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LANSING, MICHIGAN
BINGHAM FARM, MI

March 15, 2001

Mr. David Plewes
Zoning Coordinator
City of Flint
1101 S. Saginaw St.
Flint, MI 48502

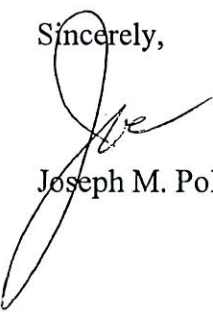
Re: Notice of Land Use Restrictions, 4401 Milton Drive, Flint, MI

Dear Mr. Plewes:

On behalf of General Motors Corporation, pursuant to Section 20120b(9) of Part 201 of the Michigan Natural Resources and Environmental Protection Act, GM hereby provides the City of Flint's zoning authority with notice of land use restrictions imposed on the above-referenced property in connection the Michigan Department of Environmental Quality's approval of a remedial action plan for this property on January 29, 1999. Enclosed for your records is a copy of the Declaration of Restrictive Covenant for 4401 Milton Drive (with attachments) that was recorded with the Genesee County Register of Deeds in Master Liber 4401, Page 626, on February 29, 2000.

Please call me or my legal assistant, Katherine Hammers (313-465-7216), if you have any questions.

Sincerely,


Joseph M. Polito

/klh

Enclosure

cc: Artis M. Noel, Esq. (w/enc.)
Robert Metcalf (w/enc.)
Frederick J. Frank, Esq.
Katherine Hammers

Michael J. Miller
FEB 29 10 50 AM '00

MASTER
LIBER 4406 PAGE 626

GENESEE COUNTY
REGISTER OF DEEDS

DECLARATION OF RESTRICTIVE COVENANT

MDEQ Reference No.: RC-ERD-98-012

This Declaration of Restrictive Covenant ("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, a Delaware corporation ("GM"), of 3031 W. Grand Boulevard, Detroit, Michigan 48202, has received approval from the Michigan Department of Environmental Quality (MDEQ), Shiawassee District Office, 10650 Bennett Drive, Morrice, Michigan 48857, by MDEQ's execution of an Agreement For Limited Residential Land Use Remedy dated September 14, 1998, for: (i) the Closure Report For Residential Properties in the Windiate Park/Dixieland Subdivision, Flint, Michigan prepared by O'Brien & Gere, dated January 21, 1998; and: (ii) a Remedial Action Plan, dated February 1997, as amended by letters from O'Brien & Gere Engineers, Inc., dated July 17, 1997, and March 16, 1998 (the "RAP"), that includes residential land use-based cleanup criteria as defined and set forth in Section 20120a(1)(f) 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 the City of Flint, County of Genesee, ("Property") more particularly described as:

Lot 163 and lot 162, except the northerly 15.0 feet of lot 162, of Block 152 of Dixieland Subdivision, a subdivision as recorded in Liber 11, Pages 5 and 6, of Plats, Genesee County Records, being a part of the Northeast 1/4 of Section 30 and the Northwest 1/4 of Section 29, Town 7 North, Range 7 East, City of Flint, Genesee County, Michigan, more commonly known as 4401 Milton ("4401 Milton"), and

See Attachments A1 and A2 for a survey of the portions of the Property subject to the land-use restrictions imposed herein.

Property Tax ID Number of Property: 11-30-277-007-9 and a portion of 25-11-30-277-006-0.

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

NOW, THEREFORE, GM, 3031 W. Grand Boulevard, Detroit, Michigan, pursuant to Section 20120b(4) of NREPA and the Agreement for Limited Residential Land Use Remedy entered into by and between GM and the MDEQ (LANDUSE-ERD-98-010), hereby imposes restrictions on the portions of the Property identified in Attachment A1 and A2 as follows:

1. The Owner shall restrict the uses of the Property to those uses compatible with the limited residential land use category as defined in Section 20120a(1)(f) of Part 201 of NREPA, as amended in June 1995, and the RAP, or other use that is consistent with the assumptions and basis for the cleanup criteria established pursuant to Section 20120a(1)(f). Cleanup criteria for land use-based remedial action plans are located in the Government Documents section of the State of Michigan Library.

