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November 13, 2012

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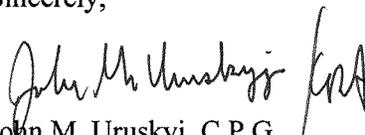
Re: Transmittal of Revised Interim Remedial Action Objectives Report for the former Thomson Circleville, Ohio Facility

Dear Mr. O'Toole:

On behalf of the General Electric Company (GE) and Thomson, Inc. (Thomson, now Technicolor), enclosed for your review is the Revised Interim Remedial Action Objectives (RAO) Report for the former Thomson facility located at 24200 U.S. Route 23 South in Circleville, Ohio. This document was prepared in accordance with Task 8A (Remedial Action Objectives) of the Remedial Investigation/Feasibility Study Work Plan, and incorporates the revisions requested by Ohio EPA in their November 10, 2010 and June 14, 2011 comment letters (and subsequent discussions about those comment letters). Consistent with previous report submittals, we have enclosed two copies of the Revised Interim RAO Report.

If you have any questions concerning the Revised Interim RAO Report or require additional information, please feel free to contact me at (518) 862-2717.

Sincerely,


John M. Uruskyj, C.P.G.
Remedial Project Manager

Enclosure

cc: Ohio EPA, Attn: Manager, Technical and Program Support Section, DERR
Tom Sipher, Technicolor
Corey Averill, ARCADIS



General Electric Company
Albany, New York

Revised Interim Remedial Action
Objectives Report

Thomson Consumer Electronics
Circleville, Ohio

November 13, 2012



**Revised Interim Remedial
Action Objectives Report**

Thomson Consumer Electronics
Circleville, Ohio

Prepared for:
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Albany, New York

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November 13, 2012

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1. Introduction

1.1 General

On January 19, 1994, the Ohio Environmental Protection Agency (Ohio EPA) issued an Administrative Order on Consent (Consent Order, journalized on February 14, 1994) for the Thomson Consumer Electronics facility located at 24200 U.S. Route 23 in Circleville, Ohio (the Site). That Consent Order was entered into between Ohio EPA, the General Electric Company (GE) and Thomson Consumer Electronics (Thomson, now Technicolor) for the purpose of conducting a Remedial Investigation and Feasibility Study (RI/FS) at the Site. In accordance with Section VIII of that Consent Order, GE submitted a *Remedial Investigation/Feasibility Study Work Plan* (PTI Environmental Services [PTI], August 1995), as amended (GE 1997; Blasland, Bouck, & Lee [BBL, then ARCADIS BBL, now ARCADIS] 2002, 2003, 2005; Exponent [formerly PTI] 2007). Those submittals (collectively referred to as the RI/FS Work Plan) provided details regarding the proposed approach for various RI/FS activities at the Site.

To supplement the historic investigation activities performed at the Site between 1988 and 1995, extensive field investigation activities were performed at the Site in accordance with the RI/FS Work Plan, beginning in late 1995. An initial draft *Remedial Investigation Report* (RI Report; Exponent, April 1998) summarizing the results of the historic and initial RI activities was submitted to Ohio EPA in April 1998. Following that submittal, GE and Ohio EPA discussed and reached agreement on the procedure necessary for finalizing the RI. Subsequent to those discussions, GE coordinated with Ohio EPA to conduct an interim action in 2002, which involved limited soil/sediment removal along the west side of the railroad tracks at the Offsite Creek Area (OCA) to accommodate construction of an access road by an offsite property owner. Additional field investigations were performed in 2003 within the OCA and portions of the South Ditch to: (1) provide additional delineation of lead that was present in these areas; (2) support data analysis as part of the RI; and (3) facilitate remedial decision-making for areas affected by offsite transport of lead-bearing particulates from the South Ditch. Revised drafts of the RI Report, incorporating the results of the 2002 interim action and 2003 sediment investigations and certain comments from Ohio EPA, were provided to Ohio EPA in June and October 2004.

Subsequent to those revised draft RI Report submittals, GE performed supplemental sediment sampling activities within portions of the OCA and South Ditch in 2005 for analysis of total petroleum hydrocarbons (TPH). GE also conducted supplemental sediment sampling within portions of the OCA and South Ditch in 2007 to collect sediment samples for biotoxicity testing as a component of the ecological risk assessment conducted as part of the RI. Both supplemental investigations were performed in accordance with the RI/FS Work Plan, as amended. The results of the supplemental investigation activities were

incorporated into a revised draft RI Report submitted to Ohio EPA in November 2009, and a final RI Report was submitted to Ohio EPA in March 2010. Ohio EPA provided final approval of the RI Report in a letter to GE dated March 23, 2010.

On May 27, 2010, an *Interim Remedial Action Objectives Report* (Interim RAO Report) presenting a summary of the remedial action objectives that had been developed for the Site on the basis of the RI results was submitted to Ohio EPA. Ohio EPA provided comments to that document in a letter dated November 10, 2010 and GE provided responses to those comments in a letter dated January 31, 2011. Ohio EPA issued another letter on June 14, 2011 requiring certain specific edits to the Interim RAO Report. In response to that letter, GE submitted a *Revised Interim Remedial Action Objectives Report* (Revised Interim RAO Report) to Ohio EPA on August 8, 2011. Ohio EPA submitted letters to GE related to that document on October 17 and 25, 2011. The October 17, 2011 letter requested that GE either: (1) provide additional information regarding data in the vicinity of the former Raw Materials Handling Area, or (2) if no such data existed, to conduct an additional investigation of the soil conditions in that area. The October 25, 2011 letter provided additional comments on the Revised Interim RAO Report. Representatives of GE and Ohio EPA discussed the proposed responses to Ohio EPA's October 2011 letters on December 2, 2011.

Concurrently with the discussions regarding further revision to the Revised Interim RAO Report, CTL Engineering, Inc. (CTL) prepared and submitted (on behalf of Technicolor) the *Supplemental Site Investigation Work Plan* (Supplemental Work Plan) to Ohio EPA on December 16, 2011. That document proposed supplemental investigation activities for the former Raw Materials Handling Area. Ohio EPA provided comments on the Supplemental Work Plan in a letter to Technicolor dated January 18, 2012 and revised pages of that document were submitted to Ohio EPA on January 30, 2012.

On February 7, 2012, Ohio EPA submitted a letter to GE that: (1) instructed GE to delay submittal of further revisions to the Revised Interim RAO Report so that a section on the supplemental investigations for the former Raw Materials Handling Area could be added to that report; and (2) provided additional comments on the proposed methodology for evaluating the potential need for remedial actions within the various Areas of Interest (AOIs) at the Site. GE submitted a letter to Ohio EPA on February 24, 2012 responding to Ohio EPA's February 7, 2012 comment letter and providing further justification for the evaluation methodology proposed in the Revised Interim RAO Report.

Following the performance of the supplemental investigations for the former Raw Materials Handling Area, CTL submitted the *Supplemental Site Investigation Report* (Supplemental Investigation Report) providing the results of those supplemental investigations to Ohio EPA on May 10, 2012. Ohio EPA provided comments on that report in a letter to Technicolor

dated June 13, 2012. In response to those comments, revised elements of the Supplemental Investigation Report were submitted by CTL to Ohio EPA on July 31, 2012 and Ohio EPA submitted a letter approving that document on August 2, 2012.

On June 15, 2012, Ohio EPA submitted a letter to GE indicating that, based on the results of the supplemental investigations, the Raw Materials Handling Area needs to be incorporated into the Revised Interim RAO Report. That letter also provided Ohio EPA's comments requesting certain revisions to the evaluation methodology proposed in the Revised Interim RAO Report. Representatives of Ohio EPA and GE discussed that letter and other related correspondence on July 20, 2012. Subsequent to that call, Ohio EPA provided further clarification regarding the requested edits to the Revised Interim RAO Report in a letter to GE dated August 29, 2012. Finally, representatives of Ohio EPA, GE, and Technicolor met on September 26, 2012 to discuss the various correspondence submitted by, or on behalf of, Ohio EPA, GE, and Technicolor since submittal of the August 2011 Revised Interim RAO Report and the appropriate revisions to be included herein.

This Revised Interim RAO Report was prepared in accordance with Task 8A (Remedial Action Objectives) of the RI/FS Work Plan and incorporates the revisions requested by Ohio EPA in their November 10, 2010 and June 14, 2011 comment letters. The RAOs presented herein will support the detailed analysis of remedial alternatives for the Site, which will be presented in the forthcoming *Feasibility Study Report* (FS Report, Task 10 of the RI/FS Work Plan). See Section 4.0 regarding consolidation of certain deliverables into the FS Report. Additional details regarding the specific components of this Revised Interim RAO Report are provided in Section 1.3.

1.2 Site Description and History

A detailed description of the operational and regulatory history at the Site is presented in Section 1 of the RI Report. As indicated therein, the Site consists of approximately 230 acres along the east side of U.S. Route 23, located approximately 0.5 miles south of developed areas of the City of Circleville, Ohio (Figure 1). The Site is surrounded by open fields, with a small residential area located approximately 1,000 feet south-southwest of the former plant area. The Scioto River is located approximately 0.75 miles west of the Site. The uplands of the Scioto River Valley contain small streams and unnamed ditches that drain to the Scioto River. The South Ditch flows from east to west along the south side of the plant and discharges to the OCA and subsequently to the Scioto River.

The plant was built in 1969 on a "greenfield site" and began operation in 1970 under the Radio Corporation of America (RCA). The plant was operated by RCA until 1986, when it was acquired through a corporate merger with GE. GE maintained ownership of the Site for approximately 1 year before the Site was acquired by Thomson in 1987. Thomson

maintained ownership of the Site from 1987 until it sold the property in 2008. From the time operations began in 1970 until shutdown in 2004, the plant manufactured the face plate or panel (3 percent lead) and funnel (24 percent lead) components of television picture tubes. During this time, the plant consisted primarily of interconnected administration, production, laboratory, batch house, and warehouse buildings. Batch house silos were used to contain raw and intermediate materials such as sand, litharge (lead oxide), and cullet (recycled glass).

As previously indicated, Thomson ceased manufacturing operations on March 30, 2004 and subsequently sold a large portion of their glass manufacturing equipment, which was removed from the Site. The demolition of the structures (including building slabs) located within the melting and forming operations areas of the former plant were initiated in November 2005 and completed in 2006. Following demolition, only the warehouse, former administrative offices, and associated paved parking areas remain at the Site, as shown on Figure 2. The remainder of the Site consists of unpaved gravel and vegetated areas.

On April 3, 2008, Thomson sold the property to Circleville Pickaway, LLC. In accordance with the Consent Order, two copies of the journalized deed notice were provided to Ohio EPA on April 10, 2008. Finally, as further discussed in Section 3.1, Technicolor and GE have worked with the current property owner to develop an Environmental Covenant (EC), which includes activity and use limitations restricting possible future uses of the "developed portion" of the Site, including the East Fenced Area (EFA), the East Swale, and identified portions of the South Ditch. That EC, which was developed pursuant to the Ohio Uniform Environmental Covenants Act, Ohio Revised Code §5301.80-5301.92, was revised and resubmitted to the Ohio EPA on June 17, 2011. The EC was executed by all parties and then recorded on December 28, 2011 in the office of the Pickaway County Recorder.

1.3 Contents of Revised Interim RAO Report

Section 8A of the RI/FS Work Plan provides a description of the information that is to be included in the Interim RAO Report. Specifically, this report establishes RAOs that specify potential constituents of interest (PCoIs), media of interest, potential exposure pathways, and preliminary remediation goals (PRGs). The PRGs provided herein establish media-specific concentrations that are not expected to result in unacceptable risks to human health and the environment. The PRGs were developed based on the results of the RI, a review of potential chemical-specific applicable or relevant and appropriate requirements (ARARs), the results of the baseline risk assessment that was conducted for the Site, and comments on the Interim RAO Report provided by the Ohio EPA in letters to GE dated November 10, 2010 and June 14, 2011.

1.4 Scope and Format of Revised Interim RAO Report

To satisfy the requirements identified in Section 1.3, the remainder of this Revised Interim RAO Report is presented in three sections. The title and a brief overview of each section is provided below:

Section 2 – Summary of RI and Supplemental Investigation Results, provides a summary of the nature and extent of site impacts, as well as the human health and ecological risk assessments completed by Exponent as part of the RI, the results of which form the basis for the RAOs identified herein. This section also summarizes the supplemental site investigation activities performed for the former Raw Materials Handling Area.

Section 3 – Preliminary Remediation Goals and Remedial Action Objectives, provides an overview of the potential ARARs and a description of both the risk-based PRGs calculated for the Site, as well as the PRGs specified by Ohio EPA in their June 14, 2011 and June 13, 2012 comment letters for incorporation into this Revised Interim RAO Report. This section also provides information regarding the RAOs that will be used to support of the future detailed analysis of remedial alternatives that will be performed as part of the forthcoming FS Report.

Section 4 – Future Activities and Schedule, identifies the content and schedule for submittal of the FS Report required under the RI/FS Work Plan.

The discussions in the above-referenced sections are supported by information provided in several tables, figures, and appendices to this Revised Interim RAO Report, as described in subsequent sections of this document.

2. Summary of RI and Supplemental Investigation Results

This section provides information regarding the results of: (1) the RI activities that were performed at the Site in accordance with the RI/FS Work Plan; and (2) the supplemental investigation activities performed at the former Raw Materials Handling Area in response to a letter from Ohio EPA dated October 17, 2011. Specifically, this section provides an overview of the PCols evaluated as part of the RI, the nature and extent of site impacts within certain AOIs identified in the RI Report and Ohio EPA's October 17, 2011 letter, and summarizes the results of the human health and ecological risk assessments for the AOIs identified in the RI Report.

2.1 Potential Chemicals of Interest Evaluated by RI

Several PCols were identified during the RI screening process by examining the known and assumed compositions of past raw materials and process chemicals, and by reviewing the results of the previous investigations. A complete description of the PCol evaluation process was provided in the RI/FS Work Plan. As described in Section 1.5 of the RI Report, the following nine PCols were considered during the RI:

- Antimony;
- Arsenic;
- Barium;
- Chromium;
- Fluoride;
- Lead;
- Nickel;
- Polycyclic Aromatic Hydrocarbons (PAHs); and,
- Total Petroleum Hydrocarbons (TPH).

As further described in Section 2.3, lead was the only constituent for which the risk assessments provided in the RI Report identified unacceptable risk under certain potential exposure scenarios. However, Ohio EPA's June 14, 2011 comment letter directed the Respondents to incorporate certain PRGs developed by Ohio EPA for antimony, arsenic, and lead into this Revised Interim RAO Report. Therefore, as further discussed in Sections 3 and 4 of this Revised Interim RAO Report, antimony, arsenic, and lead are the only constituents for which PRGs have been included herein.

2.2 Areas of Interest

Information regarding historical plant operations, waste management practices, site setting, and results of previous investigations were reviewed to identify AOIs that were subsequently evaluated during the RI. Based on that review, the following areas (shown on Figure 3) were identified for further investigation during the RI:

- East Fenced Area;
- Adjacent Fields;
- East Swale;
- Former Oil Skimmer Pond;
- South Ditch; and,
- OCA.

The RI/FS Work Plan also evaluated another area referred to as the Onsite Soils Area. As indicated therein, the review of the historic data indicated that the soils in this area had negligible concentrations of PCols. As a result, that area was excluded from further field investigations under the RI; however, the data for the Onsite Soils Area were incorporated into the screening analyses for the Human Health Risk Assessment (HHRA) described in Section 6 of the RI Report and summarized in Section 2.3 of this report.

The current understanding of the nature and extent of Site impacts within these AOIs was developed based on the results of the RI. Detailed descriptions of the RI activities, the previous site investigations, and the interim remedial measures performed (where applicable) at these each of these areas was presented in the RI Report. A summary of the nature and extent of Site impacts for each of the above-listed areas is presented in the Sections 2.2.1 through 2.2.6 below.

Separate from the RI, Ohio EPA's October 17, 2011 letter to GE indicated that the August 11, 2005 *Limited Phase II Environmental Site Assessment* (Phase II ESA) recommended additional sampling be performed to delineate lead and arsenic observed in samples collected in front of the former hazardous waste storage building at the former raw materials handling area. As a result, that letter requested that GE either: (1) provide additional information regarding data in the vicinity of the former Raw Materials Handling Area, or (2) if no such data existed, to conduct an additional investigation of the soil conditions in that area. In response to that letter, supplemental sampling activities were performed in the vicinity of the former Raw Materials Handling Area as further described in Section 2.2.7 below.

2.2.1 East Fenced Area

The EFA is an approximately 5 acre area located east of the former plant (Figure 3) that is enclosed by security fencing. Glass polishing and grinding fines were pumped from site lagoons to three 8- to 10-foot deep “sludge pits” during plant operations in the 1970s. Based on historic site photography, the sludge within the pits may have overflowed, but the contents were contained within the general area by earthen berms that surrounded the pits. In October 1980, the sludge pits were covered with approximately 2 feet of soil.

Based on the results of the test pitting activities conducted during the RI, the limits of sludge deposits appear to extend slightly beyond the fenced portion of the EFA to the south and the east (but not to the South Ditch). During historic sampling, soil and sludge samples were collected and submitted for laboratory analysis. With the exception of lead and arsenic, other metals concentrations were generally detected at concentrations consistent with regional background levels. Arsenic concentrations in the EFA soil and sludge samples ranged from non-detect to 358 milligrams per kilogram (mg/kg) and lead was detected at concentrations ranging from 604 to 13,800 mg/kg. During the RI, soil samples were collected around the perimeter of the EFA at depths up to 3 feet below grade. Lead concentrations in these samples ranged from 16.2 to 347 mg/kg.

Quarterly groundwater sampling conducted during the RI indicated the sporadic presence of metals (i.e., not detected every quarter) at low concentrations in filtered and/or unfiltered samples collected in the vicinity of the EFA. No PCoI metals were detected at concentrations above National Drinking Water Standards maximum contaminant levels (MCLs). The RI concluded that the metals in the sludge were predominately in a vitrified state (i.e., within a glass matrix) and thereby, highly immobile. Additionally, as indicated in the RI Report, the bottom elevation of sludge in the EFA was above the highest observed groundwater level elevation in this area. Based on these findings, the RI Report concluded that the sludge in the EFA had a minimal (if any) impact on shallow groundwater in the vicinity of the EFA.

2.2.2 Adjacent Fields

The Adjacent Fields area was located immediately north of the former plant and was historically used for farming and grazing (Figure 3). This area was subsequently developed and a Wal-Mart is now located in this area.

Results from historic investigations conducted for the Adjacent Fields indicated that metals were detected in soils at concentrations consistent with background levels. However, elevated fluoride levels were noted (possibly from historic stack emissions) in vegetation and animal tissue samples. Analytical results for soil samples collected during the RI

indicated the presence of lead at concentrations up to 112 mg/kg in the 0- to 6-inch depth interval and up to 32 mg/kg in the 6- to 12-inch depth interval. Fluoride was detected at concentrations up to 430 mg/kg in the 0- to 6-inch depth interval and up to 650 mg/kg in the 6- to 12-inch depth interval. The RI Report concluded that the RI sampling activities confirmed the results of the historic investigations performed at the Site. Specifically, the results of the RI sampling indicated that the detected levels of PCoI metals in the soil samples collected from the Adjacent Fields are representative of background levels.

2.2.3 East Swale

The East Swale was a drainage ditch that was located east of the former plant (Figure 3). As noted in the RI Report, the swale is lined with perennial vegetation. Throughout the operational history of the former plant, the East Swale was typically dry, but during significant rain events it received some storm water runoff from fields northeast of the former plant and from the east end of the former plant where cullet was formerly stored. During the 1970s, batch plant and furnace waste materials were also stored in piles on the east side of the former plant in the vicinity of the East Swale prior to disposal. Prior to 1990, during heavy precipitation events, some portion the runoff from the East Swale discharged to the South Ditch. From 1990 to 2006, water that drained to the East Swale was captured at the southern end of the swale and was conveyed to the former onsite wastewater treatment plant (WWTP). As previously indicated, certain structures associated with the former plant (including the WWTP) were demolished in 2006.

Historic sampling conducted in the East Swale indicated the presence of lead and arsenic at elevated concentrations in surface soil/sediment only. Similarly, analytical results for RI soil/sediment samples collected from the 0- to 6-inch depth interval indicated that the most elevated concentrations of lead (i.e., up to 23,500 mg/kg), were present in surface sediment collected from the southern end of the East Swale. Soil/sediment samples collected from the 2- to 3-foot depth interval in the bottom of the swale contained lead at concentrations up to 540 mg/kg. Soil samples collected from upper and lower banks of the East Swale contained lead at concentrations up to 2,490 mg/kg and 937 mg/kg, respectively, with the highest concentrations generally detected in the 0- to 6-inch depth interval. At times, lead concentrations detected in deeper soil/sediment were greater than concentrations detected in surface material (i.e., 0- to 6-inches), potentially as a result of historic filling and reworking of material within the swale. Analytical results for RI samples indicated that the relative distribution of arsenic in soil/sediment was similar to the distribution for lead, with the highest arsenic concentrations (i.e., up to 530 mg/kg) detected in surface sediment samples collected from the southern end of the East Swale.

The soil/sediment within the East Swale that contains the highest concentrations of arsenic and lead is located a minimum of 6 to 11 feet above the highest groundwater table elevations. Since those materials are believed to be immobile and isolated from the groundwater, the RI Report concluded that the soils/sediment within the East Swale is expected to have minimal (if any) impact on shallow groundwater in the vicinity of the East Swale.

2.2.4 Former Oil Skimmer Pond

The former Oil Skimmer Pond was located south of the former plant (Figure 3). The pond was used between 1970 and 1990 to remove oil from hot-end cooling water. Oil skimming equipment was used to remove floating oil within the pond. The recovered oil was transferred to a 500-gallon above-ground storage tank. The cooling water was then discharged to the South Ditch via Outfall 001 under a National Pollutant Discharge Elimination System (NPDES) permit. Beginning in 1990, the plant cooling water was diverted to the former WWTP. The pond was closed in 1992 and the material within the pond was excavated to a depth of 10 feet below grade. The area was then backfilled and vegetated.

