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September 15, 1997

Sherry Estes, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency, Region V
77 W. Jackson Boulevard (C-29A)
Chicago, IL 60604

EPA Region 5 Records Ctr.



274502

Re: Plaintiffs' First Amendment Complaint in Dow Chemical Company, et al. v. Acme Wrecking, et al. (CA No. C-1-97-0307/0308 S.D. Ohio)

Dear Sherry:

Pursuant to your recent discussion with Karl Bourdeau, enclosed for your information and files is a copy of Plaintiffs' First Amendment Complaint, filed last Friday, September 12, 1997. As you know, the case management order providing for ADR at the Skinner Site granted Plaintiffs leave to add new Defendants to the case (and the ADR process) through September 12th.

Accordingly, the Plaintiffs have added as new Defendants the following seven entities: City of Fairfield, Johnston Coca-Cola Bottling Group, Monsanto Company, Ralcorp Holdings, Inc. (successor to Ralston Purina, which operated a pet food factory in Sharonville, Ohio), Sealy Incorporated (successor to Foster Sterns company, a bedding manufacturer), the United States Air Force (for activities related to the Wright-Patterson Air Base), and the United States Information Agency (for waste disposal related to the Voice of America transmitter facilities near the Skinner Site).

Please feel free to call me if you or your staff have questions regarding these PRPs.

Sincerely,

James B. Slaughter

Enclosure

cc: Karl Bourdeau, Esq.

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FILED

SEP 12 1997

KENNETH J. MURPHY, Clerk
CINCINNATI, OHIO

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION AT CINCINNATI, OHIO

THE DOW CHEMICAL COMPANY : Civil Action Nos. 1-97- 0307
2030 Dow Center : Civil Action Nos. 1-97- 0308
Midland, MI 48674, : (consolidated cases)

and :

FORD MOTOR COMPANY :
Park Lane Towers East :
Suite 728 :
One Parklane Blvd. :
Dearborn, MI 48126, :

FIRST AMENDED COMPLAINT

and :

GE AIRCRAFT ENGINES :
One Neuman Way :
MD T165A :
Cincinnati, OH 45215-6301, :

and :

MORTON INTERNATIONAL, INC. :
Morton International Building :
100 North Riverside Plaza :
Randolph Street at the River :
Chicago, IL 60606-1596, :

and :

PPG INDUSTRIES, INC. :
One PPG Place :
40 South :
Pittsburgh, PA 15272, :

and :

VELSICOL CHEMICAL CORPORATION :
2603 Corporate Avenue :
Suite 100 :
Memphis, TN 38132, :

Plaintiffs, :

v. :

ACME WRECKING CO., INC. :
3111 Syracuse Street :
Cincinnati, OH 45206, :

and :

AERONCA, INC. :
1712 Germantown Road :
Middletown, OH 45042-1716, :

and :

AMERICAN PREMIER UNDERWRITERS, INC. :
One East Fourth Street :
Cincinnati, OH 45202, :

and :

AMERICAN STANDARD, INC. :
1466 Broadway :
New York, NY 10036, :

and :

ANCHOR HOCKING CORPORATION :
P.O. Box 600 :
Lancaster, OH 43130-0600, :

and :

THE ANDREW JERGENS COMPANY :
2535 Spring Grove Avenue :
Cincinnati, OH 45214-1773, :

and :

AVON PRODUCTS, INC. :
175 Progress Place :
Cincinnati, OH 45246, :

and :

THE B. F. GOODRICH COMPANY :
4020 Kinross Lakes Parkway :
Richfield, OH 44286, :

and :

CITY OF BLUE ASH :
4343 Cooper Road :
Blue Ash, OH 45242-5699, :

and :

BROWNING-FERRIS INDUSTRIES :
OF OHIO, INC. :
11563 Mosteller Road :
Sharonville, OH 45241, :

and :

BORDEN, INC. :
630 Glendale-Milford Road :
Cincinnati, OH 45212-1105, :

and :

B. P. AMERICA, INC. :
200 Public Square, 11-C :
Cleveland, OH 44114, :

and :

BUTLER COUNTY :
130 High Street :
Hamilton, OH 45011, :

and :

