

April 20, 2010

Benjamin H. Grumbles
Director
Arizona Department of Environmental Quality
100 West Washington Street
Phoenix, Arizona 85007

Re: West Van Buren WQARF Site (“Site”)

Dear Director Grumbles:

We are writing on behalf of a group of West Van Buren WQARF Registry Site stakeholders to follow up on our March 22nd meeting with you and other ADEQ staff members concerning the Site. We appreciate the opportunity to discuss with ADEQ our concerns regarding the Early Response Action (“ERA”) proposed by the Roosevelt Irrigation District (“RID”). As you know from our meeting and the comments separately submitted by individual stakeholders, we believe that the ERA proposed by RID is legally flawed and technically unsound, and accordingly should not be approved.

We write separately to confirm that the undersigned parties are prepared to commission a feasibility study (“FS”) for the Site, at an expected cost of approximately \$300,000. We are prepared to do so regardless of whether RID chooses to proceed with its pending litigation. We ask only that the reasonable and necessary costs of our work be credited toward our liability, if any, in the final WQARF allocation regarding the Site. Further, while it would be premature to speculate about the nature of any final remedy pending completion of the FS, be assured that we are committed to negotiating with the Department the implementation of a final, selected remedy, as may be appropriate.

Those parties participating in this offer, made without admission of any liability and subject to Ariz. R. Evid. and Fed. R. Evid. 408, are Air Liquide Specialty Gases, LLC; Arizona Public Service Company; the City of Phoenix; Dolphin Incorporated; HTM Sport GmbH/HEAD USA/HEADPenn Racquet Sports; Honeywell, Inc.; Maricopa Land and Cattle Co.; Milum Textile Services Co.; Nucor Corporation; Prudential Overall Supply, Inc., Salt River Project; United Industrial Corporation, and Univar USA Inc.

You will note that these parties represent an unusual cross-section of interests, including parties involved in both the West Van Buren WQARF and Motorola 52nd Street Superfund sites, small and large business, and public bodies. That these diverse interests have come together to propose such joint action should demonstrate our sincere interest in helping the timely and cost-effective implementation of a remedy selected through the appropriate WQARF process, and our collective ability to do so.

Our proposal to complete a group-funded FS and to commit to continued participation in the WQARF process represent the best path forward for the successful and timely remediation of the Site. We are prepared to meet with the Department as soon as it is ready to discuss next steps. Our representatives would be available to meet with you and your team at a mutually convenient time. We are generally available most days during the first two weeks of May.

Very truly yours,

AIR LIQUIDE SPECIALTY GASES, LLC

By: *John Andrew Calkins*

Its: *Doreen HSES*

CITY OF PHOENIX

By: _____

Its: _____

HTM SPORT GmbH/HEADUSA/HEADPenn
Racquet Sports

By: _____

Its: _____

HONEYWELL, INC.

By: _____

Its: _____

ARIZONA PUBLIC SERVICE COMPANY

By: _____

Its: _____

DOLPHIN, INC.

By: _____

Its: _____

MARICOPA LAND AND CATTLE CO.

By: _____

Its: _____

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HTM SPORT GmbH/HEADUSA/HEADPenn
Racquet Sports

By: _____


Its: _____

HONEYWELL, INC.

By: _____

Its: _____

ARIZONA PUBLIC SERVICE COMPANY

By:  _____

Its: *Vice Pres. Davis* _____

DOLPHIN, INC.

By: _____

Its: _____

MARICOPA LAND AND CATTLE CO.

By: _____

Its: _____

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AIR LIQUIDE SPECIALTY GASES, LLC

By: _____

Its: _____

CITY OF PHOENIX

By: Philip A. McAuley

Its: Manager, Environmental Programs

HTM SPORT GmbH/HEADUSA/HEADPenn
Racquet Sports

By: _____

Its: _____

HONEYWELL, INC.

By: _____

Its: _____

ARIZONA PUBLIC SERVICE COMPANY

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Racquet Sports

By: _____

Its: _____

HONEYWELL, INC.

