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 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,

Case No.:

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

v.

15  
 16 AMERICAN HONDA MOTOR CO.,  
 17 INC.; AMERON INTERNATIONAL  
 CORPORATION; ANADARKO E&P  
 18 ONSHORE LLC; ASHLAND  
 CHEMICAL COMPANY; ATLANTIC  
 19 RICHFIELD COMPANY; AZUSA  
 LAND RECLAMATION, INC.;  
 20 BAKER HUGHES OILFIELD  
 OPERATIONS, INC.; BAKER  
 21 PETROLITE CORPORATION;  
 BAYER CROPSCIENCE INC.; BIG  
 22 HEART PET BRANDS; THE BOEING  
 COMPANY; CHEMICAL WASTE  
 23 MANAGEMENT, INC.; CHEVRON  
 ENVIRONMENTAL MANAGEMENT  
 24 COMPANY; CHEVRON MARINE  
 LLC; CITY OF LOS ANGELES,  
 25 ACTING BY AND THROUGH THE  
 LOS ANGELES DEPARTMENT OF  
 26 WATER AND POWER;  
 CONOCOPHILLIPS COMPANY;  
 27 CROSBY & OVERTON, INC.; THE  
 DOW CHEMICAL COMPANY;  
 28 DUCOMMUN AEROSTRUCTURES,

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

Defendants.



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 **STATEMENT OF THE CLAIM**

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

12 **PLAINTIFFS**

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

21 **DEFENDANTS**

22 6. Defendant American Honda Motor Co., Inc. is a corporation organized  
23 under the laws of the State of California. At all times referred to herein, American  
24 Honda Motor Co., Inc. 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).

1           7. Defendant Ameron International Corp. is a corporation organized under  
2 the laws of the State of Kentucky. At all times referred to herein, Ameron  
3 International Corp., 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           8. Defendant Anadarko E&P Onshore LLC is a corporation organized under  
8 the laws of the State of Delaware. At all times referred to herein, Anadarko E & P  
9 Company, or its corporate predecessor, was and is authorized to do business, and  
10 was and is doing business, in California and arranged for the disposal of a  
11 hazardous substance at the Subject Property, as those terms are described in section  
12 107(a) of CERCLA, 42 U.S.C. § 9607(a).

13           9. Defendant Ashland Chemical Company is a corporation organized under  
14 the laws of the State of Delaware. At all times referred to herein, Ashland  
15 Chemical 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           10. Defendant Atlantic Richfield Company is a corporation organized under  
20 the laws of the State of Delaware. At all times referred to herein, Atlantic Richfield  
21 Company, 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           11. Defendant Azusa Land Reclamation, Inc. is a corporation organized  
26 under the laws of the State of California. At all times referred to herein, Azusa  
27 Land Reclamation, Inc., or its corporate predecessor, was and is authorized to do  
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1 business, and was and is doing business, in California and arranged for the disposal  
2 of a hazardous substance at the Subject Property, as those terms are described in  
3 section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

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

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

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

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

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

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

22 19. Defendant Chevron Marine LLC is a limited corporation organized under  
23 the laws of the State of Pennsylvania. At all times referred to herein, Chevron  
24 Marine LLC, 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).

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

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

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

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

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

9 26. Defendant Exxon Mobil Corporation is a corporation organized under the  
10 laws of the State of New Jersey. At all times referred to herein, Exxon Mobil  
11 Corporation, 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 27. Defendant Filtrol Corporation is a corporation organized under the laws  
16 of the State of Delaware. At all times referred to herein, Filtrol Corporation, or its  
17 corporate predecessor, was and is authorized to do business, and was and is doing  
18 business, in California and arranged for the disposal of a hazardous substance at the  
19 Subject Property, as those terms are described in section 107(a) of CERCLA, 42  
20 U.S.C. § 9607(a).

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

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1           29. Defendant General Dynamics Corporation is a corporation organized  
2 under the laws of the State of Delaware. At all times referred to herein, General  
3 Dynamics 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           30. Defendant General Latex And Chemical Corporation is a corporation  
8 organized under the laws of the State of Massachusetts. At all times referred to  
9 herein, General Latex And Chemical Corporation, or its corporate predecessor, was  
10 and is 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           31. Defendant Hewlett-Packard Company is a corporation organized under  
14 the laws of the State of Delaware. At all times referred to herein, Hewlett-Packard  
15 Company, or its corporate predecessor, was and is authorized to do business, and  
16 was and is doing business, in California and arranged for the disposal of a  
17 hazardous substance at the Subject Property, as those terms are described in section  
18 107(a) of CERCLA, 42 U.S.C. § 9607(a).