CANADIAN OXY OFFSHORE :
PRODUCTION CO. :
c/o Glenn Springs Holdings, Inc. :
P.O. Box 300 :
Tulsa, OK 74102, :

and :

CHAMPION INTERNATIONAL :
CORPORATION :
One Champion Plaza :
Stamford, CT 06921, :

and :

CHEMICAL LEAMAN TANK LINES, INC. :
P.O. Box 10 :
Ross, OH 45061-0010, :

and :

THE CINCINNATI ENQUIRER :
312 Elm Street :
Cincinnati, OH 45202-2709, :

and :

CLARKE CONTAINER, INC. :
2040 East Kemper Rd. :
Cincinnati, OH 45241-1804, :

and :

CLARKE SANITARY LANDFILL :
9740 Cincinnati-Dayton Rd. :
West Chester, OH, :

and :

DICK CLARKE TRASH REMOVAL AND :
DEMOLITION :
9740 Cincinnati-Dayton Rd. :
West Chester, OH, :

and :

CLARKE'S COMPLETE COLLECTION :
9740 Cincinnati-Dayton Rd.
West Chester, OH, :

and :

CLARKE'S INCINERATORS, INC. :
2040 East Kemper Rd.
Cincinnati, OH 45241-1804, :

and :

CLARKE SERVICES, INC. :
9740 Cincinnati-Dayton Rd.
West Chester, OH, :

and :

CLERMONT WASTE COLLECTION INC. :
640 Sonny Lane
Cincinnati, OH 45244, :

and :

THE C.M. PAULA COMPANY :
7773 School Road
Cincinnati, OH 45249-1590, :

and :

COLUMBIAN CHEMICALS COMPANY :
c/o Glenn Springs Holdings, Inc.
P.O. Box 300 :
Tulsa, OK 74102, :

and :

CONSOLIDATED RAIL CORPORATION :
2001 Market Street 16-A :
Two Commerce Square :
Philadelphia, PA 19101-1416, :

and :

CYTEC INDUSTRIES, INC. :
Five Garret Mountain Plaza :
West Paterson, NJ 07424, :

and :

THE DAVID HIRSCHBERG STEEL COMPANY :
211 Longworth Street :
Lockland, OH 45215, :

and :

CITY OF DEER PARK :
4250 Matson Avenue :
Deer Park, OH 45236, :

and :

E.I. DU PONT DE NEMOURS AND COMPANY :
D8068 :
1007 Market Street :
Wilmington, DE 19898, :

and :

CITY OF FAIRFIELD :
C/O Mayor Robert J. Wolpert :
5350 Pleasant Avenue :
Fairfield, OH 45014-3597, :

and :

FORMICA CORPORATION :
10155 Reading Road :
Cincinnati, OH 45241, :

and :

GENERAL MOTORS CORPORATION :
3044 W. Grand Boulevard :
Room 12-149 :
Detroit, MI 48202, :

and :

GEORGIA-PACIFIC CORPORATION :
4710 Dues Drive :
Cincinnati, OH 45246, :

and :

VILLAGE OF GLENDALE :
Office of the Mayor :
30 Village Square :
Glendale, OH 45246, :

and :

GLENN SPRINGS HOLDINGS, INC. :
P.O. Box 300 :
Tulsa, OK 74102, :

and :

GLOBE VALVE COMPANY :
P.O. Box 278 :
Delphi, IN 46923, :

and :

HENKEL CORPORATION :
2200 Renaissance Blvd. :
Gulph Mills, PA 19406, :

and :

HILTON DAVIS COMPANY :
2235 Langdon Farm Road :
Cincinnati, OH 45237, :

and :

INTERNATIONAL PAPER CORPORATION, :
a/k/a MASONITE CORPORATION :
International Place I :
6400 Poplar Avenue :
Memphis, TN 38197, :
and :

JOHN F. BUSHELMAN CONSTRUCTION, INC. :
11980 Runyan Drive :
Cincinnati, OH 45241, :

and :

JOHNSTON COCA-COLA BOTTLING :
GROUP, INC. :
C/O Registered Agent :
CSC Lawyers Incorporating Service :
16 East Broad Street :
Columbus, OH 43215, :

and :

