

March 27, 2018



Chief, Site Control Section
New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway
Albany, New York 12233-7020

Re: Hurwitz Company Site
BCP # C915290
Notice of Change in Ownership

Dear Sir:

Enclosed please find the requisite documents to notify the New York State Department of Environmental Conservation, Division of Environmental Remediation (the "Department") of a change in the ownership of the Requestor at the above referenced Site.

The change in ownership occurred as the result of a broader corporate acquisition and the Seller corporation, Liberty Acquisition Buckeye, LLC (the Requestor on the BCP Application and signatory to the BCA) did not file the required notices to the Department. Liberty Iron & Metal, Inc. (the Buyer in that corporate acquisition) now seeks to correct that error.

Liberty Iron & Metal, Inc. requests the amendment of the BCA for the Hurwitz Site to replace Liberty Buckeye as the signatory, with Liberty Iron & Metal, Inc. as the signatory. Throughout the period that Liberty Iron & Metal, Inc. owned Liberty Buckeye it complied with all other requirements of the BCP and continued to work with NYSDEC Region 9 in progressing the investigation and remediation of the Hurwitz Company Site.

Corporate History and Devolution

Liberty Acquisition Buckeye, L.L.C. ("Liberty Buckeye") (an Arizona limited liability company) was the Applicant and Requestor on the Brownfield Application for the Hurwitz Company Site (#C915290-02-15). The effective date of the Brownfield Cleanup Agreement between the Department and Liberty Buckeye, LLC was May 5, 2015. At the time of application to the New York State Brownfield Program, Liberty Buckeye was one of several entities solely or majority owned by Liberty Iron & Metal Holdings, LLC (a Delaware limited liability company). Liberty Iron & Metal Holdings, LLC was at that point in time owned by several partners, including, among others Scholz United States, Inc.

Through a series of transactions shareholder Scholz United States Inc. bought-out all other partners by Nov 2016 and became the sole owner of Liberty Iron & Metal Holdings, LLC. Liberty Buckeye remained a subsidiary LLC and no changes were made to its structure.

On December 22, 2016 Liberty Iron & Metal Holdings LLC was converted into a corporation (Liberty Iron & Metal Holdings, Inc.). Liberty Iron & Metal Holdings, Inc. continued to operate Liberty Buckeye as an independent fully-owned subsidiary. No changes were made to the structure of Liberty Buckeye.

Effective December 31, 2016, the parent corporation to Liberty Iron & Metal Holdings, LLC - Scholz United States Inc. - was merged into Liberty Iron & Metal Holding Inc. No changes were made to the structure of Liberty Buckeye.

On December 13, 2017, Liberty Buckeye was merged into Liberty Iron & Metal Holdings, Inc., with Liberty Iron & Metal Holdings, Inc. the surviving entity.

On December 21, 2017, Liberty Iron & Metal Holdings, Inc. changed its name to Liberty Iron & Metal, Inc.

Enclosed is a binder with the following required documents:

1. 60 Day Advanced Notification of Site Change of Use, Transfer of Certificate of Completion, and/or Ownership;
2. Brownfield Cleanup Program Application to Amend Brownfield Cleanup Agreement and Amendment;
3. New Site Access Agreement;
4. Action by Unanimous Written Consent of the Board of Directors of Liberty Iron & Metal, Inc. authorizing the filing of the Notice and Amendment;
5. Articles of Organization of Liberty Acquisitions Buckeye, LLC, May 10, 2006;
6. Certificate of Formation of Liberty Iron & Metal Holdings, LLC, July 12, 2007;
7. State of Delaware Certificate of Conversion From Limited Liability Company to a Corporation for Liberty Iron & Metal Holdings, LLC (to Liberty Iron & Metal Holdings, Inc.), December 22, 2016;
8. State of Delaware Certificate of Merger of Scholz United States Inc. into Liberty Iron & Metal Holdings, Inc., December 30, 2016;
9. Application for Authority to do Business in New York for Liberty Iron & Metal Holdings, Inc., April 5, 2017;
10. Arizona Secretary of State Statement of Merger of Liberty Acquisition Buckeye, L.L.C. into Liberty Iron & Metal Holdings, Inc., December 13, 2017;

Chief, Site Control Section
New York State Department of Environmental Conservation
Brownfield Cleanup Program Application to Amend BCA
March 27, 2018



11. State of Delaware Certificate of Amendment to the Certificate of Incorporation for Liberty Iron & Metal Holdings, Inc. to change its name to Liberty Iron & Metal, Inc., December 22, 2017; and
12. Current Delaware Secretary of State Certificate of Good Standing for Liberty Iron & Metal, Inc., March 16, 2018.

Should you have any question or require further information please contact me at (716) 845-6000, ext. 218, or by email at dchadsey@kavinokycook.com.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Deborah J. Chadsey". The signature is fluid and cursive, with a large loop at the end.

Deborah J. Chadsey, Esq.

cc: Alexander Esser, Chief Financial Officer, Liberty Iron & Metal, Inc.
William Heitzenrater, North America EHS Manager, Liberty Iron & Metal, Inc.
Jennifer Dougherty, Esq., NYSDEC Region 9 (courtesy copy).



Department of
Environmental
Conservation

BROWNFIELD CLEANUP PROGRAM (BCP) APPLICATION TO AMEND BROWNFIELD CLEANUP AGREEMENT AND AMENDMENT

PART I. BROWNFIELD CLEANUP AGREEMENT AMENDMENT APPLICATION

Check the appropriate box below based on the nature of the amendment modification requested:

☒ Amendment to [check one or more boxes below]

- ☐ Add
- ☒ Substitute
- ☐ Remove
- ☐ Change in Name

applicant(s) to the existing Brownfield Cleanup Agreement [Complete Section I-IV below and Part II]

Does this proposed amendment involve a transfer of title to all or part of the brownfield site? ☐ Yes ☒ No

If yes, pursuant to 6 NYCRR Part 375-1.11(d), a Change of Use form should have been previously submitted. If not, please submit this form with this Amendment. See <http://www.dec.ny.gov/chemical/76250.html>

☐ Amendment to modify description of the property(ies) listed in the existing Brownfield Cleanup Agreement [Complete Sections I and V below and Part II]

☐ Amendment to Expand or Reduce property boundaries of the property(ies) listed in the existing Brownfield Cleanup Agreement [Complete Section I and V below and Part II]

☐ **Sites in Bronx, Kings, New York, Queens, or Richmond counties ONLY:** Amendment to request determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit. Please answer questions on the supplement at the end of the form.

☒ Other (explain in detail below)

Please provide a brief narrative on the nature of the amendment:

The owner of the BCP Site remains the same. The Requestor/Applicant on the BCA has merged into a parent company. Please see attached explanation.

RECEIVED

APR 25 2018

BUR. OF TECH. SUPPORT

Please refer to the attached instructions for guidance on filling out this application

Section I Existing Application Information

BCP SITE NAME: Hurwitz Company Site

BCP SITE NUMBER: 0915290

NAME OF CURRENT APPLICANT(S): Liberty Acquisition Buckeye, LLC

INDEX NUMBER OF EXISTING AGREEMENT: C915290-02-15 DATE OF EXISTING AGREEMENT: 5/5/2015

Section II New Requestor Information (If no change to current applicant, skip to Section V)

NAME Liberty Iron & Metal, Inc.

ADDRESS 2144 W. McDowell Road

CITY/TOWN Phoenix, AZ

ZIP CODE 85009

PHONE (602) 677-0622

FAX N/A

E-MAIL aesser@libertyiron.com

Is the requestor authorized to conduct business in New York State (NYS)?



Yes



No

- If the requestor is a Corporation, LLC, LLP or other entity requiring authorization from the NYS Department of State to conduct business in NYS, the requestor's name must appear, exactly as given above, in the NYS Department of State's (DOS) Corporation & Business Entity Database. A print-out of entity information from the DOS database must be submitted to DEC with the application, to document that the applicant is authorized to do business in NYS.

NAME OF NEW REQUESTOR'S REPRESENTATIVE William Heitzenrater, NA EHS Manager

ADDRESS 2144 W. McDowell Road

CITY/TOWN Phoenix, AZ

ZIP CODE 85009

PHONE (602) 677-0622

FAX N/A

E-MAIL bheitzenrater@libertyiron.com

NAME OF NEW REQUESTOR'S CONSULTANT (if applicable) No change- AFI Environmental

ADDRESS 8644 Buffalo Avenue, PO Box 4049

CITY/TOWN Niagara Falls, New York

ZIP CODE 14304

PHONE 716-283-7645

FAX 716-283-2858

E-MAIL steve.leitten@afienvronmental.com

NAME OF NEW REQUESTOR'S ATTORNEY (if applicable) Deborah J. Chadsey

ADDRESS Kavinoky Cook LLP, 726 Exchange Street, Suite 800

CITY/TOWN Buffalo, New York

ZIP CODE 14004

PHONE 716-845-6000

FAX 716-845-6474

E-MAIL dchadsey@kavinokycook.com

Requestor must submit proof that the party signing this Application and Amendment has the authority to bind the Requestor. This would be documentation from corporate organizational papers, which are updated, showing the authority to bind the corporation, or a Corporate Resolution showing the same, or an Operating Agreement or Resolution for an LLC. Is this proof attached?



