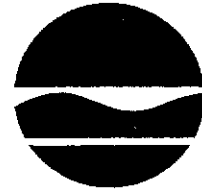


New York State Department of Environmental Conservation
Division of Environmental Enforcement
State Superfund and Voluntary Cleanup Practice Group
Eastern Field Unit
200 White Plains Road, 5th Floor
Tarrytown, New York 10591-5805
Telephone: (914) 332-1835
Fax (914)332-5116 (not for service of process)



John P. Cahill
Acting Commissioner

April 14, 1997

Barry S. Cohen, Esq.
McMillan, Rather, Bennett & Rigano, P.C.
395 North Service Road
Melville, New York 11747

Michael J. Tone, Esq.
Nixon, Hargrave, Devans & Doyle
990 Stewart Avenue
Garden City, New York 11530

José N. Uranga, Esq.
Aerojet - General Corporation
P.O. Box 13222
Sacramento, California 95670

Re: Order on Consent
Site # 1-30-061

Dear Messrs. Cohen, Tone and Uranga:

Please find enclosed one original fully executed copy of the Interim Remedial Measures Program Order on Consent for Site # 1-30-061. The Order was signed on March 31, 1997 for the Department by Michael J. O'Toole, Jr. Thus March 31, 1997 is the effective date of the Order.

Sincerely,

Rosalie K. Rusinko

cc: E. Devine
R. Becherer/G. Desai

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the
Development and Implementation of a
Interim Remedial Measure Program
for 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 # W1-0621-92-09

Meadowbrook Management & Realty Corp.,
General Applied Science Laboratories, Inc.,
and New York University,

Respondents.

Site Code # 1-30-061

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. Meadowbrook Management & Realty Corp. ("Meadowbrook"), General Applied Science Laboratories, Inc. ("GASL"), and New York University ("NYU") (hereinafter collectively referred to as "Respondents") are "persons" within the meaning set forth in Section 27-1301(4) of the ECL. Meadowbrook owns, and GASL and NYU formerly operated on, real property located at 425 Merrick Avenue, Town of Westbury, County of Nassau, State of New York (hereinafter referred to as "the Site"). A map is attached to this Order as "Appendix A."

3. 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 1-52-038. 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. ECL 3-0301.1.i.

5. The Department and Respondents agree that the goals

of this Order are for Respondents to (i) develop and implement a Interim Remedial Measure Program ("IRM Program") for the Site which adequately characterizes the contamination at Site and undertakes measures to remediate such contamination; and (ii) reimburse the State's administrative costs in accordance with Paragraph IX.

6. Respondents, as responsible corporate citizens and out of a desire to further the public interest, have consented to implement the IRM Program for the Site in accordance with the terms of this Order.

7. Respondents, having waived their right to a hearing herein as provided by law, and having consented to the issuance and entry of this Order, agree to be bound by its terms. Respondents reserve their right to a hearing with regard to all matters not covered under this Order with respect to the Site and with regard to raising a defense to an assertion of violation of this Order. Respondents consent to and agree not to contest the authority or jurisdiction of the Department to issue or enforce this Order, and agree not to contest the validity of this Order or its terms.

8. Notwithstanding Respondents' consent to the issuance of this Order and their undertaking of their obligation under this Order, Respondents do not admit or acknowledge any liability, fault or wrongdoing or violation of law, regulation or permit of any kind whatsoever in any way related to the Site. Moreover, except as provide in Paragraph 7,

Respondents' consent to this Order should not be interpreted as agreeing to or consenting to the Department's assertion of or interpretation of law.

9. Respondents may, at any time, petition the Department for a reclassification of the Site, deletion of the Site from the Registry or modification of the information regarding the Site in accordance with ECL 27-1305.4 and 6 NYCRR 375-1.9.

