

Appeal Period Expires 11/7/07
 Zoning District MXD-PUD

Town of Essex, Vermont
Application for Zoning Permit
 www.essex.org

Application Date 10/18/07
 Permit Number 2007-159

All construction is to be completed in accordance with the Town of Essex Zoning Regulations and any/all federal or state regulations now in effect. You are required to post this permit in a conspicuous location on the property and it must remain posted throughout the construction period.

Any interested person may appeal the decision of the Zoning Administrator to the Zoning Board of Adjustment within fifteen (15) days of the permit's date of issuance. Commencing construction within this fifteen (15) day appeal period is prohibited by law.

Occupancy of the premises shall not take place until a Certificate of Occupancy is obtained.

Approval is subject to accuracy of information provided by the applicant.

A Parcel Account Numb. (Map-Parcel-Lot) 2- 092-002-005
 (found in Town Assessor's Office)
 Property Address: 15 21 ESSEX WAY
 Owner: RICK BIBENS Acorn Associates LXXXIX LTD
 Owner Address: P.O. Box 381 NORTH SPRINGFIELD, VT
 Owner Phone: (work) 886-2288 (home) _____
 (cell) 233-7728 (Email) _____
 Contractors name: DOUSEVICZ, INC Phone: 860-7315
 Cell: 999-2360
 Estimated Construction Dates: Start 10/1/07 Completion: 5/1/08
 Sq. Feet: 12,094 Estimated Cost (labor & materials): \$900,000

B Sewage Disposal (Please attach Sewer or Septic Application).
 Public Private Connection Fee \$ 3100 Date Paid: 10/19/07
 Proposed New Bedrooms: _____ Existing Bedrooms _____

C Water (Please attach Water Service Application).
 Public Private Fee \$ 2350 Date Paid: 10/19/07

D Driveway (Please attach copy of approved Curbcut / Utility Application).
 Date of approval 1/1/07 n/a

E Stormwater Covered by State "umbrella" permit for Long Farm
 Project disturbs an area greater than or equal to 1 acre - Erosion Control Permit Required. Attach completed permit application.
 Project creates new or expands existing impervious surface greater than or equal to 1/2 acre - Erosion Control Permit and Stormwater Management Permit required. Attach completed permit application.

F Diagram - Show a sketch of project on reverse of this application with property lines, building, and setbacks or attach separate sheet. (Instruction sheet available upon request.)
SEE ATTACHED 11x17 DRAWINGS
As per PC 2007-32 8/23/07

G Signature of Owner [Signature]

G

Check box(es) which describe proposed use or construction (circle choice in parenthesis).
 N = New A = Addition R = Remodel

<i>Residential:</i>	N	A	R
Single Family	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Two-family (duplex)(other)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Multi-family	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Condominium / Townhouse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mobile home	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Inclusions or Additions:</i>			
Garage (attached) (detached)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Porch (enclosed) (open)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Deck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pool (in) (above) ground	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Shed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Barn (residential) (agriculture)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Non-residential:</i>			
Commercial / Industrial	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Stormwater:</i>			
Stormwater	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Erosion Control	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Other:</i>			
Change in use	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Miscellaneous	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Renewal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Office Use Only

Fees:	Type	Amount	Date Pd
	Permit	\$ <u>2,200</u>	<u>10/19/07</u>
	1/4" Scale School	\$ _____	_____
	Recreation	\$ <u>7,068</u>	<u>10/18/07</u>
	Recording	\$ <u>16</u>	<u>10/18/07</u>
	CO-Other	\$ <u>85</u>	<u>10/18/07</u>

Building Permit
 Approved Rejected Date 10/23/07
 Issued to: Acorn Associates LXXXIX LTD
 Zoning Administrator: [Signature]
 Notes: _____

