UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
Region 1
5 Post Office Square, Suite 100
Boston, MA 02109-3912

URGENT LEGAL MATTER – PROMPT REPLY NECESSARY
CERTIFIED MAIL: RETURN RECEIPT REQUESTED

JUN 02 2014

W.R. Grace & Co.-Conn.
c/o Seth Jaffe, Esq.
Foley Hoag, LLP
155 Seaport Boulevard
Boston, MA 02210-2600

Re: **Notice of Potential Liability** at the Southwest Properties portion of Operable Unit Two of the Wells G & H Superfund Site located in Woburn, Massachusetts

Dear Mr. Jaffe:

This letter serves to formally notify W.R. Grace & Co.-Conn. ("W.R. Grace") of the potential liability which it has or may have incurred with respect to the Southwest Properties portion of Operable Unit Two ("OU-2") of the Wells G & H Superfund Site (the "Site"). In addition, this letter requests that W.R. Grace pay certain costs related to the Southwest Properties portion OU-2 and that W.R. Grace prepares to participate in the conduct or financing of certain cleanup activities at the Southwest Properties portion of OU-2.

NOTICE OF POTENTIAL LIABILITY

The United States Environmental Protection Agency ("EPA") has documented the release or threatened release of hazardous substances, pollutants or contaminants at OU-2, including the Southwest Properties. See Enclosure A for a description of the Southwest Properties portion of OU-2.

In 1994, the Beatrice Company ("Beatrice") performed a Remedial Investigation ("RI") at OU-2 pursuant to a September 8, 1991 Consent Decree. In 2003, Beatrice conducted additional sampling and prepared a Supplemental RI Report to address deficiencies identified with respect to the 1994 RI. In 2010-2013, Beatrice conducted further sampling to address specific data gaps, and is currently preparing a final RI Report. Beatrice is also performing a Feasibility Study ("FS") to evaluate remediation options for the Southwest Properties portion of OU-2. In addition, EPA has completed a Baseline Human Health and Ecological Risk Assessment to assess the level of contamination at the Southwest Properties portion of OU-2 and to evaluate the human health and ecological risks related to this contamination.

SDMS Doc ID 558538

Under Sections 106(a) and 107(a) of CERCLA, 42 U.S.C. §§ 9606(a) and 9607(a), and other laws, responsible parties may be obligated to undertake actions deemed necessary by EPA to protect the public health, welfare, or environment. Responsible parties may also be liable for all costs incurred by the government in responding to any release or threatened release at the site. Such costs may include, but are not limited to, expenditures for investigation, planning, clean-up response and enforcement activities. In addition, responsible parties may be required to pay damages for injury to, destruction of, or loss of natural resources, including the costs to assess such damages. Responsible parties under CERCLA include persons who are current or former owners and/or operators of a site, persons who arranged for disposal of hazardous substances at a site, or persons who accepted hazardous substances for transport to a site selected by such persons.

Based on information gathered during investigations of the Site, EPA believes that W.R. Grace is a PRP under Section 107(a) of CERCLA with respect to the Southwest Properties portion of OU-2. Specifically, EPA has reason to believe that W.R. Grace has potential liability as an entity who arranged for disposal of hazardous substances at the Southwest Properties (former Whitney Barrel property).

DEMAND FOR PAYMENT OF COSTS

In accordance with CERCLA and other authorities, EPA has undertaken certain actions and incurred costs, including PRP Search and related enforcement costs, in response to conditions associated with the Southwest Properties portion of OU-2. These response actions are described below. As of February 3, 2014, the costs associated with these actions are approximately $523,736, excluding interest.[1] See Enclosure B for a breakdown of these costs. EPA anticipates that it will expend additional funds for response activities at OU-2, including the Southwest Properties, under the authority of CERCLA and other laws, including those response activities described below.

By this letter, EPA notifies W.R. Grace of its potential liability with regard to the Southwest Properties portion of OU-2. In accordance with Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), a demand is hereby made for payment of the above amount, and all interest authorized to be recovered under that Section or under any other provisions of law. Demand is also hereby made under these authorities for payment of all future costs, and interest thereon, that EPA may accrue in regard to the Southwest Properties portion of OU-2.

In the event the addressee of this notice intends or has already filed for dissolution or reorganization under bankruptcy laws, you are hereby requested to include EPA-Region 1, and the United States Department of Justice on any mailing or notice lists used in that proceeding. The United States reserves the right to file a proof of claim or application for reimbursement of administrative expenses in such a proceeding.

Contained in Enclosure B of this letter is a current summary of the costs expended for the Southwest Properties portion of OU-2. As you may be aware, PRPs are entitled to review the invoices which form the basis for EPA's past costs. Some of these documents may contain

[1] Please note that this figure does not include costs unrelated to the Southwest Properties.

information that EPA's contractors claim is entitled to confidential treatment. The Agency's past practice has been to obtain the consent of the contractors pursuant to 40 C.F.R. 2.209(f) (confidential business information regulations) before releasing this information to PRPs. These regulations, however, have been revised to allow information on past costs to be released provided that the interested party agrees not to disclose the information received and signs a Confidential Business Information Agreement ("Agreement").

This Agreement is necessary to protect the interests of the submitters in the confidentiality of the business information. No party is under any obligation to execute this Agreement. Without executing this Agreement, however, the Agency cannot release documentation on past costs. If you are interested in reviewing these documents, please contact Joseph LeMay, EPA Remedial Project Manager, at (617) 918-1323.

RESPONSE ACTIVITIES AT THE SOUTHWEST PROPERTIES PORTION OF OU-2 OF THE SITE

EPA activities conducted at the Southwest Properties portion of OU-2 include[2]:

1. Oversight of a PRP-lead RI and Supplemental RI to gather data necessary for the preparation of a baseline risk assessment.

2. Oversight of PRP-lead investigation and evaluation activities between 2010 and 2013, including additional well installations and groundwater data collections, subslab soil gas data collection under the main Aberjona building, two seasonal rounds of subslab soil gas and indoor air sampling at the residence on the former Aberjona Auto Parts property, and investigation activities on the other properties which make up the Southwest Properties.

