

GRANTOR: YOOKEL, Inc., A New York Corporation
PROPERTY ADDRESS: One Ben Fairless Drive, Falls Twp. Bucks County, 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 Falls Township, Bucks County.

The postal street address of the Property is: One Ben Fairless Drive.
The County Parcel Identification No. of the Property is: 13-51-1-1
The latitude and longitude of the center of the Property affected by this Environmental Covenant is: N 40° 09' 35.76" W 74° 46' 03.43".
The Property has been known by the following name(s): Proposed Samax 14.2-Acre Parcel.

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.** Yookel Inc., a New York Corporation, is the owner of the Property. The mailing address of the Owner is: 29 Riverside Avenue, Building 2, Newark, NJ 07104-4237.

3. **Holder(s) / GRANTEE.** The following is/are a "holder," as that term is defined in 27 Pa. C.S. § 6501, of this Environmental Covenant: United States Steel Corporation. The mailing address of the Holder is 600 Grant Street, Pittsburgh, PA 15219-2800.

4. **Description of Contamination & Remedy.**
Site Constituents of Concern (COCs) include Target Compound List (TCL) VOCs, TCL Semi-VOCs, PAHs, Polychlorinated Biphenyls (PCBs), and Priority Pollutant (PP) Metals in soils at the Site. An RIR/FR was prepared to document attainment of the Pennsylvania Nonresidential Statewide Health Standards under the Pennsylvania Land Recycling Program. The demonstration of attainment will pertain to Site soils only; groundwater will be addressed on a Site-wide basis at a later date. The soil Medium Specific Concentrations (MSCs) are based on non-use aquifer, non-residential criteria. The Site obtained a non-use aquifer designation from the PADEP in April 1999.

Remedial Investigation (RI) activities were completed between October

30, 2007 and November 1, 2007. A total of 32 soil samples were collected for laboratory analysis at across the 14.2-acre Site. Sample collection was biased based on field observations toward areas that indicated the greatest potential for impact from historic operations.

There were no TCL VOCs, TCL Semi-VOCs, PAHs, PCBs, or PP Metals detected in any soil samples analyzed at concentrations above their applicable Pennsylvania Direct Contact Non-Residential Statewide Health Soil criteria.

The Site is part of an industrial park and only non-residential uses of the Site are permitted for the future. The U. S. Steel Site has been designated as a non-use aquifer since April 1999. Currently, there are no withdrawals of groundwater for potable or non-potable purposes between the up gradient boundary of U. S. Steel Site and the Delaware River. Furthermore, the use of on-Site groundwater is restricted and all present and future use of groundwater from any source on the property shall be prohibited except for purposes of monitoring groundwater quality, as necessary.

By deed recordation, the uses of the subject property will be restricted to non-residential purposes and prohibit groundwater use.

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

- Grantor, its successors and assigns, shall not withdraw, use for human or animal consumption, industrial, agricultural or commercial applications, or otherwise disturb the groundwater on, upon or under the Premises, for any purpose whatsoever.
- Grantor hereby restricts the uses of this property to use as a non-residential property, as defined as, “any real property on which commercial, industrial, manufacturing or any other activity is done to further the development, manufacturing, or distribution of goods and services, intermediate and final business activities, research and development, warehousing, shipping, transport, remanufacturing, stockpiling of raw materials, storage, repair and maintenance of commercial machinery and equipment, and solid waste management. This term shall not include schools, day care centers, nursing homes or other residential-style facilities or recreational areas.” All residential use of the property for the housing of human beings is prohibited.

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 end of every January following the effective date of this Environmental Covenant, the Owner and each subsequent owner shall submit, to the Department and any Holder listed in Paragraph 3, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. The Owner and each subsequent owner shall submit, to the Department and any Holder listed in Paragraph 3, written documentation following transfer of the property, concerning 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.

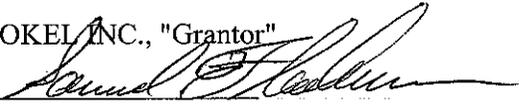
8. **Access by the Department.** In addition to any rights already possessed by the Department, this Environmental Covenant grants to the Department a right of access of the Property in connection with implementation or enforcement of this Environmental Covenant.

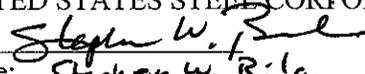
9. **Recordation & Proof & Notification.** Within 30 days after the date of the Department's approval, the Owner(s) shall file this Environmental Covenant with the Recorder of Deeds for each County in which the Property is located, and send a file-stamped copy of this Environmental Covenant to the Department 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.

10. **Termination or Modification.** This environmental covenant may only be terminated or modified in accordance with Section 9 of UECA, 27 Pa, C.S. § 6509.

11. **Department's address.** Communications with the Department regarding this Environmental Covenant shall be sent to: PADEP, ECP Manager, 2 East Main Street, Norristown, PA 19401.

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

Date: July 6, 2008
YOOKEL INC., "Grantor"
By: 
Name: Samuel Fleischman
Title: President

Date:
UNITED STATES STEEL CORPORATION, Grantee
By: 
Name: Stephen W. Bilan
Title: General Manager

Date:
APPROVED, by Commonwealth of Pennsylvania.
Department of Environmental Protection
By: _____
Name: Stephan Sinding
Title: ECP Manager

COMMONWEALTH OF PENNSYLVANIA) [other state, if executed outside PA]
COUNTY OF KINGS) NEW YORK
SS:

On this 6 day of July, 2008 before me, the undersigned officer, personally appeared AMUELELEVA [Owner, Grantor] who acknowledged himself/herself to be the person 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.

