



Alcoa Remediation Work Group

Alcoa Technical Center
100 Technical Drive
Alcoa Center, Pennsylvania 15069-0001

O - GW
X - J. Ryan

November 30, 2004

Mr. Greg Sutton
Region 9, Division of Hazardous Waste
Remediation
New York State Department of Environmental
Conservation
270 Michigan Avenue
Buffalo, New York 14202-2999

RECEIVED

DEC 01 2004

NYSDEC REG 9
FOIL
/REL UNREL

RE: **Transmittal – Certified Recordation of Deed Restriction
Former Alumax Site – Site # V00589-9
Deed Book #02560, Page 0509
Control No. 200411220133
Dunkirk, New York**

Dear Greg:

Per the requirements of the New York State Voluntary Cleanup Program (VCP) Agreement (VCP No. V00589-9) for the above site, I am submitting a certified copy evidencing that Alcoa has recorded the agreed upon deed restriction (attached to the certification).

I understand that upon receipt of this notice, NYSDEC will provide Alcoa Inc (Alcoa) with a site-wide release per the VCP. It is our intent to divest this property as soon as reasonably possible, and receipt of the site-wide release is a key to realizing that end. We appreciate the efforts put forth by you and others at NYSDEC to assist Alcoa in successfully addressing the environmental issues at this site and allowing its return to productive use.

Sincerely,

John A. George
Remediation Work Group
cc (w/att):

Robert Bear – Remediation Work Group
Kirk Gribben – Alcoa Remediation Work Group
Greg Pfeifer – Alcoa Corporate Legal
Willard Wells – Alcoa Corporate Real Estate
William Randall – Shaw Environment & Infrastructure

RECEIVED

DEC 01 2004

N.Y.S. DEPT. OF
ENVIRONMENTAL CONSERVATION
DIV. ENVIRONMENTAL RECORDS MANAGEMENT
BUFFALO, N.Y. 14202

Chautauqua County Clerk

Return To:

PUBLIC ABSTRACT CORPORATION
DEFAULT SERVICES
31 E MAIN ST 3RD FL
ROCHESTER NY 14614

ALCOA INC

NEW YORK STATE DEPARTMENT OF E
NVIRONMENTAL CONSERV ATION

Index DEED BOOK

Book 02560 Page 0509

No. Pages 0007

Instrument DECLAR-DEEDS

Date : 11/22/2004

Time : 2:20:53

Control # 200411220133

INST# DE 2004 007426

Employee ID LORENZOT

COUNTY	\$	27.00
	\$.00
ST ED DEPT	\$	4.75
	\$.00
	\$.00
	\$.00
	\$.00
CEA	\$	14.25
	\$.00
Total:	\$	46.00

STATE OF NEW YORK
Chautauqua County Clerk

TRANSFER TAX

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

CONSIDERATN	\$.00
Transfer Tax	\$.00

Sandra K. Sopak
County Clerk



D025600509

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT is made the 3rd day of November 2004, by ALCOA INC., a Pennsylvania corporation, as successor in interest to Alumax Inc., a Delaware corporation, whose address is Alcoa Corporate Center, 201 Isabella Street, Pittsburgh, Pennsylvania 15212-5858 ("Alcoa").

WHEREAS Alcoa is the subject of Voluntary Agreement Index No. B9-0616-02-06, dated 08 August 2002 (the "Agreement") executed by Robert S. Bear (on behalf of Alcoa) and Susan I. Taluto, Deputy Commissioner – NYSDEC Water Quality and Environmental Remediation 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 320 South Roberts Road in the City of Dunkirk, County of Chautauqua, State of New York, which is part of lands conveyed by:

Warranty Deed made by Alumax Inc. to Alcoa, dated November 3, 2004 and recorded on November 22, 2004 in Liber 2510 of Deeds at page 505;

and being more particularly described in Appendix "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, Alcoa, 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 Appendix "B" and made a part hereof, and consists of:

PARCEL A

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Dunkirk, County of Chautauqua and State of New York and more particularly described as follows:

BEGINNING on the centerline of Roberts Road at the point located 601.13

feet northwesterly along said centerline from the northerly line of lands of the Norfolk and Western Railroad, (former New York, Chicago and St. Louis Railroad); thence north $40^{\circ} 28'$ east (assumed bearing) a distance of 396.0 feet to a point; thence north $81^{\circ} 31'$ east a distance of 95.9 feet to a point; thence south $8^{\circ} 39'$ east a distance of 514.37 feet to an iron pin; thence south $38^{\circ} 16'$ west a distance of 114.28 feet to said centerline of Roberts Road; thence north $51^{\circ} 44'$ west a distance of 456.6 feet along said centerline to the point or place of beginning.

