

STATE OF ALABAMA

IN THE CIRCUIT COURT OF CALHOUN COUNTY

MARS HILL MISSIONARY
BAPTIST CHURCH, et al.,

Plaintiffs,

CIVIL ACTION NUMBER

versus

CV-96-243

MONSANTO COMPANY, et al.,

Defendants.

/

DEPOSITION OF BLAKE HAMILTON

The deposition of BLAKE HAMILTON was
taken before Deborah Salers Garrett, Certified
Shorthand Reporter, Registered Professional
Reporter, as Commissioner, commencing at 10:00
a.m. on March 20, 1998, by the Plaintiffs, at
the law offices of Merrill, Porch, Dillon &
Fite, Suite 500, 1000 Quintard Avenue,
Anniston, Alabama, pursuant to the
stipulations set forth herein.

Regional Reporting Service, Inc.
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No other exhibits were marked for identification, offered or attached as exhibits hereto.

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S T I P U L A T I O N S

IT IS STIPULATED AND AGREED by the parties, through their respective counsel, that the deposition of BLAKE HAMILTON may be taken before Deborah Salers Garrett, CSR, RPR, as Commissioner and Notary Public, Alabama at Large, at Anniston, Alabama, on March 20, 1998, at 10:00 a.m.

IT IS STIPULATED AND AGREED that the signature to and reading of the deposition by the witness is waived, the deposition to have the same force and effect as if full compliance were had with all laws and rules of Court relating to the taking of depositions.

IT IS STIPULATED AND AGREED that it shall not be necessary for any objections to be made by counsel to any questions except as to form or leading questions and that counsel may make objections and assign grounds at the time of trial or at the time said deposition is offered in evidence or prior thereto.

IT IS STIPULATED AND AGREED that notice of filing by the Commissioner is waived.

STATE OF ALABAMA, ANNISTON, MARCH 20, 1998

BLAKE HAMILTON,

after having been first duly sworn, was
examined and testified as follows:

MR. COX: Charlie, for the record,

I know you guys' admissions
for pro hoc have just been
recently filed and a hearing
is set. We don't have a
problem with you taking the
deposition today even though
you are not yet admitted. We
assume there is going to be
nothing to prevent you from
being admitted down the road.

MR. CUNNINGHAM: I certainly hope
not.

MR. COX: But in between now and
the time, we may have some
folks that we want to either
take or defend depositions

that are not admitted but
will be ultimately. If we
can just have the same
agreement on the record that
it is not a problem if we
have somebody that is not
admitted in the State of
Alabama to either defend or
take a deposition down the
road, we will proceed.

MR. CUNNINGHAM: Absolutely.

EXAMINATION

BY MR. CUNNINGHAM:

Q. Mr. Hamilton, I'm going to ask you some
questions today. My name is Charlie
Cunningham. We are here to try and find
out what factual knowledge you may have
to aid all of us in understanding the
issues that are being resolved in this
litigation.

If I ask you something that
doesn't make sense to you, please do not

assume that I know what I'm talking
about because chances are I don't.
Another thing that is a bad habit of
mine is I'll cut you off in the middle
of an answer because something will
spring to my mind. And by all means, if
you feel you need to complete that
answer, we want to do that.

The bottom line is this lady needs
to be able to take down what you say so
that when we read it a month or a year
or a decade from now, it reads
accurately.

A. Thank you.

Q. Start off with some easy ones. What is
your name and address, please?

A. My name is Blake Edward Hamilton. We
currently -- we, I and my wife --
currently reside at 18 Edgefield Way,
Anniston, Alabama, 36207. I'm not real
familiar -- the ZIP code is not firmly
set in my mind, but that is the right
one.

Q. And how long have you lived in Anniston, Alabama?

A. We moved here on May 22nd, 1997.

Q. Okay. And before that where did you reside?

A. We resided in -- Well, it is a greater suburb of Pensacola, Florida. It was called Cantonment, Florida. The address there was --

Q. That's okay. How long did you reside in Pensacola?

A. Since -- We moved there in August of 1989.

Q. And before that what community did you live in?

A. We lived in the city of Friendswood, Texas, a suburb between Houston and Galveston.

Q. Okay. And when did you move to Friendswood?

A. We moved to Friendswood in May of 1974.

Q. Okay. And I'll go back one more spot. Before Friendswood where did you reside?

A. We resided in Knoxville, Tennessee.

Q. For purposes of picking a jury, it sounds like I don't have to worry too much about winding up with a lot of Blake Hamilton relatives in the Calhoun County jury pool. Is that a safe assumption?

A. Charlie, I do a lot of genealogy work on my family, and I have yet to find a Hamilton in Alabama that was a part of my family. There are a lot of Hamiltons, but not anyone in my family.

Q. And I didn't mean to suggest that I would be worried if I did. Now, let's talk about education. Where did you graduate high school?

A. I lived in -- My family lived in Kingsville, Texas, and the high school there was H. M. King High School. I attended -- At that time, tenth grade was high school, so tenth through twelfth.

Q. And where did you graduate college?

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A. I graduated college from what was called Texas A and I University, also located in Kingsville, Texas.

Q. And what was your degree in?

A. I got a bachelor of science in chemical engineering. It would have been January 1970.

Q. Have you done any postgraduate education in the formal university setting?

A. I have not attended any university for formal course work. I've done seminars and things, but no credit type works toward my masters.

Q. That's my next question. I assume you have done some continuing education of some form over the years?

A. Yes. From time to time as part of my career path and plans, I did attend some classes. Yes.

Q. Were these typically classes that were put together by your employer, or would they typically be something that some

independent institution would hold or a

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mixture?

A. Probably best characterized, Charlie, as a mixture. There was some in-house training within Monsanto and then also a few, not many, but some, external developed seminars, classes.

Q. Okay. Are you a PE?

A. No. I did not get professional registration.

Q. Let's go to employment history, and let's work from the time that you graduated from Texas A and I in 1970. Just tell me what sort of things you have done for a living since that time.

A. Okay. I started working for Union Carbide in Houston in January of '70 at what was called then their engineering center in Houston. So I was a process engineer. From there I transferred sometime in 1972 to Oak Ridge, Tennessee.

Q. Still with Union Carbide?

A. Yes.

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Q. I presume this was at a manufacturing facility in Houston?

A. No, it was not. It was strictly an engineering center where we did the typical process engineer design for some of the Union Carbide facilities.

Q. If somebody wanted to put a new reactor vessel on line, you would do the drawings and calculations on the size of the pipes and feed stock rates and that sort of stuff?

A. We do the typical process flow sheets, material balances, some preliminary design work for processes that would be going into facilities. Yes.

Q. Okay. So then you went to -- Still with Union Carbide up in Tennessee?

A. That's correct. Union Carbide was the primary contractor, I think was the term, for -- at that time known as the Atomic Energy Commission.

Q. Okay.

A. And again -- So this was my first

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plant-located work assignment. Again, doing process technical engineering for the facility there, and was there until May of 1974, at which time I terminated my employment with Union Carbide, relocated to Friendswood, and began to work for Monsanto at their Chocolate Bayou plant in Alvin, Texas.

And the initial assignment in Alvin was, again, process engineering. Specifically it was called process technology department, and worked in that assignment for a year and a half, something like that.

Q. May I safely assume that your leaving Union Carbide and going with Monsanto was something you chose to do?

A. That's correct, Charlie. I had reached a point where the kind of assignments that I could see coming just didn't

appear to be what I was interested in,
so I looked for another opportunity.

Q. Okay. What sort of things -- Was this a

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manufacturing facility in Alvin, there
on Chocolate Bayou?

A. Yes.

Q. What sort of things were they making in
'74?

A. My responsibilities -- We can start
there and then talk about others. We
had a facility -- a manufacturing
facility that produced phenol and
acetone. Additionally to that we
produced acrylonitrile, something called
soft alkylbenzene, ethylene, and other
hydrocarbons from a cracking -- an
oil-base cracking operation.

Q. Is that pretty much all the stuff at
Alvin was taking petroleum and breaking
it down into these kinds of chemicals?

A. That's right. We got crude oil
distillates primarily from Louisiana gas
fields that we cracked and did other

steps and operations with to sell and

produce for other customers.

Q. And were you still basically in the

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process design mode? Was that really

where your responsibilities lay?

A. My initial year and a half to two years

was in the process technology, doing

trouble shooting, process optimizations,

some expansions, de-bottlenecking,

design work specifically.

Q. I'm assuming that was a mature facility

in the sense it had been up and running

for a good period of time?

A. Yeah. Chocolate Bayou started up in

1961 as I recall, 1961 or '62. I think

it was '61.

Q. Go on then if you would, please, and

tell me how your position with Monsanto

changed over the years.

A. Sure. I made a career change from

process engineering into what was called

manufacturing at that time, sometime,

say, a year and a half to two years
after my initial assignment at the
Chocolate Bayou plant, specifically
because I had worked in the engineering

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design for a phenol, acetone plant. The
offer was to become a manufacturing
engineer in the phenol, acetone
manufacturing operation.

So I did that for several years;
moved from there to engineering, kind of
a project manager over a major
agricultural product that was produced
there to put in a large expansion.

Q. And would that have been at one of these
other locations, in Pensacola, or was
this still --

A. No. This is still at the Bayou.

Q. Okay.

A. Then was given the opportunity to
supervise -- this would have been early
'80s probably or late '70s, early '80s
probably -- my first opportunity to do
some management of an engineering group,

technical group, in support of some units there; and from there moved into a manufacturing supervisor overseeing this soft alkylbenzene that I mentioned

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earlier.

I had some other units, expanded my responsibility, but still a manufacturing supervisor there. And that led to 1989, then, when I was offered a general superintendent role, which is what it was called, again just broader management responsibilities for manufacturing at the Pensacola facility. So we moved in August of 1989, where I assumed the role of general superintendent of nylon intermediates at Pensacola and was in that assignment -- The name changed to facilitator, but the role of being a member of the plant manager's staff continued until 1997, at which time I came to Anniston as the site manager for the -- still at that

time Monsanto manufacturing site, where
I currently work now as site manager for
Solutia at the Anniston site.

Q. Am I correct in understanding that if we
looked at the organizational hierarchy

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for Solutia you would be at the top of
that chart?

A. In September -- Well, prior to that,
when we knew we were going to spin off,
the entire organization made some
organizational changes, creating a
matrix organization with a movement of
plant manager to a, quote, site manager,
and many other positions across the
organization that traditionally reported
to the plant manager having a strong
functional line to business managers and
shared service managers in St. Louis,
dotted line to the site manager.

So while I have the accountability
for Solutia at the Anniston site, the
direct reporting relationship is
different than it would have been pre

1997. So when you say I'm at the top of the organization chart, yes, I am, but there are a lot of dotted line reportings and then hard lines for many of the other people there to St. Louis.

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Q. Okay. That sounds like Internet to me.

