

MEMORANDUM

WHEREAS, All County Partnership (hereinafter referred to as "Developer"), is the owner in fee of a 79.996 acre parcel of land (hereinafter referred to as the "Property"), located at the intersection of Sandy Hill Road and Coffroath Road, in West Cain Township, Chester County, Pennsylvania, and known as Chester County Tax Parcel Numbers 28-5-102, 28-5-106- and 28-5-14, the legal description of which is attached hereto as Exhibit "A"; and

WHEREAS, on September 16, 2003, Developer did enter into a Wastewater Conveyance Agreement by and among Pennsylvania-American Water Company ("PAWC"), Sadsbury Township, Chester County, Pennsylvania ("Township"), All County Partnership and Cainshire Estates, LLC; and

WHEREAS, Article VI, Section 2 of the Wastewater Conveyance Agreement provides that prior to commencement of discharge of PAWC wastewater into the Township system, the Developer shall pay to the Township, at the Township municipal office, all Capacity Fees and Reimbursement Fees owed to the Township and SSC based on EDU's connected to the PAWC System and which will produce flows into the Township system; and further provides that once discharge of PAWC wastewater into the Township system commences, and, thereafter, Developer shall, prior to connecting to PAWC's wastewater system, pay to the Township Capacity Fees and Reimbursement Fees for each connection which will provide flows through the Point of Connection; and

WHEREAS, pursuant to Article I of the Wastewater Conveyance Agreement, the Capacity Fee charged by the Township is \$1,141.15 per equivalent dwelling unit (EDU), and the Reimbursement Fee is \$1,178.00 per equivalent dwelling unit (EDU); and

WHEREAS, Article VII, Section 8 of the Wastewater Conveyance Agreement provides that the provisions of the Conveyance Agreement and the respective rights and obligations of the Developer thereunder shall be binding upon, and shall inure to the benefit of, its respective successors, grantees and assigns, who shall accept the terms and obligations of the Conveyance Agreement in writing prior to any party being released from their obligations pursuant to this Agreement; and

WHEREAS, Article VII, Section 9 of the Wastewater Conveyance Agreement provides for the recordation of a memorandum setting forth the obligation and terms of payment of the Capacity Fees and Reimbursement Fees to the Township under the Conveyance Agreement, against all lands comprising the Development, in the Office of Recorder of Deeds for Chester County.

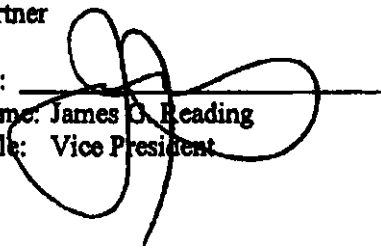
NOW, this 16th day of September, 2003, Developer, for itself, and its successors and assigns, in consideration of the sum of One Dollar (\$1.00), receipt of which is hereby acknowledged, does hereby covenant and agree to accept the obligations and terms of payment of the Capacity Fees and Reimbursement Fees set forth in the Wastewater Conveyance Agreement, as they apply to the Property as described in Exhibit "A".

2003 SEP 17 AM 11:16
RECORDER OF DEEDS
CHESTER COUNTY, PA

IN WITNESS WHEREOF, Developer has set its hand and seal the date above written.

ALL COUNTY PARTNERSHIP

BY: ALL COUNTY PROPERTIES, INC.,
Partner

By: 
Name: James O. Reading
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF *Chester*

ss.

On this, the 16th day of September, 2003, before me, a Notary Public in and for the Commonwealth and County aforesaid, the undersigned officer, personally appeared James G. Reading, who acknowledged himself to be the Vice President of ALL COUNTY PROPERTIES, INC., a corporation, being a Partner of All County Partnership, a Pennsylvania general partnership, and that as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Partnership by himself as Vice President of the Corporation.

