

**VIRGINIA LAND RECORD COVER SHEET
FORM A - COVER SHEET CONTENT**

Instrument Date: **2/10/2016**
 Instrument Type: **AS OTHER**
 Number of Parcels: **0** Number of Pages: **12**
 City County
HENRICO

TAX EXEMPT? **VIRGINIA/FEDERAL LAW**
 Grantor:
 Grantee:
 Consideration: **\$0.00**
 Existing Debt: **\$0.00**
 Actual Value/Assumed: **\$0.00**

PRIOR INSTRUMENT UNDER § 58.1-803(D):
 Original Principal: **\$0.00**
 Fair Market Value Increase: **\$0.00**

Original Book Number: _____ Original Page Number: _____ Original Instrument Number: _____
 (Area Above Reserved For Deed Stamp Only)

Prior Recording At: City County

Percentage In This Jurisdiction: _____

BUSINESS / NAME

1 Grantor: **GMRI, INC.**
 Grantor:
1 Grantee: **LSI CORPORATION**
 Grantee:

GRANTEE ADDRESS

Name: **LSI CORPORATION**
 Address: **1320 RIDDER PARK**
 City: **SAN JOSE** State: **CA** Zip Code: **95131**
 Book Number: _____ Page Number: _____ Instrument Number: _____
 Parcel Identification Number (PIN): _____ Tax Map Number: _____
 Short Property Description: _____

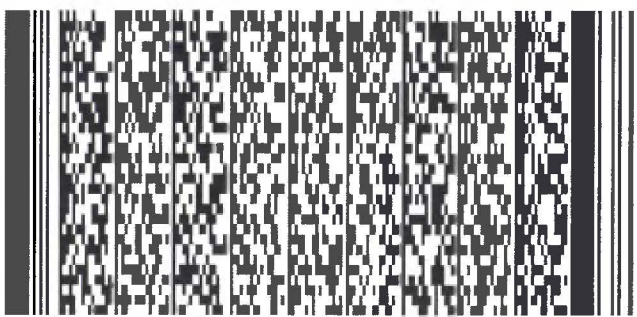
Current Property Address:

City: _____ State: _____ Zip Code: _____
 Instrument Prepared By: **DANIEL VASS** Recording Paid By: **DANIEL VASS**
 Recording Returned To: **SANTIAGO VILA**
 Address: **2028 DABNEY ROAD SUITE E-18**
 City: **RICHMOND** State: **VA** Zip Code: **23230**

RECORDED IN
 COUNTY OF HENRICO, VA
 HEIDI S. BARSHINGER
 CLERK OF CIRCUIT COURT
 FILED Feb 10, 2016
 AT 02:07 pm
 BOOK 05450
 START PAGE 1988
 END PAGE 2000
 INSTRUMENT #
 201600003523
 ICJ

BK5450PG988

Advance



PREPARED OUTSIDE COMMONWEALTH OF VIRGINIA

Prepared By:

Steven Jawetz
Attorney
Beveridge & Diamond, PC
1350 I St., N.W., Suite 700, Washington, D.C. 20005

Tax Map or GPIN No.: 815-717-1615
Remediation Program Site ID #: VAD066000993

UECA ENVIRONMENTAL COVENANT

BK5450PG1989

This Environmental Covenant ("**Environmental Covenant**") is made and entered into as of the 24th day of November, 2015 by GMRI, Inc., a Florida corporation, whose address is 1000 Darden Center Drive, Orlando, Florida 32837 (hereinafter referred to as the "Grantor" or "**Owner**"), and LSI Corporation, (hereinafter referred to as the "Grantee" or "Holder"), whose address is 1320 Ridder Park, San Jose, California 95131.

The Environmental Protection Agency, Region III, whose address is 1650 Arch Street, Philadelphia, PA 19103 (hereinafter referred to as the "**EPA**") also joins in this Environmental Covenant.

This Environmental Covenant is executed pursuant to the Virginia Uniform Environmental Covenants Act, § 10.1-1238 et seq. of the Code of Virginia ("**UECA**"), and the EPA shall be the ("**Agency**") as defined therein. This Environmental Covenant subjects the Property identified in Paragraph 1 to the activity and use limitations in this document.

1. Property Affected. The Owner's property affected ("**Property**") by this Environmental Covenant is part of the former Lucent Technologies Richmond Works facility ("**Former Lucent Facility**") located at 4487 South Laburnum Avenue, Richmond, Virginia 23231. The Property is legally described on **Exhibit "A"** which is attached hereto and incorporated herein.