JOHN J. WHITTON TRUCKING CO. :
1478 Fitzpatrick Street :
Price Hill, OH 45204, :

and :

KING CONTAINER :
7420 Jager Court :
Cincinnati, OH 45230, :

and :

KING CONTAINER SERVICES, INC. :
2020 Stapleton Court :
Forest Park, OH 45240, :

and :

KING WRECKING :
7420 Jager Court :
Cincinnati, OH 45230, :

and :

VILLAGE OF LINCOLN HEIGHTS :
1201 Steffen Avenue :
Lincoln Heights, OH 45215, :

and :

LOCKHEED MARTIN CORPORATION :
7921 Southpark Plaza :
Littleton, CO 80120, :

and :

CITY OF MASON :
c/o Cincinnati Commerce Center :
600 Vine Street :
Cincinnati, OH 45202-2409, :

and :

CITY OF MADIERA :
7141 Miami Avenue :
Cincinnati, OH 45243-2699, :

and :

MECCO, INC. :
211 N. University Boulevard :
Middletown, OH 45042, :

and :

MILLENNIUM PETROCHEMICALS, :
INC. :
7002 N. State Route 123 :
Franklin, OH 45005, :

and :

MOBIL OIL CORP. :
3225 Gallows Road, Room 4C912 :
Fairfax, VA 22037-0001, :

and :

MUNICIPALITY OF MONROE :
201 S. Main Street :
Monroe, OH 45050, :

and :

MONSANTO COMPANY :
C/O Registered Agent :
C.T. Corporation System :
815 Superior Ave., N.E. :
Cleveland, OH 44114, :

and :

CITY OF MONTGOMERY :
10101 Montgomery Road :
Montgomery, OH 45242, :

and :

MVM, INC. :
11997 Runyan Drive :
Sharonville, OH 45241, :

and :

NEWELL CO. :
4000 Auburn Street :
Rockford, IL 61101, :

and :

NEWBERRY CONSTRUCTION COMPANY :
10070 Windisch Road :
West Chester, OH 45069, :

and :

OXY, USA, INC. :
c/o Glenn Springs Holdings, Inc. :
P.O. Box 300 :
Tulsa, OK 74102, :

and :

THE PROCTER AND GAMBLE CO. :
One Procter & Gamble Plaza :
Cincinnati, OH 45201, :
and :

QUANTUM CHEMICAL CORPORATION, :
F/K/A NATIONAL DISTILLERS & :
CHEMICALS CORP. :
P.O. Box 429549 :
Cincinnati, OH 45249, :

and :

QUEEN CITY BARREL COMPANY :
1937 South Street :
Price Hill, OH 45204, :

and :

RALCORP HOLDINGS, INC. :
C/O Registered Agent :
C.T. Corporation System :
815 Superior Avenue, N.E. :
Cleveland, OH 44114, :

and :

CITY OF READING :
1000 Market Street :
Reading, OH 45215, :

and :

RUMPKE SANITARY LANDFILL :
3882 Stuble Road :
Groesbeck, OH 45251, :

and :

RUMPKE WASTE COLLECTION & :
DISPOSAL SYSTEMS :
10795 Hughes Road :
Cincinnati, OH 45251, :

and :

RUMPKE COLLECTION & DISPOSAL :
SYSTEM :
10795 Hughes Road :
Cincinnati, OH 45251, :

and :

SEALY, INC. :
C/O Registered Agent :
C.T. Corporation System :
815 Superior Avenue, N.E. :
Cleveland, OH 44114, :

and :

SHELL OIL CO. :
910 Louisiana :
One Shell Plaza, 47th Fl. :
Houston, TX 77002, :

and :

CITY OF SHARONVILLE :
10900 Reading Road :
Sharonville, OH 45241, :

and :

SHELL CHEMICAL CO. :
910 Louisiana :
One Shell Plaza, 47th Fl. :
Houston, TX 77002, :

and :

CITY OF SILVERTON :
6860 Plainfield Road :
Silverton, OH 45236-4095, :

and :

ELSA SKINNER-MORGAN :
8750 Cincinnati-Dayton Road :
West Chester, OH 45069, :
and :