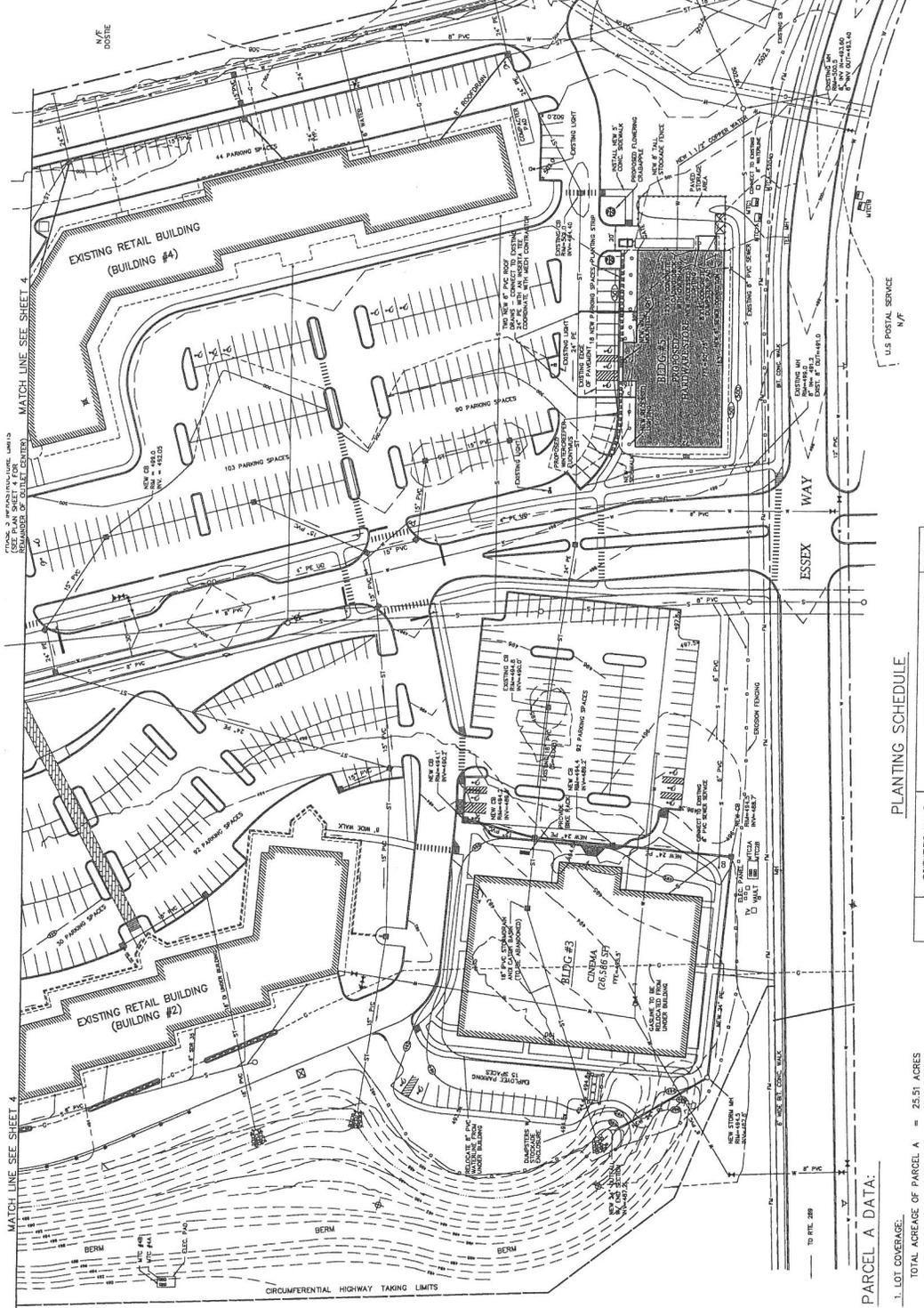
C.O. Required Yes No

1503

THIS PERMIT VALID FOR TWELVE (12) MONTHS FROM DATE OF ISSUE

(web) 01/25/06

aka Bibens Ace Hardware



PLANTING SCHEDULE

SCIENTIFIC NAME	COMMON NAME	SIZE
28 EUDONNUS FORTUNEI	WINTERCREPER EUONYMUS (CANADALE GOLD)	12"-18"
2 MALUS FLORIBUNDA	FLOWERING CRABAPPLE	15"-20"

* - SEE TREE PROTECTION REQUIREMENTS ON SHEET 3 FOR EXISTING EXISTING STREET TREES ALONG ESSEX WAY

PARCEL A DATA:

1. LOT COVERAGE:

- TOTAL ACRES OF PARCEL A = 25.51 ACRES
- NEW BUILDINGS = 12,094 S.F.
- TOTAL BUILDING COVERAGE = 163,248 S.F. (14.80%)
- PARKING AND WALK COVERAGE = 601,507 S.F. (54.15%)
- OPEN SPACE = 343,670 S.F. (30.95%)

2. PARKING (INCLUDES SHARED PARKING WITH HANNAFCROSS):

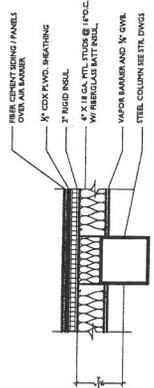
- EXISTING = 1024
- PROPOSED = 19
- TOTAL = 1042

DATE: 11/17/20
 DRAWN BY: J. BURKE
 CHECKED BY: J. BURKE
 PROJECT: ESSEX OUTLET FAIR
 LANG FARM CENTER
 ESSEX, VERMONT
 PROPOSED NEW BUILDINGS
 AND PARKING
 SHEET # 1

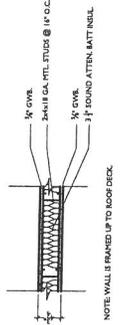
OWNER:
 EUROWEST PROPERTIES, INC.
 P.O. BOX 8567
 ESSEX, VERMONT 05451

GRAPHIC SCALE
 1 inch = 10' ft.

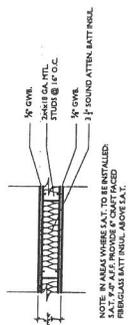
ESSEX OUTLET FAIR
 LANG FARM CENTER
 ESSEX, VERMONT
 PROPOSED NEW BUILDINGS
 AND PARKING
 SHEET # 1



