

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)
)
 Complainant,)
)
 v.)
)
 ALTIVITY PACKAGING, LLC,)
 a Delaware limited liability company)
 INTRA-PLANT MAINTENANCE)
 CORPORATION, an Illinois corporation,)
 IRONHUSTLER EXCAVATING, INC.,)
 an Illinois corporation, and)
 RON BRIGHT, d/b/a Quarter Construction,)
)
 Respondents.)

RECEIVED
 CLERK'S OFFICE
 DEC 30 2011
 STATE OF ILLINOIS
 Pollution Control Board
 PCB No. 12-21
 (Enforcement - Land)

ORIGINAL

NOTICE OF FILING

To: See Attached Service List

PLEASE TAKE NOTICE that on December 30, 2011, I filed with the Office of Clerk of the Pollution Control Board an APPEARANCE on behalf of Defendant ALTIVITY PACKAGING, LLC, a copy of which is herewith served upon you.

Respectfully submitted,



 Stephanie B. Sebor

Date: December 30, 2011

Stephanie B. Sebor
 Winston & Strawn LLP
 35 W. Wacker Dr.
 Chicago, IL 60601
 Tel: (312) 558-7341
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STATE OF ILLINOIS
Pollution Control Board

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

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 ALTIVITY PACKAGING, LLC,)
 a Delaware limited liability company)
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 IRONHUSTLER EXCAVATING, INC.,)
 an Illinois corporation, and)
 RON BRIGHT, d/b/a Quarter Construction,)
)
 Respondents.)


PCB No. 12-21
(Enforcement – Land)

ORIGINAL

APPEARANCE

I hereby file my appearance in this case on behalf of Defendant Altivity Packaging, LLC.

Respectfully submitted,



 Stephanie B. Sebor

Date: December 30, 2011

Stephanie B. Sebor
 Winston & Strawn LLP
 35 W. Wacker Dr.
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 Fax: (312) 558-5700

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CERTIFICATE OF SERVICE

STATE OF ILLINOIS
Pollution Control Board

I, the undersigned, certify that on December 30, 2011, I served a true and correct copy of the attached NOTICE OF FILING and APPEARANCE by Certified Mail, Return Receipt Requested, with postage thereon fully prepaid, by depositing the same in a United States Office Box in Chicago, Illinois, upon the persons listed on the Service List:


Stephanie B. Sebor

2 ORIGINAL

RECEIVED
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DEC 30 2011

STATE OF ILLINOIS
Pollution Control Board

SERVICE LIST

Raymond J. Callery
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Springfield, Illinois 62706

Counsel for the State of Illinois

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Counsel for IntraPlant Maintenance Corp.

Thomas J. Immel
Feldman, Wassser, Draper & Cox
PO Box 2418
Springfield, Illinois 62705

*Counsel for Ron Bright & IronHustler
Excavating, Inc.*

ORIGINAL

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)
Ex re. LISA MADIGAN, Attorney general)
of the State of Illinois,)

Complainant,)

v.)

ALTIVITY PACKAGING, LLC,)
a Delaware limited liability company,)
INTRA-PLANT MAINTENANCE CORPORATION,)
an Illinois Corporation)
IRONHUSTLER EXCAVATING, INC.,)
An Illinois corporation, and)
RON BRIGHT, d/b/a Quarter Construction,)

Respondents.)

PCB No. 12-21
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STATE OF ILLINOIS
Pollution Control Board

ORIGINAL

DEFENDANT ALTIVITY PACKAGING, LLC'S ANSWER

Defendant Altivity Packaging, LLC, ("Altivity"), by its attorneys, Winston & Strawn LLP, submits the following answers to the Complaint.

COUNT I
ALTIVITY PACKAGING, L.L.C.

1. This Complaint is brought by the Attorney General on her own motion and at the request of the Illinois Environmental Protection Agency ("Illinois EPA"), pursuant to the terms and provisions of Section 31 of the Illinois Environmental Protection Act ("Act"), 415 ILCS 5/31 (2010).

Answer: Paragraph 1 does not contain any allegations which require a response from Altivity. To the extent a response is required, Altivity denies the allegations contained in Paragraph 1.

2. The Illinois EPA is an agency of the State of Illinois created by the Illinois General Assembly under Section 4 of the Act, 415 ILCS 5/4 (2010), and which is charged, *inter alia*, with the duty of enforcing the Act.

Answer: Paragraph 2 does not contain any allegations which require a response from Altivity. To the extent a response is required, Altivity denies the allegations contained in Paragraph 2.

3. This Complaint is brought pursuant to Section 31 of the Act, 415 ILCS 5/31 (2010), after providing the Respondents with notice and the opportunity for a meeting with the Illinois EPA.

Answer: Altivity admits that the Attorney General purports to bring this Complaint pursuant to 415 ILCS 5/31 (2010) and admits that it was provided notice and the opportunity for a meeting with the Illinois EPA prior to filing this Complaint. Any remaining allegations contained in Paragraph 3 are denied.

4. Altivity Packaging, L.L.C. (“Altivity”) is a Delaware limited liability company.

Answer: Altivity admits that Altivity Packaging, L.L.C. was a Delaware limited liability company. This entity has subsequently been merged into Graphic Packaging International, Inc.

5. Altivity operates a wastewater treatment plant located at 1525 South Second Street, Pekin, Illinois (“source site”).

Answer: Altivity admits the allegations contained in Paragraph 5.

6. On a date better known to the Respondents, construction of the wastewater treatment plant at the source site generated miscellaneous material, consisting of silt, sand, and gravel with cinders and brick fragments, that could not be used for the plant’s foundation.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 6 and therefore denies those allegations.

7. On a date better known to the Respondents, Altivity contracted with Intra-Plant Maintenance Corporation for the construction of the wastewater treatment plant.

Answer: Altivity admits that it contracted with Intra-Plant Maintenance Corporation (“Intra-Plant”) with regard to construction of the wastewater treatment plant located

at 1525 South Second Street, Pekin, Illinois (the "Treatment Plant") and denies any remaining allegations contained in Paragraph 7.

