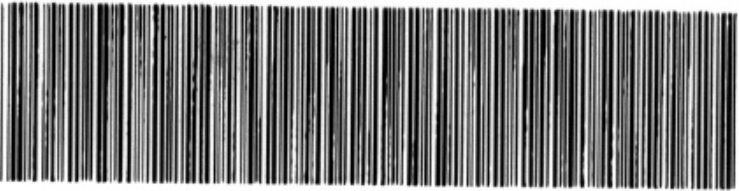




<b>NYC DEPARTMENT OF FINANCE OFFICE OF THE CITY REGISTER</b>		 <b>2006073101946001005EFB87</b>	
<b>RECORDING AND ENDORSEMENT COVER PAGE</b>			
<b>Document ID: 2006073101946001</b> Document Type: DECLARATION Document Page Count: 31		Document Date: 07-12-2006 Preparation Date: 08-21-2006	
<b>PRESENTER:</b> REALTY-SKYLINE RESEARCH LLC 175 REMSEN STREET VICTORY TITLE ABSTRACT (TM) BROOKLYN, NY 11201 000-000-0000		<b>RETURN TO:</b> VICTORY TITLE ABSTRACT 1031 VICTORY BLVD STATEN ISLAND, NY 10301	
<b>PROPERTY DATA</b>			
<b>Borough</b> BROOKLYN	<b>Block Lot</b> 4428 1	<b>Unit</b> Entire Lot	<b>Address</b> 1101 LINWOOD STREET <b>Property Type: COMMERCIAL REAL ESTATE</b>
<b>CROSS REFERENCE DATA</b>			
CRFN _____ or Document ID _____ or _____ Year _____ Reel _____ Page _____ or File Number _____			
<b>PARTIES</b>			
<b>PARTY 1:</b> SHS FLATLANDS LLC 80 FAHY AVENUE STATEN ISLAND, NY 10314			
<b>FEEs AND TAXES</b>			
<b>Mortgage</b> Mortgage Amount: \$ 0.00 Taxable Mortgage Amount: \$ 0.00 Exemption: \$ 0.00		Recording Fee: \$ 192.00 Affidavit Fee: \$ 0.00 NYC Real Property Transfer Tax Filing Fee: \$ 0.00	
<b>TAXES:</b> County (Basic): \$ 0.00 City (Additional): \$ 0.00 Spec (Additional): \$ 0.00 TASF: \$ 0.00 MTA: \$ 0.00 NYCTA: \$ 0.00 Additional MRT: \$ 0.00 <b>TOTAL:</b> \$ 0.00		NYS Real Estate Transfer Tax: \$ 0.00	
		 <b>RECORDED OR FILED IN THE OFFICE OF THE CITY REGISTER OF THE CITY OF NEW YORK</b> Recorded/Filed 08-23-2006 10:36 City Register File No. (CRFN): <b>2006000476231</b>  <b>City Register Official Signature</b>	

**DECLARATION OF COVENANTS AND RESTRICTIONS**

THIS COVENANT is made the 2<sup>nd</sup> day of July 2006, by SHS FLATLANDS, LLC, a New York limited liability company having an office at 80 Fahy Avenue, Staten Island, New York 10314.

WHEREAS, premises known as 1101 Linwood Street, Brooklyn, New York 11208 is the subject of a Voluntary Agreement executed by Norman Shoenfeld as part of the New York State Department of Environmental Conservation's (the "Department's") Voluntary Cleanup Program, namely that parcel of real property located at 1101 Linwood Street, Brooklyn, New York 11208, being also known and designated on the Tax Map for the Borough of Brooklyn, County of Kings, City and State of New York, as Block 4428, Lot 1, which is part of lands conveyed by S & S XRAY PRODUCTS, INC. to SHS FLATLANDS, LLC by deed dated March 2, 2003 and recorded in the Office of the City Register of Kings County on June 24, 2003 as CRFN 2003000187634 and being more particularly described in Exhibit A attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

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, SHS FLATLANDS, LLC, 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 attached to this declaration as Exhibit B and made a part hereof.