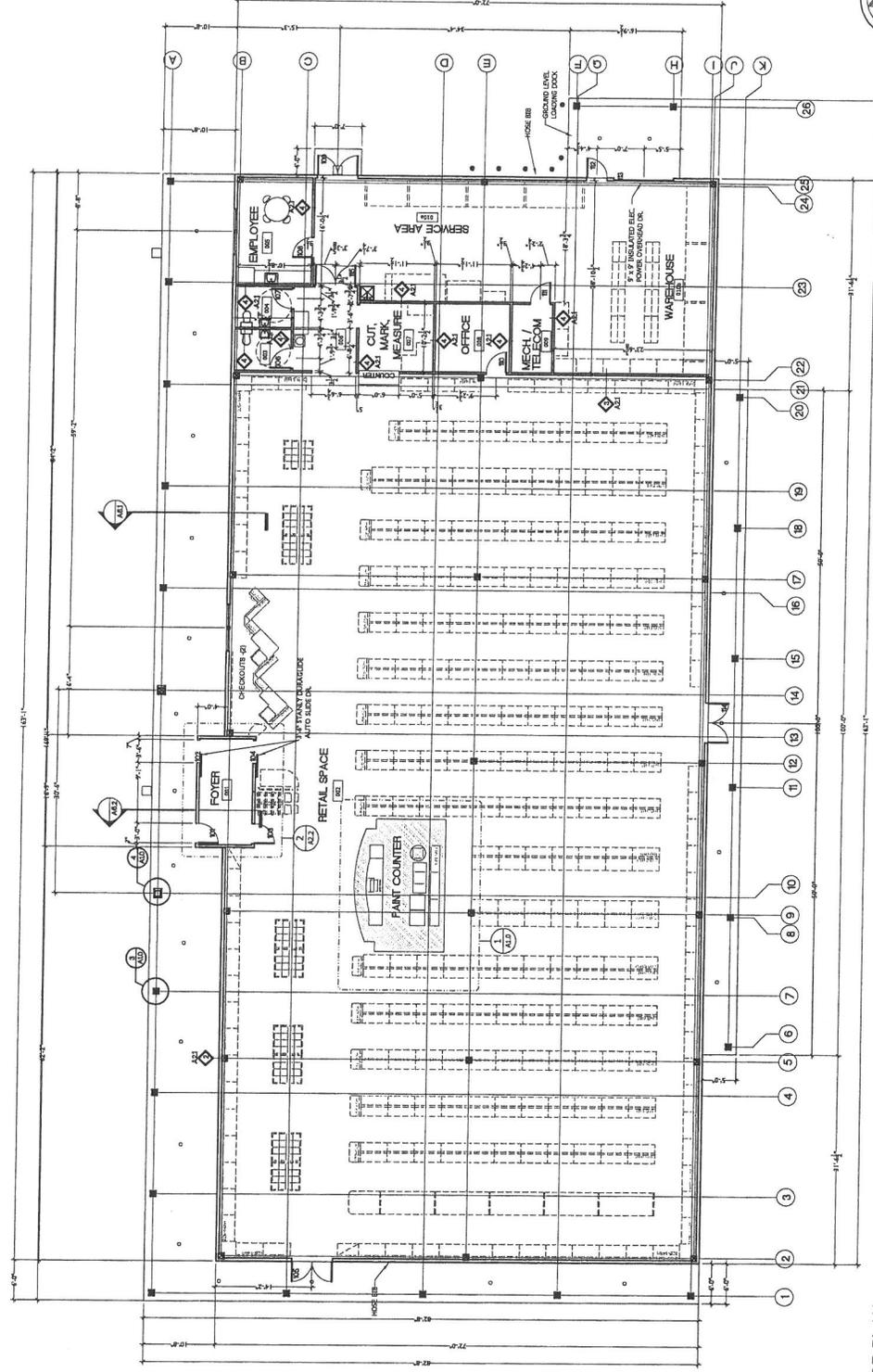
2 TYP. EXT. WALL CONSTR.
SCALE: 1/8" = 1'-0"



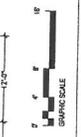
3 TYP. FULL HGT. PARTITION WALL
SCALE: 1/8" = 1'-0"



4 TYP. PARTIAL HGT. PARTITION WALL
SCALE: 1/8" = 1'-0"



1 FLOOR PLAN
SCALE: 1/8" = 1'-0"



CONSTRUCTION SET
DATE: 8/20/07

Sheet . of .
A2.1

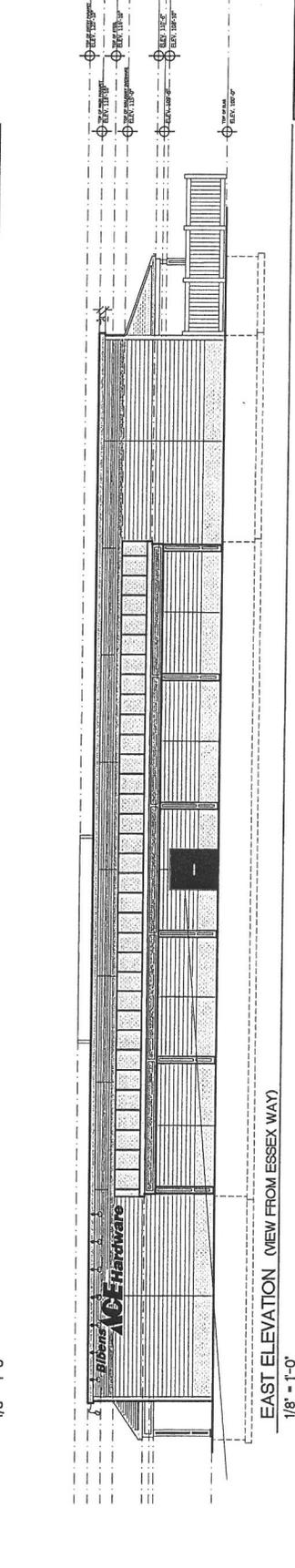
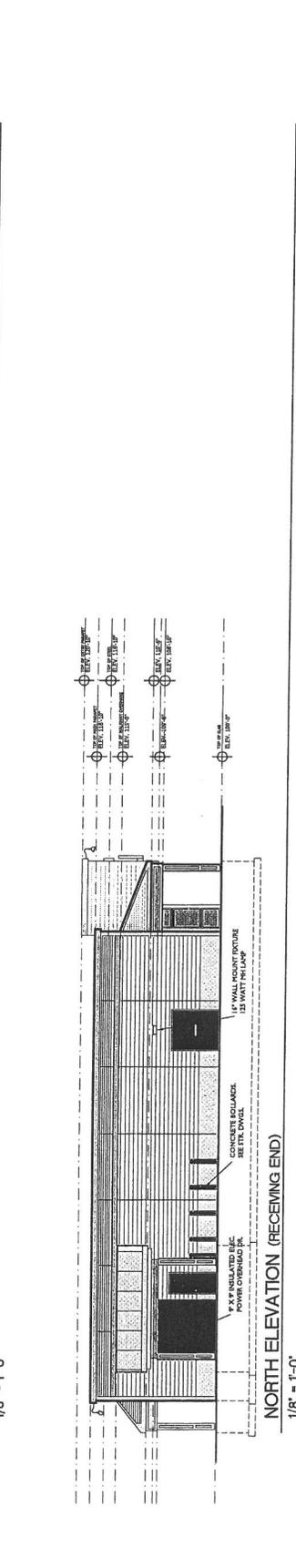
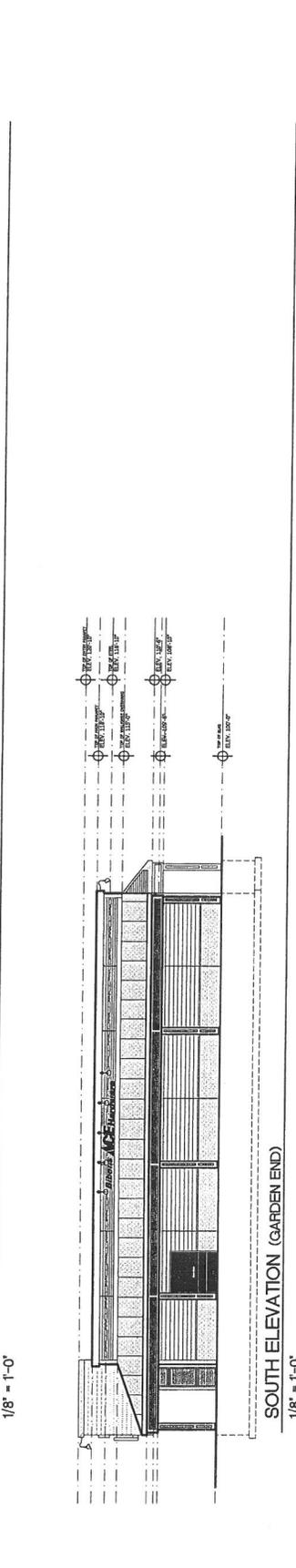
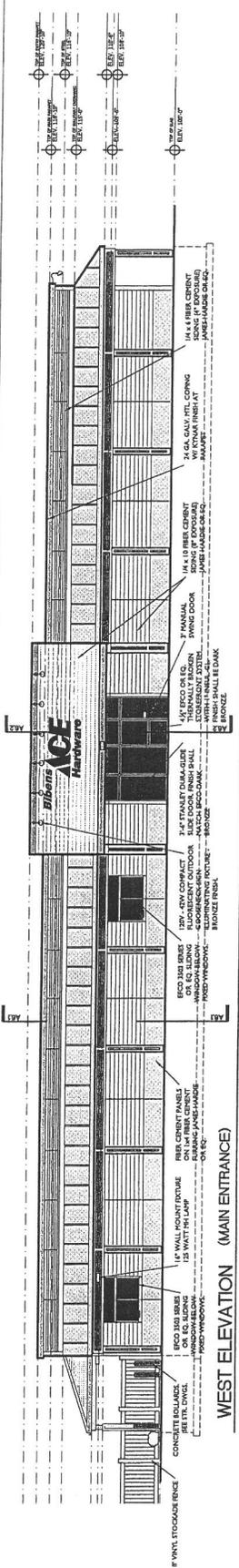
Project	Scale	Date
BIBENS ACE Hardware	1/8" = 1'-0"	8/20/07
LMA FARM CENTER - EBBEX, VERMONT		
Drawn by		
Checked by		
File #		
Date		
Revisions		

