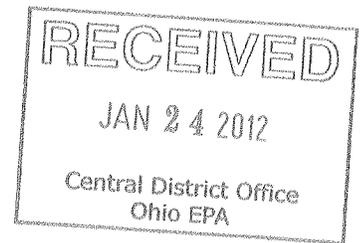




**Environmental
Protection Agency**

John R. Kasich, **Governor**
Mary Taylor, **Lt. Governor**
Scott J. Nally, **Director**



January 24, 2012

Mr. Kirk R. Macfarlane, Esq.
General Electric Company
640 Freedom Business Center
King of Prussia, Pennsylvania 19406

Re: Former Thomson Consumer Electronics site, Pickaway County, Ohio

Dear Mr. Macfarlane:

This letter follows my receipt of your January 10, 2012 correspondence, and the signed Amended Director's Final Findings and Orders, regarding the above-referenced site.

Enclosed is a certified copy of the amended administrative consent order signed by the Director. If you have any questions in this regard, please call me, 614-644-3037. Thank you for your cooperation.

Sincerely,

Mark J. Navarre
Supervising Attorney

Enclosure (Amended Director's Final Findings and Orders)

cc: Mark Rickrich / Brian Tucker / Tiffani Kavalec, DERR, CO (with copy of enclosure)
David O'Toole / Deborah Strayton, DERR, CDO (with copy of enclosure)

Ms. Meggan L Ehret, Esq.
Technicolor, Business Operations
101 W. 103rd Street, INH 3340
Indianapolis, Indiana 46290
(with copy of enclosure)

Mr. Mark A. Norman, Esq.
Vorys, Sater, Seymour & Pease LLP
221 East Fourth Street, Suite 2000
Cincinnati, Ohio 45202
(with copy of enclosure)

BEFORE THE
OHIO ENVIRONMENTAL PROTECTION AGENCY

OHIO E.P.A.
JAN 24 2012
ENTERED DIRECTOR'S JOURNAL

In the matter of:

Technicolor USA, Inc.
103 West 103rd St.
Indianapolis, Indiana 46290

and

General Electric Company
319 Great Oaks Blvd
Albany, New York 12203

Respondents

For the Site known as:

RCA/Thomson
24200 U.S. Route 23
Circleville, Ohio

Amended
Director's Final
Findings and Orders

I certify this to be a true and accurate copy of the
official documents as filed in the records of the Ohio
Environmental Protection Agency.

By: Donna Lassiter Date: 1/24/12

These Amended Director's Final Findings and Orders ("Amended Orders") are issued to Technicolor USA, Inc. (formerly known as Thomson Consumer Electronics, Inc.) and the General Electric Company (collectively, "Respondents"), pursuant to the authority vested in the Director of Environmental Protection under Ohio Revised Code ("ORC") §§ 3734.13, 3734.20, 6111.03, and 3745.01.

I. FINDINGS

1. On February 14, 1994, Director's Final Findings and Orders ("Orders") were issued to Thomson Consumer Electronics and the General Electric Company regarding the facility located at 24200 U.S. Route 23, in Circleville, Ohio where treatment, storage, placement, or disposal of hazardous waste and/or industrial waste and/or other waste were conducted, including any other area

RCA/Thomson Site, Circleville, Ohio
Amended Director's Final Findings and Orders

contaminated or threatened to be contaminated by hazardous waste and/or industrial waste and/or other waste migrating therefrom ("Site").

2. Based upon a review of historical information, Tract 1, as shown on the map in the attached Exhibit A, has been used as lawn or fields and was not used for manufacturing activities by Respondents. Tract 2, as shown on the map in the attached Exhibit A, has only been used for office purposes and was not used for manufacturing activities by Respondents. Tract 1 and Tract 2 are collectively referred to as the "Subject Property."
3. Dames & Moore (1989) collected samples from the lawn around the facility at five locations in Tract 1 and analyzed them for lead. Lead concentrations ranged from 16.3mg/kg to 99.8mg/kg, with a median concentration of 29.9mg/kg (1995 RI Work Plan). These concentrations are below the U.S. EPA Office of Solid Waste and Emergency Response recommendation that soil lead concentrations of less than 400 mg/kg are generally safe for residential use.
4. A soil sample taken by Arthur D. Little (1993) from the west lawn area in Tract 1 had a lead concentration of 45 mg/kg, within typical background soil concentrations (1995 RI Work Plan). Another soil sample collected by Little from the southwest lawn area in Tract 1 had a lead concentration of 14 mg/kg, also within background soil concentrations.
5. Based on an evaluation of historic uses of the Subject Property and the results of previous investigation, Ohio EPA finds that contamination is not present on the Subject Property above unrestricted residential soil exposure levels.
6. A legal description of the Subject Property is included in Exhibit A.