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

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

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

9 35. Defendant Lockheed Martin Corporation is a corporation organized  
10 under the laws of the State of Maryland. At all times referred to herein, Lockheed  
11 Martin Corporation, 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 36. Defendant Mars, Inc. (successor in interest to Kal Kan Foods, Inc.) is a  
16 corporation organized under the laws of the State of Delaware. At all times referred  
17 to herein, Mars, Inc., 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 37. Defendant Mortell Company is a corporation organized under the laws of  
22 the State of Delaware. At all times referred to herein, Mortell Company, or its  
23 corporate predecessor, was and is authorized to do business, and was and is doing  
24 business, in California and arranged for the disposal of a hazardous substance at the  
25 Subject Property, as those terms are described in section 107(a) of CERCLA, 42  
26 U.S.C. § 9607(a).

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1           38. Defendant Morton International, Inc. is a corporation organized under the  
2 laws of the State of Indiana. At all times referred to herein, Morton 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           39. Defendant National Steel and Shipbuilding Company is a corporation  
8 organized under the laws of the State of Nevada. At all times referred to herein,  
9 National Steel and Shipbuilding 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           40. Defendant Northrop Grumman Corporation is a corporation organized  
14 under the laws of the State of Delaware. At all times referred to herein, Northrop  
15 Grumman Corporation, 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           41. Defendant The Proctor & Gamble Corporation is a corporation organized  
20 under the laws of the State of Ohio. At all times referred to herein, Proctor &  
21 Gamble, or its corporate predecessor, was and is authorized to do business, and was  
22 and is doing business, in California and arranged for the disposal of a hazardous  
23 substance at the Subject Property, as those terms are described in section 107(a) of  
24 CERCLA, 42 U.S.C. § 9607(a).

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

10 44. Defendant Rockwell Automation, Inc. is a corporation organized under  
11 the laws of the State of Delaware. At all times referred to herein, Rockwell  
12 Automation, Inc, or its corporate predecessor, was and is authorized to do business,  
13 and 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 45. Defendant Rohm and Haas Company is a corporation organized under  
17 the laws of the State of Delaware. At all times referred to herein, Rohm And Haas  
18 Company, or its corporate predecessor, was and is authorized to do business, and  
19 was and is doing business, in California and arranged for the disposal of a  
20 hazardous substance at the Subject Property, as those terms are described in section  
21 107(a) of CERCLA, 42 U.S.C. § 9607(a).

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

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1           47. Defendant San Diego Gas & Electric Company is a corporation  
2 organized under the laws of the State of California. At all times referred to herein,  
3 San Diego Gas & Electric Company, or its corporate predecessor, was and is  
4 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           48. Defendant Shell Oil Company is a corporation organized under the laws  
8 of the State of Delaware. At all times referred to herein, Shell Oil Company, 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           49. Defendant Southern California Edison Company is a corporation  
14 organized under the laws of the State of California. At all times referred to herein,  
15 Southern California Edison Company, or its corporate predecessor, was and is  
16 authorized to do business, and was and is doing business, in California and  
17 arranged for the disposal of a hazardous substance at the Subject Property, as those  
18 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

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

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

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

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

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

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

7           57. Defendant USA Waste of California, Inc. is a corporation organized  
8 under the laws of the State of California. At all times referred to herein, USA  
9 Waste of California, Inc., 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           58. Defendant Vigor Shipyards, Inc. (f/k/a Todd Pacific Shipyards  
14 Corporation) is a corporation organized under the laws of the State of Delaware. At  
15 all times referred to herein, Vigor Shipyards, Inc., or its corporate predecessor, was  
16 and is authorized to do business, and was and is doing business, in California and  
17 arranged for the disposal of a hazardous substance at the Subject Property, as those  
18 terms are described in section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

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

26           60. Defendant Waste Management of California is a corporation organized  
27 under the laws of the State of California. At all times referred to herein, Waste  
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1 Management of California, 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 61. Defendant Waste Management Recycling and Disposal Services of  
6 California is a corporation organized under the laws of the State of California. At  
7 all times referred to herein, Waste Management Recycling and Disposal Services of  
8 California, or its corporate predecessor, was and is authorized to do business, and  
9 was and is doing business, in California, and arranged for the disposal of a  
10 hazardous substance at the Subject Property, as those terms are described in section  
11 107(a) of CERCLA, 42 U.S.C. § 9607(a).

