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8 Attorneys for Claudette A. Earl; Earl Manufacturing Company, Inc.,
9 a California corporation, dissolved on March 17, 2014

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STATE OF CALIFORNIA
STATE WATER RESOURCES CONTROL BOARD

In re. Cleanup and Abatement Order No.
R4-2015-0011; Former Earl Manufacturing,
11862 Burke Street, Santa Fe Springs, California
(SCP No. 0725 and Site ID No. 2040351)

NO.
PETITION FOR REVIEW ACTION;
REQUEST FOR STAY

Pursuant to Water Code Section 13320 and California Code of Regulations, Title 23, Section 2050, et seq., Ms. Claudette A. Earl and Earl Manufacturing Company, Inc., a California corporation, dissolved on March 17, 2014 ("Company," and collectively with Ms. Earl, "Petitioners") hereby respectfully submits this Petition for Review ("Petition") to the State Water Resources Control Board ("State Board") for review and stay of the Cleanup and Abatement Order No. R4-2015-0011 (the "Order") dated January 14, 2015, issued by the Executive Officer of the Los Angeles Regional Water Quality Control Board ("Regional Board") with regard to the former Earl Manufacturing Inc. site, located at 11862 Burke Street, Santa Fe Springs, California (SCP No. 0725 and Site ID No. 2040351) (the "Site"). A true and correct copy of the Order is attached hereto as Exhibit A.

1. Name, address, telephone number and e-mail address of the petitioner.

Claudette A. Earl
304 Armsley Square
Ontario, California 91762
(909) 986-0532

DEMETRIOU, DEL GUERCIO, SPRINGER & FRANCIS, LLP
700 South Flower Street, Suite 2325
Los Angeles, California 90017

1 Earl Manufacturing Company, Inc.,
2 a California corporation, dissolved on March 17, 2014

3 Petitioners can be contacted through their counsel of record:

4 Tammy M. J. Hong, Esq.
5 Demetriou, Del Guercio, Springer & Francis, LLP
6 700 South Flower Street, Suite 2325
7 Los Angeles, California 90017
8 Phone (213) 624-8407
9 Fax (213) 624-0174
10 Email: mfrancis@ddsffirm.com

11 **2. The action or inaction of the Regional Board being petitioned.**

12 The Regional Board action for which this Petition is submitted concerns the issuance of the
13 Order and the contents and requirements set forth in the Order. The Order requires Petitioner to,
14 among other things: (a) assess the environment at, under or around the Site, (b) assess, characterize
15 and delineate the alleged wastes in soil matrix, soil vapor and groundwater, (c) conduct indoor air
16 monitoring to assess risk levels; (d) implement a cleanup and abatement program; (e) implement a
17 plume-wide groundwater monitoring program; and (f) submit periodic work plans and reports.

18 **3. The date the Regional Water Board acted, refused to act, or was requested to act.**

19 The date of the Regional Board's action, which is subject to review pursuant to the Petition
20 is January 14, 2015, the date the Order was issued by the Executive Officer of the Regional Board.

21 **4. A statement of the reasons the action or inaction was inappropriate or improper.**

22 Earl is a single woman who resides in Ontario, California. She is retired with very modest
23 means. Her only sources of income are the rent she receives from the Site and Social Security.
24 Ms. Earl inherited the Site from her father who operated the Company on the Site. The Company
25 manufactured springs, sparkplugs, automotive jacks and other machine parts on the Site. The
26 Company ceased its operations in December 2000. Shortly after it ceased operations, the Company
27 sold its equipment. The Company then became suspended from doing business in the State of
28 California. Ms. Earl solely paid the taxes for the Company. Further, Ms. Earl personally paid for
the repair and maintenance expenses for the Site, and real estate agent commissions for lease of the
Site to make it an income producing property. For example, from 2010-2012, Ms. Earl spent almost
\$80,000 in property repair and maintenance, including but not limited to, roof replacement and

1 pavement repairs, and real estate commissions.

2 In addition to the already significant expenses related to the taxes for the Company,
3 maintenance and repairs costs and commissions expended for the Site, Ms. Earl has paid the costs
4 for performing the investigation of the Site as directed by the Regional Board. However, Ms. Earl's
5 limited income and significant personal injuries created a financial hardship for her to carry on the
6 investigation work, including, but not limited to, implementing the approved work plan, and
7 preparing and submitting the requested technical report. Accordingly, on June 27, 2011, Petitioners
8 submitted their confidential financial information and materials for financial hardship analysis
9 (hereinafter collectively, "Financial Hardship Application") to the Regional Board. (Attached
10 hereto as Exhibit B is a true and correct copy of the cover letter under which Financial Hardship
11 Application was submitted.)

12 On June 8, 2012, Petitioners had to likewise submit a substantially similar set of evidence in
13 response to the United States Environmental Protection Agency's ("EPA") September 28, 2013
14 Omega Chemical Company Superfund Site ("Omega Site") Operable Unit II ("OU-2") "Special
15 Notice" letter. Petitioners understand that EPA considers Petitioners' evidence to be complete for
16 and demonstrates an "inability to pay" determination. Petitioners are still waiting for EPA's
17 confirmation for its inability to pay status and EPA's response to Ms. Earl's good faith offer.

18 On or about May 16, 2013, the Regional Board issued Draft Cleanup and Abatement Order
19 No. R4-2013-0012 ("Draft Order"). (A true and correct copy of the Draft Order is attached hereto
20 as Exhibit C.) The Draft Order made certain allegations against Petitioners and regarding the Site,
21 and, if finalized, purported to require an extensive set of very costly investigations and remediation
22 work. However, regardless of Petitioners' alleged legal liability with respect to the Site, and
23 regardless of the alleged feasibility or reasonableness of the Regional Board's required actions,
24 Petitioners' insolvent or near-insolvent financial condition rendered such alleged issues moot with
25 respect to Petitioners.¹ Further, since the Financial Hardship Application was submitted on June 27,
26 2011, Ms. Earl experienced a further significant setback in her financial condition as a result of
27 approximately \$75,000 in payments to the Internal Revenue Service and California Board of

28 ¹ Petitioners reserve the right to submit supplemental analysis and argument in connection with their alleged liability and the alleged feasibility or reasonableness of the Regional Board's required actions.

1 Equalization for the 2012 tax year. On June 28, 2013, Ms. Earl provided the Regional Board with
2 supplemental financial information to show her exacerbated financial condition. Accordingly, the
3 Financial Hardship Application, as supplemented, demonstrated that Petitioners are not in a position
4 to perform the extensive set of work contemplated in the Order.

5 Notwithstanding Ms. Earl's demonstration of financial hardship, in a good faith effort to
6 direct her limited resources to the actual investigation of the Site, on June 27, 2013, Ms. Earl made
7 the following proposals to the Regional Board. First, Petitioners requested that the Regional Board
8 place the issuance of an Order on hold indefinitely. Petitioners submitted that an Order would be
9 counterproductive given Ms. Earl's very limited financial resources. The issuance of an Order
10 would exacerbate Ms. Earl's financial condition to insolvency. In exchange for placing the Order
11 on an indefinite abeyance, Ms. Earl proposed that she would have certain work performed over time
12 as her limited resources permit. As Ms. Earl's initial work proposal, she proposed to have a subslab
13 soil vapor assessment workplan prepared and submitted to the Regional Board for its review and
14 approval. Ms. Earl proposed that such workplan would be submitted to the Regional Board within
15 30 days of the Regional Board's acceptance of her proposal. Ms. Earl further proposed the
16 implementation of such workplan and the submittal of the results in a technical report upon the
17 Regional Board's approval of the workplan.

18 Then, depending upon the results of the proposed soil vapor assessment, and provided that
19 Ms. Earl continues to receive at least the same level of rental income from the Site, Ms. Earl
20 committed to earmark and expend \$8,000 per year for further investigative and remediation work as
21 agreed upon and approved by the Regional Board. Ms. Earl proposed that such level of work
22 continue until the Site investigation is complete and any required soil remediation is performed.

23 In the meantime, in an effort to supplement the funds to perform the Regional Board's
24 required investigation and clean-up work at the Site, Ms. Earl contacted a representative of the
25 Omega Site Potentially Responsible Parties Organized Group ("OPOG"), and proposed that OPOG
26 fund and perform the Regional Board's required investigation and cleanup work at the Site in
27 exchange for OPOG's use of a portion of Ms. Earl's property in connection with a portion of the
28 Omega Site OU-2 interim remedy. Since then, OPOG has rejected this offer.

1 In a letter dated July 30, 2014, the Regional Board accepted Ms. Earl's proposal to conduct a
2 limited soil vapor survey for vapor intrusion evaluation and to submit a report. However, the
3 Regional Board stated that \$8,000 annual commitment for future investigation and remediation
4 work is inadequate, and demanded that additional funds must be sought and committed to
5 investigate and clean up contamination allegedly released at the Site.

6 Ms. Earl then caused that certain Soil-Vapor Survey, Vapor Intrusion Investigation and
7 Health Risk Assessment Work Plan ("Work Plan") dated August 30, 2013 to be timely submitted to
8 the Regional Board, which was revised on or about October 21, 2013. The Regional Board
9 approved the revised Work Plan on February 6, 2014. The Regional Board also ordered that a Soil-
10 Vapor Survey, Vapor Intrusion Investigation and Screening Level Health Risk Assessment Report
11 be submitted, and Ms. Earl caused such report to be timely submitted on July 15, 2014. In addition,
12 the Regional Board ordered another round of soil vapor testing and an assessment report including
13 updated vapor intrusion evaluation and human health risk assessment to be submitted. However,
14 already having expended over \$12,000 in the investigation and the Regional Board's oversight
15 costs, Ms. Earl requested an extension of time to perform the additional round of soil vapor
16 sampling and to submit the updated assessment report, which were estimated to cost approximately
17 \$11,000. In addition, Ms. Earl requested that the Regional Board waive its current and future
18 oversight costs with respect to the Site so that Ms. Earl could spend all of her budgeted amount to
19 perform the actual investigation work ordered by the Regional Board.

20 As a further impact to Ms. Earl's financial condition, on August 15, 2014, OPOG sued
21 Petitioners alleging, among other things, cost recovery cause of action in *Alcoa, Inc., et al. v. APC*
22 *Investment Co., et al.* (2:14-cv-06456-R-E) ("Lawsuit"). (Attached hereto as Exhibit D is a true and
23 correct copy of the Amended Complaint filed in the Lawsuit.)

24 Until the issuance of the Order, Ms. Earl received no determination on the Financial
25 Hardship Application. In its response to Petitioners' comments to the Draft Order, the Regional
26 Board stated that the State Board, Office of Research and Planning, and Performance determined
27 that Ms. Earl has the ability to pay, but "may encounter possible financial hardship." Further,
28 without any suggestion as to how, the Regional Board demanded "additional funds must be sought

1 and committed to investigate and cleanup contamination...."² The Regional Board's determination
2 on Petitioners' Financial Hardship Application was without any support or basis. Ms. Earl obtained
3 an estimate of the investigation and remediation work required under the Order. (Attached
4 collectively hereto as Exhibit E are true and correct copies of the estimates of the work required
5 under the Order.) The total estimated cost is approximately \$256,000, with the additional operating
6 costs. As demonstrated in Petitioners' financials, there is no source for additional funds available to
7 Ms. Earl. That is, Ms. Earl has no further assets that may be used to obtain additional funds.
8 Further, the Site cannot be used as a collateral for any loans due to the contamination.

9 In sum, Ms. Earl has limited financial resources in her retirement, and is exposed to
10 significant liability from the EPA, plaintiffs in the Lawsuit and the Regional Board. Ms. Earl
11 proposed a reasonable approach to apply her limited resources to investigation and remediation of
12 the Site, as her finances permit. However, the Regional Board continues to demand that Ms. Earl
13 perform investigation and remediation work, which are clearly beyond her means and unreasonable
14 given her demonstration of financial hardship. As a result of the Regional Board's continued
15 demand that Ms. Earl perform expensive investigation and remediation work, which are clearly
16 outside her means, Ms. Earl suffers anxiety and fear for her subsistence in her retirement.

17 **5. How the petitioner is aggrieved.**

18 As demonstrated, Ms. Earl has very limited financial resources in her retirement, and is
19 exposed to significant liability from the EPA, plaintiffs in the Lawsuit and the Regional Board. Ms.
20 Earl proposed a reasonable approach to apply her limited resources to investigation and remediation
21 of the Site, as her finances permit. However, the Regional Board continues to demand that Ms. Earl
22 perform investigation and remediation work, which are clearly beyond her means and unreasonable
23 given her demonstration of financial hardship. As a result of the Regional Board's continued
24 demand that Ms. Earl perform expensive investigation and remediation work, which are clearly
25 outside her means, Ms. Earl suffers anxiety and fear for her subsistence in her retirement.

26 ///

27 ² As noted above, in efforts to provide for the Site investigation and remediation as directed by the Regional Board, Ms.
28 Earl did contact OPOG and offered the use of a portion of her property in connection with the Omega Site OU-2 Interim
Remedy in exchange for OPOG's performance of the investigation and cleanup of the Site. However, OPOG refused
such offer.

1 Order.

2 **1. There will be substantial harm to the Petitioners or to the public interest if a stay is**
3 **not granted.**

4 Ms. Earl is a single woman in her retirement, living on a limited income. (Declaration of
5 Tammy M. J. Hong attached hereto [“Hong Decl.”] ¶3.) The Company ceased its operation in
6 2000, sold all its equipment, and is dissolved as of March 2014. (Hong Decl. ¶5.) Ms. Earl is
7 solely responsible for the investigation and remediation work ordered by the Regional Board.
8 (Hong Decl. ¶6.) In June 2011, Ms. Earl demonstrated financial hardship by submitting a
9 comprehensive set of financial documents. (Hong Decl. ¶7.) Still, the Regional Board
10 unreasonably and without basis, persists to take the position that Ms. Earl has the means to pay for
11 the environmental investigation and remediation of the Site. (Hong Decl. ¶9.) The Order requires
12 Ms. Earl to expend approximately \$256,000 in investigation and remediation work with additional
13 operating costs. (Hong Decl. ¶10.) Ms. Earl simply does not have the means to perform the work
14 required under the Order. (Hong Decl. ¶13.) Attempt to comply with the Order will severely
15 jeopardize Ms. Earl’s subsistence in her retirement. (Hong Decl. ¶14.) As a result of the Order and
16 required work thereunder, Ms. Earl suffers from anxiety, and fears for her subsistence. (Hong
17 Decl. ¶15.)

18 The Order requires Ms. Earl to, among other things, develop a site conceptual model and
19 complete assessment and delineation of waste discharge and impact to indoor air quality by July
20 15, 2015. (Hong Decl. ¶11.) The consultants require at least 60 days to complete these tasks.
21 (Hong Decl. ¶12.) If the Order is not stayed by early May 2015, Ms. Earl will be forced to perform
22 investigation work that she simply cannot afford. (Hong Decl. ¶13.) Accordingly, Ms. Earl faces a
23 substantial harm if this request for stay of the Order is not granted.

24 **2. There will be no substantial harm to other interested persons and to the public**
25 **interest if a stay is granted.**

26 As discussed above, Ms. Earl is exposed to liability from EPA, plaintiffs in the Lawsuit and
27 the Regional Board. These claimants have a common objective in that they seek remediation of the
28 groundwater at and around the Site. By virtue of being exposed to a number of claimants who all

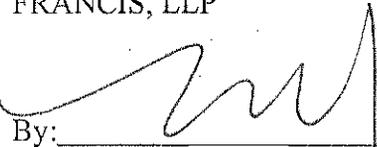
1 have a common objective, Ms. Earl will be compelled to contribute to remediation of the Site and
2 the regional groundwater. Further, the Site is located in a Superfund site with significant regional
3 impact that remains to be investigated for many years to come by numerous potentially responsible
4 parties. (Comprehensive Environmental Response, Compensation, and Liability Information
5 System as ID No. CAD042245001.) (Hong Decl. ¶16.) Given such enormous task of investigating
6 and remediating the regional impact and Ms. Earl's limited resources, the interested parties should
7 prioritize the investigation and cleanup tasks based on the level of risks involved. (Hong Decl.
8 ¶16.) A blanket order to spend hundreds of thousands of dollars on tasks that are not on high
9 priority or that may be duplicative of other region-wide investigation and remediation works will
10 result in a waste of valuable resources. (Hong Decl. ¶18.) Accordingly, the public interest is better
11 served by a stay of the Order.

12 **3. There are substantial questions of fact or law regarding the disputed action.**

13 The Order made certain allegations against Petitioners and regarding the Site, and, purports
14 to require an extensive set of very costly investigations and remediation work. However, regardless
15 of Petitioners' alleged legal liability with respect to the Site, and regardless of the alleged feasibility
16 or reasonableness of the Regional Board's required actions, Petitioners' insolvent or near-insolvent
17 state rendered such alleged issues moot with respect to Petitioners. Rather, the dispute with the
18 Order lies in the fact that the Order requires very costly investigation and remediation work, which
19 are contrary to and unsupported by Ms. Earl's demonstration of financial hardship.

20
21 DATED: February 12, 2015

DEMETRIOU, DEL GUERCIO, SPRINGER &
FRANCIS, LLP

22
23
24 By: 

Tammy M. J. Hong
Attorneys for Claudette A. Earl; Earl
Manufacturing Company, Inc., a California
corporation, dissolved on March 17, 2014

DECLARATION OF TAMMY M. J. HONG
IN SUPPORT OF THE REQUEST FOR STAY

I, TAMMY M. J. HONG, hereby declare as follows:

1. I am an attorney licensed to practice law in the State of California. I am an associate with the law firm of Demetriou, Del Guercio, Springer & Francis, LLP, counsel for Petitioners Ms. Claudette A. Earl and Earl Manufacturing Company, Inc., a California corporation, dissolved on March 17, 2014 (“Company,” and collectively with Ms. Earl, “Petitioners”). I make this Declaration in support of Petitioners’ Request for Stay.

2. Except as to those alleged based on information and belief, which I believe them to be true, I have personal knowledge of facts set forth in this declaration, and if called upon, could and would testify competently to those facts.

3. Ms. Earl is a single woman in her retirement, living on a limited income.

4. Ms. Earl inherited the former Earl Manufacturing Inc. site, located at 11862 Burke Street, Santa Fe Springs, California (SCP No. 0725 and Site ID No. 2040351) (the “Site”) from her father who operated the Company on the Site.

5. The Company manufactured springs, sparkplugs, automotive jacks and other machine parts on the Site. The Company ceased its operations in December 2000. Shortly after it ceased operations, the Company sold its equipment, and is dissolved as of March 2014.

6. Ms. Earl is solely responsible for the investigation and remediation work ordered by the Los Angeles Regional Water Quality Control Board (“Regional Board”) in connection with the Site.

7. In June 2011, Ms. Earl demonstrated financial hardship by submitting a comprehensive set of financial documents to the Regional Board.

8. The Executive Officer of the Regional Board issued the Cleanup and Abatement Order No. R4-2015-0011 (the “Order”) dated January 14, 2015, with regard to the Site.

9. Despite Petitioners’ demonstration of financial hardship, Regional Board unreasonably and without basis, persists to take the position that Ms. Earl has the means to pay for the environmental investigation and remediation of the Site.

1 10. The Order requires Ms. Earl to expend approximately \$256,000 in investigation and
2 remediation work with additional operating costs.

3 11. The Order requires Ms. Earl to, among other things, develop a site conceptual model
4 and complete assessment and delineation of waste discharge and impact to indoor air quality by July
5 15, 2015.

6 12. I telephoned Leymaster Environmental Consulting, LLC, ("LEC") Petitioners'
7 consultants, and inquired when they must commence work to prepare and complete the site
8 conceptual model and complete assessment and delineation of waste discharge and impact to indoor
9 air quality by July 15, 2015. LEC stated that they need at least 60 days to complete these tasks.

10 13. Ms. Earl simply does not have the means to perform the work required under the
11 Order.

12 14. Attempt to comply with the Order will severely jeopardize Ms. Earl's subsistence in
13 her retirement.

14 15. As a result of the Order and required work thereunder, Ms. Earl suffers from anxiety,
15 and fears for her subsistence.

16 16. The Site is located in a Superfund site with significant regional impact that remains
17 to be investigated for many years to come by numerous potentially responsible parties.
18 (Comprehensive Environmental Response, Compensation, and Liability Information System as ID
19 No. CAD042245001.)

20 17. Given such enormous task of investigating and remediating the regional impact and
21 Ms. Earl's limited resources, the interested parties should prioritize the investigation and cleanup
22 tasks based on the level of risks involved.

23 18. A blanket order to spend hundreds of thousands of dollars on tasks that are not on
24 high priority or that may be duplicative of other region-wide investigation and remediation works
25 will result in a waste of valuable resources.

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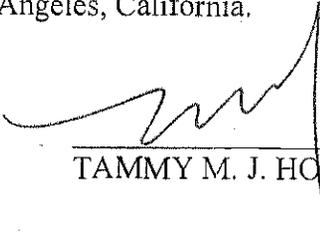
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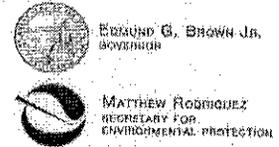
I declare under penalty of perjury under the laws of the State of California that the foregoing
is true and correct.

Executed on February 12, 2015 at Los Angeles, California.



TAMMY M. J. HONG

DEMETRIOU, DEL GUERCIO, SPRINGER & FRANCIS, LLP
700 South Flower Street, Suite 2325
Los Angeles, California 90017



EDMUND G. BROWN JR.
GOVERNOR

MATTHEW RODRIGUEZ
SECRETARY FOR ENVIRONMENTAL PROTECTION

Los Angeles Regional Water Quality Control Board

January 14, 2015

Ms. Claudette Earl
Earl Manufacturing Company, Inc.
304 Arinsley Square
Ontario, CA 91762

Certified Mail
Return Receipt Requested
Claim No. 7013 1090 0000 7172 5690

SUBJECT: CLEANUP AND ABATEMENT ORDER NO. R4-2015-0011

SITE/CASE: FORMER EARL MANUFACTURING, 11862 BURKE STREET, SANTA FE SPRINGS, CALIFORNIA (SCP NO. 0725 AND SITE ID NO. 2040351)

Dear Ms. Earl:

The California Regional Water Quality Control Board, Los Angeles Region (Regional Board) is the public agency with primary responsibility for the protection of ground and surface water quality for all beneficial uses within major portions of Los Angeles County and Ventura County, including the above-referenced site. In accordance with these responsibilities, enclosed is Cleanup and Abatement Order No. R4-2015-0011 (Order) directing you to assess, monitor, and cleanup and abate the effects of volatile organic compounds (VOCs) and other contaminants of concern discharged to soil and groundwater at 11862 Burke Street, Santa Fe Springs, California. This Order is issued under section 13304 of the California Water Code. Should you fail to comply with any provision of this Order, you may be subject to further enforcement action, including, but not limited to, sections 13304, 13308, and 13350.

A draft of this Order was provided to you on May 16, 2013, inviting comments. Comments were provided by your attorneys, Mr. Michael Francis and Ms. Tammy Hong of Demetriou, Del Guercio, Springer & Francis, LLP, dated June 27, 2013 and June 28, 2013, respectively. The attached document, titled *Responsiveness Summary – Draft Cleanup and Abatement Order R4-2013-0012*, summarizes your attorney's comments and our responses.

In making our determination to finalize the Order, the Regional Board has considered historic data and the latest data in the *Soil-Vapor Survey, Vapor Intrusion Investigation and Screening Level Health Risk Assessment Report* dated July 15, 2014. Based on the high levels of subsurface contamination at the site and the potential health risks associated with indoor air contamination, the Regional Board has determined that an Order is appropriate at this time to achieve reasonable levels of progress in assessing and remediating the site. The Order, and future amendments thereto, will establish a dedicated schedule (within reasonable timeframes) to submit technical reports and implement remedial actions to cleanup and/or abate the impacts to soil, soil vapor, groundwater, and indoor air at the subject site and vicinity.

The Regional Board also received a letter from your attorney dated July 22, 2014, requesting an extension to submit an additional subsurface investigation report and updated vapor intrusion evaluation and human health risk assessment from December 15, 2014 to July 15, 2015. The attached CAO includes a schedule, which requires submittal of the human health risk assessment by July 15, 2015 as requested. All current

CHARLES STPINGER, CHAIR | SAMUEL UNGER, EXECUTIVE OFFICER

320 West 4th St., Suite 200, Los Angeles, CA 90013 | www.waterboards.ca.gov/losangeles

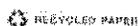


EXHIBIT A

January 14, 2015

and future due dates for submittal of technical reports will be established with issuance of the enclosed CAO. Due dates may be revised upon approval by the Executive Officer as amendments to the Order. The referenced letter also requests that the Regional Board waive its current and future oversight costs so that your limited financial resources can be used to perform required investigation work at the subject site. The Regional Board does not have the authority to waive our oversight charges. Please note that the Regional Board Site Cleanup Program (SCP) is funded through the cost recovery program, pursuant to CWC section 13304, and as required by CWC section 13365.

If you have any questions regarding this CAO, please contact Mr. David Young at (213) 576-6733 or david.young@waterboards.ca.gov, or Ms. Su Han at (213) 576-6735 or su.han@waterboards.ca.gov.

Sincerely,


Samuel Unger, PE
Executive Officer

Enclosure: 1) Cleanup and Abatement Order No. R4-2015-0011
2) Responsiveness Summary – Draft Cleanup and Abatement Order R4-2013-0012

Cc: Mr. Wayne Praskins, US Environmental Protection Agency
Ms. Stephanie Lewis, California Department of Toxic Substances Control
Mr. Tom Hall, Santa Fe Springs Department of Fire and Rescue
Mr. Richard Lavin, Los Angeles County Department of Public Health
Mr. Ted Johnson, Water Replenishment District of Southern California
Mr. Gene Lucero, Omega Chemical Site PRP Organized Group
Mr. Michael A. Francis, Demetriou, Del Guercio, Springer & Francis, LLP
Ms. Tammy Hong, Demetriou, Del Guercio, Springer & Francis, LLP
Mr. Charles Lindeman, Leymaster Environmental Consulting, LLC
Mr. Dennis Trepanier, FTR Associates
Mr. Denny Osborne, Osborne Property (Laird Plastics, Santa Fe Springs)
Ms. Cristal Prieto, Steven Label
Ms. Jennifer Price, Bolero Plastics

RESPONSIVENESS SUMMARY – DRAFT CLEANUP AND ABATEMENT ORDER R4-2013-0012
 Comment due date: July 1, 2013

No.	Author	Comment Date	Comment	Los Angeles Regional Water Quality Control Board (Regional Board) Response to Comment
1	Michael Francis, Demetrious Del Guercio, Springer & Francis, LLP	6/27/13	Ms. Earl does not have the financial ability to respond to and implement the full range of actions directed in the Draft Cleanup and Abatement Order (CAO).	<p>Based on comments received from the State Board, Office of Research and Planning, and Performance (ORPP) following its financial analysis of Ms. Earl's ability to pay for environmental investigation and cleanup at the site, ORPP determined that Ms. Earl has the ability to pay, but may encounter possible financial hardship. Therefore, the Regional Board approved a phased approach to site investigation and cleanup in a letter dated December 15, 2011. With issuance of the CAO, the Regional Board will continue to require a phased approach to site assessment, cleanup, and abatement of impacted indoor air, and for any required public participation.</p> <p>Ms. Earl has proposed allocating \$8,000.00 annually for the purposes of environmental investigation and cleanup at the subject site. As indicated in our letter dated July 30, 2013, Regional Board staff determined that this amount of funding is inadequate to address the high levels of contamination already detected in soil and groundwater beneath the site. Based on the recent indoor air evaluation completed at the site in 2014, the Office of Environmental Health Hazard Assessment (OEHHA) indicate that the estimated risks calculated for the site exceed common benchmarks for occupational exposure to impacted indoor air. Additional funds must be sought and committed to investigate and cleanup contamination that has resulted from historic operations (and releases) at the former Earl Manufacturing facility.</p>

RESPONSIVENESS SUMMARY – DRAFT CLEANUP AND ABATEMENT ORDER R4-2013-0012
 Comment due date: July 1, 2013

2	Michael Francis, Demetrios, Del Guercio, Springer & Francis, LLP	6/27/13	In exchange for placing the CAO on an indefinite abeyance, Ms. Earl proposes that she will have certain work performed, over time as her limited resources permit.	The Regional Board indicated in our letter dated July 30, 2013, that acceptance of your proposal is contingent on adherence to the approved schedules and completion of adequate levels of investigation and cleanup work at the site in the future, to achieve and/or maintain reasonable progress. According to the latest data in the <i>Soil-Vapor Survey, Vapor Intrusion Investigation and Screening Level Health Risk Assessment Report</i> submitted by your consultant Leymaster Environmental Consulting, LLC, dated July 15, 2014, high levels of subsurface contamination at the site have resulted in health risk estimates associated with potential indoor air vapor intrusion at levels above those considered protective of human health under a commercial land use scenario. Regional Board staff have determined that the current progress of work being completed at site is not adequate considering the significant impacts to soil, soil vapor, groundwater, and potentially indoor air.
3	Michael Francis, Demetrios, Del Guercio, Springer & Francis, LLP	6/27/13	Ms. Earl advises that "The Earl Family Trust" no longer exists.	The Regional Board has modified the CAO to reflect Ms. Claudette Earl as the primary responsible party (Discharger) for the subject site.
4	Tammy Hong, Demetrios, Del Guercio, Springer & Francis, LLP	6/28/13	Ms. Earl submitted financial hardship evidence in response to the US Environmental Protection Agency's (EPA's) September 28, 2012 Omega Chemical Company Superfund Site Operable Unit II "Special Notice" letter. Ms. Earl believes the referenced evidence is complete for the "inability to pay" determination and is waiting for EPA's response.	The issuance of the CAO by the Regional Board is independent of the US EPA's review of Ms. Earl's ability or inability to pay. As noted above, the State Water Board ORPP performed a financial analysis of Ms. Earl's submitted documents, resulting in the conclusions noted in Comment 1 (above).

STATE OF CALIFORNIA
CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD
LOS ANGELES REGION

CLEANUP AND ABATEMENT ORDER NO. R4-2015-0011
REQUIRING

MS. CLAUDETTE EARL

TO ASSESS, CLEANUP, AND ABATE
WASTE DISCHARGED TO WATERS OF THE STATE
(PURSUANT TO CALIFORNIA WATER CODE SECTION 13304)

AT FORMER EARL MANUFACTURING, INC. FACILITY
11862 BURKE STREET,
SANTA FE SPRINGS, CALIFORNIA 90670

(SCP NO. 0725 AND SITE ID NO. 2040351)

This Cleanup and Abatement Order No. R4-2015-0011 (Order) is issued to Ms. Claudette Earl based on provisions of California Water Code sections 13304 and 13267, which authorize the Regional Water Quality Control Board, Los Angeles Region (Regional Board) to issue a Cleanup and Abatement Order and require the submittal of technical and monitoring reports.

The Regional Board finds that:

BACKGROUND

1. **Discharger:** Ms. Claudette Earl is the Responsible Party due to her ownership of the property and historical operations of the former Earl Manufacturing, Inc., facility:
 - A. The Regional Board has evidence that the referenced property is currently owned by Ms. Claudette Earl. Furthermore, Ms. Earl has acted as president of Earl Manufacturing, Inc., located at 11862 Burke Street, Santa Fe Springs, California, since at least 1988 to 2001.
 - B. Historical industrial operations at Earl Manufacturing (site) from the early 1960s to 2001 resulted in the discharge of wastes, including volatile organic compounds (VOCs), particularly tetrachloroethene (PCE), trichloroethene (TCE) and other waste constituents of concern to the environment.
 - C. As detailed in this Order, the Discharger has caused or permitted waste to be discharged or deposited where it is, or probably will be discharged into the waters of the state which creates, or threatens to create, a condition of pollution or nuisance.
2. **Location:** The site is located at 11862 Burke Street, Santa Fe Springs, California on approximately 0.75-acre of land, bounded by a Los Angeles County flood control channel and industrial/commercial property (Laird Plastics) to the south, industrial/commercial operations to the east (Steven Label) and west (Bolero Plastics), and by Burke Street to the north. Attachment A, Figure 1 (Site Location Map), attached hereto and incorporated herein by reference, depicts the location of the site. Additionally, Figure 2 (Site Vicinity Map, Attachment A), also attached hereto and incorporated herein, depicts the building occupying the site and the surrounding area. Land use setting in the vicinity of the site is commercial/industrial.

3. Groundwater Basin:

The site is located on the Downey Plain portion of the Coastal Plain of Los Angeles County, at an elevation of approximately 150 feet above mean sea level. The surface geology in the area is mapped by the California Division of Mines and Geology (*Geologic Map of California – Los Angeles Sheef*) as Quaternary alluvium. The subsurface at the site, to depths of at least 45 feet, is made up of unconsolidated fluvial sediments deposited by the San Gabriel River. Sediments encountered during the drilling of monitoring well MWV-1 were mostly silts and clays above a depth of approximately 25 feet below ground surface (bgs) and mostly medium- to coarse-grained sand between 25 and 43 feet bgs.

The site is within the Montebello Forebay of the Los Angeles Central Groundwater Basin, approximately 1¼-miles southeast of the San Gabriel River Spreading Grounds. The depth to groundwater at the site has been encountered as shallow as 28 feet below ground surface (bgs).

SITE HISTORY

4. **Site Description and Activities:** The site is currently leased by FTR Associates (FTR) for stainless steel cold rolling operations. FTR manufactures coil and flat springs and wire forms. FTR has occupied the site since 2001. According to the owner of FTR, hydrocarbon-based solvents have been used at the site since 2005.

From the early 1960s to 2001, the site was reportedly occupied by Earl Manufacturing, which manufactured springs, sparkplugs, automotive jacks and other machined parts at the site. The property consists of a large industrial building and a parking area. During the operation of the former Earl Manufacturing Company, the industrial building contained an office area, tool room, machining area, welding room, vapor degreaser room, automotive jack department, and a shipping department as shown on Figure 3 (Site Map, Attachment A)

The subject site is located in an industrial/commercial area. Adjacent properties are mostly light industrial facilities. A flood control channel traverses the southern property boundary and approximately 11 feet of the parcel extends onto the flood control channel.

5. **Chemical Usage and Storage:** The raw materials used at Earl Manufacturing were aluminum and mild steel. Trim-Sol, a cutting and grinding fluid was used in the saw drills, lathes, and the punch presses in the machining area, and waste oil was placed in 55-gallon drums pending appropriate disposal. Scrap metal from machining works was also disposed off-site appropriately. The assembled parts were cleaned using PCE in a vapor degreaser. Waste solvent from the vapor degreaser and some of the Trim-Sol waste oil was stored in a 1,000-gallon underground storage tank (UST) located in the southern area of the site. After cleaning, the assembled parts were spray-painted in a booth in the southwestern corner of the site, and paint filters disposed of in the dumpsters. A small amount of acetone was also used for cleaning and waste acetone was added to the UST.

A vapor degreaser was used on site from 1966 to 1992. The vapor degreaser and a 500-gallon aboveground storage tank (AST) for PCE were both located south of the building's center. Santa Fe Springs Fire Department records indicate that both PCE and TCE were utilized on site. TCE storage was reported to have been at the southwest exterior corner of the building. Waste solvent from the facility's vapor degreaser, some of the waste Trim-Sol

cutting/grinding fluids, and small amounts of waste acetone were reportedly stored in a the referenced 1,000-gallon UST located at the southeast exterior corner of the subject building adjacent to an area identified for solvent and rust inhibitor oil storage.

According to documents from the Los Angeles County Sanitation District (LACSD), the vapor degreaser was installed in 1966 and the on-site building had a roof-top cooling tower to circulate cold water through the condensing coils in the vapor degreaser. An industrial wastewater discharge permit (Permit No. 11819) was issued by the LACSD to Earl Manufacturing in 1989 to discharge cooling tower bleed-off to the sewer. The industrial wastewater permit was terminated in 1992 when the vapor degreaser was converted to a hot water degreaser.

Santa Fe Springs Fire Department (SFSFD) records related to the storage and handling of chemicals at the site indicate that a PCE bulk storage area, paint booth, paint storage area, TCE storage area, and a solvent rust inhibitor oil storage area were located at the site. PCE was stored in a 500-gallon above ground storage tank next to the vapor degreaser. Approximately 400 to 500 gallons of waste Trim-Sol cutting oil and PCE were generated at the site each year.

EVIDENCE OF WASTE DISCHARGE AND BASIS FOR SECTION 13304 ORDER

6. **Waste Discharges:** A notice of violation issued by the County of Los Angeles Department of Health Services dated March 21, 1984, indicated unauthorized discharges of paint to ground surfaces near the paint booth.

On August 13, 1997, the 1,000-gallon waste Trim-Sol oil/solvent UST was removed from the site. A sample of the sludge and oil was collected from the UST and analyzed for VOCs, petroleum hydrocarbons, and metals. PCE and TCE were detected in the sludge sample at concentrations of 7,180,000 and 632,000 micrograms per kilogram ($\mu\text{g}/\text{kg}$), respectively, and hydrocarbons with carbon chains below C_{10} were detected at 58,000,000 $\mu\text{g}/\text{kg}$, and in the C_{10} to C_{12} range at 53,500,000 $\mu\text{g}/\text{kg}$. Metal concentrations were detected for chromium and lead at 89,000 and 508,000 $\mu\text{g}/\text{kg}$, respectively, in the sludge from the UST.

PCE and total recoverable petroleum hydrocarbons (TRPH) were also detected at concentrations up to 422,000 $\mu\text{g}/\text{kg}$ and 1,840,000 $\mu\text{g}/\text{kg}$, respectively, in soil samples collected from the bottom of the UST excavation.

Limited soil matrix, soil vapor, and groundwater sampling was conducted at the site between 1998 and 2014. These investigations included sampling soil vapor probes to depths up to 18 feet bgs and four soil borings to depths up to 50 feet bgs, and installing and sampling one monitoring well (MW-1) at the site. The primary waste constituent, PCE, was detected in soil vapor up to 1,600 micrograms per liter ($\mu\text{g}/\text{L}$), up to 180,000 $\mu\text{g}/\text{kg}$ in soil, and up to 13,700 $\mu\text{g}/\text{L}$ in groundwater.

7. **Source Elimination and Remediation Status:** On August 13, 1997, the 1,000-gallon waste Trim-Sol oil/solvent UST was removed from the site.

8. Summary of Findings from Site Investigations

The Regional Board has reviewed and evaluated the technical reports and records

pertaining to the discharge, detection, and distribution of wastes at the site and the site vicinity. Elevated levels of VOCs, such as PCE and TCE, and other wastes have been detected in soil matrix, soil vapor and groundwater beneath the site.

- A. Earl Manufacturing Company had stored, used, and discharged VOCs, including PCE and TCE, during its historical operations at the site.
 - B. PCE and TCE have been detected in groundwater at concentrations up to 13,700 µg/L and 1,730 µg/L, respectively.
 - C. The VOCs plume in groundwater originating from the site has migrated offsite, affecting more groundwater resources; and has not been adequately delineated.
 - D. Due to the high concentrations of wastes discharged to soil and groundwater beneath the site a human health risk assessment (HHRA) was completed in 2014 to evaluate the potential indoor air intrusion risk from the impacted subsurface media. Based on the calculations, it is estimated that indoor air concentrations of PCE and TCE are 3,348 and 588 micrograms per cubic meter (µg/m³), respectively. The cumulative cancer risk estimate related to these estimated indoor air concentrations of VOCs is 5.1×10^{-3} . In a memorandum dated September 30, 2014, following their review of the referenced HHRA, the Office of Environmental Health Hazard Assessment (OEHHA) indicates that the estimated risks calculated for the site exceed common benchmarks for occupational exposure.
9. **Regulatory Status:** There have been no orders issued to the site to date from the Regional Board.

The site is located within the US Environmental Protection Agency (USEPA) Omega Superfund site plume boundaries.

10. **Impairment of Drinking Water Wells:** The Regional Board has the authority to require the Discharger and other dischargers to pay for or provide uninterrupted replacement water service to each affected public water supplier or private well owner in accordance with California Water Code section 13304.
11. **Sources of Information:** The sources for the evidence summarized above include but are not limited to: reports and other documentation in the Regional Board files, telephone calls and e-mail communication with responsible parties, their attorneys and consultants, and site visits.

