

DECLARATION OF COVENANTS AND RESTRICTIONS

THIS DECLARATION dated as of February 21, 2001, by Minnesota Mining and Manufacturing Company, a Delaware Corporation (Declarant);

Recitals:

WHEREAS, Declarant is the owner of certain real property locally known as 305 Sawyer Avenue, Tonawanda, Erie County, New York and legally described on Exhibit "A" (Property) attached hereto and made a part hereof; and

WHEREAS, the Property is subject to the provisions of a certain Order on Consent dated March 27, 2000 (Index No. B9-0369-91-04), between the New York State Department of Environmental Conservation and Declarant; the restrictions are specifically limited to that portion of the property indicated on the drawing attached hereto as Exhibit "B" (Restricted Property);

WHEREAS, the Declarant requires that the Restricted Property be made subject to certain restrictions more fully set forth herein.

Covenants and Restrictions:

NOW, THEREFORE, in consideration of the foregoing premises, Declarant hereby declares the following:

1. Residential use of Restricted Property by the Declarant or other corporations or individuals is prohibited;
2. The provisions of this Declaration shall run with the Property and shall be binding upon Declarant and all others who may acquire an interest in the Property.

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

MINNESOTA MINING AND
MANUFACTURING COMPANY

By: Ronald R. Belschner 2/20/01
Its Vice President - Ronald R. Belschner

By: Gregg M. Larson 2/21/01
Its Assistant Secretary - Gregg M. Larson

FILED
MAR 20 2001
ERIE COUNTY
CLERK'S OFFICE

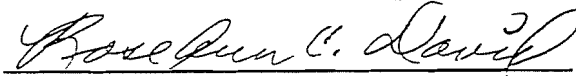
STATE OF MINNESOTA)

COUNTY OF RAMSEY)

On this 21st day of February, 2001, before me, a
Notary Public within and for said County, personally appeared
Ronald R. Belschner and Gregg M. Larson

to me known, who being by me duly sworn, did say that they are the Vice President and
Assistant Secretary, respectively, of Minnesota Mining and Manufacturing Company
named in the foregoing instrument and that the seal affixed to said instrument is the
corporate seal of said corporation, and that said instrument was signed and sealed in
behalf of said corporation by authority of its Board of Directors, and said

Ronald R. Belschner and Gregg M. Larson
acknowledged said instrument to be the free act and deed of said corporation.



Notary Public

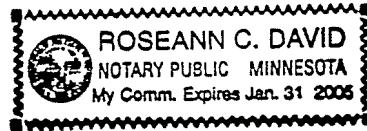


EXHIBIT 'A'

Legal Description
305 Sawyer Avenue, Tonawanda, New York

EXHIBIT A

LEGAL DESCRIPTION

ALL THAT TRACT OR PARCEL OF LAND, situate in the Town of Tonawanda, County of Erie and State of New York, being part of Lot No. 99 of the New York State Reservation, bounded and described as follows:

BEGINNING at the intersection of the southeasterly line of lands conveyed to the Niagara Falls Power Company by deed recorded in the Erie County Clerk's Office in Liber 1636 of Deeds at page 274 with the southwesterly line of lands conveyed to General Mills, Inc. by deed recorded in the Erie County Clerk's Office in Liber 5223 of Deeds at page 251; thence southeasterly along the southwesterly line of lands so conveyed, 393.20 feet to a point of curve; thence continuing along the southwesterly line of lands so conveyed southeasterly along a curve having a radius of 375 feet, an arc distance of 589.05 feet to a point in the south line of said Lot No. 99, which said line is tangent to said curve; thence westerly along said south line of Lot No. 99, 616.66 feet to a point therein, 2224.14 feet easterly from the east line of River Road; thence northerly along a line at right angles to said south line of Lot No. 99, 786.79 feet to the southeasterly line of lands of said Niagara Falls Power Company; thence easterly along the southeasterly line of said lands, 242.27 feet to the southwest line of lands conveyed to General Mills, Inc., as aforesaid, the point of beginning.

TOGETHER with the right, in so far as they pertain to the premises hereby conveyed, to use in common with The Acheson Graphite Co., its successors and assigns all of the rights, benefits and easements subject to all of the limitations therein contained and described in deed from Acheson Graphite Company to the Niagara Falls Power Company recorded on May 9, 1922 in Liber 1636 of Deeds at page 274.

ALSO ALL THAT TRACT OR PARCEL OF LAND, situate in the Town of Tonawanda, County of Erie and State of New York, being part of Lot No. 99 of the New York State Reservation, bounded and described as follows:

BEGINNING in the southerly line of Niagara Falls Power Company's right of way at the point of intersection of said right of way line with the easterly line of the lands now or formerly owned by Buffalo Wash Tray Works, Inc.; running thence southerly along the east line of lands of the Buffalo Wash Tray Works, Inc., aforesaid, 392.02 feet to a point of curve; thence continuing along the easterly line of land of the Buffalo Wash Tray Works, Inc. southeasterly along a curve having a radius of 375 feet, an arc distance of 589.05 feet to a point in the south line of said Lot No. 99, which said line is tangent to said curve; running thence easterly along the south line of said Lot No. 99, 497.17 feet; running thence northerly on a line drawn at right angles to the south line of said Lot No. 99, 699.33 feet to the southerly line of Niagara Falls Power Company's right of way; and running thence westerly along the southerly line of said Niagara Falls Power Company's right of way, 874.80 feet to the point or place of beginning, containing 14 acres of land, more or less.

