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STATE OF RHODE ISLAND
PROVIDENCE, SC.

**SUPERIOR COURT**

STATE OF RHODE ISLAND,
BY AND THROUGH PETER F. NERONHA,
ATTORNEY GENERAL

Plaintiff,

v.

3M COMPANY;
AGC CHEMICALS AMERICAS, INC.;
AMEREX CORPORATION;
ARCHROMA U.S., INC.;
ARKEMA INC.;
BASF CORPORATION;
BUCKEYE FIRE EQUIPMENT COMPANY;
CARRIER FIRE & SECURITY AMERICAS CORPORATION;
CARRIER GLOBAL CORPORATION;
CHEMDESIGN PRODUCTS, INC.;
CHEMGUARD, INC.;
CLARIANT CORPORATION;
CORTEVA, INC.;
DUPONT DE NEMOURS, INC.;
DYNAX CORPORATION;
EIDP, INC., F/K/A E.I. DU PONT DE NEMOURS AND COMPANY;
KIDDE PLC, INC.;
NATIONAL FOAM, INC.;
THE CHEMOURS COMPANY;
TYCO FIRE PRODUCTS LP;
and
DOES 1 through 30, inclusive,

Defendants.

Case Number:

JURY TRIAL DEMANDED

COMPLAINT

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The State of Rhode Island ("State" or "Rhode Island"), acting by and through its Attorney General, Peter F. Neronha, files this Complaint against the below described Defendants and alleges as follows:

## I. INTRODUCTION

1. For decades, Defendants knew that the per- and polyfluoroalkyl substances ("PFAS") and PFAS-containing products, including but not limited to products like Stainmaster®, Scotchgard™, and Teflon®, that they manufactured, marketed, promoted, sold, and distributed to government entities, industrial customers, and consumers were toxic and highly persistent in the environment and were likely to cause significant injury to the citizens and resources of Rhode Island. In spite of this knowledge, Defendants chose not to take steps to reduce those risks, but instead to conceal them so they could reap enormous profits through existing and constantly evolving markets for PFAS and PFAS-containing products. Now that the State and the larger public are becoming aware of some of the massive problems Defendants created while enriching themselves, Defendants seek to foist the vast costs to address them back on the victims of their concealment.

2. The U.S. Environmental Protection Agency ("USEPA") claims to have identified more than 12,000 PFAS compounds[1] and has concluded that exposure to PFAS is associated with significant negative health effects, including but not limited to decreased fertility or preeclampsia/increased high blood pressure in pregnant women; adverse developmental effects in children such as low birth weight, accelerated puberty, bone variations, or behavioral changes; increased risk of certain cancers, including kidney and testicular cancers; reduced ability of the

[1] USEPA, *CompTox Chemicals Dashboard v.2.2.1, PFAS Master List of PFAS Substances*, *located at* https://comptox.epa.gov/dashboard/chemical-lists/pfasmaster (last visited May 20, 2023).

body's immune system to fight infections, including reduced vaccine response; interference with the body's natural hormones; increased ulcerative colitis; increased thyroid disease; and increased medically-diagnosed high cholesterol and/or risk of obesity.[2]

3. Some of the most commonly used, studied, and presently regulated PFAS compounds include perfluorooctane sulfonic acid ("PFOS"), perfluorooctanoic acid ("PFOA"), perfluorohexane sulfonic acid ("PFHxS"), perfluorononanoic acid ("PFNA"), perfluoroheptanoic acid ("PFHpA"), perfluorodecanoic acid ("PFDA"), perfluorobutane sulfonic acid ("PFBS"), and hexafluoropropylene oxide dimer acid ("HFPO-DA," known as and referred to herein as "GenX chemicals").[3]

4. Among thousands of other industrial and consumer applications, PFAS were and, in some cases, still are commonly used in aqueous film-forming foam ("AFFF"), a chemical foam used for firefighting and associated training and emergency response at such locations as military and industrial facilities, airports, fire stations and training centers, and other locations throughout the State.

5. Defendants knew that their PFAS and PFAS-containing products would harm human health and the environment and require enormous costs to remediate, but concealed what they knew about the chemicals' negative health effects to reap equally enormous or even greater profits and contradicting it in public statements and marketing campaigns. Defendants' tortious, deceptive, and unlawful actions have caused and/or contributed to significant known PFAS

[2] USEPA, *Our Current Understanding of the Human Health and Environmental Risks of PFAS*, *located at* https://www.epa.gov/pfas/our-current-understanding-human-health-and-environmental-risks-pfas (last visited May 20, 2023).

[3] As used in this Complaint, "PFAS" includes but is not limited to all PFOS, PFOA, PFHxS, PFNA, PFHpA, PFDA, PFBS, and GenX chemicals, including their acid, conjugate base, or salt forms as well as precursors that can degrade into these compounds, their neutral acid forms, anionic conjugate base forms, or neutral salt species.

contamination of the State's groundwater, drinking water, surface water, air, soil, sediment, biota, estuaries, submerged lands, wetlands, other natural resources, and property held in trust or otherwise owned by the State. Worse yet, despite expending significant public resources to study the nature and extent of existing PFAS contamination in Rhode Island, the State has only just begun to understand the extent of the problem. Given the ubiquitous nature of PFAS in consumer products and industrial processes alike, the State's understanding of its PFAS problem continues to develop.

6. PFAS, now commonly known as toxic and persistent fluorochemicals,[4] called "forever chemicals," have contaminated and will continue to contaminate nearly all public water supplies and other invaluable natural resources in Rhode Island. Addressing the PFAS emergency Defendants caused requires substantial effort and expense to investigate, treat, and remediate the contamination. The Defendants who created and profited from the creation of this problem, not the citizens of Rhode Island who suffer from it, must pay to address the PFAS contamination throughout the State.

7. Through just the limited studies that have been conducted to date, dozens of PFAS-contaminated sites have been identified in the State. The contamination at many of these sites, but not all, has been linked to the use of Defendants' AFFF and the fluorochemicals and fluorosurfactants used to create AFFF (collectively, "AFFF Products"), which Defendants instructed their customers to apply directly to the environment. AFFF Products were routinely used, following Defendants' instructions, for fire training exercises that resulted in large areas of soil being covered in the foam. Highly mobile and nearly indestructible in the environment, the

[4] Fluorochemicals, or fluorinated chemicals, are man-made organic compounds containing fluorine used in the manufacture of surfactants. Fluorosurfactants, or fluorinated surfactants, are synthetic organofluorine chemical compounds that have multiple fluorine atoms.

PFAS from Defendants' AFFF Products quickly seeped into groundwater and surface water, then spread throughout the State.

8. For example, and as discussed in more detail below, the Rhode Island Department of Environmental Management ("RIDEM"), working in conjunction with the Rhode Island Department of Health ("RIDOH") and researchers from Brown University, have detected significantly elevated concentrations of PFAS in numerous public water system wells and private wells located near or down gradient of fire stations and training facilities, airports, and military installations where Defendants' AFFF Products were used.

9. Due to the historical and ongoing contamination caused by Defendants' AFFF Products and other PFAS-containing products, the State Legislature has passed multiple laws and regulations related to PFAS. These include, but are not limited to, bills that: establish interim drinking water standards; require RIDOH to set final drinking water standards and RIDEM to set groundwater and surface water standards in the near future; require all public water systems to test for PFAS before July 2023; prohibit the sale and distribution of food packaging containing PFAS; authorize RIDEM to pass a regulation, which RIDEM subsequently did, compelling owners and operators of solid waste landfills to monitor nearby groundwater for PFAS and—if exceedances are detected—take action to address them; and allow the Narragansett Bay Commission ("NBC") to require industrial permittees to monitor for PFAS in effluent discharged by those permittees to NBC Wastewater Facilities.

10. At the time this action is filed, the State Legislature is also considering no fewer than six significant new bills that would, for example; prohibit the use of PFAS in numerous categories of consumer products such as carpet, upholstered furniture, textile furnishings, apparel, cosmetics, juvenile products, cookware, and firefighting foams; require public water systems that

detect elevated concentrations of PFAS to enter into consent agreements with RIDOH governing the installation and operation of associated treatment systems; prohibit the marketing or sale of consumer products labeled as "compostable" if they include PFAS in certain concentrations; and give RIDEM authority to regulate additional uses of PFAS.

11. Additionally, through its participation in the Northeast Waste Management Officials' Association ("NEWMOA"),[5] Rhode Island is collaborating with other states to develop a comprehensive proposed "PFAS Prevention Model Legislation" with the goals of; reducing or eliminating the use of PFAS in consumer products to the extent feasible; identifying and implementing source reduction programs; ensuring that the substitutes for PFAS in products are safer and that there are no regrettable substitutes; coordinating product disclosure, labeling, bans, phase outs, source reduction, and end-of-life collection on a multistate basis; helping consumers identify products containing PFAS and learn how to properly handle them; and providing regulated entities with regulatory certainty.[6]

12. The State, acting through its Attorney General, brings this action pursuant to the State's statutory and regulatory authority and common law for injuries to Rhode Island's natural resources, property, residents, businesses, and citizen-consumers to recover the costs necessary to fully investigate, remediate, and prevent further PFAS contamination in Rhode Island against Defendants 3M Company ("3M"); AGC Chemicals Americas, Inc. ("AGC Chemicals"); Amerex

[5] NEWMOA is a nonprofit, nonpartisan, interstate association with membership composed of the state environment agency programs that address pollution prevention, toxics use reduction, sustainability, materials management, hazardous waste, solid waste, emergency response, waste site cleanup, underground storage tanks, and related environmental challenges in Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont. NEWMOA also works collaboratively with nonmember states on issues and programs of national importance.

[6] NEWMOA, *Draft PFAS Model Legislation*, *located at* https://www.newmoa.org/programs/pfas/pfas-model-legislation/ (last visited May 20, 2023).

Corporation ("Amerex"); Archroma U.S., Inc. ("Archroma"); Arkema Inc. ("Arkema"); BASF Corporation ("BASF"); Buckeye Fire Equipment Company ("Buckeye"); Carrier Fire & Security Americas Corporation ("Carrier Fire"); Carrier Global Corporation ("Carrier"); ChemDesign Products, Inc. ("ChemDesign"); Chemguard, Inc. ("Chemguard"); Clariant Corporation ("Clariant"); Corteva, Inc. ("Corteva"); DuPont de Nemours, Inc. ("New DuPont"); Dynax Corporation ("Dynax"); EIDP, Inc. ("Old DuPont") f/k/a E. I. du Pont de Nemours and Company; Kidde PLC, Inc. ("Kidde PLC"); National Foam, Inc. ("National Foam"); The Chemours Company ("Chemours"); Tyco Fire Products LP ("Tyco"); (3M, AGC Chemicals, Amerex, Archroma, BASF, Buckeye, Carrier Fire, Chem Design, Chemguard, Clariant, Dynax, Old DuPont, Kidde PLC, Chemours, and Tyco are collectively referred to as the "Manufacturer Defendants"); and Doe Defendants 1-30 (Names Fictitious) (collectively with Manufacturer Defendants, "Defendants").

## II. PARTIES

### A. Plaintiff

13. The State brings this action as an exercise of its authority to protect public trust resources and its police power, which includes, but is not limited to, its power to prevent pollution of the State's property and waters; to prevent and abate nuisances; and to prevent and abate hazards to public health, safety, welfare, and the environment.

14. The State also brings this action in its *parens patriae* capacity for the benefit of the citizens of the State.

15. The State also brings this action pursuant to: the Rhode Island Unfair Trade Practice and Consumer Protection Act's ("DTPA") broad prohibition of unfair or deceptive acts or practices in the conduct of any trade or commerce (R.I. GEN. LAWS §§ 6-13.1 *et seq.*); the Rhode Island Environmental Rights Act (R.I. GEN. LAWS § 10-20-1); the Rhode Island Water Pollution Control

Act (R.I. GEN. LAWS § 46-12-5(a)-(b)); the Rhode Island Constitution (R.I. CONST. ART I, § 17); and the Uniform Fraudulent/Voidable Transfers Act (R.I. GEN. LAWS §§ 6-16 *et seq.*).

**B. Defendants**

16. Defendant 3M Company is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 3M Center, St. Paul, Minnesota 55144-1000. 3M has designed, manufactured, marketed, promoted, distributed, and/or sold PFAS-containing AFFF and other PFAS-containing products that were transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. 3M is registered to do business in Rhode Island.

17. Defendant AGC Chemicals Americas, Inc. is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 5 East Uwchlan Avenue, Suite 201, Exton, Pennsylvania 19341. AGC Chemicals is the North American subsidiary of AGC Inc. (f/k/a Asahi Glass Co., Ltd.). AGC Chemicals and/or its affiliates have designed, manufactured, marketed, promoted, distributed, and/or sold fluorochemicals containing PFAS used to manufacture AFFF and other PFAS-containing products that were transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. AGC Chemicals is registered to do business in Rhode Island.

18. Defendant Amerex Corporation is a corporation organized and existing under the laws of the State of Alabama, with its principal place of business located at 2900 Highway 280 S, Suite 300, Birmingham, Alabama 35223. Amerex manufacturers firefighting products. Beginning in 1971, it manufactured hand portable and wheeled extinguishers for commercial and industrial application. Amerex has designed, manufactured, marketed, promoted, distributed, and/or sold fluorochemicals containing PFAS used to manufacture AFFF that was transported, stored, used,

handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State.

19. Defendant Archroma U.S., Inc. is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 5435 77 Center Drive, Suite 10, Charlotte, North Carolina 28217. Archroma, a subsidiary of Archroma Management, LLC, has designed, manufactured, marketed, promoted, distributed, and/or sold fluorochemicals containing PFAS used to manufacture AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. On information and belief, Archroma is a successor to Clariant, which manufactured fluorochemicals used in AFFF and was formerly known as Sandoz Chemicals Corporation and as Sodeyeco, Inc. Archroma is registered to do business in Rhode Island.

20. Defendant Arkema Inc. is a corporation organized and existing under the laws of the State of Pennsylvania, with its principal place of business located at 900 First Avenue, King of Prussia, Pennsylvania 19406. Arkema is a successor in interest to Atochem North America Inc., Elf Atochem North America, Inc., and Atofina Chemicals, Inc. Arkema and/or its predecessors have designed, manufactured, marketed, promoted, distributed, and/or sold fluorosurfactants containing PFAS used to manufacture AFFF and other PFAS-containing products that were transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. Arkema is registered to do business in Rhode Island.

21. Defendant BASF Corporation is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 100 Park Avenue, Florham Park, New Jersey 07932. On information and belief, BASF is the successor in interest to Ciba Inc. (f/k/a/ Ciba Specialty Chemicals Corporation). On information and belief, Ciba Inc.

designed, manufactured, marketed, promoted, distributed, and/or sold fluorochemicals and fluorosurfactants containing PFAS used to manufacture AFFF and other PFAS-containing products that were transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. BASF is registered to do business in Rhode Island.

22. Defendant Buckeye Fire Equipment Company is a corporation organized and existing under the laws of the State of Ohio, with its principal place of business located at 110 Kings Road, Kings Mountain, North Carolina 28086. Buckeye has designed, manufactured, marketed, promoted, distributed, and/or sold PFAS-containing AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State.

23. Defendant Carrier Fire & Security Americas Corporation is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 13995 Pasteur Boulevard, Palm Beach Gardens, Florida 33418. Carrier Fire is the indirect parent of Kidde-Fenwal, Inc.,[7] which is the successor in interest to Kidde Fire Fighting, Inc. (f/k/a Chubb National Foam, Inc., f/k/a National Foam System, Inc.) (collectively, "Kidde/Kidde Fire"). Carrier Fire is also the successor in interest to UTC Fire & Security Americas Corporation, Inc., following the spinoff transaction described immediately below. Carrier Fire, through Kidde/Kidde Fire, has designed, manufactured, marketed, promoted, distributed, and/or sold AFFF containing PFAS that was transported, stored, used, handled, trained with, used to test equipment, released, spilled,

[7] On May 14, 2023, Kidde-Fenwal, Inc. filed for bankruptcy in the case captioned *In re Kidde-Fenwal, Inc.*, Case No. 23-10638-LSS (D. Del. Bankr.). In light of the automatic stay of claims against Kidde-Fenwal, Inc. pursuant to 11 U.S.C. § 362, Kidde-Fenwal, Inc. is not named as a defendant herein.

otherwise discharged, and/or disposed in the State. Carrier Fire is registered to do business in Rhode Island.

24. Defendant Carrier Global Corporation is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 13995 Pasteur Boulevard, Palm Beach Gardens, Florida 33418. On or around April 3, 2020, United Technologies Corporation completed the spinoff of one of its reportable segments into Carrier, a separate publicly traded company. Pursuant to the Separation and Distribution Agreement by and Among United Technologies Corporation, Carrier Global Corporation, and Otis Worldwide Corporation, Carrier assumed certain liabilities, including those related to the business operated by Kidde/Kidde Fire Fighting. Carrier's operations are classified into three segments: HVAC; Refrigeration; and Fire & Security. At all relevant times, Carrier conducted business throughout the United States, including in Rhode Island. Carrier's Fire & Security products and services are sold under brand names including Chubb and Kidde. Carrier, through Kidde/Kidde Fire Fighting, manufactured, marketed, promoted, distributed, and/or sold PFAS-containing AFFF throughout the United States, including in Rhode Island.

25. Defendant ChemDesign Products, Inc. is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at Two Stanton Street, Marinette, Wisconsin 54143. On information and belief, ChemDesign designed, manufactured, marketed, promoted, distributed, and/or sold fluorochemicals containing PFAS used to manufacture AFFF, primarily to Chemguard, that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. ChemDesign is registered to do business in Rhode Island.

26. Defendant Chemguard, Inc. is a corporation organized and existing under the laws of the State of Texas, with its principal place of business located at One Stanton Street, Marinette, Wisconsin 54143-2542. Chemguard has designed, manufactured, marketed, promoted, distributed, and/or sold PFAS-containing AFFF that was used in the State. Furthermore, Chemguard has designed, manufactured, marketed, promoted, distributed, and sold PFAS-containing AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State and also has designed, manufactured, marketed, and sold fluorosurfactants containing PFAS used to manufacture AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State.

27. Defendant Clariant Corporation is a corporation organized and existing under the laws of the State of New York, with its principal place of business located at 500 East Morehead Street, Suite 400, Charlotte, North Carolina 28202. Clariant has designed, manufactured, marketed, promoted, distributed, and/or sold fluorochemicals containing PFAS used to manufacture AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. Clariant is a predecessor to Archroma and was formerly known as Sandoz Chemicals Corporation and as Sodeyeco, Inc. Clariant is registered to do business in Rhode Island.

28. Defendant Corteva, Inc. is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 974 Centre Road, Wilmington, Delaware 19805. In 2019, New DuPont spun off a new, publicly traded company, Corteva, which currently holds Old DuPont as a subsidiary. In connection with these transfers, Corteva assumed

certain Old DuPont liabilities—including those relating to PFAS. Corteva is registered to do business in Rhode Island.

