

This Declaration of Restrictions is entered into by Shieldalloy Metallurgical Corporation, herein called "Grantor," this 4/1 day of December, 1999, at S.R. 209, Guernsey County, Cambridge, State of Ohio.

Grantor hereby imposes restrictions on the following described real estate which shall hereinafter be referred to as the "Area," more particularly described in Exhibit 1.

EXCEPTING all reservations, restrictions, covenants, easements, leases, rights of way and other matters of record.

- 1. In consideration for the Director of Ohio EPA's approval of Grantor's Amended Hazardous Waste Closure Plan for the former baghouse dust wastepile on December 7, 1999 and) ("Hazardous Waste Closure Plan"), which approval is attached hereto as Exhibit 2, and as set forth in the deed restriction requirement contained in Paragraphs 50 through 52 of the Permanent Injunction Consent Order (PICO) entered into between the State of Ohio and Grantor in State of Ohio, ex rel. Montgomery v. Shieldalloy Metallurgical Corporation, et al., Case No. 95-CV-242 (Guernsey County, Ohio, Court of Common Pleas), Grantor agreed to impose certain restrictions on the Area and comply with the covenants, terms, and conditions related thereto.

Pursuant to the agreement and the PICO, the Grantor hereby imposes the following restrictions on the Area:

The Area shall not be used for residential activities, but may be used for industrial activities. The term "residential activities" shall include, but not be limited to, the following:

- (a) Single and multi-family dwelling and rental units;
- (b) Day care centers and preschools;
- (c) Hotels and motels;
- (d) Educational (except as a part of industrial activities within the Area) and religious facilities;
- (e) Restaurants and other food and beverage services (except as a part of industrial activities within the Area);
- (f) Entertainment and recreational facilities (except as a part of industrial activities within the Area);

199900009314
 Filed for Record in
 GUERNSEY COUNTY, OHIO
 COLLEEN WEGTLEY
 On 12-27-1999 At 01:32 pm.
 RESTRICTION 79.00
 OR Book 234 Page 1024 - 1041

199900009314
 ARTER & HADDEN
 10 WEST BROAD ST
 SUITE 2100
 COLUMBUS, OH 43215

The terms "industrial activities" shall include manufacturing, processing operations, and office and warehouse use, including but not limited to production, storage, and sales of durable goods and other non-food chain products, and parking/driveway use.

3. The covenants, terms, conditions, and restrictions of this instrument shall be binding upon, and inure to the benefit of, the Grantor and the State of Ohio and their respective personal representatives, heirs, successors, assigns, and transferees and shall continue as a servitude running in perpetuity with the Area, subject to termination or modification as described below. The term "Grantor", wherever used herein, shall include the persons and/or entities named at the beginning of this document, identified as "Grantor", and their personal representatives, heirs, successors, assigns, and transferees.
4. In addition to seeking an order from the Guernsey County, Ohio Court of Common Pleas to modify or terminate the deed restriction provision of the PICO, the Grantor must also request written approval for a use of the Area which is not specifically permitted by the restriction set forth above in paragraph 2 by submitting a written petition, via certified mail, to the Director of Ohio EPA for termination or modification of this restriction. Any such request which constitutes a change in the specific prohibition may only be granted by the Director of Ohio EPA, in the Director's sole discretion, based on the standards described below. In such event, the petition for modification or termination shall state the specific provision(s) sought to be modified or terminated and shall further include evidence demonstrating:
 - (a) The Area meets Ohio's risk-based closure performance standard in effect at the time of such petition for a residential (or equivalent) land-use scenario; or
 - (b) The Area has been sample tested and compared with background samples taken from land surrounding the Area which has been unaffected by past treatment, storage, or disposal of hazardous waste, and such data shows that current conditions present at the Area are not statistically greater than background conditions.
5. The petition for termination or modification will be considered by the Director of Ohio EPA only when it presents new and relevant information not previously considered prior to the imposition of this restriction by Ohio EPA. The Director

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paragraph 4 above.

6. The Grantor shall be considered in violation of the Hazardous Waste Closure Plan and the PICO if the foregoing use restriction set forth in Paragraph 2 above is violated or breached. For violation or breach of the foregoing use restriction, the Director of Ohio EPA shall have the right to proceed at law or in equity and/or pursuant to the provisions of the PICO to compel compliance with the terms hereof or to obtain injunctive relief in order to prevent violation or breach of the foregoing use restriction. Failure to timely enforce the foregoing covenant and use restriction by any party shall not bar subsequent enforcement by such party and shall in no manner be deemed a waiver.

