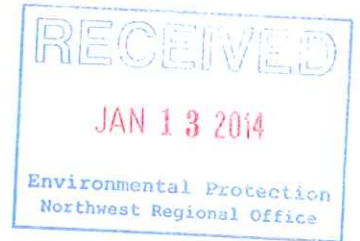


COUNTY OF VENANGO

Susan R. Hannon
Recorder – Register – Clerk of Orphans' Court
1168 Liberty Street
P.O. Box 831
Franklin, PA 16323



RECEIPT FOR PAYMENT

* DUPLICATE *

Instrument Number: 2014-000123

Receipt Date: 1/10/2014

Instrument Type: COVENANT

Receipt Time: 11:02:01

Indexed Party:

Receipt No.: 198370

Receipt Distribution

Book#: 2014 Page#: 0123

Fee/Tax Description	Payment Amount
COVENANT	50.00
COVENANT - WRIT	.50
J.C.S. / A.T.J.	23.50
CO IMPROVEMENT FND	2.00
REC. IMPRVMT FUND	3.00

Cash	\$79.00
Total Received.....	\$79.00

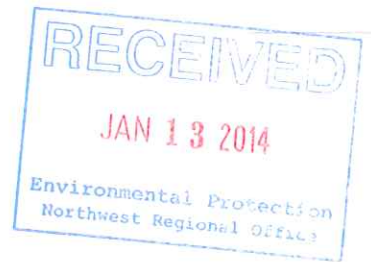
Paid By Remarks: OIL VALLEY DEVELOPMENT LLC



pennsylvania

DEPARTMENT OF ENVIRONMENTAL PROTECTION
NORTHWEST REGIONAL OFFICE

DEC 31 2013



Mr. David C. Klapac
201 Deer Run Trail
Oil City, PA 16301

Re: Approval of Environmental Covenant
Former Pennzoil-Quaker State Company Refinery Plant 1 (aka Klapac Property)
eFACTS PF No. 612975
Incident ID No. 33219
Intersection of Mustard and Myers Street, Oil City
City of Oil City, Venango County

Dear Mr. Klapac:

The Department of Environmental Protection (Department) has reviewed the December 12, 2013, Environmental Covenant (EC) for the property located at the Intersection of Mustard and Myers Street in Oil City, PA. The EC was prepared by URS Corporation and submitted to the Department in accordance with Title 25, Chapter 253 of the Pa. Code, Administration of the Uniform Environmental Covenants Act (UECA). UECA and accompanying regulations provide a standardized process for creating, documenting, and assuring the enforceability of Activity and Use Limitations on contaminated properties involving most engineering and institutional controls used to achieve Act 2 standards.

The Department hereby approves the EC in accordance with the provisions of UECA. Enclosed is the signed Environmental Covenant that memorializes the activity and use restrictions described within the Final Report. The Grantor shall record the covenant within 30 days of receipt and notifications of recordation shall be sent to the Department within 90 days of recordation according to Section 253.5(c) of the regulations.

If you have questions regarding this correspondence, please contact Gerald Rafeew at 814.332.6192.

Any person aggrieved by this action may appeal, pursuant to Section 4 of the Environmental Hearing Board Act, 35 P.S. §7514, and the Administrative Agency Law, 2 Pa. C.S.A. Chapter 5A, to the Environmental Hearing Board, Second Floor, Rachel Carson State Office Building, 400 Market Street, P.O. Box 8457, Harrisburg, PA 17105-8457, 717.787.3483. TDD users may contact the Board through the Pennsylvania Relay Service, 800.654.5984. Appeals must be filed with the Environmental Hearing Board within 30 days of receipt of written notice of this action unless the appropriate statute provides a different time period. Copies of the appeal form and the Board's rules of practice and procedure may be obtained from the Board. The appeal form and the Board's rules of practice and procedure are also available in braille or on audiotape from the

Mr. David C. Klapac

-2-

DEC 31 2013

Secretary to the Board at 717.787.3483. This paragraph does not, in and of itself, create any right of appeal beyond that permitted by applicable statutes and decisional law.

IF YOU WANT TO CHALLENGE THIS ACTION, YOUR APPEAL MUST REACH THE BOARD WITHIN 30 DAYS. YOU DO NOT NEED A LAWYER TO FILE AN APPEAL WITH THE BOARD.

IMPORTANT LEGAL RIGHTS ARE AT STAKE, HOWEVER, SO YOU SHOULD SHOW THIS DOCUMENT TO A LAWYER AT ONCE. IF YOU CANNOT AFFORD A LAWYER, YOU MAY QUALIFY FOR FREE PRO BONO REPRESENTATION. CALL THE SECRETARY TO THE BOARD 717.787.3483 FOR MORE INFORMATION.

Sincerely,



Eric A. Gustafson
Regional Manager
Environmental Cleanup and Brownfields Program

Enclosure

cc: Shane Cranford - URS Corporation
Pam Tetarenko - Shell Program manager
Don Hegburg - DEP
Gerald Rafeew - DEP
File

EAG:GR:keb:lsl

GRANTOR: Oil Valley Development, LLC
PROPERTY ADDRESS: Mustard Street & Myers Street, Rouseville, PA

ENVIRONMENTAL COVENANT

This Environmental Covenant is executed pursuant to the Pennsylvania Uniform Environmental Covenants Act, Act No. 68 of 2007, 27 Pa. C.S. §§ 6501 – 6517 (UECA). This Environmental Covenant subjects the Property identified in Paragraph 1 to the activity and/or use limitations in this document. As indicated later in this document, this Environmental Covenant has been approved by the Pennsylvania Department of Environmental Protection (Department).

