

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT, made the 8 day of October, 2010, by Rotron Manufacturing Company, Inc., a corporation organized and existing under the laws of the State of New York and having an office for the transaction of business at 55 Hasbrouck Lane, Woodstock, New York:

WHEREAS, Rotron Manufacturing Company, Inc., is the subject of an Order on Consent as part of the New York State Department of Environmental Conservation's (the "Department's") Environmental Restoration Program, namely that parcel of real property located on Hasbrouck Lane in the Town of Woodstock, County of Ulster, State of New York, which is part of lands conveyed by Woodstock Property, Inc. to Rotron Incorporated by deed dated February 20, 1974, and recorded in the Ulster County Clerk's Office on March 6, 1974, in Book 1314 of Deeds at Page 958 and being more particularly described in Appendix "A," Book 1314 of Deeds at Page 958 attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants in the form of a deed restriction.

NOW, THEREFORE, Rotron Manufacturing Company Inc., for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions, is as shown on a map attached to this declaration as Appendix "B" and made a part hereof.

Second, unless prior written approval by the Department, or if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the States citizens, all hereinafter referred to as "the Relevant Agency," is first obtained, where contamination remains at the Property subject to the provisions of the Site Management Plan ("SMP"), there shall be no construction, use or occupancy of the Property that results in the disturbance or excavation of the Property which threatens the integrity of the engineering controls or which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall not disturb, remove, or otherwise interfere with the installation, use, operation, and maintenance of engineering controls required for the Remedy, as described in the SMP, unless in each instance it first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Property shall prohibit the Property from being used for purposes other than industrial use without the express written waiver of such prohibition by the Relevant Agency. Such waiver may be requested and given with regard to any or all portions of the Property.

AMETER ROTRON
55 HASBROUCK LANE
WOODSTOCK, NY 12498
ATTN - LARRY BRUCK

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OCT 08 2010
MIRVA POSTUPACK
ULSTER COUNTY CLERK
COPY

Fifth, the owner of the Property shall prohibit the withdrawal of new sources of groundwater from under the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the SMP, and have not been impaired.

Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved SMP dated October 2010 which is incorporated and made enforceable hereto subject to modification as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property and shall provide that the owner, and its successors and assigns, consent to the enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

ROTRON MANUFACTURING COMPANY
INC.

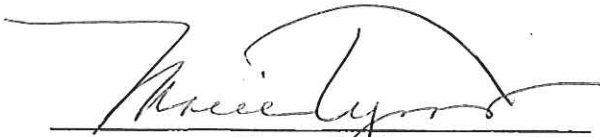


Charles E. Lohwasser
Vice President, General Manager,
AMETEK Thermal Management Systems

ACKNOWLEDGEMENT

State of New York)
)ss.:
County of Ulster)

On the 8TH day of October in the year 2010 before me, the undersigned, personally appeared CHARLES E LORTWASSE, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

MARIE TYNAN
Notary Public, State of New York
No. 01TY6163537
Qualified in Ulster County
Term Expires March 26, 2011

27.10.5-1

FORM 691X N. Y. DEED-WARRANTY with the County Clerk's Office
1374 958

TUTORIALS RECORDED IN THE COUNTY CLERK'S OFFICE
Tulles Law Firm Rochester, N.Y.

This Indenture,

Made the 20th day of February
Nineteen Hundred and Seventy-four
Between WOODSTOCK PROPERTY, INC.

a domestic corporation organized under the laws of State of New York, with offices and principal place of business in the Village of Woodstock, Ulster County, N. Y.

party of the first part, and

ROTRON INCORPORATED, a domestic corporation organized under the laws of State of New York, with offices and principal place of business at Woodstock, Ulster County, New York

Witnesseth that the party of the first part, in consideration of

-----ONE-----Dollar (\$ 1.00)

lawful money of the United States, paid by the party of the second part, does hereby grant and release unto the party of the second part, its successors and assigns forever, all THAT TRACT, PIECE OR PARCEL OF LAND, situate, lying and being at

Woodstock, Town of Woodstock, County of Ulster and State of New York, bounded and described as follows:

BEGINNING at a point marked by a rock oak tree being the north-easterly corner of a 2.56 acre parcel of land heretofore conveyed to Rotron Manufacturing Company, Inc. by deed of April 20, 1957 and recorded in the Ulster County Clerk's Office in Liber of Deeds 998 at page 418; thence from the said oak tree and point of beginning running along the westerly line of lands of Rotron Incorporated, to and along the westerly line of lands now or formerly of Ervin Labarr, formerly Tichenor, on a course of north 36 degrees 06 minutes 30 seconds east 1103.56 feet to an iron pipe set in the end of a stone wall at the bottom of a hill; thence running along a stone wall and southwesterly bounds of lands now or formerly Zulma Parker north 66 degrees 34 minutes 00 west 800.94 feet to an iron rod driven in a stone wall at the southeasterly corner of a 50 foot access parcel of land conveyed by Zulma Parker to Woodstock Property, Inc. by deed recorded in the Ulster County Clerk's Office in Liber of Deeds 1158

at page 1161; thence running along the southwesterly side of the said 50 foot access parcel north 57 degrees 30 minutes 00 seconds west 53.92 feet to an iron rod driven in the said stone wall; thence continuing along lands now or formerly of Zulma Parker north 61 degrees 09 minutes 50 seconds west 105.44 feet to an iron rod driven in the ground; thence running along the southwesterly line of a lot conveyed by Zulma Parker to Clayton Albrecht north 68 degrees 35 minutes 40 seconds west 265.39 feet to an iron rod driven in the ground; thence running along the lands conveyed by Zulma Parker to Herbert Kondo north 59 degrees 00 minutes 40 seconds west 287.00 feet to an iron rod driven in the ground; thence continuing along lands of Kondo north 76 degrees 38 minutes 40 seconds west 135.98 feet to an iron pipe driven in the ground for the northwesterly corner of the lands hereby conveyed; thence running across the easterly end of a strip of land retained by Woodstock Property, Inc., to and along the easterly line of a lot now or formerly belonging to F. Annetuccci, south 28 degrees 00 minutes 40 seconds west 284.71 feet to an iron pipe driven in the ground; thence running along the easterly line of a lot now or formerly of Vincent Muraglia south 33 degrees 41 minutes 50 seconds west 200.0 feet to an iron pipe and stones; thence running to and along the lands now or formerly of A. Thompson south 33 degrees 03 minutes 40 seconds west 208.54 feet to an iron pipe and stones; thence running along the easterly line of a lot now or formerly of W. Schnuit south 30 degrees 06 minutes 00 seconds west 189.12 feet to an iron pipe set in a stone wall; thence along said wall and northeasterly bounds of H. Wells south 59 degrees 39 minutes 00 seconds east 188.64 feet to an iron pipe set in said wall; thence running along the northwesterly and northeasterly lines of a lot now or formerly of Margaret Wells north 34 degrees 56 minutes 20 seconds east 60.00 feet to an iron pipe driven in the ground; thence south 61 degrees 32 minutes 40 seconds east 219.37 feet to an iron pipe driven in the ground; thence along the easterly line of the said lot belonging to Margaret Wells south

1314 960

50 degrees 23 minutes 20 seconds west 258.73 feet to an iron pipe driven in the ground at the southeasterly corner of said Wells and on the north line of the road known as DeLisio Lane; thence running easterly along a proposed 100 foot diameter circle for a turnaround at the end of said DeLisio Lane for a length of arc of 280.53 feet to an iron pipe driven in the ground on the southerly line of DeLisio Lane; thence along the south line of said Lane north 61 degrees 28 minutes 30 seconds west 185.83 feet to an iron pipe driven in the ground; thence running along lands now or formerly of Woodstock Property Inc. south 33 degrees 13 minutes 40 seconds west 277.68 feet to an iron pipe driven in the ground; thence running along the north line of lands now or formerly Wichmann south 47 degrees 38 minutes 00 seconds east 386.92 feet to an iron pipe driven in a stone wall on the westerly bounds of other lands of Rotron Incorporated; thence running along the said westerly bounds of the said other lands of Rotron Incorporated north 30 degrees 46 minutes 10 seconds east 573.91 feet to an iron pipe driven in a stone wall; thence continuing along the said other lands of Rotron Incorporated for the following courses and distances: south 39 degrees 16 minutes 00 seconds east 562.80 feet to an iron rod driven in the ground; thence north 53 degrees 09 minutes 00 seconds east 100.00 feet to a point; thence north 86 degrees 25 minutes 00 seconds east 92.39 feet to a point marked by a large pine tree; thence south 66 degrees 40 minutes 00 seconds east 229.07 feet to a point marked by a large pine tree; thence south 52 degrees 54 minutes 00 seconds east 154.61 feet to the point and place of beginning. Containing 39.807 acres..

No right is granted by this conveyance to use the strip of land running along the northerly bounds of Anntenucci and thence in a southerly direction to DeLisio Lane and thence to the State Highway Route 375. Notwithstanding, DeLisio Lane may be used as access for ingress and egress from State Highway Route 375 to the westerly corner of the above described premises as an appurtenance and for the benefit

of any one family residence which might hereafter be constructed on said westerly corner of the premises conveyed of approximately 3.4 acres. In no event shall DeLisio Lane be used for access to and from other property of Rotron Incorporated.

