

# **EXHIBIT**

**D**

47780015090

THIS INDENTURE, made the 24th day of June  
nineteen hundred and seventy-seven, between ALLIED CHEMICAL  
CORPORATION, a New York corporation having its principal  
office at Columbia Road and Park Avenue, Morris Township,  
New Jersey, party of the first part; and BUFFALO COLOR COR-  
PORATION, a Delaware corporation having a place of business  
at 340 Elk Street, Buffalo, New York,  
party of the second part.

W I T N E S S E T H :

THAT the party of the first part, in consideration of  
TEN (\$10.00) DOLLARS and other good and valuable consideration  
paid by the party of the second part, does hereby grant and  
release unto the party of the second part, the successors and  
assigns of the party of the second part forever,

ALL those certain plots, pieces or tracts of land, with  
the buildings and improvements thereon erected, situate, lying  
and being in the City of Buffalo, County of Erie and State of  
New York, more particularly described in Exhibit A attached  
hereto and made a part hereof.

TOGETHER WITH a permanent, non-exclusive easement for  
the benefit of Tract F, 25.91 feet in width contiguous to  
and extending the length of the eastern-most line of Tract F,  
for the purpose of installing, maintaining, replacing and  
removing utility lines to service Tract F. All costs of  
installation, repairs, maintenance or removal of such utilities  
shall be at the sole cost and expense of Grantee, and Grantee  
shall indemnify and hold Grantor, its successors and assigns,  
harmless from and against any and all claims by any person

RECEIVED  
S. J. ...  
REAL ESTATE  
JUN 30 1977  
TRANSFER TAX  
ERIE  
COUNTY

BOOK 8524 PAGE 441

LINE 8524 USE 442

- 2 -

arising out of Grantee's exercise of any rights herein granted.

Grantee shall exercise the rights granted hereby only in such manner as to not unreasonably interfere with the operations or rights of Grantor or others in the easement area, and shall promptly restore the surface of the easement area to its condition previous to the exercise of any such rights upon completion of their exercise.

RESERVING TO THE GRANTOR, its successors and assigns, a permanent easement 10 feet in width over, under, upon and across Tract F, as shown on the drawing attached hereto and marked "Schedule B" for the maintenance, repair and replacement of sewer lines between Elk Street and lands retained by Grantor, together with reasonable rights of ingress and egress across lands of Grantee necessary for the exercise of the rights reserved herein.

ALSO RESERVING to the Grantor, its successors and assigns an easement over, under, upon and across that portion of Tract E described as follows:

BEGINNING at the point of intersection of the northerly line of former Prenatt Street with the easterly line of former Maurice Street and running thence northerly along the easterly line of former Maurice Street a distance of 144.0 feet to a point, and running thence westerly at right angles to the line of former Maurice Street a distance of 25.0 feet to a point, and running thence, southerly on a course parallel to the side line of former Maurice Street a distance of 164.0 feet to the lands of Buffalo Creek Railroad, and running thence easterly along land of Buffalo Creek Railroad and parallel to the second course a distance of 25.0 feet to a point and running thence, northerly and parallel to the third course herein, a distance of 20.0 feet to the point and place of BEGINNING.

For the purpose of constructing, operating and maintaining a pipebridge, effluent line and monitoring facilities, together with reasonable rights of ingress and egress to the easement

area through the bed of former Maurice Street from Elk Street.  
Grantor shall indemnify and hold Grantee harmless from  
and against any and all claims arising out of Grantor's  
exercise of the rights herein reserved.

This conveyance is subject to:

