

DAY PITNEY LLP

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ATTORNEYS FOR THIRD-PARTY DEFENDANTS,
ASHLAND INC. AND ITS WHOLLY OWNED SUBSIDIARY
ASHLAND INTERNATIONAL HOLDINGS, INC.

NEW JERSEY DEPARTMENT OF	:	SUPERIOR COURT OF NEW
ENVIRONMENTAL PROTECTION AND	:	JERSEY
THE ADMINISTRATOR OF THE NEW	:	LAW DIVISION: ESSEX COUNTY
JERSEY SPILL COMPENSATION FUND,	:	
	:	DOCKET NO. L-9868-05
PLAINTIFFS	:	
V.	:	
	:	CIVIL ACTION
OCCIDENTAL CHEMICAL	:	
CORPORATION, TIERRA SOLUTIONS,	:	CMO VIII THIRD-PARTY
INC., MAXUS ENERGY CORPORATION,	:	INITIAL DISCLOSURE BY
REPSOL YPF, S.A., YPF, S.A., YPF	:	ASHLAND INC. AND ITS WHOLLY
HOLDINGS, INC. AND CLH HOLDINGS,	:	OWNED SUBSIDIARY ASHLAND
INC.,	:	INTERNATIONAL HOLDINGS,
DEFENDANTS.	:	INC.
	:	
MAXUS ENERGY CORPORATION AND TIERRA	:	
SOLUTIONS,	:	
INC.,	:	
THIRD-PARTY PLAINTIFFS,	:	
	:	
VS.	:	
	:	
3M COMPANY, ET AL.,	:	
	:	
THIRD-PARTY DEFENDANTS.	:	
	:	

Third-Party Defendants Ashland Inc. and its wholly owned subsidiary Ashland International Holdings, Inc. ("Respondent" or "Ashland") by and for its Initial Disclosure in accordance with Case Management Order VIII provide the following specific information:

Reservations

1. Respondent reserves the right to object to the production of any documents or other information on any ground, including relevance and undue burden, and to assert any applicable privilege, including the attorney-client privilege, the work product doctrine, the common interest doctrine, and any other applicable privilege or protection. These disclosures are not intended to prejudice or waive any privileges or objections Respondent may have with respect to any outstanding or subsequent requests for discovery.

2. Respondent's investigation in this matter is continuing. Accordingly, it reserves the right to supplement, clarify, and revise these disclosures to the extent additional information becomes available or is obtained through discovery. Further, Respondent reserves the right to amend these disclosures to the extent the claims brought by or alleged against Respondent in this litigation are amended.

3. The time period covered by the allegations in the Plaintiffs' Second Amended Complaint is quite long and encompasses at least six decades. The geographic scope of the Second Amended Complaint is also quite broad, covering the 'Newark Bay Complex,' which spans the 'lower 17 miles of the Passaic River, Newark Bay, the lower reaches of the Hackensack River, the Arthur Kill, the Kill van Kull, and into adjacent waters and sediments.' Second Amended Complaint, ¶ 1. The scope of inquiry required by Plaintiffs and Third-Party Plaintiffs is accordingly quite broad and potentially burdensome. Respondent is therefore engaged in a continuing investigation and reserves the right to supplement and modify these disclosures.

Initial Disclosures

a. The name, address and telephone number, as may be known of each individual likely to have discoverable information, along with the subjects of that information, that relates to any alleged discharge or release of pollutants, contaminants and/or hazardous substances ("Pollutants") into the Newark Bay Complex (as these terms are defined in the Second Amended Complaint and the Third-Party Complaints) from the site(s) and/or properties with which the disclosing party is associated in the Third-Party Complaint ("Alleged Discharges");

Response

- 1) **Ashland Inc. (Drew Chemical Corporation Facility)**
1106 Harrison Avenue
Kearny, NJ

Defendants/third-party plaintiffs allege that the discharge and/or release of Pollutants at Ashland's manufacturing facility located on Harrison Avenue in Kearny, NJ (the "Drew facility") migrated from the Drew facility via the combined sewer collection

system(s) that discharged to the Passaic Valley Sewerage Commissioners ("PVSC") and/or into the Passaic River. Ashland denies that any Pollutants from the Drew facility migrated off-site and/or directly or indirectly impacted the Newark Bay Complex. Any discharge and/or release of Pollutants at the Drew facility remained on-site and/or were discharged to the PVSC. As such, Ashland does not have first hand knowledge of any individual with discoverable information that relates to any alleged discharge or release of Pollutants into the Newark Bay Complex.