Yolanda Moskowitz
Notary Public

YOLANDA MOSKOVITS
Notary Public State of New York
No. 24-4602410
Qualified in Kings County
Commission Expires March 31, 2010
6/30/10

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF *Bucks*) SS:

On this 18th day of July, 2008, before me, the undersigned officer, personally appeared *Steph. W. Bink* [Holder, Grantee] who acknowledged himself/herself to be the person 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.

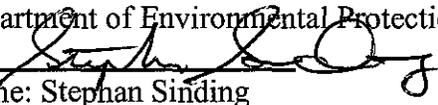
Judith L. Cochran
Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Judith L. Cochran, Notary Public
Falls Twp., Bucks County
My Commission Expires Mar. 7, 2010
Member, Pennsylvania Association of Notaries

Property Owner: Yookel Inc.
Property Address: One Ben Fairless Drive (Samax)

APPROVED, by Commonwealth of Pennsylvania,
Department of Environmental Protection

Date:

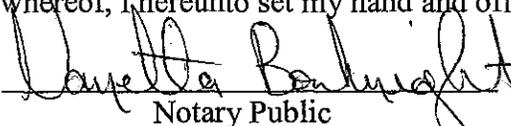
By: 
Name: Stephan Sinding
Title: Environmental Cleanup Program Manager
PADEP - SERO

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF BUCKS

On this 21st day of July, 2008, before me, the undersigned officer, personally appeared Stephan Sinding who acknowledged himself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.

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

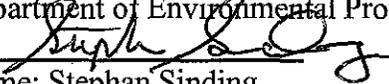

Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Vanetta Bouknight, Notary Public
Norristown Boro, Montgomery County
My Commission Expires Dec. 1, 2009
Member, Pennsylvania Association of Notaries

Property Owner: Yookel Inc.
Property Address: One Ben Fairless Drive (Samax)

APPROVED, by Commonwealth of Pennsylvania,
Department of Environmental Protection

Date:

By: 

Name: Stephan Sinding

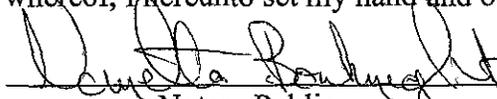
Title: Environmental Cleanup Program Manager
PADEP - SERO

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF BUCKS

On this 29th day of July, 2008, before me, the undersigned officer, personally appeared Stephan Sinding who acknowledged himself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.

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


Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Venetta Bouknight, Notary Public
Norristown Boro, Montgomery County
My Commission Expires Dec. 1, 2009
Member, Pennsylvania Association of Notaries

LEGAL DESCRIPTION
LOT NUMBER 10

ALL THAT CERTAIN tract of land situate in the Township of Falls, County of Bucks, Commonwealth of Pennsylvania, as shown on Plan Sheet 6 of 11, titled "Subdivision Plan", dated November 10, 1987, as prepared by Showalter and Associates of Chalfont, Pennsylvania.

BEGINNING on the right-of-way line of New Ford Mill Road N 09 49' 02" W, a distance of 700.80 feet; thence N 82 55' 37" E, a distance of 898.65 feet; thence S 07 04' 23" E, a distance of 700.00 feet; thence S 82 55' 37" W, a distance of 865.10 feet to the Point and Place of BEGINNING.

