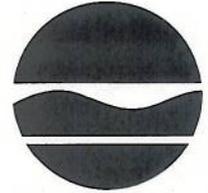


**New York State Department of Environmental Conservation
Division of Environmental Remediation, 12th Floor**

625 Broadway, Albany, New York 12233-7011
Phone: (518) 402-9706 • FAX: (518) 402-9020
Website: www.dec.ny.gov



Alexander B. Grannis
Commissioner

MAY 12 2009

Mr. David Stoner
SW Victor Manchester, LLC
430 East Genesee St., Suite 401
Main Street
Syracuse, New York 13202

RE: Certificate of Completion
Former Griffin Technology Site
Farmington (T), Ontario (C)
Site No. C835008

Dear Mr. Stoner:

Congratulations on having satisfactorily completed the remedial program at the Former Griffin Technology Site. Enclosed please find an original Certificate issued on May 12, 2009. The New York State Department of Environmental Conservation (NYSDEC) is pleased to inform you that the Final Engineering Report is hereby approved, allowing the Certificate of Completion (COC) to be issued for the above referenced site.

Please note that you are required to perform the following tasks:

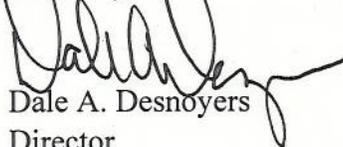
- If you are the site owner, you must record a notice of the COC in the recording office for the County (or Counties) where any portion of the site is located within 30 days of issuance of the COC; or if you are a prospective purchaser of the site, you must record a notice of the COC within 30 days of the date that you acquire the site. A standard notice form is enclosed with this letter;
- You must provide a notice of the COC and a fact sheet describing the institutional and engineering controls (IC/EC) that are required at the site to the Brownfield Site Contact list within 10 days of issuance of the COC;
- You must implement the Department-approved Site Management Plan (SMP) which details the activities necessary to assure the performance, effectiveness, and protectiveness of the remedial program; and you must report the results of these activities to the Department in a Periodic Review Report (PRR) which also includes any required IC/EC Certifications. The first PRR

including the certification of the IC/ECs is due to the Department on September 15, 2010 and annually thereafter on September 15th.

- You and your lessees must submit an annual report to the New York State Department of Taxation and Finance within one year and for each of the following eleven years after the execution of the Brownfield Site Cleanup Agreement. The Report must provide the information required by Chapter 390 of the Laws of 2008, Tax Law Section 171-s.

If you have any questions regarding any of these items, please contact Mr. Gary Bonarski at (585) 226-5328.

Sincerely,



Dale A. Desnoyers

Director

Division of Environmental Remediation

Enclosures

ec: w/o enc. G. Bonarski
T. Caffoe
R. Knizek
J. Kenney
J. Charles
Y. Ward

Please record and return to:
David Stoner
SW Victor Manchester, LLC
430 East Genesee St.
Syracuse, New York 13202

NOTICE OF CERTIFICATE OF COMPLETION

State of New York
County of Ontario

The undersigned, being duly sworn, hereby deposes and states:

The New York State Department of Environmental Conservation (Department) has issued a Certificate of Completion (Certificate) pursuant to Article 27, Title 14 of the New York State Environmental Conservation Law (ECL) for the Former Griffin Technology Site.

The Certificate was issued on May 12, 2009 to David Stoner, SW Victor Manchester, LLC for a parcel approximately 3.64 acres located at 6132 Victor-Manchester Road in the Town of Farmington, County of Ontario. A (metes and bounds or section/block/lot) description of the Site subject to this Certificate is attached to the Certificate as Schedule A.

The Certificate entitles the Certificate holder(s) to the liability limitation provided in ECL Section 27-1421. The liability limitation shall run with the land, extending to the Certificate holder's successors or assigns through acquisition of title to the site and to a person who develops or otherwise occupies the Site, subject to certain limitations as set forth in ECL Section 27-1421. The liability limitation shall be subject to all rights reserved to the State by ECL Section 27-1421.2 and any other applicable provision of law.

