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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,	:	SUPERIOR COURT OF NEW JERSEY LAW DIVISION - ESSEX COUNTY DOCKET NO. ESX-L-9869-05
	:	
Plaintiffs,	:	
	:	
vs.	:	<u>CIVIL ACTION</u>
	:	
OCCIDENTAL CHEMICAL CORPORATION, TIERRA SOLUTIONS, INC., MAXUS ENERGY CORPORATION, REPSOL YPF, S.A., YPF, S.A., YPF HOLDINGS, INC., and CLH HOLDINGS,	:	THIRD PARTY COMPLAINT "D" OF MAXUS ENERGY CORPORATION AND TIERRA SOLUTIONS, INC.
	:	
	:	
Defendants	:	

MAXUS ENERGY CORPORATION :
and TIERRA SOLUTIONS, INC. :

Third-Party Plaintiffs, :

vs. :

AMERICAN CYANAMID, :
BAYER CORPORATION, :
BAYONNE INDUSTRIES, INC., :
BP MARINE AMERICAS, INC., :
CHEMICAL WASTE MANAGEMENT, :
INC., :
DOW CHEMICAL COMPANY, :
DURAPORT REALTY ONE LLC, :
DURAPORT REALTY TWO LLC, :
EPEC POLYMERS, INC., :
GAESS ENVIRONMENTAL SERVICES :
INC., :
GATX TERMINALS CORORATION, :
GOODRICH CORPORATION, :
HESS CORPORATION, :
IMTT-BAYONNE, :
KINDER MORGAN ENERGY :
PARTNERS, L.P., :
McKESSON CORPORATION, :
McKESSON ENVIROSYSTEMS CO., :
SAFETY-KLEEN CORPORATION, :
SHULTON, INCORPORATED, USA. :
SUN PIPELINE CO., :
SUN REFINING & MARKETING CO., :
SUN OIL CO. :
SUPERIOR MPM LLC, :
THOMAS & BETTS CORP., :
WASTE MANAGEMENT, INC., :
WYETH, :

:
Third-Party Defendants.

THIRD-PARTY COMPLAINT “D”
OF MAXUS ENERGY CORPORATION AND TIERRA SOLUTIONS, INC.

Defendants Maxus Energy Corporation (“Maxus”) and Tierra Solutions, Inc. (“Tierra”) bring this Third-Party Complaint against the Third-Party Defendants listed in the caption above and state:

PROCEDURAL BACKGROUND

1. The Plaintiffs (collectively, “the State,” unless otherwise indicated) commenced this lawsuit on December 13, 2005, suing Defendants Occidental Chemical Corporation (“Occidental”), Tierra, Maxus, Repsol YPF, S.A., YPF, S.A., YPF Holdings, Inc. and CLH Holdings (collectively, “Defendants”). After several revisions, the State’s Second Amended Complaint seeks to recover from the Defendants past and future “cleanup and removal costs”—as well as unspecified economic damages, punitive damages, damages for alleged “unjust enrichment,” penalties and a variety of other forms of relief—purportedly arising from the alleged discharges into the Passaic River of 2,3,7,8-tetrachlorodibenzo-p-dioxin (a form of dioxin referred to as “TCDD”) and other unspecified “hazardous substances” from a plant that operated at 80 Lister Avenue in Newark, New Jersey (“Lister Plant”) for approximately 20 years before the plant was closed in 1969.

2. The State further alleges that, after operations at the Lister Plant ceased, hazardous substances purportedly discharged from the plant “migrated” throughout the lower 17 miles of the Passaic River, Newark Bay, the lower reaches of the Hackensack River, the Arthur Kill, the Kill van Kull, “and into adjacent waters and sediments,” which Plaintiffs define collectively as the “Newark Bay Complex.” Plaintiffs contend that Maxus and Tierra are “responsible for the liabilities arising from almost forty years of discharges of TCDD, DDT, and other hazardous substances” at 80 Lister Avenue.

3. In their Answer filed on October 6, 2008, Maxus and Tierra substantially denied the Plaintiffs' allegations in the Second Amended Complaint. On the same date, Maxus and Tierra also filed a Counterclaim which explained in detail that it is fantasy to suggest that the longstanding and widespread pollution of the vast "Newark Bay Complex" can be plausibly blamed on the operations of a single manufacturing facility. Indeed, this opened 40 years **after** the Governor of New Jersey admitted in his January 1902 inaugural address that "the pollution of the Passaic River from the adjacent population" had already "destroyed the use and beauty of a noble stream and gravely injured manufacturing and property interests on its banks." *See Counterclaim of Defendants Maxus Energy Corporation and Tierra Solutions, Inc.* ("Counterclaim"), ¶ 2 (citing *New York Times* (1/22/1902)).

4. In this litigation, the State has admitted that there are potentially thousands of sources of the pollution in the Newark Bay Complex. Moreover, in 2003, just two years before filing this lawsuit, plaintiff NJDEP issued a Directive ("2003 Directive") identifying 66 companies that NJDEP said were involved in discharges directly traceable to 18 different sites within the lower 17 miles of the Passaic River, which the 2003 Directive concludes "are responsible for the hazardous substances in the Lower Passaic River."

5. The claims asserted in this Third-Party Complaint are brought pursuant to the New Jersey Spill Compensation Control Act, N.J.S.A. 58:1—23.11a *et seq.* ("Spill Act"), and the New Jersey statutory provisions for contribution (N.J.S.A. 2A:53A-3 *et seq.*), arising from the environmental contamination of the Newark Bay Complex as a result of the actions and omissions of the Third-Party Defendants.

6. Given the multiple sources of the pollution, costs and damages that are the subject of the State's lawsuit, Maxus and Tierra seek to recover in this Third-Party Complaint, as in the

Counterclaim, *inter alia*, all or a proportionate share of cleanup and removal costs, damages, or other loss or harm, if any, for which Maxus and Tierra may be held liable in this action. In addition, (with one caveat), Maxus and Tierra also seek to recover from the Third-Party Defendants (as from the State in the Counterclaim) an equitable share of the cleanup and removal costs that Maxus and Tierra have incurred or will incur in the future relating to the Newark Bay Complex, including the cleanup and removal costs incurred in implementing the 1994 AOC, the CPG AOCs, Newark Bay AOC, and the 2008 Removal Action AOC.

7. Pursuant to an agreement with the members of the CPG (identified in attached Exhibit A), Maxus and Tierra have agreed not to pursue claims against CPG members to recover costs incurred under the 1994 AOC, the CPG AOCs or Newark Bay AOC, to the extent such costs are attributable to the facilities identified in attached Exhibit B unless (among other possible conditions) a court order is issued that requires such claims be brought in this action or be waived. Accordingly, unless and until such an order is issued (or one of the other conditions occurs, which has not yet happened), Maxus and Tierra are currently precluded by contract from asserting the claims described in this paragraph against CPG members in this action. Nevertheless, Maxus and Tierra expressly reserve all rights to pursue such claims when the agreement with the CPG members permits.

