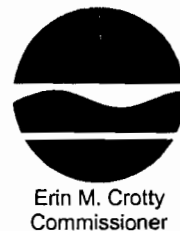


New York State Department of Environmental Conservation
Division of Environmental Enforcement
Central Field Unit
625 Broadway, Albany, New York 12233-5500
Phone: (518) 402-9507 • **FAX:** (518) 402-9019
Website: www.dec.state.ny.us



June 10, 2002

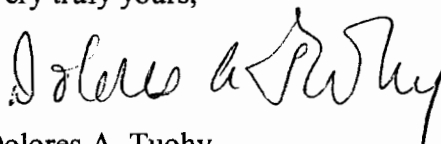
Michael P. Kelly, Esq.
McCarter & English, LLP
Mellon Bank Center
P.O. Box 111
Wilmington, Delaware 19899

RE: Stauffer - Skaneateles Falls Site
Site No. 734010

Dear Mike:

Enclosed is a fully executed original copy of the Amendment to Order on Consent
A7-0347-9610.

Very truly yours,



Dolores A. Tuohy
Associate Attorney

cc(w/ amendment): Ken Lynch
M.J. Peachey
Sal Priore
Dave Chiusano
John May
Supervisor Bill Pavlus

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the Development and
Implementation of a Remedial Program
for an Inactive Hazardous Waste Disposal
Site, Under Article 27, Title 13 and Article 71,
Title 27, of the Environmental Conservation Law
of the State of New York by:

AMENDMENT
TO
ORDER ON CONSENT

Index # A7-0347-9610

Stauffer Management Company LLC,

Respondent

Site Code # 734010

WHEREAS,

1. Stauffer Management Company consented to the issuance of a Remedial Program Order on Consent Index # A7-0347-9610 ("Order"), signed by a representative of the Department of Environmental Conservation (the "Department") on March 27, 1997.
2. The Order committed Stauffer Management Company to develop and implement a remedial program for the Stauffer - Skaneateles Falls inactive hazardous waste disposal site (the "Site") in accordance with a Record of Decision issued by the Department in March of 1996.
3. On December 8, 2000, Stauffer Management Company, a corporation, merged into Stauffer Management Company LLC ("Respondent"). Respondent, a limited liability company, was formed pursuant to the laws of the State of Delaware and is located at 1800 Concord Pike, Wilmington, Delaware 19850. Respondent is doing business in the State of New York. By virtue of the merger, Respondent acquired the liabilities of Stauffer Management Company, including its consent to the issuance of the Order and its commitment to be bound by the Order's terms.
4. The Department issued an Amended Record of Decision for the Site in December 2001. A copy of the Amended Record of Decision is attached to this Amendment as Appendix "A," and is incorporated as an enforceable part of the Amended Order.
5. The Department and Respondent desire to amend the Order to provide for Respondent to develop and implement a remedial program for the site in accordance with the Amended Record of Decision.
6. Respondent, having waived Respondent's right to a hearing herein as provided by law, without admitting any wrongdoing or liability, and having consented to the issuance and entry of this Amendment, agrees to be bound by its terms. Respondent consents to and agrees not to contest the authority or jurisdiction of the Department to issue and enforce this

Amendment, and agrees not to contest the validity of this Amendment or its terms.

NOW, having considered this matter and being duly advised, IT IS ORDERED THAT:

I. The above-referenced Order shall be amended as indicated herein effective on the date the Amendment to Order on Consent is signed by the Commissioner of Environmental Conservation or her designee.

II. For the purposes of construing the provisions of the Order which are not modified by the Amendment, the provisions of the Order modified by the Amendment, and the Amendment, the term "Respondent" shall mean Stauffer Management Company LLC.

III. Paragraph 8 of the Order is hereby amended to read as follows:

The Department and Respondent agree that the goals of this Order are for Respondent to (i) develop and implement, in accordance with the Amended Record of Decision, a remedial program ("Remedial Program") for the Site that shall include design and implementation, and operation, maintenance and monitoring of the selected remedial alternative; and (ii) reimburse the State's administrative costs.

IV. The first sentence of Paragraph I.A of the Order is hereby amended to read as follows:

Within 15 days after the execution of this Amendment, Respondent shall submit to the Department a remedial design to implement the remedial alternative for the Site selected by the Department in the Amended Record of Decision (the "Remedial Design").

