the Kearny South Treatment Plant into Newark Bay and/or the Hackensack River with minimal and/or inadequate treatment.

1784. Upon information and belief, a portion of storm water generated at the Lucent Kearny Property flowed across contaminated areas and discharged into the Hackensack River.

1785. Western Electric conducted plating operations on the Lucent Site, including in Building 170. Beginning no later than 1925, Western Electric had an outfall from Buildings 170 and 171 that discharged into the Passaic River.

1786. From at least 1937 until at least 1971, Building 170 had six floor drains that were connected to the storm sewer that discharged to the Passaic River. On information and belief, process wastewater generated within Building 170 and Building 32 at the Lucent Site was discharged to the Passaic River through storm sewers.

1787. Zinc, ammonia, chromium, copper, nickel, fluoroborate, chloride, sodium, and oil and grease were discharged from the Lucent Site.

1788. In 1975, Western Electric exceeded its permit limitation for hexavalent chrome in discharges to the Passaic River.

1789. In 1977, Western Electric exceeded its permit limitations for cyanide, lead, and oil and grease in discharges to the Passaic River.

1790. In 1981, Western Electric exceeded its permit limitations for oil and grease, total chromium, and soluble copper in discharges to the Passaic River.

1791. Western Electric had a drum storage pad area on the Lucent Site that was located approximately 1,500 yards from the Passaic River. The storage pad area had a large drainage pit in the approximate center and was equipped with a manual valve with a drain that led to the Passaic River. On information and belief, drains in the drum storage pad area were connected to the storm sewers, which discharged into the Passaic River. Hazardous Substances detected in the vicinity of the drum storage pad area include: trans-1,2 dichloroethene, tetrachloroethene, 1,1,1-trichloroethane, trichloroethene,
methylene chloride, ethylbenzene, toluene and xylene. Hazardous Substances were also detected in the groundwater in the vicinity of the drum storage pad area.

1792. On August 11, 1992, the NJDEP requested that Lucent delineate “approximately eleven drains, with unknown discharge points” that were observed in the former drum storage pad area. The NJDEP also observed that a pipe connected to one of the drains contained elevated concentrations of volatile organic compounds.

1793. In September 1992, the EPA reported that a storm water drain at the Lucent Site potentially discharged Hazardous Substances and/or storm water runoff from the drum storage pad area on the Lucent Site into the Hackensack River.

1794. On or around February 6, 1984, AT&T Technologies, Inc. provided an ECRA notification to NJDEP in connection with its closure of operations at the Lucent Site and the pending sale of the property. In June 1985, AT&T Technologies, Inc. submitted an Amended Environmental Cleanup Plan ("Cleanup Plan") for the Lucent Site to NJDEP which documents the presence of heavy metals, TPHs, PCBs, and volatile organics in surface soil, sediment samples, and groundwater at the Lucent Site.

1795. A 1992 sanitary and storm sewer map prepared by RSL Consulting Engineers P.S. reflects that the Lucent Site had an extensive network of storm sewers, catch basins and outfalls that discharged directly to the Passaic River. According to the Cleanup Plan, Hazardous Substances were detected in sediment samples from several of the catch basins and in surface soil surrounding the storm sewers.

1796. In August 1996, NJDEP notified AT&T that groundwater sampling data from the Lucent Site reflected that the former drum storage pad on the property was a continuing source of groundwater contamination and requested that AT&T further address this area of concern. In response, Lucent submitted a Subsurface Soil Investigation Report to the NJDEP on February 5, 1997 that reflected the presence of tetrachloroethylene (PCE) and trichloroethelyne (TCE) at depths below soil excavations previously conducted at the drum storage area during remediation operations. Reports submitted by
Lucent to NJDEP reflect that that drum storage pad remained a continuing source of groundwater contamination at the Lucent Site as late as 1999.

1797. Hazardous Substances detected in the groundwater at the Lucent Site include: vinyl chloride, 1,1-dichloroethane, cis-1,2-dichloroethene, 1,1,1-trichloroethane, trichloroethene, tetrachloroethene, methylene chloride, chloroethene, benzene, cis-1,2-dichloroethene, benzene, toluene, total xylenes, carbon tetrachloride, chloroform, tetrachloroethane, tetrachloroethylene,

1798. Groundwater at the Lucent Site flows in the direction of the Passaic River.

1799. Groundwater at the Lucent Site was discharged to the Passaic River from at least four outfalls at the Lucent Site. The NPDES permit granted to the Lucent Site did not include groundwater as a permitted discharge.

1800. Hazardous Substances detected in the soil at the Lucent Site include: trans-1,2 dichloroethene, tetrachloroethene, 1,1,1-trichloroethane, trichloroethene, trichloroethylene, carbon tetrachloride, PCBs, methylene chloride, ethylbenzene, toluene, xylene, zinc, arsenic, cadmium, chromium, copper, lead, nickel, cyanide, and selenium.

1801. At least four outfalls at the Lucent Site discharged stormwater to the Passaic River. The Lucent Site is under a 100-year flood plain elevation. The Lucent Site has been subject to numerous floodings from the Passaic River.

1802. Mercury, lead, copper and zinc have been detected in the sediment of the Passaic River adjacent to the Lucent Site.

1803. On or about September 20, 2004, EPA sent a General Notice Letter notifying RTC Properties, Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Lucent Site.

1804. On or about September 15, 2003, EPA sent a General Notice Letter notifying Lucent of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Lucent Site.
1805. On September 19, 2003, the NJDEP issued Directive No. 1 In the Matter of the Lower Passaic River in which NJDEP found that Hazardous Substances were discharged at the Lucent Site and that those Hazardous Substances are and/or have emanated into the Lower Passaic River. NJDEP further determined that AT&T, Lucent, and RTC Properties are persons, pursuant to the Spill Act, in any way responsible for the Hazardous Substances that were discharged at the Lucent Site.

1806. Lucent is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Lucent Site and released into the Newark Bay Complex.

**Mallinckrodt Site**

1807. From approximately December 1968 to August 1978, the Mallinckrodt Chemical Works owned and operated an industrial chemical manufacturing facility located at or about 165-167 Main Street in Lodi Borough, Bergen County, New Jersey, also designated as Block 181A, lots 1, 1A, 2A, 2B, 5, 5A, and 6 and Block 181, Lot 6 on the Tax Map of Lodi Borough (“Mallinckrodt Site”).

1808. On or about April 18, 1882, Mallinckrodt Chemical Works was incorporated in the State of Missouri.

1809. On or about September 18, 1968, Mallinckrodt Chemical Works purchased the issued and outstanding capital stock of the Washine Chemical Corporation, a New York corporation with its principal place of business located at 165 Main Street, in Lodi, New Jersey. The Washine Chemical Corporation became a wholly-owned subsidiary of Mallinckrodt Chemical Works.

1810. On or about April 23, 1974, Mallinckrodt Chemical Works changed its name to Mallinckrodt, Inc.

1811. On or about September 28, 1978, Mallinckrodt, Inc. sold the Mallinckrodt Site to James J. Stanton.

1812. In 1982, Mallinckrodt, Inc. was acquired by Avon Products, Inc. (“Avon”) and operated as a wholly-owned subsidiary of Avon.

1813. In 1986, Avon sold certain assets and capital stock of Mallinckrodt, Inc. to International Minerals and Chemical Corporation, a New York corporation, which were then renamed and
reincorporated as Mallinckrodt Inc. ("Mallinckrodt 2"), a Delaware Corporation, and operated as a wholly owned subsidiary of International Minerals and Chemical Corporation.

1814. Mallinckrodt 2 is the successor to Mallinckrodt Chemical Works and, therefore, Mallinckrodt 2 succeeds to Mallinckrodt Chemical Works’ environmental liabilities related to the Mallinckrodt Site.

1815. International Minerals & Chemical Corp. changed names several times in the early to mid-1990’s, finally becoming Mallinckrodt Inc., a New York Corporation, on or about October 16, 1996. In October 2000, this company merged with Tyco International Ltd. ("Tyco") and is currently operated as an indirect subsidiary of Tyco.

1816. The Mallinckrodt Site abuts the Saddle River, which receives overland flow and sheet stormwater runoff directly from the Mallinckrodt Site. The Saddle River flows in a southwesterly direction and drains into the Passaic River near Garfield and Wallington. Process discharges and stormwater flow from the Mallinckrodt Site also discharged into Millbank Brook, which flowed and emptied into the Saddle River.

1817. Upon information and belief, the Mallinckrodt Site has flooded during heavy rains. The advancing and receding floodwaters eroded and transported Hazardous Substances from chemical process areas, raw material storage areas, finished product storage areas, and on-site soils into the Saddle River, and thence into the Passaic River.

1818. Products manufactured at the Mallinckrodt Site included sodium and calcium propionate, sodium acetate, and various preservatives.

1819. Chemicals handled, processed, blended, produced, or otherwise utilized at the Mallinckrodt Site include, but are not limited to, sodium hydroxide, TPEH, aluminum formate solution, lithium acetate, sodium benzoate solution, photo-grade sodium acetate, potassium acetate, sodium diacetate, and p-hydroxybenzoic acid esthers. Other substances stored on-site included, but are not limited to, acetic acid, nitric acid, number 4 fuel oil, number 6 fuel oil, nitric acid, phosphoric acid, potassium hydroxide, formaldehyde, formic acid, and acetic anhydride.
1820. In 1969, flammable materials were observed in an overflow line at the Mallinckrodt Site and drum washing discharge residue from the Mallinckrodt Site was identified from samples obtained from the Saddle River.

1821. In 1973, an explosion and fire destroyed much of the Mallinckrodt Site and fire fighting foam and Hazardous Substances at the site were washed and discharged into the Saddle River and ultimately to the Passaic River.

1822. In 1974, a PVSC inspector observed boiler blow down fluid and septic tank liquids discharging from the Mallinckrodt Site into Millbank Brook, which emptied into the Saddle River.

1823. In 1977, oil from a two-inch fuel return line at the Mallinckrodt Site was observed discharging into the Saddle River.

1824. In 1978, an above-ground storage tank containing acetic acid (a Hazardous Substance) at the Mallinckrodt Site leaked and discharged into the Saddle River, causing a fish kill.

1825. On information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Mallinckrodt Site. Due to the proximity of the Mallinckrodt Site to the Saddle River, flooding, storm events, and erosion caused Hazardous Substances that were Discharged to or from the Mallinckrodt Site to travel to the Saddle River, and thence into the Passaic River.

1826. On or about September 15, 2003, EPA sent a General Notice Letter notifying Mallinckrodt 2 of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Mallinckrodt Site.

1827. Mallinckrodt 2 is a party to an Administrative Order on Consent, CERCLA Docket No. 02-2004-2001, which became effective on June 22, 2004, and which concerns partial funding by the settling parties of an EPA-led Remedial Investigation/Feasibility Study of the Lower Passaic River Study Area.
1828. Mallinckrodt 2 is a Discharger and/or a Person “in any way responsible” for the Hazardous Substances that were Discharged at the Mallinckrodt Site and released into the Newark Bay Complex.

**Mallinckrodt Jersey City Site**

1829. The Mallinckrodt Jersey City property consists of approximately 11.65 acres of real property and associated improvements located at 223 West Side Avenue in Jersey City, Hudson County, New Jersey (“Mallinckrodt Jersey City Site”).

1830. On or about April 18, 1882, Mallinckrodt Chemical Works was incorporated in the State of Missouri.

1831. In approximately 1887, Mallinckrodt Chemical Works acquired the Mallinckrodt Jersey City Site and began operating a chemical production and packaging facility.

1832. On or about April 23, 1974, Mallinckrodt Chemical Works changed its name to Mallinckrodt, Inc.

1833. In 1982, Mallinckrodt, Inc. was acquired by Avon Products, Inc. ("Avon").

1834. On or about March 8, 1982, Mallinckrodt, Inc. was merged with and into AVP Holdings, Inc. Although AVP Holdings, Inc. was the surviving corporation, its name was changed to Mallinckrodt, Inc. ("Mallinckrodt") and continued to be operated as a wholly-owned subsidiary of Avon.

1835. In 1985, Avon sold certain assets and capital stock of Mallinckrodt to International Minerals and Chemical Corporation, a New York corporation, which were then reincorporated and renamed Mallinckrodt Inc. ("Mallinckrodt 2"), a Delaware corporation that was operated as a wholly owned subsidiary of International Minerals and Chemical Corporation.

1836. The remaining portion of Mallinckrodt continued to be operated as a subsidiary of Avon and retained responsibility for operation of the Mallinckrodt Jersey City Site.

1837. On or about January 2, 1986, Mallinckrodt was renamed MI Holdings, Inc.
1838. Upon information and belief, MI Holdings, Inc. is a corporate successor of Mallinckrodt Chemical Works and, therefore, succeeds to Mallinckrodt’s environmental liabilities related to the Mallinckrodt Jersey City Site.

1839. Before the 1940s, compounds manufactured and/or packaged at the Mallinckrodt Jersey City Site included inorganic chemicals, iron oxides and salts, and mercury oxides and salts.

1840. In the 1940s, compounds manufactured and/or packaged at the Mallinckrodt Jersey City Site included analytical chemicals, bichlorides of mercury processing, medicinal chemicals, photographic chemicals, and uranium trioxide.

1841. Production of uranium trioxide at the Mallinckrodt Jersey City Site was part of the “Manhattan Project” during World War II and involved the conversion of uranyl nitrate into uranium trioxide. Raw materials utilized for this process included black uranium trioxide.

1842. After World War II, compounds manufactured and/or packaged at the Mallinckrodt Jersey City Site included acetone, alcohols, benzene, ethers, inorganic chemicals, iron oxides and salts, mercury oxides and salts, mineral acids, potassium chloride, potassium sulfate, sodium nitrate, toluene, xylenes, and zinc acetate.

1843. Mercury products were manufactured at the Mallinckrodt Jersey City Site until at least 1977.

1844. During the 1980s, compounds manufactured and/or packaged at the Mallinckrodt Jersey City Site included calcium stearate dispersions, diagnostic chemicals, food preservatives, surfactants, and zinc stearate dispersions.

1845. By the early 1990s, operations at the Mallinckrodt Jersey City Site were limited to the production of calcium stearate dispersions.

1846. In approximately 1993, portions of the Mallinckrodt Jersey City Site were sold to NJ Educational Facilities Authority and were subsequently operated by the New Jersey City University.

1847. Upon information and belief, from the late 1800s until 1924, the Mallinckrodt Jersey City Site abutted Morris Canal, which was located in an area currently occupied by Route 440. Upon
information and belief, Morris Canal connected to Newark Bay. Upon information and belief, Morris Canal was closed and filled in 1924.

1848. Upon information and belief, process and storm water sewers at the Mallinckrodt Jersey City Site were connected to the Jersey City combined sewer system.

1849. In 1957, Jersey City completed construction of a wastewater treatment plant, also known as the Jersey City West Side treatment plant. The Jersey City West Side treatment plant discharges effluent into the Hackensack River.

1850. Prior to construction and operation of the Jersey City West Side treatment plant, all wastewater entering the Jersey City combined sewer system was discharged into the Hackensack River and/or Newark Bay without treatment.

1851. Upon information and belief, from 1887 until at least 1957, all storm water and wastewater generated at the Mallinckrodt Jersey City Site was discharged into the Newark Bay Complex without treatment.

1852. Upon information and belief, since at least 1957, wastewater and storm water generated at the Mallinckrodt Jersey City Site and discharged into the Jersey City sewer system passed through the “Fisk Street Regulator,” also known as CSO Outfall No. 010, and which discharged into the Hackensack River near its confluence with Newark Bay. Upon information and belief, during wet-weather events, periods of peak flow, mechanical failures, blockages, or other faults in the Jersey City Combined Sewer System, all or a portion of the wastewater and storm water generated at the Mallinckrodt Jersey City Site was discharged into the Hackensack River without treatment through CSO Outfall No. 010 and/or other segments or areas of the Jersey City Combined Sewer System.

1853. It was not until February 28, 1975, that Jersey City was issued an NPDES permit to discharge wastewaters from various CSOs to the Hackensack River and/or Newark Bay.

1854. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Mallinckrodt Jersey City Site.
1855. Hazardous Substances and other compounds have been detected in soils within the
eastern half of the Mallinckrodt Jersey City Site, including, but not limited to, ethyl benzene, xylene,
methylene chloride, 2-propanone, and petroleum hydrocarbons.

1856. Hazardous Substances and other compounds have been detected in soils within the
western half of the Mallinckrodt Jersey City Site, including, but not limited to, chromium, nickel,
mercury, arsenic, carbon tetrachloride, chloroform, 1,1-dichloroethene, lead, methylene chloride, methyl
tertiary butyl ether, trichloroethylene, 1,1,2,2-tetrachloroethene, and thallium.

1857. Upon information and belief, wet-weather events transported Hazardous Substances and
other compounds from the Mallinckrodt Jersey City Site into the Newark Bay Complex.

1858. On June 17, 1993, MI Holdings, Inc. reported to NJDEP that it had removed over 2,000
tons of mercury contaminated soils from the Mallinckrodt Jersey City Site.

1859. Hazardous Substances and other compounds have been detected in the groundwater at the
Mallinckrodt Jersey City Site, including, but not limited to, 1,1-dichloroethene, 1,2-dichloroethene, 1,2-
dichlorobenzene, 4-methylphenol, antimony, arsenic, benzene, benzoic acid, cadmium, chromium, di-n-
butylphthalate, ethylbenzene, lead, mercury, methylene chloride, nickel, phenol, selenium, trichloroethylene, thallium, toluene, vinyl chloride, assorted volatile organic compounds, assorted BNAs,
and xylenes.

1860. Hazardous Substances and other compounds similar to those that have been Discharged
from the Mallinckrodt Jersey City Site have been detected in sediment core samples taken from the
Hackensack River proximate to CSO Outfall No. 010 and the Jersey City West Site treatment plant
outfall, including, but not limited to, arsenic, antimony, cadmium, chromium, lead, mercury, nickel,
selenium, zinc, 4-methylphenol, and 1,2-dichlorobenzene.

1861. MI Holdings, Inc. is a “discharger” and/or a person “in any way responsible” for the
Hazardous Substances that were discharged at the Mallinckrodt Jersey City Site and that have discharged
into the Newark Bay Complex.
Merck Sites

Merck Rahway Site

1862. The Merck & Co., Inc. ("Merck") property in Rahway consists of approximately 210 acres of real property and associated improvements located at 126 East Lincoln Avenue in Linden and Rahway, Union County, New Jersey ("Merck Rahway Site").

1863. Since at least 1903, Merck owned and operated the Merck Rahway Site, which consists of approximately 100 buildings and other structures, including bulk pharmaceutical, pesticide, and chemical production facilities, product development and research facilities, administrative and service facilities, and several on-site landfills.

1864. Merck manufactured Hazardous Substances at the Merck Rahway Site including, but not limited to, DDT, 1,2-dichlorobenzene, para dichlorobenzene, 2,4,5-trichlorophenol, ortho-dichlorobenzene, maleic acid, benzaldehyde, thiobendazole, mercurous chloride, carabolic acid, coal tar, zinc stearate, copper sulfate, mosquito larvacides, terpene polychlorinates, heptachlor, methyl mercury 8-hydroxyquinolinate, phenyl mercury acetate, and assorted cresolic compounds.

1865. The Hazardous Substances 2,4,5-trichlorophenol and para dichlorobenzene, which Merck manufactured at the Merck Rahway Site, are associated with the formation of dioxin compounds.

1866. Kings Creek, which runs through the Merck Rahway Site, receives direct discharges, overland flow, and effluent from at least six storm water outfalls directly from the Merck Rahway Site. Kings Creek flows southeast from the Merck Rahway Site and empties into the Rahway River. The Rahway River is tidally influenced and flows easterly until it empties into the Arthur Kill.

1867. Upon information and belief, sanitary sewer lines within the City of Rahway were connected to a wastewater treatment facility in approximately 1938. Upon information and belief, from 1903 until at least 1938, process wastewaters that were discharged from the Merck Rahway Site into the City of Rahway sanitary sewer system discharged directly into the Newark Bay Complex without treatment.
1868. Wastewater and a portion of surface water runoff from the Merck Rahway Site discharged into the Rahway Valley Sewerage Authority Combined Sewer System and then discharged directly, without treatment, into the Rahway River from one or more combined sewer overflow points during rain events and/or mechanical failures of the interceptors.

1869. On or about March 25, 1986, an underground pipe conveying untreated industrial wastewater generated at the Merck Rahway Site ruptured and at least 20,000 gallons of wastewater released onto the site, a portion of which discharged into Kings Creek. Upon information and belief, the untreated wastewater that discharged into Kings Creek contained Hazardous Substances.

1870. On or about March 22, 1989, a sewer main ruptured on the Merck Rahway Site and approximately 25,000 gallons of untreated process wastewater released onto the site. At least 5,000 gallons of untreated wastewater discharged into Kings Creek. Upon information and belief, the untreated wastewater that discharged into Kings Creek contained Hazardous Substances.

1871. Upon information and belief, until at least 1991, Merck discharged cooling water and storm water from the Merck Rahway Site to Kings Creek and the Rahway River without authorization.

1872. Upon information and belief, additional spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Merck Rahway Site.

1873. Hazardous Substances and other compounds have been detected in the soil at the Merck Rahway Site including, but not limited to, DDT and related derivatives, benzene hexachloride and lindane, PCBs, chlorobenzene, 2,4-dichlorophenol, 1,2-dichlorobenzene, 1,2,4-trichlorobenzene, heavy metals, and semi-volatile and volatile organic compounds.

1874. The North Plant Landfill, which was operated on the Merck Rahway Site from the 1940s until the mid-1970s, was unlined and received assorted wastes from the plant, including, but not limited to, construction and demolition debris, non-combustible wastes, filter cakes, spent resins, and incinerator ash. Merck also used the North Plant Landfill for staging still bottom wastes; conducting open burning of waste oil and tar residues; and draining of spent solvent and laboratory wastes.
1875. Hazardous Substances and other compounds have been detected in the soils within and proximate to the North Plant Landfill, including, but not limited to, octachlorodibenzo-p-dioxins, 1,2-dischlorobenzene, benzo(a)pyrene, DDT and related derivatives, PCBs, arsenic, benzene, trichloroethene, 2,4-dimethylphenol, xylene, and petroleum hydrocarbons.

1876. Upon information and belief, storm events and erosion transported Hazardous Substances and other compounds from chemical process areas, raw material storage areas, finished product storage areas, and/or on-site soils at the Merck Rahway Site into the Newark Bay Complex.

1877. Hazardous Substances and other compounds have been detected in the groundwater at the Merck Rahway Site, including, but not limited to, chlorobenzene, chlorophenol, DDT and related derivatives, lindane, dichlorobenzene, pentachlorophenol, 1,2,4-trichlorobenzene, and 2,4-dichlorophenol.

1878. In 1994, Merck reported that groundwater infiltration into the storm water sewer system at the Merck Rahway Site was a consistent source of contaminants to Kings Creek.

1879. Upon information and belief, groundwater at the Merck Rahway Site flows to Kings Creek, which then flows to the Rahway River, and thence to the Arthur Kill. Upon information and belief, Hazardous Substances and other compounds released to the groundwater at the Merck Rahway Site discharge into the Newark Bay Complex.

1880. Hazardous Substances and other compounds similar to those that have been discharged from the Merck Rahway Site have been detected in surface water and sediment core samples taken from Kings Creek, both on and downstream of the Merck Rahway Site, including, but not limited to, chlorobenzene, DDT and related derivatives, 1,2-dichlorobenzene, lindane, and PCBs.

**Merck Landfill**

1881. The Merck property in Linden consists of approximately 21.5 acres of real property, of which approximately six acres were used as an industrial landfill, located at the foot of Range Road in Linden, Union County, New Jersey ("Merck Landfill").
1882. From approximately 1947 until approximately 1971, Merck owned and operated an industrial landfill at the Merck Landfill Site. The Merck Landfill Site received various industrial, construction, and demolition waste materials from the Merck Rahway Site.

1883. The Merck Landfill Site abuts the Rahway River, which received direct discharges, overland flow, and sheet storm water runoff directly from the Merck Landfill Site. From the Merck Landfill Site, the Rahway River flows easterly and empties into the Arthur Kill.

1884. Upon information and belief, storm events and erosion transported Hazardous Substances and other compounds from the Merck Landfill Site the Newark Bay Complex.

1885. Hazardous Substances and other compounds have been detected in the groundwater at the Merck Landfill Site, including, but not limited to, benzene, phenols, benzaldehyde, and alpha benzene hexachloride.

1886. Groundwater at the Merck Landfill Site flows to the Rahway River, which then empties into the Arthur Kill. Upon information and belief, Hazardous Substances and other compounds released to the groundwater at the Merck Landfill Site discharge into the Newark Bay Complex.

1887. Hazardous Substances and other compounds similar to those that have been Discharged from the Merck Landfill Site have been detected in surface water and sediment core samples taken from the Rahway River adjacent to and/or downstream of the Merck Landfill Site, including, but not limited to, DDT and related derivatives, PCBs, heavy metals, semi-volatile organics, and lindane.

1888. Merck is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Merck Rahway Site and Merck Landfill Site and released into the Newark Bay Complex.

**Monsanto Site**

1889. The Monsanto property consists of real property and associated improvements located at the foot of Pennsylvania Avenue in Kearny, Hudson County, New Jersey ("Monsanto Site").

1890. Upon information and belief, in approximately 1901, Monsanto Chemical Works was established and, in approximately 1933, changed its name to Monsanto Chemical Company. Upon
information and belief, in approximately 1964, Monsanto Chemical Company changed its name to Monsanto Company (“Monsanto”).

1891. On or about December 19, 1999, Monsanto entered into a merger agreement with Pharmacia & Upjohn, Inc. and, on or about March 31, 2000, Monsanto changed its name to Pharmacia Corporation (“Pharmacia”).

1892. From approximately 1954 until approximately 1994, Monsanto owned and operated a chemical manufacturing facility at the Monsanto Site. Upon information and belief, products that were produced at the Monsanto Site, include, but are not limited to, phosphoric acid, sodium tripolyphosphate, steroxes, and alkylphenols.

1893. Upon information and belief, in approximately 1991, Monsanto ceased chemical production operations at the Monsanto Site.

1894. Upon information and belief, in approximately 1994, Monsanto sold the Monsanto Site to Motor Carrier Services Corporation.

1895. Upon information and belief, Monsanto utilized, manufactured, processed, handled, stored, and/or Discharged Hazardous Substances and other compounds at the Monsanto Site including, but not limited to, benzene, phenols, ethylene oxide, phosphoric acid, arsenic, potassium hydroxide, PCBs and related derivatives, toluene, and petroleum hydrocarbons.

1896. The Monsanto Site abuts the Passaic River, which received direct discharges, overland flow, and sheet storm water runoff directly from the Monsanto Site.

1897. In approximately April 1961, PVSC inspectors observed “turbid liquid,” which had a pH factor of 2-3, discharging directly into the Passaic River from a twenty-inch pipe located at the Monsanto Site. Upon information and belief, this discharge from the Monsanto Site contained Hazardous Substances.

1898. Upon information and belief, until at least September 1972, Monsanto discharged boiler blow-down wastewater effluent into the Passaic River.
1899. Upon information and belief, from approximately 1954 until at least 1973, Monsanto discharged process wastewaters into the Passaic River. On or about April 12, 1972, Monsanto reported that it discharged approximately 20,805,000 gallons of wastewater in 1971 to the storm sewer, and thence to the Passaic River. Upon information and belief, the wastewaters discharged by Monsanto into the Passaic River contained Hazardous Substances.

1900. Throughout 1972 and 1973, the PVSC reported that Monsanto was discharging “polluting material” containing a “high C.O.D.” and an “exceptionally large amount of orthophosphate” into the Passaic River from two 24-inch and 27-inch pipes located on or near the Monsanto Site.

1901. In approximately 1967 and 1972, Monsanto discharged the contents of its alkylphenol process heat transfer system into one or more unlined pits on the Monsanto Site. The discharge included at least 4,000 gallons of PCB-containing heat transfer fluids. PCBs have been detected in groundwater and soils at the Monsanto Site and in Passaic River sediments proximate to the Monsanto Site.

1902. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Monsanto Site.

1903. On or about April 26, 1996 and September 15, 2003, EPA sent General Notice Letters notifying Monsanto of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Monsanto Site.

1904. On or about September 19, 2003, the NJDEP issued Directive No. 1 In the Matter of the Lower Passaic River, in which the NJDEP found that Hazardous Substances were discharged at the Monsanto Site and that those Hazardous Substances are and/or have emanated into the Lower Passaic River.

1905. Pharmacia, formerly known as Monsanto, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Monsanto Site and released into the Newark Bay Complex.
Montrose Site

1906. The Montrose property consists of real property and associated improvements located at or about 100 Lister Avenue in Newark, Essex County, New Jersey ("Montrose Site").

1907. From at least 1943 until approximately 1974, Montrose Chemical Company ("Montrose") owned and operated a chemical manufacturing facility at the Montrose Site. Products manufactured at the Montrose Site include, but are not limited to, DDT, benzene hexachloride, hexachlorobenzene, lindane, 1,2,4-trichlorobenzene, bis(2-ethylhexyl)phthalate, 2,4,5-trichlorophenoxyacetic acid ("2,4,5-T"), 2,4-dichlorophenoxyacetic acid ("2,4-D"), and tricresyl phosphate.

1908. From approximately 1943 until at least the 1950s, Montrose manufactured up to 3,000,000 pounds of DDT per year.

1909. In approximately 1961, Montrose merged with Baldwin Rubber Company and became known as Baldwin-Montrose Chemical Company ("Baldwin-Montrose").

1910. In approximately 1968, Baldwin-Montrose merged with Chris-Craft Industries, Inc. ("Chris-Craft"). On information and belief, operations at the Montrose Site were continued by Chris-Craft and operated through its Montrose Chemical Division. Chris-Craft is the successor to Montrose and Baldwin-Montrose.

1911. On or about August 13, 2000, News Corporation Ltd. entered into a merger agreement to acquire Chris-Craft. On information and belief, Chris-Craft was consolidated into News America, Inc. ("News America") and/or News Publishing Australia Limited ("News Publishing"). Upon information and belief, News America and/or News Publishing is the successor to Chris-Craft and, therefore, succeeds to Chris-Craft’s environmental liabilities related to the Montrose Site.

1912. Montrose utilized, processed, stored, and/or Discharged Hazardous Substances and other compounds at the Montrose Site including, but not limited to, chloroacetic acid, phenol, phosphorous oxychloride, oleum, cresol, sulfuric acid, hydrochloric acid, chloral, and chlorobenzene.
1913. 2,4,5-T, 2,4-D, Lindane, 1,2,4-trichlorobenzene, Dichlorobenzene, Hexachlorobenzene and Chlorobenzene, which Montrose handled and/or manufactured at the Montrose Site, are chemicals identified by USEPA as associated with the formation of dioxin.

1914. The Montrose Site is proximate to the Passaic River. Storm drains on or proximate to the Montrose Site received direct discharges, overland flow, and sheet storm water runoff directly from the Montrose Site. Upon information and belief, prior to the early 1970s, these storm drains connected into the Brown Street combined sewer, which discharged into the Passaic River during wet weather events at the Brown Street regulator. Upon information and belief, after the early 1970s, the storm drains connected to the Lockwood Street storm sewer, which discharged into the Passaic River through the Lockwood Street outfall during wet weather events.

1915. Floor drains and troughs in production areas and buildings collected process wastewaters, cooling water, and floor washings from the Montrose Site and conveyed the effluent into a sanitary sewer line beneath Lister Avenue. Upon information and belief, the process wastewaters generated at the Montrose Site by News America included heavy metals, including lead and copper, elevated pH, and dissolved chemicals, including, but not limited to, sodium cresylate, phosphorous compounds, chlorinated phenols, and spent acids. Upon information and belief, the process wastewaters generated at the Montrose Site by Montrose also included concentrations of raw products generated in the production line.

1916. According to a former Montrose employee, DDT accumulated “everywhere in the plant” during production of DDT at the Montrose Site. The former Montrose employee stated that employees periodically scraped and washed the floors to remove the DDT when it accumulated “to an annoying amount.” The floor scrapings and effluent were washed into area floor drains and troughs, which discharged into the sanitary sewer system.

1917. A former Montrose employee noted that on at least two occasions, a sewer line at the Montrose Site, which conveyed process wastewaters into the sanitary sewer, corroded and collapsed due to erosion from the highly acidic effluent discharged by Montrose.
1918. In approximately 1972, PVSC inspectors discovered “explosive vapors” in storm sewer catch basins located at Lister Avenue near the Montrose Site.

1919. According to a former Montrose employee, wastewater at the facility was also discharged directly to the Passaic River via sewer lines which traversed an adjacent property. This employee recalled witnessing Montrose waste streams entering the Passaic River following periods of waste discharge into the sewers on the plant site.

1920. Solid wastes generated by Montrose, including alpha-benzenehexachloride, were stored outside in uncovered piles without secondary containment. Until the 1950s, the solid wastes were stored on gravel or dirt surfaces at the Montrose Site.

1921. A former Montrose employee testified that containers of raw materials, including cresol, were stored outside, without overhead cover or secondary containment. The containers periodically leaked and pools of “organic contamination” accumulated in the areas beneath the containers.

1922. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Montrose Site.

1923. Hazardous Substances and other compounds have been detected in the soil at the Montrose Site, including, but not limited to, 2,4,5-trichlorophenol, 2,4-dichlorophenol, 1,2,4-trichlorobenzene, benzene, chlorobenzene, hexachlorobenzene, benzenehexachloride and related derivatives, including Lindane and alpha benzenehexachloride, bis(2-ethylhexyl)phthalate, di-n-butyl phthalate, DDT and its related derivatives.

1924. Upon information and belief, the Montrose Site flooded during heavy rain events. Upon information and belief, the advancing and receding floodwaters eroded and transported Hazardous Substances and other compounds from chemical process areas, raw material storage areas, finished product storage areas, waste storage areas, and/or on-site soils into the Newark Bay Complex.

1925. Hazardous Substances and other compounds have been detected in the groundwater at the Montrose Site, including, but not limited to, benzene, chlorobenzene, toluene, xylene, 1,2-dichloroethane,
chloroform, 1,2,4-trichlorobenzene, 1,2-dichlorobenzene, 1,4-dichlorobenzene, phenol, 2,4-
dimethylphenol, DDT and related derivatives, and benzenepentachloride derivatives, including lindane.

1926. Upon information and belief, groundwater at the Montrose Site flows to the Passaic River. Upon information and belief, Hazardous Substances and other compounds released to the groundwater at the Montrose Site discharge into the Newark Bay Complex.

1927. On or about September 7, 1994, EPA sent a General Notice Letter notifying Chris-Craft of its potential liability for Response costs relating to the Passaic River Study Area as the result of the Release of Hazardous Substances from the Montrose Site.

1928. On or about September 15, 2003, EPA sent a General Notice Letter notifying Chris-Craft of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Montrose Site.

1929. News America and/or News Publishing, as successor to Chris-Craft, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Montrose Site and released into the Newark Bay Complex.

National-Standard Site

1930. The National-Standard property consists of real property located at 714-716 Clifton Avenue in Clifton, New Jersey (the “National-Standard Site”).

Delaware. On April 1, 2005, National Standard Company (Indiana) merged with and into National Standard, LLC.

1932. From approximately 1937 until approximately 1988, National-Standard Company owned and operated a facility at the National-Standard Site. On information and belief, the facility was known as the National-Standard Company - Athenia Steel Division ("National-Standard") facility. National-Standard manufactured high carbon steel wire and strips from hot rolled steel bands at the National-Standard Site. National-Standard produced various flat wire and strip steel products from round wire and rough flat stock. Drawing, cutting, and heat treating operations required the use of quenching and lubricating oils. On information and belief, National-Standard provided flat rolled steel for various uses including, but not limited to, razor blades, corsets, watch springs, and manufacturing equipment.

1933. On information and belief, the National-Standard Site originally contained 15 to 20 buildings separated by alleyways and open yard areas. In the mid- to late 1950’s, National-Standard acquired property adjacent to the original site. National-Standard expanded its operations and ultimately had 39 buildings occupying approximately 250,000 square feet that made up the production facility. In addition, a power house building, spray pond, fuel house, garage, personnel bath house, and office building were located at the National-Standard Site. On information and belief, on-site disposal of demolition rubble and various fill soils occurred at the National-Standard Site up until the early 1970’s. Buildings, footings, foundations, and subgrade improvements at the National-Standard Site were decommissioned, demolished, and removed in 1988 and 1989.

1934. National-Standard utilized, processed, handled, consumed, stored, and/or Discharged Hazardous Substances and other compounds at the National-Standard Site, including, but not limited to, trichloroethylene, carbon tetrachloride, methylene chloride, 1,1,1-trichloroethane, mineral spirits, watersoluble oil, lubricating oil, waste oil, unleaded gasoline, No. 4 fuel oil, leaded gasoline, acetone, acetylene, chromium trioxide, cyclohexylamine, dichloromethane, ethanolamine solution, ethanol, anhydrous ferric chloride, mercury, methane, morpholine, polychlorinated biphenyls, potassium...
hydroxide, potassium nitrate, propylene, sodium hydroxide, sodium nitrate, tetrabromoethane, chlorotrifluoromethane, spent hydchloric and sulfuric acid, liquefied anhydrous ammonia, and benzene.

1935. On information and belief, National-Standard discharged non-contact cooling water from metal rolling operations and air compressors through two drainage ditches that empty into Weasel Brook. National-Standard also discharged stormwater from the National-Standard Site through outfalls. National-Standard discharged approximately 11,500 gallons per day (plus stormwater) through outfall 001 and approximately 13,500 gallons per day (plus stormwater) through outfall 002 at the National-Standard Site.

1936. On information and belief, National-Standard maintained sulfuric or hydrochloric acid baths that were fed into a 10,000 gallon above-ground tank weekly for pH adjustment and discharged to the PVSC on a weekly basis. Waste generated by National-Standard went through this same tank treatment system and was discharged to the PVSC.

1937. On or about July 1, 1986, an NJDEP Inspector visited the National-Standard Site. Among the various violations noted, the inspector found that National-Standard did not inspect tanks, discharge control equipment, monitoring equipment, and the level of waste each operating day at the National-Standard Site. The inspector also noted that tanks and surrounding areas were not inspected weekly for leaks, corrosion or other failures. The inspector also noted that National-Standard did not have a groundwater monitoring plan approved by the NJDEP and underground tanks were not subject to periodic integrity testing.

1938. On information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the National-Standard Site.

1939. On or about May 25, 1988, an acid spill occurred at the National-Standard Site. Seven drums of waste lime were used to neutralize the acid spill.

1940. Hazardous Substances and other compounds have been detected in the soil at the National-Standard Site, including, but not limited to, petroleum hydrocarbons, volatile organic
compounds, lead, base neutrals, polychlorinated biphenyls, polynuclear aromatic hydrocarbons, acetone, 2-butane, benzene, metals (antimony, arsenic, beryllium, cadmium, chromium, copper, lead, mercury, nickel, selenium, silver, thallium, and zinc), and carcinogenic PAHs (benzo(k)fluoranthene, benzo(a)pyrene).

1941. The National-Standard Site is located near the Weasel Brook. On information and belief, the National-Standard Site slopes south in the direction of the Weasel Brook, which received direct discharges, overland flow, and sheet stormwater runoff directly from the National-Standard Site. At least two pipes discharged stormwater runoff and direct discharges from the National-Standard Site into Weasel Brook. The Weasel Brook flows into the Passaic River.

1942. Drainage at the National-Standard Site came from the manufacturing facility and from runoff. On information and belief, drainage from the manufacturing facility also discharged into the sewers of the PVSC. On information and belief, the runoff flowed to the low area to the west of the main building, and to the low area to the southeast of the main building.

1943. Hazardous Substances and other compounds have been detected in the groundwater at the National-Standard Site, including, but not limited to, volatile organic compounds and metals.

1944. On or about November 9, 2005, EPA sent a General Notice Letter notifying National-Standard Company - Athenia Steel Division of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the National-Standard Site.

1945. National-Standard, LLC, as successor-in-interest to National-Standard, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the National-Standard Site and released into the Newark Bay Complex.

Purdue Pharma Site

1946. Nappwood Land Corporation (“Nappwood”) is the current owner of a property located at 199 Main Street, Lodi, New Jersey, also designated as Block 81.07, Lots 7 and 8, on the tax maps of the City of Lodi, Bergen County (the “Purdue Pharma Site”). The Purdue Pharma Site is bordered by the
Saddle River to the west, Molnar Road to the north, Main Street to the east, and industrial properties and leased warehouse storage space to the south. The Saddle River flows in a southerly direction from the Purdue Pharma Site where it empties into the Passaic River in Garfield, New Jersey.

1947. Industrial activities have been conducted at the Purdue Pharma Site since the 1800s.

1948. Fine Products Corporation was incorporated in the State of Delaware in 1970. Fine Products Corporation later changed its name to Lemke Chemicals, Inc. On December 24, 1970, Lemke Chemicals, Inc. was authorized to conduct business in New Jersey as Napp-Lodi, Inc. and changed its name to Napp Chemicals, Inc. in 1973. In 1977, Napp Chemicals, Inc. changed its name to Napp Technologies, Inc.

1949. On April 11, 2002, Napp Technologies, Inc. changed its name to Purdue Services, Inc. On March 28, 2003, Purdue Services, Inc. changed its name to Purdue Pharma Technologies, Inc. ("Purdue Pharma").


1951. Purdue Pharma began operating on Lot 8 of the Purdue Pharma Site in 1970, and started operating on Lot 7 of the site in 1973.

1952. From at least 1970 until 1995, Purdue Pharma manufactured bulk generic drugs and performance chemicals for the cosmetic and pharmaceutical industries at the Purdue Pharma Site, including the batch synthesis and drying of compounds and the blending and grinding of powdered pharmaceutical compounds.

1953. In 1981, Purdue Pharma began leasing warehouse space at 175 Main Street (Block 81.01, Lot 6), adjacent to the Purdue Pharma site for the warehousing of raw materials and finished goods for cosmetics, pharmaceuticals, and anti-bacterials.

1954. On April 21, 1995, an accident at the Purdue Pharma Site resulted in an explosion and fire, the destruction of a portion of the facility, and the cessation of plant operations. During the firefighting procedures, a green fluorescein dye was observed in the Saddle River for approximately two
miles to the confluence of the Passaic River. An EPA inspection report dated April 25, 1995 noted that the fluorescein entered the Saddle River through both the storm sewer and by direct overland flow. Runoff water and surface water contained acetone and phenolic compounds. Samples of surface water upstream of the storm sewer outfall were collected at the outfall and downstream of the outfall and concentrations for copper, acetone, and chlorobenzene were detected in both locations.

1955. Substances detected in the soil at the Purdue Pharma Site include PCBs, copper, nickel, arsenic, toluene, chlorobenzene, benzo(a)anthracene, chrysene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, indeno(1,2,3-cd)pyrene, dibenzo(a,h)anthracene, tetrachloroethene, fluoranthene, and benzo(b)fluoranthene.


1957. On information and belief, stormwater at the Purdue Pharma Site was discharged to the Saddle River from an 8-inch pipe.

1958. Substances detected in the groundwater at the Purdue Pharma site include: benzene, toluene, chlorobenzene, 1,2-dichlorobenzene, tetrachloroethylene, trichloroethylene, cis-1,2-dichloroethylene, vinyl chloride, ethylene, 1,1,1-trichloroethane, 1,1-dichloroethane, carbon tetrachloride, chloroform, phenol, aroclor 1242, manganese, arsenic, lead, nickel, and mercury.

1959. Groundwater at the Purdue Pharma Site generally flows towards the Saddle River and there is a hydraulic connection between the groundwater at the Purdue Pharma Site and the Saddle River.

1960. In an August 26, 2003 letter to NJDEP, Purdue Pharma’s consultant concluded that groundwater from beneath the Purdue Pharma Site containing chlorobenzene was discharging to the Saddle River.

1961. PCBs (aroclor 1242 and aroclor 1254), copper, lead, and chlorobenzene were detected in Saddle River sediment samples taken in proximity to the Purdue Pharma Site. Benzene, tetrachloroethylene, and copper were detected in the surface water in the Saddle River immediately adjacent to the Purdue Pharma Site.
1962. On September 19, 2003, the NJDEP issued Directive No. 1 In the Matter of the Lower Passaic River in which NJDEP found that Hazardous Substances were discharged at the Purdue Pharma Site and that those Hazardous Substances are and/or have emanated into the Lower Passaic River. NJDEP further determined that Purdue Pharma and Nappwood are persons, pursuant to the Spill Act, in any way responsible for the Hazardous Substances that were discharged at the Purdue Pharma Site. In a November 7, 2003 response to the NJDEP’s 2003 Directive, Purdue Pharma stated that there are documented discharges of groundwater containing VOCs from the Purdue Pharma Site to the Saddle River.

1963. On or about June 8, 2004, EPA sent a General Notice Letter notifying Purdue Pharma of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Purdue Pharma Site.

1964. Purdue Pharma is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Purdue Pharma Site and released into the Newark Bay Complex.

1965. Nappwood is a Person “in any way responsible” for the Hazardous Substances that were discharged at the Purdue Pharma Site and released into the Newark Bay Complex.

**Naporano Site**

1966. The Naporano Iron & Metal, Inc. Port Newark Terminal property consists of approximately 19.25 acres of real property and associated improvements occupying approximately 839,414 square feet and located along the southeast side of the Port of Newark Marine Terminal in Essex County, New Jersey, also designated as Berths 30, 32, 34, and 63 of the Port of Newark docks (“Naporano Site”).

1967. The Naporano Site abuts the Elizabeth Channel of Newark Bay, which receives overland flow and sheet stormwater runoff directly from the Naporano Site. Upon information and belief, Newark Bay also received discharges directly from the Naporano Site’s on-site stormwater collection system, which until at least 1996, discharged into Newark Bay without any treatment.
1968. On or about January 26, 1965, Naporano Iron & Metal Co. was incorporated in the State of New Jersey ("Naporano"). On or about July 1, 1998, Metals Management, Inc. ("MMI") purchased all of the outstanding shares of common stock of Naporano and MMI operated Naporano as a wholly-owned subsidiary.

1969. In approximately 2000, Naporano changed its name to Metal Management Northeast, Inc., a New Jersey corporation ("MMNE"). Upon information and belief, MMNE is the successor to Naporano and, therefore, succeeds to Naporano’s environmental liabilities related to the Naporano Site.

1970. From approximately 1979 until the present, MMNE leased waterfront property from the Port Authority of New York and New Jersey ("Port Authority") and operated a terminal facility at the Naporano Site that is used for loading, unloading, sorting, and transporting salvageable metal scrap.

1971. On or about August 2, 1994, Naporano and the Port Authority entered into a twenty year lease agreement allowing Naporano to operate both temporary and permanent deep water terminal facilities at the Naporano Site.

1972. Upon information and belief, MMNE purchases metals from various industrial and other sources for reuse in the fabrication of new metal stock and products. Metals are sorted by type, compacted, shredded, or stored prior to sale to an end user.

1973. Scrap, chemicals, Hazardous Substances, and waste received, processed, generated, or otherwise handled by MMNE at the Naporano Site include, but are not limited to, aluminum scrap, brass scrap, refinery brass, carbon steel scrap, cast iron scrap, faucets, copper scrap, copper-nickel scrap, insulated aluminum wire, insulated copper wire, lead scrap, magnesium, radiators, carburetors, diesel fuel, gasoline, antifreeze, paints, gear oil, selenium, silver, stainless steel scrap, and waste oil.

1974. Upon information and belief, prior to 1996, MMNE handled and managed its oily scrap on an uncontained, unpaved, and uncovered area. During wet weather events, oily runoff contaminated with Hazardous Substances discharged directly to Newark Bay without treatment.
1975. Hazardous Substances detected in the soil at the Naporano Site include: beryllium, copper, cadmium, chromium, lead, zinc, PCBs, arsenic, bis (2-ethylhexyl) phthalate, and petroleum hydrocarbons.

1976. Hazardous Substances detected in the groundwater at the Naporano Site include: petroleum hydrocarbons, various inorganic compounds, and assorted volatile organic compounds.

1977. Upon information and belief, groundwater at the Naporano Site flows to and is influenced by Newark Bay, and Hazardous Substances and compounds released by MMNE to the groundwater at the Naporano Site discharge into Newark Bay.

1978. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Naporano Site.

1979. Sediment core samples taken from the Elizabeth Channel and Newark Bay in locations directly across from the Naporano Site confirmed the presence of Hazardous Substances similar to those which have been released to and from the Naporano Site including, but not limited to, arsenic, beryllium, cadmium, chromium, copper, lead, nickel, selenium, silver, petroleum hydrocarbons, PCBs, bis (2-ethylhexyl) phthalate, and zinc.

1980. Arsenic, beryllium, cadmium, chromium, copper, lead, nickel, selenium, silver, petroleum hydrocarbons, PCBs, bis (2-ethylhexyl) phthalate, zinc, and other compounds and Hazardous Substances, which were handled, formulated, or formed as a result of MMNE’s operations at the Naporano Site from approximately 1979 until the present, were Discharged by MMNE into Newark Bay.

1981. Upon information and belief, storm events, flooding, and erosion are transporting Hazardous Substances from the Naporano Site into the Newark Bay Complex.

1982. MMNE, as successor to Naporano, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Naporano Site and released into the Newark Bay Complex.
National Fuel Oil Site

1983. National Fuel Oil, Inc. ("National Fuel Oil") currently owns and/or operates a petroleum storage and distribution facility located at 175 Orange Street in Newark, Essex County, New Jersey.

1984. Upon information and belief, National Fuel Oil formerly owned and/or operated a petroleum storage and distribution facility located along the east bank of the Passaic River on Passaic Avenue, in East Newark, New Jersey ("National Fuel Oil Site").

1985. National Fuel Oil commenced business in 1935 and, on or about October 15, 1953, was incorporated in the State of New Jersey.

1986. Upon information and belief, National Fuel Oil processed, handled, mixed, consumed, stored, and/or Discharged Hazardous Substances and other compounds at the National Fuel Oil Site including, but not limited to, petroleum products.

1987. From at least June 1979 through at least December 1979, PVSC inspectors observed oil and/or other petroleum compounds discharging from the National Fuel Oil Site into the Passaic River, creating a visible sheen on the Passaic River.

1988. National Fuel Oil is a "discharger" and/or a Person "in any way responsible" for the Hazardous Substances that were discharged at the National Fuel Oil Site and released into the Newark Bay Complex.

Newark Boxboard Site

1989. The Newark Boxboard property consists of real property and associated improvements located at 17 Blanchard Street, Newark, New Jersey 07105 (the "Newark Boxboard Site").

1990. From approximately 1968 until approximately 2003, The Newark Group, Inc. and its predecessor(s) owned and operated a paper product recycling plant at the Newark Boxboard Site.

1991. The Newark Group, Inc. is the successor to Newark Group Industries Inc., which is the successor to Newark Boxboard Company.

1992. The Newark Group, Inc. and its predecessor(s) utilized, manufactured, and/or Discharged Hazardous Substances and other compounds at the Newark Boxboard Site, including, but not limited to,
petroleum hydrocarbons, toluene, xylene, PCBs, antimony, argon, arsenic, cadmium, chlorine, chromium, copper, iron, lead, mercury, nickel, silver, titanium, zinc, and acetylene.

1993. On or about October 19, 1983, the EPA notified The Newark Group, Inc. or its predecessor(s) as a responsible party under CERCLA that there had been releases of dioxin at locations including 55 Lockwood Street, Newark, New Jersey, which is the address of the backdoor entrance to the plant located at 17 Blanchard Street, Newark, New Jersey 07105, on the Newark Boxboard Site.

1994. From 1968 to 1980, approximately 1,000 gallons per day of non-contact cooling water, boiler blow back, and untreated process wash down water were discharged from the Newark Boxboard Site into the Morris Canal storm sewer and ultimately into the Passaic River by way of the Lockwood Street outfall. In January 1979, consulting engineers for the City of Newark on its feasibility study of its proposed pollution abatement program found that the flow from the Newark Boxboard Site into the Morris Canal storm sewer was polluted.

1995. Newark Boxboard Company, predecessor of The Newark Group, Inc., received a permit from the PVSC on July 27, 1981, after which it and its successors discharged wastewater from a central collection tank on the Newark Boxboard Site to a PVSC sanitary sewer. In October 1997, the water discharged contained arsenic at a level in excess of the permit limit. In April 1998, the water discharged contained zinc at a level in excess of the permit limit. Backflow from the sanitary sewer occurred periodically at the Newark Boxboard Site and drained into the Passaic River.

1996. Hazardous Substances have been detected in the soil at the Newark Boxboard Site, including methylene chloride. In 1991, more than 1,000 tons of soil saturated with petroleum hydrocarbons that were leaking from an underground tank were removed from the Newark Boxboard Site.

1997. Hazardous Substances and other compounds detected in the groundwater at the Newark Boxboard Site include: xylene and petroleum hydrocarbons.

1998. Upon information and belief, groundwater at the Newark Boxboard Site flows to the Passaic River. Upon information and belief, Hazardous Substances and other compounds released by The
Newark Group, Inc. and its predecessor(s) to the groundwater at the Newark Boxboard Site discharge into the Passaic River.

1999. On or about February 14, 2006, EPA sent a General Notice Letter notifying The Newark Group of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Newark Boxboard Site.

2000. The Newark Group is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Newark Boxboard Site and released into the Newark Bay Complex.

**New Jersey Transit Site**

2001. The New Jersey Transit Corporation - Meadows Maintenance Complex Site, also known as the Meadows Yard, consists of an approximately 76-acre property which is comprised of Block 284, Lots 21AE and 35B on the tax records of Town of Kearny, Hudson County, New Jersey (the “New Jersey Transit Site”).

2002. The New Jersey Transit Site is a locomotive and railcar servicing facility located in the Town of Kearny, Hudson County, New Jersey. The New Jersey Transit Site encompasses approximately 76 acres. At its widest point, the New Jersey Transit Site measures approximately 800 feet and is 7,000 feet in length. The New Jersey Transit Site is bounded on the north by a commuter rail line that has wetlands along the northern boundary, on the south by tracks owned by Consolidated Rail Corporation (“Conrail”), on the east by land owned by Conrail, and on the west by Conrail tracks. The Hackensack River is located approximately 1/3 mile to the southeast of the New Jersey Transit Site. The Passaic River is located approximately 1 mile to the southwest of the New Jersey Transit Site.

