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5 Attorneys for JAMES M. GALBRAITH,
Petitioner

6

7

BEFORE THE STATE WATER

8

RESOURCES CONTROL BOARD

9

STATE OF CALIFORNIA

10

11 James M. Galbraith,

12 Petitioner,

13 vs.

14 Los Angeles Regional Water Quality Control
Board,

15 Respondent.

16

IN RE: LOS ANGELES REGIONAL
WATER QUALITY CONTROL BOARD
ORDER NO. R4-2012-0069

SUPPLEMENTAL PETITION OF JAMES M.
GALBRAITH, PURSUANT TO
CALIFORNIA WATER CODE SECTION
13320(a) AND CALIFORNIA CODE OF
REGULATIONS, TITLE 23, §§ 2050 ET.
SEQ.

17 I, JAMES M. GALBRAITH, Petitioner in the above-entitled matter, pursuant to California
18 Water Code Section 13320(a) and California Code of Regulations, Title 23, §§ 2050 et. seq., do
19 hereby petition the State Water Resources Control Board (the "Board") to review the Order and
20 Revised Order referenced herein. This Supplemental Petition supplements and incorporates my
21 earlier Petition to the Board in this matter. In support of this Supplemental Petition, I hereby
22 declare as follows:

23 1. I am a resident of the State of California. I have personal knowledge of the matters
24 set forth herein and if called upon as a witness could and would testify as follows:

25 2. I am 70 years old and reside at 1640 Oak Grove Avenue, San Marino, California.
26 My telephone number is (626) 799-1111.

27 3. On or about June 20, 2013, I received a copy of letter from LARWQCB. The letter
28 was addressed to Mr. Jim Saselli, Senior Aerospace SSP. A copy of the LARWQCB letter is

1 attached hereto as Exhibit A.

2 4. Accompanying the letter was LARWQCB Revised Order No. R4-2012-0069 –A01
3 (“Revised Order”). The Revised Order requires Senior Aerospace SSP, Breeze-Eastern
4 Corporation, William Zimmerman, and me to prepare and submit a work plan to conduct a
5 subsurface soil investigation to determine if any unauthorized release of heavy metal compounds
6 has impacted soils that could pose a threat to groundwater beneath the site located at 2980 San
7 Fernando Boulevard, Burbank, California (the “Site”). A copy of the Revised Order is attached
8 hereto as Exhibit B.

9 5. The Revised Order, at paragraph 2, states in part that “The Site is currently owned
10 by First Industrial Real Estate, Inc. of Chicago, Illinois, who reported that *Mr. William*
11 *Zimmerman and Mr. James Galbraith were the first owners/operators of Stainless Steel*
12 *Products/Industries at the Site.*” This statement is false and it cannot be substantiated. As such,
13 this statement is an untenable basis for the issuance of the Order and Revised Order to me. As
14 stated below, I had no ownership or any positions in, and I received no compensation from,
15 Stainless Steel Products, Inc., which was a former owner/operator at the Site.

16 6. The Order and the Revised Order were sent to me without any prior notice and
17 without an administrative hearing before LARWQCB. Therefore, I did not have any opportunity
18 to present objections to LARWQCB prior to the issuance of the Order and the Revised Order.

19 7. I am an inactive attorney. In large part due to health reasons, I retired from the full-
20 time practice of law in 1979, and became part-time of counsel to my law firm in 1982. Prior to
21 my full-time retirement, my law firm’s business clients included Zimmerman Holdings, Inc.
22 (“Holding Company”) and Stainless Steel Products, Inc. (“Operating Company”), both California
23 corporations. The corporate histories of the two corporations are complex and may be confusing.
24 A diagram depicting the separate corporate histories is attached as Exhibit C.

25 8. There were two separate and distinct California corporations at different times
26 named “Stainless Steel Products, Inc.” Stainless Steel Products, Inc. was incorporated in
27 California in 1971, under entity number 627765, originally as “SSP Products, Inc.” (“Operating
28 Company”). A copy of the Articles of Incorporation for the Operating Company is attached

1 hereto as Exhibit D. The Operating Company changed its corporate name in 1981 to “Stainless
2 Steel Products, Inc.” A copy of the Certificate of Amendment of Articles of Incorporation for the
3 Operating Company is attached hereto as Exhibit E. The Articles of Incorporation and Certificate
4 of Amendment consistently show the entity number “627765,” indicating this is the same
5 corporate entity. The Operating Company is the corporation that conducted business and was an
6 owner/operator at the Site.

7 9. I was a part-time attorney in 1980 when a client of my law firm anticipated
8 acquiring the Operating Company. To complete the acquisition, a corporation was formed under
9 entity number 1003018, initially under the name “Stainless Steel Products, Inc.” (“Holding
10 Company”). A copy of the Articles of Incorporation for the Holding Company is attached hereto
11 as Exhibit F. As an accommodation to the client, I was nominally appointed as corporate secretary
12 for the Holding Company in 1980.

