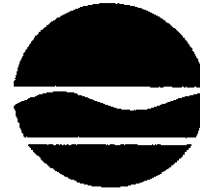


G. Desai

New York State Department of Environmental Conservation
Division of Environmental Enforcement
State Superfund and Voluntary Cleanup Practice Group
Eastern Field Unit
200 White Plains Road, 5th Floor
Tarrytown, New York 10591-5805
Telephone: (914) 332-1835
Fax (914)332-5116 (not for service of process)



John P. Cahill
Commissioner

AIRBORNE EXPRESS

November 6, 1997

Dominic J. Hanket, Esq.
Assistant General Counsel
Lockheed Martin Corporation
Burbank Program Office
2550 North Hollywood Way #305
Burbank, CA 91505

Re: Unisys Corporation Site #1-30-045
Order #W1-0787-96-12

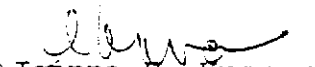
Dear Dan:

Enclosed is a fully executed Order on Consent providing for the development and implementation of a remedial program for OU-1 at the Unisys Corporation Site in the Village of Lake Success, Nassau County, Long Island. The Order was signed for the Department by Michael J. O'Toole, Jr. on October 29, 1997.

Pursuant to §L., the effective date of this Order is the date on which it was signed by the Commissioner or his designee. Thus, October 29, 1997 should be used to calculate the timing of all submissions and activities pursuant to this Order unless otherwise specifically stated.

Thank you for your courtesy and cooperation in this project. The Department anticipates working harmoniously with your client in the above remedial program.

Sincerely,


Jeanna E. Hussey
Senior Attorney

cc: G. Desai
V. Robbins, Esq.
E. Devine, EFUL

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the
Development and Implementation
of a Remedial Program for Operable Unit 1 of an
Inactive Hazardous Waste Disposal
Site, Under Article 27, Title 13,
and Article 71, Title 27 of the
Environmental Conservation Law
of the State of New York by

ORDER
ON
CONSENT
INDEX #
W1-0787-96-12

Lockheed Martin,
Respondent

Site Code #1-30-045

WHEREAS,

1. The New York State Department of Environmental Conservation (the "Department") is responsible for enforcement of Article 27, Title 13 of the Environmental Conservation Law of the State of New York ("ECL"), entitled "Inactive Hazardous Waste Disposal Sites." This Order is issued pursuant to the Department's authority under, inter alia, ECL Article 27, Title 13 and ECL 3-0301.
2. Lockheed Martin Corporation ("Respondent"), is a corporation organized and existing under the laws of the State of Maryland and is doing business in the State of New York. The Lockheed Martin Site, which is listed in the New York State Registry of Inactive Hazardous Waste Sites as "Unisys Corporation Site", is located at Marcus Avenue, in the Village of Lake Success, the Town of North Hempstead, State of New York, County of Nassau (the "Site"). Respondent is a successor in interest to the former owners and operators of a facility located at the Site; namely Unisys Corporation, the Loral Corporation, and the Lockheed Martin Tactical Systems, Inc., a formerly owned subsidiary of Lockheed Martin Corporation. A map of the Site is attached to this Order as Appendix A. Because of technical considerations, the Department divided this Site into two operable units. Operable Unit No. 1 ("OU-1") consists of the on-site project area. Operable Unit 2 ("OU-2") includes the off-site area.
3. The Department has determined that the Site is an inactive hazardous waste disposal site, as that term is defined at ECL 27-1301.2. The Site has been listed in the Registry of Inactive Hazardous Waste Disposal Sites in New York State as Site Number 1-30-045. The Department has classified the Site as a Classification "2" pursuant to ECL 27-1305.4.b.
4. A. Pursuant to ECL 27-1313.3.a. whenever the Commissioner of Environmental Conservation (the "Commissioner") "finds that hazardous wastes at an inactive hazardous waste disposal site constitute a significant threat to the environment, he may order the owner

of such site and/or any person responsible for the disposal of hazardous wastes at such site (i) to develop an inactive hazardous waste disposal site remedial program, subject to the approval of the Department, at such site, and (ii) to implement such program within reasonable time limits specified in the order."

