

120000223

SCANNED

000 0001

RECORD AT THE REQUEST OF
AND WHEN RECORDED RETURN TO:

Tax Parcel Identification Numbers
Tax Map No.: 272-1-8

Federal-Mogul Corporation
World Headquarters - Global Real Estate
26555 Northwestern Highway, S2
Southfield, Michigan 48033
Attn: Edward O'Neill

[SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY]

5/27/2012

COMMERCIAL

DEED RESTRICTION

This Deed Restriction ("Deed Restriction") is made as of this 23rd day of January, 2012 by **Federal-Mogul Products, Inc.**, a Delaware corporation ("Owner"), the owner in fee simple absolute of that certain real property (the "Real Property") situated in Frederick County, Virginia, Commonwealth of Virginia, located at or near, and commonly known as, 2410 Papermill Road, Winchester VA 22604, and bearing Tax Parcel Identification Number 272-1-8, all as described more fully in Exhibit A attached hereto and made a part hereof and as further described in Paragraph 2 below.

This Deed Restriction subjects certain portions of the Real Property as specified in this Deed Restriction to the use limitations described herein. This Deed Restriction is made in conjunction with the Virginia Department of Environmental Quality ("VDEQ") in order to protect human health and the environment.

1. **Covenant in Perpetuity.** It is the intention of the Owner that this Deed Restriction shall constitute an equitable servitude and restrictive covenant solely on such specific portions of the Real Property and shall run with the Real Property in perpetuity and bind the Owner, its personal representatives, successors, assigns, heirs, and any other person or entity claiming under them.

2. **Restricted Property.** A survey, with legal description and drawing of the Restricted Property is attached to this Deed Restriction as Exhibit A-1. The Real Property affected by this Deed Restriction ("Restricted Property") has been and is used for industrial manufacturing operations, and is located at:

2410 Papermill Road
P.O. Box 3250
Winchester, VA 22604

The Real Property is zoned "M-2 - Intensive Industrial District." The latitude and longitude of the center of the Real Property affected by this Deed Restriction is: 39deg09'35"N, 78deg10'20"W. The Real Property consists of approximately 44.7778 acres. The portion of the Real Property affected by this Deed Restriction is referred to herein as the Restricted Property and contains approximately 11.99 acres.

3. Description of Contamination & Remedy.

The Owner currently operates a brake liner production facility on the Real Property. The Real Property has been used for this purpose through several changes in ownership since 1948. A previous owner of the Real Property used both surface impoundments and hazardous waste piles for management of hazardous wastes generated at the facility. These wastes were generally classified as hazardous based on the characteristic EP Toxicity test for lead (D008). These wastes also contain asbestos. The Real Property is subject to a Resource Conservation and Recovery Act ("RCRA") Post-Closure Care Permit issued by the Commonwealth of Virginia Department of Environmental Quality ("VDEQ"), EPA ID# VAD003070976 ("RCRA Permit").

The RCRA Permit requires the Owner to conduct certain operation and maintenance activities regarding one closed hazardous waste management unit, which includes an approximately 5.6 acre waste pile ("Waste Pile") and two surface impoundments ("Surface Impoundments #1 and #2") (collectively, "Hazardous Waste Management Unit"). The Hazardous Waste Management Unit was properly closed under RCRA and is part of the Restricted Property as shown on Exhibit A-1.

The RCRA Permit also requires the Owner to conduct certain operation and maintenance activities with respect to an Area of Concern ("AOC") for certain environmental conditions identified on the Real Property. The AOC, called AOC-2, is also part of the Restricted Property as shown on Exhibit A-1. The AOC is an area of buried lead and asbestos waste material that was properly closed pursuant to the requirements of RCRA. AOC-2 contains the same type of hazardous waste material as the Hazardous Waste Management Unit.

The RCRA Permit prohibits disturbance of any portion of the Restricted Property except in accordance with the RCRA Permit and the terms of this Deed Restriction.

4. Activity & Use Limitations. The Real Property is subject to the following activity and use limitations, which run with the land, and which the Owner and its agents and each subsequent owner of the Real Property and its agents shall abide by:

- a. Excavations or disturbance of the Restricted Property shall not be allowed without prior written notice and a plan submitted to and approved in writing by VDEQ (or, if VDEQ no longer exists, to any successor agency created in Virginia for the protection of the environment, hereinafter referred to as the "Relevant Agency") in accordance with the terms and conditions of the RCRA Permit. Any such proposed plans shall include a schedule of implementation setting forth worker health and safety requirements, access limitations during excavations, and any restoration of the affected Restricted Property that is approved by VDEQ or the Relevant Agency in writing.

b. No removal of any buried hazardous wastes, hazardous waste residues, or contaminated solids from the Restricted Property is permitted without prior written notice and approval from VDEQ or the Relevant Agency.

c. Any materials removed from the Restricted Property shall be managed, transported and disposed of in compliance with all applicable federal, state and local laws, regulations and ordinances including, without limitation, those pertaining to environmental protection and occupational safety.

d. The Owner or its agent undertaking any of these activities shall provide for an updated Deed Restriction reflecting any changes to the Restricted Property undertaken pursuant to this Paragraph (4) to be prepared and filed for the Real Property in accordance with Virginia law.

e. No disturbance of the groundwater monitoring system on the Real Property is allowed except in compliance with the RCRA Permit.

f. No activities undertaken on, under, or about the Restricted Property in connection with, arising from, or in reliance upon this Deed Restriction may violate, nullify, reduce the rights, privileges, and entitlements provided in and under, or otherwise interfere with any covenants, easements, restrictions, or other encumbrances (each, a "Pre-Existing Encumbrance" and collectively, the "Pre-Existing Encumbrances") contained within or that cross through the Restricted Property, any of which existed of public record on or before the date of this Deed Restriction, except as may be permitted in one or more written agreements (each, a "Consent Agreement" and collectively, the "Consent Agreements") by or among the Owner (or its predecessors-in-interest) and/or any other person or entity (collectively, the "Deed Restriction Beneficiaries") legally entitled to rely upon the authority granted in this Deed Restriction, as applicable, and the beneficiary(ies) of any such Pre-Existing Encumbrance(s) affected by such activities; provided, however, for the purposes of this Deed Restriction, the terms, conditions, and provisions of each such Pre-Existing Encumbrance shall also be deemed to be a Consent Agreement.

g. In exercising any rights under this Deed Restriction, the Owner or its agent or any Deed Restriction Beneficiary undertaking any of these activities shall do so in a manner that shall not violate, nullify, reduce the rights, privileges, and entitlements of the beneficiary(ies) of any such Pre-Existing Encumbrance(s), or otherwise interfere with such Pre-Existing Encumbrances except as may be permitted in the applicable Consent Agreement, if any.

5. **Notice of Limitations in Future Conveyances.** Each instrument hereafter conveying any interest in the Real Property subject to this Deed Restriction shall contain

a notice of the activity and use limitations set forth in this Deed Restriction and shall provide the recorded location of this Deed Restriction.

6. **Access by the Department.** In addition to any rights already possessed under law by VDEQ, this Deed Restriction grants to VDEQ or the Relevant Agency a right of access to the Real Property in connection with implementation or enforcement of this Deed Restriction.

