



2013 00842521
 Bk: 5255 Pg: 189 Doc: SUB
 Page: 1 of 2 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
 DEP Disposal Site Name: GE Pittsfield Disposal Sites
 DEP Disposal Site No. GECD120

CSX TRANSPORTATION, INC., a Virginia corporation ("CSXT"), as Operator of lines of railroad of New York Central Lines LLC, a Delaware limited liability company ("NYC, LLC"), formerly a wholly owned subsidiary of Consolidated Rail Corporation (a Pennsylvania corporation), is the holder of an easement or right-of-way, granted by the General Electric Company ("GE") to The New York Central and Hudson River Railroad Company, Lessee of the Boston and Albany Railroad, predecessor in interest of Consolidated Rail Corporation, former parent of NYC, LLC, dated September 1, 1908, recorded in the Berkshire Middle District Registry of Deeds in Book 347, Page 50 (hereinafter the "Easement or Right-of-Way").

CSXT subordinated its Easement or Right-of-Way to a Grant of Environmental Restriction and Easement, dated January 28, 2005 and recorded in the Berkshire Middle District Registry of Deeds in Book 3156, Page 71. The CSXT Subordination Agreement was recorded in the Berkshire Middle District Registry of Deeds in Book 3156, Page 205 on February 10, 2005.

CSXT hereby assents to the Amended Grant of Environmental Restriction and Easement ("Amended GERE") granted by the Pittsfield Economic Development Authority to the Massachusetts Department of Environmental Protection ("MADEP"), dated June 19, ²⁰¹³~~2011~~, and recorded in the Berkshire Middle District Registry of Deeds in Book 5255, Page 130, at or for a portion of the Site identified above (the "Site"), and agrees that said Easement or Right-of-Way shall be subject to said Amended GERE, and to the rights, covenants, restrictions and easements created by and under said

Amended GERE, insofar as the interests created under the Easement or Right-of-Way affect the Property identified in the Amended GERE, and as if for all purposes said Amended GERE had been executed, delivered and recorded prior to the execution, delivery and recordation and/or registration of the Easement or Right-of-Way.

The execution by CSXT of this Subordination Agreement to said Amended GERE shall not render CSXT an "owner" or "operator" of the Site or facility or project pursuant to 42 U.S.C. §§ 9601(20) and 9607, provided that CSXT shall not otherwise be determined by the United States Environmental Protection Agency or MADEP to be an "owner" or "operator" within the meaning of 42 U.S.C. § 9601(20)(D) and/or § 9607.

WITNESS the execution hereof under seal this 3rd day of October, 2011.

CSX TRANSPORTATION, INC.,
as owner/operator of the railroad lines of NYC, LLC
Easement or Right-of-Way Holder

By: _____

Printed Name: Stephen A. Crosby
President- CSX Real Property, Inc.
signing on behalf of CSX Transportation, Inc.

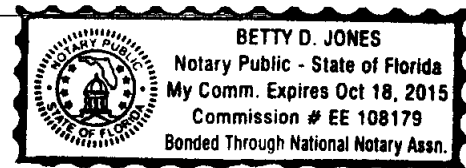
Its: _____

STATE OF FLORIDA)
COUNTY OF DUVAL) SS:

On this 3rd day of OCTOBER, 2011, before me, the undersigned notary public, personally appeared STEPHEN A. CROSBY (name of signer), as PRES- CSX RPI (title of signer) of CSX TRANSPORTATION, INC., a corporation, proved to me through satisfactory evidence of identification, which was DRIVER'S LICENSE (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself or herself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he or she knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he or she signed the same document voluntarily for its stated purpose.

Betty D. Jones
NOTARY PUBLIC

My Commission Expires: _____
(seal)





2013 00842522

Bk: 5255 Pg: 191 Doc: SUB

Page: 1 of 3 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
 DEP Disposal Site Name: GE Pittsfield Disposal Sites
 DEP Disposal Site No. GECD120

The City of Pittsfield (the "City"), Berkshire County, Massachusetts, is the holder of a sewer easement (the "Sewer Easement") taken by eminent domain, by Order of Taking dated August 23, 1911, and recorded in the Berkshire Middle District Registry of Deeds at Book 326, Page 363.