3. EPA preparation of a draft baseline risk assessment in 2006 and updated baseline risk assessment in 2014.

4. A PRP Search.

EPA is conducting or plans to conduct the following activities at the Southwest Properties portion of OU-2:

1. Oversight of PRP-lead investigation and evaluation activities to support the preparation of a final RI. EPA anticipates that the final RI will be completed later in 2014.

2. Oversight of a PRP-lead Feasibility Study to evaluate potential remedial actions to remove or contain hazardous substances, pollutants, and contaminants. EPA anticipates that the Feasibility Study will be completed later in 2014.

3. EPA preparation of a Proposed Plan and Record of Decision ("ROD") selecting the remedial actions to remove or contain hazardous substances, pollutants, and

[2] Please note that the demand for payment of past costs outlined in this notice does not include response costs unrelated to the Southwest Properties.

contaminants. EPA expects to prepare a Proposed Plan and a ROD for the Southwest Properties portion of OU-2 in 2015.

4. Design and implementation of a Remedial Action to be approved by EPA.

5. Operation, maintenance and monitoring as deemed necessary by EPA.

In addition to those enumerated above, EPA may, pursuant to its authorities under CERCLA and other laws, decide that other response activities are necessary to protect public health, welfare or the environment.

SPECIAL NOTICE AND NEGOTIATION MORATORIUM

At an appropriate point in the future, you may receive an additional notice informing you that one or more of the above activities is pending and that your cooperation is being requested to negotiate the terms of an agreement to perform or finance these activities. This forthcoming notice will serve to inform you that EPA will either use CERCLA Section 122(e) Special Notice procedures to formally negotiate the terms of a consent order or consent decree to conduct or finance site response activities at the Southwest Properties portion of OU-2, or it will inform you that EPA is not using such procedures pursuant to Section 122(a).

Under Section 122(e), EPA has the discretionary authority to invoke Special Notice procedures if EPA determines that such procedures would facilitate an agreement between EPA and the PRPs and would expedite remedial action at the Southwest Properties portion of OU-2. Use of the Special Notice procedure triggers a moratorium on certain EPA activities at the Southwest Properties portion of OU-2. The purpose of the moratorium would be to provide a period of time for the PRPs and EPA to enter into formal negotiations allowing PRPs the opportunity to conduct or finance the response activities at the Southwest Properties portion of OU-2. If EPA does not use Section 122(e) Special Notice procedures, a Section 122(a) notice will explain why the Special Notice procedures were determined not to be appropriate.

ENCLOSURE INFORMATION

- Description of the Southwest Properties portion of OU-2 (Enclosure A)

- Current Cost Summary for the Southwest Properties portion of OU-2 (Enclosure B)

- A Fact Sheet describing the 2014 baseline risk assessment for the Southwest Properties and the status of response actions at the Southwest Properties portion of OU-2 (Enclosure C)

- A list of names and addresses of potentially responsible parties to whom this notification was provided. This list represents EPA's preliminary findings on the identities of potentially responsible parties. EPA's responsible party search is continuing. Inclusion on or exclusion from the list does not constitute a final determination by the Agency concerning the liability of any party at the Southwest Properties portion of OU-2 (Enclosure D)

- Information Sheet for Small Businesses (Enclosure E)

- Summary of the evidence linking the recipient of this letter to contamination found at the Southwest Properties portion of OU-2. Note that this summary may not constitute a complete survey of all evidence held by EPA nor is it an apportionment or other statement by EPA on the divisibility of harm or causation in connection with the Southwest Properties portion of OU-2. In addition, this evidence summary shall not constitute an admission by EPA and will not be admissible as evidence in any proceeding (Enclosure F)

- DVD that contains the documents referenced in the evidence summary and a copy of the Baseline Human Health and Ecological Risk Assessment Report for the Southwest Properties (Enclosure G – see file 555323 for index of documents)

ADMINISTRATIVE RECORD

In accordance with Section 113(k) of CERCLA, EPA must establish an administrative record containing the documents used by EPA to select the appropriate response action for the Southwest Properties portion of OU-2. An administrative record for the Southwest Properties portion of OU-2 will be made available at the time that the Proposed Plan is complete in 2015. The administrative record will be available to the public for inspection and comment at:

U.S. EPA Superfund Records and Information Center
5 Post Office Square, Suite 100
Boston, MA 02109-3912
(617) 918-1440

Another copy of the administrative record will be made available at the Woburn Public Library (a/k/a Winn Memorial Library) at 45 Pleasant Street, Woburn, Massachusetts.

TIMING AND FORM OF RESPONSE TO THIS LETTER

Please notify EPA in writing within **twenty-one (21) days** from receipt of this letter regarding your organization's willingness to pay the demand for payment of past costs and perform or finance the response activities described above. If EPA does not receive a timely response, EPA will assume that W.R. Grace does not wish to negotiate a resolution of its liabilities in connection with the Southwest Properties portion of OU-2, and that W.R. Grace has declined any involvement in performing the response activities. Your letter should indicate the appropriate name, address, and telephone number for further contact with W.R. Grace. If you are already involved in discussions with state and local authorities, engaged in voluntary clean-up action, or involved in a lawsuit regarding this Site, you should continue such activities as you see fit. This letter is not intended to advise you or direct you to restrict or discontinue any such activities; however, you are advised to report the status of those discussions or actions in your response to this letter and to provide a copy of your response to any other parties involved in those discussions or actions.

Your response letter should be sent to:

Joseph LeMay
Remedial Project Manager
U.S. EPA Region I
5 Post Office Square, Suite 100, OSRR07-4
Boston, MA 02109-3912

If you have general questions concerning OU-2, including the Southwest Properties, or the Site, please contact Joseph LeMay, Remedial Project Manager, at (617) 918-1323. If you have any legal questions relevant to the Notice of Liability, or if your attorney wishes to communicate with EPA on your behalf, please contact Susan Scott, Senior Enforcement Counsel, U.S. Environmental Protection Agency, 5 Post Office Square, Suite 100 (OES04-4), Boston, MA 02109-3912, or at (617) 918-1778.

