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ACTIVITY AND USE LIMITATION

Form 1075

NOTICE OF ACTIVITY AND USE LIMITATION

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

Disposal Site Name: Former Zonolite Facility
DEP Release Tracking No. 1-13515

This Notice of Activity and Use Limitation ("Notice") is made as of this 31st day of August, 2011 by Oldon Limited Partnership, having a mailing address c/o Development Associates, 630 Silver Street, Unit 3C, Agawam, MA 01001, together with its successors and assigns (collectively "Owner").

WITNESSETH:

WHEREAS, Oldon Limited Partnership, is the owner in fee simple of those certain parcels of land located in Easthampton, Hampshire County, Massachusetts with the buildings and improvements thereon, pursuant to a deed recorded with the Hampshire County Registry of Deeds in Book 2876, Page 334;

WHEREAS, said parcels of land, which are more particularly bounded and described in Exhibit A, attached hereto and made a part hereof ("Property"), are subject to this Notice of Activity and Use Limitation. The Property is shown on a plan recorded in the Hampshire County Registry of Deeds in Plan Book 225, Plan 106;

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 Hampshire County Registry of Deeds in Plan Book 225, Plan 106.

WHEREAS, the Portion of the Property comprises part of 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 (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 August 26, 2011 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 no significant risk remain (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Portion of the Property:

- (i) Activities to maintain the integrity of the Placement Area Cap (Cap), as defined in the AUL Opinion attached as Exhibit C, including but not limited to mowing, haying, raking, grading and reseeded, provided that such maintenance does not penetrate or expose soil lying under the geotextile fabric layer present approximately two feet below existing grade;
- (ii) Excavation below the geotextile fabric layer to repair or maintain the integrity of the Cap, provided such work is conducted in accordance with the Health and Safety and Soil Management Plan described in section (i) of paragraph 3 provided below;
- (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 on 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 for residential, active recreational, commercial, industrial, retail purposes, or school for children, or a child day-care facility. Active recreational use includes use as ball fields, play grounds or athletic fields;
- (ii) Agricultural use for the growing of food for consumption by humans; and
- (iii) Any activity or use, other than those listed in paragraph (1) above, that would damage or alter the Cap, without review and written approval of an LSP. Such inconsistent activities or uses include excavation, placement or stockpiling of fill, construction of permanent or temporary structures, storage of materials, and vehicular traffic.

3. Obligations and Conditions Set Forth in the AUL Opinion. If applicable, obligations and/or conditions to be undertaken and/or maintained on 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) A Health and Safety and Soil Management Plan, approved by an LSP, must be prepared prior to any activity that involves excavation, exposure of, or handling of soils below the geotextile fabric layer. The Plan should describe appropriate soil management, characterization, storage, transport and disposal procedures in accordance with the provisions of the MCP cited at 310 CMR 40.0030 et seq. Workers should be appropriately trained on the requirements of the Plan, and the Plan must remain available on-site throughout the course of the project.
- (ii) The Cap area must be mowed at least once per year.
- (iii) Cap inspections must be performed on an annual basis to evaluate the integrity of the Cap. Erosion damage, or damage by burrowing animals or growth of vegetation on or adjacent to the Cap which exposes the geotextile fabric layer, at the base of the Cap, must be identified and repaired within 120 days of the inspection. Damage which exposes soil underlying the geotextile fabric layer at the base of the cap, must be repaired within 30 days of discovery.
- (iv) Inspections under paragraph (iii) shall be documented in a log book which shall provide inspection dates, nature of any observed damage to the Cap and the repair work undertaken.

4. Proposed Changes in Activities and Uses. Any proposed changes in activities and uses on 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 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 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.

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 of Deeds and/or Land Registration Office(s).

WITNESS the execution hereof under seal this 31st day of August, 2011.

