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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
HOLDINGS, INC. and CLH HOLDINGS,

Defendants,

vs.

MAXUS ENERGY CORPORATION and TIERRA
SOLUTIONS, INC.

Third-Party Plaintiffs,

vs.

W.A.S. TERMINALS CORPORATION and
W.A.S. TERMINALS, INC., et al.

Third-Party Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION – ESSEX COUNTY

DOCKET NO: ESX-L-9868-05 (PASR)

CIVIL ACTION

**ANSWER AND SEPARATE
DEFENSES OF W.A.S. TERMINALS
CORPORATION and W.A.S.
TERMINALS, INC. TO THIRD-
PARTY PLAINTIFFS MAXUS
ENERGY CORPORATION AND
TIERRA SOLUTIONS, INC.'S
COMPLAINT "B"**

Third-Party Defendant W.A.S. Terminals Corporation ("WTC" or "Third-Party Defendant WTC"), having an address of 1 North Oaks Drive, Warren, New Jersey 07059, and Third-Party Defendant W.A.S. Terminals, Inc. ("WTI" or "Third-Party Defendant WTI"), by and through their attorneys, The Law Office of Howard Davis, P.C., and in accordance with this Court's Case Management Order V, Section 9, entered April 16, 2009 ("CMO V"), by way of Answer to the Third-Party Complaint "B" ("Third-Party Complaint") brought by Third-Party

Plaintiffs Maxus Energy Corporation and Tierra Solutions, Inc. ("Third-Party Plaintiffs"),
hereby:

1-204. Deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraphs 1- 204.

205. Admit the allegations of Paragraph 205.

206. Deny the allegations of Paragraph 206, except admit that WTI was organized under the laws of the State of New Jersey and that its principal place of business was located at 126 Passaic Street, Newark, New Jersey prior to its dissolution on March 6, 1989.

207-2631. Deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraphs 207 through 2631.

2632. Deny the allegations in Paragraph 2632 except admit that WTI was the owner of the property located Block 519, Lot 2 and Block 568, Lot 25, more commonly described as 126 Passaic Street, Newark, New Jersey (the "WAS Terminals Site"), from October 19, 1973 until WTI sold the WAS Terminals Site to WTC on June 30, 1986; admit that WTC was the owner of the WAS Terminals Site from June 30, 1986 until October 31, 2006 when it sold the WAS Terminals Site; and deny knowledge or information sufficient to form a belief as to whether the W.A.S. Terminals Site is located at river mile 5.4 on the western bank of the Passaic River

2633. Deny the allegations in Paragraph 2633 except admit that WTI was incorporated in New Jersey in 1972 and that it was a wholesale distributor of certain products from the WAS Terminals Site.

2634. Deny the allegations in Paragraph 2634 except admit that WTC's predecessor was incorporated in New Jersey in 1966.

2635. Deny the allegations in Paragraph 2635 except admit that WTI operated at the WAS Terminals Site beginning on or about October 19, 1973 until WTI sold the WAS Terminals

Site to WTC on June 30, 1986; admit that WTC operated at the WAS Terminals Site beginning on or about June 30, 1986 until it sold the WAS Terminals Site on October 31, 2006; admit that WTI was a wholesale distributor of certain products operating at the WAS Terminals Site; and admit that WTC was a wholesale distributor of certain products operating at the WAS Terminals Site.

2636. Deny knowledge or information sufficient to form a belief as to the truth of the allegations as set forth in Paragraph 2636 except admit that WTC, WTI, and MacArthur distributed certain substances, but not all the substances alleged in Paragraph 2636, from the WAS Terminals Site.

2637. Deny knowledge or information sufficient to form a belief as to the truth of the allegations as set forth in Paragraph 2637, except admit receipt of copies of documents which purport to be an Administrative Order and Notice of Civil Administrative Penalty Assessment that the New Jersey Department of Environmental Protection ("NJDEP") issued to MacArthur Petroleum & Solvent Co., Inc. and W.A.S. Terminals on March 21, 1991 alleging that a spill incident occurred at 126 Passaic Street on October 29, 1990 and an Investigation report that the NJDEP, Division of Environmental Quality, Bureau of Emergency Response, Region 1, prepared regarding an alleged investigation at 126 Passaic Street on October 26, 1990.

