

David A. Picon
Gail S. Port (Admitted Pro Hac Vice)
PROSKAUER ROSE LLP
1585 Broadway
New York, NY 10036-8299
Tel: 212.969.3000
Fax: 212.969.2900
ATTORNEYS FOR THIRD-PARTY DEFENDANT
TEVA PHARMACEUTICALS USA, 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
TIERRA SOLUTIONS,
INC.,

Third-Party Plaintiffs,

vs.

3M COMPANY, *et al.*,

Third-Party Defendants.

: SUPERIOR COURT OF NEW
: JERSEY
: LAW DIVISION: ESSEX
: COUNTY

: DOCKET NO. L-9868-05 (PASR)

: CIVIL ACTION

: **INITIAL DISCLOSURE BY**
: **THIRD-PARTY DEFENDANT**
: **TEVA PHARMACEUTICALS**
: **USA, INC. PURSUANT TO CMO**
: **V AND CMO VIII**

Comes now Third-Party Defendant Teva Pharmaceuticals USA, Inc. (“Respondent”), and for its Initial Disclosure in accordance with Case Management Orders V and VIII provides 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, defense, doctrine or protection. These disclosures are not intended to prejudice or waive any privilege, defense, doctrine or protection Respondent may have with respect to these Initial Disclosures or any outstanding or subsequent requests for discovery.

2. Respondent’s investigation in this matter is continuing. Accordingly, the disclosures below are based upon information reasonably available to Respondent as of the date hereof and do not purport to identify every witness or document possibly relevant to this case. Respondent reserves the right to supplement, clarify, revise and modify these disclosures to the extent additional information becomes available or is obtained based upon subsequently filed pleadings, other submissions and/or further investigation and discovery in this matter. Respondent further 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 very lengthy, encompassing 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 Defendants is accordingly quite broad and potentially burdensome. Respondent is therefore engaged in a continuing investigation and reserves the right to supplement, amend, revise 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 “B” (“Alleged Discharges”);

Response

Respondent denies that there have been any Alleged Discharges for which it has an obligation to make an Initial Disclosure. Respondent specifically denies that there is any person with knowledge of any Alleged Discharges or documents concerning any Alleged Discharges relating to the allegations asserted against Respondent in Third-Party Complaint “B”. Subject to the objections stated herein and the Reservations stated above, Respondent is identifying persons and documents that pertain to, among other things, certain events alleged in Third-Party Complaint “B” to have occurred at Respondent’s former facilities located at 12 Industrial Park and 140 Hopper Avenue in Waldwick, Bergen County, New Jersey (collectively, the “Site”). The identification of such persons and documents is not an admission that such persons have, or that such

documents contain, information relating to any Alleged Discharges. By disclosing the individuals below, Respondent does not waive any applicable privileges, doctrines, defenses or protections concerning these individuals or entities with which they are or were associated. In addition, Respondent responds that many people, contractors and consultants worked at the Site over the years. Based on the breadth and ambiguity of Third-Party Plaintiffs' claims and allegations, Respondent is unable to identify each and every individual or entity who or which may have relevant knowledge of this matter without more specific information from Third-Party Plaintiffs regarding the nature and basis of their claims.

In addition to the names provided below, Respondent is in receipt of alleged "nexus" documents from Third-Party Plaintiffs. To the extent these documents are viewed as potential evidence of an Alleged Discharge at the Site into the Newark Bay Complex, Respondent responds that any of the individuals named in the "nexus" documents may have discoverable information.

Respondent requests that notice be provided to the undersigned counsel before any of the individuals or entities listed below are contacted in this matter.

Name/Address/Phone	Subject
AMEC Earth & Environmental, Inc. ¹ 285 Davidson Avenue Somerset, NJ 08873	ISRA
Moe R. Amirsoleymani ² Laboratory Resources Inc. Teterboro Division 100 Hollister Road Teterboro, NJ 07608 201.288.3700	Laboratory analysis
Olin Braids	Groundwater investigation

¹ The name and contact information for a specific individual at this company was not available.

² The information provided reflects the last known address and/or phone number for this individual or entity.

