



10860 Gold Center Drive
Suite 200
Rancho Cordova, CA 95670-6070

www.geotransinc.com

916-853-1800 FAX 916-853-1860

**Supplemental Phase II Soil Investigation
Former Hunt Wessen Facility
1111 E. Covell Boulevard
Davis, California**

June 21, 2005

Prepared for:

Lewis Investment Company, LLC
9216 Kiefer Boulevard
Sacramento, California 95826

Prepared by:

GeoTrans, Inc.
10860 Gold Center Drive, Suite 200
Rancho Cordova, California 95670

Project No. 4927.027.01

Keith Hoofard
Senior Geologist

Tim Costello
Senior Scientist

Danielle Hughes
Staff Geologist

**Supplemental Phase II Soil Investigation
Former Hunt Wessen Facility
1111 E. Covell Boulevard
Davis, California**

GeoTrans conducted a Screening Level Phase II soil and groundwater environmental assessment (Phase II EA) of the former Hunt Wessen facility in Davis, California (the Property), and presented the results in an April 1, 2005 report titled *Screening Level Phase II Soil and Groundwater Assessment, Former Hunt Wessen Facility, 1111 E. Covell Boulevard, Davis, California*. Field work was performed from January 10 to January 20, 2005 to assess soil and groundwater conditions at potential source areas within the Property.

The Property is a former tomato processing facility that supported two large warehouse style buildings totaling approximately 600,000 square feet, several outbuildings, and processing equipment for the tomato lines. Hunt-Wessen constructed the facility in the early 1960s and operated the plant until October 1999. ConAgra purchased the Property in October 1999, and much of the processing work appears to have discontinued by late 2001. Lewis Investment Company purchased the Property from ConAgra on May 19, 2004, with plans for mixed use redevelopment.

During the January 2005 sampling event, and as described in the April 1, 2005 report, an elevated concentration of total chromium was detected in one soil sample collected at 1-foot in depth from boring SB-7, completed within the former hazardous materials storage area. Also, elevated concentrations of selenium were found in three of the six grab-groundwater samples collected from across the Property.

The purpose of this supplemental Phase II soil investigation was to confirm the presence or absence of elevated chromium concentrations in soil around boring location SB-7. Also, the selenium detections in the January 2005 grab-groundwater samples were evaluated by researching available information about naturally occurring concentrations of selenium in groundwater in and around the Davis area. This work was conducted in accordance with GeoTrans' May 19, 2005 proposal.

Supplemental Phase II Soil Sampling

Borings Completed: Five borings (HA-1 through HA-5) were completed to 5 feet in depth at and around prior boring SB-7 (Figure 1). Boring HA-1 was completed immediately adjacent to boring SB-7 to serve as a duplicate boring location, and to collect a duplicate sample. Borings HA-2 through HA-5 were completed approximately 10 feet north, east, south and west, of boring SB-7, respectively.

Date of Work: May 25, 2005.

Drilling Method: Hand auger. The concrete surface at each sample location was cored by Penhall Company prior to drilling.

Boring Permit: Not needed.

Soil Sampling Method: Samples were collected in glass jars using the hand auger. The auger decontaminated between borings using a Liquinox and water solution.

Lithology: The lithology at the site generally consists of yellowish brown to dark yellowish brown silty clay and clayey silt with fine sand to approximately 5 feet bgs (the maximum depth of soil samples). The soil exhibits low to moderate plasticity, and is generally firm to stiff. No unusual odor or soil discoloration was noted in the soil samples collected.

Soil Cuttings: Each boring was abandoned using the soil cuttings generated from each boring, then replacing the concrete core.

Field Investigation Summary Table

Boring ID	Total Depth (feet)	Soil Sample Depth (feet)	Soil Sample Analyzed
HA-1	5	1	YES
		5	YES
HA-2	5	1	YES
		5	YES
HA-3	5	1	YES
		5	YES
HA-4	5	1	YES
		5	YES
HA-5	5	1	YES
		5	YES

Laboratory Analyses: Soil samples were submitted for:

LUFT 5 Metals using EPA Method 6010

Analytical Results:

The analytical results are presented on the attached Table 1. Laboratory analytical data sheets and chain of custody forms are presented as Attachment 1.

In summary, no anomalous metals concentrations were detected in the five borings. The initial elevated total chromium sample result from the 1-foot sample at SB-7 was not

confirmed by the 1-foot sample from HA-1, or by any other sample analyzed from the five hand auger borings.

