

When recorded, return to:

Mr. Paul F. Sybert
Calumet Penreco, LLC
138 Petrolia Street, Karns City, PA 16041

GRANTOR\OWNER\HOLDER\GRANTEE: Calumet Penreco, LLC.
2780 Waterfront Pkwy. E. Dr. Suite 200
Indianapolis, IN 46214

PROPERTY:

The County Parcel Identification Nos. of the Property is: 440-S1-D1, 440-S1-D8, 440-S1-D4, 440-S1-D1B, 440-S1-A11, 150-1F27-20, 150-1F25-2W, 150-S2-A9

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 U.S. Environmental Protection Agency, Region III (EPA).

1. **Property affected.** The property described (Property) in this Environmental Covenant is set forth in the following county parcels which are identified as follows: 440-S1-D1, 440-S1-D8, 440-S1-D4, 440-S1-D1B, 440-S1-A11, 150-1F27-20, 150-1F25-2W, and 150-S2-A9.

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: 40.996675, -79.725188

The Property has been known by the following name(s): Pennsylvania Refining Company, Calumet Penreco Karns City Facility

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. **GRANTOR\OWNER\HOLDER\GRANTEE.** Calumet Penreco, LLC is the Owner of the Property and the GRANTOR and GRANTEE/Holder of this Environmental Covenant.

3. The mailing address of the Owner is:
2780 Waterfront Pkwy. E. Dr., Suite 200
Indianapolis, IN 46214

DUPLICATE

4. **Description of Contamination & Remedy.** From 1878 to 1972, the Property was used to process local crude oil. From 1972 to the present, the Facility has manufactured specialty and high-purity petroleum products used primarily in cosmetics, pharmaceuticals, personal care, and food-grade products. Primary contaminants found in groundwater at the Property included petrochemicals such as benzene, toluene, ethyl benzene, and xylenes, as well as sheens of oily product (floating separate-phase liquid, or FSPH) that had historically entered and impacted the South Branch of Bear Creek.

An unpermitted 18-acre landfill at the Property, referred to as the Upper Disposal Area (UDA), was used from 1935 to 1985 to dispose of oil/water separator sludge, fly ash, filter cake, bauxite, spent Oleum, construction debris, and miscellaneous refuse. In December 1985, the Owner submitted a closure plan (1985 Closure Plan) to the Pennsylvania Department of Environmental Protection (PADEP) for the UDA that specified procedures for the excavation and treatment of waste material in the UDA, requirements for the liner and earth cover, erosion and sedimentation control, final grading and vegetation, and procedures for leachate collection, groundwater monitoring, and long-term maintenance of the UDA. From 1988 to 1990, the UDA was closed by the Owner under PADEP oversight in accordance with the 1985 Closure Plan by capping it with a soil cover and installing a leachate collection system. As of the effective date, leachate from the UDA is treated for acidity and discharged via a National Pollution Discharge Elimination System permitted outfall to the South Branch of Bear Creek.

The Lower Disposal Area (LDA), which was approximately 0.75-acre in size and has been inactive since 1955, was comprised of an acid sludge pit formerly used to dispose of spent Oleum waste and a tar pit formerly used to dispose of hardened wax residue. Material disposed of in the LDA was removed between 1987 and 1988. Most of this material was placed in the UDA; the remainder of the material was blended with fuel oil and used as fuel at the Facility. Two feet of cover soil was placed over the LDA, which was then graded and seeded.

Environmental investigations were conducted at the Property by the Owner from 1993 to 1996 in an effort to evaluate subsurface conditions at the Property. Soil sampling results from these investigations were all below Pennsylvania's Act 2 Statewide Health Standards. Benzene concentrations above the Maximum Contaminant Level were detected in three monitoring wells, and Floating Separate Phase Hydrocarbons (FSPH), which was primarily composed of kerosene, were detected in several wells.

In 1998, the Owner submitted a Corrective Action Plan to PADEP, which was subsequently revised in 1999 ("1999 Revised Corrective Action Plan"), to address the widespread occurrence of FSPH. A dual-phase recovery system was installed along the South Branch of Bear Creek to intercept and treat FSPH and groundwater prior to discharge to the South Branch of Bear Creek. This recovery system became operational in November 1999 and continued to operate until 2010 when a temporary shutdown was commenced to determine whether the recovery system was still necessary. During the temporary shutdown, quarterly monitoring of FSPH thickness showed little change in thickness or migration. To confirm that residual amounts of FSPH were not reaching or impacting the South Branch of Bear Creek via groundwater discharge to surface water, EPA requested that the Owner sample surface water in locations upstream, downstream,

and midstream of the facility. In July 2012, no volatile organic compounds or heavy metals were detected in the surface water samples collected during low-flow conditions at that time. As a result, EPA approved the permanent shutdown of the recovery system in September 2012.

As of December 18, 2015, two out of the 30 wells have yet to meet the removal criteria as specified in the 1999 Revised Corrective Action Plan. These two wells continue to be monitored.

The Property is located within an approximately 60-square-mile area known as the Bear Creek Area Chemical Site (BCACS), which has been impacted by contamination from multiple industries and disposal areas within its boundaries. Groundwater beneath a portion of the BCACS has also been impacted; as a result, PADEP ordered responsible parties to fund a public water system to serve this area. The public water system, which was completed in 2006, supplies potable water to an approximately 10-square-mile area, which includes the Property.

PADEP has also prohibited domestic use of the groundwater within the BCACS and the municipalities within the BCACS have adopted mandatory hook up ordinances to protect public health. On December 12, 2005, the Borough of Karns City enacted Ordinance 122 pursuant to Article XXIV, Section 2461 of the Karns City Borough Code. Ordinance 122 requires, among other things, mandatory connections to the public water supply by properties abutting a public water main and needing potable water, the abandonment of groundwater supply wells for potable use, and sets forth procedures and penalties for non-compliance with the ordinance. Since the Facility is located within the BCACS boundary, the groundwater beneath the Facility is prohibited from being used for domestic purposes pursuant to Ordinance 122.

