

COUNTY OF VENANGO

Susan R. Hannon
Recorder - Register - Clerk of Orphans' Court
1168 Liberty Street
P.O. Box 831
Franklin, PA 16323

RECEIPT FOR PAYMENT

Instrument Number: 2014-004264

Receipt Date: 9/19/2014

Instrument Type: COVENANT

Receipt Time: 11:45:38

Receipt No.: 203693

Receipt Distribution

Fee/Tax Description Payment Amount

COVENANT 44.00
COVENANT - WRIT .50
J.C.S. / A.T.J. 35.50
CO IMPROVEMENT FND 2.00
REC. IMPRVMT FUND 3.00

Paid By Remarks: OMG AMERICAS

Book#: 2014 Page#: 4264

Check# 4674 \$85.00

Total Received..... \$85.00

I hereby CERTIFY that this document is
Recorded in the Recorder of Deeds Office
of Venango County, Pennsylvania



Susan R. Hannon
Susan R. Hannon
Recorder of Deeds

**** DO NOT DETACH ***

NOTE ** This page is now part of this legal document. ** NOTE

NOTE ** Some information subject to change during the verification process and may not be reflected on this page. ** NOTE

Environmental Covenant

When recorded, return to:
James Daugherty
OMG Americas, Inc.
240 Two Mile Run Road
Franklin, PA 16323

The Venango County Parcel Identification No. of the Property is: 28-014-043-000

GRANTOR: OMG Americas, Inc.

PROPERTY ADDRESS: 240 Two Mile Run Road, Franklin, Venango County, PA 16323

ENVIRONMENTAL COVENANT

This Environmental Covenant is executed pursuant to the Pennsylvania Uniform Environmental Covenants Act, Act No. 68 of 2007, 27 Pa. C.S. §§ 6501 – 6517 (UECA). This Environmental Covenant subjects the Property identified in Paragraph 1 to the activity and/or use limitations in this document. As indicated later in this document, this Environmental Covenant has been approved by the Pennsylvania Department of Environmental Protection (“PADEP” or the “Department”).

1. **Property affected.** The property affected (“Property”) by this Environmental Covenant is located in City of Franklin, Borough of Sugar Creek, Venango County.

The postal street address of the Property is: 240 Two Mile Run Road, Franklin, PA 16323.

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: 41.4120N and 79.7960W

The Property has been known by the following names: Mooney Chemical (1964-1991); Mobil Oil Corporation (1920s-1964)

The Department Primary Facility ID# is: 625991.

A complete description of the Property is attached to this Environmental Covenant as Exhibit A. Maps of the Property are attached to this Environmental Covenant as Exhibit B1 and Exhibit B2. The Property has two Areas of Concern (AOCs):

Former Filter Cake Storage Area: Legal description attached to this Environmental Covenant in Exhibit C1 and Exhibit C2.

Mineral Spirits Release Area: Legal description attached to this Environmental Covenant in Exhibit D1 and Exhibit D2.

A description of the environmental condition of the AOCs is provided in Section 4 of this covenant.

2. **Property Owner / GRANTOR / GRANTEE.** OMG Americas Inc. is the owner of the Property and the GRANTOR and GRANTEE of this Environmental Covenant.

3. The mailing address of the owner/GRANTOR/GRANTEE is:

240 Two Mile Run Road
Franklin, PA 16323

4. **Description of Contamination & Remedy.**

The Property has been used for chemical manufacturing and other industrial activities by several entities since approximately the 1920s, and certain substances were detected above the Land Recycling and Environmental Remediation Standards Act ("Act 2") residential Statewide Health Standards ("SHSs") in areas of soil and groundwater. Specifically, certain metals including lead and arsenic, barium, cadmium, cobalt, copper, nickel, silver, and thallium, along with benzo(a)pyrene were detected in soils in the Former Waste Filter Cake Storage Area, and light non-aqueous phase liquids (mineral spirits) were detected in groundwater at the Mineral Spirits Release Area. Notwithstanding the above-described contamination, the Property was determined to meet a combination of Act 2 SHSs and site-specific standards based on a non-residential use of the Property.

Additional information about the historic remedial activities, including the specific substances detected, the sampling and monitoring that was performed, and the soil and groundwater remediation that occurred, may be found in the March 2004 Remedial Investigation Report (approved by PADEP on June 24, 2004), the August 2007 Human Health and Ecological Risk Assessment Report, as revised, (approved by the Department on January 9, 2009), the Cleanup Plan submitted to the Department and the United States Environmental Protection Agency ("EPA") on December 19, 2013 (approved by the Department on February 26, 2014), and the April 2014 Final Report (approved by the Department on July 31, 2014).

The Final Report identified pathway elimination as the means of attaining the site-specific standard and includes Owner's plan to maintain surface cover over the identified contamination, to restrict the property to non-residential use, to prohibit the use of groundwater, and to require adherence to a Soil Management Plan. The Final Report and other information concerning environmental conditions at the Property may be obtained from the PADEP's Northwest Regional Office in Meadville, PA.

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

(a) The Property shall only be used as "Non-Residential Property" as that term is defined in Act 2.

(b) Groundwater at and under the Property shall not be used for any purpose unless written approval is obtained from the Department and adequate treatment is provided.

(c) Excavation in the AOCs is prohibited except as is necessary for installation of Property improvements.

(d) Adherence to the Soil Management Plan (Exhibit E) is required during excavation within the AOCs.

(e) As stated in the Soil Management Plan, a Health and Safety Plan ("HASP") must be implemented for construction workers during excavation in the AOCs. Excavation and materials handling activities will comply with applicable federal, state, and local requirements.

(f) The pavement and building slabs serving as capping for the AOCs shall be inspected annually and any damage to these caps will be repaired within 30 days of being observed. Inspection and repair records will be kept onsite and made available to the Department upon request.

6. **Notice of Limitations in Future Conveyances.** Each instrument hereafter conveying any interest in the Property subject to this Environmental Covenant 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. **Compliance Reporting** After written request by the Department, the then current owner of the Property shall submit, to the Department and the Grantee, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. In addition, within one month after any of the following events, the then current owner of the Property shall submit to the Department and the Grantee written notification of (i) the transfer of title of the Property, or (ii) the filing of an application for a permit for any building or site work at the Property if the building or site-work will affect the contamination on the Property subject to this Environmental Covenant.

8. **Access by the Department.** In addition to any rights already possessed by the Department, this Environmental Covenant grants to the Department a right of reasonable access of the Property in connection with implementation or enforcement of this Environmental Covenant.