29. Defendant DuPont de Nemours, Inc. (i.e., New DuPont), f/k/a DowDuPont Inc., is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 974 Centre Road, Wilmington, Delaware 19805. In 2015, after Old DuPont spun off Chemours, Old DuPont merged with The Dow Chemical Company and transferred Old DuPont's historic liabilities and assets to other entities, including New DuPont. In connection with these transfers, New DuPont assumed certain Old DuPont liabilities—including those relating to PFAS. New DuPont does business throughout the United States, including in the State. New DuPont has a name registration in Rhode Island and a registered agent in the State.

30. Defendant Dynax Corporation is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 79 Westchester Avenue, Pound Ridge, New York 10576. Dynax has designed, manufactured, marketed, promoted, distributed, and/or sold fluorosurfactants containing PFAS used to manufacture AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State.

31. Defendant EIDP, Inc. (i.e., Old DuPont), f/k/a E. I. du Pont de Nemours and Company is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 974 Centre Road, Wilmington, Delaware 19805. Old DuPont has designed, manufactured, marketed, promoted, distributed, and/or sold fluorochemicals and/or fluorosurfactants containing PFAS used to manufacture AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. Old DuPont is registered to do business in Rhode Island.

32. Defendant Kidde PLC, Inc. is a corporation organized under the laws of the State of Delaware, with its principal place of business located at Nine Farm Springs Road, Farmington, Connecticut 06032. Kidde PLC was part of United Technologies Corporation. At all relevant times, Kidde PLC conducted business throughout the United States, including in the State. Kidde PLC, through Kidde/Kidde Fire Fighting manufactured, marketed, promoted, distributed, and/or sold PFAS-containing AFFF throughout the United States, including in Rhode Island.

33. Defendant National Foam, Inc. is a corporation organized under the laws of the State of Delaware, with its principal place of business located at 141 Junny Road, Angier, North Carolina 27501. National Foam manufactures the Angus brand of products and is the successor in interest to Angus Fire Armour Corporation (collectively, "National Foam/Angus Fire"). National Foam/Angus Fire has designed, manufactured, marketed, promoted, distributed, and/or sold PFAS-containing AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State.

34. Defendant The Chemours Company is a corporation organized under the laws of the State of Delaware, with its principal place of business located at 1007 Market Street, Wilmington, Delaware 19899. In 2015, Old DuPont spun off its performance chemicals business to Chemours, along with vast environmental liabilities. Chemours has designed, manufactured, marketed, promoted, distributed, and/or sold fluorosurfactants containing PFAS used to manufacture AFFF and other PFAS-containing products that were transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. Chemours is registered to do business in Rhode Island.

35. Defendant Tyco Fire Products LP is a limited partnership organized under the laws of the State of Delaware, with its principal place of business located at One Stanton Street,

Marinette, Wisconsin 54143-2542. Tyco manufactures the Ansul brand of products and is the successor in interest to Ansul Company (together, "Tyco/Ansul"). Tyco/Ansul has designed, manufactured, marketed, promoted, distributed, and/or sold PFAS-containing AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State and also has designed, manufactured, marketed, and/or sold fluorosurfactants containing PFAS used to manufacture AFFF that was transported, stored, used, handled, trained with, used to test equipment, released, spilled, otherwise discharged, and/or disposed in the State. Tyco is registered to do business in Rhode Island.

36. Fictitiously named Doe Defendants 1-30, unknown at this time, are manufacturers and distributors of AFFF Products or other PFAS-containing products, manufacturers of PFAS-containing fluorochemicals and fluorosurfactants used to make AFFF Products or other PFAS-containing products, and/or distributors of AFFF Products or other PFAS-containing products that have resulted in injuries to the State's natural resources, or otherwise share responsibility for such injuries. When these Doe Defendants are identified, they will be added by name.

## III. JURISDICTION AND VENUE

37. As described above, each Defendant named here maintains sufficient minimum contacts with Rhode Island such that this Court's exercise of jurisdiction over each Defendant is not contrary to the provisions of the Constitution or laws of the United States, and this Court therefore has jurisdiction pursuant to R.I. GEN. LAWS § 9-5-33.

38. The Providence County Superior Court is a court of general jurisdiction and, therefore, has subject matter jurisdiction over this action. Because the amount in controversy exceeds $10,000, this Court has exclusive original jurisdiction pursuant to R.I. GEN. LAWS § 8-2-14(a).

39. Venue is proper in Providence County pursuant to R.I. GEN. LAWS § 9-4-2 because this matter concerns rights and interests in real property lying within this State and pursuant to R.I. GEN. LAWS § 9-4-5 because some of the Defendants maintain operations and may be found in this State.

## IV. REGULATORY AND STATUTORY BACKGROUND

### A. State Regulation of PFAS

40. The Rhode Island Legislature has passed laws to govern the use of PFAS, to address PFAS contamination, and to protect human health and the environment.

41. For example, on June 27, 2022, the Governor of the State signed into law the PFAS in Drinking Water, Groundwater, and Surface Waters Act, H.B. 7233 / S.B. 2298. The Act amended Title 46 of the General Laws of the State of Rhode Island to add a new Chapter 32 that, among other things; requires all public water systems (with limited exceptions) to conduct monitoring for the presence of PFOA, PFOS, PFHxS, PFNA, PFHpA, and PFDA in drinking water commencing on or before July 1, 2023; sets an interim drinking water standard of 20 parts per trillion ("ppt") for any combination of those PFAS compounds in drinking water; requires continued quarterly monitoring for any exceedance of the interim standard; requires public water systems that exceed the interim standard to provide potable water to customers through other means; requires biennial monitoring (if PFAS are not detected) or annual monitoring (if PFAS are detected below 20 ppt) for those compounds; and establishes enforcement mechanisms related to the same. *See* R.I. GEN. LAWS § 46-32-3.

42. Pursuant to this Act, or before June 1, 2024, RIDOH shall file a final rule regarding the adoption of the interim drinking water standard level of 20 ppt for PFOA, PFOS, PFHxS, PFNA, PFHpA, and PFDA as a maximum contaminant level.

43. The same Act also compels RIDOH to initiate rulemaking to either set final drinking water standards for PFAS as a class or subclass or provide justification for the legal, technical, or other impediments for its decision not to regulate PFAS as a class or subclass by September 1, 2024, with final action required by June 30, 2025. R.I. GEN. LAWS § 46-32-4.

44. The same Act also requires RIDEM to file a final rule to adopt groundwater quality standards for, at a minimum, PFOA, PFOS, PFHxS, PFNA, PFHpA, and PFDA on or before December 31, 2023. *See* R.I. GEN. LAWS § 46-32-5.

45. The same Act also requires RIDEM to file a final rule to adopt surface water quality action levels to address the contamination of Rhode Island's waters from releases of, at a minimum, PFOA, PFOS, PFHxS, PFNA, PFHpA, and PFDA on or before December 31, 2023. *See* R.I. GEN. LAWS § 46-32-6.

46. The same Act also requires RIDEM to publish a plan to complete a statewide investigation of potential sources of PFAS contamination for public review and comment by November 1, 2023. As part of this RIDEM investigation, RIDOH is required to conduct a pilot project at public water systems to evaluate total PFAS in drinking water. This RIDEM investigation plan, including the RIDOH total PFAS pilot, must begin implementation by January 1, 2024. *See* R.I. GEN. LAWS § 46-32-7.

47. The same Act also required RIDEM to file a final rule to adopt standards and procedures for groundwater and leachate monitoring at and around landfills for, at a minimum, PFOA, PFOS, PFHxS, PFNA, PFHpA, and PFDA on or before December 31, 2023. *See* R.I. GEN. LAWS § 46-32-8. This final rule was promulgated as 250-RICR-140-05-2.2.1.1.F.1.h.

48. The same Act also modified Section 23-19.14-3 of the General Laws of the State of Rhode Island, entitled the "Industrial Property Remediation and Reuse Act," to designate

PFOA, PFOS, PFHxS, PFNA, PFHpA, and PFDA as "Hazardous Substances" for purposes of cleanup and remediation requirements. *See* R.I. GEN. LAWS § 23-19.14-3(d).

49. Rhode Island regulates the sale and use of certain PFAS-containing products. For example, on June 29, 2022, the Governor of the State signed into law H.B. 7438 / S.B. 2044. These bills amended the General Laws of the State of Rhode Island Chapter 23-18.13, entitled "Toxic Packaging Reduction Act," to add a finding that the presence of PFAS—defined broadly to include "all members of the class of fluorinated organic chemicals containing at least one fully fluorinated carbon atom"—in packaging is a concern due to their likely inclusion in incinerator ash or in landfill leachate once disposed and to prohibit intentional introduction of PFAS to food packaging sold or distributed in the State effective January 1, 2024. R.I. GEN. LAWS § 23-18.13.

50. PFAS, including but not limited to AFFF Products, are also subject to myriad existing and pending federal sources of regulation.[8]

51. For example, with respect to PFAS in drinking water: (1) in March 2021, USEPA issued a final determination to regulate PFOA and PFOS as contaminants under the Safe Drinking Water Act ("SDWA"), 42 U.S.C. §§ 300f *et seq.*; (2) in December 2021, USEPA published the final fifth Unregulated Contaminant Monitoring Rule, which will require public water systems around the country to monitor for 29 PFAS compounds between 2023 and 2025; (3) in June 2022,

[8] Some key past USEPA efforts to regulate PFAS include an effort in 2006 to limit PFOA in the United States by engaging industry in a stewardship program with 2 primary goals: (1) to commit to achieve, no later than 2010, a 95 percent reduction, measured from a year 2000 baseline, in both facility emissions to all media of perfluorooctanoic acid (PFOA), precursor chemicals that can break down to PFOA, and related higher homologue chemicals, and product content levels of these chemicals; and (2) to commit to working toward the elimination of these chemicals from emissions and products by 2015, *located at* https://www.epa.gov/assessing-and-managing-chemicals-under-tsca/fact-sheet-20102015-pfoa-stewardship-program (last visited May 23, 2023).
USEPA's MCL setting efforts this year are part of the October 18, 2021 "PFAS Strategic Roadmap," located at https://www.epa.gov/pfas/pfas-strategic-roadmap-epas-commitments-action-2021-2024 (last visited May 23, 2023).

USEPA issued interim health advisory levels for PFOA at 0.004 ppt, for PFOS at 0.02 ppt, and final health advisory level for GenX chemicals at 10 ppt and PFBS at 2,000 ppt; and (4) in March 2023, USEPA released proposed maximum contaminant levels ("MCLs") for PFOA, PFOS, PFNA, PFHxS, PFBS, and GenX chemicals in drinking water pursuant to SDWA. Once enacted, the MCLs will require public water systems across the United States to monitor for these PFAS, notify the public of detections, and take action to remove PFAS concentrations above those levels.

52. Additionally, with respect to remediation of contaminated sites; (1) in October 2021, USEPA announced important steps toward evaluating the existing data for four PFAS under the Resource Conservation and Recovery Act ("RCRA"), 42 U.S.C. §§ 6901 *et seq*., and strengthening the ability to clean up PFAS contamination across the country through the RCRA corrective action process; (2) in May 2022, USEPA added five PFAS to a list of risk-based values for site cleanups known as Regional Screening Levels and Regional Remedial Management Levels; (3) in August 2022, USEPA issued a proposed rule that would designate PFOA and PFOS as "hazardous substances" under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), 42 U.S.C. §§ 9601 *et seq*.; and (4) in April 2023, USEPA issued an Advance Notice of Proposed Rulemaking asking the public for input regarding potential future hazardous substance designations of additional PFAS compounds under CERCLA.

53. With respect to the use of PFAS in products and processes in January 2023, USEPA proposed a rule pursuant to the Toxic Substances Control Act ("TSCA"), 15 U.S.C. §2601 *et seq.*, that would prevent anyone from starting or resuming, without a complete USEPA review and risk determination, the manufacture, processing, or use of an estimated 300 PFAS that have not been made or used for many years, known as "inactive PFAS."

54. With respect to PFAS in discharges of wastewater; (1) in December 2022, USEPA issued a memorandum providing guidance to states on how to use the National Pollutant Discharge Elimination System ("NPDES") permitting program of the Federal Water Pollution Control Act (a/k/a the Clean Water Act) ("CWA"), 33 U.S.C. §§ 1251 *et seq*., to reduce harmful PFAS pollution; and (2) in January 2023, USEPA released its final Effluent Limitations Guidelines ("ELGs") Plan 15, including a determination that revised ELGs and pretreatment standards are necessary for reducing PFAS in leachate discharges from landfills, an announcement of an expansion of the ongoing study of PFAS discharges from textile manufacturers, and a new study of waste streams to wastewater treatment plants.

55. With respect to reporting releases of PFAS to the environment, in December 2022, USEPA proposed a rule that would improve reporting PFAS to the Toxics Release Inventory ("TRI") by, among other proposed changes, eliminating an exemption that allows facilities to avoid reporting information on PFAS when those chemicals are used in small, or de minimis, concentrations. Because PFAS are used at low concentrations in many products, this rule would ensure that covered industry sectors and federal facilities that make or use TRI-listed PFAS will no longer be able to rely on the de minimis exemption to avoid disclosing their PFAS releases and other waste management quantities for these chemicals.

**B. The Rhode Island Environmental Rights Act**

56. The Rhode Island Environmental Rights Act provides the State with civil remedies "to protect air, water, land and other natural resources located within the state from pollution, impairment, or destruction." R.I. GEN. LAWS § 10-20-1. The General Assembly has defined "pollution, impairment, or destruction" to include "any conduct which materially adversely affects or is likely to materially adversely affect the environment." *Id.* § 10-20-2(6).

### C. The Rhode Island Water Pollution Act

57. Rhode Island adopted its Water Pollution Act to prohibit, inter alia, the unlawful placement or discharge of any pollutant into the waters of the State. *See* R.I. GEN. LAWS § 46-12-5(a)-(b). Under the Act, "[a]ny person who shall negligently or intentionally pollute groundwater shall be liable to any other person who is damaged by that pollution." *Id.* § 46-12-21.

### D. The Rhode Island Unfair Trade Practice and Consumer Protection Act

58. This action is also brought by the State pursuant to the DTPA's prohibition of unfair or deceptive acts or practices in the conduct of any trade or commerce. *See* R.I. GEN. LAWS § 6-13-1.

### E. Constitution of the State of Rhode Island

59. Rhode Island is the "Ocean State," with more miles of coastline as a ratio to overall landmass than any other state or territory. As such, marine resources are vital to the economic, ecological, and social wellbeing of the State and its citizens. The Constitution of the State of Rhode Island accordingly addresses "[f]ishery rights," "shore privileges," and "preservation of natural resources" as follows:

> The people shall continue to enjoy and freely exercise all the rights of fishery, and the privileges of the shore, to which they have been heretofore entitled under the charter and usages of this state, including but not limited to fishing from the shore, the gathering of seaweed, leaving the shore to swim in the sea and passage along the shore; and they shall be secure in their rights to the use and enjoyment of the natural resources of the state with due regard for the preservation of their values; and it shall be the duty of the general assembly to provide for the conservation of the air, land, water, plant, animal, mineral and other natural resources of the state, and to adopt all means necessary and proper by law to protect the natural environment of the people of the state by providing adequate resource planning for the control and regulation of the use of the natural resources of the state and for the preservation, regeneration and restoration of the natural environment of the state.

R.I. CONST. ART. I, § 17.

**F. Rhode Island's Uniform Fraudulent Transfer and Voidable Transactions Law**

60. Rhode Island has adopted the Uniform Voidable Transactions Act ("UVTA"), R.I. GEN. LAWS § 6-16, to prevent the transfer of property by a debtor who intends to defraud creditors by placing assets beyond their reach. The UVTA has been adopted in substantively identical form in many jurisdictions and is itself a minor update to the Uniform Fraudulent Transfer Act ("UFTA") enacted by a majority of states, including the State of Delaware. *See* DEL. CODE tit. 6, § 1301.

61. The Rhode Island UFTA regulates transfers made before July 2, 2018. The UVTA regulates transfers made on or after July 2, 2018.

62. Under the UFTA and UVTA's actual fraudulent transfer provision, a transaction made by a debtor "with actual intent to hinder, delay, or defraud any creditor of the debtor" is voidable as to the creditor's claim. R.I. GEN. LAWS § 6-16-4(a)(1).

63. The UFTA and UVTA's constructive fraudulent transfer provisions provide that a transaction made by a debtor "without receiving a reasonably equivalent value in exchange for the transfer or obligation" is voidable if "the debtor: (i) was engaged or was about to engage in a business or a transaction for which the remaining assets of the debtor were unreasonably small in relation to the business or transaction; or (ii) intended to incur, or believed or reasonably should have believed that the debtor would incur, debts beyond the debtor's ability to pay as they became due"; or (iii) "was insolvent at that time or the debtor became insolvent as a result of the transfer or obligation." R.I. GEN. LAWS §§ 6-16-4(a)(2) & 6-16-5(a).

## V. FACTUAL ALLEGATIONS

### A. The Harmful Impacts of PFAS on the Environment, Animals, and Human Health

64. PFAS, including but not limited to PFOS, PFOA, PFHxS, PFNA, PFHpA, PFDA, PFBS, and GenX chemicals, have characteristics that cause extensive and long-lasting environmental contamination.

65. The use and disposal of PFAS-containing products result in PFAS migrating into the environment. For example, landfills receive industrial waste, sewage sludge, waste from cleanup of contaminated sites, and consumer goods—all of which contain PFAS. PFAS from the waste disposed of in both closed and operating landfills leaches into groundwater, surface water, and soils, then migrates to and impacts other natural resources, including but not limited to marine sediments and biota. Studies have shown high levels of PFAS in landfill leachate. PFAS can also be released from disposal sites into the air in the form of dust.

66. Municipal, industrial, and manufacturing wastewater treatment plants in Rhode Island receive wastewater that contains PFAS and/or PFAS-containing products from a variety of sources, including industries that manufacture or use PFAS and their precursors and/or via shedding from PFAS-containing consumer products. Wastewater treatment facilities are not designed to remove PFAS, and treatment units at conventional wastewater treatment plants generally do not remove PFAS efficiently. Effluent discharged to receiving water bodies contains PFAS. PFAS also have been detected in biosolids generated at wastewater treatment plants. Biosolids are commonly applied to land as fertilizers or soil amendments or sent to landfills. The use of contaminated biosolids on farmland and home gardens can lead to the uptake of PFAS in the food chain.

67. AFFF Products are fire suppressing foams used to extinguish flammable liquid fires, including jet-fuel fires, aviation-related fires, hangar fires, ship fires, and chemical fires, and are routinely used to train firefighters and test firefighting equipment.