8. Intra-Plant Maintenance Corporation subcontracted the excavation and disposal of the miscellaneous material to Ironhustler Excavating, Inc.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 8 and therefore denies those allegations.

9. Section 21 of the Act, 415 ILCS 5/21 (2010), provides in pertinent part, as follows:

No person shall:

(a) Cause or allow the open dumping of any waste.

* * *

(e) Dispose, treat, store or abandon any waste, or transport any waste into this State for disposal, treatment, storage or abandonment, except at a site or facility which meets the requirements of this Act and of regulations and standards thereunder.

* * *

Answer: Altivity admits that the Attorney General has accurately quoted portions of 415 ILCS 5/21 (2010) and denies any remaining allegations contained in Paragraph 9.

10. Sections 3.305 and 3.535 of the Act, 415 ILCS 5/3.305 and 3.535 (2010), respectively provide the following definitions:

"Open dumping" means the consolidation of refuse from one or more sources at a disposal site that does not fulfill the requirements of a sanitary landfill.

"Waste" means any garbage, sludge from a waste treatment plant, water supply treatment plant, or air pollution control facility or other discarded material, including solid, liquid, semi-solid, or contained gaseous material resulting from industrial, commercial, mining and agricultural operations, and from community activities.

Answer: Altivity admits that the Attorney General has accurately quoted portions of Section 3.505 and 3.535 of 415 ILCS 5/ (2010) and denies any remaining allegations contained in Paragraph 9.

11. On January 24, 2008, the Illinois EPA conducted an inspection of a sand and gravel pit located at 10513 Levy Road in Hopedale, Tazewell County, Illinois (“disposal site”).

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 11 and therefore denies those allegations.

12. On or before January 24, 2008, the source site miscellaneous material had been transported to and disposed of at the disposal site.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 12 and therefore denies those allegations.

13. On January 30, 2008, the Illinois EPA collected three soil samples, labeled X101, X102, and X103, from the miscellaneous material. The samples were collected and hand delivered under chain of custody to Prairie Analytical Systems, Inc. (“Prairie”).

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 13 and therefore denies those allegations.

14. On February 11, 2008, the Illinois EPA received the analytical results for the soil samples from Prairie.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 14 and therefore denies those allegations.

15. The Illinois EPA compared RCRA Total Metals results for analytes detected in the soil samples to the TACO Tier I Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA’s, 35 Ill. Adm. Code Part 742, Appendix A, Table G; pH Specific Soil Remediation Objectives for Inorganic and Ionizing Organics for the Soil Component of the Groundwater Ingestion Route for Class I Groundwater, 35 Ill. Adm. Code Part 742, Appendix B, Table C; Residential Properties for Ingestion and Inhalation Routes, 35 Ill. Adm. Code Part 742, Appendix B, Table A; and the Industrial/Commercial Properties for Ingestion and Inhalation Routes including the Construction Worker Route Scenario, 35 Ill. Adm. Code Part 742, Appendix B, Table B.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 15 and therefore denies those allegations.

16. Cadmium in soil samples X101, X102, and X103, exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Lead in soil samples X102 and X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Mercury in soil sample X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Selenium in soil sample X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 16 and therefore denies those allegations.

17. Lead in soil samples X102 and X103 exceeded the TACO Tier 1 Remediation Objectives for pH Specific Soil Remediation Objectives for Inorganic and Ionizing Organics for the Soil Component of the Groundwater Ingestion Route for Class I Groundwater.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 17 and therefore denies those allegations.

18. The Illinois EPA compared the RCRA TCLP Metals results for analytes detected in the soil samples to TACO Tier 1 Remediation Objectives for the Soil Component of the Groundwater Ingestion Exposure Route for Class I Groundwater, 35 Ill. Adm. Code Part 742, Appendix A, Table A.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 18 and therefore denies those allegations.

19. Cadmium in soil samples X101, X102, and X103, exceeded the TACO Tier 1 Remediation Objectives for the Soil Component of the Groundwater Ingestion Exposure Route for Class I Groundwater.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 19 and therefore denies those allegations.

20. The TACO Tier 1 Remediation Objectives demonstrate that the miscellaneous material is therefore a waste as defined at Section 3.535 of the Act, 415 ILCS 5/3.535 (2010).

Answer: Altivity denies the allegations contained in Paragraph 20.

21. On August 24, 2010, the Illinois EPA re-inspected the disposal site. The source site miscellaneous material had been committed to grade but was still easily identifiable against the contrasting yellowish-orange materials native to the disposal site.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 21 and therefore denies those allegations.

22. The Respondent Altivity has caused or allowed the open dumping of waste at the disposal site by hiring Intra-Plant Maintenance Corporation to dispose of the miscellaneous material at the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

Answer: Altivity denies the allegations contained in Paragraph 22.

23. By causing or allowing the open dumping of waste, the Respondent Altivity has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

Answer: Altivity denies the allegations contained in Paragraph 23.

24. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Altivity has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

Answer: Altivity denies the allegations contained in Paragraph 24.

COUNT II
RON BRIGHT d/b/a QUARTER CONSTRUCTION

1-21. Complainant realleges and incorporates herein by reference paragraphs 1 through 21 of Count I as paragraphs 1 through 21 of this Count II.

22. Ron Bright d/b/a Quarter Construction (“Bright”) is the operator of the disposal site.

Answer: Paragraph 22 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 22.

23. The Respondent Bright has caused or allowed the open dumping of waste at the disposal site by accepting for disposal the source site miscellaneous material, at a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

Answer: Paragraph 23 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 23.

24. By causing or allowing the open dumping of waste, the Respondent Bright has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

Answer: Paragraph 24 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 24.

25. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Bright has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

Answer: Paragraph 25 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 25.

