

Southern Middlesex

Current datetime: 5/7/2026 2:32:48 PM

DETAILS REPORT

****Note:** report is Sorted in Ascending Order by Recorded Date, Document Number

Doc#	Document Type	Town	Book/Page	File Date	Consideration
9696	CERTIFICATE		48839/214	01/16/2007	
Street	Street Name		Description		
Grantors	Grantees	Street	Property Description		
ADESA INC					
References					
Book/Page	Description		Recorded year		
References Certificate					

AUL Forms



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Return to
310 CMR 40.1099

JAMES F. HARTNETT

General Motors Corp.
Worldwide Facilities Group
1 General Motors Dr. STE 2
Syracuse, NY.
13206-1127

Form 1075

NOTICE OF ACTIVITY AND USE LIMITATION

M.G.L. c. 21E, § 6 and 310 CMR 40.0000

Disposal Site Name: Former LandfillDEP Release Tracking No.(s): RTN 3-3939

This Notice of Activity and Use Limitation ("Notice") is made as of this 15th day of December, 2006, by ASSET Holdings III LP, an Ohio Limited partnership, 13085 Hamilton Crossing Boulevard, Carmel, Indiana, 46032-1447 together with his/her/its/their successors and assigns (collectively "Owner").

WITNESSETH:

WHEREAS, General Motors Corporation (Name of Owner(s)), is the owner(s) in fee simple of that certain parcel(s) of land located in Framingham (Town/City), Middlesex County, Massachusetts with the buildings and improvements thereon, pursuant to a deed recorded with the Middlesex South Registry of Deeds in Book 25074, Page 228;

WHEREAS, said parcel(s) of land, which is more particularly bounded and described in Exhibit A, attached hereto and made a part hereof ("Property") is subject to this Notice of Activity and Use Limitation. The Property is shown on a plan recorded in the Middlesex South County Registry of Deeds in Plan Book 25074, Plan 1270;

WHEREAS, a portion of the Property ("Portion of the Property") is subject to this Notice of Activity and Use Limitation. The Portion of the Property is more particularly bounded and described in Exhibit A-1, attached hereto and made a part hereof. The Portion of the Property is shown on a plan recorded with the Middlesex South Registry of Deeds in Plan Book 25074, Plan 1270, and/or on a sketch plan attached hereto and filed herewith for registration;

WHEREAS, the Portion of the Property comprises all a disposal site as the result of a release of oil and/or hazardous material. Exhibit B is a sketch plan showing the relationship of the Portion of the Property subject to this Notice of Activity and Use Limitation to the boundaries of said disposal site existing within the limits of the Property and to the extent such boundaries have been established. Exhibit B is attached hereto and made a part hereof; and

WHEREAS, one or more response actions have been selected for the Disposal Site in accordance with M.G.L. c. 21E ("Chapter 21E") and the Massachusetts Contingency Plan, 310 CMR 40.0000 ("MCP"). Said response actions are based upon (a) the restriction of human access to and contact with oil and/or hazardous material in soil and/or groundwater and/or (b) the restriction of certain activities occurring in, on, through, over or under the Portion of the Property. The basis for such restrictions is set forth in an Activity and Use Limitation Opinion ("AUL Opinion"), dated December 8, 2006, (which is attached hereto as Exhibit C and made a part hereof);

NOW, THEREFORE, notice is hereby given that the activity and use limitations set forth in said AUL Opinion are as follows:

1. Activities and Uses Consistent with the AUL Opinion. The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare or the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Property:

(i) vehicular parking and vehicular traffic which do not compromise the structural integrity of the asphalt engineered barrier and/or do not disturb contaminated soil located beneath the asphalt barrier. To meet this requirement, no more than 3 trucks with a combined maximum gross vehicle weight (GVW) of 40 tons can use the parking lot in any 24-hour period and no truck with an individual GVW exceeding 40 tons can use the parking lot;

(ii) excavation associated with emergency or short term (three months or less) underground utility and/or construction work, provided it is conducted in accordance with a Soil Management Plan and a Health and Safety Plan and involves the repair and replacement of the soil and asphalt barrier and storm sewer lining with a comparable barrier immediately following the completion of the project;

(iii) Such other activities or uses which, in the Opinion of an LSP, shall present no greater risk of harm to health, safety, public welfare or the environment than the activities and uses set forth in this Paragraph; and

(iv) Such other activities and uses not identified in Paragraph 2 as being Activities and Uses Inconsistent with the AUL.

2. Activities and Uses Inconsistent with the AUL Opinion. Activities and uses which are inconsistent with the objectives of this Notice of Activity and Use Limitation, and which, if implemented at the Portion of the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard, are as follows:

(i) use of the portion of the property as a residence, school (except for adult education), daycare, nursery, recreational area, and/or any other use at which a child's presence is likely;

(ii) any activity including, but not limited to excavation and removal of the soil and asphalt barrier and any activity associated with the lined storm sewer which is likely to disturb contaminated soil/waste located below the engineered barrier, associated with underground utility and/or construction work, without prior development and implementation of a Soil

Management Plan and a Health and Safety Plan; and

(iii) any activity which is likely to disturb contaminated soil/waste located beneath the engineered barrier for a period of time greater than three months, unless such activity is first evaluated by an LSP who renders an Opinion stating such activity is consistent with maintaining a condition of No Significant Risk.

3. Obligations and Conditions Set Forth in the AUL Opinion. If applicable, obligations and/or conditions to be undertaken and/or maintained at the Portion of the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion shall include the following:

(i) continued Operation, Maintenance and Monitoring (OMM) of the Site remedy must be conducted in accordance with the Final OMM Plan (Appendix to the As-Built Construction Report and Response Action Outcome Statement, Conestoga-Rovers & Associates, December 2006);

(ii) a Health and Safety Plan and a Soil Management Plan must be prepared and implemented prior to the commencement of any excavation and removal of the soil and asphalt barrier which is likely to disturb contaminated soil/waste located below the engineered barrier, associated with underground utility and/or construction work within the AUL area. The Health and Safety and Soil Management Plans must be developed and implemented in accordance with the following guidelines:

- The Soil Management Plan must be prepared and overseen by an LSP and should describe appropriate excavation, handling, waste management, storage, transport and disposal procedures and include a description of engineering controls and air monitoring procedures to ensure that there is no greater risk or harm to health, safety, public welfare, or the environment due to the activities and uses set forth in this paragraph. On-Site workers must be informed of the requirements of the Soil Management Plan, and the plan must be readily available throughout the course of the project; and
- A Certified Industrial Hygienist must oversee the preparation of the Health and Safety Plan. The plan should clearly identify the location of contamination and specifically identify the types of personal protective equipment, monitoring devices, and engineering controls necessary to ensure that the workers are not exposed to unacceptable levels of contamination through any routes of exposure. Workers who may come into contact with the contaminated soil/waste must be trained in the requirements of the Health and Safety Plan, and the plan must be available on Site throughout the course of the project; and

(iii) contaminated soil/waste located below the engineered barrier must remain and may not be relocated, unless such activity is first evaluated by an LSP who renders an Opinion which states that such activity poses no greater risk of harm to health, safety, public welfare or the environment.