1. **Property affected.**

The property affected (Property) by this Environmental Covenant is located in the Borough of Rouseville, Venango County.

The postal street address of the Property is: Mustard Street & Myers Street, Rouseville, PA
The County Parcel Identification No. of the Property is: 25-03-01E, 25-03-01F and 25-03-01G

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: 41 degrees - 28 minutes - 10.93 seconds (north) and 79 degrees - 41 minutes - 37.99 seconds (west).

The property has been known by the following name: Rouseville Refinery Plant 1.
The Primary Facility (PF) No. of the Rouseville Refinery Plant 1 is: 612975.
The Tank Facility ID No. of the Rouseville Refinery Plant 1 is: 61-91604.

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

2. **Property Owner / GRANTOR.**

Oil Valley Development, LLC (“Oil Valley”) is the Owner of the Property. The mailing address(es) of the Owner(s) is/are: 201 Deer Run Trail, Oil City, PA 16301

3. **Holder / GRANTEE.**

The following is the “holder,” as that term is defined in 27 Pa. C.S. § 6501, of this Environmental Covenant: the Pennzoil-Quaker State Company (PQS), 910 Louisiana OSP 687, Houston, TX 77002.

4. **Description of Contamination & Remedy.**

Releases of regulated substances during the operation of the Rouseville Refinery Plant 1 have resulted in environmental contamination. The location and the horizontal and vertical

extent of environmental contamination at the Rouseville Refinery Plant 1, including the Property, and at other properties adjacent or near the Rouseville Refinery Plant 1, have been assessed and are described in the following environmental investigation reports (collectively, the "Reports") titled as follows:

Name of Report	Date	Author
Plant 1, Area I, Final Assessment Report	October 4, 1988	G&M Spill and Tank Management, Inc. for PQS
Plant 1, Areas II and III, Final Assessment Report	April 27, 1989, modified July 26, 1989	G&M Spill and Tank Management, Inc. for PQS
Site Characterization Report for AST 612 and 613 at Plant 1	May 3, 2002	TolTest, Inc. for Calumet
Closure Report for 62 ASTs at Plant 1	October 24, 2003	Orbital Engineering, Inc. for Calumet
Site Characterization Report/ Remedial Investigation Report	July 12, 2005	TolTest, Inc. for PQS
Site Characterization Report/ Remedial Investigation Report and Risk Assessment Report	March 20, 2006	TolTest, Inc. for PQS

The Reports are incorporated herein by reference and are maintained as public documents by the Department at the Northwest Regional Office in Meadville, Pennsylvania in accordance with the Department's standard document retention practices. The areas of the Rouseville Refinery Plant 1, including the Property and other properties adjacent to the Rouseville Refinery Plant 1, where regulated substances have been released or are present in soil or groundwater is hereafter referenced to as the "Site."

The Reports contain the analytical results of samples taken of the soil and groundwater at the Site, including the sampling and analysis for Volatile Organic Compounds ("VOCs"), Semi-Volatile Organic Compounds ("SVOCs"), and metals in on-site monitoring wells, the determination of the direction of groundwater flow, and the sampling and analysis for VOCs, SVOCs, and metals in the soil. The Reports describe all contamination known by the Parties to exist at the Site ("Identified Contamination") as of the date of this Environmental Covenant.

On April 28, 1990, the Department and Pennzoil Products Company (PPC), a predecessor of PQS, executed a consent order and agreement, which, among other requirements, required PPC to construct a groundwater remediation system at the Site, and to address contamination at another property known as Rouseville Refinery Plant 2 ("April 1990 Agreement"). The Findings of Fact contained in the April 1990 Agreement are incorporated by reference herein. Pursuant to Paragraph 17 of the April 1990 Agreement, the April 1990 Agreement terminated on April 28, 1995, but the Findings of Fact remain in

effect.

In accordance with the April 1990 Agreement, PPC began operating a total fluid recovery system at the Rouseville Refinery Plant 1. The recovery system currently consisted of approximately 87 recovery wells, and was installed within the "Property" to mitigate the migration of Separate Phase Liquids into Oil Creek. The recovery system was designed to discharge recovered Separate Phase Liquids and groundwater to the Rouseville Refinery Plant 1 wastewater treatment system.

In 2003, Calumet Lubricants Co., Limited Partnership limited operation of the Rouseville Refinery Plant 1 wastewater treatment system to primarily processing storm water. As a result, PQS constructed a new groundwater/production treatment system in January 2004.

On June 8, 2006, a Consent Order and Agreement ("Agreement") was entered by and among the Commonwealth of Pennsylvania, Department of Environmental Protection ("Department"), PQS, Calumet Lubricants Co., Limited Partnership, Calumet Pennsylvania, LLC, and the Borough of Rouseville.

An initial RAP for this Site was submitted on December 26, 2006, and was approved by the Department on March 29, 2007. In the course of implementing the RAP, changing site conditions, circumstances as well as new remedial methodologies and technologies became available which necessitated revisions to the original RAP. On June 12, 2008, an Amended RAP was submitted. These modifications included the use of a vacuum enhanced skimming (VES) system north of Cherry Run; the use of active skimming (via a mobile skimming unit) instead of discrete enhanced fluid recovery (EFR) events at select monitoring wells; and a revision of the final remedy for the resin area to accommodate the beneficial use of GOC Property Holdings, LLC's redevelopment plans. Based on the Department comments, RAP Amendment 1, Addendum 1, was submitted to the Department on August 15, 2008, and was subsequently approved by the Department on October 1, 2008. PQS implemented the remedial actions set forth in these documents, as related to the Property.