2. Description of Contamination and Remedy.

A. The Administrative Record pertaining to this Environmental Covenant is located at:

EPA, Region III
Land and Chemicals Division
RCRA File Room
1650 Arch Street
Philadelphia, Pennsylvania 19103

B. The Property is subject to the Corrective Action Program under the Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act (“**RCRA**”) of 1976, and the Hazardous and Solid Waste Amendments of 1984, 42 U.S.C. §§ 6901 et seq.

i. In approximately 1972, Western Electric Co., a division of American Telephone & Telegraph (“**AT&T**”) constructed a manufactured printed circuit board facility on the Former Lucent Facility. During its manufacturing operations, AT&T used and stored chlorinated solvents at the Former Lucent Facility.

ii. In 1986, during the repair of a fire main, AT&T discovered releases of chlorinated solvents at the Former Lucent Facility. The soil surrounding the fire main was excavated, pipes were replaced and a sump in the former solvent recovery area of the plant was repaired. In 1989, the large-scale storage and use of methylene chloride (“**MEC**”) and 1,1,1 trichloroethane (“**1,1,1-TCA**”) at the Former Lucent Facility was discontinued when it was discovered that the groundwater beneath the Former Lucent Facility was contaminated with various hazardous wastes which included MEC; 1,1,1-TCA; and 1,1-dichloroethane.

iii. Subsequently, on June 28, 1991, EPA issued a RCRA Record of Decision in which it selected a corrective measure for the Former Lucent Facility. EPA subsequently modified the selected corrective measure by three Explanations of Significant Differences issued on February 13, 1992, December 11, 1992 and May 16, 2011, respectively. EPA’s selected corrective measure for the Former Lucent Facility, including the Property, as modified, provides for the installation, operation and maintenance of a groundwater treatment system as well as implementation and maintenance of institutional controls which are described in Section 3, below.

iv. The groundwater treatment system is intended to contain and reduce the area of the contaminated groundwater plume (“**Plume**”) beneath the Former Lucent Facility, including the Property. EPA’s selected corrective measure, as modified, requires that the Plume be monitored by the collection of groundwater samples twice per year.

v. On September 24, 1996, EPA, under the authority of Section 3008(h) of RCRA, 42 U.S.C. Section 6928(h), issued an Initial Administrative Order, which became final on October 24, 1996 (“**Order**”), to Lucent Technologies, Inc. (“**Lucent**”), a wholly-owned subsidiary of AT&T. The Order requires Lucent to operate and maintain the groundwater remediation system.

vi. While Lucent remains the named Respondent under the Order, and is, therefore, responsible for complying with all terms and conditions of the Order, sometime in 1996, Lucent sold the Former Lucent Facility to Viasystems Technologies Corporation (“**Viasystems**”). Viasystems ceased manufacturing operations at the Former Lucent Facility sometime in June 2001. In February 2001, Lucent created a new company named Agere Systems Inc. (“**Agere**”). Agere contractually agreed to perform the operation and maintenance of the groundwater remediation system on behalf of Lucent. On April 2, 2007, Agere was acquired by LSI Corporation (“**LSI**”). As part of this acquisition, LSI agreed to continue the operation and maintenance of the groundwater remediation system on behalf of Lucent. Currently, LSI operates the groundwater

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remediation system under the oversight of EPA and the Virginia Department of Environmental Quality (“DEQ”).

3. Activity & Use Limitations.

A. The Property is subject to the following activity and use limitations, which shall run with the land and become binding on Owner and any successors, assigns, tenants, agents, employees, and other persons under its (their) control, until such time as this Environmental Covenant may terminate as provided by law:

i. The Property will not be used for residential purposes unless it is demonstrated to EPA that such use will not pose a threat to human health or the environment and EPA provides prior written approval for such use;

ii. The Property will not be used in a way that will adversely affect or interfere with the integrity and protectiveness of EPA’s selected corrective measure, including, but not limited to the groundwater treatment system and associated wells and piping;

iii. Groundwater underneath the Property will not be used for any purpose other than to implement the selected corrective measure, as modified, unless it is demonstrated to EPA that such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected corrective measure, as modified, and EPA provides prior written approval for such use;

iv. No new wells will be installed on the Property unless it is demonstrated to EPA that such wells are necessary to implement the selected corrective measure, as modified, and EPA provides prior written approval to install such wells.

B. The Property boundary is depicted on **Exhibit “B”** and a table of the geographic coordinates (in decimal degrees, WGC84) of the legal description of the Property on **Exhibit “C”**, both of which are attached hereto and incorporated herein.

