

Photos

Attachment 3

Photos Documenting Site Conditions

Attachment 3a

Inspection Photos from King Highway Landfill – OU3

Date Taken: August 7, 2012 by Michael Berkoff

Photo: 1

Gas collection Trench area



Photo: 2

Gas monitoring probes near gas collection trench area



Photo: 3

Permanent marker for extent of OU3 residuals



Photo: 4

Distressed area with methane detection



Photo: 5

Sunken and blocked drainage swale

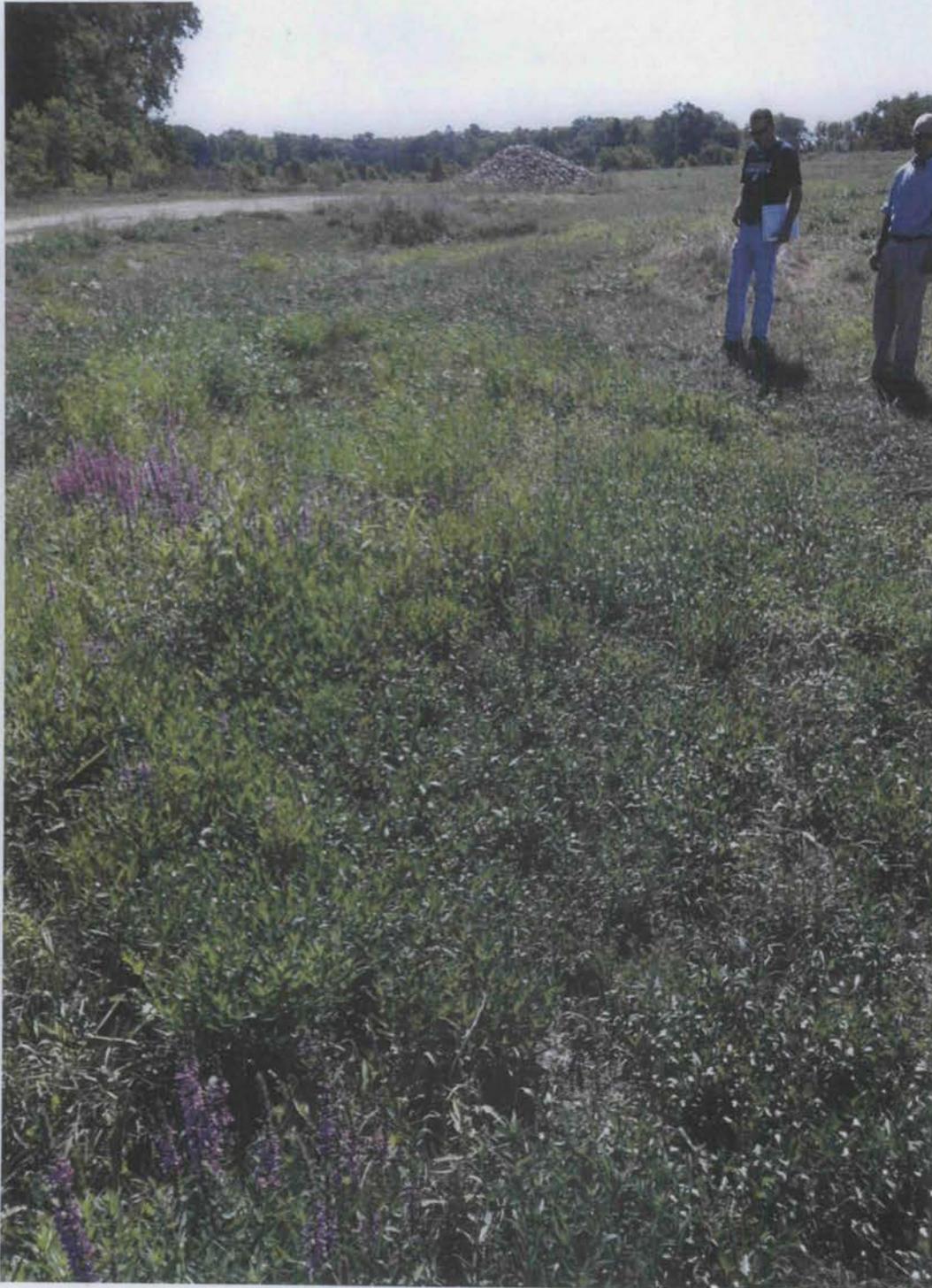


Photo: 6

Distressed area not yet tested for Methane



Photo: 7

Small burrow holes outside of landfill cover



Photo: 8

Landfill gas vent



Photo: 9

OU3 retention pond area



Photo: 10

Sheet piling at OU3



Attachment 3b

Inspection Photos from Willow Boulevard/A-Site Landfill – OU2

Date Taken: August 7, 2012 by Michael Berkoff

Photo: 11

Sand layer being placed on Residuals at A-Site portion



Photo: 12

Sand layer being placed on Residuals at A-Site portion



Attachment 3c

Inspection Photos from 12th Street Landfill – OU4

Date Taken: August 7, 2012 by Kristi Zakrzewski, MDEQ

Photo: 13

Typical gas monitoring probe



Photo: 14

Typical gas vent through landfill cap



Photo: 15

Stressed vegetation and erosion in southwest surface water swale



Photo: 16

Stressed vegetation and erosion in southwest surface water swale



Photo: 17

Erosion and exposed geotextile liner at southwest surface water swale



Photo: 18

Southern surface water swale

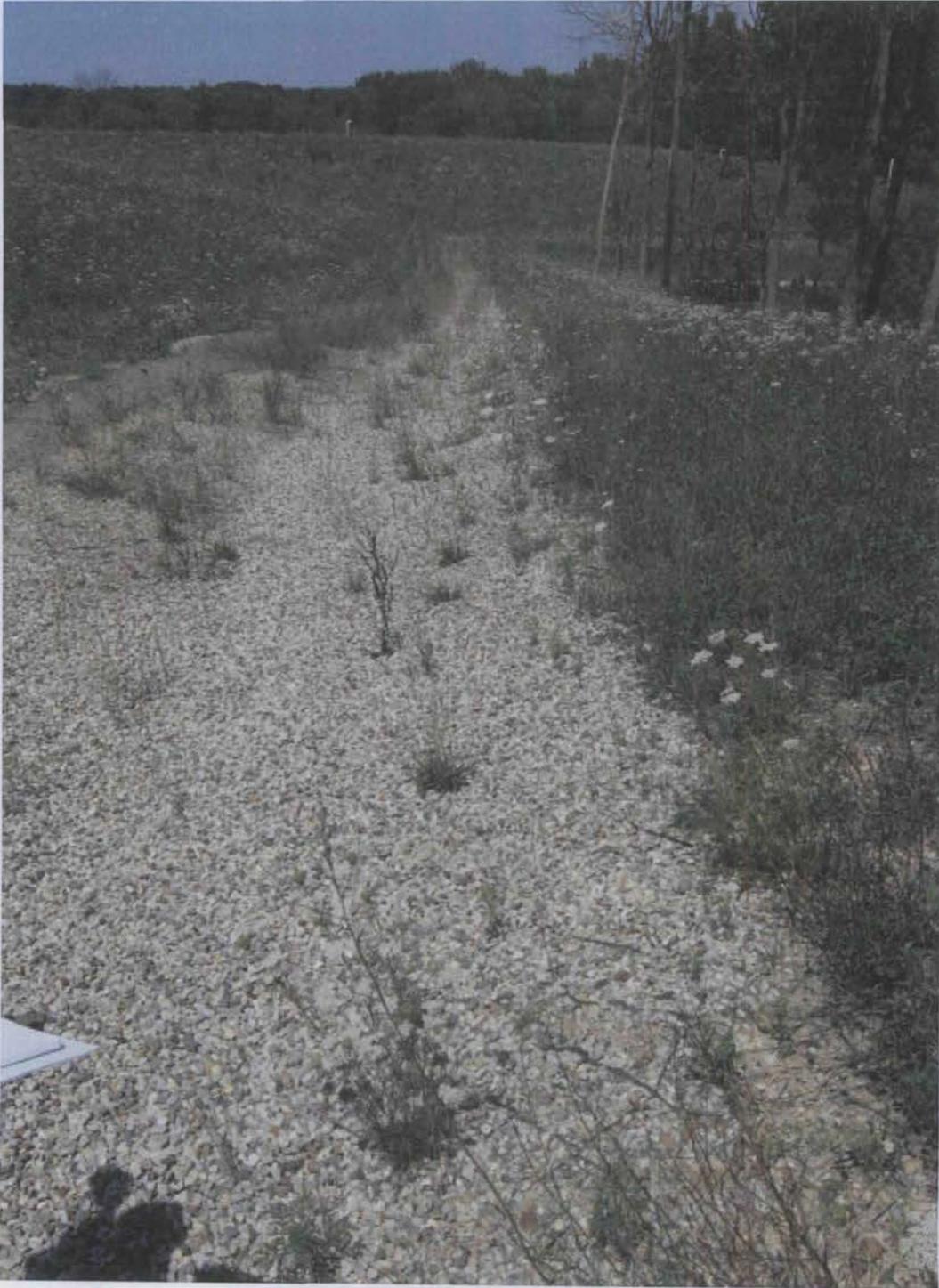


Photo: 19

Southeastern surface water swale with exposed geotextile and erosion



Photo: 20

Current vegetation



Photo: 21

Current vegetation



Photo: 22

Typical monitoring well



Photo: 23

Southern surface water discharge into Kalamazoo River



Photo: 24

Evidence of pedestrian site access for recreational use



Photo: 25

Stressed vegetation and erosion in the northern surface water swale

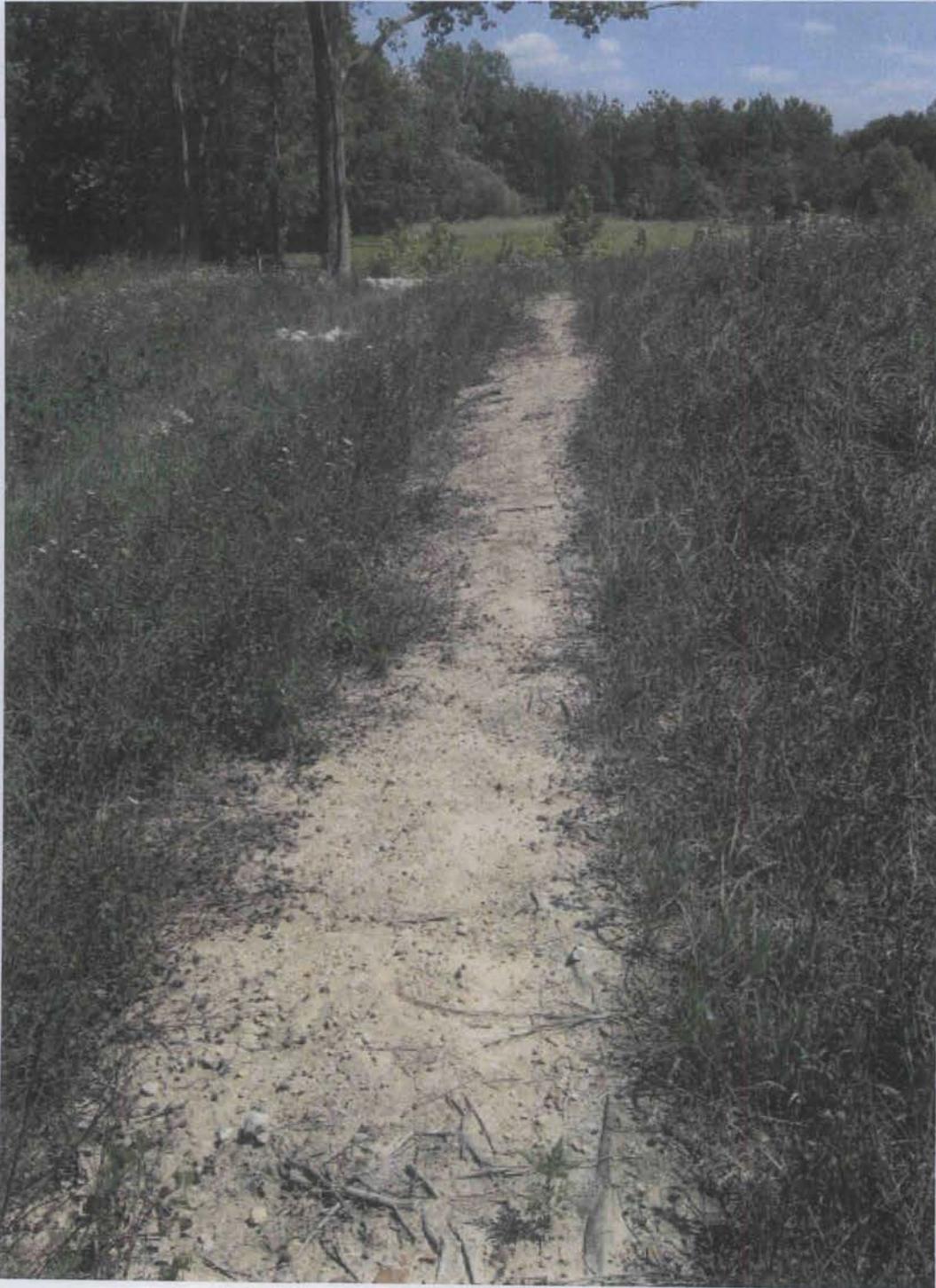


Photo: 26

Surface water discharge point to wetlands



Photo: 27

Surface water discharge point to wetlands with erosion and sedimentation



Photo: 28

Surface water discharge point to wetlands with erosion and sedimentation

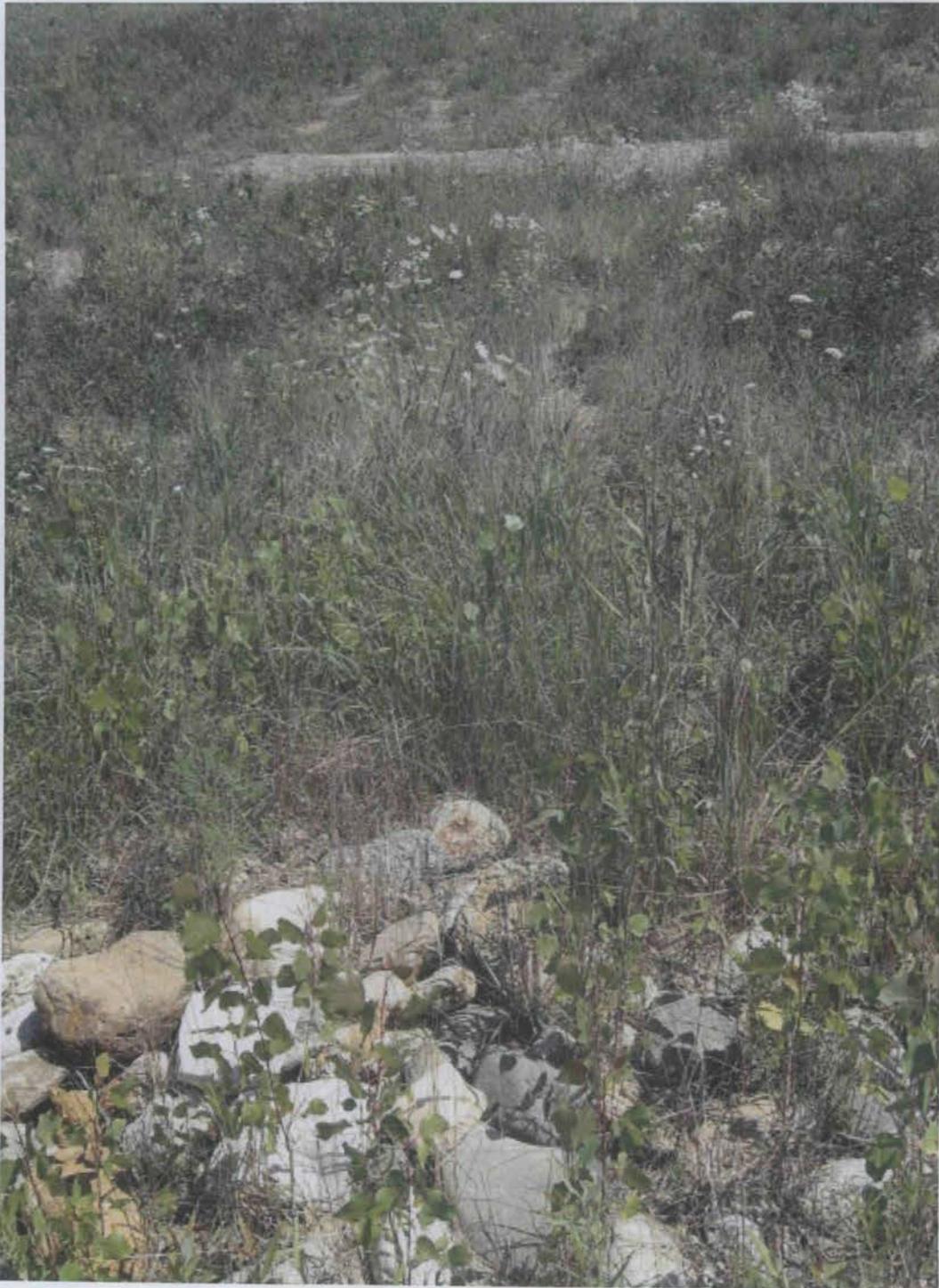


Photo: 29 Repair of erosion at drainage net discharge point at western storm water discharge swale



Photo: 30

Current vegetation on slope near asphalt plant



Attachment 4
Site Inspection Report

3. **Local regulatory authorities and response agencies** (i.e., State and Tribal offices, emergency response office, police department, office of public health or environmental health, zoning office, recorder of deeds, or other city and county offices, etc.) Fill in all that apply.

Agency MDER
Contact Kristi Zakrzewski Project Manager 8/7/12 517-373-2937
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

4. **Other interviews** (optional) G Report attached.

III. ON-SITE DOCUMENTS & RECORDS VERIFIED (Check all that apply)				
1.	O&M Documents G O&M manual G As-built drawings G Maintenance logs Remarks _____	G Readily available G Readily available G Readily available	G Up to date G Up to date G Up to date	G N/A G N/A G N/A
2.	Site-Specific Health and Safety Plan G Contingency plan/emergency response plan Remarks _____	G Readily available G Readily available	G Up to date G Up to date	G N/A G N/A
3.	O&M and OSHA Training Records Remarks _____	G Readily available	G Up to date	G N/A
4.	Permits and Service Agreements G Air discharge permit G Effluent discharge G Waste disposal, POTW G Other permits _____ Remarks _____	G Readily available G Readily available G Readily available G Readily available	G Up to date G Up to date G Up to date G Up to date	G N/A G N/A G N/A G N/A
5.	Gas Generation Records Remarks _____	G Readily available	G Up to date	G N/A
6.	Settlement Monument Records Remarks _____	G Readily available	G Up to date	G N/A
7.	Groundwater Monitoring Records Remarks _____	G Readily available	G Up to date	G N/A
8.	Leachate Extraction Records Remarks _____	G Readily available	G Up to date	G N/A
9.	Discharge Compliance Records G Air G Water (effluent) Remarks _____	G Readily available G Readily available	G Up to date G Up to date	G N/A G N/A
10.	Daily Access/Security Logs Remarks _____	G Readily available	G Up to date	G N/A

C. Institutional Controls (ICs)

1. **Implementation and enforcement** *remedy not complete.*

Site conditions imply ICs not properly implemented Yes No N/A

Site conditions imply ICs not being fully enforced Yes No N/A

Type of monitoring (e.g., self-reporting, drive by) _____

Frequency _____

Responsible party/agency _____

Contact _____

Name	Title	Date	Phone no.

Reporting is up-to-date Yes No N/A

Reports are verified by the lead agency Yes No N/A

Specific requirements in deed or decision documents have been met Yes No N/A

Violations have been reported Yes No N/A

Other problems or suggestions: Report attached

2. **Adequacy** ICs are adequate ICs are inadequate N/A

Remarks _____

D. General

1. **Vandalism/trespassing** Location shown on site map No vandalism evident

Remarks _____

2. **Land use changes on site** N/A

Remarks *None*

3. **Land use changes off site** N/A

Remarks *None*

VI. GENERAL SITE CONDITIONS

A. Roads Applicable N/A

1. **Roads damaged** Location shown on site map Roads adequate N/A

Remarks _____

8.	Wet Areas/Water Damage G Wet areas G Ponding G Seeps G Soft subgrade Remarks _____	G Wet areas/water damage not evident G Location shown on site map G Location shown on site map G Location shown on site map G Location shown on site map	Areal extent _____ Areal extent _____ Areal extent _____ Areal extent _____
9.	Slope Instability Areal extent _____ Remarks _____	G Slides G Location shown on site map	G No evidence of slope instability
B. Benches G Applicable G N/A (Horizontally constructed mounds of earth placed across a steep landfill side slope to interrupt the slope in order to slow down the velocity of surface runoff and intercept and convey the runoff to a lined channel.)			
1.	Flows Bypass Bench Remarks _____	G Location shown on site map	G N/A or okay
2.	Bench Breached Remarks _____	G Location shown on site map	G N/A or okay
3.	Bench Overtopped Remarks _____	G Location shown on site map	G N/A or okay
C. Letdown Channels G Applicable G N/A (Channel lined with erosion control mats, riprap, grout bags, or gabions that descend down the steep side slope of the cover and will allow the runoff water collected by the benches to move off of the landfill cover without creating erosion gullies.)			
1.	Settlement Areal extent _____ Remarks _____	G Location shown on site map Depth _____	G No evidence of settlement
2.	Material Degradation Material type _____ Remarks _____	G Location shown on site map Areal extent _____	G No evidence of degradation
3.	Erosion Areal extent _____ Remarks _____	G Location shown on site map Depth _____	G No evidence of erosion

4.	Undercutting	G Location shown on site map	G No evidence of undercutting
	Areal extent _____	Depth _____	
	Remarks _____		
5.	Obstructions	Type _____	G No obstructions
	G Location shown on site map	Areal extent _____	
	Size _____		
	Remarks _____		
6.	Excessive Vegetative Growth	Type _____	
	G No evidence of excessive growth		
	G Vegetation in channels does not obstruct flow		
	G Location shown on site map	Areal extent _____	
	Remarks _____		
D. Cover Penetrations			
	<input checked="" type="checkbox"/> Applicable	G N/A	<i>Remedy not complete</i>
1.	Gas Vents	G Active	G Passive
	G Properly secured/locked	G Functioning	G Routinely sampled
	G Evidence of leakage at penetration	G Good condition	
	G N/A	G Needs Maintenance	
	Remarks _____		
2.	Gas Monitoring Probes	G Routinely sampled	G Good condition
	G Properly secured/locked	G Functioning	G Needs Maintenance
	G Evidence of leakage at penetration	G N/A	
	Remarks _____		
3.	Monitoring Wells (within surface area of landfill)	G Routinely sampled	G Good condition
	G Properly secured/locked	G Functioning	G Needs Maintenance
	G Evidence of leakage at penetration	G N/A	
	Remarks _____		
4.	Leachate Extraction Wells	G Routinely sampled	G Good condition
	G Properly secured/locked	G Functioning	G Needs Maintenance
	G Evidence of leakage at penetration	G N/A	
	Remarks _____		
5.	Settlement Monuments	G Located	G Routinely surveyed
	G N/A		
	Remarks _____		

E. Gas Collection and Treatment		<input checked="" type="checkbox"/> Applicable	<input type="checkbox"/> N/A
1.	Gas Treatment Facilities <input type="checkbox"/> Flaring <input type="checkbox"/> Thermal destruction <input type="checkbox"/> Collection for reuse <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____	<i>N/A</i>	
2.	Gas Collection Wells, Manifolds and Piping <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____	<i>Remedy not complete</i>	
3.	Gas Monitoring Facilities (e.g., gas monitoring of adjacent homes or buildings) <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance <input checked="" type="checkbox"/> N/A Remarks _____		
F. Cover Drainage Layer		<input checked="" type="checkbox"/> Applicable	<input type="checkbox"/> N/A
1.	Outlet Pipes Inspected Remarks _____	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A
2.	Outlet Rock Inspected Remarks _____	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A
G. Detention/Sedimentation Ponds		<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A
1.	Siltation Areal extent _____ Depth _____ <input type="checkbox"/> Siltation not evident Remarks _____	<input type="checkbox"/> N/A	
2.	Erosion Areal extent _____ Depth _____ <input type="checkbox"/> Erosion not evident Remarks _____		
3.	Outlet Works Remarks _____	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A
4.	Dam Remarks _____	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A

H. Retaining Walls		G Applicable	G N/A
1.	Deformations Horizontal displacement _____ Rotational displacement _____ Remarks _____	G Location shown on site map	G Deformation not evident
2.	Degradation Remarks _____	G Location shown on site map	G Degradation not evident
I. Perimeter Ditches/Off-Site Discharge		G Applicable	G N/A
1.	Siltation Areal extent _____ Remarks _____	G Location shown on site map	G Siltation not evident
2.	Vegetative Growth G Vegetation does not impede flow Areal extent _____ Remarks _____	G Location shown on site map	G N/A
3.	Erosion Areal extent _____ Remarks _____	G Location shown on site map	G Erosion not evident
4.	Discharge Structure Remarks _____	G Functioning	G N/A
VIII. VERTICAL BARRIER WALLS		G Applicable	G N/A
1.	Settlement Areal extent _____ Remarks _____	G Location shown on site map	G Settlement not evident
2.	Performance Monitoring Type of monitoring _____ G Performance not monitored Frequency _____ Head differential _____ Remarks _____	G Evidence of breaching	

IX. GROUNDWATER/SURFACE WATER REMEDIES G Applicable <input checked="" type="radio"/> N/A	
A. Groundwater Extraction Wells, Pumps, and Pipelines G Applicable <input checked="" type="radio"/> N/A	
1.	Pumps, Wellhead Plumbing, and Electrical G Good condition G All required wells properly operating G Needs Maintenance G N/A Remarks _____ _____ _____
2.	Extraction System Pipelines, Valves, Valve Boxes, and Other Appurtenances G Good condition G Needs Maintenance Remarks _____ _____
3.	Spare Parts and Equipment G Readily available G Good condition G Requires upgrade G Needs to be provided Remarks _____ _____
B. Surface Water Collection Structures, Pumps, and Pipelines G Applicable <input checked="" type="radio"/> N/A	
1.	Collection Structures, Pumps, and Electrical G Good condition G Needs Maintenance Remarks _____ _____
2.	Surface Water Collection System Pipelines, Valves, Valve Boxes, and Other Appurtenances G Good condition G Needs Maintenance Remarks _____ _____
3.	Spare Parts and Equipment G Readily available G Good condition G Requires upgrade G Needs to be provided Remarks _____ _____

C. Treatment System		G Applicable	G N/A
1.	Treatment Train (Check components that apply) G Metals removal G Oil/water separation G Bioremediation G Air stripping G Carbon adsorbers G Filters _____ G Additive (e.g., chelation agent, flocculent) _____ G Others _____ G Good condition G Needs Maintenance G Sampling ports properly marked and functional G Sampling/maintenance log displayed and up to date G Equipment properly identified G Quantity of groundwater treated annually _____ G Quantity of surface water treated annually _____ Remarks _____		
2.	Electrical Enclosures and Panels (properly rated and functional) G N/A G Good condition G Needs Maintenance Remarks _____		
3.	Tanks, Vaults, Storage Vessels G N/A G Good condition G Proper secondary containment G Needs Maintenance Remarks _____		
4.	Discharge Structure and Appurtenances G N/A G Good condition G Needs Maintenance Remarks _____		
5.	Treatment Building(s) G N/A G Good condition (esp. roof and doorways) G Needs repair G Chemicals and equipment properly stored Remarks _____		
6.	Monitoring Wells (pump and treatment remedy) G Properly secured/locked G Functioning G Routinely sampled G Good condition G All required wells located G Needs Maintenance G N/A Remarks _____		
D. Monitoring Data			
<i>Monitoring has not started</i>			
1.	Monitoring Data G Is routinely submitted on time G Is of acceptable quality		
2.	Monitoring data suggests: G Groundwater plume is effectively contained G Contaminant concentrations are declining		

D. Monitored Natural Attenuation			
1.	Monitoring Wells (natural attenuation remedy)		
	<input type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input type="checkbox"/> Routinely sampled
	<input type="checkbox"/> All required wells located	<input type="checkbox"/> Needs Maintenance	<input checked="" type="checkbox"/> Good condition
	Remarks _____		
X. OTHER REMEDIES			
If there are remedies applied at the site which are not covered above, attach an inspection sheet describing the physical nature and condition of any facility associated with the remedy. An example would be soil vapor extraction.			
XI. OVERALL OBSERVATIONS			
A. Implementation of the Remedy			
Describe issues and observations relating to whether the remedy is effective and functioning as designed. Begin with a brief statement of what the remedy is to accomplish (i.e., to contain contaminant plume, minimize infiltration and gas emission, etc.).			
<p>The remedy is ^{complete} not yet complete. The cover at the A-Site portion has not been put in place. The ground water monitoring system has not been installed. It is too early to evaluate the integrity of the cover at Willops by field observations.</p>			
B. Adequacy of O&M			
Describe issues and observations related to the implementation and scope of O&M procedures. In particular, discuss their relationship to the current and long-term protectiveness of the remedy.			
O&M has not started.			