Yes



No

Describe Requestor's Relationship to Existing Applicant:

See attached. Requestor acquired Existing Applicant's parent company.

Section III: Current Property Owner/Operator Information (only include if new owner/operator or new existing owner/operator information is provided, and highlight new information)

OWNER'S NAME (if different from requestor) No Change		
ADDRESS		
CITY/TOWN		ZIP CODE
PHONE	FAX	E-MAIL
OPERATOR'S NAME (if different from requestor or owner)		
ADDRESS		
CITY/TOWN		ZIP CODE
PHONE	FAX	E-MAIL

Section IV: Eligibility Information for New Requestor (Please refer to ECL § 27-1407 for more detail)

If answering "yes" to any of the following questions, please provide an explanation as an attachment.

- Are any enforcement actions pending against the requestor regarding this site? ☐ Yes ☒ No
- Is the requestor presently subject to an existing order for the investigation, removal or remediation relating to contamination at the site? ☐ Yes ☒ No
- Is the requestor subject to an outstanding claim by the Spill Fund for this site? ☐ Yes ☒ No
Any questions regarding whether a party is subject to a spill claim should be discussed with the Spill Fund Administrator.
- Has the requestor been determined in an administrative, civil or criminal proceeding to be in violation of i) any provision of the subject law; ii) any order or determination; iii) any regulation implementing ECL Article 27 Title 14; or iv) any similar statute, regulation of the state or federal government? If so, provide an explanation on a separate attachment. ☐ Yes ☒ No
- Has the requestor previously been denied entry to the BCP? If so, include information relative to the application, such as name, address, Department assigned site number, the reason for denial, and other relevant information. ☐ Yes ☒ No
- Has the requestor been found in a civil proceeding to have committed a negligent or intentionally tortious act involving the handling, storing, treating, disposing or transporting of contaminants? ☐ Yes ☒ No
- Has the requestor been convicted of a criminal offense i) involving the handling, storing, treating, disposing or transporting of contaminants; or ii) that involves a violent felony, fraud, bribery, perjury, theft, or offense against public administration (as that term is used in Article 195 of the Penal Law) under federal law or the laws of any state? ☐ Yes ☒ No
- Has the requestor knowingly falsified statements or concealed material facts in any matter within the jurisdiction of the Department, or submitted a false statement or made use of or made a false statement in connection with any document or application submitted to the Department? ☐ Yes ☒ No
- Is the requestor an individual or entity of the type set forth in ECL 27-1407.9(f) that committed an act or failed to act, and such act or failure to act could be the basis for denial of a BCP application? ☐ Yes ☒ No
- Was the requestor's participation in any remedial program under DEC's oversight terminated by DEC or by a court for failure to substantially comply with an agreement or order? ☐ Yes ☒ No
- Are there any unregistered bulk storage tanks on-site which require registration? ☐ Yes ☒ No

THE NEW REQUESTOR MUST CERTIFY THAT IT IS EITHER A PARTICIPANT OR VOLUNTEER IN ACCORDANCE WITH ECL §27-1405 (1) BY CHECKING ONE OF THE BOXES BELOW:

☐ PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination or 2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of, or involvement with the site subsequent to the disposal of contamination.

☒ VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the disposal of hazardous waste or discharge of petroleum.

NOTE: By checking this box, a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site certifies that he/she has exercised appropriate care with respect to the hazardous waste found at the facility by taking reasonable steps to: i) stop any continuing discharge; ii) prevent any threatened future release; iii) prevent or limit human, environmental, or natural resource exposure to any previously released hazardous waste.

If a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site, submit a statement describing why you should be considered a volunteer – be specific as to the appropriate care taken.

Requestor's Relationship to Property (check one):

☐ Prior Owner ☐ Current Owner ☐ Potential /Future Purchaser ☒ Other Parent corporation to property owner

If requestor is not the current site owner, **proof of site access sufficient to complete the remediation must be submitted.** Proof must show that the requestor will have access to the property before signing the BCA and throughout the BCP project, including the ability to place an easement on the site Is this proof attached? ☒ Yes ☐ No

Note: a purchase contract does not suffice as proof of access.

Section V: Property description and description of change/addition/reductions (if applicable)

ADDRESS No change

CITY/TOWN

ZIP CODE

TAX BLOCK AND LOT (TBL) (in existing agreement)

Parcel Address

Parcel No. Section No. Block No. Lot No. Acreage

Check appropriate boxes below:

☐

Changes to metes and bounds description or TBL correction

☐

Addition of property (may require additional citizen participation depending on the nature of the expansion – see attached instructions)

Approximate acreage added: _____

ADDITIONAL PARCELS:

Parcel Address

Parcel No. Section No. Block No. Lot No. Acreage

☐

Reduction of property

Approximate acreage removed: _____

PARCELS REMOVED:

Parcel Address

Parcel No. Section No. Block No. Lot No. Acreage

If requesting to modify a metes and bounds description or requesting changes to the boundaries of a site, please attach a revised metes and bounds description, survey, or acceptable site map to this application.

**Supplement to the Application To Amend Brownfield Cleanup Agreement And
Amendment - Questions for Sites Seeking Tangible Property Credits in New York
City ONLY.**

Property is in Bronx, Kings, New York, Queens, or Richmond counties.

☐ Yes ☒ No

Requestor seeks a determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit.

☐ Yes ☒ No

Please answer questions below and provide documentation necessary to support answers.

1. Is at least 50% of the site area located within an environmental zone pursuant to Tax Law 21(6)?
Please see DEC's website for more information.

☐ Yes ☐ No

2. Is the property upside down as defined below?

☐ Yes ☐ No

From ECL 27-1405(31):

"Upside down" shall mean a property where the projected and incurred cost of the investigation and remediation which is protective for the anticipated use of the property equals or exceeds seventy-five percent of its independent appraised value, as of the date of submission of the application for participation in the brownfield cleanup program, developed under the hypothetical condition that the property is not contaminated.

3. Is the project an affordable housing project as defined below?

☐ Yes ☐ No

From 6 NYCRR 375- 3.2(a) as of August 12, 2016:

(a) "Affordable housing project" means, for purposes of this part, title fourteen of article twenty seven of the environmental conservation law and section twenty-one of the tax law only, a project that is developed for residential use or mixed residential use that must include affordable residential rental units and/or affordable home ownership units.

(1) Affordable residential rental projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which defines (i) a percentage of the residential rental units in the affordable housing project to be dedicated to (ii) tenants at a defined maximum percentage of the area median income based on the occupants' households annual gross income.

(2) Affordable home ownership projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which sets affordable units aside for home owners at a defined maximum percentage of the area median income.

(3) "Area median income" means, for purposes of this subdivision, the area median income for the primary metropolitan statistical area, or for the county if located outside a metropolitan statistical area, as determined by the United States department of housing and urban development, or its successor, for a family of four, as adjusted for family size.

PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT

Existing Agreement Information	
BCP SITE NAME: Hurwitz Company Site	BCP SITE NUMBER: C915290
NAME OF CURRENT APPLICANT(S): Liberty Acquisitions Buckeye, LLC	
INDEX NUMBER OF EXISTING AGREEMENT: C915290-02-15	
EFFECTIVE DATE OF EXISTING AGREEMENT: 5/5/2015	

Declaration of Amendment:

By the Requestor(s) and/or Applicant(s) signatures below, and subsequent signature by the Department, the above application to amend the Brownfield Cleanup Agreement described above is hereby approved. This Amendment is made in accordance with and subject to all of the BCA and all applicable guidance, regulations and state laws applicable thereto. All other substantive and procedural terms of the Agreement will remain unchanged and in full force and effect regarding the parties to the Agreement.

Nothing contained herein constitutes a waiver by the Department or the State of New York of any rights held in accordance with the Agreement or any applicable state and/or federal law or a release for any party from any obligations held under the Agreement or those same laws.

Statement of Certification and Signatures: New Requestor(s) (if applicable)

(Individual)

I hereby affirm that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity)

I hereby affirm that I am (title Chief Financial Officer) of (entity Liberty Iron & Metal, Inc.) that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.

Alexander Esser's signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 04-13-2018 Signature: [Signature]

Print Name: Alexander Esser

Statement of Certification and Signatures: Existing Applicant(s) (an authorized representative of each applicant must sign)

(Individual)

I hereby affirm that I am a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: _____ Signature: _____

Print Name: _____

(Entity) CHIEF FINANCIAL OFFICER, Liberty Iron & Metal, Inc., successor
BY MERGER

I hereby affirm that I am Liberty Acquisition (title) of Buckeye, LLC (entity) which is a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. ALEXANDER ESSER'S signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 04-13-2018 Signature: LBW

Print Name: ALEXANDER ESSER

REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT

Status of Agreement:

☐

PARTICIPANT

A requestor who either 1) was the owner of the site at the time of the disposal of contamination or 2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of, or involvement with the site subsequent to the disposal of contamination.

☒

VOLUNTEER

A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the contamination.

