

STATE OF MICHIGAN
IN THE CIRCUIT COURT FOR THE COUNTY OF WASHTENAW

ATTORNEY GENERAL FOR THE STATE OF
MICHIGAN, ex rel, MICHIGAN DEPARTMENT
OF NATURAL RESOURCES AND ENVIRONMENT,

Plaintiffs,

File No. 88-34734-CE

v

Honorable Donald E. Shelton

GELMAN SCIENCES, INC.,
a Michigan corporation,

Defendant.

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THIRD AMENDMENT TO CONSENT JUDGMENT

A Consent Judgment was entered in this case on October 26, 1992. The Consent Judgment requires Defendant, Gelman Sciences, Inc., to implement various response activities to address environmental contamination in the vicinity of Defendant's property in Scio Township, subject to the approval of the Michigan Department of Environmental Quality ("MDEQ").

The Consent Judgment was amended by stipulation of the parties and Order of the Court on September 23, 1996 ("Amendment to Consent Judgment") and October 20, 1999 ("Second Amendment to Consent Judgment").

The Court has also supplemented the Consent Judgment with several cleanup related orders, based on information about the nature and extent of contamination acquired after the Consent Judgment and the Amendments were entered, including, Remediation and Enforcement Order (REO) dated July 17, 2000, the Opinion and Order Regarding Remediation of the Contamination of the "Unit E" Aquifer ("Unit E Order"), dated December 17, 2004, and the Order Prohibiting Groundwater Use, dated May 17, 2005.

Since entry of the Second Amendment to Consent Judgment, Executive Order No. 2009-45 was signed and effective January 2010, the MDEQ was abolished as an agency of the State, the Michigan Department of Natural Resources (MDNRE) was created, and all of the authority, powers, duties, functions, responsibilities, and personnel relevant to this action were transferred to the MDNRE.

THEREFORE, the Parties agree to this Third Amendment to the Consent Judgment ("Third Amendment") and such Third Amendment is ordered, adjudged, and decreed as follows:

FIRST, modify Sections III.F G, H, J, and N to read as follows:

F. "GSI Property" shall mean the real property described in Attachment A, currently owned and operated by Defendant in Scio Township, Michigan.

G. "Groundwater Contamination" or "Groundwater Contaminant" shall mean 1,4-dioxane in groundwater at a concentration in excess of 85 micrograms per liter ("ug/l") (subject to approval by the Court of the application of a new criteria) determined by the sampling and

analytical method(s) described in Attachment B to this Consent Judgment, subject to review and approval by MDNRE.

H. "MDNRE" shall mean the Michigan Department of Natural Resources and Environment, the successor to the Michigan Department of Environmental Quality ("MDEQ"), the Michigan Department of Natural Resources ("MDNR"), and to the Water Resources Commission. All references to the "MDEQ," "MDNR," or to the "Water Resources Commission" in this Consent Judgment, as amended, shall be deemed to refer to the MDNRE or any successor agency.

J. "Plaintiffs" shall mean the Attorney General of the State of Michigan, ex rel, Michigan Department of Natural Resources and Environment.

N. "Soil Contamination" or "Soil Contaminant" shall mean 1,4-dioxane in soil at a concentration in excess of 1700 ug/kg as determined by the sampling and analytical method(s) described in Attachment C, or other higher concentration limit derived by means consistent with Mich Admin Code R 299.5718 or MCL 324.20120a.

SECOND, delete Section III.P and insert new Sections III.P., Q., R., S., T, and U.:

P. "Prohibition Zone Order" shall mean the Court's Order Prohibiting Groundwater Use, dated May 17, 2005, which established a judicial institutional control.

Q. "Prohibition Zone" shall mean the area that is subject to the institutional control established by the Prohibition Zone Order.

R. "Expanded Prohibition Zone" shall mean the area that shall be subject to the institutional control established by the Prohibition Zone Order pursuant to this Third Amendment to the Consent Judgment. A map depicting the Prohibition Zone and the Expanded Prohibition Zone is attached as Attachment E.

S. "Unit E Order" shall mean the Court's Opinion and Order Regarding Remediation of the Contamination of the Unit E Aquifer dated December 17, 2004.

T. "Eastern Area" shall mean the part of the Site that is located east of Wagner Road and the areas encompassed by the Prohibition Zone and Expanded Prohibition Zone.

U. "Western Area" shall mean that part of the Site located west of Wagner Road, excepting the Little Lake Area System described in Section V.C.

THIRD, modify the first paragraph of Section V to read as follows:

Defendant shall design, install, operate, and maintain the systems described below. The objectives of these systems shall be to extract the contaminated groundwater from the aquifers at designated locations for treatment (as required) and proper disposal to the extent necessary to prevent the plumes of groundwater contamination emanating from the GSI Property from expanding beyond the current boundaries of such plumes, except into and within the Prohibition Zone and Expanded Prohibition Zone (subject to paragraph 9 of the Prohibition Zone Order, as modified by Section V.A.2.b., of this Consent Judgment with regard to the northern boundaries of the Prohibition Zone and Expanded Prohibition Zone), as described below. Defendant also shall implement a monitoring program to verify the effectiveness of these systems.

FOURTH, modify Section V.A. to read as follows:

A. Eastern Area System

1. Objectives. The remedial objectives of the Eastern Area System ("Eastern Area Objectives") shall be:

a. Maple Road Containment Objective. The current Unit E objective set forth in the Unit E Order of preventing contaminant concentrations above the groundwater-surface water interface criterion of 2,800 ug/l (subject to approval by the Court of

the application of a new criteria) from migrating east of Maple Road shall apply to the Eastern Area System, regardless of the aquifer designation, or depth of groundwater or groundwater contamination.

b. Prohibition Zone Containment Objective. Use of groundwater in the Prohibition Zone and Expanded Prohibition Zone will be governed by the Prohibition Zone Order regardless of the aquifer designation or the depth of the groundwater or groundwater contamination. MDNRE-approved legal notice of the proposed Prohibition Zone expansion shall be provided at Defendant's sole expense.

