

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
vs.	)	PCB No. 10-9
	)	(Cost Recovery)
WASTE HAULING LANDFILL, INC.,)	
et al.,)	
)	
Respondent.)	

NOTICE OF ELECTRONIC FILING

To: See Attached Service List

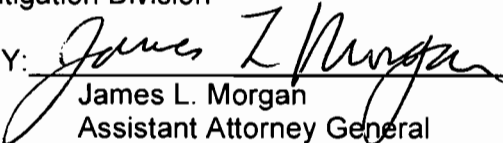
PLEASE TAKE NOTICE that on March 11, 2010, I electronically filed with the Clerk of the Pollution Control Board of the State of Illinois, c/o John T. Therriault, Assistant Clerk, James R. Thompson Center, 100 W. Randolph St., Ste. 11-500, Chicago, IL 60601, a Motion for Relief From Hearing Requirement, Stipulation and Proposal for Settlement with Aramark Uniform & Career Apparel, LLC, Stipulation and Proposal for Settlement with Bell Sports, Inc., Stipulation and Proposal for Settlement with Caterpillar, Inc., and Stipulation and Proposal for Settlement with General Electric Railcar Services Corporation, copies of which are attached hereto and herewith served upon you.

Respectfully submitted,

PEOPLE OF THE STATE OF ILLINOIS

LISA MADIGAN,
Attorney General of the
State of Illinois

MATTHEW J. DUNN, Chief
Environmental Enforcement/Asbestos
Litigation Division

BY: 
James L. Morgan
Assistant Attorney General
Environmental Bureau

500 South Second Street
Springfield, Illinois 62706
217/782-9031
Dated: March 11, 2011

Electronic Filing - Received, Clerk's Office, March 11, 2011

CERTIFICATE OF SERVICE

I hereby certify that I did on the 11th day of March, 2011, send by First Class Mail, with postage thereon fully prepaid, a true and correct copy of the instruments entitled Notice of Filing, Motion for Relief from Hearing Requirement, and four separate Stipulations and Proposals for Settlement

TO: ARAMARK UNIFORM SERVICES, INC.
c/o Jennifer Nijman
Nijman Franzetti LLP
10 South LaSalle St., Suite 3600
Chicago, IL 60603

BELL SPORTS, INC.
c/o John E. Collins
Husch Blackwell Sanders, LLP
190 Carondelet Plaza, Suite 600
St. Louis, MO 63105

A. E. STALEY MANUFACTURING CO., n/k/a Tate & Lyle
c/o Jeryl Olson, James Curtis and Elizabeth Leifel Ash
Seyfarth Shaw
131 South Dearborn St., Suite 2400
Chicago, IL 60603

BORDEN CHEMICAL CO.
c/o Matthew Larson
Shook Hardy & Bacon
2555 Grand Boulevard
Kansas City, MO 64108

ARCHER DANIELS MIDLAND, INC.
c/o Lee Cunningham, Counsel
4666 Faries Parkway
P.O. Box 1470
Decatur, IL 62526

CATERPILLAR, INC.
c/o Kevin Desharnais and Jennifer Simon
Mayer Brown LLP
71 South Wacker Drive
Chicago, IL 60606-4637

CLIMATE CONTROL, INC.
c/o Edward Q. Costa
Samuels, Miller, Schroeder, Jackson & Sly
P.O. BOX 1400
225 N. Water Street, Suite 301
Decatur, IL 62525-1400

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION
c/o Kirk McFarlane
Counsel, MidAtlantic/Southeast/Western Regions
640 Freedom Business Center
King of Prussia, PA 19406

COMBE LABORATORIES, INC.
c/o Theresa Duckett
Locke, Lord Bissell & Liddell
111 S. Wacker Drive
Chicago, IL 60606

P & H MANUFACTURING, INC.
c/o Edward Dwyer
Hodge Dwyer & Driver

Electronic Filing - Received, Clerk's Office, March 11, 2011

3150 Roland Avenue
P.O. Box 5776
Springfield, IL 62705-5776

TRINITY RAIL GROUP, INC.
c/o Kristin Parker and Michael Dolan
Jones Day
77 W. Wacker Street
Chicago, IL 60601-1692

TRIPLE S REFINING CORPORATION
c/o Jeffrey J. Freeman
Kirkland & Ellis
300 North LaSalle St.
Chicago, IL 60654-3406

BRIDGESTONE FIRESTONE, INC.
c/o Heidi Hughes Bumpers
Jones Day
51 Louisiana Ave. N.W.
Washington, DC 20001

ZEXEL ILLINOIS, INC
c/o Jerry Maynard
Dykema
10 S. Wacker Drive, Suite 2300
Chicago, IL 60606

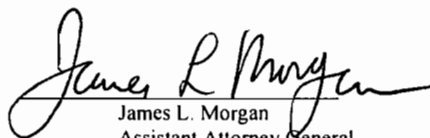
BORG WARNER
c/o Joshua More
Schiff Hardin
233 S. Wacker Drive
Chicago, IL 60606

Carol Webb, Esq.
Hearing Officer
IPCB
1021 North Grand Avenue East
P.O. Box 19274
Springfield, IL 62794-9274

Service has not been accepted by:
WASTE HAULING LANDFILL, INC.
JERRY CAMFIELD, SR.

and the original and ten copies were sent to:

John T Therriault
Illinois Pollution Control Board
James R. Thompson Center
100 W. Randolph, Suite 11-500
Chicago, IL 60601



James L. Morgan
Assistant Attorney General
Environmental Bureau/Springfield
500 South Second Street
Springfield, IL 62706

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
vs.	)	PCB No. 10-9
	)	(Cost Recovery)
WASTE HAULING LANDFILL, INC., et. al,)	
)	
Respondents.)	

