

MAY 2

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

ORIGINAL

In re:	:	Chapter 11
OWENS CORNING, <i>et al.</i> ,	:	Case No. 00-03837 (JKF)
Debtors.	:	Jointly Administered

Objections Due: June 3, 2002 at 4:00 p.m.  
Hearing Date: June 20, 2002 at 3:00 p.m.  
(Negative Notice - Hearing Only If Objection Filed)

NOTICE OF MOTION

Frank J. Perch, III, Esquire  
Office of the U.S. Trustee  
Federal Bldg., 2<sup>nd</sup> Floor  
844 King Street  
Wilmington, DE 19801  
(US Trustee)

Elihu Inselbuch, Esquire  
Rita Tobin, Esquire  
Caplin & Drysdale, Chartered  
399 Park Avenue  
New York, NY 10022-4614  
(Counsel to Asbestos Committee)

Matthew G. Zaleski, III, Esquire  
Campbell & Levine, LLC  
Chase Manhattan Centre  
1201 Market Street, 15<sup>th</sup> Floor  
Wilmington, DE 19801  
(Counsel to Asbestos Committee)

William H. Sudell, Jr., Esquire  
Morris, Nichols, Arsht & Tunnell  
1201 North Market Street  
P. O. Box 1347  
Wilmington, DE 19899-1347  
(Counsel to Creditors' Committee)

Stephen H. Case, Esquire  
Nancy Lazar, Esquire  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017  
(Counsel to Creditors' Committee)

Ellen W. Sights, Esquire  
Assistant United States Attorney  
Chase Manhattan Center  
1201 Market Street, Suite 1100  
Wilmington, DE 19899-2046  
(US Attorney)

D. J. Baker, Esquire  
Skadden Arps, *et al.*  
Four Times Square  
New York, NY 10036  
(Special Counsel to the Debtors)

J. Andrew Rahl, Jr., Esquire  
Anderson Kill & Olick, P.C.  
1251 Avenue of the Americas  
New York, NY 10020  
(Special Counsel to Committee)

James J. McMonagle, Esquire  
24 Walnut Street  
Chagrin Falls, OH 44022  
(Future Representative)

Michael J. Cramers, Esquire  
Kaye Scholer LLP  
425 Park Avenue  
New York, NY 10022  
(Counsel to Future Representative)

James L. Patton, Jr., Esquire  
Young Conaway, *et al.*  
1000 West Street, 17<sup>th</sup> Floor  
Wilmington, DE 19899-0391  
(Counsel to Future Representative)

Francis A. Monaco, Jr., Esquire  
Walsh Monzack and Monaco, PA  
400 Commerce Ctr., 1201 Orange St.  
P.O. Box 2031  
Wilmington, DE 19899  
(Special Counsel to Committee)

Kenneth H. Eckstein, Esquire  
Gary M. Becker, Esquire  
Kramer Levin, *et al.*  
919 Third Avenue  
New York, NY 10022  
(Bank Group)

Mark Collins, Esquire  
Richards Layton & Finger, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, DE 19899  
(Bank Group)

Benjamin Feder, Esquire  
Shearman & Sterling  
599 Lexington Avenue  
New York, NY 10022-6030  
(Bank Group)

Mark S. Chehi, Esquire  
Skadden Arps, *et al.*  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899  
(Special Counsel to the Debtors)

Parties on the Special Service List  
whose rights may be affected by the  
Motion

All Parties on the 2002 Service List

DKT. NO. 4749  
DT. FILED 5-16-02

On May 16, 2002, Owens Corning, *et al.*, debtors-in-possession in the above-captioned cases (the "Debtors"), filed the **Fourth Motion Of Debtors For Order Extending The Time Period Within Which The Debtors May Remove Actions** which seeks entry of an order extending to February 21, 2003, the time period within which the Debtors may remove claims or causes of action pursuant to Bankruptcy Rule 9027.

A copy of the Motion may be viewed at the office of the Clerk of the Bankruptcy Court during its regular business hours, or a copy is available upon written request by contacting either Digital Legal Services LLC or Debtors' counsel at the following address:

DIGITAL LEGAL SERVICES LLC  
1001 Jefferson Plaza, Suite 100  
Wilmington, DE 19801  
(302) 888-2060

SAUL EWING LLP  
222 Delaware Avenue, Suite 1200  
P.O. Box 1266  
Wilmington, DE 19899  
(Attn.: Robin I. Solomon, Paralegal)

You are required to file a response to the Motion **on or before 4:00 p.m. on June 3, 2002.**

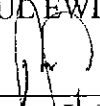
At the same time, you must also serve a copy of the response upon movant's attorney, at the address listed below, so that it is received by **4:00 p.m. on June 3, 2002:**

Norman L. Pernick, Esq.  
J. Kate Stickles, Esq.  
Saul Ewing LLP  
222 Delaware Avenue  
P.O. Box 126  
Wilmington, DE 19899-1266

A HEARING ON THE MOTION WILL BE HELD, ONLY IF A TIMELY OBJECTION IS FILED, ON **JUNE 20, 2002; AT 3:00 P.M.** BEFORE THE HONORABLE JUDITH K. FITZGERALD, U.S. BANKRUPTCY JUDGE, U.S. BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, WILMINGTON, DE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OF HEARING.

Dated: May 16, 2002

SAUL EWING LLP  
By:   
Norman L. Pernick (No. 2290)  
J. Kate Stickles (No. 2917)  
222 Delaware Avenue  
P.O. Box 1266  
Wilmington, Delaware 19899-1266  
(302) 421-6800

Counsel to Owens Corning, *et al.*

**File a Motion:**

00-03837-JKF OWENS CORNING, A DELAWARE CORPORATION and CitiCapital Commercial Corporation, CitiCapital Bu

ORIGINAL

Notice of Electronic Filing

The following transaction was received from Pernick, Norman L. entered on 5/16/2002 at 6:35 PM EDT and filed on 5/16/2002

**Case Name:** OWENS CORNING, A DELAWARE CORPORATION and CitiCapital Commercial Corporation, CitiCapital Bu  
**Case Number:** 00-03837-JKF  
**Document Number:** 4749

**Docket Text:**

Motion to Extend Time (*Fourth Motion of Debtors for Order Extending the Time Period Within Which The Debtors May Remove Actions*) Filed by OWENS CORNING, A DELAWARE CORPORATION. Hearing scheduled for 6/20/2002 at 03:00 PM at US Bankruptcy Court, 824 Market St., 6th Floor, Wilmington, DE. Objections due by 6/3/2002. (Attachments: # (1) Notice # (2) Proposed Form of Order) (Pernick, Norman)

The following document(s) are associated with this transaction:

**Document description:**Main Document

**Original filename:**M:/00-3837/452589.2/Motion.pdf

**Electronic document Stamp:**

[STAMP bkecfStamp\_ID=983460418 [Date=5/16/2002] [FileNumber=668491-0] [04f1f554b5f7b0a2ea6cbd91b174c6a7381d843735c73895590a789bbb65cef34570ac6838f33ceea02966288ff49854396bb6c6d48b315bb29c6b8bd089a670]]

**Document description:**Notice

**Original filename:**M:/00-3837/452589.2/Notice.pdf

**Electronic document Stamp:**

[STAMP bkecfStamp\_ID=983460418 [Date=5/16/2002] [FileNumber=668491-1] [1a327e9090159653721655499694bf16fccac4de8b422b51b041edc9f02f4a204dd1f954d66f3dc50dd6b990fa5a3a49c6319fdfe2126d30d00f136be9203824]]

**Document description:**Proposed Form of Order

**Original filename:**M:/00-3837/452589.2/Order.pdf

**Electronic document Stamp:**

[STAMP bkecfStamp\_ID=983460418 [Date=5/16/2002] [FileNumber=668491-2] [4ad2f2ebd056956c7e63b26ca50592f1c852eb8e166e5abcad068c0366550cf1d356b6b3ffb1fb6fd8ff722a85bf1b52e4e4a58fb812239cac01892e0d05966d]]

00-03837-JKF Notice will be electronically mailed to:

James R. Adams RBGROUP2@rlf.com

Daniel J. Anker danankerlaw@aol.com,

Richard D. Becker rick.becker@delanet.com

# APPLIED REMEDIAL SERVICES, INC.

701 Southampton Rd., Suite 105, Benicia, Ca 94510

Phone: (707) 748-4205 Fax: (707) 748-4207

Urgent:  YES

## TRANSMITTAL

The information contained in this facsimile transmission is confidential and is intended only for the use of the individual or entity to which it is addressed. If you are not the intended recipient, or the person responsible for delivering it to the intended recipient, do not use or disclose this facsimile. If you have received this transmission in error, please notify us immediately by telephone, and return the original to Applied Remedial Services, Inc. via the US Postal Service. Thank you.