A copy of the Certificate can be reviewed at the NYSDEC's Region 8 office located at 6274 East Avon-Lima Road, Avon New York by contacting the Regional Environmental Remediation Engineer.

This Notice of Certificate of Completion is being filed with the Ontario County Clerk's office in accordance with ECL Section 27-1419.8 to give all parties who may acquire any interest in the Site notice of the Certificate.

WHEREFORE, the undersigned has signed this Notice of Certificate

(Site Owner)

By: _____

Title: _____

Date: _____

NYSDEC BROWNFIELD CLEANUP PROGRAM (BCP)
CERTIFICATE OF COMPLETION

CERTIFICATE HOLDER(S):

Name SW VICTOR MANCHESTER, LLC-AS OF 05/21/07
Address 430 East Genesee Street, Suite 401, Syracuse

BROWNFIELD CLEANUP AGREEMENT:

Application Approval: 5/21/07 **Agreement Execution:** 8/24/07 **Agreement Index No.:** B8-0315-90-01

SITE INFORMATION

Site No.: C835008 **Site Name:** Former Griffin Technology Site
Site Owner: Sw Victor Manchester, LLC
Street Address: 6132 Victor Manchester Road
Municipality: Farmington **County:** Ontario **DEC Region:** 8
Site Size: 3.64Acres
Tax Map Identification Number(s): 29.00-1-12.00, 29.00-1-76.1
Percentage of site located in an EnZone: 0 - 49 %

A description of the property subject to this Certificate is attached as Exhibit A and a site survey is attached as Exhibit B.

CERTIFICATE ISSUANCE

This Certificate of Completion, hereinafter referred to as the "Certificate," is issued pursuant to Article 27, Title 14 of the New York State Environmental Conservation Law ("ECL").

This Certificate has been issued upon satisfaction of the Commissioner, following review by the Department of the final engineering report and data submitted pursuant to the Brownfield Site Cleanup Agreement, as well as any other relevant information regarding the Site, that the remediation requirements set forth in ECL Article 27, Title 14 have been or will be achieved in accordance with the time frames, if any, established in the remedial work plan.

The remedial program for the Site has achieved a cleanup level that would be consistent with the following categories of uses (actual site use is subject to local zoning requirements):

Allowable Uses under the BCP: Commercial and Industrial
Cleanup Track: Track 4: Restricted use with site-specific soil cleanup objectives

Tax Credit Provisions for Entities Taxable Under Article 9, 9-A, 32, and 33:
Site Preparation and On-Site Groundwater Remediation Credit Component Rate is 12 %.
Tangible Property Credit Component Rate is 12 %.

Tax Credit Provisions for Entities Taxable Under Article 22 & S Corporations:
Site Preparation and On-Site Groundwater Remediation Credit Component Rate is 10 %.
Tangible Property Credit Component Rate is 10 %.

The Remedial Program includes use restrictions or reliance on the long term employment of institutional or engineering controls; such institutional or engineering controls are contained in an Environmental Easement granted pursuant to ECL Article 71, Title 36 which has been duly recorded in the Recording Office for Ontario County as 200903250050.

LIABILITY LIMITATION

Upon issuance of this Certificate of Completion, and subject to the terms and conditions set forth herein, the Certificate holder(s) shall be entitled to the liability limitation provided in ECL Section 27-1421. The liability limitation shall run with the land, extending to the Certificate holder's successors or assigns through acquisition of title to the Site and to a person who develops or otherwise occupies the Site, subject to certain limitations as set forth in ECL Section 27-1421. The liability limitation shall be subject to all rights reserved to the State by ECL Section 27-1421.2 and any other applicable provision of law.

CERTIFICATE TRANSFERABILITY

This Certificate may be transferred to the Certificate holder's successors or assigns upon transfer or sale of the Site as provided by ECL Section 27-1419.5 and 6NYCRR Part 375-1.9.

