

## GOVERNOR'S DEED

**KNOW ALL BY THESE PRESENTS** that the **STATE OF MAINE (the "Grantor")**, acting by and through its Governor, on recommendation of the Commissioner of the Department of Transportation, under and pursuant to the provisions of 23 M.R.S.A., Section 61, for consideration, the sufficiency of which is hereby acknowledged, **RELEASES** to **THE CITY OF PORTLAND (the "Grantee")**, a body corporate and politic, its successors and assigns forever, whose mailing address is 389 Congress Street, Portland, Maine 04101-3503, all its right, title and interest in and to those certain lots or parcels of land in the City of Portland, County of Cumberland, and State of Maine, as described on **Exhibit A**, attached hereto and made a part hereof.

Also releasing to the Grantee, the City of Portland, all of Grantor's rights and interest in and to a permanent easement over a strip of land twenty-six (26) feet in width being located on or near the existing main line railroad track that runs the entire length of the premises described in a Governor's Deed from Grantor to Grantee dated March 12, 2003, recorded in the Cumberland County Registry of Deeds, Book 19057, Page 107 between Elm Street and Franklin Arterial (the "Easement Area"). Said main line railroad track is shown on a plan entitled "Right of Way and Track Map Portland Terminal Operated by the Portland Terminal Company" dated June 30, 1916, Map V1C/2, on file at the Maine Department of Transportation, Augusta, Maine.

**BY ACCEPTANCE OF THIS DEED**, the Grantee, the City of Portland, shall restrict the use of the within-conveyed Premises (the "Premises"), or any portion thereof, to the following: commercial business uses, rail/industrial uses and/or passive recreational uses. Such uses shall not require the withdrawal of groundwater for drinking water or other uses. By this restriction the Grantee covenants and agrees for itself, its successors and assigns, not to allow the Premises, or any portion thereof, to be used for any residential or active recreational use with the exception of paved recreational trails. Residential use includes, but is not limited to, single family dwellings, apartment houses, condominiums, hotels, motels, inns, boarding houses, multi-family dwellings and/or any use that involves a structure to be used primarily for human habitation for any extended period of time. Active Recreational use includes, but is not limited to, athletic fields, sports facilities, parks and/or any use which subjects the Premises to use by the general public for active recreational activities, except as provided herein. In addition, by this restriction the Grantee covenants and agrees for itself, its successors and assigns, not to allow the Premises or any portion thereof to be used as a site for a hospital, nursing home, rehabilitation facility, daycare facility for persons of any age or educational facility (public or private).

In the event of any violation of the above restrictions, the Grantor, said State of Maine, its successors and assigns, and Portland Terminal Company shall have the right to enforce the same and shall have available all remedies at law and in equity.

The provisions of the preceding two paragraphs are a covenant running with the Premises and shall be expressly included in any deed, lease or other instrument conveying or creating any

interest in all or part of the Premises and shall be binding upon the Grantee's successors and assigns therein. Notwithstanding the foregoing, the provisions of the previous two paragraphs may be extinguished by the express written consent of the Grantor, said State of Maine, and Portland Terminal Company, which consent shall not be unreasonably withheld.

**SUBJECT** to the exceptions, reservations, conditions, covenants and agreements contained in the release deed from Portland Terminal Company to the Grantor dated September 4, 2001, recorded in the Cumberland County Registry of Deeds, Book 16707, Page 206.

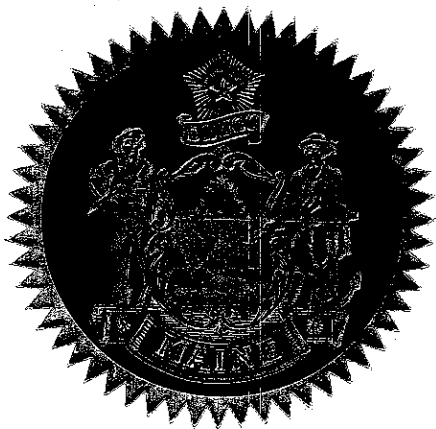
**SUBJECT TO** all utility easements and installations located on the above described premises, including those shown on the herein referred to Right of Way Map, and to those rights which any utility enjoys over the subject premises for maintenance, location or relocation of poles and other installations.

