

TERMINATION OF LEASE

WHEREAS, the City of Lawrence, Kansas (the "City") has previously issued its Industrial Revenue Bonds, B. F. Goodrich Project, Series December 1, 1967, in the aggregate original principal amount of \$3,700,000 (the "Series 1967 Bonds") and its Industrial Revenue Bonds, Series of January 1, 1976 (TRW Inc. Project) in the aggregate original principal amount of \$1,000,000 (the Series 1976 Bonds, and together with the Series 1967 Bonds, the "Bonds"), to acquire, construct and equip certain manufacturing facilities, including the real property described in **Exhibit A** hereto (the real property, building, equipment and improvements financed in whole or in part out of proceeds of the Bonds being collectively referred to as the "Project"); and

WHEREAS, the Series 1967 Bonds were issued pursuant to Ordinance No. 3794 and the Series 1976 Bonds were issued pursuant to Ordinance No. 4720 (collectively, the "Ordinance"); and

WHEREAS, in connection with the Series 1967 Bonds, the City, as landlord, and The B. F. Goodrich Company, as tenant (the "B.F. Goodrich"), entered into a Lease dated as of December 1, 1967 (the "1967 Lease"), which 1967 Lease was filed with the Douglas County Register of Deeds and recorded in Book 255, Page 94; and

WHEREAS, pursuant to an assignment by B.F. Goodrich to TRW, Inc., B.F. Goodrich assigned its interest in the 1967 Lease to TRW, Inc., which assignment was consented to by the City pursuant to that certain Consent and Agreement dated January 8, 1976, which assignment was filed with the Douglas County Register of Deeds and recorded in Book 447, Page 223 and , which consent was filed with the Douglas County Register of Deeds and recorded in Book 447, Page 225; and

WHEREAS, in connection with the Series 1976 Bonds, the City, as landlord, and TRW, Inc., as tenant, entered into a Lease dated as of January 1, 1976 (the "1976 Lease"), which 1976 Lease was not filed with the Douglas County Register of Deeds; and

WHEREAS, pursuant to that certain Assignment and Assumption of Lease dated September 29, 1988 between TRW, Inc. and Camco, Incorporated, TRW, Inc. assigned its interest in the 1967 Lease and the 1976 Lease to Camco, Incorporated, which assignment and assumption was filed with the Douglas County Register of Deeds and recorded in Book 447, Page 228; and

WHEREAS, the Project was leased by the City to the Lessee for an initial term effective upon delivery of the Lease and terminating on payment of the Bonds, unless terminated earlier in accordance with the Lease; and

WHEREAS, the Lessee and its successors and assigns have made provision for payment of all amounts payable under the Lease, including payment of all outstanding Bonds and all fees, taxes, penalties, costs and expenses of the City, and the City is conveying the Project to the Lessee; and

WHEREAS, the City has been provided with a certificate from Schlumberger Technology Corporation that it is the appropriate successor to Camco, Incorporated;

NOW, THEREFORE, THE CITY AND THE LESSEE DO HEREBY STATE AND DECLARE:

That as of the date hereof the Lease shall terminate and be of no further force and effect. The real property located in Douglas County, Kansas, affected by the Lease is described in **Exhibit A** attached hereto and incorporated herein by reference.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties named above have caused this Termination of Lease to be duly executed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their duly authorized officers, as of the ____ day of _____, 2011.

CITY OF LAWRENCE, KANSAS

Mayor

[SEAL]
ATTEST:

City Clerk

STATE OF KANSAS)
) **SS.**
COUNTY OF DOUGLAS)

On this ____ day of _____, 2011, before me, a Notary Public in and for said State, personally appeared **AARON CROMWELL** and **JONATHAN M. DOUGLASS**, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk, respectively, of the City of Lawrence, Kansas, a municipal corporation duly authorized, incorporated and existing under and by virtue of the Constitution and laws of the State of Kansas, and that the seal affixed to the foregoing instrument is the corporate seal of said City, and that said instrument was signed and sealed on behalf of said City by authority of its governing body, and said Mayor and City Clerk acknowledged said instrument to be the free act and deed of said City.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Notary Public - State of Kansas

[SEAL]

My appointment expires _____.

TECHNOLOGY

By: _____

Name: _____

Title: _____

STATE OF _____)

) SS.

COUNTY OF _____)

On this _____ day of September, 2011, before me, a Notary Public in and for said State, personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is _____ of **SCHLUMBERGER TECHNOLOGY CORPORATION**, a Texas corporation, and that said instrument was signed and sealed on behalf of said company, and said person acknowledged said instrument to be the free act and deed of said company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

Notary Public—State of _____

Commissioned in _____

[SEAL]

My commission or appointment expires _____.

EXHIBIT A

The following described real estate located in Douglas County, Kansas, to wit:

All that part of the Northeast Quarter of Section 23, Township 12 South, Range 19 East of the 6th Principal Meridian, in Douglas County, Kansas, described as follows:

Beginning at a point 933.4 feet south and 66 feet east of the northwest corner of said Quarter Section; thence easterly along a line 933.4 feet South of, normally distant from and parallel to the north line of said Quarter Section a distance of 1922.2 feet, more or less, to a point 660 feet west of the east line of said Quarter Section; thence Southerly along a line 660 feet west of, normally distant from and parallel to said east Quarter Section line a distance of 485.2 feet to a point of curve; thence southwesterly along a curve to the right having a radius of 593.81 feet, an arc distance of 74.0 feet to a point of compound curve; thence continuing southwesterly along a curve to the right having a radius of 444.45 feet an arc distance of 643.1 feet, more or less to a point 1883.4 feet south of and normally distant from said north Quarter Section line; thence westerly along a line tangent to last above described course and 1883.4 feet southerly of, normally distant from and parallel to said north Quarter Section line a distance of 1474.0 feet to a point 66 feet east of and normally distant from the west line of said Quarter Section; thence northerly along a line 66 feet east of normally distant from and parallel to said west Quarter Section line a distance of 950 feet to the Point of Beginning.