Effective Date of the Original Agreement:

Signature by the Department:

DATED:

NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION

By:

Robert W. Schick, P.E., Director
Division of Environmental Remediation

SUBMITTAL INFORMATION:

- **Two (2)** copies, one hard copy with original signatures and one electronic copy in Portable Document Format (PDF) must be sent to:

Chief, Site Control Section
New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway
Albany, NY 12233-7020

FOR DEPARTMENT USE ONLY

BCP SITE T&A CODE: _____ **LEAD OFFICE:** _____

PROJECT MANAGER: _____

EXHIBIT - NATURE OF REQUESTED AMENDMENT

Liberty Acquisition Buckeye, LLC ("Liberty Buckeye") (an Arizona limited liability company) was the Applicant and Requestor on the Brownfield Application for the Hurwitz Company Site (#C915290-02-15). The effective date of the Brownfield Cleanup Agreement between the Department and Liberty Buckeye, LLC was May 5, 2015. At the time of application to the New York State Brownfield Program, Liberty Buckeye, LLC was one of several entities solely or majority owned by Liberty Iron & Metal Holdings, LLC ("LIM Holdings") (a Delaware limited liability company). LIM Holdings was at that point in time owned by several partners, including, among others Scholz United States, Inc.

Through a series of transactions shareholder Scholz United States Inc. bought-out all partners by November 2016. On December 22, 2016 Liberty Iron & Metal Holdings LLC was converted into a corporation and renamed Liberty Iron & Metal Holdings Inc. Liberty Iron & Metal Holdings Inc. continued to operate Liberty Buckeye as an independent fully-owned subsidiary. No changes were made to the structure of Liberty Buckeye.

As of December 31, 2016, parent Scholz United States Inc. was merged out of existence and into Liberty Iron & Metal Holding Inc. No changes were made to the structure of Liberty Buckeye.

On December 13, 2017, Liberty Buckeye was merged into Liberty Iron & Metal Holdings, Inc., with Liberty Iron & Metal Holdings, Inc. the surviving entity.

On December 21, 2017, Liberty Iron & Metal Holdings, Inc. changed its name to Liberty Iron & Metal, Inc.

Exhibit 1

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION



**60-Day Advance Notification of Site Change of Use, Transfer of
Certificate of Completion, and/or Ownership**

Required by 6NYCRR Part 375-1.11(d) and 375-1.9(f)

To be submitted at least 60 days prior to change of use to:

Chief, Site Control Section
New York State Department of Environmental Conservation
Division of Environmental Remediation, 625 Broadway
Albany NY 12233-7020

I. **Site Name:** Hurwitz Company Site **DEC Site ID No.** C915290

II. **Contact Information of Person Submitting Notification:**

Name: Alexander Esser, Chief Financial Officer

Address1: Liberty Iron & Metal, Inc.

Address2: 2144 W. McDowell Road, Phoenix, AZ 85009

Phone: (602) 677-0622

E-mail: aesser@libertyiron.com

III. **Type of Change and Date:** Indicate the Type of Change(s) (check all that apply):

- ☒ Change in Ownership or Change in Remedial Party(ies)
☐ Transfer of Certificate of Completion (CoC)
☐ Other (e.g., any physical alteration or other change of use)

Proposed Date of Change (mm/dd/yyyy): 12/13/2017

IV. **Description:** Describe proposed change(s) indicated above and attach maps, drawings, and/or parcel information.

Current Applicant/Requestor has been acquired by another corporate entity.

There is no change to the ownership of the real property, nor any aspect of the BCP Site. See attached explanation of corporate acquisition.

If "Other," the description must explain and advise the Department how such change may or may not affect the site's proposed, ongoing, or completed remedial program (attach additional sheets if needed).

- V. **Certification Statement:** Where the change of use results in a change in ownership or in responsibility for the proposed, ongoing, or completed remedial program for the site, the following certification must be completed (by owner or designated representative; see §375-1.11(d)(3)(i)):

I hereby certify that the prospective purchaser and/or remedial party has been provided a copy of any order, agreement, Site Management Plan, or State Assistance Contract regarding the Site's remedial program as well as a copy of all approved remedial work plans and reports.

Name: A. Esser 03/23/2018
(Signature) (Date)

Alexander Esser
(Print Name)

Address1: Liberty Iron & Metal, Inc., as successor to Liberty Acquisition Buckeye, LLC
Address2: 2144 W. McDowell Road, Phoenix AZ 85009
Phone: (602) 677-0622 E-mail: aesser@libertyiron.com

- VI. **Contact Information for New Owner, Remedial Party, or CoC Holder:** If the site will be sold or there will be a new remedial party, identify the prospective owner(s) or party(ies) along with contact information. If the site is subject to an Environmental Easement, Deed Restriction, or Site Management Plan requiring periodic certification of institutional controls/engineering controls (IC/ECs), indicate who will be the certifying party (attach additional sheets if needed).

☐ Prospective Owner ☒ Prospective Remedial Party ☐ Prospective Owner Representative

Name: Alexander Esser, Chief Financial Officer
Address1: Liberty Iron & Metal, Inc.
Address2: 2144 W. McDowell Road, Phoenix AZ 85009
Phone: (602) 677-0622 E-mail: aesser@libertyiron.com

Certifying Party Name: N/A
Address1: _____
Address2: _____
Phone: _____ E-mail: _____

VII. Agreement to Notify DEC after Transfer: If Section VI applies, and all or part of the site will be sold, a letter to notify the DEC of the completion of the transfer must be provided. If the current owner is also the holder of the CoC for the site, the CoC should be transferred to the new owner using DEC's form found at <http://www.dec.ny.gov/chemical/54736.html>. This form has its own filing requirements (see 6NYCRR Part 375-1.9(f)).

Signing below indicates that these notices will be provided to the DEC within the specified time frames. If the sale of the site also includes the transfer of a CoC, the DEC agrees to accept the notice given in VII.3 below in satisfaction of the notice required by VII.1 below (which normally must be submitted within 15 days of the sale of the site).

Within 30 days of the sale of the site, I agree to submit to the DEC:

1. the name and contact information for the new owner(s) (see §375-1.11(d)(3)(ii));
2. the name and contact information for any owner representative; and
3. a notice of transfer using the DEC's form found at <http://www.dec.ny.gov/chemical/54736.html> (see §375-1.9(f)).

Name: _____

(Signature)

(Date)

(Print Name)

Address1: _____

Address2: _____

Phone: _____ E-mail: _____

*Liberty Acquisition Buckeye, LLC failed to notice the Department of Environmental Conservation of its intended sale of the relevant companies, which sale was completed in December, 2016. The new owner, Liberty Iron & Metal, Inc. makes this filing to correct that error. Liberty Iron & Metal, Inc. has obtained copies of all remedial investigations, the BCA, and the BCP Application from Liberty Acquisition Buckeye, LLC and retained the same consultant to ensure continuity.

Exhibit 2

**ATTACHMENT B TO SUPPLEMENTAL SUBMITTAL FOR BCA AMENDMENT
APPLICATION**

Hurwitz Company Site
BCP # C915290
Notice of Change in Ownership

BASIS FOR "VOLUNTEER" DESIGNATION

The distinction between a Brownfield "volunteer" and a "participant" is set forth in N.Y. Env. Con. Law Article 27, Title 14, Section 27-1405. While both a "volunteer" and an a "participant" are "applicants" ("a person whose request to participate in the brownfield cleanup program . . . has been accepted . . ."), a "volunteer" is "an applicant other than a participant, including without limitation a person whose liability arises solely as a result of such person's ownership or operation of or involvement with the site subsequent to the disposal or discharge of contaminants, provided however, such person exercises appropriate care with respect to contamination found at the facility by taking reasonable steps to: (i) stop any continuing release; (ii) prevent any threatened future release; and (iii) prevent or limit human, environmental, or natural resource exposure to any previously released contamination."

A "participant" is "an applicant who either: (i) was the owner of the site at the time of the disposal or discharge of contaminants or (ii) is otherwise a person responsible according to applicable principles of state or common law liability, *unless* such person's liability arises solely as a result of such person's ownership or operation of or involvement with the site *subsequent* to the disposal or discharge of contaminants." The Brownfield regulations are located at N.Y.C.R.R. Title 6, Chapter IV, Subpart 375-3.

Through a series of transaction which occurred in the US and Germany, Scholz United States Inc. bought all of the membership interests in a number of US limited liability companies, including Liberty Iron & Metal Holdings, LLC, and its affiliate, Liberty Buckeye Acquisition, LLC, by November 2016. On December 22, 2016 Liberty Iron & Metal Holdings LLC was converted into a corporation and renamed Liberty Iron & Metal Holdings, Inc. On December 31, 2016, the acquisition entity - Scholz United States Inc. - was merged out of existence and into Liberty Iron & Metal Holding Inc.

On December 13, 2017, Liberty Buckeye was merged into Liberty Iron & Metal Holdings, Inc., with Liberty Iron & Metal Holdings, Inc. the surviving entity. On December 21, 2017, Liberty Iron & Metal Holdings, Inc. changed its name to Liberty Iron & Metal, Inc.