AUTHORITY - LEGAL REQUIREMENTS

12. Section 13304(a) of the Water Code provides that:

"Any person who has discharged or discharges waste into the waters of this state in violation of any waste discharge requirement or other order or prohibition issued by a regional board or the state board, or who has caused or permitted, causes or permits, or threatens to cause or permit any waste to be discharged or deposited where it is, or probably will be, discharged into the waters of the state and creates, or threatens to create, a condition of pollution or nuisance, shall upon order of the regional board, clean up the waste or abate the effects of the waste, or, in the case of threatened pollution or nuisance,

take other necessary remedial action, including, but not limited to, overseeing cleanup and abatement efforts. A cleanup and abatement order issued by the state board or a regional board may require the provision of, or payment for, uninterrupted replacement water service, which may include wellhead treatment, to each affected public water supplier or private well owner. Upon failure of any person to comply with the cleanup or abatement order, the Attorney General, at the request of the board, shall petition the superior court for that county for the issuance of an injunction requiring the person to comply with the order. In the suit, the court shall have jurisdiction to grant a prohibitory or mandatory injunction, either preliminary or permanent, as the facts may warrant."

13. Section 13304(c)(1) of the California Water Code provides that:

"... the person or persons who discharged the waste, discharges the waste, or threatened to cause or permit the discharge of the waste within the meaning of subdivision (a), are liable to that government agency to the extent of the reasonable costs actually incurred in cleaning up the waste, abating the effects of the waste, supervising cleanup or abatement activities, or taking other remedial actions. . ."

14. Section 13267(b)(1) of the California Water Code provides that:

"In conducting an investigation..., the regional board may require that any person who has discharged, discharges, or is suspected of having discharged or, discharging, or who proposes to discharge waste within its region . . . shall furnish, under penalty of perjury, technical or monitoring program reports which the regional board requires. The burden, including costs, of these reports shall bear a reasonable relationship to the need for the report and the benefits to be obtained from the reports. In requiring those reports, the regional board shall provide the person with a written explanation with regard to the need for the reports, and shall identify the evidence that supports requiring that person to provide the reports."

15. Public Participation: The Regional Board may require the Discharger to submit a Public Participation Plan or engage in other activities to disseminate information and gather community input regarding the Site, as authorized or required by Water Code sections 13307.1, 13307.5 and 13307.6.

16. The State Water Resources Control Board (hereafter State Water Board) has adopted Resolution No. 92-49, the *Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under Water Code Section 13304*. This Policy sets forth the policies and procedures to be used during an investigation or cleanup of a polluted site and requires that cleanup levels be consistent with State Water Board Resolution 68-16, the *Statement of Policy With Respect to Maintaining High Quality of Waters in California*. Resolution 92-49 and the Basin Plan establish the cleanup levels to be achieved. Resolution 92-49 requires the waste to be cleaned up to background, or if that is not reasonable, to an alternative level that is the most stringent level that is economically and technologically feasible in accordance with Title 23, California Code of Regulations (CCR) Section 2550.4. Any alternative cleanup level to background must (1) be consistent with the maximum benefit to the people of the state; (2) not unreasonably affect present and anticipated beneficial use of such water; and (3) not result in water quality less than that prescribed in the Basin Plan and applicable Water Quality Control Plans and Policies of the State Water Board.

17. The Regional Board adopted the Water Quality Control Plan for the Los Angeles Region (Basin Plan), which identifies beneficial uses and establishes water quality objectives to

protect those uses. The site overlies groundwater within the Central Basin. The beneficial uses of the groundwater beneath the site are municipal (MUN), industrial (IND), and agricultural supply (AGR). Water quality objectives that apply to the groundwater at the site include the state maximum contaminant levels (MCLs). The MCL for PCE and TCE is 5 µg/L. PCE, TCE and other VOCs and waste constituents discharged at the site constitute "waste" as defined in Water Code section 13050(d).

The concentrations of PCE and TCE in groundwater at and downgradient of the site exceed the water quality objectives for the wastes. The exceedance of applicable water quality objectives constitutes pollution as defined in Water Code section 13050(1)(1). The wastes detected in soil matrix, soil vapor, and groundwater at the site have caused pollution, including contamination, and nuisance. The continued presence of wastes at the site threaten to continue to cause pollution and/or nuisance at and near the site.

DISCHARGER LIABILITY

18. As described in Findings of this Order, the Discharger is subject to an order pursuant to Water Code section 13304 because the Discharger has caused or permitted waste to be discharged or deposited where it has discharged to waters of the state and has created, and continues to threaten to create, a condition of pollution or nuisance. The condition of pollution is a priority violation and issuance or adoption of a cleanup or abatement order pursuant to Water Code Section 13304 is appropriate and consistent with policies of the Regional Board.
19. Due to the activities described in this Order, the Discharger has caused or permitted wastes, including VOCs, particularly PCE and TCE, to be discharged or deposited where the wastes are, or probably will be discharged into the waters of the State which creates a condition of pollution or nuisance. The Discharger has caused or permitted VOCs, particularly PCE, to be discharged or deposited where the wastes pose a potential human health threat to occupants of the building onsite through direct contact exposure to contaminated soil and/or groundwater or through vapor intrusion into indoor air. The Discharger, as the former owner/operator of a historical facility on the property, is responsible for complying with this Order.
20. This Order requires investigation and cleanup of the site in compliance with the Water Code, the applicable Basin Plan, Resolution 92-49, and other applicable plans, policies, and regulations.
21. As described in Findings in this Order, the Discharger is subject to an order pursuant to Water Code section 13267 to submit technical reports because existing data and information about the site indicate that waste has been discharged, is discharging, or is suspected of discharging, at the property, which is owned and was operated by the Discharger named in this Order, Ms. Claudette Earl of the former Earl Manufacturing Company, its agents, successors, and assigns. The technical reports required by this Order are necessary to assure compliance with Section 13304 of the Water Code, including to adequately investigate and cleanup the site to protect the beneficial uses of waters of the state, to protect against nuisance, and to protect human health and the environment.

CONCLUSIONS

22. The Regional Board is declining to name additional potentially responsible parties (PRPs) for the site in this Order at this time. Substantial evidence indicates that the Discharger

caused or permitted waste to be discharged into waters of the State and is therefore appropriately named as a responsible party in this Order. The Regional Board may amend this Order or issue a separate order or orders in the future as a result of this investigation and as more information becomes available.

23. Issuance of this Order is being taken for the protection of the environment and as such is exempt from provisions of the California Environmental Quality Act (CEQA) (Public Resources Code section 21000 et seq.) in accordance with California Code of Regulations, title 14, sections 15061(b)(3), 15306, 15307, 15308, and 15321. This Order generally requires the Discharger to submit plans for approval prior to implementation of cleanup activities at the site. Mere submittal of plans is exempt from CEQA as submittal will not cause a direct or indirect physical change in the environment and/or is an activity that cannot possibly have a significant effect on the environment. CEQA review at this time would be premature and speculative, as there is simply not enough information concerning the Discharger's proposed remedial activities and possible associated environmental impacts. If the Regional Board determines that implementation of any plan required by this Order will have a significant effect on the environment, the Regional Board will conduct the necessary and appropriate environmental review prior to the Executive Officer's approval of the applicable plan.
24. It is the policy of the State of California that every human being has the right to safe, clean, affordable, and accessible water adequate for human consumption, cooking, and sanitary purposes. This order promotes that policy by requiring discharges to clean up the groundwater to meet drinking water standards.
25. Pursuant to Water Code section 13304, the Regional Board may seek reimbursement for all reasonable costs to oversee cleanup of such waste, abatement of the effects thereof, or other remedial action.
26. Any person aggrieved by this action of the Regional Board may petition the State Water Board to review the action in accordance with Water Code section 13320 and California Code of Regulations, title 23, sections 2050 and following. The State Water Board must receive the petition by 5:00 p.m., 30 days after the date of this Order, except that if the thirtieth day following the date of this Order falls on a Saturday, Sunday, or state holiday, the petition must be received by the State Water Board by 5:00 p.m. on the next business day. Copies of the law and regulations applicable to filing petitions may be found on the Internet at: http://www.waterboards.ca.gov/public_notices/petitions/water_quality, or will be provided upon request.

REQUIRED ACTIONS

THEREFORE, IT IS HEREBY ORDERED, pursuant to sections 13304 and 13267 of the California Water Code, that the Discharger shall investigate, cleanup the waste and abate the effects of waste forthwith discharging at and from 11862 Burke Street, Santa Fe Springs, California. "Forthwith" means as soon as reasonably possible, but in any event no later than the compliance dates specified below, which may be revised by the Executive Officer without revising this Order. More specifically, the Discharger shall:

1. **Develop and Submit a Site Conceptual Model:** The Site Conceptual Model (SCM) should include a written presentation with graphic illustrations (including cross-section and plain-view) of discharge scenario, geology and hydrogeology, waste fate and transport in soil

matrix, soil gas and groundwater, distribution of wastes, exposure pathways, sensitive receptors and other relevant information. The SCM shall be constructed based upon actual data collected from the site.

The SCM shall include the findings of the completed HHRA. The SCM shall be updated and submitted upon request by the Regional Board as new information becomes available.

If interpretation of the SCM or its update suggests that assessment, characterization and delineation of waste constituents is incomplete, you shall prepare and submit a work plan(s) to complete assessment and characterization of VOCs and other waste constituents in soil matrix, soil vapor and groundwater and to fully delineate the vertical and lateral extent of wastes in the soil and groundwater onsite and offsite as set forth in paragraph 2 below.

2. **Develop and Submit Site Assessment Work Plans and Reports to Assess, Characterize and Delineate the Extent of Wastes in Soil Matrix, Soil Vapor and Groundwater; and, conduct indoor air monitoring to confirm estimated risk levels calculated for the site:**
 - A. Fully assess and characterize and completely delineate the vertical and lateral extent of wastes onsite and offsite in the soil matrix, soil vapor, and groundwater, including VOCs, such as PCE and TCE, petroleum hydrocarbons, such as TPH, heavy metals, and any other waste constituents discharged at and from the site; conduct indoor air monitoring to confirm estimated risk levels for the site.
 - B. Identify the locations of all waste sources at the site such as USTs, clarifiers, sumps, and other sources to allow for full assessment of the extent of wastes discharged at the site.
 - C. Update the current concentrations of waste constituents and delineate the extent of the VOCs plume in soil vapor by conducting site-wide and plume-wide soil vapor surveys.
 - D. Install groundwater wells on-and off-site to delineate the lateral and vertical extent of the VOCs plume originating from the site.
 - E. Include a time schedule for implementation of the proposed scope of work within each Site Assessment Work Plan required pursuant to this Order.
 - F. Upon Executive Officer approval of the Site Assessment Work Plans, you shall implement the Site Assessment Work Plans in accordance with the approved time schedule.
 - G. Completion of the site assessment and plume delineation may require multiple work plans and reports.
 - H. All subsurface soil, soil vapor, and groundwater assessment/investigation reports shall include summary tables and iso-concentration maps (including cross-section(s) with soil lithology and plain view) at least for primary waste constituents when there are sufficient data points for the investigated area(s).

3. **Conduct Remedial Action:** Implement a cleanup and abatement program for the cleanup of wastes in soil matrix, soil vapor, and groundwater and the abatement of the effects of the discharges of waste on beneficial uses of water. Specifically, you shall:

A. Develop a comprehensive Remedial Action Plan (RAP) or phased-approach RAPs for cleanup of wastes in the soil matrix, soil vapor and groundwater originating from the site and submit it/them to the Regional Board for review and approval. The RAP(s) shall include, at a minimum:

i. Preliminary cleanup goals for soil and groundwater in compliance with State Water Board Resolution 92-49 ("*Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under Water Code Section 13304*"). Resolution 92-49, Section III.G. requires cleanup to background, unless that is not reasonable. Alternative cleanup levels to background must comply with California Code of Regulations, Title 23, section 2550.4, and be consistent with maximum benefit to the people of the state, protect beneficial uses, and result in compliance with the Basin Plan. Alternative cleanup levels for groundwater shall not exceed water quality objectives in the Basin Plan, including California's MCLs and Notification Levels for drinking water as established by the State Department of Public Health. Alternative cleanup levels for soil and soil vapor shall not exceed levels that will result in groundwater exceeding water quality objectives in the Basin Plan, including California's MCLs and Notification Levels for drinking water as established by the State Department of Public Health.

The following references and guidelines shall be considered when establishing preliminary site cleanup goals:

- a. Methodology to develop soil cleanup screening levels for VOCs and TPH sets forth in the Regional Board's *Interim Site Assessment and Cleanup Guidebook*, May 1996, for the protection of groundwater beneath the site and vicinity.
- b. Human health protection screening levels set forth in the current USEPA Region IX's Regional Screening Levels (RSLs).
- a. Protection of indoor air quality from vapor intrusion based on the California EPA's January 2005 (or later version) *Use of Human Health Screening Levels (CHHSLs) in Evaluation of Contaminated Properties*. Soil vapor investigation/evaluation procedures and methodologies are stated in the Department of Toxic Substances Control (DTSC) and Regional Board April 2012 (or latest version) *Advisory - Active Soil Gas Investigations*, and the DTSC October 2011 (or latest version) *Guidance for the Evaluation and Mitigation of Subsurface Vapor Intrusion to Indoor Air*.
- ii. Discussion of the technology(ies) proposed for remediation of soil matrix, soil vapor and groundwater.
- iii. Description of the selection criteria for choosing the proposed method over other potential remedial options. Discuss the technical merit, suitability of the selected method under the given site conditions and waste constituents present, economic and temporal feasibility, and immediate and/or future beneficial results.

- iv. Estimation of cumulative mass of wastes to be removed with the selected method. Include all calculations and methodology used to obtain this estimate.
 - v. A proposed time schedule for completion of each proposed remedial action.
 - vi. Revisions to or additional RAPs may be needed if the implemented remedial measure does not completely achieve all site cleanup goals.
 - B. Upon Regional Board approval of the RAP(s), you shall implement the RAP(s) in accordance with the approved time schedule.
 - C. You shall submit quarterly remediation progress reports to this Regional Board as set forth in the Monitoring and Reporting Program (Attachment C). The quarterly remediation progress reports shall document all performance data associated with the operating systems.
 - D. Upon completion of implementation of the RAP(s) or reaching the limits of approved remedial actions, submit Remedial Action Confirmation WorkPlans/Reports or a Remediation Completion Report according to the schedule specified by the Executive Officer.
4. **Conduct Groundwater Monitoring:** Implement a plume-wide groundwater monitoring program as set forth in the Monitoring and Reporting Program (Attachment C).
5. **Time Schedule:** The Discharger shall submit all required work plans and reports and complete work within the time schedule listed in Attachment B and Attachment C attached hereto and incorporated herein by reference, which may be revised by the Executive Officer without revising the remainder of this Order.
6. The Regional Board's authorized representative(s) shall be allowed:
 - A. Entry upon premises where a regulated facility or activity is located, conducted, or where records are stored, under the conditions of this Order;
 - B. Access to copy any records that are stored under the conditions of this Order;
 - C. Access to inspect any facility, equipment (including monitoring and control equipment), practices, or operations regulated or required under this Order; and
 - D. The right to photograph, sample, and monitor the site for the purpose of ensuring compliance with this Order, or as otherwise authorized by the California Water Code.
7. **Contractor/Consultant Qualification:** As required by the California Business and Professions Code Sections 6735, 7835, and 7835.1, all reports shall be prepared by, or under the supervision of, a California registered professional engineer or geologist and signed by the registered professional. All technical reports submitted by the Discharger shall include a statement signed by the authorized representative certifying under penalty of law that the representative has examined and is familiar with the report and that to his knowledge, the report is true, complete, and accurate. All technical documents shall be signed by and stamped with the seal of the above-mentioned qualified professionals that reflects a license expiration date.

8. This Order is not intended to permit or allow the Discharger to cease any work required by any other Order issued by the Regional Board, nor shall it be used as a reason to stop or redirect any investigation or cleanup or remediation programs ordered by the Regional Board or any other agency. Furthermore, this Order does not exempt the Discharger from compliance with any other laws, regulations, or ordinances which may be applicable, nor does it legalize these waste treatment and disposal facilities, and it leaves unaffected any further restrictions on those facilities which may be contained in other statutes or required by other agencies.
9. The Discharger shall submit a 30-day advance notice to the Regional Board of any planned changes in name, ownership, or control of the site and shall provide a 30-day advance notice of any planned physical changes to the site that may affect compliance with this Order. In the event of a change in ownership or operator, the Discharger also shall provide a 30-day advance notice, by letter, to the succeeding owner/operator of the existence of this Order, and shall submit a copy of this advance notice to the Regional Board.
10. Abandonment of any groundwater well(s) installed for investigation and remediation of the groundwater plume originating from the site must be approved by and reported to the Executive Officer at least 30 days in advance. Any groundwater wells removed must be replaced within a reasonable time, at a location approved by the Executive Officer. With written justification, the Executive Officer may approve the abandonment of groundwater wells without replacement. When a well is removed, all work shall be completed in accordance with California Department of Water Resources Bulletin 74-90, "California Well Standards," Monitoring Well Standards Chapter, Part III, Sections 16-19.
11. In the event compliance cannot be achieved within the terms of this Order, the Discharger has the opportunity to request, in writing, an extension of the time specified. The extension request shall include an explanation why the specified date could not or will not be met and justification for the requested period of extension. Any extension request shall be submitted as soon as the situation is recognized and no later than the compliance date. Extension requests not approved in writing with reference to this Order are denied.
12. Reference herein to determinations and considerations to be made by the Regional Board regarding the terms of the Order shall be made by the Executive Officer. Decisions and directives made by the Executive Officer in regards to this Order shall be as if made by the Regional Board.
13. The Regional Board, through its Executive Officer, may revise this Order as additional information becomes available. Upon request by the Discharger, and for good cause shown, the Executive Officer may defer, delete or extend the date of compliance for any action required of the Discharger under this Order. The authority of the Regional Board, as contained in the California Water Code, to order investigation and cleanup, in addition to that described herein, is in no way limited by this Order.
14. Continue any remediation or monitoring activities until such time as the Regional Board determines that sufficient cleanup has been accomplished and this Order has been satisfied.
15. Reimburse the Regional Board for reasonable costs associated with oversight of the investigation and cleanup of the site soils and groundwater emanating from the site.

Provide the Regional Board with the name or names and contact information for the person to be provided billing statements from the State Water Resources Control Board.

16. A Public Participation Plan shall be prepared and/or updated when directed by the Executive Officer as necessary to reflect the degree of public interest in the investigation and cleanup process.
17. The Regional Board, under the authority given by Water Code section 13267(b)(1), requires you to include a perjury statement in all reports submitted under this Order. The perjury statement shall be signed by a senior authorized representative (not by a consultant). The perjury statement shall be in the following format:

"I, [NAME], certify under penalty of law that this document and all attachments were prepared by me, or under my direction or supervision, in accordance with a system designed to assure that qualified personnel properly gathered and evaluated the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations."

18. The State Water Board adopted regulations requiring the electronic submittals of information over the internet using the State Water Board GeoTracker data management system. You are required to comply with the regulations by uploading all groundwater monitoring/remediation well data, laboratory analytical data, and all reports and correspondence prepared to date and in the future on to the GeoTracker data management system by the due dates specified in the Regional Board letter and this Order issued to you. However, you may be required to submit hard copies of selected documents, data, and maps to the Regional Board in addition to electronic submittal of information to GeoTracker. The text of the regulations can be found at the URL:

http://www.waterboards.ca.gov/ust/electronic_submittal/

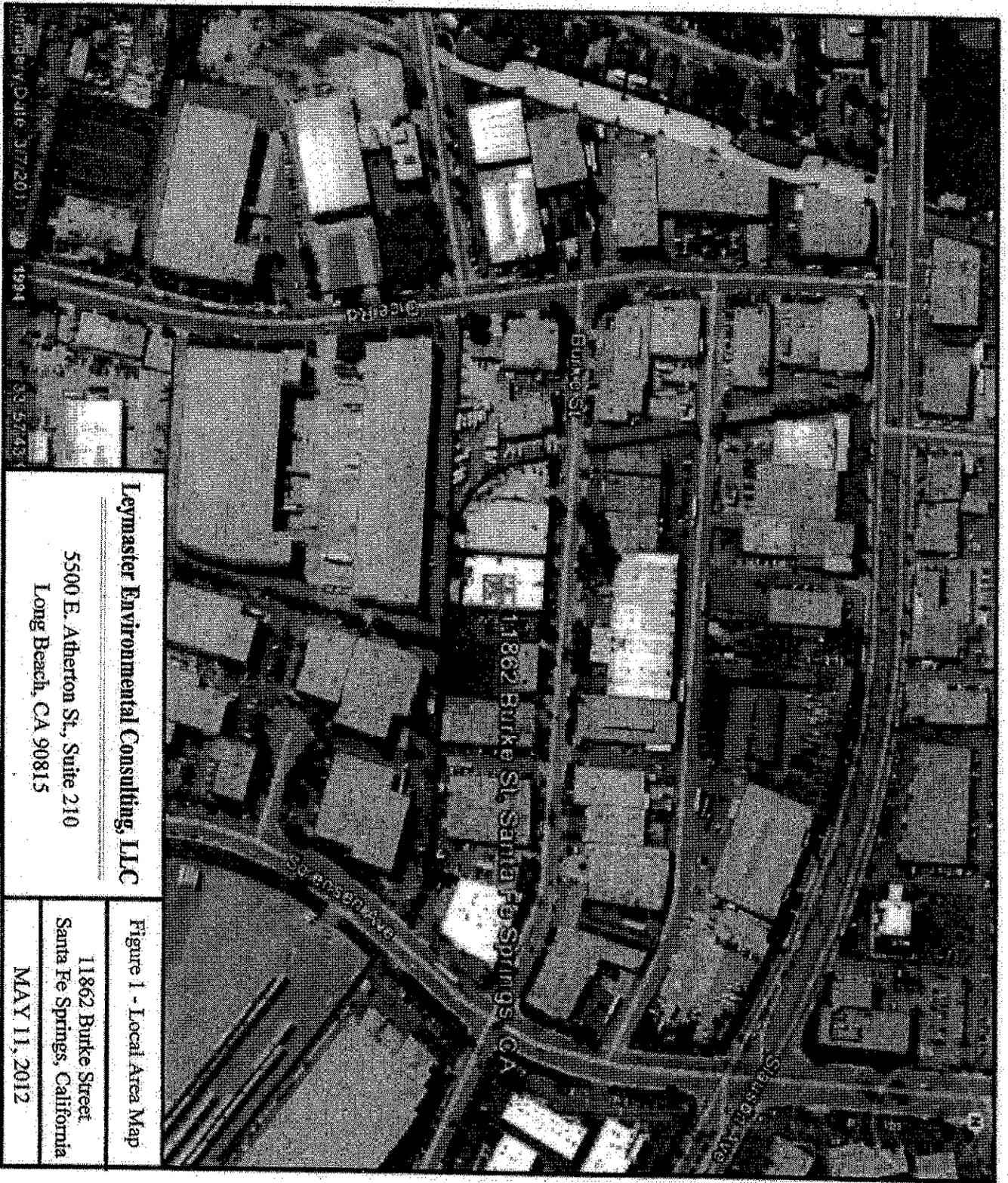
19. Failure to comply with the terms or conditions of this Order may result in imposition of civil liabilities, imposed either administratively by the Regional Board or judicially by the Superior Court in accordance with sections 13268, 13304, 13308, and/or 13350 of the California Water Code, and/or referral to the Attorney General of the State of California.
20. None of the obligations imposed by this Order on the Discharger are intended to constitute a debt, damage claim, penalty or other civil action which should be limited or discharged in a bankruptcy proceeding. All obligations are imposed pursuant to the police powers of the State of California intended to protect the public health, safety, welfare, and environment.

Ordered by Samuel Unger
Samuel Unger, P.E.
Executive Officer

Date: Jan. 13, 2015

ATTACHMENT A (MAPS)

FIGURE 1: SITE LOCAL AREA MAP



Leymaster Environmental Consulting, LLC
5500 E. Atherton St., Suite 210
Long Beach, CA 90815

Figure 1 - Local Area Map
11862 Burke Street
Santa Fe Springs, California
MAY 11, 2012

FIGURE 2: SITE VICINITY MAP

PCL XL error

Subsystem: IMAGE

Error: ExtraData

Operator: ReadImage

Position: 6452

DEMETRIOU, DEL GUERCIO, SPRINGER & FRANCIS, LLP

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SENDER'S DIRECT LINE
(213) 624-8407 EXT. 144

June 27, 2011

CONFIDENTIAL

This Letter's Enclosures Contain Confidential Information.

**VIA E-MAIL - DYoung@waterboards.ca.gov; AND
CERTIFIED MAIL - RETURN RECEIPT REQUESTED**

Mr. David A. Young, PG
Engineer Geologist
Site Cleanup Program Unit I
State of California
Regional Water Quality Control Board
Los Angeles Region
320 West Fourth Street, Suite 200
Los Angeles, California 90013

Re: **11862 Burke Street, Santa Fe Springs, California ("Property")
Request for Extension and Financial Hardship Consideration
(RWQCB Case/Site - SPC No. 0725, SITE ID NO. 2040351)**

Dear Mr. Young:

Ms. Claudette A. Earl thanks the Regional Water Quality Control Board ("RWQCB") for the extensions of time and for providing the forms to demonstrate financial hardship. Pursuant to the requests set forth in your May 3, 2011 letter, enclosed please find Earl Manufacturing Co., Inc., a California corporation and Ms. Claudette A. Earl's (collectively "Applicants") financial information and materials for financial hardship analysis. Specifically, provided herein are: (i) the completed Financial Data Request Form, together with the executed Certification; and (ii) the information and financial data in response to the Small Business Financial Data for an Ability to Pay Analysis.

Earl Manufacturing Co., Inc. ceased its operation in December 2000. Shortly after ceasing its operations, it sold its equipment. The corporation is suspended from doing business

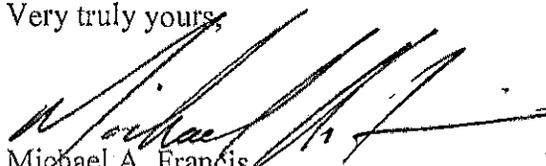
Mr. David A. Young
June 27, 2011
Page 2

in the State of California. Ms. Earl pays the taxes for the corporation, and paid the costs for performing the investigation of the Property as directed by the RWQCB. However, Ms. Earl's limited income and recent personal injuries created a financial hardship for her to carry on the investigation work, including, but not limited to, implementing the approved work plan, and preparing and submitting the requested technical report. (For your information, a copy of the x-ray image of Ms. Earl's 2011 injuries is also enclosed.)

Accordingly, the Applicants respectfully request that the RWQCB and the State Water Resources Control Board perform the financial hardship analysis, and determine that it is not feasible for the Applicants to perform the RWQCB directed work.

Thank you for your assistance, and please do not hesitate contact me with any questions.

Very truly yours,



Michael A. Francis

MAF/blt

Enclosures

cc: Ms. Claudette A. Earl (Via U.S. Mail)



EDUARDO G. BRAVO, JR.
GOVERNOR

MARTINE RODRIGUEZ
SECRETARY FOR ENVIRONMENTAL PROTECTION

Los Angeles Regional Water Quality Control Board

May 16, 2013

Ms. Claudette Earl
Earl Manufacturing Co., Inc.; and,
Ms. Dot A. Earl, Trustee
The Earl Family Trust
304 Armsley Square
Ontario, CA 91762

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
CLAIM NO. 7011 3500 0003 5491 0803

SUBJECT: DRAFT CLEANUP AND ABATEMENT ORDER NO. R4-2013-0012

SITE/CASE: FORMER EARL MANUFACTURING, 11862 BURKE STREET, SANTA FE SPRINGS, CALIFORNIA (SCP NO. 0725 AND SITE ID NO. 2040351)

The California Regional Water Quality Control Board, Los Angeles Region (Regional Board) is the public agency with primary responsibility for the protection of ground and surface waters and their beneficial uses within major portions of Los Angeles County and Ventura County. The above-referenced site is situated within the jurisdiction of the Regional Board.

Enclosed please find Draft Cleanup and Abatement Order No. R4-2013-0012 (Draft CAO), that the Regional Board intends to issue pursuant to California Water Code section 13304, directing you to assess, monitor, and cleanup and abate wastes, including volatile organic compounds (VOCs), that have been discharged to soil and groundwater at the referenced site.

You are hereby invited to submit written comments and/or evidence regarding this Draft CAO. **Written submissions pertaining to this Draft CAO must be received by the Regional Board staff no later than 5:00 p.m. on June 17, 2013.** Thereafter, staff will prepare a response to comments, recommend appropriate modifications to the Draft CAO, and submit the materials to the Executive Officer for his consideration. Oral hearings are rarely convened to consider CAOs. Therefore, please ensure that all evidence and comments that you wish staff and/or the Executive Officer to consider are included in your timely submittal.

If you have any questions regarding this letter, please contact Mr. David Young at (213) 576-6733 or dyoung@waterboards.ca.gov, or Ms. Su Han at (213) 576-6735 or shan@waterboards.ca.gov.

Sincerely,


Paula Rasmussen
Assistant Executive Officer

Enclosure: Draft Cleanup and Abatement Order No. R4-2013-0012

MAIRA MEHRAMAN, CHAIR | SAMUEL UNDER, EXECUTIVE OFFICER

320 West 4th St., Suite 200, Los Angeles, CA 90013 | www.waterboards.ca.gov/losangeles

EXHIBIT C

cc: Ms. Lynda Deschambault, US Environmental Protection Agency
Ms. Stephanie Lewis, California Department of Toxic Substances Control
Mr. Tom Hall, Santa Fe Springs Department of Fire and Rescue
Mr. Richard Lavin, Los Angeles County Department of Public Health
Mr. Ted Johnson, Water Replenishment District of Southern California
Mr. Michael A. Francis, Demetriou, Del Guercio, Springer & Francis, LLP
Mr. Charles Lindeman, Leymaster Environmental Consulting, LLC
Mr. Paul Lipinski, Leymaster Environmental Consulting, LLC
Mr. Dennis Trepanier, FTR Associates
Mr. Denny Osborne, Osborne Property (Laird Plastics, Santa Fe Springs)
Ms. Cristal Prieto, Steven Label
Ms. Jennifer Price, Bolero Plastics

STATE OF CALIFORNIA
CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD
LOS ANGELES REGION

CLEANUP AND ABATEMENT ORDER NO. R4-2013-0012
REQUIRING

THE EARL FAMILY TRUST AND MS. CLAUDETTE EARL

TO ASSESS, CLEANUP, AND ABATE
WASTE DISCHARGED TO WATERS OF THE STATE
(PURSUANT TO CALIFORNIA WATER CODE SECTION 13304)

AT FORMER EARL MANUFACTURING, INC. FACILITY
11862 BURKE STREET,
SANTA FE SPRINGS, CALIFORNIA 90670

(SCP NO. 0725 AND SITE ID NO. 2040351)

This Cleanup and Abatement Order No. R4-2013-0012 (Order) is issued to The Earl Family Trust and Ms. Claudette Earl based on provisions of California Water Code sections 13304 and 13267, which authorize the Regional Water Quality Control Board, Los Angeles Region (Regional Board) to issue a Cleanup and Abatement Order and require the submittal of technical and monitoring reports.

The Regional Board finds that:

BACKGROUND

1. **Dischargers:** The Earl Family Trust and Ms. Claudette Earl are the Responsible Parties due to their ownership of the property and historical operations of the former Earl Manufacturing, Inc., facility:
 - (a) The Regional Board has evidence that the referenced property was formerly owned by The Earl Family Trust and is currently owned by Ms. Claudette Earl. Furthermore, Ms. Earl has acted as president of Earl Manufacturing, Inc., located at 11862 Burke Street, Santa Fe Springs, California, since at least 1988 to 2001.
 - (b) Historical industrial operations at Earl Manufacturing (site) from the early 1960s to 2001 resulted in the discharge of wastes, including volatile organic compounds (VOCs), particularly tetrachloroethene (PCE), trichloroethene (TCE) and other waste constituents of concern to the environment.
 - (c) As detailed in this Order, the Dischargers have caused or permitted waste to be discharged or deposited where it is, or probably will be discharged into the waters of the state which creates, or threatens to create, a condition of pollution or nuisance.
2. **Location:** The site is located at 11862 Burke Street, Santa Fe Springs, California on approximately 0.75-acre of land, bounded by a Los Angeles County flood control channel and industrial/commercial property (Laird Plastics) to the south, industrial/commercial operations to the east (Steven Label) and west (Bolero Plastics), and by Burke Street to the north. Attachment A, Figure 1 (Site Location Map), attached hereto and incorporated herein by reference, depicts the location of the site. Additionally, Figure 2 (Site Vicinity Map,

Attachment A), also attached hereto and incorporated herein, depicts the building occupying the site and the surrounding area. Land use setting in the vicinity of the site is commercial/industrial.

3. Groundwater Basin:

The site is located on the Downey Plain portion of the Coastal Plain of Los Angeles County, at an elevation of approximately 150 feet above mean sea level. The surface geology in the area is mapped by the California Division of Mines and Geology (*Geologic Map of California - Los Angeles Sheet*) as Quaternary alluvium. The subsurface at the site, to depths of at least 45 feet, is made up of unconsolidated fluvial sediments deposited by the San Gabriel River. Sediments encountered during the drilling of monitoring well MW-1 were mostly silts and clays above a depth of approximately 25 feet below ground surface (bgs) and mostly medium- to coarse-grained sand between 25 and 43 feet bgs.

The site is within the Montebello Forebay of the Los Angeles Central Groundwater Basin, approximately 1¼-miles southeast of the San Gabriel River Spreading Grounds. The depth to groundwater at the site has been encountered as shallow as 28 feet below ground surface (bgs).

SITE HISTORY

- 4. Site Description and Activities:** The site is currently leased by FTR Associates (FTR) for stainless steel cold rolling operations. FTR manufactures coil and flat springs and wire forms. FTR has occupied the site since 2001. According to the owner of FTR, hydrocarbon-based solvents have been used at the site since 2005.

From the early 1960s to 2001, the site was reportedly occupied by Earl Manufacturing, which manufactured springs, sparkplugs, automotive jacks and other machined parts at the site. The property consists of a large industrial building and a parking area. During the operation of the former Earl Manufacturing Company, the industrial building contained an office area, tool room, machining area, welding room, vapor degreaser room, automotive jack department, and a shipping department as shown on Figure 3 (Site Map, Attachment A)

The subject site is located in an industrial/commercial area. Adjacent properties are mostly light industrial facilities. A flood control channel traverses the southern property boundary and approximately 11 feet of the parcel extends onto the flood control channel.

- 5. Chemical Usage and Storage:** The raw materials used at Earl Manufacturing were aluminum and mild steel. Trim-Sol, a cutting and grinding fluid was used in the saw drills, lathes, and the punch presses in the machining area, and waste oil was placed in 55-gallon drums pending appropriate disposal. Scrap metal from machining works was also disposed off-site appropriately. The assembled parts were cleaned using PCE in a vapor degreaser. Waste solvent from the vapor degreaser and some of the Trim-Sol waste oil was stored in a 1,000-gallon UST located in the southern area of the site. After cleaning, the assembled parts were spray-painted in a booth in the southwestern corner of the site, and paint filters disposed of in the dumpsters. A small amount of acetone was also used for cleaning and waste acetone was added to the UST.

A vapor degreaser was used on site from 1966 to 1992. The vapor degreaser and a 500-gallon aboveground storage tank (AST) for PCE were both located south of the building's

center. Santa Fe Springs Fire Department records indicate that both PCE and TCE were utilized on site. TCE storage was reported to have been at the southwest exterior corner of the building. Waste solvent from the facility's vapor degreaser, some of the waste Trim-Sol cutting/grinding fluids, and small amounts of waste acetone were reportedly stored in a 1,000-gallon underground storage tank (UST) located at the southeast exterior corner of the subject building adjacent to an area identified for solvent and rust inhibitor oil storage.

According to documents from the Los Angeles County Sanitation District (LACSD), the vapor degreaser was installed in 1966 and the on-site building had a roof-top cooling tower to circulate cold water through the condensing coils in the vapor degreaser. An industrial wastewater discharge permit (Permit No. 11819) was issued by the LACSD to Earl Manufacturing in 1989 to discharge cooling tower bleed-off to the sewer. The industrial wastewater permit was terminated in 1992 when the vapor degreaser was converted to a hot water degreaser.

Santa Fe Springs Fire Department (SFSFD) records related to the storage and handling of chemicals at the site indicate that a PCE bulk storage area, paint booth, paint storage area, trichloroethene (TCE) storage area, and a solvent rust inhibitor oil storage area were located at the site. PCE was stored in a 500-gallon above ground storage tank next to the vapor degreaser. Approximately 400 to 500 gallons of waste Trim-Sol cutting oil and PCE were generated at the site each year.

EVIDENCE OF WASTE DISCHARGE AND BASIS FOR SECTION 13304 ORDER

- 6. Waste Discharges:** A notice of violation issued by the County of Los Angeles Department of Health Services dated March 21, 1984, indicated unauthorized discharges of paint to ground surfaces near the paint booth.

On August 13, 1997, the 1,000-gallon waste Trim-Sol oil/solvent UST was removed from the site. A sample of the sludge and oil was collected from the UST and analyzed for VOCs, petroleum hydrocarbons, and metals. PCE and TCE were detected in the sludge sample at concentrations of 7,180,000 and 632,000 micrograms per kilogram ($\mu\text{g}/\text{kg}$), respectively, and hydrocarbons with carbon chains below C_{10} were detected at 58,000,000 $\mu\text{g}/\text{kg}$, and in the C_{10} to C_{12} range at 53,500,000 $\mu\text{g}/\text{kg}$. Metal concentrations were detected for chromium and lead at 89,000 and 508,000 $\mu\text{g}/\text{kg}$, respectively, in the sludge from the UST.

PCE and total recoverable petroleum hydrocarbons (TRPH) were also detected at concentrations up to 422,000 $\mu\text{g}/\text{kg}$ and 1,840,000 $\mu\text{g}/\text{kg}$, respectively, in soil samples collected from the bottom of the UST excavation.

Limited soil matrix, soil vapor, and groundwater sampling was conducted at the site between 1998 and 2012. These investigations included sampling eight soil vapor probes to depths up to 18 feet bgs and four soil borings to depths up to 50 feet bgs, and installing and sampling one monitoring well (MW-1) at the site. The primary waste constituent, PCE, was detected in soil vapor up to 21 micrograms per liter ($\mu\text{g}/\text{L}$), up to 180,000 $\mu\text{g}/\text{kg}$ in soil, and up to 13,700 $\mu\text{g}/\text{L}$ in groundwater.

- 7. Source Elimination and Remediation Status:** On August 13, 1997, the 1,000-gallon waste Trim-Sol oil/solvent UST was removed from the site.

8. Summary of Findings from Site Investigations

The Regional Board has reviewed and evaluated the technical reports and records pertaining to the discharge, detection, and distribution of wastes at the site and the site vicinity. Elevated levels of VOCs, such as PCE and TCE, and other wastes have been detected in soil matrix, soil vapor and groundwater beneath the site.

- a. Earl Manufacturing Company had stored, used, and discharged VOCs, including PCE and TCE, during its historical operations at the site.
- b. PCE and TCE have been detected in groundwater at concentrations up to 13,700 µg/L and 1,730 µg/L, respectively.
- c. The VOCs plume in groundwater originating from the site has migrated offsite, affecting more groundwater resources; and has not been adequately delineated.
- d. Due to the high concentrations of wastes discharged to soil and groundwater beneath the site there may be a potential indoor air intrusion risk from impacted soil, soil vapor, and groundwater beneath the site.

9. Regulatory Status: There have been no orders issued to the site to date from the Regional Board.

The site is located within the US Environmental Protection Agency (USEPA) Omega Superfund site plume boundaries.

10. Impairment of Drinking Water Wells: The Regional Board has the authority to require the Dischargers and other dischargers to pay for or provide uninterrupted replacement water service to each affected public water supplier or private well owner in accordance with California Water Code section 13304.

11. Sources of Information: The sources for the evidence summarized above include but are not limited to reports and other documentation in the Regional Board files, telephone calls and e-mail communication with responsible parties, their attorneys and consultants, and site visits.

