Amended Complaint

ORIGINAL (Red)

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

ABB INC. f/k/a FISCHER & PORTER COMPANY ACTION MANUFACTURING CO., INC., ALCOA INC., f/k/a ALUMINUM COMPANY OF AMERICA, BECKETT COMPANY, L.P., GENERAL ELECTRIC COMPANY/RCA, GENERAL MOTORS CORPORATION, HAMILTON TECHNOLOGIES, INC. (BULOVA TECHNOLOGIES, L.L.C.), HAMILTON WATCH COMPANY, INC. (SWATCH GROUP U.S., INC.), HANDY & HARMAN, TUBE CO., HAYFORK, L.P., f/k/a HAMILTON PRECISION METALS, INC., HERCULES INCORPORATED, J.W. REX, LAFRANCE CORPORATION, LUCENT TECHNOLOGIES, INC., PENFLEX, INC., PLYMOUTH TUBE COMPANY, REILLY PLATING COMPANY, SIEMENS ENERGY & AUTOMATION, INC. f/k/a MOORE PRODUCTS, CO., SUNROC CORPORATION, INC. SYNTEX (USA), INC., UNISYS CORPORATION, AND VIZ LIQUIDATION TRUST, Plaintiffs, v. AIRLINE HYDRAULICS CORP., ALPHA TECHNOLOGIES GROUP, INC., AMERICAN FINANCIAL GROUP, INC. AMETEK, INC., ARK PRODUCTS CO., INC., ATHENA CONTROLS, INC., AYDIN CORPORATION, AYDIN DISPLAYS, INC., AYDIN MONITOR SYSTEMS BROWNING-FERRIS INDUSTRIES a/k/a ALLIED WASTE CHI INTERNATIONAL INC., C.K. SYSTEMATICS, INC.,	CIVIL ACTION NO. 02-8964

SDMS DocID 2025122

COLLINS & AIKMAN CORP., :
C.P. ALLSTAR CORP., :
CSS INTERNATINAL CORP., :
DAVID K. ROBSON, INC., :
E. FRANK HOPKINS CO., :
EMECO INDUSTRIES, INC., :
FABRIC DEVELOPMENT, INC., :
FAIRFAX VALET, INC., f/k/a FAIRFAX CLEANERS, :
FBF INC., :
FBF INDUSTRIES, INC., :
FERGUSSON-McKENNA SUPPLY CO., :
FRASER-VOLPE CORPORATION, :
HEARTLAND INDUSTRIAL PARTNERS, L.P., :
HIGH ENERGY CORP., :
HORIZON AEROSPACE, L.L.C., :
HULLTRONICS, INC., :
HULL CORP., :
INDUCTOTHERM INDUSTRIES, INC., :
J&J SPILL SERVICE & SUPPLIES, INC., :
KEYSTONE ENVIRONMENTAL SERVICES, INC., :
KOSEMPEL MANUFACTURING COMPANY, :
LEEDS & NORTHRUP COMPANY a/k/a :
GENERAL SIGNAL TECHNOLOGY CORPORATION :
LIGHTMAN DRUM CO., INC., :
LORAL SPACE & COMMUNICATIONS, LTD., :
LORAL SPACE SYSTEMS, INC., :
(a/k/a SPACE SYSTEMS/LORAL, INC.), :
M/A-COM, INC., :
MALCO TECHNOLOGIES, INC., :
MALCO TECHNOLOGIES, LLC., :
MARCEGAGLIA USA, INC., :
MATHESON TRI-GAS, INC., d/b/a MATHESON, :
INSTRUMENTS, :
MCCLARIN PLASTICS, INC., :
MID-STATE TRADING COMPANY, INC., :
MODEL FINISHING COMPANY, INC., :
~~MSM ASSOCIATES,~~ :
NARCO AVIONICS, INC., :
NATIONAL METALCRAFTERS, INC., :
NW CONTROLS, INC. , :
PETROCON INC., :
PHILADELPHIA STEEL DRUM CO., INC., :
PRINCO INSTRUMENTS, INC., :
RELM WIRELESS CORPORATION :

ORIGINAL (Red)

QUAKER CITY, INC.,	:
RESOURCE TECHNOLOGY SERVICES, INC.,	:
SCHWAB-SIMON REALTY CORPORATION,	:
SIMON RESOURCES, INC.,	:
SIMON WRECKING COMPANY, INC.,	:
SINGER SEWING COMPANY,	:
SPX CORPORATION,	:
S&S INVESTMENTS, INC.,	:
STEWART GOLEN,	:
SYRATECH CORP.,	:
SYSTEMATICS, INC.,	:
TECHNITROL, INC.,	:
TOWLE MANUFACTURING CO.	:
TRANSICOIL, INC.,	:
TRENTON REALTY CORPORATION,	:
TYCO ELECTRONICS CORPORATION,	:
VIDEO DISPLAY CORP.,	:
XYNATECH, INC.,	:
XYNATECH MANUFACTURING COMPANY,	:
	:
Defendants.	:

ORIGINAL (Red)

AMENDED COMPLAINT

Plaintiffs, ABB Inc. f/k/a Fischer & Porter Company, Action Manufacturing Co., Alcoa Inc. f/k/a Aluminum Company of America, Armstrong World Industries, Inc., Beckett Company, L.P., General Electric Company/RCA, General Motors Corporation, Hayfork, L.P. f/k/a Hamilton Precision Metals, Inc., Hamilton Technologies, Inc. (Bulova Technologies, L.L.C.), Hamilton Watch Company (Swatch Group U.S., Inc.) Handy & Harman Tube Co., Hercules Incorporated, J.W. Rex, Lafrance Corporation, Lucent Technologies Inc., Penflex, Inc., Plymouth Tube Company, Reilly Plating Company, Siemens Energy & Automation, Inc. f/k/a Moore Products Co., Sunroc Corporation, Inc., Syntex (USA), Inc., Unisys Corporation, and Viz Liquidation Trust, by their counsel, Conrad O'Brien Gellman & Rohn, P.C., assert as follows:

I. INTRODUCTION

1. Plaintiffs bring this action pursuant to the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S. C. § 9601 *et seq.* ("CERCLA") and Pennsylvania's Hazardous Sites Cleanup Act, 35 P.S. § 6020.101 *et seq.* ("HSCA"), to recover past and future response costs incurred in the environmental cleanup at the Malvern TCE Superfund Site ("Site"), located in East Whiteland Township, Chester County, Pennsylvania. Plaintiffs further seek a declaratory judgment, under federal and state law, that defendants are liable for their equitable shares of all past and future response costs connected to the Site.

II. JURISDICTION AND VENUE

2. This court has jurisdiction over this action pursuant to 42 U.S.C. §§ 9607(a) and 9613(b) and 28 U.S.C. §§ 1331, 1345 and 1367.

3. Additionally, this Court has authority to issue a declaratory judgment concerning the rights and liabilities of the parties pursuant to 28 U.S.C. §§ 2201, 2202 and 42 U.S.C. § 9613(g)(2).

4. Venue is proper in this judicial district pursuant to 28 U.S.C. §§ 1391(b)-(c) and 1395 and 42 U.S.C. §§ 9607(a) and 9613(b), because the releases or threatened releases of hazardous substances that gave rise to the claims in this action occurred in this district, and because the Site is located in this district.

III. PARTIES

A. Plaintiffs

5. Plaintiff ABB Inc. f/k/a Fischer & Porter Company is incorporated under the laws of the state of Delaware, with its principal place of business at 501 Merritt 7, Norwalk,

Connecticut 06851. Plaintiff ABB Inc. f/k/a Fischer & Porter Company is a person within the meaning of 42 U.S.C. § 9601(21).

ORIGINAL (Red)

6. Plaintiff Action Manufacturing Co., Inc. is incorporated under the laws of the state of Delaware, with its principal place of business at 100 East Erie Avenue, Philadelphia, Pennsylvania 19134-1009. Plaintiff Action Manufacturing Co., Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

7. Plaintiff Alcoa Inc. f/k/a Aluminum Company of America is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 201 Isabella Street, Pittsburgh, Pennsylvania 15212. Plaintiff Alcoa Inc. f/k/a Aluminum Company of America is a person within the meaning of 42 U.S.C. § 9601(21).

