

170006009

Prepared by:

Bevin R. Alexander, Jr., Esq.
Freeman, Dunn, Alexander, Gay, Lucy, & Coates, P.C.
1045 Cottontown Road
Lynchburg, VA 24503

Tax Map No. 8-1-6

Assessment: \$43,186,600

Consideration: \$0.00

Grantee's Address: 2016 Mt. Athos Road
Lynchburg, VA 24504

THIS DEED, made this 27th day of November, 2017, by and between **BWXT**
NUCLEAR OPERATIONS GROUP, INC., (formerly known as BABCOCK & WILCOX
NUCLEAR OPERATIONS GROUP, INC.), a Delaware Corporation, party of the first part,
Grantor; and **BWXT NUCLEAR OPERATIONS GROUP, INC.**, a Delaware Corporation, at
the above referenced address, party of the second part, Grantee;

WITNESSETH:

WHEREAS, the party of the first part has undergone a corporate reorganization whereby
the corporation is now known as "BWXT Nuclear Operations Group, Inc.;" and,

WHEREAS, the party of the first part desires hereby to convey the following described
properties to the party of the second part, pursuant to the provisions of Code of Virginia Section
58.1-811(A)(8), and,

NOW, THEREFORE, that for and in consideration of the foregoing, and in accordance
with the said Code of Virginia Section 58.1-811(A)(8), the party of the first part does hereby
grant and convey, with General Warranty and English Covenants of Title, unto the said party of
the second part, all of its right, title and interest in and to the hereinafter described properties, to-
wit:

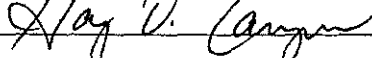
Tax Map No. 8-1-6

SEE ATTACHMENT "A"

FURTHERMORE, by this deed, the Grantor creates an Environment Covenant, pursuant to the provisions of the Virginia Uniform Environmental Covenants Act ("VUECA"), Virginia Code § 10.1-1238, et seq., entitled "UECA Environmental Covenant" dated August 9, 2017, and thereby imposes and impresses the terms thereof upon the real property described herein (ATTACHMENT "A") upon the Grantee, and upon any successors in interest to the Grantee, and upon any party to whom the said real property is conveyed, in perpetuity, pursuant to the terms of the VUECA and the said Environmental Covenant, attached hereto and incorporated herein by reference as ATTACHMENT "B," or until ended in compliance with law.

WITNESS the following signature and seal:

BWXT NUCLEAR OPERATIONS GROUP, INC., (formerly known as BABCOCK & WILCOX NUCLEAR OPERATIONS GROUP, INC.) a Delaware Corporation,

By: 
Title: VP - CONTRACTS & PROCUREMENT

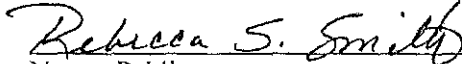
COMMONWEALTH OF VIRGINIA)
CITY/COUNTY OF Campbell) To-Wit:

The foregoing instrument was acknowledged before me this 28th day of NOVEMBER 2017, by Gary D. Camper, a Vice-President of BWX Technologies, Inc., the parent company of the parties and a person authorized to execute this Deed.

My commission expires: 1.31.2019.

Registration No.: 7120439.

SEAL


Notary Public

ATTACHMENT "A"

PARCEL 1:

All that certain tract or parcel of land, together with the buildings and improvements thereon and the privileges and appurtenances thereunto belonging, situate, lying and being in Long Mountain District, Campbell County, Virginia, on the south side of the James River, and on the Chesapeake & Ohio Railroad (now CSX Transportation) near Nine Mile Bridge and also near Six Mile Bridge Station, a station on the Norfolk & Western Railroad (now Norfolk & Southern Railroad), and containing 437 acres, more or less, but this is a conveyance by the boundary and not by the acre and being all of the rest, residue and remainder of the lands which the party of the first part owns or in which it has any interest whatsoever in the area known as "Mount Athos" in Campbell County, Virginia.

There is also included herein and herewith all of the right, title and interest which the party of the first part may have in and to those portions of Buzzard Island and Smith Island which lie between the boundaries of the property hereinabove described and conveyed, which at some time in the remote past were islands in the James River but which became attached to the mainland either by natural filling in of the old river channel or the natural diversion of said river channel, and have for many years been included as a portion of the property known as "Mount Athos", and also including and together with such portions that may be included within the boundaries of the tract or parcel of land hereinabove described and conveyed and not heretofore conveyed, of the old canal bed of the James River-Kanawha Canal, the land lying between said canal and the railroad right-of-way together with all rights which the party of the first part may have in and to the James River and the riverbed thereof.

There is also included herein all the right, title and interest which the party of the first part may have in and to that certain tract or parcel of land containing 5.51 acres, more or less, or the residue thereof, as shown upon Drawing No. 2811-2 prepared by the Chesapeake & Ohio Railway Co., Engineering Department and recorded in the Clerk's Office of the Circuit Court of Campbell County, Virginia, in Plat Book 19, page 93, attached to and recorded along with a Deed of Exchange by and between Chesapeake & Ohio Railway Co. and The Babcock & Wilcox Company, dated February 17, 1991, and recorded in the aforesaid Clerk's Office in Deed Book 438, at page 316.

There is also included herein and herewith all of the right, title, and interest which the party of the first part may have in and to that certain tract of land formerly known as Lot "7 0.73A" on a plat recorded in the Circuit Court Clerk's Office of Campbell County entitled "Campbell County VA Rustburg District Mount Athos Farm -Map Showing New Location River Road Lot 17 and Subdivision of Brick Yard Tract" prepared by DeMott & Magruder, Engineers, September, 1933, and recorded in Plat Book 5, at Page 74, now at Plate A-65 in the said Clerk's Office. Said Lot 7 being the same property conveyed to the party of the first part by deed dated April 21, 2015, and recorded in said Clerk's Office at Instrument No: 150001960. The interior lot lines demarcating this small parcel from the larger surrounding parcel were vacated in the said 2015 deed.

There is excepted from the aforesaid property that property and interest in property conveyed by the party of the first part to CSX Transportation, Inc., a Virginia Corporation, by deed dated August 21, 2000, of record in the said Clerk's Office as Instrument No. 020001368 and that property conveyed by the party of the first part to Framatome ANP, Inc., a Delaware Corporation, by deed dated May 28, 2002, of record in the said Clerk's Office as Instrument No. 020004872.

The properties and interests herein conveyed are a portion of those properties and interests conveyed to the party of the first part by The Babcock & Wilcox Company, by deed dated June 27, 1997, of record in the Clerk's Office aforesaid in Deed Book 913 at page 647, or as previously mentioned herein. Reference is made to said deed for a more particular description as to the derivation of title to the said property.