I just know everybody is connected and somehow they all can talk to each other.

A. Absolutely, and need to talk to each other. Yes.

Q. I wanted to ask you very briefly a couple of financial questions. Do you own stock in Solutia?

A. We have a savings, investment plan that started in Monsanto and now as Solutia that as we invested money -- It was a matching fund in the form of stock. So I have access to stock of both Solutia and Monsanto through that plan. I can't just go grab it. It is there for when I retire, but indirectly I own stock there.

Q. You are in a fund that holds the stock?

A. Solutia and Monsanto stock, that's correct, a 401-k plan to be specific.

Q. Do you receive a bonus that is tied to the financial success of Solutia?

A. As a member of a grade level series

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management, I do get -- I have the opportunity to earn an incentive bonus at the end of each year, depending on how well the organization has done.

Q. Okay. Let me talk to you briefly about your preparation for today. And I neither want to know or am entitled to know about conversations you have had with any of your attorneys to get ready for today. But if you have talked to other people, I would like to know who those people were and what they chatted about.

A. I'm sorry?

Q. If you talked to anybody to get ready for today, if you went down the hall and sat down in front of somebody and said

catch me up to date on this or that or,
hey, you know, you are at dinner with
one of your colleagues and said I'm
going to be deposed by some yahoo from
Kentucky --

A. I talked to lots of people about the

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fact I was going to be deposed today,
and I was not looking forward to it. In
fact I was going to struggle with my one
motto of having fun every day, and you
are making it difficult for me to say
that today, but I'm going to find it
somewhere. But to say I briefed myself
with specifics about this --

Q. No reason to think that you would have.

A. No, no. I mean, I looked --

Q. Because I'm really --

A. -- at my own list of things just to say,
hey, is there anything I need to think
about today, but did not talk to
anybody.

Q. I want your own personal knowledge

anyway, so that's going to make things easier for us.

What about documents or any other items that you might have looked at by way of review? Anything that you can recall thinking I had better go read this or look up this before I sit down

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and start talking about this stuff?

A. I did. I did look at some things.

Q. What documents do you recall looking at?

A. I looked at my cost sheets for -- cost sheets for the Anniston site, just from a general sense, just seeing if there was anything there that I might need to pull up based on questions and the 1998 budget that we have in place today for the Anniston manufacturing facility.

Q. Okay.

A. And I --

MR. COX: I sent you the deposition notice.

A. Yeah, yeah, yeah. The fax, I got --

MR. COX: Just for the record,

when I got it in, I just
turned around and faxed it to
Blake so he could look at it.

A. I didn't read that today, but I did look
at that.

Q. Sometime in the prior week or two?

A. Yes. And I did review one -- a pamphlet

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that we have had in our foyer of the
plant there that talks about the
Anniston history. I frankly just looked
at that to see what it might refresh in
my background on what I have heard about
the history of this operation and the
changing, evolving businesses that have
come in, just a short pamphlet there at
the plant.

Q. Okay. I'm going to presume as you
testify today that you are telling me
stuff that you know of your own
independent knowledge. But to the
extent you are relying upon this sort of
stuff or something that someone told you

in the past, just let us know so we can understand where it is coming from for you. Okay?

A. (Witness nods head affirmatively.)

Q. Now, I presume you didn't see anything in that pamphlet, for example, that was inconsistent with your own perception of the history of the plant from being

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there, seeing things, anything that was surprising to you? I'm going to put it that way.

A. The page I read about the history of the plant was pretty simple. So no, there was nothing there that I recall of a surprise. It was more a refreshing of my memory.

Q. Okay. Well, to the best you can in a fairly short time, tell me what your responsibilities are as the site manager for the Solutia Anniston facility.

A. As I said earlier, I have the accountability -- Solutia uses something called a distinction between

responsibilities and accountabilities.

Q. Okay.

A. And I would characterize me having the "A" or accountability for the operations of the Anniston facility and its responsibility -- or its continuing relationship with the community, I will say, interaction with the community.

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Q. Okay.

A. And there are others then on the staff and in the plant who have the responsibility for managing and doing the specific activities that make up and lead up to that accountability. So specifically I have accountability for the businesses that are operated and engaged from that plant from manufacturing standpoints back to the vendor and to the customer.

I have the accountability for providing leadership to the site leadership team, which is -- if you want

to talk about a hierarchy, it is the group of managers or leaders that I look to to responsibly run and operate the plant.

So my role and accountability is to kind of coach them, develop them, have frequent contacts with them so that we are aligning our operations, our performance, our goals with the

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enterprise, Solutia's goals.

And thirdly, an external focus I have the accountability for, and that is developing communications within the community in the context of identifying priorities within the community and seeing where those priorities merge with Solutia's and seeing if there are opportunities to work either with hours in doing things in the community or in some cases some contributions and also identifying issues in the community that we as a site and operating entity here need to work with and address.

Q. It is my sense from listening to you that there is a set of goals or targets or Solutia corporate framework of here is what we are trying to accomplish. And within that framework you are expected to be consistent and you are accountable for making sure that the local plant is consistent with those goals which might in some cases be

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economic and in other cases be community relations related?

A. There are some strategic perspectives that come down from the enterprise to all the operating and business arms of Solutia, and those tend to be longer term focused. Our role is on a shorter term, as well as long term, of how do we assure ourselves of aligning the businesses and operations toward those strategic perspectives.

Q. When it comes to spending money, do you, again within a certain framework, have

some discretion in terms of how capital expenditures or community relations expenditures would be spent, or do you have someone you answer to at a certain level, or is it fluid?

