



State of Ohio Environmental Protection Agency

STREET ADDRESS:

Lazarus Government Center
50 W. Town St., Suite 700
Columbus, Ohio 43215

TELE: (614) 644-3020 FAX: (614) 644-3184
www.epa.state.oh.us

MAILING ADDRESS:

P.O. Box 1049
Columbus, OH 43216-1049

CERTIFIED MAIL

February 25, 2010

Re: The Lubrizol Corporation
Wickliffe, Lake County, Ohio
US EPA ID No.: OHD 004 172 565

The Lubrizol Corporation
Painesville, Lake County, Ohio
US EPA ID No.: OHD 004 172 623

Karen L. Walter, Esq.
Counsel
The Lubrizol Corporation
29400 Lakeland Boulevard
Wickliffe, Ohio 44092

Dear Ms. Walter:

Enclosed please find the certified copies of the Environmental Covenants (Covenants) issued to The Lubrizol Corporation, Lake County, on February 25, 2010.

The second set of original copies of the Covenants have been returned to you for filing. It is the obligation of The Lubrizol Corporation pursuant to Paragraph 10 of the Covenants, to complete the filings at the Office of the Lake County Recorder and, pursuant to paragraph 17 of the Covenants, to distribute copies of the recorded Covenants.

If you have any questions with the Covenants, do not hesitate to contact Todd Anderson, Ohio EPA Office of Legal Services, at (614) 644-3037.

Sincerely,

Jeremy A. Carroll, P.E.
Manager, Regulatory and Information Services Section
Division of Hazardous Waste Management

env covenant.thelubrizolcorporation nedo 10 js.doc

Attachments

cc: Ed Lim, Mgr., ERAS, DHWM
Todd Anderson, Legal
John Pasquarette, DHWM, NWDO
Mr. Larry Norwood, VP Operations, The Lubrizol Corporation

Ted Strickland, Governor
Lee Fisher, Lieutenant Governor
Chris Korleski, Director

OHIO E.P.A.

I certify this to be a true and accurate copy of the official documents as filed in the records of the Ohio Environmental Protection Agency.

FEB 16 2010

ENTERED DIRECTOR'S JOURNAL

By: Jimmy Lassiter Date: 2-16-10

To be recorded with Deed
Records - ORC § 317.08

ENVIRONMENTAL COVENANT

This Environmental Covenant is entered into by The Lubrizol Corporation ("Owner"), having offices at 29400 Lakeland Boulevard, Wickliffe, Ohio 44092, and the Ohio Environmental Protection Agency ("Ohio EPA") pursuant to Ohio Revised Code ("ORC") §§ 5301.80 to 5301.92 for the purpose of subjecting the Property (as defined herein) to the activity and use limitations set forth herein.

Whereas, Owner is the owner of certain real property located at 155 Freedom Road, Painesville, Lake County, Ohio, and legally described in Exhibit A attached hereto (collectively referred to herein as the "Property"); and

Whereas, Owner has been issued a "Hazardous Waste Facility Installation and Operation Permit", Ohio Permit No. 02-43-0178 (the "Ohio Permit") by Ohio EPA requiring Owner to complete corrective action for the release of hazardous wastes and constituents from waste management units identified in the Ohio Permit; and

Whereas, Owner completed a corrective action investigation of the Property that revealed that, as a result of past operations at the Property, certain contaminants exceeded applicable residential standards on portions of the Property. These contaminants include, but are not limited to, beryllium, barium, mercury, Benzo(a)pyrene, Indeno(1,2,3-cd)pyrene, and 1,2,4-Trichlorobenzene. Potential pathways of exposure from the contaminants located within these portions of the Property include direct contact with soil; and

Whereas, Owner completed a corrective action investigation and an ecological risk assessment which concluded contaminant levels would not pose an unacceptable risk to an industrial worker, construction worker and important ecological receptors; and

Whereas, Owner is implementing the approved corrective action on the Property in accordance with Ohio EPA's hazardous waste requirements contained in ORC Chapter 3734. As part of the corrective action, Owner has agreed to place certain restrictions on the future use of portions of the Property, as described herein; and

Whereas, the Administrative Record of the corrective action is maintained as the file titled "Lubrizol Painesville, OHD 004 172 623, Lake County," in the Ohio EPA Northeast District Office, 2110 East Aurora Road, Twinsburg, Ohio 44087; and

Whereas, the implementation of appropriate use restrictions that restrict land use on the Property is required to protect human health and the environment, based upon a corrective action investigation and an ecological risk assessment performed for the waste management units addressed in the corrective action;

Now therefore, Owner and Ohio EPA agree to the following:

1. Environmental Covenant. This instrument is an environmental covenant developed and executed pursuant to ORC §§ 5301.80 to 5301.92.

2. Property. This Environmental Covenant concerns an approximately 87 acre tract of real property located in Lake County, Ohio, and more particularly described in Exhibit A attached hereto and hereby incorporated by reference herein ("Property").

3. Owner. The Lubrizol Corporation ("Owner") is the fee simple owner of the Property. Owner is located at 29400 Lakeland Boulevard, Wickliffe, Ohio 44092,

4. Holder. Owner, whose address is listed above, is the holder of this Environmental Covenant. In the event of a future transfer of the Property such that The Lubrizol Corporation would no longer own the Property, The Lubrizol Corporation, shall remain a Holder.