- (a) Easement Agreement between Grantor and the City of Buffalo recorded in Liber 6930 of Deeds at Page 220, amended in Liber of Deeds 7309 at Page 393 and in Liber of Deeds 7309 at Page 489, affecting Tracts A, B, C, D and G.
- (b) Rights reserved to the Erie Railroad Company and the Lehigh Valley Railroad Company in deed recorded in Liber 4272 of Deeds at Page 527, affecting Tract D.
- (c) Conditions, obligations and reservations with respect to right of way as set forth in Liber 1454 of Deeds at Page 106, affecting Tract D.
- (d) Rights of the City of Buffalo with respect to utilities in, above and below surface of former Maurice Street, affecting Tract E.
- (e) Easement granted to Niagara-Mohawk Power Corporation recorded in Liber of Deeds 7724 at Page 149, affecting Tract E.
- (f) Easement granted to Onondaga County Industrial Development Agency recorded in Liber 8239 at Page 351, affecting Tract E. Grantor represents that this easement was created in error, it having been the intention of Grantor and the Development Agency to create an easement on other lands of Grantor south of Tract E. Grantor represents and warrants to Grantee that it shall take reasonable efforts to secure the discharge or release of the above-mentioned easement by the Onondaga County Industrial Development Agency, and that if successful, Grantor will, at its cost and expense, record the instrument of discharge or release.
- (g) Rights of ingress and egress granted to Buffalo Creek Railroad by unrecorded easement dated January 30, 1956 affecting Tract G.
- (h) Possible encroachments by City of Buffalo by virtue of viaducts and retaining walls as shown on surveys of Ray L. Sonnenberger, Land Surveyor, dated December 31, 1976 and April 5, 1977, affecting Tracts B, C and E.
- (i) Lien of 1977-1978 city taxes not yet due and payable.

TOGETHER with all right, title and interest, if any, of the party of the first part 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 encumbered in any way whatever, except as aforesaid.

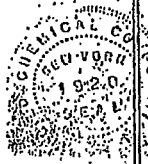
AND the party of the first part, in compliance with Section 13 of the Lien Law, covenants that the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of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

ATTEST:

ALLIED CHEMICAL CORPORATION



*J. S. G. ...*  
Secretary

By *[Signature]*  
President  
Specialty Chemicals Division



STATE OF NEW JERSEY )  
 ) ss.:  
COUNTY OF MORRIS )

On the 24<sup>th</sup> day of June, in the year nineteen hundred seventy-seven, before me personally came Richard C. Ashley to me known, who, being by me duly sworn, did depose and say that he resides in 70 Arrowhead Way, Darien, Connecticut; that he is President, Specialty Chemicals Division of ALLIED CHEMICAL CORPORATION, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation and that he signed his name thereto by like order.

*Carolyn R. Everett*

CAROLYN R. EVERETT  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Aug. 10, 1977

SCHEDULE B  
BUFFALO CREEK RAILROAD

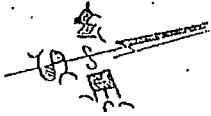
LINE 8524 FILE 446

73'.87  
N. 26° 19' 10" E.  
TRACK  
FENCE

BRICK BUILDING

BUFFALO COLOR  
CORPORATION

SCALE: 1" = 40'



ALLIED CHEMICAL CORPORATION

PIPE BRIDGE  
BASEMENT AREA  
BLACKTOP ROAD  
FENCE

ELK

AREA = 1.262 ± Acres

347'.07 576° 20' 50" E.

