



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 5
77 WEST JACKSON BOULEVARD
CHICAGO, IL 60604-3590

APR 8 1997



CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RE: Administrative Order on Consent for Remedial Design
Refuse Hideaway Landfill Superfund Site
Middleton, Wisconsin

Dear Ms. Clokey:

Enclosed is the Administrative Order on Consent ("AOC") for the Remedial Design at the Refuse Hideaway Landfill Superfund Site in Middleton, Wisconsin (the "Site"). Please distribute copies of the document, including its attachments to members of the Refuse Hideaway Landfill Group.

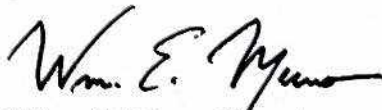
The parties bound by this AOC, as listed in Section III., do not represent a final list of potentially responsible parties ("PRPs") for the Site. The U.S. EPA is continuing to issue information requests pursuant to Section 104(e) authorities. U.S. EPA anticipates notice letters may be issued to additional parties prior to commencement of negotiations for remedial action at the Site. If considered appropriate, the U.S. EPA will consider amending the attached AOC to bring in additional parties.

At one point during negotiations, Mr. John Stafford, of Michael, Best & Friedrich, was designated as the technical/attorney contact. Please indicate to the Agency if he will continue in this role, or if not, please provide the name, address, and telephone number of the party or steering committee who will represent the PRPs during the Remedial Design. This information should be provided to Diane M. Spencer, Remedial Project Manager, at (312) 886-5867.

In addition, it is necessary for U.S. EPA to be involved in the allocation process currently being undertaken by the PRP group. U.S. EPA participation is warranted due to the orphan share offer at this Site. Please continue to include and provide information to both U.S. EPA contact names assigned to this Site.

If you have any questions or concerns, please call Ms. Spencer at the above number or Jacqueline Kline, Assistant Regional Counsel, at (312) 886-7167.

Sincerely,

A handwritten signature in black ink that reads "Wm. E. Muno". To the right of the signature, there is a small, faint pink stamp that appears to contain the number "1".

William E. Muno, Director
Superfund Division

Enclosure

cc: J. Kline, ORC
T. Evanson, WDNR ✓

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 5

REFUSE HIDEAWAY LANDFILL SITE
Town of Middleton, Dane County, Wisconsin

ADMINISTRATIVE ORDER ON CONSENT REGARDING
REMEDIAL DESIGN AND OPERATION AND MAINTENANCE

U.S. EPA DOCKET NO. V-W-107 -C-396

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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 5

IN THE MATTER OF:)
) U.S. EPA DOCKET NO.
Refuse Hideaway Landfill)
Town of Middleton) Proceedings under Sections 104,
Dane County, Wisconsin) 106, 122(a), and 122(d)(3) of the
) Comprehensive Environmental
) Response, Compensation, and
) Liability Act of 1980, as amended.

**ADMINISTRATIVE ORDER ON CONSENT REGARDING
REMEDIAL DESIGN AND OPERATION AND MAINTENANCE**

The United States Environmental Protection Agency (“U.S. EPA”) and Respondents have agreed to the terms of and entry of this Administrative Order on Consent (“Consent Order”) for performance of the remedial design and operation and maintenance activities at the Refuse Hideaway Landfill Site.

I. JURISDICTION

A. This Consent Order is issued pursuant to the authority vested in the President of the United States by Sections 104, 106, 122(a), and 122(d)(3) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. § 9601 et seq., and delegated to the Administrator of U.S. EPA on January 23, 1987, by Executive Order 12580, 52 Federal Register 2926 (January 29, 1987), further delegated to the Regional Administrators by U.S. EPA Delegation No. 14-14-3 on April 15, 1994, and further delegated to the Director of the Superfund Division by Region 5 Delegation No. 14-14-C on May 5, 1996.

B. Respondents to this Consent Order agree to undertake all actions required by the terms and conditions of this Consent Order. Respondents agree not to contest the validity of this

Consent Order or its terms, nor to contest U.S. EPA's authority to issue and enforce this Consent Order.

II. NOTICE OF ADMINISTRATIVE ACTION

A. U.S. EPA has notified persons whom it considers to be potentially responsible parties (“PRPs”) for this Site as of the effective date of this Administrative Order on Consent.

B. U.S. EPA has notified the Federal Natural Resource trustee of the negotiations in this action pursuant to the requirements of Section 122(j) of CERCLA, 42 U.S.C. §9622(j).

C. A copy of this Consent Order will be provided to the State of Wisconsin, which already has been notified of the issuance of this Consent Order as required by Section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

III. PARTIES BOUND

A. This Consent Order applies to and is binding upon the following persons, as the term “person” is defined in Section 101(21) of CERCLA, 42 U.S.C. §9601(21):

1. U.S. EPA, through the authority delegated to the Director of the Superfund Division, Region 5;
2. Respondents identified as follows who are signatories to this Consent Order:

A.B. Dick Company
Benjamin Plumbing, Inc.
Bernsten Brass & Aluminum Foundry, Inc.
Browning-Ferris Industries of Wisconsin, Inc.
Cardinal IG Company
DEC International
RIK, Inc.
J. H. Findorff & Sons, Inc.
Future Foam, Inc.
Gilson, Inc.
Goodyear Tire & Rubber Company

Hooper Corporation
Hydrite Chemical Company
Klein-Dickert Company, Inc.
K-Mart Corporation
Madison Gas & Electric Company
Madison-Kipp Corporation
Meriter Hospital, Inc.
Martin Products Corporation
Mautz Paint Company
Milwaukee Valve Company, Inc.
Monson Construction Co., Inc.
Nicolet Instrument Corporation
J.C. Penney Company, Inc.
Container Haul-Away, Inc.
Plastic Ingenuity, Inc.
Rayovac Corporation
The Renschler Company
Reynolds Transfer & Storage, Inc.
Rexam Inc./ Rexam Medical Packaging, Inc.
Sears Roebuck and Co.
Springs Window Fashion Division, Inc.
Statz & Harrop, Inc.
Stevens Construction Corporation
Stoughton Trailers, Inc.
Sub-Zero Freezer Company, Inc.
Tilsen Roofing Company
Tri-North Builders, Inc.
Uniroyal Engineered Products, a division of Uniroyal Technology Corp.
Vogel Brothers Building Co.
Waste Management of Wisconsin, Inc.
Webcrafters, Inc.

3. The successors and assigns of Respondents.

4. The agents of Respondents responsible for carrying out Respondents' obligations under this Consent Order.

B. Each of the undersigned representatives of U.S. EPA and Respondents certify that he or she is fully authorized to execute this Consent Order and to legally bind the party which he or she represents to the terms and conditions of this Consent Order. Respondents shall be jointly

and severally responsible for carrying out all actions required of Respondents by the terms and conditions of this Consent Order.

C. No change in ownership, corporate structure, or partnership status shall in any way alter the status or responsibility of each Respondent under this Consent Order. Respondents shall provide copies of this Consent Order to subsequent owners or successors prior to the transfer of ownership rights, stock, assets, or other indicia of ownership.

D. Respondents shall be responsible for ensuring that all officers, directors, principals, contractors, subcontractors, consultants, firms, and other persons or entities acting for Respondents comply with the terms of this Consent Order. Respondents shall provide copies of this Consent Order to all contractors, subcontractors, laboratories, consultants, firms, and other persons or entities retained to perform any work under this Consent Order within fourteen (14) days after the effective date of this Consent Order or within fourteen (14) days after the date of retaining their services, whichever is later.

IV. STATEMENT OF PURPOSE

A. The mutual objectives of U.S. EPA and Respondents in entering into this Consent Order are to protect public health or welfare and the environment through Respondents performance of the following actions: (1) prepare and complete the design to implement the Record of Decision (ROD) for this Site by April 30, 1998, and in accordance with the ROD, U.S. EPA Superfund Remedial Design and Remedial Action Guidance, the approved Remedial Design ("RD") Work Plan, the Statement of Work for the Remedial Design ("RD SOW"), and any additional guidance provided by U.S. EPA; (2) fund the performance of all operation and maintenance work at the Site for a period of twelve (12) months from May 1, 1997, to

April 30, 1998, which work is currently described in a contract between WDNR and Terra Equipment and Construction Company; and (3) fully reimburse U.S. EPA for oversight and other response costs incurred by U.S. EPA with respect to activities conducted pursuant to this Consent Order.

B. The activities conducted pursuant to this Consent Order are subject to approval by U.S. EPA, in consultation with the Wisconsin Department of Natural Resources ("WDNR"). Respondents shall employ sound scientific, engineering, and construction practices, and all activities undertaken pursuant to this Consent Order shall be consistent with CERCLA, the National Contingency Plan (NCP), and all other applicable laws.

V. DEFINITIONS

Unless otherwise specified, terms used in this Consent Order which are defined in CERCLA or in regulations promulgated under CERCLA shall have the meaning assigned to them in CERCLA or in such regulations. Whenever terms listed below are used in this Consent Order or in the appendices attached hereto, the following definitions shall apply:

"CERCLA" shall mean the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. §§ 9601 et seq.

"Consent Order" shall mean this Administrative Order on Consent and all appendices attached hereto. In the event of conflict between this Administrative Order on Consent and any of its appendices, this Administrative Order on Consent shall control.

"Day" shall mean a calendar day unless expressly stated to be a working day. "Working day" shall mean a day other than a Saturday, Sunday, or Federal holiday. In computing any

period of time under this Consent Order, where the last day would fall on a Saturday, Sunday, or Federal holiday, the period shall run until the close of business of the next working day.

“National Contingency Plan” or “NCP” shall mean the National Oil and Hazardous Substances Pollution Contingency Plan promulgated pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, codified at 40 C.F.R. Part 300, including, but not limited to, any amendments thereto.

“Paragraph” shall mean a portion of this Consent Order identified by an arabic numeral or an upper case letter.

