

February 28, 2011

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VIA OVERNIGHT COURIER

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

Re: NJDEP v. Occidental Chemical Corporation, et al., Docket No. L-9868-05 (PASR)
Supplemental Third-Party Disclosure by Teva Pharmaceuticals USA, Inc. Pursuant to
Case Management Order XII and the Order on Consent dated January 31, 2011

Dear Mr. Crout:

Enclosed is Third Party Defendant Teva Pharmaceuticals USA, Inc.'s Supplemental Third-Party Disclosure in connection with the above-referenced matter, pursuant to Case Management Order XII and the Order on Consent dated January 31, 2011. The enclosed consists of: (i) a document entitled "Supplemental Third-Party Disclosure by Teva Pharmaceuticals USA, Inc.", dated February 28, 2011, (ii) a disc containing responsive, non-privileged/protected documents Bates stamped as TEVA-0000001 to TEVA-0027829, (iii) a privilege log to the Supplemental Third-Party Disclosure by Teva Pharmaceuticals USA, Inc., dated February 28, 2011, prepared in accordance with the Court's August 11, 2009 Agreed Order Regarding Documents Withheld From Production and Case Management Order XII, paragraph 21(d), and (iv) a certificate of service.

Please contact me should you have any questions.

Very truly yours,



Gail S. Port
*Counsel for Third Party Defendant
Teva Pharmaceuticals USA, Inc.*

Enclosures

cc: Honorable Marina Corodemus, Esq. (via posting on CT Summation, w/out CD)
Eric B. Rothenberg, Esq. (via overnight courier, w/ CD)
Lee D. Henig-Elona, Esq. (via overnight courier, w/ CD)
John M. Scagnelli, Esq. (via overnight courier, w/ CD)
Peter J. King, Esq. (via overnight courier, w/ CD)
Michael Gordon, Esq. (via overnight courier, w/ CD)
Robert T. Lehman, Esq. (via overnight courier, w/ CD)
Gregg H. Hilzer, Esq. (via overnight courier, w/ CD)
William L. Warren, Esq. (via overnight courier, w/ CD)
James A. McGuinness, Esq. (via overnight courier, w/ CD)
Domenick Carmagnola, Esq. (via overnight courier, w/ CD)

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(Admitted *Pro Hac Vice*)

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Attorney for Third-Party Defendant(s) Teva Pharmaceuticals USA, Inc.

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,	:	DOCKET NO. L-9868-05 (PASR)
v.	:	
OCCIDENTAL CHEMICAL CORPORATION, TIERRA SOLUTIONS, INC., MAXUS ENERGY CORPORATION, REPSOL YPF, S.A., YPF, S.A., YPF HOLDINGS, INC. and CLH HOLDINGS, INC.,	:	CIVIL ACTION
Defendants.	:	SUPPLEMENTAL THIRD-PARTY DISCLOSURE BY TEVA PHARMACEUTICALS USA, INC.
MAXUS ENERGY CORPORATION and TIERRA SOLUTIONS, INC.,	:	
Third-Party Plaintiffs,	:	
vs.	:	
3M COMPANY, <i>et al.</i> ,	:	
Third-Party Defendants.	:	

Third-Party Defendant Teva Pharmaceuticals USA, Inc., (“Respondent”) hereby provides its Supplement to Initial Disclosure pursuant to Case Management Order (“CMO”) XII and prior CMOs incorporated therein by reference and in accordance with

the January 31, 2011 Consent Order (“Consent Order”) applicable to those Third-Party Joint Defense Group members who have received written confirmation that CMO XII paragraph 21(a) production of site files is complete from Drinker Biddle & Reath LLP, Andrews Kurth LLP, and/or Hannafan & Hannafan, Ltd. firms (counsel for Third-Party Plaintiffs), together with any written agreement as to terms for timing, scope and manner of production reached under the Consent Order (collectively the “Amended Production Requirements”.)

General Objections, Reservations, Comments and Limitations

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, 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, protections or objections Respondent may have with respect to any current, outstanding or subsequent requests for discovery or discovery obligations.

