

February 28, 2013

Mr. Roland Bartl, Director
Town of Acton Planning Board
Acton Town Hall
472 Main Street
Acton, Ma 01720

**RE: Proposed Panera Bread Café #1718
252 Main Street – Acton, Massachusetts 01720
CoreStates Reference Number: ARC-14654**

Dear Mr. Bartl:

On behalf of Panera Bread, LLC, CoreStates Group (CoreStates) has attached a Special Permit Application along with associated plans and documentation in support of the proposed Panera Bread Cafe at the above referenced location.

We have attached for your review the following documentation:

- 2 Copies of the Cover Letter – 1 Page;
- 2 Copies of the Special Permit Application Form – 2 Pages;
- 2 Copies of the Development Impact Report – 6 Pages;
- 2 Copies of the Development Impact Report Supplemental Data – 2 Pages;
- 2 Copies of the List of Special Permit Application Waivers – 1 Page;
- 2 Copies of the Stormwater Memorandum – 1 Page;
- 2 Copies of the Certified Abutters List – 2 Pages;
- 2 Copies of the subject parcel recoded deeds – 8 Pages;
- 2 Copies of the filing fee – Check Number 1148601 – 1 Page;
- 2 Copies of the Site Plans and Elevations – 16 Pages (Full Size);
- 2 Copies of the Site Plans and Elevations – 16 Pages (Reduced Size);
- 1 Filing Fee Check – Check Number 1148601 – 1 Check;
- 1 Compact Disc containing the above listed files;

Please do not hesitate to contact the undersigned at (978) 265-5402 with any questions, comments or concerns or if you require any additional information.

Sincerely,

CORE STATES GROUP

David S. Kelley

David S. Kelley, P.E.
Project Engineer

SPECIAL PERMIT APPLICATION

FOR Panera, LLC

UNDER ZONING BYLAW SECTION 3.5.5 - A Proposed restaurant in Kelly's Corner Zoning District

Refer to the "Rules and Regulations (miscellaneous Special Permits)" available from the Planning Department for details on the information and fees required for this application. Contact the Planning Department at 978-929-6631 with any questions concerning the Rules. Incomplete applications may be denied.

Please type or print your application.

- 1. Location and Street Address of Site
256 Main Street - Acton, Massachusetts 01720
- 2. Name of Proposed Development
Panera Cafe #1718
- 3. Applicant's Name Panera, LLC - Represented by Jennifer A. Richter
Address 3630 South Geyer Road, Suite 100 - Saint Louis, Missouri 063127
Telephone (314) 984-2617 E-Mail jennifer.richter@panerabread.com
- 4. Record Owner's Name The Stop and Shop Supermarket Company LLC
Address 1385 Hancock Street - Quincy, Massachusetts 02169
Telephone (617) 770-7806 E-Mail jmorgan@aholdusa.com
- 5. Zoning District(s) of Parcel(s) Kelly's Corner (KC)
Town Atlas Map(s)/ Parcel Number(s) F3-139 and F3-116
- 6. Deed Book & Page number(s) or Land Court Certificate number(s): Book 26935 Page 5

The undersigned hereby apply to the Planning Board for a public hearing and a Special Permit under the BYLAW.

The undersigned hereby certify that the information on this application and plans submitted herewith is correct, and that the application complies with all applicable provisions of Statutes, Regulations, and Bylaws to the best of his/her knowledge. The above is subscribed to and executed by the undersigned under the penalties of perjury in accordance with Section 1-A of Chapter 268, General Laws of the Commonwealth of Massachusetts.

Jennifer Richter
Signature of Applicant(s)

Signature of Applicant(s)

02/27/13
Date

RECORD OWNER'S KNOWLEDGE AND CONSENT

I hereby assert that I have knowledge of and give my consent to the application presented above.

Stop & Shop Supermarket CO LLC
Signature of Record Owner(s)

by Jeff Morgan
Signature of Record Owner(s)

2/28/13
Date

ACTON PLANNING BOARD
NOTICE OF PUBLIC HEARING

In accordance with the provisions of Massachusetts General Laws, Chapter 40A, Section 9, the Acton Planning Board will hold a public hearing on _____ at _____ P.M., at _____, Acton, MA on the petition of _____ for approval of a Special Permit for _____ on the parcel located at _____ and shown on Town Atlas Map _____, parcel _____.

Please note the following information:

Such permits may be granted by the Planning Board under Massachusetts General Law, Chapter 40A and the Acton Zoning Bylaw in accordance with the "Rules and Regulations (miscellaneous Special Permits" all of which are available for review or purchase at the offices of the Planning Board, and the Town Clerk. A copy of the application is also available for review at these offices in Town Hall between 8:00 AM and 5:00 PM, Monday through Friday.

The applicant or his/her representative will be at the hearing to present the reason(s) why the permit should be granted.

When the applicant or his/her representative has concluded their presentation, the Chairman of the Board will allow the Board members to speak to the matter under consideration or to raise questions and concerns. Subsequently, the Chairman will give the public the same opportunity to speak to the matter under consideration or to raise questions and concerns.

The Chairman will not allow any member of the public to interrupt anyone else while they are speaking. Each person wishing to speak at the hearing should be as brief as possible and should wait his/her turn. Each person speaking should avoid repeating the comments of those who preceded them. Each person speaking should state their name and address before they make their statement or ask questions.

Any party may appear in person, by agent, or by attorney at any hearing. When all of the facts have been presented and all persons wishing to speak on the petition have been heard, the Chairman will close the hearing. In no case will the Board allow new evidence to be admitted after the close of the public hearing unless this evidence was requested by the Board prior to the close of the public hearing.

FORM DIR

DEVELOPMENT IMPACT REPORT

The Development Impact Report (DIR) is intended to serve as a guide to the applicant in formulating the development proposal, as well as a guide to the Planning Board in its evaluation of the proposed development in the context of existing conditions and planning efforts by the Town. The DIR should be prepared as early in the development process as possible, even if certain aspects are unknown at that time. It is recommended that the various aspects of the DIR, together with a conceptual development plan, are discussed with the Planning Department staff as soon as possible, prior to the filing of an application for approval of a preliminary plan.

