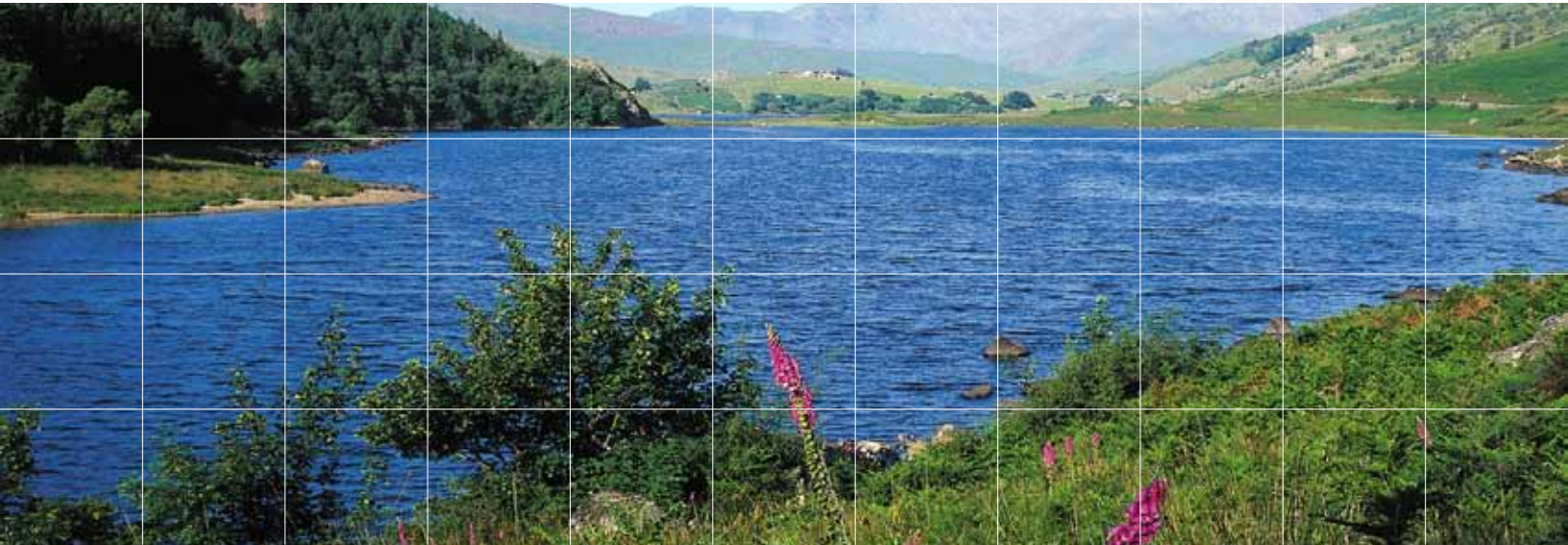




One Firm WorldwideSM



ENVIRONMENTAL, HEALTH & SAFETY PRACTICE

Lawyers in Jones Day's Environmental, Health & Safety Practice reside in offices throughout the United States, Europe, and Asia and are able to provide sophisticated experience across the spectrum of U.S. and international environmental, health, and safety law. Operating as an integrated practice area, the Firm's environmental lawyers offer clients the efficiency of a local response, as well as in-depth experience in a wide range of particular fields.

The diverse backgrounds of our environmental, health, and safety lawyers enable the Firm to respond thoughtfully and efficiently to clients' needs for regulatory counseling, litigation, and transactional representation. Some of our lawyers have concentrated on the environmental, health,

and safety area since the onset of major federal legislation in the early 1970s; others have joined the Firm following service in federal or state agencies, including the Environmental Protection Agency, the Occupational Safety & Health Administration, and the Department of Justice; and still others possess technical training that makes them especially well suited to understand environmental problems and to work effectively with other environmental professionals. Our environmental lawyers also work closely with lawyers in the Firm's other practice areas, such as Business Restructuring & Reorganization, Climate Change, Energy, Labor & Employment, Mergers & Acquisitions, Real Estate, and various Litigation practice areas, to provide a fully integrated service.

Jones Day's emphasis on quality, cost efficiency, and collaboration with client personnel, in combination with our lawyers' experience, positions the Firm to assist in the development of practical solutions to the challenges created by increasingly complex and interrelated environmental, health, and safety laws.