9. **Recording & Proof & Notification.** Within 30 days after the date of the Department's approval of this Environmental Covenant, the Owner shall file this Environmental Covenant with the Venango County Recorder of Deeds, and send a file-stamped copy of this Environmental Covenant to the Department within 60 days of recording. Within that time period the owner shall also send a file stamped copy to each of the following: Venango County, City of Franklin and Borough of Sugar Creek; any holder identified in this covenant; and any person in possession of this property

10. Termination or Modification.

(a) This Environmental Covenant may only be terminated or modified in accordance with 27 Pa. C.S. §§ 6509 or 6510, or in accordance with this paragraph.

(b) This Environmental Covenant may be amended or terminated as to any portion of the Property that is acquired for use as state highway right-of-way by the Commonwealth provided that: (1) the Department waives the requirements for an environmental covenant and for conversion pursuant to 27 Pa. C.S. §6517 to the same extent that this Environmental Covenant is amended or terminated; (2) the Department determines that termination or modification of this Environmental Covenant will not adversely affect human health or the environment; and (3) the Department provides 30-days advance written notice to the current property owner, each holder, and, as practicable, each person that originally signed the Environmental Covenant or successors in interest to such persons.

(c) This Environmental Covenant shall automatically terminate upon attainment, in accordance with 35 P.S. §§ 6026. 101 – 6026.908, with unrestricted use remediation standards for the above-described soil and groundwater contamination at the Property. The Department must approve, in writing, of such attainment of unrestricted use remediation standards.

11. Department's address. Communications with the Department regarding this Environmental Covenant shall be sent to:

Department of Environmental Protection
Environmental Cleanup & Brownfields Program Manager
Northwest Regional Office
230 Chestnut Street
Meadville, Pennsylvania 16335

12. 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.

ACKNOWLEDGMENTS by Owner(s) and any Holder(s), in the following form:

Date: 2 Sept 2014

OMG Americas, Owner/Grantor/Grantee

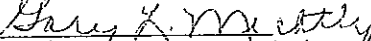
By: 

Name: Valerie Centile Sachs

Title: Secretary

Date: 9/8/2014

APPROVED, by Commonwealth of Pennsylvania,
Department of Environmental Protection

By: 

Name: Gary L. Meachley

Title: E-CB Regional Manager

STATE OF OHIO)
)
COUNTY OF CUYAHOGA) SS:

On this 2 day of Sept., 2014, before me, the undersigned officer, personally appeared **VALERIE GENTILE SACHS** of OMG Americas who acknowledged herself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that she executed same for the purposes therein contained.



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

K.A. Joniec
Notary Public

K.A. JONIEC
NOTARY PUBLIC • STATE OF OHIO
Recorded in Cuyahoga County
My commission expires April 26, 2016

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF CRAWFORD) SS:

On this 8th day of Sept., 2014, before me, the undersigned officer, personally appeared *, who acknowledged himself to be the Environmental Cleanup and Brownfields Program Manager of the Commonwealth of Pennsylvania, Department of Environmental Protection, Northwest Regional Office, whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.

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

* Gary L. Meekley

Jane O. Butryn
Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Jane O. Butryn, Notary Public
City of Meadville, Crawford County
My Commission Expires Aug. 26, 2015

EXHIBIT A

PROPERTY LEGAL DESCRIPTION

All those certain pieces or parcels of land situate in the Borough of Sugarcreek (formerly Township of Sugarcreek), County of Venango, and Commonwealth of Pennsylvania, bounded and described as follows:

1. Beginning at a stone monument, the most westerly corner of the lands now or formerly of Britta M. Cooper, the same being a corner of the George P. Smith tract; thence (1) North 56° East 1306 feet along land now or formerly of the South Penn Oil Company to a post and stones in the West side of the public road; thence (2) along said westerly side of the public road the following three courses: South 06° 05' West 479.8 feet to a stake and stones; thence (3) South 04° 30' West 233.7 feet to a stake and stones; thence (4) South 06° 20' East 1110 to a stake and stones; thence (5) South 58° 40' West 167 feet to an iron pipe, the northwest corner of land now or formerly of F. J. Ballard; thence (6) North 34° 30' West 133 feet to a post and stones; thence (7) South 50° 50' West 104 feet to a post and stones; the southeast corner of the George P. Smith tract; thence (8) by the easterly line of said tract North 38° 25' West 1413 feet to the place of beginning.

2. Beginning at a stake on the westerly line of land now or formerly of Britta M. Cooper, the same being 33 feet northwesterly from the center line of the Lake Shore and Michigan Southern Railroad, measured at right angles to the same, also in the easterly line of the public road that leads to the Warren Road; thence (1) along said easterly line of the following five courses, North 08° East 40-1/2 feet to a stake; thence (2) North 29° 35' West 429 feet to a stake; thence (3) North 05° 45' West 354-1/2 feet to a stake; thence (4) North 06° 20' West 1106-1/2 feet to a stake; thence (5) North 04° 30' East 69.6 feet to a post and stones; thence (6) by land now or formerly of T. C. Davis and Britta M. Cooper South 81° East 160 feet to the foot of a hill; thence (7) by land now or formerly of Britta M. Cooper along the foot of the hill the following nine courses, each terminating at a post and stones; South 26° East 109 feet; thence (8) South 13° 20' East 160.6 feet; thence (9) South 16° 50' East 356 feet; thence (10) South 34° East 390.3 feet; thence (11) South 11° 15' East 110 feet; thence (12) South 36° 30' East 154-1/2 feet; thence (13) South 14° 55' East 267 feet; thence (14) South 02° 15' West 105 feet; thence (15) South 09° 15' East 155.6 feet to a post and stones 33 feet from the center of the present Lake Shore and Michigan Southern Railroad tract or to its right of way line; thence (16) along same South 59° 35' West 481.7 feet to the place of beginning.

Courses are magnetic of the year 1916.

3. Beginning at a stone monument in the southerly side of the public road leading from Franklin to Oil City and on the westerly bank of Two Mile Run; thence (1) along said southerly side of the public road North 60° 55' East 336 feet, more or less, to the westerly line of the Smith farm; thence (2) with said line South 17° 20' West 294 feet to a stake at low water line in the Allegheny River; thence (3) down said river South 49° 20' West 234 feet to a stone monument; thence (4) North 47° 30' West 148 feet to stone monument; thence (5) North 25° 25' East 188-1/2 feet to the place of beginning.

