

9

Environmental Covenant

After recording, return to:
Chicago Title Insurance Company
Two Gateway Center, 19th Floor
603 Stanwix Street
Pittsburgh, PA 15222
135000PVR

When recorded, return to:
Nexeo Solutions, LLC.
9303 New Trails Drive
Suite 400
The Woodlands, TX 77381

2012 NOV 30 AM 11:05
COUNTY DEPT

The County Parcel Identification No. of the Property: 27-001-0700.000

GRANTOR: Nexeo Solutions, LLC

PROPERTY ADDRESS: 150 Fourth Avenue, Freedom, PA 15042

ENVIRONMENTAL COVENANT

DATED November 27, 2012

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 Freedom Borough, Beaver County, Pennsylvania.

The postal street address of the Property is: 150 Fourth Avenue, Freedom, PA 15042.

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: N 40 41.575 and W 80 15.640.

The Property has been known by the following names: Ashland Chemical Company, Ashland Oil & Refining Company, Ashland Distribution Services Organization Facility.

The Department Land Recycling ID for the Property is 5-4-809-2300. The Property is also a U.S. Environmental Protection Agency Corrective Action facility identified by ID# PAD000797548.

A complete description of the Property is attached to this Environmental Covenant as Exhibit A. A map of the Property, with the tank locations and former product stored is attached to this Environmental Covenant as Exhibit B. A survey map of the actual area restricted by engineered controls is attached at Exhibit C.



CHICAGO TITLE/DN

3436007

9 Pages
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Beaver County
ENVR

\$28.50

2. **Property Owner / GRANTOR / GRANTEE.** Nexeo Solutions, LLC (Nexeo) is the owner of the Property and the GRANTOR and GRANTEE of this Environmental Covenant.

3. The mailing addresses of the owner is:

Nexeo Solutions, LLC.
9303 New Trails Drive
Suite 400
The Woodlands, TX 77381

4. **Description of Contamination & Remedy.** The Nexeo facility is approximately 1.8 acres in size and consists of four buildings; Warehouses 1, 2, 3, and an office building. The facility receives containerized shipments of industrial and specialty chemicals and solvents, provides a service for the removal and disposition of hazardous wastes and transports customer's containerized wastes to an approved waste management site.

The locations and chemicals formerly contained within each of the underground storage tanks (USTs) are shown on Exhibit B. Each of the tanks had a capacity of 3000 gallons. In 1990, the ten (10) USTs were removed. Post excavation soil sampling indicated methylene chloride at 4,000 mg/kg and trichloroethene at 680 mg/kg exceeded the Statewide Health Standard of 2,400 mg/kg and 440 mg/kg respectively. In addition to the 10 former USTs, soil samples were taken near a former gasoline UST and a former diesel UST. No exceedances of volatile organic chemicals (VOCs) and petroleum products were noted in those areas. In November 1990, a soil vapor extraction system was installed to remediate the VOCs that remained bound with the soils. After 16 months of operation, approximately 330 lbs of VOCs were removed from the former UST cavity area.

The Department approved a Confirmatory Soil Sampling Investigation Work Plan on June 10, 1996. None of the confirmatory soil samples detected VOCs, specifically methylene chloride and trichloroethene, at concentrations above the Act 2 residential soil ingestion and inhalation standards. However, concentrations of selected contaminants exceeded the Act 2 soil to groundwater pathway medium specific concentration ("MSC") below Warehouse #3. The soil to groundwater pathway is considered incomplete only if the building, roof and concrete floor of Warehouse #3 remain in place.

Ashland Chemical Company received relief of liability for the constituents characterized in the Property soils under the former underground storage tank area under Warehouse #3.

On March 3, 1989, approximately 930 gallons of n-butyl acetate were released to the ground in the location of the aboveground storage tank used for storing n-butyl acetate near the southern side of Warehouse # 3. The storage tank was cleaned and removed from the site and the affected soil was excavated. During a follow-up

investigation, 8 soil borings were advanced in the area surrounding the former tank pad. Perched water was encountered in three of the borings at depths ranging from 2.9 to 4 feet below grade and a monitoring well was completed in each of these borings. Water samples collected from the B-5 well detected 1,2-dichloroethene 1,400 ug/L, tetrachloroethene (PCE) 2,500 ug/L, and toluene 1,200 ug/L at levels above the Statewide Health Standards for Organic Regulated Substances in Groundwater. Due to the elevated levels and shallow nature of this contamination, vapor intrusion is considered a potential exposure pathway. The activity & use limitations described below will remedy this concern.

