

DECLARATION OF RESTRICTIVE COVENANTS

THIS DECLARATION OF RESTRICTIVE COVENANTS (the "Declaration") is made and declared this 28th day of March, 2005, by THE BOEING COMPANY, a Delaware corporation, with a mailing address of P. O. Box 16858, MS-P31-60, Philadelphia, Pennsylvania ("Boeing").

BACKGROUND

A. Boeing is the record owner in fee simple of a certain parcel of real property situated in the Township of Ridley, Delaware County, Pennsylvania, consisting of approximately 196.2440 acres, which are more particularly described in Deed Book 2014, Page 344, recorded with the Recorder of Deeds for Delaware County, and generally described on **Exhibit "A"** (consisting of twelve (12) pages, including attachments thereto) and **Exhibit "B"** (consisting of one (1) page) attached hereto and made a part hereof (the "Restricted Parcel").

B. Boeing desires to subject the Restricted Parcel to certain restrictive covenants in perpetuity from the date of this Declaration.

NOW, THEREFORE, intending to be legally bound hereby, Boeing covenants, agrees and declares as follows:

1. Except as hereinafter provided, no groundwater located beneath the Restricted Parcel shall be used or consumed for drinking or potable purposes nor shall any such groundwater be extracted for subsequent use or consumption of such groundwater for drinking or potable purposes. Notwithstanding the foregoing, there shall be no restriction with respect to the use or consumption of such groundwater for industrial purposes.
2. The Restricted Parcel shall not at any time hereafter be used for residential purposes unless additional remediation is undertaken to meet Act 2 residential remediation standards.
3. A Post Remedial Care Plan ("PRCP") supporting the Pennsylvania Department of Environmental Protection Act 2 Release of Liability ("ROL") for this parcel is in place and must be executed annually, as required. The PRCP involves the inspection, maintenance and documentation of impermeable surfaces to prevent direct contact with soils in certain areas of the site.

NOTICE

Pursuant to the Land Recycling and Environmental Remediation Standards Act P.L. 4, No 1995-2, Boeing hereby acknowledges that an Act 2 investigation was performed which identified the substances depicted on Figure 4 of the Final Act 2 Report, dated November 10, 2004, in the concentrations as shown on Figure 4 and located in the areas shown on Figures 2, 3 and 4 and that the Restricted Parcel has been remediated by Boeing. That report, entitled "Remedial Investigation / Final Act 2 Report, The Boeing Company – Center North Site" and authored by Langan Engineering and Environmental Services, Inc. is on file at the Pennsylvania Department



of Environmental Protection. The remediation was performed and a release of liability was secured pursuant to Chapter 5 of the Land Recycling and Environmental Remediation Standards Act by attaining and demonstrating compliance with applicable Non-Residential Statewide Health and Site-Specific Standards. This notice shall be irrevocable and shall be included in all subsequent deeds of record unless an instrument has been recorded indicating that the Pennsylvania Department of Environmental Protection has determined that this notice is no longer necessary in order to maintain the statutory liability protection afforded by performing the remediation described above, as provided in P.L. 4, No 2, §501 (35 P.S. §6026.501).


4. This Declaration shall be binding upon and inure to the benefit of Boeing, its successors and assigns, in ownership of the Restricted Parcel and shall continue as a servitude running with the Restricted Parcel in perpetuity.

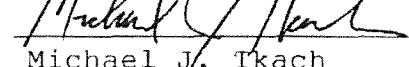
5. This Declaration shall be recorded in the Delaware County Recorder of Deeds office, and any deed conveying any interest in the Restricted Parcel shall include the restrictions outlined in Paragraphs 1., 2., and 3. herein and the notice set forth above.

IN WITNESS WHEREOF, the party above has caused this Declaration to be signed the date and year first above written.