13 10. The Holding Company changed its corporate name in 1981 to “SSP, Inc.” In 1982
14 it changed its corporate name a second time to “Zimmerman Holdings, Inc.” Copies of the
15 Certificates of Amendment of Articles of Incorporation for the Holding Company are attached
16 hereto as Exhibits G and H. The Articles of Incorporation and two Certificates of Amendment
17 consistently show the entity number “1003018,” indicating this is the same corporate entity.

18 11. To the best of my knowledge, the Holding Company acquired the stock of the
19 Operating Company in 1981 from a third-party seller. The Operating Company thus became a
20 100%-owned subsidiary company of the Holding Company, as shown on Exhibit C.

21 12. In 1982 I retired from the practice of law, in large part due to health reasons. In
22 1982 I also resigned as corporate secretary of the Holding Company. I have no recollection of
23 performing any duties as corporate secretary. Except for my nominal position as corporate
24 secretary for the Holding Company for approximately 24 months, I had no ownership or director
25 or officer positions in, and received no compensation from, the Holding Company. I never had
26 any ownership interest or director or officer positions in, and received no compensation from, the
27 Operating Company.

28 13. To the best of my knowledge, in or about 2002, Holding Company filed for

1 bankruptcy protection, under Chapter 11 of the U.S. Bankruptcy Code (Zimmerman Holdings,
2 Inc., United States Bankruptcy Court, Central District of California, Case No. 2:02-bk-28981
3 (Judge Barry Russell)). All of the assets of the Holding Company were liquidated in bankruptcy,
4 and its corporate existence was suspended by the California Secretary of State.

5 14. To the best of my knowledge, in or about 1995, the Operating Company sold its
6 business and operating assets to an entity related to Senior Aerospace SSP. Thereafter, Operating
7 Company had no assets, no business activities, and no employees. The corporate existence of the
8 Operating Company was suspended by the California Secretary of State.

9 15. I have no knowledge of, nor was I responsible in any way for, the use, storage, or
10 disposal of any hazardous wastes by either Operating Company or the Holding Company at the
11 Site.

12 16. The Order and the Revised Order are inappropriate because I have no control or
13 authority over either corporation or the Site and therefore cannot comply with the terms of the
14 Order or Revised Order.

15 17. In addition, any involvement under the terms of the Order and Revised Order
16 would be a severe financial burden and would jeopardize my physical health. For more than 35
17 years I have suffered from a chronic and debilitating condition known as Crohn's disease, as well
18 as other auto-immune disorders. These disabilities allow me only a few good hours early in the
19 day, after which I regularly deal with chronic Crohn's symptoms: nausea, pain, extreme fatigue,
20 intestinal spasming, systemic inflammation, intestinal bleeding, loss of focus, joint pain, uveitis
21 (inflammation of the vascular structures of the eye, which has caused near total blindness in one
22 eye). This has prevented me from working, and I cannot be away from my home for more than a
23 few hours at a time.

24 18. Based on a review of the Petition, this Supplemental Petition and the exhibits
25 attached hereto, I request that the Board (a) find that I am not an owner/operator or responsible
26 party with respect to the Site, (b) determine that the Order and the Revised Order are inappropriate
27 with respect to me, and (c) direct the LARWQCB to rescind and withdraw the Order and Revised
28 Order with respect to me. In the alternative, I request that the Board issue a stay of the Order and

1 the Revised Order to permit other parties in control of the Site to comply with the Order and the
2 Revised Order.

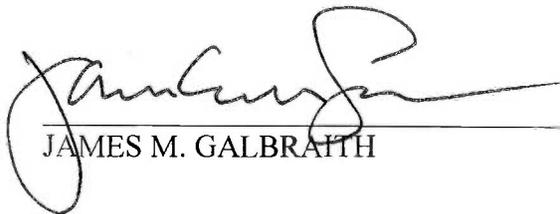
3 19. Because I did not have any opportunity to present objections to LARWQCB prior
4 to the issuance of the Order and the Revised Order, if the Board denies my request in whole or in
5 part, I request a hearing before the Board to consider testimony, additional evidence, and oral
6 argument.

7 20. A copy of this Supplemental Petition has been sent concurrently to the Executive
8 Officer of LARWQCB.

9 I declare under penalty of perjury under the laws of the State of California that the
10 foregoing is true and correct.

11 Executed on July 15, 2013, at San Marino, California.

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JAMES M. GALBRAITH

597173.3

Exhibit A



EDMUND G. BROWN JR.
GOVERNOR



MATTHEW ROOHOUSE
SECRETARY FOR ENVIRONMENTAL PROTECTION

Los Angeles Regional Water Quality Control Board

June 20, 2013

Mr. Jim Sasselli
Senior Aerospace SSP
2980 North San Fernando Boulevard
Burbank, California 91504

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
7011 2970 0000 0645 3199

SUBJECT: REVISED REQUIREMENT FOR TECHNICAL REPORT PURSUANT TO CALIFORNIA WATER CODE SECTION 13267 ORDER NO. R4-2012-0069-A01

SITE: STAINLESS STEEL PRODUCTS/INDUSTRIES, 2980 SAN FERNANDO BOULEVARD, BURBANK, CALIFORNIA (FILE NO. 104.1005)

Dear Mr. Sasselli:

The California Regional Water Quality Control Board, Los Angeles Region (Regional Board) is the public agency with primary responsibility for the protection of ground and surface water quality for all beneficial uses within major portions of the Los Angeles and Ventura Counties, including the referenced site.

