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March 12, 2013

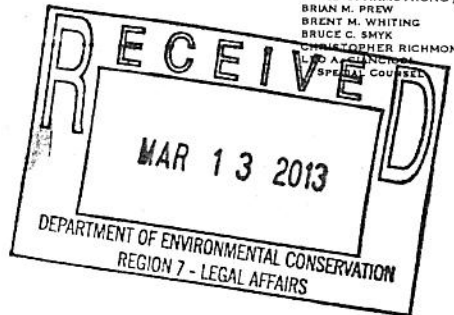
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AND MASSACHUSETTS ONLY

Margaret A. Sheen, Esq.
Assistant Regional Attorney
NYSDEC – General Counsel
615 Erie Blvd. West, 2nd Floor
Syracuse, New York 13204-2400



Re: Owego Heat Treat

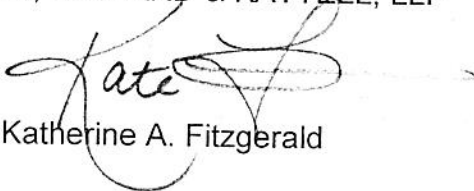
Dear Ms. Sheen,

I enclose a certified copy of the Declaration of Covenants and Restrictions, which was filed in the Tioga County Clerk's Office on February 26, 2013.

Very truly yours,

HINMAN, HOWARD & KATTELL, LLP

By


Katherine A. Fitzgerald

KAF/jp
Enclosure
Cc: Marla Englehard



ROBERT L. WOODBURN
TIOGA COUNTY CLERK

REGISTRATION NUMBER
207001-001

16 Court St PO Box 307
Owego, NY 13827
(607) 687-8660
Fax: (607) 687-4612

No. of Pages: 7
(including this cover page)

Delivered By:
HINMAN, HOWARD & KATTELL

Receipt No. 207001

Return To:
HINMAN, HOWARD & KATTELL
700 SECURITY MUTUAL BLDG.

Date: 02/26/2013

Time: 10:48 AM

BINGHAMTON, NY 13901

Document Type: EASEMENT/LEASE

Parties
To Transaction: CORRECTION DECL/RESTRICT-OWEGO HT

Town/City:

Deed Information

Mortgage Information

Taxable Consideration: \$0.00

Taxable Mortgage Amount:

State Transfer Tax: \$0.00

Basic Mortgage Tax:

County Transfer Tax:

Special Mortgage Tax:

RETT No.: 01068

Additional Mortgage Tax:

Local Mortgage Tax:

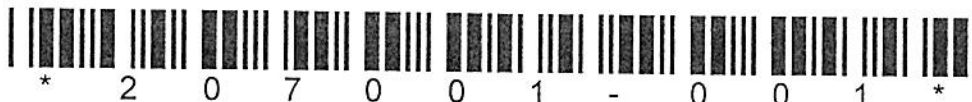
State of New York
Tioga County Clerk

Mortgage Serial No.:

This sheet constitutes the Clerk endorsement required by Section 316-A(5) & Section 319 of the Real Property Law of the State of New York.

Tioga County Clerk

Please do not remove this page.



DECLARATION OF COVENANTS AND RESTRICTIONS

THIS COVENANT is made the 8th day of February 2013, by OWEGO HEAT TREAT, INC., a corporation organized and existing under the laws of New York State, having an office for the transaction of business at 1646 Marshland Road, Owego, New York (hereinafter "OHT").

WHEREAS, OHT Site (Site #754011 was the subject of a Superfund Order on Consent #A7-0267-91-05, executed by OHT as part of the New York State Department of Environmental Conservation's (the "Department") Superfund Program, which remedial program was performed by OHT until the execution by OHT and the Department of the Order and Administrative Settlement (#R7-0803-13-01). The remedial activities are now being performed by the New York State Department of Environmental Conservation (the "Department"), at the OHT site namely that parcel of real property located at 1646 Marshland Road, Owego, New York, which is part of the lands conveyed to OHT by deed dated October 23, 1956, and recorded in the Tioga County Clerk's Office in Book 270 of Deeds at Page 268 on Nov. 23, 1956, and being a part of that property conveyed to OHT by William E. and Lois L. Engelhard (and known as Tax Map 130.00-2-39.1), and more particularly described in Schedule "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.

NOW, THEREFORE, OHT, 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 Schedule "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 State's citizens, hereinafter

referred to as "the Relevant Agency," is first obtained, where contamination remains at the Property subject to the provisions of either the Operation and Maintenance Plans (the "O&M Plan") or 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. The O&M Plan or SMP may be obtained from the New York State Department of Environmental Remediation, Site Control Section, 625 Broadway, Albany, New York 12233.

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, which are described in the Monitoring Plan, the O&M Plan and/or any SMP, unless in each instance the owner first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Property shall prohibit that portion of the Property south of Marshland Road from ever being used for purposes other than for industrial or commercial use without the express written waiver of such prohibition by the Department or Relevant Agency.