B. Any person under order pursuant to ECL 27-1313.3.a has a duty imposed by ECL Article 27, Title 13 to carry out the remedial program committed to under order. ECL 71-2705 provides that any person who fails to perform any duty imposed by ECL Article 27, Title 13 shall be liable for civil, administrative and/or criminal sanctions.

C. The Department also has the power, inter alia, to provide for the prevention and abatement of all water, land, and air pollution. See, e.g., ECL 3-0301.1.i.

5. Following a period of public comment, the Department selected a final remedial alternative for OU-1 in a Record of Decision ("ROD"). The ROD for OU-1 is attached to this Order as Appendix "B," and is incorporated as an enforceable part of this Order.

6. The goals of this Order are for Respondent to (i) develop and implement, in accordance with the ROD for OU-1, an inactive hazardous waste disposal site remedial program ("Remedial Program") for the Site that shall include design and implementation, and operation, maintenance and monitoring of the selected remedial alternative; and (ii) reimburse the State's administrative costs. The Department anticipates issuing a ROD for OU-2, if any. It is expressly agreed by the Department and Respondent that this Order does not cover OU-2.

7. Respondent, without admitting or denying any of the Department's allegations and having waived Respondent's right to a hearing prior to the issuance of this Order as provided by law, and having consented to the issuance and entry of this Order, agrees to be bound by its terms. Respondent consents to and agrees not to contest the authority or jurisdiction of the Department to issue or enforce this Order, and agrees not to contest the validity of this Order or its terms. Nothing contained in this Order shall be construed to prohibit Respondent from defending against an allegation that it violated a specific requirement contained in this Order.

8. Nothing contained in this Order, nor Respondent's consent to the issuance of this Order, nor Respondent's compliance with this Order, shall be construed as an admission by Respondent. Respondent does not admit or deny any of the facts or conclusions of law contained in this Order. Respondent does not admit liability or violation of law to the Department or to any other governmental entity or third parties regarding any fact, responsibility or fault addressed in this Order except that Respondent agrees, in regard to the State, not to challenge data generated during the course of the RI/FS.

NOW, having considered this matter and being duly advised, IT IS ORDERED
THAT:

I. Remedial Design Contents

A. Within 180 days after the effective date of this Order, Respondent shall submit to the Department a remedial design to implement the remedial alternative selected by the Department in the ROD for OU-1 (the "Remedial Design"). The Remedial Design shall be prepared by and have the signature and seal of a professional engineer who shall certify that the Remedial Design was prepared in accordance with this Order.

B. The Remedial Design shall include the following:

1. A detailed description of the remedial objectives and the means by which each element of the selected remedial alternative will be implemented to achieve those objectives, including, but not limited to:

- a. the construction and operation of any structures;
- b. the collection, destruction, treatment, and/or disposal of hazardous wastes and substances and their constituents and degradation products, and of any soil or other materials contaminated thereby;
- c. the collection, destruction, treatment, and/or disposal of contaminated groundwater, leachate, and air;
- d. physical security and posting of the Site;
- e. quality control and quality assurance procedures and protocols to be applied during construction of the Department-approved Remedial Design; and
- f. monitoring which integrates needs which are present on-Site and off-Site during implementation of the Department-selected remedial alternative.

2. All documents for the Remedial Design including, but not limited to, plans and specifications, will be prepared, signed, and sealed by a professional engineer. These plans shall satisfy all applicable local, state and federal laws, rules and regulations;

3. A time schedule to implement the Remedial Design;

4. A Performance Analysis and Design Modification Plan to be used to monitor and evaluate the effectiveness of the constructed remedy and make changes, if needed, to improve the ability of the constructed remedy to achieve the remedial goals. The plan shall include the parameters, conditions, procedures, and protocols to determine the effectiveness of the Remedial Design, including a schedule for periodic sampling of groundwater monitoring wells on-Site and off-Site. The Plan shall include specific and

measurable performance criteria and steps to be taken if criteria are not met. This process shall include obtaining Department approval for any physical changes to the design of the remedy. The Performance Analysis and Design Modification Plan shall be implemented in accordance with the time frame provided in the Department-approved plan;