II. ORDERS

1. The Orders are hereby amended to change the definition of "Site" in the Orders, including but not limited to Section III, Definitions, Paragraph N., and Section IV, Findings of Fact, Determinations, and Conclusions of Law, to exclude the Subject Property from the definition of "Site."
2. With the exception of the change in the definition of "Site," the Orders remain unchanged and in full force and effect.

III. WAIVER AND AGREEMENT

1. Respondents consent to the issuance of these Amended Orders.
2. Respondents hereby waive the right to appeal the issuance, terms and conditions, and service of these Amended Orders and Respondents hereby waive any and all rights that they may have to seek administrative or judicial review of these Amended Orders either in law or equity.
3. Notwithstanding the limitations herein on Respondents' right to appeal or seek administrative or judicial review, Ohio EPA and Respondents agree if these Amended Orders are appealed by any other party to the Environmental Review Appeals Commission or any court, Respondents retain the right to intervene and participate in such appeal. In such event, Respondents shall continue to comply with the Orders as amended herein, notwithstanding such appeal and intervention, unless these Amended Orders are stayed, vacated or modified.

IV. EFFECTIVE DATE

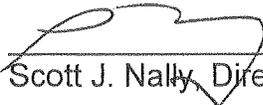
The effective date of these Amended Orders shall be the date these Amended Orders are entered in the Journal of the Director of Ohio EPA.

V. SIGNATORY AUTHORITY

Each undersigned representative of a Party to these Amended Orders certifies that he or she is fully authorized to enter into these Amended Orders and to legally bind such Party to these Orders.

IT IS SO ORDERED AND AGREED:

OHIO ENVIRONMENTAL PROTECTION AGENCY



Scott J. Nally, Director

JAN 24 2012

Date

RCA/Thomson Site, Circleville, Ohio
Amended Director's Final Findings and Orders

IT IS SO AGREED:

Technicolor USA Inc.

BY: 

Signature

1-4-2012
Date

Megan L. Ehret, Secretary
Printed Name & Title

General Electric Company

BY:

Signature

Date

Printed Name & Title

RCA/Thomson Site, Circleville, Ohio
Amended Director's Final Findings and Orders

IT IS SO AGREED:

Technicolor USA Inc.

BY:

Signature

Date

Printed Name & Title

General Electric Company

BY:



Signature

1/5/2012

Date

John G. Heggerd

Printed Name & Title

Executive Director - Remediation
and Hudson River

Exhibit A

Circleville Crossing
Lot 7
Plat Cabinet 2, Slide 5
5/8" Iron Pin
Fnd. (Bent)

Circleville Crossing
Lot 4
Plat Cabinet 2, Slide 5

Iron Pin Fnd.
Capped "Geographics"
@ 124.35'

S87°06'29"E 1147.74'

Iron Pin Fnd.
Capped "CESO"

Iron Pin Set

ODOT R/W-Reference PIC-23-(1.43 - 3.74)

Future South Court
Street Extension - 60' R/W

(A)

(B)

N89°46'04"W
211.58'

5/8" Iron Pin Fnd.
@ 75.07'

Iron Pin Fnd.
Capped "6822"

S00°51'05"E
30.31'

S89°46'54"E
15.31'

Future Progress Parkway
70' R/W

S18°58'28"W
690.43'

Existing
Warehouse
R=635.00'
L=554.14'
Δ=50°00'00"
CB=S64°46'54"E
CD=536.73'

R=565.08'
L=276.15'
Δ=28°00'13"
CB=N53°47'01"W
CD=273.41'

N00°51'05"W
60.07'

P.K. Nail Set

Iron Pin Fnd.
Capped "6822"

Iron Pin Fnd.
Capped "6822"
@ 137.56'

S89°37'07"E
212.69'

City of Circleville
0.28 Ac.
Deed Book 346, Page 203

Tract 1
42.450 Acres

Centerline of Temporary 40'
Ingress/Egress Easement

S50°13'06"W
70.00'

S39°46'54"E
39.78'