On September 29, 2014, EPA issued a Final Decision and Response to Comments (FDRTC) in which it selected the Final Remedy for the Facility. EPA determined that the Commonwealth of Pennsylvania Residential Statewide Health Standards for direct contact with soils are protective of human health and the environment for individual contaminants at the Facility since they meet or are more conservative than EPA's acceptable risk range for residential use. The FDRTC and the administrative record is located at the EPA Region III office below and can be reviewed upon request. Contaminants remaining in Facility soils meet the Pennsylvania Residential Statewide Health Standards for direct contact for residential use, except for the UDA. Therefore, no land use restrictions are required other than the requirement to maintain the UDA cap. Since all waste material was removed from the LDA, no restrictions are required in this area.

EPA has also determined that given the large scale groundwater contamination through the BCACS, remediation of Facility groundwater would require corrective measures of such magnitude and complexity that it would be technically impracticable to do so. In addition, remediation of Facility groundwater would provide no significant reduction in risk to actual or potential receptors given that PADEP has required that a public water supply system serve BCACS and domestic uses of groundwater in BCACS has been prohibited.

5. **Activity & Use Limitations.** The Property is subject to the following activity and use limitations, which the then current owner of the Property, and its tenants, agents, employees and other persons under its control, shall abide by:

- In accordance with the 1985 Closure Plan, the UDA cap shall continue to be operated and maintained, to include the prohibition of intrusive operations into or the construction of any structure over the cap without prior notification to and written approval by EPA.
- In accordance with the 1985 Closure Plan, the leachate collection system will continue to be operated and maintained.
- In accordance with the 1999 Revised Corrective Action Plan, FSPH will continue to be monitored and removed from the two remaining impacted groundwater wells until the applicable removal criteria are met.
- Groundwater beneath the Property shall not be used for any purpose other than industrial usage and for the performance of the operation, maintenance, and monitoring activities required by EPA, unless it is, (a) demonstrated to EPA that such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy and, (b) EPA provides prior written approval for such use.

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 EPA's approval of this Environmental Covenant, the then current owner of the Property shall submit, to EPA 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. In addition, within thirty (30) days after, a) written request by EPA, b) transfer of title of the Property or of any part of the Property affected by this Environmental Covenant, c) noncompliance with Paragraph 5 of this Environmental Covenant (Activity and Use Limitations), d) an application for a permit or other approval for any building or site work that could affect contamination on any part of the Property, the then current owner will send a report to EPA and any Holder. The report will state whether or not there is compliance with Paragraph 5 (Activity and Use Limitations). If there is noncompliance, the report will state the actions that will be taken to assure compliance.

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

9. **Recording and Notification of Recording.** Within thirty (30) days after the date of EPA's approval of this Environmental Covenant, the Grantor shall file this Environmental Covenant with the Recorder of Deeds for Butler County, and send a file-stamped copy of this Environmental Covenant to EPA within ninety (90) days of the EPA's approval of this

Environmental Covenant. Within the ninety (90) day period, the Grantor also shall send a file-stamped copy to the Karns City Borough, located in Butler County, Pennsylvania.

10. **Termination or Modification.**

(a) This Environmental Covenant runs with the land unless terminated or modified in accordance with 27 Pa. C.S. §§ 6509 or 6510, or in accordance with paragraph 10(b), below. The then current owner of the Property shall provide EPA written notice of the pendency of any procedure that could lead to a foreclosure, as referred to in 27 Pa.C.S. § 6509(a)(4), within seven (7) business days of the owner's receiving notice of the pendency of such proceeding.

(b) This Environmental Covenant shall terminate upon attainment of performance standards set forth in the FDRTC for the above-described contamination at the Property. EPA must provide prior written approval before such termination becomes effective.

(c) In accordance with 27 Pa. C.S. § 6510(a)(3)(i), Grantor hereby waives the right to consent to any amendment to or termination of this Environmental Covenant by consent. Accordingly, any amendment to or termination of this Environmental Covenant by consent in accordance with this Paragraph requires only 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) EPA. Notwithstanding any term to the contrary, Holder does not waive its right to consent by virtue of its status as Grantee at the time this covenant was executed.

11. **The Department.**

(a) **Notification.** The then current owner shall provide the Department written notice of:

- (1) the pendency of any proceeding that could lead to a foreclosure as referred to in 27 Pa. C.S. § 6509(a)(4), within twenty (20) business days of the owner's receiving notice of the pendency of such proceeding;
- (2) any judicial action referred to in 27 Pa. C.S. § 6509(a)(5), within twenty (20) business days of the owner's receiving notice of such judicial action;
- (3) any judicial action referred to in 27 Pa. C.S. § 6509(b), within twenty (20) business days of the owner's receiving notice of such judicial action; and
- (4) termination or amendment of this Environmental Covenant pursuant to 27 Pa. C.S. § 6510, within twenty (20) calendar days of the owner's becoming aware of such termination or amendment.

(b) **Enforcement.** A civil action for injunctive or other equitable relief for violating this Environmental Covenant may be maintained by the Department.

12. **EPA and the Department's addresses.** Communications with the Department and the EPA regarding this Environmental Covenant shall be sent to:

Griff Miller (3LC30)
United States Environmental Protection Agency, Region III
1650 Arch Street
Philadelphia PA 19103

and

Environmental Cleanup Manager
PADEP Northwest Regional Office
230 Chestnut Street
Meadville PA 16335

13. **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.

APPROVED, by the United States Environmental
Protection Agency, Region III

Date:

9-12-17

By: Catherine A. Libertz
Catherine A. Libertz
Acting Director, Land and Chemicals Division
United States Environmental Protection Agency,
Region III

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Philadelphia)

SS:

On this 12th day of September, 2017, before me, the undersigned officer, personally appeared Catherine A. Libertz, who acknowledged herself to be the Acting Director of the Land and Chemicals Division of the United States Environmental Protection Agency, Region III, 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.

