

DECLARATION OF RESTRICTIVE COVENANTS

THIS DECLARATION OF RESTRICTIVE COVENANTS (the "Declaration") is made and declared this 28th day of March, 2005, by THE BOEING COMPANY, a Delaware corporation, with a mailing address of P. O. Box 16858, MS-P31-60, Philadelphia, Pennsylvania ("Boeing")

BACKGROUND

A. Boeing is the record owner in fee simple of a certain parcel of real property situated in the Township of Ridley, Delaware County, Pennsylvania, consisting of approximately 113.7892 acres, which are more particularly described in Deed Book 2220, Page 125, recorded with the Recorder of Deeds for Delaware County, and more particularly described on **Exhibit "A"** (consisting of one page) attached hereto and made a part hereof (the "Restricted Parcel").

B. Boeing desires to subject the Restricted Parcel to certain restrictive covenants in perpetuity from the date of this Declaration.

NOW, THEREFORE, intending to be legally bound hereby, Boeing covenants, agrees and declares as follows:

1. Except as hereinafter provided, no groundwater located beneath the Restricted Parcel shall be used or consumed for drinking or potable purposes nor shall any such groundwater be extracted for subsequent use or consumption of such groundwater for drinking or potable purposes. Notwithstanding the foregoing, there shall be no restriction with respect to the use or consumption of such groundwater for industrial purposes.
2. The Restricted Parcel shall not at any time hereafter be used for residential purposes unless additional remediation is undertaken to meet Act 2 residential remediation standards.
3. A Post Remedial Care Plan ("PRCP") supporting the Pennsylvania Department of Environmental Protection Act 2 Release of Liability ("ROL") for this parcel is in place and must be executed annually, as required. The PRCP involves the inspection, maintenance and documentation of impermeable surfaces to prevent direct contact with soils in certain areas of the site.

NOTICE

Pursuant to the Land Recycling and Environmental Remediation Standards Act P.L. 4, No 1995-2, Boeing hereby acknowledges that an Act 2 investigation was performed which identified the substances depicted on Figure 10 of the Final Act 2 Report, dated April 14, 2003, in the concentrations as shown on Figure 10 and located in the areas shown on Figures 10 and 11 and that the Restricted Parcel has been remediated by Boeing. That report, entitled "Remedial Investigation / Final Act 2 Report, The Boeing Company - Center South Site" and authored by Langan Engineering and Environmental Services, Inc., is on file at the Pennsylvania Department of Environmental Protection. The remediation was performed and a release of liability was



secured pursuant to Chapter 5 of the Land Recycling and Environmental Remediation Standards Act by attaining and demonstrating compliance with applicable Non-Residential Statewide Health and Site-Specific Standards. This notice shall be irrevocable and shall be included in all subsequent deeds of record unless an instrument has been recorded indicating that the Pennsylvania Department of Environmental Protection has determined that this notice is no longer necessary in order to maintain the statutory liability protection afforded by performing the remediation described above, as provided in P.L. 4, No 2, §501 (35 P.S. §6026.501).

4. This Declaration shall be binding upon and inure to the benefit of Boeing, its successors and assigns, in ownership of the Restricted Parcel and shall continue as a servitude running with the Restricted Parcel in perpetuity.

5. This Declaration shall be recorded in the Delaware County Recorder of Deeds office, and any deed conveying any interest in the Restricted Parcel shall include the restrictions outlined in Paragraphs 1., 2., and 3. herein and the notice set forth above.

IN WITNESS WHEREOF, the party above has caused this Declaration to be signed the date and year first above written.

THE BOEING COMPANY,
a Delaware corporation

ATTEST:

By: 
Name: Dale Davis
Title: Manager, Environmental
Engineering

By: 
Name: Michael J. Tkach
Title: Vice President

EXHIBIT "A"

ALL THAT CERTAIN tract or piece of land SITUATE in the Township of Ridley, in the County of Delaware and State of Pennsylvania bounded and described as follows, to wit:

BEGINNING at the point of intersection of the Easterly side of the New Channel of Crum River and the Southerly side of the Pennsylvania Railroad (Philadelphia, Baltimore and Washington Railroad) right of way; thence along said side of the right of way North 63 degrees 55 minutes and 35 seconds East 717 feet to a point; thence along the arc of a circle whose radius is 3686.83 feet in a clockwise direction a distance of 1476.15 feet to a point; thence North 86 degrees 52 minutes East 803.68 feet more or less to the low water line and estimated Bulkhead Line of Darby River; thence along said estimated Bulkhead Line of Darby River in a Southwesterly direction a distance of 1801 feet, more or less to a point; thence continuing along a Bulkhead Line in accordance with plans of the United States Engineering Department Philadelphia, Pennsylvania dated June 6th, 1916 and entitled "Harbor Lines Chester Pennsylvania" South 66 degrees 6 minutes and 52 seconds West 1975.07 feet to a point in the Easterly side of the New Channel of Crum River; thence along said side of the Channel North 25 degrees 9 minutes West 2056.91 feet to the first mentioned point or place of beginning

CONTAINING in area 113.7892 acres of land, more or less.

AND TOGETHER with all and every the right and rights of the said Grantor of railroad tracks, switches, pipes, conduits and other facilities.

AND TOGETHER with all riparian and other rights of the said Grantor in Delaware River, Darby Creek and Crum Creek and land under water in front or contiguous to the above described premises and extending as far into the Delaware River, Darby Creek and Crum Creek respectively as the right, title and interest of the said Grantor do or of right should extend by law or custom.

BEING as to part the same premises which The Baldwin Locomotive Works by Deed dated May 10th, 1929 and recorded in Delaware County in Deed Book 757 page 236 conveyed unto General Steel Castings Corp. (a Delaware Corp.)

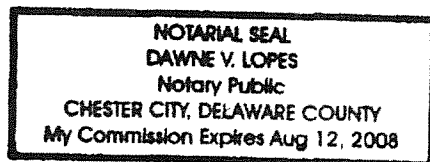
AND BEING as to part the same premises which The United States of America by Deed dated March 30, 1956 and recorded in Delaware County in Deed Book 1807 page 51 conveyed unto General Steel Castings Corp. (a Delaware Corp.)

FOLIO NO. 38-01-89-01

Commonwealth of Pennsylvania :
County of Delaware : SS

On this, the 28 day of March, 2005, before me the undersigned officer, personally appeared
Michael Trach, who acknowledged her/himself to be the
Vice President of THE BOEING COMPANY, a Delaware corporation, and that s/he
as such officer, being authorized to do so, executed the foregoing instrument for the purposes
therein contained by signing the name of such corporation by her/himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Dawne V. Lopes
NOTARY PUBLIC

MY COMMISSION EXPIRES: