MONROE COUNTY CLERK'S OFFICE

ROCHESTER,NY

THIS IS NOT A BILL. THIS IS YOUR RECEIPT

Receipt # 327641

Index DEEDS

Book 10853 Page 494

No. Pages : 17

Instrument DECLARATION OF RESTRICTION AND COVENANTS

Date : 03/15/2010

Time : 03:36:00PM

Control # 201003150725

TT # TT0000011141

Ref 1 #

Employee : NeseB

Return To:
BOX 18 CWR

XEROX CORPORATION

COUNTY FEE NUMBER PAGES	$	51.00
COUNTY FEE RECORDING	$	8.00
COUNTY FEE TP584	$	5.00
MISCELLANEOUS COUNTY FEE	$	0.00
STATE FEE CULTURAL EDUCATION	$	14.25
STATE FEE RECORDS MANAGEMENT	$	4.75
STATE FEE TRANSFER TAX	$	0.00

Total $ 83.00

State of New York

MONROE COUNTY CLERK'S OFFICE

WARNING - THIS SHEET CONSTITUTES THE CLERKS ENDORSEMENT, REQUIRED BY SECTION 317-a(5) & SECTION 319 OF THE REAL PROPERTY LAW OF THE STATE OF NEW YORK. DO NOT DETACH OR REMOVE.

CHERYL DINOLFO

MONROE COUNTY CLERK

TRANSFER AMT

TRANSFER AMT $1.00

LT1-1-201003150725-1

LT2-10853-494-17

Record and Return to: Box 18 (CWR)

COPY

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT is made the 15th day of March 2010 by Xerox Corporation, a New York corporation, having an address and principal place of business office at 45 Glover Avenue, P.O. Box 4505, Norwalk, Connecticut 06856-4505.

WHEREAS, Xerox Corporation ("Xerox") and the New York State Department of Environmental Conservation (the "Department") entered into two separate Administrative Orders on Consent, dated March 16, 1990 (Index Number B8-0207-87-09) and March 21, 1996 (Index Number B8-0207 -95-04) respectively, and

WHEREAS, under the March 16, 1990 Consent Order, Xerox agreed to perform a Remedial Investigation and Feasibility Study, as well as certain Interim Remedial Measures to address contamination at the real property located at 1350 Jefferson Road, Henrietta, New York (the "Site"), operated by Xerox since 1972, and

WHEREAS, under the March 21, 1996 Consent Order, Xerox agreed to develop and implement an Inactive Hazardous Waste Disposal Site remedial program for the Site in accordance with the remedial alternative selected in a March 1995 Record of Decision ("ROD") which remedial program was to include implementation of an Operation, Maintenance and Monitoring ("OM&M") requirement of the site remedy, and

WHEREAS, Xerox has performed the required Remedial Investigation and Feasibility Study, Interim Remedial Measures, and the remedial program for the Site in accordance with the Department's requirements, and

WHEREAS, the Department has issued correspondence dated February 22, 2010 acknowledging that Xerox has performed the required remedial activities and further identifying those OM&M activities, institutional and engineering controls required for the Site, including certain requirements applicable to an area of approximately 6.8 acres located at the Site where residual contaminants are present and certain additional controls and restrictions apply, hereinafter referred to as the Soil and Groundwater Management Area ("SGMA"), and

WHEREAS, the Site is listed on the Registry of Inactive Hazardous Waste Disposal Sites in New York as site number 828069, and has been reclassified from a classification "2" to a classification of "4". The Site is owned by Xerox and consists of approximately 85.98 acres and is assigned Monroe County Tax Map Parcels No. 162.07-1-3, No. 162.08-1-1, No. 162.08-1-2, No. 162.08-1-30 and No. 162.08-1-31. The Site is more particularly described in Exhibit "A" attached and the boundaries are depicted on a survey entitled Xerox Building 801 ALTA Survey by Stantec last revised 11/09/2009 (see Exhibit "B" attached).

WHEREAS, § 7.1.3 of the ROD requires that upon completion of remedial action a Declaration of Covenants and Restrictions associated with the Site are to be recorded with the Monroe County Clerk to run with the land,

NOW, THEREFORE, Xerox Corporation, for itself and its successors and/or assigns, covenants that:

First, the property subject to this Declaration of Covenants and Restrictions consists of the Site as identified above, the metes and bounds of which is set out on Exhibit "A" appended hereto, and the SGMA that is subject to certain additional restrictions and requirements and is identified on the survey attached hereto as Exhibit "B".