PARCEL 2:

All those certain lots or parcels of land, together with the buildings and improvements thereon and the privileges and appurtenances thereunto belonging, situate, lying and being in Long Mountain Magisterial District, Campbell County, Virginia, designated as Lot #1, containing 7.173 acres, and that lot designated as B & W Fuel Company (Credit Union) lot, containing 2.376 Acres, both as show on plat entitled "PLAT SHOWING SUBDIVISION OF THE PROPERTY OF B&W FUEL COMPANY ON S.R. 726 LONG MOUNTAIN DIST. CAMPBELL CO., VIRGINIA", dated January 24, 2002, revised March 27, 2002; April 11, 2002; April 16, 2002; May 15, 2002; and May 17, 2002, made by Kenneth E. Carlton, L.S., which said plat is of record in the Clerk's Office of the Circuit Court of Campbell County, Virginia, in Plat Cabinet B, Slide 298, page 1884.

The said lots hereby conveyed are the same properties conveyed to the party of the first part by Framatome ANP, Inc., a Delaware Corporation, by deed dated May 28, 2002, of record in the aforesaid Clerk's Office as Instrument No. 020004871.

PARCEL 3:

All that certain lot or parcel of land, together with the buildings and improvements thereon and the privileges and appurtenances thereunto belonging, situate, lying and being in Long Mountain Magisterial District, Campbell County, Virginia, designated as "New Parcel 1", containing 6.248 acres, on plat entitled "PLAT SHOWING DIVISION OF LYNCHBURG FOUNDRY COMPANY PROPERTY ON S.R. 726 LONG MOUNTAIN DIST. CAMPBELL CO., VIRGINIA", dated January 22, 2002, revised June 11, 2002, made by Kenneth E. Carlton, L.S., which said plat is of record in the Clerk's Office of the Circuit Court of Campbell County, Virginia, in Plat Cabinet B, Slide 299, page 2895.

The property hereby conveyed is the same property conveyed to the party of the first part by Lynchburg Foundry Company, a Virginia Corporation, by deed dated June 18, 2002, of record in the aforesaid Clerk's Office as Instrument No. 020005475.

Tax Map No.: 8-1-6

Prepared by: Bevin R. Alexander, Jr.
Freeman, Dunn, Alexander, Gay, Lucy & Coates, P.C.
1045 Cottontown Road
Lynchburg, Virginia 24503

EPA Site ID #: VAD-046960449

UECA ENVIRONMENTAL COVENANT

This **ENVIRONMENTAL COVENANT** is made and entered into as of the 9th day of August, 2017 by and between BWX Technologies, Inc., whose address is 1570 Mt. Athos Road, Lynchburg, Virginia 24504 (hereinafter referred to as the "Grantor" or "Owner"), and BWXT Nuclear Operations Group, Inc., whose address is 1570 Mt. Athos Road, Lynchburg, Virginia 24504 (hereinafter referred to as the "Grantee", "Holder" or "BWXT"). The **UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, REGION III**, whose address is 1650 Arch Street, Philadelphia, PA 19103 (hereinafter referred to as the "Agency" or "EPA") also joins in this environmental covenant.

This environmental covenant is executed pursuant to the Virginia Uniform Environmental Covenant Act, §10.1-1238 et seq. of the Code of Virginia (UECA). This environmental covenant subjects the Property identified in Paragraph 1 to the activity and use limitations in this document.

1. **Property Affected:** The property affected by this environmental covenant is located at 1570 Mt. Athos Road, Lynchburg, Virginia 24504 (hereinafter referred to as the ("Property")) and is further described as:

The Property is located in the northeast corner of Campbell County, Virginia, on an oxbow of the James River (or River) approximately 2 miles northeast of the City of Lynchburg. The Property is bounded by the James River on three sides and is further described in **Exhibit A** and depicted in Figure 5. The City of Lynchburg is located along the James River, upstream of the Property.

2. **Description of the Contamination and Remedy:**

- a. The Administrative Record pertaining to the environmental response project in connection with the Property that is described in this environmental covenant is located at:

U.S. Environmental Protection Agency, Region III (3LC20)
Office of Remediation
1650 Arch Street
Philadelphia, PA 19103

ATTACHMENT B

- b. Since 1956, BWXT has been in operation on the Property. Prior to that time, the Property was farmland. BWXT principally manufactures naval nuclear reactors for submarines and aircraft carriers at the Property.

In 1991, EPA issued a Corrective Action Consent Order (Consent Order) that required that a Resource Conservation and Recovery Act Facility Investigation (RFI), a Corrective Measures Study (CMS), and any interim measures at the Facility necessary to protect human health and the environment be completed. The RFI was completed in 1996 and focused on three areas at the Property with groundwater containing Volatile Organic Compounds (VOCs), primarily trichloroethylene (TCE). Numerous groundwater monitoring wells were installed. Three main and two smaller groundwater contaminant plumes were identified. Releases of chlorinated VOCs were identified and delineated at the following areas:

- Groundwater Area A
- Groundwater Area B
- Groundwater Area C
- Landfill 1

The groundwater plume in Area C is primarily located under the adjacent Areva property but extends onto BWXT's Property. The plumes in the four areas listed above are contained by the polygons depicted in Exhibit B, Figures 1-4. The RFI concluded that the constituents of concern (COCs) for the Property are chlorinated VOCs in groundwater and surface water, primarily TCE and tetrachloroethylene (PCE), and their degradation products, cis-1,2-dichloroethene (DCE) and vinyl chloride (VC). The following nine halogenated VOCs were identified for monitoring by the RFI and are analyzed in the ongoing water quality monitoring:

- Bromoform
- Chloroform
- DCE
- trans-1,2-DCE
- 1,1-DCE
- PCE
- TCE

- Trichlorofluoromethane
- VC

A human health risk assessment was completed evaluating an Industrial exposure scenario, assuming that land use controls would be implemented and maintained to control exposures and future development. The following potential receptors were evaluated.

- Outdoor maintenance worker
- Outdoor construction worker
- Trespassing child

Exposures to the following media were evaluated:

- Surface Soil
- Subsurface Soil
- Sediment (in small surface water drainage features)
- Surface water (springs and small surface water drainage features)

The RFI human health risk assessment concluded that VOCs and metals posed no significant risk to human health under an industrial land use scenario.

BWXT conducted corrective measures to evaluate remediation alternatives for groundwater and soil contamination in the early 1990's. The three pilot tests involved were as follows: (1) Soil Vapor Extraction (SVE), (2) Vacuum-Enhanced Pumping (VEP), and (3) In-situ Air Sparging (IAS). The SVE system achieved its performance objective of removing more than 14,000 pounds of TCE, exhausting the vadose soil at the former tank location, and is no longer in operation. The VEP was implemented to remove TCE from the groundwater near the Waste Treatment Facility. The VEP system was ineffective due to the VEP recovery wells having very limited and uneven radius of influence on groundwater and was discontinued in 1996. IAS was conducted to evaluate the effectiveness of IAS system to volatilize and remove dissolved concentrations of TCE from the groundwater at a location adjacent to the James River on the northern edge of the Area A groundwater plume. Groundwater data collected during the IAS pilot test indicate that air sparging had no measurable effect on the concentrations of TCE at this location and the IAS was discontinued in 1996.