68. When used as intended during a firefighting event or training exercise, AFFF Products can cause hundreds, if not thousands, of gallons (per application) of foamy water laced with PFAS to enter the environment in a variety of ways, including but not limited to, through soils, sediment, surface water, and groundwater.

69. Once introduced into the environment, PFAS quickly spread because they easily dissolve in water. PFAS also persist in the environment indefinitely because their multiple carbon-fluorine bonds, which are exceptionally strong and stable, are resistant to metabolic and environmental degradation processes.

70. PFAS bioaccumulate and biopersist in animals and are toxic to their health. Because several PFAS, including PFOS and PFOA, are very slowly excreted from individual organisms, ongoing low-level exposure results in a buildup of PFAS within the body. Thus, they also can biomagnify, meaning that their concentration in organic tissue increases as they are consumed up the food chain.

71. PFAS are toxic and cause significant adverse effects to human health. The presence of these chemicals in drinking water presents a serious threat to public health. For example, PFOS exposure is associated with numerous adverse health effects in humans, including increases in serum lipids (i.e., high cholesterol); decreases in antibody response to vaccines; increases in risk of childhood infections; and adverse reproductive and developmental effects, along with pregnancy induced hypertension and preeclampsia. PFOA exposure is associated with, among

other things, decreased birthweight, testicular and kidney cancers, ulcerative colitis, medically-diagnosed high cholesterol, and thyroid disease.

72. Removal of PFAS from drinking water sources requires specialized, and expensive, drinking water treatment systems. Additionally, once PFAS are removed from drinking water, they must be disposed of in a safe manner, which is costly and creates new risks.

73. In short, once PFAS are used, they are inevitably released to and then migrate throughout the environment, resist natural degradation, contaminate groundwater and drinking water, damage human and animal life and are difficult and costly to remove.

**B. PFAS Have Significantly Impacted Rhode Island's Natural Resources**

74. The State's natural resources have been contaminated with PFAS by the use of Defendants' PFAS-containing products, including AFFF Products, and investigation of contamination is ongoing. Manufacturer Defendants' designing, manufacturing, marketing, and selling of AFFF Products and other PFAS-containing products in the State have been a substantial factor in causing PFAS contamination and its injuries to the natural resources of the State. As investigation continues, the State expects that significant further PFAS contamination from AFFF Products and other PFAS-containing products will be discovered.

75. RIDEM has the power and duty to supervise and control the protection, development, planning, and utilization of the natural resources of the State. Such resources include, but are not limited to "water, plants, trees, soil, clay, sand, gravel, rocks and other minerals, air, mammals, birds, reptiles, amphibians, fish, shellfish, and other forms of aquatic, insect, and animal life." R.I. GEN. LAWS § 42-17.1-2 (1).

76. These natural resources have been injured by past and ongoing contamination caused by PFAS attributable to AFFF Products and other PFAS-containing products.

77. PFAS already have been found in high concentrations in groundwater, surface water, sediments, soils, and biota throughout the State, including but not limited to sites where AFFF Products were used, stored, disposed, or otherwise discharged.

78. Contamination attributable to PFAS persists in the State's natural resources (i.e., it does not break down in the environment), damages their intrinsic (i.e., inherent existence) value, and impairs the public benefits derived from access to, use, and enjoyment of Rhode Island's natural resources.

79. The current and future residents of the State have a substantial interest in having natural resources uncontaminated by PFAS, as do the tourism, recreation, fishing, and other industries that rely upon maintaining a clean environment for their businesses, patrons, and tourists to visit and enjoy.

80. PFAS have significantly affected the natural resources in the State, including, by way of example only, through the situations described in the following paragraphs of this Complaint.

81. Between 2017 and 2019, RIDOH, RIDEM, and Brown University sampled drinking water supplies for approximately 87% of Rhode Island residents for PFAS, including community public water systems, water bottling companies, food processors within 1 mile of a potential PFAS facility, community public water systems within 0.5 miles of a fire station, licensed child care facilities that use private wells located within one mile of a potential PFAS containing facility, and schools with their own public well or public water systems that were part of the third round of sampling required by USEPA Unregulated Contaminant Monitoring Rule between 2013 and 2015. For purposes of this study potential PFAS containing facilities, included (among others)

airports, fire training facilities, military installations, and fire stations, all of which are locations where AFFF was likely used for training and firefighting.

82. More than 44% of the public water systems and private wells sampled returned detections of at least one PFAS compound, and 15% had PFAS levels higher than the current interim drinking water standard of 20 ppt for the combined sum of PFOA, PFOS, PFHxS, PFHpA, and PFNA in one or more sources. This testing included many schools across the State that are served by their own wells, and more than 44% of those schools tested had levels of PFAS above the 20 ppt interim standard.

83. One source tested during the 2017-2019 drinking water sampling, a well owned and operated by the Oakland Association in Burrillville, Rhode Island, tested above the then-current USEPA interim lifetime health advisory level of 70 ppt for PFOS and PFOA. Due to levels detected in the Oakland Association well, RIDEM tested nearby 55 nearby private wells and found that 89% had detectable levels of PFAS, then facilitated the supply of bottled water for residents to use until a connection to a different source of water was completed in 2019. RIDEM determined the source of PFAS impacting the Oakland Association well to be AFFF used by a local fire district.

84. Because USEPA's currently proposed drinking water standard discussed above would set an MCL for PFOS and PFOA at the current detection limit of 4 ppt (among the other limits it would set), the State reasonably believes that each of the 44% of sources that returned a detection would exceed that proposed limit. Similarly, because in June 2022 USEPA issued revised interim health advisory levels for PFOA at 0.004 ppt, for PFOS at 0.02 ppt, and final health advisory levels for GenX chemicals at 10 ppt and PFBS at 2,000 ppt, the State reasonably believes

that each of the 44% of sources that returned a detection would exceed the current USEPA lifetime health advisory levels.

85. The former U.S. Navy, Naval Construction Battalion Center ("NCBC Davisville") is located in the Quonset Point area of the town of North Kingstown, Rhode Island, alongside Narragansett Bay. NCBC Davisville was decommissioned in March 1994 and closed on April 1, 1994, under the Department of Defense Base Realignment and Closure Program. At the time of base closure, NCBC Davisville comprised three areas: the Main Center (839 acres, Zones 1 through 4); the West Davisville storage area (70 acres); and Camp Fogarty, a 375-acre training facility located approximately 4 miles west of the Main Center. Camp Fogarty was transferred to the U.S. Department of the Army in December 1993 and is assigned to the Rhode Island Army Reserve National Guard. Adjoining the southern boundary of the Main Center is the decommissioned Naval Air Station Quonset Point, which was transferred by the Navy to the General Services Administration, which in turn transferred the property to the Rhode Island Port Authority (now known as the Rhode Island Economic Development Corporation) and others between 1975 and 1980. The former NCBC Davisville area is contiguous with Narragansett Bay. The U.S. Navy has identified at least three PFAS source areas within NCBC Davisville, including a fire-fighting training area where AFFF was used.

86. Contamination at and emanating from NCBC Davisville has been the subject of federal and state environmental investigations and remediation activity for decades, with the U.S. Navy as the lead agency for such investigation and cleanup and formal oversight by USEPA and RIDEM. Remediation began in the early 1990s and is ongoing.

87. U.S. Naval Station Newport, Rhode Island, formerly called the Newport Naval Education/Training Center ("NETC"), encompasses 1,063 acres on the west coast of Aquidneck

Island in Portsmouth, Middletown and Newport and the northern third of Gould Island (Town of Jamestown), all surrounded by Narragansett Bay. NETC was used by the Navy as a refueling depot from 1900 to the mid-1970s. The site includes multiple areas of contamination, including but not limited to a fire training area, a former shipyard, and five tank farms. An 11-acre portion of the site along the shore of Narragansett Bay, known as McAllister Point Landfill, accepted wastes consisting primarily of domestic refuse, acids, solvents, paint, waste oil, and many other liquid and solid wastes that are likely to have included PFAS.

88. Contamination at and emanating from NETC has been the subject of federal and state environmental investigations and remediation activity for decades, with the U.S. Navy as the lead agency for such investigation and cleanup and formal oversight by USEPA and RIDEM. Remediation began in the early 1990s and is ongoing.

89. Given their proximity and hydrologic connectivity to Narragansett Bay, PFAS contamination to the soils, surface waters, and groundwater at and around NCBC Davisville and NETC have almost certainly impacted the waters, sediments, and biota of Narragansett Bay.

90. The former Charlestown Naval Auxiliary Landing Field ("CNALF") was used as a pilot and flight crew training facility during World War II and later as a support facility to Quonset Point Naval Air Station. The approximately 630-acre facility was closed in the early 1970s and by 1982 was transferred to two entities: the United States Department of Interior Fish and Wildlife Service ("USFWS") and the Town of Charlestown, Rhode Island. Between 1987 and 2018, the United States Army Corps of Engineers ("USACE"), USEPA, and RIDEM performed several environmental investigations and limited remedial work at the CNALF.

91. In 2021 USACE initiated additional investigations to, among other things, determine whether PFAS are present in drinking water sources within CNALF and for nearby

residential areas. Sampling and analysis activity to date confirms that multiple PFAS compounds are present in area wells.

92. The Bradford Dyeing Association ("BDA") site in the Town of Westerly is a former textile mill that manufactured battle dress uniforms and chemical protection suits for the U.S. Department of Defense for approximately a century, beginning in 1911. BDA's operations included the treatment and finishing of woven cloth fabrics with PFAS-containing products. Thousands of gallons of wastewater per day were funneled into a series of lagoons, which would accumulate large amounts of chemical-laden sludge. Each year during spring thaw, BDA would open the gates to its wastewater lagoons, causing the accumulated sludge to wash out into the nearby Pawcatuck River. The BDA property has been in receivership since 2018 when a Rhode Island Superior Court judge granted the Town of Westerly's request for court intervention.

93. PFAS that were used in the company's operations have been detected in high concentrations in the wastewater lagoons and downstream in and along the Pawcatuck River in surface water and sediment.

94. Additionally, scientists from Roger Williams University and RIDEM collected fish tissue samples from the Pawcatuck River in 2022 and analyzed these samples for PFAS accumulation in tissue in early 2023, and results of this study are pending at the time this action is filed.

95. In April 2023, scientists from USEPA and Roger Williams University Department of Marine Biology published the first comprehensive study of PFAS in the coastal food web of the U.S. North Atlantic Ocean. This study characterized the presence and concentrations of PFAS across marine fish and invertebrate species collected from Narragansett Bay (Rhode Island) and surrounding waters. Fish and invertebrates from eighteen different species were collected from the

Bay and Rhode Island/Block Island Sound between 2006 and 2014, then analyzed for 24 different PFAS compounds. Nineteen of the 24 targeted PFAS were detected in samples across all subject species. The highest concentrations in individual samples were found in American lobster, winter skates, striped bass, and bluefish, which are among the saltwater fish and invertebrates found in Rhode Island waters that are most commonly captured and consumed by humans. In addition to its conclusions about the presence and concentrations of PFAS in subject species; and the trends/correlations between those concentrations and organism body size and trophic position, the study concluded that many of the species studied are key recreational and commercial fisheries, resulting in a pathway for human exposure via seafood consumption.

96. As investigation of PFAS contamination continues, additional contamination areas will be discovered on a location-by-location basis. Such investigation is necessary to ascertain the scope of PFAS contamination and to return the affected natural resources to levels that are safe for human health and the environment and to the condition they were in prior to the impact of these contaminants.

97. Manufacturer Defendants are liable for the costs of investigation, remediation, and restoration of all the property, soils, sediments, waters, and other natural resources contaminated with PFAS from AFFF Products and other PFAS-containing products, as well as for the State's loss of past, present, and future use of such contaminated natural resources.

98. The PFAS contamination in groundwater and surface water is likewise impacting the State's drinking water sources. Manufacturer Defendants are liable for all costs necessary to investigate and treat (in perpetuity) any and all drinking water wells and other sources of drinking water impacted by PFAS from AFFF Products and other PFAS-containing products in the State.

### C. Manufacturer Defendants' History of Manufacturing and Selling PFAS-Containing Products, Including AFFF

99. 3M began to produce PFOS and PFOA by electrochemical fluorination in the 1940s. In the 1960s, 3M used its fluorination process to develop AFFF and other PFAS-containing products, including as an example, Scotchgard™.

100. 3M manufactured, marketed, and sold AFFF from the 1960s to the early 2000s. National Foam and Tyco/Ansul began to manufacture, market, and sell AFFF in the 1970s. Angus Fire and Chemguard began to manufacture, market, and sell AFFF in the 1990s. Buckeye began to manufacture, market, and sell AFFF in the 2000s.

101. Arkema's predecessors supplied fluorosurfactants used to manufacture AFFF beginning in the 1970s. Ciba Corporation ("Ciba") supplied fluorosurfactants used to manufacture AFFF beginning in the 1970s. Dynax supplied fluorosurfactants used to manufacture AFFF beginning in the 1990s. Old DuPont acquired Arkema's predecessors' fluorosurfactants business in 2002, after which it supplied fluorosurfactants used to manufacture AFFF. Chemguard acquired Ciba's fluorosurfactants business in 2003, after which it supplied fluorosurfactants used to manufacture AFFF. Following Chemours's spinoff from Old DuPont, Chemours supplied fluorosurfactants used to manufacture AFFF.

102. At varying times, AGC Chemicals, Clariant, and Old DuPont supplied fluorochemicals used to make AFFF and other PFAS-containing products, including as an example, Stainmaster® (manufactured by Old DuPont).

103. From the 1960s through 2001, the U.S. Department of Defense purchased AFFF exclusively from 3M and Tyco/Ansul.

104. In 2000, 3M announced it was phasing out its manufacture of PFOS, PFOA, and related products, including AFFF. In its press release announcing the phase out, 3M stated that

"our products are safe" and that 3M's decision was "based on [its] principles of responsible environmental management." 3M further stated that "the presence of these materials at . . . very low levels does not pose a human health or environmental risk." In communications with USEPA at that time, 3M stated that it had "concluded that . . . other business opportunities were more deserving of the company's energies and attention." 3M made no mention in its press releases or regulatory statements of the risks to human health and the environment posed by the chemicals, although it knew those risks at the time.

105. After 3M exited the AFFF and PFOS/PFOA market, the remaining Manufacturer Defendants continued to manufacture and sell AFFF Products. Indeed, Old DuPont saw an opportunity to grab a share of the 3M's market when 3M exited, although Old DuPont had decades of evidence that PFAS were highly toxic and dangerous to the environment and human health.

106. Manufacturer Defendants advertised, offered for sale, and sold AFFF Products to federal, state, and territory government entities, including the military, counties, municipalities, airports, fire departments, and/or other governmental or quasi-governmental entities, for use in the State.

107. 3M's PFAS-containing products (including AFFF) were created using an electrochemical fluorination process and contain PFAS. The remaining Manufacturer Defendants' PFAS-containing products (including AFFF) were created using a telomerization process and contain or break down into PFOA. PFAS-containing products manufactured by Manufacturer Defendants other than 3M are fungible and lack traits that would make it possible to identify the product as being manufactured, distributed, or sold by a particular Manufacturer Defendant. Due to this fungibility, Manufacturer Defendants are in the best position to identify the original manufacturer of the PFAS-containing products released at any particular site. Any inability of the

State to identify the original manufacturer of the specific AFFF Products released into the State's natural resources in particular instances at particular sites is a result of the fungibility of the products and not as a result of any action or inaction by the State.

108. Manufacturer Defendants knew their customers stored large stockpiles of AFFF Products. In fact, Manufacturer Defendants marketed their AFFF Products by promoting their long shelf life. Even after Manufacturer Defendants fully understood the toxicity of PFAS—and their injurious impacts when released into the environment through use of PFAS-containing products exactly as they had marketed and intended for them to be used—Manufacturer Defendants concealed the true detrimental nature of PFAS. Even while Manufacturer Defendants phased out production or transitioned to other formulas, they did not advise their customers that they should not use PFAS-containing products (including AFFF) or otherwise reveal the dangers posed by their PFAS-containing products. Manufacturer Defendants further did not attempt to remove their harmful products from the market. Manufacturer Defendants did not warn the State or consumers that the use of AFFF Products would harm the environment, endanger human health, or result in substantial costs to investigate and clean up groundwater contamination and damage to other natural resources.

109. Accordingly, for many years after their original sale, AFFF Products were still being applied directly to the ground and washed into sediments, soils, and waters of the State, harming the environment and endangering human health. Manufacturer Defendants instructed their customers that they needed to properly dispose of their stockpiles of AFFF Products, but they did not advise them how to properly dispose of AFFF Products.

110. Even today, PFAS-containing products continue to be manufactured and released into the environment, both in their manufacture and application, as well as in their intended use,

including but not limited to the manufacture and use of products like Stainmaster®, Scotchgard™, and Teflon®.

### D. Manufacturer Defendants Knew, or Should Have Known, That Their PFAS-Containing Products Including AFFF and/or PFAS Precursors Were Harmful to the Environment and Human Health

#### i. 3M Knew, or Should Have Known, of the Harm Caused by PFAS, and 3M Suppressed Negative Information About These Chemicals

111. 3M has known for decades that the PFAS contained in its PFAS-containing products, including AFFF, are toxic and adversely affect the environment and human health.

112. By 1956, 3M's PFAS were found to bind to proteins in human blood, resulting in bioaccumulation of those compounds in the human body.

113. 3M knew as early as 1960 that its PFAS waste could leach into groundwater and otherwise enter the environment. An internal 3M memorandum from 1960 described 3M's understanding that such wastes "[would] eventually reach the water table and pollute domestic wells."

114. As early as 1963, 3M knew that its PFAS were highly stable in the environment and did not degrade after disposal.

115. By the 1970s, 3M had become concerned about the risks posed to the general population by exposure to 3M's fluorochemicals.

116. By no later than 1970, 3M knew that its PFAS products were hazardous to marine life. Still, 3M refused to take any steps to mitigate these hazards. In fact, around this time, 3M abandoned a study of its fluorochemicals after the company's release of the chemicals during the study caused severe pollution of nearby surface waters.

117. In 1975, 3M found there was a "universal presence" of PFAS (PFOA and/or PFOS) in blood serum samples taken from across the United States. Since PFAS are not naturally

occurring, this finding reasonably alerted 3M to the high likelihood that its products were a source of this PFAS—a scenario 3M discussed internally but did not share outside the company. This finding also alerted 3M to the likelihood that PFAS are mobile, persistent, bioaccumulative, and biomagnifying, because these characteristics would explain the presence of PFAS in human blood.

118. As early as 1976, 3M began monitoring the blood of its employees for PFAS because the company was concerned about the health effects of PFAS.

119. In 1978, 3M conducted PFOS and PFOA studies in monkeys and rats. All monkeys died within the first few days or weeks after being given food contaminated with PFOS. The studies also showed that PFOS and PFOA affected the liver and gastrointestinal tract of the species tested.