DATE	7-4-98	PROJECT	200 Marina Blvd.
COMPANY	ACEHS		
TO	Ms. Susan Hugo		
FROM	Michael F. Kara		
SUBJECT	Site Excavation/Grading Permit		
PHONE		FAX	

### COMMENTS

I have enclosed a copy of the Site Excavation/Grading Permit, do not hesitate to call if you need any further assistance.

*SHIC 4822*

CC

#### VIA:

- Fax
- US Mail
- Overnight Delivery
- Registered Mail

#### FAX:

- # of Pages:   
(including this cover)
- Hard copy to follow

#### FOR:

- Required
- FYI

CITY OF SAN LEANDRO  
ENGINEERING AND TRANSPORTATION DEPARTMENT  
835 EAST 14th STREET  
SAN LEANDRO, CA 94577  
(510) 577-3428

**EXCAVATION/GRADING PERMIT**

Permit Num.: **EAG97051**

Project Address: 2001 MARINA BL  
Assess. Parcel #: 077A064600600

Issued: 06/23/98  
To Expire: 10/15/98  
CN: 11714

Job Description: **BACKFILL EXCAVATION PIT AND  
REMOVE EXISTING CONCRETE FOUNDATION**

Applicant: **BIGGE STREET INVESTORS**  
Address : 1200 SNYDER LANE  
WALNUT CREEK, CALIFORNIA 94598  
Phone : (925) 943-1313

Owner : **OWENS CORNING FIBERGLAS**  
Address: **FIBERGLAS TOWER**  
**TOLEDO OH 43659**

Phone : (925) 943-1313

ENGINEER : **BILL BERRIEN**  
1465 PARK AVENUE  
EMERYVILLE, CA 94608  
ENGINEER : **VINCENT H. CUNHA**  
1690 SAN PABLO AVE., STE. C  
PINOLE, CA 94564  
ENGINEER : **GEOFFREY VAN LIENDEN**  
1840 C ALCATRAZ AVENUE  
BERKELEY, CA 94703  
CONTRACTOR : **P.M. MORRILL**  
22938 ATHERTON STREET  
HAYWARD, CALIFORNIA 94541

Lic. E 20003  
**BILL BERRIEN**

Lic. E 36321 510 741-8290  
**CUNHA ENGINEERING, INC.**

Lic. E 08853  
**JENSEN-VAN LIENDEN ASSOC. INC.**

Lic. C 136587-01 510 886-9215  
**P.M. MORRILL CO.**

List of Resp'ble Engr's:  
DESIGN ENGINEER (A): **BILL BERRIEN**  
ENG'R FOR GRADING (B): **VINCENT CUNHA**  
ENG'R FOR INSP/TEST (C): **JENSEN-VAN LIENDEN ASSOC**

Anticipated Start Date : 06-22-98  
Anticipated Compl. Date: 07-26-98

Engineering Inspector : **KEN HAMNER**  
Inspector's Phone No. : (510) 577-3304

**RECEIVED**  
CITY OF SAN LEANDRO

**JUL 01 1998**

ENG'G / TRANS.

Applicant Signature: \_\_\_\_\_

Issued for City by : \_\_\_\_\_

Total Payed: 950.00  
Credits : .00  
Adjustments: .00  
BALANCE DUE: .00

Date: 7-1-98

Date: 7-1-98

# APPLIED REMEDIAL SERVICES, INC.

701 Southampton Rd., Suite 105, Benicia, Ca 94510

Phone: (707) 748-4205 • Fax (707) 748-4207

Urgent:

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DATE	<input type="text" value="6/23/98"/>	PROJECT	<input type="text" value="2001 Marine Blvd."/>
COMPANY	<input type="text"/>		
TO	<input type="text" value="Susan Hugo"/>		
FROM	<input type="text" value="Elias Rashmawi"/>		
SUBJECT	<input type="text"/>		
PHONE	<input type="text"/>	FAX	<input type="text"/>
COMMENTS	<input type="text"/>		

CC

- |   |  |                                   |
|---|--|-----------------------------------|
| <b>VIA:</b>                                 | <b>FAX:</b>                                  | <b>FOR:</b>                       |
| <input type="checkbox"/> Fax                | # of Pages: <input type="text"/>             | <input type="checkbox"/> Required |
| <input type="checkbox"/> US Mail            | (including this cover)                       | <input type="checkbox"/> FYI      |
| <input type="checkbox"/> Overnight Delivery | <input type="checkbox"/> Hard copy to follow |                                   |
| <input type="checkbox"/> Registered Mail    |  |                                   |

# ARS INC.

*Applied Remedial Services, Inc.*

701 Southampton Road, Suite 105  
Benicia, California 94510  
Phone (707) 748-4203, Fax (707) 748-4207

*Via Facsimile (419) 248-6440*

June 17, 1998

David A. Crowle  
Owens Corning  
One Owens Corning Parkway  
Toledo, Ohio 43659

**Subject:** Workplan clarifications and amendment  
2001 Marina Blvd., San Leandro, California

Dear David:

At your request, I understand that you have received and reviewed the documents requested by Owens Corning which Bill Wick and I provided. We will make the following amendments to, the workplan entitled "Workplan, Soil Backfill and Site Grading Activities" dated June 3, 1998.

- The term "warehouse" used in following paragraphs shall be changed to reflect that the building was utilized as a roofing shingle manufacturing line.

*The OC manufacturing plant consisted of a large warehouse building, paved and unpaved parking areas, and several above- and below-ground product storage tanks and vessels.*

*The underground storage tanks (USTs) consisted of two waste oil tanks formerly located in the paved parking area, gasoline and diesel USTs (one each) formerly located near the southeast corner of the warehouse building, and an underground cistern located west of the southwest portion of the warehouse...*

- An underground fume line shall be considered the primary source of on-site contamination in the following paragraph:

*Based on a review of available data, Geomatrix Consultants (Geomatrix) concluded that the primary source of chemical contamination at Site is due to the presence of the blowing distillate ("blowdown oil") associated with asphalt processing operations at the Site. Geomatrix reported that blowdown oil was detected at levels between 410 to 6,200 mg/Kg in soil samples collected from soil stockpiled at the southern portion of the Site. Blowdown oil is a former process related chemical that is formed when air is blown through asphalt flux and the resulting vapors condense as a mixture of water and blow-down oil. Blowdown oil contains medium to high boiling point compounds with 12-33 carbons.*

- Per your request, the term "cistern" shall remain in the workplan as referenced in the Risk Evaluation and Management Plan (REMP) which was completed by Geomatrix Consultants, of San Francisco, California, in January 1997.