COUNT III **INTRA-PLANT MAINTENANCE CORPORATION**

1-21 [sic]. Complainant realleges and incorporates herein by reference paragraphs 1 through 21 of Count I as paragraphs 1 through 21 of this Count III.

22 [sic]. Intra-Plant Maintenance Corporation (“Intra-Plant”) is an Illinois corporation in good standing.

Answer: Paragraph 22 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 22.

23 [sic]. The Respondent Intra-Plant has caused or allowed the open dumping of waste at the disposal site by hiring Ironhustler Excavating, Inc., to dispose of the miscellaneous source site material at the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

Answer: Paragraph 23 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 23.

24 [sic]. By causing or allowing the open dumping of waste, the Respondent Intra-Plant has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

Answer: Paragraph 24 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 24.

25 [sic]. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Intra-Plant violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

Answer: Paragraph 25 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 25.

COUNT IV
IRONHUSTLER EXCAVATING, INC.

1-21 [sic]. Complainant realleges and incorporates herein by reference paragraphs 1 through 21 of Count I as paragraphs 1 through 21 of this Count IV.

22 [sic]. Ironhustler Excavating, Inc. (“Ironhustler”) is an Illinois corporation in good standing.

Answer: Paragraph 22 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 22.

23 [sic]. The Respondent Ironhustler has caused or allowed the open dumping of waste at the disposal site by transporting the miscellaneous source site material to the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

Answer: Paragraph 23 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 23.

24 [sic]. By causing or allowing the open dumping of waste, the Respondent Ironhustler has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

Answer: Paragraph 24 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 24.

25 [sic]. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Ironhustler has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

Answer: Paragraph 25 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 25.

PRAYER FOR RELIEF

WHEREFORE, Altivity demands that (1) the Complaint be dismissed with prejudice, (2) judgment be entered in favor of Altivity, and (3) Altivity be awarded such other and further relief as the nature of the case may require or that the Court deems just and proper.

AFFIRMATIVE DEFENSES

1. The Complaint fails to state a claim upon which relief can be granted.
2. The Complaint is barred, in whole or in part, by the applicable statute of limitations and the doctrines of laches, waiver, estoppel or unclean hands.
3. The State's damages, if any, are due solely to the acts or omissions of other parties or individuals for which Altivity has no responsibility.

4. The State's claims are barred, in whole or part, for lack of proximate causation between Altivity's actions and the State's injuries, which followed, if at all, from other superseding and/or intervening causes.

5. The native soil removed from the Wastewater Plant does not constitute "waste" as defined by 415 ILCS 5/3.305 and 3.535 (2010).

6. Altivity has not caused or allowed the open dumping of "waste" as defined by 415 ILCS 5/3.305 and 3.535 (2010).

7. The native soil at the Wastewater Plant was not contaminated to unsafe levels.

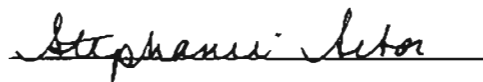
8. The standards set forth in the TACO Tier 1 Remediation Objectives for Concentration of Chemicals in Background Soils Within MSA's, 35 Ill. Adm. Code Part 742, Appendix A, Table G are not applicable to the native soil removed from the Wastewater Plant.

9. Altivity hereby incorporates by reference, as set forth fully herein, all other defenses and affirmative defenses to the Complaint alleged by any other Defendant.

10. Altivity reserves the right to assert other defenses or affirmative defenses as this action proceeds.

Dated: December 30, 2011

Respectfully Submitted,



Eleni Kouimelis
William C. O'Neil
Stephanie B. Sebor
WINSTON & STRAWN LLP
35 West Wacker Drive
Chicago, Illinois 60601
Telephone: (312) 558-5600
Facsimile: (312) 558-5700

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of December, 2011, I caused to be served a copy of **DEFENDANT ALTIVITY PACKAGING, LLC'S ANSWER** to be served on counsel of record by U.S. Mail:

Raymond J. Callery
Office of the Attorney General
500 South Second Street
Springfield, Illinois 62706

Counsel for the State of Illinois

Charles Rock, Esq.
Hassleberger Rock Bell & Kuppler
Associated Bank Building, Suite 200
Peoria, Illinois 61614

Counsel for IntraPlant Maintenance Corp.

Thomas J. Immel
Feldman, Wassser, Draper & Cox
PO Box 2418
Springfield, Illinois 62705

*Counsel for Ron Bright & IronHustler
Excavating, Inc.*


Stephanie Lebon

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

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DEC 30 2011

STATE OF ILLINOIS
Pollution Control Board

PEOPLE OF THE STATE OF ILLINOIS,)
Ex re. LISA MADIGAN, Attorney general)
of the State of Illinois,)

Complainant,)

PCB No. 12-21
(Enforcement – Land)

v.)

ALTIVITY PACKAGING, LLC,)
a Delaware limited liability company,)
INTRA-PLANT MAINTENANCE CORPORATION,)
an Illinois Corporation)
IRONHUSTLER EXCAVATING, INC.,)
An Illinois corporation, and)
RON BRIGHT, d/b/a Quarter Construction,)

Respondents.)

ORIGINAL

**ALTIVITY PACKAGING, LLC'S MOTION
FOR LEAVE TO FILE CROSSCLAIM FOR CONTRIBUTION**

NOW COMES Altivity Packaging, LLC and moves the Illinois Pollution Control Board for leave to file its Crossclaim for Contribution against Defendants Intra-Plant Maintenance Corporation, IronHustler Excavating, Inc. and Ron Bright d/b/a Quarter Construction *instantly*.

Dated: December 30, 2011

Respectfully Submitted,



Eleni Kouimelis
William C. O'Neil.
Stephanie B. Sebor
WINSTON & STRAWN LLP
35 West Wacker Drive
Chicago, Illinois 60601
Telephone: (312) 558-5600
Facsimile: (312) 558-5700

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)
Ex re. LISA MADIGAN, Attorney general)
of the State of Illinois,)
)
Complainant,)
)
v.)
)
ALTIVITY PACKAGING, LLC,)
a Delaware limited liability company,)
INTRA-PLANT MAINTENANCE CORPORATION,)
an Illinois Corporation)
IRONHUSTLER EXCAVATING, INC.,)
An Illinois corporation, and)
RON BRIGHT, d/b/a Quarter Construction,)
)
Respondents.)