2. Eastern Area Response Activities. The following response actions shall be implemented:

a. Maple Road Extraction. Defendant shall continue to operate TW-19 as necessary to meet the Maple Road containment objective.

b. Verification Plan. Defendant shall implement its June 3, 2009 Plan for Verifying the Effectiveness of Proposed Remedial Obligations ("Verification Plan"), as modified by this Sections V.A.2.b. and c., to ensure that any potential migration of groundwater contamination outside of the Expanded Prohibition Zone is detected before such migration occurs. Defendant shall install four additional monitoring well clusters in the Evergreen Subdivision area at the approximate locations indicated on the map attached as Attachment F. If concentrations of 1,4-dioxane in one or more of the three new monitoring wells installed at the perimeter of the Expanded Prohibition Zone or the existing MW-120s, MW-120d, MW-121s, and MW-121d exceed 20 ug/l, Defendant shall conduct a hydrogeological investigation to determine the fate of any groundwater contamination in this area as described in the Verification Plan. This investigation will be conducted pursuant to a MDNRE-approved work plan. The

work plan shall be submitted within 45 days after the first exceedence. If concentrations in any of the perimeter wells exceed 85 ug/l (or any other criteria approved by the Court) or if the Defendant's investigation or monitoring indicates that the plume of groundwater contamination will migrate outside of the Prohibition Zone or Expanded Prohibition Zone, Defendant shall conduct a Feasibility Study of available options for addressing the situation pursuant to a MDNRE-approved format. The Feasibility Study shall be submitted within 90 days after a determination by the Defendant or a written notification by the MDNRE that one is required. This Feasibility Study shall include options other than simply expanding the Prohibition Zone or Expanded Prohibition Zone, although that option may be included in the analysis. The parties agree that any further expansion of the northern boundaries of the Prohibition Zone or Expanded Prohibition Zone to address migration of groundwater contamination outside of the Prohibition Zone or Expanded Prohibition Zone should be avoided, unless there are compelling reasons to do so. The Defendant's Feasibility Study shall identify a preferred alternative. The MDNRE shall review the Feasibility Study and either approve the Defendant's preferred alternative or submit changes as provided in Section X of the Consent Judgment. The Defendant shall implement the approved alternative, or any changes submitted by the MDNRE unless the Defendant initiates Dispute Resolution under Section XVI of the Consent Judgment.

c. Additional Evergreen Monitoring Wells. Defendant shall install the new well clusters described in Section V.A.2.b. according to a schedule to be approved by the MDNRE . Each of the new well clusters will include two to three additional monitoring wells, and the determination of the number of wells shall be based on the Parties' evaluation of the geologic conditions present at each location, consistent with past practice. The easternmost of these well clusters shall be installed last and the data obtained from the other newly installed

well clusters and existing wells will be used to determine the location of the easternmost well cluster. The easternmost well cluster will be installed approximately one year after the other well clusters are installed and after the Parties have been able to evaluate at least four quarters of data from the new wells and existing well, unless the Parties agree that it should be installed sooner.

d. Drilling Techniques. Borings for new wells installed pursuant to Section V.A.2. shall be drilled to bedrock unless a different depth is approved by MDNRE or if conditions make such installation impracticable. The MDNRE reserves the right to require alternate drilling techniques to reach bedrock if standard methods are not able to do so. If the Defendant believes that drilling one or more of these wells to bedrock is not practical due to the geologic conditions encountered and/or that such conditions do not warrant the alternative drilling technique required by the MDNRE, Defendant may initiate dispute resolution under Section XVI of the Consent Judgment. The wells shall be installed using Defendant's current vertical profiling techniques, which are designed to minimize the amount of water introduced during drilling, unless the MDNRE agrees to alternate techniques.

e. Downgradient Investigation. The Defendant shall continue to implement its Downgradient Investigation Work Plan as approved by the MDNRE on February 4, 2005, to track the groundwater contamination as it migrates to ensure any potential migration of groundwater contamination outside of the Prohibition Zone or Expanded Prohibition Zone is detected before such migration occurs.

f. Continued Evergreen Subdivision area Groundwater Extraction as Necessary. The Defendant shall continue to operate the Evergreen Subdivision area extraction wells LB-1 and LB-3 (the "LB Wells") at a combined purge rate of 100 gallons per minute

(gpm), in order to reduce the migration of 1,4-dioxane, until such time as it determines that the Eastern Area cleanup objectives will be met at a reduced extraction rate or without the need to operate these extraction wells. Before significantly reducing or terminating extraction from the LB Wells, the Defendant shall consult with Plaintiffs and provide a written analysis, together with the data that supports its conclusion. MDNRE will review the analysis and data and provide a written response to Defendants within 56 days after receiving Defendant's written analysis and data. If the MDNRE disagrees with the Defendant's decision to reduce or terminate extraction, it may dispute the decision in Court within 15 days of its written response. Within 15 days of the filing of MDNRE's dispute, Defendant may file a response to the petition. The Parties may agree to extend these time frames to facilitate resolution of the dispute. The Defendant shall not significantly reduce or terminate extraction from the LB Wells while MDNRE is reviewing or disputing the Defendant's determination. MDNRE will make all reasonable efforts to have the motion resolved in a reasonable timeframe. If extraction from the LB Wells is terminated either by the agreement of the Parties or an order of the Court, the Defendant shall continue to maintain the LB Wells in an operable condition until such time as the Parties agree (or the Court decides) that the well(s) may be abandoned. Defendant shall abandon the Allison Street (AE-3) extraction well operation upon entry of this Third Amendment.

g. Well Identification. Defendant shall implement the Expanded Prohibition Zone Well Identification Work Plan as approved by MDNRE on February 4, 2011, pursuant to the approved schedule, unless Defendant files a Petition with the Court by March 16, 2011, seeking clarification of the scope of this Court's Prohibition Zone Order.

h. Plugging of Private Water Supply Wells. The Prohibition Zone Order's requirement that Defendant plug and replace any private drinking water wells by connecting those properties to municipal water shall apply to the Expanded Prohibition Zone. Defendant shall also properly plug non-drinking water wells in the Expanded Prohibition Zone unless it petitions the Court to clarify whether the Prohibition Zone Order requires Defendant to plug such wells and the Court determines it does not.

3. Future Inclusion of Triangle Property in the Expanded Prohibition Zone. MDNRE may request that the triangle piece of property located along Dexter/M-14 (Triangle Property) be included in the Expanded Prohibition Zone if the data obtained from the monitoring wells installed pursuant to Section V.A.2.c., above, (specifically, the Wagner Road and Ironwood/Henry monitoring wells) and other nearby wells indicate that the chemical and hydraulic data does not support Defendant's conceptual model regarding groundwater and contaminant flow in the area. Defendant may dispute such request pursuant to Section XVI of this Consent Judgment.

a. If the Triangle Property is later included in the Expanded Prohibition Zone, any further expansion beyond the Triangle Property shall be subject the same Feasibility Study requirements of Section V.A.2.b.

b. If a drinking water supply well is installed on the Triangle Property in the future, Defendant shall take the necessary steps to obtain permission to sample the well on a schedule approved by the MDNRE. Defendant shall monitor such wells on the MDNRE-approved schedule unless or until that property is included in the Expanded Prohibition Zone, at which time, the water supply well(s) shall be addressed as part of the well identification process.

