

**MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY**

In the Matter of:

MDEQ Reference No. AOC-ERD-98-004

ITT Automotive Avon Plant  
Rochester, Oakland County, Michigan

**SECOND MODIFICATION OF THE ADMINISTRATIVE ORDER BY CONSENT  
FOR RESPONSE ACTIVITY**

This Second Modification of the Administrative Order by Consent for Response Activity (Second Modification) is entered into by and between the Michigan Department of Environmental Quality (MDEQ) and Mike Cox, Attorney General for the State of Michigan (collectively, the "State"); and ITT Industries, Inc. (ITTI). This Second Modification shall be effective upon the signature of the Chief of the Remediation and Redevelopment Division, MDEQ. This Second Modification shall be executed in two (2) duplicate counterparts, each of which shall be deemed an original. By execution of this Second Modification, the State and ITTI, collectively referred to as the "Parties," stipulate and agree to be bound by all of its terms and conditions stated herein.

Unless otherwise defined herein, all terms used in this Second Modification shall have the same meaning as defined in the Administrative Order by Consent for Response Activity, MDEQ Reference No. AOC-ERD-98-004, which became effective on May 5, 1998 (AOC), and modified on April 9, 2002 (2002 Modification).

RECITALS

The Parties acknowledge the accuracy of the following facts and circumstances surrounding this Second Modification:

1. On May 5, 1998, ITT Automotive, Inc. (ITTA), and the State entered into the AOC pursuant to Section 20119 and 20134(1) of Part 201, Environmental Remediation, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended.
2. On April 9, 2002, ITTA and the State entered into the 2002 Modification of the AOC.
3. ITTI is the parent corporation of ITTA. On December 5, 2005, ITTI signed a definite agreement to sell ITTA to Cooper-Standard Automotive.
4. On December 19, 2005, ITTA and ITTI requested that the AOC and 2002 Modification be modified so that ITTI assumes all of the obligations and benefits of ITTA set forth in the AOC and 2002 Modification, and so that ITTA is released from any future obligations under the AOC and 2002 Modification.
5. In recognition of the pending sale of ITTA, the Parties have determined that it is in their mutual interest to substitute ITTI for ITTA to assure future compliance with the AOC and 2002 Modification.

TERMS OF AGREEMENT

Accordingly, in consideration of the recitals set forth above, and pursuant to Section XVIII of the AOC and Paragraph 9(d) of the 2002 Modification, the Parties hereby modify the AOC and 2002 Modification as follows:


- All references to ITT Automotive, Inc., and ITTA in the 2002 Modification and the AOC (with the exception of the references in the AOC to ITTA in Paragraphs 5.10, 6.3, 6.4, 6.9-6.11, 7.1-7.11, 21.1, 21.2, and 21.5, and Section XXVII) shall be revised to read ITT Industries, Inc., and ITTI so that all future performance obligations of ITTA under the AOC and 2002 Modification shall become the obligations of ITTI.

Except as specifically modified or amended by this Second Modification, all other provisions of the AOC and 2002 Modification remain in full force and effect.

The Parties agree to the recitals and terms of agreement set forth in this Second Modification.


IT IS SO AGREED TO AND ORDERED BY:

MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY

  
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Andrew W. Hogarth, Chief  
Remediation and Redevelopment Division  
Michigan Department of Environmental Quality

7/12/06  
Date

MICHIGAN DEPARTMENT OF ATTORNEY GENERAL

  
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Robert P. Reichel (P31878)  
Assistant Attorney General  
Environment, Natural Resources, and Agriculture Division  
Michigan Department of Attorney General

July 14, 2006  
Date

IT IS SO AGREED BY:

ITT INDUSTRIES, INC.

By: Kathleen S. Stolar

June 12, 2006  
Date

Its: Vice President, Secretary &  
Associate General Counsel

ITT AUTOMOTIVE, INC. (now known as Cooper-Standard Automotive FHS Inc.)

By: [Signature]

6-26-06  
Date

Its: Secretary, Vice President & General Counsel