



REBECCA KEATON
CLERK OF SUPERIOR COURT Cobb Cty. GA.

Environmental Covenant
3021 Olympic Industrial Drive, Smyrna, Georgia
Tax Parcel Number(s): 17096200140

After Recording Return to:

Trish Reifenberger, P.E.
Brown and Caldwell
990 Hammond Drive, Atlanta, GA 30328
(770) 673-3630
TReifenberger@Brwnald.com

Maid

Grantor/Fee Owner of Property:

Crimson Three Partners, LLC
c/o Mike Spears
1230 Peachtree Street, NE
Atlanta, Ga 30309-3574

Grantee/holders:

The Hillshire Brands Company
C/o General Counsel
400 South Jefferson Street
Chicago, IL 60607

and

Rathon Corp.
P.O. Box 4030, NH 400
Golden, CO 80401

Grantee/Entity with
express power to enforce:

State of Georgia
Department of Natural Resources
Environmental Protection Division
2 Martin Luther King Jr. Drive, SE
Suite 1152 East Tower
Atlanta, GA 30334

Parties with interest in the Property: BB&T

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After Recording Return to:

CROSS-REFERENCE: Deed Book:
Page:

Georgia Environmental Protection Division
Response and Remediation Program
2 Martin Luther King, Jr. Drive, SE
Suite 1462 East
Atlanta, Georgia 30334

Environmental Covenant

This instrument is an Environmental Covenant executed for the property identified below (hereinafter "the Property") as part of an environmental response project to address regulated substances released into the environment that have migrated onto the Property in the groundwater. This Environmental Covenant restricts the use of groundwater on the Property to prevent humans from coming into contact with regulated substances.

Fee Owner of Property/Grantor:

**Crimson Three Partners, LLC
c/o Mike Spears
1230 Peachtree Street, NE
Atlanta, Ga 30309-3574**

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Environmental Protection Division
2 Martin Luther King Jr. Drive, SE
Suite 1152 East Tower
Atlanta, GA 30334**

Parties with interest in the Property:

BB&T

Property Information:

The property subject to this Environmental Covenant is 3021 Olympic Industrial Drive, Smyrna, Georgia. A complete legal description of the area is attached as **Exhibit A**.

Tax Parcel Number(s): **17096200140** of Cobb County, Georgia

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Name and Location of Administrative Record:

The corrective action at the Property that is the subject of this Environmental Covenant is managed under the Voluntary Remediation Program and is called *Former Olympic Manufacturing/Diversey Site HSI Site No. 10435*, and it is described in the following documents:

- Brown and Caldwell. March 1, 2010. *Voluntary Remediation Program Application. 3051 Olympic Industrial Drive; Smyrna, Georgia*. Prepared for Sara Lee Corporation and Rathon Corp.
- Georgia Environmental Protection Division. May 17, 2010. Letter to Sara Lee Corporation and Rathon Corp. [acceptance into the Voluntary Remediation Program]
- Brown and Caldwell. December 27, 2012. *Voluntary Remediation Program Semiannual Progress Report, Former Olympic Manufacturing/Diversey Site HSI Site No. 10435*. Prepared for The Hillshire Brands Company and Rathon Corp. [includes Final Remediation Plan]
- Brown and Caldwell. June 27, 2013. *Voluntary Remediation Program Semiannual Progress Report, Former Olympic Manufacturing/Diversey Site HSI Site No. 10435*. Prepared for The Hillshire Brands Company and Rathon Corp. [includes groundwater modeling documentation].
- Georgia Environmental Protection Division. November 25, 2013. Letter to Sara Lee Corporation and Rathon Corp. [EPD comments on Voluntary Remediation Program reports].
- Brown and Caldwell. June 24, 2014. *Voluntary Remediation Program Semiannual Progress Report, Former Olympic Manufacturing/Diversey Site HSI Site No. 10435*. Prepared for The Hillshire Brands Company and Rathon Corp.
- Brown and Caldwell. December 23, 2014. *Voluntary Remediation Program Semiannual Progress Report, Former Olympic Manufacturing/Diversey Site HSI Site No. 10435. December 2014*. Prepared for The Hillshire Brands Company and Rathon Corp.