On August 31, 2010, the Department approved a new RAP (dated April 2010) that detailed the shutdown of the VES system and the total fluids recovery system, implementation of a targeted excavation program, installation of a permanent cap in the resin area and installation of a phytoremediation barrier. On July 30, 2011, the Department approved a Supplemental RAP and Proposed Final Remedies document, dated March 2011. The Supplemental RAP detailed the implementation of final remedies in RU 4.1, the area North of RU 1.1 and the Cherry Run railroad bridge area. PQS has implemented the remedial actions set forth in these documents as related to the Property.

On October 1, 2012, the Department received PQS' submittal of a revised Risk Assessment Report (RAR) and Final Report (FR) for the former PQS Plant 1 Refinery (Site #61-91604) located at 2 Main Street (State Route 8) Rouseville Pennsylvania. The Department approved the RAR and FR in a letter dated December 26, 2012.

The FR presented results and findings of the remedial activities conducted and demonstrated attainment of the Site Specific Standard (SSS) for all media. The demonstration of attainment addressed the potential exposure pathways for current and future indoor and outdoor workers, construction / excavation workers, and recreational visitors. The FR also demonstrated that separate phase liquid (SPL) was recovered to the maximum extent practicable and that the installation and use of existing Engineering Controls (physical barriers) will serve to prevent any remaining SPL from causing sheens on surface water at or near the property. As the demonstration of attainment relied on Engineering and Institutional Controls established to maintain the SSS, the FR also presented a Post-Remediation Care Plan (PRCP). The PRCP was presented in Section 10 of the FR. Engineering Controls present at the Property consist of the historically constructed concrete retaining walls and a concrete cap installed along the north abutment of the Cherry Run railroad bridge. The Engineering Controls are further discussed below:

- Concrete retaining walls were historically constructed on the Property. The retaining walls are present at the property boundary bordering Oil Creek and Cherry Run. The presence of the retaining walls act as impermeable barriers to floating SPL while allowing groundwater to flow freely through the sand and gravel located beneath the walls.
- A concrete barrier was installed along the Cherry Run railroad bridge abutment and a 40 ml high density polyethylene (HDPE) liner was placed along the adjacent stream bank prior to final placement of high clay content soil backfill and rip rap for protection. The concrete barrier was installed as a long-term engineering control that will provide an SPL barrier to Cherry Run.

As part of the FR, PQS submitted a request to waive the requirement for an Environmental Covenant on the right-of-way owned by Norfolk Southern Corporation. The Department granted the waiver for the right-of-way provided the source Property Environmental Covenant includes a provision requiring periodic monitoring and reporting to confirm all relevant activity and use limitations described in the PRCP for the right-of-way are being maintained.

5. Activity & Use Limitations.

5.1 Activity and Use Limitations Applicable to Owner

The Property is subject to the following activity and use limitations, which the Owner and each subsequent Owner of the Property shall abide by:

- a) Use of the Property is limited to nonresidential property;

- b) No person shall withdraw or make use of any groundwater underneath the Property for any purpose;
- c) The construction of basements or other underground storage on the Property is prohibited, except for water-tight structures that are used to house industrial equipment provided any such structure includes a soil, water and vapor barrier, (as documented in the Work Plan referenced in paragraph 5.1, d) below, or additional sampling and/or vapor intrusion modeling is submitted to the Department demonstrating to the satisfaction of the Department that the occupation of the underground structure will not result in an unacceptable vapor intrusion risk;
- d) The following limitations apply to the disturbance of soil and groundwater:
 - i. The Owner and any other persons using the Property in the future (a "Reuser") shall avoid disturbing subsurface soils at the Property (defined as soils two feet or greater below "original grade" (i.e., ground level as of the date Owner acquired the Property and prior to any excavation and/or addition of fill material)), except as may be necessary to install improvements at the Property. If any such disturbance is proposed by the Owner or a Reuser, that person shall submit a Work Plan to the Department and PQS no less than 15 working days before any soil disturbance begins at the Property. PQS shall provide any comment on the Work Plan in writing to the Department within 14 working days of receiving the Work Plan. No disturbance of subsurface soils shall take place until the Work Plan is approved by the Department. The Work Plan shall describe how excavation work will proceed. The Work Plan shall also include air monitoring procedures to be performed during excavation work. Air monitoring shall be performed for petroleum volatile organic compounds (VOCs), methane, hydrogen sulfide and other combustible gases.
 - ii. For areas where Identified Contamination exists, the Work Plan shall also provide for the management, characterization, and/or disposal of disturbed soils, if necessary, by the Owner or a Reuser in accordance with the Regulations. Excavation in such areas below "original grade" (defined as soils two feet or greater below "original grade" (i.e., ground level as of the date Owner acquired the Property and prior to any excavation and/or addition of fill material)), shall also require a written health and safety plan be submitted to the Department that addresses all known contaminants.
 - iii. The Work Plan shall also address any proposed modifications

of any remedial actions being conducted by PQS to accommodate the excavations or improvements, identify the party responsible for implementation of the modification, and state whether or not PQS agrees to the modification; and

- iv. The excavations or improvements shall not disrupt the Department-approved remedial actions of PQS, and PQS shall not be responsible for the cost of the modification of any remedial action to accommodate Oil Valley Development's or the Reuser's excavations or improvements, without PQS' prior written consent.

