

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF MISSOURI
SOUTHWESTERN DIVISION

THE UNITED STATES OF AMERICA,
THE STATES OF COLORADO, OKLAHOMA,
MISSOURI, KANSAS, ILLINOIS, MONTANA,
and TENNESSEE, and THE EASTERN SHAWNEE
TRIBE OF OKLAHOMA, THE OTTAWA TRIBE
OF OKLAHOMA, THE PEORIA TRIBE OF
INDIANS OF OKLAHOMA, THE SENECA-
CAYUGA NATION, THE WYANDOTTE NATION,
THE MIAMI TRIBE OF OKLAHOMA,
and THE CHEROKEE NATION,

Plaintiffs,

v.

BLUE TEE CORP., BROWN STRAUSS, INC.,
DAVID P. ALLDIAN, RICHARD A. SECRIST,
and WILLIAM M. KELLY,

Defendants.

Civil No.

CIVIL COMPLAINT

INTRODUCTION

1. This is a civil action by plaintiffs the United States of America, on behalf of the United States Environmental Protection Agency (“EPA”), the United States Department of the Interior (“DOI”), and United States Department of Agriculture (“USDA”) (“the United States”); the States of Colorado, Oklahoma, Missouri, Kansas, Illinois, Montana, and Tennessee (“the States”); and the Eastern Shawnee Tribe of Oklahoma, the Ottawa Tribe of Oklahoma, the Peoria Tribe of Indians of Oklahoma, the Seneca-Cayuga Nation, the Wyandotte Nation, the Miami Tribe of Oklahoma and the Cherokee Nation (“the Tribes”).

2. Plaintiffs bring this action under Sections 106, and 107(a) and (f), of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 (“CERCLA”), 42 U.S.C. §§ 9606, 9607(a) & (f), against defendants Blue Tee Corp. (“Blue Tee”), and Brown Strauss, Inc. (“Brown Strauss”) (“the Corporate Defendants”). The United States also brings this action under the Federal Debt Collection Procedures Act (“FDCPA”), 28 U.S.C. § 3304(a)(2), against defendant Blue Tee and defendants David P. Alldian, Richard A. Secrist, and William M. Kelly (“the Individual Defendants”).

3. Plaintiffs seek to recover from the Corporate Defendants: (a) costs incurred or to be incurred for removal and remedial actions taken or to be taken in response to releases and threats of releases of hazardous substances at the American Zinc, Lead and Smelting Company (“American Zinc”) Sites, as defined herein; and (b) Natural Resource Damages (“NRD”) resulting from releases or threats of releases of hazardous substances at and from the American Zinc Sites, as defined herein. The United States also seeks to unwind or to recover from defendant Blue Tee and the Individual Defendants certain transfers made to the Individual Defendants by defendant Blue Tee.

4. The “American Zinc Sites” are:

(a) The former American Zinc, Lead and Smelting Company Site (“AZLS Site”), which consists of property on the east side of Caney, Montgomery, Kansas. From approximately 1907-1920, Blue Tee’s predecessor American Zinc owned and operated a lead and zinc smelter at the AZLS Site that released hazardous substances, including lead, cadmium, and zinc, to the AZLS Site, the Caney Yards Site, and the Owens Zinc Site. From approximately 1915-1921, American Zinc also owned and operated a lead and zinc smelter – known as the Owens Zinc Co., the Owens Plant, or the American Plant –

that released hazardous substances, including lead, cadmium, and zinc, to the AZLS Site, the Caney Yards Site, and the Owens Zinc Site.

(b) The Anderson-Calhoun Mine and Mill Superfund Site (“the Anderson-Calhoun Site”), which is located in Leadpoint, Stevens County, Washington. Mining and milling operations at the Anderson-Calhoun Site date back to 1910. Blue Tee’s predecessor American Zinc purchased the site in 1965, and mined and milled lead-zinc ore there until 1968. The site became contaminated by lead, zinc, and other metals, including approximately 900,000 cubic yards of lead-zinc tailings that American Zinc deposited on-site.

(c) The ASARCO Taylor Springs Superfund Site (“the Taylor Springs Site”), which is located in Taylor Springs, Montgomery County, Illinois. The site was the location of a zinc smelter and zinc oxide manufacturing facility owned and operated by Blue Tee’s predecessor American Zinc from approximately 1911 until approximately 1975. Operation of the facility released hazardous substances, including antimony, arsenic, cadmium, lead, and zinc, into the soil, surface water, and groundwater at the site. The site is largely within an area that is currently owned by the ASARCO Multi-State Custodial Trust, but includes all areas where hazardous substances have come to be located, and areas adjacent thereto, including but not limited to areas within the Village of Taylor Springs.

(d) The Bonita Peak Superfund Site (“the Bonita Peak Site”), is centered within the Animas River headwaters in San Juan County, Colorado. The Bonita Peak Mining District listing identified of 48 historic mining-related sources where ongoing release of metal-laden water and sediments are occurring within the Mineral Creek,

Cement Creek and Upper Animas River drainages. Historic mining operations by Blue Tee's predecessor American Zinc and others have contaminated soil, groundwater and surface water with heavy metals at the Bonita Peak Site.

(e) The Carpenter Snow Creek Mining District Superfund Site ("the Carpenter Snow Creek Site"), which is located in west-central Montana near the town of Neihart in Cascade County, Montana. The site encompasses approximately 9,000 acres with mine tailings piles, waste rock, and mine-influenced water present throughout the site due to many inactive and abandoned mines. The site has been divided into three Operable Units ("OUs") for remediation. Blue Tee's predecessor, American Zinc, owned and/or operated the Silver Dyke Mine ("OU 3") from approximately 1923-1929. High levels of hazardous substances, including arsenic, cadmium, copper, lead, and/or zinc have discharged and continue to discharge from an adit at the Silver Dyke Mine and from tailings into Carpenter Creek and downstream into Belt Creek. The contaminants from the Silver Dyke Mine have resulted in at least 3.3 miles of damaged streams; the damaged streams do not support any aquatic life, including fish.

(f) The Cherokee County Superfund Site ("the Cherokee County Site"), which spans 115 square miles in Cherokee County, Kansas, and represents the Kansas portion of the Tri-State Lead Zinc Mining District. From the mid-1800s until 1970, lead and zinc ore mining and processing carried out by Blue Tee's predecessor American Zinc generated massive chat piles and tailings at the site. The site is contaminated with lead, zinc, and other hazardous substances.

(g) The Dearing Site, which is located in Montgomery County, Kansas. The Dearing Site is identified by Kansas Department of Health and Environment ("KDHE")

Project Code C3-063-00340 and is located one-half mile west of Dearing, Kansas, NW 1/4 of Section 25, Township 34 South, Range 15 East. Blue Tee's predecessor American Zinc operated in the area from 1907 to 1919, including at a smelter. During its operations, American Zinc deposited hazardous substances at the site including arsenic, lead, and cadmium.

(h) The East La Harpe Smelter Site ("the East La Harpe Site"), which is located in Allen County, Kansas and is identified by KDHE Project Code C3-001-03005 and located SE/4 of the NE/4 of Section 35, Township 24 South, Range 19 East. The East La Harpe Smelter was built in 1902 and was operated by American Zinc from 1903 to 1905. During its operations, American Zinc released hazardous substances including arsenic, cadmium, lead, and zinc to the site.

(i) The Grandview Mine and Mill Superfund Site ("the Grandview Site"), which is located in Pend Oreille County, Washington. Blue Tee's predecessor American Zinc operated a lead and zinc mining and milling facility at the Grandview Site from the 1950s to 1964. During its operations, American Zinc released hazardous substances at the site, including arsenic, cadmium, copper, lead, manganese, mercury, selenium, thallium, chromium, and zinc.