2003. On information and belief, Consolidated Rail Corporation (“Conrail”) is a Pennsylvania corporation that was incorporated on February 10, 1976 to acquire six northeast railroads pursuant to the Regional Rail Reorganization Act of 1973. The railroads acquired by Conrail were dissolved and the sole surviving entity of the reorganization was the Consolidated Rail Corporation. Upon information and belief, the assets of the former railroads were conveyed to Conrail on April 1, 1976.
2004. The New Jersey Transit Site was first established as a rail yard in approximately 1880. The property was owned by the United New Jersey Railroad and Canal Company and operated by the Pennsylvania Railroad as a lessee. The New Jersey Transit Site was developed into a maintenance facility for locomotives and railcars near the turn of the century. The facility also contained numerous auxiliary shops including a blacksmith shop, electric shop, erecting shop, machine shop, and other facilities. A portion of the New Jersey Transit Site was once located northwest of the commuter rail line formerly operated by the Delaware Lackawanna and Western Railroad on what is now Lots 35A and 35B of Block 284.

2005. On information and belief, Conrail used the New Jersey Transit Site, also known as the Meadows Yard, until 1984. On information and belief, Conrail operated a classification yard and service facility at the New Jersey Transit Site. The classification facility consisted of two different operations. One classification facility operation was for freight car storage and make-up of trains of similar destination. The other classification facility operation was a large piggy-back or truck train operation. Conrail’s service facility was for diesel and electric locomotive use. The electric locomotives were serviced with sand. The diesel locomotives were serviced with sand, fuel oil, water, lube oil, and with water chemicals, such as chromite. At one point, the New Jersey Transit Site had an engine repair shop, car repair shop and a maintenance facility. In October 1981, the site was used for fueling locomotives.

2006. On information and belief, the New Jersey Transit Corporation was created by the New Jersey Public Transportation Act of 1979. The New Jersey Transit Corporation was granted the authority to acquire, own, operate, and contract for the operation of public transportation services.

2007. On or about January 19, 1984, a partial taking of Lot 21A occurred and Conrail conveyed approximately 76.609 acres to New Jersey Transit Corporation. Temporary easement rights were given to Conrail to operate a substation, storage tracks, and refueling facility on the New Jersey Transit Site until July 1, 1984. On information and belief, Conrail reserved a perpetual operating easement over the Engine Lead Track and the Center Street Branch and received unrestricted access onto the New Jersey Transit Site.
Site. Conrail's NJDEPS Surface Water Discharge permit No. NJ0031992 was transferred to New Jersey Transit Corporation.

2008. New Jersey Transit razed all former buildings upon acquiring the New Jersey Transit Site and constructed new buildings. The New Jersey Transit Meadows Maintenance Complex is a service facility for locomotives and railcars. The New Jersey Transit Site consists of nine buildings including rail equipment, maintenance, service, inspection, vehicle shop annex, pre-inspection, load test, guardhouse/security, and an electrical substation.

2009. Consolidated Rail Corporation utilized, handled, mixed, consumed, stored, and/or Discharged Hazardous Substances and other compounds at the New Jersey Transit Site.

2010. New Jersey Transit Corporation utilized, handled, mixed, consumed, stored, and/or Discharged Hazardous Substances and other compounds at the New Jersey Transit Site, including, but not limited to, sulfuric acid, mineral oil, sulfuric hexafluoride and petroleum hydrocarbons.

2011. Most of the New Jersey Transit Site is underlain with an underdrain system that collects stormwater throughout the site and diverts it to four outfalls located on the New Jersey Transit Site. On information and belief, the New Jersey Transit Site contains at least six outfalls for domestic wastewater, industrial wastewater, and stormwater. On information and belief, one outfall discharged to a tributary of the Hackensack River. On information and belief, four separate outfalls at the New Jersey Transit Site discharged stormwater to a ditch that flowed to Frank's Creek and then to the Passaic River. Another outfall discharged stormwater flow, sanitary waste and industrial wastewater directly to Frank's Creek and then to the Passaic River. The Hackensack River and Passaic River merge into Newark Bay approximately two miles south of the New Jersey Transit Site.

2012. The New Jersey Transit Site contained underground drains during the period when the facility was operated by Conrail. On information and belief, during heavy rainfall, flooding occurred and oil rose to the surface while Conrail operated the New Jersey Transit Site. Until at least June 18, 1979, the drainage system in two areas was undersized and pumped towards the Hackensack River through an
underground pipe. On information and belief, the drainage system in a third area discharged through an underground pipe into the New Jersey State Highway Tributary, causing oil pollution as late as 1978.

2013. On information and belief, two NJPDES outfalls continued to periodically show a black, weathered, light non-aqueous phase liquid after heavy precipitation at the New Jersey Transit Site until at least September 1997.

2014. On information and belief, oily waste from the repair and maintenance of railroad cars washed into a drain line after rainfalls while the New Jersey Transit Site was operated by Conrail.

2015. On information and belief, the NJDEP - Division of Water Resource’s Office of Special Services investigated oil contamination at the New Jersey Transit Site on August 20, 1976. Oil from spill incidents at the New Jersey Transit Site discharged into the Hackensack River via a storm sewer. An estimated 20,000 gallons of waste oil was present on the ground and in sump pits which pumped the oil into the Hackensack River via a sewer line. On information and belief, Conrail did not immediately remediate the New Jersey Transit Site and discharges were ongoing through at least February 1978.

2016. On information and belief, the New Jersey Transit Site was inspected in February 1978 and an inspector observed a marsh contaminated with oil. Approximately 12,000 gallons of oil were removed from the marsh and a sewer line originating from the New Jersey Transit Site.

2017. On information and belief, an inspector visited the New Jersey Transit Site on March 28, 1978 and noted oil that was still discharging from the storm sewer line and an estimated 100 gallons of diesel oil was present in the marsh.

2018. In 1980, an NJDEP - Division of Water Resource inspector and Conrail personnel noted many areas at the New Jersey Transit Site where the ground was saturated with oil or contained pools of oil.

2019. On information and belief, a rail tank car derailed at the New Jersey Transit Site on April 4, 1980 while it was owned and operated by Conrail. Approximately 23,800 gallons of methyl methacrylate spilled on the ground.
On July 31, 1981, EPA found that the use and spillage of diesel fuel had resulted in the pollution of local groundwater at the New Jersey Transit Site and significant accumulations of oil and grease existed in a two-foot layer in the ground. EPA also found evidence of fuel spills in the fuel loading areas and the potential for heavy rain to cause oil and grease to flow from the oil-soaked soil to the sewers or storm drains.

In 1983, a two-foot layer of diesel oil was found floating on the groundwater surface at the New Jersey Transit Site.

On July 28, 1987, an NJDEP investigator issued a Notice of Violation to New Jersey Transit for a diesel oil discharge from seven locations at the New Jersey Transit Site that enter the Passaic River. The New Jersey Transit Site also received an unacceptable rating due to tidal backwash and groundwater contaminated with oil originating from the facility and discharging from three outfalls, removal of an in-ground oil/water separator due to severe leakage, discharge of oil and other contaminants to the groundwater, and failure to conduct the required sampling of the facility’s permitted discharges.

On information and belief, an August 1987 NJPDES compliance inspection resulted in an unacceptable rating based on diesel fuel contamination of the New Jersey Transit Site’s six surface water discharge points.

On or about November 6, 1987, an NJDEP representative described the New Jersey Transit Site as an area that was grossly contaminated. A four-inch PVC underdrain system also existed under the new tracks at the New Jersey Transit Site and drained all grease and free oil into a ditch which empties into the Passaic River.

On March 19, 1990, a leaking 4-inch fiberglass reinforced plastic fuel line at the New Jersey Transit Site was identified as the source of a discharge to a Hackensack River tributary. The fuel line connected an aboveground 100,000-gallon diesel fuel tank to fuel dispensers at the New Jersey Transit Site. On information and belief, 7,900 gallons of fuel oil were discharged into a wetland area across the street from the New Jersey Transit Site in February and March 1990. A Hudson Regional
Health Commission representative traced the fuel oil spill to a storm sewer at the New Jersey Transit Site and reported finding three hundred dead fish, one dead and oiled muskrat, and one dead and oiled pigeon in the area of the discharging storm sewer. The source of the discharge was determined to be several holes in an underground feedline connected to a 100,000-gallon storage tank to fuel pumps and the maintenance shop at the New Jersey Transit Site. Diesel fuel infiltrated french drains in the yard and ultimately a storm drain that discharges into the marsh. As much as eight inches of oil was found in the storm sewer. On information and belief, U.S. Coast Guard officials traced a sheen of oil in the Hackensack River back to the discharge at New Jersey Transit Site.

2026. On or about March 20, 1990, two hundred to five hundred gallons of fuel oil spilled into a tributary of the Passaic River from the New Jersey Transit Site.

2027. On information and belief, a spill at the New Jersey Transit Site was identified on March 22, 1990. Product was found on top of ponded water, rocks, and wetland vegetation in the culverts. Dead birds were identified in the spill area. Water in the area was the result of drainage from the entire New Jersey Transit Site.

2028. On or about June 28, 1991, New Jersey Transit received an “unacceptable” rating because it exceeded permit effluent limitations for the period February 1, 1990 to April 30, 1991. Tidal back wash and groundwater contaminated with oil originating from the New Jersey Transit Site were also observed discharging from outfalls 002 and 003A. In addition, the drainage ditch tributary to the Passaic River, which accepted these discharges, was heavily contaminated with oil.

2029. On information and belief, a 2300-gallon storage tank was overfilled and discharged approximately 300 gallons of waste oil through a tank vent pipe at the New Jersey Transit Site on or about August 26, 1991. The NJDEP - Division of Waste Management issued a Notice of Violation to New Jersey Transit for the spill that occurred at the New Jersey Transit Site on August 26, 1991.

2030. As of December 1994, fresh diesel fuel was on the ground adjacent to a fuel-contaminant system at the New Jersey Transit Site, indicating a discharge had occurred and may have been ongoing at the surface or below ground.
2031. On May 9, 1996, a discharge of 10 to 20 gallons of oil discharged to Frank’s Creek, a tributary of the Passaic River, after a petroleum spill occurred at the New Jersey Transit Site.

2032. On information and belief, a Discharge Surveillance Report arising from a July 28, 1997 inspection found that oily discharges were coming from three discharge outfalls at the New Jersey Transit Site. On information and belief, these discharges emptied into a ditch on the northwest side of the New Jersey Transit Site into a tributary of the Passaic River.

2033. On information and belief, discharges from the New Jersey Transit Site exceeded permitted standards. The NJDEP cited New Jersey Transit on or about November 12, 1985, for failing to submit a discharge monitoring report. On information and belief, New Jersey Transit received unacceptable ratings in connection with its discharges through at least July 15, 1998.

2034. On information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the New Jersey Transit Site.

2035. Fuel oil, lube oil, and chemicals lost due to spills and leaks contaminated the area while the New Jersey Transit Site was controlled by Conrail.

2036. On information and belief, an investigation by the NJDEP - Division of Water Resources in January 1978 found a substantial amount of oil from the fueling area present on the groundwater at the New Jersey Transit Site.

2037. On or about May 2, 1980, an inspector observed a refueling area completely saturated with fuel oil, numerous abandoned and partially demolished buildings, drums of oil leaking, an entire swamp area contaminated with oil, and generally very poor housekeeping at the New Jersey Transit Site.

2038. On September 8, 1980, an NJDEP official noted evidence that oil had reached a marsh area through seepage into conduits, oil saturation in the soil of tank and service areas, an undiked tank resting ten feet high on a wooden structure, two buried containers with exposed oily tops, and that the oil/water separator was in miserable condition.
2039. On or about October 16, 1980, an inspector from the NJDEP identified several problem areas at the New Jersey Transit Site while it was controlled by Conrail, including an unlined storage area where the bottom soil and surrounding dike area were saturated with oil, pools of free standing oil in the yard area near tracks, contaminated soil under two storage tanks, and a large portion of the rail yard covered with oil.

2040. On November 5, 1980, an inspection revealed a sheen of oil on the water in a birmed area of an outfall pipe in the marsh area at the New Jersey Transit Site.

2041. On November 14, 1980, a 100-gallon lube oil spill occurred at the New Jersey Transit Site when the site was controlled by Conrail.

2042. On or about July 31, 1981, an inspector observed fuel-soaked gravel, which was caused by what Conrail considered to be normal leakage from engines, prevalent between and bordering most rail tracks. The inspector also observed evidence of spills due to careless fuel loading and unloading practices at the New Jersey Transit Site while it was operated by Conrail.

2043. On July 22, 1986, an inspector noted that New Jersey Transit was in violation of NJPDES Permit NJ0031992 because the pump house and discharge line for an outfall that discharged to the Hackensack River were out of service. As a result, contaminated groundwater was not being treated in violation of the permit for the New Jersey Transit Site.

2044. On information and belief, as late as November 24, 1987, New Jersey Transit had not conducted required sampling of the New Jersey Transit Site’s permitted discharges in violation of NJPDES Permit No. NJ 0031992.

2045. On April 4, 1991, an NJDEP representative noted that the New Jersey Transit Site had extensive groundwater, surface water, and soil contamination from historic poor housekeeping and spills.

2046. On October 18, 1996, the NJDEP served an Amended Administrative Order and Notice of Civil Administrative Penalty Assessment to New Jersey Transit for numerous violations relating to the storage, monitoring, and disposal of hazardous waste at the New Jersey Transit Site.
2047. Hazardous Substances and other compounds have been detected in the soil at the New Jersey Transit Site, including, but not limited to, petroleum hydrocarbons, arsenic, cadmium, copper, lead, aroclor 1260, aldrin, fluorene, fluoranthene, phenanthrene, pyrene, benzene, bromo dichloromethane, chloroform, toluene, ethylbenzene, xylene, acenaphthalene, anthracene, benzo(a)anthracene, chrysene, naphthalene, aroclor-1254 (PCB), 2-butanone, benzo(b) fluoranthene, benzo(k) fluoranthene, benzo(a) pyrene, benzo(g,h,i) and perylene.

2048. The eastern portion of the New Jersey Transit Site contained 150,975 square feet of oil-contaminated soil; the central portion of the site contained 155,250 square feet of oil-contaminated soil; and the western portion contained 44,300 square feet of oil-contaminated soil.

2049. On information and belief, the area of track from Third Street to Fish House Road was subject to flooding.

2050. Hazardous Substances and other compounds have been detected in the groundwater at the New Jersey Transit Site, including, but not limited to, benzene, xylene, fluorene, n-nitrosodiphenylamine, isophorone, aluminum, arsenic, cadmium, copper, iron, lead, manganese, chlorobenzene, barium, beryllium, chromium, mercury, nickel, sodium, zinc, toluene, ethylbenzene, 2-butanone, acenaphthalene, acenaphthene, naphthalene, anthracene, dibenzofuran, and phenanthrene.

2051. On information and belief, the use and spillage of diesel fuel at the New Jersey Transit Site since the mid-1940s has resulted in the pollution of the local groundwater to a depth of approximately 10 feet.

2052. Upon information and belief, groundwater at the New Jersey Transit Site flows to Cedar Creek and Frank’s Creek, both of which flow to the Passaic River, as well as other tributaries which flow to the Hackensack River, which flows to the Passaic River. Upon information and belief, Hazardous Substances and other compounds released by Conrail and New Jersey Transit Corporation to the groundwater at the New Jersey Transit Site discharge into Cedar Creek, Frank’s Creek, and other tributaries and ultimately to the Hackensack River and/or the Passaic River.
2053. Hazardous Substances and other compounds similar to those that have been released from
the New Jersey Transit Site have been detected in sediment core samples taken from the Passaic River in
proximity to the New Jersey Transit Site, including, but not limited to, arsenic, barium, cadmium, lead,
fluorene, pyrene, TPH, and xylene.

2054. New Jersey Transit Corporation is a party to a 1991 Administrative Consent Order with
the NJDEP concerning the New Jersey Transit Site and violations of the discharge limits of NJPDES
Permit No. NJ 0031992.

2055. Consolidated Rail Corporation is a “discharger” and/or a Person “in any way responsible”
for the Hazardous Substances that were discharged at the New Jersey Transit Site and released into the
Newark Bay Complex.

2056. New Jersey Transit Corporation is a “discharger” and/or a Person “in any way
responsible” for the Hazardous Substances that were discharged at the New Jersey Transit Site and
released into the Newark Bay Complex.

The Norpak Site

2057. On information and belief, Norpak Corporation (“Norpak”) is the current owner of
property located at Block 5005-Lot 4, 96-126 Roanoke Avenue, Newark, New Jersey (the “Norpak Site”).
The Norpak Site is located within the Foundry Street Complex, which consists of approximately six
different City of Newark tax parcels. The Foundry Street Complex is bordered to its north by Roanoke
Avenue and to its northeast and east by Foundry Street and Allegheny Avenue.

2058. On information and belief, Norpak leased the Norpak Site to various companies, who
conducted operations at the site.

operated a drum brokerage operation on the northern portion of the Norpak Site. Arial photographs taken
in 1978 revealed extensive drum storage in the area where Avon Drum operated, as well as heavy staining
of the soils in the area.
2060. In 1993, Norpak reported a discharge at the Norpak Site to NJDEP. Norpak stated that the discharges appeared to be ongoing from Avon Drum’s operations at the Norpak Site and appeared to be from leaking drums or drums which had been emptied onto the ground. Norpak informed NJDEP that Avon Drum continues to pollute the land at the Norpak Site.

2061. The following substances were detected in the soil at the Norpak Site where Avon Drum operated: xylene, tetrachloroethene, toluene, ethylbenzene, phenanthrene, fluoranthene, pyrene, benzo(a)anthracene, PCBs, and priority pollutant metals.

2062. On information and belief, Berg Chemical Company (“Berg”) and Conus Chemical (“Conus”) operated at the Norpak Site, where they conducted a chemical repackaging and distribution operation. On information and belief, Berg and Conus stored products outside in a storage area which lacked adequate spill prevention structures to prevent spillage from seeping into the ground.

2063. During an inspection by the New Jersey Department of Hazardous Waste Management, discharges of Hazardous Substances were observed both inside and outside the area where Conus operated at the Norpak Site.

2064. The following substances were detected in the soil in an area at the Norpak Site where Berg and Conus stored drums: chloroform, 1,2-dichlorethene, trichloroethylene, tetrachloroethylene, 2-methylnapthalene, and pyrene.

2065. In 1987, the New Jersey Division of Hazardous Waste Management issued Directives to Norpak and Conus relating to leaking drums which had discharged their contents on the Norpak Site.

2066. On information and belief, Coronet Chemical Company, Inc. (“Coronet”) operated on the Norpak Site, where it manufactured metallic sodium dispersions and pigment concentrations used in the teflon industry. A drum of napthalene was observed leaking where Coronet conducted operations at the Norpak Site. Coronet abandoned the Norpak Site in 1986, leaving behind drums containing flammable, reactive and explosive materials on site.
2067. On information and belief, a series of strip drains were located within the Norpak Site. On information and belief, these strip drains tied into a combined sewer, which allowed storm and/or surface water to transport contaminants to the drains and ultimately to the Passaic River.

2068. On information and belief, stormwater from the Norpak Site discharged to the Roanoke Combined Sewer System.

2069. The Roanoke Avenue combined sewer lines discharged to the Passaic River. From as early as 1958 until the early 1980s, a malfunctioning regulator on the Roanoke Combined Sewer System resulted in untreated wastewater flows discharging into the Passaic River.

2070. The following substances were detected in the sediments of a drain on the Norpak Site: methylene chloride, 1,1-dichloroethene, 1,2 dichloroethene, 1,2 dichloroethane, 1,1,1-trichloroethene, xylene, trichloroethylene, benzene, tetrachloroethylene, toluene, chlorobenzene, 1,2-dichlorobenzene, naphthalene, 2-methylnaphthalene, phenanthrene, fluorene, fluoranthene, pyrene, and priority pollutant metals.

2071. Hazardous Substances used by tenants at the Norpak Site and/or detected at the Norpak Site have been detected in core samples taken from sediments in the Passaic River.

2072. Upon information and belief, Norpak is a Person “in any way responsible” for the Hazardous Substances that were discharged at the Norpak Site and released into the Newark Bay Complex.

**Okonite Site**

2073. The Okonite Company property consists of real property and associated improvements located at or about 220 Passaic Street in Passaic, Passaic County, New Jersey, also described as located at Canal and Jefferson Street in Passaic, Passaic County, New Jersey, and/or designated as Block 1076, Lots 1, 8, and 12 on the tax maps of the City of Passaic (“Okonite Site”).

2074. The western boundary of the Okonite Site abuts Weasel Brook, which receives direct discharges and stormwater runoff directly from the Okonite Site. From the Okonite Site, Weasel Brook flows south and empties into the Passaic River. At least three pipes discharged stormwater runoff and
direct discharges from the Okonite Site into Weasel Brook. Dundee Canal lies along the eastern boundary of the Okonite Site. From the Okonite Site, Dundee Canal flows south and empties into the Passaic River. Upon information and belief, Dundee Canal is currently covered, however, Dundee Canal was once open to the surface and received direct discharges and storm water runoff from the Okonite Site.

2075. Upon information and belief, The Okonite Company was founded in New Jersey in approximately 1878, and was incorporated as a New Jersey corporation on or about December 11, 1980. The company is currently known as The Okonite Company, Inc. (“Okonite”).

2076. From at least 1890 until the present, Okonite owned and operated a manufacturing facility at the Okonite Site. Okonite’s operations at the Okonite Site include the manufacture of insulated electrical wires and cables, as well as electrical and splicing tapes.

2077. Soil samples taken from at the Okonite Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, petroleum hydrocarbons, chloroform, polynuclear aromatic hydrocarbons, and carbon tetrachloride.

2078. Groundwater samples taken at the Okonite Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, 1,1-dichloroethane, 1,1-dichloroethene, 1,1,1-trichloroethane, trichloroethene, chlorobenzene, benzene, chloroform, carbon tetrachloride, chloroethane, chloroform, assorted chlorinated solvents, lead, and vinyl chloride.

2079. In 1999, the NJDEP reported that groundwater at the Okonite Site discharged into Weasel Brook at concentrations exceeding the applicable criteria for chlorobenzene and benzene. Upon information and belief, Hazardous Substances and other compounds released by Okonite to the groundwater at the Okonite Site discharge into Weasel Brook, and thence into the Passaic River.

2080. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Okonite Site.

2081. Sediment core samples taken from Weasel Brook, adjacent to and downstream of the Okonite Site, confirmed the presence of Hazardous Substances and other compounds similar to those
which were discharged to and from the Okonite Site including, but not limited to, copper, lead, zinc, mercury, assorted base neutral compounds, and petroleum hydrocarbons.

2082. On or about November 9, 2005, EPA sent a General Notice Letter notifying Okonite Company, Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Okonite Site.

2083. Okonite is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Okonite Site and released into the Newark Bay Complex.

PPG Site

2084. The PPG Industries, Inc. property consists of real property and associated improvements located at 29 Riverside Avenue in Newark, Essex County, New Jersey (the “PPG Site”).

2085. The PPG Site abuts the Passaic River, which receives overland flow and sheet stormwater runoff directly from the PPG Site. Furthermore, the facility had multiple storm sewers connected to building floor drains that discharged directly to the Passaic River.

2086. Soil samples taken at the PPG Site confirmed the presence of Hazardous Substances and other compounds, including, but not limited to, lead, chlordane, copper, selenium, various base neutral organic compounds, cadmium, chloroform, 1,2-dichloroethene, and petroleum hydrocarbons.

2087. Groundwater samples taken at the PPG Site confirmed the presence of Hazardous Substances and other compounds, including, but not limited to, volatile organic carbons and petroleum hydrocarbons.

2088. Groundwater at the PPG Site flows toward the Passaic River. Upon information and belief, Hazardous Substances and other compounds released by PPG to the groundwater at the PPG Site discharged into the Passaic River.

2089. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the PPG Site. Upon information and belief, the PPG Site has flooded during heavy rain events. Due to the proximity of the PPG Site to
the Passaic River, flooding, storm events, and erosion caused Hazardous Substances that were Discharged at the PPG Site to be transported into the Passaic River.

PPG Industries, Inc.

2090. On or about August 24, 1883, Pittsburgh Plate Glass Company was incorporated in the State of Pennsylvania and on or about April 1, 1968, it changed its name to PPG Industries, Inc. ("PPG").

2091. From approximately 1902 until approximately 1971, PPG and/or its subsidiaries owned and operated a paint manufacturing facility at the PPG Site. From approximately 1902 until approximately 1920, the Patton Paint Company owned and operated the PPG Site. The Patton Paint Company, which was a subsidiary of the Pittsburg Plate Glass Company, merged into the Pittsburg Plate Glass Company in 1920 and transferred ownership of the property to the Pittsburg Plate Glass Company in approximately December 1920.

2092. On or about August 2, 1971, PPG sold portions of the PPG Site to Riverside Avenue Properties, Inc. On or about December 14, 1971, PPG transferred its remaining interest in the PPG Site to New Hope Communications Corporation.

2093. Upon information and belief, PPG and/or its predecessors manufactured house, boat, automobile, and workplace/machinery paints, enamel, varnish, lacquer, car lacquer, shellac, oil and latex-based paints, Ditzler automotive paint and lacquer, Mimax, aluminum paint, roofing paint, linseed oil, and resins at the PPG Site. PPG’s operations at the PPG Site included the storage, transfer, and shipment of bulk products, raw materials, and hazardous wastes. Upon information and belief, until at least 1954, PPG utilized a dock on the Passaic River for transfer and receipt of bulk fuel, solvents, naphtha, and resins.

2094. PPG’s resin manufacturing operations involved the preparation and filtering of resins, which were then combined with finely ground pigments. The pigments and resins were then combined with solvents, oils, and drying agents to form a finished product. PPG’s paint manufacturing operations involved transport, mixing, and assembly of raw ingredients, which were pumped to large storage tanks for tinting processes. Following tinting, the paint was canned, labeled, and shipped off-site.
2095. PPG processed, handled, mixed, manufactured, consumed, stored, or otherwise used Hazardous Substances and other chemicals at the PPG Site, including, but not limited to, linseed oil, caustic soda, alkyd resins, phenolic resins, toluene, xylene, ethylbenzene, methylethylbenzene, mercury, lead carbonate, cadmium compounds, chromium compounds, lead compounds, titanium compounds, zinc compounds, copper oxide, flake naphthalene, high pH base solutions, iron compounds, manganese compounds, magnesium compounds, amines, amides, imides, plasticizers, elastomers, esters, ethers, alcohols, ketones, aldehydes, acrylates, latex emulsions, and assorted petroleum compounds.

2096. Upon information and belief, from approximately 1950 until approximately 1954, PPG manufactured 2,4-dichlorophenoxyacetic acid (“2,4-D”) and 2,4,5-trichlorophenoxyacetic acid (“2,4,5-T”). PPG also used phthalic anhydride for use in its resin manufacturing operations the PPG Site. The compounds 2,4-D, 2,4,5-T, and phthalic anhydride are associated with the formation of dioxin compounds, including 2,3,7,8-TCDD.

2097. In approximately 1969, a fire and explosion occurred in resin manufacturing building number 17 (“Building 17”) at the PPG Site. Upon information and belief, resin and materials used to manufacture resin, including phthalic anhydride, were released from the PPG Site into the Passaic River by the explosion, or were otherwise carried into the Passaic River in firefighting runoff.

2098. Upon information and belief, until approximately 1971, a direct sewer line led from Building 17 at the PPG Site and discharged directly into the Passaic River. Upon information and belief this sewer line connected to floor drains within Building 17 at the PPG Site.

2099. A stormwater channel and/or drain ran along the length of Building 17 at the PPG Site and flowed directly to the Passaic River. Upon information and belief, floor sweepings, equipment washdowns, spills, leaks, and process wastewater in Building 17 at the PPG Site overflowed and discharged into the Passaic River via the direct sewer line and adjacent storm sewer channel.

2100. A PPG employee observed paint spilling into the Passaic River during loading operations at the docking area.
2101. A PPG employee observed barrels containing unknown materials washing into the Passaic River from the PPG Site during flooding events.

2102. A PPG employee observed fellow employees discarding containers and other substances directly into the Passaic River.

2103. Sediment core samples taken from the Passaic River in front of the PPG Site confirmed the presence of Hazardous Substances and other compounds similar to those which have been used and discharged to and from the PPG Site by PPG including, but not limited to, toluene, ethylbenzene, xylene, lead, mercury, titanium, cadmium, copper, and zinc. Sediment core samples taken from the Passaic River in front of and downstream of the PPG Site, and in close proximity to the former resin manufacturing operations in Building 17, also confirmed the presence of 2,3,7,8-TCDD.

2104. Toluene, ethylbenzene, xylene, lead, mercury, cadmium, zinc, dioxin, copper and other compounds and Hazardous Substances, which were handled, formulated, or formed as a result of PPG’s operations at the PPG Site from approximately 1902 until approximately 1971, were Discharged by PPG into the Passaic River.

2105. On or about September 15, 2003, EPA sent a General Notice Letter notifying PPG of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the PPG Site.

   Chemical Compounds, Inc.

2106. On or about June 24, 1981, Chemical Compounds Inc. (“Chemical Compounds”) was incorporated in the State of New Jersey.

2107. On or about July 1, 1986, Chemical Compounds acquired and became the owner and operator of real property and associated improvements located on a portion of the PPG Site located at 29-75 Riverside Avenue in Newark, New Jersey, also designated as Block 614, lot (1 or 66) on the Tax Map of the City of Newark. Chemical Compounds’ operations at the PPG Site primarily occur in Building 17 at the PPG Site, which is directly adjacent to the Passaic River south of the Herbert Street sewer.
2108. Chemical Compounds is a manufacturer of pharmaceutical preparations, cyclic crudes and intermediates, and synthetic organic dyes.

2109. Chemical Compounds utilized, manufactured, and/or Discharged the following Hazardous Substances on, to, and from the PPG Site: acetic acid, adipic acid, aniline, benzene, benzoic acid, chlorobenzene, chloroform, ethyl benzene, methanol, methylene chloride, naphthalene, 2-nitrophenol, tetrachloroethylene, toluene, xylene, lead, zinc, and cyanide.

2110. On January 7, 1992, inspectors with the Newark Fire Department and NJDEP discovered that Chemical Compounds was discharging process wastewater to a PVSC sewer line without a permit. PVSC cited Chemical Compounds for discharging process wastewater containing metals and volatile organic compounds to the PVSC sewer system.

2111. On October 5, 1993, the Bureau of Emergency Response responded to a chemical fire at the PPG Site. Upon information and belief, chemicals, Hazardous Substances, and other materials used in Chemical Compounds’ operations were released directly into the Passaic River by the explosion, or were otherwise carried into the Passaic River in firefighting runoff.

2112. On or about September 15, 2003, EPA sent a General Notice Letter notifying Chemical Compounds of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the PPG Site.

2113. PPG and Chemical Compounds are “dischargers” and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the PPG Site and released into the Newark Bay Complex.

Otis Elevator Site

2114. The Otis Elevator Company property consists of approximately 40 acres of real property and associated improvements located at 1000 First Street in Harrison, Hudson County, New Jersey (“Otis Elevator Site”).

2115. The Otis Elevator Site abuts the Passaic River, which receives overland flow and sheet stormwater runoff directly from the Otis Elevator Site. Area stormwater drains and building floor drains
collected stormwater runoff, industrial wastewater, and other effluent from the Otis Elevator Site and discharged such material directly to the Passaic River.

2116. On information and belief, groundwater at the Otis Elevator Site is hydrogeologically connected to the Passaic River and flows in a west-southwesterly direction toward the Passaic River. Upon information and belief, Hazardous Substances and other compounds released to the groundwater beneath or adjacent to the Otis Elevator Site discharge into the Passaic River.

2117. The Otis Elevator Company was originally started in approximately 1853 in Yonkers, New York. On or about November 28, 1898, the Otis Elevator Company was incorporated in the State of New Jersey ("Otis Elevator").

2118. In approximately 1976, Otis Elevator was acquired by United Technologies Corporation and is currently operated as a wholly-owned subsidiary of United Technologies Corporation.

2119. From approximately 1910 until approximately 1980, Otis Elevator owned and operated an elevator manufacturing facility at the Otis Elevator Site. Otis Elevator's operations at the Otis Elevator Site included bending, cutting, and stamping metal into various shapes for elevator doors, cabs, counterweights, hatchway entrances, door and gate operating devices, and platforms. From approximately 1941 until approximately 1945, Otis Elevator also manufactured fourteen and eighteen cylinder crankcases for airplane engines at the Otis Elevator Site.

2120. Upon information and belief, the stamping, cutting, and bending machines operated by Otis Elevator utilized oil based cooling compounds during the cutting process. Chlorinated degreasing compounds, such as trichloroethylene, were utilized during maintenance of the machines. As part of the fabrication process, steel parts were soaked in acid and solvent baths (i.e., pickled), sandblasted, painted, and dried. Otis Elevator's operations generated liquid and solid hazardous waste streams, including spent acid and solvent baths, waste oils contaminated with heavy metals, paint wastes, steel scrap, and shot blast contaminated with heavy metals.

2121. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Otis Elevator Site.
2122. Upon information and belief, Otis Elevator discharged some wastewater streams directly to the Passaic River without treatment during Otis Elevator’s operation at the site.

2123. On or about October 3, 1969, Otis Elevator received an order from the NJDOH directing Otis Elevator to “cease and desist discharging its industrial waste or other polluting matter from any sewer or drain into the waters of the Passaic River.”

2124. On or about January 7, 1970, field inspectors from the NJDOH observed polluting discharges flowing into the Passaic River from a scrap metal storage area on the Otis Elevator Site.

2125. In approximately 1972, the PVSC reported that boiler blow down effluent from the Otis Elevator Site was discharged directly to the Passaic River through a six-inch pipe.

2126. In approximately 1980, samples taken by the PVSC from Otis Elevator’s discharges to the PVSC system confirmed the presence of Hazardous Substances, including, but not limited to, cadmium, chromium, copper, lead, iron, nickel, zinc, arsenic, mercury, oils, and other organic compounds.

2127. On or about January 9, 1970, field inspectors from the NJDOH noted that a twelve-inch overflow pipe from the sanitary sewer line serving the Otis Elevator Site was piped directly to the Passaic River.

2128. Sediment core samples taken from the Passaic River adjacent to and near the Otis Elevator Site confirmed the presence of Hazardous Substances and other compounds similar to those which have been Discharged to and from the Otis Elevator Site including, but not limited to, arsenic, aluminum, chromium, copper, iron, lead, nickel, mercury, and zinc.

2129. Upon information and belief, arsenic, aluminum, chromium, copper, lead, iron, nickel, mercury, zinc, and other compounds and Hazardous Substances, which were handled, formulated, or formed as a result of Otis Elevator’s operations at the Otis Elevator Site from approximately 1910 until approximately 1980, were Discharged by Otis Elevator into the Passaic River.
2130. On or about July 1, 1997 and September 15, 2003, EPA sent General Notice Letters notifying Otis Elevator of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Otis Elevator Site.

2131. Otis Elevator is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Otis Elevator Site and released into the Newark Bay Complex.

**Pfizer Site**

2132. The Pfizer Inc. property consists of real property and associated improvements located at 230 Brighton Road in Clifton, Passaic County, New Jersey (“Pfizer Site”).

2133. In approximately 1849, Charles Pfizer and Company was formed in New York. In approximately 1900, Pfizer filed a certificate of incorporation in the State of New Jersey. On or about June 2, 1942, Pfizer Inc. (“Pfizer”) was incorporated in the State of Delaware.

2134. Upon information and belief, from approximately 1957 until approximately 1983, Pfizer leased the Pfizer Site from Weny Bros. & Stroms Co. and the General Electric Pension Trust. Pfizer operated a mechanical grinding operation at the Pfizer Site until at least 1980.

2135. Upon information and belief, from approximately 1983 until approximately 1999, Pfizer owned and operated a warehouse/distribution center at the Pfizer Site. Pfizer vacated the Pfizer Site in approximately 1999 and ceased operational activities there. In approximately 2000, Global Fulfillment, Inc. purchased the Pfizer Site.

2136. Upon information and belief, Hazardous Substances handled, processed, or used by Pfizer at the Pfizer Site include, but are not limited to, chromium, acetone, sodium hydroxide, cobalt compounds, methylene chloride, copper, phosphoric acid, and sodium dodecylbenzenesulfonate. Pfizer also utilized various petroleum compounds at the Pfizer Site.

2137. In approximately 1969, the PVSC reported that samples taken from cooling water discharged from the Pfizer Site revealed concentrations of hexavalent chromium, a Hazardous Substance.
Upon information and belief, cooling water from the Pfizer Site was discharged directly to MacDonald’s Brook, which empties into the Third River, a tributary of the Passaic River.

2138. On or about September 15, 2003, EPA sent a General Notice Letter notifying Pfizer, Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the release of Hazardous Substances from the Pfizer Site.

2139. Pfizer is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Pfizer Site and released into the Newark Bay Complex.

**Passaic Pioneer Properties Site**

2140. The Passaic Pioneer Properties Site is a multi-tenant facility located at 35 Eighth Street, Passaic, New Jersey (the “Passaic Pioneer Properties Site”), also designated by the Office of the Tax Assessor of the City of Passaic as comprising tax parcels Block 1029, Lot 1 and Block 1029, Lot 13. The Passaic Pioneer Properties Site is bordered by Eighth Street to its east, Lodi Street to its north, and is partially encircled to its west and south by the Passaic River.

2141. Industrial operations have been conducted on the Passaic Pioneer Properties Site since at least 1894. Passaic Pioneer Properties Company (“Passaic Pioneer”) owned all or a portion of the Passaic Pioneer Properties from 1936 until at least 2005.

2142. Passaic Pioneer leased portions of the Passaic Pioneer Properties Site to various tenants who conducted industrial operations at the site, including Eclipse Piece Dye Works and Interstate Dyeing & Finishing Company.

2143. In July 1947, dye waste from the Eclipse Piece Dye Works plant at the Passaic Pioneer Properties Site was observed discharging into the Passaic River. An inspector observed that the sewer system at the Pioneer Properties Site was in need of repairs.

2144. In October 1947, dye waste from the Passaic Pioneer Properties Site was observed discharging into the Passaic River. A leak in the sanitary sewer at the Passaic Pioneer Properties Site was discovered during the investigation of the discharge.
2145. In November 1948, dye was observed discharging from the Passaic Pioneer Properties Site into the Passaic River. A broken pipeline was discovered during the investigation of the discharge.

2146. In January 1949, blue dye waste was observed discharging from the Passaic Pioneer Properties Site into the Passaic River.

2147. In May 1949, dye waste was observed discharging from a stormwater outlet at the Passaic Pioneer Properties Site into the Passaic River.

2148. In January 1956, red colored fluid was observed discharging into the Passaic River from a six-inch pipe at the Interstate Dyeing and Finishing Company plant on the Passaic Pioneer Properties Site.

2149. In December 1969, a discharge of boiler blow-down water from the Passaic Pioneer Properties Site into the Passaic River was sampled and found to be polluting.

2150. In December 1971, polluting material was observed discharging from the Passaic Pioneer Properties Site to the Passaic River via a one-inch pipe.

2151. In November 1978, a black dye-like substance was observed discharging into the Passaic River from the Passaic Pioneer Properties Site. A dye test of the floor drains at the Interstate & Sunbrite Dye Company plant on the Passaic Pioneer Properties Site confirmed that the floor drains discharged to the Passaic River.

2152. Substances detected in the soil at the Passaic Pioneer Properties Site include: benzo(b)fluoranthene, benzo(a)pyrene, arsenic, and lead.

2153. Standing water was observed in the crawl space at the Interstate Dyeing and Finishing Company plant on the Passaic Pioneer Properties Site. On information and belief, the crawl space received flood, surface, and/or stormwater. Substances detected in the soil in the crawl space at the Interstate Dyeing and Finishing Company plant on the Passaic Pioneer Properties Site include: benzo(a)anthracene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, chrysene, dibenzo(a,h)anthracene, ideno(1,2,3 cd)pyrene, antimony, beryllium, chromium, copper, lead, nickel, silver, thallium, and zinc.
2154. The Passaic Pioneer Properties Site is within the 100-year flood plain and has been subject to periodic flooding. On information and belief, the Passaic River receives overland flow and sheet stormwater runoff directly from the Passaic Pioneer Properties Site.

2155. Upon information and belief, storm and/or flood waters transported Hazardous Substances from the Passaic Pioneer Properties Site into the Newark Bay Complex.

2156. On or about June 8, 2006, EPA sent a General Notice Letter notifying Passaic Pioneer of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Passaic Pioneer Properties Site.

2157. Passaic Pioneer is a Person “in any way responsible” for the Hazardous Substances that were discharged at the Passaic Pioneer Properties Site and released into the Newark Bay Complex.

Pharma Chemical Plant Sites

2158. Pharma Chemical was established in 1917 or 1918 and later became known as Pharma Chemical Corporation (together, “Pharma Chemical”). Pharma Chemical and its successors owned and operated two manufacturing sites in Bayonne, New Jersey.

2159. In 1956, Pharma Chemical merged with and into Verona Chemical Company.

2160. Verona Chemical Company changed its name to Verona-Pharma Chemical Corporation in 1957.

2161. In 1957, Verona-Pharma Chemical Company was purchased by, and began operating as, the Pharma Chemical Division of, Farbenfabriken Bayer A.G. of Leverkusen.

2162. In 1969, Verona-Pharma Chemical Corporation changed its name to Verona Corporation.

2163. In 1971, Verona Corporation was merged into Baychem Corporation and became known as the Verona Dyestuff Division of Baychem Corporation.

2164. In 1974, Baychem Corporation changed its name to Mobay Chemical Corporation.

2165. In 1986, Mobay Chemical Corporation changed its name to Mobay Corporation.

2166. In 1992, Bayer AG merged Mobay Corporation, Miles, Inc. and AGFA Corporation with Bayer USA and formed a new operating company known as Miles Inc.
2167. In 1995, Miles Inc. was renamed Bayer Corporation ("Bayer").

Pharma Chemical Plant 1 Site

2168. The Pharma Chemical Plant 1 property consists of approximately three to four acres of property located at 169 West 52nd Street, Bayonne, New Jersey ("Pharma Chemical Plant 1 Site"). The Pharma Chemical Plant 1 Site is bounded by J.F. Kennedy Boulevard, 52nd and 53rd Streets, and the marshland of Newark Bay.

2169. Pharma Chemical began operations in the vicinity of 45th Street and Avenue E in Bayonne. Shortly thereafter, Pharma Chemical moved its operations to the Pharma Chemical Plant 1 Site.

2170. In the 1920s, dyestuffs were manufactured at the Pharma Chemical Plant 1 Site. In the 1930s, milling colors, azoic dyes, and non-dyestuffs, including napthols and stabilizers, were manufactured at the Pharma Chemical Plant 1 Site.

2171. In the early 1940s, halocrene/halocrin, a component of an anti-malarial product, was manufactured at the Pharma Chemical Plant 1 Site.

2172. On information and belief, the pesticide dichloro-diphenyl-trichloroethane ("DDT") was manufactured at the Pharma Chemical Plant 1 Site and supplied to the United States during the World War II era.

2173. In the 1960s, astrazons were manufactured at the Pharma Chemical Plant 1 Site.

2174. In the 1970s, acid dyes, azo disperse dyes, cationic dyes, reactive dyes, stilbene optical brighteners, and direct dyes were manufactured at the Pharma Chemical Plant 1 Site.

2175. Diethanolamine and fuel oil were stored in underground tanks on the northern and southern ends, respectively, of the Pharma Chemical Plant 1 Site.

2176. Hazardous Substances were produced, processed, handled, stored, or otherwise used at the Pharma Chemical Plant 1 Site.

2177. Chemical wastes were disposed of on the Pharma Chemical Plant 1 Site in an area adjacent to Newark Bay that later became the site of "Building S" at the Pharma Chemical Plant 1 Site.
Substances detected in the groundwater at the Pharma Chemical Plant 1 Site include: chlorobenzene, 1,2-dichlorobenzene, 1,4-dichlorobenzene, ethylbenzene, benzene, 2,4-dichlorophenol, 1,2,4-trichlorobenzene, toluene, and trichloroethylene.

In a March 1, 1985 letter to NJDEP, counsel for Mobay Chemical Corporation stated that groundwater contamination at the Pharma Chemical Plant 1 Site was moving towards Newark Bay.

Groundwater at the Pharma Chemical Plant 1 Site flows towards, and discharges into, Newark Bay.

Until at least 1954, all wastewater from the City of Bayonne was discharged untreated to tidal waters of the Interstate Sanitation District, including, on information and belief, wastewater from the Pharma Chemical Plant 1 Site.

Until at least 1954, there were three outfalls from the Pharma Chemical Plant 1 Site that discharged directly into Newark Bay. Testing revealed that acid was present in the effluent from each of the outfalls discharging from the Pharma Chemical Plant 1 Site to Newark Bay. An 8-inch sewer line at the foot of West 52nd Street discharged industrial wastes from the Pharma Chemical Plant 1 Site into Newark Bay that were highly acidic.

Until at least 1954, industrial wastes from the Pharma Chemical Plant 1 Site entered a 16-inch sanitary sewer at the foot of West 53rd Street that discharged into Newark Bay.

In December 1954, industrial wastes that were red in color were observed discharging from the Pharma Chemical Plant 1 Site to Interstate Sanitation Commission District Waters.

In 1955, exhausted dye, vat wastes, and machine and floor washings were discharged on a daily basis from the Pharma Chemical Plant 1 Site into Newark Bay.

On information and belief, Bayer Corporation is the successor to Pharma Chemical, Verona Chemical Company, Verona-Pharma Chemical Corporation, Verona Corporation, Baychem Corporation, Mobay Chemical Corporation, and Mobay Corporation and, therefore, succeeds to the environmental liabilities of such entities related to the Pharma Chemical Plant 1 Site.

On information and belief, Bayer Corporation is the successor to Pharma Chemical, Verona Chemical Company, Verona-Pharma Chemical Corporation, Verona Corporation, Baychem Corporation, Mobay Chemical Corporation, and Mobay Corporation and, therefore, succeeds to the environmental liabilities of such entities related to the Pharma Chemical Plant 1 Site.
2187. Bayer is a discharger and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Pharma Chemical Plant 1 Site and released into the Newark Bay Complex.

Pharma Chemical Plant 2 Site

2188. The Pharma Chemical Plant 2 Site consists of approximately fourteen acres of property located near the Kill Van Kull on East 2nd Street in the vicinity of Hobart Avenue in the southern portion of Bayonne, New Jersey.

2189. Pharma Chemical began operations at the Pharma Chemical Plant 2 Site in 1948.

2190. Various dyes, optical brighteners for detergent, paper and textiles, and intermediates were manufactured at the Pharma Chemical Plant 2 Site.

2191. Hazardous Substances were produced, processed, handled, stored, or otherwise used at the Pharma Chemical Plant 2 Site.

2192. Hazardous Substances and other compounds detected in the soil at the Pharma Chemical Plant 2 Site include: petroleum hydrocarbons, lead, arsenic, cadmium, zinc, copper, volatile organic compounds, and PAHs.

2193. Hazardous Substances and other compounds detected in the groundwater at the Pharma Chemical Plant 2 Site include 1,1,1-trichloroethene, 1,1-dichloroethane, chloroethane, tetrachloroethene, trichloroethene, trans-1,2-dichloroethene, and 1,1-dichloroethene.

2194. Groundwater at the Pharma Chemical Plant 2 Site flows towards the Kill Van Kull.

2195. Until at least 1954, all wastewater from the City of Bayonne was discharged untreated to tidal waters of the Interstate Sanitation District, including, on information and belief, wastewater from the Pharma Chemical Plant 2 Site.

2196. In 1967, an NJDOH inspection revealed that the Pharma Chemical Plant 2 Site was discharging dry weather flow of a polluting nature to the Kill Van Kull through a storm relief sewer located on Ingham Avenue.
2197. The NJDOH issued an abatement order in 1970 requiring the Pharma Chemical Plant 2 Site to cease the discharge of dye process and sanitary wastes to the Kill Van Kull.

2198. On July 25, 1984, process wastewater discharged from the Pharma Chemical Plant 2 Site to the Kill Van Kull as the result of a break in an underground pipeline that leaked into a storm sewer.

2199. On August 13, 1984, an inspector from the NJDEP observed an overflow of cooling water and washdown water being discharged from the Pharma Chemical Plant 2 Site into a storm drain which discharged to the Kill Van Kull.

2200. On August 13, 1984, an inspector from the NJDEP observed that product spills in a driveway area on the Pharma Chemical Plant 2 Site were entering a storm drain that discharged into the Kill Van Kull.

2201. On information and belief, Bayer Corporation is the successor to Pharma Chemical, Verona Chemical Company, Verona-Pharma Chemical Corporation, Verona Corporation, Baychem Corporation, Mobay Chemical Corporation, and Mobay Corporation and, therefore, succeeds to the environmental liabilities of such entities related to the Pharma Chemical Plant 2 Site.

2202. Bayer is a discharger and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Pharma Chemical Plant 2 Site and released into the Newark Bay Complex.

**Pitt-Consol Site**

2203. The Pitt-Consol Chemical Company (“Pitt-Consol”) is the current owner of a property located at 191 Doremus Avenue, Newark, New Jersey. The Pitt-Consol Chemical Company Site is also designated as Block 5010, Lot 10 and Block 5016, Lot 1 on the tax maps of the City of Newark, Essex County (the “Pitt-Consol Site”). The Pitt-Consol Site is located on flatlands bordering the Passaic River and Newark Bay.

2204. Raw materials were stored in tank farms on the Pitt-Consol Site, while byproducts and stormwater were stored in seven unlined lagoons that existed at the Pitt-Consol Site from 1944 to 1970.
Reilly Industries, Inc.

2205. Reilly Tar and Chemical Corporation owned and operated the Pitt-Consol Site from 1932 until 1955. Reilly Industries, Inc. ("Reilly") is the successor to Reilly Tar and Chemical Corporation. On or about July 10, 2006, Reilly changed its name to Vertellus Specialties Inc. ("Vertellus"). Vertellus is responsible for any acts or omissions of Reilly Tar and Chemical Corporation at the Pitt-Consol Site.

2206. Reilly operated a coal tar refinery, a tar acid plant and a phenolic resin plant at the Pitt-Consol Site. Reilly processed coal tar by distillation to manufacture a variety of products, including various grades of tar, oils, and pitches. Reilly also processed water gas tar, a petroleum tar, to make road tar at the Pitt-Consol Site.

2207. Reilly manufactured cresylic acids at the Pitt-Consol Site which contained a mixture of phenol, cresol isomers, and xylenols. Reilly also manufactured napthalene at the Pitt-Consol Site.

2208. Reilly used and produced Hazardous Substances at the Pitt-Consol Site.

2209. Reilly discharged unprocessed wastewater to the city of Newark sewer.

2210. According to a July 29, 1948 PVSC Stream Contamination Report, drainage from the Reilly Tar and Chemical Company yard containing oil and tar was discharging to the storm sewer, which discharged into the Passaic River.

2211. An aerial photo of the Pitt-Consol Site from 1954 shows liquid overflowing from one of the lagoons on site, with runoff draining into a ditch that emptied into the Passaic River.

Pitt-Consol Chemical Company

2212. Pitt-Consol purchased the Pitt-Consol Site in 1955 and operated at the site until 1983. Pitt-Consol manufactured chemicals and petrochemicals at the Pitt-Consol Site, primarily alkylated phenols and methyl phenol (cresol). Pitt-Consol used or produced anisoles, 2,6 dimethyl anisol, dibutyl para cresol (DBC or BHT), dinonyl ortho cresol, m,p-cresol, monobutyl meta cresol, o-cresol, thiocresols, cyclohexane, dimethyl ether, disulfide oil, hexane, methanol, aromatic mercaptans, phenol, 2,4 dibutyl
phenol, 2,6 dibutyl phenol, 6 butyl 2,4 methyl phenol, pentamethylphenols, tetramethylphenols, thiophenols, 2,6-xylenol, and other xylenols at the Pitt-Consol Site.

2213. On or about March 19, 1958, representatives from the PVSC observed a gray malodorous industrial waste pouring into the Roanoke Avenue storm sewer, which was coming from a pipe from the Pitt-Consol Site. The Roanoke storm sewer discharged to the Passaic River.

2214. On or about May 27, 1958, representatives from PVSC observed a brown opaque liquid being discharged from the Pitt-Consol Site to the Roanoke Avenue storm sewer. At that time, PVSC investigators concluded that Pitt-Consol was the chief, if not the sole, polluter in the Roanoke Avenue storm sewer. Pitt-Consol’s process effluent was pumped to one or more settling ponds and discharged to the storm sewer and thence into the Passaic River.

2215. On or about July 21, 1958, the PVSC noted that Pitt-Consol was still discharging its industrial wastes to the Roanoke Avenue storm sewer, which went into the Passaic River. The PVSC further noted that Pitt-Consol’s waste had a foul odor, was usually brown in color and very turbid.

2216. During operations to clean the Roanoke Storm sewer, an explosion occurred on December 9, 1971 in a manhole on the Pitt-Consol Site. During the subsequent investigation, a connection to the storm sewer was found on the Pitt-Consol Site. Testing of the discharge revealed that it was highly polluting and that there were explosive vapors in the storm sewer.

2217. According to a study by Clinton Bogert Associates conducted for the City of Newark in 1978 and 1979, all flow in the Roanoke Avenue combined sewer discharged into the Passaic River through the Roanoke Avenue outfall. As part of the same study, a black, tar-like sediment was discovered in the Roanoke Avenue sanitary sewer downstream of connections from the Pitt-Consol Site. Sampling and analysis done jointly by the PVSC laboratory and Pitt-Consol detected chemicals used at the plant on the Pitt-Consol Site in the Roanoke Avenue outfall. The suspected source of the chemicals detected in the Roanoke Avenue outfall was groundwater from the Pitt-Consol Site that was leaking into the outfall and may have also been leaking directly into Newark Bay.
2218. According to a 1990 NJDEP Case Transfer Report, the City of Newark contended that contaminated stormwater from the Pitt-Consol Site was discharging to Newark Bay via the storm sewer line through infiltration or seepage.

2219. According to a 1990 report by NJDEP, oily, tar material was observed throughout the Pitt-Consol Site.

2220. Hazardous Substances and other compounds detected in the soil at the Pitt-Consol Site include: benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, chrysene, dibenzo(a,h)anthracene, aluminum, antimony, arsenic, barium, lead, and zinc.

2221. The Pitt-Consol Site was subject to periodic flooding.

2222. Hazardous Substances and other compounds detected in the groundwater at the Pitt-Consol Site include: arsenic, benzene, toluene, ethylbenzene, chlorobenzene, naphthalene, acenaphthene, fluorene, phenanthrene, chrysene, benzo(a)fluoranthene, acenaphthylene, ideno(1,2,3-c,d)pyrene, benzo(ghi)perylene, bis(2-ethylhexyl)phthalate, and lead. Groundwater in the uppermost aquifer at the Pitt-Consol Site flows towards the Passaic River.


