

RECORD AT THE REQUEST OF
AND WHEN RECORDED RETURN TO:

Tax Map No.: 347-A-41

Attn: _____

[SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY]

DEED RESTRICTION

This Deed Restriction ("Deed Restriction") is made as of this 9th day of September, 2013 by Federal-Mogul Corporation, a Delaware corporation ("Owner"), the owner in fee simple absolute of that certain real property situated in Montgomery County, Virginia, Commonwealth of Virginia, located at or near, and commonly known as, 300 Industrial Park Road, SE, Blacksburg, VA 24060, and bearing Tax Map Number 347-A-41 (the "Real Property"), all as described more fully in Exhibit A attached hereto and made a part hereof and as further described in Paragraph 2 below.

This Deed Restriction subjects certain portions of the Real Property as specified in this Deed Restriction to the use limitations described herein. This Deed Restriction is made at the direction of the Virginia Department of Environmental Quality ("VDEQ") in order to protect human health and the environment.

1. **Equitable Servitude and Restrictive Covenant.** It is the intention of the Owner that this Deed Restriction shall constitute an equitable servitude and restrictive covenant solely on the Real Property and shall run with the Real Property and bind the Owner, its personal representatives, successors, assigns, heirs, and any other person or entity claiming under them, until such time as this Deed Restriction terminates per Paragraph 7 below.
2. **The Real Property.** A legal description and drawing of the Real Property is attached to this Deed Restriction as Exhibit A. The Real Property has been and is used for industrial manufacturing operations, and is located at:

300 Industrial Park Road, SE
Blacksburg, VA 24060

The Real Property is located at approximately latitude 37° 11' 32" North and longitude 80° 23' 52" West.

3. **Description of Contamination & Remedy.** The Real Property has been used for the production of precision, high specification engine crankshaft and piston rod bearings for the automotive and industrial engine industries since 1971. Currently, aluminum casting operations and small-scale manual chromium plating of hand tools take place on the Real

Property. The bearing manufacturing process previously included electroplating of components using an automated plating line. Copper, tin, zinc, and lead were used in the electroplating process. In the past, the vapor degreasing of parts using trichloroethylene (“TCE”) was performed on the Real Property. Soil evaluations at the Real Property have shown certain areas of potential leaching of TCE and associated volatile organic compounds (“VOCs”) from soil to groundwater. Groundwater evaluations at the Real Property have indicated that, at the time this Deed Restriction was recorded, groundwater underneath certain areas beneath the Real Property contained TCE and associated VOCs.

The Real Property is subject to a Resource Conservation and Recovery Act (“RCRA”) Hazardous Waste Management Post-Closure Permit issued by VDEQ, EPA ID No. VAD054039961 (“RCRA Permit”). The RCRA Permit requires the Owner to conduct certain remediation activities, including: continued operation of the existing onsite groundwater pump and treat system until groundwater remedial goals and cleanup targets are achieved; continued long-term performance monitoring of groundwater to verify the effectiveness and progress of the groundwater remedy in achieving remedial goals and clean up targets; continued operation of the soil vapor extraction system until soil remedial goals and cleanup targets are achieved for TCE and associated VOCs; and implementation and maintenance of institutional controls and engineering controls including property use restrictions for soil and groundwater until soil and groundwater remedial goals and cleanup targets are achieved.

A copy of the VDEQ Administrative Record for the RCRA Permit is available by contacting Mr. Ryan Kelly at the address below:

Virginia Department of Environmental Quality
629 East Main Street
P.O. Box 1105
Richmond, VA 23218
Contact: Mr. Ryan Kelly
Phone: (804) 698-4045
Email: ryan.kelly@deq.virginia.gov