PCB No. 12-21
(Enforcement – Land)



DEFENDANT ALTIVITY PACKAGING, LLC'S CROSSCLAIM FOR CONTRIBUTION

NOW COMES Defendant Altivity Packaging, LLC, ("Altivity"), by and through its attorneys, for its crossclaim for contribution against Intra-Plant Maintenance Corporation ("Intra-Plant"), IronHustler Excavating, Inc. ("IronHustler"), and Ron Bright d/b/a Quarter Construction ("Bright," collectively with Intra-Plant and IronHustler, the "Excavating Defendants") states:

1. The People of the State of Illinois (the "State") filed a complaint seeking recovery from Altivity, among others, as a result of the excavation and alleged disposal of native soil in connection with the construction of a wastewater treatment plan owned by Altivity located at 1525 South Second Street, Pekin, Illinois (the "Wasterwater Plant"). Attached hereto and incorporated herein as Exhibit A is a copy of the State's complaint.

2. Altivity has filed an answer denying the material allegations made against it in the Complaint. Attached hereto and incorporated herein as Exhibit B is a copy of Altivity's answer.

3. On or before the events described within the Complaint occurred, the Excavating Defendants owed Altivity certain legal duties and obligations.

4. The Excavating Defendants breached said duties and obligations as set forth more fully below.

5. Pleading in the alternative and without prejudice to Altivity's denials set forth in its answer, in violation of said duties and obligations, the Excavating Defendants committed one or more of the following acts or omissions jointly, severally, or both:

- a. Carelessly and negligently designing the Wastewater Plant;
- b. Failing to properly test the native soil at the Wastewater Plant for potential contaminants;
- c. Carelessly and negligently excavating, removing, and disposing of native soil from the Wastewater Plant;
- d. Failing to inform Altivity regarding the acts and omissions taken related to the construction and excavation of the Wastewater Plant; and
- e. Otherwise acting to the detriment of Altivity or the State.

6. The aforementioned negligent acts and/or omissions were a direct and proximate cause of the losses for which damages are allegedly claimed by the State.

7. In the event the State obtains judgment in its favor and against Altivity, Altivity would be entitled to judgment in its favor and against the Excavating Defendants pursuant to the Contribution Among Joint Tortfeasors Act, 740 ILCS 100/1, and the Illinois Environmental Protection Act, 415 ILCS 5/21, in an amount commensurate with each party's relative percentage of fault to the extent they caused or contributed to the losses claimed by the State.

WHEREFORE, Altivity prays that if judgment is entered against it and in favor of the State, then judgment be entered in favor of Altivity and against the Excavating Defendants, in an amount commensurate with their proportionate share of fault to the maximum extent permitted by law.

Dated: December 30, 2011

Respectfully Submitted,

A handwritten signature in blue ink that reads "Stephanie Sebor". The signature is written in a cursive style and is positioned above a horizontal line.

Eleni Kouimelis
William C. O'Neil
Stephanie B. Sebor
WINSTON & STRAWN LLP
35 West Wacker Drive
Chicago, Illinois 60601
Telephone: (312) 558-5600
Facsimile: (312) 558-5700

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of December, 2011, I caused to be served a copy of **DEFENDANT ALTIVITY PACKAGING, LLC'S CROSSCLAIM FOR CONTRIBUTION** to be served on counsel of record by U.S. Mail:

Raymond J. Callery
Office of the Attorney General
500 South Second Street
Springfield, Illinois 62706

Counsel for the State of Illinois

Charles Rock, Esq.
Hassleberger Rock Bell & Kuppler
Associated Bank Building, Suite 200
Peoria, Illinois 61614

Counsel for IntraPlant Maintenance Corp.

Thomas J. Immel
Feldman, Wassser, Draper & Cox
PO Box 2418
Springfield, Illinois 62705

*Counsel for Ron Bright & IronHustler
Excavating, Inc.*



Exhibit A

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
ex rel LISA MADIGAN, Attorney General)	
of the State of Illinois,)	
)	
Complainant,)	
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v.)	PCB NO.
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ALTIVITY PACKAGING, LLC,)	
a Delaware limited liability company,)	
INTRA-PLANT MAINTENANCE)	
CORPORATION, an Illinois corporation,)	
IRONHUSTLER EXCAVATING, INC.,)	
an Illinois corporation, and)	
RON BRIGHT d/b/a QUARTER)	
CONSTRUCTION,)	
)	
Respondents.)	

COMPLAINT

The PEOPLE OF THE STATE OF ILLINOIS, *ex rel.* LISA MADIGAN, Attorney General of the State of Illinois, complains of the Respondents, ALTIVITY PACKAGING, L.L.C., a Delaware limited liability company, INTRA-PLANT MAINTENANCE CORPORATION, an Illinois corporation, IRONHUSTLER EXCAVATING, INC., an Illinois corporation, and RON BRIGHT d/b/a QUARTER CONSTRUCTION, as follows:

COUNT I

ALTIVITY PACKAGING, L.L.C

1. This Complaint is brought by the Attorney General on her own motion and at the request of the Illinois Environmental Protection Agency ("Illinois EPA"), pursuant to the terms

and provisions of Section 31 of the Illinois Environmental Protection Act ("Act"), 415 ILCS 5/31 (2010).

2. The Illinois EPA is an agency of the State of Illinois created by the Illinois General Assembly under Section 4 of the Act, 415 ILCS 5/4 (2010), and which is charged, *inter alia*, with the duty of enforcing the Act.

3. This Complaint is brought pursuant to Section 31 of the Act, 415 ILCS 5/31 (2010), after providing the Respondents with notice and the opportunity for a meeting with the Illinois EPA.