120. In the late 1970s, 3M studied the fate and transport characteristics of PFOS in the environment, including in surface water and biota. A 1979 report drew a direct line between effluent from 3M's Decatur, Alabama plant and fluorochemicals bioaccumulating in fish tissue taken from the Tennessee River adjacent to the 3M plant.

121. According to a 3M environmental specialist who resigned his position due to the company's inaction over PFOS's environmental impacts, 3M had resisted calls from its own ecotoxicologists going back to 1979 to perform an ecological risk assessment on PFOS and similar chemicals. At the time of the specialist's resignation in 1999, 3M continued its resistance.

122. In 1983, 3M scientists opined that concerns about PFAS "give rise to legitimate questions about the persistence, accumulation potential, and ecotoxicity of fluorochemicals in the environment."

123. In 1984, 3M's internal analyses proved that fluorochemicals were likely bioaccumulating in 3M's employees.

124. Despite its understanding of the hazards associated with the PFAS in its products, 3M suppressed scientific research on the hazards associated with them and mounted a campaign to control the scientific dialogue on the fate, exposure, analytics, and effects to human health and the ecological risks of PFAS.

125. At least one scientist funded by 3M saw his goal as "keep[ing] 'bad' papers [regarding PFAS] out of the literature" because "in litigation situations," those articles "can be a large obstacle to refute."

126. 3M deceived others and hid the negative effects of PFAS. For example, Dr. Rich Purdy, a former environmental specialist with 3M, wrote a letter detailing, without limitation: (1) 3M's tactics to prevent research into the adverse effects of its PFOS; (2) 3M's submission of misinformation about its PFOS to USEPA; (3) 3M's failure to disclose substantial risks associated with its PFOS to USEPA; (4) 3M's failure to inform the public of the widespread dispersal of its PFOS in the environment and population; (5) 3M's production of chemicals it knew posed an ecological risk and a danger to the food chain; and (6) 3M's attempts to keep its workers from discussing the problems with the company's fluorochemical projects to prevent their discussions from being used in the legal process.

127. By the late 1990s, 3M's own toxicologist had calculated a "safe" level for PFOS in human blood to be 1.05 parts per billion ("ppb"), at a time when 3M was well-aware that the average level of PFOS being found in the blood of the general population of the United States was approximately 30 times higher than this "safe" blood level, but 3M did not disclose that information to regulatory authorities or the public.

128. 3M knew, or should have known, that its AFFF, in its intended use, would release PFAS that would dissolve in water; reach water systems and the environment in the State; resist

degradation; bioaccumulate and biomagnify; and harm ecological, animal, and human health in the State due to their toxicity. Such knowledge was accessible to 3M, but not to the State until 3M's acts and omissions came to light and the State developed its own understanding of the toxicity of PFAS.

129. Despite its knowledge of the risks associated with exposures to its PFAS products, when 3M announced it would phase out its PFOS, PFOA, and related products (including AFFF) in 2000, it falsely asserted "our products are safe," instead of disclosing what it knew about the substantial threat posed by PFOS and PFOA.

**ii. Old DuPont Knew, or Should Have Known, of the Harms Caused by PFOA, and It Concealed Its Knowledge from Regulators and Users of PFAS-containing products, including AFFF Products**

130. In the 1950s, Old DuPont began using PFOA and other PFAS in its specialty chemical productions applications, including household products, like Teflon®, and quickly thereafter, developed an understanding of the dangers of using these chemicals.

131. During this time, Old DuPont was aware that PFOA was toxic to animals and humans and that it bioaccumulates and persists in the environment. Old DuPont also knew that Teflon®, which was manufactured using PFOA and/or other PFAS, and related industrial facilities, emitted and discharged PFOA and/or other PFAS in large quantities into the environment and that many people had been exposed to its PFAS, including via public and private drinking water supplies.

132. Old DuPont scientists issued internal warnings about the toxicity associated with PFOA as early as 1961, including that PFOA caused adverse liver reactions in rats and dogs. Old DuPont's Toxicology Section Chief opined that such products should be "handled with extreme care" and that contact with the skin should be "strictly avoided."

133. In 1978, based on information it received from 3M about elevated and persistent organic fluorine levels in workers exposed to PFOA, Old DuPont initiated a plan to review and monitor the health conditions of potentially exposed workers to assess whether any negative health effects were attributable to PFOA exposure. This monitoring plan involved obtaining blood samples from the workers and analyzing the samples for the presence of fluorine.

134. By 1979, Old DuPont had data indicating that, not only was organic fluorine/PFOA building up in the blood of its exposed workers (and was thus "biopersistent"), but those workers exposed to PFOA had a significantly higher incidence of health issues than did unexposed workers. Old DuPont did not share these data or the results of its worker health analysis with the general public or government entities, including the State, at that time.

135. The following year, Old DuPont internally confirmed, but did not make public, that PFOA "is toxic," that humans accumulate PFOA in their tissues, and that "continued exposure is not tolerable."

136. Not only did Old DuPont know that PFOA accumulated in humans, it was also aware that PFOA could cross the placenta from an exposed mother to her fetus. In 1981, Old DuPont conducted a blood sampling study of pregnant or recently pregnant employees. Of the eight women in the study who worked with Teflon®, two—or 25%—had children with birth defects in their eyes or face, and at least one had PFOA in the umbilical cord.

137. Old DuPont reported to USEPA in March 1982 that results from a rat study showed PFOA crossing the placenta if present in maternal blood, but Old DuPont concealed the results of the study of its own human workers.

138. Not only did Old DuPont know about PFOA's toxicity as early as the 1960s, it was also aware that PFAS were capable of contaminating the surrounding environment, leading to

human exposure. For example, no later than 1984, Old DuPont was aware that PFOA released from its manufacturing operations was contaminating local drinking water supplies, but said nothing to regulators or the affected communities.

139. Old DuPont was long aware that the PFAS it was releasing from its facilities could leach into groundwater used for public drinking water. After obtaining data on these releases and the consequent contamination near Old DuPont's Washington Works plant in West Virginia, Old DuPont held a meeting at its corporate headquarters in Wilmington, Delaware in 1984 to discuss health and environmental issues related to PFOA. Old DuPont employees in attendance spoke of the PFOA issue as "one of corporate image, and corporate liability." They were resigned to Old DuPont's "incremental liability from this point on if we do nothing" because Old DuPont was "already liable for the past 32 years of operation." They also stated that the "legal and medical [departments within Old DuPont] will likely take the position of total elimination" of PFOA use in Old DuPont's business and that these departments had "no incentive to take any other position." Nevertheless, Old DuPont not only decided to keep using and releasing PFOA, but affirmatively misrepresented to regulators, the scientific community, and the public that its PFOA releases presented no risks to human health or the environment.

140. Old DuPont's own Epidemiology Review Board ("ERB") repeatedly raised concerns about Old DuPont's statements to the public that there were no adverse health effects associated with human exposure to PFOA. For example, in February 2006, the ERB "strongly advise[d] against any public statements asserting that PFOA does not pose any risk to health" and questioned "the evidential basis of [Old DuPont's] public expression asserting, with what appears to be great confidence, that PFOA does not pose a risk to health."

141. In 2004, USEPA filed an administrative enforcement action against Old DuPont based on its failure to disclose toxicity and exposure information for PFOA, in violation of TSCA and RCRA. Old DuPont eventually settled the lawsuit by agreeing to pay over $16 million in civil administrative penalties and supplemental environmental projects. USEPA called the settlement the "largest civil administrative penalty USEPA has ever obtained under any federal environmental statute."

142. Despite its knowledge regarding PFOA's toxicity, Old DuPont continued to claim that PFOA posed no health risks and, in fact, began to sell AFFF after 3M announced its phase out of PFOA and PFOS in 2000 (due to 3M's knowledge of the compounds' toxicity and threats of further enforcement action by USEPA). In 2008, Old DuPont literature was quoted in an Industrial Fire World magazine article regarding AFFF, stating that Old DuPont "believes the weight of evidence indicates that PFOA exposure does not pose a health risk to the general public" because "there are no human health effects known to be caused by PFOA." Old DuPont knew these statements were not true but did not correct them.

#### iii. The Remaining Manufacturer Defendants Knew, or Should Have Known, of the Harm Caused by the Release of PFOA from Their PFAS-Containing Products, Including AFFF

143. The remaining (non-3M) Manufacturer Defendants knew, or should have known, that, in their intended and/or common use, their PFAS-containing products, including AFFF would harm the environment and human health.

144. The remaining Manufacturer Defendants knew, or should have known, that due to their toxicity, their PFAS-containing products, including AFFF, released PFAS that would dissolve in water; reach water systems and the environment in the State; resist degradation; bioaccumulate and biomagnify; and harm ecological, animal, and human health in the State.

145. Information regarding PFAS was readily accessible to each of the remaining Manufacturer Defendants for decades. Each is an expert in the field of AFFF Products' manufacture and/or the materials containing PFAS that are necessary to manufacture AFFF Products, and each has detailed information and understanding about the PFAS in AFFF Products. The State, by contrast, did not have access to such information.

**iv. Old DuPont Worked in Concert with Other Manufacturer Defendants and the Firefighting Foam Coalition to Protect AFFF Products from Scrutiny**

146. The Firefighting Foam Coalition ("FFFC"), a Virginia-based national AFFF trade group, was formed in 2001 to advocate for AFFF's continued viability. National Foam, Tyco/Ansul, Chemguard, Dynax, Old DuPont, Kidde-Fenwal, and Chemours (collectively, "FFFC Members"), were members of the FFFC as were others in the industry. Through their involvement in the FFFC, and other trade associations and groups, FFFC Members shared knowledge and information regarding PFOA and its precursors released from AFFF Products but did not share that information with the general public or government entities, including the State.

147. FFFC Members worked together to protect AFFF Products from scrutiny, by, among other things, coordinating their messaging on PFOA's toxicological profile and on their AFFF Products' contribution of PFOA into the environment. All of this was done as a part of the FFFC's efforts to shield its members and the AFFF industry from the detrimental impact of the public and government entities' learning the truth about the harms of PFOA to the environment and human health. FFFC Members regularly published newsletters promoting their AFFF Products, while also regularly attending trade group conferences to disseminate misleading messaging.

148. FFFC Members' coordinated messaging and publishing efforts were meant to dispel concerns about the impact AFFF Products had on the environment and human health. They

worked in concert to conceal from the general public and government entities, including the State, the risks of their AFFF Products.

149. FFFC Members repeated the same messaging for years, with the result that only one PFAS chemical—PFOS, which FFFC Members' products did not contain—was taken off the market.

150. FFFC Members knew, however, that their messaging regarding their AFFF Products was false. Each of the FFFC Members knew that PFOA was released directly into the environment from the use of their AFFF Products and that PFOA presented a similar threat to the environment and public health as that posed by PFOS. While FFFC Members knew this, it was not similarly understood by the public and government entities, including the State, because FFFC Members would not share their knowledge about the dangers of PFAS and AFFF Products.

### E. Old DuPont's Multi-Step, Years'-Long Fraudulent Scheme to Isolate Its Valuable Tangible Assets from Its PFAS Liabilities and Hinder Creditors

151. Beginning in or about 2013 and continuing through at least June 2019, Old DuPont planned and executed a series of corporate restructurings designed to separate its valuable assets from its billions of dollars of legacy environmental liabilities—especially those arising from PFOA and other PFAS contamination.

152. Old DuPont's potential cumulative liability related to PFOA and other PFAS, including PFAS-containing AFFF, is likely billions of dollars due to the persistence, mobility, bioaccumulative properties, and toxicity of these "forever" compounds, as well as Old DuPont's decades'-long attempt to hide the dangers of PFAS from the public.

153. For more than five decades, Old DuPont manufactured, produced, or utilized PFOA and other PFAS at its plants in New Jersey, West Virginia, and North Carolina, among others. As alleged above, throughout this time, Old DuPont was aware that PFOA was toxic, harmful to

animals and humans, bioaccumulative, and persistent in the environment. Old DuPont also knew that it had emitted and discharged PFOA and other PFAS in large quantities into the environment and that many people had been exposed to PFOA, including through public and private drinking water supplies, like those in Rhode Island, which Old DuPont had contaminated. Thus, Old DuPont knew, or reasonably should have known, that it faced billions of dollars in liabilities arising from its use of PFAS, including PFAS-containing AFFF.

154. Beginning in at least 1999 and continuing to the present, Old DuPont has faced mounting litigation arising from its historic manufacture, production, and use of PFAS. In 1999, members of the Tennant family, who owned property affected by contamination from a landfill that had accepted PFOA wastes from Old DuPont's nearby Washington Works plant, sued Old DuPont in West Virginia federal court.

155. Old DuPont's in-house counsel were very concerned about Old DuPont's exposure to liability related to PFOA. In November 2000, one of Old DuPont's in-house lawyers handling PFOA issues wrote to his co-counsel: "We are going to spend millions to defend these lawsuits and have the additional threat of punitive damages hanging over our head. Getting out in front and acting responsibly can undercut and reduce the potential for punitives . . . . Our story is not a good one, we continued to increase our emissions into the river in spite of internal commitments to reduce or eliminate the release of this chemical into the community and the environment because of our concern about the biopersistence of this chemical."

156. In 2005, after settling the Tennant case, Old DuPont settled the claims brought by USEPA for violations of TSCA and RCRA related to its failure to disclose toxicity and exposure information for PFOA, as discussed *supra* in ¶ 141.

157. Also in 2005, a West Virginia court entered a final order approving a 2004 settlement of a class action lawsuit filed against Old DuPont on behalf of 70,000 Ohio and West Virginia residents who had been exposed to PFOA that Old DuPont had discharged from Washington Works.

158. Under the terms of the settlement, which provided class benefits in excess of $300 million, Old DuPont agreed to fund a panel of scientists (the "Science Panel") to confirm which diseases were linked to PFOA exposure, to filter local water from impacted public and private drinking water supplies, and to pay up to $235 million for medical monitoring of the affected community for any diseases that the Science Panel linked to PFOA exposure. The settlement also provided that any class members who developed the diseases linked by the Science Panel would be entitled to sue for personal injury, and Old DuPont agreed not to contest the fact that the class members' exposure to PFOA could have caused each of the linked diseases.

159. By 2012, after seven years of studies, the Science Panel confirmed "probable links" between exposure to PFOA and the following serious human diseases: medically diagnosed high cholesterol, ulcerative colitis, pregnancy induced hypertension, thyroid disease, testicular cancer, and kidney cancer.

160. After the Science Panel confirmed such probable links with human disease, more than 3,500 personal injury claims were filed against Old DuPont in Ohio and West Virginia by class members with one or more of those linked diseases under the terms of the 2005 class settlement. In 2013, these claims were consolidated in federal multidistrict litigation styled *In Re: E. I. du Pont de Nemours and Company C-8 Personal Injury Litigation* (MDL No. 2433) in the U.S. District Court for the Southern District of Ohio ("Ohio MDL"). Forty bellwether trials were scheduled to take place in 2015 and 2016.

161. The first three trials in the Ohio MDL ended in plaintiffs' verdicts. Each jury awarded damages in a larger amount than the one before it—the first awarded $1.6 million, the second awarded $5.6 million, and the third awarded $12.5 million. The second and third jury awards included punitive damages. Old DuPont then settled the remaining, pending claims for $670.7 million dollars.

162. Old DuPont knew or should have known that it faced substantial exposure at these trials, as well as the liability related to PFOA and other PFAS contamination caused by its manufacturing operations at other sites throughout the country, its releases and disposal of PFAS chemicals globally, and for toxic PFAS chemicals in its own products and myriad products into which toxic PFAS were incorporated and that its liability likely measured in the billions of dollars.

163. Anticipating this significant liability exposure, Old DuPont convened an internal initiative known as "Project Beta" in or about 2013 for Old DuPont's management to consider restructuring the company in order to, among other things, avoid responsibility for the widespread environmental harm that Old DuPont's PFAS had caused and shield billions of dollars in assets from these substantial liabilities.

164. In furtherance of possible restructuring opportunities, including potential mergers, Old DuPont and The Dow Chemical Company ("Old Dow") began to discuss a possible "merger of equals" in or about 2013.

165. However, neither Old Dow, nor any other rational merger partner, would agree to a transaction that would result in exposing it to the substantial PFAS and environmental liabilities that Old DuPont faced.

166. Accordingly, Old DuPont's management decided to pursue a multi-year corporate restructuring specifically orchestrated to isolate Old DuPont's massive legacy liabilities from its

valuable tangible assets in an attempt to shield those assets from creditors and entice Old Dow to pursue the proposed merger.

167. Old DuPont engaged in a coordinated three-part restructuring plan, that consisted of (i) Old DuPont's attempt to cast off its massive environmental liabilities onto Chemours and spinning off Chemours as a separate publicly traded company; (ii) the creation of New DuPont to facilitate a purported merger with Old Dow; and (iii) a series of internal restructurings and divestitures that culminated with the spinoff of Old DuPont to its newly formed parent, Corteva.

168. The first step in Old DuPont's fraudulent scheme was to transfer its performance chemicals business, which included Teflon® and other products ("Performance Chemicals Business") into its wholly owned subsidiary, Chemours. Then, in July 2015, Old DuPont "spun off" Chemours as a separate public entity and saddled Chemours with Old DuPont's massive legacy liabilities (the "Chemours Spinoff").

169. Old DuPont knew that Chemours was undercapitalized and could not satisfy the massive liabilities that it caused Chemours to assume. Old DuPont also knew that the Chemours Spinoff alone would not insulate its own assets from its PFAS liabilities because Old DuPont still faced direct liability for its own conduct.

170. The second step involved Old DuPont and Old Dow entering into an "Agreement and Plan of Merger" in December 2015, pursuant to which Old DuPont and Old Dow merged with subsidiaries of a newly formed holding company, DowDuPont, Inc. ("DowDuPont"), which was created for the sole purpose of effectuating the merger. Old DuPont and Old Dow became subsidiaries of DowDuPont.

171. In the third step, DowDuPont engaged in numerous business segment and product line "realignments" and "divestitures," which culminated in DowDuPont spinning off two new

publicly traded companies: (i) Corteva, which currently holds Old DuPont as a subsidiary, and (ii) Dow, Inc. ("New Dow"), which currently holds Old Dow. DowDuPont was then renamed DuPont de Nemours, Inc. (i.e., New DuPont).