Patricia J. Schwenke
Notary Public

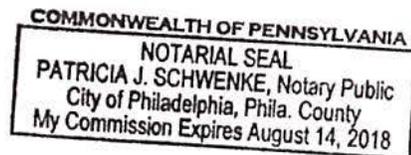


EXHIBIT A

Real Property Description

FIRST

ALL THAT CERTAIN lot or parcel of ground situate in partly in the Borough of Karns City and partly in the Township of Fairview, County of Butler, Commonwealth of Pennsylvania, bounded and described as follows:

BEGINNING at a point, the southwest corner of the within described tract, said point being on the northern right-of-way line of the Baltimore and Ohio Railroad, a sixty (60) foot right-of-way, and also being common to lands of the Fairview Township Supervisors; thence along land of the Fairview Township Supervisors, J.V. McCullough, and R. C. Byers, North 0 degrees 38 minutes 49 seconds East a distance of 4769.90 feet to an iron pipe at lands of Witco Chemical Corp., Sonneborn Division; thence along lands of Witco Chemical Corp., Sonneborn Division, South 89 degrees 59 minutes 53 seconds East a distance of 600.92 (feet) to an iron post; thence by same, North 59 degrees 41 minutes 40 seconds East a distance of 1288.16 feet to an iron post; thence along lands of L. Sonneborn, Inc., South 1 degree 09 minutes 41 seconds West a distance of 648.70 feet to an iron post; thence by same, South 1 degrees 01 minutes 01 seconds West a distance of 36.67 feet to an iron pin; thence by same South 45 degrees 31 minutes 13 seconds East a distance of 1477.23 feet to an iron pin; thence by same, North 52 degrees 19 minutes 20 seconds East a distance of 822.57 feet to an iron pipe on the western right-of-way line of the Baltimore and Ohio Railroad; thence along said right-of-way line of the Baltimore and Ohio Railroad, South 12 degrees 59 minutes 51 seconds West a distance of 591.13 feet to an iron pin; thence by same in a southwestern direction along a curve to the left having a radius of 2043.73 feet, an arc distance of 159.92 feet to an iron pin on the tangent line of said curve; thence by same along tangent line South 8 degrees 30 minutes 51 seconds West a distance of 626.97 feet to an iron pipe common to lands of T. J. Hedrick; thence along lands of T. J. Hedrick, North 89 degrees 35 minutes 15 seconds West a distance of 93.84 feet to an iron pin; thence by same, South 0 degrees 33 minutes 14 seconds East a distance of 355.08 feet on a non-radial line to an iron pin on the right-of-way line of the Baltimore and Ohio Railroad, a sixty (60) foot right-of-way; thence along said right-of-way line of the Baltimore and Ohio Railroad along a curve to the right having a radius of 2262.01 feet an arc distance of 179.58 feet to an iron pin being a point of compound curve; thence by same in a southwest direction along a curve to the right having a radius of 925.37 feet, an arc distance of 322.74 feet to an iron pin on the tangent line of said curve; thence by same along said tangent line, South 43 degrees 52 minutes 09 seconds West a distance of 1971.39 feet to a point; thence by same in a southwest direction along a curve to the right having a radius of 607.27 feet, an arc distance of 208.98 feet to a point on the tangent line of said curve; thence by same along said tangent line, South 63 degrees 35 minutes 09 seconds West a distance of 913.28 feet to an iron pin; thence by same in a southwest direction along a curve to the right having a radius of 1012.14 feet, an arc distance of 412.78 feet to an iron pin on the tangent line of said curve; thence by same along said tangent line, South 86 degrees 57 minutes 09 seconds West a distance of 118.94 feet to the point of beginning.

EXCEPTING AND RESERVING from this tract, a parcel of land granted to Central Electric Co-Operative, Inc., from The Pennsylvania Refining Company on May 2, 1969 and recorded in the Butler County Office of the Recorder in Deed Book Volume 909, page 901, being more particularly described as follows:

BEGINNING at an iron pipe, the northwest corner of the previously described tract, said point being common to lands of R. C. Byers, Witco Chemical, Sonneborn Division, and Penreco; thence along lands of R. C. Byers, South 0 degrees 38 minutes 49 seconds West a distance of 187.35 feet to a point; thence across lands of Penreco, South 89 degrees 21 minutes 11 seconds East a distance of 20.60 feet to an iron rod, the point of beginning of the within described tract; thence along lands of Penreco, North 75 degrees 47 minutes 10 seconds East a distance of 247.04 feet to an iron rod; thence by same, South 43 degrees 49 minutes 13 seconds East a distance of 119.33 feet to an iron rod; thence by same, South 56 degrees 32 minutes 23 seconds West a distance of 121.35 feet to an iron rod; thence by same North 67 degrees 18 minutes 33 seconds West a distance of 239.39 feet to the point of beginning.

ALSO EXCEPTING AND RESERVING FROM THIS TRACT a parcel of land granted to Butler County Industrial Development Authority from The Pennsylvania Refining Company on January 13, 1970, and recorded in the Butler County Office of the Recorder in Deed Book 914, page 501.

SECOND:

ALL THAT CERTAIN lot or parcel of ground situate in the Borough of Karns City, County of Butler, Commonwealth of Pennsylvania, bounded and described as follows:

BEGINNING at a point, the northeast corner of the within described tract, said point being the intersection of the western right-of-way line of Main Street, a forty (40) foot right-of-way and the southeast right-of-way line of the Baltimore and Ohio Railroad; thence along the western right-of-way line of Main Street, South 6 degrees 32 minutes 00 seconds East a distance of 258.79 feet to a railroad spike at an alley; thence along the northern right-of-way line of said alley, South 83 degrees 30 minutes 42 seconds West a distance of 105.00 feet to an alley; thence along the eastern right-of-way line of said alley on a non-radial line, North 6 degrees 32 minutes 00 seconds West a distance of 158.42 feet to a point on a curve; thence by said alley along a curve concave to the southwest having a radius of 353.29 feet, an arc distance of 24.22 feet, said curve having a chord of South 31 degrees 44 minutes 13 seconds West a distance of 24.22 feet; thence along the western right-of-way line of the previously mentioned alley, South 6 degrees 32 minutes 00 seconds East a distance of 390.79 feet to a P.K. nail at lands of L. E. McElravy; thence along lands of L. E. McElravy, North 89 degrees 02 minutes 00 seconds West a distance of 25.00 feet to a concrete monument; thence by same on a line which passes through a concrete monument, South 6 degrees 32 minutes 00 seconds East a distance of 116.64 feet to a point on the centerline of South Street, a thirty-three (33) foot right-of-way; thence along the centerline of South Street, North 89 degrees 02 minutes 00 seconds West a distance of 73.07 feet to a point on line of lands of L. Early; thence along lands of L. Early on a line which passes through a concrete monument, South 3 degrees 02 minutes 00 seconds East a distance of 216.54 feet to a