All contamination at the Marilla Street property is historic. The conditions that generated the contamination are historic. NYSDEC designated the former owners of the Marilla Street Property and Liberty Buckeye Acquisitions, LLC (the Olgin Family), a "participant" when the original application for admittance to the BCP was submitted by Steven Olgin. A copy of the BCA executed by Mr. Olgin is attached to this document.

All of the stock of Liberty Iron & Metal, Inc. is currently owned by Scholz International Holding GmbH, a German corporation headquartered in Essingen, Germany. It has no relationship to the Olgins and the Olgins have no ownership interest in any of the entities described herein. Consequently, Liberty Iron & Metal, Inc. meets the criteria for designation as a "volunteer," i.e., they are a person whose liability arises solely as a result of such person's ownership or operation of or involvement with the site subsequent to the disposal or discharge of contaminants.

Liberty Iron & Metal, Inc. also meets the conditions of the qualifier to "volunteer" status: they have exercised "appropriate care with respect to contamination found at the facility by taking reasonable steps to: (i) stop any continuing release; (ii) prevent any threatened future release; and (iii) prevent or limit human, environmental, or natural resource exposure to any previously released contamination." Since their acquisition of the entities, Liberty Iron & Metal, Inc. has hired, (as an employee), the former site consultant (William Heitzenrater) as their North American EHS Manager. In May 2017 Liberty Iron & Metal, Inc. completed a screening and clean-up of stockpiled soils at the Site. In June 2017 the Company submitted the Supplemental Subsurface Investigation Work plan. In November 2017 the Company submitted a Stormwater Management IRM Work Plan and Design. Currently, the Company is working with DEC to implement the Stormwater IRM. Select correspondence supporting these statements are attached.

Under these circumstances, Liberty Iron & Metal, Inc. meets the promulgated definition of a "volunteer" and has complied with the qualifying conditions since their acquisition of the Site.

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION
BROWNFIELD CLEANUP PROGRAM
ECL §27-1401 *et seq.*

In the Matter of a Remedial Program for

**BROWNFIELD SITE
CLEANUP AGREEMENT
Index No.: C915290-02-15**

Hurwitz Company Site

DEC Site No.: C915290

Located at: 267 Marilla Street
Erie County
Buffalo, NY 14220

Hereinafter referred to as "Site"

by:

Liberty Acquisition Buckeye, L.L.C.
2144 West McDowell Road, Phoenix, AZ 85009

Hereinafter referred to as "Applicant"

WHEREAS, the Department of Environmental Conservation (the "Department") is authorized to administer the Brownfield Cleanup Program ("BCP") set forth in Article 27, Title 14 of the Environmental Conservation Law ("ECL"); and

WHEREAS, the Applicant submitted an application received by the Department on August 26, 2014; and

WHEREAS, the Department has determined that the Site and Applicant are eligible to participate in the BCP.

NOW, THEREFORE, IN CONSIDERATION OF AND IN EXCHANGE FOR THE MUTUAL COVENANTS AND PROMISES, THE PARTIES AGREE TO THE FOLLOWING:

I. Applicant Status

The Applicant, Liberty Acquisition Buckeye, L.L.C., is participating in the BCP as a Participant as defined in ECL 27-1405(1)(a).

II. Real Property

The Site subject to this Brownfield Cleanup Agreement (the "BCA" or "Agreement") consists of approximately 7.992 acres, a Map of which is attached as Exhibit "A", and is described as follows:

Tax Map/Parcel No.: 133.17-1-4
Street Number: 267 Marilla Street, Buffalo
Owner: Hurwitz Company, Inc.

III. Payment of State Costs

Invoices shall be sent to Applicant at the following address:

Liberty Acquisition Buckeye, L.L.C.
Attn: Steven B. Olgin
2144 West McDowell Road
Phoenix, AZ 85009
solgin@libertyiron.com

In addition to the requirement to pay future state costs as set forth in Appendix "A", within forty-five (45) Days after the effective date of this Agreement, Applicant shall pay to the Department the sum set forth on Exhibit "B", which shall represent reimbursement for past State Costs incurred prior to the effective date of this Agreement. Applicant acknowledges that all past State Costs are not itemized on the cost summary and that additional charges may be billed at a later date for State Costs incurred prior to the effective date of this Agreement.

IV. Communications

A. All written communications required by this Agreement shall be transmitted by United States Postal Service, by private courier service, by hand delivery, or by electronic mail.

1. Communication from Applicant shall be sent to:

Eugene Melnyk
New York State Department of Environmental Conservation
Division of Environmental Remediation
270 Michigan Ave
Buffalo, NY 14203-2915
eugene.melnik@dec.ny.gov

Note: one hard copy (unbound) of work plans and reports is required, as well as one electronic copy.

Krista Anders (electronic copy only)
New York State Department of Health
Bureau of Environmental Exposure Investigation
Empire State Plaza
Corning Tower Room 1787
Albany, NY 12237
krista.anders@health.ny.gov

Patrick Foster, Esq. (correspondence only)
New York State Department of Environmental Conservation
Office of General Counsel
625 Broadway
Albany, NY 12233-1500
patrick.foster@dec.ny.gov

2. Communication from the Department to Applicant shall be sent to:

Liberty Acquisition Buckeye, L.L.C.
Attn: Steven B. Olgin
2144 West McDowell Road
Phoenix, AZ 85009
solgin@libertyiron.com

B. The Department and Applicant reserve the right to designate additional or different addressees for communication on written notice to the other. Additionally, the Department reserves the right to request that the Applicant provide more than one paper copy of any work plan or report.

C. Each party shall notify the other within ninety (90) days after any change in the addresses listed in this paragraph or in Paragraph III.

V. Miscellaneous

A. Applicant acknowledges that it has read, understands, and agrees to abide by all the terms set forth in Appendix A - "Standard Clauses for All New York State Brownfield Site Cleanup Agreements" which is attached to and hereby made a part of this Agreement as if set forth fully herein.

B. In the event of a conflict between the terms of this BCA (including any and all attachments thereto and amendments thereof) and the terms of Appendix A, the terms of this BCA shall control.

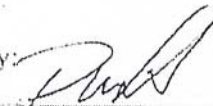
C. The effective date of this Agreement is the date it is signed by the Commissioner or the Commissioner's designee.

DATED:

MAY 05 2015

JOSEPH J. MARTENS
COMMISSIONER
NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION
NOTED
RECEIVED
MAY 05 2015
MAIL ROOM
1000

By:


Robert W. Schick, P.E., Director
Division of Environmental Remediation

CONSENT BY APPLICANT

Applicant hereby consents to the issuing and entering of this Agreement, waives Applicant's right to a hearing herein as provided by law, and agrees to be bound by this Agreement.

Liberty Acquisition Buckeye, L.L.C.

By: [Signature], with reservation
Steven B. Olgin

Title: Executive VP & General Counsel

Date: 4/29/15

STATE OF NEW YORK)
) ss:
COUNTY OF)

On the 29th day of April in the year 2015, before me, the undersigned, personally appeared Steven B. Olgin, 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.

[Signature]

Signature and Office of individual
taking acknowledgment

Tara Marie Quinn
Notary Public- State of New York
No. 01QU6291174
Qualified in Erie County
My Comm. Expires 10/15/2017

From: Deborah J. Chadsey ESQ. [<mailto:dchadsey@kavinokycook.com>]
Sent: Friday, February 3, 2017 3:48 PM
To: Bill Heitzenrater; mdiamond@libertyiron.com; aesser@libertyiron.com
Subject: Marilla Street

Dear Bill, Mike and Alexander,

I have gone thru all the documentation I have from the Olgin's ownership period regarding the Brownfield application and ownership information submitted to NYSDEC to determine what administrative steps need to be taken now that the company is under new ownership.

The Applicant on the BCP application and the party that executed the Brownfield Cleanup Agreement is Liberty Acquisition Buckeye LLC ("LAB"). LAB is identified as a contract vendee on the application, not as the owner of the real property. Steven Olgin is listed as the applicant's representative. LAB is identified as an Arizona limited liability company whose sole member is Limco, Inc., a Pennsylvania corporation.

The site is identified as Hurwitz Company Site (its official name in the BCP). The property addressed is listed as 267 Marilla Street, Buffalo, New York.

The Site identification number is C915290.

Under NYSDEC regulations, a site in the BCP is subject to a 60 day pre-transfer notice, which in this case did not happen. I have spoken to legal counsel at DEC and generally explained the situation. She said they will work with us to accommodate the transfer and will not terminate the existing BCA, which would compel the Company to re-apply for acceptance into the program. I think you'll want to avoid that consequence for a couple reasons, primarily to avoid the additional cost of re-doing the entire process and because the Brownfield Program was amended in June of 2015, changing several of the tax credit regulations and the post 6/15 program is less "generous" than the pre-6/15 program. As long as you have your COC by December 31, 2019, you can still use the pre-amendment rules for calculation of your eligible tax credits.