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

I. Site Information

Within 30 days after the effective date of this Order, unless previously provided, Respondents shall submit to the Department:

A. A brief history and description of the Site, including the types, quantities, physical state, location, and dates of disposal of hazardous waste including methods of disposal and spillage of such wastes;

B. A concise summary of information held by Respondents and their attorneys and consultants with respect to all persons, other than employees of Respondent, who may be potentially responsible for such disposal of hazardous wastes, including but not limited to names, addresses, dates of disposal, and any proof linking each such person responsible with hazardous wastes identified pursuant to subparagraph I.A. With respect to any documents for which a privilege may be

claimed, Respondents will disclose such data or documents but need not disclose (a) the privileged mental impressions, conclusions, opinions or legal theories that are Respondents' respective counsels' work product or (b) Respondents' respective staff's privileged communications to Respondents' respective counsel seeking legal counsel; and

C. A comprehensive list and copies of all existing relevant reports with titles, authors, and subject matter, as well as a description of the results of all previous investigations of the Site and areas in the vicinity of the Site, including copies of all available topographic and property surveys, engineering studies and aerial photographs.

II. IRM Work Plan

A. Respondents have submitted to the Department a IRM Work Plan entitled "Site Investigation and Interim Remedial Measure Work Plan For The Site Located at 425 Merick Avenue, Westbury, New York, NYSDEC Site ID# 1-30-061, March, 1997". This Work Plan will be approved concurrent with the execution of this Order by the Commissioner or his designee. The Approved Work Plan is attached as "Appendix B" and is incorporated into this Order.

III. Performance and Reporting of IRM Program

A. Within 60 days after the Department's approval of the IRM Work Plan, Respondents shall commence the IRM Program.

B. Respondents shall perform the IRM Program in accordance with the Department-approved IRM Work Plan.

C. During the performance of the IRM Program field activities, Respondents must have on-Site a full-time representative who is qualified to supervise the work done.

D. Within the time frame set forth in the IRM Work Plan, Respondents must prepare an IRM report ("IRM Report") that includes all data generated and all other information obtained during the IRM Program and identifies any additional data that must be collected. The IRM Report shall be prepared by and have the signature and seal of a professional engineer who shall certify that the IRM Report was prepared in accordance with this Order.

IV. Progress Reports

If the IRM field work requires more than three months for completion, Respondents shall submit to the parties identified in subparagraph XII.B in the numbers specified therein copies of written monthly progress reports that: (i) describe the actions which have been taken toward achieving compliance with this Order during the previous month; (ii) include all results of sampling and tests and all other data received or generated by Respondents or Respondents' contractors or agents in the previous month, including quality assurance/quality control information, whether conducted pursuant to this Order or conducted independently by Respondents; (iii) identify all work plans, reports, and other deliverables required by this Order that were completed and submitted during the previous month; (iv) 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; (v) include information regarding percentage of completion, unresolved delays encountered or anticipated that may affect the future schedule for implementation of the Respondents' obligations under the Order, and efforts made to mitigate those delays or anticipated delays; and (vi) include any modifications to any work plans that Respondents have proposed to the Department or that the Department has approved. Respondents shall submit these progress reports to the Department by the tenth day of every month beginning with the fourth month after the effective date of this Order.

V. Review of Submittals

A. (1) The Department shall review each of the submittals Respondents make 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 Respondents in writing of its approval or disapproval of the submittal, except for the Health and Safety Plan. 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 Respondents in writing and shall

specify the reasons for its disapproval. Within 30 days after receiving written notice that Respondents' submittal has been disapproved, Respondents shall make a revised submittal to the Department that addresses and resolves all of the Department's stated reasons for disapproving the first submittal.

Respondents may, within 10 days of receipt of such notice of disapproval, request a meeting with Division of Environmental Remediation technical staff to resolve outstanding technical issues.

(b) After receipt of the revised submittal, the Department shall notify Respondents in writing of its approval or 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 section, *infra*, Respondents 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.

B. Respondents 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 under the IRM described in the Work Plan is necessary.