CERTIFICATE MODIFICATION/REVOCATION

This Certificate of Completion may be modified or revoked by the Commissioner following notice and an opportunity for a hearing in accordance with ECL Section 27-1419 and 6NYCRR Part 375-1.9(e) upon a finding that:

- (1) either the Applicant or the Applicant's successors or assigns have failed to comply with the terms and conditions of the Brownfield Site Cleanup Agreement;
- (2) the Applicant made a misrepresentation of a material fact tending to demonstrate that it was qualified as a Volunteer;
- (3) either the Applicant or the Applicant's successors or assigns made a misrepresentation of a material fact tending to demonstrate that the cleanup levels identified in the Brownfield Site Cleanup Agreement were reached;
- (4) either the Applicant or the Applicant's successors or assigns failed to manage the controls or monitoring in full compliance with the terms of the remedial program;
- (5) the terms and conditions of the environmental easement have been intentionally violated; or
- (6) there is good cause for such modification or revocation.

The Certificate holder(s) (including its successors or assigns) shall have thirty (30) days within which to cure any deficiency or to seek a hearing. If the deficiency is not cured or a request for a hearing received within such 30-day period, the Certificate shall be deemed modified or vacated on the 31st day after the Department's notice.

Alexander B. Grannis
Commissioner
New York State Department of Environmental Conservation

By:


Dale A. Desnoyers, Director
Division of Environmental Remediation

Date: 5/12/09

SCHEDULE "A"
PROPERTY DESCRIPTION

Address: 6132 Victor-Manchester Road, Town of Farmington, NY
Ontario County
Tax Map No. - 029.00-01-12.000 & 029.00-01-76.1

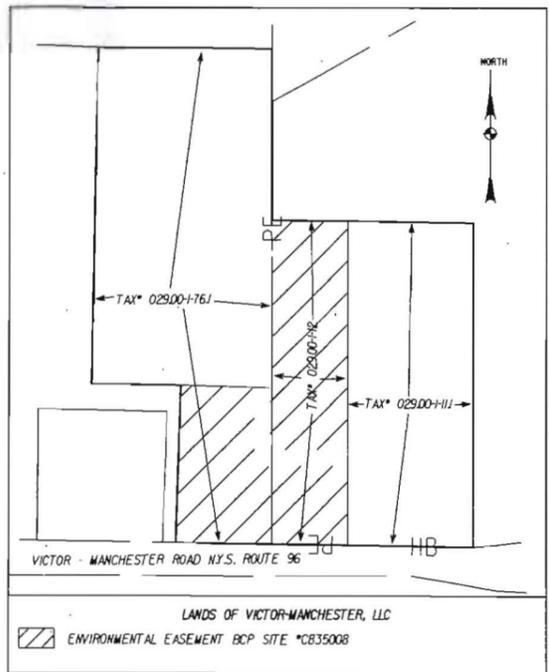
ALLTHAT TRACT OR PARCEL OF LAND situate in the Town of Farmington, County of Ontario and State of New York, being parts of Lot No. 59 & Lot No. 60, and more particularly described as follows:

Beginning at a point in the northerly right of way for NYS Route 96 at its intersection with the division line between lands now or formerly of SW Victor-Manchester, LLC Tax Parcel 029.00-1-76.1 on the east and lands now or formerly of Soper Powersports, LLC Tax Parcel 029.00-1-73.11 on the west: thence