**ARS**INC.

At your request, ARS is currently seeking written approval for the June 3, 1998 ARS' Workplan from Alameda County-Division of Environmental Protection/Department of Environmental Health (ACEH), the oversight agency. Of course, ACEH may not be able to respond in writing by Friday 6/19/1998. Therefore, I suggest that if you want to understand the agencies' views of the Workplan, please contact the respective regulators. It is Mr. Bruzzone's intent to close escrow by June 19, 1998.

Should you have any questions please do not hesitate to call.

Sincerely,

Michael F. Kara  
Manager, Remedial Services

cc: Bill Wick  
Donald J. Bruzzone



ALAMEDA COUNTY  
HEALTH CARE SERVICES



AGENCY  
DAVID J. KEARS, Agency Director

ENVIRONMENTAL HEALTH SERVICES

1131 Harbor Bay Parkway, Suite 250  
Alameda, CA 94502-6577  
(510) 567-6700  
(510) 337-9335 (FAX)

June 22, 1998

Mr. Donald J. Bruzzone  
Managing Partner  
Bigge Street Investors, LLC  
1200 Snyder Lane  
Walnut Creek, California 94598

**Subject: Workplan for Soil Backfill and Site Grading Activities at the  
Former Owens Corning Facility ( SLIC 4882 )  
2001 Marina Blvd., San Leandro, CA 94577**


Dear Mr. Bruzzone:

This agency and the Cal-EPA / San Francisco Bay Regional Water Quality Control Board (RWQCB) have reviewed the **Workplan for Soil Backfill and Site Grading Activities** (June 3, 1998) and the **Workplan Amendment** (June 17, 1998), prepared and submitted by Applied Remedial Services (ARS) for the above referenced site. It is our understanding that Bigge Street Investors (BSI) has entered a contract negotiation with Owens Corning for the purchase of the subject site. Additionally, BSI intends to develop the site as a storage warehouse.

The workplan incorporates the approved Risk Evaluation and Management Plan (January 1997) prepared by Geomatrix Consultants for the site. This agency and the Cal-EPA / San Francisco Bay RWQCB concur with the general scope of the proposed workplan. Based on the information provided to this office and the RWQCB, the workplan is approved and you may proceed with the soil backfill and site grading activities. A report should be submitted to this agency and the RWQCB following completion of the site activities.

If you have any questions regarding this letter or the subject site, please contact me at (510) 567-6780 or Ravi Arulanantham at (510) 286-1331.

Sincerely,

  
Susan L. Hugo  
Hazardous Materials Specialist

Concur:

  
Ravi Arulanantham, Ph.D.  
Staff Toxicologist, S.F. Bay RWQCB

c: Stephen Morse, San Francisco Bay RWQCB  
Mike Bakaldin, City of San Leandro Fire Department  
David Palochko, Owens Corning, One Owens Corning Parkway, Toledo, Ohio 43659  
Michael Kara, ARS, 701 Southhampton Road, Suite 105, Benicia, California 94510  
William Wick, Crosby, Heafey, Roach & May, 1999 Harrison St., Oakland, California 94604  
SH / RA / files

# APPLIED REMEDIAL SERVICES, INC.

701 Southampton Rd., Suite 105, Benicia, Ca 94510

Phone: (707) 748-4205 • Fax (707) 748-4207

Urgent:  YES

## TRANSMITTAL

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DATE	6-17-1998	PROJECT	2001 Marina Blvd.
COMPANY	Alameda County Environmental Health		
TO	Ms. Susan Hugo		
FROM	Michael F. Kara		
SUBJECT	Draft of Deed Restriction		
PHONE		FAX	510-337-9335

### COMMENTS

Thank you in advance for your time & effort. As I had mentioned, Owens Corning the current owner of the subject Site will not close escrow for the sale of the Site prior to receipt of written acknowledgement from ACEH that the proposed ARS Workplan, Soil Backfill & Site Grading Activities is acceptable and can be implemented. I have attached a copy of the proposed Deed Restriction. Do not hesitate to call if you need any assistance.

CC Dr. Ravi Arulanantham, RWQCB

#### VIA:

- Fax
- US Mail
- Overnight Delivery
- Registered Mail

#### FAX:

- # of Pages:   
(including this cover)
- Hard copy to follow

#### FOR:

- Required
- FYI

**RECORDING REQUESTED BY:**

**WHEN RECORDED MAIL TO:**  
Crosby, Heafey, Roach & May  
Professional Corporation  
P. O. Box 7936  
San Francisco, California 94120-7936  
Attn: Richard A. Bruzzone, Esq.

**DRAFT**

**ENVIRONMENTAL RESTRICTION  
AND COVENANT**

(Civil Code § 1471)

THIS ENVIRONMENTAL RESTRICTION AND COVENANT ("Covenant") is made as of \_\_\_\_\_, 1998, by Bigge Street Investors, LLC (hereafter "BSI") and the California Regional Water Quality Control Board, San Francisco Bay Region (the "Regional Board") for the benefit of the BSI, the Regional Board and all Owners and Occupants of the Property, as defined below.

**RECITALS**

- A. BSI owns that real property located in the City of San Leandro, County of Alameda, State of California, as described on Exhibit A attached hereto (the "Property").
- B. The Property was previously used by Owens-Corning as a roofing and asphalt manufacturing plant. These operations resulted in soil contamination, with some subsurface areas of the property containing asphaltic materials (similar to road paving material, which contains petroleum hydrocarbons), as more fully described in the Risk Evaluation and Management Plan dated January 1997, prepared by GeoMatrix Consultants, Inc., as supplemented by the Workplan, Soil Backfill and Site Grading Activities dated June, 1998, prepared by Applied Remedial Services, Inc. ("the Plan," as it may be amended from time to time with the approval of the Regional Board).
- C. The Regional Board has determined that the requirements of this Covenant are reasonably necessary to protect present or future human health or safety or the environment as a

result of the presence on the Property of residual levels of certain hazardous materials identified in the Plan. The risk of public exposure to the contaminants has been substantially lessened by the remediation and controls described in the Plan.

NOW, THEREFORE, the BSI and the Regional Board agree as follows:

1. Definitions

1.1 BSI "BSI" shall mean Bigge Street Investors, LLC, a California limited liability company, and shall include any successor business organization (whether by name change, merger or other action) of BSI.

1.2 Covenant. "Covenant" shall mean this Environmental Restriction and Covenant.

1.3 Effective Date. "Effective Date" shall mean the date this Agreement is recorded in the Official Records of Alameda County, California.

1.4 Occupants. "Occupants" shall mean those persons (whether individuals, corporations or any other legal entities), who, from and after the Effective Date, from time to time become entitled by leasehold, subleasehold or other legal relationship with an Owner or Occupant to occupy any portion of the Property and to engage in activities thereon that are subject to one or more Requirements set forth herein.

1.5 Owners. "Owners" shall mean those persons (whether individuals, corporations or other legal entities) who hold title (whether legal or equitable) from time to time to all or any portion of the Property.

1.6 Plan. "Plan" shall mean the Plan described in Recital B above, as it may be amended from time to time with the approval of the Regional Board.

1.7 Property. "Property" means the real property described in Exhibit A.

1.8 Regional Board. "Regional Board" shall mean the California Regional Water Quality Control Board, San Francisco Bay Region, and shall include its successor agencies, if any.

