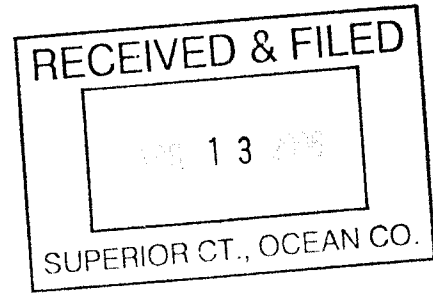


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SUPERIOR COURT OF NEW JERSEY
LAW DIVISION - OCEAN COUNTY
DOCKET NO.

OEN 2-1234-06

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

Plaintiffs,

v.

CUMBERLAND FARMS, INC.;
"ABC CORPORATIONS" 1-10 (Names
Fictitious); and
"JOHN DOES" 1-10 (Names Fictitious),

Defendant.

Civil Action

COMPLAINT

Plaintiffs New Jersey Department of Environmental Protection (“DEP”), and the Administrator of the New Jersey Spill Compensation Fund (“Administrator”) (collectively, “the Plaintiffs”), having their principal offices at 401 East State Street in the City of Trenton, County of Mercer, State of New Jersey, by way of Complaint against the above-named defendants (“the Defendants”), say:

STATEMENT OF THE CASE

1. Plaintiffs bring this civil action pursuant to the Spill Compensation and Control Act (the “Spill Act”), N.J.S.A. 58:10-23.11 to -23.24, and the common law, for reimbursement of the cleanup and removal costs and damages they have incurred, and will incur, as a result of discharge of hazardous substances at the Cumberland Farms, Inc. site located in Berkeley Township, Ocean County. The costs and damages the Plaintiffs seek include the damages they have incurred, and will incur, for any natural resource of this State that has been, or may be, injured as a result of the discharge of hazardous substances at the Cumberland Farms, Inc. site. Further, the Plaintiffs seek an order compelling the Defendants to perform, under plaintiff DEP's oversight, or to fund plaintiff DEP's performance of, any further assessment and restoration of any natural resource that has been, or may be, injured as a result of the discharge of hazardous substances at the Cumberland Farms, Inc. site.

THE PARTIES

2. Plaintiff DEP is a principal department within the Executive Branch of the State government, vested with the authority to conserve and protect natural resources, protect the environment, prevent pollution, and protect the public health and safety. N.J.S.A. 13:1D-9.

3. In addition, the State is the trustee, for the benefit of its citizens, of all natural

resources within its jurisdiction, for which plaintiff DEP is vested with the authority to protect this public trust, and to seek compensation for any injury to the natural resources of this State. N.J.S.A. 58:10-23.11a.

4. Plaintiff Administrator is the chief executive officer of the New Jersey Spill Compensation Fund (“the Spill Fund”). N.J.S.A. 58:10-23.11j. As chief executive officer of the Spill Fund, plaintiff Administrator is authorized to approve and pay any cleanup and removal costs plaintiff DEP incurs, N.J.S.A. 58:10-23.11f.c. and d., and to certify the amount of any claim to be paid from the Spill Fund, N.J.S.A. 58:10-23.11j.d.

5. Defendant Cumberland Farms, Inc (“Cumberland Farms”) is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located 777 Dedham Street, Canton, Massachusetts 02021.

6. In 1984, defendant Cumberland Farms merged with V.S.H. Realty, Inc. (“VSH”), with the surviving entity being defendant Cumberland Farms.

7. Cumberland Farms is the successor-in-interest to VSH.

8. Defendants “ABC Corporations” 1-10, these names being fictitious, are entities with identities that cannot be ascertained as of the filing of this Complaint, certain of which are corporate successors to, or are otherwise related to, defendant Cumberland Farms, and/or its predecessors, including VSH.

9. Defendants “John Does” 1-10, these names being fictitious, are individuals whose identities cannot be ascertained as of the filing of this Complaint, certain of whom are partners, officers, directors, and/or responsible corporate officials of, or are otherwise related to, defendant Cumberland Farms, one or more of the ABC Corporation defendants, and/or their predecessors, including VSH.

AFFECTED NATURAL RESOURCES

Ground Water

10. Ground water is an extremely important natural resource for the people of New Jersey, supplying more than 900 million gallons of water per day, which provides more than half of New Jersey's population with drinking water.

11. Not only does ground water serve as a source of potable water, it also serves as an integral part of the State's ecosystem.