AUTHORITY - LEGAL REQUIREMENTS

12. Section 13304(a) of the Water Code provides that:

"Any person who has discharged or discharges waste into the waters of this state in violation of any waste discharge requirement or other order or prohibition issued by a regional board or the state board, or who has caused or permitted, causes or permits, or threatens to cause or permit any waste to be discharged or deposited where it is, or probably will be, discharged into the waters of the state and creates, or threatens to create, a condition of pollution or nuisance, shall upon order of the regional board, clean up the waste or abate the effects of the waste, or, in the case of threatened pollution or nuisance, take other necessary remedial action, including, but not limited to, overseeing cleanup and abatement efforts. A cleanup and abatement order issued by the state board or a regional board may require the provision of, or payment for, uninterrupted replacement water service,

which may include wellhead treatment, to each affected public water supplier or private well owner. Upon failure of any person to comply with the cleanup or abatement order, the Attorney General, at the request of the board, shall petition the superior court for that county for the issuance of an injunction requiring the person to comply with the order. In the suit, the court shall have jurisdiction to grant a prohibitory or mandatory injunction, either preliminary or permanent, as the facts may warrant."

13. Section 13304(c)(1) of the California Water Code provides that:

"... the person or persons who discharged the waste, discharges the waste, or threatened to cause or permit the discharge of the waste within the meaning of subdivision (a), are liable to that government agency to the extent of the reasonable costs actually incurred in cleaning up the waste, abating the effects of the waste, supervising cleanup or abatement activities, or taking other remedial actions. . ."

14. Section 13267(b)(1) of the California Water Code provides that:

"In conducting an investigation..., the regional board may require that any person who has discharged, discharges, or is suspected of having discharged or, discharging, or who proposes to discharge waste within its region . . . shall furnish, under penalty of perjury, technical or monitoring program reports which the regional board requires. The burden, including costs, of these reports shall bear a reasonable relationship to the need for the report and the benefits to be obtained from the reports. In requiring those reports, the regional board shall provide the person with a written explanation with regard to the need for the reports, and shall identify the evidence that supports requiring that person to provide the reports."

15. Public Participation: The Regional Board may require the Dischargers to submit a Public Participation Plan or engage in other activities to disseminate information and gather community input regarding the Site, as authorized or required by Water Code sections 13307.1, 13307.5 and 13307.6.

16. The State Water Resources Control Board (hereafter State Water Board) has adopted Resolution No. 92-49, the *Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under Water Code Section 13304*. This Policy sets forth the policies and procedures to be used during an investigation or cleanup of a polluted site and requires that cleanup levels be consistent with State Water Board Resolution 68-16, the *Statement of Policy With Respect to Maintaining High Quality of Waters in California*. Resolution 92-49 and the Basin Plan establish the cleanup levels to be achieved. Resolution 92-49 requires the waste to be cleaned up to background, or if that is not reasonable, to an alternative level that is the most stringent level that is economically and technologically feasible in accordance with Title 23, California Code of Regulations (CCR) Section 2550.4. Any alternative cleanup level to background must (1) be consistent with the maximum benefit to the people of the state; (2) not unreasonably affect present and anticipated beneficial use of such water; and (3) not result in water quality less than that prescribed in the Basin Plan and applicable Water Quality Control Plans and Policies of the State Water Board.

17. The Regional Board adopted the Water Quality Control Plan for the Los Angeles Region (Basin Plan), which identifies beneficial uses and establishes water quality objectives to protect those uses. The site overlies groundwater within the Central Basin. The beneficial uses of the groundwater beneath the site are municipal (MUN), industrial (IND), and agricultural supply (AGR). Water quality objectives that apply to the groundwater at the site

include the state maximum contaminant levels (MCLs). The MCL for PCE and TCE is 5 µg/L. PCE, TCE and other VOCs and waste constituents discharged at the site constitute "waste" as defined in Water Code section 13050(d).

The concentrations of PCE and TCE in groundwater at and downgradient of the site exceed the water quality objectives for the wastes. The exceedance of applicable water quality objectives constitutes pollution as defined in Water Code section 13050(1)(1). The wastes detected in soil matrix, soil vapor, and groundwater at the site have caused pollution, including contamination, and nuisance. The continued presence of wastes at the site threaten to continue to cause pollution and/or nuisance at and near the site.

DISCHARGERS LIABILITY

18. As described in Findings of this Order, the Dischargers are subject to an order pursuant to Water Code section 13304 because the Dischargers have caused or permitted waste to be discharged or deposited where it has discharged to waters of the state and has created, and continues to threaten to create, a condition of pollution or nuisance. The condition of pollution is a priority violation and issuance or adoption of a cleanup or abatement order pursuant to Water Code Section 13304 is appropriate and consistent with policies of the Regional Board.
19. Due to the activities described in this Order, the Dischargers have caused or permitted wastes, including VOCs, particularly PCE and TCE, to be discharged or deposited where the wastes are, or probably will be discharged into the waters of the State which creates a condition of pollution or nuisance. The Dischargers have caused or permitted VOCs, particularly PCE, to be discharged or deposited where the wastes are or probably will pose a potential human health threat to occupants of the building onsite through direct contact exposure to contaminated soil and/or groundwater or through vapor intrusion into indoor air. The Dischargers, as the former owners/operators of a historical facility on the property, are responsible for complying with this Order.
20. This Order requires investigation and cleanup of the site in compliance with the Water Code, the applicable Basin Plan, Resolution 92-49, and other applicable plans, policies, and regulations.
21. As described in Findings in this Order, the Dischargers are subject to an order pursuant to Water Code section 13267 to submit technical reports because existing data and information about the site indicate that waste has been discharged, is discharging, or is suspected of discharging, at the property, which is or was owned and/or operated by the Dischargers named in this Order, The Earl Family Trust and Ms. Claudette Earl of the former Earl Manufacturing Company, its agents, successors, and assigns. The technical reports required by this Order are necessary to assure compliance with Section 13304 of the Water Code, including to adequately investigate and cleanup the site to protect the beneficial uses of waters of the state, to protect against nuisance, and to protect human health and the environment.

CONCLUSIONS

22. The Regional Board is declining to name additional potentially responsible parties (PRPs) for the site in this Order at this time. Substantial evidence indicates that the Dischargers caused or permitted waste to be discharged into waters of the State and is therefore appropriately named as a responsible party in this Order. The Regional Board may amend

this Order or issue a separate order or orders in the future as a result of this investigation and as more information becomes available.

23. Issuance of this Order is being taken for the protection of the environment and as such is exempt from provisions of the California Environmental Quality Act (CEQA) (Public Resources Code section 21000 et seq.) in accordance with California Code of Regulations, title 14, sections 15061(b)(3), 15306, 15307, 15308, and 15321. This Order generally requires the Dischargers to submit plans for approval prior to implementation of cleanup activities at the site. Mere submittal of plans is exempt from CEQA as submittal will not cause a direct or indirect physical change in the environment and/or is an activity that cannot possibly have a significant effect on the environment. CEQA review at this time would be premature and speculative, as there is simply not enough information concerning the Dischargers' proposed remedial activities and possible associated environmental impacts. If the Regional Board determines that implementation of any plan required by this Order will have a significant effect on the environment, the Regional Board will conduct the necessary and appropriate environmental review prior to the Executive Officer's approval of the applicable plan.
24. It is the policy of the State of California that every human being has the right to safe, clean, affordable, and accessible water adequate for human consumption, cooking, and sanitary purposes. This order promotes that policy by requiring discharges to clean up the groundwater to meet drinking water standards.
25. Pursuant to Water Code section 13304, the Regional Board may seek reimbursement for all reasonable costs to oversee cleanup of such waste, abatement of the effects thereof, or other remedial action.
26. Any person aggrieved by this action of the Regional Board may petition the State Water Board to review the action in accordance with Water Code section 13320 and California Code of Regulations, title 23, sections 2050 and following. The State Water Board must receive the petition by 5:00 p.m., 30 days after the date of this Order, except that if the thirtieth day following the date of this Order falls on a Saturday, Sunday, or state holiday, the petition must be received by the State Water Board by 5:00 p.m. on the next business day. Copies of the law and regulations applicable to filing petitions may be found on the Internet at:

http://www.waterboards.ca.gov/public_notices/petitions/water_quality

or will be provided upon request.

REQUIRED ACTIONS

THEREFORE, IT IS HEREBY ORDERED, pursuant to sections 13304 and 13267 of the California Water Code, that the Dischargers shall investigate, cleanup the waste and abate the effects of waste forthwith discharging at and from 11862 Burke Street, Santa Fe Springs, California. "Forthwith" means as soon as reasonably possible, but in any event no later than the compliance dates specified below, which may be revised by the Executive Officer without revising this Order. More specifically, the Dischargers shall:

1. **Develop and Submit a Site Conceptual Model:** The Site Conceptual Model (SCM) should include a written presentation with graphic illustrations (including cross-section and plain-

view) of discharge scenario, geology and hydrogeology, waste fate and transport in soil matrix, soil gas and groundwater, distribution of wastes, exposure pathways, sensitive receptors and other relevant information. The SCM shall be constructed based upon actual data collected from the site.

The SCM shall include a preliminary human health risk assessment (HHRA), considering all waste constituents in the soil matrix, soil gas and groundwater, all exposure pathways and sensitive receptors. The SCM shall be updated and submitted upon request by the Regional Board as new information becomes available.

If interpretation of the SCM or its update suggests that assessment, characterization and delineation of waste constituents is incomplete, you shall prepare and submit a work plan(s) to complete assessment and characterization of VOCs and other waste constituents in soil matrix, soil vapor and groundwater and to fully delineate the vertical and lateral extent of wastes in the soil and groundwater onsite and offsite as set forth in paragraph 2 below.

2. **Develop and Submit Site Assessment Work Plans and Reports to Assess, Characterize and Delineate the Extent of Wastes in Soil Matrix, Soil Vapor and Groundwater:**
 - A. Fully assess and characterize and completely delineate the vertical and lateral extent of wastes onsite and offsite in the soil matrix, soil vapor, and groundwater, including VOCs, such as PCE and TCE, petroleum hydrocarbons, such as TPH, heavy metals, and any other waste constituents discharged at and from the site.
 - B. Identify the locations of all waste sources at the site such as USTs, clarifiers, sumps, and other sources to allow for full assessment of the extent of wastes discharged at the site.
 - C. Update the current concentrations of waste constituents and delineate the extent of the VOCs plume in soil vapor by conducting site-wide and plume-wide soil vapor surveys.
 - D. Install groundwater wells on- and off-site to delineate the lateral and vertical extent of the VOCs plume originating from the site.
 - E. Include a time schedule for implementation of the proposed scope of work within each Site Assessment Work Plan required pursuant to this Order.
 - F. Upon Executive Officer approval of the Site Assessment Work Plans, you shall implement the Site Assessment Work Plans in accordance with the approved time schedule.
 - G. Completion of the site assessment and plume delineation may require multiple work plans and reports.
 - H. All subsurface soil, soil vapor, and groundwater assessment/investigation reports shall include summary tables and iso-concentration maps (including cross-section(s) with soil lithology and plain view) at least for primary waste constituents when there are sufficient data points for the investigated area(s).

3. **Conduct Remedial Action:** Implement a cleanup and abatement program for the cleanup of wastes in soil matrix, soil vapor, and groundwater and the abatement of the effects of the discharges of waste on beneficial uses of water. Specifically, you shall:

A. Develop a comprehensive Remedial Action Plan (RAP) or phased-approach RAPs for cleanup of wastes in the soil matrix, soil vapor and groundwater originating from the site and submit it/them to the Regional Board for review and approval. The RAP(s) shall include, at a minimum:

i. Preliminary cleanup goals for soil and groundwater in compliance with State Water Board Resolution 92-49 ("*Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under Water Code Section 13304*"). Resolution 92-49, Section III.G. requires cleanup to background, unless that is not reasonable. Alternative cleanup levels to background must comply with California Code of Regulations, Title 23, section 2550.4, and be consistent with maximum benefit to the people of the state, protect beneficial uses, and result in compliance with the Basin Plan. Alternative cleanup levels for groundwater shall not exceed water quality objectives in the Basin Plan, including California's MCLs and Notification Levels for drinking water as established by the State Department of Public Health. Alternative cleanup levels for soil and soil vapor shall not exceed levels that will result in groundwater exceeding water quality objectives in the Basin Plan, including California's MCLs and Notification Levels for drinking water as established by the State Department of Public Health.

The following references and guidelines shall be considered when establishing preliminary site cleanup goals:

- a. Methodology to develop soil cleanup screening levels for VOCs and TPH sets forth in the Regional Board's *Interim Site Assessment and Cleanup Guidebook*, May 1996, for the protection of groundwater beneath the site and vicinity.
 - b. Human health protection screening levels set forth in the current USEPA Region IX's Regional Screening Levels (RSLs).
 - c. Protection of indoor air quality from vapor intrusion based on the California EPA's January 2005 (or later version) *Use of Human Health Screening Levels (CHHSLs) in Evaluation of Contaminated Properties*. Soil vapor investigation/evaluation procedures and methodologies are stated in the Department of Toxic Substances Control (DTSC) and Regional Board April 2012 (or latest version) *Advisory - Active Soil Gas Investigations*, and the DTSC October 2011 (or latest version) *Guidance for the Evaluation and Mitigation of Subsurface Vapor Intrusion to Indoor Air*.
- ii. Discussion of the technology(ies) proposed for remediation of soil matrix, soil vapor and groundwater.
 - iii. Description of the selection criteria for choosing the proposed method over other potential remedial options. Discuss the technical merit, suitability of the selected method under the given site conditions and waste constituents present, economic and temporal feasibility, and immediate and/or future beneficial results.

- iv. Estimation of cumulative mass of wastes to be removed with the selected method. Include all calculations and methodology used to obtain this estimate.
 - v. A proposed time schedule for completion of each proposed remedial action.
 - vi. Revisions to or additional RAPs may be needed if the implemented remedial measure does not completely achieve all site cleanup goals.
 - B. Upon Regional Board approval of the RAP(s), you shall implement the RAP(s) in accordance with the approved time schedule.
 - C. You shall submit quarterly remediation progress reports to this Regional Board as set forth in the Monitoring and Reporting Program (Attachment C). The quarterly remediation progress reports shall document all performance data associated with the operating systems.
 - D. Upon completion of implementation of the RAP(s) or reaching the limits of approved remedial actions, submit Remedial Action Confirmation WorkPlans/Reports or a Remediation Completion Report according to the schedule specified by the Executive Officer.
4. **Conduct Groundwater Monitoring:** Implement a plume-wide groundwater monitoring program as set forth in the Monitoring and Reporting Program (Attachment C).
5. **Time Schedule:** The Dischargers shall submit all required work plans and reports and complete work within the time schedule listed in Attachment B and Attachment C attached hereto and incorporated herein by reference, which may be revised by the Executive Officer without revising the remainder of this Order.
6. The Regional Board's authorized representative(s) shall be allowed:
 - A. Entry upon premises where a regulated facility or activity is located, conducted, or where records are stored, under the conditions of this Order;
 - B. Access to copy any records that are stored under the conditions of this Order;
 - C. Access to inspect any facility, equipment (including monitoring and control equipment), practices, or operations regulated or required under this Order; and
 - D. The right to photograph, sample, and monitor the site for the purpose of ensuring compliance with this Order, or as otherwise authorized by the California Water Code.
7. **Contractor/Consultant Qualification:** As required by the California Business and Professions Code Sections 6735, 7835, and 7835.1, all reports shall be prepared by, or under the supervision of, a California registered professional engineer or geologist and signed by the registered professional. All technical reports submitted by the Dischargers shall include a statement signed by the authorized representative certifying under penalty of law that the representative has examined and is familiar with the report and that to his knowledge, the report is true, complete, and accurate. All technical documents shall be signed by and stamped with the seal of the above-mentioned qualified professionals that reflects a license expiration date.

8. This Order is not intended to permit or allow the Dischargers to cease any work required by any other Order issued by the Regional Board, nor shall it be used as a reason to stop or redirect any investigation or cleanup or remediation programs ordered by the Regional Board or any other agency. Furthermore, this Order does not exempt the Dischargers from compliance with any other laws, regulations, or ordinances which may be applicable, nor does it legalize these waste treatment and disposal facilities, and it leaves unaffected any further restrictions on those facilities which may be contained in other statutes or required by other agencies.
9. The Dischargers shall submit a 30-day advance notice to the Regional Board of any planned changes in name, ownership, or control of the site and shall provide a 30-day advance notice of any planned physical changes to the site that may affect compliance with this Order. In the event of a change in ownership or operator, the Dischargers also shall provide a 30-day advance notice, by letter, to the succeeding owner/operator of the existence of this Order, and shall submit a copy of this advance notice to the Regional Board.
10. Abandonment of any groundwater well(s) installed for investigation and remediation of the groundwater plum originating from the site must be approved by and reported to the Executive Officer at least 30 days in advance. Any groundwater wells removed must be replaced within a reasonable time, at a location approved by the Executive Officer. With written justification, the Executive Officer may approve the abandonment of groundwater wells without replacement. When a well is removed, all work shall be completed in accordance with California Department of Water Resources Bulletin 74-90, "California Well Standards," Monitoring Well Standards Chapter, Part III, Sections 16-19.
11. In the event compliance cannot be achieved within the terms of this Order, the Dischargers have the opportunity to request, in writing, an extension of the time specified. The extension request shall include an explanation why the specified date could not or will not be met and justification for the requested period of extension. Any extension request shall be submitted as soon as the situation is recognized and no later than the compliance date. Extension requests not approved in writing with reference to this Order are denied.
12. Reference herein to determinations and considerations to be made by the Regional Board regarding the terms of the Order shall be made by the Executive Officer. Decisions and directives made by the Executive Officer in regards to this Order shall be as if made by the Regional Board.
13. The Regional Board, through its Executive Officer, may revise this Order as additional information becomes available. Upon request by the Dischargers, and for good cause shown, the Executive Officer may defer, delete or extend the date of compliance for any action required of the Dischargers under this Order. The authority of the Regional Board, as contained in the California Water Code, to order investigation and cleanup, in addition to that described herein, is in no way limited by this Order.
14. Continue any remediation or monitoring activities until such time as the Regional Board determines that sufficient cleanup has been accomplished and this Order has been satisfied.
15. Reimburse the Regional Board for reasonable costs associated with oversight of the investigation and cleanup of the site soils and groundwater emanating from the site.

Provide the Regional Board with the name or names and contact information for the person to be provided billing statements from the State Water Resources Control Board.

16. A Public Participation Plan shall be prepared and/or updated when directed by the Executive Officer as necessary to reflect the degree of public interest in the investigation and cleanup process.
17. The Regional Board, under the authority given by Water Code section 13267(b)(1), requires you to include a perjury statement in all reports submitted under this Order. The perjury statement shall be signed by a senior authorized representative (not by a consultant). The perjury statement shall be in the following format:

"I, [NAME], certify under penalty of law that this document and all attachments were prepared by me, or under my direction or supervision, in accordance with a system designed to assure that qualified personnel properly gathered and evaluated the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations."

18. The State Water Board adopted regulations requiring the electronic submittals of information over the internet using the State Water Board GeoTracker data management system. You are required to comply with the regulations by uploading all groundwater monitoring/remediation well data, laboratory analytical data, and all reports and correspondence prepared to date and in the future on to the GeoTracker data management system by the due dates specified in the Regional Board letter and this Order issued to you. However, you may be required to submit hard copies of selected documents, data, and maps to the Regional Board in addition to electronic submittal of information to GeoTracker. The text of the regulations can be found at the URL:

http://www.waterboards.ca.gov/ust/electronic_submittal/

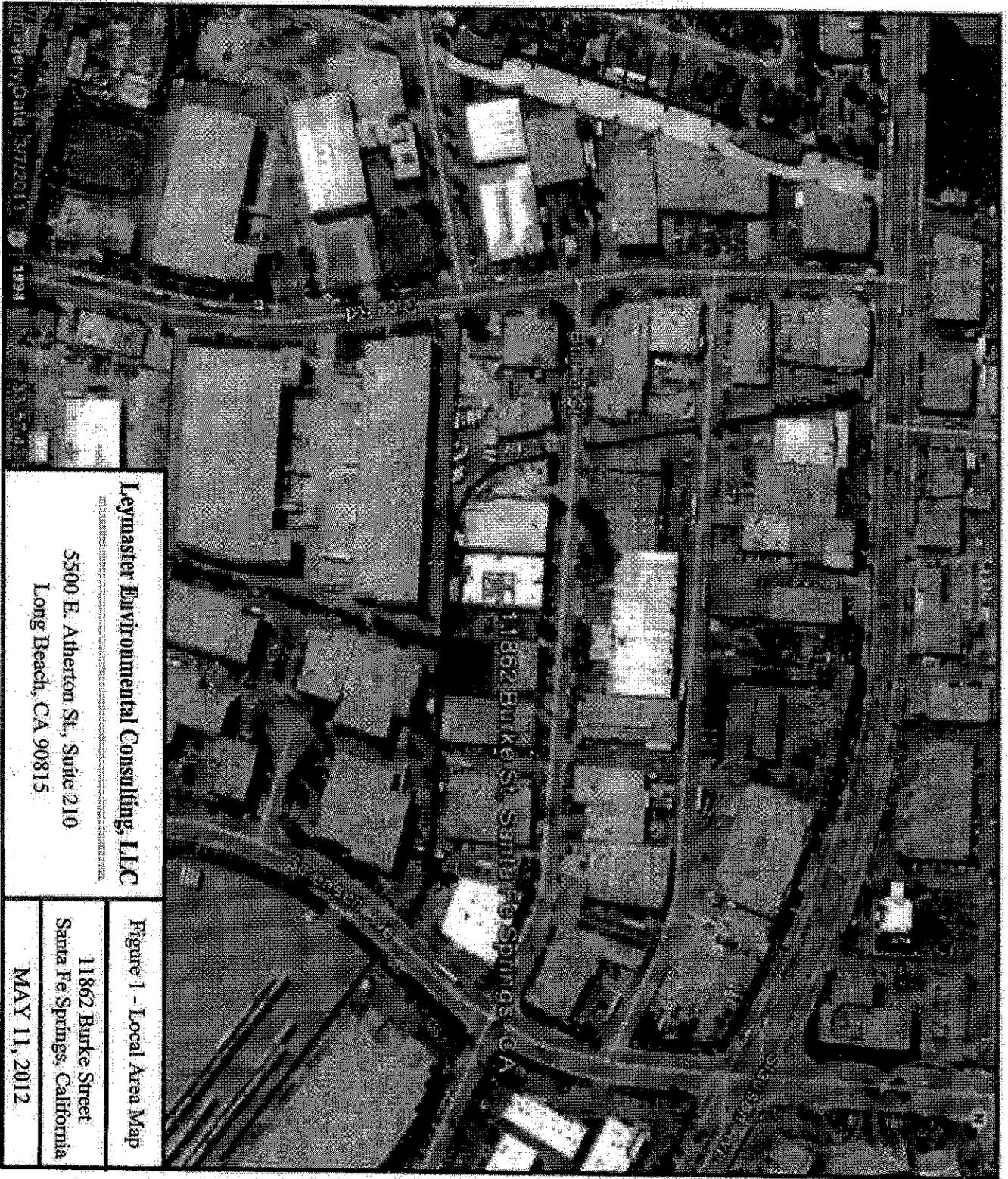
19. Failure to comply with the terms or conditions of this Order may result in imposition of civil liabilities, imposed either administratively by the Regional Board or judicially by the Superior Court in accordance with sections 13268, 13304, 13308, and/or 13350 of the California Water Code, and/or referral to the Attorney General of the State of California.
20. None of the obligations imposed by this Order on the Dischargers are intended to constitute a debt, damage claim, penalty or other civil action which should be limited or discharged in a bankruptcy proceeding. All obligations are imposed pursuant to the police powers of the State of California intended to protect the public health, safety, welfare, and environment.

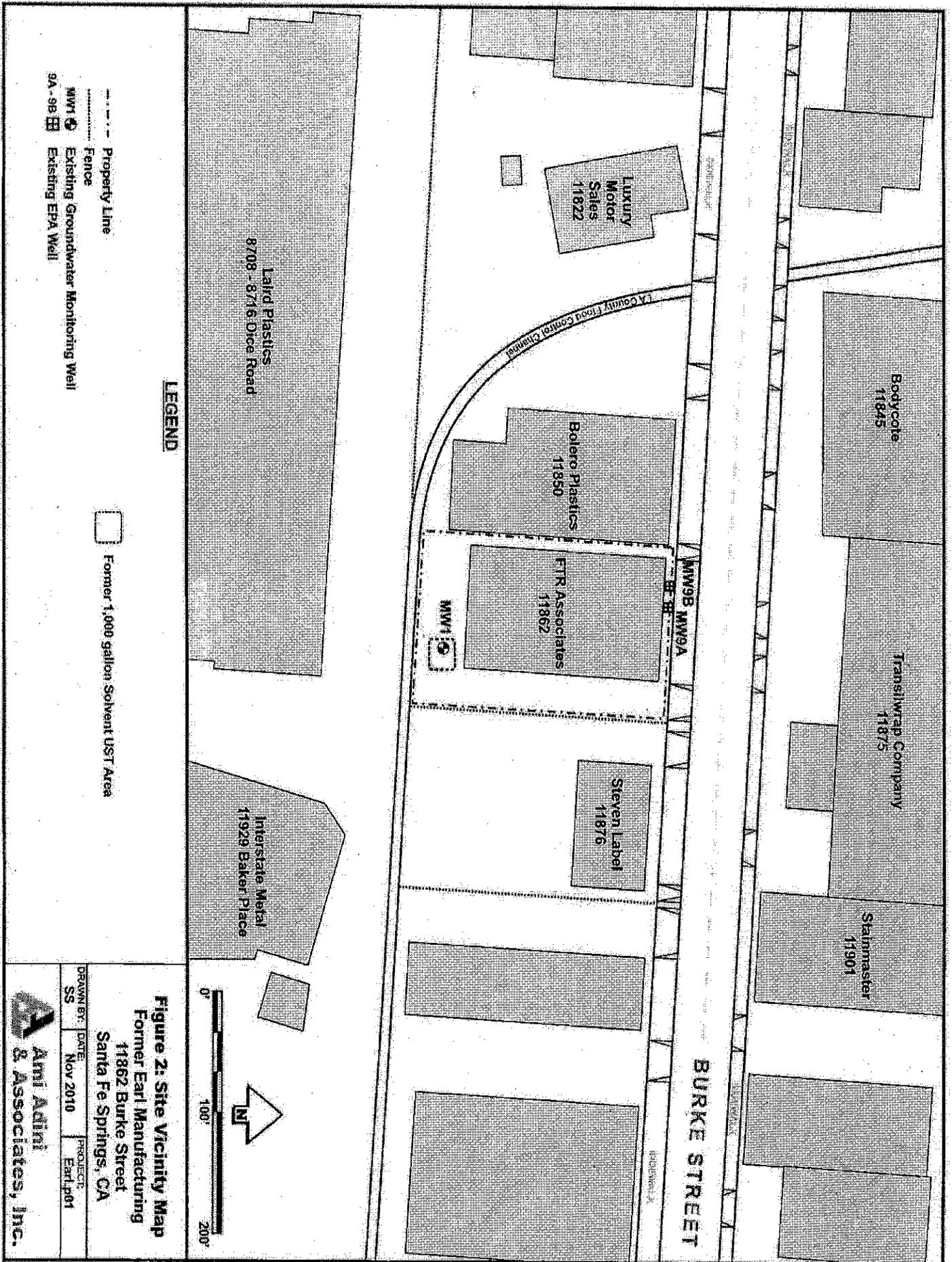
Ordered by: _____
Samuel Unger, P.E.
Executive Officer

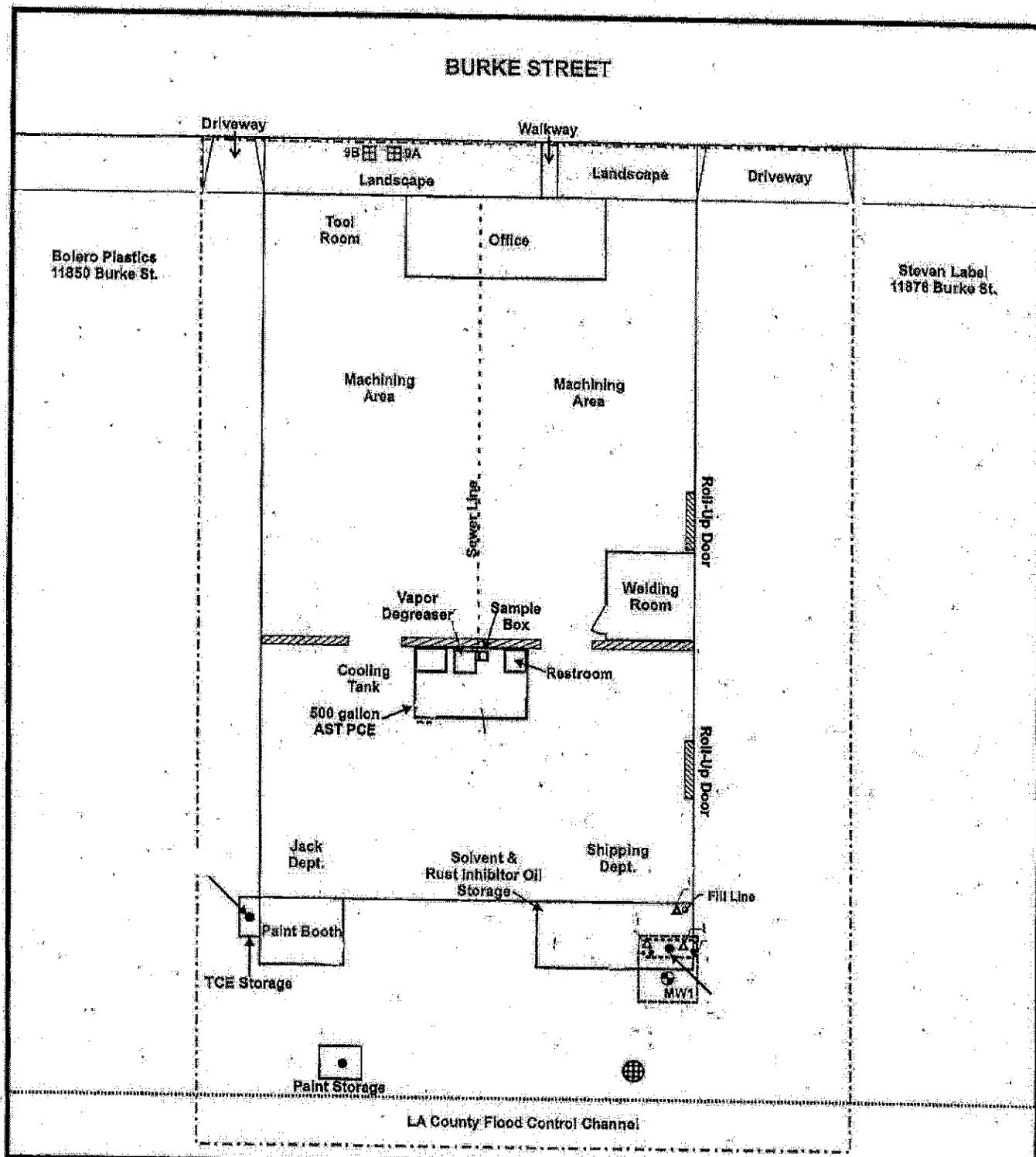
Date:

ATTACHMENT A (MAPS)

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LEGEND

- MW1 Groundwater Monitoring Well
- 9A-9E EPA Well
- Sewer Cleanout
- Property Line
- Chain Link Fence
- Sewer Line
- SV1 Soil Vapor Probe (Dec. 1998)
- 1A UST Removal Sample (Aug. 1997)
- Former 1,000 gallon Waste Solvent UST Area
- Limit of Excavation

Figure 3: Site Map
 Former Earl Manufacturing
 11862 Burke Street
 Santa Fe Springs, CA

DRAWN BY: SS	DATE: Nov 2010	PROJECT: Earl.p01
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Ami Adini & Associates, Inc.

ATTACHMENT B: TIME SCHEDULE

DIRECTIVE		DUE DATE
1.	Develop a Site Conceptual Model:	
1a	<p>Prepare and submit a Site Conceptual Model which provides details on and illustrates waste discharge scenario, geology and hydrogeology, waste constituent fate and transport in soil, soil gas and groundwater, distribution of waste constituents, exposure pathways, sensitive receptors and other relevant information.</p> <p>Include a preliminary or screening human health risk assessment (HHRA), considering all waste constituents in the soil matrix, soil gas and groundwater, all exposure pathways and sensitive receptors.</p> <p><i>[Note that the Regional Board may require revisions to the Site Conceptual Model as necessary to complete the Model.]</i></p>	<p>July 15, 2013</p> <p>Within 60 days of receiving directives from Regional Board</p>
2.	Complete Assessment and Delineation of Waste Discharge:	
2a	<p>Prepare and submit a Site Assessment Work plan including a schedule for fully assessing and completing delineation of the horizontal and vertical extent of wastes, including VOCs, TPH, heavy metals, emergent chemicals and other waste constituents in the soil matrix, soil vapor, and groundwater onsite and offsite.</p> <p>Implement the Site Assessment Work Plan according to the approved schedule.</p> <p>Upon completion of implementation of the approved Site Assessment Work plan, submit a Site Assessment Report.</p>	<p>August 15, 2013</p> <p>According to the schedule approved by Executive Officer</p> <p>According to the schedule approved or specified by Executive Officer</p>
2b	<p>Multiple Site Assessment Work Plans and Reports may be required to complete assessment of and fully delineate waste discharge</p>	<p>According to the schedules specified by Executive Officer</p>

DIRECTIVE		DUE DATE
3.	Conduct Remedial Action:	
3a	Submit a Remedial Action Plan (RAP) for cleanup of wastes in soil, soil vapor and groundwater, that includes a time schedule for implementation.	According to the schedule specified by Executive Officer
	Implement the RAP	According to the schedule approved or specified by Executive Officer
	Upon completion of implementation of the RAP or reaching the limits of approved remedial actions, submit Remedial Action Confirmation WorkPlans/Reports, or a Remediation Completion Report.	According to the schedule approved or specified by Executive Officer
3b	Multiple RAPs and Confirmation Workplans/Reports and Remediation Completion Reports may be required to implement multiple remedial measures to achieve all site cleanup goals.	According to the schedules specified by Executive Officer

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ATTACHMENT C

MONITORING AND REPORTING PROGRAM FOR CLEANUP AND ABATEMENT ORDER NO. R4-2013-0012

This Monitoring and Reporting Program is part of Cleanup and Abatement Order No. R4-2013-0012 (CAO). Failure to comply with this program constitutes noncompliance with the CAO and California Water Code, which can result in the imposition of civil monetary liability. All sampling and analyses shall be by USEPA approved methods. The test methods chosen for detection of the constituents of concern shall be subject to review and concurrence by the California Regional Water Quality Control Board, Los Angeles Region (Regional Water Board).

Laboratory analytical reports to be included in technical reports shall contain a complete list of chemical constituents which are tested for and reported on by the testing laboratory. In addition, the reports shall include both the method detection limit and the practical quantification limit for the testing methods. All samples shall be analyzed allowable holding time. All quality assurance/quality control (QA/QC) samples must be run on the same dates when samples were actually analyzed. Proper chain of custody procedures must be followed and a copy of the completed chain of custody form shall be submitted with the report. All analyses must be performed by a California Department of Public Health accredited laboratory.

The Regional Board's *Quality Assurance Project Plan, September 2008*, can be used as a reference and guidance for project activities involving sample collection, handling, analysis and data reporting. The guidance is available on the Regional Board's web site at:

http://www.waterboards.ca.gov/rwqcb4/water_issues/programs/remediation/Board_SGV-SFVCleanupProgram_Sept2008_QAPP.pdf

GROUNDWATER MONITORING

The Dischargers shall collect groundwater samples from groundwater monitoring wells installed for the purpose of site investigation and monitoring. Any monitoring wells installed in the future shall be added to the groundwater monitoring program and sampled semiannually. The groundwater surface elevation (in feet above mean sea level [MSL]) in all monitoring wells shall be measured and used to determine the gradient and direction of groundwater flow.

The following shall constitute the monitoring program for groundwater:

Constituent	EPA Method
Volatile Organic Compounds (full scan)	EPA 8260B
Total petroleum hydrocarbons as gasoline	EPA 8015 modified
Metals	EPA 6010B
1,4-dioxane	EPA 8270C
Temperature	Field*

Constituent	EPA Method
pH	Field*
Electrical Conductivity	Field*
Dissolved oxygen	Field*
Oxidation-Reduction Potential (ORP)	Field*
Turbidity	Field*

*Field - To be measured in the field.

REMEDICATION SYSTEMS

Reports on remediation systems shall contain the following information regarding the site remediation systems:

1. Maps showing location of all remediation wells and groundwater monitoring wells, if applicable;
2. Status of each remediation system including amount of time operating and down time for maintenance and/or repair;
3. The report shall include tables summarizing the operating and performance parameters for the remediation systems; and
4. System inspection sheets shall document field activities conducted during each site visit and shall be included in the quarterly reports.

MONITORING FREQUENCIES

Specifications in this monitoring program are subject to periodic revisions. Monitoring requirements may be modified or revised by the Executive Officer based on review of monitoring data submitted pursuant to this Order. Monitoring frequencies may be adjusted or parameters and locations removed or added by the Executive Officer if site conditions indicate that the changes are necessary.

REPORTING REQUIREMENTS

1. The Dischargers shall report all monitoring data and information as specified herein. Reports that do not comply with the required format will be REJECTED and the Dischargers shall be deemed to be in noncompliance with the Monitoring and Reporting Program.
2. Semiannual groundwater monitoring reports shall be submitted to the Regional Water Board according to the schedule below.

<u>Monitoring Period</u>	<u>Report Due</u>
January - March	April 15
July - September	October 15

Groundwater monitoring reports shall include a contour map showing groundwater elevations at the site and the groundwater flow direction. The quarterly groundwater monitoring reports shall include tables summarizing the historical depth-to-water, groundwater elevations and historical analytical results for each monitoring well. The results of any monitoring done more frequently than required at the locations specified in the Monitoring and Reporting Program shall be reported to the Regional Water Board.

Field monitoring well sampling sheets shall be completed for each monitoring well sampled and included in the report.

Quarterly remediation progress reports shall be submitted to the Regional Water Board according to the schedule below.

<u>Monitoring Period</u>	<u>Report Due</u>
January - March	April 30
April - June	July 31
July - September	October 31
October - December	January 31

3. Remediation progress reports shall include an estimate of the cumulative mass of contaminant removed from the subsurface, system operating time, the effectiveness of the remediation system, any field notes pertaining to the operation and maintenance of the system and, if applicable, the reasons for and duration of all interruptions in the operation of any remediation system and actions planned or taken to correct and prevent interruptions.
4. In reporting the monitoring data, the Dischargers shall arrange the data in tabular form so that the date, the constituents, and the concentrations are readily discernible. The data shall be summarized to demonstrate compliance with the requirements. All data shall be submitted in electronic form in a form acceptable to the Regional Water Board.
5. All monitoring or remediation progress reports shall include waste constituent iso-concentration maps in plain and cross-section view with soil lithology data.

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7 Attorneys for Plaintiffs
[See List of Plaintiffs, attached as Exhibit A]

8 UNITED STATES DISTRICT COURT
9 CENTRAL DISTRICT OF CALIFORNIA

10 ALCOA INC.; ALPHA THERAPEUTIC)
CORPORATION; APPLIED MICRO)
11 CIRCUITS CORP.; ARLON, LLC; ASTRO)
ALUMINUM TREATING CO., INC.; BASF)
12 CORPORATION; BAXTER HEALTHCARE)
CORPORATION; CAL-TAPE & LABEL)
13 CO.; CALIFORNIA HYDROFORMING)
COMPANY, INC.; CINTAS)
14 CORPORATION; COLUMBIA SHOWCASE)
& CABINET COMPANY, INC.; COUNTY)
15 OF LOS ANGELES; CROSBY &)
OVERTON, INC.; DISNEY ENTERPRISES,)
16 INC.; FORENCO, INC.; GENERAL)
DYNAMICS CORPORATION;)
17 GULFSTREAM AEROSPACE)
CORPORATION; HEXCEL)
18 CORPORATION; HONEYWELL)
INTERNATIONAL INC.;)
19 INTERNATIONAL PAPER COMPANY;)
JOHNS MANVILLE; KIMBERLY-CLARK)
20 WORLDWIDE, INC.; KINDER MORGAN)
LIQUIDS TERMINALS LLC; LOS)
21 ANGELES COUNTY METROPOLITAN)
TRANSPORTATION AUTHORITY;)
22 MASCO CORPORATION OF INDIANA;)
MATTEL, INC.; MERCK SHARP &)
23 DOHME CORPORATION;)
NBCUNIVERSAL MEDIA, LLC; PACIFIC)
24 BELL TELEPHONE COMPANY;)
PILKINGTON GROUP LIMITED; QUEST)
25 DIAGNOSTICS CLINICAL)
LABORATORIES, INC.; RAYTHEON)
26 COMPANY; RIO TINTO AUM COMPANY;)
SAFETY-KLEEN SYSTEMS, INC.;)
27 SCRIPTO-TOKAI CORPORATION;)
SEMPRA GLOBAL; SHILEY, LLC;)
28 SIGNET ARMORLITE, INC.; SOCÓ WEST,)

Case No.: 2:14-cv-06456 GW (Ex.)