Historic sampling indicated that surface sediment within the pond contained elevated concentrations of lead and TPH. Those surficial sediments were removed when the pond was excavated and backfilled. The RI soil samples collected from this area contained TPH at concentrations ranging from non-detect to 1,950 mg/kg. VOCs and SVOCs were not detected except for toluene and xylene at 4.4 ug/kg and 3.6 ug/kg respectively. A thin sandy layer containing hydraulic oil was observed in an area measuring approximately 50 square feet located east of the former pond. The RI Report concluded that this residual material does not contain hazardous constituents at levels of concern and was expected to degrade over time, with no anticipated adverse impacts to groundwater.

2.2.5 South Ditch

The South Ditch is the onsite portion of an unnamed tributary to the Scioto River (Figure 3). The South Ditch is located south of the former plant and is a perennial grass-lined ditch, which is fed by a marsh located east of the Site. Multiple current and historical outfalls are located south of the former plant within the South Ditch. As previously indicated, the East Swale (during heavy precipitation events) and the former Oil Skimmer Pond both discharged to the South Ditch prior to 1990, at which point those flows were diverted to the former WWTP. From 1990 until 2006, the flow within the ditch was continuous as a result of the discharge from the former WWTP. Upon demolition of the former WWTP in 2006, the flow within the ditch was greatly reduced.

Soil/sediment samples collected from the South Ditch during historic and RI sampling contained elevated concentrations of lead (and other inorganics). The highest concentrations of lead were generally observed in samples collected from the top 12 inches of soil/sediment in the vicinity of current/former outfalls and samples collected from localized sediment accumulation areas downstream of the former outfall from the East Swale. The highest concentrations of lead in the South Ditch were detected at the following locations:

- Concentrations up to 8,770 mg/kg in samples collected from the 0- to 2-inch depth interval and up to 12,100 mg/kg from the 6- to 12-inch depth interval at Storm Sewer Outfall B located approximately 470 feet downstream of the former East Swale Outfall.
- Concentrations up to 10,500 mg/kg (0 to 2 inches) at the bend in the South Ditch, which is located approximately 830 feet downstream of the former East Swale Outfall.
- Concentrations up to 4,680 mg/kg (0 to 2 inches) at current Outfall 001 (former Oil Skimmer Pond outfall) located approximately 1,170 feet downstream of the former East Swale Outfall.
- Concentrations up to 16,200 mg/kg in samples collected from the 0- to 2-inch depth interval and up to 4,350 mg/kg from the 6- to 12-inch depth interval at the western end of the South Ditch.

The highest concentrations of arsenic (i.e., up to 239 mg/kg) were detected in soil/sediment samples collected at Storm Sewer Outfall B. Elevated TPH concentrations (i.e., up to 250,000 mg/kg) and PAHs were detected in soil/sediment samples collected during historic and RI sampling. However, the TPH concentrations observed during the supplemental RI sampling conducted in December 2005 were much lower (i.e., ranging from non-detect levels to 250 mg/kg). In addition, PAHs were not detected in the oily material collected from the former Oil Skimmer Pond. Therefore, the RI Report concluded that the TPH and PAH concentrations detected in the South Ditch were likely the result of the surface water discharge from Storm Sewer Outfall B.

Groundwater and surface water elevation data indicate that the South Ditch is a gaining stream (i.e., groundwater discharges to the ditch) from the EFA westward. The RI Report indicated that the geochemical and surface water sample data collected during the RI indicate that the waters in contact with the PCol-bearing soils/sediments within/along the South Ditch do not cause the dissolution and migration of the PCols to any significant degree. This is further demonstrated by the fact that PCols have not been detected at elevated concentrations in surface water samples collected within the OCA, which is hydraulically downstream of the South Ditch, as further discussed in the next subsection.

2.2.6 Offsite Creek Area

The OCA is located downstream of the South Ditch and consists of the relatively narrow riparian corridor between Highway 23 and the Scioto River (Figure 3). The OCA measures approximately 12 acres and receives drainage from two principal areas: the offsite creek (which is a continuation of the South Ditch) and the Farm Ditch. The area between Highway 23 and the Chesapeake and Ohio Railroad is referred to as the upper creek, which drains into a triangular-shaped depositional area called the deltaic area located between the railroad tracks and the farm drainage ditch. The OCA also receives runoff from nearby residential/commercial areas, agricultural areas, and effluent from the Earnhart Hill Water District water treatment plant.

Lead-bearing particulates were observed only in certain portions of the OCA. Specifically, the highest concentrations of lead were generally detected in surface soil/sediment samples (i.e., up to 12 inches in depth) collected in the upper creek area (i.e., between Highway 23 and the railroad tracks) and the deltaic area. Elevated concentrations of lead were also observed in depositional areas such as the overbank areas and small channels that rework the overbank areas during high-flow conditions. During the initial sampling under the RI, the maximum lead concentrations (i.e., 5,000 to 10,000 mg/kg) were detected in soil/sediment samples collected from the 0- to 6-inch depth interval in the deltaic area. Lead concentrations generally ranged from 1,000 to 5,000 mg/kg in surrounding areas and ranged from 500 to 1,000 mg/kg in surface sediment samples collected from a secondary channel that runs parallel to and east of the Farm Ditch. During the supplemental investigation activities, lead was detected at a maximum concentration of 15,800 mg/kg (6- to 12-inch depth interval) in a sample collected from the deltaic area. Finally, soil/sediment samples collected west of the railroad tracks during supplemental investigation activities contained TPH at concentrations ranging from 25 to 52 mg/kg).

Analytical results for surface water samples collected from the OCA indicated that dissolved lead was not detected in surface water. Although low levels of total lead were observed in certain surface water samples, indicating some particulate transport at very low concentrations, those concentrations did not exceed Thomson's NPDES permit number for discharge to the South Ditch and were well below both Ohio water quality standards for protection of aquatic organisms and drinking water quality standards (i.e., 15 ug/L for lead).

2.2.7 Former Raw Materials Handling Area

The former Raw Materials Handling Area is a portion of the former industrialized portion of the Site that is located immediately west of the East Swale. During facility operations, this area consisted of open and covered concrete pads and a batch house used for the storage and handling of raw materials and a building for the temporary accumulation/storage of

hazardous waste prior to transportation to an appropriately permitted offsite disposal facility (Figure 3). As noted in Section 1.4.2 of the RI, the building was clean closed in 1985 and EPA approved clean closure of the hazardous waste storage building on June 22, 1992. The structures present at the former Raw Materials Handling Area were subsequently removed as part of the demolition activities performed during 2005 and 2006.

As noted in Ohio EPA's October 17, 2011 letter, the June 1992 *Clean Closure Equivalency Demonstration Hazardous Waste Storage Building Unit* and August 11, 2005 Phase II ESA noted elevated concentrations of lead and arsenic in front of the former hazardous waste storage building. As a result, CTL performed supplemental investigations on behalf of Technicolor in March 2012. Those supplemental investigation activities included the performance of 33 soil borings in paved and unpaved areas located in the vicinity of the former Raw Materials Handling Area and the collection of 66 samples for total arsenic and lead analyses.

As noted in the Supplemental Investigation Report, arsenic and lead were detected in all the soil samples analyzed. Arsenic was detected above the RAO Report's future site worker PRG value in 16 of the 66 samples and four duplicate samples, with only seven such samples located in unpaved areas. Lead was detected above the RAO Report's future site worker PRG in 12 of the 66 samples and three duplicate samples, with only four such samples located in unpaved areas. With the exception of one sampling location, each sample where lead was detected above the RAO Report's future site worker PRG was co-located with a sample where arsenic was also detected above the RAO Report's future site worker PRG..

2.3 Summary of Risk Assessments Included in RI Report

As part of the RI performed for the Site, Exponent conducted both an HHRA and a Phase I Ecological Risk Assessment (ERA). The detailed results of these assessments were previously presented in Sections 6 (HHRA) and 7 (ERA), respectively, of the RI Report and are summarized below.

2.3.1 Human Health Risk Assessment

The HHRA evaluated the potential for adverse human health effects from exposures to impacted media (i.e., soil, sediment, sludge, groundwater, and surface water). The first step in the HHRA involved a screening process through which available Site data for the PCoIs were compared to: (1) risk-based concentrations developed by USEPA for soils; and (2) maximum contaminant levels (for non-lead PCoIs) or national primary drinking water regulation concentration (for lead) for groundwater and surface water. As indicated in Section 6.2 of the RI Report, this screening process resulted in the elimination of the

Former Oil Skimmer Pond and Adjacent Fields from further evaluation as AOIs in the HHRA based on the conclusion that the soils/sediment in those areas were unlikely to contribute significantly to Site-related risks. Similarly, the screening evaluation for the Onsite Soils confirmed the conclusions reached in the RI/FS Work Plan that the Onsite Soils have negligible concentrations of PCols and were not an AOI. Finally, the screening evaluation conducted as part of the HHRA for the groundwater and surface water data at the Site determined that neither groundwater nor surface water was likely to contribute significantly to Site-related risks. Therefore, both groundwater and surface water were eliminated from further evaluation in the HHRA as an exposure medium of interest.

The results of the screening evaluation for the remainder of the AOIs resulted in the following PCols being retained for further evaluation in the HHRA:

- EFA (sludge): antimony, arsenic, and lead;
- East Swale (soil/sediment): antimony, arsenic, and lead;
- South Ditch (soil/sediment): antimony, arsenic, lead, and certain carcinogenic PAHs (i.e., benzo[a]anthracene, benzo[a]pyrene, benzo[b]fluoranthene, dibenzo[a,h]anthracene, and indeno[1,2,3-cd]pyrene); and,
- OCA (soil/sediment): antimony, arsenic, and lead.

The next step in the HHRA involved a review of the Site data, land-use information, and specific requests from Ohio EPA, to identify the populations that had potential exposure to Site-related PCols. That review considered both current and potential future site use/conditions in the absence of land use restrictions and remedial actions to eliminate or mitigate potential exposures. Based on that review, the potential receptors that were evaluated as part of the HHRA included the Onsite Worker, Recreational User/Trespasser, and Hypothetical Future Resident.

The results of the screening steps described above were combined to identify the following AOIs and scenarios that were retained and evaluated in the HHRA: EFA (Onsite Worker), the East Swale (Onsite Worker), the South Ditch (Onsite Worker and Recreational User/Trespasser) and the OCA (Recreational User/Trespasser and Hypothetical Future Resident). To evaluate the potential effects from exposure to soil/sediment or sludge containing lead, the HHRA utilized medium-specific lead concentrations and evaluated potential risks against the USEPA recommended blood lead concentration goal of 10 micrograms per deciliter (ug/dL). The results of the lead assessment included the following:

- When assuming weekly exposures to the Onsite Worker, Recreational User/Trespasser, and Hypothetical Future Resident, the predicted 95th percentile blood lead concentrations were generally below 10 ug/dL (i.e., when default parameter values were incorporated into USEPA's recommended approaches for assessing lead).
- Onsite Worker weekly exposure to lead in soil/sediment within the East Swale or South Ditch resulted in predicted 95th percentile blood lead concentrations below 10 ug/dL when the default ingestion rate was used.
- Under the Hypothetical Future Resident scenario for the OCA requested by Ohio EPA for inclusion in the HHRA, the predicted 95th percentile blood lead concentrations for young children, who were assumed to have infrequent exposure in this area, were all below 10 ug/dL. When evaluating exposures to older children, using the default soil ingestion rate and higher exposure frequencies of 50 and 175 days/year, the predicted 95th percentile blood lead concentrations for the deltaic and upper creek areas were less than 10 ug/dL.

The HHRA also included an evaluation of calculated risks to exposures from carcinogenic CoIs at the retained AOIs. Arsenic was the only carcinogenic CoI identified in most AOIs and when other carcinogenic CoIs were identified, arsenic was the primary contributor to the estimated cancer risks. The risk estimates calculated for each AOI containing carcinogenic CoIs were compared to USEPA's acceptable risk range of 1×10^{-4} to 1×10^{-6} and the Ohio EPA target level of 1×10^{-5} . The results of the cancer risk estimate calculations indicated the following:

- The risk estimates calculated for each retained AOI containing carcinogenic CoIs (i.e., the EFA, East Swale, and South Ditch) were within USEPA's acceptable risk range of 1×10^{-4} to 1×10^{-6} and below the Ohio EPA target level of 1×10^{-5} .
- The risk estimates calculated for the Recreational User/Trespasser in the South Ditch and the OCA were 9×10^{-7} and 4×10^{-7} , respectively, assuming monthly exposure, and 4×10^{-6} and 2×10^{-6} , respectively, assuming weekly exposure.

The summary of the HHRA (Section 6.5.3.2 of the RI) stated that, even if an Onsite Worker was assumed to be present in all three areas of the Site on each day of exposure, the estimated potential risk would be 2×10^{-5} . This risk estimate exceeded Ohio EPA's target risk level of 1×10^{-5} . It is important to note, however, that this estimate was not representative of actual site conditions as it represented the sum of the estimated risks for the three onsite AOIs (i.e., the EFA, East Swale, and South Ditch). If Onsite Workers are present in all areas of the Site during their workdays, the total risk due to that exposure

would be more appropriately represented by the average of the three risk estimates, rather than the sum. The arithmetic average of the estimated risks, assuming that individuals spend an equal portion of their workdays in the three AOIs, was 8×10^{-6} , which was below the target risk level established by Ohio EPA.

Potential non-cancer health effects associated with non-lead CoIs were also evaluated as part of the HHRA. A Hazard Index (HI) was calculated for each of the evaluated exposure scenarios and compared to USEPA's target HI of 1.0. An HI below 1.0 indicates that no adverse non-cancer health effects are expected to occur.

The primary contributor to non-cancer health effects at the Site was arsenic. The results of the non-cancer assessment indicated the following:

- The HI for the Onsite Worker assuming monthly exposure ranged from 0.01 to 0.02 for the EFA, the East Swale, and the South Ditch. When weekly exposure was assumed, the HI ranged from 0.05 to 0.08. The HHRA summary reported that if the Onsite Worker contacted soil/sediment in all three AOIs combined during the workday, the calculated HI would be 0.05 when assuming monthly exposure, and 0.2 when weekly exposure was assumed. Although these HIs were well below USEPA's benchmark of 1.0, these values represented the sums of the individual HIs calculated for the three AOIs. As previously discussed, the more representative average HIs for these two scenarios, when assuming contact in all three areas during the workday, were 0.02 and 0.07, respectively.
- The HIs for the Recreational User/Trespasser were 0.02 in the South Ditch and 0.01 in the OCA when monthly exposure was assumed. When weekly exposures were assumed, the HIs for the South Ditch and the OCA were 0.07 and 0.04, respectively.

In summary, all of the calculated cancer risks fell within the USEPA's acceptable risk range when USEPA default parameter values were incorporated into the risk assessment. In addition, all of the calculated HIs were well below the USEPA benchmark of 1.0. Lead was the only constituent for which unacceptable health risks (i.e., some predicted 95th percentile blood lead concentrations greater 10 ug/dL) were calculated for some exposure scenarios.

2.3.2 Phase I Ecological Assessment

As part of the RI, a Phase I ERA was completed to evaluate the need for a Phase II Ecological Assessment. Key conclusions from the Phase I ERA consisted of the following:

- Only terrestrial environments are of concern.
- The EFA and the OCA are the only AOIs with habitats for consideration.
- Lead is the only PCoI for potential ecological receptors.
- The only relevant exposure routes for potential receptors are food ingestion and incidental soil ingestion.

The Phase I ERA ultimately concluded that lead concentrations present in soil/sediment do not pose a significant ecological risk to receptor populations. This conclusion was based on the overall habitat quality and distribution of lead in the EFA and the OCA, size of receptor home ranges relative to the size of the EFA and the OCA, proportion of receptor population potentially affected by exposure to lead, bioavailability of lead, toxicity of lead to receptors, and quantitative food-web exposure models. Based on these findings, it was concluded in the RI (and subsequently approved by Ohio EPA) that a Phase II Ecological Assessment was not required for the Site.

3. Preliminary Remediation Goals and Remedial Action Objectives

As previously indicated in this report, Task 8A of the RI/FS Work Plan indicates that RAOs that specify the Cols, media of interest, potential exposure pathways, and remediation goals will be established in the Interim RAO Report. Further, the PRGs that are to be included in the Interim RAO Report should be based upon readily available information such as the results of the RI, chemical-specific ARARs and the results of the baseline risk assessments. Therefore, this section provides information regarding the development of the PRGs and RAOs that were developed as part of the Interim RAO Report for use in developing the forthcoming FS Report. Specifically, this section provides information regarding certain institutional controls that will be implemented at the Site (based on previous agreements) and the preliminary identification of potential ARARs, both of which were considered in the calculation of the PRGs and the development of the RAOs presented herein. This section also includes certain additional PRGs that were specified in Ohio EPA's June 14, 2011 comment letter for inclusion in this Revised Interim RAO Report and the associated RAOs that were developed based on those additional PRGs. Additional details regarding each of these activities are provided in the remainder of this section.

3.1 Institutional Controls and Declaration of Use Restrictions

The use of institutional controls (e.g., environmental covenants, use restrictions, access restrictions, etc.), can eliminate certain exposure scenarios from further consideration during the FS process. Although the implementation of institutional controls and/or access restrictions would typically be discussed in future FS deliverables, a discussion of institutional controls is included herein since such controls have already been secured for this Site. Specifically, institutional controls limiting the potential exposure scenarios applicable to each area for the former plant site (i.e., Former Manufacturing Area, EFA, East Swale, and South Ditch) and the OCA have already been secured. Additional details are provided below.

As previously indicated in Section 1.2, Thomson previously provided Ohio EPA with a Site redevelopment plan indicating that the anticipated future uses for the developed portion of the Site will be consistent with the current zoning regulations (i.e., commercial/industrial) (see Figure 3). Subsequent to submittal of that redevelopment plan and, as documented in Section 1.2 of the RI Report, Thomson and GE worked with the current owner to develop an EC, which includes activity and use limitations prohibiting possible future residential uses of the prior industrialized portion of the property, including the Former Manufacturing Area, East Swale, EFA and identified portions of the South Ditch. That EC, which was developed pursuant to the Ohio Uniform Environmental Covenants Act, Ohio Revised Code §5301.80-5301.92, was revised and resubmitted to the Ohio EPA on June 17, 2011. The EC was executed by all parties and then recorded on December 28, 2011 in the office of the

Pickaway County Recorder (attached as Appendix A). The portion of the property subject to the covenant is depicted on Figure 4. The boundaries of the property subject to the covenant are described in the legal descriptions provided as an exhibit to the EC.

In addition, an EC has been executed by Richards Farms, Inc., Richards Land Company, William J. Richards, and Grace S. Richards (Richards entities), GE, Technicolor and Ohio EPA and was recorded on August 24, 2012 in the office of the Pickaway County Recorder (copy provided in Appendix B). The EC was developed pursuant to the Ohio Uniform Environmental Covenants Act, Ohio Revised Code §5301.80-5301.92. The EC, which covers the OCA, restricts the OCA to the limited uses set forth in the EC, prohibits other uses of the OCA, and prohibits the use of groundwater for any potable purposes. The portion of the OCA that will be restricted under the EC is illustrated on Figure 5. As a result of the EC, the residential use and agricultural use scenarios for the portions of the OCA owned by the Richards entities are not reasonably foreseeable use scenarios. This information was incorporated into both the RI Report and the Interim RAO Report.

The implementation of these two environmental covenants will eliminate the potential for the Hypothetical Future Resident scenario to occur within the portions of the former plant site and OCA subject to the covenants. Other potential additional institutional controls or access restrictions that may be established for the Site will be evaluated and discussed as part of the forthcoming FS Report.

3.2 Potential ARARs

Several potential ARARs will be evaluated to determine their applicability to the Site and the potential remedial alternatives that will be developed for the Site. As indicated in Task 8A of the RI/FS Work Plan, such ARARs may include requirements or limitations for: (1) chemicals found at the Site (chemical-specific ARARs); (2) remedial actions proposed for the Site (action-specific ARARs); and (3) special characteristics for the Site location or areas adjacent to the Site (location-specific ARARs).

Since the full array of remedial alternatives and scope of the remedial actions that may be implemented at the Site will be developed for inclusion in the FS Report, it is not possible to identify all potential ARARs at this time. Nevertheless, certain potential ARARs have been identified based upon the results of the RI Report and the nature and extent of site impacts that may be included in the FS Report. As the scope of potential remedial alternatives is developed during preparation of the FS Report, select ARARs described below may not be relevant to the Site and additional ARARs not listed below may be identified and considered. Additional information regarding potential ARARs is provided below.

3.2.1 Chemical-Specific ARARs

As indicated above, Task 8A of the RI/FS Work Plan indicated that the PRGs presented in this Interim RAO Report would be based, in part, on chemical-specific ARARs. Such ARARs are usually health- or risk-based numerical values or methodologies, which, when applied to site-specific conditions, result in the establishment of numerical values for each Col. Such values establish the acceptable amount or concentration of a Col that may be found in, or discharged to, the ambient environment. Table 1 presents a summary of the potential chemical-specific ARARs that may be applicable to the future remedial alternatives identified for the Site.

Based on the results of the HHRA presented in the RI Report (indicating that all carcinogenic and non-carcinogenic, non-lead constituents did not pose unacceptable risk), the only Col for which PRGs were calculated in the Interim RAO Report was lead within the EFA (sludge), East Swale (soil/sediment), South Ditch (soil/sediment), and OCA (soil/sediment). However, as previously indicated, Ohio EPA's June 14, 2011 comment letter required the incorporation of certain PRGs (and RAOs) for antimony, arsenic, and lead into this Revised Interim RAO Report. In addition to the AOs listed above, the Ohio EPA's comment letter also indicated that the PRGs for all three constituents would be applicable to soils in the Former Manufacturing Area, which includes the former Raw Materials Handling Area. The primary potential chemical-specific ARAR considered during the development of the site-specific PRGs/RAOs for these three constituents is Ohio EPA's Division of Emergency and Remedial Response (DERR) Voluntary Action Program (VAP, 2009) generic numerical standards presented in Ohio Administrative Code (OAC) 3745-300-08.

The OAC presents generic direct-contact standards (GDCS) based on a single chemical exposure resulting from ingestion of soil, dermal contact with soil, and inhalation of volatile and particulate emissions from soil. The Ohio VAP soil GDCS for antimony, arsenic, and lead are presented in the following table. Note that the VAP also allows for the calculation of site-specific standards under OAC 3745-300-09. In addition, the VAP does not provide soil GDCS for either a Recreational or Trespassing scenario. For those scenarios, the Ohio VAP provides that applicable standards are to be derived in accordance with OAC 3745-300-09.