12. Ground water provides base flow to streams and other surface water bodies, and influences surface water quality and wetland ecology, and the health of aquatic ecosystems.

13. Ground water also provides cycling and nutrient movement, prevents salt water intrusion, provides ground stabilization, prevents sinkholes, and provides maintenance of critical water levels in freshwater wetlands.

14. Ground water is a unique resource that supports the State's tourism industry, and is also used for commercial, industrial and agricultural purposes, all of which help sustain the State's economy.

GENERAL ALLEGATIONS

15. The Cumberland Farms site consists of approximately 48.3 acres of real property located at Route 9 and Morris Boulevard, Berkeley Township, Ocean County, New Jersey, this property being also known and designated as Block 1572, Lot 1, on the Tax Map of Berkeley Township ("the Cumberland Farms Property"), and all other areas where any hazardous substance discharged there has become located (collectively, the "Cumberland Farms Site"), which plaintiff DEP has designated as Site Remediation Program Interest No. 005862.

16. The Cumberland Farms Property is located in a mixed-use area of Berkeley Township, and is surrounded by commercial and residential properties.

17. The Belaire neighborhood, a residential development consisting of approximately 204 developed lots, is located east and southeast south of the Cumberland Farms Property.

18. The groundwater aquifer underlying the Cumberland Farms Property and the Belaire neighborhood has historically been utilized as a source of potable water, and was used by approximately 133 residences in the Belaire neighborhood prior to the discovery of groundwater contamination at the Cumberland Farms Site.

19. As part of its 1984 merger with VSH, defendant Cumberland Farms acquired title to the Cumberland Farms Property, which, prior to the merger, VSH owned.

20. In 1999, defendant Cumberland Farms sold the Cumberland Farms Property to Yogesh Patel.

21. As of the filing of this Complaint, Yogesh Patel was the owner of record of the Cumberland Farms Property.

22. During the time that defendant Cumberland Farms, and/or its predecessor, VSH, owned the Cumberland Farms Property, "hazardous substances," as defined in N.J.S.A. 58:10-23.11b., were "discharged" there within the meaning of N.J.S.A. 58:10-23.11b., which substances methyl tertiary butyl ether ("MTBE"), tertiary butyl alcohol ("TBA"), xylene, and benzene.

23. From 1976 through 1999, defendant Cumberland Farms operated a convenience store and gasoline service station at the Cumberland Farms Property, which defendant Cumberland Farms leased from VSH until 1984, when it acquired the Cumberland Farms Property as part of the companies' merger.

24. Defendant Cumberland Farms' gasoline service station business, which included the operation and maintenance of underground storage tanks ("USTs"), involved the generation, storage, and handling of "hazardous substances," as defined in N.J.S.A. 58:10-23.11b., certain of which were "discharged" there within the meaning of N.J.S.A. 58:10-23.11b., which substances included MTBE, TBA, xylene, and benzene.

25. Defendant Cumberland Farms' 1999 closure of the gasoline service station involved the removal of the USTs from the Cumberland Farms Property, which led to the discovery of hazardous substances in the soils and ground water.

26. Subsequently, approximately 133 domestic potable wells in the Belaire neighborhood were sampled, the results of which revealed that the ground water from several of the wells contained MTBE.

27. Following the discovery of the groundwater contamination, defendant Cumberland Farms connected all of the residences in the Belaire neighborhood to the public water supply.

28. In June 1999, defendant Cumberland Farms excavated and removed three 8,000 gallon USTs, and approximately 350 tons of contaminated soils, from the Cumberland Farms Property.

29. On May 8, 2000, plaintiff DEP issued a Spill Act directive (" Directive") to defendant Cumberland Farms, pursuant to N.J.S.A. 58:10-23.11f.a., directing defendant Cumberland Farms to perform the site investigation for the Cumberland Farms Site, provide an alternative drinking water supply to an affected residence in the Belaire neighborhood, and to

submit a Remedial Action Workplan to plaintiff DEP describing the proposed remediation of the Cumberland Farms Site upon completing the remedial investigation.

30. From 2000 through the 2002, defendant Cumberland Farms performed a remedial investigation to determine the nature and extent of the contamination at the Cumberland Farms Site, which defendant Cumberland Farms performed pursuant to N.J.S.A. 58:10-23.11f.a. and N.J.A.C. 7:26E.

31. Sampling results from the remedial investigation revealed the presence of various hazardous substances at concentrations exceeding plaintiff DEP's cleanup criteria in the ground water and soils at the Cumberland Farms Site, which substances included MTBE.

32. Defendant Cumberland Farms submitted its first Remedial Action Workplan ("RAW") to plaintiff DEP in November 2001, which plaintiff DEP subsequently approved.

33. The remediation plaintiff DEP has approved for the Cumberland Farms Site primarily provides for the excavation and removal of contaminated soils, the pumping of contaminated ground water, the implementation of a "multiphase recovery system" ("MPR"), which system is designed to remove contamination from the soils and ground water, and the establishment of a Classification Exception Area ("CEA").

34. In February 2005, plaintiff DEP permitted defendant Cumberland Farms to temporarily suspend the operation of the MPR, though plaintiff DEP required defendant Cumberland Farms to continue sampling and monitoring the ground water at the Cumberland Farms Site.

35. In its November 2001 RAW, defendant Cumberland Farms proposed a CEA and Well Restriction Area ("WRA") to plaintiff DEP, which exclude designated ground water from use as a potable water source, which proposal plaintiff DEP subsequently approved.

36. The CEA/WRA for the Cumberland Farms Site extends 1,191 feet from the UST area at the Cumberland Farms Property, has a maximum width of 476 feet, and has an estimated duration of 2.2 to 33.8 years from the establishment of the CEA.

37. Although the defendant Cumberland Farms has initiated the remediation of the Cumberland Farms Site, the groundwater and soils contamination continues.

FIRST COUNT

Spill Act

38. Plaintiffs DEP and Administrator repeat each allegation of Paragraph 1 through 37 above as though fully set forth in its entirety herein.

39. The Defendants are "persons" within the meaning of N.J.S.A. 58:10-23.11b.

40. Plaintiff DEP has incurred, and will continue to incur, costs as a result of the discharge of hazardous substances at the Cumberland Farms Property.

41. Plaintiff Administrator has certified, or may certify, for payment, valid claims made against the Spill Fund concerning the Cumberland Farms Site, and, further, has approved, or may approve, other appropriations for the Cumberland Farms Site.

42. The Plaintiffs also have incurred, and will continue to incur, costs and damages, including lost value and reasonable assessment costs, for any natural resource of this State that has been, or may be, injured as a result of the discharge of hazardous substances at the Cumberland Farms Property.

43. The costs and damages the Plaintiffs have incurred, and will incur, for the Cumberland Farms Site are "cleanup and removal costs" within the meaning of N.J.S.A. 58:10-23.11b.

44: Defendant Cumberland Farms and one or more of the ABC Corporation and John Doe defendants, are the dischargers, or the successors-in-interest to the dischargers, of hazardous substances at the Cumberland Farms Property, and are liable, jointly and severally, without regard to fault, for all cleanup and removal costs and damages, including lost value and reasonable assessment costs, that the Plaintiffs have incurred, and will incur, to assess, mitigate, restore, or replace, any natural resource of this State that has been, or may be, injured as a result of the discharge of hazardous substances at the Cumberland Farms Property. N.J.S.A. 58:10-23.11g.c.(1).

45. Defendant Cumberland Farms and one or more of the ABC Corporation and John Doe defendants, as the owners, or the successors-in-interest to the owners, of the Cumberland Farms Property at the time hazardous substances were discharged there, are persons in any way responsible for the discharged hazardous substances, and are liable, jointly and severally, without regard to fault, for all cleanup and removal costs and damages, including lost value and reasonable assessment costs, that the Plaintiffs have incurred, and will incur, to assess, mitigate, restore, or replace, any natural resource of this State that has been, or may be, injured as a result of the discharge of hazardous substances at the Cumberland Farms Property. N.J.S.A. 58:10-23.11g.c.(1).

46. Pursuant to N.J.S.A. 58:10-23.11u.a.(1)(a) and N.J.S.A. 58:10-23.11u.b., plaintiff DEP may bring an action in the Superior Court for injunctive relief, N.J.S.A. 58:10-23.11u.b.(1); for its unreimbursed investigation, cleanup and removal costs, including the reasonable costs of preparing and successfully litigating the action, N.J.S.A. 58:10-23.11u.b.(2); natural resource restoration and replacement costs, N.J.S.A. 58:10-23.11u.b.(4); and for any other unreimbursed costs or damages plaintiff DEP incurs under the Spill Act, N.J.S.A. 58:10-23.11u.b.(5).

47: Pursuant to N.J.S.A. 58:10-23.11q., plaintiff Administrator is authorized to bring an action in the Superior Court for any unreimbursed costs or damages paid from the Spill Fund.

