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6 Attorneys for Defendant
 7 CHEVRON U.S.A. INC.

8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA

12 SPPI-SOMERSVILLE INC.,
 13 SOMERSVILLE-GENTRY INC.,

14 Plaintiffs,

15 vs.

16 TRC COMPANIES, INC., GBF
 17 HOLDINGS LLC, et al.,

18 Defendants.

Case No. C 04-2648 SI (consolidated with
 Case No. C 07-5824 SI)

**JOINT STIPULATION OF ALL
 PARTIES RE: PLEADINGS IN
 CONSOLIDATED CASES; PROPOSED
 ORDER THEREON**

19 SPPI-SOMERSVILLE INC.,
 20 SOMERSVILLE-GENTRY INC.,

21 Plaintiffs,

22 vs.

23 CHEVRON U.S.A., INC., as successor to
 Standard Oil of California, Inc.,

24 Defendant.

1 Pursuant to Local Civil Rule 7-12, all parties in the above-captioned matters hereby
2 stipulate as follows:

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4 **RECITALS**

5 WHEREAS, SPPI-Somersville, Inc. and Somersville-Gentry Inc. (collectively,
6 “SPPI”) filed suit against TRC Companies, Inc., et al., in Case No. 04-2648 SI (“the Lead
7 Action”) on June 30, 2004;

8 WHEREAS, SPPI filed suit against Chevron U.S.A. Inc. (“Chevron”) in Case No.
9 07-5824 SI (“the Chevron Action”) on November 15, 2007;

10 WHEREAS, on June 4, 2008, the Court consolidated the Lead Action and the
11 Chevron Action, and the Court ordered SPPI to file a master complaint for both
12 consolidated cases;

13 WHEREAS, on July 16, 2008, SPPI filed a Master Complaint in the Lead Action
14 (Dkt. 181) and the Chevron Action (Dkt. 32);

15 WHEREAS, on August 6, 2008, in the Chevron Action, Chevron filed a Third Party
16 Complaint (Dkt. 37) against the City of Antioch;

17 WHEREAS, on September 12, 2008, in the Lead Action, TRC Companies, Inc. and
18 GBF Holdings, LLC (collectively, “TRC Companies”) and the Generator Defendants
19 answered the Master Complaint and filed cross-claims against Chevron and all other
20 defendants (Dkts. 205 and 206);

21 WHEREAS, on September 26, 2008, in the Chevron Action, Antioch filed a Third
22 Party Complaint (Dkt. 41) against Contra Costa Waste Service, Inc., the City of Pittsburg,
23 Estate of Silvio Garaventa, Sr., Mary C. Garaventa, as Administratrix of the Estate of Silvio
24 Garaventa, Sr., Mary C. Garaventa, Silvio Garaventa, Jr., Mary C. Garaventa, as Trustee of
25 the Garaventa Family Trust, Pittsburg Disposal & Debris Box Service, Inc. (collectively,
26 “the CCWS Defendants”), TRC Companies and other defendants, as well as counter-claims
27 against Chevron;

1 WHEREAS, on September 26, 2008, in the Chevron Action, Antioch filed an
2 answer and counter-claims to Chevron's Third Party Complaint which included cross-
3 claims against SPPI (Dkt. 42);

4 WHEREAS, on October 16, 2008, in the Chevron Action, Chevron answered
5 Antioch's counter-claims and filed cross-claims (Dkt. 43) against TRC Companies and the
6 CCWS Defendants;

7 WHEREAS, on March 17, 2009, in the Lead Action, CCWS Defendants answered
8 the Master Complaint (Dkt. 236);

9 WHEREAS, Chevron and Antioch are not original parties to the Lead Action;

10 WHEREAS, TRC Companies, the Generator Defendants, and the CCWS
11 Defendants are not original parties to the Chevron Action;

12 WHEREAS, all third party claims and cross-claims, whether filed in the Lead
13 Action or the Chevron Action, are descendants of the Master Complaint filed in each action
14 ("Descendant Pleadings");

15 WHEREAS, as alleged in the Descendant Pleadings, liability is disputed as between
16 all defendants in the Lead Action and Chevron Action;

17 WHEREAS, as alleged in the Descendant Pleadings, whether filed in the Lead
18 Action or the Chevron Action, defendants deny their liability as to each other, assert various
19 affirmative defenses, and allege third party claims and cross-claims against each other;

20 WHEREAS, to avoid the filing of duplicative, additional pleadings in the Lead
21 Action and the Chevron Action, the parties wish to stipulate that (1) all third party claims
22 and cross-claims in the Descendant Pleadings are denied, disputed and at issue among the
23 defendants (and that affirmative defenses of defendants' answers to the Master Complaint
24 are deemed as affirmative defenses to the Descendant Pleadings), without the need to file
25 any further responsive pleading in the Lead Action or in the Chevron Action, and (2) the
26 Descendant Pleadings shall be operative pleadings in the Lead Action, with all further
27 documents to be filed in the Lead Action only.

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STIPULATION

IT IS HEREBY STIPULATED AND AGREED as follows by and among the parties hereto through their undersigned counsel:

1. All third party claims and cross-claims in the Descendant Pleadings are denied, disputed and at issue among the defendants (and that affirmative defenses of defendants' answers to the Master Complaint are deemed as affirmative defenses to the Descendant Pleadings), without the need to file any further responsive pleading in the Lead Action or in the Chevron Action; and

2. The Descendant Pleadings shall be operative pleadings in the Lead Action, with all further documents to be filed in the Lead Action only.

Respectfully Submitted,

DATED: March 24, 2009.

PILLSBURY WINTHROP SHAW PITTMAN LLP

By: /s/ Blaine Green
BLAINE I. GREEN
Attorneys for Defendant
CHEVRON U.S.A. INC.

DATED: March 24, 2009.

DOWNEY BRAND LLP

By: /s/ Clifton McFarland
CLIFTON J. MCFARLAND
Attorneys for Defendants
TRC COMPANIES INC. & GBF HOLDINGS
LLC, AND GENERATOR DEFENDANTS

DATED: March 24, 2009.

SEDGWICK, DETERT, MORAN & ARNOLD

By: /s/ Earl Hagström
EARL HAGSTRÖM
Attorneys for Defendant
CITY OF ANTIOCH

1 DATED: March 24, 2009.

BASSI, EDLIN, HUIE & BLUM LLP

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3

By: /s/ Fred Blum

4

FRED M. BLUM

Attorneys for Defendants

CONTRA COSTA WASTE SERVICE, INC., ET AL.

5

6 DATED: March 24, 2009.

JOHN C. CRUDEN

Acting Assistant Attorney General

Environment and Natural Resources Division

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8

By: /s/ Leslie Hill

9

LESLIE M. HILL

Attorneys for Federal Defendants

10

11 DATED: March 24, 2009.

ARCHER NORRIS

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By: /s/ Peter McGaw

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PETER W. McGAW

Attorneys for Plaintiffs

SPPI-SOMERSVILLE, INC., and
SOMERSVILLE-GENTRY, INC.

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ORDER

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PURSUANT TO STIPULATION, IT IS SO ORDERED.

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DATED: _____

Susan Blanton
UNITED STATES DISTRICT JUDGE

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