

Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

"RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

FURTHER RESOLVED, that the Resolution of the Board of Directors of the Company adopted at the meeting held on November 8, 1999 relating to the authorization of certain persons to execute, for and on behalf of the Company, Written Commitments and appointments and delegations, is hereby rescinded.

Does hereby nominate, constitute and appoint Christopher P Troha, Craig T Tagliamonte, Geoffrey E Heekin, Joellen M Mendoza, Karen Daniel, Kathleen J Mailes, Linda Iser, Marcia K Cesafsky, Patricia M Doyle, Robert E Duncan, Sandra Martinez, Susan A Welsh, Susan J Preiksa, Thomas J Joslin, all of the City of CHICAGO, Illinois, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Twenty Five million dollars & zero cents (\$25,000,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 28 day of April 2009.

WESTCHESTER FIRE INSURANCE COMPANY



Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss

On this 28 day of April, AD 2009 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written



COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
KAREN E. BRANDT, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires September 28, 2010

Notary Public

I, the undersigned Assistant Secretary of the WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this 22nd day of September, 2009



William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER April 28, 2011.



STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

MEMORANDUM

TO: Hercules, Inc – To File

FROM: William McKercher *WJM*

DATE: September 30, 2009

RE: Site Visit – September 29, 2009

FILE COPY

On September 29, 2009, I went to the Hercules, Inc. facility to observe the groundwater-sampling event for the five newly installed wells. I arrived on site at 11:05 am, and met with Travis Beard and Brent Eanes of Eco-Systems, Inc. who were performing the groundwater sampling activities.

When I arrived, Eanes and Beard were just setting up on the last well, MW-21. Sampling was performed with a peristaltic pump via low flow sampling techniques. Parameters were collected for temperature, pH, specific conductivity, and turbidity. Once the parameters stabilized according to low flow specifications, samples were collected beginning at 11:42 am. Samples were being collected for the following analyses:

- Volatile organics EPA method 8260
- Semi-volatile organics EPA method 8270
- Pesticides
- Metals
- Dioxithion

Split samples for MDEQ were collected for all tests except Dioxithion. Due to the high volume of water required to fill all the sample containers at such a low flow rate, it took over an hour to fill all the sample containers. Once sampling was completed, I packed the samples on ice and completed the chain of custody form. I then left the site at 1:15 pm to get the samples to the MDEQ lab in Pearl.

Purge water was added to the development water 55-gallon drum for each of the respective wells to be disposed of according to the results of their individual sampling.



STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

MEMORANDUM

TO: Hercules, Inc – To File

FROM: William McKercher *WM*

DATE: September 30, 2009

RE: Site Visit – September 15-16, 2009

FILE COPY

On September 15, 2009, I went to the Hercules, Inc. facility to observe the installation of five new groundwater monitoring wells to be placed around the contaminated wastewater impoundment on the eastern edge of the property along Providence Street. The purpose for installing the five wells around the impoundment was to investigate the possibility of a benzene groundwater plume which may extend off of the property.

I left home at 6:00 am that morning to arrive on site at 8:00 am. The drilling crew for Singley was at the facility waiting, but the crew from Eco-Systems had yet to arrive on-site. Once they finally arrived, Charlie Jordan of Ashland walked the contractors through a Contractor Safety Orientation. Once completed, Jordan, Eco-Systems, Singley and myself walked the areas for installation and flagged the approximate locations for the five new wells. During the time, Ashland's administration was processing a "hot work" permit which was not completed until 10:30. Finally at 10:30, the Singley began the boring at B-20. B-20 is the up-gradient location of the impoundment. The first two feet were cleared with post-hole diggers. From two feet down, the Singley crew advanced a two-foot split spoon to collect soil cores for the boring logs. Brent Eanes of Eco-Systems logged the soil cores to later be included in the final report. Once the cores were extracted, Singley turned down six-inch diameter augers until it was time for the next core sample. The boring was advanced to approximately 18 feet. A 2-inch PVC well was then set with a ten-foot screen to approximately 17 feet below ground surface (bgs). A sand pack was then placed around the well screen to two feet above the screen. Two feet of bentonite pellets were then placed above the well screen and hydrated. Singley completed this process at 11:50.

We all broke for lunch and returned to the site at 12:40 am. At 1:15 pm, Singley began the boring process at B-21. The boring was completed to 18 feet and the well was set, complete with sand pack and bentonite at 2:35 pm to convert it to MW-21. Following the construction of MW-21, the Singley crew set up a decontamination pad in order to clean augers from the first two wells. Eanes managed to get them back to together to complete the boring and installation of MW-22 at 3:30 pm. They completed the installation at 4:45 pm and left the site for the day at 5:00 pm.

OFFICE OF POLLUTION CONTROL

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AN EQUAL OPPORTUNITY EMPLOYER

I left the site for the day and returned on September 16, 2009 at 9:50 am. Singley and Eco-Systems had already installed MW-23 and were boring B-24. They completed the boring to 16 feet and set MW-24. Eanes showed me soil core remnants from B-23 from 6 to 7.5 feet bgs. The cuttings were black in color and exhibited a very strong odor. At 11:00 am, Singley began decontamination of their equipment and broke for lunch. Once they returned to the site, they began clearing areas for pads and digging holes for the protective posts around the well casings. Brent Eanes of Eco-Systems, Inc. went from well to well developing them by removing water and surging the hoses until the water being removed was visually clear of sediment. These activities were completed at 4:30 pm. Singley, Eco-Systems and I left the site at 4:45 pm.

Singley returned to the site on September 17th to pour the surface pads and install the protective posts on the few stick-up pad completions.



STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

August 18, 2009

Rodney S. Bolton
Regional Plant Manager
Ashland Hercules Water Technologies
613 West 7th Street
Hattiesburg, MS 39401

Re: *Work Plan for Groundwater Monitoring at the Impounding Basin*
Hercules Incorporated Hattiesburg facility
Hattiesburg, Forrest Co., Mississippi

Dear Mr. Bolton:

The Mississippi Department of Environmental Quality (MDEQ) has completed its review of the above referenced document and finds that Hercules, Inc. has revised the work plan to address the comments from the MDEQ letter dated July 22, 2009. MDEQ approves the *Work Plan for Groundwater Monitoring at the Impounding Basin* contingent upon the following:

1. Final well locations must be approved in the field by MDEQ personnel on-site.
2. MDEQ must be notified within 10 working days prior to any field activities.
3. A sufficient number of properly sized and properly preserved sample containers must be available for MDEQ personnel to split samples, if necessary.

If you have any questions or comments, please contact me at (601) 961-5731.

Sincerely,

Chris Sanders, P.E.
Chief, Environmental Compliance & Enforcement Division

cc: Jerry Banks, Chief – GARD, MDEQ
Willie McKercher – GARD, MDEQ
Jan Patton – ECED, MDEQ
Charlie Jordan – Hercules, Inc.

← THIS COPY FOR

ASHLAND.

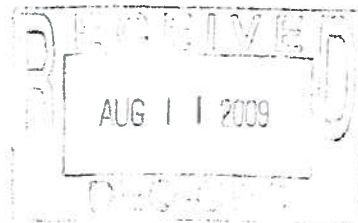
Ashland Hercules Water Technologies

Rod Bolton
Regional Plant Manager

Hattiesburg, MS Plant
613 West 7th Street
Hattiesburg MS 39401
(601) 545-3450

August 10, 2009

Mr. Chris Sanders
Environmental Compliance and Enforcement Division
Office of Pollution Control
515 Amite Street
Jackson, MS 39201



Re: ***Hercules, Inc Hattiesburg, MS
Forrest County
Work Plan for Groundwater Monitoring at the Impounding Basin***

Dear Mr. Sanders:

Enclosed please find the updated work plan for groundwater monitoring at the Impounding Basin located at the Hercules, Inc., Hattiesburg facility. As requested in MDEQ correspondence dated July 22, 2009, the work plan has been revised to include the installation of five, 2-inch diameter, permanent monitoring wells, and collection and analysis of groundwater samples for Volatiles, Semi-volatiles, Metals, Pesticides, and Delnav®.

If necessary, we will be happy to discuss any questions you may have regarding the plan. Please contact me at 414-461-4000, ext. 157, or Tim Hassett at 302-995-3456, at your earliest convenience.

Sincerely,

RS Bolton
Rodney S. Bolton
Regional Plant Manager

Enclosures

Cc: K. Woods
T. Hassett
C. Jordan

HERCULES

1.0 INTRODUCTION

This Work Plan has been prepared on behalf of Hercules Incorporated (Hercules) to the Mississippi Department of Environmental Quality (MDEQ) for the installation and monitoring of groundwater associated with the planned closure of a wastewater impoundment (IB Basin) at the Hercules Plant in Hattiesburg, Mississippi. The Hercules facility is located at 613 West 7th Street in Hattiesburg, Forrest County, Mississippi (**Figure 1**). The purpose of this Work Plan is to describe groundwater assessment activities to be conducted to assess potential impacts to groundwater from the former operation of the IB Basin.

1.1 SITE HISTORY

The Hattiesburg, Mississippi facility was developed in the 1920s as Hercules Powder Company and occupies approximately 170 acres. The facility began operations processing wood stumps into a variety of products. In the mid-1960s the name was changed to Hercules, Inc. The facility began downsizing starting the late 1970's. In 2008, Hercules Incorporated was purchased by Ashland Incorporated. Currently, there is one active plant on the property: the Kymene Plant. In 2009, Ashland announced the closure of the facility by the end of the year.

On June 10, 2009, Ashland met with the MDEQ to discuss proposed environmental activities associated with the closing of the Hercules facility. During that meeting groundwater conditions adjacent to the IB Basin relating to basin closure activities was discussed as a concern. On June 15, the MDEQ submitted correspondence requesting that a work plan be prepared to assess groundwater conditions at the basin. On July 1, 2009, Ashland submitted a brief outline proposal for assessing groundwater conditions and quality in the vicinity of the basin. On July 22, 2009, the MDEQ submitted a letter response requesting minor alterations to the plan.

- As described in previous investigations, in the active portions of the plant operations, the potentiometric surface indicates the presence of a southwest to northeast trending divide. Groundwater northwest of the divide would tend to move northwestward towards Green's Creek. Groundwater southeast of the divide would tend to move southeastward. North of Green's Creek, the potentiometric surface indicates that groundwater moves generally southward towards Green's Creek. Green's Creek enters the site at the western extremity of the site and flows generally eastward across the northern end of the site. Groundwater within the area of the IB is expected to be flowing in an easterly to northeasterly direction.

3.0 FIELD ACTIVITIES

Field activities will be initiated pending approval of the scope-of-work by the MDEQ. Unless otherwise stated, field activities will be conducted in accordance with the United States Environmental Protection Agency (EPA) Region IV Environmental Investigations Standard Operating Procedures and Quality Assurance Manual (EISOPQAM), dated November 2001 and the site-specific Health and Safety Plan (Eco-Systems, May 2004).

Locations of subsurface utilities at the site will be identified prior to mobilization by contacting Mississippi One call and the appropriate utility companies. On-site underground utilities will be located by Hercules personnel. A total of five borings will be advanced using a mobile hollow-stem auger drilling rig, and monitoring wells will be installed in the borings. The approximate locations of the proposed monitoring wells are shown in **Figure 3**. In general, temporary monitoring wells will be installed in areas to assess groundwater conditions adjacent to or downgradient of, the former EQ basin. Specific location descriptions are as follows:

- MW-20 will be installed on the west (upgradient) side of the basin,
- MW-21 and MW-22 will be installed on the north and south (cross-gradient) sides of the basin,
- MW-23 will be installed on the east (downgradient) side of the basin, and,
- MW-24 will be installed on the east side of Providence Street.

Soil borings will be pre-drilled using hand-held equipment to a depth of 3 ft. below ground surface (bgs) to ensure the borings are free of underground utilities. Based on information from nearby monitoring well data, saturated conditions will be encountered at depths of approximately 10 bgs. The estimated completion depth of the borings installed for the shallow monitoring wells is approximately 20 ft. bgs. Soil samples will be collected continuously from the surface to the uppermost saturated interval for lithologic description and field screening. Soil samples will be collected at five foot intervals in saturated soils for lithologic description.

3.1 SOIL LOGGING

Soil lithology will be described based on visual characteristics. Soils will be described according to the United Soil Classification System (U.S.C.S.). Soils will be screened in the field using a PID.