7. **Recordation & Proof & Notification.** Within 90 days after the date of execution of this Deed Restriction, the Owner or its agent shall file this Deed Restriction with the Recorder of Deeds for each County in which the Real Property is located, and send a file-stamped copy of this Deed Restriction to VDEQ within 60 days of recordation.

8. **Term.** This Deed Restriction shall continue in effect in perpetuity, unless modified with the prior review and written approval of VDEQ or the Relevant Agency.

9. **Department's address.** Communications with the Department regarding this Deed Restriction shall be sent to:

Virginia Department of Environmental Quality
Voluntary Remediation Program
629 East Main Street
Richmond, VA 23218
Attn: William Lindsay, Senior Environmental Engineer

[Signature page follows]

IN WITNESS WHEREOF, Owner has executed this Deed Restriction as of the day, month and year first hereinabove written.

WITNESS/ATTEST:

FEDERAL-MOGUL PRODUCTS, INC.
a Delaware corporation

By: [Signature]
Name: Lauree Krueger
Title: Assistant Secretary of
Federal-Mogul
Products, Inc.

By: [Signature]
Name: Edward J. O'Neill
Title: Director, Global Real Estate
Date: 1/23/12, 2012

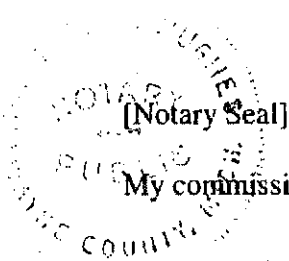
COMMONWEALTH OF ~~VIRGINIA~~ Michigan

COUNTY OF Oakland) SS:

BEFORE ME, a Notary Public in and for the jurisdiction aforesaid, personally appeared this date Edward J. O'Neill, personally well known (or satisfactorily proven) to me to be the person whose name is subscribed to the foregoing and annexed DEED RESTRICTION bearing date as of the 23rd day of Jan 2012, who being by me first duly sworn, did depose and state that he/she is the Dir, Global Real Estate of Federal-Mogul Products, Inc. which is the Owner under the foregoing and annexed DEED RESTRICTION, and that he/she, as such, being authorized so to do, executed the foregoing and annexed DEED RESTRICTION on behalf of said corporation and acknowledged the same as its free and lawful act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal this 23rd day of Jan, 2012.

[Signature]
Notary Public



My commission expires: _____

CHRISTINE M. HUGHES
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES May 17, 2013
ACTING IN COUNTY OF Oakland

Return To:
Title Source Inc.
1450 W Long Lake Rd.
Suite 400
Troy, MI 48098
56277389

Record Legal Description of Real Property

(approximately 44.7778 acres)

All of that certain lot or parcel of land situated, and being in the City of Winchester, Virginia, and being more particularly described as follows:

Parcel Three (3):

PARCEL A - Beginning at a found set stone, corner to Barr property, American Brakeshoe Co. and Glaize Developments, Inc.; thence on cutting lines through Glaize Developments, Inc. S 35 degrees 50 W 300.00 feet and N 58 degrees 04 W 514.95 feet to a corner of Parcel-C and Parcel-B; thence with Parcel-B N 35 degrees 50 E 300.00 feet to a point in the line of American Brakeshoe Co.; thence with American Brakeshoe Co. S 56 degrees 04 E 514.95 feet to the beginning.

PARCEL B - Beginning at the point of intersection of the East line of Papermill Pond and the East line of the B&O Railroad; thence with the East line of the B&O Railroad N 35 degrees 50 E 180.61 feet to a corner of American Brakeshoe Co.; thence with American Brakeshoe Co. S 56 degrees 04 E 60.00 feet to a corner of Parcel-A; thence with Parcel-A S 35 degrees 50 W 300.00 feet to a corner of Parcel-C; thence with Parcel-C N 56 degrees 04 W 26.28 feet to a point in the East line of Papermill Road; thence with the East line of Papermill Road N 19 degrees 55 50 E 122.99 feet to the beginning.

And being part of the same property conveyed to Wager Electric Corporation, a Delaware corporation by Deed from Pneumo Abex Corporation, a Delaware corporation dated December 30, 1994 and recorded January 26, 1995 in Deed Book 268 at page 848 among the land records of the City of Winchester, Virginia.

Parcel One (1):

All of that certain tract of land situate in Keller land, on the east by the Lula B. May -- Barr land and the Walker Mac. Bond -- Barr land, on the south by other land of the Grantor, and on the west by the right of way of the Winchester and Strasburg Railroad Company, which tract of land is part of the John A. Karn farm, and is more particularly described by plat and survey of Walker Mac. Bond, made February 21, 1946, which plat is hereto attached and made a part of this deed, and which survey is described as follows:

Beginning at a set stone, corner to the other land of the Nollville Orchard Co. and a corner to the Walker Mac. Bond -- Barr land, and running with a line of the latter N 44 3/4 E - 117.4 rods to an angle, a corner to the Lula B. May -- Barr land; thence with a line of the same N 14 3/4 E 45.7 rods to a post corner of the Keller land in the May's line; thence with a line of the Keller land N 51 1/4 W - 26.2 rods to a post corner to the Keller land in the eastern right of way line of the Winchester and Strasburg Railroad company; thence with the said right of way line by the four following courses and distances: E 40 1/4 W - 131 rods to a stake; thence S 30 1/4 N - 13.3 rods to a stake; thence S 14 3/4 W - 12.2 rods to a stake; thence 15 1/4 N - 7.2 rods to a stake in said right of way line, a

corner to the other land of the Nollville Orchard Company and also a corner to Parcel 2; thence with a line of Parcel 2 and the other land of the Nollville Orchard Company S - 51 14.5 rods to the point of beginning, containing 40 acres, 1 road and 26 square poles.

TOGETHER WITH an easement over, along and through a strip of land Thirty (30) feet wide extending from a public road known as Papermill Road, to said railroad, on and along a line of the properties heretofore conveyed by the Grantor to the Virginia Noodles Company and Cooper and crossing the property of the Grantor located on the west side of said railroad as shown on plat attached to Deed Book 195 at page 234.

Parcel Two (2):

All of that certain tract of land situate in Shawnee District, Frederick County, Virginia said tract beginning in the east property line of the Winchester and Strasburg Railroad Company at a point where said line is intersected by the existing property line of the Grantors and Grantee, and proceeding thence in a southeasterly direction for a distance of approximately 60 feet in said property line of the Grantors and Grantee, to a concrete monument; thence in a northeasterly direction in a line parallel with the east property line of said railroad and along a line a distance of approximately 60 feet west from said east property line of the Winchester and Strasburg Railroad to a concrete monument located just south of Abram's Creek and approximately 60 feet southeast of the east property line of the said railroad; thence in a southeasterly direction in a line at right angles to the former line for a distance of approximately 110.5 feet to a concrete monument just northwest of the private road leading to the Grantors' house; thence in a northeasterly direction for a distance of 186.5 feet, crossing said creek to the south property line of the Old Mill Road to an iron pin located in said Old Mill Road property line at a point a few feet west of the private road leading from Old Mill road to the Grantors' house; thence in the south property line of the Old Mill Road to the east property line of said railroad a distance of 155.8 feet; thence in a southwesterly direction in the east property line of said railroad, crossing said creek, for a distance of approximately 195.5 feet to the point of beginning.

