

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of a Remedial Program for
Former Shell Service Station,
Bronx, New York,
under Article 27, Title 14 of the
Environmental Conservation Law by Volunteer,
Metro Management I LLC.

AMENDED
BROWNFIELD SITE
CLEANUP AGREEMENT
Index No.: W2-1061-05-03
Site No.: C203031

WHEREAS, Metro Management I LLC ("Metro"), with offices located at 930 Woodmere, New York, 11598, is currently participating in the Brownfield Cleanup Program relative to approximately 0.6 acres at 2040 White Plains Road, City of New York, Bronx County, New York, 10462 at latitude N 40° 51.103' and longitude W 73° 59.056, and designated as Tax Map Block 4284, Lot 5 on the tax map for Bronx County (the "Property"); and

WHEREAS, the Brownfield Cleanup Agreement (Index No. W2-1061-05-03), dated May 18, 2005, identifies the Volunteer as "Metro Management LLC"; and

WHEREAS, the Roman numeral "I" was inadvertently omitted from Metro's name; and

WHEREAS, a certified application was submitted to the Department in August 2005 to add White Plains Courtyard Limited Partnership, a limited partnership of which Metro is the general partner; and

WHEREAS, a certified application was submitted to the Department in August 2005 to add White Plains Commercial LLC, a newly created entity,

WHEREAS, at the request of the Department, and in furtherance of said applications to correct and amend the Brownfield Cleanup Agreement, Metro prepared and submitted to the Department in August 2005 a Fact Sheet describing the correction and amendments;

WHEREAS, the request to correct the Brownfield Cleanup Agreement is necessary to preserve the rights of the Volunteer under the Brownfield Cleanup Program; and

WHEREAS, the applications to amend the Brownfield Cleanup Agreement were made necessary to satisfy, among other things, the requirements of lenders for the remediation and redevelopment of the Site; and

WHEREAS, the Department accepts and approves the requested correction and applications to amend, and does so retroactive to August 25, 2005.

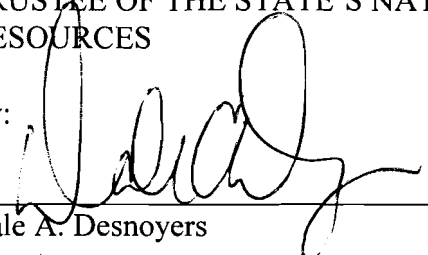
NOW THEREFORE, in consideration of and in exchange for the mutual covenants and promises, the parties agree to the following:

1. The caption and body of the Brownfield Cleanup Agreement for the Former Shell Station hereby is amended to reflect the proper name of Metro as "Metro Management I LLC";
2. The caption and body of the Brownfield Cleanup Agreement is amended further to include as Volunteers both "White Plains Courtyard Limited Partnership" and "White Plains Commercial LLC";
3. The Brownfield Cleanup Agreement and this Amendment to the Brownfield Cleanup Agreement shall constitute the entire Agreement between the parties with all the terms and conditions of the Agreement, except as herein provided, remaining in full force and effect.
4. The effective date of this Amendment to the Brownfield Agreement shall be August 25, 2005, notwithstanding the date it is executed by the Commissioner or the Commissioner's designee.

DATED: FEB 27 2006

DENISE M. SHEEHAN
COMMISSIONER
NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION AND
TRUSTEE OF THE STATE'S NATURAL
RESOURCES

By:



Dale A. Desnoyers
Director
Division of Environmental Remediation

CONSENT BY VOLUNTEER

Volunteer, Metro Management I LLC, hereby consents to the issuing and entering of this Amendment to Brownfield Cleanup Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by the Brownfield Agreement as amended.

METRO MANAGEMENT I LLC

By: 

Sol Arker

Title: Managing Member

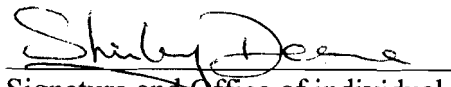
Date: January 20, 2006

STATE OF NEW YORK)

COUNTY OF Kings)

) ss.:

On the 20 day of January, in the year 2006, before me, the undersigned, personally appeared Sol Arker, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


Signature and Office of individual
taking acknowledgment

SHIRLEY DEANE
Notary Public, State of New York
No. 01DE5082614
Qualified in Kings County
Commission Expires July 28, 2007

CONSENT BY VOLUNTEER

Volunteer, White Plains Courtyard Limited Partnership, hereby consents to the issuing and entering of this Amendment to Brownfield Cleanup Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by the Brownfield Agreement as amended.

WHITE PLAINS COURTYARD LIMITED PARTNERSHIP

By: Metro Management I LLC

Title: General Partner

By:

Sol Arker

Title: Managing Member

Date:

January 20, 2006

STATE OF NEW YORK)

COUNTY OF Nassau)

) ss.:

On the 20 day of January, in the year 2006, before me, the undersigned, personally appeared Sol Arker, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Shirley Deane
Signature and Office of individual
taking acknowledgment

SHIRLEY DEANE
Notary Public, State of New York
No. 01DE5082614
Qualified in Kings County
Commission Expires July 28, 2009

CONSENT BY VOLUNTEER

Volunteer, White Plains Commercial LLC, hereby consents to the issuing and entering of this Amendment to Brownfield Cleanup Agreement, waives Volunteer's right to a hearing herein as provided by law, and agrees to be bound by the Brownfield Agreement as amended.

WHITE PLAINS COMMERCIAL LLC

By: 

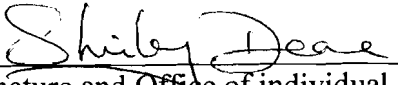
Sol Arker

Title: Managing Member

Date: January 20, 2006

STATE OF NEW YORK)
COUNTY OF Nassau) ss.:

On the 20 day of January, in the year 2006, before me, the undersigned, personally appeared Sol Arker, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


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