C. Early Indicators of Potential Remedy Problems

Describe issues and observations such as unexpected changes in the cost or scope of O&M or a high frequency of unscheduled repairs, that suggest that the protectiveness of the remedy may be compromised in the future.

Remedy Not yet complete.
Too early to see indicators

D. Opportunities for Optimization

Describe possible opportunities for optimization in monitoring tasks or the operation of the remedy.

N/A

3. **Local regulatory authorities and response agencies** (i.e., State and Tribal offices, emergency response office, police department, office of public health or environmental health, zoning office, recorder of deeds, or other city and county offices, etc.) Fill in all that apply.

Agency MDEQ
Contact Keith Krawczk Project Manager 8/7/2012 517-335-4103
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

4. **Other interviews** (optional) G Report attached.

III. ON-SITE DOCUMENTS & RECORDS VERIFIED (Check all that apply)			
1.	O&M Documents		
	<input checked="" type="checkbox"/> O&M manual	G Readily available	G Up to date G N/A
	<input checked="" type="checkbox"/> As-built drawings	G Readily available	G Up to date G N/A
	<input checked="" type="checkbox"/> Maintenance logs	G Readily available	G Up to date G N/A
	Remarks <u>All are draft. None are at site.</u>		
2.	Site-Specific Health and Safety Plan	G Readily available	<input checked="" type="checkbox"/> Up to date G N/A
	<input checked="" type="checkbox"/> Contingency plan/emergency response plan	G Readily available	<input checked="" type="checkbox"/> Up to date G N/A
	Remarks <u>Not at site.</u>		
3.	O&M and OSHA Training Records	G Readily available	<input checked="" type="checkbox"/> Up to date G N/A
	Remarks <u>Not at site</u>		
4.	Permits and Service Agreements		
	G Air discharge permit	G Readily available	G Up to date <input checked="" type="checkbox"/> N/A
	G Effluent discharge	G Readily available	G Up to date <input checked="" type="checkbox"/> N/A
	G Waste disposal, POTW	G Readily available	G Up to date <input checked="" type="checkbox"/> N/A
	G Other permits _____	G Readily available	G Up to date G N/A
	Remarks _____		
5.	Gas Generation Records	G Readily available	<input checked="" type="checkbox"/> Up to date G N/A
	Remarks <u>Quarterly records not at site</u>		
6.	Settlement Monument Records	G Readily available	G Up to date <input checked="" type="checkbox"/> N/A
	Remarks _____		
7.	Groundwater Monitoring Records	G Readily available	<input checked="" type="checkbox"/> Up to date G N/A
	Remarks <u>Not at site</u>		
8.	Leachate Extraction Records	G Readily available	G Up to date <input checked="" type="checkbox"/> N/A
	Remarks _____		
9.	Discharge Compliance Records		
	G Air	G Readily available	G Up to date <input checked="" type="checkbox"/> N/A
	G Water (effluent)	G Readily available	G Up to date <input checked="" type="checkbox"/> N/A
	Remarks _____		
10.	Daily Access/Security Logs	G Readily available	G Up to date G N/A
	Remarks <u>None</u>		

C. Institutional Controls (ICs)

1. **Implementation and enforcement**
- Site conditions imply ICs not properly implemented Yes No N/A
- Site conditions imply ICs not being fully enforced Yes No N/A

Type of monitoring (e.g., self-reporting, drive by) _____

Frequency _____

Responsible party/agency _____

Contact _____

Name

Title

Date Phone no.

Reporting is up-to-date Yes No N/A

Reports are verified by the lead agency Yes No N/A

Specific requirements in deed or decision documents have been met Yes No N/A

Violations have been reported Yes No N/A

Other problems or suggestions: Report attached

ICs are still in draft form and require approval.

2. **Adequacy** ICs are adequate ICs are inadequate N/A
- Remarks _____

D. General

1. **Vandalism/trespassing** Location shown on site map No vandalism evident
- Remarks _____

2. **Land use changes on site** N/A
- Remarks *None*

3. **Land use changes off site** N/A
- Remarks *None*

VI. GENERAL SITE CONDITIONS

- A. Roads** Applicable N/A

1. **Roads damaged** Location shown on site map Roads adequate N/A
- Remarks _____

B. Other Site Conditions

Remarks _____

VII. LANDFILL COVERS Applicable N/A

A. Landfill Surface

1. **Settlement** (Low spots) Location shown on site map Settlement not evident
Areal extent localized Depth very shallow.
Remarks a small pt of settlement in drainage swale.

2. **Cracks** Location shown on site map Cracking not evident
Lengths _____ Widths _____ Depths _____
Remarks _____

3. **Erosion** Location shown on site map Erosion not evident
Areal extent _____ Depth _____
Remarks only erosion in outside of cover near gaswell 1.

4. **Holes** Location shown on site map Holes not evident
Areal extent _____ Depth _____
Remarks _____

5. **Vegetative Cover** Grass Cover properly established No signs of stress
 Trees/Shrubs (indicate size and locations on a diagram)
Remarks Some signs of stress. Shown in map.

6. **Alternative Cover** (armored rock, concrete, etc.) N/A
Remarks _____

7. **Bulges** Location shown on site map Bulges not evident
Areal extent _____ Height _____
Remarks _____

8.	Wet Areas/Water Damage	<input checked="" type="checkbox"/> Wet areas/water damage not evident	
	<input type="checkbox"/> Wet areas	<input type="checkbox"/> Location shown on site map	Areal extent _____
	<input type="checkbox"/> Ponding	<input type="checkbox"/> Location shown on site map	Areal extent _____
	<input type="checkbox"/> Seeps	<input type="checkbox"/> Location shown on site map	Areal extent _____
	<input type="checkbox"/> Soft subgrade	<input type="checkbox"/> Location shown on site map	Areal extent _____
	Remarks _____		
9.	Slope Instability	<input type="checkbox"/> Slides	<input type="checkbox"/> Location shown on site map <input checked="" type="checkbox"/> No evidence of slope instability
	Areal extent _____		
	Remarks _____		
B. Benches			
	<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A	
(Horizontally constructed mounds of earth placed across a steep landfill side slope to interrupt the slope in order to slow down the velocity of surface runoff and intercept and convey the runoff to a lined channel.)			
1.	Flows Bypass Bench	<input type="checkbox"/> Location shown on site map	<input checked="" type="checkbox"/> N/A or okay
	Remarks _____		
2.	Bench Breached	<input type="checkbox"/> Location shown on site map	<input checked="" type="checkbox"/> N/A or okay
	Remarks _____		
3.	Bench Overtopped	<input type="checkbox"/> Location shown on site map	<input checked="" type="checkbox"/> N/A or okay
	Remarks _____		
C. Letdown Channels			
	<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A	
(Channel lined with erosion control mats, riprap, grout bags, or gabions that descend down the steep side slope of the cover and will allow the runoff water collected by the benches to move off of the landfill cover without creating erosion gullies.)			
1.	Settlement	<input type="checkbox"/> Location shown on site map	<input type="checkbox"/> No evidence of settlement
	Areal extent _____	Depth _____	
	Remarks _____		
2.	Material Degradation	<input type="checkbox"/> Location shown on site map	<input type="checkbox"/> No evidence of degradation
	Material type _____	Areal extent _____	
	Remarks _____		
3.	Erosion	<input type="checkbox"/> Location shown on site map	<input type="checkbox"/> No evidence of erosion
	Areal extent _____	Depth _____	
	Remarks _____		

4.	Undercutting	<input type="checkbox"/> Location shown on site map	<input checked="" type="checkbox"/> No evidence of undercutting
	Areal extent _____	Depth _____	
	Remarks _____		
5.	Obstructions	Type _____	<input checked="" type="checkbox"/> No obstructions
	<input type="checkbox"/> Location shown on site map	Areal extent _____	
	Size _____		
	Remarks _____		
6.	Excessive Vegetative Growth	Type _____	
	<input checked="" type="checkbox"/> No evidence of excessive growth		
	<input type="checkbox"/> Vegetation in channels does not obstruct flow		
	<input type="checkbox"/> Location shown on site map	Areal extent _____	
	Remarks <i>only at fence line is vegetative growth unruly</i>		
D. Cover Penetrations <input checked="" type="checkbox"/> Applicable <input type="checkbox"/> N/A			
1.	Gas Vents	<input type="checkbox"/> Active <input type="checkbox"/> Passive	
	<input checked="" type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input checked="" type="checkbox"/> Routinely sampled <input checked="" type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	
	<input type="checkbox"/> N/A		
	Remarks <i>some vents are slightly tipped, but surrounding areas not stressed.</i>		
2.	Gas Monitoring Probes	<input type="checkbox"/> Active <input type="checkbox"/> Passive	
	<input checked="" type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input checked="" type="checkbox"/> Routinely sampled <input checked="" type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A
	Remarks _____		
3.	Monitoring Wells (within surface area of landfill)		
	<input checked="" type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input checked="" type="checkbox"/> Routinely sampled <input checked="" type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A
	Remarks _____		
4.	Leachate Extraction Wells		
	<input type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input type="checkbox"/> Routinely sampled <input type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input checked="" type="checkbox"/> N/A
	Remarks _____		
5.	Settlement Monuments	<input type="checkbox"/> Located	<input type="checkbox"/> Routinely surveyed <input checked="" type="checkbox"/> N/A
	Remarks _____		

E. Gas Collection and Treatment		<input checked="" type="checkbox"/> Applicable <input type="checkbox"/> N/A
1.	Gas Treatment Facilities <input type="checkbox"/> Flaring <input type="checkbox"/> Thermal destruction <input type="checkbox"/> Collection for reuse <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____ <i>N/A</i>	
2.	Gas Collection Wells, Manifolds and Piping <i>trench</i> <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____ <i>all indications that it in good condition no data indicate it functioning.</i>	
3.	Gas Monitoring Facilities (e.g., gas monitoring of adjacent homes or buildings) <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance <input checked="" type="checkbox"/> N/A Remarks _____	
F. Cover Drainage Layer		<input checked="" type="checkbox"/> Applicable <input type="checkbox"/> N/A
1.	Outlet Pipes Inspected <input checked="" type="checkbox"/> Functioning <input type="checkbox"/> N/A Remarks _____ <i>Some pore water issues currently under study.</i>	
2.	Outlet Rock Inspected <input checked="" type="checkbox"/> Functioning <input type="checkbox"/> N/A Remarks _____	
G. Detention/Sedimentation Ponds		<input checked="" type="checkbox"/> Applicable <input type="checkbox"/> N/A
1.	Siltation Areal extent _____ Depth _____ <input type="checkbox"/> N/A <input checked="" type="checkbox"/> Siltation not evident Remarks _____	
2.	Erosion Areal extent _____ Depth _____ <input checked="" type="checkbox"/> Erosion not evident Remarks _____	
3.	Outlet Works <input checked="" type="checkbox"/> Functioning <input type="checkbox"/> N/A Remarks _____ <i>not much water goes to detention pond.</i>	
4.	Dam <input checked="" type="checkbox"/> Functioning <input type="checkbox"/> N/A Remarks _____	

H. Retaining Walls		<input checked="" type="checkbox"/> Applicable	<input type="checkbox"/> N/A
1.	Deformations Horizontal displacement _____ Rotational displacement _____ Remarks _____	<input type="checkbox"/> Location shown on site map	<input checked="" type="checkbox"/> Deformation not evident Vertical displacement _____
2.	Degradation Remarks _____	<input type="checkbox"/> Location shown on site map	<input checked="" type="checkbox"/> Degradation not evident
I. Perimeter Ditches/Off-Site Discharge		<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A
1.	Siltation Areal extent _____ Remarks _____	<input type="checkbox"/> Location shown on site map	<input type="checkbox"/> Siltation not evident Depth _____
2.	Vegetative Growth G Vegetation does not impede flow Areal extent _____ Remarks _____	<input type="checkbox"/> Location shown on site map	<input type="checkbox"/> N/A Type _____
3.	Erosion Areal extent _____ Remarks _____	<input type="checkbox"/> Location shown on site map	<input type="checkbox"/> Erosion not evident Depth _____
4.	Discharge Structure Remarks _____	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A
VIII. VERTICAL BARRIER WALLS		<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A
1.	Settlement Areal extent _____ Remarks _____	<input type="checkbox"/> Location shown on site map	<input type="checkbox"/> Settlement not evident Depth _____
2.	Performance Monitoring Type of monitoring _____ G Performance not monitored Frequency _____ Head differential _____ Remarks _____		<input type="checkbox"/> Evidence of breaching

IX. GROUNDWATER/SURFACE WATER REMEDIES		<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A
A. Groundwater Extraction Wells, Pumps, and Pipelines		<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A
1.	Pumps, Wellhead Plumbing, and Electrical <input type="checkbox"/> Good condition <input type="checkbox"/> All required wells properly operating <input type="checkbox"/> Needs Maintenance <input type="checkbox"/> N/A Remarks _____ _____		
2.	Extraction System Pipelines, Valves, Valve Boxes, and Other Appurtenances <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____ _____		
3.	Spare Parts and Equipment <input type="checkbox"/> Readily available <input type="checkbox"/> Good condition <input type="checkbox"/> Requires upgrade <input type="checkbox"/> Needs to be provided Remarks _____ _____		
B. Surface Water Collection Structures, Pumps, and Pipelines		<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A
1.	Collection Structures, Pumps, and Electrical <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____ _____		
2.	Surface Water Collection System Pipelines, Valves, Valve Boxes, and Other Appurtenances <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____ _____		
3.	Spare Parts and Equipment <input type="checkbox"/> Readily available <input type="checkbox"/> Good condition <input type="checkbox"/> Requires upgrade <input type="checkbox"/> Needs to be provided Remarks _____ _____		

~~D-17~~

C. Treatment System		G Applicable	G N/A
1.	Treatment Train (Check components that apply)		
	G Metals removal	G Oil/water separation	G Bioremediation
	G Air stripping	G Carbon adsorbers	
	G Filters _____		
	G Additive (e.g., chelation agent, flocculent) _____		
	G Others _____		
	G Good condition	G Needs Maintenance	
	G Sampling ports properly marked and functional		
	G Sampling/maintenance log displayed and up to date		
	G Equipment properly identified		
	G Quantity of groundwater treated annually _____		
	G Quantity of surface water treated annually _____		
	Remarks _____		
2.	Electrical Enclosures and Panels (properly rated and functional)		
	G N/A	G Good condition	G Needs Maintenance
	Remarks _____		
3.	Tanks, Vaults, Storage Vessels		
	G N/A	G Good condition	G Proper secondary containment G Needs Maintenance
	Remarks _____		
4.	Discharge Structure and Appurtenances		
	G N/A	G Good condition	G Needs Maintenance
	Remarks _____		
5.	Treatment Building(s)		
	G N/A	G Good condition (esp. roof and doorways)	G Needs repair
	G Chemicals and equipment properly stored		
	Remarks _____		
6.	Monitoring Wells (pump and treatment remedy)		
	G Properly secured/locked	G Functioning	G Routinely sampled G Good condition
	G All required wells located	G Needs Maintenance	G N/A
	Remarks _____		
D. Monitoring Data			
1.	Monitoring Data		
	G Is routinely submitted on time	G Is of acceptable quality	
2.	Monitoring data suggests:		
	G Groundwater plume is effectively contained	G Contaminant concentrations are declining	

D. Monitored Natural Attenuation

I. Monitoring Wells (natural attenuation remedy)

G Properly secured/locked

G Functioning

G Routinely sampled

G Good condition

G All required wells located

G Needs Maintenance

~~G~~ N/A

Remarks _____

X. OTHER REMEDIES

If there are remedies applied at the site which are not covered above, attach an inspection sheet describing the physical nature and condition of any facility associated with the remedy. An example would be soil vapor extraction.

XI. OVERALL OBSERVATIONS

A. Implementation of the Remedy

Describe issues and observations relating to whether the remedy is effective and functioning as designed. Begin with a brief statement of what the remedy is to accomplish (i.e., to contain contaminant plume, minimize infiltration and gas emission, etc.).

The land fill cover is generally in good condition. Repairs are planned for the stressed area w/ methane detection and the drainage swale. They will be completed fall 2012.

B. Adequacy of O&M

Describe issues and observations related to the implementation and scope of O&M procedures. In particular, discuss their relationship to the current and long-term protectiveness of the remedy.

O&M would be aided by keeping site documents and plans in the shed at the property. It would improve the consistency of the inspections by having details on the remedy available to the inspection team.

C. Early Indicators of Potential Remedy Problems

Describe issues and observations such as unexpected changes in the cost or scope of O&M or a high frequency of unscheduled repairs, that suggest that the protectiveness of the remedy may be compromised in the future.

A couple stressed areas have been identified and appropriate repairs are scheduled. Provided that repairs are done, there does not appear to be an indication that the remedy may be compromised in the future.

D. Opportunities for Optimization

Describe possible opportunities for optimization in monitoring tasks or the operation of the remedy.

Monitoring could be optimized by having all design specs of site plans or location.

Site Inspection Checklist

I. SITE INFORMATION													
Site name: <u>Allied Paper/Archibald/Kalmyco</u> ⁰⁴⁴	Date of inspection: <u>8/7/12</u>												
Location and Region: <u>Plainwell, MI</u> ^{12th Street}	EPA ID: <u>MID006007306</u>												
Agency, office, or company leading the five-year review: <u>EPA</u>	Weather/temperature: <u>80 S</u>												
Remedy Includes: (Check all that apply) <table style="width: 100%; border: none;"> <tr> <td><input checked="" type="checkbox"/> Landfill cover/containment</td> <td><input type="checkbox"/> Monitored natural attenuation</td> </tr> <tr> <td><input checked="" type="checkbox"/> Access controls</td> <td><input type="checkbox"/> Groundwater containment</td> </tr> <tr> <td><input checked="" type="checkbox"/> Institutional controls</td> <td><input type="checkbox"/> Vertical barrier walls</td> </tr> <tr> <td><input type="checkbox"/> Groundwater pump and treatment</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Surface water collection and treatment</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Other _____</td> <td></td> </tr> </table>		<input checked="" type="checkbox"/> Landfill cover/containment	<input type="checkbox"/> Monitored natural attenuation	<input checked="" type="checkbox"/> Access controls	<input type="checkbox"/> Groundwater containment	<input checked="" type="checkbox"/> Institutional controls	<input type="checkbox"/> Vertical barrier walls	<input type="checkbox"/> Groundwater pump and treatment		<input type="checkbox"/> Surface water collection and treatment		<input type="checkbox"/> Other _____	
<input checked="" type="checkbox"/> Landfill cover/containment	<input type="checkbox"/> Monitored natural attenuation												
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<input checked="" type="checkbox"/> Institutional controls	<input type="checkbox"/> Vertical barrier walls												
<input type="checkbox"/> Groundwater pump and treatment													
<input type="checkbox"/> Surface water collection and treatment													
<input type="checkbox"/> Other _____													
Attachments: <input type="checkbox"/> Inspection team roster attached <input type="checkbox"/> Site map attached													
II. INTERVIEWS (Check all that apply)													
1. O&M site manager _____ <table style="width: 100%; border: none; margin-top: 5px;"> <tr> <td style="text-align: center;">Name</td> <td style="text-align: center;">Title</td> <td style="text-align: center;">Date</td> </tr> <tr> <td colspan="3">Interviewed <input type="checkbox"/> at site <input type="checkbox"/> at office <input type="checkbox"/> by phone Phone no. _____</td> </tr> <tr> <td colspan="3">Problems, suggestions; <input type="checkbox"/> Report attached _____</td> </tr> </table>		Name	Title	Date	Interviewed <input type="checkbox"/> at site <input type="checkbox"/> at office <input type="checkbox"/> by phone Phone no. _____			Problems, suggestions; <input type="checkbox"/> Report attached _____					
Name	Title	Date											
Interviewed <input type="checkbox"/> at site <input type="checkbox"/> at office <input type="checkbox"/> by phone Phone no. _____													
Problems, suggestions; <input type="checkbox"/> Report attached _____													
2. O&M staff <u>Jodie Dembowske</u> _____ <u>8/7/12</u> <table style="width: 100%; border: none; margin-top: 5px;"> <tr> <td style="text-align: center;">Name</td> <td style="text-align: center;">Title</td> <td style="text-align: center;">Date</td> </tr> <tr> <td colspan="3">Interviewed <input checked="" type="checkbox"/> at site <input type="checkbox"/> at office <input type="checkbox"/> by phone Phone no. _____</td> </tr> <tr> <td colspan="3">Problems, suggestions; <input type="checkbox"/> Report attached _____</td> </tr> </table>		Name	Title	Date	Interviewed <input checked="" type="checkbox"/> at site <input type="checkbox"/> at office <input type="checkbox"/> by phone Phone no. _____			Problems, suggestions; <input type="checkbox"/> Report attached _____					
Name	Title	Date											
Interviewed <input checked="" type="checkbox"/> at site <input type="checkbox"/> at office <input type="checkbox"/> by phone Phone no. _____													
Problems, suggestions; <input type="checkbox"/> Report attached _____													

3. **Local regulatory authorities and response agencies** (i.e., State and Tribal offices, emergency response office, police department, office of public health or environmental health, zoning office, recorder of deeds, or other city and county offices, etc.) Fill in all that apply.

Agency MDEQ
Contact Kurti Zakrzewski Project manager 8/7/12 57-873-2937
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

Agency _____
Contact _____
Name Title Date Phone no.

Problems; suggestions; G Report attached _____

4. **Other interviews** (optional) G Report attached.

III. ON-SITE DOCUMENTS & RECORDS VERIFIED (Check all that apply)				
1.	O&M Documents			
	G O&M manual	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	G As-built drawings	G Readily available	G Up to date	G N/A
	G Maintenance logs	G Readily available	G Up to date	G N/A
	Remarks <u>not yet approved by EPA</u>			
2.	Site-Specific Health and Safety Plan	<input checked="" type="checkbox"/> Readily available	G Up to date	G N/A
	<input checked="" type="checkbox"/> Contingency plan/emergency response plan	<input checked="" type="checkbox"/> Readily available	G Up to date	G N/A
	Remarks <u>at local CRA office</u>			
3.	O&M and OSHA Training Records	<input checked="" type="checkbox"/> Readily available	G Up to date	G N/A
	Remarks <u>at local CRA office</u>			
4.	Permits and Service Agreements			
	G Air discharge permit	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	G Effluent discharge	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	G Waste disposal, POTW	G Readily available	G Up to date	G N/A
	G Other permits _____	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	Remarks _____			
5.	Gas Generation Records	G Readily available	G Up to date	G N/A
	Remarks _____			
6.	Settlement Monument Records	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	Remarks _____			
7.	Groundwater Monitoring Records	<input checked="" type="checkbox"/> Readily available	G Up to date	G N/A
	Remarks <u>at local CRA office</u>			
8.	Leachate Extraction Records	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	Remarks _____			
9.	Discharge Compliance Records			
	G Air	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	G Water (effluent)	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	Remarks _____			
10.	Daily Access/Security Logs	G Readily available	G Up to date	<input checked="" type="checkbox"/> N/A
	Remarks <u>Do not exist.</u>			

C. Institutional Controls (ICs)

1. Implementation and enforcement

Site conditions imply ICs not properly implemented Yes No N/A
 Site conditions imply ICs not being fully enforced Yes No N/A

Type of monitoring (e.g., self-reporting, drive by) drive by

Frequency _____

Responsible party/agency EPA, MDEA, CEA

Contact John Dambroske Project Coordinator
 Name Title Date Phone no.

Reporting is up-to-date Yes No N/A

Reports are verified by the lead agency Yes No N/A

Specific requirements in deed or decision documents have been met Yes No N/A

Violations have been reported Yes No N/A

Other problems or suggestions: Report attached
access is under review as agreed by EPA & Weyerhaeuser in RD approval. Resolution expected soon.

2. Adequacy ICs are adequate ICs are inadequate N/A

Remarks _____

D. General

1. Vandalism/trespassing Location shown on site map No vandalism evident
 Remarks minimal incident of small cook fire at toe of landfill
No evidence of damage.