Discussion:

An elevated chromium concentration (640 ppm) was found at 1-foot in depth at boring SB-7 in the former hazardous materials storage area during the initial Phase II investigation in January 2005. This chromium concentration exceeded both the residential and commercial U.S. EPA Preliminary Remediation Goals (PRGs) of 210 and 450 ppm, respectively. The chromium concentration in the 5-foot soil sample from boring SB-7 was significantly lower at 99 ppm, and well below both the residential and commercial PRG values for chromium.

The chromium concentrations detected at 1-foot and 5-feet in depth from the five confirmation soil borings (HA-1 through HA-5) ranged from 82 ppm to 100 ppm. The 1- and 5-foot soil samples from boring HA-1, completed immediately adjacent to boring SB-7, did not confirm the elevated chromium concentration previously detected at one foot in depth.

Based on findings of the follow-up soil sampling, the initial elevated chromium concentration detected at boring SB-7 does not appear to represent soil conditions in the area investigated. The supplemental soil investigation performed did not confirm the presence of elevated chromium concentrations in soil. Further soil investigation does not appear necessary, and soil cleanup is not needed.

Selenium in Groundwater Literature Review

Three of the six grab-groundwater samples collected from across the Property in January 2005 contained selenium concentrations above the 50 ppb primary drinking water standard (also referred to as the "MCL", maximum contaminant level). Selenium is a trace element and also an essential nutrient. Grab-groundwater samples collected from borings SB-7, SB-8 and SB-11 contained selenium concentrations of 70, 94 and 180, respectively. While the groundwater that was sampled was shallow, first-encountered groundwater, and not part of an aquifer that would be considered suitable for drinking water, the detections still warranted follow-up review. No source of selenium to groundwater was discovered during the course of a previous Phase I EA of the Property, or during the Phase II EA. Therefore, to better put the selenium detections in context, a literature search was performed to assess known selenium concentrations in groundwater from the Davis and surrounding area to allow for a comparison to be made.

GeoTrans obtained background selenium data from shallow and deep wells in and around the Davis area from the following agencies:

- City of Davis, Public Works Dept.
- Yolo County Flood Control and Water Conservation District
- University of California, Davis; Unpublished Data from Davis Landfill

Selected selenium data are presented in Table 2, attached.

As shown in the Table 2, selenium concentrations in groundwater are variable in the Davis area. Shallow groundwater (40 – 60 feet in depth) near the Davis Landfill has documented selenium concentrations above the 50 ppb MCL value in three of the seven wells sampled, with a maximum value of 172 ppb.

The city of Davis analyzed 17 wells in the El Macero Water System and found selenium concentrations ranging from non-detect up to 45 ppb. These wells are “deep wells” that are screened below 330 feet in depth.

In a report prepared for the Yolo County Flood Control & Water Conservation District, titled *Groundwater Monitoring Program, Data Management System, and Update of Groundwater Conditions in the Yolo County Area*, selenium concentrations from the six closest shallow wells (< 150 feet in depth) to the Davis area (“Lower Cache-Putah Subbasin”) ranged up to 57.7 ppb. Selenium sample results from 20 additional groundwater monitoring wells from the “Intermediate” zone (<150 ft – 500 ft in depth) ranged from <1 ppb to 62 ppb.

Selenium concentrations in groundwater from samples collected from 1969 to March 2004 were plotted on a Yolo County map (Figure 5.22, Luhdorff & Scalmanini). The map is attached and is taken from the Yolo County Flood Control & Water Conservation District report. The figure shows selenium concentrations in shallow groundwater (40 – 60 feet in depth) above 50 ppb in the Davis area.

Based on findings of the literature review, selenium concentrations detected in grab-groundwater samples collected from borings SB-7, SB-8 and SB-11 at the former Hunt Wessen facility (70 ppb, 94 ppb, 180 ppb) are not significantly dissimilar to what appear to be background values in shallow groundwater in and around the Davis area. The one detection of 180 ppb is higher than the data presented in the three references reviewed (the highest published value found was 172 ppb at the Davis landfill), but other samples collected across the former Hunt Wessen facility do not indicate that the 180 ppb concentration is prevalent across the facility.

Conclusions and Recommendation

Chromium impact to soil at the former hazardous waste storage area was not confirmed by the additional sampling performed in that area.