A. Solutia is new, so I'll speak about Solutia for 1998 --

Q. Okay.

A. -- to speak to that specifically. In our budgeting process, which we did in

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late 1997, we reviewed our budgeted operating expected rates, expected raw material usage, energy usage, costs, head count, et cetera. And from that changes were made, but we reached an agreement with the corporation then on what that operating budget would be. And now we have the freedom, to use that word. We can operate within that budget without going back and getting further approval from that.

Q. Okay.

A. Capital, we again present a capital

budget. A lot of conversation changes that take place there, but it is on the capital plan list. But capital is different. We then -- As we develop a project, it is taken to St. Louis for review and ultimate approval or disapproval. So there is no guarantee on capital.

Contributions, the third entity you mentioned, again there is a 1998

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budget process separate from our operating budget, where each plant manager, site manager within a region -- I'm in region one -- come present our arguments for programs, projects, activities we would like to support and have funds for. And within that region a decision -- The total dollars were set by St. Louis. We agree on which site receives which of those funds. So now I have the authorization to request from St. Louis a check in those amounts as we

are ready to initiate those programs and activities.

Q. And how many other sites are in region one?

A. The number -- Pensacola, Florida; Foley, Alabama; Decatur, Alabama; Augusta, Georgia; and Greenwood, South Carolina. So there are five plus Anniston, so six total.

Q. Do you know if Anniston has been allotted less than a sixth, roughly a

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sixth, or more than a sixth of region one's expenditures or budgeted expenditures for these sort of external outreach efforts for the coming year?

A. Anniston's percentage of the total for our region is less than one-sixth of the total for our region one.

Q. Okay. And I'm going to guess that you don't have one clearly delineated immediate supervisor in St. Louis based on this matrix type organization. But is there someone in St. Louis or

wherever, for lack of a simpler or better way of putting it, who is kind of your boss?

- A. Strangely enough, Charlie, I do have a boss, a boss, not multiple. I'm in what is called operations excellence. All site managers are part of that. And every site manager, including the Anniston facility, is accountable to Dennis Cavner, who is the operational excellence vice president.

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- Q. Okay. Now, let me take you in the opposite direction. And working just with the folks you have here in Anniston, how many employees do y'all have just in total head count?

- A. It is a dynamic as people retire and we hire. But we have at Anniston something close to eighty-eight permanent employees, Charlie. It may change one or two in any given month, but that is about where we are.

Q. And again, this may be an oversimplification or a dated way of looking at it. But how many of those would be what are traditionally considered blue collar as opposed to white collar positions?

MR. COX: Would it be hourly wage versus salary? Is that a better distinction?

A. We have wage row, which are the hourly, nonexempt, traditional nonexempt, clerical, technical, and then exempt. I

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want to guess probably fifty wage row, probably have nine or ten nonexempt, and then the rest would be exempt. What is that --

Q. Twenty-five to thirty?

A. Exempt.

Q. Now, that strikes me as a somewhat -- I don't want to say top heavy, but you have a significant number of people in the exempt status vis-a-vis -- or the ratio to hourly wage type people. What

sort of positions are these twenty-five
to thirty exempt people filling?
Obviously your slot would be one of
those.

A. I have various leaders for each of --

Well, I have an operations
superintendent, for instance, and he has
several area supervisors, maintenance
supervisors, laboratory chemists,
shipping supervisor, accounting or
accountant.

Q. Okay. And I take it all of these people

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would report to you through some chain
of command and possibly even, as you
were saying for instance, the lab
supervisor perhaps has somebody in St.
Louis in the lab department there that
they also communicate with on a regular
basis?

A. The lab supervisor does not report to an
entity in St. Louis.

Q. The accountant maybe?

A. Yes. The accountant has a controller function that is a hard line to that group.

Q. Okay.

A. And as you say, most of the folks at the site would have a reporting relationship through a site leader to St. Louis but a dotted line into my accountability.

Q. Okay. Now, are there people working there who have been sent down from St. Louis as part of this remediation? I'm thinking of Alan Faust, who I have met and who I perceive to be here -- and he

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is a Monsanto or maybe a Solutia employee, but outside the normal realm of what you have going on. Am I right or wrong about that?

A. Specially Alan Faust is part of -- part of the ESH -- environmental, safety, and health -- organization in St. Louis, and within that specific remediation group that is within the ESH department. So his reporting relationship is back to

St. Louis to a remediation director, I think is the title. So, yes, he is a Solutia employee. He has been relocated to Anniston for an indeterminate period of time on leading the remediation effort. But it is not part of the manufacturing or operations of that site.

Q. Does he have a dotted line to you where he keeps you posted, or to a certain extent is what he is doing here independent of you?

A. He has no reporting relationship to me,

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but he certainly -- We have an understanding that because of my accountability within the site and within the community around the operations of our site that we need to talk about issues that do come up in remediation, that they do so so that I'm at least knowledgeable of those, where it makes sense. And I talk to him about

our current operations so that he is equally aware of things that we have going on.

Oftentimes there could be interferences in terms of scheduling people, as a good example. It is important we don't have people showing up at the same workplace thinking they are going to work on their job only to find there is another group working. So we need to have some communications.

Q. Okay. The number you gave me of about eighty permanent employees, that head count I'm assuming didn't include Alan?

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A. No. I don't count him. I don't count Alan as part of our head count. Whether my numbers were eighty-seven, eighty-eight, eighty-five, I don't know. But he is not part of it.