Being a portion of the lands conveyed to Woodstock Property Inc. by Harry M. Riseley and Grace A. Riseley, his wife, and Ida M. Riseley by deed dated January 7, 1929 and recorded on January 7, 1929 in Liber of Deeds 535 at page 545, in the Ulster County Clerk's Office. The above described premises as shown on revised survey made by Daniel C. Kleiné, L. S., dated January 28, 1974.

ALSO GRANTING AND CONVEYING ALL THAT TRACT, PIECE OR PARCEL OF LAND, situate, lying and being at Woodstock, Town of Woodstock, County of Ulster and State of New York, bounded and described as follows:

BEGINNING at a point in the center of the town road known as Chestnut Hill Road running between Zena and State Highway Route 212, 40.05 feet distant on a course of south 34 degrees 40 minutes east from an iron rod driven in the ground marking the southwesterly corner of a 2.427 acre parcel of land heretofore conveyed by the party of the first part to James R. Burke, Jr. and Mary Burke, his wife, lying on the northeasterly side of said Chestnut Hill Road; thence from said point of beginning and running along the northerly line of the strip of land hereby described, passing through an iron rod driven in the ground 27.33 feet distant from the said point of beginning on a course of south 54 degrees 39 minutes west for a distance of 301.75 feet to an iron rod driven in the line of a stone wall and northeasterly bounds of lands of Woodstock Property, Inc; thence running along the line of said stone wall and lands of Woodstock Property, Inc. south 57 degrees 21 minutes east 53.92 feet to an iron rod driven in said wall; thence running along the southerly line of the strip herein described north 54 degrees 39 minutes east 280.97 feet to a point in the center of Chestnut Hill Road, aforesaid, passing through

1314 962

an iron rod driven in the ground on the southwesterly side of said Chestnut Hill Road 26.74 feet distant from the corner in the road last mentioned; thence running along the center of said Chestnut Hill Road north 34 degrees 40 minutes west 50.00 feet to the point and place of beginning. Containing 0.334 part of an acre.

Subject to a 100 foot wide electric power line easement crossing the above described premises as described in a survey of Daniel C. Kleine, dated September 28, 1964, and subject to the right of the public in and to Chestnut Hill Road.

The above described premises being a part of the 40 acre parcel described in a deed from Andrew S. Goodrich to Neilson T. Parker as recorded in Liber 432 of Deeds at page 55. Said Neilson T. Parker died a resident of Ulster County, N. Y. on December 11, 1928, leaving Zulma S. Parker his widow and residuary legatee, who conveyed the above premises to Woodstock Property, Inc. by deed dated October 7, 1964 and recorded in the Ulster County Clerk's Office in Liber of Deed 1158 at page 1161.

This conveyance is made in the regular course of business actually conducted by the party of the first part and does not constitute all or substantially all of the assets of the party of the first part.

No 88924

STATE OF FLORIDA }
COUNTY OF PINELLAS } ss.

I, Harold Mullendore, Clerk of the County of Pinellas, and also Clerk of the Circuit Court of the said County, the same being a Court of Record,

DO HEREBY CERTIFY THAT, Shirlee L. Martin whose name is subscribed to the certificate of the proof or acknowledgment of the annexed instrument and thereon written, was at the time of taking such proof and acknowledgment, a Notary Public, in and for said County, residing therein, duly commissioned and sworn, and authorized by the laws of said State to take the acknowledgments and proofs of deeds or conveyances, for land, tenements or hereditaments in said State, to be recorded therein. And further, that I am well acquainted with the handwriting of such Notary Public, and verily believe the signature to said certificate of proof or acknowledgment is genuine; that I have compared the impression of the seal affixed thereto with a specimen impression thereof filed or deposited in my office, and that I believe the impression of the seal upon the original certificate is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, this 20 day of Feb, 1974.

HAROLD MULLENDORE, Clerk Circuit Court

By W. A. Weston
Deputy Clerk

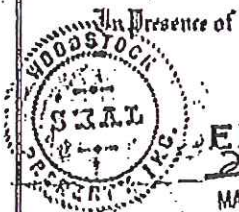
Together with the appurtenances and all the estate and rights of the party y of the first part in and to said premises,

We have and to hold the premises herein granted unto the part y of the second part, its successors and assigns forever.

037263 REAL ESTATE TRANSFER TAX STATE OF NEW YORK 42.35 Dept. of Taxation MAR-1974 & Finance RR-10243

And the party of the first part covenants as follows: First, That the part y of the second part shall quietly enjoy the said premises; Second, That the party of the first part will forever Warrant the title to said premises;

Third, That, in Compliance with Sec. 13 of the Lien Law, the grantor 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.



FILED 2:40 PM MAR - 6 1974

ALBERT SPADA WATER COUNTY CLERK

In Witness Whereof, the party of the first part has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officer this 20th day of February Nineteen Hundred and Seventy-four

WOODSTOCK PROPERTY, INC.

By Anthony J. De Lisio President

FLORIDA State of PINELLAS County of PINELLAS before me personally came

On this 20 day of February Nineteen Hundred and Seventy-four

ANTHONY J. DE LISIO

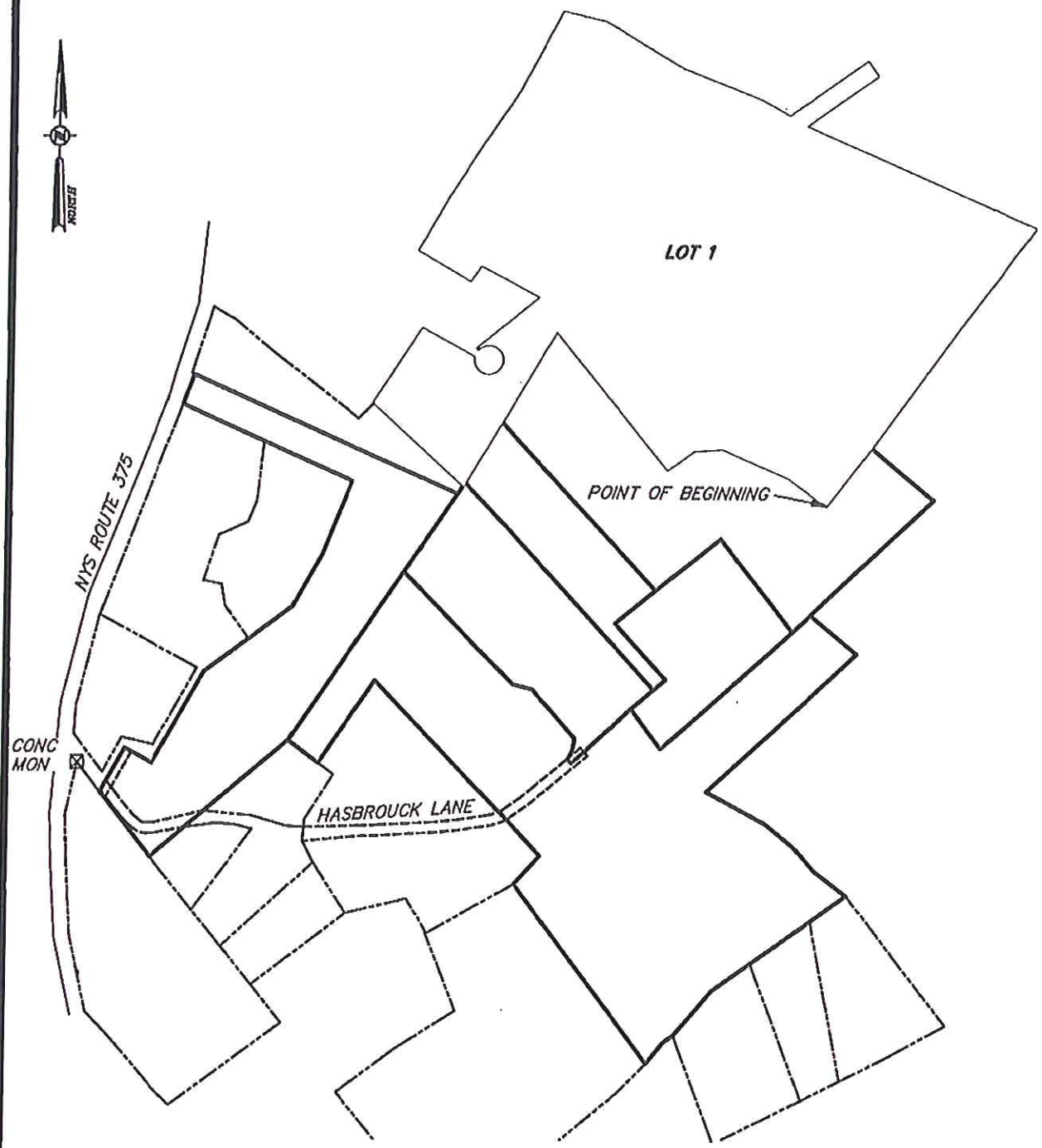
to me personally known, who, being by me duly sworn, did depose and say that he resides in Woodstock, N. Y. that he is the President of Woodstock Property, Inc. the corporation described in, and which executed, the within instrument; that he knows the seal of said corporation; that the seal affixed to 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.

Notary Public, State of Florida at Large My Commission Expires Jan. 5, 1973 Bonded by American Fire & Casualty Co.

Recorded on the 6 day of Feb 1974, at 2:05 o'clock PM 1974 958

Albert Spada

1314 968



ALTERATION OF THIS DRAWING, EXCEPT BY A LICENSED P.E. IS ILLEGAL. ANY ALTERATION BY A P.E. MUST BE INDICATED AND BEAR THE APPROPRIATE SEAL, SIGNATURE AND DATE OF ALTERATION.

THE Chazen COMPANIES
 Engineers/Surveyors
 Planners
 Environmental Scientists
 Landscape Architects

Dutchess County Office:
 21 Fox Street Poughkeepsie, NY 12601
 Phone: (845) 454-3980

Capital District Office:
 547 River Street Troy, NY 12180
 Phone: (518) 273-0055

North Country Office:
 100 Glen Street Glens Falls, NY 12801
 Phone: (518) 812-0513

ROTRON MANUFACTURING CO INC.

**APPENDIX B
 KEY MAP
 SECTION 27.018, BLOCK 5, LOT 1**

TOWN OF WOODSTOCK, ULSTER COUNTY, NEW YORK

drawn	checked
date 7/27/10	scale 1"=450'
project no. 49801.00	
sheet no.	

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT, made the 8 day of October, 2010, by Rotron Manufacturing Company, Inc., a corporation organized and existing under the laws of the State of New York and having an office for the transaction of business at 55 Hasbrouck Lane, Woodstock, New York:

WHEREAS, Rotron Manufacturing Company, Inc., is the subject of an Order on Consent as part of the New York State Department of Environmental Conservation's (the "Department's") Environmental Restoration Program, namely that parcel of real property located on Hasbrouck Lane in the Town of Woodstock, County of Ulster, State of New York, which is part of lands conveyed by Nancy M. Schoonmaker and Frank Schoonmaker to Rotron Manufacturing Company, Inc. by deed dated April 20, 1957, and recorded in the Ulster County Clerk's Office in Book 998 of Deeds at Page 418 and being more particularly described in Appendix "A," attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants in the form of a deed restriction.

NOW, THEREFORE, Rotron Manufacturing Company Inc., for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions, is as shown on a map attached to this declaration as Appendix "B" and made a part hereof.

Second, unless prior written approval by the Department, or if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the States citizens, all hereinafter referred to as "the Relevant Agency," is first obtained, where contamination remains at the Property subject to the provisions of the Site Management Plan ("SMP"), there shall be no construction, use or occupancy of the Property that results in the disturbance or excavation of the Property which threatens the integrity of the engineering controls or which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall not disturb, remove, or otherwise interfere with the installation, use, operation, and maintenance of engineering controls required for the Remedy, as described in the SMP, unless in each instance it first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Property shall prohibit the Property from being used for purposes other than industrial use without the express written waiver of such prohibition by the Relevant Agency. Such waiver may be requested and given with regard to any or all portions of the Property.

AMETEK ROTRON
55 HASBROUCK LANE
WOODSTOCK, NY 12498
ATTN - LARRY BRUCK

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OCT 08 2010
MINA POSTUPACK
ULSTER COUNTY CLERK

COPY

Fifth, the owner of the Property shall prohibit the withdrawal of new sources of groundwater from under the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the SMP, and have not been impaired.

Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved SMP dated October 2010 which is incorporated and made enforceable hereto subject to modification as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property and shall provide that the owner, and its successors and assigns, consent to the enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

ROTRON MANUFACTURING
COMPANY, INC.

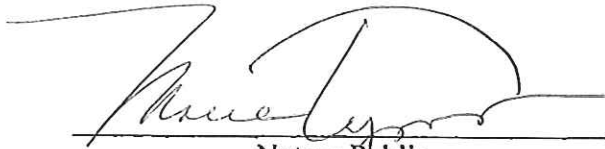


Charles E. Lohwasser
Vice President, General Manager,
AMETEK Thermal Management Systems

ACKNOWLEDGEMENT

State of New York)
)ss.:
County of Ulster)

On the 8th day of October in the year 2010 before me, the undersigned, personally appeared CHARLES E. COHWASSER personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

MARIE TYNAN
Notary Public, State of New York
No. 01TY6163537
Qualified in Ulster County
Term Expires March 26, 2011



Engineers / Surveyors
Planners
Environmental Scientists
Landscape Architects

Chazen Engineering, Land Surveying & Landscape Architecture Co., P.C.

Chazen Environmental Services, Inc.

21 Fox Street, Poughkeepsie, New York 12601

Phone: (845) 454-3980 Fax: (845) 454-4026

www.chazencompanies.com

Capital District Office: (518) 273-0055

Orange County Office: (845) 567-1133

North Country Office: (518) 812-0513

Appendix A

SURVEY DESCRIPTION SECTION 27.018 BLOCK 5 LOT 2

ALL that plot, piece or parcel of land situate and being in the Town of Woodstock, County of Ulster and State of New York, bounded and described as follows:

BEGINNING at a point at the northeasterly corner of the herein described parcel previously described in Liber 998 of deeds at page 418, said point being located N 72°40'58" E 2846.75 from a concrete highway monument found at the intersection with the easterly side of NYS Route 375 with southerly side Hasbrouck Lane; thence S 46°30'53" W 535.01 feet; S46°21'06" W 77.82 feet, N 38°20'52" W 372.78 feet, S 50°55'08" W 262.20 feet, N 42°47'52" W 727.28 feet, N 30°38'16" E 338.82 feet, S39°07'09" E 563.65 feet, N 53°17'51" E 100.00 feet, N 85°42'51" E 92.50 feet, S 66°53'09" E 229.70 feet, S 53°38'09" E 148.89 feet, N 37°18'47" E 232.27 feet and S 50°24'46" E 260.50 feet to the point or place of beginning.

CONTAINING 10.80 ACRES MORE OR LESS

BEING and intended to be all the certain tract or parcel of land described in a conveyance from Nancy M. Schoonmaker and Frank Schoonmaker to Rotron Manufacturing Company Inc. in deed liber 998 page 418 dated April 20, 1957.

July 27, 2010



ALTERATION OF THIS DRAWING, EXCEPT BY A LICENSED P.E. IS ILLEGAL. ANY ALTERATION BY A P.E. MUST BE INDICATED AND BEAR THE APPROPRIATE SEAL, SIGNATURE AND DATE OF ALTERATION.

THE
Chazen
COMPANIES
Engineers/Surveyors
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Environmental Scientists
Landscape Architects

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ROTRON MANUFACTURING CO INC.

**APPENDIX B
KEY MAP
SECTION 27.018, BLOCK 5, LOT 2**

TOWN OF WOODSTOCK, ULSTER COUNTY, NEW YORK

drawn	checked
date	scale
7/27/10	1"=450'
project no.	
49801.00	
sheet no.	

ALL RIGHTS RESERVED. COPY OR REPRODUCTION OF THIS PLAN OR ANY PORTION, THEREOF IS PROHIBITED WITHOUT THE WRITTEN PERMISSION OF THE DESIGN ENGINEER, SURVEYOR, OR ARCHITECT.

Drawing Name: X:\4\49000-40000\49801.00 (Woodstock)\SURVEY\Cad Survey and ENG\survey\2007\dwg\Key Map.dwg Date Printed: Aug 23, 2010, 1:19pm

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WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants in the form of a deed restriction.

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Fifth, the owner of the Property shall prohibit the withdrawal of new sources of groundwater from under the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the SMP, and have not been impaired.

Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved SMP dated October 2010 which is incorporated and made enforceable hereto subject to modification as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property and shall provide that the owner, and its successors and assigns, consent to the enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

ROTROD MANUFACTURING
COMPANY, INC.