Oldon Limited Partnership

By: Eileen O'Leary Sullivan
Eileen O'Leary Sullivan, General Partner

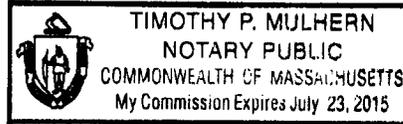
COMMONWEALTH OF MASSACHUSETTS

Hampden, ss

August 31, 2011

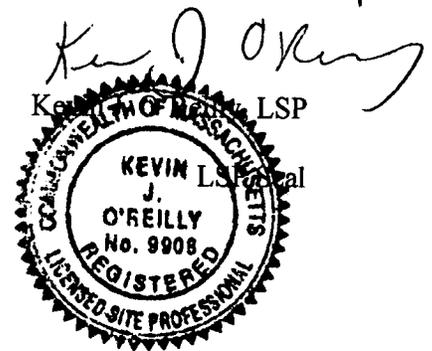
On this 31st day of August, 2011, before me, the undersigned notary public, personally appeared Eileen O'Leary Sullivan proved to me through satisfactory evidence of identification, which were personal knowledge, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he/she signed it voluntarily for its stated purpose as General Partner for Oldon Limited Partnership.

Timothy P. Mulhern (official signature and seal of notary)



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: 9/13/11



COMMONWEALTH OF MASSACHUSETTS

Hampden, ss

Sept. 13, 2011

On this 13th day of September, 2011, before me, the undersigned notary public, personally appeared Kevin J. O'Reilly, 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 signed it voluntarily for its stated purpose.

(as Licensed Site Professional for O'Reilly, Talbot & Okun Associates, Inc., a corporation)

Heidi Hawthorn (official signature and seal of notary)

HEIDI L. GAUTHIER, Notary Public
Commonwealth of Massachusetts
My Commission Expires Dec. 19, 2014

Upon recording, return to:

O'Reilly, Talbot & Okun Associates, Inc.
Attention: Kevin J. O'Reilly
293 Bridge Street, Suite 500
Springfield, Massachusetts 01103

02\1167\AUL\AUL.0401

Exhibit A
Metes and Bounds of Property

Following are "Surveyor's Descriptions" of two adjacent parcels of land located in Easthampton, MA. The parcels are shown on a plan entitled, "Activity and Use Limitation (AUL) Plan at 19 Wemelco Way in Easthampton, MA, surveyed for W.R. Grace & Co., Former Zonolite Facility, dated September 12, 2011, and prepared by Heritage Surveys, Inc., College Highway & Clark Street, Southamton, Massachusetts." The Property is shown on a plan recorded in the Hampshire County Registry of Deeds in Plan Book 225, Plan 106.

PARCELA

A certain parcel of land bounded and described as follows:

Beginning at a point at the northeasterly sideline of Wemelco Way at the southwest corner of land now or formerly of DOS Concrete Service, Inc. and running thence;

N66°-20'-50"E, along land now or formerly of DOS Concrete Service, Inc, 377.63 feet to a point, thence;

N66°-20'-50"E, along last named land, 28.37 feet to a point, thence;

S35°-54'-25"E, along Parcel B, 200.00 feet to a point, thence;

S66°-20'-50"W, along land now or formerly of the Inhabitants of The City of Easthampton, 112.59 feet to a point, thence;

S66°-20'-50"W, along last named land 293.41 feet to a point, thence;

N35°-54'-25"W, along the easterly sideline of Wemelco Way, 200.00 feet to the point of beginning

Containing an area of 79,350 square feet or 1.822 acres.