“Parties” shall mean the United States and each and all of the Respondents.

“Record of Decision” or “ROD” shall mean the U.S. EPA Record of Decision relating to the Refuse Hideaway Landfill Site, signed on June 28, 1995, by the designee of the Regional Administrator, U.S. EPA, Region 5, and signed by the Secretary of the Wisconsin Department of Natural Resources on May 30, 1995, and all attachments thereto. The ROD is attached as Appendix A.

“Remedial Design” shall mean those activities to be undertaken by Respondents to complete the tasks set forth in the Remedial Design Statement of Work and set forth in the Pre-Design and Remedial Design Work Plans as referenced in the RD SOW.

“Remedial Design Work Plan” shall mean the document developed by Respondents pursuant to Paragraph IX.B of this Consent Order and approved by U.S. EPA, and any amendments thereto.

“Section” shall mean a portion of this Consent Order identified by a roman numeral.

“Site” shall mean the Refuse Hideaway Landfill Superfund Site, encompassing approximately 23 acres, located at the SW ¼, NW ¼, section 8, T7N, R8E, Town of Middleton, Dane County, Wisconsin, and depicted generally on the maps included in Appendix A.

“State” shall mean the State of Wisconsin.

“Statement of Work” or “SOW” or “RD SOW” shall mean the statement of work for implementation of Remedial Design which is contained in Appendix B to this Consent Order and any modifications made to that document in accordance with this Consent Order.

“United States” shall mean the United States of America.

“U.S. EPA” shall mean the United States Environmental Protection Agency and any successor departments or agencies of the United States.

“WDNR” shall mean the Wisconsin Department of Natural Resources and any successor departments or agencies of the State of Wisconsin.

“Work” shall mean all activities Respondents are required to perform under this Consent Order, except the activities required by Section XXIV (Record Preservation).

VI. FINDINGS OF FACT

Based upon information in the administrative record for this Site as of the effective date of this Consent Order, U.S. EPA makes the following findings:

A. The Refuse Hideaway Landfill Site is located off of U.S. Route 14 approximately two miles west of the City of Middleton, in the Town of Middleton, Dane County, Wisconsin. The landfill occupies approximately 23 acres. The landfill was licensed by WDNR during 1974 and was operated as a private landfill accepting municipal, commercial and industrial wastes from 1974 until May 1988, when the landfill was closed by order of a State court. The landfill was

operated by John DeBeck throughout its operation. The landfill is located on a parcel of property of approximately 40 acres, which property was owned by John DeBeck until 1982, when he transferred ownership of the property to Refuse Hideaway, Inc.

B. During 1988, John DeBeck constructed a soil cap over the landfill, under the oversight of WDNR.

C. Beginning in 1989, the State performed a number of actions to address the risks posed by the landfill, including but not limited to the following: installing, operating and maintaining a gas and leachate extraction system; installing point-of-entry treatment systems in residences with private drinking water wells that were impacted by contamination originating from the landfill; installing groundwater monitoring wells at the Site and off-site and collecting samples of numerous hazardous substances, pollutants and contaminants from those monitoring wells and from private wells (a total of 59 monitoring wells); developing a groundwater flow model; and repairing the soil cap over the landfill.

D. Pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, U.S. EPA placed the Refuse Hideaway Landfill Site on the National Priorities List (NPL), set forth at 40 C.F.R. Part 300, Appendix B, by publication in the Federal Register on October 14, 1992 (57 Fed. Reg. 47180, 47184).

E. In response to a release or a substantial threat of a release of hazardous substances at or from the Site, U.S. EPA authorized the State to conduct a Remedial Investigation and Feasibility Study ("RI/FS") for the Site, pursuant to 40 C.F.R. § 300.430. The RI/FS commenced in October 1993 and was funded by U.S. EPA.

F. The State completed a Remedial Investigation ("RI") Report on September 12, 1994, and the State completed a Feasibility Study ("FS") Report on February 3, 1995.

G. Pursuant to Section 117 of CERCLA, 42 U.S.C. § 9617, EPA published notice of the completion of the FS and of the proposed plan for remedial action on March 6, 1995, in a major local newspaper of general circulation. EPA provided an opportunity for written and oral comments from the public on the proposed plan for remedial action. The administrative record upon which the Regional Administrator and the Secretary of the Wisconsin Department of Natural Resources based the selection of the response action, including a copy of the transcript of the public meeting, is available to the public.

H. The decision by EPA and WDNR on the remedial action to be implemented at the Site is embodied in a final Record of Decision ("ROD"), executed by the designee of the Regional Administrator of U.S. EPA Region 5 on June 28, 1995, and by the Secretary of the WDNR on May 30, 1995. The ROD includes a responsiveness summary to the public comments. Notice of the final plan was published in accordance with Section 117(b) of CERCLA.

I. In 31 of 59 monitoring wells, volatile organic compounds have been detected at levels exceeding Wisconsin Enforcement Standards (Wis. Adm. Code, Ch. NR140), which are Federal Maximum Contaminant Limits as set forth in the Safe Drinking Water Act (SDWA), 42 U.S.C. §§ 300F-300j-11. Those volatile organic compounds are: benzene, chloroform, 1,2 dichloroethane, cis-1,2-dichloroethene, 1,2-dichloropropane, tetrachloroethene, trichloroethene, and vinyl chloride. Additionally, volatile organic compounds have been

detected in three other monitoring wells at levels exceeding Wisconsin Preventive Action Limits, but lower than Wisconsin Enforcement Standards.

J. During 1987, volatile organic compounds were detected in three private drinking water wells down gradient of the landfill at levels exceeding Wisconsin Enforcement Standards. These volatile organic compounds included tetrachlorethene, 1,1,2-trichlorethene, trichlorethene, and vinyl chloride. Point of entry treatment systems have been installed at these three private wells, but volatile organic compounds are still detected in the unfiltered water from these private wells.

K. Landfill gas emanates from the landfill. The landfill gas consists primarily of methane, and the following volatile organic compounds have been detected in on-site landfill gas samples: benzene, tetrachlorethene, toluene, trichloroethene, and vinyl chloride.

L. During 1988, samples were taken of the landfill leachate. Volatile organic compounds that were detected at levels exceeding Wisconsin Enforcement Standards or Preventive Action Limits included toluene, 1,2-dichloropropane, benzene, trichloroethene, and vinyl chloride. Inorganic compounds that were detected at levels exceeding Wisconsin Enforcement Standards or Preventive Action Limits included arsenic, barium, cadmium, chloride, chromium, lead, mercury and zinc. Samples from the leachate collection system at the landfill continue to contain detectable quantities of volatile organic compounds and inorganic compounds.

M. Since the date the ROD was signed, data has been collected from the groundwater monitoring wells at, and in the vicinity of, the Site.

VII. CONCLUSIONS OF LAW

Based upon information available in the administrative record for this Site on the effective date of this Consent Order, U.S. EPA makes the following conclusions of law (as provided in Paragraph XXII.B, Respondents have reserved their rights to contest these conclusions of law in actions other than any action brought by U.S. EPA to enforce this Consent Order):

- A. The Site is a “facility” as defined in Section 101(9) of CERCLA;
- B. “Hazardous substances”, as defined in Section 101(14) of CERCLA, have been deposited, stored, disposed of, placed, or otherwise come to be located at the Site;
- C. Each Respondent is a “person” as defined in Section 101(21) of CERCLA;
- D. The presence of hazardous substances at the Site and the past, present, or potential migration of hazardous substances from the Site constitutes a “release” or substantial threat of “release”, as that term is defined in Section 101(22) of CERCLA, of a hazardous substance into the environment at the Site; and
- E. Each Respondent either arranged for disposal, or arranged with a transporter for transport for disposal, of hazardous substances owned or possessed by that Respondent at the Refuse Hideaway Landfill Site, or accepted hazardous substances for transport to and disposal at the Refuse Hideaway Landfill Site. Each Respondent is, therefore, a liable person pursuant to Section 107 of CERCLA and a potentially responsible party for the purposes of Section 122 of CERCLA.

VIII. DETERMINATIONS

U.S. EPA makes the following determinations:

A. Respondents will promptly and properly take appropriate response action at the Site by conducting the Remedial Design for the Site;

B. Respondents are qualified to perform the Remedial Design; and

C. The actions required by this Consent Order are in the public interest and are consistent with CERCLA and the NCP.

IX. WORK TO BE PERFORMED BY RESPONDENTS

A. All aspects of the Work performed by Respondents pursuant to this Consent Order shall be under the direction and supervision of a qualified professional engineer or certified geologist (hereinafter "supervisor"). Within ten (10) days of the effective date of this Consent Order, Respondents shall provide U.S. EPA with written notice of the name, title, and qualifications of the proposed supervisor and principal contractor. Selection of the supervisor and principal contractors shall be subject to U.S. EPA disapproval. Respondents reserve the right to replace the selected supervisor or principal contractor, subject to the notice requirement and U.S. EPA disapproval provisions of this paragraph. Replacement of the supervisor or principal contractor shall not delay performance of Work under this Consent Order. If U.S. EPA disapproves a supervisor or principal contractor which was selected by Respondents, Respondents shall have twenty (20) days from receipt of the U.S. EPA disapproval to notify U.S. EPA of the identity of another selected supervisor or principal contractor.

B. Respondents shall perform the following Work for the Remedial Design, in accordance with the RD SOW and the schedule attached thereto:

1. Within sixty (60) days after the effective date of this Consent Order, Respondents shall submit to U.S. EPA a Pre-Design Work Plan.

2. Upon its approval by U.S. EPA, the Pre-Design Work Plan shall be incorporated into and become enforceable under this Consent Order. Respondents shall then implement the Pre-Design Work Plan.

3. Upon Respondents' completion of the Pre-Design studies, Respondents shall submit to U.S. EPA a Pre-Design Studies Report, in accordance with the schedule set out in the RD SOW.