FLOOR PLAN

Project title
BIBENS ACE Hardware
LMA FARM CENTER - EBBEX, VERMONT

20 North Street, Ebbes, Vermont 05442
P. 802.879.2515 | F. 802.879.2764
www.bibensace.com

Architect
Planning
Interior



TO: Zoning Administration / Water/Sewer Bookkeeper

FROM: Public Works Department W/O # _____

The following service has been approved: Permit # 2007-##

Date: October 22, 2007

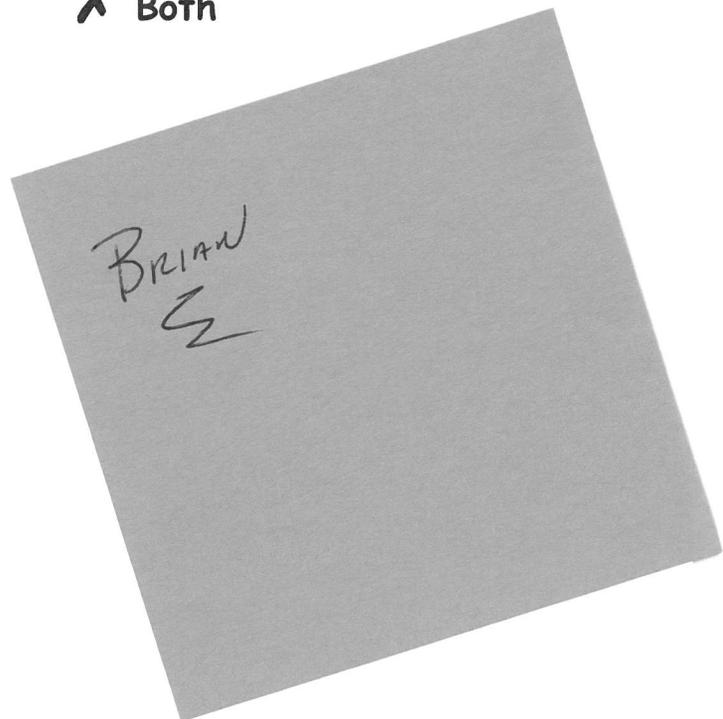
Name: Ace Home Center

Street: 21 Essex Way (Building 5)

Lot #: 092/002/005

Water Sewer Both

Initials: AKM



TOWN OF ESSEX, VERMONT
APPLICATION FOR CURB CUT / UTILITY PERMIT

Pursuant to Title 19 V.S.A. Section 43. Application for Curb Cut and Utility Installation in Town Right-of-Way.

All applications for curb cuts and utility installations shall be submitted to the Director of Public Works/Town Engineer for review. Applicants shall submit the information requested on this form and any additional information requested by the Director of Public Works /Town Engineer for a clear understanding of this application. The permit is issued under authority of the Town Manager in accordance with Section 601 of the Town Charter and 24 V.S.A. paragraph 1236 (2)

Application No. _____ / _____
Date

Property Address: 21 ESSEX WAY, BLDG 5 Owner Name: ACE HOME CENTER, RICK BIBENS
Owner Address: P.O. BOX 381 NORTH SPRINGFIELD Phone Number - (w) 880-2288 (h) 233-7128

Town Tax Map # 092 Parcel # 002

Application is for: (check one)
A) New Curb Cut B) Utility Installation: Overhead _____ Underground _____

Please use attached diagram to describe location and type of installation.