Parcel B

Beginning at a point at the southwesterly corner of land now or formerly of Bernard P. & Julia A. Gawle at land now or formerly of the Inhabitants of The City of Easthampton and running thence;

S66°-12'-25"W, along land now or formerly of the Inhabitants of The City of Easthampton, 32.99 feet to a point, thence;

S48°-47'-35"E, along last named land, 45.51 feet to a point, thence;

S66°-20'-50"W, along last named land, 74.38 feet to a point, thence;

S66°-20'-50"W, along last named land, 116.74 feet to a point, thence;

Exhibit A
(Continued)

N35°-54'-25"W, along Parcel A, 200.00 feet to a point, thence;

N66°-20'-50"E, along land now or formerly of DOS Concrete Service, Inc. 55.63 feet to a point, thence;

N66°-20'-50"E, along last named land 122.59 feet to a point, thence;

S47°-46'-05"E, along land now or formerly of Bernard P. & Julia A. Gawle, 168.90 feet to the point of beginning.

Containing an area of 37,889 square feet or 0.870 acres.

Exhibit A-1
Metes and Bounds of AUL Area

Following are "Surveyor's Descriptions" of AUL limits on a property located in Easthampton, MA. The parcels are shown on a plan entitled, "Activity and Use Limitation (AUL) Plan at 19 Wemelco Way in Easthampton, MA, surveyed for W.R. Grace & Co., Former Zonolite Facility, dated September 12, 2011, and prepared by Heritage Surveys, Inc., College Highway & Clark Street, Southamton, Massachusetts." The Property is shown on a plan recorded in the Hampshire County Registry of Deeds in Plan Book 225, Plan 106.

A.U.L. Area in Parcel A

Beginning at a point at the northeast corner of the herein described Parcel A, being N66°-20'-50"E, 406.00 feet from a point on the easterly sideline of Wemelco Way at the southwest corner of land now or formerly of the DOS Concrete Service, Inc. and running thence;

S35°-54'-25"E, along Parcel B, 200.00 feet to a point, thence;

S66°-20'-50"W, along land now or formerly of the Inhabitants of The City of Easthampton, 112.59 feet to a point, thence;

N11°-35'-11"W, through Parcel A, 199.86 feet to a point, thence;

N66°-20'-50"E, along land now or formerly DOS Concrete Service, Inc. 28.37 feet to the point of beginning.

Containing an area of 13,776 square feet, more or less.

A.U.L. Area in Parcel B

Beginning at a point at the northeast corner of the herein described Parcel A, being N66°-20'-50"E, 406.00 feet from a point on the easterly sideline of Wemelco Way at the southwest corner of land now or formerly of the DOS Concrete Service, Inc. and running thence;

N66°-20'-50"E, along last named land, 55.63 feet to a point, thence;

S74°-32'-18"E, through Parcel B, 78.83 feet to a point, thence;

N65°-44'-05"E, through last named land, 60.36 feet to a point, thence;

S43°-44'-47"E, through last named land, 88.32 feet to a point, thence;

S42°-48'-14"W, through last named land, 52.74 feet to a point, thence;

