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vmcclung@jacksonkelly.com

April 5, 2012

RECEIVED

APR 10 2012

DIVISION OF LAND RESTORATION
FRENCH CREEK OFFICE

Mr. Don Martin
Division of Land Restoration
Office of Environmental Remediation
Post Office Box 38, St. Rt. 20 South
P.O. Box 38
French Creek, WV 26218

Re: CSX Transportation, Inc. Environmental Covenant

Dear Mr. Martin:

Please find enclosed copy of the USX Transportation, Inc. Environmental Covenant for your records. If you have any questions, please feel free to contact me.

Sincerely,

JACKSON KELLY PLLC

VANESSA M. MCCLUNG,
Legal Secretary

VMM
Enclosures

ENVIRONMENTAL COVENANT

This is an environmental covenant executed pursuant to the Uniform Environmental Covenants Act, West Virginia Code Chapter 22, Article 22B, to restrict the activities on, and uses of, the following described property:

The portion of the CSX Transportation, Inc. railroad corridor at or near South Charleston, Kanawha County, West Virginia, beginning at approximate CSXT Valuation Station 1561+61, approximate CSXT Milepost CA-457.63, and ending at approximate CSXT Valuation Station 1570+17, approximate CSXT Milepost CA-457.79, CSXT C&O Division, CSXT Kanawha Subdivision, CSXT Valuation Map/Sheet No. V-11/S-86-b (CSXT GIS Map No. V13624), CSXT PIN Nos. 54039-0092-000 & 54039-0095-000, CSXT Parcel Nos. 9, 24, 31, & 32, as set forth in the legal description in Attachment 1. A map of the property is contained in Attachment 2.

Activities on and uses of the above described property that may result in excessive human exposure or in the release of a contaminant that was contained as part of the remedial action related to this covenant are prohibited. Those activities and uses are:

Groundwater Use—The Owner shall prohibit extraction of groundwater from the Property for any purpose other than monitoring or remediation approved by the West Virginia Department of Environmental Protection (WVDEP).

The current Owner of record of the property, and their contact information is:

CSX Transportation, Inc.
Attn: Environmental Department
500 Water Street J-275
Jacksonville, FL 32202

Any person, including a person that owns an interest in the real property, the state or federal agency determining or approving the environmental response project pursuant to which an environmental covenant is created, or a municipality or other unit of local government may be a holder of an environmental covenant. The following are all of the holders of this covenant:

CSX Transportation, Inc.
Attn: Environmental Department
500 Water Street J-275
Jacksonville, FL 32202

The facts regarding the remediation response project at this property are:

Union Carbide Corporation (UCC), A Wholly Owned Subsidiary of The Dow Chemical Company, is the current or previous Owner of the parcels that make up the "site", comprising approximately 574 acres adjacent to the subject property in the city of South Charleston, West Virginia. Attachment 3 contains a legal description of the site, and Attachment 4 contains a site map. U.S. Environmental

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Protection Agency (USEPA) issued the UCC site a Resource Conservation and Recovery Act (RCRA) corrective action permit on September 23, 1985.

As a result of an RCRA facility investigation (RFI), it was determined that shallow groundwater in Ward Hollow is impacted by a number of constituents that are related to closed landfills and former brine wells at the site. The most prominent constituents in groundwater in Ward Hollow are 1,4-dioxane; benzene; bis(2-chloroisopropyl)ether; arsenic; and barium. Other constituents above USEPA regional screening levels are bromomethane; chlorobenzene; bis(2-ethylhexyl)phthalate; lead; and naphthalene. These impacts have resulted in the Ward Hollow groundwater plume, which extends approximately 300 feet offsite and potentially onto the subject property.

USEPA issued a Final Decision on December 15, 2010 identifying the approved corrective actions for the site and the Ward Hollow groundwater plume. The corrective action for the Ward Hollow groundwater plume requires recording an Environmental Covenant prohibiting the use of groundwater in areas that may be affected.

WVDEP issued a Corrective Action Permit (USEPA ID Number WVD060682291) to UCC for the site. The permit contains provisions requiring corrective action that fulfill the requirements for the approved corrective actions defined in the Final Decision issued by USEPA. These provisions will be contained in the Corrective Action Module of the permit.