2. Land use changes on site N/A
 Remarks none

3. Land use changes off site N/A
 Remarks none

VI. GENERAL SITE CONDITIONS

A. Roads Applicable N/A

1. Roads damaged Location shown on site map Roads adequate N/A
 Remarks _____

B. Other Site Conditions

Remarks _____

VII. LANDFILL COVERS Applicable N/A

A. Landfill Surface

1. **Settlement** (Low spots) Location shown on site map Settlement not evident
Areal extent _____ Depth _____
Remarks _____

2. **Cracks** Location shown on site map Cracking not evident
Lengths _____ Widths _____ Depths _____
Remarks _____

3. **Erosion** Location shown on site map Erosion not evident
Areal extent _____ Depth _____
Remarks *erosion along toe of cover drainage feature.*

4. **Holes** Location shown on site map Holes not evident
Areal extent _____ Depth _____
Remarks _____

5. **Vegetative Cover** Grass Cover properly established No signs of stress
 Trees/Shrubs (indicate size and locations on a diagram)
Remarks *except eroded area at toe drainage feature.*

6. **Alternative Cover** (armored rock, concrete, etc.) N/A
Remarks _____

7. **Bulges** Location shown on site map Bulges not evident
Areal extent _____ Height _____
Remarks _____

8.	Wet Areas/Water Damage	<input checked="" type="checkbox"/> Wet areas/water damage not evident	
	G Wet areas	G Location shown on site map	Areal extent _____
	G Ponding	G Location shown on site map	Areal extent _____
	G Seeps	G Location shown on site map	Areal extent _____
	G Soft subgrade	G Location shown on site map	Areal extent _____
	Remarks _____		
9.	Slope Instability	<input type="checkbox"/> Slides	<input checked="" type="checkbox"/> No evidence of slope instability
	Areal extent _____	G Location shown on site map	
	Remarks _____		
B. Benches			
	<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A	
(Horizontally constructed mounds of earth placed across a steep landfill side slope to interrupt the slope in order to slow down the velocity of surface runoff and intercept and convey the runoff to a lined channel.)			
1.	Flows Bypass Bench	G Location shown on site map	G N/A or okay
	Remarks _____		
2.	Bench Breached	G Location shown on site map	G N/A or okay
	Remarks _____		
3.	Bench Overtopped	G Location shown on site map	G N/A or okay
	Remarks _____		
C. Letdown Channels			
	<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A	
(Channel lined with erosion control mats, riprap, grout bags, or gabions that descend down the steep side slope of the cover and will allow the runoff water collected by the benches to move off of the landfill cover without creating erosion gullies.)			
1.	Settlement	G Location shown on site map	G No evidence of settlement
	Areal extent _____	Depth _____	
	Remarks _____		
2.	Material Degradation	G Location shown on site map	G No evidence of degradation
	Material type _____	Areal extent _____	
	Remarks _____		
3.	Erosion	G Location shown on site map	G No evidence of erosion
	Areal extent _____	Depth _____	
	Remarks _____		

4.	Undercutting	<input type="checkbox"/> Location shown on site map	<input checked="" type="checkbox"/> No evidence of undercutting
	Areal extent _____	Depth _____	
	Remarks _____		
5.	Obstructions	Type _____	<input checked="" type="checkbox"/> No obstructions
	<input type="checkbox"/> Location shown on site map	Areal extent _____	
	Size _____		
	Remarks _____		
6.	Excessive Vegetative Growth	Type _____	
	<input checked="" type="checkbox"/> No evidence of excessive growth		
	<input type="checkbox"/> Vegetation in channels does not obstruct flow		
	<input type="checkbox"/> Location shown on site map	Areal extent _____	
	Remarks _____		
D. Cover Penetrations <input checked="" type="checkbox"/> Applicable <input type="checkbox"/> N/A			
1.	Gas Vents	<input type="checkbox"/> Active <input checked="" type="checkbox"/> Passive	
	<input checked="" type="checkbox"/> Properly secured/locked	<input checked="" type="checkbox"/> Functioning	<input checked="" type="checkbox"/> Routinely sampled <input checked="" type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	
	<input type="checkbox"/> N/A		
	Remarks _____		
2.	Gas Monitoring Probes		
	<input checked="" type="checkbox"/> Properly secured/locked	<input checked="" type="checkbox"/> Functioning	<input checked="" type="checkbox"/> Routinely sampled <input checked="" type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A
	Remarks _____		
3.	Monitoring Wells (within surface area of landfill)		
	<input checked="" type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input checked="" type="checkbox"/> Routinely sampled <input checked="" type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A
	Remarks <u>wells are located outside of cover system</u>		
4.	Leachate Extraction Wells		
	<input type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input type="checkbox"/> Routinely sampled <input type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input checked="" type="checkbox"/> N/A
	Remarks _____		
5.	Settlement Monuments	<input type="checkbox"/> Located	<input type="checkbox"/> Routinely surveyed <input checked="" type="checkbox"/> N/A
	Remarks _____		

E. Gas Collection and Treatment		G Applicable	G N/A
1.	Gas Treatment Facilities G Flaring G Thermal destruction G Collection for reuse G Good condition G Needs Maintenance Remarks _____		
2.	Gas Collection Wells, Manifolds and Piping G Good condition G Needs Maintenance Remarks _____		
3.	Gas Monitoring Facilities (e.g., gas monitoring of adjacent homes or buildings) G Good condition G Needs Maintenance G N/A Remarks _____		
F. Cover Drainage Layer		G Applicable	G N/A
1.	Outlet Pipes Inspected	G Functioning	G N/A
2.	Outlet Rock Inspected	G Functioning	G N/A
	Remarks <i>cracks present to drainage feature.</i>		
G. Detention/Sedimentation Ponds		G Applicable	G N/A
1.	Siltation Areal extent _____ Depth _____ G N/A G Siltation not evident Remarks _____		
2.	Erosion Areal extent _____ Depth _____ G Erosion not evident Remarks _____		
3.	Outlet Works	G Functioning	G N/A
4.	Dam	G Functioning	G N/A
	Remarks _____		

H. Retaining Walls		G Applicable	<input checked="" type="checkbox"/> N/A
1.	Deformations	G Location shown on site map	G Deformation not evident
	Horizontal displacement _____		Vertical displacement _____
	Rotational displacement _____		
	Remarks _____		
2.	Degradation	G Location shown on site map	G Degradation not evident
	Remarks _____		
I. Perimeter Ditches/Off-Site Discharge		G Applicable	G N/A
1.	Siltation	G Location shown on site map	<input checked="" type="checkbox"/> Siltation not evident
	Areal extent _____		Depth _____
	Remarks _____		
2.	Vegetative Growth	G Location shown on site map	G N/A
	<input checked="" type="checkbox"/> Vegetation does not impede flow		
	Areal extent _____		Type _____
	Remarks _____		
3.	Erosion	G Location shown on site map	<input checked="" type="checkbox"/> Erosion not evident
	Areal extent _____		Depth _____
	Remarks _____		
4.	Discharge Structure	<input checked="" type="checkbox"/> Functioning	G N/A
	Remarks _____		
	<i>land fill. but erosion at discharge point at toe of</i>		
VIII. VERTICAL BARRIER WALLS		G Applicable	<input checked="" type="checkbox"/> N/A
1.	Settlement	G Location shown on site map	G Settlement not evident
	Areal extent _____		Depth _____
	Remarks _____		
2.	Performance Monitoring	Type of monitoring _____	
	G Performance not monitored		
	Frequency _____		G Evidence of breaching
	Head differential _____		
	Remarks _____		

IX. GROUNDWATER/SURFACE WATER REMEDIES		G Applicable	<input checked="" type="radio"/> N/A
A. Groundwater Extraction Wells, Pumps, and Pipelines		G Applicable	<input checked="" type="radio"/> N/A
1.	Pumps, Wellhead Plumbing, and Electrical G Good condition G All required wells properly operating G Needs Maintenance G N/A Remarks _____ _____		
2.	Extraction System Pipelines, Valves, Valve Boxes, and Other Appurtenances G Good condition G Needs Maintenance Remarks _____ _____		
3.	Spare Parts and Equipment G Readily available G Good condition G Requires upgrade G Needs to be provided Remarks _____ _____		
B. Surface Water Collection Structures, Pumps, and Pipelines		G Applicable	<input checked="" type="radio"/> N/A
1.	Collection Structures, Pumps, and Electrical G Good condition G Needs Maintenance Remarks _____ _____		
2.	Surface Water Collection System Pipelines, Valves, Valve Boxes, and Other Appurtenances G Good condition G Needs Maintenance Remarks _____ _____		
3.	Spare Parts and Equipment G Readily available G Good condition G Requires upgrade G Needs to be provided Remarks _____ _____		

C. Treatment System		<input type="checkbox"/> Applicable	<input checked="" type="checkbox"/> N/A
1.	Treatment Train (Check components that apply) <input type="checkbox"/> Metals removal <input type="checkbox"/> Oil/water separation <input type="checkbox"/> Bioremediation <input type="checkbox"/> Air stripping <input type="checkbox"/> Carbon adsorbers <input type="checkbox"/> Filters _____ <input type="checkbox"/> Additive (e.g., chelation agent, flocculent) _____ <input type="checkbox"/> Others _____ <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance <input type="checkbox"/> Sampling ports properly marked and functional <input type="checkbox"/> Sampling/maintenance log displayed and up to date <input type="checkbox"/> Equipment properly identified <input type="checkbox"/> Quantity of groundwater treated annually _____ <input type="checkbox"/> Quantity of surface water treated annually _____ Remarks _____		
2.	Electrical Enclosures and Panels (properly rated and functional) <input type="checkbox"/> N/A <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____		
3.	Tanks, Vaults, Storage Vessels <input type="checkbox"/> N/A <input type="checkbox"/> Good condition <input type="checkbox"/> Proper secondary containment <input type="checkbox"/> Needs Maintenance Remarks _____		
4.	Discharge Structure and Appurtenances <input type="checkbox"/> N/A <input type="checkbox"/> Good condition <input type="checkbox"/> Needs Maintenance Remarks _____		
5.	Treatment Building(s) <input type="checkbox"/> N/A <input type="checkbox"/> Good condition (esp. roof and doorways) <input type="checkbox"/> Needs repair <input type="checkbox"/> Chemicals and equipment properly stored Remarks _____		
6.	Monitoring Wells (pump and treatment remedy) <input type="checkbox"/> Properly secured/locked <input type="checkbox"/> Functioning <input type="checkbox"/> Routinely sampled <input type="checkbox"/> Good condition <input type="checkbox"/> All required wells located <input type="checkbox"/> Needs Maintenance <input type="checkbox"/> N/A Remarks _____		
D. Monitoring Data			
1.	Monitoring Data <input checked="" type="checkbox"/> Is routinely submitted on time	<input checked="" type="checkbox"/> Is of acceptable quality	
2.	Monitoring data suggests: <input type="checkbox"/> Groundwater plume is effectively contained	<i>No plume</i> <input type="checkbox"/> Contaminant concentrations are declining	

D. Monitored Natural Attenuation			
1.	Monitoring Wells (natural attenuation remedy)		
	G Properly secured/locked	G Functioning	G Routinely sampled
	G All required wells located	G Needs Maintenance	G Good condition
	Remarks _____		G N/A
X. OTHER REMEDIES			
If there are remedies applied at the site which are not covered above, attach an inspection sheet describing the physical nature and condition of any facility associated with the remedy. An example would be soil vapor extraction.			
XI. OVERALL OBSERVATIONS			
A. Implementation of the Remedy			
Describe issues and observations relating to whether the remedy is effective and functioning as designed. Begin with a brief statement of what the remedy is to accomplish (i.e., to contain contaminant plume, minimize infiltration and gas emission, etc.).			
<p><i>Overall, the remedy implementation looks good. The erosion at the discharge/drainage feature requires fixing as a part of the O&M.</i></p>			
B. Adequacy of O&M			
Describe issues and observations related to the implementation and scope of O&M procedures. In particular, discuss their relationship to the current and long-term protectiveness of the remedy.			
<p><i>All covered above.</i></p>			

C. Early Indicators of Potential Remedy Problems

Describe issues and observations such as unexpected changes in the cost or scope of O&M or a high frequency of unscheduled repairs, that suggest that the protectiveness of the remedy may be compromised in the future.

The erosion at the discharge feature must be addressed for the continued protective use of the landfill. If it were to get worse, it would expose the liner to damaging effects.

D. Opportunities for Optimization

Describe possible opportunities for optimization in monitoring tasks or the operation of the remedy.

Attachment 5

Restrictive Covenant for OU 2

1288

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2010 JUL 22 PM 3:33
COUNTY OF KALAMAZOO

2010-023169 07/22/2010 03:37:52 PM
Pages: 1 of 22 REST
MILLER CANFIELD
Timothy A. Snow County Clerk/Register Kalamazoo County MI

M4 /ou2

Above Space For Recording Purposes

MAR 31 2011
REC'D SUPERFUND

DECLARATION OF RESTRICTIVE COVENANTS AND ENVIRONMENTAL PROTECTION EASEMENT

Allied Paper/Kalamazoo River
DNRE Site ID No.: 39000051
U.S. EPA Site No.: MID006007306

From Cause

DNRE Reference No.: RC-RRD-201-10-010

This Declaration of Restrictive Covenants and Environmental Protection Easement ("Declaration") is made by and between Georgia-Pacific LLC, a Delaware limited liability company ("Grantor"), having an address of 133 Peachtree Street, N.E., Atlanta, Georgia 30303; and the Michigan Department of Natural Resources and the Environment ("DNRE", the successor agency to the Michigan Department of Environmental Quality (MDEQ) pursuant to Executive Order 2009-45, effective January 17, 2010), having an address c/o Director, Michigan Department of Natural Resources and the Environment, P.O. Box 30473, Lansing, Michigan 48909-7973, shall be considered as the Grantee. (Collectively referred to as "Parties").

RECITALS

- A. Grantor is the owner of the real property located in Kalamazoo County and legally described in Exhibit 1 attached hereto ("Property").
- B. The Property is part of operable unit 2 of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site ("Site"), DNRE Site ID No. 39000051, for which a Record of Decision ("ROD") has been issued by the United States Environmental Protection Agency ("U.S. EPA") for the purpose of carrying out Response Activities, as defined below, needed to address environmental contamination at the Site. The MDEQ concurred with the ROD in a letter dated September 26, 2006.
- C. The United States Environmental Protection Agency has, pursuant to Section 122 of the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), entered into a Consent Decree ("CD") with the Parties for the design and implementation of Response Activities at the Property. The CD, which bears Docket Number 1-09-cv-429, requires that Grantor place certain limitations on the use of the Property as therein described.

STATE OF MICHIGAN
 COUNTY OF KALAMAZOO
 I, Timothy A. Snow,
 Clerk/Register of Deeds
 of the County of Kalamazoo, and the Circuit Court thereof, do hereby certify that the
 foregoing is a true and correct copy of the original thereof on file in
 my office. Signed and sealed at Kalamazoo, Michigan,
 this 4 day of Aug 2010
 TIMOTHY A. SNOW, County Clerk/Register of Deeds
 By Deborah Reed Deputy Clerk/Register of Deeds

D. By this Declaration of Restrictive Covenants and Environmental Protection Easement, Grantor assumes no additional liability to the United States or the State of Michigan with regard to the Property. Grantee assumes no liability with regard to the Property by this Declaration of Restrictive Covenants and Environmental Protection Easement.

E. The Site was placed on the National Priorities List ("NPL") in 1990 and is a facility as that term is defined in Section 101(9) of the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. § 9601 *et seq.* ("CERCLA") and Section 20101(0) of Part 201, Natural Resources and Environmental Protection Act, 1994 PA 451, as amended, MCL 324.20101(0) *et seq.* ("NREPA"). Hazardous substances, including polychlorinated biphenyls ("PCBs") have been released and/or disposed of on the Property. The hazardous substances were contained in a landfill from the prior manufacturing activities associated with the Site. Prior to recording this Declaration, Response Activities have been undertaken to remove certain contaminated soils and waste debris.

F. At the time of recording of this Declaration, U.S. EPA has determined that the hazardous substances at the Property present a threat to human health through direct contact or ingestion, and that the land use and resource restrictions set forth below are required to prevent unacceptable exposures.

G. The restrictions contained in this Declaration of Restrictive Covenants and Environmental Protection Easement are based upon information available to the U.S. EPA and DNRE at the time the ROD was issued. Failure of the Response Activities to achieve and maintain the criteria, exposure controls, and requirements specified in the ROD; future changes in the environmental condition of the Property, the applicable cleanup criteria or the discovery of environmental conditions at the Property that were not accounted for in the ROD; or the use of the Property in a manner inconsistent with the restrictions described herein, may result in this Declaration not being protective of public health, safety, and welfare, and the environment. Information pertaining to the environmental conditions at the Property and Response Activities undertaken at the Site is on file with the DNRE, Remediation and Redevelopment Division. Site Identification Number: 39000051.

DEFINITIONS

"MDEQ" shall mean the Michigan Department of Environmental Quality, its successor entities, and those persons or entities acting on its behalf;

"DNRE" shall mean the Michigan Department of Natural Resources and the Environment, the successor agency to the MDEQ pursuant to Executive Order 2009-45, effective January 17, 2010.

"NREPA" shall mean Part 201, Environmental Remediation, of the Natural Resources and Environmental Protection Act, 1994 PA 451, MCL 324.101 *et seq.*, as amended.

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"Owner" shall mean, at any given time, the then current title holder of the Property or any portion thereof;

"Response Activities" shall mean, consistent with section 101(25) of CERCLA, such Activities as have been or may be necessary to conduct any removal, remedy or remedial action, as those terms are defined in sections 101(23) and 101(24) of CERCLA, on the Property and/or at the Site, including enforcement activities related thereto;

"U.S. EPA" shall mean the United States Environmental Protection Agency, its successor entities and those persons or entities acting on its behalf.

All other terms used in this document which are defined in Part 3, Definitions, of the NREPA; Part 201 of the NREPA; or the Part 201 Administrative Rules ("Part 201 Rules"), 1990 AACRS R 299.5105 et seq., shall have the same meaning in this document as in Parts 3 and 201 of the NREPA and the Part 201 Rules, as of the recording date of this Declaration.

NOW THEREFORE, the parties agree as follows:

1. **Recitals.** The foregoing Recitals shall not be interpreted as mere recitals, but shall be deemed part of this Declaration and shall be enforceable hereunder.

2. **Purpose.** The purpose of this Declaration is to create restrictions in Grantor's real property rights, which will run with the land for as long as necessary to facilitate the remediation of environmental contamination described in the ROD as determined or modified by U.S. EPA; to grant a right of access to Grantee and its assigns and representatives to monitor and conduct Response Activities; to protect human health and the environment by reducing the risk of exposure to contaminants of concern; and to provide for the long-term protectiveness of the remediation.

3. **Grant.** Grantor, on behalf of itself, its successors and assigns, in consideration of the terms of the Consent Decree in the case of the United States of America v. Georgia-Pacific, LLC, does hereby covenant and declare that the Property shall be subject to the restrictions on use set forth below, warrants that Grantor has good and sufficient title to the Property described in Exhibit 1, and does give, grant, declare and convey to the Grantee, and its assigns and representatives, the perpetual right to enforce said use restrictions. Grantor further, on behalf of itself, its successors and assigns, in consideration of the settlement terms set forth in the CD, does give, grant, declare and convey to the Grantee, and its assigns and representatives: 1) an environmental protection easement of the nature and character, and for the purposes hereinafter set forth, with respect to the Property; and 2) the right to enforce said easement.

4. **Third Party Beneficiary.** The Grantor, on behalf of itself and its successors, transferees, and assigns, hereby agrees that the United States, acting by and through the U.S. EPA its successors and assigns shall be a third party beneficiary ("Third Party Beneficiary") of all the

benefits and rights set out in the restrictions, covenants, easements, exceptions, notifications, conditions and agreements herein, and that the Third Party Beneficiary shall have the right to enforce the restrictions described herein as if it was a party hereto. No other rights in third parties are intended by this Declaration, and no other person or entity shall have any rights or authorities hereunder to enforce these restrictions, terms, conditions or obligations beyond the parties hereto, their successors, assigns, subsequent owners of the Property and the Third Party Beneficiary.

5. **Restrictions on Use.** Grantor, on behalf of itself, its successors and assigns or other persons acquiring an interest in the Property and their authorized agents, employees, or persons acting under their direction and control, covenants and declares that the Property shall be subject to the restrictions on use set forth below, and intends that said restrictions and covenants run with the land and may be enforced in perpetuity against any and all Owners by Grantee and the Third Party Beneficiary and their successors and assigns. Owner, its successors and assigns shall:

- a) Not use the Property in a manner that causes existing contamination to migrate beyond the boundaries of the Property, increases the cost of Response Activities, or otherwise exacerbates the existing soil and groundwater contamination located on the Property. The term exacerbation is more specifically defined in Section 20101(1)(n) of the NREPA, MCL 324.20101(1)(n).
- b) Prohibit and shall not use the Property in a manner that may interfere with Response Activities at the Property, including interim response, remedial action, operation and maintenance, monitoring, or other measures necessary to assure the effectiveness and integrity of the remedial action.
- c) Restrict the uses of the Property to those uses compatible with industrial use consistent with the assumptions and basis for the cleanup criteria established pursuant to Section 20120a(1)(i) of the NREPA and generally described in the *Description of Allowable Uses*, attached hereto as Exhibit 3. The following uses allowed under the Kalamazoo Light Industrial District zoning designation are prohibited:
 - i) Wholesale and retail sale of goods, merchandise, and services;
 - ii) Repair garages and service stations;
 - iii) Veterinary hospitals;
 - iv) Recreational uses;
 - v) Hotels, boarding and lodging houses, motor courts, and motels;
 - vi) Funeral parlors;
 - vii) Skating rinks and bowling alleys;
 - viii) Drive-in theatres;
 - ix) Kennels.

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Cleanup criteria for specific categories of land use are located in the Government Documents section of the Library of Michigan.

- d) Not construct or use wells or other devices on the Property to extract groundwater for consumption, irrigation, or any other use, except for wells and devices that are necessary for Response Activities, testing and monitoring groundwater contamination levels in accordance with plans approved by the DNRE or U.S. EPA. Short term dewatering for construction purposes is permitted provided the dewatering, including management and disposal of the groundwater, is conducted in accordance with all applicable local, state, and federal laws and regulations and does not cause or result in a new release, exacerbation of existing contamination, or any other violation of local, state, and federal environmental laws and regulations including, but not limited to, Part 201 of the NREPA.
- e) Prohibit any excavation or other intrusive activity on the Property that could affect the integrity of the cap placed over the landfill areas, except during short term construction or repair projects or for purposes of further treating or remediating the subject contamination. Any excavation or other intrusive activity, including removing, altering, or disturbing the landfill cap, that could affect the integrity of the cap, must be replaced with a cover that provides at least an equivalent degree of protection as the original barrier within 14 days of completion of the work. Repair and/or replacement of the barrier must be completed unless additional sampling is conducted that demonstrates that a cap in the area is no longer necessary and this determination is reviewed and approved by the U.S. EPA.
- f) Prohibit the construction of buildings or structures on the Property unless the buildings or structures are built with slab-on-grade construction (no basements or crawl spaces) and an evaluation of the potential for any hazardous substances, including methane, to volatilize into indoor air is performed to assure the protection of persons who may be present in the buildings. If necessary, such construction shall incorporate engineering controls designed to eliminate the potential for subsurface vapor phase hazardous substances to migrate into the new building or structure at concentrations greater than applicable criteria. Any building construction plans shall be submitted to and approved by the U.S. EPA.
- g) Allow the installation of permanent markers that have been approved by the U.S. EPA, in consultation with DNRE, within the Property boundaries. These permanent markers shall more or less describe the restricted area and the nature of the



prohibitions specified in the provisions of this Restrictive Covenant and the liber and page numbers of this Restrictive Covenant as recorded in the Kalamazoo County Register of Deeds Office. The Owner shall not remove, cover, obscure, or otherwise alter or interfere with any permanent markers placed on the Property at the locations generally depicted in Exhibit 2. Owner shall keep vegetation and other materials clear of any permanent markers to assure that the markers are readily visible.

6. Access. As part of the easement granted herein, Grantor does give, grant, declare and convey to the Grantee, and its assigns and representatives: an irrevocable and continuing right of access at all reasonable times to the Property for the purposes of:

- a) monitoring, overseeing and/or implementing the Response Activities described in the ROD or any other U.S. EPA or DNRE decision document for the Property or the Site, and conducting any necessary inspection and repair of any operation and maintenance equipment, including the inspection of records or documents related thereto.
- b) verifying any data or information submitted to the U.S. EPA and/or the DNRE, and determining and monitoring compliance with the ROD and this Declaration, any other U.S. EPA or DNRE decision document, and any implementing statement of work or work plan;
- c) verifying that no action is being taken on the Property in violation of the terms of this Declaration or of any federal or state environmental laws or regulations;
- d) conducting and/or monitoring investigations relating to the nature and extent of contamination on or near the Property and the Site including, without limitation, sampling of air, water, sediments, soils, and specifically, without limitation, obtaining split or duplicate samples;
- e) conducting periodic reviews of the Response Activities at the Property and at the Site, including but not limited to, reviews required by applicable statutes and/or regulations; and
- f) implementing additional or new Response Activities, if the remedial action selected in the ROD or any other U.S. EPA and/or DNRE decision document results in any hazardous substances, pollutant or contaminants remaining at the Site above levels that allow for unlimited use and unrestricted exposure, and U.S. EPA, in consultation with DNRE and pursuant to Section 121(c) of CERCLA, determines that, upon its completion, the selected remedy for the Site will not be protective of public health, welfare or the environment; or



- g) implementing additional or new response activities, as that term is defined in Section 20101(1)(ee) of the NREPA, if the remedial action selected in the ROD or any other DNRE and/or U.S. EPA decision document results in any hazardous substances, pollutants or contaminants remaining at the Site above the criteria developed pursuant to Section 20120(a)(1)(i) of the NREPA, and DNRE, in consultation with U.S. EPA, determines that, upon its completion, the remedy will not be protective of the public health, safety, welfare or the environment.

7. **Contaminated Soil/Residuals Management.** Soils and residuals underlying the landfill cap at the Property were, at the time of recording of this Notice, polychlorinated biphenyl (PCB)-containing material that is or may be regulated under the Toxic Substances Control Act (TSCA), 15 USC 2601 *et seq.*, or Part 115, Solid Waste Management, of the NREPA, MCL 324.11501 *et seq.* If the Owner undertakes any excavation or otherwise disturbs the soils or residuals beneath the cap, the Owner shall, at that time, confirm whether these materials are regulated under TSCA or Part 115 of the NREPA. If so, the Owner shall handle and dispose of the soils and residuals in full compliance with all relevant requirements of state and federal laws. If the soils or residuals are not regulated under TSCA or Part 115 at the time of excavation or disturbance, the Owner shall manage such soils, media and/or debris and all other soils located on the Property in accordance with the requirements of Section 20120c of the NREPA, the Part 201 Administrative Rules promulgated thereunder, and all other relevant state and federal laws.

8. **DNRE Entry, Access, and Response Authority.** Nothing in this Declaration shall limit or otherwise affect DNRE's right of entry and access, or authorities to take Response Activities as defined in this Declaration, as well as in Section 20101(1)(ee) Part 201 of the NREPA, under CERCLA, the National Contingency Plan, 40 C.F.R. Part 300, the NREPA, and any successor statutory provisions, or other state or federal law.

9. **U.S. EPA Entry, Access, and Response Authority.** Nothing in this Declaration shall limit or otherwise affect U.S. EPA's right of entry and access, or authorities to take Response Activities as defined in this Declaration, as well as in CERCLA, the National Contingency Plan, 40 C.F.R. Part 300, and any successor statutory provisions, or other state or federal law.

10. **Term.** This Restrictive Covenant and Environmental Protection Easement shall run with the Property until terminated or revoked pursuant to paragraph 10, below, and shall be binding on the Owner; future owners; and all current and future successors, lessees, easement holders, their assigns, and their authorized agents, employees, or persons acting under their direction and control.

11. **Modification.** The Restrictive Covenants and Environmental Protection Easement contained herein shall continue for so long as necessary to accomplish the Response



Activities described in the CD, and shall not be modified, suspended, terminated or revoked without express written authorization by U.S. EPA, with the approval of DNRE. The Grantor or any subsequent owner of the Property may seek to modify or terminate, in whole or in part, the restrictions set forth herein by submitting to U.S. EPA a written application that identifies each such restriction to be terminated or modified, describes the terms of each proposed modification, and sets out any proposed revisions to the environmental easement/restrictive covenants in this Declaration. Each application for termination or modification of any restriction or easement set forth herein shall include a demonstration by the applicant that the requested termination or modification will not interfere with, impair or reduce:

- a) the effectiveness of any measures undertaken pursuant to the CD;
- b) the long term protectiveness of the remediation; or
- c) protection of human health and the environment.

If U.S. EPA makes a determination that an application satisfies the requirements of this paragraph, including the criteria specified in (a) through (c), U.S. EPA will notify the owner of the Property in writing. If U.S. EPA does not respond in writing within 90 days to an application to modify or terminate any restrictions, U.S. EPA shall be deemed to have denied Owner's application. Any modification to or rescission of this Declaration of Restrictive Covenants and Environmental Protection Easement shall be filed with the appropriate Registrar of Deeds and a certified copy shall be returned to DNRE and U.S. EPA at the addresses listed below.