Q. Eighty-eight is maybe what you are allotted in the plant system, and you may not have exactly those on a given day but that's your target, so to speak?

A. That's correct.

Q. Do you know if there are other people like Alan who may be down here in Anniston who are somehow employed by Solutia or Monsanto like he is but again are not part of your ongoing manufacturing operations setup?

A. There are no Solutia employees located at the site. There certainly are Solutia employees that periodically come to Anniston, and that would be true of people coming to visit the operations side of the house as well as there are people who come and have their primary

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focus for remediation but are not located here.

Q. Now, let me ask you about the physical acreage that the site is located on. Am I correct in understanding that that is owned by Monsanto or Solutia?

A. The operating site for the Anniston facility and its landfills are owned by

Solutia. And we have additional purchased properties that were traditionally outside of the fence and outside of the fence line, and they also now belong to Solutia.

Q. Stated differently, there is no acreage that you all are operating on or that you have permanently stored waste on that is actually deeded to some other entity. Is that an accurate statement?

A. Charles, to the best of my knowledge, we own all of the land that we operate or have stored things on permanently. There have been -- I don't know the qualifications. There have been and are

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occasionally shipments of solids to a landfill operation outside of our operations, and that is permanent too.

Q. Right. And I'm not alluding to those.

A. Okay.

Q. The one thing -- I do know at one point in time some land had been deeded to the power company, but it is my sense that

got deeded back, the west end landfill,
part of the west end landfill, and I'm
sure this is all before your time.

A. Yes. I've heard of that incident and
heard, you know, in terms of us deeding
it to them and having to I believe
purchase it back. But I don't have any
knowledge of it, specifically have not
seen any deeds nor paperwork. Now, we
do still have right-of-way up on
Coldwater Mountain, the land we own,
that both the power company and
BellSouth have right-of-ways. We own
it.

Q. Okay. And I had seen a photograph not

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that old, as I understand it, a fence on
the landfill, keep out, and indicating
all three of those entities as being
owners of the landfill, was my sense.
But your understanding is they simply
had right-of-way easements through that
acreage?

A. I know on Coldwater Mountain, which is to the south, across 202, both the power company, Alabama Power, and I believe BellSouth have right-of-ways going through our properties. Now, they may own properties beyond our acreage. I don't have knowledge. But through our properties they have right-of-way easements, guarantees, is my understanding.

Q. Okay. Are you aware of any waste that is in these landfills, the west end landfill or the one on Coldwater Mountain that wasn't generated at the Monsanto facility, that the source of it was the ongoing operations in Anniston?

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A. Charles, I have no knowledge of what went into those landfills. I really can't comment about all that went in there nor who put it there. But it is on Solutia property now. We own its content and liability. But I don't know who might have, if anyone had put

anything in.

Q. Okay. Do you know what the average rainfall is in Anniston?

A. Right now, too much. You are coming at a bad time, all kind of flooding. El Nino is a alive and well. But to give you numbers, I'm not familiar with it. No, sir. Sorry.

Q. And if I ask you what the average temperature range is down here, is that anything you could quantify?

A. I could say it is more pleasant than further north, but I couldn't give you specifics. I haven't been here a year yet, so I can't even give you a full year yet. Come back in two months, and

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maybe I can.

Q. What about wind direction? Do you have any sense for which way the wind blows at your facility?

A. If there is a dominant wind direction, I haven't noted it yet, Charles, no. I'm

still trying to remember which direction
is which from the plant there.

Q. Let's talk for a minute about community
communications. It sounds like you're
certainly in the loop on that from what
you have told me about your
responsibilities and the present
thinking of Solutia. Am I correct that
you all communicate with the community
in multiple ways?

MR. COX: Object to the form.

Q. For instance --

MR. COX: Do you need some water?

THE WITNESS: No.

Q. Don't you all occasionally have print
media, you know, newspaper ads or stuff
that you communicate to the community

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with? Is that something you
occasionally do?

A. We would -- We do have an occasional
article, more likely a picture with a
short description that gets into The
Anniston Star that would discuss more

around what we are doing in the
philanthropic area of the community.

Q. I think I saw something where you were
paving -- I want to say it was a school
yard or a church yard or something
recently that made The Star.

A. We worked with County Commissioner Eli
Henderson in the paving of the band's
parking lot at our adopted school,
Wellborn High School. Each of the
schools in Calhoun County have an
adopted industrial or business partner,
and Wellborn High School is ours. So,
yes, we were working with the
commissioner to secure some funds to
help pay that.

Q. Okay. Do you ever do tours of the

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facility for the community?

A. We have invited on occasion either
individuals or groups to come to the
facility and tour and have done that
with very small numbers of people but

have not had any large numbers to come.

But we do make that offering when we are speaking to groups.

Q. And I presume it is not like Wednesdays at two we do the tour. It is something you do on an as-needed or ad hoc basis?

A. What we do, Charlie, is -- Again, we are a small site with resources that have other jobs to perform anyway. And so we don't want to get locked into always doing it at a certain time. But as we can have the opportunity to get people from the community that would come and want to come, we will schedule a very brief tour just to give them an opportunity to see and hear the story and get close to it.

Q. I had the sense that you said that if

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you were out speaking the offer would be made. Do you have people from the plant who go out and do community discussions, go to groups and say here is what we are doing over there, that sort of thing?

A. There is no permanent assignment of anyone in the Anniston plant to be part of a speaking tour or any specific approach. I encourage both -- all of our employees to be ambassadors in the community, to keep them informed of our operations so that they can speak factually about what we are doing. And what typically happens is that myself and some members of the leadership team who are members of civic organizations, et cetera, will occasionally have the opportunity to speak and will do so.