The Regional Board is investigating potential sources for groundwater pollution within the United States Environmental Protection Agency (USEPA) San Fernando Valley Superfund Site (Superfund Site). It is known that groundwater within the Superfund Site, including the vicinity of the Stainless Steel Products/Industries facility, is contaminated with volatile organic compounds (VOCs) and heavy metals, particularly chromium.

Regional Board staff has reviewed technical information and historical documents contained in Regional Board files for the property located at 2980 North San Fernando Boulevard, in the City Burbank, California (the Site). Stainless Steel Products/Industries has occupied the Site since approximately 1952. Stainless Steel Products/Industries' operations at the Site included the use of hexavalent chromium, sodium dichromate and chromic acid in processes such as metal etching and metal finishing. Previous investigations were conducted at the Site, which focused on VOCs and not heavy metals. Therefore, the potential discharge and/or release of chromium based compounds to the soils at the Site, as a result of the past Stainless Steel Products/Industries operations, has not been determined.

Enclosed is a Regional Board revised order for technical report requirements pursuant to California Water Code Section 13267 Order No. R4-2012-0069-A01 (Order). The Order was previously issued to Breeze-Eastern Corporation, Mr. William Zimmerman, and Mr. James Galbraith. The previously issued Order overlooked Senior Aerospace SSP, the current Site operator. Therefore, the attached Order has been revised to include Senior Aerospace SSP and to provide you with additional time to comply with

MARIA MENRANAN, CHAIR | SAMUEL UNDER, EXECUTIVE OFFICER

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Mr. Jim Sasselli
Stainless Steel Products/Industries

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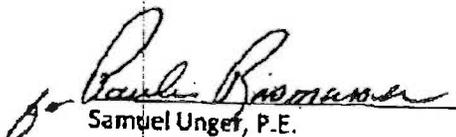
June 20, 2013

the Order to prepare and submit a Subsurface Soil Investigation Workplan in order to evaluate the subsurface conditions and the potential for groundwater contamination.

The above addition to the responsible parties for the Site constitutes an amendment to the California Water Code section 13267 Order originally dated September 21, 2012. All other aspects of the Order originally dated September 21, 2012, and amendments thereto, remain in full force and effect. The required technical report is necessary to investigate the characteristics of and extent of the discharges of waste at the Site and to evaluate cleanup alternatives. Therefore, the burden, including costs, of the report bears a reasonable relationship to the need for the reports and benefits to be obtained. Pursuant to section 13268 of the California Water Code, failure to submit the required technical report by the specified due date may result in civil liability administratively imposed by the Regional Board in an amount up to one thousand dollars (\$1000) for each day each technical report is not received.

Should you have any questions related to this project, please contact Ms. Luz Rabelo via telephone at (213) 576-6783 or via email at luz.rabelo@waterboards.ca.gov.

Sincerely,



Samuel Unget, P.E.
Executive Officer

Enclosure: Revised California Water Code Section 13267 Order No. R4-2012-0069-A01
Original California Water Code Section 13267 Order No. R4-2012-0069 issued on
September 21, 2012

cc: Ms. Lisa Hanusiak, USEPA Region IX
Mr. Leo Chan, City of Glendale
Mr. Bill Mace, City of Burbank Water Supply Department
Mr. Vahe Dabbaghian, Los Angeles Department of Water & Power
Mr. Milad Taghavi, Los Angeles Department of Water & Power
Mr. Richard Slade, ULARA Watermaster
Ms. Sonja Donaldson, c/o Breeze-Eastern Corporation
Mr. William R. Zimmerman, Stainless Steel Products
Mr. James Galbraith, Stainless Steel Products
Mr. Craig Bloomgarden, Manatt, Phelps & Phillips, LLP

Exhibit B



Los Angeles Regional Water Quality Control Board

REVISED ORDER TO PROVIDE A TECHNICAL REPORT FOR SUBSURFACE SOIL INVESTIGATION CALIFORNIA WATER CODE SECTION 13267 ORDER NO. R4-2012-0069-A01

DIRECTED TO BREEZE-EASTERN CORPORATION, MR. WILLIAM ZIMMERMAN,
MR. JAMES GALBRAITH AND SENIOR AEROSPACE SSP

STAINLESS STEEL PRODUCTS/INDUSTRIES
2980 NORTH SAN FERNANDO BOULEVARD, BURBANK, CALIFORNIA
(FILE NO. 104.1005)

The California Regional Water Quality Control Board, Los Angeles Region (Regional Board) makes the following findings and issues this Order pursuant to California Water Code (CWC) section 13267, which authorizes the Regional Board to require the submittal of technical and monitoring reports.