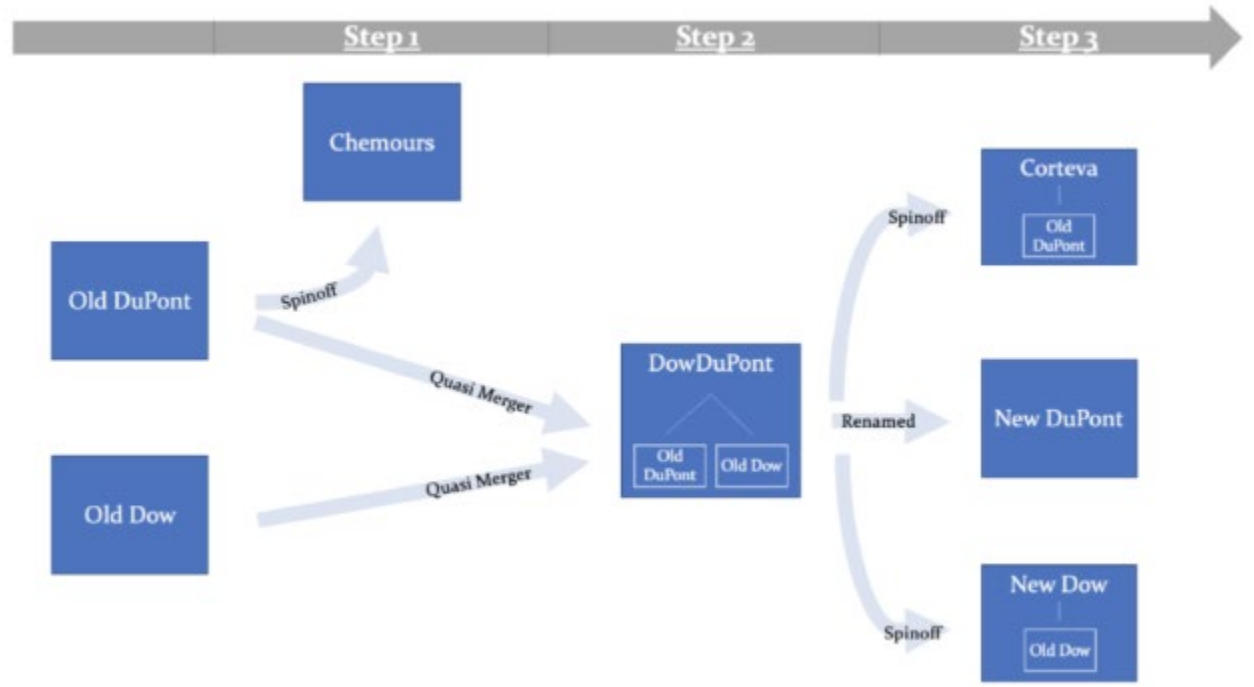
172. Old DuPont's restructuring—beginning with the spinoff of Chemours in 2015, and ending with the spinoff of Corteva in 2019—was designed to separate Old DuPont's massive historic PFAS liabilities from its valuable, non-PFAS assets and thereby hinder, delay, and defraud creditors.

173. As a result of this restructuring, between December 2014 (i.e., before the Chemours Spinoff) and December 2019 (i.e., after the Dow merger), the value of Old DuPont's tangible assets decreased by $20.85 billion, or by approximately one-half.

174. New DuPont and Corteva now hold a significant portion of the tangible assets that Old DuPont formerly owned.

175. Many of the details about these transactions are hidden from the public in confidential schedules and exhibits to the various restructuring agreements. Old DuPont, New DuPont, and Corteva have, likely intentionally, buried these details in an apparent attempt to hide from creditors, like the State, where Old DuPont's valuable assets went and the inadequate consideration that Old DuPont received in return.

176. The below graphic depicts the restructuring as it progressed through each of the three steps:




177. In greater detail, the restructuring scheme was implemented as follows.

**i. Step 1: The Chemours Spinoff**

178. In February 2014, Old DuPont formed Chemours as a wholly owned subsidiary.

179. On April 30, 2015, Chemours was converted from a limited liability company to a corporation named "The Chemours Company."

180. On July 1, 2015, Old DuPont completed the spinoff of Chemours, and Chemours became a separate, publicly traded entity.

181. At the time of the spinoff, the Performance Chemicals Business consisted of Old DuPont's Titanium Technologies, Chemical Solutions, and Fluoroproducts segments, including business units that had manufactured, used, and discharged PFOA into the environment.

182. Prior to the Chemours Spinoff, Chemours's Board of Directors was dominated by Old DuPont employees. As a result, during the time that the terms of its separation from Old

DuPont was being negotiated, Chemours did not have an independent Board of Directors or management independent of Old DuPont.

183. To effectuate the Chemours Spinoff, Old DuPont and Chemours entered into the June 26, 2015 Separation Agreement (the "Chemours Separation Agreement").

184. Pursuant to the Chemours Separation Agreement, Old DuPont agreed to transfer to Chemours all businesses and assets related to the Performance Chemicals Business, including 37 active chemical plants.

185. At the same time, Chemours accepted a broad assumption of Old DuPont's massive liabilities relating to Old DuPont's Performance Chemicals Business. The specific details regarding the nature and value of probable maximum loss and the anticipated timing of the liabilities that Chemours assumed are set forth in the nonpublic schedules and exhibits to the Chemours Separation Agreement.

186. Notwithstanding the billions of dollars in environmental and PFAS liabilities that Chemours would face, on July 1, 2015, Old DuPont caused Chemours to transfer to Old DuPont approximately $3.4 billion as a cash dividend, along with a "distribution in kind" of promissory notes with an aggregate principal amount of $507 million.

187. Thus, in total, Chemours distributed approximately $3.9 billion to Old DuPont. Old DuPont required Chemours to fund these distributions through financing transactions, including senior secured term loans and senior unsecured notes, totaling approximately $3.995 billion, entered into on May 12, 2015. Also, Chemours distributed approximately $3.0 billion in common stock to Old DuPont's shareholders on July 1, 2015 (181 million shares at $16.51 per share price).

188. Accordingly, most of the valuable assets that Chemours may have had at the time of the Chemours Spinoff were unavailable to creditors with current or future PFAS claims, like

those of the State, and Old DuPont stripped Chemours's value for itself and its shareholders. Old DuPont, however, transferred only $4.1 billion in net assets to Chemours. In addition to requiring Chemours to assume billions of dollars of Old DuPont's PFAS liabilities, The Chemours Separation Agreement includes an indemnification of Old DuPont in connection with those liabilities, which is uncapped and does not have a survival period.

189. Specifically, the Chemours Separation Agreement requires Chemours to indemnify Old DuPont against, and assume for itself, all "Chemours Liabilities," which are defined broadly to include, among other things, "any and all Liabilities relating . . . primarily to, arising primarily out of or resulting primarily from, the operation or conduct of the Chemours Business, as conducted at any time prior to, at or after the Effective Date . . . including . . . any and all Chemours Assumed Environmental Liabilities," which includes Old DuPont's historic liabilities relating to and arising from its decades of emitting pollution, including PFOA, into the environment from its dozens of facilities.

190. Under the Chemours Separation Agreement, Chemours must indemnify Old DuPont against and assume for itself the Chemours Liabilities regardless of (i) when or where such liabilities arose; (ii) whether the facts upon which they are based occurred prior to, on, or subsequent to the effective date of the Chemours Spinoff; (iii) where or against whom such liabilities are asserted or determined; (iv) whether arising from or alleged to arise from negligence, gross negligence, recklessness, violation of law, fraud, or misrepresentation by any member of the Old DuPont group or the Chemours group; (v) the accuracy of the maximum probable loss values assigned to such liabilities; and (vi) which entity is named in any action associated with any liability.

191. The Chemours Separation Agreement also requires Chemours to indemnify Old DuPont from, and assume all, environmental liabilities that arose prior to the Chemours Spinoff if they were "primarily associated" with the Performance Chemicals Business.

192. In addition, Chemours agreed to use its best efforts to be fully substituted for Old DuPont with respect to "any order, decree, judgment, agreement or Action with respect to Chemours Assumed Environmental Liabilities."

193. The Chemours Spinoff was so one-sided that in May 2019, Chemours sued Old DuPont, New DuPont, and Corteva in Delaware Chancery Court. *See The Chemours Company v. DowDuPont, et al.*, C.A. No. 2019-0351 (Del. Ch. Ct., filed May 13, 2019).

194. In its Amended Complaint—which was verified by Chemours's current Chief Executive Officer, Mark Newman—Chemours alleged that the primary motivation for the Chemours Spinoff, the subsequent creation of New DuPont, and the final separation of Corteva was to enable Old DuPont to "wash its hands of its environmental liabilities."

195. Chemours also alleged, among other things, that if (i) the full value of Old DuPont's PFAS and environmental liabilities was properly estimated and (ii) the Delaware court did not limit the liability that the Chemours Separation Agreement imposed on it, then Chemours would have been insolvent at the time it was spun off from Old DuPont.

196. There was no meaningful, arms'-length negotiation of the Chemours Separation Agreement, and Old DuPont largely dictated its terms.

197. In its Delaware lawsuit, Chemours alleged that Old DuPont refused to allow any procedural protections for Chemours in the negotiations, and Old DuPont and its outside counsel prepared all of the documents to effectuate the Chemours Spinoff. Indeed, during the period in which the terms of the commercial agreements between Chemours and Old DuPont were

negotiated, Chemours did not have an independent board of directors or management independent of Old DuPont.

198. Old DuPont's apparent goal with respect to the Chemours Spinoff was to segregate a large portion of Old DuPont's legacy environmental liabilities, including liabilities related to its PFAS chemicals and products such as PFAS-containing AFFF and, in so doing, shield Old DuPont.

199. Not surprisingly, given Old DuPont's extraction of nearly $4 billion from Chemours immediately prior to the Chemours Spinoff, Chemours was thinly capitalized and unable to satisfy the substantial liabilities that it assumed from Old DuPont. Indeed, Chemours disclosed in public filings with the U.S. Securities and Exchange Commission ("SEC") that its "significant indebtedness" arising from its separation from Old DuPont restricted its current and future operations.

200. Shortly after the Chemours Spinoff, market analysts described Chemours as "a bankruptcy waiting to happen" and a company "purposely designed for bankruptcy."

201. At the end of December 2014, Chemours reported it had total assets of $5.959 billion and total liabilities of $2.286 billion. At the end of 2015, following the Chemours Spinoff, Chemours reported that it had total assets of $6.298 billion and total liabilities of $6.168 billion, yielding a total net worth of $130 million.

202. For the year 2015, Chemours reported $454 million in "other accrued liabilities," which in turn included $11 million for accrued litigation and $68 million for environmental remediation. Chemours separately reported $553 million in "other liabilities," which included an additional $223 million for environmental remediation and $58 million for accrued litigation.

203. Chemours significantly underestimated its liabilities, including the liabilities that it had assumed from Old DuPont with respect to PFAS, which Old DuPont and Chemours knew or

should have known would be billions of dollars in addition to other environmental liabilities for other contaminants discharged at Old DuPont's and Chemours's facilities.

204. For example, in 2017, Chemours and Old DuPont amended the Chemours Separation Agreement in connection with the settlement of the Ohio MDL brought by thousands of residents who had been exposed to PFOA from Old DuPont's Washington Works plant. Per the amendment, Chemours paid $320.35 million to the plaintiffs in the settlement on August 21, 2017, and Old DuPont paid an additional $320.35 million on September 1, 2017.

205. Had the full extent of Old DuPont's legacy liabilities been taken into account, as they should have been at the time of the Chemours Spinoff, Chemours would have had negative equity (that is, total liabilities greater than total assets), not only on a tangible basis, but also on a total equity basis, and Chemours would have been rendered insolvent at that time.

**ii. Step 2: The Old Dow/Old DuPont "Merger"**

206. After the Chemours Spinoff, Old DuPont took the untenable position that it was somehow no longer responsible for the widespread PFAS contamination that it had caused over several decades.

207. Of course, Old DuPont could not contractually discharge all of its historical liabilities through the Chemours Spinoff, and Old DuPont remained liable for the liabilities it had caused and Chemours had assumed.

208. Old DuPont knew that it could not escape liability and would still face exposure for PFAS liabilities, including for potentially massive punitive damages. So Old DuPont moved to the next phase of its fraudulent scheme.

209. On December 11, 2015, less than six months after the Chemours Spinoff, Old DuPont and Old Dow announced that their respective boards had approved an agreement "under which the companies [would] combine in an all-stock merger of equals" and that the combined

company would be named DowDuPont, Inc. (the "DowDuPont Merger"). The companies disclosed that they intended to subsequently separate the combined companies' businesses into three publicly traded companies through further spinoffs, each of which would occur 18 to 24 months following the closing of the merger.

210. To effectuate the transaction, Old DuPont and Old Dow entered into an Agreement and Plan of Merger (the "Dow-DuPont Merger Agreement") that provided for (i) the formation of a new holding company Diamond-Orion HoldCo, Inc., later named DowDuPont, and then renamed DuPont de Nemours, Inc. (i.e., New DuPont), and (ii) the creation of two new merger subsidiaries into which Old Dow and Old DuPont each would merge.

211. Thus, as a result of the merger, and in accordance with the Dow-DuPont Merger Agreement, Old Dow and Old DuPont each became wholly owned subsidiaries of DowDuPont.

212. Although Old DuPont and Old Dow referred to the transaction as a "merger of equals," the two companies did not actually merge at all, likely because doing so would have infected Old Dow with all of Old DuPont's historical PFAS liabilities. Rather, Old DuPont and Old Dow became affiliated sister companies that were each owned by the newly formed DowDuPont. DowDuPont was aware of Old DuPont's historical PFAS liabilities.

213. The corporate organization following the "merger" is depicted under "Step 2" in the graphic depicted *supra* in ¶ 176.

#### iii. Step 3: The Shuffling, Reorganization, and Transfer of Valuable Assets Away from Old DuPont and Separation of Corteva and New Dow

214. Following the Dow-DuPont Merger, DowDuPont underwent a significant internal reorganization and engaged in numerous business segment and product line "realignments" and "divestitures." The net effect of these transactions has been the transfer, either directly or indirectly, of a substantial portion of Old DuPont's assets out of the company.

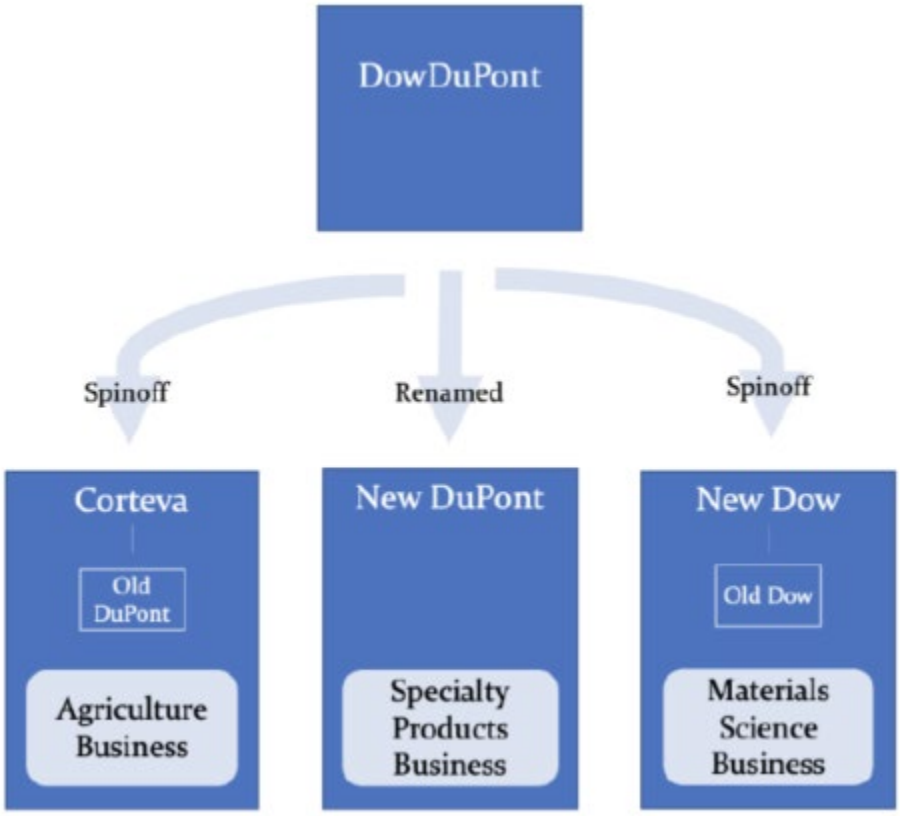
215. It is apparent that the transactions were intended to further frustrate and hinder creditors with claims against Old DuPont, including with respect to its substantial environmental and PFAS liabilities.

216. Old DuPont's assets, including its remaining business segments and product lines, were transferred either directly or indirectly to DowDuPont, which reshuffled the assets and combined them with the assets of Old Dow, and then reorganized the combined assets into three distinct divisions: (i) the "Agriculture Business," (ii) the "Specialty Products Business," and (iii) the "Materials Science Business."

217. While the precise composition of these divisions, including many details of the specific transactions, the transfer of business segments, and the divestiture of product lines during this time, are not publicly available, it is apparent that Old DuPont transferred a substantial portion of its valuable assets to DowDuPont for far less than the assets were worth.

218. Once the assets of Old DuPont and Old Dow were combined and reorganized, DowDuPont incorporated two new companies to hold two of the three newly formed business lines: (i) Corteva, which became the parent holding company of Old DuPont, which in turn holds the Agriculture Business, and (ii) New Dow, which became the parent holding company of Old Dow and holds the Materials Science Business. DowDuPont retained the Specialty Products Business and prepared to spin off Corteva and New Dow into separate, publicly traded companies.

219. The below graphic depicts the structure of DowDuPont after the internal reorganization and realignment (and notes the planned disposition of the new companies):




220. The mechanics of the separations are governed by the April 1, 2019 Separation and Distribution Agreement among Corteva, New Dow, and DowDuPont (the "Dow-DuPont Separation Agreement").

221. The Dow-DuPont Separation Agreement generally allocates the assets primarily related to the respective business divisions to Corteva (Agriculture Business), New Dow (Materials Science Business), and New DuPont (Specialty Products Business). New DuPont also retained several "non-core" business segments and product lines that once belonged to Old DuPont.

222. Similarly, Corteva, New Dow, and New DuPont each retained the liabilities primarily related to the business divisions that they retained. In particular, (i) Corteva retained and assumed the liabilities related to the Agriculture Business, (ii) New DuPont retained and assumed

the liabilities related to the Specialty Products Business, and (iii) New Dow retained and assumed the liabilities related to the Materials Science Business.

223. Corteva and New DuPont also assumed direct financial liability of Old DuPont that was not related to the Agriculture, Materials Science, or Specialty Products Businesses, including the PFAS liabilities. These assumed PFAS liabilities are allocated between Corteva and New DuPont pursuant to the Dow-DuPont Separation Agreement.

224. This "allocation" applies to Old DuPont's legacy liabilities for PFAS contamination and its former Performance Chemicals Business, including the State's claims in this case.