3.2 MONITORING WELL INSTALLATION AND ELEVATION SURVEY

Monitoring wells will be constructed of 2-inch nominal diameter, schedule 40 PVC casing and screen. Well screens will be 10 feet long and have 0.01-inch machine slots. The wells will be installed using hollow-stem auger drilling equipment. The wells will be installed by advancing the auger to the desired depth. After reaching the desired depth the well screen and casing will be placed inside the auger. The augers will be retracted as filter sand is placed into annular space around the well screen to a depth approximately 2 feet above the top of the well screen. Granular bentonite will be placed in the remaining annular space and hydrated with potable water.

characterization review may include historical data, site sampling data, and applicable Toxicity Characteristic Leaching Procedure (TCLP) testing, if necessary.

3.6 QA/QC PROCEDURES

To attain Site QA/QC objectives in terms of accuracy, precision, completeness, comparability, and representativeness, QA/QC samples will be collected and sent to the analytical laboratory for analysis. QA/QC samples collected in the field will consist of field duplicates, splits, and equipment rinsate and trip blanks.

Field duplicate and split samples of groundwater will be collected by alternating groundwater aliquots into an additional container from which the normal sample is collected. Split samples will also be collected in this manner for regulatory oversight and independent laboratory analysis, as required. Duplicate and split samples are used to evaluate data reproducibility and, typically, are collected at a frequency of one (1) per ten (10) samples per matrix. Equipment rinsate blanks are, typically, collected at a frequency of one (1) per twenty (20) samples per matrix. Equipment rinsate samples will be collected immediately following sampling equipment decontamination by running deionized water through decontaminated sampling equipment and collecting this water in sample containers. Trip blanks are supplied by the designated laboratory and consist of deionized water in a 40-ml vial. The trip blank will remain in the sample ice chest along with the investigation samples, and will be analyzed for target volatile compounds only. Temperature blanks will also be supplied by the laboratory and will accompany each ice chest.

3.7 SUBSEQUENT GROUNDWATER MONITORING

Groundwater monitoring of the five newly installed monitoring wells will be incorporated into the on-going semi-annual groundwater monitoring program approved for the site.

4.0 SCHEDULE OF ACTIVITY

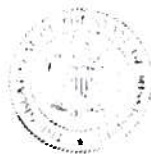
The following table summarizes the milestones to perform all tasks related to the Work Plan.

4.1 PROJECT SCHEDULE

The following table provides the general project schedule of activities in regards to the closure activities described in this Work Plan.

Activity/Deliverable	Schedule
MDEQ Work Plan Approval	To Be Determined
Initiation of Field Activities	Within 24 Days after approval*
Submit Draft Report MDEQ for Approval	60 Days after approval
Receive Draft Report Comments from MDEQ	2 Weeks estimate
Submit Final Report to MDEQ	14 Days after receipt of MDEQ comments

Note: MDEQ will be notified a minimum of 10 days prior to initiation of the field activities.



STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

July 22, 2009

Rodney S. Bolton
Ashland Hercules Water Technologies
613 West 7th Street
Hattiesburg, MS 39401

FILE COPY

Re: "Proposal for the Groundwater Monitoring Program at the Impounding Basin"
- attachment to letter submitted to MDEQ dated July 1, 2009
Hercules Inc. Hattiesburg facility
Hattiesburg, Forrest County, Mississippi

Dear Mr. Bolton:

The Mississippi Department of Environmental Quality (MDEQ) received the above referenced proposal for review by our technical staff. The document has been reviewed by the Groundwater Assessment and Remediation Division, and based on that review MDEQ is prepared to allow the groundwater monitoring project to go forward subject to the following modifications to the submitted plan:

1. The proposal suggests the installation of three monitoring wells – one upgradient and one on each side of the impoundment cross-gradient. In addition to these three points, MDEQ requires two downgradient locations – one well between the impoundment and the property line adjacent to Providence Street and one well on the opposite side of Providence Street on the adjoining Hercules lot. Figure attached. MDEQ personnel on site during installation must approve final monitoring well locations.
2. The proposal suggests installation of a ¾-inch diameter PVC monitoring well within each of the three borings. A ¾-inch diameter PVC monitoring well is generally intended for use in temporary or short term monitoring installations. As these wells will most likely be long term monitoring points, MDEQ requires installation of 2 inch PVC monitoring wells.
3. The proposed work plan suggests that samples will be analyzed for Volatiles per EPA Test Method 8260 and Delnav compounds. MDEQ will also require analyses for Metals, Semi-Volatiles and those Pesticides/Herbicides or other chemicals used or manufactured at the facility.

OFFICE OF POLLUTION CONTROL

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4. Surface completion of the wells may be locking steel shrouds or flush mount when appropriate.
5. MDEQ must be notified within 10 working days prior to any field activities.
6. A sufficient number of properly sized and properly preserved sample containers must be available for MDEQ personnel to split samples, if necessary.

If you have any questions or comments, please contact me at (601) 961-5682.

Sincerely,

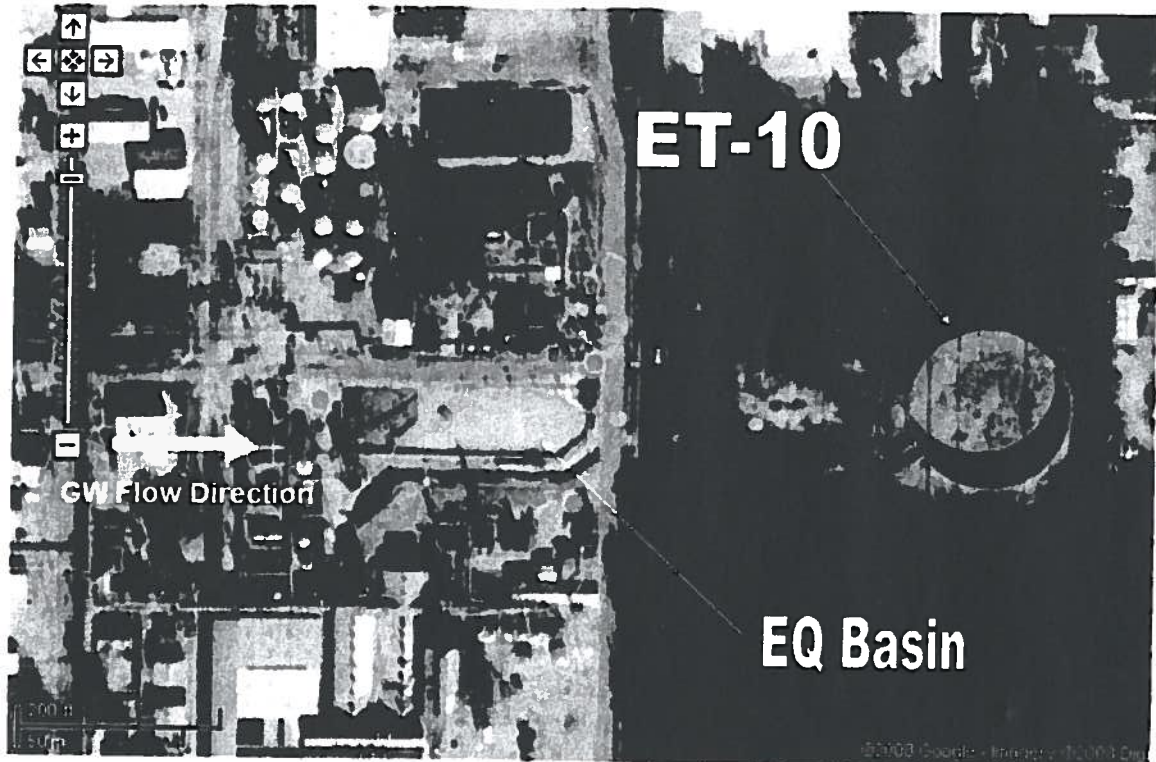


Chris Sanders, P.E.

Chief, Environmental Compliance & Enforcement Division

Enclosure

cc: Kristina M. Woods – Ashland
Jerry Banks – MDEQ, GARD Chief
Willie McKercher – GARD, MDEQ
Jan Patton – ECED, MDEQ



● Proposed Well Locations

● Additional Well Locations



STATE OF MISSISSIPPI

HALEY BARBOUR

GOVERNOR

MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY

TRUDY D. FISHER, EXECUTIVE DIRECTOR

July 20, 2009

Rodney S. Bolton
Ashland Hercules Water Technologies
613 West 7th Street
Hattiesburg, MS 39401

FILE COPY

Re: Work Plan for Repair of Monitoring Well MW-4 dated July 15, 2009
Hercules Inc. Hattiesburg facility
Hattiesburg, Forrest County, Mississippi

Dear Mr. Bolton:

The Mississippi Department of Environmental Quality (MDEQ) received the above referenced document on July 20, 2009. Your letter contains a description of the damage to monitoring well MW-4 and the proposed measures to correct the damage. After review, MDEQ approves the repair of monitoring well MW-4 as proposed. MDEQ requests that Hercules staff coordinate the repair efforts with MDEQ in advance of field work activities so that MDEQ personnel can be on-site during repairs. If you have any questions or comments, please contact me at (601) 961-5731.

Sincerely,

William McKercher
Project Manager
Groundwater Assessment and
Remediation Division (GARD)

cc: Michael T. Slack, P.E. – MDEQ, GARD ^{MTS}
Charlie Jordan – Hercules, Inc.

OFFICE OF POLLUTION CONTROL

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CMRRR 7005 0390 0000 1703 9158

Mr. William McKercher
Project Manager
Office of Pollution Control
Mississippi Department of Environmental Quality
P.O. Box 2261
Jackson, Mississippi 39225-2261

613 West 7th Street
Hattiesburg, MS 39401
Tel (601) 584-3238
Fax (601)584-3226

July 15, 2009

RECEIVED
JUL 20 2009
Dept of Environmental Quality
Office of Pollution Control

Re: Work Plan for Repair of Monitoring Well MW-4
Hercules Incorporated, Site 40470039
Hattiesburg, Mississippi

FILE COPY

Dear Mr. McKercher:

As discussed in our 7/7/09 e-mail and your subsequent 7/7/09 reply, Eco-Systems, Inc. (Eco-Systems), on behalf of Hercules, Incorporated (Hercules), has prepared the following work plan for the repair of a monitoring well located at the Hercules facility in Hattiesburg, Mississippi. Specifically, this work plan describes proposed repair services to Monitoring Well MW-4 which was damaged during routine mowing of the grounds in June, 2009.

On July 9, 2009, Eco-Systems inspected MW-4, along with a licensed well driller, to assess the extent of damage and whether the well could be repaired or should be replaced. Results of the inspection revealed a destroyed protective post and tilting of the concrete pad and steel protective stick-up well cover above grade. Based on the inspection, no damage below ground surface was evident and repair of the well should be adequate.

Eco-Systems proposes to remove the concrete pad and protective cover. The well casing above ground will be carefully inspected for integrity. If the PVC well casing is in anyway compromised above ground, the casing will be cut above ground level and a new casing extension will be added using a non-glued PVC slip collar. A new concrete pad, protective locking stick-up cover, and protective post will be constructed. The top-of-casing (TOC) elevation will be verified or re-determined using conventional survey equipment. All repair work will be conducted by a licensed well driller under the supervision of an Eco-Systems geologist.

If you have any further questions, please feel free to contact Mr. Charlie Jordan at 601-466-3048 or myself at 414-461-4000, ext. 157.

Sincerely,

RS Bolton
Rodney s Bolton
Plant Manager

cc: Chris Waters, Eco



rsbolton@ashland.com
07/07/2009 12:18 PM

To Willie_McKercher@deq.state.ms.us
cc csjordan@ashland.com, gfshelley@ashland.com,
klong@ashland.com
bcc

Subject Assessment Remediation Branch site # 40470039

History:

✉ This message has been replied to.

Dear Mr. McKercher:

In accordance with the RUAO condition 5(j), Hercules Inc. (A wholly owned subsidiary of Ashland Inc.) plans to move some excess slag rock from one road location to another road location, which is in need of some additional slag rock in order to best maintain the road system.

In accordance with the RUAO condition 5(c), on June 24, 2009, while cutting brush (bush-hogging), a Hercules employee damaged the concrete cap on MW#4. We will schedule ECO Systems and a drilling contractor to determine the extent of damage, and submit a repair plan for approval within 30 days.

Please contact me, or Charlie Jordan at 601-584-3361, if you have any questions.

Regards,

Rod Bolton
Ashland Hercules Water Technologies
Plant Manager
Milwaukee, WI and Hattiesburg, MS
414-461-4000, ext. 157
Cell: 414-331-0708

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ASHLAND.

