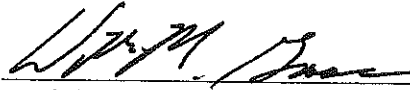


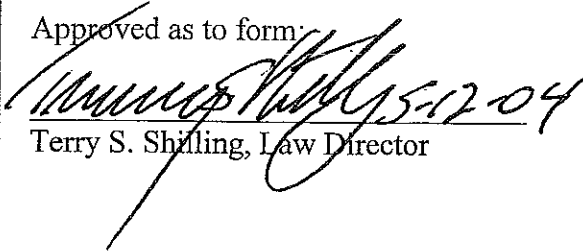
IN WITNESS WHEREOF, the parties, by their duly authorized representatives, have executed this Agreement in duplicate on the dates written below their respective signatures.

**CITY OF ELYRIA, OHIO**

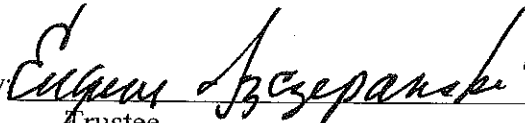
By:   
Mayor William M. Grace

Date: 5-12-04


Approved as to form:

  
Terry S. Shilling, Law Director

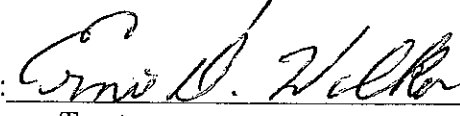
**TOWNSHIP OF EATON**

By:   
Trustee

Date: 5-18-04

By:   
Trustee

Date: 5-18-04

By:   
Trustee

Date: 5-18-04