

ENVIRONMENTAL COVENANT

SITE NAME: *Former Electro-Therm Facility*
GRANTOR/OWNER: *FIL (US) Inc.*
GRANTEE(S)/HOLDER(S): *FIL (US) Inc.*
PROPERTY ADDRESS: *24562 Meetinghouse Road, Denton, MD*

This Environmental Covenant is executed pursuant to the provisions of Subtitle 8, Title 1 of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.). This Environmental Covenant subjects the Property identified in Paragraph 1 to the activity and/or use limitations in this document. This Environmental Covenant has been approved by the Maryland Department of the Environment ("Department" or "MDE") and the United States Environmental Protection Agency ("EPA").

1. **Property Affected.** The property affected ("Property") by this Environmental Covenant is located in the *Town of Denton, Caroline County, Maryland.*

The postal street address of the Property is: *24562 Meetinghouse Road, Denton, MD 21225.*

The County Land Records Deed Reference: *00243/00177.*

Tax Account Identification Number: *06007147*

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: *38.895719° / -75.850989°.*

The Property has been known by the following names:

- *Former Electro-Therm Facility*

A complete metes and bounds description of the Property is attached to this Environmental Covenant as Exhibit A. A map of the Property is attached to this Environmental Covenant as Exhibit B.

2. **Property Owner/Grantor.** *FIL (US) Inc.* is the owner ("Owner") of the Property and the Grantor of this Environmental Covenant. The mailing address of the Owner is: *6600 Financial Drive, Mississauga, ON, Canada L5N 7J6.*

3. **Holder(s)/Grantee(s).** *Same as Owner/Grantor. FIL (US) Inc.* For purposes of this Environmental Covenant, the Owner and the Department shall also be Holders.

4. **Regulatory Program(s) Issuing Determination.** The following regulatory programs are responsible for having issued a determination requiring the use of this Environmental Covenant:

United States Environmental Protection Agency ("EPA") RCRA Corrective Action Program

MDE Programs

Voluntary Cleanup Program

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- Controlled Hazardous Substance Enforcement Program
- Oil Control Program
- Solid Waste Program
- Waste Diversion and Utilization Program
- Other Program within the Department: _____

On August 20, 2014, EPA issued a Final Decision and Response to Comments ("FDRTC") selecting the Final Remedy for the Former Electro-Therm Facility, located at Route 404 and Meetinghouse Road in Denton, Maryland. The Final Remedy includes a requirement that the Activity and Use Limitations be imposed on the Property through an Environmental Covenant. Those Activity and Use Limitations are described in paragraph 5, below, of this Environmental Covenant.

5. Activity & Use Limitations. The Property is subject to the following activity and use limitations, which the then current owner and its tenants, agents, employees and other persons under its control shall abide by:

- a. **Groundwater in the contaminated aquifer (the unconfined shallow aquifer) at the Property shall not be used for any purpose other than the operation, maintenance, and monitoring activities required by MDE and/or EPA, and no new wells which draw water from the contaminated aquifer (the unconfined shallow aquifer) shall be installed at the Property, unless it is demonstrated to EPA, in consultation with MDE, that such use and such wells will not pose a threat to human health or the environment or adversely affect or interfere with the Final Remedy and EPA, in consultation with MDE, provides prior written approval for such use.**
- b. **A vapor intrusion control system, the design of which shall be approved in advance by EPA, shall be installed in each new structure constructed above the contaminated groundwater plume (which is located within the unconfined shallow aquifer), or within 100 feet around the perimeter of the contaminated groundwater plume, unless it is demonstrated to EPA in consultation with MDE that vapor intrusion does not pose a threat to human health and EPA provides prior written approval that no vapor intrusion control system is needed. The groundwater plume will be defined as the area of groundwater where the concentrations of contaminants are at the MCL level or greater.**
- c. **The existing building (as shown in Exhibit B) will be used for commercial and/or industrial use only, unless a vapor intrusion control system is installed, with the specific engineering plans for the vapor intrusion control system to first be submitted to and approved by EPA and MDE prior to construction.**
- d. **Compliance with the EPA-approved groundwater monitoring program.**
- e. **The Property shall not be used in a way that will adversely affect or interfere with the integrity and protectiveness of the Final Remedy, including but not limited to the groundwater monitoring wells.**

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6. **Notice of Limitations in Future Conveyances.** Each instrument hereafter conveying any interest in the Property shall contain a notice of the activity and use limitations set forth in this Environmental Covenant and shall provide the recorded location of this Environmental Covenant.