4. **Activity & Use Limitations.** The Real Property is subject to the following activity and use limitations, which run with the land, and which the Owner and its agents and each subsequent owner of the Real Property and its agents shall abide by until the termination of this Deed Restriction pursuant to Paragraph 7:
 - a. Use of the Real Property for residential purposes (including, but not limited to, single family homes, multiple family dwellings, schools, day care facilities, child care centers, apartment buildings, dormitories, other residential style facilities, hospitals, and in-patient health care facilities) is prohibited;
 - b. Use of groundwater beneath the Real Property except for non-contact cooling water and purposes to support corrective measures selected pursuant to the RCRA Permit is prohibited. No new wells will be installed on the Real Property unless it

is demonstrated to VDEQ that such wells are necessary to implement the final remedy at the Real Property pursuant to the RCRA Permit and VDEQ provides prior written approval to install such wells;

- c. Vapor barriers must be utilized in or beneath new, totally enclosed structures designed for occupation within the footprint of the VOC Soil Remediation Area identified in Exhibit B (“VOC Soil Remediation Area”);
 - d. Subsurface soil excavation within the footprint of the VOC Soil Remediation Area and the footprint of the Soil Management Area identified in Exhibit C (“Soil Management Area”) is to be restricted except in conformance with an appropriate soil management plan for which VDEQ has provided prior written approval. All earth moving activities, including, but not limited to, excavation, drilling, and construction activities, in the Soil Management Area is prohibited unless it is demonstrated to VDEQ that such activity will not pose an unacceptable threat to human health or the environment or adversely affect or interfere with the selected remedy, and VDEQ provides prior written approval for such use;
 - e. Current soil cover (concrete floor, asphalt, etc.) in the Soil Management Area must be maintained;
 - f. Administration and maintenance of off-site institutional and engineering controls specified in the RCRA Permit Statement of Basis must be continued;
 - g. Owner must provide VDEQ with a “Certified, True, and Correct Copy” of any instrument that conveys any interest in the Real Property or any portion thereof; and
 - h. Activities that would interfere with or adversely impact the remedial actions required by the RCRA Permit are prohibited.
5. **Notice of Limitations in Future Conveyances.** Each instrument hereafter conveying any interest in the Real Property subject to this Deed Restriction shall contain a notice of the activity and use limitations set forth in this Deed Restriction and shall provide the recorded location of this Deed Restriction.
6. **Recordation & Notification.** Within 90 days after the date of execution of this Deed Restriction, the Owner or its agent shall cause this Deed Restriction to be filed and recorded with the Recorder of Deeds for Montgomery County, and cause to be sent a file-stamped copy of this Deed Restriction to VDEQ within 60 days of recordation.
7. **Termination.** This Deed Restriction shall terminate when VDEQ notifies Owner (or any subsequent owner of the Real Property) in writing that soil and groundwater remedial goals and clean up targets set forth in Attachment P of the RCRA Permit have been achieved.

8. **VDEQ Address.** Communications with VDEQ regarding this Deed Restriction shall be sent to each of the following addresses:

Virginia Department of Environmental Quality
Attn: Ms. Jutta Schneider
Groundwater/Corrective Action Program Manager
Office of Remediation Programs
629 East Main Street
Richmond, VA 23219

and

Director, Blue Ridge Regional Office
Virginia Department of Environmental Quality
3019 Peters Creek Road
Roanoke, VA 24019

[signature page follows]

IN WITNESS WHEREOF, Owner has executed this Deed Restriction as of the day, month and year first hereinabove written.

WITNESS/ATTEST:

FEDERAL-MOGUL CORPORATION, INC.
a Delaware corporation

By: Pat Bazzell
Name: Pat Bazzell
Title: Lease Administrator

By: Edward J. O'Neill
Name: Edward J. O'Neill
Title: Director, Global Real Estate

Date: September 9th, 2013

COMMONWEALTH OF ~~VIRGINIA~~ Michigan
COUNTY OF Oakland) SS:

BEFORE ME, a Notary Public in and for the jurisdiction aforesaid, personally appeared this date September 9, 2013, personally well known (or satisfactorily proven) to me to be the person whose name is subscribed to the foregoing and annexed DEED RESTRICTION bearing date as of the 9th day of September 2013, who being by me first duly sworn, did depose and state that he/she is the Director, Global Real Estate of Federal-Mogul Corporation, Inc. which is the Owner under the foregoing and annexed DEED RESTRICTION, and that he/she, as such, being authorized so to do, executed the foregoing and annexed DEED RESTRICTION on behalf of said corporation and acknowledged the same as its free and lawful act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal this 9th day of Sept, 2013.

