

WARRANTY DEED
Richmond Land Trust, Inc.
To Vermont Youth Conservation Corps, Inc.

KNOW ALL PERSONS BY THESE PRESENTS that Richmond Land Trust, Inc., a Vermont corporation with a place of business in the Town of Richmond, County of Chittenden, State of Vermont, Grantor, in consideration of ten dollars and other valuable considerations paid to its full satisfaction by the Vermont Youth Conservation Corps, Inc., a Vermont Corporation with its principal office in the Town of Waterbury, County of Washington, State of Vermont, Grantee, by these presents, does freely GIVE, GRANT, SELL, CONVEY AND CONFIRM unto the said Vermont Youth Conservation Corps, Inc., its successors and assigns forever, certain parcels of land in the Town of Richmond, County of Chittenden, State of Vermont, described as follows:

Parcel One:

Being all of the land and premises conveyed to the Richmond Land Trust, Inc. by warranty deed of Vermont Farm Bureau Service Company, Inc. dated May 11, 2000, and recorded on May 12, 2000 in Volume 115, beginning at Page 159 of the Town of Richmond Land Records. The parcel may be more particularly described as follows:

A parcel of land containing 3.6 acres, more or less, situate on the northerly side of U.S. Route 2, and being more particularly described as follows:

Commencing at an iron rod set in the northerly sideline of the U.S. Route 2 right of way, which rod marks the southwesterly corner of the Grantor's land; thence proceeding in and along the westerly boundary of the Grantor's land N 29° 55' 00" E 292.47 feet to an iron rod set in the ground; thence deflecting to the right and proceeding S 55° 14' 00" E 177.60 feet to an iron pipe set in the ground; thence deflecting to the left and proceeding in and along the westerly boundary of the Grantor's land N 31° 41' 50" E 383.05 feet to an iron rod set in the ground; thence deflecting to the right and proceeding S 03° 58' 40" W 462.64 feet to an iron rod set in the ground; thence deflecting to the right and proceeding S 27° 47' 20" W 274.28 feet to an iron rod set in the northerly sideline of the U. S. Route 2 right of way; thence deflecting to the right and proceeding in and along the northerly sideline of the U. S. Route 2 right of way N 55° 41' 40" W 402.56 feet to the point or place of beginning.

Said land and premises is depicted on a plan entitled: "Land to be Conveyed from Vermont Farm Bureau Service Company, Inc. to Richmond Land Trust, Inc., Route 2, Richmond, Vermont, December 1991" by T. Bass Land Surveys recorded in Map Hanger 8 at Page 58 of said land records.

The parcel of land herein conveyed is subject (i) applicable utility easements as are recorded and or as are shown on the aforementioned survey, and (ii) Deferral of Permit DE-4-2478 recorded in Volume 114 at Page 340 of said Land Records.

In order to comply with the State of Vermont Environmental Protection Rules on the subdivision of lands and disposal of waste including sewage, the Grantee shall not construct or erect a structure or building on the parcel of land conveyed herein, the useful occupancy of which will require the installation of plumbing and sewage treatment facilities or convey this land without first complying with all State regulations. The Grantee by acceptance of this deed acknowledges that this lot may not qualify for approval for development under the appropriate environmental protection or health regulations and that the State may deny an application to develop the lot.

Parcel Two:

Being all and the same land and premises as conveyed to the Richmond Land Trust, Inc. by warranty deed of Barbara W. Cowles, Trustee of the Xenophon C. Wheeler Trust dated July 26, 2002, of record in the Town of Richmond Land Records in Volume 131 at Page 589. Said land and premises are more particularly described as follows:

Being a parcel of land containing 229.55 acres, more or less, situated on the northerly sideline of U.S. Route 2 in the Town of Richmond, Vermont, said parcel depicted as Lot 3 on a Plat entitled "Plat of Survey For Xenophon C. Wheeler in the Town of Richmond, Vermont" drawn by John A. Marsh, dated July 31, 1987, as revised March 25, 1988, and recorded in Map Volume 5, Page 50 of the Town of Richmond Land Records, EXCEPT for a parcel of land, together with improvements thereon, containing 4.45 acres, as said parcel is depicted as Parcel One on a Plat entitled "Plat Showing Survey of A Portion of Land of David M. Sunshine and Diana Erickson, Richmond, Vermont" prepared by Button Associates, dated April 1, 1991, and recorded in Map Volume 6, Page 50 of the Town of Richmond Land Records.

Being all and the same lands and premises decreed to Barbara W. Cowles, as Trustee for the Xenophon C. Wheeler Trust by Judgment and Decree of Foreclosure, in a matter entitled: Barbara W. Cowles, as Trustee for the Xenophon C. Wheeler Trust v. David M. Sunshine, Diana Fyfe Erickson and E. II S. Partnership, Chittenden Superior Court Docket No. S 685-00 CnC dated June 1, 2001, and recorded August 3, 2001 in Volume 122, Page 345 of the Town of Richmond Land Records, and Certified Copy of Certificate of Non-Redemption dated July 31, 2001 and recorded August 3, 2001, in Volume 122, Pages 342-343 of the Town of Richmond Land Records.

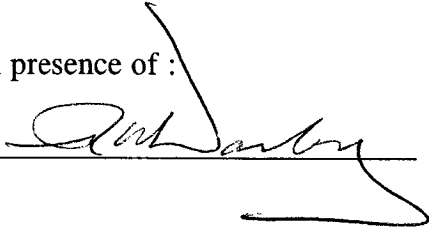
The land and premises conveyed hereby include the benefit of and are subject to a Grant of Development Rights, Conservation Restrictions and Public Access Easement between Richmond Land Trust, Inc. and Vermont Housing and Conservation Board dated December 1, 2004 and recorded in Book 160 Page 327, and a Grant of Historic Preservation Easement between Richmond Land Trust, Inc., Vermont Housing and Conservation Board, and Preservation Trust of Vermont, Inc dated December 1, 2004 and recorded in Book 160 Page 314.

Reference may be had to the above-mentioned deeds and their records and to all prior deeds and their records for a more full and complete description of the lands and premises herein conveyed.

To have and to Hold said granted premises, with all the privileges and appurtenances thereof, to the said Grantee Vermont Youth Conservation Corps, Inc., its successors and assigns, to its own use and behoof forever, and the Richmond Land Trust, Inc., its successors and assigns, does covenant with the said Vermont Youth Conservation Corps, Inc., its successors and assigns, that until the ensealing of these presents it is the sole owner of the premises, and has good right and title to convey in manner aforesaid, that they are FREE FROM EVERY ENCUMBRANCE, and does freely engage to WARRANT and DEFEND the same against all lawful claims whatever, except as aforesaid.

In witness whereof, the Richmond Land Trust, Inc., by its duly authorized agent, hereunto sets its hand this 6th day of December 2004.

In presence of :



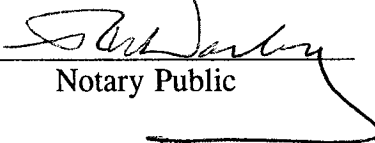
RICHMOND LAND TRUST, INC.

By: Wright C. Preston
Its Duly Authorized Agent

STATE OF VERMONT
WASHINGTON COUNTY, SS.

At Waterbury, Vermont, this 6th day of December 2004, Wright C. Preston, duly authorized agent of the Richmond Land Trust, Inc., personally appeared, and acknowledged this instrument, by him sealed and subscribed, to be his free act and deed, and the free act and deed of the Richmond Land Trust, Inc.

Before Me:


Notary Public