Fifth, the use of groundwater underlying the property is prohibited, except for the uncontaminated lower aquifer, without necessary water quality treatment as determined by the NYSDOH or the Tioga County Department of Health, to render it safe for use as drinking water or for industrial purposes, and the user must first notify and obtain written approval to do so from the Department. The lower aquifer is separated from the upper aquifer by a glacial till.

Sixth, pursuant to an "Order and Administrative Settlement, Index #R7-0803-13-01 dated February 5, 2013, (Site #754011) the Department or Relevant Agency shall have access to the Property to operate and maintain any institutional and engineering controls required for the remedy and to maintain such controls, in compliance with the approved Monitoring Plan, O&M Plan and/or any SMP.

Seventh, 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 enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Department or Relevant Agency requires to be recorded, and the owner and its successors and assigns hereby covenant not to contest the authority of the Department or Relevant Agency to seek enforcement.

Eighth, 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.


OWEGO HEAT TREAT

Dated: February 8, 2013

By: 
Edward L. Engelhard, President

STATE OF NEW YORK)
) SS.:
COUNTY OF Tioga)

On this 8TH day of February, in the year of 2013, before me, the undersigned, personally appeared EDWARD L. ENGELHARD, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

Julie A. Makowiec
Notary Public, State of New York
Reg No. 01MA6266823
Qualified in Tompkins County
My Commission Expires August 6, 2016

All of that parcel of land situate in the Town of Owego, County of Tioga, State of New York and described as follows:

Beginning at a point on the southeasterly boundary of Marshland Road at its intersection with the easterly boundary of the property of Edward Lee Engelhard & Marla M. Engelhard; thence northeasterly and easterly along the southeasterly and southerly boundary of Marshland Road a distance of 531± feet to a point, the last mentioned point being the northwesterly corner of a cemetery; thence along the boundaries of said cemetery the following two courses and distances:

- (1) S 02° 00' W a distance of 119± feet to a point;
- (2) N 87° 52' E a distance of 47± feet to a point, the last mentioned point being a corner of the property of Brian Hunsinger; thence S 03° 54' W along the westerly boundary of the last mentioned property and along the westerly boundary of the property of Marshland Links, Inc. a distance of 410± feet to a point; thence S 78° 45' W a distance of 354± feet to a point; thence N 21° 20' W a distance of 283.92 feet to a point, the last mentioned point being the southeasterly corner of the property of Edward Lee Engelhard & Marla M. Engelhard; thence N 21° 20' W along the easterly boundary of the last mentioned property a distance of 210 feet to the point of beginning; containing 5.39± acres.

ALSO, all of that parcel of land situate in the Town of Owego, County of Tioga, State of New York and described as follows:

Beginning at a point on the northerly boundary of Marshland Road, said point being a distance of 490± feet measured northeasterly and easterly along the northwesterly and northerly boundary of Marshland Road from its intersection with the easterly boundary of the property of John B. & Jane C. Theurer; thence N 12° 04' W a distance of 1008± feet to a point on the southeasterly edge of the Susquehanna River; thence northeasterly and easterly along the southeasterly and southerly edge of the Susquehanna River a distance of 374± feet to a point; thence S 09° 38' E a distance of 1040± feet to a point on the northerly boundary of Marshland Road; thence westerly along the last mentioned boundary a distance of 327± feet to the point of beginning; containing 8.23± acres.

Being a portion of the premises conveyed to Owego Heat Treat, Inc. by deed from William E. and Lois L. Engelhard dated October 23, 1956 and recorded November 23, 1956 in the Tioga County Clerk's Office in Book 270 of Deeds at page 268.

This is a CORRECTION DOCUMENT, given to correct an error in the Schedules "A" and "B" attached to the initial Declaration of Covenants and Restrictions recorded in the Tioga County Clerk's Office on February 15, 2013 as Instrument No.: 206749-001. This instrument now contains the correct Schedules "A" and "B" intended to accompany the document.

SCHEDULE "B"



MARSHLAND ROAD

ROAD B'DIES.

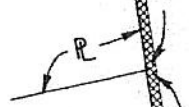
49 1/2'

531'±

P.O.B.

EDWARD LEE
ENGELHARD &
MARLA M.
ENGELHARD

N 21°20' W
210'



N 21°20' W
283.92'

5.39± ACRES

EASEMENT
BOUNDARIES

354'±

S 78°45' W

OWEGO HEAT TREAT, INC.

±11611
±100.020
±11911

CEMETERY

N 87°52' E

BRIAN
HUNSINGER

±11014
±154.030
±11014

MARSHLAND LINKS,
INC.

NOTES:

1. BEARINGS ARE REFERENCED TO THOSE SHOWN ON SUBDIVISION NO. 1, TIOGA MANOR.
2. EXISTING BUILDINGS, IMPROVEMENTS, ETC. ARE NOT SHOWN.