1. The groundwater within the San Fernando Valley Groundwater Basin (Basin) has been impacted by discharges of heavy metals, specifically chromium. The San Fernando Valley Superfund Site (Superfund Site) lies within the Basin. The United States Environmental Protection Agency (USEPA) and the Regional Board are investigating the potential sources of the discharges to the Basin. The agencies are currently focused on identifying individuals and companies responsible for the discharges of chromium in the Basin and holding them responsible for the investigation and remediation of the source sites. The property located at 2980 North San Fernando Boulevard, in the City of Burbank, California (the Site) is a potential source of chromium and overlies the Basin.
2. The Site was developed and occupied by Stainless Steel Products/Industries since approximately 1952. The Site is currently owned by First Industrial Real Estate, Inc. of Chicago, Illinois, who reported that Mr. William Zimmerman and Mr. James Galbraith were the first owners/operators of Stainless Steel Products/Industries at the Site. The Site is currently occupied by Senior Aerospace SSP. Senior Aerospace SSP is a subsidiary of Breeze -Eastern Corporation and a successor to Stainless Steel Products/Industries. Stainless Steel Products/Industries' operations at the Site included the use of hexavalent chromium, sodium dichromate, and chromic acid. Metal coating and metal finishing processes were part of the on-site operations conducted by Stainless Steel Products/Industries. In 1987, the USEPA and the Regional Board initiated an investigation at the Site which focused on volatile organic compounds (VOCs) and not on heavy metals. Therefore, the potential discharge and /or release of chromium based compounds to the soils at the Site, as a result of the past metal finishing operations, has not yet been determined.
3. CWC section 13267(b)(1) states:

"In conducting an investigation specified in subdivision (a), the regional board may require that any person who has discharged, discharges, or is suspected of having discharged or,

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Mr. Jim Sasselli
Senior Aerospace SSP

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discharging, or who proposes to discharge waste within its region, or any citizen or domiciliary, or political agency or entity of this state who has discharged, discharges, or is suspected of having discharged or discharging, or who proposes to discharge waste outside of its region that could affect the quality of waters within its region shall furnish, under penalty of perjury, technical or monitoring program reports which the regional board requires. The burden, including costs, of these reports shall bear a reasonable relationship to the need for the reports and the benefits to be obtained from the reports. In requiring those reports, the regional board shall provide the person with a written explanation with regard to the need for the reports, and shall identify the evidence that supports requiring that person to provide the reports."

4. The Regional Board has obtained evidence indicating that there is a potential for discharge of waste at or from the Site. Regional Board files indicate that operations at the Site consisted of metal coating and metal finishing processes which included the use of hexavalent chromium, sodium dichromate, and chromic acid. Stainless Steel Products/Industries is among the suspected sources of waste discharge in the USEPA Superfund Site because of the chemicals used and the operations conducted at the Site. It is known that groundwater within the Superfund Site, including the vicinity of the Stainless Steel Products/Industries facility, is polluted with VOCs and heavy metals, particularly chromium. To date, a complete subsurface investigation of heavy metals in soil or groundwater has not been performed at the Site.
5. This Order identifies Breeze-Eastern Corporation, Mr. William Zimmerman, Mr. James Galbraith and Senior Aerospace SSP as the entities responsible for the suspected discharges of waste identified in paragraph two (2) and four (4) because Mr. William Zimmerman and Mr. James Galbraith were the owners/operators of the facility where the activities occurred that resulted in the suspected discharges of waste were performed and Senior Aerospace SSP is a subsidiary of Breeze-Eastern Corporation and successor to Stainless Steel Products/Industries.
6. This Order requires the persons/entities named herein to prepare and submit a Subsurface Soil Investigation Workplan (Workplan) in order to evaluate the conditions at the Site and determine if any discharges of heavy metal compounds, specifically chromium, has impacted the soils beneath the Site that could consequently pose a threat to groundwater. You are expected to submit a complete Workplan, as required by this Order, to the Regional Board. The Regional Board may reject the Workplan if it is deemed incomplete and/or require revisions to the Workplan under this Order.
7. The Regional Board needs this information in order to determine whether the Site is a source of discharges of waste, specifically chromium, and to determine whether the subsurface soil conditions at the Site are causing or threatening to cause discharges of waste to the waters of the State within the Basin.
8. The burdens, including costs, of these reports bear a reasonable relationship to the need for the reports and the benefits to be obtained from the reports. The information is necessary to identify sources of discharges of waste to the Basin and to assure adequate cleanup of the Stainless Steel Products/Industries facility, which as described above potentially poses significant threats to public health and the environment.
9. The issuance of this Order is an enforcement action by a regulatory agency and is categorically exempt from the provisions of the California Environmental Quality Act (CEQA) pursuant to

Mr. Jim Sasselli
Senior Aerospace SSP

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June 20, 2013

section 15321(a)(2), Chapter 3, Title 14 of the California Code of Regulations. This Order requires submittal of technical and/or monitoring reports and work plans. The proposed activities under the work plan are not yet known. It is unlikely that implementation of the work associated with this Order could result in anything more than minor physical changes to the environment. If the implementation may result in significant impacts on the environment, the appropriate lead agency will address the CEQA requirements prior to implementing any work plan.