VI. Dispute Resolution

A. If the Department disapproves a revised submittal, Respondents shall be in violation of this Order unless, within 10 days of receipt of the Department's notice of disapproval, Respondents serve 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 Respondents rely (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 Respondents' Statement of Position. Respondents shall have five (5) 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 Respondents serve such a reply, the Department shall have five (5) business days after receipt of Respondents' reply to the Department's Statement of Position within which to serve upon Respondents the Department's reply to Respondents' reply to the Department's Statement of Position. In the event that the periods for exchange of Statements of Position 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 Respondents.

B. The Department shall maintain an administrative record of any dispute under this Paragraph. The record shall include the Statement of Position of each party served pursuant to Subparagraph VI.A, and any relevant information. The record shall be available for review of all parties and the public.

C. Upon review of the administrative record as developed pursuant to this Paragraph, the ALJ shall issue a final decision and order resolving the dispute. Respondents 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.

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

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

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

G. With respect to the final determination of the ALJ, Respondents shall have those rights granted pursuant to Article 78 of the Civil Practice Law and Rules of New York (CPLR), provided that a Petition is filed within thirty (30) calendar days of receipt of the final decision and order issued by the ALJ and a copy of the complete administrative record.

H. The invocation of the procedures stated in this Paragraph shall not extend, postpone or modify Respondents' obligations under this Order with respect to any disputed items, unless and until the Department's staff or an ALJ agrees or a court determines otherwise.

VII. Compliance

A. Respondents' failure to comply with any term of this Order constitutes a violation of this Order and the ECL.

B. Respondents shall not suffer any penalty under this Order or be subject to any proceeding or action if they cannot comply with any requirement hereof because of war, riot, or an unforeseeable disaster arising exclusively from natural causes or any other event arising exclusively from causes beyond Respondents' control which the exercise of ordinary human prudence could not have prevented. Respondents shall, within five days of when they obtain knowledge of any

such condition, notify the Department in writing. Respondents shall include in such notice the measures taken and to be taken by Respondents 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. Respondents shall have the burden of proving that an event is a defense to compliance with this Order pursuant to Subparagraph VII.B.

VIII. Entry upon Site

Respondents hereby consent to the entry upon the Site or areas in the vicinity of the Site to the extent which those areas may be under the control of Respondents by any duly designated employee, consultant, contractor, or agent of the Department or any State agency solely for purposes of inspection, sampling, and testing and to ensure Respondents' compliance with this Order. Any such duly designated employee, consultant, contractor, or agent shall comply with all applicable health and safety procedures as provided in the approved Work Plan while on the Site. Respondents shall permit the Department full access to all records relating to matters addressed by this Order and to job meetings; provided however, that with respect to any documents for which a privilege may be claimed, Respondents will disclose such data or documents but need not disclose (a) the privileged mental impressions, conclusions, opinions or legal theories that are

Respondents' respective counsels' work product or (b)
Respondents' respective staff's privileged communications to
Respondents' respective counsel seeking legal counsel.

IX. Payments to the State

A. Within 45 days after the effective date of this Order, Respondents shall pay the Department the sum of \$8,603.63 as reimbursement of the Department's past costs for the Site.

B. Within 30 days after receipt of an itemized invoice from the Department, Respondents 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 for work performed at the Site to date, as well as for negotiating this Order, overseeing activities conducted pursuant to this Order, collecting and analyzing samples, and administrative costs associated with this Order. Such payment shall not exceed \$28,000 annually. Such payment shall be made by certified check payable to the Department of Environmental Conservation. Payment shall be sent to the Bureau of Program Management, Division of Hazardous Waste Remediation, N.Y.S.D.E.C., 50 Wolf Road, Albany, NY 12233-7010. The Respondents can object to any portion of the costs as being inconsistent with this Order and any such disagreement shall be subject to the dispute resolution procedures set forth in subparagraph IX.C.