**\* EXHIBIT C OPERATION, MONITORING + MAINTENANCE PLAN \***

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 threatens the integrity of the concrete building slab or adjacent concrete sidewalk (the "Cap"), or which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall maintain the Cap so as to prevent human exposure to contaminated soil and shall implement and continue to carry out the Operation, Maintenance and Monitoring ("OM&M") Plan, attached to this declaration as Exhibit C and made part hereof, unless and until discontinuance of any aspect of the OM&M Plan is authorized, in writing, by the Relevant Agency.

Fourth, the owner of the Property shall prohibit the Property from ever being used for purposes other than for such use as permitted by appropriate municipal authority and/or appropriate municipal or state zoning regulations and requirements without the express written waiver of such prohibition by the Relevant Agency

Block 4428 Lot 1

Fifth, 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.

Sixth, 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.

Seventh, 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.

Eighth, 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.

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

SHS FLATLANDS, LLC

By: 

Kenneth Herlick, Managing Member

STATE OF NEW YORK )

COUNTY OF Richmond ) ss.:

On the 12<sup>th</sup> day of July 2006, before me, the undersigned, personally appeared KENNETH HENICK personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) 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, execute the instrument.

Janet Bone Martinez  
NOTARY PUBLIC



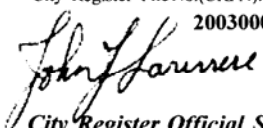
4829

JANET BONE-MARTINEZ  
Notary Public, State of New York  
No. #01B06057708  
Qualified in Richmond County  
Commission Expires April 23, 2007

SEAL

1101 LINWOOD STREET  
BROOKLYN, NEW YORK 11208

**EXHIBIT A**

<b>NYC DEPARTMENT OF FINANCE OFFICE OF THE CITY REGISTER</b>  This page is part of the instrument. The City Register will rely on the information provided by you on this page for purposes of indexing this instrument. The information on this page will control for indexing purposes in the event of any conflict with the rest of the document.		 <b>2003051501293001002E97F0</b>	
<b>RECORDING AND ENDORSEMENT COVER PAGE</b>		<b>PAGE 1 OF 4</b>	
<b>Document ID: 2003051501293001</b> Document Type: DEED, OTHER Document Page Count: 3		Document Date: 05-02-2003 Preparation Date: 05-16-2003	
<b>PRESENTER:</b> REALTY-SKYLINE RESEARCH LLC 175 REMSEN STREET VICTORY TITLE ABST-2211(SP) BROOKLYN, NY 11201 718-306-1100		<b>RETURN TO:</b> SAMUEL L. SCOLLAR 1031 VICTORY BLVD. STATEN ISLAND, NY 10301	
<b>PROPERTY DATA</b>			
<b>Borough</b> BROOKLYN	<b>Block</b> 4428	<b>Lot</b> 1	<b>Unit</b> Partial Lot
			<b>Address</b> 1101 LINWOOD ST
<b>Property Type: INDUSTRIAL BUILDING</b>			
<b>CROSS REFERENCE DATA</b>			
CRFN _____ or Document ID _____ or Year _____ Reel _____ Page _____ or File Number _____			
<b>PARTIES</b>			
<b>GRANTOR:</b> S & S XRAY PRODUCTS, INC. 1101 LINWOOD STREET BROOKLYN, NY 11208		<b>GRANTEE:</b> SHS FLATLANDS, LLC C/O 80 FAHY AVENUE STATEN ISLAND, NY 10314	
<b>FEES AND TAXES</b>			
<b>Mortgage</b> Mortgage Amount: \$ _____ 0.00 Taxable Mortgage Amount: \$ _____ 0.00 Exemption: _____ <b>TAXES:</b> County (Basic): \$ _____ 0.00 City (Additional): \$ _____ 0.00 Spec (Additional): \$ _____ 0.00 TASF: \$ _____ 0.00 MTA: \$ _____ 0.00 NYCTA: \$ _____ 0.00 <b>TOTAL:</b> \$ _____ 0.00		Recording Fee: \$ 52.00 Affidavit Fee: \$ 0.00 NYC Real Property Transfer Tax Filing Fee: \$ 25.00 NYS Real Estate Transfer Tax: \$ 16,800.00	
NYC HPD Affidavit in Lieu of Registration Statement		<b>RECORDED OR FILED IN THE OFFICE OF THE CITY REGISTER OF THE CITY OF NEW YORK</b> Recorded/Filed 06-24-2003 08:22 City Register File No.(CRFN): <b>2003000187634</b>   City Register Official Signature	

