

HIMELMAN, WERTHEIM & GELLER, LLC
1405 Route 18 South, Suite 201
Old Bridge, New Jersey 08857
Tel: (732) 679-4040
Fax: (732) 679-0511
Attorneys for Third-Party Defendant
Chemical Compounds, Inc.

**NEW JERSEY DEPARTMENT OF
ENVIRONMENTAL PROTECTION, THE
COMMISSIONER OF THE NEW JERSEY
DEPARTMENT OF ENVIRONMENTAL
PROTECTION and THE ADMINISTRATOR
OF THE NEW JERSEY SPILL
COMPENSATION FUND,**
Plaintiffs

v.

**OCCIDENTAL CHEMICAL
CORPORATION, TIERA SOLUTIONS,
INC., MAXUS ENERGY CORPORATION,
REPSOL YPF, S.A., YPF, S.A. YPF
HOLDINGS, INC. and CLH HOLDINGS,
INC.,**

Defendants,

and

**MAXUS ENERGY CORPORATION and
TIERA SOLUTIONS, INC.**
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

**DOCUMENT PRODUCTION AND
SUPPLEMENTAL THIRD-PARTY CMO
XII PARAGRAPH 21 DISCLOSURE OF
THIRD-PARTY DEFENDANT
CHEMICAL COMPOUNDS, INC.**

Third-Party Defendant Chemical Compounds, Inc. (hereinafter "Chemical Compounds") hereby provides is Supplement to Initial Disclosures pursuant to Case Management Order ("CMO") XII and prior CMOs incorporated therein by reference.

Reservations

1. Chemical Compounds reserves the right to object to the production of any documents or other information on any ground, including relevance, unreasonableness, undue burden, and to assert any applicable privilege, including attorney-client privilege, joint defense privilege, the work product doctrine, and to assert that any document or information is proprietary or otherwise confidential. The production of any documents or information does not waive, limit, or prejudice Chemical Compound's rights with regard to any outstanding or subsequent discovery requests.

2. Chemical Compound's investigation is continuing, and it reserves the rights to revise or supplement information and/or documents disclosed herein to the extent additional information and/or documents become available.

3. Chemical Compounds reserves the right to introduce at trial such additional documents and information as it shall deem necessary in connection with this litigation.

4. "Documents," excluding electronic e-mail and Electronically Stored Information, shall have the meaning set forth in the Court's August 11, 2009 Order for Preservation of Documents and Data.

5. "Alleged Discharges" shall have the meaning set forth in CMO VIII.

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 (as amended by the Amended Production Requirements) are read in concert with CMO VIII,

paragraph 3 and CMO V, paragraph 8, which are incorporated by reference into CMO XII. CMO VIII, *inter alia*, called for a listing of those documents to be produced by Third-Party Defendants with certain excepted categories, the “Excepted Information Categories.” The Amended Production Requirements are also answered with reference to the Alleged Discharges, as defined in CMO VIII, and include documents under the Excepted Information Categories except to the extent those documents are covered by a log that is appended hereto. To the extent requirements set forth in the Amended Production Requirements are repetitive, burdensome and/or unfairly place a duty of inquiry on Third-Party Defendants as to the Newark Bay Complex locations other than the Sites, disclosures herein are provided with reference to the Amended Production Requirements and CMO XII, paragraph 21(c) unless otherwise noted. With respect to the Amended Production Requirements as to CMO XII, paragraph 21(b), reference is made to information previously furnished by the JDG in connection with CMO V, paragraph 8.

8. Except as otherwise provided, documents subject to claims of privilege, work product, or confidentiality, will be detailed in a log that is attached hereto, in accordance with the August 11, 2009 “Agreed Order Regarding Documents Withheld from Production” and/or “Confidential Information Order” as appended to CMO VIII as provided under the Amended Production Requirements.