The factual and legal discussions in this letter are intended solely to provide notice and information, and such discussions are not to be construed as a final agency position on any matter set forth herein. Due to the seriousness of the environmental and legal problems posed by conditions at the Site, EPA urges that immediate attention and a prompt response be given to this letter.

By copy of this letter, EPA is notifying the State of Massachusetts and the Federal Natural Resource Trustee(s) of our intent to perform or enter into negotiations for the performance or financing of response actions at the Southwest Properties portion of OU-2.

Thank you for your cooperation in this matter.

Sincerely,

James T. Owens, III, Director
Office of Site Remediation and Restoration

Enclosures

Sent by electronic mail only
cc: Susan Scott, EPA Superfund Legal Office
Joseph LeMay, EPA Remedial Project Manager
Jay Naparstek, Massachusetts DEP
Andrew Raddant, DOI, Federal Natural Resource Trustee
Ken Finkelstein, NOAA, Federal Natural Resource Trustee
EPA Region 1 Superfund Records and Information Center

ENCLOSURE A
WELLS G & H SUPERFUND SITE
DESCRIPTION OF THE SOUTHWEST PROPERTIES PORTION OF OU-2

Wells G & H were two municipal wells developed in 1964 and 1967 to supplement the water supply of the City of Woburn. The wells supplied 30 percent of the city's drinking water. The population of the City of Woburn is approximately 39,000 people.

In 1979, city police discovered several 55-gallon drums of industrial waste abandoned on a vacant lot in the vicinity of the Site; these drums subsequently were removed. As a result of this finding, the nearby wells were tested and found to be contaminated. Both of these wells were shut down in 1979. Five separate properties were found to be the contributing sources of contamination to the aquifer that supplied water to the two municipal wells. The Wells G & H Site covers a total area of 330 acres which encompasses commercial and industrial parks, and recreational and residential areas in East Woburn. The Site is generally bounded by Route 128 to the north, Salem and Cedar Street to the south, a Massachusetts Bay Transportation Authority right of way to the west, and Interstate 93 to the east. The area surrounding the Site is predominantly residential. The Aberjona River flows through the middle of the Site. Primary contaminants of concern include volatile organic compounds including trichloroethylene (TCE) and tetrachloroethylene (PCE), polycyclic aromatic hydrocarbons (PAHs), and heavy metals.

Operable Unit Two of the Site consists of all groundwater and land within the area defined as the Site, excluding the OU-1 Source Area properties. Operable Unit Two of the Site also excludes surface water and sediments of the Aberjona River (OU-3). The Southwest Properties are located in the Aberjona River Valley in the southwestern corner of the Wells G & H Superfund Site and fall within OU-2 of the Site. Similar to many agriculturally and commercially developed valleys in New England, the Aberjona River Valley (including the Southwest Properties) was attractive to development because it has a relatively low topographic relief, is easily constructed upon, and is underlain by a valley-fill aquifer that is capable of supplying large quantities of water. As such, the Aberjona River Valley has a long history of industrial uses. The valley also has a lengthy agricultural history. The area known as the Southwest Properties is primarily comprised of three parcels of land known as Aberjona Auto Parts (Aberjona property, 270/278/280 Salem Street), Whitney Barrel (Whitney property, 256 Salem Street), and Murphy Waste Oil (Murphy property 250/252/252R Salem Street, including a wetland area known as the Murphy Wetland that lies between the Murphy and Whitney properties).

The primary identified contaminants in soils, sediments, and groundwater across the Southwest Properties include:

- VOCs, including benzene, petroleum hydrocarbons (C5-C8 aliphatics, C9-C12 aliphatics and C9-C10 aromatics), 1,4-dichlorobenzene, cis-1,2,-dichloroethene, trans-1,2-dichloroethene, 1,1-dichloroethane, 1,2-dichloroethane, ethylbenzene, 1,4-dioxane, methylene chloride, methyl tertiary butyl ether, tetrachloroethene, 1,2,3-trichlorobenzene,

1,2,4-trichlorobenzene, 1,1,2-trichloroethane, trichloroethene, vinyl chloride, and total xylenes;

- Semivolatile organic compounds, including bis(2-ethylhexyl)phthalate, benzo(a)anthracene, benzo(b)fluoranthene, and benzo(a)pyrene, dibenz(a,h)anthracene, indeno(1,2,3-cd)pyrene, 2-methylnaphthalene, naphthalene, and petroleum hydrocarbons (C11-C22 aromatics and C9-C18 aliphatics);

- Pesticides, such as alpha-chlordane, gamma chlordane, alpha-BHC, beta-BHC, aldrin, lindane, heptachlor, heptachlor epoxide, dieldrin, 4,4'-DDD and 4,4'-DDT;

- PCB Aroclors and dioxin-like PCB congeners, such as 2,3',4,4'5-PentCB(118) and 3,3'4,4'5-PentaCB(126); and

- Metals, including arsenic, total chromium, chromium VI, cobalt, iron, lead, manganese, thallium and zinc.