12. **Enforcement.** The Grantor, Grantee or Third Party Beneficiary, each acting independently and without the others, shall be entitled to enforce the terms of this Declaration in a judicial action seeking specific performance or other applicable remedies at law or in equity. The right to so enforce the conditions and restrictions in this Declaration are in addition to any other remedies that may be available, including, but not limited to, remedies under CERCLA. Whether to enforce the terms of this Declaration or to participate in an enforcement action brought by any of the others shall be at the sole discretion of the Grantor, Grantee and/or the Third Party Beneficiary and any forbearance, delay or omission to exercise any of their rights under this Declaration in the event of a breach of any term of this Declaration shall not be deemed a waiver by any such party of any such term, or any other term, or any rights of any of the Grantor, Grantee or Third Party Beneficiary under this Declaration. This Declaration and the rights and restrictions granted herein shall not inure to the benefit of the public in general.

13. **Transfer of Interest.** The Owner shall provide notice to the DNRE and to U.S. EPA of the Owner's intent to transfer any interest in the Property, or any portion thereof, at least fourteen (14) business days prior to consummating the conveyance. A conveyance of title, easement, or other interest in the Property shall not be consummated by the Owner without complete provision for compliance



with the terms and conditions of this Declaration of Restrictive Covenants and Environmental Protection Easement and the applicable provisions of Section 20116 of the NREPA, as determined by U.S. EPA and DNRE. The Owner shall include in any instrument conveying any interest in any portion of the Property, including but not limited to, deeds, leases, and mortgages, a notice which is in substantially the following form:

NOTICE: THE INTEREST CONVEYED HEREBY IS SUBJECT TO A DECLARATION OF RESTRICTIVE COVENANTS AND ENVIRONMENTAL PROTECTION EASEMENT, DATED _____, 2009, AND RECORDED WITH THE KALAMAZOO COUNTY REGISTER OF DEEDS, DOC. NO. _____. THESE RIGHTS AND RESTRICTIONS RUN WITH THE LAND AND ARE ENFORCEABLE BY THE GRANTOR, GRANTEE AND THE THIRD PARTY BENEFICIARY IDENTIFIED THEREIN.

14. **Reservation of Defenses.** Nothing in this Declaration shall be construed to enlarge the jurisdiction of federal courts, to create subject matter jurisdiction to adjudicate any claims against U.S. EPA or DNRE, or otherwise to operate as a waiver of any sovereign immunity of the United States or the State of Michigan, and the United States and DNRE expressly reserve all rights and defenses they may have in connection with any action initiated pursuant to this Declaration. Nothing herein shall be construed as Grantor's waiver of any rights or defenses available at law, in equity, provided by any statute or by any state and federal constitution.

15. **Notices.** Any notice, demand, request, consent, approval, or communication that is required to be made or obtained under this Declaration shall be made in writing and include a statement that the notice is being made pursuant to the requirements of this Declaration and shall be served either personally or sent via first class mail, postage prepaid, as follows:

For the U.S. EPA:

Director
Superfund Division (SR-6J)
U.S. Environmental Protection Agency, Region 5
77 West Jackson Blvd.
Chicago, IL 60604

with a copy to:

Office of Regional counsel (C-14J)
U.S. Environmental Protection Agency, Region 5
77 West Jackson Blvd.
Chicago, IL 60604

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For the DNRE:

Chief
Remediation and Redevelopment Division
Michigan Department of Natural Resources and the Environment
P.O. Box 30426
Lansing, MI 48909-7926

16. **Miscellaneous.**

- a) **Controlling Law.** The interpretation and performance of this Declaration shall be governed by the laws of the United States as to the obligations referred to in the CD, and by the laws and regulations of the State of Michigan for all other purposes hereunder (without reference to choice of laws principles thereof). The right to enforce the conditions and restrictions in this instrument are in addition to other rights and remedies that may be available, including, but not limited to, administrative and judicial remedies under CERCLA or Part 201 of the NREPA.
- b) **Liberal Construction.** Any general rule of construction to the contrary notwithstanding, this Declaration shall be liberally construed to affect the purpose of this Declaration and the policy and purpose of CERCLA and the land use restrictions and prospective use limitations of the State of Michigan. If any provision of this Declaration is found to be ambiguous, an interpretation consistent with the purpose of this Declaration that would render the provision valid shall be favored over any interpretation that would render it invalid.
- c) **Severability.** If any provision of this Declaration is held to be invalid by any court of competent jurisdiction, the invalidity of such provision shall not affect the validity of any other provision hereof, and all other provisions shall continue unimpaired and in full force and effect.
- d) **Entire Agreement.** This Declaration supersedes all prior discussions, negotiations, understandings, or agreements relating to the matters addressed herein, all of which are merged herein.
- e) **Successors.** The covenants, terms, conditions, and restrictions of this Declaration shall be binding upon, and inure to the benefit of Grantor and Grantee and their agents, successors, and assign and any subsequent owners, occupants or other persons acquiring an interest in the Property and their respective agents, successors and assigns. The rights, but not the obligations or authorities, of the U.S. EPA are freely assignable to any public entity, subject to the notice to the Grantor, its successors and assigns, as their interests appear in the public title records kept and maintained by the Kalamazoo County Registrar of Deeds.

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17. Exhibits.

Exhibit 1— Legal Description of the Property.

Exhibit 2 — Survey of the Property generally depicting the landfill relative to the Property boundaries, and the location of the permanent markers.

Exhibit 3 — Description of Allowable Uses

18. Authority to Execute Restrictive Covenant and Environmental Protection Easement. The undersigned person executing this Declaration on behalf of the Owner represents and certifies that the Grantor has good and sufficient title to the Property described in Exhibit 1 and that he or she is duly authorized and has been empowered to execute and deliver this Declaration of Restrictive Covenants and Environmental Protection Easement.

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Prepared by and after recording return to:
Ronald E. Baylor, Esq.
Miller, Canfield, Paddock and Stone, P.L.C.
277 South Rose Street, Suite 5000
Kalamazoo, Michigan 49007
269-381-7030

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EXHIBIT 1 - Legal Description

**CONSENT DECREE
FOR THE DESIGN AND IMPLEMENTATION OF CERTAIN RESPONSE ACTIONS
AT OPERABLE UNIT 2 OF THE
ALLIED PAPER, INC./PORTAGE CREEK/KALAMAZOO RIVER SUPERFUND SITE**

A. Willow Boulevard Landfill, including the Willow Boulevard Drainageway
Tax ID No. 39-06-24-195-010:

Real estate situated in the Township of Kalamazoo, County of Kalamazoo, State of Michigan, described as follows:

Commencing at the West ¼ post of Section 24, T2S, R11W, Kalamazoo Township, Kalamazoo County, Michigan; thence North 00°00'00" East along the West line of said Section, 480.00 feet for the place of beginning of the land hereinafter described; thence along an intermediate traverse line along the former and present bank of the Kalamazoo River for the next 11 courses: North 03°28'14" East, 124.71 feet; thence North 09°00'57" East, 100.85 feet; thence North 55°30'25" East, 107.12 feet; thence South 86°49'05" East, 263.42 feet; thence north 66°36'14" East, 131.42 feet; thence South 64°46'29" East, 172.14 feet; thence South 54°56'07" East, 60.53 feet; thence South 55°08'59" East, 229.48 feet; thence South 18°53'55" West, 103.80 feet; thence South 32°58'13" East, 62.74 feet; thence South 64°02'06" East, 28.26 feet; thence South 54°17'40" East, 165.34 feet to the most Northerly corner of Lot "A", Field Addition, as recorded in Liber 7 of Plats on Page 19, Kalamazoo County Records; thence Westerly along the Northerly boundary of Field Addition and the Southerly bank of the former Kalamazoo River location, 1,200 feet, more or less, to the place of beginning. Together with all land lying between the intermediate traverse line and along the former and present bank of the Kalamazoo River.

B. A-Site Landfill, including the Area South of the A-Site Berm (including former Olmstead Creek); the Area East of Davis Creek; and the AMW-3A Area:

Real estate situated in the Township of Kalamazoo, County of Kalamazoo, State of Michigan, described as follows:

Parcels 4 & 6, Tax ID Nos. 39-06-24-306-980 (Parcel 4); 39-06-24-195-010 (Parcel 6):

Commencing at the East 1/4 post of Section 24, T. 2 S., R. 11 W., Kalamazoo Township, Kalamazoo County, Michigan; thence North 89°-41'-27" West along the East and West 1/4 line, 2,648.87 feet to the center 1/4 post of said Section and the place of beginning of the land hereinafter described; thence continuing along

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the East and West 1/4 line, North 89°-39'-47" West, 160.00 feet; thence South 12°-25'-11" East, 321.07 feet; thence North 89°-39'-47" West parallel with the East and West 1/4 line, 150.00 feet to the Northeast corner of Lot 6, Field Addition, as recorded in Liber 7 of Plats on Page 19, Kalamazoo County Records; thence along a Reference Line along the original location of Olmstead Creek (no longer exists) as defined in the recorded plat of Field Addition for the next 19 courses: North 06°-59'-22" West, 123.39 feet; thence North 88°-34'-50" West, 185.73 feet; thence North 81°-15'-19" West, 30.05 feet; thence South 34°-28'-39" West, 49.94 feet; thence South 67°-21'-45" West, 44.10 feet; thence North 76°-30'-07" West, 79.72 feet; thence South 89°-12'-27" West, 146.25 feet; thence North 65°-00'-00" East, 48.96 feet; thence North 25°-02'-44" West, 119.53 feet; thence South 65°-07'-20" West, 152.04 feet; thence North 58°-20'-09" West, 99.86 feet; thence North 64°-00'-40" West, 99.73 feet; thence South 82°-37'-27" West, 74.56 feet to the Northwest corner of Lot 25 of said Field Addition; thence continuing along said Reference Line, North 30°-47'-39" East, 150.00 feet; thence North 69°-09'-52" West, 174.77 feet; thence North 09°-35'-04" West, 111.38 feet; thence South 81°-07'-40" West, 100.97 feet; thence North 38°-30'-10" West, 100.00 feet; thence South 75°-53'-17" West, 100.00 feet to the end of said Reference Line and the most Easterly corner of Lot "A" of Field Addition; thence Westerly along the Southerly line of Lot "A", 196.91 feet along a non-tangent curve to the left with a radius of 591.00 feet and a chord bearing South 86°-34'-39" West, 196.00 feet to the most Westerly corner of Lot "A"; thence North 61°-06'-40" East along the Northerly line of Lot "A", 128.40 feet to the most Northerly corner of Lot "A" and the beginning of an Intermediate Traverse line along the former and present Kalamazoo River; thence along said Traverse line along the former bank of the Kalamazoo River for the next 5 courses: North 54°-17'-40" West, 165.34 feet; thence North 65°-02'-06" West, 28.26 feet; thence North 32°-58'-13" West, 62.74 feet; thence North 18°-53'-55" East, 103.80 feet; thence North 37°-44'-01" East, 47.17 feet to the end of the Traverse line along the former River bank and the beginning of an Intermediate Traverse line along the present Kalamazoo River; thence along said Traverse line for the next 12 courses: North 82°-59'-59" East, 155.85 feet; thence North 88°-53'-28" East, 322.27 feet; thence North 80°-45'-46" East, 162.22 feet; thence North 77°-49'-31" East, 115.64 feet; thence South 87°-20'-00" East, 198.40 feet; thence North 81°-39'-50" East, 163.96 feet; thence South 88°-52'-19" East, 120.25 feet; thence North 80°-43'-58" East, 160.64 feet; thence South 78°-28'-42" East, 38.00 feet; thence North 77°-12'-10" East, 90.18 feet; thence North 79°-43'-14" East, 210.00 feet; thence North 18°-16'-32" East, 40.00 feet to the North and South 1/4 line of said Section and the end of the Intermediate Traverse line; thence South 00°-08'-38" East along said 1/4 line, 817.50 feet to the place of beginning. Together with all land lying between the Reference Line and the location of Olmstead Creek as established by the plat of Field Addition. Also all land lying between the Intermediate Traverse line along the former and present Kalamazoo River. Containing 29.65 acres ±.

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MILLER CANFIELD

Timothy A. Snow County Clerk/Register Kalamazoo County MI



Parcel 11, Tax ID Nos. 39-06-24-305-360, 39-06-24-305-420, 39-06-24-305-430:

Real estate situated in the Township of Kalamazoo, County of Kalamazoo, State of Michigan, described as follows:

Lots 36, 42 and 43, Field Addition according to the Plat thereof as recorded in Liber 7 of Plats on Page 19, Kalamazoo County Records.

Lot 36 contains 0.36 acres \pm , Lots 42 and 43 contain 0.36 acres \pm .

Parcel 13, Tax ID No. 39-06-24-340-016:

Real estate situated in the Township of Kalamazoo, County of Kalamazoo, State of Michigan, described as follows:

Beginning at the center of Section 24, T2S, R11W; thence South along the North and South $\frac{1}{4}$ line 667.17 feet; thence Northwesterly parallel with Lake Street 244.73 feet; thence Northerly to its intersection with Olmstead Creek and the East line of the recorded Plat of Field Addition, according to the Plat thereof as recorded in Liber 7 of Plats on Page 19, Kalamazoo County Records; thence Easterly 150 feet to the centerline of Olmstead Drain; thence Northerly along said drain to the East and West $\frac{1}{4}$ line of said Section; thence Easterly thereon 160 feet to the place of beginning.

Being more particularly described as follows:

Commencing at the East $\frac{1}{4}$ Post, Section 24, T2S, R11W, Kalamazoo Township, Kalamazoo County, Michigan; thence North $89^{\circ}41'27''$ West along the East and West $\frac{1}{4}$ line of said Section, 2,648.87 feet to the center $\frac{1}{4}$ Post of said Section; thence South $00^{\circ}02'33''$ West along the North and South $\frac{1}{4}$ line, 667.17 feet; thence North $82^{\circ}02'22''$ West parallel with Lake Street, 242.33 feet (recorded as 244.73 feet) to the East line of Field Addition according to the Plat thereof as recorded in Liber 7 of Plats on Page 19, Kalamazoo County records; thence North $00^{\circ}04'51''$ West along the East line of said Plat, 321.88 feet to the former location of Olmstead Creek; thence South $89^{\circ}39'47''$ East parallel with the East and West $\frac{1}{4}$ line, 150.00 feet to the center line of former location of Olmstead Drain; thence North $12^{\circ}25'11''$ West along the former location of said drain, 321.07 feet to the East and West $\frac{1}{4}$ line of said Section; thence south $89^{\circ}39'47''$ East thereon, 160.00 feet to the beginning. Containing 2.77 acres \pm .

2010-023169 07/22/2010 03:37:52 PM

Pages: 17 of 22 REST

MILLER CANFIELD

Timothy A. Snow County Clerk/Register Kalamazoo County MI



EXHIBIT 2 - Survey of Property and Permanent Marker Locations

2010-023169 07/22/2010 03:37:52 PM

Pages: 18 of 22 REST

MILLER CANFIELD

Timothy A. Snow County Clerk/Register Kalamazoo County MI



EXHIBIT 3 – Description of Allowable Uses

The primary activity at the Property is and shall continue to be industrial in nature (e.g., manufacturing, utilities, industrial research and development, petroleum bulk storage). Access to the property is and shall continue to be reliably restricted consistent with its use (e.g., by fences, security personnel, or both).

The allowable land use includes property that is currently zoned industrial or is anticipated to be zoned as industrial. This may include different zoning designations, depending on the community, such as "light industrial" or "heavy industrial," but does not include any use the zoning designation may include that allows for residential use or permanent residence on the property. Inactive or abandoned properties can be included in this category if the use was and/or will be industrial, as described above and access is controlled as necessary to assure unacceptable exposures do not occur. The industrial category does not include any form of residential use, farms or agricultural use, gasoline service stations, and other establishments where children may commonly be present.



PARCEL SKETCH OF PARCEL 12

LOCATED IN SECTION 24, T. 2 S., R. 11 W.
KALAMAZOO TOWNSHIP, KALAMAZOO COUNTY, MICHIGAN
BY

Prein & Newhof

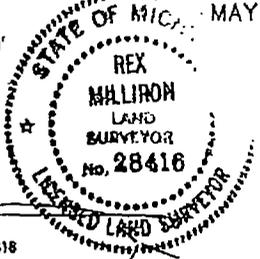
Engineers • Surveyors • Environmental & Soils Laboratory

7123 STADIUM DRIVE
KALAMAZOO, MICHIGAN 49009
PHONE: (269) 372-1158

MAY 19, 2010

 = PERMANENT MARKER

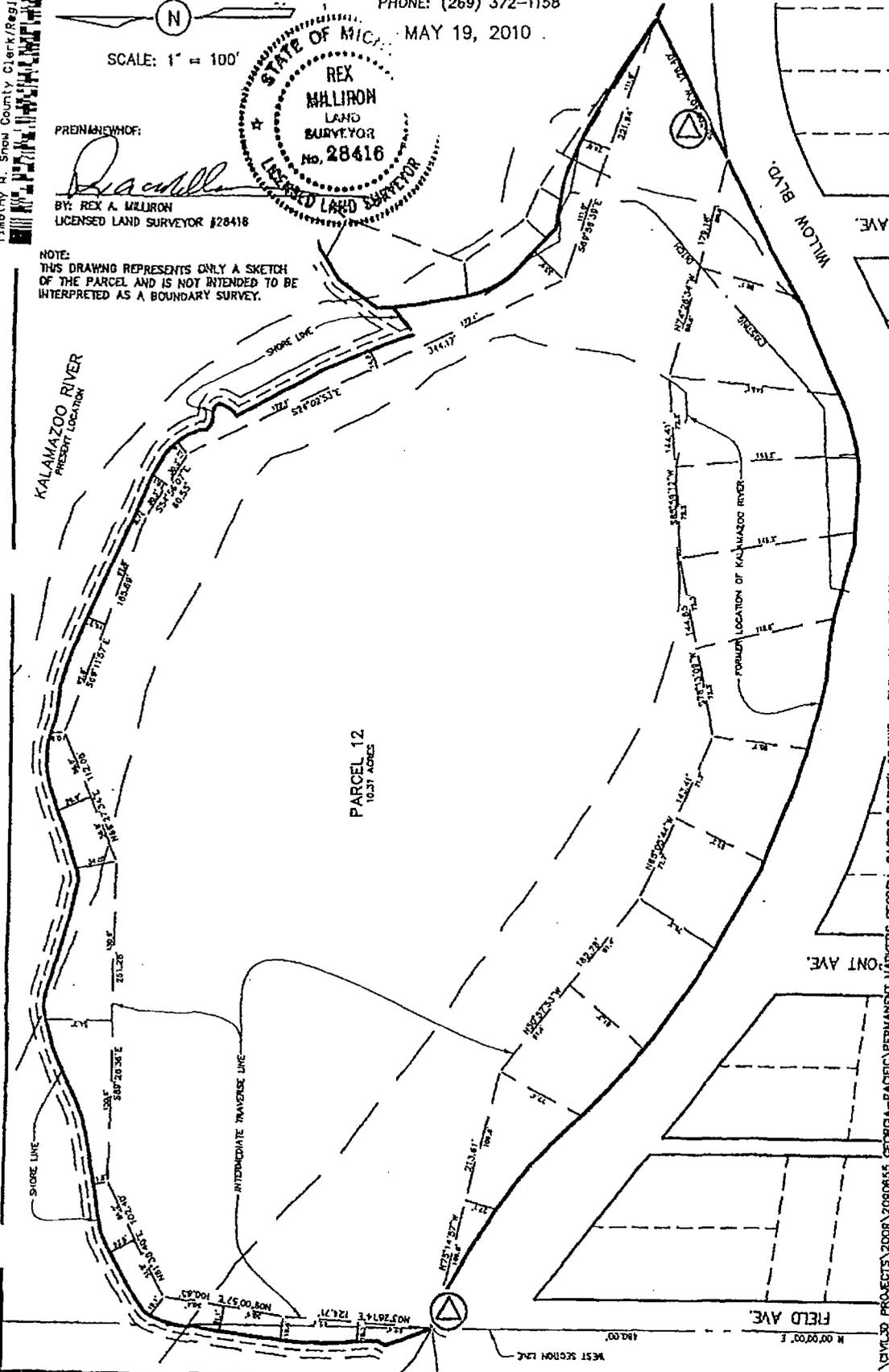
SCALE: 1" = 100'



PREIN & NEWHOF:

BY: *Rex Malliron*
REX A. MALLIRON
LICENSED LAND SURVEYOR #28418

NOTE:
THIS DRAWING REPRESENTS ONLY A SKETCH
OF THE PARCEL AND IS NOT INTENDED TO BE
INTERPRETED AS A BOUNDARY SURVEY.



MILLER COMFIELD
Timothy R. Snow
County Clerk/Registrar
Kalamazoo County
MICHIGAN

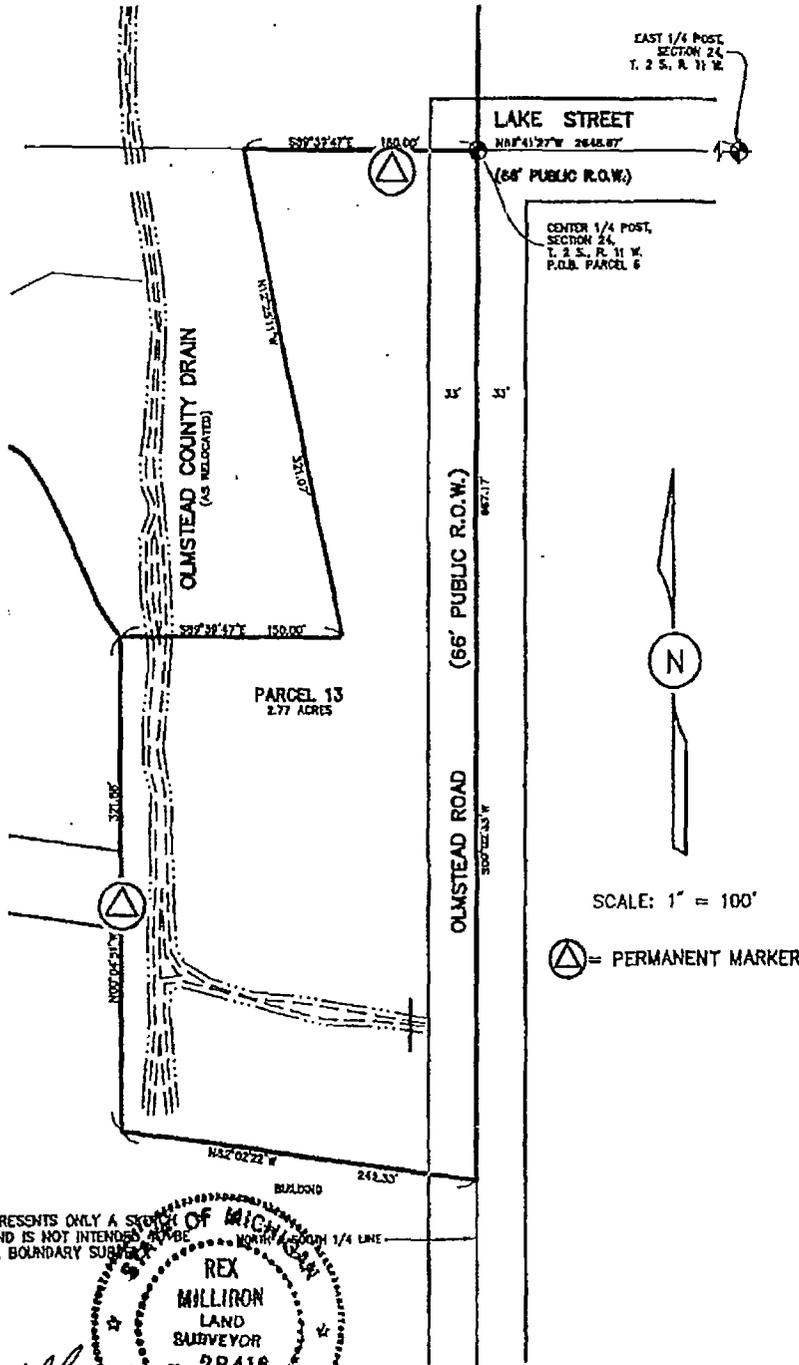
PROJECT: 2008\2090655 GEORGIA-PACIFIC PERMANENT MARKERS GEORGIA-PACIFIC PARCEL 12.DWG -- RLS -- May, 25 2010

PARCEL SKETCH OF PARCEL 13
 LOCATED IN SECTION 24, T. 2 S., R. 11 W.
 KALAMAZOO TOWNSHIP, KALAMAZOO COUNTY, MICHIGAN
 BY

Prein & Newhof
 Engineers • Surveyors • Environmental & Soils Laboratory

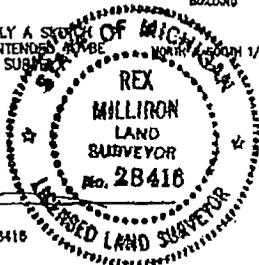
7123 STADIUM DRIVE
 KALAMAZOO, MICHIGAN 49009
 PHONE: (269) 372-1158

MAY 19, 2010



NOTE:
 THIS DRAWING REPRESENTS ONLY A SKETCH
 OF THE PARCEL AND IS NOT INTENDED TO BE
 INTERPRETED AS A BOUNDARY SURVEY.

PREIN&NEWHOF:
 BY: REX A. MILLIRON
 LICENSED LAND SURVEYOR #28416



T:\CIVIL\PROJECTS\2008\2008655 GEORGIA-PACIFIC\PERMANENT MARKERS GEORGIA-PACIFIC PARCEL 13.DWG - RLS - May 25 2010

Attachment 6

Restrictive Covenant for OU 4



LIBER 2662

PAGE 618



DECLARATION OF RESTRICTIVE COVENANT

Grantor: Plainwell Inc.

STATE OF MICHIGAN
ALLEGAN COUNTY
RECORDED
23 APR 2004 9:04:41 AM
JOYCE A. WATTS
REGISTER OF DEEDS

REC'D APR 22 2004

REC'D APR 19 2004

US EPA RECORDS CENTER REGION 5



421886



DECLARATION OF RESTRICTIVE COVENANT

MDEQ Reference No.: RC-RRD-03-052

U.S. EPA Site No.: 059B

This Declaration of Restrictive Covenant ("Restrictive Covenant") has been recorded with the Allegan County Register of Deeds for the purpose of protecting public health, safety, and welfare, and the environment by prohibiting or restricting activities that could result in unacceptable exposure to environmental contamination present at the 12th Street Landfill property, as legally described in Exhibit 1 attached hereto ("Property").

The Property is associated with the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site (the "Site"). The Site was placed on the National Priorities List on August 30, 1990, and is a facility, as that term is defined in Part 201, Environmental Remediation, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended, MCL 324.20101 et seq. ("NREPA"). The Property comprises a portion of the 12th Street Operable Unit #4 of the Site for which on-going remedial actions are being conducted in accordance with the Record of Decision ("ROD") issued by the Michigan Department of Environmental Quality ("MDEQ") and concurred with by the United States Environmental Protection Agency ("USEPA") on September 28, 2001 pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act, 42 USC 9601 et seq., ("CERCLA"). Information pertaining to the environmental conditions at the Property and the remedial actions to be undertaken at the Property is on file with the USEPA and the Michigan Department of Environmental Quality ("MDEQ"), Remediation and Redevelopment Division.

