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NEW JERSEY DEPARTMENT OF
ENVIRONMENTAL PROTECTION,
THE COMMISSIONER OF THE NEW
JERSEY DEPARTMENT OF
ENVIRONMENTAL PROTECTION and
THE ADMINISTRATOR OF THE NEW
JERSEY SPILL COMPENSATION

v.

OCCIDENTAL CHEMICAL
CORPORATION, TIERRA SOLUTIONS,
INC., MAXUS ENERGY
CORPORATION, REPSOL YPF, S.A.,
YPF, S.A., YPF HOLDINGS, INC., and
CLH HOLDINGS,

Defendants.

:
: SUPERIOR COURT OF NEW JERSEY
: LAW DIVISION - ESSEX COUNTY
: DOCKET NO. ESX-L-9868-05
:

:
: CIVIL ACTION
:

:
: **DEFENDANTS' SUPPLEMENTAL**
: **DISCLOSURES PURSUANT TO**
: **CASE MANAGEMENT ORDER III**
:

As ordered by the Court in its Third Case Management Order, Repsol YPF, S.A.

("Repsol") and YPF, S.A. ("YPF") supplement their Initial Disclosures. Pursuant to the Court's Case Management Order, Repsol and YPF have been guided by Federal Rule 26(a)(1) in making the following disclosures. Nothing contained in these disclosures is intended to be a waiver of

any privilege. Further, Repsol and YPF state that these disclosures are preliminary in nature and reserve the right to amend, revise or restate them as the discovery process continues.

Rule 26(a)(1)(A)

The name and, if known, the address and telephone number of each individual likely to have discoverable information, along with the subjects of that information, that the disclosing party may use to support its claims or defenses, unless the use would be solely for impeachment:

Individual:	Subject:
<p>Carlos Olivieri</p> <p>Former CFO of YPF</p> <p>May be contacted through counsel of record.</p>	<p>The corporate separateness between YPF and its affiliated companies.</p> <p>The accounting practices of YPF.</p> <p>Agreements and financial transactions involving YPF and its affiliated companies.</p> <p>The acquisition of Maxus¹ by YPF.</p> <p>The acquisition of YPF by Repsol.</p> <p>The formation of YPFH² and CLHH³.</p> <p>Corporate organization and reorganization.</p>
<p>Fernando Nardini</p> <p>Employee in YPF's Tax Group</p> <p>May be contacted through counsel of record.</p>	<p>The Contribution Agreement between YPF and certain of its affiliated companies.</p>
<p>Gabriel Leiva</p> <p>Comptroller for YPF</p> <p>May be contacted through counsel of record.</p>	<p>The corporate separateness between YPF and its affiliated companies.</p> <p>The accounting practices of YPF.</p>

¹ Maxus Energy Corporation

² YPF Holdings, Inc.

³ CLH Holdings, Inc.

	<p>Agreements and financial transactions involving YPF and its affiliated companies.</p> <p>Corporate organization and reorganization.</p> <p>The lack of contacts between YPF and the State of New Jersey.</p>
<p>Carlos Felices</p> <p>Former Manager of YPF May be contacted through counsel of record.</p>	<p>The corporate separateness between YPF and its affiliated companies.</p> <p>The acquisition of YPF by Repsol.</p>
<p>David Wadsworth</p> <p>Former General Counsel for Maxus 1330 Lake Robbins Dr., Suite 300 The Woodlands, TX 77380</p>	<p>The corporate separateness between Repsol, YPF, CLHH, YPFH, Maxus, and Tierra⁴.</p> <p>Certain agreements and financial transactions of which he has knowledge.</p> <p>The formation of YPFH and CLHH.</p> <p>Tender letters pursuant to the Stock Purchase Agreement.</p>
<p>Harvey R. Smith</p> <p>Former In-house Counsel for Maxus 1330 Lake Robbins Dr., Suite 300 The Woodlands, TX 77380</p>	<p>The corporate separateness between Repsol, YPF, CLHH, YPFH, Maxus, and Tierra.</p> <p>Certain agreements and financial transactions of which he has knowledge.</p> <p>The formation of YPFH and CLHH.</p> <p>The lack of contacts between CLHH, YPFH, and the State of New Jersey.</p>
<p>Marcos Mozetic</p> <p>Repsol's Director of Upstream Exploration May be contacted through counsel of record.</p>	<p>The corporate separateness between Repsol and its affiliated companies.</p> <p>The lack of contacts between Repsol and the</p>

⁴ Tierra Solutions, Inc.