ENCLOSURE B

Reconciliation Pending

Itemized Cost Summary

WELLS G & H, WOBURN, MA SITE ID = 01 46

Ou2 enforcement costs incurred through 2/3/14
Southwest Properties portion of OU-2

REGIONAL PAYROLL COSTS	$134,121.15
INTERAGENCY AGREEMENT (IAG) COSTS	
ARMY CORPS OF ENGINEERS (DW96940206)	$2,581.71
OTHER CONTRACT COSTS	
TECHLAW, INC. (3Z0247NBLX)	$176,672.42
TECHLAW, INC. (EP061000025)	$74,996.84
EPA INDIRECT COSTS	$135,364.06
Total Site Costs:	$523,736.18

ENCLOSURE C

SUPERFUND

Cleaning Up New England **SITE UPDATE**

Southwest Properties Assessment
Wells G&H Woburn, MA

U.S. EPA | HAZARDOUS WASTE PROGRAM AT EPA NEW ENGLAND

THE SUPERFUND PROGRAM *protects human health and the environment by investigating and cleaning up often-abandoned hazardous waste sites and engaging communities throughout the process. Many of these sites are complex and need long-term cleanup actions. Those responsible for contamination are held liable for cleanup costs. EPA strives to return previously contaminated land and groundwater to productive use.*

SITE DESCRIPTION:

The Wells G&H Superfund Site is approximately 330-acres in Woburn, MA. In the southwest corner of the Wells G&H Superfund Site are three active commercial properties (referred to as the Murphy's Waste Oil, Whitney Barrel, and Aberjona Auto Parts properties) known as the Southwest Properties. The Southwest Properties is about 13 acres (see Figure 1). A small wetland (referred to as the Murphy Wetland) is located partially on and between the Whitney Barrel and Murphy Oil properties and is also part of the Southwest Properties. A focused investigation was completed for the Southwest Properties between 2010 and 2013 that collected various soil, soil gas, groundwater and indoor air samples, and built upon soil, groundwater, sediment and surface water investigations conducted prior to 2010. In March 2014, EPA completed its assessment of these new and existing sample results and evaluated potential risk to current and future human health and the environment. This March 2014 assessment is known as a Baseline Risk Assessment (BRA).

COMMUNITY MEETING:

The Environmental Protection Agency (EPA) will hold a public meeting at 7:00 p.m. on June 23, 2014 at Woburn City Hall to present recent BRA results for the Southwest Properties at the Site and identify next steps for the Southwest Properties. The March 2014 BRA can be found at EPA's Web page for the Site. **www.epa.gov/region1/superfund/sites/wellsgh**

WHAT WAS FOUND:

Between 2010 and 2013, EPA had additional data collected from soils and groundwater at the Southwest Properties. EPA also evaluated the indoor air quality in the buildings on the properties to make sure contamination was not coming into the buildings through the ground in a process called vapor intrusion. To test for vapor intrusion, we had samples collected from the subslab soil gas and/or indoor air in commercial buildings on the three properties and an occupied residence on the Aberjona Auto Parts property. At the conclusion of this investigation, EPA found the Southwest Properties are contaminated with hazardous substances including volatile organic compounds (VOCs), polyaromatic hydrocarbons (PAHs), pesticides, polychlorinated biphenyls (PCBs), petroleum compounds and metals.

KEY CONTACTS:

JOE LEMAY
Project Manager
(617) 918-1323
lemay.joe@epa.gov

EMILY ZIMMERMAN
U.S. EPA Community Involvement Coordinator
(617) 918-1037
zimmerman.emily@epa.gov

GENERAL INFO:

EPA NEW ENGLAND
5 Post Office Sq.,
Suite 100
Boston, MA 02109-3912

TOLL-FREE CUSTOMER SERVICE
1-888-EPA-7341

LEARN MORE AT:
www.epa.gov/region1/superfund/sites/wellsgh

EPA United States Environmental Protection Agency

May 2014

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RISK ASSESSMENT:

EPA completed the evaluation of the data collected for the Southwest Properties to determine the potential for the contamination in soil, groundwater, sediment, surface water, soil gas and indoor air to pose a threat to humans and the environment. EPA has arrived at the following conclusions (as documented in EPA's March 2014 BRA for the Southwest Properties):

- No current threat to commercial workers - Current commercial use throughout the Southwest Properties does not pose a health threat to workers who may contact soil as part of their jobs. In addition, vapor intrusion does not pose a current health threat inside the commercial buildings throughout the Southwest Properties. Further study of vapor intrusion will be necessary if there is any change in use of the buildings or additional buildings are constructed at the Southwest Properties.

- No current threat to residence at Aberjona Auto Parts property – Vapor intrusion does not pose a health threat inside the residence on the Aberjona Auto Parts property. Further study of vapor intrusion will be necessary if there is any change in use of the building or additional buildings are constructed at the property.

- Potential future threat to recreational users at Murphy's Waste Oil property, Murphy Wetland and Whitney Barrel property, and trespassers at the Murphy Wetland - Contact with soil on the Murphy's Waste Oil and Whitney Barrel properties and with sediment in the Murphy Wetland could pose a health threat to the public if these areas are developed for recreational use in the future (for use as a park or athletic facility). Even if commercial use continues in the future, contact with sediment would pose a health threat to people trespassing in the Murphy Wetland. PAHs, PCBs, pesticides and metals are the major risk contributing chemicals for soil; PCBs, petroleum compounds and metals are the primary risk contributing chemicals for sediment.

- Potential future threat to construction workers at Murphy Waste Oil and Whitney Barrel properties - Contact with soil and/or shallow groundwater could pose a health threat to future construction workers involved in excavation activities at the Murphy's Waste Oil and Whitney Barrel properties. PCBs in soil and VOCs in groundwater are the primary health threat contributing chemicals.

- Potential future threat to drinking water users throughout the Southwest Properties - Groundwater is not currently used as a drinking water source, however, potential future use of groundwater for drinking could pose a health threat to the public. VOCs, PCBs, pesticides, petroleum compounds and metals are the primary risk contributing chemicals.

- Current threat to wildlife at Murphy Wetland - Small mammals (e.g., shrew) and sediment-dwelling organisms (e.g., worms) within the Murphy Wetland area are potentially threatened due to elevated levels of PCBs and metals in sediment and soil.

- Figure 2 - Provides a graphical summary of the BRA, including the properties, media and chemical types that contribute to the identified risks for humans and the environment.

NEXT STEPS:

The contamination found on the Southwest Properties warrants additional cleanup at the Wells G&H Superfund Site.

EPA will look thoroughly at the data collected and possible cleanup options in Fall of 2014. This will be documented in a report called: Remedial Investigation/ Feasibility Study.