AMENDED COMPLAINT

1. Cost Recovery (Owners and Operators), Comprehensive Environmental Response Compensation and Liability Act, 42 U.S.C. § 9601, *et seq.*;
2. Cost Recovery (Arrangers), Comprehensive Environmental Response Compensation and Liability Act, 42 U.S.C. § 9601, *et seq.*;
3. Declaratory Judgment, Comprehensive Environmental Response Compensation and Liability Act, 42 U.S.C. § 9601, *et seq.* and Declaratory Judgment Act, 28 U.S.C. §§ 2201, 2202;
4. Abatement of Imminent and Substantial Endangerment, Resource Conservation and Recovery Act, 42 U.S.C. § 6901, *et seq.*;
5. Continuing Public Nuisance, Cal. Civil Code §§ 3479-80

AMENDED COMPLAINT

Case No.: 2:14-cv-06456 GW (Ex.)

EXHIBIT D

1 INC.; SONOCO PRODUCTS COMPANY;
2 SPARTON TECHNOLOGY, INC.; TEXACO
3 INC.; TEXAS INSTRUMENTS
4 INCORPORATED; THE BOEING
5 COMPANY; THE DOW CHEMICAL
6 COMPANY; THE REGENTS OF THE
UNIVERSITY OF CALIFORNIA; THE
SHERWIN-WILLIAMS COMPANY;
TRIMAS CORPORATION; UNION OIL
COMPANY OF CALIFORNIA; UNIVAR
USA INC.; UNIVERSAL CITY STUDIOS
LLC; AND YORT, INC.

7 Plaintiffs,

8 v.

9 APC INVESTMENT CO.; ASSOCIATED
10 PLATING COMPANY; ASSOCIATED
11 PLATING COMPANY, INC.; BODYCOTE
12 THERMAL PROCESSING, INC.; BURKE
13 STREET, LLC; POWERINE OIL
14 COMPANY; CONTINENTAL HEAT
15 TREATING, INC.; CONTINENTAL
16 DEVELOPMENT COMPANY, LP;
17 CLAUDETTE EARL, AN INDIVIDUAL;
18 EARL MFG. CO., INC.; EXXONMOBIL OIL
19 CORPORATION; FERRO CORP.;
20 FIRMENICH, INC.; FOSS PLATING
21 COMPANY, INC.; GORDON E. MCCANN,
22 AN INDIVIDUAL; LYNNEA R. MCCANN,
23 AN INDIVIDUAL; DARRELL K.
24 GOLNICK, AN INDIVIDUAL; CLARE S.
25 GOLNICK, AN INDIVIDUAL; CHERYL A.
26 GOLNICK, AN INDIVIDUAL; KEKROPIA,
27 INC.; MISSION LINEN SUPPLY;
28 MOMENTIVE SPECIALTY CHEMICALS,
INC.; WILLIAM K. PALLEY, AN
INDIVIDUAL; PALLEY SUPPLY
COMPANY; PALMTREE ACQUISITION
CORPORATION; PHIBRO-TECH, INC.;
PILOT CHEMICAL CORP.; PMC
SPECIALTIES GROUP, INC.; UNION
PACIFIC RAILROAD COMPANY; AND
FIRST DICE ROAD COMPANY, INC., and
Does 1 - 250, INCLUSIVE

Defendants.

1 Plaintiffs Alcoa Inc.; Alpha Therapeutic Corporation; Applied Micro Circuits
2 Corp.; Arlon, LLC; Astro Aluminum Treating Co., Inc.; BASF Corporation; Baxter
3 Healthcare Corporation; Cal-Tape & Label Co.; California Hydroforming Company,
4 Inc.; Cintas Corporation; Columbia Showcase & Cabinet Company, Inc.; County of
5 Los Angeles; Crosby & Overton, Inc.; Disney Enterprises, Inc.; Forenco, Inc.;
6 General Dynamics Corporation; Gulfstream Aerospace Corporation; Hexcel
7 Corporation; Honeywell International Inc.; International Paper Company; Johns
8 Manville; Kimberly-Clark Worldwide, Inc.; Kinder Morgan Liquids Terminals LLC;
9 Los Angeles County Metropolitan Transportation Authority; Masco Corporation of
10 Indiana; Mattel, Inc.; Merck Sharp & Dohme Corporation; NBCUniversal Media,
11 LLC; Pacific Bell Telephone Company; Pilkington Group Limited; Quest
12 Diagnostics Clinical Laboratories, Inc.; Raytheon Company; Rio Tinto AUM
13 Company; Safety-Kleen Systems, Inc.; Scripto-Tokai Corporation; Sempra Global;
14 Shiley, LLC; Signet Armorlite, Inc.; Soco West, Inc.; Sonoco Products Company;
15 Sparton Technology, Inc.; Texaco Inc.; Texas Instruments Incorporated; The Boeing
16 Company; The Dow Chemical Company; The Regents of the University of
17 California; The Sherwin-Williams Company; TriMas Corporation; Union Oil
18 Company of California; Univar USA Inc.; Universal City Studios LLC; and Yort, Inc.
19 (collectively, "Plaintiffs"), by their attorneys, Proskauer Rose LLP, against
20 Defendants APC Investment Co.; Associated Plating Company; Associated Plating
21 Company, Inc. (f/k/a Associated Plating Acquisition Corp.); Bodycote Thermal
22 Processing, Inc.; Burke Street, LLC; Powerine Oil Company; Continental Heat
23 Treating, Inc.; Continental Development Company, LP; Claudette Earl, an individual;
24 Earl Mfg. Co., Inc.; ExxonMobil Oil Corporation; Ferro Corp.; Firmenich, Inc.; Foss
25 Plating Company, Inc.; Gordon E. McCann, an individual; Lynnea R. McCann, an
26 individual; Darrell K. Golnick, an individual; Clare S. Golnick, an individual; Cheryl
27 A. Golnick, an individual; Kekropia, Inc.; Mission Linen Supply; Momentive
28

1 Specialty Chemicals, Inc.; William K. Palley, an individual; Palley Supply Company;
2 Palmtree Acquisition Corporation; Phibro-Tech, Inc.; Pilot Chemical Corp.; PMC
3 Specialties Group, Inc.; Union Pacific Railroad Company; First Dice Road Company;
4 and DOES 1 through 250 (collectively, "Defendants"), allege upon knowledge as to
5 themselves and upon information and belief as to others, the following:

6 **NATURE OF THE ACTION**

7 1. This is a civil action arising from environmental contamination caused
8 by Defendants and by which Plaintiffs seek cost recovery and a declaratory judgment
9 under sections 107(a) and 113(g)(2) of the federal Comprehensive Environmental
10 Response, Compensation and Liability Act, as amended 42 U.S.C. §§ 9601-9675
11 ("CERCLA"); abatement of an imminent and substantial endangerment to health or
12 the environment under section 7002 of the federal Resource Conservation and
13 Recovery Act, as amended 42 U.S.C. §§ 6901-6992k ("RCRA"); and injunctive relief
14 and compensatory damages under California law.

15 2. Groundwater underlying portions of the Whittier and Santa Fe Springs
16 communities is purportedly contaminated with high concentrations of numerous
17 substances that are hazardous to the environment and human health, including
18 hexavalent chromium and chlorinated and non-chlorinated solvents. According to the
19 United States Environmental Protection Agency ("EPA"), action to address the
20 contamination is necessary to protect the public health and the environment. EPA has
21 designated this regional groundwater contamination, which covers an area
22 approximately 4½ miles long, as Operable Unit No. 2 of the Omega Superfund Site
23 (the "OU-2 Facility").

24 3. For decades, Defendants have owned properties or operated businesses,
25 or arranged for the treatment of wastes at businesses, that sit atop or very near the
26 OU-2 Facility at which substantial quantities of hazardous substances and hazardous
27 waste, including chlorinated and non-chlorinated solvents and hexavalent chromium,
28

1 have been spilled or discharged onto the ground and migrated downward into the soil
2 and groundwater. These businesses include chemical manufacturing or processing
3 plants, industrial laundry operations, businesses that perform mechanical work,
4 painting, detailing and spot chroming on automobiles, oil production and refining
5 plants, manufacturing plants, and metal processing plants. The soil and groundwater
6 underlying these source properties have been contaminated by operations conducted
7 there, resulting in multiple plumes of contamination that have blended together into
8 regional groundwater contamination.

9 4. EPA has evaluated many Defendants in connection with the OU-2
10 Facility and has concluded that certain of them are potentially responsible parties
11 (“PRPs”) warranting receipt of a Special Notice Letter (“SNL”) from EPA. In the
12 SNL sent to these Defendants (the “SNL Defendants”), the EPA identifies each
13 recipient as potentially liable under CERCLA Section 107 for the OU-2 Facility
14 groundwater contamination as well as past and future costs to clean up that
15 contamination, provides information concerning its basis for this conclusion, and
16 solicits offers from the SNL Defendants to (a) perform the OU-2 Facility remedial
17 design and remedial action selected by EPA and (b) pay the unreimbursed response
18 costs EPA has incurred in connection with the OU-2 Facility. According to EPA, the
19 primary purposes of each SNL are to invoke the statutory moratorium on certain EPA
20 actions and to initiate formal settlement negotiations with the recipient for a response
21 action and the recovery of EPA’s unreimbursed costs.

22 5. EPA also utilizes General Notice Letters (“GNLs”), which inform the
23 recipient that EPA considers it potentially liable for cleanup costs at a Superfund site
24 and invite the recipient to discuss its involvement at the site. Each GNL also serves to
25 begin or continue the process of information exchange, and to initiate the process of
26 “informal” negotiations with EPA. Generally speaking, EPA issues a GNL after
27 concluding that there is sufficient information to name the recipient as a PRP, and as a
28

1 means to open a dialogue with EPA and to offer the recipient an opportunity to
2 explain why it should not receive an SNL. EPA sent GNLs to several PRP
3 Defendants (the "GNL Defendants") that identify the GNL Defendants as potentially
4 liable under CERCLA Section 107 for the OU-2 Facility groundwater contamination,
5 and for past and future costs to clean up that contamination. The GNLs all requested
6 responses as to the GNL Defendants' willingness to negotiate regarding their
7 potential liability for the OU-2 Facility response costs.

8 6. Upon information and belief, EPA recognizes that there are a large
9 number of industrial properties that occupy the OU-2 Facility, continues to evaluate
10 whether there are additional source properties and PRPs as time and resources allow,
11 and encourages those persons and entities it has already named as PRPs to perform
12 the work necessary to identify other PRPs.

13 7. Plaintiffs, or their predecessors, affiliated entities, assignees or obligees,
14 are companies that allegedly sent chemicals to Omega Chemical Corporation
15 ("Omega Chemical") in Whittier for appropriate processing and recycling. EPA
16 contends that Omega Chemical failed to properly process, recycle or dispose of those
17 chemicals, resulting in groundwater contamination, and that Plaintiffs are responsible
18 to remediate the groundwater contamination underneath the Omega Chemical
19 property.

20 8. EPA, however, has not limited Plaintiffs' responsibility for remediation
21 to the groundwater underneath the Omega Chemical property. Because EPA
22 contends that the Omega Chemical property is one of multiple source properties of the
23 OU-2 Facility groundwater contamination, and that CERCLA imposes joint and
24 several liability for releases of hazardous substances in actions brought by the
25 government, EPA asserts that Plaintiffs are responsible for remediating the OU-2
26 Facility.

1 9. Plaintiffs have each voluntarily incurred significant costs to investigate
2 the sources to, and the remediation of, the OU-2 Facility, collectively spending
3 millions of dollars to address it, and may incur millions of dollars more in future
4 response costs. EPA has determined that the contaminated groundwater should be
5 contained, extracted, and treated so that it can be used in a beneficial manner. This
6 remedy will require tens of millions of dollars in capital and operating expenditures
7 for years to come. Upon information and belief, Defendants are responsible for
8 releases of hazardous substances to the OU-2 Facility groundwater and therefore
9 should bear the costs to clean up the resulting contamination.

10 10. EPA's proposal to contain regional groundwater to address the
11 contaminants that have already migrated away from Defendants' properties, however,
12 would not address the imminent and substantial endangerment to human health and
13 the environment that is presented by the failure of some of the Defendants to
14 implement source control measures to prevent groundwater exceeding health-based
15 levels from continuing to leave the source property as a result of contaminated on-site
16 soils or other on-site contamination including groundwater above health-based levels
17 that is directly below site sources. The lack of adequate property source control at
18 numerous Defendant properties results in groundwater exceeding health-based levels
19 continuing to migrate into OU2. The Defendants associated with those source
20 properties have thus far failed to adequately address the problem, despite having been
21 on notice of the contamination for a very long time. In addition, without appropriate
22 monitoring to determine the extent of offsite groundwater contamination resulting
23 from each Defendants' handling of solid or hazardous waste at their properties,
24 including contaminated soils, and without measures to control the contamination at its
25 source, the contamination will continue to pose a threat to human health and the
26 environment, and swell the costs and duration of efforts to contain and eventually
27 clean-up the OU2 groundwater.

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1 16. Plaintiff Astro Aluminum Treating Co., Inc. is a corporation duly
2 organized and existing under the laws of the State of California with its principal
3 place of business in South Gate, California.

4 17. Plaintiff BASF Corporation is a corporation duly organized and existing
5 under the laws of the State of Delaware with its principal place of business in Florham
6 Park, New Jersey.

7 18. Plaintiff Baxter Healthcare Corporation is a corporation duly organized
8 and existing under the laws of the State of Delaware with its principal place of
9 business in Deerfield, Illinois.

10 19. Plaintiff Cal-Tape & Label Co. is a corporation duly organized and
11 existing under the laws of the State of California with its principal place of business in
12 Anaheim, California.

13 20. Plaintiff California Hydroforming Company, Inc. is a corporation duly
14 organized and existing under the laws of the State of California with its principal
15 place of business in City of Industry, California.

16 21. Plaintiff Cintas Corporation is a corporation duly organized and existing
17 under the laws of the State of Washington with its principal place of business in
18 Mason, Ohio.

19 22. Plaintiff Columbia Showcase & Cabinet Company, Inc. is a corporation
20 duly organized and existing under the laws of the State of California with its principal
21 place of business in Sun Valley, California.

22 23. Plaintiff County of Los Angeles is a public entity and duly constituted
23 California governmental entity.

24 24. Plaintiff Crosby & Overton, Inc. is a corporation duly organized and
25 existing under the laws of the State of California with its principal place of business in
26 Long Beach, California.

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1 25. Plaintiff Disney Enterprises, Inc. is a corporation duly organized and
2 existing under the laws of the State of Delaware with its principal place of business in
3 Burbank, California.

4 26. Plaintiff Forenco, Inc. is a corporation duly organized and existing under
5 the laws of the State of Illinois with its principal place of business in Chicago, Illinois.

6 27. Plaintiff General Dynamics Corporation is a corporation duly organized
7 and existing under the laws of the State of Delaware with its principal place of
8 business in Falls Church, Virginia.

9 28. Plaintiff Gulfstream Aerospace Corporation is a corporation duly
10 organized and existing under the laws of the State of Georgia with its principal place
11 of business in Savannah, Georgia.

12 29. Plaintiff Hexcel Corporation is a corporation duly organized and existing
13 under the laws of the State of Delaware with its principal place of business in
14 Stamford, Connecticut.

15 30. Plaintiff Honeywell International Inc. is a corporation duly organized
16 and existing under the laws of the State of Delaware with its principal place of
17 business in Morristown, New Jersey.

18 31. Plaintiff International Paper Company is a corporation duly organized
19 and existing under the laws of the State of New York with its principal place of
20 business in Memphis, Tennessee.

21 32. Plaintiff Johns Manville is a corporation duly organized and existing
22 under the laws of Delaware with its principal place of business in Denver, Colorado.

23 33. Plaintiff Kimberly-Clark Worldwide, Inc. is a corporation duly
24 organized and existing under the laws of the State of Delaware with its principal place
25 of business in Irving, Texas.

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1 34. Plaintiff Kinder Morgan Liquids Terminals LLC is a limited liability
2 company duly organized and existing under the laws of the State of Delaware with its
3 principal place of business in Houston, Texas.

4 35. Plaintiff Los Angeles County Metropolitan Transportation Authority is a
5 public corporation and county commission, duly authorized by California law to plan,
6 construct and operate public mass transit in the County of Los Angeles.

7 36. Plaintiff Mattel, Inc. is a corporation duly organized and existing under
8 the laws of the State of Delaware with its principal place of business in El Segundo,
9 California.

10 37. Plaintiff Masco Corporation of Indiana is a corporation duly organized
11 and existing under the laws of the State of Indiana with its principal place of business
12 in Taylor, Michigan.

13 38. Plaintiff Merck Sharp & Dohme Corporation is a corporation duly
14 organized and existing under the laws of the State of New Jersey with its principal
15 place of business in Whitehouse Station, New Jersey.

16 39. Plaintiff NBCUniversal Media, LLC is a limited liability company duly
17 organized and existing under the laws of the State of Delaware with its principal place
18 of business in New York, New York.

19 40. Plaintiff Pacific Bell Telephone Company is a corporation duly
20 organized and existing under the laws of the State of California with its principal
21 place of business in San Francisco, California.

22 41. Plaintiff Pilkington Group Limited, formerly known as Pilkinton PLC, is
23 a private limited company duly organized and existing under the laws of England with
24 its principal place of business in Lathom, England.

25 42. Plaintiff Quest Diagnostics Clinical Laboratories, Inc. is a corporation
26 duly organized and existing under the laws of the State of Delaware with its principal
27 place of business in Madison, New Jersey.

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1 43. Plaintiff Raytheon Company is a corporation duly organized and
2 existing under the laws of the State of Delaware with its principal place of business in
3 Waltham, Massachusetts.

4 44. Plaintiff Rio Tinto AUM Company is a corporation duly organized and
5 existing under the laws of the State of Delaware with its principal place of business in
6 South Jordan, Utah.

7 45. Plaintiff Safety-Kleen Systems, Inc. is a corporation duly organized and
8 existing under the laws of the State of Wisconsin with its principal place of business
9 in Norwell, Massachusetts.

10 46. Plaintiff Scripto-Tokai Corporation is a corporation duly organized and
11 existing under the laws of the State of Delaware with its principal place of business in
12 Ontario, California.

13 47. Plaintiff Sempra Global is a corporation duly organized and existing
14 under the laws of the State of Delaware with its principal place of business in San
15 Diego, California.

16 48. Plaintiff Shiley, LLC is a limited liability company duly organized and
17 existing under the laws of the State of California with its principal place of business in
18 New York, New York.

19 49. Plaintiff Signet Armorlite, Inc. is a corporation duly organized and
20 existing under the laws of the State of Delaware with its principal place of business in
21 Dallas, Texas.

22 50. Plaintiff Soco West, Inc. is a corporation duly organized and existing
23 under the laws of the State of Delaware with its principal place of business in
24 Stamford, Connecticut.

25 51. Plaintiff Sonoco Products Company is a corporation duly organized and
26 existing under the laws of the State of South Carolina with its principal place of
27 business in Hartsville, South Carolina.

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1 52. Plaintiff Sparton Technology, Inc. is a corporation duly organized and
2 existing under the laws of the New Mexico with its principal place of business in
3 Schaumburg, Illinois.

4 53. Plaintiff Texaco Inc. is a corporation duly organized and existing under
5 the laws of the State of Delaware with its principal place of business in San Ramon,
6 California.

7 54. Plaintiff Texas Instruments Incorporated is a corporation duly organized
8 and existing under the laws of the State of Delaware with its principal place of
9 business in Dallas, Texas.

10 55. Plaintiff The Boeing Company is a corporation duly organized and
11 existing under the laws of the State of Delaware with its principal place of business in
12 Chicago, Illinois.

13 56. Plaintiff The Dow Chemical Company is a corporation duly organized
14 and existing under the laws of the State of Delaware with its principal place of
15 business in Midland, Michigan.

16 57. Plaintiff The Regents of the University of California is, and at all times
17 relevant to this action was, pursuant to Article IX, Section 9, subdivisions (a) and (f)
18 of the California Constitution, a California constitutional corporation, authorized and
19 empowered to administer a public trust known as the University of California, with
20 full powers of organization and government thereof, including all powers necessary
21 or convenient for the effective administration of the trust with its principal place of
22 business in Oakland, California.

23 58. Plaintiff The Sherwin-Williams Company is a corporation duly
24 organized and existing under the laws of the State of Ohio with its principal place of
25 business in Cleveland, Ohio.

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1 59. Plaintiff TriMas Corporation is a corporation duly organized and
2 existing under the laws of the State of Delaware with its principal place of business in
3 Bloomfield Hills, Michigan.

4 60. Plaintiff Union Oil Company of California is a corporation duly
5 organized and existing under the laws of the State of California with its principal
6 place of business in San Ramon, California.

7 61. Plaintiff Univar USA Inc. is a corporation duly organized and existing
8 under the laws of the State of Washington with its principal place of business in
9 Downers Grove, Illinois.

10 62. Plaintiff Universal City Studios LLC is a limited liability company duly
11 organized and existing under the laws of the State of Delaware with its principal place
12 of business in Universal City, California.

13 63. Plaintiff Yort, Inc. is a corporation duly organized and existing under the
14 laws of the State of California with its principal place of business in Andover,
15 Massachusetts.

16 **B. Defendants**

17 64. Each Defendant falls into one of four categories: (i) a PRP that received
18 an SNL from EPA in connection with its ownership of, or operational activities at, a
19 contamination source property (“Source Property”); (ii) a PRP that received a GNL
20 from EPA in connection with its ownership of, or operational activities at, a Source
21 Property; (iii) a PRP that has not yet received a notice letter from EPA; or (iv) a PRP
22 that received an SNL from EPA because it sent chemicals to Omega Chemical.

23 **1. Special Notice Letter Defendant PRPs & Other PRPs**
24 **Associated With SNL Source Properties**

25 **a. Bodycote SNL Source Property**

26 65. Defendant Bodycote Thermal Processing, Inc. (“Bodycote”) is a
27 corporation duly organized and existing under the laws of the Delaware with its
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1 principal place of business in Dallas, Texas. As alleged more fully herein, Bodycote
2 is a current or previous “owner” or “operator,” as those terms are defined under
3 CERCLA, of the Bodycote Source Property, as that term is defined below in
4 Paragraph 115. As alleged more fully herein, Bodycote is a “person” and is, or was, a
5 generator, transporter, or owner or operator of a “treatment,” “storage,” or “disposal”
6 facility who has contributed or is contributing to the past or present handling,
7 “storage,” “treatment,” transportation, or “disposal” of a “solid waste” or “hazardous
8 waste,” as those terms are defined under RCRA. Upon information and belief,
9 Bodycote is a successor-in-interest to Techni-Braze, Inc.

10 b. Chrysler SNL Source Property

11 66. Defendant Burke Street, LLC (“Burke Street”) is a limited liability
12 corporation duly organized and existing under the laws of the State of California with
13 its principal place of business in Santa Fe Springs, California. As alleged more fully
14 herein, Burke Street is a current or previous “owner” or “operator,” as those terms are
15 defined under CERCLA, of the Chrysler Source Property, as that term is defined
16 below in Paragraph 133.

17 67. Defendant Palmtree Acquisition Corporation (“Palmtree”) is a
18 corporation duly organized and existing under the laws of the State of Delaware with
19 its principal place of business in Denver, Colorado. As alleged more fully herein,
20 Palmtree is a current or previous “owner” or “operator,” as those terms are defined
21 under CERCLA, of the Chrysler Source Property. Upon information and belief,
22 Palmtree is a successor-in-interest to Southern Pacific Industrial Development
23 Company.

24 68. Defendant Union Pacific Railroad Company (“Union Pacific”) is a
25 corporation duly organized and existing under the laws of the State of Delaware with
26 its principal place of business in Omaha, Nebraska. As alleged more fully herein,
27 Union Pacific is a current or previous “owner” or “operator,” as those terms are
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1 defined under CERCLA, of the Chrysler Source Property. Upon information and
2 belief, Union Pacific is a successor-in-interest to Pacific Electric Railway Company
3 and Southern Pacific Railroad.

4 c. Earl Mfg. SNL Source Property

5 69. Defendant Claudette Earl is an individual. As alleged more fully herein,
6 Claudette Earl is a current or previous "owner" or "operator," as those terms are
7 defined under CERCLA, of the Earl Mfg. Source Property, as that term is defined
8 below in Paragraph 149. As alleged more fully herein, Claudette Earl is a "person"
9 and is, or was, a generator, transporter, or owner or operator of a "treatment,"
10 "storage," or "disposal" facility who has contributed or is contributing to the past or
11 present handling, "storage," "treatment," transportation, or "disposal" of a "solid
12 waste" or "hazardous waste," as those terms are defined under RCRA.

13 70. Defendant Earl Mfg. Co., Inc. ("Earl Mfg.") is a corporation duly
14 organized and existing under the laws of the State of California with its principal
15 place of business in Santa Fe Springs, California. As alleged more fully herein, Earl
16 Mfg. is a current or previous "owner" or "operator," as those terms are defined under
17 CERCLA, of the Earl Mfg. Source Property. As alleged more fully herein, Earl Mfg.
18 is a "person" and is, or was, a generator, transporter, or owner or operator of a
19 "treatment," "storage," or "disposal" facility who has contributed or is contributing to
20 the past or present handling, "storage," "treatment," transportation, or "disposal" of a
21 "solid waste" or "hazardous waste," as those terms are defined under RCRA.

22 d. Foss Plating SNL Source Property

23 71. Defendant Foss Plating Company, Inc. ("Foss Plating") is a corporation
24 duly organized and existing under the laws of the State of California with its principal
25 place of business in Santa Fe Springs, California. As alleged more fully herein, Foss
26 Plating is a current or previous "owner" or "operator," as those terms are defined
27 under CERCLA, of the Foss Plating Source Property, as that term is defined below in
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1 Paragraph 171. As alleged more fully herein, Foss Plating is a “person” and is, or
2 was, a generator, transporter, or owner or operator of a “treatment,” “storage,” or
3 “disposal” facility who has contributed or is contributing to the past or present
4 handling, “storage,” “treatment,” transportation, or “disposal” of a “solid waste” or
5 “hazardous waste,” as those terms are defined under RCRA.

6 *e. Mission Linen SNL Source Property*

7 72. Defendant Mission Linen Supply (“Mission Linen”) is a corporation
8 duly organized and existing under the laws of the State of California with its principal
9 place of business in Santa Barbara, California. As alleged more fully herein, Mission
10 Linen is a current or previous “owner” or “operator,” as those terms are defined under
11 CERCLA, of the Mission Linen Source Property, as that term is defined below in
12 Paragraph 189.

13 *f. Phibro-Tech SNL Source Property*

14 73. Defendant Phibro-Tech, Inc. (“Phibro-Tech”) is a corporation duly
15 organized and existing under the laws of the state of Delaware with its principal place
16 of business in Teaneck, New Jersey. As alleged more fully herein, Phibro-Tech is a
17 current or previous “owner” or “operator,” as those terms are defined under
18 CERCLA, of the Phibro-Tech Source Property and an arranger of hazardous waste
19 disposal at the Phibro-Tech Source Property, as that term is defined below in
20 Paragraph 202. Upon information and belief, Phibro-Tech is a successor-in-interest
21 to Southern California Chemical Company (f/k/a Pacific Western Chemical
22 Company). As alleged more fully herein, Phibro-Tech is a “person” and is, or was, a
23 generator, transporter, or owner or operator of a “treatment,” “storage,” or “disposal”
24 facility who has contributed or is contributing to the past or present handling,
25 “storage,” “treatment,” transportation, or “disposal” of a “solid waste” or “hazardous
26 waste,” as those terms are defined under RCRA.

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1 74. As alleged more fully herein, Defendant Union Pacific is a current or
2 previous "owner" or "operator," as those terms are defined under CERCLA, of the
3 Phibro-Tech Source Property.

4 75. Defendant First Dice Road Company ("First Dice") is a limited
5 partnership duly organized and existing under the laws of the State of California with
6 its principal place of business in Santa Fe Springs, California. As alleged more fully
7 herein, Defendant First Dice is a current or previous "owner" or "operator," as those
8 terms are defined under CERCLA, of the Phibro-Tech Source Property.

9 g. Pilot Chemical SNL Source Property

10 76. Defendant Pilot Chemical Corp. ("Pilot") is a corporation duly
11 organized and existing under the laws of the State of California with its principal
12 place of business in Santa Fe Springs, California. As alleged more fully herein, Pilot
13 is a current or previous "owner" or "operator," as those terms are defined under
14 CERCLA, of the Pilot Chemical Source Property and former owner of the Pilot
15 Chemical Source Property, as that term is defined below in Paragraph 229.

16 2. **GNL Defendant PRPs & Other PRPs Associated with GNL**
17 **Source Properties**

18 a. Continental GNL Source Property

19
20 77. Defendant Continental Heat Treating, Inc. ("Continental") is a
21 corporation duly organized and existing under the laws of the State of California with
22 its principal place of business in Santa Fe Springs, California. As alleged more fully
23 herein, Continental is a current or previous "owner" or "operator," as those terms are
24 defined under CERCLA, of the Continental Source Property, as that term is defined
25 below in Paragraph 247. As alleged more fully herein, Continental is a "person" and
26 is, or was, a generator, transporter, or owner or operator of a "treatment," "storage,"
27 or "disposal" facility who has contributed or is contributing to the past or present
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1 handling, "storage," "treatment," transportation, or "disposal" of a "solid waste" or
2 "hazardous waste," as those terms are defined under RCRA.

3 78. Defendant Continental Development Company, L.P. ("Continental
4 Development") is a limited partnership duly organized and existing under the laws of
5 the State of California with its principal place of business in Santa Fe Springs,
6 California. As alleged more fully herein, Continental Development is a current or
7 previous "owner" or "operator," as those terms are defined under CERCLA, of the
8 Continental Source Property. As alleged more fully herein, Continental Development
9 is a "person" and is, or was, a generator, transporter, or owner or operator of a
10 "treatment," "storage," or "disposal" facility who has contributed or is contributing to
11 the past or present handling, "storage," "treatment," transportation, or "disposal" of a
12 "solid waste" or "hazardous waste," as those terms are defined under RCRA.

13 *b. Mobil Jalk Fee GNL Source Property*

14 79. Defendant ExxonMobil Oil Corporation ("ExxonMobil") is a
15 corporation duly organized and existing under the laws of the State of New York with
16 its principal place of business in Irving, Texas. As alleged more fully herein,
17 ExxonMobil is a current or previous "owner" or "operator," as those terms are
18 defined under CERCLA, of the Mobil Jalk Fee Source Property, as that term is
19 defined below in Paragraph 266. As alleged more fully herein, ExxonMobil is a
20 "person" and is, or was, a generator, transporter, or owner or operator of a
21 "treatment," "storage," or "disposal" facility who has contributed or is contributing to
22 the past or present handling, "storage," "treatment," transportation, or "disposal" of a
23 "solid waste" or "hazardous waste," as those terms are defined under RCRA. Upon
24 information and belief, ExxonMobil is a successor-in-interest to General Petroleum
25 Corporation and Mobil Oil Corporation (f/k/a Socony Mobil Oil Company, f/k/a
26 Standard Oil Company of New York).

27 **3. Non-Notice Letter Defendant PRPs**

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a. Associated Plating Source Property

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2 80. Defendant APC Investment Company ("APC") is a corporation duly
3 organized and existing under the laws of the State of California with its principal
4 place of business in Reno, Nevada. As alleged more fully herein, APC is a current or
5 previous "owner" or "operator," as those terms are defined under CERCLA, of the
6 Associated Plating Source Property, as that term is defined below in Paragraph 286.

7 81. Defendant Associated Plating Company, Inc. (f/k/a Associated Plating
8 Acquisition Corp.) ("Associated Plating Inc.") is a corporation duly organized and
9 existing under the laws of the State of Delaware with its principal place of business in
10 Santa Fe Springs, California. As alleged more fully herein, Associated Plating Inc. is
11 a current or previous "owner" or "operator," as those terms are defined under
12 CERCLA, of the Associated Plating Source Property. As alleged more fully herein,
13 Associated Plating Inc. is a "person" and is, or was, a generator, transporter, or owner
14 or operator of a "treatment," "storage," or "disposal" facility who has contributed or is
15 contributing to the past or present handling, "storage," "treatment," transportation, or
16 "disposal" of a "solid waste" or "hazardous waste," as those terms are defined under
17 RCRA.

18 82. Defendant Associated Plating Company ("Associated Plating") is a
19 corporation duly organized and existing under the laws of the State of California with
20 its principal place of business in Santa Fe Springs, California. As alleged more fully
21 herein, Associated Plating is a current or previous "owner" or "operator," as those
22 terms are defined under CERCLA, of the Associated Plating Source Property.

23 83. Defendant Gordon E. McCann is an individual, who, upon information
24 and belief, resides in Santa Ana, California. As alleged more fully herein, Gordon
25 McCann is a current or previous "owner" or "operator," as those terms are defined
26 under CERCLA, of the Associated Plating Source Property. As alleged more fully
27 herein, Gordon McCann is a "person" and is, or was, a generator, transporter, or
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1 owner or operator of a "treatment," "storage," or "disposal" facility who has
2 contributed or is contributing to the past or present handling, "storage," "treatment,"
3 transportation, or "disposal" of a "solid waste" or "hazardous waste," as those terms
4 are defined under RCRA.

5 84. Defendant Lynnea R. McCann is an individual, who, upon information
6 and belief, resides in Santa Ana, California. As alleged more fully herein, Lynnea R.
7 McCann is a current or previous "owner" or "operator," as those terms are defined
8 under CERCLA, of the Associated Plating Source Property. As alleged more fully
9 herein, Lynnea McCann is a "person" and is, or was, a generator, transporter, or
10 owner or operator of a "treatment," "storage," or "disposal" facility who has
11 contributed or is contributing to the past or present handling, "storage," "treatment,"
12 transportation, or "disposal" of a "solid waste" or "hazardous waste," as those terms
13 are defined under RCRA.

14 85. Defendant Darrell K. Golnick is an individual, who, upon information
15 and belief, resides in Carlsbad, California. As alleged more fully herein, Darrell K.
16 Golnick is a current or previous "owner" or "operator," as those terms are defined
17 under CERCLA, of the Associated Plating Source Property.

18 86. Defendant Clare S. Golnick is an individual, who, upon information and
19 belief, resides in Reno, Nevada. As alleged more fully herein, Clare S. Golnick is a
20 current or previous "owner" or "operator," as those terms are defined under
21 CERCLA, of the Associated Plating Source Property.

22 87. Defendant Cheryl A. Golnick is an individual, who, upon information
23 and belief, resides in Reno, Nevada. As alleged more fully herein, Cheryl A. Golnick
24 is a current or previous "owner" or "operator," as those terms are defined under
25 CERCLA, of the Associated Plating Source Property.

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b. Cenco Refining Source Property

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2 88. Defendant Powerine Oil Company ("Powerine") is a corporation duly
3 organized and existing under the laws of the State of California with its principal
4 place of business in Santa Fe Springs, California. As alleged more fully herein,
5 Powerine is a current or previous "owner" or "operator," as those terms are defined
6 under CERCLA, of the Cenco Refining Source Property as that term is defined below
7 in Paragraph 306. As alleged more fully herein, Powerine is a "person" and is, or was,
8 a generator, transporter, or owner or operator of a "treatment," "storage," or
9 "disposal" facility who has contributed or is contributing to the past or present
10 handling, "storage," "treatment," transportation, or "disposal" of a "solid waste" or
11 "hazardous waste," as those terms are defined under RCRA.

c. Patsouras Source Property

12
13 89. Defendant Kekropia, Inc. ("Kekropia") is a corporation duly organized
14 and existing under the laws of the State of California with its principal place of
15 business in Santa Fe Springs, California. As alleged more fully herein, Kekropia is a
16 current or previous "owner" or "operator," as those terms are defined under
17 CERCLA, of the Patsouras Source Property, as that term is defined below in
18 Paragraph 328. As alleged more fully herein, Kekropia is a "person" and is, or was, a
19 generator, transporter, or owner or operator of a "treatment," "storage," or "disposal"
20 facility who has contributed or is contributing to the past or present handling,
21 "storage," "treatment," transportation, or "disposal" of a "solid waste" or "hazardous
22 waste," as those terms are defined under RCRA.

23 90. Defendant Palley Supply Company ("Palley Supply") is a corporation
24 duly organized and existing under the laws of the State of California with its principal
25 place of business in Los Angeles, California. As alleged more fully herein, Palley
26 Supply is a current or previous "owner" or "operator," as those terms are defined
27 under CERCLA, of the Patsouras Source Property.

1 91. Defendant William K. Palley is an individual. As alleged more fully
2 herein, William K. Palley is a current or previous "owner" or "operator," as those
3 terms are defined under CERCLA, of the Patsouras Source Property.

4 *d. PMC Source Property*

5 92. Defendant Ferro Corp. ("Ferro") is a corporation duly organized and
6 existing under the laws of the State of Ohio with its principal place of business in
7 Mayfield Heights, Ohio. As alleged more fully herein, Ferro is a current or previous
8 "owner" or "operator," as those terms are defined under CERCLA, of the PMC
9 Source Property, as that term is defined below in Paragraph 351. As alleged more
10 fully herein, Ferro is a "person" and is, or was, a generator, transporter, or owner or
11 operator of a "treatment," "storage," or "disposal" facility who has contributed or is
12 contributing to the past or present handling, "storage," "treatment," transportation, or
13 "disposal" of a "solid waste" or "hazardous waste," as those terms are defined under
14 RCRA.

15 93. Defendant PMC Specialties Group, Inc. ("PMC") is a corporation duly
16 organized and existing under the laws of the State of Delaware with its principal place
17 of business in Cincinnati, Ohio. As alleged more fully herein, PMC is a current or
18 previous "owner" or "operator," as those terms are defined under CERCLA, of the
19 PMC Source Property.

20 **4. SNL Defendant PRPs Firmenich and Momentive**

21 94. Defendant Firmenich, Inc. ("Firmenich") is a corporation duly organized
22 and existing under the laws of the State of New Jersey with its principal place of
23 business in Geneva, Switzerland. As alleged more fully herein, Firmenich is an
24 "arranger," as that term is defined under CERCLA, of hazardous waste disposal at the
25 Omega Chemical property. Upon information and belief, Firmenich obtained a
26 partial interest in MCP Industrial Food Products ("MCP") and is a
27 successor-in-interest to MCP.

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1 95. Upon information and belief, Defendant Momentive Specialty
2 Chemicals, Inc. (f/k/a Hexion Specialty Chemicals, Inc.) (“Momentive”) is a
3 corporation duly organized and existing under the laws of the State of New Jersey
4 with its principal place of business in Columbus, Ohio. As alleged more fully herein,
5 Momentive is an “arranger,” as that term is defined under CERCLA, of hazardous
6 waste disposal at the Omega Chemical property. Upon information and belief,
7 Momentive, through its affiliate, Hexion Specialty Chemicals, Inc., obtained a partial
8 interest in MCP and is a successor-in-interest to MCP.

9 **C. Doe Defendants**

10 96. Plaintiffs are ignorant of the true names and capacities of the defendants
11 sued fictitiously as DOES 1 through 100, inclusive, and therefore sue these
12 defendants by such fictitious names. Plaintiffs will amend this Complaint to allege
13 their true names and capacities when ascertained, but are presently informed and
14 believe that each of the fictitiously named defendants is an owner, member, or
15 affiliate of a named Defendant with such unity of interest and ownership that the
16 separate personalities between the Doe Defendant and the named Defendant no
17 longer exist and that failure to disregard their separate identities would result in fraud
18 or injustice.

