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September 22, 1989

THIRD AMENDMENT TO MASTER DEED OF
APPLE VALLEY CONDOMINIUM
ADDITION OF PHASE FOUR

NOTARIAL PUBLIC
BOOK 8440 PAGE 413
BARRY HANNON
BARRY I. HANNON, REGISTER

Mark Mistretta and John J. McHugh, Trustees of Apple Valley Real Estate Trust under Declaration of Trust dated March 12, 1985 and recorded with the Norfolk Registry of Deeds at Book 6622, Page 402 being the Declarant in the Master Deed of Apple Valley Condominium (the "Condominium"), recorded with the Norfolk Registry of Deeds in Book 8309, Page 538 (the "Master Deed"), as amended by the First Amendment to Master Deed dated June 2, 1989 and recorded with said Deeds in Book 8334, Page 224, and as further amended by the Second Amendment to Master Deed dated August 14, 1989 and recorded with said Deeds in Book 8399, Page 576, pursuant to the right reserved in Section 17 of the Master Deed to amend the Master Deed to add additional phases, does hereby amend the Master Deed to add Phase Four as follows:

1. The reference to Phase One in the second paragraph of Section 2 is hereby amended to refer to Phase One, Phase Two, Phase Three and Phase Four.
2. The references to Phase One, Phase Two, and Phase Three in the second paragraph of Section 6 and the fifth paragraph of Section 17(b) are hereby amended to refer to Phase One, Phase Two, Phase Three and Phase Four.
3. Section 4 is hereby amended by deleting the first four paragraphs and substituting the following:

Phases One, Two, Three and Four. Until this Master Deed is amended to add Additional Phases, the Units of the Condominium shall be only those within the buildings included in Phases One, Two, Three and Four. Phases One, Two, Three and Four of the Condominium include the buildings designated Building 1, Building 2, Building 4 and Building 5 (the "Buildings") on the Site Plan defined in Section 5 hereof. Building 1 is located on Lot I-2, Building 2 is located on Lot I-9, Building 4 is located on Lot I-7, and Building 5 is located on Lot I-8 shown on the plan entitled 'Definitive Plan "Macintosh Farm", dated December 31, 1986 prepared by Schofield Brothers, Inc.

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REFER TO PLAN NO #9219 REC PL BK 386

recorded with the Norfolk Registry of Deeds as Plan 311 of 1988 in Plan Book 366 (the "Subdivision Plan"). The Buildings contain fifteen units as follows:

<u>Building</u>	<u>Units</u>
Building 1	1 Apple Valley Drive 3 Apple Valley Drive 5 Apple Valley Drive 7 Apple Valley Drive
Building 2	11 Apple Valley Drive 15 Apple Valley Drive 17 Apple Valley Drive 19 Apple Valley Drive
Building 4	50 Apple Valley Drive 52 Apple Valley Drive 54 Apple Valley Drive
Building 5	40 Apple Valley Drive 42 Apple Valley Drive 44 Apple Valley Drive 46 Apple Valley Drive

The Buildings are two stories high and are of wood-frame construction with concrete foundations and asphalt or fiberglass shingle roofs.

It is anticipated that each Additional Phase shall consist of one or more of the following buildings (the "Additional Buildings") containing the units as follows:

4. Section 5 is hereby amended by deleting the first paragraph and substituting the following:

5. Floor Plans; Designation of Units and Their Boundaries. The Site Plan entitled "Site Plan - Phase 1 and 2, Apple Valley Condominium "Partial Building As-Built", Plan of Land in Sharon, Mass.", dated May 2, 1989, prepared by Schofield Brothers, Inc. recorded as Plan No. 429 of 1989 in Plan Book 380, revised to include Phase 3 and Phase 4 as shown on a plan entitled "Site Plan - Phase Three, Apple Valley Condominium "Partial Building As-Built", Plan of Land in Sharon, Mass.", (which includes Phase 4, Building 5) dated May 2, 1989, revised August 11, 1989, by Schofield Brothers, Inc., recorded as Plan No. 767 of 1989 in Plan Book 384 (the "Site Plans"), and the Condominium Plans entitled (i) "As-Built Floor Plan, Apple Valley Condominium 1, 3, 5, 7 Apple Valley Drive, Sharon, MA., Building I", dated April 18, 1989, prepared by MacIntosh Builders recorded as Plan No. 430 of 1989 in