AND EXCEPT, however, that portion of the above described land conveyed by Deed dated 6-19-67 in Deed Book 133 at page 307, among the land records of the County of Frederick, Virginia, and more particularly described as follows:

Beginning at (1) an iron peg on the South side of Stewarts Mill Road and the West side of a 35 ft. right-of-way; thence with the West side of said right-of-way S 29 deg. 09 min. W 153.6 feet to (2) a concrete marker, a corner to Tract A of R. U. Goods; thence with Tract A N 49 deg. 48 min. W 120.3 feet to (3) a concrete marker, corner to Tract A in the line of the American Break Shoe Company land; thence with a new division line through the American Break Shoe Company land N 40 deg. 04 min. N 14.0 feet to (4) an iron peg on the South side of Stewarts Mill Road; thence with said road A 72 deg. 18 min. E 33.7 feet to the point of beginning.

Parcel Three (3):

PARCEL A - Beginning at a found set stone, corner to Barr property, American

Breakshoe Co., and Glaize Developments, Inc.; thence on cutting lines through Glaize Developments, Inc. S 35 degrees 30 minutes W 300.00 and N 56 degrees 04 minutes W 514.95 to a corner of Parcel-C, and Parcel-B; thence with Parcel-B N 35 degrees 50 minutes W 300.00 to a point in the line of American Breakshoe Co.; thence with American Breakshoe Co. 36 degrees 04 minutes N 514.95 to the beginning.

PARCEL B - Beginning at the point of intersection of the East side line of Papermill Road and the East line of the B&O Railroad; thence with the East line of the B&O Railroad N 35 degrees 04 minutes N 180.61 to a corner of American Breakshoe Co.; thence with American Breakshoe Co. S 36 degrees 04 minutes N 60.00 to a corner of Parcel-A; thence with Parcel-A S 36 degrees 50 minutes W 300.00 to a corner of Parcel-C; thence with Parcel-C N 36 degrees 04 minutes W 36.20 to a point in the East line of Papermill Road; thence with the East line of Papermill Road N 19 degrees 55 minutes E. 122.99 feet to the beginning.

[Remainder of Page Intentionally Left Blank]

Exhibit A-1Legal Description of Restricted Property and Survey

(approximately 11.99 acres)

All that certain tract of land with improvements thereon erected, if any, situate within a portion of the land standing in the name of Federal Mogul Corp. at Deed Book 268 Page 849 Instrument # 010000561 in the City of Winchester, Frederick County, Virginia and described according to an actual field survey made by Marsh & Legge Land Surveyors, P.L.C. on May 18, 2010, as revised on September 16, 2010, and as further revised on December 20, 2010, as follows:

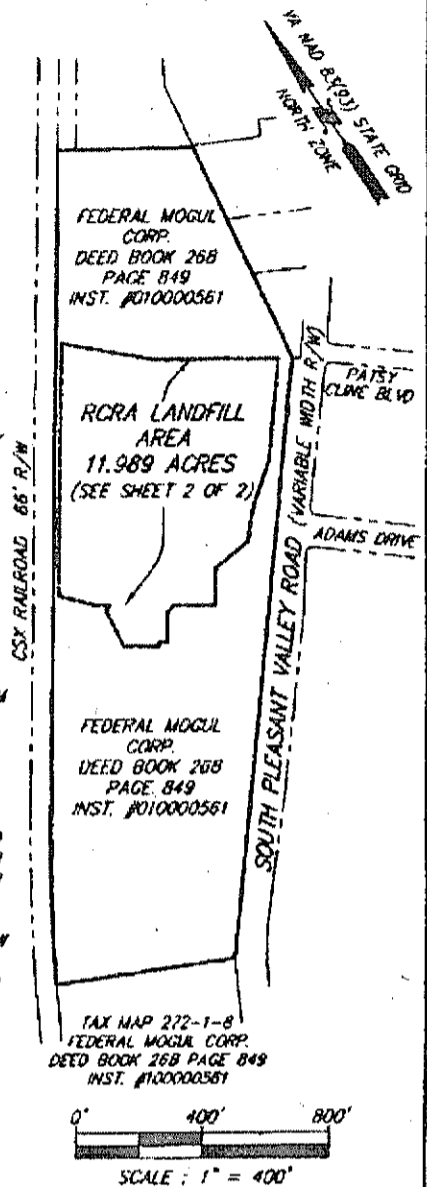
Beginning at an iron rod set (said rod can be found by measuring S 37° 21' 34" W - 633.29 feet from a concrete monument found in the southerly line of the Featherbed Square, LLC Land); thence running through the Federal Mogul Corp. Land for the twenty-four (24) following courses: S 46° 34' 18" E - 299.00 feet to an iron rod set; thence S 56° 52' 24" E - 403.00 feet to an iron rod set; thence S 38° 07' 52" W - 330.00 feet to an iron rod set; thence S 52° 16' 18" W - 165.00 feet to an iron rod set; thence S 40° 46' 27" W - 105.00 feet to an iron rod set; thence S 83° 58' 16" W - 132.00 feet to an iron rod set; thence S 33° 15' 21" W - 120.00 feet to a metal fence post; thence N 56° 34' 35" W - 135.00 feet to a point; thence S 70° 17' 06" W - 32.00 feet to a point; thence S 32° 36' 41" W - 92.00 feet to a point; thence N 56° 33' 38" W - 27.00 feet to a point; thence S 32° 36' 41" W - 12.00 feet to a point; thence N 56° 33' 38" W - 112.00 feet to a point; thence N 06° 01' 47" E - 126.00 feet to a point; thence N 66° 03' 55" E - 21.00 feet to a point; thence N 56° 34' 35" W - 50.00 feet to a metal gatepost; thence N 41° 45' 52" W - 117.00 feet to an iron rod set; thence N 33° 23' 00" E - 813.00 feet to the point of beginning.

NOTES:

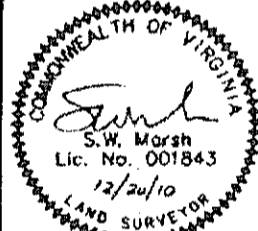
1. THE RCRA LANDFILL AREA SHOWN HEREON IS BASED ON AN ACTUAL FIELD SURVEY COMPLETED DURING APRIL AND MAY OF 2010.
2. THE PERIMETER BOUNDARY INFORMATION FOR THE FEDERAL MOGUL CORP. LAND SHOWN HEREON HAS BEEN COMPILED FROM DEEDS AND PLATS OF RECORD AND ORIENTED TO THIS PLAT BASED ON PROPERTY CORNERS FOUND AT THE TIME OF THE FIELD SURVEY.
3. NO TITLE REPORT FURNISHED; THEREFORE, THE PROPERTY MAY BE SUBJECT TO EASEMENTS AND/OR ENCUMBRANCES THAT ARE NOT SHOWN ON THIS PLAT.
4. THIS SURVEY HAS BEEN PREPARED FOR THE PURPOSE OF DEFINING THE LIMITS OF THE RCRA LANDFILL AREA SITUATED ON THE LAND OF FEDERAL MOGUL CORP. (FORMERLY KNOWN AS AMERICAN BRAKE SHOE COMPANY) DESIGNATED AS CITY OF WINCHESTER TAX PARCEL 272-1-B. THIS PLAT IS NOT INTENDED AS A PERIMETER BOUNDARY SURVEY OR SUBDIVISION PLAT OF THE FEDERAL MOGUL CORP. LAND.
5. HORIZONTAL ORIENTATION FOR THIS SURVEY HAS BEEN ESTABLISHED USING GPS METHODS REFERENCED TO THE SURVEY CONTROL STATIONS AS ESTABLISHED BY THE CITY OF WINCHESTER, VIRGINIA.
6. THE OWNER AND ITS AGENTS MAY NOT EXCAVATE OR DISTURB THE AREA SHOWN AS THE RCRA LANDFILL ON THIS SURVEY EXCEPT WITH THE WRITTEN PERMISSION OF THE VIRGINIA DEPARTMENT OF ENVIRONMENTAL QUALITY AS SET FORTH IN THE DEED RESTRICTION FOR THE RCRA LANDFILL (RESTRICTED PROPERTY).