MOTION FOR RELIEF FROM HEARING REQUIREMENT

NOW COMES Complainant, PEOPLE OF THE STATE OF ILLINOIS, by LISA MADIGAN, Attorney General of the State of Illinois, with the concurrence of Respondents ARAMARK UNIFORM & CAREER APPAREL, LLC, BELL SPORTS, INC., CATERPILLAR, INC., and GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, and pursuant to Section 31(c)(2) of the Illinois Environmental Protection Act ("Act"), 415 ILCS 5/31(c)(2) (2010), moves that the Illinois Pollution Control Board grant the Complainant and these four Respondents relief from the hearing requirement imposed by Section 31(c)(1) of the Act, 415 ILCS 5/31(c)(1) (2010). In support of this motion, Complainant states as follows:

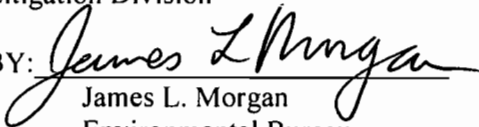
1. The Complaint has reached an agreement with each of the listed Respondents resolving the claims in the Second Amended Complaint against each of the listed Respondents.
2. These agreements are presented to the Board in a Stipulation and Proposal for Settlement for each Respondent, filed contemporaneously with this motion.
3. The Complainant and the four Respondents agree that a hearing on the four Stipulations and Proposals for Settlement is not necessary, and respectfully request relief from such a hearing as allowed by Section 31(c)(2) of the Act, 415 ILCS 5/31(c)(2) (2010).

WHEREFORE, Complainant, PEOPLE OF THE STATE OF ILLINOIS, hereby requests that the Board grant this motion for relief from the hearing requirement set forth in Section 31(c)(1) of the Act, 415 ILCS 5/31(c)(1) (2010).

Respectfully submitted,

PEOPLE OF THE STATE OF ILLINOIS
LISA MADIGAN
ATTORNEY GENERAL

MATTHEW J. DUNN, Chief
Environmental Enforcement/Asbestos
Litigation Division

BY: 
James L. Morgan
Environmental Bureau
Assistant Attorney General

500 South Second Street
Springfield, Illinois 62706
217/524-7506
Dated: March 11, 2011

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
vs.	)	PCB No. 10-9
	)	(Cost recovery)
WASTE HAULING LANDFILL, INC.,)	
et al.)	
)	
Respondents.)	

**STIPULATION AND PROPOSAL FOR SETTLEMENT WITH
ARAMARK UNIFORM & CAREER APPAREL,LLC**

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
v.	)	PCB NO. 10-9
WASTE HAULING LANDFILL, INC., et al)	
	)	(Cost Recovery)
)	
)	
Respondent.)	

STIPULATION AND PROPOSAL FOR SETTLEMENT

Complainant, PEOPLE OF THE STATE OF ILLINOIS, by LISA MADIGAN, Attorney General of the State of Illinois, the Illinois Environmental Protection Agency (“Illinois EPA”), and Aramark Uniform & Career Apparel, LLC (formerly Aratex Services, Inc.) (“Respondent”) (collectively, “Parties to the Stipulation”), have agreed to the making of this Stipulation and Proposal for Settlement (“Stipulation”) and submit it to the Illinois Pollution Control Board (“Board”) for approval. This stipulation of facts is made and agreed upon for purposes of settlement only and as a factual basis for the Board’s approval of this Stipulation and issuance of relief. None of the facts stipulated herein shall be deemed to be admissions and none shall be introduced into evidence in any other proceeding regarding the violations of the Illinois Environmental Protection Act (“Act”), 415 ILCS 5/1 *et seq.* (2006), and the Board’s Regulations, alleged in the Complaint except as otherwise provided herein. It is the intent of the Parties to the Stipulation that it be a final adjudication of this matter.

I. STATEMENT OF FACTS

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A. Parties

1. On July 29, 2009, a Complaint was filed on behalf of the People of the State of Illinois by Lisa Madigan, Attorney General of the State of Illinois, on her own motion and upon the request of the Illinois EPA, pursuant to Section 31 of the Act, 415 ILCS 5/31 (2006), against the Respondent. The Complaint was subsequently amended on September 14, 2009 and on November 3, 2010.

2. The Illinois EPA is an administrative agency of the State of Illinois, created pursuant to Section 4 of the Act, 415 ILCS 5/4 (2006).

3. At all times relevant to the Complaint, Respondent was and is a Delaware limited liability company that was formerly authorized to transact business in the State of Illinois. At all times relevant to the Complaint, one of Respondent's predecessors owned and operated a facility located in Decatur, Macon County, Illinois.

4. During the period of March 1981 to April 1989, Respondent's predecessor disposed of wastes generated from its operations at the Waste Hauling Landfill in Decatur, Macon County, Illinois.

5. Respondent's predecessor had been issued waste stream authorizations ("WSA") 802788 and 812929. According to the applications submitted by Respondent's predecessor, WSA 802788 contained "Diatomaceous Earth Perk Sludge" and WSA 812929 contained "Diat Earth Min Seal Oil".

