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

Plaintiffs,

v.

DIXO COMPANY, INC.;
SANDRA AND JERRY CORPORATION;
STEPAN COMPANY;
"ABC CORPORATIONS" 1-10 (Names
Fictitious); and
"JOHN DOES" 1-10 (Names Fictitious),

Defendants.

SUPERIOR COURT BERGEN COUNTY
FILED

JAN 18 2008


DEPUTY CLERK

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SUPERIOR COURT OF NEW JERSEY
LAW DIVISION - BERGEN COUNTY
DOCKET NO. L508-06

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 Dixo Company site located in Rochelle Park, Bergen County, and the adjacent Maywood Chemical Company site located in Maywood, Bergen 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 Dixo and Maywood sites. The Plaintiffs further 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 Dixo and Maywood sites.

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 the 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 Dixo Company, Inc. (“Dixo”) is a corporation organized and existing under the laws of the State of New Jersey, with its principal place of business located at 158 Central Avenue, Rochelle Park, New Jersey 07662.

6. Defendant Sandra and Jerry Corporation (“Sandra and Jerry Corp.”) is a corporation organized and existing under the laws of the State of New Jersey, with its principal place of business located at 158 Central Avenue, Rochelle Park, New Jersey 07662.

7. Defendant Stepan Company, formerly known as Stepan Chemical Company (collectively, “Stepan”), is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 22 West Frontage Road, Northfield, Illinois 60093.

8. Defendant Stepan is the successor-in-interest to Maywood Chemical Company (“Maywood Chemical”), a defunct New Jersey corporation, with a last known principal place of business located at 100 West Hunter Avenue, Maywood, New Jersey 07607.

9. 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 the predecessors of, or successors-in-interest to, defendants Dixo, Sandra and Jerry Corp., and Stepan, including Maywood Chemical.

10. 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, defendants Dixo, Sandra and Jerry Corp., Stepan, and/or their predecessors, including Maywood Chemical.

AFFECTED NATURAL RESOURCES

Ground Water

11. 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.

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

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

14. 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.

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

16. There are more than 6,000 sites in New Jersey confirmed as having ground water contaminated with hazardous substances.

Surface Water

17. Approximately 850 million gallons of surface water per day supplies nearly half of New Jersey's population with drinking water.

18. Surface water, like ground water, is a unique resource that is used for other commercial and industrial purposes, such as cooling water and electrical generation, commercial fishing, and transportation of goods and services.

19. The tourist and recreation industries, including boating, fishing and swimming, which are vital to the economy of this State, depend on clean waters and beaches.

Wetlands

20. Wetlands are a critical example of New Jersey's ecological resources, which include land and aquatic resources comprised of unique and complex ecosystems.

21. New Jersey has approximately 730,000 acres of freshwater wetlands, and 250,000 acres of coastal wetlands.

22. Wetlands can sustain a wide diversity of plants and animals that are essential in a healthy food chain.

23. Wetlands perform many additional functions, including improvement of water quality, sediment trapping, groundwater recharge, shoreline protection, and protecting lands from flooding or erosion.

GENERAL ALLEGATIONS

24. The Dixo site consists of approximately 0.5 acres of real property located at 158 Central Avenue, Rochelle Park, Bergen County, this property being also known and designated as Block 25.01, Lots 1 and 8, on the Tax Map of Rochelle Park ("Dixo Property"), and all other areas where any hazardous substance discharged there has become located (collectively, "the Dixo Site"), which plaintiff DEP has designated as Site Remediation Program Interest No. 002862.

25. The Maywood site consists of several properties encompassing approximately 63 acres formerly owned by Maywood Chemical at and near the intersections of Route 17 North, Central Avenue and Maywood Avenue, in the Borough of Maywood and the Township of Rochelle Park, Bergen County, this property being also known and designated as some or all of Block 124, Lots 1, 2, 3, 4, 5, 17, 30, 31, 32, 33, 39, 40, 45, 46 and 47, on the Tax Map of the Borough of Maywood, and Blocks 17.02 and 18.02, Lots 1 and 2, on the Tax Map of the Township of Rochelle Park ("the Maywood Property"), and all other areas where any hazardous substance discharged there has become located (collectively, the "Maywood Site"), which plaintiff DEP has designated as Site Remediation Program Interest Nos. G000004539 and 011050.