COUNSELING

Jones Day lawyers have significant experience in counseling clients on compliance issues involving environmental, health, and safety laws at the international, federal, state, and local levels. We routinely advise clients on the impact of ever-changing regulations covering solid and hazardous waste, air emissions, water quality, and employee health and safety. These representations include requirements for permits and variances or exemptions for new or existing facilities or processes, ergonomics, hazard communication, chemical process safety, routine and emergency reporting, waste management and disposal, hazardous waste cleanup, emissions banking, and day-to-day compliance matters. Our counseling practice further includes such diverse areas as labeling and packaging requirements, pollution prevention and recycling issues, material safety data sheet requirements, community right-to-know laws, underground storage tank requirements, wetlands issues, pesticide registrations, pre-manufacture notification requirements, and responding to catastrophic industrial accidents.

We have experience interpreting and developing creative and practical approaches to complex regulatory requirements affecting a wide range of businesses, such as chemical plants, oil and gas production and transportation facilities, steel foundries, forest products facilities, automobile manufacturing plants, real estate development and management companies, agriculture and animal-feeding operators, laboratories, hospitals, and food-processing facilities. Our lawyers have designed and coordinated successful preventative programs to evaluate corporate compliance with environmental, health, and safety laws, often on a nationwide or worldwide basis.

Legislation and Rulemaking. The Firm monitors the full range of pending and proposed environmental, health, and safety legislation. We have represented clients effectively in all stages of the development of regulations. For example, comments on various EPA proposals have resulted in final rulemaking that was specifically tailored to avoid significant and unwarranted impacts on our clients. In addition, we frequently assist clients in mounting successful judicial challenges to final rules. For example, we successfully challenged hazardous air emission standards for ferroalloy furnaces.

Through our global network of offices, we are able to monitor developments in other jurisdictions, particularly in the European Union and Asia. This allows us to provide clients with timely advice on emerging laws that will affect their operations.

Major Permit Proceedings. The in-depth knowledge of our environmental, health, and safety lawyers, coupled with strong administrative law and litigation experience, enables us to handle efficiently and effectively the most complex permitting proceeding. Among other things, we are well equipped to handle air permits required by the Title V program, as well as NPDES permit issues, particularly those involving complex issues relating to water-quality-based effluent limitations. Moreover, our lawyers have represented clients in evidentiary permit hearings for air emissions; wastewater treatment facilities; water discharges; radioactive byproduct material storage; and treatment, storage, and disposal subject to the requirements of the Resource Conservation and Recovery Act ("RCRA"). For example, we represented a major chemical company in obtaining air and wastewater discharge permits for a \$1.5 billion chemical plant expansion.

Bankruptcy and Facility Closure. The Firm's environmental, health, and safety lawyers also have considerable experience with the many issues that arise in connection with plant shutdowns, plant decommissionings, and bankruptcy. Our experience includes counseling in the preservation and trading of emission reduction credits and governmental notice closing requirements and as defense counsel in environmental enforcement actions subject to the automatic stay provisions of the Bankruptcy Code and/or claims subject to discharge under the Bankruptcy Code.

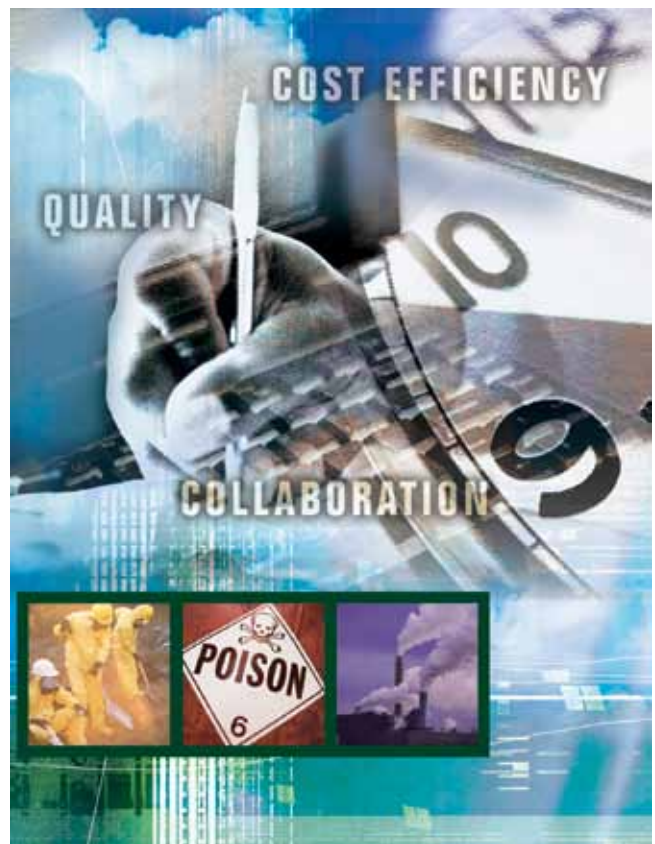
ALTERNATIVE DISPUTE RESOLUTION

Historically, particularly in the formative years of the federal and state environmental regulatory programs, issues often were resolved through litigation or other adversarial procedures. In recent years, there has been increasing momentum to resolve issues through alternative dispute resolution processes. When it is in a client's interest, Jones Day lawyers look for opportunities to resolve disputes without having to resort to litigation. Our environmental practice lawyers have experience in developing and presenting graduate-level courses on environmental dispute resolution techniques. We also have been active in the ADR Committee of the ABA Section on Environment, Energy, and Resources Law.