In addition, the Director of Ohio EPA may issue an administrative order addressing the violation or breach, including an administrative order that requires the submittal of an amended hazardous waste closure plan upon notice that the Grantor has violated or breached the foregoing use restriction. This amended closure plan shall be submitted within thirty (30) days after receiving written notice from Ohio EPA. Any such plan submittal shall ensure that the Area is further remediated to meet one or more of the cleanup standards set forth in paragraph 4 above.

7. Grantor has agreed to include in any instrument conveying any interest in any portion of the Area, including but not limited to deeds, leases, and mortgages, a notice which is in substantially the following form:

**THE INTEREST CONVEYED HEREBY IS SUBJECT
TO A DECLARATION OF RESTRICTIONS, DATED
Dec 31, 1998, RECORDED IN THE PUBLIC
LAND RECORDS ON Dec 27, 1998 IN
BOOK 234, PAGE 1034, IN FAVOR OF, AND
ENFORCEABLE BY, THE STATE OF OHIO.**

Within thirty (30) days of the date any such instrument of conveyance is executed, Grantor must provide the Director of Ohio EPA with a certified true copy of said instrument and, if it has been recorded in the public land records, its recording reference.

8. Grantor has covenanted to and with the State of Ohio that the Grantor is lawfully seized in fee simple of the Area, that the Grantor has a good and lawful right and power to sell and convey it or any interest therein, that the Area is free and clear of encumbrances, except those noted on Exhibit 3 attached hereto, and that the

IN WITNESS WHEREOF, Grantor has caused this Declaration of Restrictions to be signed in its name.

Executed this 21 day of Dec, 1999.

SHIELDALLOY METALLURGICAL CORPORATION

By: Anthony R. Zecca
Name: Anthony R. Zecca
Title: Sr. Vice President
12 West Boulevard
Newfield, New Jersey 08344
(856) 692-4200

Sworn to and subscribed before me this 21 day of Dec, 1999.

Valerie L. Fenstamaker
Notary Public

This instrument prepared by:
Richard P. Fahey
Attorney at Law
Arter & Hadden LLP
Suite 2100
10 West Broad Street
Columbus, Ohio 43215



VALERIE L. FENSTAMAKER
Notary Public, State of Ohio
My Commission Expires June 24, 2004

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Metes and Bounds Description of Real
Estate Subject to Restrictions

TRACT ONE:

Situated in the Township of Cambridge and Township of Jackson, County of Guernsey, State of Ohio and being 108.899 acres, more or less, in Military Lots 21, 22, 26, 27 and 28 of Township 1 North, Range 3 West of the United States Military District and being more particularly described as follows:

Commencing at an iron pipe found at the Northeast corner of said Military Lot 27; thence with the North line of said Military Lot 27, North 88 degrees 37' 28" West a distance of 372.62 feet to an iron pin set in the center of Township Road 4371, the BEGINNING; thence continuing with the North line of said Lot 27 North 88 degrees 37' 28" West a distance of 28.31 feet to an iron pin set; thence along the West side of said Township Road 4371 South 43 degrees 06' 08" East a distance of 487.63 feet to a concrete monument found; thence with the lands of now or formerly Ohio Power Company as recorded in Volume 302, page 399 of the Deed Records of Guernsey County, Ohio the next three (3) calls:

1. South 46 degrees 55' 04" West a distance of 229.85 feet to a concrete monument found.
2. South 43 degrees 02' 15" East a distance of 249.81 feet to an iron pin set.
3. North 46 degrees 55' 04" East a distance of 229.85 feet to a concrete monument found; thence continuing along the West line of said Township Road 4371 South 43 degrees 06' 08" East a distance of 2678.67 feet to an iron pin set; thence with the North line of a Penn Central Railroad spur and with a curve to the left having the following properties, Delta = 46 degrees 33' 11" Radius = 1162.78 and a Chord that bears North 78 degrees 43' 28" West a distance of 918.99 feet to an iron pin set; thence continuing with the North line of said railroad spur the next two (2) calls:

1. South 77 degrees 59' 56" West a distance of 472.14 feet to an iron pin set.
2. South 77 degrees 59' 56" West a distance of 583.00 feet to an iron pin set; thence leaving said North line and crossing said spur South 01 degree 36' 32" West a distance of 33.95 feet to an iron pin set on the South line of said railroad spur; thence with the South line of said spur North 77 degrees 59' 56" East a distance of 582.54 feet to an iron pin set; thence with the lands of now or formerly Jack L. Edwards as recorded in Volume 288, Page 561 of the Deed Records of Guernsey County, Ohio South 02 degrees 21' 12" West a distance of 213.50 feet to an iron pin set; thence with the lands of now or formerly Board of County Commissioners as recorded in Volume 314, Page 185 of the Deed Records of Guernsey County, Ohio, the next two (2) calls:

the center of State Route 209; thence with the center of said State Route 209 North 87 degrees 38' 48" West a distance of 275.45 feet to a railroad spike set; thence leaving said road and with the lands of now or formerly General Resources Corporation as recorded in Volume 328, Page 808 of the Deed Records of Guernsey County, Ohio, the next six (6) calls:

1. North 10 degrees 12' 32" East a distance of 131.92 feet to an iron pin found.
2. South 80 degrees 00' 56" East a distance of 52.91 feet to an iron pin found.
3. North 10 degrees 08' 15" East a distance of 317.07 feet to an iron pin found.
4. North 87 degrees 40' 15" West a distance of 285.05 feet to an iron pin found.
5. South 02 degrees 20' 07" West a distance of 85.11 feet to an iron pin found.
6. North 87 degrees 04' 03" West a distance of 351.74 feet to a ¼ inch iron pipe found; thence with the lands of now or formerly Community Industrial Association as recorded in Volume 358, Page 447 of the Deed Records of Guernsey County, Ohio the next seven (7) calls:

1. North 05 degrees 57' 05" East a distance of 82.14 feet to an iron pin found.
2. North 22 degrees 19' 11" East a distance of 87.65 feet to an iron pin found.
3. North 19 degrees 22' 13" East a distance of 142.91 feet to an iron pin set.
4. North 16 degrees 50' 03" East a distance of 65.56 feet to an iron pin found.
5. North 02 degrees 24' 03" East a distance of 752.01 feet to an iron pin found.
6. North 42 degrees 35' 31" West a distance of 283.02 feet to a 4-inch iron pipe found.
7. North 87 degrees 56' 32" West a distance of 967.31 feet to a 4-inch iron pipe found; thence with the half lot line of Military Lot 27, North 00 degrees 53' 50" West a distance of 1662.01 feet to an iron pin set on the Cambridge - Jackson Township line; thence with the lands now or formerly Gerald Benson and Stanley Nicolozakes as recorded in Volume 368, Page 695 of the Deed Records of Guernsey County, Ohio North 00 degrees 44' 25" East a distance of 24.31 feet to an iron pin set in the center of Township Road 4371; thence with the center of said Township Road and with the lands of now or formerly Earl Slifko as recorded in Volume 317, Page 163 of the Deed Records of Guernsey County, Ohio, the next nine (9) calls:

1. North 87 degrees 44' 38" East a distance of 211.61 feet to an iron pin set.
2. North 83 degrees 54' 37" East a distance of 249.16 feet to an iron pin set.
3. North 66 degrees 13' 36" East a distance of 52.10 feet to an iron pin set.
4. North 49 degrees 05' 25" East a distance of 93.88 feet to an iron pin set.
5. North 64 degrees 59' 49" East a distance of 102.23 feet to an iron pin set.
6. North 78 degrees 34' 37" East a distance of 60.69 feet to an iron pin set.
7. South 84 degrees 17' 57" East a distance of 81.84 feet to an iron pin set.
8. South 67 degrees 36' 47" East a distance of 47.65 feet to an iron pin set.
9. South 43 degrees 06' 08" East a distance of 267.69 feet to the BEGINNING and containing 108.899 acres, more or less, and being part of the property conveyed in Volume 225, Page 547 and part of the property conveyed in Volume 225, Page 564 of the Deed Records of Guernsey County, Ohio. 32.955 acres, more or less, being in Military Lot 21, 18.553 acres, more

or less, being in Military Lot 22, 2.408 acres, more or less, being in Military Lot 26, 49.369 acres, more or less, being in Military Lot 27, and 5.614 acres, more or less, being in Military Lot 28.

SUBJECT to all leases or easements of public record. Bearings are astronomic and the result of a solar observation. Iron pins set are 5/8 inch rebar 30 inches long, capped "GARDNER LS-6884".

A survey of the above-described property was made on May 20, 1987 by Steven L. Gardner, Registered Surveyor #6884.