26. The Dixo Property is located north of the Maywood Property, and contaminants from the Dixo Property have migrated downgradient onto and through the Maywood Site, co-mingling the contaminant plumes that are affecting the ground water and surface water and sediments of Lodi Brook and Westerly Brook.

The Dixo Property

27. In 1955, Sol and Claire Schapiro, the parents of defendant Dixo's president, Jerome Schapiro, acquired the Dixo Property.

28. Defendant Sandra and Jerry Corp. acquired the Lot 1 portion of the Dixo Property in 1975, and the Lot 8 portion of the Dixo Property in 1977, and, as of the filing of this Complaint, is the owner of record of the Dixo Property.

29. During the time that Sol and Claire Shapiro and defendant Sandra and Jerry Corp. owned the Dixo 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 included petroleum hydrocarbons, trichloroethylene ("TCE"), perchloroethylene ("PCE"), toluene, xylenes, ethylbenzene, vinyl chloride, and other volatile organic compounds ("VOCs").

30. The facility at the Dixo Property consists of two processing buildings – the main building and the smaller second building – which are separated by a concrete chemical drum storage pad, on which PCE was stored in 5,000 gallon above ground storage tanks.

31. From 1955 to the present, defendant Dixo has operated a bulk chemical repackaging business on the Dixo Property, which has involved repackaging liquid materials that arrive in 55 gallon drums into quart-sized, plastic containers before boxing, wrapping, and shipping the repackaged materials offsite.

32. Defendant Dixo's activities at the Dixo Property from 1955 through the present have involved the generation, storage, handling and disposal 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 petroleum hydrocarbons, TCE, PCE, toluene, xylenes, ethylbenzene, vinyl chloride and other VOCs.

33. In 1988, plaintiff DEP performed a Preliminary Assessment and Site Investigation at the Dixo Site, the results of which revealed the presence of various

hazardous substances exceeding plaintiff DEP's cleanup criteria in the soils, which substances included TCE and PCE.

34. In November 2000, defendant Dixo and plaintiff DEP entered into an administrative consent order ("November 2000 ACO"), which required defendant Dixo to investigate and remediate the Dixo Site.

35. Defendant Dixo thereafter conducted a remedial investigation to further determine the nature and extent of the contamination at the Dixo Site, the results of which were contained in defendant Dixo's July 31, 2002 Remedial Investigation Report ("RIR"), which indicated that the ground water at the Dixo Site contained concentrations of VOCs exceeding plaintiff DEP's Ground Water Quality Criteria.

36. Plaintiff DEP responded to the RIR on March 19, 2003, by requiring defendant Dixo to submit an Interim Remedial Measures ("IRM") Workplan because the Dixo Property is clearly a source of the on-going groundwater contamination, including being a probable source of PCE contamination detected in potable wells in the surrounding area.

37. On March 5, 2004, defendant Dixo submitted its Ground Water Remedial Investigation Work Plan to plaintiff DEP, in which defendant Dixo proposed a plan to delineate the horizontal and vertical extent of the groundwater contamination at the Dixo Site, including the installation of three additional deep monitoring wells.

38. On May 27, 2005, plaintiff DEP notified defendant Dixo that defendant Dixo was out of compliance with the November 2000 ACO by failing to submit certain documents to plaintiff DEP, including a Groundwater Remedial Investigation Report.

39. As of the filing of this Complaint, defendant Dixo still is not complying with the November 2000 ACO.

40. The groundwater contamination at the Dixo Site will require the designation of a Classification Exception Area ("CEA"), which will exclude the designated ground water from use as a potable water source.

41. As of the filing of this Complaint, the horizontal and vertical extent of the CEA for the Dixo Site has not been established.

42. Although defendant Dixo has initiated the remedial investigation of the Dixo Site, the soils and groundwater contamination continues.