4. Operation and Maintenance. Subject to Section V.A.2.f and V.A.7., Defendant shall operate and maintain the Eastern Area System as necessary to meet the Eastern Area Objectives. Defendant shall continuously operate, as necessary, and maintain the Eastern Area System according to MDNRE-approved operation and maintenance plans until Defendant is authorized to terminate extraction well operations pursuant to Section V.D.1.a.

5. Treatment and Disposal. Groundwater extracted by the extraction well(s) in the Eastern Area System shall be treated (as necessary) using methods approved by the MDNRE and disposed of using methods approved by the MDNRE, including, but not limited to, the following options:

a. Groundwater Discharge. The purged groundwater shall be treated to reduce 1,4-dioxane concentrations to the level required by the MDNRE, and discharged to groundwaters at locations approved by MDNRE in compliance with a permit or exemption authorizing such discharge.

b. Sanitary Sewer Discharge. Use of the sanitary sewer leading to the Ann Arbor Wastewater Treatment Plant is conditioned upon approval of the City of Ann Arbor. If discharge is made to the sanitary sewer, the Eastern Area System shall be operated and monitored in compliance with the terms and conditions of an Industrial User's Permit from the City of Ann Arbor, and any subsequent written amendment of that permit made by the City of Ann Arbor. The terms and conditions of any such permit and any subsequent amendment shall be directly enforceable by the MDNRE against Defendant as requirements of this Consent Judgment.

c. Storm Drain Discharge. Use of the storm drain is conditioned upon issuance of an NPDES permit and approval of such use by the City of Ann Arbor and the

Allen Creek Drainage District. Discharge to the Huron River via the Ann Arbor stormwater system shall be in accordance with the NPDES Permit and conditions required by the City and the Drainage District. If the storm drain is to be used for disposal, no later than twenty-one (21) days after permission is granted by the City and the Drainage District to use the storm drain for disposal of purged groundwater, Defendant shall submit to MDNRE, the City of Ann Arbor, and the Drainage District for their review and approval, a protocol under which the purge system shall be temporarily shut down: (i) for maintenance of the storm drain and (ii) during storm events to assure that the stormwater system retains adequate capacity to handle run-off created during such events. The purge system shall be operated in accordance with the approved protocol for temporary shutdown.

d. Existing or Additional/Replacement Pipeline to Wagner Road Treatment Facility. Installation of an additional pipeline or a pipeline replacing the existing pipeline to the Wagner Road Treatment Facility is conditioned upon approval of such installation by the MDNRE. If the pipeline is proposed to be installed on public property, the pipeline installation is conditioned upon approval of such installation by the City of Ann Arbor, Scio Township, and the Washtenaw County Road Commission, if required by statute or ordinance, or by Order of the Court pursuant to the authority under MCL 324.20135a. Defendant shall design the pipeline in compliance with all state requirements and install the pipeline with monitoring devices to detect any leaks. If leaks are detected, the system will automatically shut down and notify an operator of the condition. In the event that any leakage is detected, Defendant shall take any measures necessary to repair any leaks and perform any remediation that may be necessary. To reduce the possibility of accidental damage to the pipeline during any future construction, the location of the pipeline will be registered with MISS DIG System, Inc. Nothing

in this subsection shall relieve Defendant of its obligations to properly treat and dispose of contaminated groundwater in compliance with the Consent Judgment and applicable permit(s), using one or more of the other options for disposal, as necessary.

e. Additional Pipeline from Maple Road Extraction Well(s).

Installation and operation of a proposed pipeline from the Maple Road Area to Evergreen area is conditioned upon approval of such installation and operation by the MDNRE. If the pipeline is proposed to be installed on public property, the pipeline installation is conditioned upon approval of such installation by the appropriate local authorities, if required by statute or ordinance, or Order of the Court pursuant to the authority under MCL 324.20135a. Defendant shall design any such pipeline in compliance with all state requirements and install it with monitoring devices to detect any leaks. In the event any leakage is detected, Defendant shall take any measures necessary to repair any leaks and perform any remediation that may be necessary. The pipeline shall be registered with the MISS DIG System, Inc., to reduce the possibility of accidental damage to the pipeline. Defendant may operate such pipeline to, among other things, convey groundwater extracted from TW-19 to the Wagner Road treatment systems, where it can be treated and disposed via the Defendant's permitted surface water discharge (capacity permitting).

6. **Monitoring Plans.** Defendant shall implement a MDNRE-approved monitoring plan for the Eastern Area. The monitoring plans shall include the collection of data to measure the effectiveness of the System in (a) ensuring that any potential migration of groundwater contamination outside of the Prohibition Zone or Expanded Prohibition Zone is detected before such migration occurs; (b) tracking the migration of the groundwater contamination to determine the need for additional investigation to ensure that there are adequate monitoring points to meet objective in Subsection (a) of this Section, including the determination

of the fate of groundwater contamination when and if it reaches the portion of the Huron River that is the easternmost extent of the Prohibition Zone; (c) verifying that concentrations of 1,4-dioxane greater than the groundwater-surface water interface criterion of 2800 ug/l (or any other criterion approved by the Court) does not migrate east of Maple Road; (d) complying with the applicable limitations on the discharge of the purged groundwater; and (e) evaluating capture areas for extraction wells and potential changes in groundwater flow from changes in extraction rates and locations.

To satisfy the objectives of this Section V.A.6, Defendant shall implement the following monitoring plans:

a. The portion of Defendant's Comprehensive Groundwater Monitoring Plan, May 4, 2009, amended June 2, 2009 (ACGMP), relevant to the Eastern Area, upon approval of the MDNRE as provided in Section X. Defendant shall continue to implement the currently approved monitoring plan until MDNRE approves the final ACGMP for the Eastern Area.

b. Defendant's Performance Monitoring Plan for Maple Road, which shall include the existing MW-84d as a monitoring point in lieu of the previously requested additional monitoring well closer to Maple Road, which shall be incorporated into the ACGMP for the Eastern Area.

The monitoring plans shall be continued until terminated pursuant to Section V.E.

7. Wagner Road Extraction. TW-18 and TW-21 (the "Wagner Road Wells") shall be considered part of the Eastern Area System even though they are located just West of Wagner Road. The Defendant shall initially operate the Wagner Road Wells at a combined 200 gallons per minute (gpm) extraction rate (with a minimum extraction rate of 50 gpm for each of

the wells). The Defendant shall continue to operate its Wagner Road Wells in order to reduce the migration of 1,4-dioxane east of Wagner Road at this rate until such time as it determines that the Eastern Area cleanup objectives will be met with a lower combined extraction rate or without the need to operate these wells. Before significantly reducing or terminating extraction from the Wagner Road Wells, Defendant shall consult with Plaintiffs and provide a written analysis, together with the data that supports its conclusion. MDNRE will review the analysis and data and provide a written response to Defendants within 56 days after receiving Defendant's written analysis and data. If the MDNRE disagrees with the Defendant's decision to reduce or terminate extraction, it may dispute the decision in Court within 15 days of the date of its written response. Within 15 days of the filing of MDNRE's dispute, Defendant may file a response to the petition. The Parties may agree to extend these time frames to facilitate resolution of the dispute. The Defendant shall not significantly reduce or terminate the Wagner Road extraction while MDNRE is reviewing or disputing the Defendant's determination. MDNRE will make all reasonable efforts to have the motion resolved in a reasonable timeframe.

