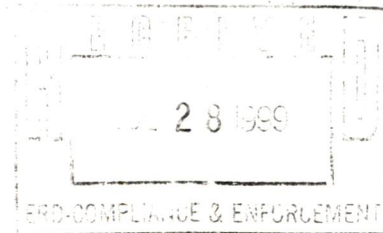




**General Motors Corporation
Worldwide Facilities Group
Environmental & Regulatory Support
Remediation Team**



July 26, 1999

*Xc J Innes
michelle S.
NB
eng → File*

Mr. Brad Ermisch
Michigan Department of Environmental Quality
Environmental Response Division
Compliance and Enforcement Section
300 South Washington
Lansing, MI 48909

Re: Linden Road Landfill
Flint Township, MI

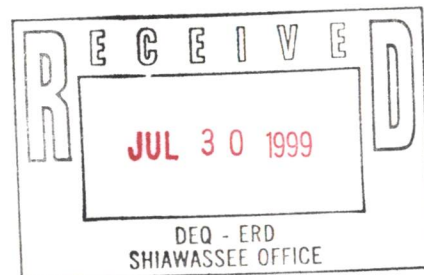
Dear Mr. Ermisch:

Attached is a true copy of the Declaration of Restrictive Covenant for the Linden Road Landfill as recorded with the Genesee County Register of Deeds on June 29, 1999.

If you have any questions please call me (810-236-0300).

Sincerely,

Robert S. Metcalf, P.E.
Project Manager
General Motors Corporation



cc: file
Ed Peterson

Melvin P. McLean

JUN 29 2 13 PM '99

GENESEE COUNTY
REGISTER OF DEEDS

DECLARATION OF RESTRICTIVE COVENANT

MDEQ Reference No.: RC-ERD-98-015

This Restrictive Covenant has been recorded with the Genesee County Register of Deeds for the purpose of protecting public health, safety and welfare and the environment.

General Motors Corporation has received notice of approval from the Michigan Department of Environmental Quality (MDEQ) dated June 16, 1999 for a Remedial Action Plan (RAP) that includes land use-based cleanup criteria developed pursuant to Section 20120a(1)(h) of Part 201 of the Natural Resources and Environmental Protection Act (NREPA), 1994 PA 451, as amended, MCL 324.20101 et seq, for the environmental remediation associated with the property located in Flint Township, County of Genesee, (Property) more particularly described as:

See Attachment A for legal description of Property

See Attachment B for a survey of Parcel No. 1 (property subject to land-use restrictions)

Property Tax ID Number of Property: 07-17-200-028

As used herein, the term "Owner" shall mean at any given time the then current title holder of the Property.

NOW THEREFORE General Motors Corporation, pursuant to Section 20120b(4) of NREPA and the Limited Land Use-Based Remedy Agreement entered by and between General Motors Corporation and the MDEQ (LANDUSE-ERD-98-011) hereby imposes restrictions on the Property and covenants and agrees that:

1. The Owner shall restrict the uses of the Property (Attachment B) to those uses compatible with the Recreational land uses, as identified in the RAP, or other use that is consistent with the assumptions and basis for the cleanup as established pursuant to the RAP.
2. The Owner shall restrict activities at the Property that may interfere with a remedial action, operation and maintenance, monitoring, or other measures necessary to assure the effectiveness and integrity of the remedial action.
3. The Owner shall restrict activities at the Property that may result in exposures above levels established in the RAP. These activities are specified in Attachment C.
4. The Owner shall provide notice to the MDEQ of the Owner's intent to convey any interest in the Property 14 days prior to consummating the conveyance. A conveyance of title, an easement, or other interest in the Property shall not be consummated by the Property owner without adequate and complete provision for compliance with the terms and conditions of this Covenant.
5. The Owner shall grant to the MDEQ and its designated representatives the right to enter the Property at reasonable times for the purpose of determining and monitoring compliance with the RAP, including the right to take samples, inspect the operation of the remedial action measures and inspect records.
6. The owner shall install a permanent marker that has been approved by the MDEQ near the entry to the Property which describes the restricted area and the nature of the prohibitions specified in the



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provisions of number 2 above and include the liber and page number of this Restrictive Covenant as recorded in the Genesee County Register of Deeds.

The owner also acknowledges that surface and subsurface soils found on the Property must be managed in accordance with the requirements of Section 20120c of NREPA and other applicable state and federal laws.

