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Harter Secrest & Emery LLP
ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

October 10, 2006

Maura Desmond, Esq.
NYS DEC-Reg. 9 - Enforcement
270 Michigan Avenue
Buffalo, New York 14203-2999

Re: Voluntary Cleanup Program - Site #V00215-9
710 Ohio Street, Buffalo, NY
Our File No. 87222.4

Dear Ms. Desmond:

With respect to the above-captioned matter, enclosed for your file please find Sovereign Packaging Group, Inc.'s Declaration of Covenants and Restrictions, dated August 4, 2006, together with the Erie County Clerk's Record Page indicating the official recording of said Declaration in the Clerk's Office on August 8, 2006.

Very truly yours,

Harter Secrest & Emery LLP

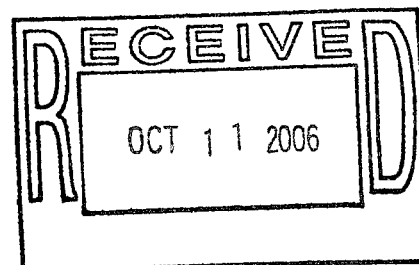
Angela M. Demerle
Counsel

DIRECT DIAL: (716) 845-4222
E-MAIL: ADEMERLE@HSELAW.COM

AMD:jp

Enclosure

cc: Kevin Johnston w/enc.
Craig A. Slater, Esq.




ERIE COUNTY CLERKS OFFICE
County Clerk's Recording Page
Return To:

BOX 29

Party 1:

SOVEREIGN PACKAGING GROUP INC

Party 2:

Book: 11117 Page: 5968

Page Count: 7

 Doc Type: **DECL RESTRICT COVENANTS**

 Rec Date: **08/08/2006**

 Rec Time: **04:06:59 PM**

 Control #: **2006174444**

 User ID: **francine**

 Trans Num: **196309**

DEED SEQ:

MTG SEQ:

UCC:

SCAR:

INDEX:

Recording Fees:

RECORDING	\$38.00
COE COUNTY	1.00
COE STATE GENERAL	\$14.25
COE STATE RM	\$4.75

Consideration Amount: \$0.00

BASIC	\$0.00
SONYMA	\$0.00
ADDL	\$0.00
NFTA MT	\$0.00
TRANSFER	\$0.00
NFTA TT	\$0.00

Total: \$58.00
**STATE OF NEW YORK
ERIE COUNTY CLERK'S OFFICE**

**WARNING - THIS SHEET CONSTITUTES THE CLERK'S
ENDORSEMENT, REQUIRED BY SECTIONS 319&316-a
(5) OF THE REAL PROPERTY LAW OF THE STATE OF
NEW YORK. DO NOT DETACH. THIS IS NOT A BILL.**

**David J. Swarts
County Clerk**

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT is made the 4th day of August 2006, by Sovereign Packaging Group Inc. a corporation organized and existing under the laws of the State of New York and having an office for the transaction of business at 710 Ohio Street, Buffalo, New York 14203.

WHEREAS, Sovereign Packaging Group, Inc. entered into a Voluntary Cleanup Agreement ("VCA") with the New York State Department of Environmental Conservation ("Department") dated July 5, 2002, Index No. B9-0546-98-12, with respect to a parcel of real property described as the above ground storage tank farm and adjacent parking lot ("Property") which is part of the property located at 710 Ohio Street, City of Buffalo, County of Erie, Tax Map Number 122.18-2-2, conveyed by Western New York and Pennsylvania Railway Company to Pierce & Stevens, Inc. by deed dated April 16, 1954 and recorded in the Erie County Clerk's Office on April 29, 1954 in Book 5518 of Deeds at Page 439.

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants.

NOW, THEREFORE, Sovereign Packaging Group, Inc., for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions is as shown on a map and legal description attached to this Declaration as Appendix "A" and made a part hereof.

Second, unless prior written approval 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 referred to as "the Relevant Agency," is first obtained, there shall be no construction, use or occupancy of the Property that results in the disturbance or excavation of the Property which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall prohibit the Property from ever being used for purposes other than for industrial use without the express written waiver of such prohibition by the Relevant Agency.