225. While New DuPont and Corteva have buried the details in nonpublic schedules, New DuPont and Corteva each assumed these liabilities under the Dow-DuPont Separation Agreement, along with other liabilities related to Old DuPont's discontinued and divested businesses. The State can therefore bring claims against New DuPont and Corteva directly for Old DuPont's contamination of and damage to the State's natural resources.

226. The separation of New Dow was completed on or about April 1, 2019, when DowDuPont distributed all of New Dow's common stock to DowDuPont stockholders as a pro rata dividend.

227. DowDuPont then consolidated the Agricultural Business line into Old DuPont and "contributed" Old DuPont to Corteva.

228. On June 1, 2019, DowDuPont spun off Corteva as an independent public company, when DowDuPont distributed all of Corteva's common stock to DowDuPont stockholders as a pro rata dividend.

229. Corteva now holds 100% of the outstanding common stock of Old DuPont.

230. The corporate structures of New DuPont, New Dow and Old Dow, and Corteva and Old DuPont, respectively, following the separations are depicted in Step 3 of the graphic *supra* in ¶ 176.

231. Also, on or about June 1, 2019, DowDuPont changed its registered name to DuPont de Nemours, Inc. (i.e., New DuPont).

232. On or about January 1, 2023, Old DuPont changed its registered name to EIDP, Inc.

### F. The Effect of the Years'-Long Conspiracy to Defraud the State and Other Creditors and Avoid Financial Responsibility for Legacy Liabilities

233. The net result of these transactions, including the June 1, 2019 Corteva spinoff, was to strip away valuable tangible assets from Old DuPont and transfer those assets to New DuPont and Corteva for far less than the assets are worth.

234. Old DuPont estimated that the Dow-DuPont Merger created "goodwill" worth billions of dollars. When the Corteva separation was complete, a portion of this "goodwill" was assigned to Old DuPont in order to prop up its balance sheet. But, in reality, Old DuPont was left with substantially fewer tangible assets than it had prior to the restructuring.

235. In addition, Old DuPont owes a debt to Corteva of approximately $4 billion. SEC filings demonstrate the substantial deterioration of Old DuPont's finances and the drastic change in its financial condition before and after the above transactions.

236. For example, for the 2014 fiscal year, prior to the Chemours Spinoff, Old DuPont reported $3.6 billion in net income and $3.7 billion in cash provided by operating activities. For the 2019 fiscal year, just months after the Corteva separation, however, Old DuPont reported a net loss of $1 billion and only $996 million in cash provided by operating activities. That is a decrease of 128% in net income and a decrease of 73% in annual operating cash flow.

237. Additionally, Old DuPont reported a significant decrease in Income from Continuing Operations Before Income Taxes (a/k/a Earnings Before Tax, or "EBT"). Old DuPont reported $4.9 billion in EBT for the period ending December 31, 2014. For the period ending December 31, 2019, Old DuPont reported EBT of negative $422 million.

238. Also, for the 2014 fiscal year, prior to the Chemours Spinoff, Old DuPont owned nearly $41 billion in tangible assets. For the 2019 fiscal year, Old DuPont owned just under $21 billion in tangible assets.

239. That means in the five-year period over which the restructuring occurred, when Old DuPont knew that it faced billions of dollars in environmental and PFAS liabilities, Old DuPont transferred or divested approximately half of its tangible assets—totaling $20 billion.

240. As of September 2019, just after the Corteva spinoff, Old DuPont reported $43.251 billion in assets. But almost $21.835 billion of these assets were composed of intangible assets, including "goodwill" from its successive restructuring activities.

241. At the same time, Old DuPont reported liabilities totaling $22.060 billion. Thus, when the Corteva spinoff was complete, Old DuPont's tangible net worth (excluding its intangible assets) was negative $644 million.

242. In addition, neither New DuPont nor Corteva has publicly conceded that it assumed Old DuPont's historical environmental and PFAS liabilities. And it is far from clear that either entity will be able to satisfy future judgments.

243. Indeed, New DuPont—to which PFAS liabilities are allocated under the Dow-DuPont Separation Agreement—has divested numerous business segments and product lines, including tangible assets that it received from Old DuPont and for which Old DuPont has received less than reasonably equivalent value and is in the process further divesting.

244. Old DuPont's parent holding company, Corteva—to which PFAS liabilities are also allocated under the Dow-DuPont Separation Agreement once certain conditions are satisfied—holds as its primary tangible asset the intercompany debt owed to it by its wholly owned subsidiary, Old DuPont. But Old DuPont does not have sufficient tangible assets to satisfy this debt obligation.

245. The Chemours Spinoff constitutes a fraudulent transfer, which entitles the State to, among other things, void the transaction and recover property or value transferred from Chemours in the transaction. The Dow-DuPont Merger and separation of Corteva from New DuPont likewise constitute voidable transactions that entitle the State to, among other things, recover property and value transferred to New DuPont and Corteva.

246. The Chemours Spinoff, the Dow-DuPont Merger, and the final separation of Corteva were part of a single coordinated fraudulent scheme to hinder, delay, and defraud Old DuPont's creditors. The Chemours Spinoff constitutes a fraudulent transfer, which entitles the State to, among other things, void the transaction and recover property or value transferred from Chemours in the transaction. The Dow-DuPont Merger and separation of Corteva from New DuPont likewise constitute fraudulent transfers that entitle the State to, among other things, recover property and value transferred to New DuPont and Corteva.

## VI. CLAIMS

### FIRST CAUSE OF ACTION
### Strict Liability for Failure to Warn
### (All Defendants)

247. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

248. Manufacturer Defendants manufactured PFAS and/or sold or supplied fluorochemicals and/or fluorosurfactants containing PFAS for use in AFFF Products and other PFAS-containing products, and at all times had a duty to issue adequate warnings to the State, the

public, consumers, and public officials of the reasonably foreseeable or knowable risks posed by their PFAS-containing products.

249. Manufacturer Defendants designed, developed, manufactured, marketed, advertised, distributed, sold, released, supplied, used, and/or disposed PFAS-containing products, which were intended by Manufacturer Defendants to be used in a wide array of consumer and industrial products, including nonstick cookware, food packaging, stain resistant carpet and furniture, water resistant clothing, personal care products, and firefighting foam.

250. At all relevant times, Manufacturer Defendants individually and collectively had actual and/or constructive knowledge, in light of the scientific knowledge generally accepted at the time and/or knowledge gained through internal studies conducted by Manufacturer Defendants or their affiliates, that: (i) the use of PFAS-containing products in their intended manner would result in the discharge, disposal, or release of PFAS to the environment; (ii) PFAS are highly soluble in water, very mobile, and extremely persistent in the environment; (iii) PFAS are highly resistant to degradation and have the tendency to bioaccumulate and biomagnify; (iv) when released, PFAS would contaminate natural resources and property throughout Rhode Island, including soils, sediments, groundwater, surface waters, wildlife, and drinking water supplies; (v) PFAS posed substantial risks to ecological, animal, and human health in the State due to their toxicity; and (vi) ultimately, PFAS would be difficult and costly to remove.

251. At all relevant times and continuing today, PFAS-containing products presented and still present a substantial risk of injury to the State and its citizens and natural resources through the environmental and health effects described above.

252. At all relevant times, the ordinary consumer would not recognize that the use or disposal of PFAS-containing products caused the environmental and health effects described

herein and could not ordinarily discover or protect themselves against those dangers in the absence of warnings.

253. At all relevant times, Manufacturer Defendants widely advertised, marketed, and sold PFAS-containing products and withheld their knowledge of the risks associated with their PFAS-containing products from the State, customers, consumers, regulators, and the general public. Manufacturer Defendants concealed the unreasonable dangers of PFAS-containing products and affirmatively distorted and/or suppressed their knowledge and the scientific evidence linking PFAS-containing products to the unreasonable dangers they posed, including those described herein, thereby preventing reasonable consumers from recognizing those dangers.

254. Manufacturer Defendants breached their duty to warn by failing to adequately warn the State, customers, consumers, regulators, and the general public of the known and foreseeable risks posed by their PFAS-containing products and the consequences that inevitably flow from their use.

255. To the extent Manufacturer Defendants provided any warnings about their products, they were not warnings that a reasonably prudent person in the same or similar circumstances would have provided with respect to the danger posed by PFAS-containing products, and the warnings did not convey adequate information on the dangers of PFAS-containing products to the mind of a reasonably foreseeable or ordinary user or bystander. Moreover, the seriousness of the potential harms with respect to PFAS-containing products rendered any such warnings inadequate.

256. Had Manufacturer Defendants provided adequate warnings about the hazards associated with their PFAS-containing products, the State, customers, and others who it was

reasonably foreseeable would be harmed by the PFAS-containing products would have heeded those warnings.

257. At no time relevant to this action did Manufacturer Defendants warn the State, customers, or others who it was reasonably foreseeable would be harmed by the PFAS-containing products that Manufacturer Defendants' PFAS-containing products would release PFAS into the environment during the products' normal use. At no time relevant to this action did Manufacturer Defendants warn the State, customers, and others who it was reasonably foreseeable would be harmed by the PFAS-containing products of the widespread, toxic, and persistent effects of such releases.

258. Even if the likelihood of harm to human health and the environment from PFAS was not known to Manufacturer Defendants at the time they manufactured the PFAS-containing products, Manufacturer Defendants learned or should have learned about the dangers connected with PFAS-containing products after these products were manufactured based on the internal studies, investigations, and subject-matter expertise the Manufacturer Defendants had with PFAS. As such, after manufacturing the PFAS-containing products, the Manufacturer Defendants had a duty to issue warnings concerning the dangers associated with the PFAS-containing products, and a reasonably prudent manufacturer would have done so.

259. As a direct and proximate result of Manufacturer Defendants' failure to warn of the hazards of PFAS-containing products, groundwater, surface water, sediments, soils, biota, and other natural resources at and around various locations throughout the State where Manufacturer Defendants' PFAS-containing products were used have become contaminated with PFAS.

260. As a direct and proximate result of the defects previously described, Plaintiff State of Rhode Island has incurred, is incurring, and will continue to incur substantial damages set forth

in this Complaint within the jurisdictional limits of this Court, including damage to real property, damage to public health and natural resources, and injuries to public trust resources that interfere with the rights of the State and its citizens, as well as substantial expenses relating to the investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs related to PFAS contamination of the State's natural resources and property.

261. Manufacturer Defendants' wrongful conduct was willful, reckless, or wicked, with conscious disregard for the probable dangerous consequences of that conduct and its foreseeable impact upon the rights of others, including the State of Rhode Island. Therefore, the State requests an award of punitive damages in an amount reasonable, appropriate, and sufficient to punish these Manufacturer Defendants for the good of society and deter Manufacturer Defendants from ever committing the same or similar acts.

262. As described above, New DuPont and Corteva assumed Old DuPont's failure-to-warn liability.

## SECOND CAUSE OF ACTION
**Strict Liability for Design Defect**
**(All Defendants)**

263. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

264. Manufacturer Defendants manufactured PFAS and/or sold or supplied fluorochemicals and/or fluorosurfactants containing PFAS for use in AFFF Products and other PFAS-containing products, and at all times had a duty to issue adequate warnings to the State, the public, consumers, and public officials of the reasonably foreseeable or knowable risks posed by their PFAS-containing products.

265. Manufacturer Defendants designed, developed, manufactured, marketed, advertised, distributed, sold, released, supplied, used, and/or disposed of PFAS-containing

products, which were intended by Manufacturer Defendants to be used in a wide array of consumer and industrial products, including nonstick cookware, food packaging, stain resistant carpet and furniture, water resistant clothing, personal care products, and firefighting foam.

266. At all relevant times, PFAS-containing products have not performed as safely as an ordinary consumer would expect them to have performed and have been unreasonably dangerous for their intended, foreseeable, and ordinary use and disposal. In particular, ordinary consumers did not expect that PFAS-containing products would, inter alia, threaten the viability of natural resources; endanger the public's health and safety by exposing them to chemicals known to cause significant diseases, including certain cancers; migrate through the environment; resist degradation; bioaccumulate; biomagnify; persist in the environment; or contaminate drinking water supplies.

267. Manufacturer Defendants advertised, marketed, manufactured for sale, and sold PFAS-containing products in the State, while concealing the dangers of those products and affirmatively distorting and/or suppressing their knowledge and the scientific evidence linking their products to the unreasonable dangers they pose, including those described herein, thereby preventing reasonable consumers from forming an expectation that PFAS-containing products would cause the environmental and health effects described herein.

268. The risks posed to consumers and the general public, including and especially to Rhode Island and its citizens, by Manufacturer Defendants' defective PFAS-containing products outweigh those products' benefits, because, inter alia:

a. PFAS contamination in Rhode Island imposes severe, unavoidable, and costly health risks on the State's citizens, communities, and health-care systems;

b. the adverse impacts of PFAS contamination of Rhode Island's groundwater, surface waters, lands, and biota are pervasive and significant because PFAS resist degradation, bioaccumulate, and biomagnify;

c. it is difficult and costly to treat, remove, and/or remediate PFAS contamination throughout the State;

d. there were PFAS-free substitutes or alternatives for PFAS-containing products;

e. it was practical for Manufacturer Defendants, considering their extensive knowledge of the hazards posed by PFAS-containing products and their deep scientific and engineering expertise, to investigate, pursue, develop, and adopt safer alternatives to their PFAS-containing products, including, inter alia, providing adequate warnings of the dangers posed by PFAS-containing products and supplying adequate instructions on the safe handling, use, and disposal of PFAS-containing products; and

f. Manufacturer Defendants promoted PFAS-containing products by concealing and misrepresenting the adverse health and environmental impacts of those products—commercial activity that has no social utility whatsoever.

269. The above-described defects were beyond the knowledge of an ordinary consumer, and neither the State nor any ordinary consumer could have avoided the harm caused by Manufacturer Defendants' defective PFAS-containing products by the exercise of reasonable care.

270. Manufacturer Defendants' PFAS-containing products reached the consumer in a condition substantially unchanged from that in which they left Manufacturer Defendants' control and were used or disposed in the manner in which they were intended to be used or disposed by

consumers—the result of which was the release of PFAS into the environment with attendant consequences described herein.

271. As a direct and proximate result of the defects previously described, Plaintiff State of Rhode Island has incurred, is incurring, and will continue to incur substantial damages set forth in this Complaint within the jurisdictional limits of this Court, including damage to real property, damage to public health and natural resources, and injuries to public trust resources that interfere with the rights of the State and its citizens, as well as substantial expenses relating to the investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs related to PFAS contamination of the State's natural resources and property.

272. Manufacturer Defendants' wrongful conduct was willful, reckless, or wicked, with conscious disregard for the probable dangerous consequences of that conduct and its foreseeable impact upon the rights of others, including the State of Rhode Island. Therefore, the State requests an award of punitive damages in an amount reasonable, appropriate, and sufficient to punish these Manufacturer Defendants for the good of society and deter Manufacturer Defendants from ever committing the same or similar acts.

273. As described above, New DuPont and Corteva assumed Old DuPont's design defect liability.

## THIRD CAUSE OF ACTION
**Negligent Failure to Warn**
**(All Defendants)**

274. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

275. At all relevant times, Manufacturer Defendants had a duty to issue adequate warnings to the State, customers, consumers, regulators, and the general public of the reasonably foreseeable or knowable risks posed by their PFAS-containing products.

276. Manufacturer Defendants knew or should have known, based on information passed to them from their internal research divisions and affiliates and/or from the scientific community, that: (i) the use of PFAS-containing products in their intended manner would result in the discharge, disposal, or release of PFAS to the environment; (ii) PFAS are highly soluble in water, very mobile, and extremely persistent in the environment; (iii) PFAS are highly resistant to degradation and have the tendency to bioaccumulate and biomagnify; (iv) when released, PFAS would contaminate natural resources and property throughout Rhode Island, including soils, sediments, groundwater, surface waters, wildlife, and drinking water supplies; (v) PFAS posed substantial risks to ecological, animal, and human health in the State due to their toxicity; and (vi) ultimately, PFAS would be difficult and costly to remove.

277. Manufacturer Defendants knew or should have known, based on information passed to them from their internal research divisions and affiliates and/or from the scientific community, that the harmful effects from PFAS contamination described herein rendered their PFAS-containing products dangerous, or likely to be dangerous, when used or disposed of as intended.

278. At all relevant times, Manufacturer Defendants breached their duty of care by failing to adequately warn consumers or any other party of the harmful effects that inevitably flow from the intended use and disposal of their PFAS-containing products.

279. At all relevant times, Manufacturer Defendants concealed the unreasonable dangers of PFAS-containing products and affirmatively distorted and/or suppressed their knowledge and the scientific evidence linking PFAS-containing products to the unreasonable dangers they pose, thereby preventing reasonable consumers from recognizing those dangers and undermining and rendering ineffective any warnings that Manufacturer Defendants may have also disseminated.

280. Given the grave dangers presented by the harmful effects that inevitably flow from the normal use and disposal of PFAS-containing products, a reasonable manufacturer, designer, advertiser, distributor, seller, or other participant responsible for releasing PFAS-containing products into a commercial market without knowledge of PFAS's characteristics would have warned of those known, inevitable harms.

281. Manufacturer Defendants' conduct was a direct and proximate cause of the State's injuries and a substantial factor in the harms suffered by the State as alleged herein.

282. As a direct and proximate result of the defects previously described, Plaintiff State of Rhode Island has incurred, is incurring, and will continue to incur substantial damages set forth in this Complaint within the jurisdictional limits of this Court, including damage to real property, damage to public health and natural resources, and injuries to public trust resources that interfere with the rights of the State and its citizens, as well as substantial expenses relating to the investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs related to PFAS contamination of the State's natural resources and property.

283. Manufacturer Defendants' wrongful conduct was willful, reckless, or wicked, with conscious disregard for the probable dangerous consequences of that conduct and its foreseeable impact upon the rights of others, including the State of Rhode Island. Therefore, the State requests an award of punitive damages in an amount reasonable, appropriate, and sufficient to punish these Manufacturer Defendants for the good of society and deter Manufacturer Defendants from ever committing the same or similar acts.

284. As described above, New DuPont and Corteva assumed Old DuPont's negligent failure to warn liability.

**FOURTH CAUSE OF ACTION**
**Negligent Design Defect**
**(All Defendants)**

285. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

286. Manufacturer Defendants knew or should have known, based on information passed to them from their internal research divisions and affiliates and/or from the scientific community, that: (i) the use of PFAS-containing products in their intended manner would result in the discharge, disposal, or release of PFAS to the environment; (ii) PFAS are highly soluble in water, very mobile, and extremely persistent in the environment; (iii) PFAS are highly resistant to degradation and have the tendency to bioaccumulate and biomagnify; (iv) when released, PFAS would contaminate natural resources and property throughout Rhode Island, including soils, sediments, groundwater, surface waters, wildlife, and drinking water supplies; (v) PFAS posed substantial risks to ecological, animal, and human health in the State due to their toxicity; and (vi) ultimately, PFAS would be difficult and costly to remove.