FIRST COUNT

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

8. Maxus and Tierra repeat and incorporate Paragraphs 1 through 8 of this Third-Party Complaint by reference.

9. Pursuant to the New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11 et seq., (the “Spill Act”) each of the Third-Party Defendants is a discharger and/or “a

person in any way responsible” for the discharge of Hazardous Substances into the Newark Bay Complex as set forth below.

10. The New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11f.a.(2)(a), provides that “[w]henver one or more dischargers or persons cleans up and removes a discharge of a hazardous substance, those dischargers and persons shall have a right of contribution against all other dischargers and persons in any way responsible for a discharged hazardous substance or other persons who are liable for the cost of the cleanup and removal of that discharge of a hazardous substance.”

11. Maxus and Tierra are entitled to contribution from each of the Third-Party Defendants to recover a proportionate share of any cleanup and removal costs or damages, if any, for which Maxus or Tierra may be found liable under the Spill Act in this lawsuit.

12. Maxus and Tierra have incurred and will continue to incur “cleanup and removal costs” within the meaning of the Spill Act, N.J.S.A. § 58:10-23.11b.d, in connection with implementing the 1994 AOC, the CPG AOCs, the Newark Bay AOC, and the 2008 Removal Action AOC and in otherwise addressing environmental contamination in the Newark Bay Complex.

13. Maxus and Tierra are entitled to contribution from the Third-Party Defendants to recover a proportionate share of cleanup and removal costs that Maxus and Tierra have incurred and may incur in the future. As the allegations below demonstrate, the Third-Party Defendants have violated or are violating the Spill Act and are obligated to contribute a pro rata share of any cleanup and removal costs which Maxus and Tierra have incurred or may incur.

Hess Corporation Site

14. On information and belief, Hess Corporation (“Hess”) is the current owner and operator of storage terminals on property located at 1111 Delancey Street, Newark, New Jersey

(the “Hess Site”). Hess is a foreign corporation with its principal place of business at 1185 Avenue of the Americas, New York, New York. The Hess Site consists of 60 acres and is on the Newark Bay waterfront.

15. From 1947 to 1966, the property was owned by Atlantic Refining Company. In 1966, that company was merged into Atlantic Richfield Company (also known as “ARCO”). Between 1966 to 1989, ARCO constructed and operated a bulk petroleum storage terminal at the site.

16. Two drainage ditches are located within the southern portion of the Hess Site. Both ditches empty into Newark Bay. Samplings of the drainage ditches sediments indicate the discharge of petroleum hydrocarbons and base neutral compounds into Newark Bay.

17. Between 1975 and 2003, several surface water runoffs, catch basin storm sewer runoffs, equipment malfunctions and spills caused discharges of hazardous substances into Newark Bay from the Hess Site.

18. In September 2003, ARCO received notice from NJDEP as a Potential Responsible Party (“PRP”) for pollution of the Passaic River. The New Jersey agency’s Natural Resource Damage Claim (“NRD”) against ARCO was “In the Matter of the Lower Passaic River.” (Directive No. 2003-01.)

19. Hess is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Hess Site and released into the Newark Bay Complex in violation of the Spill Act.

BP Marine Americas, Inc. Site

20. On information and belief, BP Marine Americas, Inc. (BP Marine”) is the current owner and operator of petroleum storage and transfer terminals on property located at 350 Coastal Street, Newark, New Jersey (the “BP Marine Site”). BP Marine is a foreign corporation with its principal place of business located at 200 Westlake Park Blvd., Houston, Texas. The Site is situated .4 miles north of the Port Newark Channel and about ½ mile east of the Passaic River.

21. BP Marine has owned the Site since 1983. In October 1992, the New Jersey Port Authority conducted a preliminary site investigation and identified sources of petroleum in the Site’s groundwater as resulting from a release of 4 million gallons of fuel. Between 1983 and 2005, several spills of petroleum and other hazardous products occurred at the Site which, on information and belief, were discharged into the Newark Bay Complex. For example, an investigation in 2006 revealed sediments in adjacent property of arsenic, cadmium, nickel and mercury emanating from the Site.

22. BP Marine Americas, Inc. is “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the BP Marine Site and released into the Newark Bay Complex in violation of the Spill Act.

Goodrich Corporation Site

23. On information and belief, defendant Goodrich Corporation (“Goodrich”) is the current owner and operator of seven acres of property bordered on the west by the Passaic River (the “Goodrich Site”). The Goodrich Corporation is a foreign corporation with its principal

place of business at Forum Coliseum Center, Charlotte, North Carolina. From 1891 to 1994, chemical manufacturing was conducted at the Site.

24. According to the EPA, the soil at the Goodrich Site is contaminated with barium. The groundwater there has been impacted primarily with vinyl chloride and trichloroethylene and has flowed into the Newark Bay Complex.

25. From 1963 to 1982, EPEC Polymers, Inc. a wholly-owned subsidiary of El Paso Tennessee Pipeline Company, operated the Site. In 2007, EPEC Polymers agreed with the EPA to complete a comprehensive environmental study of the Passaic River.

26. On information and belief, in 1982, Goodrich purchased the Site from EPEC Polymers, Inc. Since then, the EPA issued a RCRA permit which required investigation and remediation of the Site.

27. EPEC Polymers, Inc. and Goodrich Corporation are “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Goodrich Site and released into the Newark Bay Complex in violation of the Spill Act.

Chemical Waste Management, Inc. Site

28. On information and belief, defendant Chemical Waste Management, Inc. (“Chemical Waste Management”) is the current owner of property located at 253 River Road in Passaic, New Jersey (“the Waste Management Site”). Chemical Waste Management is a foreign corporation with its principal place of business in Oak Brook, Illinois. The Passaic River is on the Site’s western boundary.

29. From 1972 to 1979, GAESS Environmental Services, Inc. operated the Site. GAESS was acquired by SCA Services, Inc. which was, in turn, purchased by Chemical Waste Management, Inc. On information and belief, the facility located on the Site treated hazardous chemicals including carbon tetrachloride, zinc, lead and chromium which flowed or were discharged into the Newark Bay Complex.

30. GAESS Environmental Services, Inc., and Chemical Waste Management, Inc. are “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Chemical Waste Management Site and released into the Newark Bay Complex in violation of the Spill Act.

Sun Oil Company Site

31. On information and belief, defendant Sun Oil Company (“Sun Oil”) is the current owner and operator of petroleum distribution terminals located at 436 Doremis Avenue, Newark, New Jersey (the “Sun Oil Site”). Sun Oil is a foreign corporation with its principal place of business located in Philadelphia, Pennsylvania. The Passaic River abuts the Site. On information and belief, Sun wholly-owned subsidiaries, Sun Refining and Marketing Company and Sun Pipeline Company also participate in the ownership and operation of the terminal facilities.

