



# Glenn Springs Holdings, Inc.

A subsidiary of Occidental Petroleum

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*Via Overnight Federal Express*

October 27, 2011

Marianne O. Lodin  
Associate Regional Counsel  
U.S. Environmental Protection Agency  
61 Forsyth Street, SW  
Atlanta, Georgia 30303

RE: General Notice Letter and Request for Information Pursuant to Section 104 of CERCLA and Section 3007 of RCRA for Black Leaf Chemical Superfund Site located at 1391 Dixie Highway, Louisville, Kentucky (Site); Occidental Chemical Corporation's Response.

This letter constitutes Occidental Chemical Corporation's ("OCC") response to the United States Environmental Protection Agency's ("USEPA") General Notice Letter and Request for Information dated September 9, 2011. At OCC's request USEPA granted OCC an extension through October 28, 2011 to respond. Based on information discovered to date OCC does not believe that the Site is a site for which OCC has any responsibility. As such, OCC respectfully defers USEPA's invitation to actively participate in the Site. Should USEPA have information in its possession that indicates direct involvement of OCC, OCC requests that USEPA provide such information to OCC, through the undersigned, so that OCC can evaluate USEPA's information and position and re-evaluate its response to USEPA.

For its Responses to the Information Requests, OCC states as follows:

## General Objections

1. OCC objects to the Request to the extent it seeks information not calculated to lead to the discovery of relevant or admissible information.
2. OCC objects to the Request to the extent it seeks information protected by the attorney-client privilege, the work product doctrine, and/or any other privilege or rule that protects such information from disclosure.
3. OCC objects to the Request to the extent that it is unduly burdensome, oppressive, overly broad or unreasonable.
4. OCC objects to the Site Background section to the extent it presumes accuracy or requests any admission of information contained therein.

## Objections to Instructions

Instruction No.1: OCC objects to this Instruction to the extent it would force OCC to speculate as to who may have responsive information.

Instruction No. 3: OCC objects to this Instruction as overly broad and unduly burdensome, particularly in light of the age of the Site and the lack of involvement of OCC.



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Instruction No. 9: OCC objects to this Instruction to the extent it purports to abrogate valid objections to the requests. However, OCC advises USEPA that it OCC has not withheld reasonably available, non-privileged information based on any of the foregoing objections.

#### Objections to Definitions

OCC objects to USEPA's Definitions of "you" or "Company" or "Respondent" to the extent that it is vague, overly broad and unduly burdensome, particularly to the extent it attempts to extend the bounds of the Company beyond the Company.

#### Responses to Questions

1. Identify the person(s) answering these Questions on behalf of Respondent.

**Response:** OCC objects to the extent this question may seek disclosure of privileged information. Without waiving such objection: with respect to the written response and the documents provided herewith, Frank A. Parigi, Vice President and General Counsel, Glenn Springs Holdings, Inc., 5005 LBJ Freeway, Suite 1350, Dallas, Texas 75244, office number 972.687.7503.

2. For each and every Question contained herein, identify all documents consulted, examined, or referred to in the preparation of the answer or that contain information responsive to the Question and provide true and accurate copies of all such documents. Similarly, identify any person consulted, examined or referred to in preparation of the answer or that may possess information related to the Question and provide contact information for such person.

**Response:** OCC objects to the extent this Request is overly broad and unduly burdensome. OCC objects to disclosure of privileged communications, documents, or information, and has not knowingly provided any privileged documents or information in response to the requests. Any disclosure of privileged information is inadvertent, and OCC reserves all rights to recover any such information. Certain documents are being provided herewith in electronic form, and include documents identified by Bates numbers OCC-BlackLeaf 0000001 – 0001227.

#### Corporate Successor

3. Is Respondent the successor to all liabilities, including those under CERCLA, of Diamond Alkali Company (DAC) and/or Occidental Electrochemical Corporation (OEC)?

**Response:** OCC is the successor by merger to all liabilities of Occidental Electrochemicals Corporation (OEC). However, OCC does not believe that it is the successor to all liabilities, including those under CERCLA, of Diamond Alkali Company (DAC), but that the entity currently known as Maxus Energy Corporation is.

4. If Respondent's answer to number 3 above is "no," respond fully to the following questions:

- a. Describe in detail Respondent's past and current relationship with DAC, OEC, and the Site located at 1391 Dixie Highway, Louisville, KY.

