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JOHN W. HOPKINS
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04799

DECLARATION OF ENVIRONMENTAL RESTRICTIONS

Prepared by

Lewis Goldshore
LEWIS GOLDSHORE

This Declaration of Environmental Restrictions, made as of the 2nd day of May, 1994, by Connelly GPM, Inc., a New Jersey corporation with principal offices at 3154 South California Avenue, Chicago, Illinois 60608, together with its successors and assigns, collectively "Owner".

WITNESSETH:

WHEREAS, Owner is the owner in fee simple of certain real property (the "Property") designated as Block 2, Lots 98, 943 and 944 [formerly designated as Block 17, Lots 1-29, 31, 33, 35, 37 and 39] on the tax map of the City of Elizabeth, Union County, more particularly described on Exhibit A attached hereto and made a part hereof; and

WHEREAS, the New Jersey Department of Environmental Protection and Energy ("Department") has issued a remedial approval (formerly known as a cleanup plan approval) on December 30, 1992, in ECRA/ISRA Case # 87399 concerning the Property in which the Department has approved the use of non-residential soil standards, institutional controls, and/or engineering controls in accordance with P.L. 1993, c. 139 (S-1070); and

WHEREAS, this Declaration itself is not intended to create any interest in real estate in favor of the Department, nor to create a lien or encumbrance against the Property, but merely is intended to reflect the regulatory and statutory obligations imposed as a condition of using non residential standards; and

WHEREAS, the areas described on Exhibit B attached hereto and made apart hereof (the "Affected Areas") contain contaminants;

WHEREAS, the type, concentration and specific location of the contaminants are described on one or more diagrams, maps and/or tables on Exhibit B attached hereto and made a part hereof; and

WHEREAS, to prevent the potential for migration of the contaminants and unacceptable risk of exposure to the contamination to humans or the environment, an impermeable surface cover is in place at the Property, at the location shown on Exhibit B; and

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WHEREAS, in accordance with the remedial approval, and in consideration of the terms and conditions of the remedial approval, and other good and valuable consideration Owner has agreed to subject the property to certain statutory and regulatory requirements which impose restrictions upon the use of the Property, and to restrict certain activities at the Property, as set forth below; and

WHEREAS, Owner intends to notify all interested parties that such regulatory and statutory restrictions shall be binding upon and enforceable against Owner and Owner's successors and assigns while such own and/or operate at the Property.

NOW, THEREFORE, Owner agrees to be subject to the regulatory and statutory requirements applicable to those who seek to remediate property to non-residential standards and hereby notifies all interested parties, Owners, and operators that the applicable regulations and statutes require of Owner and operators while owning or operating the Property as follows:

1. **Restricted Uses.** Owner, and all Operators of such portions of the Property, shall not allow any of the following uses of the following portions of the Property:

Portion of the Property: The Affected Areas as identified in Exhibit B.

Restricted Use: The use shall be restricted pursuant to Paragraphs 2 and 3 to non-residential use.

2. **Emergencies.** In the event of an emergency which presents a significant risk to human health or the environment, the application of Paragraph 1 above may be unilaterally suspended, by Owner, provided the Owner:

- i. Immediately notifies the Department of the emergency;
- ii. Limits both the actual disturbance and the time needed for the disturbance to the minimum reasonably necessary to adequately respond to the emergency;
- iii. Implements all measures necessary to limit actual or potential, present or future risk of exposure to the residual contamination to humans or the environment; and
- iv. Implements restoration of the Affected Areas to the pre-emergency condition to the extent reasonably possible, and provides a report to the Department of such emergency efforts.

3. **Alterations, Improvements and Disturbances.** Owner and operators shall not make, nor allow to be made, any alternation,

improvement or disturbance in, to, or about the Affected Areas which creates an unacceptable risk of exposure to contamination in the Affected Areas to humans or the environment, or results in a disturbance of any engineering control designed to contain or reduce exposure to the contaminants, without first obtaining the express written consent of the Department, which consent shall be given or withheld at the reasonable discretion of the Department. Nothing herein shall constitute a waiver of the Owners obligation to comply with all applicable laws and regulations.