6. According to special waste manifests submitted on behalf of Respondent's predecessor, approximately 201 cubic yards of wastes covered by WSA 802788 and 812929 were

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disposed of at the Waste Hauling Landfill.

7. During the period of 2001 to 2009, Illinois EPA conducted removal actions at the Waste Hauling Landfill to address deteriorating conditions at the Waste Hauling Landfill, including numerous areas of erosion of the cover, leachate seeps, and periodic inspections.

8. Illinois EPA incurred costs of \$3,000,000.00 in performing these removal actions. Illinois EPA does not expect any additional work to be required at the Landfill.

II. APPLICABILITY

This Stipulation shall apply to and be binding upon the Parties to the Stipulation, and any officer, director, agent, or employee of the Respondent, as well as any successors or assigns of the Respondent. The Respondent shall not raise as a defense to any enforcement action taken pursuant to this Stipulation the failure of any of its officers, directors, agents, employees or successors or assigns to take such action as shall be required to comply with the provisions of this Stipulation.

V. TERMS OF SETTLEMENT

A. Removal Costs Payment

The Respondent shall pay the sum of Four Thousand Seven Hundred and Fifty Dollars (\$4,750.00) within thirty (30) days from the date the Board adopts and accepts this Stipulation to reimburse Illinois EPA for removal costs incurred at the Waste Hauling Landfill. The Respondent shall pay the sum of Two Hundred and Fifty Dollars (\$250.00) within thirty (30) days from the date the Board adopts and accepts this Stipulation to reimburse the Attorney General for the costs incurred in this litigation.

B. Payment Procedures

1. The payment required by this Stipulation to be made to Illinois EPA shall be made by certified check or money order payable to the Illinois EPA for deposit into the Hazardous Waste Fund. The Payment shall be sent by first class mail and delivered to:

Illinois Environmental Protection Agency
Fiscal Services
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

The name, case number and the Respondent's federal tax identification number shall appear on the face of the certified check or money order. A copy of each certified check or money order and any transmittal letter shall be sent to the Attorney General at the address in paragraph 2 below.

2. The payment required by this Stipulation to be made to the Attorney General shall be made by certified check or money order payable to the "Attorney General's State Projects and Court Ordered Distribution Fund" and designated for deposit in the "801 Fund." Such payment may be by certified check or money order and shall be sent by first class mail and delivered to:

Environmental Bureau
Illinois Attorney General's Office
500 South Second Street
Springfield, Illinois 62706

The name, case number and the Respondent's federal tax identification number shall appear on the face of the certified check or money order.

C. Release from Liability

In consideration of the Respondent's payment of the \$4750.00 for reimbursement of removal costs and upon the Board's approval of this Stipulation, the Complainant releases, waives and discharges the Respondent from any further liability for the removal costs incurred by Illinois EPA at the Waste Hauling Landfill that were the subject matter of the Complaint herein. The release set forth above does not extend to any matters other than those expressly specified in Complainant's Amended Complaint filed on November 3, 2010. The Complainant reserves, and this Stipulation is without prejudice to, all rights of the State of Illinois against the Respondent with respect to all other matters, including but not limited to, the following:

- a. criminal liability;
- b. liability for future violation of state, federal, local, and common laws and/or regulations;
- c. liability for natural resources damage arising out of the alleged violations; and
- d. liability or claims based on the Respondent's failure to satisfy the requirements of this Stipulation.

Nothing in this Stipulation is intended as a waiver, discharge, release, or covenant not to sue for any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which the State of Illinois may have against any person, as defined by Section 3.315 of the Act, 415 ILCS 5/3.315, or entity other than the Respondent.

D. Covenant Not to Sue and Contribution Protection

The Parties agree, that by entering into this Stipulation the Board finds, that the

Respondent, its former, present and future owners, shareholders, officers, directors, employees, members, affiliates, parents, subsidiaries, successors, predecessors, agents, and assigns, whether pursuant to contract, by operation of law, have resolved their liability to the State and are entitled, as of the effective date of this Stipulation, to protection from contribution actions or claims as provided by Section 22.2a, 415 ILCS 5/22.2a, of the Act for matters addressed in this Stipulation.

E Enforcement and Modification of Stipulation

Upon the entry of the Board's Order approving and accepting this Stipulation, that Order is a binding and enforceable order of the Board and may be enforced as such through any and all available means.

F. Execution of Stipulation

The undersigned representatives for the Parties to the Stipulation certify that they are fully authorized by the party whom they represent to enter into the terms and conditions of this Stipulation and to legally bind them to it.

WHEREFORE, the Parties to the Stipulation request that the Board adopt and accept the foregoing Stipulation and Proposal for Settlement as written.

PEOPLE OF THE STATE OF ILLINOIS,

THE ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY

LISA MADIGAN
Attorney General
State of Illinois

DOUGLAS P. SCOTT, Director
Illinois Environmental Protection Agency

MATTHEW J. DUNN, Chief
Environmental Enforcement/
Asbestos Litigation Division

BY:



THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General

BY:



JOHN J. KIM
Chief Legal Counsel

DATE:

1/24/11

DATE:

1/20/11

ARAMARK Uniform & Career Apparel,
LLC

BY: _____

DATE: _____

Name: _____

Title: _____

WHEREFORE, the Parties to the Stipulation request that the Board adopt and accept the foregoing Stipulation and Proposal for Settlement as written.