The City subordinated its Sewer Easement to a Grant of Environmental Restriction and Easement, dated January 28, 2005 and recorded in the Berkshire Middle District Registry of Deeds in Book 3156, Page 71. The City Subordination Agreement was recorded in the Berkshire Middle District Registry of Deeds in Book 3156, Page 217 on February 10, 2005.

The Pittsfield Economic Development Authority ("PEDA") amended the Grant of Environmental Restriction and Easement ("Amended GERE") and the City hereby assents to the Amended GERE granted by the PEDA to the Massachusetts Department of Environmental Protection ("MADEP"), dated June 19, 2013 and recorded in the Berkshire Middle District Registry of Deeds in Book 5255, Page 130, and agrees that said Sewer Easement shall be subject to said Amended GERE and to the rights, covenants, restrictions and easements created by and under said Amended GERE, insofar as the interests created under the Sewer Easement affect the Property identified in the

Amended GERE, and as if for all purposes said Amended GERE had been executed, delivered and recorded prior to the execution, delivery and recordation of the Order of Taking establishing the Easement.

The City's execution of this Subordination Agreement to said Amended GERE shall not render the City an "owner" or "operator" of the EPA Site or facility or project pursuant to 42 U.S.C. §§ 9601(20) and 9607, provided that the City shall not otherwise be determined by the United States Environmental Protection Agency or MADEP to be an "owner" or "operator" within the meaning of 42 U.S.C. § 9601(20)(D) and/or § 9607.

WITNESS the execution hereof under seal this 14th day of September, 2011.

CITY OF PITTSFIELD

By: [Signature]
Printed Name: James M. Ruberto
Its Mayor

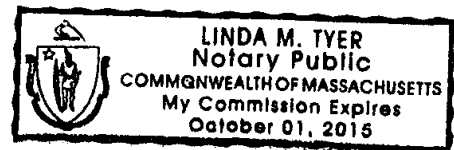
STATE OF Massachusetts)
COUNTY OF Berkshire) SS:

On this 14th day of September, 2011, before me, the undersigned notary public, personally appeared James M. Ruberto (name of signer), as Mayor of the City of Pittsfield, Berkshire County, Massachusetts, proved to me through satisfactory evidence of identification, which was MA Drivers License (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself or herself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he or she knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he or she signed the same document voluntarily for its stated purpose.

Linda M. Tyer
NOTARY PUBLIC

My Commission Expires: Oct 1, 2015

(seal)



By: Gerald M. Lee

Printed Name: Gerald M. Lee
Its City Council President

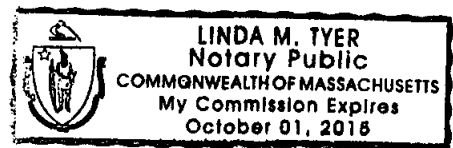
STATE OF Massachusetts)
COUNTY OF Berkshire) SS:

On this 14th day of September, 2011, before me, the undersigned notary public, personally appeared Gerald M. Lee (name of signer), as President of the City Council of the City of Pittsfield, Berkshire County, Massachusetts, proved to me through satisfactory evidence of identification, which was MA Drivers License (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself or herself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he or she knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he or she signed the same document voluntarily for its stated purpose.

Linda M. Tyer
NOTARY PUBLIC

My Commission Expires: Oct 1, 2015

(seal)



3.
PIT.

2013 00842523

Bk: 5255 Pg: 194 Doc: SUB
Page: 1 of 3 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
 DEP Disposal Site Name: GE Pittsfield Disposal Sites
 DEP Disposal Site No. GECD120

The City of Pittsfield (the "City"), Berkshire County, Massachusetts, is the holder of an easement for pipes or drains for the conveyance of surface water, granted to the City by the Stanley Electric Manufacturing Company, dated June 11, 1902 (the "Surface Water Easement") and recorded in the Berkshire Middle District Registry of Deeds at Book 318, Page 136 and the City also may have other unrecorded rights for surface and/or storm water drainage (the "Unrecorded Rights").

The City subordinated its Surface Water Easement and Unrecorded Rights, if any, to a Grant of Environmental Restriction and Easement ("GERE"), dated January 28, 2005 and recorded in the Berkshire Middle District Registry of Deeds in Book 3156, Page 71. The City Subordination Agreement was recorded in the Berkshire Middle District Registry of Deeds in Book 3156, Page 219 on February 10, 2005.