The DIR seeks to raise the broad range of issues generally associated with development plans in a form and in a language that is understandable to a layperson. It assesses development impacts which could possibly be avoided or mitigated if recognized early in the development process. Other portions of the DIR request information which will help the Town plan ahead and ensure adequate services in the future. It is the hope of the Planning Board that the use of the DIR, along with early consultations with the Planning Department staff and the applicant's continuing cooperation throughout the development process, will foster a development of excellent quality and design sensitive to Acton's natural and historic heritage and other community concerns.

The DIR shall be filed with an application for approval of a preliminary and a definitive subdivision plan. The DIR shall clearly and methodically assess the relationship of the proposed development to the natural, physical, and social environment. In preparing the DIR, professionals of the respective fields shall be consulted and a systematic, interdisciplinary approach shall be utilized which will ensure the integrated use of the natural and social sciences and the environmental design arts in planning, designing and engineering of the proposed project.

DEVELOPMENT IMPACT REPORT

Please type or print information in blanks below.

1. Name of Proposed ~~Subdivision~~ ^{Project} Panera Cafe #1718
2. Location 256 Main Street - Acton, Massachusetts 01720
3. Name of Applicant(s)
Panera, LLC
4. Brief Description of the Proposed Project Removal of an existing McDonalds and the construction of a new Panera Cafe and modifications to the existing parking lot
5. Name of Individual Preparing this DIR David S. Kelley, P.E.
Address Core States Group Business Phone (617) 576-0007
179 Sidney Street - Cambridge, Massachusetts 02139
6. Professional Credentials Registered Massachusetts Professional Civil Engineer No. 49369

A. Site Description

7. Present permitted and actual land uses by percentage of the site.

<i>Uses</i>	<i>Percentage</i>
Industrial	0
Commercial	91
Residential	0
Forest	9
Agricultural	0
Other (specify)	0

8. Total acreage on the site: 4.3+/- acres.

Approximate Acreage	At Present	After Completion
Meadow or Brushland (non agriculture)	0%	0%
Forested	9%	9%
Agricultural (includes orchards, cropland, pasture)	0%	0%
Wetland	0%	0%
Water Surface Area	0%	0%
Flood Plain	0%	0%
Unvegetated (rock, earth, or fill)	0%	0%
Roads, buildings and other impervious surfaces	88%	87%
Other (indicate type) <u>Landscaped Areas</u>	3%	4%

9. List the zoning districts in which the site is located and indicate the percentage of the site in each district. *Note: be sure to include overlay zoning districts.*

District	Percentage
Kelly's Corner (KC)	100

10. Predominant soil type(s) on the site: Udorthents-Urban Land Complex
-

Soil drainage (Use the US Soil Conservation Service's definition)

Soil Type	% of the Site
Well drained	100
Moderately well drained	
Poorly drained	

11. Are there bedrock outcroppings on the site? yes no
12. Approximate percentage of proposed site with slopes between:

Slope	% of the Site
0 - 10%	100
10 - 15%	
greater than 15%	

13. In which of the Groundwater Protection Districts in the site located? How close is the site to a public well? Zone(s) 4 Proximity to a public well: 1.5 +/- ~~feet~~ Miles
14. Does the project site contain any species of plant or animal life that is identified as rare or endangered? (Consult with the Massachusetts National Heritage Program and the Acton Natural Resources Director). yes no

If yes, specify: _____

15. Are there any unusual or unique features on the site such as trees larger than 30 inches D.B.H., bogs, kettle ponds, eskers, drumlins, quarries, distinctive rock formation or granite bridges? yes no

If yes, specify: _____

16. Are there any established foot paths running through the site or railroad right of ways? yes no If yes, specify: _____

17. Is the site presently used by the community or neighborhood as an open space or recreation area? ___yes X no

Is the site adjacent to conservation land or a recreation area? Xyes ___no

If yes, specify: The parcel of land to the west of the site is vacant land owned by the Town of Acton. It is unknown if it is conservation land. This project will not adversely affect this parcel of land.

18. Does the site include scenic views or will the proposed development cause any scenic vistas to be obstructed from view? ___yes X no

If yes, specify: _____

19. Are there wetlands, lakes, ponds, streams, or rivers within or contiguous to the site? X yes ___no

If yes, specify: There is a wetland located to the south of the site. There is a wetland located to the west of the site that contains a certified vernal pool. The vernal pool is located over 600 feet from the project and will not be adversely affected from the project.

20. Is there any farmland or forest land on the site protected under Chapter 61A or 61B of the Massachusetts General Laws? ___yes X no

If yes, specify: _____

21. Has the site ever been used for the disposal of hazardous waste? Has a 21E Study been conducted for the site? ___yes X no

If yes, specify results: _____

22. Will the proposed activity require use and/or storage of hazardous materials, or generation of hazardous waste? ___yes X no

If yes, specify _____

23. Does the project contain any buildings or sites of historic or archaeological significance? (Consult with the Acton Historic Commission or the Action Historical Society.) ___yes X no

If yes, please describe _____

24. Is the project contiguous to or does it contain a building in a local historic district or national register district? ___yes X no

25. Is the project contiguous to any section of the Isaac Davis Trail?
 yes no If yes, please describe _____

B. Circulation System

26. What is the average weekday traffic and peak hour traffic volumes generated by the proposed subdivision?

Average weekday traffic	682 Trips
Average peak hour volumes morning	43 Trips
Average peak hour volumes evening	42 Trips

27. Existing street(s) providing access to proposed ^{Project} subdivision:
Name Main Street Town Classification _____

28. Existing intersection(s): list intersections located within 1000 feet of any access to the proposed development:
Name of ways Beverly Road (180' away) / Kelley Road (900' away) / Mass Ave (340' away)

