



State of Ohio Environmental Protection Agency

STREET ADDRESS:

Lazarus Government Center
50 W. Town St., Suite 700
Columbus, Ohio 43215

TELE: (614) 644-3020 FAX: (614) 644-3184
www.epa.state.oh.us

MAILING ADDRESS:

P.O. Box 1049
Columbus, OH 43216-1049

August 13, 2009

John Glasso
Remediation Project Manager
Alcatel-Lucent USA Inc.
600 Mountain Avenue
Murray Hill, NJ 07974-0636

CERTIFIED MAIL
RECEIVED

AUG 18 2009

OHIO EPA/CDO

**RE: Issuance of Covenant Not To Sue for the Lucent Columbus Works Property
(06NFA241)
Project #125-001653-004**

Dear Mr. Glasso:

I am pleased to inform you that on August 13, 2009, the Director of the Ohio Environmental Protection Agency (Ohio EPA) issued a covenant not to sue (Covenant) to Alcatel-Lucent USA Inc. for the Lucent Columbus Works property located at 6200 East Broad Street, Columbus, Franklin County, Ohio. The Covenant was issued as final findings and orders pursuant to Ohio Revised Code (ORC) Chapter 3746 and Ohio Administrative Code (OAC) Chapter 3745-300.

Based on the no further action (NFA) letter and subject to all conditions set forth in the findings and orders, Ohio EPA covenants not to sue and releases Alcatel-Lucent USA Inc. formerly known as Lucent Technologies, Inc., each owner of the property, and their respective agents, employees, shareholders, officers, directors, successors and assigns, and successors and assigns of the property, from all civil liability to the State of Ohio to perform additional investigational and remedial activities at the property for the releases of hazardous substances or petroleum identified and addressed in the Phase I property assessment or Phase II property assessment conducted in compliance with ORC Chapter 3746 and OAC Chapter 3745-300.

You will find enclosed a certified copy of the Covenant and the environmental covenant for the property, which is attached as Covenant Attachment 4. As requested, I am also providing certified copies to Alcatel-Lucent's legal counsel, John Jolley of Dinsmore & Shohl LLP, to coordinate the filing of the Covenant and environmental covenant at the Franklin County Recorder's Office. Enclosed are two affidavits from Ohio EPA to guide the recording of both the Covenant and its exhibits and the environmental covenant in the county's deed records.

As stated under the "Conditions and Limitations" of the Covenant, the environmental covenant should be recorded within 30 days of the Covenant issuance date, as a

Ted Strickland, Governor
Lee Fisher, Lieutenant Governor
Chris Korleski, Director

separate document and prior to the recording of the Covenant and its remaining exhibits. The Covenant becomes effective on the recording date of the environmental covenant. The Covenant also requires Alcatel-Lucent to submit to Ohio EPA a copy of the documents showing the filing date stamp of the Franklin County Recorder's Office.

Please be aware that Ohio EPA charges pursuant to OAC 3745-300-03(E) for its actual costs incurred related to the monitoring of compliance with the Operation and Maintenance Agreement and Plan / Risk Mitigation Plan, including the review of the submitted reports. This agency will contact Alcatel-Lucent through a separate correspondence to you to provide the number of the VAP technical assistance account established for the property and to ask you to verify the billing information.

The issuance of the CNS is a final action of the Director and will be public noticed in accordance with OAC 3745-47-07. The action may be appealed to the Environmental Review Appeals Commission (Commission). The appeal must be in writing and set forth the action complained of and the grounds upon which the appeal is based. The appeal must be filed with the Commission within 30 days after notice of the Director's action. The appeal must be accompanied by a filing fee of \$70.00, which the Commission, in its discretion, may reduce if by affidavit it is demonstrated that payment of the full amount of the fee would cause extreme hardship. Notice of the filing of the appeal shall be served on the Director within three days of filing with the Commission. Ohio EPA requests that a copy of the appeal be served upon the Ohio Attorney General's Office, Environmental Enforcement Section. An appeal may be filed with the Commission at the following address: Environmental Review Appeals Commission, 309 South Fourth Street, Room 222, Columbus, Ohio 43215.

Many persons on behalf of the agency, Alcatel-Lucent and the property owners worked hard to remove the environmental barriers associated with redeveloping this property. Congratulations on the issuance of this Covenant. If you have any questions or concerns, please feel free to contact me at (614) 644-3538 or tiffani.kavalec@epa.state.oh.us.

Sincerely,



Tiffani Kavalec, Manager
Assessment, Cleanup & Reuse Section
Division of Emergency and Remedial Response

Enclosure

c: John D. Jolley, Partner
Dinsmore & Shohl, LLP
191 W. Nationwide Blvd.
Suite 300
Columbus, OH 43215

John De Palma,
Ralph L. McMurry Law Office
30 Vessey Street – 15th Floor
New York, NY 10007

Bradford S. White, Certified Professional
Hull & Associates, Inc.
4900 Parkway Drive
Suite 100
Mason, OH 45040

Alcatel-Lucent USA Inc.
600 Mountain Avenue
Murray Hill, NJ 07974
Attn: Environmental Health & Safety Manager

IPofA Entities
c/o First Choice Venture Management
273 Main St.
Wadsworth, OH 44281
Attn: Joe Dickinson

Mount Carmel Health System
6150 East Broad Street
Third Floor
Columbus, OH 43213
Attn: Chief Financial Officer

Empire Venture/6200 E. Broad, LLC
150 East Broad Street
Suite 800
Columbus, OH 43215
Attn: Frank Kass, Chairman

Moo Moo East Broad, LLC
42 Hill Rd. South
Pickerington, OH 43147

Lucent Columbus Works
Page 4 of 4

Attn: John Roush

Sue Kroeger, Legal Office
Doug Crandall, CDO/DERR
Deborah Strayton, CDO/DERR
CO DERR-VAP Files
CDO/DERR Files

TO BE RECORDED IN DEED RECORDS,
PURSUANT TO R.C. 317.08(A)

**AFFIDAVIT
FOR RECORDING OF COVENANT NOT TO SUE**

STATE OF OHIO

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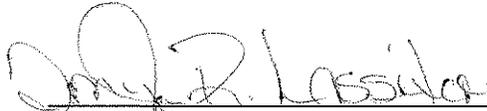
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ss:

COUNTY OF FRANKLIN

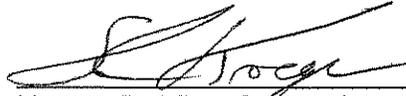
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Before me, the subscriber, a Notary Public in and for the State of Ohio, personally appeared Tonya R. Lassiter, who, being duly sworn according to law, deposes and says that: (i) she is employed as a records management officer in the Legal Office of the Ohio Environmental Protection Agency ("Ohio EPA") and, as such, is authorized to sign this Affidavit on behalf of Ohio EPA; and (ii) the attached document is a true and correct copy of the Covenant Not to Sue/Director's Final Findings and Orders issued by the Director and entered in the Ohio EPA Director's Journal on August 13, 2009 regarding the property known as "Lucent Columbus Works," located at 6200 East Broad Street in Columbus, Franklin County, Ohio, and further described in the attached Covenant Not to Sue.



Tonya R. Lassiter
Records Management Officer
Ohio EPA Legal Office

Sworn to before me and subscribed in my presence, a Notary Public in and for the State of Ohio, this 13th day of August, 2009.



Notary Public - State of Ohio
Permanent Commission
No expiration, R.C. 147.03

This instrument prepared by:

Sue Kroeger, Attorney
Ohio EPA Legal Office
P.O. Box 1049
Columbus, Ohio 43216-1049



SUSAN C. KROEGER
Attorney at Law
Notary Public
State of Ohio
Lifetime Commission

BEFORE THE
OHIO ENVIRONMENTAL PROTECTION AGENCY

In the matter of:

Alcatel-Lucent USA Inc.,
f.n.a. Lucent Technologies, Inc.,
2102 West Chesterfield Boulevard
Suite C100-110
Springfield, Missouri 65807-8672

Regarding property known as:

Lucent Columbus Works
6200 East Broad Street
Columbus, Ohio 43213

Covenant Not to Sue

Director's Final Findings
and Orders

I certify this to be a true and accurate copy of the
official documents as filed in the records of the Ohio
Environmental Protection Agency.

By: [Signature] Date: 8-13-09

Pursuant to Ohio Revised Code ("ORC") Chapter 3746 and Ohio Administrative Code ("OAC") Chapter 3745-300, the Director of the Ohio Environmental Protection Agency (the "Director") hereby makes the following Findings and issues the following Orders ("Findings and Orders").

FINDINGS

1. A No Further Action Letter, No. 06NFA241 (the "NFA Letter"), was submitted on June 29, 2006 to the Director under the Voluntary Action Program on behalf of Lucent Technologies, Inc., now Alcatel-Lucent USA Inc. (the "Volunteer" or "Lucent"), by Bradford S. White, PhD, a certified professional, No. CP 146, as defined in ORC 3746.01(E) and OAC 3745-300-01(A) (the "Certified Professional"). The NFA Letter was issued under the Certified Professional's affidavit on June 19, 2006.
2. The Certified Professional submitted to the Director addenda to the NFA Letter, dated December 8, 2006, August 10, 2007 and November 21, 2007. For the purposes of these Findings and Orders, the term "NFA Letter" includes the addenda.

3. The NFA Letter describes the investigational and remedial activities undertaken at the approximately 159.951-acre property, formerly known as Lucent Technologies, Inc., Columbus Works or "Lucent Columbus Works," which is located at 6200 East Broad Street, in Columbus, Franklin County, Ohio (the "Property"). An exact legal description of the Property is attached hereto as Attachment 1. A property location map is attached hereto as Attachment 2. Based on information in the Environmental Covenant and Operation and Maintenance ("O&M") Agreement referenced herein, the owners of the Property include:
 - 32 members of IPofA Columbus Works, as Limited Liability Corporations, and the Gearhart Development Corp. 401K Plan through its trustees, collectively own approximately 84.083 acres.
 - Mt Carmel Health System owns two parcels, of approximately 43.837 acres and 7.327 acres.
 - Empire Ventures/6200 E. Broad, LLC owns two parcels, of approximately 21.490 acres and 2.044 acres.
 - Moo Moo East Broad, LLC owns a parcel of approximately 1.170 acres.
4. The Certified Professional prepared pursuant to OAC 3745-300-13(J) an Executive Summary of the NFA Letter, which is attached hereto as Attachment 3.
5. Based upon the information contained in the NFA Letter, the Volunteer undertook or completed the following investigational and remedial activities regarding the Property:
 - a. A Phase I Property Assessment, in accordance with OAC 3745-300-06, to determine whether there is any reason to believe that a release of hazardous substances or petroleum has or may have occurred on, underlying or is emanating from the Property.
 - b. A Phase II Property Assessment, in accordance with OAC 3745-300-07, including but not limited to investigations of identified areas and affected media, to assess environmental conditions related to releases of hazardous substances and petroleum.
 - c. Identification, in the Phase I Property Assessment or Phase II Property Assessment, of one or more releases of hazardous substances or petroleum with chemicals of concern ("COCs") that include but are not limited to certain volatile organic compounds ("VOCs"), for which the Volunteer determined the applicable standards.
 - d. Activity and use limitations contained in a proposed Environmental

Covenant prepared pursuant to ORC 5301.80 to 5301.92, subject to execution by the Director and recording as described in these Findings and Orders.

- e. Remedial activities and engineering controls for implementation and maintenance under an O&M Plan, pursuant to OAC 3745-300-15. The final O&M Plan, dated June 13, 2008, provides for implementation and maintenance of the engineering controls, passive remediation of ground water and the monitoring of ground water to demonstrate the Property achieves applicable standards, and the reporting, record keeping and other requirements as set forth in the O&M Plan.
 - f. A Risk Mitigation Plan, dated June 13, 2008, prepared in accordance with OAC 3745-300-15, that provides various risk mitigation measures for construction or excavation activities at the Property.
 - g. A demonstration that the Property complies with applicable standards for the identified COCs in the identified areas and affected media at the Property through the use of generic numerical standards, in accordance with OAC 3745-300-08 and the use of a property-specific risk assessment, in accordance with OAC 3745-300-09.
6. The Certified Professional has verified by affidavit that the investigational and remedial activities undertaken at the Property comply with the applicable standards established in ORC Chapter 3746 and OAC Chapter 3745-300, that the Property is eligible to receive a covenant not to sue under the Voluntary Action Program, and that the voluntary action was conducted in compliance with all applicable federal, state and local laws and regulations.
 7. At the time that analyses were performed, Aqua Tech Environmental Laboratories, Inc. (CL0009 and CL0017), EA Group Laboratories (CL0015), TestAmerica, Inc. - Dayton (CL0018), and Severn Trent Laboratories (CL0024), which now operates as TestAmerica Labs - North Canton, were certified laboratories as defined in ORC 3746.01(D) and OAC 3745-300-01(A), whose services were used in support of the NFA Letter ("Certified Laboratories.")
 8. The Certified Laboratories have declared in affidavits contained in the NFA Letter that they each performed analyses for which they were certified and qualified, pursuant to ORC Chapter 3746 and OAC 3745-300-04 that formed the basis for the issuance of the NFA Letter by the Certified Professional.
 9. The Environmental Covenant will be recorded in the Franklin County Recorder's Office as described in the Environmental Covenant and Order No. 2 herein. A copy of the executed Environmental Covenant is attached hereto as Attachment

4. The Environmental Covenant upon recording will:
 - a. Limit the use of the Property to commercial or industrial land uses.
 - b. Prohibit ground water extraction and use except for ground water investigation, monitoring or remedial activities or in conjunction with construction or excavation activities or maintenance of subsurface utilities.

10. To provide for implementation of the activities specified in the O&M Plan herein, Ohio EPA, Alcatel-Lucent USA Inc. and the various owners of the Property have entered into an O&M Agreement, which is incorporated by reference as if fully written into these Findings and Orders. The O&M Agreement includes and incorporates by reference the O&M Plan and the Risk Mitigation Plan. The O&M Plan and Risk Mitigation Plan serve in main part to mitigate or eliminate human exposure to volatile organic compounds in soil or ground water at the Property. The O&M Agreement is attached hereto as Attachment 5 and incorporated by reference herein.

Applicable Standards

11. Based on the information contained in the NFA Letter, the implementation of the O&M Agreement and all conditions set forth in these Findings and Orders, the Property meets the applicable standards contained in ORC Chapter 3746 and OAC Chapter 3745-300 for commercial and industrial land use and restricted ground water use. The applicable standards and the methods of achieving compliance with the standards are identified in the NFA Letter, which is based on the rules in effect when the NFA Letter was issued. The NFA Letter contains summary tables titled "Table 2-4a. Final Representative Concentrations for Constituents of Concern – Direct Contact Exposure Pathway for Soil" and "Table 2-4b. Final Representative Concentrations of Constituents of Concern for Groundwater Exposure Pathway on Property" in its Executive Summary, Tables 2-4a and 2-4b, respectively. The applicable standards include but are not limited to:
 - a. Commercial and industrial land use standards for direct contact to COCs related to hazardous substances in soil. The standards consist of generic numerical standards from Table III of OAC 3745-300-08 and standards derived through property-specific risk assessment procedures in accordance with OAC 3745-300-09(D). The standards apply at a point of compliance from the ground surface to a depth of 2 feet.
 - b. Commercial and industrial land use standards for direct contact to COCs related to petroleum in soil. The standards consist of generic numerical standards in accordance with OAC 3745-300-08(B)(3)(a)(i) - (ii). The

standards apply at a point of compliance from the ground surface to a depth of 2 feet.

- c. Construction and excavation activity standards for direct contact by construction or excavation workers to COCs in soil or ground water. The standards were derived through property-specific risk assessment procedures in accordance with OAC 3745-300-09(D) and apply at a point of compliance from 2 feet below the ground surface to any depths in soil or ground water in the “shallow bedrock/unconsolidated” zone. The standards do not apply to the subsurface activities in the 13.194-acre Restricted Use Area as long as the Risk Mitigation Plan herein is implemented as provided by that plan. With Risk Mitigation Plan compliance, the pathway for direct contact by construction or excavation workers to COCs in shallow ground water is rendered incomplete.
- d. Indoor air standards based on any vapor intrusion pathway from COCs in soil or ground water to indoor air at the Property. The standards were derived to evaluate potential human exposure through property-specific risk assessment procedures in accordance with OAC 3745-300-09(D). The standards apply to soil and ground water underlying and emanating from the Property within the shallow bedrock/unconsolidated zone. However, the standards do not apply as long as the “ventilation system remedy” for the Boiler House area and the “requirements for new building construction” for the 13.194-acre Restricted Use Area are implemented in accordance with the O&M Agreement herein. Compliance with the remedies renders incomplete the pathway for indoor air exposures to the COCs in those areas.
- e. Ground water standards based on potable use, for COCs in the ground water underlying the Property in the shallow bedrock/unconsolidated, “Class A” zone. The standards consist of generic numerical standards from Tables VI and VII of OAC 3745-300-08. However, the Property complies with the standards as long as the activity and use limitation prohibiting the potable use of ground water is implemented pursuant to the Environmental Covenant herein.
- f. Ground water standards based on potable use, for COCs in the ground water in the shallow bedrock/unconsolidated “Class A” zone emanating from the Property. The standards consist of generic numerical standards from Tables VI and VII of OAC 3745-300-08. The standards apply to the ground water emanating from the Property, at the property boundary. The Property will achieve the standards through completion of the response requirements, remedial activities and associated verification in accordance with the O&M Agreement herein.

- g. Unrestricted potable use standards, for ground water in the deep bedrock zone that meets unrestricted potable use standards from OAC 3745-300-08. The NFA Letter includes an evaluation pursuant to OAC 3745-300-07(D)(4)(a) and 3745-300-10(E) to demonstrate the Property's continued compliance with the standards for ground water. The deep bedrock ground water zone will maintain continued compliance with the standards based on a weight of evidence demonstration in accordance with OAC 3745-300-07(D)(4)(a)(ii).
12. Based on the NFA Letter and subject to all conditions set forth in these Findings and Orders, a covenant not to sue may be issued for the Property in accordance with ORC 3746.12(A), and upon implementation of the O&M Agreement, the voluntary action for the Property is protective of public health and safety and the environment.

ORDERS

Covenant

1. Based on the NFA Letter and subject to all conditions set forth in these Findings and Orders, including but not limited to the terms and conditions of the O&M Agreement, Ohio EPA hereby covenants not to sue and releases Alcatel-Lucent USA Inc. formerly known as Lucent Technologies, Inc., each entity identified in the Environmental Covenant as an owner of the Property, and their respective agents, employees, shareholders, officers, directors, successors and assigns, and successors and assigns of the Property, from all civil liability to the State of Ohio (the "State") to perform additional investigational and remedial activities at the Property for the releases of hazardous substances or petroleum identified and addressed in the Phase I Property Assessment or Phase II Property Assessment conducted in compliance with ORC Chapter 3746 and OAC Chapter 3745-300.

Conditions and Limitations

Effectiveness of the Covenant Not to Sue – Recording of the Environmental Covenant

2. The Covenant Not to Sue (the "Covenant") provided in Order No. 1 herein shall become effective upon the date the Environmental Covenant is recorded in accordance with this Order. The Environmental Covenant shall be filed as a document separate from the filing required by Order No. 3 herein. Within thirty (30) days after the issuance of these Findings and Orders, Alcatel-Lucent USA Inc., shall:

- a. File with the Franklin County Recorder's Office for recording, in the same manner as a deed to the Property pursuant to ORC 3746.14 and 5301.88, the Environmental Covenant as executed and attached hereto as Attachment 4. The document for recording may be an executed original or a copy of the same authenticated by Ohio EPA.
- b. Submit to Ohio EPA a copy of the recorded Environmental Covenant that shows the filing date stamp of the Franklin County Recorder's Office or other reliable information that verifies the recording of the document in accordance with this Order. The submission shall include a cover letter that identifies "*Recorded - Environmental Covenant for NFA Letter No. 06NFA241.*" The submission shall be addressed and delivered by regular U.S. mail or by other reliable means to: Ohio EPA, 50 West Town Street, Suite 700, P.O. Box 1049, Columbus, OH 43216-1049, Attention: DERR Records Management Officer, and Ohio EPA Central District Office, 50 West Town Street, Suite 700, PO Box 1049, Columbus, OH 43216-1049, Attention: DERR Site Coordinator for Lucent Columbus Works.

Requirement to Record These Findings and Orders / Covenant Not to Sue

3. Within thirty (30) days after the issuance of these Findings and Orders, Alcatel-Lucent USA Inc. shall:
 - a. File with the Franklin County Recorder's Office, for recording in the same manner as a deed to the Property pursuant to ORC 3746.14, a copy of these Findings and Orders, including Attachments 1 (Legal Description), 2 (Property Location Map), 3 (Executive Summary) and 5 (O&M Agreement).
 - b. Submit to Ohio EPA a copy of the Findings and Orders that shows the filing date stamp of the Franklin County Recorder's Office or other reliable information that verifies the recording of the Findings and Orders in accordance with this Order. The submission shall include a cover letter that identifies "*Recorded - Covenant Not to Sue for NFA Letter No. 06NFA241.*" The submission shall be addressed and delivered by regular U.S. mail or by other reliable means to: Ohio EPA, 50 West Town Street, Suite 700, P.O. Box 1049, Columbus, OH 43216-1049, Attention: DERR Records Management Officer, and Ohio EPA Central District Office, 50 West Town Street, Suite 700, P.O. Box 1049, Attention: DERR Site Coordinator for Lucent Columbus Works.