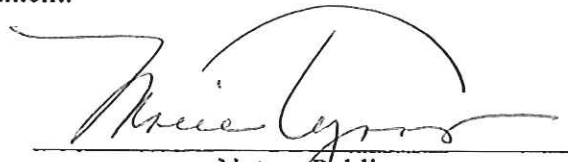


Charles E. Lohwasser
Vice President, General Manager,
AMETEK Thermal Management Systems

ACKNOWLEDGEMENT

State of New York)
)ss.:
County of Ulster)

On the 8TH day of October in the year 2010 before me, the undersigned, personally appeared CHARLES E. COHWASSEIC, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

MARIE TYNAN
Notary Public, State of New York
No. 01TY6163-37
Qualified in Ulster County
Term Expires March 26, 2011



Engineers / Surveyors
Planners
Environmental Scientists
Landscape Architects

Chazen Engineering, Land Surveying & Landscape Architecture Co., P.C.
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Capital District Office: (518) 273-0055
Orange County Office: (845) 567-1133
North Country Office: (518) 812-0513

Appendix A

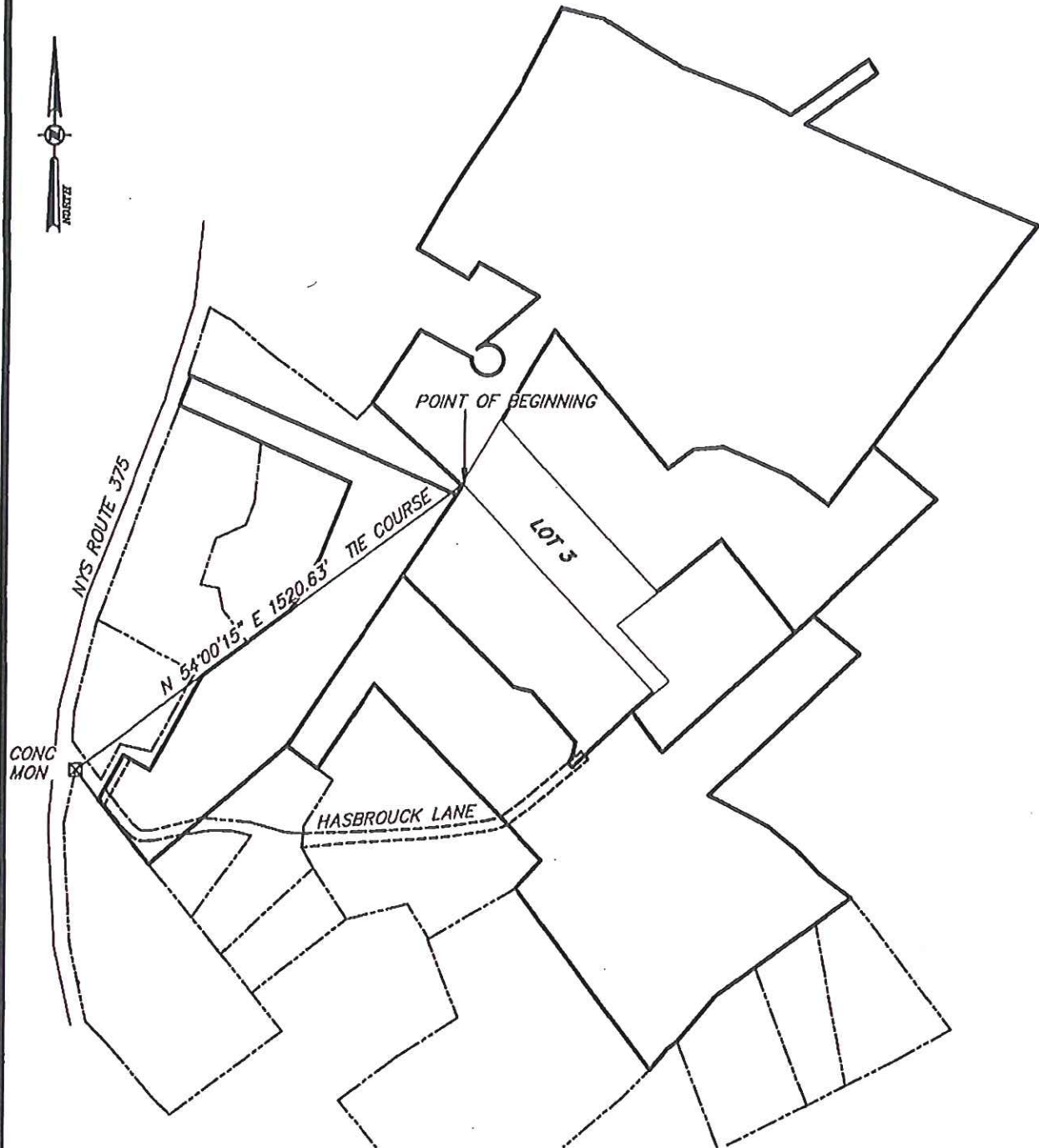
SURVEY DESCRIPTION SECTION 27.018 BLOCK 5 LOT 3

ALL that plot, piece or parcel of land situate and being in the Town of Woodstock, County of Ulster and State of New York, bounded and described as follows:

BEGINNING at a point at the southwesterly corner of the herein described parcel, previously described in Liber 962 of deeds at page 8, said point being located N 54°00'15" E 1520.63 feet from a concrete highway monument found at the intersection with the easterly side of NYS Route 375 with southerly side Hasbrouck Lane; thence, N 33°38'12" E 0.11 feet N 30°38'16" E 223.60 feet, S 42°47'52" E 727.28, S50°55'08" W 165.00 feet, S 42°47'52" E 240.00 feet, S49°25'11" W 50.02 feet and N 42°47'03" W 890.87 feet to the point or place of beginning.

CONTAINING 3.67 ACRES MORE OR LESS

BEING and intended to be all the certain tract or parcel of land described in a conveyance from Nancy M. Schoonmaker and Frank Schoonmaker to Rotron Manufacturing Company Inc. in deed liber 962 page 8 dated April 10, 1956.



ALTERATION OF THIS DRAWING, EXCEPT BY A LICENSED P.E. IS ILLEGAL. ANY ALTERATION BY A P.E. MUST BE INDICATED AND BEAR THE APPROPRIATE SEAL, SIGNATURE AND DATE OF ALTERATION.

THE
Chazen
COMPANIES
Engineers/Surveyors
Planners
Environmental Scientists
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Phone: (845) 454-3980

Capital District Office:
647 River Street Troy, NY 12180
Phone: (518) 273-0055

North Country Office:
100 Glen Street Glens Falls, NY 12801
Phone: (518) 812-0513

ROTRON MANUFACTURING CO. INC

APPENDIX B
KEY MAP
SECTION 27.018, BLOCK 5, LOT 3

TOWN OF WOODSTOCK, ULSTER COUNTY, NEW YORK

drawn	checked
date 7/27/10	scale 1"=450'
project no. 49801.00	
sheet no.	

ALL RIGHTS RESERVED. COPY OR REPRODUCTION OF THIS PLAN OR ANY PORTION, THEREOF IS PROHIBITED WITHOUT THE WRITTEN PERMISSION OF THE DESIGN ENGINEER, SURVEYOR, OR ARCHITECT.

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT, made the 8 day of October, 2010, by Rotron Manufacturing Company, Inc. a corporation organized and existing under the laws of the State of New York and having an office for the transaction of business at 55 Hasbrouck Lane, Woodstock New York:

WHEREAS, Rotron Manufacturing Company, Inc., is the subject of an Order on Consent as part of the New York State Department of Environmental Conservation's (the "Department's") Environmental Restoration Program, namely that parcel of real property located on Hasbrouck Lane in the Town of Woodstock, County of Ulster, State of New York, which is part of lands conveyed by Tana Caro and Angelica Caro to Rotron Manufacturing Company, Inc. by deed dated August 30, 1961 and recorded in the Ulster County Clerk's Office on September 11, 1961 in Book 1111 of Deeds at Page 1105 and being more particularly described in Appendix "A," attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants in the form of a deed restriction.

NOW, THEREFORE, Rotron Manufacturing Company Inc., for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions, is as shown on a map attached to this declaration as Appendix "B" and made a part hereof.

Second, unless prior written approval by the Department, or if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the States citizens, all hereinafter referred to as "the Relevant Agency," is first obtained, where contamination remains at the Property subject to the provisions of the Site Management Plan ("SMP"), there shall be no construction, use or occupancy of the Property that results in the disturbance or excavation of the Property which threatens the integrity of the engineering controls or which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall not disturb, remove, or otherwise interfere with the installation, use, operation, and maintenance of engineering controls required for the Remedy, as described in the SMP, unless in each instance it first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Property shall prohibit the Property from being used for purposes other than industrial use without the express written waiver of such prohibition by the Relevant Agency. Such waiver may be requested and given with regard to any or all portions of the Property.

AMETER ROTRON
55 HASBROUCK LANE
WOODSTOCK, NY 12498
ATTN - LARRY BRUCK

FILED
3 11 16 M
OCT 08 2010
MINA POSTUPACK
ULSTER COUNTY CLERK

Fifth, the owner of the Property shall prohibit the withdrawal of new sources of groundwater from under the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the SMP, and have not been impaired.

Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved SMP dated October 2010 which is incorporated and made enforceable hereto subject to modification as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property and shall provide that the owner, and its successors and assigns, consent to the enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

ROTRON MANUFACTURING COMPANY,
INC.