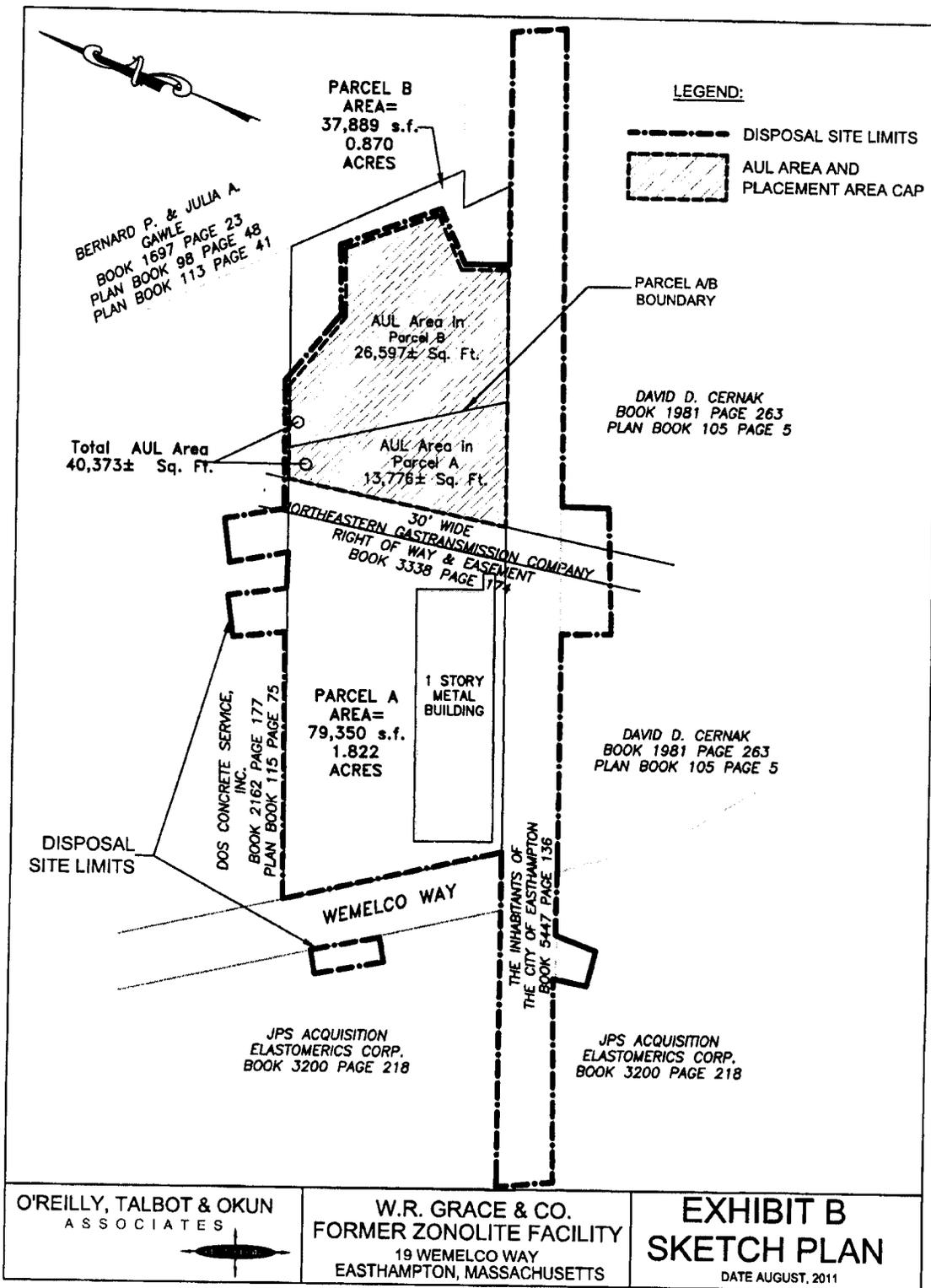
S23°-42'-12"E, through last named land, 42.34 feet to a point, thence;

Exhibit A-1
(Continued)

S66°-20'-50"W, along land now or formerly of the Inhabitants of The City of Easthampton,
116.74 feet to a point, thence;

N35°-54'-25"W, along AUL Area in Parcel A, 200.00 feet to the point of beginning.

Containing an area of 26,597 square feet more or less.



O'REILLY, TALBOT & OKUN ASSOCIATES



W.R. GRACE & CO.
FORMER ZONOLITE FACILITY
19 WEMELCO WAY
EASTHAMPTON, MASSACHUSETTS

EXHIBIT B
SKETCH PLAN
DATE AUGUST, 2011

EXHIBIT C
ACTIVITY AND USE LIMITATION OPINION
RELEASE TRACKING NO. 1-13515
19 Wemelco Way
Easthampton, Massachusetts
August 24, 2011

In accordance with the requirements of 310 CMR 40.1074, this Activity and Use Limitation (AUL) Opinion has been prepared for property owned by Oldon Limited Partnership located at 19 Wemelco Way in Easthampton, Massachusetts (Oldon Property). As of the date of this AUL Opinion, the Oldon property is zoned for business use. The property is developed with a concrete slab-on-grade industrial building, and associated paved parking areas and landscaped areas. The building is currently vacant. It is primarily a single story building, with a limited mezzanine in the western portion of the structure.