The Maywood Property

43. Defendant Stepan has owned portions of the Maywood Property since November 25, 1960, and continues to be the owner of record of the portions of the Maywood Property otherwise known and designated as Block 124, Lots 31, 32, 33, 39, 40, 45, 46 and 47, on the Tax Map of the Borough of Maywood.

44. During the time that defendant Stepan has owned some or all of the Maywood 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 included radionuclides, petroleum hydrocarbons, pesticides, heavy metals, benzene, TCE, PCE, toluene, xylenes, ethylbenzene, vinyl chloride, and other VOCs.

45. Beginning in 1895, Maywood Chemical and its predecessors engaged in leather digestion, aromatic chemical manufacturing, caffeine extraction, the production of lithium products, and other chemical manufacturing and processing operations at the Maywood Property.

46. From the early 1900s through 1959, Maywood Chemical and its predecessors owned and operated a thorium processing facility at the Maywood Property, which involved the use of radiological materials including thorium-232 and radium-226.

47. Following its 1959 acquisition of Maywood Chemical, defendant Stepan ceased processing thorium at the Maywood Property, but continued all of Maywood Chemical's other operations, including the selling of thorium, and maintaining underground thorium burial pits on the premises.

48. Maywood Chemical and its predecessors pumped processed wastes into diked, unlined lagoons at the Maywood Property and nearby properties.

49. Certain of the waste lagoons were covered and others excavated over the years, while certain of Maywood Chemical's and its predecessors' other wastes were transported offsite for use as fill material.

50. The activities of defendant Stepan and its predecessors-in-interest, including Maywood Chemical, at the Maywood Property involved the generation, storage, handling and disposal 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 radionuclides, petroleum hydrocarbons, pesticides, heavy metals, benzene, TCE, PCE, toluene, xylenes, ethylbenzene, vinyl chloride and other VOCs.

51. In the late 1960s, defendant Stepan took corrective measures for some of the former disposal areas on properties near the Maywood Property that Stepan used to own, which measures involved the excavation and relocation of approximately 19,100 cubic yards of waste materials to three burial areas on property defendant Stepan currently owns.

52. A 1980 radiological survey of the Maywood Site conducted by plaintiff DEP revealed the presence of radiological contamination in the soils.

53. Subsequent investigations revealed the presence of both radiological contaminants and other hazardous substances at concentrations exceeding plaintiff DEP's cleanup criteria in the soils and ground water at the Maywood Site.

54. On December 1, 1982, the United States Environmental Protection Agency ("EPA") proposed listing the Maywood Site on the National Priorities List ("NPL"), 40 C.F.R. Part 300, Appendix B, which is the list EPA promulgates of hazardous contaminated sites that pose the greatest threat to the human health and safety and the environment.

55. On September 9, 1983, EPA added the Maywood Site to the NPL.

56. At various times between 1984 and 2001, the United States Department of Energy ("DOE") and the United States Army Corps of Engineers ("USACE") removed contaminated soils from the Maywood Site, which materials DOE stored at the Maywood Interim Storage Site ("MISS"), which is an 11.7 acre property located contiguous to the Maywood Property, which defendant Stepan sold to DOE in 1985.

57. In 2000, the USACE removed the Formerly Utilized Sites Remedial Action Program ("FUSRAP") contaminated sediments and other wastes (i.e., materials contaminated with radionuclides) from Lodi Brook and areas within Maywood Borough.

58. In September 2003, the USACE issued a Record of Decision ("September 2003 ROD"), in which it documented and explained the preferred remedy to address the FUSRAP contaminated soils and buildings at the Maywood Site.

59. The remedy the USACE selected in the September 2003 ROD primarily provided for the excavation and removal of the FUSRAP contaminated soils, physical separation of excavated materials to sort wastes potentially requiring disposal as mixed wastes from soils requiring disposal as radioactive wastes, institutional and land use

controls, off-site disposal of the FUSRAP materials, decontamination and demolition of the MISS and processing buildings, and additional environmental monitoring

60. Between August 1991 and November 1992, defendant Stepan conducted a Remedial Investigation ("RI") to determine the nature and extent of chemical non-radiological contamination at the Maywood Site.