2638. Deny knowledge or information sufficient to form a belief as to the truth of the allegations as set forth in Paragraph 2638.

2639. Deny knowledge or information sufficient to form a belief as to the truth of the allegations as set forth in Paragraph 2639.

2640. Deny knowledge or information sufficient to form a belief as to the truth of the allegations as set forth in Paragraph 2640.

2641. Note that Paragraph 2641 asserts legal conclusions rather than factual allegations; but to the extent Paragraph 2641 asserts factual allegations, deny any such allegations.

2642. Note that Paragraph 2642 asserts legal conclusions rather than factual allegations; but to the extent Paragraph 2642 asserts factual allegations, deny any such allegations.

2643-3445. Deny knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraphs 2643-3445.

FIRST COUNT

(New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11f.a.(2)(a))
(Paragraphs 3446 through 3451)

3446. Repeat and incorporate, as if fully set forth herein, WTI's and WTC's responses and denials in response to Paragraphs 1 through 3445 of the Third-Party Complaint.

3447. Deny knowledge or information sufficient to form a belief as to the truth of the matters stated in Paragraph 3447 of the Third-Party Complaint.

3448. Deny knowledge or information sufficient to form a belief as to the truth of the matters stated in Paragraph 3448 of the Third-Party Complaint.

3449. Deny knowledge or information sufficient to form a belief as to the truth of the matters stated in Paragraph 3449 of the Third-Party Complaint.

3450. Deny knowledge or information sufficient to form a belief as to the truth of the matters stated in Paragraph 3450 of the Third-Party Complaint.

3451. Deny knowledge or information sufficient to form a belief as to the truth of the matters stated in Paragraph 3451 of the Third-Party Complaint.

SECOND COUNT

(Statutory Contribution)
(Paragraphs 3452 through 3453)

3452. Repeat and incorporate, as if fully set forth herein, WTC's and WTI's responses and denials in response to Paragraphs 1 through 3451 of the Third-Party Complaint.

3453. Deny knowledge or information sufficient to form a belief as to the truth of the matters stated in Paragraph 3453 of the Third-Party Complaint.

WHEREFORE, WTC and WTI demand dismissal of the Third-Party Complaint with prejudice, costs of litigation, attorney's fees, and for such other relief as the Court deems just and proper.

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

1. The Third-Party Complaint is barred in whole or in part as it fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

2. Third-Party Plaintiffs' claims against WTC and WTI are barred, in whole or in part, by the applicable Statute of Limitations, Statute of Repose, and/or the equitable doctrines of laches and estoppel.

THIRD AFFIRMATIVE DEFENSE

3. The claims asserted against Third-Party Defendants in the Third-Party Complaint are barred because any damages allegedly sustained by Third-Party Plaintiffs are the result of natural causes and/or the actions of a third party or parties over whom WTC or WTI had no control.

FOURTH AFFIRMATIVE DEFENSE

4. The Third-Party Complaint is barred, in whole or part, by Third-Party Plaintiffs' failure to mitigate their claimed damages.

FIFTH AFFIRMATIVE DEFENSE

5. The actions or omissions of WTC and/or WTI were not the actual, legal, or proximate cause of Third-Party Plaintiffs' alleged damages.

SIXTH AFFIRMATIVE DEFENSE

6. Third-Party Plaintiffs' claims are barred, in whole or in part, by the "unclean hands" doctrine and/or the doctrine of unjust enrichment.

SEVENTH AFFIRMATIVE DEFENSE

7. The damages sought by Third-Party Plaintiffs against WTC and WTI are not recoverable under the Spill Act.

EIGHTH AFFIRMATIVE DEFENSE

8. The claims brought by Third-Party Plaintiffs reflect damages that are wholly speculative, conjectural, unreasonable, and/or excessive; and therefore, such claims are not capable of assessment supporting any award of damages or other relief in this case.