PIPE BRIDGE

12.0 NORTH  
61.19  
CONCRETE BLOCK BU  
CONCRETE WALK  
HOSE HOUSE

517'.14  
N. 76° 17' 40" W.  
ABUTMENT

BRICK

253'.50  
5.76  
POST

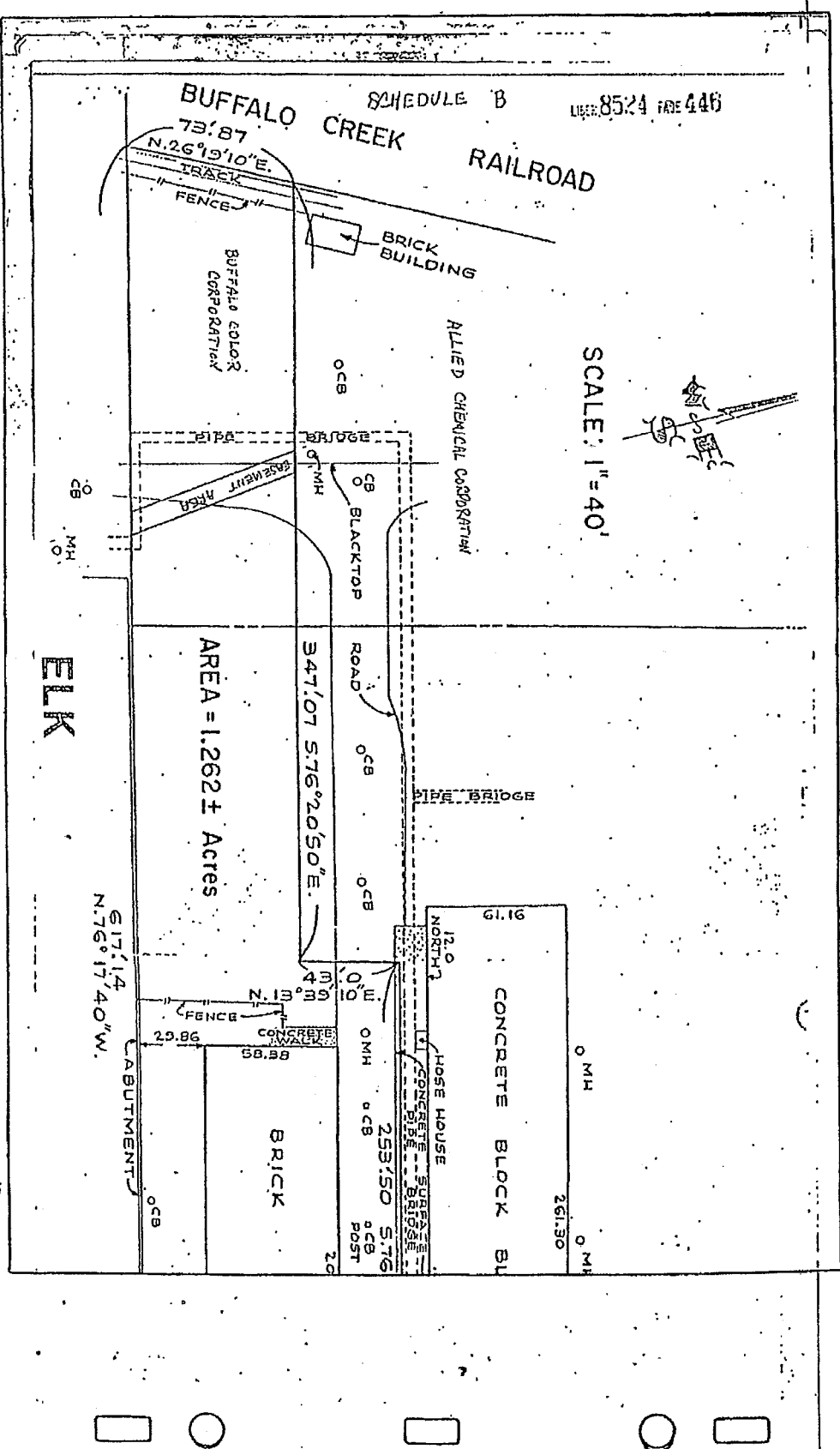


EXHIBIT A

To Purchase Agreement between ALLIED CHEMICAL CORPORATION and BUFFALO COLOR CORPORATION Containing a Description of Real Property to be Conveyed by ALLIED CHEMICAL CORPORATION to BUFFALO COLOR CORPORATION Together With a Listing of Liens, Encumbrances and Other Matters Affecting Title Thereto.



Tract A

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lots Nos. 177 and 178, Township 10, Range 8 of the Buffalo Creek Reservation and part of The Bed of The Buffalo River, bounded and described as follows:

BEGINNING at the intersection of the southerly line of South Park Avenue with the easterly line of lands of Buffalo Creek Railroad; thence south  $51^{\circ} 04' 00''$  East and along the southerly line of South Park Avenue, 693.64 feet; thence south  $43^{\circ} 22' 10''$  East, 50.02 feet to the Buffalo River Improvement Channel; thence south  $58^{\circ} 17' 30''$  West and along said Channel, 107.28 feet; thence south  $49^{\circ} 51' 37''$  West and still along said Channel, 653.75 feet; thence south  $35^{\circ} 01' 00''$  West and still along said Channel, 1.75 feet to the northerly line of lands of Erie Lackawanna Railroad; thence north  $54^{\circ} 54' 48''$  West and long the northerly line of lands of Erie Lackawanna Railroad, 412.84 feet to the lands of Buffalo Creek Railroad; thence north  $26^{\circ} 20' 52''$  East and along the lands of Buffalo Creek Railroad, 223.63 feet; thence south  $51^{\circ} 04' 00''$  East, 2.05 feet; thence north  $26^{\circ} 20' 52''$  east and along the lands of Buffalo Creek Railroad, 574.81 feet to the point or place of beginning.

