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September 25, 1981



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Willard R. Pope, Esq.
Department of Environmental
Quality Engineering
Commonwealth of Massachusetts
One Winter Street
Boston, Massachusetts 02108

U.S. v. Aerovox

Charles C. Bering, Esq.
United States Environmental Protection Agency
Enforcement Division
John F. Kennedy Federal Building
Boston, Massachusetts 02203

Dear Sirs:

At our meeting of Friday, September 18, 1981, we discussed the results of the Versar testing done at the Aerovox Incorporated plant in June of this year. At that meeting, certain state and federal representatives took the position that the testing disclosed alleged violations of various statutes relating to PCB use and disposal. Aerovox Incorporated denied and continues to deny any violations and any liability for any clean up or other action either at its site or in the adjacent waters. As we explained at the time, however, and as you are well aware, Aerovox Incorporated has expended substantial sums of money as a result of PCB usage by other companies that owned the property prior to the ban on the use of PCBs. As we further explained, Aerovox Incorporated will clean sediment from the discharge trough controlled by it, and now further agrees to remove such sediment from the discharge trough controlled by its tenant.

As to the landfill in back of the plant, it is clear that none of the PCB contamination of that property was or is the responsibility of Aerovox Incorporated. Further, it is indisputable that under the provisions of the Toxic Substances Control Act and the regulations promulgated thereunder, 40 CFR, § 761, Sub-Part B, Aerovox Incorporated has no obligation whatsoever concerning this

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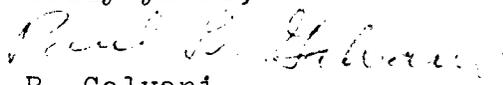
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landfill area. It is further clear that RCRA is inapplicable. See United States v. Burns, 512 F. Supp. 916 (W.D. Pa. 1981). Nonetheless, as a demonstration of good faith and in order to put this entire matter to rest once and for all with respect to Aerovox Incorporated, if the Environmental Protection Agency and the Massachusetts Department of Environmental Quality Engineering agree that the following action will absolve Aerovox Incorporated of any and all liability, both as to the property owned by it and as to the Acushnet River and the New Bedford Harbor, and whether resulting from its own activities or those of others, including previous owners, Aerovox Incorporated is prepared to do the following:

1. Cap the soil areas to the rear of its plant with a combination of hydraulic asphalt concrete paving and a synthetic membrane liner with sand bedding.
2. Clean out the residues in the discharge troughs north and south of the building and dispose of those residues in an approved manner.
3. Cap the soil areas on the north side of its plant adjacent to the discharge trough with a combination of hydraulic asphalt concrete paving with a sand bedding.
4. Engage in a continuing program of maintenance to ensure the integrity and performance of the above-described capping.

If you are agreeable to and authorize the proposed solution and can certify that you have authority to bind your respective Governments, then Aerovox Incorporated is willing to enter into this letter of agreement with you on a voluntary basis in return for the agreement of both the United States of America and the Commonwealth of Massachusetts that neither will pursue any further action, either by way of administrative order or court action or any other action whatsoever, with regard to the PCB contamination of the Aerovox site or of the Acushnet River and the New Bedford Harbor areas.

Very truly yours,


Paul B. Galvani

PBG:dr

Hand Delivered