We will need to submit both the Amendment to Brownfield Cleanup Agreement Form and the Change in Use Form as soon as possible. I can complete the forms but need to know who the new "applicant" will be. We will need to provide a copy of the Article of Incorporation or LLC formation filing for the new applicant and a Certificate of Good Standing from the state in which the entity is formed. Most important, LAB was admitted into the BCP as a party otherwise legally responsible for site remediation, so its ultimate liability releases and its obligations under the Program were not as broad as if it had been admitted as a "volunteer" – I am sure you will want to attempt to get DEC to recognize the new entity as a "Volunteer" so we will need to demonstrate that the new entity has no relationship to LAB and the Olgins. I understand the transaction occurred at a level multiple tiers removed from Liberty Iron LLC and LAB so I will need your direction in figuring what will be provided to NYSDEC.

As soon as you tell me who the new applicant should be I will get the forms completed and we can discuss what back-up documentation should also be submitted with the notice forms.

Regards,
Deborah



Deborah J. Chadsey, Partner

726 Exchange Street, Suite 800, Buffalo, New York 14210

Tel: 716-845-6000 (Ext 218) **Fax:** 716-845-6474

E-mail dchadsey@kavinokycook.com **Web:** www.kavinokycook.com

The information contained in this e-mail message is confidential, may be attorney privileged, and is intended only for the use of the individual(s) named above. If you are not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please contact the sender by reply e-mail and destroy all copies of the original message.



P.O. Box 4049
Niagara Falls, NY 14304
(716) 283-7645
Fax: (716) 283-2858
www.afienviroental.com

June 15, 2017

Mr. Eugene Melnyk
NYSDEC Region 9
270 Michigan Avenue
Buffalo, NY 14203

**RE: Supplemental Subsurface Investigation Work Plan
Hurwitz Company Site (ID# C915290)**

AFI Project: D15B-Liberty-BCP

Dear Mr. Melnyk:

Buffalo Environmental Consultants, Inc. dba AFI Environmental ("AFI") has prepared this *Supplemental Subsurface Investigation Work Plan* on behalf of Liberty Acquisitions Buckeye, LLC (LAB) (hereafter referred to as the "NYSDEC BCP Applicant" or "Applicant") for the property located at 267 Marilla Street in the City of Buffalo, Erie County, New York. On April 20, 2017, a meeting was held at the New York State Department of Environmental Conservation (NYSDEC) Region 9 office that was attended by representatives from NYSDEC, Liberty Iron & Metal Holdings, Inc. and AFI. The purpose of the meeting was to discuss the recently submitted results of the Remedial Investigation and to discuss options for progressing the site forward. During the meeting, NYSDEC expressed concern about the "hot spot" concentrations of polychlorinated biphenyls (PCBs) and mercury found on-site. In order to address NYSDEC concerns, the purpose of this work is to further delineate PCB, mercury and other chemical constituent "hot spots" identified in previous remedial investigations including the Phase II Environmental Site Assessment completed by Barton & Loguidice (B&L) in 2013, the Targeted Phase II Environmental Subsurface Assessment completed by AFI in 2014 and the Brownfields Cleanup Program Remedial Investigation completed by AFI in 2015 and 2016.

If you have any questions or comments regarding our report, please contact AFI at 716-283-7645 at your convenience.

Sincerely,
AFI Environmental

A handwritten signature in black ink, appearing to read "Steven Leitten".

Steven Leitten
Senior Geologist

Cc: Mr. William Heitzenrater, LIMH
Ms. Deborah Chadsey, Kavinoky Cook LLP

Enclosure
D15B-Liberty-BCP FINAL SSI Work Plan 06 15 17 rev3

Deborah J. Chadsey ESQ.

From: Melnyk, Eugene W (DEC) <eugene.melnyk@dec.ny.gov>
Sent: Monday, June 26, 2017 11:51 AM
To: Steve Leitten
Cc: Staniszewski, Chad (DEC); Bill Heitzenrater; 'Emilee Rowland'; Geoff; Deborah J. Chadsey ESQ.; Perretta, Anthony C (HEALTH); Bethoney, Charlotte M (HEALTH)
Subject: FW: Hurwitz Company Site C915290 Supplemental Subsurface Investigation Work Plan D15B-Liberty-BCP
Attachments: D15B-Liberty-BCP SSI Cover Letter 03 01 17 rev1.pdf; D15B-Liberty-BCP FINAL SSI Work Plan 06 15 17 rev3.pdf
Categories: Important

Steve:

As a follow-up to our conversation last Thursday (6/22/2017) regarding the Supplemental Site Investigation, I reviewed the work plan with Chad. In particular, we discussed the need for additional surface sampling along the eastern property boundary off-site area where the site fill appears to encroach onto the adjoining vacant land. Chad concurred with the need to sample along the site fill toe of the slope along the eastern off-site area. This will determine if there are any surface migration of site contaminants into this off-site area. The surface sampling along the adjoining off-site railroad drainage swale is very tight in spacing (11 in total). If the off-site sampling budget is limited, to accommodate the additional sampling along the eastern property boundary, approximately 5 of the off-site railroad swale sample points can be relocated to the eastern property boundary off-site area. One additional offsite surface sampling point is suggested along the "exception" area adjacent to Hopkins Street. The eventual off-site sampling locations can be sited and confirmed in the field. Please let us know when you plan to field locate the sampling points so that the DEC can concur with the field location of these sample points.

The DEC accepts the expanded "hotspot" delineation for the various on-site areas of concern. Please proceed at your earliest convenience. Please advise us of your final sampling schedule.

If you have questions regarding the above, please feel free to contact us.

Sincerely

Gene

Eugene Melnyk, PE

Remediation Engineer, Division of Environmental Remediation

New York State Department of Environmental Conservation

270 Michigan Avenue, Buffalo, NY 14203

P: 716-851-7220 | F: 716-851-7226 | eugene.melnyk@dec.ny.gov

www.dec.ny.gov |  | 

From: Steve Leitten [mailto:steve.leitten@afienvironmental.com]

Sent: Thursday, June 15, 2017 10:14 AM

To: Melnyk, Eugene W (DEC) <eugene.melnyk@dec.ny.gov>; Staniszewski, Chad (DEC) <chad.staniszewski@dec.ny.gov>

Cc: 'Bill Heitzenrater' <bheitenrater@libertyiron.com>; Emilee Rowland <emilee.rowland@afienvironmental.com>;

'Joshua Heitzenrater' <Josh.heitzenrater@afienvironmental.com>; Geoff <Afigeoff@aol.com>; Deborah J. Chadsey <dchadsey@kavinokycook.com>

Subject: Hurwitz Company Site C915290 Supplemental Subsurface Investigation Work Plan D15B-Liberty-BCP

ATTENTION: This email came from an external source. Do not open attachments or click on links from unknown senders or unexpected emails.

Gene and Chad,

Attached please find the Supplemental Subsurface Investigation Work Plan intended to further investigation SVOC, PCB and Select Metals hot spots on-site. We will also be collecting some off-site data. A hard copy will follow.

Please note AFI will begin implementing this Work Plan in the next 10 days. Please let us know if you have any questions or comments.

Regards,

Steven Leitten
Senior Geologist

AFI ENVIRONMENTAL
8644 Buffalo Avenue
PO Box 4049
Niagara Falls, New York 14304
716-319-8362 c
716-283-7645 o
716-283-2858 f
www.afienvironmental.com

Deborah J. Chadsey ESQ.

From: Bill Heitzenrater <bheitenrater@libertyiron.com>
Sent: Friday, March 16, 2018 6:16 PM
To: Melnyk, Eugene W (DEC); Geoff; Steven Leitten
Cc: Staniszewski, Chad (DEC); Perretta, Anthony C (HEALTH); Bethoney, Charlotte M (HEALTH); Mike Diamond; Deborah J. Chadsey ESQ.
Subject: RE: Hurwitz Site Stormwater IRM comments

Eugene

Thank you for your comments on our Stormwater Plan; which will expedite the activities for this construction season; we will review and send you our comments, if any after a closer review.

On a scheduling note:

Deb Chadsey, Esq. will be making an update to the BCP ownership issues as part of our AAR submittal;

Our AAR will be forth coming after the next level of review and internal revisions, if any:

I assume on your desk by April 1 at the latest.

Bill Heitzenrater

North America EHS Manager
Liberty Iron & Metal, Inc.
2144 W. McDowell Road
Phoenix, AZ 85009
www.libertyiron.com

716-560-1717 cell
bheitenrater@libertyiron.com

From: Melnyk, Eugene W (DEC) [mailto:eugene.melnyk@dec.ny.gov]
Sent: Friday, March 16, 2018 3:21 PM
To: Geoff <Afigeoff@aol.com>; Steven Leitten <steve.leitten@afienvironmental.com>; Bill Heitzenrater <bheitenrater@libertyiron.com>
Cc: Staniszewski, Chad (DEC) <chad.staniszewski@dec.ny.gov>; Perretta, Anthony C (HEALTH) <anthony.perretta@health.ny.gov>; Bethoney, Charlotte M (HEALTH) <charlotte.bethoney@health.ny.gov>
Subject: Hurwitz Site Stormwater IRM comments

Geoff, Steve and Bill

Attached is the comment letter regarding the stormwater IRM and supplemental site investigation report. Following review of the letter, contact me if you have any questions regarding the comments. If deemed necessary, we can meet to discuss.