29. Location of existing sidewalks within 1000 feet of the proposed site? _____
West Side of Main Street / North and South sides of Mass Ave

30. Location of proposed sidewalks and their connection to existing sidewalks:
South, West and East sides of the proposed building with a connection to the existing sidewalk located on the west side of Main Street

31. Are there parcels of undeveloped land adjacent to the proposed site? yes no

Will access to these undeveloped parcels been provided within the proposed site?
 yes no If yes, please describe The western side of the KMart parking lot abuts the undeveloped land and there is not a fence to prevent access.
If no, please explain why _____

C. Utilities and Municipal Services

32. If dwelling units are to be constructed, what is the total number of bedrooms proposed? N/A

33. If the proposed use of the site is nonresidential, what will the site be specifically used for and how many feet of Gross floor area will be constructed? Panera Restaurant - 4,185sf

34. Storm Drainage

a. Describe nature, location and surface water body receiving current surface water of the site: Town of Acton storm drain system

b. Describe the proposed storm drainage system and how it will be altered by the proposed development: (See attached 'Development Impact Report - Supplemental Information - Panera #1718)

- c. Will a NPDS Permit be required? ___yes X no
35. In the event of fire, estimate the response time of the fire department (consult with Fire Dept.)
5 minutes
36. Schools (if residential)
- a. Projected number of new school age children: N/A
- b. Distance to nearest school: N/A

E. Measures to Mitigate Impacts (See attached 'Development Impact Report - Supplemental Information - Panera #1718)

Attach brief descriptions of the measures that will be taken to:

37. Prevent surface water contamination.
38. Prevent groundwater contamination.
39. Maximize groundwater recharge.
40. Prevent erosion and sedimentation.
41. Maintain slope stability.
42. Design the project to conserve energy.
43. Preserve wildlife habitat.
44. Preserve wetlands.
45. Ensure compatibility with the surrounding land uses.
46. Control peak runoff from the site so that the post-development rate of runoff will be no greater than the predevelopment rate of runoff for the 10-year storm event.
47. Preserve historically significant structure sand features on the site.
48. To mitigate the impact of the traffic generated by the development.

Please use layman's terms where possible while still being accurate and comprehensive. Where appropriate, graphics shall be used. List sources of data, reference materials, and methodology

Development Impact Report Supplemental Information

**Panera Bread Café #1718
252 Main Street
Acton, Massachusetts 01720
CoreStates Reference #: ARC-14654**

February 28, 2013

C.34.b The existing storm drainage system consists of down spouts on the existing building. These direct roof top runoff to the surface where it then sheet flows to one of two catch basins located to the north and south of the existing building. Runoff from the impervious surfaces sheet flows toward the same two catch basins. These catch basins pipe the runoff to the Town of Acton storm drain system located in Main Street.

The proposed drainage system will function in a very similar manner. The new building will direct the roof top runoff to a proposed catch basin located to the north of the new building via downspouts and subsurface piping. The runoff from the impervious surfaces will sheet flow toward the previously mentioned existing catch basins. These catch basins pipe the runoff to the Town of Acton storm drain system located in Main Street.

The proposed development will decrease the amount of impervious surfaces on the site by approximately 1,640 sf. Additionally, the proposed catch basin will have a four (4) foot deep sump and it will be equipped with a 'snout' an oil water separator.

- E.37 To aid in preventing surface water contamination during construction, the project will follow a strict Erosion Prevention and Sediment control Plan and will include the use of silt socks, hay bales and a stabilized construction exit to prevent sediment from leaving the site.
- E.38 The proposed project does not include any subsurface storage tanks, septic system leach fields or subsurface detention or infiltration systems. All sewage will be piped from the building to the existing Town of Acton sewer system. The stormwater runoff will be piped into the Town of Acton storm drainage system. With these measures in place, the project should not contaminate the groundwater.
- E.39 To help maximize groundwater the proposed project will increase the amount of pervious surface by approximately 1,640 square feet. The increase in pervious surface allows for more storm water runoff to infiltrate into the ground.
- E.40 To aid in preventing erosion and sediment from leaving the site during construction, the project will follow a strict Erosion Prevention and Sediment control Plan and will include the use of silt socks, hay bales and a stabilized construction exit to prevent sediment from leaving the site.
- E.41 To maintain slope stability, the areas that are to remain as grassed areas will be sodded upon final grading to prevent those areas from washing out.
- E.42 To help conserve energy within the building envelope Panera will propose the use of one (1) inch insulated glass along with R19 batt insulation within the wall cavity. Panera will also provide four (4) inches of rigid insulation at the roof membrane. The proposed Lennox RTU

specification meets the energy code requirements. Finally, the lighting design for the project current exceeds requirements set by the International Energy Conservation Code by approx. seventeen (17) percent.

- E.43 The proposed project is located in an area that is presently developed with an existing restaurant, dumpster enclosure and paved parking areas. The project does not expand into areas that are not presently developed, and therefore the project should not have a negative impact on wildlife habitats.
- E.44 There are no wetlands in the project area. The runoff from the project area is directed into an existing closed storm drainage system. During construction the project will follow a strict Erosion Prevention and Sediment control Plan and will include the use of silt socks, hay bales and a stabilized construction exit to prevent sediment from leaving the site and entering a wetland.
- E.45 The land uses on the surrounding properties consist of retail stores, restaurants and other commercial uses. The proposed restaurant is actually being located on the site of a similar style existing restaurant and therefore is a compatible with the surrounding land.
- E.46 To control peak runoff from the site so that the post-development rate of runoff will be no greater than the pre-development rate of runoff for the 10-year storm event, the project will decrease the amount of impervious surfaces in the project area. By decreasing the amount of impervious area, the pervious areas are increased, thus allowing greater infiltration into the ground, thus reducing the amount of runoff that is produced by the project during the 10-year storm event.
- E.47 There are no historically significant structures and features located in the project area, therefore, there is nothing to preserve.
- E.48 To mitigate impacts of the traffic generated from the project, we have proposed to not alter the entrance and exit access drive location. However, we have narrowed the entrance drive and added pavement markings and signage to emphasize that this is a one way entrance only access drive. This will help to route the vehicles into the site in one location and out of the site in another. Additionally, since this is not a fast food restaurant, the proposed traffic volumes will be less than that would be found at "fast food" / quick serve restaurants. The proposed Panera is more of a sit down dining restaurant that encourages pedestrian travel by means of sidewalks and outdoor seating on the patio.