Gannett Fleming Suite 150 Westlake Corp. Ctr. 9119 Corporate Lake Drive Tampa, FL 33634-6323 (813) 882-4366	and remediation
Bruce Bright Unknown	General information about former plant operations, including environmental matters
John Cirello ³ Princeton Aqua Science 789 Jersey Avenue New Brunswick, NJ 08902 201.846.8800	Groundwater investigation
Dennis Colten Geraghty & Miller, Inc. ⁴ 516.391.5236	Groundwater investigation and remediation
Thomas Danahy Geraghty & Miller, Inc. ⁴ 201 West Passaic Street Rochelle Park, NJ 07662 201.909.0700	Groundwater investigation and remediation
Vince DeCandia c/o Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 212.969.3243	General information about former plant operations
Mark Foley ⁵ WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873 732.564.0888	ISRA closure and groundwater investigation and remediation
Fred Furman ² Pfizer 973.526.8220	General information about former plant operations, including environmental

³ We understand that Princeton Aqua Science is now known as IT Corporation. We have not confirmed whether the referenced individual still works with the company or whether the address and/or phone number provided is still accurate.

⁴ We understand that Geraghty & Miller is now known as ARCADIS Geraghty & Miller; However, we have not confirmed whether the referenced individual still works with the company or whether the address and/or phone number provided is still accurate.

⁵ The listed individual was a project manager for Respondent for the ISRA case at the Site. During that time, Mr. Foley was employed at Eder Associates (1996 to 1999), Environmental Strategies Corporation (1999 to 2004), TRC Raviv Associates (2004), and is currently employed at WSP Environment + Energy. Other individuals employed at the aforementioned consulting firms may have relevant information in connection with the ISRA work conducted at the Site.

	matters
Carol Graff ² Eder Associates 413 Riverview Executive Park Trenton, NJ 08611 609-695-1050	ISRA closure and groundwater investigation and remediation
Alphonse Inserra New Jersey Department of Environmental Protection Bureau of Environmental Evaluation Cleanup and Responsibility Assessment 401 East State Street Trenton, NJ 08625 609.633.1414	ISRA closure
Greg Isbrecht ² New Jersey Department of Environmental Protection Division of Water Resources Pollution Control Monitoring Passaic-Hackensack Basin 1100 Raymond Blvd. – Room 510 Newark, NJ 07102	Information regarding environmental matters, including investigation and monitoring
Vidyut Jhaveri ² 910.270.9272	Groundwater remediation
Melvin Kaufman 732.549.7006	General information about former plant operations
Peter Lynch, Chief ² New Jersey Department of Environmental Protection Office of Coastal and Land Use Compliance and Enforcement 401 East State Street, Floor 4 PO Box 422 Trenton, NJ 08625-0422 609.984-4587	Environmental investigation, monitoring and remediation
Douglas MacCallum Geraghty & Miller, Inc. ⁴ North Shore Atrium 6800 Jericho Turnpike Syosset, NY 11791 516.921.6060	Groundwater investigation and remediation
Alfred Mazzacca ² 910.270.9272	Information about former plant operations and groundwater investigation and remediation
W.E. McCracken ³	Groundwater investigation

Princeton Aqua Science 789 Jersey Avenue New Brunswick, NJ 08902 201.846.8800	
Bruce McLellan Geraghty & Miller, Inc. ⁴	Groundwater investigation and remediation
George Morabito c/o Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 212.969.3243	General information about former plant operations
Kyriacos Pierides ² Eder Associates 480 Forest Avenue P.O. Box 707 Locust Valley, NY 11560-0707 516.671.8440	Groundwater investigation and remediation
John Potenza Geraghty & Miller, Inc. ⁴ 201 West Passaic Street Rochelle Park, NJ 07662 201.909.0700	Groundwater investigation and remediation
Vincent Pugliese, President ² Accutest Laboratories 2235 Route 130 Dayton, NJ 08810 732.329.0200	Laboratory analysis
Vito Rapisardi c/o Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 212.969.3243	General information about former plant operations, including environmental matters
R.L. Raymond ² Suntech, Inc. P.O. Box 1135 Marcus Hook, PA 19061 215.485.7400	Laboratory analysis
Jim Roumas ⁶ Northwest Bergen County Regional Health Department	Environmental investigation, monitoring and remediation
Paul H. Roux Roux Associates, Inc. 209 Shafter Street	Groundwater investigation and remediation

⁶ We have not confirmed whether this individual is still employed at the referenced agency. No further information for the referenced individual is available.