2224. On or about October 4, 1995, EPA sent a General Notice Letter notifying Reilly of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Pitt-Consol Site.

2225. On or about October 4, 1995 and September 15, 2003, EPA sent General Notice Letters notifying E.I. du Pont de Nemours and Company, as successor to Pitt-Consol, of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Pitt-Consol Site.

2226. On September 19, 2003, the NJDEP issued Directive No. 1 In the Matter of the Lower Passaic River in which NJDEP found that Hazardous Substances were discharged at the Pitt-Consol Site and that those Hazardous Substances are and/or have emanated into the Lower Passaic River. NJDEP
further determined that Pitt-Consol is a Person, pursuant to the Spill Act, in any way responsible for the Hazardous Substances that were discharged at the Pitt-Consol Site.

2227. Vertellus and Pitt-Consol are “dischargers” and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the Pitt-Consol Site and released into the Newark Bay Complex.

**Prentiss Site**

2228. The Prentiss Drug and Chemical Site consists of approximately nine acres of real property located at or about 338 Wilson Avenue in Newark, Essex County, New Jersey, also designated as Block 5038, lot 70 on the Tax Map of the City of Newark (“Prentiss Site”).

2229. On or about December 28, 1945, American Cyanamid Company sold the Prentiss Site to Pulaski Skyway Realty Corporation.

2230. On or about the February 20, 1951, the Pulaski Skyway Realty Corporation sold the real properties located at 324-398 Wilson Avenue in Newark, Essex County, New Jersey and consisting of approximately 13.7 acres, to Maurice Pollack, Gustave Greene, and Muriel Pollack, co-partners doing business under the name Pulaski Skyway Realty Company, a New York company.

2231. In November 1960, Pulaski Skyway Realty Company sold portions of the real properties located at or about 324-398 Wilson Avenue in Newark, Essex County, New Jersey to Troy Chemical; Welch, Holme and Clark Company; and Frema Smelting & Refining Company, Inc.

2232. On or about November 16, 1977, Pulaski Skyway Realty Company sold the remaining portions of the original real properties located at 324-398 Wilson Avenue in Newark, Essex County, New Jersey, including those areas operated, or formerly operated by Prentiss Drug & Chemical Co., Inc. to the Newark Housing Authority. This area consists of all or a portion of the property referred to as the Prentiss Site.

2233. On or about May 5, 2000, the Newark Housing Authority sold portions of the Prentiss Site to Tony Pallet, Inc. The remaining portion of the Prentiss Site is currently leased by the Newark Housing Authority to a vegetable oil processing facility.
2234. Upon information and belief, the Prentiss Site has remained primarily unoccupied since the mid-1980s, after which various federal, local, and state entities, including the NJDEP, have conducted, ordered, and directed various investigations and remedial activity on the property to address the presence of Hazardous Substances previously Discharged onto the Prentiss Site.

Prentiss Incorporated


2236. Prentiss formulated and blended various insecticides, rodenticides, and other commercial chemicals in a two-story brick building on a portion of the Prentiss Site from approximately 1956 until approximately August 1982.

2237. Chemicals handled, processed, blended, or produced by Prentiss at the Prentiss Site include, but are not limited to benzene, hexachloride, heptachlor, dichloro-diphenyl-trichloroethane ("DDT"), lindane, warfarin, pentachlorophenol ("PCP"), methoxychlor, chlordane, malathion, dieldrin, aldrin, and endrin.

2238. PCP is associated with the formation of dioxin compounds, including, but not limited to, 2,3,7,8-tetrachlorodibenzo-p-dioxin ("TCDD").

2239. Lindane, associated with the generation of dioxin compounds -- including but not limited to TCDD -- was purchased by Prentiss for use in its operations at the Prentiss Site at a rate of approximately 25 to 100 metric tons per year.

2240. Soil samples confirmed the presence of TCDD in soils proximate to the former Prentiss operations at concentrations up to 214 parts per billion.
2241. Soil samples obtained from areas proximate to the former Prentiss operations confirmed the presence of chlorinated compounds including, but not limited to, various forms of aldrin, chlordane, dieldrin, DDT, endrin, heptachlor, methoxychlor, and PCP.

2242. On or about March 15, 1995, Prentiss received a Directive and Notice to Insurers from the NJDEP concerning Prentiss’s responsibility for contamination at the Prentiss Site and directed Prentiss to arrange for the cleanup and removal of the Discharges at the Prentiss Site.

2243. On or about June 30, 1995, Prentiss entered into an Administrative Consent Order concerning demolition and disposal of various of on-site structures.

2244. On or about July 23, 1996, Prentiss entered into an Administrative Consent Order concerning remediation of arsenic, pesticides, and dioxin contamination within soils in the approximately 1.2 acre area immediately surrounding the former building in which Prentiss conducted its operations.

2245. Pierson’s Creek, which is the primary stormwater drainage system on the Prentiss Site, bisects the western portion of the property in a north-south direction and flows to the south through the adjacent property occupied by Troy Chemical. Upon entering the downstream Troy Chemical property, Pierson’s Creek turns into a concrete flume, which the City of Newark installed in approximately 1956. From that point, Pierson’s Creek continues to flow south as an open, concrete-lined ditch until it enters two sixty-inch storm lines at the New Jersey Turnpike Toll Plaza at Exit Fourteen. From the Toll Plaza, Pierson’s Creek runs approximately three-quarters of a mile until it discharges directly into Newark Bay at the north easternmost corner of the Newark Channel of Port Newark.

2246. Upon information and belief, the Prentiss Site routinely flooded after rain events, caused in part by back-up flow from Pierson’s Creek. The advancing and receding floodwaters eroded and transported Hazardous Substances from chemical process areas, raw material storage areas, finished product storage areas, and on-site soils into Pierson’s Creek, and thence into Newark Bay.

2247. Upon information and belief, at the time Prentiss conducted operations on the Prentiss Site, a network of concrete lined trenches at the Prentiss facility were routed to an exterior drainage ditch, which discharged directly into Pierson’s Creek. Process discharges, air emissions, spills, and leaks of
Hazardous Substances were routed into these ditches, where flow was then directed to Pierson’s Creek, and thence to Newark Bay.

2248. On or about June 7, 1977, an inspection conducted by the NJDEP revealed that floor drains in the building operated by Prentiss connected directly to the ground surface outside the building.

2249. TCDD, aldrin, chlordane, dieldrin, DDT, endrin, and PCP was detected in the sediments of Pierson’s Creek within the Prentiss Site.

2250. Sediment samples taken from Newark Bay at or near the point where Pierson’s Creek flows into Newark Bay confirmed the presence of the Hazardous Substances TCDD, chlordane, dieldrin, DDT, and endrin.

2251. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Prentiss Site.

2252. Upon information and belief, storm events, flooding, and erosion transported Hazardous Substances from the Prentiss Site Creek into the Newark Bay Complex.

2253. On or about August 24, 2006, EPA sent a General Notice Letter notifying Prentiss of its potential liability for Response costs relating to the Newark Bay Study Area as the result of the Release of Hazardous Substances from the Prentiss Site.

2254. Prentiss is a Discharger and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Prentiss Site and released into the Newark Bay Complex.

**Phelps Dodge Site**

2255. The Phelps Dodge Site consists of property at 720 South Front Street (“the East Site”), which is comprised of Block 11, Lot 4-1472 on the tax records of Elizabeth, Union County, New Jersey 07202 and 48-94 Bayway Avenue (“the West Site”), which is comprised of Block 11, Lot 4-1457 on the tax records of Elizabeth, Union County, New Jersey 07202 (collectively, the “Phelps Dodge Site”). The Phelps Dodge Site is adjacent to the Arthur Kill, which connects to Newark Bay. The Phelps Dodge Site is bisected by South Front Street and bounded on the northwest by Amboy Avenue. The Phelps Dodge Site is bounded on the northeast by Bayway Avenue, on the southwest by Myrtle Avenue, and on the
southeast by the Arthur Kill. The Phelps Dodge Site lies approximately 430 feet south of the Goethals Bridge.

2256. Upon information and belief, the Phelps Dodge Site was first occupied in 1902 by The Waclark Wire Company. In 1928, the property was transferred to National Electric Products Corporation, a manufacturer of copper products for electrical and building purposes. In 1930, Phelps Dodge Corporation acquired National Electric Products Corporation. On information and belief, National Electric Products Corporation transferred the Phelps Dodge Site to Phelps Dodge Copper Products Corporation in 1932. Phelps Dodge Copper Products Corporation continued the manufacturing of various copper products at the Phelps Dodge Site.

2257. Copper products manufactured at the Phelps Dodge Site include flat wire, hollow core extrusions, copper strip, round wire, trolley wire, extruded rod and bar, and billets. Process operations, which take place inside buildings at the Phelps Dodge Site, include extrusion, wire drawing, flat rolling, draw bench and hot dip tinning.

2258. Operations on the East Site involved the manufacturing of finished copper and wire by heat forming, rod milling, wire drawing, quenching and annealing until December 1983, when operations ceased at the East Site of the Phelps Dodge Site. On information and belief, the East Site was sold to 666 South Front Street Associates in June 1984. Phelps Dodge continues operating at the West Site, and manufactures flat wire, copper strip, round wire, billets and other wire products.

2259. Phelps Dodge Copper Products Corporation was a Delaware corporation incorporated on August 11, 1927. On information and belief, Phelps Dodge Copper Products Corporation merged with and into Phelps Dodge Industries, Inc. in 1971. Phelps Dodge Industries, Inc. was the surviving corporation. On information and belief, Phelps Dodge Industries, Inc. is the successor by merger to Phelps Dodge Copper Products Corporation and, therefore, succeeds to Phelps Dodge Copper Products Corporation’s environmental liabilities at the Phelps Dodge Site.

2260. Phelps Dodge Industries, Inc. is a Delaware corporation incorporated on December 19, 1966.
2261. Phelps Dodge utilized, handled, mixed, consumed, stored, and/or Discharged Hazardous Substances and other compounds at the Phelps Dodge Site, including, but not limited to, copper, tin, lead, zinc, cotton and jute, asphalt compounds, cable seal compounds, methanol, nickel, chromium, cadmium, sulfuric acid, methylene chloride, perchloroethylene, PCBs, lubricating oils, acids, petroleum products, and hydrochloric acid.

2262. The Phelps Dodge Site’s sewer system is a combined sanitary and storm sewer that handles sanitary wastes, process wastewater, stormwater from roofs and drains, and non-contact cooling water. Prior to 1967, all process wastewaters and the majority of sanitary wastes from the Phelps Dodge Site were discharged without treatment directly to the Arthur Kill through six discharge points. After 1967, non-contact cooling water continued to be directly discharged to the Arthur Kill.

2263. In 1968, the City of Elizabeth constructed the Bayway Interceptor to divert discharges to the Joint Meeting of Essex and Union Counties (“Joint Meeting”) treatment plant through the Combined Sewer System. After completion of the Bayway Avenue Interceptor in 1968, wastewaters from the Phelps Dodge Site continued to be discharged to the City of Elizabeth sewer system, which is a Combined Sewer System that is subject to overflows during rainfall events. The Phelps Dodge Site is located within the City of Elizabeth’s “Area SW” sewer system tributary district, which is connected to the Bayway Avenue CSO outfall.

2264. On information and belief, Phelps Dodge filed a Joint Meeting Non-Domestic Wastewater Discharge Permit Application in March 1985. Joint Meeting Discharge Permit No. JM0120 applied to process wastewater from the acid pickling operation, non-contact cooling water, and boiler blowdown, including, but not limited to, compliance limits for copper and pH. On information and belief, for at least 50 years, an older and larger pickling operation at the Phelps Dodge Site discharged untreated process wastewater to the sewer.

2265. In a 1992 Joint Meeting permit renewal application, Phelps Dodge indicated that process wastewater, boiler feed, and non-contact cooling water were no longer discharged to the sanitary sewer,
but rather were recycled through a reverse osmosis unit and reused on-site. The on-site sewer systems continue to discharge laboratory waste, sanitary waste, and stormwater to the Joint Meeting.

2266. On November 5, 1965, the Interstate Sanitary Commission requested that Phelps Dodge set up an abatement program to eliminate oil and fine copper solids from being discharged to the Arthur Kill and eliminate any precipitant which might form in the Arthur Kill as a direct result of Phelps Dodge’s discharges from the Phelps Dodge Site.

2267. Sampling and analysis of the raw discharges from the Phelps Dodge Site were conducted in 1966 and copper, oil and suspended solids were detected in the effluent discharged from the Phelps Dodge Site.

2268. Wastewater effluent samples collected in March 1979, October 1980, March 1981, and March 1982, from the “Main Sewer Water,” the “Secondary Sewer Water,” and a manhole adjacent to the truck scale at the Phelps Dodge Site contained oil, grease, chloride, cadmium, chromium, lead, mercury, copper, nickel, zinc, cyanide, arsenic, phenols, and total organic compounds.

2269. In 1975, approximately 25 gallons of hydraulic oil were spilled from the furnace area at the Phelps Dodge Site into the Arthur Kill.

2270. In August 1975, an overflow in an oil water separator at the Phelps Dodge Site resulted in 20 to 30 gallons of water discharging to a storm drain leading to the Arthur Kill.

2271. In August 1979, large amounts of floating oil entered the Joint Meeting treatment plant at the influent from the Elizabeth Pumping Station. On information and belief, a Joint Meeting inspection crew traced the source of the oil to the Phelps Dodge Site.

2272. In August 1979, effluent samples collected from a manhole near the Phelps Dodge Site’s truck scale detected copper levels in excess of the permitted limit.

2273. In December 1979, Joint Meeting conducted effluent sampling at the Phelps Dodge Site. The Joint Meeting found total copper concentrations as high as 67.2 ppm and dissolved copper as high as 27.6 ppm. These findings from the Phelps Dodge Site violated the Elizabeth Sewer Ordinance.
2274. In October 1980, effluent samples obtained from a sampling point adjacent to the truck scale at the Phelps Dodge Site contained zinc.

2275. In January 1982, Joint Meeting effluent samples taken at three different locations, including one on the Phelps Dodge Site, suggested that Phelps Dodge had other connections to the City of Elizabeth sewer system through which process wastewater was discharged.

2276. On August 31, 1988, approximately 500 gallons of 10% sulfuric acid solution were discharged to the Joint Meeting due to a spill into the pretreatment system from the Phelps Dodge Site. The Joint Meeting issued a Notice of Violation to Phelps Dodge after samples of effluent taken from the Phelps Dodge Site contained non-compliant levels of copper, cadmium, oil and grease, and pH.

2277. On May 26, 1990, 700 gallons of 10% sulfuric acid discharged due to an overflow in the pickling operation at the Phelps Dodge Site.

2278. On information and belief, the Joint Meeting issued a notice of violation ("NOV") to Phelps Dodge for copper, pH, and oil and grease, which exceeded permitted levels during sampling in June 1990.

2279. The Joint Meeting issued numerous NOV’s from 1985 to 1999 to Phelps Dodge for exceeding limits on copper, oil and grease in the plant effluent from the Phelps Dodge Site.

2280. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Phelps Dodge Site.

2281. In 1978, the United States Coast Guard requested the cleanup of a drum staging area at the Phelps Dodge Site by the waterfront.

2282. On information and belief, a dye tracing study was conducted on the Phelps Dodge Site sewers to locate non-compliant sources of copper, oil, and grease. The study found that poor housekeeping and process leaks/discharges were two major causes of non-compliance. Housekeeping problems at the Phelps Dodge Site included the build up of copper fines, chips and parts on the
production floor and, as a consequence, the plant’s sewer system. Many of the process tanks and other equipment had leaks and/or drained to floor drains tied into the sewer system.

2283. Phelps Dodge Industries, Inc., individually and as successor to Phelps Dodge Copper Products Corporation, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Phelps Dodge Site and released into the Newark Bay Complex via the Arthur Kill.

**Praxair Site**

2284. The Praxair, Inc. property is located at 360 Avenue P in Newark, Essex County, New Jersey (the “Praxair Site”). At one time, the address of the Praxair Site was 351 Doremus Avenue.

2285. The Praxair Site is on the east side of Avenue P, less than one-half mile west of the Passaic River. Overland flow, direct discharges, and sheet storm water runoff from the Praxair Site are received by Plum Creek, a tributary of the Passaic River, by way of a ditch abutting the east side of the site running south to Plum Creek and, on information and belief, by way of storm sewers, including the Avenue P storm sewer, with outfalls on Plum Creek or the Passaic River.

2286. In 1917, Union Carbide & Carbon Corporation acquired the stock of Linde Air Products Co., a manufacturer of acetylene and other industrial gases. As early as 1919, Linde Air Products Co. or its subsidiary, Linde Gases of the Mid-Atlantic, Inc., owned and operated a facility at the Praxair Site for the manufacture and sale of acetylene and other industrial gases.

2287. In 1957, Union Carbide & Carbon Corporation changed its name to Union Carbide Corporation. In 1989, Union Carbide Corporation’s industrial gas business was incorporated as Union Carbide Industrial Gases Inc. Thereafter, on information and belief, either Union Carbide Industrial Gases Inc., Linde Air Products Co. or Linde Gases of the Mid-Atlantic, Inc. owned and operated the Praxair Site facility.

2288. On information and belief, manufacturing and distribution operations at the Praxair Site were discontinued on or about July 30, 1990, but Union Carbide Industrial Gases Inc., Linde Air Products Co. or Linde Gases of the Mid-Atlantic, Inc. continued to own the Praxair Site facility.
2289. In 1992, Union Carbide Industrial Gases Inc. was spun off as an independent, publicly traded company and its name was changed to Praxair, Inc.

2290. Praxair, Inc. is the successor-in-interest to Linde Air Products Co., Linde-Gases of the Mid-Atlantic, Inc. and Union Carbide Industrial Gases Inc., and, therefore, succeeds to the environmental liabilities of such entities related to the Praxair Site.

2291. Praxair, Inc. or its predecessors-in-interest owned and operated a facility at the Praxair Site for the production of acetylene gas. Other operations at the Praxair Site included the storage and transfer of oxygen, liquid propane, nitrogen, argon, helium, carbon dioxide, nitrous oxide, and other industrial gases from bulk storage tanks to cylinders.

2292. Hazardous Substances used, produced, or stored at the Praxair Site include: 1,1,1-trichloroethane; acetone; ammonia; ammonium hydroxide; calcium carbide; chlorine; dimethylamine; ethylene glycol; ethylene oxide; ferric chloride; hydrogen chloride; hydrogen sulfide; methanol; methyl bromide; methyl chloride; methyl mercaptan; monomethyl amine; nitric oxide; phosgene; phosphine; potassium hydroxide; propylene oxide; and trimethylamine.

2293. Slurry waste from the manufacture of acetylene at the Praxair Site was discharged into a large, unlined pond and into aboveground storage tanks. Slurry waste was periodically spilled or otherwise discharged to the ground and to Plum Creek, a tributary of the Passaic River.

2294. Spent solvents, stripping solutions or other effluents containing Hazardous Substances used to clean gas storage cylinders at the Praxair Site occasionally leaked, spilled, or were otherwise discharged to the ground in the vicinity of cylinder stripping sump.

2295. More than two thousand acetylene cylinders were buried at the Praxair Site in the vicinity of the pond at the Praxair Site, some of which contained residual acetone.

2296. Compressor lubrication, vacuum pump oil, and waste oil stored in aboveground storage tanks at the Praxair Site occasionally leaked, spilled, or were otherwise discharged to the ground.

2297. Hydrostatic testing water, compressor and cylinder cooling water, and boiler blow down from the Praxair Site were discharged into Plum Creek.
2298. Surface discharges, leaks and spills, leachate, seepage, overland flow, sheet storm water runoff, and flood waters carried Hazardous Substances from the Praxair Site by way of Plum Creek or by other means into the Passaic River.

2299. Soil samples taken in the vicinity of the pond at the Praxair Site confirmed the presence of Hazardous Substances including, but not limited to, arsenic, copper, lead, zinc, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, benzo(g,h,i)perylene, chrysene, dibenzo(a,h)anthracene, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene, phenanthrene, and pyrene.

2300. Soil samples taken in the transformer area of the Praxair Site confirmed the presence of arochlor 1254.

2301. Soil samples taken in the cylinder stripping sump area of the Praxair Site confirmed the presence of Hazardous Substances including, but not limited to, arsenic, beryllium, chromium, copper, lead, and zinc.

2302. Soil samples taken on Plum Creek downstream of the Praxair Site confirmed the presence of copper, lead, and zinc. Sediment samples from the Passaic River in the vicinity of the mouth of Plum Creek also confirmed the presence of copper, lead, zinc, anthracene, benzo(a)anthracene, benzo(b)fluoranthene, benzo(a)pyrene, chrysene, fluoranthene, indeno(1,2,3-cd)pyrene, phenanthrene, pyrene, arochlor 1254, and other Hazardous Substances.

2303. Praxair, Inc., is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Praxair Site and released into the Newark Bay Complex.

The Procter & Gamble Site

2304. The Procter & Gamble Manufacturing Corporation’s (“P&GMC”) Port Ivory Plant was formerly located at 40 Western Avenue, Staten Island, New York, also designated as Block 01400, Lot 0001 and Block 01338, Lot 0001 on the tax maps of the City of Staten Island, Richmond County, New York (the “Procter & Gamble Site”).
2305. The Procter & Gamble Site consists of 124 acres of land on Western Avenue in Staten Island, New York, and is bordered by the Richmond Terrace roadway to the north and by Bridge Creek to the west. The majority of the site is bisected by Western Avenue which traverses the site in a generally north-to-south direction. A portion of the Procter & Gamble Site lies north of Richmond Terrace and directly fronts the Arthur Kill and Newark Bay.

2306. P&GMC was incorporated in Ohio on May 23, 1910. Upon information and belief, P&GMC was the former owner and operator of the Procter & Gamble Site from approximately October 1907 until between 2001 and 2003, when the Procter & Gamble Site was sold to other entities, including the Port Authority of New York and New Jersey.

2307. From 1907 until approximately November 15, 1991, P&GMC’s operations at the Procter & Gamble Site included the manufacture of powdered and granulated detergents, framed bar soaps, flaked, chipped, powdered, and granulated soaps, naphtha, food shortenings, oils, orange juice, and prepared baking mixes.

2308. On July 31, 1986, P&GMC reported to the New York State Department of Environmental Conservation ("NYSDEC") that P&GMC “formulated pesticides” at the Procter & Gamble Site.

2309. Upon information and belief, P&GMC utilized, processed, handled, stored, or otherwise used Hazardous Substances at the Procter & Gamble Site, including, but not limited to, ammonia, glycol ethers, nickel compounds, sodium hydroxide, sulfuric acid, and zinc compounds.

2310. Upon information and belief, wastewater generated at the Procter & Gamble Site was discharged into the Port Richmond Combined Sewer System through a sewer along Richmond Terrace.

2311. The Port Richmond treatment plant was not constructed until 1953. From 1907 until at least 1953, all wastewater generated at the Procter & Gamble Site was discharged into the Newark Bay Complex without treatment.

2312. Upon information and belief, process wastewater generated at the Procter & Gamble Site and discharged into the Port Richmond System flowed through regulator R-1W, also known as the
Holland Avenue Outfall PR-024. During wet-weather events, periods of peak flow, mechanical failures, or otherwise, regulator R-1W discharged untreated wastewater, including flow from the Procter & Gamble Site, directly into Newark Bay.

2313. P&GMC discharged storm water runoff from process areas, cooling water from plant operations, HVAC condensate from plant operations, and boiler blow-down wastewater through at least four outfalls, which discharged into the Arthur Kill, Newark Bay, and/or Bridge Creek, a tributary of Newark Bay.

2314. On November 20, 1981, state inspectors noted that solid and/or hazardous wastes were generated at the Procter & Gamble Site, including, waste lube oil, spent nickel catalyst, tailings and still bottoms from hydrolizing operations, sludge from grease traps, residues from acid and alkali tank cleaning activities, dust from air pollution equipment, and off-specification products.

2315. In 1987, the EPA reported that P&GMC discharged wastewater containing Hazardous Substances and other compounds, including, ammonia, glycol ethers, nickel, sodium hydroxide (solution), sodium sulfate (solution), sulfuric acid, and zinc compounds to the Port Richmond Combined Sewer System.

2316. In 1987, the EPA reported that the Procter & Gamble Site generated approximately 430,000 gallons of process and sanitary wastewater per day, 45,000 gallons of cooling water per day, and 35,000 gallons of boiler feed water per day.

2317. In May 1987, an investigation was conducted by the New York City Department of Environmental Protection ("NYCDEP") after a pale green discolored wastewater with a perfume smell was detected in influent entering the Port Richmond treatment plant. The NYCDEP investigation revealed that a spill of concentrated perfume had occurred at the Procter & Gamble Site on May 13, 1987, and the wastewater from the spill was subsequently discharged by P&GMC into the Port Richmond Combined Sewer System. In a Decision and Order dated July 21, 1987, P&GMC was cited for violating the New York City sewer use regulation and was assessed a penalty by the New York Environmental
Control Board ("NYECB") for failure to report the spill of concentrated perfume into the Port Richmond Combined Sewer System.

2318. On or about August 6, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 11.8 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2319. On or about August 7, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 11.5 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2320. On or about August 8, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 11.5 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2321. On or about August 9, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 11.9 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2322. On or about August 19, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 12 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2323. On or about August 20, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 11.2 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2324. On or about August 30, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 10.8 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2325. On or about August 31, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 10.5 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.
2326. On or about September 1, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 10.5 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2327. On or about September 7, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 10.8 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2328. On or about September 8, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 12 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2329. On or about September 9, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 11.9 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2330. On or about September 10, 1988, the NYECB issued a notice of violation to P&GMC for discharging industrial wastewater having a pH level of 11.6 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2331. On or about February 1, 1989, the NYECB issued two notices of violation to P&GMC for discharging industrial wastewater having a pH level of 11 into the Port Richmond Combined Sewer System, which was in excess of permitted limits.

2332. In March 1989, the Bureau of Waste Water Treatment of the City of New York (the “Bureau”) conducted an investigation of wastewater generated at the Procter & Gamble Site and discovered that P&GMC was unlawfully discharging hazardous waste into the Port Richmond Combined Sewer System. On April 13, 1989, the Bureau reported that elevated levels of lead and zinc were detected in the Procter & Gamble Site’s wastewater. The lead and zinc contaminants were traced to fly ash and bottom ash generated in the wood-fired boiler located on the Procter & Gamble Site. The Bureau reported that an estimated fifty pounds of lead and eighty pounds of zinc were discharged daily by P&GMC from the Procter & Gamble Site into the Port Richmond Combined Sewer System.
2333. Upon information and belief, spills, leaks, and/or poor housekeeping practices resulted in discharges of Hazardous Substances and other compounds to and from the Procter & Gamble Site.

2334. P&GMC is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Procter & Gamble Site and released into the Newark Bay Complex.

Public Service Electric and Gas Company City Dock Street Site

2335. The Public Service Electric and Gas Company (“PSE&G”) is the current owner of a 1.6 acre parcel comprised of a portion of the tax parcel identified as Block 134, Lot 10 in Newark, New Jersey (“PSE&G City Dock Street Site”). The PSE&G City Dock Street Site is bounded by the former PSE&G Coal Street Site to the north, the Passaic River to the east, City Dock Street and Newark’s Penn Station to the south, and River Street and the Newark Legal Center (Riverfront Plaza) to the west.

2336. The PSE&G City Dock Street Site was operated as a power generating facility as far back as the late 1800s. By 1892, Newark Light and Power Company owned and operated all or a portion of the PSE&G City Dock Street Site. In 1905, United Electric Company acquired the site and continued electric generating operations. By 1908, the site was under the sole operation of Public Service Corporation, and was operated as a power generating facility. Sometime between 1908 and 1973, the site came under the operation of Public Service Electric & Gas Company (“PSE&G”). The Public Service Corporation became PSE&G in approximately 1924. PSE&G continued power generating operations on the PSE&G City Dock Street Site until approximately 2000.

2337. PSE&G stored, used, and manufactured Hazardous Substances and other compounds at the PSE&G City Dock Street Site, including, but not limited to, PCBs, mercury, and battery acid.

2338. Hazardous Substances and other compounds have been detected in the soil at the PSE&G City Dock Street Site, including, but not limited to, PCBs, PAHs, arsenic, lead, TPHCs, copper, and zinc.

2339. The PSE&G City Dock Street Site abuts the Passaic River which received direct discharges, overland flow, and sheet stormwater runoff directly from the PSE&G City Dock Street Site.
2340. Hazardous Substances and other compounds have been detected in the groundwater at the PSE&G City Dock Street Site, including, but not limited to, PAHs, PCE, and arsenic.

2341. Upon information and belief, groundwater at the PSE&G City Dock Street Site flows to the Passaic River. Upon information and belief, Hazardous Substances and other compounds discharged by PSE&G to the groundwater at the PSE&G City Dock Site discharged into the Passaic River.

2342. PSE&G is a “discharger” and a Person “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G City Dock Street Site and released into the Newark Bay Complex.

Public Service Electric and Gas Company Coal Street Site

2343. PSE&G is the current owner of an approximately six acre parcel of land comprised of Block 134, Lot 10; Block 133, Lot 1; and Block 130, Lots 1 and 12 in Newark, New Jersey (the “PSE&G Coal Street Site”). The PS&EG Coal Street Site is located on the western shore of the Passaic River, and is bordered on the east by the Passaic River, on the west by River Street, on the north by a vacant lot, and on the south by PSE&G’s City Dock Substation.

2344. From approximately 1894 to 1898, Consolidated Traction Company owned and operated a street railway service station at the PSE&G Coal Street Site. In 1898, Consolidated Traction Company leased the property to North Jersey Street Railway Company which continued the street railway operations until 1905, when operations expanded to include light and power generating operations. In 1907, North Jersey Street Railway Company merged into Public Service Railway Company. In 1908, a steam pipeline was added, adding a second means of generating power to the railway operations. Public Service Railway Company continued to operate the PSE&G Coal Street Site from 1908 until 1910, when it merged into Public Service Electric Company. Public Service Electric Company continued railway and power generating operations until 1924, when it merged into PSE&G. PSE&G continued the railway and power generating operations until 1926, when the power generating operations ceased and only the railway operations were maintained. After June 1928, PSE&G used the PSE&G Coal Street Site as a
vehicle maintenance garage, which continued until sometime in the 1980s. PSE&G demolished the PSE&G Coal Street Site building in 1990.

2345. PSE&G stored, used, and manufactured Hazardous Substances and other compounds at the PSE&G Coal Street Site, including, but not limited to, TPHs, PCBs, PAHs, zinc, heptachlor, beryllium, cadmium, chromium, copper, lead, nickel, antimony, benzo(a)anthracene, benzo(a)pyrene, indeno(1,2,3-cd)anthracene, and benzo(b)/k)fluoranthene.

2346. Hazardous Substances and other compounds have been detected in the soil at the PSE&G Coal Street Site, including, but not limited to, petroleum hydrocarbons, PCBs, metals, and PAHs.

2347. The PSE&G Coal Street Site abuts the Passaic River which received direct discharges, overland flow, and sheet stormwater runoff directly from the PSE&G Coal Street Site.

2348. Hazardous Substances and other compounds have been detected in the groundwater at the PSE&G Coal Street Site, including, but not limited to, cadmium.

2349. Upon information and belief, groundwater at the PSE&G Coal Street Site flows to the Passaic River. Upon information and belief, Hazardous Substances and other compounds discharged by PSE&G to the groundwater at the PSE&G Coal Street Site have discharged into the Passaic River.

2350. PSE&G is a “discharger” and a Person “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G Coal Street Site and released into the Newark Bay Complex.

**Public Service Electric and Gas Company Essex Site**

2351. PSEG Power LLC is the current owner of property located at 155 Raymond Boulevard in Newark, Essex County, New Jersey (the “PSEG Essex Site”). The PSEG Essex Site is bounded to the north and east by the Passaic River, to the south by the Lawyer’s Ditch and the Pulaski Skyway Right-Of-Way, and to the west by New Jersey Turnpike and the former Passaic Branch of the New York Bay Rail Road. Lawyer’s Ditch discharges into the Passaic River.
2352. PSE&G acquired the PSE&G Essex Site through a series of transactions from 1915 through 1987. In August 2000, PSE&G transferred the PSE&G Essex Site to PSEG Power LLC. PSEG Power LLC assumed any environmental liabilities of PSE&G associated with the PSE&G Essex Site.

2353. PSE&G utilized the PSE&G Essex Site as an electric generation and switching station. Early power generation was by coal-fired boilers that generated thermal energy in the form of steam. This thermal energy was converted to electrical energy via steam-driven turbines and generators. Coal was delivered to the PSE&G Essex Site by barge and rail car and stored in indoor coal bunkers or outside in a coal yard. The outside coal storage area at the PSE&G Essex Site did not have a containment system. On occasion, coal was spilled into the Passaic River during coal barge unloading operations. The coal PSE&G used at the site contained Hazardous Substances.

2354. PSE&G’s burning of coal resulted in the production of coal bottom ash, which was quenched with river water and transported to an ash pit on the PSE&G Essex Site. On information and belief, the ash deposited on the PSE&G Essex Site contained the following substances: antimony, arsenic, barium, cadmium, chromium, copper, lead, mercury, nickel, selenium, silver, thallium, vanadium, manganese, and zinc.

2355. The water which accumulated in the ash pit on the PSE&G Essex Site was decanted via a pipe and discharged into the Passaic River. Ash generated after 1947 was quenched with river water and sluiced out to ash lakes, which had an overflow piping system for discharging ash lake overflow directly to the Passaic River. On information and belief, the water overflow from the ash pit and ash lakes that was discharged to the Passaic River by PSE&G contained Hazardous Substances.

2356. Certain wastewater effluents were routed to a naturally occurring on-site drainage ditch at the PSE&G Essex Site, which flowed into the Passaic River.

2357. PSE&G discharged process wastewaters, including water used in condenser and boiler cleansing into the Passaic River. PSE&G used hydrochloric acid and sodium cyanide in its cleaning processes and discharged these substances into the Passaic River. Other substances which PSE&G
discharged into the Passaic River as a result of the cleaning and maintenance of equipment include copper, zinc, and ash residue.

2358. PSE&G chlorinated water from the Passaic River, used it as non-contact cooling water, and discharged the chlorinated water into the Passaic River.

2359. In January 1973, workmen at the PSE&G Essex Site discarded approximately eight 5-gallon cans of tar into the Passaic River.

2360. In June and July 1973, PSE&G discharged fuel oil from the PSE&G Essex Site into the Passaic River.

2361. In November 1974, PSE&G discharged fuel oil from the PSE&G Essex Site into the Passaic River.

2362. In January 1976, the PVSC observed PSE&G employees pumping a black oily liquid from a manhole near the PSE&G Essex Site to the ground where it flowed to Lawyer's Creek, a tributary of the Passaic River.

2363. In January 1991, a kerosene leak occurred in an underground fuel oil delivery line at the PSE&G Essex Site. Approximately 13,000 gallons of kerosene were discharged onto the ground, some of which was discharged to the Passaic River.

2364. Substances detected in the soil at the PSE&G Essex Site include: benzo(a)anthracene, chrysene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, ideno(1,2,3-cd)pyrene, 1,1-dichloroethane, 1,1,1-trichloroethane, ethylbenzene, and xylenes.

2365. Surface water at the PSE&G Essex Site was piped to the Passaic River and the PSE&G Essex Site flooded on at least one occasion.

2366. Substances detected in the groundwater at the PSE&G Essex Site include 1,1,2,2-tetrachloroethane, naphthalene, bis(2-ethylhexyl)phthalate, and benzene.

2367. On September 19, 2003, the NJDEP issued Directive No. 1 In the Matter of the Lower Passaic River in which NJDEP found that Hazardous Substances were discharged at the PSE&G Essex Site and that those Hazardous Substances are and/or have emanated into the Lower Passaic River.
NJDEP further determined that PSE&G is a Person, pursuant to the Spill Act, in any way responsible for the Hazardous Substances that were discharged at the PSE&G Essex Site.

2368. On or about July 1, 1997, EPA sent a General Notice Letter notifying PSE&G of its potential liability for Response costs relating to the Passaic River Study Area as the result of the Release of Hazardous Substances from the PSE&G Essex Site.

2369. On or about September 15, 2003, EPA sent a General Notice Letter notifying PSE&G of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the PSE&G Essex Site.

2370. PSE&G is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G Essex Site and released into the Newark Bay Complex.

Public Service Electric and Gas Company Front Street Site

2371. PSE&G and its predecessors owned and operated an approximately three acre parcel located on Route 21, adjacent to the Passaic River between Lombardy Place and Fulton Street in Newark, New Jersey (the “PSE&G Front Street Site”). The PSE&G Front Street Site consists of two parcels: Parcel 1 (Block 3, Lot 13, and Block 4, Lot 1 on the tax map of the City of Newark) encompasses approximately 2.7 acres and is bordered by a restaurant to the north, the Passaic River to the east, a public parking facility to the south, and McCarter Highway (Route 21) to the west; and Parcel 2 (Block 14, Lot 28 on the tax map of the City of Newark) encompasses an area of approximately 0.23 acres and is bordered by Lombardy Street to the north, McCarter Highway to east and public parking facilities to the south and west.

2372. From approximately 1869 until approximately 1937, PSE&G and its predecessors owned and operated a manufactured gas plant at the PSE&G Front Street Site. The PSE&G Front Street Site was subsequently used as a gas holding facility, and later as district operations headquarters for PSE&G.

2373. Citizens Gas Light Company of Newark (“Citizens”) was organized in 1868. Citizens acquired a part of Parcel 1 of the PSE&G Front Street Site between 1869 and 1872. In 1884, Citizens acquired the remainder of Parcel 1 of the PSE&G Front Street Site. In 1891, Citizens acquired part of
Parcel 2 of the PSE&G Front Street Site. In 1895, Citizens merged with others to form Newark Gas Company. Additional mergers occurred to form Newark Consolidated Gas Company in 1898. Newark Consolidated Gas Company leased its property, plant and franchises to United Gas Improvement Company who, in turn, leased such assets to the Essex and Hudson Gas Company. In 1903, the remainder of Parcel 2 was acquired and the whole PSE&G Front Street Site was leased to Public Service Corporation of New Jersey. In 1909, Public Service Corporation assigned its lease in the PSE&G Front Street Site to Public Service Gas Company. In 1924, Public Service Gas Company merged with Public Service Electric Company to form PSE&G. In 1939, both Newark Consolidated Gas Company and Essex and Hudson Gas Company were merged into PSE&G.

2374. PSE&G stored, used, and manufactured Hazardous Substances and other compounds at the PSE&G Front Street Site, including, but not limited to, ammonia, ammonium sulfate, light oils, sulfur, ash, clinker, heavy metals, cyanides, coal, coke, ethane, fuel oil, methane, naphtha, petroleum oil, tar, and PAHs.

2375. PSE&G’s operations included coal gassification and coal burning, which are associated with the generation of dioxin compounds.

2376. Hazardous Substances and other compounds have been detected in the soil at the PSE&G Front Street Site, including, but not limited to, cyanide, benzene, metals, tar, PAHs, and VOCs. By the end of 2003, PSE&G had excavated more than 250,000 tons of contaminated soil at the PSE&G Front Street Site to address manufactured gas plant related soil and groundwater contamination.

2377. A portion of the PSE&G Front Street Site abuts the Passaic River, which received direct discharges, overland flow, and sheet stormwater runoff directly from the PSE&G Front Street Site.

2378. Upon information and belief, the PSE&G Front Street Site flooded at various times. Upon information and belief, the advancing and receding floodwaters eroded and transported Hazardous Substances and other compounds from on-site soils at the PSE&G Front Street Site into the Passaic River.
2379. Hazardous Substances and other compounds have been detected in the groundwater at the PSE&G Front Street Site, including, but not limited to, manufactured gas plant residuals such as BTEX and naphthalene, as well as arsenic, lead, thallium, and aluminum.

2380. Upon information and belief, groundwater at the PSE&G Front Street Site flows to the Passaic River. Upon information and belief, Hazardous Substances and other compounds discharged by PSE&G to the groundwater at the PSE&G Front Street Site discharged into the Passaic River.

2381. Hazardous Substances and other compounds similar to those that have been discharged at the PSE&G Front Street Site have been detected in sediment core samples taken from the Passaic River adjacent to the PSE&G Front Street Site, including, but not limited to, dioxin, acenaphthylene, acenaphthene, fluoranthene, pyrene, benzo(a)anthracene, chrysene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, aroclor, beryllium, cadmium, lead, mercury, nickel, and vanadium.

2382. Borings taken by the U.S. Army Corps of Engineers in the Passaic River at or near the PSE&G Front Street Site revealed the presence of free product, black staining, and petroleum hydrocarbon odors.

2383. PSE&G is a “discharger” and a Person “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G Front Street Site and released into the Newark Bay Complex.

Public Service Electric and Gas Company Harrison Site

2384. On information and belief, PSE&G is the current owner of a parcel consisting of approximately thirty acres located at 2000 Frank E. Rodgers Boulevard (formerly South 4th Street), Harrison, Hudson County, New Jersey, and is designated as Block 78, Lot 1 on the tax map of the Township of Harrison, Hudson County (the “PSE&G Harrison Site”). The PSE&G Harrison Site is located on the east side of the Passaic River between Frank E. Rodgers Boulevard and the former Newark Penn-Central Railroad Line. The boundaries of the site form an approximate triangle bordered on the west/northwest by the railroad line, on the east by Frank E. Rodgers Boulevard, and on the
south/southwest by the Passaic River. The southern/southwestern boundary of the PSE&G Harrison Site consists of approximately 1,600 feet of Passaic River shoreline.

2385. The PSE&G Harrison Site was acquired over a period from 1884 to 1924 by the Newark Consolidated Gas Company. On information and belief, the Essex and Hudson Gas Company began operating at the PSE&G Harrison Site in 1898 pursuant to a lease. On information and belief, the Newark Consolidated Gas Company and the Essex and Hudson Gas Company merged with and into PSE&G in 1939. As a result, PSE&G is the successor to the Newark Consolidated Gas Company and the Essex and Hudson Gas Company.

2386. Commercial operations at the PSE&G Harrison Site commenced in 1902. From that time until 1926, the PSE&G Harrison Site was utilized for the storage of oil and manufactured gas. A gas manufacturing plant was constructed at the PSE&G Harrison Site during the period of 1924-1926, and the gas plant began commercial operation in October of 1926. Dismantlement of the plant began in 1988, but the PSE&G Harrison Site remains in operation as a natural gas metering and regulating station. PSE&G continues to receive liquefied petroleum gas/air peak shaving gases at the PSE&G Site to supplement natural gas supplies during periods of peak demand.

2387. PSE&G used coal, which contained Hazardous Substances, at the PSE&G Harrison Site. The outside coal storage area at the PSE&G Harrison Site did not have a containment system.

2388. Tars utilized at the PSE&G Harrison Site by PSE&G contained, among other substances, arsenic, beryllium, cadmium, chromium, cyanides, lead, nickel, selenium, vanadium, and PAHs including naphthalene, fluorene, anthracene, pyrene, chrysene, benzo(a)anthracene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, and dibenz(a,h)anthracene.

2389. On information and belief, process wastewater at the PSE&G Harrison Site was discharged to the Passaic River from the commencement of commercial operations at the site until at least January 1979, at which time effluent was diverted to the PVSC’s sewer system. On information and belief, the process wastewater that PSE&G discharged to the Passaic River contained Hazardous Substances.
2390. The process wastewater generated at the PSE&G Harrison Site included tarry water. According to PSE&G, the tarry water probably contained tar droplets. PSE&G has stated that quench water that is representative of the tarry water discharged at the PSE&G Harrison Site includes benzene, toluene, ethylbenzene,acenaphthylene, acenaphthene, fluorene, anthracene, pyrene, fluoranthene, chrysene, benz(a)anthracene, benzo(a)pyrene, arsenic, and selenium.

2391. Combustion of coal and coke at the PSE&G Harrison Site produced an ash residual which was quenched with water in an ash pit. On information and belief, the ash contained arsenic, barium, chromium, copper, nickel and zinc. Excess water in the ash pit was routed via an overflow pipe to a stormwater catch basin and then discharged to the Passaic River. According to PSE&G, relevant literature indicates that the excess water discharged from the ash pit on the PSE&G Harrison Site contained barium, chromium, copper, nickel, and zinc.

2392. In 1969, the NJDOH performed a site inspection and observed ponds on the PSE&G Harrison Site in which PSE&G had been collecting an oily/water mixture from historical leaks. The NJDOH determined that an oil slick on the Passaic River emanated from the PSE&G Harrison Site and issued an administrative order to PSE&G. The NJDOH concluded that PSE&G was discharging harmful, deleterious and polluting matter from a sewer or drain into the Passaic River.

2393. In January 1977, discolored oily water was observed discharging into the Passaic River from the tar separator at the PSE&G Harrison Site. The United States Coast Guard Service issued a notice of violation to PSE&G for the discharge of oily water to the Passaic River.

2394. In December 1979, a leaking fuel line at the PSE&G Harrison Site discharged kerosene to subsurface soil. The kerosene traveled to a storm drain, through the drain system on the PSE&G Harrison Site and into the Passaic River.

2395. In July 1981, a transfer line containing tar discharged tar into the PSE&G Harrison Site’s drain system and into the Passaic River. The United States Coast Guard Service issued a notice of violation to PSE&G for this incident.
2396. In October 1983, a transfer line discharged tarry water into the PSE&G Harrison Site’s drain system and into the Passaic River. The United States Coast Guard Service issued a notice of violation to PSE&G for this incident.

2397. In May and August of 1994, an oil seep from the PSE&G Harrison Site was observed on the banks of the Lower Passaic River. NJDEP suspected that the May 1994 seep was caused by coal tar leaching into the Passaic River from soil contamination at the PSE&G Harrison Site.

2398. In 1987, PSE&G reported that soil at the PSE&G Harrison Site was contaminated with tars and oxides. In 1995, PSE&G reported that soil was also contaminated with PAHs. Hazardous Substances and other compounds detected in the soil at the PSE&G Harrison Site include: aluminum, antimony, arsenic, barium, beryllium, cadmium, chromium, iron, manganese, mercury, nickel, 2-methylnaphthalene, acenaphthylene, acenaphthene, benzo(a)anthracene, chrysene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, ideno(1,2,3-cd)pyrene, dibenz(a,h)anthracene, benzo(g,h,i)perylene, benzene, and xylene.

2399. The PSE&G Harrison Site flooded periodically and the Passaic River bank which bordered the site was eroded by floods and tidal waters. Stormwater at the PSE&G Harrison Site was collected through a series of catch basins at the PSE&G Harrison Site and discharged to the Passaic River.

2400. Hazardous Substances and other compounds detected in the groundwater at the PSE&G Harrison Site include: benzene, chloroform, tetrachloroethene, trichloroethene, xylenes, benzo(a)pyrene, benzo(b)fluoranthene, bis(2-ethylhexyl)phthalate, chrysene, dibenz(a,h)anthracene, 2-methylnaphthalene, naphthalene, phenanthrene, aluminum, arsenic, barium, beryllium, cadmium, chromium, cobalt, copper, iron, lead, manganese, mercury, and nickel. Shallow groundwater at the PSE&G Harrison Site flows towards and discharges into the Passaic River.

2401. On September 19, 2003, the NJDEP issued Directive No. 1 In the Matter of the Lower Passaic River in which NJDEP found that Hazardous Substances were discharged at the PSE&G Harrison Site and that those Hazardous Substances are and/or have emanated into the Lower Passaic River.
NJDEP further determined that PSE&G was a Person, pursuant to the Spill Act, in any way responsible for the Hazardous Substances that were discharged at the PSE&G Harrison Site.

2402. On or about July 1, 1997, EPA sent a General Notice Letter notifying PSE&G of its potential liability for Response costs relating to the Passaic River Study Area as the result of the Release of Hazardous Substances from the PSE&G Harrison Site.

2403. On or about September 15, 2003, EPA sent a General Notice Letter notifying PSE&G of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the PSE&G Harrison Site.

2404. PSE&G is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G Harrison Site and released into the Newark Bay Complex

**Public Service Electric and Gas Company Hudson Site**

2405. PSEG Fossil LLC (“PSEG Fossil”) is the current owner of an approximately 250 acre property located at Duffield and Van Keuren Avenues, Jersey City, New Jersey (the “PSE&G Hudson Site”). The PSE&G Hudson Site borders the Hackensack River and is located approximately three miles upstream of Newark Bay.

2406. PSEG Fossil operates the Hudson Generating Station at the PSE&G Hudson Site. The Hudson Generating Station was built on the site of the former Marion Generating Station. The Marion Generating Station was the first Public Service Electric and Gas Company plant and it started operating in 1906.

2407. The Hudson Generating Station is a two-unit, 991 megawatt station. Unit 1 of the Hudson Generating Station was installed in 1964 and it runs mainly on natural gas but can also run on oil. Unit 2 of the Hudson Generating Station was installed in 1968 and it runs mainly on coal but can also run on natural gas or oil.

2408. On information and belief, PSE&G operated at the PSE&G Hudson Site from 1906 until approximately 2000. On information and belief, PSE&G transferred ownership of the PSE&G Hudson
Site and Hudson Generating Station to PSEG Power in the year 2000. On information and belief, PSEG Fossil is the current owner of the PSE&G Hudson Site.

2409. At one time, the PSE&G Hudson Site had at least thirteen discharge points to the Hackensack River. On information and belief, the PSE&G Hudson Site currently has nine outfalls that discharge to the Hackensack River.

2410. In 1970, the NJDOH observed an ash disposal lake at the PSE&G Hudson Site overflowing and discharging into the Hackensack River.

2411. In 1978, grayish-brown liquid, resembling slurried fly ash material, was observed discharging from a pipe at the PSE&G Hudson Site to a meadow area in the vicinity of Penhorn Creek, which is a tributary of the Hackensack River.

2412. In March of 1990, PSE&G discharged sulfuric acid from the PSE&G Hudson Site into the Hackensack River.

2413. In December 1991, PSE&G discharged lube oil from the PSE&G Hudson Site into the Hackensack River.

2414. In an internal memorandum dated October 14, 1992, NJDEP personnel concluded that there was a definite net load of several metals through each of the outfalls from the PSE&G Hudson Site to the Hackensack River and that PSE&G was definitely contributing to the pollutant load in the Hackensack River.

2415. In May 1993, PSE&G discharged fly ash mixed with water to a storm drain and this material was released into the Hackensack River.

2416. In June of 1995, PSE&G discharged oil from the PSE&G Hudson Site into the Hackensack River.

2417. In 1996, PSE&G bypassed its wastewater treatment plant at the PSE&G Hudson Site and discharged partially processed wastewater into the Passaic River.

2418. In 2003, PSEG Fossil discharged hydraulic oil from the PSE&G Hudson Site into the Hackensack River.
2419. In 2005, PSEG Fossil discharged partially treated processed wastewater to the surrounding soil at the PSE&G Hudson Site and the Hackensack River.

2420. PSE&G and PSEG Fossil are “dischargers” and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G Hudson Site and released into the Newark Bay Complex.

Public Service Electric and Gas Kearny Site

2421. On information and belief, PSEG Fossil is the current owner of an approximately 90 acre property located at the foot of Hackensack Avenue in Kearny, New Jersey (“PSE&G Kearny Site”). The PSE&G Kearny Site is bordered on the east by the Hackensack River and is located approximately 2.4 miles from Newark Bay. The PSE&G Kearny Site is situated within the 100-year flood plain.

2422. The PSE&G Kearny Site consists of a fossil-fueled electric power generating station. Construction at the PSE&G Kearny Site began in 1923. Before construction began at the PSE&G Kearny Site, the site was primarily marshland.

2423. The first unit of generating equipment went into service at the PSE&G Kearny Site in 1925 and was owned by Public Service Electric Power Company and leased by PSE&G.

2424. On information and belief, PSE&G became the owner of the PSE&G Kearny Site in 1927 and continued to own and operate the site until the year 2000. In 2000, PSE&G transferred the PSE&G Kearny Site to PSEG Power. On information and belief, PSEG Power transferred the PSE&G Kearny Site to PSEG Fossil.

2425. The plant at the PSE&G Kearny Site originally had six coal-fired units. Coal was delivered to the PSE&G Kearny Site by barge on the Hackensack River and by rail. Coal was stored on-site in coal pits. On information and belief, the generators at the PSE&G Kearny Site were powered by burning coal from 1925-1949.

2426. Ash generated at the PSE&G Kearny Site was conveyed to a sluicing trough, where a stream of water was used to wash the waste ash into ash pits at the site. PSE&G utilized a wastewater impoundment or crib as a settling basin for ash carried in PSE&G’s wastewaters. Water from the settling
basin and water utilized for ash sluicing was discharged into the Hackensack River via a discharge tunnel or canal.

2427. Sampling of the wastewater impoundment on the PSE&G Kearny Site revealed the presence of metals, including mercury and vanadium. On information and belief, PSE&G discharged wastewater containing metals, including mercury and vanadium, into the Hackensack River.

2428. In 1933, a mercury boiler-turbine was put into service at the PSE&G Kearny Site. From approximately 1952 until 1967, coal and fuel oil were used to power the generators at the PSE&G Kearny Site.

2429. Until at least 1966, PSE&G utilized sulfuric acid and caustic soda during the chemical regeneration and backwashing of water treatment units, which was discharged untreated into the Hackensack River.

2430. Until at least 1966, PSE&G discharged an untreated acid solution used in boiler cleaning to the Hackensack River.

2431. The PSE&G Site has a history of fuel discharges associated with the above-ground storage tanks on the site and many of these discharges have impacted the Hackensack River.

2432. In June 1971 and September 1973, PSE&G discharged oil from the PSE&G Kearny Site into the Hackensack River.

2433. In July of 1974, PSE&G discharged gas turbine fuel oil from the PSE&G Kearny Site into the Hackensack River.

2434. In April 1976, a black, oily pollutant was observed in a drainage ditch that discharged from the PSE&G Kearny Site into the Hackensack River.


2436. In June 1994, PSE&G discharged kerosene from the PSE&G Kearny Site into the Hackensack River.
2437. In 1992, PSE&G was cited by NJDEP for exceeding the permitted discharge levels for total organic carbon from the wastewater treatment plant at the PSE&G Kearny Site.

2438. In 2003, PSE&G Fossil exceeded the permitted discharge levels for petroleum hydrocarbons from the wastewater treatment plant at PSE&G Kearny Site. The wastewater treatment plant at the PSE&G Kearny Site discharges to the Hackensack River via the discharge canal on the site.