concrete monument; thence by same, South 89 degrees 02 minutes 00 seconds East a distance of 20.00 feet to a concrete monument; thence along lands of L. J. Schnell, J. L. Schmidt, D. A. Hutchison and C. E. Hilliard, South 0 degrees 42 minutes 00 seconds West a distance of 199.51 feet to a concrete monument at lands of George and Janet Gibson; thence along lands of George and Janet Gibson, North 89 degrees 02 minutes 00 seconds West a distance of 380.97 feet to a concrete monument; thence by same and lands of Paul F. Hile, North 0 degrees 42 minutes 00 seconds East a distance of 100.00 feet to a concrete monument at lands of Vinton C. Fink; thence along lands of Vinton C. Fink, North 5 degrees 51 minutes 00 seconds East a distance of 100.24 feet to a fence post; thence by same, North 89 degrees 02 minutes 00 seconds West a distance of 150.00 feet to a concrete monument at an alley; thence along the eastern right-of-way line of said alley, North 5 degrees 51 minutes 00 seconds East a distance of 216.55 feet to the centerline of aforementioned South Street; thence along said centerline of South Street, South 89 degrees 02 minutes 00 seconds East a distance of 195.98 feet to line of lands of J. E. Ryan; thence along lands of J. E. Ryan, A. Corbett, and C. J. Croyle on a line which passes through concrete monument, North 5 degrees 28 minutes 00 seconds East a distance of 429.63 feet to an iron pin on the southeastern right-of-way line of the Baltimore and Ohio Railroad, a sixty (60) foot right-of-way; thence along said right-of-way line of the Baltimore and Ohio Railroad, North 63 degrees 37 minutes 00 seconds East a distance of 236.44 feet to a point; thence by same, North 62 degrees 17 minutes 00 seconds East a distance of 100 feet to a point; thence by same, North 56 degrees 41 minutes 00 seconds East a distance of 92.28 feet to the point of beginning.

EXCEPTING AND RESERVING from this tract, a parcel of land granted to Bear Creek Water Shed Authority from Pennzoil Products Company on June 7, 1989 and recorded in the Butler County Office of the Recorder in Deed Book 1475, page 553.

EXCEPTING AND RESERVING from this tract, a parcel of land granted to the Commonwealth of Pennsylvania on October 26, 2001 and recorded August 30, 2002 in the Butler County Office of the Recorder at Instrument Number 200208300029238.

THIRD:

ALL THAT CERTAIN lot or parcel of ground situate in the Borough of Karns City, County of Butler, Commonwealth of Pennsylvania, bounded and described as follows:

BEGINNING at a point, said point being the intersection of the eastern right-of-way line of Main Street, a forty (40) foot right-of-way and the southeastern right-of-way line of the Baltimore and Ohio Railroad, a sixty (60) foot right-of-way; thence along said right-of-way line of the Baltimore and Ohio Railroad in a northeasterly direction along a curve to the left having a radius of 667.27 feet an arc distance of 54.28 feet to a point on the tangent line of said curve; thence by same along said tangent line, North 43 degrees 52 minutes 09 seconds East a distance of 321.52 feet to the southwestern right-of-way line of First Street, a fifty (50) foot right-of-way; thence along said right-of-way line of First Street, South 43 degrees 41 minutes 18 seconds East a distance of 158.92 feet to the northwestern right-of-way line of Center Street, a fifteen (15) foot right-of-way; thence along said right-of-way line of Center Street, South 45 degrees 32 minutes 52 seconds West a distance of 490.46 feet to the eastern right-of-way line of aforementioned

Main Street; thence along said right-of-way line of Main Street, North 6 degrees 32 minutes 00 seconds West a distance of 190.28 feet to the point of beginning.

FOURTH:

ALL THAT CERTAIN lot or parcel of ground situate in the Borough of Karns City, County of Butler, Commonwealth of Pennsylvania, bounded and described as follows:

BEGINNING at a point common to lands of the Methodist Episcopal Church on the northwestern right-of-way line of Legislative Route 268, more commonly known as Petrolia Street, a sixty (60) foot right-of-way, said point being located South 47 degrees 01 minutes 22 seconds West a distance of 225.00 feet from the southwestern right-of-way of First Street; thence along the right-of-way line of Legislative Route 268, South 47 degrees 01 minutes 22 seconds West a distance of 60.00 feet to an iron pin at lands of Rozac, Inc.; thence along lands of Rozac, Inc., North 43 degrees 41 minutes 18 seconds West a distance of 100.00 feet to an iron pin on the southeastern right-of-way line of Center Street, a fifteen foot right-of-way; thence along said right-of-way line of Center Street, North 45 degrees 32 minutes 52 seconds East a distance of 60.00 feet to a point at lands of the Methodist Episcopal Church; thence along lands of the Methodist Episcopal Church, South 43 degrees 41 minutes 18 seconds East a distance of 101.55 feet to the point of beginning.

EXCEPTING AND RESERVING from this tract, a parcel of land granted to Penn Drake Credit Union from Pennzoil Products Company on September 22, 1988 and recorded in the Butler County Office of the Recorder in Deed Book 1425, page 140.