8. Plaintiff Armstrong World Industries, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 2500 Columbia Avenue, Lancaster, Pennsylvania 17603. Plaintiff Armstrong World Industries, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

9. Plaintiff Beckett Company, L.P. is a Delaware limited partnership, with its principal place of business in Mt. Laurel, New Jersey. Plaintiff Beckett Company, L.P. is a person within the meaning of 42 U.S.C. § 9601(21).

10. Plaintiff General Electric Company / RCA is incorporated under the laws of the state of New York, with its principal place of business at 3135 Easton Turnpike, Fairfield, Connecticut. Plaintiff General Electric Company / RCA is a person within the meaning of 42 U.S.C. § 9601(21).

11. Plaintiff General Motors Corporation is incorporated under the laws of the state of Delaware, with its principal place of business at 300 Renaissance Center, Detroit, Michigan. Plaintiff General Motors Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

ORIGINAL (Red)

12. Plaintiff Hamilton Technologies, Inc. (Bulova Technologies, L.L.C.) is incorporated under the laws of the state of Delaware, with its principal place of business at 101 North Queen Street, Lancaster, Pennsylvania 17604. Plaintiff Hamilton Technologies, Inc. (Bulova Technologies, L.L.C.) is a person within the meaning of 42 U.S.C. § 9601(21).

13. Plaintiff Hamilton Watch Company (Swatch Group U.S., Inc.) is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business at 1200 Harbor Avenue, Weehawken, New Jersey 07087. Plaintiff Hamilton Watch Company (Swatch Group U.S., Inc.) is a person within the meaning of 42 U.S.C. § 9601(21).

14. Plaintiff Handy & Harman Tube Co. is incorporated under the laws of the state of Delaware, with its principal place of business at located at 701 W. Township Line Road, Norristown, Pennsylvania 19403. Plaintiff Handy & Harman Tube Co. is a person within the meaning of 42 U.S.C. § 9601(21).

15. Plaintiff Hayfork, L.P. f/k/a Hamilton Precision Metals, Inc. is incorporated under the laws of the state of Delaware, with its principal place of business at 1780 Rohrerstown Road, Lancaster, Pennsylvania 17601. Plaintiff Hayfork, L.P. f/k/a Hamilton Precision Metals, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

16. Plaintiff Hercules Incorporated is incorporated under the laws of the state of Delaware, with its principal place of business at Hercules Plaza, 1313 Market Street,

Wilmington, Delaware 19894. Plaintiff Hercules Incorporated is a person within the meaning of 42 U.S.C. § 9601(21).

ORIGINAL (Red)

17. Plaintiff J.W. Rex is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business in Lansdale, Pennsylvania, 19446. Plaintiff J.W. Rex is a person within the meaning of 42 U.S.C. § 9601(21).

18. Plaintiff LaFrance Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business at One LaFrance Way, Concordville, Pennsylvania 19331. Plaintiff LaFrance Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

19. Plaintiff Lucent Technologies Inc. is incorporated under the laws of the state of Delaware, with its principal place of business at 600 Mountain Avenue, Murray Hill, New Jersey 07974. Plaintiff Lucent Technologies Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

20. Plaintiff Penflex, Inc. is incorporated under the laws of the state of New York, with its principal place of business at 50 Century Hill Blvd., Suite #3, Latham, New York 12210. Plaintiff Penflex, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

21. Plaintiff Plymouth Tube Company is incorporated under the laws of the state of Michigan, with its principal place of business at 29 West 150 Warrenville Road, Warrenville, Illinois 60555. Plaintiff Plymouth Tube Company is a person within the meaning of 42 U.S.C. § 9601(21).

22. Plaintiff Reilly Plating Company is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 130 Alden Road,

Nanticoke, Pennsylvania 18634. Plaintiff Reilly Plating Company is a person within the meaning of 42 U.S.C. § 9601(21).

ORIGINAL (Red)

23. Plaintiff Siemens Energy & Automation, Inc. f/k/a Moore Products Co. is incorporated under the laws of the state of Delaware, with its principal place of business in Alpharetta, Georgia. Plaintiff Siemens Energy & Automation, Inc. f/k/a Moore Products Co. is a person within the meaning of 42 U.S.C. § 9601(21).

24. Plaintiff Sunroc Corporation, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business at 60 Starlifter Avenue, Dover, Delaware 19101. Plaintiff Sunroc Corporation, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

25. Plaintiff Syntex (USA), Inc. is incorporated under the laws of the state of Delaware, with its principal place of business in Palo Alto, California. Plaintiff Syntex (USA), Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

26. Plaintiff Unisys Corporation is incorporated under the laws of the state of Delaware, with its principal place of business located at Unisys Way, Blue Bell, Pennsylvania 19422. Plaintiff Unisys Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

27. Plaintiff VIZ Liquidation Trust is a trust that is based in Haverford, Pennsylvania. Plaintiff VIZ Liquidation Trust is a person within the meaning of 42 U.S.C. § 9601(21).

B. **Defendants**

ORIGINAL (Red)

THE SIMON WRECKING DEFENDANTS

28. Defendant Simon Wrecking Company, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 2525 Trenton Avenue, Williamsport, Pennsylvania 17701 and/or R.D. 1 Jersey Shore, Pennsylvania, 17723. Simon Wrecking Company, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

29. Defendant Simon Resources, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 2525 Trenton Avenue, Williamsport, Pennsylvania 17701 and/or R.D. 1 Jersey Shore, Pennsylvania 17723. Simon Resources, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

30. Upon information and belief, Simon Resources, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Simon Wrecking Co., Inc.

31. Defendant Mid-State Trading Company, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 2525 Trenton Avenue, Williamsport, Pennsylvania 17701 and/or R.D. 1 Jersey Shore, Pennsylvania, 17723. Mid-State Trading Company, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

32. Upon information and belief, Mid-State Trading Company, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Simon Wrecking Co., Inc.

33. Defendant S&S Investments, Inc. is incorporated under the laws of the

Commonwealth of Pennsylvania, with its principal place of business located at 2525 Trenton Avenue, Williamsport, Pennsylvania 17701. S&S Investments, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

34. Upon information and belief, S&S Investments, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Simon Wrecking Co., Inc.

35. Defendant Schwab-Simon Realty Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 2525 Trenton Avenue, Williamsport, Pennsylvania 17701 and/or R.D. 1, Jersey Shore, Pennsylvania, 17723. Schwab-Simon Realty Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

36. Upon information and belief, Schwab-Simon Realty Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Simon Wrecking Co., Inc.

37. Defendant Trenton Realty Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 2525 Trenton Avenue, Williamsport, Pennsylvania 17701. Trenton Realty Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

38. Upon information and belief, Trenton Realty Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Simon Wrecking Co., Inc.

39. During the time period between 1952 and 1992, Simon Wrecking Co., Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous

substances," as defined in 42 U.S.C. § 9601(14), including but not limited to trichlorethylene, to the Site.

ORIGINAL (Red)

40. The transporter(s) for whose services Simon Wrecking Co., Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Simon Wrecking Co., Inc. at the Site.

41. During the time period between 1952 and 1992, Simon Wrecking Co., Inc. transported "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

QUAKER CITY, INC.

42. Defendant Quaker City, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 7360 Milnor Street, Philadelphia, Pennsylvania 19136. Quaker City, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

43. During the time period between 1952 and 1992, Quaker City, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to trichloroethane, chloroform, perchloroethane, perchloroethylene ("PCE"), methylene chloride ("MEC") and propylene glycol, to the Site.

44. The transporter(s) for whose services Quaker City, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Quaker City, Inc. at the Site.

45. During the time period between 1952 and 1992, Quaker City, Inc. transported "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

J & J SPILL SERVICES & SUPPLIES, INC.

46. Defendant J & J Spill Service & Supplies, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 2949 Felton Road, Norristown, Pennsylvania 19401. J & J Spill Service & Supplies, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

ORIGINAL (Red)

47. During the time period between 1952 and 1992, J & J Spill Service & Supplies, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to carbon tetrachloride, trichloroethane, MEC, and trichloroethylene ("TCE"), to the Site.

48. The transporter(s) for whose services J & J Spill Service & Supplies, Inc. contracted, agreed or otherwise arranged disposed of some or all of the hazardous substances from J & J Spill Service & Supplies, Inc. at the Site.

49. During the time period between 1952 and 1992, J & J Spill Service & Supplies, Inc. transported "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

LIGHTMAN DRUM CO., INC.