5. Activity and Use Limitations. As part of the corrective action for the release of hazardous wastes and constituents from waste management units on the Property, Owner hereby imposes and agrees to comply with the following activity and use limitations:

A. Land Use Limitation.

The Property 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:

- i. Single and multi-family dwelling and rental units;
- ii. Day care centers and preschools;
- iii. Hotels and motels;
- iv. Educational (except as a part of industrial activities within the Property) and religious facilities;
- v. Restaurants and other food and beverage services (except as a part of industrial activities within the Property);
- vi. Entertainment and recreational facilities (except as a part of industrial activities within the Property);

- vii. Hospitals and other extended care medical facilities (except as a part of industrial activities within the Property); and
- viii. Transient or other residential facilities.

The term "industrial activities" shall include manufacturing, formulating, repackaging, refining operations, processing operations, and office and warehouse use, including but not limited to production, storage and sales of durable goods and other products, and parking/driveway use. The growth of food chain crops in or on the land is prohibited.

- B. In the event that any activity by the holder of an encumbrance, identified in Paragraph 12, below, constitutes a violation of these use and activity restrictions, Owner or Transferee shall notify Ohio EPA within thirty (30) days of becoming aware of the event, and shall remedy the breach of the covenant within sixty (60) days of becoming aware of the event, or such other time frame as may be agreed to by the Owner or Transferee and Ohio EPA.

6. Running with the Land. This Environmental Covenant shall be binding upon the Owner and all assigns and successors in interest, including any Transferee, and shall run with the land, pursuant to ORC § 5301.85, subject to amendment or termination as set forth herein. The term "Transferee," as used in this Environmental Covenant, shall mean any future owner of any interest in the Property or any portion thereof, including, but not limited to, owners of an interest in fee simple, mortgagees, easement holders, and/or lessees.

7. Compliance Enforcement. Compliance with this Environmental Covenant may be enforced pursuant to ORC § 5301.91 or other applicable law. Failure to timely enforce compliance with this Environmental Covenant or the activity and use limitations contained herein by any party shall not bar subsequent enforcement by such party and shall not be deemed a waiver of the party's right to take action to enforce against any non-compliance. Nothing in this Environmental Covenant shall restrict the Director of Ohio EPA from exercising any authority under applicable law.

8. Rights of Access. Owner hereby grants to Ohio EPA, its agents, contractors, and employees, and to Holder(s), the right of access to the Property for implementation or enforcement of this Environmental Covenant.

9. Compliance Reporting. Owner and any Transferee shall submit to Ohio EPA and Holder(s) on an annual basis a written certification which complies with the requirements of Ohio Administrative Code 3745-50-42(B), (C), and (D) that the activity and use limitations remain in place and are being complied with.

10. Recordation of Environmental Covenant. Within thirty (30) days after the date of the final required signature upon this Environmental Covenant, Owner shall record, in the Lake County Recorder's Office, this Environmental Covenant in the same manner as a deed to the Property, pursuant to ORC § 5301.88. Owner shall certify to Ohio EPA that the Environmental Covenant has been filed for recording, and include with the certification a file and date-stamped copy of the Environmental Covenant.

11. Notice upon Conveyance. Each instrument hereafter conveying any interest in the Property or any portion of the Property shall contain a notice of the activity and use limitations set forth in this Environmental Covenant, and provide the recorded location of this Environmental Covenant. The notice shall be substantially in the following form:

THE INTEREST CONVEYED HEREBY IS SUBJECT TO AN ENVIRONMENTAL COVENANT, DATED _____, 200_, RECORDED IN THE DEED OR OFFICIAL RECORDS OF THE LAKE COUNTY RECORDER'S OFFICE ON _____, 200_, IN [DOCUMENT _____, or BOOK____, PAGE _____]. THE ENVIRONMENTAL COVENANT CONTAINS THE FOLLOWING ACTIVITY AND USE LIMITATIONS:

A. Land Use Limitation.

The Property 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:

- i. Single and multi-family dwelling and rental units;
- ii. Day care centers and preschools;
- iii. Hotels and motels;
- iv. Educational (except as a part of industrial activities within the Property) and religious facilities;
- v. Restaurants and other food and beverage services (except as a part of industrial activities within the Property);
- vi. Entertainment and recreational facilities (except as a part of industrial activities within the Property);
- vii. Hospitals and other extended care medical facilities (except as a part of industrial activities within the Property); and
- viii. Transient or other residential facilities.

The term "industrial activities" shall include manufacturing, formulating, repackaging or refining operations, processing operations, and office and warehouse use, including but not limited to production, storage, and sales of

durable goods and other products, and parking/driveway use. The growth of food chain crops in or on the land is prohibited.

- B. In the event that any activity by the holder of an encumbrance on the Property, identified in Paragraph 12 below, constitutes a violation of these use and activity restrictions, Owner or Transferee shall notify Ohio EPA within thirty (30) days of becoming aware of the event, and shall remedy the breach of the covenant within sixty (60) days of becoming aware of the event, or such other time frame as may be agreed to by the Owner or Transferee and Ohio EPA.

Owner shall notify Ohio EPA within ten (10) days after each conveyance of an interest in any portion of the Property. Owner's notice shall include the name, address, and telephone number of the Transferee, a copy of the deed or other documentation evidencing the conveyance, a legal description of the Property being transferred, a survey map of the Property being transferred; and the closing date of the transfer of ownership of the Property.

12. Representations and Warranties. Owner hereby represents and warrants to the other signatories hereto:

- A. that the Owner is the sole owner of the Property;
- B. that the Owner holds fee simple title to the Property which is subject to the interests or encumbrances listed and described in Exhibit B attached hereto, which is fully incorporated by reference herein;
- C. that the Owner has the power and authority to enter into this Environmental Covenant, to grant the rights and interests herein provided and to carry out all obligations hereunder;
- D. that the Owner has identified all other parties, identified in Exhibit B, described above, that hold any interest (e.g., encumbrance) in the Property and notified such parties of the Owner's intention to enter into this Environmental Covenant; and
- E. that this Environmental Covenant will not materially violate or contravene or constitute a material default under any other agreement, document or instrument to which Owner is a party or by which Owner may be bound or affected.