5.2 Activity and Use Limitations Applicable to Holder

The Property is subject to the following activity and use limitations, which the Holder PQS, or their assigns, shall abide by:

- a) The integrity of the concrete retaining walls along Oil Creek and Cherry Run will be maintained intact or alternate replacement barriers will be installed until such time as measureable SPL is no longer present or it is demonstrated to the satisfaction of the Department that the remaining SPL does not pose an adverse risk to Oil Creek or Cherry Run without the retaining wall(s) in place. As long as the retaining walls are required to protect Oil Creek and Cherry Run from possible SPL impact, PQS will perform annual inspections of the condition of the exposed outer retaining walls and report findings to the Department. As a part of these annual inspections, the adjacent portion of Oil Creek and Cherry Run will be inspected for potential petroleum sheens until such time that the Department may agree to reduce or cease such inspections.

The inspections will be performed during the third quarter of each year when surface water levels are typically lowest, with the findings of the inspections reported to the Department by October 15 of each year. Any sheen observed adjacent to the retaining walls will be reported to the Department within 24 hours and other agencies as required by applicable rules and regulations in force at the time of the discovery. Following the report of sheen to the Department, PQS will implement the following actions at the Site:

- Depending on the location and extent of the sheen, the sheen will be immediately contained/mitigated through the use of containment/sorbent booms, sorbent pads, etc.
- Following the initial actions, the source of the sheen will be evaluated.
- Written notification and a Work Plan will be subsequently prepared and submitted to the Department within 30 days of the

sheen discovery describing the extent of the sheen, the potential source of the sheen, and the proposed remedial action to address the sheen and mitigate the risk of additional SPL impact to Oil Creek or Cherry Run, as applicable. Proposed remedial actions, as deemed practicable, may include but are not limited to: repairs to the retaining wall, targeted excavations, etc.

- Following Department approval of the Work Plan, the proposed remedial action will be implemented in accordance with the schedule proposed in the Work Plan. Once the remedial actions have been fully implemented and the risk to Oil Creek and/or Cherry Run has been mitigated, the PRCP Monitoring will resume.

- b) The integrity of the Cherry Run abutment cap located along the north abutment of the Cherry Run railroad bridge will be maintained intact or an alternate replacement barrier will be installed to the satisfaction of the Department until such time that measurable SPL is no longer present or it can be demonstrated to the satisfaction of the Department that the remaining SPL does not pose an adverse risk to Cherry Run without the abutment cap in place. As long as the cap is required to protect Cherry Run from possible SPL impact, PQS will conduct annual inspections of the abutment cap to evaluate its condition. As part of the annual inspection, the adjacent Cherry Run will also be inspected for potential petroleum sheens, until such time that the Department may agree to reduce or cease such inspections.

The inspection will be completed during the third quarter of each year. The findings of each inspection will be communicated to the Department by October 15 of each year. Any sheen observed adjacent to the abutment cap will be reported to the Department within 24 hours and other agencies as required by applicable rules and regulations in force at the time of the inspection. Following the communication of a sheen to the Department, PQS will implement the following actions at the Site:

- Depending on the location and extent of the sheen, the sheen will be immediately contained/mitigated through the use of containment/sorbent booms, sorbent pads, etc.
- Following the initial actions, the source of the sheen will be evaluated.
- Written notification and a Work Plan will be subsequently prepared and submitted to the Department within 30 days of the sheen discovery describing the extent of the sheen, the potential source of the sheen, and the proposed remedial action to address the sheen and mitigate the risk of additional

SPL impact to Cherry Run. Proposed remedial actions, as deemed practicable, may include but are not limited to: repairs to the retaining wall, targeted excavations, etc.

- Following Department approval of the Work Plan, the proposed remedial action will be implemented in accordance with the schedule proposed in the Work Plan. Once the remedial actions have been fully implemented and the risk to Cherry Run has been mitigated, the PRCP Monitoring will resume.

6. **Notice of Limitations in Future Conveyances.**

Each instrument hereafter conveying any interest in the Property subject to this Environmental Covenant shall contain a notice of the activity and use limitations set forth in this Environmental Covenant and shall provide the recorded location of this Environmental Covenant.

7. **Compliance Reporting.**

By the ensuing October 15 following full execution of this covenant, PQS shall submit, to the Department and Owner, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. PQS will perform an annual inspection of the Property and the integral Norfolk Southern right-of-ways during the third quarter of each year.

The annual inspection shall be performed to confirm whether or not the activity and use limitations associated with the Property are being abided by and shall include an inspection of the condition of the concrete retaining walls and concrete abutment as detailed in Section 5.2 of this Environmental Covenant, and inspection of the Norfolk Southern right-of-way to confirm whether or not potable wells have been installed. PQS shall report findings to the Department on or before October 15.

PQS will report any petroleum sheens in the adjacent Oil Creek pursuant to the regulations in force at the time of the discovery.

Furthermore, the Grantor will notify the Department and the Holder of any proposed changes in use of the property, filing of applications for building permits for the property, or proposals for any site work affecting the contamination on the property subject to this Environmental Covenant.

8. **Access by the Department.**

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

9. **Recordation & Proof & Notification.**

Within 30 days after the date of the Department's approval, the Owner(s) shall file this Environmental Covenant with the Recorder of Deeds for each County in which the Property is located, and send a file-stamped copy of this Environmental Covenant to the Department within 60 days of recordation. Within that time period, the Owner(s) also shall send a file-stamped copy to each of the following: each Municipality and County in which the Property is located; any Holder identified in this Environmental Covenant; each person holding a recorded interest in the Property; each person in possession of the Property; and (other persons as required by the Department).