50. Defendant Lightman Drum Co., Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 139 N. Route 73, Cedarbrook, New Jersey 08018. Lightman Drum Co., Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

51. During the time period between 1952 and 1992, Lightman Drum Co., Inc., contracted, agreed or otherwise arranged for transportation and disposal of "hazardous

substances," as defined in 42 U.S.C. § 9601(14), including but not limited to trichloroethane and lubricating oil, to the Site.

52. The transporter(s) for whose services Lightman Drum Co., Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Lightman Drum Co., Inc. at the Site.

53. During the time period between 1952 and 1992, Lightman Drum Co., Inc. transported "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

RESOURCE TECHNOLOGY SERVICES, INC.

54. Defendant Resource Technology Services, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 6 Berkeley Road, Devon, Pennsylvania 19333. Resource Technology Services, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

55. During the time period between 1952 and 1992, Resource Technology Services, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to trichloroethane, to the Site.

56. The transporter(s) for whose services Resource Technology Services, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Resource Technology Services, Inc. at the Site.

57. During the time period between 1952 and 1992, Resource Technology Services, Inc. transported "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

MARCEGAGLIA USA, INC.

58. Defendant Marcegaglia USA, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 1000 East Waterfront Drive, Munhall, Pennsylvania 15120. Marcegaglia USA, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

59. Upon information and belief, Marcegaglia USA, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Bishop Tube Co.

60. During the time period between 1952 and 1992, Bishop Tube Co. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, to the Site.

61. The transporter(s) for whose services Bishop Tube Co. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Bishop Tube Co. at the Site.

TYCO ELECTRONICS CORPORTION

62. Defendant Tyco Electronics Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 2901 Fulling Mill Road, Middletown, Pennsylvania 17057-3170. Tyco Electronics Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

63. Upon information and belief, Tyco Electronics Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of AMP Incorporated.

64. During the time period between 1952 and 1992, AMP Incorporated contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to PCE, to the Site.

65. The transporter(s) for whose services AMP Incorporated contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from AMP Incorporated at the Site.

66. Upon information and belief, Tyco Electronics Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Malco, a division of Microdot Connectors, Inc.

67. During the time period between 1952 and 1992, Malco, a division of Microdot Connectors, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to hydroxide, TCE, 1,1,1-trichlorethene ("1,1,1-TCE"), to the Site.

68. The transporter(s) for whose services Malco, a division of Microdot Connectors, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Malco, a division of Microdot Connectors, Inc. at the Site.

69. Upon information and belief, Tyco Electronics Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Contamination Control, Inc.

70. During the time period between 1952 and 1992, Contamination Control,

Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to hydroxide, TCE, 1,1,1-trichlorethene ("1,1,1-TCE"), to the Site.

71. The transporter(s) for whose services Contamination Control, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Contamination Control, Inc. at the Site.

PETROCON, INC.

72. Defendant Petrocon, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at P.O. Box 547, Valley Forge, Pennsylvania 19481 and/or Union Street, Modena, Pennsylvania 19358. Petrocon, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

73. During the time period between 1952 and 1992, Petrocon, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, to the Site.

74. The transporter(s) for whose services Petrocon Corporation contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Petrocon Corporation at the Site.

MCCLARIN PLASTICS, INC.

75. Defendant McClarin Plastics, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 600 Linden Avenue, Hanover, Pennsylvania 17331. McClarin Plastics, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

76. During the time period between 1952 and 1992, McClarin Plastics, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to acetone, to the Site.

77. The transporter(s) for whose services McClarin Plastics, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from McClarin Plastics, Inc. at the Site.

AMETEK, INC.

78. Defendant Ametek, Inc. is incorporated under the laws of the state of Delaware, with a principal place of business located at 37 N. Valley Road, Building 4, Paoli, Pennsylvania 19301. Ametek, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

79. During the time period between 1952 and 1992, Ametek, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE and 1,1,1-TCE, to the Site.

80. The transporter(s) for whose services Ametek, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Ametek, Inc. at the Site.

THE LEEDS & NORTHRUP DEFENDANTS

81. Defendant Leeds & Northrup Company a/k/a General Signal Technology Corporation is incorporated under the laws of the state of Delaware, with a principal place of business located at 354 N. Sumneytown Pike, North Wales, Pennsylvania 19454 and/or 795 Horsham Road, Horsham, Pennsylvania 19044. Leeds & Northrup Company a/k/a General Signal Technology Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

82. Defendant SPX Corporation is incorporated under the laws of Michigan with a principal place of business located at 13515 Ballantyne Corporate Place, Charlotte, North Carolina 28277.

83. Upon information and belief, SPX Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Leeds & Northrup Company a/k/a General Signal Technology Corporation.

84. During the time period between 1952 and 1992, Leeds & Northrup Company a/k/a General Signal Technology Corporation contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, mixed trichlorethylene, and MEC, to the Site.

85. The transporter(s) for whose services Leeds and Northrup Company a/k/a General Signal Technology Corporation contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Leeds and Northrup Company a/k/a General Signal Technology Corporation at the Site.

CSS INTERNATIONAL CORP.

86. Defendant CSS International Corp. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 2061 E. Glenwood Avenue, Philadelphia, Pennsylvania 19124 and/or 4080 Frankford Avenue, Philadelphia, Pennsylvania 19124. CSS International Corp. is a person within the meaning of 42 U.S.C. § 9601(21).

87. During the time period between 1952 and 1992, CSS International Corp.

contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to trichlorethylene, to the Site.

88. The transporter(s) for whose services CSS International Corp. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from CSS International Corp. at the Site.

TECHNITROL, INC.

89. Defendant Technitrol, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 1210 Northbrook Drive, Suite 385, Trevose, Pennsylvania 19053. Technitrol, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

90. During the time period between 1952 and 1992, Technitrol, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to trichloroethane, to the Site.

91. The transporter(s) for whose services Technitrol, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Technitrol, Inc. at the Site.

THE FBF DEFENDANTS

92. Defendant FBF Industries, Inc. is incorporated under the laws of the

Commonwealth of Pennsylvania, with its principal place of business located at 1145 Industrial Boulevard, Southampton, Pennsylvania 18966. FBF Industries, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

93. Defendant FBF, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 1145 Industrial Boulevard, Southampton, Pennsylvania 18966. FBF, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

94. Upon information and belief FBF, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of FBF Industries, Inc.

95. During the time period between 1952 and 1992, FBF Industries, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to xylene, benzene and methylene chloride, to the Site.

96. The transporter(s) for whose services FBF Industries, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from FBF Industries, Inc. at the Site.

ARK PRODUCTS CO., INC.

97. Defendant Ark Products Co., Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 834 Millwood Road, Willow Street, Pennsylvania 17584 and/or 3320 Willow Street Pike S., Willow Street, Pennsylvania 17584. Ark Products Co., Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

98. During the time period between 1952 and 1992, Ark Products Co., Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

99. The transporter(s) for whose services Ark Products Co., Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Ark Products Co., Inc. at the Site.

THE MALCO DEFENDANTS

100. Defendant Malco Technologies, Inc. is incorporated under the laws of the state of Delaware, with a principal place of business located at 94 County Line Road, Colmar, Pennsylvania 18915. Malco Technologies, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

101. Upon information and belief Malco Technologies, Inc. is an alter ego of or is a successor in interest to or is otherwise liable for the liabilities of Malco, a division of Microdot Connectors, Inc.

102. Defendant Malco Technologies, LLC is incorporated under the laws of the state of Delaware, with a principal place of business located at 94 County Line Road, Colmar, Pennsylvania 18915. Malco Technologies, LLC is a person within the meaning of 42 U.S.C. § 9601(21).

103. Upon information and belief Malco Technologies, LLC is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Malco, a division of Microdot Connectors, Inc.

104. Alpha Technologies Group, Inc. is incorporated under the laws of the state of Delaware with a principal place of business located at 11990 of San Vicente Blvd., Los Angeles, California 90049. Alpha Technologies Group, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

105. Upon information and belief, Alpha Technologies Group, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Malco, a division of Microdot Connectors, Inc.

106. Defendant Tyco Electronics Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 2901 Fulling Mill Road, Middletown, Pennsylvania 17057-3170. Tyco Electronics Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

107. Upon information and belief, Tyco Electronics Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Malco, a division of Microdot Connectors, Inc.

108. During the time period between 1952 and 1992, Malco, a division of Microdot Connectors, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to hydroxide, TCE, 1,1,1-trichlorethene ("1,1,1-TCE"), to the Site.