List of Requested Waivers from the Special Permit Submittal Requirements

**Panera Bread Café #1718
252 Main Street
Acton, Massachusetts 01720
CoreStates Reference #: ARC-14654**

February 28, 2013

- Section 3.5 – Recorded Plans
 - We had a boundary and topographic survey performed for a portion of the property. We have attached a copy of the deeds which describe the subject parcel but they do not reference a recorded plan.
- Section 3.6 – Drainage Calculations
 - The project proposes to reduce the amount of impervious area on site. Additionally, the proposed project will not alter existing drainage patterns, as such, we do not anticipate preparing a full stormwater and drainage study. See the attached Drainage Memorandum that is signed and sealed by a Professional Engineer.
- Section 3.7 – Water Balance Calculations
 - The subject property is presently developed and is located approximately 1.5 miles from the nearest town well. The proposed project decreases the amount of impervious area on the site and therefore an increase in infiltration into the groundwater will occur. As such, we don't anticipate the need for Water Balance Calculations.
- Section 3.8 – Earth Removal Calculations
 - The proposed project is located in an area that is presently developed. The work area is less than 35,000 square feet and the earth work is very minimal. As such, we do not anticipate the need for Earth Removal Calculations.
- Section 3.9.6 – Phasing
 - The proposed project will be constructed in one (1) phase. As such, a phasing plan is not required.
- Section 3.10 – Traffic Study
 - The proposed project is located on a site that is already developed with a similar use. As such the impact to traffic with the new building should be negligible. We have provided traffic counts in the Development Impact Report. With this said, we do not anticipate the need for a Traffic Study.

Stormwater Memorandum

**Panera Bread Café #1718
252 Main Street
Acton, Massachusetts 01720
CoreStates Reference #: ARC-14654**

February 28, 2013

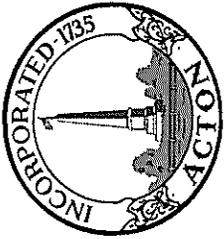
The existing storm drainage system consists of down spouts on the existing building. These direct roof top runoff to the surface where it then sheet flows to one of two catch basins located to the north and south of the existing building. Runoff from the impervious surfaces sheet flows toward the same two catch basins. These catch basins pipe the runoff to the Town of Acton storm drain system located in Main Street.

The proposed drainage system will function in a very similar manner. The new building will direct the roof top runoff to a proposed catch basin located to the north of the new building via downspouts and subsurface piping. The runoff from the impervious surfaces will sheet flow toward the previously mentioned existing catch basins. These catch basins pipe the runoff to the Town of Acton storm drain system located in Main Street.

The proposed development will decrease the amount of impervious surfaces on the site by approximately 1,640 sf. Additionally, the proposed catch basin will have a four (4) foot deep sump and it will be equipped with a 'snout' an oil water separator.

With this being said, the proposed development will not change the existing runoff pattern, and it will in fact reduce the amount of runoff leaving the site. Based on the above data, we do not anticipate the need for a full drainage study and / or report for the development of this site, nor do we anticipate that there will be a negative impact to the existing municipal drainage system.





Town of Acton
 472 Main Street
 Acton, MA 01720
 Telephone (978) 264-9622
 Fax (978) 264-9630