2439. Sampling at the PSE&G Site has confirmed widespread contamination of the soil and groundwater at the site.

2440. Hazardous Substances and other compounds detected in the soil at the PSE&G Kearny Site include: mercury, petroleum hydrocarbons, chromium, nickel, vanadium, arsenic, and aroclor 1260.

2441. Stormwater at the PSE&G Kearny Site was discharged to the Hackensack River via the discharge canal on the site.

2442. Mercury, vanadium, and nickel, all of which have been detected at the PSE&G Site, have also been detected in sediment samples from the Hackensack River.

2443. Hazardous Substances and other compounds detected in the groundwater at the PSE&G Kearny Site include: mercury, methyl napthalene, arsenic, and lead. Groundwater at the PSE&G Kearny Site flows toward, and discharges into, the Hackensack River.

2444. PSE&G and PSEG Fossil are Dischargers and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G Kearny Site and released into the Newark Bay Complex.

Public Service Electric and Gas Company Market Street Site

2445. PSE&G and its predecessors owned and operated a manufactured gas plant facility located along Market Street and Raymond Boulevard in Newark, New Jersey (the “PSE&G Market Street Site”). The PSE&G Market Street Site consists of 5 parcels designated on the tax maps of the City of Newark as follows: Parcel 1 (Block 171, Lots 1, 6, 8, 11, 41, and 42); Parcel 2 (Block 172, Lots 1, 3, 31, 33, and 35); Parcel 3 (Block 177, Lot 35); Parcel 4 (Block 176, Lots 1, 6, and 10); and Parcel 5 (Block
175, southern part of Lot 1). The PSE&G Market Street Site is located on the south side of the Passaic River, with some parcels bordering the Passaic River.

2446. PSE&G became owner of the PSE&G Market Street Site upon purchase of the Newark Gas and Light Company.

2447. PSE&G’s predecessor companies acquired the PSE&G Market Street Site between the years 1846 and 1906. Manufactured gas plant operations began in 1847 on Parcel 4, and expanded to Parcel 1 and Parcel 2 in the 1850s. Manufactured gas plant operations began on Parcel 3 in the 1860s and covered the balance of Parcel 4 in the 1870s and 1880s. Parcel 5 was purchased in 1902 and used as a coal storage yard. PSE&G sold portions of the PSE&G Market Street Site in separate transactions between 1943 and 1972, except for portions of Parcel 1 and Parcel 2, which remain owned by PSE&G.

2448. As PSE&G expanded its manufactured gas plant operations at the PSE&G Market Street Site, several facilities were constructed and operated on the site, including an ammonia plant, oil storage tank, underground tar tank, tar storage and ammonia liquor storage tanks, a relief holder, a water gas generating house, a filtration house, and a machine shop.

2449. The PSE&G Market Street Site operated as a manufactured gas plant from approximately 1847 to 1954, using coal, which contained Hazardous Substances, and oil to produce gas. Byproducts from the manufactured gas plant process, including petroleum-related compounds, have been identified in soils and groundwater at the site.

2450. PSE&G utilized, processed, handled, stored and/or Discharged Hazardous Substances and or other compounds at the PSE&G Market Street Site, including, but not limited to, benzene, benzo(a)anthracene; benzo(a)pyrene, benzo(b)fluoranthene, benzo(k)fluoranthene, dibenzo(a,h)anthracene, indeno(1,2,3-cd)pyrene, fluoranthene, chrysene, pyrene, naphthalene, arsenic, lead, mercury, nickel, and thallium.

2451. In November 1998, an underground storage tank was removed from Parcel 1 of the PSE&G Market Street Site. The tank was approximately 550-gallons in capacity and was constructed of single-wall, riveted steel. A two-foot section across the bottom of the tank had completely rusted away.
and numerous one to two-inch holes had rusted through in other places. The fill material underneath the tank was saturated with residual product and sludge.

2452. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the PSE&G Market Street Site.

2453. Hazardous Substances and other compounds detected in the soil at the PSE&G Market Street Site include, but are not limited to, oil-like and/or tar-like material, PAHs, volatile organic compounds, semi-volatile organic compounds, metals, methyl tert-butyl ether, beryllium, acenaphthene, anthracene, benzene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(k)fluoranthene, dibenz[a,h]anthracene, indeno(1,2,3-cd)pyrene, fluoranthene, chrysene, pyrene, naphthalene, arsenic, lead, mercury, nickel, and thallium.

2454. Non-aqueous phase liquid consisting of oil and tar material was detected in soils at the PSE&G Market Street Site. Additionally, dense non-aqueous phase liquid ("DNAPL") was detected at the PSE&G Market Street Site, with the greatest thickness of the DNAPL observed at the northern portions of the site bordering the Passaic River.

2455. Hazardous Substances and other compounds have been detected both in shallow and deep groundwater at the PSE&G Market Street Site, including, but not limited to, chloroform, benzene, toluene, chlorobenzene, ethylbenzene, styrene, xylenes, methyl tert-butyl ether, 2,4-dimethylphenol, naphthalene, 2-methylnaphthalene, phenanthrene, benzo(a)anthracene, chrysene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, dibenz[a,h]anthracene, aluminum, arsenic, cadmium, lead, manganese, and cyanide.

2456. Shallow groundwater at the PSE&G Market Street Site discharges to the Passaic River. Upon information and belief, Hazardous Substances and other compounds released by PSE&G to the groundwater at the PSE&G Market Street Site discharged into the Passaic River.
2457. PSE&G is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G Market Street Site and released into the Newark Bay Complex.

Public Service Electric and Gas Company West End Site

2458. PSE&G is the current owner of property consisting of approximately 33 acres which are divided into four parcels located at St. Paul’s and Duffield Avenue, Jersey City, New Jersey (the “PSE&G West End Site”). The PSE&G West End Site is bordered by the Hackensack River.

2459. The PSE&G West End Site was originally developed in 1868 by Peoples Gas Light Company of Hudson in 1868. The Public Service Corporation leased the PSE&G West End Site in 1903.

2460. On information and belief, Peoples Gas Light Company of Hudson merged with other companies to form the Hudson County Gas Company.

2461. The Hudson County Gas Company merged into the Public Service Corporation in 1939. The Public Service Corporation changed its name to Public Service Electric and Gas Company in 1948. PSE&G is the successor to Peoples Gas Light Company of Hudson and the Hudson County Gas Company.

2462. From 1868 to 1904, coal gas and water gas was produced at the PSE&G West End Site using coal or coke as feedstock. Carbureted water gas was produced at the PSE&G West End Site from 1904-1926 and then the plant was put on standby until 1941. Carbureted water gas was produced at the PSE&G West End Site from 1941 to 1964, and liquid petroleum air gas facilities were added at the site in 1949.

2463. From 1950 to 1964, reformed natural gas was produced at the PSE&G West End Site.

2464. From 1965 to 1985, the PSE&G West End Site served as a peak-shaving facility to supplement supplies of natural gas during periods of high demand.

2465. Waste streams produced at the PSE&G West End Site include water gas tar, carbureted water gas tar, oil gas tar, coal gas tar, pitch, light oils, ammonium sulphate, flotation sulfur, ammonia liquor, iron oxide sponge, coke, spent oxide, clinker, carbon, spent catalyst, and coal ash and slag.
Prior to 1950, PSE&G discharged ammonia liquor from washing of the manufactured gas stream to the Hackensack River.

On occasion, process wastewater bypassed the filtration plant on the PSE&G West End Site before it discharged to the Hackensack River.

In 1982, the U.S. Coast Guard issued a notice of violation to PSE&G for the discharge of a tar/oil mixture from the PSE&G West End Site to the Hackensack River.

In 1983, the U.S. Coast Guard issued a notice of violation to PSE&G for the discharge of a kerosene from the PSE&G West End Site to the Hackensack River.

In 1985, the U.S. Coast Guard issued a notice of violation to PSE&G for the discharge of waste oil from the PSE&G West End Site to the Hackensack River.

A 300-foot long open drainage ditch along the southern perimeter of the PSE&G West End Site extended to the Hackensack River. Soil samples collected from the drainage ditch confirmed the presence of benzene, PAHs, lead, arsenic and nickel.

Hazardous Substances and other compounds detected in the soil at the PSE&G West End Site include: PAHs, BTEX, volatile organic compounds including benzene, tar and oil-like material and metals.

A stormwater system existed at the PSE&G West End Site that had several discharge points to the Hackensack River.

Hazardous Substances and other compounds detected in the groundwater at the PSE&G West End Site include BTEX, arsenic, lead, PCBs, and non-aqueous phase liquids oil and tar-like layers.

Tar-like materials have been detected in river bottom sediments immediately adjacent to the PSE&G West End Site.

PSE&G is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the PSE&G West End Site and released into the Newark Bay Complex.
RCA Site

2477. The RCA Site consists of approximately 13.85 acres located at or about 415 South 5th Street, Harrison, New Jersey, and/or 1000 South 2nd Street, Harrison, New Jersey ("the RCA Site").

2478. On information and belief, operations at the RCA Site commenced in 1882 when Edison Light Works opened a factory at the site. On information and belief, Thomas Edison consolidated all of his companies under the name of Edison General Electric Company ("Edison") by 1889.

2479. On information and belief, Edison merged with Thomson-Houston Electric Company to form General Electric Company ("GE") in 1892.

2480. On information and belief, GE formed the Radio Corporation of America ("RCA") in 1919.

2481. On information and belief, RCA purchased the RCA Site in 1930 and produced radio and vacuum tubes at the site.

2482. Raw materials used by RCA at the RCA Site included trichloroethylene, methanol, barium carbonate, nickel, copper, carbon, mica, and glass.

2483. Hazardous Substances and other compounds in effluent from the plant operated by RCA at the RCA Site included: emulsified oils, oil and grease, cobalt, copper, aluminum, lead, nickel, silver, cyanides, and trichloroethylene.

2484. The RCA Site is located within the Bergen Street CSO district. The Bergen Street CSO had an overflow located at the center of Bergen Street at its westerly dead-end, which discharged into the Passaic River. Wastewater was bypassed from the PVSC main interceptor to the Passaic River at the Bergen Street overflow location during wet weather events.

2485. On information and belief, Hazardous Substances in the effluent from the RCA Site were discharged into the Passaic River from the Bergen Street overflow location.

2486. On information and belief, RCA’s operations at the RCA site ceased in 1976. On information and belief, GE acquired RCA in 1986.
2487. On information and belief, GE is responsible for environmental liabilities related to the operations at the RCA Site from 1882 until 1976.

2488. On September 11, 2006, EPA sent a General Notice Letter notifying GE of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the RCA Site.

2489. GE, as successor to Edison and RCA, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the RCA Site and released into the Newark Bay Complex.

Reichhold Albert Avenue Site

2490. Reichhold, Inc. is the current owner of property located at 46 Albert Avenue, Newark, New Jersey (the “Reichhold Albert Avenue Site”). The Reichhold Albert Avenue Site is approximately 1.5 acres in size and is bounded by Albert Avenue on the south, Cornelia Street on the east, Central Railroad of New Jersey on the west, and Lister Avenue on the north. Industrial operations began at the Reichhold Albert Avenue Site in the early 1900s.


2492. Polychrome Corporation is the successor to Cellomer Corporation. Reichhold is the successor to Polychrome Corporation. Reichhold is responsible for the acts and omissions of Cellomer Corporation and Polychrome Corporation at the Reichhold Albert Avenue Site.

2493. On or about April 26, 1973, a tank trailer loading liquid resin for Cellomer overturned at the Reichhold Albert Avenue Site. Resin flowed into the Albert Avenue storm sewer, through the Lockwood Street storm sewer and then into the Passaic River. Resin from the spill was observed in the Passaic River until at least May 1, 1973.
2494. During an October 11, 1978 inspection by NJDEP, spills and leakage were observed throughout a drum storage area on the Reichhold Albert Avenue Site.

2495. According to a study by Clinton Bogert Associates conducted for the City of Newark in 1978 and 1979, a continuous flow of viscous orange chemicals was observed leaking from drums stored on the Reichhold Albert Avenue Site and entering the Cornelia Street inlet to the Lister Avenue storm sewer. The Bogert Study noted that pollution in the Lister Avenue storm sewer resulted from spillage by Cellomer at the Reichhold Albert Avenue Site. According to the Bogert Study, an intermittent flow of water and oil from the Reichhold Albert Avenue Site was also observed entering the Cornelia Street gutter and flowing to the Albert Avenue storm sewer.

2496. On May 16, 1979, there was a varnish spill at the Reichhold Albert Avenue Site when a varnish drum was punctured and varnish ran into a catch basin on Cornelia Street.

2497. During an inspection in February of 1982, spillage was observed near the railroad tracks on the west side of the Reichhold Albert Avenue Site. Spillage from drums onto the sidewalk next to Cornelia Street was also observed, as was spillage from drums near Lister Avenue. The inspector was not permitted to photograph the poor housekeeping conditions at the Reichhold Albert Avenue Site, nor was he permitted to sample any of the spillage on the Reichhold Albert Avenue Site.

2498. Hazardous Substances and other compounds detected in the soil at the Reichhold Albert Avenue Site include: PCBs, benzene, total xylenes, ideno(1,2,3-cd)pyrene, benzo(a)anthracene, benzo(b)fluoranthene, benzo(k)fluoranthene, ethylbenzene, toluene, naphthalene, 1,2-dichloroethane, carbon tetrachloride, tetrachloroethene, trichloroethene, arsenic, beryllium, chromium, lead, nickel, and antimony.

2499. Stormwater at the Reichhold Albert Avenue Site discharged via overland flow to several catch basins in an adjacent roadway.

2500. In general, groundwater at the Reichhold Albert Avenue Site flows to the northeast towards the Passaic River.
2501. Hazardous Substances and other compounds detected in the groundwater at the Reichhold Albert Avenue Site include: benzene, ethylbenzene, toluene, lead, and xylenes.

2502. Reichhold is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Reichhold Albert Avenue Site and released into the Newark Bay Complex.

Reichhold Doremus Avenue Site

2503. Reichhold, Inc. is the current owner of property consisting of approximately 10 acres located at 400 Doremus Avenue, Newark, New Jersey (the “Reichhold Doremus Avenue Site”). The Reichhold Doremus Avenue Site is located directly across from Kearny Point, which marks the confluence of the Passaic and Hackensack Rivers, where such rivers join to form Newark Bay.

2504. The Reichhold Doremus Avenue Site was originally marshland which was filled in by the early 1900s, when manufacturing operations began at the site. The manufacture of resins and resin-related products began at the Reichhold Doremus Avenue Site in the early 1930s.

Ashland Inc.

2505. Ashland Oil, Inc. owned and operated the Reichhold Doremus Avenue Site from 1968 until 1978. On information and belief, Ashland Inc. (“Ashland”) is the successor to Ashland Oil, Inc.

2506. On or about August 19, 1976, the sanitary sewer at the Reichhold Doremus Avenue Site ruptured and discharged into the flume underneath the site which resulted in the discharge of caustic into Newark Bay by Ashland.

2507. On or about June 29, 1977, Ashland discharged resinous material from the Reichhold Doremus Avenue Site into Newark Bay.

2508. In 1977, Ashland discharged oil from the Reichhold Doremus Avenue Site into the Passaic River.

2509. On or about July 12, 1978, Ashland discharged resin from the Reichhold Doremus Avenue Site into Newark Bay.
Textron Inc.

2510. Textron Inc. ("Textron") owned and operated the Reichhold Doremus Avenue Site from 1979 until 1985.

2511. On or about September 10, 1979, Textron discharged resin from the Reichhold Doremus Avenue Site into Newark Bay.

2512. In 1980, Textron discharged oil from the Reichhold Doremus Avenue Site into Newark Bay.

2513. During Textron's implementation of a soil remediation project at the Reichhold Doremus Avenue Site in 1991, Textron released free-phase resinous material into the Passaic River.

2514. NL Industries, Inc. owned and operated the Reichhold Doremus Avenue Site from 1985 until 1989.

Reichhold, Inc.

2515. Reichhold Chemicals, Inc. acquired the Reichhold Doremus Avenue Site from NL Industries, Inc. in 1989. Reichhold Chemicals, Inc. changed its name to Reichhold, Inc. ("Reichhold").

2516. In April 1991, Reichhold released resin containing xylene from the Reichhold Doremus Avenue Site into the Passaic River and/or Newark Bay.

2517. On information and belief, in January 1992, there was a fire and explosion at the Reichhold Doremus Avenue Site, resulting in the release by Reichhold of butyl alcohol into the Passaic River and/or Newark Bay.

2518. Hazardous Substances and other compounds detected in the soil at the Reichhold Doremus Avenue Site include: ethylbenzene, toluene, xylenes, benzene, methylene chloride, chloroform, lead, arsenic, mercury, zinc, copper, antimony, and petroleum hydrocarbons.

2519. Untreated stormwater from storm sewers and associated catch basins at the Reichhold Doremus Avenue Site was discharged into the Passaic River.

2520. The Reichhold Doremus Avenue Site was flooded in October 1991.
2521. Hazardous Substances and other compounds detected in the groundwater at the Reichhold Doremus Avenue Site include: ethylbenzene, toluene, benzene, cyanide, selenium, xylenes, methylene chloride, arsenic, cadmium, chromium, copper, lead, mercury, and zinc.

2522. Plum Creek flows through an underground conduit or flume beneath the Reichhold Doremus Avenue Site and discharges from a pipe directly into Newark Bay. Much of the shallow groundwater at the Reichhold Doremus Avenue Site flows towards and into the underground flume that discharges into Newark Bay. The underground flume is the discharge point for most constituents that have entered the groundwater at the Reichhold Doremus Avenue Site.

2523. Hazardous Substances were detected in the sediment and water in the flume at the Reichhold Doremus Avenue Site. A water sample from the outfall of the plume revealed the presence of total volatile organics, base neutrals, and priority pollutant metals. Substances detected in the flume at the Reichhold Doremus Avenue Site include chlorobenzene, 1,1-dichloroethane, trans-1,2-dichloroethane, methylene chloride, toluene, 1,1,1-trichloroethane and ethylbenzene.

2524. Another component of the shallow groundwater at the site flows towards the area of the site where an on-site storm sewer conduit penetrates the breakwall adjacent to Newark Bay. The general flow of deep groundwater at the Reichhold Doremus Avenue Site is into Newark Bay.

2525. On or about September 15, 2003, EPA sent a General Notice Letter notifying Reichhold Chemicals, Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Reichhold Doremus Avenue Site.

2526. On or about June 8, 2006, EPA sent a General Notice Letter notifying Textron Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Reichhold Doremus Avenue Site.

2527. Ashland, Textron, and Reichhold are Dischargers and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the Reichhold Doremus Avenue Site and released into the Newark Bay Complex.
Reichhold Elizabeth Site

2528. Reichhold, Inc. is the current owner of property located at 726 Rockefeller Street, Elizabeth, New Jersey (the “Reichhold Elizabeth Site”). The Reichhold Elizabeth Site totals approximately seventeen acres in size. Five acres of the site are located in Linden, New Jersey, and the remaining twelve acres are located in Elizabeth, New Jersey. Morses Creek extends along the south and west portion of the Reichhold Elizabeth Site and flows to the Arthur Kill approximately one half mile south of the site.

2529. Industrial operations began at the Reichhold Elizabeth Site during the early 1900s. Reichhold Chemicals, Inc., now known as Reichhold, Inc. (“Reichhold”), began operations on a portion of the Reichhold Elizabeth Site in 1936. Reichhold’s operations at the Reichhold Elizabeth Site involved the manufacturing of several types of resins and chemicals, including alkyds, plyesters, PVA emulsions, and plasticizers. Reichhold discontinued operations at the site in 1991.

2530. The Reichhold Elizabeth Site is listed in the 1980 EPA Dioxin Publication as a suspected dioxin site due to the manufacturing of maleic anhydride and phthalic anhydride, which are are chemicals identified by USEPA as associated with the formation of dioxin.

2531. Until approximately 1967, effluents from the phthalic and maleic anhydride processes at the Reichhold Elizabeth Site were discharged directly into the Arthur Kill. Phenol was detected in the effluent from the phthalic anhydride process that Reichhold discharged into the Arthur Kill. The effluent from the maleic anhydride process that Reichhold discharged into the Arthur Kill was highly acidic. A 1963 report by the NJDOH concluded that Reichhold’s discharges to the Arthur Kill were of a highly polluting nature with respect to BOD, phenolic substances, and pH.

2532. In a December 23, 1963 Notice to Reichhold Chemicals Inc., the New Jersey State Department of Health found that industrial waste or other polluting matter was being discharged from the Reichhold Elizabeth Site into the Arthur Kill and that such discharge was polluting the waters of the State.
2533. According to an August 21, 1963 Analytical Survey Report by Roy F. Weston, Inc. conducted for Reichhold Chemicals, Inc., the discharge from the plant at the Reichhold Elizabeth Site represented about four percent of the total industrial load entering the Arthur Kill.

2534. According to Reichhold, an on-site wastewater treatment system was built on the Reichhold Elizabeth Site in 1967 or 1968 and from that time, sewer and wastewater went through the on-site system and to the City of Elizabeth sewer system. Domestic and industrial sewer discharge in the City of Elizabeth is treated by the Joint Meeting of Essex and Union Counties. On information and belief, the Joint Meeting sewer overflowed during flooding through the combined sewer outfall at Bayway Avenue to the Arthur Kill.

2535. On or about January 12, 1989, Reichhold discharged styrene to the Joint Meeting treatment plant.

2536. NJDEP cited Reichhold for sloppy housekeeping throughout the Reichhold Elizabeth Site.

2537. Hazardous Substances detected in the soil at the Reichhold Elizabeth Site include: ethylbenzene, xylenes, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, bis(2-ethylhexyl)phthalate, chrysene, dibenz(a,h)anthracene, fluoranthene, ideno(1,2,3-c,d)pyrene, antimony, arsenic, beryllium, copper, lead, thallium, zinc, aroclor 1248, and aroclor 1254.

2538. Two storm drains were located on the Reichhold Elizabeth Site that discharged to Morses Creek. Stormwater collected on southern parcel of the Reichhold Elizabeth Site discharged to Morses Creek for at least ten to twelve years from the late 1950s through 1969.

2539. One of the storm drains on the Reichhold Elizabeth Site that discharged to Morses Creek was located west of the former above-ground storage tank area in the southwest area of the site. This area contained three 300,000 gallon waste and fuel oil storage tanks.

2540. Another storm drain on the Reichhold Elizabeth Site that discharged to Morses Creek was located northeast of the Maleic Plant and drained from a surface water drain/manhole at the northern corner of the Maleic plant to small tributary east of the site that flows into Morses Creek. This drain was
also located to the west of the former Chemical Maintenance Shop and Stores. The Maleic Plant manufactured maleic anhydrides, and contained the MAA Chemical Process Area, Boiler, Chemical Division Office and Xylene Storage.

2541. Hazardous Substances detected in the groundwater at the Reichhold Elizabeth Site include: acetone, benzene, ethylbenzene, toluene, xylenes, arsenic, beryllium, cadmium, copper, lead, nickel, thallium, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, bis(2-ethylhexyl)phthalate, chrysene, aroclor 1242, aroclor 1248, and aroclor 1260.

2542. On information and belief, groundwater within the shallow zone at the Reichhold Elizabeth Site is discharging to Morses Creek. Sampling in 2004 from a groundwater monitoring well outside the Reichhold Elizabeth Site fence close to Morses Creek revealed the presence of benzene, ethylbenzene, xylene, and toluene.

2543. Reichhold is a Discharger and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Reichhold Elizabeth Site and released into the Newark Bay Complex.

Revere Site

2544. Revere Smelting & Refining Corporation operated a secondary lead smelting facility located at 387 Avenue P, Newark, Essex County, New Jersey, immediately south of the Avenue P Landfill Site (the “Revere Site”). Battery manufacturers and others shipped used automobile batteries, industrial batteries, battery plates, scrap metallic lead, and other waste to the facility for reclamation.

2545. From 1957 until approximately April 14, 1970, Revere Smelting & Refining Corporation, a New Jersey corporation, operated the facility at the Revere Site.

2546. On or about April 14, 1970, Revere Smelting & Refining Corporation, a Delaware corporation, began operating the facility at the Revere Site.

2547. On information and belief, during the time Revere Smelting & Refining Corporation operated the Revere Site, the Housing Authority of the City of Newark owned the Revere Site.
2548. Plum Creek, a tributary of the Passaic River, flows adjacent to the Revere Site. Overland flow, direct discharges, and sheet storm water runoff from the Revere Site are received by Plum Creek and the Passaic River.

2549. Hazardous Substances used, produced, or stored at the Revere Site include: antimony; arsenic; copper; lead, lead dust, lead oxide and other lead compounds; zinc; sulfuric acid; sulfur dioxide; and sodium hydroxide.

2550. Batteries were disassembled and broken up at the Revere Site, causing acid and acid waste to be discharged to the ground which, in turn, flowed into yard drains and was discharged through a concrete pipe or by other means into Plum Creek and thence the Passaic River. Acid waste was also disposed of in one or more on-site lagoons. On information and belief, waste products from smelting operations, including blast furnace slag, were disposed of on-site.

2551. On information and belief, surface discharges, leaks and spills, leachate, seepage, overland flow, sheet storm water runoff, and flood waters carried Hazardous Substances from the Revere Site by way of Plum Creek or by other means into the Passaic River.

2552. Sediment samples taken at two locations on Plum Creek downstream of the Revere Site showed the presence of antimony, copper, lead, and zinc. Sediment samples from the Passaic River in the vicinity of the mouth of Plum Creek also showed the presence of antimony, copper, lead, zinc, and other Hazardous Substances.

2553. On or about September 15, 2003, EPA sent a General Notice Letter notifying Revere Smelting & Refining Corporation of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Revere Site.

2554. Revere Smelting & Refining Corporation is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Revere Site and released into the Newark Bay Complex.
Roman Asphalt Site

2555. The Roman Asphalt Corporation ("Roman Asphalt") is the current owner of property located at 14 Ogden Street, Newark, New Jersey, also known as Block 570, Lot 53 (the "Roman Asphalt Site"). The Roman Asphalt Site is located north of Oriental Street, south of Harvey Street, east of Mt. Pleasant Avenue, and west of McCarter Highway and the Passaic River.

2556. Roman Asphalt is a contractor of heavy highway construction and has operated at the Roman Asphalt Site since 1964.

2557. In July 1983, Roman Asphalt dumped crankcase oil down a slope at the Roman Asphalt Site in an area that also contained oil filters and other debris.

2558. In September 1986, NJDEP issued Roman Asphalt a Notice of Violation for the discharge of a Hazardous Substance along the west shoulder of McCarter Highway. Waste oil was observed on the Roman Asphalt Site and running off the site down an embankment. The waste oil pooled around a storm drain on Route 21 and entered the storm drain.

2559. The storm drain into which Roman Asphalt discharged waste oil discharges directly to the Passaic River.

2560. Upon Roman Asphalt’s failure to clean up the September 1986 discharge, NJDEP issued a Notice of Violation to Roman Asphalt in October 1986. In December 1986, NJDEP noted that Roman Asphalt’s practice of discharging waste oil had existed for years.

2561. On or about June 8, 2006, EPA sent a General Notice Letter notifying Roman Asphalt Corporation of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Roman Asphalt Site.

2562. Roman Asphalt is a "discharger" and/or a Person "in any way responsible" for the Hazardous Substances that were discharged at the Roman Asphalt Site and released into the Newark Bay Complex.
Royce Chemical Site

2563. The Royce Chemical Co. property consists of real property and associated improvements located at 17 Carlton Avenue in East Rutherford, Bergen County, New Jersey ("Royce Chemical Site").

2564. The Royce Chemical Site is approximately one-half mile from the Passaic River, which received overland flow, sheet stormwater runoff, and discharges from Royce Chemical Site via a tributary of the Passaic River located adjacent to the southern boundary of the Royce Chemical Site. Runoff and direct discharges from the Royce Chemical Site flowed into area storm sewers and drains which emptied into the Carlton Hill storm sewer and which discharged directly into the Passaic River.

2565. Upon information and belief, Carlton Company was originally started in 1929 in East Rutherford, New Jersey and, in approximately 1931, changed its name to Royce Chemical Co. In approximately October 1981, Royce Chemical Co. changed its name to Royce Industries Inc. ("RII").

2566. Upon information and belief, during September 1982, Royce, Inc. was merged with and into RII.

2567. Upon information and belief, on or about March 24, 2003, RII reincorporated as Royce Associates, A Limited Partnership ("Royce"). Upon information and belief, Royce is the successor to RII (f/k/a Royce Chemical Co.) and, therefore, succeeds to the environmental liabilities related to the Royce Chemical Site.

2568. From approximately 1929 until approximately 1983, Royce, or its predecessors, owned and operated a chemical manufacturing facility at the Royce Chemical Site. Royce's operations at the Royce Chemical Site included the manufacture of sodium hydrosulfite, zinc oxide, sodium sulfoxalate, formaldehyde, and zinc sulfoxalate formaldehyde for distribution to textile and rubber manufacturers. Additional products manufactured at the Royce Chemical Site included water softeners, textile gums, finishes, sulphonated oils, desizing agents, water repellants, and concentrated cleaners.

2569. Upon information and belief, the Royce Chemical Site was razed in 1983 and is currently occupied by residential townhomes.
2570. Royce utilized or generated Hazardous Substances or other chemicals at the Royce Chemical Site, including, but not limited to, zinc compounds, sulfur dioxide, sodium chloride, sodium ash, methanol, zinc carbonate, formaldehyde, caustic soda, and petroleum hydrocarbons.

2571. From at least 1941 until approximately 1982, Royce operated an on-site lagoon to receive non-contact cooling water effluent and other on-site discharges from the Royce Chemical Site. Overflows from the lagoon discharged to a ditch located on the southern boundary of the Royce Chemical Site, which discharged directly to the Passaic River. In 1984, sediment and water samples from within the lagoon confirmed the presence of Hazardous Substances and other contaminants including, but not limited to, benzene, arsenic, barium, cadmium, chromium, ethylbenzene, toluene, lead, selenium, silver, methylene chloride, perchloroethylene, mercury, and lead.

2572. In 1979, PVSC inspectors observed “caustic material” repeatedly discharging from the Royce Chemical Site and into on-site drains, which emptied into the Carlton Hill storm sewer, and which discharged directly into the Passaic River.

2573. In 1982, NJDEP inspectors observed that a large pile of zinc powders and spills of other materials on the site were contributing to contamination of stormwater runoff from the Royce Chemical Site.

2574. In 1982, NJDEP inspectors observed that approximately 1,000 drums containing “mixed zinc compounds” were located along the eastern section of the Royce Chemical Site. The drums were uncovered and many were completely rusted through. Runoff from the drum storage area flowed into a drainage trough, which flowed into the on-site lagoon.

2575. Soil samples taken at the Royce Chemical Site confirmed the presence of Hazardous Substances and other contaminants including, but not limited to, chlorobenzene, ethylbenzene, toluene, arsenic, lead, barium, cadmium, chromium, trichlorofluoromethane, mercury, selenium, and zinc.

2576. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Royce Chemical Site.
2577. On or about November 9, 2005, EPA sent a General Notice Letter notifying Royce Associates of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Royce Chemical Site.

2578. Royce, as successor to RII (f/k/a Royce Chemical Co.), is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Royce Chemical Site and released into the Newark Bay Complex.

Servometer Site

2579. The Servometer property is located at 82 Industrial Street East in Clifton, New Jersey (the “Servometer Site”). The Servometer Site is located north of Hampton Road, south of Bloomfield Avenue, east of Allwood Road, and west of Parson Road and the Passaic River.

2580. Servodot Corporation “(Servodot”) was organized in January of 1957 and at some point thereafter became known as Servometer Corporation. From approximately 1962 through approximately August of 1974, Servodot, doing business as Servometer Corporation, owned and operated an industrial and commercial machinery facility at the Servometer Site.

2581. On information and belief, Servodot was merged into Precision Manufacturing Group, LLC (“Precision”) in 2001. On information and belief, Precision is the successor-in-interest to Servodot (doing business as Servometer) and, therefore, succeeds to Servodot’s environmental liabilities related to the Servometer Site.

2582. Servodot utilized and disposed of Hazardous Substances at the Servometer Site, including but not limited to, cutting oils and assorted chemicals.

2583. Steel barrels on the Servometer Site dripped and leaked oily substances. The oily substances traveled to a catch basin which discharged into MacDonald’s Brook, then to Hughes Lake, and ultimately to the Passaic River.

2584. Waste cutting oils and chemicals at the Servometer Site were dumped directly into the City of Clifton sewer system. This sewer discharged into the MacDonald’s Brook storm sewer, which connected to the City of Passaic storm sewer system. The City of Passaic storm sewer system discharged
into the Passaic River. Waste dumped into the storm sewer at the Servometer Site ultimately discharged to the Passaic River.

2585. Servodot dug an unlined trench in the ground at the Servometer Site to direct oily drippings into a receptacle. The oily drippings directed through this trench soaked into the ground.

2586. Precision, as successor to Servodot, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Servometer Site and released into the Newark Bay Complex.

**Seton Company Site**

2587. The Seton Company (“Seton”) is the current owner and operator of real property and associated improvements located at 849 Broadway, Newark, New Jersey (the “Seton Company Site”). The Passaic River is located approximately 0.30 miles East/South-East from the Seton Company Site.

2588. Seton owns and operates a leather manufacturing and treatment facility for shoes, handbags, and automobile leather at the Seton Company Site.

2589. Seton has operated at the Seton Company Site since 1906, where it has tanned and processed leather for a variety of purposes.

2590. Seton handled, stored, and/or Discharged Hazardous Substances and other compounds at the Seton Company Site, including, but not limited to, chromium, sulfide, petroleum hydrocarbons, PCBs, 2-butanol (“MEK”), methyl isobutyl ketone (“MIBK”), and toluene.

2591. From at least 1956 until 1992, Seton discharged effluent into the Verona Avenue combined sewer district. Upon information and belief, chromium and other compounds and Hazardous Substances were present in Seton’s waste effluent that was discharged into the Verona Avenue combined sewer district.

2592. The Verona Avenue sewer is connected to the PVSC interceptor sewer at the intersection of Verona Avenue and McCarter Highway in Newark. During wet weather, the Verona Avenue sewer system discharges directly into the Passaic River.
2593. In 1956, the PVSC reported that Seton was discharging solid industrial waste, consisting of tanned skins, into the Verona Avenue Combined Sewer System.

2594. In 1976, the PVSC observed a white substance discharging into the Passaic River, near Verona Avenue, Newark, New Jersey. The discharge resulted from a blockage in the regulator chamber in the Verona Avenue Combined Sewer System, which diverted flow into the Passaic River. The blockage in the regulator chamber was caused by a cow hide that was discharged into the sewer line due to a malfunctioning screen on a drain at the Seton Company Site. The PVSC noted that Seton had been the cause of a similar incident in 1971.

2595. The PVSC met with Seton in 1978 to discuss poor housekeeping and illegal industrial discharges to the combined sanitary and storm sewer system on Verona Avenue, as well as the potential for yard runoff to reach a street storm drain. The materials discharged by Seton to the sewer consisted of high pH liquids, animal fats, greases, and oils.

2596. In 1980, the PVSC met with Seton regarding the accumulation of animal skins in the Verona Avenue combined sewer regulator chamber. These skins were entering the combined sewer from floor drains in the facility at the Seton Company Site.

2597. During the period September 1987 through December 1990, PVSC samples of effluent from the Seton Company Site to the Verona Avenue Combined Sewer System indicated “high” or “violation” levels of chromium on nine occasions, and “high” or “violation” levels of sulfide on fifteen occasions.

2598. In 1988, the PVSC filed a civil action against Seton for failing to comply with sulfide, pH, and chromium standards in its discharges from the Seton Company Site to the Verona Avenue Combined Sewer System.

2599. In 1990, Seton was cited several times for continued discharge of animal skins from the Seton Company Site into the Verona Avenue sewer.

2600. A December 1990 NJDEP notification report states that a blue liquid discharged to the Passaic River through an outfall that was traced back to the Seton Company Site.
2601. On information and belief, chrome was observed to be leaking at the Seton Company Site in 1990. On information and belief, there was a sulfuric acid spill at the Seton Company Site in 1990.

2602. In 1990, soil sampling underneath a transformer area on the Seton Company detected PCBs, as well as petroleum hydrocarbons. On information and belief, the soil contamination was caused by leaking oil from transformers. On September 25, 1990, NJDEP issued a Notice of Violation to Seton for the PCB discharges.

2603. Groundwater samples taken at the Seton Company Site in 1997 confirmed the presence of Hazardous Substances and other compounds, including 2-butanone (MEK), MIBK, and toluene. This contamination was caused by leaking underground storage tanks. Groundwater at the Seton Company Site flows toward the Passaic River.

2604. On or about June 8, 2006, EPA sent a General Notice Letter notifying Seton Company, Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Seton Company Site.

2605. Seton is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Seton Company Site and released into the Newark Bay Complex.

The A. E. Staley Site

2606. The A. E. Staley Manufacturing Company property consists of real property and associated improvements located at 320 Schuyler Avenue in Kearny, Hudson County, New Jersey, and 100 Third Avenue in Kearny, Hudson County, New Jersey (the “A.E. Staley Site”). The A. E. Staley Site lies to the west of Frank’s Creek, a tributary of the Passaic River.

2607. The A. E. Staley Site is located in the Ivy Street CSO District. On information and belief, effluent from the A. E. Staley Site was discharged into sewers belonging to the Town of Kearny serviced by the PVSC, which discharged or bypassed untreated effluent into the Passaic River through the Ivy Street overflow outfall on Frank’s Creek.

2608. A. E. Staley Manufacturing Company (“Staley”), a Delaware corporation incorporated on or about November 12, 1906, owned and operated a facility at the A. E. Staley Site through its Chemical...
Division sometimes known as Staley Chemical. Staley manufactured organic polymers, rubber-based adhesives, and leather finishes at the A. E. Staley Site. Operations at the site included the manufacture of (1) polymer emulsions for use in waxes, polishes, paints and coatings, (2) adhesives, and (3) pigments for use in finishing leather.

2609. On information and belief, Staley began operations at the A. E. Staley Site in 1966 and continued operations until approximately 1978.

2610. Pursuant to a Plan of Reorganization and Agreement of Merger dated December 31, 1984, Staley was merged into Staley Merger Company, a Delaware corporation and wholly owned subsidiary of Staley Continental Inc., a Delaware corporation. Staley Merger Company, the surviving entity, succeeded to all rights, assets, liabilities and obligations of A. E. Staley Manufacturing Company. Staley Merger Company thereafter changed its name to A. E. Staley Manufacturing Company. On or about December 30, 1987, A. E. Staley Manufacturing Company was merged into Staley Continental Inc. In 1988, Tate & Lyle PLC acquired Staley Continental Inc. On or about September 30, 1988, Staley Continental Inc. changed its name to A. E. Staley Manufacturing Company. On or about December 15, 2004, A. E. Staley Manufacturing Company changed its name to Tate & Lyle Ingredients Americas, Inc. ("Tate & Lyle"). Upon information and belief, Tate & Lyle is the successor to Staley and, therefore, succeeds to Staley's environmental liabilities related to the A. E. Staley Site.

2611. Raw materials used by Staley at the A. E. Staley Site include rubber, solvents such as methyl ethyl ketone, acetone and toluene, monomers such as styrene and various acrylates (methyl acrylate and methyl methacrylate), butadiene latex, and various pigments.

2612. On June 23, 1971, NJDEP inspected the A. E. Staley Site to determine the cause of an acrelate "odor" emanating from the sewer belonging to the Town of Kearny. The inspection revealed that the odor resulted from Staley's procedure of washing out storage tanks used to store methyl methacrelate and methyl acrelate into the sewer. The inspection further revealed that Staley also discharged wash water from polymerization reactors at the A. E. Staley Site into the sewer.
2613. On information and belief, from approximately 1966 until 1971, Staley discharged effluent from the A. E. Staley Site contaminated with methyl methacrylate and methyl acrylate into the sewer system belonging to the Town of Kearny which, in turn, discharged into Frank’s Creek, a tributary of the Passaic River.

2614. Waste Effluent Surveys dated April 14, 1972, and March 13, 1975, disclosed that Staley discharged effluent from the A. E. Staley Site into the storm sewer which, in turn, traveled into Frank’s Creek. Such effluent contained Hazardous Substances, including, but not limited to, cadmium, chromium, copper, iron, lead, magnesium, manganese, mercury, nickel, titanium, and zinc.

2615. Waste Effluent Surveys dated April 14, 1972, and March 13, 1975, disclosed that Staley discharged a turbid effluent from the A. E. Staley Site into the sanitary sewer which contained Hazardous Substances including, but not limited to, titanium, lead, aluminum, silicon, boron, and zinc, chromium, phosphorus, copper, tin, calcium, manganese, magnesium, silver, and nickel. On information and belief, this effluent was further discharged or bypassed untreated into the Passaic River via the Ivy Street overflow through an outfall on Frank’s Creek.

2616. On information and belief, Staley discharged effluent containing lead, chromium, copper, tin, and iron from the A. E. Staley Site into the sanitary sewer.

2617. Prior to approximately March 21, 1974, Staley discharged effluent from boiler blowdowns at the A. E. Staley Site into the storm sewer which, in turn, flowed into Frank’s Creek.

2618. On or about December 27, 2006, EPA sent a General Notice Letter notifying A.E. Staley of its potential liability for Response costs relating to the Lower Passaic River as the result of the Release of Hazardous Substances from the A.E. Staley Site.

2619. Tate & Lyle, as successor to Staley, is a “discharger” and a Person “in any way responsible” for the Hazardous Substances that were discharged at the A. E. Staley Site and released into the Newark Bay Complex.
The Westinghouse Orange Street Site

2620. New West Urban Renewal Co., Ltd. is the current owner of real property and associated improvements located at 95 Orange Street in Newark, Essex County, New Jersey, also designated as Block 47, lot 40, on the Tax Map of the City of Newark ("Westinghouse Orange Street Site"). The Westinghouse Orange Street Site lies approximately one-third of a mile from the Passaic River.

2621. Westinghouse Electric Corporation ("Westinghouse") was founded in 1886 and operated under a corporate charter granted by the Commonwealth of Pennsylvania in 1872. In December 1995, Westinghouse acquired CBS Inc. (formerly known as the Columbia Broadcasting System, Inc.) and changed its corporate name to CBS Corporation on December 1, 1997. CBS Corporation merged with Viacom, Inc. in May 2000, and Viacom, Inc. became the surviving entity. On December 31, 2005, Viacom, Inc. changed its name to CBS Corporation ("CBS"). CBS is the successor-in-interest to Westinghouse.

2622. Westinghouse owned and operated a relay instrument manufacturing facility, sometimes referred to as the Westinghouse Relay-Instrument Division, at the Westinghouse Orange Street Site since at least 1893. The four-story facility covered a city block. At the facility, Westinghouse fabricated parts and assembled relays and instruments. Operations conducted at the facility included degreasing, alkaline cleaning, deoxidizing, alodining, electroplating, chromating, phosphating, spray and dip painting, spray and dip coating, machining of parts, and coil winding.

2623. On information and belief, Westinghouse stored or used the following Hazardous Substances at the Westinghouse Orange Street Site: 1,1,1-trichloroethane, 1,1,2-trichloroethane, benzene, caustic soda or phosphoric acid, chromium (chromic acid), copper, cyanide (sodium cyanide, zinc cyanide and copper cyanide), ferric chloride, hydrochloric acid, iron, lacquer thinner, lead, mercury, methylene chloride, nickel, nickel chloride, phosphorus (phosphoric acid), tin, toluene, trichloroethylene, and xylene. On information and belief, operations conducted at the Westinghouse Orange Street Site also generated machine oil sludge, paint sludge, machine and cutting oil waste, and other waste products.
2624. Oil-filled transformers containing a combined total of over 1,320 gallons of oil containing, on information and belief, polychlorinated biphenyls, were stored in vaults in the basement of the Westinghouse Orange Street Site. After Westinghouse sold the site in 1983, Hazardous Substances, including polychlorinated biphenyls, were discovered in the soil and buildings at the site. On information and belief, these Hazardous Substances were released by Westinghouse into the soil and buildings as a result of spills and/or leaks from underground storage tanks at the Westinghouse Orange Street Site.

2625. On information and belief, the Westinghouse Orange Street Site is located in the Clay Street CSO District. Effluent from the site was discharged into sewers on University Avenue, Orange Street and Lackawanna Avenue belonging to the City of Newark.

2626. From approximately 1982, the Westinghouse Orange Street Site held one or more Industrial Sewer Connection permits issued by the Passaic Valley Sewerage Commission ("PVSC"). On information and belief, for approximately ninety years, Westinghouse discharged Hazardous Substances into the Passaic River and/or the combined sanitary-storm sewer.

2627. Tests of water samples conducted in 1972, 1975, and 1981 detected the presence of Hazardous Substances in the effluent discharged by Westinghouse into the sewers including, but not limited to, cadmium, chromium, copper, nickel, lead, mercury, molybdenum, tin, bromides, and cyanides. An environmental control survey dated June 9, 1980, disclosed that Westinghouse flushed into the sewer effluent containing, inter alia, dibasic phosphate, alkaline cleaner, chromic acid, zinc cyanide, nickel salt, boric acid, sodium stannate, sodium acetate, sodium carbonate, copper cyanide, zinc oxide, bisulfate soda and caustic soda.

2628. On information and belief, Westinghouse discharged Hazardous Substances including cadmium, chromium, copper, lead, nickel, zinc, and mercury into the Combined Sewer System from the Westinghouse Orange Street Site which was thereafter discharged or bypassed untreated to the Passaic River through combined sewer outfalls.

2629. In approximately 1983, Westinghouse sold the Westinghouse Orange Street Site to New West Urban Renewal Co., Ltd.
2630. On or about September 15, 2003, EPA sent a General Notice Letter notifying Westinghouse Electric Corp. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Westinghouse Orange Street Site.

2631. CBS, as successor to Westinghouse, is a “discharger” and a Person “in any way responsible” for the Hazardous Substances that were discharged at the Westinghouse Orange Street Site and released into the Newark Bay Complex.

The W.A.S. Terminals Site

2632. Upon information and belief, W.A.S. Terminals, Inc. (“WTI”) and its affiliate, W.A.S. Terminals Corp. (“WTC”), are the owners and operators of certain manufacturing and warehousing facilities located at 126–210 Passaic Street, Essex County, New Jersey, also designated as Block 519, Lot 2 and Block 568, Lot 25 on the tax maps of the City of Newark, Essex County (the “W.A.S. Terminals Site”). The W.A.S. Terminals Site is located on the western bank of the Passaic River at river mile 5.4.

2633. Upon information and belief, WTI was incorporated in New Jersey in 1972 and is a wholesale distributor of chemicals solvents and petroleum products which are stored at and distributed from the W.A.S. Terminals Site. Upon information and belief, WTI has operated at the W.A.S. Terminals Site since 1972.

2634. WTC was incorporated in New Jersey in 1966 and maintains the chemical and petroleum liquid storage facilities at the W.A.S. Terminals Site. The storage facilities at the W.A.S. Terminals Site are comprised of 55 storage tanks of varying capacity ranging from 2,500 to 636,000 gallons. Upon information and belief, WTC has operated at the W.A.S. Terminals Site since 1966.

2635. Beginning in approximately 1966, WTC and/or its affiliates, including but not limited to, WTI and MacArthur Petroleum and Solvent Co., Inc. (“MacArthur”), packaged, warehoused and distributed chemicals, solvents, motor oil, petroleum byproducts, and antifreeze at the W.A.S. Terminals Site.
2636. WTC, WTI, and MacArthur processed, handled, stored, or otherwise used Hazardous Substances at the W.A.S. Terminals Site, including, but not limited to, 1,1,1-trichloroethane, acetic acid, ammonia hydroxide, ammonium chloride, chloroform, formic acid, hydrochloric acid, methylene chloride, phosphoric acid, potassium hydride, styrene, sulfuric acid, toluene, trichloroethylene, xylene, and zinc sulfate. Upon information and belief, WTC, WTI, and MacArthur also utilized phthalic anhydride at the W.A.S. Terminals Site, which is a substance associated with the formation of dioxin compounds.

2637. On or around October 26, 1990, NJDEP inspectors observed a WTC employee emptying vaporous chemicals into a trough located in the basement of one of the buildings on the W.A.S. Terminals Site which then flowed untreated into an elevator shaft in the building. During the inspection, the inspectors also discovered several leaking drums and other chemical storage violations on the site, and their report indicated that the NJDEP had evidence suggesting that the entities at the W.A.S. Terminals Site were illegally dumping chemicals into the Passaic River and onto the ground at the site.

2638. During an inspection of the W.A.S. Terminals Site on or about January 7, 1991, the Hazardous Materials Unit of the Newark Fire Department reported that employees at the site were illegally dumping hazardous liquids into a sewer trap that discharged into the public sewer system. The Fire Department inspectors discovered a hose coming off a pumping device at W.A.S. Terminals which was emptying a vaporous substance into a manhole leading into the public sewer system.

2639. Upon information and belief, spills, leaks, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the W.A.S. Terminals Site. During an inspection in March 1991, NJDEP inspectors reported hazardous waste at the W.A.S. Terminals Site was stored in containers of poor condition that were leaking Hazardous Substances into the ground.

2640. In approximately October 1991, the City of Newark Fire Department also cited WTC for violations of various Newark City ordinances including, *inter alia*, its storage of damaged drums on the
2641. WTC is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the W.A.S. Terminals Site and released into the Newark Bay Complex.

2642. WTI is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the W.A.S. Terminals Site and released into the Newark Bay Complex.

**The Sherwin Williams Site**

2643. The Sherwin-Williams Company (“Sherwin Williams”) is the current owner of property located at 60 Lister Avenue, Newark, New Jersey, also designated as Block 2437, Lot 62 and Block 2438, Lot 1 on the tax maps of the City of Newark, Essex County (the “Sherwin Williams Site”).

2644. Sherwin Williams has operated at the Sherwin Williams Site since approximately 1902. Sherwin Williams manufactured paint and varnish products at the Sherwin Williams Site. As part of these processes, Sherwin Williams generated Hazardous Substances, including cadmium, copper, chromium, and lead. Sherwin Williams also manufactured DDT at the Sherwin Williams Site from before 1945 until the 1950’s.

2645. Sherwin Williams discharged waste into the Lower Passaic River. Sherwin Williams discharged latex-like materials directly into the Passaic River via the PVSC sewer on Brown Street. Cleaning solution used to clean paint mixing tanks was discharged into the sewer system that discharged to the Passaic River. The discharge of this cleaning solution from the Sherwin Williams Site to the Passaic River occurred primarily at night. Paint spills at the Sherwin Williams Site discharged into the storm sewer and into the Passaic River.

2646. Hazardous Substances and other compounds have been detected in the soil at the Sherwin Williams Site. Upon information and belief, storm events and erosion transported Hazardous Substances and other compounds from the Sherwin Williams Site into the Newark Bay Complex.
2647. On information and belief, storm drains on or proximate to the Sherwin Williams Site received direct discharges, overland flow, and sheet storm water runoff directly from the Sherwin Williams Site. Upon information and belief, prior to the early 1970s, these storm drains connected into the Brown Street combined sewer, which discharged into the Passaic River during wet weather events at the Brown Street regulator. Upon information and belief, after the early 1970s, the storm drains connected to the Lockwood Street storm sewer, which discharged into the Passaic River through the Lockwood Street outfall during wet weather events.

2648. On September 19, 2003, the NJDEP issued Directive No. 1 In the Matter of the Lower Passaic River in which NJDEP found that Hazardous Substances were discharged at the Sherwin Williams Site and that those Hazardous Substances are and/or have emanated into the Lower Passaic River. NJDEP further determined that Sherwin Williams is a person, pursuant to the Spill Act, in any way responsible for the Hazardous Substances that were discharged at the Sherwin Williams Site.

2649. On or about October 4, 1995 and September 15, 2003, EPA sent a General Notice Letter notifying Sherwin Williams of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Sherwin Williams Site.

2650. Sherwin Williams is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Sherwin Williams Site and released into the Newark Bay Complex.

The Spectraserv Site

2651. Spectraserv is the current owner and operator of approximately 6.5 acres of real property and associated improvements located at 75 Jacobus Avenue in South Kearny, Hudson County, New Jersey, also designated as Block 289, lots 10, 10R, 11, and 11R on the Tax Maps of the City of Kearny (“Spectraserv Site”).

2652. The Spectraserv Site is bordered on the east by Jacobus Avenue and on the west by the Passaic River. The Spectraserv Site also lies adjacent to the Syncon Resins Superfund Site.
2653. On or about November 14, 1961, Modern Transportation Company was incorporated in the State of New Jersey and later changed its name to Spectraserv Inc. ("Spectraserv").

2654. Since at least 1962, Spectraserv operated a sludge treatment and dewatering facility at the Spectraserv Site. Sludges from municipal wastewater treatment plants are dewatered on-site and the supernatant is discharged to the Kearny Sewer System under an NJPDES permit. Supernatant is also transported back to the particular source municipality for treatment and discharge. The bulk solids are transferred to off-site locations for disposal and/or further management. Upon information and belief, Spectraserv also processes industrial residuals.

2655. From approximately 1976 until approximately 1988, Spectraserv operated an acid/caustic neutralization operation on the Spectraserv Site. Inorganic acid waste was mixed with inorganic caustic waste and lime slurry to achieve a neutral pH. After settling, the sludge was removed, dewatered, and disposed off-site and the neutralized liquid was discharged to the Kearny Sewer System pursuant to Spectraserv’s NJPDES permit. The acid/caustic neutralization facility consisted of six underground storage tanks, three above-ground storage tanks, and a lime slurry storage tank.

2656. From approximately 1978 until approximately 1981, Spectraserv operated a waste oil reprocessing facility consisting of sixteen above-ground storage and processing tanks. Spectraserv treated waste oil through filtration, decanting, heating, and sedimentation. Spectraserv also reprocessed organic solvents by filtration and sedimentation, which were subsequently mixed with the reprocessed waste oil. After treatment and blending with organic solvents, the reprocessed oil was sold for use as a fuel oil, motor oil stock, and forming oils. The waste oil reprocessing facility was closed as certified by the NJDEP on August 25, 1992.

2657. Chemicals handled, generated, manufactured, processed, blended, or otherwise utilized at the Spectraserv Site, include, but are not limited to acetone, chloroform, chromic acid, ethyl ether, hexane, hydrochloric acid, mercuric sulfate, methanol, methylene chloride, nitric acid, silver sulfate, sulfuric acid, and waste oils.
2658. Wastewater discharged from the Spectraserv Site contains Hazardous Substances and other compounds, including, but not limited to, antimony, arsenic, boron, cadmium, chromium, copper, iron, lead, mercury, nickel, selenium, silver, zinc, toluene, and phenol.

