

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.

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

Civil Action

ORDER OF DISMISSAL

FILED

DEC 12 2013

Sebastian P. Lombardi, J.S.C.

THIS MATTER, having come before the Court on an application by Plaintiffs, the 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 (collectively, "Plaintiffs"), and Defendants, Repsol, S.A. (f/k/a Repsol YPF, S.A.), YPF, S.A., YPF Holdings, Inc., YPF International S.A. (f/k/a YPF International Ltd.), CLH Holdings, Inc., Maxus International Energy Corporation, Maxus Energy Corporation, and

Tierra Solutions, Inc. (collectively the "Settling Defendants") for the approval of a Settlement Agreement among Plaintiffs and the Settling Defendants ("Settlement Agreement") and for the entry of an order of dismissal of all of the Plaintiffs' claims against the Settling Defendants and all of Maxus's and Tierra's Claims against Plaintiffs in the above referenced matter due to a settlement reached by the Plaintiffs and Settling Defendants. All capitalized terms below shall have the definitions ascribed to them in the Settlement Agreement approved by the Court today.

IT IS on this 12th day of December, 2013

ORDERED THAT:

1. The Settlement Agreement is approved. This Dismissal Order shall be construed consistently with the Settlement Agreement and so as to effectuate the purposes of that Agreement and, unless otherwise defined herein, capitalized terms as used herein shall have the meanings ascribed to them in the Settlement Agreement.

2. All claims in Plaintiffs' Fourth Amended Complaint against the Settling Defendants are hereby dismissed with prejudice, except that those claims which Plaintiffs have reserved against Settling Defendants pursuant to Paragraphs 26, 44, 46 and 49 of the Settlement Agreement are dismissed without prejudice.

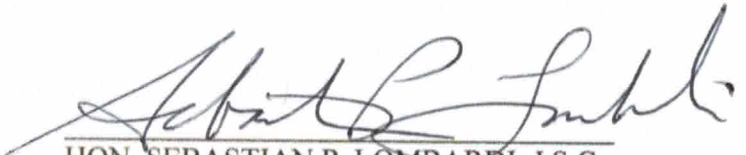
3. All counterclaims brought by Maxus and Tierra against the Plaintiffs in response to Plaintiffs' Second Amended Complaint are hereby dismissed with prejudice.

4. Because this Order completely resolves all of the claims between the Plaintiffs and the Settling Defendants, and because there is no just reason for delay, the Court hereby certifies this Order as a final order disposing of all of Plaintiffs' claims against the Settling Defendants, pursuant to Rule 4:42-2. As such and to that extent, this Order is appealable by any aggrieved party.

5. Plaintiffs and Settling Defendants shall not assert against each other claims for costs or attorney's fees incurred in this litigation.

6. Consistent with N.J.S.A. §58:10-23.11f, the Settling Defendants shall not be liable for claims for contribution regarding Matters Addressed in the Settlement Agreement.

7. A true copy of this Order be and hereby shall be served upon all counsel of record within 7 days of receipt hereof.


HON. SEBASTIAN P. LOMBARDI, J.S.C.

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