**Rod Bolton
Regional Plant Manager**

**Ashland Hercules Water Technologies
Hercules, Inc., A Wholly Owned Subsidiary
of Ashland, Inc.**
Hattiesburg, MS Plant
613 West 7th Street
Hattiesburg, MS 39401
(601) 545-3450

July 1, 2009

VIA FEDERAL EXPRESS

Mr. Chris Sanders
Environmental Compliance and Enforcement Division
Office of Pollution Control
515 Amite Street
Jackson, MS 39201

Re: Hercules, Inc., Hattiesburg, MS
Forrest County
Surface Impoundment and Sludge Disposal Area Closure

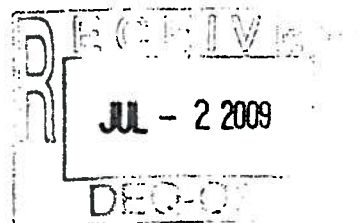
Dear Mr. Sanders:

This letter is in response to your letter dated June 15, 2009.

First, in response to your request for "a written work plan for installation of groundwater monitoring wells to assess and monitor the presence, if any, of benzene and/or other contaminants from the wastewater basin," you will find a summary work plan attached.

Second, thank you for providing a copy of Tim Hassett's August 26, 2002 letter that you and Jan Patton referenced during our June 10, 2009 meeting. We are familiar with this letter, but we are confused by MDEQ's characterization of it, i.e., the assertion that it is the letter "by which Hercules agreed to provide a closure plan after completion of the dioxathion investigation . . ." In fact, the letter does not seem to memorialize any such agreement. We are further perplexed by: 1) MDEQ's apparent assumption that Hercules has not followed up on the August 2002 letter by providing a closure plan; 2) MDEQ's assertion in the June 15 letter that Hercules "again agreed to provide a closure plan for the 'sludge disposal pits'"; and 3) MDEQ's request that Hercules provide a "waste characterization" plan for this area in connection with the "closure plan" within fifteen days of our receipt of the June 15 letter. We respectfully request that MDEQ conduct a historical review of all of the activities that have occurred with respect to the sludge disposal pits. Hercules particularly requests that MDEQ reconsider its request for the immediate submittal of a characterization sampling plan, since such a plan does not appear to be consistent with how MDEQ has addressed the sludge disposal pits in the past and the current approved remediation.

We will, for MDEQ's convenience and guidance, provide a short synopsis of the relevant activities that have occurred subsequent to the August 2002 letter and the meeting it memorializes, specifically with respect to the sludge disposal pits. Since the August 2002 meeting, Hercules has conducted all required investigations and has had several meetings with MDEQ.



FILE COPY

At one of these meetings, in response to Hercules' concerns about the remediation of the sludge disposal pits being regulated by more than one program, MDEQ agreed that Hercules could manage the sludge pits under one program, i.e., the uncontrolled sites program via Mr. Tony Russell. These investigations culminated in MDEQ's request for the Remedial Action Evaluation (RAE), which Hercules initially submitted in February 2004. Pursuant to MDEQ's request, the RAE was essentially a "Feasibility Study," i.e., it considered various potential remedies, including excavation, capping, and monitored natural attenuation (MNA). MDEQ agreed that MNA was the appropriate choice of remedy. Accordingly, MDEQ required Hercules to prepare a Corrective Action Plan (CAP) which selected MNA and established institutional controls and financial assurance.¹

Hercules has fully implemented the closure activities pursuant to the CAP sent to Mr. Willie McKercher of MDEQ in January 2005. We have performed the required monitoring and have sent the semi-annual reports to MDEQ. None of the contingencies which would trigger a reconsideration of the MNA remedy has occurred. Additionally, Hercules worked extensively with Mr. Russell via MDEQ's Voluntary Evaluation Program, and indeed is continuing to pay oversight costs pursuant to that program. All of these activities culminated in Hercules' entry into a Restricted Use Agreed Order on January 11, 2008. These documents clearly establish that MDEQ has approved a monitored natural attenuation and institutional control remedy for the sludge disposal area. We therefore reiterate that we are very confused by the references in your letter to "capping" and by the assertion that Hercules "again agreed to provide a closure plan for the 'sludge disposal pits'" in the June 10 meeting. We will provide copies of any or all of these documents if needed.

Given these confusing references and requests in the June 15 letter, we can only surmise that some misunderstanding may have occurred during the meeting as to which area of the facility was being referenced. Our intent was to provide a revised closure plan for the impoundment basin, but it will be very difficult for us to complete that plan until we know that MDEQ agrees with us regarding the RCRA land disposal restriction (LDR) status of the solids, per our discussion in the letter we sent to MDEQ on June 18, 2009. Again, we are very anxious to get this project moving, and we hope to receive a response very soon.

Finally, and further to the issue of the impoundment basin closure, we would like to address an issue that is not mentioned in your letter, but which has come up in subsequent conversations between Charlie Jordan and Jan Patton. With respect to our June 18 letter regarding the applicability of the LDRs under RCRA to the pressed and dried sludge from the impoundment basin. Ms. Patton indicated in one of these conversations that Mr. Kastner, our outside counsel, had not discussed "point of generation" in the June 18 letter. Although the point of generation issue was raised during our meeting with you, upon further research, it became clear that under 40 CFR 268.1(c) (4), the applicability of the LDR requirements to the sludge and its residues does not depend on the point of generation.

¹ The remedy could be revisited if certain criteria were triggered and, in the event such triggers occurred, capping was selected as the contingent remedy. None of the triggers has occurred.

Even if the sludge is a hazardous waste at its point of generation, so long as its solid phase is non-hazardous by the time it is land disposed, the solid phase is not prohibited from land disposal, i.e., it is not subject to the LDRs. In that case, it is irrelevant where the point of generation is located, and whether the sludge is a hazardous waste at that point. The only issue is whether the solid phase is non-hazardous prior to land disposal. That is why we did not mention point of generation in our letter. We hope this helps MDEQ in its evaluation of our position. We will be happy to discuss any questions you may have at your earliest convenience.

Sincerely,



Rodney S. Bolton
Regional Plant Manager

Enclosures

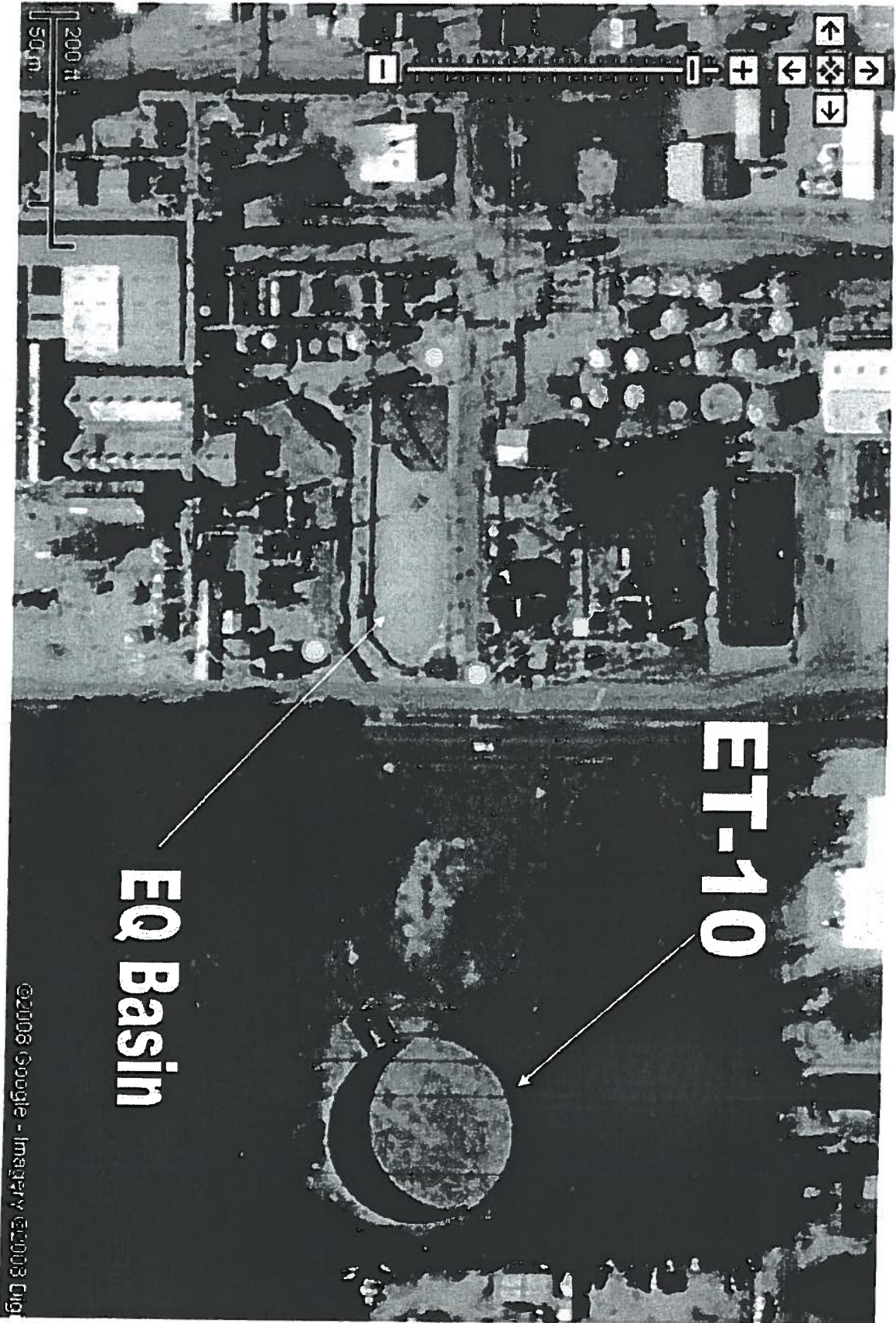
Hattiesburg, MS Plant
613 West 7th Street
Hattiesburg, MS 39401
(601) 545-3450

July 1, 2009

Proposal for the Groundwater Monitoring Program at the Impounding Basin

- Preparation of Work Plan for submittal to the MDEQ (will follow EPA Field and Laboratory Protocols identified in EPA Region IV Field Branches Quality Systems and Technical Procedures 2007 – 2008);
- Advancement of three borings at the IB basin: One (1) upgradient and two (2) downgradient – groundwater flow direction anticipated eastward based on historical measurements of water levels from piezometers at the site. To a depth of approximately 20-feet below ground surface (groundwater preliminarily anticipated at 6 to 8 feet below ground surface) to determine lithology and groundwater occurrence.
- Installation of a ¾-inch diameter, PVC, monitoring well within each of the three borings.
- Surface completion of the wells with 2X2 concrete pads and protective, locking covers.
- Development of the monitoring wells;
- Top-of-casing determination using conventional surveying equipment.
- Measurement of groundwater elevations of each well to confirm groundwater flow direction.
- Purging of the monitoring wells to stabilization of pH, D.O., Temp., and Turbidity prior to sampling.
- Collection of groundwater and QA/QC samples from each of the wells using low-flow/low stress technique.
- Analysis of the samples for Volatiles per EPA Test Method 8260 and Delnav compounds per Site Protocols.
- Preparation of a report including field activities, analytical results, figures, conclusions and recommendations.

The proposed general location for the monitoring wells is shown on the Figure attachment.



○ Proposed Well Locations

EQ Basin

ET-10

Rod Bolton
Regional Plant Manager

Hattiesburg, MS Plant
613 West 7th Street
Hattiesburg, MS 39401
(601) 545-3450

June 9, 2009

Jan M. Patton
Mississippi Department of Environmental Quality
Chemical Branch
Environmental Compliance and Enforcement Division
Jackson, Mississippi 39225-2261

FILE COPY

RE: Notice of Violation Hercules Inc Hattiesburg, Mississippi Forest County NOV Response Follow-up

Dear Ms Patton,

Pursuant to your letter dated April 28, 2009, we are responding to the additional questions you asked regarding the sludge removal at our Hattiesburg facility.

- 1. Detailed description of a "sludge removal campaign", including how often, amount of sludge removed, what triggered a campaign, what triggered the end of a campaign, and historical removal methods.*

To better understand a sludge removal campaign, it is important to understand the structure of the impoundment. The impoundment has an earthen bottom, which is concave in shape. The walls of the impoundment are reinforced with wood, and capped with poured concrete. The concrete cap is about two feet wide and deep. The center of the impoundment is approximately 10 feet deep.

The impoundment was managed so that the water layer would not be higher than about one to two feet below the top of the cement cap. As sludge built up, the water layer would decrease. This would reduce the amount of time the solids in the water could settle out, and consequently, increase the total suspended solids in our discharge. Typically sludge removal was initiated when the sludge accumulated to a level where the water level was reduced to the point such that the water retention period was becoming too short to allow solids to sufficiently settle out. In general, this meant that sludge was removed when the water layer was reduced to about one foot. Decisions were made to conduct a sludge removal based on visual observation and also total suspended solids (TSS) readings.