Second, the Site may be used for commercial and industrial usage provided that the long- term engineering and institutional controls, as identified in the attached approved Site Management Plan ("SMP") dated February 2010 (the cover page and table of contents of which are attached as Exhibit "C" appended hereto), are implemented and maintained. The SMP identifies and implements the institutional and engineering controls required for the Site, as well as any necessary monitoring and/or operation and maintenance of the remedy. The owner of the Site shall prohibit the Site from ever being used for purposes other than commercial or industrial use without the express written waiver of this prohibition by the Department or, if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the State's citizens, hereinafter collectively referred to as the Relevant Agency.

Third, the owner of the Site shall prohibit the use of the groundwater underlying the Site for potable or non-potable purposes without treatment rendering it safe for drinking water or industrial purposes, as appropriate, and without first obtaining express written permission to do so from the Relevant Agency.

Fourth, the owner of the Site shall manage the soils at the Site in accordance with all requirements of the SMP. Provisions in the SMP include, but are not limited to, requirements involving the characterization, handling, disposal and reuse of residual contaminated media such as soil and groundwater, and requirements involving soils imported to the Site from off-site locations.

Fifth, the owner of the Site shall comply with all requirements of the SMP with respect to the evaluation of the potential for vapor intrusion in any new buildings constructed on the Site.

Sixth, Xerox, the owner of the Site, and/ or their successors and assigns shall continue in full force and effect those engineering and/or institutional controls required by the final SMP dated February 2010, including groundwater and surface water monitoring requirements and required annual certifications, until the Department expressly authorizes the discontinuance of such controls.

Seventh, the owner of the Site hereby consents, upon reasonable notice under the circumstances presented, to entry upon the Site by any duly designated officer or employee of the Department or the Relevant Agency, and by their authorized agents, consultants or contractors, for inspecting, sampling, testing, and any other activities necessary to evaluate and insure continued compliance with the SMP.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Site. The owner of the Site and its successors and assigns consent to enforcement by the Relevant Agency of the prohibitions and restrictions contained herein and in the SMP and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of all or any portion of the Site shall recite that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

Dated: March 12, 2010

XEROX CORPORATION

By: _____
David L. Pierson
Title: Vice President, Global Real Estate Strategy and Planning

STATE OF CONNECTICUT)
ss.:
COUNTY OF FAIRFIELD)

On the 12th day of March, in the year 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared **DAVID L. PIERSON,** personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

_____
Notary Public

Exhibit A
to
Declaration

Legal Description

PARCEL I: (T.A. #'s 162.07-1-3, 162.08-1-1, & 162.08-1-30)

ALL THAT TRACT OR PARCEL OF LAND, containing 50.58 acres, being a portion of Town Lot 3, of the Second Range of Lots, Township 12, Range 7, in the Town of Henrietta, County of Monroe, State of New York, and being more particularly bounded and described as follows:

Beginning at a concrete monument in the north right-of-way line of Jefferson Road, said monument being 44.2+ northerly at right angles from the New York State baseline station 236+61.1+; thence

1. N 20°-29'-00" E, a distance of 1113.80 feet to a point; thence

2. S 87°-01'-00" W, a distance of 535.40 feet to a point; thence

3. N 21°-09'-00" E, a distance of 634.27 feet to a point; thence

4. N 86° -59'-50" E, a distance of 1024.47 feet to a point; thence

5. S 00°-00'-00" E, a distance of 675.77 feet to a point; thence

6. N 89°-58'-48" E, a distance of 323.97 feet to a point; thence

7. S 00°-01'-12" E, a distance of 206.63 feet to a point; thence

8. N 89°-58'-48" E, a distance of 22.10 feet to a point; thence

9. S 00°-01'-12" E, a distance of 14.21 feet to a point; thence

10. N 89°-59'-51" E, a distance of 471.72 feet to a point; thence

11. S 20°-16'-14" W, a distance of 244.27 feet to a point; thence

12. S 19°-55'-52" W, a distance of 544.88 feet to a point on the northerly right-of-way of Jefferson Road, said point being 21.3 feet north of existing concrete monument as measured along the easterly property line extended; thence

13. S 89°-53'-54" W, along the northerly right-of-way of Jefferson Road, a distance of 390.30 feet to a point; thence

14. S 81°-33'-17" W, along said right-of-way, a distance of 137.73 feet to a point; thence

15. S 89°-54'-04" W, along said right-of-way, a distance of 1127.96 feet to the Point of Beginning.

PARCEL II: (T.A. # 162.08-1-2)