19 97. Plaintiffs are ignorant of the true names and capacities of the defendants
20 sued fictitiously as DOES 101 through 250, inclusive, and therefore sue these
21 defendants by such fictitious names. Plaintiffs will amend this Complaint to allege
22 their true names and capacities when ascertained, but are presently informed and
23 believe that each of the fictitiously named defendants is a person or entity that
24 arranged for the disposal of hazardous substances at a Source Property, which is
25 responsible in some manner for some or all of the acts alleged herein.

1 **JURISDICTION AND VENUE**

2 98. This is a civil action arising under the Comprehensive Environmental
3 Response, Compensation and Liability Act ("CERCLA"), 42 U.S.C. § 9601 *et seq.*
4 and the Resource Conservation and Recovery Act ("RCRA"), 42 U.S.C. § 6901, *et*
5 *seq.* This Court has original jurisdiction pursuant to 42 U.S.C. § 9613(b), 42 U.S.C. §
6 6972(a), and 28 U.S.C. § 1331.

7 99. In addition, the Declaratory Judgments Act, 28 U.S.C. §§ 2201, 2202,
8 and Section 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2), authorize this Court to
9 grant Plaintiffs declaratory relief.

10 100. This Court has jurisdiction over Plaintiff's public nuisance cause of
11 action under the doctrine of supplemental jurisdiction and 28 U.S.C. § 1367, because
12 this claim arises out of the same set of operative facts and as the federal claims.

13 101. Venue is proper in this district pursuant to Section 113(b) of CERCLA,
14 42 U.S.C. § 9613(b), and Section 7002(a) of RCRA, 42 U.S.C. § 6972(a), because the
15 releases of hazardous substances and endangerment to health and environment which
16 give rise to the claims asserted herein occurred in this district.

17 **FACTUAL ALLEGATIONS**

18 **A. OU-2 Facility Regional Groundwater Contamination**

19 102. EPA has concluded that the groundwater underlying portions of Whittier
20 and Santa Fe Springs, California is contaminated with hazardous substances.
21 Although the concentration of chemicals in the groundwater vary throughout the
22 region, the contamination extends approximately 4½ miles and is roughly bordered
23 by Whittier Boulevard to the north, Imperial Highway to the south, Bloomfield
24 Avenue and Santa Fe Springs Road to the east and several blocks west of the 5 and
25 605 freeways. The chemicals in the groundwater include but are not limited to:

- 26 • Antimony;
27 • Arsenic;

- 1 • Benzene;
- 2 • Chloroform;
- 3 • Chromium;
- 4 • Hexavalent chromium;
- 5 • Total chromium;
- 6 • 1,2-Dibromo-3-chloropropane (“DBCP”);
- 7 • 1,1-Dichloroethane (“1,1-DCA”);
- 8 • 1,2-Dichloroethane (“1,2-DCA”);
- 9 • 1,1-Dichloroethene (“1,1-DCE”);
- 10 • Cis-1,2-dichloroethene (“c-1,2-DCE”);
- 11 • Methylene chloride (“DCM”);
- 12 • Cis-1,3-dichloropropene (“c-1,3-DCP”);
- 13 • Trans-1,3-dichloropropene (“t-1,3-DCP”);
- 14 • Bis (2-ethylhexyl) phthalate (“DEHP”);
- 15 • 1,4-Dioxane;
- 16 • 1,2-Dibromoethane (“EDB”);
- 17 • Carbon tetrachloride;
- 18 • Trichlorofluoromethane (“Freon 11”);
- 19 • 1,1,2-Trichloro-1,2,2-trifluoroethane (“Freon 113”);
- 20 • Isopropyl alcohol (“IPA”);
- 21 • Manganese;
- 22 • Mercury;
- 23 • Methyl tert-butyl ether (“MTBE”);
- 24 • N-nitrosodimethylamine (“NDMA”);
- 25 • Naphthalene;
- 26 • Nickel;
- 27 • 1,1,2,2-Tetrachloroethane;
- 28

- 1 • Tetrachloroethylene (“PCE”);
- 2 • Selenium;
- 3 • 1,1,1-Trichloroethane (“1,1,1-TCA”);
- 4 • 1,1,2-Trichloroethane (“1,1,2-TCA”);
- 5 • Trichloroethylene (“TCE”);
- 6 • Thallium;
- 7 • Toluene; and
- 8 • Vinyl chloride.

9 Each of these substances is a “hazardous substance” as that term is defined under
10 CERCLA and, when discarded, a “solid waste”, and potentially a “hazardous waste”,
11 as those terms are defined under RCRA. The groundwater is also contaminated with
12 aluminum; perchlorate; 1,2,3-Trichloropropane (“TCP”); chlorides; nitrates; sulfates;
13 and dissolved solids, as well as any other hazardous substances identified by EPA
14 from time to time as contaminants of concern in the OU-2 Facility. Upon information
15 and belief, EPA contends that exposure to one or more of these substances poses a
16 risk to human health and safety. Because hazardous substances were deposited,
17 stored, disposed of, placed, or otherwise came to be located in groundwater
18 underlying portions of the Whittier and Santa Fe Springs communities, this area is a
19 “facility” within the meaning of Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

20 103. Historically, the land that sits atop the OU-2 Facility has been used
21 mostly for industrial or commercial purposes. The area includes chemical
22 manufacturing and processing plants, oil refinery and oil production facilities,
23 including wells and pipelines, industrial laundry operations, metal processing and
24 heat treating plants, railroad operations, gas stations, and machine shops, many of
25 which involved storage of significant quantities of chemicals for use in operations.

26 104. Certain Defendants currently operate, or formerly operated, such
27 businesses, or currently own, or formerly owned, the property on which those
28

1 businesses operated. Other Defendants arranged for the treatment or disposal of
2 wastes at businesses that sit on top of or very near to the OU-2 Facility. In addition,
3 ExxonMobil, Continental Development, Continental, Associated Plating Inc.,
4 Gordon McCann, Lynnea McCann, Claudette Earl, Earl Mfg., Ferro, PMC, Foss
5 Plating, Bodycote, Powerine, Kekropia, and Phibro-Tech (collectively, the "RCRA
6 Defendants") each contributed or is contributing to the past or present handling,
7 "storage," "treatment," transportation, or "disposal" of a "solid waste" or "hazardous
8 waste," as those terms are defined under RCRA.

9 105. State and regulatory agencies have identified the properties owned by
10 Defendants, or upon which they operated, as well as the Omega Chemical property, as
11 sources of the OU-2 Facility groundwater contamination. They have identified
12 numerous instances of releases of hazardous substances, such as PCE, TCE, 1,1-DCE
13 and hexavalent chromium, onto the ground and into the soil at and underneath those
14 properties.

15 106. EPA believes that the subsurface directly beneath these source areas
16 consists of portions of permeable soil containing lower concentrations of water,
17 resulting in migration of contaminants generally downward by gravity. As the
18 contaminants in the soil sink to lower depths and reach the saturated zone, the
19 contaminants travel laterally and downgradient with the flow of the groundwater.

20 107. EPA reports that it has searched and reviewed records and state and local
21 agency files, performed field investigations at several of the confirmed and potential
22 source areas of the OU-2 Facility groundwater contamination, and has determined
23 that many source areas of significantly contaminated soil and groundwater have likely
24 contributed contaminants to the OU-2 Facility. EPA has issued SNLs to Defendants
25 Phibro-Tech, Inc.; Union Pacific; Bodycoté; Pilot Chemical; Mission Linen; Foss
26 Plating; Earl Mfg.; Claudette Earl; Palmtree Acquisition Corporation; Burke Street;
27 Firmenich; and Momentive, identifying each of these Defendants as potentially liable
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1 for past and future costs to remediate the contaminated regional groundwater. Upon
2 information and belief, the content of EPA's Remedial Investigation / Feasibility
3 Study, and the SNLs themselves, provide information concerning the basis for EPA's
4 belief that these Defendants have contributed to the OU-2 Facility and the SNLs
5 invite the SNL Defendants to discuss with EPA the future cleanup work.

6 108. Also, EPA has sent GNLs to Defendants Continental and ExxonMobil.
7 In the letters, EPA identifies the recipients as potentially liable for past and future
8 costs to remediate the contaminated regional groundwater.

9 109. The majority of the groundwater contamination at the OU-2 Facility is
10 limited to the upper portion of the groundwater aquifer. The groundwater within the
11 OU-2 Facility area is used as a source of drinking water by several municipal and
12 private water purveyors, although the current drinking water wells in the OU-2 area
13 draw water primarily from deeper portions of the aquifer than are currently affected
14 by the contamination. The contamination, however, if left unabated, could spread
15 into other portions of the aquifer that are sources of drinking water. Upon information
16 and belief, groundwater production well monitoring data on file with the California
17 Department of Public Health show that these production wells have had low levels of
18 contamination dating back to 1985. The water purveyors have installed and maintain
19 wellhead treatment systems on affected production wells to remove contaminants to
20 acceptable regulatory levels. If left unabated, the contamination may also, upon
21 information and belief, affect soil, around or adjacent to the contaminated
22 groundwater, that is not already impacted, including but not limited to soil at or
23 underneath public property and infrastructure.

24 110. EPA has concluded that the contamination described above poses a
25 threat to public health, welfare and the environment and that a response to address the
26 contamination is therefore necessary. Accordingly, EPA has identified a groundwater
27 pump-and-treat system that is intended to remove contaminant mass from the
28

1 groundwater, limit the movement of contaminated groundwater, and prevent any
2 further spreading of hazardous substances to uncontaminated areas of the aquifer and
3 nearby water production wells (the "Selected Remedy"). Implementing the Selected
4 Remedy is estimated to cost in the tens of millions of dollars.

5 111. The contamination at and near the source properties at which the RCRA
6 Defendants contributed or are contributing to the handling, storage, treatment,
7 transportation, or disposal of solid or hazardous wastes continues to migrate away
8 from those source properties presenting an imminent and substantial endangerment to
9 human health and the environment. Upon information and belief, the RCRA
10 Defendants have long been on notice of the contamination but they have failed to
11 adequately address it. The Selected Remedy does not address the need to control the
12 continuing release of hazardous substances to groundwater from those source
13 properties ("Source Control"), nor is it intended to. In fact, EPA has indicated that the
14 OU2 interim remedy would need to operate indefinitely without property source
15 control and it has recognized the importance of source controls for successful
16 long-term remediation.

17 112. EPA contends that Plaintiffs, which sent chemicals to Omega Chemical
18 for proper treatment, processing and disposal, and others, should bear the costs of the
19 Selected Remedy, as well as past costs EPA has incurred in connection with the OU-2
20 Facility.

21 113. Beginning no later than 2009, each Plaintiff has incurred significant
22 costs to monitor, assess and evaluate the OU-2 Facility, to investigate the
23 environmental conditions associated with the OU-2 Facility, including the sources of
24 contamination, to identify PRPs, and to evaluate the means to address the
25 contamination. Plaintiffs collectively have incurred millions of dollars to date in such
26 costs. In addition, Plaintiffs have spent and may in the future spend significant sums
27 to address the contamination contributed to the OU-2 Facility by Defendants that may
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1 affect soil, around or adjacent to the contaminated groundwater, that is not already
2 impacted, including but not limited to soil at or underneath public property and
3 infrastructure. These costs have neither been reimbursed nor indemnified, nor are
4 they duplicative of any costs incurred by any other person, entity, or governmental
5 entity in connection with the OU-2 Facility.

6 **B. Defendants Have Contributed to the OU-2 Facility Regional**
7 **Groundwater Contamination**

8
9 114. Each of the source properties set forth below is located above or adjacent
10 to the OU-2 Facility. Upon information and belief, each is a source of the OU-2
11 Facility groundwater contamination. The approximate locations of the source
12 properties are shown in the attached Exhibit B.

13 **1. The SNL Defendants' Source Properties**

14 *a. The Bodycote Source Property – 11845 Burke Street*

15 115. Upon information and belief, releases of contamination have occurred
16 from property located at and/or adjacent to 11845 Burke Street, Santa Fe Springs,
17 California and businesses operating thereon (the "Bodycote Source Property").

18 *i. Source Property Ownership and Operation*

19 116. Since at least 1966, Defendant Bodycote (including its predecessor
20 company, Techni-Braze, Inc.) has been conducting metalwork operations at the
21 Bodycote Source Property, such as heat treating of metal, metal brazing, metal
22 testing, and metal coating. Bodycote purchased the Bodycote Source Property in
23 1997 and remains the current owner today.

24 117. Operations of the type Bodycote conducted frequently involved the use
25 of halogenated solvents. Before a part can be heat treated or coated, it must be
26 cleaned of foreign substances, such as oil and grease. A device called a vapor
27 degreaser is generally used to do so. A typical vapor degreaser boils a halogenated
28 solvent (such as PCE, TCE, 1,1,1-TCA, or Freon 11) to create a hot vapor into which

1 metal, glass, or plastic items are immersed to remove grease, fats, oils, wax, or soil.
2 Although vapor degreasers often reuse the vapor after it cools and condenses, the
3 process generates hazardous waste in the form of residual liquid solvent and sludge
4 that must either be disposed of or treated. The storage and use of solvents in vapor
5 degreasers has historically been associated with spills, leaks and releases into the
6 environment.

7 ii. Disposal & Releases of Hazardous Substances

8 118. Upon information and belief, hazardous substances, including waste oil
9 and the solvents PCE and TCE were stored, used, or were otherwise present in
10 hazardous waste at the Bodycote Source Property. From 1980 (when Bodycote's
11 predecessor installed a vapor degreaser at the Bodycote Source Property) to at least
12 1998 (when Bodycote reported it had ceased using chlorinated solvents on the
13 property), Bodycote and its predecessor used PCE and TCE in connection with
14 Bodycote's metalworking operations. During the time it operated the degreaser,
15 Bodycote estimated it was using approximately 55 gallons a month of PCE in
16 degreasing operations.

17 119. Bodycote has repeatedly been found in violation of hazardous substance
18 regulations. In 1984 and 1989, the Los Angeles County Department of Health
19 Services issued notices of violation regarding Bodycote's predecessor's practices for
20 storage and disposal of PCE, waste oil, and other hazardous waste. In 1998, the Santa
21 Fe Springs Fire Department inspected the Bodycote Source Property and found
22 numerous violations, including unsafe storage of hazardous waste, disposal of
23 solvent-soaked towels in the garbage, and improper storage of PCE and TCA, all of
24 which were found to be a failure of Bodycote's responsibility to "minimize possibility
25 of ... sudden and non-sudden release of hazardous waste to soil, air, or water."

26 120. Bodycote's operations and waste disposal practices resulted in one or
27 more hazardous substances, including but not limited to PCE, being placed onto the
28

1 ground or into the soil at or near the Bodycote Source Property. Soil samples taken at
2 the Bodycote Source Property have detected benzene; 1,1-DCE; PCE; TCE; and
3 toluene. A historical analysis of the property by Bodycote's consultant led the
4 consultant to conclude that chronic spilling of PCE had occurred behind the main
5 building on the property and in the northwest corner of the property, and that the
6 resulting soil contamination was the source of local groundwater contamination. Soil
7 samples taken at the Bodycote Source Property have repeatedly shown PCE
8 contamination at much higher concentrations in soil in the areas where Bodycote
9 stored and used the solvent. During an assessment of the Bodycote Source Property
10 in 1991, oily stains were observed under and around the degreaser on the property.
11 Later that year, in August 1991, another assessment found PCE in the soil on the
12 property and concluded that there had been a release of PCE from storage containers
13 or degreasing operations and that the release had contaminated the soil and
14 underlying groundwater on the property.

15 121. Upon information and belief, the hazardous substances present in the
16 soil at the Bodycote Source Property have migrated and continue to migrate
17 downward into the saturated zone beneath the property and have come to be located in
18 the groundwater, resulting in contamination of the groundwater with benzene;
19 1,1-DCA; 1,2-DCA; 1,1-DCE; 1,1,1,2-tetrachloroethane; PCE; TCA; 1,1,1-TCA;
20 1,1,2-TCA; TCE; 1,4-dioxane; and toluene. An investigation of the property in 1995
21 concluded that soil contamination at the Bodycote Source Property extended to the
22 groundwater. Groundwater samples taken at the Bodycote Source Property have
23 found PCE contamination at much higher concentrations in the areas where Bodycote
24 stored and used PCE. In 2007, Bodycote's environmental consultants concluded that
25 the presence of 1,1-DCA; 1,2-DCA; 1,1-DCE; and TCA in groundwater on the
26 property were attributable to the chemical degradation of PCE released from the
27 property.

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1 122. Upon information and belief, wastewater containing hazardous
2 substances, including chromium, was discharged by Bodycote and its predecessor
3 from the Bodycote Source Property into a drain channel, where it migrated downward
4 into the saturated zone and came to be located in the regional groundwater. In 1975,
5 the Regional Water Quality Control Board and the Los Angeles County Sanitation
6 District each determined that Bodycote's predecessor, Techni-Braze, was discharging
7 wastewater from the Bodycote Source Property containing chromium in excess of
8 permitted amounts; the Sanitation District also detected chlorinated hydrocarbons in
9 the wastewater.

10 123. Because hazardous substances were deposited, stored, disposed of, or
11 placed, or otherwise came to be located at the Bodycote Source Property, the
12 Bodycote Source Property is a "facility" within the meaning of Section 101(9) of
13 CERCLA, 42 U.S.C. § 9601(9).

14 124. Groundwater monitoring data indicates that the contaminants in the
15 groundwater from the soil at the Bodycote Source Property have migrated offsite in
16 the same general direction as the groundwater flow. Assessments of the property in
17 1991 and 1995 analyzed contamination from Bodycote's operations and concluded
18 that the contamination may have migrated offsite.

19 125. In 2010, EPA cited with approval investigations that had concluded that
20 contamination at the Bodycote Source Property with PCE and its degradation
21 products, such as TCE, was caused by spills or leaks from Bodycote's storage of PCE
22 or related operations, and that the contamination had migrated offsite. In or around
23 September 2012, Plaintiffs allege on information and belief, EPA sent an SNL to
24 Bodycote, which, among other things, identifies Bodycote as a PRP for the OU-2
25 Facility groundwater contamination and solicits an offer for Bodycote to perform the
26 OU-2 Facility remedial design and remedial action and pay EPA's unreimbursed
27 response costs.

28

iii. Continuing Migration of Contaminants

1
2 126. As alleged above, releases of contaminants have occurred at the
3 Bodycote Source Property and are continuing to occur. The contaminants continue to
4 migrate away from the property, posing a continuing threat to the regional
5 groundwater and the health of area residents.

6 127. Bodycote has not taken adequate steps to remediate the onsite and
7 near-site soils, resulting in a continuing source for contaminant migration. It has not
8 adequately monitored the extent to which contaminants continue to migrate from the
9 Bodycote Source Property into offsite groundwater, and the Bodycote Source
10 Property does not have a groundwater monitoring system in place that is sufficient to
11 demonstrate that releases from the property to regional groundwater above
12 health-based levels has been fully controlled.

13 128. In 2005, the following OU2 contaminants were detected: PCE in 15 wells
14 at concentrations ranging from 1.4 µg/l to 12,000 µg/l; 1,1,1-TCA in 2 wells at 1.9
15 µg/l and 3.0 µg/l; TCE in several wells at levels from 12 µg/l to 42 µg/l; and 1,1-DCE
16 in five wells at 8 µg/l, 9.8 µg/l, 15 µg/l, 3.6 µg/l, and 5.6 µg/l.

17 129. The 2011 concentration trend for PCE in wells MW-8, MW-6, MW-12,
18 and MW-7 suggests continuing migration of onsite source materials from the
19 Bodycote Source Property above health-based levels.

20 130. The 2011 PCE detections in the boundary well MW-7 at 500 µg/l
21 represents offsite migration of contaminants from the Bodycote Source Property at
22 100 times the maximum contaminant level ("MCL"). Other readings on the
23 down-gradient side of the property were even higher.

24 131. Wells MW-2 and MW-3, which are identified as "deeper" groundwater
25 wells, also exhibit concentrations of PCE above the MCL.

26 132. The lack of offsite monitoring wells in the "shallow" aquifer precludes
27 an appropriate evaluation of the lateral and vertical delineation of offsite groundwater
28 contamination, making it impossible to optimize any source control remedy to ensure

1 the remedy actually prevents offsite migration of contaminants above health-based
2 levels from the Bodycote Source Property.

3 b. The Chrysler Source Property

4 133. Upon information and belief, releases of contamination have occurred
5 from property, and businesses operating thereon, located at and/or adjacent to the
6 former address 12140 Slauson Ave., Santa Fe Springs, California. The original
7 property has since been subdivided and has come to be known as the La Salle
8 Property, Central Property, North-Central Property and Multitenant Property, more
9 specifically identified, respectively, by Assessor's Parcel Numbers 8168-002-412;
10 8168-002-403 through 405, 8168-002-405, and 8168-002-418 and 419;
11 8168-002-412, and 8168-002-803 and 804; and 8168-002-402 (the "Chrysler Source
12 Property").

13 i. Source Property Ownership

14 134. Beginning no later than 1888, Defendant Union Pacific, or a predecessor
15 company or subsidiary of Defendant Union Pacific, began acquiring portions of the
16 Chrysler Source Property, and by no later than 1966 had acquired title to the entire
17 Chrysler Source Property.

18 135. In 1974, Southern Pacific Industrial Development Company, a
19 predecessor to Defendant Palmtree, acquired title to the Chrysler Source Property.

20 136. In 2000, Defendant Burke Street acquired a portion of the Chrysler
21 Source Property and by 2002 Burke Street had acquired the entire Central Property
22 portion of the Chrysler Source Property. In December 2009, Burke Street admitted,
23 in response to an EPA CERCLA Section 104(e) request, that as of that time, it had not
24 engaged in any cleanup activities of the Chrysler Source Property.

25 ii. Source Property Operation

26 137. Beginning in 1963, certain entities conducted automobile preparation
27 operations at the Chrysler Source Property. At this time, there were six buildings
28

1 onsite and by 1966 there were a total of nine buildings on the central and northwestern
2 portions of the Chrysler Source Property and a portion of the site was covered by
3 asphalt and used for automobile storage. By 1979 there were 17 buildings onsite and
4 hundreds of cars parked at the Chrysler Source Property. Operations included body
5 and mechanical work, tune-ups, front-end alignment, emissions control testing,
6 painting, washing, detailing, performance testing, and spot chroming.

7 138. Beginning in approximately 1963, Pacific Electric leased a portion of the
8 Chrysler Source Property, approximately 27.67 acre in size, to Dallas Smith Service
9 Corporation ("Dallas Smith"), which conducted various automobile preparation
10 operations at the site including those operations set forth in paragraph 137 above.

11 139. In 1967, Defendant Union Pacific (then known as Southern Pacific
12 Company) leased the 27.67 acre Dallas Smith portion of the Chrysler Source Property
13 plus an additional 11.90 acres to the Chrysler Realty Corporation, which continued
14 conducting automobile preparation operations under the name Nucar Prep Systems at
15 the Chrysler Source Property, including those operations set forth in paragraph 137
16 above. Chrysler operated at the Chrysler Source Property under various names
17 including Nucar Prep Systems, Chrysler Corp. – California Emission Test Facility,
18 Nu Car Prep System Inc., Chrysler Shelby Center, and Pre-Check Corp.

19 140. In 1988, Chrysler ceased operations at the Chrysler Source Property, and
20 as of 1999, car preparation structures at the Chrysler Source Property had been razed
21 and the property had been redeveloped into office and warehouse buildings.

22 iii. Disposal & Releases of Hazardous Substances

23 141. Upon information and belief, hazardous substances were disposed of at
24 the Chrysler Source Property between 1963 and 1988. According to at least one
25 report, as well as Material Safety Data Sheets maintained by companies operating at
26 the Chrysler Source Property during this period, compounds present there included
27 detergents and flammable solvents; chlorinated hydrocarbons, including TCE and
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1 PCE used for degreasing parts and washing cars and trucks, and MEK; purgeable
2 halocarbons, toluene, xylenes, butyl alcohol; emulsifiers; acetone; metals; new and
3 used motor oil from car maintenance operations; and acrylic and enamel paint from
4 spray paint operations. Chrysler used hexavalent chromium (and, potentially, other
5 chromium compounds) at the Chrysler Source Property and stored waste chromium
6 for transportation off-site.

7 142. Upon information and belief, Dallas Smith obtained Industrial Waste
8 Disposal Permits to dispose of liquid waste or wastewater generated in connection
9 with its operations to the sanitary sewer, and a storm drain located on or adjacent to
10 the property. In 1970, and again in 1976, public agencies found Chrysler to be in
11 violation of water discharge permits for disposing of hexavalent chromium (and,
12 potentially, other chromium compounds) into a storm drain. No later than 1973,
13 Chrysler used and disposed of solvents, cosmoline (rust-preventative) remover, and
14 wastewater at the Chrysler Source Property. Chrysler improperly disposed of
15 hazardous paint residue into a storm drain on or near the Chrysler Source Property,
16 improperly placed hazardous wastes in the garbage for disposal, and used both TCE
17 and PCE at the Chrysler Source Property for cosmoline removal in or before 1985. In
18 addition to operating seven licensed underground storage tanks containing various
19 chemicals, Chrysler operated at least two unlicensed and undocumented underground
20 storage tanks sometime between 1967 and 1985.

21 143. During the closure of the Chrysler Source Property in 1988,
22 approximately 1,000 cubic yards of soil contaminated with hazardous substances
23 were removed from the property, in addition to two undocumented, rusted storage
24 tanks. An investigation that same year uncovered soil contaminated with TCE and
25 other hazardous substances. In 1989, an assessment of the Chrysler Source Property
26 concluded that the likelihood that the soil was contaminated around the plant's
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1 plumbing and drainage systems was high, and indeed, PCE was detected in the soil
2 later that year.

3 144. In 1990 and 1991, an investigation was conducted of soil near and under
4 a former 750-gallon clarifier at the Chrysler Source Property that had been removed
5 from the body works building at the property in 1988. At the time the soil was
6 removed, visibly stained soil with a chemical odor was observed. The soil was
7 contaminated with high levels of: TCE; PCE; chloroform; 1,1-DCA; 1,1,1-TCA and
8 1,2-DCE, and the contamination extended 33 feet below ground surface ("bgs")
9 which was the depth groundwater was first encountered. At the time, stockpiled soil
10 was also tested and found to be contaminated with: 1,1-DCE; 1,2-DCE; Freon-11;
11 PCE; TCA; and TCE. Soil gas samples were found to contain: 1,1-DCE; PCE; and
12 Freon 11. Approximately 1,000 cubic yards of contaminated soil, extending down to
13 the top of the groundwater table, was removed. The plume of contaminants was found
14 to exist in the soil extending out from the clarifier. An assessment of the Chrysler
15 Source Property that same year also found oily sludge and extensive staining in the
16 carwash area and detail building of the plant. Tests of other parts of the Chrysler
17 Source Property in 1991 also showed soil contaminated with chromium, Freon 11,
18 1,1-DEC, and PCE. In 1992, during the installation of sewers at the Chrysler Source
19 Property, contaminated soil was discovered and removed. The same year, additional
20 soil contaminated with hazardous substances was discovered and removed. In 1996,
21 PCE was found to still be present in the soil at the Chrysler Source Property.

22 145. Upon information and belief, the hazardous substances in the soil at the
23 Chrysler Source Property have migrated and continue to migrate downward into the
24 saturated zone beneath the property and have come to be located in the groundwater –
25 specifically, chromium, PCE, TCE, TCA, DCA, DCE 1,1-DCE, 1,2-DCE and
26 Freon-11. In 1990 and 1991, investigations of groundwater under a 750-gallon
27 clarifier at the Chrysler Source Property revealed that the groundwater beneath the
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1 clarifier was contaminated with: 1,1-DCE, Freon 11, PCE, TCA, and TCE. Tests of
2 other parts of the Chrysler Source Property in 1991 showed groundwater
3 contaminated with chromium, 1,1-DCE, 1,2-DCE, Freon 11, 1,2-DCA, PCE, TCA,
4 and TCE. The same year, wells at the Chrysler Source Property showed higher levels
5 of some chlorinated solvents than did wells located upgradient of the plant.
6 Additional groundwater testing between 1994 and 1999 indicated that the
7 groundwater at the Chrysler Source Property was contaminated with: 1,1-DCE,
8 1,2-DCE, Freon 11, Freon 113, PCE, and TCE.

9 146. Because hazardous substances were deposited, stored, disposed of, or
10 placed, or otherwise came to be located at the Chrysler Source Property, the Chrysler
11 Source Property is a "facility" within the meaning of Section 101(9) of CERCLA, 42
12 U.S.C. § 9601(9).

13 147. Upon information and belief, contaminants in the groundwater from the
14 soil at the Chrysler Source Property have migrated offsite in the same general
15 direction as the groundwater flow.

16 148. In 2010, the EPA concluded that based on elevated concentrations of
17 PCE, TCE, and 1,1-DCE in soil, the Chrysler Source Property is a source of
18 groundwater contamination by these compounds. In or around February 2009, EPA
19 sent a GNL to Chrysler LLC, which, among other things, identifies Chrysler LLC as a
20 PRP for the OU-2 Facility groundwater contamination, requests a response as to
21 Chrysler LLC's willingness to negotiate with EPA regarding its potential liability for
22 OU-2 Facility response costs, and requests certain information about the status of
23 Chrysler LLC's activities. In or around September 2012, Plaintiffs allege on
24 information and belief, EPA sent SNLs to Burke Street and Palmtree as successors to
25 Chrysler LLC. Among other things, the SNLs identify those Defendants as PRPs for
26 the OU-2 Facility groundwater contamination, and solicits offers from Burke Street
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1 and Palmtree to perform the OU-2 Facility remedial design and remedial action, and
2 pay EPA's unreimbursed response costs.

3 c. The Earl Mfg. Source Property – 11862 Burke Street

4 149. Upon information and belief, releases of contamination have occurred
5 from property located at and/or adjacent to 11862 Burke Street, Santa Fe Springs,
6 California and businesses operating thereon (the "Earl Mfg. Source Property").

7 i. Source Property Ownership and Operation

8 150. Upon information and belief, Defendant Earl Mfg. began operations at
9 the Earl Mfg. Source Property in 1960. At the time, the Earl Mfg. Source Property
10 was owned by William E. Earl and Dot A. Earl. Earl Mfg. manufactured springs,
11 spark plugs, jacks and other machined parts.

12 151. In 1990, William E. Earl and Dot A. Earl granted the property to
13 Defendant Claudette Earl, who remains the current owner.

14 152. In 2000, Defendant Earl Mfg. ceased operations at the Earl Mfg. Source
15 Property.

16 ii. Disposal & Releases of Hazardous Substances

17 153. Upon information and belief, hazardous substances were disposed of at
18 the Earl Mfg. Source Property between 1960 and 2000.

19 154. Earl Mfg.'s operations involved significant use of solvents, such as:
20 TCE; DCA; and 1,1,1-TCA, as well as 400 to 500 gallons of PCE annually, which
21 was stored in a 500-gallon aboveground storage tank. Waste PCE and a mixture of
22 chlorinated solvent wastes were stored in a rusted 1,000-gallon underground storage
23 tank. Earl Mfg. also used other solvents. Earl Mfg.'s operations also included the use
24 and/or waste generation of several halogenated solvents including: PCE which was
25 used in a vapor degreaser and stored in a 500-gallon storage tank adjacent to the
26 degreaser and in a bulk storage area; TCE which was maintained in the TCE storage
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1 area; 1,1,1-TCA which was likely used in conjunction with the onsite paint booth; and
2 waste solvent mixtures containing a dichloroethane.

3 155. In 1966, Defendant Earl Mfg. installed a vapor degreaser at the Earl
4 Mfg. Source Property that was used until 1992. Waste solvent from the degreaser and
5 Trim-Sol waste oil was reportedly stored onsite in the 1,000-gallon underground
6 storage tank. Water from a cooling tower located on the roof of the vapor degreaser
7 room was discharged daily into the public sewer. Beginning in 1976, degreasing
8 operations also involved use of a 100-gallon PCE dip tank.

9 156. In 1989, the Los Angeles County Department of Health Services issued a
10 Notice of Violation and Order to Comply to Defendant Earl Mfg. to, among other
11 things, segregate waste cooling oil from spent solvent waste, and recommended a
12 containment area to prevent oily runoff into a nearby Creek.

13 157. In 1997, the 1,000 gallon underground storage tank was removed from
14 the Earl Mfg. Source Property. Upon removal, the tank was inspected and found to be
15 moderately rusty. The tank reportedly was used to store PCE and a metalworking
16 coolant with the trade name "Trim Sol". However, sludge found in the tank during
17 removal contained more than 20 volatile organic compounds ("VOCs"), including:
18 PCE, TCE, 1,1-DCA, 1,2-DCA, DCM, 1,1,1-TCA, toluene, and vinyl chloride.
19 Contemporaneous soil sampling detected PCE, TCE, and 1,1-DCA in the soil under
20 the tank. In 2012, additional soil samples collected from the Earl Mfg. Source
21 Property revealed the presence of elevated levels of PCE and TCE.

22 158. Upon information and belief, the hazardous substances present in the
23 soil at the Earl Mfg. Source Property have migrated and continue to migrate
24 downward into the saturated zone beneath the property and have come to be located in
25 the groundwater -- specifically, PCE, TCE, and 1,1-DCA. Because of the elevated
26 concentrations of contaminants in the soil, the Santa Fe Springs Fire Department in
27 1997 referred Defendant Earl Mfg. to the Regional Water Quality Control Board,
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1 stating that the contaminants indicated a potential threat to groundwater. In 1999,
2 groundwater tests conducted at the Earl Mfg. Source Property revealed PCE and TCE
3 contamination at concentrations higher than background levels. Groundwater
4 samples collected in 2012 also revealed 1,1-DCA, 1,1-DCE, PCE, and TCE
5 contamination. In 2013, the Regional Water Quality Control Board issued a draft
6 cleanup and abatement order to Defendant Claudette Earl, stating that a VOC
7 groundwater plume had originated at the Earl Mfg. Source Property and had migrated
8 offsite.

9 159. Because hazardous substances were deposited, stored, disposed of, or
10 placed, or otherwise came to be located at the Earl Mfg. Source Property, the Earl
11 Mfg. Source Property is a “facility” within the meaning of Section 101(9) of
12 CERCLA, 42 U.S.C. § 9601(9).

13 160. Upon information and belief, contaminants in the groundwater from the
14 soil at the Earl Mfg. Source Property have migrated offsite in the same general
15 direction as the groundwater flow. In 2013, the Regional Water Quality Control
16 Board concluded that a plume of VOCs originating at the property had migrated
17 offsite, affecting offsite groundwater resources.

18 161. In 2010, EPA concluded that the Earl Mfg. Source Property was a source
19 of TCE and PCE, as well as of 1,1-DCA and 1,1-DCE contamination in the OU-2
20 Facility. In or around September 2012, Plaintiffs allege on information and belief,
21 EPA sent an SNL to Claudette Earl and one to Earl Mfg., which, among other things,
22 identify those Defendants as PRPs for the OU-2 Facility groundwater contamination
23 and solicit a offers for Claudette Earl and Early Mfg. to perform the OU-2 Facility
24 remedial design and remedial action and pay EPA’s unreimbursed response costs.

25 iii. Continuing Migration of Contaminants

26 162. As alleged above, releases of contaminants have occurred at the Earl
27 Mfg. Source Property and are continuing to occur. The contaminants continue to
28

1 migrate away from the property, posing a continuing threat to the regional
2 groundwater and the health of area residents.

3 163. Neither Claudette Earl nor Earl Mfg. has taken adequate steps to
4 remediate the onsite and near-site soils, from which contaminants are migrating.
5 Neither has adequately monitored the extent to which contaminants continue to
6 migrate from the Earl Mfg. Source Property into offsite groundwater. The Earl Mfg.
7 Source Property does not have a groundwater monitoring system in place that is
8 sufficient to demonstrate that releases from the property to regional groundwater
9 above health-based levels has been fully controlled. Upon information and belief,
10 Claudette Earl is and has been aware of the contamination occurring at the property,
11 which she owns or owned.

12 164. Site soils at the Earl Mfg. Source Property are highly contaminated. Soil
13 samples collected and analyzed during removal of an underground storage tank from
14 the property in 1997 found both PCE and 1,1-DCA in soil samples collected beneath
15 the former tank. PCE was detected from samples taken at both the east end and the
16 west end of the tank at 1,470 $\mu\text{g}/\text{kg}$ and 422,000 $\mu\text{g}/\text{kg}$ respectively. 1,1-DCA was
17 detected at the west end of the tank at 228 $\mu\text{g}/\text{kg}$. The detection limit at the east end of
18 the tank was 25,000 $\mu\text{g}/\text{kg}$. The soil samples were collected at four feet below the
19 tank which was 10 feet below grade. PCE was detected in 12 out of 28 soil vapor
20 samples clustered around the former tank excavation at a maximum reading of
21 257 $\mu\text{g}/\text{l}$.

22 165. In 1998, soil samples collected at 11.5 and 20 feet " - from beneath the
23 former underground storage tank at the Earl Mfg. Source Property were found to
24 contain PCE at 270 $\mu\text{g}/\text{kg}$ and 950 $\mu\text{g}/\text{kg}$, respectively. Soil samples also contained
25 elevated levels of 1,1-DCA, TCE, and 1,1,1-TCA.

26 166. Follow up soil sampling in 2012 in the vicinity of the former degreaser at
27 the Earl Mfg. Source Property included sampling to a depth of 30 feet, where PCE
28

1 was detected in all six samples from the vapor degreaser area ranging from 40 $\mu\text{g}/\text{kg}$
2 (25 feet) to 180,000 $\mu\text{g}/\text{kg}$ (20 feet). PCE was also detected in four of six samples
3 collected from the former exterior TCE storage area (10 $\mu\text{g}/\text{kg}$ at 5 feet to 84 $\mu\text{g}/\text{kg}$ at
4 25 feet) and in four of six samples collected at the former 1,000 gallon waste solvent
5 underground storage tank (130 $\mu\text{g}/\text{kg}$ at 5 feet to 22 $\mu\text{g}/\text{kg}$ at 10 feet).

6 167. In 2014, PCE and TCE were detected throughout the area under the
7 former operations building at the Earl Mfg. Source Property, with particularly high
8 levels below the area of the former vapor degreaser.

9 168. There are three wells onsite. MW-1 is downgradient of the other two
10 wells. In 1999, this well contained 13,700 $\mu\text{g}/\text{l}$ of PCE and 1,730 $\mu\text{g}/\text{l}$ of TCE.

11 169. Hydropunch sampling was performed at the Earl Mfg. Source Property
12 in 2012 in three locations along the southern portion of the property (the former 1,000
13 gallon underground storage tank ("UST"), the exterior TCE storage area, and the
14 former degreaser) with results for PCE in groundwater ranging from 2,000 to 3,000
15 $\mu\text{g}/\text{l}$ and TCE ranging from 240 to 340 $\mu\text{g}/\text{l}$.

16 170. There has been no offsite sampling to delineate the lateral and vertical
17 extent of groundwater contamination leaving the Earl Mfg. Source Property above
18 health-based levels and an adequate groundwater sampling network has not been
19 installed.

20 *d. The Foss Plating Source Property – 8140 Secura Way*

21 171. Upon information and belief, releases of contamination have occurred
22 from property located at and/or adjacent to 8140 Secura Way, Santa Fe Springs,
23 California and businesses operating thereon (the "Foss Plating Source Property").

24 *i. Source Property Ownership and Operation*

25 172. Upon information and belief, in or around 1960, Foss Plating purchased
26 the Foss Plating Source Property and, as of 1968, was operating on the property.
27 Defendant Foss Plating conducted metal plating operations at the Foss Plating Source
28

1 Property, consisting primarily of chrome and nickel plating of parts and metal
2 polishing.

3 173. In 2002, Devr Properties, a company related to Foss Plating, purchased
4 portions of the Foss Plating Source Property, including portions of the property upon
5 which hazardous waste was stored. Devr Properties leased back the portion of the
6 property it had purchased to Foss Plating, which continued its operations on the
7 property until 2005.

8 ii. Disposal & Releases of Hazardous Substances

9 174. Upon information and belief, hazardous substances were disposed of at
10 the Foss Plating Source Property between 1960 and 2005.

