

MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY

In the Matter of:

General Oil - Northville
175 Railroad Street
Northville, Wayne County

MDEQ Reference No. AOC-RRD-07-008

**ADMINISTRATIVE ORDER BY CONSENT
FOR PAYMENT OF PAST COSTS**

A. This Administrative Order by Consent for Payment of Past Costs (Order) is entered into voluntarily by and between the Michigan Department of Environmental Quality (MDEQ) and the Attorney General for the State of Michigan (collectively, the State) and BFI Waste Systems of North America, LLC, on behalf of itself and Allied Waste Systems, Inc.; D.A. Stuart Company; Chrysler LLC; Eaton Corporation; Ford Motor Company; General Motors Corporation; General Oil Company; Honeywell International Inc.; Indiana Michigan Power Company; Owens-Illinois Corporation; and Reynolds Metals Company (collectively, the Reimbursing Parties), pursuant to the authority vested in the State by Part 201, Environmental Remediation, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended (NREPA). All terms used in this Order which are defined in Part 201 or the Part 201 Administrative Rules, 2002 Michigan Register 24, Effective December 21, 2002 (Part 201 Rules) shall have the same meaning in this Order as in Part 201 and the Part 201 Rules.

B. This Order concerns the settlement between the State and the Reimbursing Parties of the Past Response Activity Costs, as defined in Paragraph D, which were incurred by the State in responding to the release or threat of release of hazardous substances at and emanating from the former property of General Oil, located at 175 Railroad Street, Northville, Wayne County, Michigan (the Property). The Property and any associated area, place, or property where

concentrations of a hazardous substance in excess of the concentrations which satisfy the requirements of Section 20120a(1)(a) or (17) of the NREPA or the cleanup criteria for unrestricted residential use under Part 213, Leaking Underground Storage Tanks, of the NREPA (the Facility), as further defined in the Part 201 Rules, is a facility as defined by Part 201 and is subject to regulation under Part 201.

C. Pursuant to Part 201, the State incurred costs in responding to the release or threat of a release of hazardous substances at the Facility. 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. The Reimbursing Parties to this Order desire to resolve Past Response Activity Costs that the State has incurred and paid. Settlement of this claim is in the public interest and will minimize litigation.

D. For purposes of this Order, the term “Past Response Activity Costs” means costs that the State has incurred and paid for response activities at the Facility prior to and during the time periods set forth in the “Cost Recovery Summary Report – Combined” for the Facility [run dated May 23, 2006] in Attachment A. Such costs include, but are not limited to MDEQ direct and indirect, payroll, overhead, and contractor costs incurred and paid prior to and during the time periods specified in Attachment A.

E. The execution of this Order by the Reimbursing Parties is neither an admission of liability with respect to any issue covered under this Order nor an admission or denial of any findings of fact or legal determinations stated or implied.

This Order shall apply to and be binding upon the Reimbursing Parties and their successors and assigns. All of the Reimbursing Parties are jointly and severally responsible for performing all of the obligations required under this Order. No change or changes in the ownership or corporate status of any of the Reimbursing Parties shall alter in any way the obligations of the Reimbursing Parties under this Order. The signatories to this Order certify that they are authorized to execute this Order and legally bind the parties they represent.

F. The term "Submissions" herein means all plans, reports, schedules, and other submissions that the Reimbursing Parties are required to provide to the State or the MDEQ pursuant to this Order.

BASED UPON THE FOREGOING FACTS AND DETERMINATIONS, THE MDEQ AND THE ATTORNEY GENERAL HEREBY ORDER, AND THE REIMBURSING PARTIES HEREBY AGREE TO, THE FOLLOWING:

1. Within sixty (60) days of the effective date of this Order, the Reimbursing Parties shall pay to the State Eight Hundred Fifty Thousand Dollars (\$850,000.00) for Past Response Activity Costs for the Facility. Payment is to be made by certified check payable to the "State of Michigan - Environmental Response Fund" and sent to:

Revenue Control Unit
Financial and Business Services Division
Michigan Department of Environmental Quality
P.O. Box 30657
Lansing, Michigan 48909-8157

Via Courier:
Revenue Control Unit
Financial and Business Services Division
Michigan Department of Environmental Quality
Constitution Hall, 5th Floor, South Tower
525 West Allegan Street
Lansing, MI 48933-2125

To ensure proper credit, payment made pursuant to this Order must be made by certified check referencing General Oil – Northville Facility, the MDEQ Reference No. AOC-RRD-07-008, and the Remediation and Redevelopment Division Account Number RRD2226. A copy of the transmittal letter and the certified check shall be provided simultaneously to:

Patricia A. McKay, Chief, Compliance and Enforcement Section
Remediation and Redevelopment Division
Michigan Department of Environmental Quality
Constitution Hall, 4th Floor, South Tower
525 West Allegan Street
Lansing, Michigan 48933
Phone: 517-335-3398
Fax: 517-241-9581

and to:

S. Peter Manning
Assistant Attorney General 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.

2. If the Reimbursing Parties fail to pay the amount indicated in Paragraph 1 pursuant to the schedule set forth therein, the Reimbursing Parties shall also pay the State interest on the balance not paid at the rate provided in Section 20126a(3) of the NREPA. If the Reimbursing Parties' payments are more than thirty (30) days past due, the Reimbursing Parties shall also pay the State stipulated penalties of Five Hundred Dollars (\$500.00) per day for every day of their noncompliance with Paragraph 1.

3. The Reimbursing Parties shall submit a Remedial Action Plan (RAP) including a proposed legally enforceable agreement by December 31, 2008; this and other agreed upon dates set pursuant to this Order may be modified if a new specified date is mutually agreed to in writing by the Reimbursing Parties and the RRD Chief. Within six (6) months of receipt of a proposed RAP, unless extended by mutual consent pursuant to this Paragraph, the RRD Chief will make a decision regarding the RAP including the legally enforceable agreement and will in

writing: (A) approve the RAP; (B) reject the RAP as insufficient if the RAP lacks any information necessary or required by the MDEQ to make a decision regarding RAP approval; or (C) deny approval of the RAP.

4. Within sixty (60) days of receipt of a rejection or denial of approval of a RAP from the MDEQ pursuant to Paragraph 3(B) or 3(C), the Reimbursing Parties shall submit a revised RAP to the MDEQ for review and approval. The time period for resubmission may be extended by the MDEQ. After resubmission of the RAP, the MDEQ shall then have an additional six (6) months from the date of resubmission of the RAP to make a decision regarding the revised RAP in accordance with Paragraph 3, unless the MDEQ and the Reimbursing Parties agree to an extension of time. If the MDEQ does or does not approve the RAP, or rejects the RAP as insufficient if the RAP lacks any information necessary or required by the MDEQ to make a decision regarding RAP approval upon resubmission, or rejects or denies approval of a RAP because the Reimbursing Parties fail to resubmit a RAP within the time period allowed for resubmission, the MDEQ will so advise the Reimbursing Parties in writing.

5. If the Reimbursing Parties, pursuant to and compliant with the terms of Paragraphs 3 and 4 (if Paragraph 4 is applicable), submit to the MDEQ a RAP for the Facility that complies with the requirements of Part 201 and the Part 201 Rules, including a proposed legally enforceable agreement to implement the RAP and pay the response activity costs (excluding Past Response Activity Costs) of the State; and the RAP, including the legally enforceable agreement, is subsequently approved by the MDEQ; and the legally enforceable agreement is entered into between the Reimbursing Parties and the MDEQ, then the payment referenced in Paragraph 1 (with any applicable interest and stipulated penalties pursuant to Paragraph 2), shall resolve all claims by the State for Past Response Activity Costs for the Facility. The State shall covenant not to sue or to take further administrative action against the Reimbursing Parties for all Past Response Activity Costs on the date the legally enforceable agreement to implement the RAP is fully executed.