Q. Just give me the most recent example you can recall of yourself getting up in front of a group of people and talking.

A. Okay. I was invited to go speak to a Rotary Club in Oxford, Alabama, six

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weeks ago or so and specifically was asked to come and talk on that day about Solutia and its direction as it related to what is the stock price going to do,

people interested in the financial performance and holdings. So I spoke to that group about our operation here and Solutia in general.

Q. Would I be safe in assuming that there are a fair number of folks in Calhoun County -- which would take in Oxford, would it not -- who have perhaps a 401-k plan like yourself from having worked here over the years and therefore might have an interest in the stock price of Solutia?

MR. COX: If you know.

A. I was just going to say that current employees, as of September 1, 1997 -- their 401-k contained Solutia and Monsanto as part of the spinoff. Prior to that date employees, retirees would only have Monsanto stock.

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Q. Okay.

A. So if they own Solutia stock, it would be because they specifically went out and purchased Solutia stock. So as a

401-k, it would be unusual for people outside the current Solutia employees to have Solutia stock in a 401-k.

Q. One other form of communication. I know from back in Louisville there is a cluster of chemical industry in a part of town that is called Rubbertown because they make a lot of neoprene there. But they have a radio system set up that if somebody has a release, there is a channel that comes on and kind of reports to the community what is going on. Do you have anything like that or even sirens perhaps in a different kind of way that assist you in notifying the community if something is going on?

A. Within the Anniston facility, we have a phone system that we use to sound a series of blasts, horn blasts, if there

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were a significant release, an injury that we needed somebody -- a responder to attend, a fire, or any unusual

incident for which you want to have people respond to a location within the site, nothing that addresses an outside warning specifically. If we needed to make contact within the community, we would use the 911 and make contact with the appropriate authorities to help us in that communication.

Q. Okay. Do you all have a public relations firm that you work with?

A. Within Solutia each region has a public relations contact that works with the individual sites and/or any other sales office, et cetera. Specific in Alabama there is a firm, and I can't remember -- The contact is a gentleman named Steve Bradley. I know he -- The name Bradley --

Q. Is in the title?

A. -- is in the title, but I don't know.

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Q. Do you remember what community they are based in.

A. Birmingham, and apparently a satellite

in Montgomery. But Birmingham is his office.

Q. Do you know who the regional public relations contact is?

A. It would be Beth Russert with Kevin Cahill kind of -- I'll say backup, or for Alabama specifically Kevin is. We have three plants in Alabama. But Beth is the region one contact. Beth Russert is the regional contact. Kevin Cahill is a contact within the public relations group for all of Alabama.

Q. Beth Russert, then, is a Solutia employee?

A. She and Kevin Cahill are Solutia employees in St. Louis.

Q. Do you know from looking at the budget or the cost sheets that you described earlier -- Is there a line item for Mr. Bradley's firm for this year?

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A. No. His contract and expenses flow to St. Louis. It is a corporate account.

I have never seen it nor do I know what it contains.

Q. Have you had occasion to talk to Mr. Bradley and request his assistance in anything relating to the remediation work that has been done here in Anniston?

A. I have had occasion to speak with Steve on I think three occasions, and only on one of those did we talk about remediation at all. And that was just a tour of the facility as part of his meeting the other sites in Alabama. And in that case nor in any of the other two did I ask any specific or make any request of him. It was more of an on-boarding, awareness, bringing him up to speed.

Q. What about -- As far as Mr. Cahill is concerned, have you worked with him with regards to public communications dealing

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with the situation with the PCBs here in Anniston?

A. Worked with him? I've only known Kevin two months, three months. Our contact has been around -- Our conversations have been around where are we with remediation, again, a tour so he could see the work we were doing, a tour of the operations, meeting people in the plant, working with him as we contact any other outside or external parties that we want to also make offers to tour and see the plant. He has been a help in that. He has done nothing yet specifically to help me on a PCB issue, as you said there. I have used him to help me in drafting a letter at times, but that has been it.

Q. Would I be safe in assuming that you have not personally had any direct communications with the Mars Hill Missionary Baptist Church or any of the deacons or the minister?

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A. I have not talked -- To the best of my

knowledge, I have not talked with the pastor nor the deacons. I have not approached the membership at large. I did meet with three women who claimed to be members of Mars Hill.

Q. Who were they?

A. Cassandra Roberts, her mother, who I don't recall the name, and another woman, who I again apologize, I don't remember name.

Q. Do you remember what her relationship was to Ms. Roberts at all?

A. No. Friends I presume, but I don't know.

Q. When did that meeting take place?

A. I met with these three ladies sometime in June of 1997. It was a Saturday morning, the beginning of my vacation. I could go find my calendar and tell you when it was. It was mid June, a Saturday morning.

Q. Did they approach you, I presume, as

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opposed to you contacting them?

A. I initiated no contact with the three.

Q. And did they come to your -- to the
plant there and talk with you?

A. No. We me in a Shoney's Restaurant on
Quintard, I guess that is called still,
which is on the north side of Anniston.

Q. Is that close to your home?

A. No, it is not.

Q. Close to their home?

A. I don't know. I do not know where they
live.

Q. They picked the spot?

A. Charles, I'm not even sure of that.

Q. How did you wind --

A. Alan Faust and I met with them. And
Alan -- I told him what my plans were.
I said, "If you can do it on a Saturday
morning early enough, I can meet, and
then I will postpone my vacation." And
he told me we would be meeting at
Shoney's that morning.