1.9 Requirements. "Requirements" shall have the meaning set forth in Section 2.2 hereof.

2. Environmental Restriction

2.1 Land Affected. The land that is to be affected by this Covenant is the Property.

**2.2 Covenants to Run with the Land.** This Covenant (including the Plan and all exhibits, attachments, or appendices thereto, all documents incorporated herein by reference and all exhibits attached hereto) sets forth protective provisions, covenants, restrictions and conditions (collectively referred to as "Requirements"), upon and subject to which the Property and every portion thereof shall be improved, held, used, occupied, leased, sold, hypothecated, encumbered, and/or conveyed. Each and all of the Requirements shall also inure to the benefit of and pass with each and every portion of the Property, and shall apply to, benefit and bind the respective successors in interest to the Property. Each and all of the Requirements shall be for the benefit of, and enforceable by the Regional Board, Owners, Occupants, and BSI, as their interests may appear. Each and all of the Requirements are imposed upon the entire Property unless expressly stated as applicable to a specific portion of the Property. This Covenant and each and all of the Requirements shall run with the land and pass with each and every portion of the Property, pursuant to California Civil Code Section 1471.

**2.3 Necessity.** Each and all of the Requirements relates to the use of the Property and each of the Requirements is reasonably necessary to protect present or future human health or safety or the environment as a result of the presence on the Property of the hazardous materials listed in the Plan. This is not a statement that a hazard exists.

**2.4 Concurrence of BSI, Owners and Occupants Presumed.** BSI by its execution of this Covenant, and all other Owners and Occupants of all or any portion of the Property, by their purchase, leasing, or possession of all or any portion of the Property, shall be deemed to consent to and ratify the provisions hereof, including (without limitation) Section 2.2 hereof and to agree for and among themselves, their heirs, administrators, executors, successors and assigns, and the lessees of such Owners, heirs, administrators, executors, successors and assigns, that this Covenant and the Requirements as herein established must be adhered to for the benefit of present and future Owners and Occupants and that their interest in the Property shall be subject to this Covenant and the Requirements contained herein.

### 3. Provisions

**3.1 Implementation of Plan.** BSI and each and every Owner and Occupant shall comply with and implement the Plan, as the Plan may be amended from time to time in accordance with applicable law and the rules and regulations of the Regional Board, during the period of time that BSI and such Owner and/or Occupant owns and/or holds an interest in the Property. Each Owner shall be responsible for insuring compliance with the Plan and this Covenant by all Occupants of, and all other persons holding or claiming any interest in, that portion of the Property owned by such Owner.

**3.2 Restriction on Use.** BSI and each and every Owner and Occupant, separately and independently, covenant to follow the provisions of the Plan when conducting any excavation work on the property, and covenant not to use the Property for any of the following during the

period of time that BSI or any other Owner and/or Occupant owns and/or holds an interest in the Property, without first obtaining the prior written consent of the Regional Board.

a. Use as a residence, including any mobile home or factory built housing, apartment building, single-family home, or other structure constructed or installed for use as permanently occupied human habitation;

b. Use as a hospital; or

c. Use as a school for persons under 21 years of age or day care centers for children.

3.3 **Notice.** Each Owner and Occupant (including BSI) shall provide each new Owner, tenant, licensee or any person acquiring an interest in the Property from such Owner or Occupant with notice of this Covenant and the Plan and include the following provision in each deed, lease, license or other agreement to or with such person:

The land described herein is subject to that certain Environmental Restriction and Covenant dated as of \_\_\_\_\_, 1998 and recorded on \_\_\_\_\_, 1998 in the Official Records of Alameda County, California as Document No. \_\_\_\_\_, which imposes certain covenants, conditions and restrictions on usage of the property described herein. The provisions of the Environmental Restriction and Covenant are incorporated herein by reference and made a part hereof as if set forth in full.

3.4 **Waiver of Claims.** Each and every Owner and Occupant hereby waive release acquit and forever discharge BSI and their respective agents, directors, officers, employees, parent corporations, affiliated corporations, affiliated business entities, heirs, administrators, executives and successors, to the maximum extent permitted by law, of and from any and all claims, actions, causes of action, demands, rights, liabilities, damages, losses, cost expenses, or compensation, whatsoever, direct or indirect, known or unknown, foreseen or unforeseen, that they or any of them may now have or which may arise in the future on account of or in any way growing out of or connected with this Covenant, the Plan and the hazardous materials referred to in the Plan, except to the extent that BSI was an Owner or Occupant of the Property and failed to comply with this Covenant or the Plan.

**EACH OWNER AND OCCUPANT EXPRESSLY WAIVE ANY OF THEIR RIGHTS GRANTED UNDER CALIFORNIA CIVIL CODE SECTION 1542, WHICH PROVIDES AS FOLLOWS: "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM MUST HAVE**

**MATERIALLY AFFECTED HIS SETTLEMENT WITH THE DEBTOR."**

**4. General Provisions**

**4.1 Term.** This Agreement shall continue in effect perpetually, unless properly terminated in accordance with applicable law. The termination of this Agreement shall be considered a form of "Amendment" for which the provisions of Section 4.2 shall apply.

**4.2 Amendment.** Any Owner or, with the Owner's consent any Occupant of the Property or any portion thereof, may apply to the Regional Board for a written amendment to the provisions of the Plan or any provision of this Covenant as they apply to all or any portion of the Property. Any amendment to the Covenant which results from any such application shall apply only to that Owner or Occupant who made application for the same, unless explicitly stated to bind future Owners and Occupants. The Regional Board may also propose to Owners and (with the Owner's consent) to Occupants, written amendments to the Covenant relating to the Order and/or the Plan and the approval of the particular Owners and/or Occupants shall not be unreasonably withheld. Any amendment, termination or variance pursuant to this Section 4.2 must be in writing and signed by the Executive Officer of the Regional Board and such Owners and/or Occupants affected thereby. Notwithstanding the foregoing, no amendment to this Covenant or to the Plan shall be effective without the prior written consent of BSI.

**4.3 No Dedication Intended.** Nothing set forth herein shall be construed to be a gift or dedication, or offer of a gift or dedication, of the Property or any portion thereof to the general public or for any purposes whatsoever.

**4.4 Notices.** Whenever any person gives or serves any notice demand or other communication with respect to this Covenant, each such notice, demand or other communication shall be in writing and shall be deemed effective (i) when delivered, if personally delivered to the person being served or to an officer of a corporate party being served, (ii) on delivery after deposit in the mail if mailed by United States mail, postage paid certified, return receipt requested, (iii) delivered by Federal Express or another recognized courier service, or (iv) one business day after delivery by facsimile or other electronic transmission, with confirmation of successful delivery to the facsimile number provided below:

To BSI:

Donald J. Bruzzone  
Manager  
1200 Snyder Lane  
Walnut Creek, CA 94598  
Telephone: 925-943-1313  
Facsimile: 925-937-1313

To the Regional Board: California Regional Water Quality Control Board  
San Francisco Bay Region  
2101 Webster Street  
Oakland, CA 94612  
Attention: Executive Officer  
Telephone: (510) 286-1255  
Facsimile: (510) 286-1380

To Owners: At the address shown on the Alameda County property tax records.

To Occupants: At the Property.

4.5 Partial Invalidity. If any portion of this Covenant is determined to be invalid for any reason, the remaining portions shall remain in full force and effect as if such portion had not been included herein.

4.6 Headings. Headings at the beginning of each numbered section of this Covenant are solely for the convenience of the parties and are not a part of the Covenant.

4.7 Recordation. This instrument shall be executed by BSI and the Regional Board. This instrument shall be recorded by BSI in the County of Alameda prior to the recordation of any conveyance of, or execution of any lease for, any portion of the Property by BSI in favor of any Owner or Occupant.

4.8 Authority. The execution of this Covenant has been duly authorized on behalf of the parties hereto and constitutes the binding obligation of each such entity and agency.