FIFTH:

ALL THAT CERTAIN lot or parcel of ground situate in the Borough of Karns City, County of Butler, Commonwealth of Pennsylvania, bounded and described as follows:

BEGINNING at a point, said point being an iron pin at the intersection of the northwestern right-of-way line of Legislative Route 268, more commonly known as Petrolia Street a sixty (60) foot right-of-way, and the southwestern right-of-way line of First Street, a fifty (50) foot right-of-way; thence along said right-of-way line of Legislative Route 268, South 47 degrees 01 minutes 22 seconds West a distance of 100.00 feet to lands of the Methodist Episcopal Church; thence along lands of the Methodist Episcopal Church, North 43 degrees 41 minutes 18 seconds West a distance of 104.76 feet to the southeastern right-of-way line of Center Street, a fifteen foot right-of-way; thence along said right-of-way line of Center Street, North 45 degrees 32 minutes 52 seconds East a distance of 100 feet to the southwestern right-of-way line of aforementioned First Street; thence along said right-of-way line of First Street, South 43 degrees 41 minutes 18 seconds East a distance of 107.33 feet to the point of beginning.

SIXTH:

ALL THAT CERTAIN lot or parcel of ground situate in the Borough of Karns City, County of Butler, Commonwealth of Pennsylvania, bounded and described as follows:

BEGINNING at a point, said point being the intersection of the northwestern right-of-way line of Legislative Route 268, more commonly known as Petrolia Street, a sixty foot right-of-way, and the northeastern right-of-way line of First Street, a fifty foot right-of-way; thence along said right-of-way line of First Street, North 43 degrees 41 minutes 18 seconds West a distance of 243.97 feet to a point on the southeastern right-of-way line of the Baltimore and Ohio Railroad, at this point a one hundred foot right-of-way; thence along said right-of-way line of the Baltimore and Ohio Railroad, North 43 degrees 52 minutes 09 seconds East, a distance of 335.58 feet to the southwestern right-of-way line of Second Street, a thirty foot right-of-way; thence along said right-of-way line of Second Street, South 42 degrees 58 minutes 38 seconds East a distance of 262.42 feet to the northwestern right-of-way line of aforementioned Legislative Route 268; thence along said right-of-way line of Legislative Route 268, South 47 degrees 01 minutes 22 seconds West a distance of 332.05 feet to the point of beginning.

SEVENTH:

ALL THAT CERTAIN lot or parcel of ground situate in the Borough of Karns City, County of Butler, Commonwealth of Pennsylvania, bounded and described as follows:

BEGINNING at a point, said point being the intersection of the northwestern right-of-way line of Legislative Route 268, more commonly known as Petrolia Street, a sixty foot right-of-way, and the northeastern right-of-way line of Second Street, a thirty foot right-of-way; thence along said right-of-way line of Second Street, North 42 degrees 58 minutes 38 seconds West a distance of 264.07 feet to the southeastern right-of-way line of the Baltimore and Ohio Railroad, at this point a one hundred foot right-of-way; thence along said right-of-way line of the Baltimore and Ohio Railroad, North 43 degrees 52 minutes 09 seconds East a distance of 184.37 feet to a point; thence by same where right-of-way varies in width, North 32 degrees 33 minutes 33 seconds East a distance of 203.96 feet to a point, at which point the right-of-way is 60 feet wide; thence by same along a tangent line, North 43 degrees 52 minutes 09 seconds East a distance of 851.53 feet to an iron pin; thence by same in a northeastern direction along a curve to the left having a radius of 985.37 feet, an arc distance of 343.67 feet to an iron pin, being a point of compound curve; thence by same in a northeastern direction along a curve to the left having a radius of 2322.01 feet, an arc distance of 32.18 feet to a point at lands of T. J. Hedrick; thence along lands of T. J. Hedrick, South 0 degrees 33 minutes 14 seconds East a distance of 355.77 feet to an iron pin common to lands of the Karns City I.O.O. F. Lodge, and C. F. Hazlett; thence along lands of C. F. Hazlett, South 47 degrees 01 minutes 22 seconds West a distance of 243.39 feet to an iron pin; thence by same, South 42 degrees 58 minutes 38 seconds East a distance of 80.00 feet to an iron at lands of H. McElravey; thence along lands of H. McElravey, an alley, and lands of Quaker State Oil Ref. Co., E. Ellenburger, and Herbert J. Nichol, South 47 degrees 01 minutes 22 seconds West a distance of 613.00 feet to an iron pin; thence along lands of Herbert J. Nichol, South 42 degrees 58 minutes 38 seconds East a distance of 120.00 feet to an iron pin; on the northwestern right-of-way line of Legislative Route 268; thence along said right-of-way line of Legislative Route 268, South 47 degrees 01 minutes 22 seconds West a distance of 220.00 feet to an iron pin at lands of F. Klugh; thence along lands of F. Klugh, North 43 degrees 58 minutes 38 seconds West a distance of 120.00 feet to an iron pin; thence by same and lands of G. L. Maley, South 47 degrees 01 minutes 22 seconds West a distance of 205.82 feet to an iron pin; thence

along lands of G. L. Maley, South 42 degrees 58 minutes 38 seconds East a distance of 120.00 feet to an iron pin on the northwestern right-of-way line of Legislative Route 268; thence along said right-of-way line of Legislative Route 268, South 47 degrees 01 minutes 22 minutes West a distance of 70.00 feet to the point of beginning.

EIGHTH:

ALL THAT CERTAIN piece, parcel, or tract of land situate in Karns City Borough, Butler County, Pennsylvania, bounded and described as follows:

BEGINNING at a point where the northerly line of Second Street intersects with the westerly line of Petrolia Street; thence in a northwesterly direction along the northern line of Second Street, said line being the southern line of lands of Pennsylvania Refining Company and Pennzoil Company, a distance of 300 feet, more or less, to a point on the eastern line of the right-of-way of the Baltimore and Ohio Railroad; thence in a southwesterly direction along said railroad right-of-way a distance of 30 feet, more or less, to a point on said right of way; thence in a southeasterly direction along the southern line of Second Street, said line being the northern line of lands of Penreco, now Pennzoil Company, a distance of 300 feet, more or less, to a point on Petrolia Street where the eastern line of Petrolia Street intersects the northern line of Second Street; thence in a northeasterly direction along the eastern line of Petrolia Street a distance of 30 feet to a point at the place of beginning. Being all of Second Street lying between Petrolia Street and the right-of-way of the Baltimore and Ohio Railroad and bisecting the property of Pennzoil Company.