The Owner of the property shall provide written notice to UCC, the Secretary of the Department of Environmental Protection and USEPA within 10 days following transfer of a specified interest in the property subject to this covenant, changes in use of the property, application for building permits regarding the property, or proposals for any site work affecting the contamination on the property.

The Owner or UCC or their designated representatives shall conduct inspections of the property to monitor compliance with this Environmental Covenant at least once per year, and shall submit two (2) signed copies of the inspection monitoring report to the WVDEP, DLR headquarters in Charleston, within thirty (30) days of the inspection.

This covenant shall not be amended, modified or terminated except by written instrument executed in accordance with W. Va. Code § 22-22B-10, by and between the Owner at the time of the proposed amendment, modification or termination, the Secretary of the West Virginia Department of Environmental Protection, the USEPA, and UCC. Within 5 days of executing an amendment, modification or termination of this Environmental Covenant, the Owner shall record such amendment, modification or termination with the Clerk of the County Commission, and within 5 days thereafter, the Owner shall provide a true copy of the recorded amendment, modification or termination to the Secretary of the Department of Environmental Protection.

The administrative record for the environmental response project reflected in this covenant is maintained in the RCRA File Room at the West Virginia Department of Environmental Protection (WVDEP) Division of Water and Waste Management (DWWM) address below and is titled, UCC Technology Park, South Charleston, ID# WVD060682291.

WVDEP
 DWWM
 601 57th Street
 Charleston, WV, 25304

WVDEP is hereby granted full right of access to the property for the purpose of implementation or enforcement of this covenant.

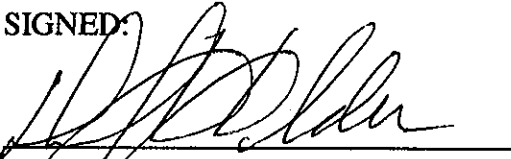
All restrictions and other requirements described in this covenant shall run with the land and shall be binding upon all holders and their grantees, lessees, authorized agents, employees, or persons acting under their direction or control.

UCC and WVDEP as parties to this covenant have the right to enforce the provisions of the covenant pursuant to W. Va. Code 22-22B-11

IN WITNESS WHEREOF, the following have executed this covenant on the dates indicated.

SIGNED:

Date:

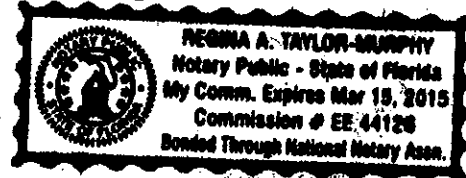


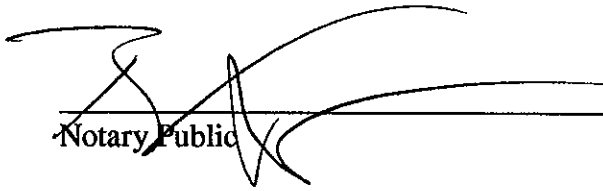
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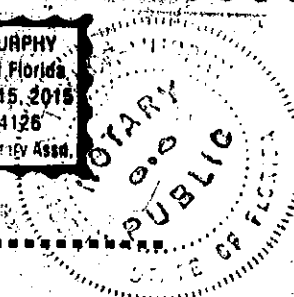
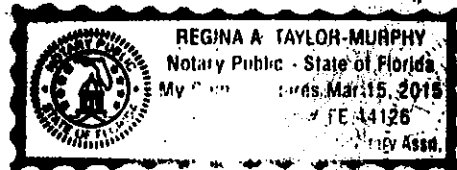
As the authorized representative of,
 CSX Transportation, Inc.

I, Regina A. Taylor-Murphy, a Notary Public in and for the County of Duval, State of FL do hereby certify that DAVID E. Elder whose name is signed above, as the authorized representative of the CSX Transportation, Inc, signed above, this day executed this document in my presence or this day acknowledged same to be his/her (as appropriate) true act and deed.

Given under my hand this the 20th day of DECEMBER, 2011.