1101 LINWOOD STREET  
BROOKLYN, NEW YORK 11208

NY005, Bargain and Sale Deed with Covenant against Grantor's Acts Individual or Corporation (Single Sheet) (NYBTU 8002)

CONSULT YOUR LAWYER BEFORE SIGNING THIS INSTRUMENT -- THIS INSTRUMENT SHOULD BE USED BY LAWYERS ONLY

THIS INDENTURE, made the 2nd day of May, in the year Two Thousand Three  
BETWEEN S & S XRAY PRODUCTS, INC.  
1101 Linwood Street  
Brooklyn, NY 11208

party of the first part, and SHS FLATLANDS, LLC  
c/o 80 Fahy Avenue  
Staten Island, NY 10314-314

party of the second part,

WITNESSETH, that the party of the first part, in consideration of Ten Dollars and other valuable consideration paid by the party of the second part, does hereby grant and release unto the party of the second part, the heirs or successors and assigns of the party of the second part forever,

ALL that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the

SEE SCHEDULE A ATTACHED

Tax Map  
Designation

Dist.

Sec.

Blk. 4428

Part of  
Lot(s) 1

TOGETHER with all right, title and interest, if any, of the party of the first part of, in and to any streets and roads abutting the above-described premises to the center lines thereof; TOGETHER with the appurtenances and all the estate and rights of the party of the first part in and to said premises; TO HAVE AND TO HOLD the premises herein granted unto the party of the second part, the heirs or successors and assigns of the party of the second part forever.

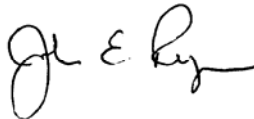
AND the party of the first part covenants that the party of the first part has not done or suffered anything whereby the said premises have been incumbered in any way whatever, except as aforesaid.

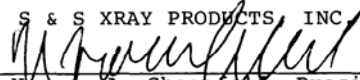
AND the party of the first part, in compliance with Section 13 of the Lien Law, covenants that the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

The word "party" shall be construed as if it read "parties" whenever the sense of this indenture so requires.

IN WITNESS WHEREOF, the party of the first part has duly executed this deed the day and year first above written.

IN PRESENCE OF:



S & S XRAY PRODUCTS, INC.  
By:   
Norman A. Shoenfeld, President

## USE ACKNOWLEDGMENT FORM BELOW WITHIN NEW YORK STATE ONLY:

State of New York, County of Richmond } ss.:

On the 2 day of May in the year 2003  
before me, the undersigned, personally appeared  
Na'im A. Schoutel,  
personally known to me or proved to me on the basis of satisfactory  
evidence to be the individual(s) whose name(s) 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.

MARC SCOLLAR

Commissioner of Deeds

City of New York No. 1-31-31

Certificate Filed in Richmond County

Commission Expires June 1, 2003

## ACKNOWLEDGMENT FORM FOR USE WITHIN NEW YORK STATE ONLY:

(New York Subscribing Witness Acknowledgment Certificate)  
State of New York, County of } ss.:

On the day of in the year  
before me, the undersigned, personally appeared

the subscribing witness to the foregoing instrument, with whom I am  
personally acquainted, who, being by me duly sworn, did depose and  
say that he/she/they reside(s) in

(if the place of residence is in a city, include the street and street number, if  
any, thereof); that he/she/they know(s)

to be the individual described in and who executed the foregoing  
instrument; that said subscribing witness was present and saw said

execute the same; and that said witness at the same time subscribed  
his/her/their name(s) as a witness thereto.