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

Joseph E. Schaeffer
Notary Public



ALL THAT CERTAIN tract of land situate in West Caln Township, Chester County, Pennsylvania as shown on a plan entitled "Final Subdivision Plan of Sandy Hill", prepared by Commonwealth Engineers, Inc., Downingtown, PA, Dwg. No.E-200041-2 dated February 8, 2001, Revision #4 dated 12/06/01, and being more fully described as follows, to wit:

BEGINNING at a point formed by the intersection of the title line in Coffroath Road (T 427, proposed 41.5 foot wide R/W) with the title line in North Sandy Hills Road (T-443, proposed 50 foot wide R/W), said point being the southwesterly corner of lands now or formerly of Doris E. Hageigans per Record Book 751 Page 234 and the southeasterly corner of lands now or formerly of Francesco A. Chilla and Margaret E. Chilla per Record Book 1251 Page 89, and from said point of BEGINNING running along said title line of Coffroath Road the five (5) following courses and distances:

- 1) along the southerly line of said lands of Hageigans S 86° 47' 32" E 16.49 feet to a point;
 - 2) continuing along the southerly line of said Hageigans N 74° 49' 59" E 147.04 feet to a point;
 - 3) continuing along said lands of Hageigans and also along the southerly line of lands now or formerly of Thomas C. Reynolds per Record Book 4115 Page 1420, lands now or formerly of G. Wayne Fite and Patsy E. Fite per Deed Book I-60 Page 7, land now or formerly of Betty DiBonaventure and Regina Morris per Record Book 3925 page 1154, lands now or formerly of Domenic F. Sala and Winifred M. Sala per Record Book 4793 page 144, lands now or formerly of Richard D. Barbeau and Marguerite M. Barbeau per Record Book 2719 Page 349, S 64° 00' 01" E 561.00 feet to a point at the southwesterly corner of lands now or formerly of John M. Pelet and Marie C. Pelet per Deed Book E-57, Page 66;
 - 4) along said lands of Pelet S 63° 26' 55" E 1196.25 feet to a twin spruce tree found on the westerly line of lands now or formerly of Hays Todd Pfitzenmeyer, Jr. per Deed Book Q-41 Page 326;
 - 5) along said lands of Pfitzenmeyer S 02° 23' 36" E 288.75 feet to the base of a bent iron pipe found at the northwesterly corner of lands now or formerly of Federal National Mortgage Association per Record Book 4802 page 1965, and the northeasterly corner of lands now or formerly of Catharine J. Waner per Deed Book I-37 Page 849;
- thence, along the northerly line of said lands of Waner S 89° 26' 42" W 1754.26 feet to an iron pin found at the easterly corner of lands now or formerly of Michael Kowal, Jr. and Phyllis A. Kowal per Record Book 89, Page 78; thence, along the northerly line of said lands of Kowal N 65° 32' 37" W, crossing the easterly right-of-way line of said North Sandy Hills Road, 450.57 feet to a point on the title line in the same, said point being on the easterly line of lands now or formerly of Ronald J. Kowal and Joyce E. Kowal per Record Book 995 Page 73;
- thence, along said title line in North Sandy Hills Road, being said easterly line of Ronald J. Kowal and Joyce E. Kowal and also along the easterly line of lands now or formerly of Rickie A. Conrad and Kathryn

M. Conrad per Record Book 1907 Page 31, N 24° 29' 29" E 356.25 feet to a point being the northeasterly corner of said lands of Conrad; thence along the northerly line of said lands of Conrad S 85° 58' 10" W 859.35 feet to an iron pin found;

thence, along the westerly line of said lands of Conrad and also along the westerly line of said lands of Ronald J. Kowal and Joyce E. Kowal and lands now or formerly of John F. Beller, Jr. and Edna Mai Beiler per Record Book 4009 Page 1823, S 00° 24' 14" W 460.72 feet to a point on the northerly line of lands of Catherine J. Wanner;

thence along the same S 89° 30' 39" W 1192.48 feet to an iron pipe found at the northeasterly corner of lands now or formerly of George R. Brookover and Kathleen M. Brookover per Deed Book I-51 Page 49; thence along the northerly line of said lands of Brookover S 89° 52' 10" W 123.76 feet to a concrete monument found at the southeasterly corner of lands now or formerly of Daniel R. McDaniel per Deed Book L-65, page 478;

thence, along the easterly line of said lands of McDaniel and also along the easterly line of lands now or formerly of R.G. Wheatcroft per Deed Book K-40 page 777 N 00° 58' 54" W 471.60 feet to an iron pipe found at the southeasterly corner of lands now or formerly of Glenn Leroy Welsh per Deed Book H-56 Page 33;

thence, along the easterly line of said lands of Welsh N 12° 50' 57" E 94.09 feet to an iron pin found at the southeasterly corner of lands now or formerly of Leon Stewart, Jr. per Deed Book 1679 Page 584; thence, N 07° 49' 17" E 252.96 feet to a point being the southwesterly corner of lands now or formerly of William C. Rau, Jr. and Helen Sue Rau per Deed Book 1118 Page 36;

thence, along the southerly line of said lands of Rau N 42° 20' 49" E 46.01 feet to a point at the southwesterly corner of lands now or formerly of Teresa Weber per Deed Book X-49 Page 93; thence, along the southerly and easterly line of said lands of Weber and the three (3) following courses and distances:

1) S 85° 52' 50" E 237.47 feet to an iron pipe found;

2) N 04° 07' 10" E, crossing the southerly right-of-way line of said Coffroath Road 214.34 feet to an iron pin found near the south side of the cartway thereof;

3) along a line partially through said right-of-way of Coffroath Road, N 13° 13' 16" E 14.64 feet to a point at the southeasterly corner of lands now or formerly of Robert R. Moore and Janice F. Moore per Deed Book R-40 page 1062;

thence, along the southerly and easterly line of said lands of Moore the two (2) following courses and distances:

1) N 02° 02' 43" W 132.09 feet to a concrete monument found;

2) S 86° 35' 03" E 231.37 feet to a point on the title line in Coffroath Road near the north right-of-way thereof, said point being at the southwesterly corner of lands now or formerly of Nathan J. Stoltzfus and Vivian R. Stoltzfus, said point being located S 00° 54' 08" W 4.37 feet from an iron pin found on the west line of lands of Stoltzfus;

thence, along the title line in Coffroath Road the two (2) following courses and distances:

1) a long the southerly line of said lands of Stoltzfus and also a long the southerly line of lands now or formerly of Robert H. Hodge and Elizabeth W. Hodge, lands now or formerly of Kenneth R. Hoffman and Katherine M. Hoffman per Record Book 6 page 70, lands now or formerly of Michael Oteri and Ruth Oteri per Deed Book U-26 Page 142, S 86° 31' 24" E 1350.14 feet to a point at the southwesterly corner of lands now or formerly of said lands of Francesco A. Chilla and Margaret E. Chilla;

2) along the southerly line of said lands of Chilla S 87° 16' 18" E 541.38 feet to the point and place of BEGINNING.

CONTAINING 79.996 Acres of land be the same more or less.

EXCEPTING AND RESERVING THEREOUT AND THEREFROM ALL THAT CERTAIN parcel of land situate in West Caln Township, Chester County, Pennsylvania being shown as Parcel B on a Title Plan, Final Subdivision Plan of Sandy Hill dated February 8, 2001, last revised June 18, 2002 prepared by Commonwealth Engineers, Inc., Downingtown, PA and being more fully described as follows, to wit:

BEGINNING at an interior point at a corner of Lot 41, on the east line of land Daniel R. McDaniel (Deed Book L-65, Page 478), said point of beginning is measured along the line dividing said Lot 41 and land of McDaniel, north 00 degrees 58 minutes 54 seconds West 76.59 feet from a concrete monument found marking a common corner of Lot 41, Lot 40 and said land of Daniel R. McDaniel, which concrete monument found is also on the north line of land of George R. McDaniel, which concrete monument found is also on the north line of land of George R. and Kathleen M. Brookover and is located approximately 32 feet (scaled) east of the center line of Cambridge Road T-358; thence from the point of beginning along the east line of land of Daniel R. McDaniel North 00 degrees 58 minutes 54 seconds West 196.97 feet to a corner of Lot 42; thence along Lot 42 the two (2) following courses and distances:

1) North 89 degrees 01 minute 06 seconds East 23.49 feet to a point;
2) South 51 degrees 43 minutes 34 seconds East 40.69 feet to a common corner of Lot 42 and Lot 41; thence along Lot 41 the two (2) following courses and distances:

(1) South 00 degrees 58 minutes 54 seconds East 29.31 feet to a point;
(2) South 20 degrees 12 minutes 10 seconds West 152.20 feet to the point of beginning.

CONTAINING 0.150 acres of land be the same more or less.

BEING TAX PARCEL NUMBER:
Part of Parcel UPI No. 28-5-102

Parcel UPI No. 28-5-106

Parcel UPI No. 28-5-14

BEING THE SAME PREMISES WHICH Douglas J. Hurlock and Paul Trego, Co-Executors of the Estate of Ethel L. Kowal, a/k/a Ethel Irene Kowal, deceased by Deed dated 4/9/2003 and recorded in the office for the Recording of Deeds in and for the County of Chester on 4/16/2003 in Record Book 5653 page 800, granted and conveyed unto All County Partnership, a Pa. General Partnership, in Fee.