PRAYER FOR RELIEF

WHEREFORE, plaintiffs DEP and Administrator pray that this Court:

- a. Order the Defendants to reimburse the Plaintiffs, jointly and severally, without regard to fault, for all cleanup and removal costs and damages, including lost value and reasonable assessment costs, that the Plaintiffs have incurred for any natural resource of this State injured as a result of the discharge of hazardous substances at the Cumberland Farms Property, with applicable interest;
- b. Enter declaratory judgment against the Defendants, jointly and severally, without regard to fault, for all cleanup and removal costs and damages, including lost value and reasonable assessment costs, that the Plaintiffs will incur for any natural resource of this State injured as a result of the discharge of hazardous substances at the Cumberland Farms Property;
- c. Enter judgment against defendant Cumberland Farms, compelling defendant Cumberland Farms to perform, under plaintiff DEP's oversight, any further cleanup of the hazardous substances discharged at the Cumberland Farms Property;
- d. Enter judgment against the Defendants, jointly and severally, without regard to fault, compelling the Defendants to compensate the citizens of New Jersey for the injury to their natural resources as a result of the discharge of hazardous substances at the Cumberland Farms Property, by performing, under plaintiff

- DEP's oversight, or funding plaintiff DEP's performance of, any further assessment and compensatory restoration of any natural resource injured as a result of the discharge of hazardous substances at the Cumberland Farms Property;
- e. Award the Plaintiffs their costs and fees in this action; and
 - f. Award the Plaintiffs such other relief as this Court deems appropriate.

SECOND COUNT

Public Nuisance

48. Plaintiffs repeat each allegation of Paragraphs 1 through 47 above as though fully set forth in its entirety herein.

49. Ground water is a natural resource of the State held in trust by the State.

50. The use, enjoyment and existence of uncontaminated natural resources are rights common to the general public.

51. The groundwater contamination at the Cumberland Farms Site constitutes a physical invasion of public property and an unreasonable and substantial interference, both actual and potential, with the exercise of the public's common right to this natural resource.

52. As long as the ground water remains contaminated due to the Defendants' conduct, the public nuisance continues.

53: Until the ground water is restored to its pre-injury quality, the Defendants are liable for the creation, and continued maintenance, of a public nuisance in contravention of the public's common right to clean ground water.

PRAYER FOR RELIEF

WHEREFORE, plaintiffs DEP and Administrator pray that this Court:

- a. Order the Defendants to reimburse the Plaintiffs for all cleanup and removal costs and damages, including restitution for unjust enrichment, lost value and reasonable assessment costs, that the Plaintiffs have incurred for any natural resource of this State injured by the discharge of hazardous substances at the Cumberland Farms Property, with applicable interest;
- b. Enter declaratory judgment against the Defendants for all cleanup and removal costs and damages, including restitution for unjust enrichment, lost value and reasonable assessment costs, that the Plaintiffs will incur for any natural resource of this State injured by the discharge of hazardous substances at the Cumberland Farms Property;
- c. Enter judgment against defendant Cumberland Farms, compelling defendant Cumberland Farms to abate, under plaintiff DEP's oversight, the nuisance by performing any further cleanup of the hazardous substances discharged at the Cumberland Farms Property;
- d. Enter judgment against the Defendants, compelling the Defendants to compensate the citizens of New Jersey for the injury to their natural resources as a result of the discharge of hazardous substances at the Cumberland Farms Property, by performing, under plaintiff DEP's oversight, or funding plaintiff DEP's performance of, any further

assessment and compensatory restoration of any natural resource injured by the discharge of hazardous substances at the Cumberland Farms Property;

- e. Award the Plaintiffs their costs and fees in this action; and
- f. Award the Plaintiffs such other relief as this Court deems appropriate.

THIRD COUNT

Trespass

54. Plaintiffs repeat each allegation of Paragraphs 1 through 53 above as though fully set forth in its entirety herein.

55. Ground water is a natural resource of the State held in trust by the State for the benefit of the public. The Defendants are liable for trespass, and continued trespass, since hazardous substances were discharged at the Cumberland Farms Property.

