

Watermain Easement

LT FITNESS (DE) QRS 15-53, INC., a Delaware Corporation of c/o W.P. Carey & Co. LLC 50 Rockefeller Plaza, 2nd Floor New York, New York, 10020 Attn: Director, Asset Management, grants to the CITY OF ROCHESTER HILLS, a Michigan municipal corporation of 1000 Rochester Hills Drive, Rochester Hills, Michigan 48309, an easement for the construction, operation, maintenance, repair and/or replacement of a watermain on, under, through and across land more particularly described as:

SEE ATTACHED EXHIBITS

Sidwell # 70.15.15.476.039

In connection with the grant of easement, Grantor waives and relinquishes any right, title or interest in the watermain, or facilities incidental thereto, which may be located in the easement.

All property disturbed or altered, now or in the future, by reason of the construction, operation, maintenance, repair and/or replacement of the watermain shall be restored by the City to its immediately prior condition, except to the extent permanent improvements or alterations necessary to the use and exercise of easement rights granted hereunder are made.

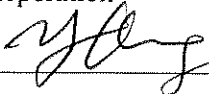
The easement shall be irrevocable and non-exclusive, and Grantor and Grantor's successors and assigns may use and enjoy the easement area in common with the City.

Grantor expressly reserves to Grantor and Grantors' successors and assigns, so long as there is no interference with the construction, operation, maintenance, repair and/or replacement of the watermain: (a) the right of ingress and egress over, through and across the easement, and (b) the right to grant other non-exclusive easements and rights-of-way, across, over, under and through the easement parcel, with the condition that prior to such grant written consent shall be obtained from the City.

Exempt from Transfer Tax under MCLA 207.526(a); MSA 7.456 (26)(a).

IN WITNESS HEREOF, the undersigned have hereunto affixed their signatures on this 2nd day of June 2004.

LT FITNESS (DE) QRS 15-53, INC.,
a Delaware Corporation

By: 
Name: Yvonne Cheng
Title: 2nd VP

APPROVED AS TO FORM

J. Staran 8/3/04

STATE OF New York }
COUNTY OF New York } ss.

The foregoing instrument was acknowledged before me this 2nd day of June 2004, by Yusune
Cheng who is the 2nd VP of LT FITNESS (DE) QRS 15-53, INC., a Delaware corporation,
on behalf of the corporation.

Heather L. Coleman
Notary Public

HEATHER L. COLEMAN
Notary Public, State of New York
No. 01CO6087715
Qualified in New York County
Commission Expires February 24, 20 07

New York County, State of New York
My Commission Expires: Feb. 24, 2007

Drafted by:

Cypress Partners
A Limited Liability Company
Attn: Steve Gabrys
100 West Long Lake Road
Suite 102
Bloomfield Hills, Michigan 48304
(248) 988-8896

When recorded return to:
City of Rochester Hills
1000 Rochester Hills Drive
Rochester Hills, MI 48309

CONSENT AND SUBORDINATION

The undersigned LASALLE BANK NATIONAL ASSOCIATION, as Trustee for those certain Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-HQ3 is the Mortgagee of the real property described in this Watermain Easement by a mortgage dated the 22 day of Dec, 2003, which mortgage was filed for record with Register of Deeds for Oakland County, Michigan, on the 22 day of March, 2004 as Document No. 32556 194. In its sole capacity as Mortgagee, Mortgagee hereby consents to this Watermain Easement and hereby declares that the real property herein described is, and shall be held, transferred, sold, conveyed and occupied subject to the easements hereinabove set forth, which easements shall run with the real property and be binding upon all parties having any right, title or interest in the hereinabove described properties, or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

IN WITNESS WHEREOF, Mortgagee has caused this Consent and Subordination to be executed on the 17 day of JUNE, 2004.

LASALLE BANK NATIONAL ASSOCIATION, as Trustee for those certain Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-HQ3

By: [Signature]
WELLS FARGO BANK, National Association, as Master Servicer under the Pooling and Servicing Agreement dated March 1, 2004, by and among Morgan Stanley Capital I Inc., Wells Fargo Bank, National Association, GMAC Commercial Mortgage Corporation, LaSalle Bank National Association, and ABN AMRO Bank N.V.