CONTAINING: 14.172 Acres

PROJECT NUMBER: 6183

DATE: December 1, 1987

Showalter & Associates

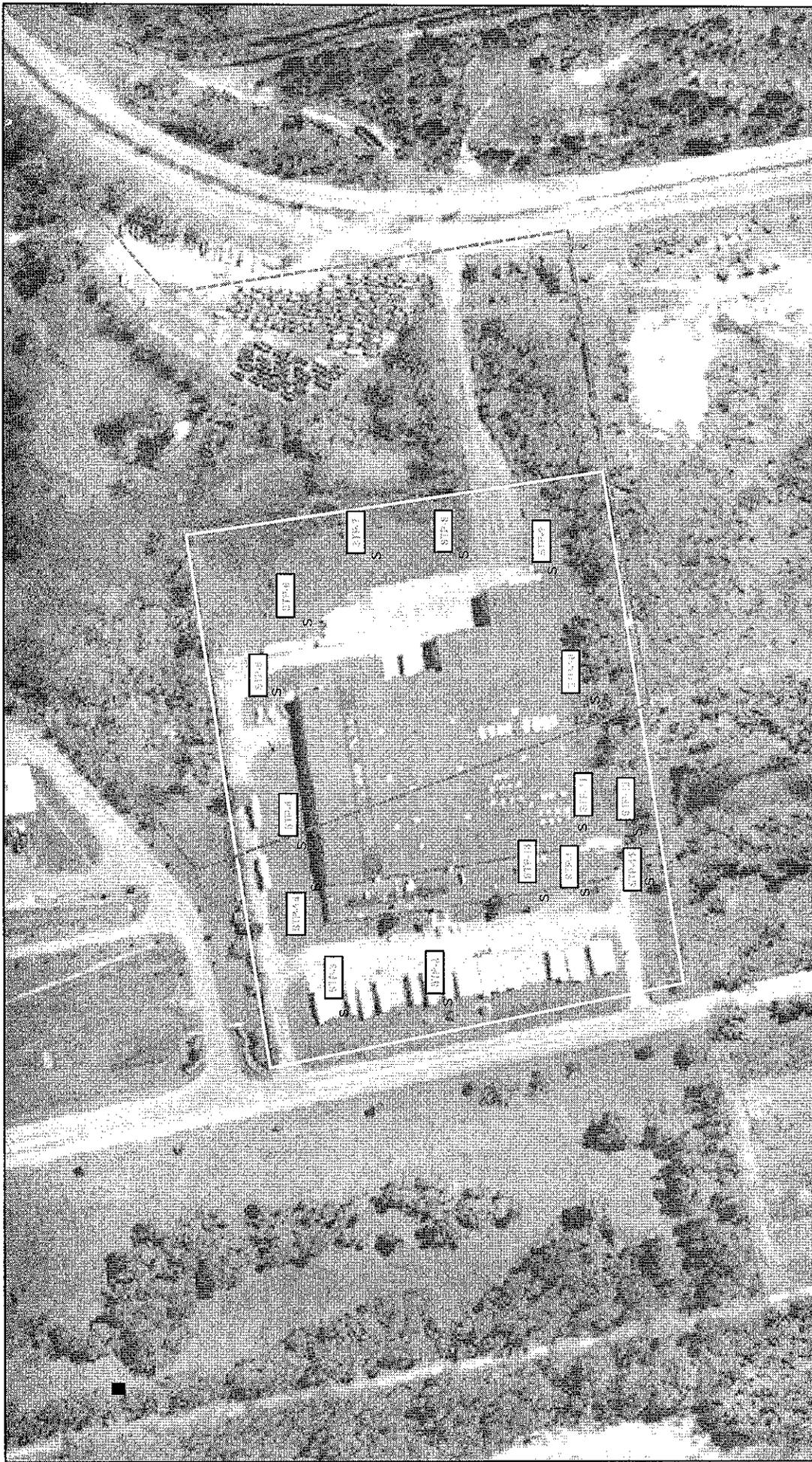


Figure 1 - Sample Location Plan (2004 Aerial Photography)
 Proposed Samax 14.2 Acre Parcel
 U.S. Steel Real Estate
 Keystone Industrial Port Complex
 Fairless Hills
 Pennsylvania

LANGAN
 ENGINEERING & ENVIRONMENTAL SERVICES
 30 South 17th Street, Suite 1300 Philadelphia, PA 19103
 P: 215-984-0540 F: 215-984-0671
 WWW.LANGAN.COM
 NEW JERSEY PENNSYLVANIA NEW YORK CONNECTICUT FLORIDA ILLINOIS
 NJ Certificate of Authorization No. Z49A27996-00

Project No.	2614001	Date	12/12/2007	Scale	1" = 150'	Drn. By	DMQ
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Legend
 Property Boundary - - - - - Approximate Borrow Pit (BP-2:1) Boundary
 S Test Pit Location

References:
 1. 2004 Aerial Photography purchased from mapmat.com.
 2. Samax plant study area plan provided by Showalter and Associates, October 24, 2007.
 3. Test pit locations were field surveyed with a handheld GPS unit by Langan on October 26, 2007.

Land Recycling Program

Submission Site for the Final Report Summaries

[Home](#) [Frequently Asked Questions](#)

Review a Final Report Summary

Final Report Summary

2008-04-04 11:43:54

Identification

Property Name: PROPOSED SAMAX 14.2-ACRE PARCEL

Property Descriptor: SAMAX 14.2-ACRE PARCEL

Address/Location

Address: 1 Ben Fairless Drive

City: Fairless Hills

Zip Code: 19030

Municipality

Name	Site Located
Falls township	<input checked="" type="checkbox"/>

County: Bucks

Latitude: +40° 9' 35.76" **Longitude:** -74° 46' 3.43"

Property Specifics

Size of property: 14.2 acres

Number of sites: 1

Combined acreage of sites: 14.2 acres

Remediation

Standards attained or special industrial area attainment. (Check all that apply. Can use multiple.)

- Background
- Statewide health
- Site-specific
- Special industrial area

Proposed future property use - scenario for which the attainment of Statewide Health standard is demonstrated

- Residential
- Non-residential

List of contaminants

Soils

Chemical_Name	CAS_Number	Mass Contaminant Treated or Removed (lbs.)	Mass Contaminant Managed on Site (lbs.)
OTHER COMPOUND NOT ON THE STATEWIDE HEALTH STANDARD LIST	000000-00-0	0.0	0.0
OTHER COMPOUND NOT ON THE STATEWIDE HEALTH STANDARD LIST	000000-00-0	0.0	0.0
OTHER COMPOUND NOT ON THE STATEWIDE HEALTH STANDARD LIST	000000-00-0	0.0	0.0
ACENAPHTHENE	000083-32-9	0.0	0.0
ACENAPHTHYLENE	000208-96-8	0.0	0.0
ACETONE	000067-64-1	0.0	0.0
ACETOPHENONE	000098-86-2	0.0	0.0
ANTHRACENE	000120-12-7	0.0	0.0
ANTIMONY	007440-36-0	0.0	0.0
ARSENIC	007440-38-2	0.0	0.0

