

**CONSENT ADDENDUM TO
DEED OF EASEMENT AND RIGHT OF WAY**

This CONSENT ADDENDUM TO DEED OF EASEMENT AND RIGHT OF WAY, made this 30th day of Sept, 2002, by and between CUMBERLAND VALLEY RAILS-TO-TRAILS COUNCIL, INC., a Pennsylvania non-profit corporation with offices at P. O. Box 531, Shippensburg, Pennsylvania 17257 (hereinafter referred to as the "Grantor"), party of the first part, and

SHIPPENSBURG UNIVERSITY FOUNDATION, a non-profit corporation with offices at 1871 Old Main Drive, Shippensburg, Pennsylvania 17257 (hereinafter referred to as the "Grantee"), party of the second part.

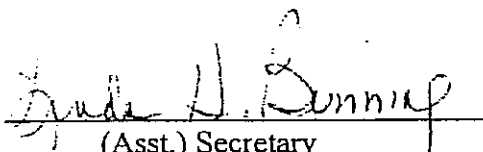
WHEREAS, public safety requires allowing emergency vehicle access between the proposed new Britton Road parking lot and the Spiritual Center parking lot on the Shippensburg University Foundation Parcel as defined in the Deed of Easement and Right of Way dated August 9, 2000 and recorded in the Office of the Cumberland County Recorder of Deeds at Misc. Book 652 at Page 789 (the "Deed") as determined by the Supervisors of Shippensburg Township; and

WHEREAS, Grantor is willing to consent to the emergency access shown in the Plan attached as Exhibit "A" which had been provided for in the Deed.

NOW THEREFORE, in consideration of the public safety and One Dollar (\$1.00) good and valuable consideration, Grantor hereby consents to the physical connection between the parking areas on the Shippensburg University Foundation Parcel as shown on Exhibit "A" hereto, for the sole purpose of providing emergency vehicle access between the proposed new Britton Road parking lot and the Spiritual Center, forever, provided that the access be labelled and signed for "Emergency Vehicles Only" and, further, that it be gated and locked as shown on Exhibit "A" attached hereto, and by this reference, made a part hereof.

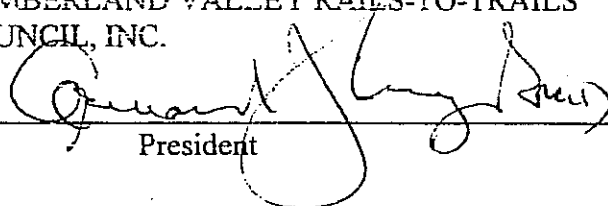
IN WITNESS WHEREOF, intending to be legally bound hereby, the parties have caused this Consent Addendum to be executed in their names by their duly authorized officers, the day and year first above written.

ATTEST:


(Asst.) Secretary
(SEAL)

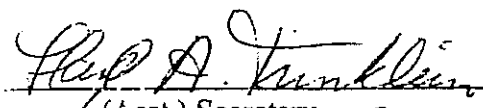
GRANTOR:

CUMBERLAND VALLEY RAILS-TO-TRAILS
COUNCIL, INC.

By: 

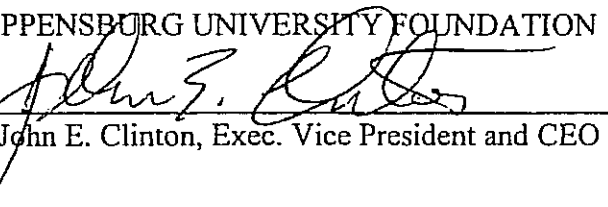
President

ATTEST:


(Asst.) Secretary
(SEAL) TREASURER

GRANTEE:

SHIPPENSBURG UNIVERSITY FOUNDATION

By: 

John E. Clinton, Exec. Vice President and CEO

COMMONWEALTH OF PENNSYLVANIA :
 : SS:
COUNTY OF :

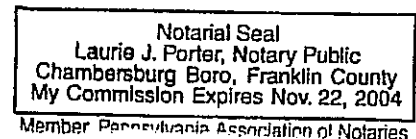
On this 2nd day of September, 2002, before me, a Notary Public, the undersigned officer, personally appeared Gerard V. Hulse, who acknowledged himself to be the President of Cumberland Valley Rails-to-Trails Council, Inc., a Pennsylvania non-profit corporation, and that he as such President, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing his name as President.

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

Laurie J. Porter
Notary Public

My Commission Expires:
(SEAL)

COMMONWEALTH OF PENNSYLVANIA :
 : SS:
COUNTY OF CUMBERLAND :

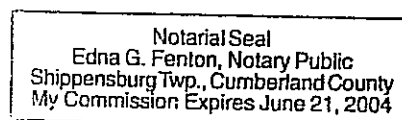


On this 6th day of NOVEMBER, 2002, before me, a Notary Public, the undersigned officer, personally appeared John E. Clinton, who acknowledged himself to be the Executive Vice President and CEO of Shippensburg University Foundation, a non-profit corporation, and that he as such Executive Vice President and CEO, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing his name as Executive Vice President and CEO.