 Notary Public



SIGNED:

Date:

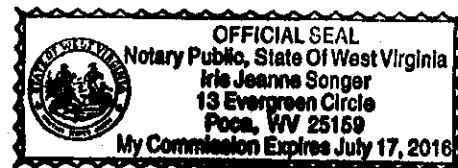
[Signature]11/9/11

As authorized representative of
Union Carbide Corporation

I, Iris Jeanne Songer, a Notary Public in and for the County of
Kanawha, State of West Virginia, do hereby certify
that J. L. Guidarini whose name is signed above, as the authorized
representative of Union Carbide Corporation this day executed this document in my presence
or this day acknowledged same to be his/ her (as appropriate) true act and deed.

Given under my hand this the 9th day of November, 2011.

Iris Jeanne Songer
Notary Public



SIGNED:

Date:

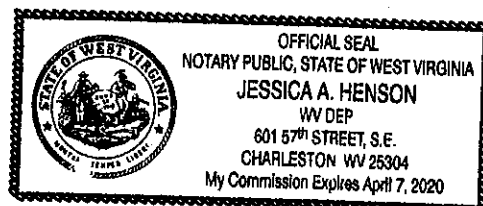
Ken Ellison11/14/11

As authorized representative of
West Virginia Department of Environmental Protection

I, Jessica A. Henson, a Notary Public in and for the County of
Kanawha, State of West Virginia, do hereby certify
that Ken Ellison whose name is signed above, as the authorized
representative of the West Virginia Department of Environmental Protection this day
executed this document in my presence or this day acknowledged same to be his/ her (as
appropriate) true act and deed.

Given under my hand this the 14th day of November, 2011.

Jessica A. Henson
Notary Public



Attachment 1
Legal Description of Property

DESCRIPTION OF
CSX OFF-SITE GROUNDWATER USE
RESTRICTION AREA
LOCATED IN THE CITY OF SOUTH CHARLESTON,
KANAWHA COUNTY, WEST VIRGINIA

BEGINNING at an old concrete monument in the westerly controlled access right-of-way line of Interstate No. 64 Project I-64-2(13) 53 and being a common corner to the tract of land presently owned by Union Carbide Corporation being described in Deed Book 756, at page 104, thence running from said beginning point with the controlled access right-of-way line of Interstate No. 64,

1. S. 67°58'09" E., 166.22 feet to a point; thence
2. S. 89°09'15" E., 97.92 feet to a point; thence
3. N. 77°10'28" E., 91.93 feet to a point; thence
4. S. 77°45'24" E., 30.35 feet to a point in the north line of CSX Railroad; thence running with the north line of railroad across Interstate No. 62,
5. N. 63°19'33" E., 223.61 feet to a point; thence
6. N. 01°44'30" W., 89.75 feet to a point; thence
7. N. 62°05'37" W., 115.03 feet to a point; thence
8. N. 09°15'46" E., 150.03 feet to a point in northerly controlled access right-of-way line of Interstate No. 64 and former line of FMC Corporation property; thence running with northerly controlled access right-of-way line of Interstate No. 64,
9. N. 63°27'51" E., 285.05 feet to a point at common corner to the property owned CSX Railroad (formerly) The Chesapeake & Ohio Realty Company described in Deed Book 1354, at page 700; thence running with the west line of said CSX tract,
10. S. 26°32'12" E., 374.06 feet to a point in the southerly right-of-way line of CSX Railroad; thence running with the southerly line of CSX Railroad,
11. S. 59°59'36" W., 352.94 feet to a point; thence
12. S. 62°54'00" W., 180.00 feet to a point; thence
13. S. 27°06' 00" E., 10.00 feet to a point; thence
14. S. 62°55'05" W., 117.87 feet to a point; thence
15. S. 62°55'04" W., 211.72 feet to a point being the southwest corner of parcel hereby described; thence running across said railroad,

16. N. 29°15'01" W., 323.87 feet to the point of beginning, containing 207,805.88 square feet or 4.77 acres, more or less.

The basis for meridian of the description for parcel above is original Union Carbide Corporation Tech Park Deed Meridian.