This record is available for review at the following location:

Georgia Environmental Protection Division
 Response and Remediation Program
 2 MLK Jr. Drive, SE, Suite 1054 East Tower
 Atlanta, GA 30334
 M-F 8:00 AM to 4:30 PM excluding state holidays

Declaration of Covenant:

This Declaration of Covenant is made pursuant to the Georgia Uniform Environmental Covenants Act, O.C.G.A. § 44-16-1 *et seq.* by Grantor, Grantee/Holder, EPD, and their respective successors and assigns.

Grantor makes the following declaration as to restrictions to which the Property may be put and specifies that such declarations shall constitute covenants to run with the land, pursuant to O.C.G.A. § 44-16-5(a); is perpetual, unless modified or terminated pursuant to the terms of this Covenant pursuant to O.C.G.A. § 44-16-9; and shall be binding on all parties and all persons claiming under them,

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including all current and future owners of any portion of or interest in the Property. Should a transfer or sale of the Property occur before such time as this Environmental Covenant has been amended or revoked then said Environmental Covenant shall be binding on the transferee(s) or purchaser(s).

Grantor hereby binds Grantor, its successors and assigns to the following activity and use limitation for the Property identified herein and grants such other rights under this Environmental Covenant in favor of the Grantee/Holder and EPD.

Activity and/or Use Limitation

Groundwater Use Limitation. The use or extraction of groundwater beneath the Property for drinking water or other potable uses shall be prohibited. The use or extraction of groundwater for any other purpose besides site characterization is prohibited unless conducted under a plan approved in writing by EPD.

General Provisions

Notice of Limitation in Future Conveyances. Each instrument hereafter conveying an interest in the Property subject to this Environmental Covenant shall contain a notice of the activity and use limitation set forth in this Environmental Covenant and shall provide the recorded location of the Environmental Covenant.

Access. Grantor shall provide reasonable access to Grantee/Holder or its assigns to verify compliance for annual reporting to EPD.

Effective Date. The effective date of this Environmental Covenant shall be the date upon which the fully executed Environmental Covenant has been recorded in accordance with OCGA § 44-16-8(a).

Benefit. This Environmental Covenant shall inure to the benefit of Grantee/Holder, EPD, and their respective successors and assigns and shall be enforceable by the Director or his agents or assigns, Grantee/Holder or its successors and assigns, and other party(ies) as provided for in O.C.G.A. § 44-16-11 in a court of competent jurisdiction.

Termination or Modification. This Environmental Covenant shall remain in full force and effect in accordance with O.C.G.A. § 44-16-5, unless and until the Director determines that the Property is in compliance with the Type 1 or 2 Risk Reduction Standards, as defined in Section 391-3-19-.07 of the Georgia Rules of Hazardous Site Response, whereupon the Environmental Covenant may be amended or terminated, as appropriate, in accordance with O.C.G.A. § 44-16-1 *et seq.*

Severability. If any provision of this Environmental Covenant is found to be unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.

Warranty. Grantor hereby represents and warrants to the other signatories hereto that the Grantor has the power and authority to enter into this Environmental Covenant, to grant the rights and interests herein provided, and to carry out all obligations hereunder and in accordance with O.C.G.A. § 44-16-1 *et seq.*

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Grantor has caused this Environmental Covenant to be executed pursuant to The Georgia Uniform Environmental Covenants Act, on the 12th day of February, 2015.

Signed, sealed, and delivered in the presence of:

Donna Denton
Unofficial Witness (Signature)

Donna Denton
Unofficial Witness Name (Print)

525 Wimbledon Rd, NE

Atlanta GA 30324
Unofficial Witness Address (Print)

Betty D. Bertrand
Notary Public (Signature)

My Commission Expires: May 12, 2015

Signed, sealed, and delivered in the presence of:

W. Kirby McCalister
Unofficial Witness (Signature)

W. Kirby McCalister
Unofficial Witness Name (Print)

2200 Don Tyson Parkway

Springdale, AR 72762
Unofficial Witness Address (Print)

[Signature]
Notary Public (Signature)

My Commission Expires: 7-2-2023

For Grantor:

Crimson Three Partners, LLC
Name of Grantor (Print)

[Signature]
Authorized Representative (Signature) (Seal)

Michael Speals
Authorized Representative Name (Print)

Manager
Title of Authorized Representative (Print)

Dated: March 26, 2015
(NOTARY SEAL)