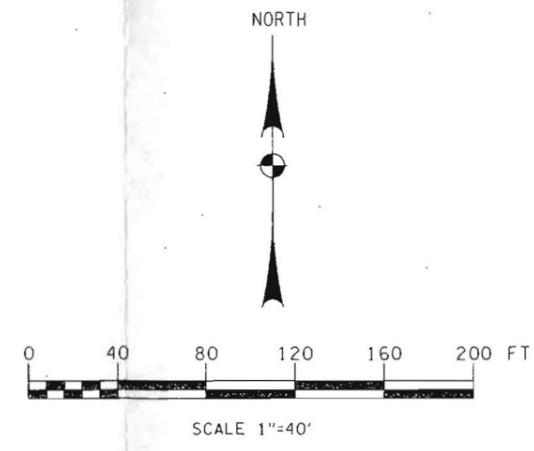
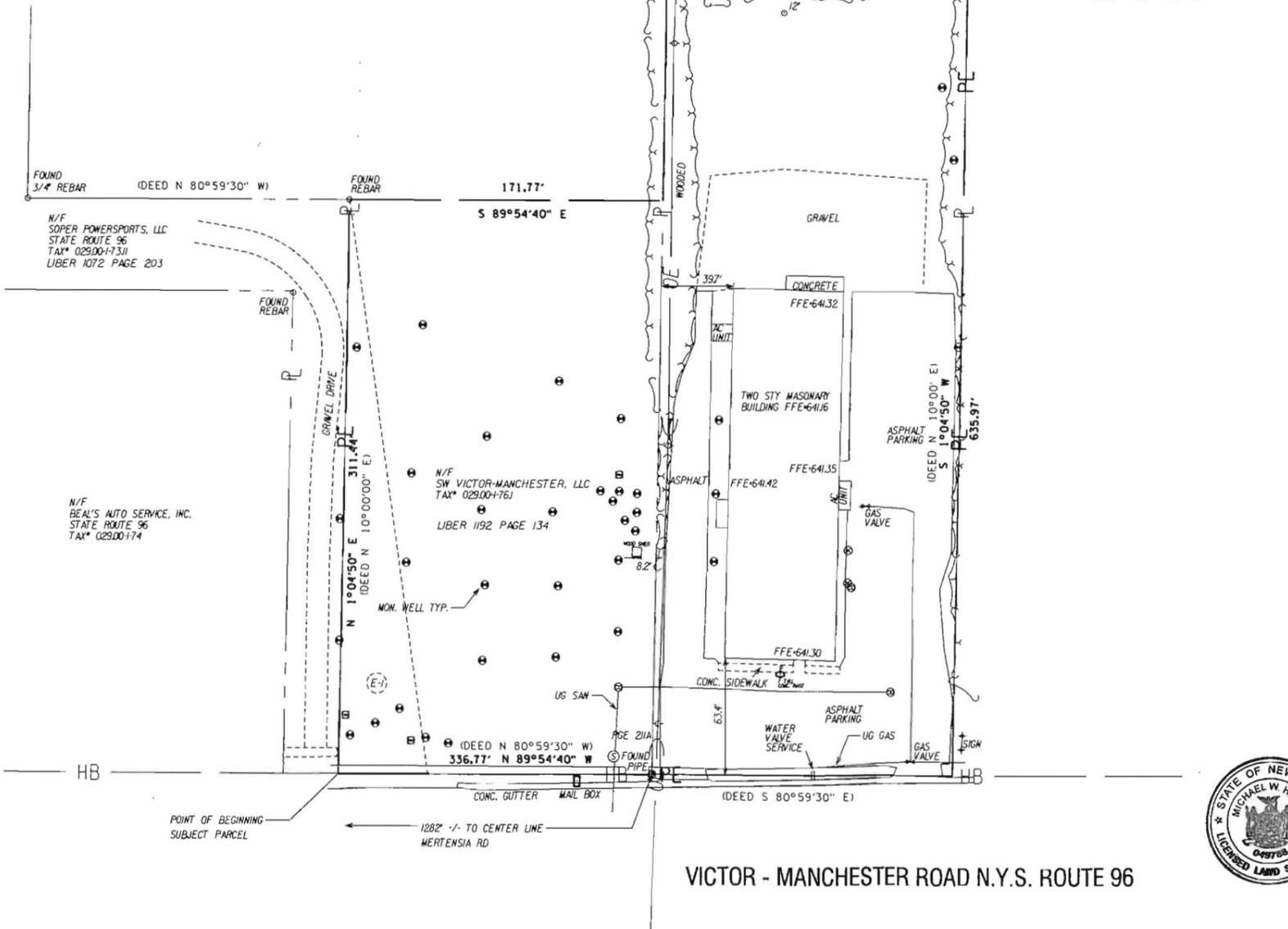
- 1) N 1° 04' 50" E along said division line a distance of 311.44 feet to an angle point; thence
- 2) S 89° 54' 40" E through the lands now or formerly of SW Victor-Manchester, LLC Tax Parcel 029.00-1-76.1 a distance of 171.77 feet to a point in the westerly boundary of lands now or formerly of SW Victor-Manchester, LLC Tax Parcel 029.00-1-12: Thence
- 3) N 1° 04' 50" E along said westerly boundary line a distance of 325.87 feet to a angle point; thence
- 4) S 89° 26' 40" E along the northerly boundary of lands now or formerly of SW Victor-Manchester, LLC Tax Parcel 029.0-1-12 a distance of 165.00 feet to a angle point; thence
- 5) S 1° 04' 50" W along the easterly boundary of lands now or formerly of SW Victor-Manchester, LLC Tax Parcel 029.00-1-12 a distance of 635.97 feet to a point in the northerly right of way for NYS Route 96; thence
- 6) N 89° 54' 40" W along said right of way a distance of 336.77 feet to the point of beginning.