4. U.S. EPA shall review the Pre-Design Studies Report and approve or disapprove the Report as provided in Paragraph B of Section XIV (Plans and Reports).

5. Following its review of the Pre-Design Studies Report, U.S. EPA also will make a written determination as to whether a remedy change is appropriate. In that written determination, U.S. EPA will identify all information and data upon which it based the determination.

6. If U.S. EPA determines that a change in the remedy selected in the ROD is appropriate, U.S. EPA shall select a remedial action in accordance with the requirements of CERCLA and the NCP. The Parties agree to modify this Consent Order and the RD SOW as needed to incorporate the remedy change, and U.S. EPA will agree to extensions of deliverable deadlines that result from the need to complete the remedy selection process under CERCLA and the NCP.

7. Within thirty (30) days of U.S. EPA's approval of the Pre-Design Studies Report, Respondents shall submit to U.S. EPA a Remedial Design Work Plan for the Site.

8. After U.S. EPA's approval of the Remedial Design Work Plan, Respondents shall begin the Remedial Design at the Site. Respondents shall submit all plans and submittals

required under the schedule contained in the approved RD SOW, Pre-Design Work Plan, and RD Work Plan. Respondents shall not commence Remedial Design activities prior to approval of the RD Work Plan, unless otherwise directed by EPA.

9. The preliminary (30%) Remedial Design submittal shall include the elements set forth in the RD SOW.

10. The pre-final (95%) Remedial Design submittal and the final (100%) Remedial Design submittal shall fully address all previous comments. The pre-final and final Remedial Design submittals shall include the elements set forth in the RD SOW.

X. ADDITIONAL WORK

A. In the event that U.S. EPA or Respondents determine that additional work (including remedial investigatory work and/or engineering evaluation) not specified in this Consent Order or the RD SOW is necessary to accomplish the objectives of this Consent Order, written notification of additional work shall be provided to all of the other Parties.

B. Any additional work determined to be necessary by Respondents shall be subject to the written approval of U.S. EPA, in consultation with WDNR.

C. If additional work is required or approved by U.S. EPA, Respondents shall submit to U.S. EPA for its approval a proposed amendment to the RD Work Plan and a proposed schedule for additional work. U.S. EPA review and approval of such proposed amendment to the RD Work Plan shall be performed consistent with the provisions of Section XIV (Plans and Reports). Additional work shall be performed in a manner that is consistent with the NCP, consistent with the scope, purposes and objectives of this Consent Order, and that conforms with the requirements of Section IX (Work to be Performed by Respondents). Additional work required

or approved by U.S. EPA shall be completed by Respondents in accordance with the standards, specifications, and schedule determined or approved in writing by U.S. EPA.

D. Respondents may invoke the procedures set forth in Section XIX (Dispute Resolution) to dispute U.S. EPA's determination that additional work is necessary to accomplish the objectives of this Consent Order and to dispute U.S. EPA's determinations regarding the schedule, standards, and specifications for the additional work. If Respondents fail or refuse to perform the additional work required by U.S. EPA, U.S. EPA reserves the right to undertake such additional work and to subsequently seek from Respondents reimbursement of the costs incurred by U.S. EPA.

XI. COMPLIANCE WITH APPLICABLE LAWS

A. Respondents shall perform all Work under this Consent Order in compliance with applicable Federal, state and local laws, ordinances, or regulations.

B. Respondents shall be responsible for obtaining state and local permits necessary for the performance of any off-site work. The standards and provisions of Section XVIII (Timeliness of Performance) shall govern delays in obtaining such permits. Respondents shall timely perform all Work not affected by any such permitting delays, in compliance with the applicable work plan and schedule.

XII. QUALITY ASSURANCE

A. Respondents shall prepare preliminary and final RD Quality Assurance Project Plans (QAPPs) for submittal to U.S. EPA and WDNR according to the schedule in the RD SOW. Respondents shall participate in a pre-QAPP meeting with the U.S. EPA prior to submission of the preliminary QAPP to discuss the contents of the QAPP.

B. The preliminary and final QAPPs shall be subject to review, modification, and approval by U.S. EPA, in consultation with WDNR, in accordance with the procedures of Section XIV (Plans and Reports).

C. Respondents shall use quality assurance, quality control, and chain of custody procedures throughout all data collection activities as set forth in the following documents: “EPA National Enforcement Investigation Center Policies and Procedures Manual” (May 1978, revised 1984, EPA-330/9-78-001-R); “Interim Guidelines and Specifications for Preparing Quality Assurance Project Plans” (December, 1980, QAMS-005/80); and “Final Standard Quality Assurance Project Plan Content Document” June 1989.

D. U.S. EPA will provide Respondents with the most current example of the Region 5 Model QAPP to expedite the QAPP development process.

E. Respondents shall consult with the RPM in planning all sampling and analysis work that is detailed in the Pre-Design and RD Work Plans. In order to provide quality assurance and maintain quality control with respect to all samples collected pursuant to this Consent Order, Respondents shall:

1. Ensure that U.S. EPA and WDNR personnel or authorized representatives are allowed access at reasonable times to any laboratories and personnel utilized by Respondents for analysis;

2. Ensure that all sampling and analyses are performed according to U.S. EPA methods or other methods deemed satisfactory by U.S. EPA and include all protocols to be used for analysis in the QAPP; and

3. Ensure that any laboratories utilized by Respondents for analyses participate in a documented U.S. EPA Quality Assurance/Quality Control program equivalent to that followed by U.S. EPA and consistent with U.S. EPA guidance (including document QAMS-005/80). Upon request by U.S. EPA, laboratories utilized by Respondents shall perform analyses of samples provided by U.S. EPA to demonstrate the quality of analytical data for each laboratory.

F. Respondents waive any objections to the validity of data generated during the performance of the Work required by this Consent Order, provided that such data have been verified in accordance with the Quality Assurance/Quality Control procedures contained in the approved QAPP.

XIII. ACCESS

A. To the extent that the Site or other areas where Work under this Consent Order is to be performed is owned by, or in possession of, someone other than Respondents, Respondents shall use their best efforts to obtain all necessary access agreements. "Best efforts" shall include proffering reasonable compensation to any persons who are not PRPs for the Site. In the event that, after using their best efforts, Respondents are unable to obtain such agreements, Respondents shall immediately notify U.S. EPA, and U.S. EPA may then assist Respondents in gaining access to the extent necessary to effectuate the response activities described herein, using such means as U.S. EPA deems appropriate. Respondents shall reimburse U.S. EPA, in accordance with Section XVI (Reimbursement of Costs), for all the costs it incurs in assisting Respondents to obtain access.

B. Authorized representatives of U.S. EPA and WDNR shall be allowed access to enter and move freely about the Site and other areas where Work is being performed or is to be performed by Respondents. Such access shall include, but is not limited to: inspecting records, operating logs and contracts related to the Site; reviewing the progress of Respondents in carrying out the terms of this Consent Order; conducting such tests, inspections, and sampling as U.S. EPA may deem necessary; using a camera, sound or video recording; verifying the data Respondents submit to U.S. EPA and WDNR under this Consent Order; and conducting any other activities that U.S. EPA determines to be necessary. Respondents shall permit such authorized representatives to inspect and copy all records, files, photographs, documents, and other writings, including all sampling and monitoring data, pertaining to this Consent Order, subject to the confidentiality provisions of Section XXIII (Sampling and Data/Document Availability). All persons with access to the Site pursuant to this Consent Order shall comply with the Health and Safety Plan prepared by Respondents.

C. Nothing herein shall be construed as restricting the inspection or access authority of U.S. EPA or WDNR under any applicable law, permit, or regulation.

XIV. PLANS AND REPORTS

A. Respondents shall submit all documents required by this Consent Order, the RD SOW and the RD Work Plan to U.S. EPA and WDNR according to the schedules contained in those documents. U.S. EPA, in consultation with WDNR, shall review all documents specified as requiring approval in the RD SOW, RD Work Plan, or this Consent Order.

B. After review of a submitted document, U.S. EPA may: 1) approve the document;

2) approve the document with minor modifications; 3) disapprove the document with comments, and direct Respondents to resubmit the document after incorporating U.S. EPA's comments and modifications; or 4) disapprove the document and assume responsibility for performing all or any part of the Work.

C. If U.S. EPA approves, or approves with minor modifications, a document, Respondents shall proceed to take all actions required by the RD Work Plan or other subject document, as that document was approved or approved and modified by U.S. EPA.

D. U.S. EPA shall specify in a written notice of disapproval any deficiencies in a document it disapproves. Respondents shall submit to U.S. EPA a revised document responding to all comments and incorporating all modifications to U.S. EPA and WDNK within thirty (30) days of their receipt of U.S. EPA's comments (or any longer time period specified by U.S. EPA in its disapproval).

E. Notwithstanding U.S. EPA's issuance of a notice of disapproval, Respondents shall, if so directed by U.S. EPA, take all actions and perform all Work required by any non-deficient portion of the disapproved document.

F. If Respondents submit a revised document after receiving a notice of disapproval from U.S. EPA, and if U.S. EPA disapproves the revised document, Respondents shall be deemed in violation of this Consent Order unless either of the following occur: 1) U.S. EPA states in writing that Respondents may submit a subsequent revision of the document at issue, and that any potential violation of this Consent Order as a result of the disapproval of the revised document is waived; or 2) Respondents invoke the procedures set forth in Section XIX (Dispute Resolution) and U.S. EPA's disapproval is overturned pursuant to the procedures of that Section.

Issues previously resolved pursuant to the procedures set forth in Section XIX may not be re-disputed.

G. Neither failure of U.S. EPA to expressly approve or disapprove of a document submitted by Respondents within the specified time period, nor the absence of comments by U.S. EPA on a document within the specified time period, shall be construed as approval of that document. In the event of U.S. EPA's disapproval of a revised document, U.S. EPA retains the right to terminate this Consent Order and perform additional studies or conduct or complete the Work contemplated by this Consent Order.