Table 3-1 – Chemical-Specific ARARs for Antimony, Arsenic, and Lead

Constituent	Residential Land Use (mg/kg)	Construction and Excavation Activities (mg/kg)	Commercial/Industrial Land Use (mg/kg)
Antimony	30	390	1,200
Arsenic	6.7 ¹	420	82
Lead	400	750	1,800

3.2.2 Action-Specific ARARs

Action-specific ARARs are usually technology- or activity-based requirements or limitations on actions taken with respect to hazardous waste management and site cleanup. Table 2 presents a summary of the potential action-specific ARARs that might be applicable to the future remedial alternatives identified for the Site.

The United States Department of Transportation (USDOT) and New York State rules for the transport of hazardous materials are provided in 49 CFR Parts 107 and 171.1 through 172.558 and Ohio Reserved Code (ORC) 3745-52-12, 20, 22, 23, 30-34, 40, and 41. These rules include procedures for packaging, labeling, manifesting and transporting hazardous materials and are potentially applicable to the transport of hazardous materials under any potential remedial alternative (to be evaluated in the FS Report). During site remedial activities, contractors transporting waste materials to appropriate off-site must be properly licensed/permited.

Remedial alternatives conducted within the Site must comply with applicable requirements outlined under the Occupational Safety and Health Administration (OSHA). General industry standards are outlined under OSHA (29 CFR 1910) that specify time-weighted average concentrations for worker exposure to various compounds and training requirements for workers involved with hazardous waste operations. The types of safety equipment and procedures to be followed during site remediation are specified under 29 CFR 1926, and record keeping and reporting-related regulations are outlined under 29 CFR 1904.

¹ Ohio EPA's June 14, 2011 comment letter on the Interim RAO Report directed that the site-specific background value of 33 mg/kg should be used as the PRG for arsenic when risk-based values are below this concentration, as is the case under a residential land use scenario.

In addition to OSHA requirements, the RCRA (40 CFR 264) preparedness and prevention procedures, contingency plan and emergency procedures are potentially relevant and appropriate to those remedial alternatives that include generation, treatment or storage of hazardous wastes.

3.2.3 Location-Specific ARARs

Location-specific ARARs are typically restrictions placed on the concentration of hazardous substances or the conduct of activities solely because they occur in specific locations. Table 3 presents a summary of the potential location-specific ARARs that might be applicable to the future remedial alternatives identified for the Site.

Based on the Federal Emergency Management Agency (FEMA) National Flood Insurance Program Map Number 39129C0325H, dated September 30, 1999 portions of the OCA (i.e., west of U.S. Route 23) are located within the limits of a 100-year floodplain. Location-specific ARARs may also include local requirements, such as local building permit conditions for permanent or semi-permanent facilities constructed during the remedial activities (if any) and influent/pre-treatment requirements for discharging water to the local POTW (if water treatment is deemed necessary in support of remedial activities).

3.3 Development of Potential Risk-Based PRGs for Lead

As indicated in Section 2.2, the HHRA conducted by Exponent evaluated potential lead exposures and risks for current and future Onsite Workers, current and future Recreational Users/Trespassers, and Hypothetical Future Residents, using a variety of exposure assumptions. Those potential exposures and risks associated with lead were evaluated using USEPA's standard methodologies while incorporating a wide range of exposure parameters and assumptions, as well as USEPA default values.

Although the HHRA evaluated multiple permutations to provide a wide range of risk results, not all exposure rates and frequencies used therein are appropriate for the Site. Specifically, the use of the intensive soil ingestion rate for all exposure scenarios is not consistent with USEPA's recommended methodology for evaluating lead exposures. Additionally, the exposure frequencies selected for some evaluations are not consistent with the scenarios being evaluated. As a result, risk-based PRGs for lead were calculated for the Interim RAO Report using ingestion rates and exposure frequencies that are appropriate to both the likely exposure scenarios being evaluated and site-specific conditions, as further discussed in the following sections.

3.3.1 Soil Ingestion Rate

The HHRA included estimates of potential lead risks using standard methodologies outlined in USEPA guidance for evaluating lead exposures, including the use of the default soil ingestion rate of 50 mg/day for adults and older children (USEPA, 2010a).² This same approach was used for these age groups in the Interim RAO Report. Thus, the USEPA default rate of 50 mg/day was used in the Interim RAO Report to calculate potential risks due to lead for the Current/Future Recreational User/Trespasser, Current Onsite Worker, and Future Onsite Worker scenarios.

3.3.2 Exposure Frequency

The Current Onsite Worker scenario presented in the HHRA was evaluated using an exposure frequency of 50 days/year based on current site-specific conditions, which resulted in acceptable risks. This exposure frequency was also used in the Interim RAO Report to develop the lead PRG for the Current Onsite Worker. At the request of Ohio EPA, the HHRA included additional analyses to evaluate the potential impact on blood lead concentrations assuming exposure frequencies of twice per week (100 days/year), every other day (110 days/year), and every work day (219 days/year). If the Site were to be more regularly used for industrial/commercial purposes in the future, it is possible that future site activities might occur on a daily basis. Therefore, the default worker exposure frequency of 219 days/year provided in the ALM model was used to develop the risk-based lead PRG for the Future Onsite Worker that was presented in the Interim RAO Report.

The Recreational User/Trespasser scenario was also evaluated in the HHRA using a range of exposure frequencies. Specifically, the HHRA used a baseline exposure frequency of 50 days/year based, on current conditions, and a reasonable upper-bound

² At the request of Ohio EPA, the HHRA also included several alternative calculations that used an “intensive” soil ingestion rate of 100 mg/day. The use of this “intensive” rate is inconsistent with USEPA’s recommended methodology (USEPA, 2010a) for evaluating lead exposures. Specifically, lead is evaluated differently from other constituents when completing risk assessments. While USEPA recommends the use of an upper bound soil ingestion rate when conducting standard (i.e., non-lead) risk assessments, its guidance for the evaluation of potential lead exposures recommends that the soil ingestion rates used to evaluate these potential exposures be central tendency (i.e., arithmetic mean) values (http://www.epa.gov/superfund/health/contaminants/lead/_products/adultpb.pdf). Thus, for the Adult Lead Methodology (ALM), USEPA recommends and uses a default rate of 50 mg/day as the soil ingestion rate for older children and adults (USEPA, 2003).

exposure frequency of 100 days/year.³ As indicated in the RI Report and summarized in Section 2.3 of this Revised Interim RAO Report, the HHRA demonstrated an acceptable level of risk in all areas for the Recreational User/Trespasser assuming the default soil ingestion rate of 50 mg/day and a reasonable upper-bound exposure frequency of 100 days/year, indicating that current conditions do not pose a potential hazard to those individuals. Nevertheless, a risk-based lead PRG was calculated for this scenario using these exposure assumptions, in order to provide a point of comparison for site soils/sediments.

3.3.3 Calculation of Lead PRGs

The ALM approach only considers exposures to lead through ingestion of soil. Consequently, the assumptions about soil ingestion and exposure frequency were combined to calculate risk-based PRGs for lead in the Interim RAO Report using the following assumptions:

- Current Onsite Worker exposed 50 days/year with a soil ingestion rate of 50 mg/day;
- Future Onsite Worker exposed 219 days/year with a soil ingestion rate of 50 mg/day; and,
- Current/Future Recreational User/Trespasser exposed 100 days/year at a soil ingestion rate of 50 mg/day.

³ At the request of Ohio EPA, the HHRA also considered additional hypothetical exposure frequencies of 175 days/year (every other day), and 350 days/year (daily). It is reasonable to consider some variability in exposure frequency may exist for a Recreational User/Trespasser, since activities may differ in different portions of the Site and current activities could differ from future activities. However, an exposure frequency of 350 days/year is not consistent with a recreational scenario. This exposure frequency is actually the default value for residential exposures. Similarly, an exposure frequency of 175 days/year is not appropriate, as there are no portions of the Site that would likely experience this level of usage by a Recreational User or Trespasser. Although access to the OCA cannot be controlled, the steep slopes and heavy vegetation surrounding and within the OCA are likely to prevent frequent (i.e., daily or every other day exposure frequency) usage of the area. In fact, such a frequency would be highly unusual for a Recreational User scenario at any location (much less a location that is so hard to access), except where there are organized, formal recreational areas, such as parks and playing fields.

A risk-based lead PRG was not calculated in the Interim RAO Report for either the Future Hypothetical Resident or the Future Construction/Excavation Worker scenario. Instead, the default values of 400 mg/kg, used by both USEPA and the Ohio EPA's VAP for residential exposure, and 750 mg/kg, used in Ohio EPA's VAP for construction workers, were selected by Ohio EPA as the PRG for lead for those hypothetical future scenarios.

Subsequent to the calculations presented in the Interim RAO Report, the Ohio EPA calculated a risk-based lead PRG for the Current/Future Recreational User/Trespasser scenario for incorporation in this Revised Interim RAO Report. As documented in Ohio EPA's June 14, 2011 comment letter, that calculation assumed an exposure frequency of 100 days over a 224 day period (32 weeks)⁴ and a soil ingestion rate of 100 mg/day.

These scenario-specific lead PRGs (including those presented in the Interim RAO Report and those provided as attachments to Ohio EPA's June 14, 2011 comment letter) are summarized in the following table. Calculations for the Current Onsite Worker, Future Onsite Worker and Current/Future Recreational User/Trespasser scenarios, as presented in the Interim RAO Report, are presented in Tables 4, 5 and 6, respectively. Ohio EPA's calculation for the Current/Future Recreational User/Trespasser scenario is presented in Table 7.

Table 3-2 – Summary of Potential Risk-Based Lead PRGs

Exposure Scenario	Soil Ingestion Rate¹ (mg/day)	Exposure Frequency (days/year)	Averaging Time (days)	Risk-Based PRG for Lead (mg/kg)
Current Site Worker	50	50	365	9,810
Future Site Worker	50	219	365	2,240
Current/Future Recreational User/Trespasser Calculated by GE	50	100	365	4,904

⁴ The calculation included in the Interim RAO Report assumed that exposure frequency of 100 days occurred throughout the year while the calculation conducted by Ohio EPA assumed the same total days of exposure occurred over a reduced averaging time of 32 weeks (i.e., a 224 day) period.



Exposure Scenario	Soil Ingestion Rate ¹ (mg/day)	Exposure Frequency (days/year)	Averaging Time (days)	Risk-Based PRG for Lead (mg/kg)
Current/Future Recreational User/Trespasser Calculated by Ohio EPA	100	100	224	1,505

Notes:

1. 50 mg/day is the default ingestion rate for the ALM according to USEPA Guidance (USEPA, 2010a); 100 mg/day is the rate specified by Ohio EPA in its June 14, 2010 comment letter.

3.4 Calculation of Risk-Based PRGs for Antimony and Arsenic

Risk-based PRGs were not calculated for antimony or arsenic in the Interim RAO Report. However, Ohio EPA's June 14, 2011 comment letter directed GE to incorporate certain risk-based PRGs for antimony and arsenic for the Future Onsite Worker, Future Construction/Excavation Worker and Current/Future Recreational User/Trespasser scenarios in this Revised Interim RAO Report. As indicated therein, these risk-based PRGs were calculated by Ohio EPA using the Risk Assessment Information System (RAIS) PRG Calculator and the default assumptions included in that tool. These scenario-specific antimony and arsenic PRGs are presented in Tables 8 and 10 and summarized in the following table.

Table 3-3 – Summary of Potential Risk-Based Antimony and Arsenic PRGs Calculated by Ohio EPA

Exposure Scenario	Soil Ingestion Rate (mg/day)	Exposure Frequency (days/year)	Risk-Based PRG for Antimony (mg/kg)	Risk-Based PRG for Arsenic (mg/kg)
Future Site Worker	100	225	454	1.77
Current/Future Recreational User/Trespasser	100 (adult) 200 (young child)	75	146	1.82
Future Construction/Excavation Worker	330	20	1550	166

3.5 Summary of Preliminary Remedial Goals

PRGs for the Site have been developed based on both current and potential future site activities using ARARs provided under Ohio EPA’s VAP (i.e., GDCS; where available), USEPA’s Regional Screening Levels, and risk-based PRGs, as permitted under Ohio EPA’s VAP. The exception to this is the PRG for arsenic. Ohio EPA directed that when the scenario-specific, risk-based PRGs calculated for arsenic exceeded the site-specific background level of 33 mg/kg, the background concentration should be used as the PRG. The following table provides a summary of the chemical- and scenario-specific PRGs developed for the Site and the PRGs that were selected based on those.

Table 3-4 – Summary of PRGs Potentially Applicable to the Site

Exposure Scenario	Constituent	Risk-Based PRG ¹ (mg/kg)	USEPA RSL PRG ² (mg/kg)	VAP PRG ³ (mg/kg)	Selected PRGs (mg/kg)
Current Site Worker	Antimony	---	---	---	---
	Arsenic	---	---	---	---
	Lead	9,810	---	---	9,810
Future Site Worker	Antimony	454	410	1,200	410
	Arsenic	1.77	1.6	82	33 ⁴
	Lead	2,240	800	1,800	800
Current/Future Recreational User/Trespasser	Antimony	146	---	---	146
	Arsenic	1.82	---	---	33 ⁴
	Lead (GE) Lead (Ohio EPA)	4,905 1,505	---	---	1,505
Hypothetical Residential Land Use	Antimony	---	31	30	30
	Arsenic	---	0.39	6.7	33 ⁴
	Lead	---	400	400	400



Exposure Scenario	Constituent	Risk-Based PRG ¹ (mg/kg)	USEPA RSL PRG ² (mg/kg)	VAP PRG ³ (mg/kg)	Selected PRGs (mg/kg)
Future Construction/ Excavation Worker	Antimony	1,550	---	390	390
	Arsenic	166	---	420	420
	Lead	---	---	750	750

Notes:

1. Risk-based PRGs developed by GE for the Interim RAO Report or Ohio EPA, as described in Sections 3.3 and 3.4.
2. EPA RSLs for constituents other than lead are based on either a 10⁻⁶ risk level or a hazard index of 1.
3. Generic chemical-specific GDCS contained in Ohio EPA's VAP.
4. Per Ohio EPA's June 14, 2011 comment letter, the site-specific background concentration of 33 mg/kg for arsenic is to be used as the PRG when the scenario-specific risk-based values are below this concentration.
5. --- Indicates that PRG is not available or has not been developed for the given scenario.

From the list of potential PRGs described above, Ohio EPA's June 14, 2011 comment letter specified the AOIs and PRGs that should be retained for evaluation in the Feasibility Study Report. Those AOIs and PRGs are summarized in Table 11.

3.6 Remedial Action Objectives

Consistent with Task 8A of the RI/FS Work Plan, site-specific RAOs have been developed specific to Cols, media of interest, potential exposure pathways, and remediation goals. If met, the RAOs would be protective of human health and the environment based on the environmental concerns identified at the Site. As part of the forthcoming FS Report, potential remedial alternatives will be evaluated relative to their ability to meet the RAOs and be protective of human health and the environment.

Based on the results of the RI, HHRA, and Phase I ERA (as documented in the RI Report and summarized in Section 2.3 of this Revised Interim RAO Report), and the PRGs specified by the Ohio EPA's June 14, 2011 and June 13, 2012 comment letters (as summarized in Section 3.5 and Table 11), achievement of the following RAOs will be protective of human health and the environment.

- Implement/maintain measures to prevent future residential use of the “developed” portion of the former plant Site (i.e., Former Manufacturing Area [which includes the former Raw Materials Handling Area], EFA, East Swale, and South Ditch) and the portions of the OCA owned by the Richard’s entities.
- Implement/maintain measures to prevent Current and Potential Future Site Worker exposure to EFA sludge.
- Prevent Current/Future Site Worker direct exposure to soils/sediments within the Former Manufacturing Area (which includes the former Raw Materials Handling Area), EFA, East Swale/South Ditch, and Upper Creek Area that contain: (1) discrete concentrations of antimony, arsenic, or lead above the appropriate PRGs; or, (2) exposure point concentrations (EPCs) of antimony, arsenic, or lead above the appropriate PRGs calculated using the 95% Upper Confidence Limit (UCL).
- Prevent Future Construction/Excavation Worker direct exposure to soils/sediments within the Former Manufacturing Area (which includes the former Raw Materials Handling Area), East Swale/South Ditch, and Upper Creek Area that contain: (1) discrete concentrations of antimony, arsenic, or lead above the appropriate PRGs; or, (2) EPCs of antimony, arsenic, or lead above the appropriate PRGs calculated using the 95% UCL.
- Prevent Recreational User/Trespasser direct exposure to soils/sediments in the East Swale/South Ditch, Upper Creek Area, and Deltaic/Non-Deltaic portions of the OCA that contain: (1) discrete concentrations of antimony, arsenic, or lead above the appropriate PRGs; or, (2) EPCs of antimony, arsenic, or lead above the appropriate PRGs calculated using the 95% UCL.
- Prevent Future Resident direct exposure to soils/sediments within the Upper Creek Area and Deltaic/Non-Deltaic portions of the OCA that contain: (1) discrete concentrations of antimony, arsenic, or lead above the appropriate PRGs; or, (2) EPCs of antimony, arsenic, or lead above the appropriate PRGs calculated using the 95% UCL.

The FS will evaluate remedial technologies that will result in the RAOs being met at the Site. To determine compliance with the PRGs, soil concentrations for antimony, arsenic, and lead will be analyzed by two methods: (1) the 95% UCL and (2) discrete concentrations.

For the first option, the 95% UCL of the soil data for antimony, arsenic, and lead will be compared to the appropriate PRGs to evaluate the potential need and type of remedial action(s). For the second option, the chemical-specific concentrations of antimony, arsenic, and lead will be compared to the PRGs on a point-by-point (or discrete) basis.

The 95% UCL approach is consistent with Ohio EPA's VAP. Under the VAP, the 95% UCL on the arithmetic mean of a given data set can be used to determine which soils may potentially be subject to remedial action. Moreover, USEPA's recommended methodology for evaluating potential exposures to lead in soil specifies that the arithmetic mean concentration be used as the exposure point concentration (EPC); further indicating that use of a mean value is consistent with meeting the site risk goals.

4. Future Activities and Schedule

Following Ohio EPA approval of this Revised Interim RAO Report, a Feasibility Study Report will be prepared and submitted. As specified in Task 10B of the RI/FS Work Plan, that document will provide a detailed analysis of remedial alternatives for impacted site media to provide Ohio EPA with the information needed for selection of a site remedy. The detailed analysis will consist of an individual analysis of each remedial alternative against eight evaluation criteria followed by a comparative analysis of the alternatives using the same evaluation criteria as the basis for comparison. As indicated in the RI/FS Work Plan, the following types of alternatives will be developed:

- A no-action alternative that provides an in-depth analysis of the impacts of no action. This alternative will be used as the baseline for the comparison of remedial alternatives.
- Alternatives that use technologies to reduce toxicity, mobility, or volume.
- Alternatives that attain the PRG concentrations given in Section 3.5 and Table 3-4, as set forth in Section 3.6.
- Alternatives that include measures to supplement or substitute for cleanup technologies, such as institutional controls.
- Alternatives that are combinations of the any of the above alternatives.

The alternatives will be developed using a matrix approach for the soil/sediment listing the feasible process options that have the potential to achieve each RAO.

Based on the information provided in this Revised Interim RAO Report, the FS Report is expected to focus on developing appropriate remedial alternatives to address soil/sediment within the AOIs that were demonstrated in the RI to contain lead or other compounds at exposure point concentrations that present an unacceptable risk under the current and reasonably foreseeable future exposure scenarios. Only reasonable remedial alternatives will be carried through to the full evaluation. If conducted, the final screening of the alternatives will be based on the evaluation criteria outlined in USEPA's National Contingency Plan.

The forthcoming FS Report will provide a detailed analysis of the technologies and remedial alternatives. As previously indicated, the Parties (Ohio EPA, GE, and Technicolor) have conferred and agree that the work and deliverables due under SOW Tasks 8B (Technologies Screening), 8C (Alternatives Array), 9A (Treatability Study Work Plan), 9B (Treatability Study Evaluation Report), and 10A (Detailed Analysis of Alternatives Report)



**Revised Interim Remedial
Action Objectives Report**

Thomson Consumer Electronics
Circleville, Ohio

will be, to the extent applicable, encompassed within the Feasibility Study Report (Task 10B). As a result, the Alternatives Array Report, Treatability Study Work Plan, and Treatability Study Evaluation Report are no longer required submittals. The FS Report will be provided to Ohio EPA approximately 90 days after receipt of Ohio EPA approval for this Revised Interim RAO Report.

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Tables

**TABLE 1
POTENTIAL CHEMICAL-SPECIFIC ARARs**

**REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO**

Medium	Potential Requirement	Requirement Synopsis
Federal		
Soil	RCRA-Regulated Levels for Toxic Characteristics Leaching Procedure (TCLP) Constituents 40 CFR Part 261	These regulations specify the TCLP constituent levels for identification of hazardous wastes that exhibit the characteristic of toxicity.
Soil	Universal Treatment Standards/Land Disposal Restrictions (UTS/LDRs) 40 CFR Part 268	Identifies hazardous wastes for which land disposal is restricted and provides a set of numerical constituent concentration criteria at which hazardous waste is restricted from land disposal (without treatment).
Surface Water	Clean Water Act (CWA) s. 304(a), Ambient Water Quality Criteria (AWQC) for Protection of Human Health and Aquatic Life, 40 CFR 131	AWQCs are developed under the CWA as guidelines from which states develop water quality standards for protection of human health and aquatic organisms.
Surface Water	Clean Water Act (CWA) Ambient Water Quality Criteria (WQC) for Protection of Human Health and Aquatic Life. Env-ws 430.	Establishes water quality standards for protection of human health and aquatic organisms. Standards include dissolved oxygen, pH, bacteria, toxic substances, etc.
State		
Waste Material	ORC 3745-207-48 Paragraph A Universal Treatment Standards	Provides chemical specific standards for land disposal.
Waste Material	ORC 3745-54-13 General Analysis of Hazardous Waste	Prior to any treatment, storage, or disposal of hazardous wastes, a representative sample of the waste must be chemically and physically analyzed.
Soil and Groundwater	Ohio Administrative Code (OAC) 3745-300-08	Ohio EPA's Division of Emergency and Remedial Response (DERR) Voluntary Action Program (VAP, 2009) generic numerical standards for soil and groundwater.
Soil and Groundwater	Ohio Administrative Code (OAC) 3745-300-09	Ohio EPA's Division of Emergency and Remedial Response (DERR) Voluntary Action Program (VAP, 2009) provisions for calculating site-specific standards for soil and groundwater.

