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July 23, 2021

By Public Comment Form and Email

Ms. Sandra Treccani
Site Manager
Washington State Department of Ecology
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Spokane, WA 99205
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**Re: Union Pacific Railroad Company | Comment Letter
Aluminum Recycling Trentwood - 2317 N. Sullivan Rd., Spokane Valley, WA
Facility Site ID #628; Cleanup Site ID #1081**

Dear Ms. Treccani:

Union Pacific Railroad Company ("Union Pacific") appreciates the opportunity to comment on the draft Cleanup Action Plan dated May 2021 ("CAP"), Enforcement Order ("Order"), Scope of Work and Schedule ("SOW"), and Feasibility Study (Revised) dated April 20, 2021 ("FS" and, with the CAP, Order, and SOW, the "Draft Documents") issued for public comment on June 9, 2021 by the Washington State Department of Ecology ("Ecology") regarding the Aluminum Recycling Trentwood Property in Spokane Valley, Washington ("Trentwood Property"). Union Pacific's comments are set forth below and supporting exhibits will be supplied via Ecology's online Public Comment Form.

By way of background, Union Pacific recently identified documents within its files that reveal previously unknown operator history at the Trentwood Property. Some of these documents were difficult to locate because they were associated with a Union Pacific predecessor that owned the Trentwood Property until 1987.¹ Union Pacific regrets the delay in bringing these documents to light, but believes they form a critical piece of the operator history at the Trentwood Property, and are relevant to the identification of additional potentially liable persons ("PLPs") that fall within the PLP categories set forth in the Washington Model Toxics Control Act ("MTCA").

Accordingly, as explained in greater detail below, Union Pacific believes Ecology should consider revising the Draft Documents to: (I) reflect additional operator history; and (II) relatedly, name additional PLPs at the Trentwood Property, as enumerated below. Irrespective of Union Pacific's comments, Union Pacific intends to comply with the final Order assuming no substantive revisions to the proposed cleanup.

I. Supplemental Operator History at the Trentwood Property

Union Pacific submits the supplemental operator history set forth below for Ecology's consideration.

¹ In 1987, Union Pacific acquired the Property when it merged with a subsidiary, Spokane International Railroad Company ("Spokane International"), which owned the property before the merger. For convenience, Union Pacific and Spokane International are used interchangeably herein.

A. *Between 1966 and 1980, early tenant Hillyard operated a dross processing facility at the Trentwood Property.*

The Draft Documents identify Trentwood Property dross operations dating back to 1979;² however, Trentwood Property dross operations actually date back to 1966.

According to recently discovered records, The Hillyard Processing Company (“Hillyard Processing”) leased the Trentwood Property starting in 1966. Although Union Pacific has not yet located the 1966 Hillyard Processing lease, historical correspondence references “a lease of the site for an aluminum processing plant and the right to drill a 10-inch water well and construct the necessary facility thereto” commencing in 1966 and terminating in 1980, when the lease was assigned to Aluminum Recycling Corporation (“ARC”), the now-defunct operator from 1980 to 1986.³ Well records confirm that Hillyard Processing was in the business of “processing aluminum dross” at the Trentwood Property.⁴

The name “Hillyard” may sound familiar to Ecology because Ecology oversaw PLP BNSF’s cleanup of another Hillyard site at 3412 East Wellesley Avenue in Spokane (“Wellesley Property”) in the early 2000s.⁵ In 1954, Hillyard Processing leased the Wellesley Property from BNSF and operated an aluminum dross facility thereon.⁶ According to the 2001 Wellesley Property Consent Decree, Hillyard Processing was sold to Hillyard Aluminum Recycling Corporation (“Hillyard Aluminum”) in 1976, which was then sold to ARC in 1979.⁷ Similar to the activities at the Trentwood Property, at the Wellesley Property, “[Hillyard] processed aluminum scrap metals and aluminum skim called white dross, obtained from aluminum smelters, in a batch process. This secondary processing of aluminum dross involved addition of sodium and potassium chloride salts. Molten aluminum metal was extracted during the process, poured into ingots and sold. Spent dross process waste called black dross, along with non-reprocessed white dross waste” were eventually abandoned and then became the subject of an Ecology cleanup.⁸