10. **Termination or Modification.**

- a. This environmental covenant may only be terminated or modified in accordance with Section 9 of UECA, 27 Pa. C.S. § 6509, except that the PRCP, incorporated herein by reference, and presented in the Department approved Final Report, may be modified with the written approval of the Department.
- b. This Environmental Covenant shall terminate upon attainment, in accordance with 35 P.S. §§ 6026. 101 – 6026.908, with an unrestricted use remediation standard for the above-described contamination at the Property. The Department must approve, in writing, of such termination.
- c. Any amendment to or termination of this Environmental Covenant by consent in accordance with this Paragraph requires the following signatures on the instrument amending or terminating this Environmental Covenant: (i) the Holder at the time of such amendment or termination; (ii) the then current Owner of the Property and (iii) the Department.

11. **Severability.**


The paragraphs of this Environmental Covenant shall be severable and should any part hereof be declared invalid or unenforceable, the remainder shall continue in full force and effect between the parties.


12. Department's address.


Communications with the Department regarding this Environmental Covenant shall be sent to:

Eric Gustafson
Environmental Cleanup and Brownfields Program Manager
230 Chestnut Street
Meadville, PA 16335.

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

Date: _____
By: 
Name: Pam Tetarenko
Title: Shell Program Manager

Date: _____
By: 
Name: DAVID C. KLOPEC
Title: President

Date: 12/27/2013
APPROVED, by Commonwealth of Pennsylvania,
Department of Environmental Protection
By: 
Name: Eric Gustafson
Title: Regional Manager,
Environmental Protection and Brownfields
Cleanup

COMMONWEALTH OF PENNSYLVANIA :
 : SS,
COUNTY OF Crawford County :

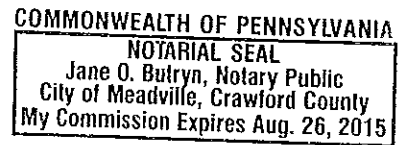
On this 27th day of December, 2013, before me, a Notary Public, the undersigned person, Eric A. Gustafson, Regional Manager, Environmental Cleanup and Brownfields personally appeared and acknowledged himself to be authorized on behalf of himself, to sign the foregoing Environmental Covenant, dated December 27, 2013

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

Jane O Butryn
Notary Public

My Commission Expires: Aug. 26, 2015

Seal:

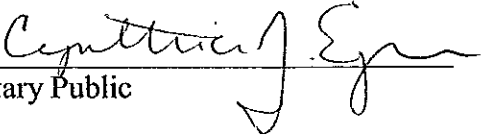


STATE OF MARYLAND

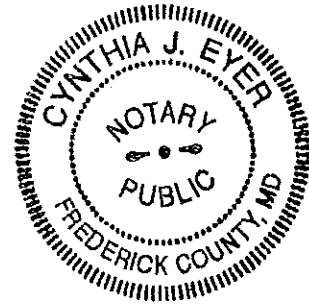
COUNTY OF FREDERICK SS,

On this 5th day of December, 2013, before me, the undersigned officer, personally appeared Pamela Tetarenko, Shell Oil Products US, who acknowledged herself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that she executed same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.


Notary Public

Seal:



COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF Venango) SS:

On this 26th day of November, 2013, before me, the undersigned officer, personally appeared David C. Klapac, who acknowledged himself/herself to be the President [Title] of Oil Valley Development, LLC, whose name is subscribed to this Environmental Covenant, and acknowledged that s/he executed same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Francine M. Thompson
Notary Public

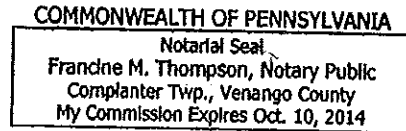


Exhibit A

PARCEL NO. 1

ALL that certain piece or parcel of land situated in the Borough of Rouseville, Venango County, Pennsylvania, identified on a survey prepared by Norman P. Straub, Registered Surveyor, Surveyor # SU 1017-A, a copy of which is filed in Venango County Map Cabinet _____ (Map I.D. No. 4153), bounded and described as follows:

BEGINNING at a point on the westerly line of that certain railroad right-of-way now or formerly of Norfolk Southern Corporation, said point being the northeasterly corner of the premises hereby conveyed; thence by a curve to the left having a radius of 1240 feet, an arc distance of 685.78 feet, a chord distance of 677.08 feet, and a delta of $31^{\circ} 41' 15''$; thence North $61^{\circ} 36' 20''$ East 10 feet to a point; thence by a curve to the left having a radius of 1230 feet, an arc distance of 144.09 feet, a chord distance of 144.01 feet and a delta of $06^{\circ} 42' 43''$ to a point thence by said right-of-way South $35^{\circ} 06' 20''$ East 658.94 feet to a point in the center line of Cherry Run being the northeasterly corner of lands now or formerly of GOC Property Holdings, LLC; thence South $56^{\circ} 27' 16''$ West 448.93 feet to a point in the center line of said Cherry Run, thence North $52^{\circ} 50' 50''$ West 20 feet to a point at the low water line of Oil Creek; thence by the said low water line of Oil Creek North $38^{\circ} 19' 00'$ West 92.20 feet to a point; thence continuing North $42^{\circ} 37' 10''$ West 124.72 feet to a point in the said low water line; thence continuing North $33^{\circ} 22' 10''$ West 63.50 feet to a point in the said low water line; thence continuing North $28^{\circ} 11' 35''$ West 101.22 feet in the said low water line; thence continuing North $12^{\circ} 56' 45''$ West 173.49 feet to a point in the said low water line; thence continuing North $01^{\circ} 50' 45''$ West 85.96 feet to a point in the said low water line; thence continuing North $12^{\circ} 23' 25''$ East 319.05 feet to a point in the said low water line; thence continuing North $05^{\circ} 21' 55''$ West 146.35 feet to a point in the said low water line; thence continuing North $02^{\circ} 37' 25''$ West 63.70 feet to a point in the said low water line; thence continuing North $08^{\circ} 55' 40''$ East 86.04 feet to a point in the said low water line; thence continuing North $07^{\circ} 45' 50''$ West 68.85 feet to a point in the said low water line; thence continuing North $11^{\circ} 36' 15''$ East 213.94 feet to a point in the said low water line; thence by lands now or formerly of Helen H. Cavanaugh South $85^{\circ} 47' 10''$ East 27.61 feet to the point and place of beginning.

