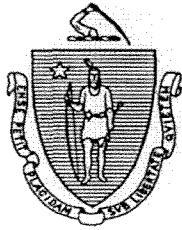


SDMs 217998

01-0660



COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF ENVIRONMENTAL AFFAIRS
DEPARTMENT OF ENVIRONMENTAL PROTECTION
WESTERN REGIONAL OFFICE

436 Dwight Street • Springfield, Massachusetts 01103 • (413) 784-1100

MITT ROMNEY
Governor

KERRY HEALEY
Lieutenant Governor

ELLEN ROY HERZFELDER
Secretary

ROBERT W. GOLLEDGE, Jr.
Commissioner

November 17, 2003

James Spielberg, Esquire
McCusker, Anselmi, Rosen, Carvelli & Walsh
127 Main Street
Chatham, New Jersey 07928

Re: Pittsfield Site #1-0539
Second Modification to ACOP-WE-00-3016

Dear Mr. Spielberg:

Enclosed please find your client's copy of the executed Second Modification to the referenced Consent Order. This Second Modification to the Administrative Consent Order is effective as of November 14, 2003, the date that it was signed by the Department.

It is important that ExxonMobil adhere to the deadlines in this agreement and ensure that any permits or access agreements necessary to maintain its compliance are obtained in a timely manner. ExxonMobil's consultant, Groundwater & Environmental Services, Inc., should also be made aware of the requirements of this agreement.

If you have any questions, please do not hesitate to contact Susan Steenstrup at (413) 755-2264.

Sincerely,

Anna Symington
Deputy Regional Director
Bureau of Waste Site Cleanup

AS/SJS
Enclosure

cc: David Baker, ExxonMobil
Herbert Woike, GES
Daniel Smith, GES
Michael Carroll, GE Pittsfield

This information is available in alternate format. Call April McCabe, ADA Coordinator at 1-617-556-1171. TDD Service - 1-800-298-2207.

DEP on the World Wide Web: <http://www.mass.gov/dep>

Printed on Recycled Paper

James Spielberg, Esquire
Second Modification to ACOP-WE-00-3016
Pittsfield Site #1-0539
November 17, 2003
Page 2 of 2

Richard Gates, GE Pittsfield
Michael Nalipinski, EPA New England Region
Dean Tagliaferro, U.S. EPA, 10 Lyman Street
Bryan Olson, EPA New England Region (*electronic copy*)
Joseph Schmidl, Weston Solutions, Inc. (*electronic copy*)
Anna Symington, Deputy Regional Director, BWSC DEP WERO (*electronic copy*)
Jane Rothchild, Esq., Regional Counsel, DEP WERO (*electronic copy*)
Susan Steenstrup, Project Coordinator, Special Projects (*electronic copy*)
Mayor Sara Hathaway, City of Pittsfield
Commissioner of Health, City of Pittsfield
Pittsfield Conservation Commission
Housatonic River Initiative
Public Information Repository (*Berkshire Athenaeum only*)
Property owners, Parcels I8-23-3, I8-23-4 and I8-23-6
Site File: 1-00539

COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF ENVIRONMENTAL AFFAIRS
DEPARTMENT OF ENVIRONMENTAL PROTECTION

In The Matter of:

Pittsfield Site #1-0539
83-89 Elm Street; Permit #78741

ExxonMobil Corporation

**SECOND MODIFICATION TO
ADMINISTRATIVE CONSENT ORDER ACOP-WE-00-3016**

This document hereby modifies the Administrative Consent Order with Penalty (“ACOP”), ACOP-WE-00-3016, issued by the Department of Environmental Protection (the “Department”) and consented to by ExxonMobil Corporation (“ExxonMobil”). That ACOP became effective on December 20, 2000 and was modified effective January 28, 2003 to extend certain deadlines. This modification will be referred to as the “Second Modification” and supercedes the deadlines contained in the January 28, 2003 modification. The ACOP is hereby modified as follows:

1. Unless otherwise specified in this Modification, all terms in the ACOP remain in full force and effect. This Modification is hereby incorporated into the ACOP and is effective and enforceable pursuant to the terms of the ACOP.

2. Section III, paragraph 3.5 (d), of the ACOP is modified to read as follows:

By no later than December 8, 2003, ExxonMobil shall submit to the Department a Supplemental Phase II Scope of Work, prepared in accordance with the provisions of 310 CMR 40.0834.

3. Section III, paragraph 3.5 (e), of the ACOP is modified to read as follows:

By no later than April 26, 2004, ExxonMobil shall submit to the Department a Supplemental Phase II Report, prepared in accordance with the provisions of 310 CMR 40.0835, and a Phase III Supplemental Remedial Action Plan and Completion Statement, prepared in accordance with the provisions of 310 CMR 40.0861 and 310 CMR 40.08562.

4. The following language is added to Section III of the ACOP:

(f) By no later than July 27, 2004, ExxonMobil shall submit to the Department a Phase IV Supplemental Final Inspection Report and Completion Statement, prepared in accordance with the provisions of 310 CMR 40.0878 and 310 CMR 40.0879.

(g) By no later than August 10, 2004, ExxonMobil shall submit to the Department a Phase V Remedy Operation Status Submittal, prepared in accordance with the provisions of 310 CMR 40.893, or a Response Action Outcome (RAO) Statement, prepared in accordance with the provisions of 310 CMR 40.1000.

(h) By no later than December 27, 2004, ExxonMobil shall submit to the Department a Phase V Inspection and Monitoring Report (Phase V Report), prepared in accordance with the provisions of 310 CMR 40.0892, if no RAO has been submitted. Additional Phase V Reports shall be submitted every six months thereafter, until a RAO has been submitted.

RATIFICATION

This Modification to the Administrative Consent Order, ACOP-WE-00-3016, is hereby deemed issued by the Department, consented to by ExxonMobil, executed and entered as of the last date set forth below.

I certify that I am duly authorized to enter into this Modification on behalf of:

Agreed to:

So Ordered:

ExxonMobil

Department of Environmental Protection

By: _____
C.D. Stevens
ExxonMobil Environmental
Remediation, Region Manager
– US Retail Operations

By: _____
Michael J. Gorski
Regional Director, Western Region

Date: _____

Date: _____