ALL THAT TRACT OR PARCEL OF LAND, situate in the Town Lots 1 and 3 of the Second Range of Lots, Township 12, Range #7 in the Town of Henrietta, County of Monroe, and State of New York, shown on a map prepared by Sear, Brown Associates, P.C., dated September 26, 1983, and more particularly described as follows: Beginning at a point on the northerly line of Route 252 (Jefferson Road), at its intersection with westerly boundary of lands now or formerly owned by Norma Erdle, said point also being the southeasterly corner of lands now or formerly owned by Xerox Corporation, thence north 19°55'52" east a distance of 544.88 feet to an iron pin; thence north 20°16'14" east a distance of 244.27 feet to a pin, said pin being the point and place of beginning; thence (1) south 89°59'51" west a distance of 471.72 feet to a point; thence (2) north 00°01'12" west a distance of 14.21 feet to a point; thence (3) south 89°58'48" west a distance of 22.10 feet to a point; thence (4) north 00°01'12" west a distance of 206.63 feet to an iron pin; thence (5) south 89°58'48"west a distance of 323.97 feet to an iron pin; thence (6) north 00°00'00" east a distance of 675.77 feet to an iron pin; thence (7) south 86°59'50" west a distance of 117.60 feet to an iron pin; thence (8) north 21°13'00" east a distance of 528.34 feet to an iron pin; thence (9) north 86°10'02" east a distance of 1292.99 feet to an iron pin; thence (10) south 20°21'25" west a distance of 559.45 feet to an iron pin; thence (11) south 20°29'55" west a distance of 720.10 feet to an iron pin; thence (12) south 20°07'58" west a distance of 233.75 feet to an iron pin; thence (13) south 20°16'14" west a distance of 54.14 feet to the point or place of beginning.

PARCEL III: (T.A.# 162.08-1-31)

ALL THAT TRACT OR PARCEL OF LAND, situate in Town Lot 4 of the Second Range of lots, Township 12, Range 7, in the Town of Henrietta, County of Monroe, and State of New York, being bounded and described as follows:

BEGINNING at a point on the westerly line of Winton Road at the intersection with the southerly boundary of lands now or formerly of William D. Lane, as described in a deed recorded in the Monroe County Clerk's Office in Liber 3352 of Deeds at page 297, said point also being the northeasterly corner of lands now or formerly of James P. Wilmot;

RUNNING thence South 01 degrees 25 minutes 51 seconds East along the westerly line of Winton Road 50.01 feet to the southerly line of Hofstra Road Access Parcel being described herein;

THENCE South 87 degrees 42 minutes 32 seconds West along the southerly line of the Hofstra Road Access Parcel 1275.90 feet to the East line of Town Lot Number 3 and the southeasterly corner of the premises above described as Parcel II;

THENCE along the easterly line of Parcel II North 20 degrees 16 minutes 14 seconds East, 54.14 feet to the northerly line of Hofstra Road Access Parcel;

THENCE along the northerly line of said access Parcel North 87 degrees 42 minutes 32 seconds East 1255.88 feet to the westerly line of Winton Road at the point or place of beginning.

The above premises (Parcels I, II and III) are alternatively described as follows:
ALL THAT TRACT OR PARCEL OF LAND, being a portion of Town Lot 1, 3 and 4 of the Second Range of Lots, Township 12, Range 7, in the Town of Henrietta, County of Monroe, State of New York, and being more particularly bounded and described as follows:

Beginning at a concrete monument in the north right-of-way line of Jefferson Road, said monument being 44.2'± northerly at right angles from the New York State baselines station 236+ 61.1' ± ; thence

