

1 KAMALA D. HARRIS
Attorney General of California
2 SARAH E. MORRISON
Supervising Deputy Attorney General
3 JAMES R. POTTER, State Bar No. 166992
Deputy Attorneys General
4 300 South Spring Street, Suite 1702
Los Angeles, CA 90013
5 Telephone: (213) 897-2637
6 Fax: (213) 897-2802
E-mail: James.Potter@doj.ca.gov
Attorneys for Plaintiffs

7
8 IN THE UNITED STATES DISTRICT COURT
9 FOR THE CENTRAL DISTRICT OF CALIFORNIA

10
11 **CALIFORNIA DEPARTMENT OF
12 TOXIC SUBSTANCES CONTROL
and the CALIFORNIA TOXIC
13 SUBSTANCES CONTROL
ACCOUNT,**

14 **Plaintiffs,**

15 **v.**

16 **AMERICAN HONDA MOTOR CO.,
17 INC.; AMERON INTERNATIONAL
CORP.; ANADARKO E&P
18 COMPANY LP; ATLANTIC
RICHFIELD COMPANY;
19 ASHLAND CHEMICAL
COMPANY; BAKER PETROLITE
20 CORPORATION; BAYER
CROPSCIENCE INC.; BIG HEART
21 PET BRANDS; THE BOEING
COMPANY; CALIFORNIA
22 RESOURCES CORPORATION;
CHEMICAL WASTE
23 MANAGEMENT, INC.; CHEVRON
ENVIRONMENTAL
24 MANAGEMENT COMPANY; CITY
OF LOS ANGELES, ACTING BY
25 AND THROUGH THE LOS
ANGELES DEPARTMENT OF
26 WATER AND POWER;
CONOCOPHILLIPS COMPANY;
27 CROSBY & OVERTON, INC.; THE
DOW CHEMICAL COMPANY;
28 DUCOMMUN**

Case No.: 2:15-cv-00729-DDP-AJW

**AMENDED THIRD COMPLAINT
FOR RECOVERY OF RESPONSE
COSTS, INJUNCTIVE AND
DECLARATORY RELIEF UNDER
FEDERAL AND STATE LAW**

1 **AEROSTRUCTURES, INC.;**
2 **EXXON MOBIL CORPORATION;**
3 **MONTROSE CHEMICAL**
4 **CORPORATION OF CALIFORNIA;**
5 **FILTROL CORPORATION;**
6 **GEMINI INDUSTRIES, INC.;**
7 **GENERAL DYNAMICS**
8 **CORPORATION; GENERAL**
9 **LATEX AND CHEMICAL**
10 **CORPORATION; HEWLETT-**
11 **PACKARD COMPANY;**
12 **HONEYWELL INTERNATIONAL**
13 **INC.; HUGO NEU-PROLER;**
14 **HUNTINGTON BEACH**
15 **COMPANY; LOCKHEED MARTIN**
16 **CORPORATION; MARS, INC.;**
17 **MC FARLAND ENERGY, INC.**
18 **MORTON INTERNATIONAL, INC.;**
19 **NATIONAL STEEL AND**
20 **SHIPBUILDING COMPANY;**
21 **NORTHROP GRUMMAN**
22 **SYSTEMS CORPORATION; OXY**
23 **USA INC.; THE PROCTOR &**
24 **GAMBLE MANUFACTURING**
25 **COMPANY; QUEMETCO, INC.;**
26 **RAYTHEON COMPANY; ROHR,**
27 **INC.; ROHM AND HAAS**
28 **COMPANY; SAN DIEGO GAS &**
ELECTRIC COMPANY; SHELL
OIL COMPANY; SMITH
INTERNATIONAL INC.;
SOUTHERN CALIFORNIA GAS
COMPANY; SOUTHERN
CALIFORNIA EDISON COMPANY;
UNION CARBIDE
CORPORATION; UNION PACIFIC
RAILROAD; UNISYS
CORPORATION; UNITED STATES
STEEL CORPORATION; UNITED
TECHNOLOGIES; UNIVAR USA
INC.; VIGOR SHIPYARDS, INC.;
WASTE MANAGEMENT
COLLECTION AND RECYCLING,
INC.; WESTERN WASTE
INDUSTRIES; WYETH HOLDINGS
LLC. f/k/a AMERICAN CYANAMID
COMPANY; AND XEROX
CORPORATION

Defendants.

1 **PLAINTIFFS, CALIFORNIA DEPARTMENT OF TOXIC**
2 **SUBSTANCES CONTROL AND THE CALIFORNIA TOXIC SUBSTANCES**
3 **CONTROL ACCOUNT, ALLEGE AS FOLLOWS:**

4 1. This is a civil action by the Plaintiff California Department of Toxic
5 Substances Control (“DTSC”) and the California Toxic Substances Control
6 Account (“Account”) for recovery of past response costs and for declaratory relief
7 pursuant to sections 107 and 113 of the Comprehensive Environmental Response,
8 Compensation, and Liability Act (“CERCLA”), 42 U.S.C. §§ 9607 and 9613, and
9 to seek injunctive relief pursuant to California Health and Safety Code section
10 25358.3(e).