The Pittsfield Economic Development Authority ("PEDA") amended the GERE and the City hereby assents to the Amended Grant of Environmental Restriction and Easement ("Amended GERE") granted by the Pittsfield Economic Development Corp. to the Massachusetts Department of Environmental Protection ("MADEP"), dated June 19, ²⁰¹³~~2011~~, and recorded in the Berkshire Middle District Registry of Deeds in Book 5255, Page 130, and agrees that said Surface Water Easement and Unrecorded Rights, if any, shall be subject to said Amended GERE, and to the rights, covenants,

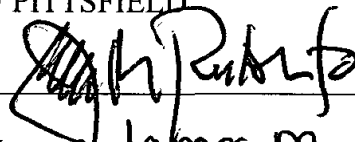
restrictions and easements created by and under said Amended GERE, insofar as the interests created under the Surface Water Easement and/or any Unrecorded Rights affect the Property identified in the Amended GERE, and as if for all purposes said Amended GERE had been executed, delivered and recorded prior to the execution, delivery and recordation and/or registration of the Surface Water Easement and prior to the establishment by prescription of any Unrecorded Rights.

The City's execution of this Subordination Agreement to the Amended GERE shall not render the City an "owner" or "operator" of the EPA Site or facility or project pursuant to 42 U.S.C. §§ 9601(20) and 9607, provided that the City shall not otherwise be determined by the United States Environmental Protection Agency or MADEP to be an "owner" or "operator" within the meaning of 42 U.S.C. § 9601(20)(D) and/or § 9607.

WITNESS the execution hereof under seal this 14th day of September, 2011.

CITY OF PITTSFIELD

By: _____



Printed Name: James M. Ruberto
Its Mayor

STATE OF Massachusetts
COUNTY OF Berkshire) SS:

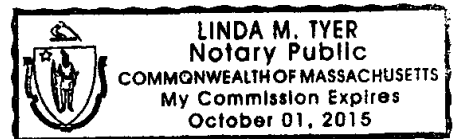
On this 14th day of September, 2011, before me, the undersigned notary public, personally appeared James M. Ruberto (name of signer), as Mayor of the City of Pittsfield, Berkshire County, Massachusetts, proved to me through satisfactory evidence of identification, which was MA Drivers License (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself or herself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he or she knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he or she signed the same document voluntarily for its stated purpose.



NOTARY PUBLIC

My Commission Expires: Oct. 1, 2015

(seal)



By: Gerald M. Lee

Printed Name: GERALD M. LEE

Its City Council President

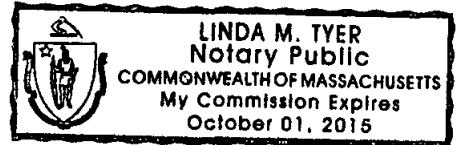
STATE OF Massachusetts)
COUNTY OF Berkshire) SS:

On this 14th day of September, 2011, before me, the undersigned notary public, personally appeared Gerald M. Lee (name of signer), as President of the City Council of the City of Pittsfield, Berkshire County, Massachusetts, proved to me through satisfactory evidence of identification, which was MA Drivers License (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself or herself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he or she knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he or she signed the same document voluntarily for its stated purpose.

Linda M. Tyler
NOTARY PUBLIC

My Commission Expires: Oct. 1, 2015

(seal)





Bk: 5255 Pg: 197 Doc: SUB
Page: 1 of 2 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
DEP Disposal Site Name: GE Pittsfield Disposal Sites
DEP Disposal Site No. GECD120

Western Massachusetts Electric Company, a Massachusetts corporation ("WMECO"), is the holder of certain rights set forth in a Solar Facility Easement Agreement between WMECO and the Pittsfield Economic Development Authority dated May 14, 2010, recorded in the Berkshire Middle District Registry of Deeds in Book 4540, Page 122 (hereinafter the "Agreement"). These rights and easement were granted to WMECO subject to a Grant of Environmental Restriction and Easement, recorded in Book 3156, Page 71.