By: [Signature]
Name: Sarah J Buens

STATE OF California } ss.
COUNTY OF Contra Costa :

On this 17 day of June, 2004, before me a Notary Public in and for said County personally appeared Sarah J. Buens, the A.V.P. of Wells Fargo Bank, National Association, as Master Servicing Agreement dated March 1, 2004, by and among Morgan Stanley Capital I Inc, Wells Fargo Bank, National Association, GMAC Commercial Mortgage Corporation, LaSalle Bank National Association, and ABN AMRO Bank N.V., to me known to be the person who executed the foregoing instrument on behalf of said corporation.

[Signature]
Notary Public
California County, Contra Costa
My commission expires 3/20/07

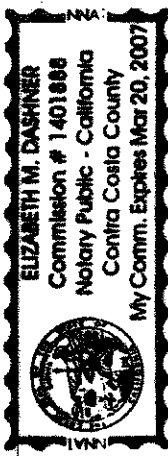


EXHIBIT TO WATERMAIN EASEMENT

DESCRIPTION
OF A 20-FOOT WIDE PRIVATE
EASEMENT FOR WATER MAIN #1

THE CENTERLINE OF A 20 FOOT WIDE PRIVATE EASEMENT FOR WATER MAIN IS DESCRIBED AS BEING A PART OF SECTION 15, T-3-N., R-11-E., CITY OF ROCHESTER HILLS, OAKLAND COUNTY, MICHIGAN, BEING MORE PARTICULARLY DESCRIBED AS COMMENCING AT THE SOUTH EAST CORNER OF SAID SECTION 15; THENCE DUE WEST 1003.63 FEET ALONG THE SOUTH LINE OF SAID SECTION 15 (AVON ROAD, 66 FT WIDE); THENCE N 02'20'00" E, 342.92 FEET TO THE POINT OF BEGINNING; THENCE ALONG SAID CENTERLINE; THENCE DUE WEST, 25.40 FEET TO POINT OF ENDING #1;