109. The transporter(s) for whose services Malco, a division of Microdot Connectors, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Malco, a division of Microdot Connectors, Inc. at the Site.

THE HIGH ENERGY DEFENDANTS

110. Defendant High Energy Corp. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at P.O. Box 308, Lower Valley Road, Parkesburg, Pennsylvania 19365. High Energy Corp. is a person within the meaning of 42 U.S.C. § 9601(21).

111. Defendant Inductotherm Industries, Inc. is incorporated under the laws of the state of New Jersey, with a principal place of business located at P.O. Box 157, 10 Indel Avenue, Rancocas, New Jersey 08073. Inductotherm Industries, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

112. Upon information and belief, Inductothern Industries, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of High Energy Corp.

113. During the time period between 1952 and 1992, High Energy Corp. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, MEC, freon and isopropanol, to the Site.

114. The transporter(s) for whose services High Energy Corp. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from High Energy Corp. at the Site.

PRINCO INSTRUMENTS, INC.

115. Defendant Princo Instruments, Inc. is incorporated under the laws of the

Commonwealth of Pennsylvania, with a principal place of business located at 1020 Industrial Highway, Southampton, Pennsylvania 18966. Princo Instruments, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

116. During the time period between 1952 and 1992, Princo Instruments, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE , to the Site.

117. The transporter(s) for whose services Princo Instruments, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Princo Instruments, Inc. at the Site.

THE LORAL DEFENDANTS

118. Defendant Loral Space Systems, Inc, (a/k/a Space Systems/Loral, Inc.) is incorporated under the laws of the state of Delaware, with a principal place of business located at 600 3rd Avenue, New York, New York 10016. Loral Space Systems, Inc. (a/k/a Space Systems/Loral, Inc.) is a person within the meaning of 42 U.S.C. § 9601(21).

119. Upon information and belief, Loral Space Systems, Inc. (a/k/a Space Systems/Loral, Inc.) is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Philco-Ford.

120. Defendant Loral Space & Communications Ltd. is incorporated under the laws of Bermuda, with a principal place of business located at 600 3rd Avenue, New York, New York 10016. Loral Space & Communications Ltd. is a person within the meaning of 42 U.S.C. § 9601(21).

121. Upon information and belief, Loral Space & Communications Ltd. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Philco-Ford.

122. During the time period between 1952 and 1992, Philco-Ford contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE, to the Site.

123. The transporter(s) for whose services Philco-Ford contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Philco-Ford at the Site.

THE MONITOR DEFENDANTS

124. Defendant Aydin Monitor Systems is incorporated under the laws of the state of Delaware, with a principal place of business located at 401 Commerce Drive, Fort Washington, Pennsylvania 19034. Aydin Monitor Systems is a person within the meaning of 42 U.S.C. § 9601(21).

125. Upon information and belief, Aydin Monitor Systems is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Monitor Systems, Inc.

126. Defendant Aydin Corporation is incorporated under the laws of the state of Delaware, with a principal place of business located at 700 Dresher Road, Horsham, Pennsylvania 19044. Aydin Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

127. Upon information and belief, Aydin Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Monitor Systems, Inc.

128. Aydin Displays, Inc. is incorporated under the laws of the

Commonwealth of Pennsylvania, with a principal place of business located at 700 Dresher Road, Horsham, Pennsylvania 19044-2206. Aydin Displays, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

129. Upon information and belief, Aydin Displays, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Monitor Systems, Inc.

130. Video Display Corporation is incorporated under the laws of the Georgia, with a principal place of business located at 1868 Tucker Industrial Road, Tucker, Georgia 30084-6623. Video Display Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

131. Upon information and belief, Video Display Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Monitor Systems, Inc.

132. During the time period between 1952 and 1992, Monitor Systems, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to loncosonic #113, to the Site.

133. The transporter(s) for whose services Monitor Systems, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Monitor Systems, Inc. at the Site.

THE ATHENA CONTROLS INC. DEFENDANTS

134. Defendant Athena Controls Inc., is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 1850 Gravers Road, Plymouth Township, Norristown, Pennsylvania 19401 and/or 5145 Campus Drive,

Plymouth Meeting, Pennsylvania 19462. Athena Controls Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

135. Defendant Inductotherm Industries Inc., is incorporated under the laws of the state of New Jersey, with a principal place of business located at 10 Indel Avenue, Rancocas, New Jersey 18073. Inductotherm Industries, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

136. Upon information and belief, Inductotherm Industries, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Athena Controls Inc.

137. During the time period between 1952 and 1992, Athena Controls Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

138. The transporter(s) for whose services Athena Controls Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Athena Controls Inc. at the Site.

EMECO INDUSTRIES, INC.

139. Defendant Emeco Industries, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 805 W. Elm Avenue, Hanover, Pennsylvania 17331. Emeco Industries, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

140. During the time period between 1952 and 1992, Emeco Industries, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

141. The transporter(s) for whose services Emeco Industries, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Emeco Industries, Inc. at the Site.

THE XYNATECH DEFENDANTS

142. Defendant Xynatech, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania and New Mexico, with a principal place of business located at 1401 E. Oxford Street, Philadelphia, Pennsylvania 19125; 203 Progress Drive, Montgomeryville, Pennsylvania 18936; and/or 545 Vortex Road, Rio Rancho, New Mexico 87124. Xynatech, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

143. Defendant Xynatech Manufacturing Company is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 203 Progress Drive, Montgomeryville, Pennsylvania 18936 and/or 1401 E. Oxford Streets, Philadelphia, Pennsylvania 19125. Xynatech Manufacturing Company is a person within the meaning of 42 U.S.C. § 9601(21).

144. Upon information and belief, Xynatech Manufacturing Company is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Xynatech, Inc.

145. During the time period between 1952 and 1992, Xynatech, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to xylene, to the Site.

146. The transporter(s) for whose services Xynatech, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Xynatech, Inc. at the Site.

THE CARVEL HALL DEFENDANTS

147. Defendant CHI International Inc. is incorporated under the laws of the state of Maryland, with its principal place of business located at P.O. Box 271, 4251 Crisfield Highway, Crisfield, Maryland 21817. CHI International Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

148. Upon information and belief, CHI International Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Carvel Hall, Inc.

149. Defendant Towle Manufacturing Co. is incorporated under the laws of the state of Delaware, with its principal place of business located at 175 McClellan Hwy., East Boston, Massachusetts 02128. Towle Manufacturing Co. is a person within the meaning of 42 U.S.C. § 9601(21).

150. Upon information and belief, Towle Manufacturing Co. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Carvel Hall.

151. Defendant Syratech Corp. is incorporated under the laws of the state of Delaware, with its principal place of business located at 175 McClellan Hwy., East Boston, Massachusetts 02128. Syratech Corp. is a person within the meaning of 42 U.S.C. § 9601(21).

152. Upon information and belief, Syratech Corp. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Carvel Hall.

153. During the time period between 1952 and 1992, Carvel Hall, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to PCE, to the Site.

154. The transporter(s) for whose services Carvel Hall, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Carvel Hall, Inc. at the Site.

THE ALLISTER DEFENDANTS

155. Defendant Relm Wireless Corporation is incorporated under the laws of the state of Nevada, with a principal place of business located at 342 Willowbrook Lane, West Chester, Pennsylvania 19832-5578. Relm Wireless Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

156. Upon information and belief, Relm Wireless Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Allister Manufacturing Co.

157. Defendant C.P. Allstar Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 402 Acorn Avenue, P.O. Box 240, Downingtown, Pennsylvania 19335. C.P. Allstar Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

158. Upon information and belief, C.P. Allstar Corporation is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Allister Manufacturing Co.

159. During the time period between 1952 and 1992, Allister Manufacturing Co. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE, to the Site.

160. The transporter(s) for whose services Allister Manufacturing Co. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Allister Manufacturing Co. at the Site.

ORIGINAL (Red)

AMERICAN FINANCIAL GROUP, INC.

161. American Financial Group, Inc. is incorporated under the laws of the state of Ohio, with a principal place of business located at One East Fourth Street, Cincinnato, Ohio 45202. American Financial Group, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

162. Upon information and belief, American Financial Group, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Solid State Scientific, Inc.

163. During the time period between 1952 and 1992, Solid State Scientific, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

164. The transporter(s) for whose services Solid State Scientific, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Solid State Scientific, Inc. at the Site.

MODEL FINISHING CO., INC.