H. Respondents shall provide written quarterly progress reports, signed by the Project Coordinator, to U.S. EPA and WDNR. These quarterly progress reports shall address the Work being performed by Respondents at the Site, and shall include the following information:

1. A description of the Work that was completed during the prior quarter and that are projected for the next quarter pursuant to this Consent Order;
2. All results of sampling and tests, including raw data, and all other data produced during the quarter;
3. Target and actual completion dates for each element of Remedial Design (including the project completion), an explanation of any deviation or anticipated deviation from the RD Work Plan (including schedules), and proposed methods of mitigating such deviations;
4. Summaries of all changes made in the RD activities during the quarter covered by the progress report, indicating U.S. EPA approval of those changes;

5. Summaries of all contacts with representatives of the local community, public interest groups or State government during the quarter covered by the progress report; and

6. Changes in key personnel during the quarter covered by the progress report.

I. Respondents shall submit the quarterly progress reports to U.S. EPA and WDNR by the tenth (10th) day of every third month following the effective date of this Consent Order.

XV. PROJECT COORDINATORS

A. On or before the effective date of this Consent Order, Respondents shall designate a Project Coordinator who shall be primarily responsible for implementation of the Work at the Site. U.S. EPA's Remedial Project Manager ("RPM") shall be responsible for overseeing the implementation of Remedial Design required by Section IX and the RD SOW. U.S. EPA designates Diane Spencer as its RPM. The RPM shall serve as the designated representative at the Site for U.S. EPA. To the maximum extent possible, communications between Respondents and U.S. EPA and all documents, reports, approvals, and other correspondence concerning the Work and other activities performed pursuant to the terms and conditions of this Consent Order, shall be directed through the RPM and Respondents' Project Coordinator.

B. U.S. EPA and Respondents each shall have the right to change their respective RPM or Project Coordinator. To the extent possible, the Party making such a change shall notify the other Parties ten (10) days prior to the change. Notification initially may be verbal, but promptly shall be followed by a written notification.

C. The RPM shall have all authorities vested in an On-Scene Coordinator and a Remedial Project Manager by the NCP, including the authority, consistent with the NCP, to halt, conduct, or direct any Work required by this Consent Order, or to direct any other response action undertaken by either U.S. EPA or Respondents at the Site. The RPM may take any necessary response action when conditions at the Site present an imminent and substantial endangerment to human health, welfare, or the environment. If Respondents, or their agents, become aware of any conditions at the Site that may present an imminent and substantial endangerment to human health, welfare, or the environment, Respondents shall immediately notify the RPM.

D. The absence of the RPM from the Site shall not be cause for stoppage of the Work.

E. The Project Coordinator for Respondents shall be on-site during all hours when the Work is being performed, and shall be available for contact at all times throughout the pendency of this Consent Order.

XVI. REIMBURSEMENT OF COSTS

A. No earlier than either the date upon which U.S. EPA issues an order, pursuant to CERCLA Section 106, 42 U.S.C. §9606, for construction and implementation of remedial action at the Site or the date upon which U.S. EPA or its contractors commences construction of remedial action at the Site, U.S. EPA will provide Respondents a summary (an Itemized Cost Summary) of all costs, including but not limited to all indirect costs, incurred by U.S. EPA in connection with overseeing the implementation of this Consent Order and the performance of the Work required by this Consent Order. Within sixty (60) days of receipt of such summary, Respondents shall pay the total sum contained in the summary. U.S. EPA's failure to submit a

summary by any particular date shall not waive Respondents' liability for any oversight costs.

B. Respondents shall make payment by certified or cashier's check, or by money order, payable to the order of the "Hazardous Substances Superfund" and referencing the Site name, state, and Site identification number TN. Payment shall be remitted to:

U.S. Environmental Protection Agency
Region 5
Superfund Accounting
P.O. Box 70753
Chicago, Illinois 60673

A copy of the transmittal letter and check for each payment shall be provided to:

U.S. Environmental Protection Agency, Region 5
Office of Regional Counsel (C-29A)
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Jacqueline Kline
Assistant Regional Counsel

C. Respondents are jointly and severally liable for payment of the full amount of oversight costs due under this Section. Respondents agree to limit any disputes concerning payment of oversight costs to accounting errors and the inclusion of costs outside the scope of this Consent Order. In the event of a dispute, Respondents shall pay into an escrow account a sum equivalent to the disputed costs pending the resolution of the dispute. In any such dispute, Respondents bear the burden of establishing that costs assessed by U.S. EPA are attributable to an accounting error or include costs outside the scope of this Consent Order. Beginning on the day following the date the payment was originally due, interest shall accrue on the unpaid balance of disputed costs that are found to be payable at a rate established by the Department of the Treasury, pursuant to 31 U.S.C. § 3717.

D. Respondents shall fund the performance by the State of operation and maintenance activities which the State performs between May 1, 1997, and April 30, 1998.

E. The State shall submit to Respondents a bill that includes an itemized invoice of operation and maintenance costs incurred by the State, and a summary of contractor costs incurred by the State, for the period of operation and maintenance activities that Respondents shall fund pursuant to Paragraph D above. Within sixty (60) days of Respondents' receipt of such bill, Respondents shall send a certified check in the full amount of costs documented by the bill to Mark Giesfeldt, Director, Bureau of Remediation and Redevelopment, 101 S. Webster Street, P.O. Box 7921, Madison, Wisconsin 54707-7921. Respondents are jointly and severally liable for payment to the State of the full amount of operation and maintenance costs due under this Section.

F. Nothing in this Consent Order waives the right of the United States to bring an action against Respondents for recovery of any future costs incurred by the United States in connection with any response actions conducted or to be conducted at the Site.

XVII. INDEMNIFICATION OF THE UNITED STATES

A. The United States does not assume any liability by entering into this Consent Order. Respondents agree to indemnify and hold harmless the United States, its officers, agencies, departments, agents, employees, contractors and subcontractors from all claims arising from the negligent or other wrongful acts or omissions of Respondents and their officers, directors, employees, agents, trustees, assigns, and any persons acting on Respondents' behalf in performing the Work and all other activities required by this Consent Order. Further, Respondents agree to pay the United States all costs that it incurs arising from, or on account of,

claims made against the United States based on negligent or other wrongful acts or omissions of Respondents, their officers, directors, employees, agents, trustees, assigns and any persons acting on Respondents' behalf in performing the Work and all other activities required by this Consent Order, including but not limited to attorneys fees and other expenses of litigation and settlement.

B. The United States is not a party to any contract involving Respondents at the Site. Neither Respondents nor any contractor or subcontractor retained by Respondents shall be considered an agent of the United States.

XVIII. TIMELINESS OF PERFORMANCE

A. Respondents shall perform all Work required under this Consent Order and its Appendices, including additional work required pursuant to Section X and any work required by a modification to this Consent Order pursuant to Section XXVIII, within the time periods set forth in this Consent Order, its Appendices, modifications to this Consent Order, or a written approval or determination of additional work pursuant to Section X, unless performance is delayed by a force majeure event.

B. For purposes of this Consent Order, a force majeure event is an event arising from causes entirely beyond the control of Respondents, their agents, contractors and subcontractors and which delays or prevents performance of any obligation under this Consent Order despite Respondents' best efforts to fulfill the obligation. The requirement that Respondents use their "best efforts to fulfill the obligation" includes using due diligence to anticipate any potential force majeure event and using due diligence to address the effects of any potential force majeure event 1) as it is occurring and 2) following the occurrence of the potential force majeure event so

as to minimize the length of the delay caused. An increase in costs or Respondents' inability to pay costs do not constitute force majeure events.

C. Respondents shall orally notify U.S. EPA within two (2) days after Respondents learn of an event that may cause a delay in performance of any Work-related obligation of this Consent Order, whether or not Respondents contend that such event constitutes a force majeure.

Respondents shall submit to U.S. EPA a written notification of the event within five (5) days after learning of such event. The written notification shall describe the anticipated length of the delay, the cause or causes of the delay, the measures that Respondents have taken and will take to minimize the delay, and the schedule for implementation of these measures. If Respondents contend that a force majeure event caused the delay, or will cause an anticipated delay, Respondents also shall set forth their reasons for such contention and shall submit with the notification all documentation supporting their claim that the delay, or the anticipated delay, was or will be attributable to a force majeure event. In any administrative or judicial proceeding concerning this Consent Order, Respondents shall have the burden of demonstrating that a force majeure event caused or will cause any delay in performance. Respondents' failure to comply with the above requirements of this Paragraph with respect to any event that has caused or will cause a delay in the performance of any Work-related obligation shall preclude Respondents from asserting that delay was attributable to a force majeure event. Respondents shall be deemed to have notice of any circumstances about which their contractors or subcontractors knew or should have known.

D. If U.S. EPA, after consultation with WDNR, determines that a delay, or an anticipated delay, in performance of any Work-related obligation was or will be attributable to a force

majeure event, U.S. EPA may, in writing, extend the time period for performance of that obligation under this Consent Order for a time period not exceeding the number of days attributable to the force majeure event. An extension of time for performance of the obligation affected by the force majeure event shall not, of itself, extend the time for performance of any other obligation. If U.S. EPA does not agree that a delay, or an anticipated delay, in performance of any Work-related obligation was or will be attributable to a force majeure event, U.S. EPA will notify Respondents in writing of that determination.

E. If Respondents elect to invoke the dispute resolution procedures of Section XIX (Dispute Resolution), they shall do so no later than fifteen (15) days after receipt of U.S. EPA's written notice that it does not agree that a delay, or an anticipated delay, was or will be attributable to a force majeure event. In any such dispute resolution proceeding, Respondents shall have the burden of demonstrating by the preponderance of the evidence that: 1) the delay or the anticipated delay has been or will be caused by a force majeure event; 2) that the duration of the delay or the extension of time sought was or will be warranted under the circumstances; 3) that Respondents exercised "best efforts" to avoid and to mitigate the effects of the delay; and 4) that Respondents complied with the requirements of Paragraphs A and B of this Section. If Respondents satisfy their burden of proof, the delay at issue shall be deemed to not be a violation by Respondents of the particular provision of this Consent Order that requires the Work-related obligation at issue.