Ashland is, however, in receipt of its alleged "nexus" documents from defendants/third-party plaintiffs that purport to contain evidence of a potential release to the PVSC and/or Passaic River. To the extent the alleged "nexus" documents are viewed by defendants/third-party plaintiffs as potential evidence of a direct or indirect release from the Drew facility to the Passaic River, Ashland submits that any individuals identified in the alleged "nexus" documents may possess information that could be responsive to this disclosure.

Ashland reserves its right to supplement and/or amend this disclosure should additional information become available.

2) Ashland Inc.
221 Foundry Street Facility
Newark, NJ

Defendants/third-Party Plaintiffs allege that the discharge and/or release of Pollutants at Ashland's former facility located on Foundry Street in Newark, NJ (the "Foundry Street facility") migrated from the former Foundry Street facility and into the Passaic River. Specifically, defendants/third-party plaintiffs allege that washings from the former Foundry Street facility entered the Roanoke Avenue storm sewer that ultimately discharged to the Passaic River. Ashland denies that any Pollutants from the former Foundry Street facility directly or indirectly impacted the Newark Bay Complex. Ashland does not have first hand knowledge of any individual with discoverable information that relates to any alleged discharge or release of Pollutants into the Newark Bay Complex.

Ashland is, however, in receipt of its alleged "nexus" documents from defendants/third-party plaintiffs that purport to contain evidence of a potential release(s) to the Roanoke Avenue storm sewer that allegedly discharged to the Passaic River. To the extent the alleged "nexus" documents are viewed by

defendants/third-party plaintiffs as potential evidence of a direct or indirect release from the former Foundry Street facility to the Passaic River, Ashland submits that any individuals identified in the alleged "nexus" documents may possess information that could be responsive to this disclosure.

Ashland reserves its right to supplement and/or amend this disclosure should additional information become available.

3) Ashland Inc.
400 Doremus Avenue Facility
Newark, NJ

Defendants/third-party plaintiffs allege that, during Ashland's ownership/operational period, discharge(s) and/or release(s) of Pollutants at Ashland's former Doremus Avenue facility located on Doremus Avenue in Newark, NJ (the "Doremus Avenue facility") migrated from the former Doremus Avenue facility and into the Passaic River and Newark Bay. Ashland denies that any Pollutants from the former Doremus Avenue facility migrated off-site and/or directly or indirectly impacted the Newark Bay Complex during its ownership/operational period. Any discharge and/or release of Pollutants at the former Doremus Avenue facility, which may have occurred during Ashland's ownership/operational period, remained on-site. As such, Ashland does not have first hand knowledge of any individual with discoverable information that relates to any alleged discharge or release of Pollutants into the Newark Bay Complex.

Ashland is, however, in receipt of its alleged "nexus" documents from defendants/third-party plaintiffs that purport to contain evidence of a potential release to the Passaic River and Newark Bay. To the extent the alleged "nexus" documents are viewed by defendants/third-party plaintiffs as potential evidence of a direct or indirect release from the former Doremus Avenue facility to the Passaic River or Newark Bay, Ashland submits that any individuals identified in the alleged "nexus" documents may possess information that could be responsive to this disclosure.

Ashland reserves its right to supplement and/or amend this disclosure should additional information become available.

b. The name, address and telephone number, as may be known, of each individual likely to have discoverable information that the disclosing party may use to support its claims or defenses (unless the use would be solely for impeachment);

Response

- 1) Ashland Inc. (Drew Chemical Corporation Facility)
1106 Harrison Avenue
Kearny, NJ

Name	Address	Phone Number
John Orłowski Xavier Santillian	Both individuals may be reached by contacting Ashland's outside counsel at Day Pitney LLP.	

- 2) Ashland Inc.
221 Foundry Street Facility
Newark, NJ

Ashland is continuing its internal investigation to identify individuals responsive to this request. Ashland shall supplement its response if/when additional information becomes available throughout the course of its investigation.

- 3) Ashland Inc.
400 Doremus Avenue Facility
Newark, NJ

Name	Address	Phone Number
Bob Sterrett Joe Rogers	Both individuals may be reached by contacting Ashland's outside counsel at Day Pitney LLP.	

Ashland reserves its right to supplement and/or amend this disclosure should additional information become available.

c. The name, address and telephone number, as may be known, of any and all past or present owners, lessees or operators at the site(s) and/or properties with which it is associated in the Third-Party Complaint and the dates of such ownership, lease or operation, as may be known;

Response

- 1) Ashland Inc. (Drew Chemical Corporation Facility)
1106 Harrison Avenue
Kearny, NJ

Ashland Inc.'s Drew Chemical Corporation facility located at 1106 Harrison Avenue, Kearny, NJ is comprised of two blocks (Block 282 & 283). Both blocks are currently owned and operated by Ashland Inc.

The ownership history for Block 282 / Lots 1 through 7 is as follows:

Name/Address/Phone	Site Address	Dates at Site: Ownership/Operator/Lease
Residential except Lot 1		1908-mid 1970's
Stanley Yukiewicz & Edward Sidlowski	Lot 1	1956-1962 (owner)
West Hudson Manufacturing Company	Lot 1	1962-1970 (owner)
New King Trucking Corp.	Lots 1, 2, 3, 4 & 7	mid 1970's-1984 (owner)
F&J Realty Company	Lots 1, 2, 3, 4, & 7	1984-1993 (owner)
Ashland Inc.	Lots 1, 2, 3, 4, & 7	1993-present (owner)
Ashland Inc.	Lot 6	2000-present (owner)
Ashland Inc.	Lot 5	2008-present (owner)

The ownership history for Block 283 / Lots 1 through 5 is as follows:

Name/Address/Phone	Site Address	Dates at Site: Ownership/Operator/Lease
Harman Color Works	Lots 4 & 5	1938 - 1941 (owner)
Harman Color Works Chemical	Lots 4 & 5	1941 - 1950 (owner) Harman was purchased by American Home Products Corporation in the early 1940's but continued to operate under the name Harman
Sun Chemical	Lots 4 & 5	1966 - 1970 (owner)
Drew Chemical Corporation	Lots 4 & 5	1970 - 1981 (owner)
Drew Chemical Corporation	Lot 3	1973 - 1981 (owner)
Drew Chemical Corporation	Lots 1 & 2	1974 - 1981 (owner)
Drew Chemical Corporation	Lots 1, 2, 3, 4, & 5	1981-1990 (owner)
Ashland Chemical Inc.	Lots 1, 2, 3, 4, & 5	1990-1993 (owner)
Ashland Inc.	Lots 1, 2, 3, 4, & 5	1993 - present (owner)

Ashland is continuing its internal investigation to confirm ownership of Block 283 from 1950 to 1966. Ashland shall supplement its response if/when additional information becomes available throughout the course of its investigation.

- 2) Ashland Inc.
 221 Foundry Street Facility
 Newark, NJ

Name/Address/Phone	Site Address	Dates at Site: Ownership/Operator/Lease
Lasp Realty, Inc.	221 Foundry Street Newark, NJ	<p>1940-1968 (owner)</p> <p>1940's-1966: Chemical Solvents, Inc. leased property from Lasp Realty, Inc.</p> <p>April 1946: Lacquer Specialties Inc. conveyed Tract I to Lasp Realty, Inc.</p> <p>April 1946: Reilly Tar & Chemical conveyed Tract II to Lasp Realty</p> <p>May 1946: Central Land Company conveyed Tract III to Lasp Realty</p> <p>May 1946: Communipaw Central Land Company conveyed Tract IV to Lasp Realty</p> <p>May 1952: Communipaw Central Land Company conveyed Tracts V and VI to Lasp Realty</p> <p>June 1956: Communipaw Central Land Company conveyed Tracts VII to Lasp Realty</p> <p>June 1961: Central Ohio Railroad Company conveyed Tract VIII to Lasp Realty</p>

<p>Ashland Inc.</p>	<p>221 Foundry Street Newark, NJ</p>	<p>October 1964: First Manhattan Small Business Investment conveyed Tract IX to Lasp Realty</p> <p>December 1967: A portion of Tract VII was conveyed to the New Jersey Turnpike Authority</p> <p>1968-2003 (owner of all nine Tracts)</p> <p>In 1966 Ashland Oil and Refining acquired Chemical Solvents, Inc. including the 221 Foundry Street, NJ facility</p> <p>1968-1990 Ashland Chemical Company's Industrial Chemical & Solvents (IC&S) division operated at the Foundry Street facility.</p> <p>1992 the buildings and tank farms on the Foundry Street property were completely demolished.</p>
<p>Foundry Street Development LLC</p>	<p>221 Foundry Street Newark, NJ</p>	<p>2003 - present</p>

- 3) Ashland Inc.
 400 Doremus Avenue Facility
 Newark, NJ

In May 1967, Ashland Oil, Inc. acquired the Doremus Avenue facility from Archer-Daniels-Midland Company. In December 1978, Ashland Oil, Inc. sold the Doremus Avenue facility to Textron, Inc. Ashland submits the following, upon information belief, as to the ownership history at the Doremus Avenue facility:

Name/Address/Phone	Site Address	Dates at Site: Ownership/Operator/Lease
U.S. Industrial Chemical, Inc.	400 Doremus Avenue Newark, NJ	1943-1951 (owner)
National Distillers Products	400 Doremus Avenue Newark, NJ	1951-1954 (owner)
Archer-Daniels-Midland Co.	400 Doremus Avenue Newark, NJ	1954-1968 (owner)
Ashland Oil, Inc.	400 Doremus Avenue Newark, NJ	1967-1978 (owner)
Textron, Inc.	400 Doremus Avenue Newark, NJ	1979-1985 (owner)
NL Industries, Inc.	400 Doremus Avenue Newark, NJ	1985-1989 (owner)
Reichhold Chemicals, Inc.	400 Doremus Avenue Newark, NJ	1989-Present (owner)

Ashland reserves its right to supplement and/or amend this disclosure should additional information become available.

d. With respect to any individual identified pursuant to paragraph (a), (b) or (c) above, (or any other individual known to have material knowledge of an alleged discharge or release of a Pollutant at or from a site and/or property, or into the Newark Bay Complex), any known inability to testify due to age, infirmity, or incompetence within 12 months following the date of the Initial Disclosure;

Response

Ashland is presently unaware of any individual identified in paragraphs (a), (b) or (c) above (or any other individual) who may have material information/knowledge responsive to this request that may be unable to testify due to age, infirmity, or incompetence. Ashland reserves its right to supplement and/or amend this disclosure should additional information become available.

e. A description by category and location (or copy at the discretion of the Third-Party Defendant) of all documents or electronically stored information that the disclosing party has in its possession, custody, or control with respect to Alleged Discharges including disclosure of the extent to which such documents or electronically stored information may fall within the Excepted Information.

Response

See response to (a) above, which sets forth Ashland's position with respect to Alleged Discharges from the three (3) Ashland facilities. Ashland additionally provides the following list of categories of documents that may be relevant, may contain discoverable information and/or may be used in support of Ashland's claims and/or defenses in this matter.

- 1) Ashland Inc. (Drew Chemical Corporation Facility)
 1106 Harrison Avenue
 Kearny, NJ

Documents by Category	Location	Applicable Exception ¹
Technical/Environmental Remediation Documents	Ashland Inc. 5200 Blazer Pkwy. Dublin, OH 43017	See 1b & g. below.
Real Estate Documents	Some limited documentation may also be found at Day Pitney LLP 200 Campus Drive Florham Park, NJ.	
Engineering Documents		
Operational Documents		