STEELCRAFT MANUFACTURING COMPANY :
9017 Blue Ash Road :
Cincinnati, OH 45242-6825, :

and :

SUN OIL COMPANY d/b/a :
SUNOCO OIL CORP. :

Legal, 17th Floor :
1801 Market St. :
Philadelphia, PA 19103, :

and :

TEXACO, INC. :
1111 Bagby :
Houston, TX 77210, :

and :

UNION CARBIDE CORP. :
1290 Hercules :
Suite 202 :
Houston, TX 77058, :

and :

UNITED STATES AIR FORCE :
Department of the Air Force :
1670 Air Force Pentagon :
Washington, D.C. 20330-1678, :

and :

UNITED STATES INFORMATION AGENCY :
301 Fourth Street, S.W. :
Washington, D.C. 20547, :

and :

UNITED STATES OF AMERICA :
10th St. & Constitution Ave., NW :
Washington, D.C. 20530, :

and :

THE UNITED STATES DEPARTMENT :
OF DEFENSE :
3E880 The Pentagon :
Washington, D.C. 20301, :

and :

WILLIAM S. COHEN, IN HIS OFFICIAL :
CAPACITY AS SECRETARY OF THE :
UNITED STATES DEPARTMENT OF :
DEFENSE :
3E880 The Pentagon :
Washington, D.C. 20301, :

and :

THE UNITED STATES DEPARTMENT OF :
THE ARMY :
104 Army Pentagon :
Washington, D.C. 20310, :

and :

WATSON'S/J&J DISTRIBUTING CO. :
c/o Corporate Statutory Services, Inc. :
Cincinnati, OH 45202, :

and :

TOGO D. WEST, JR., IN HIS OFFICIAL :
CAPACITY AS SECRETARY OF THE ARMY :
104 Army Pentagon :
Washington, D.C. 20310, :

Defendants.

FIRST AMENDED COMPLAINT

Plaintiffs, The Dow Chemical Company, Ford Motor Company, GE Aircraft Engines, Morton International, Inc., PPG Industries, Inc., and Velsicol Chemical Corporation, through their undersigned counsel, hereby allege:

PRELIMINARY STATEMENT

Plaintiffs' First Amended Complaint is filed pursuant to the leave granted Plaintiffs to add additional parties under paragraph 27 of the First Case Management Order of August 27, 1997 ("CMO"). By Order of June 3, 1997, the Court stayed the requirement of answering or otherwise responding to the original Complaint under Federal Rule of Civil Procedure 12. Paragraph 2 of the CMO of August 27th stayed the litigation altogether, including the requirement of answering or otherwise responding under Rule 12 to this First Amended Complaint, and directed all parties to participate in the Alternate Dispute Resolution ("ADR") process set forth in the CMO to attempt to settle disputed factual and legal issues at the Skinner Landfill Site. The new Defendants added in this First Amended Complaint are: City of Fairfield, Johnston Coca-Cola Bottling Group, Inc., Monsanto Company, Ralcorp Holdings, Inc., Sealy, Inc., United States Air Force and United States Information Agency.

INTRODUCTION

1. This action, which seeks relief with regard to a former landfill known as the Skinner Landfill, is brought pursuant to §§ 107 and 113 of the Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA"), 42 U.S.C. §§ 9607, 9613. The new Defendants added in this First Amended Complaint are City of Fairfield, Johnston Coca-Cola Bottling Group, Inc., Monsanto Company, Ralcorp Holdings, Inc., Sealy, Inc., United States Air Force, and the United States Information Agency.

2. The Skinner Landfill Site (the "Site") is located in West Chester, an unincorporated area in Section 22 of Union Township, Butler County, Ohio. The Site, which occupies approximately 78 acres off the Cincinnati-Dayton Road, was operated from approximately 1934 to 1990 for the landfilling of a wide variety of materials. Materials deposited at the Site include demolition debris,

household and other municipal refuse, and a wide variety of chemical wastes, including paint wastes, ink wastes, creosote, pesticides, and other chemical wastes.

3. The United States Environmental Protection Agency ("EPA") placed the Site on the National Priorities List ("NPL") in September 1983 by publication in the Federal Register.