10. Any person aggrieved by this action of the Regional Board may petition the State Water Resources Control Board (State Board) to review the action in accordance with Water Code section 13320 and California Code of Regulations, title 23, sections 2050 and following. The State Board must receive the petition by 5:00 p.m., 30 days after the date of this Order, except that if the thirtieth day following the date of this Order falls on a Saturday, Sunday, or state holiday, the petition must be received by the State Board by 5:00 p.m. on the next business day. Copies of the law and regulations applicable to filing petitions may be found on the Internet at the following link:

http://www.waterboards.ca.gov/public_notices/petitions/water_quality

or will be provided upon request.

THEREFORE, IT IS HEREBY ORDERED that Breeze-Eastern Corporation, Mr. William Zimmerman, Mr. James Galbraith and Senior Aerospace SSP, pursuant to section 13267(b) of the CWC, are required to:

1. Submit a Subsurface Soil Investigation Workplan (Workplan) to the Regional Board by August 2, 2013. Guidance documents to assist you with this task can be found on the Internet at the following links:

"General Work Plan Requirements for a Heavy Metal Soil Investigation"

http://www.waterboards.ca.gov/losangeles/water_issues/programs/remediation/GeneralWorkplanRequirementsforaHeavyMetalsSoilInvestigation.pdf

"Interim Site Assessment & Cleanup Guidebook (May 1996)"

http://www.waterboards.ca.gov/losangeles/water_issues/programs/remediation/may1996_voc_guidance.shtml

"Quality Assurance Project Plan"

http://www.waterboards.ca.gov/losangeles/water_issues/programs/remediation/Board_SGV_SFVCleanupProgram_Sept2008_QAPP.pdf

2. The Workplan shall include detailed information of former and existing chromium storage, hazardous waste management, and associated practices.
3. The Workplan must also include proposed soil sampling boring locations which shall extend to a minimum depth of 25 feet below ground surface in the areas of the previous plating processes and waste treatment (sumps, clarifiers, etc.), hazardous waste storage area, and chemical storage area.
4. The Workplan must contain a health and safety plan (HASP), as per the guidelines.

Mr. Jim Sasselli
Senior Aerospace SSP

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June 20, 2013

5. The Workplan shall include a detailed schedule of implementation of the Workplan, including field work and providing a report of the results to the Regional Board.
6. Upon approval, the Workplan shall be implemented and a report summarizing the results according to the approved schedule must be submitted to the Regional Board.

The above item shall be submitted to:

Ms. Luz Rabelo
Water Resources Control Engineer
Remediation Section
Los Angeles Regional Water Quality Control Board
320 West 4th Street, Suite 200
Los Angeles, California 90013
Phone: (213) 576-6783
Email: luz.rabelo@waterboards.ca.gov

Pursuant to 13267(a) of the CWC, any person who fails to submit reports in accordance with the Order is guilty of a misdemeanor. Pursuant to section 13268(b)(1) of the CWC, failure to submit the required Workplan described above by the specified due date(s) may result in the imposition of administrative civil liability by the Regional Board in an amount up to one thousand dollars (\$1,000) per day for each day the Workplan is not received after the above due date. These civil liabilities may be assessed by the Regional Board for failure to comply, beginning with the date that the violations first occurred, and without further warning.

The Regional Board, under the authority given by the CWC section 13267, subdivision (b)(1), requires you to include a perjury statement in all reports submitted under the 13267 Order. The perjury statement shall be signed by Mr. William Zimmerman and Mr. James Galbraith and a senior authorized Breeze-Eastern Corporation and Senior Aerospace SSP representative (not by a consultant). The perjury statement shall be in the following format:

"I, [NAME], certify under penalty of law that this document and all attachments were prepared by me, or under my direction or supervision, in accordance with a system designed to assure that qualified personnel properly gathered and evaluated the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations."

The State Board adopted regulations (Chapter 30, Division 3 of Title 23 & Division 3 of Title 27, California Code of Regulation) requiring the electronic submittal of Information (ESI) for all site cleanup programs, starting January 1, 2005. Currently, all of the information on electronic submittals and GeoTracker contacts can be found on the Internet at the following link:

http://www.waterboards.ca.gov/ust/electronic_submittal.

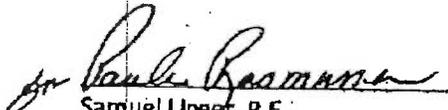
Mr. Jim Sasselli
Senior Aerospace SSP

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June 20, 2013

To comply with the above referenced regulation, you are required to upload all technical reports, documents, and well data to GeoTracker by the due dates specified in the Regional Board letters and orders issued to you or for the Site. However, the Regional Board may request that you submit hard copies of selected documents and data in addition to electronic submittal of information to GeoTracker.