9. In accordance with the Court’s August 11, 2009 Agreed Order Regarding Documents Withheld from Production and CMO XII, paragraph 21(d) or to the extent it would cause an undue burden, Chemical Compounds has neither produced nor logged privileged Documents or attorney-work product materials created after the commencement of this action and with respect to this action, or those Documents which are communications regarding, or

which reflect the activities of the Cooperating Parties Group, the Small Defense Group; for all such documents Chemical Compounds asserts confidentiality and/or attorney-client privilege and/or protection under the joint defense, common interest and/or work product doctrines. Likewise, in accordance with CMO XII, paragraph 21(d), Chemical Compounds has neither produced nor logged non-privileged confidential documents and objects to the production of same.

Production as to Paragraph 21(b)

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: Chemical Compounds objects to this request to the extent that it concludes that there was any release or discharge of Hazardous Materials into the Newark Bay Complex from the site of Chemical Compounds for which it has any liability, responsibility and/or obligation. Chemical Compounds limits its response in accordance with the Reservations above, and in accordance with the Amended Production Requirements. Subject to these objections, Chemical Compounds states that it does not have in its possession any documents responsive to this request.

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

Response: Chemical Compounds objects to this request to the extent that it concludes that there was any release or discharge of Hazardous Materials into the Newark Bay Complex from the site of Chemical Compounds for which it has any liability, responsibility and/or obligation. Chemical Compounds limits its response in accordance with the Reservations above, and in accordance with the Amended Production Requirements. Subject to these objections, Chemical Compounds states that it does not have in its possession any documents responsive to this request.

- (iii) Other actions relating to properties or operations that may have adversely impacted the environmental condition of the Newark Bay Complex; and

Response: Chemical Compounds limits its response in accordance with the Reservations above and in accordance with the Amended Production Requirements. Based on the foregoing, Chemical Compounds is not producing any documents in response to this request.

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

Response: Chemical Compounds limits its response in accordance with the Reservations above and in accordance with the Amended Production Requirements. Chemical Compounds further objects to this request on the grounds that all cross-claims and counterclaims asserting statutory or common law contribution or indemnification and Fourth-Party claims are stayed in the current action, and therefore it has made no such claim against parties in this action at this time. Consequently, Chemical Compounds is not producing and documents in response to this request.

Production as to Paragraph 21(c)

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: Chemical Compounds objects to this request to the extent that it concludes that there was any release or discharge of Hazardous Materials into the Newark Bay Complex from the site of Chemical Compounds for which it has any liability, responsibility and/or obligation. Chemical Compounds limits its response in accordance with the Reservations above, and in accordance with the Amended Production Requirements. Subject to these objections, Chemical Compounds states that it does not have in its possession any documents responsive to this request.

- (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: Chemical Compounds objects to this request to the extent that it concludes that any Hazardous Materials were stored or utilized at the former site of Chemical Compounds for which it has any liability, responsibility and/or obligation. Chemical

Compounds limits its response in accordance with the Reservations above, and in accordance with the Amended Production Requirements. Subject to these objections, Chemical Compounds states that documents responsive to this request, to the extent available, are on the enclosed disc.

- (iii) Sampling results from environmental, chemical, or biological testing at that Third Party Defendant's properties; and

Response: Chemical Compounds objects to this request to the extent that it concludes that there was any release or discharge of Hazardous Materials into the Newark Bay Complex from the site of Chemical Compounds for which it has any liability, responsibility and/or obligation. Chemical Compounds limits its response in accordance with the Reservations above, and in accordance with the Amended Production Requirements. Subject to these objections, Chemical Compounds states that documents responsive to this request, to the extent available, are on the enclosed disc.

- (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: Chemical Compounds objects to this request to the extent that it concludes that there was any release or discharge of Hazardous Materials into the Newark Bay Complex from the site of Chemical Compounds for which it has any liability, responsibility and/or obligation. Chemical Compounds limits its response in accordance with the Reservations above, and in accordance with the Amended Production Requirements. Subject to these objections, Chemical Compounds states documents responsive to this request, to the extent available, are on the enclosed disc.

- 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 Complaint.