Requirement to Notify Director of each Transfer or Assignment of the Property or of the Covenant

4. Pursuant to ORC 3746.12(A)(2) and the O&M Agreement, Alcatel-Lucent USA Inc. and the owners of the Property shall notify the Director of each transfer or assignment of the Property or any portion of the Property or of the Covenant. The notice to Ohio EPA shall include a cover letter that identifies "*Notice of Conveyance pursuant to ORC 3746.12(A)(2) - NFA Letter No. 06NFA241.*" The notice shall be addressed and delivered by regular U.S. mail or by other reliable means to: Ohio EPA, 50 West Town Street, Suite 700, P.O. Box 1049, Columbus, OH 43216-1049, Attention: DERR Records Management Officer, and Ohio EPA Central District Office, 50 West Town Street, Suite 700, P.O. Box 1049, Attention: DERR Site Coordinator for Lucent Columbus Works.

Scope of Covenant

5. The Covenant provided in Order No. 1 shall only apply to the approximately 160.259 - acre Property described in the NFA Letter, these Findings and Orders, and the Attachments attached hereto, upon which the investigational and remedial activities specified in the NFA Letter were conducted.
6. Pursuant to ORC 3746.12(B), the Covenant shall remain in effect for as long as the Property continues to comply with the applicable standards upon which the Covenant is based, as referenced in these Findings and Orders.
7. Pursuant to ORC 3746.05, any use of the Property that does not comply with the institutional controls identified herein (i.e., the activity and use limitations contained in the Environmental Covenant), voids the Covenant on and after the date of the commencement of the noncomplying use.
8. The Covenant shall not apply to releases of hazardous substances or petroleum:
 - a. That occur after the issuance of the NFA Letter to the Volunteer, including but not limited to, releases of asbestos that may occur from asbestos-containing materials remaining at the Property that were not abated or required to be abated pursuant to OAC Chapter 3745-20.
 - b. On or emanating from the Property, that are not identified and addressed in the Phase I Property Assessment or not addressed in the Phase II Property Assessment of the NFA Letter.
 - c. For which investigational or remedial activities were conducted that were not in compliance with ORC Chapter 3746 or OAC Chapter 3745-300.
9. The Covenant shall not apply:

- a. To claims for natural resource damages the State may have pursuant to Sections 107 or 113 of the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (“CERCLA”), 42 U.S.C. 9607 and 9613, as amended.
 - b. To claims the State may have pursuant to Section 107 of CERCLA, 42 U.S.C. 9607, as amended, for costs other than those for damages to natural resources, provided that the State incurs those other costs as a result of an action by the United States Environmental Protection Agency.
 - c. As otherwise specifically provided in ORC Chapter 3746, including but not limited to obligations arising under other applicable laws.
10. Nothing in ORC Chapter 3746 limits the authority of the Director to act under ORC 3734.13 and 3734.20 to 3734.23, or to request that a civil action be brought pursuant to the ORC or common law of the State to recover the costs incurred by Ohio EPA for investigating or remediating a release or threatened release of hazardous substances or petroleum at or from the Property, when the Director determines that the release or threatened release poses an imminent and substantial threat to public health or safety or the environment.
11. Nothing in the Covenant shall be construed to limit or waive the Director's authority to revoke the Covenant in response to any of the circumstances for revocation of a covenant not to sue, as provided in ORC Chapter 3746 and OAC Chapter 3745-300. Pursuant to ORC 3746.12(A)(2)(c), the Covenant shall be revoked if the engineering controls are violated or are no longer in place and the Volunteer or subsequent property owner has not reinstated the controls within a reasonable period of time as determined by the Director in accordance with the Covenant.

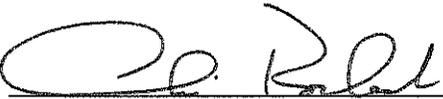
Ohio EPA Access to Property

12. Pursuant to ORC 3746.21 or 3746.171, or the Environmental Covenant, authorized representatives of the Director shall be granted access to the Property for inspection or investigation purposes, including but not limited to determining whether the O&M Agreement is being complied with and the Property is being used in compliance with the activity and use limitations contained in the Environmental Covenant.

Transfer

13. Pursuant to ORC 3746.14 and OAC 3745-300-13(L), the NFA Letter, the Covenant /Findings and Orders, and the O&M Agreement may be transferred to any person by assignment or in conjunction with the acquisition of title to the Property.

IT IS SO ORDERED:



Chris Korleski, Director
Ohio Environmental Protection Agency

Date 8/13/09

Director's Final Findings & Orders – Covenant Not to Sue
Lucent Columbus Works
Attachments

Attachment 1
Legal Description

Exhibit 1

Legal Description of Property

IPofA ENTITIES PROPERTY (84.083 Acres)

Situate in the State of Ohio, County of Franklin, City of Columbus, lying in Quarter Township 3, Township 1, Range 16, United States Military Lands, and being part of PARCEL ONE as conveyed to Continental/6200 East Broad, LLC. by deed of record in Instrument No. 200312110.392719 (all references refer to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly bounded and described as follows:

Beginning for Reference at a magnetic nail set marking the centerline intersection of East Broad Street (State Route 16) (width varies) and Taylor Station Road (98 foot RW);

Thence North 03° 56' 51" East, a distance of 1654.05 feet, with the centerline of said Taylor Station Road, to a magnetic nail set. Said magnetic nail being the TRUE POINT OF BEGINNING of the herein described tract;

Thence North 03° 56' 51" East, a distance of 439.75 feet, continuing along said centerline to a magnetic nail set at the southwesterly corner of the 92.736 acre tract of land conveyed to M/I Homes of Central Ohio, LLC by deed of record in Instrument Number 200312110392756;

Thence with the southerly lines of said 92.736 acre tract the following courses and distances:

North 82° 19' 49" East, a distance of 1378.24 feet, to an iron pin set; North 07° 19' 31" West, a distance of 262.13 feet, to an iron pin set;

North 82° 40' 29" East, a distance of 1843.61 feet, to an iron pin set in the westerly line of the 1.350 acre tract conveyed to Westminster 3 Medical Properties, LLC by deed of record Instrument No. 2000010110206182, being the westerly line of "OUTERBELT EAST COMMERCE PARK", as recorded in Plat Book 46, Page 4;

North 07° 20' 46" West, a distance of 769.03 feet, to an iron pin set at the northeasterly corner of said 43.837 acre tract;

Thence South 82° 41' 33" West, with the northerly line of said 43.837 acre tract, a distance of 786.03 feet, to the TRUE POINT OF BEGINNING. Containing 84.083 acres of land, more or less.

Subject, however, to all legal rights-of-way and/or easements, if any, of previous record.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths (13/16) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

Bearings are based on the Ohio State Plane Coordinate System as per NAD83 (1986 adjustment). Control for bearings was derived using the bearing of North 82° 21'49" East for the centerline of East Broad Street as established from a series of GPS observations in October, 2003.

MOUNT CARMEL PROPERTY (Two Parcels – 51.164 Acres Total)

Mount Carmel Parcel #1 (43.837 Acres)

Situate in the State of Ohio, County of Franklin, City of Columbus, lying in Quarter Township 3, Township 1, Range 16, United States Military Lands, being part of the 111.20 acre tract conveyed as PARCEL ONE, and the 132 acre tract conveyed as PARCEL THREE to Lucent Technologies Inc. by deed of record in Instrument No. 200207230180184 (all references refer to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly bounded and described as follows:

Beginning at a magnetic nail set marking the centerline intersection of East Broad Street (State Route 16) (width varies) and Taylor Station Road (98 foot RW);

Thence North 03° 56' 51" East, a distance of 1654.05 feet, along the centerline of said Taylor Station Road, to a magnetic nail set;

Beginning, for reference, at a magnetic nail set marking the centerline intersection of East Broad Street (State Route 16) (width varies) and Taylor Station Road (98 foot R/W);

Thence North 82° 21' 49" East, a distance of 2106.31 feet, with the centerline of said East Broad Street, to a magnetic nail set;

Thence North 07° 46' 36" West, a distance of 339.99 feet, with the line common to that 43.837 acre tract conveyed to Mt. Carmel Health System by deed of record in Instrument Number 200312110392742 and that 24.704 acre tract conveyed to Empire Ventures/6200 E. Broad, LLC by deed of record in Instrument Number 200312110392762, to an iron pin set in the southerly line of said PARCEL TWO. Said iron pin being the TRUE POINT OF BEGINNING of the herein described tract;

Thence South 81° 59' 54" West, a distance of 912.83 feet, with a northerly line of said 43.837 acre tract, to an iron pin set at the southwesterly corner of said PARCEL TWO;

Thence North 08° 00' 06" West, a distance of 262.41 feet, with an easterly line of said 43.837 acre tract, to an iron pin set;

Thence North 82° 21' 28" East, a distance of 1236.74 feet, across said PARCEL ONE, to an iron pin set in a westerly line of said 24.704 acre tract;

Thence South 07° 00' 27" East, a distance of 254.69 feet, with a westerly line of said 24.704 acre tract, to an iron pin set at the southeasterly corner of said PARCEL TWO;

Thence South 81° 59' 54" West, a distance of 319.47 feet, with a northerly line of said 24.704 acre tract, to the TRUE POINT OF BEGINNING. Containing 7.327 acres of land, more or less, of which 7.020 acres are from PARCEL TWO and 0.307 acre is from PARCEL ONE.

Subject, however, to all legal rights-of-way and/or easements, if any, of previous record.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths (13/16) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

199902220044107;

Thence South 04° 04' 48" West, a distance of 1202.58 feet, along the westerly lines of said 2.758 acre tract, the 1.100 acre tract conveyed to KDK Enterprises, PLL by deed of record in Official Record 28545 B20, the 1.256 acre tract conveyed to 77-83 Outerbelt Street, LLC by deed of record in Instrument No. 200310080322388 and the 3.502 acre tract conveyed to Praedium II Buckeye LLC by deed of record in Instrument No. 199712090163335, to a magnetic nail set in the centerline of said East Broad Street (State Route 16);

Thence South 81° 52' 38" West, a distance of 443.69 feet, along said centerline, to a magnetic nail set;

Thence South 82° 21' 49" West, a distance of 616.66 feet, along said centerline, to the TRUE POINT OF BEGINNING. Containing 24.704 acres of land, more or less.

LESS AND EXCEPT the hereinafter described 1.170 acre parcel conveyed to Moo Moo East Broad, LLC.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths (13/16) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

The bearings shown hereon are based on the bearing of North 82° 21' 49" East for the centerline of East Broad Street as established from a series of GPS observations in October, 2003.

MOO MOO EAST BROAD, LLC - 1.170 Acre Parcel

Situated in the State of Ohio, County of Franklin, City of Columbus, lying in Quarter Township 1, Township 1, Range 16, United States Military Lands, being part of the remainder of that 24.704 acre tract conveyed to Empire Ventures/6200 E. Broad, LLC by deed of record in Instrument Number 200312110392762 (all references are to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly described as follows:

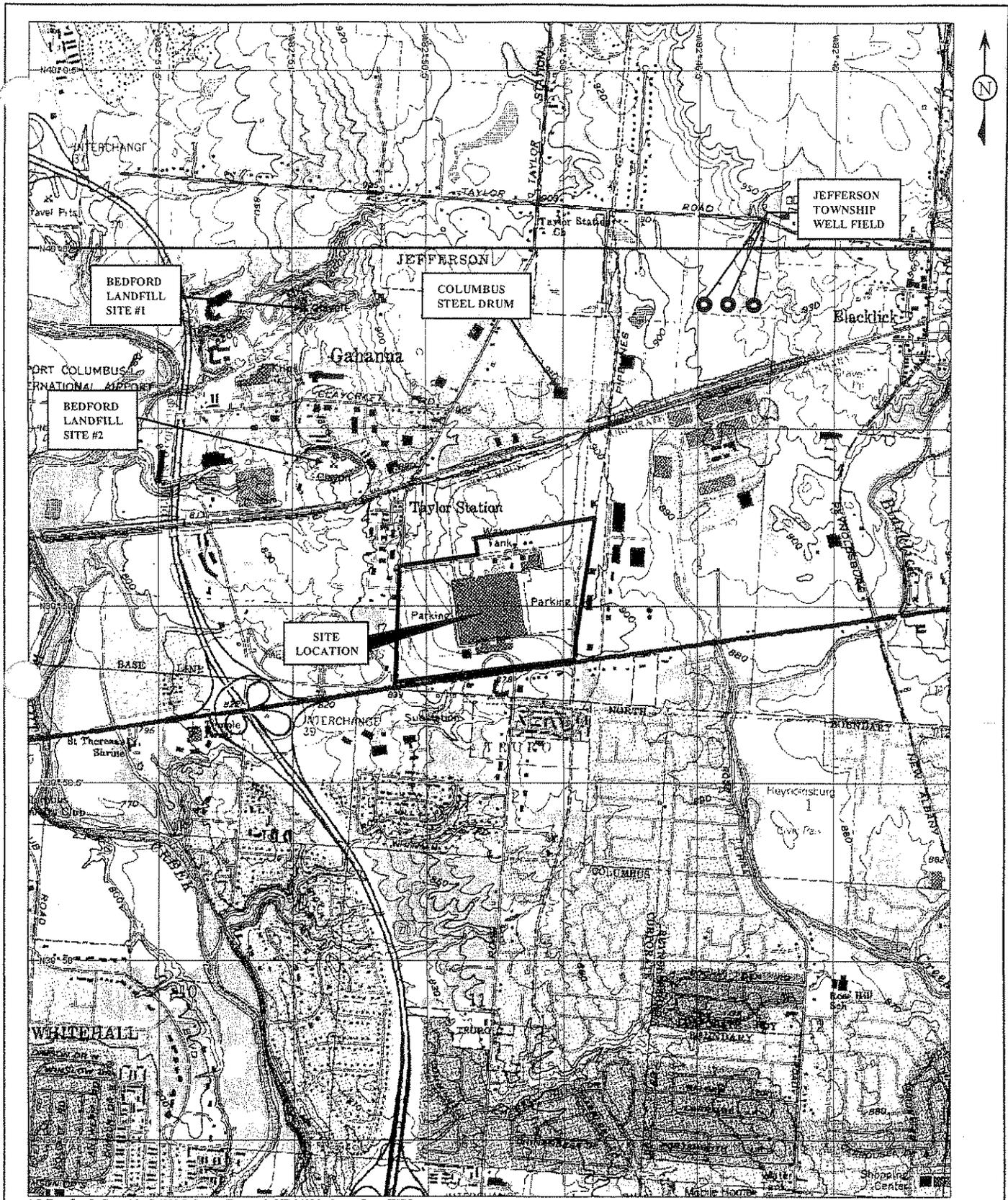
Subject, however, to all legal rights-of-way and/or easements, if any, of previous record.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths (13/16) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

The bearings herein are based on the Ohio State Plane Coordinate System-South Zone as per NAD83 (1986 adjustment). Control for bearings was derived using the bearing of North 82° 21' 49" East for a portion of the centerline of East Broad Street as established from a series of GPS observations in October, 2003.

Director's Final Findings & Orders – Covenant Not to Sue
Lucent Columbus Works
Attachments

Attachment 2
Property Location Map



3-D TopoQuads Copyright © 1999 DeLorme Yarmouth, ME 04096 Source Data: USGS

750 ft Scale: 1 : 25,000 Detail: 13-0 Datum: WGS84



SITE LOCATION MAP
 LUCENT TECHNOLOGIES
 6200 EAST BROAD STREET, COLUMBUS, OHIO

Date 1/25/2006	Project Manager D. BALCER	Drawing Name LUCENT QUADS
Drawn by R. SMITH	Lead Design Prof. J. REID	Checked D. DAVIS
Project Number OH000539.0075	Figure Number 1	

Director's Final Findings & Orders – Covenant Not to Sue
Lucent Columbus Works
Attachments

Attachment 3
Executive Summary

Executive Summary

Lucent Technologies
6200 East Broad Street
Columbus, Ohio

Volunteer:

Lucent Technologies
6200 East Broad Street
Columbus, Ohio

Prepared By:

Bradford S. White, C.P. 146
6554 Spruce Creek Drive
Middletown, Ohio 45044
(513) 939-8244

October 2007

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LIST OF ATTACHMENTS

ATTACHMENT A LEGAL DESCRIPTION

1.0) INTRODUCTION

The following is a summary of the Voluntary Action conducted by the Volunteer, Lucent Technologies, Inc., at its former Columbus Works facility (subject property). The subject property is located at 6200 East Broad Street, Columbus, Ohio and consists of 160.259 acres. The current ownership and acreage subdivision is discussed below. The legal description of the property is provided in Attachment A.

This document was prepared as a component of the No Further Action (NFA) Letter, issued June 2006. The NFA Letter was issued under the express authority of Bradford S. White, Ph.D., as the Certified Professional (CP146) providing the professional seal for the NFA. Mr. White can be reached at the following location:

6554 Spruce Creek Drive
Middletown, Ohio 45044
(513) 939-8244

This summary document was prepared to fulfill the requirement of Ohio Administrative Code (OAC) 3745-300-13(I), and must be filed in the office of the Franklin County Recorder. The NFA letter was issued to the Volunteer on 19 June 2006. No Further Action was achieved through active remedial actions completed prior to participation in the voluntary Action Plan (VAP), and through institutional controls limiting the property to commercial and/or industrial use and precluding groundwater use. Engineering controls are applied to the boiler house to prevent ingress of chemicals of concern emanating from groundwater and to collect groundwater containing chemicals of concern (COC) for discharge to the sanitary sewer system. A complete copy of the NFA letter will be on file

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and made available by the Ohio EPA, Department of Emergency and Remedial Response, Voluntary Action Program in accordance with the filing requirements of OAC 3745-300-13(J).

2.0) SUMMARY OF NO FURTHER ACTION LETTER

Voluntary Action History

In March 2003, a No Further Action Letter was issued by Mr. Lawrence Graves and Lucent requested a Covenant Not to Sue from Ohio EPA. In a letter dated 23 August 2003, Ohio EPA provided comments on its review of the NFA Letter. Several meetings were held between the Certified Professional, the Agency, the Volunteer and its consultants, after which the Volunteer elected to conduct additional field work to address some of the comments, and to reconsider the methodology of achieving NFA status. Ohio EPA formally denied the Covenant.

During the additional Phase II Property Assessment that followed, the initial NFA Letter the 253-acre property was subdivided and sold to four separate entities as follows:

Parcel A – M/I Homes of Central Ohio; 93 acres in northern portion of the original property.

Parcel B – Mt. Carmel Health System; 51.2 acres constituting the western portion of the subject property.

Parcel C – Continental/6200 E. Broad, LLC (subsequently sold to Investment Properties of America, Columbus Works, LLC); 84.1 acres consisting of the main plant and office buildings.

Parcel D - Empire/6200 E. Broad, LLC; 24.7 acres in the southeastern portion of the property.

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Following subdivision of the property, Parcel A was removed from the Voluntary Action and is being redeveloped as residential property. Parcels B, C, and D will continue to be utilized, or will be redeveloped, as commercial/industrial properties. Therefore, the NFA Letter, described herein, is reduced in acreage from the original submittal, and has a different approach to demonstrating that the subject property meets applicable standards.

The initial NFA Letter relied upon institutional controls specified in a Declaration of Use Restriction filed with the Franklin County Recorder on February 21, 2003 and groundwater modeling to demonstrate that applicable standards for groundwater will be met at the property boundary. The Declaration of Use Restriction is replaced by a Uniform Environmental Covenant as the institutional control and the groundwater continues to meet applicable standards of the VAP. This NFA Letter relies upon continued groundwater monitoring. Attached to the Covenant is an Operation and Maintenance (O&M) Agreement for implementing an O&M Plan at the subject property. The discussion of the NFA Letter that follows will reference the initial submittal and the O&M Plan.

No Further Action was achieved through active remedial actions, completed prior to 2000, through institutional controls preventing groundwater use and limiting the property to commercial and/or industrial land use, by implementing engineering controls in the Boiler House, and by implementing an O&M Plan that assures that the above controls are active and monitors groundwater to ensure that applicable standards for groundwater are met at the property boundary. The NFA letter is supported by the Phase I Property Assessment originally completed in March 2001 with an Addendum in May 2006, Phase II Property Assessments conducted on multiple occasions, and an O&M Plan, all of which were

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prepared for the Voluntary Action. Remedial activities were conducted in some identified areas prior to initiating this Voluntary Action and are not discussed herein. Investigations performed during Phase II activities confirm that these identified areas meet applicable standards.

2.1) PHASE I PROPERTY ASSESSMENT

A Phase I Property Assessment (hereafter referred to as the Phase I) was conducted on the subject property in accordance with OAC 3745-300-006. The purpose of the Phase I was to identify the potential for environmental impacts associated with the historical and current use of the subject property, or from activities taking place on adjacent and surrounding properties. The Phase I was issued in March 2001 and amended in May 2006 to meet the timeline requirements of OAC 3745-300-07(D)(1)(a)(i).

The methods employed in conducting the Phase I included, but were not limited to, the following:

- Property reconnaissance;
- Review of state and federal environmental files;
- Review of ownership history;
- Review of aerial photographs;
- Review of historic Fire Insurance Rate Maps; and
- Review of local fire and health department files.

Inspection of historic property maps and review of aerial photographs reveal that the property was developed from agricultural land for industrial use in 1957. The property was utilized for manufacturing a variety of electronic and communications products until 2001 when activities shifted to warehousing and testing communications equipment. Surrounding land use includes a mixture of light industry, commercial, vacant, and residential properties.

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The subject property was listed on several regulatory databases. The listings and closure status are as follows:

- Comprehensive Environmental Response Compensation and Liability Information System-No Further Remedial Action Plan (CERCLIS-NFRAP).
- Resource Conservation and Recovery Act (RCRA) – Treatment Storage and Disposal Facility (TSDF) – The Property is classified as a TSDF, but TSDF activities are not reported. There are 10 violation records reported at the Property between 1992 and 2001. Following written notifications, all violations were subsequently made compliant.
- RCRA – Corrective Action Report (CORRACTS) – The property was entered into this database following a property assessment/visual site inspection (PA/VSI) conducted by the U.S. EPA in 1993 and based on the known constituents in groundwater. The database has not been updated subsequent to the transfer of the property into the Ohio VAP. The property is no longer under RCRA corrective action.
- RCRA – Small Quantity Generator (SQG) – The Property is listed as a small quantity generator with no reported violations.
- Ohio SPILLS – Eight spills were reported to Ohio EPA's Emergency Response database from 1984 through 2000. These spills are discussed in greater detail in the Phase II Assessment.
- PCB Activity Database System (PADS) – The Property is listed on the database with no reported violations.

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- FIFRA (Federal Insecticide, Fungicide, Rodenticide Act)/TSCA (Toxic Substance Control Act) Tracking System (FTTS-INSP) – The date and reason for the inspection were not given. No violations were reported.
- Emergency Response Notification System (ERNS) - The facility was listed on this database. The Property report has expired. No additional information was given.
- Ohio Department of Emergency and Remedial Response (DERR) and Voluntary Action Program (VCP) – The Property is listed on these databases as a result of its participation in the Ohio VAP.

Prior to entry into the VAP, three Identified Areas (IA3, IA4, and IA5) underwent some type of remedial activity. Aboveground structures and some underground storage tanks were removed. Subgrade material that may have been impacted by hazardous substances and petroleum was removed and disposed. The Volunteer conducted a Phase II Property Assessment under the VAP to confirm that these remedial activities resulted in the Property meeting applicable standards in these three areas.

Through the Phase I process, the Certified Professional determined that the property was eligible for entry into the Ohio VAP. The Phase I identified ten areas (Identified Areas [IA]) for the subject property. A review of Property-specific information indicated that the potential for a release of hazardous substances or petroleum existed at eight of the ten, So Phase II Investigation was conducted to evaluate these IAs. The IAs and potential or suspected COCs are listed in Table 2.1.

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Table 2-1. Summary of Retained Identified Areas for VAP Phase II Property Assessment.

Identified Area	Description of Releases, Sources and/or Source Areas	Environmental Media Sample	Sampling Points	Potential COCs and Analyses	COCs Detected during Phase II	Was the identified area from the Phase I eliminated or otherwise redesignated during the Phase II
IA-1 Manufacturing Operations (Off-Site Permitted Outfall for Storm Sewer Runoff)	Discharges from historical electroplating activities in the manufacturing building may have entered the storm sewer system.	Surface soil samples at Outfall to evaluate potential historic storm sewer water releases of chromium and nickel.	HAIAS-1 and HAIAS-2	Total Chromium, Nickel	Chromium and Nickel at concentrations below residential direct contact standards	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Area originally not recommended for Phase II due to no identified release potential. During PII, area was included to evaluate possible historic release to Outfall (off-site) ditch drainage.
IA-2 Boiler House and Maintenance Buildings	Three fuel oil USTs removed in mid-1980s without collection of confirmation samples	Soil sampling at two former fuel oil UST cavities	SBIA2F-1 to SBIA2F-4	BTEX, TPH, PAHs	TPH and PAHs at concentrations below industrial/commercial, construction/excavation direct contact standards, and BUSTR standards	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
IA-3 Former Waste Water Treatment Plant	Historical waste water treatment operations involved treatment of manufacturing operations wastewater (discontinued in 1993). Manufacturing operations included electroplating activities.	Surface and subsurface soil sampling at former containment basins, tanks and piping. Sampling of groundwater in basement	WWTP-GP1 to WWTP-GP6 Basement (Golder Due Diligence sample)	RCRA Metals, Cyanide VOCs, RCRA Metals	RCRA Metals detected at or near background concentrations. VOCs detected due to IA-4. Metals detected at or near background concentrations.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Area originally not recommended for Phase II due to no identified release potential. During PII, area was included to assess future demolition activities, now completed.
		Surface and subsurface soil sampling along east and west sides of former WWTP.	SBIA3-1A to SBIA3-6A	Cyanide, VOCs	Cyanide at concentrations below industrial/commercial and construction/excavation direct contact standards	

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Table 2-1. Summary of Retained Identified Areas for VAP Phase II Property Assessment.

Identified Area	Description of Releases, Sources and/or Source Areas	Phase II Investigation	Sampling Points	Potential COCs and Analyses	COCs Detected during Phase II	Was the identified area from the Phase I eliminated or otherwise redesignated during the Phase II
IA-4 Former Solvent Unloading, Storage and Distribution	Historical solvent releases associated with the solvent ASTs, former tanker truck unloading pad, solvent pump house, and associated piping.	Geophysical Survey to define Bedrock/Buried Valley configuration Surface and subsurface soil sampling/well installation to define VOCs in soil	<p><u>Screening Level Data</u> GPI-1 to GPI-17</p> <p><u>VAP Certified Data</u></p> <ul style="list-style-type: none"> • MW-7 to MW-11 and PZ-12 • SB-13, SB-14, SB-16 • SB-17 and SB-18 	<p>VOCs</p> <p>VOCs</p> <p>VOCs</p> <p>Alkalinity, cation exchange capacity, TOC</p> <p>VOCs, TPH (GRO and DRO), RCRA Metals</p> <p>TPH (GRO and DRO), RCRA Metals</p> <p>VOCs, RCRA Metals</p> <p>VOCs, RCRA Metals</p>	VOCs at concentrations above applicable standards.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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Table 2-1. Summary of Retained Identified Areas for VAP Phase II Property Assessment.

Identified Area	Description of Releases, Sources and/or Source Areas	Phase II Investigation	Sampling Points	Potential COCs and Analyses	COCs Detected during Phase II	Was the identified area from the Phase I eliminated or otherwise redesignated during the Phase II
IA-4 Former Solvent Unloading, Storage and Distribution (cont.)			Screening Level Data <ul style="list-style-type: none"> • GP1-2, GP1-11, GP1-12, GP1-13, GP1-16, MW-1 to MW-6, SP-1, SP-2 • Toe Sump • GPB-1 to GPB-18 • GP-5 and GP-6 (Golder Due Diligence samples) • GP-12 (Golder Due Diligence samples) • GP-5, GP-12 (ARCADIS confirmatory samples) • GP-17S 	VOCs VOCs VOCs, TPH (GRO and DRO), RCRA Metals VOCs, RCRA Metals VOCs, RCRA Metals VOCs		

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Table 2-1. Summary of Retained Identified Areas for VAP Phase II Property Assessment.

Identified Area	Description of Releases, Sources and/or Source Areas	Phase II Investigation	Sampling Points	Potential COCs and Analyses	COCs Detected during Phase II	Was the identified area from the Phase I eliminated or otherwise redesignated during the Phase II
IA-4 Former Solvent Unloading, Storage and Distribution (cont.)			<p>VAP Certified Data</p> <ul style="list-style-type: none"> • MW-2 to MW-11, SP-1, and SP-2 • MW-2 to MW-11, SP-2 • Toe Drain and Tunnel Sumps • Toe Drain (Golder Due Diligence samples) • MW-1 to MW-18 • MW-19 to MW-22 • MW-19, MW-23 to MW-26 • MW-1, MW-3, MW-6, MW-7, MW-10, MW-13 to MW-15, MW-18, MW-19, MW-24, MW-25, and PW-2 to PW-9 • (Golder Due Diligence samples) • PW-1 and PW-10 (Golder Due Diligence samples) 	<ul style="list-style-type: none"> • Biogeochemical Parameters • VOCs • VOCs, RCR A Metals • VOCs • VOCs • VOCs, RCR A Metals • VOCs, TPH (GRO and DRO), RCRA Metals • VOCs, SVOCs, TPH (GRO and DRO), Dissolved iron 	<ul style="list-style-type: none"> • VOCs • VOCs 	

EXECUTIVE SUMMARY AND FILING DOCUMENT

Table 2-1. Summary of Retained Identified Areas for VAP Phase II Property Assessment.

Identified Area	Description of Releases, Sources and/or Source Areas	Phase II Investigation	Sampling Points	Potential COCs and Analyses	COCs Detected during Phase II	Was the identified area from the Phase I eliminated or otherwise redesignated during the Phase II
IA-4 Former Solvent Unloading, Storage and Distribution (cont.)		Groundwater sampling to define VOCs in groundwater	<ul style="list-style-type: none"> PW-9 (Golder Due Diligence sample) MW-14, MW-18, PW-1, PW-5, PW-8, PW-9 (ARCADIS confirmatory samples) MW-1, MW-15, MW-21, MW-27 to MW-29, PW-1 through PW-4, CTLA-4 and CTLA-5 	<ul style="list-style-type: none"> VOCs, RCRA Metals VOCs, RCRA Metals VOCs VOCs 		
IA-5 Empty Fuel Oil ASTs	Historical releases at pump house and unloading area.	Soil sampling at former Fuel Oil AST loading and unloading areas. Confirmation soil samples collected after AST's removed and tank base material excavated.	<ul style="list-style-type: none"> HAIASF-1 to HAIASF-3 E4, E6, E11, W1, W7, W8 	<ul style="list-style-type: none"> BTEX, TPH(DRO), PAHs BTEX, TPH(DRO), PAHs 	Ethylbenzene, Xylene, TPH(DRO) and select PAHs detected below applicable standards.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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Table 2-1. Summary of Retained Identified Areas for VAP Phase II Property Assessment.

Identified Area	Description of Releases, Sources and/or Source Areas	Phase II Investigation	Sampling Points	Potential COCs and Analyses	COCs Detected during Phase II	Was the identified area from the Phase I eliminated or otherwise redesignated during the Phase II
IA-7 Northern Area	"Old" oil pad decommissioning not documented, unleaded gasoline USTs removed without closure samples, over spills at cooling towers.	Surface and subsurface soil sampling at (1) Former "Old" oil pad ("O" ID), Former gasoline USTs ("G" ID), and Cooling Towers ("C" ID)	<ul style="list-style-type: none"> HAI A70-1 to HAI A70-3 HAI A7G-1 and HAI A7G -2 HAI A7C-1 to HAI A7C-6 	<ul style="list-style-type: none"> BTEX, TPH, PAHs BTEX, TPH Total Chromium and Chromium (VI) 	Metals and TPH were detected below applicable standards. PAH detections associated with debris pile and not indicative of environmental release.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
IA-9 Former Waste Alcohol Evaporation Disposal Area	Historical operations involved evaporation of spent ethyl alcohol (discontinued in the late 1960's)	Surface and subsurface soil sampling to define VOCs in soil	Screening Level Data SBIA9-8 through SBIA9-19 VAP Certified Data SBIA9-1 through SBIA9-10, SBIA9-12, SBIA9-18 and SBIA9-20 through SBIA9-22	VOCs VOCs	VOCs	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Area originally not recommended for Phase II due to no identified release potential. During Phase II, area was included to evaluate possible historic release of VOCs.

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Table 2-1. Summary of Retained Identified Areas for VAP Phase II Property Assessment.

Identified Area	Description of Releases, Sources and/or Source Areas	Phase II Investigation	Sampling Points	Potential COCs and Analyses	COCs Detected during Phase II	Was the identified area from the Phase I eliminated or otherwise redesignated during the Phase II
IA-10 GP-2 Area	Elevated concentrations of TCE detected in soil samples. No known historical source.	Surface and subsurface soil sampling to define VOCs in soil	<p><u>Screening Level Data</u></p> <ul style="list-style-type: none"> GP-2A, GP-2-15S, GP-2-21NE, GP-2-21NW, GP-2-30N, GP-2-30S, GP-2-30W, GP-2-33NE, GP-2-34ENE, GP-2-34ESE, GP-2-42SE, GP-2-42SW, GP-2-42NW, GP-2-45E, and GP-2-60W <p><u>VAP Certified Data</u></p> <ul style="list-style-type: none"> GP-1 to GP-3 (Golder Due Diligence samples) GP-2A, GP-2-15S, GP-2-30S, GP-2-34ENE, GP-2-42NW 	VOCs	VOCs	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Area was discovered during Phase II.

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Table 2-1. Summary of Retained Identified Areas for VAP Phase II Property Assessment.

Identified Area	Description of Releases, Sources and/or Source Areas	Phase II Investigation	Sampling Points	Potential COCs and Analyses	COCs Detected during Phase II	Was the identified area from the Phase I eliminated or otherwise redesignated during the Phase II
IA-10 GP-2 Area (continued)		Groundwater sampling to define VOCs at GP-2 Area	<p><u>Screening Level Data</u></p> <ul style="list-style-type: none"> GP-1 (Golder Due Diligence sample) GP-2 and GP-3 (Golder Due Diligence samples) 	<ul style="list-style-type: none"> VOCs, TPH (GRO) VOCs, TPH (GRO and DRO), RCRA Metals VOCs 		
Background	Undeveloped land north of property not used for industrial or other purposes.	Groundwater sampling to define VOCs downgradient of GP-2	<p><u>VAP Certified Data</u></p> <ul style="list-style-type: none"> MW-27 and MW-28 	<ul style="list-style-type: none"> Arsenic and Nickel 		Need for background investigation was nullified due to Wave 2 rules with revised generic standards.

Note: Non-VAP Certified Data is designated as Screening Level Data.
 BTEX - Benzene, Toluene, Ethylbenzene, Xylenes.
 TPH- Total Petroleum Hydrocarbon.
 GRO - Gasoline Range Organics.
 DRO - Diesel Range Organics.
 VOC - Volatile Organic Compounds.
 SVOC - Semi Volatile Organic Compounds.
 TOC - Total Organic Carbon
 RCRA - Resource Conservation and Recovery Act.
 UST - Underground Storage Tank.
 AST - Aboveground Storage Tank.
 NPDES - National Pollution Discharge Elimination System.

2.2) PHASE II PROPERTY ASSESSMENT

The Phase II Property Assessment was conducted iteratively beginning in 2000 and continuing through June 2005. The purpose of the Phase II was to determine if chemicals exist at concentrations of concern in the identified areas from the Phase I Property Assessment. The assessment included: a geophysical investigation of subsurface geology, soil sampling in the eight IAs, a study of metals in background soil, groundwater screening using a geoprobe, groundwater sampling--conducted most recently in June 2005 and indoor air sampling at the Boiler House in March 2006.

2.2.1) Soil Investigation and Findings

Drilling and direct-push techniques were used to collect most of the Phase II soil samples. Soil samples were collected from all of the IAs except IA6 and IA8 and were analyzed for one or more of the following chemicals of concern: VOCs, SVOCs, Metals, and TPH. PCBs were not identified as COCs at the subject property. None of the COCs were detected in soil samples at concentrations above generic commercial/industrial direct contact standards within the point of compliance (0-2 feet below ground surface) at IA-2, IA-3, IA-4, IA-5, IA-7 and IA-9, nor above residential standards in the off-site outfall sampling locations associated with the historic activities at IA-1. At IA-10, one sample (GP-2A, 10-12 feet below ground surface) exceeded the commercial/industrial and construction worker direct contact standards for trichloroethylene (TCE). A focused investigation was completed in the area of this sample. No other samples

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collected from the focused investigation around GP-2 exceeded these standards for TCE.

The only COC exceeding the VAP residential direct contact standard was the arsenic concentrations from the point of compliance samples at IA-3 (collected at 0-2 feet below ground surface).

A background study completed for the Property determined that background upper limits of arsenic and nickel applicable to the property were 37.9 and 46.4 mg/kg, respectively. The background upper limits for arsenic and nickel were not used as applicable standards.

2.2.2) Groundwater Investigations and Findings

Several groundwater investigations have been conducted on the subject property. Multiple investigation techniques were used, including geophysical surveys, drilling and coring, and direct-push probing. Information collected from this investigation was used in conjunction with ground water information from adjacent properties and regional hydrogeological data to develop an analysis of ground water beneath the Property.

The Property slopes gently from north to south. A shale and siltstone bedrock high is present close to the ground surface in the northern part of the subject property. Unconsolidated glacial sediments composed of interbedded silt and clay overlying discontinuous sand and gravel outwash zones range in thickness from a few feet in the north-central area of the Property above the bedrock high, to up to 60-feet thick on the eastern and southern property boundaries where a buried valley is present.

Shallow groundwater at the Property is found in bedrock where the bedrock high is near the surface. Groundwater flows within this low-yield,

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low-porosity bedrock zone, radially away from the bedrock high to the east and south where shallow groundwater is present in the unconsolidated sediments of the buried valley. Groundwater is present at 10 to 15 feet below ground surface and is characterized as Class A because of higher yields in wells screened in the unconsolidated saturated zone. Groundwater flow within the buried valley is to the south along the eastern property boundary, and turns to the west along Broad Street. The basement for the Boiler House is beneath the bedrock/unconsolidated interface, and basement dewatering appears to exert local control over flow in the bedrock; however, groundwater modeling performed during the first NFA Letter Phase II investigation shows that the larger quantity of water in the buried valley controls the southward flow to the east. Although modeling showed that the general groundwater flow regime will remain relatively unchanged in the absence of basement dewatering, for this NFA Letter, basement dewatering will be considered an engineering control. If during the O&M period this activity ceases, a revised O&M Plan will be prepared to adequately monitor the new groundwater flow environment. This is not likely to happen unless the boiler house is decommissioned and removed.

Forty-six groundwater monitoring wells and three piezometers have been installed over the course of these investigations. Releases to groundwater occurred in IA4 where historic solvent handling operations took place prior to 1992. COCs include chlorinated VOCs and BTEX compounds and are present at concentrations exceeding UPUS in a plume moving eastward from IA-4, diminishing to non-detect east and south of the Boiler House. Water discharged from the toe-drain sump in the boiler house contains COCs in excess of UPUS; however, it is likely that dilution in the unconsolidated sediments contributes substantially to the concentration decrease. The plume is well defined and does not cross the subject property boundary.

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A well near Broad Street contains very low concentrations of COCs. The Volunteer assessed whether this occurrence was related to the plume in the northern portion of the subject property but could not identify a connection. It is concluded that this occurrence is the result of incidental contamination associated leakage from a nearby sanitary sewer, incidental contamination related to an unidentified incident along Broad Street, or off-site sources. Adjacent monitoring wells show that this occurrence in groundwater is of very limited extent.

Deeper coring through bedrock shows a dry shale zone that serves as a vertical barrier for contaminant migration. This dry zone supports a weight-of-evidence demonstration that protection of groundwater meeting UPUS is achieved for the deep groundwater zone. Monitoring will be implemented to ensure that groundwater crossing the property boundary meets UPUS and that continues to meet applicable standards.

2.2.3) Surface Water and Sediments Investigations and Findings

At the time this NFA Letter was submitted, there was no surface water on the subject property. Subsequent to submittal of the NFA Letter, and prior to preparing this final addendum, storm-water-retention facilities were constructed on Parcel D. These lined storm-water ponds are not located in areas of soil and groundwater contamination and do not affect groundwater contaminant movement. There are currently no plans to construct storm water retention facilities over the VOC ground water plume under IA-2, IA-3, and IA-4. Groundwater monitoring under the O&M Plan will confirm that future development does not adversely impact contaminant movement and emanation and emanation from the Property, and should such evidence be acquired, the response requirements under the O&M Plan will take effect.

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Groundwater on the Property does not discharge to surface water off site, and groundwater emanating from the property meets the applicable standards of the VAP. Surface water and sediments are not identified as potentially contaminated media at the Property.

Storm water from the subject property is collected by a separate storm sewer that discharges into the municipal separate storm sewer system operated by the City of Columbus along Broad Street. As recent additions to property development, storm water retention facilities are constructed in certain portions of the property. The subject property's storm water intermixes with storm water from Broad Street and businesses upgradient from the subject property and discharges into a detention pond south of Broad Street adjacent to Mt. Carmel Hospital. This pond also collects storm water from the Hospital parking lot. Mt. Carmel contracted a dredging firm in the summer of 2004 to dredge the pond in order to maintain its detention capacity. Because of the highly urbanized nature of this water body and its recent history it is not considered an identified area in this Voluntary Action.

2.2.4) Exposure Pathway Assessment

An Exposure Pathway Assessment was prepared to evaluate potentially exposed human receptors, current and future, and identify potential exposure pathways associated with the property. The assessment was done in accordance with guidance in OAC 3745-300-09. The assessment of exposure pathways is summarized in Table 2.2. The potentially complete pathways include:

- Direct contact with soil and ground water,
- Migration of COCs from soil and groundwater to indoor air,
- Potable use of groundwater, and

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- Non-potable use of groundwater.

2.3) DETERMINATION OF APPLICABLE STANDARDS

The applicable standards were determined for each type of media contributing to or affected by a completed exposure pathway. Table 2.3 presents the potentially completed exposure pathways and the applicable standards.

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Table 2.2 Exposure Pathways

Potentially Affected Medium: Transport Mechanism	Location of COCs	Requires Further Evaluation?	Receptors for Pathways or Explanation for Eliminating Pathway From Further Evaluation
Soils: Direct Contact	On Property	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Possible receptors include site workers under commercial circumstances, and construction workers.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	There is no migration to off-property soils from on-property sources.
Soils: Vapor Intrusion to Indoor Air	On Property	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Potential site worker exposure to VOCs identified in soil..
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	There is no migration to off-property soils from on-property sources.
Soils: Leaching to Ground Water	On Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Shallow groundwater does not meet UPUS.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	There is no migration to off-property soils from on-property sources.
Soils: Ecological	On Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	No important ecological resources exist on the property.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	There are no important ecological resources associated with off-property soil.
Ground Water: Potable	On Property	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Shallow groundwater does not meet UPUS. The UEC will prevent completion of the pathway
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Drinking water in this area is supplied by the City. Monitoring will be conducted to ensure off-site migration does not occur.
Ground Water: Vapor Intrusion Indoor Air	On Property	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Ground water contains COCs in excess of UPUS.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Ground water migrating off the property does not contain COCs in excess of UPUS.