## USE ACKNOWLEDGMENT FORM BELOW WITHIN NEW YORK STATE ONLY:

State of New York, County of } ss.

On the day of in the year  
before me, the undersigned, personally appeared

personally known to me or proved to me on the basis of satisfactory  
evidence to be the individual(s) whose name(s) 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.

## ACKNOWLEDGMENT FORM FOR USE OUTSIDE NEW YORK STATE ONLY:

(Out of State or Foreign General Acknowledgment Certificate)  
..... } ss.:  
(Complete Venue with State, Country, Province or Municipality)

On the day of in the year  
before me, the undersigned, personally appeared

personally known to me or proved to me on the basis of satisfactory  
evidence to be the individual(s) whose name(s) is (are) subscribed to the  
within instrument and acknowledged to me that he/she/they  
executed the same in his/her/their capacity(ies), 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, and  
that such individual made such appearance before the undersigned  
in the

(Insert the city or other political subdivision and the state or country or  
other place the acknowledgment was taken).

## BARGAIN &amp; SALE DEED

WITH COVENANTS AGAINST GRANTOR'S ACTS

TITLE NO. SS-UGT-2211K

S &amp; S XRAY PRODUCTS, INC.

TO

SHS FLATLANDS, LLC

DISTRICT

SECTION

BLOCK 4428

LOT Part of Lot 1

COUNTY OR TOWN KINGS

RECORDED AT REQUEST OF

Fidelity National Title Insurance Company of New York

RETURN BY MAIL TO

FIDELITY NATIONAL TITLE INSURANCE

COMPANY OF NEW YORK

INCORPORATED 1928

"Appreciate the Fidelity Difference"

Member New York State Land Title Association

Samuel L. Scollar, Esq.  
1031 Victory Blvd.  
Staten Island, NY 10301

1101 LINWOOD STREET  
BROOKLYN, NEW YORK 11208

SCHEDULE A

Parcel 1

Title Number SS-UGT-2211K  
(Block 4428, Part of Lot 1, Kings County)

ALL that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Borough of Brooklyn, County of Kings and City and State of New York bounded and described as follows:

BEGINNING at the corner formed by the intersection of the southerly side of Cozine Avenue (70 feet wide) with the easterly side of Linwood Street (60 feet wide);

THENCE easterly along the southerly side of Cozine Avenue 200 feet (200 feet 2-1/8 inches U.S. Standard) to the corner formed by the intersection of the southerly side of Cozine Avenue with the westerly side of Essex Street (60 feet wide);

THENCE southerly along the westerly side of Essex Street 350 feet 7 inches (350 feet 10-3/4 inches U.S. Standard) to a point which point is also the intersection of the northeast corner of a certain parcel conveyed this date by the grantor herein to BLOCK 4428 ESSEX, LLC;

THENCE westerly and parallel with Cozine Avenue 200 feet (200 feet 2-1/8 inches U.S. Standard) to the easterly side of Linwood Street (60 feet wide);

THENCE northerly along the easterly side of Linwood Street 350 feet 7 inches (350 feet 10-3/4 inches U.S. Standard) to the corner formed by the intersection of the easterly side of Linwood Street with the southerly side of Cozine Avenue at the point or place of BEGINNING.