In 2000, Ecology notified the former Hillyard Aluminum ultimate parent, Aluminum Company of America (“Alcoa”), of the preliminary finding of potential liability at the Wellesley Site and requested comment on that finding. After reviewing Alcoa’s responsive comments, Ecology determined that Alumax Inc. was the corporation responsible for the release of hazardous substances at the Wellesley Site⁹ and found that “Alumax Incorporated is the corporate successor to Hillyard Aluminum.”¹⁰ That conclusion is consistent with Union Pacific’s research, which shows that Hillyard Aluminum was a subsidiary of Alumax

² See, e.g., CAP at section 2.1 (“Site Description and History”); FA at p. i (“Executive Summary”); FA at p. 1 (“Background and Summary of Remedial Investigation”); Order at V (“Findings of Fact”).

³ See Exhibit 3 (1980-05-29 Letter from C.O. Durham (Spokane International) discussing Hillyard lease); Exhibit 5 (1985-08-22 Letter from P. Conley (Spokane International) discussing ARC 1979 assignment of 1966 Hillyard lease).

⁴ See Exhibit 1 (1966 Hillyard Processing well records).

⁵ Aluminum Recycling Corp., Facility Site ID #627; Cleanup Site ID 1133 - <https://apps.ecology.wa.gov/gsp/Sitepage.aspx?csid=1133>.

⁶ *Id.*

⁷ See Exhibit 17 (2001 Consent Decree re: Hillyard Wellesley Site, ¶ 4).

⁸ See Exhibit 17 (2001 Consent Decree re: Hillyard Wellesley Site, ¶ 5); Aluminum Recycling Corp., Facility Site ID #627; Cleanup Site ID 1133 - <https://apps.ecology.wa.gov/gsp/Sitepage.aspx?csid=1133>.

⁹ See Exhibit 17 (2001 Consent Decree re: Hillyard Wellesley Site, ¶ 19).

¹⁰ See Exhibit 17 (2001 Consent Decree re: Hillyard Wellesley Site, ¶ 3).

Inc. prior to Alcoa's \$2.8 billion acquisition of Alumax Inc. in 1998.¹¹ Hillyard Aluminum dissolved in 1998¹² and Alumax Inc. n/k/a Alumax LLC (an active entity) appears to have assumed the Hillyard Aluminum liabilities. For reasons unknown to Union Pacific, Alumax Inc. declined to sign the Wellesley Site Consent Decree.¹³

The fact that Hillyard Aluminum operated two nearby facilities around the same time is further confirmed through historic Ecology documents. A 1970 Ecology Water Pollution Status Report identifies the two Hillyard Processing Company facilities: one on Wellesley Avenue and one on Sullivan Road (the location of the Trentwood Property).¹⁴

Recently obtained aerial images also confirm the earlier operations. A 1972 EDR aerial depicts the Trentwood Property with what appears to be the Hillyard dross facility surrounded by piles of dross.¹⁵

Accordingly, the Draft Documents should be updated to reflect the Hillyard tenancies and operations. Additionally, as stated in Section II below, Hillyard's successor, Alumax LLC f/k/a Alumax Inc.¹⁶ should be named a PLP at the Trentwood Property.

- B. *The Imperial West Chemical Co. tenancy was understated: IWC operated a dross processing facility at the Trentwood Property from as early as 1976 to 1998, not merely from 1986 to 1995.*

It was previously believed that Imperial West Chemical Co. ("IWC")¹⁷ leased the Trentwood Property from 1986 to 1995;¹⁸ however, our review of recently discovered documents indicates that IWC leased the Trentwood Property from as early as 1976 to 1998.

¹¹ See Exhibit 34 (1997 Annual Report (10-K) of Alumax Inc.); Exhibit 20 (2006 California Regional Water Quality Control Board Cleanup and Abatement Order, stating that Hillyard Aluminum was a wholly-owned subsidiary of Alumax Inc.); Exhibit 14 (1998 Wall Street Journal Article – "Alcoa Reaches Deal to Buy Alumax for \$2.8 Billion in Cash and Stock"). See *also*, *infra* n.16.

¹² See Exhibit 25 (Hillyard Aluminum Recovery Corporation - corporate records).

¹³ See Exhibit 17 (2001 Consent Decree re: Hillyard Wellesley Site, Exhibit D [2001 Draft Public Participation Plan] p. 2).