*This property description closes.
R.K.*

10:50:03 AM Y:\S&W Redevel\208404\Survey\Uststation\BAA SEMA\Griffin_Diebold_alfa.dgn



N/F
SW VICTOR-MANCHESTER, LLC
TAX* 02900-1761
LIBER 1192 PAGE 134



- SUBJECT TO:
- EASEMENT TO ROCHESTER GAS AND ELECTRIC DATED 10/22/1960 LIBER 640 PAGE 718
 - EASEMENT TO ROCHESTER GAS AND ELECTRIC DATED 10/25/1960 LIBER 640 PAGE 717
 - EASEMENT TO ROCHESTER GAS AND ELECTRIC DATED 5/23/1961 LIBER 644 PAGE 332
 - EASEMENT TO ROCHESTER GAS AND ELECTRIC DATED 10/25/1960 LIBER 640 PAGE 714
 - TREMS AND CONDITIONS OF BROWN FIELD CLEANUP AGREEMENT INDEX *BB-315-90-01
 - RESERVATION EASEMENT FOR ACCESS LIBER 913 PAGE 858

- REFERENCES:
- TOWN OF FARMINGTON TAX MAP NO.2900
 - MAP BY D.J. PARRONE & ASSOC. DATED 10/24/1991 AND FILED AT THE ONTARIO COUNTY CLERKS OFFICE UNDER MAP NO. 19442
 - TICOR TITLE INSURANCE POLICY NO. 5307-8607B
 - UNFILED MAP BY O'NEILL RODAK DATED 5/26/2001 TITLED "MAP OF SURVEY PART OF TOWN LOTS 58 8607"
 - MONROE TITLE INS. CORP ORDER *28441

- NOTES:
- BEARINGS REFERENCED TO NAD 83 CENTRAL ZONE
 - *SUBJECT TO NOTES 1 THRU 4 ARE DESCRIBED AS A LINE ONE FOOT NORTH OF THE NORTH LINE OF THE VICTOR-MANCHESTER ROAD
 - ELEVATIONS REFERENCED TO NAD 83

WE, LABELLA ASSOCIATES PC, CERTIFY THAT THIS MAP WAS PREPARED USING REFERENCE MATERIAL AS LISTED HEREON AND FROM FIELD NOTES OF AN INSTRUMENTAL SURVEY COMPLETED MAY 2008. THESE PARCELS ARE SUBJECT TO ANY EASEMENTS OR ENCUMBRANCES OF RECORD.

Michael W. Haley PLS 3/3/09
MICHAEL W. HALEY LS
NYS PLS NO. 049788
To S&W Redevelopment of North America, LLC and the State of New York:



This is to certify that this map or plat and the survey on which it is based were made in accordance with the "Minimum Standard Detail Requirements for ALTA/ACSM Land Title Surveys," jointly established and adopted by ALTA and NSPS in 2005, and includes no items from Table A thereof. Pursuant to the Accuracy Standards as adopted by ALTA and NSPS and in effect on the date of this certification, undersigned further certifies that in my professional opinion, as a land surveyor registered in the State of New York, the Relative Positional Accuracy of this survey does not exceed that which is specified therein.