Islandia, NY 11749-5074 631.232.2600	
Albert Roy ³ Princeton Aqua Science 789 Jersey Avenue New Brunswick, NJ 08902 201.846.8800	Groundwater investigation
Beryl Snyder c/o Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 212.969.3243	General information about former plant operations, including environmental matters
Donna Southwick ² New Jersey Department of Environmental Protection Division of Water Resources CN-029 Trenton, NJ 08625 609.292.0424	Environmental investigation, monitoring and remediation
George Svokos c/o Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 212.969.3243	General information about former plant operations, including environmental matters
Moxon Tan ² New Jersey Department of Environmental Protection Division of Water Resources Pollution Control Monitoring Passaic-Hackensack Basin 1100 Raymond Blvd. – Room 510 Newark, NJ 07102	Information about environmental matters, including investigation and monitoring
James Taradesh ² Bergen County Department of Health Services 327 Ridgewood Avenue Paramus, NJ 07652-4895	Information about environmental matters

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

Third-party discovery is currently stayed in this action. Accordingly, Initial Disclosure (b) is premature. Respondent's investigation into individuals that may be responsive to Initial Disclosure (b) is continuing. This reservation notwithstanding, and subject to the same objections, Reservations and caveats set forth above, including without limitation that the requested Initial Disclosure seeks privileged information and/or attorney work product, individuals likely to have discoverable information that Respondent may use to support its claims or defenses may include one or more of the individuals listed in response to Initial Disclosure (a) above.

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

Name/Address/Phone	Site Address	Dates at Site: Ownership/Operator/Lease
George B. and Adele Smith	Portions of 140 Hopper and 12 Industrial Park Waldwick, New Jersey	February 7, 1917 to July 27, 1920
Daniel B. Smith and Margaretta Smith	Portions of 140 Hopper and 12 Industrial Park Waldwick, New Jersey	February 7, 1917 to December 18, 1920
Andrew B. Smith	140 Hopper and 12 Industrial Park Waldwick, New Jersey	December 18, 1920 to unknown
Elli Steinbuch (widow) et al.	140 Hopper and 12 Industrial Park Waldwick, New Jersey	unknown to January 25, 1938
Alan Investment	140 Hopper and 12 Industrial Park Waldwick, New Jersey	January 25, 1938 to unknown
Elizabeth S. Gunderson	140 Hopper and 12 Industrial Park Waldwick, New Jersey	unknown to November 20, 1962

Waldwick Industrial Park Paul and Antoinette Nigrito and F. William Koester and Margaret Koestner	140 Hopper and 12 Industrial Park Waldwick, New Jersey	November 20, 1962 to June 20, 1963
Paul and Antoinette Nigrito and F. William and Margaret Koestner	140 Hopper and 12 Industrial Park Waldwick, New Jersey	June 20, 1963 to January 11, 1972
Biocraft Laboratories, Inc.	140 Hopper and 12 Industrial Park Waldwick, New Jersey	January 11, 1972 to in or about June 1996
Teva Pharmaceuticals USA, Inc.	140 Hopper Avenue Waldwick, New Jersey	In or about June 1996 to September 17, 2002
Teva Pharmaceuticals USA, Inc.	12 Industrial Park Waldwick, New Jersey	In or about June 1996 to November 1, 2004
140 Hopper Avenue Associates, LLC	140 Hopper Avenue Waldwick, New Jersey	September 17, 2002 to unknown
140 Hopper Avenue Associates, LLC	12 Industrial Park Waldwick, New Jersey	November 1, 2004 to unknown

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

None known at this time.

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

Respondent objects to this request to the extent it assumes or concludes that there was any discharge or release of Pollutants into the Newark Bay Complex from the Site. Further, the mere fact that judicial or administrative proceedings have occurred to investigate and address potential environmental conditions at or from the Site does not

lead to the conclusion that any potential contaminants constitute Alleged Discharges. By identifying the categories of documents or electronically stored information listed below, Respondent does not waive any applicable privileges, doctrines, defenses or protections that apply to such documents or electronically stored information. Additionally, other categories of documents or electronically stored information that are not identified below may be potentially relevant, but are currently unknown to Respondent, such as documents or electronically stored information maintained by governmental officials and employees or former employees. Moreover, some or all of the documents or electronically stored information within the categories that are noted with an “*” may consist of information that falls within the category of Excepted Information.⁷

⁷ “Excepted Information” is defined in CMO VIII as including “the following documents or electronically stored information:

- 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.”

Documents by Category	Location
General compliance documentation, e.g., Community-Right-to-Know surveys, industrial pretreatment surveys, industrial wastewater self-monitoring reports, material safety data sheets, etc.*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873
New Jersey Industrial Site Recovery Act (ISRA) filings, including executed Remediation Agreement, self-guarantee, and drafts thereof*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873
Internal correspondence and communications regarding ISRA*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299
Administrative Orders and Consent Orders*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873
Correspondence and communications with or from outside counsel*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873
Correspondence and communications with or from governmental and regulatory agencies and authorities, including NJDEP, the Borough of Waldwick, and the Bergen County Department of Health Services*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873
Correspondence and	Proskauer Rose LLP

communications with or from consultants*	1585 Broadway New York, NY 10036-8299 WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873
Environmental permits, registrations and certifications*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873
Environmental reports, sampling plans and reports, presentations, maps, figures, laboratory documents, and drafts thereof*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299 WSP Environment & Energy 334 Elizabeth Avenue Somerset, NJ 08873 ⁸
Transactional and related agreements, schedules and exhibits, including drafts thereof*	Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299