RCRA LANDFILL AREA METES AND BOUNDS DESCRIPTION:

"BEGINNING AT AN IRON ROD SET (SAID ROD CAN BE FOUND BY MEASURING S 37° 21' 34" W - 833.29 FEET FROM A CONCRETE MONUMENT FOUND IN THE SOUTHERLY LINE OF THE FEATHERBED SQUARE, LLC LAND); THENCE RUNNING THROUGH THE FEDERAL MOGUL CORP. LAND FOR THE TWENTY-FOUR (24) FOLLOWING COURSES: S 46° 34' 18" E - 299.00 FEET TO AN IRON ROD SET; THENCE S 56° 52' 24" E - 403.00 FEET TO AN IRON ROD SET; THENCE S 38° 07' 52" W - 330.00 FEET TO AN IRON ROD SET; THENCE S 52° 16' 18" W - 165.00 FEET TO AN IRON ROD SET; THENCE S 40° 46' 27" W - 105.00 FEET TO AN IRON ROD SET; THENCE S 83° 58' 16" W - 132.00 FEET TO AN IRON ROD SET; THENCE S 33° 15' 21" W - 120.00 FEET TO A METAL FENCE POST; THENCE N 56° 34' 35" W - 135.00 FEET TO A POINT; THENCE S 70° 17' 06" W - 32.00 FEET TO A POINT; THENCE S 32° 36' 41" W - 92.00 FEET TO A POINT; THENCE N 56° 33' 38" W - 27.00 FEET TO A POINT; THENCE S 32° 36' 41" W - 12.00 FEET TO A POINT; THENCE N 58° 33' 38" W - 112.00 FEET TO A POINT; THENCE N 06° 01' 47" E - 126.00 FEET TO A POINT; THENCE N 66° 03' 35" E - 21.00 FEET TO A POINT; THENCE N 56° 34' 35" W - 50.00 FEET TO A METAL GATEPOST; THENCE N 41° 45' 52" W - 117.00 FEET TO AN IRON ROD SET; THENCE N 33° 23' 00" E - 813.00 FEET TO THE POINT OF BEGINNING."



PLAT SHOWING THE RCRA LANDFILL AREA ON A PORTION OF THE LAND STANDING IN THE NAME OF FEDERAL MOGUL CORP. DEED BOOK 268 PAGE 849 INST. #010000561 CITY OF WINCHESTER, VIRGINIA

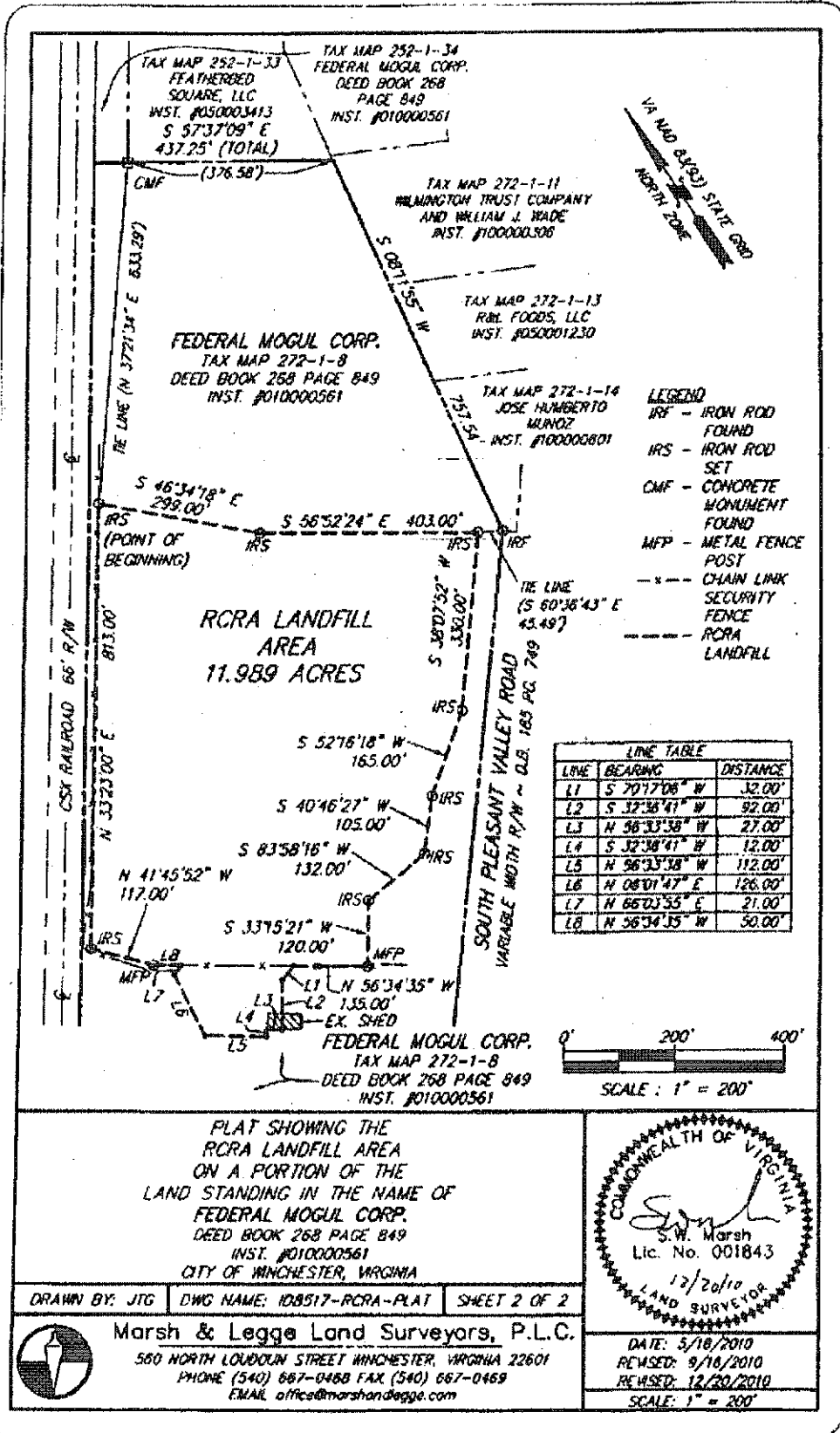


DRAWN BY: JTG DWG NAME: 108517-RCRA-PLAT SHEET 1 OF 2



Marsh & Legge Land Surveyors, P.L.C.
560 NORTH LOUDOWN STREET WINCHESTER, VIRGINIA 22801
PHONE (540) 667-0468 FAX (540) 667-0469
EMAIL office@marshandlegge.com

DATE: 5/18/2010
REVISED: 9/16/2010
REVISED: 12/20/2010
SCALE: 1" = 400'



000 0012

INSTRUMENT #120000223
RECORDED IN THE CLERK'S OFFICE OF
WINCHESTER ON
JANUARY 26, 2012 AT 10:49AM

TERRY H. WHITTLE, CLERK
RECORDED BY: MRS

ABEX CORPORATION
TO :: DECLARATION

No. 1391

*Del'd. to:
J. L. Sargent
attly.
9/26/84*

187 749

THIS DECLARATION made and dated this 30th day of August, 1984, by the ABEX CORPORATION, successor in title to American Brakeshoe Company, a Delaware corporation.

