

Rest



DECLARATION OF RESTRICTIVE COVENANT
AND INDENTURE OF EASEMENT

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THIS instrument, made, executed and made this 3rd day of April 2007, by and between BAE Systems Land & Armaments L.P. ("BAE Systems") formally known as United Defense, L.P. (hereinafter call the "Grantor"), and the United States Environmental Protection Agency (hereinafter called "EPA" or "Grantee").

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W I T N E S S E T H :

WHEREAS, the Grantor is the owner of certain real property located in York County, Pennsylvania, as set forth on Exhibit A (hereinafter the "Premises").

WHEREAS, On March 6, 2006 the United States Environmental Protection Agency ("EPA") has issued a Final Decision and Response to Comments ("Final Decision") under the authority of the Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act ("RCRA") of 1976, and the Hazardous and Solid Waste Amendments ("HSWA") of 1984, 42 U.S.C. Section 6901 to 6992k, for the BAE Systems facility located at 1100 Bairs Road, York, Pennsylvania (the "Facility").

WHEREAS, as part of that Final Decision, certain "Institutional Controls" are required to be established by BAE Systems which Institutional Controls are intended to run with the land and bind BAE Systems' successors and/or assigns.

NOW, THEREFORE, for and in consideration of the foregoing, and intending to be legally bound hereby:

1. The Grantor does hereby place a restrictive covenant on the Premises, which restrictive covenant shall run with the land, and shall read as follows: Grantor, for itself, its successors and/or assigns, hereby prohibits the development of on-site wells for drinking water or other domestic uses on the Premises for as long as necessary to prevent exposure of or to hazardous waste and/or hazardous constituents while the plume, as outlined in the Final Decision is being remediated. Once the plume has been remediated, then said restrictive covenant shall cease and shall be no longer in effect or affect said Premises.
2. Grantor hereby expressly reserves, for itself, its successors and/or assigns, an easement providing that the untreated groundwater may not be used as a potable water supply until EPA determines that the groundwater is no long contaminated. Further, Grantor for itself, its successors and/or assigns, shall have the right to enter the Premises at any time for the purposes of performing the selected remedy set forth in the aforesaid Final Decision.

The rights herein provided, and the other provisions of this instrument: (a) shall be perpetual except as limited herein; (b) shall be appurtenant to and run with the land; (c) shall be binding upon and inure to the benefit of the owners or tenants of the Premises; (d) shall be binding upon and inure to the benefit of the owners or tenants of the Premises.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have caused this instrument to be duly executed on this day, month and year first above written, by said parties' duly authorized undersigned representatives.

ATTEST/WITNESS:

Elizabeth A. Kuefer

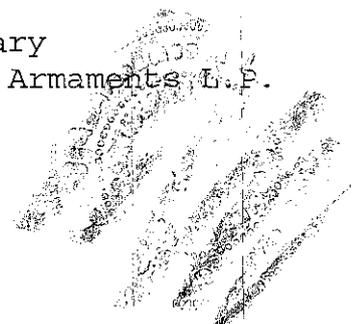
BAE SYSTEMS LAND & ARMAMENTS L.P.

By:

Daniel J. Sharp

Daniel J. Sharp
Chief Counsel &

Assistant Secretary
BAE Systems Land & Armaments L.P.



DESCRIPTION and RECITAL

ALL THOSE CERTAIN three adjacent but noncontiguous tracts of land, together with all buildings and improvements thereon erected.

SITUATE in West Manchester Township, York County, Pennsylvania, being bounded and described in accordance with the Final Subdivision Plan for BMY, a Division of Harsco Corporation, prepared by IMAGINEERING, a division of Dennis B. Henry, P.E., Inc., as Plan No. 9303-1 consisting of two sheets, dated April 26, 1993 and recorded on October 1, 1993 in the Recorder of Deeds Office of York County, Pennsylvania in Plan Book MM, Page 494, as follows.