The state may enforce the restrictions set forth in this Restrictive Covenant by legal action in a court of appropriate jurisdiction.

The restrictions shall run with the Property and shall be binding upon all future owners, successors, lessees or assigns and their authorized agents, employees, or persons acting under their direction and control, and shall continue until the MDEQ or its successor approves modifications or rescission of this Restrictive Covenant. A copy of this Restrictive Covenant shall be provided to all future owners, heirs, successors, lessees, assigns and transferees by the person transferring the interest.

If any provision of this Restrictive Covenant is held to be invalid by any court of competent jurisdiction, the invalidity of such provision shall not affect the validity of any other provisions hereof. All such other provisions shall continue unimpaired in full force and effect.

The undersigned person executing this Restrictive Covenant is the Owner, or has the express written permission of the Owner, and represents and certifies that he or she is duly authorized and has been empowered to execute and deliver this Restrictive Covenant.

IN WITNESS WHEREOF, the said Owner of the above described Property has caused this Restrictive Covenant to be executed on this 30 day of APRIL, 1999

William J. McFarland
WILLIAM G. MCFARLAND

Signed in the presence of:

C. Fries

Witness
C. Fries

F. W. Rindage

Witness F. W. RINDAGE

STATE OF MICHIGAN

COUNTY OF

The foregoing instrument was acknowledged before me this 30th by April of 1999, a corporation, on behalf of the corporation.

Alice Louise Parker

Notary Public

Wayne County, Michigan

My Commission Expires: May 9, 2000

Prepared by:

MARK HESTER
GM LEGAL STAFF
3044 E. GRAND BLVD.
DETROIT, MI 48202

ALICE LOUISE PARKER
NOTARY PUBLIC - WAYNE COUNTY, MI
MY COMMISSION EXPIRES 05/09/00

Return to:
Robert Metcalf
General Motors Corporation
CLCD North
Mail Code 485-185-020
902 E. Hamilton Ave.
FLINT, MI 48550-8502
← 1500

ATTACHMENT A

Legal Description of Property

DESCRIPTION OF PROPERTY - (FROM RECORD)

The SE 1/4 of the NE 1/4 of Section 17, T7N, R6E, Flint Township, Genesee County, Michigan, described as: BEGINNING at the E 1/4 corner of Section 17; thence N89°48'15"W 1336.34 feet along the E-W 1/4 line to the 1/8 line; thence N00°17'45"E 1329.80 feet along the 1/8 line; thence S89°27'45"E 1329.52 feet along the 1/8 line to the east line of Section 17 and Linden Road; thence South 1321.88 feet along the east line of Section 17 and to the POINT OF BEGINNING. Containing 1,767,223 square feet or 40.5699 acres, more or less.

Subject to restrictions, reservations, and easements, if any.

ATTACHMENT B

Legal Description of Property Where Restrictions Apply

DESCRIPTION OF PROPERTY - PARCEL NO. 1

A part of the SE 1/4 of the NE 1/4 of Section 17, T7N, R6E, Flint Township, Genesee County, Michigan, described as: Commencing at the E 1/4 corner of Section 17; thence N89°48'15"W 400.00 feet along the E-W 1/4 line for a POINT OF BEGINNING; thence continuing N89°48'15"W 936.34 feet along the 1/4 line to the 1/8 line; thence N00°17'45"E 1329.80 feet along the 1/8 line; thence S89°27'45"E 929.50 feet; thence South 1324.26 feet to the E-W 1/4 line and to the POINT OF BEGINNING. Containing 1,237,998 square feet or 28.4205 acres, more or less.

Subject to and together with, the following 108.00 foot wide easement for ingress-egress described as: Commencing at the E 1/4 corner of Section 17; thence North 676.83 feet along the east line of Section 17 and centerline of Linden Road; thence West 50.00 feet to the west right-of-way of Linden Road and for a POINT OF BEGINNING; thence South 54.00 feet along the west right-of-way of Linden Road; thence West 350.00 feet; thence North 108.00 feet; thence East 350.00 feet to the west right-of-way of Linden Road; thence South 54.00 feet along the west right-of-way of Linden Road and to the POINT OF BEGINNING. Containing a total of 37,799 square feet or 0.8678 acres, more or less.

Also, Subject to the 50.00 foot wide right-of-way for Linden Road as recorded in Liber 1751, Pages 67-70, Genesee County Records.

Subject to restrictions, reservations, and easements, if any.