	State of New Jersey.
<p>Enrique Locutura CEO of YPF May be contacted through counsel of record.</p>	<p>The corporate separateness between YPF and its affiliated companies.</p> <p>The lack of contacts between YPF and the State of New Jersey.</p>
<p>James F. Kelley, Esq. Former V.P. & General Counsel for Diamond Shamrock Corporation</p>	<p>The drafting and negotiation of the Stock Purchase Agreement.</p>
<p>William C. Hutton Former Director of Health and Environmental Affairs for Diamond Shamrock Corporation</p>	<p>Environmental issues and the drafting of the Stock Purchase Agreement.</p>
<p>Robert Profusek Former Outside Counsel to Diamond Shamrock Corporation Jones Day</p>	<p>The drafting and negotiation of the Stock Purchase Agreement.</p>
<p>Joanne Bober Former Outside Counsel to Diamond Shamrock Corporation Jones Day</p>	<p>The drafting of the Stock Purchase Agreement.</p>
<p>R. M. Ahlstrom Former S.V.P. & CFO of Diamond Shamrock Corporation</p>	<p>The drafting and negotiation of the Stock Purchase Agreement.</p>
<p>Paul A. Hesse Former V.P. of Communications & Planning for Diamond Shamrock Corporation</p>	<p>The drafting and negotiation of the Stock Purchase Agreement.</p>
<p>George W. Pasley Senior V.P. for Maxus 1330 Lake Robbins Dr., Suite 300 The Woodlands, TX 77380</p>	<p>The acquisition of Maxus by YPF.</p>
<p>David Rabbe</p>	<p>Accounting practices and financial transactions</p>

President of Tierra Solutions	involving Maxus and Tierra.
Rick Hartline Maxus Energy Corporation 1330 Lake Robbins Dr., Suite 300 The Woodlands, TX 77380	Accounting practices and financial transactions involving Maxus and Tierra.
J. Alan Mack Associate General Counsel Occidental Chemical Corporation 5005 Lyndon B. Johnson Fwy Dallas, TX 75244-6100	Occidental's tenders for indemnification under the 1986 SPA.
Dale Laurance Former President, Occidental Petroleum Corporation Chairman of the Board, President, and Chief Executive Officer, Oxy Oil & Gas Corporation 10899 Wilshire Boulevard, 15th Floor Los Angeles, CA 90024	Occidental's 1986 acquisition of the stock of Diamond Shamrock Chemicals Company.
Gerald Rubin Occidental Chemical Corporation 5005 Lyndon B Johnson Fwy Dallas, TX 75244-6100	Occidental's tenders for indemnification under the 1986 SPA.
Melissa Hunt Senior Litigation Counsel Oxy, Inc. 5005 Lyndon B Johnson Fwy Dallas, TX 75244-6100	Occidental's tenders for indemnification under the 1986 SPA.
Michael A. Woronoff Former Outside Counsel to Occidental Petroleum Corporation, Skadden Arps Proskauer Rose 2049 Century Park East, 32nd Fl. Los Angeles, CA 90067-3206	The drafting and negotiation of the 1986 Stock Purchase Agreement.
Raymond Gill	Occidental's 1986 acquisition of the stock of Diamond Shamrock Chemicals Company.

Former Associate General Counsel, Occidental Petroleum Corporation 1102 Villa View Drive Pacific Palisades, CA 90272	
John R. Wheeler Occidental Chemical Corporation 5005 Lyndon B Johnson Fwy Dallas, TX 75244-6100	Occidental's tenders for indemnification under the 1986 SPA.
Gerald M. Stern, Esq. Former Executive Vice President and General Counsel, Occidental Petroleum Corporation 3322 Newark Street, N.W. Washington, D.C. 20008-3330	Occidental's 1986 acquisition of the stock of Diamond Shamrock Chemicals Company.

Rule 26(a)(1)(B)

A copy, or a description by category and location, of all documents, electronically stored information, and tangible things that the disclosing party has in its possession, custody, or control and may use to support its claims or defenses, unless the use would be solely for impeachment:

Documents by Category:	Location:
Repsol's Articles of Association.	Repsol YPF, S.A. Paseo de la Castellana, 278-280 28046 Madrid, Spain <i>Previously Produced:</i> <i>REP 788-806</i>
Repsol's Code of Ethics and Conduct for Employees.	Repsol YPF, S.A. Paseo de la Castellana, 278-280 28046 Madrid, Spain
YPF's Code of Ethics and Conduct for Employees.	YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina

<p>Documents regarding Repsol's acquisition of YPF.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>Repsol YPF, S.A. Paseo de la Castellana, 278-280 28046 Madrid, Spain</p> <p><i>Previously Produced:</i> <i>REP 11089-11633, 11798-11973, 12005-12237, 12462-13166, 11634-1166, 11974-12004</i></p>
<p>Documents regarding YPF's acquisition of Maxus.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> <i>YPF 200, 261, 276, 281, 430, 437</i></p>
<p>Documents regarding the corporate history, organization, and finances of Repsol, YPF, and affiliated companies.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>Repsol YPF, S.A. Paseo de la Castellana, 278-280 28046 Madrid, Spain</p> <p>YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> <i>REP 807-850, 1073-1074, 1961-2032, 12674, 13167-13672, 13673-14620</i></p> <p><i>YPF 1722, 2026, 2039, 2085, 3911, 2127, 3079, 3244, 3399, 3475, 3622, 3764, 4059</i></p>
<p>Documents regarding corporate reorganization.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings,</p>	<p>Repsol YPF, S.A. Paseo de la Castellana, 278-280 28046 Madrid, Spain</p> <p>YPF, S.A. Avenida Roque, Sáenz Peña 777</p>

