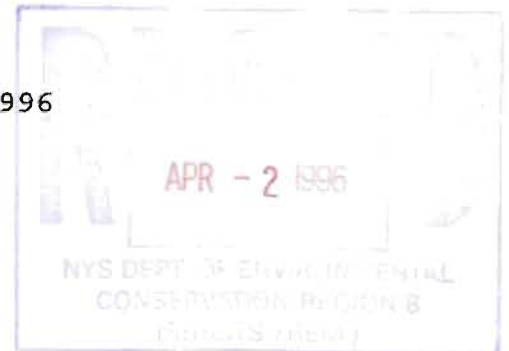


New York State
Department of Environmental Conservation
Division of Environmental Enforcement
270 Michigan Avenue
Buffalo, NY 14203-2999

April 1, 1996

CERTIFIED MAIL

Karl T. Eckweiler, Esq.
Xerox Corporation
Counsel: Environmental, Health & Safety
800 Long Ridge Road
P.O. Box 1600
Stamford, Connecticut 06904



Re: Order on Consent: RD/RA, 1350 Jefferson Road, Henrietta
Site # 8-28-069

Dear Mr. Eckweiler:

Enclosed is your copy of the Order on Consent to address the remedial program for the Henrietta facility. The Order was signed by Michael J. O'Toole, Jr., on behalf of the Commissioner on March 21, 1996. Approval of the "as-built" engineering plans and the O & M Plan pursuant to the Order is expected to document that the Site has been satisfactorily addressed.

Thank you for your cooperation regarding this Site.

Sincerely,

Glen R. Bailey
Senior Attorney
Division of Environmental
Enforcement

GRB:B:jab
B113XRX.5

Enclosure

cc: E. Belmore
T. Caffoe
A. Carlson
R. Elliott
Al Mancini

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the
Development and Implementation
of a Remedial Program for an
Inactive Hazardous Waste Disposal
Site, Under Article 27, Title 13,
and Article 71, Title 27 of the
Environmental Conservation Law
of the State of New York by

RECEIVED
MAR 11 1996
ORDER
ON
CONSENT Karl T. Eckweiler
INDEX # B8-0207-95-04

XEROX CORPORATION
Respondent.

Site Code # 8-28-069

WHEREAS,

1. The New York State Department of Environmental Conservation (the "Department") is responsible for enforcement of Article 27, Title 13 of the Environmental Conservation Law of the State of New York ("ECL"), entitled "Inactive Hazardous Waste Disposal Sites." This Order is issued pursuant to the authority of the Department under ECL Article 27, Title 13 and ECL 3-0301.

2. Xerox Corporation ("Respondent") is a corporation organized and existing under the laws of the State of New York, and which is doing business in the State of New York.

Respondent owns and operates a facility, among others, located at 1350 Jefferson Road in the Town of Henrietta, Monroe County, New York (the "Site") and has operated at this facility since 1972.

3. The Site has been classified by the Department as an inactive hazardous waste disposal site, as that term is defined

at ECL 27-1301.2, and the Department has determined that the Site presents a significant threat to the public health or environment. The Site has been listed in the Registry of Inactive Hazardous Waste Disposal Sites in New York State as Site Number 8-28-069. The Department has classified the Site as a Classification "2" pursuant to ECL 27-1305.4.b.

4. A. Pursuant to ECL 27-1313.3.a, whenever the Commissioner of Environmental Conservation (the "Commissioner") "finds that hazardous wastes at an inactive hazardous waste disposal site constitute a significant threat to the environment, he may order the owner of such site and/or any person responsible for the disposal of hazardous wastes at such site (i) to develop an inactive hazardous waste disposal site remedial program, subject to the approval of the department, at such site, and (ii) to implement such program within reasonable time limits specified in the order."

B. Any person under order pursuant to ECL 27-1313.3.a has a duty imposed by ECL Article 27, Title 13 to carry out the remedial program committed to under order. ECL 71-2705 provides that any person who fails to perform any duty imposed by ECL Article 27, Title 13 shall be liable for civil, administrative and/or criminal sanctions.

C. The Department also has the power, inter alia, to provide for the prevention and abatement of all water, land, and air pollution. ECL 3-0301.1.i.