Elevated selenium concentrations in three of the seven groundwater samples analyzed from the Hunt Wessen site are not significantly dissimilar to what appear to be naturally occurring background levels in shallow groundwater in the Davis area. Also, no potential source of selenium impact to groundwater was found as a result of the Phase I/II EA performed at the Hunt Wessen site.

No further site assessment activities to address the chromium concentrations in soil or selenium concentrations in groundwater are recommended for the Property at this time.

TABLES

TABLE 1

Soil Analytical Results - Metals
 Former Hunt Wessen Facility
 1111 E. Covell Boulevard
 Davis, California

Boring No.	Date	Sample Depths (feet bgs)	LUFT 5 Metals (mg/Kg)				
			Cadmium	Chromium	Lead	Nickel	Zinc
SB-7	1/20/2005	1	< 0.50	640	< 0.25	930	26
		5	< 0.50	99	6.8	190	54
HA-1	5/25/2005	1	< 1.0	94	< 10	160	54
		5	< 1.0	82	< 10	150	48
HA-2	5/25/2005	1	< 1.0	94	< 10	170	53
		5	< 1.0	96	< 10	160	53
HA-3	5/25/2005	1	< 1.0	95	< 10	150	48
		5	< 1.0	94	< 10	170	52
HA-4	5/25/2005	1	< 1.0	96	< 10	180	59
		5	< 1.0	100	< 10	180	60
HA-5	5/25/2005	1	< 1.0	99	< 10	170	55
		5	< 1.0	87	< 10	160	51
(2) U.S. EPA PRG			37/450	210/450	150*/800	1,600/20,000	23,000/100,000

(1) LUFT 5 Metals - Leaking Underground Fuel Tank metals by EPA Method 6010 Series.

(2) U.S. EPA PRG - United States Environmental Protection Agency, Region IX Preliminary Remediation Goals for residential/commercial land use scenarios, October 2004.

mg/Kg - milligrams per kilogram (parts per million - ppm).

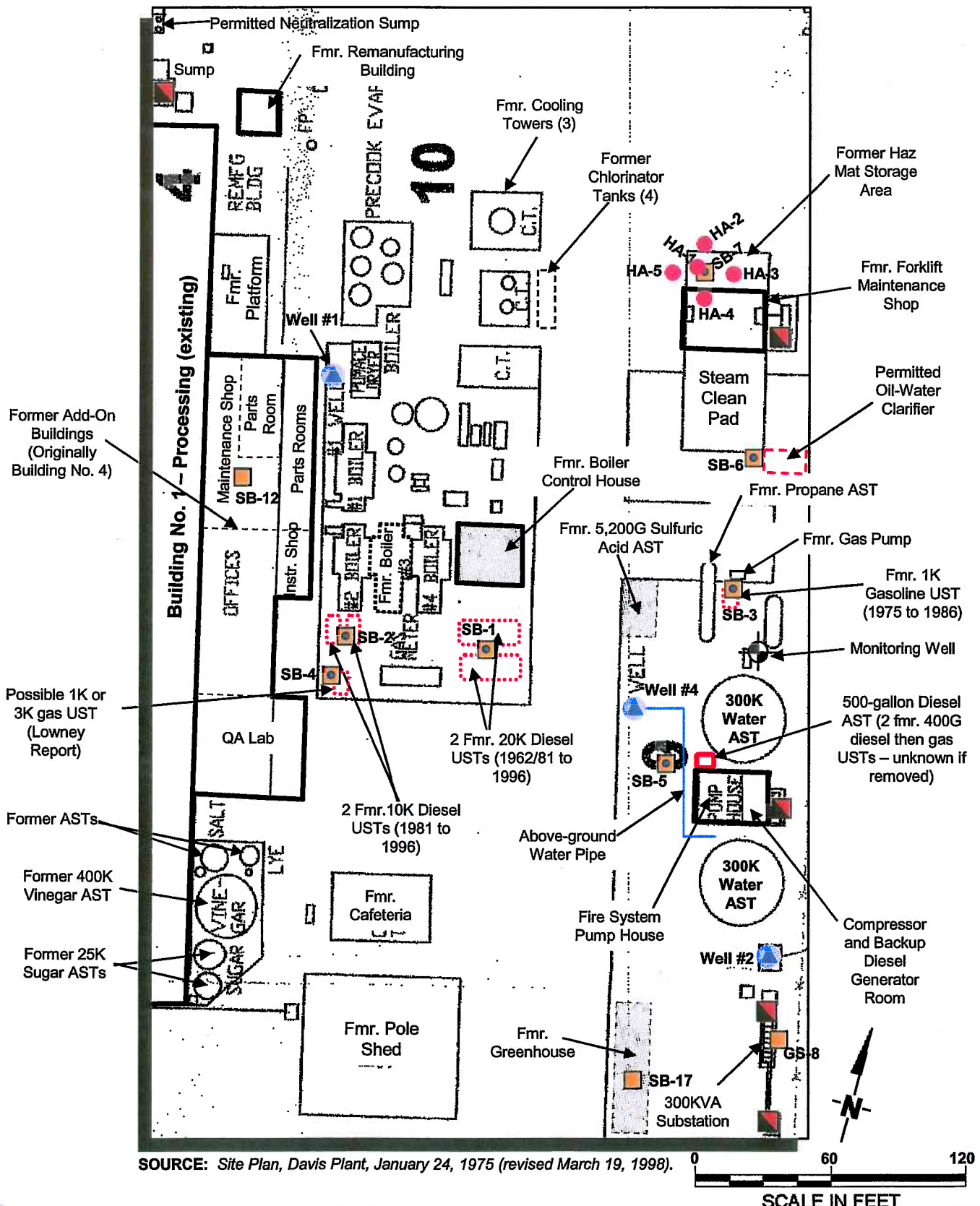
* Cal-Modified PRG value.