8. Options Array for Transmission Line Failure/Inadequate Capacity.

The Defendant has provided the MDNRE with documentation regarding the life expectancy of the deep transmission line and an Options Array (attached as Attachment G). The Options Array describes the various options that may be available if the deep transmission line fails or the 200 gpm capacity of the existing deep transmission line that transports groundwater from the Eastern Area System to the treatment system located on the GSI Property proves to be insufficient to meet the Eastern Area Objectives.

FIFTH, delete the existing Section V.B. and replace with the following:

B. Western Area System

1. Western Area System Non-Expansion Cleanup Objective. The Defendant shall prevent the horizontal extent of the groundwater contamination in the Western Area from expanding. The horizontal extent shall be the maximum horizontal areal extent of groundwater contamination regardless of the depth of the groundwater contamination (as established under Section V.B.2.c. of this Consent Judgment). Continued migration of groundwater contamination into the Prohibition Zone or Expanded Prohibition Zone shall not be considered expansion and is allowed. A change in the horizontal extent of groundwater contamination resulting solely from the Court's application of a new cleanup criterion shall not constitute expansion. Nothing in this Section prohibits the Plaintiffs from seeking additional response activities pursuant to Section XVIII.E of this Consent Judgment. Compliance with the Non-Expansion Cleanup Objective shall be established and verified by the Compliance Well Network to be developed by the Parties as provided in Sections V.B.2.c and d., below ("Compliance Well Network"). There is no independent mass removal requirement or a requirement that the Defendant operate any particular extraction well(s) at any particular rate beyond what is necessary to prevent the prohibited expansion, provided that Defendant's ability to terminate all groundwater extraction in the Western Area is subject to Section V.D.1.c. and the establishment of property use restrictions as required by Section V.B.2.e. If prohibited expansion occurs, Defendant shall undertake additional response activities to return the groundwater contamination to the boundary established by the Compliance Well Network (such response activities may include recommencement of extraction at particular locations).

Plaintiffs agree to modify the remedial objective for the Western Area as provided herein to a no expansion performance objective in reliance on Defendant's agreement to comply with a no expansion performance objective for the Western Area. To ensure compliance with this

objective, Defendant acknowledges that in addition to taking further response action to return the horizontal extent of groundwater contamination to the boundary established by the Compliance Well Network, Defendant shall be subject to stipulated penalties for violation of the objective as provided in Section XVII. Nothing in this paragraph shall limit Defendant's ability to contest the assessment of such stipulated penalties as provided in this Consent Judgment.

2. Western Area Response Activities. The following response activities shall be implemented:

a. Extraction Wells. The Western Area response activities shall include the operation of groundwater extraction wells as necessary to meet the objective described in Section V.B.1. Purged groundwater from the Western Area System shall be treated with ozone/hydrogen peroxide or ultraviolet light and oxidizing agent(s), or such other method approved by the MDNRE to reduce 1,4-dioxane concentrations to the level as required by NPDES Permit No. MI-0048453, as amended or reissued. Discharge to the Honey Creek tributary shall be in accordance with NPDES Permit No. MI-0048453, as amended or reissued.

b. Decommissioning Extraction Wells. Within 14 days after entry of this Third Amendment, Defendant shall submit to MDNRE a list of Western Area extraction wells that it intends to decommission (take out-of-service) in 2011. The MDNRE has the right to petition the Court to stop the Defendant from taking such extraction well(s) out-of-service within 60 days of receiving the list identifying such extraction well(s). The Defendant shall maintain all other extraction wells, including, but not limited to, TW-2 (Dolph Park) and TW-12, in operable condition even if it subsequently terminates extraction from the well(s) until such time as the Parties agree (or the Court decides) that the well(s) may be abandoned.

c. Western Area Delineation Investigation. Defendant shall complete the following investigation, as may be amended by agreement of the Parties to reflect data obtained during the investigation, to address gaps in the current definition of the plume and to further define the horizontal extent of groundwater contamination in the Western Area:

- i. Install monitoring wells screened to monitor the intermediate (Unit D2) and deep (Unit E) zones at/near the existing MW-20. An additional monitoring well at or near existing MW-36 will not be necessary unless the results from the wells installed at/near MW-20 are inconsistent with the Defendant's conceptual flow model (that the contamination in the shallower unit does not continue migrating to the west, but instead drops into the deeper unit and flows east into the Prohibition Zone or Expanded Prohibition Zone).
- ii. Install a monitoring well cluster just west of Wagner Road and South of I-94.
- iii. Install a monitoring well cluster in the Nancy Drive/MW-14d area, to define the extent of groundwater contamination from surface to bedrock, with final placement of the cluster to be determined after the Wagner Road/I-94 well cluster is installed or as otherwise agreed.
- iv. Install a monitoring well screened to monitor the deep (Unit E) zone near/at MW-125, with location to be approved by MDNRE. PLS will vertically profile every ten feet throughout the deep (Unit E) saturated interval.

Defendant shall promptly provide the data/results from the investigation to the MDNRE so that the MDNRE receives them prior to Defendant's submission of the Monitoring Plan described in Subsection V.B.2.d, below. MDNRE reserves the right to request the installation of additional borings/monitoring wells, if the totality of the data from the wells to be installed indicate that the horizontal extent of groundwater contamination has not been completely defined.

d. Compliance Monitoring Well Network/Performance Monitoring Plan. Within 15 days of completing the investigation described in Subsection V.B.2.c , above, Defendant shall submit a Monitoring Plan, including Defendant's analysis of the data obtained during the investigation for review and approval by the MDNRE. The Monitoring Plan shall include the collection of data from a compliance monitoring well network sufficient to verify the

effectiveness of the Western Area System in meeting the Western Area objective set forth in Section V.B.1. The locations and/or number of the compliance monitoring wells for the Monitoring Plan will be determined based on the data obtained from the investigation Defendant shall conduct pursuant to Section V.B.2.c. The MDNRE shall approve the Monitoring Plan, submit to Defendant changes in the Monitoring Plan that would result in approval, or deny the Monitoring Plan within 35 days of receiving the Monitoring Plan. Defendant shall either implement the MDNRE-approved Monitoring Plan, including any changes required by MDNRE, or initiate dispute resolution pursuant to Section XVI of this Consent Judgment. Defendant shall implement the MDNRE (or Court)-approved Monitoring Plan to verify the effectiveness of the Western Area System in meeting the Western Area objective. Defendant shall continue to implement the current MDNRE-approved monitoring plan(s) until MDNRE approves the Monitoring Plan required by this Section. The monitoring program shall be continued until terminated pursuant to Section V.E.

e. Property Restrictions. The Defendant shall have property use restrictions that are sufficient to prevent unacceptable exposures in place for any properties affected by Soil Contamination or Groundwater Contamination before completely terminating extraction in the Western Area.