5. Based upon the results of a remedial investigation and feasibility study and interim remedial measures conducted by Respondent and following a period of public comment, the Department selected a final remedial alternative for the Site in a Record of Decision ("ROD"). The ROD, attached to this Order as Appendix "A," is incorporated as an enforceable part of this Order. It is anticipated that the interim remedial measures will be incorporated into the design for the final remedial alternative selected in the ROD.

6. The Department and Respondent agree that the goals of this Order are for Respondent to (i) develop and implement, in accordance with the ROD, an inactive hazardous waste disposal site remedial program ("Remedial Program") for the Site that shall include design and implementation, and operation, maintenance and monitoring of the selected remedial alternative; and (ii) reimburse the State's reasonable administrative costs associated with the oversight of the Remedial Program.

7. Respondent, having waived Respondent's right to a hearing herein as provided by law, and having consented to the issuance and entry of this Order, agrees to be bound by its terms. Respondent consents to and agrees not to contest the authority or jurisdiction of the Department to issue or enforce this Order, and agrees not to contest the validity of this Order or its terms.

NOW, having considered this matter and being duly advised, IT IS ORDERED THAT:

I. Remedial Design Contents

A. Within 180 days after the effective date of this Order, Respondent shall submit to the Department a remedial design to implement the remedial alternative for the Site selected by the Department in the ROD (the "Remedial Design"). Identification of existing interim remedial measures, structures, activities and programs to be incorporated into the final remedial program shall be included in the Remedial Design, along with reference to the documents in the administrative record where the Department has issued prior approvals for the design and construction of those items. The Remedial Design shall be prepared by and have the signature and seal of a professional engineer who shall certify that the Remedial Design was prepared in accordance with this Order.

B. The Remedial Design shall include the following:

1. A detailed description of the remedial objectives and the means by which each essential element of the selected remedial alternative will be implemented to achieve those objectives, including, but not limited to:

a. the construction and operation of any structures;

b. the collection, destruction, treatment, and/or disposal of hazardous wastes and substances and their constituents and degradation products, and of any soil or other materials contaminated thereby;

c. the collection, destruction, treatment,

and/or disposal of contaminated groundwater, leachate, and air;

d. physical security and posting of the Site;

e. health and safety of persons living and/or working at or in the vicinity of the Site;

f. quality control and quality assurance procedures and protocols to be applied during implementation of the Remedial Design; and

g. monitoring which integrates identified needs during implementation of the Department-selected remedial alternative.

2. "Biddable Quality" documents for the Remedial Design including, but not limited to, documents and specifications prepared, signed, and sealed by a professional engineer. These plans shall satisfy all applicable local, state and federal laws, rules and regulations;

3. A time schedule to implement the Remedial Design;

4. The parameters, conditions, procedures, and protocols to determine the effectiveness of the Remedial Design, including a schedule for periodic sampling of specified groundwater monitoring wells;

5. A description of operation, maintenance, and monitoring activities to be undertaken after the Department has approved construction of the Remedial Design, including an evaluation of the length of time necessary to achieve the

remedial objectives established for the Site;

6. A contingency plan outlining the process to be implemented if any element of the Remedial Design fails to achieve any of its objectives or otherwise fails to protect human health or the environment;

7. A health and safety plan for the protection of persons at and in the vicinity of the Site during construction and after completion of construction. This plan shall be prepared in accordance with 29 CFR 1910 by a certified health and safety professional, certified hygienist, or other qualified health and safety professional; and

8. A citizen participation plan which incorporates appropriate activities outlined in the Department's publication, "New York State Inactive Hazardous Waste Citizen Participation Plan," dated August 30, 1988, and any subsequent revisions thereto, and 6 NYCRR Part 375.

II. Remedial Design Construction and Reporting

A. Within 60 days of the Department's approval of the Remedial Design, Respondent shall commence construction of the Remedial Design. Respondent shall not be deemed to be in violation of this Order for beginning implementation of the Remedial Design on a more expeditious schedule.

B. Respondent shall implement the Remedial Design in accordance with the Department-approved Remedial Design.

C. During implementation of all construction activities identified in the Remedial Design, Respondent shall

have on-Site a full-time representative who is qualified to supervise the work done.