13. Amendment or Termination. This Environmental Covenant may be amended or terminated by consent of all of the following: the Owner or a Transferee, the Holder, and the Ohio EPA, pursuant to ORC § 5301.90 and other applicable law. Amendment means any changes to the Environmental Covenant, including the activity and use limitations set forth herein, or the elimination of one or more activity and use limitations when there is at least one limitation remaining. Termination means the elimination of all activity and use limitations set forth herein and all other obligations under this Environmental Covenant.

This Environmental Covenant may be amended or terminated only by a written instrument duly executed by the Director of Ohio EPA and the Owner or Transferee and the Holder of the Property or portion thereof, as applicable. Within thirty (30) days of signature by all requisite parties on any amendment or termination of this Environmental Covenant, the Owner or Transferee shall file such instrument for recording with the Lake County Recorder's Office, and shall provide a true file and date-stamped copy of the recorded instrument to Ohio EPA.

14. Severability. If any provision of this Environmental Covenant is found to be unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.

15. Governing Law. This Environmental Covenant shall be governed by and interpreted in accordance with the laws of the State of Ohio.

16. Effective Date. The effective date of this Environmental Covenant shall be the date upon which the fully executed Environmental Covenant has been recorded as a deed record for the Property with the Lake County Recorder's Office.

17. Distribution of Environmental Covenant. The Owner shall distribute copies of the recorded Environmental Covenant to: Ohio EPA, any lessee, each person who signed the Environmental Covenant, each person holding a recorded interest in the Property, each unit of local government in which the Property is located, and any other person designated by Ohio EPA.

18. Notice. Any document or communication required by this Environmental Covenant shall be submitted to:

Ohio Environmental Protection Agency
Lazarus Government Center
Division of Hazardous Waste Management
P.O. Box 1049
Columbus, Ohio 43216-1049

and

Ohio Environmental Protection Agency
Northeast District Office
Division of Hazardous Waste Management
2110 East Aurora Road
Twinsburg, Ohio 44087
Attn: DHWM Manager

and

The Lubrizol Corporation
29400 Lakeland Boulevard
Wickliffe, Ohio 44092
Attn: General Counsel

The undersigned representative of Owner represents and certifies that he/she is authorized to execute this Environmental Covenant.

IT IS SO AGREED:

THE LUBRIZOL CORPORATION

Larry Norwood
Signature of Owner

LARRY NORWOOD VP of operations 1/28/2010
Printed Name and Title Date

State of Ohio) ss:
County of Lake)

Before me, a notary public, in and for said county and state, personally appeared Larry Norwood a duly authorized representative of The Lubrizol Corporation, who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of The Lubrizol Corporation.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 28th day of January, 2010.

[Signature]
Notary Public



Notary Public, Attorney at Law
Lake County
State of Ohio
Expiration date
RC

OHIO ENVIRONMENTAL PROTECTION AGENCY

Chris Korleski
Chris Korleski, Director

2/8/10
Date

State of Ohio)
) ss:
County of Franklin)

Before me, a notary public, in and for said county and state, personally appeared Chris Korleski, the Director of Ohio EPA, who acknowledged to me that he did execute the foregoing instrument on behalf of Ohio EPA.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 8th day of FEB., 2010.

