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February 5, 2010

VIA ELECTRONIC SERVICE & REGULAR MAIL

All Counsel of Record Consenting to Electronic Service

All Counsel of Record via Regular Mail as per the Attached January 5, 2010 Service List

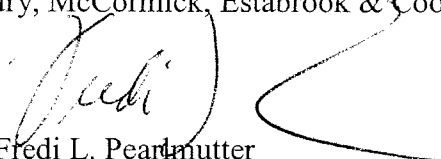
Re: New Jersey Department of Environmental Protection, et al. v. Occidental
Chemical Corporation, et al. v. 3M Company et al.
Docket No.: ESX-L-009868-05 (PASR)

Dear Counsel:

This firm represents Conopco, Inc. in the above-referenced matter. Pursuant to Case Management Order VIII, dated August 11, 2009, enclosed please find Conopco, Inc.'s Initial Disclosure.

Very truly yours,

Lindabury, McCormick, Estabrook & Cooper, P.C.


Fred L. Pearlmutter

FLP:las
Enclosures

Lindabury, McCormick, Estabrook & Cooper, P.C.
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(908) 233-6800
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Attorneys for Third-Party Defendant Conopco, Inc.

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
	:	
	:	DOCKET NO. L-9868-05 (PASR)
	:	
Plaintiffs	:	
v.	:	CIVIL ACTION
	:	
OCCIDENTAL CHEMICAL CORPORATION, TIERRA SOLUTIONS, INC., MAXUS ENERGY CORPORATION, REPSOL YPF, S.A., YPF, S.A., YPF HOLDINGS, INC. and CLH HOLDINGS, INC.,	:	INITIAL DISCLOSURE OF CONOPCO, INC. PURSUANT TO CMO VIII
	:	
Defendants.	:	
	:	
MAXUS ENERGY CORPORATION and TIERRA SOLUTIONS, INC.,	:	
	:	
Third-Party Plaintiffs,	:	
	:	
vs.	:	
	:	
3M COMPANY, <i>et al.</i> ,	:	
	:	
Third-Party Defendants.	:	

Conopco, Inc., (“Conopco”), by way of its Initial Disclosure in accordance with Case Management Order V and paragraph number 3 of Case Management Order VIII, provides the following specific information:

Reservations

1. Conopco 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 Conopco may have with respect to any outstanding or subsequent requests for discovery.

2. Conopco'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, Conopco reserves the right to amend these disclosures to the extent the claims brought by or alleged against Conopco 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." See Second Amended Complaint, ¶ 1. The scope of inquiry required by Plaintiffs and Third-Party Defendants is accordingly quite broad and potentially burdensome. Conopco 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:

Conopco objects to this request to the extent that it assumes or concludes that there was an “alleged discharge or release of pollutants, contaminants, and/or hazardous substances” to the Newark Bay Complex from the sites with which Conopco or its alleged predecessors in interest are associated in Third-Party Complaint B. Conopco further objects to this request on the grounds that the term “associated” is vague and ambiguous and susceptible to numerous interpretations. Conopco further objects to this request on the grounds that it never owned or operated the Bayonne Barrel and Drum Site (as the term “Bayonne Barrel and Drum Site” is defined in Third-Party Complaint B) and therefore does not have any personal knowledge of the information sought in this request. Subject to and without waiving the foregoing objections and the Reservations stated above, the individuals listed below are likely to have information in connection with the Bayonne Barrel and Drum Site and the investigation of the site located at 540 New York Avenue in Lyndhurst, NJ (the “Lyndhurst Site”; which site formed the basis for Conopco’s alleged nexus to, and involvement with, the Lower Passaic River Study Area Cooperating Parties Group (see, paragraph 15, Third-Party Complaint B)). Conopco reserves the right to supplement or amend its response if any other relevant non-privileged information becomes available to Conopco during the litigation.

Name/Address/Phone	Subject
Andrew Shakalis, Esq. - contact through counsel. Associate General Counsel-Environmental & Safety of Unilever	Bayonne Barrel and Drum Lyndhurst Site
Gerald A. Zambrella - contact through counsel Environmental Consultant-Langan Engineering & Environmental Services	Lyndhurst Site
Daniel M. Steinway, Esq. – contact through counsel Outside Attorney from Baker Botts, LLP	Representation in connection with Bayonne Barrel and Drum Site

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:

Conopco objects to this request to the extent that it assumes or concludes that there was an “alleged discharge or release of pollutants, contaminants, and/or hazardous substances” to the Newark Bay Complex from the sites with which Conopco or its alleged predecessors in interest are associated in Third-Party Complaint B. Conopco further objects to this request on the grounds that the term “associated” is vague and ambiguous and susceptible to numerous interpretations. Conopco further objects to this request on the grounds that it never owned or operated the Bayonne Barrel and Drum Site (as the term “Bayonne Barrel and Drum Site” is defined in Third-Party Complaint B) and therefore does not have any personal knowledge of the information sought in this request. Subject to and without waiving the foregoing objections and the Reservations stated above, Conopco provides the following information and reserves the right to supplement or amend its response if any other relevant non-privileged information becomes available to Conopco during the litigation.