C. If Respondents disapprove an invoice, Respondents 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 Respondents' objections. At this meeting, Respondents shall be given an opportunity to present their objections to the Department's invoices, and the Director shall have the authority to modify and/or withdraw such invoices. The Department shall prepare a revised invoice in accordance with the Director's specific comments regarding modification and/or withdrawal, and shall submit the revised invoice to the Respondent. After receipt of the revised invoice Respondents shall pay the Department. If Respondents fail to pay the revised invoice, Respondents shall be in violation of this Order and the ECL.

X. 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.

C. Nothing contained in this Order shall be construed as barring, diminishing, adjudicating, or in any way affecting the Department's right to require Respondents to undertake a

Remedial Investigation/Feasibility Study and any other remedial action which the Department determines is necessary.

XI. Indemnification

Respondent shall indemnify and hold the Department, the State of New York, and their representatives and employees harmless for claims, suits, actions and damages, arising out of or resulting from Respondents' fulfillment or attempted fulfillment of this Order. Respondents, however, shall not be obligated to indemnify the Department or the State of New York for any liability, costs, suit, action or damages arising from the tortious act or omissions of the Department, the State of New York and their representatives and employees.

XII. Public Notice

If Respondent Meadowbrook proposes to convey the whole or any part of its ownership interest in the Site, it 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.

XIII. 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 Respondents shall be addressed to the Department's attorney:

Rosalie K. Rusinko, Esq.
New York State Department of Environmental
Conservation
Eastern Field Unit
200 White Plains Road, 5th Floor
Tarrytown, New York 10591-5805

with copy to the Department's project manager:

Garish Desai, P.E.
Division of Environmental Remediation
New York State Department of Environmental
Conservation
North Loop Road, Bldg. 40, SUNY Campus
Stony Brook, New York 11790-2356

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

1. Four copies (one unbound) to:
Garish Desai, P.E.
Division of Environmental Remediation
New York State Department of Environmental
Conservation
North Loop Road, Bldg. 40, SUNY Campus
Stony Brook, New York 11790-2356
2. Two copies to:
G. Anders Carlson
Director, Bureau of
Environmental Exposure Investigation.
New York State Department of Health
2 University Place
Albany, New York 12203
3. One copy to:
Michael J. O'Toole, Jr., Director
Division of Environmental Remediation
New York State Department of Environmental
50 Wolf Road
Albany, New York 12233
4. One copy to:
Rosalie K. Rusinko, Esq.
New York State Department of Environmental
Conservation
Eastern Field Unit
200 White Plains Road, 5th Floor
Tarrytown, New York 10591-5805

C. Within 30 days of the Department's approval of

any report submitted pursuant to this Order, Respondents shall submit to Garish Desai a computer readable magnetic media copy of the approved report in American Standard Code for Information Interchange (ASCII) format.

D. Communication to be made from the Department to the Respondents shall be sent to:

Meadowbrook Management & Realty Corp.
c/o McMillan, Rather, Bennett & Rigano, P.C.
Corporate Center
395 North Service Road
Melville, New York 11747
Attn: Barry S. Cohen, Esq.

General Applied Science Laboratories, Inc.
77 Raynor Avenue
Ronkonkoma, New York 11779
Attn: Secretary

cc: Aerojet - General Corporation
P.O. Box 13222
Sacramento, California 95670
Attn: José N. Uranga, Esq.

New York University
New York University Medical Center
550 First Avenue
New York, New York 10016
Attn: Mr. Alan Yood

cc: Nixon, Hargrave, Devans & Doyle
990 Stewart Avenue
Garden City, New York 11530
Attn: Michael J. Tone, Esq.

with technical communications to:

Thomas Lobasso, Vice President
Geraghty & Miller, Inc.
88 Duryea Road
Melville, New York 11747

ccs: Respondents' respective counsel listed above.

E. The Department and Respondents reserve the

right to designate additional or different addressees for communication or written notice to the other.