2659. Until at least 1991, wastewater discharged from the Spectraserv Site was discharged into the Kearny South System and processed through the Kearny South System treatment plant. After 1991, wastewater discharged into the Kearny South System was routed into the PVSC System for treatment.

2660. On July 31, 1998, the PVSC issued a Notice of Violation to Spectraserv for directing discharges of process wastewaters around mandatory monitoring and sampling devices.

2661. On January 28, 1999, the PVSC issued a Notice of Violation to Spectraserv for discharging wastewater containing excessive levels of PHC into the PVSC System.

2662. On April 12, 2000, the PVSC issued a Notice of Violation to Spectraserv for improperly denying PVSC inspectors access to the Spectraserv Site.

2663. On April 24, 2000, the PVSC issued a Notice of Violation to Spectraserv for discharging wastewater containing excessive levels of solid and/or viscous wastes into the PVSC System.

2664. On April 28, 2000, the PVSC issued a Notice of Violation to Spectraserv for discharging wastewater containing excessive levels of solid and/or viscous wastes into the PVSC System.

2665. On May 15, 2000, the PVSC issued a Notice of Violation to Spectraserv for discharging wastewater containing "thick oily sludge-like floatable[s]" into the PVSC System.

2666. On May 25, 2000, the PVSC issued a Notice of Violation to Spectraserv for improperly diluting its wastewater prior to discharge into the PVSC System.

2667. On May 25, 2000, the PVSC issued a Notice of Violation to Spectraserv for discharging wastewater containing excessive levels of solid and/or viscous wastes into the PVSC System.

2668. On June 1, 2000, the PVSC issued a Notice of Violation to Spectraserv for improperly diluting its wastewater prior to discharge into the PVSC System.
2669. On July 18, 2000, the PVSC issued a Notice of Violation to Spectraserv for discharging wastewater containing excessive levels of solid and/or viscous wastes, total petroleum hydrocarbons, and oils or greases into the PVSC System.

2670. On October 19, 2000, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solid and/or viscous wastes into the PVSC System.

2671. In 2000, the Hudson Regional Health Commission ("HRHC") investigated numerous odor complaints filed against Spectraserv and, after a series of investigations, determined Spectraserv was not achieving compliance with applicable requirements. Odor complaints continued to be filed concerning the Spectraserv Site through at least 2004.

2672. On June 6, 2001, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solid and/or viscous wastes into the PVSC System.

2673. On August 14, 2001, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solid and/or viscous wastes into the PVSC System.

2674. On January 11, 2001, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solid and/or viscous wastes into the PVSC System.

2675. On June 25, 2002, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solid and/or viscous wastes into the PVSC System.

2676. On August 13, 2002, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solid and/or viscous wastes into the PVSC System.

2677. On October 3, 2002, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solid and/or viscous wastes into the PVSC System.

2678. On January 19, 2003, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solid and/or viscous wastes into the PVSC System.

2679. On April 30, 2003, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of solids into the PVSC System.
2680. On June 10, 2003, the PVSC issued a Notice of Violation to Spectraserv for bypassing wastewater into the PVSC System without monitoring or pretreatment.

2681. On July 21, 2003 and July 28, 2004, a consultant for Spectraserv reported that liquid was observed “running from under tanks 5, 6, & 9.”

2682. On March 31, 2005, the PVSC issued a Notice of Violation to Spectraserv for discharging excessive levels of total petroleum hydrocarbons into the PVSC System.

2683. Hazardous Substances and other compounds have been detected in the groundwater at the Spectraserv Site including, but not limited to, arsenic, manganese, benzene, beryllium, chlorobenzene, xylenes, tetrachloroethene, and trichloroethene.

2684. Groundwater at the Spectraserv Site flows in the direction of the Passaic River.

2685. Hazardous Substances and other compounds have been detected in the soils at the Spectraserv Site including, but not limited to, acetone, anthracene, arsenic, beryllium, cadmium, chromium, lead, mercury, nickel, silver, zinc, cyanide, benzene, toluene, ethylbenzene, xylene, acetone, tetrachloroethene, trichloroethene, fluoranthene, benzo(b)fluoranthene, vanadium, 2-butanone, chlorobenzene, methylene chloride, PCBs, mercury, and petroleum aromatic hydrocarbons.

2686. On information and belief, stormwater at the Spectraserv Site flows directly to the Passaic River via on-site conveyance channels, ditches, and overland sheet flow. In 1991, an on-site oil/water separator collected stormwater from portions of the site. The oil/water separator was connected to a six-inch diameter pipe which discharged directly to the Passaic River. The Spectraserv Site also had at least one other stormwater outfall, which discharged directly to the Passaic River.

2687. On information and belief, the Spectraserv Site has been subject to periodic flooding by the Passaic River. The advancing and receding floodwaters eroded and transported Hazardous Substances from chemical process areas, raw material storage areas, finished product storage areas, and on-site soils into the Passaic River, and thence into Newark Bay.

2688. On information and belief, spills, leaks, and mechanical failures resulted in Discharges of Hazardous Substances to and from the Spectraserv Site. Due to the proximity of the Spectraserv Site to

373
the Passaic River, flooding, storm events, and erosion caused Hazardous Substances at the Spectraserv Site to be transported into the Passaic River.

2689. Hazardous Substances and other compounds have been detected in Passaic River sediments adjacent to the Spectraserv Site, including, but not limited to, 2-butanone, acetone, anthracene, benzo(b)fluoranthene, bis(2 ethylhexyl)phthalate, fluoranthene, xylenes, lead, manganese, cyanide, PCBs, toluene, zinc, nickel, vanadium, mercury, and total petroleum hydrocarbons.

2690. In March 1993, Spectraserv entered into an Administrative Consent Order with the NJDEP to address on-site soil and groundwater contamination.

2691. Upon information and belief, in June 2004, EPA sent a General Notice Letter notifying Spectraserv of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Spectraserv Site.

2692. Spectraserv is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Spectraserv Site and released into the Newark Bay Complex.

The Schering Site

2693. The Schering Corporation (“Schering”) property consists of approximately 60 acres of real property and associated improvements located at 1011 Morris Avenue in Union Township, Union County, New Jersey (“Schering Site”).

2694. Since approximately 1938, Schering owned and operated a pharmaceuticals manufacturing, packaging, and research and development facility at the Schering Site. Operations at the Schering Site include, but are not limited to, fermentation, biological and chemical synthesis, extraction of pharmaceutical intermediates, pilot plant process development, and raw material and finished item shipping, receiving, and warehousing.

2695. Schering utilized, manufactured, processed, handled, and/or Discharged Hazardous Substances and other compounds at the Schering Site including, but not limited to, toluene, methylene chloride, chloroform, acetone, butyl ether, methanol, acids, and ethylene dichloride.
2696. The Schering Site abuts the Elizabeth River, which received direct discharges, overland flow, and sheet storm water runoff directly from the Schering Site. From the Schering Site, the Elizabeth River flows eastward and empties into the Arthur Kill, and thence into Newark Bay.

2697. From the 1940s until at least 1954, Schering operated four unlined earthen wastewater lagoons at the Schering Site that were used to collect and dispose of bulk liquids generated from production operations. The wastes that were discharged into the wastewater lagoons included, but were not limited to, chromic and sulfuric acid wastes generated during the production of testosterone.

2698. Waste liquids that discharged into the wastewater lagoons were allowed to evaporate and/or infiltrate into the subsurface soils and/or groundwater. Residual solids that accumulated in the wastewater lagoons formed a “blue green cake” containing chromium. Although the wastewater lagoons were reportedly emptied and decommissioned in the 1950s, a 1986 investigation indicated the presence of a chromium-contaminated “blue green clayey material” remaining in subsurface areas formerly occupied by the unlined lagoons.

2699. Between 1950 and 1953, drums of mixed solvents and other hazardous wastes were disposed of into one or more unlined earthen pits on the northern boundary of the Schering Site adjacent to the Elizabeth River. Hazardous Substances and other compounds that were discharged into the pits, included, but were not limited to, toluene, ethers, alcohols, pyridines, and carbon tetrachloride. Seepage from the pits was observed along the Elizabeth River.

2700. Schering operated hazardous waste, raw material, intermediate, and finished product drum storage areas on one or more uncovered, unlined earthen lots at the Schering Site.

2701. Until at least 1978, process wastewater sewers at the Schering Site were in poor condition, with numerous identified leaks and cross-connections. Multiple floor drains, concrete wastewater trenches, and sewer lines serving manufacturing facilities at the Schering Site were eroded to earth by the leakage and discharge of highly acidic wastewaters, thereby allowing untreated process wastewaters to discharge directly into the soil and/or groundwater at the Schering Site, and thence into the Elizabeth River and the Newark Bay Complex.
2702. In 1986, the industrial sewer and lateral leading from the Schering Site to the Hillside Township sanitary sewer trunk line was identified as a source of contamination to area soils and groundwater.

2703. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Schering Site.

2704. Upon information and belief, storm events and erosion transported Hazardous Substances and other compounds from chemical process areas, raw material storage areas, finished product storage areas, and/or on-site soils into the Newark Bay Complex.

2705. Hazardous Substances and other compounds have been detected in the groundwater at the Schering Site, including, but not limited to, benzene, toluene, chloroform, methylene chloride, carbon tetrachloride, and 1,2-dichloroethane.

2706. In 1986, portions of the Schering Site had a layer of groundwater contaminated with a ten-foot thick layer of free phase toluene and a one-foot thick layer of free phase benzene/toluene.

2707. Groundwater at the Schering Site flows to the Elizabeth River, which then flows to the Arthur Kill.

2708. Hazardous Substances, including, but not limited to, assorted volatile organic compounds, which were Discharged by Schering, have been detected in groundwater across the Elizabeth River. Upon information and belief, the movement of groundwater beneath the Schering Site reportedly carried the contaminants beneath, across, and into the Elizabeth River.

2709. Upon information and belief, Hazardous Substances and other compounds Discharged to the groundwater at the Schering Site Discharge into the Newark Bay Complex.

2710. Schering is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Schering Site and released into the Newark Bay Complex.
Singer Site

2711. The Singer Sewing Company property consists of approximately 106 acres of real property and associated improvements located at or about 321 First Street in Elizabeth, Union County, New Jersey ("Singer Site").

2712. The Singer Manufacturing Company was incorporated in approximately 1865.

2713. In approximately 1963, The Singer Manufacturing Company changed its name to The Singer Company ("Singer").

2714. Upon information and belief, in approximately 1985, Singer reorganized and its sewing operations were assigned to Bicoastal Corporation, and then to SSMC, Inc., which was part of The Singer Company, N.V.

2715. Upon information and belief, The Singer Company N.V. was later reorganized as Singer N.V.

2716. On or about September 30, 2004, Singer N.V. sold its worldwide sewing business and ownership of the Singer trademark to Kohlberg & Company, LLC ("Kohlberg").

2717. On or about February 13, 2006, Kohlberg purchased VSM Group Holding AB ("VSM"), a leading supplier of high-end consumer sewing machines and merged VSM with and into the Singer operations. The new group was renamed SVP Holdings, Limited ("SVP").

2718. Upon information and belief, the operations of Singer are managed under an affiliate of SVP known as Singer Worldwide, LLC and Singer Sewing Company ("SSC").

2719. On or about August 24, 2006, Singer Worldwide LLC, was renamed to SVP Worldwide, LLC ("SVP Worldwide").

2720. Upon information and belief, SVP Worldwide and/or SSC is the successor to Singer and, therefore, succeeds to Singer’s environmental liabilities related to the Singer Site.

2721. From approximately 1873 until at least 1984, Singer and/or its predecessors owned and operated a commercial and industrial sewing machine assembly and manufacturing facility at the Singer Site.
2722. Operations at the Singer Site included, without limitation, aluminum and zinc diecasting, machining, electroplating, pickling, tumbling, phosphate coating, black oxide operations, painting, paint stripping, degreasing, parts washing, anodizing, and general assembly.

2723. Electroplating operations at the Singer Site, included, without limitation, bright nickel plating, black nickel plating, copper plating, chrome plating, tin plating, silver plating, and zinc plating.

2724. During World War II, Singer manufactured components for the United States of America and utilized equipment leased from the United States to manufacture the components.

2725. Singer utilized, processed, handled, stored, and/or Discharged Hazardous Substances and other compounds at the Singer Site including, but not limited to, PCBs and related derivatives, hydrochloric acid, sulfuric acid, phosphoric acid, alkali cleaners, sodium cyanide, trichloroethylene, dichromate sealer, dyes, black oxide, sodium carbonate, sodium hydroxide, sodium silicate, and sodium cyanide.

2726. The Singer Site abuts Newark Bay and/or the Arthur Kill, which received direct discharges, overland flow, and storm water runoff directly from the Singer Site. The Arthur Kill is a tidal strait separating the western side of Staten Island from mainland New Jersey. The Arthur Kill links Raritan Bay with Newark Bay. Upon information and belief, water and sediment flows from Arthur Kill into Newark Bay.

2727. Singer operated at least four outfalls that discharged storm water, sanitary wastewater, and/or industrial wastewaters directly into Newark Bay and/or the Arthur Kill without treatment.

2728. Upon information and belief, in approximately 1962, Singer installed a wastewater “sand pit” through which a portion of the Singer Site’s industrial wastewater flowed prior to discharge into Newark Bay and/or the Arthur Kill. PCBs and related derivatives were detected in sediments within the sand pit.

2729. On or about January 7, 1965, the ISC reported that at least six outfalls at the Singer Site discharged approximately 1,548,950 gallons of effluent per day “directly to the Arthur Kill.”
2730. On or about March 31, 1965, the NJDOH determined that Singer was discharging “wastes of a polluting nature” into the Arthur Kill and ordered Singer to cease discharging “polluting materials” into the Arthur Kill within 30 days.

2731. Until at least 1967, Singer discharged untreated sanitary wastewater generated at the Singer Site directly into Newark Bay and/or the Arthur Kill.

2732. Until at least the late 1970s, Singer discharged untreated, or minimally treated, industrial wastewater generated at the Singer Site directly into Newark Bay and/or the Arthur Kill. The industrial wastewater included, without limitation, effluent from burnishing and tumbling operations, chromic acid tank drainage, rust stripper tank drainage, solvent tank drainage, phosphoric acid tank drainage, paint stripping tank drainage, cooling water effluent, and rinse water and spent solution from acid pickling, plating, anodizing, sealing, degreasing, black oxide, and phosphate coating operations. Upon information and belief, the industrial wastewater contained Hazardous Substances and other compounds, including, without limitation, heavy metals, solvents, acids, oils, and petroleum hydrocarbons.

2733. In 1972, analysis of wastewater discharging into the sand pit at the Singer Site indicated an “excessive oil concentration,” and a “high concentration of phosphates.”

2734. In 1972, analysis of wastewater discharging from Singer’s plating operations indicated the presence of copper, zinc, nickel, chromium, cyanide, and oil and grease.

2735. On or about January 17, 1974, the EPA issued NPDES permit number NJ0001465 to Singer, and which required Singer to terminate all discharges into Newark Bay, except for uncontaminated surface water runoff. On or about April 14, 1978, the EPA issued an Order to Show Cause to Singer concerning Singer’s continued discharge of wastewater into Newark Bay in violation of the terms of its permit.

2736. From at least 1960 until approximately 1974, Building W-14 and/or Building W-5 housed diecasting hydraulic presses, which contained hydraulic fluid comprised of 100 percent PCBs. Upon information and belief, the hydraulic presses frequently leaked hydraulic fluids.
2737. In 1983, analysis of floor samples in Building W-14 contained PCB concentrations as high as 7,800 parts per million.

2738. Upon information and belief, building floor drains and trench systems were located in and around process and manufacturing areas. Upon information and belief, the building floor drains and trench systems were plumbed to pipes that discharged into Newark Bay and/or the Arthur Kill. Upon information and belief, the building floor drains and trench systems received contaminated floor sweepings and direct discharges of process wastes that contained Hazardous Substances and other compounds, including, without limitation, heavy metals and PCBs.

2739. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Singer Site.

2740. Hazardous Substances and other compounds have been detected in the soil at the Singer Site, including, but not limited to, PCBs and related derivatives, aldrin, petroleum hydrocarbons, beryllium, mercury, cadmium, chromium, copper, lead, nickel, and zinc.

2741. Upon information and belief, storm events and erosion transported Hazardous Substances and other compounds from chemical process areas, raw material storage areas, finished product storage areas, and/or on-site soils into the Newark Bay Complex.

2742. Hazardous Substances and other compounds similar to those that have been Discharged from the Singer Site have been detected in sediment core samples taken from Newark Bay proximate to the Singer Site, including, but not limited to, PCBs and related derivatives, beryllium, cadmium, chromium, copper, lead, mercury, nickel, and zinc.

2743. SVP Worldwide and/or SSC, as successor to Singer, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Singer Site and released into the Newark Bay Complex.
Sonneborn Site

2744. The Sonneborn property consists of approximately 15.58 acres of real property and associated improvements located at 1 River Road, Nutley, New Jersey, also described as Hancox Avenue, Belleville, New Jersey (the “Sonneborn Site”).

2745. The Sonneborn Site lies adjacent to the Passaic River, separated from the banks of the Passaic River by Route 21. Upon information and belief, direct discharges, overland flow, and sheet storm water runoff flowed from the Sonneborn Site into area storm water ditches, including, without limitation, the Nutley-Belleville storm ditch, and thence into the Passaic River.

2746. From at least 1906 until 1972, L. Sonneborn Sons, Inc. and/or its predecessors, subsidiaries, or affiliates, including, without limitation, Sonneborn Paint, Sonneborn and Sons, Inc., Sonneborn Building Products, Inc., and/or Sonneborn Chemical and Refining Corporation (collectively “Sonneborn”) owned and/or operated the Sonneborn Site.


2748. On or about September 1, 1999, Witco Corporation entered into a stock-for-stock merger transaction with Crompton & Knowles Corporation (“CK”). As a result of the merger, Witco Corporation and CK merged with and into CK Witco Corporation. In 2000, CK Witco Corporation changed its name to Crompton Corporation (“Crompton”).

2749. On or about July 1, 2005, Crompton entered into an all-stock merger transaction with Great Lakes Chemical Corporation (“Great Lakes’”). As a result of the merger, the combined company became Chemtura Corporation (“Chemtura”), a Delaware Corporation.

2750. Upon information and belief, Chemtura is a successor to Sonneborn Chemical and Refining Corporation, and, therefore, succeeds to the environmental liabilities related to operations of Sonneborn Chemical and Refining Corporation that were conducted at the Sonneborn Site.

2751. Upon information and belief, all and/or a portion of Sonneborn, exclusive of Sonneborn Chemical and Refining Corporation, became an operating division of ChemRex, Inc. (“Chemrex”).
2752. In January 2004, ChemRex changed its name to Degussa Building Systems, Inc. ("Degussa").

2753. In July 2006, the businesses and operations of Degussa were acquired by BASF Corporation and, upon information and belief, Degussa’s operations and businesses were combined into an operating subsidiary of BASF Corporation, known as BASF Construction Chemicals Inc. ("BASF Construction").

2754. Upon information and belief, BASF Construction is a successor to Sonneborn, exclusive of Sonneborn Chemical and Refining Corporation, and, therefore, succeeds to the environmental liabilities related to operations of Sonneborn that were conducted at the Sonneborn Site.

2755. In approximately 1985, 432 Owners, Inc. purchased the Sonneborn Site and operated an apartment cooperative at the Sonneborn Site.

2756. Sonneborn manufactured paints, varnishes, industrial finishes, white mineral oil, industrial cleaners and detergents, concrete floor hardeners and other floor treatment products, lubricants, and textile chemicals and petrolatums at the Sonneborn Site.

2757. Upon information and belief, multiple fires and other emergency incidents occurred at the Sonneborn Site throughout the 1960s, and the Sonneborn Site was destroyed by fire in approximately 1972.

2758. Between approximately 1972 and 1974, the remaining structures were demolished and the Sonneborn Site was sold to an owner who constructed and operated a residential apartment complex.

2759. Process cooling water was discharged from the Sonneborn Site to the Nutley-Belleville storm ditch, and thence into the Passaic River.

2760. On December 8, 1947, oil discharged from the Sonneborn Site into an area storm drain, which discharged into the Passaic River.

2761. On March 3, 1948, the PVSC reported that a blocked sanitary sewer at the Sonneborn Site caused an overflow of wastewater, which discharged into the Passaic River.
2762. The PVSC reported that in April 1948, at least four drums of “milky white liquid” were discharged from the Sonneborn Site into the Belleville-Nutley storm water ditch, which, upon information and belief, emptied into the Passaic River.

2763. On June 22, 1949, the PVSC reported that oily material was discharging from the Sonneborn Site into an area storm water ditch, which, upon information and belief, emptied into the Passaic River.

2764. On February 16, 1956, the PVSC reported that solvents were discharging into the Nutley-Belleville storm water ditch from a six inch pipe at the Sonneborn Site. Upon information and belief, the storm water ditch emptied into the Passaic River.

2765. In June 1961, PVSC inspectors reported “highly polluting” discharges from the Sonneborn Site into a storm water ditch, which emptied into the Passaic River.

2766. In an Administrative Consent Order dated May 5, 2003 between the NJDEP and the current owners and operators of the Sonneborn Site, the NJDEP found that on July 17, 1998, soil at the Sonneborn Site contained concentrations of total petroleum hydrocarbons, PCBs, cadmium, and lead. The NJDEP also found that 19.35 tons of “buried waste, paint cans, and stained pigmented soils” were present at the Sonneborn Site; and ground water at the Sonneborn Site contained “petroleum free product and tetrachloroethene above NJDEP Ground Water Quality Standards.”

2767. In a Remedial Investigation Report & Remedial Investigation Workplan, dated November 13, 2003, 432 Owners, Inc. noted that soil at the Sonneborn Site contained concentrations of Hazardous Substances and other compounds including, without limitation, PCBs, petroleum hydrocarbons, benzo(a)anthracene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, arsenic, indeno(1,2,3-cd)pyrene, barium, and lead.

2768. In a Remedial Investigation Report & Remedial Investigation Workplan dated November 13, 2003, 432 Owners, Inc. noted that groundwater at the Sonneborn Site contained Hazardous Substances and other compounds including, without limitation, arsenic, lead, trichloroethene, tetrachloroethene, cadmium, PCBs, benzo(a)anthracene, and benzo(a)pyrene.
2769. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Sonneborn Site.

2770. On or about February 14, 2006, EPA sent a General Notice Letter notifying Degussa, now known as BASF Construction, of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Sonneborn Site.

2771. BASF Construction, as successor to Sonneborn, exclusive of Sonneborn Chemical and Refining Corporation, and Chemtura, as successor to Sonneborn Chemical and Refining Corporation, are “dischargers” and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the Sonneborn Site and released into the Newark Bay Complex.

The Standard Tallow Site

2772. The Standard Tallow property consists of real property and associated improvements located at 61 Blanchard Street in Newark, Essex County, New Jersey (“Standard Tallow Site”).

2773. Standard Tallow Company, which upon information and belief is also known as Standard Tallow Corporation, (collectively “Standard Tallow”) was started in approximately 1910.

2774. In approximately 1996, Darling International, Inc. (“Darling”) purchased the outstanding stock of Standard Tallow. Upon information and belief, Darling is the successor to Standard Tallow and, therefore, succeeds to Standard Tallow’s environmental liabilities related to the Standard Tallow Site.

2775. Standard Tallow owned and/or operated a tallow, meat meal, and bone meal production facility at the Standard Tallow Site.

2776. Standard Tallow utilized Hazardous Substances and other compounds at the Standard Tallow Site including, but not limited to, petroleum products, fuel oil, sulfuric acid, toluene, 1,1,1-trichloroethane, and copper powder.

2777. In 1980, Standard Tallow reported discharging at least 13,212,308 gallons of wastewater per year into the City of Newark sanitary sewer system.
2778. The wastewater generated by Standard Tallow contained Hazardous Substances and other compounds, including, but not limited to, cadmium, chromium, copper, nickel, zinc, arsenic, aluminum, iron, lead, volatile solids, mineral solids, suspended solids, chlorides, and emulsified oils and greases.

2779. On or about February 6, 1926, the PVSC identified Standard Tallow as a known discharger of polluting materials into the Passaic River, including, but not limited to, sanitary sewage and waste from rendering kettles.

2780. On or about August 11, 1969, PVSC inspectors observed “a large amount of pollution” discharging from the Standard Tallow Site into the Blanchard Street storm sewer and the Passaic River.

2781. In September 1969, the PVSC identified “highly polluting material” discharging from the Standard Tallow Site and into the Blanchard Street storm sewer, and thence into the Passaic River.

2782. On or about March 3, 1970, the PVSC identified “heavy pollution” discharging from the Standard Tallow Site into an area storm sewer, and thence the Passaic River.

2783. On or about October 7, 1971, the PVSC identified “turbid...liquid waste,” including, boiler condensate effluent discharging from the Standard Tallow Site into a storm sewer catch basin on Blanchard Street, which, upon information and belief, empties into the Passaic River. The boiler condensate had a pH up to 11.8.

2784. On several occasions in 1969, PVSC inspectors identified “sloppy housekeeping” practices at the Standard Tallow Site.

2785. In October 1971, PVSC inspectors observed that the Standard Tallow Site was “covered with decayed tallow waste product and oil” and that housekeeping at the Standard Tallow Site was “extremely bad.”

2786. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Standard Tallow Site.
2787. Darling International, as successor to Standard Tallow, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were Discharged at the Standard Tallow Site and released into the Newark Bay Complex.

The Stanley Works Site

2788. The Stanley Works property consists of real property and associated improvements located at 140 Chapel Street in Newark, Essex County, New Jersey, also designated as Block 2445, lot 120 (formerly identified as lot 1) on the Tax Map of the City of Newark (“Stanley Works Site”).

2789. The Stanley Works Site is situated just north of the Passaic River, and upon information and belief, stormwater runoff and process discharges from the Stanley Works Site entered stormwater drains and discharged directly into the Passaic River.

2790. On or about June 4, 1901, The Stanley Works was incorporated in the state of Connecticut (“Stanley”).

2791. From approximately 1875 until at least 1985, Stanley owned and operated a hand tool manufacturing facility at the Stanley Works Site.

2792. Soil samples taken at the Stanley Works Site confirmed the presence of Hazardous Substances and other compounds, including, but not limited to, lead, zinc, arsenic, polynuclear aromatic hydrocarbons, PCBs, benzo(b)fluoranthene, benzo(g,h,i)perylene, chrysene, dibenz(a,h)anthracene, benzo(a)anthracene, and benzo(a)pyrene.

2793. Groundwater samples taken at the Stanley Works Site confirmed the presence of Hazardous Substances and other compounds, including, but not limited to, arsenic and zinc. Groundwater at the Stanley Works Site flows in the direction of the Passaic River.

2794. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Stanley Works Site.

2795. On information and belief, in June 2004, EPA sent a General Notice Letter notifying Stanley of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Stanley Works Site.
2796. On September 19, 2003, the NJDEP issued Directive No. 1 In the Matter of the Lower Passaic River ("2003 Directive"), in which the NJDEP found that Hazardous Substances were discharged at the Stanley Works Site and that those Hazardous Substances are and/or have emanated into the Lower Passaic River. The NJDEP further determined that Stanley is a person, pursuant to the Spill Act, in any way responsible for the Hazardous Substances that were discharged at the Stanley Works Site.

2797. Stanley is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Stanley Works Site and released into the Newark Bay Complex.

**Sun Chemical Site**

2798. Sun Chemical Corporation is the current owner of property located at 185 Foundry Street, Newark, New Jersey (the “Sun Chemical Site”). The Sun Chemical Site is located north of Interstate Highway 95, south and west of the Passaic River, and east of the Conrail Railroad lines.

2799. From 1967 until December 30, 1986, Sequa Corporation operated on the Sun Chemical Site under the Sun Chemical Corporation name.

2800. Sun/DIC Acquisition Corp. was incorporated on December 1, 1986 in Delaware.

2801. On December 30, 1986, Sequa Corporation sold the non-stock assets of its graphic arts material segment to DIC Americas, Inc., including the operations at the Sun Chemical Site. As a result of this transaction, Sequa Corporation retained contingent liabilities for off-site environmental claims relating to activities arising before the sale, including those at the Sun Chemical Site.

2802. On June 19, 1987, SunDIC Acquisition Corp. changed its name to Sun Chemical Corporation.

2803. In 1990, Sun Chemical Corporation purchased the Sun Chemical Site.

2804. Both Sequa Corporation and Sun Chemical Corporation produced organic pigments at the Sun Chemical Site.

2805. On information and belief, Sequa Corporation and Sun Chemical Corporation received, used, manufactured, Discharged, and/or stored the following Hazardous Substances and other compounds at the Sun Chemical Site: ethyl benzene, toluene, xylene, PCBs, arsenic, cadmium, chromium, lead,
acetic acid, bis(2-ethylhexyl) phthalate, sodium hydroxide, dianilinolephthalic acid, ditolidinoteriphthalic acid, methanol, and phosphoric acid.

2806. On information and belief, stormwater at the Sun Chemical Site was discharged to a ditch that flowed into a catch basin, which flowed to the Roanoke Avenue combined sewer. Floor drains at the Sun Chemical Site were also piped to the Roanoke Avenue combined sewer.

2807. The Roanoke Avenue combined sewer lines discharged to the Passaic River. From as early as 1958 until the early 1980s, a malfunctioning regulator on the Roanoke Combined Sewer System resulted in untreated sewage flows discharging into the Passaic River.

2808. In 1969, highly acidic overflows from Sun Chemical Corporation’s (now Sequa Corporation) neutralization tank discharged to the Passaic River.

2809. In October of 1978, inspectors from the PVSC investigated a report of red dye in the Passaic River. PVSC inspectors traced the red dye from the Roanoke Avenue sewer to the Sun Chemical Site. The PVSC noted that the flow from the Sun Chemical Site was not only red, but also highly polluting in COD and TOC and had a pH of 1.7. PVSC advised Sun Chemical (now Sequa Corporation) that it was not only polluting the Passaic River, but also that its low pH discharge was illegal even in a sanitary sewer.

2810. In October 1982, the PVSC notified Sun Chemical Corporation (now Sequa Corporation) that it was in violation of PVSC rules and regulations with respect to the pH level of Sun Chemical’s discharges.

2811. In December of 1987, overflow discharge from the Sun Chemical Site was observed running into a ditch that discharged in the catch basin near the New Jersey Turnpike. On information and belief, this overflow was discharged to the Passaic River via the Roanoke Avenue combined sewer. The overflow was determined to have a pH of 1.

2812. In 1993, NJDEP noted that a redish purple dye was being discharged by Sun Chemical Corporation into the Passaic River.
2813. In 1995 and 1996, Sun Chemical advised the PVSC that Sun Chemical had exceeded its permitted discharge limits for toluene.

2814. Hazardous Substances and other compounds detected in the soil at the Sun Chemical Site include: PCBs, petroleum hydrocarbons, base neutrals, volatile organic compounds, antimony, arsenic, cadmium, chromium, copper, lead, mercury, nickel, and zinc. PCBs were also detected in at least one floor drain at the Sun Chemical Site.

2815. The Sun Chemical Site has been subject to flooding.

2816. Sediment samples taken in the Passaic River adjacent to the Roanoke Avenue Combined Sewer System reveal the presence of, among other substances, toluene, lead, bis(2-ethylhexyl) phthalate, and xylene.

2817. On or about June 8, 2006, EPA sent a General Notice Letter notifying Sun Chemical of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Sun Chemical Site.

2818. On or about June 8, 2006, EPA sent a General Notice Letter notifying Sequa Corporation of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Sun Chemical Site.

2819. Sun Chemical Corporation and Sequa Corporation are “dischargers” and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the Sun Chemical Site and released into the Newark Bay Complex.

**Swift Site**

2820. The Swift and Company property consists of real property and associated improvements located at 1215 Harrison Avenue in Kearny, Hudson County, New Jersey (“Swift Site”).

2821. Swift and Company (“Swift”) operated a meat processing facility at the Swift Site.

2822. On or about December 22, 1943, Swift and Company was incorporated in the State of New Jersey.
2823. On or about July 20, 2003, Swift and Company merged with and into ConAgra Panama, Inc. ("ConAgra Panama").

2824. Upon information and belief, ConAgra Panama is the successor to Swift and, therefore, succeeds to Swift’s environmental liabilities related to the Swift Site.

2825. The Swift Site abuts Frank’s Creek, which received direct discharges, overland flow, and sheet storm water runoff directly from the Swift Site. From the Swift Site, Frank’s Creek flows south and empties into the Passaic River.

2826. On or about February 24, 1971, Bureau of Water Pollution Control inspectors observed “a brownish greasy material overflowing from a manhole on the” Swift Site and discharging into Frank’s Creek. Several inches of the waste effluent were observed “on the entire surface of the creek.”

2827. As of 1972, Swift discharged approximately 197,000 gallons of wastewater per day into the Worthington Avenue Combined Sewer Overflow District ("Worthington Avenue CSO"). According to the PVSC, during wet weather events, a portion of the combined flow within the Worthington Avenue CSO enters an interceptor and discharges through an outfall line into the Passaic River.

2828. As of 1972, wastewater discharged by Swift contained elevated levels of total solids, oils, greases, chlorides, nitrates, and nitrites.

2829. ConAgra Panama, as successor to Swift, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Swift Site and released into the Newark Bay Complex.

**Three County Volkswagen Site**

2830. The Three County property consists of real property and associated improvements located at 701 Riverside Avenue in Lyndhurst, Bergen County, New Jersey ("Three County Site").

2831. On or about December 11, 1964, Three County Corporation was incorporated in the State of New Jersey. On or about April 8, 1970, Three County Corporation changed its name to Three County Volkswagen Corporation ("Three County").
2832. In approximately 1965, Three County purchased the Three County Site from Waldan Construction. From approximately 1965 until the present, Three County has owned and operated an automotive dealership and general automotive repair facility at the Three County Site.

2833. The Three County Site abuts the Passaic River, which receives overland flow and sheet stormwater runoff directly from the Three County Site.

2834. Upon information and belief, an eight-inch pipe, which collected wastewater from the Three County Site, discharged directly to the Passaic River. In April 1972, a milky colored substance was discovered discharging from the pipe into the Passaic River. Samples taken from the discharged material confirmed the presence of elevated levels of suspended solids and organic compounds, and an elevated pH factor. The pipe was sealed in May 1972 and connected to the sanitary sewer system. Until the pipe was rerouted, Hazardous Substances collected by the pipe and emanating from the Three County Site discharged directly to the Passaic River.

2835. Soil samples taken at the Three County Site confirmed the presence of Hazardous Substances, including, but not limited to bis-(2-ethylhexyl)-phthalate and di-n-butyl phthalate.

2836. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Three County Site. Due to the proximity of the Three County Site to the Passaic River, flooding, storm events, and erosion caused Hazardous Substances that were Discharged to or from the Three County Site to be transported into the Passaic River.

2837. On or about September 15, 2003, EPA sent a General Notice Letter notifying Three County of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Three County Site.

2838. Three County is a "discharger" and/or a Person "in any way responsible" for the Hazardous Substances that were discharged at the Three County Site and released into the Newark Bay Complex.
Tidewater Baling Site

2839. The Tidewater Baling Corp. property consists of real property and associated improvements located at 26 Saint Charles Street in Newark, Essex County, New Jersey, also designated as Block 2487, lot 2 on the Tax Map of the City of Newark (“Tidewater Baling Site”).

2840. The Tidewater Baling Site lies approximately half a mile from the Passaic River. Overland flow, direct discharges, and sheet storm water runoff flows through a low-lying marshy area to the east of the site into one or more storm drains on the Ironbound Recreation Center owned by the City of Newark and other storm drains beneath or in the vicinity of Rome Street, which ultimately discharge into the Passaic River or the upper reaches of Newark Bay.

2841. On or about June 5, 1945, Tidewater Baling Corp. (“Tidewater”) was incorporated in the State of New Jersey and has owned and operated a scrap metal reclamation and baling facility at the Tidewater Baling Site since at least 1947.

2842. Tidewater’s operations at the Tidewater Baling Site included the storage, handling, cutting and baling of various types of scrap metal including, but not limited to, junked automobiles, used 55-gallon metal drums, decommissioned storage tanks, and old electrical transformers. Site operations were conducted on a partially fenced, unpaved back lot on which an office building, one or more cranes, scrap storage and loading buildings, an engine house and other structures were located. Two baler systems were operated to compress the scrap metal, one located near the western site boundary believed to have been constructed by the original owner, and the other, constructed by Tidewater in 1957, located near the eastern site boundary. The latter held approximately 1,500 gallons of oil, much of which was recovered from scrap machinery to replenish oil leaking from the baler’s hydraulic system. The leaking hydraulic oil, which contained polychlorinated biphenyls, and the residual contents from baled scrap, together with surface water runoff, collected in a pit and was pumped into an oil/water separator or settling tank. The tank lacked the secondary containment system necessary to contain a spill or release. Aqueous liquid from the separator was pumped directly onto the ground until the separator began to flow recovered oil. The recovered oil was reintroduced into the baler unit.
2843. Pits and holding pools of standing liquid, piles of scrap and oil saturated residue, oil spills, ponds of multi-colored liquid, standing water stained with brown/brownish amber substances, darkly stained soil, and other conditions have been observed on the Tidewater Baling Site during EPA, NJDEP or City inspections. As a result of these and other practices, the Tidewater Baling Site became contaminated with polychlorinated biphenyls, heavy metals and other Hazardous Substances.

2844. On information and belief, runoff of oily substances containing polychlorinated biphenyls, heavy metals and other Hazardous Substances from the Tidewater Baling Site has occurred since at least the late 1960s.

2845. On or about August 27, 1970, the Newark Fire Department notified Tidewater to “stop letting oil seepage from your property run on to Ironbound Recreation Center property.” On or about May 27, 1982, “waste oil” was reported running off the Tidewater Baling Site at the nearby Ironbound Recreation Center. On or about June 10, 1982, an NJDEP inspection revealed extensive oil contamination extending from Tidewater’s baling unit along a concrete retaining wall to railroad tracks on the Tidewater Baling Site and continuing downgradient into the scoreboard area of the Ironbound Recreation Center, an area which in turn drained into the City sewers. Another inspection on or about September 17, 1984 revealed that the contamination remained as extensive it had been more than two years before.

2846. During an inspection of the Tidewater Baling Site on or about August 12, 1986, the soil in the vicinity of the baling unit appeared soaked with a deep black, oily substance and pools of liquid were observed at the site and on or near the Ironbound Recreation Center. Soil and liquid samples revealed the presence of polychlorinated biphenyls on the Tidewater Baling Site as well as at the Ironbound Recreational Center in the vicinity of the baseball diamond and football field. Sampling also revealed the presence of heavy metals including, but not limited to, arsenic, cadmium, chromium, lead, and zinc.

2847. An EPA Preliminary Assessment of the Tidewater Baling Site dated October 15, 1986, reported contamination with oily waste, polychlorinated biphenyls, methylene chloride, arsenic,
cadmium, chromium, lead, and zinc. The assessment stated that releases of Hazardous Substances from the site “drain into the Newark sewage system.” On or about December 4, 1987, an investigation of the eastern portion of the Tidewater Baling Site, the railroad tracks and the scoreboard area to the north of the Ironbound Recreation Center running track confirmed the migration of contaminated runoff from the Tidewater Baling Site which, during periods of excessive rainfall, “may reach the playing fields and possibl[y] extend further along the rail tracks in an eastern direction.”

2848. In 1987, three monitoring wells were installed on the Tidewater Baling Site, samples from which confirmed the presence of Hazardous Substances in the form of heavy metals and volatile organics in the groundwater.

2849. On or about March 24, 1988, the EPA issued a Complaint And Notice Of Opportunity For Hearing charging Tidewater with the operation of a hydraulic system containing polychlorinated biphenyls and the spilling polychlorinated biphenyls on the ground in violation of federal regulations.

2850. Soil samples taken during an EPA inspection in May of 1989 confirmed the presence of Hazardous Substances on the Tidewater Baling Site and on or near the Ironbound Recreation Center including, but not limited to, arsenic, barium, cadmium, chromium, lead, mercury, polychlorinated biphenyls, phenols and petroleum hydrocarbons. On or about May 19, 1989, the EPA notified Tidewater Baling of its potential liability as a responsible party for ongoing releases of polychlorinated biphenyls and heavy metals impacting the Ironbound Recreation Center.

2851. As a result of an inspection on or about April 18, 1991, NJDEP concluded that the Tidewater Baling Site was “a probable source of regional contamination (both on and off the Tidewater site).” A site inspection report stated that “[c]ontaminants migrating off site in a southeasterly direction via surface runoff has been an ongoing problem that remains unresolved to date.”

2852. On or about January 23, 1992, the NJDEP issued an Administrative Consent Order effective March 16, 1992, finding, inter alia, that Tidewater had illegally discharged Hazardous Substances at the Tidewater Baling Site onto the lands and into the waters of New Jersey. On information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in releases,
discharges and disposal of Hazardous Substances to and from the Tidewater Baling Site. On numerous occasions, EPA, NJDEP or City inspectors recorded that practices at the Tidewater Baling Site were contributing to discharges of polluting runoff from the Tidewater Baling Site. Upon information and belief, it was not until after the 1992 Administrative Consent Order that Tidewater ceased scrap metal baling operations on the Tidewater Baling Site.

2853. Tidewater is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Tidewater Baling Site and released into the Newark Bay Complex.

Tiffany Site

2854. The Tiffany & Co. property consists of real property and associated improvements located at 820 Highland Avenue in Newark, Essex County, New Jersey (the “Tiffany Site”).

2855. The northern boundary of the Tiffany Site is approximately 250 feet from the Second River. From the Tiffany Site, the Second River flows east and empties into the Passaic River. At least two stormwater drains on the Tiffany Site collected runoff from the Tiffany Site. Upon information and belief, the stormwater drains discharge into the Second River.

2856. In approximately 1837, Tiffany and Company was founded and, in approximately 1868, was incorporated in the State of New York. Upon information and belief, in approximately 1984, Tiffany & Co. (“Tiffany”), a Delaware corporation, acquired Tiffany and Company.

2857. From approximately 1897 until approximately 1985, Tiffany owned and operated a silverware manufacturing facility at the Tiffany Site. Upon information and belief, Tiffany’s operations at the Tiffany Site included alloying of fine silver, production of flatware, hollow ware, and fancy goods. The site is currently occupied by an apartment building.

2858. Upon information and belief, Tiffany discharged process wastewater into the PVSC sewer system. Furthermore, interior floor drains at the Tiffany Site emptied into the sanitary sewer connection. According to a 1972 PVSC report, Tiffany reportedly discharged approximately 8,000,000 gallons of wastewater annually to the PVSC sewer system.
2859. The Tiffany Site is located within the Verona Avenue CSO District. According to the PVSC, during wet weather events, a portion of the sewer flow in the Verona Avenue CSO District discharged directly to the Passaic River via the Verona Avenue overflow chamber. Upon information and belief, the overflow included discharges of process wastewater from the Tiffany Site.

2860. Soil samples taken at the Tiffany Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, cyanide, petroleum hydrocarbons, methylene chloride, chromium, lead, silver, tin, arsenic, cadmium, copper, nickel, thallium, selenium, and zinc.

2861. Groundwater samples taken at the Tiffany Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, cadmium, lead, mercury, nickel, silver, thallium, zinc, tetrachloroethane, 1,1-dichloroethene, ethyl benzene, 1,1,1-trichloroethane, trichloroethane, benzene, napthalene, diethyl phthalate, bis (2-ethylhexyl) phthalate, and assorted volatile organic compounds.

2862. Upon information and belief, groundwater at the Tiffany Site flows toward the Second River, which empties into the Passaic River.

2863. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Tiffany Site.

2864. On or about December 27, 2006, EPA sent a General Notice Letter notifying Tiffany of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Tiffany Site.

2865. Tiffany is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Tiffany Site and released into the Newark Bay Complex.

Timco Site

2866. The Timco, Inc. (“Timco”) property consists of approximately 5,000 square feet of real property and associated improvements located at 666 S. 16th Street, Newark, New Jersey (the “Timco Site”).
2867. Since approximately 1955 or 1956, Timco has owned and operated a facility in which it 
cleans and then plates electronic parts with tin and lead at the Timco Site.

2868. Timco, Inc. utilized, handled, mixed, stored, and/or Discharged Hazardous Substances 
and other compounds at the Timco Site, including, but not limited to, muriatic acid and heavy metals.

2869. Until 1994, Timco discharged muriatic acid and process wastewater from the Timco Site 
to the sewer in the Clay Street CSO District which overflowed into the Passaic River.

2870. In 1978, the PVSC had the effluent from the Timco Site analyzed and found it contained 
cadmium, chromium, copper, lead, nickel, zinc, and arsenic. Upon information and belief, in 
approximately 1992, the PVSC determined that Timco violated its discharge permit by discharging in 
excess of its allowed limit. Timco’s discharge permit was rescinded in 1994.

2871. Timco is a “discharger” and/or a Person “in any way responsible” for the Hazardous 
Substances that were discharged at the Timco Site and released into the Newark Bay Complex.

Troy Chemical Corporation, Inc. Site

2872. On information and belief, Troy Chemical Corporation, Inc. ("Troy Chemical") is the 
current owner of property located at One Avenue L, Newark, New Jersey (the “Troy Chemical Site”). 
The Troy Chemical Site is located in Newark on an industrial tract that has been active since the early 
1900s. The Troy Chemical Site is an operational chemical plant occupying approximately 5.8 acres of 
land.

2873. Troy Chemical began operations on the Troy Chemical Site in the early 1950s. 
Operations at the site included the production of paint additives, preservatives, and biocides.

2874. On information and belief, Troy Chemical used mercury at the Troy Chemical Site from 
at least 1956 until at least the late 1980s in the production of organic mercuric compounds such as 
phenylmercuric acetate, chloromethoxypropyl mercuric acetate, phenyl mercuric sulfide, and 
phenylmercuric oleates.
Pierson’s Creek, a man-made waterway that discharges to Newark Bay just south of the mouth of the Passaic River, has been contaminated with a number of contaminants, including mercury from the Troy Chemical Site.

Process discharges from the Troy Chemical Site prior to 1965 went directly to Pierson’s Creek. From 1965 to 1976, mercury bearing wastewater was treated with sulfide precipitation and discharged directly to Pierson’s Creek.

In 1979, it was estimated that 327 pounds of mercury per day were discharged from the Troy Chemical Site into the sanitary sewer system. As a result of the inefficient treatment level of the PVSC treatment plant at that time, it is estimated that 90% of the mercury was being discharged into the Newark Bay with the plant’s effluent.

Mercury has been detected in the sediment and surface water of Pierson’s creek and the sediment of a tributary of Pierson’s Creek located in proximity to the Troy Chemical Site. Mercury has also been detected in the soil and the groundwater at the Troy Chemical Site.

According to a report by the NJDEP, spills, leaks, and poor housekeeping at the Troy Chemical Site have contributed to contamination of surface water by migrating via stormwater runoff and overflows. The NJDEP report concluded that it is clearly evident that past and present activities by Troy Chemical have seriously impacted the quality of water and sediment in Pierson’s Creek and its tributary, both on-site and downstream of the facility.

Hazardous Substances and other compounds that have been detected in the surface water at the Troy Chemical Site include: arsenic, beryllium, cadmium, chromium, copper, lead, mercury, nickel, silver, zinc, 1,2-dichloroethane, 1,2-dichloroethene, 1,2-trans-dichloroethylene, 1,1,2,2-tetrachloroethane, 1,1,1-trichloroethane, benzene, chlorobenzene, chloroform, dichlorobromomethane, ethylbenzene, methylene chloride, tetrachloroethylene, toluene, trichloroethylene, and vinyl chloride.

Hazardous Substances and other compounds that have been detected in the sediment at the Troy Chemical Site include: arsenic, barium, cadmium, chromium, copper, lead, mercury, 1,2-dichlorobenzene, 1,4-dichlorobenzene, 1,1-dichloroethane, 1,1-dichloroethene, 1,2-dichloroethene, 2,3-
dimethylphenol, 2-methylnapthalene, 2-methylphenol, 4-methyl-2-pentanone, 1,1,1-trichloroethane,
1,2,4-trichlorobenzene, acetone, anthracene, benzene, bis(2-ethylhexyl)phthalate, butylbenzylphthalate,
chlorobenzene, chloroform, chrysene, diethylphthalate, di-n-butylphthalate, di-n-octophthalate,
fluoranthene, fluorene, methylene chloride, naphthalene, nitrobenzene, phenanthrene, pyrene,
tetrachloroethene, toluene, trichloroethene, vinyl chloride, xylene, 4,4'-DDD, 4,4'-DDT, aroclor 1242, and
petroleum hydrocarbons.

2882. Hazardous Substances and other compounds that have been detected in the groundwater
at the Troy Chemical Site include: arsenic, cadmium; cyanide, lead, benzene, mercury, toluene, 1,1-
dichloroethane, 1,2-dichloroethene, xylene, tetrachloroethene, and trichlorethylene.

2883. On or about August 24, 2006, EPA sent a General Notice Letter notifying Troy Chemical
of its potential liability for Response costs relating to the Newark Bay Study Area as the result of the
Release of Hazardous Substances from the Troy Chemical Corporation Site.

2884. Troy Chemical is a “discharger” and/or a Person “in any way responsible” for the
Hazardous Substances that were discharged at the Troy Chemical Site and released into the Newark Bay
Complex.

Universal Oil Products Site

2885. Honeywell International Inc. is the current owner of an approximately 75 acre property
located at the intersection of Route 17 and Paterson Plank Road in the Borough of East Rutherford,
Bergen County, New Jersey (the “Universal Oil Products Site”). The Universal Oil Products Site is
bordered on the southeast by Berry’s Creek, which flows into the Hackensack River about 3.5 miles
downstream of the site.

2886. The Universal Oil Products Site was developed in 1932 by The Trubeck Laboratories,
Inc. as a aroma chemical laboratory. Operations were later expanded to include the handling of chemical
wastes and solvent recovery. Universal Oil Products Company acquired the site in 1960. On information
and belief, Universal Oil Products Company and The Trubeck Laboratories, Inc. merged, with the
surviving entity known as Universal Oil Products Company (“UOP”).
2887. According to a November 1997 report by ENSR Consulting and Engineering ("ENSR"), UOP was a division of The Signal Companies. According to a January 2000 Work Plan for Area 4 at the Universal Oil Products Site by O'Brien & Gere Engineers, Inc. that was submitted on behalf of Honeywell, Inc., UOP was a division of The Signal Companies.


2889. According to a VOC Addendum to a Feasibility Study for the Universal Oil Products Site submitted by ENSR on April 20, 1990 on behalf of Allied-Signal, Allied-Signal was the successor to Universal Oil Products Company.

2890. According to a Feasibility Study for the Universal Oil Products Site submitted by ENSR on June 22, 1992 on behalf of Allied-Signal, Allied-Signal was the successor to Universal Oil Products Company.

2891. In 1999, Honeywell, Inc. merged with AlliedSignal Inc., with the surviving entity ultimately becoming known as Honeywell International Inc. ("Honeywell"). On information and belief, Honeywell is the successor to Universal Oil Products Company and/or has otherwise succeeded to the environmental liabilities related to the Universal Oil Products Site.

2892. Substances used or produced at the Universal Oil Products Site include: chlorinated aromatics, fatty acids, phosphorous trichloride, benzyl chloride, benzyl alcohol, amyl salicylate, acetic acid, aromatic anhydrides, aromatic organics, solvents, aromatic hydrocarbons, and sulfuric acid.

2893. The handling of hazardous materials and wastes and the presence of two waste lagoons on the Universal Oil Products Site led to the contamination of soils, groundwater, and on-site streams. A system of natural and artificial surface water channels crossed the Universal Oil Products Site which flowed into Berry’s Creek.
2894. Two unlined wastewater lagoons were constructed on the Universal Oil Products Site in 1959 which remained in use until at least 1971. In 1963, an application to discharge industrial wastes from the Universal Oil Products Site to the East Rutherford-Rutherford-Carlstadt Joint Meeting sewer system was turned down because of the anticipated quality of the effluent.

2895. Industrial effluent from the Universal Oil Products Site was discharged to Ackerman’s Creek until at least 1971 after it had been treated with lime, passed into a clarifier, and run through a weir-measuring arrangement. The scum and sludge from the clarifier at the Universal Oil Products Site was pumped to the two wastewater lagoons, where water was dissipated by evaporation or seepage.

2896. Most of the process sewer at the Universal Oil Products Site was made of clay. Hazardous Substances and other compounds detected in the process sewer at the Universal Oil Products Site include: benzene, toluene, chlorobenzene, ethylbenzene, xylenes, 1,4-dichlorobenzene, chromium, mercury, zinc, and PCBs.

2897. According to an April 10, 1990 NJDEP fact sheet regarding the Universal Oil Products Site, records indicate that 4.5 million gallons of chemical wastes were discharged into the two waste lagoons on the Universal Oil Products Site during the 1950s, 1960s and 1970s.

2898. Hazardous Substances and other compounds detected in the wastewater lagoons on the Universal Oil Products Site include: toluene, benzene, xylenes, ethylbenzene, chlorobenzene, chlorinated benzenes, PAHs, bis(2-ethylhexyl)phthalate, di-n-butyl phthalates, and phenol.

2899. In 1980, NJDEP issued an administrative order and penalty assessment to Universal Oil Products for violation of its NPDES permit, as well as for failure to contain and remove chemical spills from the Universal Oil Products Site.

2900. Hazardous Substances and other compounds detected in the groundwater at the Universal Oil Products Site include: benzene, chlorobenzene (which is a substance associated with the formation of dioxin compounds), ethylbenzene, xylenes, 1,2-dichlorobenzene, trans-1,2-dichloroethene, phenol, 1,4-dichlorobenzene, 1,3-dichlorobenzene, napthalene, trichloroethylene, toluene, vinyl chloride, toluene, PCBs, arsenic, chromium, heptane, and lead.
2901. The Universal Oil Products Site has been subject to tidal flooding and is partly covered by a tidal salt marsh and a system of natural and artificial surface water channels. The main channel on the site is referred to as Ackerman’s Creek, which drains into Berry’s Creek, a tributary of the Hackensack River.

2902. Groundwater at the Universal Oil Products Site is hydraulically connected to Ackerman’s Creek and tidally influenced.

2903. Groundwater at the Universal Oil Products Site discharged to the surface channels, which in turn discharged to Ackerman’s Creek. PCBs, mercury, and chromium have been detected in the channels on the Universal Oil Products Site.