11 175. Metal plating is the process by which a thin surface coating of one metal
12 is applied to a part by placing the part in a bath of chemical plating solution, with or
13 without the use of an electric current. Metal plating generates wastewater containing
14 chromium and other metals as well as toxic organic chemicals. Additionally, before a
15 part can be plated, it is typically cleaned of foreign substances, such as oil and grease,
16 using, for example, a vapor degreaser and a solvent, resulting in solvent waste.

17 176. Upon information and belief, beginning in 1968 until 1994 or 1995
18 (when Foss Plating reportedly removed its vapor degreasing system), Foss Plating
19 operated one or more vapor degreasers on the property that used PCE until 1985, and
20 thereafter used 1,1,1-TCA. Each month, Foss Plating used as much as 120 gallons of
21 solvent in its degreasing operations, and generated as much as 35-40 gallons of
22 solvent sludge. Additionally, Foss Plating used compounds containing hexavalent
23 chromium to plate items with that metal as part of the chromium plating process.

24 177. Foss Plating has repeatedly been found in violation of hazardous
25 substance regulations. In 1983, Foss Plating was cited for discharging wastewater
26 from the property that contained chromium, and in 1999, Foss Plating was cited for
27 discharging wastewater containing hexavalent chromium (and, potentially, other
28

1 chromium compounds). In 1989, Foss Plating was issued a notice of violation for
2 disposing of solvent sludge with wastewater. In 1998, Foss Plating was informed that
3 its hazardous substance storage and containment procedures, including its
4 containment of chemicals used in plating, were out of compliance with regulatory
5 requirements.

6 178. Upon information and belief, Foss Plating's operations and waste
7 disposal practices resulted in one or more hazardous substances, including but not
8 limited to the solvents PCE and 1,1,1-TCA and chromium, being placed onto the
9 ground or into the soil at or near the Foss Plating Source Property. Soil and soil vapor
10 samples taken at the Foss Plating Source Property have detected: chloroform;
11 hexavalent chromium (and, potentially, other chromium compounds); 1,1-DCE;
12 nickel; PCE; 1,1,1-TCA; and TCE. Soil contaminated with PCE and hexavalent
13 chromium was concentrated around one of the plating lines and a trench drain on the
14 property, which a consultant of Foss Plating concluded was the likely source of a
15 plume of chromium contamination in the soil under the plant. Soil samples taken near
16 Foss Plating's wastewater treatment system revealed PCE and high levels of
17 chromium. During a joint inspection by the California Department of Toxic
18 Substance Control ("DTSC") and the Santa Fe Springs Fire Department, inspectors
19 found the ground around the plating line soaked with plating solution and found
20 evidence of releases of PCE, chromium, and nickel to the soil on the property. In
21 2003, a corroded clarifier was removed from the property and contemporaneous soil
22 samples found the soil contaminated with chromium.

23 179. Upon information and belief, the hazardous substances present in the
24 soil at the Foss Plating Source Property have migrated and continue to migrate
25 downward into the saturated zone beneath the property and have come to be located in
26 the groundwater, resulting in contamination of the groundwater with: chloroform;
27 hexavalent chromium (and, potentially, other chromium compounds); 1,1-DCE;

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1 PCE; and TCE. In 2006, a consultant for Foss Plating concluded that, based on Foss
2 Plating's historical use of PCE and chromium and the contamination data, Foss
3 Plating could be a source of groundwater contamination on the property.

4 180. Because hazardous substances were deposited, stored, disposed of, or
5 placed, or otherwise came to be located at the Foss Plating Source Property, the Foss
6 Plating Source Property is a "facility" within the meaning of Section 101(9) of
7 CERCLA, 42 U.S.C. § 9601(9).

8 181. Upon information and belief, contaminants in the soil and in the
9 groundwater from the soil at the Foss Plating Source Property have migrated offsite in
10 the same general direction as the groundwater flow. In 2003, DTSC concluded that
11 hazardous wastes released at the Foss Plating Source Property had migrated, or may
12 migrate, offsite through soil, surface water, groundwater, air, particulate matter, and
13 water run-off channels.

14 182. In 2010, EPA concluded that hexavalent chromium, PCE, and TCE had
15 been released at the Foss Plating Source Property, and indicated that investigations
16 had concluded that Foss Plating was a contributor to soil and groundwater
17 contamination with chromium, PCE, and zinc. In or around September 2012,
18 Plaintiffs allege on information and belief, EPA sent an SNL to Foss Plating, which,
19 among other things, identifies Foss Plating as a PRP for the OU-2 Facility
20 groundwater contamination, and solicits an offer for Foss Plating to perform the OU-2
21 Facility remedial design and remedial action and pay EPA's unreimbursed response
22 costs.

23 iii. Continuing Migration of Contaminants

24 183. As alleged above, releases of contaminants have occurred at the Foss
25 Plating Source Property and are continuing to occur. The contaminants continue to
26 migrate away from the property, posing a continuing threat to the regional
27 groundwater and the health of area residents.

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1 184. Foss Plating has not taken adequate steps to remediate the onsite and
2 near-site soils, from which contaminants are migrating. Nor has Foss Plating
3 adequately monitored the extent to which contaminants continue to migrate from the
4 Foss Plating Source Property into offsite groundwater. The Foss Plating Source
5 Property does not have a groundwater monitoring system in place that is sufficient to
6 demonstrate that releases from the property to regional groundwater above
7 health-based levels has been fully controlled.

8 185. Site soils at the Foss Plating Source Property are highly contaminated.
9 In 1999, PCE was detected up to 48 ppb in very shallow soils at the property. In 2004,
10 concentrations for hexavalent chromium were widespread with the highest reading at
11 807 ppm at a 10 foot depth. In 2006, hexavalent chromium was found in certain
12 borings up to 1,800 ppm. Soil vapor data in 2006 indicated PCE to depths of 15 feet
13 bgs.

14 186. The extent of onsite soil contamination at the Foss Plating Source
15 Property has not been fully delineated both vertically and laterally. There remain
16 numerous potential onsite contamination sources including historical degreaser
17 operations, the plating room area, the underground clarifier, and the overall
18 wastewater treatment system.

19 187. The Foss Plating Source Property has three onsite wells. MW-3 is
20 downgradient of the other two and is located approximately 80 feet within the
21 downgradient property boundary and contains the highest concentrations of PCE at
22 490 µg/l. Hexavalent chromium has been detected in groundwater at concentrations
23 greater than 900 µg/l.

24 188. There are no offsite groundwater monitoring wells and the lateral and
25 vertical extent of offsite groundwater contamination from the Foss Plating Source
26 Property has not been assessed.

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e. The Mission Linen Source Property – 11904-11920 East Washington Boulevard

189. Upon information and belief, releases of contamination have occurred from property located at and/or adjacent to 11904-11920 East Washington Boulevard, Santa Fe Springs, California and businesses operating thereon (the “Mission Linen Source Property”).

i. Source Property Ownership and Operation

190. From approximately 1960 to 1973, Whittier Laundry Company operated a dry cleaning business on the Mission Linen Source Property. In 1973, Defendant Mission Linen acquired the Mission Linen Source Property, and began conducting industrial laundry operations on or about that same year.

191. Defendant Mission Linen ceased operations at the Mission Linen Source Property by 1992 but, upon information and belief, continues to own the property.

ii. Disposal & Releases of Hazardous Substances

192. Upon information and belief, hazardous substances were disposed of at the Mission Linen Source Property between 1960 and 1992.

193. Dry cleaning operations routinely involve the use of solvents to remove stains from fabrics. After World War II, PCE became the most popular and primary solvent used by most dry cleaners in the United States. Other solvents used at dry cleaning facilities may include 1,1,1-TCA and TCE. The clothes are cleaned in a liquid solution consisting mostly of solvent, usually PCE, with very little water if any (hence, the term “dry cleaning”). These solvents are ordinarily stored in large underground storage tanks. Large dry cleaning facilities may purchase more than 2,000 gallons of PCE each year.

194. Used solvent is typically distilled and purified on the property so that it can be reused. This process separates the solvent from waste residues like detergents, dye, dirt and oil, and involves the use of filters to purify the solvent. Still residue from this process and used filters, both of which contain solvent and certain solvent

1 residues, like PCE, are hazardous waste that must be properly disposed. Large dry
2 cleaning facilities may generate more than 2,000 pounds of hazardous waste each
3 month, which is often stored onsite before being disposed.

4 195. Wastewater and cooling water generated in the dry cleaning process also
5 contain solvents that must be properly disposed or treated. Dry cleaning facilities
6 have been known to dispose of water containing PCE or other solvents into shallow
7 disposal systems such as dry wells and septic systems, sewer systems and settling
8 basins.

9 196. Industrial laundries may also generate waste containing solvents and
10 metals, such as hexavalent chromium. Industrial laundries receive and launder rags
11 and industrial wipes from a wide variety of industrial operations, many of which are
12 soaked in solvents and contain metal waste. These hazardous substances are removed
13 from the rags and wipes during laundering and must be disposed of by the laundry.

14 197. Several sumps located at the Mission Linen Source Property were found
15 to contain: PCE; 1,1,1-TCA; 1,1-DCE; t-1,2-DCE; chromium; and zinc. Mission
16 Linen used numerous underground storage tanks on the property to store fuel and
17 waste oil at least until 1987. When those tanks were removed in 1987, soil under the
18 tanks was found to be contaminated with hazardous substances. In 1993, the Los
19 Angeles County Fire Department issued a notice of violation to Mission Linen for
20 improper waste storage practices. In 1996, soil at the Mission Linen Source Property
21 was found to be contaminated and a plume of PCE was identified beneath the Source
22 Property. A 2000 property assessment also identified PCE in the soil at the Mission
23 Linen Source Property. Soil samples taken at the Mission Linen Source Property in
24 2010 revealed the presence of benzene, c-1,2-DCE, PCE, and TCE. Even after a soil
25 vapor extraction system had removed 430 pounds of PCE from the soil on the
26 property, PCE contamination was still prevalent in the soil. Soil vapor samples taken
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1 at the Mission Linen Source Property in 2013 continued to show the presence of
2 xylene contamination.

3 198. Upon information and belief, the hazardous substances present in the
4 soil at and underneath the Mission Linen Source Property, including: PCE;
5 c-1,2-DCE; t-1,2-DCE; 1,1-DCE; and TCE, have migrated downward into the
6 saturated zone beneath the Mission Linen Source Property and have come to be
7 located in the groundwater. A property assessment conducted in 2000 found PCE in
8 the groundwater at the Mission Linen Source Property and concluded that it had
9 migrated there from the soil at the Mission Linen Source Property. TCE and 1,1-DCE
10 were also discovered in groundwater on the property. EPA has previously concluded
11 that the Mission Linen Source Property has impacted groundwater with PCE and
12 TCE, and confirmed that c-1,2-DCE, 1,1-DCE, and 1,2-DCA are present in
13 groundwater.

14 199. Because hazardous substances were deposited, stored, disposed of, or
15 placed, or otherwise came to be located at the Mission Linen Source Property, the
16 Mission Linen Source Property is a "facility" within the meaning of Section 101(9) of
17 CERCLA, 42 U.S.C. § 9601(9).

18 200. Groundwater monitoring data indicates that the contaminants in the
19 groundwater from the soil at the Mission Linen Source Property have migrated offsite
20 in the same general direction as the groundwater flow. In 2005, data showed that the
21 concentrations of PCE in the groundwater near the Mission Linen Source Property
22 were highest just downgradient from the former dry cleaning building.

23 201. In 2010, EPA concluded that Mission Linen had impacted groundwater
24 with PCE and TCE and concluded that the company was a source of contamination to
25 the OU-2 Facility. In or around September 2012, Plaintiffs allege on information and
26 belief that EPA sent an SNL to Mission Linen, which, among other things, identifies
27 Mission Linen as a PRP for the OU-2 Facility groundwater contamination, and
28

1 solicits an offer for Mission Linen to perform the OU-2 Facility remedial design and
2 remedial action and pay EPA's unreimbursed response costs.

3 *f. The Phibro-Tech Source Property – 8851 Dice Road*

4 202. Upon information and belief, releases of contaminants have occurred
5 from property located at and/or adjacent to 8851 Dice Road, Santa Fe Springs,
6 California and businesses operating thereon (the "Phibro-Tech Source Property").

7 *i. Source Property Ownership and Operation*

8 203. Since 1957, Defendant Phibro-Tech and its predecessor companies have
9 conducted chemical manufacturing and reprocessing operations at the Phibro-Tech
10 Source Property, consisting primarily of the manufacture of inorganic chemicals, both
11 from raw ingredients and from used chemicals and hazardous wastes sent to the
12 property. Inorganic chemicals are typically used for industrial or manufacturing
13 purposes. Chemical manufacture inherently carries with it the risk of chemical
14 releases to the environment and the EPA has noted that one of the most frequently
15 released hazardous wastes from inorganic chemical manufacturing operations is
16 chromium.

17 204. In 1957, a predecessor to Defendant Phibro-Tech named Pacific Western
18 Chemical Company (renamed Southern California Chemical Company in 1959)
19 began operating at the Phibro-Tech Source Property, leasing the property from
20 Pacific Electric Railway Company. Pacific Electric Railway merged into Defendant
21 Union Pacific (then known as Southern Pacific Company) in 1965.

22 205. In 1961, the predecessor to Union Pacific entered into an agreement with
23 Phibro-Tech's predecessor, the Southern California Chemical Company, to construct,
24 maintain, and operate an industrial railway spur on the property to facilitate rail
25 shipments to and from the Phibro-Tech Source Property and, in 1964, the two
26 companies entered into a lease for the related property.

1 206. Since at least 1963, Phibro-Tech and its predecessors have received
2 hazardous waste on the property for use in chemical manufacturing. Upon
3 information and belief, Does 101 through 250 generated hazardous waste and
4 arranged for its disposal and/or treatment at the Phibro-Tech Source Property.

5 207. In 1984, CP Chemicals, Inc. purchased the Phibro-Tech Source Property
6 and Southern California Chemical became a subsidiary of CP Chemicals. Shortly
7 after the purchase, a Santa Fe Springs city official observed that key management of
8 the plant—including those directly responsible for improper discharges of hazardous
9 waste—were the same personnel who had held those positions prior to the purchase.

10 208. In 1985, Union Pacific, then known as the Southern Pacific
11 Transportation Company, deeded the property that CP Chemicals had purchased to
12 Defendant First Dice, a subsidiary of CP Chemicals and corporate affiliate of
13 Phibro-Tech.

14 209. In 1994, after several name changes, the operating company on the
15 property was renamed Phibro-Tech, Inc.

16 ii. Disposal & Releases of Hazardous Substances

17 210. Upon information and belief, significant quantities of hazardous
18 substances, including hexavalent chromium and other chromium compounds and
19 PCE were stored, used, or were otherwise present in hazardous waste at the
20 Phibro-Tech Source Property. Since at least 1963, Phibro-Tech and its predecessors
21 have also received hazardous waste on the property for use in chemical
22 manufacturing.

23 211. Upon information and belief, the operators of the Phibro-Tech Source
24 Property have had a long history of improper waste handling, storage, and disposal
25 techniques, which have resulted in disposal of hazardous substances at the
26 Phibro-Tech Source Property since at least 1957, and significant releases into the
27 environment. In 1959, Phibro-Tech's predecessor received a notice of violation for
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1 numerous egregious waste disposal practices, including discharging hexavalent
2 chromium through a pipe that emptied onto land adjacent to the property and dumping
3 hexavalent chromium on the ground at the entrance to the property; the company
4 readily admitted to both violations.

5 212. Phibro-Tech received numerous notices of violation and complaints for
6 its active discharge of hazardous waste onto the railroad right-of-way on the property
7 and failing to maintain adequate containment processes to keep waste from spilling
8 onto the right-of-way. Ultimately, a misdemeanor charge was pressed against
9 Phibro-Tech's predecessor for discharging waste onto the right-of-way, public
10 streets, and private property. In 1987, the Los Angeles County District Attorney
11 brought another criminal charge against Phibro-Tech's predecessor for additional
12 statutory hazardous waste violations.

13 213. In 2000 and 2003, Phibro-Tech received notices of violation for
14 discharging wastewater with excessive amounts of toxic organic chemicals. In 2003,
15 DTSC found numerous waste storage violations at the Phibro-Tech Source Property,
16 including Phibro-Tech's storage of approximately nine thousand drums of hazardous
17 waste on the property, almost three times the number of drums Phibro-Tech was
18 authorized to store. In 2009 and 2011, Phibro-Tech again was found to be in violation
19 of hazardous waste storage requirements.

20 214. Phibro-Tech's operations and waste disposal practices resulted in one or
21 more hazardous substances, including but not limited to hexavalent chromium, being
22 placed onto the ground or into the soil at or near the Phibro-Tech Source Property.
23 Soil and soil gas samples collected at the Phibro-Tech Source Property have revealed
24 the presence of: barium; benzene; cadmium; chloroform; hexavalent chromium (and,
25 potentially, other chromium compounds); total chromium; copper; 1,1-DCA;
26 1,2-DCA; 1,1-DCE; 1,2-DCE; c-1,2-DCE; t-1,2-DCE; DCM; ethylbenzene; nickel;
27 PCE; polychlorinated biphenyls; 1,1,1-TCA; TCE; toluene; xylene; and zinc. Soil
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1 contaminated with hexavalent chromium has been found to be especially high near a
2 former chromic acid underground storage tank, a wastewater pond, the railroad
3 tracks, and a drum storage area. In 1961, Phibro-Tech's predecessor was using an
4 unlined sludge pond on the property, was cited for discharging sludge that contained
5 19.5% volatile solids, including chromium, into a sewer.

6 215. In 1968, county inspectors observed visible evidence that wastewater
7 had been discharged to the ground on the property. The inspectors also learned that
8 an exposed sump on the property that was designed to store tank spillage and leaks for
9 recovery, overflowed during wet weather events. Upon information and belief, the
10 contents of the sump contained hazardous substances that spilled onto the adjacent
11 railroad and into a field, where it was absorbed into the ground. On or before May 21,
12 1976, waste liquids were discharged at the Phibro-Tech Source Property, which
13 resulted in saturation of the soil with numerous chemicals, including solvents and
14 chromium. In 1984, a sewer line at the Phibro-Tech Source Property leaked,
15 discharging wastewater to the ground, where it formed a small pond, and led to the
16 nearby reporting of a solvent odor. In 1985, a consultant concluded that chromium
17 contamination in the soil may have originated from a combination of surface spillage,
18 wastewater ponds, and a leaking hexavalent chromium underground storage tank. An
19 assessment of the property two years later found extensive evidence of leakage and
20 spillage, including chemical discoloration of most of the pavement and equipment in
21 the process areas, leading to the conclusion that a wastewater pond and chromium
22 underground storage tank were potential sources of contamination.

23 216. Upon information and belief, the hazardous substances present in the
24 soil at the Phibro-Tech Source Property have migrated and continue to migrate
25 downward into the saturated zone beneath the property and have come to be located in
26 the groundwater, resulting in contamination of the groundwater with: benzene;
27 cadmium; chloroform; hexavalent chromium and other chromium compounds; total
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1 chromium; copper; 1,1-DCA; 1,2-DCA; 1,1-DCE; c-1,2-DCE; t-1,2-DCE; DCM;
2 ethylbenzene; PCE; 1,1,1-TCA; TCE; toluene; xylene; and zinc. As early as 1968,
3 the Los Angeles Department of County Engineers, upon inspection of the property,
4 concluded that historically poor waste handling practices and the deteriorated state of
5 the plant and its containment system had created a critical groundwater pollution
6 problem at the plant. In 1993, two plumes of contaminated groundwater were
7 determined to originate on the property: a TCE plume and a chromium plume, both of
8 which originated in the vicinity of a former chromic acid underground storage tank.
9 In 1994, EPA and DTSC concluded that ponds at the Phibro-Tech Source Property
10 had contributed to cadmium, chromium, and high-volatility organic compound
11 contamination of the regional aquifer. A Phibro-Tech consultant likewise concluded
12 in 2005 that a former underground storage tank, a spent container storage area,
13 drainage ditch, and the railroad dumping location were potential sources of
14 halogenated VOCs and chromium contamination, with the ditch and railroad
15 dumping being the most likely sources. In 2013, DTSC concluded that TCE
16 contamination of the groundwater on the property originated from a release of
17 chlorinated solvents including TCE on the property.

18 217. Defendant Union Pacific (then known as Southern Pacific Company)
19 was aware of the contamination occurring at the Phibro-Tech Source Property, which
20 Union Pacific then owned, as early as 1968 when Union Pacific reported to
21 Phibro-Tech's predecessor that a very large quantity of chemical substance had
22 saturated the roadbed and ground under the industrial railroad spur, and concluded
23 that chemical wastes had been allowed to flow onto the ground for an extended period
24 of time. Despite knowledge of the contamination occurring on the property, upon
25 information and belief, Union Pacific did not curb its tenants' practices, take steps to
26 mitigate the spread of contaminants or remediate the contamination that was already
27 present on its property.

28

1 monitored the extent to which contaminants continue to migrate from the
2 Phibro-Tech Source Property into offsite groundwater. The Phibro-Tech Source
3 Property does not have an off-site downgradient groundwater monitoring system in
4 place that is sufficient to demonstrate that releases from the property to regional
5 groundwater above health-based levels has been fully controlled.

6 223. Phibro-Tech Source Property soils continue to adversely impact
7 groundwater. In 2001, a TCE footprint was identified at the Phibro-Tech Source
8 Property that extended northeast-southwest approximately between the spent
9 container storage area ("SCSA") and the plate and frame filter press. Concentrations
10 ranged up to 62 µg/l. A deeper footprint extended northeast-southwest approximately
11 between the SCSA and the southern end of Pond 1 with concentrations under the
12 SCSA up to 452 µg/l.

13 224. Soil impacts were identified in 2007 from 103 soil samples collected to a
14 depth of 75 feet bgs. The five most commonly detected halogenated VOCs were
15 TCE, 1,1-DCA, c-1,2-DCE, 1,1-DCE, and PCE. The highest TCE reading was
16 12,000 µg/kg at 30 feet bgs. Hexavalent chromium levels ranged from 0.22 mg/kg
17 (14 feet bgs) to 330 mg/kg (43 feet bgs).

18 225. Wells at the Phibro-Tech Source Property boundaries are impacted by
19 TCE and PCE above MCLs for those contaminants.

20 226. The upgradient well to downgradient well concentration trend for onsite
21 wells is consistent with continuing contribution to groundwater from identified source
22 areas at the Phibro-Tech Source Property.

23 227. In January 2012, concentrations of PCE and TCE in the southern
24 Phibro-Tech Source Property boundary wells (MW-05, MW-07, and MW06B) were
25 reported to be above MCL levels. The data trend for TCE in MW-06D (which is
26 screened in the Lower Hollydale Aquifer) marks an increasing trend. Based on data
27 in the surrounding area, these results and trends are attributable to the Phibro-Tech
28

1 Source Property.

2 228. The lack of an adequate downgradient (offsite) monitoring well network
3 to evaluate continuing contribution represents a significant data gap in the site
4 conceptual model and an inability to accurately assess the quantity of mass
5 contribution to regional groundwater impacts. Today there are no offsite
6 groundwater wells and insufficient property boundary wells. There is no adequate
7 well system capable of defining the lateral and vertical extent of current contaminants
8 originating from the Phibro-Tech Source Property.

9 g. The Pilot Chemical Source Property – 11756 Burke Street

10 229. Upon information and belief, releases of contamination have occurred
11 from property located at and/or adjacent to 11756 Burke Street, Santa Fe Springs,
12 California and businesses operating thereon (the “Pilot Chemical Source Property”).

13 i. Source Property Ownership and Operation

14 230. Defendant Pilot Chemical began operating a chemical manufacturing
15 plant at the Pilot Chemical Source Property in 1951, and acquired the Pilot Chemical
16 Source Property in 1966.

17 231. Defendant Pilot Chemical’s operations at the Pilot Chemical Source
18 Property included the manufacture of chemicals, such as: detergents and emulsifiers.
19 Chemicals used in the process of Defendant Pilot Chemical’s operations included
20 1,2-DCA; toluene; and xylene. 1,4-Dioxane is a common byproduct associated with
21 the manufacture of these chemicals and was included in the hazardous materials
22 inventory filed by Defendant Pilot Chemical in 2000, and is a constituent of concern
23 at the OU-2 Facility.

24 232. In 2008, Defendant Pilot Chemical ceased operations at the Pilot
25 Chemical Source Property.

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ii. Disposal & Releases of Hazardous Substances

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2 233. Upon information and belief, hazardous substances were disposed of at
3 the Pilot Chemical Source Property between 1951 and 2008.

4 234. Defendant Pilot Chemical's operations at the Pilot Chemical Source
5 Property generated approximately 13,000 gallons of wastewater per day, including
6 such chemicals as alkyl and alkyl aryl sulfonates and sulfates, amides, and detergent
7 mixtures. Pilot Chemical also generated other chemical waste, such as sulfonic acid,
8 sulfuric acid, and xylene.

9 235. As of 1975, Defendant Pilot Chemical's operations at the Pilot Chemical
10 Source Property involved the use of a wide variety of raw chemicals, including:
11 ammonia; caustic soda; coconut oil; detergent alkylate; diethanolamine; maleic
12 anhydride; sodium bisulfate; sodium sulfate; sulfur dioxide; sulfur trioxide; sulfuric
13 acid; triethanolamine; and xylene.

14 236. As of 1986, Defendant Pilot Chemical stored: C10-C12 alkylbenzene;
15 C10-C13 alkylbenzene; ammonia; sodium hydroxide; sulfur dioxide; and xylene in
16 underground storage tanks at the Pilot Chemical Source Property. Benzene and
17 toluene were also stored on the property during this time.

18 237. Upon information and belief, hazardous substances used, stored, or
19 otherwise present in hazardous waste in the chemical manufacturing operations at the
20 Pilot Chemical Source Property include: alkylbenzene; benzene; chloroform;
21 chromium; 1,4-dioxane; linear alkyl benzene sulphonic acid ("LABSA"); toluene;
22 and toluene sulfonic acid.

23 238. Defendant Pilot Chemical has a long history of improper waste storage
24 and handling of hazardous substances. Upon information and belief, as of 1954,
25 Defendant Pilot Chemical was disposing of liquid industrial waste into dry wells at
26 the Pilot Chemical Source Property. In 1959, a fatal fire occurred at the Pilot
27 Chemical Source Property, resulting in the spillage of large amounts of hazardous
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1 chemicals. The fire broke out in the area of the plant where the solvent toluene was
2 converted into acid. Toluene and toluene sulfonic acid, which spilled during the fire,
3 were so dangerous that they reportedly dissolved the shoes of the firefighters who
4 responded to the scene. In 1960, a Los Angeles County inspector detected explosive
5 gas in the sewer at the Pilot Chemical Source Property, the cause of which was
6 believed to be a leaking toluene container. In 1970, Defendant Pilot Chemical was
7 issued a notice of violation and was ordered to clean up chemical deposits at the Pilot
8 Chemical Source Property resulting from the discharge of chemicals into the ground.
9 In 1976, Defendant Pilot Chemical was issued a cleanup and abatement order in
10 response to a chemical spill that had occurred at the Pilot Chemical Source Property.

11 239. Upon information and belief, Defendant Pilot Chemical's operations and
12 waste disposal practices resulted in one or more hazardous substances being placed
13 onto the ground or into the soil at or near the Pilot Chemical Source Property. These
14 substances included but not limited to: benzene; toluene; and 1,2-DCA. An
15 inspection of the Pilot Chemical Source Property in 1981 found that tanks used for
16 holding or mixing LABSA were leaking and spilling onto unpaved ground, resulting
17 in LABSA ponding near the tanks. The LABSA tanks were still leaking during a
18 1985 inspection of the property. In 1984, Defendant Pilot Chemical was found to
19 have improperly disposed of wastewater containing excessive amounts of
20 ethylbenzene and xylene. In 1985, a CERCLA property inspection found a stream of
21 chemicals running from the Pilot Chemical Source Property onto railroad tracks
22 adjacent to the property.

23 240. In 1988, the Los Angeles Department of Public Works was informed of a
24 release of benzene and xylene from an underground storage tank at the Pilot Chemical
25 Source Property. Soil samples taken that year in the vicinity of underground storage
26 tanks showed elevated levels of xylene. Upon information and belief, the 1,2-DCA
27 present in the soil at the Pilot Chemical Source Property is the result of spills
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1 associated with Defendant Pilot Chemical's manufacture of styrene-maleic anhydride
2 copolymers on the Pilot Chemical Source Property and from leaks or spills from an
3 old emergency wastewater storage tank.

4 241. In 1989, an inspector observed discolored soil in an area of the Pilot
5 Chemical Source Property where raw chemical materials were stored, noted that
6 small spills had accumulated in the area, and observed that pumps and pipes were
7 leaking. In 1990, five underground storage tanks were removed from the Pilot
8 Chemical Source Property. The soil in the vicinity of those tanks was found to be
9 contaminated with VOCs. In 1992, two aboveground storage tanks that had held
10 detergent alkylate containing alkylbenzene were removed from the Pilot Chemical
11 Source Property. The soil in the vicinity of the tanks was contaminated by spills from
12 piping and pumps associated with the tanks. Other soil on the property was also
13 found to be contaminated with hazardous substances. Approximately 2,140 tons of
14 contaminated soil was removed from the Pilot Chemical Source Property in 1992.

15 242. As of 2009, a soil vapor extraction system that began operating at the
16 Pilot Chemical Source Property in 2006 had extracted approximately 3,637 pounds of
17 VOCs from soil on the property. Soil vapor samples taken that year showed that,
18 despite the removal of almost two tons of VOCs from the soil, the soil on the property
19 was still contaminated with: benzene; chloroform; 1,2-DCA; PCE; TCE; and vinyl
20 chloride. An additional 8,919 pounds of VOCs were removed from the soil by vapor
21 extraction between January 2011 and April 2012. In 2010, an underground storage
22 tank was removed from the Pilot Chemical Source Property. This underground
23 storage tank, which was the source of the 1,2-DCA contamination, was the old
24 emergency waste water tank that stopped being used in the 70s but was forgotten
25 about until it was closed in place in 1992 and finally removed in 2010. This provided
26 a continuing source of contamination for over 30 years. Soil samples taken in the
27 vicinity of the tank showed elevated levels of 1,2-DCA. During the demolition of
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1 portions of the Pilot Chemical Source Property in 2011, PCE was found in soil in the
2 vicinity of a clarifier, beneath a warehouse pad, beneath a terra cotta clay pipe, near a
3 wastewater interceptor, and in a parking lot. Benzene was also detected in the soil. In
4 2013, soil samples at the Pilot Chemical Source Property showed the presence of:
5 benzene; chloroform; 1,2-DCA; 1,1-DCE; c-1,2-DCE; DCM; PCE; and TCE.

6 243. Upon information and belief, the hazardous substances present in the
7 soil at the Pilot Chemical Source Property have migrated and continue to migrate
8 downward into the saturated zone beneath the property and have come to be located in
9 the groundwater – specifically: PCE; TCE; 1,2-DCA; c-1,2-DCE; ethylbenzene;
10 Freon 11; benzene; and chloroform. In 1988, it was determined that soil
11 contamination extended below the water table, and groundwater was found to be
12 contaminated with benzene; chloroform; and 1,2-DCA. Groundwater sampling
13 subsequently conducted at the Pilot Chemical Source Property in the 1990s detected
14 the presence of: benzene; chloroform; 1,2-DCA; ethylbenzene; PCE; and TCE. The
15 concentrations of 1,2-DCA were highest near the area where the UST was removed in
16 2010, suggesting that the UST was the source of the contamination. Further sampling
17 of the groundwater at the Pilot Chemical Source Property in 2009 and 2012 detected:
18 benzene; chloroform; 1,2-DCA; c-1,2-DCE; PCE; and TCE. In 2013, groundwater
19 sampling detected: chloroform; chromium; 1,2-DCA; 1,1-DCE; c-1,2-DCE; Freon
20 11; PCE; and TCE.

21 244. Because hazardous substances were deposited, stored, disposed of, or
22 placed, or otherwise came to be located at the Pilot Chemical Source Property, the
23 Pilot Chemical Source Property is a “facility” within the meaning of Section 101(9) of
24 CERCLA, 42 U.S.C. § 9601(9).

25 245. Upon information and belief, contaminants, both measured and not yet
26 measured, in the soil and in the groundwater from the soil at the Pilot Chemical
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1 Source Property have migrated offsite in the same general direction as the
2 groundwater flow.

3 246. Plaintiffs allege on information and belief that in or around September
4 2012, EPA sent an SNL to Pilot Chemical, which, among other things, identifies Pilot
5 Chemical as a PRP for the OU-2 Facility groundwater contamination, and solicits an
6 offer for Pilot Chemical to perform the OU-2 Facility remedial design and remedial
7 action and pay EPA's unreimbursed response costs.

8 **2. The GNL Defendants' Source Properties**

9 a. The Continental Source Property – 10643 South Norwalk
10 Boulevard

11 247. Upon information and belief, releases of contamination have occurred
12 from property located at and/or adjacent to 10643 South Norwalk Boulevard, Santa
13 Fe Springs, California and businesses operating thereon (the "Continental Source
14 Property").

15 i. Source Property Ownership and Operation

16 248. Defendant Continental conducts metalwork operations at the
17 Continental Source Property, consisting primarily of heat treating of metal, and has
18 done so there since at least 1969.

19 249. Defendant Continental Development purchased the Norwalk Boulevard
20 property in 2002, and, upon information and belief, remained the property owner until
21 2013, when Continental purchased the Continental Source Property. Upon
22 information and belief, Continental is currently the property owner.

23 ii. Disposal & Releases of Hazardous Substances

24 250. Upon information and belief, significant quantities of hazardous
25 substances, including hexavalent chromium and the solvents PCE and 1,1,1-TCA,
26 were stored, used, or were otherwise present at the Continental Source Property.
27 Upon information and belief, from 1969 (when Continental installed two vapor
28

1 degreasers at the Continental Source Property) until at least 1994 (when Continental
2 reported it had ceased conducting vapor degreasing on the property), Continental
3 generated approximately 2,200 gallons of waste PCE annually in connection with its
4 metal treating operations.

5 251. Continental used a cooling tower at the Continental Source Property
6 that, upon information and belief, contained hexavalent chromium, consistent with
7 other similar metalworking operations that typically used chromium in cooling towers
8 until the South Coast Air Quality Management District prohibited such use in 1990.

9 252. Continental has repeatedly been found to be in violation of hazardous
10 substance regulations. In 1988, the Santa Fe Springs Fire Department issued a notice
11 of violation as a result of Continental's discharge of "blow down" water from its
12 cooling tower to the street. In 1989, the Los Angeles County Fire Department issued
13 a notice of violation following Continental's disposal of waste oil onto the ground and
14 overfilling of hazardous waste containers. Additionally, Continental was known to
15 store waste PCE in 55-gallon drums. In 1994, the Los Angeles County Fire
16 Department investigated the location at the property where Continental had operated
17 a vapor degreaser at the Continental Source Property and found evidence of spills,
18 leaks, and sloppy practices. Based on its findings, the Los Angeles County Fire
19 Department issued a notice of violation and order to develop a plan to address the
20 contamination. Between 1999 and 2008, at a rate of almost once a year, the Santa Fe
21 Springs Fire Department issued seven notices of violation to Continental for releases
22 of chemicals resulting from the overflow of chemicals used in metal plating and
23 Continental's improper storage of hazardous waste.

24 253. Upon information and belief, Continental has had repeated catastrophic
25 accidents or conducted operations in a manner that resulted in sudden discharges of
26 hazardous waste, including but not limited to illegal discharge of PCE into subsurface
27 soil. In the ten months between October 2, 1987 and August 1, 1988, there were *three*
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1 fires that started in Continental's degreaser tank that, upon information and belief,
2 resulted in spills or other releases of chlorinated solvents. In 1986, the cooling tower
3 pump at the Continental Source Property broke, resulting in an overflow of a
4 blue-green chemical mixture into the street. In 1987, an earthquake caused
5 Continental's cooling tower pump to break again, resulting in another discharge of
6 chemicals to the street.

7 254. Continental's operations and waste disposal practices resulted in one or
8 more hazardous substances, including but not limited to chromium, PCE, and TCE,
9 being placed onto the ground or into the soil at or near the Continental Source
10 Property. Soil and soil gas samples taken at the Continental Source Property have
11 contained: benzene; chromium; 1,2-DCE; c-1,2-DCE; t-1,2-DCE; PCE; toluene; and
12 vinyl chloride. Upon information and belief, the wastewater released from the
13 cooling tower in the leaks of 1986 and 1987, as well as the discharge to the street in
14 1988, contained chromium. Soil samples taken at the Continental Source Property
15 have repeatedly shown PCE contamination at high concentrations in soil in the areas
16 where Continental conducted its degreasing operations. There are also very high
17 concentrations of PCE in soil gas at 15' bgs in the northwest corner of the site where
18 the liquid chemical storage area was.

19 255. Upon information and belief, the hazardous substances present in the
20 soil at the Continental Source Property have migrated and continue to migrate
21 downward into the saturated zone beneath the property and have come to be located in
22 the groundwater, resulting in contamination of the groundwater with: benzene;
23 c-1,2-DCE; t-1,2-DCE; PCE; toluene; and vinyl chloride. An investigation of the
24 property in 1997 concluded that soil contamination at the Continental Source
25 Property extended to the groundwater.

26 256. Because hazardous substances were deposited, stored, disposed of, or
27 placed, or otherwise came to be located at the Continental Source Property, the
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1 Continental Source Property is a “facility” within the meaning of Section 101(9) of
2 CERCLA, 42 U.S.C. § 9601(9).

3 257. Data indicates that the contaminants in the groundwater from the soil at
4 the Continental Source Property have migrated offsite, both in the groundwater in the
5 same general direction as the groundwater flow, as well as through the soil. The Los
6 Angeles County Fire Department concluded that chlorinated hydrocarbons could
7 have migrated offsite from Continental’s degreasing operations.

8 258. In 2010, EPA concluded that Continental was a potential source of PCE,
9 TCE, and their degradation products in the regional groundwater. In or around
10 December 2013, EPA sent a GNL to Continental, which, among other things,
11 identifies Continental as a PRP for the OU-2 Facility groundwater contamination, and
12 requests a response as to Continental’s willingness to negotiate regarding its liability
13 for the OU-2 Facility response costs.

14 iii. Continuing Migration of Contaminants

15 259. As alleged above, releases of contaminants have occurred at the
16 Continental Source Property and are continuing to occur. The contaminants continue
17 to migrate away from the property, posing a continuing threat to the regional
18 groundwater and the health of area residents.

19 260. Neither Continental nor Continental Development has taken adequate
20 steps to remediate the onsite and near-site soils, from which contaminants are
21 migrating. Neither has adequately monitored the extent to which contaminants
22 continue to migrate from the Continental Source Property into offsite groundwater.
23 The Continental Source Property does not have a groundwater monitoring system in
24 place that is sufficient to demonstrate that releases from the property to regional
25 groundwater above health-based levels has been fully controlled. Upon information
26 and belief, Continental and Continental Development are and have been aware of the
27 contamination occurring at the property, which each owns or once owned.

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1 261. In 1995 and 1997, TCE and PCE were detected in the vicinity of the
2 former vapor degreaser at the Continental Source Property at depths from the surface
3 down to 60 feet bgs (the depth of groundwater) which ranged from 7.7 µg/kg to 4,759
4 µg/kg and 31 µg/kg – 7,514 µg/kg, respectively. The highest concentrations were at
5 the surface which would indicate spillage; however, levels stayed high throughout the
6 soil column.

7 262. Soil vapor sampling at the Continental Source Property in 1996 and
8 1997 identified PCE (1.172 mg/L) and TCE (103 µg/L) impacts to depths down to the
9 maximum depth analyzed, 35 feet bgs. Soil vapor sampling performed in 2011
10 continues to demonstrate significant impacts in soil vapor to depths of 90 feet bgs.
11 PCE was detected at 15 feet bgs at 12,742 µg /l.

12 263. In 2010, soil sampling at the Continental Source Property confirmed
13 chlorinated solvent impacts to soils at the property at depths between the surface and
14 90 feet bgs. Additional soil sampling in 2011 and 2012 indicate PCE (up to 3.51
15 mg/kg at 30 feet bgs) and TCE (up to 206 µg/kg at 35 feet bgs) impacts in soils from
16 the surface to depths up to 95 feet bgs. Significant subsurface soil contamination was
17 also present for other chlorinated materials.