During performance of the RFI, two Inactive Emergency Ponds (Hot Pond) were found to be impacted by the groundwater from the Area A plume. In 1998, a Groundwater Recovery System (GWRS) was installed when the low-level

radioactive Hot Pond was closed under aegis of the Nuclear Regulatory Commission (NRC) during the same year. The GWRS intercepts a large portion of the shallow groundwater plume before it can reach the James River. The GWRS provides a significant but incomplete interception of the plume, as it does not intercept the bedrock groundwater, and may not capture all the alluvial groundwater on the eastern side of the plume. BWXT is required to continue operating the GWRS as a component of EPA's Final Decision and Response to Comments (FDRTC), Exhibit C.

From 2001 to the present, annual site wide monitoring and reporting of groundwater and river water has been consistently conducted on the Property. This monitoring has shown that the groundwater plume boundaries are stable and that the concentrations of VOC's are generally stable or decreasing.

EPA has determined that the restoration of groundwater to drinking water standards known as Maximum Contaminant Levels (MCLs), pursuant to the Safe Drinking Water Act, on the Property is technically impracticable (TI) within the plume zones.

In 2015, EPA issued a Final Decision and Response to Comments, in which it selected a remedy for the Property. The selected remedy for the Property consists of land and groundwater use restrictions implemented through institutional controls (ICs), the continued implementations of the Groundwater Recovery System (GWRS), groundwater monitoring until groundwater cleanup standards are met, and the implementation of the Material Management Plan (MMP). The goal of the selected remedy is to ensure the overall protection of human health and the environment.

3. Activity and Use Limitations.

- a. Figures 1 through 4 in Exhibit B present polygons that define the boundaries of the TI Waiver Zone (TI Zone) with geographic coordinates (longitude and latitude) of the polygon vertices. Figure 5 presents a polygon around the Property.
- b. The Property is subject to the following activity and use limitations which shall run with the land and become binding on Grantor(s) and Owner (s) and any successors, assigns, tenants, agents, employees, and other persons under its (their) control, until such time as this environmental covenant may terminate as provided by law:

1. Groundwater at the Property shall not be used for any purpose other than to conduct the operation, maintenance, and monitoring activities required by the Virginia Department of Environmental Quality (VADEQ), EPA or the NRC, unless it is demonstrated to EPA, that such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy and EPA provides prior written approval for such use;
2. No new wells, used for any purpose other than to conduct the operation, maintenance, and monitoring activities required by VADEQ, EPA or the NRC, shall be installed on the Property unless it is demonstrated to EPA that such wells are necessary to implement the selected remedy and EPA provides prior written approval to install such wells;
3. The Property shall not be used for residential purposes unless it is demonstrated to EPA that such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy, and EPA provides prior written approval for such use;

All earth moving activities, including excavation, drilling and construction activities within the TI Zones (Figures 1-4) where COCs remain in soils above EPA Region III's Screening Levels for Industrial Soils or in groundwater above their MCLs or EPA Region III's Tap Water RBCs (excluding minor activities that would not be expected to require digging deep enough to impact contaminated soils and/or groundwater or emergency spills and/or cleanups) shall be prohibited unless it is demonstrated to EPA that such activity will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy, and EPA provides prior written approval for such activity. In the event of such approval, the EPA-approved Materials Management Plan, dated May 2016, specifying protocols for soil, groundwater, and surface water within the TI Zones will be followed for all earth moving activities unless an activity has been approved by EPA or VADEQ that does not require a MMP or the MMP is integrated into the approval of the activity (e.g Cold Pond Closure);

4. A vapor intrusion control system, the design of which shall be approved in advance by EPA, shall be installed in each new structure constructed above the contaminated groundwater plume or within 100-feet around the perimeter of the TI Zone (Figures 1-4), unless it is demonstrated to EPA that vapor intrusion does not pose a threat to human health and EPA provides prior written approval that no vapor intrusion control system is needed;

5. The Property (Figure 5) will not be used in a way that will adversely affect or interfere with the integrity and protectiveness of the selected remedy;
 6. EPA, VADEQ, and/or their authorized agents and representatives, shall have access to the Property to inspect and evaluate the continued effectiveness of the selected remedy and if necessary, to conduct additional remediation to ensure the protection of the public health and safety and the environment based upon the selected remedy in the FDRTC.
4. **Notice of Limitations in Future Conveyances.** Each Instrument hereafter conveying any interest in the Property subject to this environmental covenant shall contain a notice of the activity and the use limitations set forth in this environmental covenant and shall provide the recorded location of this environmental covenant and EPA approved plans identified in this environmental covenant.
5. **Compliance and Use Reporting.**
- a. By the end of January 2018, every January thereafter, and as requested in writing by the Agency, the then current owner of the Property shall submit, to the Agency and any Holder listed in the Acknowledgements below, written documentation stating whether or not the activity and use limitations in this environmental covenant are being observed. This documentation shall be signed by a qualified and certified professional engineer who has inspected and investigated compliance with this environmental covenant
 - b. In addition, thirty (30) days prior to any of the following events, the then current owner of the Property shall submit to the Agency written documentation describing such event; (i) transfer of the Property; (ii) changes in use of the Property from industrial use; or (iii) filing of applications for building permits for the Property and any proposals for any Property work inside a TI Zone, if such building or proposed Property work will affect the contamination of the Property.
 - c. Within **seven (7) calendar days upon finding** of non-compliance with the activity and the use limitations described in Section 3 above. The then owner shall submit to the Agency written documentation describing such non-compliance.
6. **Access by the Agency.** This environmental covenant grants to the Holders and the Agency and their contractors, employees, agents and representatives a right to reasonable access to the Property in connection with implementation, inspection or enforcement of this environmental covenant.

7. Subordination.

RESERVED

8. Recording, Proof and Notification.

- a. Within ninety (90) days after the date of the Agency's approval of the environmental covenant, the Owner shall record, or cause to be recorded, this environmental covenant with the Clerk of the Circuit Court for each locality wherein the Property is located. The Owner shall likewise record, or cause to be recorded, any amendment, assignment or termination of this environmental covenant with the applicable Clerk(s) of the Circuit Court within **ninety (90) days of their execution**. Any environmental covenant, amendment, assignment, or termination recorded outside of these periods shall be invalid and of no force and effect.
- b. The Owner shall send a file-stamped copy of this environmental covenant and of any amendment, assignment, or termination, to the Agency and the DEQ within **sixty (60) days of recording**. Within that time period, the Owner also shall send a file-stamped copy to the chief administrative officer of each locality in which the Property is located, any persons who are in possession of the Property who are not the Owners, any signatures to this covenant not previously mentioned, and any other parties to whom notice is required pursuant to the UECA.

9. Termination or Amendment. This environmental covenant shall run with the land and be binding on the Owner(s) thereof until such time as it is terminated or amended (including assignment) in accordance with UECA.

