

DAVID A. GIANNOTTI
A PROFESSIONAL CORPORATION
ATTORNEY AT LAW
david@dagiannotti.com
www.davidagiannotti.com

2340 BELLA VISTA DRIVE
MONTECITO, CA 93108-1507
TEL: (805) 695-8463
FAX: (805) 565-4822

425 N. MAPLE DRIVE, SUITE 205
BEVERLY HILLS, CA 90210
TEL: (310) 385-1318
FAX: (310) 275-4097

MEMORANDUM

CONFIDENTIAL

To: Janet Magnuson
From: David A. Giannotti
Date: April 29, 2010
Re: OII Steering Committee Representation

This memo is to confirm the position of the OII Steering Committee, which is comprised of the CD-3 and CD-8 Work Defendants (OII SC), regarding cost recovery and contribution actions under CERCLA Sections 107 and 113. Specifically, and notwithstanding their rights under statutory and case law, including but not limited to U.S. v. Atlantic Research Corporation, 127 S.Ct.2331 (2007), the OII SC members will not bring any cost recovery or contribution action under Sections 107 and 113 against any de minimis PRP that settles with EPA and pays its settlement share. A de minimis PRP's settlement share will be considered the amount determined acceptable to EPA pursuant to the provisions of EPA's de minimis settlement offer dated March 17, 2010, either as originally demanded by EPA, or such other amount as EPA agrees to accept based on valid challenges by a de minimis PRP.

However, the OII SC members do reserve all of their rights to seek cost recovery and contribution, and bring such legal actions as they deem necessary or appropriate, against any and all de minimis PRP that does not settle with EPA, or that defaults in paying its settlement amount to EPA.

DAG/laj