TRACT NO. 1:

BEGINNING at a nail in the centerline of Bairs Road (T-490), a 50 feet wide public road on line of lands now or formerly of Joseph C. and Glendora M. Stump, said point also being on line of lands now or formerly of Codorus Meeting House; extending thence along the centerline of Bairs Road and lands now or formerly of Joseph C. and Glendora M. Stump North 23 degrees, 18 minutes, 40 seconds West for a distance of 1035.68 feet to a pike nail at lands now or formerly of Joseph C. and Glendora M. Stump; extending thence along said last mentioned lands South 88 degrees, 53 minutes, 28 seconds West for a distance of 731.09 feet to a concrete monument at lands now or formerly of Robert W. and Gladys G. Miller; extending thence along said last mentioned lands the following two courses and distance, namely: (1) North 69 degrees, 20 minutes, 55 seconds West for a distance of 52.09 feet to a concrete monument; (2) South 20 degrees, 39 minutes, 05 seconds West for a distance of 67.28 feet to an iron pin at lands now or formerly of Robert B. and Florence B. Duttera; extending thence along said last mentioned lands and along lands now or formerly of Lester E. and Evelene Young, Joseph B. and Ruth E. Hicks and Margaret A. and Barry L. Hilbert North 67 degrees, 57 minutes, 49 seconds West for a distance of 422.04 feet to a nail at lands now or formerly of Patrick E. Luckenbaugh and lands now or formerly of York, Hanover and Frederick Railroad; extending thence along said last mentioned lands the following four courses and distance, namely: (1) North 30 degrees, 56 minutes, 03 seconds East for a distance of 236.00 feet to a point; (2) by a curve to the right having a radius of 2834.79 feet for a distance of 909.91 feet, the chord of which is North 39 degrees, 42 minutes, 12 seconds East for a distance of 906.01 feet to a pike nail located in the bed of Bairs Road; (3) North 49 degrees, 42 minutes, 42 seconds East for a distance of 376.61 feet to a point; (4) North 31 degrees, 22 minutes, 44 seconds West for a distance of 45.27 feet to a point at lands now or formerly of Metropolitan Edison Co.; extending thence along said last mentioned lands the following two courses and distance, namely: (1) North 49 degrees, 40 minutes, 12 seconds East for a distance of 1072.49 feet to a point; (2) North 49 degrees, 24 minutes, 36 seconds East for a distance of 1423.94 feet to a point at lands now or formerly of Frederick A. and Joy R. Sprinkle; extending thence along said last mentioned lands the following two courses and distances, namely: (1) South 74 degrees, 31 minutes, 35 seconds East for a distance of 21.30 feet to an iron pin; (2) South 00 degrees, 34 minutes, 40 seconds West for a distance of 2161.96 feet to a concrete monument at lands now or formerly of Carolyn T.

(ii)

Schraver; extending thence along said last mentioned lands the following three courses and distances, namely: (1) South 66 degrees, 34 minutes, 19 seconds West for a distance of 683.06 feet to an iron pin; (2) South 66 degrees, 33 minutes, 10 seconds West for a distance of 663.78 feet to a nail in stump; (3) South 28 degrees, 57 minutes, 05 seconds East for a distance of 1046.10 feet to a steel pin at lands now or formerly of Codorus Meeting House; extending thence along said last mentioned lands South 66 degrees, 02 minutes, 55 seconds West for a distance of 577.33 feet to a nail in the centerline of Bairs Road and lands now or formerly of Joseph C. and Glendora M. Stump and the place of beginning.

CONTAINING 106.258 acres (gross measure and including 0.594 acre of public road right-of-way), as shown on the aforesaid subdivision plan.

THE FOREGOING DESCRIPTION is combined description of the Lots Numbered 1, 2 and 3A on the aforesaid subdivision plan.

BEING a combined description of the following: (1) the same premises which Ruby D. Baire, and other, by their deed dated January 22, 1993 and recorded on January 22, 1993 in York County Land Record Book 558, page 73 granted and conveyed unto Harsco Corporation, a Delaware Corporation, the grantor herein; (2) the same premises which Bowen-McLaughlin-York, Inc., a Nevada Corporation, by its deed dated December 1, 1967 and recorded on December 1, 1967 in York County Deed Book 60-T, page 543, granted and conveyed unto Harsco Corporation, a Delaware Corporation, the grantor herein; and (3) that portion located to the South of the tract of land now or formerly of Metropolitan Edison Company of the same premises which Kathryn L. Kling, by her deed dated August 15, 1977 and recorded on August 15, 1977 in York County Deed Book 72-U page 343, granted and conveyed unto Harsco Corporation, a Delaware Corporation, the grantor herein.

BEING Parcel Nos. 51-000-GG-0041-A-00000, 51-000-HG-0056.A-00000 and 51-000-HG-0056.00-00000.