Comments by Director of Public Works/Town Engineer:
Culvert: Yes ___ No ___ Water Bar(s): Yes ___ No ___
Culvert Size: _____ Total Length of Culvert: _____
Diameter (18 inch minimum) (30 foot minimum)

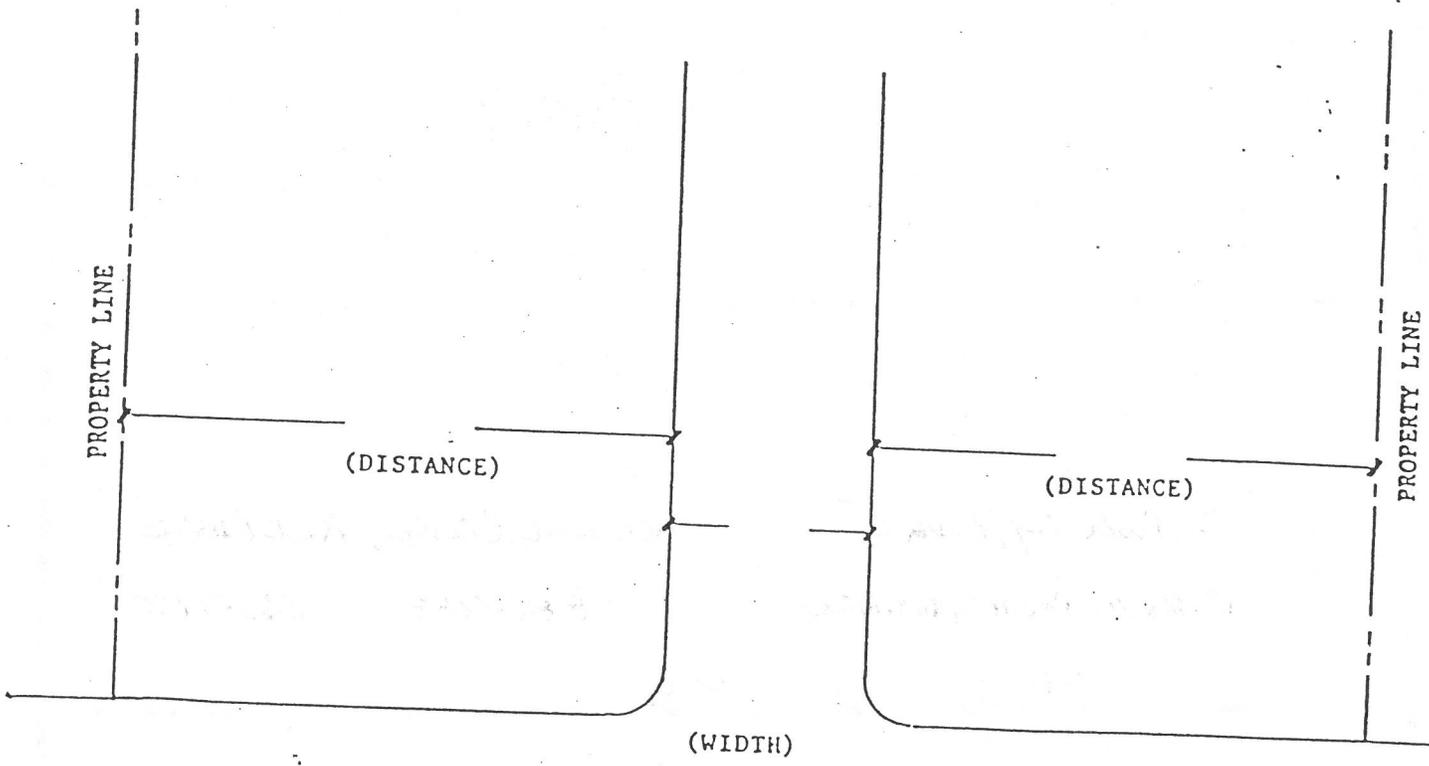
**** FOR OFFICE USE ONLY ****

Signature of Owner
[Signature]

Fee Paid _____
Approved: Rejected _____ Date _____
[Signature]

Per Authority of the Town Manager by the
Director of Public Works/Town Engineer

1. Culvert must be HIGH DENSITY POLYETHYLENE (HDPE) PIPE
 2. Culvert will be purchased by Applicant
 3. Culvert will be purchased and installed by the applicant. The Town of Essex Department of Public Works will inspect.
- Note: A MINIMUM OF 24 HOURS NOTICE IS REQUIRED PRIOR TO COMMENCEMENT OF CONSTRUCTION. WITHIN 24 HOURS OF COMPLETION, THE APPLICANT IS REQUIRED TO NOTIFY THE DIRECTOR OF PUBLIC WORKS/TOWN ENGINEER FOR INSPECTION PURPOSES.



_____ STREET NAME _____

Comments and / or special instructions from Director of Public Works / Town Engineer:

As per plans

NOTE: A MINIMUM OF 24 HOURS IS REQUIRED PRIOR TO COMMENCEMENT OF CONSTRUCTION. WITHIN 24 HOURS OF COMPLETION, THE APPLICANT IS REQUIRED TO NOTIFY THE DIRECTOR OF PUBLIC WORKS / TOWN ENGINEER FOR INSPECTION PURPOSES.

COLLINS, McMAHON & HARRIS, P.L.L.C.
 P.O. Box 1623
 308 Main Street
 Burlington, Vermont 05402-1623
 (802) 862-3524
 FAX - (802) 862-1794

This transmission contains information which is CONFIDENTIAL - Please see notice below.