6. Should the MDEQ either reject or deny the RAP and the revised RAP, the payment referenced in Paragraph 1 shall not resolve all claims by the State for Past Response Activity Costs for the Facility, but rather shall only resolve Eight Hundred Fifty Thousand Dollars (\$850,000.00) of such Past Response Activity Costs for the Facility.

7. The covenant not to sue shall apply only to Past Response Activity Costs in accordance with either Paragraph 5 or 6, as applicable, and shall not be construed as a covenant not to sue for any other liability that the Reimbursing Parties may have to the State for the Facility. The covenant not to sue shall extend only to the Reimbursing Parties and shall not extend to any other person.

8. All Submissions delivered to the MDEQ pursuant to this Order shall include a reference to the General Oil Facility and MDEQ Reference No. AOC-RRD-07-008 and be sent to:

Mr. Steven Hoin, Project Coordinator
Remediation and Redevelopment Division
Michigan Department of Environmental Quality
Southeast Michigan District Office
27700 Donald Court
Warren, Michigan 48092
Phone: 586-753-3815
Fax: 586-753-3859

All Submissions delivered to the MDEQ for approval shall also be marked "Draft" and shall include, in a prominent location in the document, the following disclaimer: "Disclaimer: This document is a DRAFT document that has not received approval from the Michigan Department of Environmental Quality (MDEQ). This document was prepared pursuant to a governmental administrative order. The opinions, findings, and conclusions expressed are those of the authors and not those of the MDEQ."

9. An approval or approval with modifications of a Submission shall not be construed to mean that the MDEQ concurs with any of the conclusions, methods, or statements in any Submission or warrants that the Submission comports with law.

10. Informal advice, guidance, suggestions, or comments by the MDEQ regarding any Submission provided by the Reimbursing Parties shall not be construed as relieving the Reimbursing Parties of their obligation to obtain any formal approval required under this Order.

11. Nothing in this Order shall be construed as releasing or discharging any liability of any person to the Reimbursing Parties and the Reimbursing Parties specifically reserve their rights against such persons.

12. The Reimbursing Parties agree that all applicable statutes of limitation are tolled until the Reimbursing Parties and the MDEQ enter into a legally enforceable agreement that requires the Reimbursing Parties to implement a RAP for the Facility, pay the State its response activity costs that are not defined as Past Response Activity Costs, and pay the State its Past Response Activity Costs, including any interest or stipulated penalties due pursuant to this Order.

13. 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, and/or 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.


14. Nothing in this Order shall limit the power and authority of the MDEQ or the State of Michigan, pursuant to Section 20132(8) of the NREPA, 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.

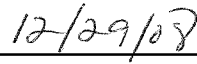
15. Pursuant to Section 20129(5) of the NREPA, and to the extent provided in Paragraph 5 or 6, as applicable, the Reimbursing Parties shall not be liable for claims for contribution for the matters addressed in this Order. Entry of this Order does not discharge the liability of any other person not a party to this Order that may be liable under Section 20126 of the NREPA, or Sections 107 and 113 of the 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 Reimbursing Parties 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 or other applicable federal or state laws.

16. This Order shall become effective on the date that the State 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.

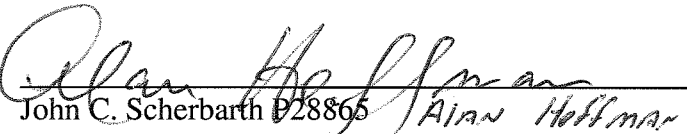
IT IS SO AGREED TO AND ORDERED BY:



Andrew W. Hogarth, Chief
Remediation and Redevelopment Division
Michigan Department of Environmental Quality



Date



John C. Scherbarth #28865 Alan Hoffmann
Assistant Attorney General
Environment, Natural Resources, and Agriculture Division
Michigan Department of Attorney General

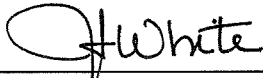


Date

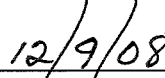
MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For BFI WASTE SYSTEMS OF NORTH AMERICA, LLC and
ALLIED WASTE SYSTEMS, INC.
18500 North Allied Way
Phoenix, AZ 85260