7. **Access by EPA and the Department.** In addition to any rights already possessed by EPA and/or the Department, this Environmental Covenant grants to EPA and the Department a right of access to the Property to implement or enforce this Environmental Covenant.

8. **Recordation & Filing with Registry.** The Owner shall record this Environmental Covenant in the Land Records of Caroline County within 30 days of the latter of the Department and EPA's approval of this Environmental Covenant and shall send proof of the recording to the Department and EPA within 30 days of recordation. This Environmental Covenant shall also be filed within 30 days after execution in the Registry of Environmental Covenants maintained by the Department. This Environmental Covenant may be found electronically on the Department's website at:

www.mde.maryland.gov/programs/land/marylandbrownfieldvcp/pages/programs/landprograms/errp_brownfields/ueca.aspx

9. **Termination or Modification.** This Environmental Covenant can only be terminated or modified in accordance with § 1-808 or § 1-809 of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.) and shall run with the land. The rights and obligations set forth herein shall inure to and be binding on the successors and assigns of the Property subject to this Environmental Covenant. The then-current owner agrees to provide EPA and the Department with written notice of the pendency of any proceeding that could lead to a foreclosure referred to in § 1-808(a) (4) of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.), within seven calendar days of the owner's becoming aware of the pendency of such proceeding. The then-current owner shall provide EPA and the Department written notice within 30 days after each conveyance of an interest in any portion of the Property. Such written notice shall include the name, address and telephone numbers of the transferee to whom such interest is conveyed.

10. **EPA's Address.** Communications with EPA regarding this Environmental Covenant shall be sent to: US Environmental Protection Agency, Land and Chemicals Division, Office of Remediation (3LC20), 1650 Arch Street, Philadelphia, PA 19103.

11. **Department's Address.** Communications with the Department regarding this Environmental Covenant shall be sent to: Registry of Environmental Covenants, Maryland Department of the Environment, Land Management Administration, Land Restoration Program, 1800 Washington Blvd., Baltimore, MD 21230.

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12. **Administrative Record.** The Administrative Record pertaining to the Final Remedy selected by EPA in the FDRTC is located at the United States Environmental Protection Agency, Region III, 1650 Arch Street, Philadelphia, PA 19103. In addition, records pertaining to the Final Remedy selected by EPA in the FDRTC are maintained by the Department at 1800 Washington Blvd., Baltimore, MD 21230.

13. **Enforcement.** This Environmental Covenant shall be enforced in accordance with § 1-810 of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.).

14. **Compliance Reporting.**

Within 21 days after written request by EPA or the Department, the then-current owner of the Property shall submit to EPA, the Department and any Holder listed in Paragraph 3, written documentation stating whether or not the activity and use limitations set forth in Paragraph 5 of this Environmental Covenant are being abided by. In addition, within 21 days after any of the following events: a) transfer of title of the Property or of any part of the Property affected by this Environmental Covenant, b) becoming aware of noncompliance with Paragraph 5, and c) an application for a permit or other approval for any building or site work that could affect contamination on any part of the Property, the then-current owner will send a report to EPA, the Department and any Holder. The report will state whether there is compliance with Paragraph 5. If there is noncompliance, the report will state the actions that will be taken to assure compliance.

15. **Severability.**

The paragraphs of this Environmental Covenant shall be severable and should any part hereof be declared invalid or unenforceable, the remainder shall continue in full force and effect between the parties.