1. N 20°-29'-00" E, a distance of 1113.80 feet to a point; thence

2. S 87°-01'-00" W, a distance of 535.40 feet to a point; thence

3. N 21°-09'-00" E, a distance of 634.27 feet to a point; thence

4. N 86°-59'-50" E, a distance of 906.87 feet to a point; thence

5. N 21°-13'-00" E, a distance of 528.34 feet to a point; thence

6. N 86°-10'-02" E, a distance of 1292.99 feet to a point; thence

7. S 20°-21'-25" W, a distance of 559.45 feet to a point; thence

8. S 20°-29'-55" W, a distance of 720.10 feet to a point; thence

9. S 20°-07'-58" W, a distance of 233.75 feet to a point; thence

10. N 87°-42'-32" E, a distance of 1255.88 feet to a point on the westerly right-of-way of Winton Road; thence

11. S 01°-25'-51" E, a distance of 50.01 southerly along the westerly right-of-way of Winton Road to a point; thence

12. S 87°42'-32" W, a distance of 1275.90 feet to a point; thence

13. S 20°-16'-14" W, a distance of 244.27 feet to a point; thence

14. S 19°-55'-52" W, a distance of 544.88 feet to a point on the northerly right-of-way of Jefferson Road; thence

15. S 89°-53'-54" W, along the northerly right-of-way of Jefferson Road, a distance of 390.30 feet to a point; thence

16. S 81°-33'-17" W, along said right-of-way a distance of 137.73 feet to a point; thence

17. S 89°-54'-04" W, along said right-of-way, a distance of 1127.96 feet to the Point Beginning.

All as shown on an ALTA/ACSM Land Title Survey, last dated November 9, 2009 prepared by Stantec Consulting Group, Inc., Project No. 1409103 V-1 and V-2.

Property Addresses:	1350 Jefferson Road; 0 Jefferson Road, 0 Hofstra Road; and 1400 Jefferson Road, Town of Henrietta, New York
Tax Account Numbers:	162.07-1-3; 162.08-1-1; 162.08-1-2; 162.08-1-30; and 162.08-1-31

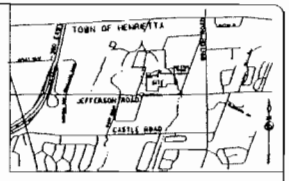
Exhibit B (1 of 2)