This Restrictive Covenant has been recorded to: 1) restrict unacceptable exposures to hazardous substances located on the Property; 2) assure that the use of Property is consistent with the exposure assumptions and control measures required pursuant to the ROD; and 3) to prevent damage or disturbance of any element of the remedial action constructed on the Property. The restrictions contained in this Restrictive Covenant are based upon information available to the USEPA and MDEQ at the time the ROD was issued. Failure of the response activities to achieve and maintain the criteria, exposure controls, and requirements specified in the ROD; future changes in the environmental condition of the Property or changes in the cleanup criteria developed under CERCLA and the NREPA; the discovery of environmental conditions at the Property that were not accounted for in the ROD; or use of the Property in a manner inconsistent with the restrictions described herein, may result in this Restrictive Covenant not being protective of public health, safety, and welfare, and the environment.

Property Identification Number: 0317-024-047-00

Exhibit 2 provides a survey of the Property that is subject to the land use or resource use restrictions specified herein.

Summary of Remedial Actions

The Property was historically used as a landfill for wastes and residuals associated with the manufacturing and recycling of paper. Response activities to be undertaken at the Property

REC'D APR 19 2004



as part of the remedial action required under the ROD to assure the protection of public health, safety and welfare, and the environment and ensure the integrity of the remedy include, but are not necessarily limited to: the construction of a landfill cap and containment systems to contain paper residuals and soils and sediments contaminated with polychlorinated biphenyls ("PCBs") and prevent the erosion of PCB contaminated materials into the Kalamazoo River; construction and maintenance of a fence; construction, operation and maintenance of groundwater monitoring system; and establishment of the land use and resource use restrictions contained herein.

Definitions

"MDEQ" means the Michigan Department of Environmental Quality, its successor entities, and those persons or entities acting on its behalf.

"Owner" means, at any given time, the then current title holder of the Property or any portion thereof.

"Owners Subsequent to Plainwell" means, at any given time, the then current title holder of the Property or any portion thereof, except for Plainwell Inc.

"Plainwell" shall mean Plainwell Inc., the owner of the Property as of the date of the execution of this Restrictive Covenant, and the Owner for as long as Plainwell Inc. is a current title holder of the Property or any portion thereof.

"USEPA" shall mean the United States Environmental Protection Agency, its successor entities and those persons or entities acting on its behalf.

All other terms used in this document which are defined in Part 3, Definitions, of the NREPA; Part 201 of the NREPA; or the Part 201 Administrative Rules ("Part 201 Rules"), 1990 AACRS R 299.5101 et seq., shall have the same meaning in this document as in Parts 3 and 201 of the NREPA and the Part 201 Rules, as of the date of filing of this Restrictive Covenant.

NOW THEREFORE,

Plainwell Inc., as Owner of the Property, hereby declares and covenants that the Property shall be subject to the following restrictions and conditions:

Declaration of Land Use or Resource Use Restrictions

1. The Owner shall prohibit all uses of the Property that are not compatible with the Property's zoned industrial land use designation, the limited industrial land use category under Section 20120a(1)(i) of the NREPA or other use that is consistent with the assumptions and basis for the cleanup criteria developed pursuant to Section 20120a(1)(i) of the NREPA. Cleanup criteria for land use-based response activities are located in the Government Documents Section of the State of Michigan Library.

2. The Owner shall prohibit use of the Property or portions thereof, for any of the following purposes:



(a) A residence, including any mobile home or factory built housing, constructed or installed for use as residential human habitation;

(b) A hospital for humans.

(c) A public or private school for persons under 21 years of age.

(d) A day care center for children.

(e) Any purpose involving residential occupancy on a 24-hour basis.

(f) Any other use that would disturb or penetrate the landfill cover or erosion control system as set forth in the ROD.

3. Owners Subsequent to Plainwell shall prohibit activities, and Plainwell shall not perform any activities, on the Property that may result in exposures above levels established in the ROD. These prohibited activities include:

(a) Any excavation, drilling, penetration or other disturbance of the surface or subsurface soils on the Property except as necessitated for compliance with the O&M plan or conducted in accordance with any work plan approved or modified by U.S. EPA with MDEQ concurrence. All excavation, drilling, penetration or other disturbance of the surface or subsurface soils on the Property must be conducted in accordance with a health and safety plan that complies with the Occupational Safety and Health Act of 1970, 20 CFR 1910.120 and the Michigan Occupational Safety and Health Act.

(b) Any construction of buildings on the Property unless plans are submitted to and approved by the MDEQ and U.S. EPA. Any new construction must satisfy the indoor air inhalation criteria of Part 201.

4. Owners Subsequent to Plainwell shall prohibit activities, and Plainwell shall not perform any activities, on the Property that may interfere with any element of the ROD, including the performance of operation and maintenance activities, monitoring, or other measures necessary to ensure the effectiveness and integrity of the remedy.

5. The MDEQ or USEPA may require modifications to the restrictions contained in this Restrictive Covenant as necessary to assure the integrity and effectiveness of the remedial action required under the ROD or assure the protection of the public health, safety, welfare and the environment.

6. Owners Subsequent to Plainwell shall comply with the applicable requirements of Section 20107a of the NREPA and Part 10 of the Part 201 Administrative Rules.

7. Permanent Markers. The Owner shall not remove, cover, obscure, or otherwise alter or interfere with the permanent markers placed on the Property pursuant to the ROD. Owners Subsequent to Plainwell shall keep vegetation and other materials clear of the permanent markers to assure that the markers are readily visible.



8. Contaminated Soil Management. Owners Subsequent to Plainwell shall manage all soils, media and/or debris located on the Property in accordance with, and Plainwell shall refrain from managing soils, media and/or debris located on the Property in contravention of, the applicable requirements of Section 20120c of the NREPA; Part 111, Hazardous Waste Management, of the NREPA; Subtitle C of the Resource Conservation and Recovery Act, 42 U.S.C. Section 6901 et seq.; the administrative rules promulgated thereunder; and all other relevant state and federal laws.

9. Access. The Owner shall grant to the MDEQ, USEPA, as a third-party beneficiary, and their designated representatives an irrevocable, permanent and continuing right of access to enter the Property at reasonable times for the purpose of:

(a) Overseeing and/or implementing the response actions required in the ROD, including but not limited to installation of a landfill cover system that complies with the relevant portions of Part 201 of the NREPA and conducting any necessary inspection and repair of the capped areas;

(b) Verifying any data or information submitted to USEPA and/or MDEQ and determining and monitoring compliance with the ROD and any implementing Statement of Work;

(c) Verifying that no action is being taken on the Property in violation of the terms of this instrument or of any federal or state environmental laws or regulations;

(d) Monitoring response actions at the 12th St. Operable Unit and at the Site and conducting investigations relating to contamination on or near the Site, including, without limitations, sampling of air, water, sediments, soils, and specifically, without limitation, obtaining split or duplicate samples;

(e) Conducting periodic reviews of the response action, including but not limited to, reviews required by applicable statutes and/or regulations; and

(f) Implementing additional or new response actions if USEPA and the MDEQ determine: i) that such actions are necessary to protect public health, safety, welfare, or the environment because either the response action has proven to be ineffective or because new technology has been developed which will accomplish the purposes of the response action in a significantly more efficient or cost effective manner; and, ii) that the additional or new response actions will not impose any significantly greater burden on the Property or unduly interfere with the then existing uses of the Property.

Nothing in this Restrictive Covenant shall limit or otherwise affect USEPA's or MDEQ's right of entry and access or authorities to take response activities pursuant to CERCLA, the National Contingency Plan, 40 C.F.R. Part 300, Part 201 of the NREPA and the successor statutory provisions, or state or federal law.

10. Transfer of Interest. The Owner shall provide notice to the USEPA and MDEQ of the Owner's intent to transfer any interest in the Property at least fourteen (14) business days prior to consummating the conveyance. A conveyance of title, easement, or other interest in the Property



shall not be consummated by the Owner unless the Owner complies with the applicable provisions of Section 20116 of the NREPA. A copy of this Restrictive Covenant shall be provided to all future owners, heirs, successors, lessees, easement holders, assigns, and transferees by the person transferring the interest. The Owner shall include in any instrument conveying any interest in the Property or portion thereof, including but, not limited to, deeds, leases, and mortgages a notice which is in substantially the following form:

NOTICE: THE INTEREST CONVEYED HEREBY IS SUBJECT TO A DECLARATION OF RESTRICTIVE COVENANT, DATED ____, 200__, AND RECORDED WITH THE ALLEGAN COUNTY REGISTER OF DEEDS, LIBER ____, PAGE__.

11. Notices. Any notice, demand, request, consent, approval, or communication that is required to be made or obtained under this Restrictive Covenant shall be made in writing and include a statement that the notice is being made pursuant to the requirements of this Restrictive Covenant, MDEQ Reference Number RC-RRD-03-052 and U.S. EPA Site No. 059B and shall be served either personally or sent via first class mail, postage prepaid, as follows:

For USEPA: Mr. Timothy Prendiville
Remedial Project Manager
U.S. EPA
77 West Jackson Blvd. SR-6J
Chicago, Illinois 60604

Eileen L. Furey
Associate Regional Counsel
U.S. EPA Region 5
77 West Jackson Blvd. C-14J
Chicago, IL 60604

For MDEQ: Director
Michigan Department of Environmental Quality
P.O. Box 30473
Lansing, Michigan 48909-7973

12. Term and Enforcement of Restrictive Covenant. This Restrictive Covenant shall run with the Property and shall be binding on the Owner; future owners; and all current and future successors, lessees, easement holders, their assigns, and their authorized agents, employees, or persons acting under their direction and control. This Restrictive Covenant may only be modified or rescinded with the written approval of the USEPA and MDEQ.

The State of Michigan, through the MDEQ, the Owner, and the United States on behalf of USEPA, as a third party beneficiary, may enforce the restrictions set forth in this Restrictive Covenant by legal action in a court of competent jurisdiction.

13. Severability. If any provision of this Restrictive Covenant is held to be invalid by any court of competent jurisdiction, the invalidity of such provision shall not affect the validity of



any other provisions hereof, and all such other provisions shall continue unimpaired and in full force and effect.

14. Authority to Execute Restrictive Covenant. The undersigned person executing this Restrictive Covenant is the Owner and represents and certifies that he or she is duly authorized and has been empowered to execute and deliver this Restrictive Covenant.

15. Nothing in this Restrictive Covenant affects Plainwell's obligations, if any, under Part 201 of the NREPA, CERCLA, or other State or federal laws, subject to the terms and limitations of the Environmental Settlement Agreement, dated as of October 29, 2003, as may be amended from time to time, among: (a) the United States of America, on behalf of the United States Environmental Protection Agency, the United States Department of the Interior, and the National Oceanic and Atmospheric Administration of the United States Department of Commerce, and including all departments, agencies and instrumentalities of the United States; (b) the State of Michigan, on behalf of Michael A. Cox, Attorney General for the State of Michigan, the Michigan Department of Environmental Quality, and all other departments, agencies and instrumentalities of the State of Michigan; (c) Colonial Heights Packaging, Inc.; (d) Philip Morris USA, Inc.; (e) Chesapeake Corporation; (f) Simpson Paper Company; (g) Plainwell Holding Company; and (h) Plainwell Inc., the final version of which, after publication in the Federal Register for the thirty-day public comment period specified by 42 U.S.C. § 9622(i), will be filed with the United States District Court for the District of Delaware.

IN WITNESS WHEREOF, Plainwell Inc. has caused this Restrictive Covenant to be executed on this 20th day of March, 2004.

Plainwell Inc.

By: 
Name: Jeff Arnesen
Its: SVP - Chief Financial Officer

STATE OF MICHIGAN



LIBER 2662 PAGE 625

COUNTY OF ALLEGAN

Personally came before me this 20 day of March, 2004, the above-named Jeff Arnesen as Chief Financial Officer of Plainwell, Inc. to me known to be the person who executed the foregoing instrument an acknowledge the same.



Renee Arleen Weiss
Notary Public

Renee A. Weiss

[Print or type name]

[Commissioned in] County, Hennepin

My Commission Expires: Jan 31, 2005

This instrument was prepared by
And after recording, should be returned to:

Pamela E. Barker
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, WI 53202



R2662 626 9

EXHIBIT 1

LEGAL DESCRIPTION OF PROPERTY

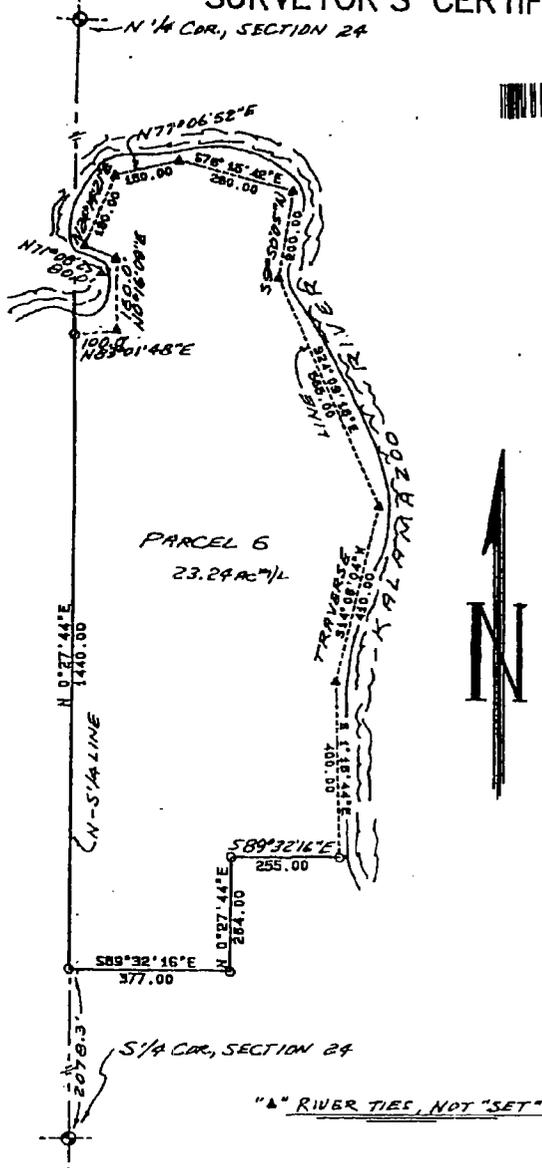
All that part of the east $\frac{1}{2}$, lying West and South of the Kalamazoo River and described as: Commencing at a point 2078.3 feet North of the South $\frac{1}{4}$ post of said Section, thence East 377 feet, thence North 264 feet, thence East 255 feet, to the low water mark of the Kalamazoo River, thence Northerly and Westerly along said low water mark of the Kalamazoo River to the North and South $\frac{1}{4}$ line of Section 24, thence South along said $\frac{1}{4}$ line to the point of beginning, Section 24, Town 1 North, Range 12 West. Together with an easement for ingress and egress running from subject property to Highway M-89 as set forth in deed recorded in Liber 487 on Page 112.

SURVEYOR'S CERTIFICATE



LIBER 2662

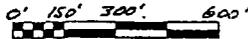
PAGE 627



PARCEL 6
 ALL THAT PART OF THE EAST 1/2, LYING WEST AND SOUTH OF THE KALAMAZOO RIVER AND WEST OF A LINE COMMENCING AT A POINT 2078.3 FEET NORTH OF THE SOUTH 1/4 POST OF SAID SECTION; THENCE EAST 377 FEET; THENCE NORTH 264 FEET; THENCE EAST 255 FEET; TO THE LOW WATER MARK OF THE KALAMAZOO RIVER; THENCE NORTHERLY AND WESTERLY ALONG SAID LOW WATER MARK OF THE KALAMAZOO RIVER TO THE NORTH AND SOUTH 1/4 LINE OF SECTION 24; THENCE SOUTH ALONG SAID 1/4 LINE TO THE POINT OF BEGINNING. SECTION 24, TOWN 1 NORTH, RANGE 12 WEST.

LEGEND:

- - 1/2" IRON SET
- - CORNER FOUND
- R - "RECORDED AS"



BEARING SOURCE: PRIOR SURVEY PLS #8781

LOCATION: E 1/2 SECTION 24, T. 1 N - R. 12 W,
OTSEGO TWP., ALLEGAN CO., MICHIGAN.
 CERTIFIED TO: SIMPSON PLAINWELL PAPER CO.



I HEREBY CERTIFY THAT I HAVE SURVEYED AND MAPPED THE LAND ABOVE PLATTED AND/OR DESCRIBED ON THIS DATE, AND THAT THE RATIO OF CLOSURE ON THE UNADJUSTED FIELD OBSERVATIONS WAS 10,000'+, AND THAT ALL OF THE REQUIREMENTS OF P.A. 132, 1970 HAVE BEEN COMPLIED WITH.

BY: Beryl M. Jones DATE: 10-18-96
 BERYL M. JONES, PLS MI# 23514 DISK# 50 9630646

WIGHTMAN MOORED, INC.

114 CHESTNUT ST. ALLEGAN, MI 49010
 (616) 873-8485 FAX 873-8484

JOYCE A. WATTS
ALLEGAN COUNTY
REGISTER OF DEEDS OFFICE
4/23/2004 9:04:41 AM

RECEIPT #50536, REGISTER 3
Cashier: LB

RESTRICTIONS		\$41.00

TOTAL \$		\$41.00
CHECK		\$41.00
CHANGE		00.00

37
4
10

STATE OF MICHIGAN
ALLEGAN COUNTY
RECORDED
25 MAR 2005 8:30:43 AM
JOYCE A. WATTS
REGISTER OF DEEDS

REC'D MAR 28 2005

DECLARATION OF RESTRICTIVE COVENANTS AND ENVIRONMENTAL PROTECTION EASEMENT

MDEQ Reference No.: RC-RRD-03-052

U.S. EPA Site No.: 059B

This Declaration of Restrictive Covenants and Environmental Protection Easement is made by and between **Plainwell Inc.**, a Delaware Corporation, Grantor; the **Michigan Department of Environmental Quality** ("MDEQ" or "Grantee"), having an address c/o Director, Michigan Department of Environmental Quality, P.O. Box 30473, Lansing, Michigan 48909-7973, Grantee, and the **United States of America** and its assigns ("Third Party Beneficiary"), having an address c/o the United States Environmental Protection Agency ("U.S. EPA"), Attn: Director, Superfund Division, Region 5, 77 W. Jackson Blvd. SR-6J, Chicago, Illinois 60604.

REC'D MAR 24 2005

This Declaration of Restrictive Covenants and Environmental Protection Easement has been recorded with the Allegan County Register of Deeds for the purpose of protecting public health, safety, and welfare, and the environment by: (1) granting a right of access to the U.S. EPA and MDEQ and their authorized representatives to monitor and conduct Response Activities, as that term is defined below; and (2) restricting unacceptable exposures to hazardous substances located on the 12th Street Landfill property, as legally described on Exhibit 1 hereto ("Property"); (3) assuring that the use of Property is consistent with the exposure assumptions and control measures required pursuant to the Record of Decision ("ROD") issued by MDEQ and concurred with by the U.S. EPA on September 28, 2001 pursuant to the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. § 9601 *et seq.* ("CERCLA"); and (4) preventing damage or disturbance of any element of the remedial action constructed on the Property.

The Property is part of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site (the "Site"). The Site was placed on the National Priorities List on August 30, 1990, and is a facility, as that term is defined in Section 101(9) of CERCLA and Section 20101(0) of Part 201, Environmental Remediation, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended, MCL 324.20101(0) *et seq.* ("NREPA"). The Property comprises a portion of the 12th Street Operable Unit #4 of the Site for which on-going remedial actions are being conducted in accordance with the ROD. Information pertaining to the environmental conditions at the Property and the remedial actions to be undertaken at the Property is on file with the U.S. EPA and the MDEQ,

John F. ... + ... (NO) ... Stucker

Remediation and Redevelopment Division.

The restrictions contained in this Declaration of Restrictive Covenants and Environmental Protection Easement are based upon information available to the U.S. EPA and MDEQ at the time the ROD was issued. Failure of the remedial action to achieve and maintain the criteria, exposure controls, and requirements specified in the ROD; future changes in the environmental condition of the Property or changes in the cleanup criteria developed under CERCLA and the NREPA; the discovery of environmental conditions at the Property that were not accounted for in the ROD; or use of the Property in a manner inconsistent with the restrictions described herein, may result in this Declaration of Restrictive Covenants and Environmental Protection Easement not being protective of public health, safety, and welfare, and the environment.

Property Identification Number: 0317-024-047-00

Exhibit 2 provides a survey of the Property that is subject to the land use or resource use restrictions specified herein.

Summary of Response Activities

The Property was historically used as a landfill for wastes and residuals associated with the manufacturing and recycling of paper. Between 1993 and 1997 Plainwell Inc. conducted a remedial investigation and feasibility study regarding the nature and extent of contamination at the Property. Remedial activities required by the ROD to assure the protection of public health, safety and welfare, and the environment and ensure the integrity of the remedy include, but are not necessarily limited to: the construction of a landfill cap and containment systems to contain paper residuals and soils and sediments contaminated with polychlorinated biphenyls ("PCBs) and prevent the erosion of PCB contaminated materials into the Kalamazoo River, construction and maintenance of a fence; construction, operation and maintenance of groundwater monitoring system; and establishment of the land use and resource use restrictions contained herein.

Definitions

"MDEQ" means the Michigan Department of Environmental Quality, its successor entities, and those persons or entities acting on its behalf.

"Owner" means, at any given time, the then current title holder of the Property or any portion thereof.

"Owners Subsequent to Plainwell" means, at any given time, the then current title holder of the Property or any portion thereof except for Plainwell Inc.

"Plainwell" shall mean Plainwell Inc., the owner of the Property as of the date of the execution of this Declaration of Restrictive Covenants and Environmental Protection Easement, and the Owner for as long as Plainwell Inc. is a current title holder of the Property or any portion thereof.

"Response Activities" shall mean, consistent with Section 101(25) of CERCLA, such actions

as have been or may be necessary to conduct any removal, remedy or remedial action, as those terms are defined in Sections 101(23) and 101(24) of CERCLA, at the Property and/or at the Site, including enforcement activities related thereto.

"U.S. EPA" shall mean the United States Environmental Protection Agency, its successor entities and those persons or entities acting on its behalf.

All other terms used in this document which are defined in Part 3, Definitions, of the NREPA; Part 201 of the NREPA; or the Part 201 Administrative Rules ("Part 201 Rules"), 1990 AACRS R 299.5101 et seq., shall have the same meaning in this document as in Parts 3 and 201 of the NREPA and the Part 201 Rules, as of the date of filing of this Declaration of Restrictive Covenants and Environmental Protection Easement.

NOW THEREFORE,

Grantor, on behalf of itself, its successors and assigns, in consideration of the terms of the Settlement Agreement in the jointly administered cases in the United States District Court for the District of Delaware: In re: Plainwell, Inc., et al., Case No. 00-4350 (JWV), and Weyerhaeuser v. Plainwell, Inc. and Plainwell Holding Company, Case No. 04-CV-16 (KAJ), covenants and declares that the Property shall be subject to the restrictions on use set forth below, and conveys and warrants to the Grantee, and its assigns and to the United States of America, and its assigns, as Third Party Beneficiary: 1) an environmental protection easement, the nature, character, and purposes for which are set forth herein; and 2) the right to enforce said use restrictions.

Declaration of Land Use or Resource Use Restrictions

1. The Owner shall prohibit all uses of the Property that are not compatible with the Property's zoned industrial land use designation, the limited industrial land use category under Section 20120a(1)(i) of the NREPA or other use that is consistent with the assumptions and basis for the cleanup criteria developed pursuant to Section 20120a(1)(i) of the NREPA. Cleanup criteria for land use-based Response Activities are located in the Government Documents Section of the State of Michigan Library.

2. The Owner shall prohibit use of the Property or portions thereof, for any of the following purposes:

- (a) A residence, including any mobile home or factory built housing, constructed or installed for use as residential human habitation;
- (b) A hospital for humans.
- (c) A public or private school for persons under 21 years of age.
- (d) A day care center for children,
- (e) Any purpose involving residential occupancy on a 24-hour basis.

(f) Any other use that would disturb or penetrate the landfill cover or erosion control system as set forth in the ROD.

3. Owners Subsequent to Plainwell shall prohibit activities, and Plainwell shall not perform any activities, on the Property that may result in exposures above levels established in the ROD. These prohibited activities include:

(a) Any excavation, drilling, penetration or other disturbance of the surface or subsurface soils on the Property except as necessitated for compliance with the O&M plan or conducted in accordance with any work plan approved or modified by U.S. EPA with MDEQ concurrence. All excavation, drilling, penetration or other disturbance of the surface or subsurface soils on the Property must be conducted in accordance with a health and safety plan that complies with the Occupational Safety and Health Act of 1970, 20 C.F.R. 1910.120 and the Michigan Occupational Safety and Health Act.

(b) Any construction of buildings on the Property unless plans are submitted to and approved by the MDEQ and U.S. EPA. Any new construction must satisfy the indoor air inhalation criteria of Part 201.

4. Owners Subsequent to Plainwell shall prohibit activities, and Plainwell shall not perform any activities, on the Property that may interfere with any element of the ROD, including the performance of operation and maintenance activities, monitoring, or other measures necessary to ensure the effectiveness and integrity of the remedy.

5. The MDEQ or U.S. EPA may require modifications to the restrictions contained in this Declaration of Restrictive Covenants and Environmental Protection Easement as necessary to assure the integrity and effectiveness of the remedial action required under the ROD or assure the protection of the public health, safety, welfare and the environment.

6. Owners Subsequent to Plainwell shall comply with the applicable requirements of Section 20107a of the NREPA and Part 10 of the Part 201 Administrative Rules.

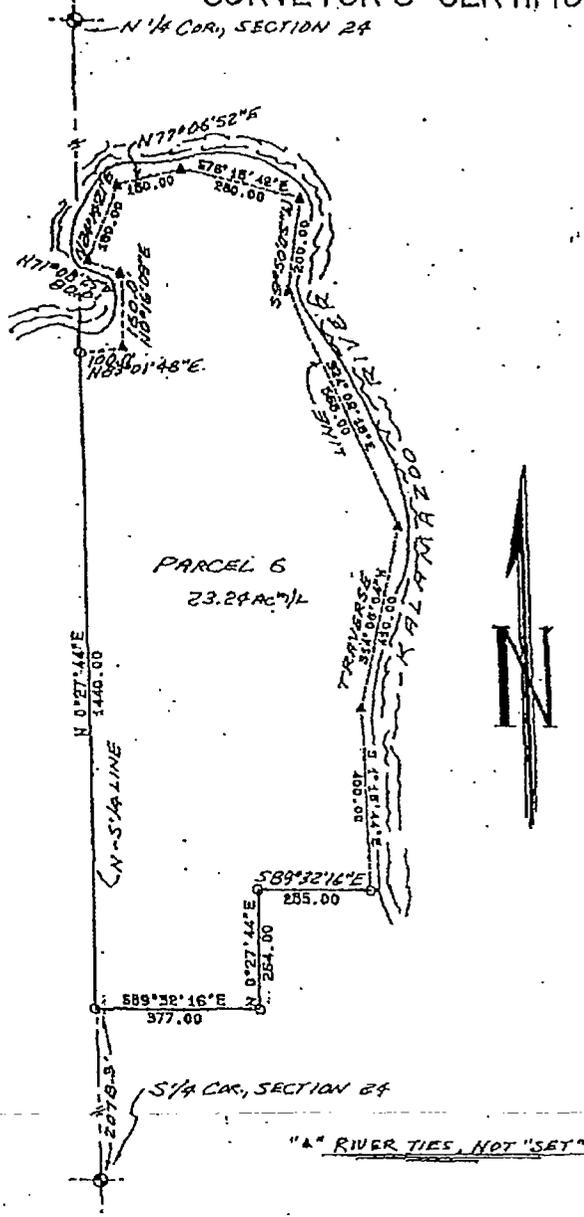
7. Permanent Markers. The Owner shall not remove, cover, obscure, or otherwise alter or interfere with the permanent markers placed on the Property pursuant to the ROD. Owners Subsequent to Plainwell shall keep vegetation and other materials clear of the permanent markers to assure that the markers are readily visible.