**TABLE 2
POTENTIAL ACTION-SPECIFIC ARARs**

**REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO**

Medium	Potential Requirement	Requirement Synopsis
Federal		
Soil	Land Disposal Facility Notice in Deed 40 CFR Parts 264 and 265 Sections 116-119(b)(1)	Establishes provisions for a deed notation for closed hazardous waste disposal units, to prevent land disturbance by future owners.
Soil	40 CFR 122.26(C)(1)(ii)(C); 40 CFR 122.44(i); NPDES General Permit for Construction Stormwater Management	Discharges of stormwater associated with construction activities must implement best management practices and other measures, to control pollutants in stormwater discharges during and after construction activities.
Soil	RCRA - 40 CFR 261.24	Testing procedure (TCLP) to assess materials for potential hazardous characteristics including toxicity.
Surface Water	Clean Water Act (CWA), Section 402, National Pollutant Discharge Elimination System (NPDES), 33 USC 1342; 40 CFR 122-125, 129, 131	Standards for the discharge of pollutants into surface waters. Remediation General Permit imposes effluent limitations, standards, prohibitions and best management practices for discharges from construction dewatering of contaminated sites.
Site Worker	Occupational Safety and Health Act (OSHA) - General Industry Standards 29 CFR Part 1910	These regulations specify the 8-hour time-weighted average concentration for worker exposure to various compounds. Training requirements for workers at hazardous waste operations are specified in 29 CFR 1910.120.
Site Worker	OSHA - Safety and Health Standards 29 CFR Part 1926	These regulations specify the type of safety equipment and procedures to be followed during site remediation.
Site Worker	OSHA - Record-keeping, Reporting and Related Regulations 29 CFR Part 1904	These regulations outline record-keeping and reporting requirements for an employer under OSHA.
Site Worker	RCRA - Preparedness and Prevention 40 CFR Part 264.30 - 264.31	These regulations outline requirements for safety equipment and spill control when treating, handling and/or storing hazardous wastes.
Site Worker	RCRA - Contingency Plan and Emergency Procedures 40 CFR Part 264.50 - 264.56	Provides requirements for outlining emergency procedures to be used following explosions, fires, etc. when storing hazardous wastes.

**TABLE 2
POTENTIAL ACTION-SPECIFIC ARARs**

**REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO**

Medium	Potential Requirement	Requirement Synopsis
Air	Clean Air Act-National Ambient Air Quality Standards 40 CFR Part 60	Establishes ambient air quality standards for protection of public health.
Air	RCRA (40 CFR 264, Subpart AA)	Air emission standards for process vents and closed-vent systems and control devices associated with air or steam stripping operations that manage hazardous wastes with organic concentrations of at least 10 ppmw.
Air	RCRA (40 CFR 264, Subpart BB)	Air emission standards for equipment that contains or contacts hazardous wastes with organic concentrations of at least 10 percent by weight.
Waste Material	90 Day Accumulation Rule for Hazardous Waste 40 CFR Part 262.34	Allows generators of hazardous waste to store and treat hazardous waste at the generation site for up to 90 days in tanks, containers and containment buildings without having to obtain a RCRA hazardous waste permit.
Waste Material	RCRA - General Standards 40 CFR Part 264.111	General performance standards requiring minimization of need for further maintenance and control; minimization or elimination of post-closure escape of hazardous waste, hazardous constituents, leachate, contaminated runoff, or hazardous waste decomposition products. Also requires decontamination or disposal of contaminated equipment, structures and soils.
Waste Material	Standards Applicable to Transporters of Applicable Hazardous Waste - RCRA Section 3003 40 CFR Parts 170-179, 262, and 263	Establishes the responsibility of off-site transporters of hazardous waste in the handling, transportation and management of the waste. Requires manifesting, recordkeeping and immediate action in the event of a discharge.
Waste Material	United States Department of Transportation (USDOT) Rules for Transportation of Hazardous Materials 49 CFR Parts 107 and 171.1 - 172.558	Outlines procedures for the packaging, labeling, manifesting and transporting of hazardous materials.
Waste Material	USEPA-Administered Permit Program: The Hazardous Waste Permit Program RCRA Section 3005; 40 CFR Part 270.124	Covers the basic permitting, application, monitoring and reporting requirements for off-site hazardous waste management facilities.

**TABLE 2
POTENTIAL ACTION-SPECIFIC ARARs**

**REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO**

Medium	Potential Requirement	Requirement Synopsis
Waste Material	Land Disposal Restrictions 40 CFR Part 368	Restricts land disposal of hazardous wastes that exceed specific criteria. Establishes Universal Treatment Standards (UTSs) to which hazardous waste must be treated prior to land disposal.
Waste Material	RCRA Subtitle C 40 U.S.C. Section 6901 et seq.; 40 CFR Part 268	Restricts land disposal of hazardous wastes that exceed specific criteria. Establishes UTSs to which hazardous wastes must be treated prior to land disposal.
State		
Soil	ORC 3745-270-49 Paragraphs A - E Land Disposal Restriction for Contaminated Soils	Specifies standards for soil treatment.
Surface Water	Ohio Reserved Code (ORC) 1517.16 Channel Modification Requirements	No governmental body may modify the channel of any watercourse within a wild, scenic, or recreational river area outside the limits of a municipal corporation without approval from the director of the Ohio Department of National Resources.
Surface Water	ORC 3745-1-04 Paragraphs A - E The "Five Freedoms" for Surface Water	All surface waters of the state shall be free from a) objectionable suspended solids, b) floating debris, oil, and scum, c) materials that create a nuisance, d) toxic, harmful, or lethal substances, e) nutrients that create nuisance growth. Pertains to both discharges to surface waters as a result of remediation and any onsite surface waters affected by site conditions.
Surface Water	ORC 3745-1-05 Paragraphs A - C Antidegradation Policy for Surface Water	Requires that best available technology be used to treat surface water discharges. Prevents degradation of surface water quality below designated use or existing water quality.
Waste Material	ORC 3745-52-12, 20, 22, 23, 30-34, 40, and 41	Presents requirements for hazardous waste manifest, packaging, labeling, marking, placarding, accumulation, record
Waste Material	ORC 3745-55-14 Disposal/Decontamination of Equipment, Structures, and Soils	Requires that all contaminated equipment, structures, and soils be properly disposed of or decontaminated. Removal of hazardous wastes or constituents from a unit may constitute generation of hazardous wastes.

**TABLE 3
POTENTIAL LOCATION-SPECIFIC ARARs**

**REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO**

Medium	Potential Requirement	Requirement Synopsis
Federal		
Sediment	Clean Water Act (CWA) Section 404(b) and Rivers and Harbors Act Section 10 (33 U.S.C. 403).	No discharge of dredged or fill material shall be permitted if there is a practicable alternative that has less adverse impact on aquatic ecosystem provided the alternative does not have other significant adverse environmental consequences.
Wetlands	Protection of Wetlands (Executive Order No. 11990) 40 CFR 6, Appendix A (Policy on Implementing E.O. 11990) CWA Section 404(b) (40 CFR 230; 33 CFR 323) and Rivers and Harbors Act Section 10 (33 U.S.C. 403)	Requires that federal agencies' activities avoid, to the extent possible, adverse impacts on wetlands if there is a practicable alternative, and minimize adverse impacts on wetlands if no practicable alternative exists. See preceding item for CWA provisions.
Floodplains	Floodplain Management (Executive Order No. 11988) 40 CFR 6.302(b) and 40 CFR 6, Appendix A (Policy on Implementing E.O. 11988)	Requires that federal agencies evaluate the effects of their actions (including actions undertaken by other entities pursuant to Federal permit or license) on floodplain to avoid or minimize adverse effects on floodplain.
Surface Water	Rivers and Harbors Act (Section 10 [33 U.S.C. 401]) and CWA (Section 404 [33 U.S.C. 1344]), 33 CFR 323	Regulates the discharge of dredged or fill material into waters of the United States. No discharge shall be permitted if there is a practicable alternative that has less adverse impact on resource area. See prior synopsis regarding wetlands medium.
Surface Water	Fish and Wildlife Coordination Act (16 USC 661-666)	Federal agencies, or public or private entities under Federal permit or license, proposing to undertake an action that will control or modify a water body must consult U.S. Fish and Wildlife Service regarding measures to prevent loss of or damage to fish and wildlife resources and to provide for the development and improvement of such resources.
Habitat	Endangered Species Act - 16 USC 1536(a)-(d); 40 CFR 6.302(h); 50 CFR Part 402, Subparts A & B	Requires Federal agencies to take into account the effects of their actions (including actions undertaken by other entities pursuant to Federal permit or license) on federally-listed threatened and endangered species and their habitats. Involves issuance of a biological assessment and a biological opinion if a listed species or critical habitat may be present in the action area. If determined likely to adversely affect a listed species or critical habitat, requires identification of reasonable and prudent alternatives and measures to avoid such effects.

**TABLE 3
POTENTIAL LOCATION-SPECIFIC ARARs**

**REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO**

Medium	Potential Requirement	Requirement Synopsis
Historic Places	National Historic Preservation Act, Protection of Historic Properties (16 USC 470(f); 36 CFR 800)	Requires Federal agencies to take into account the effects of their actions on properties (site, building, structure, or objects) included or eligible for inclusion in the National Register of Historic Places. If, in consultation with the State and/or Tribal Historic Preservation Office, it is determined that the project would have an adverse impact on a listed or eligible historic property within an area of potential effects, then it requires (a) evaluation of alternatives to avoid, minimize or mitigate the adverse impacts, and (b) agreement on such measures or, failing agreement, implementation of such measures identified by the authorizing agency.
State		
Wetlands	ORC 3745-1-51 Paragraphs A - C Wetland Narrative Criteria	Lists criteria to be protected in wetland environments.
Endangered Species	ORC 1518.02 Endangered Plant Species	Prohibits removal or destruction of endangered plant species. Applies to sites where chemicals may harm endangered species.
Endangered Species	ORC 1531.25 Endangered Animal Species	Prohibits removal or destruction of endangered animal species. Applies to sites where chemicals may harm endangered species.
Surface Water	ORC 3745-1-09 Water Use for Scioto River	Establishes water use designations for stream segments within the Scioto River Basin.
Local		
Site Structures	Local Building Codes	Local authorities may require a building permit for any permanent or semi-permanent structure, such as an on-site water treatment system building or a retaining wall.

**TABLE 4
CALCULATION OF RISK-BASED LEAD PRELIMINARY REMEDIATION GOAL FOR THE CURRENT ONSITE WORKER¹**

**REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO**

Variable	Description of Variable	Units	GSDi and PbBo from Analysis of NHANES 1999-2004
$PbB_{fetal, 0.95}$	95 th percentile PbB in fetus	ug/dL	10
$R_{fetal/maternal}$	Fetal/maternal PbB ratio	--	0.9
BKSF	Biokinetic Slope Factor	ug/dL per ug/day	0.4
GSD_i	Geometric standard deviation PbB	--	1.8
PbB_0	Baseline PbB	ug/dL	1.0
IR_S	Soil ingestion rate (including soil-derived indoor dust)	g/day	0.050
$AF_{S,D}$	Absorption fraction (same for soil and dust)	--	0.12
$EF_{S,D}$	Exposure frequency (same for soil and dust)	days/yr	50
$AT_{S,D}$	Averaging time (same for soil and dust)	days/yr	365
--	Lead PRG	ppm	9,810

Notes:

1. Calculation according to USEPA ALM guidance and presented in the Interim RAO Report

TABLE 5
CALCULATION OF RISK-BASED LEAD PRELIMINARY REMEDIATION GOAL FOR THE FUTURE ONSITE WORKER¹

REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO

Variable	Description of Variable	Units	GSDi and PbBo from Analysis of NHANES 1999- 2004
$PbB_{fetal, 0.95}$	95 th percentile PbB in fetus	ug/dL	10
$R_{fetal/maternal}$	Fetal/maternal PbB ratio	--	0.9
BKSF	Biokinetic Slope Factor	ug/dL per ug/day	0.4
GSD_i	Geometric standard deviation PbB	--	1.8
PbB_0	Baseline PbB	ug/dL	1.0
IR_S	Soil ingestion rate (including soil-derived indoor dust)	g/day	0.050
$AF_{S,D}$	Absorption fraction (same for soil and dust)	--	0.12
$EF_{S,D}$	Exposure frequency (same for soil and dust)	days/yr	219
$AT_{S,D}$	Averaging time (same for soil and dust)	days/yr	365
--	Lead PRG	ppm	2,240

Notes:

1. Calculation according to USEPA ALM guidance and presented in the Interim RAO Report

TABLE 6
CALCULATION OF RISK-BASED LEAD PRELIMINARY REMEDIATION GOAL FOR THE CURRENT/FUTURE RECREATIONAL USER/TRESPASSER¹

REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO

Variable	Description of Variable	Units	GSDi and PbBo from Analysis of NHANES 1999-2004
$PbB_{fetal, 0.95}$	95 th percentile PbB in fetus	ug/dL	10
$R_{fetal/maternal}$	Fetal/maternal PbB ratio	--	0.9
BKSF	Biokinetic Slope Factor	ug/dL per ug/day	0.4
GSD_i	Geometric standard deviation PbB	--	1.8
PbB_0	Baseline PbB	ug/dL	1.0
IR_S	Soil ingestion rate (including soil-derived indoor dust)	g/day	0.050
$AF_{S,D}$	Absorption fraction (same for soil and dust)	--	0.12
$EF_{S,D}$	Exposure frequency (same for soil and dust)	days/yr	100
$AT_{S,D}$	Averaging time (same for soil and dust)	days/yr	365
--	Lead PRG	ppm	4,905

Notes:

1. Calculation according to USEPA ALM guidance and presented in the Interim RAO Report

TABLE 7
OHIO EPA CALCULATION OF RISK-BASED LEAD PRELIMINARY REMEDIATION GOAL
FOR THE CURRENT/FUTURE RECREATIONAL USER/TRESPASSER¹

REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO

Variable	Description of Variable	Units	GSD _i and PbB ₀ from Analysis of NHANES 1999-2004
PbB _{fetal, 0.95}	95 th percentile PbB in fetus	ug/dL	10
R _{fetal/maternal}	Fetal/maternal PbB ratio	--	0.9
BKSF	Biokinetic Slope Factor	ug/dL per ug/day	0.4
GSD _i	Geometric standard deviation PbB	--	1.8
PbB ₀	Baseline PbB	ug/dL	1.0
IR _S	Soil ingestion rate (including soil-derived indoor dust)	g/day	0.100
AF _{S, D}	Absorption fraction (same for soil and dust)	--	0.12
EF _{S, D}	Exposure frequency (same for soil and dust)	days/yr	100
AT _{S, D}	Averaging time (same for soil and dust)	days/yr	224
--	Lead PRG	ppm	1,505

Notes:

1. Calculation performed by Ohio EPA and provided its June 14, 2011 comment letter.

TABLE 8
OHIO EPA CALCULATION OF RISK-BASED ANTIMONY AND ARSENIC PRELIMINARY REMEDIATION GOALS
FOR THE FUTURE ONSITE WORKER¹

REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO

Variable	Description of Variable	Units	Parameters
TR	Target Cancer Risk	--	1.00E-06
THQ	Target Hazard Quotient	--	1
EF _{ew}	Exposure Frequency	day/yr	225
ED _{ew}	Exposure Duration	yr	25
LT	Lifetime	yr	70
BW _{ew}	Body Weight	kg	70
IR _{ew}	Soil Ingestion Rate	mg/day	100
--	Antimony PRG	ppm	454
--	Arsenic PRG	ppm	1.77

Notes:

1. Calculations performed by Ohio EPA as presented in its June 14, 2011 comment letter.

TABLE 9
OHIO EPA CALCULATION OF RISK-BASED ANTIMONY AND ARSENIC PRELIMINARY REMEDIATION GOALS FOR THE
CURRENT/FUTURE RECREATIONAL USER/TRESPASSER¹

REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO

Variable	Description of Variable	Units	Parameters
TR	Target Cancer Risk	--	1.00E-06
THQ	Target Hazard Quotient	--	1
EF _r	Exposure Frequency (recreator)	day/yr	75
ED _r	Exposure Duration (recreator)	yr	30
ED ₀₋₂	Exposure Duration (first phase)	yr	2
ED ₂₋₆	Exposure Duration (second phase)	yr	4
ED ₆₋₁₆	Exposure Duration (third phase)	yr	10
ED ₁₆₋₃₀	Exposure Duration (fourth phase)	yr	14
LT	Lifetime (recreator)	yr	70
ET _r	Exposure Time (recreator)	hr	1
BW _a	Body Weight (adult)	kg	70
BW _c	Body Weight (child)	kg	15
ED _c	Exposure Duration (child)	yr	6
IRS _a	Soil Intake Rate (adult)	mg/day	100
IRS _c	Soil Intake Rate (child)	mg/day	200
SA _a	Skin Surface Area (adult)	cm ² /day	5700
SA _c	Skin Surface Area (child)	cm ² /day	2800
AF _a	Skin Adherence Factor (adult)	mg/cm ²	0.07
AF _c	Skin Adherence Factor (child)	mg/cm ²	0.2
IFS _{adj}	Age-Adjusted Soil Ingestion Factor	mg-yr/kg-day	114
DFS _{adj}	Age-Adjusted Soil Dermal Factor	mg-yr/kg-day	361
--	Antimony PRG	ppm	146
--	Arsenic PRG	ppm	1.82

Notes:

1. Calculations performed by Ohio EPA and provided in its June 14, 2011 comment letter.

TABLE 10
OHIO EPA CALCULATION OF RISK-BASED ANTIMONY AND ARSENIC PRELIMINARY REMEDIATION GOALS
FOR THE FUTURE CONSTRUCTION/EXCAVATION WORKER¹

REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO

Variable	Description of Variable	Units	Parameters
TR	Target Cancer Risk	--	1.00E-06
THQ	Target Hazard Quotient	--	1
EF _{ew}	Exposure Frequency	day/yr	20
ED _{ew}	Exposure Duration	yr	1
LT	Lifetime	yr	70
BW _{ew}	Body Weight	kg	70
IR _{ew}	Soil Ingestion Rate	mg/day	330
--	Antimony PRG	ppm	1,550
--	Arsenic PRG	ppm	166

Notes:

1. Calculations performed by Ohio EPA and presented in its June 14, 2011 comment letter.

TABLE 11
SUMMARY OF AOIs, EXPOSURE SCENARIOS, AND PRGs ESTABLISHED BY OHIO EPA FOR EVALUATION IN THE FEASIBILITY STUDY REPORT¹

REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO

Area of Interest	Risk/Exposure Scenarios	Constituent	PRGs (mg/kg)
Former Manufacturing Area (including former Raw Materials Handling Area)	Commercial/Industrial	Antimony	410
		Arsenic	33
		Lead	800
	Construction Worker	Antimony	390
		Arsenic	420
		Lead	750
East Fenced Area	Commercial/Industrial ²	Antimony	410
		Arsenic	33
		Lead	800
East Swale and South Ditch (combined)	Commercial/Industrial	Antimony	410
		Arsenic	33
		Lead	800
	Construction Worker	Antimony	390
		Arsenic	420
		Lead	750
	Trespasser	Antimony	146
		Arsenic	33
		Lead	1,505
Deltaic and Non-Deltaic Portions of Off-Site Creek Area (combined)	Residential	Antimony	30
		Arsenic	33
		Lead	400
	Trespasser	Antimony	146
		Arsenic	33
		Lead	1,505

TABLE 11
SUMMARY OF AOIs, EXPOSURE SCENARIOS, AND PRGs ESTABLISHED BY OHIO EPA FOR EVALUATION IN THE FEASIBILITY STUDY REPORT¹
REVISED INTERIM RAO REPORT
FORMER THOMSON CONSUMER ELECTRONICS FACILITY - CIRCLEVILLE, OHIO

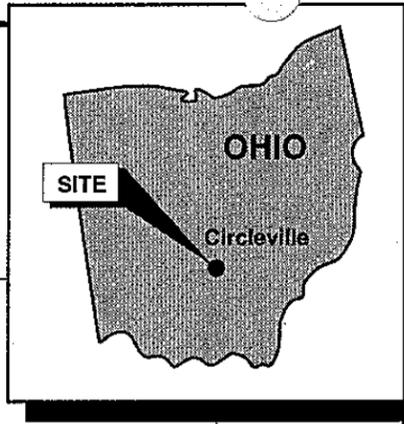
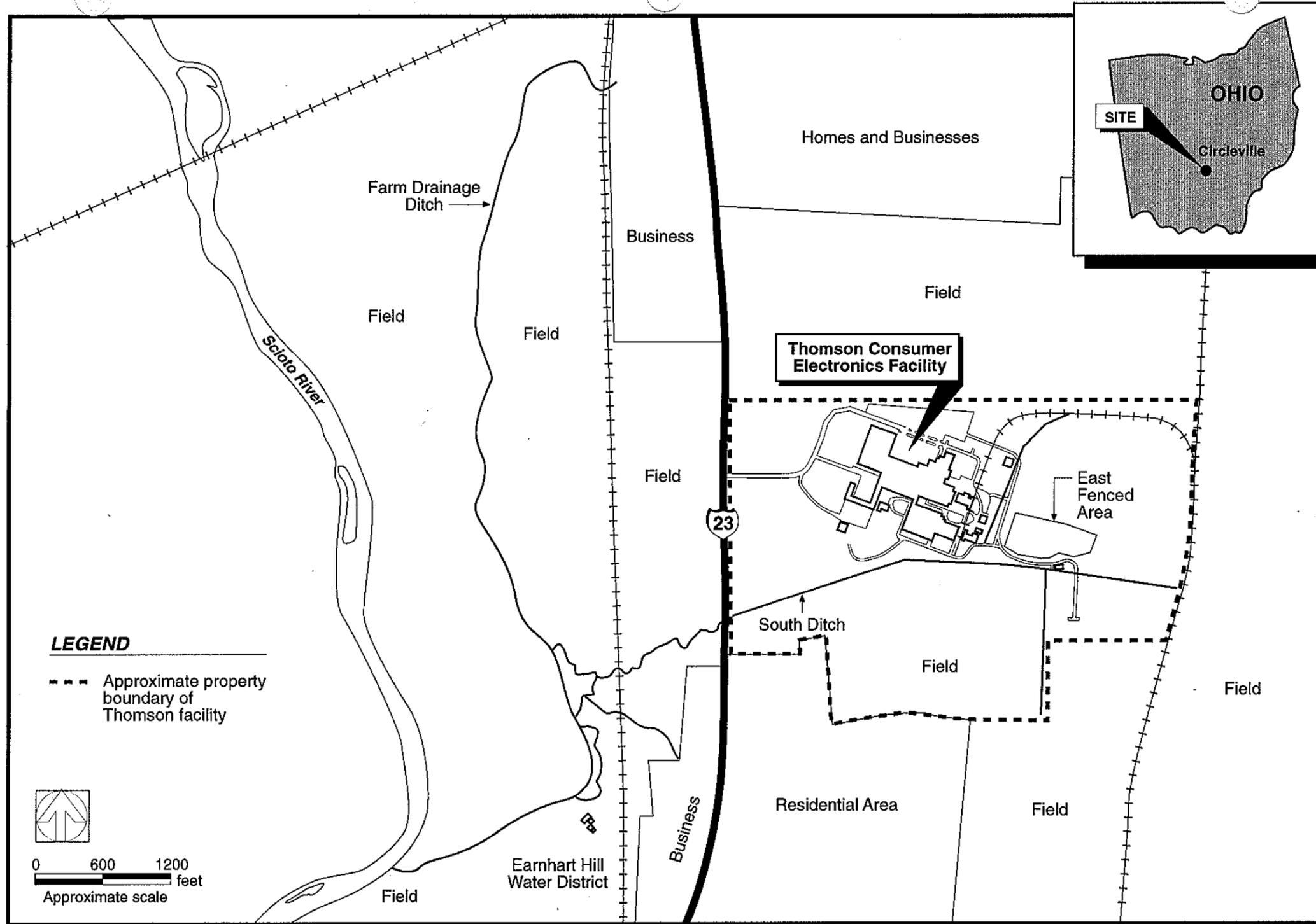
Area of Interest	Risk/Exposure Scenarios	Constituent	PRGs (mg/kg)
Upper Creek Area	Residential	Antimony	30
		Arsenic	33
		Lead	400
	Commercial/Industrial	Antimony	410
		Arsenic	33
		Lead	800
	Construction Worker	Antimony	390
		Arsenic	420
		Lead	750
	Trespasser	Antimony	146
		Arsenic	33
		Lead	1,505

Notes:

1. AOIs, exposure scenarios, and PRGs presented in this table are as specified in Table 1 of Ohio EPA's June 14, 2011 comment letter.
2. As noted in Ohio EPA's June 14, 2011 comment letter, the cleanup goals for the EFA are based upon a Commercial/Industrial Scenario associated with retaining and improving the cap.