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

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

24 64. The defendants identified in paragraphs 6 through 63 are collectively  
25 referred to herein as “Defendants.”  
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## BACKGROUND

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

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

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

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

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69. Waste disposed at the Class I Landfill contained hazardous substances including, but not limited to, mercury, copper, lead, chromium, chromium III, chromium VI, K069 waste, zinc, cadmium, styrene, sodium bisulfate, hydrogen sulfide, aluminum sulfate, sodium hydroxide, potassium cyanide, thallium, sodium hydrosulfide, drilling muds, arsenic, nickel, ammonium hydroxide, polychlorinated biphenyls (PCBs), API separator sludge (K051), hydrochloric acid, nitric acid, pyridine, sodium hydroxide, phenol, methylene chloride, 1,1,1 trichloroethene, 1,4 dioxane solvent, naphthalene, chromic acid, paraformaldehyde, sulfuric acid, xylene,

1 and tetraethyl lead. Each of these substances is a “hazardous substance” as that  
2 term is used in 42 U.S.C. § 9601(14).

3 70. The onsite Leachate Treatment Plant, which serves both landfills, has  
4 been operating since approximately 1987. Landfill leachate, gas condensate, and  
5 contaminated groundwater are commingled and treated at the Leachate Treatment  
6 Plant.

7 71. On June 30, 2004, DTSC issued a consolidated Hazardous Waste  
8 Facilities Permit for Leachate Treatment Plant Operation and Class I Landfill Post-  
9 Closure Care, which BKK Corp. appealed.

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

17 73. On December 2, 2004, DTSC issued an imminent and substantial  
18 endangerment order to fifty-one entities, including many of the Defendants. The  
19 order required the named entities to take actions at the Subject Property to protect  
20 public health and safety and the environment.

21 74. Groundwater and landfill leachate at the Subject Property contains  
22 hazardous substances. The gas collection system must be maintained and operated  
23 24 hours per day to prevent releases of hazardous substances from the BKK  
24 Facility. Releases of methane and vinyl chloride from these systems are of  
25 particular concern. Groundwater/leachate extraction wells must also be operated to  
26 prevent migration of hazardous substances from the BKK Facility.  
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1           75. Failure to maintain and operate the groundwater and leachate extraction  
2 wells would result in migration of hazardous substances from the BKK Facility.  
3 This includes the potential for creating contaminated surface water bodies in areas  
4 where artesian conditions exist as well as impacting existing surface water bodies.  
5 Residential areas are located immediately to the south and southeast of the Subject  
6 Property. Several homes are located only 25 to 50 feet away from the Subject  
7 Property. Commercial areas are located immediately to the west of the Subject  
8 Property.

9           76. The Leachate Treatment Plant must be maintained and kept operational  
10 to process liquids coming from gas collection, leachate extraction, and groundwater  
11 extraction wells. Failure to keep the Leachate Treatment Plant operational would  
12 force the shutdown of the wells.

13           77. The Class I Landfill cover must be maintained to prevent the release of  
14 hazardous substances to the air, possibly leading to exposure of persons nearby. A  
15 flammable and potentially explosive atmosphere may also develop if methane  
16 released from the landfills mixes with ambient air.

17           78. On October 31, 2005, Plaintiffs filed a complaint against certain  
18 defendants, including roughly half of the Defendants, for: (1) recovery of past costs  
19 under CERCLA, pursuant to 42 U.S.C. § 9607(a); (2) declaratory relief under  
20 CERCLA pursuant to section 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2); and  
21 (3) injunctive relief pursuant to California Health and Safety Code Section  
22 25358.3(e). *California Department of Toxic Substances Control, et. al. v.*  
23 *American Honda Motor Co., Inc., et. al.*, No. CV-05-7746, (C.D. Cal. October 31,  
24 2005). Concurrent with the filing of the complaint, Plaintiffs lodged a Consent  
25 Decree to resolve the issues in the complaint. The Court entered the Amended First  
26 Consent Decree on March 9, 2006.