PEOPLE OF THE STATE OF ILLINOIS, THE ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY

LISA MADIGAN
Attorney General
State of Illinois

DOUGLAS P. SCOTT, Director
Illinois Environmental Protection Agency

MATTHEW J. DUNN, Chief
Environmental Enforcement/
Asbestos Litigation Division

BY: _____
THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General

BY: _____
JOHN J. KIM
Chief Legal Counsel

DATE: _____

DATE: _____

ARAMARK Uniform & Career Apparel,
LLC

BY: 
Name: David Michaelson

DATE: March 7, 2011

Title: Vice President

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
vs.	)	PCB No. 10-9
	)	(Cost recovery)
WASTE HAULING LANDFILL, INC.,)	
et al.)	
)	
Respondents.)	

**STIPULATION AND PROPOSAL FOR SETTLEMENT WITH
BELL SPORTS, INC.**

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
v.	)	PCB NO. 10-9
WASTE HAULING LANDFILL, INC., et al)	
	)	(Cost Recovery)
Respondent.)	

STIPULATION AND PROPOSAL FOR SETTLEMENT

Complainant, PEOPLE OF THE STATE OF ILLINOIS, by LISA MADIGAN, Attorney General of the State of Illinois, the Illinois Environmental Protection Agency ("Illinois EPA"), and Bell Sports, Inc. ("Respondent") (collectively "Parties to the Stipulation"), have agreed to the making of this Stipulation and Proposal for Settlement ("Stipulation") and submit it to the Illinois Pollution Control Board ("Board") for approval. This stipulation of facts is made and agreed upon for purposes of settlement only and as a factual basis for the Board's approval of this Stipulation and issuance of relief. None of the facts stipulated herein shall be introduced into evidence in any other proceeding regarding the violations of the Illinois Environmental Protection Act ("Act"), 415 ILCS 5/1 *et seq.* (2006), and the Board's Regulations, alleged in the Complaint except as otherwise provided herein. It is the intent of the Parties to the Stipulation that it be a final adjudication of this matter.

I. STATEMENT OF FACTS

A. Parties

1. On November 3, 2010, a Second Amended Complaint was filed on behalf of the

People of the State of Illinois by Lisa Madigan, Attorney General of the State of Illinois, on her own motion and upon the request of the Illinois EPA, pursuant to Section 31 of the Act, 415 ILCS 5/31 (2006), against the Respondent.

2. The Illinois EPA is an administrative agency of the State of Illinois, created pursuant to Section 4 of the Act, 415 ILCS 5/4 (2006).

3. At all times relevant to the Complaint, Respondent was and is a California corporation that is authorized to transact business in the State of Illinois.

At all times relevant to the Complaint, Respondent owned and operated a helmet manufacturing facility located in Rantoul, Champaign County, Illinois.

4. The State alleges that Respondent sent wastes to the Waste Hauling Landfill in Decatur, Macon County, Illinois ("Landfill") during its operating life and those wastes contained hazardous substances.

5. In a prior related enforcement proceeding, the Stated alleged that during the period of April, 1991 to May, 1992, Respondent disposed of wastes generated from its operations, including paint sludge, at the Landfill. (*People of the State of Illinois v. Bell Sports, et al.*, PCB No. 95-91, Paragraph 4.)

6. In the prior enforcement proceeding, the State alleged that a portion of Respondent's wastes disposed of at the Landfill was subsequently determined to be "hazardous." *Id.*

7. According to the State, Respondent disposed of 893 cubic yards of waste at the Landfill, accounting for less than 1 percent of the total amount of wastes in the Landfill.

8. During the period of 2001 to 2009, Illinois EPA conducted removal actions at the Waste Hauling Landfill to address deteriorating conditions at the Waste Hauling Landfill, including numerous areas of erosion of the cover, leachate seeps, and landfill gas.

9. Illinois EPA incurred costs of \$3,000,000.00 in performing these removal actions.

10. The Respondent represents that it has entered into this Stipulation for the purpose of settling and compromising disputed claims without having to incur the expense of contested litigation. By entering into this Stipulation and complying with its terms, the Respondent does not affirmatively admit the allegations of violation within the Complaint, and this Stipulation shall not be interpreted as including such admission.

II. APPLICABILITY

This Stipulation shall apply to and be binding upon the Parties to the Stipulation, and any officer, director, agent, or employee of the Respondent, as well as any affiliates, successors or assigns of the Respondent. The Respondent shall not raise as a defense to any enforcement action taken pursuant to this Stipulation the failure of any of its officers, directors, agents, employees or affiliates, successors or assigns to take such action as shall be required to comply with the provisions of this Stipulation.

V. TERMS OF SETTLEMENT

A. Removal Costs Payment

The Respondent shall pay the sum of Fifteen Thousand One Hundred Twenty Dollars (\$15,120.00) within thirty (30) days from the date the Board adopts and accepts this Stipulation to reimburse Illinois EPA for removal costs incurred at the Waste Hauling Landfill. The

Respondent shall pay the sum of Five Hundred Dollars (\$500.00) within thirty (30) days from the date the Board adopts and accepts this Stipulation to reimburse the Attorney General for the costs incurred in this litigation.

B. Payment Procedures

1. The payment required by this Stipulation to be made to Illinois EPA shall be made by certified check or money order payable to the Illinois EPA for deposit into the Hazardous Waste Fund. The Payment shall be sent by first class mail and delivered to:

Illinois Environmental Protection Agency
Fiscal Services
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

The name, case number and the Respondent's federal tax identification number shall appear on the face of the certified check or money order. A copy of each certified check or money order and any transmittal letter shall be sent to the Attorney General at the address in paragraph 2 below.

