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May 20, 2011

**VIA FEDERAL EXPRESS**

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

**RE: New Jersey Dept. of Env. Protection, et al. v. Occidental Chemical Corp., et al.; Maxus Energy, et al. v. 3M Company, et al. (Docket No. L-9868-05)  
Third Party Defendant Exxon Mobil Corporation XMO XII Production**

Dear Charles:

On behalf of Third Party Defendant Exxon Mobil Corporation (“ExxonMobil”), we enclose herein ExxonMobil’s Supplemental Disclosure and Document Production pursuant to CMO XII, Paragraphs 21(b) and 21(c).

As we have discussed, given the long operational history of the former ExxonMobil sites, together with the two decades of remedial activity performed by ExxonMobil pursuant to ACOs with the NJDEP, ExxonMobil possesses millions of pages of documents potentially responsive to the broad categories set forth in CMO XII. Further, the documents are stored in multiple locations throughout the country. Thus, producing this material for inspection pursuant to R. 4:18(b)(1) will lead to significant costs and expenses to both sides with questionable value and likely extensive motion practice. With this in mind, and without waiving its rights under R. 4:18, ExxonMobil has gathered over 750 environmental and operational reports relating to the sites, and produces the reports herein on three (3) DVDs.

Specifically, the enclosed production provides third party plaintiffs with over 137,000 pages of reports, charts, data, and maps spanning over a 60 year time period at both ExxonMobil facilities, Bayway and Bayonne. Within the production are: (1) Site History Reports covering the operational and ownership history of the sites, broken down by each individual operations unit; (2) voluminous environmental investigation and remediation reports covering the

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environmental condition of the sites and the surrounding water bodies; and (3) the existing sampling data for the soil, groundwater and sediment associated with the sites.

This production represents *en masse* the most relevant collection of documents responsive to CMO XII, Paragraphs 21(b) and 21(c). When considering the set of documents your clients produced to ExxonMobil this past March and the hundreds of documents which Tierra produced to the EPA in 2007, third party plaintiffs are now in possession of a comprehensive set of documents, data and information which effectively addresses the topics set forth in CMO XII, as to the Bayway and Bayonne sites.

Please contact me should you have any questions or want to discuss this further.

Sincerely,



MARC A. ROLLO

Enclosure

MAR/sag

cc: All Counsel Consenting to Service by Electronic Posting  
(via CT Summation w/o enc.)

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BY: MARC A. ROLLO, ESQUIRE

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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  
:  
: **SUPPLEMENTAL DISCLOSURE**  
: **AND DOCUMENT**  
: **PRODUCTION OF THIRD**  
: **PARTY DEFENDANT**  
: **EXXON MOBIL CORPORATION**

Third-Party Defendant Exxon Mobil Corporation (“ExxonMobil”) hereby provides its Supplement to Initial Disclosure and Document Production pursuant to Case Management Order (“CMO”) XII and prior CMO’s incorporated therein by reference.

**Reservations and Definitions**

1. ExxonMobil reserves the right to object to the production of any documents or other information on any ground, including relevance, unreasonableness, and undue burden, 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 and document production (“Disclosures”) are not intended to prejudice or waive any privileges or objections ExxonMobil may have with respect to any outstanding or subsequent requests for discovery.

2. ExxonMobil’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, ExxonMobil reserves the right to amend these Disclosures to the extent the claims brought by or alleged against ExxonMobil in this litigation are amended.

3. ExxonMobil reserves its right to rely on any facts, documents or other evidence that may develop or come to ExxonMobil’s attention during the course of this matter. ExxonMobil’s responses are set forth herein without prejudice to its right to assert additional objections or supplement its responses should ExxonMobil discover additional

grounds for doing so during the course of this matter.

4. ExxonMobil reserves its right pursuant to Rule 4:18-1(b)(1) to produce documents for inspection as they are kept in the usual course of business.

5. ExxonMobil reserves the right to argue that certain documents responsive to this disclosure and document production are subject to the August 11, 2009 CMO VIII Excepted Information Categories.

6. “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 and Data.

7. “Alleged Discharges” shall have the meaning set forth in the Court’s CMO VIII.

8. “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.

