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BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

IN THE MATTER OF:)
)
PETITION OF CROMWELL-PHOENIX, INC.) PCB No. AS 03-05
FOR AN ADJUSTED STANDARD FROM 35) (Adjusted Standard)
Ill. Adm. Code Subpart F, Section 218.204(c))
(the "Paper Coating Rule"))

STATE OF ILLINOIS
Pollution Control Board

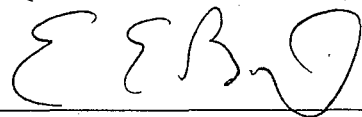
NOTICE OF FILING

TO: Charles E. Matoesian
Division of Legal Counsel
Illinois Environmental Protection Agency
1021 North Grand Avenue East
Springfield, IL 62794-9276

Bradley P. Halloran
Hearing Officer
Illinois Pollution Control Board
James R. Thompson Center
100 West Randolph, Suite 11-500
Chicago, IL 60601

PLEASE TAKE NOTICE that on November 7, 2003, we filed with the Clerk of the Illinois Pollution Control Board, 100 West Randolph Street, James R. Thompson Center Suite 11-500, Chicago, Illinois, 60601-3218, an original and nine (9) copies of Cromwell-Phoenix, Inc.'s and CP-D Acquisition Company, LLC's **JOINT MOTION TO RE-OPEN DOCKET, AFFIDAVIT OF FRANCIS J. HOULIHAN** and **APPEARANCE**, copies of which are attached hereto and hereby served upon you.

CROMWELL-PHOENIX, INC. and
CP-D ACQUISITION COMPANY, LLC

By 
One of Their Attorneys

Eric E. Boyd
SEYFARTH SHAW
55 E. Monroe St., Suite 4200
Chicago, Illinois 60603
(312) 346-8000

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

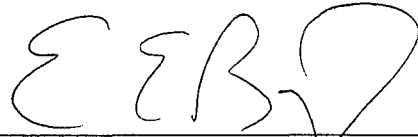
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APPEARANCE

Eric E. Boyd hereby files his appearance in this proceeding on behalf of CP-D Acquisition Company, LLC. Eric E. Boyd is designated as the lead attorney for purposes of mail and phone contact pertaining to this proceeding.

CP-D ACQUISITION COMPANY, LLC

By



One of Its Attorneys

Eric E. Boyd
Seyfarth Shaw
55 East Monroe Street
Suite 4200
Chicago, Illinois 60603
(312) 346-8000

THIS FILING IS MADE ON RECYCLED PAPER

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

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**JOINT MOTION OF CROMWELL-PHOENIX, INC. AND
CP-D ACQUISITION COMPANY, LLC TO RE-OPEN THE DOCKET**

CROMWELL-PHOENIX, Inc. ("Cromwell") and CP-D ACQUISITION COMPANY, LLC ("CP-D"), by and through their attorney, and pursuant to 35 Ill. Adm. Code § 101.500, respectfully submit this Joint Motion to Re-Open the Docket to substitute CP-D as the holder of the Adjusted Standard, and in support thereof, state as follows:

1. On May 29, 2003, Cromwell filed a Petition seeking an Adjusted Standard from the Volatile Organic Material ("VOM") paper-coating requirements of 35 Ill. Adm. Code § 218.204(c). The Adjusted Standard request related to Cromwell's facility in Alsip, Illinois.
2. On July 3, 2003, Cromwell filed a Motion for Expedited Review. The Motion for Expedited Review explained that Cromwell had entered into merger negotiations with another company that had prompted the need to request the Board to expedite its review of the Petition. Expedited review was necessary in order for the merger to occur by the end of 2003. On August 7, 2003, the Board granted the Motion for Expedited Review and a similar Motion for Expedited Transcript.
3. On September 18, 2003, the Board entered an Opinion and Order granting Cromwell's Adjusted Standard request.

4. On November 3, 2003, the Illinois Environmental Protection Agency ("IEPA") issued a Lifetime Operating Permit ("LOP") to Cromwell for the Alsip facility. The LOP, among other things, incorporates the terms of the Board's Adjusted Standard.

5. On October 28, 2003, Cromwell caused to be formed a new Illinois limited liability company named CP-D Acquisition Company, LLC ("CP-D"), the sole member of which is currently Cromwell.

6. As a result of obtaining the Adjusted Standard and the LOP, Cromwell is now in a position to consummate the merger by the end of this year. The new operating entity will be CP-D.

7. Effective on or about December 31, 2003, all of Cromwell's operating assets will be transferred to CP-D and, as part of the merger agreement, CP-D will accept one or more additional members.

8. Cromwell and CP-D request that the Board substitute CP-D as the holder of the Adjusted Standard as of January 1, 2004. As of that date, CP-D will be the operator of the Alsip facility, and will assume and be responsible for the obligations and liabilities arising from the operation of that facility, including the requirements of the Adjusted Standard issued by the Board to Cromwell on September 18, 2003 and the LOP issued by the IEPA on November 3, 2003.