¹ Applicable Exception Codes are as follows:

a. Information, ("Information"), including, but not limited to, environmental, chemical and/or biological testing of groundwater, surface water, soil or sediment (hereinafter "Sampling Information") contained in the nexus packages produced pursuant to paragraph 8 (e) of CMO V; and

b. Information previously produced to any branch, department, agency or instrumentality of the State of New Jersey including to the New Jersey Department of Environmental Protection ("NJDEP") or Information produced to any other governmental agency or entity whose responsibility it is to oversee environmental compliance in the Newark Bay Complex Area, including, but not limited to, the United States Environmental Protection Agency and the United States Army Corps of Engineers (hereinafter "Governmental Recipients");

c. Information produced to any Licensed Site Remediation Professional (hereinafter "LSRP") who is duly licensed by the State of New Jersey at the time of receipt of such Information where such disclosure of Information is intended to be used in connection with any remedial investigation or remedial action having an assigned case number in the NJDEP's NJEMS data system;

d. Sampling Information compiled with the expectation of being produced to a Governmental Recipient or an LSRP under Paragraphs 4(b) or 4(c) but which Sampling Information has not yet undergone quality assurance/quality control or similar analysis;

e. Information produced by a third-party defendant to any third-party plaintiff pursuant to the New Jersey Open Public Records Act or other freedom of information law or regulation;

f. Information previously produced to Defendants; and

g. Information that falls within the attorney-client privilege and/or the attorney work product privilege.

- 2) Ashland Inc.
 221 Foundry Street Facility
 Newark, NJ

Documents by Category	Location	Applicable Exception ²
Technical/Environmental Remediation Documents	Ashland Inc. 5200 Blazer Pkwy. Dublin, OH 43017	See 1b & g. below.
Limited Real Estate Documents	Some limited documentation may also be found at Day Pitney LLP 200 Campus Drive Florham Park, NJ.	

² Applicable Exception Codes are as follows:

a. Information, ("Information"), including, but not limited to, environmental, chemical and/or biological testing of groundwater, surface water, soil or sediment (hereinafter "Sampling Information") contained in the nexus packages produced pursuant to paragraph 8 (e) of CMO V; and

b. Information previously produced to any branch, department, agency or instrumentality of the State of New Jersey including to the New Jersey Department of Environmental Protection ("NJDEP") or Information produced to any other governmental agency or entity whose responsibility it is to oversee environmental compliance in the Newark Bay Complex Area, including, but not limited to, the United States Environmental Protection Agency and the United States Army Corps of Engineers (hereinafter "Governmental Recipients");

c. Information produced to any Licensed Site Remediation Professional (hereinafter "LSRP") who is duly licensed by the State of New Jersey at the time of receipt of such Information where such disclosure of Information is intended to be used in connection with any remedial investigation or remedial action having an assigned case number in the NJDEP's NJEMS data system;

d. Sampling Information compiled with the expectation of being produced to a Governmental Recipient or an LSRP under Paragraphs 4(b) or 4(c) but which Sampling Information has not yet undergone quality assurance/quality control or similar analysis;

e. Information produced by a third-party defendant to any third-party plaintiff pursuant to the New Jersey Open Public Records Act or other freedom of information law or regulation;

f. Information previously produced to Defendants; and

g. Information that falls within the attorney-client privilege and/or the attorney work product privilege.

- 3) Ashland Inc.
 400 Doremus Avenue Facility
 Newark, NJ

Documents by Category	Location	Applicable Exception ³
Technical/Environmental Remediation Documents	Ashland Inc. 5200 Blazer Pkwy. Dublin, OH 43017 Some limited documentation may also be found at Day Pitney LLP 200 Campus Drive Florham Park, NJ.	See 1b & g. below.

³ Applicable Exception Codes are as follows:

a. Information, ("Information"), including, but not limited to, environmental, chemical and/or biological testing of groundwater, surface water, soil or sediment (hereinafter "Sampling Information") contained in the nexus packages produced pursuant to paragraph 8 (e) of CMO V; and

b. Information previously produced to any branch, department, agency or instrumentality of the State of New Jersey including to the New Jersey Department of Environmental Protection ("NJDEP") or Information produced to any other governmental agency or entity whose responsibility it is to oversee environmental compliance in the Newark Bay Complex Area, including, but not limited to, the United States Environmental Protection Agency and the United States Army Corps of Engineers (hereinafter "Governmental Recipients");