Table 2
Background Selenium Concentrations in
Davis Area Groundwater (ug/L)

Well Location	Well ID	Minimum Concentration (ug/L)	Maximum Concentration (ug/L)
Davis Landfill Wells February 2000 - March 2005 40-60 ft bgs	MW-DM1	ND	47.00
	MW-DM2	10.0	51.3
	MW-DM3	ND	6
	MW-DM4	ND	5.0
	MW-DM5	ND	31.0
	MW-HLA1	25.0	172.0
	MW-HLA2	6.2	84.0
City of Davis, Public Works, El Macero Water System Wells January 2002 - June 2005 330-1780 ft bgs	W1	8.00	12.00
	W12	25.00	45.00
	W14	2.00	20.00
	W15	7.00	9.00
	W19	8.00	21.00
	W20	19.00	26.00
	W21	3.00	4.00
	W22	13.00	17.00
	W23	9.00	12.00
	W24	10.00	19.00
	W25	9.00	12.00
	W26	2.00	4.00
	W27	8.00	15.00
	W28	4.00	6.00
W29	ND	2.00	
W30	ND	4.00	
W31	ND	ND	
Yolo County Flood Control & Water Conservation District Wells- Lower Cache-Putah Subbasin January 2000 - March 2004	Six Wells ≤150 feet bgs	<15	57.70
	Twenty Wells <150-500 ft bgs	<1	62.00

Note: MCL value for Selenium = 50 ug/L
 ND = Not detected

FIGURES



SOURCE: Site Plan, Davis Plant, January 24, 1975 (revised March 19, 1998).

- Production Well
- Pad-Mounted Transformer
- Shallow Soil Sample Location (January 2005)
- GeoProbe Soil & Groundwater Boring Location (January 2005)
- Hand Auger Step Out Boring (May 25, 2005)

TITLE		
Proposed and Existing Soil Boring Locations		
LOCATION:		
Former Hunt Wessen Tomato Plant 1111 E. Covell Boulevard, Davis, California		
		FIGURE:
CHECKED	KDH	1
DRAFTED	KDH	
FILE	4927.027.01	
DATE	05-17-05	