NINTH:

ALL THAT CERTAIN piece, parcel or tract of land situate in Fairview Township, Butler County, Pennsylvania, bounded and described as follows:

BEGINNING at an iron pin corner the northwest corner of land of Rosa A. Hedrick of which this is a part and the Northwest corner of the herein described tract; thence by land of Pennsylvania Refining Company, South 89 degrees 35 minutes 15 seconds East, for 93.84 feet to an iron pipe corner and being 30.39 feet from the center line of said Baltimore and Ohio Railroad tract on same line projected to tract, said corner being the western right-of-way line of Baltimore and Ohio Railroad; thence by the following courses and distances being 30 feet west from the center of track of Baltimore and Ohio Railroad Company and along the right-of-way of said railroad, South 11 degrees 08 minutes 15 seconds West, for 62.00 feet to an iron pin; thence South 12 degrees 27 minutes 40 seconds West for 62.00 feet to an iron pin; thence South 14 degrees 13 minutes 00 seconds West for 62.10 feet to an iron pin; thence South 15 degrees 45 minutes 00 seconds West for 62.00 feet to an iron pin; thence South 17 degrees 13 minutes 20 seconds West for 60 feet to an iron pin; thence South 18 degrees 38 minutes 40 seconds West for 47.88 feet to an iron pin corner of land of Pennsylvania Refining Company and the Karns City Borough line; thence by land of Pennsylvania Refining Company North 00 degrees 33 minutes 14 seconds West, for 344.60 feet to the place of beginning.

TENTH:

ALL THAT CERTAIN lot or parcel of ground situate on the northerly side of Petrolia Street in the Borough of Karns City, Butler County, Pennsylvania, bounded and described as follows:

BEGINNING at the corner of the lot now or formerly of King on a Petrolia Street; thence along said street, 80 feet to a post; thence in a westerly direction along land of now or formerly of Klugh, 120 feet to a post; thence in a southerly direction along land now or formerly of Abrams, 80 feet to land now or formerly of King; thence along land now or formerly of King, 120 feet to the place of beginning. **ALSO THIS PROPERTY MORE FULLY DESCRIBED AS:**

BEGINNING at an iron pin corner on line of land of the Pennsylvania Refining Company, said point being a southwest corner and common to land of Robert McElravy and the herein described tract; thence by land of the Pennsylvania Refining Company, North 44 degrees 42 minutes East a distance of 80 feet to an iron pin corner at land of Frank Klugh; thence by land of Frank Klugh, South 45 degrees 18 minutes East a distance of 120 feet to an iron pin corner on the west right-of-way line of Petrolia Street, also known as State Highway Route 268; thence along the west right-of-way line of Petrolia Street, South 44 degrees 42 minutes West a distance of 80 feet to an iron pin corner at land of Robert McElravy; thence by land of Robert McElravy, North 45 degrees 18 minutes West a distance of 120 feet to an iron pin corner, the place of beginning.

EXCEPTING AND RESERVING THEREOUT AND THEREFROM premises as described in the following deeds:

Pennsylvania Refining Company to Butler County Industrial Development Authority dated January 13, 1970 and recorded January 13, 1970 in the Recorder's Office of Butler County, Pennsylvania, in Record Book Volume 914, page 501.

The Pennsylvania Refining Company to Central Electric Co-Operative, Inc., dated May 2, 1969 and recorded September 17, 1969 in the Recorder's Office of Butler County, Pennsylvania, in Record Book Volume 909, page 901.

Pennzoil Products Company to Borough of Karns city, dated July 28, 1989 and recorded August 18, 1989 in the Recorder's Office of Butler County, Pennsylvania, in Record Book Volume 1479, page 592.

Pennzoil Products Company to Bear Creek Water Shed Authority, dated June 7, 1989 and recorded July 28, 1989 in the Recorder's Office of Butler County, Pennsylvania, in Record Book Volume 1475, page 553.

Pennzoil Products Company to Penn Drake Credit Union, dated September 22, 1988 and recorded September 26, 1988 in the Recorder's Office of Butler County, Pennsylvania, in Record Book Volume 1425, page 140.

ELEVENTH:

ALL THAT CERTAIN piece or lot of land situate in the Borough of Karns City, Butler County, Pennsylvania, bounded and described as follows:

BEGINNING at a point along the right of way line of Route 268, also known as Petrolia Street, and along line of lands of Phillips, being the Northeast corner of the lot herein conveyed; thence along the right of way of Route 268, also known as Petrolia Street, the following courses and distances: South 47 degrees 01 minutes 22 seconds West, a distance of 27.95 feet to a point; thence by a curve to the left, with a radius of 264.86 feet and an arc distance of 83.01 feet to a point at the intersection of Route 268, also known as Petrolia Street, and Main Street; thence North 6 degrees 32 minutes 00 seconds West along the right of way line of Main Street, 133.39 feet to a point along line of lands of Pennzoil Products Company, Incorporated; thence North 45 degrees 32 minutes 52 seconds East along line of lands of Pennzoil Products Company, Incorporated, a distance of 29.2 feet to a point along line of lands of Phillips; thence South 43 degrees 41 minutes 14 seconds East along line of land of Phillips, a distance of 95.17 feet to a point along the right of way line of Route 268, also known as Petrolia Street, being the place of beginning.

EXCEPTING AND RESERVING from this tract a parcel of land granted to The Borough of Karns City from Pennzoil Products Company on July 28, 1989 and recorded in the Butler County Office of the Recorder in Deed Book 1479, page 592.

TWELFTH:

ALL THAT CERTAIN piece, parcel and tract of land situate in Karns City Borough, Butler County, Pennsylvania bounded and described as follows:

BEGINNING at the corner of Main Street and an alley; thence North along Main Street, 34 feet to a post; thence West along lands now or formerly of J. V. Clark, 100 feet to a post on an alley; thence South along said alley, 25 feet to a post; thence East along an alley 100 feet to the place of beginning.