c. Information produced to any Licensed Site Remediation Professional (hereinafter "LSRP") who is duly licensed by the State of New Jersey at the time of receipt of such Information where such disclosure of Information is intended to be used in connection with any remedial investigation or remedial action having an assigned case number in the NJDEP's NJEMS data system;

d. Sampling Information compiled with the expectation of being produced to a Governmental Recipient or an LSRP under Paragraphs 4(b) or 4(c) but which Sampling Information has not yet undergone quality assurance/quality control or similar analysis;

e. Information produced by a third-party defendant to any third-party plaintiff pursuant to the New Jersey Open Public Records Act or other freedom of information law or regulation;

f. Information previously produced to Defendants; and

g. Information that falls within the attorney-client privilege and/or the attorney work product privilege.

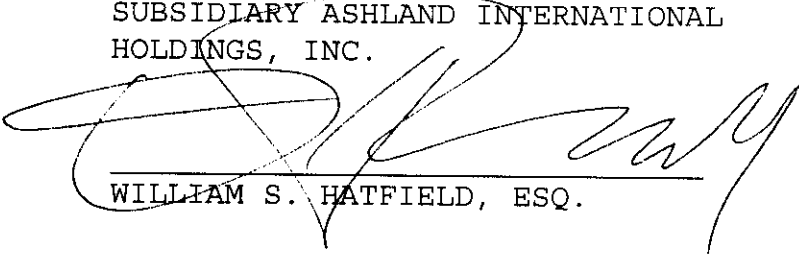
Ashland reserves its right to supplement and/or amend this disclosure should additional information become available.

Ashland's Initial Disclosures are made without prejudice to its right to change or supplement its responses, its right to assert privileges or objections with respect to any subsequent requests for discovery, and its right to introduce at trial additional evidence and documents as warranted by the development of the facts underlying this litigation.

DATED: MARCH 1, 2010

RESPECTFULLY SUBMITTED,

DAY PITNEY LLP
Attorney for Third-Party Defendant
ASHLAND INC. AND ITS WHOLLY OWNED
SUBSIDIARY ASHLAND INTERNATIONAL
HOLDINGS, INC.



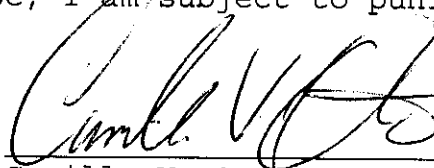
WILLIAM S. HATFIELD, ESQ.

CERTIFICATION OF SERVICE

I, CAMILLE V. OTERO, an attorney at law of the State of New Jersey, do hereby state upon my oath that I served the Initial Disclosures on behalf of third-party defendants Ashland Inc. and its wholly owned subsidiary, Ashland International Holdings, Inc. electronically via posting on Sfile upon all parties which have consented to service by posting, and upon the attached list of counsel of record by depositing the same with the United States Postal Service.

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

Dated: March 1, 2010



Camille V. Otero
Attorney for Third-Party Defendants
Ashland Inc. and its wholly owned
subsidiary, Ashland International
Holdings, Inc.

Third-Party Defendants for Regular Service as of February 21, 2010

NAMED THIRD-PARTY DEFENDANT	THIRD-PARTY COMPLAINT	NOTICE OF APPEARANCE: COUNSEL OF RECORD
Borough of Hasbrouck Heights	A	Richard J. Dewland Coffey & Associates 465 South Steet Morristown, NJ 07960 973.539.4500 rjd@coffeylaw.com
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
Passaic Pioneers Properties Company	B	John A. Daniels Daniels & Daniels LLC 6812 Park Ave. Guttenberg, NJ 07093 202.868.1868 201.868.2122 - fax jad1903@gmail.com
Township of Hillside	A	Christine M. Burgess Township Attorney Hillside Township Municipal Bldg. 1409 Liberty Ave. Hillside, NJ 07205 973.926.3000 973.926.9232 - fax
Township of Irvington	A	Gustavo Garcia Municipal Attorney Township of Irvington Irvington Municipal Building Civic Square Irvington, NJ 07111 973.399.6637 973.399.6723 - fax