NO.	REVISION	DATE
1	REVISED SKETCH	MWH 3/09
2		
3		
4		
5		
6		

LABELLA
Associates, P.C.
300 STATE STREET
ROCHESTER, NY 14614
P: (585) 454-6110
F: (585) 454-3066
www.labello.com

ALTA SURVEY
FORMER GRIFFIN
TECHNOLOGY SITE
FARMINGTON, NY
OWNER
SW VICTOR-MANCHESTER, LLC
6132 NYS ROUTE 96

ALTA SURVEY
BCP SITE #C835008
DATE: SEPT 2008
STATUS: FINAL

PROJECT DRAWING NUMBER
208404
S1

LEGEND

-  UTIL POLE
-  FLAG POLE
-  MAIL BOX
-  WATER VALVE
-  GAS VALVE
-  DEC. TREE
-  SIGN
-  IRON PIPE
-  UTIL POLE/LIGHT
-  WOODS EDGE
-  IRON PIN
-  UNKNOWN MH
-  GUY WIRE
-  MON. WELL
-  HAND HOLE
-  CLEANOUT
-  SAN MH

ENVIRONMENTAL EASEMENT:

BEGINNING AT A POINT IN THE NORTHERLY RIGHT OF WAY FOR NYS ROUTE 96 AT ITS INTERSECTION WITH THE DIVISION LINE BETWEEN LANDS NOW OR FORMERLY OF SW VICTOR-MANCHESTER, LLC TAX PARCEL 029.00-1-76.1 ON THE EAST AND LANDS NOW OR FORMERLY OF SOPER POWERSPORTS, LLC TAX PARCEL 029.00-1-73.11 ON THE WEST; THENCE

- 1) N 1°04'50" E ALONG SAID DIVISION LINE A DISTANCE OF 311.44 FEET TO AN ANGLE POINT; THENCE
- 2) S 89°54'40" E THROUGH THE LANDS NOW OR FORMERLY OF SW VICTOR-MANCHESTER, LLC TAX PARCEL 029.00-1-76.1 A DISTANCE OF 171.77 FEET TO A POINT IN THE WESTERLY BOUNDARY OF LANDS NOW OR FORMERLY OF SW VICTOR-MANCHESTER, LLC TAX PARCEL 029.00-1-12; THENCE
- 3) N 1°04'50" E ALONG SAID WESTERLY BOUNDARY LINE A DISTANCE OF 325.87 FEET TO AN ANGLE POINT; THENCE
- 4) S 89°26'40" E ALONG THE NORTHERLY BOUNDARY OF LANDS NOW OR FORMERLY OF SW VICTOR-MANCHESTER, LLC TAX PARCEL 029.00-1-12 A DISTANCE OF 165.00 FEET TO AN ANGLE POINT; THENCE
- 5) S 1°04'50" W ALONG THE EASTERLY BOUNDARY OF LANDS NOW OR FORMERLY OF SW VICTOR-MANCHESTER, LLC TAX PARCEL 029.00-1-12 A DISTANCE OF 635.97 FEET TO A POINT IN THE NORTHERLY RIGHT OF WAY FOR NYS ROUTE 96; THENCE
- 6) N 89°54'40" W ALONG SAID RIGHT OF WAY A DISTANCE OF 336.77 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS 3.64 ACRES (158520.9 SQ. FT.) INCLUDING ALL OF TAX PARCEL 029.00-1-12 AND PART OF TAX PARCEL 029.00-1-76.1.