The administrative file for remedial action undertaken at the Property, including additional information regarding the location and nature of contamination on the Property, is located at the Department's Southwest Regional Office, 400 Waterfront Drive, Pittsburgh PA 15222, under the Land Recycling ID 5-4-809-2300.

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:

- the Property shall only be used for non-residential purposes;
- withdrawal of groundwater for any reason is prohibited;
- the Warehouse #3 building, roof and concrete floor overlaying the former UST area shall be maintained;
- if excavation of the former UST or B-5 monitoring well area is to occur, an appropriate Health and Safety Plan (HSP) and Soil Management Plan (SMP) shall be developed. A copy of the HSP and SMP shall be submitted to the Department at least thirty (30) days prior to excavation work; and
- no building within 100 feet of the monitoring well B-5 shall be used as an occupied structure as taken within the context of the PADEP Land Recycling Program Technical Guidance Manual-Section IV.A.4. Vapor Intrusion into Buildings from Groundwater and Soil under the Act 2 Statewide Health Standard (habitable building, office, etc.) that would create a complete exposure pathway for vapor intrusion.

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.** After written request by the Department or by the end of every second January following the Department's approval of this Environmental Covenant, the then current owner of the Property shall submit, to the Department, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. In addition, within 1 month after any of the following events, the then current owner of the Property shall submit, to the

Department, written documentation of: any noncompliance with the activity and use limitations in this Environmental Covenant; transfer of the Property; changes in use of the Property; or filing of applications for building permits for the Property and any proposals for any site work, if the building or proposed site work will affect 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 reasonable access of the Property in connection with implementation or enforcement of this Environmental Covenant.

9. **Recording & Proof & Notification.** Within 30 days after the date of the Department's approval of this Environmental Covenant, Nexeo shall file this Environmental Covenant with the Beaver County Recorder of Deeds and send a file-stamped copy of this Environmental Covenant to the Department within 60 days of recording. Within that time period, Nexeo shall also send a file-stamped copy to each of the following: Beaver County Planning Office and Freedom Borough.

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: Department of Environmental Protection, Southwest Regional Office, Environmental Cleanup Program Manager, 400 Waterfront Drive, Pittsburgh, PA 15222-4745.

12. **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.

ACKNOWLEDGMENTS by Owner and Holder, in the following form:

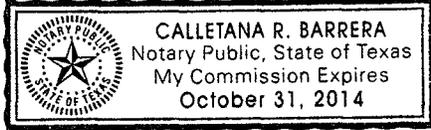
Date: 11/27/2012
Nexeo Solutions, LLC, Grantor, Grantee
By: [Signature]
Name: Michael B. Farnell, Jr
Title: EVP and Chief Legal Officer

Date: 12/5/12
APPROVED, by Commonwealth of Pennsylvania,
Department of Environmental Protection
By: [Signature]
Name: David E. Eberle
Title: Environmental Cleanup Manager

STATE OF TEXAS)
)
COUNTY OF Montgomery) SS:

On this 27 day of NOVEMBER, 2012, before me, the undersigned officer, personally appeared Michael B. Farnell, Jr 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.



Calletana R Barrera
Notary Public

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS:

On this 5th day of December, 2012, before me, the undersigned officer, personally appeared David E. Eberle, who acknowledged himself to be the Environmental Cleanup Manager of the Commonwealth of Pennsylvania, Department of Environmental Protection, Southwest Regional Office, 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.