(j) The Jasper County Superfund Site ("the Jasper County Site"), also known as the Oronogo-Duenweg Mining Belt Superfund Site, which is located in Jasper County, Missouri, in the Missouri portion of the Tri-State Lead Zinc Mining District. From the late 1800s until approximately 1970, lead and zinc ore mining and processing operations generated about 150 million tons of hazardous waste material at the Jasper County Site.

Blue Tee's predecessor American Zinc operated at the site at the time of the disposal of lead, zinc, and other hazardous substances at the site.

(k) The Klondyke Tailings Removal Site ("the Klondyke Site"), which is located near the town of Klondyke in Graham County, Arizona. From 1963 to 1968, Blue Tee's predecessor American Zinc owned and/or operated a mill at the site for the processing of lead, zinc, and copper concentrates. Hazardous substances, including arsenic and lead were disposed of at the site at the time of American Zinc's ownership and/or operation of the mill.

(l) The Neodesha Site, which is located in Wilson County, Kansas. The Neodesha Site is identified by KDHE Project Code C3-103-71600 and located at NE ¼ of the SE ¼ of Section 18, Township 30 South, Range 16 East, 1220 W Granby, Neodesha, Kansas 66757. The Neodesha Site is a portion of the former location of a smelter operated by Blue Tee's predecessor American Zinc in approximately 1917. Arsenic, lead, and cadmium-impacted soil and smelter waste were disposed of at the site at the time of American Zinc's operation of the smelter.

(m) The Newton County Mine Tailings Superfund Site ("the Newton County Site"), which is located in Newton County, Missouri, in the Missouri portion of the Tri-State Lead Zinc Mining District, and is contiguous with the Jasper County Site. Blue Tee's predecessor American Zinc operated lead and zinc mines and mills that released and disposed of hazardous substances into five Designated Areas of the site. The site is contaminated with lead, cadmium, zinc, and other hazardous substances.

(n) The Old American Zinc Plant Site ("the OAZ Site"), which is located in Fairmont City, St. Clair County, Illinois. The OAZ Site is a closed metals processing

facility that, between approximately 1916 and 1967, released the hazardous substances lead, cadmium, zinc, arsenic, and manganese, in concentrations that endanger human health and the environment, into an area encompassing approximately 132 acres, as well as into adjacent residential areas and other areas. From 1916 through 1967 the site was owned by Blue Tee's predecessor American Zinc. From 1967 and 1979 it was owned by another Blue Tee predecessor. From 1916 to 1967, the site was operated as a smelting and metals processing facility primarily by American Zinc.

(o) The American Lead and Zinc Mill Superfund Site is located near the town of Ouray, Ouray County, Colorado ("the Ouray Site"). Blue Tee's predecessor American Zinc owned and operated the Site mill from 1946 to 1955. A 2007 site inspection conducted by the Colorado Department of Public Health and Environment revealed elevated concentrations of lead and arsenic in soils at the Ouray site attributed to American Zinc's milling operations.

(p) The Owens Zinc Site, which is located in Montgomery County, Kansas. The Owens Zinc Site is identified by KDHE Project Code C3-063-00193 and located at South 1/2 of Section 1, Township 35 South, Range 13 East, 1361 County Road 1600, Caney, Kansas. From approximately 1915-1921, Blue Tee's predecessor American Zinc owned and operated a lead and zinc smelter – known as the Owens Zinc Co., the Owens Plant, or the American Plant – that released hazardous substances, including arsenic, lead, cadmium, and zinc, to the AZLS Site, the Owens Zinc Site, and the Caney Yards Site.

(q) The Caney Residential Yards Site ("the Caney Yards Site") consists of certain residential yards, day care centers, and schools in Caney, Montgomery County, Kansas, contaminated with hazardous substances, including lead, cadmium, and zinc.

From approximately 1907-1920, Blue Tee's predecessor American Zinc owned and operated a lead and zinc smelter at the AZLS Site that released hazardous substances, including lead, cadmium, and zinc, to the AZLS Site, the Owens Zinc Site, and the Caney Yards Site. From approximately 1915-1921, American Zinc also owned and operated a lead and zinc smelter – known as the Owens Zinc Co., the Owens Plant, or the American Plant – that released hazardous substances, including lead, cadmium, and zinc, to the AZLS Site, the Owens Zinc Site, and the Caney Yards Site.

(r) Sites O and Q of the Sauget Area 2 Superfund Site (“Sites O and Q of the Sauget Area 2 Site”), which are located in Cahokia and Sauget, St. Clair County, Illinois. They consist of two of five industrial disposal sites in Sauget, Illinois. Between 1965 and 1978, Site O contained four unlined dewatering lagoons that, on a daily basis, received and treated over 9 million gallons of industrial wastewater from area industries. Site O contains an estimated 272,000 cubic yards of waste materials containing hazardous substances, including polychlorinated byphenyls (“PCBs”), dioxins, volatile and semi-volatile organic compounds, and heavy metals including cadmium, copper, mercury, nickel, and zinc. Between 1942 and 1971, Blue Tee's predecessor American Zinc owned and operated an electrolytic zinc refinery at the intersection of Monsanto Avenue and Route 3 in Sauget, Illinois. The facility sent refinery wastewaters containing hazardous substances to Site O of the Sauget Site. Site Q consists of approximately 90 acres of land between the United States Army Corps of Engineers flood control levee on the east and the Mississippi River on the west. Site Q is the largest surface and subsurface waste disposal area in the Sauget Area 2 Site, and contains an estimated volume of 2.6 million cubic yards of waste, including PCBs, dioxins, volatile and semi-volatile organic

compounds, heavy metals such as antimony, cadmium, chromium, copper, lead mercury, nickel, and zinc. Between 1942 and 1971, Blue Tee's predecessor American Zinc arranged for the disposal of wastes containing hazardous substances at Site Q of the Sauget Area 2 Site.

(s) "Rockwood Iron and Metal" means the Rockwood Iron and Metal Site located in Roane County, Tennessee with a complete description of the property included in a Deed of Record in Deed Book W17, page 671 in the Register's Office in Roane County, Tennessee. From 1974 until 1985, Blue Tee's predecessor American Zinc operated an automobile shredding facility at the site where it produced, among other things, automotive shredder residue, which contains hazardous substances. The automotive shredder residue was disposed of in piles at the site because it had no commercial value.

(t) The Tar Creek Superfund Site ("the Tar Creek Site") is approximately 40 square miles, and includes all areas in Ottawa County, Oklahoma, where hazardous substances lead, cadmium, and zinc from mining, milling, or smelting have come to be located. The Tar Creek Site is the Oklahoma portion of the Tri-State Lead Zinc Mining District. Blue Tee's predecessor American Zinc was an owner and/or operator at the Tar Creek Site at various times from 1925 through 1974. Almost all of the lead, cadmium, and zinc contamination was generated by mining and milling of crude ore to obtain lead and zinc concentrate; although, one small smelter did operate on the Tar Creek Site, generating a relatively small amount of slag and other smelter wastes. Approximately 50 million cubic yards of mill tailings, which contain the hazardous substances zinc,

cadmium, and lead, are disposed on approximately 3,666 acres on the Tar Creek Site. Some tailings piles are 200 feet high.

JURISDICTION AND VENUE

5. The United States has authority to bring this action on behalf of EPA, DOI, and USDA under 28 U.S.C. §§ 516 and 519.

6. This court has jurisdiction over the subject matter of this action and over the parties pursuant to Sections 106, 107(a) & (f), and 113 of CERCLA, 42 U.S.C. §§ 9606, 9607(a) & (f), and 9613, 28 U.S.C. § 3304(a)(2), and 28 U.S.C. §§ 1331 and 1345.