SO ORDERED.


Samuel Unger, P.E.
Executive Officer

6-20-2013
Date

Exhibit C

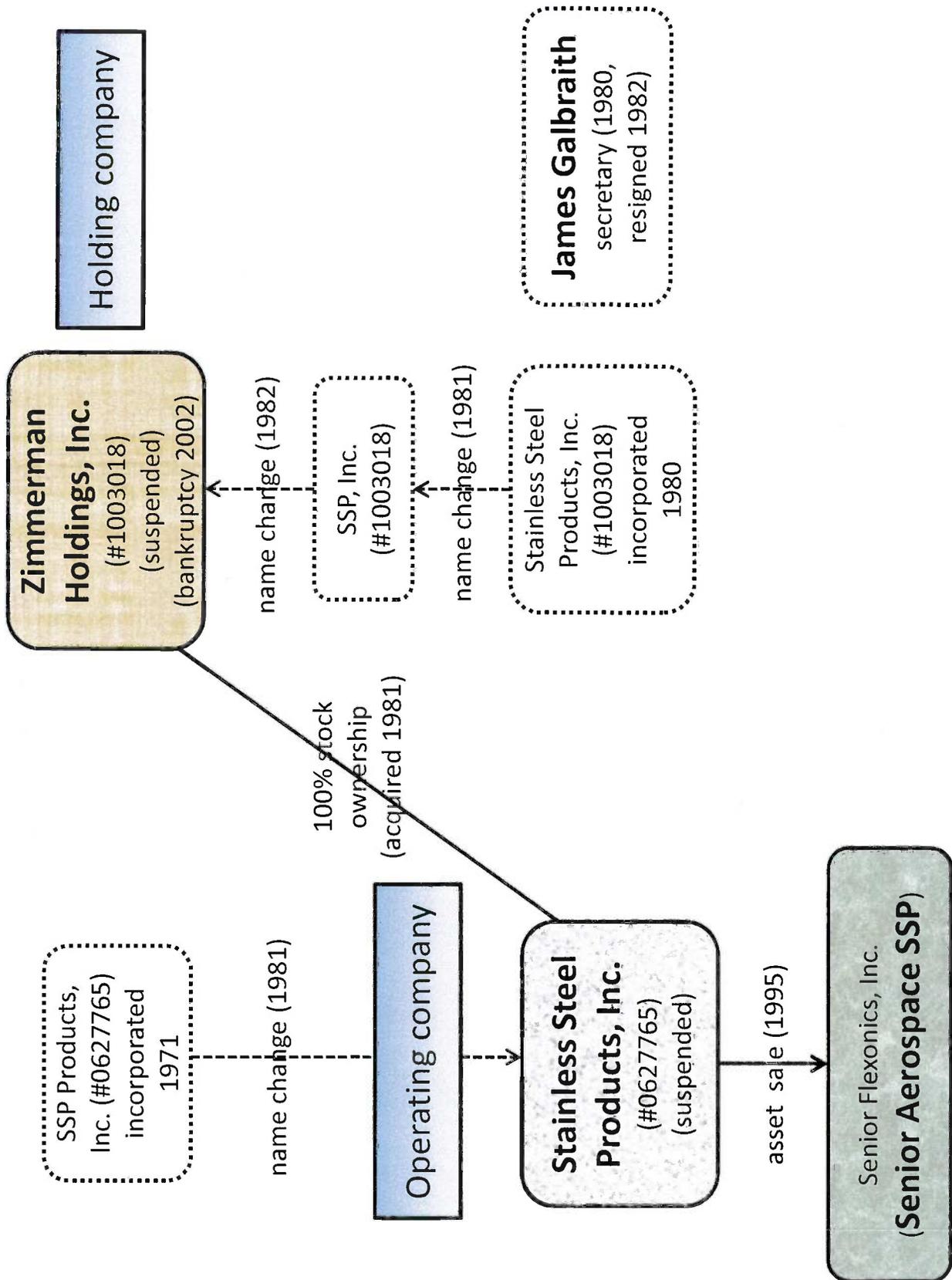


Exhibit D

627765

ARTICLES OF INCORPORATION
OF
SSP PRODUCTS, INC.

FILED
In the office of the Secretary of State
of the State of California

JUN 29 1971

EDWARD J. BAKER, JR.
By *[Signature]*
Secretary

Restriction of right
to amend art. 1, 2, 3
See

No.

I.

The name of this corporation is:

SSP PRODUCTS, INC.

II.

The purposes for which this corporation is formed,
the specific business in which the corporation is primarily
to engage being set forth in Paragraph (1) below, are:

(1) The specific business in which the corporation
is primarily to engage is to manufacture, repair, fabricate,
form, sell, rent, lease, license, distribute and otherwise
deal in metal products and other products relating directly
or indirectly to metal forming or metal fabrication.