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Table 2.2 Exposure Pathways

Potentially Affected Medium: Transport Mechanism	Location of COCs	Requires Further Evaluation?	Receptors for Pathways or Explanation for Eliminating Pathway From Further Evaluation
Ground Water: Non-potable	On Property	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	No ground water located in, on, or underlying the Property shall be extracted for any purposes, potable or otherwise, except: (i) for the purpose of any Property ground water investigation, ground water monitoring program or remedial activities, including, but not limited, to those conducted under R.C. Chapters 3734, 3746, and 6111; or (ii) in conjunction with construction or excavation activities or maintenance of subsurface utilities. Ground water extracted pursuant to the aforementioned exceptions may not be used for any purpose, potable or otherwise.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Groundwater crossing the property boundary meets UPUS. Monitoring will be conducted to ensure off-site migration does not occur.
Ground Water: to Surface Water	On Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	The hydrologic connection to this receptor is not complete.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	The hydrologic connection to this receptor is not complete.
Surface Water: Potable	On Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	A surface water body is not present on the subject property.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Drinking water in this area is supplied by the City.
Surface Water: Non-Potable Use	On Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	A surface water body is not present on the subject property.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	The hydrologic connection to this receptor is not complete.
Surface Water: Ecological	On Property	<input type="checkbox"/> Yes	A surface water body is not present on the subject property.

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Table 2.2 Exposure Pathways

Potentially Affected Medium: Transport Mechanism	Location of COCs	Requires Further Evaluation?	Receptors for Pathways or Explanation for Eliminating Pathway From Further Evaluation
		<input checked="" type="checkbox"/> No	
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	The hydrologic connection to this receptor is not complete.
Sediments: Direct Contact	On Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	No sediment is present on the subject property.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	The hydrologic connection to this receptor is not complete.
Sediments: Ecological	On Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	No sediment is present on the subject property.
	Off Property	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	The hydrologic connection to this receptor is not complete.

Table 2.3 Applicable Standards

Potentially Complete Pathway	Applicable Standard
Direct contact with soils	Generic Direct Contact Standards for Commercial/Industrial Land Use as published in OAC 3745-300-08 and for Construction and Excavation Activities (as presented in 3745-300-08(3)(d))
Direct contact with ground water	Derived through property specific risk assessment based on the exposure assumptions outlined in Technical Decision Compendium VA30009.04.001
Migration from soil and groundwater to indoor air	OSWER Draft Guidance Evaluating the Vapor Intrusion to Indoor Air Pathway from Groundwater and Soils (EPA 530-D-02-004)
Potable use of ground water	Unrestricted Potable Use Standards as published in OAC 3745-300-08

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2.4) DETERMINATION OF COMPLIANCE WITH APPLICABLE STANDARDS

Samples of environmental media collected from the subject property during Phase II assessments of the IAs showed that the concentrations of COCs complied with the applicable standards for those media pathways, with the following exceptions:

- Groundwater samples collected from several of the monitoring wells screened in the shallow saturated zone did not meet UPUS.
- Based on these groundwater concentrations, and application of conservative vapor migration modeling assumptions for the toe-drain sump in the Boiler House, an engineering control consisting of a cover and ventilation system was placed on the toe-drain sump. Samples collected from the indoor air in the Boiler House in March 2006 demonstrate that indoor air concentrations meet applicable standards after installation of the engineering control.

Based on the extensive groundwater investigation, groundwater emanating from the property meets applicable standards, and continued compliance will be assured through an O&M Agreement and Monitoring Plan. The first NFA Letter relied upon groundwater modeling to demonstrate that groundwater emanating from the property boundary would continue to meet UPUS. Based on comments from the agency, the groundwater model was revised and it is used as an analytical tool by the Certified Professional and consultants to provide confidence that the Property will comply with standards in the future; however, the actual demonstration, and reliance upon which this NFA Letter is based, will be made by implementing the O&M Plan. Furthermore, pumping at the boiler house is now considered an engineering control for groundwater flow management.

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As discussed above, active remedial actions (toe-drain sump ventilation system) are taken to achieve applicable standards for indoor air in the Boiler House. And institutional controls specified in the Uniform Environmental Covenant that will be filed with the Franklin County Recorder are used to achieve compliance with applicable standards.

2.4.2) Compliance with Generic Numerical Standards for Direct Contact with Soil

Generic Numerical Standards were used for all COCs and exposure pathways except migration of COCs to indoor air. A demonstration is made that applicable standards are met after cumulative adjustment to account for direct contact with soil and inhalation of indoor air. Based on the relatively low concentrations of chemicals of concern detected in soil during this investigation at each IA, and for simplicity, the cumulative cancer and non-cancer risk ratios were prepared using the maximum concentration of each of the chemicals detected site wide. Neither ratio exceeds 1, thus the published standards for a single chemical were used.

2.4.3) Property Specific Risk Assessment Findings

Vapor-intrusion modeling was used to determine whether migration of COCs from soil and groundwater to indoor air presented an unacceptable risk. The USEPA version (2004b) of the Johnson and Ettinger algorithm was used to model Property parameters using a 10^{-5} risk goal. Using the maximum detected concentrations of COC in groundwater, it was determined that exposures in all of the Property buildings except the boiler house were acceptable. The reason for the increased risk in the boiler house is the direct migration pathway through the toe-drain sump.

Based on the results of this modeling it was determined that migration of COCs from soil and groundwater to indoor air presented an unacceptable

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risk to workers in the boiler house. Therefore, OSWER Draft Guidance Evaluating the Vapor Intrusion to Indoor Air Pathway from Groundwater and Soils (EPA 530-D-02-004) was used to conduct the risk analysis and calculate the applicable standards for the COCs. A revised Johnson and Ettlinger model was constructed to account for the active remedy at the toe-drain sump in the Boiler House. Subsequent indoor-air sampling confirmed the predicted modeling outcome that indoor air met applicable standards after the sump was removed as a pathway.

2.4.4) Determination of Whether Active Remedial Actions are Required

Remedial actions were required to control or eliminate the following pathway:

- Inhalation of COCs due to vapor migration from groundwater to indoor air (from the Boiler House toe-drain sump).

Equations used to estimate volatilization from surface water were used to estimate concentrations above the Boiler House (Building 40) toe-drain sump. Based on the results of this conservative modeling assumption, a remedial control (sump cover and ventilation system) was installed on the toe-drain sump in June 2004.

The Phase II Assessment, including the Groundwater Study, demonstrates that the applicable standards for all other pathways have been met through institutional controls.

2.5) REMEDIAL ACTIVITIES

In June 2004, a cover and vapor collection system was installed at the toe drain sump in the basement of the Boiler House. The sump cover consists of a fabricated steel plate and rubber gasket fit over the hole in the steel lid of the sump. The ventilation system consists of a Radon Away GP-501

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blower with a suction line installed into the sump and a 4-inch PVC discharge line secured to the building's west wall. The top of the discharge pipe is fitted with a rain cover. Application of the Johnson & Ettinger model shows that applicable standards were achieved for the indoor air pathway in the Boiler House with employment of the active remedial measures. This was confirmed through direct sampling of the indoor air in March 2006. For the other complete pathways, because the applicable standards are predicated on a commercial or industrial use of the property and a restriction on using groundwater, institutional controls were filed with the deed in the February 21, 2003 Declaration of Use Restriction, restricting the property to these uses. This instrument will be superseded by the Uniform Environmental Covenant that will be filed concurrently with the Covenant Not to Sue. No further remedial activities are required.

2.5.1) Demonstrating Compliance with Applicable Standards

Table 2.4 shows the representative concentration of COCs for each IA in comparison to the applicable standards. Per OAC 3745-300-07 (D)(6), the representative concentration can be determined through use of the maximum concentration detected within an IA or through derivation of the 95 percent upper confidence limit of the IA data set. Unless otherwise indicated in the table, the representative concentration is the maximum detected concentration of COCs applicable to the current Property condition. As shown in the table, the representative concentrations of COCs within each IA are less than the applicable standards.

2.5.2) Operation and Maintenance Plan

An Operation Maintenance (O&M) Plan will be implemented and enforced by an O&M Agreement filed with the Covenant Not to Sue

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(CNS). The O&M Plan will serve three primary monitoring and reporting functions.

1. Monitor and report on the efficacy of the vapor-control system operating in the boiler house;
2. Monitor and report on the efficacy of the toe-drain sump engineering control;
3. Monitor and report on the status of the groundwater contaminant plume and ensure that applicable standards are met at the property boundary; and,
4. Ensure that future buildings constructed over the groundwater plume take into account the possibility of ingress of COCs through the indoor-air pathway.

A Risk Mitigation Plan (RMP) is included in the NFA Letter. The purpose of the RMP is to protect future site workers during and after currently-unplanned construction activities that could take place on the Property.. The CNS requires that the RMP be applied only in a specified area above the groundwater contaminant plume. This area is identified in Figure 4 of the RMP. Future buildings that may be constructed in this area must take into account the possibility of a complete indoor air pathway.

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Table 2-4a. Final Representative Concentrations for Constituents of Concern - Direct Contact Exposure Pathway for Soils.

Identified Area	Map Reference	COCs Identified in Area	Highest Concentration of COCs in Identified Area (mg/kg)	VAP Applicable Standards Commercial & Industrial / Construction & Excavation Activities (mg/kg)	Method Used for Deriving Applicable Standard	Method of Achieving Applicable Standards	Concentrations of COCs in Identified Area After Remediation
IA-1 Maintenance Operations (Off-Site Permitted Outfall for Storm Sewer Runoff)	HAIA1S-1 and HAIA1S-2	Chromium Nickel	Chromium 23.4 Nickel 38.2	1,000,000 / 850,000 57,000 / 5,000	Generic Direct Contact Soil Standards (Multiple Chemical Adjustment Not Necessary)	Generic Standards Met	N/A
IA-2 Boiler House and Maintenance Buildings	SBIA2F-1 through SBIA2F-4	BTEX TPH-DRO SVOCs	Benzene <0.005 Toluene <0.005 Ethylbenzene <0.005 Xylenes <0.010 120 Fluoranthene 1.6 Phenanthrene 1.1 Pyrene 1.3	0.240/N/A* 112/N/A* 131/N/A* 1,500/N/A* 20,000* * / 20,000** 33,000 / 170,000 870,000/260,000 25,000 / 130,000	Direct Contact Soil Standards and Supplemental Generic Cleanup Values Developed by Ohio EPA Under OAC 3745-300-09 (Multiple Chemical Adjustment Not Necessary)	Generic Standards Met	N/A
IA-3 Former Waste Water Treatment Plant	WWTP-GPI through WWTP-GP6, SBIA3-1a through SBIA3-6a	VOCs Inorganic Compounds	1,1-Dichloroethane 0.0438 Cis-1,2-Dichloroethane 0.0213 Tetrachloroethane 20.0 1,1,1-Trichloroethane 0.132 Trichloroethene 5.47 Xylene, total 0.0073 Arsenic 13.6 Barium 156 Cadmium 4.52 Chromium 177 Lead 113 Mercury <0.122 Nickel 429 Zinc 1,710 Cyanide <2.00	2,300 / 87 1,200 / 1,200 370 / 370 1,400 / 1,400 380 / 800 160 / 160 80 / 210 200,000 / 45,000 770 / 420 1,000,000 / 850,000 1,800*** / 1,600*** 300 / 84 57,000 / 5,000 900,000 / 260,000 60,000 / 17,000	Same as above	Generic Standards Met	N/A

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Table 2-4a. Final Representative Concentrations for Constituents of Concern - Direct Contact Exposure Pathway for Soils.

Identified Area	Map Reference	COCs Identified in Area	Highest Concentration of COCs in Identified Area (mg/kg)	VAP Applicable Standards Commercial & Industrial / Construction & Excavation Activities (mg/kg)	Method Used for Deriving Applicable Standard	Method of Achieving Applicable Standards	Concentrations of COCs in Identified Area After Remediation
IA-4 Former Solvent Unloading, Storage and Distribution	SB-13, SB-14, SB-16, MW-7 through MW-11, and PZ-12	VOCs	1,1-Dichloroethane 0.17 Methylene chloride 0.10 Tetrachloroethane 1.7 1,1,1-Trichloroethane 0.53 Trichloroethene 1.1 Xylene, total 0.015	2,300 / 87 1,300 / 2,300 370 / 370 1,400 / 1,400 380 / 800 160 / 160	Same as above	Generic Standards Met	N/A
IA-5 Empty Fuel Oil ASTs	HAIASF-1 through HAIASF-3, E4, E6, E11, W1, W7, W8	BTEX TPH-DRO SVOCs	Ethylbenzene 0.025 Xylene 0.025 310 Acenaphthene 0.072 Acenaphthylene 0.160 Anthracene 0.0068 Chrysene 0.018 Fluoranthene 0.130 Fluorene 0.021 Naphthalene 0.700 Phenanthrene 0.065	230 / 230 160 / 160 20,000** / 20,000** 180,000 / 530,000 180,000 / 51,000 880,000 / 1,000,000 6,700 / 41,000 33,000 / 170,000 120,000 / 340,000 530 / 1,900 870,000 / 260,000	Same as above	Generic Standards Met	N/A

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Table 2-4a. Final Representative Concentrations for Constituents of Concern - Direct Contact Exposure Pathway for Soils.

Identified Area	Map Reference	COCs Identified in Area	Highest Concentration of COCs in Identified Area (mg/kg)	VAP Applicable Standards Commercial & Construction & Excavation Activities (mg/kg)	Method Used for Deriving Applicable Standard	Method of Achieving Applicable Standards	Concentrations of COCs in Identified Area After Remediation
IA-7 Northern Area	HAIA70-1 through HAIA70-3, HAIA7G-1 and HAIA7G-2, HAIA7C-1 through HAIA7C-6	Inorganic Compounds	Arsenic 10	80 / 210	Same as above or Site Background Levels or Weight of Evidence -PAHs in soil present due to asphalt parking lot materials of construction and not an environmental release	Generic Standards Met	N/A
			Barium 177	200,000 / 45,000			
			Cadmium 2.1	770 / 420			
			Chromium 109	1,000,000 / 850,000			
			Lead 321	1,800*** / 1,600***			
			Mercury 0.06	300 / 84			
			Selenium 0.6	15,000 / 4,300			
			Chromium (VI) <1.2	8,900 / 2,000			
		BTEX	Benzene <0.50	100			
			Toluene <0.50	520			
			Ethylbenzene <0.50	230			
			Xylenes <1.0	160			
		TPH-DRO	2900	20,000** / 20,000**			
		SVOCS	Acenaphthene 18	180,000 / 530,000			
			Acenaphthylene 1.3	180,000/51,000			
			Anthracene 38	880,000 / 1,000,000			
			Benzo(a)anthracene 110	63 / 810			
			Benzo(a)pyrene 120	63 / 810			
			Benzo(b)fluoranthene 61	24,000/25,000			
			Benzo(ghi)Perylene 63	630 / 8,100			
			Benzo(k)fluoranthene 55	6,700 / 41,000			
			Chrysene 120	6,70 / 41			
			Dibenzo(a,h)anthracene 15	NR			
			Dibenzofuran 9,3	33,000 / 170,000			
			Fluoranthene 280	120,000 / 340,000			
			Fluorene 17	67 / 410			
			Indeno(1,2,3-cd)pyrene 68	94,000/63,000			
			2-Methylnaphthalene 2,8	530 / 1,900			
			Naphthalene 8,9	870,000/260,000			
			Phenanthrene 180	25,000 / 130,000			
			Pyrene 220				

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Table 2-4a. Final Representative Concentrations for Constituents of Concern - Direct Contact Exposure Pathway for Soils.

Identified Area	Map Reference	COCs Identified in Area	Highest Concentration of COCs in Identified Area (mg/kg)	VAP Applicable Standards Commercial & Industrial / Construction & Excavation Activities (mg/kg)	Method Used for Deriving Applicable Standard	Method of Achieving Applicable Standards	Concentrations of COCs in Identified Area After Remediation
IA-9 Former Waste Alcohol Evaporation Disposal Area	SBI A9-1 through SBI A9-6, SBI A9-7a through SBI A9-10a, SBI A9-12a, SBI A9-18, SBI A9-20 through SBI A9-22	VOCs	Acetone 4.46 2-Butanone (MEK) 0.0829 Chloroethane 0.012 1,1-Dichloroethane 0.725 1,1-Dichloroethene 0.007 cis-1,2-Dichloroethene 0.0316 Ethylbenzene 0.0146 Methylene Chloride 0.0412 4-Methyl-2-pentanone 0.145 Tetrachloroethene 0.011 Toluene 0.0121 1,1,1-Trichloroethane 5.98 1,1,2-Trichloroethane 0.006 Trichloroethene 1.53 Xylenes 0.0557	100,000 / 100,000 71,600 / 80,000 100,000 / 92,000 2,300 / 2,300 7.5 / 87 1,200 / 1,200 230 / 230 1,300 / 2,300 7,400 / 16,000 370 / 370 520 / 520 1,400 / 1,400 120 / 1,300 380 / 800 160 / 160	Direct Contact Soil Standards and Supplemental Generic Cleanup Values Developed by Ohio EPA Under OAC 3745-300-09 (Multiple Chemical Adjustment Not Necessary)	Generic Standards Met	N/A
IA-10 GP-2 Area	GP-2A, GP-2-15S	VOCs	Cis-1, 2-Dichloroethene 0.01 Trichloroethene 0.326	1,200 / 1,200 380 / 800	Same as Above	Generic Standards Met	N/A

Bold Indicates concentrations are above VAP Generic Direct Contact Standards or VAP Supplemental Generic Numerical Values.
 * Benzene, toluene, ethylbenzene and xylenes action levels from OAC 1301.7-9-13, March 31, 1999 as promulgated by the Bureau of Underground Storage Tank Regulations.
 **TPH-GRO and TPH-DRO Generic Standards from Table I Total Petroleum Hydrocarbon (TPH) Soil Saturation Concentration for Glacial Till and Silty Clay soils.
 *** Generic Standard from Table VI The Generic Direct-Contact Standard for Lead.
 NR - Based on TDC VA30009.97.001, a toxicological assessment of dibenzofuran is not recommended.

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Table 2-4b. Final Representative Concentrations of Constituents of Concern for Groundwater Exposure Pathway on Property.

Complete Pathway for On-Site Vapor Migration from Groundwater to Indoor Air

Identified Area	Map Reference	COCs Identified in Area	Highest Concentration of COCs in Identified Area (ug/l)*	Property-Specific Applicable Standard (ug/l)	Method Used for Deriving Applicable Standard	Method of Achieving Applicable Standards	Concentrations of COCs in Identified Area After Remediation
IA-2 Boiler House and Maintenance Buildings	Building 40, 41 and 42 (includes data from MW-2, MW-5, MW-9 and MW-10)	VOCs	Acetone 860 Benzene 1 Chloroform 1.6 1,1-Dichloroethane 3,100 1,1,1-Dichloroethane 660 cis-1,2-Dichloroethane 22,000 trans-1,2-Dichloroethane 130 Ethylbenzene 1.8 Tetrachloroethene 7,700 Toluene 140 1,1,1-Trichloroethane 23,000 Trichloroethene 7,000 Xylenes, total 8.7	Total cancer risk <10E-5 and Total noncancer risk < 1 Hazard Index	Vapor migration from groundwater using USEPA version (2004b) of the Johnson and Ettinger (1991) vapor migration model	Modeling Demonstrates Total Cancer Risk and Total Noncancer Risk Standards Met (assuming drain cover, toe drain pumping, and no cracks as discussed in O&M Plan)	N/A
IA-4 Former Solvent Unloading, Storage and Distribution	East of Building 35 (includes data from MW-7, MW-8, MW-13 and MW-14)	VOCs	Acetone 130 1,1-Dichloroethane 1,300 1,1,1-Dichloroethane 990 cis-1,2-Dichloroethane 15,000 trans-1,2-Dichloroethane 130 Tetrachloroethene 32,000 Toluene 280 1,1,1-Trichloroethane 15,000 Trichloroethene 12,000 Vinyl Chloride 140	Total cancer risk <10E-5 and Total noncancer risk < 1 Hazard Index	Vapor migration from groundwater using USEPA version (2004b) of the Johnson and Ettinger (1991) vapor migration model. **	Modeling Demonstrates Total Cancer Risk and Total Noncancer Risk Standards Met (assuming drain cover, toe drain pumping, and no cracks as discussed in O&M Plan)	N/A

* Based on groundwater sampling results from June 9, 2005 and July 2000.
 ** - Note that this model also contains vapor migration from COCs in soil proximal to Bldg 35 (see Table 2-5a for representative concentrations in soil).

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Table 2-4b. Final Representative Concentrations of Constituents of Concern for Groundwater Exposure Pathway on Property.