5. A description of operation, maintenance, and monitoring activities to be undertaken after the Department has approved construction of the Remedial Design, including the number of years during which such activities will be performed (where appropriate) and a specific description of the criteria to be used to decide when an operation of the remedy may be discontinued;

6. A contingency plan to be implemented if any element of the Remedial Design fails to achieve any of its objectives or otherwise fails to protect human health or the environment;

7. A health and safety plan for the protection of persons at and in the vicinity of the Site during construction and after completion of construction. This plan shall be prepared in accordance with 29 CFR 1910 by a certified health and safety professional; and

8. A citizen participation plan which incorporates appropriate activities outlined in the Department's publication, "New York State Inactive Hazardous Waste Citizen Participation Plan," dated August 30, 1988, and any subsequent revisions thereto, and 6 NYCRR Part 375.

C. Nothing in this Order shall be construed to require disclosure of any document protected by the attorney-client privilege or the privileges for attorney work product and material prepared in anticipation of litigation. Notwithstanding this provision, there shall be no such attorney work product, material prepared in anticipation of litigation or attorney-client privilege for data generated with respect to the Site. In the event Respondent asserts that any information is privileged, Respondent shall describe the information and the nature of the privilege asserted with sufficient clarity and particularity to place the Department on notice as to the basis of the claim.

II. Remedial Construction

A. Within 90 days after the Department's approval of the Remedial Design, Respondent shall commence construction of the Department-approved Remedial Design.

B. Respondent shall implement the Remedial Design in accordance with the Department-approved Remedial Design.

C. During implementation of all construction activities identified in the Remedial Design, Respondent or its consultant shall have on-Site a full-time representative who is

qualified to supervise the work done.

D. Within 60 days after completion of the construction activities identified in the Department-approved Remedial Design, Respondent shall submit to the Department a detailed post-remedial operation and maintenance plan ("O&M Plan"); "as-built" drawings and a final engineering report (each including all changes made to the Remedial Design during construction); and a certification that the Remedial Design was implemented and that all construction activities were completed in accordance with the Department-approved Remedial Design and were personally witnessed by him or her or by a person under his or her direct supervision. The O&M Plan, "as built" drawings, final engineering report, and certification must be prepared, signed, and sealed by a professional engineer.

E. Upon the Department's approval of the O&M Plan, Respondent shall implement the O&M Plan in accordance with the requirements of the Department-approved O&M Plan.

F. After receipt of the "as-built" drawings, final engineering report, and certification, the Department shall notify Respondent in writing whether the Department is satisfied that all construction activities have been completed in compliance with the Department-approved Remedial Design.

G. 1. If the Department concludes that any element of the Department-approved Remedial Program required to be implemented pursuant to this Order, namely, implementation of the remedial alternative selected in the ROD for OU-1 and implementation of the Department-approved submittals under this Order, fails to achieve its objectives or otherwise fails to protect human health or the environment, Respondent shall take whatever action the Department determines necessary to achieve those objectives or to ensure that the Remedial Program otherwise protects human health and the environment. Respondent can object to the Department's proposal to revise the Remedial Design intended to carry out the Remedial Alternative identified in the ROD for OU-1 pursuant to the dispute resolution procedures set forth in Subparagraph II.G.3. Nothing in this Order shall be construed to allow the consideration or resolution of any dispute regarding the ROD for OU-1 or any of its provisions.

2. During implementation of the Remedial Design, Respondent shall implement the Performance Analysis and Design Modification Plan to monitor and evaluate the effectiveness of the selected remedy. Respondent shall make changes if needed, to improve the ability of the selected remedy to achieve the remedial goals in accordance with the Performance Analysis and Design Modification Plan. Respondent shall obtain Department approval for any physical changes to the Remedial Design.