1           79. The Amended First Consent Decree required the settling defendants  
2 therein to, among other things, maintain and operate the major environmental  
3 protection systems at the Subject Property, to investigate certain landfill conditions,  
4 and to repair, upgrade and/or update certain subsystems.

5           80. With the Court's approval, all of the parties to the Amended First  
6 Consent Decree twice extended the Amended First Consent Decree past the initial  
7 termination date. During the period of extensions, two of the settling defendants –  
8 Washington Mutual Bank and General Motors – entered insolvency proceedings  
9 and defaulted on their remaining obligations. Thereafter, the non-defaulting parties  
10 to the Amended First Consent Decree executed a further series of extensions.

11           81. On May 10, 2010, Plaintiffs filed a second complaint in this Court  
12 against a number of defendants, including each of the non-defaulting settling  
13 defendants to the Amended First Consent Decree, alleging liability associated with  
14 the Subject Property that is part of the BKK Facility (the "Second Complaint").  
15 *California Department of Toxic Substances Control, et. al. v. American Honda*  
16 *Motor Co., Inc., et. al.*, No. CV10-03378, (C.D. Cal. May 10, 2010). The Second  
17 Complaint asserts claims for recovery of Response Costs pursuant to CERCLA  
18 section 107, 42 U.S.C. § 9607, declaratory judgment pursuant to CERCLA section  
19 113(g)(2), 42 U.S.C. § 9613(g)(2), and injunctive relief pursuant to California  
20 Health and Safety Code section 25358.3(3) in connection with alleged releases of  
21 Hazardous Substances into the environment at and from the Subject Property.  
22 DTSC lodged a proposed Second Consent Decree the same day.

23           82. On August 10, 2010, the Court entered the "Second Consent Decree,"  
24 which required the settling defendants therein to continue various actions regarding  
25 the Subject Property, to reimburse DTSC for certain costs it had incurred and could  
26 in the future incur related to the Subject Property, and to conduct an engineering  
27 evaluation/cost analysis (EE/CA) for the Subject Property. The Second Consent  
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1 Decree became effective on August 10, 2010, for a three-year period. The parties  
2 to the Second Consent Decree agreed to extend the Second Consent Decree until  
3 February 10, 2016. The Court approved that extension on July 30, 2013.

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

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

8 **FIRST CLAIM FOR RELIEF**

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

10 (42 U.S.C. § 9607(a))

11 85. The allegations in each of the prior paragraphs are hereby incorporated as  
12 if fully alleged herein.

13 86. There have been releases and/or threatened releases of the hazardous  
14 substances listed in paragraph 69 above and other hazardous substances into the  
15 environment at and near the Subject Property within the meaning of section 101(22)  
16 of CERCLA, 42 U.S.C. § 9601(22).

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

24 88. Defendants are jointly and severally liable to Plaintiffs without regard to  
25 fault or negligence under section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all  
26 past costs of response incurred by Plaintiffs in responding to the release or  
27 threatened release of hazardous substances at the Subject Property.  
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**SECOND CLAIM FOR RELIEF**

(Declaratory Relief under CERCLA Against All Defendants

(42 U.S.C. § 9613(g)(2))

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

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

**THIRD CLAIM FOR RELIEF**

(Injunctive Relief Against All Defendants)

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

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

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

93. There has been a release or threatened release of a hazardous substance from the Subject Property that DTSC has determined has caused an imminent or substantial endangerment to the public health or welfare and to the environment and

1 DTSC has determined that action is necessary to abate the danger or threat from the  
2 release or threatened release of hazardous substances to the environment.

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

7 **PRAYER FOR RELIEF**

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

9 1. For a judgment that each Defendant is jointly and severally liable to  
10 Plaintiffs without regard to fault under section 107(a) of CERCLA, 42 U.S.C. §  
11 9607(a), for costs incurred by Plaintiffs in responding to the release or threatened  
12 release of hazardous substances at or from the Subject Property, such costs to  
13 include without limitation attorneys' fees, all enforcement costs, and the costs of  
14 this suit, in an amount to be proven at trial;

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

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

21 4. For an order requiring each Defendant to take action pursuant to  
22 California Health and Safety Code section 25358.3(e) to abate the danger or threat

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from an imminent or substantial endangerment from the release or threatened release of hazardous substances at the Subject Property;

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

Dated: Feb 2, 2015

Respectfully submitted,  
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Attorney General of California  
JAMES R. POTTER,  
Deputy Attorney General  
  
/s/ James R. Potter

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