D. Within 90 days after completion of the construction activities identified in the Remedial Design, Respondent shall submit to the Department a detailed post-remedial operation and maintenance plan ("O & M Plan"); "as-built" drawings and a final engineering report (each including all changes made to the Remedial Design during construction); and a certification by a professional engineer that the Remedial Design was implemented and all construction activities were completed in accordance with the Department-approved Remedial Design. The O & M Plan, "as built" drawings, final engineering report, and certification must be prepared, signed, and sealed by a professional engineer. The Department acknowledges that Respondent will be implementing the Remedial Design in phases. Respondent will comply with the requirements of this provision for each phase of the construction of the Remedial Design.

E. Upon the Department's approval of the O & M Plan, Respondent shall implement the O & M Plan in accordance with the requirements of the Department-approved O & M Plan.

F. Within 90 days after receipt of the "as-built" drawings, final engineering report, and certification, the Department shall notify Respondent in writing whether the Department is satisfied that all construction activities have been completed in compliance with the approved Remedial Design.

G. If the Department concludes that any element of the Remedial Program fails to achieve its objectives or otherwise fails to protect human health or the environment, Respondent shall take whatever action the Department determines necessary to achieve those objectives or to ensure that the Remedial Program otherwise protects human health and the environment. In the event Respondent disagrees with the conclusion of the Department, Respondent may invoke without penalty, prior to taking any other action, the provisions of Paragraph V, below.

III. Progress Reports

Respondent shall submit to the parties identified in subparagraph XI.B. in the numbers specified therein copies of written quarterly progress reports that:

(i) describe the actions which have been taken toward achieving compliance with this Order during the previous quarter;

(ii) include all results of sampling and tests and all other data received or generated by Respondent or Respondent's contractors or agents in the previous quarter, including quality assurance/quality control information, whether conducted pursuant to this Order or conducted independently by Respondent;

(iii) identify all work plans, reports, and other deliverables required by this Order that were completed and submitted during the previous quarter;

(iv) describe all actions, including, but not limited to, data collection and implementation of work plans, that are scheduled for the next quarter and provide other information relating to the progress at the Site;

(v) include information regarding percentage of completion, unresolved delays encountered or anticipated that may affect the future schedule for implementation of the Respondent's obligations under the Order, and efforts made to mitigate those delays or anticipated delays;

(vi) include any modifications to any work plans that Respondent has proposed to the Department or that the Department has approved; and

(vii) describe all activities undertaken in support of the Citizen Participation Plan during the previous quarter and those to be undertaken in the next quarter. Respondent shall submit these quarterly progress reports to the Department beginning on the fifteenth day of the fifth month following the effective date of this Order.

Submission of progress reports may be modified as to content, schedule, or distribution upon the concurrence of the Department.

Respondent also shall allow the Department to attend, and shall provide the Department at least three business days advance notice of any of the following: pre-bid meetings, job progress meetings, substantial completion meeting and inspection, and final inspection and meeting.

IV. Review of Submittals

A. (1) Within forty-five (45) days of its receipt, the Department shall review each of the submittals Respondent makes pursuant to this Order to determine whether it was prepared, and whether the work done to generate the data and other information in the submittal was done, in accordance with this Order and generally accepted technical and scientific principles. The Department shall notify Respondent in writing of its approval or disapproval of the submittal, except for the submittal discussed in Paragraph I.B.7. Work plans and designs which have been reviewed and approved by the Department or constructed and implemented prior to the effective date of this Order shall not require approval under this Order, provided that copies of all documentation, including drawings, plans and specifications certified by a professional engineer are included in the administrative record for the Site. All Department-approved submittals shall be incorporated into and become an enforceable part of this Order and shall be added to the administrative record for this Site.

(2) (a) If the Department disapproves a submittal, it shall so notify Respondent in writing and shall specify the reasons for its disapproval. Within 45 days after receiving written notice that Respondent's submittal has been disapproved, Respondent shall make a revised submittal to the Department that addresses and resolves all of the Department's stated reasons for disapproving the first submittal. The

Department will not withhold its approval of a submittal based solely upon non-technical issues; however, the Department may qualify its approval.