3. Internal Plume Characterization. Additional definition within the plume and/or characterization of source areas, except as may be required under Section VI of this Consent Judgment, is not necessary based on the additional monitoring wells to be installed as provided in Section V.B.2.c. MDNRE reserves the right to petition the Court to require such work if there are unexpected findings that MDNRE determines warrants additional characterization.

SIXTH, modify Section V.C. to read as follows:

C. Little Lake Area System

1. Little Lake Area System Non-Expansion Objective. The objective of the Little Lake Area System is to prevent expansion of the horizontal extent of any groundwater contamination located in this area.

2. Response Activities. Defendant shall implement some form of active remediation in this area until the termination criterion is reached under Section V.D.1.d. or appropriate land or resource use restrictions on the affected property(ies) approved by the MDNRE are in place. Defendant shall continue its batch purging program from the extraction well located on the Ann Arbor Cleaning Supply property pursuant to MDNRE-approved plans unless some other form of active remediation is approved by the MDNRE. Defendant may resubmit a proposal to temporarily reduce the frequency of the batch purging of this well so that the effects of batch purging can be evaluated. Defendant shall also have the option of obtaining appropriate land use or resource use restrictions on the affected property(ies) as an alternative to active remediation in this area, conditioned on MDNRE's approval.

3. Monitoring Plan. Within 45 days of entry of this Third Amendment, Defendant shall submit to the MDNRE for approval under Section X of this Consent Judgment a revised Monitoring Plan that identifies which of the existing monitoring wells will be used as compliance wells to verify the effectiveness of the Little Lake Area System in meeting the non-expansion objective of Section V.C.1. Defendant shall continue to implement the current MDNRE-approved monitoring plan until MDNRE approves the Monitoring Plan required by this Section. If a form of active remediation other than batch purging or land use or resource use

restrictions are approved by the MDNRE, Defendant shall submit a revised monitoring plan, modified as necessary to verify the effectiveness of such response activities.

The monitoring plan shall be continued until terminated pursuant to Section V.E.

SEVENTH, modify Section V.D.1 to read as follows:

D. Termination of Groundwater Extraction Systems

1. Defendant may only terminate the Groundwater Extraction Systems listed below as provided below:

a. Termination Criteria for LB Wells/Wagner Road Wells. Except as otherwise provided pursuant to Section V.D.2, Defendant may only significantly reduce or terminate operation of the LB Wells and the Wagner Road Wells as provided in Sections V.A.2.f. and V.A.7., respectively.

b. Termination Criteria for TW-19. Except as otherwise provided pursuant to Section V.D.2, Defendant shall maintain TW-19 in an operable condition and operate as needed to meet the groundwater-surface water interface criterion containment objective until all approved monitoring wells upgradient of Maple Road are below the groundwater surface water interface criterion for six consecutive months or until Defendant can establish to the satisfaction of MDNRE that additional purging from TW-19 is no longer necessary to satisfy the containment objective at this location. If Defendant requests to decommission TW-19, Defendant's request must be made in writing for review and approval pursuant to Section X of the Consent Judgment. The request must include all supporting documentation demonstrating compliance with the termination criteria. Defendant may initiate dispute resolution pursuant to Section XVI of this Consent Judgment if the DNRE does not approve Defendant's request. Defendant may decommission TW-19 upon: (i) receipt of notice of approval from MDNRE; or

(ii) receipt of notice of a final decision approving termination pursuant to dispute resolution procedures of Section XVI of this Consent Judgment. Defendant shall not permanently plug TW-19 until completion of the post-termination monitoring pursuant to Section V.E.1.b.

c. Termination Criteria for Non-Expansion Objective for Western Area. Except as otherwise provided pursuant to Section V.D.2, and subject to Section V.B.1., Defendant shall not terminate all groundwater extraction in the Western Area until:

i. Defendant can establish to Plaintiffs' satisfaction that groundwater extraction is no longer necessary to prevent the expansion of groundwater contamination prohibited under Section V.B.1. Defendant's demonstration shall also establish that any remaining 1,4-dioxane contamination in the Marshy and Soil Systems will not cause any prohibited expansion of groundwater contamination; and

ii. Defendant has the land use or resource use restrictions described in Section V.B.2.e. in place.

Defendant's request to terminate extraction in the Western Area must be made in writing for review and approval pursuant to Section X of the Consent Judgment. The request must include all supporting documentation demonstrating compliance with the termination criteria. Defendant may initiate dispute resolution pursuant to Section XVI of the Consent Judgment if the MDNRE does not approve the Defendant's request/demonstration. Defendant may terminate Western Area groundwater extraction upon: (i) receipt of notice of approval from MDNRE; or (ii) receipt of notice of a final decision approving termination pursuant to dispute resolution procedures of Section XVI of this Consent Judgment.

d. Termination Criteria for Little Lake Area Well (a/ k/a Ann Arbor Cleaning Supply Well). Except as otherwise provided pursuant to Section V.D.2., Defendant

shall continue to operate the Ann Arbor Supply Well on a batch purging basis (or implement another form of MDNRE-approved active remediation) until six consecutive monthly tests of samples from the extraction well and associated monitoring wells, fail to detect the presence of groundwater contamination or until appropriate land use restrictions are placed on the affected property(ies).

EIGHTH, delete Sections V.D.4 and V.D.5 .

