

Rosann

**WOODS ROGERS** <sup>P</sup><sub>LC</sub>  
ATTORNEYS AT LAW

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June 1, 2009

Mr. Gregg R. Nivala  
ITT Corporation  
7635 Plantation Road  
Roanoke, VA 24019

**Re: Declaration of Restrictive Covenants on Roanoke County Property**

Dear Mr. Nivala:

Enclosed is the Original recorded Declaration of Restrictive Covenants along with the Clerk's recording receipt. This document was recorded in the Clerk's Office of the Circuit Court of Roanoke County on April 10, 2009 at 3:20 p.m.

Yours truly,

WOODS ROGERS PLC

*Glenda F. Howell*  
Glenda F. Howell  
Paralegal

Enclosures

This instrument prepared by:  
Woods Rogers PLC (DFLJr.)  
P. O. Box 14125  
Roanoke, Va 24038-4125

Tax Map Nos. 27.06-05-15.00-0000; 27.06-05-14.10-0000; and 27.10-09-03.00-0000

### DECLARATION OF RESTRICTIVE COVENANTS

THIS DECLARATION is made this 25<sup>th</sup> day of March, 2009, by ITT CORPORATION, an Indiana corporation, successor to INTERNATIONAL TELEPHONE AND TELEGRAPH CORPORATION ("Declarant"), to be indexed as both Grantor and Grantee;

### WITNESSETH THAT:

Declarant is the owner of those certain parcels of land situate in the County of Roanoke, Virginia, and more particularly described in Schedule A attached to this instrument (collectively, "the Property"), and has satisfactorily fulfilled the requirements of the United States Environmental Protection Agency ("the EPA") with respect to certain environmental remediation issues involving the Property. In connection with its plan of institutional controls for the future use of the Property, and pursuant to requirements of the EPA, Declarant has agreed to execute and record this instrument, establishing certain irrevocable restrictive covenants governing the use of the Property in order to protect human health and the environment.

Now, therefore, in consideration of the premises, Declarant does hereby DECLARE that the Property is, and shall henceforth be, subject to the following restrictions, which shall be covenants running with the title to the Property, binding on Declarant and on the successors and assigns of Declarant:

(1) The Property shall not be used for any purpose other than the "Industrial Uses" from time to time defined in and permitted under the Zoning Ordinance of Roanoke County, Virginia.

(2) No excavation shall be performed on the Property until (i) it has been determined, from reports filed with the EPA or of the Virginia Department of Environmental Quality, whether the area to be excavated is within the area which has been the subject of Declarant's environmental remediation activities, and (ii), if so, appropriate measures have been taken to assure that no release of hazardous materials or substances results from or occurs in connection with such excavation.

This Declaration of Restrictive Covenants shall be irrevocable and may be modified or released only by written instrument signed by the EPA or its successor agency, acknowledging a showing by Declarant or its successor or assign that there has been a change of circumstances sufficient to justify modification or release.

WITNESS the signature and seal of the Declarant, affixed by its duly-authorized officer, as of the day and year first written above:

ITT CORPORATION (SEAL)

By Kathleen S. Stolar  
Its Vice President, Secretary & Associate General Counsel

STATE OF New York )  
 ) To-wit:  
CITY/COUNTY OF Westchester

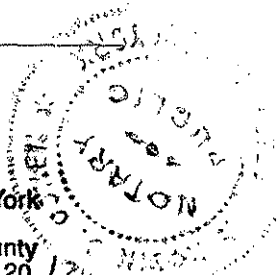
The foregoing instrument was acknowledged before me, the undersigned notary public, in my jurisdiction aforesaid, this 25<sup>th</sup> day of March, 2009, by Kathleen S. Stolar, Vice President of ITT Corporation, an Indiana corporation, on behalf of the corporation.

R. D. Cohen  
Notary Public

Notary Registration No.: \_\_\_\_\_

My commission expires: \_\_\_\_\_

R. D. Cohen  
ROBIN D. COHEN  
Notary Public, State of New York  
No. 01CO6103752  
Qualified in Westchester County  
Commission Expires January 12, 20 12



Schedule A

Description of the Property

Situate in Roanoke County, Virginia:

Parcel 1 (Tax Map No. 27.06-05-15.00-0000)