(b) After receipt of the revised submittal, the Department shall notify Respondent in writing of its approval or its specific reasons for its disapproval. If the Department approves the revised submittal, it shall be incorporated into and become an enforceable part of this Order. If the Department disapproves the revised submittal, Respondent shall be in violation of this Order and, unless Respondent invokes the dispute resolution procedure in accordance with and as outlined in Paragraph V. of this Order, the Department may take any action or pursue whatever rights it has pursuant to any provision of statutory or common law.

B. Respondent shall modify and/or amplify and expand a submittal upon the Department's direction to do so if the Department determines, as a result of reviewing data generated by an activity required under this Order or as a result of reviewing any other data or facts, that further work is necessary.

C. Respondent shall have the right to claim privileges and protection granted to information submitted in accordance with Public Officers Law § 87.2(d) and any regulations and rulings promulgated pursuant thereto for any submittal required under this Order. Any submittal, or any part thereof, which Respondent desires to be protected by this

provision shall be clearly marked "Confidential - Trade Secret". Respondent shall not be required to provide more than two copies of any document labeled as a Trade Secret. Immediately after the Department has completed its review of any Trade Secret submittal, the Department shall stamp and return all copies of such submittal to Respondent. Respondent shall retain in its files the copies of all such submittals returned by the Department pursuant to this provision for possible future review by the Department. Documents submitted in confidence as Trade Secrets shall not be eligible to be incorporated into the administrative record for the Site, and shall not be used by the Department in its determinations regarding the Site.

V. Compliance

A. Respondent's failure to comply with any term of this Order constitutes a violation of this Order and the ECL, except as provided in this paragraph.

B. (1) With respect to the provisions of Paragraph II.F., Paragraph II.G., and Paragraph IV.A.2., Respondent shall not be in violation of this Order if it requests an opportunity for dispute resolution under this paragraph and it thereafter complies with either (a) the final decision and order which the Commissioner or his designee issues to resolve the dispute, or (b) the decision of the court if Respondent pursues its rights under Article 78 of the Civil Practice Laws and Rules of the State of New York. Nothing in this Order shall be construed to allow any dispute by Respondent regarding the validity of the

ROD's provisions.

(2) The Department and Respondent shall attempt to resolve expeditiously and informally any disagreements concerning implementation of this Order or any work required under this Order. In the event any dispute arising under this Order and subject to this paragraph is not resolved expeditiously through informal means, either party desiring dispute resolution under this paragraph shall give prompt written notice to the other party.

C. (1) Within ten days after service of notice of dispute pursuant to this paragraph, the party which gave notice shall serve on the other party a written statement of the issues in dispute, the relevant facts under which the dispute is based and the factual data, analysis or opinion supporting its position, and all supporting documentation on which such party relies (hereinafter called the "Statement of Position"). The other party shall serve its Statement of Position, including supporting documentation, no later than ten days after receipt of the complaining party's Statement of Position. In the event that these ten-day time periods for exchange of Statements of Position may cause a delay in the work being performed under this Order, the time periods may be shortened, but shall not be shortened to less than five days, upon and in accordance with notice by the Department; provided, however, that the time period applicable to actions by the Department shall not be longer than the time period for actions by Respondent.

(2) An administrative record of any dispute under this paragraph shall be maintained by the Department. The record shall include the written notification of such dispute, the Statements of Position served pursuant to the dispute, and any other relevant information. The record shall be available for review by all parties and by the public.

(3) Upon review of the administrative record, the Commissioner or his designee shall issue a final decision and order resolving the dispute. With respect to the final determination of the Commissioner or his designee, the Respondent shall have those rights granted pursuant to Article 78 of the CPLR, provided that any Article 78 petition is filed within eight (8) business days of receipt of the final decision and order issued by the Commissioner or his designee.

D. The invocation of the procedures stated in this paragraph shall not extend to nor postpone the Respondent's obligations under this Order with respect to matters other than those that are dependent upon the disputed issues unless and until the Department or a court orders otherwise.

E. (1) Respondent shall not suffer any penalty under this Order or be subject to any proceeding or action if it cannot comply with any requirement hereof because of an act of God, war, riot, or because of any condition or event beyond the control of Respondent or its agents carrying out Respondent's obligations under this Order. Respondent shall, within five days of when it obtains knowledge of any such condition, notify

the Department in writing. Respondent shall include in such notice the measures taken and to be taken by Respondent to prevent or minimize any delays and shall request an appropriate extension or modification of this Order. Failure to give such notice within such five-day period constitutes a waiver of any claim that this Subparagraph V.E may apply. Respondent shall have the burden of proving that an event is a defense to compliance with this Order pursuant to this subparagraph.