**Response:** OCC has no current or past relationship with the Site located at 1391 Dixie Highway, Louisville, Kentucky. With respect to its current or past relationship with OEC or DAC, OCC states as follows, based upon the documentation which is described below and provided herewith:

- 4a1. In 1967, DAC merged with Shamrock Oil & Gas Company, and the company's name was changed to Diamond Shamrock Corporation (referred to herein as "DSC-1").
- 4a2. On July 14, 1983, DSC-1 formed a new Delaware corporation originally known as New Diamond Corporation. Although formed as a subsidiary of DSC-1, New Diamond Corporation ostensibly became the parent of DSC-1 through a reverse merger on or about September 1, 1983, following which (i) by direction of New Diamond Corporation, DSC-1 changed its name, first to Diamond Chemicals Company and later to Diamond Shamrock Chemicals Company ("DSCC"); and (ii) New Diamond Corporation changed its name and took the name Diamond Shamrock Corporation ("DSC-2"), that being the same corporation which is now known as Maxus Energy Corporation by virtue of a name change on April 23, 1987.
- 4a3. In the fall of 1983 DSCC formed a number of new subsidiaries including Diamond Shamrock Corporate Company, a Delaware corporation.
- 4a4. Pursuant to an Assignment and Assumption Agreement between DSCC and Diamond Shamrock Corporate Company dated January 1, 1984, DSCC transferred to Diamond Shamrock Corporate Company, and the latter assumed, all of DSCC's assets and liabilities except those necessary for the operation of or used principally in connection with or related principally to the then-existing industrial and proprietary/process chemicals business of DSCC.
- 4a5. On or about January 26, 1984, DSCC transferred to DSC-2 all of the stock of Diamond Shamrock Corporate Company, thereby making Diamond Shamrock Corporate Company a wholly owned subsidiary of DSC-2.
- 4a6. On September 4, 1986, DSC-2 sold to Oxy-Diamond Alkali Corporation, an affiliate of OCC, the stock of DSCC, pursuant to the terms of a Stock Purchase Agreement dated September 4, 1986. After its purchase by Oxy-Diamond Alkali Corporation, DSCC was renamed Occidental Electrochemicals Corporation, and in November 1987 both Oxy-Diamond Alkali Corporation and Occidental Electrochemicals Corporation were merged into OCC.
- 4a7. On April 23, 1987, DSC-2 changed its name to Maxus Energy Corporation. Diamond Shamrock Corporate Company was renamed Maxus Corporate Company in 1987, and was merged into Maxus Energy Corporation in 1998.
- 4a8. The foregoing facts are supported by the accompanying documents, at OCC-BlackLeaf 0000399 – 0001227. Included therein is a document entitled Occidental Chemical Corporation's Counterstatement of Material Facts in Opposition to Plaintiffs' Motion for Partial Summary Judgment, along with copies of all documents referenced therein as supporting exhibits. That document provides a detailed narrative regarding, among other things: (i) the corporate history of DAC; (ii) the complete reorganization of DSC-1 in 1983-1984 before the portion of the company which became known as DSCC was sold to OCC's affiliate (Oxy-Diamond Alkali Corporation) in 1986; and (iii) Maxus Energy Corporation's representations and acknowledgements (both before and after the 1986 sale of DSCC to OCC's affiliate) of Maxus Energy Corporation's status as successor to Diamond Alkali Company/DSC-1 and its legacy environmental liabilities, including any associated with the Site located at 1391 Dixie Highway, Louisville, Kentucky.

- b. State the date on which Respondent acquired ownership or an interest in DAC, OEC, and the Site. State the prior owners, if any, of DAC, OEC, and the Site. Submit a copy of all documents relating to Respondent's purchase of DAC and/or OEC.

**Response:** With respect to ownership or an interest in DAC or OEC, see response to 4(a) above; OCC never acquired ownership or an interest in the Site. OCC is unable to identify the prior owners of DAC; prior owners of OEC (fka DSCC) were, in order of ownership, Maxus Energy Corporation (fka Diamond Shamrock Corporation [DSC-2]), Oxy-Diamond Alkali Corporation, and OCC prior to OEC's merger into OCC. On Information and belief, based upon documents provided herewith, owners of the Site appear to have included Schenley Distillers, Inc., DAC, Diamond Black Leaf Company, Virginia-Carolina Chemical Corporation, and possibly other entities unknown to OCC. See documents provided, at OCC-BlackLeaf 0000001 – 0000398.