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IN WITNESS WHEREOF, the parties hereto have caused this Environmental Covenant to be executed and delivered as of the day and year first above written.

ACKNOWLEDGMENTS by the Agency(s), Grantor/Owner, any Grantee(s)/Holder(s) in the following form:

ATTEST:

FIL (US) Inc., Grantor/Owner and Grantee/Holder
Date: Jan. 26/14 By: M.E. Britton R. MacDermid
Name: M.E. BRITTON R. MacDERMID
Title: VP & SEC. VP

PROVINCE OF ONTARIO, CANADA

REGIONAL MUNICIPALITY OF PEEL)
) SS:

On this 26th day of JANUARY, 2014, before me, the undersigned, personally appeared M.E. BRITTON and R. MacDERMID, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that he/she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Sherri Lynn Mooser
(Name of notary public typewritten or printed)
Notary Public

My commission expires: May 27, 2017

Sherri Lynn Mooser, Notary Public,
Regional Municipality of Peel, limited to the
attestation of instruments and the taking of
affidavits, for Russel Metals Inc. and its
subsidiaries. Expires May 27, 2017.



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Maryland Department of the Environment
Land Management Administration

Date: Feb. 22, 2016

By: Hilary Miller
Hilary Miller
Director
Land Management Administration
Maryland Department of the Environment

STATE OF MARYLAND

COUNTY OF BALTIMORE

)
) SS:

On this 22nd day of February, 2016, before me, the undersigned, personally appeared Hilary Miller, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he/she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

VERNA E. HAYDEN
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires May 28, 2018

Verna E. Hayden
(Name of notary public typewritten or printed)
Notary Public

My commission expires: May 28, 2018

Approved for form and legal sufficiency

This 16th day of February, 2016

Lauri Leri
Maryland Assistant Attorney General

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APPROVED, by United States Environmental Protection
Agency, Region III

Date: 2.8, 2016

By: [Signature]
John A. Armstead
Director
Land and Chemicals Division
United States Environmental Protection Agency
Region III

COMMONWEALTH OF PENNSYLVANIA)

)

CITY/COUNTY OF PHILADELPHIA) SS:

On this 8 day of February, 2016, before me, the undersigned, personally appeared John A. Armstead, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

[Signature]
Notary Public

My commission expires: December 17, 2017

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
PAMELA McCRAY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires December 17, 2017

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EXHIBIT A

Complete Metes and Bounds Description of the Property

ALL those lots or parcels of land situate, lying and being in the Sixth Election District, Caroline County, Maryland, and more particularly described as follows:

PARCEL A: ALL that lot, piece or parcel of land situate, lying and being on the east side of Maryland State Road No. 404 about one mile west of the Town of Denton, in the Sixth Election District of Caroline County, Maryland, and described as follows: BEGINNING at a concrete marker on the east side of Maryland State Route No. 404, thence (1) North 53 degrees 10 minutes West and binding on said State Road Right-of-Way a distance of 310 feet to a concrete marker, (2) thence North 32 degrees 15 minutes East 401 feet to a concrete marker, (3) thence South 53 degrees 10 minutes East 342 feet to a concrete marker, and (4) thence South 36 degrees West 401 feet to a concrete marker, the place of beginning; containing three (3) acres of land, more or less.

PARCEL B: ALL that lot, piece or parcel of land in the Sixth Election District of Caroline County, Maryland, more particularly described as follows: BEGINNING FOR THE SAME at a point on the southerly side of Maryland Route 404 Right-of-Way Relocated, said point being at the northeasterly corner of the herein described land and a corner of the land of Electro-Therm, Inc. (Liber 203, folio 613 and Liber 216, folio 682) and from said Place of Beginning running (1) South 25° 52' 02" West 91.72 feet to the land of Saulsbury's Service Stations, Inc. (Liber 212, folio 507); thence by and with the said Saulsbury Service Stations, Inc. land the following two courses and distances (2) North 63° 10' 43" West 65.19 feet; thence (3) South 26° 02' 12" West 216.40 feet to the land of John M. Saulsbury (Liber 162, folio 680); thence (4) by and with the said Saulsbury land North 64° 07' 58" West 276.21 feet to the land of the Maryland State Highway Administration (Liber 218, folio 280); thence (5) by and with the said Maryland State Highway Administration Land North 21° 17' 02" East 147.78 feet to the side of the aforementioned Maryland Route 404 Right-of-Way Relocated; thence (6) by and with the said Maryland Route 404 South 88° 25' 36" East 388.24 feet to the Place of Beginning; containing 1.500 acres of land more or less.