LITIGATION

When an issue cannot be resolved through nonadversarial means, Jones Day lawyers are well prepared to achieve our clients' objectives through litigation. Our lawyers have broad litigation experience in a range of areas:

Enforcement. Jones Day regularly defends clients against increasingly stringent federal and state criminal and civil investigations and prosecutions throughout the United States, as well as against agency actions and citizen suits seeking fines and injunctions. We represent clients in judicial and administrative civil enforcement actions under environmental, health, and safety regulatory statutes, including the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, the Toxic Substances Control Act ("TSCA"), the Occupational Safety and Health Act ("OSHA"), and parallel state statutes. We have represented clients in numerous criminal investigations, including grand jury investigations into possible violations of environmental, health, and safety laws. In such matters, lawyers from our Corporate Criminal Investigations Practice, with prior experience in U.S. Attorneys' and other prosecutorial offices, lend important additional experience. In Europe, Jones Day attorneys have defended clients in criminal environmental, health, and safety prosecutions and have represented clients in complex litigation and arbitration proceedings relating to contractual environmental indemnity disputes.



Jones Day's emphasis on quality, cost efficiency, and collaboration with client personnel, in combination with our lawyers' experience, positions the Firm to assist in the development of practical solutions to the challenges created by increasingly complex and interrelated environmental, health, and safety laws.

REPRESENTATIVE CLIENTS

- ◆ BAYER CORPORATION
- ◆ BRIDGESTONE AMERICAS HOLDING
- ◆ BRUSH WELLMAN INC.
- ◆ COOPER TIRE & RUBBER COMPANY
- ◆ DANA HOLDING CORPORATION
- ◆ DOLE FOOD COMPANY, INC.
- ◆ DUCHOSSOIS INDUSTRIES, INC.
- ◆ EASTMAN CHEMICAL COMPANY
- ◆ ERAMET MARIETTA INC.
- ◆ GOULD ELECTRONICS INC.
- ◆ INTERNATIONAL BUSINESS MACHINES CORPORATION
- ◆ JOHNSON DIVERSEY INC.
- ◆ OGLETHORPE POWER CORPORATION
- ◆ PCS NITROGEN, INC.
- ◆ PPG INDUSTRIES, INC.
- ◆ THE SHERWIN-WILLIAMS COMPANY
- ◆ XCEL ENERGY INC.
- ◆ YRC WORLDWIDE

Resource Management and Natural Resource Cases. Our lawyers also are involved in the complex areas of natural resource management, including cases arising under the National Environmental Policy Act (“NEPA”) and the Endangered Species Act (“ESA”) and involving natural resource damage (“NRD”) assessment, restoration, and damage compensation litigation. For example, prior years of government service have given several of our lawyers extensive familiarity with natural resource damage issues arising under the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”) and the Oil Pollution Act. These actions often address the residual ecosystem damage that may persist after oil spill response actions or remedial actions are complete. In addition, Jones Day was retained by the Kingdom of Jordan to assert claims for natural resource damages arising from the 1991 Gulf War. In 2000, the United Nations Compensation Commission awarded Jordan millions of dollars in connection with these claims.

Superfund and Cost Recovery. Jones Day lawyers have been involved in litigation or threatened litigation under CERCLA in each of the EPA’s 10 regions, as well as under similar statutes throughout the country at more than 100 multiparty and single-party Superfund sites. In addition to handling major litigation matters, we have proposed, aggressively pursued, and structured creative settlement options on behalf of our clients, such as *de minimis* and *de micro-mis* settlements, mixed-funding settlements, and alternative methods of dispute resolution.

Throughout the United States, Jones Day also represents clients by prosecuting, defending, or acting as liaison or group counsel in private cost-recovery actions for expenditures on environmental response actions. These issues often arise from third-party claims and contribution actions at Superfund sites and from corporate, real estate, and lending transactions involving contaminated properties. Our lawyers aggressively pursue cost-effective and innovative approaches to litigating or settling these complex matters. For example, we often have represented insureds with respect to claims for CERCLA response costs against insurance companies under a variety of policies, including comprehensive general liability policies.