XIX. DISPUTE RESOLUTION

A. Unless otherwise expressly provided in this Consent Order, the dispute resolution procedures of this Section shall be the exclusive mechanism to resolve disputes between the

Parties arising under or with respect to this Consent Order. The Parties shall use their best efforts to resolve all disputes arising under or with respect to this Consent Order informally and in good faith. The period of informal negotiations shall not exceed ten (10) days from the date the dispute arises, unless the Parties extend such time period in a written agreement. A dispute will be considered to have arisen when one party sends the other parties a written Notice of Dispute. If a dispute is resolved informally, the resolution must be in writing and signed by U.S. EPA.

B. If a dispute arises under or with respect to this Consent Order which the Parties are unable to resolve informally, U.S. EPA's position shall prevail unless Respondents invoke the following formal dispute resolution procedures:

1. Within five (5) working days of the last day of the informal negotiations period, Respondents serve upon U.S. EPA, by certified mail, overnight courier or personal delivery, a written Statement of Position on the matter in dispute. The Statement of Position shall set forth the specific points of dispute, Respondents' position regarding the dispute and any technical or factual bases of that position, and any actions that Respondents consider necessary to resolve the dispute, and shall be accompanied by any documentation that Respondents rely upon to support their position.

2. Within ten (10) working days of receipt of such a written notice, U.S. EPA, in consultation with WDNR, will serve upon Respondents its written Statement of Position setting forth U.S. EPA's position regarding the dispute, the bases for U.S. EPA's position, and all supporting documentation relied upon by U.S. EPA.

3. An administrative record of the dispute shall be maintained by U.S. EPA, containing all statements of position and supporting documentation submitted by either Party.

4. Following expiration of the time periods described in Subparagraph 2, above, if U.S. EPA concurs with Respondents' position U.S. EPA shall so notify Respondents in writing and the Parties shall modify this Consent Order pursuant to Section XXVIII (Modification of Consent Order) to include any necessary extensions of time or variances in the Work to be performed. If U.S. EPA does not concur with Respondents' position, the Director of the Superfund Division, Region 5, U.S. EPA, shall resolve the dispute, based upon the administrative record developed and consistent with the terms and objectives of this Consent Order. The Director of the Superfund Division will provide written notification of such resolution to the Parties.

C. Unless the Parties otherwise agree, the pendency of a dispute resolution proceeding set forth in this Section shall not affect the time period for Respondents' completion of Work or performance of other obligations required by this Consent Order. Elements of the Work and other obligations not directly affected by the dispute shall be completed in accordance with the schedule contained in the RD Work Plan.

D. Upon written resolution of any dispute, whether informally or using the procedures in this Section, any additions or modifications required as a result of such dispute resolution shall immediately be incorporated, if necessary, into the appropriate plan, procedure, or schedule and into this Consent Order. Respondents shall proceed with all remaining Work according to the modified plan, procedure, or schedule and this Consent Order.

E. No decision made by U.S. EPA pursuant to this Section shall constitute a final Agency action subject to judicial review.

F. The dispute resolution procedures of this Section are not available to dispute the validity of the ROD's provisions or any determination by U.S. EPA regarding remedy change.

G. Stipulated penalties with respect to a disputed matter shall accrue, beginning on the first day of Respondents' noncompliance with any provision of this Consent Order, but payment of the stipulated penalties shall be stayed pending resolution of the dispute using the procedures set forth in this Section. In the event that Respondents do not prevail on the disputed matter, stipulated penalties shall be assessed and paid by Respondents as provided in Section XX (Stipulated Penalties).

XX. STIPULATED PENALTIES

A. Respondents shall be liable for payment into the Hazardous Substances Superfund administered by U.S. EPA of the sums set forth below as stipulated penalties for each week or part thereof that Respondents fail to submit a report, document or other submission, or fail to perform a Work obligation, within the time period set forth in this Consent Order or provided by an approved schedule, in accordance with the requirements contained in this Consent Order and Appendices (including modifications thereto), the RD SOW, and any work plan or other plan approved by U.S. EPA under this Consent Order, unless U.S. EPA determines that such failure is attributable to a force majeure event as defined in Section XVIII (Timeliness of Performance). These stipulated penalties shall accrue in the amount of \$1,000.00 for the first week or part thereof, and \$3,000.00 for each subsequent week or part thereof.

B. All penalties shall begin to accrue on the day after the complete performance of an obligation is due or on the day a violation occurs, and shall continue to accrue through the final day of the correction of the noncompliance or completion of the activity. However, stipulated penalties shall not accrue: 1) with respect to a deficient submission under Section XIV (Plans and Reports) during the period beginning on the 31st day after U.S. EPA's receipt of such submission until the date that U.S. EPA notifies Respondents of any deficiency in the submission; or 2) with respect to a decision by the Director of the Superfund Division, Region 5, U.S. EPA, under Section XIX, during the period beginning on the 31st day after the date U.S. EPA serves its written Statement of Position until the date that the Director's decision is rendered. Nothing herein shall prevent the simultaneous accrual of separate penalties for separate violations of this Consent Order and Appendices (including modifications thereto), the RD SOW and the RD Work Plan.

C. Following U.S. EPA's determination that Respondents have failed to comply with a requirement of this Consent Order, the RD SOW, and any work plan or other plan approved by U.S. EPA under this Consent Order, U.S. EPA may give Respondents written notification of the noncompliance and may describe the noncompliance. U.S. EPA also may send Respondents a written demand for payment of the stipulated penalties. Nevertheless, stipulated penalties shall accrue as provided in preceding Paragraph B regardless of whether U.S. EPA has notified Respondents of a violation.

D. All penalties owed to the United States under this Section shall be due and payable within thirty (30) days of Respondents' receipt from U.S. EPA of a demand for payment of the

penalties, unless Respondents invoke the Dispute Resolution procedures under Section XIX (Dispute Resolution).

E. All payments under this Section shall be paid by certified or cashier's check made payable to "Hazardous Substances Superfund", shall be mailed to U.S. EPA, Superfund Accounting, P.O. Box 70753, Chicago, Illinois 60673, and shall reference CERCLA Site Identification Number TN. A copy of checks submitted pursuant to this Section, and any accompanying transmittal letters, shall be sent to U.S. EPA as provided in Section XXV (Notices and Submissions).

F. The payment of penalties shall not alter in any way Respondents' obligation to complete performance of the Work required under this Consent Order.

G. Penalties shall continue to accrue as provided above during any dispute resolution period. If the dispute is resolved by agreement or by a decision of the Superfund Division Director, Region 5, U.S. EPA, accrued penalties as are determined to be owing in such agreement or decision shall be paid by Respondents to U.S. EPA within fifteen (15) days of the agreement or of Respondents' receipt of U.S. EPA's decision.

H. If Respondents fail to pay stipulated penalties when due, U.S. EPA may institute proceedings to collect the penalties, as well as interest. Respondents shall pay interest on the unpaid balance of stipulated penalties, and interest shall begin to accrue on the date of demand made pursuant to Paragraph D of this Section. Interest on the unpaid balance shall accrue at the rate established pursuant to Section 107(a) of CERCLA, 42 U.S.C. § 9607.

I. Nothing in this Consent Order shall be construed as prohibiting, altering, or in any way limiting the ability of U.S. EPA to seek any other remedies or sanctions available by virtue of

Respondents' violation of this Consent Order or of the statutes and regulations upon which it is based, including, but not limited to, penalties pursuant to Section 122(1) of CERCLA.

J. Notwithstanding any other provision of this Section, U.S. EPA may, in its unreviewable discretion, waive any portion of the stipulated penalties that have accrued pursuant to this Consent Order.

XXI. WAIVER OF CLAIMS

A. Respondents waive all claims against, or demands for compensation or payment from, the United States or the Hazardous Substances Superfund under Sections 106, 111 and 112 of CERCLA, established by Section 9507 of Title 26 of the United States Code, arising from any activity performed or expenses incurred pursuant to this Consent Order.

B. This Consent Order does not constitute approval or certification of response costs, or preauthorization of a claim, for purposes of Section 111(a)(2) of CERCLA and 40 C.F.R. §300.700(d).

XXII. RESERVATION OF RIGHTS

A. U.S. EPA reserves all rights and defenses that it may have pursuant to any available legal authority, except as might be expressly waived in this Consent Order.

B. Respondents specifically reserve all rights and defenses that they may have, individually or collectively, including the right to contest findings of fact, conclusions of law, and determinations that are set forth in this Consent Order in any proceeding regarding the Site except for proceedings or actions U.S. EPA brings to enforce this Consent Order.

C. None of the terms or provisions of this Consent Order shall waive the right of

U.S. EPA to enforce this Consent Order and the right of U.S. EPA to take actions pursuant to Sections 104, 106(a) and 107 of CERCLA or any other available legal authority. U.S. EPA also reserves the right to take enforcement actions pursuant to CERCLA or other available legal authority and to seek injunctive relief, monetary penalties, and punitive damages. In addition, U.S. EPA reserves the right to undertake Remedial Design Work and removal, remedial, or other response actions in connection with the Site, and reserves the right to seek recovery from Respondents of any and all costs that U.S. EPA incurs in undertaking such actions, if Respondents fail to fulfill the terms and conditions of this Consent Order.