Iron Pins (3) Set

Tract 2
2.899 Acres

Existing
Office

S18°54'10"W
192.06'

N18°54'10"E
464.17'

N18°54'10"E
272.11'

S18°54'10"W
362.12'

S71°05'50"W
295.00'

S71°05'50"E
295.00'

S18°42'37"E
108.03'

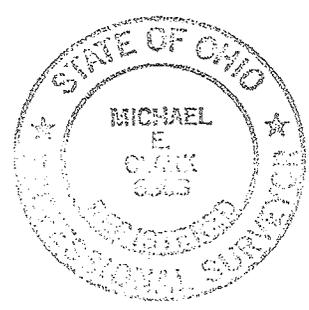
Approximate Limits of
Proposed Environmental
Restrictive Covenant.

N00°12'53"E
69.98'

N00°14'42"W
1062.18'

U.S. Route 23

ODOT R/W-Reference PIC-23-(1.43 - 3.74)



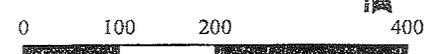
S71°17'23"W 1383.37'

City of Circleville
Circleville Township, Section 31

IRG Circleville, LLC & Circleville Pickaway, LLC
226.552 Ac.
Official Record 616, Page 1087

Legend

- Iron Pin Set
- Iron Pin Fnd.
- ▲ P.K. Nail Set



1" = 200 Feet

BEARING REFERENCE:
BEARINGS HEREIN ARE BASED ON THE CITY OF
CIRCLEVILLE CONTROL NETWORK.

IRON PINS SET ARE 5/8" DIAMETER X 30" LONG
REBAR WITH YELLOW PLASTIC CAP STAMPED "M.E.
CLARK ASSOC."

ALL IRON PINS SHOWN AS FOUND ARE IN GOOD
CONDITION UNLESS NOTED OTHERWISE.

I HEREBY CERTIFY THAT THE ATTACHED PLAT IS A
TRUE REPRESENTATION OF A SURVEY PERFORMED BY
MICHAEL E. CLARK & ASSOCIATES UNDER MY DIRECT
SUPERVISION AND THAT THE ACCURACY OF SAID
SURVEY IS CONSISTENT WITH CURRENT ACCEPTED
SURVEYING STANDARDS.

Michael E. Clark
MICHAEL E. CLARK P.S. #6808

5-6-11
DATE

MICHAEL E.

CLARK & ASSOCIATES
ENGINEERS - SURVEYORS - PLANNING CONSULTANTS

CITY OF CIRCLVILLE, PICKAWAY COUNTY, OHIO
Section 31, Township 11, Range 21
PLAT OF SURVEY

File No.:	E111002	Drawn By:	JAF
Date:	May 4, 2011	Scale:	1" = 200'

Legal Description
City of Circleville, Pickaway County, Ohio
Section 31, Township 11, Range 21
Tract 1 – 42.450 Acres
For: Pickaway Progress Park Office

Situated in the City 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 the Northwest corner of said 226.552 acre tract being in the centerline of U.S. Route 23;

Thence crossing U.S. Route 23 and going with the South line of Circleville Crossing Subdivision (reference Plat Cabinet 2, Slide 5) S87°06'29"E 1147.74 feet (passing an iron pin found capped "Geographics" at 124.35 feet) to an iron pin set;

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

Thence S18°58'28"W 690.43 feet to an iron pin set;

Thence S89°46'54"E 15.31 feet to an iron pin set;

Thence with a curve to the right 554.14 feet, having a radius of 635.00 feet and a chord of which bears S64°46'54"E 536.73 feet distant, to an iron pin set;

Thence S50°13'06"W 70.00 feet to an iron pin set;

Thence with a curve to the left 276.15 feet, having a radius of 565.00 feet and a chord of which bears N53°47'01"W 273.41 feet distant, to an iron pin set;

Thence S18°54'10"W 464.17 feet (passing a pk nail set at 272.11 feet) to an iron pin set;

Thence S71°05'50"E 295.00 feet to an iron pin set;

Thence S18°42'37"E 108.03 feet to an iron pin set;

Thence S71°17'23"W 1383.37 feet (passing an iron pin set at 1236.44 feet) to a point in the centerline of U.S. Route 23;

Thence with said centerline N00°14'42"W 1062.18 feet to a point;

Thence again with said centerline N00°12'53"E 69.98 feet to a point at the Southwest corner of a 0.28 acre tract (reference Deed Book 346, Page 203);

