

NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION

In the Matter of the
Development and Implementation
of a Remedial Program for an
Inactive Hazardous Waste Disposal
Site under Article 27, Title 13
of the Environmental Conservation Law
by

SPECIAL METALS CORPORATION

Respondent.

**AMENDMENT
TO
ORDER ON CONSENT
and
ADMINISTRATIVE
SETTLEMENT**

Index # B9-0737-07-02
Site # 907031

WHEREAS,

1. A. The New York State Department of Environmental Conservation ("Department") is responsible for inactive hazardous waste disposal site remedial programs pursuant to Article 27, Title 13 of the Environmental Conservation Law ("ECL") and may issue orders consistent with the authority granted to the Commissioner by such statute.

B. The Department is responsible for carrying out the policy of the State of New York to conserve, improve and protect its natural resources and environment and control water, land, and air pollution consistent with the authority granted to the Department and the Commissioner by Article 1, Title 3 of the ECL.

C. An Order on Consent and Administrative Settlement (the "Order") was issued pursuant to the Department's authority under, *inter alia*, ECL Article 27, Title 13 and ECL 3-0301, dated February 21, 2007, with respect to the Respondent's facility at 100 Willowbrook Avenue, Dunkirk, New York, which facility is commonly referred to as the Special Metals Corporation, Dunkirk Facility.

D. Attached to the aforesaid Order, as Exhibit "A", is a map prepared by GZA GeoEnvironmental of New York (GZA), dated January 2007, that identified an area estimated to be approximately 100' by 100' along the west line of the Dunkirk Facility property, which area was designated as the "Area of Concern" and was considered to be the general located of the "Site" for purposes of the Order.

2. Subsequent to the issuance of the Order, Special Metals Corporation (SMC) completed additional investigations at the Dunkirk Facility. Preliminary results of these investigations

indicate that PCBs, the primary contaminant of concern, are present in soil at four isolated locations outside of the Area of Concern (or the "Site") previously identified in the Order.

3. As a result of the additional investigations, Respondent consents to the amendment of the Order on Consent and Administrative Settlement to redefine and expand the "Site", for purposes of the Order, to include the additional areas identified by reason of the additional investigations conducted by Respondent.

4. Respondent consents to the issuance of this Amendment to the Order on Consent and Administrative Settlement without (i) an admission or finding of liability, fault, wrongdoing, or violation of any law, regulation, permit, order, requirement or standard of care of any kind whatsoever; (ii) an acknowledgment that there has been a release or threatened release of hazardous waste at or from the Site; or (iii) an acknowledgment that a release or threatened release of hazardous waste at or from the Site constitutes a significant threat to the public health or environment.

5. Solely with regard to matters set forth below, Respondent hereby waives any right to a hearing as may be provided by law, consents to the issuance and entry of this Amendment to the Order on Consent and Administrative Settlement, and agrees to be bound by the terms of the Order as amended. Respondent consents to and agrees not to contest the authority or jurisdiction of the Department to issue or enforce the Order on Consent and Administrative Settlement and this Amendment thereto, and agrees not to contest the validity of the Order as herein amended or its terms or the validity of the data submitted to the Department pursuant to the Order as herein amended.

NOW, having considered this matter and being duly advised, IT IS ORDERED THAT:

I. Description of the "Site"

The description of the approximate "Area of Concern" or "Site", as referenced in paragraph "2" of the Order on Consent and Administrative Settlement (the "Order"), dated February 21, 2007, is hereby amended and expanded to include the "Approximate Area of Concern" now outlined and so identified on a map of the Dunkirk Facility, prepared by GZA GeoEnvironmental of New York, dated April, 2007, attached to this Amendment and labeled Exhibit "A1". For all purposes of the Order, the term "Site" shall hereafter be deemed to include the "Approximate Area of Concern" as identified on the April, 2007 map of the Dunkirk Facility (Exhibit A1). Except as herein provided, all other terms and conditions of the Order shall remain in full force and effect.

II. Miscellaneous

A. This Amendment may be executed for the convenience of the parties hereto, individually or in combination, in one or more counterparts, each of which for all purposes

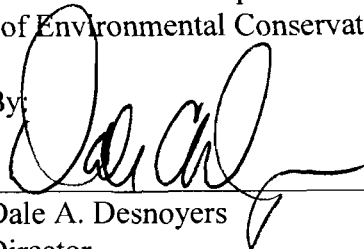
shall be deemed to have the status of an executed original and all of which shall together constitute one and the same.

B. The effective date of this Amendment to the Order on Consent and Administrative Settlement is the date the Commissioner or the Commissioner's designee signs this Amendment.

DATED: MAY 21 2007

ALEXANDER B. GRANNIS
Commissioner
New York State Department
of Environmental Conservation

By:

A handwritten signature in black ink, appearing to read "Dale A. Desnoyers", is written over a horizontal line.

Dale A. Desnoyers
Director
Division of Environmental Remediation

Consent by Respondent

Respondent hereby consents to the issuing and entering of this Amendment to Order on Consent and Administrative Settlement, Index #B9-0737-07-02, waives Respondent's right to a hearing herein as provided by law, and agrees to be bound by this Amendment.

Special Metals Corporation

By: 7. yk

Title: VP General Mgr.