287. Manufacturer Defendants had a duty to use due care in developing, designing, testing, inspecting, manufacturing, and distributing their PFAS-containing products. That duty obligated Manufacturer Defendants to, inter alia, prevent defective products from escaping into the environment and prevent reasonably foreseeable harm that resulted from the ordinary use and disposal of Manufacturer Defendants' PFAS-containing products.

288. Manufacturer Defendants breached their duty of care by failing to use due care in developing, designing, testing, inspecting, manufacturing, and distributing their PFAS-containing products, by, *inter alia*:

a. allowing PFAS-containing products to escape into the environment, despite knowing them to be defective due to their inevitable propensity to cause PFAS

contamination and the associated consequences of that contamination on human health, natural resources, and property in the State of Rhode Island;

b. failing to act on the information and warnings they received from their own internal research staff, as well as from the scientific community, that the manufacture, use, and disposal of PFAS-containing products would result in material dangers to the public, including the State of Rhode Island and its citizens, natural resources, and property;

c. failing to take actions including but not limited to pursuing and designing known, practical, and available alternative products that would have mitigated the injuries to the State and its citizens, natural resources, and property caused by PFAS contamination and the associated consequences of PFAS contamination that Manufacturer Defendants knew or should have known would inevitably result from use and disposal of their PFAS-containing products; and

d. affirmatively misrepresenting and/or concealing the hazards of PFAS-containing products in Manufacturer Defendants' product information, product instructions, promotional materials, and public statements, thereby preventing the State, customers, consumers, regulators, and the general public from taking steps to mitigate the inevitable consequences of the use and disposal of PFAS-containing products and incorporating those consequences into either short-term decisions or long-term planning.

289. Manufacturer Defendants' acts and omissions were actual, substantial causes of PFAS contamination and the associated injuries to public health, natural resources, and property in the State as set forth herein, as PFAS contamination would not have occurred to such a

magnitude as to cause those injuries but for Manufacturer Defendants' introduction of their PFAS-containing products into the environment.

290. As a direct and proximate result of the defects previously described, Plaintiff State of Rhode Island has incurred, is incurring, and will continue to incur substantial damages set forth in this Complaint within the jurisdictional limits of this Court, including damage to real property, damage to public health and natural resources, and injuries to public trust resources that interfere with the rights of the State and its citizens, as well as substantial expenses relating to the investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs related to PFAS contamination of the State's natural resources and property.

291. Manufacturer Defendants' wrongful conduct was willful, reckless, or wicked, with conscious disregard for the probable dangerous consequences of that conduct and its foreseeable impact upon the rights of others, including the State of Rhode Island. Therefore, the State requests an award of punitive damages in an amount reasonable, appropriate, and sufficient to punish these Manufacturer Defendants for the good of society and deter Manufacturer Defendants from ever committing the same or similar acts.

292. As described above, New DuPont and Corteva assumed Old DuPont's negligent design defect liability.

## FIFTH CAUSE OF ACTION
**Public Nuisance**
**(All Defendants)**

293. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

294. In Rhode Island, the public is entitled by right to the protection, preservation, and enhancement of the air, water, land, and other natural resources located within the State, and it is the policy of the State to create and maintain within the State conditions under which persons and

nature can exist in productive harmony in order that present and future generations may enjoy clean air and water, productive land, and other natural resources with which the State of Rhode Island has been endowed.

295. Through their acts and omissions, Manufacturer Defendants have created, contributed to, and assisted in creating conditions in the State of Rhode Island that constitute a nuisance and have permitted those conditions to persist. Among other things, PFAS contamination substantially and unreasonably endangers public health and safety by exposing the State's citizens to highly toxic chemicals, impairs public rights to use and enjoy the State's natural resources and public property, and interferes with the State's *parens patriae* duties to protect the State's natural resources.

296. The nuisance created, contributed to, maintained, and/or participated in by Manufacturer Defendants unreasonably endangers and injures the property, health, peace, comfort, safety, and welfare of the general public and the natural resources of State of Rhode Island, interfering with the State's *parens patriae* ability to protect, conserve, and manage the water, land, and wildlife of the State, which are by law precious and invaluable public resources.

297. Manufacturer Defendants specifically created, contributed to, assisted in creating, and/or were a substantial contributing factor in the creation of the public nuisance by, inter alia:

a. controlling every step of the PFAS-containing product supply chain, including the manufacturing of PFAS through electrochemical fluorination or telomerization; the supplying of fluorosurfactants containing PFAS for use in PFAS-containing products, including AFFF Products; and the use and disposal of PFAS-containing products—all of which caused foreseeable spilling, leaking, releasing, or discharging of PFAS into the environment—as well as the marketing and

advertising of PFAS-containing products and the placement of those products into the environment;

b. affirmatively and knowingly promoting the sale and use of PFAS-containing products that Manufacturer Defendants knew to be harmful to ecological, animal, and human health in the State due to their toxicity and knew would cause pervasive contamination due to their propensity to bioaccumulate, biomagnify, resist degradation, and persist in the environment;

c. affirmatively and knowingly concealing the hazards that Manufacturer Defendants knew would result from the normal use and disposal of their PFAS-containing products by distorting and/or suppressing their knowledge and the scientific evidence linking PFAS-containing products to the unreasonable dangers they pose, including those described herein;

d. affirmatively misrepresenting the hazards of PFAS in their product information, product instructions, promotional materials, and public statements; and/or

e. failing to provide adequate warnings about the health and environmental risks posed by PFAS-containing products.

298. Because of their superior knowledge of PFAS-containing products, and their position controlling the manufacture, use, disposal, marketing, advertising, and sale of PFAS-containing products, Manufacturer Defendants were in the best position to prevent the nuisance as the harm occurred and continues to occur, but failed to do so, including by failing to warn customers, retailers, regulators, public officials, or the State of the risks posed by their PFAS-containing products; failing to take any other precautionary measures to prevent or mitigate those

known harms; and failing to provide appropriate instructions about the use and disposal of their PFAS-containing products.

299. The public nuisance created, contributed to, maintained, and/or participated in by Manufacturer Defendants has caused and/or imminently threatens to cause substantial injury to the environment of the State, in which the public has interests represented by and protected by the State in its *parens patriae* capacity. The public nuisance has also caused and/or imminently threatens to cause substantial injury to property directly owned by the State. In particular, the adverse impacts of PFAS contamination of Rhode Island's groundwater, surface waters, lands, and biota: (1) are harmful and dangerous to human health; (2) are indecent and offensive to the senses of the ordinary person; (3) obstruct and threaten to obstruct the free use of public property within the State so as to interfere with the comfortable enjoyment of life and property; and (4) interfere with Rhode Island's citizens' use and enjoyment of the State's natural resources.

300. The harm flowing from PFAS contamination in Rhode Island is extremely grave, and it far outweighs the social utility of Manufacturer Defendants' nuisance-causing conduct because, inter alia:

a. PFAS contamination in Rhode Island imposes severe, unavoidable, and costly health risks on the State's citizens, communities, and health-care systems;

b. the adverse impacts of PFAS contamination of Rhode Island's groundwater, surface waters, lands, and biota are pervasive and significant because PFAS resist degradation, bioaccumulate, and biomagnify;

c. it is difficult and costly to treat, remove, and/or remediate PFAS contamination throughout the State;

d. there were PFAS-free substitutes or alternatives for many of Manufacturer Defendants' PFAS-containing products;

e. it was practical for Manufacturer Defendants, considering their extensive knowledge of the hazards posed by PFAS-containing products and their deep scientific and engineering expertise, to investigate, pursue, develop, and adopt safer alternatives to their PFAS-containing products, including, inter alia, providing adequate warnings of the dangers posed by PFAS-containing products and supplying adequate instructions on the safe handling, use, and disposal of PFAS-containing products; and

f. Manufacturer Defendants promoted PFAS-containing products by concealing and misrepresenting the adverse health and environmental impacts of those products—commercial activity that has no social utility whatsoever.

301. As a direct and proximate result of Manufacturer Defendants' conduct, as set forth above, the common rights enjoyed by the citizens of the State of Rhode Island have been unreasonably interfered with because Manufacturer Defendants knew or should have known that the manufacture, sale, distribution, use, and disposal of PFAS-containing products would create a continuing problem with long-lasting significant negative effects on the rights of the public.

302. Manufacturer Defendants' acts and omissions as alleged herein are an actual and legal cause of the public nuisance.

303. As a direct and proximate result of Manufacturer Defendants' conduct, Plaintiff State of Rhode Island has incurred, is incurring, and will continue to incur substantial damages set forth in this Complaint within the jurisdictional limits of this Court, including damage to real property, damage to public health and natural resources, and injuries to public trust resources that

interfere with the rights of the State and its citizens, as well as substantial expenses relating to the investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs related to PFAS contamination of the State's natural resources and property.

304. Manufacturer Defendants' wrongful conduct was willful, reckless, or wicked, with conscious disregard for the probable dangerous consequences of that conduct and its foreseeable impact upon the rights of others, including the State of Rhode Island. Therefore, the State requests an award of punitive damages in an amount reasonable, appropriate, and sufficient to punish these Manufacturer Defendants for the good of society and deter Manufacturer Defendants from ever committing the same or similar acts.

305. As described above, Corteva and New DuPont assumed Old DuPont's nuisance liability.

## SIXTH CAUSE OF ACTION
**Trespass**
**(All Defendants)**

306. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

307. The State owns, leases, occupies, and/or controls real property throughout the State, including property rights relating to groundwater and surface waters.

308. Manufacturer Defendants have intentionally, recklessly, or negligently caused PFAS contamination to enter the property and natural resources throughout Rhode Island by designing, marketing, developing, distributing, selling, manufacturing, releasing, supplying, using, and/or disposing PFAS-containing products—all while knowing to a substantial certainty that the intended use of these PFAS-containing products would result in widespread PFAS contamination in Rhode Island.

309. The State of Rhode Island did not give permission for Manufacturer Defendants to cause PFAS contamination to enter its property as a result of the use and disposal of Manufacturer Defendants' PFAS-containing products.

310. Each Manufacturer Defendant is a substantial factor in causing PFAS contamination to intrude on the State-owned property and natural resources throughout the State as follows:

a. Manufacturer Defendants designed, manufactured, marketed, distributed, promoted, sold, and/or otherwise provided PFAS-containing products that were delivered into the State and areas affecting property and natural resources throughout Rhode Island, when they knew or reasonably should have known that: (i) PFAS would be released readily into the environment during the normal, intended, and foreseeable uses of PFAS-containing products; (ii) when released, PFAS would persist in the environment and not break down; and (iii) PFAS would contaminate State natural resources and property, including soils, sediments, groundwater, surface waters, wildlife, and drinking water supplies;

b. Manufacturer Defendants disposed of PFAS-containing products in landfills or through other methods, when they knew or reasonably should have known that: (i) PFAS would be released readily into the environment during the normal, intended, and foreseeable uses of PFAS-containing products; (ii) when released, PFAS would persist in the environment and not break down; and (iii) PFAS would contaminate State natural resources and property, including soils, sediments, groundwater, surface waters, wildlife, and drinking water supplies;

c. Defendants spilled, leaked, released, or otherwise caused the discharge of PFAS-containing products into the environment, when they knew or reasonably should have known that: (i) their conduct would readily release PFAS into the environment; (ii) when released, PFAS would persist in the environment and not break down; and (iii) PFAS would contaminate property and natural resources located throughout Rhode Island, including soils, sediments, groundwater, surface waters, wildlife, and drinking water supplies;

d. Defendants failed: (i) to adequately test and investigate the dangers posed by their PFAS-containing products; (ii) to provide adequate warnings about the health and environmental risks posed by PFAS; (iii) to provide adequate instructions as to the handling, use, and/or disposal of PFAS-containing products; and/or (iv) to take any other reasonable, precautionary measures to prevent or mitigate PFAS contamination;

e. Defendants affirmatively misrepresented the hazards of PFAS in their product information, product instructions, promotional materials, and public statements and/or failed to provide adequate warnings about the health and environmental risks posed by PFAS.

311. Manufacturer Defendants are therefore a direct and proximate cause of PFAS contamination entering the real property and natural resources located throughout Rhode Island.

312. As a direct and proximate result of Manufacturer Defendants' conduct, Plaintiff State of Rhode Island has incurred, is incurring, and will continue to incur substantial damages set forth in this Complaint within the jurisdictional limits of this Court, including damage to real property, damage to public health and natural resources, and injuries to public trust resources that

interfere with the rights of the State and its citizens, as well as substantial expenses relating to the investigation, remediation, cleanup, restoration, removal, treatment, monitoring, and other costs related to PFAS contamination of the State's natural resources and property.

313. Manufacturer Defendants' wrongful conduct was willful, reckless, or wicked, with conscious disregard for the probable dangerous consequences of that conduct and its foreseeable impact upon the rights of others, including the State of Rhode Island. Therefore, the State requests an award of punitive damages in an amount reasonable, appropriate, and sufficient to punish these Manufacturer Defendants for the good of society and deter Manufacturer Defendants from ever committing the same or similar acts.

314. As described above, New DuPont and Corteva assumed Old DuPont's trespass liability.

## SEVENTH CAUSE OF ACTION
### Unjust Enrichment
### (All Defendants)

315. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

316. Manufacturer Defendants marketed, sold, and distributed their PFAS-containing products to the State and other users in Rhode Island for profit.

317. Manufacturer Defendants knew of the dangers that their PFAS-containing products posed to the State's air, soil, sediment, biota, surface water, estuaries, submerged lands, wetlands, groundwater, drinking water, other natural resources and properties, as well as the public's health and safety.

318. Manufacturer Defendants knew or should have known about reasonably safer and feasible alternatives to their PFAS-containing products, but chose to maximize profit instead of adopting those alternatives.

319. The State has conferred a benefit upon Manufacturer Defendants by incurring costs of the contamination from Manufacturer Defendants' PFAS-containing products, while Manufacturer Defendants have not borne those costs, thereby increasing their profits.

320. It is unjust for Manufacturer Defendants to retain the benefits gained from forcing the State to incur costs associated with the contamination from their PFAS-containing products, instead of bearing that cost themselves.

321. As described above, Corteva and New DuPont assumed Old DuPont's unjust enrichment liability.

## EIGHTH CAUSE OF ACTION
**Rhode Island Environmental Rights Act, Equitable Relief Action**
**(All Defendants)**

322. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

323. The General Assembly has further found and declared that "each person is entitled by right to the protection, preservation, and enhancement of air, water, land, and other natural resources located within the state" and that "it is in the public interest to provide an adequate civil remedy to protect air, water, land and other natural resources located within the state from pollution, impairment, or destruction." R.I. GEN. LAWS § 10-20-1.

324. The General Assembly has defined "pollution, impairment, or destruction" to include "any conduct which materially adversely affects or is likely to materially adversely affect the environment." *Id.* § 10-20-2(6).

325. The Attorney General "may maintain an action in any court of competent jurisdiction for declaratory and equitable relief against any other person for the protection of the environment, or the interest of the public therein, from pollution, impairment, or destruction" and

may "take all possible action, including . . . formal legal action, to secure and insure compliance with the provisions of this chapter." *Id.* § 10-20-3(b), (d)(l), (d)(5).

326. In such an action maintained by the Attorney General, "[t]he court may grant declaratory relief, temporary and permanent equitable relief, or may impose such conditions upon a party as are necessary or appropriate to protect the air, water, land, or other natural resources located within the state from pollution, impairment, or destruction, considering the health, safety, and welfare of the public, and the availability of feasible, prudent, and economically viable alternatives." *Id.* § 10-20-6.

327. Manufacturer Defendants, through their acts and omissions, have polluted, impaired, and/or destroyed the State's air, soil, sediment, biota, surface water, estuaries, submerged lands, wetlands, groundwater, drinking water, and other natural resources by releasing PFAS into the environment and allowing them to bioaccumulate, biomagnify, and persist in the State's natural resources.

328. As a direct and proximate result of Manufacturer Defendants' acts and omissions as described herein, the State's natural resources have been polluted, impaired, and/or destroyed. As a result, the State of Rhode Island has incurred, is incurring, and will continue to incur substantial expenses and damages as set forth herein within the jurisdictional limits of this Court to investigate, identify, monitor, treat, test, remediate, and restore injuries to the State's natural resources, for which Manufacturer Defendants are jointly and severally liable.

329. Manufacturer Defendants' wrongful conduct was willful, reckless, or wicked, with conscious disregard for the probable dangerous consequences of that conduct and its foreseeable impact upon the rights of others, including the State of Rhode Island. Therefore, the State requests an award of punitive damages in an amount reasonable, appropriate, and sufficient to punish these

Manufacturer Defendants for the good of society and deter Manufacturer Defendants from ever committing the same or similar acts.

330. Given Manufacturer Defendants' violation of the Environmental Rights Act, the State is also entitled to disgorge Manufacturer Defendants' profits in order to remediate environmental harm caused by Manufacturer Defendants' wrongful conduct and violation of the Act.

331. As described above, New DuPont and Corteva assumed Old DuPont's Environmental Rights Act liability.

## NINTH CAUSE OF ACTION
**Civil Action for Damages Per R.I. GEN. LAWS Section 46-12-1 *et seq.*, Water Pollution Act**
**(All Defendants)**

332. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

333. Defendants are persons within the meaning of R.I. GEN. LAWS § 46-12-1(13).

334. The State has a legally recognized right to protect the waters of the State, as provided by R.I. GEN. LAWS § 46-12-28.

335. PFAS are pollutants within the meaning of R.I. GEN. LAWS § 46-12-1(15).

336. As alleged herein, there were and are, within the meaning of R.I. GEN. LAWS § 46-12-1, discharges and releases of pollutants into the waters of the State at multiple sites throughout the State.

337. Manufacturer Defendants violated R.I. GEN. LAWS § 46-12-5, which prohibits discharges of pollutants into the waters of the State.

338. Manufacturer Defendants are liable under R.I. GEN. LAWS § 46-12-21, which provides that any person who negligently or intentionally pollutes groundwater shall be liable to any other person who is damaged by that pollution.

339. Manufacturer Defendants knew or should have known, that: (i) the use of PFAS-containing products in their intended manner would result in the discharge, disposal, or release of PFAS to the environment, including groundwater; (ii) PFAS are highly soluble in water, very mobile, and extremely persistent in the environment; (iii) PFAS are highly resistant to degradation and have the tendency to bioaccumulate and biomagnify; (iv) when released, PFAS would contaminate groundwater throughout Rhode Island; (v) PFAS posed substantial risks to ecological, animal, and human health in the State due to their toxicity; and (vi) ultimately, PFAS would be difficult and costly to remove.

340. Manufacturer Defendants intentionally polluted the groundwater of the State through the manufacture, use, and disposal of PFAS-containing products.