165. Defendant Model Finishing Co., Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 3068 Janney Street, Philadelphia, Pennsylvania 19134. Model Finishing Co., Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

166. During the time period between 1952 and 1992, Model Finishing Co., Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, to the Site.

ORIGINAL (Red)

167. The transporter(s) for whose services Model Finishing Co., Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Model Finishing Co., Inc. at the Site.

FRASER-VOLPE CORPORATION

168. Defendant Fraser-Volpe Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 1025 Thomas Drive, Warminster, Pennsylvania 18974. Fraser-Volpe Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

169. During the time period between 1952 and 1992, Fraser-Volpe Corporation contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, MEC, acetone and isopropanol, to the Site.

170. The transporter(s) for whose services Fraser-Volpe Corporation contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Fraser-Volpe Corporation at the Site.

NARCO AVIONICS, INC.

171. Defendant Narco Avionics, Inc. is incorporated under the laws of the state of Delaware, with a principal place of business located at 270 Commerce Drive, Fort

Washington, Pennsylvania 19034. Narco Avionics, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

ORIGINAL (Red)

172. During the time period between 1952 and 1992, Narco Avionics, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, sulphuric acid and hydrochloric acid, to the Site.

173. The transporter(s) for whose services Narco Avionics, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Narco Avionics, Inc. at the Site.

174. In the alternative, upon information and belief, Narco Avionics, Inc. is an alter ego of or is a successor in interest to or otherwise liable for, the liabilities of Narco Scientific Industries.

175. During the time period between 1952 and 1992, Narco Scientific Industries contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, sulphuric acid and hydrochloric acid, to the Site.

176. The transporter(s) for whose services Narco Scientific Industries contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Narco Scientific Industries at the Site.

MATHESON TRI-GAS, INC., d/b/a MATHESON INSTRUMENTS

177. Defendant Matheson Tri-Gas, Inc., d/b/a Matheson Instruments ("Matheson"), is incorporated under the laws of the Commonwealth of Pennsylvania, with its

principal place of business located at 959 Route 46, Parsippany, New Jersey 07054. Matheson is a person within the meaning of 42 U.S.C. § 9601(21).

178. During the time period between 1952 and 1992, Matheson contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE, and freon, to the Site.

179. The transporter(s) for whose services Matheson contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Matheson at the Site.

DAVID K. ROBSON, INC.

180. Defendant David K. Robson, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 736-738 Maryland Avenue, Prospect Park, Pennsylvania 19076. David K. Robson, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

181. During the time period between 1952 and 1992, David K. Robson, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to heptane, acetone, nitric acid, and alodine, to the Site.

182. The transporter(s) for whose services David K. Robson, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from David K. Robson, Inc. at the Site.

THE C.K. SYSTEMATICS DEFENDANTS

183. Defendant C.K. Systematics, Inc. is incorporated under the laws of the state of Delaware, with a principal place of business located at 1025 Saunders Lane, West Chester, Pennsylvania 19380. C.K. Systematics, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

184. Defendant Systematics, Inc. is incorporated under the laws of the state of Delaware, with a principal place of business located at 1025 Saunders Lane, West Chester, Pennsylvania 19380. Systematics, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

185. Upon information and belief, Systematics, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of C.K. Systematics, Inc.

186. During the time period between 1952 and 1992, C.K. Systematics, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE and sulfuric acid, to the Site.

187. The transporter(s) for whose services C.K. Systematics, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from C.K. Systematics, Inc. at the Site.

THE NATIONAL METALCRAFTERS, INC. DEFENDANTS

188. Defendant National Metalcrafters, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 1401 E. Oxford Street, Philadelphia, Pennsylvania 19125 and/or 203 Progress Drive, Montgomery,

Pennsylvania 18936. National Metalcrafters is a person within the meaning of 42 U.S.C. § 9601(21).

189. Defendant Xynatech Manufacturing Company is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 203 Progress Drive, Montgomeryville, Pennsylvania 18936 and 1401 E. Oxford Street, Philadelphia, Pennsylvania 19125. Xynatech Manufacturing Company is a person within the meaning of 42 U.S.C. § 9601(21).

190. Upon information and belief, Xynatech Manufacturing Company is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of National Metalcrafters, Inc.

191. During the time period between 1952 and 1992, National Metalcrafters, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE and toluene, to the Site.

192. The transporter(s) for whose services National Metalcrafters, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from National Metalcrafters, Inc. at the Site.

THE TRANSICOIL DEFENDANTS

193. Defendant Transicoil, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 2560 General Armistead Avenue, Norristown, Pennsylvania 19403. Transicoil, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

194. Defendant Horizon Aerospace, L.L.C. is incorporated under the laws of the state of New York, with a principal place of business located at 2560 General Armistead Avenue, Norristown, Pennsylvania 19403. Horizon Aerospace, L.L.C. is a person within the meaning of 42 U.S.C. § 9601(21).

195. Upon information and belief, Horizon Aerospace, L.L.C. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Transicoil, Inc.

196. During the time period between 1952 and 1992, Transicoil, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE, and acetone, to the Site.

197. The transporter(s) for whose services Transicoil, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Transicoil, Inc. at the Site.

FABRIC DEVELOPMENT, INC.

198. Defendant Fabric Development, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 1217 Mill Street, Quakertown, Pennsylvania 18951. Fabric Development is a person within the meaning of 42 U.S.C. § 9601(21).

199. During the time period between 1952 and 1992, Fabric Development, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to MEC and TCE, to the Site.

200. The transporter(s) for whose services Fabric Development, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Fabric Development, Inc. at the Site.

ORIGINAL (Red)

M/A-COM, INC.

201. Defendant M/A-Com, Inc. is incorporated under the laws of the state of New Jersey, with a principal place of business located at 7 N.W. England Executive Park, 43 South Avenue, Burlington, Massachusetts 01803. M/A-Com, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

202. Upon information and belief, M/A-Com, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Prodelin Inc.

203. During the time period between 1952 and 1992, Prodelin Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE, to the Site.

204. The transporter(s) for whose services Prodelin Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Prodelin Inc. at the Site.

FAIRFAX VALET, INC.

205. Defendant Fairfax Valet, Inc. f/k/a Fairfax Cleaners is incorporated under the laws of the state of Delaware, with its principal place of business located at 3 Fairfax Boulevard, Wilmington, Delaware 19803-3022. Fairfax Valet, Inc. f/k/a Fairfax Cleaners is a person within the meaning of 42 U.S.C. § 9601(21).

206. During the time period between 1952 and 1992, Fairfax Valet, Inc. f/k/a Fairfax Cleaners contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to PCE, to the Site.

207. The transporter(s) for whose services Fairfax Valet, Inc. f/k/a Fairfax Cleaners contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Fairfax Valet, Inc. f/k/a Fairfax Cleaners at the Site.

FERGUSSON-MCKENNA SUPPLY CO.

208. Defendant Fergusson-McKenna Supply Co. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 320 Mill Road, Kennett Square, Pennsylvania 19348. Fergusson-McKenna Supply Co. is a person within the meaning of 42 U.S.C. § 9601(21).

209. Upon information and belief, Fergusson-McKenna Supply Co. is an alter ego of or is a successor in interest or is otherwise liable for, the liabilities of Alex C. Fergusson, Inc.

210. During the time period between 1952 and 1992, Alex C. Fergusson, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

211. The transporter(s) for whose services Alex C. Fergusson, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Alex C. Fergusson, Inc. at the Site.

E. FRANK HOPKINS CO.

212. Defendant E. Frank Hopkins Co. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 3427 S. Lawrence Street, Philadelphia, Pennsylvania 19148. E. Frank Hopkins Co. is a person within the meaning of 42 U.S.C. § 9601(21).

213. During the time period between 1952 and 1992, E. Frank Hopkins Co. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

214. The transporter(s) for whose services E. Frank Hopkins Co. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from E. Frank Hopkins Co. at the Site.

AIRLINE HYDRAULICS CORPORATION

215. Defendant Airline Hydraulics Corporation is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 3557 Progress Drive, Bensalem, Pennsylvania 19020. Airline Hydraulics Corporation is a person within the meaning of 42 U.S.C. § 9601(21).

216. During the time period between 1952 and 1992, Airline Hydraulics Corporation contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

217. The transporter(s) for whose services Airline Hydraulics Corporation contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Airline Hydraulics Corporation at the Site.