11 2. Plaintiffs have incurred response costs in connection with actions taken
12 pursuant to CERCLA and related state law in response to releases or threatened
13 releases of hazardous substances at a Class I hazardous waste landfill owned by
14 BKK Corporation (“BKK Corp.”), which is located at 2210 South Azusa Avenue,
15 West Covina, County of Los Angeles, California. That Class I hazardous waste
16 landfill, together with the Leachate Treatment Plant, integrated gas collection
17 systems, the service roads, and related pollution control equipment serving it will
18 be referred to herein as “the Subject Property.”

19 **JURISDICTION AND VENUE**

20 This Court has jurisdiction over claims by Plaintiffs under federal law
21 pursuant to 28 U.S.C. § 1331 and 42 U.S.C. § 9613(b). Venue is proper in this
22 district under 42 U.S.C. § 9613(b) and 28 U.S.C. § 1391(b) because a release or
23 threatened release of hazardous substances into the environment, and the other
24 events or omissions that give rise to the claims herein, occurred in this judicial
25 district. This Court has jurisdiction over the subject matter of the claims made
26 under state law in this action under 28 U.S.C. § 1367(a) (supplemental jurisdiction)
27 because the claims under state law arise out of the same common nucleus of facts as
28

1 the federal question jurisdiction claims set forth in this Complaint and they are so
2 closely related to the actions brought under federal law that they form part of the
3 same case or controversy.

4
5 **STATEMENT OF THE CLAIM**

6 3. Plaintiffs bring claims for recovery of past costs and for declaratory relief
7 pursuant to sections 107(a) and 113(g) of CERCLA, 42 U.S.C. §§ 9607(a) and
8 9613(g), for response, removal, and remedial costs resulting from a release or threat
9 of release of hazardous substances at the Subject Property, and pursuant to
10 California Health and Safety Code section 25358.3(e), for injunctive relief to abate
11 the threat from an imminent or substantial endangerment presented by the release or
12 threatened release of hazardous substances.

13 **PLAINTIFFS**

14 4. Plaintiff DTSC is an agency of the State of California organized and
15 existing pursuant to California Health and Safety Code section 58000, *et seq.*
16 Under California law, DTSC is charged with the responsibility for responding to
17 releases or threatened releases of hazardous substances that pose a threat to the
18 public health or the environment. Plaintiff Account is an account within the State
19 General Fund that is administered by the Director of DTSC. Pursuant to California
20 Health and Safety Code section 25361, the Account may sue in its own name to
21 recover response costs it incurs.

22 **DEFENDANTS**

23 5. Defendant American Honda Motor Co., Inc. is a corporation organized
24 under the laws of the State of California. At all times referred to herein, American
25 Honda Motor Co., Inc. was and is authorized to do business, and was and is doing
26 business, in California and arranged for the disposal of a hazardous substance at the
27
28

1 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
2 U.S.C. § 9607(a).

3 6. Defendant Ameron International Corp. is a corporation organized under
4 the laws of the State of Kentucky. At all times referred to herein, Ameron
5 International Corp., or its corporate predecessor, was and is authorized to do
6 business, and was and is doing business, in California and arranged for the disposal
7 of a hazardous substance at the Subject Property, as those terms are described in
8 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

9 7. Defendant Anadarko E&P Company LP is a corporation organized under
10 the laws of the State of Delaware. At all times referred to herein, Anadarko E & P
11 Company, or its corporate predecessor, was and is authorized to do business, and
12 was and is doing business, in California and arranged for the disposal of a
13 hazardous substance at the Subject Property, as those terms are described in section
14 107(a) of CERCLA, 42 U.S.C. § 9607(a).

15 8. Defendant Ashland Chemical Company is a corporation organized under
16 the laws of the State of Delaware. At all times referred to herein, Ashland
17 Chemical Company, or its corporate predecessor, was and is authorized to do
18 business, and was and is doing business, in California and arranged for the disposal
19 of a hazardous substance at the Subject Property, as those terms are described in
20 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

21 9. Defendant Atlantic Richfield Company is a corporation organized under
22 the laws of the State of Delaware. At all times referred to herein, Atlantic Richfield
23 Company, or its corporate predecessor, was and is authorized to do business, and
24 was and is doing business, in California and arranged for the disposal of a
25 hazardous substance at the Subject Property, as those terms are described in section
26 107(a) of CERCLA, 42 U.S.C. § 9607(a).

27
28

1 10. Defendant Baker Petrolite Corporation (for former entity Petrolite
2 Corporation) is a corporation organized under the laws of the State of Delaware. At
3 all times referred to herein, Baker Petrolite Corporation, or its corporate
4 predecessor, was and is authorized to do business, and was and is doing business, in
5 California and arranged for the disposal of a hazardous substance at the Subject
6 Property, as those terms are described in section 107(a) of CERCLA, 42 U.S.C. §
7 9607(a).

8 11. Defendant Bayer Cropscience, Inc. is a corporation organized under the
9 laws of the State of Delaware. At all times referred to herein, Bayer Cropscience,
10 Inc., or its corporate predecessor, was and is authorized to do business, and was and
11 is doing business, in California and arranged for the disposal of a hazardous
12 substance at the Subject Property, as those terms are described in section 107(a) of
13 CERCLA, 42 U.S.C. § 9607(a).