CRTSY 670

RETURN TO:
3700
LAWYERS TITLE

15080

2. The Owner shall prohibit activities at the Property that may interfere with the remedial action, operation and maintenance, monitoring, or other measures necessary to ensure the effectiveness and integrity of the remedial action described in the RAP.

3. The following activities at the Property that may result in unacceptable exposures or the release of a hazardous substance are prohibited:

A. Excavation activities more than two (2) feet below the surface within Lot 163, and any excavation below the garage floor, the driveway, the sidewalks or within the crawl space beneath the existing dwelling, as designated on Attachments A1 and A2, unless otherwise approved by MDEQ.

B. Extraction of, any use of or any activity in groundwater beneath the Property.

4. Any activity in or related to any contaminated soils beneath the soil cover (and more than two (2) feet below the surface of Lot 163) or beneath the garage floor, the driveway, the sidewalks or under the crawl space beneath the existing dwelling, as designated on Attachments A1 and A2, must be managed in accordance with the requirements of Section 20120c of NREPA and other applicable state and federal laws.

5. The Owner (if other than GM) shall provide notice to the MDEQ and GM of the Owner's intent to convey any interest in the Property fourteen (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 Owner without adequate and complete provision for compliance with the terms and conditions of this Restrictive Covenant.

6. 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 any records relating thereto.

The State of Michigan, through MDEQ, may enforce the restrictions set forth in this Restrictive Covenant by legal action in a court of appropriate jurisdiction.

It is expressly understood that the Owner, to avoid any direct contact with any underlying potentially contaminated soils, shall properly maintain the garage floor, the driveway, sidewalks, and any landscaping, lawn or other ground cover, repair any damaged or eroded soil surface areas; and perform all operation and maintenance activities set forth in Attachment B with respect to the Property. The Owner further understands that these obligations shall run with the Property.

The restrictions in this Restrictive Covenant shall run with the Property and shall be binding upon all Owners, 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 a modification 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 any interest in the Property.

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, and all such other provisions shall continue unimpaired and in full force and effect.

The undersigned person executing this Restrictive Covenant is the Owner, or has the express written permission of the Owner to do so, 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 7th day of February, ~~1999~~, but effective as of January 26, 1999. 2000

Signed in the presence of:

GENERAL MOTORS CORPORATION,
a Delaware corporation

[Signature]

Witness: Aeneé LOIKO
[Print or type name]

By

[Signature]

[Print name]: CONRAD P. SCHWARTZ
DIRECTOR
WORLDWIDE REAL ESTATE

Its:

[Title]

Address:

3031 W. Grand Boulevard
Detroit, Michigan 48202

Attn:

[Signature]

Witness: APRIL R. BROWNING
[Print or type name]

STATE OF MICHIGAN

COUNTY OF Wayne

The foregoing instrument was acknowledged before me this 7th day of February, ~~1999~~ 2000
by CONRAD SCHWARTZ, the/a DIRECTOR of
Worldwide Real Estate of General Motors Corporation, a Delaware corporation, on behalf of the corporation.

[Signature]

Notary Public

[Print or type name]: Wayne

County, Michigan

My Commission Expires: 11-28-2013

ANNE M. BODNAR
NOTARY PUBLIC WAYNE CO., MI
MY COMMISSION EXPIRES Nov 28, 2003

Prepared by: Frederick J. Frank, Esq.
Honigman Miller Schwartz and Cohn
2290 First National Building
Detroit, Michigan 48226
(313) 465-7384

When recorded return to:

Kenneth C. Gold, Esq.
Honigman Miller Schwartz and Cohn
2290 First National Building
Detroit, Michigan 48226
(313) 465-7394

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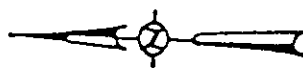
ATTACHMENT-A1