SINGER SEWING COMPANY

218. Defendant Singer Sewing Company is incorporated under the laws of the state of Delaware and has a principal place of business at 1224 Heil Quaker Boulevard, LaVergne, Tennessee 37086. Singer Sewing Company is a person within the meaning of 42 U.S.C. § 9601(21).

219. During the time period between 1952 and 1992, Singer Sewing Company contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE and 1,1,1-TCE, to the Site.

220. The transporter(s) for whose services Singer Sewing Company contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Singer Sewing Company at the Site.

THE HULLTRONICS DEFENDANTS

221. Defendant Hulltronics, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 21 Bonair Drive, Warminster, Pennsylvania 18974. Hulltronics, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

222. Defendant Hull Corp. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 21 Bonair Drive, Warminster, Pennsylvania 18974. Hull Corp. is a person within the meaning of 42 U.S.C. § 9601(21).

223. Upon information and belief, Hull Corp. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Hulltronics, Inc.

224. During the time period between 1952 and 1992, Hulltronics, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to TCE, to the Site.

225. The transporter(s) for whose services Hulltronics, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Hulltronics, Inc. at the Site.

KOSEMPEL MANUFACTURING COMPANY

226. Defendant Kosempel Manufacturing Company is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 3760 M Street, Philadelphia, Pennsylvania 19124. Kosempel Manufacturing Company is a person within the meaning of 42 U.S.C. § 9601(21).

227. During the time period between 1952 and 1992, Kosempel Manufacturing Company contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE, to the Site.

228. The transporter(s) for whose services Kosempel Manufacturing Company contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Kosempel Manufacturing Company at the Site.

THE GULF & WESTERN DEFENDANTS

229. Defendant Collins & Aikman Corp. is incorporated under the laws of the

state of Delaware, with a principal place of business located at 5755 New King Court, Troy, Michigan 48098. Collins & Aikman Corp. is a person within the meaning of 42 U.S.C. § 9601(21).

ORIGINAL (Red)

230. Upon information and belief, Collins & Aikman Corp. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Gulf & Western Industries, Inc.

231. Defendant Heartland Industrial Partners, L.P. is incorporated under the laws of the state of Delaware, with a principal place of business located at 55 Railroad Avenue, Greenwich, Connecticut 06830. Heartland Industrial Partners, L.P. is a person within the meaning of 42 U.S.C. § 9601(21).

232. Upon information and belief, Heartland Industrial Partners, L.P. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Gulf & Western Industries, Inc.

233. During the time period between 1952 and 1992, Gulf & Western Industries, Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE, to the Site.

234. The transporter(s) for whose services Gulf & Western Industries, Inc. contracted, agreed or otherwise arranged, disposed of some or all of the hazardous substances from Gulf & Western Industries, Inc. at the Site.

KEYSTONE ENVIRONMENTAL SERVICES, INC.

235. Defendant Keystone Environmental Services, Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at P.O. Box #9, Huller Lane, Temple, Pennsylvania 19560 and/or 1100 S. Pottsville Pike, Shoemakersville, Pennsylvania 19555. Keystone Environmental Services, Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

236. Upon information and belief Keystone Environmental Services, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of Keystone-Block Transportation Co.

237. During the time period between 1952 and 1992, Keystone-Block Transportation Co. transported "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

THE FTC HAZARDOUS DEFENDANTS

238. Stewart Golen is a natural person who resides in the Commonwealth of Pennsylvania.

239. Upon information and belief Stewart Golen is an alter ego of FTC Hazardous, Inc.

240. Browning Ferris Industries a/k/a Allied Waste Industries, Inc. is incorporated under the laws of Arizona, with a principal place of business located at 15880 North Greenway Hayden Loop, Suite 100, Scottsdale, Arizona 85260.

241. Upon information and belief Browning Ferris Industries a/k/a Allied Waste Industries, Inc. is an alter ego of, or is a successor in interest to or otherwise liable for, the liabilities of FTC Hazardous, Inc.

242. During the time period between 1952 and 1992, FTC Hazardous, Inc. transported "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to 1,1,1-TCE, TCE, PCE, and freon, to the Site.

PHILADELPHIA STEEL DRUM CO., INC.

243. Defendant Philadelphia Steel Drum Co., Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with a principal place of business located at 8 Woodside Drive, Richboro, Pennsylvania 18954-1802. Philadelphia Steel Drum Co., Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

244. During the time period between 1952 and 1992, Philadelphia Steel Drum Co., Inc. transported "hazardous substances," as defined in 42 U.S.C. § 9601(14), including but not limited to MEC, to the Site.

NW CONTROLS INC.

245. Defendant NW Controls Inc. is incorporated under the laws of the Commonwealth of Pennsylvania, with its principal place of business located at 2210 Shelly Rd., Harleysville, Pennsylvania 19438. NW Controls Inc. is a person within the meaning of 42 U.S.C. § 9601(21).

246. During the time period between 1952 and 1992, NW Controls Inc. contracted, agreed or otherwise arranged for transportation and disposal of "hazardous substances," as defined in 42 U.S.C. § 9601(14), to the Site.

247. The transporter(s) for whose services NW Controls Inc. contracted, agreed, or otherwise arranged, disposed of some or all of the hazardous substances from NW Controls Inc. at the Site.

IV. BRIEF HISTORY OF THE MALVERN TCE SITE

A. Site Description

248. The Site occupies approximately five acres along the southeast side of Bacton Hill in East Whiteland Township, Chester County Pennsylvania.

249. The Site includes a Main Plant Area ("MPA") connected to a Former Disposal Area ("FDA") by a narrow meadow corridor.

250. Existing facilities at the MPA include a former distillation building and seven above-ground storage tanks.

251. The FDA consists of two unlined earthen pits.

252. A transcontinental natural gas pipeline right-of-way exists along the southern boundary of the Site, with residential areas (including the Hillbrook Circle residential development) and areas of natural forest and vegetation bordering the Site to the west, north and east.

253. The Site is owned and operated by Chemclene Corporation ("Chemclene"), which stores hydraulic oil and industrial cleaning solvents.

254. Between approximately 1952 and 1992, Chemclene processed and stored industrial cleaning solvents that were or contained hazardous substances, including TCE, 1,1,1-trichlorethene ("1,1,1-TCE"), PCE and MEC at the Site.

255. Local industries used the TCE, 1,1,1-TCE, PCE, MEC and other solvents which were processed at the Site to degrease metal parts and for other purposes.

256. In some cases, Chemclene put solvents through a distillation process.

257. Chemclene's distillation process produced hazardous wastes as defined under the Resource Conservation and Recovery Act ("RCRA").

258. Chemclene buried some of the hazardous substances in drums and otherwise disposed of hazardous substances in the FDA and in a Mounded Area located on the western edge of the FDA, which allowed the hazardous substances to seep into the soil and leach into the local groundwater.

B. <u>Environmental Analysis And Response</u>

259. In the spring of 1980, TCE was detected in groundwater from several wells in the vicinity of the Site.

260. Accordingly, between June 1980 and July 1981 the Pennsylvania Department of Environmental Resources (PADER) and Chemclene sampled private domestic wells located near the Site and on-Site monitoring wells.

261. Analytical results from the wells monitored by PADER and Chemclene revealed chlorinated ethenes and related compounds in the underlying aquifer.

262. TCE was detected in wells near the Site at concentrations exceeding the Maximum Contaminant Level (MCL) of 5.0 ug/l.

263. The Site was listed on the National Priorities List (NPL) by EPA in September 1983.

264. The private domestic wells where TCE, ethenes, and related compounds were found were located south of the FDA, with several wells located in the Hillbrook Circle residential development. That development was not connected to a public water supply, but relied on individual domestic wells for their water supply.

265. Chemclene furnished active carbon filters to 20 residential wells in accordance with its Domestic Well Management Plan until November 1994.

266. In February 1995, EPA assumed control of maintenance activities of the carbon filter units and periodic sampling of the domestic wells, after EPA determined that Chemclene was not following the procedures outlined in its Domestic Well Management Plan.

267. In August 1995, EPA upgraded several of the filter systems in response to analytical results from domestic well samples. EPA interpreted the analytical results as showing that hazardous substances were passing through the existing filters into the homes.

268. In addition to installing carbon filters, Chemclene conducted removal actions after TCE and other compounds were detected in soil and groundwater in 1980.

269. Debris and approximately 300 drums were removed from the FDA excavations between 1981 and 1984.

270. Soils underlying the FDA were excavated to a depth of 15 feet and transported for disposal at a RCRA permitted disposal facility.