341. At all relevant times, Manufacturer Defendants owed a duty of care to the State, customers, consumers, regulators, and the general public to prevent the reasonably foreseeable or knowable risks of groundwater pollution posed by their PFAS-containing products.

342. At all relevant times, Manufacturer Defendants breached their duty of care by failing to prevent the reasonably foreseeable or knowable risks posed by their PFAS-containing products, by concealing the unreasonable dangers of their PFAS-containing products, and by affirmatively distorting and/or suppressing their knowledge and the scientific evidence linking PFAS-containing products to the unreasonable dangers they pose.

343. As a direct and proximate result of Manufacturer Defendants' acts and omissions as described herein, the State's groundwater has been polluted. As a result, the State of Rhode Island has incurred, is incurring, and will continue to incur substantial expenses and damages as set forth herein within the jurisdictional limits of this Court to investigate, identify, monitor, treat,

test, remediate, and restore injuries to the State's groundwater, for which Manufacturer Defendants are jointly and severally liable.

344. As described above, New DuPont and Corteva assumed Old DuPont's Water Pollution Act liability.

**TENTH CAUSE OF ACTION**
**Impairment of Public Trust Resources**
**(All Defendants)**

345. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

346. The Rhode Island Constitution has enshrined common law to provide for broad protection of the State's natural resources and guarantees that its citizens "shall continue to enjoy and freely exercise all the rights of fishery, and the privileges of the shore, to which they have been heretofore entitled under the charter and usages of this state, including but not limited to fishing from the shore, the gathering of seaweed, leaving the shore to swim in the sea and passage along the shore; and they shall be secure in their rights to the use and enjoyment of the natural resources of the state with due regard for the preservation of their values." R.I. CONST. art. I, § 17.

347. The Rhode Island Constitution provides that the "powers of the state" to "regulate and control the use of land and waters in the furtherance of the preservation, regeneration, and restoration of the natural environment . . . as those rights and duties are set forth in Section 17, shall be an exercise of the police powers of the state, [and] shall be liberally construed." R.I. CONST. art. I, § 16.

348. The General Assembly has repeatedly declared that coastal resources of the State, plant and animal life within the State, and the State's watershed are vital resources inuring to the benefit of the public. The General Assembly has thus found and declared that "the coastal resources of Rhode Island, a rich variety of natural, commercial, industrial, recreational, and aesthetic assets,

are of immediate and potential value to the present and future development of this state" and that "it shall be the policy of this state to preserve, protect, develop, and, where possible, restore the coastal resources of the state for this and succeeding generations." R.I. GEN. LAWS §§ 46-6.1-2(5), 46-23-1(a).

349. The General Assembly has further found and declared that "Narragansett Bay may be the greatest natural resource of the state of Rhode Island" and that failure to protect the environmental integrity of the Narragansett Bay will create "severe and detrimental ecological and economic impact upon the people of the state of Rhode Island." *Id.* § 46-25-2(2).

350. The General Assembly has further found and declared that "the bays, rivers, and associated watersheds of Rhode Island are unique and unparalleled natural resources that provide significant cultural, ecological, and economic benefit to the state" and that "it is in the best interest of the state and its citizens to preserve, protect, and restore our bays, rivers, and associated watersheds." *Id.* § 46-31.1-1(1), (3).

351. The General Assembly has further found and declared that "animal life inhabiting the lands of the state, its lakes, ponds, streams, and rivers, and the marine waters within its territorial jurisdiction, are a precious, renewable, natural resource of the state." *Id.* § 20-1-1(a).

352. Manufacturer Defendants, through their affirmative acts and omissions, have interfered with the use and enjoyment of public trust resources within Rhode Island, including the fisheries, shores, and other coastal resources of the State, plant and animal life within the State, and the State's watershed by releasing PFAS into the environment and allowing them to contaminate and bioaccumulate, biomagnify, and persist in the State's public trust resources.

353. As a direct and proximate result of Manufacturer Defendants' acts and omissions as described herein, the public trust resources over which the State serves as trustee have been

injured, and the use and enjoyment of those resources by Rhode Island and its citizens have been impaired. As a result, the State of Rhode Island has incurred, is incurring, and will continue to incur substantial costs and damages as set forth herein, in an amount within the jurisdictional limits of this Court, to investigate, identify, monitor, treat, test, remediate, and restore injuries to public trust resources, for which Manufacturer Defendants are jointly and severally liable.

354. Manufacturer Defendants' wrongful conduct was willful, reckless, or wicked, with conscious disregard for the probable dangerous consequences of that conduct and its foreseeable impact upon the rights of others, including the State of Rhode Island. Therefore, the State requests an award of punitive damages in an amount reasonable, appropriate, and sufficient to punish these Manufacturer Defendants for the good of society and deter Manufacturer Defendants from ever committing the same or similar acts.

355. As described above, New DuPont and Corteva assumed Old DuPont's public trust impairment liability.

## ELEVENTH CAUSE OF ACTION
**Deceptive Trade Practices Act**
**(All Defendants)**

356. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

357. Manufacturing Defendants' development, manufacture, use, disposal, marketing, advertising, and sale of PFAS-containing products have caused the State's injuries, including harm to the public and to the State's natural resources, including public health, and have prevented competitors that do not use PFAS in their similar products from competing fairly, thereby exacerbating the PFAS impacts.

358. The DTPA prohibits any person from engaging in unfair or deceptive acts or practices in the conduct of any trade or commerce in the State. *See* R.I. GEN. LAWS § 6-13.1-2.

359. Manufacturer Defendants are "persons" within the meaning of the Act, R.I. GEN. LAWS § 6-13.1-1.

360. Manufacturer Defendants engaged in deceptive acts or practices within the meaning of the DTPA by representing that their PFAS-containing products, including AFFF Products were safe while misrepresenting and omitting risks associated with their products.

361. Manufacturer Defendants engaged in deceptive acts or practices within the meaning of the DTPA by failing to update their information and marketing materials with known, material risks associated with the use of their PFAS-containing products, including AFFF Products.

362. As alleged herein, these representations are deceptive and/or unfair because Manufacturer Defendants misrepresented material information as alleged in this Complaint to consumers, state subdivisions, and the State itself, and/or material information was omitted from informational and marketing materials.

363. Manufacturer Defendants' misrepresentations are deceptive because they have the capacity to mislead a substantial number of consumers.

364. An act or practice may be unfair "(1) whether the practice, without necessarily having been previously considered unlawful, offends public policy as it has been established by statutes, the common law, or otherwise, whether, in other words, it is within at least the penumbra of some common-law, statutory, or other established concept of unfairness; (2) whether it is immoral, unethical, oppressive, or unscrupulous; (3) whether it causes substantial injury to consumers, or competitors or other businessmen." *Long v. Dell, Inc.*, 93 A.3d 988, 1000 (R.I. 2014).

365. Manufacturer Defendants' acts and practices set forth in this Complaint violate the DTPA.

366. As described above, New DuPont and Corteva assumed Old DuPont's DTPA liability.

**TWELFTH CAUSE OF ACTION**
**Actual Fraudulent Transfer (Chemours Spinoff) – UFTA**
**(Old DuPont, Chemours, Corteva, and New DuPont)**

367. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

368. Under the UFTA's actual fraudulent transfers provision, a transaction made by a debtor "with actual intent to hinder, delay, or defraud any creditor of the debtor" is voidable as to the creditor's claim. R.I. GEN. LAWS § 6-16-4(a)(1).

369. Under the UFTA, a "creditor" is "a person who has a claim." *Id.* § 6-16-1(4). A "claim" is "a right to payment, whether or not the right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured." *Id.* § 6-16-1(3). The State is and was a creditor of Chemours at all relevant times.

370. Through its participation in the Chemours Spinoff, as detailed above, Chemours transferred valuable assets to Old DuPont, including the $3.9 billion dividend (the "Chemours Transfers"), while simultaneously assuming significant liabilities pursuant to the Separation Agreement (the "Assumed Liabilities").

371. The Chemours Transfers and Assumed Liabilities were made for the benefit of Old DuPont.

372. At the time that the Chemours Transfers were made and the Assumed Liabilities were assumed, and until the Chemours Spinoff was complete, Old DuPont was in a position to, and in fact did, control and dominate Chemours.

373. Chemours made the Chemours Transfers and incurred the Assumed Liabilities with the actual intent to hinder, delay, and defraud the creditors or future creditors of Chemours.

374. The State has been harmed as a result of the Chemours Transfers.

375. Under R.I. GEN. LAWS §§ 6-16-1 to 6-16-17 and DEL. CODE tit. 6, §§ 1301 to 1312, the State is entitled to void the Chemours Transfers and to recover property or value transferred to Old DuPont.

376. The State also seeks to enjoin Old DuPont, as transferee, from distributing, transferring, capitalizing, or otherwise disposing of any property or value that Chemours transferred to Old DuPont, and seeks a constructive trust over such property or value for the benefit of the State.

377. As described above, Corteva and New DuPont assumed Old DuPont's actual fraudulent transfer liability.

## THIRTEENTH CAUSE OF ACTION
**Constructive Fraudulent Transfer (Chemours Spinoff) – UFTA**
**(Old DuPont, Chemours, New DuPont, and Corteva)**

378. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

379. Under the UFTA's constructive fraudulent transfer provisions, a transaction made by a debtor "without receiving a reasonably equivalent value in exchange for the transfer or obligation" is voidable if "the debtor: (i) was engaged or was about to engage in a business or a transaction for which the remaining assets of the debtor were unreasonably small in relation to the business or transaction; (ii) intended to incur, or believed or reasonably should have believed that [the debtor] would incur, debts beyond [the debtor's] ability to pay as they became due"; or (iii) "was insolvent at the time or the debtor became insolvent as a result of the transfer or obligation." R.I. GEN. LAWS §§ 6-16-4(b), 6-16-5(a).

380. The State is and was a creditor of Chemours at all relevant times.

381. Chemours did not receive reasonably equivalent value from Old DuPont in exchange for the Chemours Transfers and Assumed Liabilities.

382. Each of the Chemours Transfers and Chemours's assumption of the Assumed Liabilities was made to benefit, or for the benefit, Old DuPont.

383. At the time that the Chemours Transfers were made and the Assumed Liabilities were assumed, and until the Chemours Spinoff was complete, Old DuPont was in a position to, and in fact did, control and dominate Chemours.

384. Chemours made the Chemours Transfers and assumed the Assumed Liabilities when it was engaged or about to be engaged in a business for which its remaining assets were unreasonably small in relation to its business.

385. Chemours was insolvent at the time or became insolvent as a result of the Chemours Transfers and its assumption of the Assumed Liabilities.

386. At the time that the Chemours Transfers were made and Chemours assumed the Assumed Liabilities, Old DuPont and Chemours intended Chemours to incur or believed or reasonably should have believed that Chemours would incur debts beyond its ability to pay as they became due.

387. The State has been harmed as a result of the Chemours Transfers.

388. Under R.I. GEN. LAWS §§ Ch. 6-16-1 to 6-16-17 and DEL. CODE tit. 6, §§ 1301 to 1312, the State is entitled to void the Chemours Transfers and to recover property or value transferred to Old DuPont.

389. The State also seeks to enjoin Old DuPont, as transferee, from distributing, transferring, capitalizing, or otherwise disposing of any property or value that Chemours

transferred to Old DuPont, and seeks a constructive trust over such property or value for the benefit of the State.

390. As described above, Corteva and New DuPont assumed Old DuPont's constructive fraudulent transfer liability.

**FOURTEENTH CAUSE OF ACTION**
**Actual Voidable Transfer (Corteva Spinoff) – UVTA**
**(Old DuPont, Corteva, and New DuPont)**

391. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

392. The UVTA's and UFTA's definitions of "creditor" and "claim" and provisions voiding transfers made with actual fraudulent intent, are identical. *See supra* ¶¶ 368, 369; R.I. GEN. LAWS §§ 6-16-1(3), (4) & 6-16-4(a)(1).

393. The State is and was a creditor of Old DuPont at all relevant times.

394. Old DuPont knew that the Chemours Spinoff alone would not isolate its valuable assets and business lines from the Chemours Assumed Liabilities. Thus, the Chemours Spinoff was the first step in the overall scheme to separate Old DuPont's assets from its massive liabilities. Through its participation in the Dow-DuPont Merger and the subsequent reorganizations, divestitures, and separation of Corteva from New DuPont, Old DuPont sold or transferred, directly or indirectly, valuable assets and business lines to Corteva (the "Old DuPont Transfers").

395. The Old DuPont Transfers were made for the benefit of New DuPont and/or Corteva.

396. At the time that the Old DuPont Transfers were made, New DuPont was in a position to, and in fact did, control and dominate Old DuPont and Corteva.

397. Old DuPont, New DuPont, and Corteva acted with the actual intent to hinder, delay, and defraud creditors or future creditors, including the State.

398. The State has been harmed as a result of the Old DuPont Transfers.

399. Old DuPont engaged in acts in furtherance of a scheme to transfer its assets out of the reach of parties such as the State that have been damaged as a result of the actions described in this Complaint.

400. Under R.I. GEN. LAWS §§ 6-16-1 to 6-16-17 (2018) and Del. Code tit. 6, §§ 1301 to 1312, the State is entitled to void the Old DuPont Transfers and to recover property and value transferred to New DuPont and Corteva.

401. The State also seeks to enjoin New DuPont and Corteva, as transferees, from distributing, transferring, capitalizing, or otherwise disposing of any proceeds from the sale of any business lines, segments, divisions, or other assets that formerly belonged to Old DuPont and seeks a constructive trust over such proceeds for the benefit of the State.

**FIFTEENTH CAUSE OF ACTION**
**Constructive Voidable Transfer (Corteva Spinoff) – UVTA**
**(Old DuPont, New DuPont, and Corteva)**

402. Plaintiff State of Rhode Island realleges each and every allegation contained above, as though set forth herein in full.

403. The UVTA's and UFTA's provisions voiding constructively fraudulent transfers are substantively identical. *See supra* ¶ 379; R.I. GEN. LAWS §§ 6-16-4(a)(2) & 6-16-5(a).

404. The State is and was a creditor of Old DuPont at all relevant times.

405. Old DuPont did not receive reasonably equivalent value from New DuPont and Corteva in exchange for the Old DuPont Transfers.

406. Each of the Old DuPont Transfers was made to benefit, or for the benefit, of New DuPont and/or Corteva.

407. At the time that the Old DuPont Transfers were made, New DuPont was in a position to, and in fact did, control and dominate Old DuPont and Corteva.

408. Old DuPont made the Old DuPont Transfers when it was engaged or about to be engaged in a business for which its remaining assets were unreasonably small in relation to its business.

409. Old DuPont was insolvent at the time or became insolvent as a result of the Old DuPont Transfers.

410. At the time that the Old DuPont Transfers were made, Old DuPont intended to incur, or believed, or reasonably should have believed that it would incur debts beyond its ability to pay as they became due.

411. The State has been harmed as a result of the Old DuPont Transfers.

412. Under R.I. GEN. LAWS §§ 6-16-1 to 6-16-17 and Del. Code tit. 6, §§ 1301 to 1312, the State is entitled to void the Old DuPont Transfers and to recover property or value transferred to New DuPont and Corteva.

413. The State also seeks to enjoin New DuPont and Corteva, as transferees, from distributing, transferring, capitalizing, or otherwise disposing of any proceeds from the sale of any business lines, segments, divisions, or other assets that formerly belonged to Old DuPont and seeks a constructive trust over such proceeds for the benefit of the State.

## VII. REQUEST FOR RELIEF

The Plaintiff, STATE OF RHODE ISLAND, seeks judgment against these Defendants for:

A. Compensatory damages arising from PFAS contamination of natural resources, public trust resources, groundwater, release sites, public drinking water supply wells, private drinking water supply wells, and other State and public properties and waters, according to proof, including, inter alia:

i. costs of investigation;

ii. costs of testing and monitoring;

iii. costs of providing water from an alternate source;

iv. costs of installing and maintaining wellhead treatment;

v. costs of installing and maintaining wellhead protection program;

vi. costs of installing and maintaining an early warning system to detect PFAS before it reaches wells;

vii. costs of implementing biomonitoring programs for water, soil, air, and all other impacted environmental media in communities and other areas where surface water and/or groundwater sources have become contaminated by PFAS;

viii. costs of remediating PFAS from natural resources, including groundwater, surface waters, soils, sediments, and other natural resources;

ix. costs of remediating PFAS contamination at release sites and statewide;

x. costs of implementing educational outreach in communities and other areas where surface water and/or groundwater sources have become contaminated by PFAS;

xi. costs of collecting and safely disposing of existing AFFF from sites around the State;

xii. loss of tax revenue and other economic benefits;

xiii. costs of designing, implementing, and operating biomonitoring programs and studies and costs to otherwise assess PFAS public health impacts for all residents of the State;

xiv. costs for outreach, education, community engagement, and additional public health studies, assessments, and measures;

xv. any other costs or other expenditures incurred to address PFAS contamination and injury; and

xvi. interest on the damages according to law;

B. Equitable relief, including abatement of the nuisances complained of herein;

C. Punitive damages;

D. Disgorgement of profits;

E. Costs (including reasonable attorneys' fees, court costs, and other expenses of litigation);

F. A finding and declaration that the State has conferred a benefit onto Defendants in the form of costs incurred responding to PFAS contamination resulting from Manufacturer Defendants' PFAS-containing products, including AFFF Products and that Defendants have been unjustly enriched by its practice of externalizing the costs associated with PFAS contamination onto the State;

G. An order voiding the Chemours Transfers and recover property and value transferred to Old DuPont;

H. An order voiding the Old DuPont Transfers and recover property and value transferred to New DuPont;

I. An order voiding the Old DuPont Transfers and recover property and value transferred to Corteva;

J. An order enjoining New DuPont, as transferee, from distributing, transferring, capitalizing, or otherwise disposing of any proceeds from the sale of any business lines, segments, divisions, or other assets that formerly belonged to Old DuPont;

K. An order enjoining Corteva, as transferee, from distributing, transferring, capitalizing, or otherwise disposing of any proceeds from the sale of any business lines, segments, divisions, or other assets that formerly belonged to Old DuPont;

L. An order imposing constructive trust over the proceeds of the Chemours Transfers to Old DuPont for the benefit of the State;

M. An order imposing constructive trust over the proceeds of the Old DuPont Transfers to New DuPont for the benefit of the State;

N. An order imposing constructive trust over the proceeds of the Old DuPont Transfers to Corteva for the benefit of the State; and

O. For such and other relief as the Court may deem proper.

## REQUEST FOR JURY TRIAL

Plaintiff hereby demands a jury trial on all causes of action for which a jury is available under the law.

Dated: May 25, 2023

**STATE OF RHODE ISLAND,**

**PETER F. NERONHA**
**ATTORNEY GENERAL**

By Its Attorneys,

*/s/ Alison Hoffman*

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