¹⁴ See Exhibit 2 (1970 Ecology Water Pollution Status Report).

¹⁵ See Exhibit 24 (EDR Aerial Photo Decade Package).

¹⁶ As mentioned herein, Alumax Inc. was previously a subsidiary of Alcoa. In 1998, Alumax Inc. (i.e., "old" Alumax) merged into AMX Acquisition Corp. as part of Alcoa's acquisition of Alumax Inc. and, following the merger, AMX Acquisition Corp. changed its name to Alumax Inc. (i.e., "new" Alumax). In 2016, Alumax Inc. converted into Delaware limited liability company "Alumax LLC." See Exhibit 28 (Alumax LLC - corporate documents), Exhibit 29 (Alumax Inc. – corporate documents). As of 2020, Alumax LLC was a subsidiary of Arconic Inc. See 2020 Arconic Inc. annual report - <https://www.arconic.com/global/en/investors/pdf/Arconic-Annual-Report-2020.pdf>.

¹⁷ Pioneer Companies, Inc. and related entities, including IWC, were involved in a bankruptcy in or around 2000; however, it does not appear that all environmental liabilities were discharged in connection with that bankruptcy.

¹⁸ See, e.g., CAP at section 2.1 ("Site Description and History"); FA at p. i ("Executive Summary"); FA at p. 1 ("Background and Summary of Remedial Investigation"); Order at V ("Findings of Fact").

In addition to IWC's direct lease with Union Pacific's predecessor commencing in 1986, IWC was also an earlier subtenant of Aluminum Recycling Corporation on a portion of the Trentwood Property.¹⁹ In fact, IWC's tenancy dates back to approximately 1976, around the time IWC was formed—which means that IWC was also likely a subtenant of Hillyard Aluminum (a Trentwood Property operator from approximately 1976-1980).²⁰

After ARC filed for bankruptcy and was evicted from the Property in 1986, Union Pacific and IWC entered into a new 1986 lease for the Property.²¹ IWC purchased assets from ARC, including dross, as part of the bankruptcy proceedings,²² and therefore it is possible that IWC is also a *de facto* corporate successor to ARC, which is now defunct.

IWC operations at the Property included manufacturing and distributing aluminum sulfate and aluminum oxides and storage and handling of sulfuric acid in addition to aluminum recycling.²³ In or after 1986, IWC transported to the Trentwood Property dross from the nearby Hillyard Wellesley Site for use in aluminum sulfate manufacturing²⁴—further confirming the nexus between the two Hillyard sites. In the early 1990s, Union Pacific conducted an environmental audit at the Trentwood Property and noted that IWC was operating a byproduct dump at the Property, consisting of 30,000 tons of slag produced by ARC and 15,000 tons of alum byproduct generated by IWC since 1976.²⁵ Although some black dross was allegedly removed in 1986,²⁶ black dross was observed during IWC's tenancy.²⁷ IWC continued to lease the Property until 1998, when Kemwater North America Company ("Kemwater") entered into a lease for the Property.

Accordingly, the Draft Documents should be updated to reflect the full scope of the IWC tenancy. Additionally, as explained in Section II, IWC should be named a PLP at the Trentwood Property given that it released dross and other hazardous substances on the Trentwood Property during its operations.

- C. *KNA California, Inc. (f/k/a Kemwater North America Company) operated at the Trentwood Property and utilized hazardous substances thereon between 1998 and 2000 and is potentially a successor to IWC.*

In 1996, the parent company of IWC, Pioneer Companies, LLC (f/k/a Pioneer Companies, Inc.), arranged for the sale of IWC's assets (and the assets of another Pioneer subsidiary, Pioneer Water

¹⁹ See Exhibit 5 (1985-08-22 Letter from P. Conley (Spokane International) re: ARC Bankruptcy).

²⁰ See Exhibit 10 (1992-10-19 Letter from J. Gorley (Spokane International) stating that IWC has occupied the Trentwood Property since 1976); Exhibit 26 (IWC – corporate records).

²¹ See Exhibit 6 (Lease to IWC).

²² See Exhibit 7 (1987-12-00 Phase I Site Inspection Report – Aluminum Recycling Corporation by Ecology).