THE BOEING COMPANY,
a Delaware corporation

ATTEST:

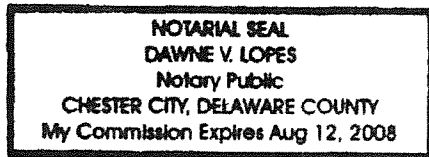
By: 
Name: Dale Davis
Title: Manager, Environmental Engineering

By: 
Name: Michael J. Tkach
Title: Vice President

Commonwealth of Pennsylvania :
County of Delaware SS

On this, the 28 day of March, 2005, before me the undersigned officer, personally appeared Michael Thach, who acknowledged her/himself to be the Vice President of THE BOEING COMPANY, a Delaware corporation, and that s/he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of such corporation by her/himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Dawne V. Lopes
NOTARY PUBLIC

MY COMMISSION EXPIRES:

EXHIBIT A TO DECLARATION OF RESTRICTIVE CONVENANTS

ALL THOSE CERTAIN tracts or parcels of ground SITUATE in Eddystone Borough, Ridley Park Borough and Ridley Township, County of Delaware, State of Pennsylvania, as shown on a Plan of Property for Margaret P. Darr, made by Damon and Foster, Civil Engineers, Sharon Hill, Pennsylvania, dated July 19, 1956, as revised July 26, 1956, August 8, 1956 and last revised August 13, 1956, being bounded and described as follows:

PARCEL 1

BEGINNING at a point on the northerly right-of-way line New Industrial State Highway Route #542 said point being at the end of a radius round corner at the intersection of the southwesterly side of Sellers Avenue as laid out 56 ft. wide and said northerly right-of-way line of Industrial Highway; thence by same in a southwesterly direction by the following fourteen (14) courses and distances.

- (1) S. 78 degrees 57 minutes 30 seconds W., 995.35 ft. to a point; thence,
- (2) S. 78 degrees 52 minutes 30 seconds W., 33.52 ft. to a point; thence,
- (3) S. 75 degrees 33 minutes 40 seconds W., 139.09 ft. to a point; thence,
- (4) S. 76 degrees 08 minutes 36 seconds W., 100.67 ft. to a point; thence,
- (5) S. 75 degrees 54 minutes 06 seconds W., 301.80 ft. to a point; thence,
- (6) S. 76 degrees 05 minutes 16 seconds W., 100.56 ft. to a point; thence,
- (7) S. 74 degrees 32 minutes 06 seconds W., 100.58 ft. to a point; thence,
- (8) S. 70 degrees 03 minutes 36 seconds W., 151.26 ft. to a point; thence,
- (9) S. 71 degrees 58 minutes 06 seconds W., 401.74 ft. to a point; thence,
- (10) S. 70 degrees 31 minutes 46 seconds W., 50.21 ft. to a point; thence,
- (11) S. 75 degrees 53 minutes 30 seconds W., 22.05 ft. to a point; thence,
- (12) S. 70 degrees 20 minutes 20 seconds W., 78.36 ft. to a point; thence,
- (13) S. 71 degrees 21 minutes 06 seconds W., 100.35 ft. to a point; thence,
- (14) S. 72 degrees 48 minutes 40 seconds W., 55.37 ft. to a point; thence,

leaving same by lands of now or late Philadelphia Electric Company by the following four (4) courses and distances

- (1) N. 19 degrees 16 minutes W., 108.58 ft. to a point on a curve; thence,
- (2) By the arc of a circle radius 586 ft. curving northwesterly in a clockwise direction an arc distance of 205.59 ft. chord being N. 62 degrees 14 minutes 30 seconds W., 204.54 ft. to a point not tangent nor radial, thence,
- (3) S. 70 degrees 44 minutes W., 366.67 ft. to a point; thence,
- (4) S. 20 degrees 23 minutes 30 seconds E. 262.05 ft. to a point on the northerly right-of-way line of New Industrial State Highway Route 542; thence, by same S. 70 degrees 44 minutes W., 1796.25 ft. to a point; thence, leaving same by the northeasterly side of Main Avenue 35 ft. wide N. 47 degrees 03 minutes W., 1510.63 ft. to a point; thence, leaving same N. 14 degrees 08 minutes 30 seconds W. 78.97 ft. to a point; thence, N. 42 degrees 49 minutes E., 179.87 ft. to a point, thence, N. 51 degrees 33 minutes W., 45.21 ft. to a point on the southeasterly right-of-way line of the Philadelphia, Baltimore and Washington Railroad and crossing Crum Creek by the following six (6) courses and distances:

- (1) N. 37 degrees 07 minutes 20 seconds E., 245.13 ft. to a point; thence,
- (2) N. 57 degrees 36 minutes W., 32 ft. to a point; thence,
- (3) N. 32 degrees 24 minutes E., 163.23 ft. to a point; thence,
- (4) N. 29 degrees 34 minutes 04 seconds E., 566.64 ft. to a point; thence,
- (5) S. 26 degrees 59 minutes E., 62.75 ft. to a point; thence,
- (6) N. 32 degrees 24 minutes E., 289.18 ft. to a point; thence, leaving same by line of lands of now or late O.W. Ketcham, by the following fifteen (15) courses and distances:

- (1) S. 81 degrees 12 minutes 41 seconds E., 469.63 ft. to a point; thence,
- (2) N. 74 degrees 51 minutes E., 492.07 ft. to a point in the bed of Little Crum Creek; thence, by same,
- (3) N. 10 degrees 01 minute 30 seconds E., 189.25 ft. to a point, thence,
- (4) N. 18 degrees 11 minutes W., 240.58 ft. to a point; thence,
- (5) N. 22 degrees 54 minutes W., 191.80 ft. to a point; thence,
- (6) N. 5 degrees 13 minutes W., 145.83 ft. to a point; thence,

- (7) N 62 degrees 21 minutes 30 seconds E, 127.32 ft. to a point; thence,
- (8) N. 2 degrees 56 minutes 30 seconds E., 101.58 ft. to a point; thence,
- (9) N. 19 degrees 09 minutes W., 138.17 ft. to a point; thence,
- (10) N. 11 degrees 05 minutes 30 seconds E , 104.57 ft to a point; thence,
- (11) N. 62 degrees 49 minutes 30 seconds E., 205.0 ft. to a point; thence,
- (12) N. 45 degrees 22 minutes E., 183.67 ft. to a point; thence,
- (13) N. 38 degrees 52 minutes 30 seconds E , 88.72 ft. to a point; thence,
- (14) N 4 degrees 58 minutes 30 seconds W., 132.47 ft. to a point; thence,
- (15) N. 26 degrees 59 minutes 15 seconds W., 49.58 ft. to an angle point on the southerly side of Chester Pike as laid out 75 ft wide; thence, by same N. 63 degrees 04 minutes 40 seconds E., 265.65 ft. to a point; thence, leaving same by lands of now or late Bessie Ward Hinkson, Mrs. Mary Ward Estate, and Miss Mary Ward, by the following four (4) courses and distances:

- (1) S. 18 degrees 48 minutes 34 seconds E., 566.64 ft. to a point; thence,
- (2) N. 58 degrees 33 minutes 40 seconds E., 529.56 ft. to a point; thence,
- (3) S. 30 degrees 52 minutes 04 seconds E., 492.07 ft. to a point; thence,
- (4) N. 56 degrees 25 minutes 40 seconds E., 588.03 ft. to a point;

the centerline of Stewart Lane; thence, by same, S. 32 degrees 06 minutes 20 seconds E., 149.07 ft. to a point; thence, leaving same N. 56 degrees 48 minutes 56 seconds E. 729.48 ft. to a point in the southwesterly side of Sellers Avenue as laid out 56 ft. wide; thence, by same, S. 32 degrees 28 minutes E., 1094.58 ft. to a point; thence, leaving same by line of lands of Central Delaware County Authority by the following three (3) courses and distances:

- (1) S. 56 degrees 46 minutes 45 seconds W., 432.10 ft. to a point; thence,
- (2) S. 32 degrees 28 minutes E., 1444.66 ft. to a point; thence,
- (3) N. 57 degrees 32 minutes E. 432.06 ft. to a point on the said Southwesterly side of Sellers Avenue; thence, by same,
S. 32 degrees 28 minutes E., 396.78 ft. to a point of curve; thence, by the arc of a circle radius 60 ft. curving clockwise an arc distance of 116.68 ft. to the first mentioned point and place of beginning