271. Additional drums were removed from the Mounded Area of the Site in late 1990; however, soil impacted by Chemclene operations was left in place.

272. Four underground storage tanks were removed from the MPA in 1986.

273. Soil samples collected from below the excavation grade of the tanks exhibited elevated levels of TCE, PCE and 1,1,1-TCA.

ORIGINAL (Red)

274. In addition, elevated levels of volatile organic compounds (VOCs) were detected in soil gas samples collected outside the distillation building where Chemclene had operated its distillation process in the MPA.

275. EPA believed these levels of VOCs were related to Chemclene's past practices of discharging condensate containing VOCs directly onto the ground surface.

276. As an operating facility, Chemclene entered into a corrective action order with EPA in 1987.

277. A RCRA Facilities Investigation (RFI) Work Plan was approved for the Site in 1989.

278. In July 1992, Chemclene withdrew its RCRA Part B Application as a treatment and storage facility and stopped accepting waste solvents.

279. Chemclene continued to operate a hauling operation and to sell hydraulic fluid, raw TCE and hydrogen peroxide from the Site.

280. Chemclene failed to complete the RCRA RFI and implement interim corrective measures.

281. As a result, EPA began considering the Site under the Superfund remedial program in November 1993.

282. Based on EPA's review of existing information, data gaps were identified and EPA conducted a Remedial Investigation (RI) to complete the necessary data gathering at the Site.

283. EPA completed the RI in January 1997 and the Feasibility Study in June 1997.

284. EPA issued its proposed plan for a comprehensive Site cleanup in June 1997.

285. In November 1997, EPA released the Record of Decision (ROD) for the Site, detailing the proposed remedial plan.

286. To provide an alternative to local groundwater affected or potentially affected by the Site, the ROD required connecting certain residences to a public drinking water supply, with review of the groundwater conditions every five years.

287. To prevent direct contact with soils in the MPA and to reduce the potential for continued migration of these hazardous substances from those soils to the groundwater, the ROD required installation of a cap over the MPA soils which have concentrations of materials above EPA's soil clean up standards; this remedy involved removal of all existing equipment or tanks, Site grading, installation of a cap with storm water control monitoring points, and long-term monitoring.

288. To restore the Site groundwater to beneficial use through removal and treatment of contaminated groundwater, the ROD required groundwater collection by pumping at the locations where the RI had concluded that dense non-aqueous phase liquids were suspected.

289. To reduce the potential for continued migration of hazardous substances into the soils in the FDA and Mounded Area, the ROD required removal of VOCs by geoprobe

exploration, excavation and off-Site disposal to a hazardous waste landfill, backfilling, regrading and land stabilization.

290. To reduce concentrations of hazardous substances in groundwater in the FDA and Mounded Area, the ROD required natural attenuation, involving construction of additional monitoring wells, quarterly monitoring, preparation of trend analyses, and annual monitoring reports.

291. EPA contacted all plaintiffs and defendants, as well as some other parties who have reached de minimis and de micromis settlements with EPA, informing them of potential liability under section 107(a) of CERCLA.

292. On December 13, 1999, plaintiffs entered a Consent Decree with EPA and Pennsylvania Department of Environmental Protection in the United States District Court for the Eastern District of Pennsylvania in which plaintiffs, without admitting liability, promised to pay for the remediation of the Site; the Consent Decree also provided that settling defendants could commence a contribution action against non-settling potentially responsible parties pursuant to 42 U.S.C. § 113(f)(2) and 35 P.S. § 6020.705(c)(2).

293. Plaintiffs have incurred and will continue to incur necessary response costs in connection with the Site that are consistent with the National Contingency Plan (NCP) pursuant to section 107(a)(4)(B) of CERCLA, 42 U.S.C. § 9607(a)(4)(B) and implementing regulations including, without limitation, more than $842,000 in costs incurred to date to fulfill obligations assumed under the Consent Decree.

COUNT I
CLAIM FOR CONTRIBUTION UNDER CERCLA

294. Plaintiffs incorporate by reference paragraphs 1 through 293 as if fully set forth herein.

295. The Site is a "facility" within the meaning of section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

296. "Hazardous substances," within the meaning of section 101(14) of CERCLA, 42 U.S.C. § 9601(14), were disposed of, placed or otherwise became located at the Site at times relevant to this action.

297. There have been "releases" within the meaning of section 101(22) of CERCLA, 42 U.S.C. § 9601(22), or threatened releases of hazardous substances into the environment at or from the Site at times relevant to this action.

298. The actions taken by the United States in connection with the Site constitute "response" actions within the meaning of section 101(25) of CERCLA, 42 U.S.C. § 9601(25), in connection with which the United States has incurred costs consistent with the NCP which was promulgated under section 105(a) of CERCLA, 42 U.S.C. § 9605(a), and is codified at 40 C.F.R. part 300, *et seq*.

299. Plaintiffs have incurred and will continue to incur necessary response costs in connection with the Site that are consistent with the NCP, pursuant to section 107(a)(4)(B) of CERCLA, 42 U.SC. § 9607(a)(4)(B) and implementing regulations including, without limitation, more than $842,000 in costs incurred to date to fulfill obligations assumed under the Consent Decree.

300. Any person may seek contribution from any other person who is liable or potentially liable under section 107(a) of CERCLA, 42 U.S.C. § 9607(a), 42 U.S.C. § 9613(f)(1).

301. A person is liable under section 107(a) of CERCLA if the person arranged, by contract or otherwise, with a transporter for transport or disposal or treatment, of hazardous substances owned or possessed by such person, by any other party or entity, at any facility or incineration vessel owned or operated by another party or entity and containing such hazardous substances. 42 U.S.C. § 9607(a)(3).

302. A person is liable under section 107(a) of CERCLA if the person accepted any hazardous substances for transport to disposal or treatment facilities, incineration vessels or sites selected by such person, from which there is a release, or a threatened release which causes the incurrence of response costs. 42 U.S.C. § 9607(a)(4).

303. All defendants are persons who are liable for arranging for the transport of hazardous substances to the Site, under 42 U.S.C. § 9607(a)(3), or for transporting hazardous substances to the Site, under 42 U.S.C. § 9607(a)(4).

304. Plaintiffs have a right of contribution against all defendants to recover response costs that plaintiffs have incurred or may incur in the future concerning the Site.

305. To date, plaintiffs have incurred in excess of $842,000 in response costs, all of which are necessary response costs consistent with the NCP pursuant to section 42 U.SC. § 9607(a)(4)(B).

WHEREFORE, plaintiffs respectfully request that judgment be entered in their favor and against defendants:

Ordering each defendant to pay contribution to plaintiffs in a sum to be determined by the Court to be owed to plaintiffs for response costs;

Ordering a declaratory judgment that each defendant is liable under 42 U.S.C. §9613(f)(1) to provide contribution to plaintiffs for response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Awarding plaintiffs their costs and attorneys' fees; and

Awarding plaintiffs all other relief that the Court deems appropriate.

COUNT II
HSCA COST RECOVERY CLAIM

306. Plaintiffs incorporate by reference paragraphs 1 through 305 as if fully set forth herein.

307. The Site is a "site" within the meaning of section of 103 of the Hazardous Sites Cleanup Act ("HSCA"), 35 P.S. § 6020.103.

308. There have been "releases" or "substantial threats of releases" of "hazardous substances" and "contaminants" into the environment at or from the Site at times relevant to this action within the meaning of sections 101(22), 103 and 501(a) of HSCA, 35 P.S. §§ 6020.101(22), 6020.103 and 6020.501(a).

309. A person is legally responsible under section 701(a)(2) of HSCA, 35 P.S. § 6020.701(a)(2), for the release or threatened release of a hazardous substance from a site when the person generates, owns or possesses a hazardous substance and arranges by contract, agreement or otherwise for the disposal, treatment or transport of the hazardous substance.

310. A person is legally responsible under section 701(a)(3) of HSCA, 35 P.S. § 6020.701(a)(3), for the release or threatened release of a hazardous substance from a site when

the person accepts hazardous substances for transport to disposal or treatment facilities, incineration vessels or sites selected by such person from which there is a release or threatened release which causes the incurrence of response costs.

311. All defendants are persons who are legally responsible for arranging for the transport of hazardous substances to the Site, under 35 P.S. § 6020.701(a)(2), or for transporting hazardous substances to the Site, under 35 P.S. § 6020.701(a)(3).