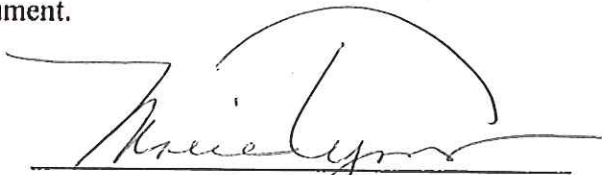


Charles E. Lohwasser
Vice President, General Manager,
AMETEK Thermal Management Systems

ACKNOWLEDGEMENT

State of New York)
)ss.:
County of Ulster)

On the 8th day of October in the year 2010 before me, the undersigned, personally appeared CHARLES E LOFWASSER, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

MARIE TYNAN
Notary Public, State of New York
No. 01TY6163537
Qualified in Ulster County
Term Expires March 26, 2011



Engineers / Surveyors
Planners
Environmental Scientists
Landscape Architects

Chazen Engineering, Land Surveying & Landscape Architecture Co., P.C.

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Capital District Office: (518) 273-0055

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Appendix A

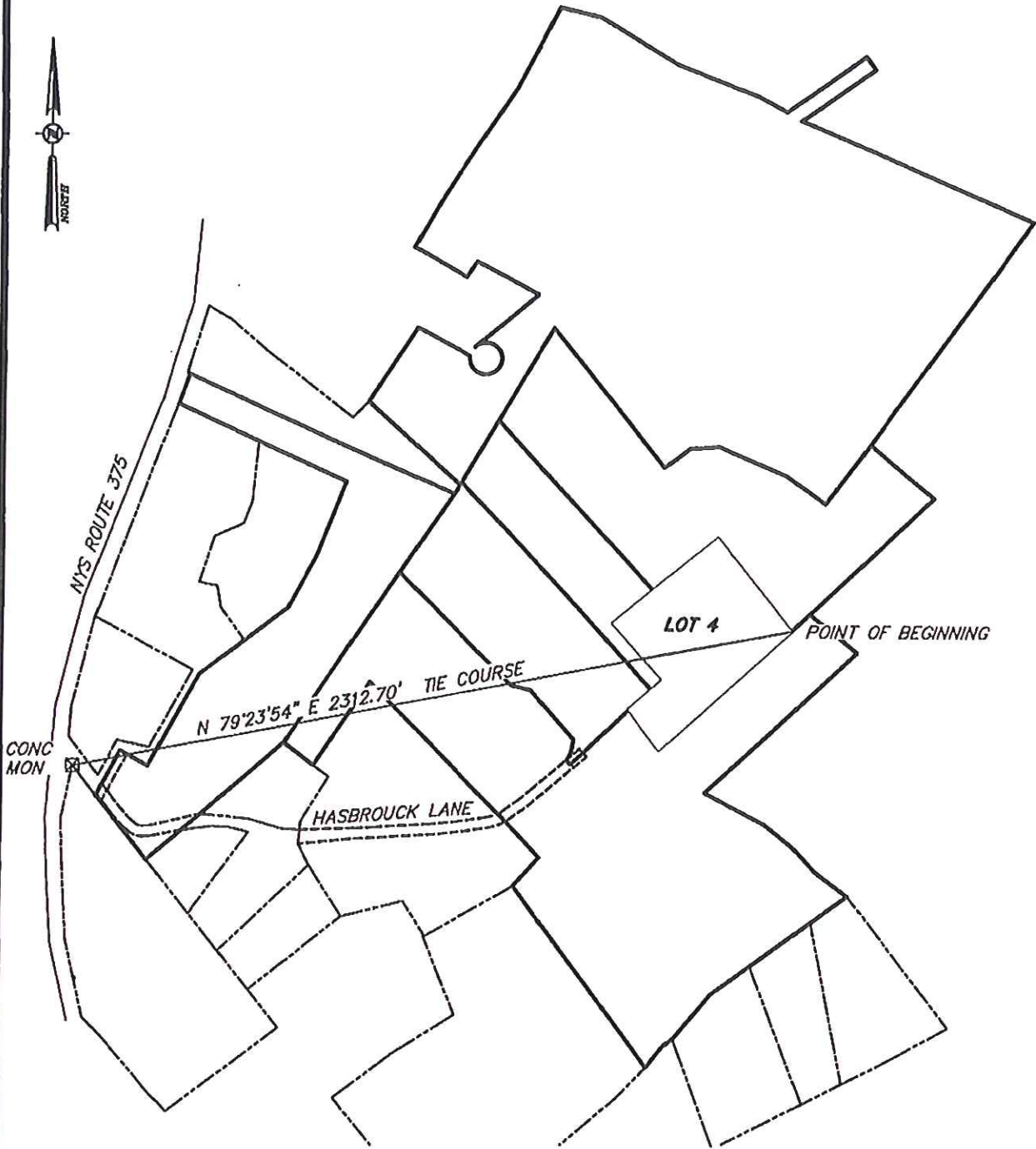
SURVEY DESCRIPTION SECTION 27.018 BLOCK 5 LOT 4

ALL that plot, piece or parcel of land situate and being in the Town of Woodstock, County of Ulster and State of New York, bounded and described as follows:

BEGINNING at a point at the northeasterly corner of the herein described parcel, previously described in Liber 1111 of deeds at page 1105, said point be located N 79°23'54" E 2312.70 feet from a concrete highway monument found at the intersection with the easterly side of NYS Route 375 with the southerly side Hasbrouck Lane; thence S 48°01'22" W 557.00 feet, N 37°01'52" W 158.03 feet, N 49°35'57"E 93.79 feet, N 49°25'11" E 50.02 feet, N 42°47'52" W 240.00 feet, N 50°55'08" E 427.20 feet and S 38°20'52" E 372.78 feet to the point or place of beginning.

CONTAINING 4.16 ACRES MORE OR LESS

BEING and intended to be all the certain tract or parcel of land described in a conveyance from Tana Caro and Angelica Caro to Rotron Manufacturing Company Inc. in deed liber 1111 page 1105 dated August 30, 1961.



ALTERATION OF THIS DRAWING, EXCEPT BY A LICENSED P.E. IS ILLEGAL. ANY ALTERATION BY A P.E. MUST BE INDICATED AND BEAR THE APPROPRIATE SEAL, SIGNATURE AND DATE OF ALTERATION.

THE
Chazen
COMPANIES

Engineers/Surveyors
Planners
Environmental Scientists
Landscape Architects

Dutchess County Office:
21 Fox Street Poughkeepsie, NY 12801
Phone: (845) 454-3980

Capital District Office:
547 River Street Troy, NY 12180
Phone: (518) 273-0055

North Country Office:
100 Glen Street Glens Falls, NY 12801
Phone: (518) 612-0513

ROTRON MANUFACTURING CO. INC

APPENDIX B
KEY MAP
SECTION 27.018, BLOCK 5, LOT 4

TOWN OF WOODSTOCK, ULSTER COUNTY, NEW YORK

drawn	checked
date	scale
7/27/10	1"=450'
project no.	
49801.00	
sheet no.	

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Drawing Name: X:\4\49000-40000\49801.00 (Woodstock)\SURVEY\Cad Survey and ENG\survey\2007\dwg\Key Map.dwg Date Printed: Aug 23, 2010, 1:21pm

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT, made the 8 day of October, 2010, by Rotron Manufacturing Company, Inc. a corporation organized and existing under the laws of the State of New York and having an office for the transaction of business at 55 Hasbrouck Lane, Woodstock New York:

WHEREAS, Rotron Manufacturing Company, Inc., is the subject of an Order on Consent as part of the New York State Department of Environmental Conservation's (the "Department's") Environmental Restoration Program, namely that parcel of real property located on Hasbrouck Lane in the Town of Woodstock, County of Ulster, State of New York, which is part of lands conveyed by Jack Constant Van Rijn and Christiane M. Van Rijn to Rotron Manufacturing Company, Inc. by deed dated August 14, 1959 and recorded in the Ulster County Clerk's Office in Book 1086 of Deeds at Page 164 and being more particularly described in Appendix "A," attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants in the form of a deed restriction.

NOW, THEREFORE, Rotron Manufacturing Company Inc., for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions, is as shown on a map attached to this declaration as Appendix "B" and made a part hereof.

Second, unless prior written approval by the Department, or if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the States citizens, all hereinafter referred to as "the Relevant Agency," is first obtained, where contamination remains at the Property subject to the provisions of the Site Management Plan ("SMP"), there shall be no construction, use or occupancy of the Property that results in the disturbance or excavation of the Property which threatens the integrity of the engineering controls or which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall not disturb, remove, or otherwise interfere with the installation, use, operation, and maintenance of engineering controls required for the Remedy, as described in the SMP, unless in each instance it first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Property shall prohibit the Property from being used for purposes other than industrial use without the express written waiver of such prohibition by the Relevant Agency. Such waiver may be requested and given with regard to any or all portions of the Property.

AMETER ROTRON
55 HASBROUCK LAWE
WOODSTOCK, NY 12498
ATTN - LARRY BRUCK

FILED
3 H 16 M

OCT 08 2010

COPY
MINA POSTUPACK
ULSTER COUNTY CLERK

Fifth, the owner of the Property shall prohibit the withdrawal of new sources of groundwater from under the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the SMP, and have not been impaired.

Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved SMP dated October 2010 which is incorporated and made enforceable hereto subject to modification as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property and shall provide that the owner, and its successors and assigns, consent to the enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

ROTRON MANUFACTURING
COMPANY, INC

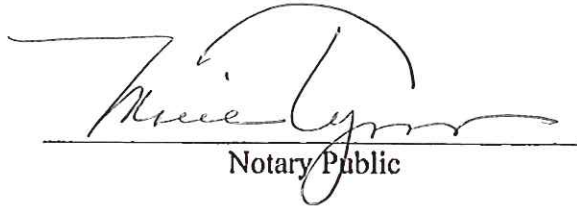


Charles E. Lohwasser
Vice President, General Manager,
AMETEK Thermal Management Systems

ACKNOWLEDGEMENT

State of New York)
)ss.:
County of Ulster)

On the 8th day of October in the year 2010 before me, the undersigned, personally appeared CHARLES E. LOFFJASSEN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

MARIE TYNAN
Notary Public, State of New York
No. 01TY6163537
Qualified in Ulster County
Term Expires March 26, 2011



Engineers / Surveyors
Planners
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Appendix A

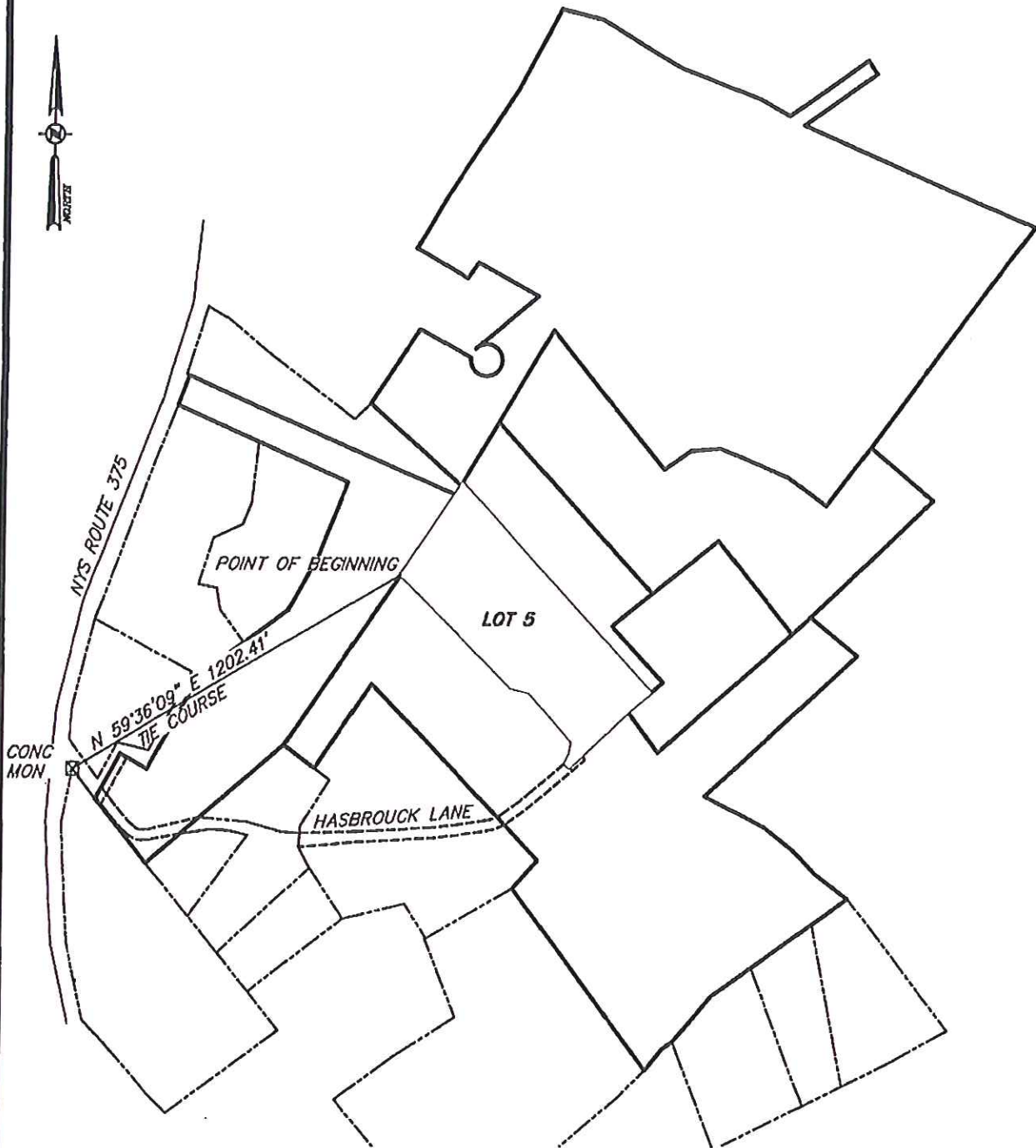
SURVEY DESCRIPTION SECTION 27.018 BLOCK 5 LOT 5

ALL that plot, piece or parcel of land situate and being in the Town of Woodstock, County of Ulster and State of New York, bounded and described as follows:

BEGINNING at a point at the southwesterly corner of the herein described parcel, previously described in Liber 1086 of deeds at page 164, said point be located N 59°36'09" E 1202.41 feet from a concrete highway monument found at the intersection with the easterly side of NYS Route 375 with the southerly side Hasbrouck Lane; thence N 34°10'00" E 300.77 feet, N 33°38'12" E 43.77 feet, S 42°47'03" E 890.87 feet, S 49°35'57" W 93.99 feet, S 46°47'57" W 253.17 feet, N 55°42'03" W 17.42 feet, N 28°05'57" E 33.60 feet, N 10°26'57" E 39.26 feet, N 41°39'03" W 207.03 feet, N 76°27'03" W 63.72 feet and N 44°41'03" W 499.39 feet to the point or place of beginning.

CONTAINING 6.15 ACRES MORE OR LESS

BEING and intended to be all the certain tract or parcel of land described in a conveyance from Jack Constant Van Rijn and Christiane M. Van Rijn to Rotron Manufacturing Company Inc in deed liber 1086 page 164 dated August 14, 1959.



ALTERATION OF THIS DRAWING, EXCEPT BY A LICENSED P.E. IS ILLEGAL. ANY ALTERATION BY A P.E. MUST BE INDICATED AND BEAR THE APPROPRIATE SEAL, SIGNATURE AND DATE OF ALTERATION.

THE
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Capital District Office:
547 River Street Troy, NY 12180
Phone: (518) 273-0055

North Country Office:
100 Glen Street Glens Falls, NY 12801
Phone: (518) 812-0513

ROTRON MANUFACTURING CO. INC

**APPENDIX B
KEY MAP
SECTION 27.018, BLOCK 5, LOT 5**

TOWN OF WOODSTOCK, ULSTER COUNTY, NEW YORK

drawn	checked
date 7/27/10	scale 1"=450'
project no. 49801.00	
sheet no.	

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DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT, made the 8 day of October, 2010, by Rotron Manufacturing Company, Inc. a corporation organized and existing under the laws of the State of New York and having an office for the transaction of business at 55 Hasbrouck Lane, Woodstock New York:

WHEREAS, Rotron Manufacturing Company, Inc., is the subject of an Order on Consent as part of the New York State Department of Environmental Conservation's (the "Department's") Environmental Restoration Program, namely that parcel of real property located on Hasbrouck Lane in the Town of Woodstock, County of Ulster, State of New York, which is part of lands conveyed by J. Constant Van Rijn and Christiane M. Van Rijn to Rotron Manufacturing Company, Inc. by deed dated January 3, 1972 and recorded in the Ulster County Clerk's Office on January 12, 1972 in Book 1272 of Deeds at Page 551 and being more particularly described in Appendix "A," attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants in the form of a deed restriction.

NOW, THEREFORE, Rotron Manufacturing Company Inc., for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions, is as shown on a map attached to this declaration as Appendix "B" and made a part hereof.

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Third, the owner of the Property shall not disturb, remove, or otherwise interfere with the installation, use, operation, and maintenance of engineering controls required for the Remedy, as described in the SMP, unless in each instance it first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Property shall prohibit the Property from being used for purposes other than industrial use without the express written waiver of such prohibition by the Relevant Agency. Such waiver may be requested and given with regard to any or all portions of the Property.

AMETER ROTRON
55 HASBROUCK LANE
WOODSTOCK, NY 12498
ATTN - LARRY BRUCK

FILED
3 H 10 M
OCT 08 2010
KINA POSTUPACK
ULSTER COUNTY CLERK

Fifth, the owner of the Property shall prohibit the withdrawal of new sources of groundwater from under the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the SMP, and have not been impaired.

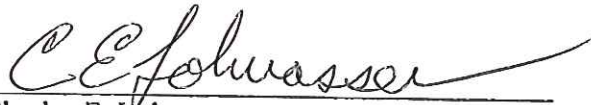
Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved SMP dated October 2010 which is incorporated and made enforceable hereto subject to modification as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property and shall provide that the owner, and its successors and assigns, consent to the enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

ROTRON MANUFACTURING COMPANY,
INC.