July 13, 2011



DAVID E. THOMAS
REGISTERED LAND SURVEYOR NO. 90
IN THE STATE OF WEST VIRGINIA



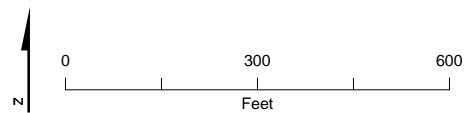
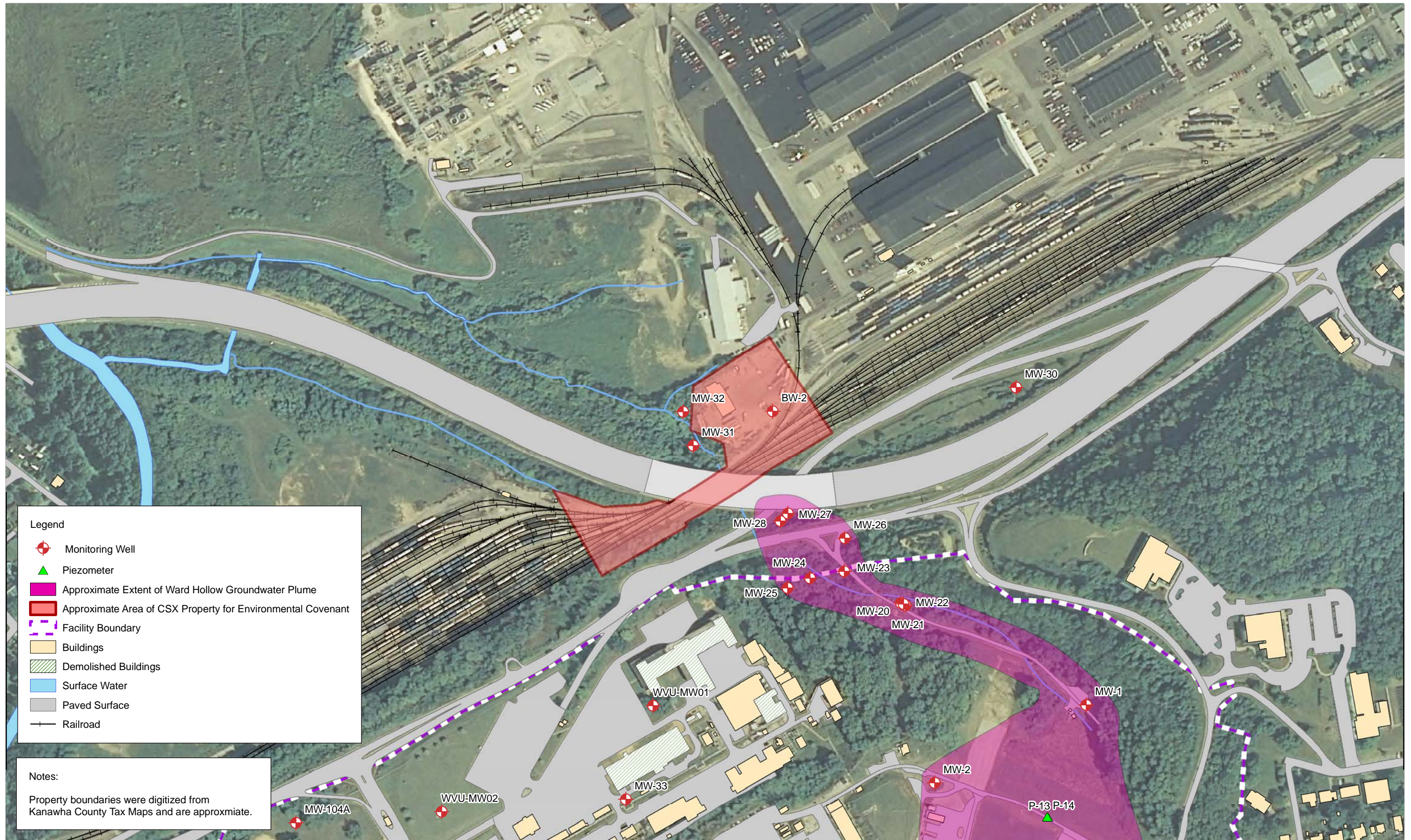


Figure 1
Property Map
UCC Technology Park
South Charleston, West Virginia