

TRUSTEE'S DEED

KNOW ALL MEN BY THESE PRESENTS that I, ROBERT L. SHUMWAY, TRUSTEE OF SHUMWAY NOMINEE TRUST I, under an Indenture of Trust dated October 17, 1991 and recorded in the Hampshire County Registry of Deeds in Book 3815, Page 336, (the "Trust")

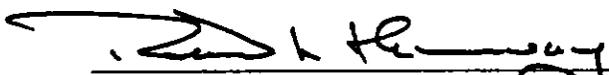
in consideration of ONE DOLLAR (\$1.00)

grant to the SHUMWAY I LIMITED PARTNERSHIP, a Massachusetts Limited partnership with a mailing address of 12 Hallock Street, Amherst, Massachusetts, attention of Mr. John C. Shumway

those certain tracts or parcels of land and the buildings thereon situate in Hampshire County, Commonwealth of Massachusetts, bounded and described on Schedule "A" attached hereto and made a part hereof.

No title examinations were conducted in connection with these conveyances.

Executed as a sealed instrument this 29th day of May, 1996.


Robert L. Shumway, Trustee of Shumway Nominee Trust

Commonwealth of Massachusetts

Hampshire County ss.

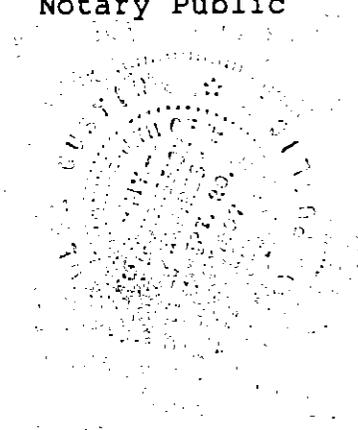
May 29, 1996

Then personally appeared the above-named ROBERT L. SHUMWAY, TRUSTEE OF SHUMWAY NOMINEE TRUST I, under an Indenture of Trust dated October 17, 1991, and acknowledged the foregoing to be his free act and deed and the free act and deed of the aforesaid Trust, before me


Notary Public

My commission expires: 9/26/97

5573A



SCHEDULE "A"

PARCEL I - 24 Hallock Street

Those two tracts of land in Amherst, Hampshire County, Massachusetts situate on the South side of Hallock Street described in deed of Earl F. Shumway and Vertene E. Shumway to Robert L. Shumway and Eleanor C. Shumway, dated January 2, 1957, recorded in the Hampshire County Registry of Deeds in Book 1244, Page 232.

Subject to an easement granted to the Inhabitants of the Town of Amherst by instrument dated December 10, 1962 and recorded in the Hampshire County Registry of Deeds in Book 1397, Page 346.

Being the same premises conveyed to Grantor herein by deed of Robert L. Shumway and Eleanor C. Shumway dated October 17, 1991 and recorded in the Hampshire County Registry of Deeds in Book 3815, Page 342, and more particularly described in said deed as Parcel Three.

PARCEL II - 12 Hallock Street

The land in Amherst, Hampshire County, Massachusetts, situate on the South side of Hallock Street, bounded and described as follows:

Beginning at the Northeasterly corner of the granted premises, at an iron pipe set in the Southerly line of Hallock Street, which iron pin is 24 feet Easterly of a stone bound and 93 feet Westerly of the Southwesterly corner of the intersection of Hallock Street and North Pleasant Street; thence from said place of beginning N. 81° W. one hundred ten and 85/100 feet along Hallock Street to an iron pipe at land now or formerly of Vertene Shumway; thence S. 17° 25' W. seventy-two (72) feet along land of said Shumway to an iron pipe at land now or formerly of Florence B. Cutler; thence S. 75° 10' E. one hundred sixteen (116) feet along said Cutler land to an iron pin; thence N. 10° 15' E. seventy-six (76) feet along said Cutler land to the place of beginning.

Granting also the right to use the Northerly seventy-two feet of the right of way twelve feet wide along the West end of the premises, which said right of way is seventy-six feet long and was created by deeds between George Cutler and Vertene Shumway, dated April 6, 1943, and recorded in Hampshire County Registry of Deeds, Book 973, Pages 33 and 34.

RESERVING to Florence B. Cutler, her heirs and assigns, the right to use said right of way for the benefit of another parcel of her land contiguous to said right of way at its South end; together with a right of way near the Southwest corner of the granted premises over

that portion of the existing driveway that bends Southeasterly to afford access to a garage building on her land immediately South of the granted premises.

