

NEW YORK STATE 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:

**ORDER ON CONSENT
MODIFICATION**

Index # B8-0614-02-05

ITT AUTOMOTIVE, INC.
Respondent

Site # 8-28-112

WHEREAS, the New York State Department of Environmental Conservation (the "Department") and ITT Automotive, Inc. (the "Respondent") entered into an Order on Consent, dated August 19, 2003, bearing Index # B8-0614-02-05 and site # 8-28-112 (the "Order") relative to Respondent's facility at 30 Pixley Industrial Parkway, in the Town of Gates, County of Monroe (the "Site"), which site is more fully described in the Agreement, and

WHEREAS, ITT Industries, Inc., the parent company of the Respondent, engaged in a corporate reorganization pursuant to which ITT Industries, Inc. sold its automotive brake and fuel tubing and components business, but retained ownership of the real property associated with the site and retained all liabilities and obligations of the Respondent associated with the Order, and

WHEREAS, pursuant to the corporate reorganization, Respondent conveyed all its right, title and interest in and to the real property comprising the site to its parent company, ITT Industries, Inc., an Indiana corporation with an office at 4 West Red Oak Lane, White Plains, New York 10604, pursuant to deed dated November 10, 2005, recorded in the Monroe County Clerk's Office on November 21, 2005, and

WHEREAS, ITT Industries, Inc. changed its corporate name from ITT Industries, Inc. to ITT Corporation, effective July 1, 2006, and

WHEREAS, ITT Corporation, formerly known as ITT Industries, Inc. is desirous of being formally substituted as the Respondent on the aforesaid Order on Consent in place of ITT Automotive, Inc. and agrees to be bound by the terms of the aforesaid Order on Consent, and

WHEREAS, ITT Corporation and the Department are desirous of modifying the Order to clarify the Respondent's right to seek contribution under 42 U.S.C. § 9613(f)(3)(B), and

WHEREAS, ITT Corporation consents not to contest the authority or jurisdiction of

the Department to enter into or enforce this Modification to the Order on Consent,

NOW, THEREFORE, in consideration of and in exchange for the mutual covenants and promises, the parties agree as follows:

1. The Order on Consent, dated August 19, 2003, bearing Index # B8-0614-02-05 for site # 8-28-112 (the "Order"), relative to the facility at 30 Pixley Industrial Parkway, in the Town of Gates, County of Monroe (the "Site"), is hereby modified and amended to provide that ITT Corporation, formerly known as ITT Industries, Inc., the former parent company of ITT Automotive, Inc., be substituted for ITT Automotive, Inc., as Respondent under the Order.
2. Paragraph XIV (captioned "Miscellaneous"), subparagraph J, of the Order on Consent dated August 19, 2003, is hereby modified and amended to add the following language to the present end of such subparagraph:

"Furthermore, to the extent authorized under 42 U.S.C. Section 9613(f)(3)(B), by entering into this administrative settlement of liability, if any, for some or all of the response action and/or for some or all of the costs of such action, Respondent is entitled to seek contribution from any person except those who are entitled to contribution protection under 42 U.S.C. Section 9613(f)(2)."

3. ITT Corporation hereby agrees to be bound by all the terms of the Order and consents and agrees not to contest the validity of the Order or the authority or jurisdiction of the Department to enter into or enforce the Order.
4. Paragraph XI. 2. of the Order is hereby amended to add and provide that communications from the Department to ITT Corporation shall be sent to:

Fern Fleischer Daves, Esq.
ITT Corporation
4 West Red Oak lane
White Plains, New York 10604-3603

and to:

Michael Peters, Esq.
Peters, Hoggan & Carpenter, LLP
677 Broadway, 8th Floor
Albany, New York 12207

5. Except as elsewhere provided in this Modification Agreement, the Order on

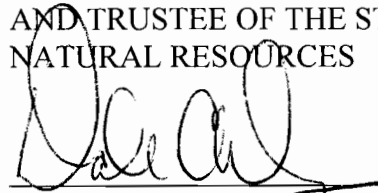
Consent and the documents related thereto shall continue in full force and effect. Any amendment or other modification of this document must be in writing and subscribed by the party to be bound.

6. The effective date of this Modification Agreement shall be the date on which it is signed by the Commissioner or the Commissioner's designee.

DATED: NOV - 2 2006

DENISE M. SHEEHAN
COMMISSIONER
NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION
AND TRUSTEE OF THE STATE'S
NATURAL RESOURCES

By:



Dale A. Desnoyers, Director
Division of Environmental Remediation

CONSENT BY ITT CORPORATION

ITT Corporation hereby consents to the issuing and entering of this Modification to Order on Consent, Index # B8-0614-02-05 and site # 8-28-112, and waives its right to a hearing herein as provided by law, and agrees to be bound by all terms and conditions of such Order on Consent.

ITT Corporation

By: Kathleen S. Stolar

Title: Via President, Secretary & Associate General Counsel

Date: Sept. 29, 2006

STATE OF NEW YORK }
COUNTY OF Westchester } ss:

On the 29th day of September, 2006, before me, the undersigned, personally appeared Kathleen S. Stolar, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

R. D. Cohen
Signature and Office of individual
taking acknowledgment

R. D. Cohen
ROBIN D. COHEN
Notary Public, State of New York
No. 01CO6103752
Qualified in Westchester County
Commission Expires January 12, 2008