7. Venue is proper in this District pursuant to Sections 106, and 107(a) & (f) of CERCLA, 42 U.S.C. §§ 9606, 9607(a) & (f), 28 U.S.C. § 3304(a)(2), and 28 U.S.C. § 1391(b)(3).

DEFENDANTS

8. Defendant Blue Tee is a Delaware corporation that no longer maintains a corporate headquarters. Blue Tee is the legal successor to American Zinc and a legal predecessor of defendant Brown Strauss.

9. Defendant Brown Strauss is a Delaware corporation engaged in the purchase and sale of structural steel. Brown Strauss' principal place of business is the State of Colorado and does business throughout the United States. Brown Strauss is a legal successor to defendant Blue Tee.

10. Defendant David P. Alldian is the President, the Chief Financial Officer, and a member of the Board of Directors of Blue Tee. He is also a member of the Board of Directors of Brown Strauss and Brown Strauss Holdings, Inc. ("BSI Holdings"). BSI Holdings is the parent company of both Blue Tee and Brown Strauss.

11. Defendant Richard A. Secrist is a former officer and director of Blue Tee.

12. Defendant William M. Kelly is a member of the Board of Directors of Blue Tee, Brown Strauss and BSI Holdings.

LEGAL BACKGROUND RELEVANT TO
CERCLA COST RECOVERY AND NATURAL RESOURCES DAMAGES CLAIMS
AGAINST BLUE TEE AND BROWN STRAUSS

13. Sections 104(a) and (b) of CERCLA, 42 U.S.C. §§ 9604(a) & (b), provide that whenever any hazardous substance is released into the environment, or there is a substantial threat of a release, the President is authorized to act, consistent with the National Contingency Plan, to remove or arrange for the removal of such hazardous substance, and to undertake such investigations, monitoring, surveys, testing or other information gathering as necessary to identify the existence and extent of the releases and the extent of the danger to public health or welfare or to the environment.

14. Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), provides, in pertinent part:

Notwithstanding any other provision or rule of law, and subject only to the defenses set forth in subsection (b) of this section --

- (1) the owner or operator of a vessel or a facility,
- (2) any person who at the time of disposal of any hazardous substance owned or operated any facility at which such hazardous substances were disposed of,
- (3) any person who by contract, agreement, or otherwise arranged for disposal or treatment, or arranged with a transporter for transport for 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,

* * *

shall be liable for –

(A) all costs of removal or remedial action incurred by the United States Government or a State or an Indian Tribe not inconsistent with the national contingency plan . . .

* * *

(C) damages for injury to, destruction of, or loss of natural resources, including the reasonable costs of assessing such injury, destruction, or loss resulting from such a release

15. Section 107(f) of CERCLA, 42 U.S.C. § 9607(f), provides, in pertinent part, that in the case of an injury to, destruction of, or loss of natural resources under Section 107(a)(4)(C), 42 U.S.C. § 9607(a)(4)(C), liability shall be to the United States Government and to any State for natural resources within the State or belonging to, managed by, controlled by, or appertaining to such State and to any Indian tribe for natural resources belonging to, managed by, controlled by, or appertaining to such tribe, or held in trust for the benefit of such tribe, or belonging to a member of such tribe if such resources are subject to a trust restriction on alienation.

16. Section 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2), provides: “In any such action described in this subsection, the court shall enter a declaratory judgment on liability for response costs or damages that will be binding on any subsequent action or actions to recover further response costs or damages.”

**LEGAL BACKGROUND RELEVANT TO
FDCPA CLAIMS AGAINST BLUE TEE AND THE INDIVIDUAL DEFENDANTS**

17. 28 U.S.C. § 3304(a)(2) provides that a transfer made or obligation incurred by a debtor is fraudulent as to a debt to the United States which arises before the transfer is made or the obligation is incurred if: (A) the transfer was made to an insider for an antecedent debt and the debtor was insolvent at the time; and (B) the insider had reasonable cause to believe that the debtor was insolvent.

GENERAL ALLEGATIONS RELEVANT TO
CERCLA COST RECOVERY AND NATURAL RESOURCES DAMAGES CLAIMS
AGAINST BLUE TEE AND BROWN STRAUSS

18. As alleged above in Paragraphs 4(a) – (t), American Zinc owned and operated facilities that released or threatened to release hazardous substances into the environment at each and every one of the American Zinc sites.

19. American Zinc later merged into Gold Fields American Industries (“GFAI”). GFAI, the surviving corporation, thereby became the legal successor to American Zinc.

20. GFAI was a subsidiary of Gold Fields American Corporation (“GFAC”).

21. Defendant Blue Tee was formed in 1985 as part of leveraged buyout of GFAI (“the 1985 Buyout”). The 1985 Buyout resulted in the merger of Defendant Blue Tee with GFAI. Defendant Blue Tee was the surviving corporation of the merger.

22. As a result of the 1985 Buyout, Defendant Blue Tee, the surviving corporation of the merger, became the legal successor to GFAI, and hence the legal successor to American Zinc.

23. There have been injuries to, destruction of, and losses of natural resources resulting from releases of hazardous substances at the AZLS Site, the Carpenter Snow Creek Site, the Cherokee County Site, the East La Harpe Site, the Jasper County Site, the Newton County Site, Sites O and Q of the Sauget Area 2 Site, and the Tar Creek Site.

24. The United States has incurred costs in response to releases or threats of releases at the following American Zinc sites: the Anderson-Calhoun Site, the Bonita Peak Site, the Caney Yards Site, the Carpenter Snow Creek Site, the Cherokee County Site, the Grandview Site, the Jasper County Site, the Klondyke Site, the OAZ Site, the Tar Creek Site, and the Taylor Springs Site. The United States is a Trustee for natural resource damages at the AZLS Site, the

Carpenter Snow Creek Site, the Cherokee County Site, the East La Harpe Site, the Jasper County Site, the Newton County Site, Sites O and Q of the Sauget Area 2 Site, and the Tar Creek Site.

25. The State of Colorado has incurred costs in response to releases or threats of releases of hazardous substances at the Bonita Peak Site and the Ouray Site, and is a Trustee for natural resource damages at the Bonita Peak Site.

26. The State of Oklahoma has incurred costs in response to releases or threats of releases of hazardous substances at the Tar Creek Site, and is a trustee for natural resources at this site.

27. The State of Missouri has incurred costs in response to releases or threats of releases of hazardous substances at the Jasper County Site and the Newton County Site, and is a trustee for natural resources at both sites.

28. The State of Kansas has incurred costs in response to releases or threats of releases of hazardous substances at the AZLS Site, the Cherokee County Site, the Dearing Site, the East La Harpe Site, the Neodesha Site, and the Owens Zinc Site, and is a trustee for natural resources at the AZLS Site, the East La Harpe Site, and the Cherokee County Site.

29. The State of Illinois is a trustee for natural resources at Sites O and Q of the Sauget Area 2 Site.

30. The State of Montana has incurred costs in response to releases or threats of releases of hazardous substances at the Carpenter Snow Creek Site, and is a trustee for natural resources at the site.

31. The State of Tennessee has incurred costs in response to releases or threats of releases of hazardous substances at the Rockwood Site.

32. The Tribes have incurred costs in response to releases or threats of releases of hazardous substances at the Tar Creek Site, and are trustees for natural resources at the site.

