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DEED

I, Lark Jurev Palermo, Commissioner of the Division of Capital Planning and Operations for the Commonwealth of Massachusetts (hereinafter "the Division"), in accordance with Section 40E of Chapter 7 of the General Laws, and on behalf of the Board of Higher Education (hereinafter "the Board"), the successor agency to the Higher Education Coordinating Council, in accordance with Section 11(a) of Chapter 15A of the General Laws, for Ten Dollars and other good and valuable consideration, grant to the Health and Educational Facilities Authority* (hereinafter "the Authority"), established pursuant to Chapter 614 of the Acts of 1968, as amended, the following described parcels of land, including the buildings and structures located thereon:

* 40 Mintz, Levin, Cohn, Ferris, Glouster and Pappas PC
One Financial Center, Boston, MA 02111

Parcel A and Parcel B

Two parcels of land in Lowell, Middlesex County, Massachusetts, one lying southerly of and the other underneath Middle Street, a public way in the City of Lowell, and more particularly bounded and described as follows:

Parcel A: Beginning at a point in the southerly line of Middle Street, said point marking the northwesterly corner of the parcel described herein, the northeasterly corner of land conveyed to the City of Lowell by deed recorded in Book 1859 at page 392, said point of beginning further having approximate coordinates of N=599462.04 and E=651064.39 in the Massachusetts Coordinate System;

thence along the southerly line of Middle Street, S 83 degrees 58' 42" E, a distance of 141.62 feet to a point;

thence the following five courses along land conveyed to New Lowell Associates Limited Partnership by deed recorded in Book 2876 at Page 9;

S 05 degrees 53' 18" W, through the center of a wall a distance of 51.52 feet to a point;

S 84 degrees 06' 42" E, a distance of 0.87 feet to a point;

S 05 degrees 53' 18" W, along the face of a wall above a distance of 16.15 feet to a point;

N 83 degrees 58' 42" W, along the face of a support pillar a distance of 1.43 feet to the corner of the building above;

S 06 degrees 01' 18" W, a distance of 2.08 feet to the northeast corner of the Boston and Maine location as shown on a plan recorded in Plan Book 70 at Page 22;

Middle Street, Lowell
Property address.

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thence partly along land conveyed to Paul J. Carey by deed recorded in Book 2903 at Page 87 and partly along land of owners unknown, N 83 degrees 58' 47" W, a distance of 100.00 feet to a point;

thence along land of owners unknown, S 05 degrees 57' 58" W, a distance of 2.50 feet to a point;

thence along the northerly line of the actual Boston and Maine location as described in the County Commissioner's description of Railroad Locations Pages 95 to 97, N 83 degrees 58' 42" W, a distance of 41.15 feet to a point;

thence along said land of City of Lowell and partly within a wall, N 05 degrees 57' 58" E, a distance of 72.25 feet to the point of beginning and containing 9,997 square feet.

Parcel B: Beginning at a point in the southerly line of Middle Street, said point being S 83 degrees 58' 42" E, a distance of 41.75 feet from the point of beginning of Parcel A described above;

thence along the southerly line of Middle Street, S 83 degrees 58' 42" E, a distance of 87.54 feet to a point;

thence the following three courses within Middle Street:

N 05 degrees 46' 57" E, a distance of 4.57 feet to a point;

N 83 degrees 52' 13" W, a distance of 87.54 feet to a point;

S 05 degrees 46' 57" W, a distance of 4.74 feet to the point of beginning and containing 407 square feet.

The Parcels described above are more completely shown as A and B on a plan entitled "Land in LOWELL (Middlesex Co.) MA Surveyed for COMMONWEALTH OF MASSACHUSETTS DIVISION OF CAPITAL PLANNING & OPERATIONS FOR EMINENT DOMAIN TAKING PURPOSES," dated March 6, 1992, from the office of C.T. Male Associates, P.C. (hereinafter the "Plan"), and recorded at the Middlesex County, Northern District, Registry of Deeds in Plan Book 178 as Plan 49.