4. Notice of Limitations in Future Conveyances. Each instrument hereafter conveying any interest in the Property subject to this environmental covenant shall contain a notice of the recorded location of its environmental covenant.

5. Access. In addition to any rights already possessed by EPA, DEQ, and the Holder, this Environmental Covenant grants to EPA, DEQ, the Holder, and their successors, assigns, and contractors a right of reasonable access to the Property in connection with implementation, inspection, or enforcement of this Environmental Covenant and for the purposes of conducting and/or overseeing the work required by the 2013 Administrative Order on Consent, RCRA-03-2013-0105CA, or any amendments thereto, entered into by EPA and LSI Corporation under Section 3008(h) of RCRA, 42 U.S.C. Section 6928(h). Holder agrees to avoid to the extent practicable any interference with ongoing business activities on the Property and shall at its sole cost repair any damage to the Property resulting from Holder’s activities pursuant to this right of access.

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6. Recording, Proof and Notification.

A. Within ninety (90) days after the date of the Agency's approval of this Environmental Covenant the Owner shall record or cause to be recorded this Environmental Covenant in the Clerk of the Circuit Court of Henrico County, Virginia. The Owner shall likewise record or cause to be recorded any amendment, assignment, or termination of this Environmental Covenant with the applicable Clerk(s) of the Circuit Court within ninety (90) days of its execution. Any Environmental Covenant, amendment, assignment, or termination recorded outside of these periods shall be invalid and of no force and effect.

B. Owner shall send a file-stamped copy of the recorded Environmental Covenant, and of any amendment, assignment, or termination, to the Holder, EPA and DEQ, within sixty (60) days of recording. Within that time period, the Owner also shall send a file-stamped copy to the chief administrative officer of each locality in which the Property is located, any persons who are in possession of the Property who are not the Owner(s), any signatories to this Environmental Covenant not previously mentioned, and any other parties to whom notice is required pursuant to the UECA.

C. Within thirty (30) calendar days after the transfer of the Property or a portion thereof, the then current owner of the Property shall submit to EPA and DEQ, written notification of such transfer.

- i. Notices required to be sent to EPA shall be sent to:

Land and Chemicals Division
Office of Remediation (3LC20)
U.S. EPA Region III
1650 Arch Street
Philadelphia, PA 19103

- ii. Notices required to be sent to DEQ shall be sent to:

Department of Environmental Quality
Office of Remediation Programs
629 East Main Street
Richmond, Virginia 23218


7. Termination or Amendment. This Environmental Covenant is perpetual and runs with the land unless terminated or amended (including assignment) in accordance with UECA.

8. Enforcement of Environmental Covenant. This Environmental Covenant shall be enforced in accordance with § 10.1-1247 of the Code of Virginia.

BK5450761992

SIGNED:

GRANTOR (All Fee Simple Owners)

August 24, 2015
 Date _____ By (signature): 
 Name (printed): Dave Waechter
 Title: Senior Director – Asset Management

STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 24th day of August, 2015, before me, the undersigned officer, personally appeared Dave Waechter who ^{him} acknowledged ~~herself~~ to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that ~~she~~ ^{he} freely executed the same for the purposes therein contained as the Senior Director – Asset Management, GMRI, Inc., a Florida corporation, for and on behalf of said corporation.

In witness whereof, I hereunto set my hand and official seal.



SONIA SADDLER
 MY COMMISSION # FF 038932
 EXPIRES: August 9, 2017
 Bonded Thru Budget Notary Services


 Notary Public

My commission expires:

Registration #:

BK5450PG1993

HOLDER

October 5, 2015

LSI Corporation, a Delaware corporation

Date

By (signature):

Anthony E. Maslowski

Name (printed):

Anthony E. Maslowski

Title:

President + Secretary

STATE OF)

COUNTY OF)

On this ___ day of _____, 2015, before me, the undersigned officer, personally appeared _____, who acknowledged herself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that she freely executed the same for the purposes therein contained as the (Title) _____, LSI Corporation, a Delaware corporation, for and on behalf of said corporation.

In witness whereof, I hereunto set my hand and official seal.

see attached

Notary Public

My commission expires:

Registration #:

BK5450PG1994

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California }

County of Santa Clara }

On October 5, 2015, before me, Virginia A. Mutoza, notary public, personally appeared Anthony E. Maslowski, who proved to me on the basis of satisfactory evidence to be the person(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 authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

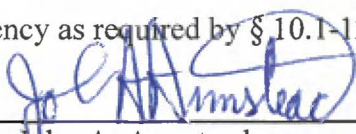

Virginia A. Mutoza, Notary Public

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APPROVED by the Environmental Protection Agency as required by § 10.1-1238 et seq. of the Code of Virginia.