GENERAL ALLEGATIONS RELEVANT TO
SUCCESSOR CLAIMS AGAINST BROWN STRAUSS

33. On or about May 1, 2015, Blue Tee and Brown Strauss' parent corporation, BSI Holdings entered into a Reorganization and Transfer Agreement ("the Agreement") that transferred Blue Tee's Brown Strauss Division to a newly-created company, Brown Strauss.

34. Subsequent to the transfer, the shareholders of Blue Tee remained the shareholders of Brown Strauss, and Brown Strauss continued in every respect the business operations of the structural steel sales and distribution business enterprise that formerly consisted of the Brown Strauss Division of Blue Tee.

35. Following the transfer to the assets of the Blue Tee's Brown Strauss Division from Blue Tee to Brown Strauss, Brown Strauss had the same owners and employees as the former Brown Strauss Division of Blue Tee, used the same business assets and equipment of the former Brown Strauss Division of Blue Tee, and offered the same products and services previously offered by the Brown Strauss Division of Blue Tee to the same customers and clients of the former Brown Strauss Division of Blue Tee. Moreover, Brown Strauss had many of the same officers and directors as had Blue Tee.

36. Following the transfer of the Blue Tee's Brown Strauss Division, Blue Tee had no active business operations, few assets, only one full time employee, and was intended to be dissolved or rendered inactive.

GENERAL ALLEGATIONS RELEVANT TO
FDCPA CLAIMS AGAINST BLUE TEE, ALLDIAN, SECRIST, AND KELLY

37. From 2012 through 2015, defendant Blue Tee transferred significant money to the Individual Defendants relating to both Blue Tee's Executive Stock Ownership and Retirement Plan ("ESORP") and Blue Tee Supplemental Executive Retirement Plan ("SERP").

38. On April 13, 2016, Peabody Energy Corporation ("Peabody") and its 152 affiliates, including Gold Fields Mining, LLC, filed for the bankruptcy protection the United States Bankruptcy Court for the Eastern District of Missouri.

39. Prior to and no later than April 13, 2016, the total past and future environmental liabilities at the American Zinc sites, far exceeded the value of the assets of Blue Tee.

40. Soon after April 13, 2016, Blue Tee transferred to Richard Secrist \$6,780,319 for an alleged antecedent debt related to the SERP.

41. Soon after April 13, 2016, Blue Tee transferred to William M. Kelly \$6,355,526 for an alleged antecedent debt related to the SERP.

42. Soon after April 13, 2016, Blue Tee transferred to David P. Alldian \$7,329,853 for an alleged antecedent debt related to the SERP.

43. Defendants Alldian, Secrist, and Kelly were "Insiders" within the meaning of 28 U.S.C. § 3301(5) at the time of the transfers described in Paragraphs 40 – 42.

44. Each of the transfers described in Paragraphs 40 – 42 from Blue Tee to defendants Alldian, Secrist, and Kelly were for alleged antecedent debts.

45. Defendant Blue Tee was insolvent at the time of each of the transfers described in Paragraphs 40 – 42 from Blue Tee to defendants Alldian, Secrist, and Kelly.

46. Defendants Alldian, Secrist, and Kelly had reasonable cause to believe that Blue Tee was insolvent at the time of each of the transfers described in Paragraphs 40 – 42.

FIRST CLAIM FOR RELIEF
(BY THE UNITED STATES)
CERCLA COST RECOVERY AGAINST BLUE TEE

47. Paragraphs 1 through 46 are incorporated here.

48. American Zinc is a person that owned and/or operated each of the following sites at a time when hazardous substances were disposed of, released, or threatened to be released into the environment: the Anderson-Calhoun Site, the Bonita Peak Site, the Caney Yards Site, the Carpenter Snow Creek Site, the Cherokee County Site, the Grandview Site, the Jasper County Site, the Klondyke Site, the OAZ Site, the Tar Creek Site, and the Taylor Springs Site.

49. EPA has incurred response costs at the Anderson-Calhoun Site, the Bonita Peak Site, the Caney Yards Site, the Carpenter Snow Creek Site, the Cherokee County Site, the Grandview Site, the Jasper County Site, the Klondyke Site, the OAZ Site, the Tar Creek Site, and the Taylor Springs Site. USDA has incurred costs at the Carpenter Snow Creek Site.

50. As a person that owned or operated at the time of disposal of hazardous substances at each site, American Zinc is liable to the United States under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for all costs incurred by the United States in response to releases and threats of releases of hazardous substances at each of the sites listed in Paragraph 48, above.

51. Defendant Blue Tee is the legal successor to American Zinc.

52. Defendant Blue Tee is liable under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for the United States' response costs incurred at the Anderson-Calhoun Site, the Bonita Peak Site, the Caney Yards Site, the Carpenter Snow Creek

Site, the Cherokee County Site, the Grandview Site, the Jasper County Site, the Klondyke Site, the OAZ Site, the Tar Creek Site, and the Taylor Springs Site.

SECOND CLAIM FOR RELIEF
(BY THE UNITED STATES)
CERCLA NATURAL RESOURCES DAMAGES AGAINST BLUE TEE

53. Paragraphs 1 through 46 are incorporated here.

54. American Zinc is a responsible person at each of the following sites at a time when hazardous substances were disposed of, released, or threatened to be released into the environment: the AZLS Site, the Carpenter Snow Creek Site, the Cherokee County Site, the East La Harpe Site, the Jasper County Site, the Newton County Site, Sites O and Q of the Sauget Area 2 Site, and the Tar Creek Site.

55. As a responsible person at each site at the time of disposal of hazardous substances, American Zinc is liable to the United States under Section 107(a)(2), (a)(3), (a)(4)(C) and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(3), (a)(4)(C) & 107(f), for all natural resource damages resulting from releases of hazardous substances at and from the sites listed in Paragraph 54, above.

56. Injury to, destruction of, or loss of “natural resources” under the trusteeship of DOI—including fish, mussels, and birds, resulted from releases of hazardous substances at and from the sites listed in Paragraph 54, above.

57. Defendant Blue Tee is the legal successor to American Zinc.

58. Defendant Blue Tee is liable to the United States under Sections 107(a)(2), (a)(3), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(3), (a)(4)(C), & 107(f), for the United States’ natural resource damages at the AZLS Site, the Carpenter Snow Creek Site, the

Cherokee County Site, the East La Harpe Site, the Jasper County Site, the Newton County Site, Sites O and Q of the Sauget Area 2 Site, and the Tar Creek Site.

THIRD CLAIM FOR RELIEF
(BY THE UNITED STATES)
CERCLA COST RECOVERY AND NATURAL RESOURCE DAMAGES
AGAINST BROWN STRAUSS

59. Paragraphs 1 through 46 are incorporated here.
60. Defendant Brown Strauss is the legal successor to Blue Tee.
61. Defendant Brown Strauss is liable to the United States under Sections 107(a)(2), (a)(3), (a)(4)(A) & (C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(3), (a)(4)(A) & (C), & 9607(f), for response costs and/or natural resource damages resulting from the disposal and releases of hazardous substances at and from the Anderson-Calhoun Site, the Caney Yards Site, the Taylor Springs Site, the Bonita Peak Site, the Carpenter Snow Creek Site, the Cherokee County Site, The East La Harpe Site, the Grandview Site, the Jasper County Site, the Klondyke Site, the Newton County Site, the OAZ Site, the AZLS Site, Sites O and Q of the Sauget Area 2 Site, and the Tar Creek Site.

FOURTH CLAIM FOR RELIEF
(BY THE STATE OF COLORADO)
CERCLA COST RECOVERY AGAINST BLUE TEE
FOR THE BONITA PEAK AND OURAY SITES

62. Paragraphs 1 through 46 are incorporated here.
63. American Zinc is a person that owned and/or operated each of the following sites at a time when hazardous substances were disposed of, released, or threatened to be released into the environment: the Bonita Peak Site and the Ouray Site.
64. The State of Colorado has incurred response costs at the Bonita Peak Site and the Ouray Site.