10. Enforcement of Environmental Covenant. This environmental covenant shall be enforced in accordance with §10.1-1247 of the Code of Virginia.

ACKNOWLEDGMENTS:

GRANTOR

BWX Technologies, Inc.

, Grantor

Date

By (signature):

Name (printed):

Title:

B. Joel Burch

Vice President & General Manager

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF Amherst

On this 9th day of August, 2017, before me, the undersigned officer, personally appeared BWX Technologies, Inc. who acknowledged himself/herself to be the person whose name is subscribed to this environmental covenant, and acknowledged that s/he freely executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

My commission expires: 01-31-2020

Registration #: 7189812

Christopher Todd Terry
Notary Public



HOLDER

BWXT Nuclear Operations Group, Inc. , Grantee
Date _____ By (signature): [Signature]
Name (printed): B. Joel Burch
Title: Vice President & General Manager

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF Stafford

On this 9th day of August 2017, before me, the undersigned officer, personally appeared BWXT Nuclear Operations Group, Inc. who acknowledged himself/herself to be the person whose name is subscribed to this environmental covenant, and acknowledged that s/he freely executed the same for the purposes therein contained.

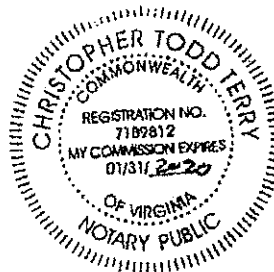
In witness whereof, I hereunto set my hand and official seal.

My commission expires: 01-31-2020

Registration #: 7189812

[Signature]

Notary Public



AGENCY

APPROVED by the United States Environmental Protection Agency, Region III as required by § 10.1-1238 et seq. of the Code of Virginia.

Date 3/15/2017

By (signature): Nancy J. Dow

Name (printed): Nancy T. Dow for CATHERINE A. C. Bates

Title: Director, Land and Chemicals Division

SEEN AND RECEIVED by the Department of Environmental Quality

Date 9/18/2017

By (signature): Brett Fisher

Name (printed): Brett Fisher

Title: Team Leader, RCRA Corrective Action

EXHIBIT A

The properties and interests herein conveyed are a portion of those properties and interests conveyed to the party of the first part by The Babcock & Wilcox Company, by deed dated June 27, 1997, of record in the Clerk's Office aforesaid in Deed Book 913 at page 647. Reference is made to said deed for a more particular description as to the derivation of title to the said property.

There is also included herein and herewith all of the right, title, and interest which the party of the first part may have in and to that certain tract of land formerly known as Lot "7 0.73A" on a plat recorded in the Circuit Court Clerk's Office of Campbell County entitled "Campbell County VA Rustburg District Mount Athos Farm -Map Showing New Location River Road Lot 17 and Subdivision of Brick Yard Tract" prepared by DeMott & Magruder, Engineers, September, 1933, and recorded in Plat Book 5, at Page 74, now at Plate A-65 in the said Clerk's Office. Said Lot 7 being the same property conveyed to the party of the first part by deed dated April 21, 2015, and recorded in said Clerk's Office at Instrument No: 150001960. The interior lot lines demarcating this small parcel from the larger surrounding parcel were vacated in the said 2015 deed.

PARCEL 2:

All those certain lots or parcels of land, together with the buildings and improvements thereon and the privileges and appurtenances thereunto belonging, situate, lying and being in Long Mountain Magisterial District, Campbell County, Virginia, designated as Lot #1, containing 7.173 acres, and that lot designated as B & W Fuel Company (Credit Union) lot, containing 2.376 Acres, both as show on plat entitled "PLAT SHOWING SUBDIVISION OF THE PROPERTY OF B&W FUEL COMPANY ON S.R. 726 LONG MOUNTAIN DIST. CAMPBELL CO., VIRGINIA", dated January 24, 2002, revised March 27, 2002; April 11, 2002; April 16, 2002; May 15, 2002; and May 17, 2002, made by Kenneth E. Carlton, L.S., which said plat is of record in the Clerk's Office of the Circuit Court of Campbell County, Virginia, in Plat Cabinet B, Slide 298, page 1884.

The said lots hereby conveyed are the same properties conveyed to the party of the first part by Framatome ANP, Inc., a Delaware Corporation, by deed dated May 28, 2002, of record in the aforesaid Clerk's Office as Instrument No. 020004871.

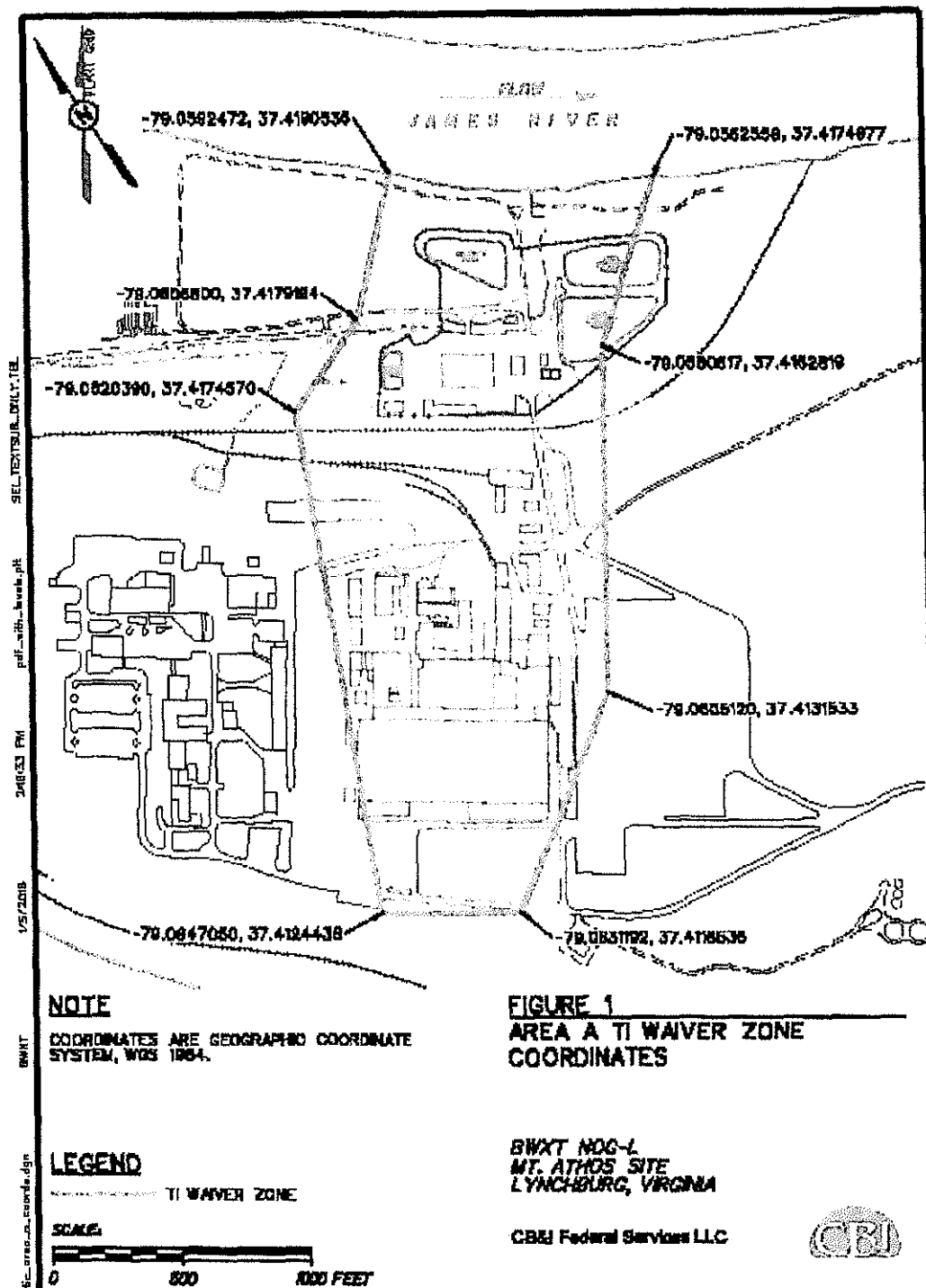
PARCEL 3:

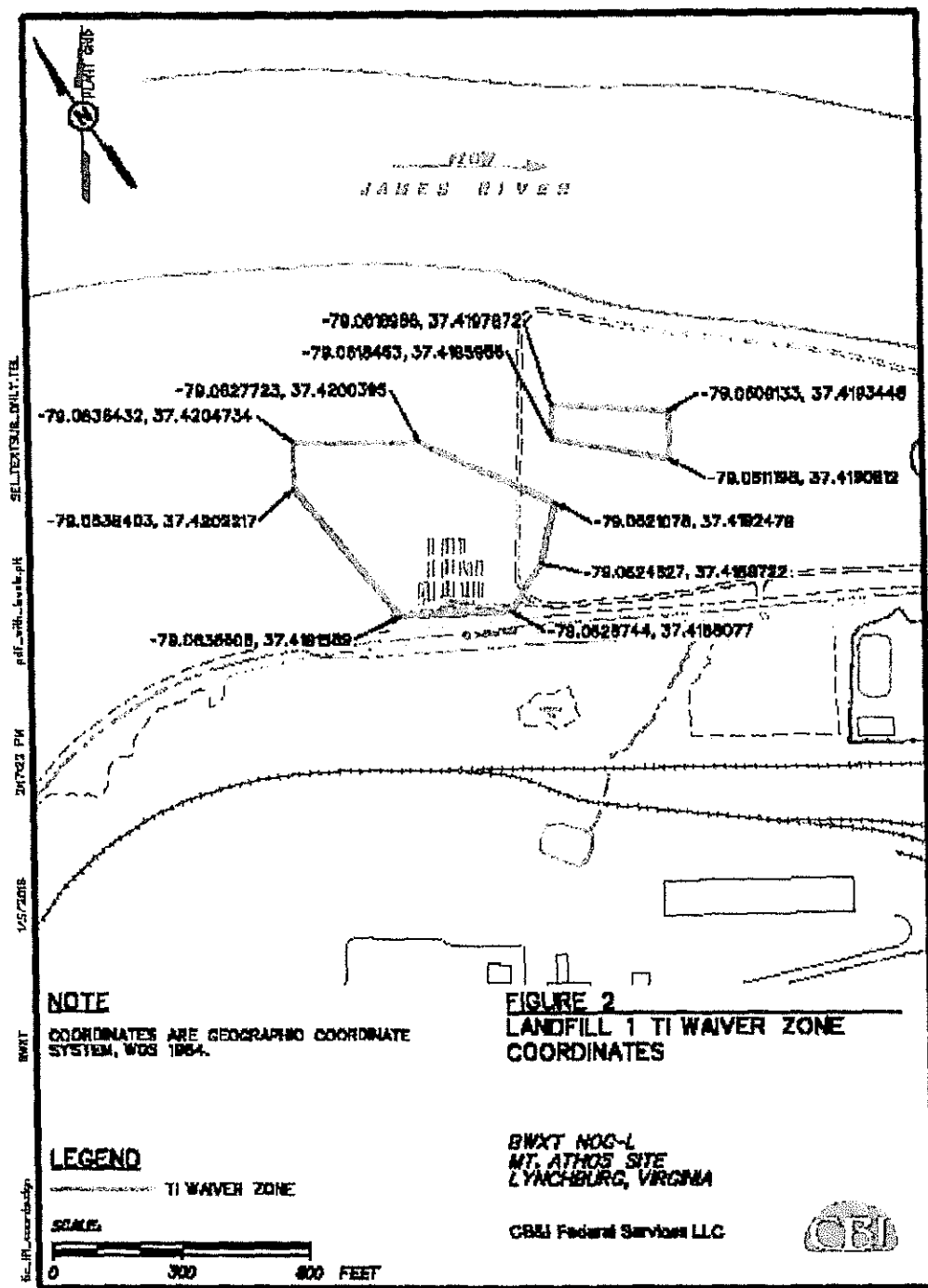
All that certain lot or parcel of land, together with the buildings and improvements thereon and the privileges and appurtenances thereunto belonging, situate, lying and being in Long Mountain Magisterial District, Campbell County, Virginia, designated as "New Parcel 1", containing 6.248 acres, on plat entitled "PLAT SHOWING DIVISION OF LYNCHBURG FOUNDRY COMPANY PROPERTY ON S.R. 726 LONG MOUNTAIN DIST. CAMPBELL CO., VIRGINIA", dated January 22, 2002, revised June 11, 2002, made by Kenneth E. Carlton, L.S., which said plat is of record in the Clerk's Office of the Circuit Court of Campbell County, Virginia, in Plat Cabinet B, Slide 299, page 2895.