²³ Exhibit 4 (1985-07-15 Industrial Lease Form - IWC); Exhibit 32 (1985-08-07 Letter from IWC clarifying scope of operations); Exhibit 6 (1986-11-02 Lease to IWC); Exhibit 11 (1992-11-2 Lease Supplemental Agreement to IWC); Exhibit 12 (1995-07-17 Lease to IWC).

²⁴ Exhibit 7 (1987-12-00 Phase I Site Inspection Report – Aluminum Recycling Corporation by Ecology).

²⁵ Exhibit 10 (1992-10-19 Letter from J. Gorley (Union Pacific) re: inspection report).

²⁶ Exhibit 33 (1986-07-15 Real Estate Environmental Audit by Union Pacific).

²⁷ Exhibit 8 (1992-06-24 Union Pacific Lease File Information comment stating that "photos show that ground is saturated with aluminum oxide and settling ponds and black dross."); Exhibit 9 (1992-06-29 Memo from D. Rice (Union Pacific) enclosing photos depicting black dross); Exhibit 7 (1987-12-00 Phase I Site Inspection Report – Aluminum Recycling Corporation (Ecology) section 2 ("IWC could handle high-salt dross . . . some high-salt black dross has been left on site because of this")).

Technologies, Inc.) to create a new wholly-owned subsidiary, Kemwater North America Company (“Kemwater”).²⁸ Although the transaction appears to have been an asset sale, in 1997, Kemwater held itself out to Union Pacific as the successor to IWC and should be equitably bound by that representation.²⁹

At that time, Kemwater also informed Union Pacific that it desired to construct a new facility at the Property and sought a long-term lease. In 1998, Kemwater entered into a five-year lease (“1998 Lease”)³⁰ with Union Pacific for the Property for “manufacturing and distribution of aluminum sulfate and oxides, storage and handling of sulfuric acids, a hazardous commodity and purposes incidental thereto . . .” The 1998 Lease provided that upon its commencement, the 1995 Lease with IWC was canceled, “except for any rights, obligations or liabilities arising under such prior lease before cancellation . . .” Such liabilities included IWC’s environmental liabilities based on its operations. In 2000, Kemwater sold its coagulant business and assigned its lease to Kemiron Northwest, Inc. (“Kemiron NW”).³¹ In 2002, Kemwater changed its name to KNA California, Inc.³²

Accordingly, the Draft Documents should be updated to reflect the Kemwater tenancy and operations. Additionally, as explained in Section II, Kemwater should be named a PLP at the Trentwood Property given that it was potentially an operator at the time of disposal of dross and the admitted successor to IWC.

D. Kemira and its predecessor Kemiron NW operated at the Trentwood Property and utilized hazardous substances thereon from 2000 to present.

As Ecology is aware, Kemira Water Solutions Inc. (“Kemira”) is the present-day lessee and operator of the Trentwood Property. The Draft Documents characterize Kemira as a producer of “industrial water treatment chemicals” and indicate that Kemira “does not stockpile or process aluminum dross.”³³ While those facts may be true today, Kemira’s corporate history reveals a nexus to aluminum dross.

Kemira’s predecessor, Kemiron Northwest, Inc. (“Kemiron NW”), was incorporated in Delaware in 2000. As mentioned above, in 2000, Kemiron NW purchased the coagulant business from Kemwater and reported to Union Pacific that Kemiron NW would continue Kemwater’s operations at the Property.³⁴ It is unclear whether stockpiled dross was part of the asset sale; however, it appears that some or all liabilities

²⁸ Exhibit 22 (2009-03-13 Letter from Olin re: PLP status).

²⁹ Exhibit 13 (1997-09-17 Letter from Kemwater to Union Pacific).

³⁰ See Exhibit 36 (1998 Lease with Kemwater).

³¹ See Exhibit 19 (2001 Lease Assignment to Kemiron NW backdated to 2000).

³² See Exhibit 35 (Kemwater – corporate records).

³³ See, e.g., FS at 1.