56. As long as the ground water remains contaminated, the Defendants' trespass continues.

PRAAYER FOR RELIEF

WHEREFORE, plaintiffs DEP and Administrator pray that this Court:

- a. Order the Defendants to reimburse the Plaintiffs for all cleanup and removal costs and damages, including restitution for unjust enrichment, lost value and reasonable assessment costs, that the Plaintiffs have incurred for any natural resource of this State injured by the discharge of hazardous substances at the Cumberland Farms Property, with applicable interest;
- b. Enter declaratory judgment against the Defendants for all cleanup and removal costs and damages, including restitution for unjust enrichment, lost value and reasonable

assessment costs, that the Plaintiffs will incur for any natural resource of this State injured by the discharge of hazardous substances at the Cumberland Farms Property;

c. Enter judgment against defendant Cumberland Farms, compelling defendant Cumberland Farms to cease, under plaintiff DEP's oversight, the trespass by performing any further cleanup of hazardous substances discharged at the Cumberland Farms Property;


d. Enter judgment against the Defendants, compelling the Defendants to compensate the citizens of New Jersey for the injury to their natural resources as a result of the discharge of hazardous substances at the Cumberland Farms Property, by performing, under plaintiff DEP's oversight, or funding plaintiff DEP's performance of, any further assessment and compensatory restoration of any natural resource injured by the discharge of hazardous substances at the Cumberland Farms Property;

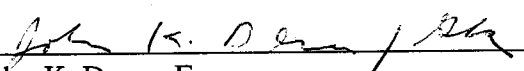
e. Award the Plaintiffs their costs and fees in this action; and

f. Award the Plaintiffs such other relief as this Court deems appropriate.

RICHARDSON, PATRICK, WESTBROOK &
BRICKMAN, L.L.C.
Attorneys for Plaintiffs

LAW OFFICES OF JOHN K. DEMA, P.C.
Attorneys for Plaintiffs

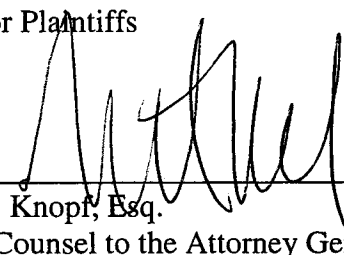
By: 
Gordon C. Rhea, Esq.
Special Counsel to the Attorney General

By: 
John K. Dema, Esq.
Special Counsel to the Attorney General

Dated: April 6, 2006

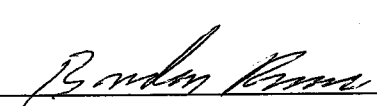
Dated: April 6, 2006

COHN LIFLAND PEARLMAN HERRMANN &
KNOPF LLP
Attorneys for Plaintiffs

By: 
Barry A. Knopf, Esq.
Special Counsel to the Attorney General

Dated:

ZULIMA V. FARBER
ATTORNEY GENERAL OF NEW JERSEY
Attorney for Plaintiffs

By: 
Brendan Ruane
Deputy Attorney General

Dated: 4/10/06

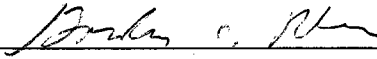
DESIGNATION OF TRIAL COUNSEL

Pursuant to R. 4:25-4, the Court is advised that Gordon C. Rhea, John K. Dema, Barry A. Knopf, Leonard Kaufmann, Matthew Thiesing, and Scott E. Kauff, Special Counsel to the Attorney General, are hereby designated as trial counsel for the Plaintiffs in this action.

CERTIFICATION REGARDING OTHER PROCEEDINGS AND PARTIES

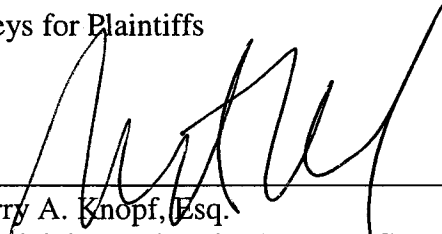
Undersigned counsel hereby certifies, in accordance with R. 4:5-1(b)(2), that the matters in controversy in this action are not the subject of any other pending or contemplated action in any court or arbitration proceeding known to the Plaintiffs at this time, nor is any non-party known to the Plaintiffs at this time who should be joined in this action pursuant to R. 4:28, or who is subject to joinder pursuant to R. 4:29-1. If, however, any such non-party or new issue, including claims to recover other cleanup and removal costs, later becomes known to the Plaintiffs, an amended certification shall be filed and served on all other parties and with this Court in accordance with R. 4:5-1(b)(2).