LEGEND

DESCRIPTION OF PROPERTY

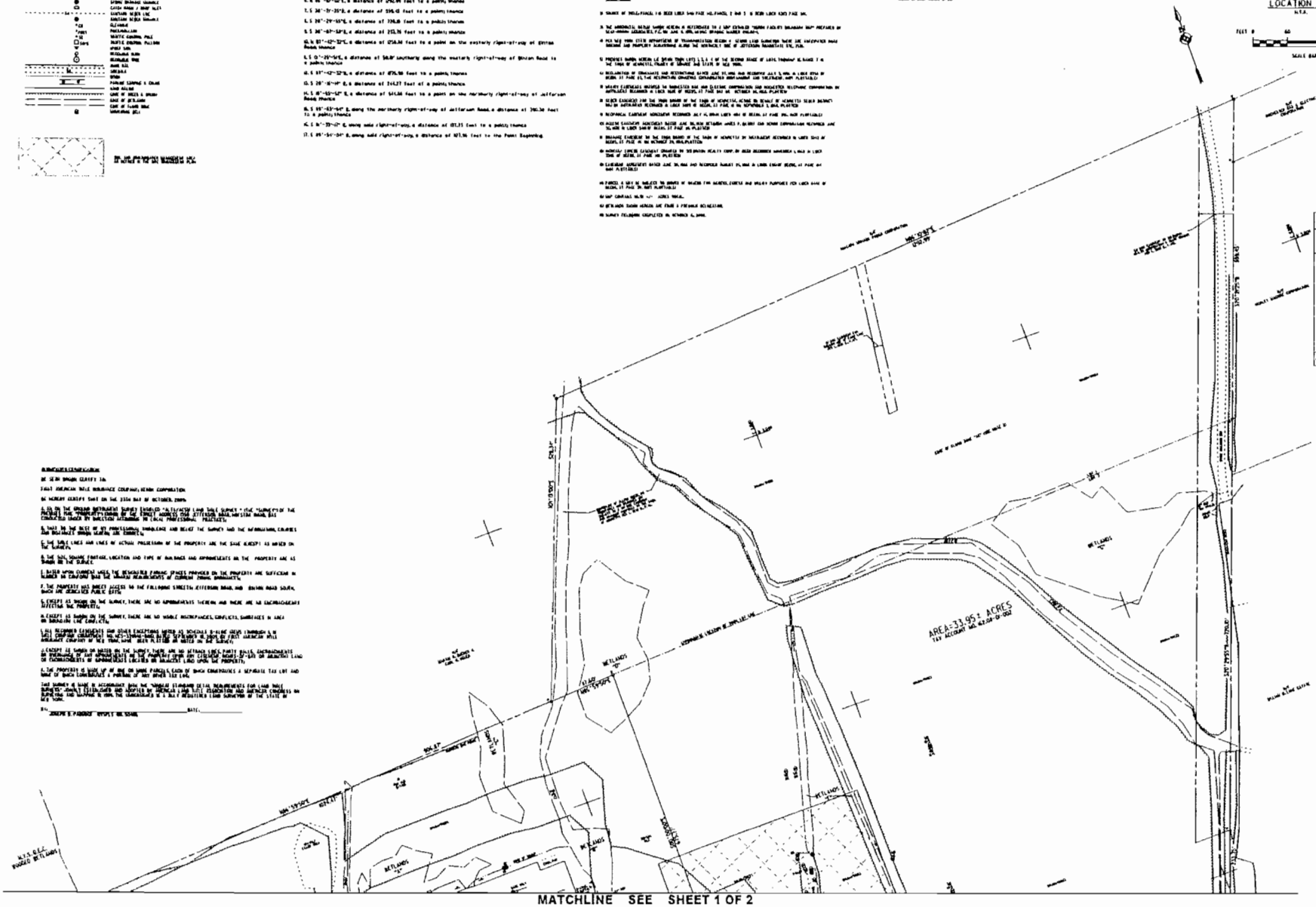
NOTES

SURVEYOR'S CERTIFICATE



LOCATION MAP
N.T.S.

FEET 0 60 120 180 FEET
SCALE 1:60



8	REVISED TABLE OF AREAS	LVANDER	AGC
7	REVISED PER NYSEG	07/27/07	AF
6	UPDATED AS NOTED	07/27/07	AG
5	UPDATED AS NOTED	06/06/07	AG
4	UPDATED AS NOTED	05/29/07	AG
3	REVISED PER NYSEG	05/29/07	AG
2	REVISED PER NYSEG, TELL MEMO	04/20/07	AF
1	PRELIMINARY	04/20	AF
0	PRELIMINARY	4/04/07	AF
C	ADD 100 PRELIMINARY	4/04/07	AG
	REVISIONS	DATE	BY

PROJECT OWNER/ADDRESS:

PROJECT NUMBER:

DRAWING NO. 1409103

SCALE: 1" = 60'

FIRST ISSUE DATE: 3/27/07

STANTEC CONSULTING
2200 Ingersoll Avenue
Suite 200
Rochester, N.Y. 14610-2708
Phone: (585) 272-1084
Fax: (585) 272-1814
www.stantec.com

Stantec

PROJECT: XEROX - BUILDING 801
JEFFERSON ROAD, TOWN OF HENRIETTA
MONROE COUNTY, NEW YORK

TITLE: ALTA/ACSM LAND TITLE SURVEY

PROJECT NO. 1409103

DRAWING NO. V-1

SHEET 1 OF 2

BLANKRAD/SUMMITT/TF-LBCK

Exhibit B (2 of 2)