NINTH, modify Section V.E. to read as follows:

E. Post-Termination Monitoring

1. Eastern Area

a. Prohibition Zone Containment Objective. Except as otherwise provided pursuant to Section V.D.2, Defendant shall continue to monitor the groundwater contamination as it migrates within the Prohibition Zone and Expanded Prohibition Zone until all approved monitoring wells are below 85 ug/l or such other applicable criterion for 1,4-dioxane for six consecutive months, or Defendant can establish to MDNRE's satisfaction that continued monitoring is not necessary to satisfy the Prohibition Zone containment objective. Defendant's request to terminate monitoring must be made in writing for review and approval pursuant to Section X of the Consent Judgment. Defendant may initiate dispute resolution pursuant to Section XVI of this Consent Judgment if the MDNRE does not approve its termination request.

b. Groundwater/Surface Water Containment Objective. Except as provided in Section V.E.1.a., for Prohibition Zone monitoring wells, post-termination monitoring is required for Eastern Area wells for a minimum of 10 years after purging is terminated under Section V.D.1.b. with cessation subject to MDNRE approval. Defendant's request to terminate monitoring must be made in writing for review and approval pursuant to

Section X of the Consent Judgment. Defendant may initiate dispute resolution pursuant to Section XVI of this Consent Judgment if the MDNRE does not approve its termination request.

c. Maple Road Extraction. If Defendant has decommissioned TW-19 based on monitoring well results showing that upgradient monitoring wells are below the groundwater/surface water interface criterion (rather than a demonstration) as provided in Section V.D.1.b and the monitoring conducted pursuant to Section V.E.1.b. reveal that the termination criterion is no longer being met, Defendant shall immediately notify MDNRE and collect a second sample within 14 days of such finding. If any two consecutive samples are found at or above the termination criterion, then Defendant shall take the steps necessary to put TW-19 in an operable condition and operate the well as necessary to satisfy the groundwater/surface interface water containment objective unless it can establish to Plaintiffs' satisfaction that such actions are not necessary to meet the groundwater/surface water interface containment objective.

2. Western Area. Post-termination monitoring will be required for a minimum of ten years after termination of extraction with cessation subject to MDNRE approval. Except as otherwise provided pursuant to Section V.D.2, Defendant shall continue to monitor the groundwater in accordance with approved monitoring plan(s), to verify that it remains in compliance with the no expansion performance objective set forth in Section V.B.1. If any violation is detected, Defendant shall immediately notify MDNRE and take whatever steps are necessary to comply with the requirements of Section V.B.1.

3. Little Lake Area System. Post-termination monitoring will be required for a minimum of ten years after termination of active remediation in the Little Lake Area with cessation subject to MDNRE approval. Defendant shall continue to monitor the Ann Arbor

Cleaning Supply extraction well and/or associated monitoring wells, in accordance with approved monitoring plans to verify that:

a. the concentration of 1,4-dioxane in the groundwater does not exceed the termination criterion. If such post-termination monitoring reveals the presence of 1,4-dioxane in excess of the termination criterion, Defendant shall immediately notify MDNRE and shall collect a second sample within 14 days of such finding. If any two consecutive samples are found at or above the termination criterion, Defendant shall immediately restart the previously-approved method of active remediation, unless Defendant has obtained appropriate land use or resource use restrictions on the affected property(ies) pursuant to Section V.C.2, (in which case subsection b, below shall apply); or

b. 1,4-dioxane in excess of the termination criterion is not migrating outside the MDNRE-approved area of land use or resource use restrictions.

TENTH, delete Section V.F.

ELEVENTH, modify the first paragraph of Section VI to read as follows:

Defendant shall design, install, operate, and maintain the systems described below to control, remove, and treat Soil Contamination at the GSI Property and remove and treat groundwater from the Marshy Area located north of former Ponds I and II as necessary to: (a) prevent the migration of 1,4-dioxane from contaminated soils into any aquifer in concentrations that cause the expansion of groundwater contamination in violation of Section V.B.1 of this Consent Judgment; (b) prevent venting of groundwater into Honey Creek Tributary with 1,4-dioxane in quantities that cause the concentration of 1,4-dioxane at the groundwater-surface water interface of the Tributary to exceed 2800 ug/l; and (c) prevent venting of groundwater to Third Sister Lake with 1,4-dioxane in quantities that cause of the concentration of 1,4-dioxane at

the groundwater-surface water interface of the Lake to exceed 2800 ug/l. Defendant also shall implement a monitoring plan to verify the effectiveness of these systems.

TWELTH, modify Section VI.A. to read as follows:

1. Objectives. The objectives of this System are to: (a) prevent expansion of groundwater contamination prohibited under Section V.B.1.; and (b) prevent the discharge of contaminated groundwater from the Marshy Area into the Honey Creek Tributary in quantities that cause the concentration of 1,4-dioxane at the groundwater-surface water interface of the Tributary to exceed 2800 ug/l.

2. Response Activities. Defendant shall operate the Marshy Area System described in Defendant's May 5, 2000 Final Design and Effectiveness Monitoring Plan, as subsequently modified and approved by the MDNRE as necessary to meet the objectives of the Marshy Area System until its operation may be terminated under Section VI.D. of this Consent Judgment.

3. Monitoring. Defendant shall implement the MDNRE-approved monitoring plan to verify the effectiveness of the Marshy Area System in meeting the requirements of this Consent Judgment. The monitoring plan shall be continued until terminated pursuant to Section VI.D. of this Consent Judgment.

THIRTEENTH, modify Section VI.B.1 by replacing "2000 ug/l" with "2800 ug/l".

FOURTEENTH, renumber Sections VI.B.4 and VI.B.5 to VI.B.3 and VI.B.4, respectively, and modify new Section VI.B.3.c. to read as follows:

c. If Soil Contamination is identified in any of the areas investigated, Defendant shall submit, together with the report required in Section VI.B.3.b., an analysis of whether such Soil Contamination will cause the expansion of Groundwater Contamination prohibited under Section V.B.1. or venting of groundwater to Third Sister Lake with 1,4-dioxane

in quantities that cause of the concentration of 1,4-dioxane at the groundwater-surface water interface of the Lake to exceed 2800 ug/l. If either will occur, Defendant shall submit a remediation plan for that area that achieves the overall objectives of Section VI. The plan shall include a proposed schedule for implementation. The remediation system shall be installed, operated, and terminated in accordance with the approved plan.

FIFTEENTH, modify Section VI.C.1. to read as follows:

1. Objectives. The objectives of this program are to: (a) evaluate the necessity, feasibility and effectiveness of available options for remediation of identified source areas; (b) design and implement remedial systems, if necessary, to achieve the overall objectives of Section VI; and (c) verify the effectiveness of those systems.

SIXTEENTH, modify Section VI.C.2. to read as follows:

2. Soils Remediation Plan. Defendant shall, no later than November 30, 1996 submit to MDEQ for review and approval a revised soils remediation plan for addressing identified areas of soil contamination. The areas to be addressed include the burn pit; the former Pond I area; the former Pond II area; the former Lift Station Area; and Pond III.

The Defendant's proposal must attain the overall objectives of Section VI.

