

MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY

In the Matter of:
Michelin North America, Inc.
Uniroyal East Parcel
Uniroyal Properties,
a/k/a East Jefferson at Belle Isle site
Wayne County, Michigan
Site ID No. 82000213

MDEQ Reference No. AOC-RRD-13-003

ADMINISTRATIVE ORDER BY CONSENT
FOR PAYMENT OF RESPONSE ACTIVITY COSTS

A. This Administrative Order by Consent (Order) is entered into voluntarily by and between the Michigan Department of Environmental Quality (MDEQ), and the Michigan Department of Attorney General (MDAG)(collectively, the "State"), and Michelin North America, Inc. (Settling Party) pursuant to the authority vested in the MDAG and the MDEQ by Part 201, Environmental Remediation, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended (NREPA), MCL 324.20101, *et seq.* and by the Comprehensive Environmental Response, Liability and Compensation Act (CERCLA), 42 USC 9601 *et seq.* All terms used in this Order, which are defined in Part 201 of the NREPA shall have the same meaning in this Order as in Part 201 of the NREPA

B. This Order concerns the settlement between the State and the Settling Party of the State's response activity costs and claims for injunctive relief to respond to the release or threat of release of hazardous substances at and emanating from the Uniroyal East Parcel in the City of Detroit, Wayne County, Michigan as described in Exhibit A (the Property). The Property is a facility as defined by Part 201 of the NREPA and is subject to regulation under Part 201 of the NREPA.

C. Pursuant to Part 201 of the NREPA, the State has incurred and will continue to incur costs in responding to the release or threat of a release of hazardous substances at the Property. Pursuant to Section 20126a(1)(a) of the NREPA, a person who is liable under Section 20126 is liable for all response activity costs lawfully incurred by the State. Sections

20119(4) and 20137(1)(b) of the NREPA authorize the State to recover response activity costs that the State has lawfully incurred. The parties to this Order desire to resolve all claims for response activity costs at the Property. Settlement of this claim is in the public interest and will minimize litigation.

D. The execution of this Order by the Settling Party is neither an admission of liability with respect to any matter covered under this Order nor an admission or denial of any findings of fact or legal determinations stated or implied herein.

E. This Order shall apply to and be binding upon the Settling Party and its successors. No change or changes in the ownership or corporate status of the Settling Party shall alter in any way the Settling Party's obligations under this Order. The signatories to this Order certify that they are authorized to execute this Order and legally bind the parties they represent.

BASED UPON THE FOREGOING FACTS AND DETERMINATIONS, THE MDEQ AND THE MDAG HEREBY ORDER, AND THE SETTLING PARTY HEREBY AGREES TO, THE FOLLOWING:

1. Within sixty (60) days of the effective date of this Order, the Settling Party shall pay to the MDEQ the sum of two million dollars (\$2,000,000.00) to resolve all State claims for response activity costs at the Property.

2. Payment is to be made by check payable to the "State of Michigan - Environmental Response Fund" and shall be sent first class mail to:

Accounting Services Division
Cashier's Office for the DEQ
P.O. Box 30657
Lansing, MI 48909-8157

Via courier:
Accounting Services Division
Cashier's Office for DEQ
425 W. Ottawa Street
Lansing, MI 48933-2125

To ensure proper credit, payments made pursuant to this Order must be made by check referencing the Uniroyal Properties, the MDEQ Reference No. AOC-ERD-13-003 and the RRD Account Number (RD50054). A copy of the transmittal letter and the check shall be provided simultaneously to:

The MDEQ Project Coordinator:

Steve Hoin
Southeast Michigan District Office
Remediation & Redevelopment Division
Michigan Department of Environmental Quality
27700 Donald Ct.
Warren, Michigan
Phone: 586-753-3815
Fax: 586-753-3801
Email Address: hoins@michigan.gov

and to MDAG:

Assistant in Charge
Environment, Natural Resources, and Agriculture Division
Michigan Department of Attorney General
G. Mennen Williams Building, 6th Floor
525 West Ottawa Street
Lansing, Michigan 48933
Phone: 517-373-7540
Fax: 517-373-1610

Costs recovered pursuant to this Order shall be deposited in the Environmental Response Fund in accordance with the provisions of Section 20108(3) of the NREPA. To ensure that this settlement is implemented in accordance with the intent of the State and the Settling Party and in the public interest, the State and the Settling Party agree that the costs recovered pursuant to Paragraph 1 of the Order (1) shall be designated by the MDEQ as authorized in Section 20108(3) of the NREPA for use specifically at the Property and (2) shall only be used to perform response activities at the Property.

3. If the Settling Party fails to pay the amount indicated in Paragraph 1 pursuant to the schedule set forth therein, the Settling Party shall also pay the MDEQ stipulated penalties of \$500.00 per day for every day of its noncompliance with Paragraph 1 of this Order.

4. In consideration of the payment to be made by the Settling Party under the terms of this Order, except as otherwise provided in this Order, the State covenants not to sue or to take further administrative action, including but not limited to enforcement actions pursuant to Sections 20119 or 20137 of the NREPA, against the Settling Party for response activity costs addressed in Paragraph 1 and for injunctive relief for the performance of response activities to address the release of hazardous substances at and emanating from the Property. With respect to the Settling Party's liability for response activity costs and injunctive relief, the covenant not to sue shall take effect upon the MDEQ's receipt of full payment from the Settling Party for those costs and any associated penalties that may have accrued pursuant to Paragraph 3. The covenant not to sue extends only to the Settling Party and does not extend to any other person.