TRACT TWO:

Situated in the Township of Cambridge and Township of Jackson, County of Guernsey, State of Ohio and being 24.168 acres, more or less, in Military Lots 21, 22, 26 and 27 of Township 1 North, Range 3 West of the United States Military District and being more particularly described as follows:

Commencing at an iron pipe found at the Northeast corner of said Military Lot 27; thence with the North line of said Military Lot 27; North 88 degrees 37' 28" West a distance of 64.99 feet to an iron pin set on the West line of the Penn Central Railroad the BEGINNING; thence with the West line of said Penn Central Railroad South 43 degrees 06' 08" East a distance of 3423.22 feet to an iron pin set; thence with the lands of now or formerly Carter Jones Lumber Company as recorded in Volume 340, Page 177 of the Deed Records of Guernsey County, Ohio South 46 degrees 53' 52" West a distance of 200.00 feet to an iron pin set; thence along the East side of Township Road 4371 and with the lands of now or formerly Earl Slifko as recorded in Volume 317, Page 163 of the Deed Records of Guernsey County, Ohio North 43 degrees 06' 08" West a distance of 5158.89 feet to an iron pin set; thence with the lands of now or formerly Helen Lenzo as recorded in Volume 364, Page 44 of the Deed Records of Guernsey County, Ohio North 00 degrees 31' 51" East a distance of 289.84 feet to an iron pipe found; thence with the West line of the Penn Central Railroad South 43 degrees 06' 08" East a distance of 1945.45 feet to the BEGINNING and containing 24.168 acres, more or less, and being all of the property conveyed in Volume 337, Page 611 in Parcel One of the Deed Records of Guernsey County, Ohio.

5.240 acres, more or less, being in Military Lot 21, 9.610 acres, more or less, being in Military Lot 22, 8.000 acres, more or less, being in Military Lot 26, and 1.318 acres, more or less, being in Military Lot 27.

SUBJECT to all leases or easements of public record. Bearings are astronomic and the result of a solar observation.

Iron pins set are 5/8 inch rebar 30 inches long, capped "GARDNER LS-6884".

SAVING and EXCEPTING from Tracts One and Two all reservations, restrictions, covenants, easements, leases, rights of way and other matters of record.

FORMER PENN CENTRAL TRACT:

Situated in the County of Guernsey, in the State of Ohio and in the Township of Cambridge and being 1.867 acres, more or less, in Military Lots 26 and 39 of Township 1 North, Range 3 West of the United State Military District and being more particularly described as follows:

Commencing at a stone found at the Northeast corner of said Military Lot 39 from which a one-inch rebar bears North 03 degrees 01' 37" East a distance of 1642.54 feet; thence with the East line of said Military Lot 39 South 02 degrees 21' 30" West a distance of 457.00 feet to an iron pin set, the BEGINNING, said iron pin being further referenced by a 5/8 inch rebar found which bears South 02 degrees 21' 30" West a distance of 1276.81 feet; thence with the lands of now or formerly Helen Lenzo as recorded in Volume 364, Page 44 of the Deed Records of Guernsey County, Ohio the next four calls:

1. South 79 degrees 16' 34" East a distance of 104.75 feet to an iron pin set.
2. South 87 degrees 46' 34" East a distance of 657.22 feet to an iron pin set.
3. South 02 degrees 13' 25" West a distance of 10.00 feet to an iron pin set.
4. South 87 degrees 46' 34" East a distance of 633.23 feet to an iron pin set on the West line of a 24.168 acre tract; thence with said West line South 00 degrees 31' 51" West a distance of 29.63 feet to an iron pin set; thence with the lands of now or formerly K. D. Pauley as recorded in Volume 332, Page 845 and with the lands of now or formerly Helen Lenzo as recorded in Volume 364, Page 44 of the Deed Records of Guernsey County, Ohio the next two calls:

1. North 73 degrees 09' 06" West a distance of 20.54 feet to an iron pin set.
2. North 87 degrees 55' 34" West a distance of 1338.53 feet to an iron pin set; thence through the lands of now or formerly the following four people:

1. Helen Lenzo as recorded in Volume 364, Page 44 of the Deed Records of Guernsey County, Ohio.
2. Grant S. Richards as recorded in Volume 315, Page 227 of the Deed Records of Guernsey County, Ohio.

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3. Elma D. Nicholson as recorded in Volume 315, Page 302 of the Deed Records of Guernsey County, Ohio.