Brian McMullen
 Assistant Assessor

Locus: 252 / 256 Main St
 Parcel: F3-139

Parcel ID	Location	Owner	Co-Owner	Mailing Address	City	ST	Zip
F3-140	246-248 MAIN ST	STOP + SHOP SUPERMARKET CO		1385 HANCOCK ST REAL ESTATE	QUINCY, MA	02169	
F3-139	252 MAIN ST	BRENNAN STEPHANIE L		139 PROSPECT ST #1	ACTON, MA	01720	
F2-120-M	442 MASS AV	CHEN ZHONGXING	LU YUQING	246 MAIN ST #5	ACTON, MA	01720	
F3-86-1	272-274 MAIN ST	GORNY PIOTR		246 MAIN ST #7	ACTON, MA	01720	
F2-129-101	139 PROSPECT ST #1	CONGREGATION BETH ELOHIM		PO BOX 142	ACTON, MA	01720	
G3-1-5	246 MAIN ST #5	SUNDBERG ROBERT A & ROBERT JR TRUST	SUNDBERG II REALTY TRUST	253 MAIN ST	ACTON, MA	01720	
G3-1-7	136 MAIN ST #7	CONGREGATION BETH ELOHIM		PO BOX 142	ACTON, MA	01720	
F2-129-3	133 PROSPECT ST	TOWN OF ACTON		472 MAIN STREET	ACTON, MA	01720	
F3-121-1	253 MAIN ST	WU YIQIANG	LI YANQIU	442 MASS AV #1	ACTON, MA	01720	
F2-138	10 HENNESSEY DR	ONEILL THOMAS		442 MASS AV #2	ACTON, MA	01720	
F3-85	3 CHARTER RD	TANG YANHUA	LIU QING	448 MASS AV	ACTON, MA	01720	
F2-120-1	442 MASS AV #1	NIMMER JEREMY		446 MASS AV	ACTON, MA	01720	
F2-120-2	442 MASS AV #2	TOWEY SEAN T	TOWEY MARCIA A	143 PROSPECT ST	ACTON, MA	01720	
F2-119	446 MASS AV	N E TEL AND TEL	PROPERTY TAX DEPT	PO BOX 152206	IRVING, TX	75015-2206	
F2-126	143 PROSPECT ST	ACTON-BOXBORO REG SCHOOL DIST		472 MAIN STREET	ACTON, MA	01720	
F3-103	428 MASS AV	SUNDBERG ROBER A + ROBERT A JR TRUST	SUNDBERG II REALTY TRUST	253 MAIN ST	ACTON, MA	01720	
F2-109	441 MASS AV	BUSCEMI VINCENT A		P.O. BOX 50	MAYNARD, MA	01754	
F3-121-2	253 MAIN ST	ACTON HOUSING AUTHORITY		68 WINDSOR AV	ACTON, MA	01720-2865	
F3-133	249 MAIN ST	SUNDBERG ROBERT A JR TRUSTEE		PO BOX 2131	ACTON, MA	01720	
F2-120-3	442 MASS AV #3	MELANSON ALLYSON M	BOWLADROME REALTY TRUST	442 MASS AV #4	ACTON, MA	01720	
F2-120-4	257 MAIN ST	FANG JENNY		247 MAIN ST	ACTON, MA	01720	
F3-2	442 MASS AV	BANK OF AMERICA	ATTN CORP REAL ESTATE	101 N TRYON ST	CHARLOTTE NC	28255	
F3-117	263 MAIN ST	KELLEYS CORNER LLC	JASON BRADY	263 MAIN ST	ACTON, MA	01720	
F3-113	432 MASS AV	BAKER ELOISE A		432 MASS AVE.	ACTON, MA	01720	
F3-102	456 MASS AV	FINNEGAN JOSEPH P	FINNEGAN KATHLEEN T	456 MASS. AVE	ACTON, MA	01720	
F2-117	245 MAIN ST	245 MAIN STREET LLC		245 MAIN ST	ACTON, MA	01720	
G3-22	3 BEVERLY RD	CHAKRABORTY AMITAVA	CHAKRABORTY APARNA	3 BEVERLY RD	ACTON, MA	01720	
G3-23	6 BEVERLY RD	MADHWAPATHY SURESHR	CHAN KIT-YING KIRSTY	6 BEVERLY RD	ACTON, MA	01720	
G3-3	248 MAIN ST #4	GRIMSLEY JENNIFER		248 MAIN ST #4	ACTON, MA	01720	
F3-140-4	139 PROSPECT ST #4	RUBENS DANIEL B	DIBELLA	139 PROSPECT ST #4	ACTON, MA	01720	
F2-129-104	139 PROSPECT ST #2	SCHLEIFER LEAH G		139 PROSPECT ST #2	ACTON, MA	01720	
F2-129-102	139 PROSPECT ST #3	FU CHUNSHENG	MENG XIANMEI	139 PROSPECT ST #3	ACTON, MA	01720	
F2-129-103	139 PROSPECT ST #8	TSAI SU-JUNG	CHEN CHUN-YUAN	139 PROSPECT ST #8	ACTON, MA	01720	
F2-129-108	139 PROSPECT ST #9			139 PROSPECT ST #9	ACTON, MA	01720	

F2-129-110	139 PROSPECT ST #10	ZHANG GUANGHAI	411 MASS AV	ACTON, MA 01720
F2-129-111	139 PROSPECT ST #11	GU SHAO TING	139 PROSPECT ST #11	ACTON, MA 01720
F2-129-106	139 PROSPECT ST #6	FERNALD HEATHER A	139 PROSPECT ST #6	ACTON, MA 01720
G3-1-8	246 MAIN ST #8	BATCHELOR ERIC W	246 MAIN ST #8	ACTON, MA 01720
F3-140-2	248 MAIN ST #2	BURGESS MICHAEL J	248 MAIN ST #2	ACTON, MA 01720
G3-1-6	246 MAIN ST #6	WANG XIFANG	30 FRANCIS STREET	MALDEN, MA 02148
F2-129-105	139 PROSPECT ST #5	BUCKMELTER ALEX J.	139 PROSPECT ST #5	ACTON, MA 01720
F3-140-1	248 MAIN ST #1	HINDS RAYNARD O	248 MAIN ST #1	ACTON, MA 01720
F3-140-3	248 MAIN ST #3	TIZI-OUGDAL OMAR	248 MAIN ST #3	ACTON, MA 01720
F2-129M	139 PROSPECT ST	BLANCHARD PLACE LLC	411 MASS AVE	ACTON, MA 01720
F2-129-107	139 PROSPECT ST #7	ZHANG NAN	139 PROSPECT ST #7	ACTON, MA 01720
F2-129-112	139 PROSPECT ST #12	BARCOCK SARAH	139 PROSPECT ST #12	ACTON, MA 01720
F3-3A0-7	274 MAIN ST #A7	GRAY CHARLES	274 MAIN ST #A7	ACTON, MA 1720
F3-3B0-6	272 MAIN ST #B6	WOOLLEY EDITH T	272 MAIN ST #B6	ACTON, MA 1720
F3-380-8	272 MAIN ST #B8	REILLY EDWARD F	272 MAIN ST 3B8	ACTON, MA 1720
F2-120-2	442 MASS AV #2	O NEILL THOMAS	442 MASS AV #2	ACTON, MA 01720
F3-3C0-4	276 MAIN ST #C4	BORISSOVA MILENA N	3861 MURDOCK COURT	DULUTH, G/ 30096
F3-3C0-2	276 MAIN ST #C2	CHEN LINGJI	276 MAIN ST #C2	ACTON, MA 1720
F3-3C0-3	276 MAIN ST #C3	DIMITROV DIMITAR G	276 MAIN ST #C3	ACTON, MA 1720
F3-3B0-1	272 MAIN ST #B1	CONNOLLY JAMES P	272 MAIN ST #B1	ACTON, MA 01720
F3-3B0-2	272 MAIN ST #B2	SECUNDA SARA L	272 MAIN ST #B2	ACTON, MA 01720
F3-3B0-3	272 MAIN ST #B3	ALLARD PATRICIA L	272 MAIN ST #B3	ACTON, MA 01720
F3-3B0-4	272 MAIN ST #B4	MURPHY JOHN	14 BULKLEY RD	LITTLETON, MA 01460
F3-3A0-1	274 MAIN ST #A1	FLYNN GERALD	274 MAIN ST #A1	ACTON, MA 01720
F3-3A0-2	274 MAIN ST #A2	VANMOURIK ALBERT C	274 MAIN ST #A2	ACTON, MA 01720
F3-3A0-4	274 MAIN ST #A4	XIA HUIJI	274 MAIN ST #A4	ACTON, MA 01720
F3-86-1	268 MAIN ST	LEVINE LOUIS N TR	268 MAIN ST	ACTON, MA 4720
F3-3A0-8	274 MAIN ST #A8	ROBINSON KELLY J	274 MAIN ST #A8	ACTON, MA 01720
F3-3B0-7	272 MAIN ST #B7	KALP SHARON A	272 MAIN ST #B7	ACTON, MA 01720
F3-3C0-1	276 MAIN ST #C1	LEVINE LOUIS ET UX	159-1 PROSPECT ST	ACTON, MA 01720
F3-3C0-8	276 MAIN ST #C8	WRIGHT DONNA	281 WILLIS RD	SUDBURY, MA 01776
F3-3A0-5	274 MAIN ST #A5	SILVERTON WILLIAM J	274 MAIN ST #A5	ACTON, MA 01720
F3-3A0-3	274 MAIN ST #A3	RUAN BENFANG HELEN	274 MAIN ST #A3	ACTON, MA 01720
F3-3C0-5	276 MAIN ST #C5	OLOFSON JANET N	109 PROSPECT ST	ACTON, MA 01720
F3-3C0-7	276 MAIN ST #C7	PENG CHUMEI	276 MAIN ST #C7	ACTON, MA 01720
F3-3B0-5	272 MAIN ST #B5	OSTAPENKO VIATCHESLAV	272 MAIN ST #7	ACTON, MA 01720
F2-129-107	139 PROSPECT ST #7	ZHANG NAN	139 PROSPECT ST #7	ACTON, MA 01720
F2-129-112	139 PROSPECT ST #12	BARCOCK SARAH	139 PROSPECT ST #12	ACTON, MA 01720
F3-86-1	268 MAIN ST	LEVINE LOUIS N TR	268 MAIN ST	ACTON, MA 01720
F3-3A0-6	274 MAIN ST #A6	DOERR LESLIE	274 MAIN ST #A6	ACTON, MA 01720
F3-3C0-6	276 MAIN ST #C6	XIA WEISHI	276 MAIN ST #C6	ACTON, MA 01720