D. None of the terms or provisions of this Consent Order shall be construed to release Respondents from any liability for failure to conduct the Remedial Design in accordance with this Consent Order, the RD Work Plan, and any other plans approved by U.S. EPA pursuant to this Consent Order, nor from their liability to pay in full U.S. EPA's oversight costs and to pay in full operation and maintenance costs for the period May 1, 1997, through April 30, 1998, as described in Section IV (Statement of Purposes) and Section XVI (Reimbursement of Costs). The Parties further expressly recognize that this Consent Order and Respondents' successful completion of, and U.S. EPA's approval of, the Remedial Design activities do not represent satisfaction, waiver, or release of any claim of the United States against Respondents relating to the Site, including but not limited to claims to require that Respondents perform further response actions, claims seeking reimbursement of response costs pursuant to Section 107 of CERCLA, and claims for natural resources damages under Section 107 of CERCLA.

E. U.S. EPA reserves its rights, and nothing in this Consent Order shall be construed to waive U.S. EPA's rights, to bring an action, pursuant to Section 107 of CERCLA, against any person who is not a party to this Consent Order for recovery of any response costs that U.S. EPA has incurred or will incur in connection with the Site. Such response costs include but are not limited to costs (including indirect costs) incurred by U.S. EPA in overseeing Respondents' implementation of the Work, in performing the Work if Respondents fail to conduct the Work in accordance with this Consent Order, in investigating and studying the Site, in gaining access to on-site or off-site property, in performing or overseeing other response actions connected to the Site, in taking enforcement actions related to response actions taken in connection with the Site, and all other response costs which Section 107 of CERCLA authorizes the United States to recover.

F. None of the terms or provisions of this Consent Order are intended to release, discharge, or in any way affect claims, causes of action, or demands in law or equity that the Parties may have against any person, firm, partnership or corporation which is not a party to this Consent Order for any liability such person, firm, partnership or corporation may have arising out of, or relating in any way to, the generation, storage, treatment, handling, transportation to, release or disposal of hazardous substances at the Site.

G. Respondents agree that they may allocate or re-allocate amongst themselves any and all response costs that they incur individually or collectively pursuant to this Consent Order or in performing other response actions in connection with the Site; such allocation may be implemented either consensually or through civil actions to the extent not precluded by an agreement amongst Respondents. Otherwise, none of the terms or provisions of this Consent

Order are intended to affect any rights, claims, demands or causes of action that Respondents may have among themselves.

H. U.S. EPA recognizes that Respondents may have the right to seek contribution, indemnity or other remedies from any person who is not a party to this Consent Order and who is found to be responsible or liable for any amounts which Respondents have or will expend in connection with the Site.

I. None of the terms or provisions of this Consent Order constitute a release or settlement of any claim against Respondent for personal injury or property damage brought by a person not a party to this Consent Order.

XXIII. SAMPLING AND DATA/DOCUMENT AVAILABILITY

A. Respondents shall make available to U.S. EPA and WDNR the results of all sampling, tests, and analyses and other data generated by or on behalf of Respondents pursuant to the implementation of this Consent Order, and shall submit these results and data as part of their quarterly progress reports, pursuant to Section XIV (Plans and Reports).

B. At the request of U.S. EPA, Respondents shall provide U.S. EPA with split or duplicate samples of any samples collected by Respondents pursuant to the implementation of this Consent Order. Respondents shall notify U.S. EPA at least ten (10) days in advance of any sample collection activity Respondents undertake. In addition, U.S. EPA shall have the right to take any additional samples that it deems necessary.

C. Pursuant to applicable Federal laws and regulations, Respondents may assert a confidentiality claim with respect to any or all of the information they submit pursuant to the terms of this Consent Order. Such an assertion of confidentiality must be adequately

substantiated when the assertion is made. Analytical data and other information described in Section 104(e)(7)(F) of CERCLA shall not be claimed as confidential. Information determined to be confidential by U.S. EPA shall be afforded the full protection provided by applicable Federal laws and regulations. If no confidentiality claim accompanies information when it is submitted to U.S. EPA, or if information claimed as confidential is determined by U.S. EPA not to be confidential, U.S. EPA may make the information available to the public.

D. Notwithstanding any terms or provisions of this Consent Order, the United States retain all of its information gathering and inspection authorities and rights, including enforcement actions related thereto, under CERCLA, RCRA, and any other applicable statutes or regulations.

XXIV. RECORD PRESERVATION

A. For ten (10) years after termination of this Consent Order, Respondents shall preserve all records and documents in their possession that relate to their performance of the Remedial Design, and that relate to the liability of any person for responses actions or response costs related to the Site. In addition, Respondents shall instruct their contractors, subcontractors, agents and employees to preserve all records and documents relating to the Site (including but not limited to the performance of the Work and the liability of any person for responses actions or response costs related to the Site); Respondents shall acquire copies of all such records and documents that are in the possession of their contractors, subcontractors, agents, attorneys and employees, and shall retain those documents for the same ten-year period.

B. At the conclusion of the ten-year period of record and document preservation, Respondents shall notify U.S. EPA in writing sixty (60) days prior to the destruction or disposal

of those records and documents. Upon U.S. EPA's request, Respondents shall make these documents available to U.S. EPA prior to their destruction. Respondents may assert that certain documents, records and other information are privileged under the attorney-client privilege or any other privilege recognized by Federal law. If Respondents assert such a privilege, they shall provide U.S. EPA with the following: 1) the title of the document, record or information; 2) the date of the document, record or information; 3) the name and title of the author of the document, record or information; 4) the name and title of each addressee and recipient; 5) a description of the subject of the document, record or information; and 6) a statement of the privilege asserted by Respondents. However, no documents, reports, or other information created or generated pursuant to the requirements of this Consent Decree shall be withheld on the grounds that they are privileged.

C. Each Respondent hereby certifies individually that, to the best of its knowledge and belief and after thorough inquiry, it has not altered, mutilated, discarded, destroyed or otherwise disposed of any records, documents, or other information relating to its potential liability for the Site since that Respondent received notification of its potential liability from U.S. EPA. Each Respondent further certifies individually that it has fully complied with all U.S. EPA requests for information made pursuant to Sections 104(e) and 122(e) of CERCLA, and Section 3007 of the Resource Conservation and Recovery Act (RCRA), 42 U.S.C. § 6927.

XXV. NOTICES AND SUBMISSIONS

All documents submitted under this Consent Order shall be sent by certified mail, overnight courier, or personal delivery to the following addresses, or to such other addresses or individuals that U.S. EPA or Respondents designate in writing:

A. Three copies (or a number the RPM designates) of documents submitted to U.S. EPA shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

B. Documents submitted to WDNR shall be sent to:

Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

C. Documents submitted to Respondents shall be sent to a name and address to be designated by Respondents within ten (10) days of the effective date of this Consent Order.

XXVI. EFFECTIVE DATE OF CONSENT ORDER

This Consent Order shall become effective upon the date of signature by the Director of the Superfund Division, U.S. EPA, Region 5.

XXVII. COMMUNITY RELATIONS

Respondents shall cooperate with U.S. EPA in providing information concerning the Work to the public. If requested by U.S. EPA, Respondents shall participate in the preparation of

information disseminated to the public and in public meetings that may be held or sponsored by U.S. EPA or WDNR to explain activities at or concerning the Site.

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: _____

DATED: _____

ADDRESS: _____

BY: _____

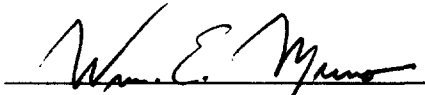
NAME OF OFFICER: _____

TITLE: _____

Administrative Order on Consent for Remedial Design
Refuse Hideaway Landfill Site
U.S. EPA Docket No. V-W-97-C-396

IT BEING SO AGREED TO BY RESPONDENTS, IT IS HEREBY ORDERED THIS

8th DAY OF April, 1997.

BY: 
William E. Muno, Director
Superfund Division
U.S. Environmental Protection Agency
Region 5

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: _____
ADDRESS: _____

DATED: _____

BY: _____


NAME OF OFFICER: _____
TITLE: _____

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: A. B. Dick Company
ADDRESS: 5700 West Touhy Avenue
Niles, Illinois 60714-4690

DATED: March 18, 1997

BY: 

NAME OF OFFICER: Gerald McConnell
TITLE: President & CEO

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: Benjamin Plumbing Inc
ADDRESS: 5396 King James Way
Woburn Fitchburg rd 53719

DATED: 3-14-97

BY: Dale Benjamin

NAME OF OFFICER: Dale Benjamin
TITLE: President

shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

B. Documents submitted to WDNR shall be sent to:

Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

C. Documents submitted to Respondents shall be sent to a name and address to be designated by Respondents within ten (10) days of the effective date of this Consent Order.

XXVI. EFFECTIVE DATE OF CONSENT ORDER

This Consent Order shall become effective upon the date of signature by the Director of the Superfund Division, U.S. EPA, Region 5.

XXVII. COMMUNITY RELATIONS

Respondents shall cooperate with U.S. EPA in providing information concerning the Work to the public. If requested by U.S. EPA, Respondents shall participate in the preparation of information disseminated to the public and in public meetings that may be held or sponsored by U.S. EPA or WDNR to explain activities at or concerning the Site.