RICHARDSON, PATRICK, WESTBROOK &
BRICKMAN, L.L.C.
Attorneys for Plaintiffs

By: 
Gordon C. Rhea, Esq.
Special Counsel to the Attorney General

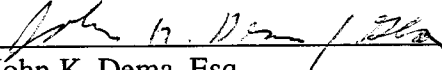
Dated: April 6, 2006

COHN LIFLAND PEARLMAN HERRMANN &
KNOPF LLP
Attorneys for Plaintiffs

By: 
Barry A. Knopf, Esq.
Special Counsel to the Attorney General

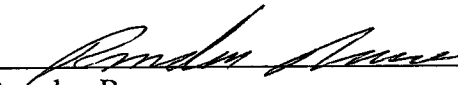
Dated:

LAW OFFICES OF JOHN K. DEMA, P.C.
Attorneys for Plaintiffs

By: 
John K. Dema, Esq.
Special Counsel to the Attorney General

Dated: April 6, 2006

ZULIMA V. FARBER
ATTORNEY GENERAL OF NEW JERSEY
Attorney for Plaintiffs

By: 
Brendan Ruane
Deputy Attorney General

Dated: 4/10/06

CIVIL CASE INFORMATION STATEMENT
(CIS)

FOR USE BY CLERK'S OFFICE ONLY

Use for initial pleadings (not motions) under R. 4:5-1.

Pleadings will be rejected for filing under R. 1:5-6(c) if information above the black bar is not completed or if attorney's signature is not affixed.

PAYMENT TYPE: CK CG CA

CHG/CK NO.:

AMOUNT:

OVERPAYMENT:

BATCH NUMBER:

ATTORNEY/PRO SE NAME: Brendan Ruane, DAG

TELEPHONE NO.:
(609) 984-5016

COUNTY OF VENUE: Ocean

FIRM NAME (If Applicable): NEW JERSEY ATTORNEY GENERAL

DOCKET NUMBER (When Available): N/A

OFFICE ADDRESS:
Richard J. Hughes Justice Complex
25 Market Street
P.O. Box 093
Trenton, NJ 08625-0093

6-123406

DOCUMENT TYPE: Complaint

JURY DEMAND: YES X NO

NAME OF PARTY (e.g., John Doe, Plaintiff):
New Jersey Department of Environmental
Protection & the Administrator of the New
Jersey Spill Compensation Fund, plaintiffs

CAPTION: New Jersey Department of Environmental Protection,
et al. v. Cumberland Farms, Inc., et al.

CASE TYPE NUMBER
(See reverse side for listing): 156

IS THIS A PROFESSIONAL MALPRACTICE CASE? YES X NO

If You Have Checked "Yes," See N.J.S.A. 2A:53A-27 and
Applicable Case Law Regarding Your Obligation to File an
Affidavit of Merit.

RELATED CASES PENDING? YES X NO

IF YES, LIST DOCKET NUMBERS:

DO YOU ANTICIPATE ADDING ANY PARTIES (arising
out of the same transaction or occurrence)?

X YES NO

NAME OF DEFENDANT'S PRIMARY INSURANCE COMPANY, IF KNOWN

NONE X UNKNOWN

THE INFORMATION PROVIDED ON THIS FORM CANNOT BE INTRODUCED INTO EVIDENCE.

CASE CHARACTERISTICS FOR PURPOSES OF DETERMINING IF CASE IS APPROPRIATE FOR MEDIATION

A. DO THE PARTIES HAVE IF YES, IS THAT EMPLOYER-EMPLOYEE FRIEND-NEIGHBOR X OTHER (explain)
A CURRENT, PAST OR RELATIONSHIP: Regulatory
RECURRENT RELATIONSHIP?

X YES NO FAMILIAL BUSINESS

B. DOES THE STATUTE GOVERNING THIS CASE PROVIDE X YES NO
FOR PAYMENT OF FEES BY THE LOSING PARTY?

USE THIS SPACE TO ALERT THE COURT TO ANY SPECIAL CASE CHARACTERISTICS THAT MAY WARRANT INDIVIDUAL
MANAGEMENT OR ACCELERATED DISPOSITION.

RECEIVED & FILED
13
SUPERIOR CT., OCEAN CO.

DO YOU OR YOUR CLIENT NEED ANY DISABILITY
ACCOMMODATIONS?

YES X NO

IF YES, PLEASE IDENTIFY THE REQUESTED ACCOMMODATION:

WILL AN INTERPRETER BE NEEDED? YES X NO

IF YES, FOR WHAT LANGUAGE:

ATTORNEY SIGNATURE:

Brendan Ruane