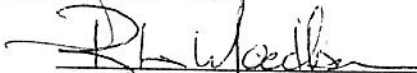
SCALE: 1" = 100'



STATE OF NEW YORK
TIOGA COUNTY CLERK'S OFFICE

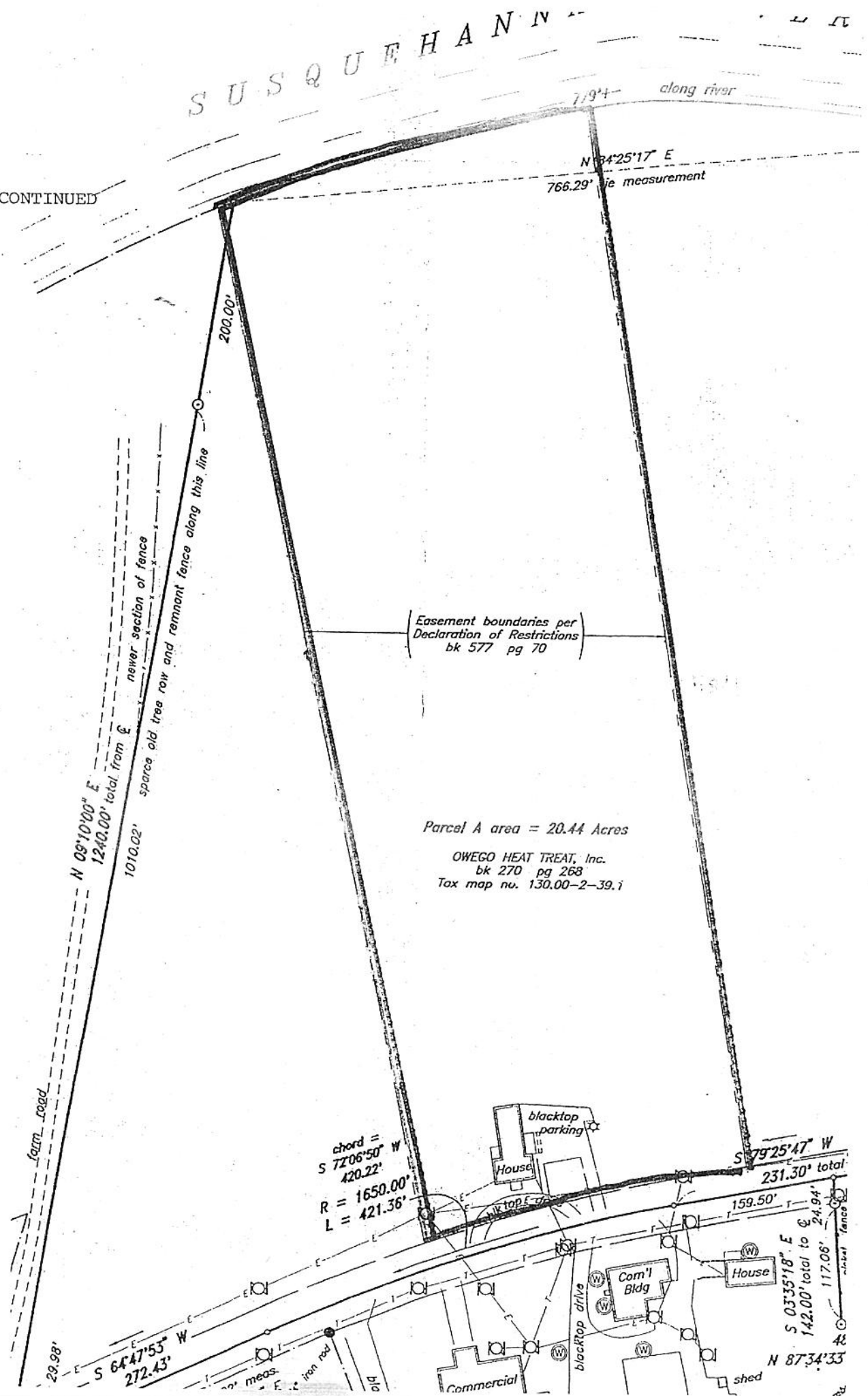
I, Robert L. Woodburn Clerk of the County of Tioga, of the County Court of said County, and of the Supreme Court, both Courts being Court of Record having a common seal, do hereby certify that I have compared the within copy with original thereof, filed & entered/recorded in said office on 2-26-13 and that the same is a correct and true copy of said original and of the whole thereof.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at Owego, New York this 26 day of February, 2013


Clerk
Robert L. Woodburn

SUSQUEHANNA

SCHEDULE "B" CONTINUED



779'4" along river

N 84°25'17" E
766.29' tie measurement

200.00'

N 08°10'00" E
1240.00' total from E

1010.02' sparse old tree row and remnant fence along this line
newer section of fence

(Easement boundaries per Declaration of Restrictions bk 577 pg 70)

Parcel A area = 20.44 Acres

OWEGO HEAT TREAT, Inc.
bk 270 pg 268
Tax map no. 130.00-2-39.1

chord = S 72°06'50" W
420.22'
R = 1650.00'
L = 421.36'

S 79°25'47" W
231.30' total

S 03°35'18" E
142.00' total to E
24.94'

N 87°34'33"

farm road

blacktop parking
House

blacktop drive

Com'l Bldg

House

Commercial

shed

29.98'

S 64°47'53" W
272.43'

meas. iron rod