Figures



NOTE:
1. DRAWING CREATED FROM FIGURE 1-1 OF REMEDIAL INVESTIGATION REPORT (EXPONENT, MARCH 2010)

GENERAL ELECTRIC COMPANY
THOMSON CONSUMER ELECTRONICS FACILITY
CIRCLEVILLE, OHIO

SITE LOCATION MAP

FIGURE
1

04/16/2010 SYRACUSE, NY-ENV/CAD-DJHOWES
C:/B0010003/0002/00015/CDR/10003G03.CDR



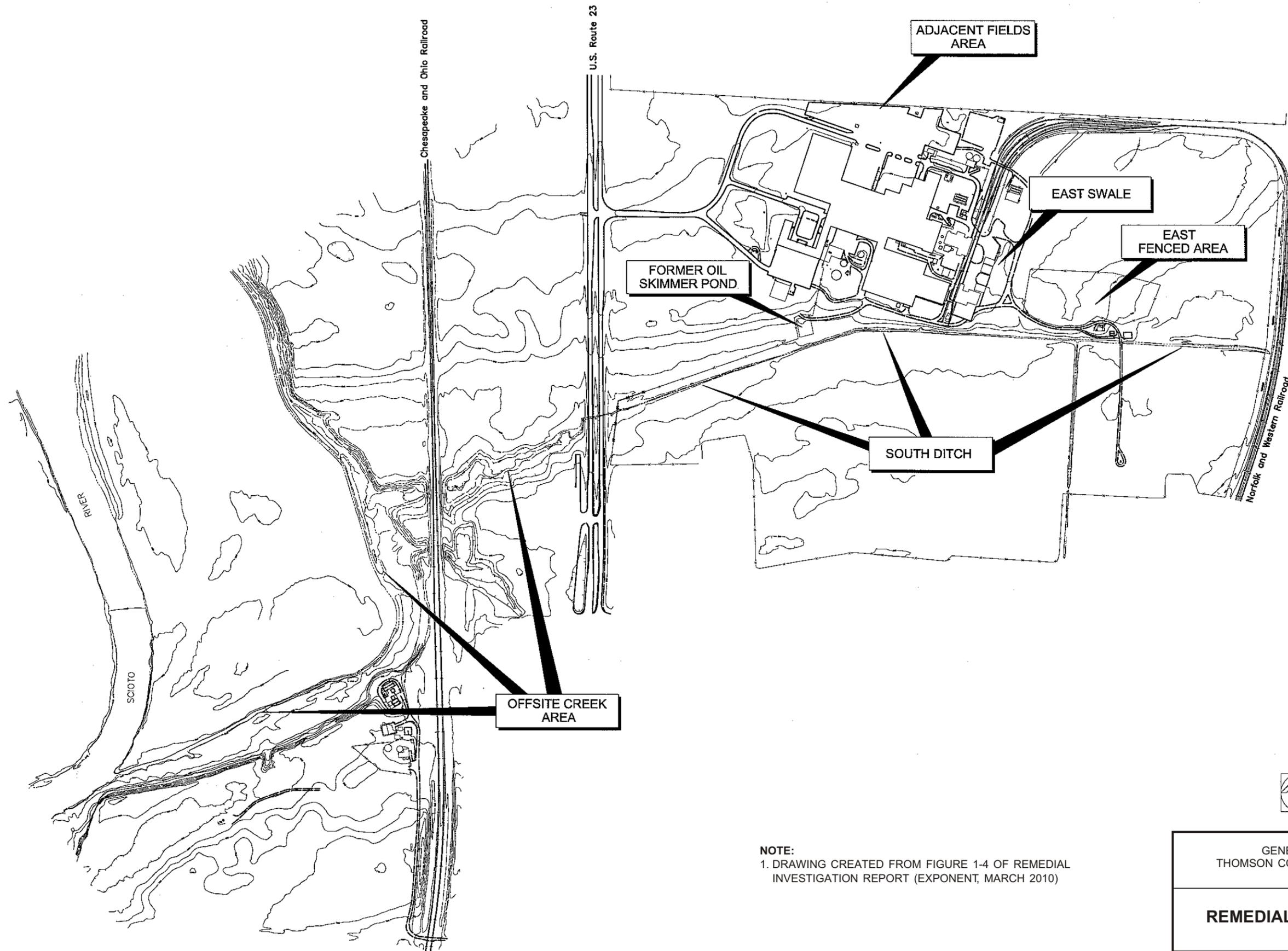
GENERAL ELECTRIC COMPANY
THOMSON CONSUMER ELECTRONICS FACILITY
CIRCLEVILLE, OHIO

CURRENT SITE FEATURES



FIGURE
2

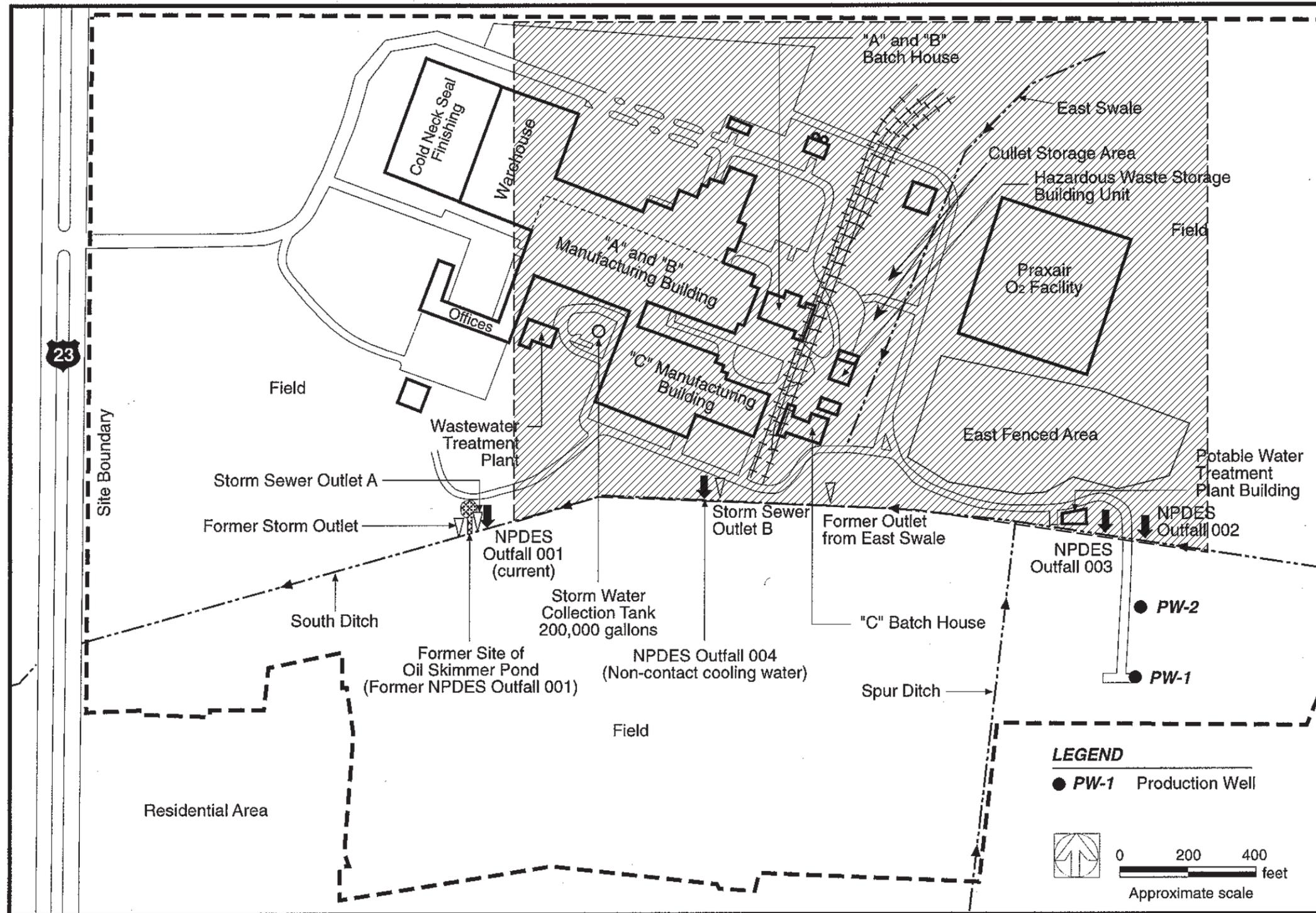
REFERENCE: AERIAL PHOTO GOOGLE EARTH © 2009.

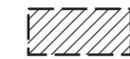


NOTE:
1. DRAWING CREATED FROM FIGURE 1-4 OF REMEDIAL INVESTIGATION REPORT (EXPONENT, MARCH 2010)

GENERAL ELECTRIC COMPANY THOMSON CONSUMER ELECTRONICS FACILITY CIRCLEVILLE, OHIO	
REMEDIAL INVESTIGATION AREAS	
	FIGURE 3

11/13/2012 SYRACUSE, NY-ENV/CAD-DJHOWES
 C:\B0010003\0002\00015\CDR\10003G01.CDR



 = APPROXIMATE LIMITS OF PROPOSED ENVIRONMENTAL RESTRICTIVE COVENANT. (SOUTHERN BOUNDARY ON SOUTH BANK OF SOUTH DITCH; OTHER BOUNDARIES AS SHOWN.)

NOTE:
 1. DRAWING CREATED FROM FIGURE 1-2 OF REMEDIAL INVESTIGATION REPORT (EXPONENT, MARCH 2010)

LEGEND

● PW-1 Production Well

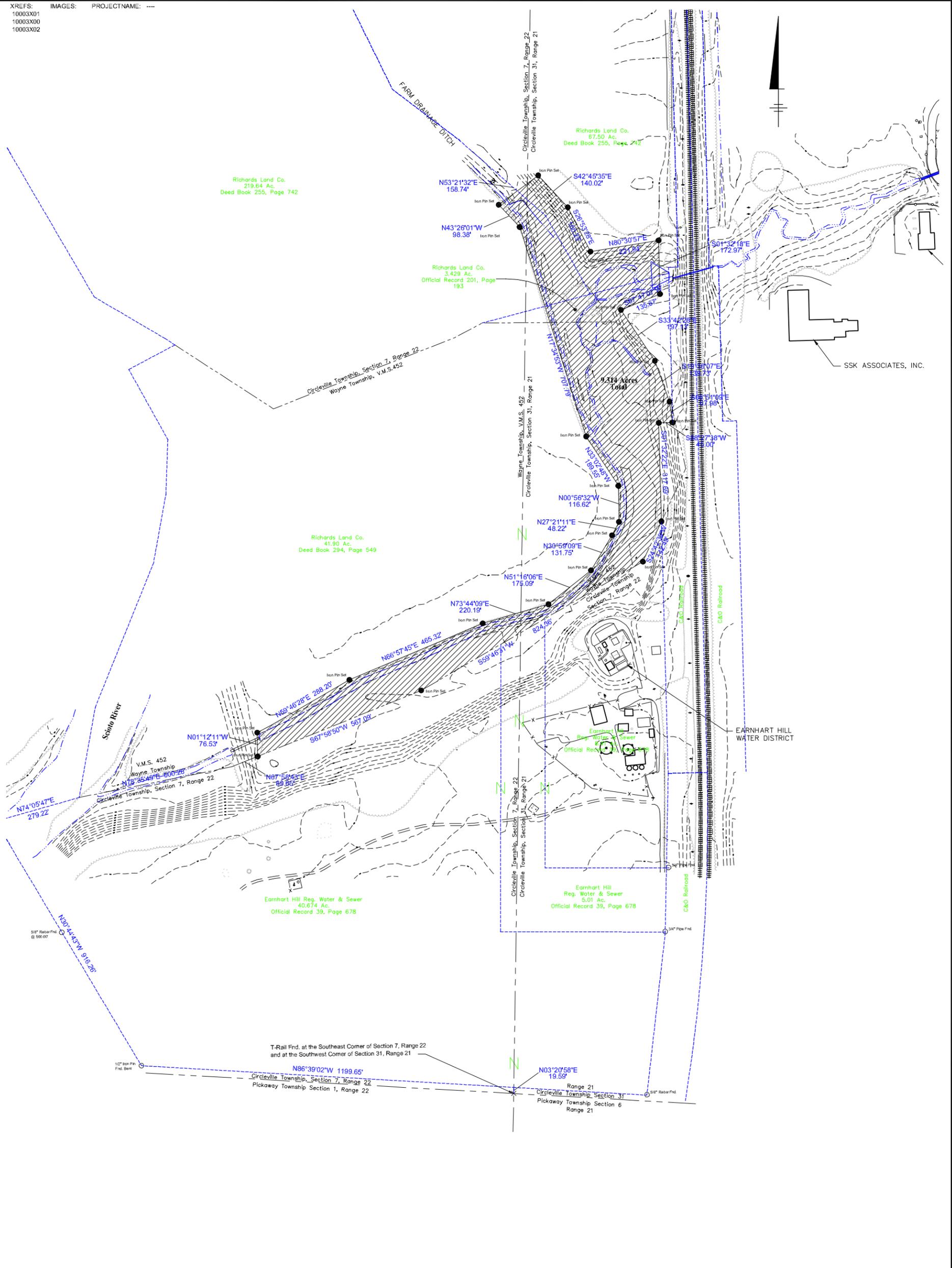


GENERAL ELECTRIC COMPANY
 THOMSON CONSUMER ELECTRONICS FACILITY
 CIRCLEVILLE, OHIO

LIMITS OF ENVIRONMENTAL COVENANT - FORMER PLANT SITE



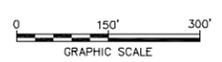
XREFS: IMAGES: PROJECTNAME: ---
 10003X01
 10003X00
 10003X02



LEGEND:

	EXISTING CONTOUR
	EDGE OF WATER
	TREELINE
	EXISTING GUARD RAIL
	EXISTING FENCE
	EXISTING UTILITY POLE
	APPROXIMATE LIMITS OF PROPOSED ENVIRONMENTAL RESTRICTIVE COVENANT

- GENERAL NOTES:**
1. BASE MAP PROVIDED BY M.A.N. MAPPING SERVICES, INC. ENTITLED "03-62 THOMSON FACILITY," DATED SEPTEMBER 5, 2003 (FILE NO. THOMSON.DWG) AS REVISED BY BLASLAND, BOUCK & LEE, INC. ON JANUARY 12, 2004.
 2. SURVEY INFORMATION FROM A LARK & ASSOCIATES FIGURE TITLED "PLAT OF EASEMENT" DATED JULY 2007 AT A SCALE OF 1"=200', FILE NO.: S07-2340



THOMSON FACILITY CIRCLEVILLE, OHIO	
LIMITS OF ENVIRONMENTAL COVENANT - RICHARDS PROPERTY	
	FIGURE 5



Appendices



Appendix A

Environmental Covenant for a
Portion of the Formerly Developed
Portion of the Site

VORYS

Vorys, Sater, Seymour and Pease LLP
Legal Counsel

221 East Fourth St.
Suite 2000, Atrium Two
PO Box 0236
Cincinnati, OH 45201-0236

513-723-4000 | www.vorys.com

Founded 1909

ORIGINAL

RECEIVED-ALBANY

JAN 13 2012

GE CEP

Mark A. Norman
Direct Dial (513) 723-4006
Direct Fax (513) 852-7881
Email manorman@vorys.com

January 9, 2012

VIA US MAIL

Division of Environmental Response and
Revitalization
Ohio EPA – Central Office
50 West Town Street
P.O. Box 1049
Columbus, OH 43216-1049
Attn: Records Management Office

US 23 Circleville, LLC
IRG Circleville, LLC
12214 Lakewood Blvd.
Downey, CA 90242

Thomas H. Bergman, Esq.
4695 Lake Forest Drive
Suite #200
Cincinnati, OH 45242

John Uruskyj
General Electric Company
Corporate Environmental Programs
319 Great Oaks Blvd.
Albany, NY 12203

Mayor
City of Circleville Ohio
130 S. Court Street
Circleville, OH 43113

Division of Environmental Response and
Revitalization
Ohio EPA – Central District Office
50 West Town Street
P.O. Box 1049
Columbus, OH 43216-1049
Attn: RCA Thomson Site Coordinator

US 23 Circleville, LLC
IRG Circleville, LLC
3623 Brecksville Road
Richfield, OH 44286

Meggan Ehret
Technicolor USA, Inc.
101 West 103rd Street
Indianapolis, IN 46290

RBS Citizens, National Association
d/b/a Charter One Bank, N.A.
1215 Superior Avenue
Cleveland, OH 44114

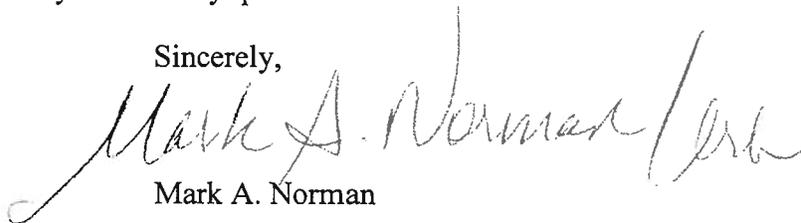
January 9, 2012
Page 2

Re: RCA Thomson Electronics Site ("Site")
Pickaway County
Environmental Covenant

Dear Recipients:

Pursuant to paragraph 17 of the Environmental Covenant by and among US 23 Circleville LLC, IRG Circleville, General Electric Company, Technicolor USA, Inc., and Ohio EPA, with respect to the Site, enclosed is a time-stamped, recorded copy of that Environmental Covenant. Please contact me should you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Mark A. Norman". The signature is written in dark ink and is positioned above the printed name.

Mark A. Norman

Enclosure

cc: Kirk Macfarlane, Esq., GE (w/encl.)
Mark Navarre, Esq., Ohio EPA (w/encl.)

ORIGINAL RECEIVED-ALBANY

JAN 13 2012

GE CEP

201100006478
Filed for Record in
PICKAWAY COUNTY, OHIO
JOYCE R. GIFFORD, COUNTY RECORDER
12-28-2011 At 03:07 PM.
EPA LIEN 212.00
OR Volume 659 Page 2744 - 2768

To be recorded with Deed
Records - ORC § 317.08

ENVIRONMENTAL COVENANT

This Environmental Covenant is entered into by US 23 Circleville, LLC and IRG Circleville, LLC ("Owners"), General Electric Company ("GE"), Technicolor USA, Inc. (formerly Thomson Consumer Electronics, Inc.) ("Technicolor") (GE and Technicolor collectively, the "Holders") and the Ohio Environmental Protection Agency ("Ohio EPA") pursuant to Ohio Revised Code ("ORC") §§ 5301.80 to 5301.92 for the purpose of subjecting the Property to the activity and use limitations set forth herein.

WHEREAS, Director's Final Findings and Orders ("Orders") for a Remedial Investigation and Feasibility Study ("RI/FS") were issued to Thomson Consumer Electronics and GE by the Ohio EPA on February 14, 1994;

WHEREAS, the Property has been the subject of investigation work conducted pursuant to the Orders;

WHEREAS, the investigation has identified areas where lead and other contaminants are or may be present on the Property that may present pathways of exposure;

WHEREAS, the remedy to be selected for the Property will include the activity and use limitations set forth in this Environmental Covenant for those areas;

WHEREAS, the activity and use limitations protect against potential hazardous substances in soil on the Property and will support the issuance of an NFA Letter and a Covenant Not to Sue for the Property;

WHEREAS, the administrative record for the project may be reviewed by contacting: Records Management Officer, Ohio EPA, Division of Environmental Response and Revitalization, P.O. Box 1049, Columbus, Ohio 43216-1049, 614-644-2924; or the Ohio EPA, Central District Office; and

WHEREAS, GE, Technicolor, and Owners hereby desire to establish and impose certain covenants and restrictions on portions of the Property;

Now therefore, for valuable consideration received, Owners, GE, Technicolor and Ohio EPA agree to the following:

1. Environmental Covenant. This instrument is an environmental covenant developed and executed pursuant to ORC §§ 5301.80 to 5301.92.