Plan Book 380; (ii) "As-Built Floor Plan, Apple Valley Condominium 11, 15, 17, 19 Apple Valley Drive, Sharon, MA., Building II", dated April 18, 1989, prepared by MacIntosh Builders recorded as Plan No. 511 of 1989 in Plan Book 381; (iii) "As-Built Floor Plan, Apple Valley Condominium 50, 52, 54 Apple Valley Drive, Sharon, MA., Building IV", dated July 24, 1989, prepared by MacIntosh Builders and recorded as Plan No. 768 of 1989 in Plan Book 384; and (iv) "As-Built Floor Plan, Apple Valley Drive, Sharon, MA., Building V", dated July 31, 1989, prepared by MacIntosh Builders and recorded herewith (the "Floor Plans") (collectively the "Plans"), showing the layout, location, Unit designation and dimensions of the Units, stating the addresses of the Buildings and bearing the verified statement of a registered engineer, surveyor or architect certifying that the Plans fully and accurately depict the same as built, are incorporated herein, are made a part of this Master Deed.

5. The reference to Building 5 in the second paragraph of Section 5 is hereby deleted.

6. Exhibit E-1 is hereby amended by deleting the existing Exhibit E-1 and substituting the Exhibit E-1 attached hereto and made a part hereof.

7. Exhibit E-2 is hereby amended by deleting the references to Building 5 and Units 40, 42, 44 and 46 Apple Valley Drive contained therein.

8. Exhibit F is hereby amended by deleting the existing Exhibit F and substituting the Exhibit F attached hereto and made a part hereof.

9. Exhibit G is hereby amended by deleting the existing Exhibit G and substituting the Exhibit G attached hereto and made a part hereof.

Except as amended, the Master Deed is in all respects ratified and confirmed.

Executed under seal this 26 th day of September, 1989.

DECLARANT:

[Signature]
John J. McHugh, Trustee of
Apple Valley Real Estate Trust
but not individually nor on
behalf of his beneficiaries
individually

[Signature]
Mark Mistretta, Trustee of Apple
Valley Real Estate Trust but not
individually nor on behalf of his
beneficiaries individually

COMMONWEALTH OF MASSACHUSETTS

Worcester, ss

September 26, 1989

Then personally appeared before me the above-named John J. McHugh and Mark Mistretta and acknowledged the foregoing instrument to be their free act and deed as Trustees as aforesaid, before me,

[Signature]
Notary Public

My Commission Expires

MELISSA L. ELLIS
Notary Public
My Commission Expires June 1, 1995

EXHIBIT E-1 TO MASTER DEED
APPLE VALLEY CONDOMINIUM

DESCRIPTION OF UNITS PHASE ONE, TWO and THREE

<u>Unit No.</u>	<u>Unit Type*</u>	<u>Building Number</u>	<u>Square Feet of Living Area</u>
1 Apple Valley Drive	D	1	2,112±
3 Apple Valley Drive	C	1	1,772±
5 Apple Valley Drive	C	1	1,772±
7 Apple Valley Drive	A	1	1,849±
11 Apple Valley Drive	A	2	2,101±
15 Apple Valley Drive	C	2	1,772±
17 Apple Valley Drive	C	2	1,772±
19 Apple Valley Drive	D	2	2,112±
50 Apple Valley Drive	D	4	2,099±
52 Apple Valley Drive	B	4	1,605±
54 Apple Valley Drive	A	4	1,849±
40 Apple Valley Drive	A	5	1,849±
42 Apple Valley Drive	C	5	1,772±
44 Apple Valley Drive	C	5	1,772±
46 Apple Valley Drive	D	5	2,099±

The immediate Common Area and Facilities to which each Unit has access are deck(s) and entry/stairs.