WHEREAS: The Abex Corporation submitted plans and specifications for the closure of a hazardous waste disposal facility located in Winchester, Virginia, which plans were approved by the Bureau of Hazardous Waste Management, Richmond, Virginia, in accordance with the provisions of the Virginia Hazardous Waste Facility Siting Act.

WHEREAS: The purpose of this Declaration is to provide notification that the hereinafter described property is the site of the hazardous waste disposal facility.

NOW, THEREFORE, WITNESSETH: That and in consideration of the certification of closure submitted to the Bureau of Hazardous Waste Management, Richmond, Virginia, the Abex Corporation hereby gives notification of the use of that certain property more particularly described by a plat and survey dated July 17, 1984 prepared by Gilbert W. Clifford and Associates, Inc., hereto attached and by this reference made a part of this declaration as a hazardous waste disposal facility.

WITNESS the following signature and seal:

ABEX CORPORATION

By: *Luke H. Boyd Jr.* (SEAL)
Vice President-Operations, FPD-U.S.

STATE OF VIRGINIA,

County Frederick OF Frederick, to-wit:

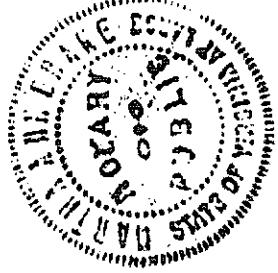
The foregoing instrument was acknowledged before me this

BOOK 187 PAGE 750

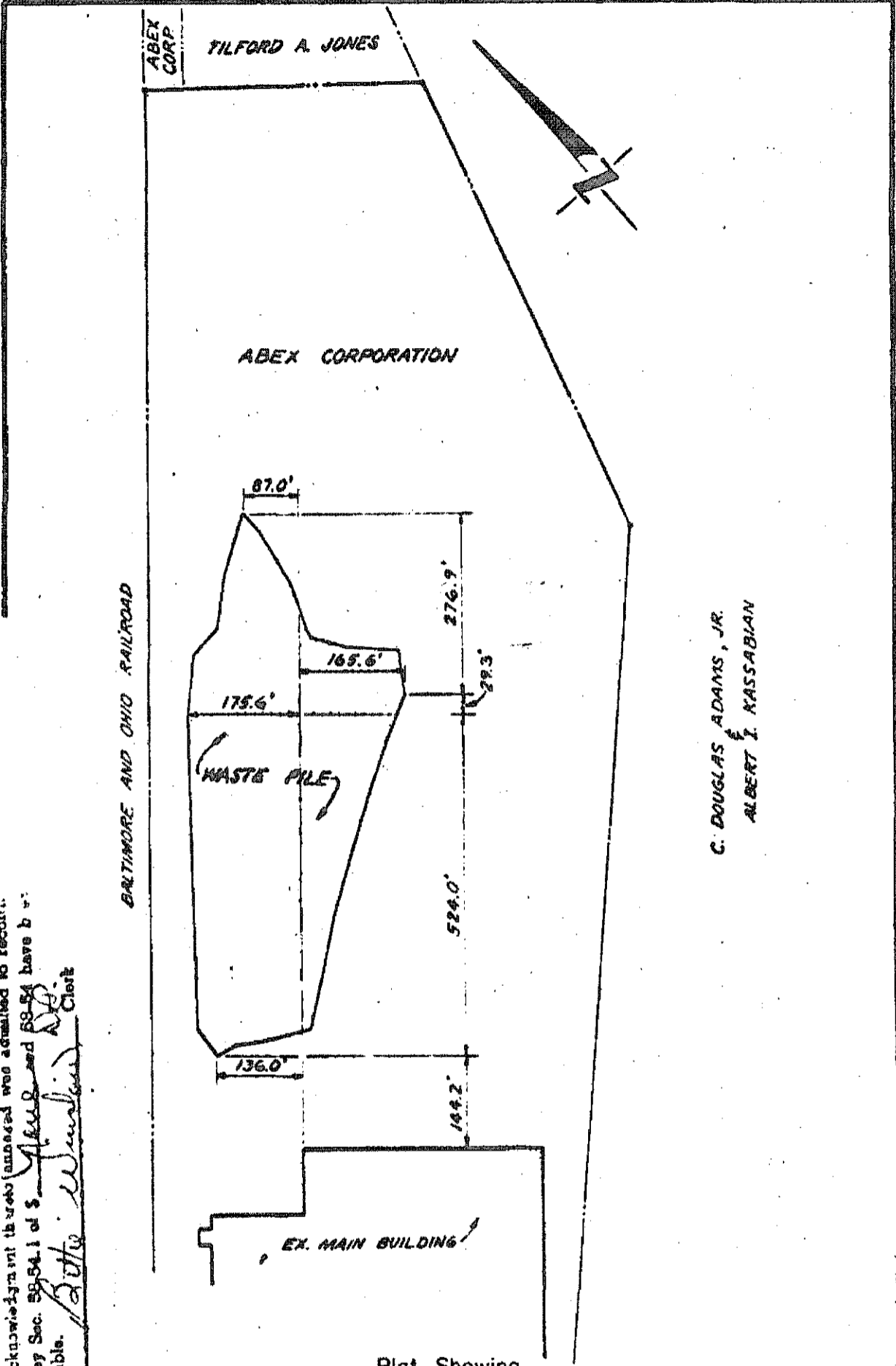
30th day of August, 1984, by Luke H. Boyd, Jr., V.P. Operations
FPD-U.S. of the Abex Corporation.

My commission expires October 26, 1985.

Martha Ann Drake
Notary Public



VIRGINIA CITY OF WINCHESTER, SCT.
 This instrument of writing was produced to me on the 31st day
 of August, 1984 at 2:30 P.M. and with
 certificate of acknowledgment that the annexed was admitted to record.
 Tax imposed by Sec. 58-54.1 of S. Code and 58-54 have been
 paid, if assessable. Patricia W. ... Clerk



C. DOUGLAS ADAMS, JR.
 ALBERT I. KASSABIAN

Plat Showing
 WASTE PILE LOCATION
 on the land of
 ABEX CORPORATION

City of Winchester, Virginia
 July 17, 1984 Scale: 1"=200'

Gilbert W. Clifford & Associates, Inc.

569

BK 217 PG 0352

NOTIFICATION

This Notification made and dated this 10th day of April, 1991, by Pneumo Abex Corporation, a Delaware corporation, acting through its Abex Friction Products Division, said Pneumo Abex Corporation being successor in title to Abex Corporation which is, in turn, successor in title to American Brakeshoe Company.