Abutters and owners of land directly opposite on any public or private street or way and abutters to the abutters within three hundred feet of the property line all as they appear on the most recent applicable tax list.

HEARING NOTICES FOR ALL SPECIAL PERMITS MUST BE SENT TO THE PLANNING BOARD, TOWN HALL IN THE FOLLOWING TOWNS:

Boxborough, MA 01729	Maynard, MA 01754	Concord, MA 01742	Littleton, MA 01460
Carlisle, MA 01741	Stow, MA 01775	Westford, MA 01886	Sudbury, MA 01776

Marty Abbott

20-Feb-13

Marty Abbott

13

tah\purity\transfer\acton.909

Acton, Massachusetts
Purity Location No. 909

DEED

The undersigned, PURITY SUPREME, INC., a Delaware corporation, with a principal place of business at Quincy Center Plaza, 1385 Hancock Street, Quincy, Norfolk County, Massachusetts 02169 ("Grantor"), for consideration paid and in full consideration of One Million Eighty Six Thousand Five Hundred and 00/100 Dollars (\$1,086,500.00) grants to THE STOP & SHOP SUPERMARKET COMPANY, a Delaware corporation, with a principal place of business at Quincy Center Plaza, 1385 Hancock Street, Quincy, Norfolk County, Massachusetts 02169 ("Grantee"), with QUITCLAIM COVENANTS the land, and buildings and improvements thereon, commonly known as and numbered 252-256 Main Street, Acton, Middlesex County, Massachusetts 01720, more particularly described on Exhibit A attached hereto and incorporated herein.

Such premises are conveyed subject to, and with the benefit of, all easements, rights, reservations, restrictions, rights of way and encumbrances of record, if any, insofar as the same are now in force and applicable.

This conveyance is subject to and with the benefit of any and all existing leases, licenses and other occupancy agreements (if any) (collectively, to the extent assignable, the "Leases") demising all or any portion of the premises hereby conveyed. Grantor hereby assigns to the Grantee all of Grantor's right, title and interest in the Leases. By accepting and recording this deed, the Grantee shall be deemed to accept and assume all of lessor's obligations contained therein arising on or after the date hereof.

This conveyance is subject to and with the benefit of any and all existing contracts, agreements, approvals, licenses, and permits (collectively, to the extent assignable, the "Contracts") relating to the premises. Grantor hereby assigns to the Grantee all of the Grantor's right, title and interest in the Contracts. By acceptance and recording of this Deed, the Grantee shall be deemed to accept the terms of all of the Contracts and to accept and assume all of Grantor's obligations contained therein arising on or after the date hereof.

This deed does not represent the sale of all, or substantially all, of the property and assets of the Grantor located within the Commonwealth of Massachusetts.

Meaning and intending to convey and hereby conveying the premises conveyed to the Grantor by Deed of William M. Wardlaw and J. Frederick Simmons, Trustees of the Acton Associates Realty Trust, acknowledged December 18, 1991 and recorded with the Middlesex South District Registry of Deeds in Book 21638, Page 97.

PROPERTY ADDRESS: 252-256 Main Street, Acton, Massachusetts

*** MASS. EXCISE TAX: 4954.44 ***

570 25.00

570

D 12/24/96 12:49:30

EXECUTED under seal as of this 23 day of December, 1996.