CONTAINING 8.89 acres more or less.

FURTHER, BEING Venango County Assessment No. 25-03-01.

PARCEL NO. 2

ALL that certain piece or parcel of land situated in the Borough of Rouseville, Venango County, Pennsylvania, identified on a survey prepared by Norman P. Straub, Registered Surveyor, Surveyor # SIJ 1017-A, a copy of which is filed in Venango County Map Cabinet _____ (Map I.D. No. 4153), bounded and described as follows:

BEGINNING at the northeasterly corner of the parcel hereby conveyed being also on line of lands now or formerly of Helen H. Cavanaugh that is South $10^{\circ} 52' 30''$ East 69.36 feet to a point on the 25 foot right-of-way of Straub Street; thence by the said 25 foot right-of-way of Straub Street South $69^{\circ} 26' 45''$ West 19 feet to a point; thence by the aforesaid 25 foot right-of-way line of Straub Street South $17^{\circ} 17' 25''$ East 283.05 feet to a point; thence South $09^{\circ} 55' 35''$ East 15.22 feet to a point on the 25 foot right-of-way line of Myers Street; thence along the westerly line of the 25 foot right-of-way of Myers Street South $08^{\circ} 36' 10''$ East 72.01 feet to a point on lands now or formerly of National Fuel Gas Distribution Corporation; thence by same lands now or formerly of national Fuel Gas Distribution Corporation North $61^{\circ} 06' 10''$ West 15.00 feet; thence by same lands now or formerly of National Fuel Gas Distribution Corporation South $08^{\circ} 36' 10''$ East 15.00 feet; thence South $61^{\circ} 06' 10''$ East 15.00 feet to a point on the said westerly line of Myers Street; thence by the said westerly right-of-way line on Myers Street South $08^{\circ} 36' 10''$ East 369.37 feet to a point on lands now or formerly of United Natural Gas Company; thence South $81^{\circ} 23' 50''$ West 17.84 feet to a point; thence South $08^{\circ} 36' 10''$ East 25 feet to a point on the northerly 25 foot right-of-way line of Willett Street; thence along the aforesaid northerly 25 foot right-of-way line of Willett Street South $81^{\circ} 23' 50''$ West 77.32 feet to the point of intersection of the said right-of-way line of Willett Street with the easterly right-of-way line of that certain railroad right-of-way now or formerly of Norfolk Southern Corporation; thence along the said railroad right-of-way line of Norfolk Southern Corporation North $35^{\circ} 06' 20''$ West 101.58 feet to a point; thence along the right-of-way line of Norfolk Southern Corporation by a curve to the right having a radius of 1170.00 feet, an arc distance of 705.31 feet, a chord distance of 694.68 feet, and a delta of $34^{\circ} 32' 22''$ to a point; thence North $86^{\circ} 19' 50''$ East 11.28 feet to a point; thence North $05^{\circ} 31' 10''$ West 63.30 feet to a point; thence by lands now or formerly of Helen H. Cavanaugh North $78^{\circ} 26' 50''$ East 210.33 feet to the point and place of beginning.

CONTAINING 4.074 acres more or less.

FURTHER, BEING Venango County Assessment No. 25-03-01.

PARCEL NO. 3

ALL that certain piece or parcel of land situated in the Borough of Rouseville, Venango County, Pennsylvania, identified on a survey prepared by Norman P. Straub, Registered Surveyor, Surveyor # SU 1017-A, a copy of which is filed in Venango County Map Cabinet _____ (Map I.D. No. 4153), bounded and described as follows:

BEGINNING at a point at the intersection of the southerly right-of-way line of Willett Street and the westerly right-of-way line of Myers Street; thence South $8^{\circ} 36' 10''$ East 134.20 feet to a point; thence South $81^{\circ} 23' 50''$ West 15.78 feet to a point on the easterly right-of-way line of that railroad right-of-way now or formerly of Norfolk Southern Railroad Corporation; thence along said railroad right-of-way of Norfolk Southern Railroad Corporation North $35^{\circ} 6' 20''$ West 149.96 feet to the intersection of the easterly line of said railroad right-of-way of Norfolk Southern Railroad Corporation with the southerly right-of-way line of Willett Street; thence North $81^{\circ} 23' 50''$ East 82.70 feet along the southerly right-of-way line of Willett Street to the point and place of beginning.