8. Contaminated Soil Management. Owners Subsequent to Plainwell shall manage all soils, media and/or debris located on the Property in accordance with, and Plainwell shall refrain from managing soils, media and/or debris located on the Property in contravention of the applicable requirements of Section 20120c of the NREPA; Part 111, Hazardous Waste Management, of the NREPA; Subtitle C of the Resource Conservation and Recovery Act, 42 U.S.C. Section 6901 *et seq.*; the administrative rules promulgated thereunder, and all other relevant state and federal laws.

Environmental Protection Easement

9. Access. Grantor grants to Grantee, and its assigns, and to the United States of America, and its

SURVEYOR'S CERTIFICATE

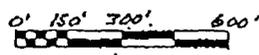


PARCEL 6
 ALL THAT PART OF THE EAST 1/2 LYING WEST AND SOUTH OF THE KALAMAZOO RIVER AND WEST OF A LINE COMMENCING AT A POINT 2073 FEET NORTH OF THE SOUTH 1/4 POST OF SAID SECTION; THENCE NORTH 264 FEET; THENCE EAST 255 FEET TO THE LOW WATER MARK OF THE KALAMAZOO RIVER; THENCE NORTHERLY AND WESTERLY ALONG SAID LOW WATER MARK OF THE KALAMAZOO RIVER TO THE NORTH AND SOUTH 1/4 LINE OF SECTION 24; THENCE SOUTH ALONG SAID 1/4 LINE TO THE POINT OF BEGINNING. SECTION 24, TOWN 1 NORTH, RANGE 12 WEST.



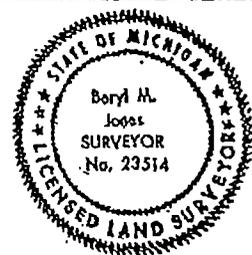
LEGEND:

- - 1/2" IRON SET
- - CORNER FOUND
- R - "RECORDED AS"



BEARING SOURCE: PRIOR SURVEY PLS # 8781

LOCATION: E 1/2 SECTION 24 T. 1N - R. 12W
OTSEGO TWP., ALLEGAN CO., MICHIGAN.
 CERTIFIED TO: SIMPSON PLANNWELL PAPER Co.



I HEREBY CERTIFY THAT I HAVE SURVEYED AND MAPPED THE LAND ABOVE PLATTED AND/OR DESCRIBED ON THIS DATE, AND THAT THE RATIO OF CLOSURE ON THE UNADJUSTED FIELD OBSERVATIONS WAS 10.000 ±, AND THAT ALL OF THE REQUIREMENTS OF P.A. 132, 1970 HAVE BEEN COMPLIED WITH.

WIGHTMAN MOORED, INC.

BY: Beryl M. Jones DATE: 10-18-96
 BERYL M. JONES, PLS MI# 23514 DISK#50 76306W6

114 CHESTNUT ST. ALLEGAN, MI 49010
 (810) 873-8465 FAX 873-8464

EXHIBIT 1**LEGAL DESCRIPTION OF PROPERTY**

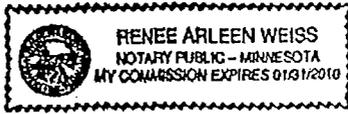
All that part of the east $\frac{1}{2}$, lying West and South of the Kalamazoo River and described as: Commencing at a point 2078.3 feet North of the South $\frac{1}{4}$ post of said Section, thence East 377 feet, thence North 264 feet, thence East 255 feet, to the low water mark of the Kalamazoo River, thence Northerly and Westerly along said low water mark of the Kalamazoo River to the North and South $\frac{1}{4}$ line of Section 24, thence South along said $\frac{1}{4}$ line to the point of beginning, Section 24, Town 1 North, Range 12 West. Together with an easement for ingress and egress running from subject property to Highway M-89 as set forth in deed recorded in Liber 487 on Page 112.

STATE OF MINNESOTA
COUNTY OF HENNEPIN

Personally came before me this 16 day of March, 2005, the above-named Jeff Arnesen as Chief Financial Officer of Plainwell, Inc., to me known to be the person who executed the foregoing instrument and acknowledged the same.

Renee Arleen Weiss

Notary Public



Renee Arleen Weiss

[Print or type name]

Commissioned in County Hennepin

My Commission Expires:

Jan 31, 2010

This instrument was prepared by
and after recording, should be returned to:

Pamela E. Barker
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, WI 53202

Grantor, its successors and assigns, including all lessees, easement holders, their assigns, and their authorized agents, employees, or persons acting under their direction and control. This Declaration of Declaration of Restrictive Covenants and Environmental Protection Easements and Environmental Protection Easement may only be modified or rescinded with the written approval of the U.S. EPA and MDEQ.

The State of Michigan, through the MDEQ, the Owner, and the United States on behalf of U.S. EPA, as a Third Party Beneficiary, may enforce the restrictions set forth in this Declaration of Declaration of Restrictive Covenants and Environmental Protection Easements and Environmental Protection Easement by legal action in a court of competent jurisdiction.

13. Severability. If any provision of this instrument is held to be invalid by any court of competent jurisdiction, the invalidity of such provision shall not affect the validity of any other provisions hereof and all sue. & other provisions shall continue unimpaired and in full force and effect.

14. Authority to Execute Declaration of Declaration of Restrictive Covenants and Environmental Protection Easements and Environmental Protection Easement. The undersigned person executing this instrument is the Owner and represents and certifies that he or she is duly authorized and has been empowered to execute and deliver this Declaration of Declaration of Restrictive Covenants and Environmental Protection Easements and Environmental Easement.

15. Nothing in this Declaration of Restrictive Covenants and Environmental Protection Easement affects Plainwell's obligations, if any, under Part 201 of the NREPA, CERCLA, or other State or federal laws, subject to the terms and limitations of the Environmental Settlement Agreement, dated as of October 29, 2003, as may be amended from time to time, among: (a) the United States of America, on behalf of the United States Environmental Protection Agency, the United States Department of the Interior, and the National Oceanic and Atmospheric Administration of the United States Department of Commerce, and including all departments, agencies and instrumentalities of the United States; (b) the State of Michigan, on behalf of Michael A. Cox, Attorney General for the State of Michigan, the Michigan Department of Environmental Quality, and all other departments, agencies and instrumentalities of the State of Michigan; (c) Colonial Heights Packaging, Inc.; (d) Philip Morris USA, Inc.; (e) Chesapeake Corporation; (f) Simpson Paper Company (g) Plainwell Holding Company; and (h) Plainwell Inc., the final version of which, after publication in the Federal Register for the thirty-day public comment period specified by 42 U.S.C. § 9622(i), will be filed with the United States District Court for the District of Delaware.

IN WITNESS WHEREOF, Plainwell Inc. has caused this Declaration of Restrictive Covenants and Environmental Protection Easement to be executed on this 16th day of MARCH, 2005.

Plainwell Inc.

By: 

Name: Jeff Arneson

Its: SVP - Chief Financial Officer

transferees by the person transferring the interest. The Owner shall include in any instrument conveying any interest in the Property or portion thereafter including but, not limited to, deeds, leases, and mortgages a notice which is in substantially the following form:

NOTICE: THE INTEREST CONVEYED HEREBY IS SUBJECT TO A DECLARATION OF RESTRICTIVE COVENANTS AND ENVIRONMENTAL PROTECTION EASEMENT, DATED _____, 200__, AND RECORDED WITH THE ALLEGAN COUNTY REGISTER OF DEEDS, LIBER _____, PAGE _____

11. Notices. Any notice, demand, request, consent, approval, or communication that is required to be made or obtained under this Declaration of Restrictive Covenants and Environmental Protection Easement shall be made in writing and include a statement that the notice is being made pursuant to the requirements of this Declaration of Restrictive Covenants and Environmental Protection Easement, MDEQ Reference Number RC-RRD-03-052 and U.S. EPA Site No. 059B, and shall be served either personally or sent via first class mail, postage prepaid, as follows:

For U.S. EPA:

Director
Superfund Division
U.S. EPA
77 West Jackson Blvd. SR-6J
Chicago, Illinois 60604

with a copy to:

Eileen L. Furey.
Associate Regional Counsel
U.S. EPA Region 5
77 West Jackson Blvd. C-14J
Chicago, IL 60604

For MDEQ:

Director
Michigan Department of Environmental Quality
P.O. Box 30473
Lansing, Michigan 48909-7973

with a copy to:

Suzanne D. Sonneborn
Assistant Attorney General
Environment, Natural Resources, and Agriculture Division
Michigan Department of Attorney General
525 W. Ottawa St.
Lansing, Michigan 48933

12. Term and Enforcement of Declaration of Restrictive Covenants and Environmental Protection Easement. This Declaration of Declaration of Restrictive Covenants and Environmental Protection Easements and Environmental Protection Easement shall run with the land and shall be binding on the

assigns, a Third Party Beneficiary, an irrevocable and continuing right of access at all reasonable times to the Mill Property for the purposes of:

- (a) Overseeing and/or implementing the remedial action required in the ROD, including but not limited to installation of a landfill cover system that complies with the relevant portions of Part 201 of the NREPA and conducting any necessary inspection and repair of the capped areas;
- (b) Verifying any data or information submitted to U.S. EPA and/or MDEQ and determining and monitoring compliance with the ROD and any implementing Statement of Work;
- (c) Verifying that no action is being taken on the Property in violation of the terms of this instrument or of any federal or state environmental laws or regulations;
- (d) Monitoring Response Activities at the 12th St. Operable Unit and at the Site and conducting investigations relating to contamination on or near the Site, including, without limitations, sampling of air, water, sediments, soils, and specifically, without limitation, obtaining split or duplicate samples;
- (e) Conducting periodic reviews of the Response Activities at the Property and at the Site, including but not limited to, reviews required by applicable statutes and/or regulations; and
- (f) Implementing additional or new Response Activities if U.S. EPA and the MDEQ determine:
 - i) that such activities are necessary to protect public health, safety, welfare, or the environment because either the remedial action has proven to be ineffective or because new technology has been developed which will accomplish the purposes of the remedial action in a significantly more efficient or cost effective manner; and
 - ii) that the additional or new Response Activities will not impose any significantly greater burden on the Property or unduly interfere with the then existing uses of the Property.

Nothing in this instrument shall limit or otherwise affect U.S. EPA's or MDEQ's right of entry and access or authorities to take Response Activities as defined in this instrument, as well as in Section 20101(1)(ee) of Part 201 of the NREPA, under CERCLA, the National Contingency Plan, **the National Contingency Plan, 40 C.F.R. Part 300**, the NREPA, and any successor statutory provisions, or other state or federal law.

10. Transfer of Interest. The Owner shall provide notice to the U.S. EPA and MDEQ of the Owner's intent to transfer any interest in the Property at least fourteen (14) business days prior to consummating the conveyance. A conveyance of title, easement, or other interest in the Property shall not be consummated by the Owner unless the Owner complies with the applicable provisions of Section 20116 of the NREPA. A copy of this Declaration of Restrictive Covenants and Environmental Protection Easement shall be provided to all future owners, heirs, successors, lessees, easement holders, assigns, and

Amendment to Declaration of Restrictive Covenants and Environmental Protection Easement

MDEQ Reference No.: RC-RRD-03-052

U.S. EPA Site No.: 059B

Pursuant to Paragraph 12 of the Declaration of Restrictive Covenants and Environmental Protection Easement executed on March 16, 2005 and recorded on March 25, 2005 in the Allegan County Register of Deeds at Liber 2811, pages 584-593 ("2005 Declaration of Restrictive Covenant," or "2005 DRC"), the undersigned Parties agree to modify the 2005 DRC as set forth in this document ("Amendment to Declaration of Restrictive Covenants and Environmental Protection Easement," or "Amendment").

Parties

Weyerhaeuser Company purchased the Property as defined in the 2005 DRC from Plainwell, Inc. by deed dated August 29, 2008. Weyerhaeuser Company subsequently conveyed the Property to its subsidiary, Weyerhaeuser NR Company (WNR) by deed dated January 1, 2009. WNR is both an Owner and an Owner Subsequent to Plainwell Inc. as defined in the 2005 DRC. In accordance with the terms of the 2005 DRC, the obligations and restrictions of the 2005 DRC are applicable to and binding on WNR at the time of the execution of this Amendment. WNR is authorized to execute this Amendment. The Michigan Department of Environmental Quality (MDEQ), as the Grantee of the 2005 DRC, and the United States of America, by and through the United States Environmental Protection Agency (U.S. EPA), as the Third Party Beneficiary of the 2005 DRC, are the other two Parties to this Amendment. (WNR, MDEQ and U.S.EPA are referred to collectively as the "Parties".)

On this ____ day of _____, 2012, before me, the undersigned, a Notary Public in and for the State of Washington, personally appeared _____, known to me to be the _____ of Weyerhaeuser NR Company, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument.

WITNESS MY HAND AND OFFICIAL SEAL hereto affixed the day and year first above written.

Name

NOTARY PUBLIC in and for the State of
Washington, residing at _____
My commission expires _____

Richard C. Karl

Richard C. Karl, Director
Superfund Division
U.S. EPA

STATE OF ILLINOIS)
)ss.
COUNTY OF COOK)

On this 12TH day of JUNE, 2012, before me, the undersigned, a Notary Public in and for the State of Illinois, personally appeared RICHARD C. KARL known to me and executed the foregoing instrument, Amendment to Declaration of Restrictive Covenants and Environmental Protection Easement, and acknowledged the said instrument to be the free and voluntary act, for the uses and purposes therein mentioned.

WITNESS MY HAND AND OFFICIAL SEAL hereto affixed the day and year first above written.

JOHN V. FAGIOLO
Name

John V Fagiolo
NOTARY PUBLIC in and for the State of
Illinois, residing at CHICAGO COOK COUNTY
My commission expires 3/13/14



Attachment 7

Restrictive Covenant for OU 7



358
4
117

STATE OF MICHIGAN
ALLEGAN COUNTY
RECORDED
25 MAR 2005 8:30:43 AM
JOYCE A. WATTS
REGISTER OF DEEDS

REC'D MAR 23 2005

**ENVIRONMENTAL PROTECTION EASEMENT AND
DECLARATION OF RESTRICTIVE COVENANT**

**MDEQ Reference No: RC-RRD-201-05-001
U.S. EPA Site No: 059B**

This Environmental Protection Easement and Declaration of Restrictive Covenant is made by and between **Plainwell Inc.**, a Delaware, Corporation, ("Grantor"); the **Michigan Department of Environmental Quality** ("MDEQ" or "Grantee"), having an address c/o Director, Michigan Department of Environmental Quality, P.O. Box 30473, Lansing, Michigan 48909-7973; and the **United States of America** and its assigns ("Third Party Beneficiary"), having an address c/o the United States Environmental Protection Agency ("U.S. EPA"), Attn: Director, Superfund Division, Region 5, 77 W. Jackson Blvd. SR-6J, Chicago, Illinois 60604.

REC'D MAR 24 2005

This Environmental Protection Easement and Declaration of Restrictive Covenant has been recorded with the Allegan County Register of Deeds for the purpose of protecting public health, safety and welfare, and the environment by: (1) granting a right of access to the U.S. EPA and the MDEQ and their authorized representatives to monitor and conduct Response Activities, as that term is defined below; and (2) prohibiting or restricting activities that could result in unacceptable exposure to environmental contamination present at the Plainwell mill property, as legally described in Exhibit 1 attached hereto ("Mill Property").

The Mill Property is part of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site (the "Site"). The Site was placed on the National Priorities List ("NPL") on August 30, 1990, and is a facility, as that term is defined in Section 101(9) of the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. § 9601 *et seq.* ("CERCLA") and Section 20101(0) of Part 201, Environmental Remediation, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended, MCL 324.20101(0) *et seq.* ("NREPA"). The Mill Property has been subject to Response Activities pursuant to the NREPA, in a manner consistent with CERCLA, for environmental contamination related to the Site. Response Activities at the Mill Property are the subject of a Consent Decree entered into by the United States and Weyerhaeuser Company, which was lodged with the District Court of Delaware on January 3, 2005, a copy of which is attached hereto as Exhibit 2 (the "Consent Decree"). Information pertaining to the environmental conditions at the Mill Property and Response Activities undertaken at the Site is on file with U.S. EPA and the MDEQ, Remediation and Redevelopment Division.

Andrew A. K...



The restrictions contained in this Restrictive Covenant are based upon information available to U.S. EPA and the MDEQ at the date this instrument is recorded. The discovery of environmental conditions at the Mill Property unknown as of the recording date of this instrument, or use of the Mill Property in a manner inconsistent with the restrictions described herein, may result in this Restrictive Covenant not being protective of public health, safety, and welfare, and the environment.

Property Identification Number: See Exhibit 3 attached

Exhibit 1 provides a legal description and survey of the Mill Property that is subject to the land use or resource use restrictions specified herein.

Summary of Response Activities

The Mill Property was historically used to manufacture and recycle paper. In 1997, Plainwell Inc. conducted a Phase I Environmental Assessment and Phase II Investigation for the Mill Property. Based on the results of the Phase I and Phase II investigations, as well as other information regarding the Mill Property, U.S. EPA and MDEQ concluded that Response Activities should be performed to ensure the protection of human health and the environment. Pursuant to the Consent Decree, Weyerhaeuser will perform a Remedial Investigation/Feasibility Study regarding the nature and extent of hazardous contamination at the Mill Property, and will perform the remedial action to be selected by U.S. EPA in a Record of Decision (“ROD”) for the Mill Property.

Definitions

“MDEQ” means the Michigan Department of Environmental Quality, its successor entities, if any, and those authorized persons or entities acting on its behalf.

“Owner” means, at any given time, the then current title holder of the Mill Property, or any portion thereof.

“Owners Subsequent to Plainwell” means, at any given time, the then current title holder of the Mill Property or any portion thereof, except for Plainwell Inc.

“Plainwell” shall mean Plainwell Inc., the owner of the Mill Property as of the date of the execution of this Environmental Protection Easement and Declaration of Restrictive Covenant, and the Owner for as long as Plainwell Inc. is a current title holder of the Mill Property or any portion thereof.

“Response Activities” shall mean, consistent with Section 101(25) of CERCLA, such actions as have been or may be necessary to conduct any removal, remedy or remedial action, as those terms are defined in Sections 101(23) and 101(24) of CERCLA, at the Mill Property and/or at the Site, including enforcement activities related thereto.

“U.S. EPA” shall mean the United States Environmental Protection Agency, its successor entities and those persons or entities acting on its behalf.



All other terms used in this document which are defined in Part 3, Definitions, of the NREPA; Part 201 of the NREPA; or the Part 201 Administrative Rules (“Part 201 Rules”), 1990 AACRS R 299.5101 *et seq.*, shall have the same meaning in this document as in Parts 3 and 201 of the NREPA and the Part 201 Rules, as of the recording date of this instrument.

NOW THEREFORE,

Grantor, on behalf of itself, its successors and assigns, in consideration of the terms of the Settlement Agreement in the jointly administered cases in the United States District Court for the District of Delaware: In Re: Plainwell, Inc., et al., Case No. 00-4350 (JWV), and Weyerhaeuser v. Plainwell, Inc. and Plainwell Holding Company, Case No. 04-CV-16 (KAJ), covenants and declares that the Mill Property shall be subject to the restrictions on use set forth below, and conveys and warrants to the Grantee, and its assigns and to the United States of America, and its assigns, as Third Party Beneficiary: 1) an environmental protection easement, the nature, character, and purposes for which are set forth herein; and 2) the right to enforce said use restrictions.

Environmental Protection Easement

1. **Access.** Grantor grants to Grantee, and its assigns, and to the United States of America, and its assigns, as Third Party Beneficiary, an irrevocable and continuing right of access at all reasonable times to the Mill Property for purposes of:

a) Conducting and/or monitoring investigations relating to the nature and extent of contamination on or near the Mill Property and/or the Kalamazoo River Operable Unit of the Site including, without limitation, sampling of air, water, sediments, soils, and specifically, without limitation, obtaining split or duplicate samples;

b) Monitoring and/or implementing the Response Activities to be selected in a ROD for the Mill Property and/or the Kalamazoo River Operable Unit of the Site;

c) Verifying any data or information submitted to U.S. EPA and/or the MDEQ and determining and monitoring compliance with the Consent Decree, any ROD relating to Mill Property and/or the Site and any implementing statement of work;

d) Verifying that no action is being taken on the Mill Property in violation of the terms of this instrument, or in violation of any federal or state environmental laws or regulations applicable to any Response Activities at the Mill Property or at the Site;

e) Conducting periodic reviews of Response Activities at the Mill Property and at the Site, including but not limited to, reviews required by applicable statutes and/or regulations;

f) implementing additional or new Response Activities, as that term is defined above, if the remedial action selected in the ROD for the Mill Property and/or the Kalamazoo River Operable Unit results in any hazardous substances, pollutants or contaminants remaining at the Site above levels that allow for unlimited use and unrestricted exposure, and U.S. EPA, in consultation with MDEQ and pursuant to Section 121(c) of CERCLA, determines that, upon its completion, the selected remedy for the Mill Property or the



Kalamazoo River OU will not be protective of public health, welfare or the environment;
or

g) implementing additional or new response activities, as that term is defined in Section 20101(1)(ee) of the NREPA, if the remedial action selected in the ROD for the Mill Property and/or the Kalamazoo River Operable Unit results in any hazardous substances, pollutants or contaminants remaining at the Site above the criteria developed pursuant to Section 20120a(1)(a) of the NREPA, and MDEQ, in consultation with U.S. EPA, determines that, upon its completion, the selected remedy will not be protective of the public health, safety, or welfare, or the environment.

Nothing in this instrument shall limit or otherwise affect U.S. EPA's or the MDEQ's right of entry and access, or authorities to take Response Activities as defined in this instrument, as well as in Section 20101(1)(ee) Part 201 of the NREPA, under CERCLA, the National Contingency Plan, 40 C.F.R. Part 300, the NREPA, and any successor statutory provisions, or other state or federal law.

Declaration of Land Use or Resource Use Restrictions

2. Owners Subsequent to Plainwell shall comply with the applicable due care requirements of Section 20107a of the NREPA and Part 10 of the Part 201 Administrative Rules. Owners Subsequent to Plainwell shall exercise due care with respect to any hazardous substance at the Mill Property and, pursuant to CERCLA, will take reasonable steps to stop any continuing release of a hazardous substance; prevent any threatened future release; and prevent or limit human, environmental or natural resource exposure to any previously released hazardous substance.

3. Owners Subsequent to Plainwell shall not use the Mill Property in a manner that causes existing contamination to migrate beyond the boundaries of the Mill Property, increases the cost of Response Activities, or otherwise exacerbates the existing contamination located on the Mill Property. The term exacerbation is more specifically defined in Section 20101(1)(n) of the NREPA.

4. As Response Activities are performed at the Mill Property and at the Site, the MDEQ and U.S. EPA may require modifications to the restrictions contained in this Environmental Protection Easement and Declaration of Restrictive Covenant to implement necessary Response Activities at the Mill Property or the Site, or to assure the integrity and effectiveness of the remedial action to be selected for the Mill Property and/or the Kalamazoo River Operable Unit of the Site.

5. The Owner shall restrict activities at the Mill Property that may interfere with Response Activities at the Mill Property or the Site, including interim response, remedial action, operation and maintenance, monitoring, or other measures necessary to assure the effectiveness and integrity of the remedial action.

Term, Modification and Enforcement of Environmental Protection Easement and Declaration of Restrictive Covenant



6. This Environmental Protection Easement and Declaration of Restrictive Covenant shall run with land and be binding on the Grantor, its successors and assigns, including all lessees, easement holders, their assigns, and their authorized agents, employees, or persons acting under their direction and control. This Environmental Protection Easement and Declaration of Restrictive Covenant will expire upon the earlier of: (1) notice in the Federal Register announcing deletion of the Site from the NPL because U.S. EPA and the State of Michigan have determined that the Site poses no threat to human health, welfare or the environment, and therefore no additional Response Activities, as that term is defined in this instrument or in Section 20101(1)(ee) of the NREPA, are necessary; or (2) rescision of the instrument upon written approval of U.S. EPA and MDEQ pursuant to Paragraph 7, below.

7. The Owner may request in writing to U.S. EPA and the MDEQ, at the address given below, modifications to or rescision of this instrument. This instrument may be modified or rescinded only with the written approval of U.S. EPA and the MDEQ. Any modification to or rescision of this Environmental Protection Easement and Declaration of Restrictive Covenant shall be filed with the appropriate Registrar of Deeds by the then Owner and a certified copy shall be returned to the MDEQ and U.S. EPA at the addresses listed above.

8. The State of Michigan, through the MDEQ, the Owner, and the United States on behalf of U.S. EPA, as a Third Party Beneficiary, may enforce the easement and restrictions set forth in this Environmental Protection Easement and Declaration of Restrictive Covenant by legal action in a court of competent jurisdiction.

9. **Severability.** If any provision of this Environmental Protection Easement and Declaration of Restrictive Covenant is held to be invalid by any court of competent jurisdiction, the invalidity of such provision shall not affect the validity of any other provision hereof, and all other such provisions shall continue unimpaired and in full force and effect.

10. **Transfer of Interest:** The Owner shall provide notice to the MDEQ and U.S. EPA of the Owner's intent to transfer any interest in the Mill Property, or any portion thereof, fourteen (14) days prior to consummating the conveyance. A conveyance of title, easement, or other interest in the Mill Property shall not be consummated by the Owner unless the Owner complies with the applicable provisions of Section 20116 of the NREPA. The Owner shall include in any instrument conveying any interest in any portion of the Mill Property, including but not limited to deeds, leases and mortgages, a notice which is in substantially the following form:

NOTICE: THE INTEREST CONVEYED HEREBY IS SUBJECT TO A DECLARATION OF ENVIRONMENTAL PROTECTION EASEMENT AND DECLARATION OF RESTRICTIVE COVENANT, DATED _____, 200_ RECORDED WITH THE ALLEGAN COUNTY REGISTER OF DEEDS, LIBER ____, PAGE __,

11. **Notices:** Any notice, demand, request, consent, approval, or communication that is required to be made or obtained under this instrument shall be made in writing and include a statement that the notice is being made pursuant to the requirements of this Environmental Protection Easement and Declaration of Restrictive Covenant, MDEQ Reference Number RC-RRD-201-05-001, and U.S. EPA Site No. 059B, and shall be served either personally or sent via first class mail, postage prepaid, as follows:

For U.S. EPA: Director



Superfund Division
U.S. EPA Region 5
77 W. Jackson Blvd. SR-6J
Chicago, Illinois 60604

With a copy to: Eileen L. Furey
Associate Regional Counsel
U.S. EPA Region 5
77 W. Jackson Blvd. C-14J
Chicago, Illinois 60604

For the MDEQ: Director
Michigan Department of Environmental Quality
P.O. Box 30473
Lansing, Michigan 48909-7973

With a copy to: Suzanne D. Sonneborn
Assistant Attorney General
Environment, Natural Resources, and Agriculture Division
Michigan Department of Attorney General
525 W. Ottawa St.
Lansing, Michigan 48933

12. Authority to Execute Environmental Protection Easement and Declaration of Restrictive Covenant. The undersigned person executing this Environmental Protection Easement and Declaration of Restrictive Covenant is the Owner and represents and certifies that he or she is duly authorized and has been empowered to execute and deliver this Instrument.