Complete Pathway for On-Site Vapor Migration from Groundwater to Indoor Air

Identified Area	Map Reference	COCs Identified in Area	Highest Concentration of COCs in Identified Area (ug/l)**	Property-Specific Applicable Standard (ug/l)	Method Used for Deriving Applicable Standard	Method of Achieving Applicable Standards	Concentrations of COCs in Identified Area After Remediation
All IAs	MW-1 through MW-32, MW-36 through MW-38, PW-1 through PW-5, PW-7R through PW-10, CTLA-4 & CTLA-5, SP-1 & SP-2, Toe and Tunnel Sumps	VOCs	Acetone 1,300 JB Benzene 1.3 Carbon disulfide 1.2 Carbon tetrachloride 170 Chloroform 3.2 1,2-Dibromoethane 240 1,1-Dichloroethane 3,100 1,2-Dichloroethane 13 1,1,-Dichloroethene 990J cis-1,2-Dichloroethene 26,000 trans-1,2-Dichloroethene 230 Ethylbenzene 2.3 Tetrachloroethene 32,000 Toluene 280J 1,1,1-Trichloroethane 33,000J Trichloroethene 15,000 Trichlorofluoromethane 4.0 Vinyl chloride 480 Xylene, total 12	130,000,000 34,000 300,000 7,500 40,000 1,600 3,600,000 29,000 120,000 280,000 480,000 1,200,000 77,000 1,300,000 7,000,000 120,000 2,600,000 8,500 150,000	Vapor migration from groundwater using USEPA version (2004b) of the Johnson and Ettinger (1991) vapor migration model	On-Site: Deed Restriction for Groundwater Usage on Property Off-Site: Monitored Natural Attenuation. Modeling (under non-pumping conditions) Demonstrates UPUS Met at Downgradient Property Boundary. Monitored Natural Attenuation to be verified through implementation of O&M Plan	N/A

** Highest detected concentrations observed at the site between 1997 and 2005.

ug/l – Micrograms per liter

J – Estimated value

B – Detected in blank

3.0) CONCLUSIONS

The foregoing is a summary of the NFA Letter submitted for Lucent Technologies by Bradford S. White of Weston Solutions, Inc., as Certified Professional (CP146), pursuant to OAC Rule 3745-300-05. No Further Action is required for the subject property, located at 6200 East Broad Street, Columbus, Ohio.

Remedial activities, confirmed through confirmation sampling, were used to achieve applicable standards, protective of human health and the environment. The points of compliance were:

- two-feet below ground surface for protecting commercial/industrial users from direct contact to COCs in soil,
- the vadose zone for protecting construction/excavation workers from direct contact to COCs in soil,
- the property boundary for groundwater emanating from the property, and
- indoor air.

No Further Action was achieved through an active remedy to control indoor air in the Boiler House, through use of institutional controls in the form of Uniform Environmental Covenant stipulating that the property will only be used for commercial or industrial purposes and groundwater will not be used, and by implementing an O&M Plan.

A complete copy of the NFA Letter is on file with the Ohio EPA, Department of Emergency and Remedial Response, Voluntary Action Program. The NFA Letter will be made available by the Agency upon request. The number for the Ohio EPA/DERR/VAP is (614) 644-2924.

EXECUTIVE SUMMARY AND FILING DOCUMENT

Mr. White can be contacted at (513) 939-8244 to discuss this voluntary action.

Director's Final Findings & Orders – Covenant Not to Sue
Lucent Columbus Works
Attachments

Attachment 4
Environmental Covenant

**ENVIRONMENTAL COVENANT
6200 EAST BROAD STREET, COLUMBUS, OHIO**

This Environmental Covenant is entered into by and among the entities listed on Exhibit A attached hereto (collectively referred to herein as "IP of A Entities"), Mount Carmel Health System, an Ohio nonprofit corporation ("Mount Carmel"), Moo Moo East Broad, LLC, an Ohio limited liability company ("Moo Moo"), and Empire Ventures/6200 E. Broad, LLC, an Ohio limited liability company ("Empire Ventures") (collectively referred to as the "Owners"), and the Ohio Environmental Protection Agency ("Ohio EPA"), pursuant to Ohio Revised Code ("R.C.") §§5301.80 to 5301.92 for the purpose of subjecting the Property (as hereinafter defined) to the activity and use limitations set forth herein.

WHEREAS, Alcatel-Lucent USA Inc., formerly known as Lucent Technologies Inc., a Delaware corporation with its principal place of business located at 600-700 Mountain Avenue, Murray Hill, NJ, 07974-0636 ("Lucent"), is the former owner of the Property and has undertaken a voluntary action with respect to Property, which is located at 6200 East Broad Street, Columbus, Franklin County, Ohio. The voluntary action was conducted under Ohio's Voluntary Action Program (the "VAP"), pursuant to R.C. Chapter 3746 and Ohio Administrative Code ("OAC") Chapter 3745-300. Lucent is no longer an owner of any part of the Property, but leases a portion of the Property.

WHEREAS, the VAP remedy identified for the Property includes, among other things, activity and use limitations as set forth in this Environmental Covenant. Bradford S. White, a VAP Certified Professional (CP 146), issued a no further action ("NFA") letter for the Property on June 19, 2006 ("NFA Letter") and thereafter submitted the NFA Letter to Ohio EPA with a request for a Covenant Not to Sue ("CNS") for the Property ("NFA Letter 06NFA241"). Ohio EPA received NFA Letter 06NFA241 on June 30, 2006. Three addendums to the NFA letter were also issued: Addendum I on December 7, 2006, Addendum II on August 10, 2007 and Addendum III on November 21, 2007.

WHEREAS, the activity and use limitations identified herein support the issuance of the NFA Letter and a CNS for the Property. The activity and use limitations protect against exposure to the hazardous substances and petroleum in soil and groundwater on or underlying the Property. The activity and use limitations identified herein are intended to supersede and replace, in their entirety, those property restrictions previously placed on the Property and other property pursuant to a Declaration of Use Restrictions recorded as Instrument No. 200302260057116, with the Franklin County, Ohio Recorder on February 26, 2003.

WHEREAS, the Property which is the subject of this environmental covenant is a former manufacturing facility which has undergone investigation and remediation pursuant to the VAP. An overview of the voluntary action is contained in the NFA Letter Executive Summary which may be viewed as an exhibit to the CNS issued for the

Property and which is recorded with the Franklin County Recorder's Office. The CNS, Executive Summary, or complete NFA Letter for the Property can also be reviewed by contacting the Records Management Officer, Ohio EPA, Division of Emergency and Remedial Response, Voluntary Action Program, 50 West Town Street, P.O. Box 1049, Columbus, Ohio 43216-1049, or by telephone at (614) 644-2924, or at Ohio EPA Central District Office, 50 West Town Street, P.O. Box 1049, Columbus, Ohio 43216-1049, or by telephone at (614) 728-3778.

WHEREAS, the NFA Letter and CNS are also issued based on remedial activities implemented under an Operation & Maintenance (O&M) Agreement, which has also been recorded as an exhibit with the CNS with the Franklin County Recorder's Office. The Agreement includes as its Exhibits an O&M Plan and Risk Mitigation Plan that define certain ongoing activities and responsibilities of Lucent and the Owners, or any future Transferees of the O&M Agreement.

Now therefore, the Owners and Ohio EPA agree to the following:

1. Environmental Covenant. This instrument is an environmental covenant developed and executed pursuant to R.C. §§5301.80 to 5301.92 (the "Environmental Covenant").
2. Property. This Environmental Covenant concerns an approximately 160.259 acre tract of real property located at 6200 East Broad Street, Columbus, Franklin County, Ohio, and which consists of that portion of real property described on Exhibit B which is owned by IP of A Entities, that portion of real property described on Exhibit C which is owned by Mount Carmel, that portion of real property described on Exhibit D which is owned by Empire Ventures and that portion of the real property described on Exhibit E which is owned by Moo Moo. Exhibit B, Exhibit C, Exhibit D and Exhibit E are attached hereto and hereby incorporated by reference herein, and are collectively referred to herein as the "Property."
3. Owners. The IP of A Entities, whose principal offices are listed on Exhibit A, Mount Carmel, whose principal offices are located at 6150 East Broad Street, Columbus, Ohio, 43213, Moo Moo, whose principal offices are located at 42 Hill Road South, Pickerington, Ohio 43147, and Empire Ventures, whose principal offices are located at 150 East Broad Street, Columbus, Ohio, 43215, are collectively the current owners of the Property ("Owners").
4. Holders. The Owners and Lucent are the Holders of this Environmental Covenant ("Holders"). Lucent has a beneficiary interest in the terms of this Environmental Covenant and a right to pursue enforcement of its provisions.
5. Activity and Use Limitations. As part of the voluntary action described in the NFA Letter, and as a portion of the VAP remedy under the Ohio EPA VAP to protect

against exposure to hazardous substances and/or petroleum on the Property, the Owners and all future Transferees hereby impose and agree to comply with the following activity and use limitations:

A. Limitation for Commercial or Industrial Land Uses

The Property is hereby limited to commercial or industrial land use only, as defined in OAC 3745-300-08(B)(2)(c)(ii) and (B)(2)(c)(iii) (effective on October 21, 2002).

OAC 3745-300-08(B)(2)(c)(ii) defines *commercial land use* as "land use with potential exposure of adult workers during a business day and potential exposure of adults and children who are customers, patrons, or visitors to commercial facilities during the business day. Commercial land use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Examples of commercial land uses include but are not limited to warehouses; building supply facilities; retail gasoline stations; automobile service stations; automobile dealerships; retail warehouses; repair and service establishments for appliances and other goods; professional offices; banks and credit unions; office buildings; retail businesses selling foods or merchandise; golf courses; hospitals and clinics; religious institutions; hotels; motels; and parking facilities."

OAC 3745-300-08(B)(2)(c)(iii) defines *industrial land use* as "land use with potential exposure of adult workers during a business day and potential exposures of adults and children who are visitors to industrial facilities during the business day. Industrial land use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Examples of industrial land uses include, but are not limited to: lumberyards; power plants; manufacturing facilities such as metalworking shops, plating shops, blast furnaces, coke plants, oil refineries, brick factories, chemical plants and plastics plants; assembly plants; non-public airport areas; limited access highways; railroad switching yards; and marine port facilities."

B. Limitation Prohibiting Groundwater Extraction and Uses

No groundwater located in, on, or underlying the Property shall be extracted for any purposes, potable or otherwise, except: (i) for the purpose of any Property groundwater investigation, groundwater monitoring program or remedial activities, including, but not limited, to those conducted under R.C. Chapters 3734, 3746, and 6111; or (ii) in

conjunction with construction or excavation activities or maintenance of subsurface utilities. Groundwater extracted pursuant to the aforementioned exceptions may not be used for any purpose, potable or otherwise.

6. Running with the Land. This Environmental Covenant shall be binding upon the Owners, occupants and Transferees of the Property and all of their respective assigns and successors in interest, and shall run with the land, pursuant to R.C. §5301.85, subject to amendment or termination as set forth herein. The term "Transferee," as used in this Environmental Covenant, shall mean any future owner of any interest in the Property or any portion thereof, including, but not limited to, owners of an interest in fee simple or leasehold, mortgagees, easement holders, and/or lessees.

Notwithstanding the foregoing, this Environmental Covenant shall impose no obligations whatsoever on any persons or entities, including Owners or any Transferee, once those persons or entities have divested themselves of their interest(s) in the Property.

7. Compliance Enforcement. Compliance with this Environmental Covenant may be enforced pursuant to R.C. §5301.91 or other applicable law. Failure to timely enforce compliance with this Environmental Covenant or the use limitations contained herein by any party shall not bar subsequent enforcement by such party and shall not be deemed a waiver of the party's right to take action to enforce any provision of this Environmental Covenant. Nothing in this Environmental Covenant shall restrict the Director of Ohio EPA from exercising any authority under applicable law in order to protect public health or safety or the environment. The provisions of this Paragraph 7 shall apply to Owners and Transferees only during Owners' duration of ownership, and thereafter shall apply to any subsequent Transferee. Pursuant to R.C. § 3746.05, if the Property or any portion thereof is put to a use that does not comply with this Environmental Covenant (any activity and use limitation herein), the Covenant Not to Sue issued for the Property by the Director of Ohio EPA under R.C. § 3746.12 is void on and after the date of the commencement of the noncomplying use.

8. Rights of Access. Each Owner, or any Transferee, as applicable, hereby: (i) grants to Ohio EPA or its authorized representatives or contractors, upon notification and stating the purpose of the inspection, the right of access to the Property at reasonable times in connection with the implementation or enforcement of this Environmental Covenant and, (ii) grants to Lucent or other persons responsible for performing environmental remediation work pursuant to Ohio EPA or, other regulatory authority having jurisdiction over the Property, right of access to its respective portions of the Property as reasonably necessary to perform the remediation work.

9. Notice Upon Conveyance. Each instrument hereafter conveying any

interest in the Property or any portion of the Property shall contain a notice of the activity and use limitations set forth in this Environmental Covenant, and provide the recorded location of this Environmental Covenant. The notice shall be substantially in the following form:

THE INTEREST CONVEYED HEREBY IS SUBJECT TO AN ENVIRONMENTAL COVENANT, DATED ____ 200__, RECORDED IN THE OFFICIAL RECORDS OF FRANKLIN COUNTY ON _____, 200__, AS INSTRUMENT NUMBER _____. THE ENVIRONMENTAL COVENANT CONTAINS THE FOLLOWING ACTIVITY AND USE LIMITATIONS:

As part of the voluntary action described in the NFA Letter, and as a portion of the VAP remedy under the Ohio EPA VAP to protect against exposure to hazardous substances and/or petroleum on the Property, the Owners and Transferees hereby impose and agree to comply with the following activity and use limitations:

A. Limitation for Commercial or Industrial Land Uses.

The Property is hereby limited to commercial or industrial land use only, as defined in OAC 3745-300-08(B)(2)(c)(ii) and (B)(2)(c)(iii) (effective on October 21, 2002).

OAC 3745-300-08(B)(2)(c)(ii) defines *commercial land use* as "land use with potential exposure of adult workers during a business day and potential exposure of adults and children who are customers, patrons, or visitors to commercial facilities during the business day. Commercial land use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Examples of commercial land uses include but are not limited to warehouses; building supply facilities; retail gasoline stations; automobile service stations; automobile dealerships; retail warehouses; repair and service establishments for appliances and other goods; professional offices; banks and credit unions; office buildings; retail businesses selling foods or merchandise; golf courses; hospitals and clinics; religious institutions; hotels; motels; and parking facilities."

OAC 3745-300-08(B)(2)(c)(iii) defines *industrial land use* as "land use with potential exposure of adult workers during a business day and potential exposures of adults and children who are visitors to industrial facilities during the business day. Industrial land use has potential exposure of adults to dermal contact with soil, inhalation of vapors and particles from soil and ingestion of soil. Examples of industrial land uses include, but are not limited to: lumberyards;

power plants; manufacturing facilities such as metalworking shops, plating shops, blast furnaces, coke plants, oil refineries, brick factories, chemical plants and plastics plants; assembly plants; non-public airport areas; limited access highways; railroad switching yards; and marine port facilities.”

B. Limitation Prohibiting Groundwater Extraction and Uses.

No groundwater located in, on, or underlying the Property shall be extracted for any purposes, potable or otherwise, except: (i) for the purpose of any Property groundwater investigation, groundwater monitoring program or remedial activities, including, but not limited, to those conducted under R.C. Chapters 3734, 3746, and 6111; or (ii) in conjunction with construction or excavation activities or maintenance of subsurface utilities. Groundwater extracted pursuant to the aforementioned exceptions may not be used for any purpose, potable or otherwise.

Each Owner or any subsequent Transferee, as applicable, shall notify Ohio EPA and Lucent (as a Holder) within thirty (30) days after each conveyance of an interest in any portion of the Property. Owners' and future Transferees notice shall include the name, address and phone number of the Transferee and their authorized contact person if applicable, a copy of the deed or other documentation evidencing the conveyance, and a legal description of the Property conveyed including a survey map that shows the boundaries of the property being transferred.

10. Representations and Warranties. Each Owner, severally, hereby represents and warrants to the other signatories hereto:

- A. that such Owner is the sole owner of its respective portion of the Property described in Paragraph 2 above;
- B. that such Owner holds fee simple title to its respective portion of the Property;
- C. that such Owner has the power and authority to enter into this Environmental Covenant, to grant the rights and interests herein provided and to carry out all of its respective obligations hereunder; and
- D. that this Environmental Covenant will not materially violate or contravene or constitute a material default under any other agreement, document or instrument to which such Owner is a party or by which such Owner may be bound or affected.

11. Amendment or Termination. This Environmental Covenant may be amended or terminated only by consent of all of the following: all of the then Owners and any Transferees, if and as applicable, and the Ohio EPA, pursuant to R.C. §5301.90 and other applicable law. The term "amendment," as used in this Environmental Covenant, shall mean any changes to the Environmental Covenant, including the activity and use limitations set forth herein, or the elimination of one or more activity and use limitations when there is at least one limitation remaining. The term "termination," as used in this Environmental Covenant, shall mean the elimination of all activity and use limitations set forth herein and all other obligations under this Environmental Covenant.

Within thirty (30) days of signature by all requisite parties on any Amendment or Termination of this Environmental Covenant, the Owners and all Transferees, as applicable, shall file such instrument for recording with the Official Records of Franklin County, and shall provide a file- and date-stamped copy of the recorded instrument to Ohio EPA and Lucent.

12. Severability. If any provision of this Environmental Covenant is found to be unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.

13. Governing Law. This Environmental Covenant shall be governed by and interpreted in accordance with the laws of the State of Ohio.

14. Recordation. Within thirty (30) days after the date of the final required signature upon this Environmental Covenant, Lucent shall file this Environmental Covenant for recording, in the same manner as a deed to the Property, with the Official Records of Franklin County, Ohio, for the Owners' respective properties.

15. Effective Date. The effective date of this Environmental Covenant shall be the date upon which the fully executed Environmental Covenant has been recorded on each of the Owners' respective properties as a deed record for the Property with the Official Records of Franklin County, Ohio. Consistent with the Covenant Not to Sue for the Property, the effective date of the Covenant Not to Sue shall occur on the date when the Environmental Covenant has been recorded for all portions of the Property.

16. Distribution of Environmental Covenant. Lucent shall distribute file- and date-stamped copies of the recorded Environmental Covenant to Ohio EPA. Lucent shall provide a copy of the recorded Environmental Covenant(s) to the City of Columbus, Ohio.

17. Notice. Unless otherwise notified in writing by or on behalf of Owners, Ohio EPA, or Lucent, any document or communication required by this Environmental Covenant shall be submitted to:

Manager, Voluntary Action Program
Ohio EPA Division of Emergency and Remedial Response
P.O. Box 1049
Columbus, Ohio 43216-1049

Alcatel-Lucent USA Inc.
600 Mountain Avenue
Murray Hill, NJ 07974
Attn: Environmental Health & Safety Manager

IPofA Entities
c/o First Choice Venture Management
273 Main St.
Wadsworth, OH 44281
Attention: Joe Dickinson

Mount Carmel Health System
6150 East Broad Street
Third Floor
Columbus, OH 43213
Attention: Chief Financial Officer

And

Empire Ventures/6200 E. Broad, LLC
150 East Broad Street
Suite 800
Columbus, OH 43215
Attention: Frank Kass, Chairman

Unless otherwise agreed to in writing by the parties, notice shall be made by Certified Mail, return receipt requested.

The undersigned representatives of the Owners and other Holders represent and certify that they are authorized to execute this Environmental Covenant.

18. Counterparts. This Environmental Covenant may be executed in two or more counterparts, which, taken together, shall constitute collectively one (1) agreement. Any signature, witness's signature, or both, appearing on a counterpart of this Environmental Covenant shall be deemed to appear on all other counterparts of this

Environmental Covenant and the signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

IT IS SO AGREED:

OWNERS:

**[THE BALANCE OF THIS PAGE IS BLANK AND SIGNATURES ARE ON
FOLLOWING PAGES]**

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Luis Obispo }

On 3/17/09 before me, Maia McKee Notary Public
Date Here Insert Name and Title of the Officer

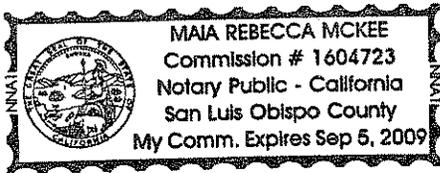
personally appeared John Doherty
(Name(s) of Signer(s))

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) (s) are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in (his)/her/their authorized capacity(ies), and that by (his)/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Maia McKee
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Environmental Covenant

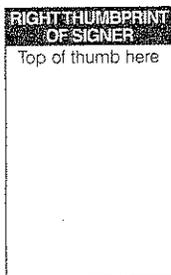
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

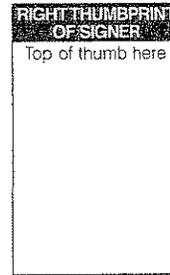
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 16.00000%.

IPofA Columbus Works 2, LLC,
a Delaware limited liability company

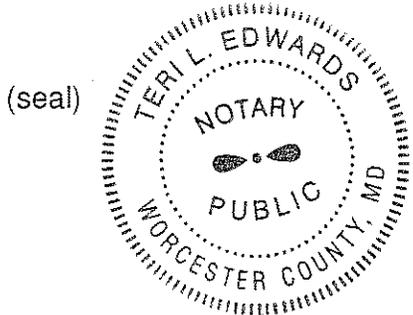
By: The Holland Family, LLC,
sole member

By: *James R. Bergey, Jr.*
James R. Bergey, Jr., Trustee

By: *Charles H. Shorley*
Charles H. Shorley, Trustee

STATE OF Maryland)
Worcester) SS:
COUNTY OF ↓)

BE IT REMEMBERED, that on this 16th day of March, 2009, the
foregoing instrument was acknowledged before me by The Holland Family
as Sole member of IPofA Columbus Works 2, LLC, a
Delaware limited liability company.



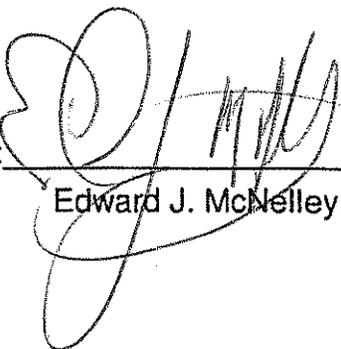
Teri L. Edwards
Notary Public

My Commission Expires:
08/01/09

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 0.87000%.