Sludge removal was not conducted at a set frequency, but rather was based on the water level and retention time described above. Focusing on the period right before the effective date of the Toxicity Characteristic rule and the end of the last sludge removal campaign in September 2002, it appears that six sludge removal events occurred. These appear to correspond to the six sample events conducted on: September 4, 1990; May 10, 1995; August 28, 1996; May 13, 1998; August 24, 2000; and July 24, 2001. The average duration of a sludge removal campaign was three to four weeks. Plant production operations have been reduced significantly in the last few years, which have reduced the need for sludge removal.

The amount of sludge removed from the impoundment depended upon the duration of removal and the removal method. A major campaign would typically remove three feet or more of sludge from the impoundment, which could equate to approximately 400,000 gallons, or more, of sludge.

A sludge removal campaign would end when the removal method was no longer able to extract a good thick sludge. In addition, the removal campaign would be terminated if the removal technique caused too much sludge to mix in the water resulting in an increased amount of suspended solids in the effluent.

Two sludge removal techniques were used to remove sludge from the impoundment. The first method was a clam-shell bucket attached to a drag line. The clam-shell bucket was lowered into the basin and retrieved. The contents in the bucket were then emptied into a truck, which took the sludge to the sludge pits. While this method was effective, it often resulted in an increase of total suspended solids in the effluent.

Another method of sludge removal was the use of a lagoon pumper, which was able to pump sludge from the impoundment while minimizing disturbance of the sludge. The lagoon pumper was attached to a floating raft, which had an arm that extended into the sludge layer. The lagoon pumper would pump sludge directly to trucks, which took the sludge to the sludge pits. The lagoon pumper was also capable of pumping sludge to a 17,000 gallon holding silo near the impoundment. Trucks could then load directly from the silo. Removal with the lagoon pumper was sometimes combined with use of a pontoon auger pumper, which was more maneuverable and better suited for removing sludge from the walls and west end of the basin.

- In regards to the historical sludge analyses you submitted, a detailed explanation of what type of sampling techniques that were used, the exact location of the sampling event, and who was responsible for taking the sample (Hercules' employee or lab technician).*

After the Toxicity Characteristic rule was published, sludge samples were taken on: September 4, 1990; May 10, 1995, March 5, 1996; August 28, 1996; May 13, 1998; August 24, 2000; and July 24, 2001. With the exception of the March 5, 1996 sample, all samples were requested and performed by either Summit Environmental Technologies, Inc. or Bonner Analytical Testing Company. The March 5, 1996 sample was taken by Waste Management for characterization prior to potential acceptance for off-site disposal. While Hercules did not perform any sludge sampling, a Hercules employee always accompanied the third-party lab technician performing the sampling.

The sludge samples that were taken directly from the basin by Summit Environmental Technologies, Inc., or Bonner Analytical Testing Company, used a sample thief. The sludge samples were usually taken by the sample collector extending the thief as far out as possible. This would result in samples being taken near the side walls and from the upper portion of the sludge. It is also possible that some samples were taken after the sludge was removed from the basin and placed in the truck. During each sampling event, the grab sample was properly containerized and placed on ice as required. Chain-of-custody and customary QA/QC measures were followed. The sample was then sent to the laboratory for TCLP analysis.

We hope this satisfies your requests. Please contact me at 414-461-4000, ext. 157 if you need additional information.

Sincerely,



Rodney S. Bolton
Regional Plant Manager



STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

MEMORANDUM

TO: Hercules, Inc – To File

FROM: William McKercher *WMC*

DATE: May 26, 2009

RE: Site Visit – May 14, 2009

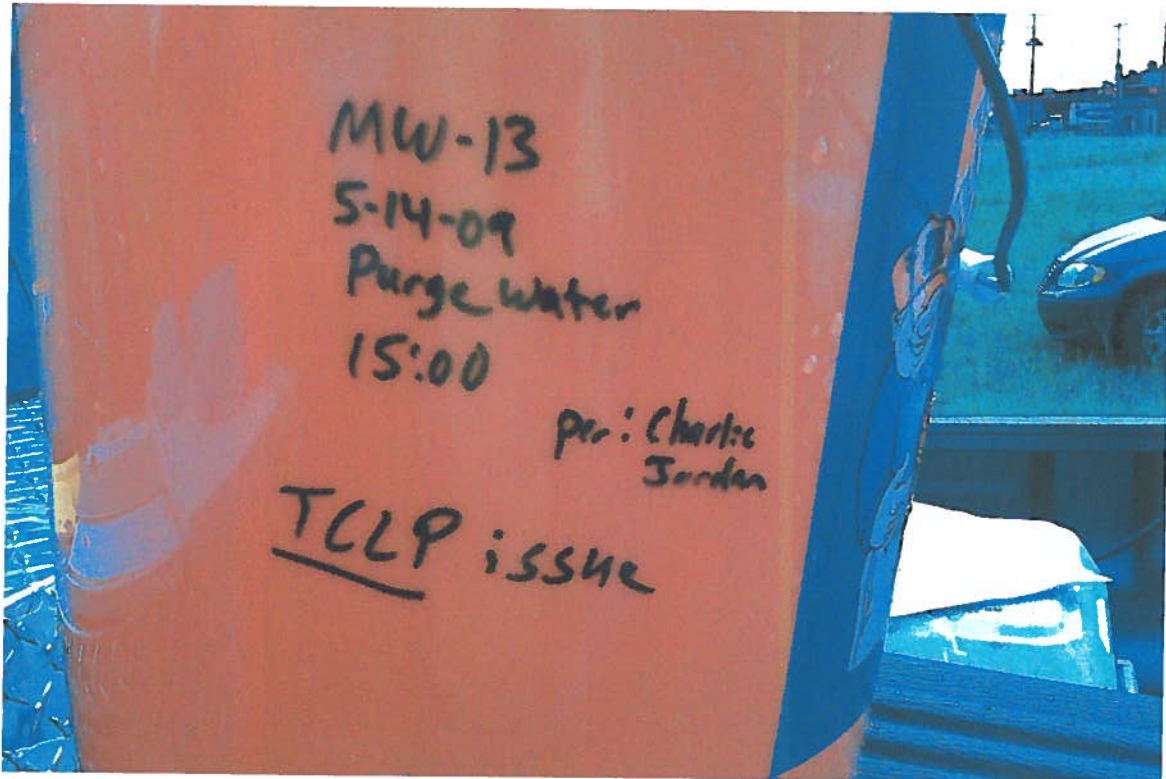
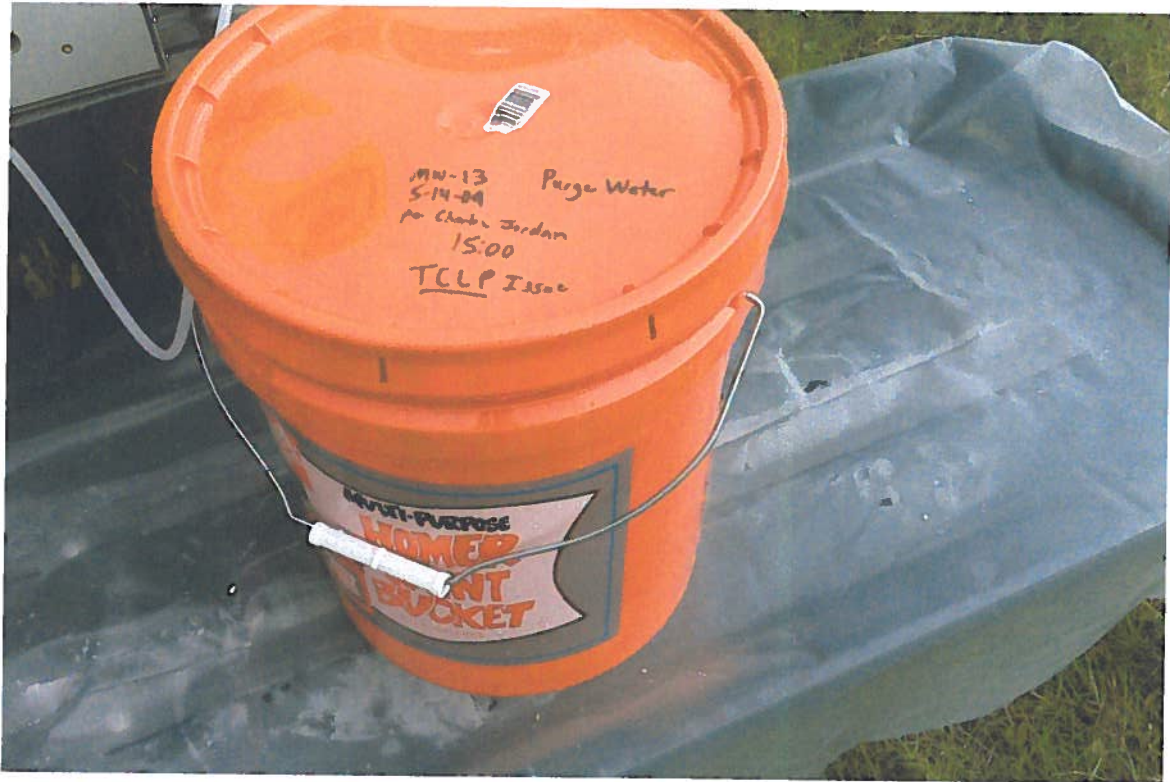
FILE COPY

On May 14, 2009, I went to the Hercules, Inc. facility to observe the semi-annual groundwater-sampling event. I arrived on site at 12:45 am, and met with Chris Terrell and Brent Eanes of Eco-Systems, Inc. who were performing the groundwater sampling activities.

When I arrived, Terrell and Brown were purging MW-14. Sampling was performed with a peristaltic pump via low flow sampling techniques. Parameters were collected for temperature, pH, specific conductivity, and turbidity. Heavy rain started about 1:00 pm while purging was being performed and lasted about 20-25 minutes. Once the parameters stabilized according to low flow specifications, samples were collected at 2:03 pm. From MW-14, Terrell and Brown moved to MW-13. Purging and sampling was performed according to the same protocols used on MW-14. This method was also repeated on the remaining wells across the site. I was present for the sampling of MW-14 and MW-13 prior to leaving the site at 3:45 pm.

While on-site an issue came up in regards to purge water disposal. Terrell and Eanes relayed to me the instructions they were given by Charlie Jordan for handling and storage of purge water during the sampling event. Jordan went through the list of the wells to be sampled and from that list divided the wells into two categories. The first was wells below TCLP concentrations. Jordan instructed Terrell and Eanes that wells below TCLP concentrations should be poured back onto the ground beside the well. The second category was wells with historic concentrations that would place them above TCLP levels. Jordan instructed Terrell and Eanes to place purge water from these wells into PVC buckets, place lids on them, label them then place them under the lean-to constructed to house the generator for the pump test at MW-8.

I collected splits for MDEQ analysis from monitoring well MW-13 for VOC EPA Method 8260 analysis.





STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

March 19, 2009

Via Facsimile(601-584-3226) and U.S. Mail

Mr. Gary Shelley
Production Superintendent
Ashland Hercules Water Technologies
Ashland Hattiesburg Plant
613 West 7th Street
Hattiesburg, Mississippi 39401

**Re: Wastewater Impoundment
Ashland Hercules Hattiesburg Plant
Hattiesburg, Forrest County, Mississippi**

Dear Mr. Shelley:

As you, Chris Sanders and I discussed yesterday by telephone, the Mississippi Department of Environmental Quality ("MDEQ") has received information that wastewater and/or sludge has recently been pumped out of the wastewater impoundment at the Ashland Hercules Hattiesburg Plant (the "Impoundment") and discharged to the Hattiesburg Publicly Owned Treatment Works ("POTW").

As you and/or other officials with Ashland and Hercules are aware, the Impoundment is the subject of a pending administrative enforcement action, and the central issue in that enforcement action is whether the water and sludge in the Impoundment is hazardous waste subject to regulation under the Resource Conservation and Recovery Act, 42 U.S.C. §§ 6901 et seq. MDEQ is, therefore, concerned about potential negative impacts that the recent pumping and discharge (and any future pumping and discharge) of water and/or sludge from the Impoundment may have on the Hattiesburg POTW and the surrounding environment.

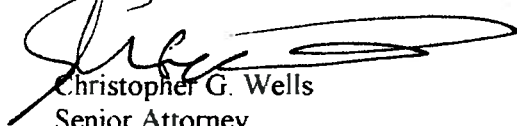
Accordingly, MDEQ has requested, and Ashland, through you, has agreed to cease and desist any and all pumping and/or discharge of wastewater or sludge from the Impoundment until further written authorization from MDEQ.

Agency Interest No. 2022
ENF20080001

Shelley
March 19, 2009
Page 2

We appreciate your cooperation in, and attention to, this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Chris Wells', with a large, sweeping flourish extending to the right.

Christopher G. Wells
Senior Attorney
Office of Pollution Control

ASHLAND.