Charma Diane Casteel
Notary Public



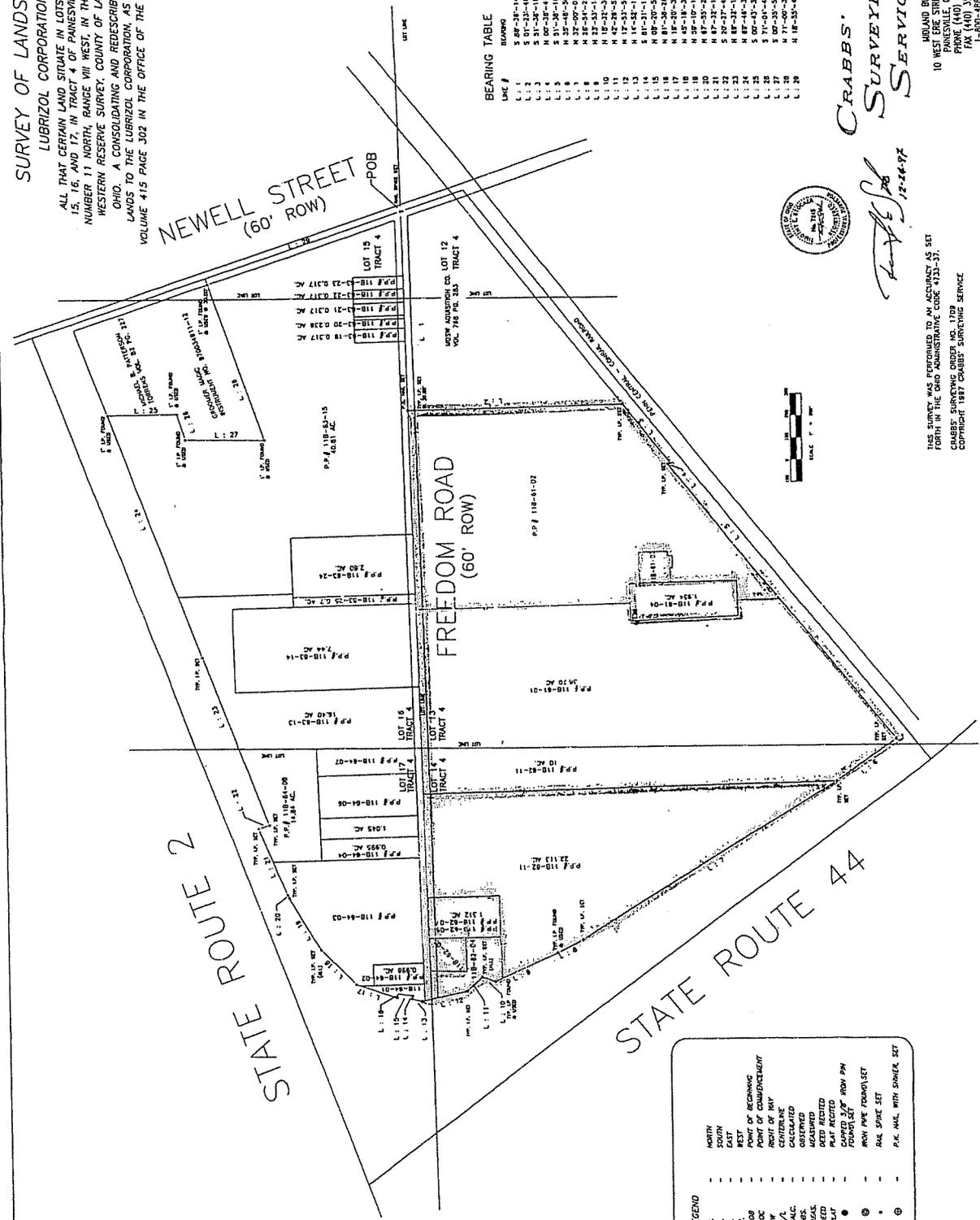
CHARMA DIANE CASTEEL
NOTARY PUBLIC
STATE OF OHIO
MY COMMISSION EXPIRES
May 10, 2014

This instrument prepared by:
Todd Anderson, Esq.
Ohio Environmental Protection Agency
50 West Town Street
Columbus, OH 43215 j

and

Karen L. Walter, Esq.
Counsel
The Lubrizol Corporation
29400 Lakeland Boulevard
Wickliffe, Ohio 44092

SURVEY OF LANDS TO
LUBRIZOL CORPORATION
 ALL THAT CERTAIN LAND SITUATE IN LOTS 12, 13, 14, 15, 16, AND 17, IN TRACT 4 OF PAINESVILLE TOWNSHIP NUMBER 11 NORTH, RANGE VIII WEST, IN THE CONNECTICUT WESTERN RESERVE SURVEY, COUNTY OF LAKE, STATE OF OHIO. A CONSOLIDATING AND REDESCRIBING ALL OF LANDS TO THE LUBRIZOL CORPORATION AS RECORDED IN VOLUME 415 PAGE 302 IN THE OFFICE OF THE COUNTY RECORDER.



BEARING TABLE

LINE #	BEARING	DISTANCE
L. 1	S 89°-14'-14" W	918.84'
L. 2	S 01°-20'-44" E	918.84'
L. 3	S 91°-38'-18" W	350.24'
L. 4	N 00°-38'-44" E	18.05'
L. 5	S 89°-14'-14" W	918.84'
L. 6	S 01°-20'-44" E	918.84'
L. 7	N 32°-00'-00" W	233.27'
L. 8	N 32°-00'-00" W	1386.00'
L. 9	N 88°-54'-38" W	18.42'
L. 10	N 12°-29'-20" E	63.31'
L. 11	N 42°-29'-20" W	83.78'
L. 12	N 12°-29'-20" W	211.78'
L. 13	N 12°-29'-20" W	14.78'
L. 14	N 00°-20'-37" E	88.40'
L. 15	N 00°-20'-37" E	20.00'
L. 16	N 12°-29'-20" W	168.24'
L. 17	N 12°-29'-20" W	17.23'
L. 18	N 00°-20'-37" E	238.15'
L. 19	N 00°-20'-37" E	430.00'
L. 20	N 87°-20'-20" E	1182.38'
L. 21	N 87°-20'-20" E	21.82'
L. 22	N 87°-20'-20" E	21.82'
L. 23	N 00°-42'-38" E	314.08'
L. 24	N 00°-42'-38" E	121.82'
L. 25	N 71°-00'-20" W	788.18'
L. 26	N 71°-00'-20" W	934.80'

CRABBS' SURVEYING SERVICE PLUS-010-00
 SHEET 3 of 3



[Signature]
 12-14-97

THIS SURVEY WAS PREPARED TO AN ACCURACY AS SET FORTH IN THE OHIO ADMINISTRATIVE CODE 4123-31.
 CRABBS' SURVEYING SERVICE, 17109
 COLUMBUS, OHIO 43240
 COPYRIGHT 1987 CRABBS' SURVEYING SERVICE

LEGEND

N	NORTH
S	SOUTH
E	EAST
W	WEST
POB	POINT OF BEGINNING
PC	POINT OF COMMENCEMENT
CR	CENTERLINE
C/A	CALCULATED
DBS	DEED RECORDED
DBS	DEED RECORDED
PLAT	DEED RECORDED
●	CAPIED 2 1/2" IRON PIN
○	IRON PIPE FOUND SET
•	RAIL SPIKE SET
⊙	P.K. MARK WITH SHANK SET

**Exhibit A
(Painesville)
Legal Description**

Tax parcels #11B-61-01 and 11B-62-11

Parcel No. 1.