IN WITNESS WHEREOF, Plainwell Inc. has caused this Environmental Protection Easement and Declaration of Restrictive Covenant to be executed on this 14 day of March, 2005.

PLAINWELL INC.

By: 
Name: Jeff Arnesen
Its: SVP -Chief Financial Officer

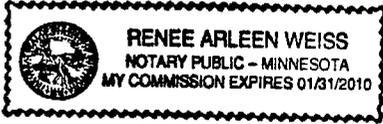
STATE OF MINNESOTA
COUNTY OF HENNEPIN



LIBER 2811

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Personally came before me this 16 day of March, 2005, the above-named Jeff Arnesen as Chief Financial Officer of Plainwell, Inc., to me known to be the person who executed the foregoing instrument and acknowledged the same.



Renee Arleen Weiss
Notary Public

Renee Arleen Weiss
[Print or type name]
Commissioned in County Hennepin
My Commission Expires: Jan 31, 2010

This instrument was prepared by
and after recording, should be returned to:

Pamela E. Barker
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, WI 53202



EXHIBIT 1
LEGAL DESCRIPTION OF THE PLAINWELL MILL PROPERTY

P.P. 0355-020-001-10

PARCEL B-1: COMMENCING NORTH 58 DEGREES 23' WEST 171.82 RODS FROM THE EAST QUARTER POST OF SECTION 30; THENCE NORTH 31 DEGREES 37' EAST 640 FEET; THENCE NORTH 58 DEGREES 23' WEST 150 FEET; THENCE SOUTH 31 DEGREES 37' WEST 475 FEET; THENCE SOUTH 58 DEGREES 23' EAST 66 FEET; THENCE SOUTH 31 DEGREES 37' WEST 165 FEET TO CENTER OF HIGHWAY; THENCE SOUTH 58 DEGREES 23' EAST 84 FEET TO THE PLACE OF BEGINNING.

P.P. 0355-030-077-00

PARCEL B-2: COMMENCING AT A POINT NORTH 58 DEGREES 23' WEST 176.91 RODS FROM THE EAST 1/4 POST OF SECTION 30, TOWN 1 NORTH, RANGE 11 WEST; THENCE NORTH 31 DEGREES 37' EAST 165 FEET; THENCE NORTH 58 DEGREES 23' WEST 66 FEET; THENCE SOUTH 31 DEGREES 37' WEST 165 FEET; THENCE SOUTH 58 DEGREES 23' EAST 66 FEET TO THE PLACE OF BEGINNING.

P.P. 0355-030-077-10

PARCEL C-1: COMMENCING AT A POINT NORTH 58 DEGREES 23' WEST, 180.91 RODS FROM T-LE EAST 1/4 POST OF SECTION 30, TOWN 1 NORTH, RANGE 11 WEST THENCE NORTH 31 DEGREES 37' EAST 640 FEET; THENCE NORTH 58 DEGREES 23' WEST 312.4 FEET; THENCE SOUTH 28 DEGREES 17' WEST 641.3 FEET TO CENTER OF HIGHWAY; THENCE SOUTH 58 DEGREES 23' EAST 275 FEET TO SAID POINT OF BEGINNING, EXCEPTING AND RESERVING A STRIP OF LAND 183.3 FEET WIDE OFF THE WESTERLY SIDE THEREOF.

P.P. 0355-030-077-20

PARCEL C-2: PART OF THE NORTH 1/2 OF SECTION 30, TOWN 1 NORTH, RANGE 11 WEST, DESCRIBED AS FOLLOWS: THE EAST 91 2/3 FEET OF THE WEST 183 1/3 FEET OF THE FOLLOWING DESCRIBED PREMISES; COMMENCING AT A POINT NORTH 58 DEGREES 23' WEST 180.91 RODS FROM THE EAST 1/4 POST OF SECTION 30, TOWN 1 NORTH, RANGE 11 WEST; THENCE NORTH 31 DEGREES 37' EAST 640.0 FEET; THENCE NORTH 58 DEGREES 23' WEST 312.4 FEET; THENCE SOUTH 28 DEGREES 17' WEST 641.3 FEET TO CENTER OF HIGHWAY; THENCE SOUTH 58 DEGREES 23' EAST 275 FEET TO SAID POINT OF BEGINNING.



P.P. 0355-030-077-30

PARCEL D: COMMENCING AT THE SOUTHWEST CORNER OF LOT 4, LASHER'S ADDITION TO THE VILLAGE (NOW CITY) OF PLAINWELL; THENCE WESTERLY ALONG THE NORTH LINE OF WEST ALLEGAN STREET 165 FEET; THENCE NORTHERLY 462 FEET; THENCE EASTERLY 165 FEET TO THE WEST LINE OF LASHER'S ADDITION; THENCE SOUTHERLY TO THE PLACE OF BEGINNING, BEING IN THE NORTHEAST 1/4 OF SECTION 30, TOWN 1 NORTH RANGE 11 WEST.

P.P. 0355-030-080-00

PARCELS 1, 2 AND 3: LOT 43 TO 48, INCLUSIVE, CORPORATION PLAT AND LOT 75, CORPORATION PLAT, EXCEPT THAT PART LYING WEST OF LOT 27 NORTHEASTERLY OF THE MILL RACE AND LOT 120, CORPORATION PLAT, ALSO LOTS 1-12 AND LOTS 49-59, WHITNEY ADDITION. ALSO LOTS 1-16 LASHERS ADDITION.

P.P. 0355-160-043-00

PARCEL 4: VACATED RIVER STREET LOCATED IN RIVERVIEW ADDITION, ALSO THAT PART OF MICHIGAN AVENUE, VACATED, LYING BETWEEN THE SOUTHERLY SIDE OF RIVER STREET AND NORTHERLY OF A LINE CONNECTING THE SOUTHERLY SIDE OF LOT 25, BLOCK 1, AND SOUTHERLY SIDE OF LOT 21, BLOCK 2, RIVERVIEW ADDITION, ALSO THAT PART OF PROSPECT AVENUE, VACATED, LYING BETWEEN THE SOUTHERLY SIDE OF RIVER STREET AND NORTHERLY OF SOUTHERLY EXTENSION OF SOUTHERLY LINE OF LOT 40, BLOCK 1, RIVERVIEW ADDITION, ALSO LOTS 25 THRU 40, BLOCK 1, ALSO LOTS 16 THRU 30, BLOCK 2, RIVERVIEW ADDITION.

P.P. 0355-280-013-00

PARCEL 5: COMMENCING AT THE SOUTHWEST CORNER OF LOT 25, BLOCK 2, RIVERVIEW ADDITION; THENCE NORTHWESTERLY PARALLEL WITH ALLEGAN STREET 463 FEET; THENCE NORTH 31 DEGREES 32' EAST TO THE LEFT BANK OF KALAMAZOO RIVER; THENCE SOUTHERLY ON SAID RIVER BANK TO THE NORTHWEST CORNER OF RIVERVIEW ADDITION; THENCE SOUTH 31 DEGREES 37' WEST ALONG THE WEST LINE OF SAID ADDITION, 189 FEET TO POINT OF BEGINNING, SECTION 30, TOWN 1 NORTH, RANGE 11 WEST.

P.P. 0355-030-076-00

PARCEL 7: COMMENCING ON THE WEST LINE OF LASHER'S ADDITION 495 FEET ON SAID ADDITION LINE FROM THE CENTER LINE OF ALLEGAN STREET; THENCE NORTH 58 DEGREES 23' WEST 231 FEET; THENCE SOUTH 31 DEGREES 37' WEST 57.25 FEET; THENCE NORTH 58 DEGREES 23' WEST 99 FEET TO THE EAST LINE OF RIVERVIEW ADDITION; THENCE NORTH 31 DEGREES 37' EAST TO LEFT BANK OF THE KALAMAZOO RIVER; THENCE SOUTHEASTERLY ON SAID RIVER BANK TO THE NORTHWEST CORNER OF LOT 16, LASHER'S ADDITION; THENCE SOUTHWESTERLY TO BEGINNING. SECTION 30, TOWN 1 NORTH, RANGE 11 WEST.

PARCEL 7 WAS FORMERLY DESCRIBED AS COMMENCING AT THE SOUTHWEST CORNER OF LOT 16 OF LASHER'S ADDITION TO THE VILLAGE (NOW CITY) OF PLAINWELL, MICHIGAN, ACCORDING TO THE PLAT THEREOF OF RECORD AND ON



FILE IN THE OFFICE OF THE REGISTER OF DEEDS FOR SAID COUNTY, SAID POINT BEING 462 FEET NORTHERLY OF THE NORTH LINE OF ALLEGAN STREET;

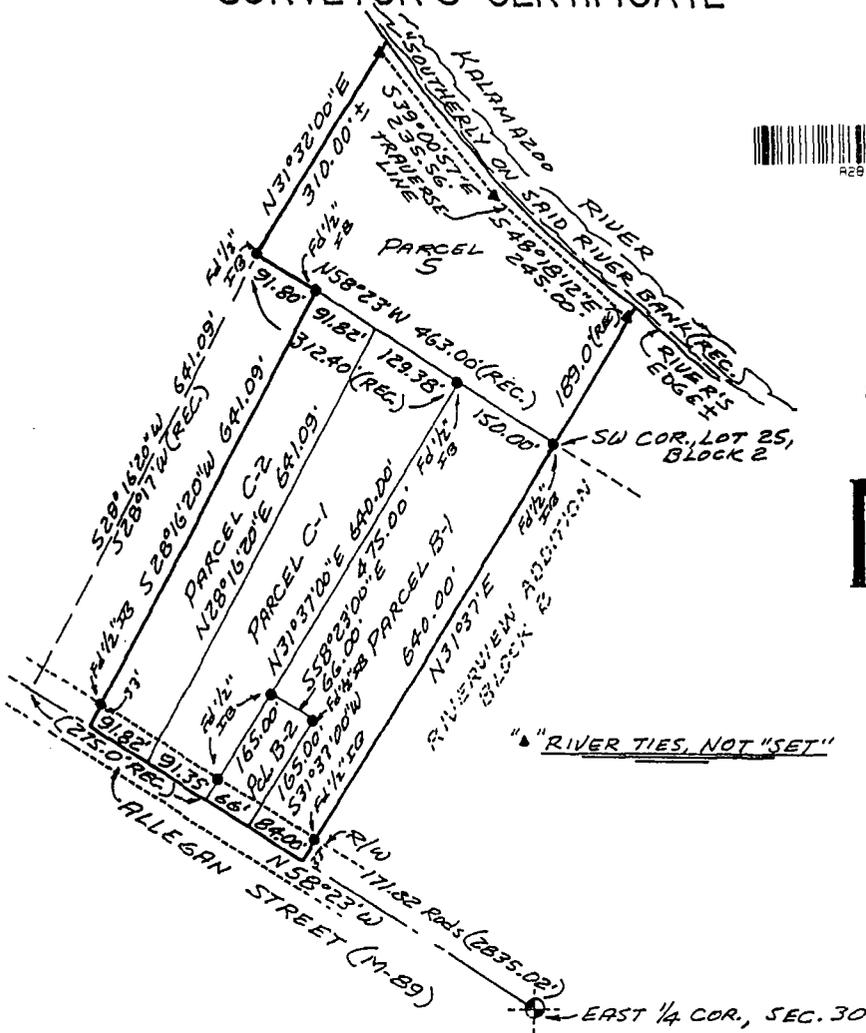
THENCE WESTERLY 226.4 FEET TO A POINT 498 FEET NORTHERLY OF THE NORTH LINE OF ALLEGAN STREET, MEASURED ALONG A LINE PARALLEL WITH THE EAST LINE OF PROSPECT AVENUE, AS SHOWN ON THE PLAT OF RIVERVIEW ADDITION, ACCORDING TO THE PLAT THEREOF OF RECORD AND ON FILE IN THE OFFICE OF THE REGISTER OF DEEDS FOR SAID COUNTY; THENCE SOUTHERLY PARALLEL WITH THE EAST LINE OF PROSPECT AVENUE AS SHOWN ON THE PLAT OF SAID RIVERVIEW ADDITION, TO A POINT 437.25 FEET NORTHERLY OF THE NORTH LINE OF SAID ALLEGAN STREET, MEASURED ALONG A LINE PARALLEL WITH THE EAST LINE OF SAID PROSPECT AVENUE; THENCE WESTERLY 99 FEET TO A POINT 437.25 FEET NORTHERLY, AS MEASURED ALONG THE EASTERLY LINE OF SAID PROSPECT AVENUE, OF THE NORTH LINE OF ALLEGAN STREET AND ON THE EAST LINE OF SAID PROSPECT AVENUE; THENCE NORTHERLY ON THE EASTERLY LINE OF SAID PROSPECT AVENUE AND THE NORTHERLY EXTENSION THEREOF TO THE KALAMAZOO RIVER; THENCE SOUTHEASTERLY ALONG SAID RIVER TO THE NORTHWEST CORNER OF LOT 16 OF SAID LASHER'S ADDITION; THENCE ALONG THE WEST LINE OF SAID LOT 16 TO THE PLACE OF BEGINNING.

SURVEYOR'S CERTIFICATE



LIBER 2811

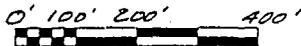
PAGE 604



PARCEL B-1
 COMMENCING NORTH 58°-23' WEST 171.82 RODS (2835.03 FEET) FROM THE EAST QUARTER POST OF SECTION 30; THENCE NORTH 31°-37' EAST 640 FEET; THENCE NORTH 58°-23' WEST 150 FEET; THENCE SOUTH 31°-37' WEST 475 FEET; THENCE SOUTH 58°-23' EAST 66 FEET; THENCE SOUTH 31°-37' WEST 165 FEET TO CENTER OF HIGHWAY; THENCE SOUTH 58°-23' EAST 84 FEET TO THE PLACE OF BEGINNING, CITY OF PLAINWELL.

PARCEL B-2
 COMMENCING AT A POINT NORTH 58°-23' WEST 176.91 (2919.02 FEET) RODS FROM THE EAST 1/4 POST OF SECTION 30, TOWN 1 NORTH, RANGE 11 WEST; THENCE NORTH 31°-37' EAST 165 FEET; THENCE NORTH 58°-23' WEST 66 FEET; THENCE SOUTH 31°-37' WEST 165 FEET; THENCE SOUTH 58°-23' EAST 66 FEET TO THE PLACE OF BEGINNING.

- LEGEND:**
- - 1/2" IRON SET
 - - CORNER FOUND
 - R - "RECORDED AS"

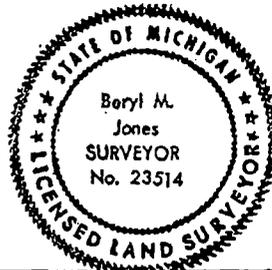


BEARING SOURCE: PRIOR CONVEYANCES

LOCATION: NORTH 1/2 SECTION 30, T. 11N - R. 11W,
 CITY OF PLAINWELL TWP., ALLEGAN CO., MICHIGAN.

CERTIFIED TO: SIMPSON PLAINWELL PAPER CO.

I HEREBY CERTIFY THAT I HAVE SURVEYED AND MAPPED THE LAND ABOVE PLATTED AND/OR DESCRIBED ON THIS DATE, AND THAT THE RATIO OF CLOSURE ON THE UNADJUSTED FIELD OBSERVATIONS WAS 10,000+, AND THAT ALL OF THE REQUIREMENTS OF P.A. 132, 1970 HAVE BEEN COMPLIED WITH.



WIGHTMAN MOORED, INC.

Land Surveying and Consulting Engineering
 114 CHESTNUT ST. ALLEGAN, MI 49010
 (616) 673-6465 FAX 673-6484

BY: Beryl M. Jones DATE: 10-18-96
 BERYL M. JONES, PLS MI# 23514 DISK#50"963064"



LIBER 2811

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PARCEL C-1

COMMENCING AT A POINT NORTH 58°-23' WEST, 180.91 RODS (2985.02 FEET) FROM THE EAST 1/4 POST OF SECTION 30, TOWN 1 NORTH, RANGE 11 WEST; THENCE NORTH 31°-37' EAST 640 FEET; THENCE NORTH 58°-23' WEST 312.4 FEET; THENCE SOUTH 28°-17' WEST 641.3 FEET TO CENTER OF HIGHWAY; THENCE SOUTH 58°-23' EAST 275 FEET TO SAID POINT OF BEGINNING. EXCEPTING AND RESERVING A STRIP OF LAND 183.3 FEET WIDE OFF THE WESTERLY SIDE THEREOF.

PARCEL C-2

PART OF THE NORTH 1/2 OF SECTION 30, TOWN 1 NORTH, RANGE 11 WEST, DESCRIBED AS FOLLOWS: THE EAST 91 2/3 FEET (91.66 FEET) OF THE WEST 183 1/3 FEET (183.33 FEET) OF THE FOLLOWING DESCRIBED PREMISES; COMMENCING AT A POINT NORTH 58°-23' WEST 180.91 RODS FROM THE EAST 1/4 POST OF SECTION 10, TOWN 1 NORTH, RANGE 11 WEST; THENCE NORTH 31°-37' EAST 640.0 FEET; THENCE NORTH 58°-23' WEST 312.4 FEET; THENCE SOUTH 28°-17' WEST 641.3 FEET TO CENTER OF HIGHWAY; THENCE SOUTH 58°-23' EAST 275 FEET TO SAID POINT OF BEGINNING.

PARCEL 5

COMMENCING AT THE SOUTHWEST CORNER OF LOT 25, BLOCK 2, RIVERVIEW ADDITION; THENCE NORTHWESTERLY PARALLEL WITH ALLEGAN STREET 463 FEET; THENCE NORTH 31°-32' EAST TO THE LEFT BANK OF KALAMAZOO RIVER; THENCE SOUTHERLY ON SAID RIVER BANK TO THE NORTHWEST CORNER OF RIVERVIEW ADDITION; THENCE SOUTH 31°-37' WEST ALONG THE WEST LINE OF SAID ADDITION, 189 FEET TO POINT OF BEGINNING. SECTION 30, TOWN 1 NORTH, RANGE 11 WEST.

WIGHTMAN MOORED, INC.



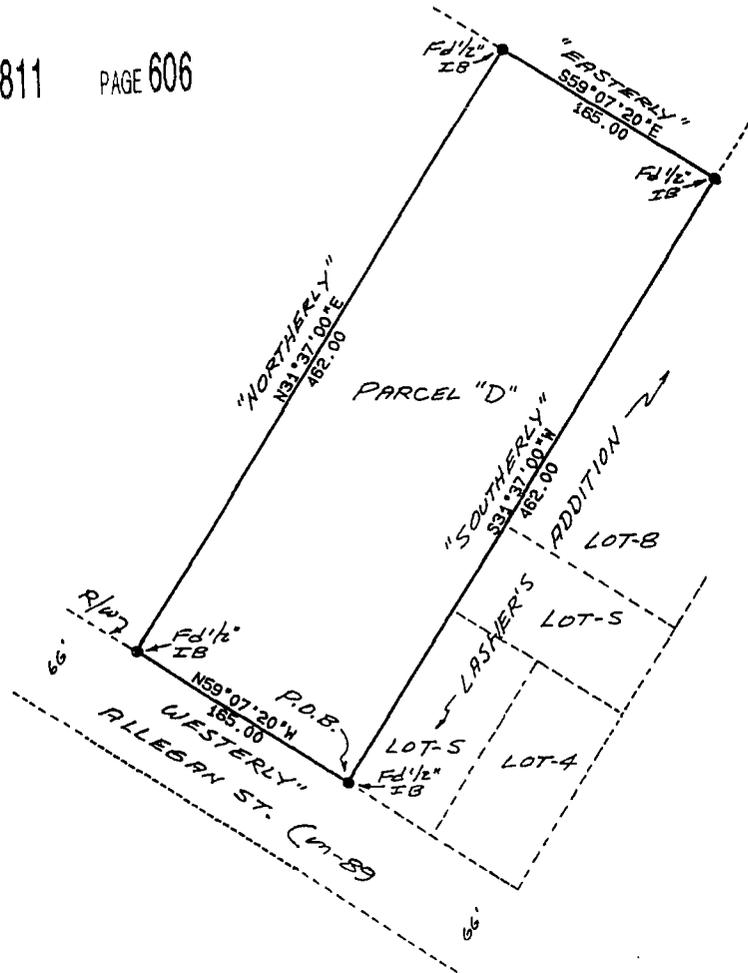
Land Surveying and Consulting Engineers

 114 CHESTNUT ST. ALLEGAN, MI 49010
 (616) 873-8485 FAX 873-8484

DISK#50 "96306W"

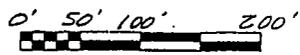
SURVEYOR'S CERTIFICATE

LIBER 2811 PAGE 606



PARCEL D
 COMMENCING AT THE SOUTHWEST CORNER OF LOT 4, LASHER'S ADDITION TO THE VILLAGE (NOW CITY) OF PLAINWELL; THENCE WESTERLY ALONG THE NORTH LINE OF WEST ALLEGAN STREET 165 FEET; THENCE NORTHERLY 462 FEET; THENCE EASTERLY 165 FEET TO THE WEST LINE OF LASHER'S ADDITION; THENCE SOUTHERLY TO THE PLACE OF BEGINNING, BEING IN THE NORTHWEST 1/4 OF SECTION 30, TOWN 1 NORTH, RANGE 11 WEST.

- LEGEND:**
- - 1/2" IRON SET
 - - CORNER FOUND
 - R - "RECORDED AS"



BEARING SOURCE: LASHER'S ADDITION

LOCATION: NORTH 1/2 SECTION 30 T. 1N-R. 11W
CITY OF PLAINWELL TWP., ALLEGAN CO., MICHIGAN.
 CERTIFIED TO: SIMPSON PLAINWELL PAPER CO.



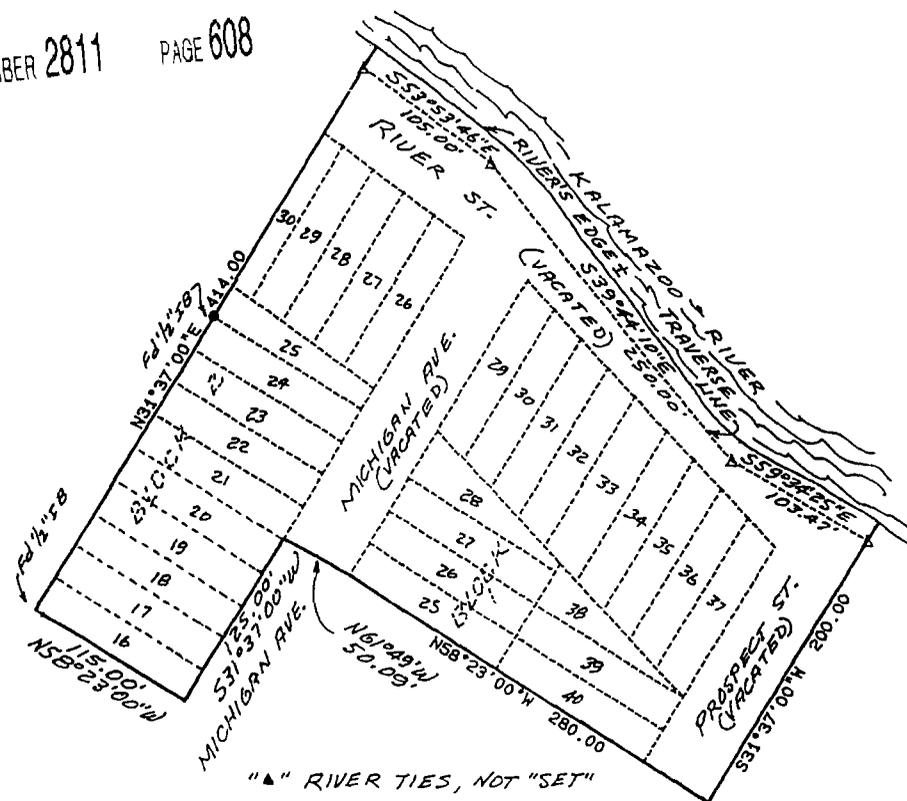
I HEREBY CERTIFY THAT I HAVE SURVEYED AND MAPPED THE LAND ABOVE PLATTED AND/OR DESCRIBED ON THIS DATE, AND THAT THE RATIO OF CLOSURE ON THE UNADJUSTED FIELD OBSERVATIONS WAS 10.000% AND THAT ALL OF THE REQUIREMENTS OF P.A. 132, 1970 HAVE BEEN COMPLIED WITH.

BY: Beryl M. Jones DATE: 10/18/96
 BERYL M. JONES, PLS MI# 23514 DISK# 50 196306400

WIGHTMAN MOORED, INC.
 Land Surveying and Consulting Engineering
 114 CHESTNUT ST. ALLEGAN, MI 49010
 (616) 673-8465 FAX 673-5484

SURVEYOR'S CERTIFICATE

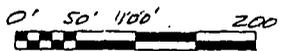
LIBER 2811 PAGE 608



PARCEL 4
 VACATED RIVER STREET LOCATED IN RIVERVIEW ADDITION, ALSO THAT PART OF MICHIGAN AVENUE, VACATED, LYING BETWEEN THE SOUTHERLY SIDE OF RIVER STREET AND NORTHERLY OF A LINE CONNECTING THE SOUTHERLY SIDE OF LOTS 25, BLOCK 1, AND SOUTHERLY SIDE OF LOT 21, BLOCK 2, RIVERVIEW ADDITION, ALSO THAT PART OF PROSPECT AVENUE, VACATED, LYING BETWEEN THE SOUTHERLY SIDE OF RIVER STREET AND NORTHERLY OF SOUTHERLY EXTENSION OF SOUTHERLY LINE OF LOT 40, BLOCK 1, RIVERVIEW ADDITION, ALSO LOTS 25 THRU 40, BLOCK 1, ALSO LOTS 16 THRU 30, BLOCK 2, RIVERVIEW ADDITION.

LEGEND:

- - 1/2" IRON SET
- - CORNER FOUND
- R - "RECORDED AS"



BEARING SOURCE: RIVERVIEW ADDITION

LOCATION: NORTH 1/2 SECTION 30 T. 11 N - R. 11 W
 CITY OF PLAINWELL TWP., ALLEGAN CO., MICHIGAN.
 CERTIFIED TO: SIMPSON PLAINWELL PAPER CO.



I HEREBY CERTIFY THAT I HAVE SURVEYED AND MAPPED THE LAND ABOVE PLATTED AND/OR DESCRIBED ON THIS DATE, AND THAT THE RATIO OF CLOSURE ON THE UNADJUSTED FIELD OBSERVATIONS WAS 10.000't AND THAT ALL OF THE REQUIREMENTS OF P.A. 132, 1970 HAVE BEEN COMPLIED WITH.

BY: Beryl M. Jones DATE: 10/18/96
 BERYL M. JONES, PLS MI# 23514 DISK#50196306W

WIGHTMAN MOORED, INC.

Land Surveying and Consulting Engineering
 114 CHESTNUT ST. ALLEGAN, MI 49010
 (818) 873-8485 FAX 873-8484



2811 610 17

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EXHIBIT 2

[NOT INCLUDED HERE
IN FIVE-YEAR REVIEW
DUE TO SIZE.]

APPENDICES

Appendix A
Newspaper Public Notices

Obama leads slightly in Michigan

BY DAVID EGGERT
DEGGERT@MLIVE.COM

LANSING — President Barack Obama is slightly leading challenger Mitt Romney in the latest poll of likely Michigan voters.