<p>administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> <i>REP 1075-1078</i> <i>YPF 208, 367, 381, 1675, 1704, 1711</i></p>
<p>The August 14, 1996 Contribution Agreement with related documents.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> YPF 521, 1673, 1674, 1676, 1921</p>
<p>The August 14, 1996 Assumption Agreement.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> YPF 532</p>
<p>The August 1, 2005 Credit Facility Agreement between YPF and YPFH with related documents.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> YPF 1736, 1905 YPF-E 694, 745, 746</p>
<p>Financial guarantees and self-guarantees entered into by YPF, and counter-guarantees by Repsol for stand-by letters of credit.</p>	<p>Repsol YPF, S.A. Paseo de la Castellana, 278-280 28046 Madrid, Spain</p>

<p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> REP-E 001-022 YPF 9, 21, 23, 32, 33, 47, 1877, 1882, 2412 YPF-E 228, 662-686, 704-732, 750, 820-826, 832, 833, 840</p>
<p>Funds made available for Maxus operations and obligations.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> YPF 517, 518, 1769-1838, 1875, 1876, 1878-1881, 1885-1901, 4237, 4238 YPF-E 1-46, 48-59, 229-335, 337-560, 562-629, 696-702, 738-746, 827-831, 834, 835, 845-1007, 1045-1060</p>
<p>Correspondence regarding YPFH's financial statements.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets, corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.</p>	<p>YPF, S.A. Avenida Roque, Sáenz Peña 777 1364 Buenos Aires, Argentina</p> <p><i>Previously Produced:</i> YPF-E 752, 1009, 1010, 1015</p>
<p>Documents regarding the environmental conditions in the Passaic River, the Lower Passaic River Study Area, the Newark Bay Study Area, the "Newark Bay Complex" (as identified in the complaint), the Diamond Alkali Superfund Site, and related areas.</p> <p>This category of documents may include, but is not limited to, analytical data, reports, correspondence, notes, articles, data sheets,</p>	<p>Repsol YPF, S.A. Paseo de la Castellana, 278-280 28046 Madrid, Spain</p> <p><i>Previously Produced:</i> REP 89-95, 244-323, 331-332, 550-563, 571-656, 2027-2032, 2039</p>

corporate documents, court papers and filings, administrative agency documents or materials, news articles, academic literature, memoranda, invoices, financial data, and other types of materials.	
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Rule 26(a)(1)(C)

A computation of any category of damages claimed by the disclosing party, who must also make available for inspection and copying as under R. 4:18-1 the documents or other evidentiary material unless privileged or protected from disclosure, on which each computation is based, including materials bearing on the nature and extent of injuries suffered:


Not applicable.

Rule 26(a)(1)(D)

For inspection and copying as under R. 4:10-2(b) any insurance agreement under which an insurance business may be liable to satisfy:

Not applicable.

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By: Mark S. Lillie, P.C.

DATED: February 17, 2009

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NEW JERSEY DEPARTMENT OF ENVIRONMENTAL PROTECTION, THE COMMISSIONER OF THE NEW JERSEY DEPARTMENT OF ENVIRONMENTAL PROTECTION AND THE ADMINISTRATOR OF THE NEW JERSEY SPILL COMPENSATION FUND,	:	SUPERIOR COURT OF NEW JERSEY
	:	LAW DIVISION - ESSEX COUNTY
	:	
Plaintiffs,	:	DOCKET NO. ESX-L-9868-05
	:	
vs.	:	
	:	
	:	
OCCIDENTAL CHEMICAL CORPORATION, TIERRA SOLUTIONS, INC., MAXUS ENERGY CORPORATION, REPSOL YPF, S.A., YPF, S.A., YPF HOLDINGS, INC., and CLH HOLDINGS,	:	DEFENDANTS' SUPPLEMENTAL DISCLOSURES PURSUANT TO CASE MANAGEMENT ORDER III
	:	
Defendants.	:	

CERTIFICATE OF SERVICE

MARK S. LILLIE, in lieu of oath or affidavit, certifies and says:

1. I am an attorney-at-law and partner at the law firm of Kirkland & Ellis LLP, - counsel for Repsol YPF, S.A. ("Repsol") and YPF, S.A. ("YPF") in connection with the above-captioned matter.

2. I hereby certify that, on this date, copies of Repsol and YPF's Supplemental Disclosures were served upon the following counsel of record via e-mail and Federal Express:

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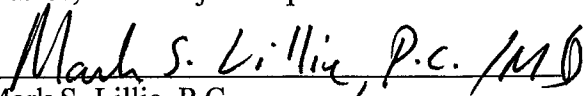
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I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.


Mark S. Lillie, P.C.

DATED: February 17, 2009