Ashland Hercules Water Technologies

Rod Bolton
Regional Plant Manager

Hattiesburg, MS Plant
613 West 7th Street
Hattiesburg, MS 39401
(601) 545-3450

March 9, 2009

Ms. Jan Patton
Mississippi Department of Environmental Quality
Office of Pollution Control
P.O. Box 2261
Jackson, Mississippi 39255

RECEIVED
MAR 12 2009
Dept of Environmental Quality
Office of Pollution Control

Re: Closure of Ashland Hercules Water Technologies Facility
613 W. 7th Street
Hattiesburg, MS 39401

Dear Ms. Patton:

This letter will serve as official notice of the closing of Ashland's Hattiesburg Plant, formerly the Hercules Incorporated Hattiesburg Plant. The closure is scheduled to permanently terminate production of specialty chemicals effective September 30, 2009. Please note this target date may be adjusted based upon the successful completion of production being relocated at other facilities.

The Hattiesburg facility currently operates with 21 employees. The reductions in force are scheduled to begin in July 2009, and will conclude by early 2010. The plant is scheduled to be completely decommissioned in the first quarter of 2010.

The required closure plan for the facility will be submitted 90 days prior to permanently closing the facility.

If you should have any questions, please feel free to call Mr. Gary Shelley at 601-584-3220, or me at (414) 461-4000, ext. 157.

Sincerely,

RS Bolton
Rod Bolton
Regional Plant Manager

HERCULES



January 23, 2009

Mr. William McKercher
Environmental Engineer
Office of Pollution Control
Mississippi Department of Environmental Quality (MDEQ)
P.O. Box 10385
Jackson, Mississippi 39289-0385

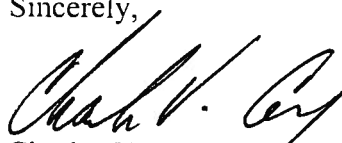
**Re: *Annual Monitoring Report
Hercules Incorporated
Hattiesburg, Mississippi
ESI Project No. HER25080***

Dear Mr. McKercher:

Eco-Systems, Inc. (Eco-Systems) is pleased to submit the enclosed two copies of the Annual Monitoring Report prepared on behalf of Hercules, Incorporated. The report includes discussion of the November 2008 surface water and groundwater monitoring event.

If you have any questions or require additional information, please do not hesitate to call Mr. Timothy Hassett at (302) 995-3456 or Charles Coney (Eco-Systems) at (601) 936-4440.

Sincerely,



Charles V. Coney, RPG
Senior Scientist

cc: Timothy Hassett – Hercules Inc. w/ enclosure
 C. S. Jordan – Hercules, Hattiesburg w/ enclosure

613 West 7th Street
Hattiesburg, MS 39401
Tel (601) 584-3238
Fax (601)584-3226

RECEIVED
DEC 18 2008
Dept of Environmental Quality
Office of Pollution Control

CERTIFIED MAIL: RETURN RECEIPT REQUESTED
Cert #: 7005 0390 0000 1703 8953

December 2, 2008

Roy Furrh, Esq.
General Counsel
Mississippi Department of Environmental Quality
P. O. Box 2261
Jackson, MS 39225-2261

RE: Ashland Inc. acquisition of Hercules

Dear Mr. Furrh:

The purpose of this letter is to confirm that on November 13, 2008, Ashland Inc. completed the acquisition of Hercules Incorporated. Hercules is now a wholly owned subsidiary of Ashland Inc., and remains the owner and operator of all of its assets, businesses, facilities, plants and subsidiaries. The attached news release published at 222.ashland.com provides further information on the transaction.

If you require any additional information, please feel free to contact me at (414) 461-4000.

Very truly yours,
ASHLAND HERCULES WATER TECHNOLOGIES



Rodney S. Bolton
Plant Manager

RSB/

cc: Toby Cook
✓ Jerry Banks
Chris Sanders



Hercules Incorporated
613 West 7th Street
Hattiesburg, MS 39401
(601) 545-3450
Fax: (601) 584-3226
www.herc.com

CERTIFIED MAIL: RETURN RECEIPT REQUESTED
Cert #: 7005 0390 0000 1703 9462

November 12, 2008

Roy Furrh, Esq.
General Counsel
Mississippi Department of Environmental Quality
P. O. Box 2261
Jackson, MS 39225-2261

RECEIVED
NOV 13 2008
Dept of Environmental Quality
Office of Pollution Control

RE: Request for Transfer of Permit Form
Hercules Incorporated Stock Transfer
Hattiesburg Facility

Dear Mr. Furrh:

Enclosed please find the Request for Transfer of Permit form of Hercules Incorporated. We understand that this form is required by the Mississippi Commission on Environmental Quality Regulation WPC-1, even in the event of change of control of a permit holder through the sale of stock.

As described in our September 9, 2008, letter (attached), as a result of a pending transaction scheduled to occur on this coming Thursday, November 13, 2008, Ashland, Inc. will be acquiring all of the stock of Hercules Incorporated. Hercules will then become a wholly owned subsidiary of Ashland. Hercules will remain the owner and operator of Hercules' manufacturing plant in Hattiesburg, Mississippi.

As a result of the structure of the transaction, although Hercules is submitting the required form, it will remain the permittee on all of the listed permits.

If you have any questions about the enclosed form, please call Richmond Williams, Esquire of our Law Department at 302-594-7020.

Sincerely,
HERCULES INCORPORATED

RS Bolton
Rodney S. Bolton
Plant Manager

RSB/

Attachment:

cc: Richmond L. Williams
• Toby Cook
✓ Jerry Banks
Chris Sanders

HERCULES

Hercules Incorporated
613 West 7th Street
Hattiesburg, MS 39401
(601) 545-3450
Fax: (601) 584-3228
www.herc.com

September 9, 2008

CERTIFIED MAIL: RETURN RECEIPT REQUESTED
Cert. #: 7005 0390 0000 1703 9431

Mr. Toby Cook, P.E., Chief
Chemical Manufacturing Branch
Environmental Permitting Division
Mississippi Department of Environmental Quality
P.O. Box 2261
Jackson, MS 39255-2261

RECEIVED
SEP 18 2008

RECEIVED
SEP 11 2008
Dept of Environmental Quality
Office of Pollution Control

Re: Hercules, Inc
Permits
Hattiesburg, Mississippi
Forrest County

Dear Mr. Cook:

Ashland, Inc. has announced its intention to acquire Hercules Incorporated and thereafter operate Hercules as a wholly owned subsidiary of Ashland. The transaction is expected to close by the end of 2008. After closing, Hercules will remain the owner and operator of all of its assets, businesses, facilities, plants and subsidiaries. Although the board of directors and corporate officers of Hercules will change, the heads of Hercules' major businesses (i.e. Aqualon and Paper Technologies & Ventures) are expected to remain the same.

Please let us know of any additional actions that we must take (e.g. notifications, document/ permit transfers, etc.) with your agency. Meanwhile, thank you for your understanding and cooperation.

If we can provide any additional information or answer any additional questions please contact Mr. Charles Jordan at 601-545-3360, or myself at 414-461-4000 ext. 157.

Sincerely,

HERCULES INCORPORATED

RS Bolton
Rodney S. Bolton
Plant Manager

RSB/

Environmental Permits for Industrial Facilities Request for Transfer of Permit, General Permit Coverage and/or Name Change

Instructions: For Ownership Change-Complete all Items on Page 1 (except Item VIII) and Page 2 (reverse side).
For Name Change Only-Complete Items I, II, V, VI, VII, VIII, and Page 2 (reverse side).
Note-This form should be submitted to MDEQ when a transferal date is finalized but prior to the actual transfer.

<p>Item I</p> <p>Facility Name: <u>HERCULES INC</u></p> <p>Location: (Do Not Use P.O. Box)</p> <p>Street: <u>613 WEST 7TH STREET</u></p> <p>City: <u>HATTIESBURG</u> State: <u>MS</u> Zip: <u>39401</u></p> <p>County: <u>FORREST</u></p> <p>Telephone: <u>(601) 584 3220</u></p>	<p>Item II</p> <p>Responsible official after transfer or name change.</p> <p>Name: <u>RODNEY S. BOLTON</u></p> <p>Title: <u>PLANT MANAGER</u></p> <p>Mailing Address:</p> <p>Street/P.O. Box: <u>613 WEST 7TH STREET</u></p> <p>City: <u>HATTIESBURG</u> State: <u>MS</u> Zip: <u>39401</u></p> <p>Telephone: <u>(414) 461 4000 Ext 157</u></p>
---	---

Item III

Previous Permittee: HERCULES INC.

Mailing Address:

Street/P.O. Box: 613 WEST 7TH STREET

City: HATTIESBURG State: MS Zip: 39401

Telephone: (601) 584 3220

Item IV

New Permittee: HERCULES INC.

Mailing Address:

Street/P.O. Box: 613 WEST 7TH STREET

City: HATTIESBURG State: MS Zip: 39401

Telephone: (601) 584 3220

Item V

Industrial Activity SIC Code: 2821 & 2899

Brief Description:

CHEMICALS MANUFACTURING

Item VI

Will Facility Operations Change? Yes No *

If yes, the appropriate applications and permits may require modification prior to change.

Item VII

Will Facility Name Change? Yes No *

If Yes, Provide New Name for Permit Coverage.

New Name: _____

Item VIII

Signature for Name Change

Print Name: RODNEY S. BOLTON

Authorized Signature: RS Bolton

Title: PLANT MANAGER Date: 11/11/08

Item IX

We the undersigned request transfer of permit(s) and/or permit coverage(s) listed on the backside of this form.

From: HERCULES INC

To: HERCULES INC Acquisition Date: Nov 13, 2008

By signature below, the recipient certifies that: 1) they are aware of the requirements of the permit(s), 2) the applicant can demonstrate to the Permit Board it has the financial resources and operational expertise and 3) agrees to accept responsibility and liability for the permit(s) listed on the back of this document. By signature below, the previous permittee is requesting that the permit(s) and/or permit coverage(s) be transferred to the recipient. The transfer of the permit(s) or permit coverage(s) will be by written notification from the Office of Pollution Control (OPC). The OPC may require submittal of information regarding financial capability and past compliance history of the recipient.

<p><u>HERCULES INC (Rod Bolton)</u></p> <p>Print New Permittee Name</p> <p><u>RS Bolton</u></p> <p>New Authorized Signature</p> <p><u>PLANT MANAGER</u></p> <p>Title</p> <p><u>11/11/08</u></p> <p>Date</p>	<p><u>HERCULES INC (Rod Bolton)</u></p> <p>Print Previous Permittee Name</p> <p><u>RS Bolton</u></p> <p>Previous Authorized Signature</p> <p><u>PLANT MANAGER</u></p> <p>Title</p> <p><u>11/11/08</u></p> <p>Date</p>
---	---

*A Permittee is a company or individual that has been issued an individual permit or coverage under a general permit.
*Authorized Signature must be owner or in the case of a corporation, a corporate officer as defined in Regulations APC-5 and WPC-1.
Page 1 of 2
SEPTEMBER 2000

Mississippi Department of Environmental Quality/Office of Pollution Control
P.O. Box 2261
Jackson, Mississippi 39225-2261
(601) 961-5171

Item X. Storm Water

(Check One)

- A Storm Water Pollution Prevention Plan (SWPPP) is not required for the site.
- The recipient certifies that they have received a copy of the Office of Pollution Control approved SWPPP from the original owner.
- The recipient is submitting a new SWPPP, which is attached to this form.
- A copy of the SWPPP cannot be obtained from the original owner.

Item XI. Hazardous Waste ID Number

EPA ID No. MSD 00 8182 081

(Check One)

- An EPA Hazardous Waste ID Number is not required for the site.
- The site's EPA ID Number is listed above and a Notification of Regulated Waste Activity Form is attached.

