

**GRANTOR:** Sartomer USA, LLC

**PROPERTY ADDRESS:** 610 South Bolmar Street, West Chester, PA 19382

## ENVIRONMENTAL COVENANT

This Environmental Covenant is executed pursuant to the Pennsylvania Uniform Environmental Covenants Act, Act No. 68 of 2007, 27 Pa. C.S. §§ 6501 – 6517 (UECA). This Environmental Covenant subjects the Property identified in Section 1 to the activity and/or use limitations in this document. As provided in Section 5 of UECA, 27 Pa. C.S. § 6505, this Environmental Covenant runs with the land.

**1. Property affected.** The property affected (Property) by this Environmental Covenant is located in West Chester Borough, Chester County. The postal street address of the Property is: 610 South Bolmar Street, West Chester, PA 19382. The County Parcel Identification No. of the Property is: 1-10-234. The latitude and longitude of the center of the Property affected by this Environmental Covenant is: 39.95694 and -75.59028. The Property has been known by the following name(s): ARCO, Sartomer Company, Inc.

The area described above is a polygon, the vertices of which have the following geographic coordinates (longitude and latitude, with a datum of WGS1984):

longitude, latitude	
-75.5897462,	39.9576559
-75.5880956,	39.9555406
-75.5889341,	39.9551415
-75.5926343,	39.9567850
-75.5914863,	39.9572870
-75.5912037,	39.9570188
-75.5897462,	39.9576559

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

**2. Property Owner / GRANTOR.** Sartomer USA, LLC is the Owner of the Property. The mailing address of the Owner is: Sartomer USA, LLC, Oaklands Corporate Center, 502 Thomas Jones Way, Exton, PA 19341.

Previous deedholder: Orkem Acquisition Corp changed its name to Sartomer Company, Inc. on November 9, 1988. Sartomer Company, Inc. changed its name to Sartomer USA, LLC on November 6, 2009.

**3. Holder / GRANTEE.** The following is a “Holder,” as that term is defined in 27 Pa. C.S. § 6502, of this Environmental Covenant: Sartomer USA, LLC, Oaklands Corporate Center, 502 Thomas Jones Way, Exton, PA 19341.

**4. Description of Contamination & Remedy.** In 1986 Sartomer USA, LLC (Sartomer) then the Atlantic Richfield Company (ARCO) recognized there had been a release of the volatile organic compounds (VOCs) benzene, toluene, and heptane (hereafter constituents of concern) to groundwater. In 1988, ARCO began a groundwater pump and treat remediation program. At that time the system consisted of 23 wells and the VOC concentration at the Property boundary was more than 10,000 parts per billion (ppb). Sartomer modified and upgraded the remediation system over time to include a dual-phase extraction (DPE) system. In 1996, the groundwater testing at the Property boundary showed less than 10 ppb for benzene, less than 1 part per million (the drinking water limit) for toluene, and heptane could not be detected. Currently, all Property boundary wells are non-detect for the constituents of concern.

Sartomer shut down the groundwater pump and treat system and the DPE system on November 4, 2004 to evaluate the effectiveness of natural attenuation processes. The final Natural Attenuation Evaluation Results Report (Report) prepared by Sartomer was received by the U.S. Environmental Protection Agency (EPA or Agency) electronically on August 28, 2007. The conclusions were that natural attenuation is occurring based on the physical, chemical, and biological parameters measured and containing the plume within the Property boundary. EPA approved the Report on November 21, 2007 agreeing with the conclusions that natural attenuation processes are occurring, allowing Sartomer to continue with this as a remedial measure, and approving the following reporting proposals:

- Monitoring of the source area, transition area, and downgradient/fenceline wells (MS-08, MS-11, MS-21, MS-27, RW-16, OW-04, RW-11, and OW-02) every fifth quarter commencing after December 2007.
- Analyzing for benzene and toluene only, and
- Future sampling reports to be submitted to EPA as a results summary report via electronic mail following each groundwater sampling event.