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: Benjamin Plumbing Inc DATED: 3-14-97
ADDRESS: 5396 King James way
North Fitchburg VT 53719
BY: Dale Benjamin
NAME OF OFFICER: Dale Benjamin
TITLE: President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Berntsen Brass & Aluminum Foundry, Inc. DATED: 3/14/97

ADDRESS: 2334 Pennsylvania Avenue
Madison, WI 53704

BY: 

NAME OF OFFICER: James Dudley

TITLE: Vice President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Browning-Ferris Industries of

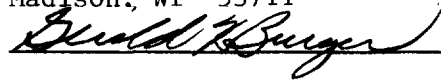
DATED: 3/18/97

ADDRESS: Wisconsin

3083 Highway MM

Madison, WI 53711

BY:



NAME OF OFFICER: Gerald K. Burger

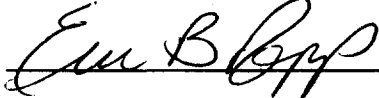
TITLE: Vice President/Secretary

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Cardinal IG Company
ADDRESS: 1011 East Madison Street
Spring Green WI 53588

DATED: March 14, 1997

BY: 

NAME OF OFFICER: Eric B. Rapp
TITLE: Vice President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Container Haul-Away, Inc DATED: 3-12-97
ADDRESS: PO Box 259426
MADISON, WE 53725

BY: Thomas J. Pellitteri, President

NAME OF OFFICER: Thomas J. Pellitteri
TITLE: President

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT:

ADDRESS:

DEC International
1919 S. Staughton Rd
Madison WI 53719

DATED:

3/14/97

BY:

Henri Moe

NAME OF OFFICER:

TITLE:

DEC Int'l Henri Moe
Pres

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: DEC International
ADDRESS: 1919 S. Staughton Rd
Madison WI 53719
BY: [Signature]
NAME OF OFFICER: Herbert Moore
TITLE: Pres

DATED: 3/17/99

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: RIK, Inc.
ADDRESS: 5400 University Avenue
West Des Moines IA 50266

DATED: March 14, 1997

BY: _____

NAME OF OFFICER: Roger Pj Soener
TITLE: Vice President

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

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IT IS SO AGREED:

FOR RESPONDENT: RIK, Inc.
ADDRESS: 5400 University Avenue
West Des Moines IA 50266

DATED: March 14, 1997

BY: 

NAME OF OFFICER: Roger PJ Soener
TITLE: Vice President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: GILSON, INC DATED: _____

ADDRESS: 3000 W. BELTZNE HWY P.O. Box 620828
MILWAUKEE, WI 53562-0828

BY: 

NAME OF OFFICER: Daniel J. Maffet
TITLE: Vice Pres C.O.O

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: HOOPER CORPORATION

DATED: 3/17/97

ADDRESS: 2030 Pennsylvania Ave.
Madison, WI 53704

BY: 

NAME OF OFFICER: T. C. Bugel

TITLE: Secretary

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

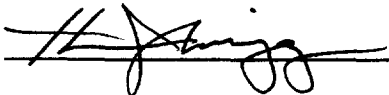
XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: HYDRITE CHEMICAL CO.
ADDRESS: 300 N. PATRICK BLVD
BROOKFIELD, WIS 53008-0948

DATED: MARCH 14, 1997

BY: 

NAME OF OFFICER: _____
TITLE: DIR. REG, HEALTH + SAFETY

shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

B. Documents submitted to WDNR shall be sent to:

Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

C. Documents submitted to Respondents shall be sent to a name and address to be designated by Respondents within ten (10) days of the effective date of this Consent Order.

XXVI. EFFECTIVE DATE OF CONSENT ORDER

This Consent Order shall become effective upon the date of signature by the Director of the Superfund Division, U.S. EPA, Region 5.

XXVII. COMMUNITY RELATIONS

Respondents shall cooperate with U.S. EPA in providing information concerning the Work to the public. If requested by U.S. EPA, Respondents shall participate in the preparation of information disseminated to the public and in public meetings that may be held or sponsored by U.S. EPA or WDNR to explain activities at or concerning the Site.

XXVIII. MODIFICATION OF CONSENT ORDER

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XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: Klein-Dickert Co., Inc.
ADDRESS: 1406 Emil Street
Madison, WI 53713

DATED: March 17, 1997

BY: 

NAME OF OFFICER: M. Susan Dickert
TITLE: Executive Vice President

shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

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Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

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XXVI. EFFECTIVE DATE OF CONSENT ORDER

This Consent Order shall become effective upon the date of signature by the Director of the Superfund Division, U.S. EPA, Region 5.

XXVII. COMMUNITY RELATIONS

Respondents shall cooperate with U.S. EPA in providing information concerning the Work to the public. If requested by U.S. EPA, Respondents shall participate in the preparation of information disseminated to the public and in public meetings that may be held or sponsored by U.S. EPA or WDNR to explain activities at or concerning the Site.

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Klein-Dickert Co., Inc.

DATED: March 17, 1997

ADDRESS: 1406 Emil Street
Madison, WI 53713

BY: 

NAME OF OFFICER: M. Susan Dickert

TITLE: Executive Vice President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: J.H. Findorff & Son, Inc.

DATED: 3/14/97

ADDRESS: 601 West Wilson Street

Madison, WI 53703

BY: 

NAME OF OFFICER: Daniel Petersen

TITLE: Vice President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Future Foam, Inc.
ADDRESS: P.O. Box 1017
Omaha, NE 68101

DATED: March 17

BY: Bruce Schneider

NAME OF OFFICER: Bruce Schneider
TITLE: CEO

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

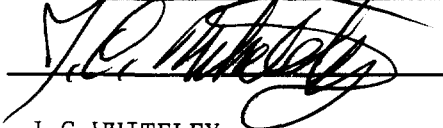
XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

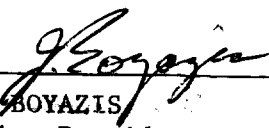
FOR RESPONDENT: THE GOODYEAR TIRE & RUBBER COMPANY DATED: March 17, 1997

ADDRESS: 1144 East Market Street
Akron, OH 44316-0001

BY: 

NAME OF OFFICER: J C WHITELEY
TITLE: VICE PRESIDENT

ATTEST:


J. BOYAZIS
Vice President & Secretary

shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

B. Documents submitted to WDNR shall be sent to:

Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

C. Documents submitted to Respondents shall be sent to a name and address to be designated by Respondents within ten (10) days of the effective date of this Consent Order.

XXVI. EFFECTIVE DATE OF CONSENT ORDER

This Consent Order shall become effective upon the date of signature by the Director of the Superfund Division, U.S. EPA, Region 5.

XXVII. COMMUNITY RELATIONS

Respondents shall cooperate with U.S. EPA in providing information concerning the Work to the public. If requested by U.S. EPA, Respondents shall participate in the preparation of information disseminated to the public and in public meetings that may be held or sponsored by U.S. EPA or WDNR to explain activities at or concerning the Site.

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Kmart Corporation DATED: 3/18/97

ADDRESS: 3100 N. Big Bend Ave
Troy, MI 48067-3103

BY: 

NAME OF OFFICER: Louis Zelnik
TITLE: Environmental Law Attorney
Kmart Corp

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: MADISON Gas + Electric Co. DATED: 3/17/97
ADDRESS: P.O. Box 1231
MADISON Ws 53701-1231
BY: [Signature]
NAME OF OFFICER: MARK C. WILLIAMSON
TITLE: Senior Vice President
Energy Services

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: MADISON-KIPP CORPORATION DATED: 3/14/97
ADDRESS: 201 WAUBESA ST
MADISON, WISC 53704
BY: Richard E. Riesen
NAME OF OFFICER: RICHARD E. RIESEN
TITLE: V.P.

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Martin Products Corporation

DATED: 3/14/97

ADDRESS: 815 Beech St.
Grafton, WI 53024

BY: 

NAME OF OFFICER: Martin Wolf

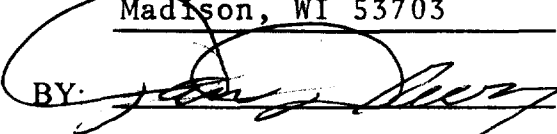
TITLE: Vice President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Mautz Paint Co.
ADDRESS: 939 E. Washington Ave.
Madison, WI 53703

DATED: 3/14/97

BY: 

NAME OF OFFICER: Dan Drury
TITLE: Executive Vice President

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of ~~written notice that Respondents have demonstrated that all terms of this Consent Order,~~ including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: MERITER HOSPITAL, INC.
ADDRESS: 202 South Park Street
Madison, WI 53715

DATED: 3/17/97

BY: Robert Coats

NAME OF OFFICER: Robert L. Coats
TITLE: Chief Operating Officer

shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

B. Documents submitted to WDNR shall be sent to:

Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

C. Documents submitted to Respondents shall be sent to a name and address to be designated by Respondents within ten (10) days of the effective date of this Consent Order.

XXVI. EFFECTIVE DATE OF CONSENT ORDER

This Consent Order shall become effective upon the date of signature by the Director of the Superfund Division, U.S. EPA, Region 5.

XXVII. COMMUNITY RELATIONS

Respondents shall cooperate with U.S. EPA in providing information concerning the Work to the public. If requested by U.S. EPA, Respondents shall participate in the preparation of information disseminated to the public and in public meetings that may be held or sponsored by U.S. EPA or WDNR to explain activities at or concerning the Site.

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: MERITER HOSPITAL, INC.
ADDRESS: 202 South Park Street
Madison, Wi 53715

DATED: 3/17/97

BY: Robert Coats

NAME OF OFFICER: Robert L. Coats
TITLE: Chief Operating Officer

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: MILWAUKEE VALVE CO.
ADDRESS: 2375 SO. BURRELL ST.
MILWAUKEE, WI 53207

DATED: 3/14/97

BY: 

NAME OF OFFICER: WILLIAM GOGLIA
TITLE: PRESIDENT


XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: MONSON CONSTRUCTION CO., INC. DATED: 3/17/97
ADDRESS: 414 D'Onofrio Drive, #100
Madison, WI 53719
BY: Terry A. Monson
NAME OF OFFICER: 
TITLE: President

shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

B. Documents submitted to WDNR shall be sent to:

Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

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XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: NICOLET Instrument Corp
ADDRESS: 5225 VERONA Rd
MADISON WI 53711

DATED: MARCH 14 1997

BY: Dale C. Davig

NAME OF OFFICER: Dale C. Davig
TITLE: Vice President

shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

B. Documents submitted to WDNR shall be sent to:

Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

C. Documents submitted to Respondents shall be sent to a name and address to be designated by Respondents within ten (10) days of the effective date of this Consent Order.

XXVI. EFFECTIVE DATE OF CONSENT ORDER

This Consent Order shall become effective upon the date of signature by the Director of the Superfund Division, U.S. EPA, Region 5.