Date: 5/8/07

STATE OF NEW YORK)
) s.s.:
COUNTY OF ONEIDA)

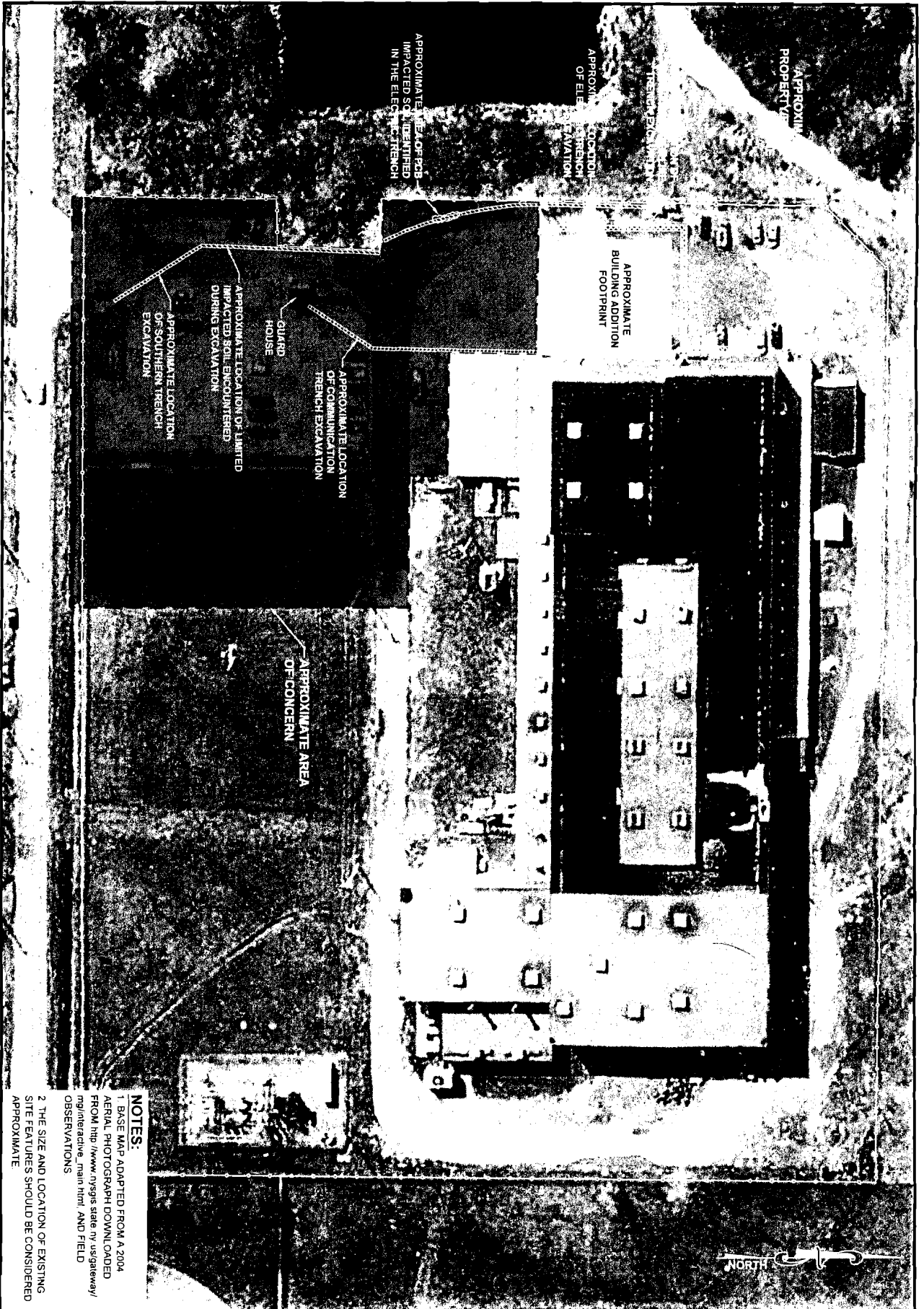
On the 8th day of May, in the year 2007, before me, the undersigned, personally appeared M. J. Bleiler, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Regina L. Martin 5-8-04
Signature and Office of individual
taking acknowledgment


REGINA D. MARTIN
Notary Public in the State of New York
Appointed in Oneida County 01MA4739615
My Commission Expires Jan. 31, 2010

EXHIBIT "A1"

Map of the Site



NOTES:
 1. BASE MAP ADAPTED FROM A 2004 AERIAL PHOTOGRAPH DOWNLOADED FROM http://www.nysgis.state.ny.us/gateway/mg/interactive_main.html AND FIELD OBSERVATIONS
 2. THE SIZE AND LOCATION OF EXISTING SITE FEATURES SHOULD BE CONSIDERED APPROXIMATE

PROJECT No. 21.0056196.20 FIGURE No. 3	SPECIAL METALS CORPORATION DUNKIRK FACILITY 100 WILLOWBROOK AVENUE DUNKIRK, NEW YORK IRM ADDENDUM LETTER OVERALL SITE PLAN AND REVISED AREA OF CONCERN	APPROXIMATE SCALE IN FEET 0 30 60 120 	DRAWN BY: DEW DATE: APRIL 2007  GZA GeoEnvironmental of New York
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