4. Grant S. Richards as recorded in Volume 281, Page 126 of the Deed Records of Guernsey County, Ohio the next seven calls:

1. North 75 degrees 15' 34" West a distance of 183.32 feet to an iron pin set.
2. North 58 degrees 25' 34" West a distance of 254.16 feet to an iron pin set.
3. North 38 degrees 24' 34" West a distance of 415.46 feet to an iron pin set.
4. North 51 degrees 35' 26" East a distance of 50.00 feet to an iron pin set.
5. South 38 degrees 24' 34" East a distance of 410.42 feet to an iron pin set.
6. South 55 degrees 10' 33" East a distance of 237.50 feet to an iron pin set.

7. South 79 degrees 16' 34" East a distance of 130.66 feet to the BEGINNING and containing 1.867 acres, more or less, and being all of the property conveyed by Quit-Claim Deed from the Penn Central Corporation to Foote Mineral Company in Parcel Two of Volume 337, Page 611 of the Deed Records of Guernsey County, Ohio. 1.030 acres, more or less, being in Military Lot 26 and 0.837 acres, more or less, being in Military Lot 39.

SUBJECT to all leases or easements of public record.

Bearings are astronomic and the result of a solar observation.

Iron pins set are 5/8 inch rebar 30 inches long, capped "GARDNER LS-6884".

A survey of the above-described property was made on May 22, 1987 by Steven L. Gardner, Registered Surveyor #6884.

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**Certified Mail
Return Receipt Requested**

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December 7, 1999

Mr. James Valenti
Shieldalloy Metallurgical Corporation
West Boulevard,
P.O. Box 768
Newfield, NJ 08344

Identify to
office
Environmental Health Department

By: *[Signature]* 12-07-99

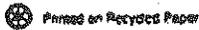
**RE: AMENDED CLOSURE PLAN APPROVAL
SHIELDALLOY METALLURGICAL CORP.
OHD 042319244**

Dear Mr. Valenti:

On October 20, 1997, Shieldalloy Metallurgical Corporation submitted to Ohio EPA an amended closure plan for the former baghouse dust wastepile located at the facility on State Route 209 in Cambridge, Ohio. Revisions to the amended closure plan were received on May 6, 1999 and on October 21, 1999. The amended closure plan was submitted pursuant to Rule 3745-66-12 of the Ohio Administrative Code (OAC) in order to demonstrate that Shieldalloy Metallurgical Corporation's proposal for closure complies with the requirements of OAC Rules 3745-66-11 and 3745-66-12.

In its May 6, 1999 revised, amended closure plan submittal, Shieldalloy Metallurgical Corporation set forth its understanding that it may use an industrial land-use scenario cleanup standard for closure of soils at its former baghouse dustpile area provided that it agrees to restrict activities at this property to industrial use only. Accordingly, Shieldalloy Metallurgical Corporation proposed within its revised, amended closure plan submittal an agreement whereby, within sixty (60) days after receiving approval of its plan containing an industrial land-use scenario cleanup standard, it would record in the Office of the County Recorder of the County in which this facility is located, in an instrument whose recording is provided for by law, language attached as Appendix A to its amended closure plan that restricts activities at this unit to industrial use only. Shieldalloy Metallurgical Corporation further agreed that, as a condition of approval of its amended closure plan, it would agree to comply with the use restrictions set forth in Appendix A.

Bob Taft, Governor
Maureen O'Connor, Lieutenant Governor
Christopher Jones, Director



The owner or operator and the public were given the opportunity to submit written comments regarding the amended closure plan in accordance with OAC Rule 3745-66-12. No public comments were received by Ohio EPA.

Based upon review of Shieldalloy Metallurgical Corporation's submittal and subsequent revisions, I conclude that the amended closure plan for the hazardous waste facility on State Route 209, as modified herein, meets the performance standard contained in OAC Rule 3745-66-11 and complies with the pertinent parts of OAC Rule 3745-66-12. In making this conclusion, Ohio EPA has agreed to accept Shieldalloy Metallurgical Corporation's proposal that it use an industrial land-use scenario cleanup standard for closure of its former baghouse dust wastepile provided that it restrict activities in this unit to industrial use only. Ohio EPA also approves the content of the language that Shieldalloy Metallurgical Corporation submitted as Appendix A to its amended closure plan that restricts activities at this unit to industrial use only. Ohio EPA accepts Shieldalloy Metallurgical Corporation's proposal that, within sixty (60) days after receiving approval of this closure plan, it shall record in the Office of the County Recorder of the County in which the facility is located, in an instrument whose recording is provided for by law, the language set out in Appendix A of Shieldalloy Metallurgical Corporation's revised, amended closure plan that restricts activities at this unit to industrial use only. Ohio EPA also accepts Shieldalloy Metallurgical Corporation's commitment that, as a condition of approval of its revised, amended closure plan, it will agree to comply with the use restrictions set forth in its Appendix A. Ohio EPA and Shieldalloy Metallurgical Corporation agree that Shieldalloy Metallurgical Corporation's commitment to record the aforementioned instrument, and comply with the use restrictions contained therein, are enforceable requirements of this closure plan approval and that this use restriction will run with Shieldalloy Metallurgical Corporation's land, inure to the benefit of the Director of Ohio EPA, and shall be binding upon Shieldalloy Metallurgical Corporation, its heirs, successors, assigns, transferees, or any other owner of this facility.