4.9 Counterparts. This Covenant may be executed in one or more counterparts and shall become effective when one or more counterparts have been signed by all of the parties and filed in the Official Records of Alameda County, California; each such counterpart being deemed an original but all counterparts constituting a single instrument.

4.10 Parties Bound. this Covenant applies to and is binding upon (a) BSI, Owners, Occupants and their respective heirs, administrators, executors, successors and assigns; and (b) the Regional Board and any successor agency of the State of California that may have responsibility for and jurisdiction over the subject matter of this Covenant.

4.11 Governing Law. This Covenant shall be construed and governed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, the Parties have executed this Covenant as of the date set forth above.



**CALIFORNIA REGIONAL WATER  
QUALITY CONTROL BOARD  
San Francisco Bay Region**

By:

\_\_\_\_\_  
**LORETTA K. BARSAMIAN**  
Executive Officer

**BIGGE STREET INVESTORS, LLC**  
a California limited liability company

By:

\_\_\_\_\_  
Name: **Donald J. Bruzzone**  
Title: **Manager**

CDI

510-943-1313

Jun 16 08

13:42 No.002 P.02

### SCHEDULE A

Order No: 0000115 NYW

Your Ref:

1. The estate or interest in the land hereinafter described or referred to covered by this report is:

A. FEE

2. Title to said estate or interest at the date hereof is vested in:

OWENS-CORNING FIBERGLAS CORPORATION, A DELAWARE CORPORATION

3. The land referred to in this report is situated in the State of California, County of Alameda and is described as follows:

**CITY OF SAN JERONIMO**

BEGINNING AT A POINT ON THE SOUTHWESTERN LINE OF WEST AVENUE 132, FORMERLY THE ROAD FROM SAN JERONIMO TO WELFORD LANDING, KNOWN AS WICK'S LANDING ROAD OR FIRST AVENUE, DISTRICT TRUSSON NORTHEASTERLY 263.03 FEET FROM THE NORTHEASTERN LINE OF THE RIGHT OF WAY OF THE SOUTHERN PACIFIC COMPANY, AS DESCRIBED IN THE DEED BY THE MORMON CATHOLIC ARCHBISHOP OF SAN FRANCISCO, CALIFORNIA, TO SOUTHERN PACIFIC COMPANY, DATED MARCH 18, 1944, RECORDED MARCH 22, 1944, IN BOOK 4814 OF OFFICIAL RECORDS OF ALAMEDA COUNTY, AT PAGE 189, UNDER RECORDER'S SERIES NO. 88-14905; AND RUNNING THENCE ALONG SAID LINE OF WEST AVENUE 132 NORTHEASTERLY 415 FEET; THENCE PARALLEL WITH SAID RIGHT OF WAY LINE, SOUTHWESTERLY 223.66 FEET TO THE SOUTHWESTERN LINE OF THE TRACT OF LAND CONTAINING 48 ACRES, MORE OR LESS, DESCRIBED IN THE DEED BY THE MORMON CATHOLIC ARCHBISHOP OF SAN FRANCISCO TO C. DUDLEY DE VEEBIE, ET AL, DATED SEPTEMBER 8, 1908, RECORDED DECEMBER 1, 1908, UNDER RECORDER'S SERIES NO. 88-80668; THENCE ALONG THE LAST NAMED LINE SOUTHWESTERLY 415 FEET; AND THENCE PARALLEL WITH SAID RIGHT OF WAY LINE NORTHWESTERLY 223.66 FEET TO THE POINT OF BEGINNING.

ASSessor'S FRANCH. NO. 077A-0646-006-00

**EXHIBIT A**

**Legal Description of the Property**

P.

P.

9096233 (6/16/98)

ALAMEDA COUNTY  
HEALTH CARE SERVICES

AGENCY

DAVID J. KEARS, Agency Director



January 7, 1998.

ENVIRONMENTAL HEALTH SERVICES

ENVIRONMENTAL PROTECTION (LOP)

1131 Harbor Bay Parkway, Suite 250

Alameda, CA 94502-6577

(510) 567-6700

FAX (510) 337-9335

Mr. David Palochko  
Owens Corning World Headquarters  
One Owens Corning Parkway  
Toledo, Ohio 43659

**RE: Case Closure - Owens Corning Property (SLIC 4882)  
2001 Marina Blvd., San Leandro, CA 94577**

Dear Mr. Palochko:

This agency has reviewed the case file concerning the blowdown oil (a heavy petroleum hydrocarbon waste product from the manufacture of asphaltic materials), found in soil and groundwater at the above referenced site. The property is in a commercial section of San Leandro and formerly consisted of a roofing and asphalt manufacturing plant. Remediation activities conducted at the site included the reported removal of two waste oil, a gasoline and a diesel underground storage tanks (USTs) in March 1988, the removal of an underground cistern in 1989 which reportedly contained waste water and petroleum product from asphalt processing plant, and the excavation of approximately 20,000 cubic yards of blowdown oil-containing soil from the area west of the former warehouse building. The stockpiled soil has been characterized and results indicate the presence of blowdown oil ( 410 to 6,200 mg/kg), low levels of VOCs ( 0.67 mg/kg acetone, 0.10 mg/kg methyl ethyl ketone, 0.0096 mg/kg carbon disulfide) and low levels of metal compounds ( found to be less than industrial PRGs with the exception of arsenic at 5.6 mg/kg exceeding the industrial PRG level of 2.4 mg/kg but within the background concentration of 19.1 mg/kg).

Groundwater monitoring data collected on August 21, 1997 from the nine wells showed concentration of Total Petroleum Hydrocarbon as blowdown oil (TPH- BO) ranging from non-detect to 3,300 ppb. Groundwater samples were analyzed for polynuclear aromatic hydrocarbons (PNAs) during the sampling event conducted in November 1996. PNAs were not detected in the groundwater. In addition, TPH gasoline, benzene, ethyl benzene and xylene were not found in the groundwater since 1992.

In October 1996, our office requested that to facilitate case closure, a risk assessment has to be conducted to evaluate the environmental conditions at the site (commercial / industrial as the most sensitive current use). This office also requested the submittal of an acceptable risk management plan prior to on-site reuse of the stockpiled soil containing petroleum hydrocarbon. A Risk Evaluation and Management Plan (January 1997) prepared by Geomatrix Consultants, Inc. was submitted for the site. This document discussed in detail the investigation and remediation activities conducted at the site and includes the following : historical soil and groundwater data, human health risk evaluation of soil and groundwater contaminants, and a long term management plan for soil containment, soil management during construction activities and long term soil management procedures.

This agency and the San Francisco Bay Regional Water Quality Control Board have evaluated the historical data collected for the referenced site. Both agencies agreed that the site is a low risk site and can be closed with an approved Long-Term Site Management Plan. This Site Management Plan must be maintained for implementation at the site.

Mr. Dave Palochko  
RE: 2001 Marina Blvd., San Leandro, CA 94577  
January 7, 1998  
Page 2 of 2

The long -term management plan for the site as detailed in Geomatrix Consultants, Inc., Risk Evaluation and Management Plan is acceptable provided the following conditions are met:

- 1) Assurance that the site management plan will be maintained in the future, including a letter from you outlining the process of deed notification.
- 2) A map indicating the area where the stockpiled soil will be reused and contained at the site.
- 3) Copies of the recorded deed notice should be submitted to this office and San Leandro Building and Planning Department.
- 4) Appropriate measures must be taken to handle any contaminated soil or groundwater which is excavated during redevelopment of the site.

At this time, no groundwater monitoring is required. The nine groundwater monitoring wells (on-site and off-site) must be properly decommissioned prior to future constructions activities at the subject site. A copy of the well abandonment report should be submitted to this office.