Flora E. Wilson
Notary Public

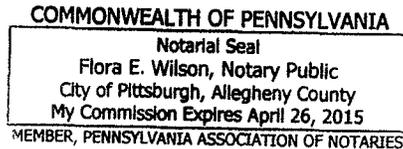


Exhibit A

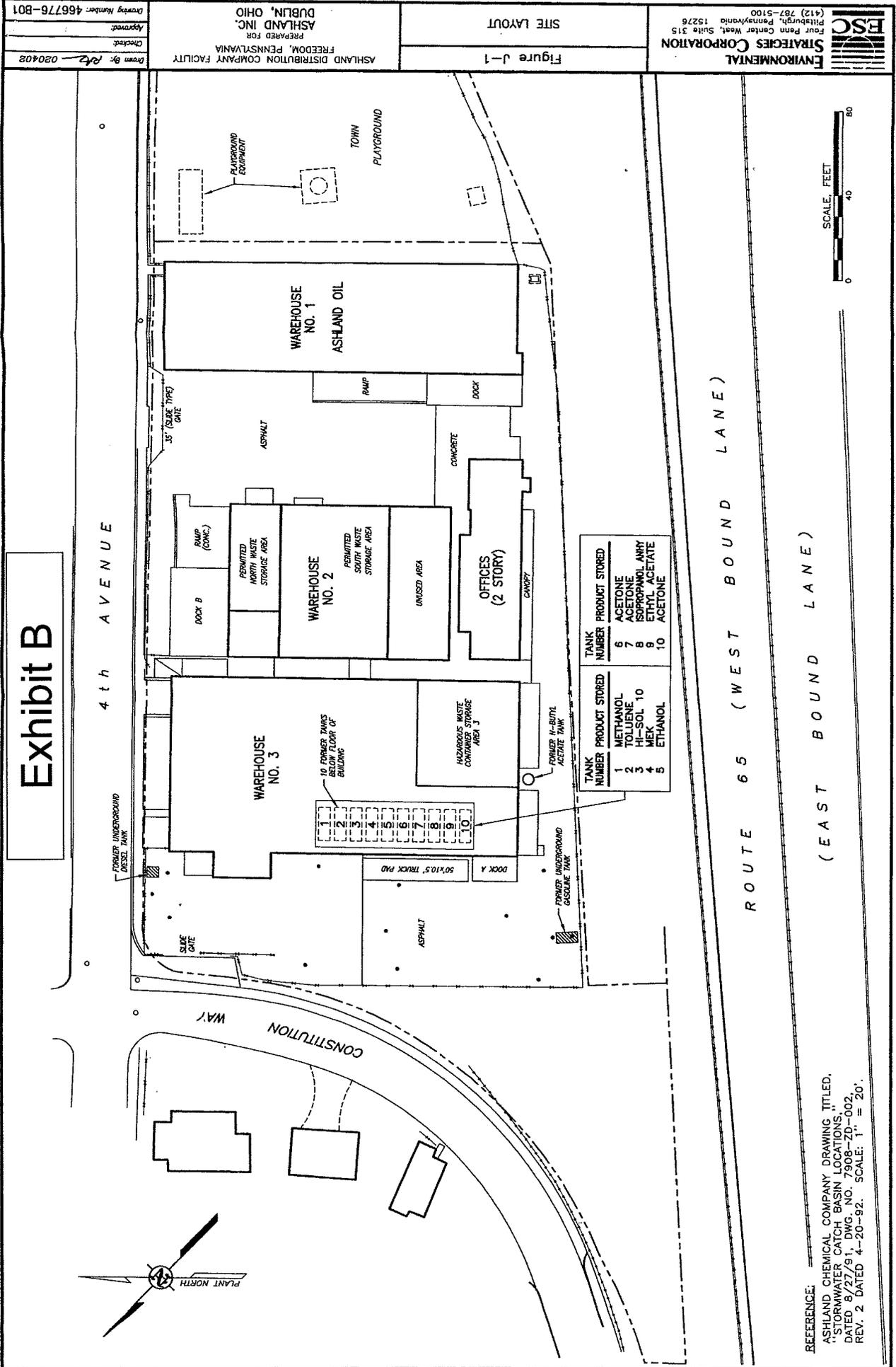
Property Description

All that certain parcel of land situate in the Third Ward of the Borough of Freedom, County of Beaver and Commonwealth of Pennsylvania, bounded and described as follows:

On the North by Fourth Avenue, formerly Harold Street; on the East by land of the Freedom Oil Company, formerly Freedom Oil Works Company; on the South by land of the Freedom Oil Company, formerly Freedom Oil Works Company and on the West by First Street, formerly Stewart Street and the East line of First Street if extended Southwardly to land of Freedom Oil Company aforesaid.