TRACT NO. 2

BEGINNING at a point at the centerline intersection of Sunnyside Road (T-491) and Bairs Road (T-490); extending thence along the centerline of Sunnyside Road, South 63 degrees, 17 minutes, 37 seconds West for a distance of 299.88 feet to a nail at lands now or formerly of John E., Jr., and Shirley Shearer; extending thence along said last mentioned lands the following two courses and distances, namely: (1) North 26 degrees, 43 minutes, 38 seconds West for a distance of 199.83 feet to a concrete monument; (2) North 63 degrees, 16 minutes, 12 seconds East for a distance of 343.26 feet to a pike nail in the centerline of Bairs Road; extending thence in, along and through Bairs Road the following six courses and distances, namely: (1) North 14 degrees, 31 minutes, 26 seconds West for a distance of 27.03 feet to an iron pin; (2) North 33 degrees, 45 minutes, 25 seconds East for a distance of 308.93 feet to a pike nail; (3) North 33 degrees, 43 minutes, 00 seconds East for a distance of 660.00 feet to a pike nail; (4) North 61 degrees, 17 minutes, 05 seconds East for a distance of 67.65 feet to an iron pin; (5) North 29 degrees, 27 minutes, 55 seconds West for a distance of 41.25 feet to a pike nail; (6) North 49 degrees, 24 minutes, 58 seconds East for a distance of 1099.39 feet to a pike nail at lands now or formerly of

(iii)

William R. and Phyllis Mosebrook; extending thence along said last mentioned lands the following four courses and distances, namely: (1) South 38 degrees, 19 minutes, 51 seconds East for a distance of 212.80 feet to a steel fence post; (2) North 58 degrees, 09 minutes, 46 seconds East for a distance of 580.55 feet to an iron pin; (3) South 27 degrees, 24 minutes, 12 seconds East for a distance of 301.18 feet to a steel fence post; (4) South 74 degrees, 31 minutes, 35 seconds East for a distance of 95.42 feet to a point at lands now or formerly of Metropolitan Edison Co.; extending thence along said last mentioned lands South 49 degrees, 41 minutes, 52 seconds West for a distance of 2803.65 feet to a point in the centerline of Bairs Road; extending thence along the centerline of Bairs Road North 25 degrees, 02 minutes, 36 seconds West for a distance of 169.16 feet to a point at the centerline intersection of Smith Drive and Sunnyside Road and the place of beginning.

CONTAINING 35.988 acres (gross measure, including 1.475 acres of public road right-of-way), as shown on the aforesaid subdivision plan.

THE FOREGOING DESCRIPTION is a combined description of the Lots numbered 3B and 4 on the aforesaid subdivision plan.

BEING a combined description of the following: (1) that portion located to the North of the tract of land now or formerly of Metropolitan Edison Company of the same premises which Kathryn L. Kling, by her deed dated August 15, 1977 and recorded on August 15, 1977 in York County Deed Book 72-U page 343, granted and conveyed unto Harsco Corporation, a Delaware corporation, the grantor herein, less and except the portion thereof previously conveyed by Harsco Corporation to William R. and Phyllis M. Mosebrook in its deed dated August 15, 1977 and recorded August 22, 1977 in York County Deed Book 72-X page 51; and (2) the same premises which Rudradutt B. Mehta, and other by their deed dated December 9, 1976 and recorded on December 10, 1976 in York County Deed Book 71-D page 979, granted and conveyed unto Harsco Corporation, a Delaware Corporation, the grantor herein.

BEING Parcel Nos. 51-000-HG-0050-DO-00000 and 51-000-HG-0056.00-00000.

TRACT NO. 3

BEGINNING at a point at Southwest corner of the intersection of Sunnyside Road (T-491) and Smith Drive (T-493); extending thence along the Western right of way line of Smith Drive the following two courses and distances, namely: (1) by a curve to the right having a radius of 175.00 feet for a distance of 203.10 feet, the chord of which is South 16 degrees, 37 minutes, 22 seconds West for a distance of 191.89 feet to a point; (2) South 49 degrees, 52 minutes, 25 seconds West for a distance of 11.75 feet to a point at lands now or formerly of David E. and Corie M. Hyser; extending thence along said last mentioned lands North 38 degrees, 40 minutes, 58 seconds West for a distance of 145.44 feet to a point on the Southern right-of-way line of Sunnyside Road; extending along Southern right-of-way line of Sunnyside Road North 63 degrees, 17 minutes, 37 seconds East for a distance of 173.11 feet to a point at the Southwest corner of the intersection of Sunnyside Road and Smith Drive and the place of beginning.