Sincerely
Gene

Eugene Melnyk, PE
Remediation Engineer, Division of Environmental Remediation

New York State Department of Environmental Conservation
270 Michigan Avenue, Buffalo, NY 14203
P: 716-851-7220 | F: 716-851-7226 | eugene.melnyk@dec.ny.gov

Exhibit 3

SITE ACCESS AGREEMENT

THIS SITE ACCESS AGREEMENT (the "Agreement") is hereby made and entered into by and between Hurwitz Company, a Pennsylvania corporation authorized to do business in New York as Hurwitz Company, Inc., by its successor Diamond Hurwitz Scrap, LLC, a New York limited liability company with its principal office at 267 Marilla Street, Buffalo, New York 14220 ("DHS") and Liberty Iron & Metal, Inc., a New York Corporation with its principal office at 2144 West McDowell Road, Phoenix, Arizona 85009 ("Liberty").

W I T N E S S E T H A T:

WHEREAS, Liberty is the successor to Liberty Acquisition Buckeye, LLC ("Buckeye") and will assume responsibility for completion of the work arising under the BCA executed by Buckeye with respect to the Brownfield Cleanup Program ("BCP") Site known as "Hurwitz Company Site" - BCP # C915290; and

WHEREAS, the BCP requires that Liberty will have access to the Site for purposes of implementing the requirements under the BCP and Brownfield Cleanup Agreement ("BCA"); and

WHEREAS, DHS and Liberty believe it serves their mutual interests to allow Liberty and its designated representatives (including without limitation Liberty's employees, agents, contractors, subcontractors and consultants) access to the Property for purposes of the BCP.

NOW THEREFORE, for good and sufficient consideration, the receipt and sufficiency of which is hereby acknowledged, and in consideration of the mutual obligations contained herein, DHS and Liberty agree as follows:

1. DHS shall cooperate with Liberty in Liberty's efforts under the BCP and BCA. Without limiting the foregoing, upon reasonable notice, and without charge or fee to Liberty and Liberty's designated representatives, DHS shall permit Liberty and its designated representatives, access to and freedom of movement at the Property in order to perform activities necessary to implement and complete work under the BCP. The activities which may be performed under this Site Access Agreement (to be finally determine by a Remedial Investigation Report and Alternative Analysis Report acceptable to NYSDEC and Liberty) may include: periodic or routine taking of samples of soil, sediment, groundwater, surface water, air

and other environmental media; determination of the constituents or nature of materials; excavation of soil and subsoil; removal of contaminated media; installation of monitoring equipment including but not limited to groundwater monitoring wells; capping of contaminated areas; installation of trenches, and groundwater and/or surface water collection, treatment and pumping systems; long-term monitoring; and such other measures necessary, including, as may be required, the constructions of ponds and water retention systems under a proposed interim remedial measures (IRM), offsite removal of soils; and/or the recording of an easement or restrictive covenant against the property in the records of the Clerk of the County of Erie.

Liberty and DHS agree to cooperate with each other to minimize interference with the activities of the other on the Property or of any persons occupying or providing service at the Property.

2. This Agreement for access shall continue until the completion by Liberty of any work begun or continued by Liberty to satisfy fully the requirements of the BCP and BCA, including but not limited to, ongoing groundwater monitoring that may be required after issuance of the Certificate of Completion.

3. DHS and Liberty shall promptly provide to the other copies of: i) any notices of violations of, or similar documents regarding non-compliance with, environmental laws, consent orders or agreements, and judicial or administrative orders or directives, sent or issued to DHS or Liberty and related to the Property; and ii) any correspondence to or from Liberty or DHS and DEC and/or any other governmental agency, including but not limited to, copies of significant submittals made by Liberty or its designated representatives to governmental authorities, including analytical data and reports regarding environmental matters at the Property.

4. Liberty and/or its consultants shall maintain the following insurance:

a. Worker's Compensation insurance at statutory limits and Employer's Liability Insurance with a limit of liability of at least \$1,000,000;

b. Comprehensive General Liability insurance, covering all claims of damages for injury to person or persons, including death, and all claims on account of property damage with a total limit of liability of (including umbrella coverage) at least \$1,000,000 each occurrence and in the aggregate; and

c. Comprehensive Automobile Liability insurance with a total limit (including umbrella coverage) of \$1,000,000 each occurrence.

5. Nothing in this Site Access Agreement, express or implied, shall be deemed to confer upon any other person any rights or remedies under, or by reason of, this Agreement and no third-party beneficiary is intended to be created or is created hereby, including without limitation employees of the Liberty.

6. This Site Access Agreement shall be binding upon the parties' successors, assigns and transferees.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed this 23 day of March, 2018.

DHS:

Hurwitz Company, a Pennsylvania corporation
authorized to do business in New York as Hurwitz
Company, Inc., by its successor
DIAMOND HURWITZ SCRAP LLC



By: Alexander Esser

Its: CFO _____

Date: March 22, 2018

LIBERTY:

Liberty Iron & Metal, Inc., successor to Liberty
Acquisitions Buckeye, LLC



By: Alexander Esser

Its: CFO _____

Date: March 22, 2018

Exhibit 4

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
LIBERTY IRON & METAL, INC.**

The undersigned, being all of the members of the Board of Directors of LIBERTY IRON & METAL, INC., a Delaware corporation (the "Company"), hereby consent to, approve and adopt the following Resolutions for the Company set forth on Exhibit A attached hereto and made a part hereof, by unanimous written consent, which Resolutions shall have the same force and effect as if adopted at a regular or special meeting of the Board of Directors, duly called and held on this date for the purpose of acting on these Resolutions.

This Action by Unanimous Written Consent may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same instrument. The parties agree that an e-mail copy of any signature of any party will be deemed as enforceable and effective as an original signature.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of the Company, have executed this Action by Unanimous Written Consent as of the 22 day of March, 2018.



Yongming Qin, Director



Michael, Diamond, Director



Michael Greulich, Director



Alexander Esser, Director

EXHIBIT A

**RESOLUTION OF LIBERTY IRON & METAL, INC.
(the "Company")**

RECITALS:

The Company was required to submit an Amendment to the Brownfield Cleanup Agreement and Notice of Change form relating to the Hurwitz Company Site, to the New York State Department of Environmental Conservation ("NYSDEC"), as a result of the merger of Liberty Acquisition Buckeye, LLC into the Company. Thru inadvertence this filing was not completed before the merger of the two companies.

RESOLVED THAT:

1. The Company is hereby authorized to file the Amendment to the Brownfield Cleanup Agreement and Notice of Change forms relating to the Hurwitz Company Site.
2. The Requestor be and it is hereby authorized and directed to execute and deliver all documents and instruments as may be reasonably required to effectuate such amendment to the Brownfield Cleanup Agreement and such other documents, including written access to the Site from the current property owner, as the NYSDEC may reasonably require.
3. In addition to the foregoing authorizations, Alexander Esser, the Chief Financial Officer and Director of the Company be and is hereby authorized to execute and deliver the amendment documents, with such alterations, additions and deletions as may be approved by such person, whose signature shall be conclusive evidence of such authorization and all such documents and other writings and to do all such other acts and things as he considers necessary or desirable to give effect to the foregoing, such execution to be conclusive evidence of his approval.
4. The authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

Exhibit 5



01571395

AZ CORPORATION COMMISSION
FILED

MAY 10 2006

FILE NO. L-1283472-0ARTICLES OF ORGANIZATION
OF
LIBERTY ACQUISITIONS BUCKEYE, L.L.C.

The undersigned, for the purposes of forming a Limited Liability Company under the Arizona Limited Liability Company Act (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I.

Name and Known Place of Business

The name of the Limited Liability Company is LIBERTY ACQUISITIONS BUCKEYE, L.L.C. Its principal office is located at 11629 E. Del Timbre Drive, Scottsdale, Arizona 85259.

ARTICLE II.

Statutory Agent

The name and address of the Limited Liability Company's statutory agent in the State of Arizona is Marc E. Olgin, 11629 E. Del Timbre Drive, Scottsdale, Arizona 85259.

ARTICLE III.

Duration

The Limited Liability Company shall have perpetual existence.

ARTICLE IV.

Management

Management of the Limited Liability Company is vested in a manager or managers (the "Manager").

ARTICLE V.

Name and Address of the Manager

The name and address of the Manager of the Limited Liability Company is as follows:

NAME

Marc E. Olgin

ADDRESSc/o 11629 E. Del Timbre Drive
Scottsdale, Arizona 85259

ARTICLE VI.

Names and Addresses of the Members

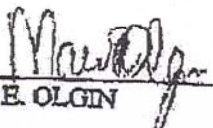
The name and address of the Member of the Limited Liability Company owning a twenty percent (20%) or greater interest in the capital or profits of the limited liability company is as follows:

NAMELimco, Inc., a Pennsylvania
CorporationADDRESSP. O. Box 1391
Erie, Pennsylvania 16512

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name on the 8th day of May, 2006.


MARC E. OLGIN

The undersigned, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.