Beginning at the intersection of the north line of U.S. Highway No. 11 (also known as Lee Highway) and the easterly line of Virginia Secondary Highway No. 601 (locally known as the Cove Road); thence with the easterly line of the latter road the following courses and distances: N. 18 degs. 53' W. 91.8 feet; N. 40 degs. 53' W. 209.8 feet; N. 38 degs. 14' W. 313.4 feet; N. 32 degs. 28' W. 107.6 feet; N. 23 degs. 02' W. 547.8 feet; and N. 16 degs. 44' W. 354.6 feet to the actual place of Beginning, situate on the east side of Virginia Secondary Highway No. 601 at a corner of the property of Vernon N. Crawford et al.; thence leaving the beginning point and along the easterly side of Secondary Road No. 601, N. 18 degs. 42' W. 777.2 feet to a point on the south line of a 20-foot wide private road; thence with the south line of the road N. 69 degs. 22' E. 973.5 feet to a point on the line of O. H. Huffman et al.; thence with Huffman's line S. 32 degs. 12' E. 698.8 feet to a point in the same; thence leaving Huffman's line, partly with a new division line and partly with Crawford's line, S. 64 degs. 45' W., passing a corner of Crawford at 802.9 feet, in all a distance of 1143.75 feet to the place of Beginning;

Containing 17.788 acres according to a survey made by David Dick, S.C.E., dated May 22, 1958, revised June 6, 1958, a copy of which is recorded with the deed hereinafter referred to;

Less and except the strip of land ten (10) feet in width and 777.2 feet in length along the easterly line of Virginia Secondary Highway No. 601 as it existed on June 17, 1958, as the strip is more particularly described in the deed hereinafter referred to;

Being the same property conveyed to International Telephone and Telegraph Corporation by Roanel Corp. by Deed dated August 30, 1977, recorded in the Clerk's Office of the Circuit Court of Roanoke County, Virginia, in Deed Book 1074, page 263.

LESS AND EXCEPT (1) a parcel containing 5.866 acres conveyed to The Industrial Development Authority of Roanoke County, Virginia, by deed from International Telephone and Telegraph Corporation dated March 28, 1978, recorded in the aforesaid Clerk's Office in Deed Book 1088, page 498; and (2) a parcel conveyed to the Commonwealth of Virginia for Route 115 by deed from ITT Corporation dated July 12, 1984, recorded in the aforesaid Clerk's Office in Deed Book 1213, page 487.

Parcel 2 (Tax Map No. 27.06-05-14.10-0000)

Lot A, containing 8.7995 acres, lying on the south side of Lila Drive (a private road) east of its intersection with Plantation Road, as shown on "Resubdivision Plat for ITT Industries, Inc." dated October 12, 2005, made by Caldwell White Associates, and recorded in the Clerk's Office of the Circuit Court of the County of Roanoke, Virginia, in Plat Book 29, page 136.

Being the same property (1) conveyed to International Telephone and Telegraph Corporation by The Industrial Development Authority of Roanoke County, Virginia, by Deed dated February 18, 1988, recorded in the aforesaid Clerk's Office in Deed Book 1284, page 336; and (2) conveyed to ITT Industries, Inc. by Raymond B. Huffman and Hazel H. Huffman by Deed dated October 20, 2005, recorded in the aforesaid Clerk's Office as Instrument No. 200518148.

Parcel 3 (Tax Map No. 27.10-09-03.00-0000)

New Tract "A1," containing 4.8423 acres, as shown on "Plat Showing New Tract "A1," dated March 3, 1989, made by Lumsden Associates, P.C., and recorded in the Clerk's Office of the Circuit Court of the County of Roanoke, Virginia, in Plat Book 11, page 126.

Being the same property conveyed to ITT Corporation by ITT Industries Sarl by Deed dated December 19, 2007, recorded in the aforesaid Clerk's Office as Instrument No. 200719361.

INSTRUMENT #2008904727  
RECORDED IN THE CLERK'S OFFICE OF  
ROANOKE COUNTY ON  
APRIL 10, 2009 AT 03:20PM

STEVEN A. MCGRAW, CLERK  
RECORDED BY: FRS



OFFICIAL RECEIPT  
ROANOKE COUNTY CIRCUIT COURT  
DEED RECEIPT

DATE: 04/10/09 TIME: 15:21:12 ACCOUNT: 161CLR200904727 RECEIPT: 09000008723  
CASHIER: FRS REG: R068 TYPE: REST PAYMENT: FULL PAYMENT  
INSTRUMENT : 200904727 BOOK: PAGE: RECORDED: 04/10/09 AT 15:20  
GRANTOR: ITT CORPORATION EX: N LOC: CO  
GRANTEE: INTERNATIONAL TELEPHONE & TELEGRAPH CORPORATION EX: N PCT: 100%  
AND ADDRESS : ROANOKE COUNTY  
RECEIVED OF : WOODS ROGERS  
CHECK: \$21.00 211537  
DESCRIPTION 1: RESTRICTIONS PAGES: 4 O/P 0  
2: NAMES: 0  
CONSIDERATION: .00 A/VAL: .00 MAP:  
PIN:  
301 DEEDS 14.50 145 VSLF 1.50  
106 TECHNOLOGY TRST FND 5.00  
TENDERED : 21.00  
AMOUNT PAID: 21.00  
CHANGE AMT : .00

CLERK OF COURT: STEVEN A. MCGRAW

RECEIPT COPY 1 OF 2