4. Beginning at the northwest corner of Out Lot No. 101; thence (1) running South 39- 3/4° East 53 perches to a public road; thence (2) North 56° East 17.6 perches to a post; thence (3) North 34-1/4° West 37.8 perches to a post; thence (4) North 40-3/4° West 18-1/2 perches to a post; and thence (5) South 44-3/4° West 21 perches to the point and place of beginning.

Containing 6 acres and 128 perches, more or less.

5. Beginning at a point in the West line of the whole tract, distant South 39° East along said line 186 feet from the northeast corner of lands known as Steinecker heirs; thence (1) at right angles to said line 86 feet to the West side of the Race Way running from Reservoir; thence (2) along the West side of said Race Way 233 feet to a point 40 feet from the West line of the whole tract; thence (3) westerly 40 feet to the West line; thence (4) North 39° West along said West line 233 feet to the place of beginning.

6. Beginning at a stake located in the westerly side of the public road leading up Two Mile Run, the said stake being the southeast corner of lot sold by the Hoffman Petroleum Company to Adelaide M. Garrard; thence (1) South 10° 20' East along the westerly side of the public road 92.8 feet to an iron pipe; thence (2) North 34° West 92 feet to an iron pipe; thence (3) easterly along the South line of lot previously conveyed to Adelaide M. Garrard to the place of beginning.

Being a triangular piece of land containing about 1900 sq. feet.

7. Beginning at the above mentioned point on the Westerly side of the public road, being the southeast corner of lands conveyed to Adelaide M. Garrard; thence (1) North 25° West along the West side of the Power Race 240 feet more or less to a point; thence (2) North 56° East 47 feet to an iron pipe in the right of way of the Citizens Traction Company; thence (3) South 13° East 257 feet to the place of beginning.

Being a triangular piece of land, containing .14 of an acre.

Excepting, however, therefrom such certain lands and/or rights as were taken in condemnation by the Commonwealth of Pennsylvania Department of Highways in connection with the widening or improvement of Route 91, as designated on the records and maps of said Department as No. 91-14.

Also, excepting, therefrom and thereout a 0.124 acre tract of land conveyed by Mooney Chemicals, Inc. to Genevieve M. Spishock by deed dated June 30, 1981 and recorded in Deed Book Volume 819, page 939.

Also, excepting therefrom and thereout a 0.10 tract of land conveyed by Mooney Chemicals, Inc. to Genevieve M. Spishock by deed dated December 17, 1982 and recorded in Deed Book Volume 835, page 622.

Being tax map parcels:

28-014-043-000.

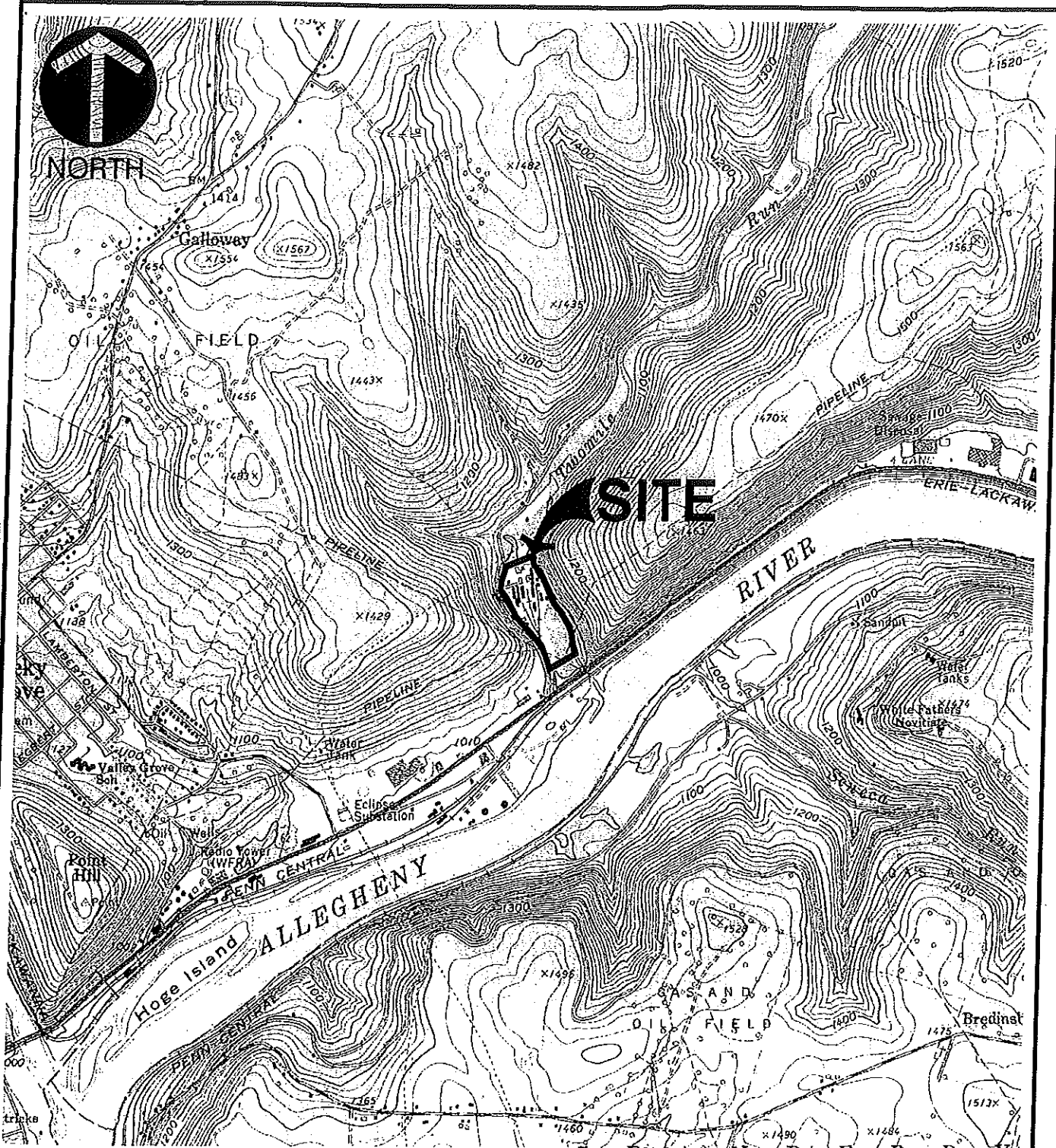
Being the same property Venango Industrial Development Authority conveyed to Mooney Chemicals, Inc., an Ohio corporation by deed dated September 16, 1987 and recorded in Deed Book Volume 908, page 1123.