2. Property. This Environmental Covenant concerns a portion of an approximately 230 acre

tract of real property owned by Owners, located at 24200 U.S. Route 23, in Circleville, Pickaway County, Ohio, and more particularly described in Exhibit A attached hereto and hereby incorporated by reference herein ("Property").

3. Owners. US 23 Circleville, LLC and IRG Circleville LLC ("Owners") with an address of 12214 Lakewood Blvd, Downey, CA 90242, are the owners of the Property.

4. HOLDERS. GE, whose business address is 319 Great Oaks Boulevard, Albany, NY 12203, and Technicolor, whose business address is 101 W. 103rd Street, Indianapolis, IN 46290, are the holders of this Environmental Covenant.

5. Activity and Use Limitations. As part of the remedial action to be implemented on the Property, Owners hereby impose and agree to comply with the following activity and use limitations:

- a. Former Manufacturing Area – Residential and Agricultural Land Use Prohibition. The portions of the Property indicated on Exhibit B as the "Former Manufacturing Area" shall not be used for any residential land use, as defined in OAC Rule 3745-300-08(C)(2)(c)(i)(effective March 1, 2009) (*Exhibit C*), or for agricultural use, as defined in Exhibit C.
- b. Prohibition Against Extraction or Use of Ground Water. Ground water underlying the Property shall not be extracted or used for any purpose, potable or otherwise, except for investigation, monitoring or remediation of the groundwater.
- c. East Fenced Area – No Disturbance and Use Restriction.
 1. The existing soil cover and any future cover, implemented as part of an Ohio EPA - approved remedy for the Property, on the "East Fenced Area," as shown on Exhibit B, shall not be graded, excavated or disturbed except for maintenance of the existing and/or future soil cover, and any activities at or near the East Fenced Area shall not, in any way, interfere with the integrity of the cover thereon and the fence around it.
 2. The portions of the Property identified on Exhibit B as the "East Fenced Area";
: (a) shall not be used for any residential land use, commercial land use, or industrial land use, as such terms are defined in OAC Rule 3745-300-08(C)(2)(c)(i), 3745-300-08(C)(2)(c)(ii), and 3745-300-08(C)(2)(c)(iii), respectively (effective March 1, 2009) (*Exhibit C*), or for agricultural use, as defined in Exhibit C; and (b) shall be used only as a covered and secured disposal area, without any human structures, human occupancy, or human activity, except for maintenance of the existing and/or future soil cover, and the fence, implemented as part of an Ohio EPA-approved remedy for the Property.

d. East Swale and South Ditch – Use Restriction.

- i. The portions of the Property identified on Exhibit B as the "East Swale" and "South Ditch": (a) shall not be used for any residential land use, commercial land use, or industrial land use, as such terms are defined in OAC Rule 3745-300-08(C)(2)(c)(i), 3745-300-08(C)(2)(c)(ii), and 3745-300-08(C)(2)(c)(iii), respectively (effective March 1, 2009) (*Exhibit C*), or for agricultural use, as defined in Exhibit C; and (b) shall be used only for (1) its present, known use, which is as undeveloped natural area, without any human structures, human occupancy, or human activity, and (2) for construction or excavation activities, as defined in OAC Rule 3745-300-08(C)(2)(c)(iv) (effective March 1, 2009) (*Exhibit C*). Any and all such construction or excavation activities performed in the East Swale or South Ditch soils shall be conducted pursuant to and in compliance with a Soil Management Plan approved by Ohio EPA that includes waste characterization and proper disposal of the excavated soils.

If any event or action by or on behalf of a person who owns an interest in or holds an encumbrance on those areas of the Property, identified as the Former Manufacturing Area, the East Fenced Area, or the East Swale and South Ditch on Exhibit B, constitutes a breach of the activity and use limitations set forth above, Owners or Transferee shall notify Ohio EPA within thirty (30) days of becoming aware of the event or action, and shall remedy each such breach of the activity and use limitations within sixty (60) days of becoming aware of the event or action, or such other time frame as may be agreed to by the Owners or Transferee (as defined below) and Ohio EPA.

6. Running with the Land. This Environmental Covenant shall be binding upon the Owners and all assigns and successors in interest, including any Transferee, and shall run with the land, pursuant to ORC § 5301.85, subject to amendment or termination as set forth herein. The term "Transferee," as used in this Environmental Covenant, shall mean any future owner of any interest in the Property or any portion thereof, including, but not limited to, owners of an interest in fee simple, mortgagees, easement holders, and/or lessees.

7. Compliance Enforcement. Compliance with this Environmental Covenant may be enforced pursuant to ORC § 5301.91. Failure to timely enforce compliance with this Environmental Covenant or the activity and use limitations contained herein by any party shall not bar subsequent enforcement by such party and shall not be deemed a waiver of the party's right to take action to enforce any non-compliance. Nothing in this Environmental Covenant shall restrict the Director of Ohio EPA from exercising any authority under applicable law.

8. Rights of Access. Owners hereby grant to Ohio EPA, its agents, contractors, and employees, and to GE and Technicolor, the right of access to the Property for implementation

or enforcement of this Environmental Covenant.

9. Compliance Reporting. Owners or any Transferee, if applicable, shall submit to Ohio EPA, GE and Technicolor on an annual basis written documentation verifying that the activity and use limitations remain in place and are being complied with.

10. Notice upon Conveyance. Each instrument hereafter conveying any interest in the Property or any portion of the Property shall contain a notice of the activity and use limitations set forth in this Environmental Covenant, and provide the recorded location of this Environmental Covenant. The notice shall be substantially in the following form:

THE INTEREST CONVEYED HEREBY IS SUBJECT TO AN ENVIRONMENTAL COVENANT, RECORDED IN THE DEED OR OFFICIAL RECORDS OF THE PICKAWAY COUNTY RECORDER ON _____, 2011, IN [DOCUMENT ____, or BOOK ____, PAGE ____]. THE ENVIRONMENTAL COVENANT CONTAINS THE FOLLOWING ACTIVITY AND USE LIMITATIONS: FORMER MANUFACTURING AREA – RESIDENTIAL LAND USE PROHIBITION; GROUND WATER PROHIBITION; EAST FENCED AREA – DISTURBANCE AND USE RESTRICTION; AND EAST SWALE AND SOUTH DITCH – USE RESTRICTION.

Owners or Transferee, if applicable, shall notify Ohio EPA, GE and Technicolor within ten (10) days after each conveyance of an interest in any portion of the Property. The notice shall include the name, address, and telephone number of the Transferee, a copy of the deed or other documentation evidencing the conveyance, and a survey map that shows the boundaries of the property being transferred.

11. Representations and Warranties. Owners hereby represent and warrant to the other signatories hereto:

- a. that the Owners are the sole owners of the Property;
- b. that the Owners hold fee simple title to the Property which is subject to the interests or encumbrances identified in Exhibit D attached hereto and incorporated by reference herein;
- c. that the Owners have the power and authority to enter into this Environmental Covenant, to grant the rights and interests herein provided and to carry out all obligations hereunder;
- d. that the Owners have identified all other persons that own an interest in or hold an encumbrance on the Property and notified such persons of the Owners'

intention to enter into this Environmental Covenant; and

e. that this Environmental Covenant will not materially violate or contravene or constitute a material default under any other agreement, document or instrument to which Owners are a party or by which Owners may be bound or affected.

12. Amendment or Termination. This Environmental Covenant may be amended or terminated by consent of all of the following: the Owners or a Transferee, if applicable; GE, Technicolor and the Ohio EPA, pursuant to ORC § 5301.90 and other applicable law. The term, "Amendment," as used in this Environmental Covenant, shall mean any changes to the Environmental Covenant, including the activity and use limitations set forth herein, or the elimination of one or more activity and use limitations so long as there is at least one limitation remaining. The term, "Termination," as used in this Environmental Covenant, shall mean the elimination of all activity and use limitations set forth herein and all other obligations under this Environmental Covenant.

This Environmental Covenant may be amended or terminated only by a written instrument duly executed by the Director of Ohio EPA and the Owners or Transferee, if applicable, and Holders. Within thirty (30) days of signature by all requisite parties on any amendment or termination of this Environmental Covenant, the Owners or Transferee, if applicable, shall file such instrument for recording with the Pickaway County Recorder's Office, and shall provide a file- and date-stamped copy of the recorded instrument to Ohio EPA.

13. Severability. If any provision of this Environmental Covenant is found to be unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.

14. Governing Law. This Environmental Covenant shall be governed by and interpreted in accordance with the laws of the State of Ohio.

15. Recordation. Within thirty (30) days after the date of the final required signature upon this Environmental Covenant, Owners shall file this Environmental Covenant for recording, in the same manner as a deed to the Property, with the Pickaway County Recorder's Office.

16. Effective Date. The effective date of this Environmental Covenant shall be the date upon which the fully executed Environmental Covenant has been recorded as a deed record for the Property with the Pickaway County Recorder's Office.

17. Distribution of Environmental Covenant. The Owners shall distribute a file- and date-stamped copy of the recorded Environmental Covenant to: Ohio EPA; City of Circleville; each person who signed the Environmental Covenant, each person holding a recorded

interest in the Property; any and all lessees, and any other person designated by Ohio EPA.

18. Notice. Unless otherwise notified in writing by or on behalf of the current owner or Ohio EPA, any document or communication required by this Environmental Covenant shall be submitted to:

For Ohio EPA:

Division of Environmental Response and Revitalization
Ohio EPA – Central Office
50 West Town Street
P.O. Box 1049
Columbus, Ohio 43216-1049
Attention: Records Management Officer

and

Division of Environmental Response and Revitalization
Ohio EPA - Central District Office
50 West Town Street
P.O. Box 1049
Columbus, Ohio 43216-1049
Attention: RCA Thomson Site Coordinator

For Owners:

US 23 Circleville, LLC
IRG Circleville LLC
12214 Lakewood Blvd
Downey, CA 90242

With copies to:

US 23 Circleville, LLC
IRG Circleville LLC
3623 Brecksville Road
Richfield, OH 44286

and

Thomas H. Bergman, Esq.
4695 Lake Forest Drive
Suite #200
Cincinnati, OH 45242

For Technicolor:

Meggan Ehret
Technicolor USA, Inc.
101 West 103rd Street
Indianapolis, Indiana 46290

For GE:

John Uruskyj
General Electric Company
Corporate Environmental Programs
319 Great Oaks Blvd.
Albany, NY 12203

The undersigned representatives of Owners, GE and Technicolor represent and certify that they are authorized to execute this Environmental Covenant.

IT IS SO AGREED:

US 23 Circleville, LLC

(X) [Signature]
Signature of Owner

Stu Lichter
Printed Name and Title

December 22, 2011
Date

State of Ohio)
County of Cuyahoga) ss:

Before me, a notary public, in and for said county and state, personally appeared Stu Lichter, a duly authorized representative of US 23 Circleville, LLC, who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of US 23 Circleville, LLC.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 22 day of December, 2011.

[Signature]
Notary Public



SHARON MURTON
Resident Cuyahoga County
Notary Public, State of Ohio
My Commission Expires
December 7, 2012

IRG Circleville LLC

(X) [Signature]

Signature of Owner

Stu Lichter
Printed Name and Title

December 22, 2011
Date

State of Ohio)
County of Cuyahoga) ss:

Before me, a notary public, in and for said county and state, personally appeared Stu Lichter, a duly authorized representative of IRG Circleville LLC, who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of IRG Circleville LLC.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 22 day of December, 2011.

[Signature]
Notary Public



SHARON MURTON
Resident Cuyahoga County
Notary Public, State of Ohio
My Commission Expires
December 7, 2012

Ohio Environmental Protection Agency

Scott J. Nally, Director

Date

State of Ohio)
County of Franklin) ss:

Before me, a notary public, in and for said county and state, personally appeared Scott J. Nally, the Director of Ohio EPA, who acknowledged to me that he did execute the foregoing instrument on behalf of Ohio EPA.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this ___ day of _____, 2011.

Notary Public

IRG Circleville LLC

[Handwritten Signature]

Signature of Owner

Stuart J. Lichter

Printed Name and Title

10-31-11
Date

State of _____)
County of _____) ss:

Before me, a notary public, in and for said county and state, personally appeared _____, a duly authorized representative of IRG Circleville LLC, who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of IRG Circleville LLC.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this _____ day of _____, 2011.

See attachment for Notary
Notary Public

Ohio Environmental Protection Agency

[Handwritten Signature]
Scott J. Nally, Director

11/30/11
Date

State of Ohio)
County of Franklin) ss:

Before me, a notary public, in and for said county and state, personally appeared Scott J. Nally, the Director of Ohio EPA, who acknowledged to me that he did execute the foregoing instrument on behalf of Ohio EPA.

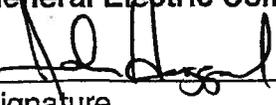
IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 30th day of November, 2011.



Charma Diane Casteel
Notary Public

CHARMA DIANE CASTEEL
NOTARY PUBLIC
STATE OF OHIO
MY COMMISSION EXPIRES
May 10, 2014

General Electric Company



Signature
John Haggard, Manager, Site Evaluation &
Remediation Program

Printed Name and Title

8/26/2011
Date

State of New York)

County of Rensselaer)

)
) ss:
)

DAWN M. DAYTER
Notary Public, State of New York
No. 01DA5058339
Qualified in Albany County
Commission Expires March 4, 2014

Before me, a notary public, in and for said county and state, personally appeared John Haggard, a duly authorized representative of the General Electric Company, who acknowledged to me that (he/she) did execute the foregoing instrument on behalf of the General Electric Company.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 26th day of August, 2011.


Notary Public

Technicolor USA, Inc.

Signature

Printed Name and Title

Date

State of _____)

County of _____)

)
) ss:
)

Before me, a notary public, in and for said county and state, personally appeared _____, a duly authorized representative of Technicolor USA, Inc., who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of Technicolor USA, Inc.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this ___ day of _____, 2011.

Notary Public

This instrument prepared by:

Mark A. Norman
Vorys, Sater, Seymour and Pease LLP
221 East Fourth Street, Suite 2000
Atrium Two
Cincinnati, OH 45202

Exhibit A

EXHIBIT A

Page 1 of 4
Revised 4-01-08226.552 Acre Tract
24200 U.S. Route 23, South
Circleville, Ohio 43113-9002

Situated in the State of Ohio, in the County of Pickaway, partially in the City of Circleville and partially in the Township of Circleville and being a part of Section 31, Township 11, Range 21, and being a part of the Consumer Electronics Holdings, Inc. 162.167 acre tract (162.243 acre tract by survey) of record in Deed Book 304, Page 708, and a part of the Thomson Consumer Electronics, Inc. 44.325 acre Parcel I and the 23.761 acre Parcel II of record in Deed Book 311, Page 617, except as noted all references being to the Recorder's Records, Pickaway County, Ohio, and being more particularly described as follows:

Beginning, for reference, at a magnetic nail found marking the northeast corner of Section 31;

thence North 86°59'00" West 50.01 feet, in the northerly line of said Section 31, to a 3/4 inch iron pin found marking the Place of Beginning in the westerly right-of-way line of the Norfolk and Western Railroad and northeasterly corner of said 162.167 acre tract;

thence South 04°09'22" West 1035.37 feet, in said westerly right-of-way line and an easterly line of said 162.167 acre tract, to an iron pipe set marking a point of curve to the right;

thence in the Arc of a Curve to the right, with a Radius of 3768.53 feet, an Arc distance of 967.78 feet, a Delta angle of 14°42'50" and a Chord bearing South 11°30'56" West 965.12 feet, in an easterly line of said 162.167 acre tract and the westerly line of said Railroad, to an iron pipe set;

thence South 18°52'29" West 320.55 feet, in an easterly line of said 162.167 acre tract and in the westerly line of said railroad, to the southeasterly corner of said 162.167 acre tract, a northeasterly corner of the Roger H. & Mary H. May 92.45 acre tract of record in Deed Book 292, Page 59 and being referenced by a 4 inch square concrete post 1.73 feet west;

thence North 86°30'30" West 930.05 feet, in a southerly line of said 162.167 acre tract and in a northerly line of said 92.45 acre tract, to a 4 inch steel post in the easterly line of said 44.325 acre tract;

thence South 03°34'09" West 415.80 feet, in the easterly line of said 44.325 acre tract and in a westerly line of said 92.45 acre tract, to a 4 inch steel post;

thence North 86°45'21" West 666.36 feet, in a southerly line of said 44.325 acre tract and in a northerly line of said 92.45 acre tract, to a 5/8 inch iron pin found at

a southwesterly corner of said 44.325 acre tract, in the easterly line of said 23.761 acre tract and at a northwesterly corner of said original 92.45 acre tract;

thence South 05°42'05" West 48.65 feet, in the easterly line of said 23.761 acre tract and in a westerly line of said original 92.45 acre tract, to a 5/8 inch iron pin found marking the southeasterly corner of said 23.761 acre tract and the northeasterly corner of Lot 321 as shown and delineated on the plat of Logan Elm Village Section 7 of record in Plat Book 7, page 17;

thence North 85°06'43" West 124.00 feet, in a southerly line of said 23.761 acre tract and in the northerly line of said Lot 321, to an iron pipe set in the easterly right-of-way line of Chickasaw Drive as shown and delineated on said plat of Logan Elm Village Section 7;

thence North 04°53'17" East 15.00 feet, in the easterly right-of-way line of said Chickasaw Drive, to a 5/8 inch iron pin found;

thence North 85°06'43" West 478.09 feet, in a southerly line of said 23.761 acre tract and in the northerly lines of Chickasaw Drive and Lots 322 to 327, to an iron pipe set;

thence South 80°42'57" West 636.45 feet, in a southerly line of said 23.761 acre tract and in the northerly lines of Lots 327 to 335, to a 5/8 inch iron pin found marking a southwesterly corner of said 23.761 acre tract and the corner common to Lots 335, 336 and 337 of said Logan Elm Village Section 7;

thence North 09°20'45" West 110.06 feet, in a westerly line of said 23.761 acre tract and the easterly line of said Lot 337, to an iron pin found marking the northeasterly corner of said Lot 337 and in the southerly right-of-way line of Iroquois Drive;

thence North 80°39'15" East 39.68 feet, in a northerly line of said 23.761 acre tract and in the southerly right-of-way line of said Iroquois Drive, to a 5/8 inch iron pin found;

thence North 09°20'45" West 50.00 feet, in a westerly line of said 23.761 acre tract and in the easterly line of said Iroquois Drive, to a 5/8 inch iron pin found;

thence North 00°34'35" West 384.50 feet, in a westerly line of said 23.761 acre tract and in the easterly lines of Lots 338 to 342, to a 5/8 inch iron pin found marking an angle point in a westerly line of said 23.761 acre tract and the northeasterly corner of said Lot 342;

thence North 09°20'45" West 160.00 feet, in a westerly line of said 23.761 acre tract and in the easterly lines of Lot 343 and Apache Drive, to a 5/8 inch iron pin found marking an angle point in a westerly line of said 23.761 acre tract and in the northeasterly corner of said Apache Drive;

thence South 80°39'15" West 6.80 feet, in the northerly line of said Apache drive, to an iron pin found marking the southeasterly corner of Lot 344 as shown and delineated on the Plat of said Logan Elm Village Section 7;

thence North 09°20'45" West 110.00 feet, in a westerly line of said 23.761 acre tract and in the easterly line of said Lot 344, to an iron pipe set at the northwesterly corner of said 23.761 acre tract, in the northeasterly corner of said Lot 344 and in a southerly line of said 44.325 acre tract;

thence South 80°39'15" West 224.74 feet, in a southerly line of said 44.325 acre tract and in the northerly lines of Lots 344 and 345, to a 5/8 inch iron pin found at a southwestery corner of said 44.325 acre tract and in the easterly line of the Board of Trustees, Circleville Township 3.30 acre tract of record in Deed Book 356, page 771;

thence North 00°34'35" West 106.58 feet, in the easterly line of said 3.30 acre tract and a westerly line of said 44.325 acre tract, to an iron pipe set;

thence North 89°31'47" West 559.71 feet, in the northerly line of said 3.30 acre tract and a southerly line of said 44.325 acre tract, to an iron pipe set at the northwesterly corner of said 3.30 acre tract, the southwestery corner of said 44.325 acre tract and in the easterly right-of-way line of United States Route 23;

thence North 07°04'56" East 82.01 feet, in a westerly line of said 44.325 acre tract and in said easterly right-of-way line, to an iron pipe set in a southerly line of said 162.167 acre tract;

thence South 71°37'46" West 132.13 feet, in a southerly line of said 162.167 acre tract, to a point;

thence North 30°07'42" West 20.77 feet, in a southwestery line of said 162.167 acre tract, to the centerline of the southbound lanes of said US Route 23;

thence North 00°03'27" West 1114.25 feet, in a westerly line of said 162.167 acre tract and in the centerline of said southbound lanes, to a point;

thence North 00°13'03" East 73.80 feet, in a westerly line of said 162.167 acre tract and in the centerline of said southbound lanes, to the southwestery corner of the City of Circleville 0.28 acre tract of record in Deed Volume 346, page 203;

thence South 89°39'24" East 211.42 feet, in the southerly line of said 0.28 acre tract, passing an iron pin with identification cap stamped "R Johnson PS 6822" at 136.29 feet, to an iron pin with "Johnson" identification cap found;

thence North 00°43'35" West 60.07 feet, in the easterly line of said 0.28 acre tract, to an iron pin with "Johnson" identification cap found;

thence North 89°39'24" West 210.43 feet, in the northerly line of said 0.28 acre tract, passing an iron pin with "Johnson" identification cap found at 75.08 feet, to the centerline of said southbound lanes;

thence North 00°13'03" East 712.02 feet, in a westerly line of said 162.167 acre tract and in the centerline of said southbound lanes, to a spike found marking the northwesterly corner of said 162.167 acre tract and in the northerly line of said Section 31;

thence South 86°59'00" East 4174.67 feet, in the northerly line of said 162.167 acre tract and in the southerly lines of Circleville Crossing Subdivision of record in Plat Cabinet 2, Slide 5 and the Circleville Partners Limited Partnership original 102.305 acre tract of record in Official Record 555, page 068, to the Place of Beginning containing 226.552 acres, more or less, of which there is 23.112 acres in Circleville Township Logan Elm School District, 64.599 acres in Circleville Township Logan Elm School District Number 1, 138.841 acres in City of Circleville School District and there is within the Right-of-Way of U.S. Route 23 5.423 acres in Circleville Township and 0.144 acres in the City of Circleville.