2. The payment required by this Stipulation to be made to the Attorney General shall be made by certified check or money order payable to the "Attorney General's State Projects and Court Ordered Distribution Fund" and designated for deposit in the "801 Fund." Such payment may be by certified check or money order and shall be sent by first class mail and delivered to:

Environmental Bureau
Illinois Attorney General's Office
500 South Second Street
Springfield, Illinois 62706

The name, case number and the Respondent's federal tax identification number shall appear on the face of the certified check or money order.

C. Release from Liability

In consideration of the Respondent's payment of the \$15,120.00 for reimbursement of removal costs and upon the Board's approval of this Stipulation, the Complainant releases, waives and discharges the Respondent, and any officer, director, agent, or employee of the Respondent, as well as any affiliates, successors or assigns of the Respondent from any further liability for the removal costs incurred by Illinois EPA at the Waste Hauling Landfill that were the subject matter of the Complaint herein. The release set forth above does not extend to any matters other than those expressly specified in Complainant's Complaint filed on November 3, 2010. The Complainant reserves, and this Stipulation is without prejudice to, all rights of the State of Illinois against the Respondent with respect to all other matters, including but not limited to, the following:

- a. criminal liability;
- b. liability for future violation of state, federal, local, and common laws and/or regulations;
- c. liability for natural resources damage arising out of the alleged violations; and
- d. liability or claims based on the Respondent's failure to satisfy the requirements of this Stipulation.

Nothing in this Stipulation is intended as a waiver, discharge, release, or covenant not to sue for any claim or cause of action, administrative or judicial, civil or criminal, past or future, in

law or in equity, which the State of Illinois may have against any person, as defined by Section 3.315 of the Act, 415 ILCS 5/3.315, or entity other than the Respondent, and any officer, director, agent, or employee of the Respondent, as well as any affiliates, successors or assigns of the Respondent.

D. Enforcement and Modification of Stipulation

Upon the entry of the Board's Order approving and accepting this Stipulation, that Order is a binding and enforceable order of the Board and may be enforced as such through any and all available means.

E. Execution of Stipulation

The undersigned representatives for the Parties to the Stipulation certify that they are fully authorized by the party whom they represent to enter into the terms and conditions of this Stipulation and to legally bind them to it.

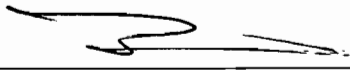
WHEREFORE, the Parties to the Stipulation request that the Board adopt and accept the foregoing Stipulation and Proposal for Settlement as written.


PEOPLE OF THE STATE OF ILLINOIS, THE ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

LISA MADIGAN
Attorney General
State of Illinois

DOUGLAS P. SCOTT, Director
Illinois Environmental Protection Agency

MATTHEW J. DUNN, Chief
Environmental Enforcement/
Asbestos Litigation Division

BY: 
THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General

BY: 
JOHN J. KIM
Chief Legal Counsel

DATE: 1/24/11

DATE: 1/20/11

BELL SPORTS, INC.

BY: _____

DATE: _____

Name: Thom Parks

Title: Vice President of Corporate
Affairs

DRAFT

12/07/10 1:39 PM 12/06/10 10:10 AM 05/28/10 11:15 AM
05/27/10 1:46 PM
Confidential - Attorney/Client Work Product Privilege

WHEREFORE, the Parties to the Stipulation request that the Board adopt and accept the foregoing Stipulation and Proposal for Settlement as written.

PEOPLE OF THE STATE OF ILLINOIS, THE ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

LISA MADIGAN
Attorney General
State of Illinois

DOUGLAS P. SCOTT, Director
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MATTHEW J. DUNN, Chief
Environmental Enforcement/
Asbestos Litigation Division

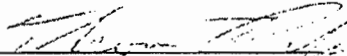
BY: _____
THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General

BY: _____
JOHN J. KIM
Chief Legal Counsel

DATE: _____

DATE: _____

BELL SPORTS, INC.

BY:  _____

DATE: Dec 8, 2010

Name: Thom Parks

Title: Vice President of Corporate
Affairs

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
vs.	)	PCB No. 10-9
	)	(Cost recovery)
WASTE HAULING LANDFILL, INC.,)	
et al.)	
)	
Respondents.)	

**STIPULATION AND PROPOSAL FOR SETTLEMENT WITH
CATERPILLAR, INC.**

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
v.	)	PCB NO. 10-9
WASTE HAULING LANDFILL, INC., et al)	
	)	(Cost Recovery)
)	
Respondent.)	

STIPULATION AND PROPOSAL FOR SETTLEMENT

Complainant, PEOPLE OF THE STATE OF ILLINOIS, by LISA MADIGAN, Attorney General of the State of Illinois, the Illinois Environmental Protection Agency ("Illinois EPA"), and Caterpillar, Inc. ("Respondent") (collectively, "Parties to the Stipulation"), have agreed to the making of this Stipulation and Proposal for Settlement ("Stipulation") and submit it to the Illinois Pollution Control Board ("Board") for approval. This stipulation of facts is made and agreed upon for purposes of settlement only and as a factual basis for the Board's approval of this Stipulation and issuance of relief. None of the facts stipulated herein shall be introduced into evidence in any other proceeding regarding the violations of the Illinois Environmental Protection Act ("Act"), 415 ILCS 5/1 *et seq.* (2006), and the Board's Regulations, alleged in the Complaint except as otherwise provided herein. It is the intent of the Parties to the Stipulation that it be a final adjudication of this matter.