Fourth, the owner of the Property shall prohibit the use of the groundwater underlying the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission to do so from the Relevant Agency

Fifth, the owner of the Property shall continue in full force and effect any institutional and engineering controls required under the Agreement and maintain such controls unless the owner first obtains permission to discontinue such controls from the Relevant Agency. The owner of the Property shall maintain the remedy, including proper operation and maintenance of the system, in

Box
na

779 F-17444 - 50
799-60

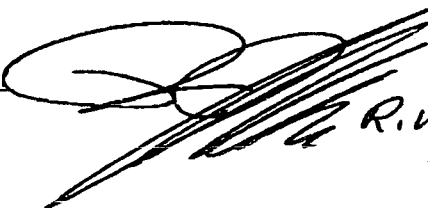
accordance with the requirements of the site management plan. The owner of the Property shall certify annually, by the 1st day of January, commencing January 2007, to the Relevant Agency that all covenants and restrictions set forth in this Declaration are in place or have been complied with, and identify any excavation activities undertaken during the previous year.

Sixth, 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 Property, and shall provide that the owner and its successors and assigns consent to enforcement by the Relevant Agency of the prohibitions and restrictions that Paragraph X of the Agreement require to be recorded, and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Seventh, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

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

SOVEREIGN PACKAGING GROUP, INC.

By  R. W. JOHNSTON.

STATE OF NEW YORK)
) ss:
COUNTY OF Erie)

On the 4th day of August, in the year 2006, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard W. Johnston, 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 as Vice President, Science & Technology, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Alice R. Thompson
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 11/30/2006

Alice R. Thompson
Notary Public

APPENDIX A

LEGAL DESCRIPTION

(VACANT PARCEL)

ALL THAT TRACT OR PARCEL OF LAND situate in the City of Buffalo, County of Erie, State of New York, being part of lot 64, Township 10, Range 8 of the Buffalo Creek Indian Reservation, and being part of Lot 11 of the Ogden Gore Tract and being more particularly described as follows:

Beginning at a point in the northeasterly line of Ohio Street (66' wide) at a distance of 402.01 feet southeasterly along said Ohio Street from an angle point in said northeasterly line of Ohio Street; thence N 69°-23' 50" E a distance of 307.53 feet to a point; thence N 20°-36'-10" W, a distance of 14.90 feet to a point thence; N 69°-23'-50" E a distance of 141.38 ft to a point; thence N 20°-36'-10" W a distance of 110.10 feet to a point; thence N 69°-23'-50" E a distance of 62.0 feet to a point of curvature; thence along a curve to the right having a radius of 271.35 feet, an arc length of 186.45 feet to a point of tangency with said arc having a chord bearing of S 34°-74'-04" E and a chord length of 182.80 feet; thence S 14°-33'-00" E a distance of 18.64 feet to a point; thence S 69°-23'-50" W, a distance of 98.48 feet to a point; thence S 43°-05"-49" W, a distance of 38.63 feet to a point; thence S 69°-23"-50" W, a distance of 415.13 feet to a point in the northeasterly line of Ohio street; thence northwesterly along the said northeasterly line of Ohio Street, a distance of 88.40 feet to the place or point of beginning containing 1.36 acres more or less.



STREET

(WIDTH VARIES)
(FORMERLY KNOWN AS HAMBURG TURNPIKE)

OHIO

400.01' TO AN ANGLE POINT
IN THE NORTHEASTERLY LINE OF OHIO ST.

308.58'

NORTH LINE OF LOT 64

SOUTH LINE OF
CHILD'S STREET
(33' PRIVATE ST.)

Utility Pole #1
L=85.40'
R=2082.79'

Line P.C. 117.7'

Sanitary M.H.

Sanitary M.H.

15' Gate

15' Gate

Sanitary M.H.

N 69°23'50" E
307.53'

S 3°50' W
5.13'

7795 P.505
L.4455 P.495

450.00'

Utility Pole
Storm Sewer