Tammy L. Levitan
Notary Public

[Notary Seal]

My commission expires: 4/25/2017

TAMMY L. LEVITAN
NOTARY PUBLIC, STATE OF MI
COUNTY OF OAKLAND
MY COMMISSION EXPIRES Apr 25, 2017
ACTING IN COUNTY OF Oakland



Federal Mogul Deed Restriction
Exhibit A

Description of the Real Property

All that certain tract of land lying in the County of Montgomery, Virginia about one mile south of the Corporate limits of the Town of Blacksburg, on the east side of Virginia Secondary highway No. 643 and U.S. Route 460, but not abutting upon either of those highways, and bounded and described as follows:

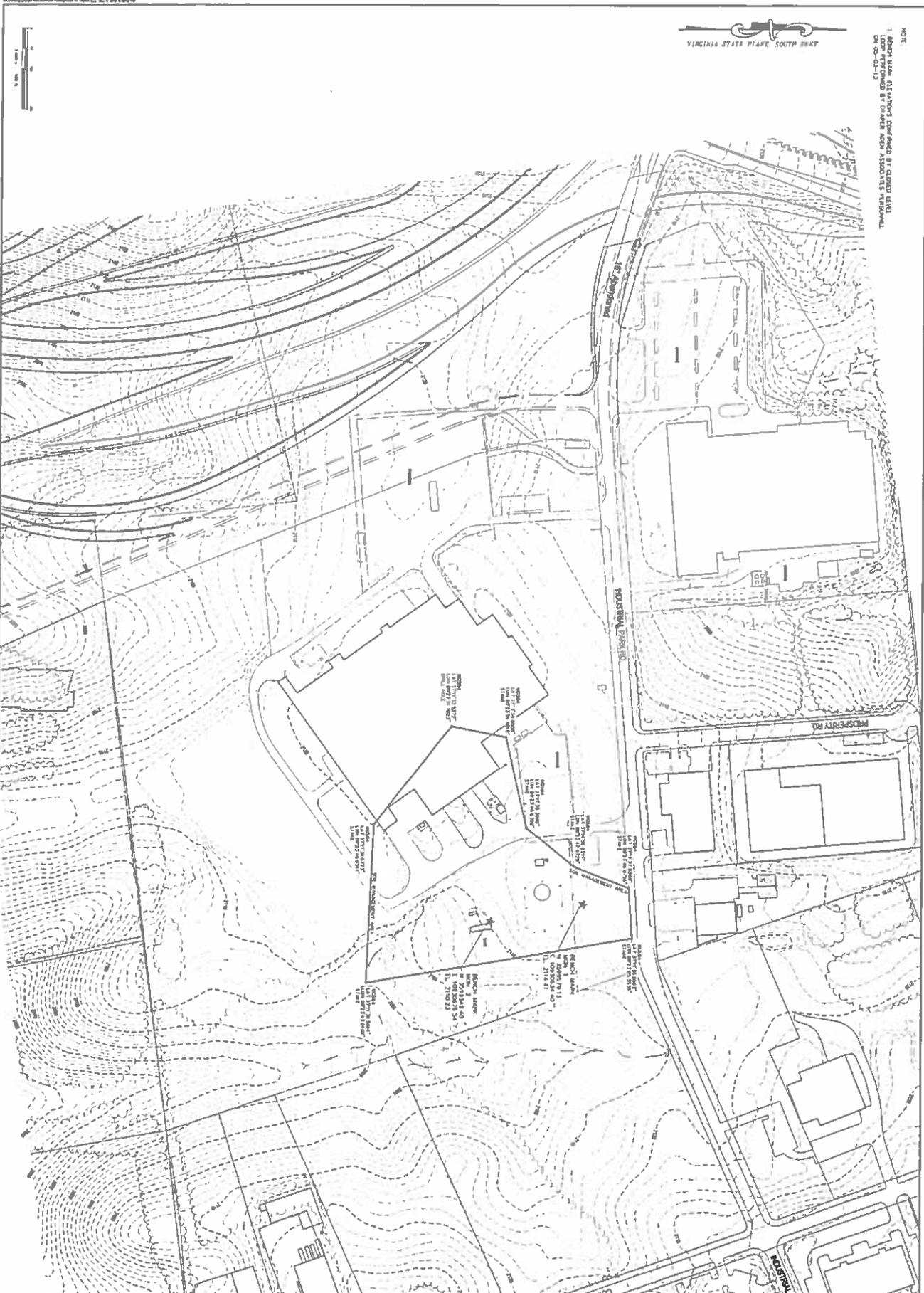
BEGINNING at an iron pipe located N 86° 51' 12" E 506.39 feet from a concrete highway R/W monument in the east line of U.S. Route No. 460; thence from said beginning a new line with the land of Virginia Polytechnic Institute Educational Foundation, Incorporated, N 86°51'12" E 1600.58 feet to an iron pipe; thence another line with the land of Virginia Polytechnic Educational Foundation, Incorporated, S 17°38'41" E 597.95 feet to an iron pipe in a line of William Wayne Hall's land; thence with two lines of said Hall's land: S 84°34'57" W 425.76 feet to an iron pipe and S 84°28'14" W 1097.18 feet to an iron pipe in a line of the land of Grover Smith Estate; thence with two line of the land of Grover Smith Estate: N 4°10'24" W 499.74 feet to an iron pipe and S 78°05'07" W 361.93 feet to an iron pipe; thence a new line with the land of Virginia Polytechnic Educational Foundation, incorporated, N 4°41'58" W 802.04 feet to the BEGINNING, containing an area of 45.0118 acres, according to a plat survey, dated May 8, 1970, designated Plan No. P-4088, made by Clements and Draper, Certified Land Surveyors, a copy of which plat is filed and attached to deed of record in Deed Book 302, page 671.