312. All defendants are "responsible persons," *i.e.*, persons responsible for a release or threatened release of hazardous substances at or from the Site. 35 P.S. §§ 6020.103 and 6020.701.

313. All response costs which defendants have incurred in connection with the Site are "reasonable and necessary or appropriate" within the meaning of section 702 of HSCA, 35 P.S. § 6020.702.

314. Thus, defendants are strictly liable, jointly and severally, for all response costs that plaintiffs have incurred or may incur in the future in connection with the Site, pursuant to section 702 of HSCA, 35 P.S. § 6020.702.

WHEREFORE, plaintiffs respectfully request that judgment be entered in their favor and against defendants:

Ordering each defendant to reimburse plaintiffs for all response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Ordering a declaratory judgment that each defendant shall be jointly and severally liable under 35 P.S.§6020.702 for all response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Awarding plaintiffs their costs and attorneys' fees; and

Awarding plaintiffs all other relief that the Court deems appropriate.

COUNT III
CLAIM FOR CONTRIBUTION UNDER HSCA

315. Plaintiffs incorporate by reference paragraphs 1 through 314 as if fully set forth herein.

316. As described above, defendants are responsible persons under 35 P.S. § 6020.701.

317. As responsible persons under 35 P.S. § 6020.701, defendants are liable to plaintiffs for contribution to reimburse plaintiffs' for response costs incurred in the past and future in connection with the Site, under section 705 of HSCA, 35 P.S. § 6020.705.

318. In determining the allocation of contributions, the trier of fact shall consider equitable factors, including: (1) the extent to which each party's contribution to the release of hazardous substances can be distinguished; (2) the amount of hazardous substance involved; (3) the degree of toxicity of the hazardous substance involved; (4) the degree of involvement of and care exercised by each party in manufacturing, treating, transporting and disposing of the hazardous substance; (5) the degree of cooperation by each party with federal, state or locals officials to prevent harm to the public health or the environment; and (6) knowledge by each party of the hazardous nature of the substance. 35 P.S. § 6020.705(b).

319. All response costs which defendants have incurred in connection with the Site are "reasonable and necessary or appropriate" within the meaning of section 702 of HSCA, 35 P.S. § 6020.702.

320. Thus, defendants are liable for all response costs that plaintiffs have incurred or may incur in the future in connection with the Site, pursuant to section 705 of HSCA, 35 P.S. § 6020.705.

WHEREFORE, plaintiffs respectfully request that judgment be entered in their favor and against defendants:

Ordering each defendant to reimburse plaintiffs for all response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Ordering a declaratory judgment that each defendant shall be liable under 35 P.S.§6020.702 for all response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Awarding plaintiffs their costs and attorneys' fees; and

Awarding plaintiffs all other relief that the Court deems appropriate.

COUNT IV
DECLARATORY JUDGMENT UNDER FEDERAL LAW

321. Plaintiffs incorporate by reference paragraphs 1 through 320 as if fully set forth herein.

322. Pursuant to the Federal Declaratory Judgments Act, 28 U.S.C. § 2201, plaintiffs are entitled to a declaratory judgment holding defendants liable for their equitable shares of all response costs incurred by plaintiffs, in the past or future, in connection with the Site.

WHEREFORE, plaintiffs respectfully request that judgment be entered in their favor and against defendants:

Ordering each defendant to reimburse plaintiffs for all response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Ordering a declaratory judgment that each defendant shall be jointly and severally liable under 35 P.S. §6020.702 for all response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Awarding plaintiffs their costs and attorneys' fees; and

Awarding plaintiffs all other relief that the Court deems appropriate.

COUNT V
DECLARATORY JUDGMENT UNDER STATE LAW

323. Plaintiffs incorporate by reference paragraphs 1 through 322 as if fully set forth herein.

324. Pursuant to the Pennsylvania Declaratory Judgments Act, 42 Pa.C.S.A. § 7532, plaintiffs are entitled to a declaratory judgment holding defendants liable for their equitable shares of all response costs incurred by plaintiffs, in the past or future, in connection with the Site.

WHEREFORE, plaintiffs respectfully request that judgment be entered in their favor and against defendants:

Ordering each defendant to reimburse plaintiffs for all response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Ordering a declaratory judgment that each defendant shall be jointly and severally liable under 35 P.S.§6020.702 for all response costs which plaintiffs have incurred or may incur in the future in connection with the Site;

Awarding plaintiffs their costs and attorneys' fees; and

Awarding plaintiffs all other relief that the Court deems appropriate.

Respectfully submitted,

Howard M. Klein
Paul M. Greco
Jeannette M. Brian
Leigh W. Marquardt
CONRAD O'BRIEN GELLMAN & ROHN, P.C.
1515 Market Street, 16th Floor
Philadelphia, PA 19102
(215) 864-9600

Attorneys for Plaintiffs

Dated: June 30, 2003

CERTIFICATE OF SERVICE

ORIGINAL (Red)

I certify that on this date I caused a true and correct copy of the foregoing AMENDED COMPLAINT to be served electronically on:

Philip L. Hinerman, Esquire
Fox Rothschild O'Brien & Frankel
2000 Market Street, Tenth Floor
Philadelphia, PA 19103-3291

Date: July 1, 2003

_____
Leigh W. Marquardt

SPECTOR GADON & ROSEN, P.C.

ATTORNEYS AT LAW
SEVEN PENN CENTER
1635 MARKET STREET
7TH FLOOR
PHILADELPHIA, PENNSYLVANIA 19103
[215] 241-8888
FAX [215] 241-8844

NEW JERSEY OFFICE:
1000 LENOLA ROAD
P.O. BOX 1001
MOORESTOWN, NJ 08057
[856] 778-8100
FAX [856] 722-5344

WWW.LAWSGR.COM

Bruce Thall

E-MAIL
bthall@lawsgr.com

DIRECT DIAL NUMBER
[215] 241-8802

ORIGINAL (Red)

July 8, 2003

RECEIVED
JUL 9 2003
EPA, Region III OHC
Site Remediation Office

Patrick Egan (3HS11)
United States Environmental Protection Agency
Region III
1650 Arch Street
Philadelphia, PA 19103-2029

SDMS DocID 2024860

RE: Malvern TCE Superfund Site
Xynatech, Inc.

Dear Mr. Egan:

It is now three months since I first wrote you with respect to my client Xynatech, Inc. In response to my letters, I was contacted by Ms. Johnson who informed me that she had spoken with you and that I should soon be receiving communications directly from you.

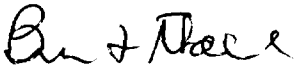
As I have written to you and explained to Ms. Johnson, Xynatech, Inc. of New Mexico began operations years before the claims of disposal of wastes generated by Xynatech, Inc. of Pennsylvania, and has no liability for the letter's acts or omissions. Xynatech, Inc. of Pennsylvania has conducted no business since 1993, and filed its final tax return in 1995. Were it not for the similarity of names, Xynatech, Inc. of Pennsylvania would not even be reaching out for consideration of a de minimus settlement.

As I've also set forth for you and explained to Ms. Johnson, my client also represents Xynatech Manufacturing Company, which purchased certain assets, but no liabilities, from National MetalCrafters, Inc. These entities were totally unrelated. We understand that in the early 1980's, National MetalCrafters, Inc. may have generated materials that were disposed at the Malvern Superfund Site. As set forth in the 1991 Asset Purchase Agreement that I had forwarded to you, Xynatech Manufacturing Company did acquire that right to use the National MetalCrafters name but none of the liabilities.

ORIGINAL (Red)

The quagmire of the pending Federal litigation brought by the 50-odd entities that had entered into consent agreements with the United States and the State is fast depleting the ability or will of Xynatech to participate further in that morass. Please respond so that my clients can move forward.

Very truly yours,



Bruce L. Thall, Esquire

F:\63018\010\correspondence\Egan_ltr.doc

cc: Joan A. Johnson, Esquire (3RC41)

SPECTOR GADON & ROSEN, P. C.
ATTORNEYS AT LAW
SEVEN PENN CENTER
1635 MARKET STREET
7TH FLOOR
PHILADELPHIA, PENNSYLVANIA 19103

Joan A. Johnson, Esquire (3RC41)
United States Environmental Protection
Agency
Region III
1650 Arch Street
Philadelphia, PA 19103-2029

19103+2029 01