

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.

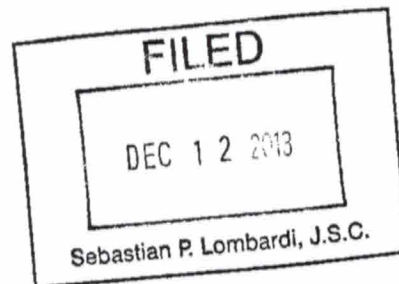
OCCIDENTAL CHEMICAL CORPORATION,
TIERRA SOLUTIONS, INC., MAXUS ENERGY
CORPORATION, REPSOL YPF, S.A., YPF, S.A.,
YPF HOLDINGS, INC. and CLH HOLDINGS,
INC.,

Defendants.

: SUPERIOR COURT OF NEW JERSEY
: LAW DIVISION: ESSEX COUNTY
: DOCKET NO. L-9868-05 (PASR)

Civil Action

ORDER OF DISMISSAL



This matter having been opened to the Court on the joint motion of Plaintiffs, the New Jersey Department of Environmental Protection, the Commissioner of the New Jersey Department of Environmental Protection, the Administrator of the New Jersey Spill Compensation Fund, counsel for the Third-Party Defendants listed on Annex A hereto (the "Settling Third-Party Defendants" as further defined in the Consent Judgment entered this date) and John J. Hoffman, Attorney General of New Jersey, John F. Dickinson, Jr., Deputy Attorney General, and Special Counsel William J. Jackson and Michael Gordon, counsel for Plaintiffs, after public notice and opportunity for comment by all parties and known non-parties with an interest in this Action, and the Court having considered the respective moving and opposition papers filed with respect thereto, heard the oral argument of counsel and interested parties and non-parties in a hearing conducted on December 12, 2013, and having placed its findings of fact and conclusions of law on the record pursuant to R. 1:7-4(a) on or about the same date, and good cause appearing,

IT IS on this th 12 day of December, 2013,

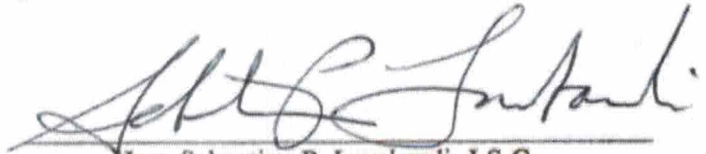
ORDERED, as follows:

1. That the joint motion of Settling Third-Party Defendants and Plaintiffs to approve the settlements embodied in that certain Consent Judgment and Case Management Order entered this same date ("Consent Judgment") be, and the same hereby is, granted in all respects, and the settlements embodied therein are hereby approved by this Court insofar as is necessary or appropriate so to do under N.J.S.A. 10:23-11f.a.(2)(b) and the common law of the State of New Jersey;
2. That each of the respective Third-Party Complaints, and all Claims (as defined in the Consent Judgment) brought or which could have been brought therein by Third-Party Plaintiffs against Settling Third-Party Defendants in the captioned suit including, without limitation, all claims which could have been brought therein by Third-Party Plaintiffs Maxus and Tierra but for the limitation referenced in paragraph 15 of Third-Party Complaint B, paragraph 14 of Third-Party Complaint C, and paragraph 7 of Third-Party Complaint D), be and they each are hereby dismissed with prejudice and without costs, except those set forth in Paragraph 39(b) and 39(c) of the Consent Judgment which, to the extent made in this suit or which could have been made, are dismissed without prejudice or costs;
3. That all Third-Party Defendant counter-claims or cross-claims for contribution or indemnity which have been or could have been brought by or against any Settling Third-Party Defendant for Matters Addressed in the

Consent Judgment be, and they each are hereby dismissed without prejudice and without costs;