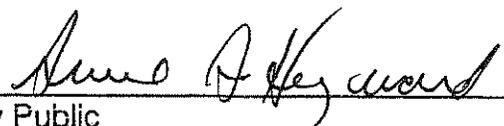
IPofA Columbus Works 4, LLC,
a Delaware limited liability company

By: 
Edward J. McNeilley, sole member

STATE OF)
) SS:
COUNTY OF)

BE IT REMEMBERED, that on this 1st day of March, 2009, the foregoing instrument was acknowledged before me by Ed, as sole member of IPofA Columbus Works 4, LLC, a Delaware limited liability company.

(seal)


Notary Public

My Commission Expires:

2/18/11

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 0.87000%.

IPofA Columbus Works 5, LLC,
a Delaware limited liability company

By: Joan E. McNelley
Joan E. McNelley, sole member

STATE OF Massachusetts)
COUNTY OF Suffolk) SS:

BE IT REMEMBERED, that on this 16th day of March, 2009, the foregoing instrument was acknowledged before me by Joan McNelley, as Sole member of IPofA Columbus Works 5, LLC, a Delaware limited liability company.

(seal)

Ann S. Fitzgerald
Notary Public

My Commission Expires:

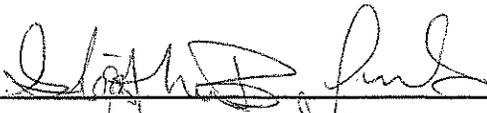
2/15/11

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 21.33520%.

IPofA Columbus Works 6, LLC,
a Delaware limited liability company

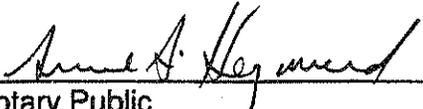
By: Nomist Realty and Construction, LLC,
sole member

By: 
Stephen B. Fink, Managing member

STATE OF Massachusetts
COUNTY OF Suffolk) SS:

BE IT REMEMBERED, that on this 16th day of March, 2009, the foregoing instrument was acknowledged before me by Stephen B. Fink, as Managing Member of Nomist Realty and Construction, IPofA Columbus Works 6, LLC, a Delaware limited liability company. Sole member of

(seal)


Notary Public

My Commission Expires:

2/18/11

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 2.90000%.

IPofA Columbus Works 8, LLC,
a Delaware limited liability company

By: Preston Lane Storage, Ltd.,
sole member

By: *John Doherty*
John Doherty, [Title] *General Partner*

STATE OF _____)
) SS:
COUNTY OF _____)

BE IT REMEMBERED, that on this _____ day of _____, 2009, the foregoing instrument was acknowledged before me by _____, as _____ of IPofA Columbus Works 8, LLC, a Delaware limited liability company.

(seal)

Notary Public *See attached*

My Commission Expires:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Luis Obispo }

On 3/17/09 before me, Maia McKee Notary Public
Date Here Insert Name and Title of the Officer

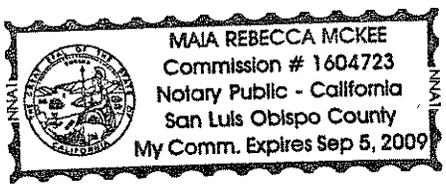
personally appeared John Doherty
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Maia McKee
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Environmental Covenant

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

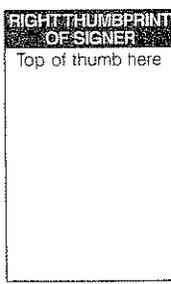
Capacity(ies) Claimed by Signer(s)

- Signer's Name: _____
- Individual
 - Corporate Officer — Title(s): _____
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____



Signer Is Representing: _____

- Signer's Name: _____
- Individual
 - Corporate Officer — Title(s): _____
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____



Signer Is Representing: _____

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

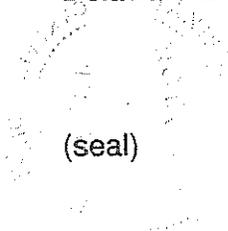
Ownership percentage of co-owner listed is 1.10000%.

IPofA Columbus Works 9, LLC,
a Delaware limited liability company

By: Ethelreda Hope
Ethelreda Hope, sole member

STATE OF)
) SS:
COUNTY OF)

BE IT REMEMBERED, that on this 16th day of March, 2009, the foregoing instrument was acknowledged before me by Ethelreda Hope, as IPofA entities #9/owner of IPofA Columbus Works 9, LLC, a Delaware limited liability company.



(seal)

Tanisha Vanover
Notary Public

My Commission Expires:

6/5/2014

TANISHA VANOVER
Notary Public, Oakland, Michigan
Acting in Oakland County
My Commission Expires June 5, 2014

ENVIRONMENTAL COVENANT
6200 EAST BROAD STREET, COLUMBUS, OHIO
Page 22

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 5.00000%.

IPofA Columbus Works 12, LLC,
a Delaware limited liability company

By: Melvin Pearl Descendants Trust,
sole member

By: Melvin Pearl, Trustee
Melvin Pearl, Trustee

STATE OF Illinois)
COUNTY OF Cook) SS:

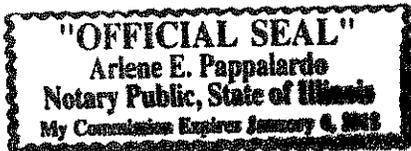
BE IT REMEMBERED, that on this 16th day of March, 2009, the
foregoing instrument was acknowledged before me by Melvin Pearl,
as Trustee of IPofA Columbus Works 12, LLC, a
Delaware limited liability company.

(seal)

Arlene Pappalardo
Notary Public

My Commission Expires:

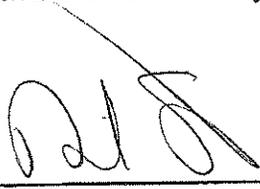
11/4/2012



SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 0.88000%.

IPofA Columbus Works 14, LLC,
a Delaware limited liability company

By: 

David Spertner, sole member

STATE OF Massachusetts
COUNTY OF Suffolk) SS:

BE IT REMEMBERED, that on this 17th day of March, 2009, the foregoing instrument was acknowledged before me by David Spertner, as Sole member of IPofA Columbus Works 14, LLC, a Delaware limited liability company.

(seal)


Notary Public

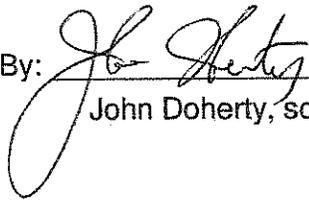
My Commission Expires:

2/18/11

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 2.08290%.

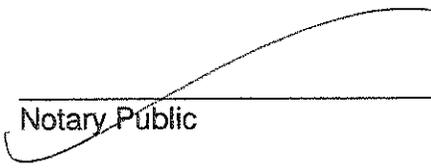
IPofA Columbus Works 15, LLC,
a Delaware limited liability company

By: 
John Doherty, sole member

STATE OF _____)
) SS:
COUNTY OF _____)

BE IT REMEMBERED, that on this _____ day of _____, 2009, the
foregoing instrument was acknowledged before me by _____,
as _____ of IPofA Columbus Works 15, LLC, a
Delaware limited liability company.

(seal)

 *See attached*
Notary Public

My Commission Expires:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Luis Obispo }

On 3/17/09 before me, Maia McKee Notary Public
Date Here Insert Name and Title of the Officer

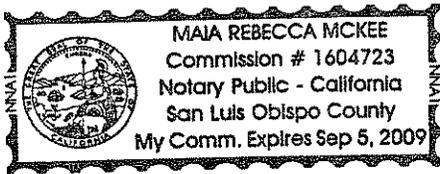
personally appeared John Doherty
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Maia McKee
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: environmental covenant

Document Date: _____ Number of Pages: _____

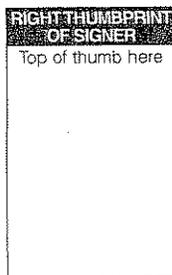
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

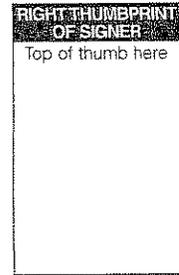
Signer Is Representing: _____



Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 0.16950%.

IPofA Columbus Works 16, LLC,
a Delaware limited liability company

By: *Robert Doherty*
Robert Doherty, member

By: *Pam Doherty*
Pam Doherty, member

STATE OF CA)
COUNTY OF Los Angeles) SS:

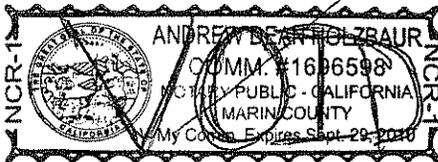
Att.

BE IT REMEMBERED, that on this 17 day of March, 2009, the foregoing instrument was acknowledged before me by Robert Doherty & Pam Doherty as Member/owner of IPofA Columbus Works 16, LLC, a Delaware limited liability company.

(seal)

Alan D. Hoff
Notary Public

My Commission Expires:
9/29/10



(See Attached)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On 3/17/09 before me, Andrew Dean Holzbaur
Date Here Insert Name and Title of the Officer

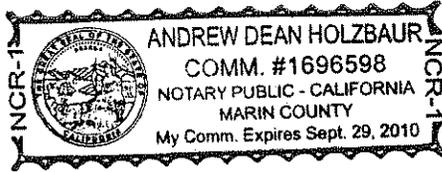
personally appeared Robert Doherty & Pam Doherty
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Andrew D. Holzbaur
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Exhibit "E"

Document Date: 3/17/09 Number of Pages: 1

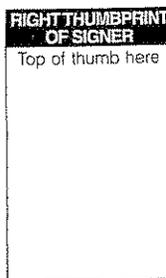
Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

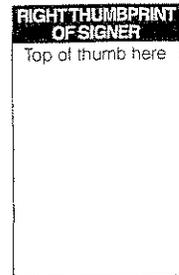
Signer Is Representing: _____



Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

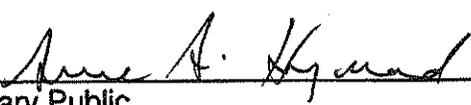
Ownership percentage of co-owner listed is 2.40000%.

IPofA Columbus Works 17, LLC,
a Delaware limited liability company

By: 
Stephen B. Fink, sole member

STATE OF Massachusetts,
COUNTY OF Suffolk) SS:

BE IT REMEMBERED, that on this 16th day of March, 2009, the foregoing instrument was acknowledged before me by Stephen B. Fink, as sole member of IPofA Columbus Works 17, LLC, a Delaware limited liability company.

(seal) 
Notary Public

My Commission Expires:
2/18/11

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 0.53640%.

IPofA Columbus Works 21, LLC,
a Delaware limited liability company

By: David A. Dirubbo
David A. Dirubbo, sole member

STATE OF Massachusetts
COUNTY OF Suffolk) SS:

BE IT REMEMBERED, that on this 17th day of March, 2009, the foregoing instrument was acknowledged before me by David Dirubbo, as sole member of IPofA Columbus Works 21, LLC, a Delaware limited liability company.

(seal)

David A. Dirubbo
Notary Public

My Commission Expires:

2/18/11

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 0.53640%.

IPofA Columbus Works 22, LLC,
a Delaware limited liability company

By: Jacqueline A. Dirubbo
Jacqueline A. Dirubbo, sole member

STATE OF Massachusetts)
COUNTY OF Suffolk) SS:

BE IT REMEMBERED, that on this 17th day of March, 2009, the foregoing instrument was acknowledged before me by Jacqueline A. Dirubbo as sole member of IPofA Columbus Works 22, LLC, a Delaware limited liability company.

(seal)

Amie A. Keyser
Notary Public

My Commission Expires:

2/18/11

SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 1.32000%.

IPofA Columbus Works 27, LLC,
a Delaware limited liability company

By: George H. Buckle
George H. Buckle, sole member

STATE OF _____)
COUNTY OF _____) ss.

BE IT REMEMBERED, that on this _____ day of _____, 2009, the foregoing instrument was acknowledged before me by _____, as _____ of IPofA Columbus Works 27, LLC, a Delaware limited liability company.

(seal)

Notary Public

My Commission Expires:

See attached. Ca. Acknowledgment

3/19/09 - gm

ACKNOWLEDGMENT

State of: California

County of: Marin

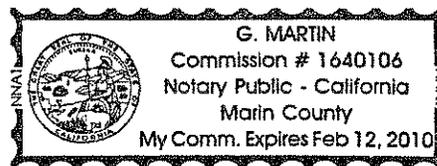
On March 19, 2009, before me, G. Martin, Public Notary
(name and title of the officer)

personally appeared - George H. Buckle

who proved to me on the basis of satisfactory evidence to be the person (s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she~~they executed the same in his/~~her~~their authorized capacity (ies), and that by his/~~her~~their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal



G. Martin
Signature of Notary Public

(seal)

All-purpose Acknowledgment California only

State of California

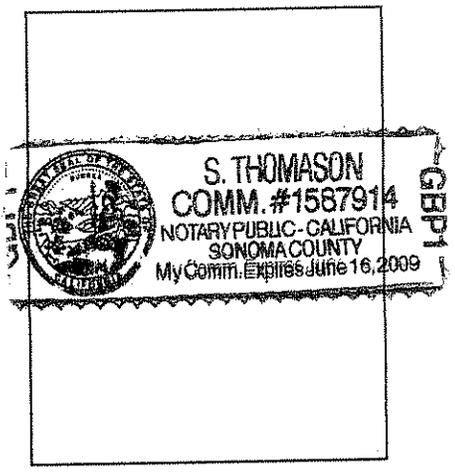
County of Marin

On March 16, 2009 before me, S. Thomason, Notary Public (here insert name and title of the officer),

personally appeared Linda Campbell

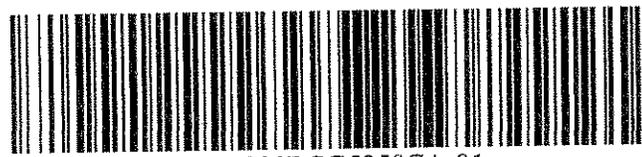
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



Signature [Handwritten Signature] WITNESS my hand and official seal.

Notary Seal



SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 1.60000%.

IPofA Columbus Works 30, LLC,
a Delaware limited liability company

By: The Kathleen E. Sanchez Revocable Trust,
Dated 11/17/94, sole member

By: Kathleen A Sanchez Trustee
Kathleen A. Sanchez, Trustee

STATE OF NEW MEXICO
COUNTY OF SAN RAFAEL) SS:

BE IT REMEMBERED, that on this 16 day of March, 2009, the foregoing instrument was acknowledged before me by KATHLEEN A Sanchez as SOLE MEMBER of IPofA Columbus Works 30, LLC, a Delaware limited liability company.

(seal)

Stephanie J
Notary Public

My Commission Expires:

10-27-2009



SIGNATURE PAGE OF A COLUMBUS WORKS "EXHIBIT B" CO-OWNER

Ownership percentage of co-owner listed is 2.26400%.

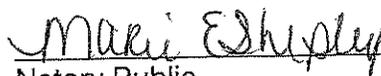
IPofA Columbus Works 31, LLC,
a Delaware limited liability company

By: 
Ray Procopio, sole member

STATE OF)
) SS:
COUNTY OF)

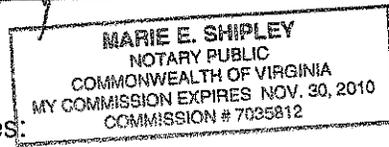
BE IT REMEMBERED, that on this 17th day of March, 2009, the foregoing instrument was acknowledged before me by RAYMOND PROCOPIO, as SOLE MEMBER of IPofA Columbus Works 31, LLC, a Delaware limited liability company.

(seal)


Notary Public

My Commission Expires:

11/30/10



MOUNT CARMEL HEALTH SYSTEM

Jacqueline A. Primeau
Signature of Owner

Jacqueline A. Primeau, Sr. V.P., Finance & CFO
Printed Name and Title

2/27/09
Date

State of Ohio)
) ss:
County of Franklin)

Before me, a notary public, in and for said county and state, personally appeared Jacqueline A. Primeau, a duly authorized representative of Mount Carmel Health System who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of Mount Carmel Health System.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 27th day of February, 2009.

Lorie E. Coleman
Notary Public



Lorie E. Coleman
Notary Public, State of Ohio
My Comm. Expires Sept. 8, 2011

EMPIRE VENTURES/6200 E. BROAD, LLC


Signature of Owner

Jonathan Ekass, President
Printed Name and Title

March 2, 2009
Date

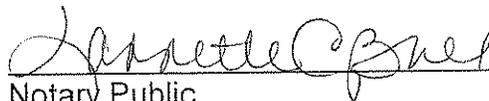
State of Ohio)
) ss:
County of Franklin)

Before me, a notary public, in and for said county and state, personally appeared Jonathan E. Kass, a duly authorized representative of Empire Ventures/6200 E. Broad, LLC who acknowledged to me that ~~[he/she]~~ did execute the foregoing instrument on behalf of Empire Ventures/6200 E. Broad, LLC.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 2nd day of March, 2009.



NANNETTE C. BUEL
Notary Public, State of Ohio
My Commission Expires 10-04-09


Notary Public

[The rest of this page is intentionally left blank]

ALCATEL-LUCENT USA INC.



Signature of Holder

Patrick D. Morrison, Vice President Real Estate
Printed Name and Title

February 20, 2009
Date

State of New Jersey)
) ss:
County of Union)

Before me, a notary public, in and for said county and state, personally appeared Patrick D. Morrison, a duly authorized representative of Alcatel-Lucent USA Inc. who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of Alcatel-Lucent USA Inc.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 27th day of February, 2009.



Notary Public

Lois L. Cansian
Notary Public of New Jersey
[The rest of this page is intentionally left blank] My Commission Expires May 7, 2010

OHIO ENVIRONMENTAL PROTECTION AGENCY

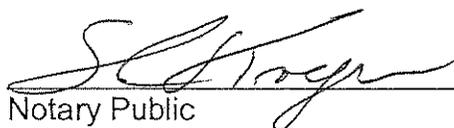

Chris Korleski, Director

Date 8/13/09

State of Ohio)
) ss:
County of Franklin)

Before me, a notary public, in and for said county and state, personally appeared Chris Korleski, the Director of Ohio EPA, who acknowledged to me that he did execute the foregoing instrument on behalf of the Ohio EPA.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 13th day of August, 2009.


Notary Public



SUSAN C. KROEGER
Attorney at Law
Notary Public
State of Ohio
Lifetime Commission

[The rest of this page is intentionally left blank]

EXHIBIT A

IPofA COLUMBUS WORKS 1, LLC
12171 Kestrel Road
Klamath Falls, Oregon 97601

IPofA COLUMBUS WORKS 2, LLC
616 William Street
Berlin, Maryland 21811

IPofA COLUMBUS WORKS 3, LLC
625 El Camino Del Mar
San Francisco, California 94121

IPofA COLUMBUS WORKS 4, LLC
9 Berridge Way
North Reading, Massachusetts 01864

IPofA COLUMBUS WORKS 5, LLC
9 Berridge Way
North Reading, Massachusetts 01864

IPofA COLUMBUS WORKS 6, LLC
142 Will Drive
Canton, Massachusetts 02021

IPofA COLUMBUS WORKS 7, LLC
5341 Apo Drive
Honolulu, Hawaii 96821

IPofA COLUMBUS WORKS 8, LLC
12171 Kestrel Road
Klamath Falls, Oregon 97601

IPofA COLUMBUS WORKS 9, LLC

ENVIRONMENTAL COVENANT
6200 EAST BROAD STREET, COLUMBUS, OHIO
Page 49

20981 Concord
Southfield, MI 48076

IPofA COLUMBUS WORKS 10, LLC
5550 Oakman Boulevard
Detroit, Michigan 48204

IPofA COLUMBUS WORKS 11, LLC
23 Strawberry Circle
Mill Valley, California 94941

IPofA COLUMBUS WORKS 12, LLC
525 W. Monroe
Chicago, Illinois 60661

IPofA COLUMBUS WORKS 13, LLC
1181 Crofton Avenue
Highland Park, Illinois 60035

IPofA COLUMBUS WORKS 14, LLC
275 Centre Street
Newton, Massachusetts 02458

IPofA COLUMBUS WORKS 15, LLC
12171 Kestrel Road
Klamath Falls, Oregon 97601

IPofA COLUMBUS WORKS 16, LLC
221 17th Street
Manhattan Beach, California 90266

IPofA COLUMBUS WORKS 17, LLC
58 Weatherbee Drive
Westwood, Massachusetts 02090

IPofA COLUMBUS WORKS 18, LLC

2 Turnberry Lane
Dearborn, Michigan 48120

IPofA COLUMBUS WORKS 19, LLC
33 Cypress Way
Rolling Hills, Estates, California 90274

IPofA COLUMBUS WORKS 20, LLC
c/o R.M. Management Co., LLC
4033 Via Valmonte
Palos Verdes Estates, California 90274

IPofA COLUMBUS WORKS 21, LLC
554 Turnpike Street
Stoughton, Massachusetts 02072

IPofA COLUMBUS WORKS 22, LLC
554 Turnpike Street
Stoughton, Massachusetts 02072

IPofA COLUMBUS WORKS 23, LLC
62 W. Huron
Chicago, Illinois 60610

IPofA COLUMBUS WORKS 24, LLC
38 Terry Circle
Novato, California 94947

IPofA COLUMBUS WORKS 25, LLC
25825 Forest Drive
Escondido, California 92026

IPofA COLUMBUS WORKS 26, LLC
26106 Creekside Drive
New Hudson, Michigan 48165

IPofA COLUMBUS WORKS 27, LLC

ENVIRONMENTAL COVENANT
6200 EAST BROAD STREET, COLUMBUS, OHIO
Page 51

44 Indian Rock Court
San Anselmo, California 94960

IPofA COLUMBUS WORKS 28, LLC
2 Meadowlark Court
Novato, California 94947

IPofA COLUMBUS WORKS 29, LLC
32209 Hull Avenue
Farmington Hills, Michigan 48336

IPofA COLUMBUS WORKS 30, LLC
3565 New Castle SE
Rio Rancho, New Mexico 87124

IPofA COLUMBUS WORKS 31, LLC
3 Queens Cove Lane
Cobbs Creek Virginia 23035

IPofA COLUMBUS WORKS 32, LLC
23 Main Street
Eatontown, New Jersey 07724

GEARHART DEVELOPMENT CORP. 401K PLAN
6025 Alcantara Avenue
Atascadero, Californian 93422