PARCEL B

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Dunkirk, County of Chautauqua and State of New York and more particularly described as follows:

BEGINNING in the center line of the existing 30.3 foot pavement in Roberts Road at a point located 94.53 feet northwesterly along said centerline from the northwesterly line of lands of the New York, Chicago & St. Louis Railroad Company; thence north $51^{\circ} 44'$ west along said centerline a distance of 50 feet to a point on line of lands now or formerly of Plymouth Tube Company; thence north $38^{\circ} 16'$ east a distance of 114.28 feet to an iron pin and passing through an iron pin located 33 feet northeasterly along the last described course from the centerline of Roberts Road; thence north $8^{\circ} 39'$ west a distance of 514.37 feet to an iron pin on point of lands now or formerly of Roblin Industries, Inc.; thence continuing along line of lands of Roblin Industries, north $81^{\circ} 31'$ east a distance of 822 feet to an iron pin and south $8^{\circ} 29'$ east 251.95 feet to a point on line of lands now or formerly of said Railroad Company; thence south $53^{\circ} 33'$ west 219.15 feet to a monument; thence north $87^{\circ} 18'$ west 24.88 feet to a monument; thence south $53^{\circ} 33'$ west 137.59 feet to an iron pin; thence north $88^{\circ} 30'$ west 111.6 feet to an iron pin; thence south $56^{\circ} 19' 32''$ west 381.7 feet to a monument; thence south $38^{\circ} 16'$ west, 102.49 feet to the point or place of beginning, and passing through an iron pin located 33 feet northeasterly along the last described course from the place of beginning.

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; disturbance or excavation of the Property that is inconsistent with the approved "Combined Institutional Control Plan and Operations and Maintenance Plan – Former Alumax Extrusions Site," Site No. V00589-9 (Combined Plan) and that results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall be responsible to implement the Combined Plan or implementing any modifications to the Combined Plan after obtaining the written approval of the Relevant Agency.

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

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.

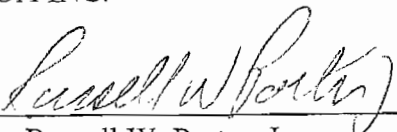
Sixth, the owner of the Property shall continue in full force and effect the prohibition against uses other than restricted commercial and/or industrial uses, and shall assure that any construction, use, occupancy, disturbance or excavation on the property shall be in conformance with the "Combined Plan" as institutional and engineering controls required under the Agreement, and shall continue to implement and annually report on the status, results and effectiveness of the operation, monitoring and maintenance requirements to the Relevant Agency unless the owner first obtains permission to discontinue to do so.

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, restrictions and requirements set out in this Covenant, the Agreement, and the Combined Plan, 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 instrument the day first above written.

ALCOA INC.

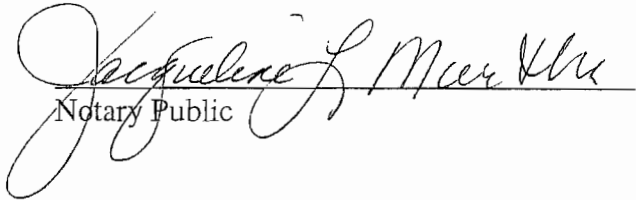
By: 

Russell W. Porter, Jr.
Vice President

Date: November 3, 2004

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

Personally appeared before me, the undersigned authority in and for the said county and state, on this 3rd day of November, 2004, within my jurisdiction, the within named Russell W. Porter, Jr., who acknowledged that he is a Vice President of Alcoa Inc., a Pennsylvania corporation, and that for and on behalf of the said corporation, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.


Notary Public

My Commission Expires:

Notarial Seal Jacqueline L. Murtha, Notary Public City Of Pittsburgh, Allegheny County My Commission Expires Jan. 24, 2007

Member, Pennsylvania Association Of Notaries

(SEAL)

APPENDIX "A"

PARCEL A

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