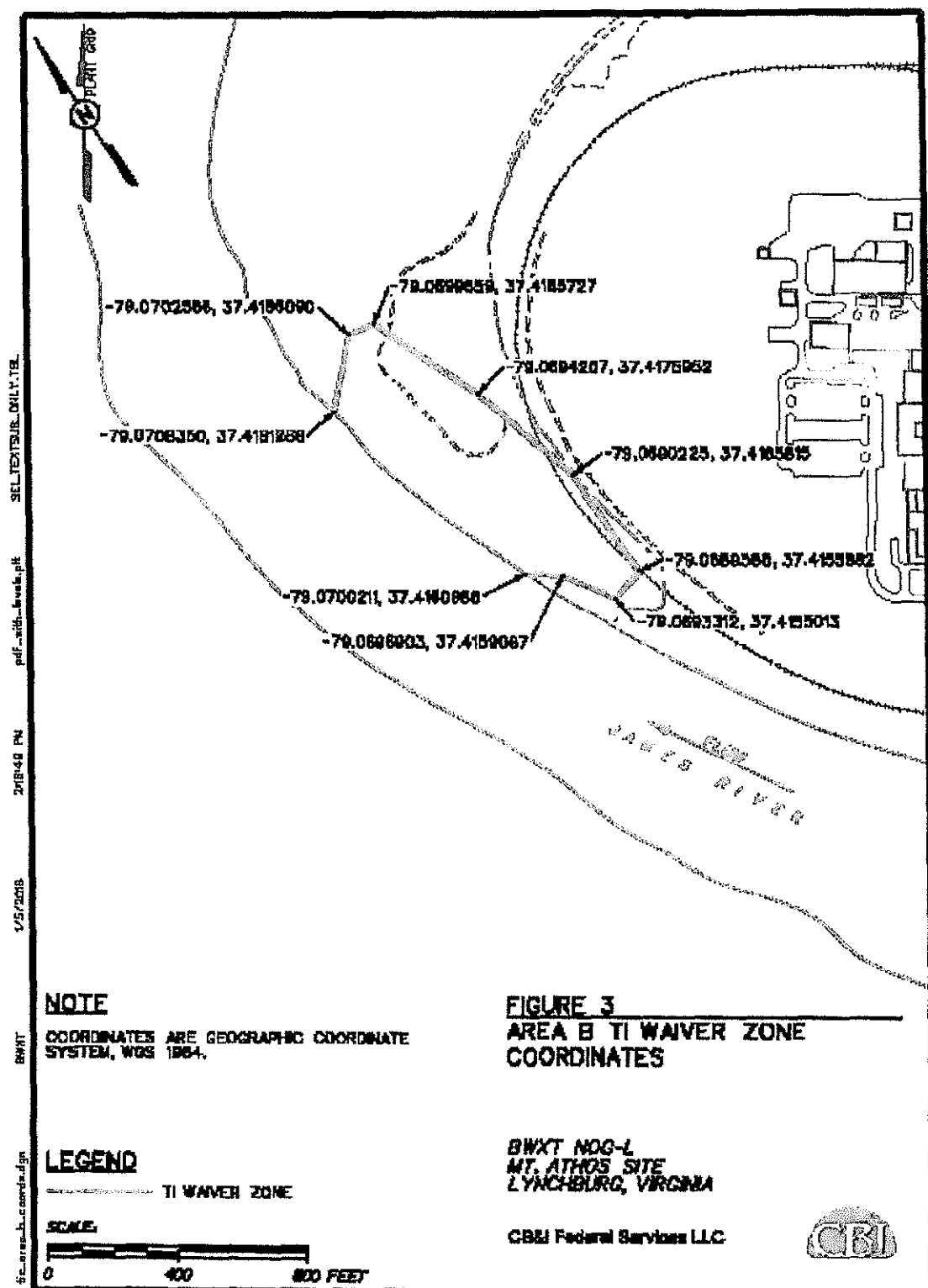
The property hereby conveyed is the same property conveyed to the party of the first part by Lynchburg Foundry Company, a Virginia Corporation, by deed dated June 18, 2002, of record in the aforesaid Clerk's Office as Instrument No. 020005475.

EXHIBIT B

Figures 1-5







SELTEXTS:IR_0411.Y.TBL
paf...sh...level.pkt
2/18/40 PM
1/5/2018
BWXT
fig-area-b-coords.dgn

Property Boundary At Mt Athos Coordinates (depicted Fig. 5.)

Longitude	Latitude	Point ID
-79.04983378	37.41540186	1 (Point of Beginning)
-79.04998272	37.41431515	2
-79.05370052	37.41325691	3
-79.05555591	37.41090418	4
-79.05668139	37.41064671	5
-79.05659828	37.41047566	6
-79.05575059	37.41066742	7
-79.05440545	37.40999614	8
-79.0541993	37.40978486	9
-79.0539859	37.40998179	10
-79.05210975	37.40943541	11
-79.05138224	37.40917428	12
-79.05217671	37.40801707	13
-79.05320835	37.40654268	14
-79.05548626	37.40720823	15
-79.05633496	37.40715428	16
-79.05919032	37.40706576	17
-79.05917267	37.40687768	18
-79.0614207	37.40667711	19
-79.06149998	37.40668487	20
-79.06180083	37.40673128	21
-79.0621169	37.40663632	22
-79.06221054	37.4063624	23
-79.06242819	37.40609356	24
-79.06251636	37.40583115	25
-79.06246231	37.40527373	26
-79.06236447	37.40477677	27
-79.06231175	37.40457175	28
-79.06210328	37.40366224	29
-79.06210424	37.40330241	30
-79.06230584	37.40287242	31
-79.06361138	37.40270321	32
-79.06370633	37.40314483	33
-79.06365075	37.4032476	34
-79.0636907	37.40331008	35
-79.06371858	37.40413245	36
-79.06368605	37.40488216	37
-79.06361163	37.40540391	38
-79.06343687	37.40610829	39
-79.06343978	37.40664022	40
-79.06347658	37.40722876	41
-79.06369917	37.40766052	42
-79.06383941	37.40802118	43
-79.06386669	37.40822493	along curve

-79.07005486	37.41615629	along curve
-79.07014061	37.41632119	along curve
-79.07022708	37.41648582	along curve
-79.07031959	37.41664835	along curve
-79.07040703	37.41681266	along curve
-79.07048065	37.41698122	along curve
-79.07055359	37.41714997	along curve
-79.07063212	37.4173171	along curve
-79.07070468	37.41748591	along curve
-79.0707473	37.41766101	48
-79.07077546	37.41783808	along curve
-79.07080683	37.41801483	along curve
-79.07085295	37.41818942	along curve
-79.07092486	37.41835835	along curve
-79.07094909	37.41852906	along curve
-79.07095374	37.41870624	along curve
-79.07093191	37.41888347	along curve
-79.0709119	37.41906118	along curve
-79.07096176	37.41923351	along curve
-79.07092751	37.41940256	along curve
-79.07084019	37.41956681	along curve
-79.07084009	37.41975453	along curve
-79.07081999	37.41994147	along curve
-79.07076203	37.42012319	along curve
-79.07066864	37.42029535	49
-79.070549	37.42045695	along curve
-79.07041099	37.42060898	along curve
-79.07026067	37.42075345	along curve
-79.07010263	37.42089258	along curve
-79.06994009	37.42102839	along curve
-79.06977325	37.42116083	along curve
-79.06960104	37.42128882	along curve
-79.06942245	37.42141113	along curve
-79.06923668	37.42152642	along curve
-79.06904316	37.42163322	50
-79.06884168	37.42173027	along curve
-79.06863384	37.42181838	along curve
-79.06842236	37.42190086	along curve
-79.06820957	37.42198117	along curve
-79.06799702	37.42206187	along curve
-79.06778101	37.42213638	along curve
-79.067556	37.42219087	along curve
-79.06732306	37.42221712	51
-79.06708804	37.42222783	along curve
-79.06685306	37.42223893	along curve
-79.06662012	37.42226531	along curve