32. From time to time over the past several years, environmental protection agencies have cited Sun Oil for numerous petroleum spills from the Site into the Passaic River. On information and belief, hazardous substances from the Site have been carried through the Peddie District of the Newark sewer systems and discharging into the Peripheral Ditch flowing into Newark Bay.

33. Sun Oil Company, Sun Refining and Marketing Company and Sun Pipeline Company are “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Sun Oil Site and released into the Newark Bay Complex in violation of the Spill Act.

Thomas & Betts Corporation Site

34. On information and belief, First Occupational Center of New Jersey, Inc. is the owner of property located at 26 Butler Street, Elizabeth, New Jersey. From 1917 to 1995, Thomas & Betts Corporation (“T&B”) owned the property and operated various metal machining operations there (“T& B Site”). Thomas & Betts Corporation is a foreign corporation with its principal place of business in Memphis, Tennessee. The Site is located 850 feet from the confluence of the Arthur Kill and Elizabeth River. On December 20, 1995, T&B donated the Site to First Occupational Center. However, T&B continues to be responsible for the ongoing remedial requirements regarding soil and groundwater contamination at the Site under a Remediation Agreement with NJDEP.

35. Before the installation of the Easterly Interceptor in 1957, untreated wastewaters from the sanitary sewer were discharged into the Elizabeth River and Arthur Kill. Although a wastewater treatment system had been installed in 1924, sampling conducted in the 1980s and 1990s showed hazardous substances were present at the time the effluent was discharged from the treatment system. Groundwater beneath the Site predominately flows from the northwest to the southeast, toward the Elizabeth River and Arthur Kill. A 1995 NJDEP memo states that “...the site is under remedial investigation phase and has extensive groundwater contamination.”

36. Thomas & Betts Corporation is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the T&B Site and released into the Newark Bay Complex in violation of the Spill Act.

American Cyanamid Site

37. On information and belief, American Cyanamid is the current owner of property located at 697 Route 46 East, Clifton, New Jersey (the “American Cyanamid Site”). American Cyanamid is a foreign corporation with its principal place of business in Wayne, New Jersey. The property is adjacent to Weasel Brook which is a Passaic River tributary.

38. From 1946 to 1971, Shulton, Incorporated, USA, a wholly-owned subsidiary of the Wyeth company, manufactured personal hygiene and household products on the Site. Wyeth is a foreign corporation with its principal place of business in Madison, New Jersey. From 1971 to 1991 American Cyanamid manufactured toiletries and plastic packaging at the Site.

39. Toxic substances known to be present at the Site between 1987-1991 include arsenic, barium chloride, barium, argon, ethanol, chromium, formaldehyde, lead acetate, lead chromate, mercuric acetate and sulfuric acid. A General Notice Letter was sent on February 14, 2006 by the EPA charging that Wyeth released or threatened release of hazardous substances, pollutants, and contaminants into the Lower Passaic River. This letter notified Wyeth that it is a potential responsible party and could be liable for expenses associated with Passaic River clean-up.

40. The Site was added to the EPA’s National Priorities list on September 1, 1983, as the result of contamination found in the soil and ground water. Site soil and groundwater were

contaminated with metals and VOCs, which are harmful contaminants. Other contaminants were found on-site including cyanide, PCBs, and chromium.

41. Wyeth, Shulton and American Cyanamid are “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the American Cyanamid Site and released into the Newark Bay Complex in violation of the Spill Act.

Kinder Morgan Site

42. On information and belief, defendant Kinder Morgan Energy Partners L.P. (“Kinder Morgan”) is the current owner of property at 78 Lafayette Street, Carteret, New Jersey (“Kinder Morgan Site”). It operates a petroleum storage and distribution facility at the Site. The property consists of 197 acres and is bordered in part by the confluence of Arthur Kill and River Creek. The Site is on the waterfront of the Newark Bay Complex.

43. In 1925, GATX Terminals Corporation began its petroleum terminals operation at the Site. GATX Terminals is a foreign corporation with its principal place of business in Chicago, Illinois. At least from 1985 to 1997, hazardous petroleum-based substances spilled from the Site into the Arthur Kill and Newark Bay Complex. In 2001, Kinder Morgan Energy Partners, L.P., acquired GATX Terminals Corporation including the Site and terminal operations. On information and belief, Kinder Morgan has discharged hazardous substances into the Newark Bay Complex since 2001.

44. Kinder Morgan Energy Partners, L.P. and GATX Terminals Corporation are “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were

discharged at the Kinder Morgan Site and released into the Newark Bay Complex in violation of the Spill Act.

Keegan Landfill (MSLA 1B) Site

45. The MSLA 1-B Landfill, also known as the Keegan Landfill, is located at the Foot of Bergen Avenue, Town of Kearny, Hudson County, New Jersey (“Keegan Landfill Site”). The Town of Kearny, New Jersey (“Town of Kearny”) owns all or substantially all of the Keegan Landfill Site. From June 14, 1949, until approximately 1972, landfill operations were conducted at the Keegan Landfill Site on land leased from the Town of Kearny. On information and belief, the MSLA 1D Landfill operated as one of four landfills known as the Municipal Sanitary Landfill Authority (MSLA). The Town of Kearny owns the land while the partnership known as MSLA leased the land and operated the facilities. The MSLA partnership consisted of Reclamation and Improvement Co., Peter Roselle & Sons, Inc., William A. Keegan, Inc. and Delaware Sanitation Co. all of whom conducted MSLA jointly as one operation, each participating in the disposal of hazardous wastes into the Newark Bay Complex.

46. Operations at the Keegan Landfill Site included the dumping of household and commercial waste, industrial waste, construction and demolition waste and chemical industrial waste, including Hazardous Substances.

47. The Keegan Landfill Site is bounded on the east and north by freshwater marshlands or open water wetlands and is crossed by Frank’s Creek and an unnamed creek. These marshlands, wetlands and creeks receive direct discharges, overland flow, sheet storm

water runoff and leachate from the Keegan Landfill Site. From the Keegan Landfill Site, Frank's Creek and the unnamed creek flow southward into the Passaic River. The open water wetland area drains southeastward to the Hackensack River.

48. The Keegan Landfill Site is unlined. From the time it was an active landfill to the present day, it has lacked sufficient dikes or other containment structures to prevent leachate from flowing into the surrounding marshlands, wetlands and creeks.

49. On information and belief, approximately 65 million gallons of leachate is annually discharged from the Keegan Landfill Site into Frank's Creek and the surrounding marshlands, wetlands and creeks. Leachate seeps are visible around the perimeter of the Keegan Landfill Site and along the banks of Frank's Creek, which has been described as an open sewer that varies in color and odor. Nearby areas of the marshland are stained brown with leachate, which beats into a white froth when agitated by the wind.