3. If Respondent disapproves of the Department's proposal to revise the Remedial Design intended to carry out the Remedial Program identified in the ROD for OU-1, Respondent shall within 10 calendar days of the Department's proposal, request to meet

with the Director of the Division of Environmental Remediation ("the Director") in order to discuss Respondent's objections. At this meeting, Respondent shall be given an opportunity to present its objections to the Department's proposals and the Director shall have the authority to modify and/or withdraw such proposal. Respondent shall modify the Remedial Design in accordance with the Director's specific comments, and shall submit a revised Remedial Design. If Respondent fails to modify the Remedial Design in accordance with the Director's specific comments, Respondent shall be in violation of this Order and the ECL.

The invocation of formal dispute resolution procedures under this Subparagraph II.G.3 shall not of itself extend, postpone or modify in any way any of Respondent's obligations under this Order, with respect to matters other than those the Department determines are dependent upon the disputed items, unless and until the Department agrees or a court determines otherwise.

III. Progress Reports

Respondent shall submit to the parties identified in Subparagraph XI.B in the numbers specified therein copies of written monthly progress reports that:

- A. describe the actions which have been taken toward achieving compliance with this Order during the previous month;
- B. include all results of sampling and tests and all other data received or generated by Respondent or Respondent's contractors or agents in the previous month, including quality assurance/quality control information, whether conducted pursuant to this Order or conducted independently by Respondent;
- C. identify all work plans, reports, and other deliverables required by this Order that were completed and submitted during the previous month;
- D. describe all actions, including, but not limited to, data collection and implementation of work plans, that are scheduled for the next month and provide other information relating to the progress at the Site;
- E. include information regarding percentage of completion, unresolved delays encountered or anticipated that may affect the future schedule for implementation of Respondent's obligations under the Order, and efforts made to mitigate those delays or anticipated delays;
- F. include any modifications to any work plans that Respondent has proposed to the Department or that the Department has approved; and
- G. describe all activities undertaken in support of the Citizen Participation Plan during the previous month and those to be undertaken in the next month. Respondent shall

submit these progress reports to the Department by the tenth day of every month following the effective date of this Order.

Respondent also shall allow the Department to attend, and shall provide the Department at least seven days advance notice of, any of the following: prebid meetings, job progress meetings, substantial completion meeting and inspection, and final inspection and meeting.

IV. Review of Submittals

A. 1. The Department shall review each of the submittals Respondent makes pursuant to this Order to determine whether it was prepared, and whether the work done to generate the data and other information in the submittal was done, in accordance with this Order and generally accepted technical and scientific principles. The Department shall notify Respondent in writing of its approval or disapproval of the submittal, except for the submittals discussed in Subparagraph I.B.7 and Paragraph III and shall make good faith efforts to give that notification within a reasonable time period of receipt of the submittal. All Department-approved submittals shall be incorporated into and become an enforceable part of this Order.

2. a. If the Department disapproves a submittal, it shall so notify Respondent in writing and shall specify the reasons for its disapproval. If within 10 days of receiving written notice of the Department's disapproval Respondent so requests, the Department will meet with Respondent to discuss the disapproval. Within 30 days after such meeting or if no meeting is requested within 30 days after receiving written notice that Respondent's submittal has been disapproved, Respondent shall make a revised submittal to the Department that addresses and resolves all of the Department's stated reasons for disapproving the first submittal.

b. After receipt of the revised submittal, the Department shall notify Respondent in writing of its approval or disapproval and shall specify the reasons for its disapproval. If the Department disapproves the revised submittal, unless Respondent requests an opportunity to respond to the Department's objections pursuant to the Dispute Resolution procedure contained in Subparagraph IV.C of this Order, Respondent shall be in violation of this Order and the Department may take any action or pursue whatever rights it has pursuant to any provision of statutory or common law. If the Department approves the revised submittal, it shall be incorporated into and become an enforceable part of this Order. Nothing in this Order shall be construed to allow the consideration or resolution of any dispute regarding the ROD or any of its provisions.

B. Subject to the Dispute Resolution procedure in Subparagraph IV.C, Respondent shall modify and/or amplify and expand a submittal upon the Department's direction to do so if the Department determines, as a result of reviewing data generated by an activity required under this Order or as a result of reviewing any other data or facts, that further work is necessary.