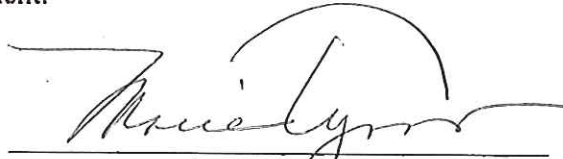


Charles E. Lohwasser
Vice President, General Manager,
AMETEK Thermal Management Systems

ACKNOWLEDGEMENT

State of New York)
)ss.:
County of Ulster)

On the *8th* day of October in the year 2010 before me, the undersigned, personally appeared *CHARLES E. LOHWASSER*, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

MARIE TYNAN
Notary Public, State of New York
No. 01TY6163537
Qualified in Ulster County
Term Expires March 26, 2011



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Capital District Office (518) 273-0055

Orange County Office (845) 567-1133

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Appendix A

SURVEY DESCRIPTION SECTION 27.018 BLOCK 5 LOT 6

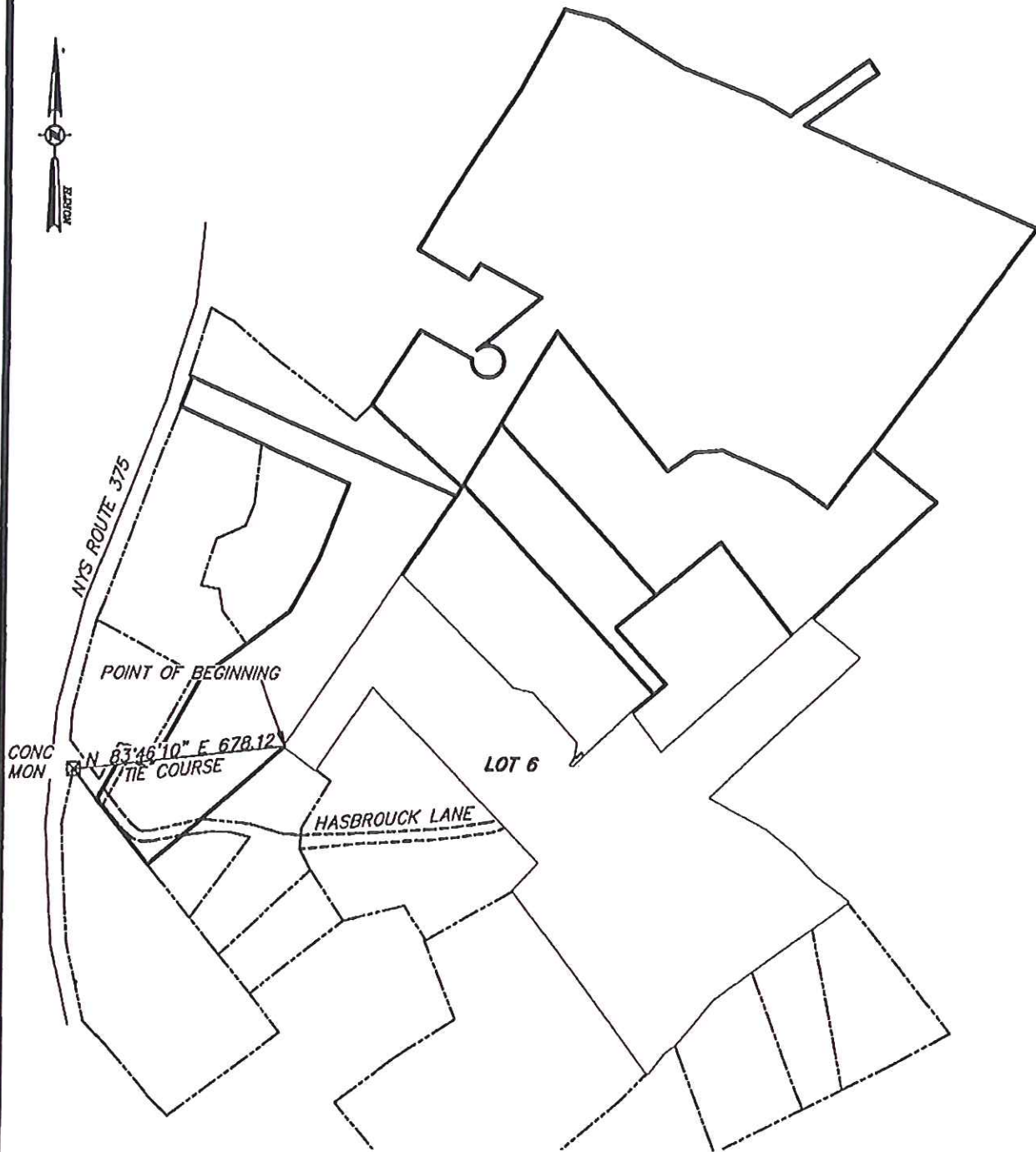
ALL that plot, piece or parcel of land situate and being in the Town of Woodstock, County of Ulster and State of New York, bounded and described as follows:

BEGINNING at a point at the southwesterly corner of the herein described parcel, previously described in Liber 1086 of deeds at page 162, said point be located N 83°46'10" E 678.12 feet from a concrete highway monument found at the intersection with the easterly side of NYS Route 375 with the southerly side Hasbrouck Lane; thence N 34°10'00" E 646.38 feet, S 44°41'03" E 499.39 feet, S 76°27'03" E 63.72 feet, S 41°39'03" E 207.03 feet, S 10°26'57" W 39.26 feet, S 28°05'57" W 33.60 feet, S 55°42'03" E 17.42 feet, N 46°47'57" E 253.17 feet, N 49°35'57" E 0.20 feet, S 37°01'52" E 158.03 feet, N 48°01'22" E 557.00 feet, N 46°21'06" E 77.82 feet, S 51°08'40" E 191.60 feet, S 46°59'20" W 647.90 feet, S 62°04'40" E 211.30 feet, S 51°26'40" E 114.10 feet, S 42°34'40" E 104.70 feet, S 53°10'40" E 127.37 feet, S 54°00'46" W 139.97 feet, S 53°59'27" W 386.08 feet, S 39°34'27" W 105.73 feet, S 40°20'18" W 80.22, S 52°25'15" W 39.35 feet, S 37°58'11" W 84.84 feet, N 36°47'03" W 712.67 feet, N 42°33'55" E 121.00 feet, N 43°49'59" W 768.58 feet, S 34°09'21" W 317.23 feet and N 53°31'31" W 119.46 feet to the point or place of beginning

CONTAINING 23.00 ACRES MORE OR LESS

BEING and intended to be all the certain tract or parcel of land described in a conveyance from J. Constant Van Rijn and Christiane M. Van Rijn to Rotron Incorporated in deed Liber 1272 page 551 dated January 3, 1972.

July 27, 2010



ALTERATION OF THIS DRAWING, EXCEPT BY A LICENSED P.E. IS ILLEGAL. ANY ALTERATION BY A P.E. MUST BE INDICATED AND BEAR THE APPROPRIATE SEAL, SIGNATURE AND DATE OF ALTERATION.

THE
Chazen
COMPANIES
Engineers/Surveyors
Planners
Environmental Scientists
Landscape Architects

Dutchess County Office:
21 Fox Street Poughkeepsie, NY 12601
Phone: (845) 454-3980

Capital District Office:
547 River Street Troy, NY 12180
Phone: (518) 273-0055

North Country Office:
100 Glen Street Glens Falls, NY 12801
Phone: (518) 812-0513

ROTRON MANUFACTURING CO. INC

**APPENDIX B
KEY MAP
SECTION 27.018, BLOCK 5, LOT 6**

TOWN OF WOODSTOCK, ULSTER COUNTY, NEW YORK

drawn	checked
date	scale
7/27/10	1"=450'
project no.	
49801.00	
sheet no.	

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Drawing Name: X:\4\49000-40000\49801.00 (Woodstock)\SURVEY\Cad Survey and ENG\survey\2007\dwg\Key Map.dwg Date Printed: Aug 23, 2010, 1:24pm

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT, made the 8th day of October, 2010, by Rotron Manufacturing Company, Inc. a corporation organized and existing under the laws of the State of New York and having an office for the transaction of business at 55 Hasbrouck Lane, Woodstock New York:

WHEREAS, Rotron Manufacturing Company, Inc., is the subject of an Order on Consent as part of the New York State Department of Environmental Conservation's (the "Department's") Environmental Restoration Program, namely that parcel of real property located on Hasbrouck Lane in the Town of Woodstock, County of Ulster, State of New York, which is part of lands conveyed by Ethel C. Hasbrouck to Rotron Manufacturing Company, Inc. by deed dated January 6, 1965 and recorded in the Ulster County Clerk's Office on January 7, 1965 in Book 1161 of Deeds at Page 869 and being more particularly described in Appendix "A," attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that the Property be subject to restrictive covenants in the form of a deed restriction.

NOW, THEREFORE, Rotron Manufacturing Company Inc., for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions, is as shown on a map attached to this declaration as Appendix "B" and made a part hereof.