CONTAINING 0.382 acres.

(iv)

BEING LOT NO. 5 on the aforesaid subdivision plan.

BEING the same premises which William M. Huggins, by his deed dated June 2, 1989 and recorded on June 21, 1989 in York County Deed Book 103-D page 210, granted and conveyed unto Harsco Corporation, a Delaware Corporation, the grantor herein.

BEING Parcel No. 51-000-HG-0050.KO-00000.

TRACT NOS. 1, 2 AND 3 ARE CONVEYED UNDER AND SUBJECT, HOWEVER, to: (1) all easements, public road rights-of-way (both existing and dedicated by grantor herein and including those for Bairs Road (T-490), Sunnyside Road (T-491), Smith Drive (T-493) and Stoverstown Road, S.R.-3061), conditions, restrictive covenants and building setback lines (including covenants regarding any existing violations of said setback lines) shown on the aforesaid subdivision plan; and (2) all easements, right-of-way, conditions, restrictive covenants and similar encumbrances of prior record, to the extent that same actually affect said premises. The recital of certain encumbrances in the foregoing clause numbered (2) shall not be construed as a revival of any such encumbrance which for any reason may have expired or terminated and this instrument is not intended and shall not be deemed to independently impose or reimpose on said premises any such encumbrance.

ACKNOWLEDGMENT/NOTICE OF HAZARDOUS WASTE DISPOSAL PURSUANT TO SECTION 6018.405 OF THE PENNSYLVANIA SOLID WASTER MANAGEMENT ACT (35 P.S. SECTIONS 6018.401, ET SEQ.) AND PURSUANT TO SECTION 6020.512(b) OF THE PENNSYLVANIA HAZARDOUS SITES CLEANUP ACT (35 P.S. SECTIONS 6020.101 ET SEQ.)

1. Grantor herein acknowledges disposal of certain hazardous waste on and within a portion of Tract No. 1 of the premises described above. A closed MTR (Minimum Technology Required) landfill is located on said premises. The waste material in the landfill resulted from the closure of four (4) surface impoundments used for waste water treatment and subsequent removal of sludge and associated contaminated soils from the impoundment areas. This material is considered an F019 listed hazardous water under the provisions of 40 C.F.R. 261.31, due to its association with waste water from the chemical conversion of aluminum. The sludge and soils from each of the four (4) impoundments, plus two (2) areas later identified as containing buried waste water treatment sludge, were homogenized and mixed with portland cement (approximately 5.0% by volume) to obtain a compressive strength greater than 50 P.S.I. This mixture resulted in 17,323 cubic yards of waste incorporated into the landfill cell.
2. The location within said Tract No. 1 and the dimensions of the landfill cell are described as follows:

ALL THAT CERTAIN tract of land, situate in West Manchester Township, York County, Pennsylvania, bounded and described in accordance with the hereinafter identified survey plan, as follows:

(v)

BEGINNING at an iron pin set at the Northeast corner of the herein described parcel; said point of beginning being located South 9 degrees 5 minutes 46 seconds West 1,294.15 feet from a PK nail located in the public road known as Bair Road (Township Road 490) and at the Northernmost corner of the property of Harsco Corporation; thence from the said point of beginning the following five courses and distances (1) South 31 degrees 52 minutes 18 seconds East 274.60 feet to an iron pin set (2) South 58 degrees 7 minutes 42 seconds West 239.60 feet to an iron pin set; (3) North 76 degrees 52 minutes 18 seconds West 21.21 feet to an iron pin set; (4) North 31 degrees 52 minutes 18 seconds West 229.60 feet, to an iron pin set; and (5) North 51 degrees 24 minutes 29 seconds East 256.36 feet to the point of beginning.

CONTAINING 1.515 acres.

BEING a portion of the same premises which Kathryn L. Kling, by her Deed dated August 15, 1977 and recorded August 15, 1977 in York County Deed Book 72-U page 343, granted and conveyed unto Harsco Corporation. Being also a portion of the same premises which Bowen-McLaughlin-York, Inc., by its Deed dated December 1, 1967 and recorded on December 3, 1967 in York County Deed Book 60-T page 543, granted and conveyed unto Harson Corporation.

The said landfill cell is shown on a survey plan prepared by C.S. Davidson, Inc. as project number 1749.2.01.00 and dated May 15, 1985.