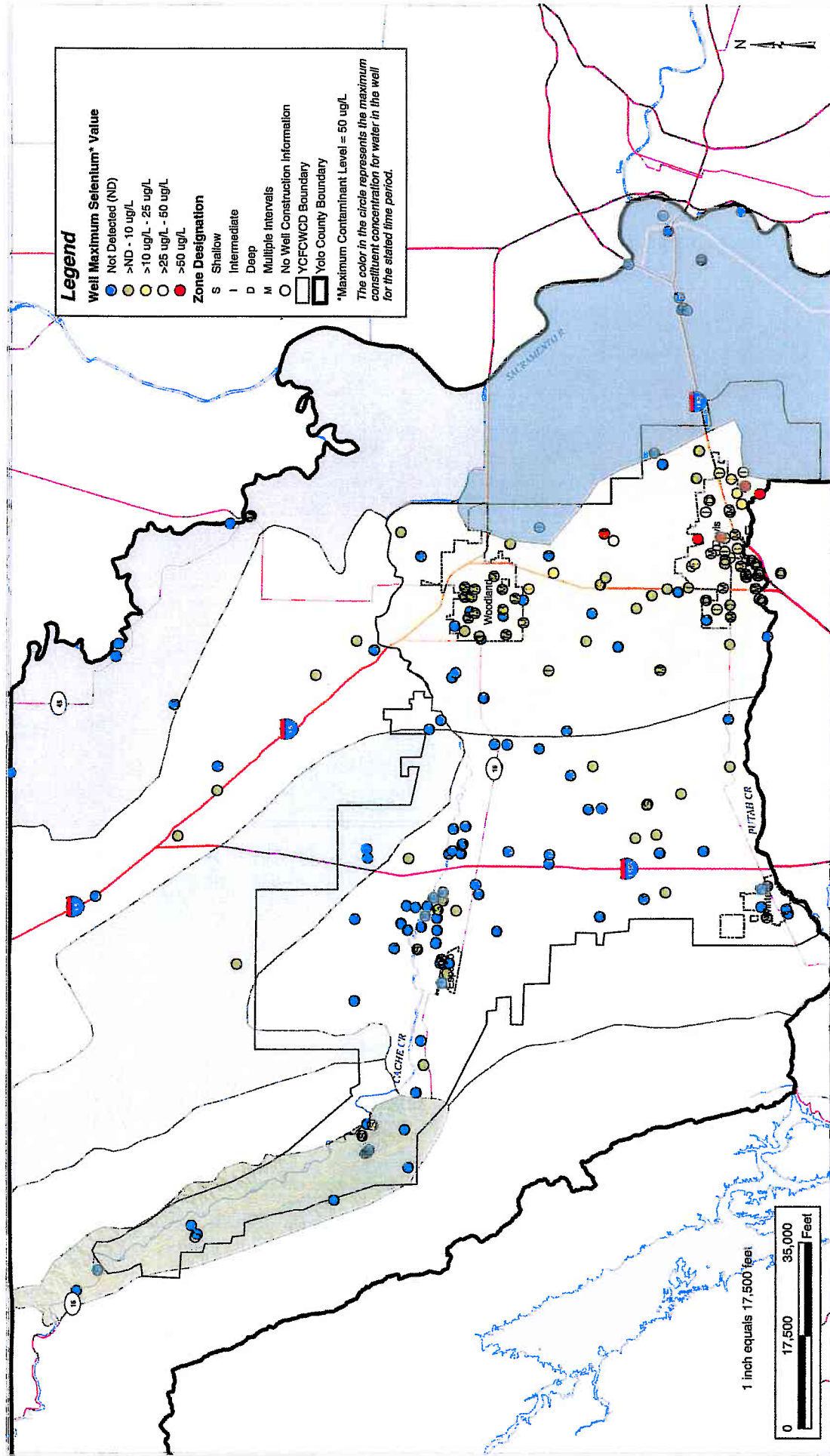


Figure 5.22
 Maximum Selenium Value for All Wells
 1969 to March 2004
 Yolo County

DATE: 7/2/2004 12:21:26 PM

FILE: Y:\Yolo County\Figures\Server\Public\Yolo County\Figures\Figure 5.22.mxd

ATTACHMENT 1

Laboratory Analytical Data Sheets and Chain of Custody Form

CALIFORNIA LABORATORY SERVICES

3249 Fitzgerald Road Rancho Cordova, CA 95742

May 31, 2005

CLS Work Order #: COE0795
COC #: 53926

Keith Hoofard
Geotrans, Inc.-Sac
10860 Gold Center Dr., Suite 200
Rancho Cordova, CA 95670

Project Name: Hunt Wessen Site

Enclosed are the results of analyses for samples received by the laboratory on 05/25/05 15:10. Samples were analyzed pursuant to client request utilizing EPA or other ELAP approved methodologies. I certify that the results are in compliance both technically and for completeness.

Analytical results are attached to this letter. Please call if we can provide additional assistance.