50. The Keegan Landfill Site has been ranked fourth by the NJDEP in potential for greenhouse gas emission/leachate pollution among 16 improperly closed former landfills within the jurisdiction of the New Jersey Meadowland Commission. Soil sampling conducted at the Keegan Landfill Site in 1989 confirmed the presence of Hazardous Substances including mercury, lead and chromium. Sediment sampling conducted at the Keegan Landfill Site in 1989 confirmed the presence of Hazardous Substances including PCBs, phenanthrene, fluoranthene, pyrene, benzo(a)anthracene, indeno(1,2,3-cd)pyrene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, chrysene and benzo(g,h,i)perylene, mercury, lead and chromium.

51. Soil or sediment samples taken at the Keegan Landfill Site in 1997 confirmed the presence of Hazardous Substances including PCBs, acenaphthene, dibenzofuran, fluorene, phenanthrene, anthracene, carbazole, di-n-butylphthalate, fluoranthene, pyrene, butylbenzylphthalate, benzo(a)anthracene, chrysene, bis(2-ethylhexyl)phthalate, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, indeno(1,2,3-cd)pyrene, dibenz(a,h)anthracene, benzo(g,h,i)perylene, diethylphthalate, gamma-BHC (Lindane), Aldrin, Heptachlor Expoxide, Endosulfan, Dieldrin, 4,4'-DDE, Endrin, 4,4'-DDD, 4,4'-DDT, Endrin Ketone, Endrin Aldehyde, alpha-Chlordane, gamma-Chlordane, arsenic, chromium, lead and mercury.

52. Surface water samples taken at the Keegan Landfill Site in 1989 confirmed the presence of Hazardous Substances including mercury, lead and chromium.

53. On information and belief, polluted groundwaters in the overburden at the Keegan Landfill flow south towards the Passaic River.

54. Reclamation and Improvement Co., Peter Roselle & Sons, Inc., William A. Keegan, Inc. and Delaware Sanitation Co. are or were “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Keegan Landfill MSLA 1B and released into the Newark Bay Complex in violation of the Spill Act.

55. Waste Management, Inc. is in the waste removal and disposal business. It is a foreign corporation with its principal place of business in Trenton, New Jersey. On information and belief, Waste Management, Inc. acquired and is the successor to Peter Roselle & Sons, Inc. Therefore, Waste Management, Inc. also is or was a “discharger” and/or a Person “in any way

responsible” for the Hazardous Substances that were discharged at the Keegan Landfill MSLA 1B and released into the Newark Bay Complex in violation of the Spill Act.

MSLA 1D Landfill Site

56. The MSLA 1-D Landfill is an approximately 88.6-acre site located at 1500 Harrison Avenue, Town of Kearny, Hudson County, New Jersey (“MSLA 1-D Landfill Site”). The MSLA 1-D Landfill Site is located on the north bank of the Passaic River less than 1,000 feet from the river at its nearest point. On information and belief, the MSLA 1D Landfill operated as one of four landfills known as the Municipal Sanitary Landfill Authority (MSLA). The Town of Kearny owns the land while the partnership known as MSLA leased the land and operated the facilities. The MSLA partnership consists of Reclamation and Improvement Co., Peter Roselle & Sons, Inc., William A. Keegan, Inc. and Delaware Sanitation Co. all of whom conducted MSLA jointly as one operation, each participating in the disposal of hazardous wastes.

57. The landfill is bounded on the east and south by marshlands, open water wetlands, drainage ditches and tidal ponds. Frank’s Creek, a tributary of the Passaic River, is located to the west of the MSLA 1-D Landfill Site.

58. The Town of Kearny owns all or substantially all of the MSLA 1-D Landfill Site.

59. On information and belief, beginning as early as 1968, and continuing until approximately September 18, 1982, landfill operations were conducted at the MSLA 1-D Landfill Site on land leased from the Town of Kearny. Operations at the MSLA 1-D Landfill

Site included the dumping of household and commercial waste, industrial waste, construction and demolition waste and chemical industrial waste, including Hazardous Substances.

60. The marshlands, open water wetlands, drainage ditches and tidal ponds near the MSLA 1-D Landfill Site receive direct discharges, overland flow, sheet storm water runoff and leachate from the landfill. These bodies of water are, in turn, linked to the Passaic River through culverts, tide gates or other structures under the Conrail railroad tracks between the Passaic River and the MSLA 1-D Landfill.

61. The MSLA 1-D Landfill Site has never had a properly maintained, continuously functioning, leachate collection and recharge system. While the site was in active operation, leachate escaped into the surrounding bodies of water. When operations ceased, the MSLA 1-D Landfill Site was not properly closed. Therefore, leachate continues to escape into the surrounding bodies of water.

62. On information and belief, because there has never been an effective leachate collection system at the MSLA 1-D Landfill Site, leachate is discharging to the groundwater in proximity to the Site and, from there, into the surrounding marshlands, wetlands, drainage ditches, tidal ponds, creeks and Newark Bay Complex.

63. In 1989, 1990 and 1991, NJDEP inspections noted a number of “unacceptable” conditions at the MSLA 1-D Landfill Site, including the accumulation of runoff and leachate at the base of the landfill and the unpermitted discharge thereof to the land and surface waters of the State. NJDEP notified the Town of Kearny that these discharges were in violation of the Town of Kearny’s NJPDES permit and/or the New Jersey Water Pollution Control Act

regulations. The Town of Kearny was directed to take corrective measures, but no effective corrective measures have ever been implemented.

64. During its operation and thereafter, soil cover at the MSLA 1-D Landfill Site has been inadequate to prevent storm water runoff and leachate from transporting Hazardous Substances and other compounds into the surrounding marshlands, wetlands, drainage ditches, ponds and Frank's Creek.

65. On information and belief, oil and other Hazardous Substances were discharged at the MSLA 1-D Landfill Site and flowed into the Newark Bay Complex.

66. For approximately 25 years, an accumulation of oil, oil/water emulsion and oily sludge sometimes referred to as the "Kearny Oil Lake" was located to the north of the MSLA 1-D Landfill Site. On information and belief, this oil lake, which varied in size over time, was located on the Diamond Head Oil Refinery Division Site, but also covered land owned by the New Jersey Department of Transportation and the Town of Kearny, including portions of Block 285, Lot 2.

67. The Declaration Statement regarding the MSLA 1-D Landfill Site finds that "[a]ctual or threatened releases of hazardous substances from this Site, if not addressed by implementing the response action selected in this Remedial Action Plan, may present an imminent and substantial endangerment to public health, welfare, or the environment."

68. On information and belief, the remedial actions described in the Declaration Statement have never been implemented.

69. The MSLA 1-D Landfill Site has been ranked first by the NJDEP in potential for greenhouse gas emission/leachate pollution among sixteen improperly closed former landfills within the jurisdiction of the New Jersey Meadowland Commission.