(2) To manufacture, buy, sell, assemble, distri-
bute, and to otherwise acquire, or to own, hold, use,
sell, assign, transfer, exchange, lease, license or
otherwise dispose of, and to invest, trade, deal in and
with goods, wares, merchandise, building materials,
supplies and all other property of every class and
description.

(3) To purchase, acquire, own, hold, use, lease,
either as lessor or lessee, rent, sublet, grant, sell,
exchange, subdivide, mortgage, deed in trust, manage,
improve, cultivate, develop, maintain, construct, oper-
ate, and generally deal in, any and all real estate,
improved or unimproved, stores, office buildings,
dwelling houses, boarding houses, apartment houses,
hotels, business blocks, garages, warehouses, manufac-

turing plants, and other buildings of any kind or description, and any and all other property of every kind or description, real, personal and mixed, and any interest or right therein, including water and water rights, whatsoever situated, either in California, other states of the United States, the District of Columbia, territories and colonies of the United States and foreign countries.

(4) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsol and surface, of every nature and description.

(5) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision.

(6) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this corporation or to enhance the value of its property or business.

(7) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise, (a) by purchase of the assets thereof wholly or in part, (b) by acquisition of the shares or any part thereof, or (c) in any other manner; and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of the whole or any part of the goodwill, business, rights and property so acquired, and to conduct, in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(8) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, and government, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(9) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect; and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(10) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interests in or in respect of any trust estate, now or hereafter existing, and whether created by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and, while the owner of any of said shares of capital stock, to exercise all of the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(11) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or

association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(12) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(13) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell, and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

(14) To conduct and carry on, directly or indirectly, research, development and promotional or experimental activities, and to promote or aid, financially or otherwise, any person, firm or corporation engaged in such activities, or any of them.

(15) To carry on any business whatsoever, either as principal, agent or partner, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; and to conduct its business in this State, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(16) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

III.

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

IV.

No distinction shall exist between the shares of this corporation or the rights of the respective holders thereof with respect thereto.

V.

This corporation is authorized to issue only one class of shares of stock. The total number of shares of stock which this corporation shall have authority to issue

is 25,000; the aggregate par value of all shares will be \$25,000.00, and the par value of each of such shares shall be \$1.00.

VI.

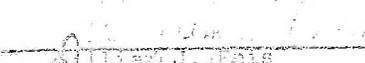
The number of directors of this corporation shall be three and the names and addresses of the persons who are appointed to act as the first directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Kent V. Graham	611 West Sixth Street Los Angeles, California 90017
William J. Peis	611 West Sixth Street Los Angeles, California 90017
David A. Marion	611 West Sixth Street Los Angeles, California 90017

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation and the persons named herein as the first directors of this corporation, have executed these Articles of Incorporation this 25th day of June, 1971.



Kent V. Graham



William J. Peis



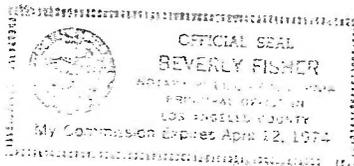
David A. Marion

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

On this 25th day of June, 1971,
before me, the undersigned, a Notary Public in and for said
County and State, personally appeared NEST W. GRAMM,
WILLIAM J. FUIS and DAVID A. MARION,
known to me to be the persons whose names are subscribed to the
foregoing Articles of Incorporation and acknowledged to me that
they executed the same.

WITNESS my hand and official seal.

Beverly Fisher
Notary Public in and for said
County and State



(SEAL)

Exhibit E

STAINLESS STEEL PRODUCTS, INC.

627765

A228509

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SSP PRODUCTS, INC.

FILED
in the office of the Secretary of State
of the State of Missouri

JAN 21 1981

MISSOURI PUBLIC SERVICE COMMISSION
[Signature]
Secretary

Arthur L. Moore and Charles F. Amrhein certify that:

1. They are the duly elected and acting President and Secretary, respectively, of this corporation.
2. The Board of Directors of this corporation adopted the following resolution by an action taken without a meeting dated January 8, 1981.

"RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended to read as follows:

'The name of this corporation is STAINLESS STEEL PRODUCTS, INC.'

3. The shareholders of this corporation have ratified such amendment by adopting a resolution by an action taken without a meeting as of January 8, 1981, the wording of such resolution being the same as that set forth in the directors' resolution in paragraph 2 above.

4. The number of shares which voted affirmatively for the adoption of such resolution was 1,000, and the total number of shares entitled to vote was 1,000.

Arthur L. Moore

Arthur L. Moore, President

Charles F. Amrhein

Charles F. Amrhein, Secretary

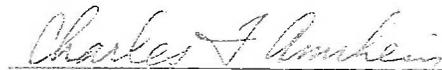
627765

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Los Angeles, California on January 9,
1981.



Arthur L. Moore



Charles F. Amrhein

Exhibit F

ARTICLES OF INCORPORATION
OF
STAINLESS STEEL PRODUCTS, INC.