4. Proposed Changes in Activities and Uses. Any proposed changes in activities and uses at the Portion of the Property which may result in higher levels of exposure to oil and/or hazardous material than currently exist shall be evaluated by an LSP who shall render an Opinion, in accordance with 310 CMR 40.1080 *et seq.*, as to whether the proposed changes will (select one) present a significant risk of harm to health, safety, public welfare or the environment. Any and all requirements set forth in the Opinion to meet the objective of this Notice shall be satisfied before any such activity or use is commenced.

5. Violation of a Response Action Outcome. The activities, uses and/or exposures upon which this Notice is based shall not change at any time to cause a significant risk of harm to health, safety, public welfare, or the environment or to create substantial hazards due to exposure to oil and/or hazardous material without the prior evaluation by an LSP in accordance with 310 CMR 40.1080 *et seq.*, and without additional response actions, if necessary, to achieve or maintain a condition of No Significant Risk or to eliminate substantial hazards.

If the activities, uses, and/or exposures upon which this Notice is based change without the prior evaluation and additional response actions determined to be necessary by an LSP in accordance with 310 CMR 40.1080 *et seq.*, the owner or operator of the Portion of the Property subject to this Notice at the time that the activities, uses and/or exposures change, shall comply with the requirements set forth in 310 CMR 40.0020.

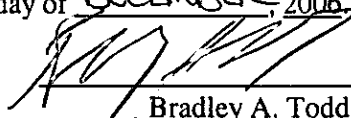
6. Incorporation Into Deeds, Mortgages, Leases, and Instruments of Transfer. This Notice shall be incorporated either in full or by reference into all future deeds, easements, mortgages, leases, licenses, occupancy agreements or any other instrument of transfer, whereby an interest in and/or a right to use the Property or a portion thereof is conveyed.

AUL Forms

310 CMR 40.1099

Owner hereby authorizes and consents to the filing and recordation and/or registration of this Notice, said Notice to become effective when executed under seal by the undersigned LSP, and recorded and/or registered with the appropriate Registry(ies) of Deeds and/or Land Registration Office(s).

WITNESS the execution hereof under seal this 15th day of DECEMBER, 2006


Bradley A. Todd
Executive Vice President of ADESA, Inc.
General Partner of Asset Holdings III LP

[STATE OF INDIANA]

HAMILTON, ss

DECEMBER 15, 2006

On this 15th day of DECEMBER, 2006, before me, the undersigned notary public, personally appeared BRADLEY A. TODD (name of document signer), proved to me through satisfactory evidence of identification, which were PERSONALLY KNOWN, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

(as partner for _____, a partnership)

(as _____ for _____, a corporation)

(as attorney in fact for _____, the principal)

(as _____ for _____, (a) (the) _____)

Cheryl A. Smalley official signature and seal of notary

CHERYL A. SMALLEY, Notary Public
Resident of _____, Indiana
My Commission Expires 03-31-2013

ASSISTANT SECRETARY'S CERTIFICATE

I, Michelle Mallon, hereby certify that I am the duly elected, qualified and acting Assistant Secretary of ADESA, Inc. ("the Corporation"). I further certify that attached hereto as Exhibit A is the resolution of the Board of Directors effective May 17, 2006, and such resolution has not been amended or rescinded since the effective date.

Dated: December 18, 2006

Michelle Mallon
Michelle Mallon, Assistant Secretary

STATE OF INDIANA)
) SS:
COUNTY OF HAMILTON)

Before me the undersigned Notary Public, personally appeared Michelle Mallon and acknowledged the execution of this instrument this 18th day of December, 2006.

My Commission Expires:

9/24/08

Cheryl A. Shaden
CHEYL A. SHADEN Notary Public
Resident of TIPTON County, IN

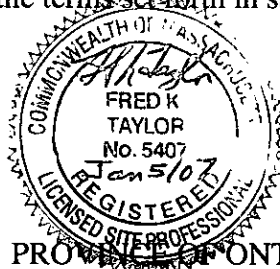
Exhibit A

RESOLVED, that the following persons be, and they hereby are, elected to the offices set forth opposite their respective names, to serve in accordance with the By-Laws and at the discretion of the Board:

David G. Gartzke	Chairman of the Board and Chief Executive Officer
Angel R. Sales	President and Chief Operating Officer
Cameron C. Hitchcock	Executive Vice President and Chief Financial Officer
Brenda Flayton	Executive Vice President and Chief Administrative Officer
George J. Lawrence	Executive Vice President, General Counsel and Corporate Secretary
Ron Beaver	Executive Vice President and Chief Information Officer
Charles Tapp	Executive Vice President of Sales and Marketing
Bradley A. Todd	Executive Vice President
Cheryl Munce	Executive Vice President
Curtis L. Phillips	Treasurer
Scott A. Anderson	Controller
Michelle Mallon	Assistant Secretary
Becca C. Polak	Assistant Secretary

The undersigned LSP hereby certifies that he executed the aforesaid Activity and Use Limitation Opinion attached hereto as Exhibit C and made a part hereof and that in his Opinion this Notice of Activity and Use Limitation is consistent with the terms set forth in said Activity and Use Limitation Opinion.

Date: Jan 5, 2007



Fred K. Taylor
Frederick K. Taylor, LSP

Waterloo, ON, ss

Jan 5, 2007

On this 5 day of Jan, 2007, before me, the undersigned notary public, personally appeared Frederick Taylor (name of document signer), proved to me through satisfactory evidence of identification, which were personally known, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

(as partner for _____, a partnership)

(as _____ for _____, a corporation)

(as attorney in fact for _____, the principal)