Second, unless prior written approval by the Department, or if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the States citizens, all hereinafter referred to as "the Relevant Agency," is first obtained, where contamination remains at the Property subject to the provisions of the Site Management Plan ("SMP"), there shall be no construction, use or occupancy of the Property that results in the disturbance or excavation of the Property which threatens the integrity of the engineering controls or which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Property shall not disturb, remove, or otherwise interfere with the installation, use, operation, and maintenance of engineering controls required for the Remedy, as described in the SMP, unless in each instance it first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Property shall prohibit the Property from being used for purposes other than industrial use without the express written waiver of such prohibition by the Relevant Agency. Such waiver may be requested and given with regard to any or all portions of the Property.

AMETER ROTRON
55 HASBROUCK LANE
WOODSTOCK, NY 12498
ATTN - LARRY BRUCK

FILED
3 M 10 M
OCT 08 2010
NINA POSTUPACK
ULSTER COUNTY CLERK

Fifth, the owner of the Property shall prohibit the withdrawal of new sources of groundwater from under the Property without treatment rendering it safe for drinking water or industrial purposes, as appropriate, unless the user first obtains permission from the Department or Relevant Agency.

Sixth, the owner of the Property shall provide a periodic certification, prepared and submitted by a professional engineer or environmental professional acceptable to the Department or Relevant Agency, which will certify that the institutional and engineering controls put in place are unchanged from the previous certification, comply with the SMP, and have not been impaired.

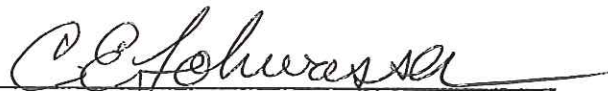
Seventh, the owner of the Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved SMP dated October 2010 which is incorporated and made enforceable hereto subject to modification as approved by the Department or Relevant Agency.

Eighth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Property and shall provide that the owner, and its successors and assigns, consent to the enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Relevant Agency to seek enforcement.

Ninth, any deed of conveyance of the Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

ROTRON MANUFACTURING COMPANY,
INC.

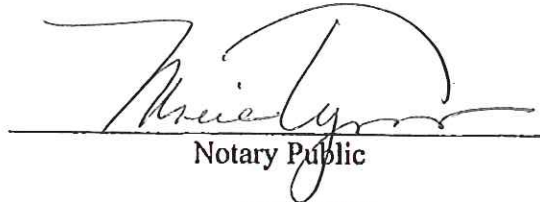


Charles E. Lohwasser
Vice President, General Manager,
AMETEK Thermal Management Systems

ACKNOWLEDGEMENT

State of New York)
) ss.:
County of Ulster)

On the 8TH day of October in the year 2010 before me, the undersigned, personally appeared CHARLES E LOHWASSEN personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

MARIE TYNAN
Notary Public, State of New York
No. 01TY6163537
Qualified in Ulster County
Term Expires March 26, 2011



Engineers / Surveyors
Planners
Environmental Scientists
Landscape Architects

Chazen Engineering, Land Surveying & Landscape Architecture Co., P.C.

Chazen Environmental Services, Inc.

21 Fox Street, Poughkeepsie, New York 12601

Phone (845) 454-3980 Fax (845) 454-4026

www.chazencompanies.com

Capital District Office (518) 273-0055

Orange County Office (845) 567-1133

North Country Office (518) 812-0513

Appendix A

SURVEY DESCRIPTION SECTION 27.018 BLOCK 5 LOT 7.1

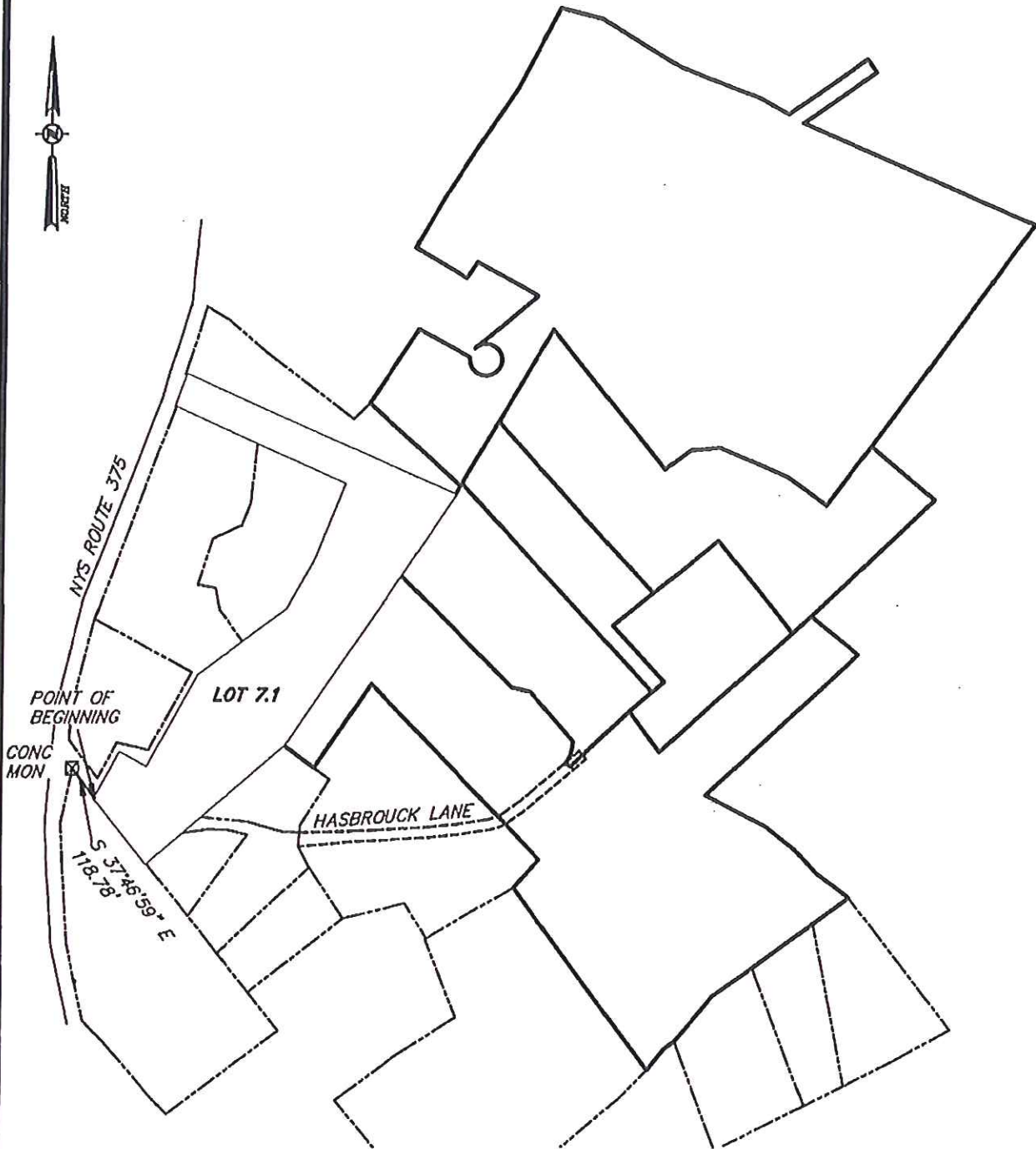
ALL that plot, piece or parcel of land situate and being in the Town of Woodstock, County of Ulster and State of New York, bounded and described as follows:

BEGINNING at a point at the southwesterly corner of the herein described parcel, previously described in Liber 1161 of deeds at page 863, said point be located S 37°46'59" E 118.78 feet from a concrete highway monument found at the intersection with the easterly side of NYS Route 375 with the southerly side of Hasbrouck Lane; thence N 29°19'00" E 160.13 feet, S 62°00'00" E 100.00 feet, N 29°19'00" E 333.80 feet, N 53°36'01" E 348.07 feet, N 29°13'00" E 190.27 feet, N 21°50'40" E 252.78 feet, N 66°03'00" W 594.57 feet, N 20°44'39" E 100.18 feet, S 66°03'00" E 923.43 feet, S 34°10'00" W 947.15 feet, S 49°33'00" W 573.96 feet, N 39°17'00" W 82.98 feet and N 38°32'00" W 179.83 feet to the point or place of beginning.

CONTAINING 10.69 ACRES MORE OR LESS

BEING and intended to be all the certain tract or parcel of land described in a conveyance from Ethel C. Hasbrouck to Rotron Manufacturing Company in deed Liber 1161 page 869 dated January 6, 1965.

July 27, 2010



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ROTRON MANUFACTURING CO. INC

**APPENDIX B
KEY MAP
SECTION 27.018, BLOCK 5, LOT 7.1**

TOWN OF WOODSTOCK, ULSTER COUNTY, NEW YORK

drawn	checked
date	scale
7/27/10	1"=450'
project no.	
49801.00	
sheet no.	

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Drawing Name: X:\4\49000-40000\49801.00 (Woodstock)\SURVEY\Cad Survey and ENG\survey\2007\dwg\Key Map.dwg Date Printed: Aug 23, 2010, 1:25pm