Mooney Chemicals, Inc. is now, by change of name, known as OMG Americas Inc.

THE LANDS SURVEYED, SHOWN AND DESCRIBED HEREON ARE THE SAME LANDS AS DESCRIBED IN THE TITLE COMMITMENT PROVIDED BY CHICAGO TITLE INSURANCE COMPANY, COMMITMENT NO. 110701PIT, DATED JULY 28, 2011.



NORTH



C:\PROJECTS\1998\98730\DWG\0008\98730-EXHIBIT 1.DWG\EXHIBIT 1.LS-(DDIABLE - 8/1/2014 9:09:10 AM) - LP: 8/1/2014 9:29:13 AM

REFERENCE

USGS 7.5 MIN. TOPOGRAPHIC QUADRANGLE FRANKLIN, PA, DATED 1963 PHOTOREVISED 1972.



* HAND SIGNATURE ON FILE



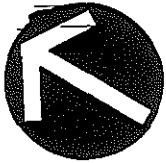
Civil & Environmental Consultants, Inc.

333 Baldwin Road - Pittsburgh, PA 15205
412-429-2324 · 800-365-2324
www.cecinc.com

OMG AMERICAS
TWO MILE RUN ROAD
FRANKLIN, PENNSYLVANIA

SITE LOCATION MAP

DRAWN BY:	DWD	CHECKED BY:	MAK	APPROVED BY:	MCK*	EXHIBIT:
DATE:	9/17/2013	DWG SCALE:	1"=2000'	PROJECT NO:	98-730	B1



NORTH

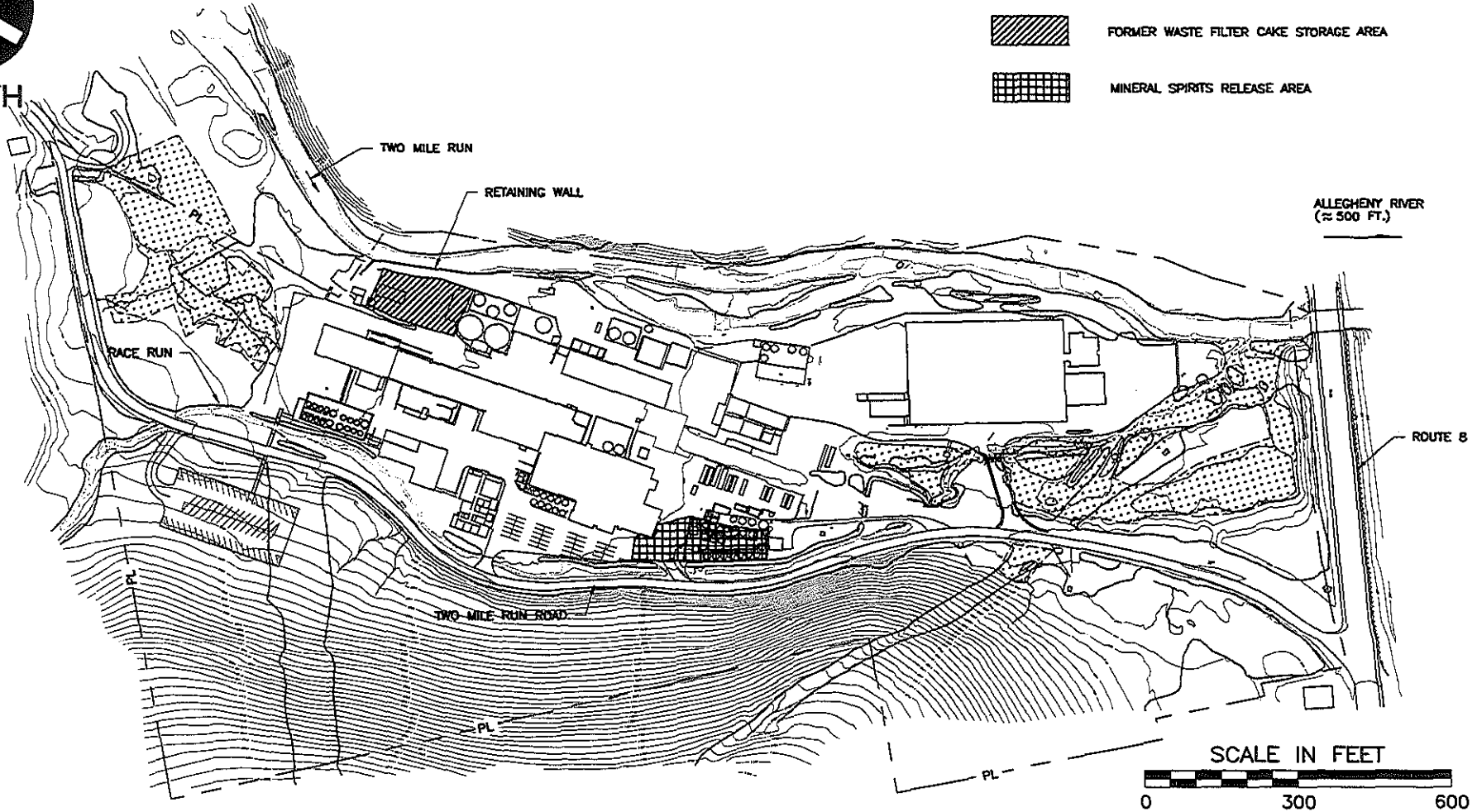
AREAS OF CONCERN



FORMER WASTE FILTER CAKE STORAGE AREA



MINERAL SPIRITS RELEASE AREA



REFERENCE

BASE MAP BY NORTHWEST ENGINEERING FROM AN AERIAL SURVEY CONDUCTED IN 1995. FACILITY UPDATES CONDUCTED BY WODZIANSKI AND SMITH INC. ENGINEERING.