Whereas: Abex Corporation (as predecessor in title to Pneumo Abex Corporation) has submitted a certification of closure of a hazardous waste disposal facility located in Winchester, Virginia, to the Virginia Department of Waste Management in Richmond, Virginia ("DWM").

Whereas: The purpose of this Notification is to comply with Section 9.6(J)(2)(a) of the DWM Regulations, which Section relates to post-closure notices.

Now, therefore, witnesseth: In consideration of the aforementioned certification of closure submitted to DWM, Pneumo Abex Corporation hereby provides notification that:

1. The land that is more particularly described as "Hazardous Waste Disposal Facility" (the "HWDF Land") on that certain plan entitled "Plat Showing: Hazardous Waste Disposal Facility on the Property of Pneumo Abex Corporation, City of Winchester, Frederick Co., Va.", dated November 21, 1990, revised April 4, 1991, and prepared by Greenway Engineering & Surveying Co., Inc., 1104 Baker Lane, Winchester, Virginia 22601, a copy of which is attached hereto and incorporated by reference as a part of this Notification, has been used to manage hazardous wastes;
2. The use of the HWDF Land is restricted under Section 9.6 of the DWM Regulations; and
3. The survey plat and record of the type, location, and quantity of hazardous waste disposed of within each cell or other hazardous waste disposal unit of the facility required by Sections 9.6(G) and 9.6(J)(1)

BK 217 PG 0353

have been filed with the City of Winchester Department of Planning and Zoning and with the Executive Director of DWM.

Witness the following signature and seal:

PNEUMO ABEX CORPORATION

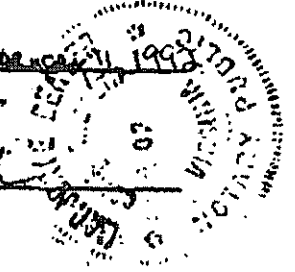
By: *Albert D. Indelicato*
Albert D. Indelicato
Vice President

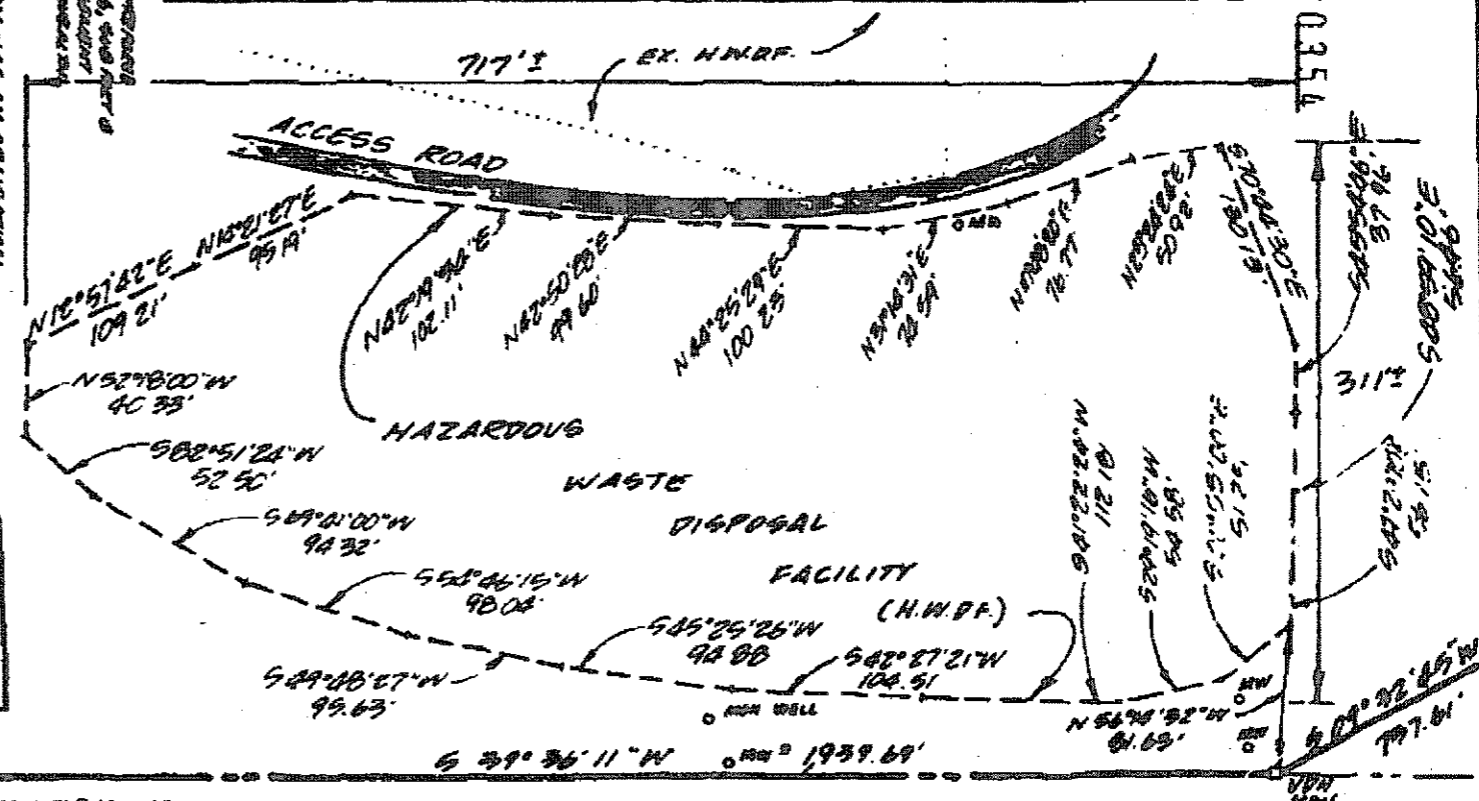
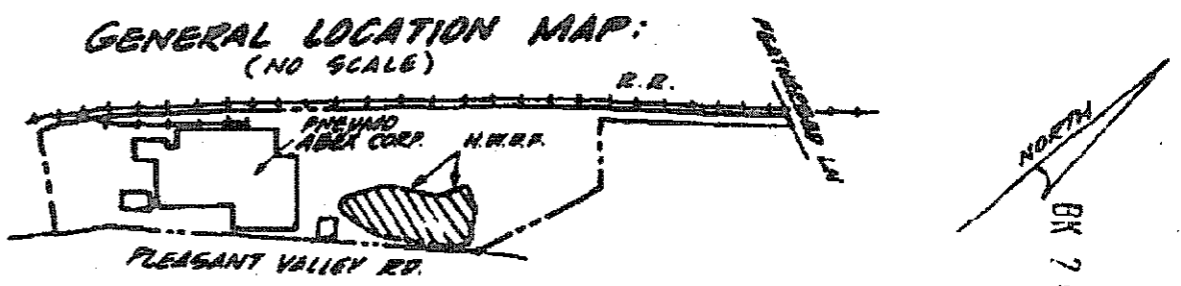
COMMONWEALTH OF VIRGINIA,
County of Frederick, to wit:

The foregoing instrument was acknowledged before me this April 10, 1991, by Albert D. Indelicato, Vice President of Pneumo Abex Corporation.