Name/Address/Phone	Subject
Andrew Shakalis, Esq. - contact through counsel. Associate General Counsel-Environmental & Safety of Unilever	Bayonne Barrel and Drum Lyndhurst Site
Gerald A. Zambrella - contact through counsel Environmental Consultant-Langan Engineering & Environmental Services	Lyndhurst Site
Daniel M. Steinway, Esq. – contact through counsel Outside Attorney from Baker Botts LLP	Representation in connection with Bayonne Barrel and Drum Site

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:

Conopco objects to this request on the grounds that the term “associated” is vague and ambiguous and susceptible to numerous interpretations. Conopco further objects to this request on the grounds that it never owned or operated the Bayonne Barrel and Drum Site (as the term “Bayonne Barrel and Drum Site” is defined in Third-Party Complaint B) and therefore does not have any personal knowledge of the information sought in this request. Subject to and without waiving the foregoing objections and the Reservations stated above and upon information and belief, Conopco provides the following information with respect to the Lyndhurst Site. As of September 30, 2001, Conopco is the successor in interest to CPC International, Inc. Penick Corporation, a former subsidiary of CPC International, Inc. , formerly operated at the Lyndhurst Site. Upon information and belief, the Penick Corporation sold the Lyndhurst Site in 1986. Conopco reserves the right to supplement or amend its response if any other relevant non-privileged information becomes available to Conopco during the litigation.

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 incompetency within 12 months following the date of the Initial Disclosure:

Response:

Conopco objects to this request to the extent that it assumes or concludes that there was an “alleged discharge or release of pollutants, contaminants, and/or hazardous substances” to the Newark Bay Complex from the sites with which Conopco or its alleged predecessors in interest are associated in Third-Party Complaint B. Conopco further objects to this request on the grounds that the term “associated” is vague and ambiguous and susceptible to numerous interpretations. Conopco further objects to this request on the grounds that it never owned or operated the Bayonne Barrel and Drum Site (as the term “Bayonne Barrel and Drum Site” is defined in Third-Party Complaint B) and therefore does not have any personal knowledge of the information sought in this request. Subject to and without waiving the foregoing objections and the Reservations stated above, Conopco has no knowledge of any physical and/or mental condition of the individuals listed in paragraph (a), (b) and (c) above that would make these individuals unable to testify within the next 12 months.

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:

Conopco objects to this request to the extent that it assumes or concludes that there was an “alleged discharge or release of pollutants, contaminants, and/or hazardous substances” to the

Newark Bay Complex from the sites with which Conopco or its alleged predecessors in interest are associated in Third-Party Complaint B. Conopco further objects to this request on the grounds that it never owned or operated the Bayonne Barrel and Drum Site (as the term “Bayonne Barrel and Drum Site” is defined in Third-Party Complaint B) and therefore does not have any personal knowledge of the information sought in this request. Subject to and without waiving these objections and the Reservations stated above, the documents identified below are likely to include discoverable information pertaining to the site investigation and limited operational history of the Lyndhurst Site. Conopco’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.

Documents by Category	Location	Applicable Exception¹
122(h) Settlement and associated documents	Copies reside with Andrew Shakalis, Esq. at Unilever's offices and outside storage	a, b, d, g
Nexus Package	Counsel's office, Additional copies may be found with Andrew Shakalis, Esq.	a, b
Environmental Reports pertaining to the Lyndhurst Site	Langan Engineering, Additional copies may be found with the NJDEP	b, d, g
Outside/Inside Counsel's legal files	Bakers Botts, LLP and outside storage; Copies reside with Andrew Shakalis at Unilever's offices	g

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;

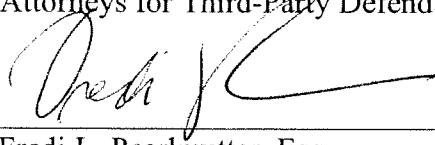
f. Information previously produced to Defendants; and

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

Dated: February 5, 2010

Respectfully submitted,

Lindabury, McCormick Estabrook & Cooper, P.C.
Attorneys for Third-Party Defendant Conopco, Inc.

A handwritten signature in black ink, appearing to read "Fredi L. Pearlmutt", written over a horizontal line.

Fredi L. Pearlmutt, Esq.

CERTIFICATION OF SERVICE

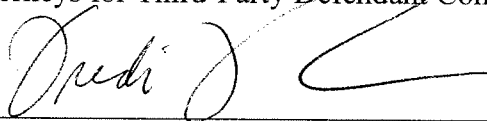
I, Fredi L. Pearlmutter, an Attorney at Law of the State of New Jersey, do hereby state upon my oath that the foregoing Initial Disclosure of Third-Party Defendant Conopco, Inc. was served electronically by posting on Sfile upon all parties which have consented to service by posting, and upon the attached 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: February 5, 2010

Respectfully submitted,

Lindabury, McCormick Estabrook & Cooper, P.C.
Attorneys for Third-Party Defendant Conopco, Inc.



Fredi L. Pearlmutter, Esq.

Third-Party Defendants for Regular Service as of January 5, 2010

NAMED THIRD-PARTY DEFENDANT	THIRD-PARTY COMPLAINT	NOTICE OF APPEARANCE: COUNSEL OF RECORD
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 aronson@gtlaw.com
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
Roman Asphalt Corporation	B	Michael V. Calabro Law Offices of Michael V. Calabro 466 Bloomfield Ave., Suite 200 Newark, NJ 07107 973.482.1085 973.482.7930 - fax michaelvcabro@verizon.net
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