WMECO hereby assents to the Amended Grant of Environmental Restriction and Easement ("Amended ERE") granted by the Pittsfield Economic Development Authority to the Massachusetts Department of Environmental Protection ("MADEP"), dated June 19, 2013, and recorded in the Berkshire Middle District Registry of Deeds in Book 5255, Page 130, at or for a portion of the Site identified above (the "Site"), and agrees that said Agreement shall be subject to said Amended ERE, and to the rights, covenants, restrictions and easements created by and under said Amended ERE, insofar as the Agreement affects the Property identified in the Amended ERE, and as if for all purposes said Amended ERE had been executed, delivered and recorded prior to the execution, delivery and recordation of the Agreement.

The execution by WMECO of this Subordination Agreement to said Amended ERE shall not render WMECO an "owner" or "operator" of the Site or facility or project pursuant to 42 U.S.C. §§ 9601(20) and 9607, provided that WMECO shall not otherwise be determined by the United States Environmental Protection Agency or MADEP to be an "owner" or "operator" within the meaning of 42 U.S.C. § 9601(20)(D) and/or § 9607.

WITNESS the execution hereof under seal this 20th day of October,

2011.

WESTERN MASSACHUSTTS ELECTRIC COMPANY

By: John S. Tulloch

Printed Name: John S. Tulloch

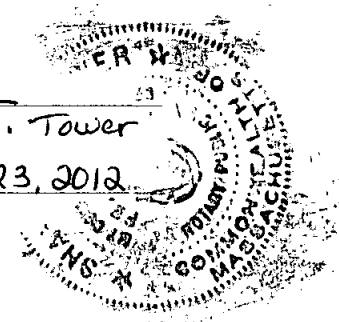
Its: Manager, Customer Operations

STATE OF Massachusetts
COUNTY OF Hampden) SS:

On this 20th day of October, 2011, before me, the undersigned notary public, personally appeared John S. Tulloch (name of signer), as Mgr. Customer Operations (title of signer) of WESTERN MASSACHUSTTS ELECTRIC COMPANY, a corporation, proved to me through satisfactory evidence of identification, which was Personal Knowledge + Company ID (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself or herself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he or she knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he or she signed the same document voluntarily for its stated purpose.

Sharon M. Tower
NOTARY PUBLIC Sharon M. Tower

My Commission Expires: February 23, 2012
(seal)



SHARON M. TOWER, Notary Public
Commonwealth of Massachusetts
My Commission Expires Feb. 23, 2012



Bk: 5255 Pg: 199 Doc: SUB
Page: 1 of 2 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
DEP Disposal Site Name: GE Pittsfield Disposal Sites
DEP Disposal Site No. GECD120

Pittsfield Stanley Works, LLC, a Massachusetts limited liability company ("PSW"), is a party to a ground lease agreement dated July 19, 2011 between the Pittsfield Economic Development Authority, as Lessor and Pittsfield Stanley Works, LLC, as Lessee, as set forth in a Notice of Ground Lease in Accordance with Massachusetts General Laws c. 183 §4 and recorded in the Berkshire Middle District Registry of Deeds in Book 4793, Page 69 (the "Ground Lease").

For the Ground Lease referenced above, PSW hereby assents to the Amended Grant of Environmental Restriction and Easement ("AGERE") granted by the Pittsfield Economic Development Authority to the Massachusetts Department of Environmental Protection ("MADEP"), dated June 19, 2013, and recorded in the Berkshire Middle District Registry of Deeds in Book 5255, Page 130, at or for a portion of the Site identified above (the "Site"), and agrees that said Ground Lease shall be subject to said AGERE, and to the rights, covenants, restrictions and easements created by and under said AGERE, insofar as the Ground Lease affects the Property identified in the AGERE, and as if for all purposes said AGERE had been executed, delivered and recorded prior to the execution, delivery and recordation of the Ground Lease.

The execution by PSW of this Subordination Agreement to said AGERE shall not render PSW an "owner" or "operator" of the Site or facility or project pursuant to 42 U.S.C. §§ 9601(20) and 9607, provided that PSW shall not otherwise be determined by the United States Environmental Protection Agency or MADEP to be an "owner" or "operator" within the meaning of 42 U.S.C. § 9601(20)(D) and/or § 9607.

WITNESS the execution hereof under seal this 15th day of September, 2011.