If you have any questions regarding this letter, please contact me at (510) 567-6780 or Ravi Arulanantham at (510) 286-1331.

Sincerely,

  
Susan L. Hugo  
Hazardous Materials Specialist

Concur:

  
Ravi Arulanantham  
Staff Toxicologist, S.F. Bay RWQCB

c: Mee Ling Tung, Director, Environmental Health  
Dick Pantages, Chief, Environmental Protection Division / SH/ files  
Stephen Morse, San Francisco Bay RWQCB  
Mike Bakaldin, City of San Leandro Fire Department  
Amanda Spencer, Geomatrix Consultants, 100 Pine Street, 10th Floor, San Francisco, CA 94111

LOP - RECORD CHANGE REQUEST FORM

printed:  
10/20/97

Mark Out What Needs Changing and Hand to LOP Data Entry  
(Name/Address changes go to Annual Programs Data Entry)

Insp: SH

AGENCY # : 10000                      SOURCE OF FUNDS:                      SUBSTANCE:  
 StID : 4882    LOC:  
 SITE NAME: Owens Corning                      DATE REPORTED :  
 ADDRESS : 2001 Marina Blvd                      DATE CONFIRMED:  
 CITY/ZIP : San Leandro 94577                      MULTIPLE RPs :

SITE STATUS

-----  
 CASE TYPE:                      CONTRACT STATUS:                      PRIOR CODE:                      EMERGENCY RESP:  
 RP SEARCH:    DATE COMPLETED:  
 PRELIMINARY ASMNT:                      DATE UNDERWAY:                      DATE COMPLETED:  
 REM INVESTIGATION:                      DATE UNDERWAY:                      DATE COMPLETED:  
 REMEDIAL ACTION:                      DATE UNDERWAY:                      DATE COMPLETED:  
 POST REMED ACT MON:                      DATE UNDERWAY:                      DATE COMPLETED:

ENFORCEMENT ACTION TYPE:                      DATE ENFORCEMENT ACTION TAKEN:  
 LUFT FIELD MANUAL CONSID:  
 CASE CLOSED:    DATE CASE CLOSED:  
 DATE EXCAVATION STARTED :                      REMEDIAL ACTIONS TAKEN:

RESPONSIBLE PARTY INFORMATION

-----  
 RP#1-CONTACT NAME:  
 COMPANY NAME:  
 ADDRESS:  
 CITY/STATE:

INSPECTOR VERIFICATION:			
NAME _____	SIGNATURE _____	DATE _____	
DATA ENTRY INPUT:			
Name/Address Changes Only		Case Progress Changes	
ANNPGMS _____	LOP _____	DATE _____	LOP _____ DATE _____

ALAMEDA COUNTY  
HEALTH CARE SERVICES

AGENCY  
DAVID J. KEARS, Agency Director



ENVIRONMENTAL HEALTH SERVICES

1131 Harbor Bay Parkway, Suite 250  
Alameda, CA 94502-6577  
(510) 567-6700  
(510) 337-9335 (FAX)

August 14, 1997

ATTN: Mr Amanda Spencer

Owens - Corning Fiberglas  
Fiberglas Tower  
Toledo OH 43659

RE: Project # 470A - Type A  
at 2001 Marina Blvd in San Leandro 94577

Dear Property Owner/Designee:

Our records indicate the deposit/refund account for the above project has fallen below the minimum deposit amount. To replenish the account, please submit an additional deposit of \$3,000.00, payable to Alameda County, Environmental Health Services.

We must receive this deposit so that future regulatory oversight on the subject site can proceed in a timely fashion. At the completion of this project, any unused monies will be refunded to you or your designee.

The deposit refund mechanism is authorized in Section 6.92.040L of the Alameda County Ordinance Code. Work on this project will be debited at the Ordinance specified rate, currently \$94 per hour.

Please be sure to write the following on the check to identify your account:

- project #,
- type of project and
- site address

(see RE: line above).

If you have any questions, please contact Tom Peacock at (510) 567-6782.

Sincerely,

Tom Peacock, Manager  
Environmental Protection

c: files/inspector

ALAMEDA COUNTY  
HEALTH CARE SERVICES



AGENCY  
DAVID J. KEARS, Agency Director

October 31, 1996

STID 4882

Mr. David Palochko  
Owens-Corning Fiberglas  
Fiberglas Tower  
Toledo, OH 43659

ENVIRONMENTAL HEALTH SERVICES  
ENVIRONMENTAL PROTECTION (LOP)  
1131 Harbor Bay Parkway, Suite 250  
Alameda, CA 94502-6577  
(510) 567-6700  
FAX (510) 337-9335

RE: 2001 MARINA BOULEVARD, SAN LEANDRO, CA 94577

Dear Mr. Palochko,

This letter is to follow-up with the teleconference which was held on October 30, 1996 between yourself, Amanda Spencer and Tom Graf of Geomatrix, and myself. In order to expedite case closure with the Regional Water Quality Control Board (RWQCB), the following items were discussed:

- 1 ✓ Need to perform a geophysical survey to identify location of abandoned UST. Once UST is located, UST should be removed and properly disposed. *SB-8 source excavated area underground cost term found not tank.*
- 2 Preparation of a risk assessment to determine potential risks associated with all present and probable future uses of the site, which incorporates the evaluation of all feasible exposure scenarios. *Crater remaining excavated area to a depth of 17 ft deep.*
- 3 ✓ *done* Test groundwater samples collected from monitoring wells MW-1, MW-4, MW-6, OCF-9, OCF-10 and MW-3, for the presence of polynuclear aromatic compounds (PNAs), during the next groundwater sampling event.
- 4 Preparation of a risk management plan for on-site reuse of TPHbo (blowdown oil) contaminated soils currently stockpiled on site.
- 5 ✓ Identify locations of former waste oil tanks which were removed from beneath the parking area adjacent to Marina Boulevard.

Therefore, please submit to this office information requested in items 1 through 5, within 90 days of this letter, or no later than January 31, 1997.

After review of the requested information, Alameda County Department of Environmental Health (ACDEH) will determine what, if any, additional site investigation is warranted for the site.

Please be advised that this letter constitutes a formal request for technical reports pursuant to Health and Safety Code Sections 25185.6 and 25187.1.



Mr. David Palochko  
RE: 2001 Marina Blvd, San Leandro, CA  
October 31, 1996  
Page 2 of 2

If you have any questions or concerns pertaining to the requirements of this letter, please feel free to contact me directly at (510)567-6880.

Sincerely,



Dale Klettke, CHMM  
Hazardous Materials Specialist

c: Amanda Spencer/Tom Graf, c/o Geomatrix, 100 Pine Street, San Francisco, CA 94111  
Mark Becker, c/o McLaren Hart, 1135 Atlantic Avenue, Alameda, CA 94501

4882risk.dkt

*Bz*

**CASE CLOSURE SUMMARY**  
**Leaking Underground Fuel Storage Tank Program**

**I. AGENCY INFORMATION**


**Date:** March 26, 1997

Agency name: **Alameda County-HazMat** Address: **1131 Harbor Bay Pkwy**  
City/State/Zip: **Alameda, CA 94502** Phone: **(510) 567-6700**  
Responsible staff person: **D. Klettke** Title: **Hazardous Materials Spec.**

**II. CASE INFORMATION**

Site facility name: **Owens Corning Fiberglass**  
Site facility address: **2001 Marina Blvd., San Leandro 94577**  
RB LUSTIS Case No: **N/A** Local Case No./LOP Case No.: **4882**  
URF filing date: **SWEEPS No: N/A**