MARC E. OLGIN

X3372-art-org-backage-govern-dm

**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

P.O. Box 2260
Phone: (602) 258-7026

Phoenix, AZ 85002
Fax: (602) 258-2504



01595849

**LIBERTY ACQUISITIONS
BUCKEYE, L.L.C.**

NOTICE ARTICLES OF ORGANIZATION HAVE BEEN FILED
IN THE OFFICE OF THE ARIZONA CORPORATION COMMISSION FOR

I. Name: LIBERTY ACQUISITIONS BUCKEYE, L.L.C.

II. The address of the known place of business is: 11629 E. Del Timbre Drive, Scottsdale, Arizona 85259. The name and address of the Statutory Agent is: Marc E. Olgin, 11629 E. Del Timbre Drive, Scottsdale, Arizona 85259.

III. Management of the Limited Liability Company is vested in a Manager or Managers. The name and address of each Manager of the limited liability company at the time of formation of the Limited Liability Company is: NAME: Marc E. Olgin, ADDRESS: c/o 11629 E. Del Timbre Drive, Scottsdale, Arizona 85259. The name and address of each Member owning a twenty percent (20%) or greater interest in the capital and profits of the limited liability company at the time of formation of the Limited Liability Company is: NAME: Limco, Inc., a Pennsylvania Corporation, ADDRESS: P.O. Box 1391, Erie, Pennsylvania 16512.

5/26, 6/2, 6/9, 2006 editions Arizona Capitol Times

STATE OF ARIZONA)
County of Maricopa) ss

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
05/26/2006, 06/02/2006, 06/09/2006

THE NAME OF THE CORPORATION: LIBERTY ACQUISITIONS
BUCKEYE, L.L.C.

CORPORATE FILE NUMBER: L-1283472-0

TYPE OF DOCUMENT: NOTICE ARTICLES OF ORGANIZATION

AUTHORIZED
SIGNATURE: _____

glb

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 26th day of May, 2006

NOTARY SIGNATURE: _____

L O



RECEIVED
MAY 30 2006
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Exhibit 6

CERTIFICATE OF FORMATION

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:17 PM 07/12/2007
FILED 01:21 PM 07/12/2007
SRV 070807058 - 4387667 FILE

OF

LIBERTY IRON & METAL HOLDINGS, LLC

This Certificate of Formation of Liberty Iron & Metal Holdings, LLC, dated July 12, 2007, is being duly executed and filed by the undersigned, as an authorized natural person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et. seq.).

FIRST. The name of the limited liability company formed hereby is Liberty Iron & Metal Holdings, LLC.

SECOND. The address of the registered office of the limited liability company in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is the Corporation Service Company.

THIRD. The limited liability company shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

Claire H. Holland
Claire H. Holland
Authorized Person

Exhibit 7

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:09 AM 12/22/2016
FILED 11:09 AM 12/22/2016
SR 20167221962 - File Number 4387667

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is
Delaware
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware
- 3.) The date the Limited Liability Company first formed is 7/12/2007
- 4.) The name of the Limited Liability Company immediately prior to filing this
Certificate is Liberty Iron & Metal Holdings, LLC
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is
Liberty Iron & Metal Holdings, Inc

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf
of the converting Limited Liability Company have executed this Certificate on the
22nd day of December, A.D. 2016

By: 

Name: Alexander Essee
Print or Type

Title: Chief Financial Officer
Print or Type

Exhibit 8

Schock merge

Delaware

The First State

Page 2

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF
DECEMBER, A.D. 2016, AT 11:09 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER,
A.D. 2016, AT 1:55 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2016 AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "LIBERTY IRON & METAL HOLDINGS, INC.".



4387667 8100H
SR# 20174094983

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202605216
Date: 05-25-17

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
SCHOLZ UNITED STATES INC.
INTO
LIBERTY IRON & METAL HOLDINGS, INC.**

It is hereby certified that:

1. Liberty Iron & Metal Holdings, Inc. (the "LIMH") is a business corporation of the State of Delaware incorporated on December 22, 2016.
2. Scholz United States Inc., (the "Company") which is a business corporation of the State of Delaware incorporated on June 8, 2007, is the owner of all of the outstanding shares of the common stock of the LIMH.
3. The LIMH and Company are the constituent corporations in this merger.
4. The Company hereby merges itself with and into LIMH.
5. On December 30, 2016, the Board of Directors of the Company, by written consent, adopted the following resolutions to merge Company into LIMH, to be effective on December 31, 2016 at 11:59 p.m. Eastern Standard Time, which resolutions have not been amended or rescinded and are in full force and effect:

WHEREAS, the Company is the owner of all of the issued and outstanding shares of common stock of Liberty Iron & Metal Holdings, Inc. ("LIMH"); and

WHEREAS, the Company deems it advisable to merge itself with and into LIMH.

NOW, THEREFORE, BE IT RESOLVED, that the Company be merged with and into the LIMH pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"), so that the separate existence of the Company shall cease upon the Merger becoming effective, and LIMH shall continue as the surviving corporation.

FURTHER RESOLVED, that upon the Merger becoming effective, the sole stockholder of all of the issued and outstanding shares of common stock of the Company immediately prior to the Merger shall receive an equivalent number of shares of LIMH common stock and Company shall have no further claims of any kind or nature; and all of the issued and outstanding shares of common stock held by the Company shall be surrendered and canceled;

FURTHER RESOLVED, that the Merger shall have the effects as set forth in Section 259 of the Delaware General Corporation Law.

FURTHER RESOLVED, that the Merger shall be effective on December 31, 2016 at 11:59 p.m. Eastern Standard Time.

FURTHER RESOLVED, that these resolutions shall be submitted to the sole stockholder of the Company, and in the event that the sole stockholder consents to the resolutions, the Merger shall be deemed approved.

FURTHER RESOLVED, that the preparation and execution of any filings by the officers of the Company and LIMH related to the Merger (or any termination or abandonment of the Merger) required to be made with the State of Delaware and any state or jurisdiction in which the Company or LIMH is authorized to do business and the consummation of the transactions contemplated thereby be, and hereby are, approved.

FURTHER RESOLVED, that such officers are hereby authorized, directed and empowered to execute and deliver, in the name and on behalf of the Company and LIMH, any and all documentation and to take or cause to be taken any and all lawful action necessary or desirable to carry out the purposes of the foregoing resolutions, and that all such lawful actions, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions, being hereby ratified, confirmed and approved.

6. On December 30, 2016, the sole stockholder of the Company, by written consent, approved the Merger of the Company with and into LIMH.

7. Anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the time that this Merger filed with the Delaware Secretary of State becomes effective.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed this 30th day of December 2016.

SCHOLZ UNITED STATES INC.

By: 

Name: Mike Greulich

Title: President

Exhibit 9

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

NY AUTH- to do BUSINESS

ALBANY, NY 12231-0001

FILING RECEIPT

=====

ENTITY NAME: LIBERTY IRON & METAL HOLDINGS, INC.

DOCUMENT TYPE: CORRECTION (FOR. BUSINESS)
JURISDICTION

COUNTY: ERIE

=====

FILED: 04/07/2017 DURATION: ***** CASH#: 170407000655 FILM #: 170407000609

FILER:

DEBORAH J. CHADSEY
KAVINOKY COOK LLP
726 EXCHANGE STREET SUITE 800
BUFFALO, NY 14210

ADDRESS FOR PROCESS:

REGISTERED AGENT:



=====

SERVICE COMPANY: UNITED CORPORATE SERVICES - 37

SERVICE CODE: 37

FEES	95.00

FILING	60.00
TAX	0.00
CERT	0.00
COPIES	10.00
HANDLING	25.00

PAYMENTS	95.00

CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	95.00
OPAL	0.00
REFUND	0.00

=====

LIBER31453

DOS-1025 (04/2007)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on April 10, 2017.

A handwritten signature in dark ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan W. Fitzgerald
Executive Deputy Secretary of State



**Division of Corporations,
State Records and
Uniform Commercial Code**

170407000609

New York State
Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

**CERTIFICATE OF CORRECTION
OF**

Application for Authority

(Insert Title of Document to be Corrected)

OF

Liberty Iron & Metal Holdings, Inc.

(Insert Name of Corporation)

Under Section 105 of the Business Corporation Law

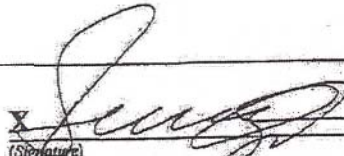
FIRST: The name of the corporation is: Liberty Iron & Metal Holdings, Inc.

SECOND: The date the document to be corrected was filed by the Department of State is:
April 5, 2017

THIRD: The nature of the informality, error, incorrect statement or defect to be corrected is:
Incorrect jurisdiction in which the corporation was organized.
The domestic jurisdiction was listed as Pennsylvania in error and it should read Delaware.

FOURTH: The provision in the document, as corrected or eliminated or the proper execution,
is as follows:

SECOND: The jurisdiction in which the corporation was organized is Delaware. The
date of its incorporation is: 7/12/2007.


