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LINDABURY
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March 8, 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 February 21, 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 The Valspar Corporation (“Valspar”) in the above-referenced matter. Pursuant to Case Management Order VIII, dated August 11, 2009, enclosed please find Valspar’s First Amended Initial Disclosure.

Please note that Valspar has amended its Initial Disclosure in response to Initial Disclosure (c), except for the aforementioned changes all other responses remain the same. This First Amended Initial Disclosure supersedes and replaces all previously filed Initial Disclosures.

Very truly yours,

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



Fred L. Pearlmutter

FLP:mp
Enclosures

All Counsel of Record Consenting to Electronic Service
All Counsel of Record via Regular Mail as per the Attached February 21, 2010 Service List
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bcc: Sue Steinwall, Esq. (w/enclosures, via e-mail)
Tegan Conway (w/enclosures, via e-mail)

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

Lindabury, McCormick, Estabrook & Cooper, P.C.
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 Westfield, New Jersey 07091
 (908) 233-6800
 (908) 233-5078
 Attorneys for Third-Party Defendant The Valspar Corporation

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
	:	
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.,	:	FIRST AMENDED INITIAL DISCLOSURE OF THE VALSPAR CORPORATION 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.	:	

The Valspar Corporation, (“Valspar”), by way of its First Amended 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. Valspar 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 Valspar may have with respect to any outstanding or subsequent requests for discovery.

2. Valspar'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, Valspar reserves the right to amend these disclosures to the extent the claims brought by or alleged against Valspar 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. Valspar is therefore engaged in a continuing investigation and reserves the right to supplement and modify these disclosures.

First Amended 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:

Valspar 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 site with which Valspar or its alleged predecessors in interest are associated in Third-Party Complaint B. Valspar further objects to this request on the grounds that the term “associated” is vague and ambiguous and susceptible to numerous interpretations. Valspar further objects to this request on the grounds that it never owned or operated the Central Steel Drum Site (as the term “Central Steel 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 individual listed below is likely to have operational information regarding the Rocky Hill, Connecticut location. Valspar reserves the right to supplement or amend its response if any other relevant non-privileged information becomes available to Valspar during the litigation.

Name/Address/Phone	Subject
Alan Kisiel - contact through counsel.	Plant Manager (former employee of both Lilly Industries, Inc. and The Valspar Corporation)
Claudio Perfetti – contact through counsel.	Warehouse Supervisor (former employee of both Lilly Industries, Inc. and The Valspar Corporation)

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:

Valspar 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 site with which Valspar or its alleged predecessors in interest are associated in Third-Party Complaint B. Valspar further objects to this request on the grounds that the term “associated” is vague and ambiguous and susceptible to numerous interpretations. Valspar further objects to this request on the grounds that it never owned or operated the Central Steel Drum Site (as the term “Central Steel 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, Valspar states that its investigation is ongoing and reserves the right to identify witnesses at the appropriate time. Valspar reserves the right to supplement or amend its response if any other relevant non-privileged information becomes available to Valspar during the litigation.

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:

Valspar objects to this request on the grounds that the term “associated” is vague and ambiguous and susceptible to numerous interpretations. Valspar further objects to this request on the grounds that it never owned or operated the Central Steel Drum Site (as the term “Central Steel 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, Valspar provides the following information regarding the ownership history of the Rocky Hill, provides the following information regarding the ownership history of the Rocky Hill, Connecticut location.

Name/Address/Phone	Site Address	Dates at Site: Ownership/Operator/Lease
Chemcoat, Inc.	145 Dividend Road Rocky Hill, CT 06067	Unknown – July 1, 1960
The Dexter Corporation (a/k/a Inchem, Inc.; The Chemical Coatings Corporation)	145 Dividend Road Rocky Hill, CT 06067	July 1, 1960 – March 31, 1989
Guardsman Products, Inc. (acquired by Lilly Industries, Inc.)	145 Dividend Road Rocky Hill, CT 06067	March 31, 1989 – April 8, 1996
Lilly Industries, Inc. (acquired by The Valspar Corporation)	145 Dividend Road Rocky Hill, CT 06067	April 8, 1996 – 2000
Engineered Polymer Solutions, Inc. (wholly- owned subsidiary of The Valspar Corporation)	145 Dividend Road Rocky Hill, CT 06067	2001 – March 15, 2005
145 Dividend Road LLC	145 Dividend Road Rocky Hill, CT 06067	March 15, 2005 – June 2, 2009
Seven D. of Rocky Hill LP 145 Dividend Road Rocky Hill, CT 06067 860-278-7750	145 Dividend Road Rocky Hill, CT 06067	June 2, 2009 – Present

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 First Amended Initial Disclosure:

Response:

Valspar 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 site with which Valspar or its alleged predecessors in interest are associated in Third-Party Complaint B. Valspar further objects to this request on the grounds that the term “associated” is vague and ambiguous and susceptible to numerous interpretations. Valspar further objects to this request on the grounds that it never owned or operated the Central Steel Drum Site (as the term “Central Steel 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, Valspar has no knowledge of the physical and/or mental condition of the individuals listed above.

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:

Valspar 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 site with which Valspar or its alleged predecessors in interest are associated in Third-Party Complaint B. Valspar further objects to this request on the grounds

that it never owned or operated the Central Steel Drum Site (as the term “Central Steel 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 operational history of the Rocky Hill location. Valspar’s First Amended 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
Lilly Industries' responses to USEPA's 104(e) Information Requests as to the Central Steel & Drum Site	Respondent's Corporate Headquarters, Minneapolis, MN	a, b

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: March 8, 2010

Respectfully submitted,

Lindabury, McCormick Estabrook & Cooper, P.C.
Attorneys for Third-Party Defendant The Valspar
Corporation

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

Fredi L. Pearlmutter, Esq.

CERTIFICATION OF SERVICE

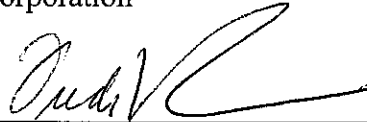
I, Fredi L. Pearlmutter, an Attorney at Law of the State of New Jersey, do hereby state upon my oath that the foregoing First Amended Initial Disclosure of Third-Party Defendant The Valspar Corporation was served electronically by posting on Sfile upon all parties which have consented to service by posting, 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: March 8, 2010

Respectfully submitted,

Lindabury, McCormick Estabrook & Cooper, P.C.
Attorneys for Third-Party Defendant The Valspar
Corporation



Fredi L. Pearlmutter, Esq.