Being designated as Tax Parcel No. 27-001-0700.000

Exhibit B



REFERENCE:
 ASHLAND CHEMICAL COMPANY DRAWING TITLED,
 "STORMWATER CATCH BASIN LOCATIONS,"
 DATED 8/27/91, DWG. NO. 7908-ZD-002,
 REV. 2 DATED 4-20-92. SCALE: 1" = 20'.

ENVIRONMENTAL STRATEGIES CORPORATION
 Four Penn Center West, Suite 315
 Pittsburgh, Pennsylvania 15276
 (412) 767-5100

Figure J-1
 SITE LAYOUT

ASHLAND DISTRIBUTION COMPANY FACILITY
 PREPARED FOR
ASHLAND INC.
 DUBLIN, OHIO

Drawn By: *RT* 020402
 Checked:
 Approved:
 Drawing Number: 466776-B01

NOTES

- 1) The entire area is restricted from residential use and the use of groundwater. Excavation restrictions apply to the former UST area within Warehouse No. 3 and excavation and occupation restrictions apply to the B-5 monitoring well area (see next page for location).
- 2) The base map for the improvements on this site is Ashland Chemical Drawing No. 7002-40-01 (Rev. 3/7/92).
- 3) Except for the boundary right-of-way line of Constitution Way, all other boundaries shown on this plan are based on the survey of the property shown on the plan. The survey of the property shown on the plan is based on the survey of the property shown on the plan. The survey of the property shown on the plan is based on the survey of the property shown on the plan.
- 4) The property was conveyed to Hesse Brothers, LLC by the deed recorded on 4/27/11 as instrument 033883, and is the subject of a tract of land shown on the map of the town of Liberty made on the 14th day of July, 1994.
- 5) The property was conveyed to Hesse Brothers, LLC by the deed recorded on 4/27/11 as instrument 033883, and is the subject of a tract of land shown on the map of the town of Liberty made on the 14th day of July, 1994.
- 6) This site is included from the site plan and site plan previously filed for the establishment of Constitution Way. Although the status of the taxing unit within the U.S. is a matter of state law, the taxing unit is the town of Liberty, U.S.A. of the Commonwealth of Kentucky.
- 7) The site plan is submitted as a Supplement to the Plan of Lots and the Plan of the 1st Addition as recorded in Plan Book 1, Pages 100 and 214, respectively, in which the site plan and site plan were submitted for the purpose of these subdivisions. The survey of this site was made according to the plan of the town of Liberty, U.S.A. of the Commonwealth of Kentucky.
- 8) As indicated by the location shown on the map of the town of Liberty, the property shown on the map of the town of Liberty is the subject of a tract of land shown on the map of the town of Liberty made on the 14th day of July, 1994.
- 9) The property that is the subject of deed 033883-001-0027 is not shown by instrument 033883-001-0027, but is the subject of a tract of land shown on the map of the town of Liberty made on the 14th day of July, 1994.
- 10) Although included within the tax parcel, the parcel shown on the map of the town of Liberty is not shown by instrument 033883-001-0027, but is the subject of a tract of land shown on the map of the town of Liberty made on the 14th day of July, 1994.