JAB

I. STATEMENT OF FACTS

A. Parties

1. On July 29, 2009, a Complaint was filed on behalf of the People of the State of Illinois by Lisa Madigan, Attorney General of the State of Illinois, on her own motion and upon the request of the Illinois EPA, pursuant to Section 31 of the Act, 415 ILCS 5/31 (2006), against the Respondent. The Complaint was subsequently amended on September 14, 2009.

2. On December 3, 2009, the Board granted Caterpillar's Motion to Dismiss the Complaint and First Amended Complaint, as they "fail[ed] to specify the facts necessary to support a cause of action under Section 22.2(f) of the Act (415 ILCS 5/22.2(f) (2008))." The Complainant was granted leave to file a Second Amended Complaint and did so on November 3, 2010.

3. The Illinois EPA is an administrative agency of the State of Illinois, created pursuant to Section 4 of the Act, 415 ILCS 5/4 (2006).

4. At all times relevant to the Complaint, Respondent was and is a Delaware corporation that is authorized to transact business in the State of Illinois. At all times relevant to the Complaint, Respondent owned and operated a facility located in Decatur, Macon County, Illinois.

5. During the period of March 1981 to April 1989, Respondent disposed of wastes generated from its operations at the Waste Hauling Landfill in Decatur, Macon County, Illinois.

6. Respondent had been issued waste stream authorizations ("WSA") 800531, 800532, 860989, 860991, and 860994.

7. According to special waste manifests submitted on behalf of Respondent, Illinois

EPA estimates that approximately 659 cubic yards of wastes covered by WSA 800531, 800532, 860989, 860991, and 860994 were disposed of at the Waste Hauling Landfill.

8. During the period of 2001 to 2009, Illinois EPA conducted removal actions at the Waste Hauling Landfill to address deteriorating conditions at the Waste Hauling Landfill, including numerous areas of erosion of the cover, leachate seeps, and periodic inspections.

9. Illinois EPA incurred costs of \$3,000,000.00 in performing these removal actions.

B. Non-Admission of Liability

Respondent does not admit the violations alleged in the Second Amended Complaint and retains the right to controvert in any subsequent proceedings (other than proceedings to implement or enforce this Stipulation) the validity of the findings of facts, conclusions of law, and determinations contained therein.

II. APPLICABILITY

This Stipulation shall apply to and be binding upon the Parties to the Stipulation, and any officer, director, agent, or employee of the Respondent, as well as any successors or assigns of the Respondent. The Respondent shall not raise as a defense to any enforcement action taken pursuant to this Stipulation the failure of any of its officers, directors, agents, employees or successors or assigns to take such action as shall be required to comply with the provisions of this Stipulation.

III. TERMS OF SETTLEMENT

A. Removal Costs Payment

The Respondent shall pay the sum of Sixteen Thousand Dollars (\$16,000.00) within thirty (30) days from the date the Board adopts and accepts this Stipulation to reimburse Illinois EPA for removal costs incurred at the Waste Hauling Landfill and as payment in full for any and all liabilities of Respondent related to the matters set forth in the Complaint. The Respondent shall pay the sum of Nine Hundred and Fifty Dollars (\$950.00) within thirty (30) days from the date the Board adopts and accepts this Stipulation to reimburse the Attorney General for the costs incurred in this litigation.

B. Payment Procedures

1. The payment required by this Stipulation to be made to Illinois EPA shall be made by company check payable to the Illinois EPA for deposit into the Hazardous Waste Fund. The Payment shall be sent by first class mail and delivered to:

Illinois Environmental Protection Agency
Fiscal Services
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

The name, case number and the Respondent's federal tax identification number shall appear on the face of the company check. A copy of each company check and any transmittal letter shall be sent to the Attorney General at the address below.

2. The payment required by this Stipulation to be made to the Attorney General shall be made by company check payable to the "Attorney General's State Projects and Court Ordered

Distribution Fund” and designated for deposit in the “801 Fund.” Such payment shall be sent by first class mail and delivered to:

Environmental Bureau
Illinois Attorney General's Office
500 South Second Street
Springfield, Illinois 62706

The name, case number, the Bureau of Land site number (115810001) and time code (LP52 H56), and the Respondent's federal tax identification number shall appear on the face of the company check.

C. Release from Liability

In consideration of the Respondent's payment of the \$16,000.00 for reimbursement of removal costs and the \$950.00 for Attorney General costs and upon the Board's approval of this Stipulation, the Complainant releases, waives and discharges the Respondent from any further liability for:

a. the past, present, and future response or removal costs incurred by the State resulting or arising out of the releases and threatened releases at the Waste Hauling Landfill that were the subject matter of the Complaint herein; and

b. damages, including treble damages and other penalties, associated with any requested response actions, including the Illinois EPA's 4(q) notice dated May 13, 2002, related to the releases and threatened releases at the Waste Hauling Landfill that were the subject matter of the Complaint herein.

The release set forth above does not extend to any matters other than those expressly specified in Complainant's Second Amended Complaint filed November 3, 2010. The

Complainant reserves, and this Stipulation is without prejudice to, all rights of the State of Illinois against the Respondent with respect to all other matters, including but not limited to, the following:

- a. criminal liability;
- b. liability for future violation of state, federal, local, and common laws and/or regulations;
- c. liability for natural resources damage arising out of the alleged violations; and
- d. liability or claims based on the Respondent's failure to satisfy the requirements of this Stipulation.

