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Law Department

VIA EXPRESS MAIL

June 11, 2011

Mr. Bruce M. Foisy
Acting District Manager
Environmental Protection Division
Coastal District, Brunswick Office
400 Commerce Center Drive
Brunswick, Georgia 31523-8251

Re: Proposed Consent Order Amendment 3
Rayonier Performance Fibers, LLC
Permit No. GA0003620
Consent Order No. EPD-WQ-4837
Wayne County

Dear Mr. Foisy:

Pursuant to your correspondence of June 8, 2011, enclosed is requested change in the Order executed on behalf of Rayonier Performance Fibers, LLC. Upon signature by Mr. Barnes, please return one copy to me at the address below for our files.

Very truly yours,


Nancy K. Wheeler
Paralegal

Encl.

**STATE OF GEORGIA
DEPARTMENT OF NATURAL RESOURCES
ENVIRONMENTAL PROTECTION DIVISION**

CONSENT ORDER

**Rayonier Performance Fibers, LLC
Jesup, Georgia
Wayne County**

**ORDER NO. EPD-WQ-4837
Amendment 3**

WHEREAS, on March 6, 2008, Rayonier Performance Fibers, LLC ("Rayonier") and the Director of the Georgia Environmental Protection Division ("Director, EPD") entered into Consent Order No. EPD-WQ-4837 (the "Consent Order"), in which Rayonier committed to implement Color Reduction Technologies, on a timetable specified in the Consent Order; and

WHEREAS, on December 22, 2010, Rayonier and the Director, EPD, entered into Amendment 2 to the Consent Order ("Amended Consent Order"), revising the timetable for the installation of certain technology but not extending the deadlines by which Rayonier must achieve the color limits specified in the Consent Order; and

WHEREAS, on May 20, 2011, Rayonier made a decision to convert C-Mill at the facility from production of absorbent materials (a paper grade of pulp) to production of ultra high-purity cellulose specialty fibers (CSP); and

WHEREAS, the oxygen delignification bleaching system required in the Consent Order, while appropriate for color reduction in the production of absorbent materials, is not an appropriate color reduction technology for the manufacture of high-purity CSP; and

WHEREAS, Rayonier has identified alternative color reduction technologies for the C-Mill as converted to production of high-purity CSP that will achieve the color limits specified in the Amended Consent Order on the timetable specified in the Amended Consent Order.

NOW, THEREFORE, the parties hereby agree to amend the Amended Consent Order, upon the order of the Director, EPD, and with the consent of Rayonier, as follows:

1. Paragraph 1 is hereby amended by deleting subparagraph 1(b) in its entirety and substituting in lieu thereof the following:

"b. Solid-Liquid Separation Technology and Filtrate Recycling. Dissolved air flotation units, disc filters and other solid-liquid separation equipment can be used to separate pulp fines and color from screening filtrate. The clarified filtrate containing color can then be recycled to the brownstock system and ultimately burned in the recovery furnaces. Alternatively, color can be separated from the filtrate and disposed of separately. A combination of these technologies will be implemented to reduce effluent color.

i. Rayonier shall install the necessary equipment in its C mill screening operation to implement solid-liquid separation technology applied to screening filtrate to reduce effluent color.

ii. Treated filtrate will be recycled within the process."

2. Paragraph 1 is further amended by deleting subparagraph 1(d) in its entirety and substituting in lieu thereof the following:

"d. Reserved."

3. Paragraph 1 is further amended by deleting subparagraph 1(f) in its entirety and substituting in lieu thereof the following:

"f. Color Reduction Technologies. The above referenced brownstock washing improvements, solid-liquid separation of filtrate, filtrate recycling, spill recovery, operating practices and color balances (the "Color Reduction Technologies"), constitute the Facility's Best Management Practices and serve as the appropriate means to achieve compliance with the Narrative Water Quality Standards, Ga. Comp. R. & Regs. r. 391-3-6-.03(5)(c) and r. 391-3-6-.03(5)(d)."

4. Paragraph 2 is amended by striking subparagraph 2(c) in its entirety and substituting in lieu thereof the following:

"c. As described above, the Color Reduction Technologies consist of three major process improvements and modification: (1) Solid-liquid separation technology and filtrate recycling in C mill; (2) improved brownstock washing in A mill, and (3) improved brownstock washing in B mill, each being individually referred to as a "Project" and collectively as the "Projects."

5. Paragraph 2 is further amended by striking subparagraph 2(d) in its entirety and substituting in lieu thereof the following:

"d. The Projects will be implemented in stages. The B mill brownstock washing Project shall be completed within eighteen (18) months following the effective date of this Order. The solid-liquid separation technology and filtrate recycling Project in C mill, shall be completed within sixty-three (63) months following the effective date of

this Order. The A mill brownstock washing Project and any other remaining work required by the Color Reduction Plan but not designated as one of the capital Projects shall be completed within eighty-four (84) months following the effective date of this Order. Rayonier shall demonstrate progress by providing EPD with semi-annual progress reports as described above."

6. In all other respects, all provisions of the Amended Consent Order shall remain in full force and effect. All deadlines in this Order, as in the Amended Consent Order, are based on the effective date of the original Consent Order, March 6, 2008.

7. This Order does not constitute a finding, adjudication, or evidence of a violation of any law, rule, or regulation by Rayonier, and, by consenting to this Order, Rayonier does not admit to any factual allegation contained herein or in the Amended Consent Order or to any violations of State law. In addition, this Order is not intended to create and it shall not be construed or otherwise be deemed to recognize or create any claim, right, liability, estoppel, or waiver of rights in favor of any third-party or parties.

By agreement of the parties, this Order shall have the same force and binding effect as a Final Order of the Director, and shall become final and effective immediately upon its execution by the Director. The parties further agree that this Order shall not be appealable by Rayonier, and Rayonier hereby waives its right to initiate any administrative or judicial hearing on the terms and conditions of this Order.

Unless modified or terminated by a subsequent order, or otherwise specified in writing by the director, this Order shall be deemed satisfied and terminated upon full, complete, and timely performance of each and every condition set forth herein.

It is SO ORDERED and AGREED to, th DO NOT DATE HERE.

F. ALLEN BARNES, DIRECTOR
ENVIRONMENTAL PROTECTION DIVISION


RAYONIER PERFORMANCE FIBERS, LLC

BY: _____
NAME: _____
TITLE: _____
DATE: _____

It is SO ORDERED and AGREED to, this _____ day of _____, 2011.

F. ALLEN BARNES, DIRECTOR
ENVIRONMENTAL PROTECTION DIVISION

RAYONIER PERFORMANCE FIBERS, LLC

BY: 
NAME: Fred J. Perrett
TITLE: General Manager, Jesup Mill
DATE: 6/10/2011