9. CP-D currently plans to operate the Alsip facility in accordance with the Adjusted Standard and LOP issued to Cromwell. If the operations change in the future, CP-D will insure that all necessary environmental permitting, including any revisions to the Adjusted Standard, are in place.

10. The Board has granted similar requests to re-open Adjusted Standard dockets to substitute a new party as the holder of an Adjusted Standard. Earlier this year, the Board

substituted Dyno Nobel, Inc. as the holder of an Adjusted Standard originally issued to Ensign Bickford Company. See AS 00-5 (June 5, 2003). In the Supplemental Opinion and Order of the Board in that matter, the Board noted that it had previously granted a joint motion to substitute a petitioner and holder for a previously granted adjusted standard in *In Re: Petition of Commonwealth Edison Company for an Adjusted Standard*, AS 96-10 (March 16, 2000). The Board also allowed a modification of an Adjusted Standard to change the name of the party to whom the Adjusted Standard was issued in *In the matter of: Petition of Envirite Corporation for an Adjusted Standard*, AS 94-10 (December 19, 1996).

11. The attorney for Cromwell and CP-D, Eric E. Boyd, has discussed this motion with the attorney for the Illinois EPA in the Adjusted Standard matter, Charles Matoesian.

12. The factual statements contained in this joint motion are supported by the attached affidavit of Francis J. Houlihan. Mr. Houlihan is the President of Cromwell and of CP-D.

WHEREFORE, Cromwell and CP-D move to re-open the docket in order to substitute CP-D Acquisition Company, LLC as the named party on the Order granting the Adjusted Standard as of January 1, 2004.

Respectfully submitted,

CROMWELL-PHOENIX, INC. and
CP-D ACQUISITION COMPANY, LLC

By: 

One of Their Attorneys

Eric E. Boyd
Seyfarth Shaw
55 E. Monroe St., Suite 4200
Chicago, Illinois 60603
(312) 346-8000

DATE: November 7, 2003

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(the "Paper Coating Rule"))

AFFIDAVIT OF FRANCIS J. HOULIHAN

I, Francis J. Houlihan, being first duly sworn under oath, depose and state as follows:

1. I am the President of Cromwell-Phoenix, Inc. ("Cromwell"), and have served in that capacity since Cromwell was formed.
2. Cromwell is an Illinois corporation located in Alsip, Illinois.
3. On October 28, 2003, Cromwell caused to be formed a new Illinois limited liability company named CP-D Acquisition Company, LLC ("CP-D"), the sole member of which is currently Cromwell. I am currently, and anticipate that I will during 2004 continue to be, President of CP-D.
4. Effective on or about December 31, 2003, all of Cromwell's operating assets will be transferred to CP-D and, as part of a merger agreement, CP-D will accept one or more additional members.
5. As of January 1, 2004, CP-D will be the operator of the facility located at 12701 South Ridgeway in Alsip, Illinois in which Cromwell currently operates, and will assume and be responsible for the obligations and liabilities arising from the operation of that facility, including the requirements of the Adjusted Standard issued by the Board to Cromwell on September 18, 2003 and the Lifetime Operating Permit ("LOP") issued by the Illinois Environmental Protection

Agency ("IEPA") on November 3, 2003 (which incorporates the terms of the Adjusted Standard).

6. CP-D currently plans to operate the Alsip facility in accordance with the Adjusted Standard and LOP issued to Cromwell. If the operations change in the future, CP-D will insure that all necessary environmental permitting, including any revisions to the Adjusted Standard, are in place.

FURTHER, AFFIANT SAYETH NAUGHT.



Francis J. Houlhan

SUBSCRIBED TO AND SWORN BEFORE ME
THIS 6th DAY OF NOVEMBER, 2003



NOTARY PUBLIC



DATE: 11/06/03

PROOF OF SERVICE

I, the undersigned, on oath [or affirmation] state that I have served on the date of November 7, 2003, the attached **Joint Motion to Re-Open Docket, Affidavit of Francis J. Houlihan and Appearance** by U.S. Mail to Charles E. Matoesian and by U.S. Mail upon the following persons:

Charles E. Matoesian
Division of Legal Counsel
Illinois Environmental Protection Agency
1021 North Grand Avenue East
Springfield, IL 62794-9276

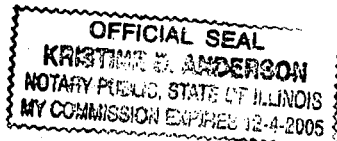
Bradley P. Halloran
Hearing Officer
Illinois Pollution Control Board
James R. Thompson Center
Suite 11-500
100 West Randolph
Chicago, IL 60601



Joy Bunton

SUBSCRIBED TO AND SWORN BEFORE ME
THIS 7th DAY OF NOVEMBER, 2003


NOTARY PUBLIC



THIS FILING IS MADE ON RECYCLED PAPER