PARCEL C: ALL that lot, piece or parcel of land situate, lying and being in the Sixth Election District of Caroline County, Maryland, and more particularly described as follows: BEGINNING for the first (1st) at a point in the southwesterly right of way line and right of way line of through highway of Relocated Md. Rte. 404 leading from Holly Road to Md. Rte. 313, said point of beginning being the intersection of the aforementioned southwesterly right of way line and right of way line of through highway (Relocated Md. Rte. 404) and fourth (4th) or N 32° 15' E 1264.00 foot line of a deed from Hannah G. Cropp and William M. Cropp, her husband, to John M. Saulsbury, recorded November 26, 1965, among the Land Records of Caroline County in Liber M.C.B. No. 157, folio 640, said point of beginning being situate 115.00 feet measured at right angles to the right of station 167+10.95 of the base line of right of way (Relocated Md. Rte. 404), as said base line of

right of way is delineated on the State Highway Administration-State Roads Commission of Maryland's plat numbered 48038, recorded or intended to be recorded among the Land Records of Caroline County; running thence and binding on the aforesaid fourth (4th) or N 32° 15' E 1264.0 foot line of the aforementioned deed, reversed and as now

surveyed, S 21° 17' 22" W 147.82 feet to intersect the northwest corner of parcel one (1) as shown on a plat of subdivision titled "Part of the Land of John Saulsbury", recorded January 26, 1979 among the Land Records of Caroline County in Liber M.C.B. No. 8 at folio 551, running thence and binding along the northwesterly line of division of the aforesaid parcel one (1), as now surveyed, S 21° 22" W 404.28 feet to intersect the northeasterly right of way line and right of way line of through highway of the Md. Rte. 404 connection, running thence and binding thereon the following six (6) courses and distances, viz: (1) N 42° 37' 02" W 77.63 feet, thence (2) by a curve to the right having a radius of 487.96 feet for an arc length of 85.16 feet, said curve being subtended by a chord bearing N 52° 16' 57" W for a chord distance of 85.06 feet, thence (3) N 38° 14' 21" W 108.76 feet, thence (4) N 19° 55' 36" W 101.74 feet, thence (5) N 10° 14' 42" W 81.31 feet, thence (6) N 17° 51' 45" E 96.36 feet to intersect the southeasterly right of way line and right of way line of through highway of the connection between the Md. Rte. 404 Connection and Relocated Md. Rte. 404, running thence and binding thereon, N 41° 21' 19" E 69.78 feet to intersect the aforementioned southwesterly right of way line and right of way line of through highway (Relocated Md. Rte. 404), running thence and binding thereon, N 89° 59' 11" E 361.09 feet to the place of beginning; containing 3.182 acres, plus or minus.

The above described parcel of land being subject to the Denial of Access Provisions of the State Highway Administration, State Roads Commission of Maryland, as shown on the State Highway Administration, State Roads Commission of Maryland's plat numbered 48038, recorded or intended to be recorded among the Land Records of Caroline County, Maryland.

PARCEL D: ALL that lot or parcel of land situate, lying and being in the Sixth Election District of Caroline County, Maryland, and located on the north side of the State Highway leading from Denton to Hillsboro and known as Maryland Route No. 404, and being Parcel No. 4 as shown on a plat and survey entitled "Subdivision of Part of the Land of John Saulsbury, Sixth Election District Caroline County, Maryland", dated December 13, 1978, and recorded among the Plat Record for Caroline County, Maryland in Plat File No. 8, Plat No. 551; containing .76 acres, more or less.