Situated in the township of Painesville, County of Lake and State of Ohio, known as being a part of lot 13, tract 4 in said township, and is further bounded and described as follows: Beginning at a point in the center line of Blackbrook Road at the Northeast corner of land of Ottilia Miller, said point being S. 89° 11' W. along said center line, a distance of 1836.78 feet from the intersection of the center line of Blackbrook Road with the center line of Newell Street. Thence along the center line of Blackbrook Road, N. 89° 11' E. a distance of 916.81 feet. Thence by a line which bears S. 0° 49' E. (passing through an iron pipe stake at 30.00 feet) a distance of 982.80 feet to an iron pipe stake in the northerly line of land of the New York Central Railroad Company, as said line existed in March of 1956. Thence along the northerly line of land of the said New York Central Railroad Company, S. 52° 15' W. a distance of 828.77 feet to an iron pipe stake, where the said line is intersected by the easterly line of land of said Miller N. 0° 03' E. (passing through an iron pipe stake of 1645.11 feet) a distance of 1675.11 feet to the place of beginning, and containing 28.190 acre of land as surveyed and described by J.M. Crabbs, Registered Engineer and Surveyor No. 387, be the same more or less, but subject to all legal highways.

Parcel No. 2

Situated in the township of Painesville, County of Lake and State of Ohio, and known as being a part of Lot No. 13, in tract 4 in said township, bounded as follows: Beginning at a point in the north line of said lot and north west corner of a piece of land of 40 acres conveyed to Oliver A. Crary; thence with said Crary's west line S. 1/2° E. 39 chains and 88 links to his south west corner in the south line of Lot 13; thence with said line S. 89° W. 9 chains and 9 links to the south-west corner of said lot; thence with the west line thereof, N. 1/2° W. 39 chains and 88 links to the north west corner of said lot; thence with the north line thereof N. 89° E. 9 chains and 9 links to the place of beginning, containing 36-20/100 acres of land, but excepting and reserving therefrom the right of way of the L.S. & M.S. RY. Co., and all land lying south of said right of way, leaving about 26-70/100 acres of land.

Excepting therefrom 2.414 acres conveyed to reconstruction Finance Corporation by deed dated September 17, 1948 and recorded in volume 255, page 441, Lake County Records of Deeds, be the same more or less, but subject to all legal highways.

Tax parcel #11B-61-02

Parcel No. 1

Situated in the township of Painesville, County of Lake and State of Ohio, known as being a part of lot 13, tract 4 in said township, and is further bounded and described as follows: Beginning at a point in the center line of Blackbrook Road at the northeast corner of land of Ottilia Miller, said point being S. 89° 11' W. along said center line, a distance of 1836.78 feet from the intersection of the center line of Blackbrook Road with the center line of Newell Street. Thence along the center line of Blackbrook Road, N. 89° 11' E. a distance of 916.81 feet. Thence by a line which bears S. 0° 49' E. (passing through an iron pipe stake at 30.00 feet) a distance of 982.80 feet to an iron pipe stake in the northerly line of land of the New York Central Railroad Company, as said line existed in March of 1956. Thence along the northerly line of land of the said New York Central Railroad Company, S. 52° 15' W. A distance of 350.34 feet. Thence continuing along an easterly line of land of the said railroad north, a distance of 16.45 feet to an iron pipe stake, where the said line is intersected by the easterly line of land of said Miller N. 0° 03' E. (passing through an iron pipe stake of 1645.11 feet) a distance of 1675.11 feet to the place of beginning, and containing 28.190 acre of land as surveyed and described by J.M. Crabbs, Registered Engineer and Surveyor No. 387, be the same more or less, but subject to all legal highways.

Parcel No. 2

Situated in the township of Painesville, County of Lake and State of Ohio, and known as being a part of lot no. 13, in tract 4 in said township, bounded as follows: Beginning at a point in the north line of said lot and north west corner of a piece of land of 40 acres conveyed to Oliver A. Crary; thence with said Crary's west line S. 1/2° E. 39 chains and 88 links to his south west corner in the south line of lot 13; thence with said line S. 89° W. 9 chains and 9 links to the south-west corner of said lot; thence with the west line thereof, N. 1/2° W. 39 chains and 88 links to the north west corner of said lot; thence with the north line thereof N. 89° E. 9 chains and 9 links to the place of beginning, containing 36-20/100 acres of land, but excepting and reserving therefrom the right of way of the L.S. & M.S. RY. Co., and all land lying south of said right of way, leaving about 26-70/100 acres of land.

Excepting therefrom 2.414 acres conveyed to reconstruction Finance Corporation by deed dated September 17, 1948 and recorded in volume 255, page 441, Lake County records of deeds, be the same more or less, but subject to all legal highways.

Tax parcel #11B-61-03

Parcel No. 1.

A parcel of land containing 0.460 acres situated in the Township of Painesville, County of Lake, and State of Ohio, and known as being part of lot 13, tract 4 in said Township.

The principal place of beginning of said parcel of land is an iron pin set in the east property line of said parcel of land, at a distance of 20.00 feet southerly from the northeast corner of the parcel, the boundaries of which are hereinafter described as follows:

Beginning at the intersection of the centerline of Blackbrook Road with the centerline of Newell Street;

Thence following the centerline of Blackbrook Road, south 89 degrees 11 minutes west, a distance of 1178.97 feet to an iron spike set in said centerline which spike set in said centerline which spike is 259 feet westerly (measured along said centerline) of the northwest corner of land conveyed by deed to Chauncy M. and Helen Murch recorded in volume 170, page 478 of Lake County, Ohio Deed Records;

Thence following the centerline of an easement for road and utility purposes, south 2 degrees 33 minutes east, a distance of 1053.40 feet to an iron spike;

Thence still following the centerline of said easement, north 89 degrees 46 minutes west, a distance of 424.00 feet to the said principal place of beginning.

