

Defendants to this action, their agents, officers, employees, assigns, successors in interest, and, in accordance with Rule 65(D) of the Ohio Rules of Civil Procedure, any person in active concert or participation with it who receives actual notice of this Consent Order whether by personal service or otherwise.

3. Defendants agree and are hereby enjoined to provide a copy of this Order to their Bankruptcy trustee, agents, officers, employees, assigns, successors in interest, and/or any agents or persons working in concert with Defendants.

III. SATISFACTION OF LAWSUIT AND RESERVATION OF RIGHTS

4. Compliance with the terms of this Consent Order shall constitute full satisfaction of any civil liability of Defendants for all violations alleged in the Amended Complaint. Nothing in this Order shall be construed to limit the authority of the State of Ohio to seek relief for violations not specifically alleged in the Amended Complaint, including any violations that occur after the filing of this Consent Order.

IV. INJUNCTIVE RELIEF

5. Defendants are ordered and enjoined to comply with R.C. Chapter 3704 and the regulations adopted thereunder, including but not limited to Ohio Adm.Code Chapter 3745-35 in the operation of the gasoline dispensing facility located at 435 North Verity Parkway, Middletown, Ohio. Defendants agree to refrain and are hereby permanently enjoined from operating any air contaminant source, as that term is defined by Ohio Adm.Code Chapter 3745-35-01(B)(4), without first applying for and obtaining a Permit to Operate from the Ohio Environmental Protection Agency in accordance with Ohio Adm.Code Chapter 3745-35. Defendants are hereby permanently enjoined from operating the gasoline dispensing facility, an

air contaminant source, located at 435 North Verity Parkway, Middletown, Ohio without first applying for and being issued from Ohio EPA a Permit to Operate.

6. Defendants are ordered and enjoined to comply with R.C. Chapter 3704 and the rules promulgated thereunder, including but not limited to Ohio Adm.Code Chapter 3745-21. Defendants are ordered and permanently enjoined to comply with the Stage II vapor recovery equipment installation requirements found in Ohio Adm.Code 3745-21-09(DDD)(4)(a) for the above reference gasoline dispensing facility. The above stated requirements do not relieve Defendants from obtaining all necessary permits to comply with this consent order. Defendants shall not operate a gasoline dispensing facility in the State of Ohio unless the gasoline dispensing facility is in compliance with the requirements of Ohio Adm.Code 3745-21-09(DDD). Specifically, Defendants shall not operate the gasoline dispensing facility located at 435 North Verity Parkway, Middletown, Ohio without first installing and operating Stage II vapor recovery equipment at the facility.

V. CIVIL PENALTY

7. The State has assessed a civil penalty against Defendants in the amount of Fifty-One Thousand Five Hundred Dollars (\$51,500.00) for the violations alleged in this Complaint. Pursuant to and in accordance with R.C. 3704.06, Defendants are enjoined and ordered to pay a total civil penalty of Fifty-One Thousand Five Hundred Dollars (\$51,500.00). Due to Defendant Charles K. Stout's status as a Chapter 7 bankruptcy debtor, Charles K. Stout's penalty will be fully discharged by the amount of any distribution received through Charles K. Stout's bankruptcy proceeding. Defendant Charles K. Stout owns 100% of the shares in Defendant Loveland Oil Company and, as such, the shares are an asset of the bankruptcy estate in Charles

K. Stout's bankruptcy proceedings. Therefore, Loveland Oil Company's penalty will be fully discharged by the amount, if any, received through Charles K. Stout's bankruptcy proceedings. This civil penalty is a non-priority general, unsecured, pre-petition claim and is dischargeable to the extent allowed under the bankruptcy code. Defendants have made no representation to Plaintiff as to the amount, if any, that may be recovered by Plaintiff through the Stout Bankruptcy.

VI. STIPULATED PENALTIES

8. Subject to the provisions of Section 7, in the event that any Defendant fails to comply with any requirement or deadline contained in this Consent Order, the stipulated penalties contained herein shall apply for the purpose of coercing compliance. Defendants shall be jointly and severally liable for and shall pay stipulated penalties in accordance with the following schedule for each failure to comply:

- a. For each day of each failure to comply with a requirement or deadline of this Consent Order, up to and including thirty (30) days--Two Hundred Fifty Dollars (\$250.00) per day for each requirement or deadline not met.
 - b. For each day of each failure to comply with a requirement or deadline of this Consent Order, from thirty-one (31) to sixty (60) days--Five Hundred Dollars (\$500.00) per day for each requirement or deadline not met.
 - c. For each day of each failure to comply with a requirement or deadline of this Consent Order, over sixty (60) days--Seven Hundred Fifty Dollars (\$750.00) per day for each requirement or deadline not met.
9. Any payment required to be made under the provisions of this Section of the

Consent Order shall be made by delivering to Plaintiff, c/o Martha Sexton, Paralegal, or her successor, Office of the Attorney General of Ohio, Environmental Enforcement Section, 30 East Broad Street, 25th Floor, Columbus, Ohio 43215-3400, a cashier's or certified check or checks made payable to the order of "Treasurer, State of Ohio," for the appropriate amount within thirty (30) days from the date(s) of the failure to meet the requirement or deadline of this Consent Order. The payment of the stipulated penalty shall be accompanied by a letter briefly describing the type of violation or requirement not met and the date upon which the violation of this Consent Order occurred. The memo portion of the check, or some other prominent location on the transmittal letter or documentation, shall include a reference to "A.G. EAGO No. 247833."

10. The requirement to pay any stipulated penalty as set forth herein is self-executing upon the failure of Defendants to meet any requirement of this Consent Order. No further demand need be made by Plaintiff.

11. The payment of the stipulated penalties by Defendants and the acceptance of such stipulated penalties by Plaintiff pursuant to this Section shall not be construed to limit Plaintiff's authority to seek additional relief pursuant to R.C. Chapter 3704, including civil penalties under R.C. 3704.06, or to otherwise seek judicial enforcement of this Consent Order, for the same violation for which a stipulated penalty was paid or for other violations.

VII. RETENTION OF JURISDICTION

12. The Court will retain jurisdiction of this action for the purpose of enforcing this Consent Order.

VIII. ENTRY OF CONSENT ORDER AND JUDGMENT BY CLERK

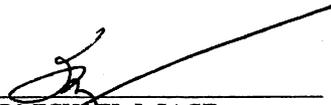
14. Upon signing of this Consent Order by the Court, the clerk is directed to enter it upon the journal. Within three days of entering the judgment upon the journal, the clerk is directed to serve upon all parties notice of the judgment and its date of entry upon the journal in the manner prescribed by Rule 5(B) of the Ohio Rules of Civil Procedure and note the service in the appearance docket.

IX. AUTHORITY TO ENTER INTO THE CONSENT ORDER

15. The signatory for the Defendants represents and warrants that he/she has been duly authorized to sign this document and so bind the corporation to all terms and conditions thereof.

IT IS SO ORDERED.

DATE



JUDGE MICHAEL J. SAGE,
BUTLER COUNTY COURT OF
COMMON PLEAS

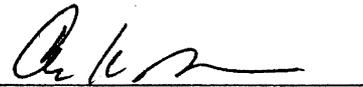
Respectfully submitted,

MARC DANN
ATTORNEY GENERAL

By:



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