C. If the Department disapproves a revised submittal, Respondent shall be in violation of this Order unless, within 10 business days of receipt of the Department's written notice of disapproval, Respondent serves on the Department a request for an appointment of an Administrative Law Judge ("ALJ"), and a written statement of the issues in dispute, the relevant facts upon which the dispute is based, and factual data, analysis or opinion supporting its position, and all supporting documentation on which Respondent relies (hereinafter called the "Statement of Position"). The Department shall serve its Statement of Position, including supporting documentation no later than ten business (10) days after receipt of Respondent's Statement of Position. Respondent shall have ten (10) business days after receipt of the Department's Statement of Position within which to serve upon the Department a reply to the Department's Statement of position, and in the event Respondent serves such a reply, the Department shall have ten (10) business days after receipt of Respondent's reply to the Department's Statement of Position within which to serve upon Respondent the Department's reply to Respondent's reply to the Department's Statement of Position. In the event that the periods for exchange of Statements of Position and replies may cause a delay in the work being performed under this Order, the time periods may be shortened upon and in accordance with notice by the Department as agreed to by Respondent.

An administrative record of any dispute under this Subparagraph IV.C shall be maintained by the Department. The record shall include the Statement of Position of each party served pursuant to this Subparagraph IV.C, and any relevant information. The record shall be available for review by all parties and the public.

Upon review of the administrative record as developed pursuant to this Subparagraph IV.C, the ALJ shall issue a final decision and order resolving the dispute. Respondent shall revise the submittal in accordance with the Department's specific comments, as may be modified by the ALJ and except for those which have been withdrawn by the ALJ, and shall submit a revised submittal. The period of time within which the submittal must be revised as specified by the Department in its notice of disapproval shall control unless the ALJ revises the time frame in the ALJ's final decision and order resolving the dispute.

After receipt of the revised submittal, the Department shall notify Respondent in writing of its approval or disapproval of the revised submittal.

If the revised submittal fails to address the Department's specific comments, as modified, and the Department disapproves the revised submittal for this reason, Respondent shall be in violation of this Order and the ECL.

In review by the ALJ of any dispute pursued under this Subparagraph, Respondent shall have the burden of proving that the Department's position should not prevail.

With respect to the final determination of the ALJ, Respondent shall have those rights granted pursuant to Article 78 of the Civil Practice law and Rules of New York (CPLR), provided that the petition is filed within thirty (30) calendar days of Respondent's receipt of

the final decision and order issued by the ALJ.

The invocation of the procedures stated in this Subparagraph IV.C shall not extend, postpone, or modify Respondent's obligations under this Order with respect to matters other than those the Department determines are dependent upon the disputed items, unless and until the Department agrees or a court determines otherwise.

V. Compliance

A. Respondent's failure to comply with any term of this Order constitutes a violation of this Order and the ECL, except for matters in dispute and matters the Department determines are dependent upon the disputed item(s) as provided in Subparagraphs IV.C and II.G.3.

B. Respondent shall not suffer any penalty under this Order or be subject to any proceeding or action if it cannot comply with any requirement hereof because of war, riot, strike, Act of God, or an unforeseeable occurrence which the exercise of ordinary human prudence could not have prevented or because of any condition or event beyond the control of Respondent or its agent or agents carrying out Respondent's obligations under this Order. Respondent shall, within five days of when it obtains knowledge of any such condition, notify the Department in writing. Respondent shall include in such notice the measures taken and to be taken by Respondent to prevent or minimize any delays and shall request an appropriate extension or modification of this Order. Failure to give such notice within such five-day period constitutes a waiver of any claim that a delay is not subject to penalties. Respondent shall have the burden of proving that an event is a defense to compliance with this Order pursuant to Subparagraph V.B.

