

Craig L. Levinsohn, Esq.
Aronsohn Weiner & Salerno, P.C.

263 Main Street
Hackensack, New Jersey 07601

Tel: (201) 487-4747

Fax: (201) 487-7601

SCHIFF HARDIN, LLP

Attorneys for Third-Party Defendant, Goody Products, Inc.

NEW JERSEY DEPARTMENT OF
ENVIRONMENTAL PROTECTION, THE
COMMISSIONER OF THE NEW JERSEY
ENVIRONMENTAL PROTECTION AGENCY,
and THE ADMINISTRATOR OF THE NEW
JERSEY SPILL COMPENSATION FUND,

Plaintiffs,

vs.

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

Defendants,

MAXUS ENERGY CORPORATION and
TIERRA SOLUTIONS, INC.,

Third-Party Plaintiffs,

vs.

3M COMPANY,
A.C.C., INC.,
ACH FOOD COMPANIES, INC.,
ACTIVE OIL SERVICE,
ADCO CHEMICAL COMPANY,
AGC CHEMICALS AMERICAS, INC.,
ALDEN-LEEDS, INC.,
ALLIANCE CHEMICAL, INC.,
ALUMAX MILL PRODUCTS, INC.,
AMCOL REALTY CO.,
AMERICAN INKS AND COATINGS CORPORATION,

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: ESSEX COUNTY

DOCKET NO. L-9868-05 (PASR)

CIVIL ACTION

**AMENDED ANSWER OF GOODY
PRODUCTS, INC., ASSERTING
ADDITIONAL AFFIRMATIVE
DEFENSES TO THIRD-PARTY
COMPLAINT "B"**

APEXICAL, INC.,
APOLAN INTERNATIONAL, INC.,
ARKEMA, INC.,
ASHLAND INC.,
ASHLAND INTERNATIONAL HOLDINGS, INC.,
ASSOCIATED AUTO BODY & TRUCKS, INC.,
ATLAS REFINERY, INC.,
AUTOMATIC ELECTRO-PLATING CORP.,
AKZO NOBEL COATINGS, INC.,
BASF CATALYSTS LLC,
BASF CONSTRUCTION CHEMICALS INC.,
BASF CORPORATION,
BAYER CORPORATION,
BEAZER EAST, INC.,
BELLEVILLE INDUSTRIAL CENTER,
BENJAMIN MOORE & COMPANY,
BEROL CORPORATION,
B-LINE TRUCKING, INC.,
BORDEN & REMINGTON CORP.,
C.S. OSBORNE & CO.,
CAMPBELL FOUNDRY COMPANY,
CASCHEM, INC.,
CBS CORPORATION,
CELANESE LTD.,
CHEMICAL COMPOUNDS INC.,
CHEMTURA CORPORATION,
CLEAN EARTH OF NORTH JERSEY, INC.,
COSMOPOLITAN GRAPHICS CORPORATION,
CIBA CORPORATION,
COLTEC INDUSTRIES INC.,
COLUMBIA TERMINALS, INC.,
COMO TEXTILE PRINTS, INC.,
CONAGRA PANAMA, INC.;
CONOPCO, INC.,
CONSOLIDATED RAIL CORPORATION,
COOK & DUNN PAINT CORPORATION,
COSAN CHEMICAL CORPORATION,
COVANTA ESSEX COMPANY,
CRODA, INC.,
CRUCIBLE MATERIALS CORPORATION,
CURTISS-WRIGHT CORPORATION,
CWC INDUSTRIES, INC.,
DARLING INTERNATIONAL, INC.,
DAVANNE REALTY CO.,