CONTAINING 283.9412 (more or less) Acres

PARCEL 2

BEGINNING at a point on the northeasterly side of Sellers Avenue as laid out 56 ft. wide, said point being measured N. 32 degrees 28 minutes W., 1310.72 ft. from a point the end of a radius round corner at the intersection of the northerly right-of-way line of New Industrial State Highway Route 542 and said side of Sellers Avenue; thence, from said point of beginning and along said northeasterly side of Sellers Avenue N. 32 degrees 28 minutes W., 1158.11 ft. to a point, thence, leaving same S. 35 degrees 04 minutes 46 seconds E., 1159.32 ft. to a point; thence S. 56 degrees 32 minutes W., 52.85 ft. to the first mentioned point and place of beginning.

CONTAINING 0.7025 (more or less) Acres.

PARCEL 3

BEGINNING at a point on the northeasterly side of Sellers Avenue as laid out 56 ft. wide, said point being at the end of a radius round corner at the intersection of the northerly right-of-way line of New Industrial State Highway route 542 and said northeasterly side of Sellers Avenue; thence, by same, N. 32 degrees 28 minutes W., 833.41 ft. (more or less) to a point; thence, leaving same by the original and existing centerline in the bed of Stoney Creek in a southeasterly, easterly and northeasterly direction 790 ft. (more or less) to a point on Darby Creek low water line; thence, by same, in a southerly direction 810 ft. (more or less) to a point in the said northerly right-of-way line of Industrial Highway; thence, by same, by the following three (3) courses and distances:

- (1) S. 78 degrees 57 minutes 30 seconds W., 70 ft. (more or less) to a point; thence,
- (2) N. 11 degrees 02 minutes 30 seconds W., 112.83 ft. to a point; thence,
- (3) S. 75 degrees 54 minutes 40 seconds W., 191.22 ft. to a point; thence,

leaving same by the arc of a circle radius 40 ft. curving northwestwardly in a clockwise direction, an arc distance of 50 ft. to the first mentioned point and place of beginning.

CONTAINING 5.7 (more or less) Acres.

EXCEPTING THEREOUT, ALL THOSE CERTAIN pieces or parcels of ground bounded and described in Attachments A through D hereto

BEING the same premises which Edley, Inc. by Deed dated April 15, 1958 and recorded in Delaware County, in Deed Book 1923, page 413 conveyed unto Vertol Aircraft Corporation.

AND BEING the same premises which Vertol Aircraft Corporation, a Pennsylvania corporation, by Deed dated March 31, 1960, and recorded in Delaware County, in Deed Book 2014, page 344, granted and conveyed unto Boeing Airplane Company, a Delaware corporation.

**ATTACHMENT A - EXCEPTION TO EXHIBIT A OF
DECLARATION OF RESTRICTIVE CONVENANTS**

ALL THAT CERTAIN tract or parcel of ground, with the buildings and improvements thereon erected, situate partly in the Borough of Eddystone and partly in the Township of Ridley, in the County of Delaware, Commonwealth of Pennsylvania, bounded and described in accordance with a survey and plan thereof, made by Walter C. Payne, Registered Surveyor, dated March 7, 1972, as follows:

BEGINNING at a point on the northwesterly side of the Industrial Highway (Pa. State Highway Route No. 542) in line of ground now or late of The Boeing Company, said point being at the distance of 796.25 feet measured S. 62° 14' 17" W. along the northwesterly side of the Industrial Highway, from a point a corner common to ground of The Boeing Company and ground of Philadelphia Electric Company and extending thence from said point of beginning, along the northwesterly side of the Industrial Highway, the two (2) following courses and distances: (1) S. 62° 14' 17" W. 1,000.00 feet to a point and (2) N. 55° 32' 43" W. 1.13 feet to a point a corner of ground now or late of Francis T. Murray, et ux, et al; thence along ground now or late of Francis T. Murray, et ux, et al, the four (4) following courses and distances: (1) along the northeasterly side of Main Avenue (35' wide) N. 55° 32' 43" W. 1,509.50 feet to a point; (2) N. 22° 38' 13" W. 78.97 feet to a point, (3) N. 34° 19' 17" E. 179.87 feet to a point and (4) N. 60° 02' 43" W. 45.21 feet to a point on the southeasterly side of the right of way of the Philadelphia, Baltimore and Washington Railroad, at a corner common to ground herein described and ground now or late of Francis T. Murray, et ux, et al; thence along the southeasterly side of said right of way of the Philadelphia, Baltimore and Washington Railroad, the six (6) following courses and distances: (1) N. 28° 37' 37" E. 245.13 feet to a point on the southwesterly side of Crum Creek; (2) along the southwesterly side of Crum Creek, N. 66° 05' 43" W. 32.00 feet to a point; (3) N. 23° 54' 17" E., crossing Crum Creek, dividing the Borough of Eddystone from the Township of Ridley, 163.23 feet to a point; (4) N. 21° 04' 21" E. 566.64 feet to a point; (5) S. 35° 28' 43" E. 62.75 feet to a point and (6) N. 23° 54' 17" E. 289.18 feet to a point at a corner of ground herein described, thence along ground now or late of O.W. Ketcham, the two (2) following courses and distances: (1) S. 89° 42' 24" E. 469.63 feet to a point and (2) N. 66° 21' 17" E. 340.97 feet to a point and thence through ground of The Boeing Company, of which this is a part, S. 23° 06' 30" E., crossing a stream of water and an aquaduct, through which Crum Creek flows, 2,051.17 feet to the first mentioned point and place of beginning

CONTAINING 70.000 acres, more or less.

BEING part of the same premises which VERTOL AIRCRAFT CORPORATION, a Pennsylvania corporation by Indenture bearing date the 31st day of March, A.D. 1960, and recorded in the Office for Recording of Deeds &c., in and for the County of Delaware aforesaid, in Deed Book 2014, page 344 &c., granted and conveyed unto BOEING AIRPLANE COMPANY, a Delaware corporation, in fee.

AND said BOEING AIRPLANE COMPANY by Amendment to its Certificate of Incorporation, effective May 3, 1961, changed its corporate name to THE BOEING COMPANY.

AND the said Boeing Airplane Company by Amendment to its Certificate of Incorporation effective 5/3/1961, changed its corporate name to The Boeing Company.

FOLIO NOS.:

38-01-00092-00

38-01-00092-03

38-01-00447-00

18-00-00500-03

18-00-00500-04

18-00-00500-06

37-00-00263-00

**ATTACHMENT B - EXCEPTION TO EXHIBIT A OF
DECLARATION OF RESTRICTIVE CONVENANTS**

ALL THAT CERTAIN piece of ground SITUATE lying and being in the Township of Ridley, County of Delaware, Commonwealth of Pennsylvania more particularly bounded and described according to a plan of survey by Ezra Golub Associates, Levittown, Pennsylvania, dated 1/11/1972 and numbered A2356301 as follows to wit

BEGINNING at a point on the Northerly right of way line of Industrial Boulevard (120 feet wide) said point being the end of a transition curve between Sellers Avenue (56 feet wide) and Industrial Boulevard and running thence from said beginning point (1) along the Northerly right of way line of Industrial Boulevard South 78 degrees 57 minutes 30 seconds West 367.37 feet to a point of curve; thence (2) along a line curving to the right having a radius of 50.00 feet an arc length of 59.86 feet to a point of tangent in the Easterly right of way line of Stewart Avenue - LR 180 Spur "F"; thence (3) along the said right of way line of Stewart Avenue North 32 degrees 26 minutes 45 seconds West 129.23 feet to a point; thence (4) along the same North 57 degrees 33 minutes 15 seconds East 10.00 feet to a point; thence (5) still along the same North 32 degrees 26 minutes 45 seconds West 142.67 feet to a point; thence (6) along lands of Central Delaware County Authority North 57 degrees 32 minutes East 445.53 feet to a point in the Westerly right of way line of Sellers Avenue; thence (7) along the said right of way line of Sellers Avenue South 32 degrees 28 minutes East 396.78 feet to a point of curve; thence (8) along a line curving to the right having a radius of 60.00 feet an arc length 116.68 feet to the point and place of beginning.