PITTSFIELD STANLEY WORKS, LLC

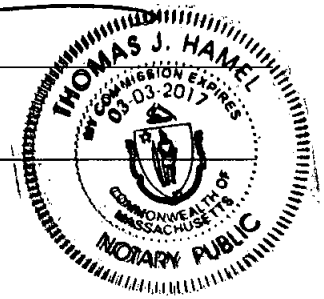
By: [Signature]

Printed Name: Eric Taylor
Its: Manager

STATE OF Massachusetts
COUNTY OF Berkshire) SS:

On this 15 day of September, 2011, before me, the undersigned notary public, personally appeared Eric Taylor, as Manager of PITTSFIELD STANLEY WORKS, LLC, a limited liability company, proved to me through satisfactory evidence of identification, which was Personal Knowledge (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself or herself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he or she knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he or she signed the same document voluntarily for its stated purpose.

[Signature]
NOTARY PUBLIC
My Commission Expires: _____
(seal)





Bk: 5255 Pg: 201 Doc: SUB
Page: 1 of 2 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
DEP Disposal Site Name: GE Pittsfield Disposal Sites
DEP Disposal Site No. GECD120

Hoosac Bank, a Massachusetts banking corporation ("Hoosac"), is a party to a sub-lease agreement dated August 26, 2011 between the Hoosac, as sub-tenant and Pittsfield Stanley Works, LLC, as sub-landlord and as set forth in a Notice of Sublease in Accordance with Massachusetts General Laws c. 183 §4 and recorded in the Berkshire Middle District Registry of Deeds in Book 4800, Page 168 (the "Sub-Lease").

For the Sub-Lease referenced above, Hoosac hereby assents to the Amended Grant of Environmental Restriction and Easement ("Amended ERE") granted by the Pittsfield Economic Development Authority to the Massachusetts Department of Environmental Protection ("MADEP"), dated June 19, ²⁰¹³~~2011~~, and recorded in the Berkshire Middle District Registry of Deeds in Book 5255, Page 130, at or for a portion of the Site identified above (the "Site"), and agrees that said Sub-Lease shall be subject to said Amended ERE, and to the rights, covenants, restrictions and easements created by and under said Amended ERE, insofar as the Sub-Lease affects the Property identified in the Amended ERE, and as if for all purposes said Amended ERE had been executed, delivered and recorded prior to the execution, delivery and recordation of the Sub-Lease.

The execution by Hoosac of this Subordination Agreement to said Amended ERE shall not render Hoosac an "owner" or "operator" of the Site or facility or project pursuant to 42 U.S.C. §§ 9601(20) and 9607, provided that Hoosac shall not otherwise be determined by the United States Environmental Protection Agency or MADEP to be an "owner" or "operator" within the meaning of 42 U.S.C. § 9601(20)(D) and/or § 9607.

WITNESS the execution hereof under seal this 3rd day of October, 2011.

HOOSAC BANK

By: [Signature]

Printed Name: Donald Keagan
Its: President

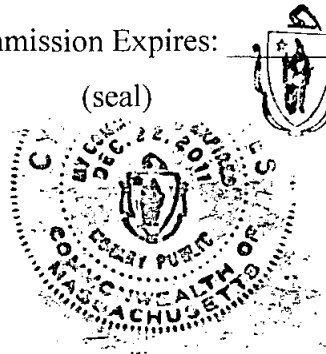
COMMONWEALTH OF MASSACHUSETTS

BERKSHIRE, ss:

On this 3rd day of October, 2011, before me, the undersigned notary public, personally appeared Donald Keagan, as President of HOOSAC BANK, a Massachusetts banking corporation, proved to me through satisfactory evidence of identification, which was MA license (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he signed the same document voluntarily for its stated purpose.

Cynthia P. Noyes
NOTARY PUBLIC

My Commission Expires: [Seal] CYNTHIA P. NOYES
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 22, 2011



2
PIT

2013 00842527

Bk: 5255 Pg: 203 Doc: SUB
Page: 1 of 2 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
 DEP Disposal Site Name: GE Pittsfield Disposal Sites
 DEP Disposal Site No. GECD120


Hoosac Bank, a Massachusetts banking corporation ("Hoosac"), is a party to a Leasehold Mortgage, Security Agreement and Assignment of Leases and Rents, dated August 26, 2011 (the "Mortgage") between Hoosac Bank, as Mortgagee, and Pittsfield Stanley Works, LLC, as Mortgagor, as set forth in the Mortgage and recorded in the Berkshire Middle District Registry of Deeds in Book 4800, Page 152.