18 264. PCE contamination down to groundwater levels was detected at the
19 Continental Source Property as early as 1995. Monitoring has found concentrations
20 for PCE (up to 338 µg/L) and TCE (up to 224 µg/L) in onsite wells continuing to
21 exceed health-based levels by significant levels across the site. Other VOCs,
22 including benzene, chloroform, 1,1-DCA, c-1,2-DCA, t-1,2-DCA, 1,2-DCA,
23 1,1-DCE, and vinyl chloride have been recorded as frequently exceeding California
24 environmental screening levels during every monitoring period and at every well,
25 between August 2010 and October 2013.

26 265. There are no offsite wells associated with the property to provide for an
27 assessment of the lateral and vertical extent of contaminants leaving the Continental
28

1 Source Property and entering the regional groundwater. Without an adequate offsite
2 groundwater monitoring network, it is not possible to evaluate the extent to which any
3 source control activities will prevent the continued release of contaminants to
4 groundwater above health-based levels.

5 b. The Mobil Jalk Fee Source Property – 10607 Norwalk
6 Boulevard

7 266. Upon information and belief, releases of contamination have occurred
8 from property located at and/or adjacent to the former address 10607 Norwalk
9 Boulevard, Santa Fe Springs, California and businesses operating thereon (the “Mobil
10 Jalk Fee Source Property”).

11 i. Source Property Ownership and Operation

12 267. Since 1922, the Mobil Jalk Fee Source Property has been used for oil
13 extraction, production, transportation and storage operations. General Petroleum
14 Corporation, a predecessor company to Defendant ExxonMobil, acquired the Mobil
15 Jalk Fee Source Property in 1922 and conducted oil drilling operations there until the
16 1940s.

17 268. In 1926, the Standard Oil Company of New York (or “Socony”),
18 purchased General Petroleum Corporation and became the owner of the property.
19 Socony changed its name to Socony Mobil Oil Company in 1955, which in turn
20 became the Mobil Oil Corporation in 1966.

21 269. As of 1941, Hathaway Company was operating at the Mobil Jalk Fee
22 Source Property, constructing and operating oil wells. Upon information and belief,
23 Hathaway Company leased the Mobil Jalk Fee Source Property from ExxonMobil’s
24 predecessors. In 1971, Hathaway Company merged into a company called Pyramid
25 Oil Company. Following reorganization in 1985, the merged entity’s Southern
26 California operations were spun off into a new Hathaway Company, which continued
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1 to operate at the Mobil Jalk Fee Source Property until in or around 1999. All
2 operations at the Mobil Jalk Fee Source Property ceased around 2000.

3 270. In 1988, Mobil Oil gifted the Mobil Jalk Fee Source Property to Mobil
4 Foundation, Inc., and, through a series of transactions in 1999 and 2000, Mobil
5 Foundation subdivided the property and sold it.

6 ii. Disposal & Releases of Hazardous Substances

7 271. Upon information and belief, hazardous substances were disposed of at
8 the Mobil Jalk Fee Source Property between 1922 and 2000.

9 272. From 1938 to until at least 1956, a portion of the Mobil Jalk Fee Source
10 Property was used as a "boneyard" dumping area for metal refuse, including, upon
11 information and belief, refuse containing chromium. As early as 1988, preliminary
12 investigations of the Mobil Jalk Fee Source Property identified several environmental
13 areas of concern and areas requiring further assessment.

14 273. Upon information and belief, the operations and hazardous substances
15 handling practices of ExxonMobil, its predecessors, and its lessees have resulted in
16 one or more hazardous substances, including but not limited to chromium and the
17 solvents PCE and TCE, being released to the ground or into the soil at or near the
18 Mobil Jalk Fee Source Property. Soil and soil vapor samples taken at the Mobil Jalk
19 Fee Source Property have detected: chloroform; chromium; 1,1-DCA; 1,1-DCE;
20 c-1,2-DCE; t-1,2-DCE; DCM; Freon 11; 1,1,2,2-tetrachloroethane; PCE; TCE; and
21 vinyl chloride. In 1988, halogenated VOCs were detected in soil samples taken from
22 the property. In 1991, soil samples were taken from various portions of the Mobil
23 Jalk Fee Source Property revealed the presence of PCE, TCE and c-1,2-DCE in the
24 portion of the property that had formerly operated as an aboveground storage tank
25 farm. Additionally, chromium was found in the "boneyard," where metal refuse was
26 dumped, and both benzene and chromium have been detected in soil from the former
27 tank farm area. EPA observed that operations at the Mobil Jalk Fee Source Property
28

1 included the dumping of materials from trucks on an unpaved lot. Soil samples taken
2 at the Mobil Jalk Fee Source Property in 1995 found PCE contamination at the
3 northern end of the property, near a former trucking operations area. In 1998,
4 approximately 2,600 tons of near-surface soil that was contaminated with chlorinated
5 solvents was removed from the Mobil Jalk Fee Source Property.

6 274. Upon information and belief, the hazardous substances present in the
7 soil at the Mobil Jalk Fee Source Property have migrated and continue to migrate
8 downward into the saturated zone beneath the property and have come to be located in
9 the groundwater, resulting in contamination of the groundwater with: chloroform;
10 chromium; 1,1-DCA; 1,1-DCE; c-1,2-DCE; t-1,2-DCE; Freon 11; PCE; TCE; and
11 vinyl chloride.

12 275. Because hazardous substances were deposited, stored, disposed of, or
13 placed, or otherwise came to be located at the Mobil Jalk Fee Source Property, the
14 Mobil Jalk Fee Source Property is a "facility" within the meaning of Section 101(9) of
15 CERCLA, 42 U.S.C. § 9601(9).

16 276. Upon information and belief, contaminants in the groundwater from the
17 soil at the Mobil Jalk Fee Source Property have migrated offsite in the same general
18 direction as the groundwater flow.

19 277. In 2010, EPA concluded that the Mobil Jalk Fee Source Property is a
20 source of PCE, TCE, and their daughter products that are present in groundwater
21 within the OU-2 Facility. In or around December 2013, EPA sent a GNL to
22 ExxonMobil, which, among other things, identifies ExxonMobil as a PRP for the
23 OU-2 Facility groundwater contamination, requests a response as to ExxonMobil's
24 willingness to negotiate regarding its liability for the OU-2 Facility response costs,
25 and requests certain information about the status of ExxonMobil's activities.

26 iii. Continuing Migration of Contaminants

27 278. As alleged above, releases of contaminants have occurred at the Mobil
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1 Jalk Fee Source Property and are continuing to occur. The contaminants continue to
2 migrate away from the property, posing a continuing threat to the regional
3 groundwater and the health of area residents.

4 279. ExxonMobil has not taken adequate steps to remediate the onsite and
5 near-site soils, from which contaminants are migrating. Nor has ExxonMobil
6 adequately monitored the extent to which contaminants continue to migrate from the
7 Mobil Jalk Fee Source Property into offsite groundwater. The Mobil Jalk Fee Source
8 Property does not have an offsite downgradient groundwater monitoring system in
9 place that is sufficient to demonstrate that releases from the property to regional
10 groundwater above health-based levels has been fully controlled.

11 280. Soil sampling at the Mobil Jalk Fee Source Property in 1994 indicated
12 PCE (up to 55 ppm) and TCE (up to 2.7 ppm) impacts in soils up to depths of 48 feet
13 and 30 feet bgs, respectively. Soil sampling in 1995 identified PCE and TCE impacts
14 to depths of 55 feet and 40 feet bgs, respectively. Soil sampling in 1997 identified
15 PCE and TCE impacts to depths of 60 feet bgs.

16 281. In 2000, piping that had been associated with crude oil transport, four oil
17 wells, above-ground storage tanks from the former tank farm, and some soil were
18 removed from the Mobil Jalk Fee Source Property. A total of 63 trenches were dug
19 and excavated in seven areas across the site from depths ranging from 6 feet to 24 feet
20 bgs. After the soil and pipe removal activities had taken place, PCE-impacted soil
21 was found up to 2.5 ppm at 8 feet below grade. Soil sampling performed in 2011
22 during installation of wells MW-6, -7, and -8 showed TCE and PCE contamination at
23 a wide range of depths. Soil and soil vapor testing in 2012 also showed very elevated
24 PCE and TCE levels and showed increasing soil concentrations with depth.
25 Continued investigation at the Mobil Jalk Fee Source Property shows highly
26 contaminated soils at a wide range of depths.

27 282. Soil vapor sampling at the Mobil Jalk Fee Source Property from 2012 to
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1 2013 to depths of 82 feet bgs identified PCE at every depth sampled from 5 feet to 82
2 feet bgs ranging from 120 mg/m³ to 48,000 mg/m³. TCE was also detected in every
3 sample, at every depth, ranging from 9.8 mg/m³ to 580 mg/m³.

4 283. Groundwater concentrations for PCE, and TCE in wells at the Mobil Jalk
5 Fee Source Property are detected at concentrations up to 1800 µg/l, and 255 µg/l
6 respectively, orders of magnitude above health-based levels.

7 284. Since the early 2000s, there has not been a clear upgradient well to
8 compare onsite contaminant levels to and to determine what, if any, upgradient
9 sources there are. Previously, groundwater concentrations across the property
10 (upgradient to downgradient) for PCE and TCE showed an increasing trend of
11 contamination as water moved across the property. In 2011, MW-6B, downgradient
12 of the majority of Mobil Jalk Fee Source Property soil contamination, contained
13 concentrations of PCE at 1200 µg/l. In addition, MW9A, B, and C are also
14 downgradient of historic practices which resulted in soil contamination. In
15 November 2011, these groundwater results also significantly exceeded PCE MCLs.

16 285. The Mobil Jalk Fee Source Property has gone for many years with high
17 levels of contaminated soils remaining in the ground onsite below the level of the
18 previous excavations. These soils continue to act as a continuing source of
19 groundwater contamination. There has been no meaningful effort made to control
20 source soils below depths of 15 feet to 24 feet bgs.

21 **3. The Non-Notice Letter Defendants' Source Properties**

22 *a. The Associated Plating Source Property – 9636 Ann Street*

23 286. Upon information and belief, releases of contamination have occurred
24 from property located at and/or adjacent to 9636 Ann Street, Santa Fe Springs,
25 California and businesses operating thereon (the “Associated Plating Source
26 Property”).
27
28

i. Source Property Ownership and Operation

1
2 287. Since at least 1978, various defendants have leased the Associated
3 Plating Source Property from other defendants and have conducted specialty metal
4 plating operations at the Associated Plating Source Property, consisting primarily of
5 electroplating and electroless plating of metal parts for military, electronic, aerospace,
6 and commercial uses. Electroplating is the process by which a thin surface coating of
7 one metal is applied to a part made of another metal by placing the part in a bath of
8 chemical plating solution and using an electric current to transfer metal ions.
9 Electroless plating likewise deposits a thin metal coating on a part by immersing it in
10 a chemical plating solution without the use of electric current. Electroplating and
11 electroless plating both generate wastewater containing chromium and other metals as
12 well as toxic organic chemicals. Additionally, before a part can be plated, it is
13 typically cleaned of foreign substances, such as oil and grease, using a vapor
14 degreaser and a solvent, resulting in solvent waste.

15 288. In 1977, the owners of Associated Plating, Defendants Gordon McCann,
16 Lynnea McCann, Darrell Golnick, Clare Golnick and Cheryl Golnick (collectively,
17 the "Golnicks"), purchased the Associated Plating Source Property. From 1978 to
18 1993, the Golnicks leased the Associated Plating Source Property to Associated
19 Plating, though in 1990, Defendant Mary Golnick had transferred her interest in the
20 property to Darrell Golnick.

21 289. In 1993, Defendant APC purchased the Associated Plating Source
22 Property. APC continued to lease the Associated Plating Source Property to
23 Associated Plating until 1999, when Defendant Associated Plating Inc. purchased the
24 operating company.

25 290. Since 1999, Associated Plating Inc. (at times operating as Associated
26 Plating Acquisition Corp.) has leased the Associated Plating Source Property from
27 APC and continued plating operations on the property.

ii. Disposal & Releases of Hazardous Substances

1
2 291. Upon information and belief, hazardous substances were disposed of at
3 the Associated Plating Source Property since 1978.

4 292. Since 1981, when Associated Plating installed a vapor degreaser at the
5 Associated Plating Source Property, Associated Plating and Associated Plating Inc.
6 used PCE in connection with their plating operations. Additionally, Associated
7 Plating Inc. and, upon information and belief, Associated Plating used compounds
8 containing chromium to plate items with that metal.

9 293. The Defendants associated with the Associated Plating Source Property
10 have repeatedly been found in violation of hazardous substance regulations. In 1983,
11 Associated Plating was cited for discharging wastewater used in parts washing into
12 the street. In 2001, the DTSC concluded that Associated Plating Inc. had violated
13 numerous hazardous substances regulations, including improper waste storage and
14 handling procedures. In 2000 and 2002, the Santa Fe Springs Fire Department issued
15 notices of violation to Associated Plating Inc. for improper storage of hazardous
16 waste and for releases of chemicals, including leaking drums and unpermitted
17 discharge of run-off water into the sewer. In 2002, the Santa Fe Springs Fire
18 Department also discovered that Associated Plating Inc. was treating chromium waste
19 without a permit. In 2007, the Santa Fe Springs Fire Department issued yet another
20 notice of violation when it discovered a chemical mixture containing chromium in a
21 trench at the Associated Plating Source Property. In 2003, 2005, and 2010, EPA
22 found Associated Plating Inc. in violation of numerous hazardous waste handling and
23 storage requirements, including storage of hazardous waste without a permit and
24 storage of hazardous waste in open containers.

25 294. Associated Plating's and Associated Plating Inc.'s operations and waste
26 disposal practices resulted in one or more hazardous substances, including but not
27 limited to PCE and chromium, being placed onto the ground or into the soil at or near
28

1 the Associated Plating Source Property. Soil samples taken at the Associated Plating
2 Source Property have contained: benzene; chloroform; hexavalent chromium (and,
3 potentially, other chromium compounds); 1,1-DCA; 1,1-DCE; c-1,2-DCE;
4 t-1,2-DCE; DCM; MTBE; PCE; TCE; toluene; and vinyl chloride. In 2000, the Santa
5 Fe Springs Fire Department cited Associated Plating Inc. for unpermitted discharge
6 of run-off water into the sewer. In 2002, the Santa Fe Springs Fire Department
7 observed leaking chemical drums at the Associated Plating Source Property. In 2007,
8 a liquid chemical mixture was found in a trench at the Associated Plating Source
9 Property that contained chromium.

10 295. Upon information and belief, the hazardous substances present in the
11 soil at the Associated Plating Source Property have migrated and continue to migrate
12 downward into the saturated zone beneath the property and have come to be located in
13 the groundwater, resulting in contamination of the groundwater with PCE and vinyl
14 chloride. In 2012, DTSC determined that the high level of vinyl chloride in the soil at
15 the Associated Plating Source Property indicated the property was a likely source of
16 vinyl chloride in the groundwater. In 2013, DTSC observed that PCE contamination
17 on the property extended through the soil to the groundwater level.

18 296. Because hazardous substances were deposited, stored, disposed of, or
19 placed, or otherwise came to be located at the Associated Plating Source Property, the
20 Associated Plating Source Property is a "facility" within the meaning of Section
21 101(9) of CERCLA, 42 U.S.C. § 9601(9).

22 297. Upon information and belief, contaminants in the groundwater from the
23 soil at the Associated Plating Source Property have migrated offsite in the same
24 general direction as the groundwater flow.

25 iii. Continuing Migration of Contaminants

26 298. As alleged above, releases of contaminants have occurred at the
27 Associated Plating Source Property and are continuing to occur. The contaminants
28

1 continue to migrate away from the property, posing a continuing threat to the regional
2 groundwater and the health of area residents.

3 299. Neither Associated Plating Inc. nor Gordon McCann nor Lynnea
4 McCann has taken adequate steps to remediate the onsite and near-site soils, from
5 which contaminants are migrating. None has adequately monitored the extent to
6 which contaminants continue to migrate from the Associated Plating Source Property
7 into offsite groundwater. The Associated Plating Source Property does not have a
8 groundwater monitoring system in place that is sufficient to demonstrate that releases
9 from the property to regional groundwater above health-based levels has been fully
10 controlled. Upon information and belief, Gordon and Lynnea McCann are and have
11 been aware of the contamination occurring at the property, which they own or owned.

12 300. Soil samples that have been collected from the Associated Plating
13 Source Property demonstrate significant releases of contaminants. Soil samples
14 collected in the 2004 and 2005 time period were focused on soils depths less than 10
15 feet. Concentrations of PCE, TCE, and vinyl chloride in those shallow soils exhibited
16 high levels of contamination.

17 301. Levels found in shallow soil gas sampling performed at the Associated
18 Plating Source Property in 2004 and 2005 also support the need to conduct
19 assessment of the deeper soils.

20 302. DTSC has determined that the high level of vinyl chloride in soil
21 indicates the Associated Plating Source Property is a likely source of the vinyl
22 chloride that has been detected in groundwater.

23 303. Upon information and belief, no work plan for the Associated Plating
24 Source Property exists that would fully characterize the lateral and vertical extent of
25 contamination in onsite soils deeper than 35 feet bgs and in groundwater below the
26 property and emanating from the property in a downgradient direction into the
27 regional groundwater.

28

1 304. Determination of the lateral and vertical extent of contaminants in soil
2 and groundwater, both onsite at the Associated Plating Source Property and offsite, is
3 necessary to complete the site conceptual model and adequately define necessary
4 remedial activities. This includes careful characterization of hexavalent chromium.

5 305. The lack of well placement along the southern boundary of the property,
6 downgradient from the former vapor degreasers, as well as offsite, precludes an
7 adequate understanding of the continuing impact of Associated Plating Source
8 Property soil contamination on offsite groundwater.

9 b. The Cenco Refining Source Property – 12345-12354
10 Lakeland Road

11 306. Upon information and belief, releases of contamination have occurred
12 from property located at and/or adjacent to 12345-12354 Lakeland Road, Santa Fe
13 Springs, California and businesses operating thereon (the “Cenco Refining Source
14 Property”).

15 i. Source Property Ownership and Operation

16 307. In the late 1930s, Rothschild Oil Company, predecessor to Defendant
17 Powerine, acquired the Cenco Refining Source Property, and in 1936, the County of
18 Los Angeles approved the Cenco Refining Source Property location for oil refinery
19 operations. Processing operations produced leaded and unleaded gasoline, aviation
20 fuel, jet fuel, diesel fuel, petroleum cake, kerosene, coke and sulfur.

21 308. In 1995, oil refining operations ceased at the Cenco Refining Source
22 Property.

23 309. In 1998, Defendant Powerine sold the property and plant.

24 ii. Disposal & Releases of Hazardous Substances

25 310. Upon information and belief, hazardous substances were disposed of at
26 the Cenco Refining Source Property when each of the Defendants owned or operated
27 it.

28

1 311. As of 1975, the Cenco Refining Source Property was discharging 11.8
2 million gallons of wastewater to a storm drain at the plant per day. As of 1990,
3 Defendant Powerine's operations at the Cenco Refining Source Property included use
4 of chlorinated solvents and chromium. Between 1993 and 1998, Defendant Powerine
5 shipped hazardous waste from the Cenco Refining Source Property containing
6 benzene; chromium; PCE; and other solvents.

7 312. As of 1996, carbon tetrachloride and PCE were stored at the Cenco
8 Refining Source Property. As of 1997, Defendant Powerine used a solvent at the
9 Cenco Refining Source Property containing: benzene; lead; MEK; PCE; and TCE. It
10 also used 1,2-DCA and PCE, which were stored in above-ground tanks. For years
11 after the plant closed, chemicals were stored onsite with the purported intention that
12 Defendant Powerine eventually would resume operations.

13 313. Other hazardous substances stored, used, or were otherwise present in
14 the hazardous waste in the refining operations at the Cenco Refining Source Property
15 between 1936 and 2012 include: arsenic; benzene; chloroform; chromium;
16 hexavalent chromium; copper; 1,2-DCA; 1,1-DCE; c-1,2-DCE; t-1,2-DCE; DCM;
17 dibenz[a,h]anthracene; Freon 113; MEK; poly-aromatic hydrocarbons ("PAHs");
18 sulfides; 1,1,1-TCA; 1,1,2-TCA; thiols; thiosulfate; toluene; and vinyl chloride.

19 314. The Cenco Refining Source Property has a history of extensively and
20 pervasively failing to safely handle and store chemicals and hazardous waste. During
21 a 1996 inspection of the Cenco Refining Source Property, for example, an ongoing
22 spill of oily water was observed and Defendant Powerine was issued a notice of
23 violation for failure to document handling of solvents. In 1997, the Regional Water
24 Quality Control Board ordered Defendant Powerine to clean up the property in order
25 to abate the offsite migration of contaminants from the property.

26 315. In 1999, an assessment conducted by the Santa Fe Springs Fire
27 Department concluded that more than 50% of the 1,800 containers at the plant were in
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1 violation of waste management requirements. In 2000, the Santa Fe Springs Fire
2 Department investigated over 1,000 drums at the Cenco Refining Source Property,
3 the contents of some of which were not ascertainable, and many of which were in
4 various stages of decay and corrosion. Many drum labels indicated that the drums
5 contained waste generated as early as 1995. Some drums had rusted, others were
6 bulging, and at least one had ruptured. Hundreds of drums that once held hazardous
7 materials were empty. Employees of Defendant Powerine were unable to identify the
8 contents of many unlabeled drums. Many drums had been left open and spills were
9 observed on the ground.

10 316. Upon information and belief, Defendants Powerine's operations and
11 waste disposal practices resulted in one or more hazardous substances, including but
12 not limited to: PCE; TCE; 1,2-DCA; 1,1-DCE; c-1,2-DCE; t-1,2-DCE; DCM;
13 1,1,1,2-tetrachloroethane; benzene; chromium; chloroform; and vinyl chloride, being
14 placed onto the ground or into the soil at or near the Cenco Refining Source Property.
15 In 1986, soil samples taken at the Cenco Refining Source Property contained
16 benzene, chromium and PCE. In 1990, during an inspection of the Cenco Refining
17 Source Property's hazardous waste area, drums labeled "unknown solid" were found
18 to have corroded and leaked, resulting in the presence of an oily residue in the run-off
19 water surface area. Between 1988 and 1993, Defendant Powerine disposed of
20 approximately 1,163 pounds of carbon tetrachloride at the Cenco Refining Source
21 Property. In 1996, soil samples taken at the Cenco Refining Source Property
22 contained benzene and 1,1,1-TCA. In 1997, 1,2-DCA was detected in soil near
23 storage tanks at the Cenco Refining Source Property. Other contaminants found in
24 soil samples taken in 1997 included benzene. In 1999, soil samples were taken at the
25 Cenco Refining Source Property containing hexavalent chromium (and, potentially,
26 other chromium compounds) and PCE. In 2003, Lakeland Development disclosed
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1 that wastewater from the Cenco Refining Source Property contained benzene, MTBE
2 and other VOCs.

3 317. In 2000, the Santa Fe Springs Fire Department concluded that there had
4 been historical contamination at the Cenco Refining Source Property with
5 halogenated VOCs and that test results also suggested a recent release of TCE on the
6 property. In 2006 and 2007, soil and soil gas samples taken from the Cenco Refining
7 Source Property were found to be contaminated with: benzene; chloroform;
8 1,2-DCA; c-1,2-DCE; t-1,2-DCE; 1,1,1,2-tetrachloroethane; MTBE; hexavalent
9 chromium; PCE; and TCE; and vinyl chloride. Soil tested from the Cenco Refining
10 Source Property that same year contained total chromium, and samples taken from the
11 Cenco Refining Source Property in 2009 and 2012 revealed that the soil was
12 contaminated with numerous high-volatility organic compounds, including:
13 chloroform; c-1,2-DCE; t-1,2-DCE; DCM; 1,1,1,2-tetrachloroethane; PCE; TCE; and
14 vinyl chloride. Benzene, hexavalent chromium (as well as, potentially, other
15 chromium compounds), total chromium, and MTBE were also detected.

16 318. Upon information and belief, the hazardous substances present in the
17 soil at the Cenco Refining Source Property have migrated and continue to migrate
18 downward into the saturated zone beneath the property and have come to be located in
19 the groundwater, specifically: PCE; TCE; 1,2-DCA; c-1,2-DCE; t-1,2-DCE;
20 1,1,1,2-tetrachloroethane; benzene; chromium; chloroform; and vinyl chloride.
21 Groundwater samples taken in 1986 from multiple wells across the property all
22 contained benzene and some contained 1,2-DCA. Between 1987 and 1996, benzene,
23 1,2-DCA, PCE; and TCE were detected in groundwater samples taken from the
24 Cenco Refining Source Property. In 1995, an assessment of the Cenco Refining
25 Source Property found that contaminants, including VOCs, had been released to the
26 groundwater.

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1 319. In 2002, groundwater samples taken from the Cenco Refining Source
2 Property were found to contain: benzene; chloroform; c-1,2-DCE; PCE; and TCE. In
3 2006 and 2007, groundwater samples were found to be contaminated with: benzene;
4 1,4-dioxane; chloroform; hexavalent chromium; 1,1-DCE; 1,1-DCA; 1,2-DCA;
5 c-1,2-DCE; t-1,2-DCE; ethylbenzene; MTBE; PCE; TCE; vinyl chloride and xylene.
6 Halogenated VOCs were concentrated near a storm water impoundment area and two
7 storage tanks; high concentrations of PCE and TCE were found near a laboratory and
8 a tank on the property; and 1,2-DCA was found in the middle of a storage tank area.
9 Groundwater monitoring at the Cenco Refining Source Property since 2010 has
10 revealed the presence of: benzene; 1,2-DCA; 1,1-DCE; c-1,2-DCE; t-1,2-DCE; PCE;
11 TCE; and vinyl chloride.

12 320. Because hazardous substances were deposited, stored, disposed of, or
13 placed, or otherwise came to be located at the Cenco Refining Source Property, the
14 Cenco Refining Source Property is a "facility" within the meaning of Section 101(9)
15 of CERCLA, 42 U.S.C. § 9601(9).

16 321. Upon information and belief, contaminants in the soil and in the
17 groundwater from the soil at the Cenco Refining Source Property have migrated
18 offsite in the same general direction as the regional groundwater flow.

19 iii. Continuing Migration of Contaminants

20 322. As alleged above, releases of contaminants have occurred at the Cenco
21 Refining Source Property and are continuing to occur. The contaminants continue to
22 migrate away from the property, posing a continuing threat to the regional
23 groundwater and the health of area residents.

24 323. Powerine has not taken adequate steps to remediate the onsite and
25 near-site soils, from which contaminants are migrating, including soil and
26 groundwater contamination originating from the 12354 Lakeland Property and
27 contamination caused due to the interconnecting pipelines to the former Marine
28

1 Terminal. Nor has Powerine adequately monitored the extent to which contaminants
2 continue to migrate from the Cenco Refining Source Property into offsite
3 groundwater. The Cenco Refining Source Property does not have a groundwater
4 monitoring system in place that is sufficient to demonstrate that releases from the
5 property to regional groundwater above health-based levels has been fully controlled.

6 324. Recent soil samples collected in 20 boring drilled to 90 feet bgs at the
7 Cenco Refining Source Property detected concentrations of VOCs; PAHs; benzene,
8 toluene, ethylbenzene, and xylenes ("BTEX") and metals in significant
9 concentrations that in some cases were orders of magnitude above regulatory limits.
10 TCE was found in site soils to depths of 70 feet at 100 µg/kg with 840 µg/kg found at
11 30 feet bgs, 1,2-DCA which was at 190 µg/kg (90 feet bgs), 1,1,2-TCA at 340 µg/kg
12 (80 feet bgs) and chloroform which was 2.3 mg/kg (60 feet bgs).

13 325. In 2006, there was a soil gas survey at 221 locations at the Cenco
14 Refining Source Property to a depth of 50 feet bgs. All 2 feet, 5 feet and 10 feet bgs
15 samples were analyzed for VOCs and seventeen wells were analyzed for total
16 petroleum hydrocarbons ("TPH"), VOCs, oxygenates, and hexavalent chromium.
17 The highest concentrations of PCE and TCE were located just west of the laboratory.
18 Another area of high concentration was near the crude unit and boiler feed water tank.
19 Another location of 1,2-DCA was the middle of the west tank farm.

20 326. The significant concentrations of BTEX, VOCs, and PAHs detected in
21 onsite and downgradient wells demonstrate continued offsite migration of
22 contaminants from the Cenco Refining Source Property, as demonstrated in
23 MW-503B and MW-504.

24 327. The presence of free product in wells demonstrate the presence of
25 substantial source mass of contaminants at the Cenco Refining Source Property.
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c. The Patsouras Source Property – 11630-11700 Burke Street

328. Upon information and belief, releases of contamination have occurred from property located at and/or adjacent to 11630-11700 Burke Street, Santa Fe Springs, California and businesses operating thereon (the “Patsouras Source Property”).

i. Source Property Ownership

329. In 1973, Defendant William K. Palley acquired the Patsouras Source Property.

330. In 1984, Defendant William K. Palley deeded the Patsouras Source Property to the RCR Family Trust. In 1985, the RCR Family Trust deeded the Patsouras Source Property back to Defendant William K. Palley.

331. In 1995, Defendant Kekropia (owned by Larry Patsouras) acquired the Patsouras Source Property and remains as the current property owner.

ii. Source Property Operation

332. As of 1958 and until at least 1973, Globe International, then known as Globe Oil Tools Co. (collectively, “Globe”), operated at the Patsouras Source Property, manufacturing oil well drilling equipment and tools.

333. In 1973, Defendant Palley Supply and its owner, Defendant William K. Palley, began operations at the Patsouras Source Property, performing maintenance and warehousing of aircraft and hydraulic equipment. Defendants Palley Supply and William K. Palley ceased operations at the Patsouras Source Property in 1987.

334. In 1997, El Greco Wholesale Grocers, Inc. and its owner, Larry Patsouras, began operating on the Patsouras Source Property as a wholesale grocery warehouse, and continue to operate there today.

iii. Disposal & Releases of Hazardous Substances

335. Upon information and belief, hazardous substances were disposed of at the Patsouras Source Property when each of the Defendants owned or operated it.

1 336. The Patsouras Source Property has a long history of operators
2 improperly handling and storing hazardous substances. In 1970, Globe International
3 was issued a notice of violation for disposing of rinse water containing hexavalent
4 chromium to the ground at the Patsouras Source Property. In 1978, Defendant
5 William K. Palley received a notice of violation for disposing of industrial wastewater
6 from steam cleaning operations into a sanitary sewer. In 1987, a criminal complaint
7 was filed against Defendant William K. Palley by the Los Angeles County
8 Department of Health Services for hazardous waste practices at the Patsouras Source
9 Property. In 1988, Defendant William K. Palley pled guilty to the illegal
10 transportation and disposal of hazardous waste. In addition, as of 1988, two
11 subsurface clarifiers at the Patsouras Source Property had been abandoned full of
12 waste. During a rainstorm that year, the clarifiers overflowed, spilling to the ground.
13 The Santa Fe Springs Fire Department ordered Defendant William K. Palley to
14 dispose of approximately 3,500 gallons of waste in the clarifiers and drums on the
15 property.

16 337. Contamination is greatest near the area of the property where fourteen
17 containers were used to store paint and other hazardous substances.

18 338. Upon information and belief, Globe's and Defendants Palley Supply's,
19 William K. Palley's, and Kekropia's operations and waste disposal practices resulted
20 in the generation of one or more hazardous substances, including but not limited to:
21 arsenic; barium; carbon tetrachloride; chloroform; chromium; cobalt; copper;
22 1,1-DCE; PCE and TCE being placed onto the ground or into the soil at or near the
23 Patsouras Source Property. In 1994, soil samples at the Patsouras Source Property
24 indicated the soil was contaminated with: chloroform; chromium; PCE; and TCE.
25 The highest levels of contamination were near the clarifiers and a storage shed where
26 hazardous chemicals had been stored. An environmental consultant issued a report
27 stating that soil remediation was necessary in those areas. In 2006, chromium was
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1 detected in soil at the Patsouras Source Property. In 2009, soil samples revealed that
2 the soil was contaminated with: carbon tetrachloride; chloroform; 1,1-DCE; PCE; and
3 TCE. In 2013, soil from the Patsouras Source Property was tested for heavy metals,
4 and was determined to be contaminated with: arsenic; barium; chromium; cobalt;
5 copper; nickel; vanadium; and zinc.

6 339. Upon information and belief, the hazardous substances present in the
7 soil at the Patsouras Source Property have migrated and continue to migrate
8 downward into the saturated zone beneath the property and have come to be located in
9 the groundwater, specifically, PCE, TCE, 1,1-DCE, chloroform, and hexavalent
10 chromium. A groundwater sample taken in 1994 detected the presence of chromium,
11 PCE, and TCE in concentrations that exceeded drinking water standards.
12 Groundwater monitoring at the Patsouras Source Property from 1995 to 2012 has
13 found the groundwater on the property to be contaminated with: chloroform;
14 hexavalent chromium; 1,1-DCE; PCE and TCE.

15 340. Because hazardous substances were deposited, stored, disposed of, or
16 placed, or otherwise came to be located at the Patsouras Source Property, the
17 Patsouras Source Property is a "facility" within the meaning of Section 101(9) of
18 CERCLA, 42 U.S.C. § 9601(9).

19 341. Upon information and belief, contaminants in the soil and in the
20 groundwater from the soil at the Patsouras Source Property have migrated offsite in
21 the same general direction as the regional groundwater flow.

22 iv. Continuing Migration of Contaminants

23 342. As alleged above, releases of contaminants have occurred at the
24 Patsouras Source Property and are continuing to occur. The contaminants continue to
25 migrate away from the property, posing a continuing threat to the regional
26 groundwater and the health of area residents.

27 343. Kekropia has not taken adequate steps to remediate the onsite and
28

1 near-site soils, from which contaminants are migrating. Nor has Kekropia adequately
2 monitored the extent to which contaminants continue to migrate from the Patsouras
3 Source Property into offsite groundwater. Upon information and belief, Kekropia is
4 and has been aware of the contamination occurring at the property, which it owns or
5 owned. The Patsouras Source Property does not have a groundwater monitoring
6 system in place that is sufficient to demonstrate that releases from the property to
7 regional groundwater above health-based levels has been fully controlled.

8 344. There are numerous potential source areas at the Patsouras Source
9 Property including the cooling tower area, the stained soil area, the clarifier/historical
10 paint/steam cleaning area, the hazardous chemical storage shed, and the storm water
11 clarifier. The characterization of the lateral and vertical extent of soil impacts from
12 VOCs and hexavalent chromium remains incomplete after twenty years.

13 345. In 1994, PCE and TCE were identified at significant levels in deep soils
14 at the Patsouras Source Property. Chromium was also detected in site soils to depths
15 of 35 feet bgs.

16 346. Soil taken from certain areas of the Patsouras Source Property in 2006,
17 to approximately 20 feet bgs, have been found to contain arsenic.

18 347. In 2009, a soil gas survey was conducted at the Patsouras Source
19 Property. The soil vapor exposure pathways and the consistent detections at the 15
20 foot interval confirm the need to perform assessment of soil impacts at the 20 to 50
21 foot intervals.

22 348. PCE concentrations in MW-4, the most downgradient well at the
23 Patsouras Source Property, continue to exceed the MCL. Hexavalent chromium
24 levels have also been high in this well and from July 2009 through June 2012, the
25 downgradient well has displayed the highest hexavalent chromium readings.
26 However, this well is not downgradient of all of the various onsite source areas and
27 MW-3, which is located adjacent to the former storage shed has the highest
28

1 concentrations of hexavalent chromium.

2 349. The impacts of the remaining site soils on groundwater in the central
3 portion of the Patsouras Source Property and along the southern portion of the
4 property (within the downgradient flow direction) is not known as there are no
5 monitoring wells in this area.

6 350. The lack of a sentinel well downgradient of MW-4 and at the central
7 portion of the southern Patsouras Source Property boundary does not allow for
8 reasonable delineation of the lateral and vertical extent of impact to both onsite and
9 offsite groundwater.

10 d. The PMC Source Property – 10051 Romandel Avenue

11 351. Upon information and belief, releases of contamination have occurred
12 from property located at and/or adjacent to 10051 Romandel Avenue, Santa Fe
13 Springs, California and businesses operating thereon (the “PMC Source Property”).

14 i. Source Property Ownership and Operation

15 352. From 1947 to 1992, certain entities conducted manufacturing operations
16 at the PMC Source Property, manufacturing chemicals sold to other companies for the
17 production of plastics, solvents, hydraulic fluids, gasoline additives, and paints.

18 353. Sometime in or after 1947, a chemical company called Productol, Inc.
19 purchased the PMC Source Property and conducted chemical manufacture operations
20 there, involving, among other substances, cresylic acid, naphthenic acid, and
21 alkylated phenols.

22 354. In or about 1976, Defendant Ferro acquired the PMC Source Property
23 and continued chemical manufacturing operations until 1986.

24 355. In 1986, Defendant PMC acquired the Productol division and the PMC
25 Source Property from Ferro and continued chemical manufacturing operations until
26 1992.

27

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ii. Disposal & Releases of Hazardous Substances

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2 356. Upon information and belief, hazardous substances were disposed of at
3 the PMC Source Property when Defendants Ferro and PMC owned or operated it.

4 357. While wastewater was disposed into the sewer at the PMC Source
5 Property pursuant to a permit requiring treatment of the water before discharge, on
6 multiple occasions in the 1970s (both before and after Ferro acquired the property),
7 wastewater containing impermissible chemical levels was discharged. EPA records
8 indicate that, between 1987 and 1992, cresol, MEK, phenol, propylene, styrene, and
9 sulfuric acid were disposed of at the PMC Source Property. In 2011, EPA concluded
10 that cresol and phenol had been disposed of at the PMC Source Property.

11 358. For a few months in 1981, the PMC Source Property was licensed for the
12 treatment of hazardous waste. That year, a survey of the PMC Source Property noted
13 chemical drums stored on unpaved surfaces and the potential for runoff during a
14 storm.

15 359. In 1981 and 1985, soil contamination at the PMC Source Property was
16 observed and resulted in a notice of violation from the California Department of
17 Health Services. Some time prior to 1986, employees of Defendant Ferro observed
18 benzene ponding near a storage tank at the PMC Source Property. In 1986, after
19 Defendant PMC acquired the PMC Source Property, a fire at the plant damaged 12
20 chemical storage tanks. In 1987, a storage tank was removed from the PMC Source
21 Property and soil underneath the tank was found to be contaminated with: benzene;
22 ethylbenzene; and other chemicals. The presence of benzene in the soil was
23 determined to be the likely result of surface spillage from pipes associated with other
24 nearby tanks. In 1988, benzene was observed ponding near two tanks at the PMC
25 Source Property that was attributed to a leaking pipe. In 1988, Defendant PMC
26 ceased using a chemical storage tank at the PMC Source Property that had two cracks
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1 in the side and a one-inch hole in the bottom. Analysis of the tank's contents
2 indicated that it had held benzene, p-cresol, ethylbenzene and 2-4-dimethylphenol.

3 360. Between 1986 and 1992, soil investigations at the PMC Source Property
4 revealed the presence of numerous hazardous substances, including: benzene;
5 ethylbenzene; PCE; TCE; toluene; naphthalene; and 1,1,2-TCA. Several of these
6 substances, including, benzene; PCE; TCE; toluene; and 1,1,2-TCA, were found just
7 below abandoned and removed chemical tanks. Soil sampling at the PMC Source
8 Property in 2007 found benzene and TCE in the soil. Benzene concentrations were
9 most significant near the former cresylic acid plant, the former alkylated phenol plant,
10 and the southern tanks.

11 361. Upon information and belief, the hazardous substances present in the
12 soil at the PMC Source Property have migrated and continue to migrate downward
13 into the saturated zone beneath the property and have come to be located in the
14 groundwater, specifically: TCE; benzene; ethylbenzene; p-cresol; naphthalene; and
15 2-4-dimethylphenol. For example, groundwater testing at the PMC Source Property
16 in 1988 found: benzene; ethylbenzene; TCE; and xylene. In 1995, the California
17 Regional Water Quality Control Board concluded that the operations at the PMC
18 Source Property contaminated the soil and groundwater on the property, degrading
19 the water quality. In 1999, soil and groundwater testing at the PMC Source Property
20 found contamination with: benzene; p-cresol; and 2-4-dimethylphenol. Benzene was
21 noted as being concentrated primarily in areas near former storage tanks, a loading
22 area, and a storage area, and as migrating downgradient in the groundwater. In 2007,
23 groundwater testing found contamination including benzene and PCE breakdown
24 products, including TCE, which breaks down to 1,2-DCE, which in turn breaks down
25 to vinyl chloride, which breaks down to ethylene which breaks down to acetylene.
26 Groundwater analysis completed in the region indicates that benzene and toluene
27 have migrated downgradient from the PMC Source Property.