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TO: Town of Essex, **ATTN: Brian**
 FROM: Audrey Robinson, Paralegal, for John J. Collins, Esq.
 FAX: 878-1353
 DATE: October 24, 2007
 RE: Ace Hardware

Number of pages in transmission (including this cover sheet): 7

COMMENTS: Attached is a copy of the executed Warranty Deed for Rick Bibens' lot for the hardware store. All of the original documents will be delivered for recording this week.

URGENT

WARRANTY DEED

KNOW ALL PERSONS BY THESE PRESENTS that **EUROWEST RETAIL PARTNERS, LTD.**, a Vermont limited partnership with its office in the Town of Essex, County of Chittenden and State of Vermont, **Grantor**, in the consideration of **TEN AND MORE DOLLARS** paid to its full satisfaction by **ACORN ASSOCIATES LXXXIX, LTD.**, a Vermont corporation with its principal office in Littleton, County of Grafton and State of New Hampshire, **Grantee**, by these presents does hereby **GIVE, GRANT, SELL, CONVEY AND CONFIRM** unto said Grantee, **ACORN ASSOCIATES LXXXIX, LTD.**, and its successors and assigns forever, a certain piece of land in the Town of Essex, County of Chittenden and State of Vermont, more particularly described as follows, viz:

A lot of land consisting of 29,169 sq. ft., more or less, together with all improvements thereon and appurtenances thereto, located off Essex Way in the Town of Essex, Vermont (the "Premises"), depicted as "FOOTPRINT LOT, 29,169 SF" on a plan entitled "Ace Hardware Footprint Plan, Essex Shoppes and Cinema, Lang Farm Center, Essex, Vermont," prepared by O'Leary-Burke Civil Associates, PLC, dated September 19, 2007, last revised October 12, 2007, and recorded in Map Slide ___ of the Town of Essex Land Records (the "Plan"). The Premises are all of Unit 5 of the common interest community known and designated as Essex Shoppes and Cinema, all as defined and further described in the Amended and Restated Declaration of Planned Community by Eurowest Retail Partners, Ltd. and EOF Outlets, LLC and Eurowest Cinemas, LLC, dated as of October 15, 2007, and recorded in Volume ___ at Page ___ of the Town of Essex Land Records (the "Declaration").

Being a portion of the lands and premises conveyed to Eurowest Retail Partners, Ltd. by the following deeds: (1) Warranty Deed from John and Nancy Lang, Trustees dated January 28, 1994, and recorded in Volume 320 at Page 621 of the Town of Essex Land Records (Parcel Parcel F-3 as shown on the Plan); and (2) Warranty Deed from New England IBM Employees Federal Credit Union dated February 28, 1994 and recorded in Volume 320 at Page 644 of the Town of Essex Land Records (Parcel A as shown on the Plan).

The Premises are subject to and/or benefitted by the following:

1. Amended and Restated Declaration of Planned Community by Eurowest Retail Partners, Ltd. and EOF Outlets, LLC and Eurowest Cinemas, LLC, dated as of October 15, 2007, and recorded in Volume ___ at Page ___ of the Town of Essex Land Records.
2. Bylaws of the Essex Shoppes and Cinema Property Owners Association recorded in Volume ___ at Page ___ of the Town of Essex Land Records.
3. Water system rights reserved by Margaret Ayers in a Warranty Deed to John K. Lang and Lida M. Lang dated November 18, 1946, and recorded in Volume 46 at Page 560, and in a Trustee's Deed in the matter of Margaret K. Ayers, bankrupt, to John K. Lang and Lida M. Lang dated November 18, 1946 and recorded in Volume 46 at Page 559, as described in the Warranty Deed from New England IBM Employees Federal Credit Union to Eurowest Retail Partners, Ltd. dated February 28, 1994 and recorded in Volume 320 at Page 644 (conveying Parcel A).

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Attorneys

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12. The Property has the benefit of a sign easement conveyed by John and Nancy Lang to Mansfield Development Corporation dated October 23, 1992 and recorded in Volume 290 at Page 534, and corrected by instrument dated March 29, 1993 and recorded in Volume 298 at Page 472.
13. Easement for right of way conveyed by John and Nancy Lang, Trustees to New England IBM Employees Federal Credit Union by deed dated February 28, 1994 and recorded in Volume 320 at Pages 644.
14. Deed of Easement for Pipelines from Eurowest Retail Partnership [Partners], Ltd. to Vermont Gas Systems, Inc. dated February 7, 1995 and recorded on March 16, 1995 in Volume 334 at Page 607.
15. Utility easement from Eurowest Retail Partners, Ltd. to Green Mountain Power Corporation dated June 24, 1998 and recorded on April 14, 2000 in Volume 426 at Page 709.
16. Utility easement from Eurowest Retail Partners, Ltd. to Green Mountain Power Corporation dated March 10, 2000 and recorded on April 14, 2000 in Volume 426 at Page 715.
17. Utility easement from Eurowest Retail Partners, Ltd. to Green Mountain Power Corporation dated April 3, 2001 and recorded on April 20, 2001 in Volume 447 at Page 952.
18. Sleeve Agreement between State of Vermont Agency of Transportation and John and Nancy Lang dated June 9, 1993 and recorded in Volume 304 at Page 433.
19. Signage easement set forth in the Quit Claim Deed of John Lang and Nancy Lang, Trustees, to New England IBM Federal Credit Union dated August 13, 1993 and recorded in Volume 308 at Page 343.
20. Easements and rights of way depicted on Plans recorded at Map Slides 175, 273, 340, 345 and 381, as described in Section 8 below
21. Easements and encroachments as appear on the Plan entitled "The Lang Farm Center, Parcels A & F3, Essex, Vermont, Property Plat," prepared by Lamoureux & Stone, dated February 28, 1994, last revised May 30, 1996, as follows:
 - i. Apparent Utility Vault encroachment on Parcel F-3.
 - ii. Apparent Force Main and Clean-out encroachment on Parcel F-3.
 - iii. Telephone and electric lines installed on and near the westerly boundary of Parcel A, which are not attributed to any specific utility easement listed in this title opinion.
22. Easement Deed from Eurowest Retail Partners, Ltd. to Homestead Design, Inc. dated September 6, 1997 and recorded in Volume 371 at Page 748. (See Quitclaim Deed from Homestead Design, Inc. dated November 21, 1997 and recorded in Volume 376 at Page 68, releasing all easements except those granted in the Easement Deed and First Supplement to Amended and Restated Reciprocal Operating and Easement Agreement dated October 9, 1997, and recorded in Volume 376 at Page 69, described below.
23. Amended and Restated Reciprocal Operating and Easement Agreement dated February 27, 1995, and recorded in Volume 334 at Page 374 of the Town of Essex Land Records, as amended by (1) First Amendment to Amended and Restated Reciprocal Operating and Easement Agreement dated June __, 1995, and recorded in Volume __ at Page __, [not found recorded] and (2) Easement Deed and First Supplement to