(Signature)
Deborah J. Chadsey
(Type or print name of signer)
Authorized Person
(Title of Signer)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIBERTY IRON & METAL HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF APRIL, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LIBERTY IRON & METAL HOLDINGS, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



4387667 8300

SR# 20172268965

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202325913

Date: 04-05-17

609

UNI-37

CERTIFICATE OF CORRECTION
OF

Application for Authority

(Insert Title of Document to be Corrected)

OF

Liberty Iron & Metal Holdings, Inc.

(Insert Name of Corporation)

Under Section 105 of the Business Corporation Law

Filer's Name and Mailing Address:

Deborah J. Chadsey

Name

Kavinoky Cook LLP

Company, if applicable

726 Exchange Street, Suite 800

Mailing Address

Buffalo, New York 14210

City, State and ZIP Code

CVSI Ref A. Liber 31453

NOTES:

1. The name of the corporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. This form has been prepared by the New York State Department of State for filing a certificate of correction. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
3. The Department of State recommends that all legal documents be prepared under the guidance of an attorney.
4. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

(For Office Use Only)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 07 2017

TAX S

RY

DRAWDOWN

NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through April 18, 2018.

Selected Entity Name: LIBERTY IRON & METAL, INC.

Selected Entity Status Information

Current Entity Name: LIBERTY IRON & METAL, INC.

DOS ID #: 5115306

Initial DOS Filing Date: APRIL 05, 2017

County: ERIE

Jurisdiction: DELAWARE

Entity Type: FOREIGN BUSINESS CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

LIBERTY IRON & METAL, INC.
2144 W. MCDOWELL ROAD
PHOENIX, ARIZONA, 85009

Registered Agent

NONE

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by viewing the certificate.

***Stock Information**

# of Shares	Type of Stock	\$ Value per Share
-------------	---------------	--------------------

No Information Available

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
DEC 27, 2017	Actual	LIBERTY IRON & METAL, INC.
APR 05, 2017	Actual	LIBERTY IRON & METAL HOLDINGS, INC.

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

[Search Results](#) [New Search](#)

[Services/Programs](#) | [Privacy Policy](#) | [Accessibility Policy](#) | [Disclaimer](#) | [Return to DOS](#)
[Homepage](#) | [Contact Us](#)

Exhibit 10

DEC 13 2017

FILE NO. L12934720

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATEMENT OF MERGER

Read the Instructions M075i

1. **SURVIVING ENTITY NAME:** Liberty Iron & Metal Holdings, Inc.

1.1 **SURVIVING ENTITY JURISDICTION OF ORGANIZATION:** Delaware

1.2 **SURVIVING ENTITY TYPE** – check only one and follow instructions:

- ☐ **Arizona corporation or LLC already in existence in A.C.C. records** – if applicable, attach to this Statement Articles of Amendment.
- ☐ **NEW Arizona corporation, LLC, or limited partnership** – attach to this Statement the Articles of Incorporation (corporations), Articles of Organization (LLCs), or Statement of Qualification (limited partnerships). *NOTE* that limited partnerships must also file with the Arizona Secretary of State.
- ☒ **Foreign corporation or LLC already registered with the A.C.C.**
- ☐ **Foreign corporation or LLC seeking registration with the A.C.C.** – attach to this Statement the Application for Authority (corporations) or Application for Registration (LLCs).
- ☐ **Foreign corporation, LLC, or other entity that is not, and will not, be registered with the A.C.C.**

2. **MERGING ENTITIES** – list the name, entity type, and jurisdiction of organization of all merging entities other than the surviving entity. If more space is required, list all information on a separate sheet and attach it to this Statement.

Merging entity name: <u>Liberty Acquisitions Buckeye, L.L.C.</u>	Merging entity name:
Entity type (corporation, LLC, etc): <u>LLC</u>	Entity type (corporation, LLC, etc):
Jurisdiction of organization: <u>Arizona</u>	Jurisdiction of organization:
Merging entity name:	Merging entity name:
Entity type (corporation, LLC, etc):	Entity type (corporation, LLC, etc):
Jurisdiction of organization:	Jurisdiction of organization:
Merging entity name:	Merging entity name:
Entity type (corporation, LLC, etc):	Entity type (corporation, LLC, etc):
Jurisdiction of organization:	Jurisdiction of organization:

- 3. SURVIVING ENTITY - ARIZONA KNOWN PLACE OF BUSINESS ADDRESS** - Complete this section *only* if the surviving entity is either: an Arizona corporation, LLC, or limited partnership; or a foreign corporation or LLC already registered with the A.C.C. **NOTE:** for corporations and LLCs already on file with the A.C.C. the address must match the address currently shown in A.C.C. records.

Attention (optional)		
2144 W. McDowell Road		
Address 1		
Address 2 (optional)		
Phoenix	AZ	85009
City	State or Province	Zip
Country	UNITED STATES	

- 4. SURVIVING ENTITY - STATUTORY AGENT** - Complete this section only if the surviving entity is either: an Arizona corporation, LLC, or limited partnership; or a foreign corporation or LLC already registered with the A.C.C.:

4.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:	4.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):
Alexander Esser	
Statutory Agent Name (required)	
Attention (optional)	Attention (optional)
2144 W. McDowell Road	
Address 1	Address 1
Address 2 (optional)	Address 2 (optional)
City Phoenix State AZ Zip 85009	City State AZ Zip
4.3 IF A NEW AGENT IS BEING APPOINTED - the <u>Statutory Agent Acceptance form M002</u> must be attached to this Statement.	

- 5. FOREIGN SURVIVING ENTITY, NOT QUALIFIED IN ARIZONA - MAILING ADDRESS** (foreign entities that are not and will not be qualified to transact business or conduct affairs in Arizona must provide a mailing address to which service of process may be mailed):


Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

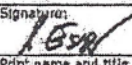
- 6. APPROVAL OF MERGER** - (applies to all of the merging entities, including the surviving entity if it is also a merging entity):

By the signatures appearing on this Statement of Merger, each entity declares under the penalty of perjury that the plan of merger was approved by each merging entity, and by the surviving entity if it is also a merging entity, in accordance with A.R.S. § 29-2203, and also by each foreign merging entity or foreign merging and surviving entity in accordance with the laws of its jurisdiction of organization.

7. **DELAYED EFFECTIVE DATE** - Complete this section only if the merger will have a *delayed* effective date of not more than 90 days after delivery of the Statement to the A.C.C. - list that date below:

SIGNATURES: Each merging entity must sign.
The surviving entity must sign if it is also a merging entity.
If more space is needed, attach a separate sheet with all pertinent information.
Each signer of this Statement declares and certifies *under penalty of perjury* that this Statement together with any attachments is submitted in compliance with Arizona law.

Entity Name:	Liberty Acquisitions Buckeye, L.L.C.	Date:	December 13, 2017
Signature:			
Print name and title of person signing:	Alexander Esser, Manager		

Entity Name:	Liberty Iron & Metal Holdings, Inc.	Date:	December 13, 2017
Signature:			
Print name and title of person signing:	Alexander Esser, Chief Financial Officer		

Entity Name:			
Signature:			
Print name and title of person signing:			

Entity Name:			
Signature:			
Print name and title of person signing:			

Entity Name:			
Signature:			
Print name and title of person signing:			

Entity Name:			
Signature:			
Print name and title of person signing:			

Filing Fee: \$100.00 (corporations) \$50 (LLCs)	Mall: Arizona Corporation Commission - Corporate Filings Section
Expedited processing - add \$35.00 to filing fee.	1300 W. Washington St., Phoenix, Arizona 85007
All fees are nonrefundable - see Instructions.	Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3076 or (within Arizona only) 800-345-5819.

Exhibit 11

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LIBERTY IRON & METAL HOLDINGS, INC.", CHANGING ITS NAME FROM "LIBERTY IRON & METAL HOLDINGS, INC." TO "LIBERTY IRON & METAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2017, AT 8:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



4387667 8100
SR# 20177732198


Jeffrey W. Bullock, Secretary of State

Authentication: 203820324
Date: 12-22-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:33 PM 12/21/2017
FILED 08:33 PM 12/21/2017
SR 20177732198 - File Number 4387667

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
LIBERTY IRON & METAL HOLDINGS, INC.**

Liberty Iron & Metal Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

FIRST: The Board of Directors of the Corporation, by written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, a copy of which has been filed with the minutes of the Corporation, adopted resolutions proposing the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Board of Directors of the Corporation hereby declares it advisable that Article First of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"**FIRST:** The name of the corporation (which is hereinafter referred to as the "Corporation") is Liberty Iron & Metal, Inc."

and that the same be and is hereby approved, adopted and ratified.

SECOND: The stockholder of the Corporation, by written consent given pursuant to Section 228 of the General Corporation Law of the State of Delaware, a copy of which has been filed with the minutes of the Corporation, adopted the foregoing amendment to the Certificate of Incorporation of the Corporation.

THIRD: The foregoing amendment has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by its Chief Financial Officer on December 14, 2017.

LIBERTY IRON & METAL HOLDINGS, INC.

By: 

Alexander Esser, Chief Financial Officer

Exhibit 12

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIBERTY IRON & METAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LIBERTY IRON & METAL, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



4387667 8300

SR# 20181977223

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202335549

Date: 03-16-18