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1 bgs), 26 ppm (20 feet bgs), 2.9 ppm (2 feet bgs), 90 ppm (2 feet bgs), and 97 ppm (2
2 feet bgs). In 1990, toluene was found at 26,000 µg/kg at 20 feet bgs. PCE in 2007 was
3 found at 7,000 µg/kg at 30-45 feet bgs. High levels of 1,1-DCE were also found in
4 deep soils.

5 368. As with the investigations of soil and soil vapor impacts, the
6 groundwater analytical history at the PMC Source Property is incomplete. The
7 distribution of VOCs in the groundwater is poorly defined. Extremely high levels of
8 benzene and toluene and SVOCs in groundwater have frequently resulted in elevated
9 method detection limits for VOCs which leaves open data gaps and no information as
10 to the fate and transport of detected VOCs in soils. However, evidence from a
11 downgradient site, OFRP, has confirmed that releases of benzene and toluene from
12 the PMC Source Property are impacting offsite downgradient groundwater.

13 369. In 1995, the Regional Water Quality Control Board determined that
14 previous operations at the PMC Source Property had contaminated both soil and
15 groundwater beneath the facility. In 2007, concentrations of 1,1-DCE, TCE,
16 c-1,2-DCE, and benzene were detected in groundwater above MCLs.

17 370. Given the expansive use of chemicals at the PMC Source Property over
18 decades and the lack of existing data on soil and groundwater impacts, adequate site
19 characterization is needed to fully characterize the vertical and horizontal impacts of
20 contaminations in soil so that adequate source control can occur. Also, given the long
21 operating history at this property, a groundwater monitoring system capable of
22 evaluating the lateral and vertical extent of offsite contamination above health-based
23 levels from this site is necessary. Groundwater wells installed on the OFRP site to the
24 west and downgradient of the PMC Source Property found levels of benzene and
25 toluene orders of magnitude above MCLs coming from upgradient. Upon
26 information and belief, the source of contamination at the OFRP site is the PMC
27 Source Property.

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4. **SNL PRPs Firmenich and Momentive**

371. Upon information and belief, releases of contamination have occurred from the Omega Chemical property, located at 12504 and 12512 Whittier Boulevard, Whittier, California, (the "Omega Chemical Property").

a. Source Property Ownership and Operation

372. From 1976 to 1995, Omega Chemical (including a successor company formed in 1991, when Omega Chemical filed for bankruptcy) conducted chemical treatment operations on the property, including operations that included the storage, consolidation, and treatment of commercial and industrial wastes, primarily solvent and refrigerant (Freons) waste.

373. In 1987, Omega Chemical purchased the 12504 Whittier Boulevard property and the neighboring 12512 Whittier Boulevard property (the southern portion of the Omega Chemical Property). Van Owen Holdings LLC purchased the Omega Chemical Property in 2003.

b. Disposal & Releases of Hazardous Substances

374. Upon information and belief, significant quantities of hazardous substances, including isopropyl alcohol ("IPA"), were stored or were otherwise present in hazardous waste at the Omega Chemical Property. From 1976 to 1995, Omega Chemical conducted chemical treatment operations on the property, including operations at the Omega Chemical Property that included the storage, consolidation, and treatment of commercial and industrial wastes received from other entities, including Defendants Firmenich's and Momentive's predecessor-in-interest, MCP Industrial Food Products.

375. Upon information and belief, Defendants Firmenich's and Momentive's predecessor-in-interest, MCP, owned or otherwise possessed hazardous waste, including flammable waste isopropyl alcohol from concentrate production processes conducted in connection with MCP's flavoring and food processing plant in Anaheim, California, that was generated between 1989 and 1992.

1 376. Hazardous waste manifests demonstrate that MCP intentionally
2 provided for the treatment of its hazardous waste at the Omega Chemical Property, or
3 otherwise arranged for the delivery of IPA to the property, shipping hazardous waste
4 to the property between 1989 and 1992. The manifests, which purport to be executed
5 by a representative of Omega Chemical, demonstrate that MCP's hazardous waste
6 was received at the Omega Chemical Property.

7 377. According to EPA, there have been numerous instances of releases of
8 hazardous substances to the soil and groundwater at and near the Omega Chemical
9 Property from spills and leaks of various chemicals at the Omega Chemical Property
10 resulting in soil and groundwater contaminated with chlorinated and non-chlorinated
11 solvents.

12 378. Contaminants from the Omega Chemical Property are reported to have
13 migrated offsite in the same general direction as the groundwater flow. EPA has
14 concluded that VOCs, such as PCE and TCE, in soil and groundwater have migrated
15 from the Omega Chemical Property. Upon information and belief, the rate and extent
16 of this migration were increased and exacerbated by the presence of waste IPA, which
17 MPA sent to the Omega Chemical Property in large quantities. IPA functions as a
18 "co-solvent," which increases the solubility of solvents, such as PCE and TCE, and
19 facilitates movement of those solvents through soil and groundwater.

20 379. In or around September 2012, on information and belief, that EPA sent
21 SNLs to Firmenich and Momentive, which, among other things, identify those
22 Defendants as PRPs for the OU-2 Facility groundwater contamination and solicit
23 offers for Firmenich and Momentive to perform the OU-2 Facility remedial design
24 and remedial action and pay EPA's unreimbursed response costs.

FIRST CLAIM FOR RELIEF

Cost Recovery Under CERCLA (Owners and Operators) – Against All Defendants, Except Firmenich, Inc., and Momentive Specialty Chemicals, Inc.

380. Plaintiffs repeat and re-allege paragraphs 1 through 379 above, as though fully set forth herein.

381. Plaintiffs bring this claim for cost recovery pursuant to Section 107 of CERCLA, 42 U.S.C. § 9607.

382. Each Defendant is a “person” within the meaning of Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

383. Upon information and belief, each Defendant is a covered person within the meaning of one or more of Section 107(a)(1), (2), (3), or (4), 42 U.S.C. § 9607(a)(1), (2).

384. Upon information and belief, each Defendant Source Property is a “facility” within the meaning of Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

385. Upon information and belief, releases and/or threatened releases of hazardous substances into the environment have occurred at each Source Property within the meaning of Section 101(22) of CERCLA, 42 U.S.C. § 9602(22).

386. Plaintiffs have undertaken, and continue to undertake, actions to address the OU-2 Facility groundwater contamination in response to releases or threatened releases of hazardous substances from the Source Property facilities, and have incurred and will incur necessary costs of response consistent with the NCP.

387. Plaintiffs have incurred substantial costs that constitute necessary costs of response incurred in a manner consistent with the NCP under 42 U.S.C. § 9607(a)(4)(B) (the “Response Costs”) to remediate hazardous substances.

388. Pursuant to Section 107(a)(4)(B) of CERCLA, 42 U.S.C. § 9607(a)(4)(B), by this action, Plaintiffs are entitled to cost recovery from Defendants

1 in connection with the OU-2 Facility, and Defendants are liable for all response costs
2 incurred by Plaintiffs or which Plaintiffs may incur.

3 389. Plaintiffs are also entitled to attorneys' fees, including private attorney
4 general fees pursuant to California Code of Civil Procedure § 1021.5.

5 390. Plaintiffs are entitled to interest on the amount recovered on this claim
6 pursuant to 42 U.S.C. § 9607(a)(2).

7 391. Notice of this action is being provided to the Administrator of the
8 Environmental Protection Agency and the United States Attorney General, pursuant
9 to 42 U.S.C. § 9613(l).

10 **SECOND CLAIM FOR RELIEF**

11 **Cost Recovery Under CERCLA (Arrangers) – Against Phibro-Tech, Inc.;**
12 **Firmenich, Inc.; and Momentive Specialty Chemicals, Inc.**

13 392. Plaintiffs repeat and re-allege paragraphs 1 through 391 above, as
14 though fully set forth herein.

15 393. Plaintiffs bring this claim for cost recovery pursuant to Section 107 of
16 CERCLA, 42 U.S.C. § 9607.

17 394. Each of Defendants Phibro-Tech, Inc., Firmenich, Inc., and Momentive
18 Specialty Chemicals, Inc. is a "person" within the meaning of Section 101(21) of
19 CERCLA, 42 U.S.C. § 9601(21).

20 395. Upon information and belief, each of Defendants Phibro-Tech, Inc.,
21 Firmenich, Inc., and Momentive Specialty Chemicals, Inc. is a covered person within
22 the meaning of Section 107(a)(3), as a person who by contract or agreement or
23 otherwise arranged for the disposal or treatment of hazardous substances at a facility
24 owned or operated by another entity, 42 U.S.C. § 9607(a)(3).

25 396. Upon information and belief, releases and/or threatened releases of
26 hazardous substances into the environment have occurred at the Phibro-Tech Source
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1 Property and the Omega Chemical Property within the meaning of Section 101(22) of
2 CERCLA, 42 U.S.C. § 9602(22).

3 397. Plaintiffs have undertaken, and continue to undertake, actions to address
4 the OU-2 Facility groundwater contamination in response to releases or threatened
5 releases of hazardous substances from the Phibro-Tech Source Property and the
6 Omega Chemical Property, and have incurred and will incur necessary costs of
7 response consistent with the NCP.

8 398. Plaintiffs have incurred substantial costs that constitute necessary costs
9 of response incurred in a manner consistent with the NCP under 42 U.S.C. §
10 9607(a)(4)(B) to remediate hazardous substances.

11 399. Pursuant to Section 107(a)(4)(B) of CERCLA, 42 U.S.C. §
12 9607(a)(4)(B), by this action, Plaintiffs are entitled to cost recovery from each of
13 Defendants Phibro-Tech, Inc., Firmenich, Inc., and Momentive Specialty Chemicals,
14 Inc. in connection with the OU-2 Facility groundwater contamination, and those
15 Defendants are liable for all response costs incurred by Plaintiffs or which Plaintiffs
16 may incur.

17 400. Plaintiffs are also entitled to attorneys' fees, including private attorney
18 general fees pursuant to California Code of Civil Procedure § 1021.5.

19 401. Plaintiffs are entitled to interest on the amount recovered on this claim
20 pursuant to 42 U.S.C. § 9607(a)(2).

21 402. Notice of this action is being provided to the Administrator of the
22 Environmental Protection Agency and the United States Attorney General, pursuant
23 to 42 U.S.C. § 9613(l).

24 **THIRD CLAIM FOR RELIEF**

25 **Declaratory Judgment on Liability for Response Costs – Against All Defendants**

26 403. Plaintiffs incorporate and re-allege paragraphs 1 through 402 above, as
27 though fully set forth herein.

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1 1004(15) of RCRA, 42 U.S.C. § 6903(15).

2 411. Each of the RCRA Defendants is a past or present generator, past or
3 present transporter, or past or present owner or operator of a solid waste treatment,
4 storage, or disposal facility.

5 412. Each of the RCRA Defendants has contributed or is contributing to the
6 past or present handling, storage, treatment, transportation, or disposal of a solid or
7 hazardous waste, within the meaning of Sections 1004(3), 1004(5) and 1004(27) of
8 RCRA, 42 U.S.C. §§ 6903(3), (5), (27).

9 413. The RCRA Defendants have failed to implement adequate Source
10 Control at the source properties with which they are associated, including but not
11 limited to: cessation of improper waste handling, storage, and treatment procedures;
12 remediation of soil and groundwater at the source property; monitoring of the spread
13 of groundwater contamination away from the source property through the installation
14 and operation of an adequate network of site boundary and offsite monitoring wells;
15 reporting of monitoring well data; and implementation of groundwater containment
16 systems to prevent additional contaminated groundwater above health-based levels
17 from leaving the source property.

18 414. As a result of the RCRA Defendants' failure to implement adequate
19 Source Control, groundwater contamination above health-based levels originating at
20 the source properties with which they are associated has migrated and continues to
21 migrate away from the Site, expanding the scope of the contamination. Additionally,
22 the RCRA Defendants' failure to implement adequate monitoring at and
23 down-gradient from the source properties has impeded assessment of the scope of the
24 migration of contaminants downgradient from the source properties.

25 415. The presence of the contaminants in the soil, saturated subsurface zone,
26 and in the groundwater, the migration of those contaminants away from the source
27 properties, and the RCRA Defendants' failure to implement adequate Source Control
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1 presents or may present an imminent and substantial endangerment to human health
2 or the environment.

3 416. Each of the contaminants handled, stored, treated, transported, or
4 disposed of by the RCRA Defendants (either directly or by contributing to the
5 handling, storage, treatment, transportation, or disposal) is a solid waste because,
6 among other reasons, each of those contaminants is discarded material resulting from
7 industrial or commercial operations.

8 417. Each of the contaminants handled, stored, treated, transported, or
9 disposed of by the RCRA Defendants (either directly or by contributing to the
10 handling, storage, treatment, transportation, or disposal), when discarded, is a “solid
11 waste”, and potentially a “hazardous waste”, as those terms are defined under RCRA
12 because, among other reasons, each of those contaminants may pose a present or
13 potential hazard to human health or the environment when improperly managed
14 because of its quantity, concentration, or physical or chemical characteristics.

15 418. Plaintiffs provided notice of the actual and threatened endangerment,
16 injury and damage alleged herein by mailing Notices of Endangerment and Intent to
17 Sue Pursuant to Resource Conservation and Recovery Act § 7002(a)(1)(B) (“RCRA
18 Notices”) to EPA’s Administrator and Regional Administrator, the Director of
19 California’s Department of Toxic Substances Control, and all RCRA Defendants.

20 419. Each of the RCRA Defendants received a RCRA Notice on or before
21 August 26, 2014.

22 420. Plaintiffs waited at least ninety days after the RCRA Defendants’ receipt
23 of the RCRA Notices before bringing this cause of action against each of them.

24 421. Pursuant to Section 7002(a) of RCRA, 42 U.S.C. § 6972(a), by this
25 action, Plaintiffs are entitled to an injunction ordering the RCRA Defendants to abate
26 the imminent and substantial endangerment to health and the environment by
27 determining the extent of offsite groundwater contamination resulting from handling
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1 of solid or hazardous waste and implementing soil and groundwater source control
2 sufficient to prevent continued migration of hazardous constituents to groundwater
3 above health-based levels.

4 422. Plaintiffs are also entitled to the costs of litigation, including private
5 attorney general fees pursuant to California Code of Civil Procedure § 1021.5 and
6 attorney fees, expert witness fees, and other costs pursuant to Section 7002(e) of
7 RCRA, 42 U.S.C. § 6972(e).

8 423. Notice of this action is being provided to the EPA Administrator and the
9 United States Attorney General, pursuant to Section 7002(b)(2)(F) of RCRA, 42
10 U.S.C. § 6972(b)(2)(F).

11 **FIFTH CLAIM FOR RELIEF**

12 **Continuing Public Nuisance – Against All Defendants**

13 424. Plaintiffs incorporate and re-allege paragraphs 1 through 423 above, as
14 though fully set forth herein.

15 425. Plaintiffs bring this public nuisance claim pursuant to California Civil
16 Code §§ 3479 and 3480.

17 426. The contamination of the groundwater in the Santa Fe Springs and
18 Whittier regions constitutes a nuisance within the meaning of Section 3479 of the
19 California Civil Code in that it has interfered and continues to interfere with the
20 public's use and enjoyment of the groundwater supply and right to an unpolluted
21 water supply, including, according to the EPA, posing a continuing threat to the
22 region's drinking water supply.

23 427. As a result of the groundwater contamination, Plaintiffs have been
24 forced to incur Response Costs and will be forced to incur further Response Costs, an
25 injury that is separate and distinct from the injury suffered by the public.

26 428. The OU-2 Facility groundwater contamination can be reasonably abated.
27 EPA has developed the Selected Remedy, which is intended to remove contaminant
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1 mass from the groundwater, limit the movement of contaminated groundwater, and
2 prevent any further spreading of hazardous substances to uncontaminated areas of the
3 aquifer and nearby water production wells. Further, the contamination at each of the
4 Defendant Source Properties and ongoing practices that have resulted, and may result
5 in the release or threatened release of hazardous substances from the Source
6 Properties into the groundwater, may be reasonably controlled or mitigated to prevent
7 such releases or threatened releases.

8 429. As an actual and proximate cause of the public nuisance created and/or
9 maintained by Defendants, Plaintiffs have and will continue to incur removal,
10 remediation, and related expenses.

11 430. Pursuant to California Civil Code §§ 3281 and 3479 *et seq.*, Plaintiffs
12 seek from all Defendants and are entitled to receive compensatory damages, including
13 for all response costs incurred by Plaintiffs or which Plaintiffs may incur.

14 431. Notwithstanding the reasonable possibility of abating the public
15 nuisance, Defendants have not abated and are not abating the public nuisance, though
16 each knew or should have known, at the time each owned or operated at the Source
17 Property, about the nuisance and the conditions contributing to it, permitting
18 contamination to spread through the soil and groundwater. Plaintiffs have no
19 adequate remedy at law to address the ongoing and progressive interference with the
20 public's use and enjoyment of the OU-2 Facility regional groundwater supply and
21 right to an unpolluted drinking water supply and resulting increased response costs.

22 432. Plaintiffs therefore seek injunctive relief restraining and enjoining each
23 of the Defendants, with the exception of Defendants Firmenich and Momentive, from
24 maintaining or contributing to the public nuisance described herein and requiring
25 each of them to promptly and competently take such action as is necessary to abate
26 that public nuisance.

1 433. Plaintiffs are also entitled to attorneys' fees, including private attorney
2 general fees pursuant to California Code of Civil Procedure § 1021.5.

3 **PRAYER FOR RELIEF**

4 WHEREFORE, Plaintiffs demand judgment in its favor and against
5 Defendants, to the extent authorized by law, as follows:

6 (1) ON THE FIRST CLAIM FOR RELIEF, for recovery of all Response
7 Costs incurred in connection with the OU-2 Facility consistent with the National
8 Contingency Plan, including pre-judgment interest thereon as allowed by law;

9 (2) ON THE SECOND CLAIM FOR RELIEF, for recovery of all Response
10 Costs incurred in connection with the OU-2 Facility consistent with the National
11 Contingency Plan, including pre-judgment interest thereon as allowed by law;

12 (3) ON THE THIRD CLAIM FOR RELIEF, for a judicial declaration that
13 Defendants are jointly and severally liable for all Response Costs incurred and to be
14 incurred in connection with the OU-2 Facility consistent with the National
15 Contingency Plan;

16 (4) ON THE FOURTH CLAIM FOR RELIEF, for an injunction ordering
17 the RCRA Defendants to abate the imminent and substantial endangerment to health
18 and the environment;

19 (4) ON THE FIFTH CLAIM FOR RELIEF, for an injunction requiring
20 Defendants to remediate the OU-2 Facility groundwater contamination as generally
21 described in paragraphs 11 and 421 above, and to prevent the continuing release of
22 hazardous substances from the Non-Omega Source Properties into the groundwater,
23 as generally described above in paragraphs 11, 111, and 414-15;

24 (5) ON THE FIFTH CLAIM FOR RELIEF, for compensatory damages in
25 an amount to be determined at trial;

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1 (6) ON THE FIRST, SECOND, FOURTH AND FIFTH CLAIMS FOR
2 RELIEF, for attorneys' fees, including private attorney general fees pursuant to
3 California Code of Civil Procedure § 1021.5;

4 (7) AS TO ALL CLAIMS FOR RELIEF, for all costs and expenses incurred
5 in this action, to the extent provided for by law;

6 (8) AS TO ALL CLAIMS FOR RELIEF, for such other and further relief as
7 the Court may deem just and proper.

8 DATED: November 24, 2014

PROSKAUER ROSE LLP
NANCY SHER COHEN
RONALD A. VALENZUELA
SHAWN S. LEDINGHAM, JR.

11 By: /s/ Nancy Sher Cohen
12 Nancy Sher Cohen

13 Attorneys for Plaintiffs

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Exhibit A

ATTACHMENT A

(PLAINTIFFS)

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- 2
- 3 1. Alcoa Inc.
- 4 2. Alpha Therapeutic Corporation
- 5 3. Applied Micro Circuits Corp.
- 6 4. Arlon, LLC
- 7 5. Astro Aluminum Treating Co., Inc.
- 8 6. BASF Corporation
- 9 7. Baxter Healthcare Corporation
- 10 8. Cal-Tape & Label Co.
- 11 9. California Hydroforming Company, Inc.
- 12 10. Cintas Corporation
- 13 11. Columbia Showcase & Cabinet Company, Inc.
- 14 12. County of Los Angeles
- 15 13. Crosby & Overton, Inc.
- 16 14. Disney Enterprises, Inc.
- 17 15. Forenco, Inc.
- 18 16. General Dynamics Corporation
- 19 17. Gulfstream Aerospace Corporation
- 20 18. Hexcel Corporation
- 21 19. Honeywell International Inc.
- 22 20. International Paper Company
- 23 21. Johns Manville
- 24 22. Kimberly-Clark Worldwide, Inc.
- 25 23. Kinder Morgan Liquids Terminals LLC
- 26 24. Los Angeles County Metropolitan Transportation Authority
- 27 25. Masco Corporation of Indiana
- 28 26. Mattel, Inc.

- 1 27. Merck Sharp & Dohme Corporation.
- 2 28. NBCUniversal Media, LLC
- 3 29. Pacific Bell Telephone Company
- 4 30. Pilkington Group Limited
- 5 31. Quest Diagnostics Clinical Laboratories, Inc.
- 6 32. Raytheon Company
- 7 33. Rio Tinto AUM Company
- 8 34. Safety-Kleen Systems, Inc.
- 9 35. Scripto-Tokai Corporation
- 10 36. Sempra Global
- 11 37. Shiley, LLC
- 12 38. Signet Armorlite, Inc.
- 13 39. Soco West, Inc.
- 14 40. Sonoco Products Company
- 15 41. Sparton Technology, Inc.
- 16 42. Texaco Inc.
- 17 43. Texas Instruments Incorporated
- 18 44. The Boeing Company
- 19 45. The Dow Chemical Company
- 20 46. The Regents of the University of California
- 21 47. The Sherwin-Williams Company
- 22 48. TriMas Corporation
- 23 49. Union Oil Company of California
- 24 50. Univar USA Inc.
- 25 51. Universal City Studios LLC
- 26 52. Yort, Inc.

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Exhibit B

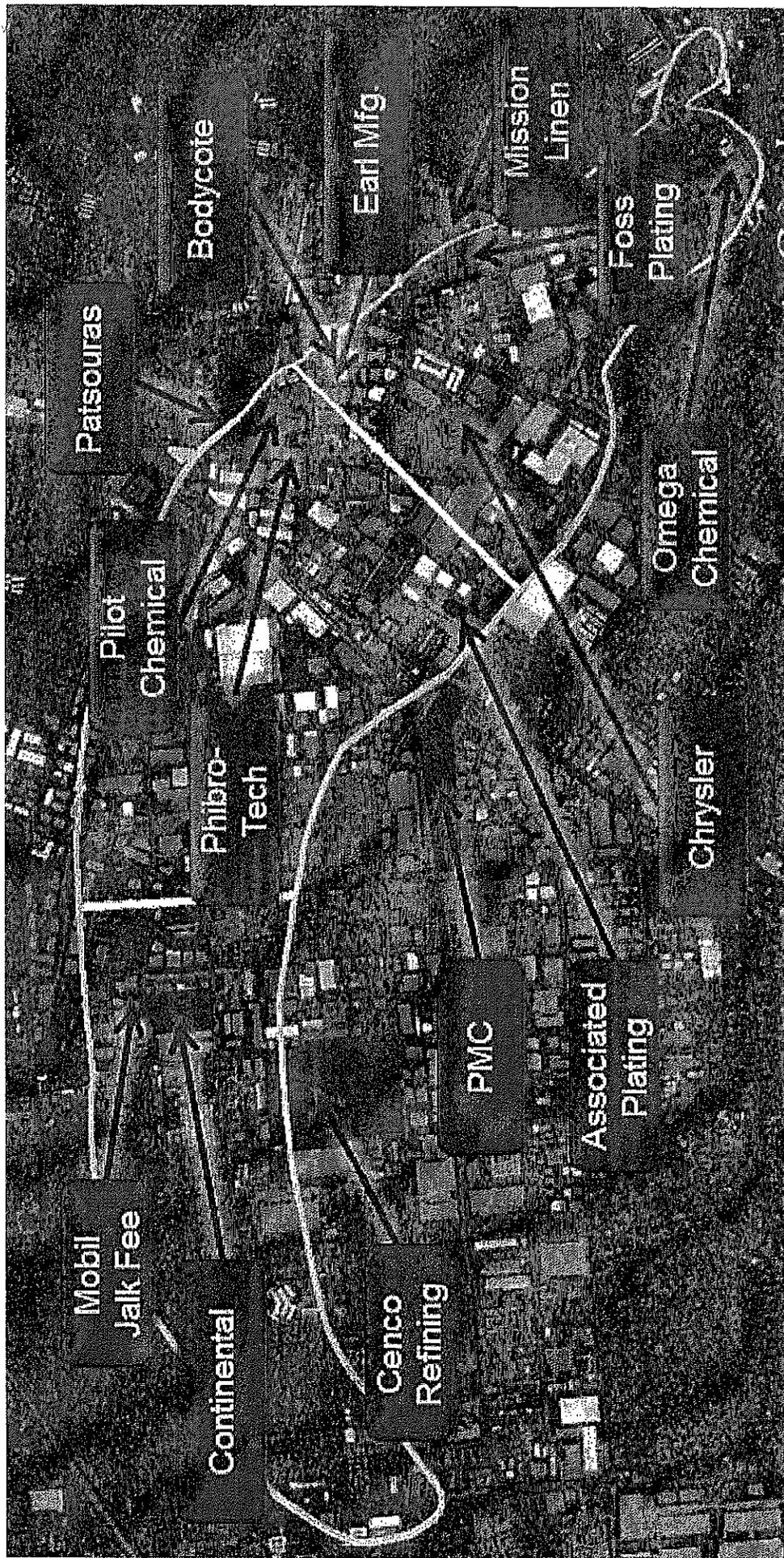


EXHIBIT D

LEYMASTER ENVIRONMENTAL CONSULTING, LLC

**5500 East Atherton Street, Suite 210
Long Beach, California 90815
Phone: (562) 799-9866
Fax: (562) 799-1963**

January 21, 2015

Michael Francis, Esq.
Demetriou, Del Guercio, Springer & Francis, LLP
700 S. Flower Street, Suite 2325
Los Angeles, CA 90017

Re: CAO Cost Estimate
11862 Burke Street
Santa Fe Springs, California

Dear Mr. Francis:

This CAO Cost Estimate letter for the above-referenced site was prepared at your request. There are four items in the January 14, 2015, Los Angeles Regional Water Quality Control Board (RWQCB) letter that require responses this year:

1. Additional subsurface investigation, updated vapor intrusion evaluation and human health risk assessment
2. Semi-annual groundwater sampling and reporting
3. Develop and submit a Site Conceptual Model
4. Prepare and submit a Site Assessment Work Plan

The estimated associated costs for each item are as follows:

1. The cost for the additional subsurface investigation (*i.e.*, install and sample eight exterior vapor probes) and updated vapor intrusion evaluation and human health risk assessment (*i.e.*, additional interior vapor sampling) is estimated to be \$11,000.
2. There is currently one groundwater monitoring well on the site that is the responsibility of the property owner. A dedicated pump will be installed in the well for low-flow sampling. The first sampling event will be more expensive due to the cost and installation of the pump. The cost for the initial sampling of the on-site non-EPA well is estimated to be \$2,500. The sampling cost for each subsequent groundwater sampling event is estimated to be \$1,900.
3. The cost to develop a Site Conceptual Model is estimated to be \$8,000.
4. The cost to develop the initial Site Assessment Work Plan to determine the extent of the soil, soil-vapor, and groundwater contamination, only on the site, is estimated to be \$1,500.

- a. It is likely that additional Site Assessment Work Plans will be required to assist in determining the vertical and lateral extent of the contamination off site. It is unlikely that an additional Site Assessment Work Plan would be required in 2015. Future Site Assessment Work Plans would likely be near \$1,500.
- b. It is difficult to give a good cost estimate to complete the scope of work in the Site Assessment Work Plan until the Site Conceptual Model has been completed. However, the range to determine the extent of soil and soil-vapor contamination on the site is \$20,000 to \$30,000. While the RWQCB typically requires the installation and monitoring of a minimum of three groundwater monitoring wells, I do not believe that it is necessary to install anymore groundwater monitoring wells on the site at this time. USEPA monitoring wells screened in the "A" groundwater zone and "B" groundwater zone are located on-site, north of the building.
- c. We do not know at this time if it will be necessary for soil, soil-vapor, or groundwater investigations to be completed off site. The concentrations and extent of the potential off-site contamination will determine the potential cost.

Please call me if you have any questions regarding this letter.

Sincerely,



Mark Leymaster, EP

LEYMASTER ENVIRONMENTAL CONSULTING, LLC

5500 East Atherton Street, Suite 210
Long Beach, California 90815
Phone: (562) 799-9866
Fax: (562) 799-1963

February 3, 2015

Michael Francis, Esq.
Demetriou, Del Guercio, Springer & Francis, LLP
700 S. Flower Street, Suite 2325
Los Angeles, CA 90017

Re: Mitigation of Vapor Intrusion Cost Estimate
11862 Burke Street
Santa Fe Springs, California

Dear Mr. Francis:

This Mitigation of Vapor Intrusion Cost Estimate letter for the above-referenced site was prepared at your request. The conclusion of the July 15, 2014, *Soil-Vapor Survey, Vapor Intrusion Investigation and Screening Level Health Risk Assessment Report* is that the cumulative cancer risk from vapor intrusion to indoor air at the above-referenced facility is above the State's acceptable risk management range.

Interim mitigation measures will likely be required and usually include one or more of the following:

1. Increasing building pressurization and/or ventilation or switching the ventilation to ambient air versus recirculation of indoor air.
2. Sealing potential conduits (cracks, seams, etc.) where vapors may be entering the building.
3. Treating the indoor air with carbon filtration or air purifiers.
4. Installing and operating engineered exposure controls such as passive or active sub-slab ventilation.

Leymaster Environmental Consulting (LEC) does not believe the first three items are reasonable or effective measures to correct the vapor intrusion issue at this site. A sub-slab ventilation system could be installed inside the facility that could possibly lower the cumulative cancer risk to acceptable levels, although that is not certain. The cost to install the sub-slab system would likely be around \$70,000 and would be a significant disruption to the operations. This sub-slab ventilation would not remediate the contamination.

CAO Cost Estimate
11862 Burke Street
Santa Fe Springs, California
Page 2 of 2

The installation of a vapor extraction system would remediate the contamination and lower the cancer risk to acceptable levels. The cost to install a vapor extraction system would likely cost between \$75,000 and \$100,000. Yearly operating cost of the vapor extraction system would likely be \$60,000 to \$100,000 per year for two to five years of operation. However, a vapor extraction system will remediate the contamination beneath the building.

Please call me if you have any questions regarding this letter.

Sincerely,

A handwritten signature in cursive script that reads "Mark Leymaster". The signature is written in dark ink and is positioned above the printed name.

Mark Leymaster, EP

DEMETRIOU, DEL GUERCIO, SPRINGER & FRANCIS, LLP

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June 27, 2013

VIA E-MAIL - PRASMUSSEN@WATERBOARDS.CA.GOV

Ms. Paula Rasmussen
Assistant Executive Officer
State of California
Los Angeles Regional Water Quality Control Board
320 West 4th Street
Suite 200
Los Angeles, California 90013

Re: **Comments/Request Regarding Draft Cleanup and Abatement Order
No. R4-2013-0012 ("Draft CAO")**

Dear Ms. Rasmussen:

This letter is provided on behalf of Ms. Claudette Earl and Earl Manufacturing Company, Inc. ("Company") in connection with the Draft CAO. As an initial matter, Ms. Earl thanks the Regional Water Quality Control Board ("RWQCB") for extending the due date for comment from June 17, 2013 to July 1, 2013.

By way of background, Ms. Earl is a single woman who resides in Ontario, California. She is retired with very modest means. Her only sources of income are the rent she receives from the former Company site on Burke Street in Santa Fe Springs, California and Social Security. As Ms. Earl has demonstrated in her June 27, 2011 confidential financial disclosure to the RWQCB and her June 8, 2012 "ability to pay applications" to the United States Environmental Protection Agency ("EPA"), Ms. Earl does not have the financial ability to respond to and implement the full range of actions directed in the Draft CAO or the EPA's September 28, 2013 Omega Chemical Company Superfund Site Operable Unit II ("Omega OU II") "Special Notice" letter. As a matter of fact, Ms. Earl's financial condition has deteriorated since these submissions due to substantial tax payments that were made in 2013.

Nevertheless, Ms. Earl makes the following requests and proposals for the RWQCB's consideration. First, Ms. Earl and the Company respectfully request that the RWQCB place the issuance of a CAO indefinitely on hold. It is believed that a CAO would be counterproductive

given Ms. Earl's very limited financial resources. The issuance of the CAO likely will exacerbate Ms. Earl's financial condition to insolvency. Although the Draft CAO asserts that its obligations are not dischargeable in a bankruptcy proceeding, without debating the merits of such assertion, the fact remains that Ms. Earl does not possess the financial resources to respond to the obligations under the CAO.

In exchange for placing the CAO on an indefinite abeyance, Ms. Earl proposes that she will have certain work performed, over time as her limited resources permit. As Ms. Earl's initial work proposal, she proposes to have a subslab soil vapor assessment workplan prepared and submitted to the RWQCB for its review and approval. Such workplan would be submitted to the RWQCB within 30 days of the RWQCB's acceptance of Ms. Earl's proposal. Ms. Earl proposes the implementation of such workplan and the submittal of the results in a technical report within four months of the RWQCB's approval of the workplan.

Ms. Earl proposes a subslab vapor assessment because she understands that it will serve two functions. That is, such an assessment will assess the vapor intrusion risk and further define the lateral extent of the volatile organic compound subsurface impacts at the 11862 Burke Street facility ("Property").

Looking forward, and depending upon the results of the proposed soil vapor assessment, Ms. Earl will earmark a certain portion of her rental income for further work at the Property. Ms. Earl proposes to earmark and expend \$8,000.00 per year on such further investigative and remediation work as agreed upon and approved by the RWQCB. Of course, this proposed sum assumes, and it is contingent upon Ms. Earl continuing to receive at least the same level of rental income from the Property. Ms. Earl proposes that such level of work continue until the Property investigation is complete and any required soil remediation performed.

Further, in an effort to supplement the funds to perform the RWQCB required investigation and clean-up work at the Property, Ms. Earl has contacted a representative of the Omega Chemical Site Potentially Responsible Parties Organized Group ("OPOG"), and proposed that OPOG fund and perform the RWQCB required investigation and clean-up work at the Property in exchange for OPOG's use of a portion of Ms. Earl's property in connection with a portion of the Omega OU II interim remedy. Ms. Earl has not yet received a response from the OPOG up regarding this proposal.

By way of clarification, Ms. Earl advises that "The Earl Family Trust" no longer exists. Further, although the Company may exist, it does so in name only because it has no assets whatsoever. Ms. Earl has searched for historical insurance policies that may have been issued to the Company, but no policies or evidence of policies was discovered as all Company records were destroyed many years ago.

Ms. Paula Rasmussen
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Ms. Earl appreciates the RWQCB's consideration of her request and proposals. Ms. Earl respectfully requests the RWQCB grant her request and accept her proposals.

Very truly yours,

A handwritten signature in black ink, appearing to read "Michael A. Francis", written over a horizontal line.

Michael A. Francis

MAF/blt

cc: Ms. Claudette Earl (Via U.S. Mail)
Dr. Arthur Heath (Via E-mail)
Ms. Su Han (Via E-mail)
Mr. David Young (Via E-mail)
Tammy M. J. Hong, Esq. (Via E-mail)
Mr. Mark Leymaster (Via E-mail)

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June 28, 2013

VIA E-MAIL - PRASMUSSEN@WATERBOARDS.CA.GOV

Ms. Paula Rasmussen
Assistant Executive Officer
State of California
Los Angeles Regional Water Quality Control Board
320 West 4th Street
Suite 200
Los Angeles, California 90013

Re: **Comments and Evidence Regarding Draft Cleanup and Abatement Order
No. R4-2013-0012 ("Draft CAO")**

Dear Ms. Rasmussen:

In conjunction with that certain letter dated June 27, 2013 submitted by Michael A. Francis, Esq. of this firm on behalf of Ms. Claudette Earl and Earl Manufacturing Company, Inc., a California corporation ("Company"; the Company and Ms. Earl are collectively hereinafter referred to as "Applicants"), this letter further responds to the Draft CAO and provides evidence herewith.

Under a cover letter dated June 27, 2011, Applicants submitted to the Regional Water Quality Control Board ("RWQCB") their confidential financial information and materials for financial hardship analysis (hereinafter collectively, "Financial Hardship Application"). (Enclosed for your reference is a copy of the previously submitted Financial Hardship Application.) Applicants demonstrated that the Company ceased its operations and has no viable assets. Ms. Earl pays the corporation taxes and has solely borne the burden of expenses related to the RWQCB directed investigation work in connection with the property located at 11862 Burke Street, Santa Fe Springs, California ("Property"). However, Ms. Earl's limited income and severe injury sustained in 2011 created such financial hardship that she cannot perform the extensive RWQCB directed work set forth in the Draft CAO.

Ms. Earl's financial state has not improved. As a matter of fact, since the submittal of Financial Hardship Application, Ms. Earl experienced further set back in her financial condition as a result of approximately \$75,000 in payments to the Internal Revenue Service and California

Ms. Paula Rasmussen
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Board of Equalization for the 2012 tax year. (As an update to the Financial Hardship Application, enclosed is a copy of Applicants' respective confidential 2012 tax returns.)

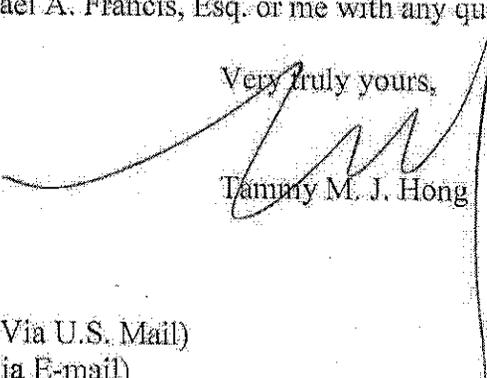
The Draft CAO makes certain allegations against Applicants and regarding the Property, and, if finalized, would require an extensive set of very costly investigations and remediation work. However, regardless of Applicants' alleged legal liability with respect to the Property, and regardless of the alleged feasibility or reasonableness of the RWQCB's required actions, Applicants' insolvent or near-insolvent state renders such alleged issues moot with respect to Applicants. Accordingly, the previously filed Financial Hardship Application, together with the enclosed 2012 tax returns, demonstrate that the Applicants are not in a position to perform the extensive set of work contemplated in the Draft CAO.

Applicants had to likewise submit a substantially similar set of evidence in response to the United States Environmental Protection Agency's ("EPA") September 28, 2013 Omega Chemical Company Superfund Site Operable Unit II "Special Notice" letter. Applicants are given to understand that EPA considers the Applicants' evidence to be complete for the "inability to pay" determination. Applicants are waiting for EPA's response to their inability to pay application and good faith offer.

To the extent that the Draft CAO anticipates and RWQCB seeks technical response, Applicants reserve their right to submit same in the event that RWQCB persists in requiring Applicants to perform the investigation and remediation work described in the Draft CAO, or RWQCB and Applicants cannot come to an agreement for a phased work approach as proposed in the June 27, 2013 letter.

Please contact Michael A. Francis, Esq. or me with any questions.

Very truly yours,



Tammy M. J. Hong

TMJH/p

cc: Ms. Claudette Earl (Via U.S. Mail)
Dr. Arthur Heath (Via E-mail)
Ms. Su Han (Via E-mail)
Mr. David Young (Via E-mail)
Michael A. Francis, Esq. (Via E-mail)
Mr. Mark Leymaster (Via E-mail)