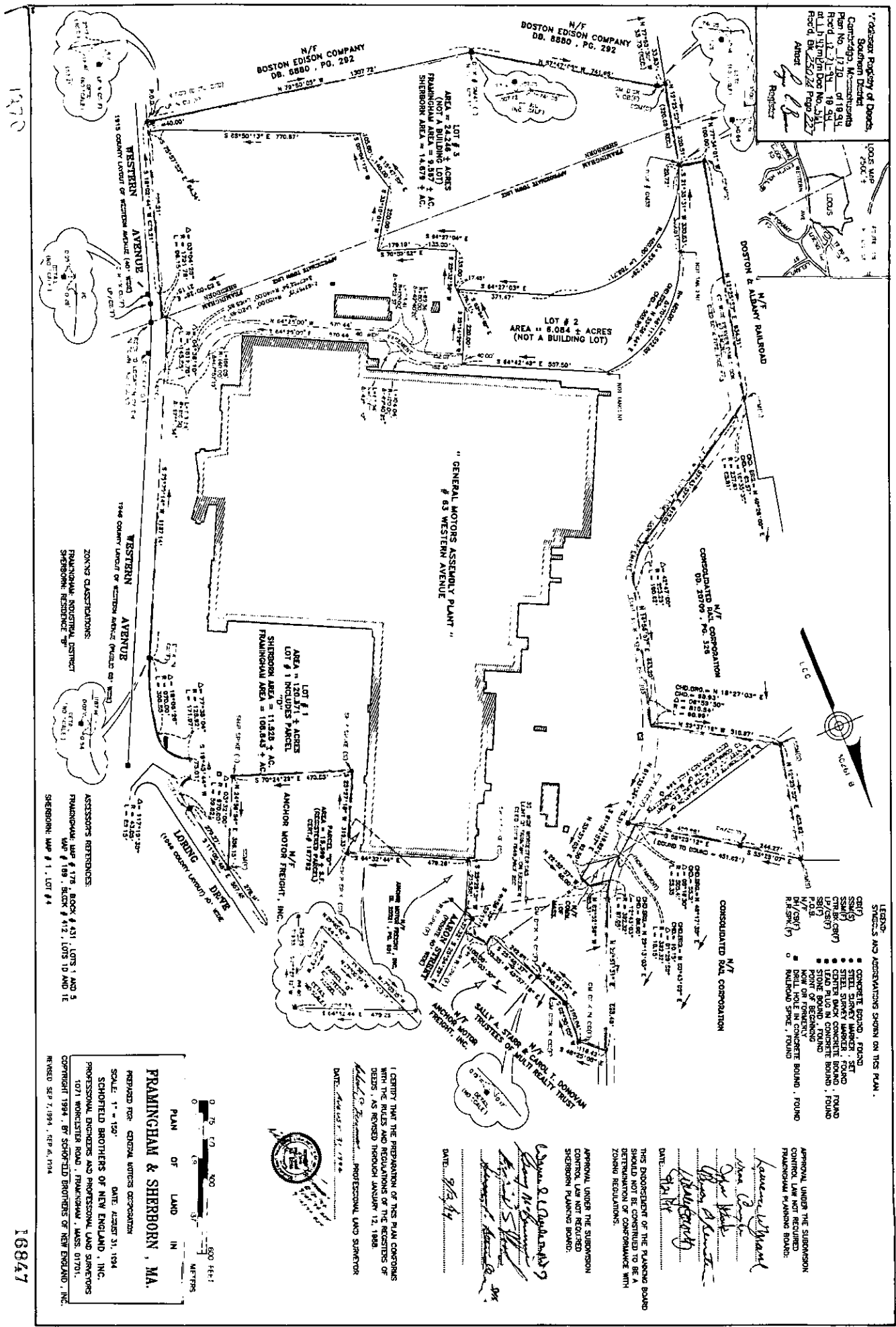
(as LSP for the site, (a) (the) _____)

[Signature] (official signature and seal of notary)

James F. Hartnett, Notary Public. It is effective only in the Regional Municipality of Waterloo, and only while you are working for Conestoga-Rovers & Associates Limited and is limited to the attestation of instruments and the taking of affidavits in connection with the business of that company and its associated companies. Expires July 12, 2007.

Upon recording, return to:

James F. Hartnett
General Motors Corporation
Worldwide Facilities Group
1 General Motors Drive, STE 2
Syracuse, New York 13206-1127



1270

16847

FRAMINGHAM & SHERBORN, MA.
PREPARED FOR: GENERAL MOTORS CORPORATION
DATE: AUGUST 31, 1994
SCALE: 1" = 150'
PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS
1071 WORLESTER ROAD, FRAMINGHAM, MASS. 01701.
COPYRIGHT 1994, BY SCHOTTEL BROTHERS OF NEW ENGLAND, INC.
RECORD SEP 7, 1994, P. 6, 1994

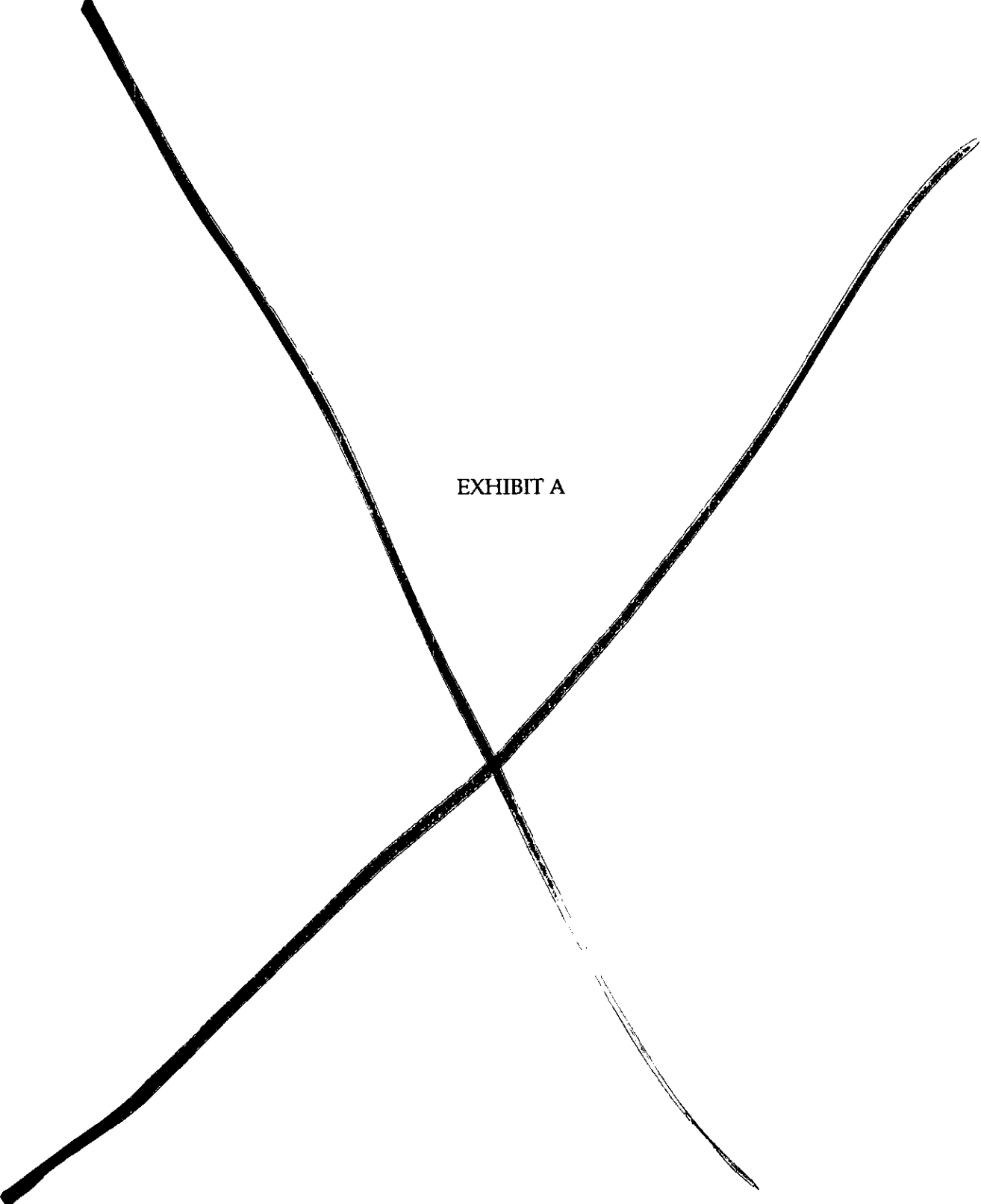


I CERTIFY THAT THE PREPARATION OF THIS PLAT CONFORMS WITH THE RULES AND REGULATIONS OF THE REGISTER OF DEEDS, AS REVISED THROUGH JANUARY 12, 1988.
DATE: 9/25/94
PROFESSIONAL LAND SURVEYOR