Being the same premises conveyed to Grantor herein by deed of Robert L. Shumway and Eleanor C. Shumway dated October 17, 1991 and recorded in the Hampshire County Registry of Deeds in Book 3815, Page 342, and more particularly described in said deed as Parcel Ten.

PARCEL III - 21 Cowles Lane

The land in Amherst, Hampshire County, Massachusetts situate on the Northerly side of Cowles Lane, described in deed of Earl F. Shumway and Vertene E. Shumway to Robert L. Shumway and Eleanor C. Shumway, dated December 31, 1956, recorded in the Hampshire County Registry of Deeds in Book 1238, Page 465.

Being the same premises conveyed to Grantor herein by deed of Robert L. Shumway and Eleanor C. Shumway dated October 17, 1991 and recorded in the Hampshire County Registry of Deeds in Book 3815, Page 342, and more particularly described in said deed as Parcel Two.

PARCEL IV - Cowles Lane - Unnumbered

The land in Amherst, Hampshire County, Massachusetts situate on the North side of Cowles Lane, described in deed of Francis M. Bartholomew and Edna M. Bartholomew to Robert L. Shumway and Eleanor C. Shumway, dated July 2, 1963, recorded in the Hampshire County Registry of Deeds in Book 1412, Page 343.

Subject to easement granted to Western Massachusetts Electric Company and New England Telephone and Telegraph Company dated July 9, 1963 and recorded in the Hampshire County Registry of Deeds in Book 1413, Page 61.

Being the same premises conveyed to Grantor herein by deed of Robert L. Shumway and Eleanor C. Shumway dated October 17, 1991 and recorded in the Hampshire County Registry of Deeds in Book 3815, Page 342, and more particularly described in said deed as Parcel Six.

PARCEL V - 24 Cowles Lane

The land in Amherst, Hampshire County, Massachusetts situate on the Northerly side of Cowles Lane, described in deed of Earl F. Shumway and Vertene E. Shumway to Robert L. Shumway and Eleanor C. Shumway, dated October 23, 1956, recorded in the Hampshire County Registry of Deeds in Book 1237, Page 246.

Being the same premises conveyed to Grantor herein by deed of Robert L. Shumway and Eleanor C. Shumway dated October 17, 1991 and

recorded in the Hampshire County Registry of Deeds in Book 3815, Page 342, and more particularly described in said deed as Parcel One.

PARCEL VI - 26 Hallock Street

The land in Amherst, Hampshire County, Massachusetts situate off the Easterly side of North Prospect Street, described in deed of Everett L. Roberts to Robert L. Shumway and Eleanor C. Shumway, dated January 8, 1963, recorded in the Hampshire County Registry of Deeds in Book 1399, Page 252.

Being the same premises conveyed to Grantor herein by deed of Robert L. Shumway and Eleanor C. Shumway dated October 17, 1991 and recorded in the Hampshire County Registry of Deeds in Book 3815, Page 342, and more particularly described in said deed as Parcel Five.

PARCEL VII - 21 Hallock Street

The land in Amherst, Hampshire County, Massachusetts situate on the North side of Hallock Street, described in deed of Arthur R. Williams to Robert L. Shumway and Eleanor C. Shumway, dated June 29, 1967, recorded in the Hampshire County Registry of Deeds in Book 1509, Page 504.

Subject to an easement agreement with Times Mirror Cable Television of Pioneer Valley, Inc. recorded in said Registry of Deeds in Book 3659, Page 305. Being Parcel Nine.

This conveyance creates no new Boundaries

PARCEL VIII - 308 N. Pleasant Street

The land in Amherst, Hampshire County, Massachusetts situate on the West side of North Pleasant Street, described in deed of William P. Rackliffe and Evelyn Rackliffe to Robert L. Shumway and Eleanor C. Shumway, dated April 12, 1960, recorded in the Hampshire County Registry of Deeds in Book 1323, Page 500.

Subject to an easement agreement with Times Mirror Cable Television of Pioneer Valley, Inc. recorded in said Registry of Deeds in Book 3660, Page 1. Being Parcel Four.

This conveyance creates no new Boundaries

PARCEL IX - 220 N. Pleasant Street

The land in Amherst, Hampshire County, Massachusetts situate on the Westerly side of North Pleasant Street, described in deed of Robert W. Gage and Margaret R. Gage to Robert L. Shumway and Eleanor C. Shumway, dated July 1, 1965, recorded in the Hampshire County Registry of Deeds in Book 1465, Page 272. Being Parcel Eight.