XIV. Miscellaneous

A. All activities and submittals required by this Order shall, in accordance with the Department-approved Work Plan and any subsequent Department-approved revisions thereto, address on-Site contamination resulting from the disposal of hazardous waste at the Site.

B. Respondents shall retain professional consultants, contractors, laboratories, quality assurance/quality control personnel, and 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 Respondents shall be submitted to the Department within 10 days after the effective date of this Order (if not previously submitted). The Department's approval of these firms or individuals shall be obtained before the start of any activities for which the Respondents and such firms or individuals will be responsible. The responsibility for the performance of the professionals retained by Respondents shall rest solely with Respondents. Such approval by the Department shall not be unreasonably withheld.

C. The Department shall have the right to obtain split samples, duplicate samples, or both, of all substances

and materials sampled by Respondents, and the Department also shall have the right to take its own samples. Respondents shall make available to the Department the results of all sampling and/or tests or other data generated by Respondents with respect to implementation of this Order and shall submit these results in the progress reports required by this Order or on a monthly basis if no progress report is required.

Respondents collectively, at their sole cost and expense, shall have the right to split samples, duplicate samples, or both of all substances and material sampled by the Department. The Department shall make available to the Respondents the results of all sampling and/or tests or other data generated by the Department with respect to implementation of this Order.

D. Respondents shall notify the Department at least 5 working days in advance of any field activities to be conducted pursuant to this Order.

E. Respondents shall use best good faith efforts to obtain all permits, easements, rights-of-way, rights-of-entry, approvals, or authorizations necessary to perform Respondents' obligations under this Order. For purposes of this Paragraph, "best efforts" includes the payment of reasonable sums of money in consideration. 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 Respondents

in writing that additional access beyond that previously secured is necessary, Respondents shall promptly notify the Department, and shall include in that notification a summary of the steps Respondents have taken to attempt to obtain access. The Department may, as it deems appropriate, assist Respondents in obtaining access. In the event Respondents are unable to obtain necessary approvals or authorizations, the time for performance of any obligation under this Order which is dependent upon such approval or authorization may be appropriately extended. In no event, however, shall Respondents be required to commence a legal action or proceeding to obtain an easement, right of way, approval or authorization. For the purposes of this paragraph, "legal action or proceeding" does not include application filing and permit processing.

F. Respondents and Respondents' successors, and assigns shall be bound by this Order. Respondents through their officers, directors, agents, servants, employees, successors and assigns, shall be responsible for implementing the terms of this Order. Any change in ownership or corporate status of Respondents including, but not limited to, any transfer of assets or real or personal property shall in no way alter Respondents' responsibilities under this Order. Respondents shall oblige their officers, directors, employees, servants, and agents to comply with the relevant provisions of this Order in the performance of their designated duties on

behalf of Respondents.

G. Respondents shall provide a copy of this Order to each contractor hired to perform work required by this Order and to each person representing Respondents 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. Respondents or Respondents' contractors shall provide written notice of this Order to all subcontractors hired to perform any portion of the work required by this Order. Respondents shall nonetheless be responsible for ensuring that Respondents' contractors and subcontractors perform the work in satisfaction of the requirements of this Order.

H. "Interim Remedial Measure" shall have the meaning set forth in 6 NYCRR Part 375.

I. 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.

J. All references to "days" in this Order are to business days unless otherwise specified.

K. 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.

L. (1) The terms of this Order shall constitute the complete and entire Order between Respondents and the Department concerning the implementation of the IRM Work Plan for the Site. 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 Respondents of Respondents' obligation to obtain such formal approvals as may be required by this Order.