4. Altivity Packaging, L.L.C. ("Altivity") is a Delaware limited liability company.

5. Altivity operates a wastewater treatment plant located at 1525 South Second Street, Pekin, Illinois ("source site").

6. On a date better known to the Respondents, construction of the wastewater treatment plant at the source site generated miscellaneous material, consisting of silt, sand, and gravel with cinders and brick fragments, that could not be used for the plant's foundation.

7. On a date better known to the Respondents, Altivity contracted with Intra-Plant Maintenance Corporation for the construction of the wastewater treatment plant.

8. Intra-Plant Maintenance Corporation subcontracted the excavation and disposal of the miscellaneous material to Ironhustler Excavating, Inc.

9. Section 21 of the Act, 415 ILCS 5/21 (2010), provides in pertinent part, as follows:

No person shall:

(a) Cause or allow the open dumping of any waste.

* * *

- (e) Dispose, treat, store or abandon any waste, or transport any waste into this State for disposal, treatment, storage or abandonment, except at a site or facility which meets the requirements of this Act and of regulations and standards thereunder.

* * *

10. Sections 3.305 and 3.535 of the Act, 415 ILCS 5/3.305 and 3.535 (2010), respectively provide the following definitions:

“Open dumping” means the consolidation of refuse from one or more sources at a disposal site that does not fulfill the requirements of a sanitary landfill.

“Waste” means any garbage, sludge from a waste treatment plant, water supply treatment plant, or air pollution control facility or other discarded material, including solid, liquid, semi-solid, or contained gaseous material resulting from industrial, commercial, mining and agricultural operations, and from community activities

...

11. On January 24, 2008, the Illinois EPA conducted an inspection of a sand and gravel pit located at 10513 Levy Road in Hopedale, Tazewell County, Illinois (“disposal site”).

12. On or before January 24, 2008, the source site miscellaneous material had been transported to and disposed of at the disposal site.

13. On January 30, 2008, the Illinois EPA collected three soil samples, labeled X101, X102, and X103, from the miscellaneous material. The samples were collected and hand delivered under chain of custody to Prairie Analytical Systems, Inc. (“Prairie”).

14. On February 11, 2008, the Illinois EPA received the analytical results for the soil samples from Prairie.

15. The Illinois EPA compared RCRA Total Metals results for analytes detected in the soil samples to the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's, 35 Ill. Adm. Code Part 742, Appendix A, Table G; pH Specific Soil Remediation Objectives for Inorganic and Ionizing Organics for the Soil Component of the Groundwater Ingestion Route for Class I Groundwater, 35 Ill. Adm. Code Part 742, Appendix B, Table C; Residential Properties for Ingestion and Inhalation Routes, 35 Ill. Adm. Code Part 742, Appendix B, Table A; and the Industrial/Commercial Properties for Ingestion and Inhalation Routes including the Construction Worker Route Scenario, 35 Ill. Adm. Code Part 742, Appendix B, Table B.

16. Cadmium in soil samples X101, X102, and X103, exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Lead in soil samples X102 and X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Mercury in soil sample X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Selenium in soil sample X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's.

17. Lead in soil samples X102 and X103 exceeded the TACO Tier 1 Remediation

Objectives for pH Specific Soil Remediation Objectives for Inorganic and Ionizing Organics for the Soil Component of the Groundwater Ingestion Route for Class I Groundwater.

18. The Illinois EPA compared the RCRA TCLP Metals results for analytes detected in the soil samples to TACO Tier 1 Remediation Objectives for the Soil Component of the Groundwater Ingestion Exposure Route for Class I Groundwater, 35 Ill. Adm. Code Part 742, Appendix A, Table A.

19. Cadmium in soil samples X101, X102, and X103, exceeded the TACO Tier 1 Remediation Objectives for the Soil Component of the Groundwater Ingestion Exposure Route for Class I Groundwater.

20. The TACO Tier 1 Remediation Objectives demonstrate that the miscellaneous material is therefore a waste as defined at Section 3.535 of the Act, 415 ILCS 5/3.535 (2010).

21. On August 24, 2010, the Illinois EPA re-inspected the disposal site. The source site miscellaneous material had been committed to grade but was still easily identifiable against the contrasting yellowish-orange materials native to the disposal site.

22. The Respondent Altivity has caused or allowed the open dumping of waste at the disposal site by hiring Intra-Plant Maintenance Corporation to dispose of the miscellaneous material at the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

23. By causing or allowing the open dumping of waste, the Respondent Altivity has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

24. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Altivity has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

PRAYER FOR RELIEF

WHEREFORE, Complainant, the PEOPLE OF THE STATE OF ILLINOIS, respectfully requests that the Board enter an order against the Respondent, ALTIVITY PACKAGING, LLC, a Delaware limited liability company:

A. Authorizing a hearing in this matter at which time the Respondent will be required to answer the allegations herein;

B. Finding the Respondent has violated the Act and the regulations as alleged herein;

C. Ordering Respondent to cease and desist from any further violations of the Act

And associated regulations;

D. Pursuant to Section 42(a) of the Act, 415 ILCS 5/42(a) (2010) impose a civil penalty of not more than the statutory maximum; and

E. Granting such other relief as the Board may deem appropriate.

COUNT II

RON BRIGHT d/b/a QUARTER CONSTRUCTION

1-21. Complainant realleges and incorporates herein by reference paragraphs 1 through 21 of Count I as paragraphs 1 through 21 of this Count II.