APPROVAL UNDER THE SUBDIVISION CONTROL LAW NOT REQUIRED
SHERBORN PLANNING BOARD:
APPROVAL UNDER THE SUBDIVISION CONTROL LAW NOT REQUIRED
FRAMINGHAM PLANNING BOARD:
DATE: 9/25/94
THIS ENDORSEMENT OF THE PLANNING BOARD SHOULD NOT BE CONSTRUED TO BE A DETERMINATION OF CONFORMANCE WITH ZONING REGULATIONS.

- LEGEND: AND ABBREVIATIONS SHOWN ON THIS PLAN.
- CONCRETE BOUND, FOUND
 - STEEL SURVEY MARKER, SET
 - STONE BOUND, FOUND
 - LEAD PIPE IN CONCRETE BOUND, FOUND
 - STONE BOUND, FOUND
 - NEW OR FORWARDED
 - DELL HOLE IN CONCRETE BOUND, FOUND
 - RAILROAD SPUR, FOUND

EXHIBIT A

A large, thick, black handwritten 'X' mark is drawn across the entire page, crossing out the content. The 'X' is formed by two intersecting diagonal lines that extend from the corners of the page towards the center.

BX 25074 PG 228

QUITCLAIM DEED

GENERAL MOTORS CORPORATION, a corporation duly established under the laws of Delaware, as Grantor, and having its principal place of business at 3044 West Grand Boulevard, Detroit, Michigan 48202, for consideration paid, and in full consideration of Eight Million One Hundred Fifty Thousand Dollars (\$8,150,000), grants to **ASSET HOLDINGS III, L.P.**, an Ohio limited partnership, as Grantee, with its principal place of business at c/o J.H. Management Corporation, One International Place, Boston, Massachusetts 02110-2624, with quitclaim covenants the land in Sherborn and Framingham, Commonwealth of Massachusetts, more particularly described on Exhibit "A" hereto, subject to the matters more particularly described on Exhibit "B" hereto.

*doing business in Massachusetts as Asset Holdings III, Limited Partnership

All owners, tenants and other occupants of the property herein conveyed hereby covenant and agree for themselves and those persons claiming by, through or under such parties that during the period of their respective ownership and/or occupancy, they shall not "treat," "store" or "dispose" of any "hazardous substances," "hazardous waste" or "toxic substance," as those terms are defined and regulated under CERCLA, 42 U.S.C. §9601 et seq., RCRA, 42 U.S.C. §6901 et seq., or TSCA, 15 U.S.C. §2601 et seq., on or below the property herein conveyed and shall maintain generator-only status; provided, however, that such parties may: (i) accumulate such substances or wastes as allowed under applicable laws and regulations, and (ii) use commercial products and raw materials on-site which may contain such substances. In the event any wastewater treatment would constitute treatment under RCRA, such parties may continue to treat wastewater which is generated on-site by such parties so long as such treatment is in accordance with the FWPCA, 33 U.S.C. §1251 et seq. and similar state statutes and such parties shall not be considered in breach of this provision; provided that such wastewater treatment must be in accordance with such revised provisions of RCRA and must be consistent with all other restrictions of this provision. The foregoing provisions shall run with the property herein conveyed for the benefit of the property retained by Grantor more particularly described on Exhibit "C" hereto and be binding on subsequent owners, tenants and users.

The above described premises do not constitute all or substantially all of the assets of General Motors Corporation within the Commonwealth of Massachusetts.

For Grantor's Title see Deeds referenced in Exhibit "A."

IN WITNESS WHEREOF, said General Motors Corporation has caused its corporate seal to be hereto affixed and these presents to be signed, acknowledged and delivered in its name and behalf by Harry J. Pearce, its Executive Vice President, hereto duly authorized, this 29th day of November, 1994 and effective as of the 21st day of December, 1994.

Signed and sealed in presence of:

GENERAL MOTORS CORPORATION,
a Delaware corporation

Claudia Z. Killeen
CLAUDIA Z. KILLEEN

By:

Harry J. Pearce
Harry J. Pearce

Its: Executive Vice President

Patricia M. Chastney
PATRICIA M. CHASTNEY

and

Claudia Z. Killeen
CLAUDIA Z. KILLEEN

By:

E. Follin Smith
E. FOLLIN SMITH

Its: ASSISTANT TREASURER

TAX 37164.00
CASH 37164.00

91418015 16:27
EXCISE TAX

DEEDS REG 15
MIDDLE SOUTH

12/21/94

EXECUTION RECOMMENDED
ARGONAUT REALTY
BY C. Z. Killeen

30.00

562

12/21/94 01:42:49

Property Address: 63 Western Avenue, Framingham and Sherborn, MA

12/21/94 PLAN NUMBER: 00001270

25074 227
SEE PLAN IN RECORD BOOK PAGE

BK 25074 PG 229

STATE OF MICHIGAN

Wayne County, SS

November 29, 1994

Then personally appeared the above-named HARRY J. TEARCE, EXECUTIVE,
VICE PRESIDENT of General Motors Corporation, a Delaware corporation, and acknowledged
 the foregoing instrument to be the free act and deed of General Motors Corporation, before me.

Melanie Moustakas

Notary Public

My Commission expires: 6/27/95

MELANIE MOUSTAKAS
 Notary Public, State of Michigan

STATE OF MICHIGAN

~~NEW YORK~~
~~NEW YORK~~
 Wayne County, SS

November 30, 1994

Then personally appeared the above-named E. FALLIN SMITH,
ASSISTANT TREASURER of General Motors Corporation, a Delaware corporation, and acknowledged
 the foregoing instrument to be the free act and deed of General Motors Corporation, before me.