MASTER LIBER 4406 PAGE 629

STRUCTURE SURVEY OF
4401 MILTON DRIVE
FLINT, MICHIGAN

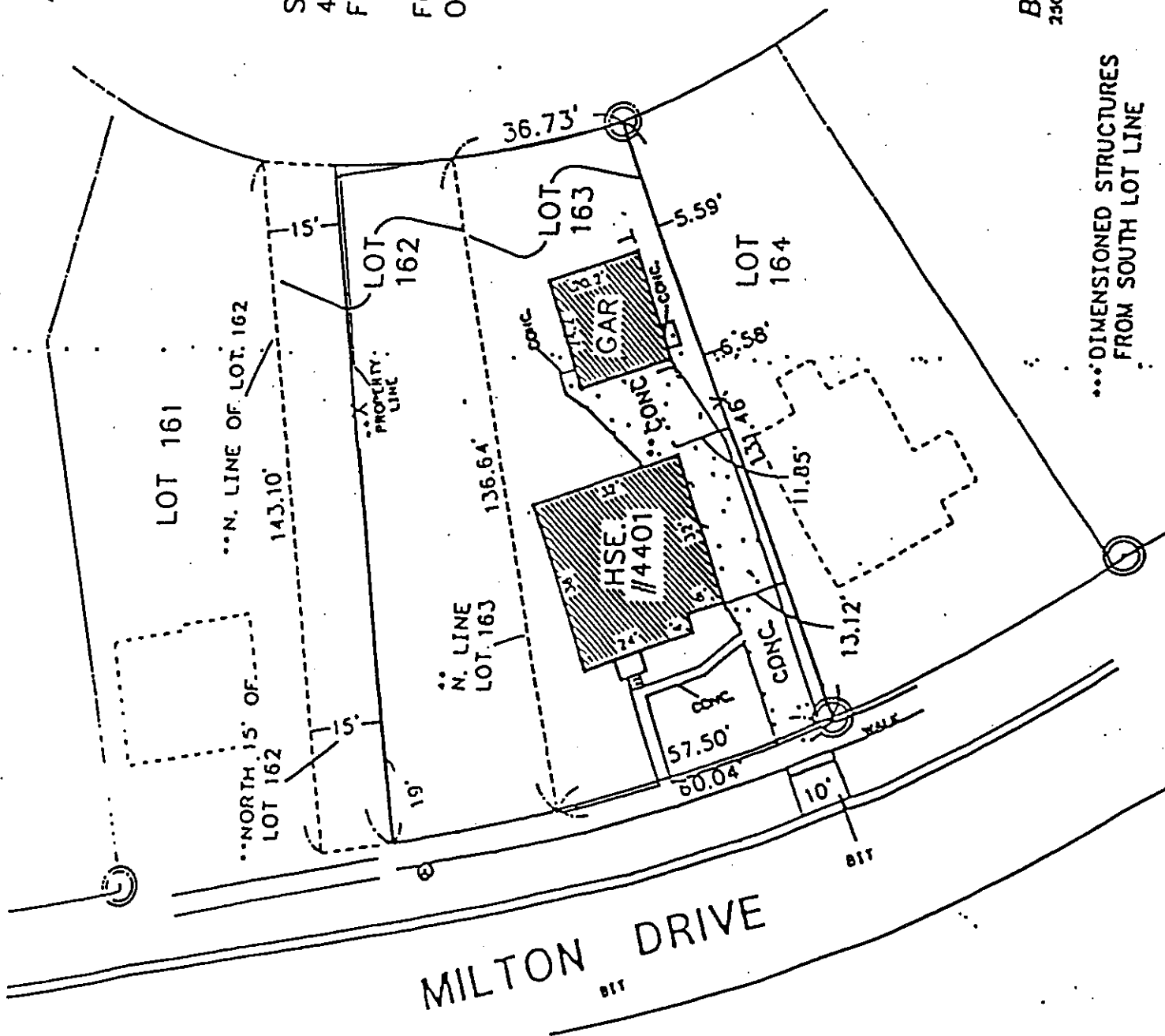
FOR:

O'BRIEN & GERE ENGINEERS, IN



SCALE: 1"=30'
 * REVISED 10-10-97
 ** REVISED 10-15-97
 *** REVISED 11-24-97
 JOB #971006PT

Bartow & King Engineers
 2500 E. Midland Road, Bay City, Michigan 48706
 Tel. (313) 684-8050
 Fax (313) 684-8404



*** DIMENSIONED STRUCTURES
FROM SOUTH LOT LINE

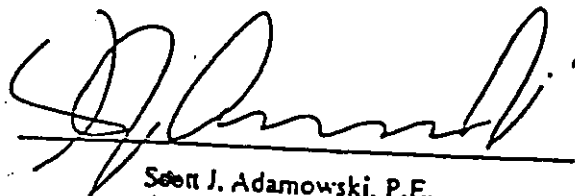
Operation and Maintenance Plan

4401 Milton Drive
Flint, Michigan

November 1997

Operation and Maintenance Plan

4401 Milton Drive
Flint, Michigan



Scott J. Adamowski, P.E.
Vice President

November 1997



39330 Grand River Avenue
Suite B-2
Novi, MI 48375

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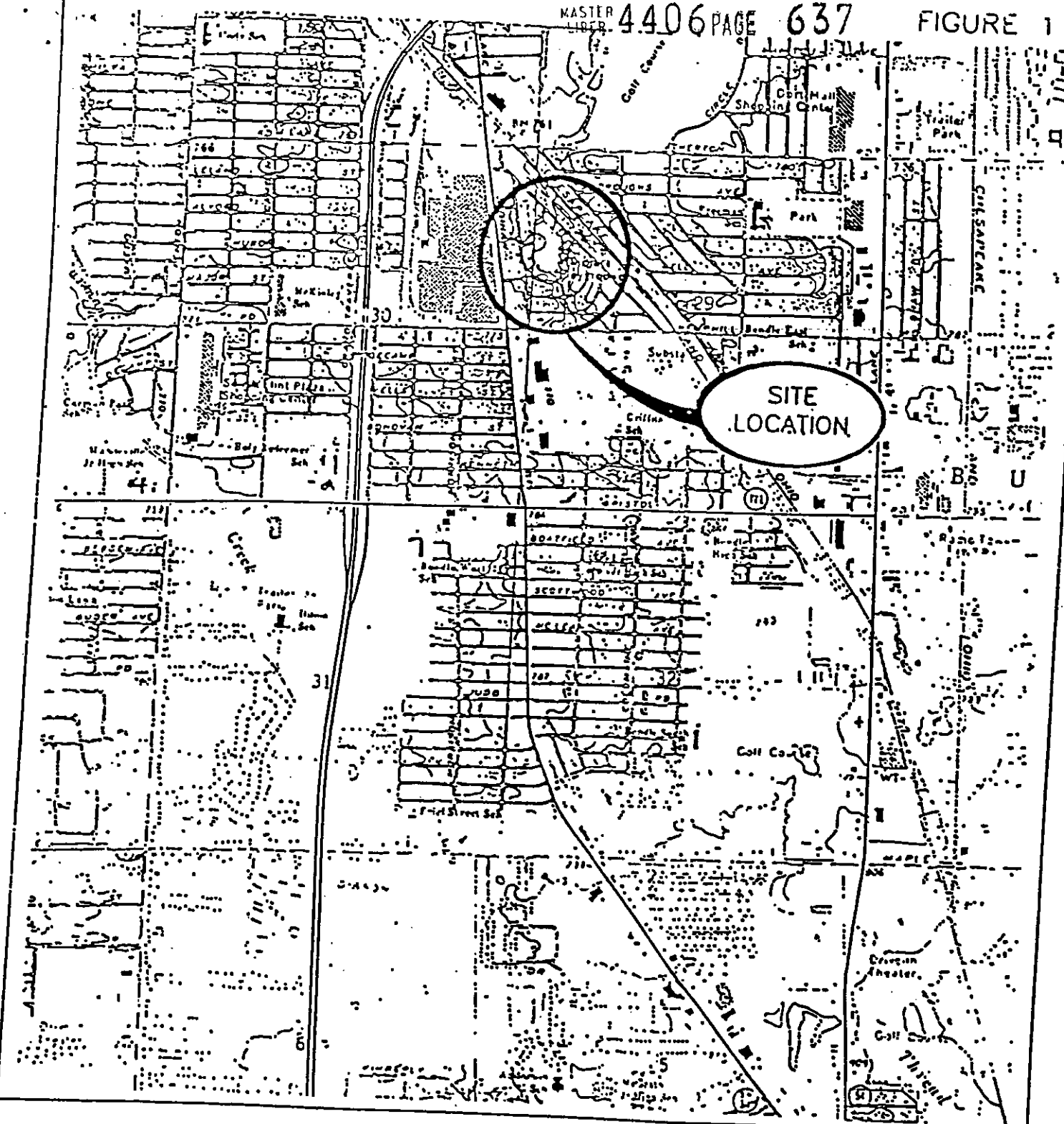
1. Operation and maintenance (O & M) plan