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

SEP 22 1980

MARGH FONG EU, Secretary of State

Leslie Glenn
Deputy

I

The name of this corporation is STAINLESS STEEL PRODUCTS, INC

II

1003018

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than a banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:
M. Glenn Gilbert, Esq., 611 West Sixth Street, suite 1600, Los Angeles, California 90017.

IV

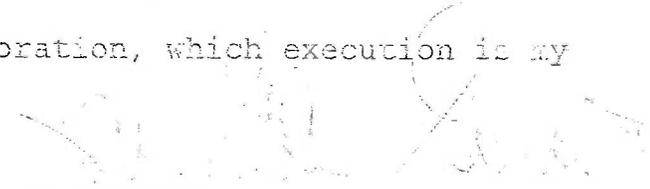
This corporation is authorized to issue only one class of no par value shares of common stock, and the total number of shares which this corporation is authorized to issue is one million (1,000,000).

Dated: September 19, 1980.



M. Glenn Gilbert

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



M. Glenn Gilbert

Exhibit G

NAME CHG. TO: SSP, INC.

1003018

A228510

FILED
In the office of the Secretary of State
of the State of California

JAN 28 1981

James M. Galbraith, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
STAINLESS STEEL PRODUCTS, INC.

James M. Galbraith
Secretary

William R. Zimmerman and James M. Galbraith certify that:

1. They are the duly elected and acting resident and Secretary, respectively, of this corporation.

2. The Board of Directors of this corporation adopted the following resolution by an action taken without a meeting dated January 8, 1981:

"RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended to read as follows:

"The name of this corporation is
SSP, INC."

3. The sole shareholder of this corporation has ratified such amendment by adopting a resolution by an action taken without a meeting as of January 8, 1981, the wording of such resolution being the same as that set forth in the directors' resolution in paragraph 2 above.

4. The number of shares which voted affirmatively for the adoption of such resolution was 50,000, and the total number of shares entitled to vote was 50,000.

William R. Zimmerman
William R. Zimmerman, President

James M. Galbraith
James M. Galbraith, Secretary

alm

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Los Angeles, California on January 8, 1981.


William R. Zimmerman

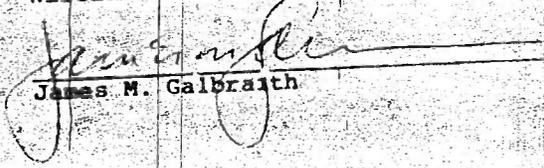

James M. Galbraith

Exhibit H

NAME CHG. TO: ZIMMERMAN HOLDINGS, INC.

A245371

1003018

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SSP, INC.,
A California Corporation

FILED
in the office of the Secretary of State
of the State of California
MAR 1 1982
MARCH FONG ELI, Secretary of State
[Signature]
Deputy

William R. Zimmerman and James M. Galbraith certify that:

1. They are the President and the Secretary, respectively, of SSP, Inc., a California corporation ("the corporation").

2. (a) Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of this corporation is ZIMMERMAN HOLDINGS, INC."

- (b) Article IV of the Articles of Incorporation of the Corporation is amended to read as follows:

"This corporation is authorized to issue two classes of shares, each with no par value, designated, respectively, "Voting Common Stock" and "Nonvoting Common Stock." The authorized number of shares of Voting Common Stock is one million (1,000,000) and the authorized number of shares of Nonvoting Common Stock is one million (1,000,000)."

The rights, provisions, privileges and restrictions of the Voting Common Stock and the Nonvoting Common Stock shall be equal and identical in all respects except that unless otherwise provided by law, the holders of shares of the Voting Common Stock shall have and possess the exclusive voting rights. The holder of shares of Nonvoting Common Stock shall not be entitled to vote. Upon the filing of this amendment, each share of outstanding Common Stock is reclassified as one (1) share of Voting Common Stock.

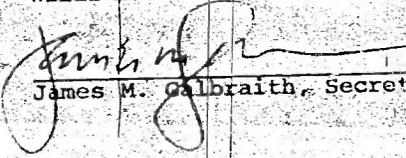
3. The foregoing amendments of the Articles of Incorporation are effective as of March 1, 1982.
4. The foregoing amendments of the Articles of Incorporation and the effective date thereof, have been duly approved by the Board of Directors.

SX

5. The foregoing amendments of the Articles of Incorporation, and the effective date thereof, have been duly approved by the required vote of the shareholders in accordance with Section 902 of the California General Corporation Law. The total number of outstanding shares of the Corporation is fifty thousand (50,000). The number of shares voting in favor of the foregoing amendments, and the effective date thereof, was fifty thousand (50,000).



William R. Zimmerman, President

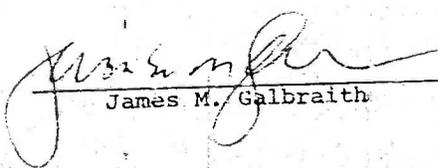


James M. Galbraith, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Los Angeles, California, on February 18, 1982.



William R. Zimmerman



James M. Galbraith