Nothing in this Stipulation is intended as a waiver, discharge, release, or covenant not to sue for any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which the State of Illinois may have against any person, as defined by Section 3.315 of the Act, 415 ILCS 5/3.315, or entity other than the Respondent, its former, present and future owners, shareholders, officers, directors, employees, affiliates, parents, subsidiaries, successors, predecessors, agents, and assigns.

D. Covenant Not to Sue and Contribution Protection

The Parties agree, that by entering into this Stipulation the Board finds, that the Respondent, its former, present and future owners, shareholders, officers, directors, employees, affiliates, parents, subsidiaries, successors, predecessors, agents, and assigns, whether pursuant to contract, by operation of law, have resolved their liability to the State and are entitled, as of the effective date of this Stipulation, to protection from contribution actions or claims as provided by Section 22.2a, 415 ILCS 5/22.2a, of the Act for matters addressed in this Stipulation.

E Enforcement and Modification of Stipulation

Upon the entry of the Board's Order approving and accepting this Stipulation, that Order is a binding and enforceable order of the Board and may be enforced as such through any and all available means.

F. Execution of Stipulation

The undersigned representatives for the Parties to the Stipulation certify that they are fully authorized by the party whom they represent to enter into the terms and conditions of this Stipulation and to legally bind them to it.

WHEREFORE, the Parties to the Stipulation request that the Board adopt and accept the foregoing Stipulation and Proposal for Settlement as written.

PEOPLE OF THE STATE OF ILLINOIS,

LISA MADIGAN
Attorney General
State of Illinois

MATTHEW J. DUNN, Chief
Environmental Enforcement/
Asbestos Litigation Division

BY: _____
THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General

THE ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY

DOUGLAS P. SCOTT, Director
Illinois Environmental Protection Agency

BY: _____
JOHN J. KIM
Chief Legal Counsel

DATE: _____

DATE: _____

JJB
1/28/2011

F. Execution of Stipulation

The undersigned representatives for the Parties to the Stipulation certify that they are fully authorized by the party whom they represent to enter into the terms and conditions of this Stipulation and to legally bind them to it.

WHEREFORE, the Parties to the Stipulation request that the Board adopt and accept the foregoing Stipulation and Proposal for Settlement as written.

PEOPLE OF THE STATE OF ILLINOIS,

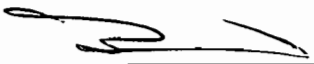
THE ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

LISA MADIGAN
Attorney General
State of Illinois

DOUGLAS P. SCOTT, Director
Illinois Environmental Protection Agency

MATTHEW J. DUNN, Chief
Environmental Enforcement/
Asbestos Litigation Division

BY: 
JOHN I. KIM
Chief Legal Counsel

BY: 
THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General

DATE: 1/20/11

DATE: 1/24/11

CATERPILLAR, INC.

BY: _____

Name: _____

Title: _____

DATE: _____

CATERPILLAR, INC.

BY: Colleen Klaiber

Name: C Klaiber

Title: EHS Manager

DATE: 1/28/11

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
vs.	)	PCB No. 10-9
	)	(Cost recovery)
WASTE HAULING LANDFILL, INC.,)	
et al.)	
)	
Respondents.)	

**STIPULATION AND PROPOSAL FOR SETTLEMENT WITH
GENERAL ELECTRIC RAILCAR SERVICES CORPORATION**

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
)	
Complainant,)	
)	
v.	)	PCB NO. 10-9
WASTE HAULING LANDFILL, INC., et al)	
	)	(Cost Recovery)

**STIPULATION AND PROPOSAL FOR SETTLEMENT WITH GENERAL ELECTRIC
RAILCAR SERVICES CORPORATION**

Complainant, PEOPLE OF THE STATE OF ILLINOIS, by LISA MADIGAN, Attorney General of the State of Illinois, the Illinois Environmental Protection Agency, and GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("Parties to the Stipulation"), have agreed to the making of this Stipulation and Proposal for Settlement ("Stipulation") and submit it to the Illinois Pollution Control Board ("Board") for approval. This stipulation of facts is made and agreed upon for purposes of settlement only and as a factual basis for the Board's approval of this Stipulation and issuance of relief. None of the facts stipulated herein shall be introduced into evidence in any other proceeding regarding the violations of the Illinois Environmental Protection Act ("Act"), 415 ILCS 5/1 *et seq.* (2008), and the Board's Regulations, alleged in the Amended Complaint except as otherwise provided herein. It is the intent of the Parties to the Stipulation that it be a final adjudication of this matter.

I. STATEMENT OF FACTS

A. Parties

1. On July 30, 2009, a Complaint was filed on behalf of the People of the State of Illinois by Lisa Madigan, Attorney General of the State of Illinois, on her own motion and upon

the request of the Illinois Environmental Protection Agency ("Illinois EPA"), against a number of entities including General Electric Railcar Services Corporation. On November 3, 2010, the Attorney General filed a Second Amended Complaint.

2. The Illinois EPA is an administrative agency of the State of Illinois, created pursuant to Section 4 of the Act, 415 ILCS 5/4 (2008).