Thence leaving said centerline and going with the South line of said 0.28 acre tract S89°37'07"E 212.69 feet (passing an iron pin found capped "6822" at 137.56 feet) to an iron pin found capped "6822" at the Southeast corner of said tract;

Thence with the East line of said 0.28 acre tract N00°51'05"W 60.07 feet to an iron pin found capped "6822" at the Northeast corner of said tract;

Thence with the North line of said 0.28 acre tract N89°46'04"W 211.58 feet (passing an iron pin found at 75.07 feet) to a point in the centerline of U.S. Route 23;

Thence with said centerline N00°12'53"E 711.94 feet to the **POINT OF BEGINNING**;

Containing 42.450 Acres more or less.

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

Legal Description
City of Circleville, Pickaway County, Ohio
Section 31, Township 11, Range 21
Tract 1 - 42.450 Acres
For: Pickaway Progress Park Office

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.

File No. E111002-T1


Michael E. Clark, P. S. # 6808



5-6-11
Date

Legal Description
City of Circleville, Pickaway County, Ohio
Section 31, Township 4, Range 21
Tract 2 - 2.899 Acres
For: Pickaway Progress Park Office

Situated in the City of Circleville, County of Pickaway, the State of Ohio and being part of Section 31, Township 4, 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 pk nail set being N87°06'29"W 124.35 feet, S00°12'53"W 711.94 feet, S89°46'04"E 211.58, S00°51'05"E 30.31 feet, S89°46'54"E 454.86 feet and S49°43'47"E 518.88 feet distant from an iron pin found capped "Geographics" at the Southwest corner of the Replat of Lot 7 of Circleville Crossing (reference Plat Cabinet 2, Slide 5);

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

N18°54'10"E 272.11 feet to an iron pin set;

Thence with a curve to the right 276.15 feet, having a radius of 565.00 feet and a chord of which bears S53°47'01"E 273.41 feet distant, to an iron pin set;

Thence S39°46'54"E 39.78 feet to an iron pin set;

Thence S18°54'10"W 362.12 feet to an iron pin set;

Thence N71°05'50"W 295.00 feet to an iron pin set;

Thence N18°54'10"E 192.06 feet to the **POINT OF BEGINNING**;

Containing 2.899 Acres more or less.

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

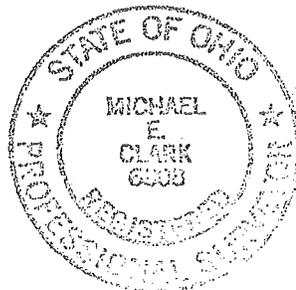
All iron pins set are 5/8" diameter x 30" long rebar with a 1 1/4" yellow plastic identification cap stamped "M.E. CLARK ASSOC."

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,
Professional Surveyor # 6808



File No. E111002-T2

5-6-11
Date

Legal Description
City of Circleville, Pickaway County, Ohio
Section 31, Township 4, Range 21
Temporary 40' Wide Ingress/Egress Easement
For: Pickaway Progress Park Office

Situated in the City of Circleville, County of Pickaway, the State of Ohio and being part of Section 31, Township 4, 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.

Being 20.00 feet on either side of the following described centerline;

Beginning at a pk nail set being N87°06'29"W 124.35 feet, S00°12'53"W 711.94 feet, S89°46'04"E 211.58, S00°51'05"E 30.31 feet distant from an iron pin found capped "Geographics" at the Southwest corner of the Replat of Lot 7 of Circleville Crossing (reference Plat Cabinet 2, Slide 5);

Thence with two new lines through said 226.552 acre tract being the centerline of the subject ingress/egress easement the following calls;

S89°46'54"E 454.86 feet to a pk nail set;

Thence S49°43'47"E 518.88 feet to a pk nail set terminating said easement;

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

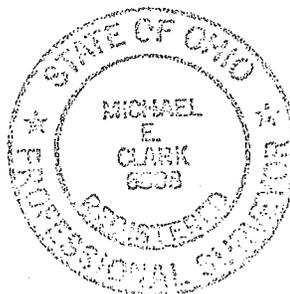
All iron pins set are 5/8" diameter x 30" long rebar with a 1 1/4" yellow plastic identification cap stamped "M.E. CLARK ASSOC."

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,
Professional Surveyor # 6808



File No. E111002-T2ease

5-6-11
Date