TOGETHER with all the rights to cross the said lands of Niagara Falls Power Company lying between the premises above described and Sawyer Avenue reserved and set forth in a deed from Wonalancet Company to said Niagara Falls Power Company dated August 15, 1921 and recorded in the Erie County Clerk's Office in Liber 1544 of Deeds at page 551 on August 22, 1921.

EXHIBIT "B"

Restricted Property

EXHIBIT B

RESTRICTED PROPERTY

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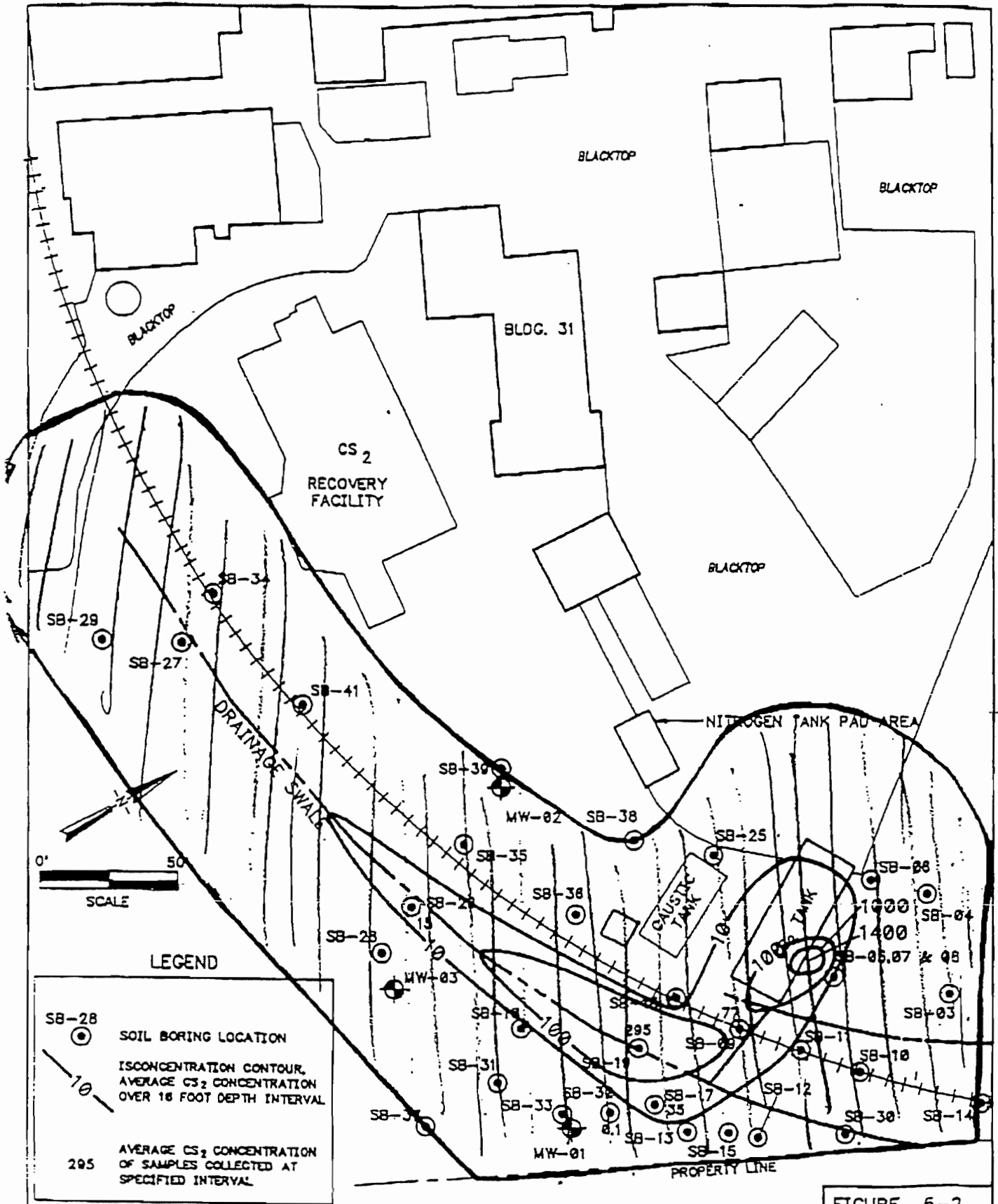


FIGURE 5-2



Three Hawthorn Parkway
 Vernon Hills, Illinois
 60061

ISOCONCENTRATION MAP
 AVERAGE CARBON DISULFIDE CONCENTRATION (mg/kg)
 IN SOILS FROM 883-893 FEET ABOVE MSL
 3M / O-CEL-0
 Tonawanda, New York