Then, in the Winter 2014-2015, EPA will issue a proposed cleanup plan. Upon issuing the Proposed Plan, EPA will be seeking public comment on the Proposed Plan.

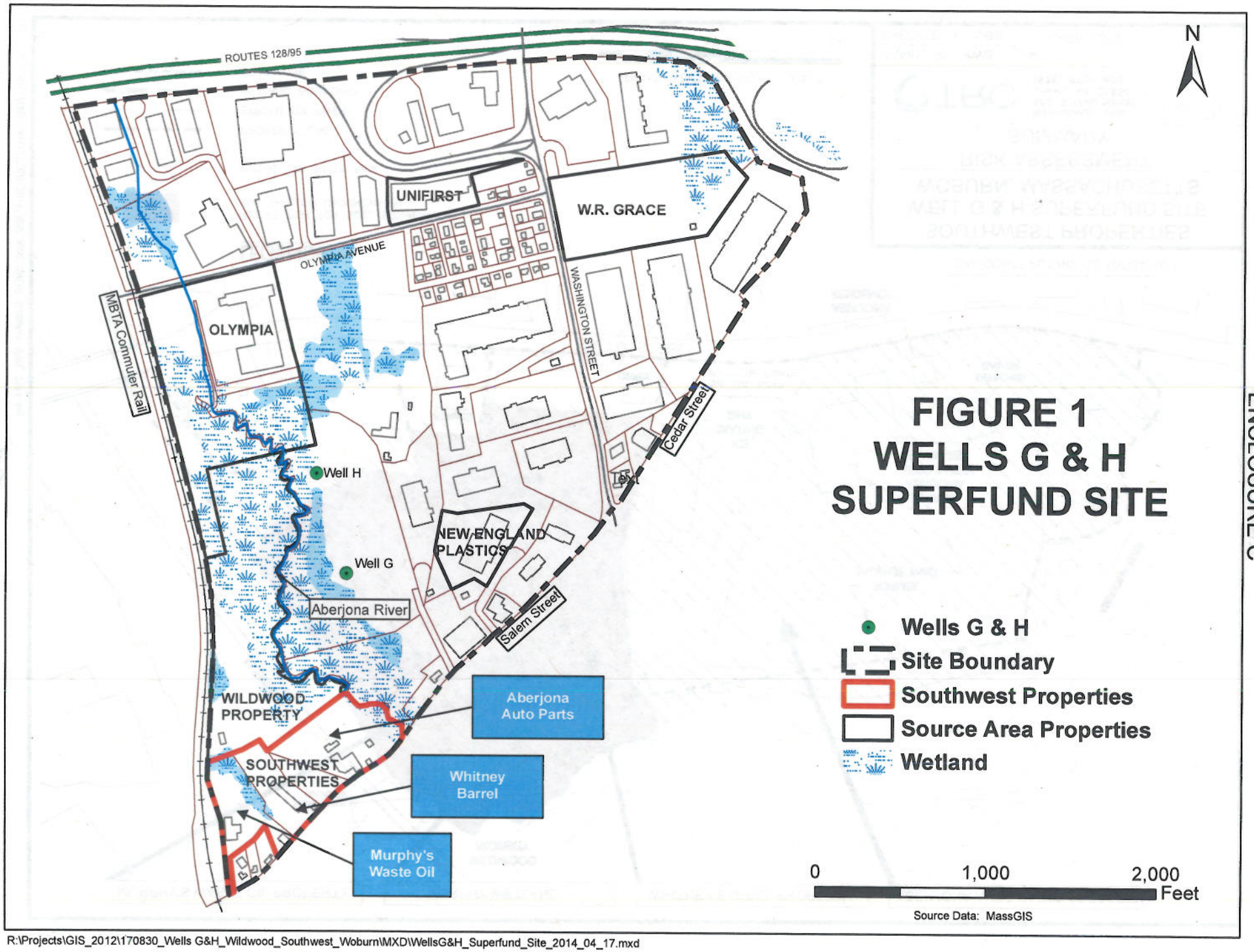
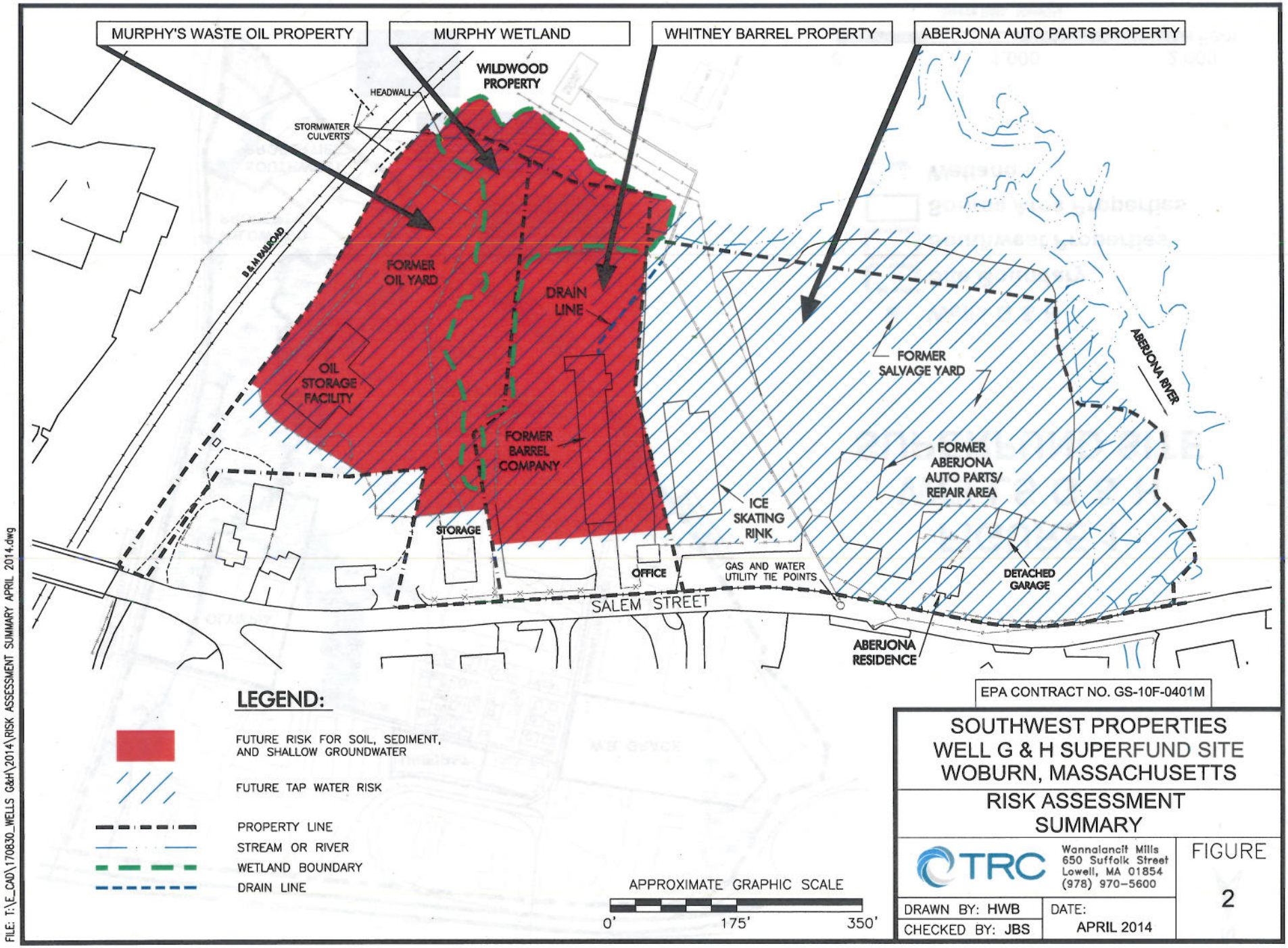