ATRAZINE	001912-24-9	0.0	0.0
BENZENE	000071-43-2	0.0	0.0
BENZO[A]ANTHRACENE	000056-55-3	0.0	0.0
BENZO[A]PYRENE	000050-32-8	0.0	0.0
BENZO[B]FLUORANTHENE	000205-99-2	0.0	0.0
BENZO[GHI]PERYLENE	000191-24-2	0.0	0.0
BENZO[K]FLUORANTHENE	000207-08-9	0.0	0.0
BERYLLIUM	007440-41-7	0.0	0.0
BIPHENYL, 1,1-	000092-52-4	0.0	0.0
BIS(2-CHLOROETHOXY)METHANE	000111-91-1	0.0	0.0
BIS(2-CHLOROETHYL)ETHER	000111-44-4	0.0	0.0
BIS(2-CHLORO-ISOPROPYL)ETHER	000108-60-1	0.0	0.0
BIS[2-ETHYLHEXYL] PHTHALATE	000117-81-7	0.0	0.0
BROMODICHLOROMETHANE	000075-27-4	0.0	0.0
BROMOMETHANE	000074-83-9	0.0	0.0
BROMOPHENYL PHENYL ETHER, 4-	000101-55-3	0.0	0.0
BUTYL PHTHALATE, DI-N-	000084-74-2	0.0	0.0
BUTYLBENZYL PHTHALATE	000085-68-7	0.0	0.0
CADMIUM	007440-43-9	0.0	0.0
CARBAZOLE	000086-74-8	0.0	0.0
CARBON DISULFIDE	000075-15-0	0.0	0.0
CARBON TETRACHLORIDE	000056-23-5	0.0	0.0
CHLOROANILINE, P-	000106-47-8	0.0	0.0
CHLOROBENZENE	000108-90-7	0.0	0.0
CHLORODIBROMOMETHANE	000124-48-1	0.0	0.0
CHLOROETHANE	000075-00-3	0.0	0.0
CHLOROFORM	000067-66-3	0.0	0.0
CHLORONAPHTHALENE, 2-	000091-58-7	0.0	0.0
CHLOROPHENOL, 2-	000095-57-8	0.0	0.0
CHLOROPHENYL PHENYL ETHER, 4-	007005-72-3	0.0	0.0
CHROMIUM (III)	016065-83-1	0.0	0.0
CHRYSENE	000218-01-9	0.0	0.0
COPPER	007440-50-8	0.0	0.0
CRESOL, O- (METHYLPHENOL, 2-)	000095-48-7	0.0	0.0
CRESOL, P (METHYLPHENOL, 4-)	000106-44-5	0.0	0.0

CRESOL, P-CHLORO-M-	000059-50-7	0.0	0.0
CUMENE	000098-82-8	0.0	0.0
CYCLOHEXANE	000110-82-7	0.0	0.0
DIBENZO[A,H]ANTHRACENE	000053-70-3	0.0	0.0
DIBENZOFURAN	000132-64-9	0.0	0.0
DIBROMO-3-CHLOROPROPANE, 1,2-	000096-12-8	0.0	0.0
DIBROMOETHANE, 1,2- (ETHYLENE DIBROMIDE)	000106-93-4	0.0	0.0
DICHLOROBENZENE, 1,2-	000095-50-1	0.0	0.0
DICHLOROBENZENE, 1,3-	000541-73-1	0.0	0.0
DICHLOROBENZENE, P-	000106-46-7	0.0	0.0
DICHLOROBENZIDINE, 3,3'-	000091-94-1	0.0	0.0
DICHLORODIFLUOROMETHANE (FREON 12)	000075-71-8	0.0	0.0
DICHLOROETHANE, 1,1-	000075-34-3	0.0	0.0
DICHLOROETHANE, 1,2-	000107-06-2	0.0	0.0
DICHLOROETHYLENE, 1,1-	000075-35-4	0.0	0.0
DICHLOROETHYLENE, CIS-1,2-	000156-59-2	0.0	0.0
DICHLOROETHYLENE, TRANS-1,2-	000156-60-5	0.0	0.0
DICHLOROMETHANE (METHYLENE CHLORIDE)	000075-09-2	0.0	0.0
DICHLOROPHENOL, 2,4-	000120-83-2	0.0	0.0
DICHLOROPROPANE, 1,2-	000078-87-5	0.0	0.0
DICHLOROPROPENE, 1,3-	000542-75-6	0.0	0.0
DIETHYL PHTHALATE	000084-66-2	0.0	0.0
DIMETHYL PHTHALATE	000131-11-3	0.0	0.0
DIMETHYLPHENOL, 2,4-	000105-67-9	0.0	0.0
DINITRO-O-CRESOL, 4,6-	000534-52-1	0.0	0.0
DINITROPHENOL, 2,4-	000051-28-5	0.0	0.0
DINITROTOLUENE, 2,4-	000121-14-2	0.0	0.0
DINITROTOLUENE, 2,6- (2,6-DNT)	000606-20-2	0.0	0.0
ETHYL BENZENE	000100-41-4	0.0	0.0
FLUORANTHENE	000206-44-0	0.0	0.0
FLUORENE	000086-73-7	0.0	0.0
FLUOROTRICHLOROMETHANE (FREON 11)	000075-69-4	0.0	0.0
HEXACHLOROBENZENE	000118-74-1	0.0	0.0