This conveyance creates no new Boundaries

PARCEL X - 168 N. Pleasant Street

The land in Amherst, Hampshire County, Massachusetts, with the buildings thereon, situate at the northerly corner of North Pleasant Street and Cowles Lane, bounded and described as follows:

Easterly by North Pleasant Street forty-one and seventy-three hundredths (41.73) feet; southerly by Cowles Lane one hundred fifty-five and eighty-one hundredths (155.81) feet; westerly by land now or formerly of Earl F. Shumway et ux seventy-nine and forty-three hundredths (79.43) feet; northerly by land formerly of one Bardwell, now or formerly of one Chapman, one hundred fifty (150) feet; the northeasterly and southeasterly corners are marked by old iron pipes.

Reference is hereby made to "Plan Showing Parcel of Land containing 9,080 sq. ft. more or less, in Amherst, Mass., belonging to Earl F. & Vertene E. Shumway", recorded in Hampshire County Registry of Deeds, in Plan Book 34, Page 33.

Being the same premises conveyed to Grantor herein by deed of Robert L. Shumway and Eleanor C. Shumway dated October 17, 1991 and recorded in the Hampshire County Registry of Deeds in Book 3815, Page 342, and more particularly described in said deed as Parcel Eleven.

PARCEL XI - Hadley Street, So. Hadley

The land in South Hadley, Hampshire County, Massachusetts, on the Northeasterly side of Hadley Street, described in deed of Howard E. Keyes to Robert L. Shumway and Eleanor C. Shumway, dated July 1, 1965, recorded in the Hampshire County Registry of Deeds in Book 1465, Page 264.

Being the same premises conveyed to Grantor herein by deed of Robert L. Shumway and Eleanor C. Shumway dated October 17, 1991 and recorded in the Hampshire County Registry of Deeds in Book 3815, Page 342, and more particularly described in said deed as Parcel Seven.

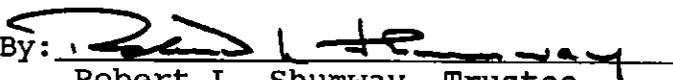
AFFIDAVIT OF TRUSTEE
UNDER M.G.L. CHAPTER 183, SECTION 5B

I, the undersigned hereby certify, warrant and represent under oath as follows:

1. The undersigned ROBERT L. SHUMWAY is the Trustee of the SHUMWAY NOMINEE TRUST I dated October 17, 1991 and recorded in the Hampden County Registry of Deeds in Book 3815, Page 336 (the "Trust").
2. That as of the date hereof, the Trust has not been amended or revoked and that no termination of the Trust has occurred. The Trust remains in full force and effect.
3. That in accordance with said Trust, I as Trustee have been given power and authority pursuant to a Beneficiary Certificate to act, execute, deliver any and all documents relating and necessary to conveyance of real estate situate in Hampshire County, Massachusetts described in the Trustee's Deed to which this Affidavit is attached and made a part thereof.
4. That as Trustee of the Trust, the execution and delivery of such documents and of this Affidavit are conclusive evidence of my authority to do so; and, pursuant to said Trust, this Affidavit may be relied upon by any party as conclusive evidence of my authority and the representations herein.

Executed under the pains and penalties of perjury this 20th day of June, 1996.

SHUMWAY NOMINEE TRUST I

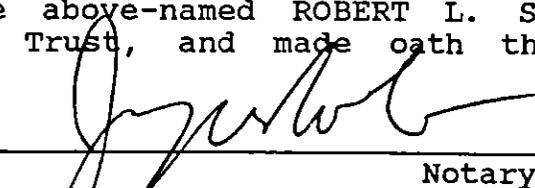
By: 
Robert L. Shumway, Trustee

Commonwealth of Massachusetts

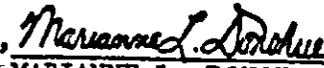
Hampden, ss.

June 20th, 1996

Then personally appeared the above-named ROBERT L. SHUMWAY, Trustee of the Shumway Nominee Trust, and made oath that the foregoing statement is true.


Notary Public
My commission expires: 6/28/96

5676A

ATTEST: HAMPSHIRE, , REGISTER
MARIANNE L. DONOHUE