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Attorneys for Third-Party Defendant,
Borden & Remington Corp.

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

Plaintiff,

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.

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

**DOCUMENT PRODUCTION AND
SUPPLEMENTAL DISCLOSURE OF
THIRD-PARTY DEFENDANT
BORDEN & REMINGTON CORP.**

Third-Party Defendant Borden & Remington Corp. (“Borden”) hereby provides its Document Production and Supplement to Initial Disclosure in accordance with Case Management Order (“CMO”) XII, entered June 28, 2010, and prior CMOs incorporated therein by reference and the January 31, 2011 Consent Order (“Consent Order”).

Reservations

1. Borden reserves the right to object to the production of any documents or other information on any ground, including relevance, over breadth, burden and ambiguity, and to assert any applicable privilege, including the attorney-client privilege, the work product doctrine, the common interest doctrine, confidentiality, trade secret, State and Federal Homeland Security confidentiality and any other applicable protection. These disclosures are not intended to prejudice or waive any privileges or objections Borden may have with respect to any outstanding or subsequent requests for discovery.
2. Borden’s investigation in this matter is continuing. Accordingly, it reserves the right to supplement, clarify, and revise these disclosures any time prior to trial to the extent additional information becomes available or is obtained through discovery. Further, Borden reserves the right to amend these disclosures to the extent the claims brought by or alleged against Borden in this litigation are amended.
3. Borden reserves its right to rely on any facts, documents or other evidence that may develop or come to Borden’s attention during the course of this matter. Borden’s responses are set forth herein without prejudice to its right to assert additional objections or supplement its responses should Borden discover additional grounds for doing so during the course of this matter.
4. “Documents,” excluding electronic e-mail and Electronically Stored Information, shall have the meaning set forth in this Court’s August 11, 2009 Order for Preservation of Documents
5. “Alleged Discharges” shall have the meaning set forth in CMO VIII, entered August 9, 2009.

6. "Sites," per CMO VIII, shall be defined as those site(s) or properties with which a Third-Party Defendant is associated in a Third-Party Complaint.
7. Document Production requirements set forth in CMO XII, paragraph 21 are read in concert with CMO VIII, paragraph 3 and CMO V, paragraph 8, incorporated by reference in CMO XII, paragraph 1, and the Consent Order. Borden responses relate to the Central Steel Drum Site, with which Borden is alleged to be associated in Third-Party Complaint "B." Borden is not producing the "Excepted Information," as defined in CMO VIII, consisting of the Central Steel Drum Site documents produced by Third Party Plaintiffs labeled TIERRA-B-002627 through TIERRA-B-002883 and TSI-AK-00020284 through TSI-AK-00023410, and its responses below are exclusive of such documents.
8. Borden makes its document production and these supplemental disclosures without waiver of, and with full reservation of rights with respect to, any arguments it may have regarding the interpretation of CMO XII, and other applicable Orders, and, specifically, those arguments relating to the scope, nature, timing and manner of production and disclosure.
9. Borden makes its document production and these supplemental disclosures without waiver of, and with full reservation of rights with respect to, any arguments it may have regarding the sufficiency of Third-Party Plaintiffs' production under CMO XII and/or the sufficiency of their production of "nexus" documents.

Production as to Paragraph 21(b) Requests

Copies of all non-privileged Documents other than electronic email discovery, that relate to

- i. the alleged discharge of any hazardous wastes, hazardous substances, pollutants or contaminants ("Hazardous Materials") to the Newark Bay Complex;

Response – Borden objects to this request on the grounds that it is vague and ambiguous. Moreover, Borden objects to this request to the extent that it assumes or concludes that a discharge of Hazardous Materials occurred from or at the Central Steel Drum Site, or related to any operations conducted thereon, for which Borden has any liability, responsibility

and/or obligation. While Borden does not believe that it has any documents even arguably within the scope of this request, and without in any way conceding their relevance or responsiveness, certain documents are being produced on a CD submitted herewith subject to the exceptions and objections described above and out of an abundance of caution.

- ii. the potential pathways and methods by which the Hazardous Materials have been released to the Newark Bay Complex, as well as the quantity, nature and toxicity of such Hazardous Materials;

Response - Borden objects to this request on the grounds that it is vague and ambiguous. Moreover, Borden objects to this request to the extent that it assumes or concludes that a discharge of Hazardous Materials occurred from or at the Central Steel Drum Site, or related to any operations conducted thereon, for which Borden has any liability, responsibility and/or obligation. While Borden does not believe that it has any documents even arguably within the scope of this request, and without in any way conceding their relevance or responsiveness, certain documents are being produced on a CD submitted herewith subject to the exceptions and objections described above and out of an abundance of caution.

- iii. other actions relating to properties or operations that may have adversely impacted the environmental condition of the Newark Bay Complex;

Response - Borden objects to this request on the grounds that it is vague and ambiguous. Moreover, Borden objects to this request to the extent that it assumes or concludes that a discharge of Hazardous Materials occurred from or at the Central Steel Drum Site, or related to any operations conducted thereon, for which Borden has any liability, responsibility and/or obligation. While Borden does not believe that it has any documents even arguably within the scope of this request, and without in any way conceding their relevance or responsiveness, certain documents are being produced on a CD submitted herewith subject to the exceptions and objections described above and out of an abundance of caution.

- iv. the costs and damages sought in connection with any alleged discharge of Hazardous Materials.

Response – To the best of its knowledge, Borden has no Documents in its possession, custody, or control with respect to the costs and damages sought in connection with any alleged discharge of Hazardous Materials. Borden notes that all crossclaims and counterclaims and Fourth-Party claims are stayed in the present action and, as such, it has made no such claim against parties in this action at this time.