(2) Increased costs or expenses or any work to be performed under this Order, the financial inability of Respondent to perform such work, the failure of Respondent to make complete and timely application for any required approval or permit, or non-attainment of the goals, standards and requirements of this Order do not constitute conditions or events warranting the relief set forth in this subparagraph.

VI. Entry upon Site

Respondent hereby consents to the entry upon the Site or areas in the vicinity of the Site which during normal business hours may be under the control of the Respondent by any duly designated employee, consultant, contractor, or agent of the Department or any State agency for purposes of inspection, sampling, and testing and to ensure Respondent's compliance with this Order. Respondent shall provide the Department with access to a telephone, and shall permit the Department full access to all records relating to matters addressed by this Order and job meetings. Such representatives of the Department

shall identify themselves to Respondent's security or reception personnel by presentation of proper credentials, shall be accompanied at all times by an employee or representative of Respondent, if available, while on-Site, and shall comply with Respondent's established security and safety procedures for all plant visitors, and shall comply with the Department's established safety procedures for any such inspections. In the event that Respondent conducts any acts of investigation or construction outside of normal business hours, representatives of the Department shall have access to the Site and any areas in the vicinity of the Site as described above during all times such investigation or construction shall occur. Nothing in this Order shall be construed to limit or restrict the Department's right to access to the Site during any emergency response or any other legally authorized entry .

VII. Payment of State Costs

Within 30 days after receipt of an itemized invoice from the Department, Respondent shall pay to the Department a sum of money which shall represent reimbursement for the State's reasonable annual expenses incurred since April 1, 1995, relating to its oversight of the Remedial Program including, but not limited to, direct labor, fringe benefits, indirect costs, travel, analytical costs, and contractor costs incurred by the State of New York for work performed at the Site to date, as well as for negotiating this Order, reviewing and revising submittals made pursuant to this Order, overseeing activities

conducted pursuant to this Order, collecting and analyzing samples, and administrative costs associated with this Order. Such payment shall be made by check payable to the Department of Environmental Conservation. Payment shall be sent to the Bureau of Program Management, Division of Hazardous Waste Remediation, N.Y.S.D.E.C., 50 Wolf Road, Albany, NY 12233-7010. Itemization of the costs shall include an accounting of personal services indicating the employee name, title, biweekly salary, and time spent (in hours) on the project during the billing period, as identified by an assigned time and activity code. This information shall be documented by reports of Direct Personal Service. Approved agency fringe benefit and indirect cost rates shall be applied. Non-personal service costs shall be summarized by category of expense (e.g., supplies, materials, travel, contractual) and shall be documented by expenditure reports. The total sum of all payments made by Respondent pursuant to this paragraph shall not be exceed \$45,000.00.

VIII. Department Reservation of Rights

A. Nothing contained in this Order shall be construed as barring, diminishing, adjudicating, or in any way affecting any of the Department's civil, criminal, equitable or administrative rights or authority.

B. Nothing contained in this Order shall be construed to prohibit the Commissioner or his duly authorized representative from exercising any summary abatement powers.

X. Indemnification

Respondent shall indemnify and hold the Department, the State of New York, and their representatives and employees harmless for all claims, suits, actions, damages, and costs of every name and description arising out of or resulting from the fulfillment or attempted fulfillment of this Order by Respondent, and/or Respondent's directors, officers, employees, servants, agents, successors, and assigns, provided, however, that Respondent shall not be required to indemnify and hold the Department, the State of New York, or their representatives and employees harmless for any claims, suits, actions, damages and costs of any name and description arising out of or resulting from the negligent, unlawful, willful, or malicious acts or omissions of the Department, the State of New York and their representatives and employees.

XI. Public Notice

A. Within 30 days after the effective date of this Order, Respondent shall file a Declaration of Covenants and Restrictions with the Clerk of the County wherein the Site is located to give all parties who may acquire any interest in the Site notice of this Order.