CONTAINING 4.103 acres more or less of ground

BEING part of the same premises which Vertol Aircraft Corporation, a Pennsylvania Corporation, by Deed dated March 31, 1960 and recorded in Delaware County in Deed Book 2014 page 344 conveyed unto Boeing Airplane Company.

AND the Boeing Airplane Company by Amendment to its Certificate of Incorporation effective May 3, 1961 changed its Corporate name to The Boeing Company.

AND BEING the same part of the premises which THE BOEING COMPANY, a Delaware corporation, by Indenture bearing date the 12th day of May, A.D. 1972, and recorded in the Office for Recording of Deeds, in and for the County of Delaware, in Deed Book 2432, page 1145 *et seq.*, granted and conveyed unto Humble Oil & Refining Company, a Delaware corporation

AND BEING the same part of the premises which THE BOEING COMPANY, a Delaware corporation, by Indenture bearing date the 22nd day of March, A.D. 1972, and recorded in the Office for Recording of Deeds, in and for the County of Delaware aforesaid, in Deed Book 2427, page 888 &c., granted and conveyed unto PHILADELPHIA ELECTRIC COMPANY, a Pennsylvania corporation, in fee.

**ATTACHMENT C - EXCEPTION TO EXHIBIT A OF
DECLARATION OF RESTRICTIVE CONVENANTS**

ALL THAT CERTAIN tract or parcel of land, situated in the Borough of Ridley Park, County of Delaware, Commonwealth of Pennsylvania, more particularly described as follows:

BEGINNING at a point in the southeasterly line of Chester Pike, said point being South 54 degrees 31 minutes 19 seconds West a distance of 384.39 feet from the intersection of a southeasterly line of Chester Pike and the Southwesterly line of Hetzel Road (50 feet wide) and thence,

Leaving the said line of Chester Pike and along the line of Riverview Estates the following two courses:

Thence 1) South 27 degrees 21 minutes 55 seconds East a distance of 554.01 feet to a point; thence 2) North 50 degrees 00 minutes 19 seconds East a distance of 30.45 feet to a point.

Along lands of Ridley Park the following four courses:

Thence 3) South 35 degrees 31 minutes 38 seconds East a distance of 10.46 feet to a point; thence 4) North 57 degrees 35 minutes 04 seconds East a distance of 90.95 feet to a point; thence 5) North 70 degrees 11 minutes 21 seconds East a distance of 277.33 feet to a point; thence 6) South 63 degrees 52 minutes 58 seconds East a distance of 302.43 feet to a point in the northerly line of Interstate Route 95 (width varies).

Along the said line of Interstate Route 95 the following three courses:

Thence 7) South 49 degrees 16 minutes 22 seconds West a distance of 241.08 feet to a point; thence 8) South 63 degrees 49 minutes 19 seconds West a distance of 919.01 feet to a point; thence 9) South 73 degrees 36 minutes 20 seconds West a distance of 165.76 feet to a point.

Along lands now or formerly of Sohio Pipeline Company the following four courses:

Thence 10) North 16 degrees 29 minutes 41 seconds West a distance of 11.45 feet to a point of curvature, thence 11) on an arc curving to the right an arc distance of 215.11 feet with a radius of 365.00 feet to a point of tangency; thence 12) North 17 degrees 16 minutes 19 seconds East a distance of 184.03 feet to a point; thence 13) South 59 degrees 27 minutes 19 seconds West a distance of 273.93 feet to a point in Little Crum Creek.

Along Little Crum Creek the following seven courses:

Thence 14) North 27 degrees 40 minutes 21 seconds West a distance of 70.73 feet to a point; thence 15) North 02 degrees 34 minutes 09 seconds East a distance of 104.57 feet to a point; thence 16) North 54 degrees 18 minutes 09 seconds East a distance of 205 feet to a point; thence 17) North 36 degrees 50 minutes 39 seconds East a distance of 183.67 feet to a point; thence 18)

North 30 degrees 21 minutes 09 seconds East a distance of 88.72 feet to a point; thence 19) North 13 Degrees 29 minutes 51 seconds West a distance of 132.47 feet to a point, thence 20) North 35 degrees 30 minutes 36 seconds West a distance of 50.36 feet to a point in the southeasterly line of Chester Pike (75 feet wide).