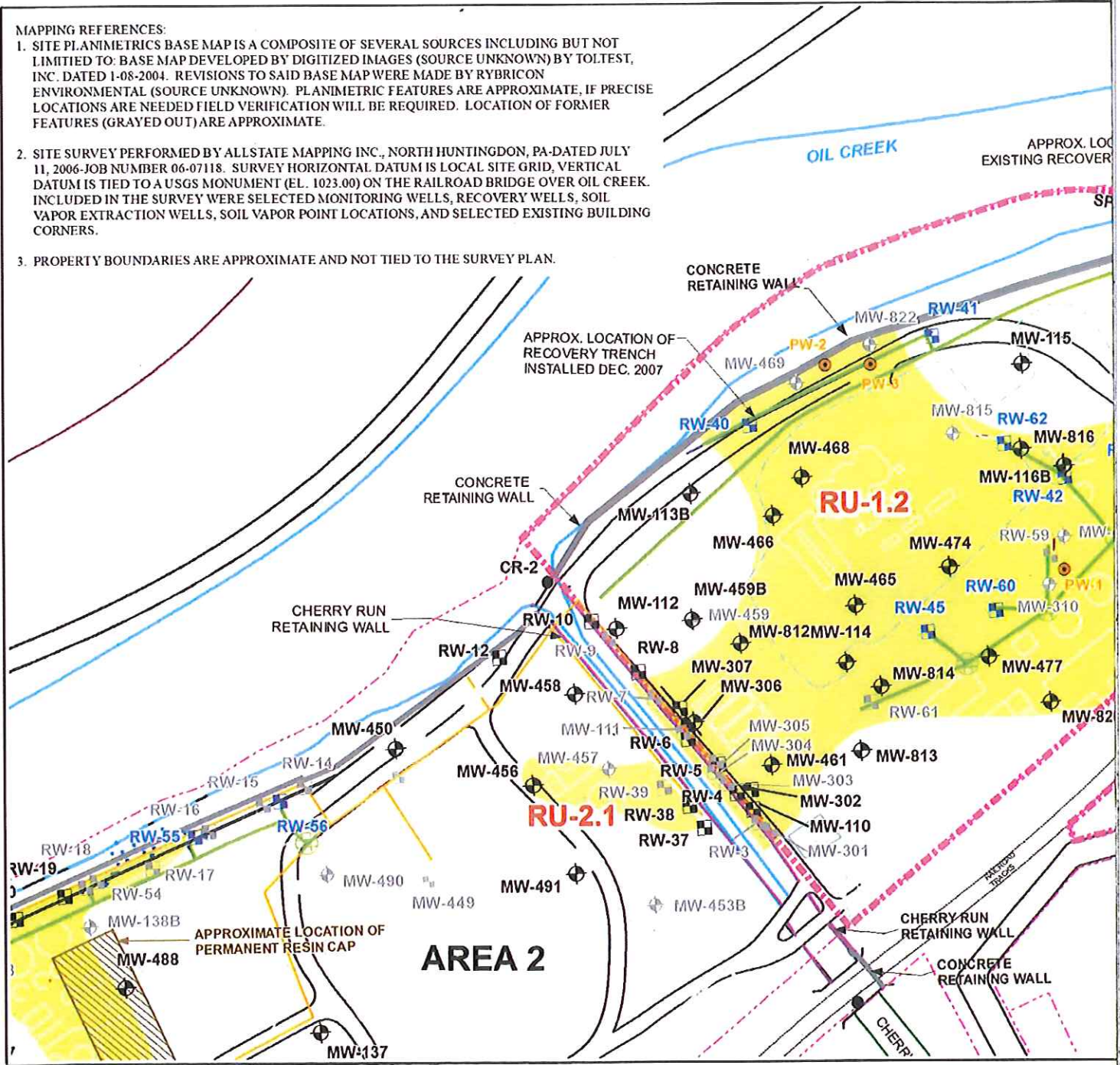
CONTAINING .152 acres more or less.

FURTHER, BEING Venango County Assessment No. 25-03-01.