3. At all times relevant to the Amended Complaint, General Electric Railcar Services Corporation ("GERSCO") was and is a foreign corporation that is authorized to transact business in the State of Illinois. At all times relevant to the Amended Complaint, GERSCO owned and operated a railcar repair facility located in Decatur, Macon County, Illinois.

4. During the period of July 3, 1986, to September 24, 1990, GERSCO disposed of wastes generated from its operations at the Waste Hauling Landfill in Decatur, Macon County, Illinois.

5. Waste stream authorization 851220 had been issued for wastes generated by GERSCO. The wastes were characterized as paint wastes.

6. According to special waste manifests submitted on behalf of GERSCO, 43.9 cubic yards of wastes covered by WSA 851220 were disposed of at the Waste Hauling Landfill.

7. During the period of early summer of 2002 through autumn of 2003, Illinois EPA conducted removal actions at the Waste Hauling Landfill to address deteriorating conditions at the Waste Hauling Landfill, including numerous areas of erosion of the cover and leachate seeps.

8. Illinois EPA incurred costs of approximately \$3,000,000.00 in performing these removal actions.

II. APPLICABILITY

This Stipulation shall apply to and be binding upon the Parties to the Stipulation, and any officer, director, agent, or employee of GERSCO, as well as any successors or assigns of GERSCO. GERSCO shall not raise as a defense to any enforcement action taken pursuant to this Stipulation the failure of any of its officers, directors, agents, employees or successors or assigns to take such action as shall be required to comply with the provisions of this Stipulation.

V. TERMS OF SETTLEMENT

A. Removal Costs Payment

GERSCO shall pay the sum of One Thousand and Five Hundred Dollars (\$1,500.00) within thirty (30) days from the date the Board adopts and accepts this Stipulation to reimburse Illinois EPA for removal costs incurred at the Waste Hauling Landfill and to reimburse the Attorney General for costs incurred in this litigation.

B. Payment Procedures

1. The payment required by this Stipulation to be made to Illinois EPA (\$1,200.00) shall be made by corporate check or money order payable to the Illinois EPA for deposit into the Hazardous Waste Fund. The Payment shall be sent by first class mail and delivered to:

Illinois Environmental Protection Agency
Fiscal Services
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

The name, case number, Bureau of Land Site number (115810001) and time code (LP52H56), and GERSCO's federal tax identification number shall appear on the face of the corporate check or money order. A copy of the corporate check or money order and any transmittal letter shall be

sent to the Attorney General at the address in paragraph 2 below.

2. The payment required by this Stipulation to be made to the Attorney General (\$300.00) shall be made by corporate check or money order payable to the "Attorney General's State Projects and Court Ordered Distribution Fund" and designated for deposit in the "801 Fund." Such payment shall be sent by first class mail and delivered to:

Environmental Bureau
Illinois Attorney General's Office
500 South Second Street
Springfield, Illinois 62706

The name, case number and GERSCO's federal tax identification number shall appear on the face of the corporate check or money order.

C. Release from Liability

In consideration of GERSCO's payment for reimbursement of removal costs and to reimburse the Attorney General for the costs incurred in this litigation, and upon the Board's approval of this Stipulation, the Complainant releases, waives and discharges GERSCO from any further liability for the removal costs incurred by Illinois EPA at the Waste Hauling Landfill that were the subject matter of the Amended Complaint herein. The release set forth above does not extend to any matters other than those expressly specified in Complainant's Amended Complaint filed on November 3, 2010. The Complainant reserves, and this Stipulation is without prejudice to, all rights of the State of Illinois against GERSCO with respect to all other matters, including but not limited to, the following:

- a. criminal liability;
- b. liability for future violation of state, federal, local, and common laws and/or

regulations;

- c. liability for natural resources damage arising out of the alleged violations; and
- d. liability or claims based on GERSCO's failure to satisfy the requirements of this

Stipulation.

Except as provided in this Section V.C, GERSCO reserves all rights, defenses, and objections to the matters contained in subparagraphs a through d above.

Nothing in this Stipulation is intended as a waiver, discharge, release, or covenant not to sue for any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which the State of Illinois may have against any person, as defined by Section 3.315 of the Act, 415 ILCS 5/3.315, or entity other than GERSCO.

D. Enforcement and Modification of Stipulation

Upon the entry of the Board's Order approving and accepting this Stipulation, that Order is a binding and enforceable order of the Board and may be enforced as such through any and all available means.

E. Execution of Stipulation

The undersigned representatives for the Parties to the Stipulation certify that they are fully authorized by the party whom they represent to enter into the terms and conditions of this Stipulation and to legally bind them to it.


WHEREFORE, the Parties to the Stipulation request that the Board adopt and accept the foregoing Stipulation and Proposal for Settlement as written.

PEOPLE OF THE STATE OF ILLINOIS, THE ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

LISA MADIGAN
Attorney General
State of Illinois

DOUGLAS P. SCOTT, Director
Illinois Environmental Protection Agency

MATTHEW J. DUNN, Chief
Environmental Enforcement/
Asbestos Litigation Division

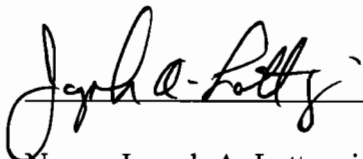
BY: 
THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General

BY: 
JOHN J. KIM
Chief Legal Counsel

DATE: 1/24/11

DATE: 1/20/11

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

BY: 
Name: Joseph A. Lattanzio

DATE: 12/14/10

Title: President