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OMG AMERICAS
TWO MILE RUN ROAD
FRANKLIN, PENNSYLVANIA

SITE LAYOUT AND TOPOGRAPHY

DRAWN BY:	JAS	CHECKED BY:	MAK	APPROVED BY:	MCK*	EXHIBIT:	B2
DATE:	4/4/14	DWG SCALE:	1"=300'	PROJECT NO:	98730.0008		

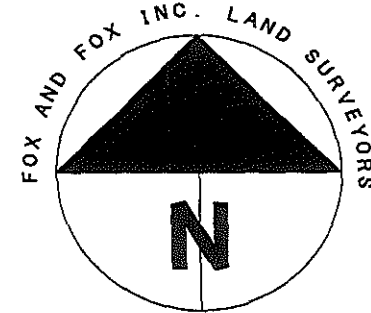
**EXHIBIT C1
LEGAL DESCRIPTION OF
AOC FORMER WASTE FILTER CAKE AREA**

**Proposed Deed Description
for
OMG AMERICAN - TWO MILE RUN
Former Waste Filter Cake Area**

All that certain piece or parcel of land situate in the Borough of Sugarcreek, County of Venango and State of Pennsylvania, bounded and described as follows:

Beginning at the northeast corner of a dike known as, TF 4 Dike, north of Tank 133, thence N 23°45'19" W a distance of 4.38' to the *True Point of Beginning*, *and* from the northwest corner of TF 4 Dike, N 73°03'21" E a distance of 43.16' to the *True Point of Beginning*, said corner being the southeast corner of Area 2; thence S 82°26'49" W through lands of the grantor herein, a distance of 47.90' to a point; thence N 85°06'09" W through lands of the grantor herein, a distance of 28.69' to a point; thence S 58°28'42" W through lands of the grantor herein a distance of 11.44' to a point; thence S 82°45'29" W through lands of the grantor herein a distance of 15.02' to the southwest corner of parcel herein conveyed; thence N 12°41'38" W through lands of the grantor herein a distance of 118.37' to a point; thence N 02°35'58" W through lands of the grantor herein a distance of 31.79' to a point; thence N 00°00'39" W through lands of the grantor herein a distance of 28.88' to the northwest corner of parcel herein conveyed; thence N 83°39'49" E through lands of the grantor herein a distance of 78.53' to the northeast corner of parcel herein conveyed, *said corner is located from an existing electric pole S 25°19'48" E 10.71'*; thence S 15°52'22" E through lands of the grantor herein a distance of 10.52' to a point; thence S 06°19'08" E through lands of the grantor herein a distance of 13.10' to a point; thence S 19°10'47" E through lands of the grantor herein a distance of 43.90' to a point; thence S 25°29'20" E through lands of the grantor herein a distance of 40.58' to a point; thence S 10°57'55" E through lands of the grantor herein a distance of 73.16' to the point of beginning, having an area of 16966.9 square feet or 0.390 acres.

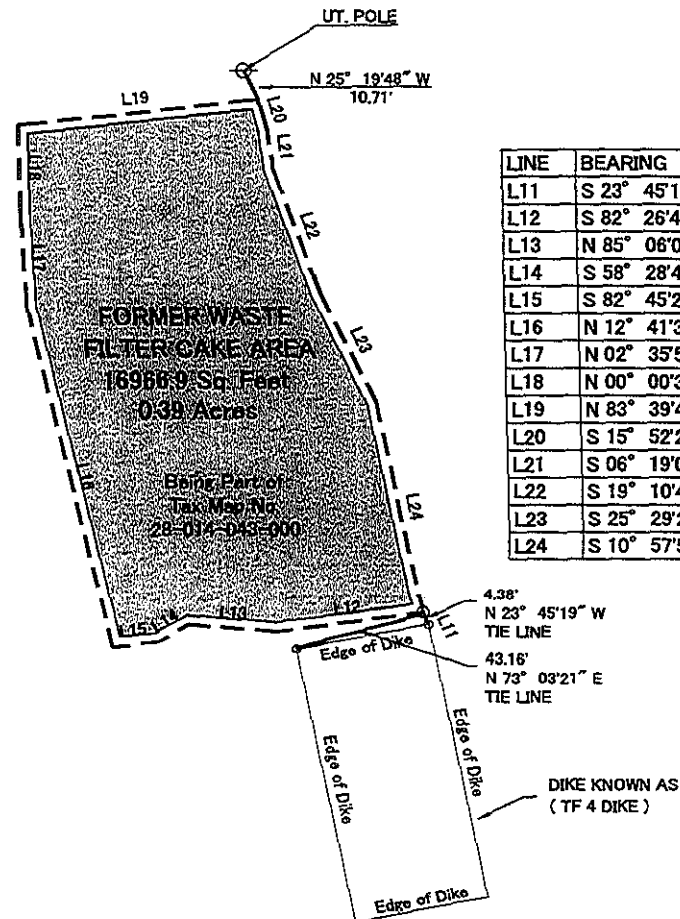
Being part of Tax Map No. 28-014-043-000



FOX & FOX, INC.

58 Timber Bridge Road, Suite 20
 Clarion, Pa. 16214
 Phone: 814-745-2861 Fax: 814-745-2248
 email: ronalffox@foxandfoxinc.us
 web: foxandfoxinc.us

LINE	BEARING	DISTANCE
L11	S 23° 45'19" E	4.38'
L12	S 82° 26'49" W	47.90'
L13	N 85° 06'09" W	28.69'
L14	S 58° 28'42" W	11.44'
L15	S 82° 45'29" W	15.02'
L16	N 12° 41'38" W	118.37'
L17	N 02° 35'58" W	31.79'
L18	N 00° 00'39" W	28.88'
L19	N 83° 39'49" E	78.53'
L20	S 15° 52'22" E	10.52'
L21	S 06° 19'08" E	13.10'
L22	S 19° 10'47" E	43.90'
L23	S 25° 29'20" E	40.58'
L24	S 10° 57'55" E	73.16'



FORMER WASTE FILTER CAKE AREA
 for
OMG AMERICA, INC.
 Two Mile Run Road
 Borough of Sugar creek, Venango County
 Pennsylvania

SCALE: 1" = 60' DATE: MARCH 24, 2014 REV. 8-11-14 REV. 8-25-14
 DWG. BY: RLF NO.: 652914-SURVEY 2

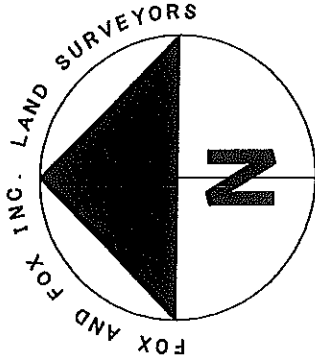
**EXHIBIT D1
LEGAL DESCRIPTION OF
AOC MINERAL SPIRITS RELEASE AREA**

**Proposed Deed Description
for
OMG AMERICAN - TWO MILE RUN
Mineral Spirits Release Area**

All that certain piece or parcel of land situate in the Borough of Sugarcreek, County of Venango and State of Pennsylvania, bounded and described as follows:

Beginning at the southwest corner of Building No. 6, located within the OMG Americas Two Mile Run Complex; thence N 79°24'14" E along Building No. 6, a distance of 28.32' to a point; thence S 43°51'36" E through lands of the grantor herein, a distance of 69.41' to the northeast corner of a dike wall, known as TF 1 Dike; thence S 14°44'07" E through lands of the grantor herein and along the TF 1 Dike wall, a distance of 68.09' to a point; thence S 23°26'00" E continuing along the TF 1 Dike wall and through lands of the grantor herein, a distance of 88.66' to a point being the southeast corner of the said TF 1 Dike wall; thence S 64°51'44" W through lands of the grantor herein and still along the TF 1 Dike wall, a distance of 57.91' to the southwest corner of the said TF 1 Dike wall; thence N 31°44'54" W through lands of grantor herein and still along the TF 1 Dike wall, a distance of 163.28' to the northwest corner of the TF 1 Dike wall; thence N 27°29'09" W through lands of the grantor herein, a distance of 102.25' to a point; thence N 67°29'59" E still through lands of grantor herein, a distance of 44.96' to a point; thence S 55°56'34" E still through lands of the grantor herein, a distance of 13.59' to the wall of Building No. 6; thence S 10°38'54" E along Building No. 6, a distance of 22.91' to the point of beginning, having an area of 18565.3 square feet or 0.426 acres.

Being part of Tax Map No. 28-014-043-000



FOX & FOX, INC.

58 Timber Bridge Road, Suite 20
Clarion, Pa. 16214

Phone: 814-745-2861 Fax: 814-745-2248
email: ronaldfox@foxandfoxinc.us
web: foxandfoxinc.us

MINERAL SPIRITS RELEASE AREA

for

OMG AMERICA, INC.

Two Mile Run Road

Borough of Sugarcreek, Venango County
Pennsylvania

SCALE: 1" = 60' DATE: MARCH 24, 2014 REV. 6-11-14 REV. 6-25-14
DWG. BY: RLF NO.: 652814-SURVEY 1

LINE	BEARING	DISTANCE
L1	N 79° 24'14" E	28.32'
L2	S 43° 51'36" E	69.41'
L3	S 14° 44'07" E	68.09'
L4	S 23° 26'00" E	88.66'
L5	S 64° 51'44" W	57.91'
L6	N 31° 44'54" W	163.28'
L7	N 27° 29'09" W	102.25'
L8	N 67° 29'59" E	44.96'
L9	S 55° 56'34" E	13.59'
L10	S 10° 38'54" E	22.91'

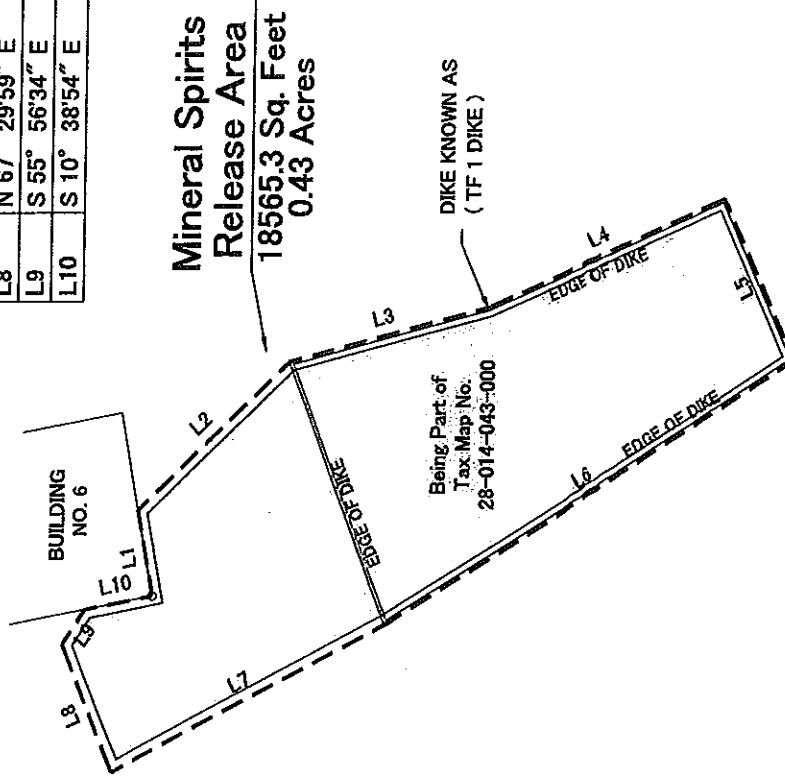


EXHIBIT E
SOIL MANAGEMENT PLAN
OMG AMERICAS, INC.
TWO MILE RUN ROAD, FRANKLIN
VENANGO COUNTY, PENNSYLVANIA

This Soil Management Plan (SMP) was prepared by Civil & Environmental Consultants, Inc. (CEC) of Pittsburgh, Pennsylvania for the OMG Americas facility on Two Mile Run Road in Franklin, Venango County, Pennsylvania (Site)(Figure 1). The purpose of the SMP is to provide the property owner, their contractors, and other parties performing work at the Site, with soil management guidelines to be followed during intrusive activities within, and in close proximity to, two areas of known soil impacts.

As a general matter, material excavated during construction activities (e.g., grading, filling, excavation, and construction) outside the Areas of Concern (AOCs) may be utilized as fill or grading material at the Site, unless the material is unsuitable for that purpose or there is excess material beyond that which can be used onsite. Material excavated from the AOCs must be handled as discussed below.

Note that all contractors will be required to review and abide by their employer's Health and Safety Plans prior to initiating any intrusive activities.

BACKGROUND

Based on environmental Site characterization activities conducted during 1991 through 2003, there are two Areas of Concern (AOC) at the Site (Figure 2):

Former Waste Filter Cake Storage Area: Soil is impacted primarily by lead. Testing has indicated that some soil in this AOC is characteristically hazardous for lead. Localized areas with arsenic, barium, cadmium, cobalt, copper, nickel, silver, thallium, and benzo(a)pyrene concentrations above the Act 2 non-residential used aquifer (MSCs) were also observed within this AOC.

Mineral Spirits Release Area: Localized light non-aqueous phase liquid (LNAPL) consisting of mineral spirits is present and groundwater is impacted by low levels of benzene and naphthalene.