* * *

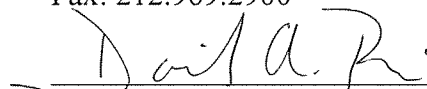
Respondent's Initial Disclosures are made without prejudice to Respondent's right to change or supplement its responses, its right to assert privileges, defenses, doctrines or protections with respect to any subsequent requests for discovery, and its right to introduce at trial additional evidence and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

⁸ It is possible that certain documents or copies of documents may also be found at the offices of the various laboratories and environmental consultants who conducted work in connection with the Site or on behalf of Respondent relating to the Site.

Dated: February 17, 2010

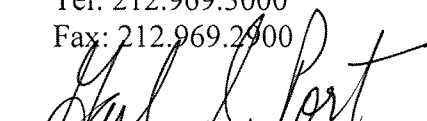
Respectfully submitted,

PROSKAUER ROSE LLP
Attorney for Third-Party Defendant
Teva Pharmaceuticals USA, Inc.
1585 Broadway
New York, NY 10036-8299
Tel: 212.969.3000
Fax: 212.969.2900



David A. Picon, Esq.

PROSKAUER ROSE LLP
Attorney for Third-Party Defendant
Teva Pharmaceuticals USA, Inc.
1585 Broadway
New York, NY 10036-8299
Tel: 212.969.3000
Fax: 212.969.2900



Gail S. Port, Esq. (Admitted Pro Hac Vice)

David A. Picon
PROSKAUER ROSE LLP
1585 BROADWAY
NEW YORK, NEW YORK 10036-8299
Tel: (212) 969-3000
Fax: (212) 969-2900

Gail S. Port (Admitted Pro Hac Vice)
PROSKAUER ROSE LLP
1585 BROADWAY
NEW YORK, NEW YORK 10036-8299
Tel: (212) 969-3000
Fax: (212) 969-2900

Attorneys for Third-Party Defendant Teva
Pharmaceuticals USA, Inc.

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

TIERRA SOLUTIONS, INC. and MAXUS
ENERGY CORPORATION,

Third-Party Plaintiffs,

v.

3M COMPANY, *et al.*,

Third-Party Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: ESSEX COUNTY

DOCKET NO. ESX-L-9868-05 (PASR)

CIVIL ACTION

**CERTIFICATE OF SERVICE OF TEVA
PHARMACEUTICALS USA, INC.'S
INITIAL DISCLOSURE**

I, Gail S. Port, hereby certify that Teva Pharmaceuticals USA, Inc.'s Initial Disclosure pursuant to Case Management Orders V and VIII was served: (1) electronically on all parties that have consented to service by posting on <https://njdepvocc.sfile.com/> on February 17, 2010; and (2) on the following parties by their counsel of record identified below, on February 17, 2010, via first class, regular mail:

City of Clifton
Thomas M. Egan, Esq.
Assistant Municipal Attorney
City of Clifton Law Department
900 Clifton Avenue
Clifton, NJ 07013

City of Orange Township
John P. McGovern
Assistant City Attorney
City of Orange Township
29 North Day St.
Orange, NJ 07050

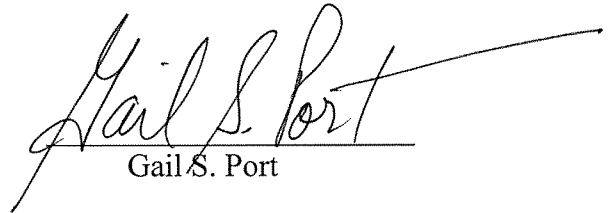
Clean Earth of New Jersey, Inc.
Eric S. Aronson, Esq.
Greenberg Traurig, LLP
200 Park Avenue
Florham Park, NJ 07932

Passaic Pioneers Properties Company
John A. Daniels, Esq.
Daniels & Daniels LLC
6812 Park Ave.
Guttenberg, NJ 07093

Roman Asphalt Corporation
Michael V. Calabro, Esq.
Law Offices of Michael V. Calabro
466 Bloomfield Ave., Suite 200
Newark, NJ 07107

Township of Irvington
Gustavo Garcia, Esq.
Municipal Attorney
Township of Irvington
Irvington Municipal Building
Civic Square
Irvington, NJ 07111

Date: February 17, 2010



Gail S. Port