*Unit Type

A: living room, dining room, kitchen, master bedroom, study/bedroom, loft, 2 bathrooms, some A Units have an attic as shown on the Floor Plans (Units in Building 1 also contain a crawl space, and Units in Buildings 2, 4 and 5 contain a basement)

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- B: living room, dining room, kitchen/breakfast room, master bedroom, study/bedroom, 2½ bathrooms
- C: living room, dining room, kitchen/breakfast room, master bedroom, study/bedroom, 2½ bathrooms (Units in Building 1 also contain a crawl space, and Units in Buildings 2 and 5 contain a basement)
- D: living room, dining room, kitchen/breakfast room, master bedroom, bedroom, loft, 2½ bathrooms (Units in Building 1 also contain a crawl space and Units in Buildings 2, 4 and 5 contain a basement)

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**EXHIBIT F TO MASTER DEED
APPLE VALLEY CONDOMINIUM**

**PERCENTAGE INTEREST IN COMMON AREAS
AND FACILITIES FOR PHASES ONE, TWO and THREE**

<u>Unit No.</u>	<u>Phases One, Two and Three</u>
<u>Phase One</u>	
1 Apple Valley Drive	7.49
3 Apple Valley Drive	6.32
5 Apple Valley Drive	6.32
7 Apple Valley Drive	6.60
<u>Phase Two</u>	
11 Apple Valley Drive	6.60
15 Apple Valley Drive	6.32
17 Apple Valley Drive	6.32
19 Apple Valley Drive	7.49
<u>Phase Three</u>	
50 Apple Valley Drive	7.49
52 Apple Valley Drive	5.73
54 Apple Valley Drive	6.60
<u>Phase Four</u>	
40 Apple Valley Drive	6.60
42 Apple Valley Drive	6.32
44 Apple Valley Drive	6.32
46 Apple Valley Drive	<u>7.49</u>
	100.00%

1

It is the present intention of the Declarant to add additional Units in Additional Phases to Phase One, Phase Two, Phase Three and Phase Four. Declarant reserves the right to add Additional Phases in any order it so chooses and to alter the number of Units, Phases, and buildings, provided that the completed Condominium contains no more than fifty-nine (59) Units and sixteen (16) buildings.

As Additional Phases are added to the Condominium, all of the Units' percentage interests shall be determined (or redetermined as to Units already in the Condominium) by Declarant. The percentage interests will be based upon the approximate relationship that the fair market value of each Unit in the Condominium on the date of such amendment (and without regard to the then condition of said Unit) bears to the aggregate fair market value of all the Units in the Phases which are then part of the Condominium.

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EXHIBIT G TO MASTER DEED

APPLE VALLEY CONDOMINIUMPERCENTAGE INTEREST IN SPECIAL COMMON
AREAS AND FACILITIES

<u>Unit No.</u>	<u>Phases One, Two and Three</u>
<u>Phase One</u>	
1 Apple Valley Drive	7.49
3 Apple Valley Drive	6.32
5 Apple Valley Drive	6.32
7 Apple Valley Drive	6.60
<u>Phase Two</u>	
11 Apple Valley Drive	6.60
15 Apple Valley Drive	6.32
17 Apple Valley Drive	6.32
19 Apple Valley Drive	7.49
<u>Phase Three</u>	
50 Apple Valley Drive	7.49
52 Apple Valley Drive	5.73
54 Apple Valley Drive	6.60

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Phase Four

40 Apple Valley Drive	6.60
42 Apple Valley Drive	6.32
44 Apple Valley Drive	6.32
46 Apple Valley Drive	<u>- 7.49</u>
	100.00%

1

The percentage interests set forth in this Exhibit will be redetermined by Declarant (i) upon the addition of Additional Phases and (ii) upon the creation of other MacIntosh Farm Condominiums, or a phase or subphase thereof, as set forth in the amendment to the Master Deed, the other master deeds or the Association By-Laws recorded when each Additional Phase or each MacIntosh Farm Condominium, or a phase or subphase thereof, is complete. The percentage interests will be based upon the approximate relationship that the fair market value of each Unit in the Condominium on the date of such amendment (and without regard to the then condition of said Unit) bears to the aggregate fair market value of all of the units in the then existing MacIntosh Farm Condominiums.

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