4. That the entry of the Consent Judgment bars any future claim by any party for contribution or indemnity under New Jersey statutory or common law for the Matters Addressed and not otherwise reserved or exempted in the Consent Judgment;
5. That any stipulations of any Settling Third-Party Defendant pursuant to this Court's Order on Track VII Trial Plan under Case Management Order 17 are hereby vacated nunc pro tunc;
6. That the dismissals set forth herein are without prejudice to the rights of any party to raise claims under any statute of the United States in any court of the United States based upon the same or similar facts alleged as to each Settling Third-Party Defendant in the Third-Party Complaint (a "United States Claim"), or to the ability of any Settling Third-Party Defendant to claim contribution protection as set forth in the Consent Judgment, and to claim the whole or any part of its payment made under the Consent Judgment, as a credit or off-set with respect to any such United States Claim;
7. That in light of the foregoing bar to contribution claims, any judgment of liability that may be entered in the Passaic River Litigation against any non-settling party shall be reduced in a manner to be determined by the Court, as provided by law; and

8. All terms used herein shall have that meaning ascribed to them in the Consent Judgment entered this same date.
9. In the event of a conflict between any term or provision of this Order and the Consent Judgment, the relevant term or provision of the Consent Judgment shall govern.


Hon. Sebastian P. Lombardi, J.S.C.

ORDER entered for the reasons
stated in an oral decision
on 12/12/13

Annex A

1. 3M Company
2. AGC Chemicals Americas, Inc.
3. Akzo Nobel Coatings Inc.
4. Alliance Chemical, Inc., Pfister Chemical, Inc. and Pfister Urban Renewal Corporation
5. Alumax Mill Products, Inc.
6. American Cyanamid Company (n/k/a Wyeth Holdings Corporation)
7. Arkema, Inc., f/k/a Pennwalt Corporation, on behalf of itself and as successor by merger to Wallace & Tiernan, Inc.
8. Ashland Inc.
9. Ashland International Holdings, Inc., a wholly owned subsidiary of Ashland Inc.
10. Associated Auto Body & Trucks, Inc.
11. Atlas Refinery, Inc.
12. Automatic Electro-Plating Corp. and Foundry Street Corporation
13. BASF Catalysts LLC
14. BASF Corporation, on its own behalf, and as successor to the former Ciba Corporation and the former BASF Construction Chemicals, LLC
15. Bayer Corporation
16. City of Bayonne
17. Bayonne Industries, Inc.
18. Bayonne Municipal Utilities Authority
19. Beazer East, Inc. f/k/a Koppers Company, Inc.
20. Township of Belleville
21. Belleville Industrial Center, Inc.
22. Benjamin Moore & Co.
23. Berol Corporation
24. Township of Berkeley Heights
25. B-Line Trucking, Inc.
26. Township of Bloomfield
27. Borden & Remington Corp.
28. BP Products North America Inc. (improperly named in the Complaint as BP Marine Services, Inc.) and Atlantic Richfield Company
29. Bristol-Myers Squibb Company
30. Campbell Foundry Company
31. Borough of Carteret
32. CasChem, Inc.
33. CBS Corporation
34. Township of Cedar Grove
35. Celanese Ltd., by its general partner, Celanese International Corporation
36. Chemical Compounds Inc.
37. Township of Clark
38. City of Clifton
39. Coltec Industries Inc.
40. ConAgra Panama, Inc. n/k/a ConAgra Grocery Products Company, LLC
41. Conopco, Inc.
42. Consolidated Rail Corporation