65. As a person that owned or operated at each site at the time of disposal of hazardous substances, American Zinc is liable to the State of Colorado at each site under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for all costs incurred by the State of Colorado in response to releases and threats of releases of hazardous substances at the Bonita Peak Site and the Ouray Site.

66. Defendant Blue Tee is the legal successor to American Zinc.

67. Defendant Blue Tee is liable under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for the State of Colorado's response costs incurred at the Bonita Peak Site and the Ouray Site.

FIFTH CLAIM FOR RELIEF
(BY THE STATE OF COLORADO)
CERCLA NATURAL RESOURCE DAMAGES AGAINST BLUE TEE
FOR THE BONITA PEAK AND OURAY SITES

68. Paragraphs 1 through 46 are incorporated here.

69. American Zinc is a person that owned and/or operated each of the Bonita Peak Site and the Ouray Site at the time of disposal of hazardous substances.

70. As a person that owned or operated at each site at the time of disposal of hazardous substances, American Zinc is liable to the State of Colorado under Section 107(a)(2), (a)(4)(C) and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(C) & 107(f), for all natural resource damages resulting from releases of hazardous substances at the Bonita Peak Site and the Ouray Site.

71. The State of Colorado is a trustee for the natural resources located at the Bonita Peak Site and the Ouray Site.

72. Defendant Blue Tee is the legal successor to American Zinc.

73. Defendant Blue Tee is liable to the State of Colorado under Sections 107(a)(2), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(C), & 9607(f), for natural resource damages at the Bonita Peak Site and the Ouray Site.

SIXTH CLAIM FOR RELIEF
(BY THE STATE OF COLORADO)
CERCLA COST RECOVERY AND NATURAL RESOURCE DAMAGES
AGAINST BROWN STRAUSS
FOR THE BONITA PEAK AND OURAY SITES

74. Paragraphs 1 through 46 are incorporated here.

75. Defendant Brown Strauss is the legal successor to Blue Tee.

76. Defendant Brown Strauss is liable to the State of Colorado under Sections 107(a)(2), (a)(4)(A) & (C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(A) & (C), & 9607(f), for response costs and/or natural resource damages resulting from releases of hazardous substances at and from the Bonita Peak Site and the Ouray Site.

SEVENTH CLAIM FOR RELIEF
(BY THE STATE OF OKLAHOMA)
CERCLA COST RECOVERY AGAINST BLUE TEE
FOR THE TAR CREEK SITE

77. Paragraphs 1 through 46 are incorporated here.

78. American Zinc is a person that owned and/or operated the Tar Creek Site at a time when hazardous substances were disposed of, released, or threatened to be released into the environment.

79. The State of Oklahoma has incurred response costs at the Tar Creek Site.

80. As a person that owned or operated the Tar Creek Site at the time of disposal of hazardous substances, American Zinc is liable to the State of Oklahoma at each site under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for all costs

incurred by the State of Oklahoma in response to releases and threats of releases of hazardous substances at the Tar Creek Site.

81. Defendant Blue Tee is the legal successor to American Zinc.

82. Defendant Blue Tee is liable under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for the State of Oklahoma's response costs incurred at the Tar Creek Site.

EIGHTH CLAIM FOR RELIEF
(BY THE STATE OF OKLAHOMA)
CERCLA NATURAL RESOURCE DAMAGES
AGAINST BLUE TEE FOR THE TAR CREEK SITE

83. Paragraphs 1 through 46 are incorporated here.

84. American Zinc is a person that owned or operated the Tar Creek Site at the time of disposal of hazardous substances.

85. As a person that owned or operated at each site at the time of disposal of hazardous substances, American Zinc is liable to the State of Oklahoma under Section 107(a)(2), (a)(4)(C) and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(C) & 107(f), for all natural resource damages resulting from releases of hazardous substances at the Tar Creek Site.

86. The State of Oklahoma is a trustee for the natural resources located at the Tar Creek Site.

87. Injury to, destruction of, or loss of "natural resources" under the trusteeship of the State of Oklahoma – including fish, mussels, groundwater, and birds, resulted from releases of hazardous substances at and from the Tar Creek Site.

88. Defendant Blue Tee is the legal successor to American Zinc.

89. Defendant Blue Tee is liable to the State of Oklahoma under Sections 107(a)(2), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(C), & 107(f), for natural resource damages resulting from releases of hazardous substances at and from the Tar Creek Site.

NINTH CLAIM FOR RELIEF
(BY THE STATE OF OKLAHOMA)
CERCLA COST RECOVERY AND NATURAL RESOURCE DAMAGES
AGAINST BROWN STRAUSS FOR THE TAR CREEK SITE

90. Paragraphs 1 through 46 are incorporated here.

91. Defendant Brown Strauss is the legal successor to Blue Tee.

92. Defendant Brown Strauss is liable to the State of Oklahoma under Sections 107(a)(2), (a)(4)(A) & (C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(A) & (C), & 9607(f), for response costs and/or natural resource damages resulting from releases of hazardous substances at and from the Tar Creek Site.

TENTH CLAIM FOR RELIEF
(BY THE STATE OF MISSOURI)
CERCLA COST RECOVERY AGAINST BLUE TEE
FOR THE JASPER COUNTY AND NEWTON COUNTY SITES

93. Paragraphs 1 through 46 are incorporated here.

94. American Zinc is a person that owned and/or operated the Jasper County Site and Newton County Site at a time when hazardous substances were disposed of, released, or threatened to be released into the environment.

95. The State of Missouri has incurred response costs at the Jasper County Site and the Newton County Site.

96. As a person that owned or operated the Jasper County Site and the Newton County Site at the time of disposal of hazardous substances, American Zinc is liable to the State

of Missouri under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for all costs incurred by the State of Missouri in response to releases and threats of releases of hazardous substances at the Jasper County Site and the Newton County Site.

97. Defendant Blue Tee is the legal successor to American Zinc.

98. Defendant Blue Tee is liable under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for the State of Missouri's response costs incurred at the Jasper County Site and the Newton County Site.

ELEVENTH CLAIM FOR RELIEF
(BY THE STATE OF MISSOURI)
CERCLA NATURAL RESOURCES DAMAGES AGAINST BLUE TEE
FOR THE JASPER COUNTY AND NEWTON COUNTY SITES

99. Paragraphs 1 through 46 are incorporated here.

100. American Zinc is a person that owned and/or operated the Jasper County Site and the Newton County Site at the time of disposal of hazardous substances.

101. As a person that owned or operated at each site at the time of disposal of hazardous substances, American Zinc is liable to the State of Missouri under Section 107(a)(2), (a)(4)(C) and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (A)(4)(C) & 107(f), for all natural resource damages resulting from releases of hazardous substances at the Jasper County Site and the Newton County Site.

102. Injury to, destruction of, or loss of "natural resources" under the trusteeship of the State of Missouri—including fish, mussels, and birds, resulted from releases of hazardous substances at and from the Jasper County Site and the Newton County Site.

103. Defendant Blue Tee is the legal successor to American Zinc.

104. Defendant Blue Tee is liable to the State of Missouri under Sections 107(a)(2), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(C), & 107(f), for natural resource damages as a result of releases of hazardous substances at and from the Jasper County Site and the Newton County Site.