22. Ron Bright d/b/a Quarter Construction ("Bright") is the operator of the disposal site.

23. The Respondent Bright has caused or allowed the open dumping of waste at the disposal site by accepting for disposal the source site miscellaneous material, at a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

24. By causing or allowing the open dumping of waste, the Respondent Bright has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

25. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Bright has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

PRAYER FOR RELIEF

WHEREFORE, Complainant, the PEOPLE OF THE STATE OF ILLINOIS, respectfully requests that the Board enter an order against the Respondent, RON BRIGHT d/b/a QUARTER CONSTRUCTION:

A. Authorizing a hearing in this matter at which time the Respondent will be required to answer the allegations herein;

B. Finding the Respondent has violated the Act and the regulations as alleged herein;

C. Ordering Respondent to cease and desist from any further violations of the Act

And associated regulations;

D. Pursuant to Section 42(a) of the Act, 415 ILCS 5/42(a) (2010) impose a civil penalty of not more than the statutory maximum; and

E. Granting such other relief as the Board may deem appropriate.

COUNT III

INTRA-PLANT MAINTENANCE CORPORATION

1-21. Complainant realleges and incorporates herein by reference paragraphs 1 through 21 of Count I as paragraphs 1 through 21 of this Count III.

22. Intra-Plant Maintenance Corporation ("Intra-Plant") is an Illinois corporation in good standing.

23. The Respondent Intra-Plant has caused or allowed the open dumping of waste at the disposal site by hiring Ironhustler Excavating, Inc., to dispose of the miscellaneous source site material at the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

24. By causing or allowing the open dumping of waste, the Respondent Intra-Plant has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

25. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Intra-Plant violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

PRAYER FOR RELIEF

WHEREFORE, Complainant, the PEOPLE OF THE STATE OF ILLINOIS, respectfully requests that the Board enter an order against the Respondent, INTRA-PLANT MAINTENANCE CORPORATION, an Illinois corporation:

A. Authorizing a hearing in this matter at which time the Respondent will be required to answer the allegations herein;

B. Finding the Respondent has violated the Act and the regulations as alleged herein;

C. Ordering Respondent to cease and desist from any further violations of the Act and associated regulations;

D. Pursuant to Section 42(a) of the Act, 415 ILCS 5/42(a) (2010) impose a civil penalty of not more than the statutory maximum; and

E. Granting such other relief as the Board may deem appropriate.

COUNT IV

IRONHUSTLER EXCAVATING, INC.

1-21. Complainant realleges and incorporates herein by reference paragraphs 1 through

21 of Count I as paragraphs I through 21 of this Count IV.

22. Ironhustler Excavating, Inc. ("Ironhustler") is an Illinois corporation in good standing.

23. The Respondent Ironhustler has caused or allowed the open dumping of waste at the disposal site by transporting the miscellaneous source site material to the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

24. By causing or allowing the open dumping of waste, the Respondent Ironhustler has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

25. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Ironhustler has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

PRAYER FOR RELIEF

WHEREFORE, Complainant, the PEOPLE OF THE STATE OF ILLINOIS, respectfully requests that the Board enter an order against the Respondent, IRONHUSTLER EXCAVATING, INC., an Illinois corporation:

- A. Authorizing a hearing in this matter at which time the Respondent will be required to answer the allegations herein;
- B. Finding the Respondent has violated the Act and the regulations as alleged herein;
- C. Ordering Respondent to cease and desist from any further violations of the Act

and associated regulations;

D. Pursuant to Section 42(a) of the Act, 415 ILCS 5/42(a) (2010) impose a civil penalty of not more than the statutory maximum; and

E. Granting such other relief as the Board may deem appropriate.

Respectfully submitted,

PEOPLE OF THE STATE OF ILLINOIS,
LISA MADIGAN,
Attorney General
of the State of Illinois

MATTHEW J. DUNN, Chief
Environmental Enforcement/Asbestos
Litigation Division

BY: 

THOMAS DAVIS, Chief
Environmental Bureau
Assistant Attorney General

Of Counsel

RAYMOND J. CALLERY
500 South Second Street
Springfield, Illinois 62706
217/782-9031

Dated: July 26, 2011.

Exhibit B

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

PEOPLE OF THE STATE OF ILLINOIS,)	
Ex re. LISA MADIGAN, Attorney general)	
of the State of Illinois,)	
)	
Complainant,)	PCB No. 12-21
)	(Enforcement – Land)
v.)	
)	
ALTIVITY PACKAGING, LLC,)	
a Delaware limited liability company,)	
INTRA-PLANT MAINTENANCE CORPORATION,)	
an Illinois Corporation)	
IRONHUSTLER EXCAVATING, INC.,)	
An Illinois corporation, and)	
RON BRIGHT, d/b/a Quarter Construction,)	
)	
Respondents.)	

DEFENDANT ALTIVITY PACKAGING, LLC’S ANSWER

Defendant Altivity Packaging, LLC, (“Altivity”), by its attorneys, Winston & Strawn LLP, submits the following answers to the Complaint.

COUNT I
ALTIVITY PACKAGING, L.L.C.

1. This Complaint is brought by the Attorney General on her own motion and at the request of the Illinois Environmental Protection Agency (“Illinois EPA”), pursuant to the terms and provisions of Section 31 of the Illinois Environmental Protection Act (“Act”), 415 ILCS 5/31 (2010).

Answer: Paragraph 1 does not contain any allegations which require a response from Altivity. To the extent a response is required, Altivity denies the allegations contained in Paragraph 1.

2. The Illinois EPA is an agency of the State of Illinois created by the Illinois General Assembly under Section 4 of the Act, 415 ILCS 5/4 (2010), and which is charged, *inter alia*, with the duty of enforcing the Act.

Answer: Paragraph 2 does not contain any allegations which require a response from Altivity. To the extent a response is required, Altivity denies the allegations contained in Paragraph 2.

3. This Complaint is brought pursuant to Section 31 of the Act, 415 ILCS 5/31 (2010), after providing the Respondents with notice and the opportunity for a meeting with the Illinois EPA.

Answer: Altivity admits that the Attorney General purports to bring this Complaint pursuant to 415 ILCS 5/31 (2010) and admits that it was provided notice and the opportunity for a meeting with the Illinois EPA prior to filing this Complaint. Any remaining allegations contained in Paragraph 3 are denied.