Exhibit C

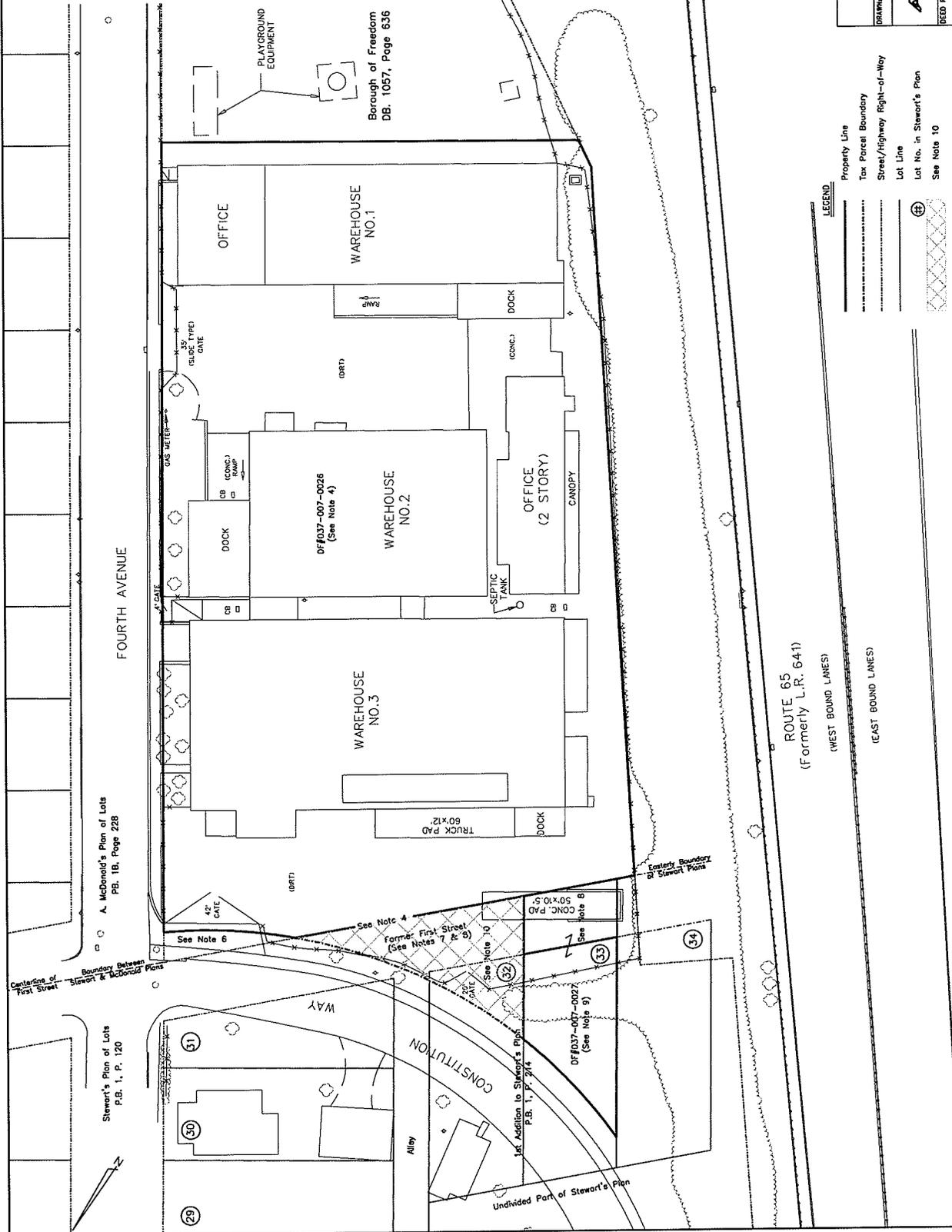
The entire area is restricted from residential use and use of groundwater. Excavation restrictions apply to the former UST area within Warehouse No. 3 and excavation and occupation restrictions apply to the B-5 monitoring well area (see next page for location).

Former ADC Warehouse Facility
150 W. Fourth Avenue
Freedom, Beaver County, PA

GRAPHIC SCALE 1 INCH = 20 FEET
BY: L.R. Wells
DRAWN: 2-09-12

ASHLAND
ASHLAND INC.
CORPORATE REAL ESTATE
LEXINGTON, KENTUCKY

DEED FILE NO. 034-027-0026 & 0027 DRAWING NO. R.E.-20263



- LEGEND**
- Property Line
 - Tax Parcel Boundary
 - Street/Highway Right-of-Way
 - Lot Line
 - Lot No. in Stewart's Plan
 - See Note 10

ROUTE 65
(Formerly L.R. 641)
(WEST BOUND LANES)
(EAST BOUND LANES)

