

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-

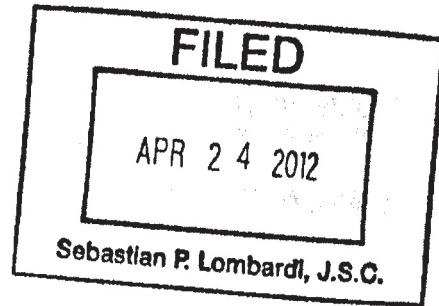
OCCIDENTAL CHEMICAL CORPORATION, TIERRA SOLUTIONS, INC., MAXUS ENERGY CORPORATION, MAXUS INTERNATIONAL ENERGY COMPANY, REPSOL YPF, S.A., YPF, S.A., YPF HOLDINGS, INC., YPF INTERNATIONAL, S.A. (f/k/a YPF INTERNATIONAL, LTD.) AND CLH HOLDINGS,

Defendants/Cross-claimants.

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

CIVIL ACTION

CONSENT ORDER ON RESERVATION OF PLAINTIFFS' NATURAL RESOURCE DAMAGES CLAIMS



THIS MATTER, having come before the Court by submission of Plaintiffs and Defendants reserving Plaintiffs' natural resource damages claim,

IT IS on this 24<sup>th</sup> day of April, 2012 ORDERED AS FOLLOWS:

THAT the Plaintiffs have timely raised the issue of reservation of their natural resource damages claim. Plaintiffs' Third Amended Complaint stated the following:

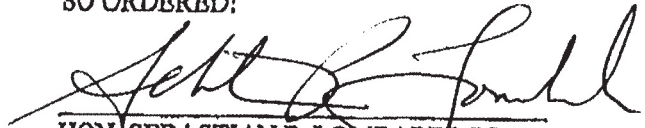
The State is not seeking, and this Complaint should not be characterized as asserting a claim for, natural resource damages, including the loss of use of the State's natural resources, although the State does seek the costs of an assessment of the natural resources damages or destroyed by Defendants' discharges. The State reserves the right to bring claims for natural resource damages for the Passaic River and/or other parts of the Newark Bay Complex in the future.

THAT any and all natural resource damages claims, other than the cost of a natural resource damage assessment, that the Plaintiffs may have against current Defendants that could be brought in this litigation, are hereby reserved during the pendency of, and after the conclusion of, this litigation.

**THIS ORDER** is without prejudice to the right of one or more of the Original Defendants to seek dismissal (with or without prejudice) of Plaintiffs' claim for natural resource damage assessment costs on any or all grounds, including, without limitation, the argument presented by Defendants Maxus Energy Corporation and Tierra Solutions, Inc., in their February 24, 2009 Brief in Response to Plaintiffs' [Previously Withdrawn] Motion to Reserve Natural Resource Damage Claims, to the effect that claims for natural resource damage assessment costs should be reserved along with the other natural resource damage claims.

**THIS ORDER** specifically recognizes the Court's prior order of the 15<sup>th</sup> day of December 2010, wherein all of Plaintiffs' potential claims against current Third-Party Defendants and future third- or fourth-party defendants, including claims for natural resource damages, were specifically ordered to be preserved under the entire controversy doctrine.

SO ORDERED:

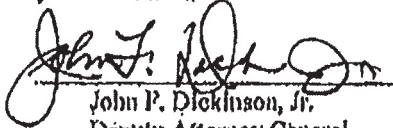


HON. SEBASTIAN P. LOMBARDI, J.S.C.

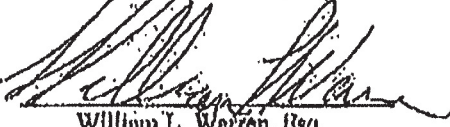
**SEBASTIAN P. LOMBARDI**

We hereby consent to the form and entry of the within order:


MARC-PHILIP PERZAN  
ACTING ATTORNEY GENERAL OF  
NEW JERSEY  
Attorneys for Plaintiffs

By:   
John P. Dickinson, Jr.  
Deputy Attorney General

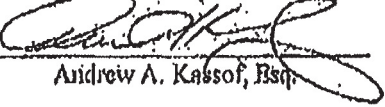
DRINKER BIDDLE & REATH LLP  
Attorneys for Defendants Maxus Energy  
Corporation and Xerox Solutions, Inc.

By:   
William L. Warren, Esq.

ARCHER & OREINER, P.C.  
Attorneys for Defendant Occidental Chemical  
Corporation

By:   
Robert T. Lohman, Esq.

KIRKLAND & ELLIS LLP  
Attorneys for Defendants Repsol YPF, S.A.,  
YPF, S.A., YPF Holdings, Inc., CLH Holdings,  
Inc., and YPF International, S.A.

By:   
Andrew A. Kassof, Esq.