The amended closure plan submitted to Ohio EPA on October 20, 1997 and revised on May 6, 1999 and October 21, 1999 by Shieldalloy Metallurgical Corporation is hereby approved with the following modifications:

1. Section 3.2; Appendix C & Tables:

On February 25, 1999 TRC, on behalf of Shieldalloy, submitted a "Supplemental Annual Report for 1998 Interim Status Ground Water Monitoring Information for Shieldalloy Metallurgical Corporation (SMC) in Cambridge, Ohio." This report presents a statistical analysis of nine sampling rounds conducted from December 1995 through July 1998. Based on the results of the statistical analysis, arsenic did not statistically

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trigger as a contaminant of concern.

Based on this analysis, the amended closure plan should have excluded arsenic as a chemical of concern. The closure plan must be modified to reflect this change.

2. Section 3.2; Appendix C & Tables:

While manganese triggered statistically indicating evidence of contamination for monitoring wells MWU-2, and MWU-3 (TRC, 1999), the submitted risk assessment reports that the maximum upgradient groundwater well concentration of manganese exceeds the on-site maximum detected concentration by a factor of four, indicating that manganese is not site-related. Also, based on information provided in the April 16, 1999 letter, the 1994 Sampling Plan of the 1994 Closure Plan for the Ferrovan Dust Waste Pile states that surface soils and groundwater should be quantitatively analyzed for Appendix IX metals (this list does not contain manganese) and the Ohio EPA only requested manganese analysis for the groundwater samples. The April 16, 1999 letter further states that manganese should not have been included as a soil analyte because it is not baghouse dust related (TRC, 1999). Since manganese is not related to the baghouse dust pile and was detected at elevated concentrations in the upgradient wells, manganese should not be considered a chemical of concern in the closure plan. The closure plan must be appropriately modified.

3. Section 3.4:

This section must be revised to state that the closure certification document will include the certification statement provided in OAC Rule 3745-50-42 (D), signed by a responsible corporate officer.

4. Appendix C - Section 3.1, Development of Exposure Scenario(s):

The exposure scenarios evaluated include the ingestion of groundwater and the report presents the calculation of risk to the ingestion of groundwater using industrial scenario exposure assumptions. However, the residential scenario is necessary as it accounts for the migration of groundwater and groundwater contamination to off-site nonindustrial receptors. Groundwater must be evaluated using the residential exposure assumptions presented in the Ohio EPA Closure Plan Review Guidance for RCRA Facilities (1999). The closure plan must be modified to incorporate the residential scenario exposure assumptions for the ingestion of groundwater.

5. Appendix C - Section 3.2, Estimation of Exposure Point Concentrations:

The report states that "Based on guidance by the Ohio EPA (1993a, 199b, 1997a), the lesser of the 95% upper confidence limit (UCL) on the arithmetic mean and the maximum detected concentration is used as the EPC for each COC in each medium" and "Based on the results of the Shapiro-Wilks test (Gilbert, 1987) and as consistent with the approach applicable to most environmental data (U.S. EPA, 1992a), the 95% UCLs for the WMU for the HHRA are calculated assuming a lognormal distribution."

For each chemical of concern the report should have documented whether the data set from the contaminated area approximates a normal or lognormal distribution. In most cases, the data set will more closely approximate a lognormal distribution and will therefore require the adjustment as described in the Supplemental Guidance to RAGS: Calculating the Concentration Term (U.S. EPA, 1992). If the calculated 95% UCL of the arithmetic mean exceeds the maximum concentration or if the transformed data set does not approximate a normal distribution, the maximum concentration should be used.

The report should have documented the results of the Shapiro-Wilks normality test for the un-transformed and transformed data; however, it is recognized that the treatment of the data as being lognormal is generally conservative. Therefore, no modification to the report is necessary at this time, but any other risk assessments that Shieldalloy Metallurgical Corporation may perform in the future should reflect this comment.