B. If Respondent proposes to convey the whole or any part of Respondent's ownership interest in the Site at any time while this Site remains listed on the Registry of Inactive Hazardous Waste Disposal Sites in New York, Respondent shall,

not fewer than 60 days before the date of conveyance, notify the Department in writing of the identity of the transferee and of the nature and proposed date of the conveyance and shall notify the transferee in writing, with a copy to the Department, of the applicability of this Order.

XII. Communications

A. All written communications required by this Order shall be transmitted by United States Postal Service, by private courier service, or hand delivered as follows:

Communication from Respondent shall be sent to:

Mary Jane Peachey, P.E.
Division of Hazardous Waste Remediation
Department of Environmental Conservation
6274 East Avon - Lima Road
Avon, New York 14414-9519

with copies to:

Alan Rockmore, P.E.
Division of Hazardous Waste Remediation
Department of Environmental Conservation
50 Wolf Road
Albany, New York 12233-7010

Charles Amento
Bureau of Environmental Exposure Investigation
New York State Department of Health
2 University Place, Room 205
Albany, New York 12203

Richard S. Elliott, P. E.
Principle Public Health Engineer
Monroe County Health Department
111 Westfall Road - Caller 632
Rochester, New York 14692

Glen R. Bailey, Esq.
Division of Environmental Enforcement
Department of Environmental Conservation
270 Michigan Avenue
Buffalo, New York 14203-2999

B. Copies of work plans and reports shall be submitted as follows:

Two copies to Mary Jane Peachey, P. E.,
Hazardous Waste Remediation Engineer, Region 8;

One copy to Charles Amento, Bureau of
Environmental Exposure Investigation,
Department of Health;

One copy to Alan Rockmore, P. E., Albany;

One copy to Richard S. Elliott, P. E.
Monroe County Health Department;

One Copy to Glen R. Bailey, Buffalo.

C. The Department may require Respondent to submit additional copies of reports and submittals, or portions thereof to the parties designated above or to other parties as may be necessary or convenient for obtaining reviews and approvals or maintaining the administrative record for the Site.

D. Communication to be made from the Department to Respondent shall be sent to:

Al Mancini
Xerox Corporation
800 Phillips Road, Bldg. 304-13S
Webster, New York 14580

and to:

Office of General Counsel
Attn: Karl Eckweiler, Esq.
Xerox Corporation
800 Long Ridge Road 2-4A
Stamford, Connecticut 06904-1600

E. The Department and Respondent reserve the right to designate additional or different addressees for communication on written notice to the other.

XIII. No Admissions or Waivers

A. The existence and the terms of this Order shall not be construed as an admission of law or fact or evidence of the same, nor of any violation of law or regulation on the part of Respondent; nor shall the terms of this Order be construed as a waiver of any rights or defenses which Respondent may have in any subsequent proceeding. However, nothing in this Order shall be construed to prohibit the Department from using any data or information obtained as result of Respondent's compliance with this Order in any administrative proceeding or proceeding at law.

B. Nothing in this Order shall be construed to bind any entity not specifically bound by the terms of this Order.

XIV. Miscellaneous

A. All activities and submittals required by this Order shall address all contamination resulting from the disposal of hazardous wastes at the Site.

B. Respondent shall retain professional consultants, contractors, laboratories, quality assurance/quality control personnel, and data validators acceptable to the Department to perform the technical, engineering, and analytical obligations required by this Order. The Department's approval of these firms or individuals shall be obtained before the start of any activities for which Respondent and such firms or individuals will be responsible. The responsibility for the performance of the professionals retained by Respondent shall rest solely with Respondent.

C. The Department shall have the right to obtain split samples, duplicate samples, or both, of all substances and materials sampled by Respondent, and the Department also shall have the right to take its own samples. Respondent shall make available to the Department the results of all sampling and/or tests or other data generated by Respondent with respect to implementation of this Order and shall submit these results in the progress reports required by this Order.

D. Respondent shall notify the Department at least 3 business days in advance of the initiation of any field activities to be conducted pursuant to this Order.