2904. Between 100 and 125 drum carcasses were discovered buried at the Universal Oil Products Site.

2905. Hazardous Substances and other compounds detected in the soil at the Universal Oil Products Site include: PCBs, lead, arsenic, chromium, zinc, mercury, cadmium, cyanide, benzo(a)anthracene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, chrysene, dibenzo(a,h)anthracene, ideno(1,2,3-cd)pyrene, chrysene, 1,2-dichlorobenzene, toluene, 1,4-dichlorobenzene, trichloroethene, 1,2,4-trichlorobenzene, chlorobenzene, benzene, fluoranthene, manganese, phenanthrene, pyrene, napthalene, tetrachloroethene, and 1,1,2,2-tetrachloroethane.

2906. A drainage ditch on the southern portion of the Universal Oil Products Site located on Block 104, Lot 2 ("Area 2 Drainage Channel") was hydraulically connected to Ackerman’s Creek. Hazardous Substances and other compounds detected in sediment samples from the Area 2 Drainage Channel at the Universal Oil Products Site include: PCBs, 4,4-DDD, 4,4-DDE, 4,4-DDT, dieldrin, cadmium, chromium, lead, mercury, zinc, copper, napthalene, acenaphthalene, fluorene, phenanthrene, pyrene, benzo(a)anthracene, chrysene, benzo(k)fluoranthene, benzo(a)pyrene, and ideno(1,2,3-cd)pyrene.

2907. During a July 1979 site inspection by NJDEP, a chemical sewer was observed overflowing to a storm water catch basin at the Universal Oil Products Site. Spills of salicylic acid to a
storm sewer catch basin and a spill outside of a boiler room at the Universal Oil Products Site were also observed during the July 1979 inspection.

2908. A seep/sewer investigation at the Universal Oil Products Site determined that Hazardous Substances were present in the on-site sewer system and were discharging to Ackerman’s Creek. Hazardous Substances and other compounds detected in the storm sewer system on the Universal Oil Products Site include: benzene, 1,2-dichloroethene, vinyl chloride, trichloroethene toluene, chlorobenzene, ethylbenzene, xylene, 1,4-dichlorobenzene, PCBs, arsenic, cadmium, chromium, copper, lead, mercury, nickel, and zinc.

2909. The storm sewer at the Universal Oil Products Site was hydraulically connected to Ackerman’s creek.

2910. In 1997, AlliedSignal Inc. reported that it had exceeded the discharge permit for aroclor-1248 (a PCB) in the effluent stream from a temporary water treatment plant at the Universal Oil Products Site.

2911. Hazardous Substances from the Universal Oil Products Site were discharged into Berry’s Creek. Numerous Hazardous Substances, including chlorobenzene, mercury, chromium, and PCBs have been detected in the sediment of Berry’s Creek.

2912. The Universal Oil Products Site was placed on the National Priorities List of Superfund in 1983.

2913. UOP and/or Honeywell are “dischargers” and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the Universal Oil Products Site and released into the Newark Bay Complex.

Van Dyk Site

2914. The Van Dyk & Company property consists of real property and associated improvements located at 11 William Street in Belleville, Essex County, New Jersey, also designated as Block 12, Lots 3, 17, 18, 25, 29, 30, and 32, and Block 8, Lot 24 on the Tax Map of the City of Belleville (“Van Dyk Site”).
2915. The Van Dyk Site lies approximately 250 feet east-southeast of the Passaic River. From the Van Dyk Site, stormwater runoff and direct discharges of liquids flowed into floor drains, which discharged into PVSC sanitary sewer lines, or into area storm drains, which emptied into the main storm sewer line beneath Main Street and William Street, and which discharges directly into the Passaic River.

2916. From approximately 1943 until approximately 1982, Van Dyk & Company, Inc., a closely-held New Jersey corporation also known as Van Dyk Inc. or Van Dyk & Co. (collectively “Van Dyk”), owned and operated a cosmetic chemical manufacturing facility at the Van Dyk Site.

2917. In 1982, Mallinckrodt, Inc. (“Mallinckrodt”), a Missouri corporation was acquired by and became a wholly-owned subsidiary of Avon Products, Inc. (“Avon”), a New York corporation. At approximately the same time, Mallinckrodt acquired the outstanding stock and assets of Van Dyk. Van Dyk was ultimately merged into and operated as a division of Mallinckrodt, which continued to operate a cosmetic and specialty chemical manufacturing facility at the Van Dyk Site. Avon Capital Corporation, a Delaware corporation and wholly-owned subsidiary of Avon, owned the real property at the Van Dyk Site until May 1986.

2918. In 1986, Avon sold certain capital stock of Mallinckrodt and assets, including the Van Dyk division, to International Minerals and Chemical Corporation, a New York corporation (“IMCC”). Upon information and belief, Mallinckrodt was then reincorporated as a Delaware corporation and operated as a wholly-owned subsidiary of IMCC. Mallinckrodt continued cosmetic and specialty chemical manufacturing operations at the Van Dyk Site and continued to operate the Van Dyk operations as a division of Mallinckrodt until approximately 1992.

2919. Upon information and belief, in 1992, International Specialty Products, Inc. acquired the fixed and operating assets of the Van Dyk division of Mallinckrodt, including the Van Dyk Site. The Van Dyk Site and operations were owned and operated through a wholly-owned subsidiary known as ISP Van Dyk Inc., a Delaware corporation that was incorporated on or about March 23, 1992. On or about June 30, 2001, ISP Van Dyk Inc. was merged with and into ISP Chemicals Inc. (“ISP Chemicals”), the sole
surviving entity. ISP Chemicals is a wholly-owned indirect subsidiary of International Specialty Products, Inc.

2920. Upon information and belief, ISP Chemicals is the current successor to Van Dyk and, therefore, succeeds to Van Dyk’s environmental liabilities related to the Van Dyk Site.

2921. Chemicals manufactured at the Van Dyk Site, include, but are not limited to, component ingredients for use in sunscreens, assorted emulsifiers, emollients, emulsifiers, esters, conditioners, and other chemical intermediates.

2922. Van Dyk’s operations utilized reaction vessels, which were heated with PCB-laden oils. Other Hazardous Substances and chemicals ISP or its predecessors processed, handled, mixed, manufactured, consumed, stored, or otherwise used at the Van Dyk Site, include, but are not limited to, formaldehyde, sulfuric acid, hydrochloric acid, potassium hydroxide, toluene, acetone, methanol, mercury, chloroform, fuel oil, petroleum hydrocarbons, silver nitrate, tetrahydrofuran, and iodine.

2923. On or about November 17, 1948, a section of an oil-intake pipe, which was located near the bank of the Passaic River, was removed by Van Dyk and oil drained from the pipe into the Passaic River.

2924. On or about August 16, 1956, a fire and explosion occurred at the Van Dyk Site. Water, foam, and contaminated runoff from the fire fighting efforts drained from the Van Dyk Site into an area stormwater catch basin, which emptied into the Passaic River. Upon information and belief, flow from the catch basin discharged into the Passaic River.

2925. On or about April 20, 1977, a six-inch sanitary sewer line on the Van Dyk Site overflowed and wastewater effluent flowed into an on-site stormwater catch basin. Upon information and belief, the stormwater catch basin ultimately discharged into the Passaic River. Upon information and belief, the wastewater effluent contained Hazardous Substances.

2926. On or about April 13, 1988, the PVSC issued a citation to the Van Dyk Site for discharging flammable liquids into the PVSC sanitary sewer system in excess of permitted limits.
2927. On or about June 18, 1993, approximately 100 gallons of waste solvent effluent was released from the Van Dyk Site into a storm sewer adjacent to the facility near the corner of Main and Williams Streets. The storm sewer discharged directly to the Passaic River. The effluent contained Hazardous Substances and other substances including, but not limited to, toluene, ethanol, methanol, butyl alcohol, 2 ethyl hexanol, ethyl hexyl acetate, and other non-volatile residues. ISP officials estimated that up to 55-gallons of the effluent discharged into the Passaic River. Furthermore, firefighters used approximately 25,000 gallons of water to flush the storm sewer line and dilute the effluent in the Passaic River.

2928. On or about June 23, 1995, a sanitary sewer line on the Van Dyk Site overflowed and approximately 200 gallons of wastewater effluent flowed into an on-site stormwater catch basin, entered a storm sewer beneath Main Street, and ultimately discharged into the Passaic River. Upon information and belief, the wastewater effluent contained Hazardous Substances. After the discharge, ISP officials reportedly jet washed the storm sewer lines.

2929. On or about April 12, 1996, approximately 10-20 gallons of waste solvent effluent was discharged from the Van Dyk Site into a storm sewer and thence into the Passaic River. ISP reported that at least one quart of effluent entered the storm sewer system. The effluent contained Hazardous Substances and other substances including, but not limited to, toluene, butyl alcohol, ethyl hexyl acetate, and other non-volatile residues.

2930. Soil samples taken at the Van Dyk Site confirmed the presence of Hazardous Substances and other substances, including, but not limited to, mercury, PCBs, petroleum hydrocarbons, assorted base neutral compounds, and various volatile organic chemicals.

2931. Groundwater samples taken at the Van Dyk Site confirmed the presence of Hazardous Substances and other substances, including, but not limited to, mercury, PCBs, various volatile organic chemicals, toluene, benzene, ethylbenzene, naphthalene, assorted base neutral compounds, chloroform, petroleum hydrocarbons, bis(2-ethylhexyl)phthalate, and di-n-butyl phthalate.
2932. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances to and from the Van Dyk Site.

2933. On or about June 8, 2006, EPA sent a General Notice Letter notifying ISP Chemicals, Inc. of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Van Dyk Site.

2934. ISP Chemicals, as successor to Van Dyk, is a “discharger” and/or Person “in any way responsible” for the Hazardous Substances that were discharged at the Van Dyk Site and released into the Newark Bay Complex.

**Ventron/Velsicol Site**

2935. The Ventron/Velsicol property consists of approximately 40 acres of real property and associated improvements located in the Boroughs of Wood-Ridge and Carlstadt in Bergen County, New Jersey (the “Ventron/Velsicol Site”). The site is bordered by Berry’s Creek to the east, which is a tributary of the Hackensack River.

2936. From 1929 to 1960, first as lessee and then as owner of the entire forty-acre Ventron/Velsicol Site, F.W. Berk and Company, Inc. (“Berk”) operated a mercury processing plant, dumping untreated waste material and allowing mercury-laden effluent to drain on the site. Berk continued uninterrupted operations until 1960, at which time it sold its assets to Wood Ridge Chemical Corporation (“Wood Ridge”) and ceased its corporate existence.

2937. In 1960, Velsicol Chemical Corporation (“Velsicol”) formed Wood Ridge as a wholly-owned subsidiary for the sole purpose of purchasing Berk’s assets and operating the mercury processing plant. In 1967, Wood Ridge subdivided the tract and declared a thirty-three-acre land dividend to Velsicol, which continued to permit Wood Ridge to dump contaminated material on the thirty-three acres. This dumping contaminated the land owned by Velsicol and Berry’s Creek with mercury.

2938. As a Velsicol subsidiary, Wood Ridge continued to operate the processing plant on the 7.1-acre tract from 1960 to 1968, when Velsicol sold Wood Ridge to Ventron Corporation (“Ventron”).
2939. The operations of the mercury processing plant at the Ventron/Velsicol Site continued until 1974, at which time Wood Ridge merged into Ventron, the latter of which assumed the liabilities and obligations of Wood Ridge.

2940. Ventron merged into Thiokol, which then merged into Morton-Thiokol, Inc. Morton-Thiokol later became Morton International, Inc. ("Morton"). Morton is the successor to Ventron and assumed the liabilities and obligations of Wood Ridge and Ventron with respect to the Ventron/Velsicol Site.

2941. During the 34 years that the mercury processing plant was operated at the Ventron/Velsicol Site, Berk, Wood-Ridge, and Ventron discharged effluent containing mercury into Berry’s Creek. It was estimated that Ventron was discharging 4.2 pounds per day of mercury directly to Berry’s Creek in 1970. Ventron never succeeded in preventing mercury contaminated effluent from reaching Berry’s Creek while the mercury processing plant was operating at the Ventron/Velsicol Site. The mercury concentration in sediment samples taken in the vicinity of the industrial wastewater discharge from the Ventron/Velsicol Site into Berry’s Creek were reported to be greater than any previously recorded at the time.

2942. The Ventron/Velsicol Site was saturated by an estimated 268 tons of toxic waste, primarily mercury. Mercury in the sediments of Berry’s Creek adjacent to the Ventron/Velsicol Site are among the highest known in freshwater ecosystems nationwide.

2943. As a result of a lawsuit by NJDEP, Morton and Velsicol were held liable under common law and jointly and severally liable under the Spill Act for the cost of remediation of the Ventron/Velsicol Site.

2944. Hazardous Substances detected in the soil at the Ventron/Velsicol Site, include mercury, lead, zinc, cadmium, and arsenic.

2945. Hazardous Substances detected in the groundwater at the Ventron/Velsicol Site, include mercury, cadmium, and zinc.
2946. Morton, as successor to Ventron and Wood Ridge, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Ventron/Velsicol Site and released into the Newark Bay Complex.

2947. Velsicol is a Person “in any way responsible” for the Hazardous Substances that were discharged at the Ventron/Velsicol Site and released into the Newark Bay Complex.

Wallace & Tiernan Site

2948. The Wallace & Tiernan property consists of real property and associated improvements located at or about 25 Main Street in Belleville, Essex County, New Jersey (“Wallace & Tiernan Site”).

2949. The eastern boundary of the Wallace & Tiernan Site lies proximate to the banks of the Passaic River. Upon information and belief, the Passaic River received direct discharges, overland flow, and storm water runoff directly from the Wallace & Tiernan Site and also via flow through area storm drains and on-site catch basins that were connected to the local storm sewer system and that discharged directly to the Passaic River. The western boundary of the Wallace & Tiernan Site is proximate to the banks of the Second River, near the point where the Second River discharges into the Passaic River. Upon information and belief, direct discharges, overland flow, and storm water runoff also flowed from the Wallace & Tiernan Site into the Second River, thence into the Passaic River.

2950. Operations at the Wallace & Tiernan Site included the manufacture of measurement and control equipment, including chlorinators, pressure instruments, flow meters, dry chemical feed systems, and cathodic protection systems. Industrial activities at the Wallace & Tiernan Site included metal plating, milling and lathing, plastic molding, heat treating, painting, assembly of components, testing, and packing of products. The metal plating operations consisted of cadmium, chrome, copper, gold, nickel, silver, and zinc plating lines.

2951. Hazardous wastes generated at the Wallace & Tiernan Site include: cadmium drag out solutions, spent chlorinated solvent solutions, spent chromic acid solutions, lead waste from litharge stations, plating wastes, petroleum wastes, spent paints, spent nickel strippers, electroplating sludge, spent chromic acid solution, and spent copper plating solutions.
2952. Soil samples taken at the Wallace & Tiernan Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, petroleum hydrocarbons, metals, volatile organic compounds, and PAHs.

2953. Sediment samples taken from the on-site storm water catch basins on the Wallace & Tiernan Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, cadmium, chromium, copper, mercury, nickel, silver, zinc, toluene, assorted base neutral compounds, petroleum hydrocarbons, and volatile organic compounds. Upon information and belief, the storm water catch basins emptied into the local storm sewer system, which discharged into the Passaic River.

2954. Groundwater samples taken at the Wallace & Tiernan Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, chlorinated volatile organic compounds and petroleum hydrocarbons.

2955. Upon information and belief, groundwater at the Wallace & Tiernan Site flows toward the Passaic River. Upon information and belief, Hazardous Substances and other compounds released to the groundwater at the Wallace & Tiernan Site discharge into the Passaic River.

2956. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Wallace & Tiernan Site.

Wallace I

2957. Wallace & Tiernan Inc. was originally formed in 1913 and, in approximately 1925, was incorporated in the State of Delaware ("Wallace I"). Upon information and belief, Wallace I commenced operations at the Wallace & Tiernan Site in approximately 1920.

2958. Upon information and belief, Wallace I merged with and into Pennwalt Chemicals Corporation, the sole surviving entity, which then changed its name to Pennwalt Corporation ("Pennwalt"). Upon information and belief, Wallace I’s operations functioned as a division of Pennwalt.
2959. Upon information and belief, in approximately 1989, Pennwalt merged with and into M & T Chemicals, Inc. and Atochem Inc., and the surviving corporation became known as Atochem North America, Inc.

2960. In approximately 1992, Atochem North America, Inc. changed its name to Elf Atochem North America, Inc. and in approximately 2000, changed its name again to ATOFINA Chemicals, Inc.

2961. Upon information and belief, in 2004, ATOFINA Chemicals, Inc. was renamed Arkema, Inc. ("Arkema"), which is a subsidiary of Total.

2962. Upon information and belief, Arkema is the successor to Pennwalt and Wallace I and, therefore, succeeds to Pennwalt's and Wallace I's environmental liabilities related to the Wallace & Tieman Site.

Wallace II

2963. Upon information and belief, in approximately 1989, the Wallace & Tieman division of Pennwalt was sold to Wallace & Tieman, Inc., a Delaware corporation ("Wallace II").

2964. From approximately 1989 until approximately 1997, Wallace II owned and operated the Wallace & Tieman Site. Upon information and belief, manufacturing operations at the Wallace & Tieman Site ceased in 1997 and the property was sold to Belleville Industrial Properties, LLC, which utilized the site for warehousing operations.

2965. Upon information and belief, in approximately 1996-1997, Wallace II was acquired by U.S. Filter Corporation, and operated as a subsidiary known as U.S. Filter/Wallace & Tieman, Inc.

2966. Upon information and belief, effective August 31, 2006, U.S. Filter/Wallace & Tieman, Inc. merged with and into Siemens Water Technologies Corp. ("Siemens Water"), a subsidiary of Siemens Corporation.

2967. Upon information and belief, Siemens Water is the successor to Wallace II, and, therefore, succeeds to Wallace II's environmental liabilities related to the Wallace & Tieman Site.
2968. On or about December 8, 2005, EPA sent a General Notice Letter notifying Arkema Incorporated of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Wallace & Tieman Site.

2969. On or about December 8, 2005, EPA sent a General Notice Letters notifying US Filter/Wallace & Tieman of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Wallace & Tieman Site.

2970. Arkema, as successor to Pennwalt and Wallace I, and Siemens Water, as successor to Wallace II, are a “dischargers” and/or Persons “in any way responsible” for the Hazardous Substances that were discharged at the Wallace & Tieman Site and released into the Newark Bay Complex.

Whippany Paper Board Site

2971. The Whippany Paper Board property consists of real property and associated improvements located at 1 Ackerman Avenue, Clifton, New Jersey (the “Whippany Paper Board Site”). The Whippany Paper Board Site is bordered on the east by the Passaic River and on the west by the Dundee Canal. Ackerman Avenue borders the Whippany Paper Board Site to the north.


2973. Whippany manufactured paper board and paper products at the Whippany Paper Board Site. On information and belief, Whippany was also known as Clifton Paper Board Company when it operated at the Whippany Paper Board Site.

2974. Hazardous Substances and other compounds detected in the soils at the Whippany Paper Board Site include: lead, copper, mercury, petroleum hydrocarbons, and fuel oil.

2975. Whippany Discharged oily industrial wastes and paper pulp wastes from the Whippany Paper Board Site into the Passaic River.
2976. Whippany Discharged industrial waste consisting of paper pulp from the Whippany Paper Board Site into the Passaic River on February 24, 1947.


2979. Whippany Discharged paperboard waste from the Whippany Paper Board Site into the Passaic River on September 15, 1947.

2980. Whippany Discharged pulp waste and sewage from the Whippany Paper Board Site into the Passaic River on January 18, 1948.


2982. An aerial photograph from 1951 indicates that there were Discharges from the Whippany Paper Board Site into the Dundee Canal.

2983. The PVSC noted that a mixture of oil and water was discharging from a sixteen-inch pipe at the Whippany Paper Board Site into the Passaic River on March 2, 1956.

2984. The PVSC noted that an oil slick was discharging from a fourteen-inch pipe at the Whippany Paper Board Site into the Passaic River on December 18, 1956 and observed that a wooden wedge was placed in a flap valve on the pipe to keep it open.

2985. The PVSC noted that a twenty-inch steel pipeline that carries waste from the Whippany Paper Board Site was leaking and causing pollution to Discharge into the Passaic River in August of 1969.

2986. The PVSC noted that a broken sanitary sewer line underneath a sidewalk at the Whippany Paper Board Site discharged industrial waste to a nearby catch basin and thence to the Passaic River on December 29, 1969.
2987. In July of 1973, the PVSC was notified that a break in the sanitary sewer at the Whippany Paper Board Site occurred which caused waste to discharge into the Passaic River.

2988. In 1976 and 1977, Whippany Discharged boiler blowdown to the Dundee Canal, which flowed into the Passaic River. The boiler blowdown exceed PVSC parameters for suspended solids, turbidity, and pH. During this same time period, Whippany Discharged filter backwash to the Passaic River in excess of PVSC parameters for suspended solids and turbidity.

2989. In February of 1977, the main sewer line at the Whippany Paper Board Site broke and discharged to a catch basin and thence to the Dundee Canal.

2990. On June 1, 1977, a twenty-inch force main at the Whippany Paper Board Site discharged wastewater into the Passaic River.

2991. The PVSC identified Whippany as a party who had pollution violations relating to the Passaic River during 1978.

2992. Dioxin associated compounds were detected in sediment samples from the Dundee Canal directly adjacent to the Whippany Paper Board Site.

2993. On or about September 11, 2006, EPA sent a General Notice Letter notifying Eden Wood, as successor to Whippany, of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Whippany Paper Board Site.

2994. Eden Wood, as successor to Whippany, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Eden Wood Site and released into the Newark Bay Complex.

**Wiggins Plastics Site**

2995. The Wiggins Plastics, Inc. Site consists of real property and associated improvements located at 180 Kingsland Road in Clifton, Passaic County, New Jersey, also designated as Block 82.06, lot 64 on the Tax Map of the City of Clifton (“Wiggins Plastics Site”).
2996. The Wiggins Plastics Site abuts the Third River, which receives overland flow and sheet
stormwater runoff directly from the Wiggins Plastics Site. From the Wiggins Plastics Site, the Third
River flows northeast and empties into the Passaic River.

2997. On or about August 9, 1948, Wiggins Plastic Molding Co. Inc. was incorporated in the
State of New Jersey and on or about July 27, 1961, it changed its name to Wiggins Plastics, Inc.
(“Wiggins Plastics”).

2998. From approximately June 25, 1955 until the present, Wiggins Plastics has owned and
operated a plastic lamination facility at the Wiggins Plastics Site.

2999. Wiggins Plastics’ operations include custom injection molding of plastic components for
electronic, electrical, and mechanical use from thermoset and thermoplastic materials.

3000. Wiggins Plastics processed, handled, stored, or otherwise used Hazardous Substances,
chemicals, and petroleum hydrocarbons at the Wiggins Plastics Site, including, but not limited to,
benzene, xylene, PCBs, copper, zinc, iron, nickel, bis-2-ethylhexyl-phthalate, dibutyl phthalate, and
ethylbenzene.

3001. In 1974, a PVSC inspector observed an oil slick flowing down the Third River and
emanating from a three-inch metal discharge pipe located at the Wiggins Plastic Site.

3002. Prior to 1986, non-contact cooling water generated at the Wiggins Plastic Site was
discharged directly to the Third River.

3003. On or about March 21, 1991, the NJDEP reported that approximately one gallon of oil
based paint was discharged to the Third River from the Wiggins Plastics Site.

3004. On or about August 13, 1999, the NJDEP reported generally sloppy housekeeping
practices conducted by personnel at the Wiggins Plastics Site.

3005. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping
practices resulted in Discharges of Hazardous Substances to and from the Wiggins Plastics Site.
3006. On or about September 15, 2003, EPA sent a General Notice Letter notifying Wiggins Plastics of its potential liability for Response costs relating to the Lower Passaic River Study Area as the result of the Release of Hazardous Substances from the Wiggins Plastics Site.

3007. Wiggins Plastics is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Wiggins Plastics Site and released into the Newark Bay Complex.

**Witco Site**

3008. The Witco Corporation property consists of real property and associated improvements located at 652 Doremus Avenue in Newark, Essex County, New Jersey, also designated as Block 5066, lots 12 and 12A on the Tax Map of the City of Newark (“Witco Site”).

3009. The Witco Site abuts Newark Bay, which receives overland flow and sheet stormwater runoff directly from the Witco Site. Upon information and belief, stormwater on the Witco Site also flows into a drainage ditch along the boundary line between the Witco Site and adjacent PVSC properties. This drainage ditch discharges directly to Newark Bay. In 2000, the NJDEP reported that the storm water outfall was a pathway for the discharge of Hazardous Substances and other substances into Newark Bay.

3010. Upon information and belief, from approximately 1907 until approximately 1983, A. Gross and Company owned the Witco Site, and it operated on the Witco Site from approximately 1907 until approximately 1965. Upon information and belief, A. Gross and Company leased the Witco Site to other operating entities from approximately 1965 until approximately 1983.

3011. On or about June 12, 1958, Witco Chemical Company, Inc. was incorporated in the State of Delaware. In 1968, Witco Chemical Company, Inc. changed its name to Witco Chemical Corporation. In 1985, Witco Chemical Corporation changed its name to Witco Corporation (“Witco”).

3012. In approximately 1983, Witco purchased the Witco Site and operated a chemical manufacturing facility on the Witco Site from approximately 1983 until at least approximately 1996. Witco primarily manufactured fatty acids and fatty acid esters on the Witco Site. Upon information and belief, the PVSC currently owns the Witco Site.
3013. On or about September 1, 1999, Witco entered into a stock-for-stock merger transaction with Crompton and Knowles Corporation ("CK"). As a result of the merger, Witco and CK merged with and into CK Witco Corporation. In 2000, CK Witco Corporation changed its name to Crompton Corporation ("Crompton"). Upon information and belief, in 2000, Crompton became the successor to Witco and, therefore, succeeded to Witco’s environmental liabilities related to the Witco Site.

3014. On or about July 1, 2005, Crompton entered into an all-stock merger transaction with Great Lakes Chemical Corporation ("Great Lakes"). As a result of the merger, the combined company became Chemtura Corporation ("Chemtura"), a Delaware Corporation. Upon information and belief, Chemtura is the current successor to Crompton (f/k/a Witco), and, therefore, succeeded to Witco’s environmental liabilities related to the Witco Site.

3015. Witco processed, handled, manufactured, consumed, stored, or otherwise used Hazardous Substances and other compounds at the Witco Site, including but not limited to, nickel compounds, lead compounds, mercury compounds, arsenic compounds, sulfuric acid, methanol, butanol, and other acids, alcohols, bases, catalysts, and petroleum hydrocarbons.

3016. On multiple occasions, Witco reported discharges of diesel fuel, fuel oil, and other hydrocarbons onto the Witco Site.

3017. Witco collected and discharged process wastewater and surface water runoff from indoor and outdoor process areas into the PVSC sewer system. On several occasions, the PVSC cited Witco for violations of its PVSC discharge permit.

3018. On or about January 18, 1990, PVSC inspectors discovered a broken wastewater discharge line on the Witco Site from which wastewater effluent, which, upon information and belief, contained Hazardous Substances and other compounds, was observed flowing into an area storm water ditch and thence into Newark Bay.

3019. Soil samples taken at the Witco Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, PCBs, various base neutral compounds, chromium, lead, benzo(a)pyrene, arsenic, selenium, dibenz(a,h)anthracene, and total petroleum hydrocarbons.
3020. Groundwater samples taken at the Witco Site confirmed the presence of Hazardous Substances and other compounds including, but not limited to, chromium, lead, arsenic, mercury, trichloroethylene, perchloroethane, and petroleum hydrocarbons.

3021. Groundwater at the Witco Site flows east to Newark Bay and/or is otherwise subject to tidal influence from Newark Bay. In 2000, the NJDEP reported that groundwater at the Witco Site was a pathway for the discharge of Hazardous Substances and other contaminants into Newark Bay.

3022. Upon information and belief, spills, leaks, mechanical failures, and poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Witco Site.

3023. The Witco Site has been prone to flooding during heavy rain events. Upon information and belief, the advancing and receding floodwaters eroded and transported Hazardous Substances and other compounds from chemical process areas, raw material storage areas, finished product storage areas, and/or on-site soils into the Newark Bay Complex.

3024. Chemtura, as successor to Witco, is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Witco Site and released into the Newark Bay Complex.

**Woburn Degreasing Site**

3025. The Woburn Degreasing property consists of real property and associated improvements located at 1200 Harrison Avenue in Kearny, Hudson County, New Jersey (the “Woburn Degreasing Site”).

3026. From the early 1900s, Woburn Degreasing Company of New Jersey (“Woburn Degreasing”) owned and operated a degreasing and fatty acid manufacturing facility at the Woburn Degreasing Site. Upon information and belief, operations at the Woburn Degreasing Site included the use, manufacture, and/or generation of Hazardous Substances.

3027. On or about December 22, 1943, Woburn Degreasing changed its name to Woburn Chemical Corp. (“Woburn Chemical”).
3028. Upon information and belief, Woburn Chemical changed its name to W.C. Industries ("W.C. Industries").

3029. The Woburn Degreasing Site is proximate to Frank’s Creek, which received direct discharges, overland flow, and sheet storm water runoff directly from the Woburn Degreasing Site. From the Woburn Degreasing Site, Frank’s Creek flowed south and emptied into the Passaic River.

3030. On or about October 10, 1936 and on or about October 26, 1936, a waste lagoon on the Woburn Degreasing Site was breached and released oil and other wastes into Frank’s Creek. Upon information and belief, the waste that was discharged contained Hazardous Substances.

3031. From at least March through August 1964, PVSC inspectors observed untreated industrial wastewater flowing from the Woburn Degreasing Site and into Frank’s Creek. The waste discharge extended the length and width of Frank’s Creek. Upon information and belief, the waste discharge contained Hazardous Substances.

3032. W.C. Industries is a “discharger” and/or a Person “in any way responsible” for the Hazardous Substances that were discharged at the Woburn Degreasing Site and released into the Newark Bay Complex.

LANDFILL AND DRUM SITES

Avenue P Landfill and D&J Trucking Sites

The Avenue P Landfill Site

3033. The Avenue P Landfill is located at 357-405 Avenue P, Newark, New Jersey (the “Avenue P Landfill Site”). The Avenue P Landfill Site is bounded on the east by Avenue P and on the north by the Alliance Site. Plum Creek, a tributary of the Passaic River, and a ditch connected to Plum Creek flow along the southern and western flanks, respectively, of the Avenue P Landfill Site.

3034. From the 1930s until approximately 1978, the Avenue P Landfill Site was used as a dumping site for commercial waste, industrial waste, construction and demolition waste and chemical industrial waste, including Hazardous Substances and other compounds.
3035. On information and belief, from 1958 until 1968, all or part of the Avenue P Landfill Site was owned by D&J Trucking & Waste Company ("D&J Trucking"). D&J Trucking contracted with third parties to dispose of Hazardous Substances including, but not limited to, discarded varnish, lacquer, and other paint waste products. On information and belief, the Avenue P Landfill Site was purchased by the Housing Authority of the City of Newark ("Newark Housing Authority") from D&J Trucking and others in 1968, but it continued to be used as a landfill by D&J Trucking until approximately 1978.

3036. Among other things, the Avenue P Landfill Site was used as a paint dump where discarded paint, varnish, lacquer, solvents, tank washings, and other paint manufacturing waste products were discarded. The site has been described as "loaded with debris and junk," including thousands of paint cans, some bearing labels from Benjamin Moore & Company ("Benjamin Moore") and The Sherwin-Williams Company ("Sherwin-Williams").

3037. The Avenue P Landfill Site was unlined and lacked containment structures to prevent leachate and other discharges containing Hazardous Substances from flowing into Plum Creek or nearby storm sewers and thence the Passaic River.

3038. In 1976, the ditch separating the Avenue P Landfill Site from Interstate Highway 95 was reported to contain 300-400 chemical drums. Many additional drums were buried in the rear of the landfill face. Some of the drums were marked "Hazardous Waste Chemicals."

3039. Leachate was observed running into Plum Creek from the Avenue P Landfill Site during a 1978 inspection.

3040. A 1982 inspection report described Plum Creek as "a pale green color" and noted the presence of 55-gallon drums along its banks. The same inspection disclosed rusted and broken drums protruding through the surface and in piles above the ground.

3041. In 1983, an inspection disclosed "several hundred" drums "in poor condition which contain a sludge-like residue" along the western slope of the Avenue P Landfill Site. Protruding and exposed refuse and other waste was also observed along the western slope of the site. Also in 1983, an
unknown liquid was observed leaching from piles of rusted drums and flowing into the ditch along the western side of the site.

3042. In 1985, pursuant to the terms of an Administrative Consent Order, the Newark Housing Authority was ordered to abate the discharges from drums at the Avenue P Landfill Site, to dispose of the drums, to excavate and dispose of all visibly contaminated soil, and to submit a Remedial Action Plan to the NJDEP setting forth methods to decontaminate, control or otherwise mitigate ground water contamination at the site. Approximately 2,000 drums were found buried in the ditch, in Plum Creek or elsewhere on the site.

3043. In 1987, an inspection of the Avenue P Landfill Site disclosed that fifteen drums containing unidentified chemicals had “popped up through the surface of the old landfill” and that “the stream in the back of [the] site is pure black in color with an oil sheen on it.” An oily leachate emitting a strong odor of hydrocarbons was observed at the site.

3044. In 1988, a Potential Hazardous Waste Site Preliminary Assessment of the Avenue P Landfill Site noted, *inter alia*, that “[l]arge quantities of hazardous wastes have been found at the site,” that “it is quite probable that groundwater is contaminated,” and that wastes escaping the site may have adversely affected Plum Creek and Newark Bay.

3045. In 1993, the NJDEP prepared a proposed Administrative Consent Order regarding the Avenue P Landfill Site which named Benjamin Moore, Newark Housing Authority (then known as the Newark Redevelopment and Housing Authority) and Sherwin-Williams as respondents and sought, among other things, the reimbursement of prior response costs and the submission of a Remedial Investigation Work Plan for the remediation of the site.

3046. On information and belief, Hazardous Substances discharging to the groundwater at the Avenue P Landfill Site have contaminated Plum Creek and the Passaic River.

3047. Soil cover at the Avenue P Landfill Site has been inadequate to prevent storm water runoff and leachate from transporting Hazardous Substances disposed of at the landfill into Plum Creek or nearby storm sewers and thence the Passaic River.
Hazardous Substances detected in the soil at the Avenue P Landfill Site include: arsenic, chromium, lead, zinc, toluene, ethylbenzene, 1,1-dichloroethane, 1,1,1-trichloroethane, 1,1-dichloroethylene, xylenes, phenanthrene, fluoranthene, pyrene, naphtha, cyanide, beta-BHC, 4,4′-DDE, Endosulfan II, aroclor 1260, and petroleum hydrocarbons.

Hazardous Substances detected in the sediment at the Avenue P Landfill Site include: barium, chromium, copper, lead, zinc, toluene, ethylbenzene, xylenes, 1,2-dichlorobenzene, naphthalene, fluoranthene, bis(2-ethylhexyl)phthalate, Endosulfan II, 4,4′-DDD, and gamma-Chlordane.

Hazardous Substances detected in the surface water at the Avenue P Landfill Site include: arsenic, barium, chromium, lead, zinc, acetone, toluene, xylenes, 1,1,1-trichloroethane, ethylbenzene, bis(2-ethylhexyl)phthalate, naphtha, beta-BHC, Endosulfan II, and 4,4-DDE.

Plum Creek receives direct discharges, overland flow, sheet storm water runoff, and leachate from the Avenue P Landfill Site.

A 1988 sample of Plum Creek water showed the presence of chlorobenzene, trans-dichloroethene, trichloroethylene, and benzene.

A 1999 sample of Plum Creek silt taken downstream near the southeast corner of the Avenue P Landfill Site showed the presence of the following: (i) cadmium, chromium, acenaphthene, fluorene, phenanthrene, anthracene, benzo(a)anthracene, chrysene, benzo(b)pyrene, and dibenz(a,h)anthracene in excess of the National Oceanic and Atmospheric Administration (“NOAA”) marine and estuarine sediment Effects Range Low value; (ii) copper, nickel, zinc, Endrin, aroclor 1254, total cogeners, total homologues, and pyrene in excess of NOAA marine and estuarine sediment Effects Range High values; and (iii) fluoranthene in excess of the United States Environmental Protection Agency proposed Sediment Quality Criteria of 1996.

Hazardous Substances detected on the Avenue P Landfill Site including, but not limited to, arsenic, barium, copper, lead, and zinc, have been found in Plum Creek and Passaic River sediment samples taken downstream of the site.
The D&J Trucking Site

3055. The D&J Trucking property is located at 310-336 Avenue P, Newark, N.J. (the “D&J Trucking Site”). The D&J Trucking Site is bounded on the west by Avenue P and located across Avenue P from the Alliance Site and in proximity to the Avenue P Landfill Site. The D&J Trucking Site is located on Plum Creek approximately one-half mile upstream of the Passaic River.

3056. In 1974, D&J Trucking purchased the D&J Trucking Site and used it for the illegal dumping of Hazardous Substances and other compounds, including, but not limited to, liquid waste such as paint waste, tank washings, and still bottoms from the facilities of Benjamin Moore and Sherwin-Williams.

3057. From 1974 through 1977-78, D&J Trucking dumped liquid waste from vacuum trucks and drums on the surface of or into pits at the D&J Trucking Site. The waste then flowed, seeped, or was otherwise transported into Plum Creek from which it was ultimately discharged into the Passaic River.

3058. On or about August 30, 1977, the NJDEP served D&J Trucking with a Notice of Prosecution assessing a penalty for the unpermitted disposal of solid waste at the D&J Trucking Site.

3059. On or about October 13, 1977, an NJDEP inspector was denied access to the D&J Trucking Site for the purpose of conducting an inspection. A subsequent NJDEP inspection, however, confirmed the continued presence of illegally dumped industrial waste at the site.

3060. On or about December 16, 1977, Dominick Attanasi (the president of D&J Trucking) and a D&J Trucking driver were arrested at the D&J Trucking Site while illegally dumping drums of paint waste and flammable material into an open pit. Oily matter was observed at the site, leaking into Plum Creek and the odor of solvents was prevalent. A subsequent investigation confirmed that D&J Trucking had contracts with Benjamin Moore and Sherwin-Williams for the disposal of paint waste, tank washings, and still bottoms.

3061. As a result of the willful, negligent, and illegal discharges at the D&J Trucking Site, the NJDEP revoked D&J Trucking’s Solid Waste Administration Registration by Administrative Order dated February 14, 1978.
3062. D&J Trucking sold the D&J Trucking Site to the Newark Housing Authority on or about March 17, 1978.

3063. Even after the purported discontinuation of illegal dumping at the D&J Trucking Site, leachate and storm water runoff containing Hazardous Substances continued to flow into Plum Creek or nearby storm sewers and thence into the Passaic River.

3064. In 1993, the NJDEP prepared a proposed Administrative Consent Order regarding the D&J Trucking Site which named Benjamin Moore, Newark Housing Authority and Sherwin-Williams as respondents and sought, *inter alia*, the reimbursement of prior response costs and the submission of a Remedial Investigation Work Plan for the remediation of the site.

3065. On information and belief, Hazardous Substances discharging to the groundwater at the D&J Trucking Site have contaminated Plum Creek.

3066. Hazardous Substances detected in the soil at the D&J Trucking Site include: arsenic, barium, chromium, copper, lead, magnesium, mercury, nickel, zinc, ethylbenzene, toluene, xylenes, benzo(a)anthracene, bis(2-ethylhexyl)phthalate, benzo(a)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, fluoranthene, pyrene, alpha-BHC, beta-BHC, delta-BHC, gamma-BHC (Lindane), Heptachlor, Dieldrin, 4,4’-DDD, 4,4’-DDE, 4,4’-DDT, Endosulfan II, alpha-Chlordane, gamma-Chlordane, aroclor 1254, and aroclor 1260.

3067. Hazardous Substances detected in the sediment at the D&J Trucking Site include: arsenic, barium, chromium, copper, lead, magnesium, nickel, acetone, benzene, ethylbenzene, 1,1,2,2-tetrachloroethane, toluene, xylenes, chrysene, fluoranthene, naphthalene, pyrene, bis(2-ethylhexyl)phthalate, bis(2-ethylhexyl)phthalate, beta-BHC, 4,4’-DDD, 4,4’-DDE, and gamma-Chlordane.

3068. Hazardous Substances detected in the surface water at the D&J Trucking Site include: arsenic, barium, chromium, copper, lead, magnesium, nickel, zinc, acetone, xylenes, bis(2-ethylhexyl)phthalate, alpha-BHC, beta-BHC, 4,4’-DDD, 4,4’-DDE, and Endosulfan II.
3069. Plum Creek receives direct discharges, overland flow, sheet storm water runoff, and leachate from the D&J Trucking Site.

3070. Hazardous Substances detected on the D&J Trucking Site including, but not limited to, arsenic, barium, copper, lead, and zinc, have been detected in Plum Creek and Passaic River sediment samples taken downstream of the site.

The Avenue P Landfill Site and D&J Trucking Site Third-Party Defendants

Alliance Chemical, Inc.

3071. Third-Party Defendant Alliance Chemical, Inc. ("Alliance") owned and/or operated the Alliance Site located immediately to the north of the Avenue P Landfill Site. The D&J Trucking Site is located across Avenue P immediately to the east of the Alliance Site.

3072. Alliance generated and/or utilized Hazardous Substances at the Alliance Site.

3073. On information and belief, Alliance contracted with D&J Trucking to dispose of waste generated at the Alliance Site. From 1970 until 1977, all of Alliance's solid waste from the Alliance Site was hauled off-site by D&J Trucking. On information and belief, D&J Trucking disposed of all or part of such waste at the Avenue P Landfill Site and/or the D&J Trucking Site and such Hazardous Substances discharged from said sites into Plum Creek, drainage ditches, or storm sewers and thence into the Passaic River.

3074. Alliance is a "discharger" and/or Person "in any way responsible" for the Hazardous Substances that were discharged at the Avenue P Landfill Site and/or the D&J Trucking Site and released into the Newark Bay Complex.

Benjamin Moore & Company

3075. Third-Party Defendant Benjamin Moore owned and/or operated the Benjamin Moore Site where it manufactured various paint products.

3076. Benjamin Moore generated and/or utilized Hazardous Substances and/or Hazardous Wastes at the Benjamin Moore Site.
3077. On information and belief, for about ten years prior to 1978, Benjamin Moore contracted with D&J Trucking to dispose of wastes including, but not limited to, approximately 150 55-gallon drums of still "bottoms" each month containing pigments and alkyd resins. On information and belief, D&J Trucking disposed of all or part of such waste at the Avenue P Landfill Site and/or the D&J Trucking Site and such Hazardous Substances were discharged from said sites into Plum Creek, drainage ditches, or storm sewers and thence into the Passaic River.

3078. Benjamin Moore is a "discharger" and/or Person "in any way responsible" for the Hazardous Substances that were discharged at the Avenue P Landfill Site and/or the D&J Trucking Site and released into the Newark Bay Complex.

_Sequa Corporation and Sun Chemical Corporation_

3079. Third-Party Sequa Corporation ("Sequa") and/or its predecessor, Sun Chemical Corporation owned and/or operated the Sun Chemical Site.

3080. Sequa and/or its predecessor, Sun Chemical Corporation, generated and/or utilized Hazardous Substances at the Sun Chemical Site.

3081. On information and belief, Sequa and/or Sun Chemical Corporation contracted with D&J Trucking to dispose of wastes. On information and belief, D&J Trucking disposed of all or part of such waste at the Avenue P Landfill Site and/or the D&J Trucking Site and such Hazardous Substances were discharged from said sites into Plum Creek, drainage ditches, or storm sewers and thence into the Passaic River.

3082. Sequa and/or Sun Chemical Corporation are "dischargers" and/or Persons "in any way responsible" for the Hazardous Substances that were discharged at the Avenue P Landfill Site and/or the D&J Trucking Site and released into the Newark Bay Complex.

_The Sherwin-Williams Company_

3083. Third-Party Defendant Sherwin-Williams owned and/or operated the Sherwin-Williams Site.
3084. Sherwin-Williams generated and/or utilized Hazardous Substances at the Sherwin-Williams Site.

3085. On information and belief, Sherwin-Williams contracted with D&J Trucking to dispose of wastes. D&J Trucking disposed of about 250 drums of still “bottoms” each month for Sherwin-Williams, and also disposed of “bad” or off-spec batches of paint or varnish. On information and belief, D&J Trucking disposed of all or part of such waste at the Avenue P Landfill Site and/or the D&J Trucking Site and such Hazardous Substances were discharged from said sites into Plum Creek, drainage ditches, or storm sewers and thence into the Passaic River.

3086. Sherwin-Williams is a “discharger” and/or Person “in any way responsible” for the Hazardous Substances that were discharged at the Avenue P Landfill Site and/or the D&J Trucking Site and released into the Newark Bay Complex.

The Bayonne Barrel and Drum Site

3087. The Bayonne Barrel & Drum Company property consists of real property and associated improvements located at or about 150-154 Raymond Boulevard in Newark, Essex County, New Jersey (“Bayonne Barrel and Drum Site”).

3088. From approximately 1931 until approximately September 1983, Bayonne Barrel & Drum Co. and its predecessors owned and operated a drum reconditioning facility at the Bayonne Barrel and Drum Site. Operations at the Bayonne Barrel and Drum Site included the cleaning and reconditioning of drums using caustic solutions, steel-shot abrasive, paint, and high-temperature incineration. These operations produced spent caustic solution, incinerator ash, and sludge.

3089. The generation of hazardous sludges, solutions, and ashes were an inherent part of the drum reconditioning processes employed at the Bayonne Barrel and Drum Site.

3090. Upon information and belief, as of 1973, the Bayonne Barrel and Drum Site processed approximately one million containers.

3091. From approximately 1934 until the 1950s, a 45-acre sanitary landfill, generally known as the 15E Sanitary Landfill, operated on and adjacent to the Bayonne Barrel and Drum Site. In the 1950s,
Bayonne Barrel & Drum Co. acquired and developed approximately 8.06 acres of the 15E Sanitary Landfill as part of the Bayonne Barrel and Drum Site.

3092. Upon information and belief, portions of the Bayonne Barrel and Drum Site were acquired by the New Jersey Turnpike Authority to accommodate expansion of the New Jersey Turnpike.

3093. The Bayonne Barrel and Drum Site lies approximately 2,000 feet from the Passaic River. Harrison Creek, which ran through and adjacent to the Bayonne Barrel and Drum Site, received direct discharges, overland flow, and sheet storm water runoff from the Bayonne Barrel and Drum Site. Furthermore, on-site ditches and waste lagoon effluent were discharged to Harrison Creek. From the Bayonne Barrel and Drum Site, Harrison Creek flows eastward and empties into the Passaic River. Upon information and belief, in approximately 1948, Harrison Creek was rerouted to flow along the eastern boundary of the Bayonne Barrel and Drum Site. Upon information and belief, Harrison Creek was realigned again in the early 1950s due to construction of the New Jersey Turnpike.

3094. From approximately September 5, 1945 and May 7, 1946, the PVSC reported that a ditch at the Bayonne Barrel and Drum Site was used to discharge effluent from drum washing operations directly into Harrison Creek, which emptied into the Passaic River. In approximately 1946, a waste lagoon was constructed at the Bayonne Barrel and Drum Site to contain this discharge. However, PVSC inspectors recorded at least ten incidents between 1946 and 1948, wherein the wastewater lagoon overflowed or otherwise leaked into Harrison Creek. It was not until approximately 1958, that a new tank was constructed to replace the lagoon.

3095. On or about January 27-28, 1982, the PVSC reported that a pump failure and line breakage at the Bayonne Barrel and Drum Site caused approximately 1,000 gallons of caustic waste effluent to discharge into a local storm drain, which discharged into Harrison Creek and thence into the Passaic River.

3096. In approximately 1982, NJDEP inspectors observed wastewater flowing into an on-site storm sewer, which discharged into Harrison Creek. Analysis of samples taken from the wastewater indicated the presence of elevated concentrations of Hazardous Substances and other compounds.
including, but not limited to, benzene, toluene, xylene, chlorobenzene, ethylbenzene, methylene chloride, mercury, and 1,1,1-trichloroethane.

3097. On or about May 11, 1984, PVSC inspectors observed a red liquid discharging from the Bayonne Barrel and Drum Site and into Harrison Creek.

3098. On or about June 2, 1988, the EPA conducted a preliminary assessment of the Bayonne Barrel and Drum Site and noted a “potential for migration of surface run-off from [sic] site into the Passaic River via storm sewers.”

3099. Operations at the Bayonne Barrel and Drum Site included the use of high temperature combustion processes to reclaim drums and barrels. Upon information and belief, these processes are associated with the formation of by-product dioxin compounds.

3100. Upon information and belief, waste sludges and incinerator ash were discarded onto the Bayonne Barrel and Drum Site without treatment, cover, or establishment of even minimal measures to control or contain storm water runoff.

3101. In approximately 1988, analysis of the on-site waste ash piles performed by the EPA during its RCRA inspection indicated the presence of elevated concentrations of 2,3,7,8-TCDD and related derivatives. Elevated concentrations of PCB derivatives and mercury were also detected in the waste ash piles or in soils near the waste ash piles at the Site. Uncontained waste ash piles were present on the Site until at least 1992.

3102. Analysis of soil samples taken from the Bayonne Barrel and Drum Site indicate the presence of elevated concentrations of Hazardous Substances and other compounds including, but not limited to, 2,3,7,8-TCDD and related derivatives, PCBs and related derivatives, DDT and related derivatives, phenol, bis (2-ethylhexyl) phthalate, xylenes, trichloroethene, toluene, di-n-buryl phthalate, tetrachloroethene, ethylbenzene, benzene, chlorobenzene, antimony, arsenic, cadmium, chromium, copper, lead, manganese, mercury, nickel, selenium, silver, thallium, and zinc.

3103. Analysis of soil samples taken from areas adjacent to Harrison Creek along the southeastern edge of the Bayonne Barrel and Drum Site indicate the presence of elevated concentrations
of Hazardous Substances and other compounds in the soil including, but not limited to, total TCDD equivalents, lead, and PCB derivatives.

3104. Analysis of ground water samples taken from the Bayonne Barrel and Drum Site indicate the presence of elevated concentrations of Hazardous Substances and other compounds, including, but not limited to, petroleum hydrocarbons, phenol, acenaphthene, PCBs and related derivatives, toluene, dichlorobenzene, ethylbenzene, chlorobenzene, 2,4-dimethylphenol, fluorene, naphthalene, and phenanthrene.

3105. Ground water at the Bayonne Barrel and Drum Site flows towards Harrison Creek and the Passaic River. Upon information and belief, Hazardous Substances and other wastes released from the Bayonne Barrel and Drum Site to the groundwater at the Bayonne Barrel and Drum Site discharged into Harrison Creek and/or the Passaic River.

3106. Since 1991, the EPA has been conducting and/or coordinating response actions at the Bayonne Barrel and Drum Site. As part of EPA’s efforts, approximately 46,000 drums and containers disposed of onto the property when the facility closed in 1983 were removed from the Bayonne Barrel and Drum Site between 1994 and 2001. Upon information and belief, many of the drums and containers were contaminated with or contained waste sludges, Hazardous Substances, and other solid or hazardous wastes and were otherwise left on-site uncovered, uncontained, and exposed to the environment.

3107. Upon information and belief, historical spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in discharges of Hazardous Substances and other compounds to and from the Bayonne Barrel and Drum Site.

3108. The Bayonne Barrel and Drum Site was prone to flooding during heavy rain events, high tides from the Passaic River, and backup flow through area storm sewers. The advancing and receding floodwaters eroded and transported Hazardous Substances and other compounds from the Bayonne Barrel and Drum Site into the Newark Bay Complex.

3109. Analysis of sediment core samples taken from the Passaic River, near the point where Harrison Creek empties into the Passaic River, indicate the presence of elevated concentrations of
Hazardous Substances and other compounds similar to those which were released to and from the Bayonne Barrel and Drum Site including, but not limited to, 2,3,7,8-TCDD, PCBs and related derivatives, DDT and related derivatives, aluminum, arsenic, barium, cadmium, chromium, cobalt, copper, lead, manganese, mercury, nickel, selenium, silver, titanium, zinc, benzene, toluene, xylenes, 2-methylnaphthalene, bis (2-ethylhexyl) phthalate, di-n-octyl phthalate, and naphthalene.

3110. Mercury, PCBs and related derivatives, DDT and related derivatives, 2,3,7,8-TCDD and related derivatives, heavy metals, and other compounds and Hazardous Substances which were handled or formed as a result of operations at the Bayonne Barrel and Drum Site were discharged into the Passaic River.

The Bayonne Barrel and Drum Site PRPs

3111. Bayonne Barrel & Drum, Co. ("BBDC") filed for bankruptcy in July 1982 and discontinued operations in approximately September 1983. Upon information and belief, in approximately 1988, BBDC's corporate charter in the state of New Jersey was declared "void by proclamation."

3112. On or about September 26, 1996, the EPA entered into an Administrative Order on Consent for Removal Action, Index No. II CERCLA-96-0106 (the "1996 AOC"), to investigate and determine the nature and extent of soil contamination at the Bayonne Barrel and Drum Site. The parties to the 1996 AOC include: BASF Corporation, E.I. du Pont de Nemours and Company, PPG Industries, Inc., and Sequa Corporation (Sun Chemical Corporation).

3113. On or about January 30, 1998, the EPA sent General Notice Letters notifying potentially responsible parties ("PRPs") of their potential liability for response costs related the Bayonne Barrel and Drum Site and the potential to be subject to orders for response actions related to the PRPs having arranged for the treatment, disposal or transport of Hazardous Substances which were disposed of at the Bayonne Barrel and Drum Site.

3114. On or about July 6, 2001, the EPA sent General Notice Letters notifying fifteen PRPs of their potential liability for response costs related to the release of Hazardous Substances, pollutants or
contaminants into the environment at the Bayonne Barrel and Drum Site. The fifteen parties receiving the General Notice Letters include: BASF Corporation, Converters Ink Company (c/o Zeneca, Inc.); E.I. du Pont de Nemours and Company; Hoffmann-La Roche Corporation; Products Research & Chemical Corporation (c/o Courtaulds Aerospace, Inc.); Reliance Universal (c/o Akzo Nobel); PPG Industries, Inc.; S&W Waste, Inc.; Sequa Corporation (Sun Chemical Corporation); The Sherwin-Williams Company; and Whittaker Corporation.