HEXACHLOROBUTADIENE	000087-68-3	0.0	0.0
HEXACHLOROCYCLOPENTADIENE	000077-47-4	0.0	0.0
HEXACHLOROETHANE	000067-72-1	0.0	0.0
HEXANONE, 2- (METHYL N-BUTYL KETONE)	000591-78-6	0.0	0.0
INDENO[1,2,3-CD]PYRENE	000193-39-5	0.0	0.0
ISOPHORONE	000078-59-1	0.0	0.0
LEAD	007439-92-1	0.0	0.0
MERCURY	007439-97-6	0.0	0.0
METHYL ACETATE	000079-20-9	0.0	0.0
METHYL CHLORIDE	000074-87-3	0.0	0.0
METHYL ETHYL KETONE	000078-93-3	0.0	0.0
METHYL ISOBUTYL KETONE	000108-10-1	0.0	0.0
METHYL TERT-BUTYL ETHER (MTBE)	001634-04-4	0.0	0.0
METHYLNAPHTHALENE, 2-	000091-57-6	0.0	0.0
NAPHTHALENE	000091-20-3	0.0	0.0
NICKEL	007440-02-0	0.0	0.0
NITROANILINE, M-	000099-09-2	0.0	0.0
NITROANILINE, O-	000088-74-4	0.0	0.0
NITROANILINE, P-	000100-01-6	0.0	0.0
NITROBENZENE	000098-95-3	0.0	0.0
NITROPHENOL, 2-	000088-75-5	0.0	0.0
NITROPHENOL, 4-	000100-02-7	0.0	0.0
NITROSODI-N-PROPYLAMINE, N-	000621-64-7	0.0	0.0
NITROSODIPHENYLAMINE, N-	000086-30-6	0.0	0.0
OCTYL PHTHALATE, DI-N-	000117-84-0	0.0	0.0
PCB-1016 (AROCLOR)	012674-11-2	0.0	0.0
PCB-1221 (AROCLOR)	011104-28-2	0.0	0.0
PCB-1232 (AROCLOR)	011141-16-5	0.0	0.0
PCB-1242 (AROCLOR)	053469-21-9	0.0	0.0
PCB-1248 (AROCLOR)	012672-29-6	0.0	0.0
PCB-1254 (AROCLOR)	011097-69-1	0.0	0.0
PCB-1260 (AROCLOR)	011096-82-5	0.0	0.0
PENTACHLOROPHENOL	000087-86-5	0.0	0.0
PHENANTHRENE	000085-01-8	0.0	0.0
PHENOL	000108-95-2	0.0	0.0

PYRENE	000129-00-0	0.0	0.0
SELENIUM	007782-49-2	0.0	0.0
SILVER	007440-22-4	0.0	0.0
STYRENE	000100-42-5	0.0	0.0
TETRACHLOROETHANE, 1,1,2,2-	000079-34-5	0.0	0.0
TETRACHLOROETHYLENE (PCE)	000127-18-4	0.0	0.0
THALLIUM	007440-28-0	0.0	0.0
TOLUENE	000108-88-3	0.0	0.0
TRIBROMOMETHANE (BROMOFORM)	000075-25-2	0.0	0.0
TRICHLORO-1,2,2-TRIFLUOROETHANE, 1,1,2-	000076-13-1	0.0	0.0
TRICHLOROBENZENE, 1,2,4-	000120-82-1	0.0	0.0
TRICHLOROETHANE, 1,1,1-	000071-55-6	0.0	0.0
TRICHLOROETHANE, 1,1,2-	000079-00-5	0.0	0.0
TRICHLOROETHYLENE (TCE)	000079-01-6	0.0	0.0
TRICHLOROPHENOL, 2,4,5-	000095-95-4	0.0	0.0
TRICHLOROPHENOL, 2,4,6-	000088-06-2	0.0	0.0
VINYL CHLORIDE	000075-01-4	0.0	0.0
XYLENES (TOTAL)	001330-20-7	0.0	0.0
ZINC AND COMPOUNDS	007440-66-6	0.0	0.0

Groundwater

Chemical_Name	CAS_Number	Mass Contaminant Treated or Removed (lbs.)	Mass Contaminant Managed on Site (lbs.)
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Remediation

Number of sampling rounds for groundwater attainment: 0

Special Features

Non-use aquifer approval date: 1999-04-09

Area-wide background approval date: 0

Amount of waste removed other than soil or groundwater (cubic yards): 0.0

Municipal ordinance prohibiting groundwater use:

Describe the nature of the prohibition and identify the jurisdictional municipal entity here.

Post remediation care plan:

Enter postremediation obligation here.

Other Programs

Key Site

Multi-site Agreement; Date: 0

Enterprise Zone

Keystone Opportunity Zone

Administrative

Municipality request for public involvement plan

Deed notification

Deed acknowledgment:

Enter the text of the acknowledgment language for your site here.

Deed restriction:

Non-residential use and prohibition on use of groundwater except for purposes of monitoring groundwater, if necessary.

Cleanup cost (\$): 0.0

Jobs created/saved: 0

Narrative

The subject Site encompasses about 14.2-acres of land and is situated in the western portion of the KIPC. The Site was never directly associated with steel making operations. About 7.5-acres of the subject property is located within a former Borrow Pit area identified as BP-21. The property was used as a sand and gravel borrow pit to support construction of the Fairless Works in the early 1950's. The