43. Cosan Chemical Corporation
44. Covanta Essex Company By its General Partner, Covanta Essex, LLC
45. Croda, Inc.
46. Cytec Industries Inc.
47. Darling International, Inc.
48. Davanne Realty Co.
49. Deleet Merchandising Corporation
50. DiLorenzo Properties Company, L.P. and Goldman/Goldman/DiLorenzo Properties Partnerships
51. Duraport Realty One LLC and Duraport Realty Two LLC.
52. E. I. du Pont de Nemours and Company
53. Borough of East Newark
54. City of East Orange
55. Borough of East Rutherford
56. Elan Chemical Company, Inc.
57. City of Elizabeth
58. Borough of Elmwood Park
59. Essex Chemical Corporation
60. Exelis Inc. successor in interest to ITT Corporation, Avionics Division
61. Exxon Mobil Corporation
62. Borough of Fair Lawn
63. Borough of Fanwood
64. Fine Organics Corporation
65. Fiske Brothers Refining Company
66. Flint Group Incorporated
67. Fort James Corporation
68. Borough of Franklin Lakes
69. Franklin-Burlington Plastics, Inc.
70. G. J. Chemical Co. and Dynasty Enterprise Group, LLC
71. City of Garfield
72. Garfield Molding Co Inc. (incorrectly named Garfield Molding Company, Inc.)
73. Borough of Garwood
74. General Cable Industries, Inc. and GK Technologies, Incorporated
75. General Dynamics Corporation
76. General Electric Company
77. GenTek Holding LLC n/k/a General Chemical Corporation
78. Getty Properties Corp. and Power Test Realty Company, L.P.
79. Givaudan Fragrances Corporation
80. Borough of Glen Ridge
81. Borough of Glen Rock
82. Goodrich Corporation on behalf of Hilton Davis Chemical Co., incorrectly named as Emerald Hilton Davis LLC
83. Goodrich Corporation on its own behalf and on behalf of Kalama Specialty Chemicals, Inc.
84. Goody Products, Inc.
85. Gordon Terminal Service Co. of N.J., Inc.

86. City of Hackensack
87. Borough of Haledon
88. Town of Harrison
89. Harrison Supply Company and Philbro, Inc.
90. Borough of Hasbrouck Heights
91. Borough of Hawthorne
92. Hess Corporation
93. Hexcel Corporation
94. Township of Hillside
95. Hoffmann-LaRoche Inc.
96. Honeywell International Inc. and Honeywell Specialty Materials, LLC and Universal Oil Products Company
97. Houghton International Inc.
98. Housing Authority of the City of Newark
99. Hudson Tool & Die Company, Inc.
100. ICI Americas Inc.
101. IMTT-Bayonne
102. Innospec Active Chemicals LLC
103. INX International Ink Co.
104. Township of Irvington
105. ISP Chemicals LLC (improperly named as ISP Chemicals Inc.), a wholly-owned subsidiary of Ashland Inc.
106. City of Jersey City
107. Jersey City Municipal Utilities Authority
108. Joint Meeting of Essex and Union Counties
109. Kao USA Inc. f/k/a Kao Brands
110. Company f/k/a The Andrew Jergens
111. Company"
112. Town of Kearny
113. Borough of Kenilworth
114. Kinder Morgan Liquids Terminals LLC f/k/a GATX Terminals Corporation
115. Koehler-Bright Star LLC f/k/a Koehler-Bright Star, Inc.
116. Legacy Vulcan Corp. f/k/a Vulcan Materials Company
117. Linde, Inc. n/k/a Linde LLC
118. City of Linden
119. Linden Roselle Sewerage Authority
120. Township of Little Falls
121. Borough of Lodi
122. Lucent Technologies, Inc. (Alcatel-Lucent USA Inc.)
123. Township of Lyndhurst
124. Mallinckrodt LLC, f/k/a Mallinckrodt Inc.
125. Township of Maplewood
126. McKesson Corporation
127. Merck Sharp & Dohme Corp. f/k/a Merck & Co., Inc.
128. Merck & Co., Inc.
129. Metal Management Northeast, Inc.