-79.05600248	37.41736649	along curve
-79.05574029	37.41724484	along curve
-79.0554581	37.4171566	along curve
-79.05518033	37.41706016	along curve
-79.05490378	37.41696066	along curve
-79.05462662	37.41686212	along curve
-79.05435831	37.41674931	55
-79.05425644	37.41669698	along curve
-79.05403494	37.41664295	along curve
-79.05380252	37.4166197	along curve
-79.05358494	37.41655101	along curve
-79.05337562	37.41646682	along curve
-79.05316531	37.41638425	along curve
-79.05295218	37.41630637	along curve
-79.05273477	37.41623699	along curve
-79.05250788	37.41619007	along curve
-79.05229653	37.41611004	along curve
-79.05207436	37.41605436	along curve
-79.05186012	37.41598381	along curve
-79.05163142	37.41596722	along curve
-79.05141912	37.41588894	along curve
-79.05119191	37.4158438	along curve
-79.0509816	37.41576151	along curve
-79.05075793	37.41570625	along curve
-79.05055561	37.41561411	along curve
-79.05033883	37.41554439	along curve
-79.05012347	37.4154725	along curve
-79.04983378	37.41540186	1 (Point of Beginning)

EXHIBIT C

FDTRC



UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY
REGION III

**FINAL DECISION
AND
RESPONSE TO COMMENTS**

**BABCOCK & WILCOX NUCLEAR OPERATIONS GROUP FACILITY
LYNCHBURG, VIRGINIA**

EPA ID NO. VAD 046 960 449

**UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
FINAL DECISION AND RESPONSE TO COMMENTS**

PURPOSE

The United States Environmental Protection Agency (EPA) is issuing this Final Decision and Response to Comments (FDRTC) under the authority of the Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act (RCRA) of 1976, and the Hazardous and Solid Waste Amendments (HSWA) of 1984, 42 U.S.C. §§ 6901 et seq. to the Babcock & Wilcox (B&W) facility located at 1570 Mt. Athos Road in Lynchburg, Virginia (Facility).

The Facility is located in the northeast corner of Campbell County, Virginia, on an oxbow of the James River (or River) approximately 2 miles northeast of the City of Lynchburg. The 525-acre property is bounded by the James River on three sides. The Facility currently contains two commercial operations. One is owned and operated by Babcock & Wilcox Nuclear Operations Group, Inc. and referred to as the B&W Property. The other is owned and operated by AREVA Federal Services (AREVA) and is referred to as the AREVA Property.

On November 17, 2014, EPA issued a Statement of Basis (SB) which described the information gathered during the environmental investigation at the Facility, and the Proposed Remedy for the Facility. The SB is hereby incorporated into this Final Decision by reference and made a part hereof as Attachment A.

FINAL REMEDY

The selected remedy for the Facility consists of land and groundwater use restrictions to be implemented through institutional controls (ICs), groundwater monitoring, the continued implementation of the Groundwater Recovery System (GWRS) in Area A, and implementation of a Materials Management Plan. There are three separate groundwater study areas or plumes identified during the site investigation. The groundwater plume in Area C is located under the AREVA Property. Groundwater plumes A and B are located under the B&W Property.

EPA has determined that restoration of groundwater to drinking water standards known as Maximum Contaminant Levels (MCLs), promulgated at 40 C.F.R. Part 141 pursuant to Section 1412 of the Safe Drinking Water Act, 42 U.S.C. Section 300g-1, at the Facility is technically impracticable. Therefore the selected remedy establishes four Technically Impracticable (TI) groundwater zones that have been established based on years of groundwater monitoring. The selected remedy will continue to monitor the groundwater plumes while the ICs will prevent current and potential future exposure to contamination.

The following institutional controls will be used to ensure the short- and long-term reliability of the selected remedy.

1. Groundwater at the Facility shall not be used for any purpose other than to conduct the operation, maintenance, and monitoring activities required by Virginia Department of Environmental Quality (VADEQ) and/or EPA, unless it is demonstrated to EPA, that such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy and EPA provides prior written approval for such use;

2. No new wells will be installed on Facility property unless it is demonstrated to EPA that such wells are necessary to implement the selected remedy and EPA provides prior written approval to install such wells.
3. The Facility property shall not be used for residential purposes unless it is demonstrated to EPA that such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy, and EPA provides prior written approval for such use;
4. All earth moving activities, including excavation, drilling and construction activities, in the areas at the Facility where any contaminants remain in soils above EPA Region III's Screening Levels for Industrial Soils or in groundwater above their MCLs or EPA Region III's Tap Water RBCs, shall be prohibited unless it is demonstrated to EPA that such activity will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy, and EPA provides prior written approval for such use. In the event of such approval, a Materials Management Plan specifying protocols for soil, groundwater, and surface water within the plume areas will be created for all earth moving activities and submitted in writing to EPA for review and approval;
5. A vapor intrusion control system, the design of which shall be approved in advance by EPA, shall be installed in each new structure constructed above the contaminated groundwater plume or within 100-foot around the perimeter of the contaminated groundwater plume, unless it is demonstrated to EPA that vapor intrusion does not pose a threat to human health and EPA provides prior written approval that no vapor intrusion control system is needed;
6. The Property will not be used in a way that will adversely affect or interfere with the integrity and protectiveness of the selected remedy selected by EPA in this FDRTC;
7. EPA, VADEQ, and/or their authorized agents and representatives, shall have access to the Property to inspect and evaluate the continued effectiveness of the selected remedy and if necessary, to conduct additional remediation to ensure the protection of the public health and safety and the environment based upon the selected remedy selected in the FDRTC.

The selected remedy also requires the development and implementation of a Materials Management Plan to be submitted for review and approval by EPA before any earth moving activities, including construction and drilling, can be conducted in soils or groundwater known to contain COCs. The Materials Management Plan will detail how soil and groundwater will be managed during any future subsurface activities conducted at the Facility. The Materials Management Plan will detail how all excavated soils will be handled and disposed.

RESPONSE TO COMMENTS

On November 17, 2014, EPA provided a 30-day public comment period on the proposed remedy for the Facility as described in the Statement of Basis. The 30-day public comment period ended on December 17, 2014. EPA received comments on the proposed remedy from AREVA and from VADEQ. No request for a public meeting was received. Based on the public comments received, EPA has determined that it is not necessary to make any modifications to the proposed remedy.

The following is a summary of the comments received and EPA's responses to those comments:

Comment from VADEQ

In a letter dated December 15, 2014, VADEQ notified EPA that it had reviewed the Statement of Basis and concurs with EPA's proposed remedy.

Comments from AREVA

In its December 17, 2014 letter, before providing its specific comments on the Statement of Basis, AREVA requests that EPA not impose new burdens on AREVA and its use of the Facility property.