Starting at said principal place of beginning, thence following the east line of said parcel of land (Parcel No. 1) north 0 degrees 14 minutes east, a distance of 20.00 feet to an iron-pipe stake at the northeast corner of said parcel;

Thence following the north line of said Parcel No. 1, north 89 degrees 46 minutes west, a distance of 141.96 feet, to an iron-pipe stake at the northwest corner of said Parcel No. 1;

Thence following the west line of said Parcel No. 1, south 0 degrees 14 minutes west, a distance of 138.60 feet, to an iron-pipe stake at the southwest corner of said parcel No. 1;

Thence following the southerly line of said Parcel No. 1, south 89 degrees 46 minutes east, a distance of 69.00 feet to the outside face of the west wall of a building which is located on said Parcel No. 1;

Thence following said face of said building wall, south 0 degrees 14 minutes west, a distance of 11.45 feet, to the centerline of a building wall, which wall is also the north wall of a building located upon property owned and retained by the grantor and which wall also serves as a party wall;

Thence following along the centerline of said party wall, south 89 degrees 46 minutes east, through said wall and to the outside face of the east wall of said building, which is located on said Parcel No. 1, a distance of 52.71 feet;

Thence north 0 degrees 14 minutes east, a distance of 22.30 feet, along the outside face of the east wall of said building located on said Parcel No. 1;

Thence by a line which bears south 89 degrees 46 minutes east, along the outside face to a section of the south wall of said building, a distance of 20.25 feet to the outside face of the east wall of said building;

Thence following the outside face of the east wall of said wall of said building, north 0 degrees 14 minutes east, passing the outside northeast corner of said building at a distance of 66.25 feet, a total distance of 107.75 feet to the principal place of beginning.

Parcel No. 2

A parcel of land comprising 1.954 acres situated in the township of Painesville, County of Lake, and State of Ohio, and known as being part of lot 13, tract 4 in said Township.

The principal place of beginning of said parcel of land is a point in the east property line of the parcel, said east property line is also the west property line of an adjacent parcel of land known as Parcel No. 1; said principal place of beginning is further described as being 88.00 feet southerly and 10.00 feet westerly of the northeast corner of this Parcel No. 2, the boundaries of which are hereinafter described. The principal place of beginning is further located and described as following:

Beginning at the intersection of the centerline of Blackbrook Road with the centerline of Newell Street;

Thence following the centerline of Blackbrook Road, south 89 degrees 11 minutes west, a distance of 1178.97 feet to an iron spike set in said centerline, which spike is 259 feet westerly (measured along said centerline) of the northwest corner of land conveyed by deed to Chauncy M. and Helen Murch recorded in volume 170, page 478 of Lake County, Ohio Deed Records;

Thence following the centerline of an easement for road and utility purposes south 2 degrees 33 minutes east, a distance of 1053.40 feet to an iron spike;

Thence still following the centerline of said easement north 89 degrees 46 minutes west a distance 565.96 feet to the said principal place of beginning.

Tax parcel #11B-61-04

Parcel No. 1:

Situated in the Township of Painesville, County of Lake and State of Ohio, known as being a part of lot 13, tract 4 in said Township, and is further bounded and described as follows: Beginning at a point in the center line of Blackbrook Road at the northeast corner of land of Ottilia Miller, said point being S. 89° 11' W. along said center line, a distance of 1836.78 feet from the intersection of the center line of Blackbrook Road with the center line of Newell Street. Thence along the center line of Blackbrook Road, N. 89° 11' E. a distance of 916.81 feet. Thence by a line which bears S. 0° 49' E. (passing through an iron pipe stake at 30.00 feet) a distance of 982.80 feet to an iron pipe stake in the northerly line of land of the New York Central Railroad Company, as said line existed in March of 1956. Thence along the northerly line of land of the said New York Central Railroad Company, S. 52° 15' W. a distance of 350.34 feet. Thence continuing along an easterly line of land of the said railroad north, a distance of 16.45 feet to an iron pipe stake. Thence continuing along the northerly line of land of the said New York Central Railroad Company, S. 52° 15' W. a distance of 828.77 feet to an iron pipe stake, where the said line is intersected by the easterly line of land of Ottilia Miller. Thence along the easterly line of land of said Miller N. 0° 03' E. (passing through an iron pipe stake at 1645.11 feet) a distance of 1675.11 feet to the place of beginning, and containing 28.190 acres of land as surveyed and described by J.M. Crabbs, Registered Engineer and Surveyor No. 387, be the same more or less, but subject to all legal highways.

Parcel No. 2:

Situated in the Township of Painesville, County of Lake and State of Ohio: And known as being part of lot number fourteen in tract number four in said Township and is bounded

and described as follows: Beginning in the center of the east and west road at the north east corner of said lot No. fourteen and running thence along the east line of said lot No. 14, S. 2 3/4° W. thirty three chains and thirty links (33.30) to a stake in the north line of the lands of the Lake Shore and Michigan southern R. R. Co.; thence along said north line S. 54 3/4° W. three chains and fifty seven (3.57) links to a stone; thence N. 2 3/4° E. thirty five chains and fifty links (35.50) to a stone in the center of said east and west road, and thence S. 87 1/2° E. along the center of the road, two chains and ninety links (2.90) to the place of beginning, containing ten acres of land, be the same more or less, but subject to all legal highways.