Production as to Paragraph 21(c) Requests

1. A copy of all Documents relating to the following information for the site(s), properties and/or operations with which the Third-Party Defendant is associated in the Third-Party Complaints:

i. the release or discharge of Hazardous Materials from or at that Third Party Defendant's properties or operations;

Response - Borden objects to this request on the grounds that it is vague and ambiguous. Moreover, Borden objects to this request to the extent that it assumes or concludes that a discharge of Hazardous Materials occurred from or at the Central Steel Drum Site, or related to any operations conducted thereon, for which Borden has any liability, responsibility and/or obligation. While Borden does not believe that it has any documents even arguably within the scope of this request, and without in any way conceding their relevance or responsiveness, certain documents are being produced on a CD submitted herewith subject to the exceptions and objections described above and out of an abundance of caution.

ii. the operations, manufacturing and/or production processes, any Hazardous Materials stored or utilized on the property, and any sampling that took place on the property and any sampling or testing of the materials, by products or waste products used in connection therewith;

Response – Borden objects to this request on the grounds that it is vague and ambiguous. Moreover, Borden objects to this request to the extent that it assumes or concludes that a discharge of Hazardous Materials occurred from or at the Central Steel Drum Site, or related to any operations conducted thereon, for which Borden has any liability, responsibility and/or obligation. While Borden does not believe that it has any documents even arguably within the scope of this request, and without in any way conceding their relevance or

responsiveness, certain documents are being produced on a CD submitted herewith subject to the exceptions and objections described above and out of an abundance of caution.

iii. sampling results from environmental, chemical, or biological testing conducted at that Third Party Defendant's properties;

Response – Borden objects to this request on the grounds that it is vague and ambiguous. Moreover, Borden objects to this request to the extent that it assumes or concludes that a discharge of Hazardous Materials occurred from or at the Central Steel Drum Site, or related to any operations conducted thereon, for which Borden has any liability, responsibility and/or obligation. To the best of its knowledge, Borden has no Documents in its possession, custody, or control with respect to sampling results from environmental, chemical, or biological testing conducted at the Central Steel Drum Site, with which Borden is alleged to be associated in Third-Party Complaint “B.”

iv. any communications involving that Third-Party Defendant and any branch, department, agency or instrumentality of municipal, State or federal government relating to any discharges or releases of Hazardous Materials or this litigation.

Response - Borden objects to this request on the grounds that it is vague and ambiguous. Moreover, Borden objects to this request to the extent that it assumes or concludes that a discharge of Hazardous Materials occurred from or at the Central Steel Drum Site, or related to any operations conducted thereon, for which Borden has any liability, responsibility and/or obligation. While Borden does not believe that it has any documents even arguably within the scope of this request, and without in any way conceding their relevance or responsiveness, certain documents are being produced on a CD submitted herewith subject to the exceptions and objections described above and out of an abundance of caution.

2. Any Documents relating to any industrial waste containing Hazardous Materials that was transported to, processed or treated at, or discharged from any of the sites and/or properties with which a Third Party Defendant is associated in the Third Party Complaints.

Response - Borden objects to this request on the grounds that it is vague and ambiguous. Moreover, Borden objects to this request to the extent that it assumes or concludes that a discharge of Hazardous Materials occurred from or at the Central Steel Drum Site, or related

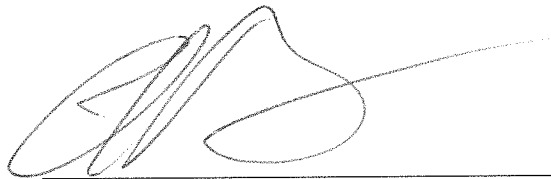
to any operations conducted thereon, for which Borden has any liability, responsibility and/or obligation. While Borden does not believe that it has any documents even arguably within the scope of this request, and without in any way conceding their relevance or responsiveness, certain documents are being produced on a CD submitted herewith subject to the exceptions and objections described above and out of an abundance of caution.

3. Any insurance or indemnity agreement under which another person or entity may be liable to satisfy all or part of a possible judgment in this action or to indemnify or reimburse for payments made to satisfy said judgment.

Response – To the best of its knowledge, Borden has no Documents in its possession, custody, or control with respect to any insurance or indemnity agreement under which another person or entity may be liable to satisfy all or part of a possible judgment in this action or to indemnify or reimburse for payments made to satisfy said judgment.

Attorneys for Third-Party Defendant

BORDEN & REMINGTON CORP.



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Dated: March 21, 2011

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CERTIFICATE OF SERVICE

I, Thomas A. Buonocore, hereby certify that the DOCUMENT PRODUCTION AND SUPPLEMENTAL DISCLOSURE OF THIRD-PARTY DEFENDANT BORDEN & REMINGTON CORP. was served electronically on all parties which have consented to service by posting on <https://cvg.ctsummation.com> on March 21, 2011.

The following counsel of record were served on March 21, 2011, via Federal Express (with CD enclosure):

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The following counsel of record were served on March 21, 2011, via first class, regular mail (with CD enclosure):

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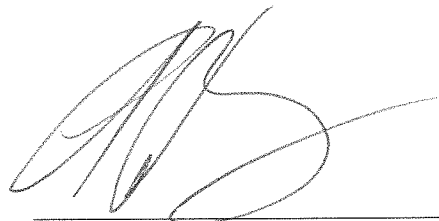
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The following counsel of record were served on March 21, 2011, via first class, regular mail (without CD enclosure):

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