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*Attorneys for Defendants/Counterclaimants,
Tierra Solutions, Inc. and Maxus Energy Corporation*

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,

Plaintiffs,

vs.

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

Defendants/Counterclaimants.

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

CIVIL ACTION

: **CONSENT ORDER OF DISMISSAL**
: **OF CERTAIN COUNTERCLAIMS**
: **SUBJECT TO THE AGREED UPON**
: **PRESERVATION BY MAXUS AND**
: **TIERRA OF ANY AND ALL**
: **RIGHTS OF APPEAL AND REVIEW**
:

The Court having filed on May 11, 2011 an Order Granting in Part and Denying in Part Plaintiffs' and the State of New Jersey's "Motion to Dismiss Certain Counterclaims and All Third-Party Claims of Maxus Energy Corporation and Tierra Solutions, Inc.", and undersigned counsel for the parties having agreed that dismissal of certain additional Counterclaims is appropriate in light of the Court's May 11, 2011 Order in order to obviate the present need for certain additional motion practice, and the undersigned counsel having further agreed that notwithstanding this Consent Order of Dismissal it is specifically understood and agreed: (i) that any and all rights of appeal and review by Tierra Solutions, Inc. and Maxus Energy Corporation (collectively "Tierra/Maxus") of the dismissals hereby effected and/or the underlying May 11, 2011 Order are fully preserved; (ii) that the 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 (collectively "Plaintiffs") shall not raise or assert this Consent Order of Dismissal as a defense or bar to any such appeal or review sought by Tierra/Maxus; (iii) that Tierra/Maxus' right to reassert the dismissed claims in the event the May 11, 2011 Order is reversed or modified is specifically preserved; and (iv) that Plaintiffs' retain the right to file, or to seek leave to file (as may be allowed or required by the Rules or order(s) of the Court), further motions to dismiss or motions for summary judgment as to Counterclaims not dismissed herein or in the Court's May 11, 2011 Order, therefore:

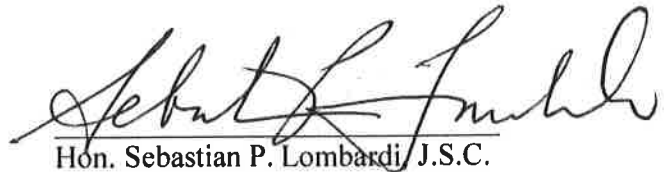
IT IS HEREBY ORDERED that:

1. Counterclaims II and IV are dismissed;
2. Counterclaims V, VI and VII are dismissed, except as to allegations relating to and potential relief arising from the Kearny South Treatment Plant; and

3. Any and all rights of appeal and review by Tierra/Maxus of the dismissals hereby effected and/or the underlying May 11, 2011 Order are fully preserved; Plaintiffs shall not raise or assert this Consent Order of Dismissal as a defense or bar to any such appeal or review sought by Tierra/Maxus; and Tierra/Maxus' right to reassert the dismissed claims in the event the May 11, 2011 Order is reversed or modified is specifically preserved.

4. Subject to all applicable Rules and orders of the Court, this Consent Order of Dismissal is without prejudice to Plaintiffs' right to file, or to seek leave to file, further motions to dismiss or motions for summary judgment as to Counterclaims not dismissed herein or in the Court's May 11, 2011 Order.

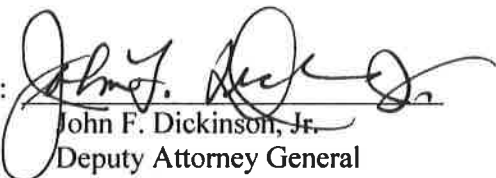
5. IT IS FURTHER ORDERED that a copy of this Consent Order of Dismissal shall be served by counsel for Plaintiffs on all other parties by posting on the CT Summation electronic platform.



Hon. Sebastian P. Lombardi J.S.C.

Consented to as to form, substance and entry:

MARC-PHILIP FERZAN
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Attorney for Plaintiffs

By: 
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October 13, 2011

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October 21, 2011

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