Item XII. Permit(s) and/or Coverage(s) to be Transferred

Permit Type: TITLE V
 Permit/Coverage No.: 0800-00001
 Permit Issuance Date: 4-22-04
 Date of General Permit Coverage: AS SPECIFIED HEREIN
 Permit Expiration Date: 3-31-09

Permit Type: STORM WATER GENERAL NPDES PERMIT
 Permit/Coverage No.: MSR 110153
 Permit Issuance Date: 12-16-05
 Date of General Permit Coverage: AS SPECIFIED HEREIN
 Permit Expiration Date: 9-30-10

Permit Type: POTW
 Permit/Coverage No.: MSP 091286
 Permit Issuance Date: 12-16-05
 Date of General Permit Coverage: AS SPECIFIED HEREIN
 Permit Expiration Date: 10-31-09

Permit Type: NPDES
 Permit/Coverage No.: MS0001830
 Permit Issuance Date: 5-4-07
 Date of General Permit Coverage: AS SPECIFIED HEREIN
 Permit Expiration Date: 4-30-12

Permit Type: LARGE CONSTRUCTION STORM WATER GENERAL
 Permit/Coverage No.: MSR 103943
 Permit Issuance Date: 1-3-06
 Date of General Permit Coverage: AS SPECIFIED HEREIN
 Permit Expiration Date: 5-31-10

Permit Type: _____
 Permit/Coverage No.: _____
 Permit Issuance Date: _____
 Date of General Permit Coverage: _____
 Permit Expiration Date: _____

Permit Type: _____
 Permit/Coverage No.: _____
 Permit Issuance Date: _____
 Date of General Permit Coverage: _____
 Permit Expiration Date: _____

OTHER INFORMATION:

<p>SEND COMPLETED FORM TO: The Appropriate State or EPA Regional Office.</p>	<p>United States Environmental Protection Agency</p> <p>RCRA SUBTITLE C SITE IDENTIFICATION FORM</p>		
<p>1. Reason for Submittal (See Instructions on page 9)</p> <p>MARK ALL BOX(ES) THAT APPLY</p>	<p>Reason for Submittal:</p> <p><input type="checkbox"/> To provide Initial Notification of Regulated Waste Activity (to obtain an EPA ID Number for hazardous waste, universal waste, or used oil activities)</p> <p><input type="checkbox"/> To provide Subsequent Notification of Regulated Waste Activity (to update site identification information)</p> <p><input type="checkbox"/> As a component of a First RCRA Hazardous Waste Part A Permit Application</p> <p><input type="checkbox"/> As a component of a Revised RCRA Hazardous Waste Part A Permit Application (Amendment # _____)</p> <p><input checked="" type="checkbox"/> As a component of the Hazardous Waste Report</p>		
<p>2. Site EPA ID Number (page 10)</p>	<p>EPA ID Number</p> <p><i>MS.D.0.08.1.82.0.8.1</i></p>		
<p>3. Site Name (page 10)</p>	<p>Name:</p> <p><i>HERCULES INCORPORATED</i></p>		
<p>4. Site Location Information (page 10)</p>	<p>Street Address: <i>613 WEST 7TH STREET</i></p>		
	<p>City, Town, or Village: <i>HATTIESBURG</i></p>	<p>State: <i>MS</i></p>	
	<p>County Name: <i>FORREST</i></p>	<p>Zip Code: <i>39401</i></p>	
<p>5. Site Land Type (page 10)</p>	<p>Site Land Type: <input type="checkbox"/> Private <input type="checkbox"/> County <input type="checkbox"/> District <input type="checkbox"/> Federal <input type="checkbox"/> Indian <input type="checkbox"/> Municipal <input type="checkbox"/> State <input type="checkbox"/> Other</p>		
<p>6. North American Industry Classification System (NAICS) Code(s) for the Site (page 10)</p>	<p>A. <i>325211</i></p>	<p>B. <i>325199</i></p>	
	<p>C.</p>	<p>D.</p>	
<p>7. Site Mailing Address (page 11)</p>	<p>Street or P. O. Box: <i>SAME</i></p>		
	<p>City, Town, or Village:</p>		
	<p>State:</p>		
	<p>Country:</p>	<p>Zip Code:</p>	
<p>8. Site Contact Person (page 11)</p>	<p>First Name: <i>ABRAHAM</i></p>	<p>MI:</p>	<p>Last Name: <i>ESCULTIA</i></p>
	<p>Phone Number: <i>601 545 3450</i></p>	<p>Extension: <i>233</i></p>	<p>E-mail address:</p>
<p>9. Operator and Legal Owner of the Site (pages 11 and 12)</p>	<p>A. Name of Site's Operator: <i>HERCULES INCORPORATED</i></p>		<p>Date Became Operator (mm/dd/yyyy): <i>~ 1920</i></p>
	<p>Operator Type: <input checked="" type="checkbox"/> Private <input type="checkbox"/> County <input type="checkbox"/> District <input type="checkbox"/> Federal <input type="checkbox"/> Indian <input type="checkbox"/> Municipal <input type="checkbox"/> State <input type="checkbox"/> Other</p>		<p>B. Name of Site's Legal Owner: <i>SAME</i></p>
<p>Owner Type: <input checked="" type="checkbox"/> Private <input type="checkbox"/> County <input type="checkbox"/> District <input type="checkbox"/> Federal <input type="checkbox"/> Indian <input type="checkbox"/> Municipal <input type="checkbox"/> State <input type="checkbox"/> Other</p>		<p>Date Became Owner (mm/dd/yyyy): <i>SAME</i></p>	

9. Legal Owner
(Continued)
Address

Street or P. O. Box:
SAME
City, Town, or Village:
State:
Country:
Zip Code:

10. Type of Regulated Waste Activity
Mark "Yes" or "No" for all activities; complete any additional boxes as instructed. (See Instructions on pages 13 to 16.)

A. Hazardous Waste Activities Complete all parts for 1 through 6.

- 1. Generator of Hazardous Waste
If "yes", choose only one of the following - a, b, or c.
 - a. LQG: Greater than 1,000 kg/mo (2,200 lbs./mo.) of non-acute hazardous waste; or
 - b. SQG: 100 to 1,000 kg/mo (220 - 2,200 lbs./mo.) of non-acute hazardous waste; or
 - c. CESQG: Less than 100 kg/mo (220 lbs./mo.) of non-acute hazardous waste.
- d. United States Importer of Hazardous Waste
- e. Mixed Waste (hazardous and radioactive) Generator

- 2. Transporter of Hazardous Waste
- 3. Treater, Storer, or Disposer of Hazardous Waste (at your site) Note: A hazardous waste-permit is required for this activity.
- 4. Recycler of Hazardous Waste (at your site)
- 5. Exempt Boiler and/or Industrial Furnace
If "yes", mark each that applies.
 - a. Small Quantity On-site Burner Exemption
 - b. Smelting, Melting, and Refining
- 6. Underground Injection Control

B. Universal Waste Activities

- 1. Large Quantity Handler of Universal Waste (accumulate 5,000 kg or more) [refer to your State regulations to determine what is regulated]. Indicate the types of universal waste managed at your site. Mark all boxes that apply:
Managed
 - a. Batteries
 - b. Pesticides
 - c. Thermostats
 - d. Lamps
 - e. Other (specify) _____
 - f. Other (specify) _____
 - g. Other (specify) _____
- 2. Destination Facility for Universal Waste
Note: A hazardous waste permit may be required for this activity.

C. Used Oil Activities

Mark all boxes that apply.

- 1. Used Oil Transporter
If "yes", mark each that applies.
 - a. Transporter
 - b. Transfer Facility
- 2. Used Oil Processor and/or Re-refiner
If "yes", mark each that applies.
 - a. Processor
 - b. Re-refiner
- 3. Off-Specification Used Oil Burner
- 4. Used Oil Fuel Marketer
If "Yes", mark each that applies.
 - a. Marketer Who Directs Shipment of Off-Specification Used Oil to Off-Specification Used Oil Burner
 - b. Marketer Who First Claims the Used Oil Meets the Specifications

11. Description of Hazardous Wastes (See Instructions on page 17.)

A. Waste Codes for Federally Regulated Hazardous Wastes. Please list the waste codes of the Federal hazardous wastes handled at your site. List them in the order they are presented in the regulations (e.g., D001, D003, F007, U112). Use an additional page if more spaces are needed.

<u>D001-D011</u>	<u>D017-D030</u>	<u>D043</u>	<u>U044</u>	<u>U239</u>		
<u>D018-D019</u>	<u>D035-D036</u>	<u>U012</u>	<u>U125</u>			
<u>D021-D023</u>	<u>D039-D040</u>	<u>U019</u>	<u>U159</u>			

B. Waste Codes for State-Regulated (i.e., non-Federal) Hazardous Wastes. Please list the waste codes of the State-regulated hazardous wastes handled at your site. List them in the order they are presented in the regulations. Use an additional page if more spaces are needed for waste codes.

12. Comments (See Instructions on page 17.)

Multiple empty lines for providing comments.

13. Certification. I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations. (See Instructions on page 17.)

Signature of operator, owner, or an authorized representative	Name and Official Title (type or print)	Date Signed (mm/dd/yyyy)
<u>RS Bolton</u>	<u>RODNEY S. BOLTON (PLANT MANAGER)</u>	<u>02/01/2008</u>

RECEIVED

NOV 10 2008

Dept of Environmental Quality
Office of Pollution Control

Mississippi Department of Environmental Quality
Groundwater Assessment and Remediation Division

Annual Certification Report

For use to satisfy Brownfield Agreed Order and Restricted Use Agreed Order Site reporting requirements.
Should additional discussion be necessary, please submit information as an attachment to this form

Site Name: Hercules Incorporated	
Site ID number: VEP-40470039	
Surface Owner of the Property: Hercules Incorporated	
List current leaseholders or tenants on the property: None, Hercules occupies the site.	

I hereby confirm that over the last year, the above referenced property has not been sold or transferred without the proper written notice supplied to MDEQ 30 days prior to that transaction.

I hereby confirm that over the last year, there has been no excavating, drilling or other activities that could create exposure to contaminated media without prior approval from MDEQ.

I hereby confirm that the Site has been restricted to commercial or industrial use only; and

I hereby confirm that the appropriate signs of size, shape, construction, and layout approved by MDEQ, are posted at the physical location of the site (if required). Photographs are attached which verify their current location and condition.

BY: RS Bolton 10/22/08

Rodney S. Bolton

TITLE: Regional Plant Manager

Submit to:

Groundwater Assessment and Remediation Division
Mississippi Department of Environmental Quality
Post Office Box 10385
Jackson, Mississippi 39289

STOP - CALL BEFORE YOU DIG
(601) 961-5171

Request to Speak with Someone in Assessment Remediation Branch
Regarding Site 40470039



STOP - CALL BEFORE YOU DIG
(601) 961-5174
Respectfully Bore and Ludwig, a Division of International Technology & Systems
Engineering has since 1990



**PRIVATE
PROPERTY
NO
TRESPASSING**



**Mississippi Department of Environmental Quality
Groundwater Assessment and Remediation Division**

Annual Certification Report

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BY: RS Bolton 10/22/08
Rodney S. Bolton

TITLE: Regional Plant Manager

Submit to:

Groundwater Assessment and Remediation Division
Mississippi Department of Environmental Quality
Post Office Box 10385
Jackson, Mississippi 39289

HERCULES
INCORPORATED

MILWAUKEE PLANT
5228 North Hopkins Street
Milwaukee, WI 53209-4634

PHONE: (414) 461-4000

FAX: (414) 461-4671

DATE: 11/3/08

TOTAL NUMBER OF PAGES SENT (INCLUDING COVER SHEET): 4

TO: Willie Mckercher

COMPANY: MDEQ

FAX #: 601-961-5300 PHONE #: _____

FROM: Rod Bolton EXTENSION: 157

COMMENTS: GARD certification for Hattiesburg
plant

STOP

STOP - CALL BEFORE YOU DIG
(801) 851-5174



PRIVATE
PROPERTY
NO
TRESPASSING



STOP - CALL BEFORE YOU DIG
(601) 961-5171

Request to Speak with Someone in Assessment Remediation Branch
Regarding Site 40470039



Jerry Banks/HW/OPC/DEQ
10/30/2008 04:24 PM

To Bekish.john@cleanharbors.com, cjordan@herc.com,
thassett1@herc.com, mbamaj1@yahoo.com
cc Willie McKercher/HW/OPC/DEQ@DEQ, Ethan
Mayeu/ECED/OPC/DEQ@DEQ, Louis
Lavallee/SW/OPC/DEQ@DEQ, Chris
bcc

Subject Fw: Hercules Project

John,

My apologies for the miscommunication on my end concerning the waste sludges from the ET-10 Tank at Hercules. I talked with Ethan Mayeu and the email attached below is from Ethan Mayeu to Pine Belt advising them that they can accept the waste sludges from the ET-10 Tanks based on the previously approved waste profile. I explained to Ethan that the concern was the sludges from the wastewater impoundments and not the tank and to please provide notice to Pine Belt to accept these sludges. This should provide you and Hercules with the necessary clearances from MDEQ to dispose of the ET-10 waste sludges in the Pine Belt landfill.

Again, my apologies for the miscommunication by me concerning this matter and if I may be of further assistance please let me know. I will be off tomorrow but will be back in the office next Monday. I will then be out of the office the remainder of next week.

— Forwarded by Jerry Banks/HW/OPC/DEQ on 10/30/2008 04:05 PM —

Ethan
Mayeu/ECED/OPC/DEQ
10/30/2008 03:11 PM

To mbamaj1@yahoo.com
cc Jerry Banks/HW/OPC/DEQ@DEQ, Louis
Lavallee/SW/OPC/DEQ@DEQ
Subject Fw: Hercules Project

Tony,

After further conversation and clarification of this matter, we do not object to the disposal of the industrial process waste material from the wastewater holding tank ET-10 at the Pine Belt landfill. However, the waste materials from the surface impoundments (SS1 and SS2) should not be accepted for disposal. Should you have any questions or need further clarification, please either email or call me at (601)961-5613.