Said Parcels A and B (hereinafter referred to as "Parcel A"), including all buildings and structures standing or affixed thereon, and including the fee to the center line of Middle Street, and in any other public streets, highways and public ways in Parcel A or contiguous and adjacent to Parcel A, provided such fee is a part of Parcel A, are conveyed together with any and all easements and rights appurtenant thereto, including, without limitation, all appurtenant rights and easements in passageways adjacent to Parcel A and otherwise as shown on the Plan, and the permanent right and easement to keep and maintain a certain post or pillar made of bricks which forms the support of the southeasterly corner of the building situated on said Parcel A, as the land said pillar rests upon is more particularly described in the Plan as "C," as said rights are further

described in an instrument dated January 16, 1946, recorded at the Middlesex County, Northern District, Registry of Deeds at Book 1037, Page 241, and subject to rights of the City of Lowell for the maintenance and use of Middle Street as a public way, rights of the Boston and Lowell Railroad, the Boston and Maine Railroad, their successors and assigns, rights of others regarding the above-referenced pillar as described in an instrument dated January 16, 1946, and recorded at the Middlesex County, Northern District, Registry of Deeds at Book 1037, Page 241, rights of others in party walls as described herein, shown on the Plan or as may appear of record at said Registry of Deeds and rights of third parties to utility easements or lines as shown on the Plan.

Parcel D

A parcel of land in Lowell, Middlesex County, Massachusetts, lying southerly of Middle Street, a public way, and more particularly bounded and described as follows:

Beginning at a point in the southerly line of Middle Street, said point marking the northwesterly corner of the parcel described herein, the northeasterly corner of land conveyed to Suleyman Celimli by deed recorded in Book 2501 at Page 684 and said point of beginning further having approximate coordinates of N=599475.25 and E=650939.18 in the Massachusetts Coordinate System;

thence along the southerly line of Middle Street, S 83 degrees 58' 42" E, a distance of 66.05 feet to a point;

thence along land conveyed to the City of Lowell by deed recorded in Book 1859 at Page 392, being along the center of a sixteen foot wide passageway S 06 degrees 11' 37" W, a distance of 90.25 feet to a point;

thence along land conveyed to 4th AP Company by deed recorded in Book 2351 at Page 54, N 83 degrees 58' 42" W, a distance of 66.07 feet to a point;

thence along land conveyed to Suleyman Celimli by deed recorded in Book 2501 at Page 684, Parcel I, partly through a wall, N 06 degrees 12' 14" E, a distance of 90.25 feet to the point of beginning and containing 5,962 square feet.

The above-described parcel of land, labeled "D" on the Plan and hereinafter referred to as "Parcel D", including all buildings or structures standing or affixed thereon and including the fee to the center line of Middle Street and in any other public streets, highways and public ways in Parcel D or contiguous and adjacent to Parcel D, provided such fee is a part of Parcel D, is conveyed together with all easements and rights appurtenant thereto, including all appurtenant rights and easements in passageways adjacent to Parcel D and otherwise as shown on the Plan, and subject to rights of the City of Lowell for maintenance and use of Middle Street as a public way, rights of the Boston and Lowell Railroad, the Boston and Maine Railroad, their successors, and assigns, rights of others in party walls as described herein, shown on the Plan or as may appear of record and rights of third parties to utility easements or lines as shown on the Plan.

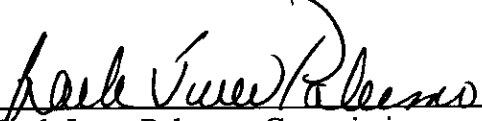
The parcels of land granted and conveyed hereby, including all buildings, structures and appurtenant rights (collectively the "Parcels"), are the same parcels of land taken by eminent domain by the Commissioner of said Division by an Order of Taking dated April 9, 1992, recorded in Middlesex, Northern District, Registry of Deeds at Book 5891 Page 298

for our title see deed recorded at MNRD Book 5891 page 309

Pursuant to an Indenture dated as of December 9, 1997 between the Authority and State Street Bank and Trust Company, as Trustee (the "Indenture"), the Authority has issued bonds for the refinancing of certain previously issued bonds for the acquisition of the Parcels and the renovation of the buildings located on the Parcels on behalf of Middlesex Community College. Title to the Parcels shall revert to the Commonwealth of Massachusetts upon maturity of the Allocable Bonds as listed on Schedule A attached hereto, which shall occur on or before October 1, 2022, and the Authority shall provide an appropriate certificate, in recordable form, evidencing that all of such Allocable Bonds have matured, which certificate shall be filed in the Middlesex County, Northern District, Registry of Deeds.