VI. Entry upon Site

Respondent hereby consents to the entry upon the Site or areas in the vicinity of the Site which are under the control of Respondent by any duly designated employee, consultant, contractor, or agent of the Department or any State agency for purposes of inspection, sampling, and testing and to ensure Respondent's compliance with this Order. During Remedial Construction, if available, Respondent shall provide the Department with suitable office space at the Site, including access to a telephone, and shall permit the Department full access to all records, that are not exempted by Subparagraph I.C, relating to matters addressed by this Order and job meetings. Such employee, consultant, contractor, or agent shall comply with all applicable security and health and safety protocols that apply to the Site.

VII. Payment of State Costs

A. Within 30 days after receipt of an itemized invoice from the Department, Respondent shall pay to the Department a sum of money which shall represent reimbursement for the State's expenses including, but not limited to, direct labor, fringe benefits, indirect

costs, travel, analytical costs, and contractor costs incurred by the State of New York for work related to the Site to the effective date of this Order, as well as for reviewing and revising submittals made pursuant to this Order, overseeing activities conducted pursuant to this Order, collecting and analyzing samples, and administrative costs associated with this Order. Such payment shall be made by certified check payable to the Department of Environmental Conservation. Payment shall be sent to:

Bureau of Program Management, Division of Environmental Remediation
New York State Department of Environmental Conservation
50 Wolf Road
Albany, NY 12233-7010

Itemization of the costs shall include an accounting of personal services indicating the employee name, title, biweekly salary, and time spent (in hours) on the project during the billing period, as identified by an assigned time and activity code. This information shall be documented by reports of Direct Personal Service. Approved agency fringe benefit and indirect cost rates shall be applied. Non-personal service costs shall be summarized by category of expense (e.g., supplies, materials, travel, contractual) and shall be documented by expenditure reports.

B. If Respondent disapproves an invoice, Respondent shall within 10 days of receipt of the Department's invoice request to meet with the Director of the Division of Environmental Remediation ("the Director") in order to discuss the Respondent's objections. At this meeting, Respondent shall be given an opportunity to present its objections to the Department's invoices, and the Director shall have the authority to modify and/or withdraw such invoices. Respondent shall pay the invoice in accordance with the Director's specific comments, as modified, except for those invoices which have been withdrawn by the Director, and the Department shall submit a revised invoice. After receipt of the revised invoice, Respondent shall pay the revised invoice. If Respondent fails to pay the revised invoice, Respondent shall be in violation of this Order and the ECL.

C. The invocation of formal dispute resolution procedures under this Paragraph shall not itself extend, postpone or affect in any way any of Respondent's obligations under this Order.

VIII. Department Reservation of Rights

A. Nothing contained in this Order shall be construed as barring, diminishing, adjudicating, or in any way affecting any of the Department's civil, criminal, or administrative rights or authorities.

B. Nothing contained in this Order shall be construed to prohibit the Commissioner or his duly authorized representative from exercising any summary abatement powers.

IX. Indemnification

Respondent shall indemnify and hold the Department, the State of New York, and their representatives and employees harmless for all claims, suits, actions, damages, and costs of every name and description arising out of or resulting from the fulfillment or attempted fulfillment of this Order by Respondent and/or any of Respondent's directors, officers, employees, servants, agents, successors, and assigns. However, Respondent shall not be required to indemnify the Department, the State of New York, or their representatives and employees regarding any liability arising from willful, wanton or malicious acts or acts constituting gross negligence by the Department, the State of New York, or their representatives and employees during the course of any activities conducted pursuant to this Order.

X. Public Notice

A. Within 30 days after the effective date of this Order, Respondent shall file a Declaration of Covenants and Restrictions with the Clerk of the County wherein the Site is located to give all parties who may acquire any interest in the Site notice of this Order.

B. If Respondent proposes to convey the whole or any part of Respondent's ownership interest in the Site, Respondent shall, not fewer than 60 days before the date of conveyance, notify the Department in writing of the identity of the transferee and of the nature and proposed date of the conveyance and shall notify the transferee in writing, with a copy to the Department, of the applicability of this Order.