Jo Lynn White, Deputy General Counsel

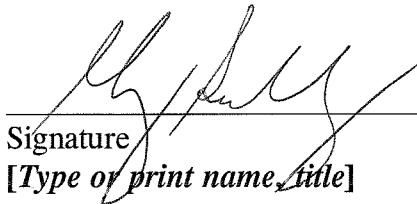


Date

MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For D. A. STUART COMPANY
[Address]



Signature
[Type of print name, title]

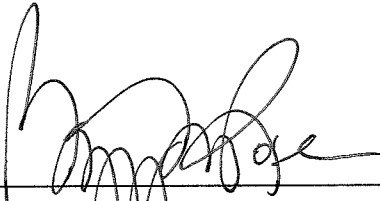
Dec 5 2008
Date

GUY SULLAWAY
VP OPERATIONS

MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For CHRYSLER LLC
Chrysler LLC
800 Chrysler Drive
CIMS 482-00-51
Auburn Hills, MI 48326



Signature
Gregory M. Rose

12/10/2000

Date

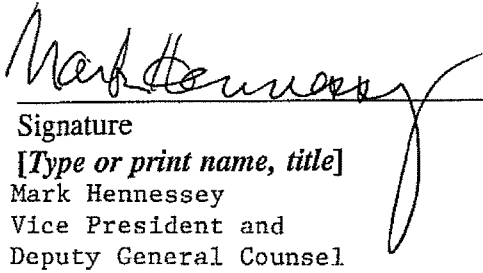
MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For EATON CORPORATION

[Address]

1111 Superior Avenue
Cleveland, OH 44114




Signature
[Type or print name, title]
Mark Hennessey
Vice President and
Deputy General Counsel

December 16, 2008
Date

IT IS SO AGREED BY:

For FORD MOTOR COMPANY
[Address]



Signature
[Type or print name, title]

12/15/08
Date

Louis J. Ghilardi
Assistant Secretary

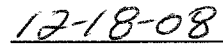
MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For GENERAL MOTORS CORPORATION
W3-375
Engineering Center
30200 Mound Road
Warren, MI 48090



William J. McFarland, Director



Date

MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For GENERAL OIL CORPORATION
[Address]



12-17-08
Date

Signature
[Type or print name, title]

TIMOTHY A. WESTERDALE,
PRESIDENT

MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For HONEYWELL INTERNATIONAL INC.
101 Columbia Road
Morristown, NJ 07962

Chuck Geadelmann

Signature

Chuck Geadelmann, Remediation Manager

12/11/08

Date

IT IS SO AGREED BY:

For INDIANA MICHIGAN POWER COMPANY

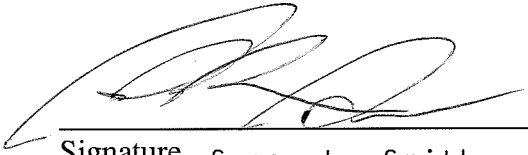
[Address] 1 Riverside Plaza
Columbus, Ohio 43215

Signature Kevin D. Mack Date December 17, 2008
[Type or print name, title] Kevin D. Mack
Senior Counsel
American Electric Power Service Corporation,
as agent

MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For OWENS-ILLINOIS, INC.
[Address]



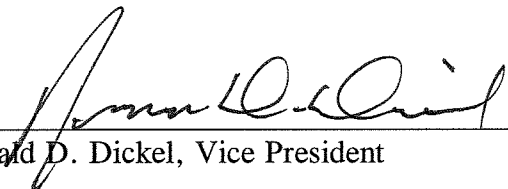
Signature Susan L. Smith,
[Type or print name, title] Counsel

DECEMBER 8, 2008
Date

MDEQ Reference No. AOC-RRD-07-008

IT IS SO AGREED BY:

For REYNOLDS METALS COMPANY
201 Isabella Street
Pittsburgh, PA 15212



Ronald D. Dickel, Vice President

12/5/08
Date