4. Altivity Packaging, L.L.C. (“Altivity”) is a Delaware limited liability company.

Answer: Altivity admits that Altivity Packaging, L.L.C. was a Delaware limited liability company. This entity has subsequently been merged into Graphic Packaging International, Inc.

5. Altivity operates a wastewater treatment plant located at 1525 South Second Street, Pekin, Illinois (“source site”).

Answer: Altivity admits the allegations contained in Paragraph 5.

6. On a date better known to the Respondents, construction of the wastewater treatment plant at the source site generated miscellaneous material, consisting of silt, sand, and gravel with cinders and brick fragments, that could not be used for the plant’s foundation.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 6 and therefore denies those allegations.

7. On a date better known to the Respondents, Altivity contracted with Intra-Plant Maintenance Corporation for the construction of the wastewater treatment plant.

Answer: Altivity admits that it contracted with Intra-Plant Maintenance Corporation (“Intra-Plant”) with regard to construction of the wastewater treatment plant located

at 1525 South Second Street, Pekin, Illinois (the "Treatment Plant") and denies any remaining allegations contained in Paragraph 7.

8. Intra-Plant Maintenance Corporation subcontracted the excavation and disposal of the miscellaneous material to Ironhustler Excavating, Inc.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 8 and therefore denies those allegations.

9. Section 21 of the Act, 415 ILCS 5/21 (2010), provides in pertinent part, as follows:

No person shall:

(a) Cause or allow the open dumping of any waste.

* * *

(e) Dispose, treat, store or abandon any waste, or transport any waste into this State for disposal, treatment, storage or abandonment, except at a site or facility which meets the requirements of this Act and of regulations and standards thereunder.

* * *

Answer: Altivity admits that the Attorney General has accurately quoted portions of 415 ILCS 5/21 (2010) and denies any remaining allegations contained in Paragraph 9.

10. Sections 3.305 and 3.535 of the Act, 415 ILCS 5/3.305 and 3.535 (2010), respectively provide the following definitions:

"Open dumping" means the consolidation of refuse from one or more sources at a disposal site that does not fulfill the requirements of a sanitary landfill.

"Waste" means any garbage, sludge from a waste treatment plant, water supply treatment plant, or air pollution control facility or other discarded material, including solid, liquid, semi-solid, or contained gaseous material resulting from industrial, commercial, mining and agricultural operations, and from community activities.

Answer: Altivity admits that the Attorney General has accurately quoted portions of Section 3.505 and 3.535 of 415 ILCS 5/ (2010) and denies any remaining allegations contained in Paragraph 9.

11. On January 24, 2008, the Illinois EPA conducted an inspection of a sand and gravel pit located at 10513 Levy Road in Hopedale, Tazewell County, Illinois (“disposal site”).

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 11 and therefore denies those allegations.

12. On or before January 24, 2008, the source site miscellaneous material had been transported to and disposed of at the disposal site.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 12 and therefore denies those allegations.

13. On January 30, 2008, the Illinois EPA collected three soil samples, labeled X101, X102, and X103, from the miscellaneous material. The samples were collected and hand delivered under chain of custody to Prairie Analytical Systems, Inc. (“Prairie”).

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 13 and therefore denies those allegations.

14. On February 11, 2008, the Illinois EPA received the analytical results for the soil samples from Prairie.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 14 and therefore denies those allegations.

15. The Illinois EPA compared RCRA Total Metals results for analytes detected in the soil samples to the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA’s, 35 Ill. Adm. Code Part 742, Appendix A, Table G; pH Specific Soil Remediation Objectives for Inorganic and Ionizing Organics for the Soil Component of the Groundwater Ingestion Route for Class I Groundwater, 35 Ill. Adm. Code Part 742, Appendix B, Table C; Residential Properties for Ingestion and Inhalation Routes, 35 Ill. Adm. Code Part 742, Appendix B, Table A; and the Industrial/Commercial Properties for Ingestion and Inhalation Routes including the Construction Worker Route Scenario, 35 Ill. Adm. Code Part 742, Appendix B, Table B.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 15 and therefore denies those allegations.

16. Cadmium in soil samples X101, X102, and X103, exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Lead in soil samples X102 and X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Mercury in soil sample X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's. Selenium in soil sample X103 exceeded the TACO Tier 1 Remediation Objectives for Concentrations of Chemicals in Background Soils Within MSA's.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 16 and therefore denies those allegations.

17. Lead in soil samples X102 and X103 exceeded the TACO Tier 1 Remediation Objectives for pH Specific Soil Remediation Objectives for Inorganic and Ionizing Organics for the Soil Component of the Groundwater Ingestion Route for Class I Groundwater.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 17 and therefore denies those allegations.

18. The Illinois EPA compared the RCRA TCLP Metals results for analytes detected in the soil samples to TACO Tier 1 Remediation Objectives for the Soil Component of the Groundwater Ingestion Exposure Route for Class I Groundwater, 35 Ill. Adm. Code Part 742, Appendix A, Table A.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 18 and therefore denies those allegations.

19. Cadmium in soil samples X101, X102, and X103, exceeded the TACO Tier 1 Remediation Objectives for the Soil Component of the Groundwater Ingestion Exposure Route for Class I Groundwater.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 19 and therefore denies those allegations.

20. The TACO Tier 1 Remediation Objectives demonstrate that the miscellaneous material is therefore a waste as defined at Section 3.535 of the Act, 415 ILCS 5/3.535 (2010).

Answer: Altivity denies the allegations contained in Paragraph 20.

21. On August 24, 2010, the Illinois EPA re-inspected the disposal site. The source site miscellaneous material had been committed to grade but was still easily identifiable against the contrasting yellowish-orange materials native to the disposal site.

Answer: Altivity lacks information sufficient to admit or deny the allegations contained in Paragraph 21 and therefore denies those allegations.

22. The Respondent Altivity has caused or allowed the open dumping of waste at the disposal site by hiring Intra-Plant Maintenance Corporation to dispose of the miscellaneous material at the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

Answer: Altivity denies the allegations contained in Paragraph 22.