SEVENTEENTH, modify Section VI.D.1 to read as follows:

1. Termination Criteria for GSI Property Remediation. Defendant shall continue to operate each of the GSI Property Remedial Systems, including the Marshy Area System until Defendant can make a demonstration to Plaintiffs' satisfaction that 1,4-dioxane remaining in any of the areas addressed would not cause: a) any expansion of groundwater

contamination in the Western Area as prohibited in Section V.B.1; or b) venting of groundwater into the Honey Creek Tributary or to the Third Sister Lake in quantities that cause the concentration of 1,4-dioxane at the groundwater-surface water interface of the Tributary or Lake to exceed 2800 ug/l. The demonstration described in this Section must be made in writing for review and approval by MDNRE pursuant to Section X of the Consent Judgment, and approved by MDNRE before Defendant terminates all groundwater extraction in the Western Area. Defendant may initiate dispute resolution pursuant to Section XVI of this Consent Judgment if MDNRE does not approve Defendant's demonstration. These Systems shall also be subject to the same post-termination monitoring as the Western Area System, described in Section V.E.2.

EIGHTEENTH, delete Sections VI.D.2., 4., and 5, and renumber VI.D.3 as VI.D.2

NINTEENTH, modify Section VII.D.1 by replacing “MI-008453” with MI-0048453”

TWENTIETH, modify Sections VII.D.5. and 6. to read as follows:

5. Permit(s) or permit exemptions to be issued by the MDNRE to authorize the reinjection of purged and treated groundwater in the Eastern Area, Western Area, and Little Lake Area;
6. Surface water discharge permit(s) for discharge into surface waters in the Little Lake System Area, if necessary;

TWENTY-FIRST, modify Section X to read as follows:

Upon receipt of any plan, report, or other items that is required to be submitted for approval pursuant to this Consent Judgment, as soon as practicable, but in no event later than 56 days after receipt of such submission, except for a feasibility analysis or plan that proposes a risk based cleanup or requires public comment submitted pursuant to Section V.A.2.b., of this Consent Judgment, the Plaintiff will: (1) approve the submission; or (2) submit to Defendant changes in the submission that would result in approval of the submission. Plaintiff will (1) approve a Feasibility Study or plan that proposes a risk based cleanup or a remedy that requires public comment; or (2) submit to Defendant changes in such submittal that would result in approval in the time provided under Part 201 of the Natural Resources and Environmental Protection Act, as amended, [MCL 324.20101 *et seq.*]. If Plaintiffs do not respond within 56 days, or 180 days, respectively, Defendant may submit the matter to Dispute Resolution pursuant to Section XVI. Upon receipt of a notice of approval or changes from the Plaintiffs, Defendant shall proceed to take any action required by the plan, report or other item, as approved or as may be modified to address the deficiencies identified by Plaintiffs. If Defendant does not accept the changes proposed by Plaintiffs, Defendant may submit the matter to Dispute Resolution pursuant to Section XVI.

TWENTY-SECOND, modify the first two sentences of Section XI.A., to read as follows:

A. Plaintiffs designate Sybil Kolon as Plaintiffs' Project Coordinator. Defendant designates Farsad Fotouhi, Vice President of Corporate Environmental Engineering, as Defendant's Project Coordinator.

TWENTY-THIRD, modify Section XIII.A. as follows:

A. Defendant shall not sell, lease, or alienate the GSI Property until: (1) it places an MDNRE approved land use or resource use restrictions on the affected portion(s) of the GSI

Property; and (2) any purchaser, lessee, or grantee provides to Plaintiffs its written agreement providing that the purchaser, lessee, or grantee will not interfere with any term or condition of this Consent Judgment. Notwithstanding any purchase, lease, or grant, Defendant shall remain obligated to comply with all terms and conditions of this Consent Judgment.

TWENTY-FORTH, modify Section XVI.A. by adding the following clause to the beginning of the section:

A. Except as provided in Sections V.A.2.f., V.A.7., and V.D.1.a., the dispute resolution procedures of this Section shall ...

TWENTY-FIFTH, modify Section XVII.E as follows:

E. Stipulated penalties shall be paid no later than 14 working days after receipt by Defendant of a written demand from Plaintiffs. Defendant shall make payment by transmitting a check in the amount due, payable to the "State of Michigan", addressed to the Revenue Control Unit; Finance Section, Administration Division; Michigan Department of Natural Resources and Environment; P.O. Box 30657; Lansing, MI 48909-8157. Via Courier to the Revenue Control Unit; Finance Section, Administration Division; Michigan Department of Natural Resources and Environment; Constitution Hall, 5th Floor South Tower; 525 West Allegan Street; Lansing, MI 48933-2125. To ensure proper credit, include the settlement ID - ERD1902 on the payment.

TWENTY-SIXTH, modify Section XVIII.E to read as follows:

E. Notwithstanding any other provision in this Consent Judgment: (1) Plaintiffs reserve the right to institute proceedings in this action or in a new action seeking to require Defendant to perform any additional response activity at the Site; and (2) Plaintiffs reserve the right to institute proceedings in this action or in a new action seeking to reimburse Plaintiffs for

response costs incurred by the State of Michigan relating to the Site. Plaintiffs' rights in E.1. and E.2. apply if the following conditions are met:

1. For proceedings prior to Plaintiffs' certification of completion of the Remedial Action concerning the Site,

a. (i) conditions at the Site, previously unknown to the Plaintiffs, are discovered after entry of this Consent Judgment, (ii) new information previously unknown to Plaintiffs is received after entry of the Consent Judgment, or (iii) MDNRE adopts one or more new, more restrictive cleanup criteria for 1,4-dioxane pursuant to Part 201 of the Natural Resources and Environmental Protection Act (NREPA), MCL 324.20101 et seq., after entry of the Consent Judgment; and

b. these previously unknown conditions, new information, and/or change in criteria indicate that the Remedial Action is not protective of the public health, safety, welfare, and the environment; and

2. For proceedings subsequent to Plaintiffs' certification of completion of the Remedial Action concerning the Site,

a. (i) conditions at the Site, previously unknown to the Plaintiffs, are discovered after certification of completion by Plaintiffs, (ii) new information previously unknown to Plaintiffs is received after certification of completion by Plaintiffs, or (iii) MDNRE adopts one or more new, more restrictive cleanup criteria for 1,4-dioxane pursuant to Part 201 of NREPA, after certification of completion by Plaintiffs; and

b. these previously unknown conditions, new information, and/or change in criteria indicate that the Remedial Action is not protective of the public health, safety, welfare, and the environment.

If Plaintiffs adopt one of more new, more restrictive, cleanup criteria, Plaintiffs' rights in E.1. and E.2. shall also be subject to Defendant's right to seek another site specific criterion(ia) that is protective of public health, safety, welfare, and the environment and/or to argue that Plaintiffs have not made the demonstration(s) required under this Section.