John Russell

Notary Public

My Commission expires:

JOHN RUSSELL
 Notary Public, State of New York
 No. 31-4827818
 Qualified in New York County
 Commission Expires March 30, 1996

BX 25074 P 230

EXHIBIT "A"

Legal Description

16847

Lot 1

A certain parcel of registered and unregistered land located on Western Avenue and Loring Drive in the Towns of Framingham and Sherborn, County of Middlesex, Commonwealth of Massachusetts and shown on a plan entitled "Plan of Land in Framingham and Sherborn, MA. Prepared for General Motors Corporation by Schofield Brothers of New England, Inc.; dated August 31, 1994; Scale 1" = 150'"; Revised September 7, 1994 and September 16, 1994." Said parcel of land being bounded and described as follows:

Beginning at a point at the Southeast corner of the parcel at the Northeast corner of Lot 3 as shown on above referenced plan on Western Avenue in Sherborn; thence

- N 75° 57' 59" W a distance of 64.34 feet to a point; thence
- N 66° 50' 13" W a distance of 770.87 feet to a point; thence
- N 06° 04' 17" E a distance of 105.00 feet to a point; thence
- N 15° 47' 59" W a distance of 140.00 feet to a point; thence
- N 33° 10' 01" E a distance of 250.00 feet crossing the town line into Framingham to a point; thence
- N 70° 50' 52" W a distance of 179.19 feet to a point; thence
- N 64° 27' 04" W a distance of 135.00 feet to a point; thence
- N 25° 32' 56" E a distance of 135.00 feet to a point; thence
- N 03° 54' 40" W a distance of 95.56 feet to a point; thence
- N 25° 14' 29" E a distance of 228.00 feet to a point; thence
- N 64° 42' 49" W a distance of 567.50 feet to a point of curvature which point is non-tangent; thence
- Southwesterly by a curve to the left having a radius of 460.00 feet, an arc length of 592.88 feet, a central angle of 70° 46' 11", a chord bearing of S 53° 56' 44" W and a chord distance of 555.90 feet to a point; thence
- S 21° 38' 31" W a distance of 330.53 feet to a disk in a concrete bound at land of The Boston & Albany Railroad, the last thirteen courses by other land of General Motors and shown as Lots 3 and 3 on the above referenced plan; thence
- N 77° 34' 01" W a distance of 100.00 feet to a steel survey marker; thence

16847-4 DEED

BK 25074 IN 231

EXHIBIT "A"

Legal Description

N 12° 25' 59" E a distance of 934.31 feet to a steel survey marker at land of Consolidated Rail Corporation; the last two courses by land of The Boston & Albany Railroad; thence

 Northeasterly by a non-tangent curve to the right having a radius of 237.61 feet, an arc length of 68.81 feet, a central angle of 16° 35' 36", a chord bearing of N 49° 26' 09" E and a chord distance of 68.57 feet to a point; thence

 N 57° 43' 57" E a distance of 615.03 to a point of curvature; thence

 Northerly by a curve to the left having a radius of 255.28 feet, an arc length of 190.62 feet and a central angle of 42° 47' 00" to a point; thence

 N 14° 56' 57" E a distance of 443.20 feet to a point of curvature; thence

 Northerly by a curve to the right having a radius of 810.54 feet, an arc length of 98.99 feet and a central angle of 06° 59' 50" to a point; thence

 N 59° 37' 16" W A distance of 518.97 feet to a steel survey marker; thence

 N 12° 25' 59" E a distance of 455.62 feet to a steel survey marker; thence

 S 55° 28' 07" E a distance of 244.27 feet to a drill hole in a concrete bound; thence

 S 56° 20' 12" E a distance of 420.86 feet to a non-tangent point of curvature; thence

 Northeasterly by a curve to the right having a radius of 505.42 feet, an arc length of 55.35 feet, a central angle of 06° 16' 30", a chord bearing of N 48° 17' 36" E and a chord length of 55.32 feet to a point; thence

 N 51° 33' 34" E a distance of 75.31 feet to a point of curvature; thence

 Northeasterly by a curve to the left having a radius of 392.32 feet, an arc length of 10.15 feet, and a central angle of 01° 28' 58" to a point at land of the Commonwealth of Massachusetts, the last twelve courses by land of Consolidated Rail Corporation; thence

 S 81° 52' 57" E a distance of 119.82 feet to a point; thence

 N 53° 37' 03" E a distance of 62.50 feet to a point; thence

 N 22° 52' 57" W a distance of 45.00 feet to a point; thence

16847-4.DED

BK 25074 PG 232

EXHIBIT "A"

Legal Description

N 82° 52' 56" W a distance of 85.31 feet to a non-tangent point of curvature at land of Consolidated Rail Corporation. The last four courses by land of Commonwealth of Massachusetts; thence

Northeasterly by a curve to the left having a radius of 392.32 feet, an arc length of 87.08 feet, a central angle of 12° 43' 03", a chord bearing of N 29° 13' 03" E and a chord length of 86.90 feet to a point; thence

N 22° 51' 31" E a distance of 598.48 feet to a point at land of Multi Realty Trust, the last two courses by land of Consolidated Rail Corporation; thence

S 48° 25' 08" E a distance of 116.42 feet to a disk in a concrete bound; thence

S 02° 50' 05" W a distance of 160.04 to a disk in a concrete bound; thence

S 24° 25' 25" E a distance of 148.17 feet to a disk in a concrete bound at land of Anchor Motor Freight, Inc., the last three courses by land of the Trustees of Multi Realty Trust; thence

S 25° 48' 37" E a distance of 242.98 feet to a point; thence

N 49° 57' 18" E a distance of 35.35 feet to a point; thence

S 40° 03' 30" E a distance of 100.00 feet to a point at the sideline of Aaron Street, the last three courses by land of Anchor Motor Freight, Inc.; thence

S 49° 56' 30" W a distance of 59.17 feet to a railroad spike; thence

S 25° 54' 29" E a distance of 37.32 feet to a point at land of Anchor Motor Freight, Inc., the last two courses by Aaron Street; thence

S 25° 28' 39" W a distance of 215.86 feet to a point; thence

S 64° 32' 44" E a distance of 479.26 feet to a ship spike; thence

S 25° 27' 16" W a distance of 319.33 feet to a ship spike; thence

S 70° 24' 29" E a distance of 470.55 feet to a ship spike; thence

N 24° 56' 54" E a distance of 356.15 feet to a steel survey marker at the sideline of Loring Drive, the last five courses by land of Anchor Motor Freight, Inc.; thence

S 11° 05' 46" E a distance of 279.27 feet to a stone bound at a point of curvature; thence

BK 25074 PG 233

EXHIBIT "A"

Legal Description

Southwesterly by a curve to the right having a radius of 970.00 feet, an arc length of 59.82 feet and a central angle of $03^{\circ} 32' 00''$ to a point of compound curvature; thence

Southwesterly by a curve to the right having a radius of 43.05 feet, an arc length of 88.15 feet, and a central angle of $117^{\circ} 19' 30''$ to a point; thence

S $19^{\circ} 45' 44''$ W a distance of 75.01 feet to a point of curvature; thence

Southeasterly by a curve to the right having a radius of 126.92 feet, an arc length of 171.97 feet and a central angle of $77^{\circ} 38' 04''$ to a point of compound curvature; thence

Southerly by a curve to the right having a radius of 970.00 feet, an arc length of 306.55 feet and a central angle of $18^{\circ} 06' 26''$ to a disk in a concrete bound; thence

S $25^{\circ} 30' 14''$ W a distance of 1187.14 feet to a point of curvature; thence

Southwesterly by a curve to the left having a radius of 1811.76 feet, an arc length of 145.55 feet and a central angle of $04^{\circ} 36' 10''$ to a point on the townline of Framingham and Sherborn, the last eight courses by the sideline of Loring Drive and Western Avenue in Framingham; thence

S $88^{\circ} 00' 26''$ E a distance of 21.15 feet along the town line to a point of curvature; thence

Southwesterly by a curve to the left having a radius of 1791.76 feet, an arc length of 96.15 feet and a central angle of $03^{\circ} 04' 28''$ to a point; thence

S $18^{\circ} 02' 44''$ W a distance of 628.21 feet to the point of beginning, the last three courses by the sideline of Western Avenue.