ABOVE described property is more specifically described in accordance with survey of Olsen Engineering & Assoc. dated August 2, 1988 for Penreco, as follows:

BEGINNING at the Southeast corner of the within described lot on the West right of way line of Main Street and said point being on the North right of way line of an alley; thence along the West right of way line of Main Street, North 6 degrees 32 minutes West 36 feet to a point; thence along lands formerly of J. V. Clark, South 83 degrees 28 minutes West, 105 feet to the East side of a 15 foot wide alley; thence along same, South 6 degrees 32 minutes East a distance of 36 feet to the North right of way line of an alley; thence along same North 83 degrees 28 minutes East 105 feet to a point at the place of beginning.

THIRTEENTH:

ALL THOSE certain parcels or tracts of land situate in Karns City Borough, Butler County, Pennsylvania, bounded and described as follows:

BEGINNING at point along the westerly side of Main Street, said point also being the Southeasterly corner of a 15 foot alley-way which exits onto Main Street with said point also being the Northeasterly corner of the property herein described; thence South 6 degrees 32 minutes East a distance of 100 feet along Main Street, a 40 foot right of way to a point; thence South 83 degrees 28 minutes West a distance of 105 feet along lands now or formerly of Clarence R. Bacher to a point; thence North 6 degrees 32 minutes West a distance of 100.08 feet along a 15 foot alleyway running north and south along the westerly boundary of the subject property and along the easterly boundary of other lands of Walsh to a point; thence North 83 degrees 30 minutes 42 seconds East a distance of 105 feet along an alleyway running east and west along the northerly boundary of the subject property to a point; said point being the place of beginning. Said parcel consists of Lots 2, 3, 4 and 5 of the W. S. Foss Plan of Lots of Karns City Borough. Above description made pursuant to survey of Olsen Engineering dated August 2, 1988.

FOURTEENTH:

ALL THOSE CERTAIN pieces, parcels or tracts of land situate in Karns City Borough, Butler County, Pennsylvania, being bounded and described as follows:

BEGINNING at the southern most point of the tract herein described at the corner of a ten foot private alley; thence in a northeasterly direction along the public known as Petrolia Street, a distance of 100 feet to line of lands now or formerly of Hepler; thence in a northwesterly direction along line of lands now or formerly of Hepler, a distance of 120 feet to line of lands now or formerly of E.E. Abrams; thence on a southwesterly direction along line of lands now or formerly of E.E. Abrams, a distance of 100 feet to a ten foot private alley as aforesaid; thence along said ten foot private alley, a distance of 120 feet to a point at the place of beginning.

ALSO, Beginning at a point on the northern side of Petrolia Street, said point being the southwestern corner of line of lands now or formerly of Frank E. Klugh and Dorothy P. Klugh, his wife; thence in a northwesterly direction along line of lands now or formerly of Frank E. Klugh and Dorothy P. Klugh, his wife, a distance of 120 feet; thence in Southwesterly direction by line parallel with Petrolia Street, a distance of 10 feet, more or less, to line of land now or formerly of Harold E. Snyder; thence in a southeastern direction along line of lands now or formerly of Harold E. Snyder, a distance of 120 feet to the northern line of Petrolia Street; thence in a northeastern direction along the northern line of Petrolia Street, a distance of 10 feet, more or less, to a point at the place of beginning.

BEING a tract of land 10 feet by 120 feet and as designated as the ten foot private alley above described.

FIFTEENTH:

ALL THAT CERTAIN piece, parcel or tract of land situate in Fairview Township, Butler County, Pennsylvania, bounded and described as follows:

BEGINNING at the Northwest corner of the tract herein described at a point common to line of lands now or formerly of R. J. Angert and the centerline of Township Road T-470, Maple Road; thence by said center line the following 25 courses and distances

South 72 degrees 58 minutes 05 seconds East, 33.01 feet;
South 76 degrees 14 minutes 56 seconds East, 101.12 feet;
South 79 degrees 02 minutes 43 Seconds East, 102.49 feet;
South 80 degrees 19 minutes 51 seconds East, 101.32 feet;
South 82 degrees 02 minutes 56 seconds East, 194.58 feet;
South 80 degrees 33 minutes 50 seconds East, 75.37 feet;
South 78 degrees 39 minutes 10 seconds East, 75.91 feet;
South 75 degrees 07 minutes 29 seconds East, 76.96 feet;
South 70 degrees 35 minutes 49 seconds East, 75.72 feet;
South 65 degrees 39 minutes 46 seconds East, 75.40 feet;
South 63 degrees 12 minutes 24 seconds East, 75.06 feet;
South 57 degrees 08 minutes 41 seconds East, 75.93 feet;
South 51 degrees 06 minutes 13 seconds East, 76.50 feet;
South 46 degrees 03 minutes 09 seconds East, 74.06 feet;
South 43 degrees 09 minutes 33 seconds East, 101.21 feet;
South 43 degrees 42 minutes 31 seconds East, 101.57 feet;
South 49 degrees 55 minutes 04 seconds East, 77.17 feet;
South 55 degrees 50 minutes 56 seconds East, 76.05 feet;
South 57 degrees 00 minutes 13 seconds East, 202.46 feet;
South 59 degrees 02 minutes 26 seconds East, 75.89 feet;
South 63 degrees 51 minutes 52 seconds East, 77.07 feet;
South 66 degrees 49 minutes 06 seconds East, 78.61 feet;
South 68 degrees 28 minutes 11 seconds East, 77.99 feet;
South 71 degrees 37 minutes 35 seconds East, 75.95 feet;
South 73 degrees 00 minutes 05 seconds East, 100.81 feet;

to line of lands of Pennzoil Products Company; thence by said Pennzoil Products Company on a line through an iron pin at the edge of the right of way of the Township Road, South 00 degrees 38 minutes 49 seconds West, 1700.26 feet to an iron pin at line of lands of Fairview Township Supervisors; thence by said lands of Fairview Township Supervisors and by lands now or formerly of Cenco, Inc., South 89 degrees 59 minutes 03 seconds West, 1945.94 feet to line of lands now or formerly of J. B. Rankin; thence by said lands of Rankin, by lands now or formerly of J. E. Kelly, by lands now or formerly of R. M. Colkin and by lands of Angert aforementioned North 00 degrees 57 minutes 21 seconds West, 2611.77 feet to the place of beginning.