For the Mortgage referenced above, Hoosac hereby assents to the Amended Grant of Environmental Restriction and Easement ("Amended ERE") granted by the Pittsfield Economic Development Authority to the Massachusetts Department of Environmental Protection ("MADEP"), dated June 19, ²⁰¹³ 2011, and recorded in the Berkshire Middle District Registry of Deeds in Book 5255, Page 130, at or for a portion of the Site identified above (the "Site"), and agrees that said Mortgage shall be subject to said Amended ERE, and to the rights, covenants, restrictions and easements created by and under said Amended ERE, insofar as the Mortgage affects the Property identified in the Amended ERE, and as if for all purposes said Amended ERE had been executed, delivered and recorded prior to the execution, delivery and recordation of the Mortgage.

The execution by Hoosac of this Subordination Agreement to said Amended ERE shall not render Hoosac an "owner" or "operator" of the Site or facility or project pursuant to 42 U.S.C. §§ 9601(20) and 9607, provided that Hoosac shall not otherwise be determined by the United States Environmental Protection Agency or MADEP to be an "owner" or "operator" within the meaning of 42 U.S.C. § 9601(20)(D) and/or § 9607.

WITNESS the execution hereof under seal this 3rd day of October, 2011.

HOOSAC BANK


By: 

Printed Name: Donald Keagan
Its: President

COMMONWEALTH OF MASSACHUSETTS

BERKSHIRE, ss:

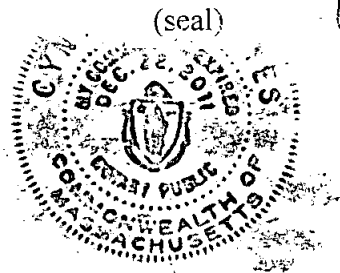
On this 3rd day of October, 2011, before me, the undersigned notary public, personally appeared Donald Keagan, as President of HOOSAC BANK, a Massachusetts banking corporation, proved to me through satisfactory evidence of identification, which was MA license (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he signed the same document voluntarily for its stated purpose.


NOTARY PUBLIC

My Commission Expires:



CYNTHIA P. NOYES
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 22, 2011





Bk: 5255 Pg: 205 Doc: SUB
Page: 1 of 2 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
DEP Disposal Site Name: GE Pittsfield Disposal Sites
DEP Disposal Site No. GECD120

The Berkshire Gas Company, a Massachusetts corporation ("Berkshire Gas"), is the holder of certain rights set forth in a Grant of Easement from the General Electric Company ("GE") to Berkshire Gas, dated April 13, 2005, recorded in the Berkshire Middle District Registry of Deeds in Book 3200, Page 298 (hereinafter the "Easement"). Berkshire Gas has other unrecorded rights for installation, maintenance, replacement, repair, and removal of gas lines at the property (the "Unrecorded Rights"). These rights and Easement were made subject to a Grant of Environmental Restriction and Easement, recorded in Book 3156, Page 71. The Pittsfield Economic Development Authority is the current owner of the property and Grantor under that Grant of Environmental Restriction and Easement.

Berkshire Gas hereby assents to the Amended Grant of Environmental Restriction and Easement ("Amended ERE") granted by the Pittsfield Economic Development Authority to the Massachusetts Department of Environmental Protection ("MADEP"), dated 6/19, 2013, and recorded in the Berkshire Middle District Registry of Deeds in Book 5255, Page 130, at or for a portion of the Site identified above (the "Site"), and agrees that said Easement and the Unrecorded Rights shall be subject to the Amended ERE, and to the rights, covenants, restrictions and easements created by and under said Amended ERE, insofar as the Easement and/or any Unrecorded Rights affect the Property identified in the Amended ERE, and as if for all purposes said Amended ERE had been executed, delivered and recorded prior to the execution, delivery and recordation of the Easement and prior to the establishment of the Unrecorded Rights.

The execution by Berkshire Gas of this Subordination Agreement to said Amended ERE shall not render Berkshire Gas an "owner" or "operator" of the Site or facility or project pursuant to 42 U.S.C. §§ 9601(20) and 9607, provided that Berkshire Gas shall not otherwise be determined by the United States Environmental Protection Agency or MADEP to be an "owner" or "operator" within the meaning of 42 U.S.C. § 9601(20)(D) and/or § 9607.

WITNESS the execution hereof under seal this 4th day of JUNE, 2013.