Sincerely,



James Liang, Ph.D.
Laboratory Director

CA DOHS ELAP Accreditation/Registration number 1233

REPORT TO:

NAME AND ADDRESS: *Geotrackers Inc*
 1-860 Cold Center Drive Suite 100
 Kettle Hotsford 916-853-1800
 PROJECT MANAGER: *Wanda Peterson*
 PRESENT NAME: *Wanda Peterson*
 SAMPLED BY: *Wanda Peterson*

JOB DESCRIPTION:

SITE LOCATION:

CLIENT JOB NUMBER: *1427.027.01*
 DESTINATION LABORATORY:
 CLS (916) 638-7301
 3249 FITZGERALD RD.
 RANCHO CORDOVA, CA. 95742
 OTHER

PRESERVATIVES

CONTAINER NO. TYPE

MATRIX

SAMPLE IDENTIFICATION

DATE

TIME

DATE	TIME	SAMPLE IDENTIFICATION	MATRIX	CONTAINER NO.	TYPE
5/25/05	11:11	HA-1-111	4011	1	JM
		HA-1-511			
		HA-2-111			
		HA-3-511			
		HA-4-111			
		HA-4-511			
		HA-5-111			
		HA-5-511			

ANALYSIS REQUESTED

Left 5 Wt% (col)

GEOTRACKER:

EDF REPORT YES NO

GLOBAL ID:

COMPOSITE

FIELD CONDITIONS

TURN AROUND TIME

SPECIAL INSTRUCTIONS

DAY 1 DAY 2 DAY 3 DAY 4 DAY 5 DAY 10

OR

ALT. ID:

SUSPECTED CONSTITUENTS

RELINQUISHED BY (SIGN)

PRINT NAME / COMPANY

DATE / TIME

RECEIVED BY (SIGN)

PRINT NAME / COMPANY

PRESERVATIVES

(1) HCL (2) HNO3

(3) = COLD (4) = NEOH

(5) = H2SO4 (6) = H2O2 (7) =

RECD AT LAB BY

DATE / TIME

CONDITIONS / COMMENTS

SHIPPED BY

FED X

UPS

OTHER

AIR BILL #

CALIFORNIA LABORATORY SERVICES

05/31/05 13:07

Geotrans, Inc.-Sac 10860 Gold Center Dr., Suite 200 Rancho Cordova CA, 95670	Project: Hunt Wessen Site Project Number: 4927.027.01 Project Manager: Keith Hoofard	CLS Work Order #: COE0795 COC #: 53926
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Metals by EPA 6000/7000 Series Methods

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Method	Notes
HA-1-1ft (COE0795-01) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	94	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	160	10	"	"	"	"	"	"	
Zinc	54	5.0	"	"	"	"	"	"	
HA-1-5ft (COE0795-02) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	82	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	150	10	"	"	"	"	"	"	
Zinc	48	5.0	"	"	"	"	"	"	
HA-2-1ft (COE0795-03) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	94	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	170	10	"	"	"	"	"	"	
Zinc	53	5.0	"	"	"	"	"	"	
HA-2-5ft (COE0795-04) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	96	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	160	10	"	"	"	"	"	"	
Zinc	53	5.0	"	"	"	"	"	"	
HA-3-1ft (COE0795-05) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	95	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	150	10	"	"	"	"	"	"	
Zinc	48	5.0	"	"	"	"	"	"	
HA-3-5ft (COE0795-06) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	94	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	170	10	"	"	"	"	"	"	
Zinc	52	5.0	"	"	"	"	"	"	
HA-4-1ft (COE0795-07) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									

CA DOHS ELAP Accreditation/Registration Number 1233

CALIFORNIA LABORATORY SERVICES

05/31/05 13:07

Geotrans, Inc.-Sac 10860 Gold Center Dr., Suite 200 Rancho Cordova CA. 95670	Project: Hunt Wessen Site Project Number: 4927.027.01 Project Manager: Keith Hoofard	CLS Work Order #: COE0795 COC #: 53926
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Metals by EPA 6000/7000 Series Methods