70. Leachate sampling conducted at the MSLA 1-D Landfill Site in 1990 confirmed the presence of Hazardous Substances, including pyrene, flouranthene, benzo(a)anthracene, chrysene, benzo(b)flouranthene, benzo(a)pyrene, benzo(1,2,3-cd)pyrene, beta-BHC, 4,4'-DDD, 4,4'-DDE, 4,4'-DDT, arsenic, lead, zinc, chromium, copper and mercury.

71. Soil sampling conducted at the MSLA 1-D Landfill Site in 1990 confirmed the presence of the Hazardous Substances, including chlorobenzene, ethylbenzene, total xylenes, phenanthrene, fluoranthene, pyrene, benzo(b)fluoranthene, benzo(a)phrene, ideno(1,2,3-cd)pyrene, beta-BHC, 4,4'-DDT, methoxychlor, 4,4'-DDE, arsenic, addmium, chromium, lead and mercury.

72. Additional sampling conducted at the MSLA 1-D Landfill Site in 2000 confirmed the presence of Hazardous Substances, including naphthalene, 2-methylnaphthalene, acenaphthylene, acenaphthene, fluorene, phenanthrene, anthracene, fluoranthene, pyrene, benzo(a)anthracene, chrysene, benzo(k)fluoranthene, benzo(a)phrene, indeno(1,2,3-cd)pyrene, dibenzo(a,j)anthracene, benzo(g,h,i)perylene, dieldrin, 4,4'-DDE, 4,4'-DDD, 4,4'-DDT, Aroclor 1254, arsenic, cadmium, chromium, copper, lead, mercury, nickel and zinc. Sampling conducted at perimeter borings at the westernmost edge of the MSLA 1-D Landfill Site adjacent to Frank's Creek and the Passaic River confirmed the presence of Hazardous Substances, including Aroclor 1248, Aroclor 1254, SVOCs and heavy metals. Sampling conducted at test pits in the same area of the MSLA 1-D Landfill Site in a drum burial area confirmed the presence of Hazardous Substances, including Aldrin and Dieldrin.

73. Reclamation and Improvement Co., Peter Roselle & Sons, Inc., William A. Keegan, Inc. and Delaware Sanitation Co are "dischargers" and/or a Person "in any way

responsible” for the Hazardous Substances that were discharged at the MSLA 1D Landfill Site and released into the Newark Bay Complex in violation of the Spill Act.

74. Waste Management, Inc. is waste removal and disposal business with its principal place of business in Trenton, New Jersey. On information and belief, Waste Management, Inc. acquired and is the successor to Peter Roselle & Sons, Inc. Therefore, Waste Management, Inc. is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Keegan Landfill MSLA 1D and released into the Newark Bay Complex in violation of the Spill Act.

Duraport Realty Site

75. On information and belief, defendants Duraport Realty One LLC and Duraport Realty Two LLC are current owners of property located at the foot of 2nd Street East and Hobart Avenue, Bayonne City, New Jersey (“Duraport Realty Site”).

76. On June 17, 2008, the New Jersey DEP issued a Directive and Notice to Insurance regarding the Site pursuant to the Spill Act. The Directive named the “Respondents” as Duraport Realty (One, Two and Three) LLP, Bayonne Terminals, Inc., Dow Chemical Company, Bayer Corporation, Matlack, Inc. and Superior MPM (Manufacturing Property Management) LLC.

77. Bayonne Terminals Inc. and its predecessors operated a bulk chemical storage facility on various lots of this property from the early 1950’s to the early 1990’s. Investigative findings indicate that spills releases and discharges from Bayonne Terminals (and its predecessors) operations contributed to extensive soil and groundwater contamination on Block 359, Lots 1, 4.02 and 10 and in sediments in the Kill Van Kull. Water samples collected by

Bayonne Terminals, Inc. under a Memorandum of Agreement, signed in October of 1991, revealed the presence of trichloroethylene, tetrachloroethylene, 1,1,1-trichloroethylene, 1,1,2-trichloroethane, 1,1-dichloroethylene, 1,1-dichloroethane, cis-1,2-dichloroethylene, 1,2-dichloroethane and methylene chloride.

78. The Dow Chemical Company owned much of the product that was stored at this site's bulk storage facilities from as early as the 1960's to the 1980's. Dow Chemical is a foreign corporation with its principal place of business in Midland, Michigan. Numerous discharges and spills occurred at the Site at the time that Dow Chemical reportedly operated the Site and/or at the time the company's products were stored on the Site. Spills, releases and discharges of hazardous substances occurred as a result of catastrophic events (tank, equipment and/or piping failure), incidental spillage during transfer operations and poor housekeeping practices. Several of the discharges apparently involved products (including trichloroethylene and tetrachloroethylene) owned by Dow Chemical.

79. Matlack Inc. operated a portion of this Site from approximately the mid 1980's to the late 1990's. Duraport Realty One, LLC, Duraport Realty Two, LLC and Duraport Realty Three, LLC acquired most of the properties, on the Site in December of 1998. According to the Directive, the "Respondents" are responsible for the discharges of hazardous substances at the Site which were discharged to the lands and waters of the Newark Bay Complex.

80. During the time period that Dow operated at the Site, the facility operator, Rollins Terminals, was criminally charged in United States District Court for 15 counts of unlawful discharges of acid refuse and alkaline refuse to the Kill Van Kull between February 1970 \ and November 1970. Documents o indicate that the potential exists for Site groundwater,

contaminated with hazardous substances associated with the Dow operation, were discharged from the Site to the Kill Van Kull.

81. Duraport Realty One LLC, Duraport Realty Two LLC, Duraport Realty Three LLC, Bayonne Terminals Inc., Dow Chemical Company and Matlack Inc., are “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Duraport Realty Site and released into the Newark Bay Complex in violation of the Spill Act.

McKesson Corporation Site

82. On information and belief, McKesson Corporation (“McKesson”) is the current owner of property located at 600 Doremus Avenue, Newark, New Jersey (the “McKesson Site”). McKesson is a Delaware corporation with its principal place of business in San Francisco, California. The McKesson Site consists of 9.5 acres of waterfront land at the confluence of the Passaic River and Newark Bay. The Site was by investigated by the NJDEP on October 12, 1982, as the result of an explosion and fire on the Site.

83. From 1981 to 1987, McKesson EnviroSystems Company occupied the Site and operated a hazardous waste treatment facility. In 1987, Safety-Kleen Corporation acquired McKesson EnviroSystems and continued to operate a hazardous waste treatment facility at the Site. Safety-Kleen still occupies the Site. Safety-Kleen is a Delaware corporation with its principal place of business in Plano, Texas.

84. Between 1970 and 1987, the NJDEP found numerous hazardous substances at the Site that were being discharged into the Passaic River. These contaminants included carbon tetrachloride, chloroform, PCBs and 1,2-dichloroethene.