By: _____

Its: _____

ARIZONA PUBLIC SERVICE COMPANY

By: _____

Its: _____

DOLPHIN INCORPORATED

By: Pete Johnson

Its: General Manager

MARICOPA LAND AND CATTLE CO.

By: _____

Its: _____

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April 20, 2010
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AIR LIQUIDE SPECIALTY GASES, LLC

By: _____

Its: _____

CITY OF PHOENIX

By: _____

Its: _____

PENN RACQUET SPORTS

By: 

Its: GENERAL COUNSEL

HONEYWELL, INC.

By: _____

Its: _____

ARIZONA PUBLIC SERVICE COMPANY

By: _____

Its: _____

DOLPHIN INCORPORATED

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By: _____

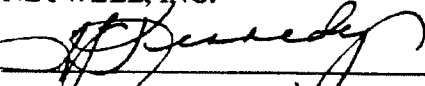
Its: _____

HTM SPORT GmbH/HEADUSA/HEADPenn
Racquet Sports

By: _____

Its: _____

HONEYWELL, INC.

By:  _____
Its: *Remediation Director* _____

ARIZONA PUBLIC SERVICE COMPANY

By: _____

Its: _____

DOLPHIN INCORPORATED

By: _____

Its: _____

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DOLPHIN INCORPORATED

By: _____

Its: _____

MARICOPA LAND AND CATTLE CO.

By: *Benjamin H. Grumbles*

Its: President

Benjamin H. Grumbles
April 20, 2010
Page 3

MILUM TEXTILE SERVICES CO.

By: _____

Its: _____ *President*

SALT RIVER PROJECT

By: _____

Its: _____

UNIVAR USA INC.

By: _____

Its: _____

NUCOR CORPORATION

By: _____

Its: _____

UIC, INC.

By: _____

Its: _____

PRUDENTIAL OVERALL SUPPLY, INC.

By: _____

Its: _____

cc: Henry R. Darwin, Deputy Director
Amanda Stone, Waste Programs Division Director
Julie Riemenschneider, Manager, Remedial Projects Section
Jennifer Edwards Thies, Remedial Projects Unit Manager

Benjamin H. Grumbles
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Page 3

MILUM TEXTILE SERVICES CO.

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Its: _____

SALT RIVER PROJECT

By: _____

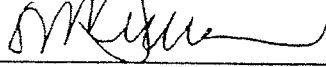
Its: _____

UNIVAR USA INC.

By: _____

Its: _____

NUCOR CORPORATION

By:  _____

Its: GENERAL COUNSEL _____

UIC, INC.

By: _____

Its: _____

PRUDENTIAL OVERALL SUPPLY, INC.

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Its: _____

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Amanda Stone, Waste Programs Division Director
Julie Riemenschneider, Manager, Remedial Projects Section
Jennifer Edwards Thies, Remedial Projects Unit Manager

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MILUM TEXTILE SERVICES CO.

By: _____

Its: _____

SALT RIVER PROJECT

By: William R. Rawell

Its: Manager, Risk Management and Environmental Svcs.

UNIVAR USA INC.

By: _____

Its: _____

NUCOR CORPORATION

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UNIVAR USA INC.

By: _____

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NUCOR CORPORATION

By: _____

Its: _____

~~UTC, INC.~~ UNITED INDUSTRIAL CORPORATION

By: Arvid A. Conradi

Its: Legal Counsel

PRUDENTIAL OVERALL SUPPLY, INC.

By: _____

Its: _____

cc: Henry R. Darwin, Deputy Director
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MILUM TEXTILE SERVICES CO.

By: _____

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SALT RIVER PROJECT

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UNIVAR USA INC.

By: James P. Hoop

Its: Director, Environmental Affairs

NUCOR CORPORATION

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By: Carla A. Condon

Its: Legal Counsel

PRUDENTIAL OVERALL SUPPLY, INC.

By: Phil Terry

Its: J. LaTerry

cc: Henry R. Darwin, Deputy Director
Amanda Stone, Waste Programs Division Director
Julie Riemenschneider, Manager, Remedial Projects Section
Jennifer Edwards Thies, Remedial Projects Unit Manager