<u>Responsible Parties:</u>	<u>Addresses:</u>	<u>Phone Numbers:</u>
<b>Mr. David Palochko, c/o Owens Corning World Headquarters</b>	<b>Fiberglas Tower, Toledo, Ohio 43659</b>	<b>(419)248-8000</b>

<u>Tank No:</u>	<u>Size in gal.:</u>	<u>Contents:</u>	<u>Closed in-place or removed?:</u>	<u>Date:</u>
1	550	gasoline	removed	3/9/88
2	650	gasoline	removed	3/9/88
3		waste oil	removed	
4		waste oil	removed	

**III. RELEASE AND SITE CHARACTERIZATION INFORMATION**

Cause and type of release: **Holes observed in tank #1**  
Site characterization complete? **Yes**  
Date approved by oversight agency:  
Monitoring Wells installed? **Yes** Number: **10**  
Proper screened interval? **Yes**  
Highest GW depth below ground surface:      Lowest depth:  
Flow direction:  
Most sensitive current use: **commercial/industrial**  
Are drinking water wells affected? **Unk** Aquifer name: **San Leandro Cone**  
Is surface water affected? **No** Nearest affected SW name: **N/A**  
Off-site beneficial use impacts (addresses/locations): **N/A**  
Report(s) on file? **YES** Where is report(s) filed? **Alameda County**  
**1131 Harbor Bay Pkwy**  
**Alameda, CA 94502**

**Treatment and Disposal of Affected Material:**

<u>Material</u>	<u>Amount</u> (include units)	<u>Action (Treatment</u> <u>or Disposal w/destination)</u>	<u>Date</u>
Tank			
Piping			
Free Product			
Soil			
Groundwater			
Barrels			

**Maximum Documented Contaminant Concentrations - - Before and After Cleanup**

<u>Contaminant</u>	<u>Soil (ppm)</u>		<u>Water (ppb)</u>	
	<u>Before<sup>1</sup></u>	<u>After</u>	<u>Before</u>	<u>After</u>
TPH (Gas)	6000		32,000	
TPH (Diesel)	NA	6700	NA	
Benzene	170		190	
Toluene	250		110	
Ethylbenzene	NA		NA	
Xylenes	870		1500	
Oil & Grease	NA		NA	
Heavy metals	NA		NA	
Other				
PCB's		0.042 ppm (MW6) Anchle 1260		

**Comments (Depth of Remediation, etc.):**

The property is in a commercial section of San Leandro and formerly consisted of a roofing and asphalt manufacturing plant (see Figure 1). Several underground storage tanks (USTs) were removed when the plant was dismantled. Two waste oil tanks were removed from beneath the parking area adjacent to Marina Boulevard. One gasoline storage tank was removed near the east end of the roofing building. An additional gasoline storage tank was taken out of service adjacent to the west end of the roofing building, and was apparently closed in place by filling with sand. Information documenting the closure of the two waste oil and the one gasoline UST which was abandoned in place,

On March 9, 1988, Zaccor removed two gasoline USTs from the subject site (See Figure 2). Laboratory analysis of soil samples, collected at a depth of 8 feet below ground surface (bgs) from beneath the fill end of tank #1, revealed total petroleum hydrocarbons as gasoline (TPHg), and benzene, toluene and total xylenes at concentrations of 580, 4.0, <0.05 and 11 mg/kg, respectively. Laboratory analysis of soil samples, collected at a

<sup>1</sup>"Before" results were revealed in sample #1, collected at a depth of 8 feet bgs, after over-excavation of the former gasoline UST pit (See Figure 3).

depth of eight feet bgs from beneath the middle of tank #2, revealed total petroleum hydrocarbons as gasoline (TPHg), benzene, toluene and total xylenes (BTEX) at concentrations of 1100, <0.05, <0.05 and 180 mg/kg, respectively.

On March 16, 1988, Zaccor performed over-excavation of contaminated soils in the vicinity of the former gasoline USTs (See Figure 3). Laboratory analysis of confirmation soil sample #1, collected at a depth of 8 feet bgs, revealed TPHg, benzene toluene and total xylenes at concentrations of 6,000, 170, 250, and 870 mg/kg, respectively. Laboratory analysis of a water sample (apparently collected from standing water in the excavation) revealed TPHg, benzene, toluene and total xylenes at concentrations of 32, 0.019, 0.11 and 1.5 mg/L, respectively.

During May 1988, ENSCO Environmental Services (EES) completed a field investigation which consisted of fifteen (15) exploratory soil borings, with seven (7) of the borings subsequently converted to groundwater monitoring wells. Monitoring well MW-2 was installed by the excavated gasoline storage tank on the east side of the roofing building and MW-7 was located adjacent to the excavated waste oil tanks. Three wells MW-3, MW-4 and MW-5 were located in the asphalt process area. The final well (MW-6) was located on the west end of the area of transported soil (See Figures 4a and 4b). Analytical results of soil and groundwater analyses for the May 1988 investigation are presented in Tables 1 and 2.

During May 1989, EES conducted a supplemental soil and groundwater investigation to further define the extent of contamination adjacent to the former underground storage tanks and earthen sump. In addition, all groundwater monitoring wells were resampled and analyzed for total lead concentrations. The EES supplemental soil and groundwater investigation resulted in the advancement of four exploratory soil borings (SB-12, SB-13, SB-14 and SB-16), in and adjacent to the former gasoline UST excavation, and one additional soil boring (SB-15) was installed adjacent to the former sump. In addition, one soil sample (SHA-1) was collected from the bottom of the sump excavation with a hand auger and steel core sampler. Analytical results of soil and groundwater analyses for the May 1989 investigation are presented in Tables 3 and 4.

On October 18, 1989, one exploratory soil boring was emplaced and subsequently converted to groundwater monitoring well MW-8. Laboratory results from soil samples collected from boring MW-8, at depths of 6 and 16 feet bgs, revealed total petroleum hydrocarbons as diesel (TPHd) at concentrations of 2400 and 580 mg/kg, respectively. TPHg was detected in the soil sample, collected at a depth of 6 feet bgs, at a concentration of 11 mg/kg. Laboratory results of the groundwater sample collected from MW-8 revealed TPHd, TPHg, benzene, toluene, ethyl benzene and total xylenes at concentrations of 2300, 80.0 <0.5, 0.80, <0.5 and <1.0 ug/L, respectively.

During August 1990, two additional groundwater monitoring wells (OCF-9 and OCF-10) were installed on the adjacent downgradient site (Terminal Commercial Building). Laboratory analysis of soil samples revealed non-detectable concentrations of TPHd. Groundwater samples collected from the two new wells revealed non-detectable concentrations of TPHd, TPHg and

BTEX.

In the summer and fall of 1990, Exceltech excavated approximately 20,000 cubic yards of contaminated soil. The soils were excavated in the areas near the excavated fuel tanks near the southeastern corner of the warehouse buildings, and the abandoned fuel tank in the southwest corner of the warehouse building. The excavated soils were then staged in three biotreatment cells, where the biotreatment process began.

During July 1990, Exceltech excavated all petroleum-containing soil which had migrated off-site, onto the Terminal Commercial Company property at 2011 Marina Blvd. Petroleum-containing materials from Owens Corning facility had migrated through the soil and extended approximately 15 feet onto Terminal Commercial Company property (See Figure 5). The petroleum-containing soils were then added to the existing excavated soil from the Owens Corning site for biotreatment. Following excavation of the petroleum containing soil, the site was sampled at 20 foot intervals within 2 feet of the bottom of the excavation. Laboratory results of the 9 confirmation soil samples (OT-1 through OT-9), revealed non-detectable concentrations of TPHd. No TPHg or BTEX analyses were run on these confirmation soil samples.