Express written consent of the Department is not required for alteration, improvement, or disturbance that meets the following:

- provides for restoration of any disturbance of an engineering control to pre disturbance conditions within sixty days,
- does not allow an exposure level above those noted under Restricted Uses, provided that all applicable worker health and safety laws and regulations are followed during the alteration, improvement, or disturbance

4. Notice to Lessees and Other Holders of Property Interests.

(a) Owner shall cause all leases, grants, and other transfers of interest by the Owner in the Affected Areas and adjacent to the Affected Areas to contain a provision expressly requiring all holders thereof to take the property subject to the use restriction and not to violate any of the conditions of this Declaration of Environmental Restrictions.

(b) Nothing contained in this paragraph 4 shall be construed as limiting any obligation of Owner to provide any notice required by any law, regulation, or order of any governmental authority.

5. Enforcement of violations. The restrictions provided herein are for the benefit of, and shall be enforceable against any person who knowingly violates this Declaration, solely by the Department. A violation of this Declaration of Environmental Restrictions, shall not have an adverse impact on the status of the ownership of and title to the Property. To enforce violations of this Declaration of Environmental Restrictions, the Department may initiate an action in Superior Court or as otherwise allowed by law against any person who is in any way responsible for a violation hereof and seek all available remedies, including without limitation, penalties and injunctive relief. Such enforcement proceedings shall not be initiated against past owners or operators who have not violated this Declaration.

6. Severability. If any court or other tribunal determines that any provision of this Declaration is invalid or unenforceable,

such provision shall be deemed to have been modified automatically to conform to the requirements for validity and enforceability as determined by such court or tribunal. In the event that the provision invalidated is of such a nature that it cannot be so modified, the provision shall be deemed deleted from this instrument as though it had never been included herein. In either case, the remaining provisions of the instrument shall remain in full force and effect.

7. **Successors and Assigns.** This Declaration shall be binding upon Owner and upon Owner's successors and assigns, and the Department, its agents, contractors, and employees, and to any other person performing remediation under the direction of the Department.

8. **Termination and Modification.**

(a) This Declaration shall terminate only upon filing of an instrument, executed by the Department, in the office of the Register of Deeds and Mortgages of Union County, New Jersey, expressly terminating this Declaration.

(b) Owner may request in writing at any time that the Department modify or terminate this Declaration of Environmental Restrictions or exercise termination proceedings based on, for example, the owner's proposal that the property does not pose an unacceptable risk to human health or the environment. Within 90 calendar days after receiving the request the Department shall either:

- i. execute the termination or modification Declaration; or
- ii. issue a draft notice of intent to deny.

The Department shall set forth in a draft notice of intent to deny the request its basis for its decision. The owner can respond to the draft denial by providing new or additional information or data. The Department shall review any such new or additional information and issue a final decision to execute the agreement or deny the request within 60 calendar days of the Department's receipt of the owner's response.

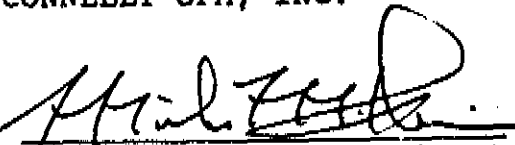
IN WITNESS WHEREOF, Owner has executed this Declaration as of the date first written above.

ATTEST:

CONNELLY GPM, INC.



LESLIE A. KLEIN, Secretary

By: 

MILES M. KLEIN, President

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084105-0004

STATE OF Illinois

SS.:

COUNTY OF Cook

I certify that on May 3, 1994, Leslie A. Klein, personally came before me, and this person acknowledged under oath, to my satisfaction, that:

(a) this person is the Secretary of Connelly GPM, Inc., the corporation named in this document;

(b) this person is the attesting witness to the signing of this document by the proper corporate officer who is the President of the corporation;

(c) this document was signed and delivered by the corporation as its voluntary act and was duly authorized;

(d) this person knows the proper seal of the corporation which was affixed to this document; and

(e) this person signed this proof to attest to the truth of these facts.



LESLIE A. KLEIN, Secretary

Signed and sworn before me
on May 3 1994.

Tina Johnson, Notary Public
Notary Public
[Print name and title]



EXHIBIT A

Metes and Bounds Description of the Property

Being commonly known as Block 2, Lots 98, 943 and 944 [formerly designated as Block 17, Lots 1-29, 31, 33, 35, 37 and 39] on the tax map of the City of Elizabeth, Union County.