This Operation and Maintenance Plan (O & M Plan) was prepared for the property at 4401 Milton Drive, Flint, Michigan in accordance with a Limited Residential Closure as described in the February 1997 "Remedial Action Plan for Residential Properties" at the Windiate Park/Dixieland Subdivision in Flint, Michigan. This O & M Plan complies with the 1995 amendments to Part 201 of the Natural Resources and Environmental Protection Act (NREPA), 1994 PA 451, administered by the Michigan Department of Environmental Quality (MDEQ).

1.1. Property description

The 4401 Milton Drive property is located within Sections 29 and 30 of Township 7 North, Range 7 East, in the City of Flint, Genesee County, Michigan. The property is described in the Genesee County Records as Lot 163 and includes the adjacent, southern 35 ft strip of land of Lot 162. A Site Location Map, Figure 1, identifies the general location of this property within Genesee County. A Site Plan, Figure 2, identifies the location of this property within the Windiate Park/Dixieland Subdivision.

This property contains a residential house with a crawl space consisting of a soil floor. There is also a detached garage and an asphalt/concrete driveway. A fence is located on the north, east, and south property boundaries with a concrete sidewalk bordering the west property boundary. The property is covered with grass, trees, bushes, and a concrete walkway on the west side of the house and is topographically higher than Windiate Park which borders the property to the east and south.



FLINT SOUTH, MICH.