On August 27, 1990, two groundwater monitoring wells (OCF-9 and OCF-10) were installed to a depth of 21.5 feet below grade. No detectable concentrations of TPHd and BTEX were found in any of the soil or groundwater samples collected downgradient of the excavation area.

On November 4, 1994 and February 1995, soil characterization sampling was conducted on the stockpiled soil in the southeastern portion of the property. A total of 13 soil samples (SB-17 through SB-29) were collected to conduct treatability studies and to determine physical and chemical soil parameters (See Figure 6).

**See Section VII, Additional Comments, etc...**

#### IV. CLOSURE

Does completed corrective action protect existing beneficial uses per the Regional Board Basin Plan? **YES**  
Does completed corrective action protect potential beneficial uses per the Regional Board Basin Plan? **YES**  
Does corrective action protect public health for current land use? **YES**  
Site management requirements: **None**  
Should corrective action be reviewed if land use changes? **YES**  
Monitoring wells Decommissioned: **Yes**  
Number Decommissioned: **2** Number Retained: **9** (6 on-site, <sup>5</sup>/<sub>2</sub> off-site)  
List enforcement actions taken: **None**  
List enforcement actions rescinded: **N/A**

V. LOCAL AGENCY REPRESENTATIVE DATA

Name: Dale Klettke Title: Hazardous Materials Specialist

Signature: Date:

Reviewed by

Name: Title: Hazardous Materials Specialist

Signature: Date:

Name: Thomas Peacock Title: Supervising HazMat Specialist

Signature: Date:

VI. RWQCB NOTIFICATION

Date Submitted to RB: RB Response:

RWQCB Staff Name: Kevin Graves Title: AWRCE

Signature: Date:

VII. ADDITIONAL COMMENTS, DATA, ETC.

## CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD

SAN FRANCISCO BAY REGION

2101 WEBSTER STREET, SUITE 500

OAKLAND, CA 94612

(510) 464-1255



June 5, 1992

UGT File and File No. 2223.09(JMJ)

Mr. John Lynch  
Project Manager  
RESNA  
42501 Albrae Street  
Fremont, CA 94538

Dear Mr. Lynch:

SUBJECT: Summary of May 18, 1992 Meeting Regarding the Owens-Corning  
Fiberglass Site at 2001 Marina Blvd., San Leandro, Alameda County

The purpose of this letter is to acknowledge your discussions with John Jang of my staff and Mr. Robert Weston of the Alameda County Health Agency (ACHA) at a meeting held at ACHA on May 18, 1992, including follow-up telephone conversations. I understand that you discussed actions planned and actions taken by Owens-Corning in order to investigate and remediate polluted soils at the subject site. The following is a summary of some of these discussions:

1. The site was an asphalt processing, asphalt shingle manufacturing and warehouse facility. About 20,000 cubic yards of polluted soil has been excavated. Analyses of polluted soils indicate TPH-g at up to 1400 ppm and "TPH-d" at up to 6700 ppm. About 2000 cubic yards of the excavated soils is being bioremediated (for about two years). The rest of the excavated soils has been stockpiled onsite. Groundwater beneath the site is also polluted by TPH-g and "TPH-d".
2. Owens-Corning proposes bioremediating the soils until TPH-g is below the detection limit and "TPH-d" is at or below 100 ppm. Regional Board staff stated that we would allow treated soils to be put back into the ground without restrictions (no permit, no containment plan, no deed notice/deed restriction, no liners, and no monitoring) if the soils were treated to 10 ppm or less of TPH-g and "TPH-d" and there are no detectable concentration of BTEX constituents. If Owens-Corning wants to put soils containing more than 10 ppm of TPH-g or "TPH-d" back into the ground, they must submit a Report of Waste Discharge (ROWD) in application for Waste Discharge Requirements (WDR) (see attached Draft memo dated May 16, 1989). If the ROWD is accepted and a permit is issued by the Regional Board, the site would be treated similar to a closed landfill, including long-term groundwater monitoring. Owens-Corning would have to comply with Title 23, Division 3, Chapter 15 of the California Code of Regulations to the maximum extent feasible. A WDR permit could be waived pursuant to Section 2511 of Chapter 15 but groundwater monitoring will still be required. The ROWD application must also address the existing groundwater pollution and contain a locally issued environmental document.

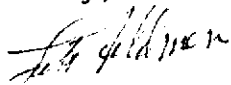
3. Regional Board staff also stated that pollutants in the soils must not be allowed to migrate off-site to surface waters or groundwaters. For example, polluted soil sediments must not be washed off the site by rain runoff into the storm drains. An impermeable cap on top of the site may be required to ensure no migration of pollutants into the groundwater. RESNA staff stated that the site will probably be graded or the site will be capped with clean fill to ensure no runoff of polluted soils into the storm drains. If polluted soils is put back into the ground, RESNA staff would consider proposing capping the site and putting a clean fill layer beneath the polluted soil to ensure that groundwater fluctuations will not come in contact with the polluted soils. We do not object to this approach.
4. There is no known usage or storage of diesel fuel at the subject site. RESNA staff believe that the "TPH-d" detected in soils and groundwater is actually blow-down oil. Blow-down oil is formed when air is blown through asphalt flux. The resulting vapors condense as a mixture of water and blow-down oil. Blow-down oil contains medium to high boiling point compounds (approximately C-12 to C-33).
5. In addition to TPH-g and blow-down oil, the soil also contains asphaltic concrete, unmixed asphalt (or tar), and asphalt shingles. RESNA believe that "TPH-d" detected in the soluble fraction of the soil actually consisted of blow-down oil and insoluble asphaltic concrete, tar, and/or asphalt shingle particles which are adsorbed onto fine clay particles which pass through the 2 micron filter used to remove bulk solids prior to analysis. RESNA will sent a written proposal on modifying the standard leachability test to the RWQCB and ACHA (in order to filter out the fine insoluble particles).
6. RESNA believe that asphaltic materials contain very low levels of leachable metals and other compounds such as PCBs and PNAs. RESNA cited two studies in Illinois to support this hypothesis and proposes that the RWQCB and ACHA allow Owens-Corning to put asphaltic materials within the excavated soils back into the ground without conducting any studies on them. RWQCB staff would not object to this proposal provided Owens-Corning demonstrate that the site specific asphaltic materials has not caused any groundwater problems in the past. This requires a groundwater investigation. RESNA staff stated that a 1989 investigation did look for other pollutants at this site other than TPH and BTEX.
7. RESNA's proposal to take one sample every 32 cubic yards from the soil treatment cells is acceptable to Regional Board staff. RESNA also propose to sample and analyze stockpiled soils at a frequency of once every 200 cubic yards. Each proposed sample will actually consist of 16 discrete samples taken at random from every 200 cubic yards of soils. RESNA propose to return any soil that is below the detection limit for THP-g and blow-down oil to the excavation without treatment. Soils with detectable concentrations of TPH-g or blow-down oil will be bioremediated. Because the detection limit for blow-down oil in soils is 1 ppm or less, RWQCB staff recommended compositing 10 discrete samples instead of 16 in order to ensure that soils above 10 ppm is not put back into the excavation.



8. RESNA plans to revise the amended workplan for soil remediation to address RWQCB and ACHA concerns. The revised workplan will probably include discussions on the need for groundwater investigation/remediation.

If you have any questions regarding the contents of this letter, please call John Jang of my staff at (510) 464-0554.

Sincerely,



Lester Feldman  
Section Leader

Attachment: Draft RWQCB Memo dated May 16, 1989 (Application for WDR to Leave Contaminated Soil in Place On Site)

cc: Robert ~~Byersmith~~, ACHA  
R. J. Byersmith, Owens-Corning Fiberglas Corp.  
Michael Bakaldin, San Leandro Fire Dept.