The legal description of the property is:

First Tract: Which are more particularly laid down, designated and distinguished on a certain map entitled "Map of Property owned by Jacob T. Merritt, in the City of Elizabeth, County of Union (late Essex) N.J." (which map is now on file in the Register's office of Union County) as lots numbered twenty-two (22) and twenty-four (24) in block numbered seventeen (17) as laid down on said map.

Being commonly known as numbers 221-223 Butler Street, Elizabeth, New Jersey.

Second Tract: BEGINNING at a point in the northerly line of Butler Street distant one hundred and fifty (150') easterly from the intersection of the said line of Butler Street and the easterly line of Third Avenue; thence running North 26 degrees 30 minutes West one hundred feet (100'); thence running North 63 degrees 30 minutes East fifty (50'); thence running South 26 degrees 30 minutes East one hundred feet (100') to the northerly line of Butler Street; thence along said line South 63 degrees 30 minutes West fifty feet (50') to the point or place of Beginning.

The said second tract is more particularly laid down, designated and distinguished on a certain map entitled "Map of Property owned by Jacob T. Merritt, in the City of Elizabeth, County of Union (late Essex) N.J." (which map is now on file in the Register's office of Union County) as lots numbered twenty-six (26) and twenty-eight (28) in block numbered seventeen (17) as laid down on said map.

Being commonly known as numbers 225-227 Butler Street, Elizabeth, New Jersey.

Being the same premises conveyed to the said Elbert L. Walker, unmarried, by deed of Bethel Corporation, a corporation of New Jersey, dated September 26, 1947, and recorded in the Union County Register's office on September 29, 1947, as deed No. 45608.

Third Tract: Being more particularly laid down, designated and distinguished on a certain map entitled "Map of Jacob T. Merritt Property, Elizabeth, Union County, N.J." (which map is now on file in the Essex County Register's office) as lots numbers twenty-one (21), twenty-three (23), twenty-five (25), twenty-seven (27), twenty-nine (29), thirty-one (31), thirty-three (33), thirty-

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five (35), thirty-seven (37), thirty-nine (39) on block seventeen (17) as laid down on said map.

Being also known as numbers 220 to 238 inclusive South Second Street, and 159 to 165 inclusive Third Avenue, Elizabeth, New Jersey.

Being the same premises conveyed to Connelly, Inc., a corporation of New Jersey, by deed of Elbert L. Walker, unmarried, dated October 7, 1947 and recorded on October 7, 1947 in the Union County Register's office, Book 1653 page 219.

Connelly, Inc. changed its name to Connelly, GPM, Inc.

Fourth Tract: ALL those certain lots tracts or parcels of land and premises hereinafter particularly described, situate, lying and being in the City of Elizabeth in the County of Union and State of New Jersey.

Beginning at the corner formed by the intersection of the northerly side of Butler Street with the westerly side of Second Avenue; thence northwesterly along said side of Second Avenue two hundred (200) feet to the southerly side of Second Street; thence southwesterly along said side of Second Street two hundred and fifty (250) feet; thence southeasterly parallel with Second Avenue two hundred (200) feet to said northerly side of Butler Street; thence northeasterly along said side of Butler Street two hundred and fifty (250) feet to the place of Beginning.

Being lots numbered one, two, three, four, five, six, seven, eight, nine, ten, eleven, twelve, thirteen, fourteen, fifteen, sixteen, seventeen, eighteen, nineteen and twenty, as laid down and designated on a "Map of property owned by Jacob T. Merritt in the City of Elizabeth, N.J." which said map is on file in the Clerk's Office of Union County.

Being the same premises conveyed to George F. Hawkes, in his lifetime by William E. Lawrence, Sheriff by deed dated January 25, 1907 and recorded in the Register's Office of Union County in Book 486 of Deeds, page 389 etc. and of which premises the said George F. Hawkes, died seized leaving a last will and testament wherein and whereby he devised said property to his daughters, Anna M. Hawkes and Florence Hawkes; the said Florence Hawkes having departed this life on April 24, 1926, leaving a last will and testament, duly admitted to probate by the Surrogate of the County of Union, wherein and whereby she devised her interest in said property to said Anna M. Hawkes.