The above described parcel of land contains an area of 120.371 acres more or less, according to said plan. There is included within the land described above as Lot 1, the parcel of registered land shown as Lot 5 on Land Court Plan No. 30261C described in Certificate of Title No. 187792.

For Grantor's title see the deeds recorded with the Middlesex County (Southern District) Registry of Deeds at Book 6911, Page 572, Book 6911, Page 574, Book 6911, Page 576, Book 7172, Page 565, Book 7172, Page 577, Book 11640, Page 18 and Book 20521, Page 575 and Certificate of Title No. 187792 on file with the Middlesex County (Southern District) Registry District of the Land Court.

BK 25074 PG 234

EXHIBIT "B"

EXCEPTIONS TO TITLE

1. Real estate taxes, if any, not yet due and payable.
2. Any special assessments imposed upon or becoming a lien against said premises after the date hereof.
3. Rights of the public and adjoining property owners in streets and highways abutting and adjacent to the premises.
4. Easements, covenants, and restrictions of public record.

DET05/5279.1

25074 PG 235

EXHIBIT "C"

Legal Description

Lot 2

A certain parcel of land located off Western Avenue in the Town of Framingham, County of Middlesex, Commonwealth of Massachusetts and shown on a plan entitled "Plan of Land in Framingham and Sherborn, MA; Prepared for General Motors Corporation by Schofield Brothers of New England, Inc.; dated August 31, 1994; Scale 1" = 150' "; Revised September 7, 1994 and September 16, 1994. Said parcel of land being bounded and described as follows:

Beginning at a point at the northwest corner of the parcel near the southwesterly corner of the General Motors Assembly Plant; thence

S 64° 42' 49" E a distance of 567.50 feet to a point; thence

S 25° 14' 29" W a distance of 220.00 feet to a point; thence

S 03° 54' 40" E a distance of 78.11 feet to a point; thence

N 64° 27' 03" W a distance of 371.47 feet to a point of curvature; thence

Southwesterly by a curve to the left having a radius of 480.00 feet, an arc length of 786.71 feet and a central angle 93° 54' 26" to a point; thence

N 21° 38' 31" E a distance of 309.81 feet to a point of curvature which point is not tangent; thence

Northeasterly by a curve to the right having a radius of 480.00 feet, an arc length of 592.88 feet, a central angle of 70° 46' 11", a chord bearing of N 53° 56' 44" E and a chord distance of 555.90 feet to the point of beginning.

The above described parcel of land contains an area of 6.084± acres more or less and is shown as Lot 2 on the above referenced plan.

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BK 25074 PG 236

EXHIBIT "C"

Legal Description

Lot 3 -

A certain parcel of land located on Western Avenue in the Towns of Framingham and Sherborn, County of Middlesex, Commonwealth of Massachusetts and shown on a plan entitled "Plan of Land in Framingham and Sherborn, MA; Prepared for General Motors Corporation by Schofield Brothers of New England, Inc.; dated August 31, 1994; Scale 1" = 150' "; Revised September 7, 1994 and September 16, 1994. Said parcel of land being bounded and described as follows:

Beginning at a point at the southeasterly corner of the parcel on the westerly line of Western Avenue in Sherborn at land of Boston Edison Company, said point being the Point of Beginning (P.O.B.); thence

N 79° 50' 05" W a distance of 1307.72 feet to a disk in a concrete bound;
thence

N 57° 47' 05" W a distance of 741.95 feet to a disk in a concrete bound;
thence

N 77° 58' 36" W a distance of 33.83 to a steel survey marker, at land of Boston & Albany Railroad, the last three courses by land now or formerly of Boston Edison Company; thence

N 12° 25' 59" E a distance of 320.51 feet by land of Boston and Albany Railroad crossing the townline from Sherborn into Framingham to a disk in a concrete bound at other land of General Motors;
thence

N 21° 38' 31" E a distance of 20.72 feet to a point; thence

Northeasterly by a curve to the right having a radius of 480.00 feet, an arc length of 786.71 feet and a central angle of 93° 54' 26";
thence

S 64° 27' 03" E a distance of 371.47 feet to a point; thence

S 03° 54' 40" E a distance of 17.45 feet to a point; thence

S 25° 32' 56" W a distance of 135.00 feet to a point; thence

S 64° 27' 04" E a distance of 135.00 feet to a point; thence

S 70° 50' 52" E a distance of 179.19 feet to a point; thence

S 33° 10' 01" W a distance of 250.00 feet crossing the town line into Sherborn to a point; thence

S 15° 47' 59" E a distance of 140.00 feet to a point; thence

S 06° 04' 17" W a distance of 105.00 feet to a point; thence

S 66° 50' 13" E a distance of 770.87 feet to a point; thence

S 75° 57' 59" E a distance of 64.34 feet to a point on the westerly line of Western Avenue, the last twelve courses by other land of General Motors; thence

S 18° 02' 44" W a distance of 40.00 feet by the westerly line of Western Avenue to the point of beginning.

The above described parcel of land contains an area of 24.246± acres more or less and is shown as Lot 3 on the above referenced plan.

EXHIBIT A-1
PART 1

22447

Parcel Description
Activity and Use Limitation Easement 2
(A.U.L. 2)

A certain parcel of land located on the westerly side of Western Avenue in the Town of Framingham, County of Middlesex, Commonwealth of Massachusetts, being shown as A.U.L. 2 on a plan entitled "Activity and Use Limitation Plan in Framingham, Massachusetts, (Middlesex County), Prepared for: Conestoga-Rovers Associates, Scale: 1" = 40' Date: December 6, 2006, Schofield Brothers of New England, Inc." said parcel of land being bounded and described as follows:

Commencing at the northwesterly side of said parcel on the northerly side of Lot 2 at land of now or formerly Asset Holdings III LP said point being on a curve 313.11 feet southwest of a magnetic nail set (MAG(S)), said point being the POINT OF BEGINNING; thence

Northeasterly along a curve to the right having a radius of three hundred eighteen and no hundredths feet (318.00'), a length of two hundred forty four and thirty-eight hundredths feet (294.55') and a delta angle of 44° 05' 53" to a point; thence

N 85° 29' 01" E a distance of forty-one and twenty-four hundredths feet (41.24') to a point at a curve; thence

Southeasterly along a curve to the right having a radius of three hundred one and no hundredths feet (301.00') a length of two hundred eighteen and eighty-four hundredths feet (218.84') and a delta angle of 41° 39' 24" to a point; thence