Ethan Mayeu, P.E., Chief
Solid Waste and Mining Branch
Environmental Compliance and Enforcement Division

— Forwarded by Ethan Mayeu/ECED/OPC/DEQ on 10/30/2008 02:58 PM —

Ethan
Mayeu/ECED/OPC/DEQ
10/23/2008 12:13 PM

To JAMES HARRISON <mbamaj1@yahoo.com>@INETDEQ
cc Willie McKercher/HW/OPC/DEQ@DEQ, Jan
Patton/ECED/OPC/DEQ@DEQ, Louis
Lavallee/SW/OPC/DEQ@DEQ, Chris
Sanders/GW/OPC/DEQ@DEQ
Subject Re: Hercules Project

Tony,

After our phone conversation this morning, I have been provided further information regarding the Hercules clean-up. According to Charlie Jordan, contract employee with Hercules, there is currently no active removal of waste or sludge from the Hercules site at this time. The SS3 sludge, as I mentioned to you on the phone, is to be removed by an out-of-state contractor which has not mobilized and this sludge may not be removed for another few weeks. Therefore, no material should be received for disposal at your facility from Hercules until further notice. This includes the profiles that were originally approved by this Department by letter and faxed to you on September 19, 2008. Upon the receipt and review of additional information, our Department will advise you regarding future disposal requests for wastes originating from the Hercules facility in Hattiesburg, MS. Our Department plans on having a representative at the Hercules facility tomorrow to gather additional information. If you have any questions please either email me or call at (601)961-5613.

Ethan Mayeu, P.E., Chief
Solid Waste and Mining Branch
Environmental Compliance and Enforcement Division

JAMES HARRISON <mbamaj1@yahoo.com>



JAMES HARRISON
<mbamaj1@yahoo.com>
10/23/2008 11:06 AM

To Ethan_Mayeu@deq.state.ms.us
cc

Subject Hercules Project

Ethan,

I received an email from Clean Harbors, the company Hercules contracted with to remove the industrial process sludge from the Hercules plant. They told me to expect delivery of the sludge from the SS3 sample which is located in the ET 10 Tank. This is the stand alone tank at the facility. Please confirm that it is acceptable for us to take the waste.

Thanks

James A. "Tony" Harrison, MBA
Pine Belt Regional Solid Waste Management Authority
Executive Director
(601)545-6676



STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

MEMORANDUM

TO: Hercules, Inc – To File

FROM: William McKercher *WJM*

DATE: October 31, 2008

RE: Sludge Characterization Sampling – October 28, 2008

FILE COPY

On October 28, 2008, I was to travel to the Hercules, Inc. facility to observe the sludge characterization sampling for the wastewater impoundment on the providence Street side of the plant. In order to arrive on site when necessary, Eco-Systems Inc. agreed to call me as they were going to leave Jackson and head to Hattiesburg. They called at 8:45 stating they had to make a brief stop in Magee and would be on site after. I arrived on site at 11:00 am, and met with Charlie Jordan of Hercules, Inc. and Charles Coney and Josh Brown of Eco-Systems, Inc. who were performing the sampling activities.

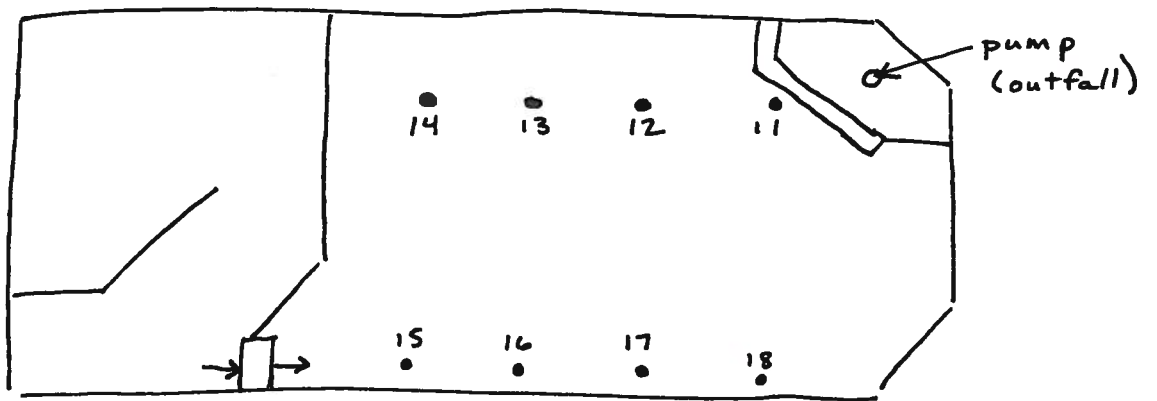
When I arrived, Coney and Brown were staging their supplies and decontamination area for the first sampling location. Sampling was performed with a stainless steel auger with an approximately ten foot handle. For the first three locations, S-14, S-13 and S-12, Hercules operators used a rented boom they had on site to carry the operator and Charles Coney out over the impoundment to collect the samples. Coney lowered the auger into the sludge from the boom. He characterized the feel as a hard crust at the top, then soft for several feet until he felt a firm bottom at approximately six feet below the surface. He ran the auger back and forth through the sludge until he was able to retain enough in the auger for the 8 oz sample collection jars. The auger was decontaminated between sample locations to avoid cross contamination by scrubbing with a toilet brush to remove large particulate matter then rinsed with distilled water and isopropyl alcohol. This was repeated until clean. An existing walkway was utilized to collect S-11 close to the based of the walkway.

Following S-11, we broke for lunch and returned to the site at 2:00. The remaining four samples, S-18, S-17, S-16 and S-15, were collected along the southern edge of the impoundment. Due to the drainage ditch south of the impoundment, it was not feasible to use the boom to get out over the impoundment. Coney and Brown completed the sample collection at 3:00 and I left the site at 3:15.

Pictures of the sample collection and impoundment are attached.



Sample locations ^{2m}













Willie
McKercher/HW/OPC/DEQ
10/24/2008 04:23 PM

To Cjordan@herc.com, Thassett1@herc.com
cc charles.coney@eco-systemsinc.com, Jerry
Banks/HW/OPC/DEQ@DEQ, Jan
Patton/ECED/OPC/DEQ@DEQ
bcc

Subject RE: Hercules - Sludge sampling

To all,

I have been able to look at the proposed sampling plan submitted via email for Charles Coney of Eco-Systems, Inc. MDEQ requires the following:

1) That a minimum of eight samples be collected on a similar grid due to the surface area and depth of material to be sampled.

2) That the samples be analyzed for TCLP VOCs; NOT just TCLP-Benzene.

Eco-Systems, Inc. may conduct the sampling next Tuesday, October 28, 2008. A representative from MDEQ may be present if available.

Willie McKercher, P.E.
Assessment and Remediation II
Mississippi Department of Environmental Quality
Phone: (601) 961-5731
Fax: (601) 961-5300
Willie_McKercher@deq.state.ms.us

"Charles Coney" <charles.coney@eco-systemsinc.com>



"Charles Coney"
<charles.coney@eco-system
sinc.com>
10/23/2008 08:42 AM

To <Willie_McKercher@deq.state.ms.us>
cc

Subject RE: Hercules - Sludge sampling

Correction. The samples will be analyzed according to the TCLP for benzene (only).

-----Original Message-----

From: Charles Coney [mailto:charles.coney@eco-systemsinc.com]
Sent: Wednesday, October 22, 2008 2:45 PM
To: 'Willie_McKercher@deq.state.ms.us'
Cc: 'THassett1@Herc.com'; 'CJordan@Herc.com'
Subject: Hercules - Sludge sampling

Willie,

Eco-Systems has been requested by Hercules to collect six sludge sample from the east end of the wastewater impoundment. Attached is a drawing showing the proposed sampling locations. The samples will be analyzed for TCLP VOCs. Hercules would like to conduct the sampling as soon as possible, and we have scheduled the sampling for next Tuesday, 28Oct08, pending MDEQ approval of the sampling locations. Please let me know if you have any objections. Also, please advise me if I need to supply extra sample containers for MDEQ.

Thanks,

Charles

Charles V. Coney, RPG
Senior Scientist/Operations Manager
Eco-Systems, Inc.
6360 I-55 North, Suite 330
Jackson, Ms 39232
Phone: (601) 936-4440
Fax: (601) 936-4463

The information contained in this e-mail message is intended only for the use of the recipient(s) named above. This message is confidential and may be privileged communication. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error and that any review, dissemination, distribution, or copying of this message is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the original message.



"Charles Coney"
 <charles.coney@eco-systemsinc.com>
 10/22/2008 02:44 PM

To <Willie_McKercher@deq.state.ms.us>
 cc <THassett1@Herc.com>, <CJordan@Herc.com>
 bcc
 Subject Hercules - Sludge sampling

Willie,

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Thanks,

Charles

Charles V. Coney, RPG
 Senior Scientist/Operations Manager
 Eco-Systems, Inc.
 6360 I-55 North, Suite 330
 Jackson, Ms 39232
 Phone: (601) 936-4440
 Fax: (601) 936-4463

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HER - impoundment proposed samples 2008-10-22.pdf



"Charles Coney"
 <charles.coney@eco-systemsinc.com>
 10/23/2008 08:42 AM

To <Willie_McKercher@deq.state.ms.us>
 cc
 bcc
 Subject RE: Hercules - Sludge sampling

Correction. The samples will be analyzed according to the TCLP for benzene (only).

-----Original Message-----

From: Charles Coney [mailto:charles.coney@eco-systemsinc.com]
Sent: Wednesday, October 22, 2008 2:45 PM
To: 'Willie_McKercher@deq.state.ms.us'
Cc: 'THassett1@Herc.com'; 'CJordan@Herc.com'
Subject: Hercules - Sludge sampling

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Charles

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 Senior Scientist/Operations Manager
 Eco-Systems, Inc.
 6360 I-55 North, Suite 330
 Jackson, Ms 39232
 Phone: (601) 936-4440
 Fax: (601) 936-4463

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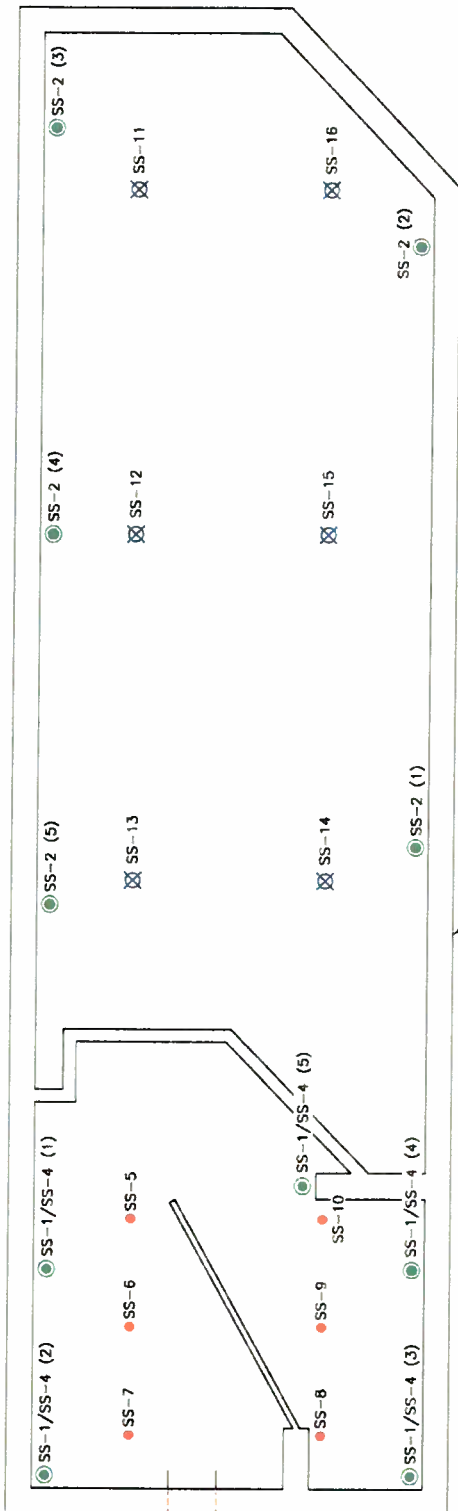


NEPTUNE AVENUE

MINERVA STREET

INFLUENT

WASTEWATER IMPOUNDMENT



- LEGEND**
- SS-2 (1) APPROXIMATE LOCATION OF PREVIOUS ALIQUOT
 - SS-5 SAMPLING LOCATION
 - SS-11 PROPOSED SAMPLING LOCATION



HERCULES, INC.
HATTIESBURG, MISSISSIPPI

Eco-Systems, Inc.
Consultants, Engineers and Scientists

SCALE: 1" = 20'	DRAWN BY: N. Sisson	DATE: 9/27/08
PROJECT NO. HER25080-CC-MS	CAD FILE HER25080-WWSS	FIGURE 1



STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

MEMORANDUM

TO: Hercules, Inc – To File

FROM: William McKercher *WM*

DATE: November 3, 2008

RE: Site Visit – October 24, 2008

On October 23, 2008, Ethan Mayeu of MDEQ received an email from Pine Belt Landfill in Ovet, MS regarding waste to be generated at the Hercules, Inc. facility in Hattiesburg, MS. Previously, MDEQ had rescinded their approval from Pine Belt to accept waste from Hercules, Inc. There was some confusion at the time as to whether or not there was work underway at the Hercules facility.