5. Nothing in this Order shall be construed as releasing or discharging any liability of any person to the Settling Party and the Settling Party specifically reserves its rights against such persons.

6. The Settling Party agrees that all applicable statutes of limitation are tolled until the Settling Party has complied with Paragraph 1 of this Order.

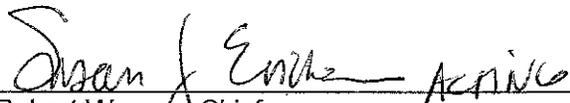
7. The State reserves all of its rights under state and federal law to perform response activities and to take enforcement action, including action to seek injunctive relief, the recovery of response activity costs not addressed by this Order, the recovery of natural resource damages and costs incurred to assess natural resource damages, monetary penalties, punitive damages for any violation of law or this Order, and liability for criminal acts. The State expressly reserves all of its rights and defenses pursuant to any available legal authority to enforce this Order.

8. Pursuant to Section 20132(8) of the NREPA, and except as provided in Paragraph 4, nothing in this Order shall limit the power and authority of the MDEQ or the State of Michigan to direct or order all appropriate action to protect the public health, safety, or welfare, or the environment; or to prevent, abate or minimize a release or threatened release of hazardous substances, pollutants or contaminants on, at, or from the Facility.

9. Pursuant to Section 20129(5) of the NREPA, and Section 113(f)(2) of CERCLA, USC § 9613(f)(2), and to the extent provided in Paragraph 4, the Settling Party shall not be liable for claims for contribution for the matters addressed in this Order. Entry of this Order does not discharge the liability of any other person that may be liable under Section 20126 of the NREPA or Sections 107 and 113 of CERCLA, 42 USC Sections 9607 and 9613, to the extent allowable by law. Pursuant to Section 20129(9) of the NREPA, any action by the Settling Party for contribution from any person not a party to this Order shall be subordinate to the rights of the State if the State files an action pursuant to Part 201 of the NREPA or other applicable federal or state law.

11. This Order shall become effective on the date that the RRD Chief signs this Order. All dates for the performance of obligations under this Order shall be calculated from the effective date of this Order. For the purposes of this Order, the term "day" shall mean a calendar day unless otherwise noted.

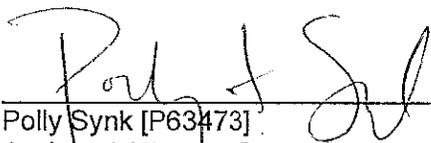
IT IS SO AGREED AND ORDERED BY:



Robert Wagner, Chief
Remediation and Redevelopment Division
Michigan Department of Environmental Quality

3-21-14

Date



Polly Synk [P63473]
Assistant Attorney General
Environment, Natural Resources and Agriculture Division
Michigan Department of Attorney General

3-21-14

Date

IT IS SO AGREED BY:

Michelin North America, Inc.
One Parkway S
PO Box 19001
Greenville SC 29615

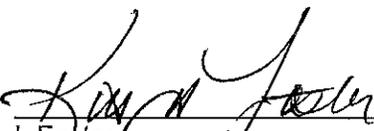
By:  _____
Kitt J. Foster
Associate General Counsel for Litigation
Dated: 27 Feb 2014

EXHIBIT A
LEGAL DESCRIPTION OF PROPERTY
(UNIROYAL EAST PARCEL)

Land in the City of Detroit, County of Wayne, State of Michigan being more particularly described as:

PARCEL I:

All those parts of Lots 1 and 2 of the subdivision of the Beaufait Farm, Private Claim 19, according to the plat thereof recorded in Liber 30 of Deeds, Page 3, Wayne County Records, lying southerly of a line drawn across said Lots 1 and 2, parallel with Jefferson Avenue and distant 500 feet southerly from Jefferson Avenue.

PARCEL II:

Lot 7 and the Westerly 1/2 of Lot 6 of the subdivision of the A.T. McReynolds Purchase of the Louis Chapoton Farm, according to the plat thereof recorded in Liber 44 of Deeds, Page 225, Wayne County Records.

PARCEL III:

All those parts of Lots 1 and 2 of the subdivision of the Beaufait Farm, Private Claim 19, according to the plat thereof recorded in Liber 30 of Deeds, Page 3, Wayne County Records, lying northerly of the straight line drawn across said lots parallel to Jefferson Avenue, and distant 500 feet southerly therefrom.

PARCEL IV:

A. All that part of the Westerly 1/2 of the Easterly 1/2 of Lot 3 of the subdivision of the Beaufait Farm, Private Claim 19, lying south of Jefferson Avenue, and north of the right-of-way of the Detroit Transit Railway Company, according to the plat thereof recorded in Liber 30 of Deeds, Page 3, Wayne County Records.

B. All that part lying north of the Detroit Manufacturers Railroad right-of-way of the East 1/2 of the East 1/2 of Lot 3 of the Subdivision of the Beaufait Farm, Private Claim 19, according to the plat thereof recorded in Liber 30 of Deeds, Page 3, Wayne County Records.