TWELFTH CLAIM FOR RELIEF
(BY THE STATE OF MISSOURI)
CERCLA COST RECOVERY AND NATURAL RESOURCE DAMAGES
AGAINST BROWN STRAUSS
FOR THE JASPER COUNTY AND NEWTON COUNTY SITES

105. Paragraphs 1 through 46 are incorporated here.

106. Defendant Brown Strauss is the legal successor to Blue Tee.

107. Defendant Brown Strauss is liable to the State of Missouri under Sections 107(a)(1), (a)(2), (a)(4)(A) & (C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(1), (a)(2), (a)(4)(A) & (C), & 9607(f), for response costs and/or natural resource damages resulting from releases of hazardous substances at and from the Jasper County Site and the Newton County Site.

THIRTEENTH CLAIM FOR RELIEF
(BY THE STATE OF KANSAS)
CERCLA COST RECOVERY AGAINST BLUE TEE
FOR CERTAIN SITES

108. Paragraphs 1 through 46 are incorporated here.

109. American Zinc is a person that owned and/or operated the AZLS Site, the Cherokee County Site, the Dearing Site, the East La Harpe Site, the Neodesha Site, and the Owens Zinc Site at a time when hazardous substances were disposed of, released, or threatened to be released into the environment.

110. The State of Kansas has incurred response costs at the AZLS Site, the Cherokee County Site, the Dearing Site, the East La Harpe Site, the Neodesha Site, and the Owens Zinc Site.

111. As a person that owned or operated the AZLS Site, the Cherokee County Site, the Dearing Site, the East La Harpe Site, the Neodesha Site, and the Owens Zinc Site at the time of disposal of hazardous substances, American Zinc is liable to the State of Kansas under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for all costs incurred by the State of Kansas in response to releases and threats of releases of hazardous substances at those sites.

112. Defendant Blue Tee is the legal successor to American Zinc.

113. Defendant Blue Tee is liable under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for the State of Kansas's response costs incurred at the AZLS Site, the Cherokee County Site, the Dearing Site, the East La Harpe Site, the Neodesha Site, and the Owens Zinc Site.

FOURTEENTH CLAIM FOR RELIEF
(BY THE STATE OF KANSAS)
CERCLA NATURAL RESOUC E DAMAGES
AGAINST BLUE TEE FOR VARIOUS SITES

114. Paragraphs 1 through 46 are incorporated here.

115. American Zinc is a person that owned and/or operated at the AZLS Site, the East La Harpe Site, and the Cherokee County Site at the time of disposal of hazardous substances.

116. As a person that owned or operated at each site at the time of disposal of hazardous substances, American Zinc is liable to the State of Kansas under Section 107(a)(2), (a)(4)(C) and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (A)(4)(C) & 107(f), for all natural

resource damages resulting from releases of hazardous substances at the AZLS Site, the East La Harpe Site, and the Cherokee County Site.

117. Injury to, destruction of, or loss of “natural resources” under the trusteeship of the State of Kansas—including fish, mussels, groundwater, and birds, resulted from releases of hazardous substances at and from the AZLS Site, the East La Harpe Site, and the Cherokee County Site.

118. Defendant Blue Tee is the legal successor to American Zinc.

119. Defendant Blue Tee is liable to the State of Kansas under Sections 107(a)(1), (a)(2), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(1), (a)(2), (a)(4)(C), & 107(f), for natural resource damages as a result of releases of hazardous substances at and from the AZLS Site, the East La Harpe Site, and the Cherokee County Site.

FIFTEENTH CLAIM FOR RELIEF
(BY THE STATE OF KANSAS)
CERCLA COST RECOVERY AND NATURAL RESOURCE DAMAGES
AGAINST BROWN STRAUSS
FOR CERTAIN SITES

120. Paragraphs 1 through 46 are incorporated here.

121. Defendant Brown Strauss is the legal successor to Blue Tee.

122. Defendant Brown Strauss is liable to the State of Kansas under Sections 107(a)(2), (a)(4)(A) & (C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(A) & (C), & 9607(f), for response costs at the AZLS Site, the Cherokee County Site, the Dearing Site, the East La Harpe Site, the Neodesha Site, and the Owens Zinc Site and natural resource damages at the AZLS Site, the East La Harpe Site, and the Cherokee County Site.

SIXTEENTH CLAIM FOR RELIEF
(BY THE STATE OF ILLINOIS)
CERCLA NATURAL RESOURCE DAMAGES AGAINST BLUE TEE
FOR THE SAUGET AREA 2 SITE

123. Paragraphs 1 through 46 are incorporated here.

124. American Zinc is a person who arranged for hazardous substances to be disposed and/or generated hazardous substances disposed of at Sites O and Q of the Sauget Area 2 Site.

125. As an arranger and/or generator at each site, American Zinc is liable to the State of Illinois under Section 107(a)(3), (a)(4)(C) and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(3), (A)(4)(C) & 107(f), for all natural resource damages resulting from releases of hazardous substances at Sites O and Q of the Sauget Area 2 Site.

126. Injury to, destruction of, or loss of “natural resources” under the trusteeship of the State of Illinois—including surface water and birds, resulted from releases of hazardous substances at and from the Sites O and Q of the Sauget Area 2 Site.

127. Defendant Blue Tee is the legal successor to American Zinc.

128. Defendant Blue Tee is liable to the State of Illinois under Sections 107(a)(3), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(3), (a)(4)(C), & 107(f), for natural resource damages as a result of releases of hazardous substances at and from Sites O and Q of the Sauget Area 2 Site.

SEVENTEENTH CLAIM FOR RELIEF
(BY THE STATE OF ILLINOIS)
CERCLA NATURAL RESOURCE DAMAGES AGAINST BROWN STRAUSS
FOR THE SAUGET AREA 2 SITE

129. Paragraphs 1 through 46 are incorporated here.

130. Defendant Brown Strauss is the legal successor to Blue Tee.

131. Defendant Brown Strauss is liable to the State of Illinois under Sections 107(a)(1), (a)(2), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(1), (a)(2), (a)(4)(C), & 9607(f), for natural resource damages resulting from releases of hazardous substances at and from Sites O and Q of the Sauget Area 2 Site.

EIGHTEENTH CLAIM FOR RELIEF
(BY THE STATE OF MONTANA)
CERCLA COST RECOVERY AGAINST BLUE TEE
FOR CARPENTER SNOW CREEK SITE

132. Paragraphs 1 through 46 are incorporated here.

133. American Zinc is person that owned and/or operated the Carpenter Snow Creek Site at a time when hazardous substances were disposed of, released, or threatened to be released into the environment.

134. The State of Montana has incurred response costs at the Carpenter Snow Creek Site.

135. As a person that owned or operated at the Carpenter Snow Creek Site at the time of disposal of hazardous substances, American Zinc is liable to the State of Montana at the site under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for all costs incurred by the State of Montana in response to releases and threats of releases of hazardous substances at the Carpenter Snow Creek Site.

136. Defendant Blue Tee is the legal successor to American Zinc.

137. Defendant Blue Tee is liable under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for the State of Montana's response costs incurred at the Carpenter Snow Creek Site.

NINETEENTH CLAIM FOR RELIEF
(BY THE STATE OF MONTANA)
CERCLA NATURAL RESOURCE DAMAGES AGAINST BLUE TEE
FOR CARPENTER SNOW CREEK SITE

138. American Zinc is a person that owned and/or operated the Carpenter Snow Creek Site.

139. As a person that owned or operated at each site, American Zinc is liable to the State of Montana under Section 107(a)(2), (a)(4)(C) and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (A)(4)(C) & 107(f), for natural resource damages resulting from releases of hazardous substances at the Carpenter Snow Creek Site.