**THE STATE** makes no representations or warranties with respect to the premises herein conveyed. The representations and warranties so excluded encompass, but are not limited to, those pertaining to: land use and environmental matters; fitness of the premises or any portion thereof for any particular purposes; water quality or quantity; the condition or quality of the soil; inchoate or unrecorded liens; status of title to or rights within that area lying between the high and low water marks; or the existence, status, or condition of access to, or public utilities serving the premises. Any subsequent use of, improvement to, or construction on the parcel is subject to all applicable laws, regulations, ordinances, and permitting requirements.

IN WITNESS WHEREOF, I, John E. Baldacci, Governor of the State of Maine, have caused the name and great seal of the State of Maine to be hereto affixed this 26<sup>th</sup> day of Sept. in the year two thousand five.

STATE OF MAINE

By: John E. Baldacci, Governor  
John E. Baldacci



Affixed by: [Signature]  
Secretary of State

STATE OF MAINE  
COUNTY OF KENNEBEC

September 26, 2005

Personally appeared the above-named John E. Baldacci, Governor of the State of Maine and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of the State of Maine.

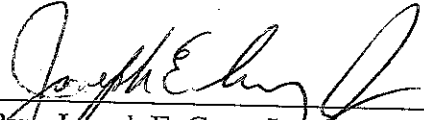
Before me [Signature]  
Notary Public/Attorney at Law  
THOMAS B. FEDERLE  
Print Name NOTARY PUBLIC  
AS ATTORNEY AT LAW  
My commission expires Sept 10 2006  
MY COMMISSION DOES NOT EXPIRE

SEAL

**GRANTEE'S ACCEPTANCE**

The City of Portland hereby accepts the above-described Premises subject to the terms and conditions contained therein.

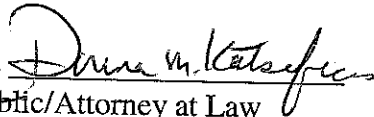
**CITY OF PORTLAND**

  
By: Joseph E. Gray, Jr.  
Its City Manager, Duly Authorized

**STATE OF MAINE  
COUNTY OF CUMBERLAND**

September 28, 2005

Personally appeared the above-named Joseph E. Gray, Jr., City Manager of the City of Portland, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of the City of Portland.

Before me   
~~Notary Public~~/Attorney at Law

Print Name: DONNA M. KATSIFIAS

My commission expires: \_\_\_\_\_

**EXHIBIT A**

Three certain lots or parcel of land totaling approximately 2.66 acres situated in the City of Portland, County of Cumberland and State of Maine, being those portions of the former "Union Branch" rail corridor located as follows:

1. Between the northeast right of way boundary of Forest Avenue and extending northeasterly to the north right of way boundary of Elm Street and the southwest boundary of land described in a Governor's Deed from the State of Maine to the City of Portland dated March 12, 2003, recorded in the Cumberland County Registry of Deeds, Book 19057, Page 107 (the "First Governor's Deed");
2. Between the southwest right of way boundary of the Franklin Arterial and the northeast boundary of land described in the First Governor's Deed, and extending northerly to the south right of way boundary of Boyd Street; and
3. Between the north right of way boundary of Diamond Street and extending northerly to Tukey's Bridge.

Meaning and intending to convey all of the State of Maine's right, title and interest in and to the Union Branch rail corridor, so-called, wheresoever located on the face of the earth, that is situated northerly of the northeast right of way boundary of Forest Avenue in the City of Portland, said rail corridor being a portion of the premises described in a deed from the Portland Terminal Company to the State of Maine dated September 4, 2001, recorded in the Cumberland County Registry of Deeds, Book 16707, Page 206.

H/Legal Shared/AHughes/Union Branch/UB Freight Yard/Exhibit A 8-31-05

Received  
Recorded Register of Deeds  
Sep 29, 2005 09:53:27A  
Cumberland County  
John B O'Brien