Parcel No. 3

Situated in the Township of Painesville, County of Lake and State of Ohio, and known as being a part of lot No. 13, in tract 4 in said Township, bounded as follows: Beginning at a post in the north line of said lot and north west corner of a piece of land of 40 acres conveyed to Oliver A. Crary: Thence with said Crary's west line S. 1/2° E. 39 chains and 84 links to his south west corner in the south line of lot 13; thence with said S. 89° W. 9 chains and 9 links to the south-west corner of said lot; thence with the west line thereof, N. 1/2° W. 39 chains and 88 links to the north west corner of said lot; thence with the north line thereof N. 89° E. 9 chains and 9 links to the place of beginning, containing 36-20/100 acres of land, but excepting and reserving therefrom the right of way of the L. S. & M. S. RY. Co., all land lying south of said right of way, leaving about 26-70/100 acres of land.

Excepting therefrom 2.414 acres conveyed to reconstruction finance corporation by deed dated September 17, 1948 and recorded in volume 255, page 441, Lake County Records of Deeds, be the same more or less, but subject to all legal highways.

Tax parcel #11B-62-04

Situated in the Township of Painesville, County of Lake and State of Ohio and known as being a part of lot 14, tract 4, in said township and is further bounded and described as follows:

Beginning in the centerline of Freedom Road (formerly Blackbrook Road) at a point located south 80° 53' West a distance of 149.49 ft., measured along the center line of said road, from the northwest corner of land conveyed to Joseph and Julia Mohner by deed recorded in volume 262, page 194 Lake County Record of deeds. Thence by a line which bears south 2° 35'20" West a distance of 170.40 ft. to the center line of the creek and the southwesterly corner of certain premises conveyed to Elmer Palmer Cooper by deed recorded in volume 453, page 503 of Lake County Records of deeds. Thence along the centerline of said creek and the southerly line of the premises conveyed to Elmer Palmer Cooper by deed as aforesaid, North 88° 19'30" East a distance of 155.28 ft. to the west line of land of said Mohner which is also a westerly line of land conveyed to The Lubrizol Corporation by deed recorded in volume 756, page 896 of Lake County records of deeds. Thence along the west line of land of said Mohner and the west line of the land conveyed to The Lubrizol Corporation by deed as aforesaid, South 0° 41' West a distance of 144.00 ft. to an iron pipe stake in a northerly line of the premises conveyed to The Lubrizol Corporation by deed as aforesaid. Thence parallel with the center line of Freedom Road and along a northerly line of the land conveyed to The Lubrizol Corporation by deed as aforesaid, South 89° 53' West a distance of 179.83 ft. to a point which is the southeasterly corner of Parcel 1 above described. Thence along the easterly lien of Parcel 1 above described, North 2° 35'20" east a distance of 310.27 ft. to the center line of Freedom Road. Thence along the centerline of Freedom Road, North 89° 53' East a distance of 20.02 ft. to the place of beginning, containing 0.655 of an acre of land, as surveyed and described by Fullerton and Kerr, Registered Engineers and Surveyors, be the same more or less, but subject to all legal highways.

Tax parcels #11B-62-06 and 11B-62-07

Situated in the Township of Painesville County of Lake and State of Ohio and known as being a part of lot 14, tract 4 in said Township, is further bounded and described as follows:

Beginning in the center line of Freedom Road (Formerly Blackbrook Road) at the northeast corner of land conveyed to William E. Cunningham by deed recorded in volume 186, page 627, Lake County records of deeds.

Thence along the center line of said Freedom Road, North 89° 53' east a distance of 186.89 feet to the northwesterly corner of a parcel of land conveyed to Gerald S. Mallow and Pauline M. Mallow by deed recorded in volume 504, page 734 of Lake County records of deeds.

Thence along the westerly line of the parcel of land conveyed to Gerald S. Mallow and Pauline M. Mallow by deed as aforesaid, south 2° 35' 20" west a distance of 310.27 feet to a point in a northerly line of premises conveyed to The Lubrizol Corporation by deed recorded in volume 756, page 896 of Lake County records of deeds.

Thence parallel with the center line of Freedom Road, south 89° 53' west a distance of 181.83 feet to an iron pipe stake in the east line of land of said Cunningham.

Thence along the east line of land of said Cunningham, north 1° 39' 20" east (at 280.11 feet passing through an iron pipe stake in the south line of said Freedom Road) a distance of 310.12 feet to the place of beginning, containing 1.312 acres of land as surveyed and described by Fullerton and Kerr, registered engineers and surveyors, but subject to all legal highways, including that certain easement granted by Gerald Mallow and Pauline M. Mallow to the State of Ohio by instrument recorded in volume 500, page 311, Lake County records of deeds. (Affects caption and more land)

Tax parcel #11B-62-11

Situated in the Township of Painesville, County of Lake, and State of Ohio and known as being part of original lot no. 14, tract 4 and is further, bounded and described as follows:

Beginning in the centerline of Freedom Road, 60 feet wide, at the northwesterly corner of land conveyed to The Lubrizol Corporation by deed recorded in volume 417, page 61 of Lake County Deed Records.