Along the said line of Chester Pike the following three courses:

Thence 21) North 57 degrees 43 minutes 19 seconds East a distance of 13.97 feet to a point; thence 22) North 54 degrees 33 minutes 19 seconds East a distance of 251.70 feet to a point; thence 23) south 27 degrees 21 minutes 55 seconds East a distance of 12.86 feet to the point and place of beginning.

BEING Folio Number 37-00-00263-00.

BEING THE SAME PREMISES which Vertol Aircraft Corporation by Deed dated March 31, 1960 and recorded in the Office of the Recorder of Deeds in and for Delaware County, in Deed Book 2014, Page 344 *et seq.*, granted and conveyed unto Boeing Airplane Company, in fee Boeing Airplane Company changed its name to The Boeing Company on May 3, 1961.

AND BEING the same part of the premises which THE BOEING COMPANY, a Delaware corporation, by Deed bearing date the 14th day of December, A D. 1999, and recorded in the Office of the Recorder of Deeds, in and for the County of Delaware, in Deed Book 1964, page 2265 *et seq.*, granted and conveyed unto Delaware County, Pennsylvania.

**ATTACHMENT D - EXCEPTION TO EXHIBIT A OF
DECLARATION OF RESTRICTIVE CONVENANTS**

ALL THAT CERTAIN tract or parcel of ground situate in Ridley Township, County of Delaware, State of Pennsylvania, as shown on a ALTA/ACSM Land Title Survey made by Pennoni Associates, Inc. Haddon Heights, New Jersey, dated 10/20/1998, being bounded and described as follows:

BEGINNING at a point at the Northwesterly end of an arc with radius of 40 feet connecting the intersection of the Northeasterly line of Sellers Avenue (56 feet wide) and the Northwesterly line of Industrial Highway (width varies) and running;

Thence 1) along the said line of Sellers Avenue North 40 degrees 59 minutes 21 seconds West a distance of 844.72 feet to a point

ALONG STONEY CREEK THE FOLLOWING EIGHT COURSES

Thence 2) South 54 degrees 59 minutes 31 seconds East a distance of 44.13 feet to a point

Thence 3) South 54 degrees 59 minutes 31 seconds East a distance of 85.87 feet to a point

Thence 4) South 69 degrees 33 minutes 21 seconds East a distance of 125.00 feet to a point

Thence 5) North 80 degrees 41 minutes 39 seconds East a distance of 175.00 feet to a point

Thence 6) North 51 degrees 26 minutes 41 seconds East a distance of 65.00 feet to a point

Thence 7) North 15 degrees 26 minutes 37 seconds East a distance of 100.00 feet to a point

Thence 8) North 49 degrees 26 minutes 39 seconds East a distance of 60.00 feet to a point

Thence 9) North 79 degrees 01 minute 15 seconds East a distance of 91.10 feet to a point in Darby Creek

ALONG DARBY CREEK THE FOLLOWING NINE COURSES

Thence 10) South 00 degrees 17 minutes 55 seconds East a distance of 87.50 feet to a point

Thence 11) South 08 degrees 26 minutes 46 seconds East a distance of 83.40 feet to a point

Thence 12) South 16 degrees 13 minutes 40 seconds East a distance of 97.04 feet to a point

Thence 13) South 15 degrees 40 minutes 30 seconds East a distance of 112.78 feet to a point

Thence 14) South 19 degrees 20 minutes 21 seconds East a distance of 110.11 feet to a point

Thence 15) South 21 degrees 14 minutes 33 seconds East a distance of 110.60 feet to a point

Thence 16) South 27 degrees 17 minutes 14 seconds East a distance of 89.80 feet to a point

Thence 17) South 31 degrees 29 minutes 19 seconds East a distance of 99.34 feet to a point

Thence 18) South 28 degrees 07 minutes 48 seconds East a distance of 27.56 feet to a point in the Northwesterly line of Industrial Highway

ALONG THE SAID LINE OF INDUSTRIAL HIGHWAY THE FOLLOWING THREE COURSES

Thence 19) South 70 degrees 27 minutes 15 seconds West a distance of 50.81 feet to a point

