

DEED OF GIFT

KNOW ALL BY THESE PRESENTS, That **CONSOLIDATED MORTGAGE INVESTMENT COMPANY**, a Maine partnership, whose partners are **BRUCE A. COGGESHALL** of Cape Elizabeth, Cumberland County, Maine, and **RUDOLPH F. HAFFENREFFER IV**, of Cape Elizabeth, Cumberland County, Maine (collectively, the "Grantors"), grant as a gift for no consideration to **CAPE ELIZABETH LAND TRUST**, a Maine non-profit corporation (the "Grantee"), of Cape Elizabeth, Cumberland County, Maine, with a mailing address of 299 Ocean House Road, P.O. Box 265, Cape Cottage Branch, Cape Elizabeth, Maine 04107, the land and buildings in Cape Elizabeth, Cumberland County, Maine (the "Trust Property"), described more particularly as follows:

A certain lot or parcel of land with the buildings and improvements thereon situated on the easterly side of Ocean House Road (Route 77) in the Town of Cape Elizabeth, County of Cumberland and State of Maine, more particularly bounded and described as follows:

Commencing at a five-eighths inch rebar with cap identified as PLS number 1038, fourteen inches high on the easterly side of said Ocean House Road and a northwesterly corner of land now formerly of Phyllis C. Coggeshall described in Deed recorded in the Cumberland County Registry of Deeds in Book 11716, Page 82; thence,

Running North 07° 32' 00" East three hundred (300) feet to an iron rod and the Point of Beginning; thence,

North 07° 32' 00" East two hundred feet (200) to an iron rod; thence,

South 82° 28' 00" East a distance of two hundred feet (200) to an iron rod set; thence,

South 07° 32' 00" West forty one and fifty four hundreds (41.54) feet to an iron rod set; thence

South 07° 32' 00" West one hundred fifty eight and forty-six hundreds (158.46) feet to an iron rod set; thence,

(W0373103.6)

R2-4-L

C1925R

330 Ocean House Rd - SP 300,000 - 7 - 23530/83
 AV - 454,1700 - 10

R 2-4-5

North 82° 28' 00" West two hundred (200) feet to the Point of Beginning.

Being a portion of the premises conveyed by Cape Elizabeth Land Company LLC to Consolidated Mortgage Investment Company in a deed dated May 13, 1999, and recorded in the Cumberland County Registry of Deeds in Book 4752, Page 332.

By the acceptance of this deed Grantee agrees to the following covenants and restrictions on the Trust Property herein conveyed for the benefit of the remaining land of the Grantors described in said deed from Cape Elizabeth Land Company LLC (the "Benefited Property"), which covenants and restrictions shall run with the land and bind the Trust Property in perpetuity:

1. The Trust Property shall not be further subdivided.
2. Existing natural buffers shall be maintained. No trees may be cut which are greater than 6" in diameter.
3. The Trust Property is to be used only for charitable, educational, and other activities consistent with the operation of a Qualified Organization (as defined below) or municipal purposes, including office, meetings and other activities related to and consistent with such purposes.
4. So long as the Trust Property is owned by Grantee, the Trust Property is to be used primarily for the Grantee's charitable, educational, and other activities consistent with the operation of a Qualified Organization (as defined below), including office, meetings and other activities related to and consistent with such purposes. Portions of the Trust Property may be leased to other Qualifying Organizations for uses consistent with the restrictions contained in this deed.
5. There shall be no commercial activities on the Trust Property, other than incidental and occasional fund raising sales activities by the Grantee or other charitable or civic organizations.
6. There shall be no buildings constructed or maintained on the Trust Property higher than one story. Only one building, not including accessory buildings, may exist on the Trust Property.
7. There shall be no outdoor sound amplification on or from the Trust Property.
8. Outdoor lighting shall be no brighter than 1/2 candlepower per square foot.
9. There shall be no antennas, towers or satellite TV dishes on the Trust Property.
10. There shall be no outside storage of vehicles or other equipment, other than small tools, gardening implements and the like, on the Trust Property. The

temporary parking of registered, operable motor vehicles in connection with permitted activities taking place at the Trust Property is allowed.

11. In the event the Grantee ceases to be the principal user of the Trust Property, the Trust Property may be conveyed only to an entity that is a non-profit 501(c)(3) organization ("Qualified Organization") under the Internal Revenue code, as amended, at Title 26, U.S.C.A., and that satisfies the requirements of Section 476(2)(B) of Title 33 of the Maine Revised Statutes Annotated, as amended (or successor provisions thereof), and that as a condition of the grant agrees to the covenants and restrictions of this deed.

Nothing herein shall be construed to subject the Benefited Property to such covenants or restrictions.

This conveyance is made subject to:

1. Rights and easements acquired by the State of Maine by its State Highway Commission as set forth in Notice of Layout and Taking dated January 3, 1962 and recorded in the Cumberland County Registry of Deeds in Book 2655, Page 353, and a Receipt and Confirmation of Taking from Harold R. Robinson and Charles H. Robinson, Jr. to said State of Maine dated March 15, 1962 and recorded in Book 2662, Page 479.
2. Rights and easements granted to the State of Maine by instrument recorded in Book 2705, Page 420.
3. Easements rights granted to Central Maine Power Company for line running from Pole 169 to Pole 169.1 and to the building on the Property.

Witness our hands this day of December 22, 2005.

**CONSOLIDATED MORTGAGE
INVESTMENT COMPANY**

By: Bruce A. Coggeshall
Bruce A. Coggeshall, its partner

By: Rudolph W. Haffenreffer IV
Rudolph W. Haffenreffer IV, its partner

STATE OF MAINE
COUNTY OF CUMBERLAND, ss.

On December 13, 2005, personally appeared the above-named Bruce A. Coggeshall in his said capacity and acknowledged the foregoing to be his free act and deed and the free act and deed of Consolidated Mortgage Investment Company.

Before me,

Jadine Crane

Notary Public
Printed Name:

JADINE CRANE
Notary Public, Maine
My Commission Expires August 23, 2007

STATE OF MAINE
COUNTY OF CUMBERLAND, ss.

On December 19, 2005, personally appeared the above-named Rudolph F. Haffenreffer IV in his said capacity and acknowledged the foregoing to be his free act and deed and the free act and deed of Consolidated Mortgage Investment Company.

Before me,

Kimberly Kelley

Notary Public
Printed Name:

KIMBERLY J. KELLEY
Notary Public, Maine
My Commission Expires February 8, 2006

QC Deed - Fish and Farm Parcel to CELT. 12-1-2005.DOC
12/13/2005

ACCEPTANCE:

On this 22nd day of December, 2005, Cape Elizabeth Land Trust hereby acknowledges its acceptance of this deed of gift and further represents and warrants that it is a non-profit 501(c) (3) organization ("Qualified Organization") under the Internal Revenue code, as amended, at Title 26, U.S.C.A.

CAPE ELIZABETH LAND TRUST
a Maine corporation

By: [Signature]
Its: President
Printed Name: Lawrence R. Clough

STATE OF MAINE
COUNTY OF CUMBERLAND, ss.

On December 22, 2005, personally appeared the above-named Lawrence R. Clough, President of Cape Elizabeth Land Trust in his/her said capacity, and acknowledged the foregoing to be his/her free act and deed and the free act and deed of Cape Elizabeth Land Trust.

Before me,

[Signature]

Notary Public

Printed Name:

TANYA J. OLIVER
My Commission Expires
November 4, 2011

SEAL

Received
Recorded Register of Deeds
Dec 23, 2005 02:21:00P
Cumberland County
John B O'Brien