The Administrative Record for the environmental response connected with this Environmental Covenant is available at the following location:

U.S. EPA Region III  
Land and Chemicals Division Record Center  
1650 Arch Street  
Philadelphia, PA 19103  
(215) 814-5122

**5. Activity & Use Limitations.** The Property is subject to the following activity and use limitations, which the Owner and each subsequent owner of the Property shall abide by:

(a) groundwater under the Property shall not be used for drinking water, other domestic uses, agricultural purposes, or in any other manner that could result in human exposure or otherwise adversely affect the natural attenuation processes;

(b) the Property shall not be used for agricultural, educational, health care, day care, recreational or residential uses unless approved in advance and in writing by the EPA. Ancillary activities (including but not limited to those such as employment, customer or community open houses, student career days and shadowing, etc.) that are in support of the main commercial and/or industrial use of the Property are permitted;

(c) soils from the Property shall not be moved unless handled according to the Pennsylvania Management of Fill Policy (25 PA. Code Chs. 271 and 287) with a Health and Safety Plan specific to the Property constituents of concern; and

(d) monitoring wells MS-08, MS-11, MS-21, MS-27, RW-16, OW-04, RW-11, and OW-02 are to remain in place and be protected against damage unless otherwise authorized by the Owner and the EPA in writing.

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

**7. Compliance Reporting.** As described in Section 4, following each groundwater sampling event, a summary report shall continue to be submitted to EPA every fifth quarter which commenced December 2007 via electronic mail. The summary report shall include analyses for benzene and toluene from the monitoring wells.

The Owner and each subsequent owner shall also include in the summary report written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. The Owner and each subsequent owner shall expeditiously inspect any alleged violations of the activity and use limitations, and expeditiously remedy violations of any activity and use limitations described herein. An explanation of any alleged violations, and all activities taken to remedy any violations, shall be prepared and included in the next summary report submitted.

The Owner and each subsequent owner shall also submit, to the EPA and any Holder listed in Section 3, written documentation following transfer of the Property, proposed changes in the use of the Property, filing of applications for building permits for the Property or proposals for any Property work adversely affecting the contamination on the Property subject to this Environmental Covenant.

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

**9. Recordation & Proof & Notification.** Within thirty (30) calendar days after the date of the EPA's approval of this Environmental Covenant, the Owner(s) shall file this Environmental Covenant with the Recorder of Deeds for each County in which the Property is located and send a date-stamped copy of this Environmental Covenant to the EPA within sixty (60) calendar days of recordation. Within that time period, the Owner(s) also shall send a date-stamped copy to each of the following: each Municipality and County in which the Property is located; any Holder identified in this Environmental Covenant; each person holding a recorded interest in the Property; and each person in possession of the Property.

**10. Termination or Modification.** This Environmental Covenant may only be terminated or modified in accordance with Section 9 of UECA, 27 Pa. C.S. § 6509, including but not limited to as follows:

This Environmental Covenant shall terminate upon attainment of the respective Maximum Contaminant Levels (MCLs) promulgated at 40 C.F.R. Part 141 pursuant to Section 1412 of the Safe Drinking Water Act, 42 U.S.C. Section 300 g-1, for the constituents Benzene and Toluene, as referenced in the November 17, 2009 Final Decision and Response to Comments from the EPA, or an alternative concentration limit approved by the EPA. The EPA must approve, in writing, of such termination.

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

Director, Land and Chemicals Division  
U.S. EPA Region III  
1650 Arch Street  
Philadelphia, PA 19103

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

**Sartomer USA, LLC, Grantor**

Date:

By: *Larry G. Athens*  
Name: Larry G. Athens  
Title: Vice President Operations

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF Chester ) SS:

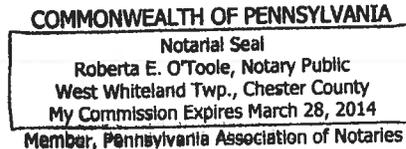
On this 11<sup>th</sup> day of April, 20 12 before me a Notary Public, the undersigned officer, personally appeared Larry G. Athens, who acknowledged himself/herself to be the VP Operations of Sartomer USA, LLC and that he/she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

*Roberta E. O'Toole* [SEAL]  
Notary Public

My Commission Expires:

March 28, 20 14



**Sartomer USA, LLC, Grantee**

Date:

By: *Larry G. Athens*  
Name: Larry G. Athens  
Title: Vice President Operations

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF Chester ) SS:

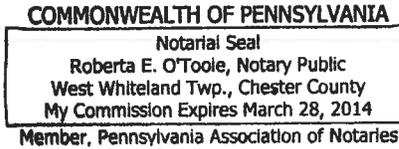
On this 11<sup>th</sup> day of April, 2012 before me a Notary Public, the undersigned officer, personally appeared Larry G. Athens, who acknowledged himself/herself to be the VP Operations of Sartomer USA, LLC and that he/she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

*Roberta E. O'Toole* [SEAL]  
Notary Public

My Commission Expires:

March 28, 2014



APPROVED, by the United States Environmental Protection Agency

Date:

By: Abraham Ferdis

Name: ABRAHAM FERDIS

Title: DIRECTOR, LAND AND CHEMICALS DIVISION

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF Philadelphia ) SS:

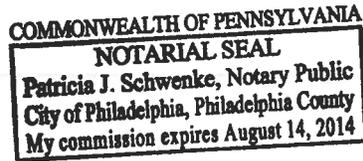
On this 23<sup>rd</sup> day of May, 2012 before me a Notary Public, the undersigned officer, personally appeared ABRAHAM FERDIS, who acknowledged himself/herself to be the DIRECTOR, LCD of the United States Environmental Protection Agency, Region III and that he/she as such DIRECTOR, LCD, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Agency by himself/herself as such DIRECTOR, LCD.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Patricia J. Schwenke [SEAL]  
Notary Public

My Commission Expires:

August 14, 2014



Attachments: Exhibit A – Legal Description of Property  
Exhibit B – Map of Property

D61119  
09/26/88

EXHIBIT "A"

ALL THAT CERTAIN tract of land with the buildings and improvements thereon erected, SITUATE in the Borough of West Chester, County of Chester and Commonwealth of Pennsylvania, bounded and described in accordance with a plan prepared for ARCO Chemical Company by Yerkes Associates, Inc., West Chester, PA being plan #1-171 dated December 23, 1980, last revised January 20, 1981, as follows, to wit:

BEGINNING at a spike set for a corner on the title line on the centerline of Bolmar Street (33 feet wide), said spike being located 146.03 feet measured South 28 degrees 38 minutes 20 seconds East, along said title line from its intersection with the centerline of Niels Street; thence from said beginning point and along the centerline of Bolmar Street, South 28 degrees, 38 minutes, 20 seconds East, 898.78 feet to an old spike; thence leaving Bolmar Street by land now or formerly of Grocery Store Products Co. and along the line dividing the Borough of West Chester from West Goshen Township, South 60 degrees, 21 minutes, 00 seconds West, 276.06 feet to an iron pin set for a corner; thence by land now or formerly of the Philadelphia, Baltimore and Washington Railroad Company, North 57 degrees, 49 minutes, 00 seconds West 1200.96 feet to an iron pin set for a corner on the Easterly sideline of Niels Street (44 feet wide); thence along said sideline of Niels Street, North 62 degrees, 45 minutes, 00 seconds East, 374.29 feet to an iron pin set for a corner; thence by land now or formerly of Wyeth, Inc., South 36 degrees, 40 minutes, 40 seconds East, 125.69 feet to an iron pin set for a corner; thence still by the same, North 62 degrees 45 minutes, 00 seconds East, 469.89 feet to the first mentioned point and place of beginning.

CONTAINING 12.107 acres of land be the same more or less.