DELEET MERCHANDISING CORPORATION,
DELVAL INK AND COLOR,
INCORPORATED,DILORENZO PROPERTIES
COMPANY, L.P.,
E.I. DU PONT DE NEMOURS AND COMPANY,
EASTMAN KODAK COMPANY,
EDEN WOOD CORPORATION,
ELAN CHEMICAL COMPANY, INC.,
EM SERGEANT PULP & CHEMICAL CO.,
EMERALD HILTON DAVIS, LLC,
ESSEX CHEMICAL CORPORATION,
EXXON MOBIL
F.E.R. PLATING, INC.,
FINE ORGANICS CORPORATION,
FISKE BROTHERS REFINING COMPANY,
FLEXON INDUSTRIES CORPORATION,
FLINT GROUP INCORPORATED,
FORT JAMES CORPORATION,
FOUNDRY STREET CORPORATION,
FRANKLIN-BURLINGTON PLASTICS, INC.,
GARFIELD MOLDING COMPANY, INC.,
GENERAL CABLE INDUSTRIES, INC.;
GENERAL DYNAMICS CORPORATION,
GENERAL ELECTRIC COMPANY,
GENTEK HOLDING LLC,
GIVAUDAN FRAGRANCES CORPORATION,
G. J. CHEMICAL CO.,
GOODY PRODUCTS, INC.,
GORDON TERMINAL SERVICE CO. OF N.J., INC.,
HARRISON SUPPLY COMPANY,
HARTZ MOUNTAIN CORPORATION,
HAVENICK ASSOCIATES L.P.,
HEXCEL CORPORATION,
HEXION SPECIALTY CHEMICALS, INC.,
HOFFMANN-LA ROCHE INC.,
HONEYWELL INTERNATIONAL INC.,
HOUGHTON INTERNATIONAL INC.,
HUDSON TOOL & DIE COMPANY, INC,
HY-GRADE ELECTROPLATING CO.,
ICI AMERICAS INC.,
INNOSPEC ACTIVE CHEMICALS LLC,
INX INTERNATIONAL INK CO.,
ISP CHEMICALS INC.,
ITT CORPORATION,

KEARNY SMELTING & REFINING CORP.,
KAO BRANDS COMPANY,
KOEHLER-BRIGITT STAR, INC.,
LINDE, INC.,
LUCENT TECHNOLOGIES, INC.,
MACE ADHESIVES & COATINGS COMPANY, INC.,
MALLINCKRODT INC.,
MERCK & CO., INC.,
METAL MANAGEMENT NORTHEAST, INC.,
MI HOLDINGS, INC.,
MILLER ENVIRONMENTAL GROUP, INC.,
MORTON INTERNATIONAL, INC.,
N L INDUSTRIES, INC.,
NAPPWOOD LAND CORPORATION,
NATIONAL FUEL OIL, INC.,
NATIONAL-STANDARD, LLC,
NELL-JOY INDUSTRIES, INC.,
NESTLE U.S.A., INC.,
NEW JERSEY TRANSIT CORPORATION,
NEWS AMERICA, INC.,
NEWS PUBLISHING AUSTRALIA LIMITED,
NORPAK CORPORATION,
NOVELIS CORPORATION,
ORANGE AND ROCKLAND UTILITIES, INC.,
OTIS ELEVATOR COMPANY,
PRC-DESOTO INTERNATIONAL, INC.,
PASSAIC PIONEERS PROPERTIES COMPANY,
PFIZER INC.,
PHARMACIA CORPORATION,
PHELPS DODGE INDUSTRIES, INC.,
PHILBRO, INC.,
PITT-CONSOL CHEMICAL COMPANY,
PIVOTAL UTILITY HOLDINGS, INC.,
PPG INDUSTRIES, INC.,
PRC-DESOTO INTERNATIONAL, INC.,
PRAXAIR, INC.,
PRECISION MANUFACTURING GROUP, LLC,
PRENTISS INCORPORATED,
PROCTER & GAMBLE MANUFACTURING COMPANY,
PRYSMIAN COMMUNICATIONS CABLES AND
SYSTEMS USA LLC,
PSEG FOSSIL LLC,
PUBLIC SERVICE ELECTRIC AND GAS COMPANY,
PURDUE PHARMA TECHNOLOGIES, INC.,