Exhibit B

IP of A Entities Property (84.083 Acres)

Situate in the State of Ohio, County of Franklin, City of Columbus, lying in Quarter Township 3, Township 1, Range 16, United States Military Lands, and being part of PARCEL ONE as conveyed to Continental/6200 East Broad, LLC. by deed of record in Instrument No. 200312110.392719 (all references refer to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly bounded and described as follows:

Beginning for Reference at a magnetic nail set marking the centerline intersection of East Broad Street (State Route 16) (width varies) and Taylor Station Road (98 foot R/W);

Thence North $03^{\circ} 56' 51''$ East, a distance of 1654.05 feet, with the centerline of said Taylor Station Road, to a magnetic nail set. Said magnetic nail being the TRUE POINT OF BEGINNING of the herein described tract;

Thence North $03^{\circ} 56' 51''$ East, a distance of 439.75 feet, continuing along said centerline to a magnetic nail set at the southwesterly corner of the 92.736 acre tract of land conveyed to M/I Homes of Central Ohio, LLC by deed of record in Instrument Number 200312110392756;

Thence with the southerly lines of said 92.736 acre tract the following courses and distances:

North $82^{\circ} 19' 49''$ East, a distance of 1378.24 feet, to an iron pin set; North $07^{\circ} 19' 31''$ West, a distance of 262.13 feet, to an iron pin set;

North $82^{\circ} 40' 29''$ East, a distance of 1843.61 feet, to an iron pin set in the westerly line of the 1.350 acre tract conveyed to Westminster 3 Medical Properties, LLC by deed of record Instrument No. 2000010110206182, being the westerly line of "OUTERBELT EAST COMMERCE PARK", as recorded in Plat Book 46, Page 4;

Thence South $04^{\circ} 04' 48''$ West, a distance of 1146.67 feet, with the westerly lines of said 1.350 acre tract, the 1,370 acre tract conveyed to Celco Partnership by deed of record in Instrument No. 200307230228066, the 1.098 acre tract conveyed to R. & C. Investments, LLC by deed of record in Instrument No. 199903310079056, the 1.099 acre tract conveyed to ASP, Inc, by deed of record in Instrument No. 199903290076187, the 1.000 acre tract conveyed to Telhio Credit Union, Inc. by deed of record in Official Record 13576 106, the 2.000 acre tract conveyed to the Columbus Telephone Employees Credit Union, Inc. by deed of record in Deed Book 3288, Page 382, the 1.876 acre tract conveyed to Gebhard W. Kerry, Jr. by deed of record in Official Record 26451 J11, and the 2.758 acre tract conveyed to ZRM Property Co. by deed of record in Instrument No. 199902220044107, being the westerly line of said "OUTERBELT EAST COMMERCE PARK", to an iron pin set at the northeasterly corner of the 24.704 acre tract of land conveyed to Empire Ventures/6200 E. Broad, LLC by deed of record in Instrument Number 200312110392762;

Thence South $82^{\circ} 11' 38''$ West, along the northerly line of said 24.704 acre tract, a distance of 843.45 feet, to an iron pin set;

Thence with the westerly lines of said 24.704 acre tract the following courses and distances:

South $07^{\circ} 29' 04''$ East, a distance of 346.24 feet, to an iron pin set;

Thence South $82^{\circ} 59' 33''$ West, a distance of 136.13 feet, to an iron pin set;

Thence South $07^{\circ} 00' 27''$ East, a distance of 237.36 feet, to an iron pin set;

Thence South $82^{\circ} 21' 28''$ West, across said PARCEL ONE, a distance of 1236.74 feet, to an iron pin set in an easterly line of the 43.837 acre tract of land conveyed to Mt. Carmel Health System by deed of record in Instrument Number 200312110392742;

Thence with the easterly lines of said 43.837 acre tract the following courses and

distances:

North 08° 00' 06" West, a distance of 249.89 feet, to an iron pin set;

South 82° 39' 14" West, a distance of 75.15 feet, to an iron pin set;

North 07° 20' 46" West, a distance of 769.03 feet, to an iron pin set at the northeasterly corner of said 43.837 acre tract;

Thence South 82° 41' 33" West, with the northerly line of said 43.837 acre tract, a distance of 786.03 feet, to the TRUE POINT OF BEGINNING. Containing 84.083 acres of land, more or less.

Subject, however, to all legal rights-of-way and/or easements, if any, of previous record.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths (13/16) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

Bearings are based on the Ohio State Plane Coordinate System as per NAD83 (1986 adjustment). Control for bearings was derived using the bearing of North 82° 21' 49" East for the centerline of East Broad Street as established from a series of GPS observations in October, 2003.

7

LIMITED WARRANTY DEED

Instr: 200312110352719 12/11/2003
Pages: 17 F: \$148.00 2:42PM
Robert G. Montgomery T20030144987
Franklin County Recorder BXL R C C

On this 11th day of December, 2003, LUCENT TECHNOLOGIES INC., a Delaware corporation (the "*Grantor*"), for valuable consideration paid hereby GRANTS, with limited warranty covenants, to CONTINENTAL/6200 E. BROAD, LLC, an Ohio limited liability company ("*Grantee*"), whose tax mailing address is 150 East Broad Street, Suite 800, Columbus, Ohio 43215, the real estate commonly known as 6200 East Broad Street, in the City of Columbus, the County of Franklin, the State of Ohio, which is more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "*Property*"), subject to that certain Declaration of Use Restrictions, dated February 21, 2003, which was recorded on February 26, 2003 as Instrument No. 200302260057116 in the real property records of the County of Franklin, the State of Ohio and those additional exceptions set forth on Exhibit B attached hereto and incorporated herein by reference (collectively, the "*Permitted Exceptions*").

Furthermore, Grantor does hereby GRANT, REMISE, RELEASE and forever QUIT-CLAIM, without warranty covenants, to Grantee said Property as re-described in separate parcels in Exhibit C attached hereto and incorporated herein by reference, subject to the Permitted Exceptions.

PRIOR INSTRUMENT REFERENCE: Instrument No. 200207230180184, in the Official Records of Franklin County, Ohio.

The Property is also known as tax parcel numbers 520-121089 and 170-000373.

SL01DOCS\1716970.2

TRANSFERRED

DEC 11 2003

JOSEPH W. TESTA
AUDITOR
FRANKLIN COUNTY, OHIO

31642
CONVEYANCE TAX
\$ 4,000.⁰⁰
JOSEPH W. TESTA
FRANKLIN COUNTY AUDITOR

IN WITNESS WHEREOF, Grantor has caused this Deed to be executed by its duly authorized representative as of the date set forth above.

GRANTOR:

LUCENT TECHNOLOGIES INC.
(a Delaware corporation)

By: *Vanessa Scaglione*
Name: Vanessa Scaglione
Title: Real Estate Vice President

STATE OF NEW JERSEY)
) ss.
COUNTY OF UNION)

On this 9 day of December, 2003, before me, a Notary Public, personally came Vanessa Scaglione, to me known to be the Real Estate Vice President of LUCENT TECHNOLOGIES INC., a Delaware corporation, and she did execute the foregoing instrument as the act and deed of LUCENT TECHNOLOGIES INC., a Delaware corporation.

Cheryl A. Jesse
NOTARY PUBLIC

COMMISSION EXPIRES:

Cheryl A. Jesse
Notary Public of New Jersey
My Commission Expires March 20, 2007

This instrument prepared by:
T. R. Davis, Esq.
Continental Real Estate Companies
150 East Broad Street, Suite 800
Columbus, Ohio 43215

EXHIBIT A

All that certain plat, piece or parcel of land lying and being in Franklin County, in the State of Ohio.

PARCEL ONE:

Situate in the State of Ohio, County of Franklin, and the Township of Jefferson and being part of Lot No. 15 of David Taylor's Subdivision of Quarter Township 3, Township 1, Range 16, United States Military Lands; also being all of that certain land conveyed to Thelma Lewis by Robert Hall Lewis by Quit Claim Deed and shown of record in Deed Book 1667, page 13 and being more particularly described as follows:

Beginning at a point in the easterly line of the aforementioned Lot No. 15, same point being N. 04° 02' 45" E. a distance of 396 ft., more or less, from the southeasterly corner of the aforementioned Lot No. 15, same point being the northeasterly corner of that certain tract of land conveyed by Urastus T. and Rebecca M. Ford to Carl M. Ford, as the same is shown of record in Deed Book 1785, page 130 of the aforementioned records;

thence from said point of beginning S. 81° 49' W. parallel to the centerline of East Broad Street and the southerly line of the aforementioned Lot No. 15 and passing the northeasterly corner of a certain tract conveyed by Urastus T. and Rebecca M. Ford to Theodore A. Ford and Esther I. Ford, as the same is shown of record in Deed Book 1362, page 468 of the aforementioned records, at 275 ft. more or less, a distance of 330.0 ft., more or less, to a point at the northwesterly corner of the aforementioned tract conveyed to Theodore A. Ford and Esther I. Ford;

thence S. 04° 02' 45" W. parallel to the easterly line of said Lot No. 15 and along the westerly line of said tract conveyed to Theodore A. Ford and Esther I. Ford a distance of 396 ft., more or less, to a point in the centerline of East Broad Street and in the southerly line of said Lot 15 and at the southwestly corner of the aforementioned tract conveyed to Theodore A. Ford and Esther I. Ford;

thence S. 81° 49' W. along the centerline of Broad Street and along the southerly line of Lot No. 15, a distance of 81.83 ft., more or less, to a point at the southeasterly corner of a certain tract, conveyed by Helen M. Schmidt, widow, to Howard H. Alkire and Agatha M. Alkire, as the same is shown of record in Deed Book 1391, page 457 of the aforementioned records;

thence N. 04° 02' 45" E., along the easterly line of said tract conveyed to Howard H. Alkire and Agatha M. Alkire and parallel to the easterly line of said Lot No. 15, a distance of 396 ft., more or less, to a point at the northeasterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence S. 81° 40' W., along the northerly line of said tract conveyed to Howard H. Alkire and Agatha M. Alkire, a distance of 127 ft., more or less, to a point at the northwesterly corner of the aforementioned tract;

thence S. 04° 02' 45" W., along the westerly line of the aforesaid tract and parallel to the easterly line of said Lot No. 15, a distance of 395.19 ft., more or less, to a point in the centerline of East Broad Street and in the southerly line of said Lot No. 15 and at the southwestly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence S. 82° 19' 30" W., along the centerline of East Broad Street and in the southerly line of said Lot No. 15, a distance of 814.18 ft., more or less, to a point at the southwestly corner of the aforementioned

lands conveyed to Thelma Lewis and shown of record in Deed Book 1667, page 13 and at the southeasterly corner of a certain tract conveyed by P. T. Spence and wife to Hawkes Hospital of Mt. Carmel, and shown of record in Deed Book 468, page 65 of the aforementioned records;

thence in a northerly direction and along the westerly line of said lands conveyed to Thelma Lewis and along the easterly line of the aforementioned lands conveyed to Hawkes Hospital of Mt. Carmel and shown of record in Deed Book 468, page 65, a distance of 3542.70 ft., more or less, to a point in the southerly right-of-way line of the B&O R.R. and Pennsylvania R.R., same point being the southwesterly corner of a certain 3.848 Acre Tract shown of record in Deed Book 441, page 20 of the aforementioned records;

thence N. 66° 29' 43" E., along the southerly line of the aforementioned tract shown of record in Deed Book 441, page 20 and along the northerly line of the aforementioned lands conveyed to Thelma Lewis and shown of record in Deed Book 1667, page 13 a distance of 1520.49 ft. to a point in the easterly line of said Lot No. 15 and along the easterly line of said Lot No. 15 and at the southeasterly corner of the aforementioned tract shown of record in Deed Book 441, page 20;

thence S. 04° 02' 45" W., along the easterly line of said Lot No. 15 and along the easterly line of the aforementioned lands conveyed to Thelma Lewis, a distance of 3571.49 ft., more or less, to the point of beginning, containing 111.20 Acres; subject to all easements and restrictions shown of record; also subject to all legal highways.

PARCEL TWO:

Situate in the State of Ohio, County of Franklin, Township of Jefferson and being part of Lot. No. 15 of David Taylor's Subdivision of Quarter Township 3, Township 1, Range 16, U.S.M. Lands, also being all of that certain tract conveyed by Helen M. Schmidt, widow, to Howard H. Alkire and Agatha M. Alkire as the same is shown of record in Deed Book 1391, page 457, Recorder's Office, Franklin County, Ohio and being more particularly described as follows:

Beginning at a point in the centerline of East Broad Street, same point being S 81° 49' W., a distance of 411.83 ft., more or less, from the southeasterly corner of the aforementioned Lot. No. 15, same point being the southeasterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

Thence from said point of beginning S. 81° 49' W., a distance of 33.54 ft., more or less, to an angle point in Broad Street and in the southerly line of said Lot No. 15;

Thence continuing along the centerline of East Broad Street and along the southerly line of said Lot No. 15, S. 82° 19' 30" E, a distance of 93.46 ft., more or less, to a point in said centerline and in the southerly line of Lot No. 15, same point being the southwesterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence N. 04° 02' 45" E. along the westerly line of said tract conveyed to Howard H. Alkire and Agatha M. Alkire and parallel to the easterly line of said Lot No. 15, a distance of 395.19 ft., more or less, to a point at the northwesterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence N. 81° 49' E. parallel to the centerline of Broad Street and the southerly line of said Lot No. 15 and along the northerly line of said tract conveyed to Howard H. Alkire and Agatha M. Alkire, a distance of

EXHIBIT C

Mt. Carmel Property (Two Parcels – 51.164 Acres Total)

Mt. Carmel Parcel #1 (43.837 Acres)

Situate in the State of Ohio, County of Franklin, City of Columbus, lying in Quarter Township 3, Township 1, Range 16, United States Military Lands, being part of the 111.20 acre tract conveyed as PARCEL ONE, and the 132 acre tract conveyed as PARCEL THREE to Lucent Technologies Inc. by deed of record in Instrument No. 200207230180184 (all references refer to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly bounded and described as follows:

Beginning at a magnetic nail set marking the centerline intersection of East Broad Street (State Route 16) (width varies) and Taylor Station Road (98 foot R/W);

Thence North $03^{\circ} 56' 51''$ East, a distance of 1654.05 feet, along the centerline of said Taylor Station Road, to a magnetic nail set;

The following six (6) courses across said 111.20 acre and 132 acre tracts:

1. Thence North $82^{\circ} 41' 33''$ East, a distance of 786.03 feet, to an iron pin set;
2. Thence South $07^{\circ} 20' 46''$ East, a distance of 769.03 feet, to an iron pin set;
3. Thence North $82^{\circ} 39' 14''$ East, a distance of 75.15 feet, to an iron pin set;
4. Thence South $08^{\circ} 00' 06''$ East, a distance of 512.30 feet, to an iron pin set;
5. Thence North $81^{\circ} 59' 54''$ East, a distance of 912.83 feet, to an iron pin set;
6. Thence South $07^{\circ} 46' 36''$ East, a distance of 339.99 feet, to a magnetic nail set in the centerline of said East Broad Street;

Thence South 82° 21' 49" West, a distance of 2106.31 feet, along the centerline of said East Broad Street, to the True Point of Beginning. Containing 43.837 acres of land, more or less.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths (13/16) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

The bearings shown hereon are based on the bearing of North 82° 21' 49" East for the centerline of East Broad Street as established from a series of GPS observations in October, 2003.

Mt. Carmel Parcel #2 - 7.327 Acres

Situate in the State of Ohio, County of Franklin, City of Columbus, lying in Quarter Township 3, Township 1, Range 16, United States Military Lands, and being part of PARCEL ONE and all of PARCEL TWO as conveyed to Continental/6200 E. Broad, LLC by deed of record in Instrument No. 2.00312110392719 (all references refer to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly bounded and described as follows:

Beginning, for reference, at a magnetic nail set marking the centerline intersection of East Broad Street (State Route 16) (width varies) and Taylor Station Road (98 foot R/W);

Thence North 82° 21' 49" East, a distance of 2106.31 feet, with the centerline of said East Broad Street, to a magnetic nail set;

Thence North 07° 46' 36" West, a distance of 339.99 feet, with the line common to that 43.837 acre tract conveyed to Mt. Carmel Health System by deed of record in Instrument Number 200312110392742 and that 24.704 acre tract conveyed to Empire Ventures/6200 E. Broad, LLC by deed of record in Instrument Number 200312110392762, to an iron pin set in the southerly line of said PARCEL TWO. Said

iron pin being the TRUE POINT OF BEGINNING of the herein described tract;

Thence South $81^{\circ} 59' 54''$ West, a distance of 912.83 feet, with a northerly line of said 43.837 acre tract, to an iron pin set at the southwesterly corner of said PARCEL TWO;

Thence North $08^{\circ} 00' 06''$ West, a distance of 262.41 feet, with an easterly line of said 43.837 acre tract, to an iron pin set;

Thence North $82^{\circ} 21' 28''$ East, a distance of 1236.74 feet, across said PARCEL ONE, to an iron pin set in a westerly line of said 24.704 acre tract;

Thence South $07^{\circ} 00' 27''$ East, a distance of 254.69 feet, with a westerly line of said 24.704 acre tract, to an iron pin set at the southeasterly corner of said PARCEL TWO;

Thence South $81^{\circ} 59' 54''$ West, a distance of 319.47 feet, with a northerly line of said 24.704 acre tract, to the TRUE POINT OF BEGINNING. Containing 7.327 acres of land, more or less, of which 7.020 acres are from PARCEL TWO and 0.307 acre is from PARCEL ONE.

Subject, however, to all legal rights-of-way and/or easements, if any, of previous record.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths ($13/16$) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

Bearings are based on the Ohio State Plane Coordinate System as per NAD83 (1986 adjustment). Control for bearings was derived using the bearing of North $82^{\circ} 21' 49''$ East for the centerline of East Broad Street as established from a series of GPS observations in October, 2003.

EXHIBIT D

Empire Ventures Property (23.534 Acres)

Situate in the State of Ohio, County of Franklin, City of Columbus, lying in Quarter Township 3, Township 1, Range 16, United States Military Lands, being all of the 1.128 acre tract conveyed as PARCEL TWO, the 0.488 acre tract conveyed as PARCEL FOUR, the 2.512 acre tract conveyed as PARCEL FIVE, and part of the 111.20 acre tract conveyed as PARCEL ONE, to Lucent Technologies Inc. by deed of record in Instrument No. 200207230180184 (all references refer to the records of the Recorder's Office, Franklin County, Ohio) and more particularly bounded and described as follows:

Beginning for Reference at a magnetic nail set marking the centerline intersection of East Broad Street (State Route 16) (width varies) and Taylor Station Road (98 foot R/W);

Thence North 82° 21' 49" East, a distance of 2106.31 feet, along the centerline of said East Broad Street, to a magnetic nail set. Said magnetic nail being the TRUE POINT OF BEGINNING of the herein described tract;

The following six (6) courses across said 111.20 acre tract:

1. Thence North 07° 46' 36" West, a distance of 339.99 feet, to an iron pin set;
2. Thence North 81° 59' 54" East, a distance of 319.47 feet, to an iron pin set;
3. Thence North 07° 00' 27" West, a distance of 492.05 feet, to an iron pin set;
4. Thence North 82° 59' 33" East, a distance of 136.13 feet, to an iron pin set;
5. Thence North 07° 29' 04" West, a distance of 346.24 feet, to an iron pin set;
6. Thence North 82° 11' 38" East, a distance of 843.45 feet, to an iron pin set in

the westerly line of the 2.758 acre tract conveyed to ZRM Property Co. by deed of record in Instrument No. 199902220044107;

Thence South $04^{\circ} 04' 48''$ West, a distance of 1202.58 feet, along the westerly lines of said 2.758 acre tract, the 1.100 acre tract conveyed to KDK Enterprises, PLL by deed of record in Official Record 28545 B20, the 1.256 acre tract conveyed to 77-83 Outerbelt Street, LLC by deed of record in Instrument No. 200310080322388 and the 3.502 acre tract conveyed to Praedium II Buckeye LLC by deed of record in Instrument No. 199712090163335, to a magnetic nail set in the centerline of said East Broad Street (State Route 16);

Thence South $81^{\circ} 52' 38''$ West, a distance of 443.69 feet, along said centerline, to a magnetic nail set;

Thence South $82^{\circ} 21' 49''$ West, a distance of 616.66 feet, along said centerline, to the TRUE POINT OF BEGINNING. Containing 24.704 acres of land, more or less.

LESS AND EXCEPT the hereinafter described 1.170 acre parcel conveyed to Moo Moo East Broad, LLC.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths ($13/16$) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

The bearings shown hereon are based on the bearing of North $82^{\circ} 21' 49''$ East for the centerline of East Broad Street as established from a series of GPS observations in October, 2003.