- c. Did Respondent sell or otherwise divest itself of any stock, assets, or other interest in DAC and/or OEC, or any other company which operated a manufacturing facility at 1391 Dixie Highway, Louisville, KY?

**Response:** OEC never operated a manufacturing facility at 1391 Dixie Highway, Louisville, Kentucky. On information and belief, based upon documents provided herewith, DAC closed such manufacturing facility in or about 1958 and thereafter sold the same to Schenley Distillers, Inc. on or about June 9, 1959. See documents provided, at OCC-BlackLeaf 0000001 – 0000398. Accordingly, neither DAC nor any successor to DAC to OCC's knowledge, owned such facility at the time DSC-2 sold to Oxy-Diamond Alkali Corporation the stock of DSCC pursuant to the September 4, 1986 Stock Purchase Agreement identified above.

- d. If the answer to 4(c) is "yes," fully describe the nature of the sale and/or transaction. State if the transaction consisted of a merger, consolidation, sale or transfer of assets and submit all documents relating to such transaction, including all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation.

**Response:** Not applicable.

- e. Did Respondent retain the liabilities of DAC and/or OEC for events prior to the sale?

**Response:** Not applicable.

#### Acquisition of Site Property

5. Describe what Respondent knows about DAC's operations at the Site Property, including, but not limited to, the type of operations maintained at the Site and dates of operation.

**Response:** OCC never owned or operated the Site Property or any facilities there, and has no knowledge of operations at the Site Property beyond what can be deduced from the limited documentation in OCC's possession, which is provided herewith at OCC-BlackLeaf 0000001 – 0000398. OCC cannot vouch for the accuracy or completeness of that information. However, it appears that any DAC operations at the Site Property ceased by the late 1950s.

6. During DAC's operation of the Site, does Respondent know or have reason to know that any hazardous substances, including but not limited to pesticides, were disposed of on or at the Site?

**Response:** Please see OCC's response to Question 5 above.

7. Identify all persons, including Respondent's employees, who may have knowledge, information or documents about DAC's operations or the manufacturing, mixing, storage, disposal, or other handling of hazardous materials at or transportation of materials to the Site.

**Response:** OCC believes the persons who may have such knowledge, information or documents include: Maxus Energy Corporation, c/o Javier J. Gonzalez, Esq., 1330 Lake Robbins Drive, Town Center Two, Suite 400, The Woodlands, Texas 77380; and those former employees of DAC or its predecessors whose names may be found in the documentation provided by OCC but whose identities or whereabouts are otherwise unknown to OCC.

DAC Operations

8. Describe the nature of DAC's activities or business at the Site, with respect to purchasing, receiving, manufacturing, mixing, processing, storing, treating, disposing, or otherwise handling hazardous substances or materials, including but not limited to pesticides, at the Site. Please provide the chemical or trade name of any pesticides.

**Response:** Please see OCC's response to Question 5 above.

9. Provide information specifying whether DAC engaged in fertilizer manufacturing and acid production operations at this location, or whether these activities were conducted at this location prior to acquiring the property.

**Response:** Please see OCC's response to Question 5 above.

Documents and Other Sources

10. Produce any and all documents upon which Respondent has relied to answer any of the questions above.

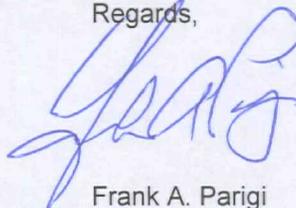
**Response:** Documents are provided herewith.

11. If Respondent has reason to believe that someone could provide a more detailed or complete response to any of these Requests or who may be able to provide additional responsive documents, identify such person(s) and the additional information or documents that they may have.

**Response:** Maxus Energy Corporation, c/o Javier J. Gonzalez, Esq., 1330 Lake Robbins Drive, Town Center Two, Suite 400, The Woodlands, Texas 77380.

Please do not hesitate to contact me should you have any questions.

Regards,



Frank A. Parigi

Enclosure: CD