LESS AND EXCEPT that certain piece of real estate, containing 18.83 acres taken by the Commonwealth of Virginia under Certificate of Deposit dated April 24, 1997, and recorded in Deed Book 953, page 713. Also see Final Order recorded in Deed Book 1009, page 413.

AND BEING a portion of the same real estate conveyed to Federal-Mogul Corporation, a Michigan Corporation by deed from Virginia Polytechnic Institute Educational Foundation, Incorporated, dated June 9, 1970 and recorded June 12, 1970 in Deed Book 302 at Page 671 among the land records of Montgomery, County Virginia.

NOTE: See Annotation to deed recorded February 13, 1990, in Deed Book 670, page 54.

NOTE:
 1. THIS MAP WAS PREPARED BY CROSS SECT
 2. THIS MAP WAS PREPARED BY CROSS SECT
 ON 06-23-13



BENCH MARKS 1 AND 2 CHECK MAP 2013 AND LIMITS OF SOIL MANAGEMENT AREA
FEDERAL MOGUL - URS
 TOWN OF BLACKSBURG, MONTGOMERY COUNTY, VIRGINIA

Draper Aden Associates
 Engineering • Surveying • Environmental Services

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 280 South Star Route
 Blacksburg, VA 24060
 540-533-6666 Fax 540-533-6271
 www.daa.com

Richmond, VA
 Charlottesville, VA
 Henrico Roads, VA



PROJECT NO.	7324-13
DATE	06-23-13
DRAWN BY	JK
CHECKED BY	JK
SCALE	AS SHOWN
SHEET	1 OF 1