14 12. Defendant Big Heart Pet Brands is a corporation organized under the
15 laws of the State of Delaware. At all times referred to herein, Bayer Cropscience,
16 Inc., or its corporate predecessor, was and is authorized to do business, and was and
17 is doing business, in California and arranged for the disposal of a hazardous
18 substance at the Subject Property, as those terms are described in section 107(a) of
19 CERCLA, 42 U.S.C. § 9607(a).

20 13. Defendant The Boeing Company is a corporation organized under the
21 laws of the State of Delaware. At all times referred to herein, The Boeing
22 Company , or its corporate predecessor, was and is authorized to do business, and
23 was and is doing business, in California and arranged for the disposal of a
24 hazardous substance at the Subject Property, as those terms are described in section
25 107(a) of CERCLA, 42 U.S.C. § 9607(a).

26 14. Defendant California Resources Corporation is a corporation organized
27 under the laws of the State of Delaware. At all times referred to herein, California
28

1 Resources Corporation, or its corporate predecessor, was and is authorized to do
2 business, and was and is doing business, in California and arranged for the disposal
3 of a hazardous substance at the Subject Property, as those terms are described in
4 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

5 15. Defendant Chemical Waste Management, Inc. is a corporation organized
6 under the laws of the State of Delaware. At all times referred to herein, Chemical
7 Waste Management, Inc., or its corporate predecessor, was and is authorized to do
8 business, and was and is doing business, in California and arranged for the disposal
9 of a hazardous substance at the Subject Property, as those terms are described in
10 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

11 16. Defendant Chevron Environmental Management Company is a
12 corporation organized under the laws of the State of Pennsylvania. At all times
13 referred to herein, Chevron Environmental Management Company, or its corporate
14 predecessor, was and is authorized to do business, and was and is doing business, in
15 California and arranged for the disposal of a hazardous substance at the Subject
16 Property, as those terms are described in section 107(a) of CERCLA, 42 U.S.C. §
17 9607(a).

18 17. Defendant City of Los Angeles, acting by and through the Los Angeles
19 Department of Water and Power, is a municipal utility, and arranged for the
20 disposal of a hazardous substance at the Subject Property, as those terms are
21 described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

22 18. Defendant ConocoPhillips Company is a corporation organized under the
23 laws of the State of Delaware. At all times referred to herein, ConocoPhillips
24 Company, or its corporate predecessor, was and is authorized to do business, and
25 was and is doing business, in California and arranged for the disposal of a
26 hazardous substance at the Subject Property, as those terms are described in section
27 107(a) of CERCLA, 42 U.S.C. § 9607(a).

28

1 19. Defendant Crosby & Overton, Inc. is a corporation organized under the
2 laws of the State of California. At all times referred to herein, Crosby & Overton,
3 Inc., or its corporate predecessor, was and is authorized to do business, and was and
4 is doing business, in California and arranged for the disposal of a hazardous
5 substance at the Subject Property, as those terms are described in section 107(a) of
6 CERCLA, 42 U.S.C. § 9607(a).

7 20. Defendant The Dow Chemical Company is a corporation organized
8 under the laws of the State of Delaware. At all times referred to herein, The Dow
9 Chemical Company , or its corporate predecessor, was and is authorized to do
10 business, and was and is doing business, in California and arranged for the disposal
11 of a hazardous substance at the Subject Property, as those terms are described in
12 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

13 21. Defendant Ducommun Aerostructures, Inc. is a corporation organized
14 under the laws of the State of Delaware. At all times referred to herein, Ducommun
15 Aerostructures, Inc., or its corporate predecessor, was and is authorized to do
16 business, and was and is doing business, in California and arranged for the disposal
17 of a hazardous substance at the Subject Property, as those terms are described in
18 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

19 22. Defendant Exxon Mobil Corporation is a corporation organized under the
20 laws of the State of New Jersey. At all times referred to herein, Exxon Mobil
21 Corporation, or its corporate predecessor, was and is authorized to do business, and
22 was and is doing business, in California and arranged for the disposal of a
23 hazardous substance at the Subject Property, as those terms are described in section
24 107(a) of CERCLA, 42 U.S.C. § 9607(a).

25 23. Defendant Filtrol Corporation is a corporation organized under the laws
26 of the State of Delaware. At all times referred to herein, Filtrol Corporation, or its
27 corporate predecessor, was and is authorized to do business, and was and is doing
28

1 business, in California and arranged for the disposal of a hazardous substance at the
2 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
3 U.S.C. § 9607(a).

4 24. Defendant Gemini Industries, Inc. is a corporation organized under the
5 laws of the State of California. At all times referred to herein, Gemini Industries,
6 Inc. or its corporate predecessor, was and is authorized to do business, and was and
7 is doing business, in California and arranged for the disposal of a hazardous
8 substance at the Subject Property, as those terms are described in section 107(a) of
9 CERCLA, 42 U.S.C. § 9607(a).

10 25. Defendant General Dynamics Corporation is a corporation organized
11 under the laws of the State of Delaware. At all times referred to herein, General
12 Dynamics Corporation, or its corporate predecessor, was and is authorized to do
13 business, and was and is doing business, in California and arranged for the disposal
14 of a hazardous substance at the Subject Property, as those terms are described in
15 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

16 26. Defendant General Latex And Chemical Corporation is a corporation
17 organized under the laws of the State of Massachusetts. At all times referred to
18 herein, General Latex And Chemical Corporation , or its corporate predecessor, was
19 and is authorized to do business, and was and is doing business, in California and
20 arranged for the disposal of a hazardous substance at the Subject Property, as those
21 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

22 27. Defendant Hewlett-Packard Company is a corporation organized under
23 the laws of the State of Delaware. At all times referred to herein, Hewlett-Packard
24 Company, or its corporate predecessor, was and is authorized to do business, and
25 was and is doing business, in California and arranged for the disposal of a
26 hazardous substance at the Subject Property, as those terms are described in section
27 107(a) of CERCLA, 42 U.S.C. § 9607(a).

28

1 28. Defendant Honeywell International, Inc. is a corporation organized under
2 the laws of the State of Delaware. At all times referred to herein, Honeywell
3 International, Inc., or its corporate predecessor, was and is authorized to do
4 business, and was and is doing business, in California and arranged for the disposal
5 of a hazardous substance at the Subject Property, as those terms are described in
6 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

7 29. Defendant Hugo Neu Proler is a General Partnership. At all times
8 referred to herein, Hugo Neu Proler, or its corporate predecessor, was and is
9 authorized to do business, and was and is doing business, in California and
10 arranged for the disposal of a hazardous substance at the Subject Property, as those
11 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

12 30. Defendant Huntington Beach Company is a corporation organized under
13 the laws of the State of California. At all times referred to herein, Huntington
14 Beach Company., or its corporate predecessor, was and is authorized to do
15 business, and was and is doing business, in California and arranged for the disposal
16 of a hazardous substance at the Subject Property, as those terms are described in
17 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

18 31. Defendant Lockheed Martin Corporation is a corporation organized
19 under the laws of the State of Maryland. At all times referred to herein, Lockheed
20 Martin Corporation, or its corporate predecessor, was and is authorized to do
21 business, and was and is doing business, in California and arranged for the disposal
22 of a hazardous substance at the Subject Property, as those terms are described in
23 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

24 32. Defendant Mars, Inc. (successor in interest to Kal Kan Foods, Inc.) is a
25 corporation organized under the laws of the State of Delaware. At all times referred
26 to herein, Mars, Inc., or its corporate predecessor, was and is authorized to do
27 business, and was and is doing business, in California and arranged for the disposal
28

1 of a hazardous substance at the Subject Property, as those terms are described in
2 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

3 33. Defendant Montrose Chemical Company of California is a corporation
4 organized under the laws of the State of Delaware. At all times referred to herein,
5 Montrose Chemical Company of California, or its corporate predecessor, was and is
6 authorized to do business, and was and is doing business, in California and
7 arranged for the disposal of a hazardous substance at the Subject Property, as those
8 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

9 34. Defendant McFarland Energy, Inc. is a corporation organized under the
10 laws of the State of Delaware. At all times referred to herein, National Steel and
11 Shipbuilding Company, or its corporate predecessor, was and is authorized to do
12 business, and was and is doing business, in California and arranged for the disposal
13 of a hazardous substance at the Subject Property, as those terms are described in
14 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

15 35. Defendant Morton International, Inc. is a corporation organized under the
16 laws of the State of Indiana. At all times referred to herein, Morton International,
17 Inc., or its corporate predecessor, was and is authorized to do business, and was and
18 is doing business, in California and arranged for the disposal of a hazardous
19 substance at the Subject Property, as those terms are described in section 107(a) of
20 CERCLA, 42 U.S.C. § 9607(a).

21 36. Defendant National Steel and Shipbuilding Company is a corporation
22 organized under the laws of the State of Nevada. At all times referred to herein,
23 National Steel and Shipbuilding Company, or its corporate predecessor, was and is
24 authorized to do business, and was and is doing business, in California and
25 arranged for the disposal of a hazardous substance at the Subject Property, as those
26 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

27
28

1 37. Defendant Northrop Grumman Corporation is a corporation organized
2 under the laws of the State of Delaware. At all times referred to herein, Northrop
3 Grumman Corporation, or its corporate predecessor, was and is authorized to do
4 business, and was and is doing business, in California and arranged for the disposal
5 of a hazardous substance at the Subject Property, as those terms are described in
6 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

7 38. Defendant Oxy, USA Inc. is a corporation organized under the laws of
8 the State of Delaware. At all times referred to herein, Oxy, USA Inc. or its
9 corporate predecessor, was and is authorized to do business, and was and is doing
10 business, in California and arranged for the disposal of a hazardous substance at the
11 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
12 U.S.C. § 9607(a).

13 39. Defendant Proctor & Gamble is a corporation organized under the laws
14 of the State of Ohio. At all times referred to herein, Proctor & Gamble, or its
15 corporate predecessor, was and is authorized to do business, and was and is doing
16 business, in California and arranged for the disposal of a hazardous substance at the
17 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
18 U.S.C. § 9607(a).

19 40. Defendant Quemetco, Inc. is a corporation organized under the laws of
20 the State of Delaware. At all times referred to herein, Quemetco, Inc., or its
21 corporate predecessor, was and is authorized to do business, and was and is doing
22 business, in California and arranged for the disposal of a hazardous substance at the
23 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
24 U.S.C. § 9607(a).