1959

REVISED 1975

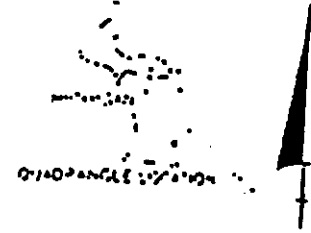
SEP 21 1975

WINDIATE PARK AREA
FLINT, MICHIGAN

SITE LOCATION MAP



SCALE IN FEET

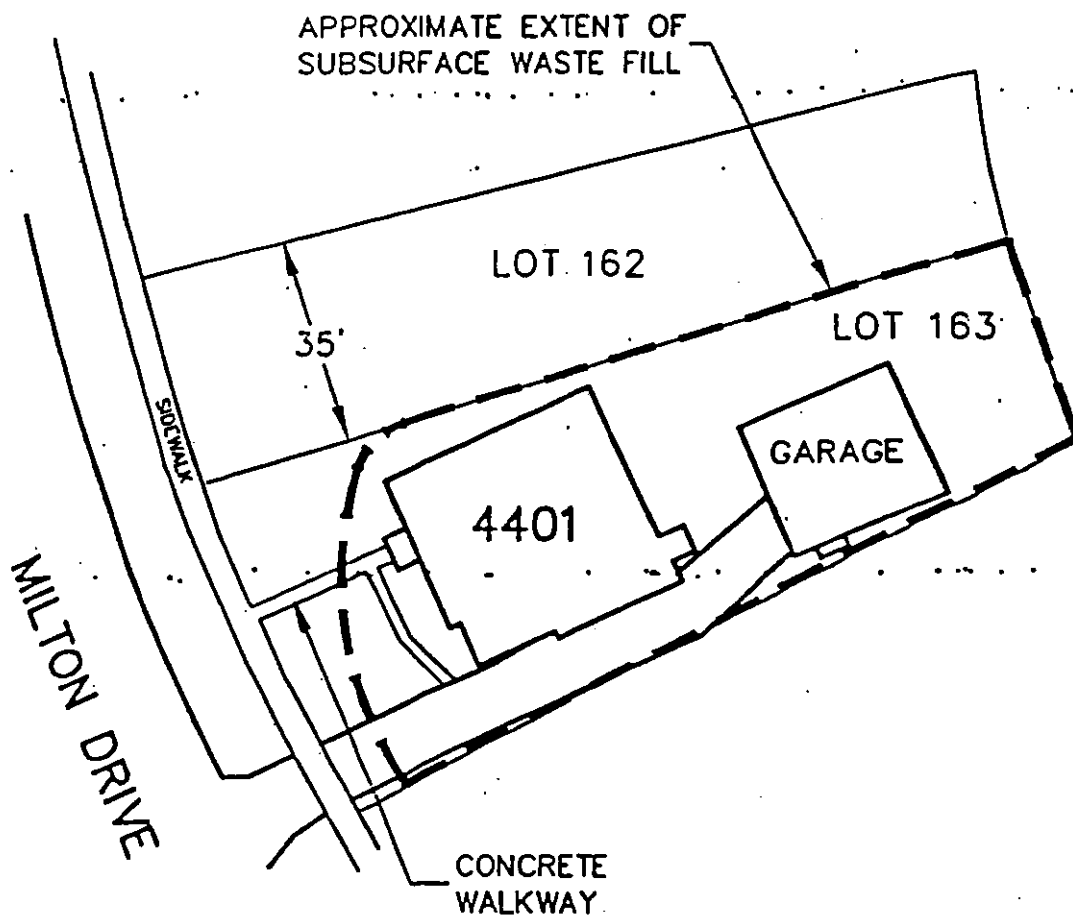


O'BRIEN & GERE
ENGINEERS, INC.

FILE NO 6009-011

FIGURE 3

MASTER
LIBER 4406 PAGE 639



4401 MILTON DRIVE
FLINT, MICHIGAN

30 0 30
APPROX. SCALE: 1"=30'

CONSENT TO DECLARATION OF RESTRICTIVE COVENANT

Genille A. Brown, of 4401 Milton, Flint, Michigan, as owner of the Property commonly known as 4401 Milton and described in the attached Declaration of Restrictive Covenant (MDEQ Reference No.: RC-ERD-98012) hereby authorizes and empowers General Motors Corporation to execute and record this Declaration of Restrictive Covenant, consents to the recording of this Declaration of Restrictive Covenant with respect to the Property and agrees that from and after January 26, 1999 the terms, restrictions and conditions of this Declaration of Restrictive Covenant shall be binding upon me and my heirs, personal representatives, successors and assigns and shall run with the Property.

WITNESSES:

Leslie L. Little
Print Name: Leslie L. Little

Sue Shangle
Print Name: Sue Shangle

Genille A. Brown
Genille A. Brown

STATE OF MICHIGAN)
) ss.
COUNTY OF GENESEE)

The foregoing instrument was acknowledged before me this 3 day of June, 1999, by Genille A. Brown.

Arlene Dunn
Print Name: ARLENE DUNN
Notary Public, GENESEE County, Michigan
My Commission Expires: 9-28-03

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JUN 07 1999