Tract B

Parcel 1

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lot No. 135, Township 10, Range 8 of the Buffalo Creek Reservation, bounded and described as follows, to-wit:

BEGINNING at the point of intersection of the southwesterly line of Prenatt Street with the northwesterly line of Lee Street; running thence southwesterly and along the northwesterly line of Lee Street 707.81 feet to the northeasterly line of Abbott Road; thence northwesterly along the northeasterly line of Abbott Road; 158 feet to the northwesterly line of Lot No. 135; running thence north-easterly and along the northwesterly line of Lot No. 135, 674.91 feet to the southwesterly line of Prenatt Street thence southeasterly along the southwesterly line of Prenatt Street 161.72 feet to the northwesterly line of Lee Street, at the point or place of beginning.

Parcel 2

ALL THAT OTHER CERTAIN PIECE OR PARCEL OF LAND, situate, lying and being in the City of Buffalo, County of Erie and State of New York, being a part of Lot No. 136, in Township 10, Range 8 of Lovejoy and Emslie's survey of a part of the Buffalo Creek Indian Reservation, bounded and described as follows:

BEGINNING at the intersection of the easterly line of said Lot No. 136 with the southerly line of Prenatt

Street, said intersection being 334.65 feet easterly, measured along said southerly line of Prenatt Street, from the easterly line of the Buffalo Creek Railroad Company's right-of-way; thence southerly along said easterly line of Lot No. 136 to the northerly line of Abbott Road; thence westerly, along said northerly line of said Abbott Road, 190 feet to a point; thence northerly, on a line parallel to the easterly line of Lot No. 136, 400 feet to a point; thence northeasterly, on a line deflecting to the right from the line last described, north  $73^{\circ} 35'$  East, 330.88 feet to the place of beginning.

Parcel 3

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being parts of Lots Nos. 136 and 139, Township 10, Range 8 of the Buffalo Creek Reservation and further bounded and described as follows:

BEGINNING at a point in the south line of former Prenatt Street 161.72 feet westerly from the intersection of the south line of former Prenatt Street with the west line of Lee Street; thence westerly along the south line of former Prenatt Street 255.44 feet; thence southerly along a line making an angle of  $89^{\circ} 37'$  in the southeast quadrant with the last described line 233.71 feet; thence northeasterly in a straight line 345.06 feet to the point of beginning.

Tract C

Parcel 1

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lots Nos. 134 and 137, Township 10, Range 8 of the Buffalo Creek Reservation, bounded and described as follows:

BEGINNING at the point of intersection of the southerly line of Elk Street with the westerly line of Lee Street; thence southerly along the westerly line of Lee Street, 709.59 feet more or less to the northerly line of Prenatt Street; thence westerly along the northerly line of Prenatt Street, 274.39 feet to the northeasterly line of lands conveyed to Buffalo Creek Railroad Company by Deed recorded in Liber 1364 of Deeds at page 538; thence northwesterly along the northeasterly line of lands so conveyed to Buffalo Creek Railroad Company by Deed aforesaid, 235.91 feet to lands conveyed to said Buffalo Creek Railroad Company by deed recorded in Liber 250 of Deeds at page 319; thence northerly along said line of Buffalo Creek Railroad Company's land as conveyed by Deed recorded in Liber 250 of Deeds at page 319, 299.93 feet; thence north  $26^{\circ} 34' 36''$  East, 150.99 feet to the southerly line of Elk Street; thence easterly along the southerly line of Elk Street, 365.11 feet more or less to the point or place of beginning.

Parcel II

ALSO ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lot No. 137, Township 10, Range 8 of the Buffalo Creek Reservation and further bounded and described as follows:

BEGINNING at a point in the north line of former Prenatt Street 274.39 feet westerly from the intersection of the north line of former Prenatt Street with the west line of Lee Street; thence westerly (First Course) along the north line of former Prenatt Street 5 feet; thence northwesterly (Second Course) along a line curving to the right having a radius of 330 feet a distance of 227.77 feet to a point in the west line of Lot No. 137 distant 155.13 feet northerly from the intersection of the west line of Lot No. 137 with the north line of former Prenatt Street; thence northerly along the west line of Lot No. 137, 10.87 feet; thence southeasterly in a straight line 235.91 feet to the point of beginning.