(2) If Respondents desire that any provision of this Order be changed, Respondents shall make timely written application, signed by the Respondents, to the Commissioner setting forth reasonable grounds for the relief sought. Copies of such written application shall be delivered or mailed to the Department's attorney:

Rosalie K. Rusinko, Esq.
New York State Department of Environmental
Conservation
Eastern Field Unit
200 White Plains Road, 5th Floor
Tarrytown, New York 10591-5805

with copy to the Department's project manager:

Garish Desai, P.E.
Division of Environmental Remediation
New York State Department of Environmental

Conservation
North Loop Road, Bldg. 40, SUNY Campus
Stony Brook, New York 11790-2356

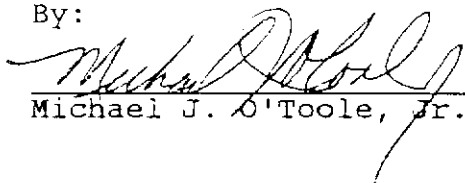
M. The obligations of Respondents to finance and perform obligations under this Order and to pay amounts owed the Department under this Order are joint and several. In the event of the insolvency or other failure of any one of the Respondents to implement the requirements of this Order, the remaining Respondent shall complete all such requirements.

N. The effective date of this Order shall be the date it is signed by the Commissioner or his designee.

DATED: 3/31/97 , New York

JOHN P. CAHILL
Acting Commissioner
New York State Department
of Environmental Conservation

By:


Michael J. O'Toole, Jr.

CONSENT BY RESPONDENT

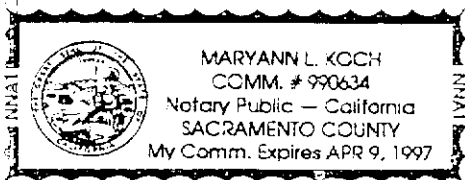
General Applied Science Laboratories, Inc.

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.

By: R.D. Harris
Title: R.D. Harris
Vice President
Date: March 11, 1997

CALIFORNIA
STATE OF ~~NEW YORK~~)
) S.S.:
COUNTY OF SACRAMENTO)

On this 11th day of March, 1997,
before me personally came R.D. Harris,
to me known, who being duly sworn, did depose and say that he
resides in Fairfield, California;
that he is the Vice President Inc. (GASL) of
General Applied Science Laboratories, the corporation described in
and which executed the foregoing instrument; that he knew the
seal of said corporation; that the seal affixed to said
instrument was such corporate seal; that it was so affixed by
the order of the Board of Directors of said corporation and
that he signed his name thereto by like order.



Maryann L. Koch
Notary Public

CONSENT BY RESPONDENT

New York University

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.

By: [Signature]

Title: V.P. for Administration

Date: March 25, 1997

STATE OF NEW YORK)

) S.S.:

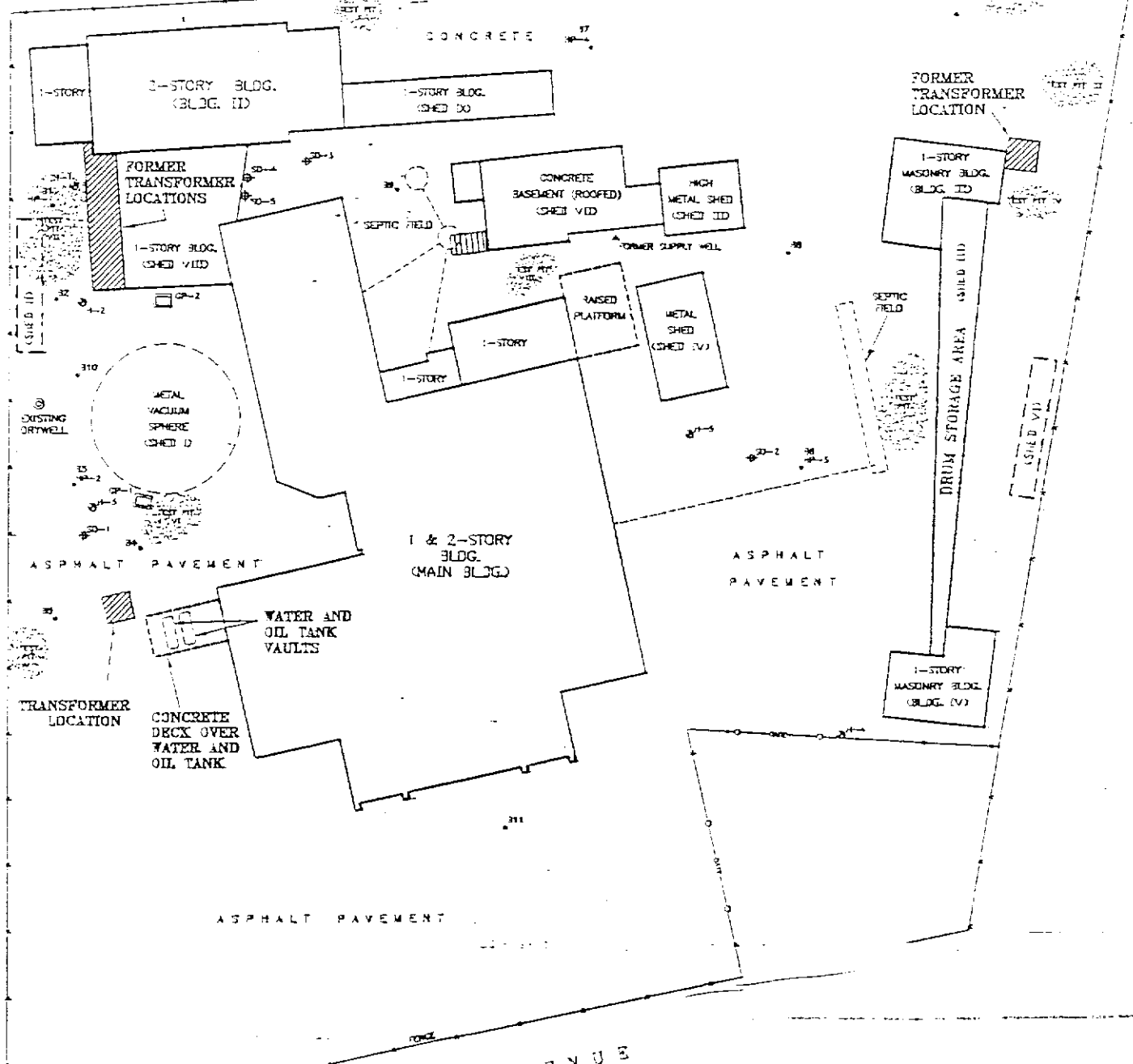
COUNTY OF New York)

On this 25th day of MARCH, 1997, before me personally came Robert Goldfeld, to me known, who being duly sworn, did depose and say that he resides in New York County; that he is the Vice President for Administration of New York University, the corporation described in and which executed the foregoing instrument; that he knew the seal of said corporation; that the seal affixed to said instrument was such corporate seal; that it was so affixed by the order of the Board of Directors of said corporation and that he signed his name thereto by like order.

RICHARD M. LANDMAN
NOTARY PUBLIC, State of New York
No. 31-4955853
Qualified in New York County 97
Commission Expires Sept. 11, 1997

[Signature]
Notary Public

MEADOWBROOK STATE PARKWAY



MERRICK AVENUE

Exhibit "A"

CONSENT BY RESPONDENT

Meadowbrook Management & Realty Corp.

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.

By: _____

Title: _____

Date: _____

STATE OF NEW YORK)

COUNTY OF _____)

S.S.:

On this 11th day of March, 1997,
before me personally came Arthur Cerone,
to me known, who being duly sworn, did depose and say that he
resides in Muttontown;
that he is the President of
Meadowbrook Management & Realty Corp. the corporation described in
and which executed the foregoing instrument; that he knew the
seal of said corporation; that the seal affixed to said
instrument was such corporate seal; that it was so affixed by
the order of the Board of Directors of said corporation and
that he signed his name thereto by like order.

Heather Struass
Notary Public

HEATHER STRUASS
Notary Public, State of New York
No. 52-4819471
Qualified in Suffolk County
Commission Expires April 30, 1998