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4. Rights, if any, of the heirs, successors and assigns of Fred and Edith Fiske to a right of way described in the Deed of William and Stella Wool to the Fiskes dated June 29, 1959, and recorded in Volume 63 at Page 95, as described in the Warranty Deed from John H. Lang and Nancy E. Lang, individually and as Trustees, to Eurowest Retail Partners, Ltd. dated January 28, 1994 and recorded in Volume 320 at Page 621 (conveying Parcel F-3).
5. Utility easements conveyed to John J. Lang and Nancy E. Lang by Quit Claim Deed of Mansfield Development Corporation dated October 29, 1992 and recorded in Volume 291 at Page 201.
6. Reservation of the use of all roads on the subject premises, including the right to convey non-exclusive rights for the use thereof to third parties in the future, by John H. Lang and Nancy E. Lang in a Quit Claim Deed to Mansfield Development Corporation dated December 3, 1991 and recorded in Volume 270 at Page 106.
7. Easements granted by John H. Lang and Nancy E. Lang (also known as Nancy R. Lang) to the Town of Essex, all of record in the Town of Essex Land Records as follows:
 - i. For the street known as Essex Way and for utilities, by Warranty Deeds dated September 17, 1985 and recorded in Volume 197 at Pages 401-403, and dated August 29, 1988 and recorded in Volume 234, Page 277-279.
 - ii. For sewer, water and hydrant by instrument dated October 31, 1985 and recorded in Volume 197 at Page 407.
 - iii. For bike path easement by instrument dated September 17, 1985 and recorded in Volume 270 at Page 206.
8. Utility easements granted by John H. Lang and Nancy E. Lang (also known as Nancy R. Lang), all of record in the Town of Essex Land Records as follows:
 - i. Vermont Gas Systems, Inc. dated November __, 1985, acknowledged on November 14, 1985 and recorded in Volume 198, Pages 642-643
 - ii. Green Mountain Power Corporation and New England Telephone and Telegraph Company dated November 4, 1991 and recorded in Volume 271 at Page 185, and dated November 7, 1985, and recorded in Volume 199, Page 312 (Lang Farm) as amended by a Quit Claim of Easement from New England Telephone and Telegraph Company dated June 10, 1993 and recorded in Volume 304 at Page 278, and from Green Mountain Power Corporation dated August 19, 1993 and recorded in Volume 309 at Page 426.
 - iii. New England Telephone and Telegraph Company and Green Mountain Power Corporation by instrument dated November 4, 1991 and recorded in Volume 268, Page 321.
9. Easements granted and reserved by John H. Lang and Nancy E. Lang in their Warranty Deed to the Inn at Essex dated October 10, 1986 and recorded in Volume 208 at Page 738.
10. Easements and rights set forth in the Warranty Deed of John H. Lang and Nancy E. Lang to State of Vermont Agency of Transportation dated July 2, 1990 and recorded in Volume 254 at Page 600, and dated September 13, 1991 and recorded in Volume 266 at Page 854. Reference is also made to a Release Agreement dated May 20, 1991 and recorded in Volume 264 at Page 182.
11. Utility rights along Essex Way conveyed by John and Nancy Lang to the U.S. Postal Service in their Warranty Deed dated October 13, 1987 and recorded in Volume 223 at Page 316.

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- Amended and Restated Reciprocal Operating and Easement Agreement dated October 9, 1997, and recorded in Volume 376 at Page 69.
24. Utility easement granted to New England Telephone and Telegraph Company by Easement Deed of Eurowest Retail Partners, Ltd. dated July 14, 1998 and recorded in Volume 392 at Page 50.
 25. Utility easement granted to Green Mountain Power Corporation by Easement Deed of Eurowest Retail Partners, Ltd. dated April 3, 2001 and recorded in Volume 447 at Page 952.
 26. Utility easement granted to Vermont Gas Systems, Inc. by Deed of Easement for Pipelines dated May 31, 2005 and recorded in Volume 650 at Page 485.
 27. Covenant regarding stormwater run-off dated March 11, 1987 and recorded in Volume 217 at Page 668.
 28. Obligation to share in the cost of maintaining, repairing and replacing a certain private roadway located on property now or formerly of Lang as recited in a Warranty Deed from John J. Lang and Nancy E. Lang to Hannaford Bros. Co. dated November 27, 1985 and recorded in Volume 197 at Page 567.
 29. Irrevocable Offers of Dedication executed by Eurowest Retail Partners, Ltd. on September 25, 2007, to be recorded in the Town of Essex Land Records, dedicating a 20-foot wide easement for storm drainage lines over the northerly portion of Parcel F-3 which runs parallel to Carmichael Street.
 30. State of Vermont Land Use Permit 4C0608 applicable to the Lang Farm/Essex Outlet Fair/Essex Shoppes and Cinema development, including amendments thereto, and specifically Amendment 4C0608-16B, dated October 17, 2007, and recorded in Volume ___ at Page ___ of the Town of Essex Land Records.
 31. Wastewater System and Potable Water Supply Permit No. WW-4-0113-9 dated September 24, 2007, and recorded in Volume 730 at Page 652.
 32. Public Water System Permit to Construct WSID #5098 dated November 29, 1993, for Parcels F-1, F-2 and F-3, as amended by Public Water System Permit to Construct WSID #5065 dated November 15, 1994, for Parcels A, F-1, F-2 and F-3.
 33. Discharge Permit No. 1-0775, issued on June 1, 1989, on file at the District Environmental Commission, for Parcel A.
 34. Discharge Permit No. 1-0491 issued May 7, 1987, on file at the District Environmental Commission, for Lots F1, F2 and F3, Notice of Deferral of Permit dated March 12, 2007, on file at the Agency of Natural Resources, and a Notice - Effect of Issuance of General Permit on Deferral of Stormwater Discharge Permit Pursuant to 27 V.S.A. 613 dated March 12, 2007 and recorded in Volume 714 at Page 3 of the Town of Essex Land Records.
 35. Town of Essex Site Plan Amendment Approval #PC 2007-32 approved by the Town of Essex Planning Commission on August 23, 2007, and Findings and Conditions contained in the Town's letter dated September 20, 2007, on file in the Planning Commission's file.