Toxic Torts. Jones Day lawyers have extensive experience in toxic tort litigation involving a wide variety of acute and chronic health effects resulting from exposure to chemicals, physical agents, and radiation. These allegations have included claims of respiratory and neurological disorders, cancer, immune system effects, cardiovascular disease, blood disorders, reproductive effects, cumulative trauma disorders, and birth defects. Our lawyers are well versed in the use of epidemiology and animal toxicology in such cases, and many have considerable experience in such diverse and critical disciplines as chemistry, hydrogeology, and engineering.

Jones Day has successfully defended toxic tort claims involving exposure affecting a large or indeterminate number of plaintiffs, widespread environmental contamination, and exposure extending over long time periods. We have litigated matters and have provided counsel in venues across the country and around the globe involving alleged claims of personal injury, soil and groundwater contamination, or property damage resulting from:

- Exposure to chemicals, including vinyl chloride monomer, methanol, dioxins, beryllium, PCBs, dyes, benzene, carbon monoxide, diesel exhaust, coal tar products, pesticides, MTBE, and radioactive waste.
- Exposure to building and commercial products, such as silica, asbestos, lead-based paint, and industrial solvents.
- Contamination or injuries resulting from catastrophic fires, explosions, and spills.
- Greenhouse gas emissions and climate change.

Risk Assessment. The science of approximating the potential for population risk from chemicals or physical agents has been increasingly transported from regulatory contexts into personal injury and property damage litigation. Jones Day lawyers understand the risk assessment process and its assumptions as a result of our familiarity with the scientific literature and our personal experience working with experts in the scientific community. Our lawyers have tackled epidemiological and toxicological studies, examining and cross-

examining witnesses on the strengths and weaknesses of those disciplines. In the area of exposure assessment, we have extensive experience in industrial hygiene and ventilation issues. Our lawyers also have been involved in the development of techniques for reconstructing potential past occupational exposures using tools such as computer modeling.

TRANSACTIONS

Jones Day has conducted due diligence for, and has handled environmental, health, and safety issues associated with, hundreds of large and small business transactions for both public and private companies throughout the world. Sales, purchases, financings, refinancings, leasing, and other transactions involving industrial facilities, companies, and real estate require methodical and comprehensive environmental due diligence in order to evaluate regulatory and liability issues and workplace safety and health issues that could affect the transaction. Jones Day lawyers offer substantial experience in structuring and coordinating these types of investigations in a thorough and efficient manner, including working closely with environmental consultants. We also have coordinated sophisticated analyses of due diligence information, using techniques such as Monte Carlo analysis, to distill such information into defensible, bottom-line conclusions for use in transactional negotiations.

Providing a practical, business-oriented solution to environmental issues is often the key to closing transactions. We are experienced and skilled in evaluating and addressing environmental, health, and safety issues through a broad range of strategies and are able to negotiate and structure transactions in a manner designed to protect a client's interests and facilitate those transactions. Increasingly, we find ourselves negotiating and implementing nontraditional approaches, such as the use of tailored environmental insurance policies in place of contractual indemnities. Many states now require compliance with environmental transfer procedures prior to closing a transaction. Jones Day lawyers are attuned to these requirements and are experienced in providing legal advice on their applicability in specific transactions.



A significant aspect of the Firm's Environmental, Health & Safety Practice involves advising clients on international environmental, health, and safety laws and regulations. Our lawyers are able to provide practical advice based on our detailed and up-to-the-minute understanding of the environmental, health, and safety laws and practices in the countries of the European Union and the Far East.

RESPONDING TO CONTAMINATED PROPERTIES

Handling contaminated properties requires a comprehensive knowledge of technical issues, liability schemes, and regulatory requirements, as well as an understanding of issues involved in negotiating with administrative agencies and coordinating the services of environmental consultants. Our lawyers have substantial experience in each of these areas in both the U.S. and Europe. As a result, we are well qualified to advise clients on all aspects of dealing with contaminated properties. This includes assisting a client in the retention of environmental consultants to investigate and, if necessary, remediate the property; negotiation with agencies on cleanup levels or appropriateness of response actions; implementation of remedial or removal actions; pursuit of contribution or cost recovery from third parties; and the acquisition, disposition, or development of contaminated properties. To achieve the most cost-effective results for our clients, Jones Day attorneys keep abreast of cutting-edge techniques, such as natural attenuation, institutional controls, risk assessment, and environmental insurance, that can be incorporated into creative solutions to remediation challenges.