³⁴ Exhibit 16 (2001-03-15 Email from Kemiron NW to Union Pacific stating that “We recently purchased the business of Kemwater North America”); Exhibit 15 (2000-06-21 Kemiron NW Land Lease Application Form stating that Kemiron NW “intends to continue [Kemwater’s] business activities” at the Trentwood Property).

associated with the operations at the Property were transferred to Kemiron NW.³⁵ Kemwater assigned the 1998 Lease to Kemiron NW in 2001 but backdated the assignment to 2000.³⁶ In a Land Lease Application Form, Kemiron NW reported to Union Pacific that “the intended use [of the Property] will stay basically the same. [Kemiron NW] will continue [Kemwater’s] operating activities at the Spokane site.”³⁷ Additionally, Kemiron NW listed the following “Hazardous Materials or Petroleum Products” that would be used on the property: “Aluminum and Iron Sulfates, Aluminum and Iron Chlorides, Poly Aluminum Chloride, Sulfuric Acid, Hydrochloric Acid.”³⁸ In 2006, Kemiron NW merged into Kemira.³⁹

Accordingly, the Draft Documents should be updated to reflect Kemira’s predecessor’s earlier operations. Additionally, as explained in Section II, Kemira should be named a PLP at the Trentwood Property given that (a) its predecessor was likely an operator at the time of disposal of dross and (b) Kemira is the current operator at the Trentwood Property.

E. Pioneer Companies, LLC, the parent company of IWC and Kemwater, arranged for the disposal of dross when it sold (i) IWC’s assets to Kemwater in 1996 and/or (ii) Kemwater’s assets to Kemiron NW in 2000.

As discussed above, in 1996, Pioneer Companies, LLC (f/k/a Pioneer Companies, Inc.) (“Pioneer”)⁴⁰ arranged the sale of assets of IWC and another company, Pioneer Water Technologies, Inc., to form Kemwater; and in 2000, Pioneer arranged the sale of Kemwater’s assets to Kemiron NW, the predecessor of present-day operator Kemira.⁴¹ The stockpiled aluminum dross remained at the Trentwood Property, as Pioneer necessarily intended, but Kemiron and its successor Kemira have failed to properly handle or dispose of the dross. Therefore, the transaction arranging for the sale of the aluminum dross and its disposal at the Trentwood Property by virtue of lack of its removal subjects Pioneer to arranger liability under MTCA.

Ecology may recall that it issued a 2008 PLP notice letter to Pioneer for the Trentwood Property stating that Pioneer was the corporate successor to IWC and Aluminum Recycling Corporation, and

³⁵ Exhibit 28 (2001-09-91 U.S. Bankruptcy Court Chapter 11 Debtor’s Joint Disclosure Statement In re: Pioneer Companies, Inc., *et al.* stating “On August 21, 2000, Pioneer sold its remaining coagulant business and transferred to the buyer fixed assets, including plants in Spokane, Washington, and Savannah, Georgia, certain technology-related assets and liabilities associated with the Spokane operations . . . Pioneer received cash of \$0.9 million as payment for Spokane.”).

³⁶ Exhibit 19 (2001-08-15 Lease Assignment to Kemiron NW backdated to 2000).

³⁷ Exhibit 15 (2000-06-21 Kemiron NW Land Lease Application Form).

³⁸ Exhibit 15 (2000-06-21 Kemiron NW Land Lease Application Form).

³⁹ Exhibit 27 (Kemira/Kemiron NW – corporate records).

⁴⁰ Pioneer is the parent company of IWC, and IWC is the parent company of Kemwater (n/k/a KNA California, Inc.). Olin Corporation is the ultimate parent company of Pioneer. See <https://www.olin.com/investors/financials-filings/annual-reports-proxy/> (2020 Olin Annual Report). See Exhibit 35 (Kemwater/KNA California – corporate records).

⁴¹ Exhibit 22 (2009-03-13 Olin response to Ecology PLP Letter).

therefore responsible for those companies' gross operations.⁴² Pioneer's parent company, Olin Corporation, responded by confirming that "Pioneer was merely the successor to the former parent holding company of [Kemwater], which in turn was the successor to IWC" and "[as] the successor with little direct involvement at the [Trentwood Property], neither Olin nor Pioneer should be considered a PLP."⁴³ Ecology accepted that explanation in a letter dated March 30, 2009 but "reserve[d] the right to name Pioneer . . . as a PLP at any time should additional information come forward."⁴⁴ The arranger activities discussed herein constitute additional information that Ecology should consider in naming Pioneer/Olin a PLP.