The Premises are also subject to and include the benefit of easements, development rights, and other rights reserved by Eurowest Retail Partners, Ltd. in the Amended and Restated Declaration of Planned Community by Eurowest Retail Partners, Ltd. and EOF Outlets, LLC and Eurowest Cinemas, LLC, dated as of October 15, 2007, and recorded in Volume ___ at Page ___ of the Town of Essex Land Records.

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The Premises are benefitted by an assignment of the interests of John and Nancy Lang, Trustees, in permits and permit allocations (including parking spaces approved in an Air Quality Permit) as set forth in (1) the Warranty Deed of John and Nancy Lang, Trustees, to Eurowest Retail Partners, Ltd. dated March 4, 1994 and recorded in Volume 320 at Pages 608-616 of the Town of Essex Land Records, (2) an Assignment of Permits, Lang to Eurowest, Parcels D and F, dated January 28, 1994, and recorded in Volume 320 at Page 638 of the Town of Essex Land Records (a portion of the permit allocations was assigned by Assignment from Eurowest Retail Partners, Ltd. to New England IBM Employees Federal Credit Union dated March 7, 1994 and recorded in Volume 320, Page 704), and (3) an Assignment by New England IBM Employees Federal Credit Union to Eurowest Retail Partners, Ltd. Dated February 28, 1994 and recorded in Volume 320 at Page 648 (Parcel A).

Unit 5 includes an eight percent (8%) undivided Common Ownership Interest in the Common Elements of the Essex Shoppes and Cinema common interest community as set forth in the Declaration, which shall be appurtenant to the Unit. This percentage may be modified in accordance with the Declaration.

This conveyance includes one (1) membership in the Essex Shoppes and Cinema Property Owners Association (the "Association"), the membership corporation formed to own, operate and maintain, supervise and otherwise care for and manage the Common Elements of the Essex Shoppes and Cinema as defined in the Declaration. The membership shall be appurtenant to and indivisible from the ownership of the Premises. Grantee, by acceptance of this Deed, covenants and agrees that it will abide by all of the terms, covenants, restrictions and obligations set forth in the Declaration, as amended from time to time, the Bylaws, rules and regulations of the Association, and including, but not by way of limitation, the obligation to timely pay the assessments called for in the Declaration.

This conveyance is made subject to and with the benefit of highway easements, utility easements, easements for ingress and egress, water and pipeline rights, state and local land use permits, leases, covenants, restrictions, if any, and rights incident to each of the same as may appear more particularly of record provided that this paragraph shall not reinstate any such encumbrance previously extinguished by the Marketable Record Title Act, Subchapter 7, Title 27, Vermont Statutes Annotated.

The Premises are also conveyed subject to and/or with the benefit of the following: (a) all terms, conditions, restrictions, easements and liens described in the Declaration; (b) taxes assessed on the Grand List not delinquent on the date of this Deed, which the Grantee herein assumes and agrees to pay as part of the consideration of this Deed, subject to such taxes being prorated between Grantor and Grantee on the date this Deed is delivered; and (c) the provisions of municipal ordinances, public laws and special acts.

Reference is hereby made to the aforementioned instruments and plans, the records thereof and references contained therein, and their respective records and references, in further aid of this description.

TO HAVE AND TO HOLD said granted premises, with all of the privileges and appurtenances thereof, to the Grantee, **ACORN ASSOCIATES LXXXIX, LTD.**, and its successors and assigns, to their own use and behoof forever; and the Grantor, **EUROWEST RETAIL PARTNERS, LTD.**, for itself and its successors and assigns, does covenant with the Grantee, **ACORN ASSOCIATES LXXXIX, LTD.**, its successors and assigns, that until the ensembling of these presents the Grantor is the sole owner of the premises and has good right and title to convey the same in the manner aforesaid, and that they are **FREE FROM**

COLLINS,
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EVERY ENCUMBRANCE except as aforesaid; and Grantor hereby engages to WARRANT AND DEFEND the same against all lawful claims whatever, except as aforesaid.

IN WITNESS WHEREOF, said Grantor has caused this Warranty Deed to be executed this 15th day of October, 2007.

IN THE PRESENCE OF:

EUROWEST RETAIL PARTNERS, LTD.

BY: EUROWEST PROPERTIES, INC.
Its General Partner

E. Fitzgerald
Witness

By: *Peter Edelman*
Its duly authorized agent

STATE OF VERMONT
CHITTENDEN COUNTY, SS.

At *Essex* in said County and State, this 15th day of October, 2007, Peter W. Edelman, duly authorized agent of Eurowest Properties, Inc., personally appeared, and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed and the free act and deed of Eurowest Properties, Inc., General Partner of Eurowest Retail Partners, Ltd.

Before me, *[Signature]*
Notary Public
My Commission Expires: 02/10/11

warranty deed to acorn 10-12-07.doc

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