140. Injury to, destruction of, or loss of “natural resources” under the trusteeship of the State of Montana—including birds, fish and other aquatic organisms, wildlife, surface water, land, and groundwater, resulted from releases of hazardous substances at and from the Carpenter Snow Creek Site.

141. Defendant Blue Tee is the legal successor to American Zinc.

142. Defendant Blue Tee is liable to the State of Montana under Sections 107(a)(2), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(C), & 107(f), for natural resource damages as a result of releases of hazardous substances at and from the Carpenter Snow Creek Site.

TWENTIETH CLAIM FOR RELIEF
(BY THE STATE OF MONTANA)
CERCLA COST RECOVERY AND NATURAL RESOURCE DAMAGES AGAINST
BROWN STRAUSS FOR CARPENTER SNOW CREEK SITE

143. Paragraphs 1 through 46 are incorporated here.

144. Defendant Brown Strauss is the legal successor to Blue Tee.

145. Defendant Brown Strauss is liable to the State of Montana under Sections 107(a)(2), (a)(4)(A) & (C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(A) & (C), & 9607(f), for response costs and natural resource damages as a result of releases of hazardous substances at and from the Carpenter Snow Creek Site.

TWENTY-FIRST CLAIM FOR RELIEF
(BY THE STATE OF TENNESSEE)
CERCLA COST RECOVERY AGAINST BLUE TEE
FOR ROCKWOOD SITE

146. Paragraphs 1 through 46 are incorporated here.

147. American Zinc is a person that owned and/or operated the Rockwood Site.

148. The State of Tennessee has incurred response costs at the Rockwood Site.

149. As a person that owned or operated the Rockwood Site at the time of disposal of hazardous substances, American Zinc is liable to the State of Tennessee under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for all costs incurred in response to releases and threats of releases of hazardous substances at the site.

150. Defendant Blue Tee is the legal successor to American Zinc.

151. Defendant Blue Tee is liable under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for the State of Tennessee's response costs incurred at the Rockwood Site.

TWENTY-SECOND CLAIM FOR RELIEF
(BY THE STATE OF TENNESSEE)
CERCLA COST RECOVERY AGAINST BROWN STRAUSS
FOR ROCKWOOD SITE

152. Paragraphs 1 through 46 are incorporated here.

153. Defendant Brown Strauss is the legal successor to Blue Tee.

154. Defendant Brown Strauss is liable to the State of Tennessee under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for response costs at the Rockwood Site.

TWENTY-THIRD CLAIM FOR RELIEF
(BY THE TRIBES)
CERCLA COST RECOVERY AGAINST BLUE TEE
FOR THE TAR CREEK SITE

155. Paragraphs 1 through 46 are incorporated here.

156. American Zinc is a person who owned and/or operated the Tar Creek Site at a time when hazardous substances were disposed of, released, or threatened to be released into the environment.

157. The Tribes have incurred response costs at the Tar Creek Site.

158. As a person who owned or operated at the Tar Creek Site at the time of disposal of hazardous substances, American Zinc is liable to the Tribes under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for all costs incurred by the Tribes in response to releases and threats of releases of hazardous substances at the Tar Creek Site.

159. Defendant Blue Tee is the legal successor to American Zinc.

160. Defendant Blue Tee is liable under Sections 107(a)(2) and (a)(4)(A) of CERCLA, 42 U.S.C. §§ 9607(a)(2) & (a)(4)(A), for the Tribes' response costs incurred at the Tar Creek Site.

TWENTY-FOURTH CLAIM FOR RELIEF
(BY THE TRIBES)
CERCLA NATURAL RESOURCE DAMAGES AGAINST BLUE TEE
FOR THE TAR CREEK SITE

161. American Zinc is a person who owned and/or operated the Tar Creek Site at the time of disposal of hazardous substances.

162. As a person who owned or operated at the Tar Creek Site at the time of disposal of hazardous substances, American Zinc is liable to the Tribes under Section 107(a)(2), (a)(4)(C) and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (A)(4)(C) & 107(f), for all natural resource damages resulting from releases of hazardous substances at the Tar Creek Site.

163. Injury to, destruction of, or loss of “natural resources” under the trusteeship of the Tribes—including fish, mussels, plants, and birds --resulted from releases of hazardous substances at and from the Tar Creek Site.

164. Defendant Blue Tee is the legal successor to American Zinc.

165. Defendant Blue Tee is liable to the Tribes under Sections 107(a)(2), (a)(4)(C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(C), & 107(f), for natural resource damages as a result of releases of hazardous substances at and from the Tar Creek Site.

TWENTY-FIFTH CLAIM FOR RELIEF
(BY THE TRIBES)
CERCLA COST RECOVERY AND NATURAL RESOURCE DAMAGES AGAINST
BROWN STRAUSS FOR TAR CREEK SITE

166. Paragraphs 1 through 46 are incorporated here.

167. Defendant Brown Strauss is the legal successor to Blue Tee.

168. Defendant Brown Strauss is liable to the Tribes under Sections 107(a)(2), (a)(4)(A) & (C), and 107(f) of CERCLA, 42 U.S.C. §§ 9607(a)(2), (a)(4)(A) & (C), & 9607(f), for response costs and natural resource damages as a result of releases of hazardous substances at and from the Tar Creek Site.

TWENTY-SIXTH CLAIM FOR RELIEF
(BY THE UNITED STATES)
FRAUDULENT TRANSFERS IN VIOLATION OF
THE FEDERAL DEBT COLLECTION PROCEDURES ACT
AGAINST BLUE TEE AND THE INDIVIDUAL DEFENDANTS

169. Paragraphs 1 through 46 are incorporated here.

170. Because, as described in Paragraphs 37 – 46, above, the transfers from Blue Tee to defendants Alldian, Secrist, and Kelly were in violation of 28 U.S.C. § 3304(a)(2), defendants Blue Tee, Alldian, Secrist, and Kelly are liable to the United States for the respective amounts of the transfers made by Blue Tee to them, as those transfers are described in Paragraphs 37 – 46, or, in the alternative those transfers should be unwound.

REQUEST FOR RELIEF

WHEREFORE, Plaintiffs respectfully request that the Court grant the Plaintiffs the following relief:

A. Enter an Order holding Blue Tee and Brown Strauss jointly and severally liable to the United States under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs incurred by Plaintiffs in response to releases and threats of releases of hazardous substances at the Anderson-Calhoun Site, the Bonita Peak Site, the Caney Yards Site, the Carpenter Snow Creek Site, the Cherokee County Site, the Grandview Site, the Jasper County Site, the Klondyke Site, the OAZ Site, the Tar Creek Site, and the Taylor Springs Site;

B. Enter an order holding Blue Tee and Brown Strauss jointly and severally liable to the State of Colorado under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs incurred by the State of Colorado in response to releases and threats of releases of hazardous substances at the Bonita Peak Site and the Ouray Site;

C. Enter an order holding Blue Tee and Brown Strauss jointly and severally liable to the State of Oklahoma under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs incurred by the State of Oklahoma in response to releases and threats of releases of hazardous substances at the Tar Creek Site;

D. Enter an order holding Blue Tee and Brown Strauss jointly and severally liable to the State of Missouri under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs incurred by the State of Missouri in response to releases and threats of releases of hazardous substances at the Jasper County Site and the Newton County Site;

E. Enter an order holding Blue Tee and Brown Strauss jointly and severally liable to the State of Kansas under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs incurred by the State of Kansas in response to releases and threats of releases of hazardous substances at the AZLS Site, the Cherokee County Site, the Dearing Site, the East La Harpe Site, the Neodesha Site, and the Owens Zinc Site;

