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DECLARATION

THIS DECLARATION is made this 10th day of October, 1996, by **KENNAMETAL INC.** a Pennsylvania corporation, of the City of Latrobe, County of Westmoreland, Commonwealth of Pennsylvania (the "Declarant"), as the owner in fee simple of the real estate situate in the township of Bedford, Bedford County, Commonwealth of Pennsylvania, being the same property conveyed to Kennametal Inc. By Deed of E. ERNEST BUTERBAUGH and NANCY M. BUTERBAUGH, his wife, dated the 20th day of June, 1951, and recorded in the Office of the Recorder of Deeds for Bedford County, Pennsylvania, in Deed Book Volume 248, Page 327.

NOW, THEREFORE, Declarant hereby declares that some soil and groundwater samples collected from portions of the property were found to contain hazardous substances as more particularly described in documents submitted to the United States Environment Protection Agency dated July 12, 1995. Subsurface areas of the property should not be disturbed without considering safety and health concerns associated with environmental conditions, as reflected by the most contemporaneous sampling date available.

WITNESS THE HAND AND SEAL OF THE DECLARANT,
KENNAMETAL INC.

KENNAMETAL INC.

By: *H.P. Mahanes*
H. P. Mahanes
Vice President

David T. Cofer (Attest)
David T. Cofer - Secretary

REG 10-11-96 02:17 P
NANCY LAFF 0001
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COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF WESTMORELAND)

DECLARATION \$13.5
INSTRUMENT # 8753
ST \$13.50
CA \$20.0
CG \$5.5

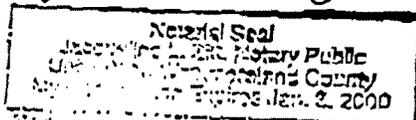
On this, the 10th day of October, 1996, before me a notary public, the undersigned officer, personally appeared H. P. Mahanes, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Jacqueline D. Zitt
Notary Public

jlz\KGN\Dec

BK 635636.1



Recorded in the office for recording of title of
County in

Bedford Book # 635

Witness my hand and seal of office at Bedford,

Pennsylvania this 11th

day of October A.D. 1896
Wm. C. Jamieson

DECLARATION OF RESTRICTIONS

THIS DECLARATION OF RESTRICTIONS is made this 1st day of FEBRUARY, 1993, by KENNAMETAL INC., a Pennsylvania corporation, of the City of Latrobe, County of Westmoreland, Commonwealth of Pennsylvania (the "Declarant"), as the owner in fee simple of the real estate situate in the Township of Bedford, Bedford County, Commonwealth of Pennsylvania, being the same property conveyed to Kennametal Inc. by Deed of E. ERNEST BUTERBAUGH and NANCY M. BUTERBAUGH, his wife, dated the 20th day of June, 1951, and recorded in the Office of the Recorder of Deeds for Bedford County, Pennsylvania, in Deed Book Volume 248, Page 327, is required by 25 PA. Code 264.119 to create certain restrictions which shall be considered covenants running with the land.

NOW, THEREFORE, Declarant, owner in fee simple of the real estate described in Exhibit A, attached hereto, located in the Township of Bedford, County of Bedford, Commonwealth of Pennsylvania (the "Real Estate"), hereby submits said Real Estate to the following restrictions:

Declarant hereby gives notice pursuant to the requirements of the Act of 1980, July 7, P.L. 380, No. 97, 405 as contained in 35 PA. Stat. 6015.405 and 25 PA Code 264.119(b), that on the Real Estate Declarant operates a disposal facility to manage hazardous wastes. The operation of the facility includes the storage of hazardous substances common to the manufacture of carbide tipped tools for mining and construction purposes containing, but not limited to, barium and cadmium.

Furthermore, the use of the Real Estate shall never be allowed to disturb the integrity of the final cover, liners, or any other components of the containment system or the function of the facility's monitoring systems, unless the Department of Environmental Resources of the Commonwealth of Pennsylvania ("Department") finds that the disturbance is necessary to the proposed use of the Real Estate, and will not increase the potential hazard to human health or the environment. A survey plat and record of the type, location and quantity of hazardous waste disposed of within the area of the facility have been filed with the Township of Bedford and the Department.

Declaration of Restrictions
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Given under my hand and the seal of said office, the
day and year aforesaid.

Bedford County Recorder

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enclosure