85. McKesson Corporation and Safety-Kleen Corporation are “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the McKesson Site and released into the Newark Bay Complex in violation of the Spill Act.

IMTT-Bayonne Industries, Inc. Site

86. On information and belief, defendant Bayonne Industries, Incorporated (“Bayonne”) is the current owner of property located at 250 E. 22nd Street, Bayonne, New Jersey (the “Bayonne Site”). Bayonne is a foreign corporation with its principal place of business in New Orleans, Louisiana. The Bayonne Site is bound in part by portions of the Platty Kill Canal and Platty Kill Pond. The Site contains bulk liquid storage facilities.

87. White Chemical Corporation, Rona Pearl Co., Kenrich Petrochemicals and others occupied portions of the Site from 1961 to 1988. During that time, a one-half acre unlined separator pond received all surface water wastes and processes from the refinery on the Site. Sludge samples taken from the pond showed the presence of high levels of hazardous substances. In 1986, hazardous substance discharges were re-routed to the Platty Kill Canal which flows directly to the Kill Van Kull.

88. In 1984, IMTT-Bayonne, an affiliated organization of Bayonne, replaced Bayonne Industries as the operating entity for the Site. Bayonne remained the owner.

89. Bayonne Industries, Incorporated, White Chemical Corporation, Rona Pearl Co. and Kenrich Petrochemicals and IMTT-Bayonne are “dischargers” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Site and released into the Newark Bay Complex in violation of the Spill Act.

WHEREFORE, Third-Party Plaintiffs Maxus Corporation and Tierra Solutions, Inc. pray that:

a. a judgment finding each of the Third-Party Defendants liable for contribution under the Spill Act for an equitable share of any cleanup and removal costs, damages, or other form of monetary relief, if any, for which Maxus or Tierra may found liable under the Spill Act in this lawsuit;

b. an order requiring each of the Third-Party Defendants to pay Maxus and Tierra an equitable share of any cleanup and removal costs, damages, or other form of monetary relief, if any, for which Maxus or Tierra may found liable under the Spill Act in this lawsuit;

c. an order requiring each of the Third-Party Defendants to pay Maxus and Tierra an equitable share of cleanup and removal costs incurred and to be incurred by Maxus and Tierra in connection with the discharges of hazardous substances within the Newark Bay Complex, as well as pre-and post-judgment interest, except that, as explained in above, Maxus and Tierra are not seeking to recover from any member of the CPG an equitable share of costs incurred under the 1994 AOC, the CPG AOCs or Newark Bay AOC, to the extent such costs are attributable to certain identified facilities but expressly reserve the right to seek such relief if the Court requires that such claims be brought in this action or be waived, or as soon as any of the other pre-conditions set forth in the agreement with the CPG for asserting such claims is satisfied;

d. all costs incurred and to be incurred by Maxus and Tierra in connection with this action; and

e. such other and further relief that the Court deems just and proper.

SECOND COUNT

(Statutory Contribution)

90. Maxus Corporation and Tierra Solutions, Inc. repeat and incorporate Paragraphs 1 through 89 of this Third-Party Complaint by reference.

91. Pursuant to the New Jersey statutory provisions for contribution (including N.J.S.A. 2A:53A-1 et seq.), Maxus and Tierra are entitled to contribution from the Third-Party Defendants for all or a proportionate share of Response costs, cleanup and removal costs, damages, or other loss or harm, if any, for which Maxus and Tierra may be held liable, or which they have incurred or will incur in the future, relating to the Newark Bay Complex.

WHEREFORE, Third-Party Plaintiffs Maxus Corporation and Tierra Solutions, Inc. pray that:


- a. a judgment finding each of the Third-Party Defendants liable for contribution for a pro rata share of any cleanup and removal costs, damages, or other form of monetary relief, if any, for which Maxus or Tierra may found liable in this lawsuit;
- b. an order requiring each of the Third-Party Defendants to pay Maxus and Tierra a pro rata share of any cleanup and removal costs, damages, or other form of monetary relief, if any, for which Maxus or Tierra may found liable in this lawsuit;
- c. an order requiring each of the Third-Party Defendants to pay Maxus and Tierra a pro rata share of cleanup and removal costs incurred and to be incurred by Maxus and Tierra in connection with the Newark Bay Complex, as well as pre-and post-judgment interest, except that Maxus and Tierra are not seeking to recover from any member of the CPG a pro rata share of costs incurred under the 1994 AOC, the CPG AOCs or Newark Bay AOC, to the extent such costs are attributable to the facilities identified in Exhibit B hereto, but expressly

reserve the right to seek such relief if the Court requires that such claims be brought in this action or be waived, or as soon as any of the other pre-conditions set forth in the agreement with the CPG for asserting such claims is satisfied;

d. all costs incurred and to be incurred by Maxus and Tierra in connection with this action; and

e. such other and further relief that the Court deems just and proper.

CARMAGNOLA & RITARDI, LLC
Attorneys for Third Party Plaintiffs,
Maxus Energy Corporation and Tierra Solutions,
Inc.

By:  _____
Domenick Carmagnola

Of Counsel:
Michael T. Hannafan
Blake T. Hannafan
HANNAFAN & HANNAFAN, LTD.
One East Wacker Drive
Suite 2800
Chicago, Illinois 60601

Dated: February 4, 2009

DESIGNATION OF TRIAL COUNSEL

Domenick Carmagnola, Esquire of Carmagnola & Ritardi, LLC and Michael T. Hannafan and Blake T. Hannafan, of Hannafan & Hannafan, Ltd. are hereby designated as trial counsel in the within matter.

CARMAGNOLA & RITARDI, LLC
Attorneys for Third Party Plaintiffs,
Maxus Energy Corporation and Tierra Solutions,
Inc.

By:  _____
Domenick Carmagnola

Of Counsel:
Michael T. Hannafan
Blake T. Hannafan
HANNAFAN & HANNAFAN, LTD.
One East Wacker Drive
Suite 2800
Chicago, Illinois 60601

Dated: February 4, 2009

CERTIFICATION PURSUANT TO R. 4:5-1

The undersigned hereby certifies that to the best of his knowledge, the matter in controversy is not the subject of any other pending action or arbitration, and that he is not aware of any other parties who should be joined in this action at this time.

CARMAGNOLA & RITARDI, LLC
Attorneys for Third Party Plaintiffs,
Maxus Energy Corporation and Tierra Solutions,
Inc.

