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Wyeth, American Cyanamid Company
and Shulton, Inc.

NEW JERSEY DEPARTMENT OF
ENVIRONMENTAL PROTECTION, THE
COMMISSIONER OF THE NEW JERSEY
ENVIRONMENTAL PROTECTION AGENCY,
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,

MAXUS ENERGY CORPORATION and
TIERRA SOLUTIONS, INC.,

Third-Party Plaintiffs,

vs.

AMERICAN CYANAMID, et.al.

Third-Party Defendants.

SUPERIOR COURT OF NEW
JERSEY
LAW DIVISION: ESSEX COUNTY

DOCKET NO. L-9868-05 (PASR)

CIVIL ACTION

**WYETH, AMERICAN CYANAMID
CO. AND SHULTON, INC.'S
ANSWER TO THIRD-PARTY
COMPLAINT "D"**

WYETH'S ANSWER TO THIRD-PARTY COMPLAINT "D"

Third-Party Defendants American Cyanamid Company (now known as Wyeth Holdings Corporation), Wyeth (now known as Wyeth LLC), and Shulton, Inc., solely as to allegations in Third Party Complaint D related to the Clifton, NJ facility (collectively "Wyeth," except where it is noted that Wyeth is referred to only in its individual capacity), by and through their undersigned counsel, and in accordance with this Court's Case Management Order V, Section 9, entered April 16, 2009 ("CMO V"), hereby answer the Third-Party Complaint "D" by Defendants/Third-Party Plaintiffs Maxus Energy Corporation and Tierra Solutions, Inc. ("Third-Party Plaintiffs"), as follows:

GENERALLY

Wyeth denies each and every allegation contained in Third Party Complaint "D" that is not otherwise herein addressed, including, without limitation, any allegations concerning the relief sought in the First Count and the Second Count and all headings and titles used in Third-Party Complaint "D".

AS TO PROCEDURAL BACKGROUND

(Paragraphs 1 through 7)

1-7. Wyeth responds that the referenced pleadings speak for themselves. No response is required pursuant to CMO V.

AS TO FIRST COUNT

New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11.f.a.2(a)

8. Wyeth incorporates by reference as if fully set forth herein its responses and denials as asserted in Paragraphs 1 through 7 herein.

9-13. Wyeth is without knowledge or information sufficient to form a belief as to the truth of the matters stated in Paragraphs 9 through 13 with respect to other Third-Party

Defendants, and therefore denies the same. Wyeth denies the allegations of Paragraphs 9-13 with respect to Wyeth.

As to the Factual Allegations of the First Count

(Paragraphs 14 through 36)

14-36. The referenced pleadings speak for themselves. No response is required pursuant to CMO V.

37. The allegations of Paragraph 37 are denied, except that Wyeth admits that 697 Route 46 East, Clifton, New Jersey is adjacent to and may include, in part, Weasel Brook.

38. The allegations of Paragraph 38 are denied, except Wyeth admits that Wyeth (individually, and not collectively) is a foreign corporation with its principal place of business in Madison, New Jersey as of the time of service of the third-party complaint.

39. The allegations of Paragraph 39 are denied, except that Wyeth admits that a General Notice Letter was sent on February 14, 2006 by EPA alleging that Wyeth (individually, and not collectively) may be responsible for releasing or the threatened release of hazardous substances as defined by CERCLA into the Lower Passaic River Study Area.

40-41. The allegations of Paragraphs 40 and 41 are denied.

42-89. The referenced paragraphs speak for themselves. No response is required pursuant to CMO V.

AS TO THE SECOND COUNT

Statutory Contribution

90. Wyeth incorporates by reference as if fully set forth herein its responses and denials as asserted in Paragraphs 1 through 89.

91. Wyeth is without knowledge or information sufficient to form a belief as to the truth of the matters stated in Paragraph 91 with respect to other Third-Party Defendants. Wyeth denies the allegation of Paragraph 91 with respect to Wyeth.

FIRST AFFIRMATIVE DEFENSE

The Third-Party Complaint is barred in whole or in part as it fails to state a cause of action against Wyeth upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

Wyeth is not a discharger or a person in any way responsible for a discharge under N.J.S.A. 58:10-23 et seq. (“Spill Act”).

THIRD AFFIRMATIVE DEFENSE

The claims of Third-Party Plaintiffs are barred in whole or in part by the statutory defenses to liability provided by the Spill Act and the Water Pollution Control Act, N.J.S.A. 58:10A-1 et seq. (“WPCA”).

FOURTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs have no Spill Act claim against Wyeth because they have not cleaned up and/or removed a discharge of hazardous substances within the meaning of the Spill Act.

FIFTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs have no right of contribution against Wyeth under the WPCA.

SIXTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs’ claims are barred, in whole or in part, by the entire controversy doctrine.

SEVENTH AFFIRMATIVE DEFENSE

The Third-Party Complaint is barred, in whole or in part, because Third-Party Plaintiffs have failed to meet the procedural and/or substantive requirements entitling them to sue Wyeth under New Jersey's Environmental Rights Act, N.J.S.A. 2A:35A-1 *et seq.*

EIGHTH AFFIRMATIVE DEFENSE

Some or all of Third-Party Plaintiffs do not have standing to sue.

NINTH AFFIRMATIVE DEFENSE

Upon information and belief, Third-Party Plaintiffs are mere corporate shells who are periodically infused with cash or equivalent contributions by other corporate entities which money Third-Party Plaintiffs purport to use to address the environmental contamination at issue in this litigation. Consequently, the claims by Third-Party Plaintiffs are barred under the collateral source doctrine or its equitable equivalent.

TENTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs are not the real parties in interest for pursuit of the claims set forth in the Third-Party Complaint, nor are Third-Party Plaintiffs acting in the capacity of an executor, administrator, guardian of a person or property, trustee of an express trust, or a party with whom or in whose name a contract has been made for the benefit of another. Consequently, all claims are barred under R. 4:26-1 of the New Jersey Court Rules.

ELEVENTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs are mere volunteers for remediation of the environmental contamination for which they claim contribution and/or other relief from Wyeth. Consequently, the claims in the Third-Party Complaint are barred, in whole or in part.

TWELFTH AFFIRMATIVE DEFENSE

The claims brought by Third-Party Plaintiffs reflect damages that are wholly speculative, conjectural, unreasonable, excessive and/or arbitrary and capricious.

THIRTEENTH AFFIRMATIVE DEFENSE

Wyeth cannot be held liable for or be required to pay Third-Party Plaintiffs' damages or other claims based on actions or inactions by Wyeth that arise out of conduct lawfully undertaken in compliance with permits or other approvals issued by relevant government agencies, including the State of New Jersey and/or the United States and/or in compliance with applicable laws, regulations, rules, orders, ordinances, directives and common law, and other requirements of all foreign, federal, state and local government entities ("applicable Environmental Laws").

FOURTEENTH AFFIRMATIVE DEFENSE

At common law, Wyeth held, and still holds, a usufructuary interest allowing it, along with all other citizens, the reasonable use of assets held for the benefit of the public by the State of New Jersey under the Public Trust Doctrine. Wyeth has at all relevant times acted in accordance with its rights of reasonable use of publicly held assets. As a matter of law, Third-Party Plaintiffs' claims are derivative of, and cannot be any greater than, the claims that the State of New Jersey has or would have against Wyeth directly. As a result, the claims set forth in the Third-Party Complaint are barred, in whole or in part.

FIFTEENTH AFFIRMATIVE DEFENSE

The State of New Jersey is legally barred from asserting direct claims against Wyeth for the damages sought in its Amended Complaint. Consequently, all claims that are or may be derivative of the State of New Jersey's claims are barred as to Wyeth as well, including the claims set forth in the Third-Party Complaint.

SIXTEENTH AFFIRMATIVE DEFENSE

The Third-Party Complaint is barred and/or is constitutionally impermissible to the extent that it seeks to impose retroactive liability for acts that were previously authorized or condoned by law including applicable Environmental Laws.

SEVENTEENTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' Complaint is barred to the extent that it seeks relief for damages incurred prior to the effective date of the Spill Act.

EIGHTEENTH AFFIRMATIVE DEFENSE

At all relevant times, Wyeth complied with all applicable Environmental Laws, regulations, industry standards and ordinances, and otherwise conducted itself reasonably, prudently, in good faith, and with due care for the rights, safety and property of others.

NINETEENTH AFFIRMATIVE DEFENSE

The claims asserted against Wyeth in the Third-Party Complaint are barred because at all relevant times Wyeth exercised due care with respect to hazardous substances, if any, that may have been handled at the subject property or properties, took precautions against foreseeable acts or omissions of others and the consequences that could reasonably result from such acts or omissions, and because any release or threat of release of any hazardous substances, if any, and any costs or damages resulting therefrom, were caused solely by the negligence, acts or omissions of third parties over whom Wyeth had no control, whether by, in whole or part, contract or otherwise, or any duty to control, including without limitation the State of New Jersey and its agencies and officials, and the United States and its agencies and officials.

TWENTIETH AFFIRMATIVE DEFENSE

The claims set forth in the Third-Party Complaint are barred in whole or in part by the doctrine of preemption.

TWENTY-FIRST AFFIRMATIVE DEFENSE

Third-Party Plaintiffs suffered no losses or injuries that were proximately caused by Wyeth.

TWENTY-SECOND AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims against Wyeth are barred, in whole or in part, by the applicable Statute of Limitations, Statute of Repose, and/or the equitable doctrines of laches and estoppel.

TWENTY-THIRD AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred in whole or in part by the doctrines of accord and satisfaction, waiver, consent, estoppel, release and/or assumption of risk.

TWENTY-FOURTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred, in whole or in part, by the doctrine of "coming to the nuisance."

TWENTY-FIFTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred, in whole or in part, by the "unclean hands" doctrine.

TWENTY-SIXTH AFFIRMATIVE DEFENSE

The claims for equitable contribution under the Spill Act in the Third-Party Complaint are barred because: (1) equity will not compel action that is impossible of performance; (2) equity will not exceed the rights of parties existing at law; (3) equity will not consciously become an instrument of injustice; and/or (4) equity will not permit double satisfaction.

TWENTY-SEVENTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred, in whole or in part, by the doctrines of collateral estoppel, *res judicata*, and/or judicial estoppel including in connection with prior findings as to Third-Party Plaintiffs' intentional misconduct.

TWENTY-EIGHTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred because the relief sought against Wyeth, were it claimed directly by Plaintiffs, would amount to unlawful taxation.

TWENTY-NINTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims against Wyeth are subject to setoff and recoupment and therefore must be reduced accordingly.

THIRTIETH AFFIRMATIVE DEFENSE

Wyeth did not own or operate a "Major Facility" as defined by the Spill Act or the WPCA.

THIRTY-FIRST AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred, in whole or in part, by Third-Party Plaintiffs' failure to comply with the prerequisites to liability under the Spill Act including, without limitation to, Third-Party Plaintiffs' have not incurred costs authorized by the Spill Act and Third-Party Plaintiffs' have failed to direct cleanup and removal activities in accordance with the National Contingency Plan to the greatest extent possible.

THIRTY-SECOND AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred because neither they nor Plaintiffs have incurred "costs of restoration and replacement ... of any natural resources damaged or destroyed by a discharge" under the Spill Act.

THIRTY-THIRD AFFIRMATIVE DEFENSE

Third-Party Plaintiffs have failed to join necessary and indispensable parties needed for a just adjudication of the claims asserted in this action, in whose absence complete relief can not be afforded the existing parties pursuant to R. 4:28-1 of the New Jersey Court Rules. These necessary and indispensable parties include, without limitation, State of New Jersey agencies and instrumentalities, including without limitation the State trustees for tidelands, certain United States agencies and instrumentalities with liability under the Spill Act, and certain state and local governmental agencies located outside the boundaries of New Jersey, including the State of New York and its agencies and instrumentalities, all of whom are or may be separately liable for contamination allegedly located in the “Newark Bay Complex,” as defined in Plaintiffs’ Second Amended Complaint.

THIRTY-FOURTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs’ claims are not ripe for adjudication, inter alia, because Third-Party Plaintiffs have a joint liability to the Plaintiffs and have not paid and will not pay more than their fair or equitable share of the liability.

THIRTY-FIFTH AFFIRMATIVE DEFENSE

Wyeth denies that Third-Party Plaintiffs have suffered any harm whatsoever, but in the event that they did suffer any form of injury or damage cognizable under applicable Environmental Law, such injury was caused by the intervening acts, omissions, or superseding acts of persons or entities over whom Wyeth exercised no control and for whose conduct Wyeth was not responsible including, without limitation, unpermitted and storm event discharges from publically owned treatment works.

THIRTY-SIXTH AFFIRMATIVE DEFENSE

If Third-Party Plaintiffs sustained any injury or are entitled to any damages, such injury and damages were wholly, or in part, caused by Third-Party Plaintiffs' own acts or omissions, negligence, lack of due care and fault and/or that of Third-Party Plaintiffs' agents or employees. In the event that Third-Party Plaintiffs are found to have sustained any injury and are entitled to damages, Third-Party Plaintiffs' recovery against Wyeth, if any, must be reduced by the proportionate damages caused by the acts and conduct of Third-Party Plaintiffs and/or its agents or employees.

THIRTY-SEVENTH AFFIRMATIVE DEFENSE

Although Wyeth denies that it is liable for the contamination described in Third-Party Plaintiffs' Complaint, in the event it is found liable, Wyeth is entitled to an offset against any such liability on its part for the equitable share of the liability of any person or entity not joined as a defendant in this action that would be liable to Third-Party Plaintiffs.

THIRTY-EIGHTH AFFIRMATIVE DEFENSE

Under N.J.S.A. 2A:15-97, the amount of damages, if any, should be reduced by any amounts recovered from any other source.

THIRTY-NINTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred to the extent that the conduct of Wyeth alleged to give rise to liability in the Third-Party Complaint is the subject of a release, covenant not to sue, or has otherwise been excused by Plaintiffs, including, without limitation, through issuance of a no further action letter, consent order, settlement agreement or other applicable document, with or without inclusion of contribution protection, or through the Plaintiffs' allowance of any applicable Statute of Limitations or Statute of Repose to lapse.

FORTIETH AFFIRMATIVE DEFENSE

The disposal of waste, if any, which allegedly originated from Wyeth, was undertaken in accordance with the then state of the art, the then accepted industrial practice and technology, and the then prevailing legal requirements for which Wyeth cannot be found retroactively liable.

FORTY-FIRST AFFIRMATIVE DEFENSE

Any discharge that allegedly originated from Wyeth, was investigated and remediated by a licensed professional and under the direct oversight of state and/or federal agencies with the then state of the art, the then accepted industrial practice and technology, and the then prevailing requirements for which Wyeth cannot be found retroactively liable.

FORTY-SECOND AFFIRMATIVE DEFENSE

Third-Party Plaintiffs are not entitled to recover costs incurred for cleanup actions not undertaken in coordination or conjunction with federal agencies.

FORTY-THIRD AFFIRMATIVE DEFENSE

The damages or other relief that Third-Party Plaintiffs seek, if awarded, would result in unjust enrichment to the Third-Party Plaintiffs.

FORTY-FOURTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred due to its own conduct in unilaterally, and without notice to Wyeth, implementing clean-up plan(s) or taking other actions that resulted in the commingling of formerly divisible areas of environmental harm.

FORTY-FIFTH AFFIRMATIVE DEFENSE

Third-Party Defendants' liability to Third-Party Plaintiffs, if any, is limited to Spill Act and contribution claims and excludes any such claims which may properly be apportioned to

parties pursuant to *Burlington Northern and Santa Fe Railway Co., et al. v. United States, et al.*, 129 S. Ct. 1870 (2009), and other comparable decisional law.

FORTY-SIXTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs cannot assert contribution claims against Wyeth because the discharges for which the Plaintiffs are seeking relief are different from Wyeth's alleged discharges.

FORTY-SEVENTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs cannot seek contribution under the Joint Tortfeasors Contribution Law because Wyeth is not liable for “the same injury” caused by Third-Party Plaintiffs’ discharges and does not share a common liability to the State of New Jersey.

FORTY-EIGHTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs’ claims are barred to the extent they seek to hold Wyeth liable, in contribution, for any claims for which it would be a violation of public policy to hold Wyeth, including but not limited to punitive damages and penalties.

FORTY-NINTH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs’ claims are barred, in whole or in part, because no actions or inactions by Wyeth have resulted in any permanent impairment or damage to a natural resource.

FIFTIETH AFFIRMATIVE DEFENSE

Third-Party Plaintiffs claims for contribution, whether under the Spill Act or the New Jersey statutory provisions for contribution, are derivative of, and are therefore no greater than, Plaintiffs’ claims against Third-Party Plaintiffs. Consequently, Third-Party Plaintiffs’ claims against Wyeth are barred to the extent of any legal extinguishments of actual or potential claims by the Plaintiffs against Wyeth pertaining to the alleged environmental contamination

(including natural resource damage) of any site(s) alleged by Third-Party Plaintiffs to be the subject of their contribution claims against Wyeth. Examples of legal extinguishments that are or may be applicable to Wyeth include, with respect to each such site:

1. Any release or covenant not to sue granted by Plaintiffs to Wyeth;
2. Any settlement or other compromise between Plaintiffs and Wyeth;
3. Any expiration of the statute of limitations or statute of repose governing Plaintiffs' right to maintain a claim against Wyeth;
4. The issuance by Plaintiffs to Wyeth, directly or indirectly, of a "No Further Action" (a/k/a "NFA") determination and "Negative Declaration."

FIFTY-FIRST AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred because the relief sought against Wyeth, were it claimed directly by Plaintiffs, would amount to a "taking" of Wyeth's property in violation of its constitutional rights to due process and/or in violation of its rights under the Eminent Domain Act of 1971, N.J.S.A. 20:3-1 et seq.

FIFTY-SECOND AFFIRMATIVE DEFENSE

Third-Party Plaintiffs' claims are barred to the extent the relief sought by Third-Party Plaintiffs in the Complaint is at odds with Wyeth's responsibilities to conduct ongoing environmental cleanups under oversight of the Plaintiffs at any site(s) alleged by Third-Party Plaintiffs to be the subject of their contribution claims against Wyeth, thereby exposing Third-Party Defendant to inconsistent responsibilities, penalties and liabilities, and the possibility of paying twice for the same actions (i.e., double recovery).

FIFTY-THIRD AFFIRMATIVE DEFENSE

To the extent Wyeth has acted to conduct environmental cleanup at any site(s) alleged by Third-Party Plaintiffs to be the subject of their contribution claims against Wyeth, the

claims for equitable contribution under the Spill Act in the Third-Party Complaint are barred because equity will not compel action that has already being undertaken and/or is unnecessary.

FIFTY-FOURTH AFFIRMATIVE DEFENSE

Without admitting liability, Wyeth alleges that if it is found to have been engaged in any of the activities alleged in the Third-Party Complaint, such activities were *de minimis* and not the cause of any damages or other claims by Third-Party Plaintiffs.

FIFTY-FIFTH AFFIRMATIVE DEFENSE

Wyeth incorporates by reference any affirmative defense asserted by other parties in this action to the extent such affirmative defenses are defenses to Third-Party Plaintiffs' claims and do not impose liability on Wyeth.

FIFTY-SIXTH AFFIRMATIVE DEFENSE

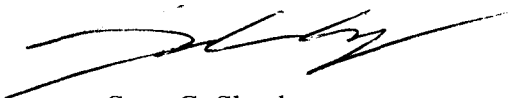
Wyeth reserves the right to assert and hereby invoke each and every Environmental Law defenses that may be available during the course of this action.

COUNTER-CLAIMS, CROSS CLAIMS AND THIRD/FOURTH PARTY CLAIMS

1. No such claims are required to be asserted at this time and are expressly reserved pursuant to CMO V.

WHEREFORE, Third-Party Defendant Wyeth respectfully requests that the Court enter an Order dismissing the Third-Party Complaint “D” with prejudice, and awarding costs, attorney fees and any other relief the Court deems just and proper.

Respectfully Submitted,



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*Attorneys for Third-Party Defendants
American Cyanamid Company (now
known as Wyeth Holdings Corporation),
Wyeth (now known as Wyeth LLC), and
Shulton, Inc., solely as to allegations in
Third Party Complaint D related to the
Clifton, NJ facility*

CERTIFICATION PURSUANT TO R. 4:5-1(b) (2)

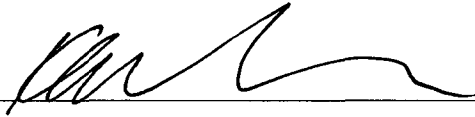
Pursuant to R. 4:5-1(b)(2), the undersigned hereby certifies that:

- (a) The matter in controversy is not the subject of any other action pending in any court or of a pending arbitration proceeding and no action or arbitration proceeding is contemplated by the undersigned; and
- (b) Since it is the legal position of the undersigned that the potential liability, if any, of a third-party defendant for the claims set forth in the Third-Party Complaint is several, only, there are no non-parties which should be joined in the action pursuant to R.4:28; but that
- (c) In the event the Court shall determine that the potential liability of a third-party defendant, if any, for the claims set forth in the Third-Party Complaint is in any respect joint and several (which is denied), then all or some of the non-parties listed on the October 20, 2009 posting by O'Melveny and Myers may constitute non-parties who should be joined in the action pursuant to R. 4:28; and
- (d) In either event, some or all of such non-parties are subject to joinder pursuant to R.4:29-1(b) because of potential liability to any party on the basis of the same transactional facts.
- (e) Further, listed below are certain additional non-parties known to the undersigned counsel:

Parkway Iron & Steel

Dated: November 19, 2009

HOLLAND & KNIGHT LLP

By: 

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*Attorneys for Third-Party Defendants American
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Attorneys for Third-Party Defendants
Wyeth, American Cyanamid Company
and Shulton, Inc.

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

Plaintiffs

v.

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

Defendants.

MAXUS ENERGY CORPORATION and
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Third-Party Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: ESSEX COUNTY

DOCKET NO. L-9868-05 (PASR)

CIVIL ACTION

**CERTIFICATE OF SERVICE ON
PARTIES THAT CONSENTED TO
ELECTRONIC SERVICE**

KATHERINE A. SKEELE, of full age, hereby certifies as follows:

I am an attorney employed by the firm of Holland & Knight LLP, counsel for
Third-Party Defendants American Cyanamid Company (now known as Wyeth Holdings
Corporation), Wyeth (now known as Wyeth LLC), and Shulton, Inc.

On November 19, 2009, I served via S-File a true and complete copy of the within ANSWER TO THIRD-PARTY COMPLAINT "D" and CERTIFICATION PURSUANT TO RULE 4:5-1(B)(2) upon the counsel of record for parties that have consented to electronic service.

Also on November 19, 2009, I served via U.S. mail a true and complete copy of the within ANSWER TO THIRD-PARTY COMPLAINT "D" and CERTIFICATION PURSUANT TO RULE 4:5-1(B)(2) upon the counsel of record for parties that have not consented to electronic service, as set forth on the attached counsel list.

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.


Katherine A. Skeele

Dated: November 19, 2009

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Third-Party Defendants for Regular Service as of October 13, 2009

NAMED THIRD-PARTY DEFENDANT	THIRD-PARTY COMPLAINT	NOTICE OF APPEARANCE: COUNSEL OF RECORD
3M Company	B	Donald J. Camerson, II Bressler, Amery & Ross, P.C. 325 Columbia Turnpike Florham Park, NJ 07932 973.660.4433 973.514.1660 - fax dcamerson@bressler.com
Alden-Leeds, Inc.	B	Joseph B. Fiorenzo Sokol, Behot & Fiorenzo 433 Hackensack, NJ 07601 201.488.1300 jbfioorenzo@sbflawfirm.com
Celanese Ltd.	B	Anthony J. Reitano Herold Law, PA 25 Independence Blvd. Warren, NJ 07059-6747 908.647.1022 908.647.7721 - fax areitano@heroldlaw.com
City of Clifton	A	Thomas M. Egan, Esq. Assistant Municipal Attorney City of Clifton Law Department 900 Clifton Avenue Clifton, NJ 07013 973.470.5817 973.470.5254 - fax tegan@cliftonnj.org
City of Orange	A	John P. McGovern Assistant City Attorney City of Orange Township 29 North Day St. Orange, NJ 07050 973.266.4197 973.674.2021 - fax jmcgovern@ci.orange.nj.us
Clean Earth of North Jersey, Inc.	B	Eric S. Aronson Greenberg Traurig, LLP 200 Park Avenue Florham Park, NJ 07932 973.360.7900 973.301.8410 - fax aronsone@gtlaw.com

Third-Party Defendants for Regular Service as of October 13, 2009

DiLorenzo Properties Company, L.P.	B	Steven R. Gray Water, McPherson, McNeill, P.C. 300 Lighting Way P.O. Box 1560 Secaucus, NJ 07096 201.863.4400 201.863.2866 - fax sgray@lawwmm.com
Dow Chemical Co.	D	Kenneth H. Mack Fox Rothschild LLP 997 Lenox Drive, Building Three Lawrenceville, NJ 08648 609.895.6631 609.896.1469 - fax kmack@foxrothschild.com
Fine Organics Corporation	B	Joe R. Caldwell Baker Botts L.L.P. 1299 Pennsylvania Ave. N.W. Washington, D.C. 20004-2400 202.639.7788 202.585.1074 - fax joe.caldwell@bakerbotts.com
Flexon Industries Corporation	B	Thomas Spiesman Porzio Bromberg & Newman, P.C. 100 Southgate Parkway Morristown, NJ 07962 973.889.4208 973.538.5146 – fax tspiesman@pbnlaw.com
Flint Group Incorporated	B	Donald J. Camerson, II Bressler, Amery & Ross, P.C. 325 Columbia Turnpike Florham Park, NJ 07932 973.660.4433 973.514.1660 - fax dcamerson@bressler.com
Houghton International Inc.	B	Robert A. White Morgan, Lewis & Bockius LLP 502 Carnegie Center Princeton, NJ 08540-6241 609.919.6600
Hudson Tool & Die Company, Inc.	B	Keith E. Lynott McCarter & English, LLP 100 Mulberry Street 4 Gateway Center Newark, NJ 07102 973.622.4444 973.624.7070 - fax klynott@mccarter.com

Third-Party Defendants for Regular Service as of October 13, 2009

Kochler-Bright Star, Inc.	B	Norman W. Spindel Lowenstein Sandler PC 65 Livingston Avenue Roseland, NJ 07068 973.597.2500 973.597.2515 - fax nspindel@lowenstein.com
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Metal Management Northeast, Inc.	B	Norman W. Spindel Lowenstein Sandler PC 65 Livingston Avenue Roseland, NJ 07068 973.597.2500 973.597.2515 - fax nspindel@lowenstein.com
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Precision Manufacturing Group, LLC	B	Bradley L. Mitchell Stevens & Lee 600 College Road East Suite 4400 Princeton, NJ 08540 609.987.6680 610.371.7928 - fax blm@stevenslee.com

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