XXVII. COMMUNITY RELATIONS

Respondents shall cooperate with U.S. EPA in providing information concerning the Work to the public. If requested by U.S. EPA, Respondents shall participate in the preparation of information disseminated to the public and in public meetings that may be held or sponsored by U.S. EPA or WDNR to explain activities at or concerning the Site.

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: J. C. Penney Company, Inc. DATED: 3-14-97
ADDRESS: 6501 Legacy Drive
Plano, TX 75024-3698


BY: William H. Baxley, III

NAME OF OFFICER: WILLIAM H. BAXLEY, III
TITLE: Manager, Risk Management & Insurance

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: PLASTIC INGENUITY, INC. DATED: 3-14-97
ADDRESS: 1017 PARK STREET
CROSS PLAINS, IWI 53528

BY: 

NAME OF OFFICER: TOM KUEHN
TITLE: PRESIDENT

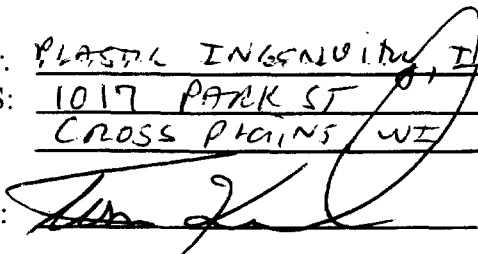
XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: PLASTIC INGENUITY INC., DATED: 3-14-97
ADDRESS: 1017 PARK ST
CROSS PLAINS WI 53528
BY: 
NAME OF OFFICER: TOM KUEHN
TITLE: PRESIDENT

shall be sent to:

U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, Illinois 60604-3590
Attn: Diane Spencer (SR-6J)
Remedial Project Manager
Refuse Hideaway Landfill Site

In addition, one copy of documents submitted to U.S. EPA shall be sent to an oversight contractor to be identified by the RPM.

B. Documents submitted to WDNR shall be sent to:

Wisconsin Department of Natural Resources
101 S. Webster Street
P.O. Box 7921
Madison, Wisconsin 53707-7921
Attn: Theresa A. Evanson
Site Coordinator
Refuse Hideaway Landfill Site

C. Documents submitted to Respondents shall be sent to a name and address to be designated by Respondents within ten (10) days of the effective date of this Consent Order.

XXVI. EFFECTIVE DATE OF CONSENT ORDER

This Consent Order shall become effective upon the date of signature by the Director of the Superfund Division, U.S. EPA, Region 5.

XXVII. COMMUNITY RELATIONS

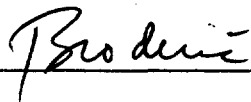
Respondents shall cooperate with U.S. EPA in providing information concerning the Work to the public. If requested by U.S. EPA, Respondents shall participate in the preparation of information disseminated to the public and in public meetings that may be held or sponsored by U.S. EPA or WDNR to explain activities at or concerning the Site.

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Rayovac Corporation
ADDRESS: 601 Rayovac Drive
Madison, WI 53711-2497

DATED: 17 March 1997

BY: 

NAME OF OFFICER: James A. Broderick
TITLE: Vice President and General Counsel

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____

IT IS SO AGREED:

FOR RESPONDENT: REXAM MEDICAL PACKAGING, INC DATED: 3/18/97

ADDRESS: 4201 Congress St, Suite 340
Charlotte NC 28209

BY: Gerald T. Moran

NAME OF OFFICER: Gerald T. Moran

TITLE: Associate General Counsel

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design in the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____

IT IS SO AGREED:

FOR RESPONDENT: Reynolds Transfer & Storage, Inc. DATED: 3/17/97

ADDRESS: 725 East Merelin St.
Medison, VT 53703

BY: 

NAME OF OFFICER: David P. Finner

TITLE: Secretary/Treasurer

Reynolds Transfer & Storage, Inc.'s agreement to the Administrative Order on Consent ("AOC") is contingent upon at least 35 other potentially responsible parties also consenting to be bound by the provisions of the AOC. Browning Ferris Industries and Waste Management also must be among the 35 other signatories to the AOC. In the event the contingencies expressed in this paragraph are not fulfilled, Reynolds Transfer & Storage, Inc.'s signature to the AOC shall not be submitted to EPA and shall be null and void for all purposes.

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design in the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____

IT IS SO AGREED:

FOR RESPONDENT: Sears, Roebuck and Co.
ADDRESS: 3333 Beverly Road
Hoffman Estates, IL 60179

DATED: 3/18/97

BY: 

NAME OF OFFICER: William Baker
TITLE: Assistant General Counsel

XXVIII. MODIFICATION OF CONSENT ORDER

In addition to the procedures set forth in Section X (Additional Work), Section XV (Project Coordinators), Section XVIII (Timeliness of Performance), and Section XIX (Dispute Resolution), this Consent Order may be modified by mutual agreement of U.S. EPA and Respondents. No extensions to the time frames in this Consent Order shall be granted by U.S. EPA without sufficient cause. Any modification of this Consent Order shall be in writing and signed by U.S. EPA and Respondents. A modification shall become effective on the date of U.S. EPA's written execution of the modification.

XXIX. TERMINATION AND SATISFACTION

This Consent Order shall be satisfied upon Respondents' receipt from U.S. EPA of written notice that Respondents have demonstrated that all terms of this Consent Order, including additional work and modifications and payment of all costs (but excluding record preservation), have been completed in accordance with the terms herein to the satisfaction of U.S. EPA.

IT IS SO AGREED:

FOR RESPONDENT: Springs Window Fashions Divison, Inc. DATED: 3/17/97
ADDRESS: 205 N. White Street
Fort Mill, SC 29715

BY: *Robert W. Sullivan*

NAME OF OFFICER: Robert W. Sullivan
TITLE: Vice President & Asst. Secretary

RS
3/17/97

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Springs Window Fashions Division, Inc. DATED: 3/17/97
ADDRESS: 205 N. White Street
Fort Mill, SC 29715

BY: Robert W Sullivan

NAME OF OFFICER: Robert W. Sullivan
TITLE: Vice President & Asst. Secretary

RSJ
3/17/97

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: STATZ + HARRIS
ADDRESS: 2230 Pinehurst Dr
MIDDLETON Wis 53562

DATED: 3/14/97

BY: Gerald D Statz

NAME OF OFFICER: GERALD D. STATZ
TITLE: PRESIDENT

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: STEVENS CONSTRUCTION CORP DATED: 3-14-97
ADDRESS: P.O. Box 7726
MADISON, WI 53707-7726
BY: Gerald L. Henrich
NAME OF OFFICER: GERALD L. HENRICH
TITLE: PRESIDENT

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Stoughton Trailers, Inc
ADDRESS: 416 S. Academy St.
Stoughton, MA 03589

DATED: 3-18-77

BY: 

NAME OF OFFICER: James E. Hammis
TITLE: General Counsel & Secretary

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

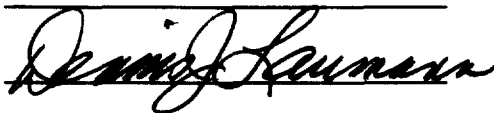
FOR RESPONDENT: SUB-ZERO FREEZER CO., INC.

DATED: 3-17-97

ADDRESS: 4717 HAMMERSLEY ROAD

MADISON, WISCONSIN 53711

BY:



NAME OF OFFICER: DENNIS J. LAUMANN

TITLE: V.P. MANUFACTURING

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

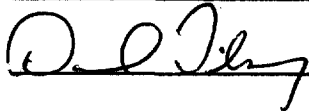
FOR RESPONDENT: Tilsen Roofing Company, Inc.

DATED: 3/14/97

ADDRESS: 1421 Gilson Street, P. O. Box 9338

Madison, WI 53715

BY:

 _____

NAME OF OFFICER: David Tilsen

TITLE: President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design in the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: TRI-NORTH BUILDERS, INC.
ADDRESS: 717 POST ROAD. PO BOX 259324
MADISON, WI 53725-9324

DATED: MARCH 17, 1997

BY: _____

NAME OF OFFICER: THOMAS W. THAYER
TITLE: EXECUTIVE VICE-PRESIDENT

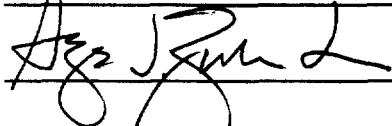
The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Uniroyal Technology Corporation DATED: March 14, 1997

ADDRESS: 2 North Tamiami Trail, Suite 900
Sarasota, Florida 34236

BY:



NAME OF OFFICER: George J. Zulas, Jr.

TITLE: Vice President and Treasurer

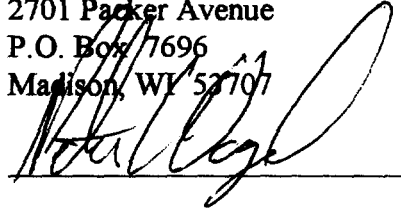
The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Vogel Bros., Building Co. Dated: March 14, 1997
ADDRESS: 2701 Packer Avenue

P.O. Box 7696
Madison, WI 53707

By:



NAME OF OFFICER: Peter C. Vogel
TITLE: Vice President

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design In the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: Waste Management of Wisconsin, Inc DATED: 3/18/97

ADDRESS: 3003 Butterfield Road
Oak Brook, IL 60521

BY: Ana S. Tebnitz

NAME OF OFFICER: _____
TITLE: Sr. Environmental Counsel

The undersigned Respondent agrees to and enters into this Administrative Order on Consent for Remedial Design in the Matter of the Refuse Hideaway Landfill Site, U.S. EPA Docket No. _____.

IT IS SO AGREED:

FOR RESPONDENT: WEBCRAFTERS, INC.
ADDRESS: 2211 Foundem Ave.
Madison, WI 53704

DATED: 3/17/97

BY: Jac B. Garner

NAME OF OFFICER: JAC B. GARNER
TITLE: President