Shieldalloy Metallurgical Corporation shall submit the above revisions to the Ohio EPA, Southeast District Office inspector, Richard Stewart, within 30 days of the date of this approval to confirm your understanding of the modifications.

Compliance with the approved closure plan, including the modifications specified herein, is expected. The Ohio EPA will monitor such compliance. The Director expressly reserves the right to take action, pursuant to Chapters 3734. and 6111. of the Revised Code, and other applicable law, to enforce such compliance and to seek appropriate remedies in the event of noncompliance with the provisions and modifications of this approved closure plan. Please be advised that approval of this amended closure plan does not release Shieldalloy Metallurgical Corporation from any responsibilities regarding corrective action for all releases of hazardous waste or constituents from any solid waste management unit, regardless of the time at which waste was placed in the unit.

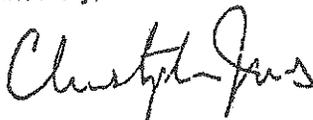
You are notified that this action of the Director is final and may be appealed to the Environmental Review Appeals Commission ("ERAC") pursuant to Section 3745.04 of the

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Ohio Revised Code. The appeal must be in writing and set forth the action complained of and the grounds upon which the appeal is based. It must be filed with the Environmental Review Appeals Commission within thirty (30) days after notice of the Director's action. A copy of the appeal must be served on the Director of the Ohio Environmental Protection Agency within three (3) days of filing with the ERAC. An appeal may be filed with the ERAC at the following address: Environmental Review Appeals Commission, 236 East Town Street, Room 300, Columbus, Ohio 43266-0557.

When closure is completed, Ohio Administrative Code Rule 3745-66-15 requires the owner or operator of a facility to submit to the Director of the Ohio EPA certification by the owner or operator and an independent, qualified registered professional engineer, that the facility has been closed in accordance with the approved closure plan. Shieldalloy Metallurgical Corporation and Ohio EPA agree that Shieldalloy Metallurgical Corporation will submit to the Director, as part of this certification, a file and date-stamped copy of the duly recorded use restriction discussed above. The certification by the owner or operator shall include the statement found in OAC 3745-50-42(D). These certifications should be submitted to: Ohio Environmental Protection Agency, Division of Hazardous Waste Management, Attn: Thomas Crepeau, Data Management Section, P.O. Box 1049, Columbus, Ohio 43216-1049.

Sincerely,



Christopher Jones
Director

cc: [redacted]

cc: Tom Crepeau, DHWM Central File, Ohio EPA
Ed Lim, Manager, Engineering & Risk Assessment Section, CO, Ohio EPA
Harriet Croke, USEPA - Region V
John Schierberl, CO, Ohio EPA
Richard Stewart, SEDO, Ohio EPA
Teri Martin, SEDO, Ohio EPA

CJ/rs/lp

EXHIBIT 3

Encumbrances on Area

1. Real estate taxes for the year 1999 and subsequent years.
2. Assessments, if any, which have not been certified to the County Auditor.
3. Right of way for Railroad purposes from Margaret Rainey to A. J. Warner dated February 2, 1904, and filed for record in Deed Volume 79 at page 15 on May 5, 1904, at 10:07 A.M.
4. Easement for power lines to Ohio Power Company filed for record in Deed Volume 155 at page 385, on July 31, 1931 at 3 P.M.
5. Conveyance from G. H. Rainey and Mahala Rainey to The Cleveland & Marietta Railway Co. of a right of way and easement for railroad purposes as further described in Deed Volume 91 at page 321 to which reference is made, the same being dated July 12, 1904, and filed for record January 31, 1907, at 2:11 P.M.
6. Easement for power poles and wires granted by Matt Slifko and Susie Slifko to the Ohio Power Co. dated October 10, 1945, and filed for record November 13, 1945, at 10:30 A.M. Deed Volume 199 at page 11.
7. Rights of way granted to Ohio Fuel Supply Co. for pipelines by A. M. Mullen and Stella Mullen acknowledged 29 April 1919, and filed for record May 9, 1919, at 8 A.M. in Lease Volume 18 at page 39 and that right of way from Mahala Rainey to Ohio Fuel Supply Co. dated November 29, 1918, and filed for record May 9, 1919, at 8 A.M. both of which were assigned to Ohio Fuel Gas Co. by instrument in Lease Volume 33 at page 234.
8. Easement for power poles and wires granted by Carl and Hazel Atkinson to The Ohio Power Co. dated October 10, 1945, and filed for record in Deed Volume 199 at page 5.
9. Reservation to The Ohio Coal Co. its successors and assigns, to use or maintain the drain and drainage to its mine through and on Lot 27, dated August 9, 1905, and filed for record January 14, 1908, at 2:20 P.M. in Deed Volume 93 at page 722.
10. Excepting all coal with necessary and convenient rights to mine, operate and remove same and further providing for remuneration for damages to growing crops and other limitations set forth in the exception of record in deed from Worthy Dyson and Mary C. Dyson to Samuel M. Work and Hannah S. Work dated April 1, 1914, and filed for record at 3 P.M. that date in Deed Volume 112 at page 223 regarding approximately 13 acre within TRACT I.