25 41. Defendant Raytheon Company is a corporation organized under the laws
26 of the State of Delaware. At all times referred to herein, Raytheon Company, or its
27 corporate predecessor, was and is authorized to do business, and was and is doing
28

1 business, in California and arranged for the disposal of a hazardous substance at the
2 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
3 U.S.C. § 9607(a).

4 42. Defendant Rohr, Inc. is a corporation organized under the laws of the
5 State of Delaware. At all times referred to herein, Rohr, Inc., or its corporate
6 predecessor, was and is authorized to do business, and was and is doing business, in
7 California and arranged for the disposal of a hazardous substance at the Subject
8 Property, as those terms are described in section 107(a) of CERCLA, 42 U.S.C. §
9 9607(a).

10 43. Defendant Rohm and Haas Company is a corporation organized under
11 the laws of the State of Delaware. At all times referred to herein, Rohm And Haas
12 Company, or its corporate predecessor, was and is authorized to do business, and
13 was and is doing business, in California and arranged for the disposal of a
14 hazardous substance at the Subject Property, as those terms are described in section
15 107(a) of CERCLA, 42 U.S.C. § 9607(a).

16 44. Defendant San Diego Gas & Electric Company is a corporation
17 organized under the laws of the State of California. At all times referred to herein,
18 San Diego Gas & Electric Company, or its corporate predecessor, was and is
19 authorized to do business, and was and is doing business, in California and
20 arranged for the disposal of a hazardous substance at the Subject Property, as those
21 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

22 45. Defendant Shell Oil Company is a corporation organized under the laws
23 of the State of Delaware. At all times referred to herein, Shell Oil Company, or its
24 corporate predecessor, was and is authorized to do business, and was and is doing
25 business, in California and arranged for the disposal of a hazardous substance at the
26 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
27 U.S.C. § 9607(a).

28

1 46. Defendant Smith International Inc. is a corporation organized under the
2 laws of the State of Delaware. At all times referred to herein, Smith International,
3 Inc., or its corporate predecessor, was and is authorized to do business, and was and
4 is doing business, in California and arranged for the disposal of a hazardous
5 substance at the Subject Property, as those terms are described in section 107(a) of
6 CERCLA, 42 U.S.C. § 9607(a).

7 47. Defendant Southern California Edison Company is a corporation
8 organized under the laws of the State of California. At all times referred to herein,
9 Southern California Edison Company, or its corporate predecessor, was and is
10 authorized to do business, and was and is doing business, in California and
11 arranged for the disposal of a hazardous substance at the Subject Property, as those
12 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

13 48. Defendant Southern California Gas Company is a corporation organized
14 under the laws of the State of California. At all times referred to herein, Southern
15 California Gas Company, or its corporate predecessor, was and is authorized to do
16 business, and was and is doing business, in California and arranged for the disposal
17 of a hazardous substance at the Subject Property, as those terms are described in
18 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

19 49. Defendant Union Carbide Corporation is a corporation organized under
20 the laws of the State of New York. At all times referred to herein, Union Carbide
21 Corporation, or its corporate predecessor, was and is authorized to do business, and
22 was and is doing business, in California and arranged for the disposal of a
23 hazardous substance at the Subject Property, as those terms are described in section
24 107(a) of CERCLA, 42 U.S.C. § 9607(a).

25 50. Defendant Union Pacific Railroad is a corporation organized under the
26 laws of the State of Delaware. At all times referred to herein, Union Pacific
27 Railroad, or its corporate predecessor, was and is authorized to do business, and
28

1 was and is doing business, in California and arranged for the disposal of a
2 hazardous substance at the Subject Property, as those terms are described in section
3 107(a) of CERCLA, 42 U.S.C. § 9607(a).

4 51. Defendant Unisys Corporation as successor to Burroughs Corporation is
5 a corporation organized under the laws of the State of Delaware. At all times
6 referred to herein, Unisys Corporation, or its corporate predecessor, was and is
7 authorized to do business, and was and is doing business, in California and
8 arranged for the disposal of a hazardous substance at the Subject Property, as those
9 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

10 52. Defendant United States Steel Corporation is a corporation organized
11 under the laws of the State of Delaware. At all times referred to herein, United
12 States Steel Corporation, or its corporate predecessor, was and is authorized to do
13 business, and was and is doing business, in California and arranged for the disposal
14 of a hazardous substance at the Subject Property, as those terms are described in
15 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

16 53. Defendant United Technologies (for Inmont Corporation) is a corporation
17 organized under the laws of the State of Delaware. At all times referred to herein,
18 United Technologies for Inmont Corporation, or its corporate predecessor, was and
19 is authorized to do business, and was and is doing business, in California and
20 arranged for the disposal of a hazardous substance at the Subject Property, as those
21 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

22 54. Defendant Univar USA Inc. is a corporation organized under the laws of
23 the State of Washington. At all times referred to herein, Univar USA Inc., or its
24 corporate predecessor, was and is authorized to do business, and was and is doing
25 business, in California and arranged for the disposal of a hazardous substance at the
26 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
27 U.S.C. § 9607(a).