Thence south 0° 10' 32" east, along the westerly line of said land of The Lubrizol Corporation, 1890.95 feet to the northeasterly right-of-way line of State Route No. 44;

Thence north 31°35'12" west, along said northeasterly right-of-way line of State Route No. 44, 1366.03 feet to an angle point in said right-of-way;

Thence north 26° 37' 15" west, continuing along said northeasterly right-of-way of State Route No. 44, 129.88 feet to an angle point in said right-of-way;

Thence north 23° 27' 10" west, continuing along said northeasterly right-of-way line of State Route No. 44, 318.48 feet to the southerly line of land conveyed to Gerald S. and Pauline W. Mallow by deed recorded in volume 416, page 488 of Lake County Deed Records;

Thence north 89° 25' 20" east, along the southerly line of said land of Gerald S. and Pauline N. Mallow, and along the southerly line of land conveyed to Gerald S. and Pauline W. Mallow by deed recorded in volume 504, page 734, 198.88 feet to the southeasterly corner of said lands;

Thence north 0° 13' 20" east, along the easterly line of said land of Gerald S. and Pauline W. Mallow, and the easterly line of land conveyed to Elmer P. Cooper by deed recorded in volume 453, page 503 of Lake County Deed Records, 310.00 feet to said centerline of Freedom Road;

Thence north 89° 25' 20" east, along said centerline of Freedom Road, 694.63 feet to the place of beginning end containing 22.113 acres of land, according to a survey made in August 1971, by Debevec Salo and Associates, Incorporated, be the same, more or less, but subject to all legal highways.

Tax parcel #11B-62-05

Situated in the Township of Painesville, County of Lake and State of Ohio: And known as being a part of lot 14, tract 4 in said township, and further bounded and described as follows:

Beginning in the centerline of Freedom Road (formerly Blackbrook Road) at the northwest corner of land conveyed to Joseph and Julia Mohner by deed recorded in volume 262, page 194 of Lake County records of deeds, also being a northwest corner of land conveyed to The Lubrizol Corporation by deed recorded in volume 756, page 896 of Lake County record of deeds;

Thence along the west line of land of said Mohner, also being a west line of land conveyed to The Lubrizol Corporation by deed as aforesaid, south $0^{\circ} 41'$ west (at 30.00 feet passing through an iron pipe stake in the southerly line of said road) a distance of 166.00 feet to the center of the creek and a northerly line of premises conveyed to Gerald S. Mallow and Pauline M. Mallow by deed recorded in volume 504, page 734 of Lake County records of deeds;

Thence following the center of said creek, and the northerly line of the premises conveyed to Gerald S. Mallow and Pauline M. Mallow by deed as aforesaid, south $88^{\circ} 19' 30''$ west a distance of 155.28 feet to a point in an easterly line of premises conveyed to Gerald S. Mallow and Pauline M. Mallow by deed as aforesaid;

Thence along said easterly line of the premises conveyed to Gerald S. Mallow and Pauline M. Mallow by deed as aforesaid, north $2^{\circ} 35' 20''$ east a distance of 170.40 feet to the centerline of Freedom Road;

Thence along the centerline of Freedom Road, north $89^{\circ} 53'$ east a distance of 149.49 feet to the place of beginning;

Containing 0.538 of an acre of land as surveyed and described by Fullerton and Kerr, registered engineers and surveyors, be the same more or less, but subject to all legal highways.

Exhibit A - legal description (Fairfaxville).doc

**Exhibit B
(Painesville)
Exceptions**

1. Any encroachments, easements, discrepancies, conflicts in boundary lines, variations or shortages in area or content or any other facts which an accurate survey would disclose.

2. Right-of-way from Clifton Product, Inc., to the Lake County Gas Company, filed for record September 28, 1953, established by instrument recorded in volume 292, page 110 of Lake County Records.

3. Easement to the City of Painesville, filed for record September 14, 1955, established by the instrument recorded in volume 370, page 41 of Lake County Records.

4. Mineral rights as contained in the deed from the Lubrizol Corporation, an Ohio Corporation, to Diamond Shamrock Corporation, filed for record October 7, 1971, recorded in volume 756, page 904 of Lake County Records.

5. Easement to the East Ohio Gas Company, filed for record November 1, 1962, established by the instrument recorded in volume 580, page 219 of Lake County Records.

6. Notice of order and judgment affecting interest in real estate filed for record May 10, 2005 and recorded in document No. 2005RO18753 of Lake County Records.

7. Easement to Reconstruction Finance Corporation, filed for record September 22, 1948, established by the instrument recorded in volume 255, page 451 of Lake County Records.

8. Easement for highway purposes to the State of Ohio, filed for record August 19, 1960, established by the instrument recorded in volume 500, page 311 of Lake County Records.

9. Mineral rights as contained in the deed from Gerald P. Mallow aka Gerald Mallow and Mar P. Mallow aka Mary Pauline Mallow, to Diamond Alkali Company, filed for record April 10, 1957 and recorded in volume 433, page 200 of Lake County Records.

10. Mineral rights as contained in the deed from Herbert C. Mallow aka Herbert Mallow and Mary K. Mallow, to Diamond Alkali Company, filed for record April 10, 1957 and recorded in volume 433, page 202 of Lake County Records.

11. Easement to Diamond Shamrock Corporation, filed for record August, 1979, established by the instrument recorded in volume 1029, page 207 of Lake County Records.

12. Reservation and easements from The Lubrizol Corporation, to Diamond Shamrock Corporation, filed for record October 6, 1971, established by the instrument recorded in volume 756, page 896 of Lake County Records.

13. Overhead electric utility easement by and between The Lubrizol Corporation, and the City of Painesville, filed for record April 22, 1999, established by the instrument recorded in Document No. 990019226 of Lake County Records.

14. Mineral rights as contained in the deed from Keith D. Mallow and Juanita H. Mallow, to Diamond Alkali Company, filed for record April 10, 1957 and recorded in volume 433, page 304 of Lake County records.

Exhibit B - Painesville exceptions.doc