4. EPA subsequently performed a Phase I and Phase II Remedial Investigation to analyze the Site groundwater, surface water, soils and sediments. That investigation revealed the presence of numerous "hazardous substances," as that term is defined in §§ 101(14) of CERCLA, 42 U.S.C. § 9601(14), at the Site.

5. In April 1992, EPA made a Proposed Plan for remedial action at the Site available for public comment. Based on comments received at public meetings, EPA proposed implementing the first phase of the remedy, or an Interim Action Operable Unit ("Interim OU"). The Record of Decision ("ROD") for this Interim OU was signed by the Regional Administrator for EPA Region V on September 30, 1992. The Interim OU called for Site fencing, provision of an alternative water supply to potentially affected Site neighbors, and groundwater monitoring.

6. EPA issued a Unilateral Administrative Order ("UAO") in December 1992 to a group of potentially responsible parties ("PRPs"), including all the Plaintiffs to this action, to perform the actions set forth in the 1992 ROD. Pursuant to the UAO, a group of PRPs, including all the Plaintiffs to this action, performed the actions set forth in the 1992 ROD.

7. EPA then issued a ROD for the second and final phase of the remedy, or Operable Unit 2 ("OU2"), on June 4, 1993.

8. On March 29, 1994, a group of PRPs, including all the Plaintiffs to this action, signed an Administrative Order on Consent for Remedial Design, in which the PRPs agreed to fund all work

necessary to prepare a complete remedial design for the Site consistent with the remedy selected for OU2.

9. Certain PRPs, including all the Plaintiffs to this action, agreed among themselves to function as an organized entity called the Skinner Landfill PRP Group for the purpose of implementing the Administrative Order on Consent for Remedial Design.

10. The Remedial Design pursuant to the OU2 ROD was completed in June of 1996.

JURISDICTION AND VENUE

11. This Court has jurisdiction over the subject matter of this action and over the parties pursuant to 28 U.S.C. §§ 1331, 1367, and 2201, and §§ 107 and 113 of CERCLA, 42 U.S.C. §§ 9607(a) and 9613(b).

12. Venue is proper in this district and division pursuant to 28 U.S.C. § 1391(b) and (c), and §§ 107 and 113 of CERCLA, 42 U.S.C. §§ 9607 and 9613(b), because the releases or threatened releases of hazardous substances that give rise to these claims occurred in this district and division, because the real property which is the subject of this action is located within this district and division, and because a substantial part of the events, acts or omissions giving rise to these claims occurred within this district and division.

13. This Court has pendent jurisdiction over Plaintiffs' common law claims for equitable restitution and equitable contribution.

PARTIES

14. Plaintiffs, The Dow Chemical Company, Ford Motor Company, GE Aircraft Engines, Morton International, Inc., PPG Industries, Inc. and Velsicol Chemical Corporation, are each a "person" as defined under § 101(21) of CERCLA, 42 U.S.C. § 9601(21).

15. Defendants are either individuals, corporations, or unincorporated businesses organized under the laws of the State of Ohio or the laws of a foreign state, municipal governments, or federal entities.

16. Each of the Defendants is a “person” as defined by § 101(21) of CERCLA, 42 U.S.C. § 9601(21).

17. Each of the Defendants is a person, or a successor-in-interest thereto, who arranged for the transport, disposal, or treatment of its waste, which waste was disposed of at the Site, or transported waste to the Site. Defendant Elsa Skinner is also the present owner and a former operator of the Site.

CLAIMS FOR RELIEF

COUNT I: CERCLA § 107 COST RECOVERY

18. Plaintiffs incorporate herein all of the allegations set forth above as if fully restated here.

19. Defendants are each “persons” within the meaning of § 101(21) of CERCLA, 42 U.S.C. § 9601(21).

20. The Site was at all relevant times hereto a “facility” within the meaning of § 101(9) of CERCLA, 42 U.S.C. § 9601(9).

21. Upon information and belief, materials used, handled, stored and disposed of at, and/or transported to, the Site, were or contained “hazardous substances” as defined in § 101(14) of CERCLA, 42 U.S.C. § 9601(14).