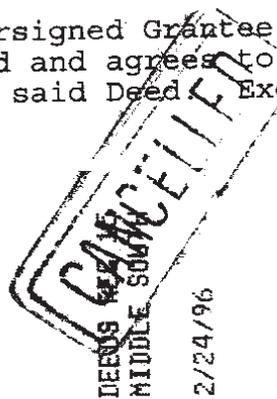
GRANTOR:

PURITY SUPREME, INC.

By: *Brian W. Hotarek*
And Brian W. Hotarek
Senior Vice President

The undersigned Grantee hereby accepts and assumes the foregoing Deed and agrees to be bound by all of the terms and conditions of said Deed. Executed under seal as of the date of said Deed.

TAX 4954.44
CASH 4954.44
8451A015 12:50
EXCISE TAX



GRANTEE:

THE STOP & SHOP SUPERMARKET COMPANY

By: *Brian W. Hotarek*
And Brian W. Hotarek
Senior Vice President

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss.

December 23, 1996

Then personally appeared the above-named Brian W. Hotarek, Senior Vice President of Purity Supreme, Inc., as aforesaid, and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of such corporation, before me.

JAYNE L. CONTOS *Jayne L. Contos*
Notary Public
NOTARY PUBLIC My Commission expires:
My Commission Expires Dec. 29, 2000
COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss.

December 23, 1996

Then personally appeared the above-named Brian W. Hotarek, Senior Vice President of The Stop & Shop Supermarket Company, as aforesaid, and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of such corporation, before me.

JAYNE L. CONTOS *Jayne L. Contos*
Notary Public
NOTARY PUBLIC My Commission expires:
My Commission Expires Dec. 29, 2000

EXHIBIT A

Three certain parcels of land, with the buildings thereon, situated in Acton, Middlesex County, Massachusetts, together bounded and described as follows:

- SOUTHEASTERLY by Main Street by two lines measuring one hundred and eighty-three and 10/100 (183.10) feet and one hundred fifty-seven and 35/100 (157.35) feet, each respectively.
- SOUTHWESTERLY by land of Paul C. & Adelaide G. Cornwall and by land of Charles W. Jr. & Frances K. Spencer, as shown on a plan hereinafter mentioned by two lines together measuring six hundred seventy-five and 29/100 (675.29) feet;
- WESTERLY by land of said Charles W. Jr. & Frances K. Spencer, as shown on said plan, three hundred twenty-two and 66/100 (322.66) feet;
- NORTHERLY by land of Walter H. and Shirley G. Brzezinski, as shown on said plan, thirty-eight and 75/100 (38.75) feet;
- WESTERLY again, by land of said Walter H. & Shirley G. Brzezinski, as shown on said plan, two hundred ten and 54/100 (210.54) feet;
- NORTHERLY by Massachusetts Avenue, one hundred fifty-six feet and 67/100 (156.67) feet;
- EASTERLY by Parcel D, as shown on said plan, one hundred fifty (150.00) feet;
- NORTHERLY again, by Parcel D, as shown on said plan, three hundred thirty-six and 26/100 (336.26) feet;
- EASTERLY by land of Actonian Incorporated, as shown on said plan, forty-five and 10/100 (45.10) feet;
- NORTHERLY again, by land of Actonian Incorporated, as shown on said plan, two hundred seven and 78/100 (207.78) feet.

RECORDED
 1976 JUN 10 11 16
 716

MASSACHUSETTS QUITCLAIM DEED BY CORPORATION (SHORT FORM) 884

William M. Wardlaw and J. Frederick Simmons, Trustees of the Acton Associates Realty Trust u/d/t dated December 1, 1982, and recorded with the Middlesex South District Registry of Deeds at Book 15181, Page 125.

a ~~corporation~~ ^{trust} duly established under the laws of Massachusetts and having its usual place of business at 101 Billerica Avenue, N. Billerica Middlesex County, Massachusetts

for consideration paid, and in full consideration of no consideration*

grants to Purity Suprema, Inc., a Delaware corporation of 101 Billerica Avenue, N. Billerica, Middlesex County, Massachusetts with quitclaim covenants

the land in Acton, Middlesex County, Massachusetts, described as follows:

(Description and encumbrances, if any)

See Exhibit A attached hereto and made a part hereof.

MSD 12/27/91 01:49:52 747 35.00

*The sole beneficiary of the grantor herein is Purity Suprema, Inc., a Delaware corporation, and no consideration has been paid for this conveyance.

~~In witness whereof, the said~~

has caused its corporate seal to be hereto affixed and these presents to be signed, acknowledged and delivered in its name and behalf by

its hereto duly authorized, this

day of in the year one thousand nine hundred and

Signed and sealed in presence of

ACTON ASSOCIATES REALTY TRUST

by

WILLIAM M. WARDLAW, Trustee as aforesaid and not individually

J. FREDERICK SIMMONS, Trustee as aforesaid and not individually

~~The Commonwealth of Massachusetts~~

ss.

19

Then personally appeared the above named

and acknowledged the foregoing instrument to be the free act and deed of the before me

SEE ATTACHED ACKNOWLEDGMENT

Notary Public— Justice of the Peace

My commission expires

19

CHAPTER 183 SEC. 6 AS AMENDED BY CHAPTER 497 OF 1969

Every deed presented for record shall contain or have endorsed upon it the full name, residence and post office address of the grantee and a recital of the amount of the full consideration thereof in dollars or the nature of the other consideration therefor, if not delivered for a specific monetary sum. The full consideration shall mean the total price for the conveyance without deduction for any liens or encumbrances assumed by the grantee or remaining thereon. All such endorsements and recitals shall be recorded as part of the deed. Failure to comply with this section shall not affect the validity of any deed. No register of deeds shall accept a deed for recording unless it is in compliance with the requirements of this section.

B 2 1 6 3 8 P 0 9 8

STATE OF California)
COUNTY OF Los Angeles) ss.