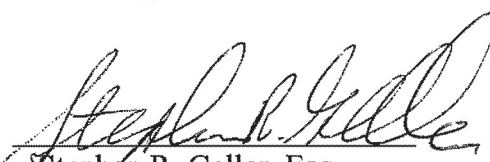
Response: Chemical Compounds objects to this request to the extent that it concludes that any Hazardous Materials were stored or utilized at the former Chemical Compounds site, or that there was any release or discharge of Hazardous Materials into the Newark Bay Complex from the site of Chemical Compounds. Chemical Compounds limits its response in accordance with the Reservations above, and in accordance with the Amended Production Requirements. Subject to these objections, Chemical Compounds states that it does not have in its possession any documents responsive to this request.

- 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.

Chemical Compounds limits its response in accordance with the Reservations above, and in accordance with the Amended Production Requirements. Subject to these objections, Chemical Compounds states that it does not have in its possession any documents responsive to this request.

Dated: July 25, 2011

Himelman, Wertheim & Geller, LLC
Attorney for Third-Party Defendant
Chemical Compounds, Inc.

By: 
Stephen R. Geller, Esq.

HIMELMAN, WERTHEIM & GELLER, LLC
1405 Route 18 South, Suite 201
Old Bridge, New Jersey 08857
Tel: (732) 679-4040
Fax: (732) 679-0511
*Attorneys for Third-Party Defendant
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CIVIL ACTION

CERTIFICATE OF SERVICE

I, Stephen R. Geller, Esq., hereby certify that a disk containing Third-Party Defendant Chemical Compounds, Inc.'s Document Production and Supplemental Third-Party CMO XII Paragraph 21

Disclosure, responsive non-privileged/protected documents, Document and Privilege Log and Certificate of Service was served on the following counsel for the third-party defendants and counsel of record for the original parties via U.S. Mail on July 26, 2011, in pre-paid envelopes to the following addresses:

Liaison Counsel

Eric B. Rothenberg, Esq.
O'Melveny & Myers, LLP
Times Square Tower
7 Times Square
New York, NY 10036

Lee D. Henig-Elona, Esq.
Wolff & Samson
One Boland Drive
West Orange, NJ 07052

John M. Scagnelli, Esq.
Scarinci Hollenbeck
1100 Valley Brook Avenue
PO Box 790
Lyndhurst, NJ 07071-0790

Peter J. King, Esq.
King & Petracca
51 Gibraltar Drive, Suite 1D
Morris Plains, NJ 07950

For the State

Michael Gordon, Esq.
Gordon & Gordon, PC
505 Morris Avenue
Springfield, NJ 07081

For Occidental

Robert T. Lehman, Esq.
Archer & Greiner
One Centennial Square
33 East Euclid Avenue
Haddonfield, NJ 08033

For YPF/Repsol

Gregg H. Hilzer, Esq.
Greenbaum, Rowe, Smith & Davis
75 Livingston Avenue, Suite 301
Roseland, NJ 07068-3701

For Tierra/Maxus Complaint B Parties

Charles M. Crout, Esq.
Andrews Kurth LLP
1350 I Street, NW
Suite 1100
Washington, DC 20005

For Tierra/Maxus Complaint C Parties

William L. Warren, Esq.
Drinker Biddle & Reath LLP
105 College Road East
PO Box 627
Princeton, NJ 08542-0627

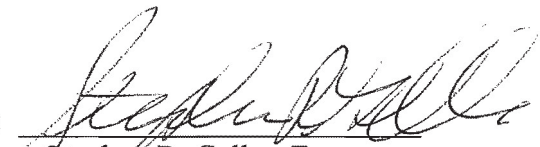
For Tierra/Maxus Complaint D Parties

Domenick Carmagnola, Esq.
Carmagnola & Ritardi, LLC
60 Washington Street
Morristown, NJ 07960

James A. McGuinness, Esq.
Hannafan & Hannafan, Ltd.
One East Wacker Drive, Suite 2800
Chicago, IL 60601

Dated: July 26, 2011

Himelman, Wertheim & Geller, LLC
Attorney for Third-Party Defendant
Chemical Compounds, Inc.

By: 
Stephen R. Geller, Esq.