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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, TIERRA
SOLUTIONS, INC., MAXUS ENERGY
CORPORATION, MAXUS
INTERNATIONAL ENERGY
COMPANY, REPSOL YPF, S.A., YPF,
S.A., YPF HOLDINGS, INC., YPF
INTERNATIONAL S.A. (f/k/a YPF
INTERNATIONAL LTD.) and CLH
HOLDINGS,

Defendants

MAXUS ENERGY CORPORATION and
TIERRA SOLUTIONS,
INC.,

Third-Party Plaintiffs,

v.

3M COMPANY, *et al.*,

Third-Party Defendants.

GORDON & GORDON

505 Morris Avenue

Springfield, New Jersey 07081

By: Michael Gordon, Special Counsel

(973) 467-2400

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION - ESSEX COUNTY
DOCKET NO. ESX-L9868-05 (PASR)

Civil Action

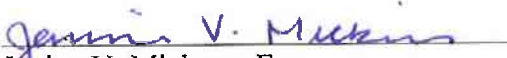
**CERTIFICATION OF
JANINE V. MICKENS, ESQ.
IN SUPPORT OF PLAINTIFFS' MOTION
TO APPROVE DEFENDANTS'
SETTLEMENT AGREEMENT AND
THIRD-PARTY CONSENT JUDGMENT**

I, Janine V. Mickens, Esq., do hereby certify as follows:

- A. I am an attorney at law for the State of New Jersey, and an associate with the law firm of Gordon & Gordon, P.C., attorneys for the Plaintiffs in the above-entitled action. I am fully familiar with the discovery and documents presented in this Certification.
- B. This Certification is made in support of Plaintiffs' Motion to Approve and Enter Defendants' Settlement Agreement and Third-Party Consent Judgment.
 - 1. Exhibit A is a true and accurate copy of the Executive Summary of the Terms of the Repsol/YPF Settlement Agreement and Third-Party Consent Judgment.
 - 2. Exhibit B is a true and accurate copy of the Settlement Agreement.
 - 3. Exhibit C is a true and accurate copy of the Consent Judgment.
 - 4. Exhibit D is a true and accurate copy of Response of the New Jersey Department of Environmental Protection to Comments Received on Proposed Settlements in the Passaic River Litigation, dated September 30, 2013.
 - 5. Exhibit E is a true and accurate copy of the Certification of Roger W. Butler, dated May 6, 2013.
 - 6. Exhibit F is a true and accurate copy of the Certification of W. Scott Douglas, dated October 16, 2013.
 - 7. Exhibit G is a true and accurate copy of the Certification of John F. Dickinson, Jr., dated October 24, 2013.
 - 8. Exhibit H is a true and accurate copy of the Index of the Administrative Record for the Third-Party Defendant Consent Judgment and the Repsol/YPF Settlement Agreement.
 - 9. Exhibit I is a true and accurate copy of the Order Granting OCC's Motion for Partial Summary Judgment Against Maxus, dated August 24, 2011.
 - 10. Exhibit J is a true and accurate copy of the Consent Order on Mediation Among Plaintiffs and Direct Defendants, dated August 28, 2012.

11. Exhibit K is a true and accurate copy of the Order Staying Third-Party Proceedings, dated October 2, 2012.
12. Exhibit L is a true and accurate copy of the consent Order for Approval Process for Proposed Consent Judgment, dated January 24, 2013.

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 willfully false, I am subject to punishment.


Janine V. Mickens, Esq.

Dated: October 28, 2013