Being the same premises conveyed to Connolly Iron Sponge & Governor Company, a corporation of the State of New Jersey, by Anna M. Hawkes by deed dated July 19, 1927 and recorded in the Register's Office of Union County in Book 1113 of Deeds, page 406 etc.

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TABLE 1
SOUTH SECOND STREET SOIL SAMPLING
SPECIFIC PAH COMPOUNDS DETECTED

BASE NEUTRAL EXTRACTABLES (ppb)	SS-1	SS-2	SS-3	SS-4	SS-5	SS-6	SS-7
SAMPLE DEPTH (ft)	1.5-2.5	2-2.5	3-3.5	2-2.5	2.5-3	1.5-2	2-2.5
Naphthalene	110J	28J	42J	1,000,000	94J	610	1,400
Acenaphthylene	90J	24J	39J	12,000	ND	360	6,000
Acenaphthene	62J	8.1J	60J	17,000	150J	340	5,000
Fluorene	100J	ND	67J	48,000	66J	560	12,000
Phenanthrene	800	94J	630J	130,000	240J	3,200	96,000
Anthracene	250J	36	140J	26,000	53J	730	22,000
Fluoranthene	2,500	350	770	28,000	320J	3,200	120,000
Pyrene	3,800	320J	720	48,000	390	4,100	90,000
Bis (2-ethylhexyl) phthalate	640	41J	ND	ND	39J	ND	ND
Chrysene	2,000	250J	380	28,000	230J	2,500	46,000
Benzo (a) anthracene	2,100	260J	350	24,000	190J	2,200	52,000
Benzo (b) fluoranthene	3,600	400	610	18,000	340	4,500	72,000
Benzo (a) pyrene	1,800	180J	300	8,200	150J	1,900	41,000
Ideno (1,2,3-c,d) pyrene	530	86J	160	4,400	85J	660	23,000
Dibenzo (a,h) anthracene	ND	ND	ND	2,100J	ND	ND	9,800
Benzo (ghi) perylene	450	30J	130J	4,400	80J	640	19,000
Total Target Compounds	18,220	750	3,460	1,396,000	730	25,400	613,800
Total library Search (ppb)	18,110	3,310	7,520	2,213,000	7,230	27,750	468,000

KEY

ppb - parts per billion

J - compound detected below method detection limits; represents an estimated value

EXHIBIT B-1

0B4105-0008

TABLE 2
CONNELLY-GPM, INC. - SOUTH SECOND STREET LOT
AGST-1B DELINEATION SAMPLING
JUNE 11, 1992

METAL (PPM)	SAMPLE IDENTIFICATION			
	AGST-D1	AGST-D2	AGST-D3	AGST-D4
DEPTH (ft)	1-1.5	1-1.5	1-1.5	1-1.5
Arsenic	22	19.4	45.5	37.8
Cadmium	ND	ND	ND	ND
Chromium	246	288	1060	4230
Lead	1090	593	530	893

METAL (PPM)	SAMPLE IDENTIFICATION		
	AGST-D5	AGST-D6	AGST-D7
DEPTH (ft)	1-1.5	1-1.5	1-1.5
Arsenic	7.88	26	80.1
Cadmium	ND	ND	ND
Chromium	78.6	309	309
Lead	217	1110	1110

METAL (PPM)	SAMPLE IDENTIFICATION			
	AGST-1B	SS-1	SS-4	SS-7B
DEPTH (ft)	1.5-2	1.5-2.5	2-2.5	2-2.5
Arsenic	31.3	15.2	19.9	6.58
Cadmium	5.6	ND	ND	2.6
Chromium	426	169	114	48
Lead	229	188	1190	221