Q. And what was the substance of the

conversation?

MR. COX: With Alan or with --

MR. CUNNINGHAM: No, no.

Q. To the extent Alan was talking, I would like to know that, but in the meeting with the five of you at Shoney's.

A. Okay. We introduced ourselves to each other. I had never met any of these women, other than Alan, who I had met obviously. So we sat at a table, ordered a beverage. And then as I recall Cassandra began the conversation once we got past the introductions.

And it was along the specific line of has Monsanto -- because at that time we had not changed to Solutia -- has Monsanto made a proposal to relocate Mars Hill Baptist Church and build another church or not. I had not been a part of any conversation to that end, but Alan was able to say, "Yes. We have in the past met with your church attorneys and pastor and deacon or

deacons" -- I don't remember.

And she produced a document that was several pages in length, said, "Was this the proposal?" I looked at it. I frankly had never seen it before, so I couldn't comment. And Alan saw it and looked over the pages and said this was -- "This contains the proposal that we made, we, Monsanto, made to your attorney and pastor and deacons." And she said, "I thought so." She said, "Can you -- Can you tell us what you would do for us in terms of a church relocation?"

And Alan had a poster board that was a description of another church, the new Bethel Baptist Church that detailed both the architectural drawing and some details about functionality of such a church, and used that to describe the new Bethel Baptist Church, the kinds of support, choir robes, music instruments, et cetera, and said we would be willing

still to -- and would like to relocate
your church and build a church
comparable to the new Bethel Baptist
Church.

The lady whose name -- not
Cassandra's mother, but the other one,
broke in as I recall and said, "What if
we wanted a church bus?" And both Alan
and I kind of looked at each other and
didn't know how to respond initially.
She said, you know, "We need a church
bus. What if we were willing to reuse
our books, our choir robes, other
furniture? Could you then take the
monies that you would have used for
those things and purchase a church bus?"
And our response at that point then was
we would certainly consider that, could
not commit, but certainly did not say no
to it at that time, but said we would
certainly consider such an arrangement.

Cassandra then picked up the
conversation again and showed us another

document. This was a letter -- really a petition but a lengthy letter with a number of signatures on the document that she said were members of Mars Hill Baptist Church. And the content of that document was -- first of all, very eloquent, but was directed at the pastor of Mars Hill Baptist and the deacons, but primarily the pastor, saying that we want to change attorneys or go ahead and pursue accepting the proposal to relocate our church.

And she announced that this letter had either been delivered or was about to be delivered to the pastor with the stipulation that he would have a certain amount of time to respond to it, and if he did not respond, the membership that had signed it, the letters or names that were affixed to it, it would indicate that they would fire him. And that was her plan.

She then said I intend to have a

meeting at the church, following or at the beginning of one of the services -- I don't recall which -- at which time I intend to confront the pastor specifically with the question of has Monsanto made a proposal to relocate our church and build a replacement church comparable to new Bethel Baptist. And if he said no to that, she would have copies of this proposal that she had somehow obtained and pass it out to the members that were present and confront the pastor at the time in what she said would have been a lie then.

Q. If he had said there had been no proposal, she would have been prepared to show that wasn't the case?

A. Right. If he said no to her claim or her question of have you received a proposal from Monsanto or attorneys representing Monsanto and he said no, then she was going to show it.

Q. Okay.

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A. I don't know that we -- I don't remember much more than that of the conversation, perhaps clarifying questions about what we were doing at new Bethel and again our reaffirmation that we were very willing to build a comparable church, relocate their facility, take ownership of the land, remediate it, and indemnify them from any further environmental activity, and exchanged pleasantries in the form of goodbye and Cassandra saying she was going to go take it down to the church, that she was ready. And I left to go on vacation.

Q. And would that be the only conversation then that you had with Cassandra Roberts or anyone else purporting to be members of the church?

A. To the best of my knowledge, I have not talked to any other members, at least not knowingly. They did not identify themselves as Mars Hill members.

Q. Did you pass along information about

this meeting to anyone?

MR. PECK: Obviously, Blake, if
you passed along the
information to your
attorneys, that would be a
privileged communication,
which I instruct you not to
convey. And I don't think
Charlie is seeking that, but
he is asking you about
conversations.

MR. CUNNINGHAM: No, no.

MR. PECK: Also, I should tell you
that in Alabama you have a
privilege of communication
with your wife. You can
choose to do with that what
you want. But you have the
right not to communicate
communications with your
wife.

A. I wish I could say something. But I did
ask before I took the job whether I

could talk to my wife, because she was nervous about that. I was told that she was not a part of it. I said good, I have a friend there I can always talk with.

But to answer your question, Alan and I talked briefly after the meeting, how did you feel the meeting had gone, any surprises, you know, both kind of bouncing it off one another, you know. We both felt that we had had an opportunity to at least present this proposal that we were still making, Monsanto was, to the church, to these three women. And they had heard it. You know, I hope it will go beyond this, but we had no next steps. It was strictly in their hands, so I left. And I had no further conversations with anyone other than my wife after that time.

Q. I assume that when you had this meeting you knew there was litigation pending

between Monsanto and various different plaintiffs and groups of plaintiffs. Is that a fair statement?

A. I was aware there were a number of litigations, a number of different suits, a number of different attorneys involved in other cases, yes. Which specifically they were, I don't know. But, yes, I knew there were other cases.

Q. Did you have a conversation with anyone before the meeting to see if it was okay for you to talk to this person? Did you clear this with anyone?