On this 18th day of December, 1991, personally appeared before me WILLIAM M. WARDLAW, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument, and who, being by me duly sworn, did say that he is the Trustee of ACTON ASSOCIATES REALTY TRUST and that this instrument was signed and sealed on behalf of Trust at the discretion of the beneficiary and in accordance with the Declaration of Trust and he acknowledged the foregoing to be his free act and deed on behalf of said Trust.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



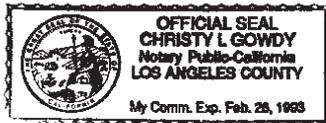
Christy L. Gowdy

Notary Public
My Commission Expires: 2/26/93

STATE OF California)
COUNTY OF Los Angeles) ss.

On this 18th day of December, 1991, personally appeared before me J. FREDERICK SIMMONS, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument, and who, being by me duly sworn, did say that he is the Trustee of ACTON ASSOCIATES REALTY TRUST and that this instrument was signed and sealed on behalf of Trust at the discretion of the beneficiary and in accordance with the Declaration of Trust and he acknowledged the foregoing to be his free act and deed on behalf of said Trust.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



Christy L. Gowdy

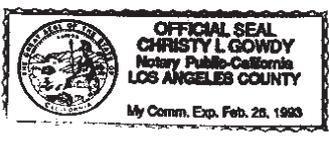
Notary Public
My Commission Expires: 2/26/93

PURITY: Notary (WMW & JFS)

STATE OF California }
COUNTY OF Los Angeles } SS

Dated: 12/18/91

Then personally appeared before me William N. Wardlaw, to me known, and acknowledged the foregoing Certificate to be his free act and deed.

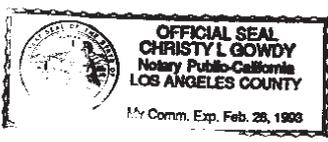


Christy L. Gowdy
Notary Public
My Commission Expires: 2/26/93

STATE OF California }
COUNTY OF Los Angeles } SS

Dated: 12/18/91

Then personally appeared before me J. Frederick Simmons to me known, and acknowledged the foregoing Certificate to be his free act and deed.



Christy L. Gowdy
Notary Public
My Commission Expires: 2/26/93

PURITY: Certificate

B 2 1 6 3 8

P 1 0 0

Acton

EXHIBIT "A"

Three certain parcels of land, with the buildings thereon, situated in Acton, Middlesex County, Massachusetts, together bounded and described as follows:

- SOUTHEASTERLY** by Main Street by two lines measuring one hundred eighty-three and 10/100 (183.10) feet and one hundred fifty-seven and 35/100 (157.35) feet, each respectively;
- SOUTHWESTERLY** by land of Paul C. & Adelaide G. Cornwall and by land of Charles W. Jr. & Frances K. Spencer, as shown on a plan hereinafter mentioned by two lines together measuring six hundred seventy-five and 29/100 (675.29) feet;
- WESTERLY** by land of said Charles W. Jr. & Frances K. Spencer, as shown on said plan, three hundred twenty-two and 66/100 (322.66) feet;
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- WESTERLY** again, by land of said Walter H. & Shirley G. Brzezinski, as shown on said plan, two hundred ten and 54/100 (210.54) feet;
- NORTHERLY** by Massachusetts Avenue, one hundred fifty-six feet and 67/100 (156.67) feet;
- EASTERLY** by Parcel D, as shown on said plan, one hundred fifty (150) feet;
- NORTHERLY** again, by Parcel D, as shown on said plan, three hundred thirty-six and 26/100 (336.26) feet;
- EASTERLY** by land of Actonian Incorporated, as shown on said plan, forty-five and 10/100 (45.10) feet;
- NORTHERLY** again, by land of Actonian Incorporated, as shown on said plan, two hundred seven and 78/100 (207.78) feet;

B 2 1 6 3 8 P 1 0 1

CERTIFICATE OF TRUSTEES

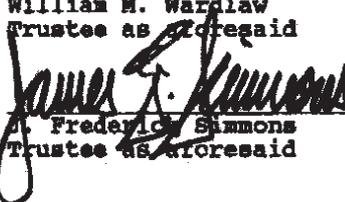
The undersigned, William M. Wardlaw and J. Frederick Simmons, Trustees of Acton Associates Realty Trust, under Declaration of Trust dated December 1, 1982, recorded with the Middlesex South District Registry of Deeds in Book 15181, Page 125, hereby certify that as of the date hereof the Trust is in full force and effect and has not been amended except by instruments recorded with Middlesex South District Registry of Deeds, and that said Trustees have been authorized to execute and deliver the following deed by the consent of the sole beneficiary of said Acton Associates Realty Trust: deed with quitclaim covenants, granting to Purity Supreme, Inc., a Delaware corporation, certain real property in Acton, Middlesex County, Massachusetts, which real property is described on Exhibit A attached hereto and made a part hereof.

The undersigned William M. Wardlaw and J. Frederick Simmons further certify that they are the sole incumbent Trustees of Acton Associates Realty Trust as of the date hereof.

Executed as of December 18, 1991.



 William M. Wardlaw
 Trustee as aforesaid



 J. Frederick Simmons
 Trustee as aforesaid

PURITY: Certificate

THE FACE OF THIS DOCUMENT HAS A COLORED BACKGROUND ON WHITE PAPER • THERMOCHROMIC INK ON BACK



Panera, LLC
3630 S. Geyer Rd, Suite 100
Sunset Hills, MO 63127

Bank of America
Bank of America, N.A.
Vandalia, MO

80/1789
815 MO

No. 1148601

CHECK DATE	CHECK NUMBER	CHECK AMOUNT
26-FEB-13	1148601	*****2,500.00

PAY Two Thousand Five Hundred Dollars And 00 Cents*****

VOID AFTER 180 DAYS

TO THE
ORDER
OF Town of Acton, MA

By

Security features included. Details on back.

⑈ 1148601 ⑈ ⑆ 081517897 ⑆ 580100072559 ⑈