28

1 55. Defendant Vigor Shipyards, Inc. (f/k/a Todd Pacific Shipyards
2 Corporation) is a corporation organized under the laws of the State of Delaware. At
3 all times referred to herein, Vigor Shipyards, Inc., or its corporate predecessor, was
4 and is authorized to do business, and was and is doing business, in California and
5 arranged for the disposal of a hazardous substance at the Subject Property, as those
6 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

7 56. Defendant Waste Management Collection and Recycling, Inc. is a
8 corporation organized under the laws of the State of California. At all times
9 referred to herein, Waste Management Collection and Recycling, Inc., or its
10 corporate predecessor, was and is authorized to do business, and was and is doing
11 business, in California, and arranged for the disposal of a hazardous substance at
12 the Subject Property, as those terms are described in section 107(a) of CERCLA, 42
13 U.S.C. § 9607(a).

14 57. Defendant Western Waste Industries is a corporation organized under the
15 laws of the State of California. At all times referred to herein, Western Waste
16 Industries, or its corporate predecessor, was and is authorized to do business, and
17 was and is doing business, in California and arranged for the disposal of a
18 hazardous substance at the Subject Property, as those terms are described in section
19 107(a) of CERCLA, 42 U.S.C. § 9607(a).

20 58. Defendant Wyeth Holdings LLC, f/k/a American Cyanamid Company, is
21 a limited liability corporation organized under the laws of the State of Maine. At
22 all times referred to herein, Wyeth Holdings LLC, or its corporate predecessor, was
23 and is authorized to do business, and was and is doing business, in California and
24 arranged for the disposal of a hazardous substance at the Subject Property, as those
25 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

26 59. Defendant Xerox Corporation is a corporation organized under the laws
27 of the State of New York. At all times referred to herein, Xerox Corporation, or its
28

1 corporate predecessor, was and is authorized to do business, and was and is doing
2 business, in California and arranged for the disposal of a hazardous substance at the
3 Subject Property, as those terms are described in section 107(a) of CERCLA, 42
4 U.S.C. § 9607(a).

5 60. The defendants identified in paragraphs 6 through 59 are collectively
6 referred to herein as “Defendants.”

7 **BACKGROUND**

8 61. BKK Corp. owns and operates the closed hazardous waste Class I
9 Landfill, a closed municipal Class III Landfill, and the operating Leachate
10 Treatment Plant located at 2210 South Azusa Avenue, West Covina, County of Los
11 Angeles, California (“the BKK Facility”).

12 62. Home Savings of America, FSB (“Home Savings”) and/or one of its
13 affiliates owned the BKK Facility from approximately 1962 to 1977 and was an
14 owner and operator of the Class I landfill from the time of its inception until
15 approximately 1977. Home Savings or its affiliate sold the BKK Facility to BKK
16 Corp. in approximately 1976. The Class I landfill ceased accepting hazardous
17 waste in 1984, except for asbestos.

18 63. In the late 1980s, BKK Corp. closed the Class I Landfill under a closure
19 plan approved by the California Department of Health Services (the predecessor
20 agency to DTSC) and the United States Environmental Protection Agency.

21 64. During its operating life, the Class I landfill accepted waste containing
22 hazardous substances. From 1969 to 1984, the Class I Landfill accepted in excess
23 of 4 million tons of liquid and solid hazardous wastes, together with large amounts
24 of other wastes. During this period and afterwards, there were sudden and
25 accidental releases of hazardous substances.

26 65. Waste disposed at the Class I Landfill contained hazardous substances
27 including, but not limited to, mercury, copper, lead, chromium, chromium III,
28

1 chromium VI, K069 waste, zinc, cadmium, styrene, sodium bisulfate, hydrogen
2 sulfide, aluminum sulfate, sodium hydroxide, potassium cyanide, thallium, sodium
3 hydrosulfide, drilling muds, arsenic, nickel, ammonium hydroxide, polychlorinated
4 biphenyls (PCBs), API separator sludge (K051), hydrochloric acid, nitric acid,
5 pyridine, sodium hydroxide, phenol, methylene chloride, 1,1,1 trichloroethene, 1,4
6 dioxane solvent, naphthalene, chromic acid, paraformaldehyde, sulfuric acid, xylene,
7 and tetraethyl lead. Each of these substances is a “hazardous substance” as that
8 term is used in 42 U.S.C. § 9601(14).

9 66. The onsite Leachate Treatment Plant, which serves both landfills, has
10 been operating since approximately 1987. Landfill leachate, gas condensate, and
11 contaminated groundwater are commingled and treated at the Leachate Treatment
12 Plant.

13 67. On June 30, 2004, DTSC issued a consolidated Hazardous Waste
14 Facilities Permit for Leachate Treatment Plant Operation and Class I Landfill Post-
15 Closure Care, which BKK Corp. appealed.

16 68. In or about October 2004, BKK Corp. notified DTSC that it was not
17 financially able to perform further required post-closure care of the Class I landfill,
18 including operation of the Leachate Treatment Plant, after November 17, 2004. As
19 a result, DTSC hired a contractor to conduct emergency response activities at the
20 Subject Property. These activities are necessary to ensure continuous maintenance,
21 monitoring, and operation of systems that are essential to protect public health,
22 safety and the environment.

23 69. On December 2, 2004, DTSC issued an imminent and substantial
24 endangerment order to fifty-one entities, including many of the defendants named
25 in this action. The order required the named entities to take actions at the Subject
26 Property to protect public health and safety and the environment.

1 70. Groundwater and landfill leachate at the Subject Property contains
2 hazardous substances. The gas collection system must be maintained and operated
3 24 hours per day to prevent releases of hazardous substances from the BKK
4 Facility. Releases of methane and vinyl chloride from these systems are of
5 particular concern. Groundwater/leachate extraction wells must also be operated to
6 prevent migration of hazardous substances from the BKK Facility.

7 71. The Leachate Treatment Plant must be maintained and kept operational
8 to process liquids coming from gas collection, leachate extraction, and groundwater
9 extraction wells. Failure to keep the Leachate Treatment Plant operational would
10 force the shutdown of the wells. There is a potential for release of hazardous
11 substances to the environment from the landfills if the Class I landfill cover
12 deteriorates and allows hazardous substances to migrate. Air emissions could lead
13 to exposure of West Covina residents, and release of hazardous substances resulting
14 from cap erosion could potentially result in exposures to workers onsite. A
15 flammable and potentially explosive atmosphere may also develop if methane
16 released from the landfills mixes with ambient air. In addition, historical failures to
17 maintain storm water runoff systems has resulted in serious onsite erosion problems
18 that may result in hazardous substances being released from the Class I landfill.

19 72. Failure to maintain and operate the groundwater and leachate extraction
20 wells would result in migration of hazardous substances from the BKK Facility.
21 This includes the potential for creating contaminated surface water bodies in areas
22 where artesian conditions exist as well as impacting existing surface water bodies.
23 Residential areas are located immediately to the south and southeast of the Subject
24 Property. Several homes are located only 25 to 50 feet away from the Subject
25 Property. Commercial areas are located immediately to the west of the Subject
26 Property.

1 73. On October 31, 2005, Plaintiffs filed a complaint against certain
2 defendants, including roughly half of the defendants named in this action, for: (1)
3 recovery of past costs under CERCLA, pursuant to 42 U.S.C. § 9607(a); (2)
4 declaratory relief under CERCLA pursuant to section 113(g)(2) of CERCLA, 42
5 U.S.C. § 9613(g)(2); and (3) injunctive relief pursuant to California Health and
6 Safety Code Section 25358.3(e). *California Department of Toxic Substances*
7 *Control, et. al. v. American Honda Motor Co., Inc., et. al.*, No. CV-05-7746, (C.D.
8 Cal. October 31, 2005). Concurrent with filing the complaint, the parties lodged a
9 Consent Decree to resolve the issues in the complaint. The Court entered the
10 Amended First Consent Decree on March 9, 2006.

11 74. The Amended First Consent Decree required the settling defendants to,
12 among other things, maintain and operate the major environmental protection
13 systems at the Subject Property, to investigate certain landfill conditions, and to
14 repair, upgrade and/or update certain subsystems.

15 75. With the Court's approval, all of the parties to the Amended First
16 Consent Decree twice extended the Amended First Consent Decree past the initial
17 termination date. During the period of extensions, two of the settling defendants –
18 Washington Mutual Bank and General Motors – entered insolvency proceedings
19 and defaulted on their remaining obligations. Thereafter, the non-defaulting parties
20 to the Amended First Consent Decree executed a further series of extensions.

21 76. On May 10, 2010, Plaintiffs filed a second complaint in this Court
22 against a number of defendants, including each the non-defaulting settling
23 defendants to the Amended First Consent Decree, alleging liability associated with
24 the Subject Property that is part of the BKK Facility (the "Second Complaint").
25 *California Department of Toxic Substances Control, et. al. v. American Honda*
26 *Motor Co., Inc., et. al.*, No. CV10-03378, (C.D. Cal. May 10, 2010). The Second
27 Complaint asserts claims for recovery of Response Costs pursuant to CERCLA
28

1 section 107, 42 U.S.C. § 9607, declaratory judgment pursuant to CERCLA section
2 113(g)(2), 42 U.S.C. § 9613(g)(2), and injunctive relief pursuant to California
3 Health and Safety Code section 25358.3(3) in connection with alleged releases of
4 Hazardous Substances into the environment at and from the Subject Property.
5 DTSC lodged a proposed Second Consent Decree the same day.

6 77. On August 10, 2010, the Court entered the “Second Consent Decree,”
7 which required the settling defendants therein to continue various actions regarding
8 the Subject Property, to reimburse DTSC for certain costs it had incurred and could
9 in the future incur related to the Subject Property, and to conduct an engineering
10 evaluation/cost analysis (EE/CA) for the Subject Property. The Second Consent
11 Decree became effective on August 10, 2010, for a three-year period. The parties
12 to the Second Consent Decree agreed to extend the Second Consent Decree until
13 February 10, 2016. The Court approved that extension on July 30, 2013.

14 78. DTSC is a “State” for the purposes of cost recovery under section 107(a)
15 of CERCLA, 42 U.S.C. § 9607(a).

16 79. The Subject Property is a “facility” within the meaning of section 101(9)
17 of CERCLA, 42 U.S.C. § 9601(9).

18 **FIRST CLAIM FOR RELIEF**

19 (Recovery of Past Costs under CERCLA Against All Defendants)

20 (42 U.S.C. § 9607(a).)

21 80. The allegations in each of the prior paragraphs are hereby incorporated as
22 if fully alleged herein.

23 81. There have been releases and/or threatened releases of the hazardous
24 substances listed in paragraph 65 above and other hazardous substances into the
25 environment at and near the Subject Property within the meaning of section 101(22)
26 of CERCLA, 42 U.S.C. § 9601(22).
27
28

1 82. As a result of the release or threatened release of hazardous substances at
2 the Subject Property, Plaintiffs have incurred costs for response at the Subject
3 Property within the meaning of section 101(25) of CERCLA, 42 U.S.C. § 9601(25).
4 All response costs have been incurred by Plaintiffs in a manner that satisfies the
5 requirements of section 107(a)(4), 42 U.S.C. § 9607(a)(4) in that the underlying
6 activities are not inconsistent with the applicable requirements of the National
7 Contingency Plan, 40 C.F.R. Part 300.

8 83. Defendants are jointly and severally liable to Plaintiffs without regard to
9 fault or negligence under section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all
10 past costs of response incurred by Plaintiffs in responding to the release or
11 threatened release of hazardous substances at the Subject Property.

12 **SECOND CLAIM FOR RELIEF**

13 (Declaratory Relief under CERCLA Against All Defendants

14 (42 U.S.C. § 9613(g)(2))

15 84. The allegations in each of the prior paragraphs are hereby incorporated as
16 if fully alleged herein.

17 85. Pursuant to section 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2), the
18 Plaintiffs are entitled to a declaratory judgment that all Defendants are jointly and
19 severally liable for any further costs incurred in response to the release or
20 threatened release of hazardous substances at the Subject Property which are not
21 inconsistent with the applicable requirements of the National Contingency Plan.

22 **THIRD CLAIM FOR RELIEF**

23 (Injunctive Relief Against All Defendants)

24 (California Health and Safety Code Section 25358.3(e).)

25 86. The allegations of each of the prior paragraphs are incorporated by
26 reference as if fully alleged herein.

27
28

1 87. Where there has been a release or threatened release of a hazardous
2 substance, California Health and Safety Code section 25358.3(e) permits DTSC to
3 secure such relief from a responsible party or parties as is necessary to abate the
4 release or threatened release. When DTSC has shown that a release or threatened
5 release of a hazardous substance has occurred or is occurring, and that there may be
6 an imminent or substantial endangerment to the public health and safety or to the
7 environment, the court may grant a temporary restraining order or a preliminary or
8 permanent injunction.

9 88. There has been a release or threatened release of a hazardous substance
10 from the Subject Property that DTSC has determined has caused an imminent or
11 substantial endangerment to the public health or welfare and to the environment and
12 DTSC has determined that action is necessary to abate the danger or threat from the
13 release or threatened release of hazardous substances to the environment.

14 89. Each Defendant is a responsible party liable pursuant to California Health
15 and Safety Code section 25358.3(e) to take such action as necessary to abate the
16 danger or threat caused by the release or threatened release of hazardous substances
17 at the Subject Property.

18 **PRAYER FOR RELIEF**

19 **WHEREFORE;** Plaintiffs pray for judgment against each of the Defendants:

20 1. For a judgment that each Defendant is jointly and severally liable to
21 Plaintiffs without regard to fault under section 107(a) of CERCLA, 42 U.S.C. §
22 9607(a), for costs incurred by Plaintiffs in responding to the release or threatened
23 release of hazardous substances at or from the Subject Property, such costs to
24 include without limitation attorneys' fees, all enforcement costs, and the costs of
25 this suit, in an amount to be proven at trial;

26 2. For interest on the above sums as provided by section 107(a) of
27 CERCLA, 42 U.S.C. § 9607(a);
28

1 3. For a judgment, pursuant to section 113(g)(2) of CERCLA, 42 U.S.C.
2 section 9613(g)(2), that all Defendants are jointly and severally liable to Plaintiffs
3 without regard to fault for all further costs incurred in response to the release of
4 hazardous substances to the Subject Property;

5 4. For an order requiring each Defendant to take action pursuant to
6 California Health and Safety Code section 25358.3(e) to abate the danger or threat
7 from an imminent or substantial endangerment from the release or threatened
8 release of hazardous substances at the Subject Property;

9 5. For such other relief as the Court deems just and proper.

10 Dated: 7/21/16

Respectfully submitted,

KAMALA D. HARRIS
Attorney General of California
SARAH E. MORRISON
Supervising Deputy Attorney General
JAMES R. POTTER,
Deputy Attorney General



JAMES R. POTTER
Deputy Attorney General
Attorneys for Plaintiffs

11
12
13
14
15
16
17
18
19 LA2004CV0148
DocNo 60415324

CERTIFICATE OF SERVICE

Case Name: **California Department of Toxic Substances Control v. American Honda Motor Co., Inc., et al** No. **2:15-cv-00729-DDP-AJW**

I hereby certify that on July 29, 2016, I electronically filed the following documents with the Clerk of the Court by using the CM/ECF system:

AMENDED THIRD COMPLAINT FOR RECOVERY OF RESPONSE COSTS, INJUNCTIVE AND DECLARATORY RELIEF UNDER FEDERAL AND STATE LAW

I certify that **all** participants in the case are registered CM/ECF users and that service will be accomplished by the CM/ECF system.

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on July 29, 2016, at Los Angeles, California.

Carol Chow
Declarant

/s/ Carol Chow
Signature