By:  _____
Domenick Carmagnola

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Chicago, Illinois 60601

Dated: February 4, 2009

EXHIBIT A

EXHIBIT A

MEMBERS OF THE LOWER PASSAIC RIVER STUDY AREA COOPERATING PARTIES GROUP	
COMPANY	
1.	Alliance Chemical, Inc. on behalf of itself and Pfister Chemical, Inc.
2.	Arkema Inc.
3.	Ashland Inc.
4.	Atlantic Richfield Company
5.	BASF Corporation, on its own behalf and on behalf of BASF Catalysts
6.	Belleville Industrial Center
7.	Benjamin Moore & Co.
8.	Bristol Myers-Squibb
9.	CBS Corporation, a Delaware corporation f/k/a Viacom, Inc. successor by merger to CBS Corporation, a Pennsylvania corporation, f/k/a Westinghouse Electric Corp.
10.	Celanese Ltd.
11.	Chemtura Corporation and Raclaur, LLC as current and former owner of the property f/k/a Atlantic Industries
12.	Chevron Environmental Management Co.
13.	Coltec Industries
14.	Conopco, Inc. d/b/a Unilever (as successor to the Penick Corporation)
15.	Covanta Essex Company
16.	Croda Inc.
17.	DiLorenzo Properties Company on behalf of itself and the Goldman /Goldman/DiLorenzo Properties Partnerships
18.	Eden Woods Company
19.	E. I. du Pont de Nemours and Company

MEMBERS OF THE LOWER PASSAIC RIVER STUDY AREA COOPERATING PARTIES GROUP	
COMPANY	
20.	Elan Chemical Company
21.	El Paso (EPEC Polymers, Inc. on behalf of itself and EPEC Oil Company Liquidating Trust)
22.	Essex Chemical Corporation
23.	Flexon Industries Corp.
24.	Franklin-Burlington Plastics, Inc.
25.	Garfield Molding Co., Inc.
26.	General Electric Company
27.	General Motors Corporation
28.	Givaudan Fragrances Corporation (Fragrances North America)
29.	Goodrich Corporation on behalf of itself and Kalama Specialty Chemicals, Inc.
30.	Hercules Chemical Corp, Inc.
31.	Hess Corporation, on its own behalf and on behalf of Atlantic Richfield Company
32.	Hexcel Corporation
33.	Hoffmann-La Roche Inc. on its own behalf, and on behalf of its affiliate Roche Diagnostics
34.	Honeywell International Inc.
35.	ISP Chemicals LLC
36.	ITT Corporation
37.	Kao Brands Company
38.	Leemilt's Petroleum, Inc. (successor to Power Test of New Jersey, Inc.), on its behalf and on behalf of Power Test Realty Company Limited Partnership and Getty Properties Corp., the General Partner of Power Test Realty Company Limited Partnership

MEMBERS OF THE LOWER PASSAIC RIVER STUDY AREA COOPERATING PARTIES GROUP COMPANY	
39.	Lucent Technologies Inc.
40.	Mallinckrodt, Inc.
41.	Millennium Chemicals, Inc. affiliated entities MHC, Inc. (on behalf of itself and Walter Kidde & Company, Inc.), Millennium Petrochemicals, Inc. (f/k/a Quantum Chemical Corporation) and Equistar Chemicals LP
42.	National-Standard LLC
43.	Newell Rubbermaid Inc., on behalf of itself and its wholly owned subsidiaries Goody Products, Inc., and Berol Corporation (as successor by merger to Faber-Castell Corporation)
44.	News Publishing Australia Ltd. (successor to Chris-Craft Industries)
45.	Novelis Corporation (f/k/a Alcan Aluminum Corporation)
46.	NPEC Inc.
47.	Otis Elevator Company
48.	Pfizer, Inc.
49.	Pharmacia Corporation (f/k/a Monsanto Company)
50.	PPG Industries, Inc.
51.	Public Service Electric and Gas Company
52.	Purdue Pharma Technologies, Inc.
53.	Quality Carriers, Inc. as successor to Chemical Leaman Tank Lines, Inc., its affiliates and parents
54.	Reichhold Chemicals, Inc.
55.	Revere Smelting & Refining Corporation
56.	Safety-Kleen Envirosystems Company by McKesson, and McKesson Corporation for itself
57.	Sequa Corporation

MEMBERS OF THE LOWER PASSAIC RIVER STUDY AREA COOPERATING PARTIES GROUP COMPANY	
58.	Sun Chemical Corporation
59.	Tate & Lyle Ingredients Americas, Inc. (f/k/a A.E. Staley Manufacturing Company, including its former division Staley Chemical Company)
60.	Teva Pharmaceuticals USA Inc. (f/k/a Biocraft Laboratories, Inc.)
61.	Teval Corporation
62.	Textron Inc.
63.	The BOC Group, Inc.
64.	The Hartz Consumer Group, Inc., on behalf of The Hartz Mountain Corporation
65.	The Newark Group
66.	The Sherwin-Williams Company
67.	The Stanley Works
68.	Three County Volkswagen
69.	Tiffany & Co.
70.	Tierra Solutions, Inc. (Maxus & Occidental)
71.	Vertellus Specialties, Inc. f/k/a/ Reilly Industries, Inc.
72.	Vulcan Materials Company
73.	Wyeth, on behalf of Shulton, Inc.

EXHIBIT B

Exhibit B
List of Covered Facilities
Lower Passaic River Study Area site Cooperating Parties Group

[A] Group Member	[B] Facility Located Within LPRSA with Alleged Direct and/or Indirect Discharge Nexus (Approximate River Mile or Tributary Location)
Alliance Chemical, Inc. (1)	33 Avenue P, Newark (RM 1.3)
Ashland Inc.	221 Foundry Street, Newark (RM 1.2) 400 Doremus Avenue., Newark (RM 0.7) 1106 Harrison Ave., Harrison (RM 3.4)
Atlantic Richfield Company	1111 Delancy St. Newark (RM 0) 88 Doremus Ave., Newark (RM 1.5)
BASF Corporation	50 Central Avenue, South Kearny (RM 1) 150 Wagaraw Rd., Hawthorne (LPR Above Dundee Dam) Gregg Street Route 17, Lodi (Saddle River, 3.8) 85 Third St., Clifton (Weasel Brook) 1 West Central Ave., East Newark (RM 6)
Belleville Industrial Center	681 Main St. Belleville (RM 9.8)
Benjamin Moore & Co.	134 Lister Ave., Newark (RM 3)
BOC Group	681 Main Street, Belleville (RM 9.5)
CBS Corporation	95 Orange St., Newark (RM 5.7) McArthur Avenue, Bloomfield (RM 9.5)
Celanese Ltd.	354 Doremus Ave., Newark (RM 0.8) 290 Ferry Street, Newark (RM 4.2)
Chevron Environmental Management Co.	86 Doremus Ave., Newark (RM 1.5) 354 Doremus Ave., Newark (RM 0.8) 80 Doremus Ave., Newark (RM 1.5)
Coltec Industries	1000 S 4 th St., Harison (RM 4.5)
Conopco, Inc. d/b/a Unilever	540 New York Ave., Lyndhurst (RM 11.5)
Covanta Essex Company	183 Raymond blvd., Newark (RM 1.8)
Croda Inc.	185 Foundry Street, Newark (RM 1.2)
DiLorenzo Properties Company (American Modern Metals)	44 Passaic Ave, Kearny (a/k/a 25 Belgrove Dr.) RM 6.1)
E. I. Du Pont (Pitt Consol)	191 Doremus Ave., Newark (RM 1.2)
Eden Wood Corp. (Whippany Paper Board)	1 Ackerman Ave., Clinton (RM 17)