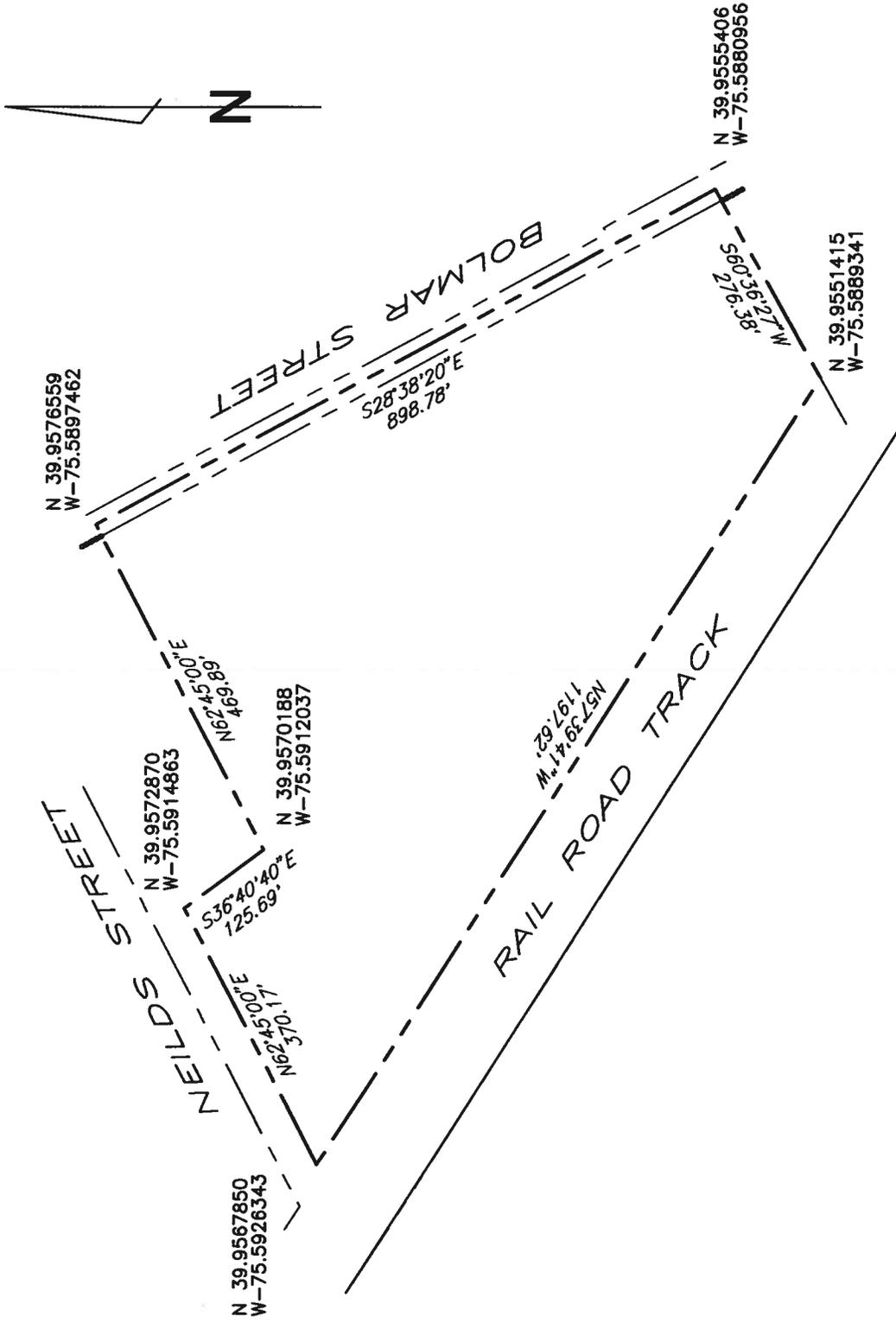
BEING Chester County Tax Parcel 1-10-234.

BEING the same premises' which Atlantic Richfield Company, a Delaware corporation, by Deed dated December 12, 1986 and recorded January 30, 1987 in Deed Book 616 Page 76, granted and conveyed unto Pony Industries, Inc., a Delaware corporation, in fee.

UNDER AND SUBJECT to matters as now appear of record.

Exhibit B

LATITUDE AND LONGITUDE DATUM = WGS 84



YERKES ASSOCIATES, INC.  
 ENGINEERS AND LAND SURVEYORS  
 WEST CHESTER, PENNSYLVANIA  
 610-644-4254

PROPERTY LOCATION EXHIBIT  
 PREPARED FOR  
 SARTOMER USA, INC  
 WEST CHESTER BOROUGH - CHESTER COUNTY  
 PENNSYLVANIA  
 DATE: AUGUST 25, 2010 - SCALE: 1" = 200'