V. Paragraph VII of the Order is hereby amended to read as follows:

If, after review, the Department accepts and approves the engineer's certification that construction of the Remedial Program was completed in accordance with the approved Remedial Design, then, unless a supplementary remedial program is required pursuant to Subparagraph I.B.6, and except for the provisions of Paragraph XI of this Order, and except for the future operation and maintenance of the Site, reimbursement of Department expenditures at the Site, and any Natural Resource Damage claims that may arise, such acceptance shall constitute a release for each and every claim, demand, remedy or action whatsoever against Respondent, its directors, officers, employees, agents, successors and assigns, which the Department has or may have pursuant to Article 27, Title 13 of the ECL and CERCLA 42 USC section 9601 et seq. relative to or arising from the disposal of hazardous wastes at the Site; provided, however, that the Department

specifically reserves all of its rights concerning, and any such release and satisfaction shall not extend to, any investigation or remediation the Department deems necessary due to:

(1) environmental conditions on-Site or off-Site which are related to the disposal of hazardous wastes at the Site and were unknown to the Department at the time of its approval of the Final Focused Feasibility Study; or

(2) information received, in whole or in part, after the Department's approval of the Final Focused Feasibility Study,

and such unknown environmental conditions or information indicates that the Remedial Program is not protective of human health or the environment.

The Department shall notify Respondent of such environmental conditions or information and its basis for determining that the Remedial Program is not protective of human health and the environment.

This release shall inure only to the benefit of Respondent, its directors, officers, employees, agents, successors and assigns.

Nothing herein shall be construed as barring, diminishing, adjudicating or in any way affecting any legal or equitable rights or claims, actions, suits, causes of action or demands whatsoever that the Department may have against anyone other than Respondent, its directors, officers, employees, agents, successors and assigns.

Nothing herein shall be construed as barring, diminishing, adjudicating or in any way affecting any legal or equitable rights or claims, actions, suits, causes of action or demands whatsoever that Respondent or its directors, officers, employees, agents, successors and assigns may have against any party other than the Department.

VI. Paragraph XIII of the Order is hereby amended to read as follows:

A. All written communications required by this Order shall be transmitted by United States Postal Service, by private courier service, or hand delivered as follows:

1. Communication from Respondent shall be sent to:

Bureau Chief, Western Remedial Bureau
Division of Environmental Remediation
New York State Department of Environmental Conservation
625 Broadway, 11th Floor
Albany, New York 12233-7017

until such date as the Remedial Design is approved by the Department. Following the Department's approval of the Remedial Design, communication from Respondent shall be sent to:

Director, Bureau of Construction Services
Division of Environmental Remediation
625 Broadway, 12th Floor
Albany, New York 12233-7013

Prior to and following the Department's approval of the Remedial Design, copies shall be sent to:

Director, Bureau of Environmental Exposure Investigation
New York State Department of Health
547 River Street
Troy, New York 12180-2216

Henriette Hamel
Regional Toxics Coordinator
New York State Department of Health
Office of Public Health
217 South Salina Street
Syracuse, New York 13202-1380

Kenneth Lynch, Esq.
Region VII Regional Director
New York State Department of Environmental Conservation
615 Erie Boulevard West
Syracuse, New York 13204-2400

Dolores A. Tuohy, Esq.
New York State Department of Environmental Conservation
Division of Environmental Enforcement
625 Broadway, 14th Floor
Albany, New York 12233-5500

Salvatore Priore, P.E.
New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway, 11th Floor
Albany, New York 12233-7017

David Chiusano
New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway, 12th Floor
Albany, New York 12233-7013

2. Communication to be made from the Department to Respondent shall be sent to:

Lee Erickson
Stauffer Management Company
ESO-Bancroft Building
Wilmington, Delaware 19897

With copies to:

Thomas Haldas, P.E.
Stauffer Management Company
ESO-Bancroft Building
Wilmington, Delaware 19897

and

Michael P. Kelly, Esq.
McCarter and English LLP
919 Market Street
Wilmington, Delaware 19801

B. The Department and Respondent reserve the right to designate additional or different addressees for communication or written notice to the other.

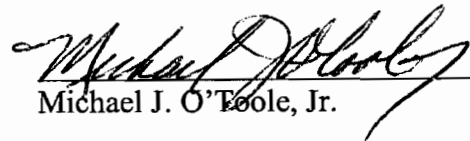
VII. All other provisions of the Order remain in full force and effect and shall be binding on Respondent.

DATED: Albany, New York

June 6, 2002

ERIN M. CROTTY
Commissioner
New York State Department
of Environmental Conservation

By:


Michael J. O'Toole, Jr.

CONSENT BY RESPONDENT

Respondent hereby consents to the issuing and entering of this Order, waives Respondent's right to a hearing herein as provided by law, and agrees to be bound by this Order.

By: Brian A. Spiller *AMPK*
Brian A. Spiller

Title: President, Stauffer Management Company LLC

Date: May 22, 2002

STATE OF DELAWARE)
COUNTY OF NEWCASTLE) s.s.:

On the 22nd day of May, in the year 2002, before me, the undersigned, personally appeared BRIAN A. SPILLER, 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.

Paulette L. Hendrix
Signature and Office of individual
taking acknowledgment

PAULETTE L. HENDRIX
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires March 10, 2006