To the east of the building is an undeveloped field. An easement for the Tennessee Gas Pipeline runs through this portion of the Oldon Property. The Site building was used to process vermiculite, containing asbestos, into bagged Zonolite insulation. The vermiculite processing resulted in asbestos contaminated soil (ACS) on the Oldon Property, as well as several adjacent parcels owned by others. ACS was initially identified in studies conducted in the late 1990s.

Prior testing indicated the ACS posed no imminent hazard, as defined under MassDEP regulations. Nevertheless, remedial actions were performed under a remedial plan approved by both USEPA (United States Environmental Protection Agency) and the MassDEP (Massachusetts Department of Environmental Protection Agency). The remedial plan called for the excavation of ACS from portions of the Oldon Property and from abutting parcels. The removed ACS was placed on top of ACS in the undeveloped field on the Oldon Property to the east of the Tennessee Gas pipeline. This area is referred to as the "Placement Area". This Area was then capped with a geotextile fabric layer, and a minimum of 2 feet of clean soil cover, so as to prevent exposure and contact with the underlying ACS. These components are referred to collectively as the Placement Area Cap.

The approximate limits of the Placement Area Cap are shown as the "AUL Area" on the attached as Exhibit B to the Notice of Activity and Use Limitation.

Reason for Activity and Use Limitation

Maintaining a condition of no significant risk to public health, safety, welfare and the environment requires that the Placement Area Cap described above be maintained to prevent surface exposure of ACS. Such exposure could result in unacceptable long term risks. This AUL Opinion presents permitted activities within the AUL Area, as well as

prohibited activities and required cap maintenance to prevent future exposure. This AUL Opinion applies only to the AUL Area on Exhibit B. This area is referred to below as the "Portion of the Property". Permitted and prohibited activities under this AUL opinion are provided below in paragraphs 1 and 2, while long term obligations and conditions are provided in paragraph 3.

1. Activities and Uses Consistent with the AUL Opinion. The AUL Opinion provides that no significant risk remain (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Portion of the Property:

- (i) Activities to maintain the integrity of the Placement Area Cap (Cap), including but not limited to mowing, haying, raking, grading and reseeding, provided that such maintenance does not penetrate or expose soil lying under the geotextile fabric layer present approximately two feet below existing grade;
- (ii) Excavation below the geotextile fabric layer to repair or maintain the integrity of the Cap, provided such work is conducted in accordance with the Health and Safety and Soil Management Plan described in section (i) of paragraph 3 provided below;
- (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.

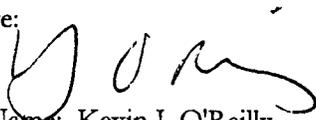
2. Activities and Uses Inconsistent with the AUL Opinion. Activities and uses which are inconsistent with the objectives of this Notice of Activity and Use Limitation, and which, if implemented on the Portion of the Property, may result in a significant risk of harm to health, safety, public welfare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

- (i) Use for residential, active recreational, commercial, industrial, retail purposes, or school for children, or a child day-care facility. Active recreational use includes use as ball fields, play grounds or athletic fields;
- (ii) Agricultural use for the growing of food for consumption by humans; and
- (iii) Any activity or use, other than those listed in paragraph (1) above, that would damage or alter the Cap, without review and written approval of an LSP. Such inconsistent activities or uses include excavation, placement or stockpiling of fill, construction of permanent or temporary structures, storage of materials, and vehicular traffic.