2. Respondent’s investigation in this matter is continuing. Accordingly, it reserves the right to supplement, amend, clarify, and revise these disclosures any time prior to trial, including in the event additional information becomes available or is obtained through discovery. Further, Respondent reserves the right to supplement, amend, clarify and revise these disclosures to the extent claims brought by or alleged against Respondent in this litigation are amended.

3. Respondent reserves its right to rely on any facts, documents or other evidence that may develop or come to Respondent's attention during the course of this matter. Respondent's responses are set forth herein without prejudice to its right to assert additional objections to or to supplement, amend, clarify and revise its responses should Respondent become aware of additional grounds for doing so during the course of this matter.

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

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

6. "Sites", per CMO VIII, shall mean that site or property with which Third-Party Defendant Teva Pharmaceuticals USA, Inc. is associated in Third-Party Complaint "B".

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 in CMO XII, paragraph (1). 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 responded to with reference to the Alleged Discharges as defined in CMO VIII and include certain documents under the Excepted Information Categories, except to the extent that those

documents are identified on logs to be furnished as soon as practicable in accordance with the Amended Production Requirements. To the extent requirements set forth in the Amended Production Requirements are repetitive, burdensome and /or unfairly place a duty of inquiry on Respondent as to Newark Bay Complex locations other than the Respondent's Site, disclosures herein are provided with reference to the Amended Production Requirements and CMO XII paragraph 21(c). 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 specified below, documents subject to claims of privilege, work product, confidentiality or trade secret will be detailed in a log (or logs), which log(s) will be furnished in accordance with the August 11, 2009 "Agreed Order Regarding Documents Withheld from Production" as appended to CMO VIII, as soon as practicable as provided under the Amended Production Requirements. Inadvertent production of any such documents shall constitute neither a waiver of any privilege or protection nor a waiver of any right Respondent may have to demand the return or destruction of such document and/or to object to the use of any such document or the information contained therein in this litigation or any subsequent litigation or proceeding.

In accordance with the Court's August 11, 2009 Agreed Order Regarding Documents Withheld From Production and CMO XII, paragraph 21 (d), Respondent has neither produced nor logged any documents after December 13, 2005 or those documents which are communications regarding, or which reflect the activities of, the Cooperating Parties Group, the Small Parties Group and/or the Joint Defense Group; for all such documents Respondent asserts confidentiality and/or attorney-client privilege and/or

protection under the joint defense, common interest and/or work product doctrines.

9. Any statement contained herein or otherwise that Respondent will produce documents should not be interpreted to mean that they have any such documents in their possession, custody or control. Respondent's production of documents shall not be construed that the documents are or were maintained in Respondent's files or created or received by Respondent. Respondent's production of documents shall not mean that the documents were called for by the Amended Production Requirements or are among those Respondent agreed to produce. Respondent's production of documents shall not mean that Respondent concedes or agrees that any of the information or documents provided in response to the Amended Production Requirements are relevant to this litigation. Respondent reserves the right to object to the admissibility of any information or documents produced if any party to this litigation seeks to use any such information or documents as evidence.

10. These General Objections, Reservations, Comments and Limitations apply to and are incorporated in each of Respondent's responses as if specifically set forth in each response below. The stating of a specific objection, reservation, comment and/or limitation, or the absence of any, shall not be construed as a waiver of any of these General Objections, Reservations, Comments and Limitations.

Responses and Production as to CMO Paragraph 21(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;

Response - See, General Objections, Reservations, Comments and Limitations, above and Response to Paragraph 21(c) 1, i., below.

(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 - See, General Objections, Reservations, Comments and Limitations, above and Response to Paragraphs 21(c), 1, i. - iv., below.

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

Response - See, General Objections, Reservations, Comments and Limitations and, in particular, paragraph 7, above.

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

Response - See, General Objections, Reservations, Comments and Limitations, above. Respondent further notes that all cross-claims and counterclaims asserting statutory or common law contribution or indemnification and Fourth-Party claims are stayed in the present action and, as such, Respondent has asserted no such claim(s) against parties in this action at this time.