EASEMENT AREA TABLE

TAX PARCEL	ORIGINAL AREA TO ROW	EASEMENT AREA
029.00-1-76.1	6.6 ACRES	1.23 ACRES
029.00-1-12	2.41 ACRES	2.41 ACRES
029.00-1-11	3.69 ACRES	0.0 ACRES
TOTAL:	12.7 ACRES	3.64 ACRES

LEGAL DESCRIPTION WHOLE PROP. LIBER 1132 PAGE 134

TRACT 1
TA *29.00-1-12.0

ALL THAT TRACT OR PARCEL OF LAND, situate in the Town of Farmington, County of Ontario and State of New York, lying on the north side of New York State Route 96, and bounded and described as follows: Beginning at a point in the center line of New York State Route 96, which said point is distant One Thousand Two Hundred Eighty-two (1,282) feet, more or less, from the point of intersection of the center line of New York State Route 96 with the centerline of Mertensio Road; running thence S 80-59-30-E along the center line of New York State Route 96 a distance of One Hundred Sixty-five (165) feet to a point; running thence N 10-00 E a distance of Six Hundred Sixty-eight and Ninety-six One-hundredths (668.96) feet to a point marked by an iron stake; running thence N 80-3 1-30 W a distance of One Hundred Sixty-five (165) feet to a point marked by an iron stake; and running thence S 10-00 W a distance of Six Hundred Seventy and Thirty-one One-hundredths (670.31) feet to the place of beginning, containing 2.393 acres of land.

TRACT 2
TA *29.00-1-76.1

ALL THAT TRACT OR PARCEL OF LAND situate in the Town of Farmington, Ontario County, New York, more particularly described as follows (hereinafter referred to as the "Real Property"): Beginning at a point in the center of Victor-Manchester Road (NYS Route 96), said point being the southeast corner of a parcel of land conveyed to Carter Tool Corp. by deed recorded in the Ontario County Clerks Office in Liber 786 of Deeds, page 323, thence 1) N 80°-59'-30" W along the center line of Victor-Manchester Road (NYS Route 96) a distance of 171.77 feet to a point, thence 2) N 1° 04'-00"-00" E a distance of 344.44 feet to a point, thence 3) N 80°-59'-30" W a distance of 178.23 feet to a point, thence 4) N 10°-00'-00" E a distance of 325.27 feet to a point, thence 5) N 08°-46'-10" E a distance of 343.16 feet to a point, thence 6) S 81°-05'-20" E a distance of 350.00 feet to a point, thence 7) S 08°-46'-10" W a distance of 343.16 feet to a point, thence 8) S 10°-00'-00" W a distance of 670.31 feet to the point and place of beginning.

TRACT 3
TA *29.00-1-11.1

ALL THAT TRACT OR PARCEL OF LAND, situate in the Town of Farmington, County of Ontario and State of New York, being part of Lot No. 59, and more particularly described as follows:

Beginning at a point in the center line of New York State Route 96, which point is 165 feet east of the west line of Town Lot #59; thence (1) N 00° 17' 33" E, 668.96 feet to a point; thence (2) N 89° 45' 51" E, 252.88 feet to a point; thence (3) S 00° 15' 57" E and along the west line of lands now or formerly owned by Victor Saitan, McDonald's Corp. and Caton 668.85 feet to a point in the center line of Route 96; thence (4) S 89° 18' 03" W along the center line of Route 96 a distance of 259.40 feet to the point and place of beginning.

NO.	REVISED EASEMENT DESCRIPTION	AREA	DATE
1	ADDED EASEMENT TABLE		MM/DD/YY
2			
3			
4			
5			



LABELLA
Associates, P.C.

300 STATE STREET
ROCHESTER, NY 14614
P: (666) 454-6110
F: (666) 454-3068
www.labello.com

ALTA SURVEY
FORMER GRIFFIN
TECHNOLOGY SITE
FARMINGTON, NY

SW VICTOR-MANCHESTER, LLC
6132 NYS ROUTE 96
OWNER

ALTA SURVEY
BCP SITE #C835008

DATE: SEPT 2008

PROJECT/PLANNING NUMBER:
208404

S2

10:50:33 AM Y:\S&W Redev\208404\Survey\Ustation\BA SEMAP\Griffin_Diebold_alka.dgn 3/4/2009