TWENTY-SEVENTH, modify Section XX by changing the heading and adding new subsection C, as follows:

XX. INDEMNIFICATION, INSURANCE, AND FINANCIAL ASSURANCE

C. Financial Assurance

1. Defendant shall be responsible for providing and maintaining financial assurance in a mechanism approved by MDNRE in an amount sufficient to cover the estimated cost to assure performance of the response activities required, to meet, the remedial objectives of this Consent Judgment including, but not limited to investigation, monitoring, operation and maintenance, and other costs (collectively referred to as "Long-Term Costs"). Defendant shall continuously maintain a financial assurance mechanism (FAM) until MDNRE's Remediation Division (RD) Chief or his or her authorized representative notifies it in writing that it is no longer required to maintain a FAM. Defendant shall provide a FAM for MDNRE's approval within 45 days of entry of this Third Amendment.

2. Defendant may satisfy the FAM requirement set forth in this Section by satisfying the requirements of the financial test and/or corporate guarantee, attached as Attachment H, as may be amended by the Parties or by the Court upon the motion of either Party (Financial Test). Defendant shall be responsible for providing to the MDNRE financial information sufficient to demonstrate that Defendant satisfies the Financial Test. If Defendant utilizes the Financial Test to satisfy the financial assurance requirement of this Consent

Judgment, Long-Term Costs shall be documented, at Defendant's discretion, on the basis of either: a) an annual estimate of maximum costs for the response activities required by the Consent Judgment as if they were to be conducted by a person under contract to the MDNRE (MDNRE-Contractor Costs); or b) an annual estimate of maximum costs for the response activities required by the Consent Judgment as if they were to be conducted by employees of Defendant and/or contractors hired by Defendant, as applicable (Defendant's Internal Costs). In addition, Defendant shall resubmit the Financial Test and the associated required documents annually within 90 days of the end of its fiscal year or any Guarantor's fiscal year, subject to Section XX.C.4. Defendant is not required to provide another type of FAM so long as Defendant continues to meet the requirements for the Financial Test.

3. Ninety (90) days prior to the five (5)-year anniversary of the effective date of this Third Amendment to Consent Judgment, and each subsequent five (5)-year anniversary, Defendant shall provide to the MDNRE for its approval, a report (Long-Term Cost Report) containing the following:

a. If Defendant is required to provide a FAM other than the Financial Test or if Defendant's estimate of the long term costs for the Financial Test is based on Defendant's Internal Costs, then the Long-Term Cost Report shall contain the actual costs of the response activities required to meet the remedial objectives of this Consent Judgment at the Site for the previous five-year period and an estimate of the amount of funds necessary to assure the performance of the response activities required to meet the remedial objectives of this Consent Judgment at the Site for the following thirty (30)-year period given the financial trends in existence at the time of preparation of the report (Long-Term Cost Report). The Long-Term Cost Report shall also include all assumptions and calculations used in preparing the necessary

cost estimate and be signed by an authorized representative of Defendant who shall confirm the estimate is based upon actual costs. Defendant may only use a present worth analysis if an interest accruing FAM is selected; or

b. If Defendant's estimate of the Long Term Costs for the Financial Test is based on MDNRE-Contractor Costs, and the actual costs are less than the estimate, the Long-Term Cost Report shall contain a certification from Defendant that the total actual costs Defendant incurred to implement the required response activities for the previous five-year period was less than the previously provided cost estimate based on MDNRE-Contractor Costs. If actual costs are more than the estimate, then Defendant shall provide the actual cost incurred to meet the remedial objectives of this Consent Judgment for the previous five years. The Long-Term Cost Report shall also include an estimate of the amount of funds necessary to assure the performance of the response activities required to meet the remedial objectives of this Consent Judgment at the Site for the following thirty (30)-year period given the financial trends in existence at the time of preparation of the Long-Term Cost Report. The Long-Term Cost Report shall also include all assumptions and calculations used in preparing the necessary cost estimate and be signed by an authorized representative of Defendant.

4. Within 30 days of receiving MDNRE's approval of the Long-Term Cost Report, or within 90 days of the end of Defendant's (or any Guarantor's) fiscal year, whichever is later, Defendant shall resubmit its Financial Test, which shall reflect Defendant's (or, at its option, its parent corporation, Pall Corporation's) current financial information and the current estimate of the costs of the response activities required by the Consent Judgment. If this or any Financial Test indicates that Defendant (and its parent corporation, Pall Corporation if Defendant chooses to include Pall Corporation as a corporate guarantor) no longer satisfies the Financial

Test, Defendant will be required to provide to MDNRE for its approval a revised current estimate of the costs of the response activities required by the Consent Judgment to reflect the costs needed for the MDNRE to perform the necessary work using MDNRE contractors. The Parties shall negotiate a mutually acceptable alternative FAM. If the Parties are unable to reach an agreement, Plaintiffs shall provide Defendant with the FAM that will be required, which Defendant must provide unless Defendant initiates dispute resolution pursuant to Section XVI of the Consent Judgment, however during the dispute resolution process, Defendant may not challenge the underlying requirement that some type of FAM is required.

TWENTY-EIGHTH, modify Section XXIII by replacing the individual representatives of the Parties with the following individuals:

For Plaintiffs:

Sybil Kolon
Project Coordinator
Michigan Department
of Natural Resources
and Environment
Remediation Division
301 East Louis Glick Highway
Jackson, MI 49201

For Defendants:

Farsad Fotouhi
Vice President of Corporate Environmental
Engineering
Gelman Sciences, Inc.
600 South Wagner Road
Ann Arbor, MI 48106

and

Michael L. Caldwell
Zausmer, Kaufman, August, Caldwell & Tayler,
P.C.
31700 Middlebelt Road, Ste. 150
Farmington Hills, MI 48334

TWENTY-NINTH, modify Section XXVI by replacing “Attachment F” in the fourth line of that Section with “Attachment I”.

IT IS SO STIPULATED AND AGREED:

PLAINTIFFS

Dan Wyant, Director
Michigan Department of Natural
Resources and Environment

Approved as to form:

Celeste R. Gill (P52484)
Assistant Attorney General
Environment, Natural Resources and
Agriculture Division
P.O. Box 30755
Lansing, MI 48909
(517) 373-7540
Attorney for Plaintiffs

Dated: _____

Dated: _____

IT IS SO STIPULATED AND AGREED:

DEFENDANT

Roberto Perez
President
Gelman Sciences, Inc.

Dated: _____

Approved as to form:

Michael L. Caldwell (P40554)
Zausmer, Kaufman, August,
Caldwell & Taylor, P.C.
31700 Middlebelt Road, Suite 150
Farmington Hills, MI 48334
(248) 851-4111

Dated: _____

Alan D. Wasserman (P39509)
Williams Acosta, PLLC
535 Griswold St. Suite 1000
Detroit, MI 48226
(313) 963-3873
Attorneys for Defendant

IT IS SO ORDERED AND ADJUDGED this ____ day of _____.

HONORABLE DONALD E. SHELTON
Circuit Court Judge