PARCEL E: BEGINNING at an iron pipe lying at the intersection of the northerly right-of-way line of Maryland Route 404, with the newly established division line between Parcel 1 and 3, as shown on a plat prepared by Helmstadt Associates, Inc., on December 13, 1978; said plat intended to be recorded among the Land Records of Caroline County, Maryland; said point also being the southwest corner of the herein described parcel.

RUNNING THENCE along the newly established division line between Parcel 1 and 3, North 36 degrees 50 minutes East, a distance of 402.53 feet to an iron pipe lying on the southerly line of Parcel 4.

THENCE along the newly established division line between Parcel 3 and 4, the following three (3) courses and distances:

1. South 48 degrees 02 minutes 30 seconds East, 76.19 feet to an iron pipe;

2. North 37 degrees 17 minutes 15 seconds East, 237.70 feet to an iron pipe;

3. North 52 degrees 12 minutes 15 seconds West, 77.78 feet to an iron pipe lying at the intersection of the newly established division line between Parcel 2 and 3 with the northerly line of Parcel 4.

THENCE along the newly established division line between Parcel 2 and 3, North 36 degrees 50 minutes East, a distance of 286.32 feet to an iron pipe.

THENCE running through the land now or formerly of John Saulsbury as recorded among the Land Records of Caroline County, Maryland in Liber 157, folio 640, the following two (2) courses and distances:

1. South 53 degrees 10 minutes East, 310.00 feet to an iron pipe;

2. South 36 degrees 50 minutes West 921.03 feet to an iron pipe lying on the northerly right-of-way line of Maryland Route 404.

THENCE along the northerly right-of-way line of Maryland Route 404, North 53 degrees 10 minutes West, a distance of 310.00 feet to the point or place of beginning and containing 6.140 acres, more or less.

SAVE AND EXCEPT, THEREFROM, HOWEVER, all that land conveyed by Electro-Therm, Inc., to The State of Maryland, to the use of the State Highway Administration of the Department of Transportation, by a Deed dated December 28, 1982, and recorded among the Land Records of Caroline County, Maryland, in Liber 216, folio 682; said land containing 0.865 acres, more or less.

PARCELS A, B, C, D and E BEING the same property conveyed by Electro-Therm, Inc., a Delaware corporation, to Emerson Electric Co., a Missouri corporation, by a Deed dated April 18, 1986, and recorded among the Land Records of Caroline County, Maryland in Liber F.D.M. No. 226, folio 543.