3. An Acknowledgment of Hazardous Waste Disposal by grantor herein concerning the same premises and the same subject matter dated November 25, 1991 was previously recorded by grantor herein in York County Land Record Book 796 page 531.

BEING the same premises which Harsco Corporation, a Delaware Corporation by Deed dated 1/27/1994 and recorded 1/28/1994 in York County, in Land Record Book 820 page 855 conveyed unto United Defense, L.P.

UPI #51-000-GG-0041.AO-00000
 UPI#51-000-HG-0056.OO-00000
 UPI#51-000-HG-0056.AO.00000
 UPI#51-000-HG-0050-KO-00000
 UPI#51-000-HG-0050.DO-00000

*I Certify This Document To be
 Recorded In York County, Pa.*



[Handwritten Signature]
 Recorder of Deeds

RECORDED BY DEEDS
 YORK COUNTY
 PENNSYLVANIA

INSTRUMENT NUMBER
 2002067833

RECORDED ON
 Oct 26 2001
 1:50:53 PM

AFFORDABLE HOUSING \$11.50
 RECORDING FEE \$79.00
 PIN NUMBER FEE \$10.00
 STATE MTA FEE \$0.50
 COUNTY ARCHIVES FEE \$1.00
 RDR ARCHIVES FEE \$1.00
 TOTAL \$103.00

INV: 287591 USER: DNH
 CUSTOMER
 FIRST AMERICAN TITLE
 INSURANCE CO. HALL

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF YORK :

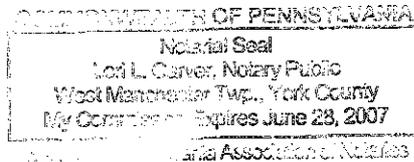
On this 3rd day of April 2007, before me, the undersigned officer, a Notary Public in and for the said State and County, personally appeared Daniel J. Sharp, Chief Counsel & Assistant Secretary of BAE Systems Land & Armaments L.P., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Indenture, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this day, month and year first above written.

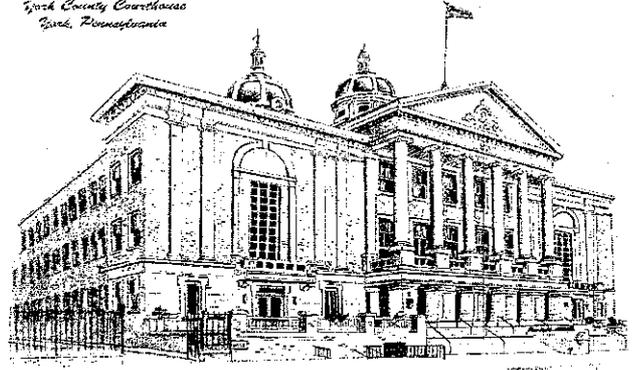


Notary Public

My Commission Expires: *June 28, 2007*



York County Courthouse
York, Pennsylvania



YORK COUNTY RECORDER OF DEEDS
28 EAST MARKET STREET
YORK, PA 17401

Randi L. Reisinger - Recorder
Gloria A. Fleming - Deputy

Instrument Number - 2007036590
Recorded On 5/17/2007 At 11:11:03 AM

Book - 1894 Starting Page - 4419
* Total Pages - 10

* Instrument Type - RESTRICTIONS

Invoice Number - 699074

* Grantor - UNITED DEFENSE L P

* Grantee - UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

User - BLC

* Received By: MAIL

* Customer - SHUMAKER WILLIAMS P C

* FEES

STATE WRIT TAX	\$0.50
RECORDING FEES	\$23.00
PIN NUMBER FEES	\$10.00
COUNTY ARCHIVES FEE	\$2.00
ROD ARCHIVES FEE	\$3.00
TOTAL PAID	\$38.50

PARCEL IDENTIFICATION NUMBER

51000GG0041A000000

51000HG00560000000

51000HG0056A000000

51000HG0050K000000

Total Parcels: 5

I Certify This Document To Be
Recorded In York County, Pa.



Randi L. Reisinger
Recorder of Deeds

THIS IS A CERTIFICATION PAGE
PLEASE DO NOT DETACH
THIS PAGE IS NOW PART OF THIS LEGAL DOCUMENT

* - Information denoted by an asterisk may change during the verification process and may not be reflected on this page.

Book: 1894 Page: 4428