XI. Communications

A. All written communications required by this Order shall be transmitted by United States Postal Service, by private courier service, or hand delivered as follows:

Communication from Respondent shall be sent to:

Jeanna E. Hussey, Esq.
Division of Environmental Enforcement
New York State Department of Environmental Conservation
200 White Plains Rd., 5th Floor
Tarrytown, N.Y. 10591

and to:

Girish Desai
Division of Environmental Remediation
New York State Department of Environmental Conservation
Region 1

SUNY-Building 40
Stony Brook, New York 11794

with copies to:

G. Anders Carlson, Ph.D.
Director, Bureau of Environmental Exposure Investigation
New York State Department of Health
2 University Place
Albany, New York 12203

Raymond E. Cowen, Director
Region I
New York State Department of Environmental Conservation
SUNY Bldg. 40
Stony Brook, New York 11794

2. Communication to be made from the Department to Respondent shall be effective upon receipt or refusal to receive and shall be sent to:

Ron Helgerson
Lockheed Martin Corporation
Burbank Program Office
2550 North Hollywood Way #305
Burbank, CA 91505

Dominic J. Hanket, Esq.
Assistant General counsel
Lockheed Martin Corporation
Burbank Program Office
2550 North Hollywood Way #305
Burbank, CA 91505

B. Copies of work plans and reports shall be submitted as follows:

Four copies (one unbound) to:

Robert Becherer, P.E.
Bureau Chief
Division of Environmental Remediation
New York State Department of Environmental Conservation
SUNY Bldg. 40
Stony Brook, New York 11794

Two copies to:

G. Anders Carlson, Ph.D.
Director, Bureau of Environmental Exposure Investigation

One copy to:

Jeanna E. Hussey, Esq.
Division of Environmental Enforcement

1. Within 30 days of the Department's approval of any report submitted pursuant to this Order, Respondent shall submit to Director, Division of Environmental Remediation, a computer readable magnetic media copy of the approved report in American Standard Code for Information Interchange (ASCII) format.

2. Within 30 days after its approval of the drawings and submittals described in Subparagraph II.D of this Order, Respondent shall submit one microfilm copy (16 millimeter roll film M type cartridge) of such Department-approved drawings and submittals, as well as all other Department-approved submittals. Respondent shall submit same to:

Director, Division of Environmental Remediation
New York State Department of Environmental Conservation
50 Wolf Road
Albany, New York 12233-7010

D. The Department and Respondent reserve the right to designate additional or different addressees for communication or written notice to the other.

XII. Miscellaneous

A. 1. All activities and submittals required by this Order shall address the remedies outlined in the ROD for OU-1 covering on-Site contamination. The Department anticipates issuing a ROD for OU-2 covering off-Site remediation, if any, to address off-Site contamination from the Site. It is expressly agreed by the Department and Respondent that this Order does not cover OU-2 for off-Site remedial action.

B. Respondent shall retain or has retained professional consultants, contractors, laboratories, quality assurance/quality control personnel, and third party data validators acceptable to the Department to perform the technical, engineering, and analytical obligations required by this Order. The experience, capabilities, and qualifications of the firms or individuals selected by Respondent shall be submitted to the Department within 15 days after the effective date of this Order. The Department's approval of these firms or individuals shall be obtained before the start of any activities for which Respondent and such firms or

individuals will be responsible. The responsibility for the performance of the professionals retained by Respondent shall rest solely with Respondent. Subject to the requirements of this Subparagraph XII.B, Respondent retains the right to select or change firms or individuals in its sole discretion.

C. The Department shall have the right to obtain split samples, duplicate samples, or both, of all substances and materials sampled by Respondent, and the Department also shall have the right to take its own samples. Respondent and the Department shall make available to each other the results of all sampling and/or tests or other data generated by Respondent or the Department with respect to implementation of this Order and shall submit these results in the progress reports required by this Order.

D. Respondent shall notify the Department at least 10 working days in advance of any field activities to be conducted pursuant to this Order.