These areas are currently covered by asphalt, concrete and/or structures. Groundwater is present at a depth of approximately 3 to 7 feet below ground surface in the vicinity of the AOCs.

SOIL MANAGEMENT GUIDELINES

Land Use Restrictions

The Environmental Covenant (EC) proposed for the Site restricts the property to non-residential use, prohibits the use of groundwater, acknowledges the presence of the AOCs, and requires adherence to this Soil Management Plan should any excavation activity be conducted within the AOCs.

This SMP provides guidelines to be followed during intrusive activities that are performed within the AOCs.

Health and Safety Considerations

Contaminants of concern (COCs) in each AOC are noted above. Workers conducting earth disturbing activities in the AOCs must have appropriate personal protective equipment (PPE) to control the dermal, oral, and inhalation exposure pathways. PPE may include gloves and dust and/or respiratory protection appropriate for the COCs. Monitoring of ambient air for VOCs should be conducted while working in the Mineral Spirits Release Area. Efforts should be made to control dust. The work zone should be clearly demarcated as a restricted area to prevent other facility personnel from entering the work zone.

Potential Generation of Materials

There are no current plans to disturb soils onsite. Excavation of soils in the AOCs should be avoided unless necessary to install improvements. Potential future activities that would require consideration under this SMP are as follows:

- Excavations for Site Improvements in the Former Waste Filter Cake Storage AOC: Site development activities such as installation of buried utilities or foundations would likely disturb soil with lead at concentrations above direct-contact MSCs. These soils may also be characteristically hazardous for lead. Any soil excavated in this AOC cannot be reused onsite and

must be handled as potential hazardous waste. The material will be staged on and under plastic sheeting, in covered roll-off boxes, or covered on asphalt/concrete with berm protection pending disposal. This material must be tested and disposed offsite in accordance with all applicable regulations.

- Excavations for Site Improvements in the Mineral Spirits Release AOC: Site development activities such as installation of buried utilities or foundations could disturb soils with mineral spirits impacts. These soils may be reused onsite within the AOC from which they were generated as long as the soils are properly managed and are not determined to be geotechnically unsuitable. Proper management includes that the material be placed in such a manner that direct-contact exposure pathways are eliminated. However, soil which is excavated from the surface or subsurface and determined to be geotechnically unsuitable for re-use will need to be characterized to determine appropriate off-site handling.
- Consideration of Groundwater and LNAPL in the Mineral Spirits Release AOC: Should a trench or excavation require dewatering, the fluids generated by these activities should be containerized and sampled for determination of appropriate handling. Such fluids may be treated onsite if it is determined that the onsite wastewater treatment facility is capable of meeting the treatment/discharge requirements. Otherwise, offsite treatment/disposal may be necessary.

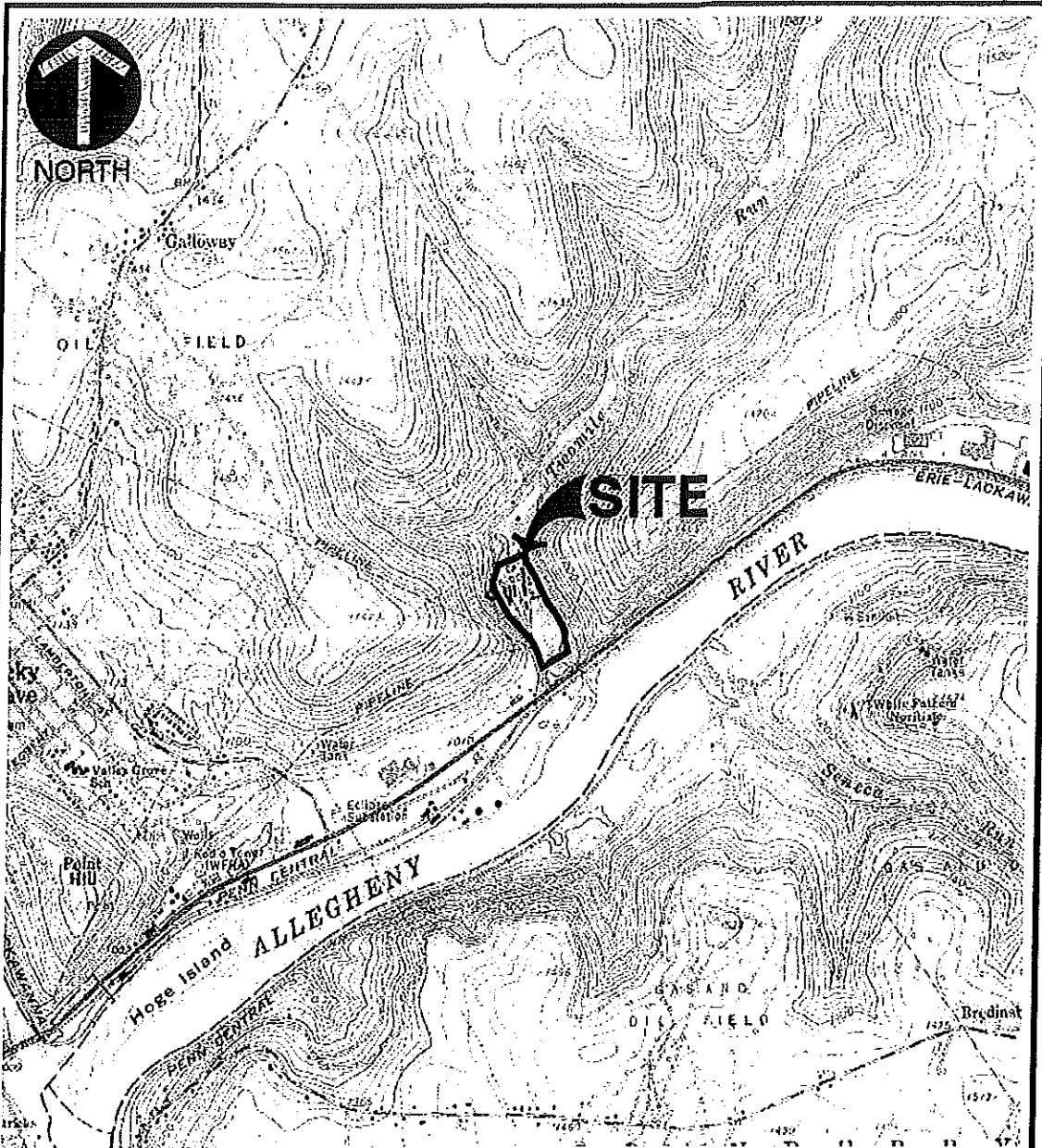
Soil Handling and Disposal

Excavation and materials handling activities will comply with applicable federal, state, and local requirements. Contaminated soil staged onsite is to be managed to prevent pollutants from entering storm drain systems or receiving waters. Avoid stockpiling contaminated soils, but if stockpiling is necessary, cover the stockpile with plastic sheeting or tarps, install a berm around stockpile to prevent run-off, and locate the stockpile away from storm drains and receiving waters until the material is either replaced in the trench from which it originated or removed for disposal.