Exhibit B
List of Covered Facilities
Lower Passaic River Study Area site Cooperating Parties Group

El Paso (EPEC Polymers (3)	290 River Dr., Garfield (RM 15.9) 347 Main Ave., Belleville (RM 8) Foot of Harrison Ave., Harrison (RM 4) 678 Doremus Ave., Newark (RM 0)
Elan Chemical Company	268 Doremus Ave., Newark (RM 1)
Essex Chemical Corp.	330 Doremus Ave., Newark (RM 0.9) 268 Doremus Ave., Newark (RM 1)
Flexon Industries Corp.	666 Washington Ave., Belleville (RM 9.5)
Franklin-Burlington Plastics, Inc.	113 Passaic Ave., Kearny (RM 6.3)
Garfield Molding Co., Inc.	10 Midland Ave., Wallington (RM 14.5)
General Electric	415 South 5 th Street, Harrison (RM 5.2) McArthur Avenue, Bloomfield (RM 9.5)
General Motors Corporation	700 F. Rogers Blvd., Harrison (RM 5)
Givaudan Fragrances Corporation	125 Delawanna Ave., Clifton (RM 12.1)
Goodrich Corporation (thru El Paso) (3)	290 River Dr., Garfield (RM 15.9)
Hercules Chemical Company	111 South Street, Passaic (RM 15)
Hess Corporation	111 Delancy St., Newark (RM 0)
Hexcel Corporation	205 Main St., Lodi (Saddle River, 3.5)
Hoffmann-La Roche	340 Kingsland Avenue, Nutley (3rd River, 12) 1 Franklin Ave., Belleville (2 nd River, 2.5)
Honeywell (General Chemical)	65 Lodi and 8 th Streets, Passaic (RM 15)
ISP Chemicals LLC	11 William St., Belleville (RM 8.4)
ITT Corporation	100 Kingsland Rd., Clifton (RM 12)
Kao Brands Company (The Andrew Jergens Co.)	1 Franklin Ave., Belleville (2 nd River, 2.5)
Leemilt's Petroleum, Inc.	86 Doremus Ave., Newark (RM1.5)
Legacy Site Services (Agent for Arkema)	25 Main Street, Belleville (RM 8)
Lucent Technologies Inc.	100 Central Ave., Kearny (RM 1.3)

Exhibit B
List of Covered Facilities
Lower Passaic River Study Area site Cooperating Parties Group

Mallinckrodt, Inc.	165-167 main St. Lodi (Saddle River, 3.5) 11 Williams St., Belleville (RM 8.4)
Millennium Chemical	300 Doremus Avenue, Newark (RM 0.9) 675 Main Street, Belleville (RM 9.5) 400 Doremus Ave., Newark (RM 0.7)
National-Standard (6)	714 Clifton Ave., Clifton (weasel Brook)
Newark Group, Inc	17 Blanchard Street, Newark (RM 1.8)
Newell Rubbermaid	969 Newark Turnpike, Kearny (RM 2.2) 41 Dickerson St., Newark (RM 5.9)
News Publishing Australia Ltd. (successor to Chris-Craft Industries)	100 Lister Ave., Newark (RM 3.1)
NPEC Inc. (Sterling Winthrop, Hilton-Davis)	120 Lister Ave., Newark (RM 3)
Novelis Corporation (f/k/a Alcan Aluminum Corporation)	Jacobus Ave., Kearny (RM 1.5)
Otis Elevator Company	1000 First St., Harrison (RM 4.9)
Pfizer, Inc.	230 Brighton Rd., Clifton (McDonald Brook)
Pharmacia (Monsanto Company)	Foot of Pennsylvania Ave., Kearny (RM 2.1)
PPG Industries, Inc.	29 Riverside Ave., Newark (RM 7)
PSEG Co./Public Service Enterprise Group, Inc.	155 Raymond Blvd., Newark (RM 1.8) 4 th St., Harrison (RM 4.7) Market Street Gas Works, Newark (RM 5.4) Front Street Gas Works, Newark (RM 5.8)
Purdue Pharma (Napp Technologies)	199 Main St., Lodi (Saddle River, 3.5)
Quality Distribution Inc. (Chemical Leaman)	80 Doremus Ave., Newark (RM 1.5) 10 Morton Street, East Rutherford (RM 13.1)
Raclaur/Chemtura (Atlantic Chemical)	10 Kingsland Road, Nutley (RM 11.9)
Reichhold Chemicals, Inc.	400 Doremus Ave., Newark (RM 0.7) 46 Albert Avenue, Newark (RM 3.3) 185 Foundry Street, Newark (RM 1.2)

Exhibit B
List of Covered Facilities
Lower Passaic River Study Area site Cooperating Parties Group

Revere Smelting & Refining	387 Avenue P, Newark (RM 0.9)
Safety-Kleen McKesson/Bristol-Myers Squibb	600 Doremus Ave., Newark (RM 0.3)
Sequa Corporation	185 Foundry Street, Newark (RM 1.2)
Sun Chemical Corporation	185 Foundry St., Newark (RM 1.2)
Tate & Lyle Ingredients Americas, Inc	320 Schulyer Ave., Kearney (RM 3.1)
Teva Pharmaceuticals USA Inc. (f/k/a Biocraft Laboratories, Inc.)	12 Industrial park, Waldwick (Saddle River, 13.5)
Teval Corporation	1000 S. 4 th St., Harrison (RM 4.5)
Textron Inc.	400 Doremus Ave., Newark (RM 0.7)
Tierra Solutions, Inc./Maxus/Occidental (4)	80 and 120 Lister Ave., Newark (RM 3.2)
Tiffany & Company	820 Highland Avenue, Newark (2nd River, 1)
The Hartz Consumer Group, Inc.,	700 F. Rogers Blvd., Harrison (RM 5)
The Sherwin-Williams Company	60 Lister Ave., Newark (RM 3.4)
The Stanley Works	140 Chapel St., Newark (RM 3.5)
Three County Volkswagen	701 Riverside Ave., Lundhurst (RM 10.1)
Vertellus Specialities Inc. f/k/a Reilly Industries, Inc.	191 Doremus Ave., Newark (RM 1.2)
Vulcan Materials Company	600 Doremus Ave., Newark (RM 0.3)
Wyeth.	697 Route 46, Clifton (Weasel Brook)