DESCRIPTION
OF A 20-FOOT WIDE PRIVATE
EASEMENT FOR WATER MAIN #2

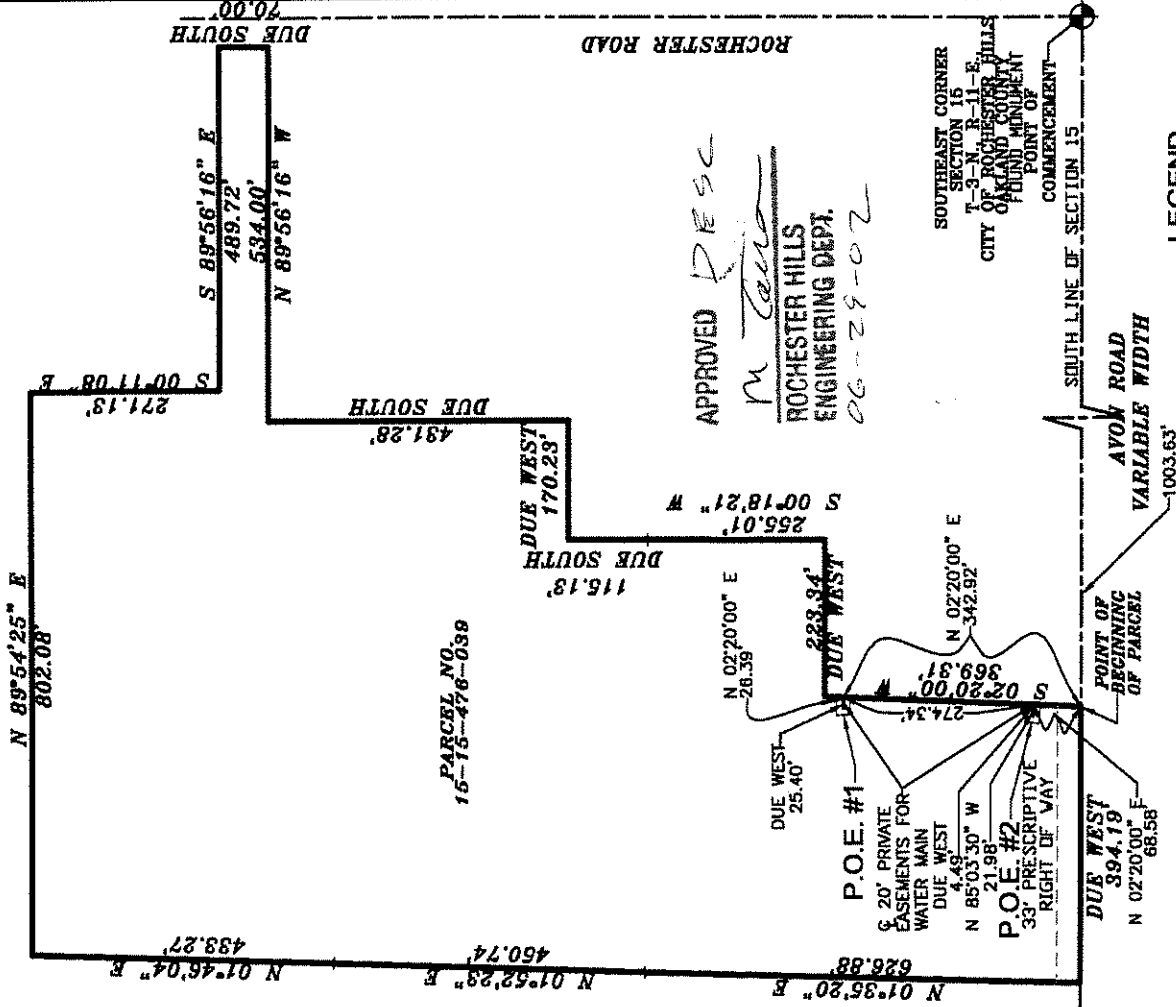
THE CENTERLINE OF A 20 FOOT WIDE PRIVATE EASEMENT FOR WATER MAIN IS DESCRIBED AS BEING A PART OF SECTION 15, T-3-N., R-11-E., CITY OF ROCHESTER HILLS, OAKLAND COUNTY, MICHIGAN, BEING MORE PARTICULARLY DESCRIBED AS COMMENCING AT THE SOUTH EAST CORNER OF SAID SECTION 15; THENCE DUE WEST 1003.63 FEET ALONG THE SOUTH LINE OF SAID SECTION 15 (AVON ROAD, 66 FT WIDE); THENCE N 02'20'00" E, 68.58 FEET TO THE POINT OF BEGINNING; THENCE ALONG SAID CENTERLINE DUE WEST, 4.49; THENCE N85°03'30" W, 21.98 FEET TO POINT OF ENDING #2.

Sidwell # 15-15-476-039

Drawing follows.



SCALE: 1"=200'



APPROVED *DESC*
M. Cole
 ROCHESTER HILLS
 ENGINEERING DEPT.
 06-29-02

LEGEND
 P.O.E. POINT OF ENDING
 (R) RECORD
 (M) MEASURED
 ☉ CENTERLINE

**SKETCH OF
 WATER MAIN EASEMENT**
 A PART OF THE SOUTHEAST 1/4 SECTION 15
 T-3-N, R-11-E., CITY OF ROCHESTER HILLS, OAKLAND COUNTY, MICHIGAN

<p>Giffels-Webster Engineers, Inc. ENGINEERS LAND SURVEYORS PLANNERS LANDSCAPE ARCHITECTS 407 E. FORT STREET SUITE 600 DETROIT, MI 48226 (313) 962.4442 (313) 962.5068 fax</p>	DATE: 12.15.03	CK'D. BY:	DATE:	SCALE: 1"=200'
	DRAWN: G.S.	LA.	4/04	SHEET: 1 OF 2
	DESIGN: G.S.			JOB No: 16615
	SECTION: 15	T-3 -N R-11-E		

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