Accordingly, the Draft Documents should be updated to reflect the arranger role of Pioneer Companies, LLC at the Trentwood Property. Additionally, as explained in Section II, Pioneer Companies, LLC should be named a PLP at the Trentwood Property.

F. Tenancy Summary

For Ecology's convenience, a summary of the aforementioned tenancies is as follows:

Approx. Years	Operator/Tenant
1966-1980	Hillyard Processing Company / Hillyard Aluminum Company
1980-1986	Aluminum Recycling Corporation ("ARC") (defunct)
1986-1998	Imperial West Chemical Co. (earlier sublease from ARC/Hillyard Aluminum Company from approximately 1976 to 1986; purchased assets of ARC out of bankruptcy)
1998-2000	Kemwater North America Company (admitted it was the successor to Imperial West Chemical Co.)
2000-Present	Kemira Water Solutions, Inc. (successor-in-interest to Kemiron Northwest, Inc., which purchased the business from Kemwater North America Company)

II. Additional PLPs at the Trentwood Property

The Washington Model Toxics Act specifies who is liable for response costs at a facility. In sum, the following persons may be held liable:

- The current owner or operator of the facility;
- Persons who owned or operated the facility at the time of release;
- Persons who generated hazardous waste disposed of or treated at the facility;
- Persons who arranged for the disposal or treatment of a hazardous substance at the facility;
- Persons who transported a hazardous substance for disposal or treatment at the facility, if the facility could not legally receive the substance; and

⁴² Exhibit 21 (2008-07-23 Pioneer PLP Notice Letter).

⁴³ Exhibit 22 (2009-03-13 Letter from Olin to Ecology re: PLP determination).

⁴⁴ Exhibit 23 (2009-03-30 Letter from Ecology re: Olin PLP determination).

- Persons who sell and provide written instructions for the use of a hazardous substance, if a person following those instructions causes the release.⁴⁵

The Draft Documents identify only two PLPs: Union Pacific and Pentzer, based on their respective current owner statuses. The Draft Documents do not, however, identify past operators or arrangers as PLPs and, as explained above, there are several viable additional PLPs.

In summary and as discussed above, Ecology should name the following PLPs at the Trentwood Property because they fit within the categories of liable parties under the Washington Model Toxics Act:

1. Alumax LLC f/k/a Alumax, Inc. as the successor to Hillyard Aluminum Corporation (and possibly The Hillyard Processing Company), which, as described above, operated a dross processing facility on the Trentwood Property from 1966 to 1980 and released dross thereon;
2. Imperial West Chemical Co. ("IWC"), which operated a dross processing facility on the Trentwood Property from as early as 1976 to 1998 and released dross thereon;
3. KNA California, Inc. (f/k/a Kemwater North America Company), which operated a dross processing facility on the Trentwood Property from 1998 and 2000 and released dross thereon (and as the admitted successor to IWC);
4. Kemira Water Solutions, Inc. (f/k/a Kemiron Northwest Inc.), the present operator of the Trentwood Property whose tenancy dates back to 2000, and whose predecessor Kemiron Northwest Inc.'s operations likely resulted in the release of dross at the Trentwood Property; and
5. Pioneer Companies, LLC (f/k/a Pioneer Companies, Inc.), the parent company of IWC and Kemwater, which arranged the sale of IWC's assets to Kemwater in 1996 and Kemwater's assets to Kemiron in 2000, functionally resulting in arrangement for disposal of dross at the Trentwood Property.

Union Pacific is in the process of searching for additional parties that may also be properly identified as PLPs. To the extent that Union Pacific identifies any additional PLPs, it will notify Ecology.⁴⁶

III. Site Plan Exhibit

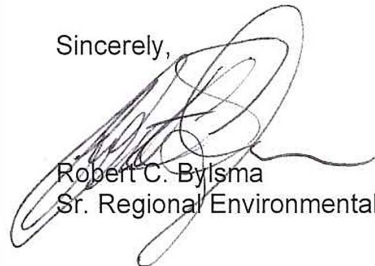
⁴⁵ See RCW 70.105D.040(1); see also Ecology's Policy 500A regarding the "Identification of Potentially Liable Persons."