**Production as to Paragraph 21(b)**

**b. . . . 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; (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; (iii) other actions relating to properties or operations that may have adversely impacted the environmental condition of the Newark Bay Complex; and (iv) the costs and damages sought in connection with any alleged discharge of Hazardous Materials.**

**Response** - ExxonMobil and its predecessors owned and operated oil refineries and related facilities on the Bayway and Bayonne Sites from the late nineteenth and early

twentieth centuries until 1993 when it sold the Sites to Tosco (now ConocoPhillips) and IMTT, respectively. In 1991, working in union with the New Jersey Department of Environmental Protection (“NJDEP”) ExxonMobil agreed to investigate and remediate both Sites under Administrative Consent Orders (“ACOs”) and has been doing so ever since. As a result of its long tenure as owner/operator of the Sites, together with the past twenty (20) years of exhaustive investigation and remediation measures at the Sites pursuant to ACOs, ExxonMobil is in possession of millions of pages of documents, maps, charts, data, etc. stored throughout the country, which may be responsive to Paragraph 21(b). As such, ExxonMobil reserves the right to object to the scope of this Paragraph on the grounds that it is overbroad, unreasonable, and unduly burdensome.

Without waiving any of its rights and/or objections pursuant to the Court Rules, preceding CMOs, and as set forth herein, and in a good faith effort to satisfy its disclosure and document production obligations, ExxonMobil states as follows:

Since 1991, pursuant to ACOs, ExxonMobil has engaged in extensive remediation efforts at Bayway and Bayonne. As part of this process, ExxonMobil and its consultants have generated voluminous Site History Reports, remediation plans, Site investigation reports, and other documents, and data. This material describes in detail the operational history of the Sites, the storage of Hazardous Material at the Sites, and the environmental condition of the Sites. ExxonMobil has gathered this material, as well as environmental investigation reports and studies performed at the Sites dating back to the 1950s, for production in response to CMO XII. These documents, consisting of over 137,000 pages, are the fullest and most complete set of materials responsive to CMO XII, and

ExxonMobil has made these documents available in electronic form on the three (3) enclosed DVDs.

**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 – See ExxonMobil's Response to Paragraph 21(b).**

**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 - See ExxonMobil's Response to Paragraph 21(b).**

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

**Response - See ExxonMobil's Response to Paragraph 21(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 - See ExxonMobil's Response to Paragraph 21(b).**

**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 - See ExxonMobil's Response to Paragraph 21(b).**

**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** – ExxonMobil does not currently have insurance that would provide coverage for environmental damages resulting from the operations of the Bayway or Bayonne Sites. Further, ExxonMobil is not currently aware of any 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. ExxonMobil's search for documents responsive to this Paragraph are ongoing and, pursuant to CMO XVII, ExxonMobil has until May 2012 to file claims based on indemnity agreement(s) -- and this date may be further extended in future CMOs. As such, ExxonMobil reserves the right to supplement its response to this Paragraph.

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A Professional Corporation  
Attorneys for Exxon Mobil  
Corporation

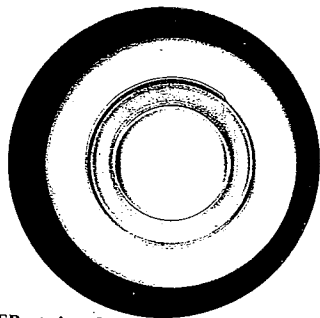
By:   
MARC A. ROLLO

Dated: May 20, 2011



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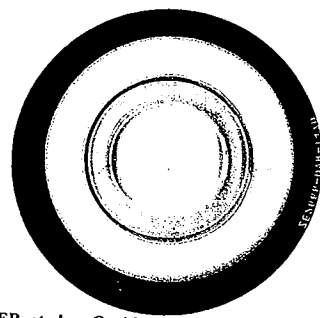


AG-DVD-002393

NJDEP, et al. v. Occidental Chem Corp., et al./  
Maxus Energy Corp. and Tierra Solutions Inc. v. 3M  
Company, et al.  
Essex County L-9868-05 (PASR)  
Third Party Defendant Exxon Mobil Corp  
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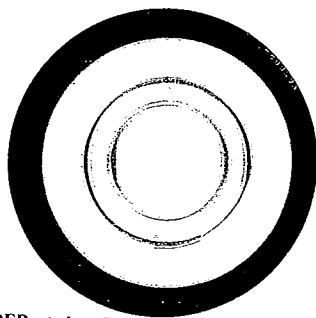


AG-DVD-002394

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NJDEP, et al. v. Occidental Chem Corp., et al./  
Maxus Energy Corp. and Tierra Solutions Inc. v. 3M  
Company, et al.  
Essex County L-9868-05 (PASR)  
Third Party Defendant Exxon Mobil Corp Doc  
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AG-DVD-002395

NJDEP, et al. v. Occidental Chem Corp., et al./  
Maxus Energy Corp, Tierra Solutions Inc. v. 3M  
Company, et al.  
Essex County L-9868-05 (PASR)  
Third Party Defendant Exxon Mobil Corp  
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