Parcel III

ALSO ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lot No. 137, Township 10, Range 8 of the Buffalo Creek Reservation and further bounded and described as follows:

BEGINNING in the north line of former Prenatt Street 324.45 feet westerly from the intersection of the north line of former Prenatt Street with the west line of Lee Street; thence northwesterly along a line curving to the right having a radius of 350 feet concentric with and 20 feet southwesterly measured radially from the second course of Parcel II above, a distance of 142.17 feet to the west line of Lot No. 137; thence southerly along the west line of Lot No. 137, 95.61 feet to the intersection of the west line of Lot No. 137 with the north line of former Prenatt Street; thence easterly along the north line of former Prenatt Street 84.94 feet to the point of beginning.

Tract D

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lot No. 17B Township 10, Range 8 of the Buffalo Creek Reservation and part of the bed of the Buffalo Creek bounded and described as follows:

BOUNDED northerly by the south line of lands conveyed to The New York Lackawanna and Western Railway Company by Deeds recorded in Erie County Clerk's Office in Liber 1416 and 1417 and 1454 of Deeds at pages 531, 540 and 106 respectively; on the northwest by the northwesterly line of lands conveyed to Allied Chemical & Dye Corporation by Deed recorded in Erie County Clerk's Office in Liber 4272 of Deeds at page 527; on the west, south and east by the lands of the Buffalo River Improvement Channel.

TOGETHER with a Right of Way for roadway over the following described premises:

BEGINNING at a point in the north line of lands conveyed by Deed recorded in Liber 1454 of Deeds at page 106, distant 10.5 feet easterly measured at right angles from the westerly line thereof; thence easterly along said northerly line, 30.35 feet to its intersection with a line drawn parallel with the easterly line of lands conveyed by Deed recorded in Liber 1454 of Deeds at page 106 and distant 9.5 feet westerly therefrom measured at right angles; thence southerly along a line drawn parallel with said easterly line, 136.59 feet to the southerly line of the lands conveyed by Deed recorded in Liber 1454 of Deeds at page 106; thence westerly along said southerly line 30.35 feet to a line drawn parallel with said westerly line of the lands conveyed by Deed recorded in Liber 1454 of Deeds at page 106 through the place of beginning; thence northerly along last mentioned parallel line 136.59 feet to the place of beginning.

ALSO ALL THAT TRACE OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lot No. 178, Township 10, Range 8 of the Buffalo Creek Reservation, bounded and described as follows:

BEGINNING at the intersection of the southeast line of land conveyed to The Buffalo Creek Railroad Company by deed recorded in Erie County Clerk's Office in Liber 294 of Deeds at page 62 with the northeast channel line of the Buffalo River Improvement, said channel line being parallel with and 328 feet northeast, measured at right angles, from the monumented Base Line for said Improvement; thence northeasterly along said southeast line of land conveyed to The Buffalo Creek Railroad Company 908.54 feet to a point in a prolongation northwesterly of the southwesterly face of a concrete pier supporting the overhead tracks of the Delaware, Lackawanna & Western Railroad Company; thence northwesterly at right angles 18 feet; thence southwesterly parallel with the aforementioned southeast line of The Buffalo Creek Railroad Company 895.94 feet to the aforementioned northeast channel line of the Buffalo River Improvement; thence southeasterly along the said channel line 21.97 feet to the place of beginning.

Tract E

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lots Nos. 133, 195 and 196 of the Buffalo-Creek Reservation, and more particularly bounded and described as follows:

BEGINNING at the intersection of the easterly line of Lee Street with the northerly line of former Prenatt Street; thence North  $13^{\circ} 38' 00''$  East and along the easterly line of Lee Street, 722.93 feet to the southerly line of Elk Street; thence South  $76^{\circ} 17' 40''$  East and along the

southerly line of Elk Street, 1091.47 feet to the westerly line of Orlando Street; thence south 13° 38' 00" west and along the westerly line of Orlando Street, 757 feet to the northerly line of former Prenatt Street; thence North 76° 17' 40" West and along the northerly line of former Prenatt Street, 938.50 feet to an angle therein; thence North 63° 44' 30" West and still along the northerly line of Prenatt Street, 29.60 feet; thence North 26° 15' 30" East, 30 feet; thence North 63° 44' 30" West, 96.69 feet; thence South 26° 15' 30" West, 30 feet to the northerly line of Prenatt Street; thence North 63° 44' 30" West and along the northerly line of Prenatt Street, 30.47 feet to the point or place of beginning.