BERKSHIRE GAS COMPANY

By: Karen Zink

Printed Name: Karen Zink

Its: President & CO

STATE OF MASSACHUSETTS)
COUNTY OF BERKSHIRE) SS:

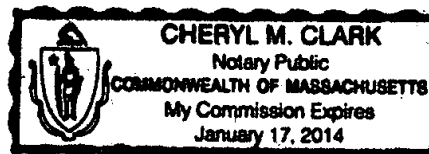
On this 4th day of JUNE, 2013, before me, the undersigned notary public, personally appeared KAREN ZINK (name of signer), as PRESIDENT & CO (title of signer) of BERKSHIRE GAS COMPANY, a corporation, proved to me through satisfactory evidence of identification, which was PERSONALLY KNOWN (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself or herself to be an officer of the same corporation with authority to execute for it and bind it thereto, acknowledged the same document as the voluntary act and deed of the corporation and, if under seal, that he or she knows the seal of said corporation and that the seal so affixed is such seal, and acknowledged to me that he or she signed the same document voluntarily for its stated purpose.

Cheryl M. Clark

NOTARY PUBLIC

My Commission Expires: 1-17-14

(seal)





Bk: 5255 Pg: 207 Doc: SUB
Page: 1 of 2 08/26/2013 12:44 PM

SUBORDINATION AGREEMENT (Former 30s Complex)

EPA Site Name: GE-Pittsfield/Housatonic River Site
DEP Disposal Site Name: GE Pittsfield Disposal Sites
DEP Disposal Site No. GECD120

The GENERAL ELECTRIC COMPANY ("GE"), a New York corporation, is the holder of easements established by a Declaration of Easements, dated April 27, 2005, and recorded on May 2, 2005, in the Berkshire Middle District Registry of Deeds in Book 3212, Page 64. That Declaration of Easements was recorded subsequent to and subject to a Grant of Environmental Restriction and Easement dated January 28, 2005, and recorded in the said Registry of Deeds on February 10, 2005, in Book 3156, Page 71 ("2005 Grant"). On April 27, 2010, GE executed a Partial Termination of Easements, which was recorded in the said Registry of Deeds on April 28, 2010, in Book 4526, Page 187; and on July 13, 2012, GE executed an additional Partial Termination of Easements, which was recorded in the said Registry of Deeds on Aug. 30, 2012, in Book 5026, Page 260. Except for those rights and easements terminated, discharged and released by the above-mentioned Partial Terminations of Easements, the easements established by the above-referenced Declaration of Easements remain in full force and effect. Those remaining easements are referred to hereinafter as the "Easements."

GE hereby assents to the Amended Grant of Environmental Restriction and Easement ("Amended Grant") granted by the Pittsfield Economic Development Authority to the Massachusetts Department of Environmental Protection, dated June 19, 201¹³, and recorded in the Berkshire Middle District Registry of Deeds on August 26, 201¹³, in Book 5255, Page 130, which Amended Grant covers the same Property as, and replaces, the 2005 Grant. GE agrees that the Easements shall be subject to the Amended Grant and to the rights, covenants, restrictions and easements created by and under said Amended Grant, insofar

as the interests created under the Easements affect the Property identified in the Amended Grant and as if for all purposes the Amended Grant had been executed, delivered and recorded prior to the execution, delivery and recordation of the Easements.

WITNESS the execution hereof under seal this 13th day of July, 2012.

GENERAL ELECTRIC COMPANY

By: Michael T. Carroll

Michael T. Carroll
Manager, Pittsfield Remediation Programs,
Corporate Environmental Programs

COMMONWEALTH OF MASSACHUSETTS

County of Berkshire) ss:

On this 13th day of July, 2012, before me, the undersigned notary public, personally appeared Michael T. Carroll, as Manager, Pittsfield Remediation Programs, Corporate Environmental Programs, of the General Electric Company, a New York corporation, proved to me through satisfactory evidence of identification, which was personally known (type of identification), to be the person whose name is signed on the preceding or attached document, acknowledged himself to hold the above-referenced position and to have authority to execute said document on behalf of the General Electric Company and to bind it thereto, and acknowledged to me that he signed the same document voluntarily for its stated purpose.

Anthony G. Massimiano

Anthony G. Massimiano, Notary Public

My Commission Expires: 12/1/2017
(seal)

