DEED OF NEGATIVE EASEMENTS

Pursuant to the terms of that certain Consent Decree entered with the United States District Court, District of Rhode Island on March 10, 2000 in the matter entitled United States of America and State of New Hampshire v. Exxon Corporation, et al., RI Civ. No. C-94-148-L (the "Consent Decree"), the Town of Londonderry, New Hampshire, a municipal corporation organized under the laws of the State of New Hampshire with offices at 50 Nashua Road, Londonderry, New Hampshire ("Grantor"), for consideration paid, hereby grants to the United States Environmental Protection Agency ("USEPA") with offices at One Congress Street, Suite 1100, Boston, Massachusetts, and the State of New Hampshire with an address of c/o Environmental Protection Bureau, Office of the Attorney General, 25 Capitol Street, Concord, New Hampshire (the "State") the following negative easements on certain property situated in Londonderry, Rockingham County, New Hampshire and part of the Auburn Road Landfill Superfund Site (as more particularly bound and described in Appendix A hereto, the "Property"):

Easement 1: Restrictions on Use of Area 1

That portion of the Property identified as Area 1 on the Survey Map attached hereto (Appendix B) ("Area 1") shall be subject to the following negative easement in addition to Easement 3 described below. Grantor shall not:

(1) alienate all or any portion of Area 1 for a period of thirty (30) years beginning on January 1, 1998 and ending on January 1, 2028;

(2) use all or any portion of Area 1 for any purpose other than public recreational purposes approved by USEPA after consultation with the State on the terms and conditions set forth in the Consent Decree for a period of fifteen (15) years beginning on January 1, 1998 and ending on January 1, 2013; and

(3) use all or any portion of Area 1 for any purpose other than a public purpose approved by USEPA after consultation with the State on the terms and conditions set forth in the Consent Decree beginning on January 1, 2013 and ending on January 1, 2028.

Easement 2: Restrictions on Use of Area 2

That portion of the Property identified as Area 2 on the Survey Map attached hereto (Appendix B) ("Area 2") shall be subject to the following negative easement in addition to Easement 3 described below. Grantor shall not:

(1) alienate all or any portion of Area 2 for a period of ten (10) years beginning on January 1, 1998 and ending on January 1, 2008; and
(2) use all or any portion of Area 2 for any purpose other than public recreational purposes approved by USEPA after consultation with the State on the terms and conditions set forth in the Consent Decree for a period of ten (10) years beginning on January 1, 1998 and ending on January 1, 2008.

Easement 3: No Disturbances to Groundwater, Surface and Subsurface

The following easement is referred to herein as “Easement 3”. Grantor shall not use the Property (including Area 1 and Area 2) in any manner that would interfere with or adversely affect the integrity or protectiveness of the remedial measures to be implemented pursuant to the Consent Decree. Prohibited activities include, but are not limited to:

(1) the use of groundwater underlying the Property for drinking water;

(2) the use of groundwater underlying the Property for any purpose other than drinking water, without prior written notice to and written approval by USEPA, after consultation with the State;

(3) disturbances to the surface or subsurface of the Property, including filling, drilling, excavation or construction on the Property, that is unrelated to the remedial measures implemented, or to be implemented at the Property, without prior written notice to and written approval by USEPA, after consultation with the State;

(4) disturbances to the surface or subsurface, including filling, drilling, excavation or construction, within 100 feet of the replicated wetlands, as depicted on the Auburn Road Wetland Replication Design dated January 1995 (a copy of which is available for review at the offices of the Town of Londonderry, 50 Nashua Road, Londonderry, New Hampshire), that is unrelated to the remedial measures implemented, or to be implemented, at the Property, without prior notice to and approval by USEPA, after consultation with the State; and

(5) disturbances to the surface or subsurface, including filling, drilling, excavation or construction on any other portion of the Property that is unrelated to the remedial measures implemented, or to be implemented, at the Property, without 60 days prior written notice to USEPA and the State.

A copy of the Consent Decree is available for review at the offices of the Town of Londonderry, 50 Nashua Road, Londonderry, New Hampshire

This Property is not the homestead property of Grantor.
Executed this 26th day of December, 2000.

TOWN OF LONDONDERRY,
NEW HAMPSHIRE

By:
Richard M. Plante, Town Manager

STATE OF NEW HAMPSHIRE
COUNTY OF ROCKINGHAM

The foregoing Deed of Negative Easements was acknowledged before me this 20th day of December, 2000 by Richard M. Plante, the Town Manager for the Town of Londonderry, New Hampshire, on behalf of the Town of Londonderry.

CAROL A. LUCIA, Notary Public
My commission expires: CAROL A. LUCIA, Notary Public
My Commission Expires April 2, 2005
APPENDIX A

LEGAL DESCRIPTION OF PROPERTY

Beginning at a stake and stones on the Easterly side of the Auburn Road, so-called, on the line of land formerly of William G. Hardy; thence, S 53° E 79 rods and 13 links to a stake and stones at corner of land formerly of Hezekiah B. Lamprey; thence, N 26 1/2° E 43 rods to a stake and stones at the highway leading from land formerly of Samuel Martin to land formerly of Daniel Wilkins; thence, S 46 1/2° E 19.5 rods to a stake and stones; thence, across said highway 36° E 64 rods to a stake and stones at the end of a wall; thence, N 25° E 67 rods to a stake and stones; thence, N 25° E 67 rods to a stake and stones; thence, N 20 1/2° E 67 rods and 7 links to a stake and stones; thence, N 69° W 32 rods to a stake and stones; thence, by said Auburn Road 220 rods and 12 links to the bound first mentioned.

Also a certain tract or parcel of land situated in said Londonderry, bounded and described as follows: Beginning at a stake and stones on the Northerly side of the highway from Derry to Manchester, being the Southwesterly corner of said described premises; thence, N 36° E about 64 rods; thence, N 25° E about 132 rods and 3 links; thence, N 69° W 64 rods to the highway from Wilson's Crossing, so called, to Auburn; thence, by said last named highway to land now or formerly of one Platts, about 57 rods; thence, S 66° 11' E to a stone marked "P.D." about 118 rods; thence S 23° 53' W about 181 rods and 19 links to a stake and stones; thence, S 43° E about 18 rods and 4 links; thence, S 47° 7' W about 101 rods and 13 links to said highway from Derry to Manchester; thence, along said highway about 89 rods to the place of beginning.

Also a certain other tract or parcel of land, situated in said Londonderry bounded and described as follows; Beginning at a stake and stones at land now or formerly of one L. Dickey and at the Southeast corner of said described land; thence, Northerly to a stake and stones about 49 1/2 rods on line of land of Dickey hereinbefore named, and Hellen J. Lockwood et als; thence, Easterly on said last named line about 20 rods; thence, S 25° W about 49 1/2 rods; thence, Westerly about 20 rods to the point of beginning.

Less, excepting and reserving from the above-described property, certain tracts or parcels as recorded in the Rockingham County Registry at Volume 1120, Page 449, dated 12/28/48; Volume 1311, Page 412 to Rheam; Volume 1355, Page 62, dated 5/13/55 to Simard; Volume 1776, Page 182 to Galene; Volume 1796, Page 77 to Gagne; Volume 1870, Page 452 to Legendre; Lot 5 on Plan 5868, Volume 1870, Page 453; Lot 10 on Plan 5868, Volume 1978, Page 44; Lot 8 on Plan 5868, Volume 2028, Page 157; Lot 13 on Plan 5868, Volume 2113, Page 268; Lots 11 and 12 on Plan 5868, Volume 2161, Page 413; Lot 7 on Plan 5868, Volume 2164, Page 166; Lot 9 on Plan
Also less, excepting and reserving to the grantors from the above-described parcels a certain tract or parcel of land with Buildings thereon shown as Lot #2 on plan entitled "Subdivision by George Thomopoulos, Londonderry Rockingham County, New Hampshire dated July 15, 1967"; recorded at the Rockingham County Registry of Deeds as Plan #D-5868, bounded and described as follows:

Beginning at an iron pin on the northerly side of Old Manchester Derry Road and the southerly corner of Lot #1 now or formerly of Lacopolis, thence running N 65° 60' E along said Lot #1 a distance of 425 feet more or less to an iron pin set at other land of the grantor; thence turning and running S 35° 18' E along other land of the grantor a distance of 180 feet more or less to an iron pipe set at a 51-foot right of way shown on said plan; thence turning and running S 58° 15' W along said right of way a distance of 445 feet more or less to an iron pipe set at the northerly line of Old Manchester Derry Road; thence turning and running along said road N 27° 09' W a distance of 225 feet more or less to the point of beginning. Said Lot contains 86,450 square feet more or less.