F. Enter an order holding Blue Tee and Brown Strauss jointly and severally liable to the State of Montana under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs incurred by the State of Montana in response to releases and threats of releases of hazardous substances at the Carpenter Snow Creek Site;

G. Enter an order holding Blue Tee and Brown Strauss jointly and severally liable to the State of Tennessee under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs incurred by the State of Tennessee in response to release and threats of releases of hazardous substances at the Rockwood Site;

H. Enter an order holding Blue Tee and Brown Strauss jointly and severally liable to the Tribes under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs incurred by the

Tribes in response to releases and threats of releases of hazardous substances at the Tar Creek Site;

I. Enter an order holding Blue Tee and Brown Strauss jointly and severally liable to the United States, the Tribes, and the States of Colorado, Missouri, Illinois, Kansas, Montana, and Oklahoma under Sections 107(a)(1), (a)(2), (a)(4)(C), and 107(f), 42 U.S.C. §§ 9607(a)(1), (a)(2), & (a)(4)(C), & 9607(f), for natural resource damages resulting from releases of hazardous substances at the AZLS Site, the Bonita Peak Site, the Carpenter Snow Creek Site, the Cherokee County Site, the East La Harpe Site, the Jasper County Site, the Newton County Site, Sites O and Q of the Sauget Area 2 Site, and the Tar Creek Site;

J. Enter declaratory judgments pursuant to Section 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2), holding Blue Tee and Brown Strauss jointly and severally liable under Sections 107(a) of CERCLA, 42 U.S.C. § 9607(a), for all costs to be incurred in the future by Plaintiffs in response to releases and threats of releases of hazardous substances, such declaratory judgments to be entered in favor of the following Plaintiffs for the following Sites:

(1) In favor of the United States for the Anderson-Calhoun Site, the Bonita Peak Site, the Caney Yards Site, the Carpenter Snow Creek Site, the Cherokee County Site, the Grandview Site, the Jasper County Site, the Klondyke Site, the OAZ Site, the Tar Creek Site, and the Taylor Springs Site;

(2) In favor of the State of Colorado for the Bonita Peak Site and the Ouray Site;

(3) In favor of the State of Oklahoma for the Tar Creek Site;

(4) In favor of the State of Missouri for the Jasper County Site and the Newton County Site;

(5) In favor of the State of Kansas for the AZLS Site, the Cherokee County Site, the Dearing Site, the East La Harpe Site, the Neodesha Site, and the Owens Zinc Site;

(6) In favor of the State of Montana for the Carpenter Snow Creek Site;

(7) In favor of the State of Tennessee for the Rockwood Site; and

(8) In favor of the Tribes for the Tar Creek Site;

K. Enter a declaratory judgment pursuant to Section 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2), holding Blue Tee and Brown Strauss jointly and severally liable to the United States, the Tribes, and the States of Colorado, Kansas, Illinois, Missouri, Montana, and Oklahoma, under Sections 107(a) and (f) of CERCLA, 42 U.S.C. § 9607(a) & (f), for all natural resource damages to be incurred in the future at the AZLS Site, the Bonita Peak Site, the Carpenter Snow Creek Site, the Cherokee County Site, the East La Harpe Site, the Jasper County Site, the Newton County Site, Sites O and Q of the Sauget Area 2 Site, and the Tar Creek Site;

L. Enter an Order holding Defendant David P. Alldian liable to the United States under 28 U.S.C. § 3304(a)(2) for \$7,329,853, plus interest since April 30, 2016;

M. Enter an Order holding Defendant Richard A. Secrist liable to the United States under 28 U.S.C. § 3304(a)(2) for \$6,780,319 plus interest since April 30, 2016;

N. Enter an Order holding Defendant William M. Kelly liable to the United States under 28 U.S.C. § 3304(a)(2) for \$6,355,526 plus interest since April 30, 2016; and

O. Grant such other relief as the Court deems just and proper.

RESPECTFULLY SUBMITTED,

FOR THE UNITED STATES OF AMERICA:

JEFFREY H. WOOD
Acting Assistant Attorney General
Environment and Natural Resources Division
United States Department of Justice
Washington, D.C.

/s/ David L. Dain
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Signature Page for Complaint Regarding Matter Against Blue Tee Corp., Brown Strauss, Inc.,
David P. Alldian, Richard A. Secrist, and William M. Kelly:

FOR THE STATE OF COLORADO

CYNTHIA H. COFFMAN
Attorney General

10/26/18
Dated

/s/ David Banas
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Senior Assistant Attorney General
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Signature Page for Complaint Regarding Matter Against Blue Tee Corp., Brown Strauss, Inc.,
David P. Alldian, Richard A. Secrist, and William M. Kelly:

FOR THE STATE OF KANSAS:

Date:

/s/ Kate Gleeson

Kate Gleeson, Kan. Bar. No. 25518

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Signature Page for Complaint Regarding Matter Against Blue Tee Corp., Brown Strauss, Inc.,
David P. Alldian, Richard A. Secrist, and William M. Kelly:

FOR THE STATE OF ILLINOIS:

PEOPLE OF THE STATE OF ILLINOIS
ex rel. LISA MADIGAN, Attorney

General of the State of Illinois

MATTHEW J. DUNN, Chief
Environmental/Asbestos Litigation Division

By: /s/ Andrew Armstrong
ANDREW B. ARMSTRONG, Chief
Environmental Bureau South

Signature Page for Complaint Regarding Matter Against Blue Tee Corp.; Brown Strauss, Inc.,
David P. Alldian, Richard A. Secrist, and William M. Kelly:

FOR THE STATE OF MISSOURI:

Date: 10/12/18

/s/ Dru Buntin for cc
Carol S. Comer, Director
Missouri Department of Natural Resources
P.O. Box 176
Jefferson City, Missouri 65102-0176

Date:

/s/ Mary Long, Asst. Attorney General
Mary A. Long
Assistant Attorney General
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Signature Page for Complaint Regarding Matter Against Blue Tee Corp., Brown Strauss, Inc.,
David P. Alldian, Richard A. Secrist, and William M. Kelly:

FOR THE STATE OF MONTANA:

TIM FOX
Montana Attorney General

Date: October 10, 2018

/s/ Katherine M. Hausrath
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Supervising Assistant Attorney General
KATHERINE M. HAUSRATH
Assistant Attorney General
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Montana Department of Justice
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Date: 10/10/2018

/s/ George Mathieus
GEORGE MATHIEUS
Deputy Director
Montana Department of Environmental Quality

Date: 10/10/2018

/s/ Jonathan Morgan
JONATHAN MORGAN
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Signature Page for Complaint Regarding Matter Against Blue Tee Corp., Brown Strauss, Inc.,
David P. Alldian, Richard A. Secrist, and William M. Kelly:

FOR THE STATE OF OKLAHOMA

/s/ Jennifer L. Lewis 10/12/2018

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Signature Page for Complaint Regarding Matter Against Blue Tee Corp., Brown Strauss, Inc.,
David P. Alldian, Richard A. Secrist, and William M. Kelly:

FOR THE STATE OF TENNESSEE

/s/ Herbert H. Slatery III
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Attorney General and Reporter
State of Tennessee

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Signature Page for Complaint Regarding Matter Against Blue Tee Corp., Brown Strauss, Inc.,
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**FOR THE EASTERN SHAWNEE TRIBE OF
OKLAHOMA,
THE OTTAWA TRIBE OF OKLAHOMA, THE
PEORIA
TRIBE OF INDIANS OF OKLAHOMA,
THE SENECA-CAYUGA NATION, THE
WYANDOTTE
NATION, THE MIAMI TRIBE OF OKLAHOMA,
AND THE CHEROKEE NATION**

/s/ Brian J. Cleary
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