3115. On July 1, 2003, the EPA and certain private parties entered into a Site Participation Agreement pursuant to which certain parties paid cash (the “Cash-Out Parties”) to other parties who agreed to perform the remedial work and to indemnify the Cash-Out Parties for EPA’s response costs (the “Performing Parties”).

3116. On December 22, 2003, the EPA and eleven parties entered into an Administrative Order on Consent for a Removal Action, Docket No. CERCLA-02-2004-2006, pursuant to which the Performing Parties agreed to perform certain removal activities at the Bayonne Barrel and Drum Site. The Performing Parties include: Akzo Nobel Coatings, Inc. (for Reliance Universal); BASF Corporation; E.I. du Pont de Nemours and Company, Hoffmann-La Roche Corporation; Minnesota Mining & Mfg. Co. (a/k/a 3M Company); Pharmacia Corporation (f/k/a Monsanto Company); and Zeneca, Inc. (for Converter’s Ink Company).

3117. On or about August 24, 2004, the EPA and thirty-seven parties (the “Settling Parties”) entered into an Agreement for Recovery of Past Response Costs pursuant to Section 122(h) of CERCLA (the “2004 Agreement”) to resolve their liability for the EPA’s past response costs related to remedial activities at the Bayonne Barrel and Drum Site. The Settling Parties include: 3M Company; Akzo Nobel Coatings, Inc.; Alumax Mill Products, Inc.; BASF Corporation; Conopco, Inc.; E.I. du Pont de Nemours and Company; Engelhard Corporation; Hoffmann-La Roche Inc.; Nestle U.S.A., Inc.; Pharmacia Corporation; PPG Industries, Inc.; PRC-DeSoto International, Inc.; Reichhold, Inc.; Sequa Corporation; The Sherwin-Williams Company; Whittaker Corporation; and Zeneca Inc.
3118. Upon information and belief, entities associated with the Bayonne Barrel and Drum Site have not conducted remedial activities along and/or within the Passaic River or Harrison Creek to address and arrest the off-site discharge of Hazardous Substances from Bayonne Barrel and Drum Site to the Newark Bay Complex.

Bayonne Barrel and Drum Site PRP: 3M Company

3119. 3M Company ("3M") is the corporation formerly known as Minnesota Mining and Manufacturing Company.

3120. In its letter to the EPA dated November 14, 1995, 3M confirmed that its Newark and Freehold facilities were customers of BBDC.


3122. 3M is a "discharger" and/or person "in any way responsible" for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

Bayonne Barrel and Drum Site PRP: Akzo Nobel Coatings, Inc.

3123. On or about May 12, 1978, Reliance Universal Inc. ("Reliance") was incorporated in the State of Delaware. Upon Information and belief, Reliance was acquired by Akzo NV and subsequently merged with and into Akzo Coatings, Inc. On or about May 10, 1994, Akzo Coatings, Inc. changed its name to Akzo Nobel Coatings Inc. ("Akzo").

3124. Upon information and belief, Akzo is the successor to Reliance.

3125. Upon information and belief, during one or more years that the Bayonne Barrel and Drum Site was operating, Akzo operated a paint, varnish, lacquer, enamel, and inorganic chemical manufacturing facility at 100 Belmont Drive in Somerset, New Jersey. Upon information and belief, Akzo generated Hazardous Substances and/or solid or hazardous wastes at the Somerset facility.

3126. Akzo delivered containers to the Bayonne Barrel and Drum Site. Upon information and belief, the containers sent by Akzo to the Bayonne Barrel and Drum Site originated from its
manufacturing facility in Somerset and/or other facilities operated by Akzo and contained Hazardous Substances.

3127. On or about July 6, 2001, the EPA sent a General Notice Letter to Akzo notifying Akzo of its liability for the Bayonne Barrel and Drum Site.

3128. On or about December 22, 2003, Akzo agreed to perform removal activities at the Bayonne Barrel and Drum Site.


3130. Akzo is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

*Bayonne Barrel and Drum Site PRP: Alumax Mill Products, Inc.*

3131. In its letter to the EPA dated October 30, 1995, Alumax Mill Products, Inc. (“Alumax”) admitted that it is the successor to Howmet Corporation (“Howmet”). Upon information and belief, Alumax succeeds to Howmet’s environmental liabilities related to the Bayonne Barrel and Drum Site.

3132. In its letter to the EPA dated October 30, 1995, Alumax admitted that Howmet delivered containers for reconditioning from one or more facilities operated by Howmet and that such containers might have contained “trace amounts of paint, paint solvent, or used rolling oils.”


3134. Alumax is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

*Bayonne Barrel and Drum Site PRP: BASF Corporation*

3135. In its letter to the EPA dated November 21, 1985, BASF Corporation (“BASF”) admitted that it is the corporate successor to BASF Wyandotte Corporation and Inmont Corporation (“Inmont”).
3136. Upon information and belief, during one or more years that the Bayonne Barrel and Drum Site was operating, Inmont owned and/or operated several manufacturing facilities which delivered drums to the Bayonne Barrel and Drum Site for reconditioning, including, but not limited to, an ink manufacturing facility on Division Street in Elizabeth, New Jersey; a pigment and dispersion manufacturing facility on L-5 Factory Lane in Bound Brook, New Jersey; a gravure ink manufacturing facility at 200 Gregg Street in Lodi, New Jersey; an automobile paint refinishing manufacturing facility on James Street in Belvedere, New Jersey; a pigment, dye, and ink base manufacturing facility on 150 Wagner Road in Hawthorne, New Jersey; and an adhesive, varnish, and industrial coatings manufacturing facility located on Magnolia Street in Elizabeth, New Jersey (collectively the “Inmont Facilities”). Upon information and belief, Inmont generated Hazardous Substances and/or solid or hazardous wastes at the Inmont Facilities.

3137. In its letter to the EPA dated November 21, 1995, BASF admitted that it used BBDC for reconditioning of used drums from multiple Inmont facilities in New Jersey.

3138. On or about September 26, 1996, BASF entered into the 1996 AOC to investigate the contamination at the Bayonne Barrel and Drum Site.

3139. On or about July 6, 2001, the EPA sent a General Notice Letter to BASF notifying BASF of its liability for the Bayonne Barrel and Drum Site.

3140. On or about December 22, 2003, BASF agreed to perform removal activities at the Bayonne Barrel and Drum Site.


3142. BASF is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

Bayonne Barrel and Drum Site PRP: BASF Catalysts LLC
3143. In its letter to the EPA dated December 7, 1995, Engelhard Corporation ("Engelhard") admitted that it was the successor to businesses previously operated by Engelhard Minerals & Chemicals Corporation.

3144. Upon information and belief, BASF Catalysts LLC ("BASF Catalysts") is the corporate successor of Engelhard and, therefore, succeeds to Engelhard’s environmental liabilities related to the Bayonne Barrel and Drum Site.

3145. From approximately 1952 until the mid-1980s, Engelhard owned and operated a precious metals (primarily platinum group metals, gold, and silver) refining and recovery facility as well as a catalyst and specialty chemicals manufacturing operation at 429 Delancy Street in Newark, New Jersey. Upon information and belief, during one or more years that the Bayonne Barrel and Drum Site was operating, Engelhard also operated an engineered and precious metal material facility at 1 West Central Avenue in East Newark, New Jersey. Upon information and belief, Engelhard generated Hazardous Substances and/or solid or hazardous wastes at the Newark and East Newark facilities.

3146. The EPA identified abandoned containers at the Bayonne Barrel and Drum Site originating from the East Newark facility. Labels affixed to the containers described the contents as "Solvent Mixture Spent."

3147. Invoices, bills of lading, trip tickets, and/or inspection records indicate that Engelhard delivered containers to the Bayonne Barrel and Drum Site for reconditioning. Upon information and belief, containers that Engelhard delivered to the Bayonne Barrel and Drum Site originated from its manufacturing facilities in Newark, East Newark, and/or other facilities operated by Engelhard and contained Hazardous Substances.


3149. BASF Catalysts, as successor to Engelhard, is a "discharger" and/or person "in any way responsible" for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

Bayonne Barrel and Drum Site PRP: Clean Earth of North Jersey, Inc.
3150. On or about January 5, 1973, S&W Waste, Inc. ("S&W Waste") was incorporated in the State of New Jersey. On or about December 30, 1998, S&W was merged into S&W Acquisition Corporation and on or about April 2001 S&W Acquisition Corporation changed its name to Clean Earth of North Jersey, Inc. ("Clean Earth").

3151. Upon information and belief, Clean Earth is the successor to S&W Waste.

3152. Upon information and belief, from at least 1972 until 1984, S&W Waste owned and/or operated a hazardous waste transfer storage and treatment facility located at 53 Pennsylvania Avenue in South Kearny, New Jersey. Upon information and belief, S&W Waste generated Hazardous Substances and/or hazardous wastes at the South Kearny facility.

3153. In its letter to the EPA dated November 16, 1995, S&W Waste admitted that it delivered containers to the Bayonne Barrel and Drum Site. Upon information and belief, the containers S&W Waste delivered to the Bayonne Barrel and Drum Site originated from S&W Waste’s South Kearny facility and/or other facilities operated by S&W Waste and contained Hazardous Substances.


3155. Clean Earth is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

Bayonne Barrel and Drum Site PRP: Conopco, Inc.

3156. Upon information and belief, from 1979 to 1982, Ragu Foods, Inc. sold drums to Bayonne Barrel and Drum for reconditioning.

3157. In its letter to the EPA dated November 14, 1995, CPC International, Inc. admitted that Best Foods sold metal containers to BBDC and that steel drums were sold by CPC Baking Co. Inc. to BBDC.

3158. On or about January 2, 1998, CPC International, Inc. changed its name to Bestfoods.

3160. Upon information and belief, Conopco is the successor to the environmental liabilities of Ragu Foods, Inc. and CPC International Inc. for the Bayonne Barrel and Drum Site.

3161. Conopco, as successor to CPC International, Inc., is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Drum Site and that have discharged into the Newark Bay Complex.

Bayonne Barrel and Drum Site PRP: E.I. du Pont de Nemours and Company

3162. From at least World War I until the early 1980s, E.I. du Pont de Nemours and Company (“Du Pont”) owned and/or operated a multi-purpose chemical, dye, and pigment manufacturing facility located at Route 130 in Deepwater, New Jersey. From at least the early 1940s until 1983, Du Pont owned and/or operated a paint and resin manufacturing facility at Washington Road in Parlin, New Jersey. From at least 1917 through 1981, Du Pont owned and/or operated a paint and resin manufacturing facility at 3600 Grays Ferry Avenue in Philadelphia, Pennsylvania. Upon information and belief, Du Pont generated Hazardous Substances and/or solid or hazardous wastes at the Deepwater, Parlin, and Philadelphia facilities.

3163. In its letter to the EPA dated November 17, 1995, Du Pont admitted that it delivered containers to the Bayonne Barrel and Drum Site for reconditioning. Upon information and belief, the containers originated from Du Pont’s manufacturing facilities in Deepwater, Parlin, Philadelphia, and/or other facilities operated by Du Pont and contained Hazardous Substances.

3164. On or about September 26, 1996, Du Pont entered into the 1996 AOC to investigate the contamination at the Bayonne Barrel and Drum Site.

3165. On or about July 6, 2001, the EPA sent a General Notice Letter to Du Pont notifying Du Pont of its liability for the Bayonne Barrel and Drum Site.
3166. On or about December 22, 2003, Du Pont agreed to perform removal activities at the Bayonne Barrel and Drum Site.


3168. Du Pont is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

_Bayonne Barrel and Drum Site PRP: Hoffmann-La Roche, Inc._

3169. Upon information and belief, during one or more years that the Bayonne Barrel and Drum Site was operating, Hoffmann-La Roche, Inc. (“Hoffmann-La Roche”) operated a pharmaceutical research and pharmaceutical/medicinal chemical production facility at or about 340 Kingsland Street in Nutley, New Jersey. Upon information and belief, Hoffmann-La Roche generated Hazardous Substances and/or solid or hazardous wastes at the Nutley facility.

3170. Hoffmann-La Roche delivered containers to the Bayonne Barrel and Drum Site. Upon information and belief, the containers sent by Hoffmann-La Roche to the Site originated from its manufacturing facility in Nutley, and/or other facilities operated by Hoffmann-La Roche, and contained Hazardous Substances. On or about July 6, 2001, the EPA sent a General Notice Letter to Hoffmann-La Roche notifying Hoffmann-La Roche of its liability for the Bayonne Barrel and Drum Site.

3171. On or about December 22, 2003, Hoffman-La Roche agreed to perform removal activities at the Bayonne Barrel and Drum Site.


3173. Hoffmann-La Roche is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

_Bayonne Barrel and Drum Site PRP: Nestle U.S.A., Inc._

3174. Upon information and belief, from 1980 through 1982 Buitoni Foods, Inc. sold drums to BBDC for reconditioning.

3176. Upon information and belief, Nestle is the successor to Buitoni Foods.

3177. Nestle, as successor to Buitoni Foods, is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

**Bayonne Barrel and Drum Site PRP: Pharmacia Corporation**

3178. Pharmacia Corporation ("Pharmacia") is the corporation formerly known as Monsanto Company ("Monsanto").

3179. Upon information and belief, Pharmacia sent drums to the Bayonne Barrel and Drum Site from Pharmacia’s facility in Indian Orchard, Massachusetts for reconditioning. Upon information and belief, the drums contained inorganic and organic contaminants.

3180. On or about December 22, 2003, Pharmacia agreed to perform removal activities at the Bayonne Barrel and Drum Site.


3182. Pharmacia is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Drum Site and that have discharged into the Newark Bay Complex.

**Bayonne Barrel and Drum Site PRP: PPG Industries, Inc.**

3183. Upon information and belief, from approximately 1902 until approximately 1971, PPG Industries, Inc. ("PPG"), and/or its predecessors, owned and/or operated a paint manufacturing facility at 29 Riverside Avenue in Newark, New Jersey. Upon information and belief, PPG generated Hazardous Substances and/or solid or hazardous wastes at the Newark facility.

3184. In its letter to the EPA dated November 14, 1995, PPG admitted that it delivered containers to the Bayonne Barrel and Drum Site for reconditioning from at least 1957 until at least 1971.
Upon information and belief, the containers delivered by PPG to the Site originated from PPG’s Newark facility and/or other facilities operated by PPG and the containers contained Hazardous Substances.

3185. On or about September 26, 1996, PPG entered into the 1996 AOC to investigate the contamination at the Bayonne Barrel and Drum Site.

3186. On or about July 6, 2001, the EPA sent PPG a General Notice Letter notifying PPG of its liability for the Bayonne Barrel and Drum Site.

3187. On or about December 22, 2003, PPG agreed to perform removal activities at the Bayonne Barrel and Drum Site.


3189. PPG is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

Bayonne Barrel and Drum Site PRP: PRC-DeSoto International, Inc.

3190. On or about October 2, 1989, Products Research & Chemical Corporation (“Products Research”) was merged into the corporation which is presently named PRC-DeSoto International, Inc. (“PRC-DeSoto”). Upon information and belief, PRC-DeSoto is the successor to the environmental liabilities of Products Research.

3191. Upon information and belief, during one or more years that the Bayonne Barrel and Drum Site was operating, Products Research operated a sealant, adhesives, and chemical manufacturing facility at 410 Jersey Avenue in Gloucester City, New Jersey. Upon information and belief, Products Research generated Hazardous Substances and/or solid or hazardous wastes at the Gloucester City facility.

3192. Products Research delivered containers to the Bayonne Barrel and Drum Site. Upon information and belief, the containers sent by Products Research to the Site originated from its manufacturing facility in Gloucester City and/or other facilities operated by Products Research and contained Hazardous Substances.
3193. On or about July 6, 2001, the EPA sent Products Research a General Notice Letter notifying Products Research of its liability for the Bayonne Barrel and Drum Site.


3195. PRC-DeSoto, as the successor to Products Research, is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

**Bayonne Barrel and Drum Site PRP: Public Service Electric and Gas Company**

3196. In its letter to EPA dated December 4, 1995, Public Service Electric and Gas Company (“PSE&G”) admitted that it delivered containers to the Bayonne Barrel and Drum Site.

3197. Shipping records and invoices indicate that PSE&G delivered containers to the Bayonne Barrel and Drum Site from electrical generation stations that PSE&G operated in Linden, and Hudson County, as well from at least two PSE&G operated automotive maintenance facilities in Newark. Upon information and belief, PSE&G generated Hazardous Substances and/or solid or hazardous wastes at its Linden, Hudson County, and Newark facilities, as well as other facilities owned and/or operated by PSE&G.

3198. Upon information and belief, the containers PSE&G delivered to the Bayonne Barrel and Drum Site originated from its facilities in Linden, Hudson County, Newark, and/or other facilities operated by PSE&G and contained Hazardous Substances.

3199. PSE&G is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

**Bayonne Barrel and Drum Site PRP: Reichhold, Inc.**

3200. In its letter to the EPA dated November 14, 1995, Reichhold, Inc. (“Reichhold”) admitted that it delivered containers to the Bayonne Barrel and Drum Site for reconditioning from an industrial facility located at 46 Albert Avenue in Newark, New Jersey (the “Reichhold Albert Avenue Site”). Upon information and belief, the containers delivered by Reichhold and/or its predecessors to the Bayonne...
Drum Site and originating from the Reichhold Albert Avenue Site and/or other sites operated by Reichhold contained Hazardous Substances.


3202. Reichhold is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

*Bayonne Barrel and Drum Site PRP: Sequa Corporation*

3203. Sequa Corporation (“S qua”) is the corporation formerly known as Sun Chemical Corporation.

3204. In its letter to the EPA dated November 15, 1995, Sequa admits that one of its divisions was a customer of BBDC.

3205. On or about September 26, 1996, Sequa entered into the 1996 AOC to investigate the contamination at the Bayonne Barrel and Drum Site.

3206. On or about July 6, 2001, the EPA sent Sequa a General Notice Letter notifying Sequa of its liability for the Bayonne Barrel and Drum Site.

3207. On or about December 22, 2003, Sequa agreed to perform removal activities at the Bayonne Barrel and Drum Site.


3209. Sequa is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

*Bayonne Barrel and Drum Site PRP: The Sherwin Williams Company*

3210. Upon information and belief, during one or more years that the Bayonne Barrel and Drum Site was operating, The Sherwin Williams Company (“Sherwin Williams”) operated a paint and varnish manufacturing facility at 60 Lister Avenue, Newark, New Jersey. Upon information and belief,
Sherwin Williams generated Hazardous Substances and/or solid or hazardous wastes at the Newark facility.

3211. Sherwin Williams delivered containers to the Bayonne Barrel and Drum Site. Upon information and belief, the containers sent by Sherwin Williams to the Site originated from its manufacturing facility in Newark and/or other facilities operated by Sherwin Williams and contained Hazardous Substances.

3212. On or about July 6, 2001, the EPA sent Sherwin Williams a General Notice Letter notifying Sherwin Williams of its liability for the Bayonne Barrel and Drum Site.

3213. Sherwin Williams signed the 2004 Agreement as a Settling Party.

3214. Sherwin Williams is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

Bayonne Barrel and Drum Site PRP: Whittaker Corporation

3215. From at least 1979 until 1990, Whittaker Corporation ("Whittaker") owned and/or operated a paint manufacturing facility located at 1470 Jersey Avenue in North Brunswick, New Jersey. From at least 1979 until 1990, Whittaker owned and/or operated an industrial coating and chemical manufacturing facility located at 40 Burnett Road in Chicopee, Massachusetts. Upon information and belief, Whittaker generated Hazardous Substances and/or solid or hazardous wastes at the North Brunswick and Chicopee facilities.

3216. In its letter to the EPA dated February 2, 1996, Whittaker admitted that it delivered containers to the Bayonne Barrel and Drum Site for reconditioning. Upon information and belief, the containers delivered to the Site originated from Whittaker’s North Brunswick and Chicopee facilities, and/or other facilities operated by Whittaker and contained Hazardous Substances.

3217. On or about July 6, 2001, the EPA sent Whittaker a General Notice Letter notifying Whittaker of its liability for the Bayonne Barrel and Drum Site.
3218. On or about December 22, 2003, Whittaker agreed to perform removal activities at the Bayonne Barrel and Drum Site.


3220. Whittaker is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

_Bayonne Barrel and Drum Site PRP: Zeneca Inc._

3221. In approximately December 1986, Converter’s Ink Company (“Converter’s Ink”) was merged with and into ICI Americas Inc., also referred to as “ICI Americas Inc.” ICI Americas Inc. changed its name to Zeneca Inc. (“Zeneca”).

3222. Upon information and belief, Zeneca continued the operations that include the former Converter’s Ink, and Zeneca is the successor to Converter’s Ink.

3223. Upon information and belief, Converter’s Ink owned and/or operated an ink manufacturing facility located at 1301 South Park Avenue in Linden, New Jersey. Upon information and belief, Converter’s Ink generated Hazardous Substances and/or solid or hazardous wastes at the Linden facility.

3224. Upon information and belief, Converter’s Ink delivered containers to the Bayonne Barrel and Drum Site for reconditioning. Upon information and belief, the containers delivered to the Bayonne Barrel and Drum Site originated from Converter’s Inks Linden facility and/or other facilities operated by Converter’s Ink and contained Hazardous Substances.

3225. In its letter to the EPA dated November 10, 1995, Zeneca admitted that its Linden facility was a customer of BBDC.

3226. On or about July 6, 2001, the EPA sent Converter’s Ink a General Notice Letter notifying Converter’s Ink of its liability for the Bayonne Barrel and Drum Site.

3227. On or about December 22, 2003, Zeneca agreed to perform removal activities at the Bayonne Barrel and Drum Site.

3229. Zeneca is a “discharger” and/or person “in any way responsible” for the Hazardous Substances that were discharged at the Bayonne Barrel and Drum Site and that have discharged into the Newark Bay Complex.

**Borne Chemical Site**

3230. The Borne Chemical property consists of approximately 6.2 acres of real property and associated improvements located at 600-616 and 532-650 South Front Street in Elizabeth, Union County, New Jersey (“Borne Chemical Site”).

3231. The northern portion of the Borne Chemical Site is bisected from east to west by an approximately 170-foot wide, 2.9-acre New Jersey Department of Transportation right-of-way (“NJDOT Rail Easement”), which was formerly owned by Chessie System Railroad. Upon information and belief, the NJDOT Rail Easement was leased to and occupied by Borne Chemical Company.

3232. The Borne Chemical Site abuts the Arthur Kill, which received indirect and direct discharges and sheet storm water runoff directly from the Borne Chemical Site.

3233. In 1912, Borne Chemical Company (“Borne”), formerly known as Borne-Scrymser Company, purchased the Borne Chemical Site and constructed a specialty chemical manufacturing facility on it. Borne operated the Borne Chemical Company Site until at least January 1985.

3234. Operations conducted at the Borne Chemical Site included, without limitation, custom blending and formulation of various petroleum hydrocarbons and additives into lubricants, manufacturing of leather tanning substances, textile pigments and oil additives, toll processing of various compounds for third parties, and the bulk packaging, blending, storage and shipping of chemicals and wastes, including Hazardous Substances.

3235. Borne’s operations at the Borne Chemical Site were conducted by Borne for itself and on behalf of third parties.
Facilities at the Borne Chemical Site included, without limitation, two manufacturing buildings containing blending and mixing equipment and storage tanks; an above ground storage tank farm, which was comprised of approximately twenty-three elevated tanks connected to various process buildings through above and/or below ground piping, and which was used in conjunction with the storage and mixing operations; a drum filling and storage building; an unlined waste storage lagoon, which was used to separate waste oils and water; an exterior drum storage area; processing buildings; a bulkhead on the Arthur Kill for loading and unloading ships; and a rail siding for loading and unloading railcars. There were a total of approximately 149 various chemical storage tanks located at the Borne chemical Site.

Hazardous Substances and other compounds utilized, manufactured, stored, disposed of, or otherwise handled at the Borne Chemical Site include, but are not limited to, 2,4,5-TP (Silvex), phenol, chlorobenzene, 1,4-dichlorobenzene, PCBs, benzene, carbon tetrachloride, chloroform, cresylic acid, 1,2-dichloroethane, 2,4-dinitrotoluene, dibenzyl disulfide, formaldehyde, glycol, heptachloro/epoxide, hexachloroethane, methanol, toluene, 1,1,1-trichloroethane, trichloroethylene, tetrachloroethylene, lead, silver, methyl ethyl ketone, methylphenol, antimony, arsenic, cadmium, chromium, copper, cyanide, lead, mercury, nickel, selenium, and zinc.

Upon information and belief, 2,4,5-TP (Silvex), phenol, chlorobenzene, and 1,4-dichlorobenzene, which were handled or otherwise utilized at the Borne Chemical Site, are associated with the formation of dioxin compounds.

From at least 1917 until 1968, wastewater generated at the Borne Chemical Site was discharged directly into the Arthur Kill without treatment.

From 1968 until operations ceased in January 1985, wastewater generated at the Borne Chemical Site was discharged into the Bayway Interceptor Sewer, which directed wastewater to the Joint Meeting of Essex and Union Counties ("JMEUC") wastewater treatment plant.

On August 3, 1981, EPA inspectors observed oil surrounding two surface water drainage pipes originating at the Borne Chemical Site, and discharging into the Arthur Kill.
3242. In 1984, approximately 600 drums containing chemicals and wastes, including solvents, hydrocarbons, aliphatic and aromatic hydrocarbons and organics, were stored on the NJDOT Rail Easement at the Borne Chemical Site. On April 1, 1984, an NJDEP inspector reported in a sworn affidavit that she observed stained soils in the drum storage area, indicating that materials in the drums had been released to the NJDOT Rail Easement.

3243. On April 1, 1984, an NJDEP inspector reported in a sworn affidavit that soils proximate to a tank farm, drum storage area, wastewater lagoon, and within and surrounding processing areas on the Borne Chemical Site were “saturated with oil” and “stained with other potentially hazardous materials.” The inspector further reported that “floors, walls, equipment, etc. within the process buildings [at the Borne Chemical Site] are also saturated with oils and are stained with unknown materials.”

3244. In January 1985, there were over 500,000 gallons of oil/sludge and approximately 300 drums of Hazardous Substances abandoned on the Borne Chemical Site.

3245. In January 1985, the NJDEP reported that high levels of total petroleum hydrocarbons were detected in the “railroad bed” at the Borne Chemical Site, which upon information and belief, is the NJDOT Railroad Easement. The NJDEP also indicated that there was off-site drainage from this area of contamination.

3246. In January 1986, the NJDEP reported that there was “[s]ubstantial contamination of the [Borne Chemical] site by various hazardous substances.”

3247. In June 1987, the EPA reported that “surface water contamination” from the Borne Chemical Site “is possible due to contaminated soil run-off and discharge pipes that are directed towards the Arthur Kill.”

3248. In September 1997, the EPA reported that Hazardous Substances and other compounds were detected in liquids obtained from the unlined lagoon at the Borne Chemical Site, including, but not limited to, 1,2-dichloroethene, 1,3,5-trimethylbenzene, benzene, o-dichlorobenzene, p-dichlorobenzene, n-propyl, toluene, trichloroethene, and xylene.
3249. In September 1997, the EPA reported that Hazardous Substances and other compounds were detected in drums stored at the Borne Chemical Site, including, but not limited to, 2,4,5-TP (silvex), phenol, chlorobenzene, 1-butanol, barium, benzyl chloride, carbon tetrachloride, cresol, ethyl benzene, lead, mercury, methyl chloroform, silver, tetrachloroethylene, toluene, and waste oils.

3250. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Borne Chemical Site.

3251. Hazardous Substances and other compounds have been detected in the soil at the Borne Chemical Site, including, but not limited to, arsenic, beryllium, cadmium, copper, iron, lead, thallium, PCBs, benzene, tetrachloroethene, toluene, xylenes, trichloroethene, benzo(a)anthracene, benzo(b)pyrene, benzo(k)fluoranthene, bis(2-ethylhexyl)phthalate, chrysene, dibenz(a,h)anthracene, hexachlorobutadiene, indeno(1,2,3-cd)pyrene, 1,1,1-trichloroethane, antimony, chromium, mercury, nickel, zinc, and petroleum hydrocarbons.

3252. Hazardous Substances and other compounds have been detected in the groundwater at the Borne Chemical Site, including, but not limited to, antimony, arsenic, cyanide, iron, lead, manganese, nickel, zinc, 1,1,1-trichloroethane, benzene, chlorobenzene, cis-1,2-dichloroethene, ethylbenzene, tetrachloroethene, toluene, trichloroethene, xylene, vinyl chloride, benzo(a)pyrene, benzo(b)fluoranthene, and indeno(1,2,3-cd)pyrene.

3253. Groundwater at the Borne Chemical Site is tidally influenced and flows to the Arthur Kill. Upon information and belief, Hazardous Substances and other compounds discharged to the groundwater at the Borne Chemical Site Discharge into the Newark Bay Complex.

3254. Upon information and belief, wet-weather events washed Hazardous Substances and other compounds from the Borne Chemical Site into the Newark Bay Complex.

3255. Hazardous Substances and other compounds similar to those that have been discharged from the Borne Chemical Site have been detected in sediment core samples taken from the Arthur Kill adjacent to and/or downstream from the Borne Chemical Site, including, but not limited to, arsenic,
beryllium, cadmium, chromium, copper, lead, iron, manganese, mercury, nickel, thallium, zinc, PCBs, PAHs, benzo(a)anthracene, benzo(a)pyrene, benzo(k)fluoranthene, bis(2-ethylhexyl)phthalate, chrysene, dibenz(a,h)anthracene, indeno(1,2,3-cd)pyrene, and petroleum hydrocarbons.

**Borne Chemical Site PRPs**

3256. On or about February 15, 1980, Borne filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code. The case was ultimately converted into a liquidation under Chapter 7 of the United States Bankruptcy Code and Borne was liquidated.

3257. On or about October 10, 1986, the United States Bankruptcy Court for the District of New Jersey authorized the bankruptcy trustee to abandon the Borne Chemical Site.

3258. In October 1994, the NJDEP issued a Revised Third Supplemental Directive ("Third Supplemental Directive") notifying various parties that the NJDEP "has determined them to be responsible" for discharges of Hazardous Substances to and from the Borne Chemical Site. Recipients of the Third Supplemental Directive include, but are not limited to, American Telephone & Telegraph; E.I. du Pont de Nemours & Company, Inc.; Miller Environmental; National Lead Company; Orange and Rockland Utilities; Phelps Dodge Copper Products Company; and Public Service Electric and Gas Company.

3259. Upon information and belief, entities associated with the Borne Chemical Site have not conducted remedial activities along and/or within the Arthur Kill to address and arrest the off-site discharge of Hazardous Substances from Borne Chemical Site.

**Borne Chemical Site PRP: Lucent Technologies, Inc.**

3260. On at least one occasion in 1978, American Telephone and Telegraph Corp., now Lucent Technologies, Inc. ("Lucent"), and/or its predecessors arranged for the disposal of oil and oil sludges (petroleum hydrocarbons) at the Borne Chemical Site from Lucent’s facility in Murray Hill, New Jersey. Upon information and belief, all or a portion of these wastes were released to the Borne Chemical Site.

3261. As late as 1981, government inspectors observed petroleum hydrocarbons discharging from the Borne Chemical Site and into the Arthur Kill.
3262. Petroleum hydrocarbons have been detected in soil and groundwater at the Borne Chemical Site and within sediments of the Arthur Kill proximate to and downstream of the Borne Chemical Site. As late as 1987, government inspectors reported that contaminated sediments at the Borne Chemical Site presented a continuing risk of surface water contamination in the Arthur Kill.

3263. Lucent is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Borne Chemical Site and that have discharged into the Newark Bay Complex.

Borne Chemical Site PRP: NL Industries, Inc.

3264. On at least one occasion in 1977, National Lead Company, now NL Industries, Inc. (“NL Industries”), and/or its predecessors arranged for the disposal of petroleum hydrocarbons at the Borne Chemical Site from NL Industries’ facility in Perth Amboy, New Jersey. Upon information and belief, all or a portion of these wastes were released to the Borne Chemical Site.

3265. As late as 1981, government inspectors observed petroleum hydrocarbons discharging from the Borne Chemical Site and into the Arthur Kill.

3266. Petroleum hydrocarbons have been detected in soil and groundwater at the Borne Chemical Site and within sediments of the Arthur Kill proximate to and downstream of the Borne Chemical Site. As late as 1987, government inspectors reported that contaminated sediments at the Borne Chemical Site presented a continuing risk of surface water contamination in the Arthur Kill.

3267. NL Industries is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Borne Chemical Site and that have discharged into the Newark Bay Complex.

Borne Chemical Site PRP: Public Service Electric and Gas Company

3268. On at least one occasion in 1978, Public Service Electric and Gas Company (“PSE&G”) and/or its predecessors arranged for the disposal of oil and oil sludges (petroleum hydrocarbons) at the Borne Chemical Site. Upon information and belief, all or a portion of these wastes were released to the Borne Chemical Site.
3269. As late as 1981, government inspectors observed petroleum hydrocarbons discharging from the Borne Chemical Site and into the Arthur Kill.

3270. Petroleum hydrocarbons have been detected in soil and groundwater at the Borne Chemical Site and within sediments of the Arthur Kill proximate to and downstream of the Borne Chemical Site. As late as 1987, government inspectors reported that contaminated sediments at the Borne Chemical Site presented a continuing risk of surface water contamination in the Arthur Kill.

3271. PSE&G is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Borne Chemical Site and that have discharged into the Newark Bay Complex.

_Borne Chemical Site PRP: Miller Environmental Group, Inc._

3272. On at least one occasion in 1976, Miller Environmental, now Miller Environmental Group, Inc. ("Miller"), and/or its predecessors arranged for the disposal of waste oil (petroleum hydrocarbons) at the Borne Chemical Site from its facility in Port Jefferson, New York. Upon information and belief, all or a portion of these wastes were released to the Borne Chemical Site.

3273. As late as 1981, government inspectors observed petroleum hydrocarbons discharging from the Borne Chemical Site and into the Arthur Kill.

3274. Petroleum hydrocarbons have been detected in soil and groundwater at the Borne Chemical Site and within sediments of the Arthur Kill proximate to and downstream of the Borne Chemical Site. As late as 1987, government inspectors reported that contaminated sediments at the Borne Chemical Site presented a continuing risk of surface water contamination in the Arthur Kill.

3275. Miller is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Borne Chemical Site and that have discharged into the Newark Bay Complex.

_Borne Chemical Site PRP: Orange and Rockland Utilities, Inc._

3276. In 1975 and 1976, Orange and Rockland Utilities, Inc. ("Orange and Rockland") and/or its predecessors arranged for the disposal of waste oil (petroleum hydrocarbons) at the Borne Chemical
Site from its facility in Haverstraw, New York. Upon information and belief, all or a portion of these wastes were released to the Bome Chemical Site.

3277. As late as 1981, government inspectors observed petroleum hydrocarbons discharging from the Bome Chemical Site and into the Arthur Kill.

3278. Petroleum hydrocarbons have been detected in soil and groundwater at the Bome Chemical Site and within sediments of the Arthur Kill proximate to and downstream of the Bome Chemical Site. As late as 1987, government inspectors reported that contaminated sediments at the Bome Chemical Site presented a continuing risk of surface water contamination in the Arthur Kill.

3279. Orange and Rockland is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Bome Chemical Site and that have discharged into the Newark Bay Complex.

Bome Chemical Site PRP: Phelps Dodge Industries, Inc.

3280. On at least three occasions in 1978, Phelps Dodge Copper Products Company, now known as Phelps Dodge Industries, Inc. (“Phelps Dodge”) and/or its predecessors arranged for the disposal of oil and oil sludge (petroleum hydrocarbons) at the Bome Chemical Site. Upon information and belief, all or a portion of these wastes were released to the Bome Chemical Site.

3281. On at least one occasion in 1981, Phelps Dodge contracted to dispose of polychlorinated substances, which upon information and belief were Hazardous Substances, at the Bome Chemical Site.

3282. As late as 1981, government inspectors observed petroleum hydrocarbons discharging from the Bome Chemical Site and into the Arthur Kill.

3283. Petroleum hydrocarbons have been detected in soil and groundwater at the Bome Chemical Site and within sediments of the Arthur Kill proximate to and downstream of the Bome Chemical Site. As late as 1987, government inspectors reported that contaminated sediments at the Bome Chemical Site presented a continuing risk of surface water contamination in the Arthur Kill.
3284. Phelps Dodge is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Borne Chemical Site and that have discharged into the Newark Bay Complex.

**Borne Chemical Site PRP: E.I. du Pont de Nemours and Company**

3285. On at least one occasion in 1978, E.I. du Pont de Nemours and Company (“E.I. du Pont”) and/or its predecessors arranged for the disposal of “several thousand gallons” of benzene, a Hazardous Substance, at the Borne Chemical Site from its facility in Gibbstown, New Jersey. Upon information and belief, all or a portion of these wastes were released to the Borne Chemical Site.

3286. Benzene has been detected in soil and groundwater at the Borne Chemical Site and within sediments of the Arthur Kill proximate to and downstream of the Borne Chemical Site.

3287. E.I. du Pont is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Borne Chemical Site and that have discharged into the Newark Bay Complex.

**Central Steel Drum Site**

3288. The Central Steel Drum property consists of approximately 8.5 acres of real property and associated improvements located at 704-738 Doremus Avenue, also reported as 843-871 Delancy Street in Newark, Essex County, New Jersey (“Central Steel Drum Site”).

3289. Between 1922 and 1951, the Central Steel Drum Site was owned by a series of ink manufacturing companies, including, International Inks, Inc., The International Printing Ink Corporation, Philip Ruxton, Inc., and Interchemical Corporation.

3290. In approximately 1951, the Central Steel Drum Site was purchased by Bessie Baron, Mollie Ratner, Dorothy Greenberg, and Ruth Greenberg.

3291. Upon information and belief, in approximately 1952, Leo Baron, Bessie Baron’s husband, began operating a drum reconditioning facility at the Central Steel Drum Site, under the operating name of Central Steel Drum Company.
3292. In 1965, Bessie Baron, Mollie Ratner, Dorothy Greenberg, and Ruth Greenberg formed Dore Realty Company, Inc. and transferred ownership of the Central Steel Drum Site to the Dore Realty Company, Inc.

3293. In 1966, Abbie Greenberg, Ruth Greenberg’s husband, acquired the operations and name of Central Steel Drum Company from Leo Baron. Central Steel Drum Company (also known as the Central Steel Drum Company, Inc.) was incorporated in New Jersey and leased the Central Steel Drum Site from Dore Realty Company, Inc.

3294. In 1966, Bessie Baron, Dorothy Greenberg, Mollie Ratner, Ruth Greenberg, and Abbie Greenberg purchased the Central Steel Drum Site. Dore Realty Company, Inc. was dissolved. Thereafter, Central Steel Drum Company leased the Central Steel Drum Site from Bessie Baron, Dorothy Greenberg, Mollie Ratner, Ruth Greenberg, and Abbie Greenberg.

3295. In 1968, Bessie Baron, Mollie Ratner, and Dorothy Greenberg became sole owners of the Central Steel Drum Site.

3296. Abbie Greenberg ultimately transferred operation of Central Steel Drum Company to Allen Fisher (President), Gerry Greenberg (Vice-President), Edward Fischer (Vice-President), Neil Fischer (Secretary), and Jeffrey Skuraton (Treasurer).

3297. The Central Steel Drum Site lies approximately 2,300 feet east of Newark Bay. Tidally influenced drainage ditches abut the southern and eastern boundaries of the Central Steel Drum Site and flow into Newark Bay. The drainage ditches received direct and indirect discharges, overland flow, and storm water runoff directly from the Central Steel Drum Site.

3298. From approximately 1952 until approximately 1994, Central Steel Drum Company owned and/or operated a drum reconditioning facility at the Central Steel Drum Site. Operations at the Central Steel Drum Site included the cleaning and reconditioning of drums containing residues of paint, foods, organic chemicals, inorganic chemicals, and other compounds, including solid and/or hazardous wastes. Operations at the Central Steel Drum Site also included storage, incineration, and sand blasting of drums.
3299. In February 1982, the NJDEP reported that the Central Steel Drum Site reconditioned approximately 3,000 drums per day.

3300. In a 1989 air permit application, Central Steel Drum Company reported that it processed approximately 2,800 drums per day, which contained approximately 10,500 pounds of residues. The residues consisted of water-based adhesive containing vinyl acetate, ammonium bifluoride, and ammonium hydroxide; solvent-based adhesive, containing phenol, toluene, and benzene; and paint residues, containing V.M.&P naphthalene, toluene, and xylene.

3301. During the drum recycling and reconditioning process at the Central Steel Drum Site, drums were drained on the ground and placed onto a conveyor, which passed through an incinerator. The residues in the drums were exposed to temperatures up to 2000°F, which reduced residues in the drums to a sludge cake. The sludge cake was removed and placed into drums, which were heated in a sludge incinerator that subjected the contents of the drums to a temperature range of 2000°F and 2600°F for eight hours. This process reduced the sludge into an ash, which was accumulated in piles on the Central Steel Drum Site.

3302. The generation of hazardous sludges, solutions, and ashes were an inherent part of the drum reconditioning processes employed at the Central Steel Drum Site.

3303. The incinerator ash was stored on the Central Steel Drum Site without cover. Portions of the incinerator ash generated at the Central Steel Drum Site were disposed of throughout the Central Steel Drum Site.

3304. In January 1980, an NJDEP inspector reported that company officials explained that “the company uses the ash to fill pot holes on the companys [sic] grounds. It was also used as fill material at the rear of the property.” The inspector also reported that company officials explained that the ash was being used to fill low areas of the property to prevent future flooding. The inspector reported that the low areas at the rear of the property were filled with “drum lids, metal lid racks, wood pieces, scrap drums, and paper.” Incinerator ash “was noted mixed with dirt used in the fill area. This area was approximately 80’ by 30’ and was in contact with the water in the drainage creek.”
3305. Hazardous Substances and other compounds have been detected in the incinerator ash and sludge residues, including, without limitation, cadmium, chromium, copper, lead, zinc, carbon tetrachloride, chloroform, toluene, trichloroethylene, xylene, and petroleum hydrocarbons.

3306. In September 1981, an EPA/TAT response team inspected the Central Steel Drum Site and reported that the “facility was extremely disreputable and housekeeping [was] non-existent.” The inspector also reported that the Central Steel Drum Site was “virtually covered with pools of oil and various chemicals,” and “[a]long the back of the site, oil and chemicals were observed flowing into adjacent ditches and wetlands.” The inspector estimated that drums numbering in the “tens of thousands, many of which are leaking,” were observed throughout the Central Steel Drum Site.

3307. In December 1981, NJDEP and EPA inspectors at the Central Steel Drum Site reported that “there were random open drums filled with sludge matter and also drums with more than an inch of adhesive or resin material inside. Some drums were found laying on the ground in disarray with resinous material spilling from it.” The inspectors also reported that the incinerator operation emitted thick plumes of combustion by-products and that the inspectors were surrounded by an “acidic mist.” An organic vapor detector operated by the inspectors indicated a reading that was “off scale (over 2,000 ppm).” Standard operating procedures mandated that everyone should don respirator protection, and the inspectors retreated from the area. None of the workers in the area were equipped with any personal protective gear. The inspectors also reported that a ditch located on the southeastern portion of the Central Steel Drum Site “appeared to be disturbed and the ditch had a green color with an oily sheen to it.”

3308. In February 1982, the NJDEP reported that employees of Texaco, a neighboring facility to the Central Steel Drum Site, stated that smoke discharging from operations at the Central Steel Drum Site left “a film” on their automobiles.

3309. In February 1982, the NJDEP reported “spillages of white sludge onsite, soil staining with purple and blue liquids, yellow and white solid material dumped in an area next to the drainage
ditch, contaminated runoff from [sic] CSD facility into a stream at the southwestern section of the property, as well as sludge material, drums, and [sic] oily sheen in the stream bed.”

3310. In February 1982, an NJDEP inspector reported that “contaminated run-off with an oily sheen was noted flowing into the drainage ditch from under the gravel on the parking lot” of the Central Steel Drum Site. The inspector also reported that a “heavy silver oil sheen was noted on most of the water surface in this ditch and the water had a grayish-red tint to it.” Numerous housekeeping violations were observed throughout the Central Steel Drum Site.

3311. In 1985, the EPA reported that a drainage ditch adjacent to the Central Steel Drum Site and “leading to Newark Bay was found to contain an oily sheen.” The EPA also reported that NJDEP investigations revealed the “banks contained rusted drums and sludge deposits.”

3312. In 1987, the Suburban Regional Health Commission reported to the NJDEP that “evidence of gross dumping of hazardous materials” at the Central Steel Drum Site indicates that the Central Steel Drum Site “may be a significant contributor to Bay pollution.”

3313. In April 1987, NJDEP inspectors reported that several workers at a rail yard adjacent to the Central Steel Drum Site were overcome by vapors emanating from the Central Steel Drum Site. The inspector observed heavy odors rising from piles of smoldering incinerator ash located directly on the ground at the Central Steel Drum Site. The inspectors detected levels up to 400 ppm of toluene in the air at the Central Steel Drum Site.

3314. In April 1987, the NJDEP issued a Notice of Violation to the Central Steel Drum Company for “massive surface water contamination” that was a “direct result of poor housekeeping.” The NJDEP also indicated that “ground contamination [was] on a scale equal to if not greater than water contamination” and that “soil contamination” was present “below 6” in depth [across the] entire site.”

3315. In September 1988, the NJDEP reported that soil throughout the Central Steel Drum Site “is contaminated with the most significant contamination detected the following areas: - drum storage area, - vicinity of rolloff containers, - southeast portion of facility near drainage ditch.” The NJDEP also
reported that “[a] drainage ditch which leads to the Newark Bay is also affected from migration of the contaminants from the CSD facility.”

3316. In March 1990, an NJDEP inspector reported observing at least “60,000 drums” located on the Central Steel Drum Site.

3317. In July 1990, a Suburban Regional Health Commission official inspected the Central Steel Drum Site and reported to the NJDEP that the “wash curtain that washes out hazardous waste, oil, and paint sludges goes out to the surface water.” The official further reported that site operators “spill the waste onto the ground and [it] has built up a layer of pollution that is leaching into the bay.”

3318. In July 1990, a consultant for Central Steel Drum Company reported that waste residues and runoff from drum tipping operations were drained into a concrete pit, and during wet-weather events “stormwater is pumped out of the pit and discharged toward the ditch to the east.”

3319. In September 1990, an NJDEP inspector at the Central Steel Drum Site reported that there “was evidence of red paint spills around the incinerator area, and the spills ultimately ended up in the waters of the state.” The inspector also reported generally poor housekeeping throughout the facility. The NJDEP issued a Notice of Violation to the Central Steel Drum Site for “unpermitted discharge [sic] to the surface and ground waters of the State, and poor housekeeping.”

3320. On September 12, 1990, the NJDEP reported that spills of various colored liquids were collecting in pools in various locations around the Central Steel Drum Site, and that “green liquid” was observed “flowing directly from the drum flipping house” into a large pool in the vicinity of the incinerator. The NJDEP also reported that roll-off containers on the Central Steel Drum Site were full of incinerator ash, which was observed flowing out of the open doors of one of the containers and “into a large puddle of liquid beneath it” and which ultimately flowed off the site.

3321. In November 1990, the NJDEP reported that “wash water from the drum cleaning operation and waste residue around the incinerator area” at the Central Steel Drum Site was “ultimately discharged to the surface waters of the State.”
3322. In September 1991, a consultant for the Central Steel Drum Company reported that storm water at the Central Steel Drum Site flows over the site’s incinerator unit “where hazardous substances are present” and flows into a ditch located at the southeast corner of the property and thence into Newark Bay.

3323. In 1992, a consultant for the Central Steel Drum Company reported that storm water runoff from the Central Steel Drum Site contained Hazardous Substances and other compounds, including, but not limited to, xylene, lead, zinc, boron, iron, manganese, molybdenum, magnesium, titanium, isophorone, copper, zinc, boron, iron, manganese, molybdenum, magnesium, and titanium.

3324. A January 1993 Judicial Consent Order entered into between NJDEP, Central Steel Drum, Dorothy Greenburg, Bessie Baron, Jane Ratner-Mattson, and Marian Ratner-Abrams ("1993 Judicial Consent Order") states that incinerator ash at the Central Steel Drum Site contained Hazardous Substances and other compounds similar to those present in the residues of drums reconditioned at the Central Steel Drum Site, and that “a clear nexus exists between the compounds present in the ash and the compounds detected in the soil, ground water and surface water samples taken at the site.”

3325. The 1993 Judicial Consent Order states that the drum emptying and transfer operations at the Central Steel Drum Site resulted “in the dumping, spillage and discharge of hundreds, if not thousands, of gallons of drum residues each day.”

3326. Wetland areas are located along the southern portions of the Central Steel Drum Site adjacent to a drainage ditch. In 1995, the NJDEP reported that the wetland area contained abandoned drums.

3327. Upon information and belief, spills, leaks, mechanical failures, and/or poor housekeeping practices resulted in Discharges of Hazardous Substances and other compounds to and from the Central Steel Drum Site.

3328. Hazardous Substances and other compounds have been detected in the soil at the Central Steel Drum Site, including, but not limited to, polychlorinated dibenzo-p-dioxins (“PCDDs”), including 2,3,7,8-TCDD, 1,2,3,7,8-PeCDD, 1,2,3,4,7,8-HxCDD, 1,2,3,6,7,8-HxCDD, 1,2,3,7,8,9-HxCDD,
1,2,3,4,6,7,8-HpCDD, and OCDD; polychlorinated dibenzo-p-dioxins ("PCDDs"), including, 2,3,7,8-TCDF, 1,2,3,7,8-PeCDF, 2,3,4,7,8-PeCDF, 1,2,3,4,7,8-HxCDF, 1,2,3,6,7,8-HxCDF, 1,2,3,7,8,9-HxCDF, 2,3,4,6,7,8-HxCDF, 1,2,3,4,6,7,8-HpCDF, 1,2,3,4,7,8,9-HpCDF, and OCDF; as well as PCBs, 2,4,5-trichlorophenoxyacetic acid, 2,4-dichlorophenoxyacetic acid, dicamba, silvex, aldrin, alpha-benzene hexachloride, beta-benzene hexachloride, chlordane, delta-benzene hexachloride, dieldrin, endosulfan sulfate, endrin, endrin aldehyde, endrine ketone, lindane, heptachlor epoxide, DDT and related derivatives, chlorobenzene, phenol, 1,2,4-trichlorobenzene, benzene, 1,1-dichloroethene, ethylbenzene, methylene chloride, acetone, tetrachloroethene, toluene, trichloroethene, xylene, benzo(a)anthracene, benzo(b)fluoranthene, benzo(a)pyrene, benzo(k)fluoranthene, benzo(g,h,i)perylene, bis(2-ethylhexyl)phthalate, butylbenzylphthalate, chrysene, di-n-octylphthalate, naphthalene, antimony, arsenic, barium, cadmium, copper, lead, mercury, nickel, and zinc.

3329. Upon information and belief, wet-weather events transported Hazardous Substances and other compounds from the Central Steel Drum Site into the Newark Bay Complex.

3330. Hazardous Substances and other compounds have been detected in the groundwater at the Central Steel Drum Site, including, but not limited to, carbon disulfide, chlordane, DDT and related derivatives, chlorobenzene, benzene, 4-methyl-2-pentanone, toluene, xylene, aluminum, antimony, arsenic, barium, cadmium, chromium, iron, lead, manganese, mercury, nickel, selenium, thallium, and zinc.

3331. Groundwater at the Central Steel Drum Site is located approximately 1 to 1.5 feet below the ground surface. Upon information and belief, groundwater at the Central Steel Drum Site flows to area ditches along the perimeter of the Central Steel Drum Site and thence to Newark Bay. Upon information and belief, Hazardous Substances and other compounds discharged to the groundwater at the Central Steel Drum Site Discharge into the Newark Bay Complex.

3332. Hazardous Substances and other compounds similar to those that have been discharged from the Central Steel Drum Site have been detected in sediments of drainage ditches located along the eastern and southern boundaries of the Central Steel Drum Site, including, but not limited to,
polychlorinated dibenzo-p-dioxins, including 2,3,7,8-TCDD, 1,2,3,7,8-PeCDD, 1,2,3,4,7,8-HxCDD, 1,2,3,6,7,8-HxCDD, 1,2,3,7,8,9-HxCDD, 1,2,3,4,6,7,8-HpCDD, and OCDD; polychlorinated dibenzofurans, including, 2,3,7,8-TCDF, 1,2,3,7,8-PeCDF, 2,3,4,7,8-PeCDF, 1,2,3,4,7,8-HxCDF, 1,2,3,6,7,8-HxCDF, 1,2,3,7,8,9-HxCDF, 2,3,4,6,7,8-HxCDF, 1,2,3,4,6,7,8-HpCDF, 1,2,3,4,7,8,9-HpCDF, and OCDF; as well as PCBs, DDT and related derivatives, 2,4-dichlorophenoxyacetic acid, dicamba, silvex, aldrin, chlordane, dieldrin, endrin, endrin aldehyde, lindane, heptachlor epoxide, chlorobenzene, phenol, acetone, benzene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(g,h,i)perylene, bis(2-ethylhexyl)phthalate, carbon disulfide, chrysene, di-n-butylphthalate, di-n-octylphthalate, ethylbenzene, fluoranthene, ideno(1,2,3-cd) pyrene, napthalene, phenanthrene, pyrene, styrene, toluene, petroleum hydrocarbons, xylene, aluminum, antimony, arsenic, barium, cadmium, calcium, chromium, cobalt, copper, iron, lead, magnesium, manganese, mercury, nickel, and zinc.

3333. Hazardous Substances and other compounds similar to those that have been discharged from the Central Steel Drum Site have been detected in surface waters of drainage ditches located along the eastern and southern boundaries of the Central Steel Drum Site, including, but not limited to, anthracene, bis(2-ethylhexyl)phthalate, 2-butanone, butylbenzyl phthalate, carbon disulfide, chrysene, 1,1-dichloroethane, 1,2-dichloroethene, di-n-butylphthalate, di-n-octylphthalate, ethylbenzene, fluorene, isophorone, 4-methyl-2-pentanone, 2-methylphenol, 4-methylphenol, naphthalene, phenanthrene, phenol, styrene, petroleum hydrocarbons, toluene, 1,1,1-trichloroethane, xylene, antimony, cadmium, chromium, copper, lead, mercury, nickel, and zinc.