BEING the same property which Pennzoil Products Company, by deed dated September 30, 1997 and recorded on October 20, 1997 in the Office of the Recorder of Deeds of Butler County in Book 2791, Page 263, granted and conveyed to Grantor.

BEING known and designated as the following Tax Parcel Numbers:

440-S1-C11A
440-S1-C14
440-S1-C13
440-S1-C12
440-S1-C11
440-S1-A11
440-S1-D8
440-S1-D4
440-S1-D1
440-S1-C8
440-S1-C1
440-S1-A6
440-S1-A5
150-1F27-20
150-S2-A9
150-1F25-2W
150-1F57-12

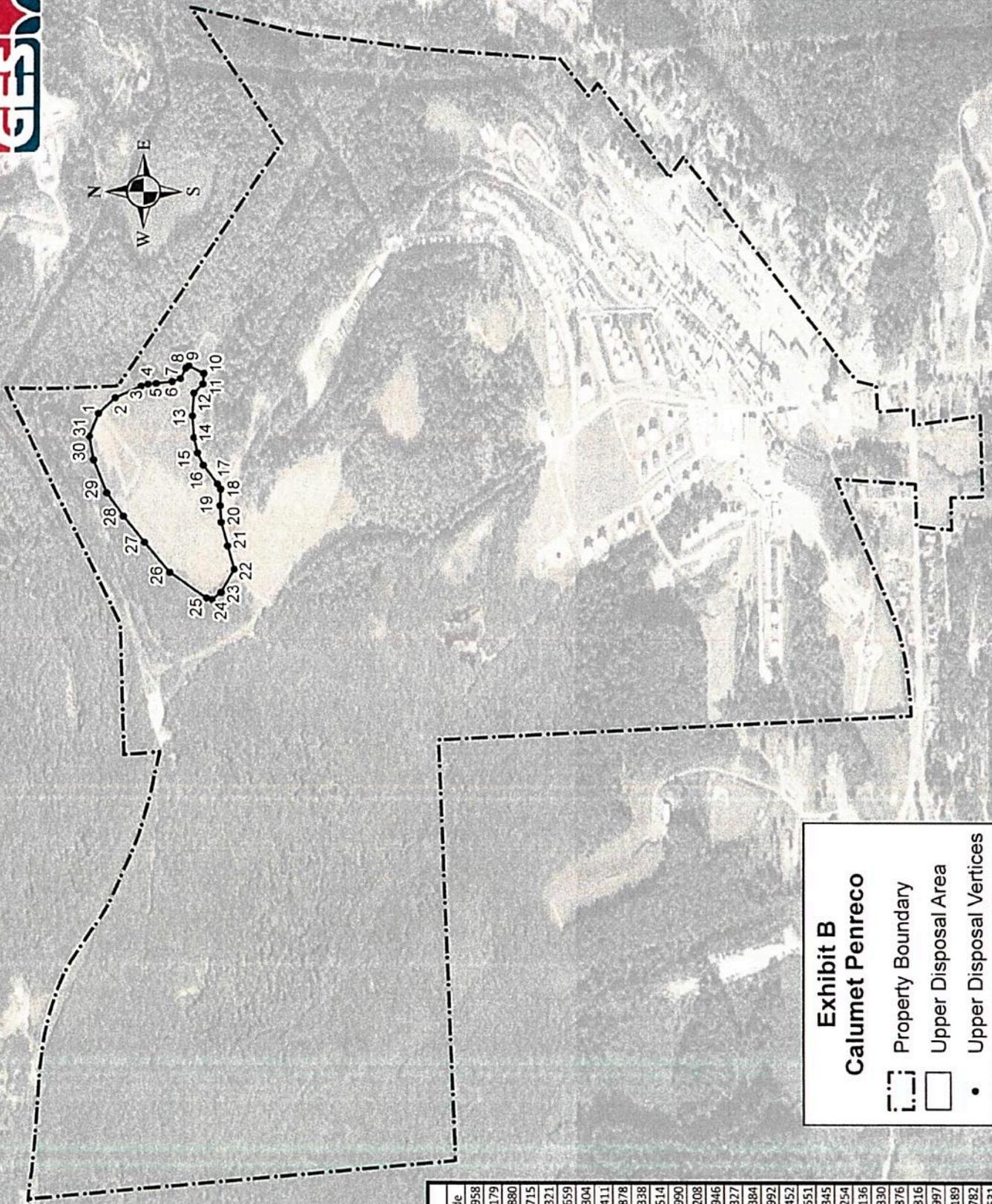


Exhibit B
Calumet Penreco

- Property Boundary
- Upper Disposal Area
- Upper Disposal Vertices



ID	Longitude	Latitude
1	-79.7268352	41.0069958
2	-79.7265804	41.0067179
3	-79.7263833	41.0062880
4	-79.7263499	41.0061715
5	-79.7263395	41.0060321
6	-79.7263029	41.0057659
7	-79.7262557	41.0056304
8	-79.7260810	41.0055411
9	-79.7260428	41.0054878
10	-79.7261689	41.0052338
11	-79.7263467	41.0052514
12	-79.7264998	41.0053990
13	-79.7268818	41.0054208
14	-79.7272415	41.0053946
15	-79.7274981	41.0053327
16	-79.7277061	41.0052384
17	-79.7280174	41.0049992
18	-79.7281050	41.0049452
19	-79.7283847	41.0049551
20	-79.7286578	41.0049345
21	-79.7290545	41.0048254
22	-79.7294434	41.0047136
23	-79.7298331	41.0049330
24	-79.7299264	41.0051816
25	-79.7299514	41.0050876
26	-79.7294983	41.0051997
27	-79.7289964	41.0062189
28	-79.7285576	41.0065782
29	-79.7281715	41.0068531
30	-79.7276154	41.0070760
31	-79.7272204	41.0071457
1	-79.7268352	41.0069958

Source: Esri, DigitalGlobe, GeoEye, Earthstar Geographics, CNES/Airbus DS, USDA, USGS, AEX, Getmapping, Aerogrid, IGN, IGP, swisstopo, and the GIS User Community