My commission expires February 11, 1993

Maureen Bevan
Notary Public





- NOTES:**
- 1 THIS PLAN OF SURVEY WAS DONE PURSUANT TO AN AGREEMENT BETWEEN THE CITY OF WINCHESTER AND PNEUNO ABRX CORP. THE CITY OF WINCHESTER HAS AGREED TO PROVIDE A MONITORING WELL ON THE PROPERTY TO MONITOR THE LEAKAGE OF HAZARDOUS WASTE FROM THE UNIT IN ACCORDANCE WITH THE APPROPRIATE REGULATIONS AND THE HAZARDOUS WASTE HANDLING AND TREATMENT ACT OF 1976.
 - 2 PNEUNO ABRX CORPORATION HAS AN OBLIGATION TO CONDUCT INVESTIGATIONS OF THE HAZARDOUS WASTE DISPOSAL UNIT IN ACCORDANCE WITH THE APPROPRIATE REGULATIONS AND THE HAZARDOUS WASTE HANDLING AND TREATMENT ACT OF 1976.

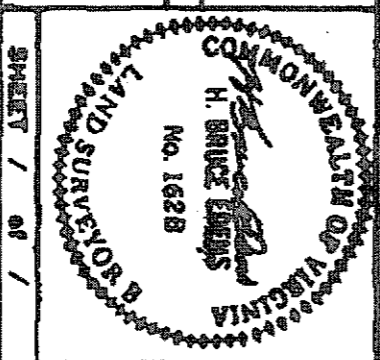
- EX. SHED
- EX. BLDG. BLOG.

**PLAT SHOWING:
HAZARDOUS WASTE DISPOSAL FACILITY
ON THE PROPERTY OF
PNEUNO ABRX CORPORATION
CITY OF WINCHESTER, PRESIDENT CO., VA**

SCALE: 1"=100' OR AS SHOWN DATE: **APRIL 21, 1990**
REVISED APRIL 4, 1991



Greenway Engineering & Surveying Co., Inc.
1104 Baker Lane • Winchester, Virginia 22601 • 703-662-4185
H. Bruce Edens • President



F.M. 206 N.E. 3-218

BK 247 PG 0355

...CITY of WINCHESTER, SCT.
This instrument of writing was produced to me on the 10th day
of April, 1991 at 11:24 AM and with
article of acknowledgment thereto annexed was admitted to record.
Tax imposed by Sec. 58-54.1 of None and 58-54 have been
paid in accordance with the provisions of said law.
Richard L. Payne, Notary

384

NOTIFICATION

This notification made and dated this 24TH day of FEBRUARY, 1995, by Wagner Electric Corporation, a Delaware Corporation, acting through its Abex Friction Products Division, said Wagner Electric Corporation being successor in title to Pneumo-Abex Corporation which is, in turn, successor in title to Abex Corporation, which is, in turn, successor in title to American Brakeshoe Company.

Whereas: Pneumo-Abex Corporation (as predecessor in title to Wagner Electric Corporation) has submitted a certification of closure of a hazardous waste disposal facility located in Winchester, Virginia, to the US EPA Region III in Philadelphia, PA and to the Virginia Department of Environmental Quality in Richmond, Virginia (DEQ).

Whereas: The purpose of this notification is to comply with EPA Regulations at 40 CFR Parts 260 - 271 and Part 124 and Section 9.6 (J)(2)(a) of the DEQ Regulations relating to post-closure notices.

Now, therefore, witnesseth: In consideration of the aforementioned certification of closure submitted to US EPA and VA DEQ, Wagner Electric Corporation hereby provides notification that:

1. The land that is more particularly described as "Hazardous Waste Disposal Facility" (the "HWDF" land) on that certain plan entitled "Plat showing: hazardous waste disposal facility on the property of Pneumo Abex Corporation, City of Winchester, Virginia" dated January 18, 1995 and prepared by Greenway, Inc., 970 Baker Lane, Winchester, Virginia 22603, comprising two sheets, a copy of which is attached hereto and incorporated by reference as a part of this notification, has been used to manage hazardous wastes;
2. The use of the HWDF land is restricted under Section 9.6 of the DEQ regulations; and

3. The survey plat and record of the type, location, and quantity of hazardous waste disposed of within each cell or other hazardous waste disposal unit of the facility required by Sections 9.6 (G) and 9.6 (J) (1) have been filed with the City of Winchester Department of Planning and Zoning, with the US EPA Region III, and with the Executive Director of VA DEQ.

Witness the following signature and seal:

Wagner Electric Corporation
Abex Friction Products Division

By: P. Weber, Jr.
P. Weber, Jr.
President

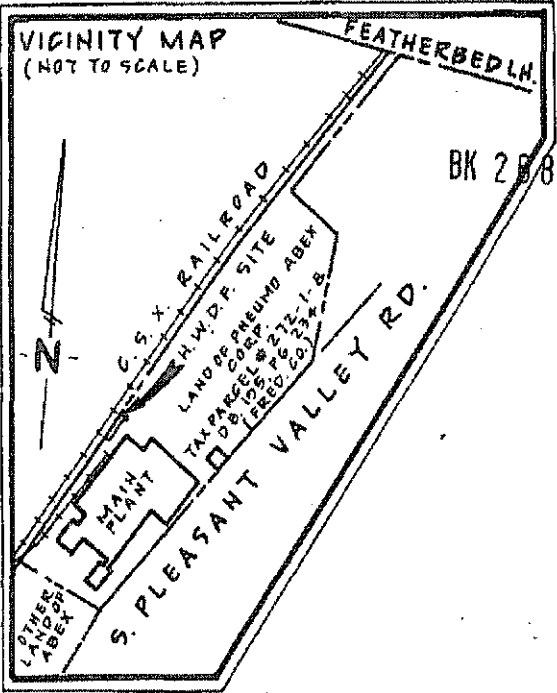
Commonwealth of Virginia,
County of Frederick, To Wit,

The foregoing instrument was acknowledged before me this 24th of February, 1995, by P. Weber, Jr. President of Abex Friction Products Division of Wagner Electric Corporation.

My Commission Expires: December

Marjorie Braven
Notary Public





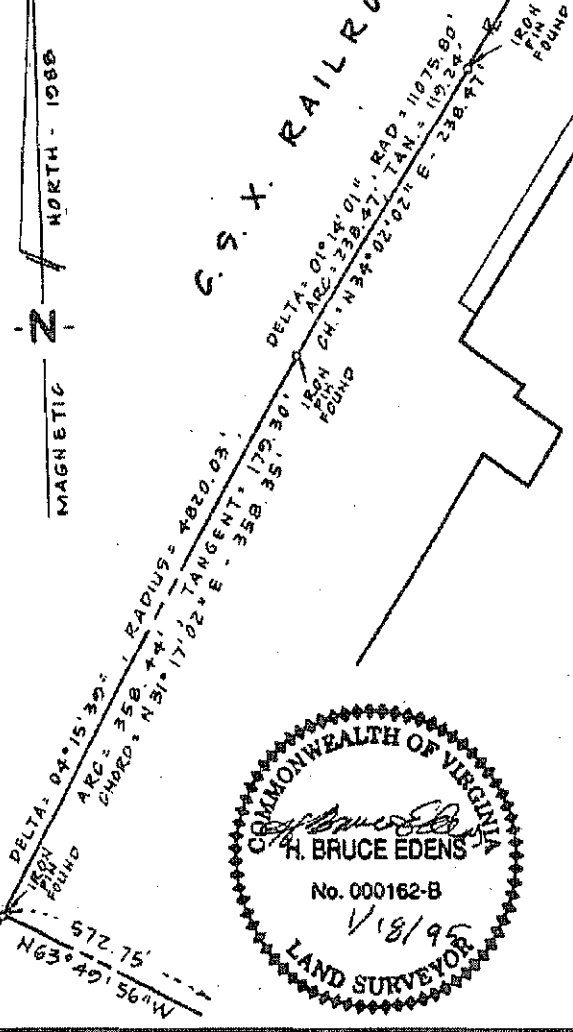
BK 258 PG 1533

HAZARDOUS WASTE
DISPOSAL FACILITY
(SHADED AREA)
(SEE DETAIL
SHEET 2 OF 2)