3334. Hazardous Substances and other compounds similar to those that have been discharged from the Central Steel Drum Site have been detected in sediment core samples taken from Newark Bay proximate to the outfall of the ditches that currently and historically originated at the Central Steel Drum Site, including, but not limited to, polychlorinated dibenzo-p-dioxins, including 2,3,7,8-TCDD, 1,2,3,7,8-PeCDD, 1,2,3,4,7,8-HxCDD, 1,2,3,6,7,8-HxCDD, 1,2,3,7,8,9-HxCDD, 1,2,3,4,6,7,8-HpCDD, and OCDD; polychlorinated dibenzofurans, including, 2,3,7,8-TCDF, 1,2,3,7,8-PeCDF, 2,3,4,7,8-PeCDF, 2,3,4,7,8,9-HpCDF, 2,3,4,6,7,8-HpCDF, and OCDF; as well as PCBs, DDT and related derivatives, 2,4-dichlorophenoxyacetic acid, dicamba, silvex, aldrin, chlordane, dieldrin, endrin, endrin aldehyde, lindane, heptachlor epoxide, chlorobenzene, phenol, acetone, benzene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(g,h,i)perylene, bis(2-ethylhexyl)phthalate, carbon disulfide, chrysene, di-n-butylphthalate, di-n-octylphthalate, ethylbenzene, fluoranthene, ideno(1,2,3-cd) pyrene, napthalene, phenanthrene, pyrene, styrene, toluene, petroleum hydrocarbons, xylene, aluminum, antimony, arsenic, barium, cadmium, calcium, chromium, cobalt, copper, iron, lead, magnesium, manganese, mercury, nickel, and zinc.
1,2,3,4,7,8-HxCDF, 1,2,3,6,7,8-HxCDF, 1,2,3,7,8,9-HxCDF, 2,3,4,6,7,8-HxCDF, 1,2,3,4,6,7,8-HpCDF, 1,2,3,4,7,8,9-HpCDF, and OCDF; as well as DDT and related derivatives, silvex, alpha-benzene hexachloride, beta-benzene hexachloride, chlorobenzene, hexachlorobenzene, benzene, endrine ketone, ethylbenzene, 1,1,1-trichloroethane, 1,1-dichloroethane, 1,2-dichloroethane, 1,2,4-trichlorobenzene, 1,2-dichlorobenzene, 1,3-dichlorobenzene, 1,4-dichlorobenzene, 2-methylnaphthalene, 4-chloroaniline, 4-methylnaphthalene, 4-methylphenol, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(g,h,i)perylene, benzo(k)fluoranthene, bis(2-ethylhexyl)phthalate, di-n-octylphthalate, chrysene, fluoranthene, naphthalene, phenol, phenanthrene, pyrene, aluminum, arsenic, barium, beryllium, cadmium, calcium, chromium, cobalt, copper, iron, lead, magnesium, manganese, mercury, nickel, and zinc.

Central Steel Drum Site PRPs

3335. In 1993, Central Steel Drum Company ceased operating the Central Steel Drum Site.

3336. On January 11, 1993, Central Steel Drum Company, Inc. filed a Petition for Reorganization under Chapter 11 of the Bankruptcy Code, which was converted to a Chapter 7 liquidation on July 13, 1994, and which was finalized on April 15, 1999.

3337. In 1994, the owners and operators of the Central Steel Drum Site abandoned the property.

3338. Upon information and belief, in approximately October 1996, the City of Newark acquired the Central Steel Drum Site through tax foreclosure.

3339. In June 1998, the City of Newark and NJDEP entered into a Memorandum of Agreement concerning completion of a remedial investigation at the Central Steel Drum Site.

3340. Upon information and belief, from 1996 until the present, the City of Newark has owned, operated, and controlled the Central Steel Drum Site.

3341. In 1997 and 1998, the EPA conducted an emergency removal action at the Central Steel Drum Site. The remedial activities included the “identification, stabilization, segregation, removal and disposal of all hazardous wastes found at the” Central Steel Drum Site. Following EPA’s removal action, control of the Central Steel Drum Site was returned to the City of Newark.
3342. Upon information and belief, entities associated with the Central Steel Drum Site have not conducted remedial activities along and/or within the Newark Bay Complex to address and arrest the off-site discharge of Hazardous Substances from Central Steel Drum Site.

Central Steel Drum Site PRP: Akzo Nobel Coatings, Inc.

3343. During one or more years that the Central Steel Drum Site was operating, Akzo Nobel Coatings, Inc. ("Akzo Nobel") and/or its predecessors owned and/or operated an industrial coatings and paint manufacturing facility at 100 Belmont Street in Somerset, New Jersey. Upon information and belief, Akzo Nobel generated Hazardous Substances and/or solid or hazardous wastes at its Somerset facility.

3344. In a letter to the EPA dated January 16, 1998, Akzo Nobel admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its facility in Somerset. Upon information and belief, the containers sent by Akzo Nobel to the Central Steel Drum Site contained Hazardous Substances and other compounds, including, but not limited to, solvents, resins, and solvent based coatings.

3345. Akzo Nobel is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: American Inks and Coatings Corp.

3346. During one or more years that the Central Steel Drum Site was operating, American Inks and Coatings Corporation ("American Inks") and/or its predecessors owned and/or operated a graveure printing inks manufacturing facility at 330 Pawlings Road in Schuylkill Township, Valley Forge, Pennsylvania. Upon information and belief, American Inks generated Hazardous Substances and/or solid or hazardous wastes at its Valley Forge facility.

3347. In a letter to the EPA dated January 19, 1998, American Inks admitted that it delivered containers to the Central Steel Drum Site for reconditioning and disposal from its facility in Valley Forge. Upon information and belief, the containers sent by American Inks to the Central Steel Drum Site
contained Hazardous Substances and other compounds, including, but not limited to, pigments, solvents, graveure printing inks, and raw materials, including solvents, resins and alcohol.

3348. American Inks is a "discharger" and/or a person "in any way responsible" for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: American Inks

3349. During one or more years that the Central Steel Drum Site was operating, American Inks ("American Inks") and/or its predecessors owned and/or operated a plastic tube and aerosol can manufacturing facility at Route 31, North in Washington, New Jersey. Upon information and belief, American Inks generated Hazardous Substances and/or solid or hazardous wastes at the Washington facility.

3350. In a letter to the EPA dated January 20, 1998, American Inks admitted that it delivered containers to the Central Steel Drum Site for reconditioning and disposal from its facility in Washington, New Jersey. Upon information and belief, the containers sent by American Inks to the Central Steel Drum Site contained Hazardous Substances and other compounds.

Central Steel Drum Site PRP: APOLAN International, Inc.

3352. During one or more years that the Central Steel Drum Site was operating, APOLAN International, Inc. ("APOLAN") and/or its predecessors owned and/or operated a manufacturing facility in Oakhurst, New Jersey. Upon information and belief, APOLAN generated Hazardous Substances and/or solid or hazardous wastes at the Oakhurst facility.

3353. In a letter to the EPA dated January 20, 1998, APOLAN admitted that it delivered containers to the Central Steel Drum Site for reconditioning. Upon information and belief, the containers...
sent by APOLAN to the Central Steel Drum Site contained Hazardous Substances and other compounds, including, but not limited to, polyurethane elastomer.

3354. APOLAN is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: BASF Corporation

3355. During one or more years that the Central Steel Drum Site was operating, BASF Corporation (“BASF”) and/or its predecessors owned and/or operated a varnish and industrial finishes manufacturing facility at 200 Gregg Street in Lodi, New Jersey; a pigment, dye, and ink base manufacturing facility at 150 Wagaraw Road in Hawthorne, New Jersey; and an ink, paint, and other product research and development facility at 1255 Broad Street in Clifton, New Jersey (collectively, the “BASF Facilities”). Upon information and belief, BASF generated Hazardous Substances and/or solid or hazardous wastes at the BASF Facilities.

3356. In a letter to the EPA dated January 29, 1998, BASF admitted that it delivered containers to the Central Steel Drum Site for reconditioning from one or more of the BASF Facilities. Upon information and belief, the containers sent by BASF to the Central Steel Drum Site contained Hazardous Substances and other compounds, including, but not limited to, inks, industrial finishes, and varnishes.

3357. BASF is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: Borden & Remington Corp.

3358. During one or more years that the Central Steel Drum Site was operating, Borden & Remington Corp. (“Borden & Remington”) and/or its predecessors owned and/or operated a one or more chemical distribution and manufacturing facilities. Upon information and belief, Borden & Remington generated Hazardous Substances and/or solid or hazardous wastes at its manufacturing and/or distribution facilities.
3359. In a letter to the EPA dated January 15, 1998, Borden & Remington admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its manufacturing and/or distribution facilities. The containers sent by Borden & Remington to the Central Steel Drum Site contained Hazardous Substances and other compounds, including, but not limited to, acetone, antifoam A-107, antifreeze U-900, plasticizers, coconut oil soap, denatured alcohol, dibutyl maleate, dibutyl phthalate, diethanolamine, diethyl sulfate, di-2-ethylhexyl maleate, di-2-ethylhexyl phthalate, diethylene glycol, diisodecyl phthalate, dimethylaminopropylamine, dioctyl adipate, drapex 412, epoxidized soybean oil, ethyl acetate, ethylene glycol, 2-ethylhexanol, glycerin U.S.P., glycol ether DB, glycol ether EB, hexylene glycol, isobutyl acetate, isopropyl alcohol, kronitex 50, methanol, methyl normal amyl ketone, methyl ethyl ketone, methyl isobutyl ketone, methylhydrogen-polysloxane F9W9, methylene chloride, mineral spirits, perchloroethylene, oleic acid, PEG 400, PEG 600, propylene glycol, remol TOP, remflex 4, rhodorsil fluid, shellflex 131 solution N, sodium silicate solution star, toluene, triethanolamine, triethylamine, and xylene.

3360. Borden & Remington is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: Hexion Specialty Chemicals, Inc.

3361. During one or more years that the Central Steel Drum Site was operating, Hexion Specialty Chemicals, Inc. (“Hexion”) and/or its predecessors owned and/or operated a printing ink manufacturing facility at 8-10 22nd Street in Fair Lawn, New Jersey. Upon information and belief, Hexion generated Hazardous Substances and/or solid or hazardous wastes at the Fair Lawn facility.

3362. In a letter to the EPA dated February 2, 1998, Borden Chemical, Inc., now Hexion, admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its Fair Lawn facility. Upon information and belief, the containers sent by Hexion to the Central Steel Drum Site contained Hazardous Substances and other compounds.
3363. Hexion is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: Cosmopolitan Graphics Corporation

3364. During one or more years that the Central Steel Drum Site was operating, Cosmopolitan Graphics Corporation (“Cosmopolitan”), formerly known as Chiyoda America Inc. (“Chiyoda”), and/or its predecessors owned and/or operated a printing facility. Upon information and belief, Cosmopolitan generated Hazardous Substances and/or solid or hazardous wastes at its printing facility.

3365. In a letter to the EPA dated January 20, 1998, Chiyoda, now Cosmopolitan, admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its printing facility. Upon information and belief, the containers sent by Cosmopolitan to the Central Steel Drum Site contained Hazardous Substances and other compounds.

3366. Cosmopolitan is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: Ciba Corporation

3367. During one or more years that the Central Steel Drum Site was operating, Ciba Corporation (“Ciba”) and/or its predecessors, including Ciba Specialty Chemicals Holding Inc., owned and/or operated a textile dye and resin manufacturing facility at Route 37 West in Toms River, New Jersey and a high-performance pigment research and development facility at 205 South James Street in Newport, Delaware (collectively the “Ciba Facilities”). Upon information and belief, Ciba generated Hazardous Substances and/or solid or hazardous wastes at the Ciba Facilities.

3368. In a letter to the EPA dated January 21, 1998, Ciba Specialty Chemicals Holding Inc., now Ciba, admitted that it delivered containers for disposal from the Ciba facility in Newport to the Central Steel Drum Site. Upon information and belief the containers sent by Ciba to the Central Steel Drum Site contained Hazardous Substances and other compounds.
3369. Ciba is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: DelVal Ink and Color, Incorporated

3370. During one or more years that the Central Steel Drum Site was operating, DelVal Ink and Color, Incorporated. (“DelVal”) and/or its predecessors owned and/or operated one or more flexo and rotogravure printing ink manufacturing facilities. Upon information and belief, DelVal generated Hazardous Substances and/or solid or hazardous wastes at its facilities.

3371. In a letter to the EPA dated January 30, 1998, DelVal admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its facilities. Upon information and belief, the containers sent by DelVal to the Central Steel Drum Site contained Hazardous Substances and other compounds, including, but not limited to, organic pigments and resins.

3372. DelVal is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: Houghton International Inc.

3373. During one or more years that the Central Steel Drum Site was operating, Houghton International Inc. (“Houghton”) and/or its predecessors owned and/or operated a chemical blending facility at 6681 Snowdrift Road in Fogelsville, Pennsylvania. Upon information and belief, Houghton generated Hazardous Substances and/or solid or hazardous wastes at the Fogelsville facility.

3374. In a letter to the EPA dated December 23, 1997, Houghton admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its facility in Fogelsville. Upon information and belief, the containers sent by Houghton to the Central Steel Drum Site contained Hazardous Substances and other compounds.
3375. Houghton is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: Flint Group Incorporated

3376. During one or more years that the Central Steel Drum Site was operating, Flint Ink Corporation (“Flint Ink”) and/or its predecessors owned and/or operated one or more printing ink, colorant, and pigment manufacturing facilities. Upon information and belief, Flint Ink generated Hazardous Substances and/or solid or hazardous wastes at its facilities.

3377. In its letter to the EPA dated January 7, 1998, Flint Ink admitted that it delivered containers to the Central Steel Drum Site for reconditioning from one or more of its facilities. Upon information and belief, the containers sent by Flint Ink to the Central Steel Drum Site contained Hazardous Substances and other compounds, including, but not limited to, printing inks and/or raw materials used to manufacture printing inks.

3378. Upon information and belief, Flint Ink changed its name to Flint Group Incorporated (“Flint Group”) on or about February 9, 2006.

3379. Flint Group is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex

Central Steel Drum Site PRP: Fort James Corporation

3380. During one or more years that the Central Steel Drum Site was operating, Fort James Corporation (“Fort James”) and/or its predecessors owned and/or operated an ink manufacturing facility in Lionville, Pennsylvania. Upon information and belief, Fort James generated Hazardous Substances and/or solid or hazardous wastes at the Lionville facility.

3381. In a letter to the EPA dated January 20, 1998, Fort James admitted that it delivered containers to the Central Steel Drum Site for disposal or reconditioning from its facility in Lionville.
Upon information and belief, the containers sent by Fort James to the Central Steel Drum Site contained Hazardous Substances and other compounds.

3382. Fort James is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: Mace Adhesives & Coatings Company, Inc.

3383. During one or more years that the Central Steel Drum Site was operating, Mace Adhesives & Coating Co., Inc. (“Mace”) and/or its predecessors owned and/or operated a urethane coatings and adhesives manufacturing facility in Dudley, Massachusetts. Upon information and belief, Mace generated Hazardous Substances and/or solid or hazardous wastes at its Dudley facility.

3384. In a letter to the EPA dated December 11, 1997, Mace admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its facility in Dudley. Upon information and belief, the containers sent by Mace to the Central Steel Drum Site contained Hazardous Substances and other compounds.

3385. Mace is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

Central Steel Drum Site PRP: INX International Ink Co.

3386. During one or more years that the Central Steel Drum Site was operating, INX International Ink Co. (“INX”) and/or its predecessors owned and/or operated an ink manufacturing facility at 481 River Road in Clifton, New Jersey. Upon information and belief, INX generated Hazardous Substances and/or solid or hazardous wastes at the Clifton facility.

3387. In a letter to the EPA dated January 19, 1998, INX admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its facility in Clifton. Upon information and belief, the containers sent by INX to the Central Steel Drum Site contained Hazardous Substances and other compounds.
3388. INX is a “discharger” and/or a person “in any way responsible” for the Hazardous
Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark
Bay Complex.

Central Steel Drum Site PRP: 3M Company.

3389. During one or more years that the Central Steel Drum Site was operating, 3M Company
(“3M”), and/or its predecessors owned and/or operated a tape and adhesive manufacturing facility in
Bristol, Pennsylvania and a cap lining product and specialty chemical manufacturing facility in Newark,
New Jersey (collectively the “3M Facilities”). Upon information and belief, 3M generated Hazardous
Substances and/or solid or hazardous wastes at the 3M Facilities.

3390. In a letter to the EPA dated January 29, 1998, 3M, formerly known as Minnesota Mining
& Manufacturing Co., admitted that it delivered containers to the Central Steel Drum Site for
reconditioning from its facility in Bristol and purchased reconditioned drums from the Central Steel Drum
Site for use at its Newark facility. Upon information and belief, the containers sent by 3M to the Central
Steel Drum Site contained Hazardous Substances and other compounds.

3391. 3M is a “discharger” and/or a person “in any way responsible” for the Hazardous
Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark
Bay Complex.

Central Steel Drum Site PRP: Sun Chemical Corporation

3392. During one or more years that the Central Steel Drum Site was operating, Sun Chemical
Corporation (“Sun”) and/or its predecessors owned and/or operated ink manufacturing facilities at 1301 S.
Park Avenue in Linden, New Jersey; 343 Murray Hill Parkway in East Rutherford, New Jersey; 320
Forbes Boulevard in Mansfield, Massachusetts; 3301 Hunting Park Avenue in Philadelphia,
Pennsylvania; and 7942 Angus Court in Springfield, Virginia (collectively the “Sun Facilities”). Upon
information and belief, Sun generated Hazardous Substances and/or solid or hazardous wastes at the Sun
Facilities.
3393. In letters to the EPA dated January 12, 1998 and June 9, 1998, Sun admitted that it delivered containers to the Central Steel Drum Site for reconditioning and/or scrap from its Sun Facilities. Upon information and belief, the containers sent by Sun to the Central Steel Drum Site contained Hazardous Substances and other compounds.

3394. Sun is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

**Central Steel Drum Site PRP: Valspar Corporation**

3395. During one or more years that the Central Steel Drum Site was operating, Valspar Corporation (“Valspar”) and/or its predecessors owned and/or operated an industrial paint and coatings facility at 145 Dividend Road in Rocky Hill, Connecticut. Upon information and belief, Valspar generated Hazardous Substances and/or solid or hazardous wastes at the Rocky Hill facility.

3396. In a letter to the EPA dated February 20, 1998, Valspar, then known as Lilly Industries, Inc., admitted that it delivered containers to the Central Steel Drum Site for reconditioning from its facility in Rocky Hill. Upon information and belief, the containers sent by Valspar to the Central Steel Drum Site contained Hazardous Substances and other compounds.

3397. Valspar is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

**Central Steel Drum Site PRP: R.T. Vanderbilt Company, Inc.**

3398. During one or more years that the Central Steel Drum Site was operating, R.T. Vanderbilt Company, Inc. (“Vanderbilt”) and/or its predecessors, including Vanderbilt Chemical Corporation, owned and/or operated a chemical manufacturing facility in Bethel, Connecticut. Upon information and belief, Vanderbilt generated Hazardous Substances and/or solid or hazardous wastes at the Bethel facility.

3399. In a letter to the EPA dated January 21, 1998, Vanderbilt admitted that it delivered containers to the Central Steel Drum Site for reconditioning and disposal from its facility in Bethel. Upon
information and belief, the containers sent by Vanderbilt to the Central Steel Drum Site contained Hazardous Substances and other compounds.

3400. Vanderbilt is a “discharger” and/or a person “in any way responsible” for the Hazardous Substances that were discharged at the Central Steel Drum Site and that have discharged into the Newark Bay Complex.

**Ottilio Landfill Site**

3401. The Ottilio Landfill Site consists of approximately six acres of property located on Blanchard Street in Newark, New Jersey, also designated as Block 5001, Lots 12 and 16 on the tax maps of the City of Newark (“Ottilio Landfill Site”). Lot 12 consists of 2.9 acres located at 38-60 Blanchard Street in Newark and is currently owned by Deleet Merchandising Corporation (“Deleet”). Lot 16 consists of 3.3 acres located at 38-60 Blanchard Street in Newark and is currently owned by the City of Newark. The Ottilio Landfill Site is located approximately 1,500 feet south and 1,800 feet west of the Passaic River.

3402. In its Final Decision Document for the Ottilio Landfill Site, NJDEP found that aerial photographs indicate that dumping may have occurred on Lot 12 of the Ottilio Landfill Site as early as 1951 and possibly as far back as 1940. NJDEP also found that aerial photographs indicate that landfilling activities were occurring on Lot 12 of the Ottilio Landfill Site in 1961.

3403. Deleet Merchandising Corporation acquired Lot 12 of the Ottilio Landfill Site in 1970. According to NJDEP’s Final Decision Document for the Ottilio Landfill Site, landfilling activities are clearly evident across the entire Ottilio Landfill Site in 1972 and 1974 aerial photographs.

3404. On information and belief, in the early 1970s, Central Railroad of New Jersey (“Central Railroad” or “CNJ”) owned the property designated as Block 5001, Lot 16 in Newark, New Jersey (“Lot 16”). At the time Conrail owned Lot 16, it was connected to Lawyers Ditch (also known as Lawyers Creek), a tributary of the Passaic River.

3405. On or about February 10, 1976, pursuant to the Regional Rail Reorganization Act of 1973, Consolidated Rail Corporation (“Conrail”) was incorporated as part of the federally-funded
takeover of the major railroad companies in the northeast United States, all of which were financially failing. The takeover included the business, operations, and assets of Central Railroad. The railroads acquired by Conrail were dissolved and the sole surviving entity of the reorganization was Conrail. Upon information and belief, the assets of the former railroads were conveyed to Conrail on April 1, 1976.

3406. Upon information and belief, Conrail is the successor to Central Railroad.

3407. In 1999, the parent company of Conrail, Conrail, Inc., was acquired by Norfolk Southern Corporation and CSX Corporation through a joint stock purchase. Most of Conrail’s assets were split between its two new owners, and Conrail itself was restructured into a switching and terminal railroad.

3408. On March 19, 1974, the Newark Department of Engineering investigated reports of illegal dumping at the Ottilio Landfill Site.

3409. On March 26, 1974, the NJDEP inspected the Ottilio Landfill Site and determined the site was in violation of several solid waste management regulations.

3410. In 1974, the State of New Jersey, on behalf of NJDEP filed a complaint against V Ottilio & Sons, Deleet, and Central Railroad of New Jersey, the latter of which owned Lot 16 of the Ottilio Landfill Site at the time. The State’s complaint cited several violations by Carmen Ottilio and V Ottilio & Sons for engaging in the disposal of solid wastes (including chemicals) on Lots 12 and 16 of the Ottilio Landfill Site, without filing a registration and having the proper approval.

3411. According to NJDEP, an unknown number of 55-gallon drums containing chemicals were disposed of at the Ottilio Landfill Site in 1974.

3412. On information and belief, V. Ottilio & Sons, Inc. is the same entity as, or the successor to, the V Ottilio & Sons entity that the State sued in 1974 with respect to the Ottilio Landfill Site.

3413. During 1974 and 1975, the PVSC reported that oil from Lot 16 was discharging from Lot 16 and entering Lawyers Ditch.

3414. In 1975, EPA and NJDEP inspected the Ottilio Landfill Site in response to a report that oil was leaching from the site into Lawyers Ditch. Drainage ditches along the north and northeast boundaries of the Ottilio Landfill Site flow to Lawyers Ditch, which flows to the Passaic River.
3415. On January 2, 1975, the NJDEP issued V. Ottilio & Sons, Inc. – the lessee of Lot 16 – a conditional permit to operate a solid waste disposal facility at the site. Ottilio was later found to have not complied with the conditions stipulated in the permit.

3416. During an NJDEP inspection on April 2, 1975, it was noted that a black, odorous, oily substance had accumulated in a small pond on Lot 16.

3417. On or about January 14, 1976, and January 28, 1976, PVSC inspectors reported that Lawyers Ditch was being polluted with foul-smelling, oily substances emanating from Lot 16. The PVSC reported that samples of the materials discharging from Lot 16 and into Lawyers Ditch contained very high COD and TOCs.

3418. On January 29, 1976, the PVSC sent Central Railroad a letter directing the company to cease pollution of Lawyers Ditch and to submit a program of abatement.

3419. On February 20, March 11, and March 24, 1976, PVSC inspectors reported that pollution continued to discharge from Lot 16 into Lawyers Ditch.

3420. On March 26, 1976, the PVSC sent a letter to Central Railroad stating that oil was continuing to flow from Lot 16 to Lawyers Ditch.

3421. On March 30, April 6, and April 13, 1976, PVSC inspectors reported that pollution continued to discharge from Lot 16 into Lawyers Ditch.

3422. On April 26, 1976, the PVSC sent a letter to Central Railroad stating that Lot 16 was continuing to pollute Lawyers Ditch.

3423. On May 10, 1976, PVSC inspectors reported that pollution at Lot 16 was continuing unabated.

3424. On or about June 11, 1976, the PVSC filed suit against Central Railroad for “perpetually discharging or permitting to be discharged” polluting materials into Lawyers Ditch and thence into the Passaic River.

3425. On June 29, 1976, PVSC inspectors reported that tidal action was taking polluting material from Lot 16 and moving it to the Passaic River.
A 1979 aerial photograph indicated that landfilling activities at the Ottilio Landfill Site had ceased. Many soil piles, refuse piles and debris were visible scattered throughout the Ottilio Landfill Site.

EPA’s 1980 Hazardous Waste Site Identification and Preliminary Assessment indicated that at one time, hundreds of 55-gallon drums, with the potential of having thousands of gallons of liquid waste, were present at the Ottilio Landfill Site.

In 1982, the EPA reported that pesticides, polychlorinated biphenyls, VOCs, PAHs and heavy metals were present in the sediments and surface water at the Ottilio Landfill Site.

In 1987 and 1993, the NJDEP reported that soil, leachate, and groundwater at the Ottilio Landfill Site contained contaminants at concentrations exceeding the NJDEP’s cleanup criteria.

A remedial investigation of the Ottilio Landfill Site identified the presence of numerous buried 55-gallon drums at the Ottilio Landfill Site. Buried, corroded drums were discovered on both Lot 12 and Lot 16 of the Ottilio Landfill Site.

Substances detected in the groundwater at the Ottilio Landfill Site include: acetone, vinyl chloride, methylene chloride, 1,1-dichloroethane, 1,2-dichloroethene, chloroform, 1,2-dichloroethane, chlorobenzene, ethylbenzene, 4-methyl-2-pentanone, benzene, toluene, xylenes, bis(2-chloroethyl)ether, 1,4-dichlorobenzene, 1,2-dichlorobenzene, 2,4-dimethylphenol, N-nitrosodiphenylamine, bis(2-ethylhexyl)phthalate, 4-methylphenol, beta-BHC, 4,4-DDE, 4,4-DDT, alpha-chlordane, heptachlor, aldrin, beryllium, cadmium, antimony and arsenic.

A 1995 Remedial Investigation Report of the Ottilio Landfill Site identified leachate seeps located at the toe of the landfill along the north central boundary and in the northeast corner of the site that discharged contaminants to the surface water flowing in the site drainage ditch and concluded that the leachate seeps represented groundwater discharge in these areas.

Sampling from test pits installed during a remedial investigation of the Ottilio Landfill indicated the presence of toluene, ethylbenzene, xylenes, delta-BHC, ehptachlor epoxide, 4,4-DDT, gamma-chlordane, arsenic, cadmium, and lead.
3434. Substances detected in the surface soil at the Ottilio Landfill Site include: benzo(a)anthracene, benzo(b)fluoranthene, benzo(k)fluoranthene, benzo(a)pyrene, ideno(1,2,3-cd)pyrene, dibenz(a,h)anthracene, dieldrin, PCBs, antimony, arsenic, cadmium, and lead.

3435. Substances detected in the sediments at the Ottilio Landfill Site include: vinyl chloride, methylene chloride, acetone, carbon disulfide, 1,1-dichloroethane, 1,2-dichloroethene, chloroform, 1,2-dichloroethane, 2-butanone, dibromochloromethane, 1,1,1-trichloroethane, trichloroethene, benzene, 4-methyl-2-pentanone, toluene, chlorobenzene, ethylbenzene, styrene, xylene, chlordane, DDT, dieldrin, endrin, heptachlor, and PCBs.

3436. Substances detected in the surface waters at the Ottilio Landfill Site include: vinyl chloride, methylene chloride, chloroform, 1,2-dichloroethene, trichloroethene, benzene, chlorobenzene, 1,1-dichloroethene, 1,2-dichloroethane, tetrachloroethene, toluene, bis(2-chloroethyl)ether, N-nitrosodiphenylamine, nitrobenzene, pentachlorophenol, 2,6-dinitrotoluene, chrysene, bis(2-ethylhexyl)phthalate antimony, arsenic, lead, cadmium, and mercury.

3437. Surface water from the Ottilio Landfill Site discharged into a drainage ditch on the site into Lawyers Ditch and then into the Passaic River or into the City of Newark’s storm water system, and then into the Passaic River.

3438. Substances detected downstream of the Ottilio Landfill Site along the drainage ditch and Lawyers ditch include: methylene chloride, acetone, 2-butanone, toluene, PCBs, and chlordane.

3439. On information and belief, surface water, sediment and soil containing Hazardous Substances were transported from the Ottilio Landfill Site via the on-site drainage ditch, to Lawyers Ditch and then Discharged into the Passaic River.

3440. On information and belief, surface water, sediment and soil containing Hazardous Substances were transported from the Ottilio Landfill Site into the City of Newark’s storm water system and Discharged into the Passaic River.

3441. In its Final Decision Document for the Ottilio Landfill Site, NJDEP found that surface water at the Ottilio Landfill Site in the drainage ditch had been impacted by the landfill. NJDEP further
found that the erosion of soils, storm water runoff from the Ottilio Landfill Site, leachate seeps into the on-site drainage ditch and leaching of contaminants from sediments were transporting the contaminants to the surface water.

3442. According to a 1995 Remedial Investigation Report of the Ottilio Landfill Site, surface water runoff at the site transports contaminated surface soil and sediment off-site by erosion during storm events. As a result of overland flow, surface water at the Ottilio Landfill Site becomes contaminated as it migrates across the site. Along with leachate (which discharges into the drainage ditch), contaminated surface water and its associated suspended load discharge into the Passaic River.

3443. V. Ottilio & Sons, Inc. is a discharger and/or a Person "in any way responsible" for the Hazardous Substances that were discharged at the Ottilio Landfill Site and released into the Newark Bay Complex.

3444. Deleet is a Person "in any way responsible" for the Hazardous Substances that were discharged at the Ottilio Landfill Site and released into the Newark Bay Complex.

3445. Conrail is a discharger and/or a Person "in any way responsible" for the Hazardous Substances that were discharged at the Ottilio Landfill Site and released into the Newark Bay Complex.

FIRST COUNT

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

3446. Maxus and Tierra repeat and incorporate Paragraphs 1 through 3445 of this Third-Party Complaint by reference herein.

3447. Pursuant to the New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11 et seq., 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 in detail above.

3448. The New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11f.a.(2)(a), provides that "[w]henever 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.”

3449. 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 found liable under the Spill Act in this lawsuit.

3450. 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 identified in ¶¶ 14-15 of this Third-Party Complaint, and in otherwise addressing environmental contamination in the
Newark Bay Complex.

3451. Maxus and Tierra are entitled to contribution from the Third-Party Defendants to recover
a proportionate share of cleanup and removal costs that the Maxus and Tierra have incurred and will incur
in the future.

WHEREFORE, as for this Count I, Maxus and Tierra respectfully request:

(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 ¶ 15, 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 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.

SECOND COUNT

(Statutory Contribution)

3452. Maxus and Tierra repeat and incorporate Paragraphs 1 through 3451 of this Third-Party Complaint by reference herein.

3453. 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, as for this Count II, Maxus and Tierra respectfully request:

(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 the Newark Bay Complex, as well as pre- and post-judgment interest, except that, as explained
in ¶ 15, above, 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.

Dated: February 4, 2009

Respectfully submitted,

ANDREWS KURTH LLP
Attorneys for Defendants Maxus Energy Corporation and Tierra Solutions, Inc.

By: [Signature]
Joseph Patella, Esq.
**MEMBERS OF THE LOWER PASSAIC RIVER STUDY AREA COOPERATING PARTIES GROUP**

<table>
<thead>
<tr>
<th>Company</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alliance Chemical, Inc.</td>
<td>on behalf of itself and Pfister Chemical, Inc.</td>
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<tr>
<td>Arkema Inc.</td>
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<tr>
<td>Ashland Inc.</td>
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<tr>
<td>Atlantic Richfield Company</td>
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<td>BASF Corporation, on its own behalf and on behalf of BASF Catalysts</td>
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<tr>
<td>Belleville Industrial Center</td>
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<tr>
<td>Benjamin Moore &amp; Co.</td>
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<tr>
<td>Bristol Myers-Squibb</td>
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<tr>
<td>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.</td>
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<tr>
<td>Celanese Ltd.</td>
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<tr>
<td>Chemtura Corporation and Raclaur, LLC as current and former owner of the property f/k/a Atlantic Industries</td>
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<tr>
<td>Chevron Environmental Management Co.</td>
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<tr>
<td>Coltec Industries</td>
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<td>Conopco, Inc. d/b/a Unilever (as successor to the Penick Corporation)</td>
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<td>Covanta Essex Company</td>
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<td>Croda Inc.</td>
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<tr>
<td>DiLorenzo Properties Company on behalf of itself and the Goldman /Goldman/DiLorenzo Properties Partnerships</td>
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<tr>
<td>Eden Woods Company</td>
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<td>E. I. du Pont de Nemours and Company</td>
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<tr>
<td>Elan Chemical Company</td>
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Exhibit A - 1
<table>
<thead>
<tr>
<th>MEMBER OF THE LOWER PASSAIC RIVER STUDY AREA COOPERATING PARTIES GROUP</th>
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<tbody>
<tr>
<td>El Paso (EPEC Polymers, Inc. on behalf of itself and EPEC Oil Company Liquidating Trust)</td>
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<tr>
<td>Essex Chemical Corporation</td>
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<tr>
<td>Flexon Industries Corp.</td>
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<tr>
<td>Franklin-Burlington Plastics, Inc.</td>
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<tr>
<td>Garfield Molding Co., Inc.</td>
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<td>General Electric Company</td>
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<tr>
<td>General Motors Corporation</td>
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<tr>
<td>Givaudan Fragrances Corporation (Fragrances North America)</td>
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<tr>
<td>Goodrich Corporation on behalf of itself and Kalama Specialty Chemicals, Inc.</td>
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<tr>
<td>Hercules Chemical Corp., Inc.</td>
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<tr>
<td>Hess Corporation, on its own behalf and on behalf of Atlantic Richfield Company</td>
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<tr>
<td>Hexcel Corporation</td>
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<tr>
<td>Hoffmann-La Roche Inc. on its own behalf, and on behalf of its affiliate Roche Diagnostics</td>
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<tr>
<td>Honeywell International Inc.</td>
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<td>ISP Chemicals LLC</td>
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<tr>
<td>ITT Corporation</td>
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<tr>
<td>Kao Brands Company</td>
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<tr>
<td>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</td>
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<tr>
<td>Lucent Technologies Inc.</td>
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<tr>
<td>Mallinckrodt, Inc.</td>
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<tr>
<td>MEMBERS OF THE LOWER PASSAIC RIVER STUDY AREA COOPERATING PARTIES GROUP</td>
</tr>
<tr>
<td>-------------------------------------------------</td>
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<tr>
<td>Millennium Chemicals, Inc. affiliated entities MHC, Inc. (on behalf of itself and Walter Kidde &amp; Company, Inc.), Millennium Petrochemicals, Inc. (f/k/a Quantum Chemical Corporation) and Equistar Chemicals LP</td>
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<td>National-Standard LLC</td>
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<td>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)</td>
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<td>Pharmacia Corporation (f/k/a Monsanto Company)</td>
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<td>Public Service Electric and Gas Company</td>
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<td>Purdue Pharma Technologies, Inc.</td>
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<tr>
<td>Quality Carriers, Inc. as successor to Chemical Leaman Tank Lines, Inc., its affiliates and parents</td>
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<td>Reichhold Chemicals, Inc.</td>
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<td>Revere Smelting &amp; Refining Corporation</td>
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<td>Safety-Kleen Envirosystems Company by McKesson, and McKesson Corporation for itself</td>
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<tr>
<td>Sequa Corporation</td>
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<tr>
<td>Sun Chemical Corporation</td>
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<tr>
<td>Tate &amp; Lyle Ingredients Americas, Inc. (f/k/a A.E. Staley Manufacturing Company, including its former division Staley Chemical Company)</td>
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<tr>
<td>Teva Pharmaceuticals USA Inc. (f/k/a Biocraft Laboratories, Inc.)</td>
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<tr>
<td>Teval Corporation</td>
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<tr>
<td>MEMBERS OF THE LOWER PASSAIC RIVER STUDY AREA COOPERATING PARTIES GROUP</td>
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<tr>
<td>Textron Inc.</td>
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<tr>
<td>The BOC Group, Inc.</td>
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<tr>
<td>The Hartz Consumer Group, Inc., on behalf of The Hartz Mountain Corporation</td>
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<td>The Newark Group</td>
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<td>The Sherwin-Williams Company</td>
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<td>The Stanley Works</td>
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<td>Three County Volkswagen</td>
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<td>Tiffany &amp; Co.</td>
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<td>Tierra Solutions, Inc. (Maxus &amp; Occidental)</td>
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<td>Vertellus Specialties, Inc. f/k/a Reilly Industries, Inc.</td>
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<tr>
<td>Vulcan Materials Company</td>
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<tr>
<td>Wyeth, on behalf of Shulton, Inc.</td>
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</table>
## Exhibit B

### List of Covered Facilities

**Lower Passaic River Study Area site Cooperating Parties Group**

<table>
<thead>
<tr>
<th>[A] Group Member</th>
<th>[B] Facility Located Within LPRSA with Alleged Direct and/or Indirect Discharge Nexus (Approximate River Mile or Tributary Location)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alliance Chemical, Inc. (1)</td>
<td>33 Avenue P, Newark (RM 1.3)</td>
</tr>
</tbody>
</table>
| 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 Delaney 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 4th St., Harrison (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) |
| 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) |

Exhibit B - 1
<table>
<thead>
<tr>
<th>[A]</th>
<th>[B] Facility Located Within LPRSA with Alleged Direct and/or Indirect Discharge Nexus (Approximate River Mile or Tributary Location)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Elan Chemical Company</td>
<td>268 Doremus Ave., Newark (RM 1)</td>
</tr>
</tbody>
</table>
| 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 5th 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 (2nd River, 2.5)                                                                                        |
| Honeywell (General Chemical) | 65 Lodi and 8th 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 (2nd 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)                                                                                                 |
| 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)                                                                                                 |

Exhibit B - 2
<table>
<thead>
<tr>
<th>Group Member</th>
<th>Facility Located Within LPRSA with Alleged Direct and/or Indirect Discharge Nexus (Approximate River Mile or Tributary Location)</th>
</tr>
</thead>
<tbody>
<tr>
<td>National-Standard (6)</td>
<td>714 Clifton Ave., Clifton (weasel Brook)</td>
</tr>
<tr>
<td>Newark Group, Inc</td>
<td>17 Blanchard Street, Newark (RM 1.8)</td>
</tr>
<tr>
<td>Newell Rubbermaid</td>
<td>969 Newark Turnpike, Kearny (RM 2.2) 41 Dickerson St., Newark (RM 5.9)</td>
</tr>
<tr>
<td>News Publishing Australia Ltd. (successor to Chris-Craft Industries)</td>
<td>100 Lister Ave., Newark (RM 3.1)</td>
</tr>
<tr>
<td>NPEC Inc. (Sterling Winthrop, Hilton-Davis)</td>
<td>120 Lister Ave., Newark (RM 3)</td>
</tr>
<tr>
<td>Novelis Corporation (f/k/a Alcan Aluminum Corporation)</td>
<td>Jacobus Ave., Kearny (RM 1.5)</td>
</tr>
<tr>
<td>Otis Elevator Company</td>
<td>1000 First St., Harrison (RM 4.9)</td>
</tr>
<tr>
<td>Pfizer, Inc.</td>
<td>230 Brighton Rd., Clifton (McDonald Brook)</td>
</tr>
<tr>
<td>Pharmacia (Monsanto Company)</td>
<td>Foot of Pennsylvania Ave., Kearny (RM 2.1)</td>
</tr>
<tr>
<td>PPG Industries, Inc.</td>
<td>29 Riverside Ave., Newark (RM 7)</td>
</tr>
<tr>
<td>PSEG Co./Public Service Enterprise Group, Inc.</td>
<td>155 Raymond Blvd., Newark (RM 1.8) 4th St., Harrison (RM 4.7) Market Street Gas Works, Newark (RM 5.4) Front Street Gas Works, Newark (RM 5.8)</td>
</tr>
<tr>
<td>Purdue Pharma (Napp Technologies)</td>
<td>199 Main St., Lodi (Saddle River, 3.5)</td>
</tr>
<tr>
<td>Quality Distribution Inc. (Chemical Leaman)</td>
<td>80 Doremus Ave., Newark (RM 1.5) 10 Morton Street, East Rutherford (RM 13.1)</td>
</tr>
<tr>
<td>Raclaur/Chemtura (Atlantic Chemical)</td>
<td>10 Kingsland Road, Nutley (RM 11.9)</td>
</tr>
<tr>
<td>Reichhold Chemicals, Inc.</td>
<td>400 Doremus Ave., Newark (RM 0.7) 46 Albert Avenue, Newark (RM 3.3) 185 Foundry Street, Newark (RM 1.2)</td>
</tr>
<tr>
<td>Revere Smelting &amp; Refining</td>
<td>387 Avenue P, Newark (RM 0.9)</td>
</tr>
<tr>
<td>Safety-Kleen McKesson/Bristol-Myers Squibb</td>
<td>600 Doremus Ave., Newark (RM 0.3)</td>
</tr>
<tr>
<td>Sequa Corporation</td>
<td>185 Foundry Street, Newark (RM 1.2)</td>
</tr>
<tr>
<td>Sun Chemical Corporation</td>
<td>185 Foundry St., Newark (RM 1.2)</td>
</tr>
<tr>
<td>Tate &amp; Lyle Ingredients Americas, Inc</td>
<td>320 Schuyler Ave., Kearney (RM 3.1)</td>
</tr>
<tr>
<td>Teva Pharmaceuticals USA Inc. (f/k/a Biocraft Laboratories, Inc.)</td>
<td>12 Industrial park, Waldwick (Saddle River, 13.5)</td>
</tr>
</tbody>
</table>

Exhibit B - 3
<table>
<thead>
<tr>
<th>[A] Group Member</th>
<th>[B] Facility Located Within LPRSA with Alleged Direct and/or Indirect Discharge Nexus (Approximate River Mile or Tributary Location)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Teval Corporation</td>
<td>1000 S. 4th St., Harrison (RM 4.5)</td>
</tr>
<tr>
<td>Textron Inc.</td>
<td>400 Doremus Ave., Newark (RM 0.7)</td>
</tr>
<tr>
<td>Tierra Solutions, Inc./Maxus/Occidental (4)</td>
<td>80 and 120 Lister Ave., Newark (RM 3.2)</td>
</tr>
<tr>
<td>Tiffany &amp; Company</td>
<td>820 Highland Avenue, Newark (2nd River, 1)</td>
</tr>
<tr>
<td>The Hartz Consumer Group, Inc.</td>
<td>700 F. Rogers Blvd., Harrison (RM 5)</td>
</tr>
<tr>
<td>The Sherwin-Williams Company</td>
<td>60 Lister Ave., Newark (RM 3.4)</td>
</tr>
<tr>
<td>The Stanley Works</td>
<td>140 Chapel St., Newark (RM 3.5)</td>
</tr>
<tr>
<td>Three County Volkswagen</td>
<td>701 Riverside Ave., Lundhurst (RM 10.1)</td>
</tr>
<tr>
<td>Vertellus Specialties Inc. f/k/a Reilly Industries, Inc.</td>
<td>191 Doremus Ave., Newark (RM 1.2)</td>
</tr>
<tr>
<td>Vulcan Materials Company</td>
<td>600 Doremus Ave., Newark (RM 0.3)</td>
</tr>
<tr>
<td>Wyeth.</td>
<td>697 Route 46, Clifton (Weasel Brook)</td>
</tr>
</tbody>
</table>
NEW JERSEY DEPARTMENT OF ENVIRONMENTAL PROTECTION and
THE ADMINISTRATOR OF THE NEW JERSEY SPILL COMPENSATION FUND,

Plaintiffs

v.

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

Defendants.

MAXUS ENERGY CORPORATION and TIERRA SOLUTIONS, INC.,

Third-Party Plaintiffs,

vs.

3M COMPANY, A.C.C., INC., ACH FOOD COMPANIES, INC., ACTIVE OIL SERVICE, ADCO CHEMICAL COMPANY, AGC CHEMICALS AMERICAS, INC., ALDEN-LEEDS, INC.,

SUPERIOR COURT OF NEW JERSEY LAW DIVISION: ESSEX COUNTY
DOCKET NO. L-9868-05
CIVIL ACTION
CERTIFICATION OF SERVICE
ALLIANCE CHEMICAL, INC.,
ALUMAX MILL PRODUCTS, INC.,
AMCOL REALTY CO.,
AMERICAN INKS AND COATINGS CORPORATION,
APEXICAL, INC.,
APOLAN INTERNATIONAL, INC.,
ARKEMA, INC.,
ASHLAND INC.,
ASHLAND INTERNATIONAL HOLDINGS, INC.,
ASSOCIATED AUTO BODY & TRUCKS, INC.,
ATLAS REFINERY, INC.,
AUTOMATIC ELECTRO-PLATING CORP.,
AKZO NOBEL COATINGS, INC.,
BASF CATALYSTS LLC,
BASF CONSTRUCTION CHEMICALS INC.,
BASF CORPORATION,
BAYER CORPORATION,
BEAZER EAST, INC.,
BELLEVILLE INDUSTRIAL CENTER,
BENJAMIN MOORE & COMPANY,
BEROL CORPORATION,
B-LINE TRUCKING, INC.,
BORDEN & REMINGTON CORP.,
C.S. OSBORNE & CO.,
CAMPBELL FOUNDRY COMPANY,
CASCHEM, INC.,
CBS CORPORATION,
CELANEESE LTD.,
CHEMICAL COMPOUNDS INC.,
CHEMUTURA CORPORATION,
CLEAN EARTH OF NORTH JERSEY, INC.,
COSMOPOLITAN GRAPHICS CORPORATION,
CIBA CORPORATION,
COLTEC INDUSTRIES INC.,
COLUMBIA TERMINALS, INC.,
COMO TEXTILE PRINTS, INC.,
CONAGRA PANAMA, INC.;
CONOCO, INC.,
CONSOLIDATED RAIL CORPORATION,
COOK & DUNN PAINT CORPORATION,
COSAN CHEMICAL CORPORATION,
COVANTA ESSEX COMPANY,
CRODA, INC.,
CRUCIBLE MATERIALS CORPORATION,
CURTISS-WRIGHT CORPORATION,
CWC INDUSTRIES, INC.,
DARLING INTERNATIONAL, INC.,
DAVANNE REALTY CO.,
DELEET MERCHANDISING CORPORATION,
DELVAL INK AND COLOR, INCORPORATED,
DILORENZO PROPERTIES COMPANY, L.P.,
E.I. DU PONT DE NEMOURS AND COMPANY,
EASTMAN KODAK COMPANY,
EDEN WOOD CORPORATION,
ELAN CHEMICAL COMPANY, INC.,
EM SERGEANT PULP & CHEMICAL CO.,
EMERALD HILTON DAVIS, LLC,
ESSEX CHEMICAL CORPORATION,
EXXON MOBIL,
F.E.R. PLATING, INC.,
FINE ORGANICS CORPORATION,
FISKE BROTHERS REFINING COMPANY,
FLEXON INDUSTRIES CORPORATION,
FLINT GROUP INCORPORATED,
FORT JAMES CORPORATION,
FOUNDRY STREET CORPORATION,
FRANKLIN-BURLINGTON PLASTICS, INC.,
GARFIELD MOLDING COMPANY, INC.,
GENERAL CABLE INDUSTRIES, INC.,
GENERAL DYNAMICS CORPORATION,
GENERAL ELECTRIC COMPANY,
GENTEK HOLDING LLC,
GIVAUDAN FRAGRANCES CORPORATION,
G. J. CHEMICAL CO.,
GOODY PRODUCTS, INC.,
GORDON TERMINAL SERVICE CO. OF N.J., INC.,
HARRISON SUPPLY COMPANY,
HARTZ MOUNTAIN CORPORATION,
HAVENICK ASSOCIATES L.P.,
HEXCEL CORPORATION,
HEXION SPECIALTY CHEMICALS, INC.,
HOFFMANN-LA ROCHE INC.,
HONEYWELL INTERNATIONAL INC.,
HOUGHTON INTERNATIONAL INC.,
HUDSON TOOL & DIE COMPANY, INC,
HY-GRADE ELECTROPLATING CO.,
ICI AMERICAS INC.,
INNOSPEC ACTIVE CHEMICALS LLC,
INX INTERNATIONAL INK CO.,
ISP CHEMICALS INC.,
ITT CORPORATION,
KEARNY SMELTING & REFINING CORP.,
KAO BRANDS COMPANY,
KOEHLER-BRIGHT STAR, INC.,
LINDE, INC.,
LUCENT TECHNOLOGIES, INC.,
MACE ADHESIVES & COATINGS COMPANY, INC.,
MALLINCKRODT INC.,
MERCK & CO., INC.,
METAL MANAGEMENT NORTHEAST, INC.,
MI HOLDINGS, INC.,
MILLER ENVIRONMENTAL GROUP, INC.,
MORTON INTERNATIONAL, INC.,
N L INDUSTRIES, INC.,
NAPPWOOD LAND CORPORATION,
NATIONAL FUEL OIL, INC.,
NATIONAL-STANDARD, LLC,
NELL-JOY INDUSTRIES, INC.,
NESTLE U.S.A., INC.,
NEW JERSEY TRANSIT CORPORATION,
NEWS AMERICA, INC.,
NEWS PUBLISHING AUSTRALIA LIMITED,
NORPAK CORPORATION,
NOVELIS CORPORATION,
ORANGE AND ROCKLAND UTILITIES, INC.,
OTIS ELEVATOR COMPANY,
PRC-DESOHO INTERNATIONAL, INC.,
PASSAIC PIONEERS PROPERTIES COMPANY,
PFI-ZE INC.,
PHARMACIA CORPORATION,
PHELPS DODGE INDUSTRIES, INC.,
PHILBRO, INC.,
PITT-CONSOL CHEMICAL COMPANY,
PIVOTAL UTILITY HOLDINGS, INC.,
PPG INDUSTRIES, INC.,
PRC-DESOHO INTERNATIONAL, INC.,
PRAXAIR, INC.,
PRECISION MANUFACTURING GROUP, LLC,
PRENTISS INCORPORATED,
PROCTER & GAMBLE MANUFACTURING COMPANY,
PRYSMIAN COMMUNICATIONS CABLES AND SYSTEMS USA LLC,
PSEG FOSSIL LLC,
PUBLIC SERVICE ELECTRIC AND GAS COMPANY,
PURDUE PHARMA TECHNOLOGIES, INC.,
QUALA SYSTEMS, INC.,
QUALITY CARRIERS, INC.,
RECKITT BENCKISER, INC.,
REICHHOLD, INC.,
REVERE SMELTING & REFINING CORPORATION,
REXAM BEVERAGE CAN COMPANY,
ROMAN ASPHALT CORPORATION,
ROYCE ASSOCIATES, A LIMITED
PARTNERSHIP,
R.T. VANDERBILT COMPANY, INC.,
RUTHERFORD CHEMICALS LLC,
S&A REALTY ASSOCIATES, INC.,
SCHERING CORPORATION,
SEQUA CORPORATION,
SETON COMPANY,
SIEMENS WATER TECHNOLOGIES CORP.
SINGER SEWING COMPANY
SPECTRASERV, INC.,
STWB, INC., SUN CHEMICAL CORPORATION,
SVP WORLDWIDE, LLC,
TATE & LYLE INGREDIENTS AMERICAS,
INC.,
TEVA PHARMACEUTICALS USA, INC.,
TEVAL CORP.,
TEXTRON INC.,
THE DIAL CORPORATION,
THE DUNDEE WATER POWER AND LAND
COMPANY,
THE NEWARK GROUP, INC.,
THE OKONITE COMPANY, INC.,
THE SHERWIN-WILLIAMS COMPANY,
THE STANLEY WORKS,
THE Valspar Corporation,
THIRTY-THREE QUEEN REALTY INC.,
THREE COUNTY VOLKSWAGEN
CORPORATION,
TIDEWATER BALING CORP.,
 TIFFANY & CO.,
TIMCO, INC.,
TRIMAX BUILDING PRODUCTS, INC.,
TROY CHEMICAL CORPORATION, INC.,
UNIVERSAL OIL PRODUCTS COMPANY,
V. OTTILIO & SONS, INC.,
VELSICOL CHEMICAL CORPORATION,
VEOLIA ES TECHNICAL SOLUTIONS, L.L.C.,
VERTELLUS SPECIALTIES INC.,
VITUSA CORP.,
VULCAN MATERIALS COMPANY,
W.A.S. TERMINALS CORPORATION,
W.A.S. TERMINALS, INC.,
W.C. INDUSTRIES,
WHITTAKER CORPORATION,
WIGGINS PLASTICS, INC.,
ZENECA INC.,
JOSEPH PATELLA, in lieu of oath or affidavit, certifies and says:

1. I am an attorney-at-law and Counsel at the law firm of Andrews Kurth LLP, counsel for Maxus Energy Corporation ("Maxus") and Tierra Solutions, Inc. ("Tierra") in connection with the above-captioned matter.

2. I hereby certify that, on this date, copies of Maxus and Tierra's Third Party Complaint "B", and this Certification of Service, were served upon the court via hand delivery.

3. I hereby certify that, on this date, copies of Maxus and Tierra's Third Party Complaint "B" was served upon Honorable Donald S. Goldman, J.S.C. 410 Historic Courthouse, 470 Dr. Martin Luther King Jr., Blvd., Chambers 410, Newark, NJ 07102 and upon the following counsel of record via Federal Express:

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Trenton, NJ 08625-0093

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Tulsa, OK 74103-4217

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Princeton, New Jersey 08542-0627

Blake T. Hannafan
Hannafan & Hannafan, Ltd.
One East Wacker Dr.
Suite 2800
Chicago, IL 60601

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

[Signature]

Joseph Patella

DATED: February 4, 2009