This description is based on a field survey in June, July and August, 2006 by Gary L. Elswick, Professional Surveyor #6395. Iron pipes set are 3/4 inch galvanized iron pipe. Bearings are based on the northerly line of said 162.167 acre tract being South 86°59'00" East as described in said Deed Book 304, Page 708.

Gary L. Elswick
Gary L. Elswick, Professional Surveyor #6395

4-2-08
Date



20080002274
CONNOR LAND TITLE AGENCY, LTD
180 E BROAD STREET SUITE 805
COLUMBUS OH 43215

Exhibit B

Legal Description
City of Circleville &
Circleville Township, Pickaway County, Ohio
Section 31, Township 11, Range 21
65.092 Acres
Former Manufacturing Area

Situated in the City of Circleville, Township of Circleville, County of Pickaway, the State of Ohio and being part of Section 31, Township 11, Range 21 more particularly bounded and described as follows:

Being part of a 226.552 acre tract as described in Official Record 616, Page 1087 in the Pickaway County Recorder's Office.

Beginning at a point in the North line of said 226.552 acre tract and in the South line of Lot 4 of Circleville Crossing (reference Plat Cabinet 2, Slide 5) being S87°06'29"E 1381.82 feet distant from the Northwest corner of said 226.552 acre tract which is in the centerline of U.S. Route 23;

Thence with the South line of said Circleville Crossing and partially with the South line of a 102.305 acre tract (reference Official Record 555, Page 68) S87°06'29"E 2091.03 feet to a point;

Thence leaving said South line and going with six new lines through said 226.552 acre tract the following calls;

S00°00'00"W 1353.76 feet to a point;

Thence N86°24'19"W 145.00 feet to a point;

Thence N87°31'43"W 408.56 feet to a point;

Thence N86°49'27"W 1297.07 feet to a point;

Thence S71°48'17"W 253.04 feet to a point;

Thence N00°00'00"W 1439.70 feet to the **POINT OF BEGINNING**;

Containing **65.092 Acres** more or less, being 17.64 acres in Section 4 and 8.36 acres in Section 5.

Subject to all existing valid rights-of-way and easements of record.

All iron pins set are 5/8" diameter x 30" long rebar with a 1 1/4" yellow plastic identification cap stamped "M.E. CLARK ASSOC."

Bearing reference for this survey is the City of Circleville Control Network.

I hereby certify that the foregoing legal description and the attached plat are a true representation of the conditions, as they existed on the date of the survey and that the accuracy of the same is consistent with accepted surveying standards.

This description is based on an actual field survey performed under the direct supervision of Michael E. Clark, Registered Surveyor #6808.


Michael E. Clark, P.S. # 6808



File No. E111002-65.092

12-13-11
Date

**Legal Description
City of Circleville &
Circleville Township, Pickaway County, Ohio
Section 31, Township 11, Range 21
9.449 Acres
East Fenced Area**

Situated in the City of Circleville, Township of Circleville, County of Pickaway, the State of Ohio and being part of Section 31, Township 11, Range 21 more particularly bounded and described as follows:

Being part of a 226.552 acre tract as described in Official Record 616, Page 1087 in the Pickaway County Recorder's Office.

Beginning for reference in the North line of said 226.552 acre tract and in the South line of a 102.305 acre tract (reference Official Record 555, Page 68) being S87°06'29"E 3472.85 feet distant from the Northwest corner of said 226.552 acre tract which is in the centerline of U.S. Route 23;

Thence leaving said common line and going with a new line through said 226.552 acre tract S00°00'00"E 874.12 feet to the **TRUE POINT OF BEGINNING**;

Thence with six more new lines through said 226.552 acre tract the following calls;

S00°00'00"E 479.64 feet to a point;

Thence N86°24'19"W 145.00 feet to a point;

Thence N87°31'43"W 408.56 feet to a point;

Thence N86°49'27"W 348.83 feet to a point;

Thence N00°00'00"E 433.60 feet to a point;

Thence N90°00'00"E 901.20 feet to the **POINT OF BEGINNING**;

Containing **9.449 Acres** more or less.

Subject to all existing valid rights-of-way and easements of record.

All iron pins set are 5/8" diameter x 30" long rebar with a 1 1/4" yellow plastic identification cap stamped "M.E. CLARK ASSOC."

Bearing reference for this survey is the City of Circleville Control Network.

I hereby certify that the foregoing legal description and the attached plat are a true representation of the conditions, as they existed on the date of the survey and that the accuracy of the same is consistent with accepted surveying standards.

This description is based on an actual field survey performed under the direct supervision of Michael E. Clark, Registered Surveyor #6808.


Michael E. Clark, P.S. # 6808



File No. E111002-9.449

12-13-11
Date

Legal Description
City of Circleville, Pickaway County, Ohio
Section 31, Township 11, Range 21
1.140 Acres
East Swale

Situated in the City of Circleville, the County of Pickaway, the State of Ohio and being part of Section 31, Township 11, Range 21 more particularly bounded and described as follows:

Being part of a 226.552 acre tract as described in Official Record 616, Page 1087 in the Pickaway County Recorder's Office.

Beginning at a point within the said 226.552 acre tract being S87°06'29"E 1381.82 feet and S83°28'26"E 1566.73 feet distant from the Northwest corner of said 226.552 acre tract which is in the centerline of U.S. Route 23;

Thence with ten new lines through said 226.552 acre tract the following calls;

S82°43'47"E 59.24 feet to a point;

Thence S49°05'18"W 195.74 feet to a point;

Thence S40°40'41"W 300.31 feet to a point;

Thence S21°14'43"W 577.19 feet to a point;

Thence S07°24'05"W 75.29 feet to a point;

Thence N87°37'24"W 36.18 feet to a point;

Thence N03°40'11"W 53.81 feet to a point;

Thence N25°23'47"E 74.08 feet to a point;

Thence N19°46'23"E 594.04 feet to a point;

Thence N46°28'59"E 428.34 feet to the **POINT OF BEGINNING**;

Containing **1.140 Acres** more or less.

Subject to all existing valid rights-of-way and easements of record.

All iron pins set are 5/8" diameter x 30" long rebar with a 1 1/4" yellow plastic identification cap stamped "M.E. CLARK ASSOC."

Bearing reference for this survey is the City of Circleville Control Network.

I hereby certify that the foregoing legal description and the attached plat are a true representation of the conditions, as they existed on the date of the survey and that the accuracy of the same is consistent with accepted surveying standards.

This description is based on an actual field survey performed under the direct supervision of Michael E. Clark, Registered Surveyor #6808.


Michael E. Clark, P.S. # 6808

File No. E111002-1.698

12-13-11
Date

**Legal Description
City of Circleville &
Circleville Township, Pickaway County, Ohio
Section 31, Township 11, Range 21
4.844 Acres
South Ditch**

Situated in the City of Circleville, Township of Circleville, County of Pickaway, the State of Ohio and being part of Section 31, Township 11, Range 21 more particularly bounded and described as follows:

Being part of a 226.552 acre tract as described in Official Record 616, Page 1087 in the Pickaway County Recorder's Office.

Beginning at a point within the said 226.552 acre tract being S00°12'53"W 841.43 feet, S00°14'42"E 1062.18 feet and N89°30'45"E 139.93 feet distant from the Northwest corner of said 226.552 acre tract which is in the centerline of U.S. Route 23;

Thence with five new lines through said 226.552 acre tract the following calls;

N71°21'44"E 1569.20 feet to a point;

Thence S86°11'42"E 650.83 feet to a point;

Thence N56°07'15"E 55.08 feet to a point;

Thence S80°42'34"E 283.44 feet to a point;

Thence S87°30'12"E 1463.60 feet to a point in the East line of said 226.552 acre tract;

Thence with said East line an arc to the right 53.04 feet, having a radius of 3769.80 feet and a chord of which bears S08°43'34"W 53.04 feet distant, to a point;

Thence leaving said East line and going with four new lines through said 226.552 acre tract the following calls;

N85°17'58"W 286.25 feet to a point;

Thence N87°46'22"W 2209.57 feet to a point;

Thence S69°21'25"W 709.23 feet to a point;

Thence S72°47'47"W 801.06 feet to a point in the West line of said 226.552 acre tract;

Thence with said West line N06°45'08"E 50.85 feet to the **POINT OF BEGINNING**;

Containing **4.844 Acres** more or less.

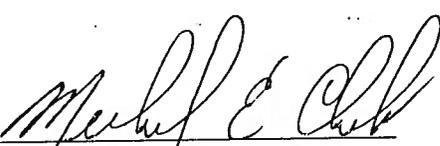
Subject to all existing valid rights-of-way and easements of record.

All iron pins set are 5/8" diameter x 30" long rebar with a 1 1/4" yellow plastic identification cap stamped "M.E. CLARK ASSOC."

Bearing reference for this survey is the City of Circleville Control Network.

I hereby certify that the foregoing legal description and the attached plat are a true representation of the conditions, as they existed on the date of the survey and that the accuracy of the same is consistent with accepted surveying standards.

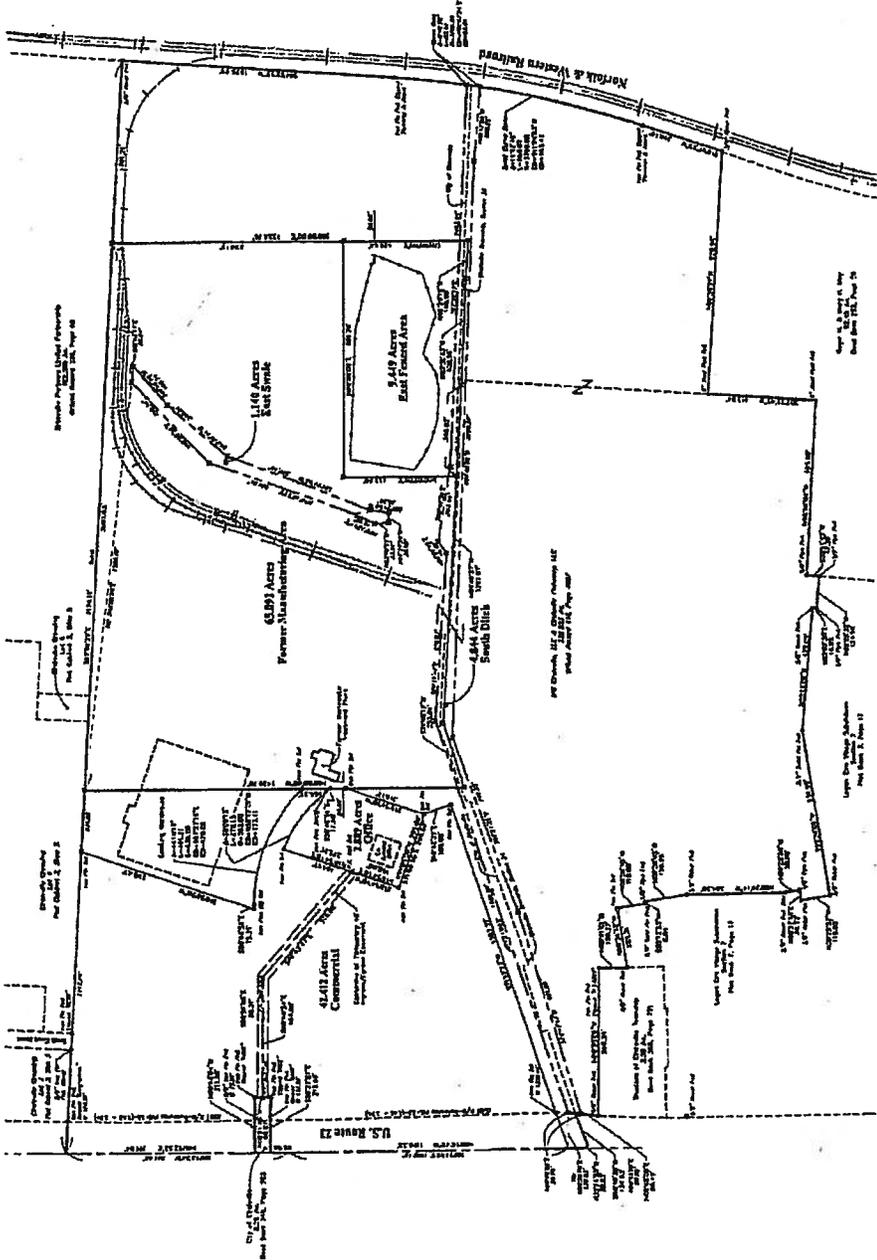
This description is based on an actual field survey performed under the direct supervision of Michael E. Clark, Registered Surveyor #6808.


Michael E. Clark, P.S. # 6808



File No. E111002-4.844

12-13-11
Date



Graphic Scale
1" = 100'

- Legend
- 1. Proposed
 - 2. Existing
 - 3. Easement
 - 4. Right of Way
 - 5. Utility
 - 6. Other

CLARK & ASSOCIATES
 ENGINEERS AND ARCHITECTS
 1000 WEST 10TH AVENUE
 DENVER, COLORADO 80202
 PHONE 333-1100
 TELETYPE 333-1100

PLAT OF SURVEY
 CITY OF CHICAGO, ILLINOIS
 1000 WEST 10TH AVENUE
 DENVER, COLORADO 80202
 PHONE 333-1100
 TELETYPE 333-1100

DATE	1971
BY	CLARK & ASSOCIATES
FOR	CHICAGO, ILLINOIS
SCALE	1" = 100'

Exhibit C

"Agricultural use" means land use with potential exposure of adult workers during a business day and potential exposure of adults and children to agricultural land and facilities during the business day. Agricultural use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles of soil and ingestion of soil. Examples of agricultural use include, but are not limited to the pasturing, grazing and watering of livestock and poultry, and the raising, cultivation and harvesting of agricultural crops.

"Commercial land use" means "land use with potential exposure of adult workers during a business day and potential exposures of adults and children who are customers, patrons or visitors to commercial facilities during the business day. Commercial land use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Examples of commercial land uses include, but are not limited to warehouses; retail gasoline stations; retail establishments; professional offices; hospitals and clinics; religious institutions; hotels; motels; and parking facilities." OAC Rule 3745-300-08(C)(2)(c)(ii) (effective March 1, 2009).

"Construction or excavation activities" include "invasive activities that result in potential exposure of adult workers during the business day for a portion of one year. Exposures during construction or excavation activities are of greater intensity and shorter duration than those for the commercial and industrial land use categories. Construction or excavation activities have potential exposures of adults to dermal contact with soil, inhalation of vapors and particles from soil, and ingestion of soil. Examples of construction or excavation activities include but are not limited to maintenance or installation of utilities; installation of building footers or foundations; grading; trenching; or laying utility lines or cables; and repair of engineering controls where there is significant exposure to soils." OAC Rule 3745-300-08(C)(2)(c)(iv) (effective March 1, 2009).

"Industrial land use" means "land use with potential exposure of adult workers during a business day and potential exposures of adults and children who are visitors to industrial facilities during the business day. Industrial land use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Examples of industrial land uses include, but are not limited to: lumberyards; power plants; manufacturing facilities such as metal-working shops, plating shops, blast furnaces, coke plants, oil refineries, brick factories, chemical plants and plastics plants; assembly plants; non-public airport areas; limited access highways; railroad switching yards; and marine port facilities." OAC Rule 3745-300-08(C)(2)(c)(iii) (effective March 1, 2009).

"Residential land use" means "land use with a high frequency of potential exposure of adults and children to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Residential land use is considered protective for, and may be applied to, any and all categories of land use, without further restriction. Examples of residential land uses include, but are not limited to residences; day care facilities; schools, colleges and other educational institutions; nursing homes, elder care and other long-term health care facilities; and correctional facilities." OAC Rule 3745-300-08(C)(2)(c)(i) (effective March 1, 2009).

EXHIBIT D

The Property is subject to a mortgage held by:

RBS Citizens, National Association
d/b/a Charter One Bank, N.A.
1215 Superior Avenue
Cleveland, OH 44114

201100006478
VORYS SATER SEYMOUR & PEASE LLP
221 E FOURTH ST
CINCINNATI OH 45201



Appendix B

Environmental Covenant for the
Portion of OCA Owned by
Richards Entities

VORYS

Vorys, Sater, Seymour and Pease LLP
Legal Counsel

301 East Fourth Street
Suite 3500, Great American Tower
Cincinnati, OH 45202

513-723-4000 | www.vorys.com

Founded 1909

Mark A. Norman
Direct Dial (513) 723-4006
Direct Fax (513) 852-7881
Email manorman@vorys.com

RECEIVED-ALBANY

AUG 30 2012

GE CEP . . .

August 24, 2012

Division of Environmental Response
and Revitalization
Ohio EPA - Central Office
P. O. Box 1049
Columbus, OH 43216-1049
Attn: Records Management Officer

Richards Farms, Inc.
Richards Land Company
William J. Richards and Grace S. Richards
24537 Canal Road
Circleville, OH 43113

ORIGINAL

Ms. Meggan Ehret
Technicolor USA, Inc.
101 West 103rd Street
Indianapolis, IN 46290

Mr. John Uruskyi
General Electric Company
Corporate Environmental Programs
319 Great Oaks Boulevard
Albany, NY 12203

Circleville Township
c/o Jeffrey R. Palm, Fiscal Officer
915 Stoutsville Pike
Circleville, OH 43113

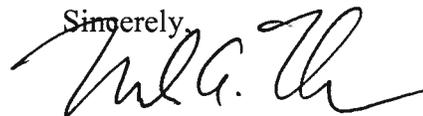
Wayne Township
c/o John D. Hoffman, Fiscal Officer
24737 State Route 104
Circleville, OH 43113

Re: Environmental Covenant/Pickaway County/24200 U.S. Route 23 South

Dear Sir or Madam:

Please find enclosed a fully executed and recorded copy of an Environmental Covenant with respect to the above-referenced property, as recorded in the records of the Pickaway County Recorder.

Sincerely,



Mark A. Norman

MAN/brt
Enclosure

cc: Mark A. Navarre, Esq., Ohio EPA
Frank Merrill, Esq.
Kirk Macfarlane, Esq.

1. Environmental Covenant. This instrument is an environmental covenant developed and executed pursuant to ORC §§ 5301.80 to 5301.92.
2. Property. This Environmental Covenant concerns a 9.314 acre tract of real property owned by Owners, located in Circleville Township and Wayne Township, Pickaway County, Ohio, and more particularly described in Exhibit A attached hereto and hereby incorporated by reference herein ("Property").
3. Owners. The Owners ("Owners") of the property are: Richards Farms, Inc., an Ohio corporation, with an address of 24537 Canal Road, Circleville, OH 43113, Richards Land Company, an Ohio general partnership, with an address of 24537 Canal Road, Circleville, OH 43113, William J. Richards, an individual, with an address of 24537 Canal Road, Circleville, OH 43113 and Grace S. Richards, an individual, with an address of 24537 Canal Road, Circleville, OH 43113.
4. Holdings. GE, whose business address is 319 Great Oaks Boulevard, Albany, NY 12203, and Technicolor, whose business address is 101 W. 103rd Street, Indianapolis, IN 46290, are the holders ("Holders") of this Environmental Covenant.
5. Activity and Use Limitations. As part of the remedial action to be implemented on the Property, Owners hereby impose and agree to comply with the following activity and use limitations:

Use Restriction. Except as noted otherwise herein, the use of the Property is hereby restricted and limited as follows: (i) the Property shall not be used for any residential land use, commercial land use, or industrial land use, as such terms are defined in Ohio Administrative Code ("OAC") Rule 3745-300-08(C)(2)(c)(i), 3745-300-08(C)(2)(c)(ii) and 3745-300-08(C)(2)(c)(iii)(effective March 1, 2009)(see, Exhibit B), and (ii) the Property shall be used only for its present, known land use, which is as an undeveloped wetland, floodplain, woodlands, and natural area without any human structures, human occupancy, or human activity, but may also be used for both existing and future roadways, extraction or use of groundwater for any non-potable purpose, the extraction of oil and gas, the installation of public utility lines, including but not limited to, water lines, sewer lines, telecommunications lines and gas and electric lines, and construction or excavation activities related thereto, as defined in OAC Rule 3745-300-08(C)(2)(c)(iv)(effective March 1, 2009)(see, Exhibit B). Any and all such aforementioned construction or excavation activities performed on the Property shall be conducted pursuant to and in compliance with a Soil Management Plan ("SMP"), proposed and approved by GE and Technicolor at their sole cost and expense, and approved by Ohio EPA that includes waste characterization and proper management and disposal, if any, of the excavated soils. GE and Technicolor shall be responsible for the reasonable costs of waste characterization and proper disposal required under the SMP for excavated soils containing lead that result from the above-referenced construction or excavation activities on the Property.

Prohibition Against Extraction or Use of Groundwater. Groundwater underlying the Property shall not be extracted or used for any potable purpose.

If any event or action by or on behalf of a person who owns an interest in or holds an encumbrance on those areas of the Property on Exhibit A constitutes a breach of the activity and use limitations set forth above, Owners or Transferee (as defined below) shall notify Ohio EPA within thirty (30) days of becoming aware of the event or action, and shall remedy each such breach of the activity and use limitations within sixty (60) days of becoming aware of the event or action, or such other time frame as may be agreed to by the Owners or Transferee and Ohio EPA.

6. Running with the Land. This Environmental Covenant shall be binding upon the Owners and all assigns and successors in interest, including any Transferee, and shall run with the land, pursuant to ORC § 5301.85, subject to amendment or termination as set forth herein. The term "Transferee," as used in this Environmental Covenant, shall mean any future owners of any interest in the Property or any portion thereof, including, but not limited to, owners of an interest in fee simple, mortgagees, easement holders, and/or lessees.

7. Compliance Enforcement. Compliance with this Environmental Covenant may be enforced pursuant to ORC § 5301.91. Failure to timely enforce compliance with this Environmental Covenant or the activity and use limitations contained herein by any party shall not bar subsequent enforcement by such party and shall not be deemed a waiver of the party's right to take action to enforce compliance. Nothing in this Environmental Covenant shall restrict the Director of Ohio EPA from exercising any authority under applicable law.

8. Rights of Access. Owners hereby grant to Ohio EPA, its agents, contractors, and employees and GE and Technicolor the right of access to the Property for implementation or enforcement of this Environmental Covenant.