borrow pit was filled from 1952-1966 when the buildings for the former National Can Operations were constructed on the subject Site. According to a Preliminary Assessment report, dated August 21, 1989, National Can (formerly known as American National Can Company) leased the subject property in 1967 from U.S. Steel and sublet the building in 1983 as a warehouse. Reportedly, the building stored Lenox china, automobile tires, and various paper products between 1983 and 1989. According to U.S. Steel representatives, Foamex was the last tenant to utilize the building as a warehouse from 2001 to 2006. The subject property is currently vacant and is occupied by a 172,732 square foot warehouse, 4,916 square feet of office space and 112 paved parking spaces. A copy of a portion of the Trenton West and East, New Jersey, USGS quadrangle map identifying the location of the subject property is included as Attachment 1 - Site Location Map. A copy of the most recent aerial photograph is included as Attachment 2 - Site Location Plan. On October 30, 2007 through November 1, 2007, a total of 15 test pits were excavated throughout the subject property to characterize soil conditions. Generally one test pit was performed per every one acre to assess site wide soil conditions and test pit locations were biased to any potential areas of environmental concern. From these test pits a total of 32 soil samples were collected for laboratory analysis at the 15 locations across the 14.2 acre site. Analytical results for collected soil samples were analyzed for Target Compound List (TCL) Volatile Organic Compounds (VOCs) using US EPA Method 8260B, Semi-volatile Organic Compounds (SVOCs) using US EPA Method 8270C, Priority Pollutant Metals (PP Metals) using US EPA Method 6020, and Polychlorinated Biphenyls (PCBs) using US EPA Method 8082. PAHs were analyzed by using US EPA Method 8270C by Low Level analyses to ensure that the reporting limit is below the applicable PADEP MSCs. All 32 soil samples collected support attainment of the Act 2 Non-Residential Statewide Health Soil MSCs and the PADEP Non-Residential Non-Use Aquifer Soil to Groundwater MSCs for VOCs, SVOCs, PAHs, PP Metals, and PCBs. The soil to groundwater pathway MSCs are based on the non-use aquifer criteria as the site obtained a non-use aquifer designation from the PADEP on April 9, 1999. The site is part of an industrial park and only non-residential uses of the property will be permitted in the future. By deed recordation, the uses of the subject property will be restricted to non-residential use. A Remedial Investigation/Final Report will be submitted to document the site characterization activities performed and demonstrate attainment of the Act 2 Non-Residential Statewide Health Standards for these soils.

Remediator/Property Owner/Consultant

Contact Person: Jeffrey Smith

Title: Consultant

Phone Number: 215-864-0640 extension 2934

Email Address: jsmith@langan.com

Company Name: Langan Engineering and Environmental Services

Address: 30 South 17th Street, Suite 1300
Philadelphia, PA 19103

Contact Person: Kathleen Mayher

Title: Remediator

Phone Number: 412-433-6315

Email Address: KMMayher@uss.com

Company Name: United States Steel Corp.

Address: 600 Grant Street
Pittsburgh, PA 15219

Attachments (Note: Click the file name will open a new window.)

Print this final report summary

Update this final report summary

Update another final report summary

Review another final report summary

Submit another final report summary



Pennsylvania Department of Environmental Protection

2 East Main Street
Norristown, PA 19401
June 6, 2008

Southeast Regional Office

Phone: 484-250-5960
Fax: 484-250-5961

Mr. Jeffery Smith
Langan Engineering & Environmental Services
30 South 17th Street, Suite 1300
Philadelphia, PA 19103

Re: ECP - Land Recycling Program
U.S. Steel Fairless Works 14.2 Acres (KIPC)
EFACTS No. 691444
1 Ben Fairless Drive
Falls Township
Bucks County

Dear Mr. Smith:

The Department of Environmental Protection (Department) has received and reviewed the March 31, 2008, document titled "Act 2 Remedial Investigation/Final Report," for the property located at the former U.S. Steel Fairless Works, proposed Samax 14.2-acre parcel, Fairless Hills, Pennsylvania. The report was prepared by Langan Engineering & Environmental Services and submitted to the Department in accordance with the Land Recycling and Environmental Remediation Standards Act (Act 2) and constitutes a "Final Report" as defined in Chapter 3, Section 304 of Act 2.

A Final Report summary has been attached which describes the area(s) of the property characterized, contaminants identified, remediation performed, and standards attained. A figure depicting the areal extent and the reference coordinates of the sites remediated is included. The Department approves this report for the substances identified and remediated to an Act 2 standard within the site(s) specified. Chapter 5, Section 501 of Act 2, provides the liability protection where attainment of Act 2 cleanup standards is demonstrated. Cleanup liability protection provided by this chapter applies to the current and future owner or any other person who participated in the remediation; a person who develops or occupies the site; successor or assign of any person to whom liability protection applies; and public utility to the extent the public utility performs activities on the identified site.

The approval is conditioned upon the execution of the Environmental Covenants (EC) (acceptable to and approved by this Department, and consistent with the engineering and institutional controls in the Final Report and Final Report Summary) pursuant to the Uniform Environmental Covenant Act, 27 Pa.C.S. Sections 6501-6517, within two (2) weeks from the date of this letter.

Although remediation for soil under Act 2 is now complete for this site, you are advised that any future earth disturbance or development may require either approvals or permits from the appropriate county soil conservation district. Therefore, you should contact the conservation district before engaging in any such activities.

Thank you for your cooperation in working with the Department in the remediation of this site. Your efforts are helping to return land to productive use and prevent the needless loss of greenspace across the Commonwealth.

If you have any questions or need further information regarding this matter, please contact the Environmental Cleanup Program.