EPA has determined that it is necessary to implement institutional controls at the AREVA Property because there is a contaminated groundwater plume under that property. Generally, EPA expects to return contaminated groundwater to drinking water standards, otherwise known as MCLs, wherever practicable. As discussed in the Statement of Basis, EPA evaluated over 12 years of Site groundwater data and regional hydrogeology investigation and has concluded that total removal of the groundwater contamination in bedrock fractures at the Facility is effectively impossible and, therefore, attainment of MCLs within each of the three groundwater plumes at the Facility, including the plume under Area C, is technically impracticable. When restoration of groundwater to MCLs is not practicable, EPA seeks to minimize potential exposure to the contaminated groundwater and the further migration of the plume through the implementation and maintenance of institutional controls.

There are two potential human exposure pathways to the contaminated groundwater under the AREVA Property: consumptive use and subsurface vapor intrusion. The institutional controls required by EPA's selected remedy for the AREVA Property are necessary to mitigate the potential exposure to Facility-related groundwater contamination by those two pathways.

The following is a summary of AREVA's specific comments and EPA's responses:

Comment 1:

"Our understanding is that the Babcock & Wilcox Company and its affiliates ("B&W") owned the AREVA Property when the contamination occurred. AREVA acquired the AREVA Property from B&W in a series of transactions between 1987 and 1991."

EPA Response:

Based on information EPA has received, EPA agrees with this comment.

Comment 2:

AREVA states that it is not a party to the 1991 Administrative Order on Consent, EPA Docket RCRA-III-050-CA (Consent Order), and therefore, has no monitoring and investigation obligations under the Consent Order.

EPA Response:

EPA agrees with this comment.

Comment 3

AREVA states that the Statement of Basis provides little support for the proposed use restrictions in Area C. In addition, AREVA questions why the same remedy that EPA proposed for Areas A and B is proposed for Area C and the AREVA Property.

EPA Response:

During the RCRA Facility Investigation (RFI), the Area A, B, and C plumes were thoroughly investigated and characterized as to the nature and extent of the contamination. The RFI determined that the same geologic conditions (i.e. fractured bedrock) exist across the Facility and the constituents of concern (i.e. TCE and its breakdown products) are the same for each groundwater plume. The Area A groundwater plume was selected as the focus of the CMS because of the three areas, it has the largest TCE groundwater plume, has the highest TCE concentrations above MCLs and has reached and impacted the James River. While concentrations of TCE in Areas C and B are lower than TCE concentrations found in Area A, the concentrations of TCE in all three areas remain above MCLs.

As discussed above, because contaminants remain in the Area A, B and C groundwater plumes, EPA's selected remedy includes institutional controls on both the B&W Property and the AREVA Property to minimize the potential for exposure to those contaminants in each of those plumes.

After providing its specific comments, AREVA states that "Institutional Controls or other land use restrictions that restrain or burden the current and future industrial use of the AREVA Property . . . should be removed from the selected remedy" AREVA further comments that instead of restricting the use of its property, EPA should require B&W to continue monitoring the groundwater at the Facility.

EPA's selected remedy requires both continued groundwater monitoring in order to monitor, and address as necessary, any migration of the plumes and the implementation of institutional controls to minimize the potential future exposure to contamination. EPA has determined that both components are necessary to protect human health and the environment.

As previously stated, restoration of the groundwater beneath the Facility to drinking water standards is technically impracticable. Because contaminants remain in the groundwater above levels appropriate for unlimited use, institutional controls are necessary to prevent and/or minimize the potential for human exposure to contamination at the Facility as well as to protect the integrity of the selected remedy.

The institutional controls applicable to the AREVA Property include restrictions to minimize potential human exposure to the contaminated groundwater. For that reason, groundwater under the AREVA Property may not be used for any purpose other than those allowed by EPA or VADEQ.

In addition, given that the AREVA Property is located over a contaminated groundwater plume, there is also a potential for subsurface vapor intrusion. While indoor air sampling conducted shows that there are no vapor intrusion concerns in the existing buildings located on the AREVA Property, the potential for vapor intrusion will need to be re-examined in any new construction located over or within 100 feet of the Area C contaminated groundwater plume. Consequently, for any new construction, the selected remedy requires that any building over, or within 100 feet of ^(A1) the contaminated groundwater plume be designed with sub-slab vapor remediation to prevent human exposure to potential volatile organic compounds unless it is demonstrated to EPA that vapor intrusion does not pose a threat to human health and EPA provides prior written approval that no vapor intrusion control system is needed.

Lastly, there is no known soil contamination on AREVA's Property. Therefore, EPA is not requiring a Materials Management Plan be submitted for EPA review and approval before earth moving activities, including construction and drilling, are conducted on the AREVA Property provided such activities do not impact or encounter the contaminated groundwater plume underlying the AREVA Property. Historic groundwater levels vary between 6 feet to 35 feet below ground surface within the Area C plume.

DECLARATION:

Based on the Administrative Record compiled for the Corrective Action at the Facility, EPA has determined that the Final Remedy selected in this Final Decision and Response to Comments is protective of human health and the environment.

Date:

2.26.15



John A. Armstead, Director
Land and Chemicals Division
US EPA, Region III

INSTRUMENT 170006009
RECORDED IN THE CLERK'S OFFICE OF
CAMPBELL COUNTY CIRCUIT COURT ON
November 29, 2017 AT 01:53 PM
VALERIE P. YOUNGER, CLERK
RECORDED BY: CSM

COURT ADDRESS:
P. O. BOX 7
RUSTBURG, VA 24588
PHONE # :434-332-9517



OFFICIAL RECEIPT
CAMPBELL COUNTY CIRCUIT COURT
DEED RECEIPT

DATE : 11/29/2017 TIME : 13:53:43
RECEIPT # : 17000016451 TRANSACTION # : 17112900051
CASHIER : CSM REGISTER # : A573
INSTRUMENT : 170006009 BOOK :
GRANTOR : BWXT NUCLEAR OPERATIONS GROUP INC
GRANTEE : BWXT NUCLEAR OPERATIONS GROUP INC
RECEIVED OF : FREEMAN DUNN ALEXANDER GAY LUCY & COATES
ADDRESS : 2016 MT ATHOS RD LYNCHBURG, VA 24504
DATE OF DEED : 11/27/2017
CHECK : \$57.00 CHECK NUMBER : 30406
DESCRIPTION 1 : 3 PARCELS
NAMES : 0
CONSIDERATION : \$0.00 A/VAL : \$0.00

CASE # : 031CLR170006009

FILING TYPE : DBS

PAYMENT : FULL PAYMENT

RECORDED : 11/29/2017

AT : 13:53

EX : Y

LOC : CO

EX : Y

PCT : 100%

PAGES : 034

OP : 0

MAP : 8 1 6

PIN :

ACCOUNT CODE	DESCRIPTION	PAID
035	VOF FEE	\$1.00
145	VSLF	\$1.50
301	DEEDS	\$48.50

ACCOUNT CODE	DESCRIPTION	PAID
106	(TTF) TECHNOLOGY TRUST FUND FEE (CIRCUIT COURT)	\$5.00
212	TRANSFER FEES	\$1.00

TENDERED : \$ 57.00

AMOUNT PAID : \$ 57.00