61. In November 1994, defendant Stepan submitted a Remedial Investigation Report to plaintiff DEP, in which defendant Stepan determined that numerous contaminants, including VOCs, heavy metals, cyanide and radionuclides from the Maywood Property, were in the ground water.

62. In 1999 and 2000, defendant Stepan completed a soil and groundwater bio-augmentation treatability study on VOC contaminated vadose zone soil. The results of this study indicated a reduction in the mass of VOCs in soil and ground water.

63. From November 2002 to June 2003, defendant Stepan completed a Focused Overburden Groundwater Characterization to identify discrete overburden groundwater contamination areas. This study was designed to fully delineate overburden plumes.

64. The groundwater contamination at the Maywood Sites will require the designation of a CEA, the horizontal and vertical extent of which has not been established as of the filing of this Complaint.

65. Although DOE, the USACE and defendant Stepan have undertaken various remediation activities at the Maywood Site, the soils, sediments, wetlands, groundwater, and surface water contamination continues.

FIRST COUNT

Spill Act

66. Plaintiffs repeat each allegation of Paragraphs 1 through 65 above as though fully set forth in its entirety herein.

67. Each defendant is a "person" within the meaning of N.J.S.A. 58:10-23.11b.

68. Plaintiff DEP has incurred, and will continue to incur, costs as a result of the discharge of hazardous substances at the Dixo and Maywood Properties.

69. Plaintiff Administrator has certified, or may certify, for payment, valid claims made against the Spill Fund concerning the Dixo and Maywood Sites, and, further, has approved, and may continue to approve, other appropriations for the Dixo and Maywood Sites.

70. The Plaintiffs 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 by the discharge of hazardous substances at the Dixo and Maywood Properties.

71. The costs and damages the Plaintiffs have incurred, and will incur, for the Dixo and Maywood Sites are "cleanup and removal costs" within the meaning of N.J.S.A. 58:10-23.11b.

72. Defendant Dixo, one or more of the ABC Corporation defendants, and/or one or more of the John Doe defendants, are, or are the successors-in-interest or are otherwise related to, the dischargers of hazardous substances at the Dixo 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 by the discharge of hazardous substances at the Dixo Property. N.J.S.A. 58:10-23.11g.c.(1).

73. Defendant Stepan, one or more of the ABC Corporation defendants, and/or one or more of the John Doe defendants are, or are the successors-in-interest or are otherwise related to, the dischargers of hazardous substances at the Maywood 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 by the discharge of hazardous substances at the Maywood Property. N.J.S.A. 58:10-23.11g.c.(1).

74. Defendant Sandra and Jerry Corp., one or more of the ABC Corporation defendants, and/or one or more of John Doe defendants, as the owners, or as successors-in-interest or persons otherwise related to the owners, of some or all of the Dixo Property at the time hazardous substances were discharged there, also 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 by the discharge of hazardous substances at the Dixo Property. N.J.S.A. 58:10-23.11g.c.(1).

75. Defendant Stepan, one or more of the ABC Corporation defendants, and/or one or more of the John Doe defendants, as the owners, or as successors-in-interest or persons otherwise related to the owners, of some or all of the Maywood Property at the time hazardous substances were discharged there, also 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 by the discharge of hazardous substances at the Maywood Property. N.J.S.A. 58:10-23.11g.c.(1).

76. 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); for 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).

77. 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 and/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 by the discharges of hazardous substances at the Dixo and Maywood Properties, 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 by the discharges of hazardous substances at the Dixo and Maywood Properties;

c. 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 Dixo and Maywood Properties, 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 Dixo and Maywood Properties;

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

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

SECOND COUNT

Public Nuisance

78. Plaintiffs repeat each allegation of Paragraphs 1 through 77 above as though fully set forth in its entirety herein.

79. Ground water, surface water and wetlands are natural resources of the State held in trust by the State.

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

81. The contamination of ground water, surface water and wetlands as a result of the discharge of hazardous substances at the Dixo and Mayood Properties 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 these natural resources.

82. As long as ground water, surface water, and/or wetlands remain contaminated due to the Defendants' conduct, the public nuisance continues.