Thence 20) North 19 degrees 32 minutes 46 seconds West a distance of 112.83 feet to a point

Thence 21) South 67 degrees 24 minutes 21 seconds West a distance of 191.07 feet to a point

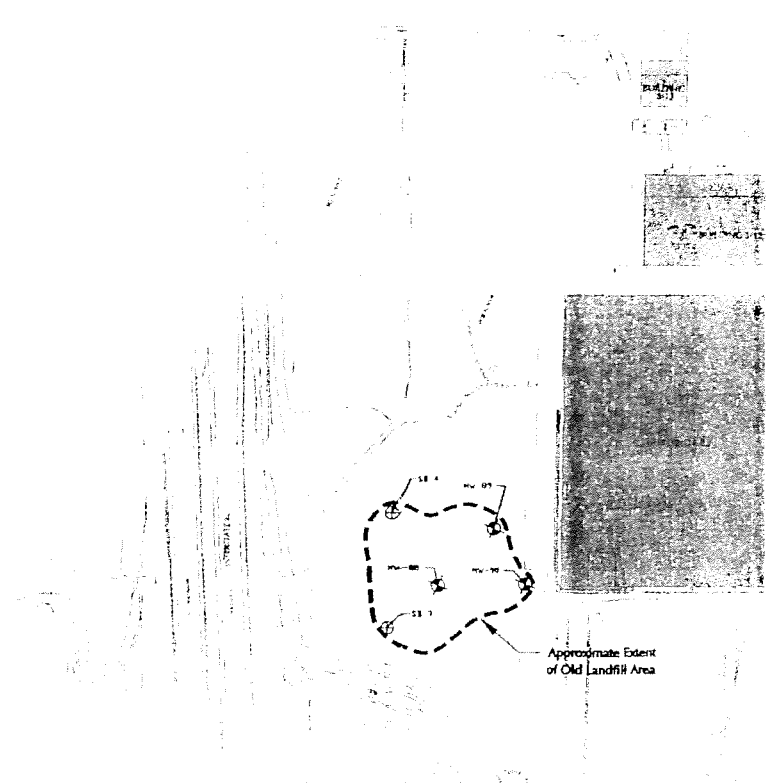
Thence 22) on an arc curving to the right an arc distance of 49.99 feet with a radius of 40.00 feet to the point and place of BEGINNING.

BEING a part of the same premises which Vertol Aircraft Corporation, a Pennsylvania corporation by Deed dated 3/31/1960 and recorded 4/4/1960 in the County of Delaware in Deed Book 2014 page 344, granted and conveyed unto Boeing Airplane Company, a Delaware corporation, in fee.

AND the said Boeing Airplane Company by Amendment to its Certificate of Incorporation effective 5/3/1961, changed its corporate name to The Boeing Company.

AND BEING the same part of the premises which THE BOEING COMPANY, a Delaware corporation, by Indenture bearing date the 3rd day of November, A.D. 2000, and recorded in the Office for Recording of Deeds, in and for the County of Delaware aforesaid, in Deed Book 2088, page 1974 *et seq.*, granted and conveyed unto MGM RIDLEY PARKING, L.P., a Pennsylvania limited partnership, in fee.

**EXHIBIT B
TO
DECLARATION OF
RESTRICTIVE COVENANTS**



NOTES:

1. RAILROADS AND FORMER STRUCTURES OBTAINED FROM HISTORIC SANBORN MAPS (1917, 1941, 1950, AND 1977)
2. FORMER LANDFILL BOUNDARY LOCATION FROM "FORMER LANDFILL INVESTIGATION-REPORT OF RESULTS - TASK TWO FIELD INVESTIGATION" BY BDM, AUGUST 1987
3. FORMER LAGOON BOUNDARY LOCATION FROM THE BOEING COMPANY, MAJOR CONSTRUCTION ENGINEERING DIVISION, 1965
ASE MAP SUPPLIED BY BOEING

LEGEND

- ⊕ SOIL BORING LOCATION
- ⊕ SOIL BORING/MONITORING WELL LOCATION
- ⊕ STAFF GAUGE LOCATION



