

SECOND AMENDMENT TO AGENT AGREEMENT

THIS SECOND AMENDMENT TO AGENT AGREEMENT, dated as of the ____ day of December, 2012, is by and between MOOG, INC., a corporation duly organized and validly existing under the laws of the State of New York with offices at Seneca Street at Jamison Road, East Aurora, New York 14052 (the "Company") and ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation duly existing under the laws of the State of New York with offices at 143 Genesee Street, Buffalo, New York 14203 (the "Agency").

WITNESSETH:

WHEREAS, the Agency was created by Chapter 293 of the Laws of 1970 of the State of New York pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York (collectively, the "Act") as a body corporate and politic and as a public benefit corporation of the State of New York; and

WHEREAS, the Company has requested the Agency's assistance with a certain project (the "Project") consisting of: (i) acquisition by the Agency of a leasehold interest in a parcel of land located on Jamison Road, Town of Elma, Village of East Aurora, Erie County, New York (the "Land"); (ii) the construction and equipping of improvements on the Land of an approximately 68,000± SF office building (the "Improvements"); and (iii) the acquisition of and installation in and around the Improvements of certain machinery, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, by Resolution dated August 15, 2011 (the "Resolution"), the Agency authorized the Company to act as its Agent for the purposes of acquiring, constructing and/or equipping the Facility subject to the Company entering into an agent agreement.

WHEREAS, the Agency and the Company entered into that certain Agent Agreement, dated as of August 15, 2011 (the "Original Agent Agreement"); and

WHEREAS, by Supplemental Resolution dated August 20, 2012 (the "Resolution"), the Agency amended the Resolution in order to clarify the increase in the costs of the Project from \$12,900,000 to \$14,200,000, as of August 15, 2012.

WHEREAS, the Agency and the Company entered into that certain First Amendment to Agent Agreement, dated as of August 15, 2012 (the "First Amendment"), which increased the Project costs to \$14,200,000 and extended the Company's sales tax exemption benefit to December 31, 2012. The First Amendment and the Original Agent Agreement are hereby collectively defined as the "Agent Agreement"; and

WHEREAS, the Company and the Agency desire to further amend the Agent Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

The Agent Agreement is amended as follows:

1. Any references to the sales tax exemption expiration in the Agent Agreement shall be changed from December 31, 2012 to April 30, 2013.

Unless otherwise amended pursuant to the terms contained herein, the terms of the Agent Agreement shall remain unchanged.

IN WITNESS WHEREOF, the Company and the Agency have caused this Second Amendment to Agent Agreement to be executed in their respective names, all as of the date first above written.

MOOG, INC.

By: 
Name: Timothy P. Balkin
Title: Treasurer & Group Vice President

ERIE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Name: Karen M. Fiala
Title: Assistant Treasurer