Exhibit B

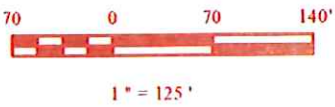
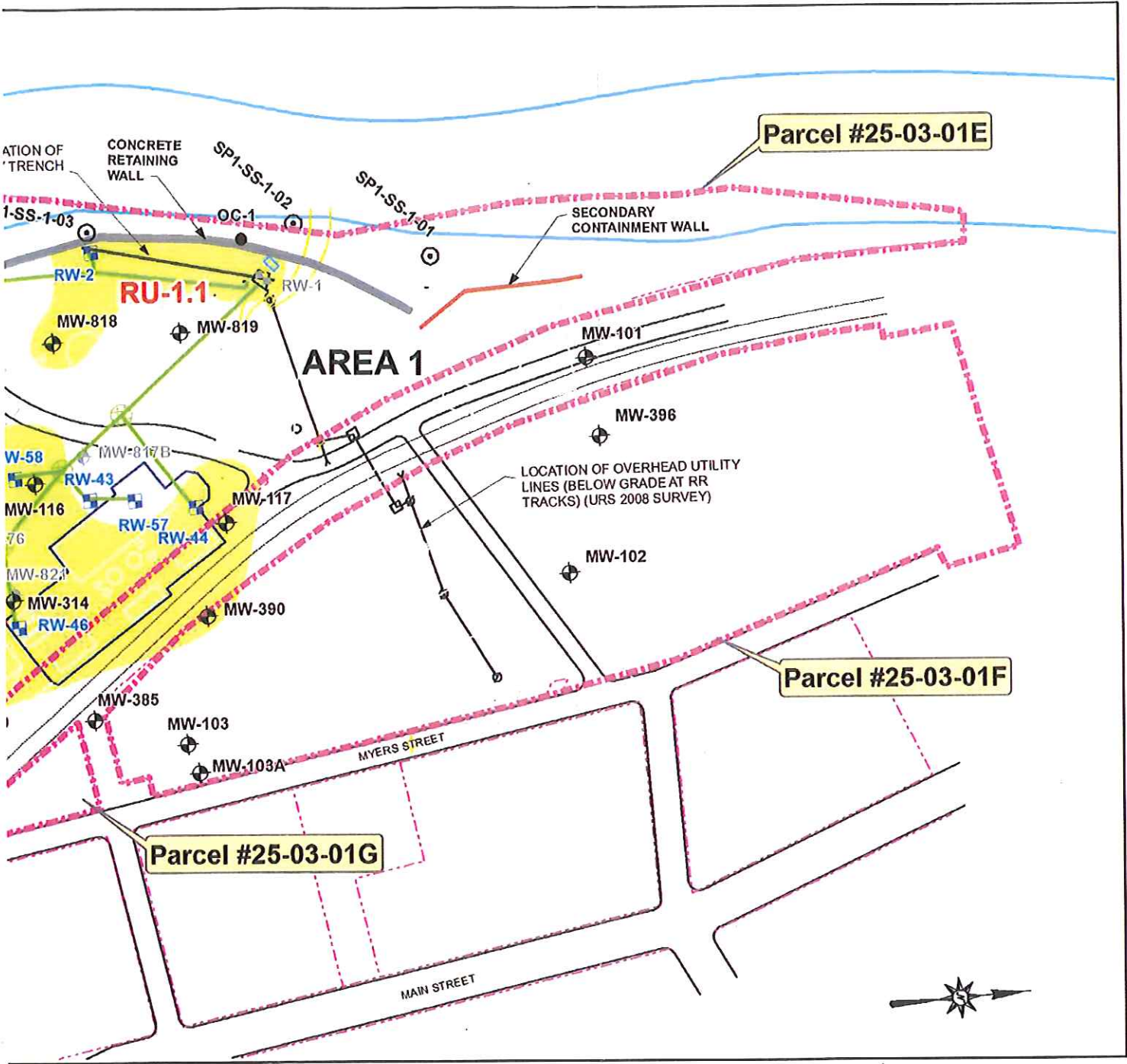
MAPPING REFERENCES:


1. SITE PLANIMETRICS BASE MAP IS A COMPOSITE OF SEVERAL SOURCES INCLUDING BUT NOT LIMITED TO: BASE MAP DEVELOPED BY DIGITIZED IMAGES (SOURCE UNKNOWN) BY TOLTEST, INC. DATED 1-08-2004. REVISIONS TO SAID BASE MAP WERE MADE BY RYBRICON ENVIRONMENTAL (SOURCE UNKNOWN). PLANIMETRIC FEATURES ARE APPROXIMATE, IF PRECISE LOCATIONS ARE NEEDED FIELD VERIFICATION WILL BE REQUIRED. LOCATION OF FORMER FEATURES (GRAYED OUT) ARE APPROXIMATE.
2. SITE SURVEY PERFORMED BY ALLSTATE MAPPING INC., NORTH HUNTINGDON, PA-DATED JULY 11, 2006-JOB NUMBER 06-07118. SURVEY HORIZONTAL DATUM IS LOCAL SITE GRID, VERTICAL DATUM IS TIED TO A USGS MONUMENT (EL. 1023.00) ON THE RAILROAD BRIDGE OVER OIL CREEK. INCLUDED IN THE SURVEY WERE SELECTED MONITORING WELLS, RECOVERY WELLS, SOIL VAPOR EXTRACTION WELLS, SOIL VAPOR POINT LOCATIONS, AND SELECTED EXISTING BUILDING CORNERS.
3. PROPERTY BOUNDARIES ARE APPROXIMATE AND NOT TIED TO THE SURVEY PLAN.



Legend

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| <ul style="list-style-type: none"> ⊕ MONITORING WELL ⊖ DEEP UNCONSOLIDATED MONITORING WELL ⊞ RECOVERY WELL ⊞ RECOVERY SUMP ⊞ TOTAL FLUIDS RECOVERY WELL ⊞ RECOVERY WELLS INSTALLED BY URS (NOVEMBER 2008) ⊞ SOIL VAPOR EXTRACTION WELL ⊞ SOIL VAPOR POINT LOCATIONS ⊞ MONITORING WELL DESTROYED OR ABANDONED ⊞ RECOVERY WELL DESTROYED OR ABANDONED ⊞ VAULT | <ul style="list-style-type: none"> ⊕ CRUDE PRODUCTION WELL ⊕ SURFACE WATER GAUGE - - - PROPERTY LINE - - - APPROX. LIMIT OF PONDED WATER (URS MAR. 2008 SURVEY) - - - APPROX. LOCATION OF REMEDIATION SYSTEM PIPING - - - LOCATION OF REMEDIATION SYSTEM PIPING INSTALLED BY URS 2007/2008 - - - SHEET PILE WALL - - - CONCRETE RETAINING WALL - - - RECOVERY TRENCH - - - CHERRY RUN RETAINING WALL - - - SECONDARY CONTAINMENT WALL |
|--|--|



FORMER PQS REFINERY PLANT #1 ROUSEVILLE, PENNSYLVANIA FACILITY ID #61-91604	
Oil Valley Development, LLC - Site Map Parcels 25-03-01E, 25-03-01F and 25-03-01G	
PREPARED BY:  12420 Milestone Center Drive Germantown, MD 20876	FIGURE 1