Sincerely,



Stephan Sinding
Regional Manager
Environmental Cleanup

Attachment

cc: Mr. Payne
Mr. Reyda
Ms. Bass
Mr. Gallagher
Ms. Fries
Mr. N. Molina
Mr. Hartzell
Falls Township
Bucks County Health Department
Bucks County Conservation District
Ms. Mayher – U.S. Steel Corporation
Mr. Casselberry – U.S. Steel Corporation
(joh08)158

Bernd Hefe
<hefelelaw@optonline.net>
07/15/2008 10:28 AM

To Robert F Casselberry <RFCasselberry@uss.com>
cc
bcc
Subject RE: Uniform Environmental Covenant

Samuel Fleischman President

From: Robert F Casselberry [mailto:RFCasselberry@uss.com]
Sent: Tuesday, July 15, 2008 7:35 AM
To: Bernd Hefe
Subject: RE: Uniform Environmental Covenant

Bernd,

I have the uniform environmental covenant, but need a bit more information. The UEC is signed, but I can't make out the name of the signer, and the TITLE of the signer is blank. Could you forward the name and title of the individual who signed? I will have it typed in and e-mail you a copy of the corrected document before I send it to the PADEP.

Robert F. Casselberry
General Attorney
United States Steel Corporation
Phone: 412-433-2855
Fax: 412-433-2811



USS Real Estate
One Ben Fairless Drive
Fairless Hills, PA 19030
215-736-4065
FAX: 215-736-3940

Stephen W. Bilan, P.E.
General Manager - East
swbilan@uss.com

July 21, 2008

VIA FED-EX

Mr. Stephan Sinding, Regional Manager
Environmental Cleanup
Pennsylvania Department of Environmental Protection
2 East Main Street
Norristown, PA 19401

Subject: ECP – Land Recycling Program
U.S. Steel Fairless Works 14.2 Acres (KIPC)
EFACTS No. 69144
1 Ben Fairless Drive
Falls Township
Bucks County:

Dear Mr. Sinding:

As required in your June 6, 2008 letter to Langan Engineering & Environmental Services, enclosed is the Environmental Covenant for the SAMAX site at KIPC.

Thank you for your assistance in this matter.

Very truly yours,

Stephen W. Bilan
General Manager – East

cc: Cheryl Collins/T. M. White
Robert F. Casselberry

RECEIVED
DEP-SERO
ECP/WASTE MGMT.
2008 JUL 22 PM 2:11

GRANTOR: United States Steel Corporation
PROPERTY ADDRESS: One Ben Fairless Drive, Falls Twp. Bucks County, 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 Falls Township, Bucks (County).

The postal street address of the Property is: One Ben Fairless Drive.

The County Parcel Identification No. of the Property is: 13-51-1, 13-51-1-14, and 13-51-1-15.

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: N 40° 09' 33.6" W 74° 45' 15.5".

The Property has been known by the following name(s): Proposed Gamesa 73.86-Acre Expansion Project.

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.** United States Steel Corporation is the owner of the Property. The mailing address of the Owner is: 600 Grant Street, Pittsburgh, Pennsylvania 15219-2800.

3. **Description of Contamination & Remedy.**
Site Constituents of Concern (COCs) include Target Compound List (TCL) VOCs, TCL Semi-VOCs, PAHs, Polychlorinated Biphenyls (PCBs), and Priority Pollutant (PP) Metals in soils at the Site. An RIR/Cleanup Plan/FR was prepared to document attainment of the Pennsylvania Site Specific and Statewide Health Standards under the Pennsylvania Land Recycling Program. The release of liability will pertain to Site soils only; groundwater will be addressed on a Site-wide basis at a later date. The direct contact soil Medium Specific Concentrations (MSCs) are based on non-residential criteria. The soil to groundwater pathway MSCs are based on the non-use aquifer criteria because the Site obtained a non-use aquifer designation from the PADEP in April 1999.

Remedial Investigation (RI) activities were completed between July 2006 and May 2008. A total of 116 soil samples were collected for laboratory analysis at across the 73.86- acre Site. Sample collection was biased based on field observations toward areas that indicated the greatest potential for impact from historic operations.

In general, soil samples collected for laboratory analysis were collected from 0.0 to 2.0 feet below ground surface (bgs) and from 14.5 to 15.0 feet bgs for the Site-wide characterization activities.

There were no TCL VOCs, TCL Semi-VOCs, PAHs, PCBs, or PP Metals detected in any soil samples analyzed at concentrations above their applicable Pennsylvania Direct Contact Non-Residential Statewide Health Soil criteria except for dibenzofuran in test pit GWTP-9_7.5-8.0 and benzo (a) pyrene in test pit GWTP-4_1.5-2.0. Consistent with Section 250.707 of the Act, 75%/10x rule was applied for the direct contact exceedence of benzo (a) pyrene. For dibenzofuran the direct contact and soil to groundwater pathways were evaluated and a Site specific risk assessment was conducted to demonstrate attainment of the Site Specific Standard.

The Site is part of an industrial park and only non-residential uses of the Site are permitted for the future. The U. S. Steel Site has been designated as a non-use aquifer since April 1999. Currently, there are no withdrawals of groundwater for potable or non-potable purposes between the up gradient boundary of U. S. Steel Site and the Delaware River. Furthermore, the use of on-Site groundwater is restricted and all present and future use of groundwater from any source on the property shall be prohibited except for purposes of monitoring groundwater quality, as necessary.

By deed recordation, the uses of the subject property will be restricted to non-residential purposes and prohibit groundwater use.