Analyte	Result	Reporting Limit	Units	Dilution	Batch	Prepared	Analyzed	Method	Notes
HA-4-1ft (COE0795-07) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	96	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	180	10	"	"	"	"	"	"	
Zinc	59	5.0	"	"	"	"	"	"	
HA-4-5ft (COE0795-08) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	100	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	180	10	"	"	"	"	"	"	
Zinc	60	5.0	"	"	"	"	"	"	
HA-5-1ft (COE0795-09) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	99	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	170	10	"	"	"	"	"	"	
Zinc	55	5.0	"	"	"	"	"	"	
HA-5-5ft (COE0795-10) Soil Sampled: 05/25/05 00:00 Received: 05/25/05 15:10									
Cadmium	ND	1.0	mg/kg	1	CO03952	05/26/05	05/26/05	EPA 6010B	
Chromium	87	5.0	"	"	"	"	"	"	
Lead	ND	10	"	"	"	"	"	"	
Nickel	160	10	"	"	"	"	"	"	
Zinc	51	5.0	"	"	"	"	"	"	

CALIFORNIA LABORATORY SERVICES

05/31/05 13:07

Geotrans, Inc.-Sac 10860 Gold Center Dr., Suite 200 Rancho Cordova CA, 95670	Project: Hunt Wessen Site Project Number: 4927.027.01 Project Manager: Keith Hoofard	CLS Work Order #: COE0795 COC #: 53926
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Metals by EPA 6000/7000 Series Methods - Quality Control

Analyte	Result	Reporting Limit	Units	Spike Level	Source Result	%REC %REC	Limits	RPD	RPD Limit	Notes
Batch CO03952 - EPA 3050B										
Blank (CO03952-BLK1)				Prepared & Analyzed: 05/26/05						
Cadmium	ND	1.0	mg/kg							
Chromium	ND	5.0	"							
Lead	ND	10	"							
Nickel	ND	10	"							
Zinc	ND	5.0	"							
LCS (CO03952-BS1)				Prepared & Analyzed: 05/26/05						
Cadmium	2.38	1.0	mg/kg	2.50		95.2	75-125			
Chromium	9.93	5.0	"	10.0		99.3	75-125			
Lead	24.6	10	"	25.0		98.4	75-125			
Nickel	25.1	10	"	25.0		100	75-125			
Zinc	23.8	5.0	"	25.0		95.2	75-125			
LCS Dup (CO03952-BSD1)				Prepared & Analyzed: 05/26/05						
Cadmium	2.32	1.0	mg/kg	2.50		92.8	75-125	2.55	25	
Chromium	10.2	5.0	"	10.0		102	75-125	2.68	25	
Lead	25.0	10	"	25.0		100	75-125	1.61	25	
Nickel	24.8	10	"	25.0		99.2	75-125	1.20	25	
Zinc	23.7	5.0	"	25.0		94.8	75-125	0.421	25	
Matrix Spike (CO03952-MS1)				Source: COE0789-81 Prepared & Analyzed: 05/26/05						
Cadmium	2.27	1.0	mg/kg	2.50	0.32	78.0	75-125			
Chromium	39.2	5.0	"	10.0	18	212	75-125			QM-05
Lead	25.2	10	"	25.0	2.9	89.2	75-125			
Nickel	31.6	10	"	25.0	7.6	96.0	75-125			
Zinc	50.4	5.0	"	25.0	26	97.6	75-125			
Matrix Spike Dup (CO03952-MSD1)				Source: COE0789-81 Prepared & Analyzed: 05/26/05						
Cadmium	2.57	1.0	mg/kg	2.50	0.32	90.0	75-125	12.4	30	
Chromium	40.8	5.0	"	10.0	18	228	75-125	4.00	30	QM-05
Lead	27.3	10	"	25.0	2.9	97.6	75-125	8.00	30	
Nickel	33.4	10	"	25.0	7.6	103	75-125	5.54	30	
Zinc	45.2	5.0	"	25.0	26	76.8	75-125	10.9	30	

CALIFORNIA LABORATORY SERVICES

05/31/05 13:07

Geotrans, Inc.-Sac
10860 Gold Center Dr., Suite 200
Rancho Cordova CA, 95670

Project: Hunt Wessen Site
Project Number: 4927.027.01
Project Manager: Keith Hoofard

CLS Work Order #: COE0795
COC #: 53926

Notes and Definitions

- QM-05 The spike recovery was outside acceptance limits for the MS and/or MSD due to matrix interference. The LCS and/or LCSD were within acceptance limits showing that the laboratory is in control and the data is acceptable.
- DET Analyte DETECTED
- ND Analyte NOT DETECTED at or above the reporting limit
- NR Not Reported
- dry Sample results reported on a dry weight basis
- RPD Relative Percent Difference