FIGURE 1
WELLS G & H SUPERFUND SITE

R:\Projects\GIS_2012\170830_Wells G&H_Wildwood_Southwest_Woburn\MXD\WellsG&H_Superfund_Site_2014_04_17.mxd



EPA CONTRACT NO. GS-10F-0401M

SOUTHWEST PROPERTIES
WELL G & H SUPERFUND SITE
WOBURN, MASSACHUSETTS

RISK ASSESSMENT SUMMARY

TRC
Wannalancit Mills
650 Suffolk Street
Lowell, MA 01854
(978) 970-5600

FIGURE 2

DRAWN BY: HWB
CHECKED BY: JBS
DATE: APRIL 2014

FILE: T:\E_CAD\170830_WELLS G&H\2014\RISK ASSESSMENT SUMMARY APRIL 2014.dwg

ENCLOSURE C

ENCLOSURE D
WELLS G & H OPERABLE UNIT 2
SOUTHWEST PROPERTIES
GENERAL NOTICE MAILING LIST

280 Salem Street, LLC
c/o Robert L. Holland
Holland Arena, Inc.
270 Salem Street
Woburn, MA 01801

Beatrice Company
c/o James Stewart, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, NJ 07068

Boston Edison Company/
NSTAR Electric and Gas Company
Jeffrey N. Stevens, Esq.
Assistant General Counsel
800 Boylston Street
Boston, MA 02199

The Gillette Company
c/o Proctor & Gamble
Deborah P. Majoras, Esq.
One Proctor & Gamble Plaza
Cincinnati, OH 45202

Goulston Technologies
f/k/a George A. Goulston
Veronica McKinney
HSE Manager
7000 North Johnson Street
Monroe, NC 28110

KEK Realty Trust
John E. Whitney, III and Susan M. Whitney
17 Pond Street
Newburyport, MA 01950

Kingston Steel Drum
Great Lakes Container Corp.
c/o Patricia H. Duft
Staff VP, Legal & Regulatory Services
Mallinckrodt, Inc.
675 McDonnell Boulevard
St. Louis, MO 63042

Lamco Chemical Co.
James G. Lamm, President
212 Arlington Street
Chelsea, MA 02150

Murphy's Waste Oil Service, Inc.
c/o Clean Harbors, Inc.
Alan S. McKim
42 Longwater Drive
Norwell, MA 02061

Old Oil Realty Trust
Joan E. Murphy, Trustee
41 Harriet Avenue
Burlington, MA 01803

Olin Corporation
Curtis M. Richards, Vice President
Environment, Health & Safety
P.O. Box 248
1186 Lower River Road NW
Charleston, TN 37310

Organix, LLC
Peter C. Meltzer, Ph.D.
President & CEO
240 Salem Street
Woburn, MA 01801

ENCLOSURE D
WELLS G & H OPERABLE UNIT 2
SOUTHWEST PROPERTIES
GENERAL NOTICE MAILING LIST

Samuel Cabot, Inc.
c/o Ronda P. Bayer, Esq.
Associate General Counsel
Valspar
901 3rd Avenue South
Minneapolis, MN 55402

Stepan Company
Kathleen O. Sherlock, Esq.
Assistant General Counsel
22 West Frontage Road
Northfield, IL 60093

Wildwood Conservation Corporation
c/o John J. Riley, Jr.
154 Ocean Boulevard
Seabrook, NH 03874

W.R. Grace & Co.-Conn.
c/o Seth Jaffe, Esq.
Foley Hoag, LLP
155 Seaport Boulevard
Boston, MA 02210

United States Environmental Protection Agency

Office of Enforcement and Compliance Assurance (2201A)
EPA-300-F-11-006 June 2011

U.S. EPA Small Business Resources Information Sheet

The United States Environmental Protection Agency provides an array of resources, including workshops, training sessions, hotlines, websites and guides, to help small businesses understand and comply with federal and state environmental laws. In addition to helping small businesses understand their environmental obligations and improve compliance, these resources will also help such businesses find cost-effective ways to comply through pollution prevention techniques and innovative technologies.