LIMITED WARRANTY DEED
(Statutory Form - Ohio Rev. Code §5302.07)

KNOW ALL MEN BY THESE PRESENTS, that Celestica Corporation, a Delaware corporation (the "Grantor"), and qualified to do business in the State of Ohio, for valuable consideration paid, grants with limited warranty covenants, to Lucent Technologies Inc. (the "Grantee"), a Delaware corporation, with a tax mailing address at 600 Mountain Avenue, Murray Hill, New Jersey 07094, the real property (the "Real Property") identified as on Exhibit A attached hereto and incorporated herein by this reference.

The conveyance of the above Real Property is subject to only those exceptions (the "Real Estate Exceptions") described on Exhibit B attached hereto and incorporated herein by this reference.

PRIOR INSTRUMENT REFERENCE: Instrument No. 200109050205582, in the Official Records of Franklin County, Ohio.

The Real Property is also known as tax parcel numbers 520-121089 and 170-000373, and generally known as 6200 East Broad Street, Columbus, Ohio 43213.

IT WITNESS WHEREOF, Grantor has caused this Limited Warranty Deed to be executed by its duly authorized representative on the date set forth below.

GRANTOR:
CELESTICA CORPORATION,
a Delaware corporation
By: *Marvin Magee*
Name: Marvin Magee
Title: President

PROVINCE OF ONTARIO :
TO WIT : ss-
:

The foregoing instrument was sworn to, executed and acknowledged before me in the City of Toronto, in the Province of Ontario, this 22 day of July, 2002 by Marvin Magee, the President of Celestica Corporation, a Delaware corporation, on behalf of the corporation.

Notary Public in and for the Province of Ontario
1880 WILKINSON
Upon recording, please mail to:
Cathleen Giuliana, Esq.
Riker, Danzig, Scherer, Hyland & Perretti LLP
One Speedwell Avenue
Morristown, NJ 07962

This instrument was prepared by:
John I. Cadwallader, Esq.
Frost Brown Todd LLC
10 West Broad Street, Suite 1000
Columbus, Ohio 43215
Telephone: (614) 464-1211
Telecopy: (614) 464-1737

17132
CONVEYANCE TAX TRANSFERRED
\$ 15,000.00
JUL 23 2002
JOSEPH W. TESTA
AUDITOR
FRANKLIN COUNTY, OHIO

LAWYERS TITLE BOX
00 001225 NLM 43

EXHIBIT A

All that certain plat, piece or parcel of land lying and being in Franklin County, in the State of Ohio.

PARCEL ONE:

Situate in the State of Ohio, County of Franklin, and the Township of Jefferson and being part of Lot No. 15 of David Taylor's Subdivision of Quarter Township 3, Township 1, Range 16, United States Military Lands; also being all of that certain land conveyed to Thelma Lewis by Robert Hall Lewis by Quit Claim Deed and shown of record in Deed Book 1667, page 13 and being more particularly described as follows:

Beginning at a point in the easterly line of the aforementioned Lot No. 15, same point being N. $04^{\circ} 02' 45''$ E. a distance of 396 ft., more or less, from the southeasterly corner of the aforementioned Lot No. 15, same point being the northeasterly corner of that certain tract of land conveyed by Urastus T. and Rebecca M. Ford to Carl M. Ford, as the same is shown of record in Deed Book 1785, page 130 of the aforementioned records;

thence from said point of beginning S. $81^{\circ} 49'$ W. parallel to the centerline of East Broad Street and the southerly line of the aforementioned Lot No. 15 and passing the northeasterly corner of a certain tract conveyed by Urastus T. and Rebecca M. Ford to Theodore A. Ford and Esther I. Ford, as the same is shown of record in Deed Book 1362, page 468 of the aforementioned records, at 275 ft. more or less, a distance of 330.0 ft., more or less, to a point at the northwesterly corner of the aforementioned tract conveyed to Theodore A. Ford and Esther I. Ford;

thence S. $04^{\circ} 02' 45''$ W. parallel to the easterly line of said Lot No. 15 and along the westerly line of said tract conveyed to Theodore A. Ford and Esther I. Ford a distance of 396 ft., more or less, to a point in the centerline of East Broad Street and in the southerly line of said Lot 15 and at the southwest corner of the aforementioned tract conveyed to Theodore A. Ford and Esther I. Ford;

thence S. $81^{\circ} 49'$ W. along the centerline of Broad Street and along the southerly line of Lot No. 15, a distance of 81.83 ft., more or less, to a point at the southeasterly corner of a certain tract, conveyed by Helen M. Schmidt, widow, to Howard H. Alkire and Agatha M. Alkire, as the same is shown of record in Deed Book 1391, page 457 of the aforementioned records;

thence N. $04^{\circ} 02' 45''$ E., along the easterly line of said tract conveyed to Howard H. Alkire and Agatha M. Alkire and parallel to the easterly line of said Lot No. 15, a distance of 396 ft., more or less, to a point at the northeasterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence S. $81^{\circ} 40'$ W., along the northerly line of said tract conveyed to Howard H. Alkire and Agatha M. Alkire, a distance of 127 ft., more or less, to a point at the northwesterly corner of the aforementioned tract;

thence S. 04° 02' 45" W., along the westerly line of the aforesaid tract and parallel to the easterly line of said Lot No. 15, a distance of 395.19 ft., more or less, to a point in the centerline of East Broad Street and in the southerly line of said Lot No. 15 and at the southwesterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence S. 82° 19' 30" W., along the centerline of East Broad Street and in the southerly line of said Lot No. 15, a distance of 814.18 ft., more or less, to a point at the southwesterly corner of the aforementioned lands conveyed to Thelma Lewis and shown of record in Deed Book 1667, page 13 and at the southeasterly corner of a certain tract conveyed by P. T. Spence and wife to Hawkes Hospital of Mt. Carmel, and shown of record in Deed Book 468, page 65 of the aforementioned records;

thence in a northerly direction and along the westerly line of said lands conveyed to Thelma Lewis and along the easterly line of the aforementioned lands conveyed to Hawkes Hospital of Mt. Carmel and shown of record in Deed Book 468, page 65, a distance of 3542.70 ft., more or less, to a point in the southerly right-of-way line of the B&O R.R. and Pennsylvania R.R., same point being the southwesterly corner of a certain 3.848 Acre Tract shown of record in Deed Book 441, page 20 of the aforementioned records;

thence N. 66° 29' 43" E., along the southerly line of the aforementioned tract shown of record in Deed Book 441, page 20 and along the northerly line of the aforementioned lands conveyed to Thelma Lewis and shown of record in Deed Book 1667, page 13 a distance of 1520.49 ft. to a point in the easterly line of said Lot No. 15 and along the easterly line of said Lot No. 15 and at the southeasterly corner of the aforementioned tract shown of record in Deed Book 441, page 20;

thence S. 04° 02' 45" W., along the easterly line of said Lot No. 15 and along the easterly line of the aforementioned lands conveyed to Thelma Lewis, a distance of 3571.49 ft., more or less, to the point of beginning, containing 111.20 Acres; subject to all easements and restrictions shown of record; also subject to all legal highways.

PARCEL TWO:

Situate in the State of Ohio, County of Franklin, Township of Jefferson and being part of Lot No. 15 of David Taylor's Subdivision of Quarter Township 3, Township 1, Range 16, U.S.M. Lands, also being all of that certain tract conveyed by Helen M. Schmidt, widow, to Howard H. Alkire and Agatha M. Alkire as the same is shown of record in Deed Book 1391, page 457, Recorder's Office, Franklin County, Ohio and being more particularly described as follows:

Beginning at a point in the centerline of East Broad Street, same point being S 81° 49' W., a distance of 411.83 ft., more or less, from the southeasterly corner of the aforementioned Lot No. 15, same point being the southeasterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence from said point of beginning S. 81° 49' W., a distance of 33.54 ft., more or less, to an angle point in Broad Street and in the southerly line of said Lot No. 15;

thence continuing along the centerline of East Broad Street and along the southerly line of said

Lot No. 15, S. 82° 19' 30" E, a distance of 93.46 ft., more or less, to a point in said centerline and in the southerly line of Lot No. 15, same point being the southwesterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence N. 04° 02' 45" E. along the westerly line of said tract conveyed to Howard H. Alkire and Agatha M. Alkire and parallel to the easterly line of said Lot No. 15, a distance of 395.19 ft., more or less, to a point at the northwesterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence N. 81° 49' E. parallel to the centerline of Broad Street and the southerly line of said Lot No. 15 and long the northerly line of said tract conveyed to Howard H. Alkire and Agatha M. Alkire, a distance of 127.0 ft., more or less, to a point at the northeasterly corner of the aforementioned tract conveyed to Howard H. Alkire and Agatha M. Alkire;

thence S. 04° 02' 45" E. along the easterly line of the aforesaid tract conveyed to Howard H. Alkire and Agatha M. Alkire, a distance of 396.0 ft., more or less, to the point of beginning, containing 1.128 Acres more or less, subject to all easements and restrictions shown of record, also subject to legal highways.

PARCEL THREE:

Being part of Lots Nos. 13 and 14 of David Taylor's Subdivision of Quarter Township 3, Township 1, Range 16, U.S.M. Lands also being all of that certain tract conveyed by P. T. Spence and wife to Hawkes Hospital of Mt. Carmel Association as the same is shown of record in Deed Book 468, page 65, and all of that certain tract conveyed by Milton T. Ford and wife to Hawkes Hospital of Mt. Carmel Association as the same is shown of record in Deed Book 795, page 230, references being to records in the Recorder's Office, Franklin County, Ohio, and being more particularly described as follows:

Beginning at a spike at the point of intersection of the centerline of Broad Street, the same being 66.0 ft. in width, with the centerline of Taylor Station Road, the same being 60.0 ft. in width, the same point also being southwesterly corner of the aforementioned tract conveyed by P. T. Spence and wife to Hawkes Hospital of Mt. Carmel and shown of record in Deed Book 468, page 65;

thence from said point of beginning N. 03° 57' E. along the centerline of Taylor Station Road along the westerly line of the aforementioned tract conveyed to Hawkes Hospital of Mt. Carmel, a distance of 2580.38 ft. to a spike at the southwesterly corner of a certain tract conveyed by David Taylor and wife to the School Board of Jefferson Township and shown of record in Deed Book 120, page 114;

thence S. 85° 26' E. along the southerly line of the aforesaid tract as shown of record in Deed Book 120, page 114 and along the northerly line of said property shown of record in Deed Book 468, page 65 and passing an iron pin on line in the easterly line of Taylor Station Road at 30 ft., a distance of 182.0 ft. to an iron pin at the southeasterly corner of the aforementioned tract conveyed to the School Board of Jefferson Township;

thence N. 04° 30' 30" E. along the easterly line of said tract conveyed to the School Board of Jefferson Township and along a line of said property conveyed to Hawkes Hospital of Mt. Carmel, a distance of 209.90 ft. to an iron pin at a corner of said property conveyed to Hawkes Hospital of Mt. Carmel;

thence S. 85° 26' E. a distance of 69.0 ft. to an iron pin in the easterly line of Elm Alley in the Village of Taylor Station (formerly known as Grahamsville);

thence N. 03° 54' 54" E. along the easterly line of Elm Alley and along the westerly line of said tract conveyed by Milton T. Ford to Hawkes Hospital of Mt. Carmel and shown of record in Deed Book 795, page 230, a distance of 733.52 ft. to an iron pin in the southerly line of a certain parcel as conveyed to the Central Ohio Railroad for right-of-way and shown of record in Deed Book 441, page 23 of the aforementioned records;

thence S. 73° 09' 30" E. along the southerly line of said tract conveyed to the Central Ohio Railroad and along the northerly line of the aforementioned tract conveyed to Hawkes Hospital of Mt. Carmel in Deed Book 795, page 230, a distance of 321.66 ft. to an iron pin at the northwesterly corner of the aforementioned tract shown of record in Deed Book 468, page 65 and the northeasterly corner of said tract shown of record in Deed Book 795, page 230 and the southwesterly corner of a certain tract conveyed by Argyle I. Miller to the Central Ohio Railroad Company as reorganized and the Pittsburgh, Cincinnati, Chicago and St. Louis Railway Company and shown of record in Deed Book 441, page 26 of the aforementioned records;

thence N. 72° 54' E. along the southerly line of said tract shown of record in Deed Book 441, page 26 and along the northerly line of the aforementioned tract shown of record in Deed Book 468, page 65, a distance of 1279.26 ft. to an iron pin at the southeasterly corner of the aforementioned tract shown of record in Deed Book 441, Page 26 and the northeasterly corner aforesaid tract shown of record of Deed Book 468, Page 65 and the northwesterly corner of a certain tract conveyed to Thelma Lewis and shown record in Deed Book 1667, page 13 and the southwesterly corner of a certain 3.84 Acre Tract conveyed to the Central Ohio Railroad Company and shown of record in Deed Book 441, page 20;

thence along the East line of said tract, S. 04° 15' West 1254.5 ft. to a stone;

thence continuing along said East line, S. 04° 10' W, 2288.2 ft. to a point in the center of Broad Street, passing an iron pin in concrete near the north line of said street at 2255.57 ft.;

thence with the centerline of Broad Street, S. 82° 54' W. 1815.5 ft. to the point of beginning, and containing 132 acres, more or less.

PARCEL FOUR:

Situate in the State of Ohio, County of Franklin, Township of Jefferson and being part of Lot No. 15 of David Taylor's Subdivision of Quarter Township 3, Township 1, Range 16, U.S.M. Lands, also being all of that certain tract conveyed by Urastus T. and Rebecca M. Ford to Theodore A. Ford and Esther I. Ford as the same is shown of record in Deed Book 1362, page 468, Recorder's Office, Franklin County, Ohio and being more particularly described as follows:

Beginning at a point in the centerline of East Broad Street and in the southerly line of said Lot No. 15, same point being the southeasterly corner of the aforementioned tract conveyed to Theodore A. Ford and Esther I. Ford and the southwesterly corner of a certain tract as conveyed to Carl M. Ford and shown of record in Deed Book 1785, page 130 of the aforementioned records;

thence from said point of beginning S. 81° 49' W. along the centerline of East Broad Street and along the southerly line of said Lot No.15, a distance of 55.0 ft., more or less, to a point at the southwesterly corner of the aforementioned tract conveyed to Theodore A. Ford and Esther I. Ford, same point being the southwesterly corner of a certain 3.0-acre Tract conveyed by Oliver T. Cheney and wife to Ralph L. Cheney and shown of record in Deed Book 294, page 497 of the aforementioned records;

thence N. 04° 02' 45" E. parallel to the easterly line of said Lot No. 15 and along the westerly line of said tract conveyed to Theodore A. Ford and Esther I. Ford and along the westerly line of the aforementioned tract shown of record in Deed Book 294, page 497, a distance of 396.0 ft., more or less, to a point at the northwesterly corner of the aforementioned tract conveyed to Theodore A. Ford and Esther I. Ford and the northwesterly corner of the aforementioned 3.0-acre Tract shown of record in Deed Book 294, page 497;

thence N. 81° 49' E. parallel to the centerline of Broad Street and parallel to the southerly line of said Lot No. 15 and along the northerly line of said tract conveyed to Theodore A. Ford and Esther I. Ford and along the northerly line of said tract shown of record in Deed Book 294, page 497, a distance of 55.0 ft., more or less, to a point at the northeasterly corner of said tract conveyed to Theodore A. Ford and Esther I. Ford and at the northwesterly corner of a certain tract conveyed to Carl M. Ford and shown of record in Deed Book 1785, page 130;

thence S. 04° 02' 45" W. along the easterly line of said tract conveyed to Theodore A. Ford and Esther I. Ford and along the westerly line of said tract conveyed to Carl M. Ford, a distance of 396.0 ft., more or less, to the point of beginning, containing 0.488 Acres, more or less, subject to all easements and restrictions shown of recorded, also subject to all legal highways.

PARCEL FIVE:

Situate in the State of Ohio, County of Franklin and Township of Jefferson and being part of Lot No. 15 of David Taylor's Subdivision of Quarter Township 3, Township 1, Range 16, U.S.M. Lands, also being all of that certain tract conveyed by Urastus T. and Rebecca M. Ford as the same is shown of record in Deed Book 1785, page 130, Recorder's Office, Franklin County, Ohio and being more particularly described as follows:

Beginning at a point in the centerline of East Broad Street at the southeasterly corner of the aforementioned Lot No.15, same point also being the southeasterly corner of the aforementioned tract conveyed by Urastus T. and Rebecca M. Ford to Carl M. Ford;

thence from said point of beginning N. 04° 02'45' E. along the easterly line of said tract conveyed to Carl M. Ford and along the easterly line of said Lot No. 15, a distance of 396 ft.,

more or less, to a point at the northeasterly corner of the aforementioned tract conveyed to Carl M. Ford;

thence S. 81° 49' W. along the northerly line of said tract conveyed to Carl M. Ford and parallel to the centerline of Broad Street and parallel to the southerly line of said Lot No. 15, a distance of 275.0 ft., more or less, to a point at the northeasterly corner of a certain tract conveyed by Urastus T. and Rebecca M. Ford and Theodore A. Ford and Ester I. Ford and shown of record in Deed Book 1362, page 468 of the aforementioned records;

thence S. 04° 02' 45" W. along the westerly line of said tract conveyed to Carl M. Ford and along the easterly line of said tract conveyed to Theodore A. Ford and Ester I. Ford and parallel to the easterly line of said Lot No. 15, a distance of 396 ft., more or less, to a point in the centerline of East Broad Street and in the southerly line of the aforementioned Lot No. 15;

thence N. 81° 49' E. along the centerline of East Broad Street and along the southerly line of said Lot No. 15, a distance of 275.0 ft., more or less, to the point of beginning, containing 2.512 acres, more or less, subject to all easements and restrictions shown of record, also subject to all legal highways.

PARCEL SIX:

Situated in the County of Franklin, State of Ohio and Township of Jefferson and being part of Lot Number 13, Quarter Township 3, Township 1, Range 16, United States Military Lands;

Beginning at a point in the centerline of Taylor Station Road, formerly the John M. Pugh Road, which point is N. 03° 57' E. a distance of 2580.33 feet from the intersection of the center lines of Broad Street and Taylor Station Road;

thence S. 85° 26' E. a distance of 182.0 feet to a point;

thence N. 04° 30' 30 E. a distance of 209.90 feet to a point in the south line of a 25 foot alley shown on the plat of the Town of Grahamsville, now Taylor Station;

thence N. 85° 26' W., along south line of said alley, a distance of 182.0 feet to a point in the centerline of Taylor Station Road;

thence S. 03° 57' W., along the center line of Taylor Station Road, a distance of 209.90 feet to the point of beginning, containing one acre more or less.

PARCEL SEVEN:

Being Lots Number One (1), Two (2), Three (3) and Four (4) Lots Number Five (5) and Six (6) Lot Number Seven (7) Lots Number Eight (8) and Nine (9) in the Town of Grahamsville (now known as Taylor Station), as the same are numbered and delineated upon the recorded plat thereof, of record in Plat Book 1, Page 94, Recorder's Office, Franklin County, Ohio.

EXHIBIT E
MOO MOO EAST BROAD, LLC - 1.170 Acre Parcel

Situated in the State of Ohio, County of Franklin, City of Columbus, lying in Quarter Township 1, Township 1, Range 16, United States Military Lands, being part of the remainder of that 24.704 acre tract conveyed to Empire Ventures/6200 E. Broad, LLC by deed of record in Instrument Number 200312110392762 (all references are to the records of the Recorder's Office, Franklin County, Ohio) and being more particularly described as follows:

Beginning, for reference, at a magnetic nail set at the centerline intersection of East Broad Street and Taylor Station Road;

Thence North 82° 21' 49" East, a distance of 2722.96 feet, with the centerline of said East Broad Street, partly with the southerly line of said 24.704 acre tract and partly with the southerly line of that 2.004 acre tract conveyed to Empire Ventures/6200 E. Broad, LLC by deed of record in 200708300153203, to a magnetic nail set;

Thence North 81° 52' 38" East, a distance of 155.68 feet, with the centerline of said East Broad Street and with the southerly line of said 2.044 acre tract, to a magnetic nail set at the southeasterly corner of said 2.044 acre tract;

Thence North 08° 07' 22" West, distance of 110.00 feet, with the easterly line of said 2.044 acre tract to an iron pin set in the northerly right-of-way line of said East Broad Street, the TRUE POINT OF BEGINNING;

Thence North 08° 07' 22" West, a distance of 255.51 feet, continuing with said easterly line to an iron pin set at the northeasterly corner of said 2.044 acre tract;

Thence across said 24.704 acre tract, the following courses and distances:

North 81° 52' 38" East, a distance of 204.21 feet, to an iron pin set at a point of curvature;

With a curve to the right, having a central angle of $63^{\circ} 41' 41''$, a radius of 23.00 feet, an arc length of 25.57 feet, and a chord that bears South $66^{\circ} 16' 30''$ East, a chord distance of 24.27 feet, to an iron pin set;

South $04^{\circ} 04' 48''$ West, a distance of 239.89 feet, to an iron pin set;

South $29^{\circ} 41' 57''$ West, a distance of 10.42 feet, to an iron pin set in said northerly right-of-way line;

South $81^{\circ} 52' 38''$ West, a distance of 167.73 feet, with said northerly right-of-way line, to the TRUE POINT OF BEGINNING, containing 1.170 acres, more or less.

Subject, however, to all legal rights-of-way and/or easements, if any, of previous record.

Iron pins set, where indicated, are iron pipes, thirteen sixteenths ($13/16$) inch inside diameter, thirty (30) inches long with a plastic plug placed in the top bearing the initials EMHT INC.

The bearings herein are based on the Ohio State Plane Coordinate System-South Zone as per NAD83 (1986 adjustment). Control for bearings was derived using the bearing of North $82^{\circ} 21' 49''$ East for a portion of the centerline of East Broad Street as established from a series of GPS observations in October, 2003.