22. A “release” or “threatened release” of hazardous substances from the Site has occurred and continues to occur, and at all times relevant hereto was occurring, within the meaning of § 101(22) of CERCLA, 42 U.S.C. § 9601(22).

23. Upon information and belief, each Defendant or a predecessor-in-interest thereto, disposed, arranged for disposal or treatment, transported, accepted for transport, or arranged for the transport for disposal or treatment at the Site of “hazardous substances,” within the meaning of § 101(14) of CERCLA, 42 U.S.C. § 9601(14).

24. Defendant Elsa Skinner is the “owner” of the Site and “owned and operated” the Site at the time of disposal of hazardous substances there, within the meaning of § 101(20)(A) of CERCLA, 42 U.S.C. § 9601(20)(A).

25. Plaintiffs have incurred costs in excess of \$2 million, and continue to incur costs, in connection with actions taken in “response” to the release or threatened release of hazardous substances at the Site, within the meaning of § 101(25) of CERCLA, 42 U.S.C. § 9601(25), including, but not limited to, the costs of implementing the Unilateral Administrative Order, the Administrative Order On Consent for Remedial Design, and other administrative costs.

26. Plaintiffs’ actions taken at the Site and the response costs incurred or to be incurred incident thereto, were necessary and undertaken in a manner consistent with the National Contingency Plan, which is promulgated pursuant to § 105(a) of CERCLA, 42 U.S.C. § 9605(a), and is codified at 40 C.F.R. Part 300 et seq.

27. Plaintiffs have satisfied any and all conditions precedent to the undertaking of response actions, the incurrence of response costs, and the recovery of those costs under § 107(a) of CERCLA, 42 U.S.C. § 9607(a).

28. Pursuant to § 107(a) of CERCLA, 42 U.S.C. § 9607(a), Defendants are liable, jointly and severally, to Plaintiffs for all past, present and future response costs, including costs and prejudgment interest, incurred by Plaintiffs at the Site.

COUNT II: CERCLA § 113 CONTRIBUTION

29. Plaintiffs incorporate herein all of the allegations set forth above as if fully restated here.

30. Any person who has or will incur response costs may seek contribution from any other person who is liable or potentially liable under § 107(a) of CERCLA, 42 U.S.C. § 9607(a).

31. Defendants are strictly liable for response costs at the Site under § 107(a) of CERCLA, 42 U.S.C. § 9607(a).

32. Plaintiffs are entitled to contribution from Defendants under § 113(f) of CERCLA, 42 U.S.C. § 9613(f), for each Defendant's equitable share of all past and future response costs and damages incurred by Plaintiffs and for the response actions associated with the Site.

COUNT III: DECLARATORY RELIEF

33. Plaintiffs incorporate herein all of the allegations set forth above as if fully restated here.

34. An actual, substantial, and justiciable controversy exists between Defendants and Plaintiffs regarding their respective rights and obligations for the response costs that have been and will be incurred in connection with the release and/or threatened release of hazardous substances at the Site.

35. Plaintiffs seek a declaratory judgment against Defendants under § 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2), holding Defendants jointly and severally liable for response costs incurred and to be incurred by Plaintiffs at the Site that will be binding in any subsequent action to recover further response costs or damages.

36. Pursuant to § 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2), and 28 U.S.C. § 2201, Plaintiffs are entitled to a declaration from this court that Defendants are liable to Plaintiffs, jointly

and severally, for all, or Defendants' equitable share of, the response costs and damages incurred or to be incurred by Plaintiffs at the Site.

COUNT IV: EQUITABLE RESTITUTION

37. Plaintiffs incorporate herein all of the averments set forth above as if fully restated here.

38. To date, Plaintiffs have incurred response costs, including but not limited to the costs of implementing the Unilateral Administrative Order and the Administrative Order on Consent for Remedial Design, and other expenses, including, but not limited to attorneys' fees, experts' fees and administrative costs, of over \$2 million.

39. By expending over \$2 million for these activities, Plaintiffs unofficially conferred a benefit upon Defendants in the amount of at least \$2 million.