S 52° 51' 35" E a distance of sixty-one and forty-eight hundredths feet (61.48') to a point; thence

S 66° 49' 08" E a distance of sixty-seven and sixty-three hundredths feet (67.63') to a point; thence

S 55° 31' 59" E a distance of forty-one and forty-nine hundredths feet (41.49') to a point; thence

S 40° 28' 30" E a distance of seven and sixty-nine hundredths feet (7.69') to a point said point being the northerly property line of Lot 2 at said land of Asset Holdings III LP; thence

N 64° 42' 49" W a distance of three hundred forty eight and eighty-eight hundredths feet (348.88') along the northerly property line of Lot 2 at said land of Asset Holdings III LP to a magnetic nail set at a non tangent curve; thence

Southwesterly along a curve to the left having a radius of four hundred eighty and no hundredths feet (480.00'), a length of three hundred eighteen and ninety-five hundredths feet (318.95') a delta angle of 38° 04' 18" a chord bearing of S 70° 17' 41" W and a chord distance of three hundred thirteen and eleven hundredths feet (313.11') to the point of beginning.

The above described parcel of land contains an area of 8,229 square feet, more or less, according to said plan.

EXHIBIT A-1
PART 2

22447

Parcel Description
Activity and Use Limitation Easement 3
(A.U.L. 3)

A certain parcel of land located on the westerly side of Western Avenue in the Town of Framingham, County of Middlesex, Commonwealth of Massachusetts, being shown as A.U.L. 3 on a plan entitled "Activity and Use Limitation Plan in Framingham, Massachusetts, (Middlesex County), Prepared for: Conestoga-Rovers Associates, Scale: 1" = 40' Date: December 6, 2006, Schofield Brothers of New England, Inc." said parcel of land being bounded and described as follows:

Commencing at the northerly corner of said parcel on the westerly side of the Lot 2 at land of now or formerly Asset Holdings III LP said point being 81.44 feet southwest of a steel survey marker set (SSM(S)), said point being the POINT OF BEGINNING; thence

S 21° 38' 31" W a distance of forty-one and ninety hundredths feet (41.90') by Lot 2 to a point; thence

N 47° 18' 15" W a distance of six and seventy-two hundredths feet (6.72') to a point; thence

N 30° 40' 11" E a distance of thirty-nine and ninety-eight hundredths feet (39.98') to the point of beginning.

The above described parcel of land contains an area of 131 square feet, more or less, according to said plan.

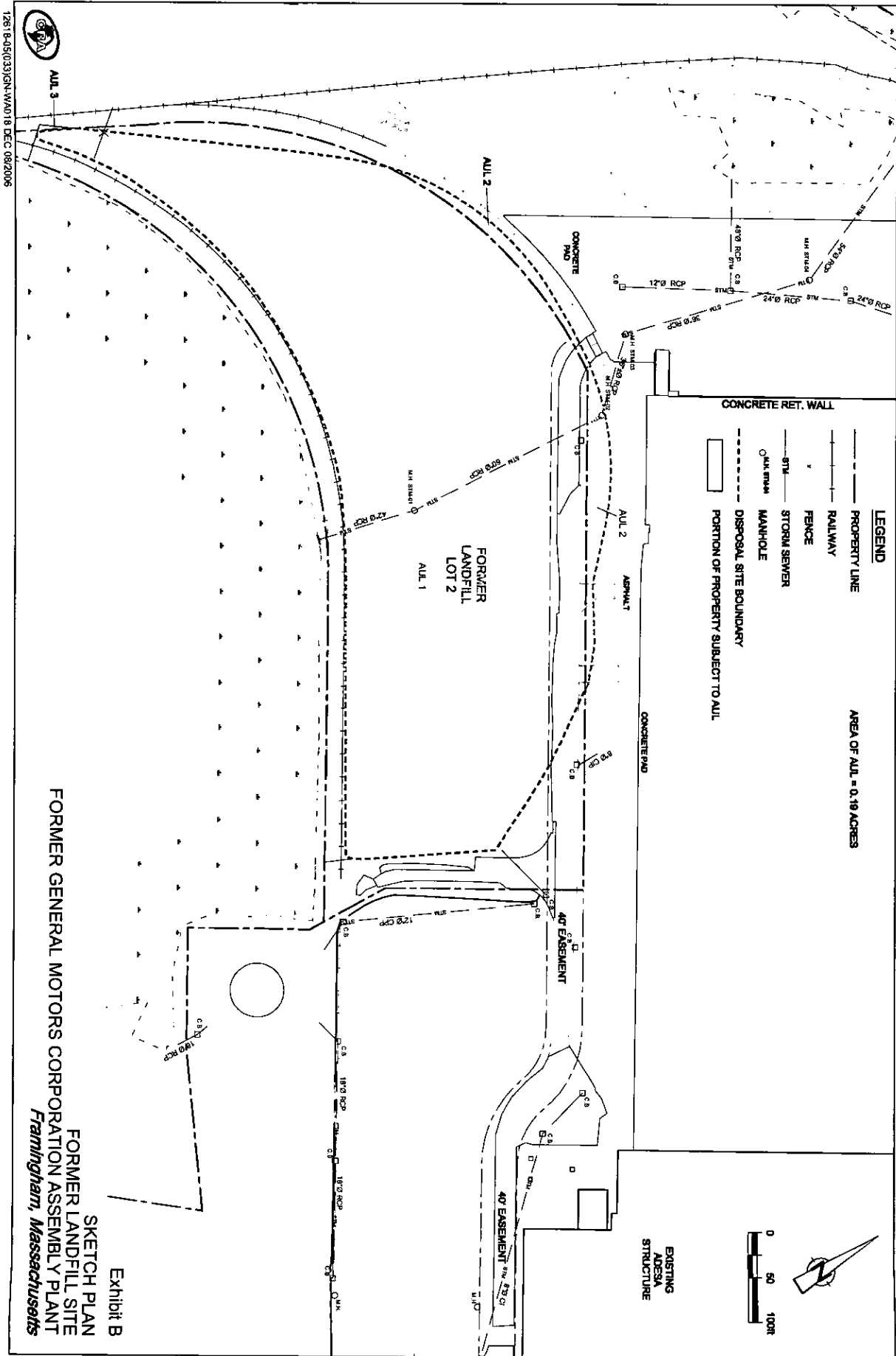


EXHIBIT C

ACTIVITY AND USE LIMITATION OPINION

In accordance with the requirements of 310 CMR 40.1074, this Activity and Use Limitation (AUL) Opinion has been prepared to support a Notice of AUL for a portion of a parcel of land owned by ASSET Holdings III, LP (ASSET), located at 63 Western Avenue, Framingham, Middlesex County, Massachusetts, 01702-7403 (Site).