For Grantee/Holder:

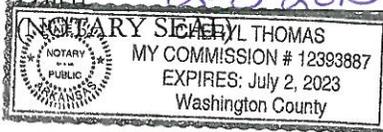
The Hillshire Brands Company
Name of Grantee/Holder (Print)

[Signature]
Authorized Representative (Signature) (Seal)

Kevin J. Igli
Authorized Representative Name (Print)

SVP & Chief EHS Officer
Title of Authorized Representative (Print)

Dated: 2-5-2015



[Additional Signatures are on the following page hereof]

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Signed, sealed, and delivered in the presence of:

For Grantee/Holder:

Rathon Corp.

B. Moline
Unofficial Witness (Signature)

Name of Grantee/Holder (Print)

BENJAMIN MOLINE
Unofficial Witness Name (Print)

Michael Glade (Seal)
Authorized Representative (Signature)

311 10th STREET

MICHAEL GLADE
Authorized Representative Name (Print)

GOLDEN, CO 80401
Unofficial Witness Address (Print)

VP
Title of Authorized Representative (Print)

Lediana A. Armijo
Notary Public (Signature)

Dated: 02-12-15
(NOTARY SEAL)

My Commission Expires: 09-05-2016



Signed, sealed, and delivered in the presence of:

**For the State of Georgia
Environmental Protection Division:**

Dorale H. Kirkland
Unofficial Witness (Signature)

Judson H. Turner
(Signature)

Doralyn S. Kirkland
Unofficial Witness Name (Print)

2 MLK Jr Dr, Suite 1456

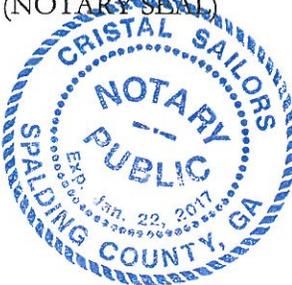
Atlanta GA 30334
Unofficial Witness Address (Print)

Cristal Sailors
Notary Public (Signature)

Judson H. Turner
Director

My Commission Expires: 1/22/16

Dated: 7/13/15
(NOTARY SEAL)



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Exhibit A
Legal Description

**Description of Property
(#3021 Olympic Industrial Boulevard)**

All that tract or parcel of land lying or being in Land Lots 899 and 962 of the 17th District, 2nd Section of Cobb County, Georgia and being Lot 8 Block "I", Metropolitan Atlanta Industrial Park, Section One as recorded in Plat Book 43, Page 92 of Cobb County, Georgia records and being more particularly described as follows:

Beginning at a 1/2" re-bar found at the intersection formed by the southeasterly right-of-way line of Olympic Industrial Drive (50' r/w, fka: Industrial Boulevard) and the southwesterly right-of-way line of Industrial Court (50' r/w); from the **Point of Beginning** thus established, proceed thence in a southeasterly direction along said right-of-way line of Industrial Court (50' r/w) the following courses and distances: 1) South 47°17'00"East for a distance of 175.16 feet to a point; 2) thence 79.77 feet along the arc of a curve to the right, said curve having a radius of 203.81 feet and being subtended by a chord of South 36°04'15"East, 79.26 feet to a 1/2" re-bar found; thence departing said right-of-way line and run South 43°36'31"West for a distance of 399.36 feet to a 1/2" open top pipe found on the northerly right-of-way line of now or formerly Seaboard Airline Railroad (variable r/w); thence northwesterly along said right-of-way line of Seaboard Airline Railroad, North 78°29'14"West for a distance of 69.97 feet to an iron pin placed; thence departing said right-of-way line and run North 05°47'35"West for a distance of 378.58 feet to a 1/2" re-bar found on the southerly right-of-way line of Olympic Industrial Drive (50' r/w, fka: Industrial Boulevard); thence northeasterly along said right-of-way line of Olympic Industrial Drive the following courses and distances: 1) North 89°51'06"East for a distance of 32.70 feet to a point; 2) thence 198.41 feet along the arc of a curve to the left, said curve having a radius of 228.36 feet and being subtended by a chord of North 64°57'41"East, 192.23 feet to a 1/2"re-bar found on the southwesterly right-of-way line of Industrial Court and the **Point of Beginning**. Said tract contains 2.42023 acres or 105,425 square feet.