Tract F

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lots Nos. 84 and 88, Township 10, Range 8 of the Buffalo Creek Reservation, and bounded and described as follows:

BEGINNING at a point in the northerly line of Elk Street distant 108.42 feet westerly from the intersection of the northerly line of Elk Street with the westerly line of Peabody Street; thence north 76° 17' 40" west and along the northerly line of Elk Street, 617.14 feet to the Buffalo Creek Railroad lands; thence north 26° 19' 10" east and along the Buffalo Creek Railroad lands, 73.87 feet; thence south 76° 20' 50" east, 347.07 feet; thence north 13° 38' 10" east, 43 feet; thence south 76° 20' 50" east, 253.50 feet; thence south 13° 28' 10" west, 115.65 feet to the point or place of beginning.

Tract G

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Buffalo, County of Erie and State of New York, being part of Lots Nos. 133-137 inclusive, and Lots Nos. 193-197 inclusive of the Buffalo Creek Reservation designated as that part of Prenatt Street, as a 66 foot street, running west from Babcock Street to lands conveyed to Buffalo Creek Railroad Company by deeds recorded in Erie County Clerk's Office in Liber 250 of Deeds at page 319 and in Liber 290 of Deeds at page 106, the said premises being more particularly bounded and described as follows:

PARCEL A

COMMENCING at the point of intersection of the northerly line of Prenatt Street with the westerly line of Babcock Street; running thence westerly along the northerly line of Prenatt Street to the easterly line of Lee Street; running thence southerly along the easterly line of Lee Street to the point of intersection of the easterly line of Lee Street with the southerly line of Prenatt Street; running thence easterly along the southerly line of Prenatt Street to the point of intersection of the southerly line of Prenatt Street with the westerly line of Babcock Street;

- 6 -  
running thence northerly along the westerly line of Babcock Street to the point or place of beginning; and

PARCEL B

COMMENCING at the point of intersection of the northerly line of Prenatt Street with the westerly line of Lee Street; running thence westerly along the northerly line of Prenatt Street to the westerly line of Lot 137 of the Buffalo Creek Reservation; running thence southerly along said westerly line of said lot to the southerly line of said Lot No. 137, said southerly line being also the northerly line of Lot No. 136 of the Buffalo Creek Reservation; thence westerly along said last mentioned line to the westerly line of said Lot No. 136; thence southerly along said westerly line of said Lot No. 136 to the southerly line of Prenatt Street; running thence easterly along the southerly line of Prenatt Street to its intersection with the westerly line of Lee Street; running thence northerly along the westerly line of Lee Street to the point or place of beginning.

EXCEPTING therefrom that portion of the above described premises conveyed to The Buffalo Creek Railroad Company by deed recorded in Liber 6040 of Deeds at page 437.

ALSO EXCEPTING therefrom all lands lying south of the south line of lands conveyed to The Buffalo Creek Railroad Company by deed recorded in Liber 6040 of Deeds at page 437 between the west line of Babcock Street and the east line of Lee Street.

LIBR. 8524 PAGE 454

JUN 30 12 38 PM '77

FILED  
ERIE COUNTY  
CLERK'S OFFICE

*Box 53* IMMEDIATE

✓ DEED

ALLIED CHEMICAL CORPORATION  
to  
BUFFALO COLOR CORPORATION

DATED: June 24, 1977

STATE OF NEW YORK  
ERIE COUNTY CLERK'S OFFICE

Recorded in Liber 8524 Page 454

of Deeds  
on the 30 day of June  
A. D. 1977 at 2:30 o'clock PM  
and examined.

*Lawrence M. Ferris*  
Clerk

MOOT, SPRAGUE, MARCY,  
LANDY, FERNBACH & SMYTHE  
TWO MAIN FLOOR  
BUFFALO, NEW YORK 14202

1-22.25-28