Responses and Production as to CMO 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 - Respondent limits its response to those documents in accordance with the General Objections, Reservations, Comments and Limitations set forth above and in accordance with the Amended Production Requirements. Responsive Documents, to the extent available, are on the enclosed disc(s) as provided under the Amended Production Requirements.

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 - Respondent limits its response to those documents in accordance with the General Objections, Reservations, Comments and Limitations set forth above and in

accordance with the Amended Production Requirements. Responsive Documents, to the extent available, are on the enclosed disc(s) as provided under the Amended Production Requirements.

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

Response - Respondent limits its response to those documents in accordance with the General Objections, Reservations, Comments and Limitations set forth above and in accordance with the Amended Production Requirements. Responsive Documents, to the extent available, are on the enclosed disc(s) as provided under the Amended Production Requirements.

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 - Respondent limits its response to those documents in accordance with the General Objections, Reservations, Comments and Limitations set forth above and in accordance with the Amended Production Requirements. Documents responsive to this request will be produced pursuant to the requirements of CMO XII, Paragraph 21(c) as to the Alleged Discharges as provided under the Amended Production Requirements. Responsive Documents, to the extent available, are on the enclosed disc(s) as provided under the Amended Production Requirements.

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 - Respondent limits its response to those documents in accordance with the General Objections, Reservations, Comments and Limitations set forth above and in accordance with the Amended Production Requirements. Responsive Documents, to the extent available, are on the enclosed disc(s) as provided under the Amended Production Requirements.

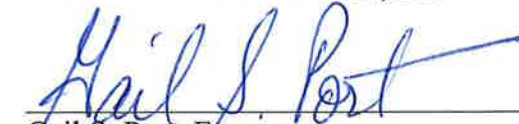
3. Any insurance or indemnity agreement under which another person or entity may be liable to satisfy all or part of a possible judgment in this action or to indemnify or reimburse for payments made to satisfy said judgment.

Response - Respondent limits its response to those documents in accordance with the General Objections, Reservations, Comments and Limitations set forth above and in accordance with the Amended Production Requirements. Responsive Documents, to the extent available, are on the enclosed disc(s) as provided under the Amended Production Requirements.

Dated: February 28, 2011

Respectfully submitted,

PROSKAUER ROSE LLP
Attorney for Third-Party Defendant
Teva Pharmaceuticals USA, Inc.



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admitted *pro hac vice*

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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
SUPPLEMENTAL THIRD-PARTY
DISCLOSURE BY TEVA
PHARMACEUTICALS USA, INC.
PURSUANT TO CASE MANAGEMENT
ORDER XII AND THE ORDER ON
CONSENT DATED JANUARY 31, 2011**

I, Aliza R. Cinamon, hereby certify that Third-Party Defendant Teva Pharmaceuticals USA, Inc.'s Supplemental Third-Party Disclosure pursuant to Case Management Order XII and the Order on Consent dated January 31, 2011, including (i) a document entitled "Supplemental Third-Party Disclosure by Teva Pharmaceuticals USA, Inc.", dated February 28, 2011, (ii) a disc containing responsive, non-privileged/protected documents Bates stamped as TEVA-0000001 to TEVA-0027829, and (iii) a privilege log to the Supplemental Third-Party Disclosure by Teva Pharmaceuticals USA, Inc., dated February 28, 2011, prepared in accordance with the Court's August 11, 2009 Agreed Order Regarding Documents Withheld From Production and Case Management Order XII, paragraph 21(d), was served on the following liaison counsel for the third party defendants and counsel of record for the original parties, on February 28, 2011, via overnight courier:

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For Tierra/Maxus Complaint C Parties

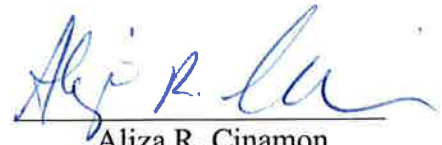
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Date: February 28, 2011



Aliza R. Cinamon

*Counsel for Third-Party Defendant
Teva Pharmaceuticals USA, Inc.*