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

- Grantor its successors and assigns shall not withdraw, use for human or animal consumption, industrial, agricultural or commercial applications, or otherwise disturb the groundwater on, upon or under the Premises, for any purpose whatsoever.
- Grantor hereby restricts the uses of this property to use as a non-residential property, as defined as, "any real property on which commercial, industrial, manufacturing or any other activity is done to further the development, manufacturing, or distribution of goods and services, intermediate and final business activities, research and development, warehousing, shipping, transport, remanufacturing, stockpiling of raw materials, storage, repair and maintenance of commercial machinery and equipment, and solid waste management. This term shall not include schools, day care centers, nursing homes or other residential-style facilities or recreational areas." All residential use of the property for the housing of human beings is prohibited.

5. **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.

6. **Compliance Reporting.** By the end of every January following the effective date of this Environmental Covenant, the Owner and each subsequent owner shall submit, to the Department, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. The Owner and each subsequent owner shall submit, to the Department, written documentation following transfer of the property, concerning 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.

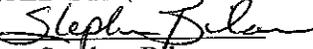
7. **Access by the Department.** In addition to any rights already possessed by the Department, this Environmental Covenant grants to the Department a right of access of the Property in connection with implementation or enforcement of this Environmental Covenant.

8. **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).

9. **Termination or Modification.** This environmental covenant may only be terminated or modified in accordance with Section 9 of UECA, 27 Pa, C.S. § 6509.

10. **Department's address.** Communications with the Department regarding this Environmental Covenant shall be sent to: PADEP, ECP Manager, 2 East Main Street, Norristown, PA 19401

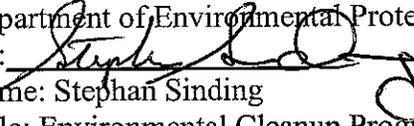
ACKNOWLEDGMENTS by Owner(s) and any Holder(s), in the following form:

Date: UNITED STATES STEEL CORPORATION "Grantor"
By: 
Name: Stephen Bilan
Title: General Manager, USR

Property Owner: United States Steel Corporation
Property Address: Gamesa Expansion
One Ben Fairless Drive
Falls Township, Bucks County

Date:

APPROVED, by Commonwealth of Pennsylvania,
Department of Environmental Protection

By: 

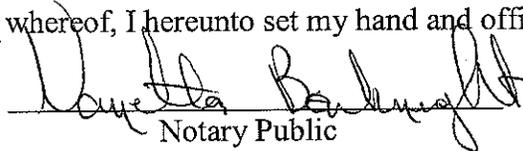
Name: Stephan Sinding
Title: Environmental Cleanup Program Manager
PADEP - SERO

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF BUCKS

On this 24 day of September, 2008, before me, the undersigned officer,
personally appeared Stephan Sinding who acknowledged himself to be the person whose
name is subscribed to this Environmental Covenant, and acknowledged that he executed
same for the purposes therein contained.

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


Notary Public

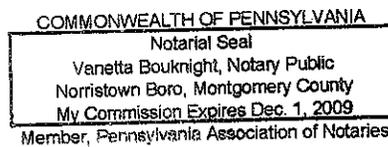


Exhibit A

LEGAL DESCRIPTION
for
Proposed Gamesa Property Boundary Expansion
Within KEYSTONE Industrial Port Complex

ALL THAT CERTAIN tract of land situated in the Township of Falls, County of Bucks, Commonwealth of Pennsylvania as shown on Figure 2 - Sample Location Plan with 2007 Aerial Photography Proposed Gamesa Property Boundary Expansion – 73.86 acre parcel prepared for U.S. Steel Real Estate dated May 21, 2008 by Langan Engineering and Environmental Services, Philadelphia, Pennsylvania bounded and described as follows to wit:

BEGINNING at a corner, said corner being the intersection of the right of way line of Gamesa Drive(80 feet wide), Steel Road South (80 feet wide) and running thence; 1) along the northerly right of way line of Gamesa Drive, S 90°00'00" E, a distance of 542.68 feet to a point; 2) through lands of U.S. Steel, N 00°00'00" E, a distance of 64.00 feet to a point; 3) through same, N 11°55'03" E, a distance of 787.98 feet to a point; 4) through same, S 90°00'00" E, a distance of 1157.09 feet to a point; 5) through same, S 00°00'00" W, a distance of 835.00 feet to a point; 6) along northerly right of way line of Gamesa Drive, N 90°00'00" W, a distance of 20.00 feet to a point; 7) crossing Gamesa Drive, S 00°00'00" W, a distance of 58.13 feet to a point; 8) along the southerly side of Gamesa Drive, N 90°00'00" W, a distance of 695.50 feet to a point; 9) along Gamesa Parcel, S 00°00'00" W, a distance of 1572.87 feet to a point; 10) along same, S 90°00'00" E, a distance of 389.00 feet to a point; 11) along same, N 00°00'00" W, a distance of 43.00 feet to a point; 12) along same, S 90°00'00" E, a distance of 137.75 feet to a point; 13) along same, N 90°00'00" E, a distance of 685.04 feet to a point; 14) along same, S 90°00'00" E, a distance of 188.25 feet to a point; 15) along other lands of U.S. Steel, S 00°00'00" W, a distance of 2362.09 feet to a point; 16) through same, N 30°42'26" W, a distance of 3546.31 feet to a point; 17) along Steel Road South, N 00°00'00" E, a distance of 129.99 feet to a corner, said corner being the true PLACE OF BEGINNING.

CONTAINING: 73.86 Acres

PROJECT NO: 97022

DATE: August 20, 2008

Exhibit B