E. Respondent shall obtain all permits, easements, rights-of-way, rights-of-entry, approvals, or authorizations necessary to perform Respondent's obligations under this Order. Respondent's obligation pursuant to this provision shall not require Respondent to grant unreasonable conditions to third parties to obtain permits, easements, rights-of-way, rights-of-entry, approvals or authorizations.

F. Respondent and Respondent's successors, and assigns shall be bound by this Order. Any change in ownership or corporate status of Respondent including, but not limited to, any transfer of assets or real or personal property shall in no way alter Respondent's responsibilities under this Order. Respondent's officers, directors, employees, servants, and agents shall be obliged to comply with the relevant provisions of this Order in the performance of their designated duties on

behalf of Respondent.

G. Respondent shall provide a copy of this Order to each contractor hired to perform work required by this Order and to each person representing Respondent with respect to the Site and shall condition all contracts entered into in order to carry out the obligations identified in this Order upon performance in conformity with the terms of this Order. Respondent or Respondent's contractors shall provide written notice of this Order to all subcontractors hired to perform any portion of the work required by this Order. Respondent shall nonetheless be responsible for ensuring that Respondent's contractors and subcontractors perform the work in satisfaction of the requirements of this Order.

H. All references to "professional engineer" in this Order are to an individual registered as a professional engineer in accordance with Article 145 of the New York State Education Law. If such individual is a member of a firm, that firm must be authorized to offer professional engineering services in the State of New York in accordance with Article 145 of the New York State Education Law.

I. All references to "days" in this Order are to calendar days unless otherwise specified.

J. The section headings set forth in this Order are included for convenience of reference only and shall be disregarded in the construction and interpretation of any of the provisions of this Order.

K. (1) The terms of this Order shall constitute the complete and entire Order between Respondent and the Department concerning the Site. No term, condition, understanding, or agreement purporting to modify or vary any term of this Order shall be binding unless made in writing and subscribed by the party to be bound. No informal advice, guidance, suggestion, or comment by the Department regarding any report, proposal, plan, specification, schedule, or any other submittal shall be construed as relieving Respondent of Respondent's obligation to obtain such formal approvals as may be required by this Order.

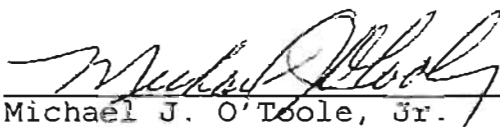
(2) If Respondent desires that any provision of this Order be changed, Respondent shall make timely written application, signed by Respondent, to the Commissioner setting forth reasonable grounds for the relief sought. Copies of such written application shall be delivered or mailed to Glen R. Bailey and to Mary Jane Peachey.

L. The effective date of this Order shall be the date it is signed by the Commissioner or his designee.

DATED: 3/21, New York
1996

MICHAEL D. ZAGATA
Commissioner
New York State Department of
Environmental Conservation

By:


Michael J. O'Toole, Jr.

CONSENT BY RESPONDENT

Respondent hereby consents to the issuing and entering of this Order, waives Respondent's right to a hearing herein as provided by law, and agrees to be bound by this Order.

XEROX CORPORATION

By: James C. MacKenzie
(Type or Print NAME OF SIGNER)

Title: DIRECTOR ENVIRONMENTAL HEALTH & SAFETY

Date: March 14, 1996

STATE OF NEW YORK)
) s.s.:
COUNTY OF MONROE)

On this 14th day of March, 1996,
before me personally came James C. MacKenzie, to
me known, who being duly sworn, did depose and say that he
resides in Brighton, NY;
that he is the Director of Environmental Health & Safety of Xerox
Corporation, the corporation described in and which
executed the foregoing instrument; that he knew the seal of said
corporation; that the seal affixed to said instrument was such
corporate seal; that it was so affixed by the order of the Board
of Directors of said corporation and that he signed his name
thereto by like order.

BONITA K. KENT
Notary Public, State of New York
Qualified in Wayne County
Registration No. 4865714
Commission Expires July 21, 1996

Bonita K. Kent
NOTARY PUBLIC



Department of Environmental Conservation

Division of Hazardous Waste Remediation

Record of Decision XEROX CORPORATION Town of Henrietta, Monroe County Site Number 8-28-069

March 1995

New York State Department of Environmental Conservation
GEORGE E. PATAKI, *Governor* MICHAEL D. ZAGATA, *Commissioner*