83. Until the ground water, surface water, and wetlands are restored to their 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 and surface 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 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 Dixo and Maywood Properties, with applicable interest;
- b. Enter declaratory judgment against the Defendants, for all cleanup and removal costs and damages, including unjust enrichment, lost value and reasonable assessment costs, that the Plaintiffs will incur for any natural resource of this State injured by the discharges of hazardous substances at the Dixo and Maywood Properties;
- c. 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 Site, 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 Dixo and Mayood Properties;
- d. Award the Plaintiffs their costs and fees in this action; and

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

THIRD COUNT

Trespass

84. Plaintiffs repeat each allegation of Paragraphs 1 through 83 above as though fully set forth in its entirety herein.

85. Ground water, surface water, and wetlands are natural resources of the State held in trust by the State for the benefit of the public.

86. The Defendants are liable for trespass, and continued trespass, since the time hazardous substances were first discharged at the Dixo and Maywood Properties by the Defendants and/or their predecessors.

87. As long as ground water, surface water, and/or wetlands remain contaminated, the Defendants' trespass continues.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs DEP and Administrator pray that this Court:

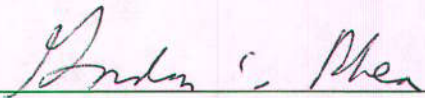
- a. Order the Defendants to reimburse the Plaintiffs for all cleanup and removal costs and damages, including unjust enrichment, lost value and reasonable assessment costs, that the Plaintiffs have incurred for any natural resource of this State injured by the discharge of hazardous substances at the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

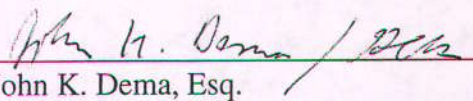
compensate the citizens of New Jersey for the injury to their natural resources as a result of the discharge of hazardous substances at the Dixo and Maywood Properties, by performing, under Plaintiff DEP's oversight, or funding Plaintiff DEP's performance of, any further assessment and compensatory restoration of any natural resource injured by the discharge of hazardous substances at the Site;

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

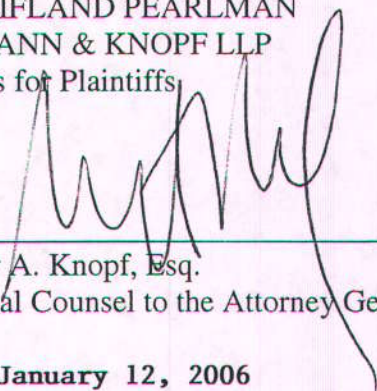
By: 
John K. Dema, Esq.
Special Counsel to the Attorney General


Dated: January 11, 2006

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COHN LIFLAND PEARLMAN
HERRMANN & KNOPF LLP
Attorneys for Plaintiffs

PETER C. HARVEY
ATTORNEY GENERAL OF NEW JERSEY
Attorney for Plaintiffs

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

By: 
Brendan Ruane
Deputy Attorney General

Dated: **January 12, 2006**

Dated: 1/13/06

DESIGNATION OF TRIAL COUNSEL

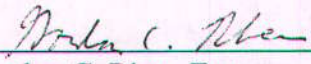
Pursuant to R. 4:25-4, the Court is advised that Gordon C. Rhea, John K. Dema, Barry A. Knopf, Matthew Thiesing, and Scott E. Kauff, Special Counsel to the Attorney General, are hereby designated as trial counsel for the Plaintiffs in this action.

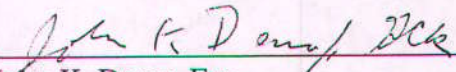
CERTIFICATION REGARDING OTHER PROCEEDINGS AND PARTIES

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

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Attorneys for Plaintiffs

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

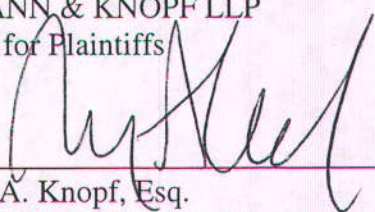
By: 
John K. Dema, Esq.
Special Counsel to the Attorney General


Dated: January 6, 2006

Dated: January 11, 2006

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Dated: **January 12, 2006**

Dated: 1/13/06