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

Edna G. Fenton
Notary Public

My Commission Expires:
(SEAL)



CERTIFICATION OF RESIDENCE

We hereby certify that the offices of the Grantee are located at:

Shippensburg University Foundation
1871 Old Main Drive
Shippensburg, PA 17257

RHOADS & SINGH LLP

Lawrence B. O'Brien, Esq.
Agent or Attorney for Grantee

COMMONWEALTH OF PENNSYLVANIA :

: ss:

COUNTY OF CUMBERLAND :

RECORDED in the Office of the Recorder of Deeds, in and for said County, in Record Book
No. _____, Page _____.

WITNESS my hand and official seal this _____ day of _____, 2002:

Recorder of Deeds

ROBERT P. ZIEGLER
RECORDER OF DEEDS
CUMBERLAND COUNTY
02 NOV 25 PM 12 01

EMERGENCY ACCESS DRIVE

WITH LOCKED GATE
Added 8-22-02

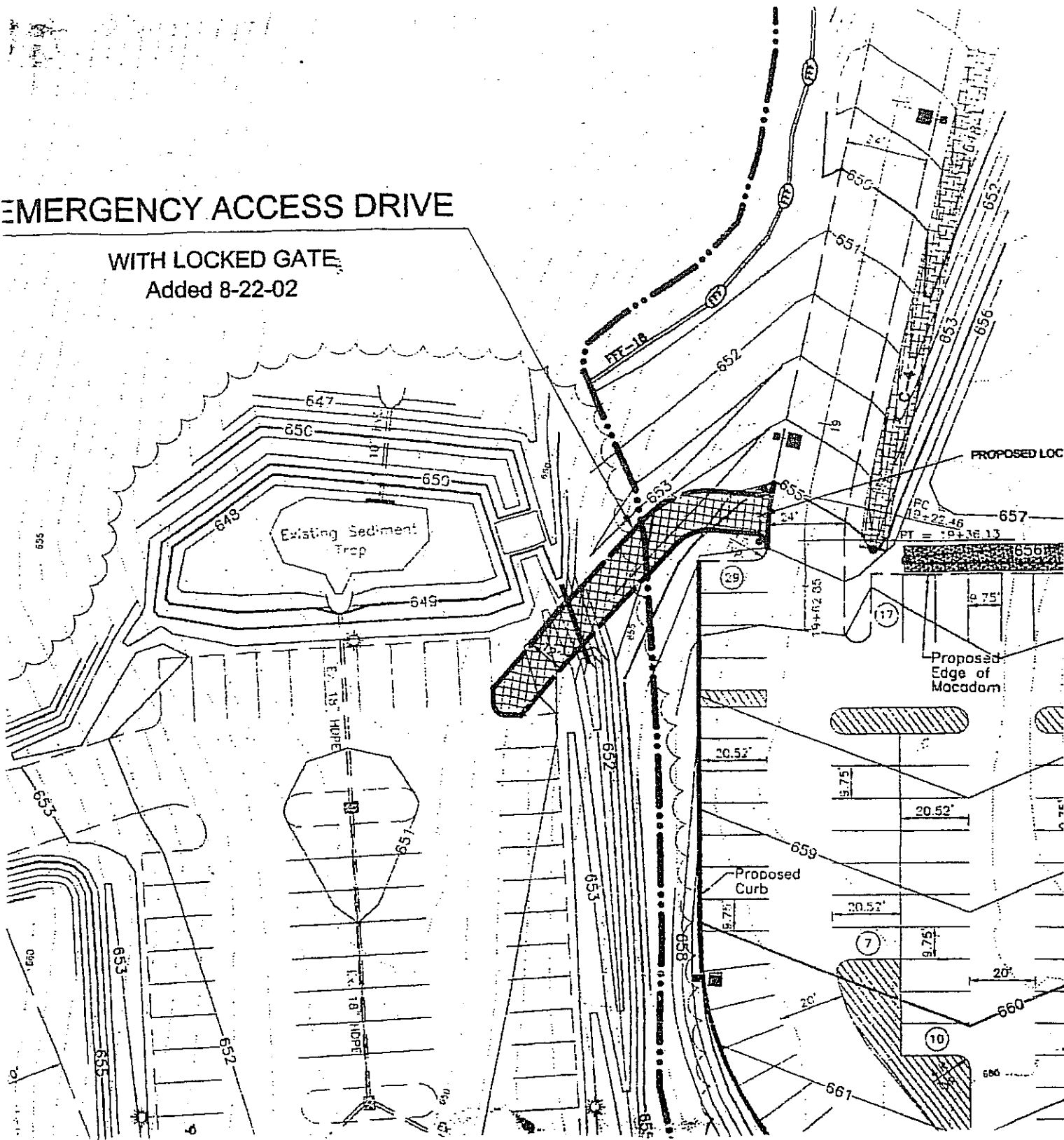


EXHIBIT "A"

Cumberland County Recorder of Deeds
Instrument Filing

Receipt# 394118

Instr# 2002-048002 11/25/2002 12:03:05

Remarks: RHCADS

CLEAN GREEN AMEND	21.50
CLEAN GREEN AND WR	.50
CO IMPROVEMENT FND	2.00
REC. IMPRVMT FUND	3.00
Check# 182	\$27.00
Total Received.....	\$27.00