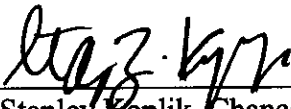
This Deed does not contain the certification required by Section 40F 1/2 of Chapter 7 of the General Laws because transfers of real property from the Commonwealth, on behalf of the Board, to the Authority pursuant to Section 11 of Chapter 15A of the General Laws, are not subject to the provisions of Section 40F 1/2 of Chapter 7 of the General Laws.

Signed and sealed effective as of this 1st day of April, 1998.


Lark Jurev Palermo, Commissioner
Division of Capital Planning and Operations

Stanley Koplik, the Chancellor of the Board of Higher Education hereby joins in this conveyance.

Signed and sealed effective as of this 1st day of April, 1998.


Stanley Koplik, Chancellor
Board of Higher Education

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

March 30, 1998

Then personally appeared the above-named Lark Jurev Palermo, Commissioner of the Division of Capital Planning and Operations, and acknowledged the foregoing instrument to be her free act and deed, before me,

Jamie Lewis Keith
Notary Public *Jamie Lewis Keith*
My commission expires: *March 16, 2001*



COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

March 30, 1998

Then personally appeared the above-named Stanley Koplik, the Chancellor of the Board of Higher Education, and acknowledged the foregoing instrument to be his free act and deed, before me,

Stanley Koplik
Notary Public
My Commission Expires: *11-13-03*



TRADOCS: 1079727.3 (n54f03!.doc)

Middlesex Community College

Massachusetts Health and Educational Facilities Authority
Community Colleges Program