40. Retention by Defendants of this benefit in excess of \$2 million would be contrary to fundamental principles of justice and equity and would unjustly enrich Defendants.

41. Plaintiffs are entitled to a judgment against Defendants for equitable restitution in the amount of each Defendant's equitable portion of the over \$2 million in incurred costs.

COUNT V: EQUITABLE CONTRIBUTION

42. Plaintiffs incorporate herein all of the averments set forth above as if fully restated here.

43. The obligation to expend at least \$2 million in costs and expenses associated with the Site, and to continue to expend money to respond to contamination at the Site is a common legal obligation owed by Plaintiffs and Defendants.

44. Defendants have failed and continue to fail to contribute their equitable portion of the costs and expenses paid and to be paid by Plaintiffs.

45. Defendants have breached their obligations with respect to the Site and are liable to Plaintiffs to pay their pro rata share of the resulting liability.

46. Consistent with fundamental principles of justice and equity, Plaintiffs have a right of contribution, arising under state common law and/or statutory law.

47. Plaintiffs are entitled to contribution from Defendants in the amount of each Defendant's equitable portion of the costs incurred and to be incurred by Plaintiffs at the Site.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs request that this Court:

A. Enter a judgment against Defendants that Defendants are jointly and severally liable under § 107 of CERCLA, 42 U.S.C. § 9607, for all response costs and damages Plaintiffs have incurred in connection with the release and/or threatened release of hazardous substances at, onto, or from the Site in an amount according to the proof at trial, plus attorney's fees, costs, and prejudgment interest;

B. In the alternative, enter a judgment against Defendants, pursuant to § 113(f) of CERCLA, 42 U.S.C. § 9613(f), for their fair, equitable, and proportionate contribution for all response costs and damages that Plaintiffs have incurred in connection with the release and/or threatened release of hazardous substances at, onto, or from the Site in an amount according to the proof at trial, plus attorney's fees, costs, and prejudgment interest;

C. Enter a declaratory judgment that Defendants are jointly and severally liable under § 107 of CERCLA, 42 U.S.C. § 9607 and under 28 U.S.C. § 2201, for all future response costs and damages resulting from the release and/or threatened release of hazardous substances at, onto, or from the Site, including attorney's fees, costs and prejudgment interest;

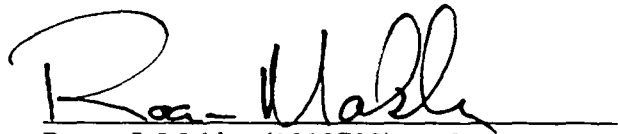
D. In the alternative, enter a declaratory judgment against Defendants, pursuant to § 113(f) of CERCLA, 42 U.S.C. § 9613(f) and 28 U.S.C. § 2201, for their fair, equitable and proportionate share of all future response costs and damages resulting from the release and/or threatened release of hazardous substances at, onto, or from the Site, including attorney's fees, costs and prejudgment interest;

E. Enter a judgment that Defendants are liable for equitable restitution in the amount of each Defendant's equitable portion of the response costs incurred by Plaintiffs at the Site.

F. Enter a judgment against Defendants for their equitable portion of the costs incurred and to be incurred by Plaintiffs at the Site.

G. Enter a judgment against Defendants for Plaintiffs' costs, attorney's fees, and interest, and such other and further relief as this Court may deem just and appropriate.

Respectfully submitted,



Roger J. Makley (0018702)
Trial Attorney
33 West First Street, Suite 600
Dayton, Ohio 45402
Telephone: (937) 223-8177

ATTORNEY FOR PLAINTIFFS

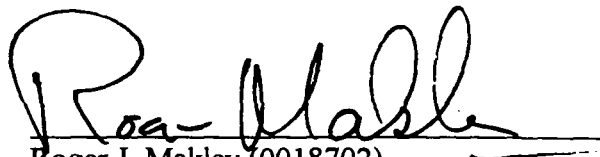
Of Counsel:

Karl S. Bourdeau
Beveridge & Diamond, P.C.
1350 I Street, N.W.
Suite 700
Washington, DC 20005
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(202) 789-6041

JURY DEMAND

Plaintiffs demand a trial by jury on all issues triable to a jury.