A. McDonald's Plan of Lots
P.B. 1B, Page 228

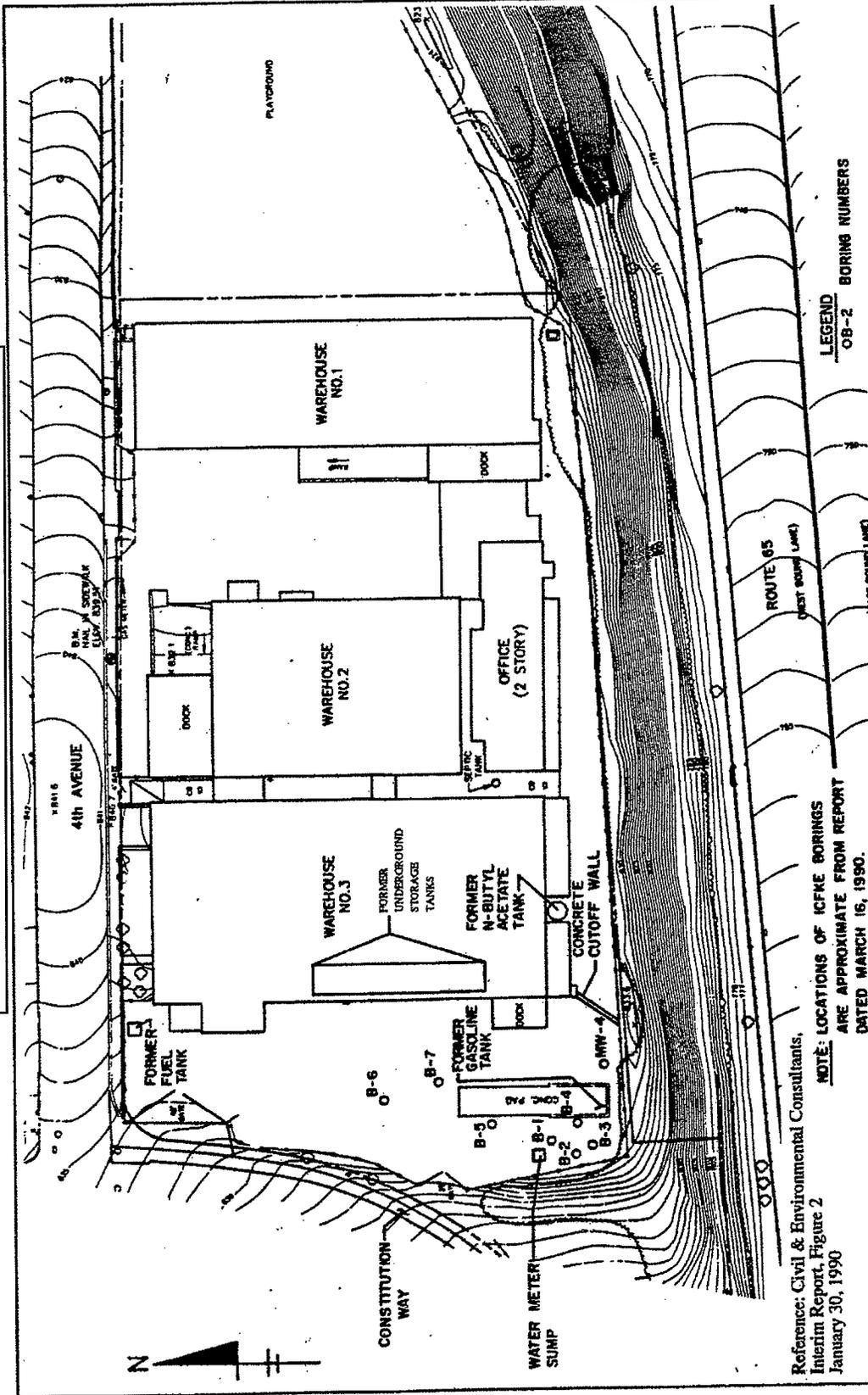
Stewart's Plan of Lots
P.B. 1, P. 120

Former First Street
(See Notes 7 & 8)

1st Addition to Stewart's Plan
P.B. 1, P. 214

Undivided Part of Stewart's Plan

Exhibit C



Reference: Civil & Environmental Consultants,
Interim Report, Figure 2
January 30, 1990

NOTE: LOCATIONS OF ICFKE BORINGS
ARE APPROXIMATE FROM REPORT
DATED MARCH 16, 1990.

ENVIRONMENTAL STRATEGIES CORP.

Four Penn Center West, Suite 315

Pittsburgh, Pennsylvania 15276

412-782-5700

Figure 6
Soil Boring and Monitoring Well Locations
n-Butyl Acetate Remedial Investigation, 1989
Mishand Chemical Company
Freedom, Pennsylvania



I hereby CERTIFY that this document is recorded in the Recorder's Office of Beaver County, Pennsylvania

Janice Jaechke Bull

This Document Recorded

02/21/2013

02:12:07 PM

Instrument: ENVR

Instr #: 3436007

Receipt #: 2013742924

Rec Fee: \$28.50

Beaver County, Recorder of Deeds