INTERNATIONAL LAW

A significant aspect of the Firm's Environmental, Health & Safety Practice involves advising clients on international environmental, health, and safety laws and regulations. Environmental law in Europe is driven increasingly by the laws of the European Union. Our lawyers are able to provide practical advice based on our detailed and up-to-the-minute understanding of the environmental, health, and safety laws and practices in the countries of the European Union and the Far East. In addition, Jones Day maintains working relationships with experienced local counsel in many countries outside our global office network and up-to-date collections of international environmental, health, and safety laws and regulations and other research sources. Jones Day has submitted claims under international law to the United Nations, and we represent a Canadian company that has brought claims under NAFTA for U.S. discrimination against its fuel product, based on alleged environmental concerns.

We also maintain ongoing relationships with non-U.S. governmental officials and key trade associations. We have completed numerous environmental, health, and safety assessments of non-U.S. facilities and routinely advise clients on such international regulatory issues as permitting and pollution control requirements, chemical registration, hazardous waste transport, insurance solutions, litigation, and the negotiation of complex indemnities.

Climate Change. Climate change is emerging as one of the major environmental issues of our time. In 2001, in order to provide clients with timely advice in this growing area of law, Jones Day set up one of the world's first multidisciplinary legal teams dedicated to climate change issues. At Jones Day, we believe that a multidisciplinary approach is key to effectively anticipating and addressing complex legal issues in this field. In addition, our global network enables us to cover the countries where climate change transactions are more likely to be implemented, such as China, India, and Brazil. Our team is composed of more than a dozen lawyers around the world who focus on environmental, regulatory, tax, project finance, and corporate law and litigation. These lawyers have experience in the structuring, financing, and undertaking of projects under the Clean Development Mechanism ("CDM") and Joint Implementation projects of the Kyoto Protocol, as well as identifying investment opportunities in clean energy fuel switching and renewable energy projects. On the project side, we work closely with our Asian and other international offices where CDM projects are of particular relevance.

TEAM APPROACH

Unlike many law firms, Jones Day operates as a single, integrated partnership throughout the world. Our organization allows us to provide our clients with experienced attorneys, wherever they are located, to meet clients' needs in a practical and cost-effective manner. In more complex or geographically dispersed matters, we are able to utilize Jones Day attorneys from any number of offices or legal disciplines, working under the direction of one lawyer in charge of the project. Our ability and willingness to act as a team extends to our clients' lawyers and business representatives and is complemented by our extensive network of relationships with local counsel, consultants, and experts.

ADDITIONAL INFORMATION

For additional information regarding our Environmental, Health & Safety Practice, please contact your principal Firm representative or one of the lawyers listed in this publication. General email messages may be sent using our "Contact Us" form, which can be found at www.jonesday.com.

LAWYER CONTACTS

ATLANTA

1.404.521.3939

Charles A. Perry

caperry@jonesday.com

FRANKFURT

49.69.9726.3939

Holger Neumann

hneumann@jonesday.com

NEW YORK

1.212.326.3939

Sharyl A. Reisman

sareisman@jonesday.com

SAN FRANCISCO

1.415.626.3939

Thomas M. Donnelly

tmdonnelly@jonesday.com

CHICAGO

1.312.782.3939

Michael F. Dolan

mfdolan@jonesday.com

HOUSTON

1.832.239.3939

Nancy MacKimm

nmackimm@jonesday.com

PARIS

33.1.56.59.39.39

Françoise S. Labrousse

flabrousse@jonesday.com

WASHINGTON

1.202.879.3939

Kevin P. Holewinski

kpholewinski@jonesday.com

CLEVELAND

1.216.586.3939

John A. Rego

jreg@jonesday.com

LONDON

44.20.7039.5959

Chris Papanicolaou

cpapanicolaou@jonesday.com

PITTSBURGH

1.412.391.3939

Mary Beth Deemer

mbdeemer@jonesday.com

JONES DAY GLOBAL LOCATIONS

ATLANTA

BEIJING

BRUSSELS

CHICAGO

CLEVELAND

COLUMBUS

DALLAS

DUBAI

FRANKFURT

HONG KONG

HOUSTON

IRVINE

LONDON

LOS ANGELES

MADRID

MEXICO CITY

MILAN

MOSCOW

MUNICH

NEW DELHI

NEW YORK

PARIS

PITTSBURGH

SAN DIEGO

SAN FRANCISCO

SHANGHAI

SILICON VALLEY

SINGAPORE

SYDNEY

TAIPEI

TOKYO

WASHINGTON