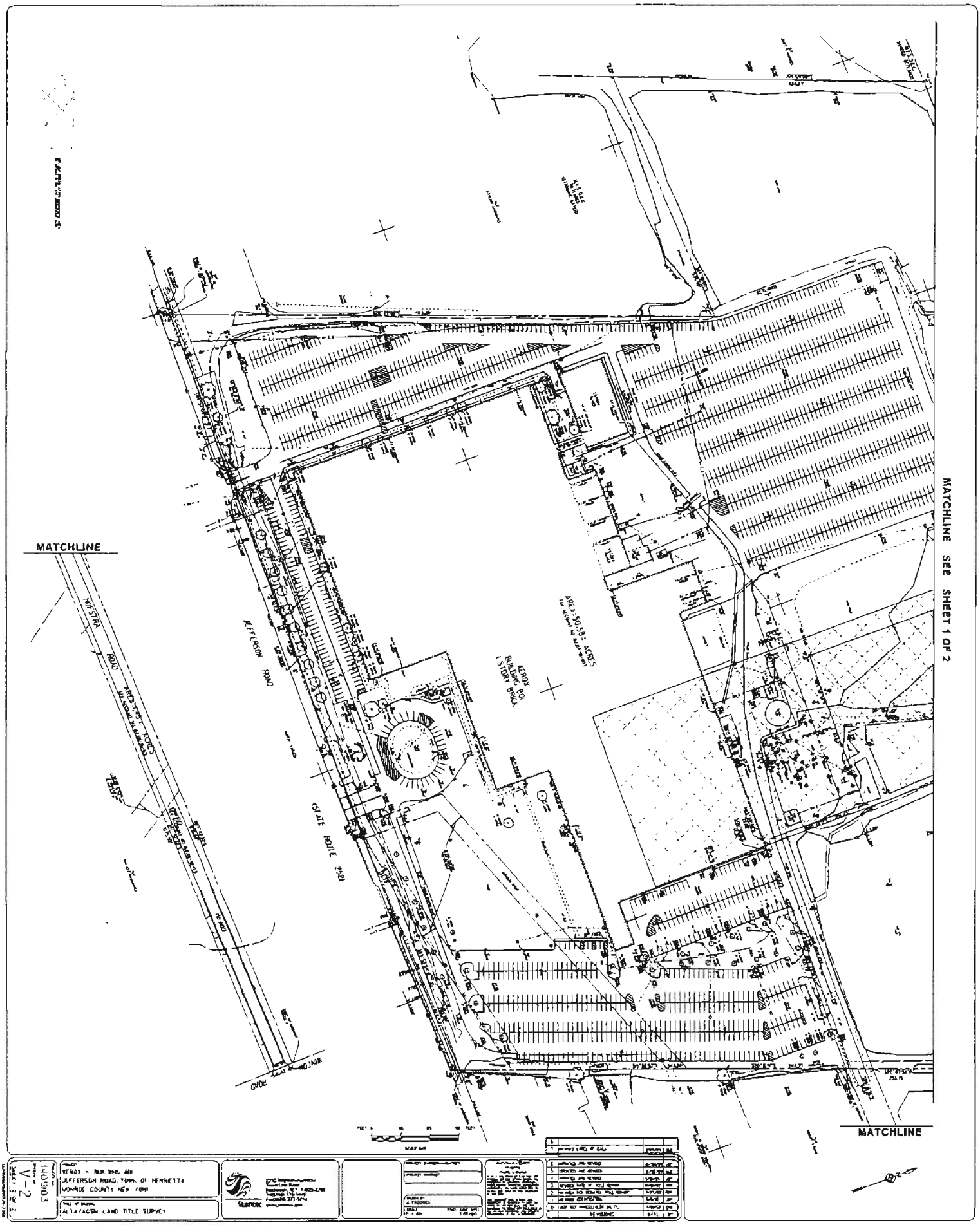


Exhibit C

SITE MANAGEMENT PLAN
XEROX BUILDING 801
HENRIETTA, NEW YORK
NYSDEC SITE #828069

By

Haley & Aldrich of New York
Rochester, NY

for

Xerox Corporation
Webster, New York

File No. 32077-102
24 February 2010

HALEY & ALDRICH

Haley & Aldrich of New York
200 Town Centre Drive
Suite 2
Rochester, NY 14623-4264

Tel: 585.359.9000
Fax: 585.359.4650
HaleyAldrich.com

HALEY & ALDRICH

24 February 2010
File No. 32077-102

Xerox Corporation
800 Phillips Road
Webster, New York 14580

Attention: Mr. Eliott Duffney

Subject: Site Management Plan
Xerox Building 801
Henrietta, New York
NYSDEC Site #828069

Ladies and Gentlemen:

Haley & Aldrich of New York (Haley & Aldrich) is pleased to submit this Site Management Plan for the Xerox Corporation - Henrietta (Building 801), New York site. This document is required as an element of the remedial program for the site under the New York State (NYS) Inactive Hazardous Waste Disposal Site Program administered by New York State Department of Environmental Conservation (NYSDEC). Assessment and remedial activities were conducted at the Site in accordance with Order on Consent Index #B8-0207-95-04, Site #828069, which was executed in March 1996 (Order).

This Site Management Plan (SMP) documents the measures required to maintain protection of human health and the environment at the Site now that all required active remedial measures for the Site have been satisfied. This plan specifies the minimum requirements necessary to ensure compliance with the engineering controls (ECs) and institutional controls (ICs) specified by Site deed restrictions, which are in place to address residual contamination at certain locations on this site. Compliance with this plan is required by the grantor of the deed restriction and the grantor's successors and assigns. This SMP may only be revised with the approval of the NYSDEC.

Please contact the undersigned with any questions you may have.

Sincerely yours,

HALEY & ALDRICH OF NEW YORK

Janice R. Szucs
Staff Engineer

Glenn M. White
Senior Scientist

Paul M. Tornatore, P.E.
Vice President

Enclosures

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