KEY

PPM - Parts Per Million

EXHIBIT B-2

084105-0009

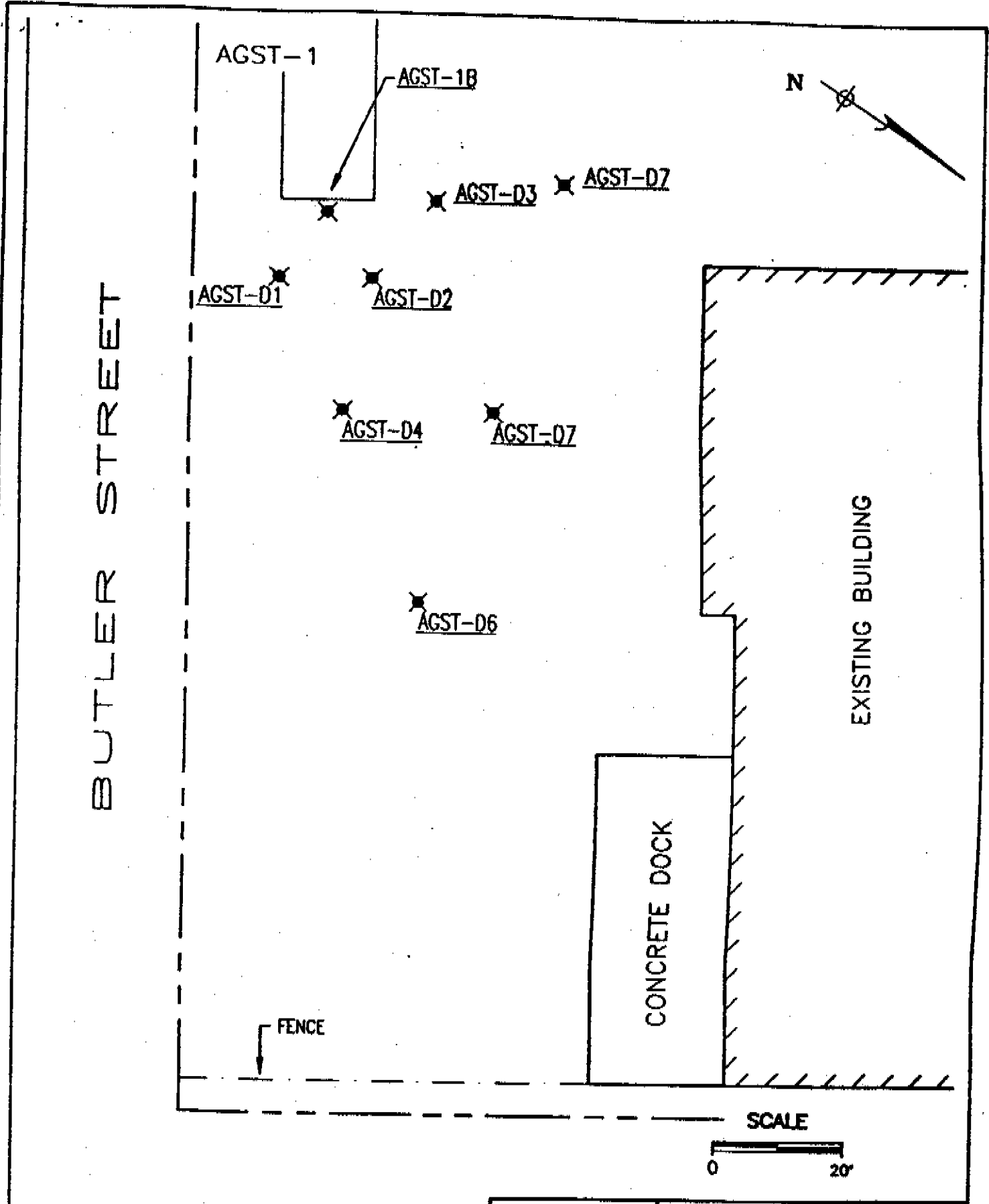

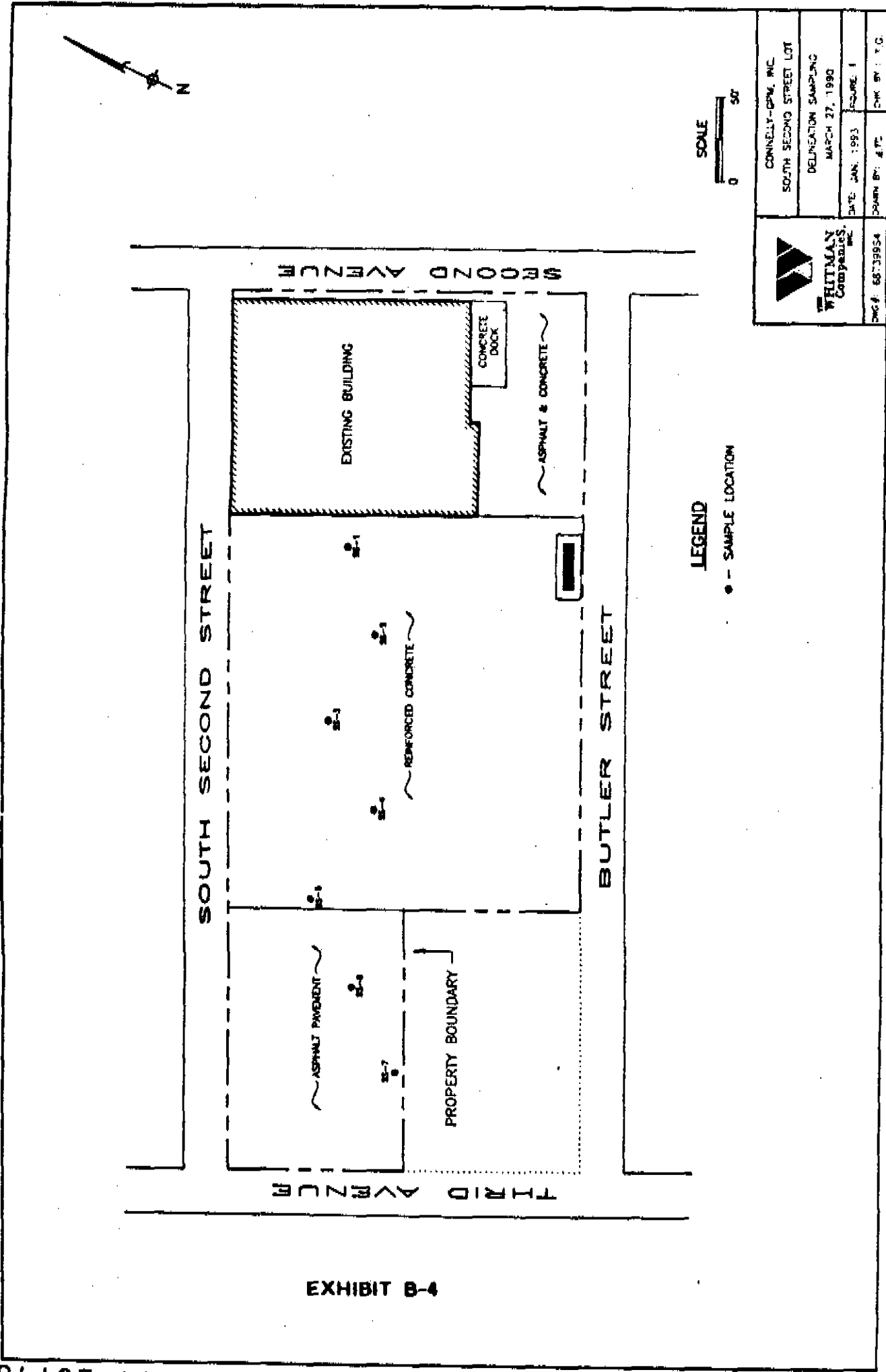


EXHIBIT B-3

084105-0010

 THE WHITMAN Companies, INC.	CONNELLY-GPM, INC. SOUTH SECOND STREET LOT	
	AGST-1B DELINEATION SAMPLING JUNE 11, 1992	
	DATE: JAN. 1993	FIGURE: 2
	DRAWN BY: A.77L	CHK. BY: T.G.

DWG.#: 687399S1



 WHITMAN CONSULTING ENGINEERS, INC.	CONNELLY-CPM, INC. SOUTH SECOND STREET LOT
	DELINEATION SAMPLING MARCH 27, 1990
DATE: JAN. 1993 DRAWN BY: JTC CHECK BY: T.G.	SHEET: 1
DWG # 68-39954	DATE: JAN. 1993

EXHIBIT B-4

DB4105-0011

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Dated: May 2, 1994

Record and return to:

Lewis Goldshore, Esq.
Goldshore, Wolf & Lewis
2683 Main Street
Lawrenceville, NJ 08648

Handwritten initials/signature

DB4105-0012

END OF DOCUMENT