Bldg.  
4428

1101 LINWOOD STREET  
BROOKLYN, NEW YORK 11208

NYC DEPARTMENT OF FINANCE  
OFFICE OF THE CITY REGISTER



2003051501293001002S5971

**SUPPORTING DOCUMENT COVER PAGE**

**PAGE 1 OF 1**

**Document ID: 2003051501293001**

**Document Date: 05-02-2003**

**Preparation Date: 05-16-2003**

**Document Type: DEED, OTHER**

**SUPPORTING DOCUMENTS SUBMITTED:**

**Page Count**

RP - 5217 REAL PROPERTY TRANSFER REPORT

1

1101 LINWOOD STREET  
BROOKLYN, NEW YORK 11208

03/01/2003 23:30 FAX 7184488973

JANICE L. SULLIVAN

RE MV 2

FOR CITY USE ONLY

C1. County Code          C2. Date Deed Recorded          /          /          Month Day Year

C3. Book          OR C4. Page         

C5. CRFN         

REAL PROPERTY TRANSFER REPORT  
STATE OF NEW YORK  
STATE BOARD OF REAL PROPERTY SERVICES  
**RP - 5217NYC**  
(REV 1/2002)

**PROPERTY INFORMATION**

1. Property Location 1101 Linwood Street KINGS 11208  
City Town Village State ZIP Code

2. Buyer Name SHS Enterprises LLC  
Last Name First Name Suffix

3. Tax Bidding Address           
City Town Village State ZIP Code

4. Indicate the number of Addressed Parcel(s) transferred on the deed          # of Parcels OR ☐ Part of a Parcel

5. Deed Priority Size          X          OR          ACRES

6. Seller Name S & S V-RAY PRODUCTS INC.  
Last Name First Name Suffix

7. Check the box below which most accurately describes the use of the property at the time of sale:

A ☐ One Family Residential C ☐ Residential/Vacant Land E ☐ Commercial G ☐ Exempt/Amusement I ☐ Industrial  
B ☐ 2 or 3 Family Residential D ☐ Non-Residential/Vacant Land F ☐ Apartment H ☐ Community Service J ☐ Public Service

8A. Planning Board Approval - Not for NYC  
8B. Agricultural District Notice - Not for NYC  
Check the boxes below as they apply:  
9. Condominium Type is Condominium ☐  
10. New Construction on Vacant Land ☐

**SALE INFORMATION**

11. Sale Contract Date 7/10/02  
Month Day Year

12. Date of Sale / Transfer 5/2/03  
Month Day Year

13. Full Sale Price 4,200,000.00  
(Full Sale Price is the total amount paid for the property including personal property, that payments may be in the form of cash, other property or goods, or the assumption of mortgages or other obligations.) Please round to the nearest whole dollar amount.

14. Indicate the value of personal property included in the sale         

15. Check one or more of these conditions as applicable to this sale:

A ☐ Sale Between Relatives or Former Relatives  
B ☐ Sale Between Related Companies or Partners in Business  
C ☐ One of the Buyers is also a Seller  
D ☐ Buyer or Seller is Government Agency or Lending Institution  
E ☐ Credit Type was Warranty or Bargain and Sale (Specify Below)  
F ☐ Sale of Fractional or Less than Fee Interest (Specify Below)  
G ☐ Significant Change in Property Between Taxable Status and Sale Date  
H ☐ Sale of Business is involved in Sale Price  
I ☐ Other Unusual Factors Affecting Sale Price (Specify Below)  
J ☐ None

**ASSESSMENT INFORMATION** - Data should reflect the latest Final Assessment Roll and Tax Bill

16. Building Class          17. Total Assessed Value (of all parcels in transfer)         

18. Borough, Block and Lot / Parcel Identifier(s) (If more than three, attach sheet with additional identifier(s))  
        

**CERTIFICATION** I certify that all of the items of information entered on this form are true and correct (to the best of my knowledge and belief) and I understand that the making of any material false statement of material fact herein will subject me to the provisions of the penal law relating to the making and filing of false instruments.

BUYER Shirley A. Sullivan  
Last Name First Name Suffix

80 Fareway Avenue  
Street Address City Town Village State ZIP Code

Staten Island, N.Y. 10314  
City Town Village State ZIP Code

BUYER'S ATTORNEY Scollar, Samuel  
Last Name First Name Suffix

(718) 448-7028  
Telephone Number

William J. Scollar  
Last Name First Name Suffix

## EXHIBIT B

