

Increased Proposal Form
Upfront Consideration

The undersigned Proposer hereby submits this Increased Proposal Form as an amendment to the Proposal submitted by the Proposer dated March 29, 2013 , in response to the City of Allentown Water and Sewer Utility System Request for Bids issued by the City of Allentown dated February 27, 2013, as amended.

The aggregate amount of the upfront Consideration that Proposer offers to pay pursuant to Section 2.1 of the Agreement is the total of US \$205 million *[in numbers]*,
Two hundred and five million *[in words]* United States Dollars.

The Proposer, by its undersigned duly-authorized representative, hereby covenants, certifies, represents, and warrants, as follows:

1. The submittal of this Increased Proposal Form has been duly authorized by, and in all respects is binding upon, the Proposer.
2. The foregoing offer constitutes an amendment to Proposal Form 6 of the Initial Proposal, and all other information, terms and conditions contained in the Initial Proposal remain unchanged and in full force and effect.

American Water Works Company, Inc.
Name of Proposer

Mark F. Strauss
Name of Designated Signatory


Signature

Senior Vice President,
Strategy and Business Development
Title