3. Obligations and Conditions Set Forth in the AUL Opinion. Obligations and/or conditions to be undertaken and/or maintained on 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) A Health and Safety and Soil Management Plan, approved by an LSP, must be prepared prior to any activity that involves excavation, exposure of, or handling of soils below the geotextile fabric layer. The Plan should describe appropriate soil management, characterization, storage, transport and disposal procedures in accordance with the provisions of the MCP cited at 310 CMR 40.0030 et seq. Workers should be appropriately trained on the requirements of the Plan, and the Plan must remain available on-site throughout the course of the project.
 - (ii) The Cap area must be mowed at least once per year.
 - (iii) Cap inspections must be performed on an annual basis to evaluate the integrity of the Cap. Erosion damage, or damage by burrowing animals or growth of vegetation on or adjacent to the Cap which exposes the geotextile fabric layer at the base of the Cap, must be identified and repaired within 120 days of the inspection. Damage which exposes soil underlying the geotextile fabric layer of the Cap, must be repaired within 30 days of discovery.
 - (iv) Inspections under paragraph (iii) shall be documented in a log book which shall provide inspection dates, nature of any observed damage to the Cap and the repair work undertaken.

I attest that I have personally examined and am familiar with the information on which this LSP opinion is based and, in my professional judgment, this AUL opinion complies with the requirements for said opinions established under 310 CMR 40.1074(1)(b).

Signature:



Typed Name: Kevin J. O'Reilly

LSP Seal:



Date: 8-24, 2011

License Number: 9908

EXHIBIT D

To Whom It May Concern:

As the General Partners of Oldon Limited Partnership (Oldon), the undersigned do hereby authorize Eileen O'Leary Sullivan to execute an Activity and Use Limitation, and any and all documents related thereto, for the property owned by Oldon and located at 19 Wemelco Way in Easthampton, Massachusetts.

Eileen O'Leary Sullivan

Signature

Date

Marie F. O'Leary

Signature

Date

Susan O'Leary Mulhern

Signature

Date

Attachment: Oldon Limited Partnership Document (8-3-11)

ATTEST: HAMPSHIRE, Marianne L. Donohue, REGISTER
MARIANNE L. DONOHUE

The foregoing is a true copy of the record in
Book 10654, Page 328, of the Hampshire
County Registry of Deeds.

Date September 16, 2011

ATTEST:

Marianne L. Doherty

REGISTER



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth



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Recorded: 09/13/2011 12:15 PM

AUGUST 3, 2011

To Whom it May Concern:

I hereby certify that according to the records in this office, a Certificate of Formation of Limited Partnership was filed in this office by

OLDON LIMITED PARTNERSHIP

in accordance with the provisions of Massachusetts General Laws, Chapter 109, on **DECEMBER 22, 1986.**

I further certify that said Limited Partnership has filed all annual reports due and paid all fees with respect to such reports; that said Limited Partnership has not filed a Certificate of Cancellation; that said Limited Partnership has not been administratively dissolved; and that, so far as appears of record, said Limited Partnership has legal existence and is in good standing with this office.

I also certify that the names of the General Partners as listed in the most recent filings are as follows:

EILEEN O'LEARY SULLIVAN 33 MOUNTAIN VIEW DRIVE, HOLYOKE MA 01040
MARIE F. O'LEARY TWO WINDPATH EAST, WEST SPRINGFIELD MA 01089
SUSAN O'LEARY MULHERN 46 OVERBROOK LANE LONGMEADOW MA 01106

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

Secretary of the Commonwealth



Processed By:CFM

ATTEST: HAMPSHIRE, *Marianne L. Donohue*, REGISTER
MARIANNE L. DONOHUE

The foregoing is a true copy of the record in
Book 10654, Page 343, of the Hampshire
County Registry of Deeds.

Date September 16, 2011

ATTEST:

Marionette L. Dwyer

REGISTER

The foregoing is a true copy of the Plan in Plan
Book 225 Page 166, of the
Hampshire Registry of Deeds.

DATE September 13, 2011

ATTEST:

Margaret L. Corbett

REGISTRAR