9. Compliance Reporting. GE and Technicolor, on behalf of Owners or any Transferee, if applicable, shall submit to Ohio EPA on an annual basis written documentation verifying that the activity and use limitations remain in place and are being complied with.

10. Notice upon Conveyance. Each instrument hereafter conveying any interest in the Property or any portion of the Property shall contain a notice of the activity and use limitations set forth in this Environmental Covenant, and provide the recorded location of this Environmental Covenant. The notice shall be substantially in the following form:

THE INTEREST CONVEYED HEREBY IS SUBJECT TO AN ENVIRONMENTAL COVENANT, RECORDED IN THE DEED OR OFFICIAL RECORDS OF THE PICKAWAY COUNTY RECORDER ON _____, 20____, IN [DOCUMENT _____, or BOOK____, PAGE ____]. THE ENVIRONMENTAL COVENANT CONTAINS THE FOLLOWING ACTIVITY AND USE LIMITATIONS: RESIDENTIAL, COMMERCIAL, AND INDUSTRIAL USE RESTRICTION; PROHIBITION AGAINST EXTRACTION OR USE OF POTABLE GROUNDWATER.

Owners or Transferee, if applicable, shall notify Ohio EPA, GE and Technicolor within ten (10) days after each conveyance of an interest in any portion of the Property. The notice shall include the name, address, and telephone number of the Transferee, a copy of the deed or other documentation evidencing the conveyance, and a survey map that shows the boundaries of the property being transferred.

11. Representations and Warranties. Owners hereby represent and warrant to the other signatories hereto:

- A. that the Owners are the sole Owners of the Property;
- B. that the Owners hold fee simple title to the Property which is subject to the interests or encumbrances identified of record;
- C. that the Owners have the power and authority to enter into this Environmental Covenant, to grant the rights and interests herein provided and to carry out all obligations hereunder; and,
- D. that this Environmental Covenant will not materially violate or contravene or constitute a material default under any other agreement, document or instrument to which Owners are a party or by which Owners may be bound or affected.

12. Amendment or Termination. This Environmental Covenant may be amended or terminated by consent of all of the following: the Owners or a Transferee; GE; Technicolor; and Ohio EPA, pursuant to ORC § 5301.90 and other applicable law. The term, "Amendment," as used in this Environmental Covenant, shall mean any changes to the Environmental Covenant, including the activity and use limitations set forth herein, or the elimination of one or more activity and use limitations so long as there is at least one limitation remaining. The term, "Termination," as used in this Environmental Covenant, shall mean the elimination of all activity and use limitations set forth herein and all other obligations under this Environmental Covenant.

This Environmental Covenant may be amended or terminated only by a written instrument duly executed by the Director of Ohio EPA, GE, and Technicolor, and the Owners or Transferee of the Property, or portion thereof, as applicable. Within thirty (30) days of signature by all requisite parties on any amendment or termination of this Environmental Covenant, the Owners or Transferee shall file such instrument for recording with the Pickaway County Recorder's Office, and shall provide a file-and date-stamped copy of the recorded instrument to Ohio EPA.

13. Severability. If any provision of this Environmental Covenant is found to be unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.

14. Governing Law. This Environmental Covenant shall be governed by and interpreted in accordance with the laws of the State of Ohio.

15. Recordation. Within thirty (30) days after the date of the final required signature upon this Environmental Covenant, GE shall cause this Environmental Covenant to be filed for recording, in the same manner as a deed to the Property, with the Pickaway County Recorder's Office.

16. Effective Date. The effective date of this Environmental Covenant shall be the date upon which the fully executed Environmental Covenant has been recorded as a deed record for the Property with the Pickaway County Recorder's Office.

17. Distribution of Environmental Covenant. GE shall cause a file- and date-stamped copy of the recorded Environmental Covenant to be distributed to: Ohio EPA; Circleville Township; Wayne Township; each person who signed the Environmental Covenant; each person holding a recorded interest in the Property; any and all lessees; and any other person designated by Ohio EPA.

18. Revocation of 2007 Declaration of Use Restrictions. As of the Effective Date of this Environmental Covenant identified in Section 16 above, the Declaration of Use Restrictions, executed on November 9, 2007 and recorded in the Pickaway County Recorder's Office on November 14, 2007 in Deed Records, Volume 611, Pages 72 – 80, is hereby revoked and shall be null and void and of no further force or effect.

19. Notice. Unless otherwise notified in writing by or on behalf of the current Owners or Ohio EPA, any document or communication required by this Environmental Covenant shall be submitted to:

For Ohio EPA:

Division of Environmental Response and Revitalization
Ohio EPA – Central Office
P.O. Box 1049
Columbus, Ohio 43216-1049
Attention: Records Management Officer

For Owners:

Richards Farms, Inc., Richards Land Company, William J. Richards, and
Grace S. Richards
24537 Canal Road
Circleville, OH 43113

For Technicolor:

Meggan Ehret
Technicolor USA, Inc.
101 West 103rd Street
Indianapolis, IN 46290

For GE:

John Uruskyi
General Electric Company
Corporate Environmental Programs
319 Great Oaks Blvd.
Albany, NY 12203

The undersigned representative of Owners, GE and Technicolor represent and certify that they are authorized to execute this Environmental Covenant.

IT IS SO AGREED:

THE RICHARDS LAND COMPANY
an Ohio general partnership

By: *William J. Richards*
William J. Richards, General Partner

Date: 7-19-12

STATE OF OHIO)
) SS:
COUNTY OF PICKAWAY)

BEFORE ME, a Notary Public in and for said County and State, personally came William J. Richards as General Partner of Richards Land Company who acknowledged the signing of the foregoing instrument to be his/her free act and deed and that of Richards Land Company for the uses and purposes therein mentioned.

Witness my hand and Notarial Seal this 19th day of July, 2012.

[Signature]
Notary Public
and



By: Grace S. Richards
Grace S. Richards, General Partner

Date: July 19, 2012

STATE OF OHIO)
) SS:
COUNTY OF PICKAWAY)

BEFORE ME, a Notary Public in and for said County and State, personally came Grace S. Richards as General Partner of Richards Land Company who acknowledged the signing of the foregoing instrument to be his/her free act and deed and that of Richards Land Company for the uses and purposes therein mentioned.

Witness my hand and Notarial Seal this 19th day of July, 2012

[Signature]
Notary Public

FRANK MERRILL
ATTORNEY-AT-LAW
NOTARY PUBLIC - STATE OF OHIO



RICHARDS FARMS, INC.

By: Bruce S. Richards
Name: Bruce S Richards
Title: pres
Date: July 19, 2012

STATE OF OHIO)
) SS:
COUNTY OF PICKAWAY)

BEFORE ME, a Notary Public in and for said County and State, personally came Bruce Richards as President of Richards Farms, Inc. who acknowledged the signing of the foregoing instrument to be his/her free act and deed and that of Richards Farms, Inc. for the uses and purposes therein mentioned.

Witness my hand and Notarial Seal this 19th day of July, 2012

[Signature]
Notary Public

FRANK MERRILL
ATTORNEY-AT-LAW
NOTARY PUBLIC - STATE OF OHIO



William J. Richards
WILLIAM J. RICHARDS, Individually

Date: 7-19-12

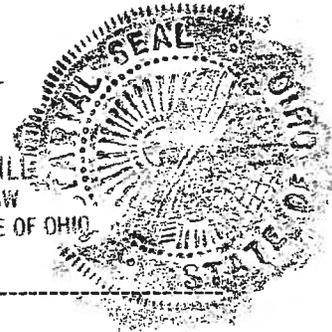
STATE OF OHIO)
) SS:
COUNTY OF PICKAWAY)

BEFORE ME, a Notary Public in and for said County and State, personally came William J. Richards, an individual, who acknowledged the signing of the foregoing instrument to be his free act and deed. for the uses and purposes therein mentioned.

Witness my hand and Notarial Seal this 19th day of July, 2012.

Frank Merrill
Notary Public

FRANK MERRILL
ATTORNEY-AT-LAW
NOTARY PUBLIC - STATE OF OHIO



and

Grace S. Richards
GRACE S. RICHARDS, Individually

Date: July 19, 2012

STATE OF OHIO)
) SS:
COUNTY OF PICKAWAY)

BEFORE ME, a Notary Public in and for said County and State, personally came Grace S. Richards, an individual, who acknowledged the signing of the foregoing instrument to be her free act and deed Inc. for the uses and purposes therein mentioned.

Witness my hand and Notarial Seal this 19th day of July, 2012.

Frank Merrill
Notary Public

FRANK MERRILL
ATTORNEY-AT-LAW
NOTARY PUBLIC - STATE OF OHIO



OHIO ENVIRONMENTAL PROTECTION AGENCY

By: [Signature]

Date: 8/8/12

STATE OF OHIO)
) SS:
COUNTY OF FRANKLIN)

BEFORE ME, a Notary Public in and for said County and State, personally came Scott J. Nally, the Director of Ohio EPA, who acknowledged the signing of the foregoing instrument on behalf of Ohio EPA.



Witness my hand and Notarial Seal this 8th day of AUGUST, 2012

Charma Diane Casteel
Notary Public

CHARMA DIANE CASTEEL
NOTARY PUBLIC
STATE OF OHIO
MY COMMISSION EXPIRES
May 19, 2014

GENERAL ELECTRIC COMPANY

By: [Signature]

Date: 7/19/2012

STATE OF New York)
) SS:
COUNTY OF ALBANY)

BEFORE ME, a notary public in and for said county and state, personally appeared John Haggard, a duly authorized representative of GENERAL ELECTRIC who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of GENERAL ELECTRIC.

Witness my hand and Notarial Seal this 19th day of July, 2012.

[Signature]
Notary Public

DAWN M. DAYTER
Notary Public, State of New York
No. 01DA5056339
Qualified in Albany County
Commission Expires March 4, 2014

TECHNICOLOR USA, INC.

By: Meg Jinet

Date: July 16, 2012

STATE OF Indiana)
) SS:
COUNTY OF Hamilton)

BEFORE ME, a notary public, in and for said county and state, personally appeared Messan Enret, a duly authorized representative of Technicolor USA, Inc., who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of Technicolor USA, Inc.

Witness my hand and Notarial Seal this 16 day of July, 2012

Michelle L. Kersey
Notary Public



This instrument prepared by:

Mark A. Norman
Vorys, Sater, Seymour and Pease LLP
301 East Fourth Street, Suite 3500
PO Box 236
Cincinnati, OH 45201-0136
(513) 723-4006
manorman@vorys.com

Exhibits

- A. Legal Description
- B. Definitions of Certain Land Uses

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Exhibit A

Legal Description

Legal Description
Circleville Township, Pickaway County, Ohio
Section 7, Township 4, Range 22
Section 31, Township 11, Range 21
Wayne Township, Pickaway County, Ohio
V.M.S. 452
9.314 Acre Easement

Situated in the Township of Circleville, County of Pickaway, the State of Ohio and being a part of Section 7, Township 4, Range 22 a part of Section 31, Township 11, Range 21 also in Wayne Township, Pickaway County, the State of Ohio being a part of V.M.S. 452 more particularly bounded and described as follows:

Being part of a 41.90 acre tract as described in Deed Book 294, Page 549, a part of a 219.64 acre tract as described in Deed Book 255, Page 742, a part of a 67.50 acre tract as described in Deed Book 255, Page 742 and also being a part of a 3.429 acre tract as described in Official Record 201, Page 193 all being of record in the Pickaway County Recorder's Office;

Beginning at an iron pin set in the South line of said 41.90 acre tract and in the North line of a 40.674 acre tract (reference Official Record 39, Page 678) being in the line between Wayne Township, V.M.S.452 and Circleville Township, Section 7, Range 22 also being N03°20'58"E 19.59 feet, N86°39'02"W 1199.65 feet, N30°44'43"W 916.26 feet, N74°05'47"E 279.22 feet and N78°35'49"E 500.28 feet distant from a T-rail post found at the Southeast corner of Section 7, Township 4, Range 22 and the Southwest corner of Section 31, Township 11, Range 21 also being in the line between Circleville Township and Pickaway Township;

Thence leaving said common line and going with nine new lines through said 41.90 acre tract the following calls;

N01°12'11"W 76.53 feet to an iron pin set;

Thence N59°46'28"E 288.20 feet to an iron pin set;

Thence N66°57'45"E 465.32 feet to an iron pin set;

Thence N73°44'09"E 220.19 feet to an iron pin set;

Thence N51°16'06"E 175.09 feet to an iron pin set;

Thence N30°59'09"E 131.75 feet to an iron pin set;

Thence N27°21'11"E 48.22 feet to an iron pin set;

Thence N00°56'32"W 116.62 feet to an iron pin set;

Thence N33°02'48"W 189.55 feet to an iron pin set;

Thence again through said 41.90 acre tract and through said 3.429 acre tract also through said 219.64 acre tract N17°34'53"W 707.79 feet to an iron pin set;

Thence again through said 219.64 acre tract N43°26'01"W 98.38 feet to an iron pin set;

Thence continuing through said 219.64 acre tract and also through said 67.50 acre tract N53°21'32"E 158.74 feet to an iron pin set;

Thence continuing through said 67.50 acre tract the following three calls;

S42°45'35"E 140.02 feet to an iron pin set;

Thence S26°53'28"E 160.23 feet to an iron pin set;

ORIGINAL

RECORDED AT DAY

JUL 27 2007

GEORGE W. BROWN
 COUNTY RECORDER

Legal Description
Circleville Township, Pickaway County, Ohio
Section 7, Township 4, Range 22
Section 31, Township 11, Range 21
Wayne Township, Pickaway County, Ohio
V.M.S. 452
9.314 Acre Easement

Thence N80°30'57"E 221.94 feet to an iron pin set;

Thence again through said 67.50 acre tract and with the East line of said 3.429 acre tract and also with the West line of the C&O Railroad S01°32'18"E 172.97 feet to an iron pin set;

Thence leaving said common line and going with a new line through said 3.429 acre tract S67°47'07"W 135.67 feet to an iron pin set;

Thence again with a new line through said 3.429 acre tract and through said 41.90 acre tract S33°42'28"E 197.13 feet to an iron pin set;

Thence with four more new lines through said 41.90 acre tract the following calls;

S19°36'07"E 139.73 feet to an iron pin set;

Thence S08°51'09"E 67.98 feet to an iron pin set;

Thence S88°27'38"W 45.00 feet to an iron pin set;

Thence S01°32'22"E 317.69 feet to an iron pin set at the Northeast corner of an 8.41 acre tract (reference Official Record 39, Page 678) being in the West line of the C&O Railroad being a common corner to said 41.90 acre tract and also being in the line between Wayne Township and Circleville Township;

Thence with said Township line being the South line of said 41.90 acre tract and the North line of said 8.41 acre tract and the North line of a 5.01 acre tract (reference Official Record 39, Page 678) and also being the North line of a said 40.674 acre tract the following three calls;

S24°42'38"W 142.49 feet to an iron pin set;

Thence S59°46'31"W 824.36 feet to an iron pin set;

Thence S67°58'50"W 567.09 feet to the POINT OF BEGINNING;

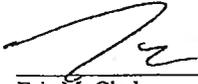
Containing 9.314 Acres more or less.

Subject to all existing valid rights-of-way and easements of record.

Bearings are based on found monuments referenced from the City of Circleville State Plane Coordinate System.

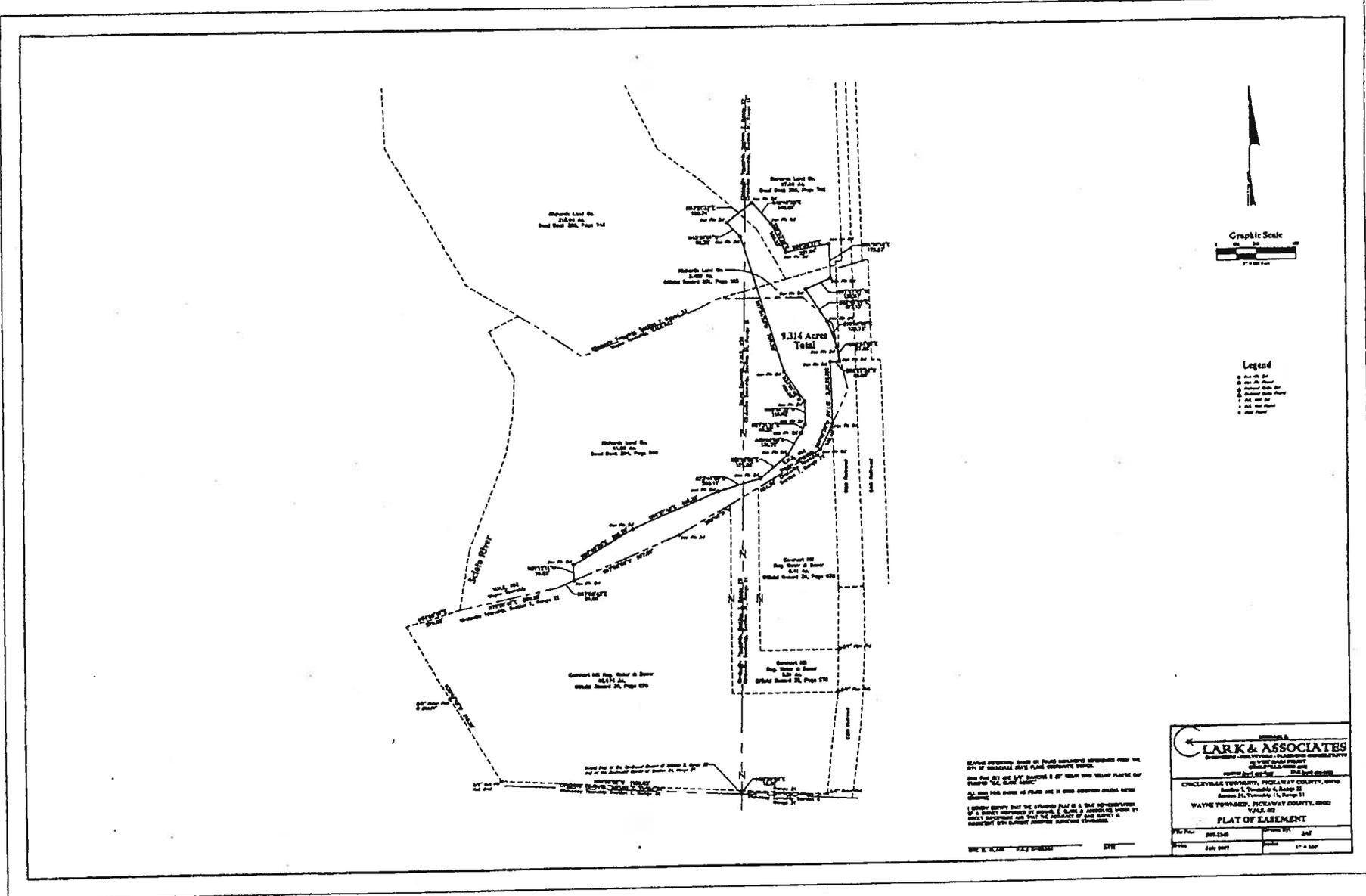
All iron pins shown as set are 5/8" diameter by 30 inch long rebar with yellow plastic cap stamped "M.E. Clark Assoc."

I hereby certify that the foregoing legal description and the attached plat are a true representation of the conditions as they existed on the date of the survey and that the accuracy of same is consistent with accepted surveying standards


 Eric M. Clark
 P. S. No. S-08354

7/23/07
 Date
 File No. S07-2340





BEFORE ME, the undersigned authority, on this day personally appeared _____, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this _____ day of _____, 2007.

Notary Public for Ohio

LARK & ASSOCIATES
 SURVEYING - CIVIL ENGINEERING - PLANNING - ENVIRONMENTAL SCIENCE

1800 W. STATE STREET
 CINCINNATI, OHIO 45219

CINCINNATI OFFICE: (513) 521-1100
 COLUMBUS OFFICE: (614) 291-1100

CINCINNATI TERRACE, PULASKY COUNTY, OHIO
 Section 1, Township 4, Range 12
 Section 21, Township 11, Range 11

WAYNE TOWNSHIP, PULASKY COUNTY, OHIO
 7426.00

PLAT OF EASEMENT

Book: 895-240 Page: 247
 Date: July 2007 Scale: 1" = 100'

Exhibit B

"Commercial land use" means "land use with potential exposure of adult workers during a business day and potential exposure of adults and children who are customers, patrons or visitors to commercial facilities during the business day. Commercial land use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Examples of commercial land uses include, but are not limited to warehouses; retail gasoline stations; retail establishments; professional offices; hospitals and clinics; religious institutions; hotels; motels; and parking facilities." OAC Rule 3745-300-08(C)(2)(c)(ii) (effective March 1, 2009).

"Construction or excavation activities" include "invasive activities that result in potential exposure of adult workers during the business day for a portion of one year. Exposures during construction or excavation activities are of greater intensity and shorter duration than those for the commercial and industrial land use categories. Construction or excavation activities have potential exposures of adults to dermal contact with soil, inhalation of vapors and particles from soil, and ingestion of soil. Examples of construction or excavation activities include but are not limited to maintenance or installation of utilities; installation of building footers or foundation; grading; trenching or laying utility lines or cables; and repair of engineering controls where there is significant exposure to soils." OAC Rule 3745-300-08(C)(2)(c)(iv) (effective March 1, 2009).

"Industrial land use" means "land use with potential exposure of adult workers during a business day and potential exposure of adults and children who are visitors to industrial facilities during the business day. Industrial land use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Examples of industrial land uses include, but are not limited to: lumberyards; power plants; manufacturing facilities such as metal-working shops, plating shops, blast furnaces, coke plants, oil refineries, brick factories, chemical plants and plastic plants; assembly plants; non-public airport areas; limited access highways; railroad switching yards; and marine port facilities." OAC Rule 3745-300-08(C)(2)(c)(iii) (effective March 1, 2009).

"Residential land use" means "land use with a high frequency of potential exposure of adults and children to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Residential land use is considered protective for, and may be applied to, any and all categories of land use, without further restriction. Examples of residential land uses include, but are not limited to residences; day care facilities; schools, colleges and other educational institutions; nursing homes, elder care and other long-term health care facilities; and correctional facilities." OAC Rule 3745-300-08-(C)(2)(c)(i) (effective March 1, 2009).

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VORYS EATER SEYMOUR & PEASE LLP
301 E FOURTH ST
STE 3600
CINCINNATI OH 45202