The Marketing Resource Group poll of 600 likely voters, conducted Sept. 10 through Friday, showed the Democratic incumbent and Vice President Joe Biden with 47.5 percent and his Republican rival and running mate Paul Ryan with 42.3 percent. The margin of sampling error was plus or minus 4 percentage points, meaning Obama had a slight edge.

Eight percent were undecided.

Obama was up about 6 percentage points the last time the Lansing-based firm polled, in March.

Paul King, MRG's director of survey research, said a big concern for Romney is the suburban-Detroit swing county of Oakland, where Obama was leading 54 percent to 38 percent.

"They seem to be falling in the president's direction, which is not good news for the Romney campaign," he said. "If Oakland County goes big for one candidate or another, typically the state of Michigan does the same."

The last time a GOP presidential candidate won the vote-rich county was 1992, when President George H.W. Bush narrowly held it but lost the statewide election to Bill Clinton.

Romney grew up in the county, and it is a place where Republicans want to do well.

Among self-described independents, Obama was leading 45 percent to 38 percent, with 16 percent undecided.



Michigan Gov. Rick Snyder, left, endorses Mitt Romney in February in Farmington Hills.

King said more independents are undecided than in the spring poll, meaning Obama has yet to close the deal with that all-important group, leaving the door open for Romney.

"That is a group that has been shifting back and forth throughout this campaign. The issue of unemployment and the economy is overshadowing everything," he said, saying some independents are not sold that Obama can turn around the economy.

Other highlights from the poll:

- **Better off?** Respondents were split on whether they are better or worse off than four years ago — a question Romney has been pushing on the campaign trail. Thirty-seven percent said they were better off, and 40 percent, worse off. Twenty percent volunteered they were doing the same.

- **Economy is king:** Asked to name the issue they were most concerned about, 76 percent said unemployment/layoffs/jobs security and the

- **Auto bailout:** The federal government's rescue of the auto industry continued to enjoy significant support in this auto-heavy state. Sixty-one percent said they supported it, and 32 percent opposed it.

- **Obamacare:** The federal health care law evenly split the potential electorate, with 45 percent in favor and 47 percent against. Romney has said he would repeal most of the Affordable Care Act and replace it with something else while keeping some popular provisions.

- **Gender:** Though Obama and Romney were about even among male voters (Obama had a 3-percentage-point edge), the president enjoyed a seven-point lead with female voters. Romney needs to win over more men to offset women favoring Obama.

- **Women 55 and older** have helped Romney narrow the gender gap a bit, even though younger women — particularly age 18-34 — are backing



Obama in droves, King said.

- **Likeability:** Fifty-two percent of respondents had a favorable impression of Obama, and 44 percent had an unfavorable impression. That is about the same as in March, when he had a 53 percent favorability rating and 44 percent unfavorability rating. A question on Romney's likeability was not asked.

- **Job approval:** Fifty percent approved of the job Obama is doing, while 46 percent disapproved. Those numbers are similar to six months ago, when he had a 50 percent approval rating and 45 percent disapproval rating.

- **How's the race in your area?** Romney was up in the Flint-Saginaw-Bay City market (50-38), Cadillac-Traverse City-Sault Ste. Marie (44-41) and Upper Peninsula-northern Michigan (56-44). Obama fared better in metropolitan Detroit (52-39), Grand Rapids-Kalamazoo-West Michigan (46-44) and Lansing-Mid-Michigan (47-40).

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Poll: Stabenow has edge on Hoekstra in U.S. Senate race

BY TIM MARTIN
TMARTIN@MLIVE.COM

LANSING — A statewide poll shows incumbent Democratic U.S. Sen. Debbie Stabenow with an edge on Republican challenger Pete Hoekstra in Michigan's U.S. Senate race.

The Marketing Resource Group survey shows Stabenow with 46.2 percent of the vote and Hoekstra with 40.2 percent. Nearly 14 percent of the respondents said they were undecided or didn't know whom they would vote for if the election were right now, or they refused to answer.

The statewide poll of 600 likely voters by the Lansing-based firm was conducted Sept. 10-15 using live telephone interviews, including 20 percent by cellphone. The poll has a margin of error of plus or minus 4 percentage points.

The poll appears roughly in line with other recent surveys of voters about Michigan's U.S. Senate race. An averaging of recent polls compiled by Real Clear Politics has Stabenow with 48.7 percent support and Hoekstra with 40.3 percent.

The latest average does not include the Marketing Resource Group poll: Real Clear Politics rates the race as leaning Democratic.

An MRG poll from March had Stabenow with a five-point lead over Hoekstra in what was then a hypothetical matchup.

The race "really hasn't moved at all," said Paul King, director of survey research at MRG. But King said Stabenow has been under the 50 percent mark in many recent polls, which could give Hoekstra "a shot" to catch her by Election Day.

Stabenow appeared to be doing best among young respondents, particularly women between the ages of 18 and 34.

About 45 percent of overall respondents said they had a favorable impression of Stabenow, and 39 percent said they had an "unfavorable" impression.

Stabenow is seeking her third term as a U.S. senator. Her campaign launched its first TV advertisement of the election season this week.

Hoekstra, a former congressman from West Michigan, has run Internet ads within the

past week and earlier had run TV ads. A Hoekstra fundraiser with former Republican presidential hopeful Rick Santorum is set for Tuesday in West Michigan.

MRG typically does work for Republican candidates.

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Saves \$9.76

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www.bilbospizza.com



EPA Begins Review of Allied Paper/Portage Creek/Kalamazoo River Superfund Site

Kalamazoo, Allegan and Douglas counties, Michigan

U.S. Environmental Protection Agency is conducting a five-year review of the Allied Paper/Portage Creek/Kalamazoo River Superfund Site extending from Kalamazoo, Mich. to Lake Michigan near Saugatuck. The Superfund law requires regular checkups of sites that have been cleaned up — with waste managed on-site — to make sure the cleanup continues to protect people and the environment. This is the second five-year review of this site.

EPA's cleanup of PCB contamination includes removal of contaminated soil and sediment in portions of the Kalamazoo River and Portage Creek, reviewing Georgia-Pacific plans for future Kalamazoo River cleanup, the consolidation and capping the Willow Boulevard/A-site landfill, the 12th Street landfill, the King Highway landfill, and the completion of the Remedial Investigation/Feasibility Studies at both the Allied Landfill and Plainwell Mill.

EPA expects to complete the review by October 18th. More site information is available at the following libraries:

Allegan Public Library 331 Hubbard St. Allegan	Kalamazoo Public Library 315 S. Rose St. Kalamazoo	Saugatuck-Douglas Library 10 Mixer St. Douglas
Charles Ransom Library 180 S. Sherwood Plainwell	Otsego District Library 219 S. Farmer St. Otsego	Waldo Library Western Michigan University 1903 W. Michigan Ave. Kalamazoo

The five-year review is an opportunity for you to tell EPA about site conditions and any concerns you have. Contact:

Don de Blasio Community Involvement Specialist EPA Community Involvement and Outreach Section (51-7J) 77 W. Jackson Blvd. Chicago, IL 60604 312-886-4360 Toll-free: 800-621-8431, Ext. 64360, weekdays 10 a.m. – 5:30 p.m.	James Saric Remedial Project Manager EPA Superfund Division (SR-6J) 77 W. Jackson Blvd. Chicago, IL 60604 312-886-0992 Toll-free: 800-621-8431, Ext. 66151, weekdays 10 a.m. – 5:30 p.m.
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You may also call Region 5 toll-free at 800-621-8431, 8:30 a.m. to 4:30 p.m., weekdays.

LIONS Football News

NEW! MLIVE NEWS APP FOR DETROIT FOOTBALL.

SCHOLAR UPDATE

Spring Arbor University

Spring Arbor University has announced a list of May 2012 graduates. Allegan County students include: **Allegan**—Eugenia Jackson-Kling, Otsego—Theresa Waller, Plainwell—Debra Swanson; and Wayland—Kaye Finns.

Michigan Technological University

Michigan Technological University has announced a list of spring 2012 graduates. Allegan County students include:

Bedana, Sebastian Fryer, Jessica Hodgson, Dustin Howard, Ashley McIntyre, Taylor McKinstry, Emily Oelo, Seth Osborn and Andrew Smith; and Wayland—Nicholas Broit, Angela Case, Patrick Chandler, Nathan Pesch and Katherine Ragan.

DePaul University

DePaul University has announced a list of its summer 2012 graduates. Allegan County students include: **Douglas**—Elizabeth Depree; and **Otsego**—Emily Hampsten.

Rinkus

Jerod Rinkus of Saugatuck graduated in May 2012 from Clarion University with a master's degree in library science.

Lyon

David Lyon of Saugatuck recently graduated from Grand Valley State University with a master's degree in education.

Ferris State University

Ferris State University has announced a list of its spring 2012 graduates. Allegan County students include: **Allegan**—Kelsey Kiella, Dorr—Bryan Andres, Jamin Bishop, Cody Commons, Patrick Damveld, Nathan Darling, Daniel Koperski, Cameron Lear, Andrew Steffes and Jeffrey Talsma; **Fennville**—Brian Dell; **Hamilton**—Karen Slenk; **Martin**—Samuel Westendorp; **Otsego**—Kristy Bates, Dennis Goodenough and Jerry Westhoff; **Plainwell**—Sarah Crookston and Gayle Evans; **Pullman**—Brooke Blake and Brandon Rhodes; **Saugatuck**—Katelyn Bekken, Tristan Sisbach and Rebecca Wheeler; and **Wayland**—Janet Bierlein, Matthew Meindersma and Matthew VanDyke.

The university also announced a list of students it has placed on the spring 2012 honors list. To be eligible for the list, students must maintain a 3.5 grade point average. Allegan County students include: **Allegan**—Bud Kibby, Brian Salisbury, Joshua Vanbruggen and Gage Wanders; **Dorr**—Bryan Andres, Cody Commons, Kimberly Henney, Kelly Lathos, Colton Linn, Jay Lenthart, Mika McGinnis, Zachary Rewa, Eric Rummelt, Ashley Schaefer, Thomas Snyder, Natalie Weber and June Wycoff; **Fennville**—Brian Dell; **Hamilton**—Derek Brouwer, Stacey Klein, Jayne Kiles and Rachel Ward; **Hopkins**—Emily Barnhardt; **Otsego**—Kristy Bates, Mallory Bohl and Cody Bornell; **Plainwell**—Lynn Bingham, Sarah Crookston, Jessica Southland, Justin Tuusim and Arbus Ueck; **Pullman**—Brooke Blake and Brandon Rhodes; **Saugatuck**—Allison Jenkins and Rebecca Wheeler; **Shelbyville**—Megan Staple and Sarah Staple; and **Wayland**—Janet Bierlein, Lindsey Post, Michael Ruszkowski, Kristen Stahl, Tess Tobolic and Samantha Watson.

Stone

Amunds Stone of Hopkins has been named to the Kendall College of Art and Design of Ferris State University spring 2012 president's list.

She has also accepted a membership in The National Society of Collegiate Scholars.

Sakal

Joseph J. Sakal of Allegan has been named to University of Northwestern Ohio June 2012 dean's list in the College of Applied Technologies. To be eligible for the list, students must maintain a 3.5 grade point average. He is the son of John and Sharon Sakal of Allegan.

Kilbane

Keira Kilbane of Hopkins was awarded a scholarship at Denison University.

She is a member of the class of 2016 and received the Denison Founders Scholarship, which recognizes academic achievement, leadership and personal merit.

Spelling bee at fair recognizes winners

Twenty-eight Allegan County third-, fourth- and fifth-grade students from six schools participated in the 33rd annual Jewett School Spelling Bee.

The competition was Saturday, Sept. 15 in the historic Jewett School in the students will be added to the student use computers.

Elementary schools will also see the addition of 90 netbooks. Part of the goal behind this purchase is to prepare for the Smarter Balanced Test.

The test expected to replace the MEAP in two years; students are required to take parts of the test online.

Otsego Elementary Technology Curriculum is also expanding to include kindergarten through second grade.

Allegan County Historical Society volunteers, who know about the history of schools in the county. The winners included: **third grade**: first-place Jose Delgado from Fennville Elementary School, second-place Annabelle DeWitt from Plainwell Elementary School in Plainwell, second-place Brooke Hogue from Brandon Elementary in Martin, and third-place Ellie DuChene from Hopkins Elementary. Each contestant was awarded a participation certificate.

given Spelling Bee media compliments of the Michigan Association of Retiree School Personnel. The Allegan County Fair board contributes free tickets to the participants and their families.

1st Place
Best Sports Column
in the National Newspaper Association 2012 Better Newspaper Contest



EPA Begins Review of Allied Paper/Portage Creek/Kalamazoo River Superfund Site
Kalamazoo, Allegan and Douglas counties, Michigan

U.S. Environmental Protection Agency is conducting a five-year review of the Allied Paper/Portage Creek/Kalamazoo River Superfund Site extending from Kalamazoo, Mich. to Lake Michigan near Saugatuck. The Superfund law requires regular checkups of sites that have been cleaned up – with waste managed on-site – to make sure the cleanup continues to protect people and the environment. This is the second five-year review of this site.

EPA's cleanup of PCB contamination includes removal of contaminated soil and sediment in portions of the Kalamazoo River and Portage Creek, reviewing Georgia-Pacific plans for future Kalamazoo River cleanup, the consolidation and capping the Willow Boulevard/A-site landfill, the 12th Street landfill, the King Highway landfill, and the completion of the Remedial Investigation/Feasibility Studies at both the Allied Landfill and Plainwell Mill.

EPA expects to complete the review by October 18th. More site information is available at the following libraries:

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Talk from Page 4

paper, or other documents that would suggest what the man was winning. The best guess is the pipe as the photo was taken approximately at the same time as the other photo and is only about four buildings south of the Patterson-Clement building.

The three photos came to the Union Enterprise as a donated collection of glass negatives.

The Saugatuck/Douglas Historical Society made a DVD of the negatives and Stamm provided the research to place times and names with as many of the photographs as

possible.

The rest of the photographs can be viewed at the Charles A. Ransom District Library.

Today's Construction

As for the construction going on today, Plainwell's economic developer Emilie Schada has a detailed description of the construction going on in Plainwell. According to the email letter she sends out, the Mill Race bridge will be completed this week, also the water and sewer project is nearly completed.

Projects still ongoing include the painting of the M-

89 overpass on US-131 and the road paving.

Bridge Street will close from Park Street to M-89 once the Mill Race bridge is reopened.

Main Street's northbound lane will be closed starting at Chart Street, but the southbound portion of Main Street will remain open.

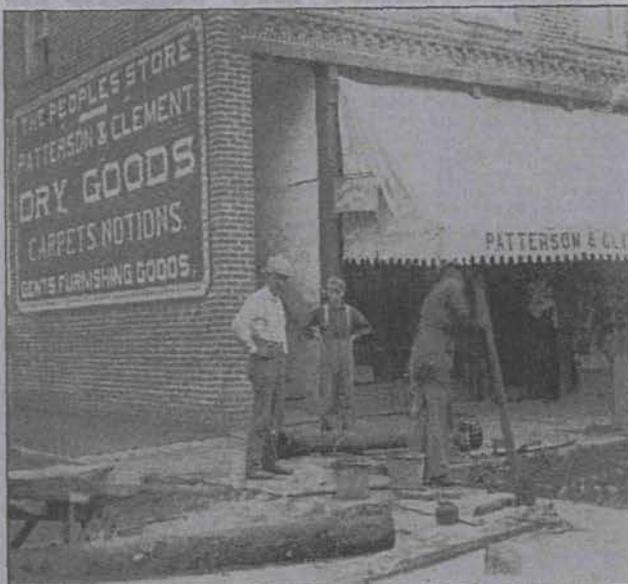
Phase One of construction is nearly completed and was scheduled to be completed by October, 2012.

Phase Two is scheduled to be completed by July, 2013.

For more information, go to www.plainwell.org.



A horse and man look like they are both waiting for instructions as they work a winch to lower something heavy, possibly water pipes, but nobody knows for sure what is being done.



A work crew digs a ditch for some water pipes in front of the Patterson and Clement store which today is the location for Dancing Dogs Quilt Shop.

Deadline set for home heating credit

MONROE—The deadline to apply for Michigan's Home Heating Credit to assist low-income individuals with winter energy bills is Sept. 30.

"Winter heating bills aren't that far down the road," said Michigan Gas Utilities' manager of external affairs P.J. Liveriois.

"Hopefully we'll have

another relatively mild winter like last year. That would help hold down energy costs for all of our customers."

The Home Heating Credit is funded by the federal Low-Income Home Energy Assistance Program grant.

Eligibility is based on the number of tax exemptions and the maximum annual

income per household.

Special exemptions are available for people with disabilities and those age 65 and older.

To apply, obtain a form from the Michigan Department of Treasury website, www.michigan.gov/taxes, or call (517) 636-4486.



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Douglas

Charles Ransom Library
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Plainwell

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Waldo Library
Western Michigan University
1903 W. Michigan Ave.
Kalamazoo

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Area vies for national Prettiest Painted Places award

By SCOTT SULLIVAN
EDITOR

Saugatuck-Douglas, long home of artist painters, does OK by decorative painters too.

The community is one of eight Michigan nominees in the Paint Quality Institute's Prettiest Painted Places in the USA competition.

The contest, meant to show how an attractive paint color scheme can

enhance the curb appeal of any structure's—and by extension, community's—exterior, is backed by Dow Corp. in cooperation with The Wall Street Journal, The New York Times, HGTV and USA Today.

Saugatuck-Douglas joins Bay View, Frankenmuth, Grand Rapids, Howard City, Petoskey, Traverse City and the Village of Constantine vying with nearly 200 nominees

from other states for regional and national honors, according to Saugatuck-Douglas Convention & Visitors Bureau executive director Felicia Fairchild.

Judges with expertise in color selection, exterior painting and home improvement will review the entries, conduct additional research and make selected site visits.

Finalists will be announced in late

September, and the nation's 12 "Prettiest Painted Places" will be revealed in mid-October.

Twenty-one photos of area homes and businesses were selected and submitted for the contest, Fairchild said.

The Paint Quality Institute has conducted this competition twice before, most recently in 2000.

"We feel there is no better way to

demonstrate the importance of exterior paint color than to focus on these beautiful real-world communities that take so much pride in their appearance," said PQI paint and color expert Debbie Zimmer.

Nominees range from well-known places such as Cape Cod, Mass., and Napa, Calif., to less-known sites such as Washon-Maury Island, Wash., and Bell Buckle, Tenn.

Festival from Page 1

Michigan Showcase, conducted seminars, provided speaking panels and post-film question-and-answer sessions with casts and crews.

But meeting budgets, plus finding venues in a town that does not have a movie theater, has become more difficult, the WFF founder said.

The festival in 2010 cost the nonprofit more than \$250,000 to operate, according to the most recent Internal Revenue Service documents available.

Movie tickets sold and fees brought in \$164,654. Contributions and grants accounted for \$95,275, leaving organizers with \$9,892.

"That's not much to get us started on the next year's festival," DePree said. Then came a three-week-of-June scheduling conflict leaving organizers unable to use the Saugatuck Center for the Arts, a matter DePree called "spirit breaking."

"We have a busy schedule and prior commitments," said SCA executive director Kristin Armstrong. "It helps us, if something changes, we know and can work things out

in advance. Still, we're only one of their smaller venues."

"The SCA loves hosting the festival and hope we can do so again," she said.

WFF organizers announced Sept. 4 they would take applications through Sept. 14 from other west Michigan cities to host the festival.

"Our mission has always been for Waterfront to economically and artistically benefit the entire region, as well as to showcase its scenic beauty and wonderful way of life," said DePree.

"We're not ruling out Saugatuck for 2013; we're just opening up the possibility for other towns. We still consider Saugatuck our home and look forward to holding Waterfront there again," he said.

St. Joseph, with Walsh saying cost concerns and the appearance that city would be taking the event from Saugatuck, chose not to apply.

South Haven city manager Brian Dissette blogged Sept. 7 that his city was seeking the festival.

MLive.com reported Sept. 18 that Grand Haven's city

council had discussed the festival, with some members concerned a commitment might only be one year.

DePree outlined his board's issues in a Sept. 8 email to Saugatuck city manager Kirk Harrier and Mayor Jane Verplank.

"We have been unable to attract enough sponsor dollars to cover all the costs of holding the festival in Saugatuck," he stated. "It is very costly to create temporary theaters each year."

"It was spirit breaking to lose the Saugatuck Center for the Arts when WFF was a catalyst for the conversion of Rich's Pic Factory (into the SCA facility) 12 years ago," DePree continued. "We have been unable to come to a resolution with SCA administrators to use any of the community center for WFF."

"The festival has been running in Saugatuck on a shoestring budget without enough regional sponsorships to maintain the nationally-recognized festival at a level that it needs to be operating."

"These major reasons (along with several other

minor reasons) have resulted in widespread volunteer fatigue for repeating the event each year exclusively in Saugatuck. If you have any ideas or solutions on how to resolve these issues, please let us know."

"WFF volunteers have put in an enormous amount of blood, sweat, tears and years and don't want to call it quits. As it currently stands, moving around west Michigan is the only path we see to survival," the founder said.

DePree told Harrier in an email Sept. 20, "We are not demanding that tax dollars be allocated toward WFF but rather are asking for more assistance."

"Several other communities met the Sept. 14 proposal deadline and are offering specific solutions of how the WFF could take place in their town. Community leaders, merchants, business organizations and residents are rallying together to help with fundraising, sponsorship, ad sales and general outreach."

"I hope you can understand that it would be irresponsible of us not to consider all the

options, seeing that the nonprofit organization is now in a red zone."

"If there is enough community enthusiasm to keep WFF in Saugatuck, is there a way that we, as a community, can solve the issues? They are currently beyond what our small volunteer administration can tackle."

"Both of my sisters live in Saugatuck, my house is just 10 minutes outside of Saugatuck, and approximately 10 percent of the WFF weekend event volunteers live in Saugatuck. So we would of course like for it to be possible to make this work again in Saugatuck," the festival founder said.

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of Allied Paper/Portage Creek/Kalamazoo River Superfund Site
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Appendix B

List of Documents Reviewed for the Five-Year Review

This Five-Year Review consisted of a review of the following relevant documents.

For the Willow Boulevard/A-Site Landfill OU2:

- Remedial Investigation/Focused Feasibility Study Report, Willow Boulevard/A-Site Landfill Operable Unit 2, Kalamazoo, Michigan, Allied Paper, Inc., Portage Creek, Kalamazoo River Superfund Site, November 2004;
- Record of Decision for the Willow Boulevard/A-Site Landfill OU2 of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, City of Kalamazoo, Michigan, September 2006;
- Final (Revised) Baseline Ecological Risk Assessment for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, April 2003;
- Final (Revised) Baseline Human Health Risk Assessment for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, May 2003;
- Final Remedial Design Report for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, Willow Boulevard/A-Site Landfill, Operable Unit 2, April 27, 2011;
- Final Remedial Action Work Plan for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, Willow Boulevard/A-Site Landfill, Operable Unit 2, April 28, 2011; and
- Declaration of Restrictions and Covenants and Environmental Protection Easements July 22, 2010.

For the King Highway Landfill OU3:

- Record of Decision for the King Highway Landfill Operable Unit 3 of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, City of Kalamazoo, Michigan, February 1998;
- Final Report for Completion of Construction Volume 1 of 9, King Highway Landfill Operable Unit 3 and Five Former Georgia-Pacific Lagoons, May 2004;
- Consent Decree for the Design and Implementation Of Certain Response Action At Operable Unit #4 and the Plainwell Inc. Mill Property of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, February 15, 2005;
- Administrative Order by Consent for Response Activity at the King Highway Landfill-OU3, MDEQ Reference No. AOC-ERD-99-010, February 2000;

- Remedial Investigation Report, King Highway Landfill Operable Unit, July 1994;
- Post-Closure Operation and Maintenance Plan, King Highway Landfill Operable Unit of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, draft Final June 2004;
- Appendix J to the Final Report for Completion of Construction, King Highway Landfill Operable Unit 3 and Five Former Georgia-Pacific Lagoons, May 2004;
- Landfill Gas Monitoring Plan, King Highway Landfill Operable Unit, June 2002;
- Risk Assessment, King Highway Landfill Operable Unit, Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, August 1994;
- Technical Memorandum 6, King Highway Landfill Operable Unit, Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, March 1994;
- Institutional Control Study Report, King Highway Landfill Operable Unit 3 and Five Former Georgia-Pacific Corporation Mill Lagoons, September 2007; and
- Georgia-Pacific LLC Kalamazoo Mill Property – Sampling Plan for Area Northwest of Former Mill Lagoon 1. November 2008.

For the 12th Street Landfill OU4:

- Consent Decree for the Design and Implementation Of Certain Response Action At Operable Unit #4 And The Plainwell Inc. Mill Property Of The Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, December 2004;
- Record of Decision for the 12th Street Landfill Operable Unit 4 of the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, City of Kalamazoo, Michigan, September 2001;
- Remedial Investigation/Feasibility Study Technical Memorandum 8, 12th Street Landfill Operable Unit, Plainwell, Michigan, Allied Paper, Inc., Portage Creek, Kalamazoo River Superfund Site, May 31, 1994;
- Final Remedial Design Report for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, 12th Street Landfill, Operable Unit 4, March 2010;
- Final Remedial Action Work Plan for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, 12th Street Landfill, Operable Unit 4, April 9, 2010;
- October 2011 Quarterly Groundwater Sampling Results, 12th Street Landfill, Operable Unit 4, Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, January 2012;

- April 2012 Quarterly Groundwater Sampling Results, 12th Street Landfill, Operable Unit 4, Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, July 2012;
- Declaration of Restrictions and Covenants and Environmental Protection Easements, March 25, 2005; and
- Amendment to Declaration of Restrictions and Covenants and Environmental Protection Easements , June 12, 2012.

Appendix C

List of Data Reviewed for the Five-Year Review

This Five-Year Review consisted of a review of the following relevant data.

- King Highway Landfill Operable Unit Hydrogeological Monitoring Plan, Final September 2002;
- Attachment B, 1998 Groundwater Monitoring Reports, King Highway Landfill Operable Unit Hydrogeological Monitoring Plan;
- Attachment C, 2001 Groundwater Monitoring Reports, King Highway Landfill Operable Unit Hydrogeological Monitoring Plan;
- Attachment F to the 1998 King Highway Landfill Operable Unit Hydrogeological Monitoring Plan, Draft July 1998;
- Post-Closure Groundwater Sampling Analytical Results from 1993-2007, for the King Highway Landfill Operable Unit 3 of the Allied Paper Inc./Portage Creek/Kalamazoo River Superfund Site, transmitted via e-mail on September 10, 2007, by Pat McQuire with Georgia-Pacific;
- Draft Final King Highway Landfill Operable Unit 3 and Five Former Georgia-Pacific Lagoons, Final Report for Completion of Construction, September 2003;
- Final (Revised) Baseline Ecological Risk Assessment for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, April 2003; and
- Final (Revised) Baseline Human Health Risk Assessment for the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site, May 2003.
- King Highway Landfill OU3 Proposed modification to the HMP, February 2011
- King Highway Landfill IOU3 Pore water sampling plan 2012
- Stressed vegetation and landfill subsidence investigation plan, 2012
- King Highway Landfill 2003 to 2012 Post-Closure Landfill Inspection Forms
- Monthly progress reports for OU2, OU3 and OU4
- OU3 and OU4 Quarterly Landfill gas monitoring reports
- OU3 and OU4 Groundwater quality monitoring reports
- Emergency Response Plan Documentation Report for Former Plainwell Paper Mill Banks, February 2009; and
- Draft Remedial Investigation Report for Former Plainwell, Inc. Mill Property, June 2011.