QUALA SYSTEMS, INC.,
QUALITY CARRIERS, INC.,
RECKITT BENCKISER, INC.,
REICHHOLD, INC.,
REVERE SMELTING & REFINING CORPORATION,
REXAM BEVERAGE CAN COMPANY,
ROMAN ASPHALT CORPORATION,
ROYCE ASSOCIATES, A LIMITED PARTNERSHIP,
R.T. VANDERBILT COMPANY, INC.,
RUTHERFORD CHEMICALS LLC,
S&A REALTY ASSOCIATES, INC.,
SCHERING CORPORATION,
SEQUA CORPORATION,
SETON COMPANY,
SIEMENS WATER TECHNOLOGIES CORP.
SINGER SEWING COMPANY
SPECTRASERV, INC.,
STWB, INC.,
SUN CHEMICAL CORPORATION,
SVP WORLDWIDE, LLC,
TATE & LYLE INGREDIENTS AMERICAS, INC.,
TEVA PHARMACEUTICALS USA, INC.,
TEVAL CORP.,
TEXTRON INC.,
THE DIAL CORPORATION,
THE DUNDEE WATER POWER AND LAND COMPANY,
THE NEWARK GROUP, INC.,
THE OKONITE COMPANY, INC.,
THE SHERWIN-WILLIAMS COMPANY,
THE STANLEY WORKS,
THE VALSPAR CORPORATION,
THIRTY-THREE QUEEN REALTY INC.,
THREE COUNTY VOLKSWAGEN CORPORATION,
TIDEWATER BALING CORP.,
TIFFANY & CO.,
TIMCO, INC.,
TRIMAX BUILDING PRODUCTS, INC.,
TROY CHEMICAL CORPORATION, INC.,
UNIVERSAL OIL PRODUCTS COMPANY,
V. OTTILIO & SONS, INC.,
VELSICOL CHEMICAL CORPORATION,
VEOLIA ES TECHNICAL SOLUTIONS, L.L.C.,
VERTELLUS SPECIALTIES INC.,
VITUSA CORP.,

VULCAN MATERIALS COMPANY,
W.A.S. TERMINALS CORPORATION,
W.A.S. TERMINALS, INC.,
W.C. INDUSTRIES,
WHITTAKER CORPORATION,
WIGGINS PLASTICS, INC.,
ZENECA INC.,

Third-Party Defendants.

**AMENDED ANSWER OF GOODY PRODUCTS, INC. ASSERTING ADDITIONAL
AFFIRMATIVE DEFENSES TO THIRD-PARTY COMPLAINT "B"**

Goody Products, Inc. ("Goody") hereby restates and reasserts its Answer and Affirmative Defenses to Third-Party Complaint "B," filed January 4, 2010, in their entirety. Goody now amends such pleading to provide for the following additional Affirmative Defenses:

AFFIRMATIVE DEFENSES

Goody is adding the following affirmative defenses. Without altering the burden of proof, Goody will rely on the following defenses, all defenses previously asserted and any and all further defenses that become available or appear during discovery proceedings in this action.

FORTY-SEVENTH AFFIRMATIVE DEFENSE

3501. Third-Party Plaintiffs have no right of contribution against Goody under the WPCA.

FORTY-EIGHTH AFFIRMATIVE DEFENSE

3502. Third-Party Plaintiffs are not the real parties in interest for pursuit of the claims set forth in the Third-Party Complaint, nor are Third-Party Plaintiffs acting in the capacity of an executor, administrator, guardian of a person or property, trustee of an express trust, or a party with whom or in whose name a contract has been made for the benefit of another. Consequently, all claims are barred under R. 4:26-1 of the New Jersey Court Rules.