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EXHIBIT B

Map of the Property

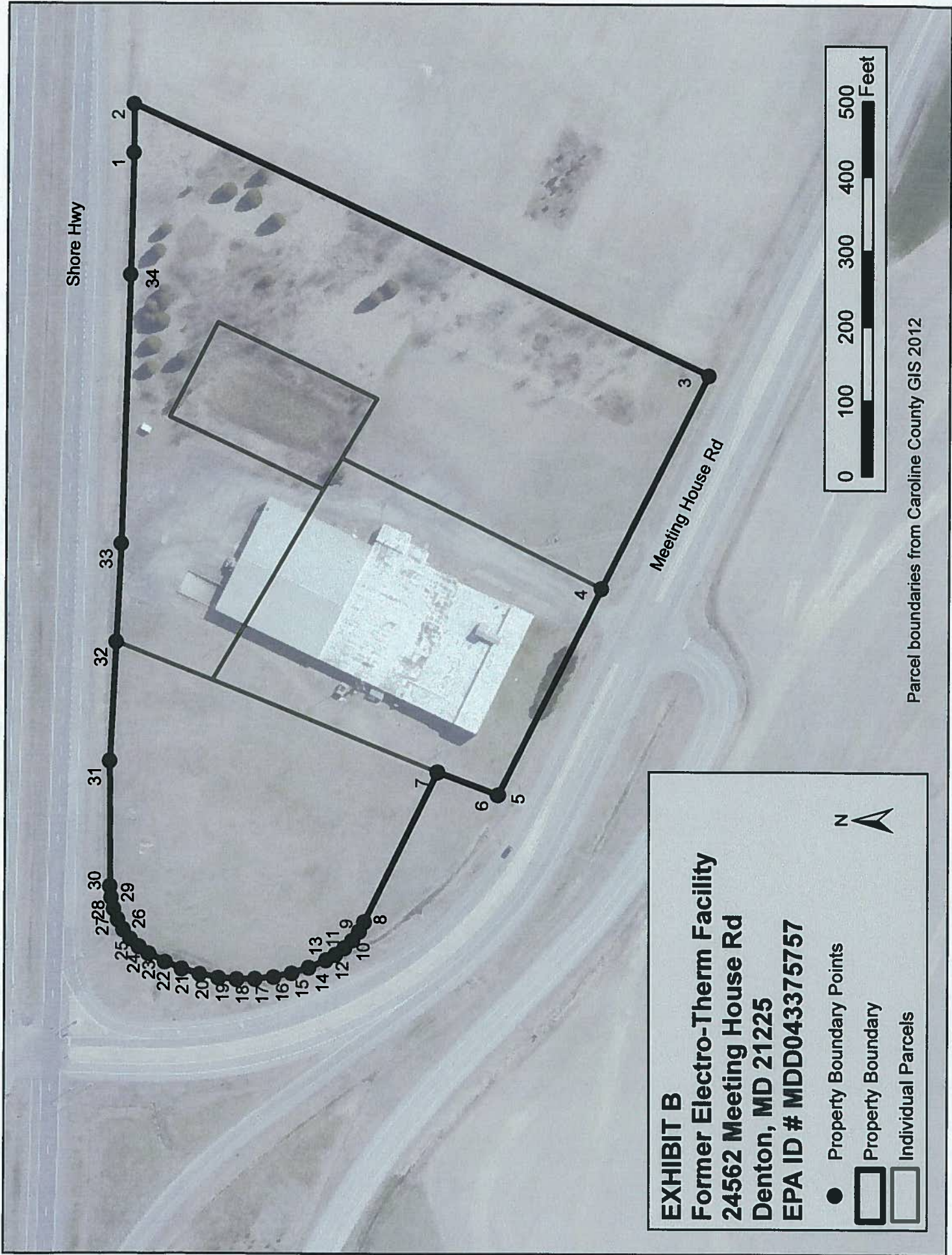


EXHIBIT B
Former Electro-Therm Facility
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EPA ID # MDD043375757

- Property Boundary Points
- ▭ Property Boundary
- ▭ Individual Parcels



Parcel boundaries from Caroline County GIS 2012

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EXHIBIT C

Property Boundary Coordinates

EXHIBIT C

Property Boundary Coordinates, WGS 1984

POINT ID	Latitude	Longitude
1	38.896457	-75.848964
2	38.896455	-75.848736
3	38.894373	-75.850037
4	38.894773	-75.851032
5	38.895158	-75.851991
6	38.895159	-75.851992
7	38.895376	-75.851883
8	38.895644	-75.852581
9	38.895665	-75.852625
10	38.895689	-75.852666
11	38.895718	-75.852702
12	38.895750	-75.852733
13	38.895785	-75.852759
14	38.895846	-75.852792
15	38.895910	-75.852817
16	38.895976	-75.852834
17	38.896043	-75.852842
18	38.896110	-75.852842
19	38.896176	-75.852834
20	38.896242	-75.852816
21	38.896306	-75.852791
22	38.896367	-75.852757
23	38.896426	-75.852716
24	38.896460	-75.852684
25	38.896490	-75.852647
26	38.896516	-75.852604
27	38.896536	-75.852557
28	38.896551	-75.852507
29	38.896560	-75.852454
30	38.896563	-75.852400
31	38.896560	-75.851813
32	38.896534	-75.851255
33	38.896513	-75.850797
34	38.896472	-75.849536