E. Unless exempted by 6 NYCRR 375-1.7, Respondent shall use best efforts to obtain all permits, easements, rights-of-way, rights-of-entry, approvals, or authorizations necessary to perform Respondent's obligations under this Order. For purposes of this Subparagraph XII.E, "best efforts" includes the payment of reasonable sums of money in consideration but shall not include the purchase of real property. If any access required to perform this Order is not obtained despite best efforts within 45 days of the effective date of this Order, or within 45 days of the date the Department notifies Respondent in writing that additional access beyond that previously secured is necessary, Respondent shall promptly notify the Department, and shall include in that notification a summary of the steps Respondent has taken to attempt to obtain access. The Department may, as it deems appropriate, assist Respondent in obtaining access. Respondent shall reimburse the Department, in accordance with the procedures in Paragraph VII, Payment of State Costs, for all costs incurred by the Department in obtaining access, including, but not limited to, attorneys fees.

F. Respondent and its successors and assigns shall be bound by this Order. Respondent shall cause its officers, directors, agents, servants, employees, successors, and assigns to comply with the relevant portions hereof in performance of their designated duties. Any change in ownership or corporate status of Respondent including, but not limited to, any transfer of assets or real or personal property shall in no way alter Respondent's responsibilities under this Order. Respondent's officers, directors, employees, servants, and agents shall be obliged by Respondent to comply with the relevant provisions of this Order in the performance of their designated duties on behalf of Respondent.

G. Respondent shall provide a copy of this Order to each contractor hired to perform work required by this Order and to each person representing Respondent with respect to the Site and shall condition all contracts entered into in order to carry out the obligations identified in this Order upon performance in conformity with the terms of this Order. Respondent or Respondent's contractors shall provide written notice of this Order to all

subcontractors hired to perform any portion of the work required by this Order. Respondent shall nonetheless be responsible for ensuring that Respondent's contractors and subcontractors perform the work in satisfaction of the requirements of this Order.

H. All references to "professional engineer" in this Order are to an individual registered as a professional engineer in accordance with Article 145 of the New York State Education Law. If such individual is a member of a firm, that firm must be authorized to offer professional engineering services in the State of New York in accordance with Article 145 of the New York State Education Law.

I. All references to "days" in this Order are to calendar days unless otherwise specified.

J. The paragraph headings set forth in this Order are included for convenience of reference only and shall be disregarded in the construction and interpretation of any of the provisions of this Order.

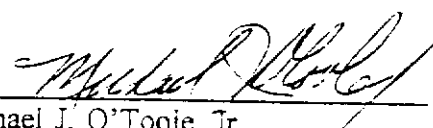
K. 1. The terms of this Order constitute the complete and entire Order concerning the implementation of the ROD for OU-1. No term, condition, understanding, or agreement purporting to modify or vary any term of this Order shall be binding unless made in writing and subscribed by the party to be bound. No informal advice, guidance, suggestion, or comment by the Department regarding any report, proposal, plan, specification, schedule, or any other submittal shall be construed as relieving Respondent of Respondent's obligation to obtain such formal approvals as may be required by this Order.

2. If Respondent desires that any provision of this Order be changed, Respondent shall make timely written application, signed by Respondent, to the Commissioner setting forth reasonable grounds for the relief sought. Copies of such written application shall be delivered or mailed to Jeanna E. Hussey, Esq. and to Garish Desai.

L. The effective date of this Order is the date the Commissioner or his designee signs it.

DATED: 10/29/97

John P. Cahill, Commissioner
New York State Department
of Environmental Conservation

BY: 
Michael J. O'Toole, Jr.

CONSENT BY RESPONDENT
Lockheed Martin Corporation

Respondent hereby consents to the issuing and entering of this Order, waives Respondent's right to a hearing herein as provided by law, and agrees to be bound by this Order.

Lockheed Martin Corporation

By: William R. Sarason

Title: Vice President

Date: September 26, 1997

STATE OF Colorado)
COUNTY Arapahoe) s.s.:

On this 26th day of September, 19 97, before me personally came William R. Sarason to me known, who being duly sworn, did depose and say that he resides in Littleton, Colorado that he is the Vice President of Lockheed Martin Corp. the corporation described in and which executed the foregoing instrument; and that he is duly authorized to execute the foregoing instrument on behalf of said corporation.

Kathleen Marchbank
Notary Public

My Commission expires 5/7/2001