FORTY-NINTH AFFIRMATIVE DEFENSE

3503. Goody did not own or operate a “Major Facility” as defined by the Spill Act or the WPCA.

FIFTIETH AFFIRMATIVE DEFENSE

3504. The claims against Goody are barred, in whole or in part, by Third-Party Plaintiffs’ failure to comply with the prerequisites to liability under the Spill Act including, without limitation to, Third-Party Plaintiffs’ have not incurred costs authorized by the Spill Act and Third-Party Plaintiffs’ have failed to direct cleanup and removal activities in accordance with the National Contingency Plan to the greatest extent possible.

FIFTY-FIRST AFFIRMATIVE DEFENSE

3505. The claims against Goody are barred, in whole or in part, if and to the extent Third-Party Plaintiffs seek to recover from Goody a *pro rata* share of costs incurred under the 1994 AOC, the CPG AOCs or Newark Bay AOC, to the extent such costs are alleged to be attributable to the “Goody Products, Inc. Site,” as defined in paragraph 1416 of Third-Party Complaint “B,” because Third-Party Plaintiffs have agreed not to pursue such claims at this time against Goody.

FIFTY-SECOND AFFIRMATIVE DEFENSE

3506. The claims against Goody fail, in whole or in part, to the extent Third-Party Plaintiffs seek to recover from Goody any damages Plaintiffs seek in connection with TCDD in the Newark Bay Complex because Third-Party Plaintiffs have not alleged that Goody discharged any TCDD to the Newark Bay Complex.

FIFTY-THIRD AFFIRMATIVE DEFENSE

3507. The claims against Goody fail, in whole or in part, to the extent Third-Party Plaintiffs seek to recover from Goody any economic benefit or unjust enrichment that Plaintiffs

allege have been enjoyed by Third-Party Plaintiffs because Third-Party Plaintiffs do not allege Goody has enjoyed such economic benefits or unjust enrichment.

FIFTY-FOURTH AFFIRMATIVE DEFENSE

3508. The claims against Goody fail, in whole or in part, to the extent Third-Party Plaintiffs seek to recover from Goody any damages in connection with Plaintiffs' claims for Fraudulent Transfers or Civil Conspiracy/Aiding and Abetting (Counts Six and Seven, respectively, in the Third Amended Complaint) because Third-Party Plaintiffs do not allege that Goody played any role in or received any benefit from the alleged fraudulent transfers or conspiracy.

FIFTY-FIFTH AFFIRMATIVE DEFENSE

3509. The claims against Goody are barred, in whole or in part, based on the application of equitable principles.

WHEREFORE, Third-Party Defendant Goody Products, Inc. respectfully requests that the Court enter an Order dismissing Third-Party Complaint "B" with prejudice, and awarding costs, attorney fees and any other relief the Court deems just and proper.

Dated: October 27, 2010

Respectfully submitted,

Signed

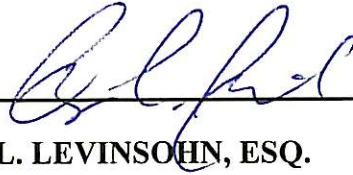

CRAIG L. LEVINSOHN, ESQ.
Aronsohn Weiner & Salerno, P.C.
NJ Attorney for Third-Party Defendant Goody Products, Inc.
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Fax: (201) 487-7601

SCHIFF HARDIN, LLP
Attorney for Third-Party Defendant Goody Products, Inc.
233 South Wacker
Suite 6600
Chicago, Illinois 60606
Tel: (312) 258-5500
Fax: (312) 258-5600

CERTIFICATE OF SERVICE

On October 27, 2010, I caused a true and correct copy of the within Amended Answer, Asserting Additional Affirmative Defenses, to be served upon all parties by posting to CT Summation CaseVantage on this 27th day of October, 2010, with the original documents forwarded to the Clerk of Court, Superior Court of New Jersey, Essex County.

Signed

A handwritten signature in blue ink, appearing to read 'C. Levinsohn', is written over a horizontal line.

CRAIG L. LEVINSOHN, ESQ.

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Dated: October 27, 2010