EPA's Small Business Websites

Small Business Environmental Homepage - www.smallbiz-enviroweb.org

Small Business Gateway - www.epa.gov/smallbusiness

EPA's Small Business Ombudsman - www.epa.gov/sbo or 1-800-368-5888

EPA's Compliance Assistance Homepage
www.epa.gov/compliance/assistance/business.html

This page is a gateway to industry and statute-specific environmental resources, from extensive web-based information to hotlines and compliance assistance specialists.

EPA's Compliance Assistance Centers
www.assistancecenters.net

EPA's Compliance Assistance Centers provide information targeted to industries with many small businesses. They were developed in partnership with industry, universities and other federal and state agencies.

Agriculture
www.epa.gov/agriculture/

Automotive Recycling
www.ecarcenter.org

Automotive Service and Repair
www.ccar-greenlink.org or 1-888-GRN-LINK

Chemical Manufacturing
www.chemalliance.org

Construction
www.cicacenter.org or 1-734-995-4911

Education
www.campuserc.org

Food Processing
www.fpeac.org

Healthcare
www.hercenter.org

Local Government
www.lgean.org

Metal Finishing
www.nmfrc.org

Paints and Coatings
www.paintcenter.org

Printed Wiring Board Manufacturing
www.pwbrc.org

Printing
www.pneac.org

Ports
www.portcompliance.org

U.S. Border Compliance and Import/Export Issues
www.bordercenter.org

Hotlines, Helplines and Clearinghouses

www.epa.gov/epahome/hotline.htm

EPA sponsors many free hotlines and clearinghouses that provide convenient assistance regarding environmental requirements. Some examples are:

Antimicrobial Information Hotline
info-antimicrobial@epa.gov or 1-703-308-6411

Clean Air Technology Center (CATC) Info-line
www.epa.gov/ttn/catc or 1-919-541-0800

Emergency Planning and Community Right-To-Know Act
www.epa.gov/superfund/resources/infocenter/epcra.htm or 1-800-424-9346

EPA Imported Vehicles and Engines Public Helpline
www.epa.gov/otaq/imports or 734-214-4100

National Pesticide Information Center
www.npic.orst.edu/ or 1-800-858-7378

National Response Center Hotline - to report oil and hazardous substance spills
www.nrc.uscg.mil or 1-800-424-8802

Pollution Prevention Information Clearinghouse (PPIC)
www.epa.gov/opptintr/ppic or 1-202-566-0799

Safe Drinking Water Hotline
www.epa.gov/safewater/hotline/index.html or 1-800-426-4791

Stratospheric Ozone Protection Hotline
www.epa.gov/ozone or 1-800-296-1996

U. S. EPA Small Business Resources

Toxic Substances Control Act (TSCA) Hotline
tsca-hotline@epa.gov or 1-202-554-1404

Wetlands Information Helpline
www.epa.gov/owow/wetlands/wetline.html or 1-800-832-7828

State and Tribal Web-Based Resources

State Resource Locators
www.envcap.org/statetools

The Locators provide state-specific contacts, regulations and resources covering the major environmental laws.

State Small Business Environmental Assistance Programs (SBEAPs)
www.smallbiz-enviroweb.org

State SBEAPs help small businesses and assistance providers understand environmental requirements and sustainable business practices through workshops, trainings and site visits. The website is a central point for sharing resources between EPA and states.

EPA's Tribal Compliance Assistance Center
www.epa.gov/tribalcompliance/index.html

The Center provides material to Tribes on environmental stewardship and regulations that might apply to tribal government operations.

EPA's Tribal Portal
www.epa.gov/tribalportal/

The Portal helps users locate tribal-related information within EPA and other federal agencies.

EPA Compliance Incentives

EPA provides incentives for environmental compliance. By participating in compliance assistance programs or voluntarily disclosing and promptly correcting violations before an enforcement action has been initiated, businesses may be eligible for penalty waivers or reductions. EPA has two such policies that may apply to small businesses:

EPA's Small Business Compliance Policy
www.epa.gov/compliance/incentives/smallbusiness/index.html

This Policy offers small businesses special incentives to come into compliance voluntarily.

EPA's Audit Policy
www.epa.gov/compliance/incentives/auditing/auditpolicy.html

The Policy provides incentives to all businesses that voluntarily discover, promptly disclose and expeditiously correct their noncompliance.

Commenting on Federal Enforcement Actions and Compliance Activities

The Small Business Regulatory Enforcement Fairness Act (SBREFA) established a SBREFA Ombudsman and 10 Regional Fairness Boards to receive comments from small businesses about federal agency enforcement actions. If you believe that you fall within the Small Business Administration's definition of a small business (based on your North American Industry Classification System designation, number of employees or annual receipts, as defined at 13 C.F.R. 121.201; in most cases, this means a business with 500 or fewer employees), and wish to comment on federal enforcement and compliance activities, call the SBREFA Ombudsman's toll-free number at 1-888-REG-FAIR (1-888-734-3247), or go to their website at www.sba.gov/ombudsman.

Every small business that is the subject of an enforcement or compliance action is entitled to comment on the Agency's actions without fear of retaliation. EPA employees are prohibited from using enforcement or any other means of retaliation against any member of the regulated community in response to comments made under SBREFA.

Your Duty to Comply

If you receive compliance assistance or submit a comment to the SBREFA Ombudsman or Regional Fairness Boards, you still have the duty to comply with the law, including providing timely responses to EPA information requests, administrative or civil complaints, other enforcement actions or communications. The assistance information and comment processes do not give you any new rights or defenses in any enforcement action. These processes also do not affect EPA's obligation to protect public health or the environment under any of the environmental statutes it enforces, including the right to take emergency remedial or emergency response actions when appropriate. Those decisions will be based on the facts in each situation. The SBREFA Ombudsman and Fairness Boards do not participate in resolving EPA's enforcement actions. Also, remember that to preserve your rights, you need to comply with all rules governing the enforcement process.