11. Excepting all oil, gas, coal and other minerals noted in the exception to the conveyance of 1.72 acres within TRACT I in that deed from Ellis Call et. ux. To D. G. Wertz dated May 2, 1947, and filed for record May 5, 1947 at 3:05 P.M. in Deed Volume 207 at page 147.
12. Excepting all oil and gas in and under 50.53 acres in ML 27, a part of TRACT I, reserved in that deed from Albert M. Mullen and Stella Mullen to James Mullen dated November 14, 1922, and filed for record the same date at 2:55 P.M. in Deed Volume 137 at page 148.
13. Excepting the rights of the United States Telephone Co. to erect and maintain poles and the other conditions set forth in that deed, if any, from William Nicholson to the Cleveland and Marietta Railway Company dated September 12, 1903, and recorded November 9, 1903, in Deed Volume 76 at page 344 concerning 7.55 acres, part of TRACT II in ML 26.
14. Excepting the rights of the United States Telephone Co. to locate and maintain certain telephone poles on a 9.14 acre parcel part of TRACT II, ML 22 set forth in a deed from George Trenner, et. al. to The Cleveland and Marietta Railway Co. dated November 12, 1903, and filed for record December 10, 1903, at 11:08 A.M. in Deed Volume 77 at page 138.
15. Easement to Ohio Power Co. for location of a transmission and distribution pole line as located in 1980 by deed dated September 12, 1980, filed for record August 27, 1981, at 2 P.M. in Deed Volume 346 at page 58.
16. Subject to those matters set forth in a deed from Foote Mineral Co. to General Resources Corporation dated 10 April, 1978, and filed for record April 14, 1978, at 9:40 A.M. in Deed Volume 328 at page 808, and the matters incorporated by reference, of that certain "Agreement of Purchase" dated April 10, 1978, which is Exhibit B to those Affidavits of Thomas Welch who executed the same on behalf of the grantee therein (recorded in Misc. Vol. 13 at page 156), and of Thomas A. Williams who executed the same on behalf of the grantor therein (recorded in Misc. Vol. 13 at page 165).
17. Sewer right of way easement granted by Foote Mineral Company to the Board of County Commissioners, Guernsey County by instrument dated July 25, 1974, and filed for record October 29, 1974, at 12:02 P.M. in Deed Volume 310 at page 218.
18. Roadside Right of Way to lay, maintain and operate a pipeline from Foote Mineral Co. to Columbia Gas of Ohio, Inc., dated August 20, 1973, and filed for record on June 7, 1974, at 1:40 P.M. in Deed Volume 307 at page 984.

20. Airport Zoning as depicted on the Location Plat prepared by Surveyor Stephen L. Gardner, May 20-29, 1987.
21. Gas pipeline depicted on the Location Plat prepared by Surveyor Stephen L. Gardner May 20-29, 1987, following the east and southeast line of TRACT I in Military Lot 21 for which no recorded instrument is known.
22. Two encroachments in Military Lot 22 of the fence: (1) departing TRACT I along the north east boundary thereof and encroaching on the right of way of Township Road 4371 approximately 5 feet on the north and tapering to zero feet, and (2) departing TRACT II in the Pond area to a maximum of approximately 15 feet on the right of way of the same Township Road, both of which are shown on the Location Plat of Surveyor Stephen L. Gardner dated May 20-29, 1987.
23. Two encroachments on a gore (Railroad bed) from the description of TRACT I: (1) The Entrance Drive from State Route 209 northward to the Main Building and (2) Slag on the gore area, both of which are shown on the Location Plat of Surveyor Stephen L. Gardner dated May 20-29, 1987.
24. Right of way and Agreement between Foote Mineral Company and Cambridge-Guernsey Community Improvement Corporation of record in Deed Volume 372 at page 408, on June 5, 1987, at 2:25 P.M. regarding the railroad line therein described.

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