Verified Numbers

Refunding Debt Service - Middlesex

Date	Principal	Coupon	Yield	Interest	Semi Annual Debt Service	Annual Debt Service	Total DSRF Earnings	Net Debt Service	Accrued Interest
03/15/98									19,108.00
10/01/98	0.00	3.500%	3.500%	234,073.00	234,073.00	234,073.00		234,073.00	
04/01/99				214,965.00	214,965.00	214,965.00		214,965.00	Average Life
06/30/99					0.00	449,038.00		0.00	15.96
10/01/99	0.00	3.600%	3.600%	214,965.00	214,965.00	214,965.00		214,965.00	
04/01/2000				214,965.00	214,965.00	214,965.00		214,965.00	
06/30/2000					0.00	429,930.00		0.00	
10/01/2000	0.00	3.850%	3.850%	214,965.00	214,965.00	214,965.00		214,965.00	
04/01/2001				214,965.00	214,965.00	214,965.00		214,965.00	
06/30/2001					0.00	429,930.00		0.00	
10/01/2001	190,000.00	4.000%	4.000%	214,965.00	404,965.00	404,965.00		404,965.00	Bond Insurance
04/01/2002				211,165.00	211,165.00	211,165.00		211,165.00	39,907.16
06/30/2002					0.00	616,130.00		0.00	
10/01/2002	255,000.00	4.000%	4.100%	211,165.00	466,165.00	466,165.00		466,165.00	
04/01/2003				206,065.00	206,065.00	206,065.00		206,065.00	
06/30/2003					0.00	672,230.00		0.00	
10/01/2003	265,000.00	4.100%	4.200%	206,065.00	471,065.00	471,065.00		471,065.00	
04/01/2004				200,632.50	200,632.50	200,632.50		200,632.50	
06/30/2004					0.00	671,697.50		0.00	
10/01/2004	275,000.00	4.200%	4.250%	200,632.50	475,632.50	475,632.50		475,632.50	
04/01/2005				194,867.50	194,867.50	194,867.50		194,867.50	
06/30/2005					0.00	670,490.00		0.00	
10/01/2005	290,000.00	4.300%	4.350%	194,867.50	484,867.50	484,867.50		484,867.50	
04/01/2006				188,822.50	188,822.50	188,822.50		188,822.50	
06/30/2006					0.00	673,480.00		0.00	
10/01/2006	305,000.00	4.400%	4.450%	188,822.50	493,822.50	493,822.50		493,822.50	
04/01/2007				181,912.50	181,912.50	181,912.50		181,912.50	
06/30/2007					0.00	675,535.00		0.00	
10/01/2007	315,000.00	4.500%	4.550%	181,912.50	496,912.50	496,912.50		496,912.50	
04/01/2008				174,825.00	174,825.00	174,825.00		174,825.00	
06/30/2008					0.00	671,737.50		0.00	
10/01/2008	330,000.00	4.500%	4.600%	174,825.00	504,825.00	504,825.00		504,825.00	
04/01/2009				167,400.00	167,400.00	167,400.00		167,400.00	
06/30/2009					0.00	672,225.00		0.00	
10/01/2009	340,000.00	4.600%	4.700%	167,400.00	507,400.00	507,400.00		507,400.00	
04/01/2010				159,580.00	159,580.00	159,580.00		159,580.00	
06/30/2010					0.00	666,980.00		0.00	
10/01/2010	360,000.00	4.700%	4.800%	159,580.00	519,580.00	519,580.00		519,580.00	
04/01/2011				151,120.00	151,120.00	151,120.00		151,120.00	
06/30/2011					0.00	670,700.00		0.00	
10/01/2011	380,000.00	4.800%	4.900%	151,120.00	531,120.00	531,120.00		531,120.00	
04/01/2012				142,000.00	142,000.00	142,000.00		142,000.00	
06/30/2012					0.00	673,120.00		0.00	
10/01/2012	395,000.00	5.000%	5.000%	142,000.00	537,000.00	537,000.00		537,000.00	
04/01/2013				132,125.00	132,125.00	132,125.00		132,125.00	
06/30/2013					0.00	669,125.00		0.00	
10/01/2013	420,000.00	5.000%	5.050%	132,125.00	552,125.00	552,125.00		552,125.00	
04/01/2014				121,825.00	121,825.00	121,825.00		121,825.00	
06/30/2014					0.00	673,750.00		0.00	
10/01/2014	440,000.00	5.000%	5.100%	121,825.00	561,825.00	561,825.00		561,825.00	
04/01/2015				110,825.00	110,825.00	110,825.00		110,825.00	
06/30/2015					0.00	672,250.00		0.00	
10/01/2015	460,000.00	5.000%	5.200%	110,825.00	570,825.00	570,825.00		570,825.00	
04/01/2016				99,125.00	99,125.00	99,125.00		99,125.00	
06/30/2016					0.00	669,750.00		0.00	
10/01/2016	485,000.00	5.000%	5.200%	99,125.00	584,125.00	584,125.00		584,125.00	
04/01/2017				87,000.00	87,000.00	87,000.00		87,000.00	
06/30/2017					0.00	671,125.00		0.00	
10/01/2017	510,000.00	5.000%	5.200%	87,000.00	597,000.00	597,000.00		597,000.00	
04/01/2018				74,250.00	74,250.00	74,250.00		74,250.00	
06/30/2018					0.00	671,250.00		0.00	
10/01/2018	535,000.00	5.000%	5.200%	74,250.00	609,250.00	609,250.00		609,250.00	
04/01/2019				60,875.00	60,875.00	60,875.00		60,875.00	
06/30/2019					0.00	670,125.00		0.00	
10/01/2019	565,000.00	5.000%	5.230%	60,875.00	625,875.00	625,875.00		625,875.00	
04/01/2020				46,750.00	46,750.00	46,750.00		46,750.00	
06/30/2020					0.00	672,825.00		0.00	
10/01/2020	590,000.00	5.000%	5.230%	46,750.00	636,750.00	636,750.00		636,750.00	
04/01/2021				32,000.00	32,000.00	32,000.00		32,000.00	
06/30/2021					0.00	668,750.00		0.00	
10/01/2021	620,000.00	5.000%	5.230%	32,000.00	662,000.00	662,000.00		662,000.00	
04/01/2022				16,500.00	16,500.00	16,500.00		16,500.00	
06/30/2022					0.00	668,500.00		0.00	
10/01/2022	660,000.00	5.000%	5.230%	16,500.00	676,500.00	676,500.00		676,500.00	
04/01/2023				0.00	0.00	0.00		0.00	
06/30/2023					0.00	676,500.00		0.00	
10/01/2023					0.00	676,500.00		0.00	
04/01/2024									
06/30/2024	8,985,000.00			7,041,973.00	16,028,973.00	16,028,973.00	0.00	16,028,973.00	