EPA is disseminating this information to you without making a determination that your business or organization is a small business as defined by Section 222 of the Small Business Regulatory Enforcement Fairness Act or related provisions.

ENCLOSURE F
Wells G & H Superfund Site OU-2, Southwest Properties (the "Site")
Evidence Summary for W.R. Grace & Co.-Conn.

Historic Operations

Grace provided information concerning the operations of various facilities throughout Massachusetts and New Hampshire. Based on a review of the evidence linking Grace to the Whitney Barrel facility, operations at the following Grace facilities appear to be the most relevant: the Cambridge facility (operations moved from this facility to Hayden Avenue facility in 1973), the Lexington Hayden Avenue facility (operated as part of Amicon business unit), the Amicon facilities, and the Hampshire Chemical facility in Nashua, New Hampshire. Operations at these facilities included:

- Cambridge facility: Grace acquired this facility in 1954 and stayed at this facility through the time period in question. According to Grace, the operations at this facility changed over time. These included "major manufacturing operations, research and development laboratories, and pilot plant facilities that researched 'hundreds of products.'" Some of the products manufactured include colorants, adhesives and bonding agents, roofing and waterproofing materials, sealing compounds, battery separators, gasket and can sealing compounds, dispersing solvents, organic solders, plasticizers, polyvinyl acetate pigment binder, and paint emulsions. Some of the materials used in the manufacture of these products include: resins; neoprene; butyl compounds; soldering fluxes, polyvinylidene chloride, polyvinyl acetate, styrene butadiene latex, vinyl acetate, and acrylic emulsions.
- Lexington Hayden Avenue facility: This facility was built in 1972 and operated from 1973 through the time period in question. Grace believes it was part of the Dewey and Almy, Polyfibron, and Organic Chemicals Division. Grace stated that operations included the research, development, and mixing of "sealants for the drum and container industry, metalworking lubricants, automotive sealants…, and carbon dioxide absorbents for the medical and diving industries."
- Billerica facility (Amicon): Amicon leased this facility until 1984 and used the facility to "manufacture conductive inks, coatings and adhesives" for the electronics industry.
- Lexington Hartwell Avenue facility (Amicon): Grace acquired this facility when it bought the Amicon stock in 1983. Much of the operations at this facility involved work for the electronics industry.
- Nashua facility (Hampshire Chemical Corporation): Grace acquired this facility in 1965 after purchasing Hampshire Chemical. Grace stated that this facility was a "batch chemical manufacturing plant" that produced a wide variety of products. According to the 1968 Grace Product Guide, this facility manufactured amino acid chelating (used as a water neutralizer for industrial uses of water) or sequestering agents and sarcosine surfactants (used in cosmetics and other beauty products) (SDMS 284009; SDMS 284010; SDMS 466912).

Grace identified the following wastes from its Cambridge, Lexington Hayden Ave., Amicon, and Hampshire Chemical facilities: organic solid waste, waste oils, cleaning fluids, solvents, spray cans, cleaning rags, empty food cans, office wastes, lab wastes, glass jars, food wastes, speedy-dry, crankcase oil, metal chips, latex, urethane, waste cans from taste testing labs, dried cured rubber or paper, powders, clays, heptane, hexane, off-spec liquid solutions, polymer resins, xylene, hexane, trichloroethane, silver, lacquer thinner, acetone, paper, and cardboard (SDMS 284009; SDMS 284010).

Raw materials from these facilities included acetone, carbon black, polystyrene, vermiculite, glycols, gypsum, heptanes, hexane, isoheptane, ligno sulfates, methyl ethyl ketone, oils, pigments, polyethylene, tackifying and epoxy resins, toluene, acrolates, aluminum, ammonia, extenders, hexatone, hydrocarbons, iron oxides, isocyanates, isopropanol, isopropyl alcohol, methanol, methacrylate, photopolymers, phthalates, polyols, PVC, steel, thyol-containing chemicals, thyo photo initiator, xylene, formaldehyde, hydrogen cyanide, ethylenediaminetetraacetic acid, sodium cyanide, nitriloacetic acid, sulfuric acid, nitric acid, methyl isobutyl ketone, silver, agarose, asbestos, acrylonitrite, polymide, lacquer thinner, trichloroethane, mercury, and ethanol (SDMS 284009; SDMS 284010).

Grace and certain affiliates filed for Chapter 11 in April 2001 (SDMS 284009). In May 2008, the United States Bankruptcy Court for the District of Delaware entered an Order authorizing the Settlement Agreement between the United States and W.R. Grace to resolve proofs of claim regarding environmental matters. According to the Settlement Agreement, the United States claim for the Wells G&H Site is a pre-petition claim and is considered an "Allowed General Unsecured Claim" (SDMS 549953). In February 2014, W.R. Grace made an approximately $54 million payment to the EPA pursuant to this Settlement Agreement and the Plan of Reorganization. (SDMS 549954; SDMS 549993).

<u>Evidence Linking Party to Whitney Barrel</u>

There are three deposit slips dated from August 1973 through November 1978 totaling $1,072 for W.R. Grace, two deposit slips dated in January 1973 and May 1974 totaling $2,352 for Hampshire Chemical Co, and 12 deposit slips dated from April 1974 through December 1978 totaling over $2,100 for Amicon Corporation that document transactions between W.R. Grace & Co.-Conn. (Grace)/Grace related entities and Whitney Barrel (SDMS 482849).

A former Grace employee recalled that Whitney Barrel removed approximately 100 drums from Hampshire Chemical Corporation on at least one occasion. Grace also provided vendor listings and check registers documenting payments to Whitney Barrel from 1980 through 1982, but believes that these documents evidence purchases from Whitney Barrel. Grace employees indicated that empty raw material drums were used to collect and store wastes for offsite disposal. Grace also purchased reconditioned drums for waste collection and disposal (SDMS 284009; SDMS 466924).