130. MI Holdings, Inc., a wholly owned subsidiary of Avon Products, Inc.
131. Township of Millburn
132. Township of Montclair
133. Morton International, LLC f/k/a Morton International, Inc.
134. Borough of Mountainside
135. National Fuel Oil, Inc.
136. National-Standard, LLC
137. Nestle USA, Inc.
138. New Jersey Transit Corporation
139. Borough of New Providence
140. City of Newark
141. News Publishing Australia Limited (successor to Chris-Craft Industries) and News America, Inc.
142. Norpak Corporation
143. Borough of North Arlington
144. Borough of North Caldwell
145. Borough of North Haledon
146. Novelis Corporation f/k/a Alcan Aluminum Corporation
147. Township of Nutley
148. City of Orange
149. Otis Elevator Company
150. City of Passaic
151. Passaic Pioneers Properties Company
152. Passaic Valley Sewerage Commissioners
153. City of Paterson
154. Pfizer Inc.
155. Pharmacia LLC, f/k/a Pharmacia Corporation
156. Phelps Dodge Industries, Inc.
157. Pitt-Consol Chemical Company
158. Pivotal Utility Holdings, Inc.
159. Port Authority of New York and New Jersey
160. PPG Industries, Inc.
161. Praxair, Inc.
162. PRC-DeSoto International, Inc.
163. Precision Manufacturing Group, LLC
164. Prentiss LLC (f/k/a Prentiss Incorporated)
165. Borough of Prospect Park
166. Prysmian Communications Cables and Systems USA, LLC
167. PSEG Fossil LLC
168. Public Service Electric and Gas Company
169. Purdue Pharma Technologies, Inc. and Nappwood Land Corporation
170. Quality Carriers, Inc. and Quala Systems, Inc.
171. City of Rahway
172. Rahway Valley Sewerage Authority
173. Reckitt Benckiser LLC (formerly, Reckitt Benckiser Inc.)
174. Reichhold, Inc.

175. Revere Smelting & Refining Corporation
176. Rexam Beverage Can Company
177. Village of Ridgewood
178. Borough of Roselle
179. Borough of Roselle Park
180. Royce Associates, A Limited Partnership
181. Borough of Rutherford
182. Rutherford Chemicals LLC and Vertellus Specialties Inc.
183. S&A Realty Associates, Inc.
184. Township of Saddle Brook
185. Safety-Kleen EnviroSystems Company successor to McKesson EnviroSystems Co. and Safety-Kleen Corp
186. Schering Corporation n/k/a Merck Sharp & Dohme Corp.
187. Township of Scotch Plains
188. Sequa Corporation
189. Seton Company
190. Siemens Industry, Inc., successor by merger to Siemens Water Technologies Corp.
191. Township of South Hackensack
192. Township of South Orange Village
193. Spectraserv, Inc.
194. Township of Springfield
195. Stanley Black & Decker, Inc. f/k/a The Stanley Works
196. STWB Inc.
197. City of Summit
198. Sun Chemical Corporation
199. Sunoco, Inc. (R&M), Sunoco, Inc. and Sun Pipe Line Company
200. Tate & Lyle Ingredients Americas LLC, f/k/a Tate & Lyle Ingredients Americas, Inc. f/k/a A.E. Staley Manufacturing Company including its former division Staley Chemical Company
201. Teva Pharmaceuticals USA, Inc. f/k/a Biocraft Laboratories, Inc.
202. Textron Inc.
203. The Dial Corporation
204. The Dow Chemical Company
205. The Dundee Water Power and Land Company
206. The Hartz Mountain Corporation
207. The New Jersey Department of Agriculture
208. The New Jersey Department of Transportation
209. The Newark Group, Inc.
210. The Okonite Company, Inc.
211. The Procter & Gamble Manufacturing Company
212. The Sherwin-Williams Company
213. The Valspar Corporation
214. Thirty-Three Queen Realty Inc. and Flexon Industries Corporation
215. Thomas & Betts Corp.
216. Three County Volkswagen Corporation
217. Tiffany and Company, a wholly owned subsidiary of Tiffany & Co.

- 218. Borough of Totowa
- 219. TRMI-H LLC, Texaco Inc., Texaco Downstream Properties Inc., Kewanee Industries, Inc. and Chevron U.S.A. Inc.
- 220. Troy Chemical Corporation, Inc.
- 221. Township of Union
- 222. City of Union City
- 223. Veolia ES Technical Solutions, LLC
- 224. Vitusa Corp.
- 225. W.A.S. Terminals Corp., successor in interest to W.A.S. Terminals, Inc., and incorrectly sued as W.A.S. Terminals, Inc.
- 226. Borough of Wallington
- 227. Township of West Orange
- 228. Town of Westfield
- 229. Whittaker Corporation
- 230. Borough of Wood-Ridge
- 231. Township of Woodbridge
- 232. Borough of Woodland Park
- 233. Township of Wyckoff
- 234. Wyeth n/k/a Wyeth LLC and Shulton, Inc.
- 235. Zeneca, Inc.