⁴⁶ For example, Union Pacific is presently researching whether Kaiser Aluminum of Washington, LLC (f/k/a Kaiser Aluminum & Chemical Corporation) ("Kaiser") should be named as a PLP given that one or more of the entities discussed herein were in the business of processing dross supplied to them by Kaiser. See, e.g., Exhibit 1 (Hillyard well record indicating that Hillyard was processing dross from Kaiser). Therefore, Kaiser is likely a generator with respect to the Trentwood Property. Union Pacific understands that Ecology issued Kaiser a PLP letter in 2008 based on generator activities; but Kaiser asserted a bankruptcy defense and was not pursued further. However, as conceded by Kaiser, Kaiser's bankruptcy did not fully discharge all environmental liabilities, and Union Pacific is evaluating whether a PLP case may be made against Kaiser. See Exhibit 18 (2008-08-20 Kaiser response to Ecology re: PLP status).

As a final miscellaneous comment, the Order did not include an exhibit for the Site Plan. We suggest using Figure 2 from the Revised Feasibility Study as the Site Plan because it provides a reasonable representation of the Site as a whole.⁴⁷

We welcome the opportunity to discuss any and all aspects of this letter with Ecology, including the new facts set forth herein. We are continuing our investigation based on the recently discovered documents and will provide you with additional supporting documentation as we receive it. Please note that Union Pacific has recently notified the foregoing entities of their PLP status under MTCA and PRP status under CERCLA.

Sincerely,



Robert C. Bylsma
Sr. Regional Environmental Counsel

cc: Tod Gold – tgold@jzplaw.com
Ivy Anderson – ivy.anderson@atg.wa.gov
David E. Cranston – dcranston@greenbergglusker.com
Sherry E. Jackman – sjackman@greenbergglusker.com

⁴⁷ See Exhibit 31 (Proposed Trentwood Site Plan).

Exhibit List

Exhibit No.	Document
1	1960s Well records for Hillyard Processing Company
2	1970-03 Ecology Water Pollution Status Report
3	1980-05-29 Letter from C.O. Durham (Spokane International)
4	1985-07-15 Industrial Lease Form
5	1985-08-22 Letter from P. Conley (Spokane International)
6	1986-11-02 Lease to IWC
7	1987-12 Phase I Site Inspection Report – Aluminum Recycling Corporation
8	1992-06-24 Union Pacific Lease File Information
9	1992-06-29 Memo from D. Rice (Union Pacific) enclosing photos
10	1992-10-19 Letter from J. Gorley (Union Pacific) re: inspection report
11	1992-11-2 Lease Supplemental Agreement with IWC
12	1995-07-17 Lease with IWC
13	1997-09-17 Letter from Kemwater to Union Pacific
14	1998-03-10 WSJ Article – “Alcoa Reaches Deal to Buy Alumax for \$2.8 Billion in Cash and Stock”
15	2000-06-21 Kemiron NW Land Lease Application Form
16	2001-03-15 Email from Kemiron NW to Union Pacific
17	2001-04-12 Consent Decree re: 3412 Wellesley Avenue, Spokane, Washington
18	2008-08-20 Kaiser response to Ecology re: PLP status
19	2001-08-15 Lease Assignment to Kemiron NW
20	2006-06-08 CA Regional Water Board Cleanup and Abatement Order
21	2008-07-23 Pioneer PLP Notice Letter
22	2009-03-13 Letter from Olin to Ecology re: PLP determination
23	2009-03-30 Letter from Ecology re: Olin PLP determination
24	EDR Aerial Photo Decade Package – Trentwood Property
25	Hillyard Aluminum Recovery Corporation - corporate records
26	IWC – corporate records
27	Kemira/Kemiron NW – corporate records
28	2001-09-91 U.S. Bankruptcy Court Chapter 11 Debtor’s Joint Disclosure Statement In re: Pioneer Companies, Inc.
29	Alumax Inc. – corporate records
30	Alumax LLC – corporate records
31	Trentwood Site Plan
32	1985-08-07 Letter from IWC clarifying scope of operations
33	1986-07-15 Real Estate Environmental Audit by Union Pacific
34	Alumax Inc. 10-K (1997)
35	Kemwater/KNA California – corporate records
36	1998-08-20 Lease with Kemwater