Date

By (signature):



Name: John A. Armstead

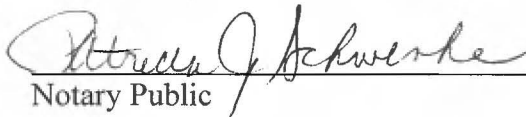
Title: Director, Land and Chemicals Division
EPA, Region III

STATE OF Pennsylvania

COUNTY OF Philadelphia

On this 14th day of November 2015, before me, the undersigned officer, personally appeared John A. Armstead, who acknowledged him/herself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that he/she freely executed the same for the purposes therein contained as the representative of the Environmental Protection Agency, an executive agency of the government of the United States.

In witness whereof, I hereunto set my hand and official seal.


Notary Public

My commission expires: Aug. 14, 2018

Registration #:

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
PATRICIA J. SCHWENKE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires August 14, 2018

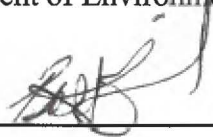


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SEEN AND RECEIVED by the Virginia Department of Environmental Quality as required by § 10.1-1238 et seq. of the Code of Virginia.

Date 10/22/15

By (signature):



Name: Brett E. J. L. W.

Title: Team Lead RCRA CA

BK5450PG1997

Exhibit A - Legal Description

SCHEDULE A

OUTPARCEL 8
Being a portion of
LABURNUM INVESTMENTS, LLC
(Deed Book 4185 Page 1319)
Varina Magisterial District
Henrico County, Virginia

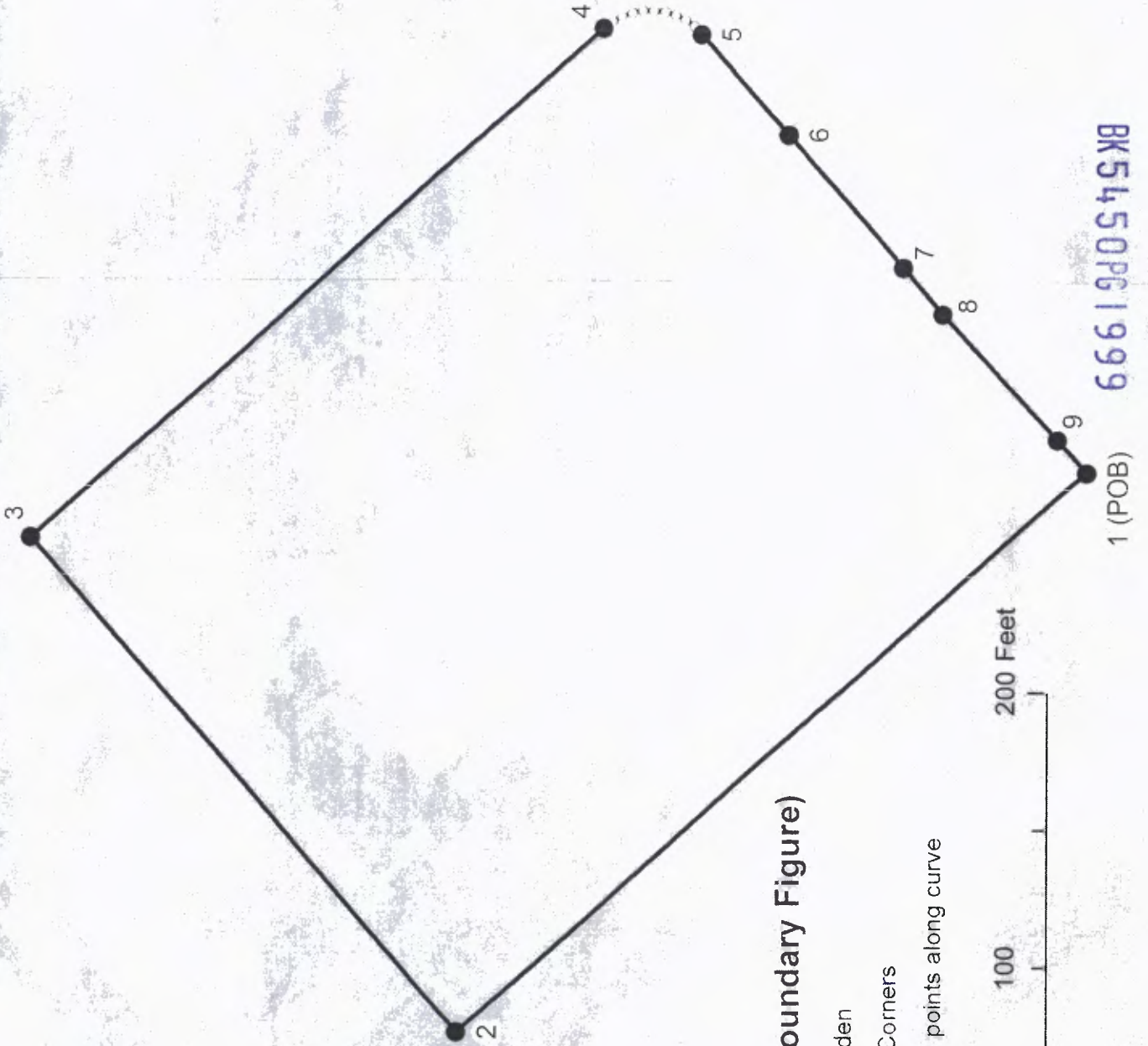
ALL THAT certain piece or parcel of land lying and being in Varina Magisterial District, Henrico County, Virginia, and being more particularly described as follows:

BEGINNING FOR THE SAME at a remote point at the intersection of the eastern right-of-way line of South Laburnum Avenue (a variable width right-of-way) and the northern right-of-way line of Audubon Drive (a 60' right-of-way); thence departing said intersection and running so to cross a portion of Laburnum Investments, LLC (DB. 4185 PG. 1319) the following:




- 1.) North 33°02'47" West, 667.36 feet to a scribe mark, being the TRUE POINT OF BEGINNING thence continuing to cross and include a portion of Laburnum Investments, LLC the following nine (9) courses:
- 2.) North 41°11'07" West, 307.24 feet to a Iron Pipe; thence
- 3.) North 48°48'53" East, 240.00 feet to a PK Nail; thence
- 4.) South 41°11'07" East, 279.26 feet to a Scribe Mark; thence
- 5.) 40.84 feet along the arc of a curve to the right with a Radius of 26.00 feet, a Delta Angle of 90°00'00" and having a Chord Bearing and Distance of South 03°48'53" West, 36.77 feet to a Scribe Mark; thence
- 6.) South 48°48'53" West, 48.75 feet to a Scribe Mark; thence
- 7.) South 48°48'39" West, 64.00 feet to a PK Nail; thence
- 8.) South 48°49'30" West, 22.53 feet to a Scribe Mark; thence
- 9.) South 46°59'53" West, 62.76 feet to a Scribe Mark; thence
- 10.) South 48°49'34" West, 16.00 feet to the POINT OF BEGINNING and containing 73,212 square feet or 1.6807 acres of land.

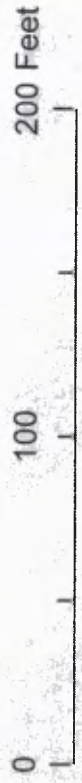
BK 5450 PG 1998

Olive Garden #1827
East Richmond, VA
Parcel # 815-717-1615



**Exhibit B
(Property Boundary Figure)**

-  Olive Garden
-  Property Corners
-  Additional points along curve



BK5450PG1999 6661910575XB



Exhibit C - Property Boundary Coordinates

Olive Garden

Decimal Degrees, WGS84

Longitude	Latitude	Point_ID
-77.3540539	37.5257230	1 (POB)
-77.3547420	37.5263646	2
-77.3541127	37.5267927	3
-77.3534873	37.5262095	4
-77.3534790	37.5262004	along curve
-77.3534726	37.5261905	along curve
-77.3534683	37.5261798	along curve
-77.3534661	37.5261687	along curve
-77.3534661	37.5261575	along curve
-77.3534683	37.5261465	along curve
-77.3534726	37.5261358	along curve
-77.3534790	37.5261258	along curve
-77.3534873	37.5261168	along curve
-77.3534972	37.5261088	5
-77.3536250	37.5260219	6
-77.3537928	37.5259077	7
-77.3538519	37.5258675	8
-77.3540119	37.5257515	9
-77.3540539	37.5257230	1 (POB)

BK5450PG2000

INSTRUMENT # 201600003523
RECORDED IN THE CLERK'S OFFICE OF
HENRICO COUNTY ON
FEBRUARY 10, 2016 AT 02:07PM

HEIDI S. BARSHINGER, CLERK
RECORDED BY: ICJ