Attachments:

Figure 1 – Site Location Map

Figure 2 – Site Layout and Areas of Concern



REFERENCE

USGS 7.5 MIN. TOPOGRAPHIC QUADRANGLE FRANKLIN, PA, DATED 1963 PHOTOREVISED 1972.

SCALE IN FEET



* HAND SIGNATURE ON FILE

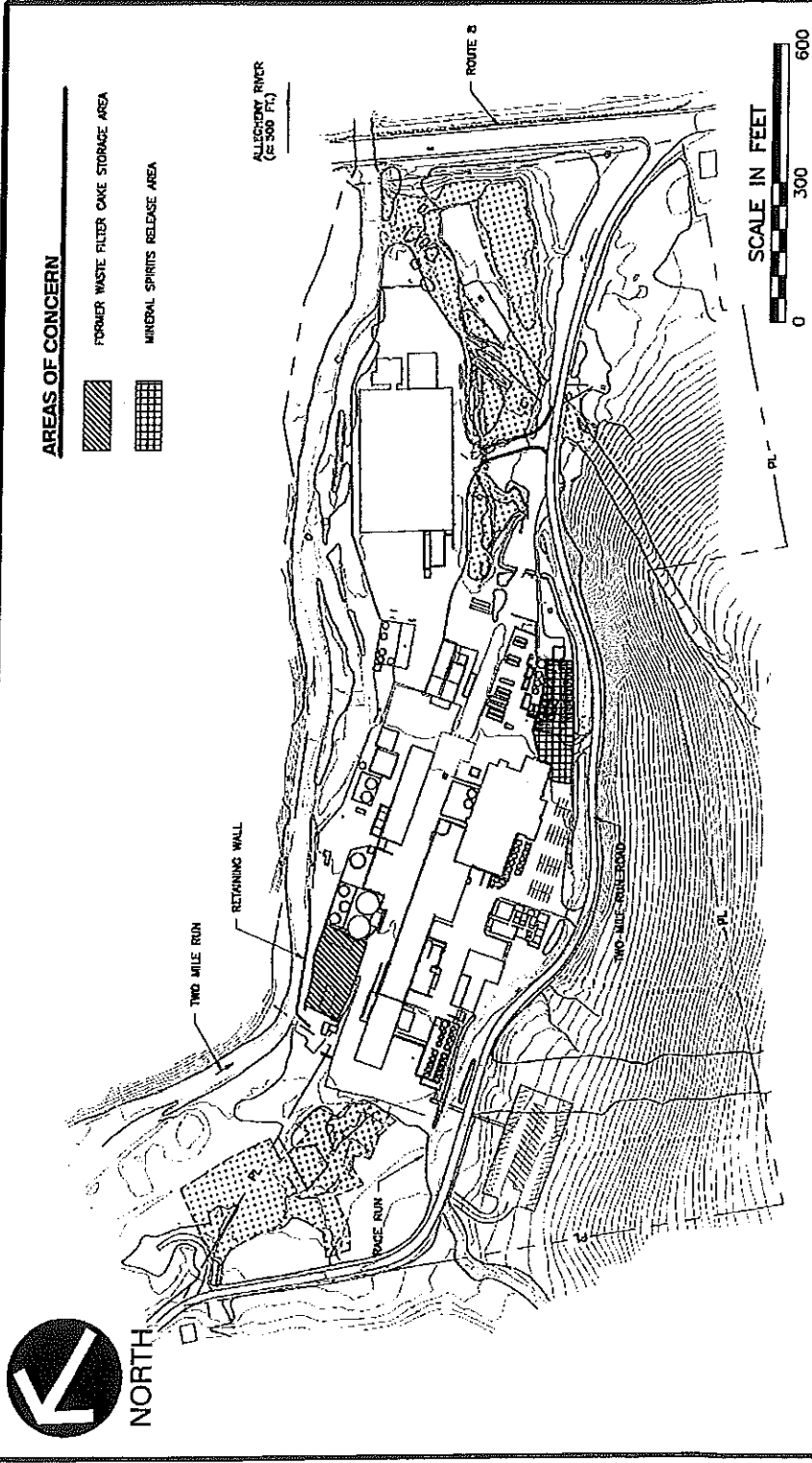
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Civil & Environmental Consultants, Inc.
 333 Baldwin Road - Pittsburgh, PA 15205
 412-429-2324 • 800-365-2324
 www.cecinc.com

OMG AMERICAS
 TWO MILE RUN ROAD
 FRANKLIN, PENNSYLVANIA

SITE LOCATION MAP

DRAWN BY:	DWD	CHECKED BY:	MAK	APPROVED BY:	MCK*	FIGURE NO.:	
DATE:	9/17/2013	DWG SCALE:	1"=2000'	PROJECT NO.:	98-730		1

C:\Projects\1989\98730\dwg\10000\98730-SMP02.dwg\FIGURE 2] LS(4/1/2014 - jtamplis) - LP: 4/1/2014 9:42 AM



<p>REFERENCE</p> <p>BASIC MAP BY NORTHWEST ENGINEERING FROM AN AERIAL SURVEY CONDUCTED IN 1995. FACILITY UPDATES CONDUCTED BY HUBBARD AND SMITH INC., ENGINEERING.</p>	<p>Civil & Environmental Consultants, Inc.</p> <p>333 Baldwin Road - Pittsburgh, PA 15205 412-429-2324 - 800-365-2324 www.cesinc.com</p>	<p>OMG AMERICAS TWO MILE RUN ROAD FRANKLIN, PENNSYLVANIA</p>
	<p>DRAWN BY: JAS CHECKED BY: MAK APPROVED BY: MCK* FIGURE NO.: 2</p> <p>DATE: 4/4/14 DWG SCALE: 1"=300' PROJECT NO.: 98730.0008</p>	<p>SITE LAYOUT AND TOPOGRAPHY</p>