

Georgia Department of Natural Resources

Environmental Protection Division

2 Martin Luther King, Jr. Dr., S.E., Suite 1462 East, Atlanta, Georgia 30334

Judson H. Turner, Director

Land Protection Branch

Jeff Cown, Branch Chief

Phone: 404-657-8600 / Fax: 404-657-0807

July 10, 2013

COPY

VIA EMAIL & REGULAR MAIL

Rathon Corporation
c/o Mr. Michael J. Glade, P.E.
Vice President
1225 17th Street, Suite 3200
Denver, Colorado 80202

The Hillshire Brands Company
c/o Mr. Kent B. Magill, Esq.
Executive Vice President
400 South Jefferson Street
Chicago, Illinois 60607

Re: March 2013 VRP Application and Plan Approval
Former Oxford Chemical Site, HSI # 10072 (sublisted)
Chamblee, DeKalb County, Georgia
Tax Parcel ID # 18-278-14-002

Dear Messrs Glade and Magill:

The Georgia Environmental Protection Division (EPD) has received the March 2013 Voluntary Remediation Program (VRP) application that has been submitted pursuant to the Georgia Voluntary Remediation Program Act (the Act) O.C.G.A. 12-8-100. This VRP application was submitted in lieu of an Annual Monitoring Report required pursuant to the Georgia Rules for Hazardous Site Response and will replace the approved December 2005 Corrective Action Plan for the above referenced property. EPD is approving your VRP application, which specifies corrective action consisting of the following:

- Address soil exceeding non-residential cleanup standards through active remediation.
- Address potential groundwater and vapor exposure through the use of a combination of limited active remediation and engineering and/or institutional controls as required.
- Continue LNAPL recovery (if necessary).
- Further assess soil and groundwater impacts.

Therefore, EPD is accepting Rathon Corporation and the Hillshire Brands Company as participants as defined in the Act for the following qualifying property provided the VRP application is implemented in compliance with the following schedule and conditions:

Qualifying property:

Former Oxford Chemical Site (Rathon)
5001 Peachtree Boulevard
Chamblee, DeKalb County, Georgia 30341
Tax Parcel ID # 18-278-14-002

Comments:

1. The delineation standards presented in Table 4 are approved for the site. EPD's comments on the proposed non-residential risk reduction standards (RRS) were sent via e-mail to Mr. Leonard Diprima

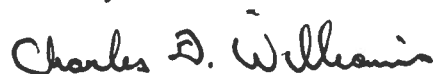
of Woodard and Curran on June 5, 2013. These comments should be addressed and revised RRS values submitted under separate cover for approval.

2. It does not appear that sidewall confirmation samples were collected for certain previously excavated areas at the site. In order to demonstrate compliance with the non-residential RRS, additional samples should be collected in these areas or historical data provided if available.
3. To demonstrate compliance with non-residential RRS for soil, additional characterization is necessary at the former locations of the wastewater pre-treatment plant and holding pond, the empty drum storage area located on the southwestern portion of the property, Building "C" / Powder Plant, and the loading / unloading areas of the rail spur lines.
4. Within six months of detecting regulated substance(s) on a non-qualifying property, the participant must apply to EPD to include the affected property as a qualifying property under the Act or notify EPD that the non-qualifying property is not included under the Act.

EPD requires that Rathon Corporation, the Hillshire Brands Company, and the professional engineer/geologist specified in the VRP oversee the implementation of the VRP in accordance with the provisions, purposes, standards and policies of the Act. EPD may, at its sole discretion, review and comment on documents submitted by Rathon Corporation and the Hillshire Brands Company. However, failure of EPD to respond to a submittal within any timeframe does not relieve Rathon Corporation and the Hillshire Brands Company from complying with the specified schedule and the provisions, purposes, standards and policies of the Act. Should Rathon Corporation and the Hillshire Brands Company fail to comply with the above schedule, EPD may terminate enrollment of the participant and the qualifying property from the voluntary remediation program.

EPD anticipates receipt of the first semiannual progress report by January 2, 2014 and a compliance status report, including certification, on or before July 2, 2018. Should you have any question or concerns regarding this site, please contact Mr. John Maddox of the Response and Remediation Program at (404) 657-8600.

Sincerely,



Charles D. Williams
Program Manager
Response and Remediation Program

c: ✓ Leonard J. Diprima, Jr. P.G., Woodard and Curran, Inc.

File: HSI # 10072