On October 24, 2008, I drove to the Hercules facility to ensure that there was no un-approved work taking place on either the wastewater impoundment or the wastewater tank on Providence Street. Since the two areas in question are directly visible from Providence Street adjacent to the property, I merely drove to the facility and looked from outside without checking in at the gate. There was no heavy equipment present at either site, nor were any sludge removal actions being conducted. After surveying the site and feeling comfortable that no work was taking place, I returned to Jackson.

It was later clarified that the contractor for Hercules, Inc. was merely sending notification that they would be sending in the waste at some point in the future and were not presently prepared to begin hauling the waste to the facility.

Ethan
Mayeu/ECED/OPC/DEQ
10/23/2008 12:13 PM

To JAMES HARRISON <mbamaj1@yahoo.com>@INETDEQ
cc Willie McKercher/HW/OPC/DEQ@DEQ, Jan
Patton/ECED/OPC/DEQ@DEQ, Louis
Lavallee/SW/OPC/DEQ@DEQ, Chris
bcc
Subject Re: Hercules Project

Tony,

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Ethan Mayeu, P.E., Chief
Solid Waste and Mining Branch
Environmental Compliance and Enforcement Division

JAMES HARRISON <mbamaj1@yahoo.com>



JAMES HARRISON
<mbamaj1@yahoo.com>
10/23/2008 11:06 AM

To Ethan_Mayeu@deq.state.ms.us
cc
Subject Hercules Project

Ethan,

I received an email from Clean Harbors, the company Hercules contracted with to remove the industrial process sludge from the Hercules plant. They told me to expect delivery of the sludge from the SS3 sample which is located in the ET 10 Tank. This is the stand alone tank at the facility. Please confirm that it is acceptable for us to take the waste.

Thanks

James A. "Tony" Harrison, MBA
Pine Belt Regional Solid Waste Management Authority
Executive Director
(601)545-6676



CJordan@Herc.com
10/23/2008 02:18 PM

To Ethan_Mayeu@deq.state.ms.us
cc Willie_Mckercher@deq.state.ms.us
bcc
Subject Re: Hercules Hattiesburg- IB/ET-10 Remediation

Jerry_Banks@deq.state.ms.us

10/22/2008 10:15 AM

To CJordan@Herc.com
cc
Subject Re: Hercules Hattiesburg- IB/ET-10 Remediation

Charlie, that is correct. the profile Number 919082 for the wastewater holding tank sludge, SS-3, has a separate profile from those for the impoundment basin and is approved and those sludges may be disposed of in the Pine Belt Landfill. The two profiles for the impoundment basin are the two profiles that we are withdrawing approval for disposal in a non-hazardous landfill at this time.

CJordan@Herc.com

10/22/2008 10:01
AM

To
Jerry_Banks@deq.state.ms.us
cc
THassett1@Herc.com
Subject
Re: Hercules Hattiesburg- IB/ET-10
Remediation

Jerry, thank you.

I believe with reference to ET-10 (the wastewater holding tank) all that's needed, for clarification (with reference to your letter below), at this time is the approval for that waste stream only to be approved for the Pine Belt landfill. The ET-10 material, SS-3, actually has its own, stand alone, profile number (919082). The east end of the basin, SS-2, on hold at this time, has/had its own profile number (919081). The west end of the basin, SS-1, was not even submitted for approval. Please provide approval for the

landfill disposal of the wastewater holding tank sludge, SS-3, profile number 919082.
Please advise.

Jerry_Banks@deq.state.ms.us

10/22/2008 09:32 AM

CJordan@Herc.com,
THasset1@Herc.com

To

cc

Subject
Hercules Hattiesburg- IB/ET-10
Remediation

Charlie, per your conversation yesterday afternoon with Willie McKercher, approval is given to continue with the removal of sludges from the wastewater holding tank.

The attached letter confirms his confirmation to withdraw our approval for disposal of the impoundment basin sludges at the Pine Belt Landfill or any other non-hazardous landfill in the State pending additional sampling and characterization of sludges in the impoundment basin. If you have further questions, please feel free to call me at 601-961-5221. I will be out of State on business the rest of the week but will be checking voice mail and email.

(See attached file: HerculesRE Impoundment hold letter 102108.doc)

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HerculesRE Impoundment hold letter 102108.doc)

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HerculesRE Impoundment hold letter 102108.doc

Ethan
Mayeu/ECED/OPC/DEQ
10/23/2008 03:40 PM

To Jan Patton/ECED/OPC/DEQ@DEQ
cc Willie McKercher/HW/OPC/DEQ@DEQ
bcc
Subject Re: Hercules 

Regardless, Pine Belt is in a holding pattern until they hear from us. Just keep me in the loop.

Jan Patton/ECED/OPC/DEQ



Jan Patton/ECED/OPC/DEQ
10/23/2008 03:33 PM

To Ethan Mayeu/ECED/OPC/DEQ@DEQ
cc Willie McKercher/HW/OPC/DEQ@DEQ
Subject Hercules

Charlie called to see if I had the email Jerry had sent approving the SS-3 sample sludge (ET-10 tank). I asked him when that removal was to start - - the contractor is mobilizing November 5 and sludge removal is set to start November 10. They are planning to dewater using flash (not sure right now if he means adding polymer or what). Since we have a definite idea for the start time, I left Willie a message telling him this and left it up to him if he still thinks a trip down now is needed.

Thank you!!
jan



STATE OF MISSISSIPPI
HALEY BARBOUR
GOVERNOR
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY
TRUDY D. FISHER, EXECUTIVE DIRECTOR

October 22, 2008

Tim Hassett
Hercules Incorporated
Hercules Plaza
1313 North Market Street
Wilmington, DE 19894-0001

Re: Hercules Response – Data Submission packet dated October 9, 2008
Hercules Inc. Hattiesburg facility
Hattiesburg, Forrest County, Mississippi

Dear Mr. Hassett:

The Mississippi Department of Environmental Quality (MDEQ) has completed a review of the above referenced document which supplies sludge characterization data for the wastewater impoundment on Hercules, Inc. site in Hattiesburg. Based on the sampling data collected on July 1, July 30 and September 4, 2008, MDEQ is very concerned about the presence of hazardous waste in the sludge and requests additional characterization of the eastern portion of the wastewater impoundment. MDEQ requests that Hercules, Inc. submit a brief sampling plan for the eastern portion of the impoundment prior to collection of additional grab samples. The number, location, and depth of the proposed samples should be included in the plan to insure representative sludge waste characterization. It is recommended that a portion of the samples be taken at depth to determine if hazardous waste constituents are throughout the depth of the sludges in the impoundment or stratified at certain depths.

MDEQ finds at this time that Hercules, Inc. may not remove any sludge materials from the wastewater impoundment until properly characterized as determined by MDEQ. MDEQ has also temporarily rescinded approval for disposal of the waste at Pine Belt Landfill or any other non-hazardous landfill in the State of Mississippi. Jerry Cain, Director of the Office of Pollution Control, is currently out and will be returning October 30, 2008. Once he returns, MDEQ will be available to schedule a meeting to discuss the sampling results and future actions. If you have any questions or comments, please contact me at (601) 961-5221.

Sincerely,

A handwritten signature in black ink, appearing to read "Jerry Banks".

Jerry Banks, P.E., BCE, Chief
Groundwater Assessment and
Remediation Division (GARD)

cc: Jerry Cain, P.E. – MDEQ, OPC
Chris Sanders, P.E. – MDEQ, ECED
Charlie Jordan – Hercules, Inc.



CJordan@Herc.com
10/21/2008 08:15 AM

To Willie_McKercher@deq.state.ms.us
cc THassett1@Herc.com, Trey_Smith@deq.state.ms.us
bcc
Subject Re: Letter

Here is the other letter, please note Hercules will remain the owner and operator?

Willie_McKercher@deq.state.ms.us

10/20/2008 04:11 PM

To THassett1@Herc.com
cc Trey_Smith@deq.state.ms.us, CJordan@Herc.com
Subject Re: Letter

That letter has not yet been received but I imagine it will be here soon.
Thank you.

Willie McKercher, P.E.
Assessment and Remediation II
Mississippi Department of Environmental Quality
Phone: (601) 961-5731
Fax: (601) 961-5300
Willie_McKercher@deq.state.ms.us

THassett1@Herc.co
m

10/20/2008 04:06
PM

To Willie_McKercher@deq.state.ms.us
cc CJordan@Herc.com
Subject Letter

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20081020171431697.pdf Toby Cook. Ashland permits.9.09.08.doc

September 9, 2008

CERTIFIED MAIL: RETURN RECEIPT REQUESTED
Cert. #: 7005 0390 0000 1703 9431

Mr. Toby Cook, P.E., Chief
Chemical Manufacturing Branch
Environmental Permitting Division
Mississippi Department of Environmental Quality
P.O. Box 2261
Jackson, MS 39255-2261

Re: Hercules, Inc.
Permits
Hattiesburg, Mississippi
Forrest County

Dear Mr. Cook:

Ashland, Inc. has announced its intention to acquire Hercules Incorporated and thereafter operate Hercules as a wholly owned subsidiary of Ashland. The transaction is expected to close by the end of 2008. After closing, Hercules will remain the owner and operator of all of its assets, businesses, facilities, plants and subsidiaries. Although the board of directors and corporate officers of Hercules will change, the heads of Hercules' major businesses (i.e. Aqualon and Paper Technologies & Ventures) are expected to remain the same.

Please let us know of any additional actions that we must take (e.g. notifications, document/ permit transfers, etc.) with your agency. Meanwhile, thank you for your understanding and cooperation.

If we can provide any additional information or answer any additional questions please contact Mr. Charles Jordan at 601-545-3360, or myself at 414-461-4000 ext. 157.

Sincerely,

HERCULES INCORPORATED

Rodney S. Bolton
Plant Manager

RSB/



Hercules Incorporated
Research Center
500 Hercules Road
Wilmington, DE 19808-1599
(302) 995-3000
www.herc.com

October 15, 2008

CERTIFIED MAIL

Mr. Willie McKercher
MS Dept of Environmental Quality
PO Box 10385
Jackson, MS 39289-0385

RECEIVED
OCT 30 2008
Dept of Environmental Quality
Office of Pollution Control

RE: Notification-Acquisition of Hercules Incorporated by Ashland, Inc.

Dear Mr. McKercher:

Ashland, Inc. has announced its intention to acquire Hercules Incorporated and thereafter operate Hercules as a wholly owned subsidiary of Ashland. The transaction is expected to close by the end of 2008. After closing, Hercules will remain the owner and operator of all its assets, businesses, facilities plants and subsidiaries. Although the board of directors and corporate officers of Hercules will change, the heads of Hercules' major businesses (i.e. Aqualon and Paper Technologies & Ventures) are expected to remain the same.

Please let us know of any additional actions that we must take (e.g. notifications, document/permit transfers, etc.) with your agency. Meanwhile, thank you for your understanding and cooperation in this matter and if you have any questions, please feel free to contact me at 302-995-3456.

Sincerely,

Timothy D. Hassett, Project Manager
Environmental & Remediation Engineering
For Hattiesburg, MS Facility

TDH/ijc



Hercules Incorporated
Research Center
500 Hercules Road
Wilmington, DE 19808-1599
(302) 995-3000
www.herc.com

October 15, 2008

CERTIFIED MAIL

Mr. Willie McKercher
MS Dept of Environmental Quality
PO Box 10385
Jackson, MS 39289-0385

*Emailed by
Tim Hassett to
Willie McKercher
on 10/20/08*

RE: Notification-Acquisition of Hercules Incorporated by Ashland, Inc.

Dear Mr. McKercher:

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Sincerely,

Timothy D. Hassett, Project Manager
Environmental & Remediation Engineering
For Hattiesburg, MS Facility

TDH/ijc