23. By causing or allowing the open dumping of waste, the Respondent Altivity has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

Answer: Altivity denies the allegations contained in Paragraph 23.

24. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Altivity has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

Answer: Altivity denies the allegations contained in Paragraph 24.

COUNT II
RON BRIGHT d/b/a QUARTER CONSTRUCTION

1-21. Complainant realleges and incorporates herein by reference paragraphs 1 through 21 of Count I as paragraphs 1 through 21 of this Count II.

22. Ron Bright d/b/a Quarter Construction (“Bright”) is the operator of the disposal site.

Answer: Paragraph 22 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 22.

23. The Respondent Bright has caused or allowed the open dumping of waste at the disposal site by accepting for disposal the source site miscellaneous material, at a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

Answer: Paragraph 23 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 23.

24. By causing or allowing the open dumping of waste, the Respondent Bright has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

Answer: Paragraph 24 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 24.

25. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Bright has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

Answer: Paragraph 25 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 25.

COUNT III
INTRA-PLANT MAINTENANCE CORPORATION

1-21 [sic]. Complainant realleges and incorporates herein by reference paragraphs 1 through 21 of Count I as paragraphs 1 through 21 of this Count III.

22 [sic]. Intra-Plant Maintenance Corporation (“Intra-Plant”) is an Illinois corporation in good standing.

Answer: Paragraph 22 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 22.

23 [sic]. The Respondent Intra-Plant has caused or allowed the open dumping of waste at the disposal site by hiring Ironhustler Excavating, Inc., to dispose of the miscellaneous source site material at the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

Answer: Paragraph 23 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 23.

24 [sic]. By causing or allowing the open dumping of waste, the Respondent Intra-Plant has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

Answer: Paragraph 24 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 24.

25 [sic]. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Intra-Plant violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

Answer: Paragraph 25 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 25.

COUNT IV
IRONHUSTLER EXCAVATING, INC.

1-21 [sic]. Complainant realleges and incorporates herein by reference paragraphs 1 through 21 of Count I as paragraphs 1 through 21 of this Count IV.

22 [sic]. Ironhustler Excavating, Inc. (“Ironhustler”) is an Illinois corporation in good standing.

Answer: Paragraph 22 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 22.

23 [sic]. The Respondent Ironhustler has caused or allowed the open dumping of waste at the disposal site by transporting the miscellaneous source site material to the disposal site, a site that is not permitted by the Illinois EPA as a sanitary landfill and does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder.

Answer: Paragraph 23 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 23.

24 [sic]. By causing or allowing the open dumping of waste, the Respondent Ironhustler has violated Section 21(a) of the Act, 415 ILCS 5/21(a) (2010).

Answer: Paragraph 24 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 24.

25 [sic]. By disposing of waste at a site that does not meet the requirements of the Act and of the regulations and the standards promulgated thereunder, the Respondent Ironhustler has violated Section 21(e) of the Act, 415 ILCS 5/21(e) (2010).

Answer: Paragraph 25 does not contain any allegations directed at Altivity and therefore no response is required. To the extent a response is required, Altivity denies the allegations contained in Paragraph 25.

PRAYER FOR RELIEF

WHEREFORE, Altivity demands that (1) the Complaint be dismissed with prejudice, (2) judgment be entered in favor of Altivity, and (3) Altivity be awarded such other and further relief as the nature of the case may require or that the Court deems just and proper.

AFFIRMATIVE DEFENSES

1. The Complaint fails to state a claim upon which relief can be granted.
2. The Complaint is barred, in whole or in part, by the applicable statute of limitations and the doctrines of laches, waiver, estoppel or unclean hands.
3. The State's damages, if any, are due solely to the acts or omissions of other parties or individuals for which Altivity has no responsibility.

4. The State's claims are barred, in whole or part, for lack of proximate causation between Altivity's actions and the State's injuries, which followed, if at all, from other superseding and/or intervening causes.

5. The native soil removed from the Wastewater Plant does not constitute "waste" as defined by 415 ILCS 5/3.305 and 3.535 (2010).

6. Altivity has not caused or allowed the open dumping of "waste" as defined by 415 ILCS 5/3.305 and 3.535 (2010).

7. The native soil at the Wastewater Plant was not contaminated to unsafe levels.

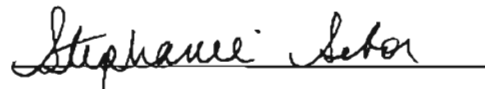
8. The standards set forth in the TACO Tier 1 Remediation Objectives for Concentration of Chemicals in Background Soils Within MSA's, 35 Ill. Adm. Code Part 742, Appendix A, Table G are not applicable to the native soil removed from the Wastewater Plant.

9. Altivity hereby incorporates by reference, as set forth fully herein, all other defenses and affirmative defenses to the Complaint alleged by any other Defendant.

10. Altivity reserves the right to assert other defenses or affirmative defenses as this action proceeds.

Dated: December 30, 2011

Respectfully Submitted,



Eleni Kouimelis
William C. O'Neil
Stephanie B. Sebor
WINSTON & STRAWN LLP
35 West Wacker Drive
Chicago, Illinois 60601
Telephone: (312) 558-5600
Facsimile: (312) 558-5700

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of December, 2011, I caused to be served a copy of **DEFENDANT ALTIVITY PACKAGING, LLC'S ANSWER** to be served on counsel of record by U.S. Mail:

Raymond J. Callery
Office of the Attorney General
500 South Second Street
Springfield, Illinois 62706

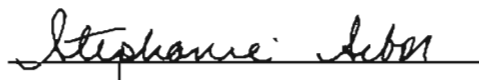
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Counsel for IntraPlant Maintenance Corp.

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PO Box 2418
Springfield, Illinois 62705

*Counsel for Ron Bright & IronHustler
Excavating, Inc.*

A handwritten signature in cursive script, reading "Stephanie Leber", is written over a horizontal line.