Respectfully submitted,



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Trial Attorney

CERTIFICATE OF SERVICE

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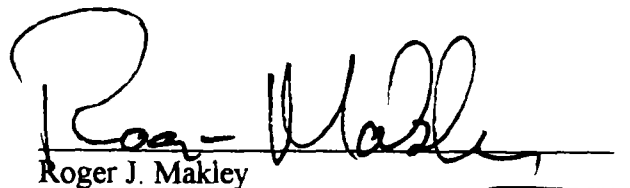
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ATTACHMENT A

SKINNER LANDFILL CHRONOLOGY

<u>Date:</u>	<u>Event:</u>
~ 1934	Property later acquired by Skinners commences landfill operations
1947	Albert and Elsa Skinner acquire property
1963	Butler County Board of Health approves Site as Sanitary Landfill
1960s / 1970s	Numerous complaints lodged about Skinner Site operations by neighbors
1976	OHEPA investigation - oil in lagoons; OHEPA eventually files suit against Skinners.
1978	John and Albert Skinner deposed in OHEPA lawsuit
April 1983	USEPA issues Responsible Party Search Report
September 1983	Site listed on NPL
June 1985	USEPA issues §107 letter and request for good faith offer to conduct RI/FS to: Aeronca, Chem Dyne, Cincinnati Fiberglass, Dow, Ford, General Cooperage, Globe Valve, Monsanto, Shell Oil, Velsicol, Maxwell Co., and Elsa Skinner
1985	USEPA conducts Phase I Remedial Investigation ("RI") - groundwater, surface water and soil sampling.
1989	USEPA initiates Phase II RI
August 1990	OHEPA orders Skinner Site closed to all landfilling activities
May 1991	Phase II RI completed
1991	USEPA issues initial round of §104(e) Requests for Information
June 1991	USEPA conducts administrative depositions of several witnesses: Ray Skinner, Elsa Skinner-Morgan, former Chemical Leaman tank cleaner, former Sanders Waste driver
April 1992	USEPA completes Feasibility Study ("FS")
Sept. 29, 1992	USEPA signs Interim Action Operable Unit Record of Decision ("ROD") - calls for Site fencing, provision of alternate water supply to potentially affected Site neighbors and groundwater monitoring
December 15, 1992	USEPA issues Unilateral Administrative Order ("UAO") for Interim Remedial Measures ("IRM") work to Respondents: Dow Chemical, Morton International, Monsanto Co., GE Aircraft Engines, Ford Motor Co., Velsicol Chemical, PPG Industries, Formica Corp., Chemical Leaman, Aeronca, Canadian Oxy ("Oxy"), Columbian Chemicals, American Cyanamid, Georgia-Pacific, Multi-Color Type, Elsa Skinner, Erving Paper Mills, Sealed Air Corp
January 1993	Group of UAO Respondents agree to perform IRM: Dow Chemical, Morton International, Monsanto Co., GE Aircraft Engines, Ford Motor Co., Velsicol Chemical, PPG Industries, Formica Corp., Chemical Leaman, Aeronca

Jan. - Aug. 1993 PRPs conducting IRM hire PRP investigation firm - Orion Management International - to conduct PRP search. Orion conducts comprehensive records search and interviews in excess of 32 witnesses with knowledge re: Site and/or PRPs

June 4, 1993 USEPA signs ROD for the second and final Site Operable Unit

September 29, 1993 IRM completed

April 1994 Group of PRPs (Dow, Morton International, Monsanto, GE Aircraft Engines, Ford, Velsicol Chemical and PPG Industries) signs Administrative Order on Consent for Remedial Design ("RD") with USEPA

1994 USEPA issues second round of §104(e) Requests for Information and continues PRP search, including interviews and administrative depositions. USEPA deposes / interviews, among others, a former Skinner Site contract employee, Dick Clark of Clarke's Complete Collection and other Clarke business entities, Chem-Dyne principle Bill Kovacs, various King Container drivers, Whitton Trucking Company drivers

Fall 1996 Cooperating PRP Group completes RD

December 1996 USEPA sends notice of ADR proceedings to PRPs

April 1996 Packages contained alleged nexus information sent to PRPs