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HANHAL REALTY TRUST

(NOMINEE TRUST)

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Dated: February 29, 2000

Trustees: CHRISTOPHER P. TYRRELL and JANICE CRISTO, both of 1114
Broadway, Somerville, Massachusetts 02144

Name of Trust: HANHAL REALTY TRUST

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1. The undersigned hereby DECLARE that they and their successors in trust will hold any and all property that may be transferred to them as Trustees hereunder for the sole benefit of the persons hereinafter called the Beneficiaries who are set forth in a Schedule of Beneficial Interests signed by the Trustees and the Beneficiaries in the proportions therein set forth.

2. The Trustees shall hold the principal of this trust and receive the income therefrom for the benefit of the Beneficiaries, and shall pay over the principal and income pursuant to the direction of the Beneficiaries and without such direction shall pay the income to the Beneficiaries in proportion to their respective interests at least yearly. Except as hereinafter provided in case of the termination of this trust, the Trustees shall have no power to deal in or with the trust estate except as directed by all of the Beneficiaries. The Trustees, however, shall have full power and authority to buy, sell, pledge, transfer and dispose of stock, commodities, options, bonds, interests in general and limited partnerships, beneficial shares and all other forms of securities; to hold certificates of stock, commodities, bonds, general and limited partnership interests, beneficial shares and securities in blank, in the name of a nominee or nominees or in street certificates; to borrow money and to sell, mortgage or otherwise dispose of all or any part of the trust property and to lease all or any part thereof by one or more leases for a term or terms which may extend beyond the date of any possible termination of the trust; to grant or acquire rights or easements and enter into agreements or arrangements and leasehold interests in property; all as may be directed by all of the Beneficiaries, provided that the Trustees shall not be required to take any action which will in the opinion of the Trustees involve them in any personal liability unless first indemnified to the satisfaction of the Trustees.

3. This trust, any amendment thereto, any resignation, removal or appointment of Trustees, or any instrument affecting this trust, shall not be valid as to any interest in real property until recorded in the Registry of Deeds for the county or district where the

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respective real property lies. This trust, any amendment thereto, any resignation, removal or appointment of Trustees, or any instrument affecting this, shall be valid as to any interest in property (other than real property), if executed by the Trustees then serving. Every instrument executed by a person who, according to the records in said place of recording, is required to be recorded, or who according to a certificate signed by the Trustees and acknowledged before a Notary Public if not required to be recorded, appears to be a trustee shall be conclusive evidence in favor of every person relying thereon or claiming thereunder that at the time of the delivery thereof, this trust was in full force and effect and that the Trustees were duly directed by the Beneficiaries to execute and deliver the same.

4. The trust may be terminated at any time by all the Beneficiaries, by notice in writing to the Trustees or by the Trustees by notice in writing to the Beneficiaries; and the trust shall terminate in any event twenty (20) years after the death of the Declarants hereinbelow named. In case of any such termination, the Trustees shall transfer and convey the entire trust estate, subject to any leases, mortgages, contracts or other encumbrances on the trust estate, to the Beneficiaries in their respective capacities and interests.

5. Any Trustee hereunder may resign by written instrument signed and acknowledged by such Trustee and as to an interest in real estate only, when such instrument has been recorded in said place of recording. If for any reason either CHRISTOPHER P. TYRRELL or JANICE CHRISTO shall cease to act as co-Trustee, the other one of them shall serve alone as sole Trustee hereunder. Succeeding or additional Trustees may be appointed or any Trustee removed by an instrument or instruments in writing signed by all of the Beneficiaries and acknowledged by one or more of them, provided in each case that such instrument or instruments or a certificate by any Trustee naming the Trustee or Trustees appointed, as to an interest in real estate only, shall be so recorded. Upon the appointment of any succeeding Trustee, the title to the trust estate shall thereupon and without the necessity of any conveyance be vested in said succeeding Trustee jointly with the remaining Trustee or Trustees, if any. Any succeeding Trustee shall have all the rights, powers, authority and privileges as if named as an original Trustee hereunder. No Trustee shall be required to furnish bond.

6. This Declaration of Trust may be amended from time to time by an instrument in writing signed by the then Trustees hereunder and by all of the Beneficiaries and acknowledged by one or more of them, provided in each case that the instrument of amendment or a certificate by any Trustee setting forth the terms of such amendment as to an interest in real estate only, shall be so recorded.


7. The Trustees for the time being hereunder shall not be liable for any error of judgment nor for any loss arising out of any act or omission in the execution of the trust so long as they act in good faith, but shall be responsible only for their own willful breach of trust. No license of court shall be requisite to the validity of any transaction entered into by

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the Trustees and the Trustees shall have full power and authority to execute all bills of sale, assignments, certificates, deeds and other instruments necessary or proper to carry such transactions into effect. No purchaser, seller or lender shall be under any liability to see to the application of the purchase money or of any money or property loaned or delivered to the Trustees, or to see that the terms and conditions of the trust have been complied with. Any person dealing with the trust property or the Trustees may always rely on a certificate signed by a person appearing from the aforesaid records in said place of recording as to real estate only to be a Trustee hereunder, and on a certificate signed by the Trustees and acknowledged before a Notary Public as to property other than real property, as to whether or not this Declaration of Trust has been terminated, as to who are the Beneficiaries hereunder, or as to the existence or nonexistence of any fact or facts which constitute conditions precedent to acts by the Trustees or are in any other manner germane to the affairs of the trust.

The terms "Trustee" or "Trustees" when used in this instrument shall each include both singular and plural where the context so requires or permits. In the event there shall be more than two Trustees, any action required or permitted by the Trustees shall require a majority. At any time during which there is more than one Trustee, a Trustee may from time to time delegate in writing any power or authority of the Trustees to a co-Trustee for such period or periods of time as he or she may determine; provided, however, that any power or authority withheld from any Trustee by the terms of the trust instrument shall not be delegated to such Trustee under this Article.

Executed under seal on the day and year first above written.



 Christopher P. Tyrell



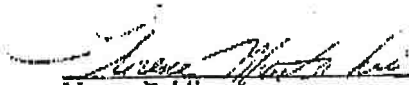
 Janice Christo

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

2-29-00, 1999

Then personally appeared the above named Christopher P. Tyrrell and Janice Christo, Trustees as aforesaid, and acknowledged the foregoing to be their free acts and deeds, before me.



Notary Public
My commission expires: 6-18-04

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