Site History

The Site consists of an approximately 5-acre area located on the southwest side of the property. Between 1947 and 1970, waste material from the former General Motors Corporation (GM) assembly plant was placed into a depression in the ground between two rail spurs up to approximately 25 feet (ft) in maximum depth and typically 15 ft in depth consistent with accepted business practices. Between 1947 and 1964, waste materials deposited at the Site were reportedly burned as part of disposal activities. Waste disposal activities were discontinued in 1970. In accordance with the Massachusetts Solid Waste Regulations and guidance, former landfill sites that were not used on or after 1971 are adequately regulated if they are investigated and remediated in accordance with the Massachusetts Contingency Plan (MCP). In 1990, the Site was graded with fill and covered with approximately one foot of granular/fill material. In 1994, ASSET purchased a portion of the GM property where the disposal Site is located.

Massachusetts Contingency Plan Comprehensive Response Action

The historical and existing Site conditions, based on extensive environmental investigations including waste material types and oil and/or hazardous materials (OHM) types and levels were described in the Interim and Final Phase II Comprehensive Site Assessment (CSA) Reports by Conestoga-Rovers & Associates (CRA), that were submitted to the Massachusetts Department of Environmental Protection (MA DEP) in July 2005 and August 2005, respectively. The Phase II CSA Report included a Method 3 Risk Characterization (both human health and ecological risk assessments). The primary potential threats to human health and the

environment are direct exposure to surficial waste and contaminated soils and potential infiltration to stormwater in the stormwater sewer, which transects the Site. Contaminants of concern in soil/waste include polynuclear aromatic hydrocarbons (PAHs), antimony, cadmium, lead, manganese, nickel, and zinc. Historical and two current rounds of groundwater monitoring data indicate that there are no impacts to groundwater at or in the vicinity of the Site. The wetlands adjacent to the Site are addressed as part of the Comprehensive Response Action for a separate disposal site (RTN: 3-4356) Beaverdam Brook.

Reason for Activity and Use Limitation

Based on the Method 3 Risk Characterization, a condition of No Significant Risk was not achieved for a trespasser's cumulative exposure to surface soils, sediment, and surface water, and a construction worker's exposure to soils and groundwater during potential future construction activities. Exposure routes for the trespasser included ingestion and dermal contact and for the construction worker exposure routes included ingestion, dermal contact, and inhalation. A level of No Significant Risk was determined for public welfare and safety, and it was determined that there was no potential for significant harm to environmental receptors from the Ecological Risk Assessment. In order to evaluate appropriate alternatives and select the preferred response action to achieve a level of No Significant Risk for all current and foreseeable future activities, a Phase III Remedial Action Plan/Feasibility Study was completed. The Remedial Action Plan/Feasibility Study determined that an engineered barrier with and AUL and ongoing Operation, Maintenance and Monitoring was the preferred remedial alternative. A Phase IV Remedy Implementation Plan (RIP) was prepared based on the selected remedy. The remedy included an engineered barrier consisting of soil and/or asphalt pavement layers over the former disposal Site, and the lining of the storm sewer to prevent the infiltration of OHM into storm water.

In order to ensure that a level of No Significant Risk is maintained at the Site, an AUL is necessary to restrict future Site activities and uses consistent with the conclusions of the Phase II CSA Risk Characterization and Phase III Remedial Action Plan/Feasibility Study, and maintain the response actions implemented in accordance with the Phase IV RIP.

Permitted Uses and Activities

- (i) vehicular parking and vehicular traffic which do not compromise the structural integrity of the asphalt engineered barrier and/or do not disturb contaminated soil located beneath the asphalt barrier. To meet this requirement, no more than 3 trucks with a combined maximum gross vehicle weight (GVW) of 40 tons can use the parking lot in

any 24-hour period and no truck with an individual GVW exceeding 40 tons can use the parking lot;

- (ii) excavation associated with emergency or short term (three months or less) underground utility and/or construction work, provided it is conducted in accordance with a Soil Management Plan and a Health and Safety Plan and involves the repair and replacement of the soil and asphalt barrier and storm sewer lining with a comparable barrier immediately following the completion of the project;
- (iii) activities and uses which are not identified by this Opinion as being inconsistent with maintaining a condition of No Significant Risk; and
- (iv) such other activities and uses which, in the Opinion of an LSP shall present no greater risk or harm to health, safety, public welfare, or the environment than the activities and uses set forth in this paragraph.

Restricted Uses and Activities

- (i) use of a portion of the property as a residence, school (except adult education), daycare, nursery, recreational area, and/or any other use at which a child's presence is likely;
- (ii) any activity including, but not limited to excavation and removal of the soil and asphalt barrier and any activity associated with the lined storm sewer which is likely to disturb contaminated soil/waste located below the engineered barrier, associated with underground utility and/or construction work, without prior development and implementation of a Soil Management Plan and a Health and Safety Plan; and
- (iii) any activity which is likely to disturb contaminated soil/waste located beneath the engineered barrier (asphalt cover and soil cover) and the storm sewer lining, unless such activity is first evaluated by an LSP who renders an Opinion stating such activity is consistent with maintaining a condition of No Significant Risk.

Obligations and Conditions

- (i) Continued Operation, Maintenance and Monitoring (OMM) of the Site remedy must be conducted in accordance with the Final OMM Plan (Appendix to the As-Built Construction Report and Response Action Outcome Statement, Conestoga-Rovers & Associates, December 2006);

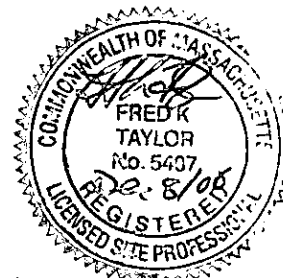
- (ii) A Health and Safety Plan and a Soil Management Plan must be prepared and implemented prior to the commencement of any excavation and removal of the soil and asphalt barrier which is likely to disturb contaminated soil/waste located below the engineered barrier, associated with underground utility and/or construction work within the AUL area. The Health and Safety and Soil Management plans must be developed and implemented in accordance with the following guidelines:
- (a) The Soil Management Plan must be prepared and overseen by an LSP and should describe appropriate excavation, handling, waste management, storage, transport and disposal procedures and include a description of engineering controls and air monitoring procedures to ensure that there is no greater risk or harm to health, safety, public welfare, or the environment due to the activities and uses set forth in this paragraph. On-Site workers must be informed of the requirements of the Soil Management Plan, and the plan must be readily available throughout the course of the project; and
- (b) A Certified Industrial Hygienist must oversee the preparation of the Health and Safety Plan. The plan should clearly identify the location of contamination and specifically identify the types of personal protective equipment, monitoring devices, and engineering controls necessary to ensure that the workers are not exposed to unacceptable levels of contamination through any routes of exposure. Workers who may come into contact with the contaminated soil/waste must be trained in the requirements of the Health and Safety Plan, and the plan must be available on Site throughout the course of the project;
- (ii) Contaminated soil/waste located below the engineered barrier must remain within the AUL Area and may not be relocated, unless such activity is first evaluated by an LSP who renders an Opinion that such relocation is consistent with maintaining a condition of No Significant Risk.

LSP:

Fred K. Taylor
Fred K. Taylor, Licensed Site Professional

Date:

December 8, 2006



Angela C. Brown
Angela C. Brown, S. Registrar