NINTH AFFIRMATIVE DEFENSE

9. The claims of Third-Party Plaintiffs are barred in whole or in part by the statutory defenses to liability provided by the Spill Act and the Water Pollution Control Act, N.J.S.A. 58:10A-1 et seq. ("WPCA").

TENTH AFFIRMATIVE DEFENSE

10. Third-Party Plaintiffs' claims are barred, in whole or in part, by the entire controversy doctrine.

ELEVENTH AFFIRMATIVE DEFENSE

11. Third-Party Plaintiffs' claims against WTC and WTI are barred in whole or in part by the doctrines of waiver, consent, release and/or assumption of risk.

TWELFTH AFFIRMATIVE DEFENSE

12. Some or all of Third-Party Plaintiffs do not have standing to sue.

THIRTEENTH AFFIRMATIVE DEFENSE

13. Third-Party Plaintiffs' claims against Third-Party Defendants are subject to setoff and recoupment; and therefore, any recovery they might obtain must be reduced accordingly.

FOURTEENTH AFFIRMATIVE DEFENSE

14. Third-Party Plaintiffs' claims are barred, in whole or in part, by the doctrines of collateral estoppel, res judicata, and/or judicial estoppel, including, but not based exclusively on, prior findings as to Third-Party Plaintiffs' intentional misconduct.

FIFTEENTH AFFIRMATIVE DEFENSE

15. Third-Party Plaintiffs' claims are not ripe for adjudication, inter alia, because Third-Party Plaintiffs have a joint liability to the Plaintiffs and have not paid and will not pay more than their fair or equitable share of the liability.

SIXTEENTH AFFIRMATIVE DEFENSE

16. WTC and WTI reserve the right to assert such other affirmative defenses as may become known to them.

SEVENTEENTH AFFIRMATIVE DEFENSE

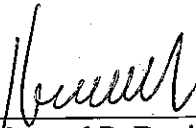
17. WTC and WTI incorporate by reference any affirmative defense asserted by other parties in this action to the extent such affirmative defenses are defenses to Third-Party Plaintiff's claims and do not impose liability on WTC or WTI.

CERTIFICATION PURSUANT TO RULE 4:5-1(b)(2)

Pursuant to R. 4:5-1(b)(2) and CMO V, the undersigned hereby certifies that the matter in controversy is not the subject of any other action pending in any court or of a pending arbitration proceeding and no action or arbitration proceeding is contemplated by the undersigned.

Dated: October 20, 2009

By: _____


Howard P. Davis, Esq.
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Terminals Corp. and W.A.S. Terminals, Inc.*

DESIGNATION OF TRIAL COUNSEL

Pursuant to Rule 4:25-4, Third-Party Defendants WTC and WTI hereby designate Howard P. Davis as trial counsel on its behalf in the within action.

Dated: October 20, 2009

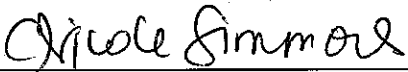
By: _____


Howard P. Davis, Esq.
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CERTIFICATE OF SERVICE

I, C. Nicole Simmons, hereby certify that a true and correct copy of the within Answer to Third-Party Complaint "B" and Affirmative Defenses was, pursuant to Case Management Order CMO I: (1) submitted directly to Judge Sebastian Lombardi, by electronic mail to sebastian.lombardi@judiciary.state.nj.us; (2) submitted to Simi Junior, Clerk to Judge Lombardi, by electronic mail to simi.junior@judiciary.state.nj.us; (3) filed with the Clerk of Court, Superior Court of New Jersey, Essex County via Hand Delivery; (4) served upon all parties which have consented to electronic service by posting to <http://njdepvocc.sfile.com>; and (5) served upon all parties (as listed below) that have not consented to electronic service via First Class, regular mail on this 20th day of October 2009.

Date: October 20, 2009


C. Nicole Simmons, Esq.

Pursuant to the "Third-Party Defendants for Electronic Service List as of October 19, 2009," the following Counsel are not listed and as such, have not consented to service by posting:

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New Jersey Department of Environmental Protection, *et al.*
v. Occidental Chemical Corporation, *et al.*

E-MAIL/SERVICE LIST
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DOCKET NO.: ESX-L-009868-05

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