MAGNETIC NORTH - 1988

C.S.X. RAILROAD

MAIN PLANT BUILDING



PLAT SHOWING
HAZARDOUS WASTE
DISPOSAL FACILITY

ON THE PROPERTY OF

**PNEUMO ABEX
CORPORATION**

CITY OF WINCHESTER,
VIRGINIA

SCALE: 1" = 100' JANUARY 18, 1995

COMMONWEALTH OF VIRGINIA
H. BRUCE EDENS
No. 000162-B
1/18/95
LAND SURVEYOR

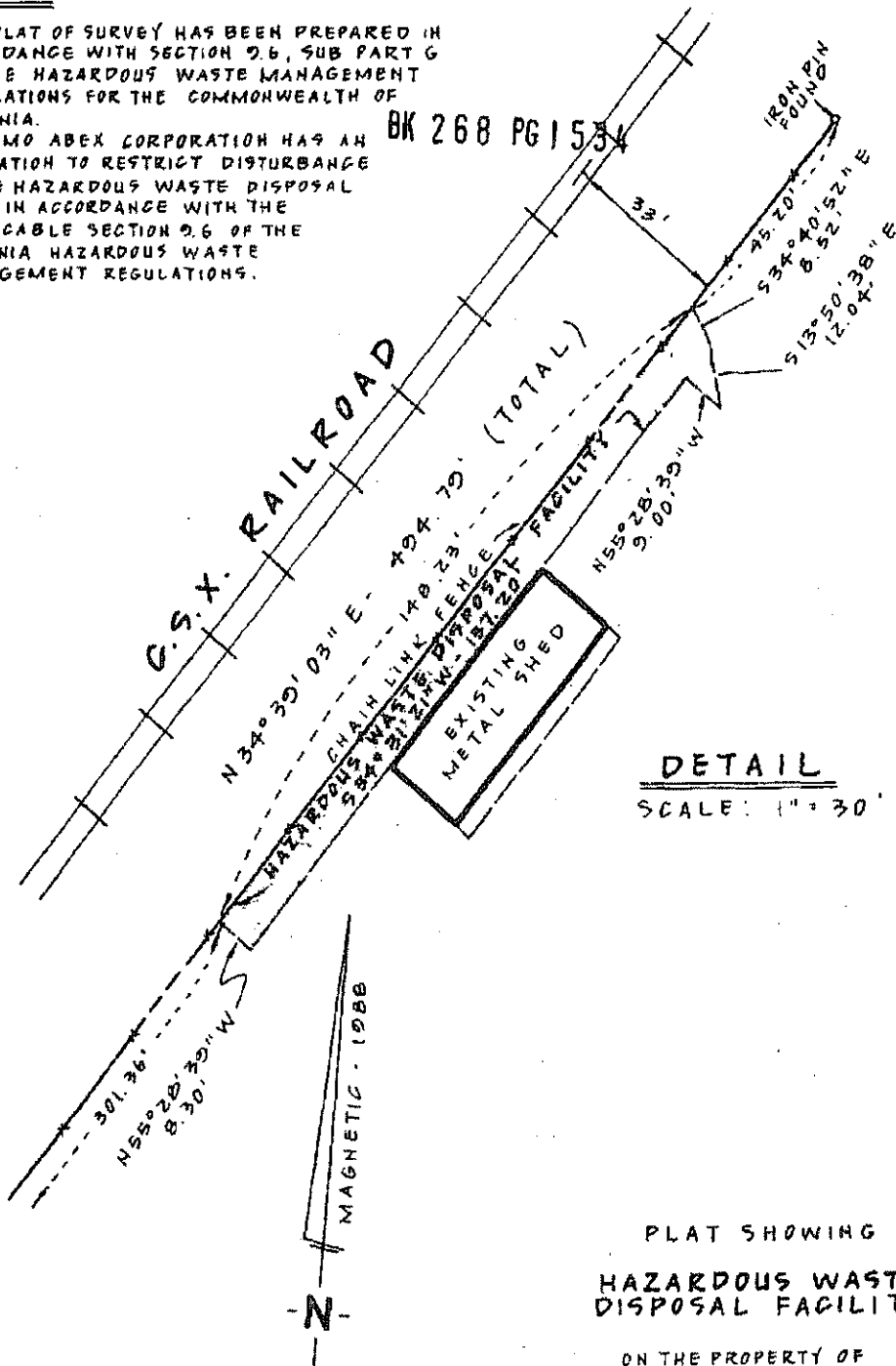
Greenway, Inc.
970 BAKER LANE
WINCHESTER, VIRGINIA 22603
(703) 662-4185

SHEET 1 OF 2

NOTES

1. THIS PLAT OF SURVEY HAS BEEN PREPARED IN ACCORDANCE WITH SECTION 9.6, SUB PART G OF THE HAZARDOUS WASTE MANAGEMENT REGULATIONS FOR THE COMMONWEALTH OF VIRGINIA.
2. PNEUMO ABEX CORPORATION HAS AN OBLIGATION TO RESTRICT DISTURBANCE OF THE HAZARDOUS WASTE DISPOSAL UNIT IN ACCORDANCE WITH THE APPLICABLE SECTION 9.6 OF THE VIRGINIA HAZARDOUS WASTE MANAGEMENT REGULATIONS.

BK 268 PG 1534



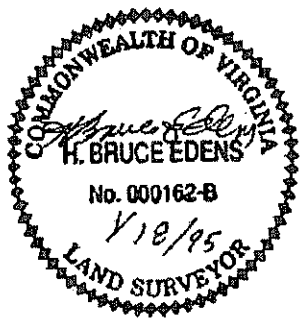
DETAIL
SCALE: 1" = 30'

PLAT SHOWING
HAZARDOUS WASTE
DISPOSAL FACILITY
ON THE PROPERTY OF
**PNEUMO ABEX
CORPORATION**
CITY OF WINCHESTER,
VIRGINIA

SCALE: 1" = 30' JANUARY 18, 1995

Greenway, Inc.
970 BAKER LANE
WINCHESTER, VIRGINIA 22603
(703) 662-4185

SHEET 2 OF 2



VIRGINIA, CITY OF WINCHESTER, SCT.
This instrument of writing was produced to me on the 28th
day of February, 1995, at 11:19 AM.
and with certificate of acknowledgment thereto annexed was
admitted to record. Tax imposed by Sec. 58.1-802 of
§ 1000, and 58.1-801 have been paid if assessable.

Deborah L. Payne Deputy
Clerk