MR. PECK: Well, again, the same instruction applies.

Communications with counsel are privileged. I don't know if you had them or not. But you should not disclose any communications you had with counsel.

Q. You know, I don't want to know what you asked and what they said, but just did

you have a conversation before going to this meeting with the attorney for your employer?

A. I did not, no. I talked only with Alan Faust.

(A break was taken.)

(Mr. Donald Stewart entered the deposition proceedings.)

Q. Okay.

A. Charles, you asked what transpired in the conversation there at Shoney's, and there was at least one other thing that took place at the beginning of the meeting, as I recall it. After we introduced ourselves, Alan or I one -- I don't remember which because we had both talked about it before we got there -- that we needed to make sure -- He had made a request to them that we would meet as long as no one meeting with us was a client of Donald Stewart's. So before we began the meeting, since I didn't know these three women from

anyone else and I -- We made certain in asking the question of are any of you represented by the attorney Donald Stewart, because we can't have this meeting if you are present and are currently represented by him. And they told us that they were not.

And in fact, prior to that meeting, when Alan and I talked about it, he related to me that -- in some conversation with Cassandra on the phone about this, also explained it to her at that time. And there had been someone who was going to meet with us who was a current client, but he or she would not meet with us. So we just checked it one more time before the meeting began to make certain of that.

Q. Okay. So it was your understanding if they were represented by a lawyer and were suing Monsanto, other than it being Don Stewart, it was okay for you to meet

with them?

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A. I was told by Alan that we needed to make certain that no one represented by Donald Stewart was in this meeting with us. And that was the extent of what we asked when we met with them, the extent I knew about the representation.

Q. You remember that being covered from the get-go?

A. Yes, somewhere in the introductions. One of us -- Because I wanted to make sure I was on legal ground, and Alan had already told me he needed to establish that. So I wanted to make sure we got that covered quick so there would be no second-guessing by anyone about us misrepresenting who we were or them who they were.

Q. Call me crazy, but if I wanted to make sure I was on good legal ground, I would talk to a lawyer.

A. You are a lawyer. Maybe you think like a lawyer.

Q. I try to.

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A. I trusted Alan's advice. He said we needed to make sure. I said all right, let's find out. One of us needs to make certain of that.

Q. I guess I'm curious as to why you would have even been involved in that meeting. Are you the person who makes decisions about what various neighbors would be offered by way of relocation or remediation or compensation? Is that part of your accountability?

A. That has not come up as an issue for me to deal with. It would not, I think, be a typical decision that I would make. But in the context of representing the site and being accountable for everything around the operation of the site, I'd like to know what is going on. And so Alan was, I think, to that extent keeping me informed of what was going on, you know, had invited me to attend

this meeting as the site representative
for Solutia -- for Monsanto at that time

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with this group.

Q. And you hadn't been there very long, I
guess, when this took place?

A. Two weeks, three weeks maybe at most.

Q. All right. And I presume you hadn't had
any other communication with people in
that intervening two or three weeks
about what was going on there and
Monsanto's efforts to remediate or
relocate people.

A. I'm certain that Alan and I had some
conversations about our efforts to build
new Bethel because we would have toured
the new Bethel Church. What was there
was just under construction at that
time. And I certainly toured the
remediation work up on the south side of
the plant as well as on the grounds that
we had purchased on the east side there.
So he and I would have had some
conversations about current remediation

activity as we toured and saw those facilities.

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Q. If I gave you a name of a Ms. Tignor, would that ring a bell as one of the other two ladies?

A. I recognize the name. Whether it is in context of that meeting or something else, I can't say, Charles. I'm sorry.

Q. That's all right.

A. I have heard that name before. I don't know if it was a Miss or Mrs., but I have heard the Tignor.

Q. Okay.

MR. STEWART: It may be Mister, Charles.

Q. All right. Let's talk about --

THE WITNESS: Are you --

MR. COX: Off the record.

(Discussion held off record.)

Q. All right. Let's talk about something that should be easy, basically what you make there at the plant presently. What

are the products or intermediates that
you all manufacture?

A. We have two businesses, a Therminol

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business, which is a series of heat
transfer fluids that are used in
industrial applications primarily, and a
material called PNP or para-nitrophenol,
which goes into the manufacture of
acetaminophen, which is an aspirin
substitute. There are several smaller
end uses for both of those, and within
the Therminols, there is a series of
Therminol 55, 66, 75, HB 40.

Q. Are you all making all the Therminol
products there, or do you make some sort
of components and then ship it and
somebody else adds and mixes until you
get the various different Therminols?

A. We do some of both.

Q. Okay. And what is the principal
component of Therminol?

A. Again, it varies, but I'd say the bulk
of it is made up of something called

biphenyl. There are many different types of Therminols, so there could be other constituents. Polyphenyls I

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should say.

Q. Okay. Is it fair to say that the Therminol that you make is going to have biphenyl or polyphenyl in it? That is what your real process is, making polyphenyl?

A. Yes. Now, we blend other things at the site that would not have it. But things that we are actually producing by the operations are polyphenyl based.

Q. And the PNP you are -- that is just a molecule that you are manufacturing, and that goes to someone else who take that chemical molecule in large quantities and turns it into, with other things, acetaminophen?

A. That's correct.

Q. Does it have applications aside from the end product of acetaminophen?

A. Yes, it does.

Q. But that in a percentage sense is the vast majority of where it goes?

A. That's correct.

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(Mr. Arthur Fite entered the deposition proceedings.)

Q. And what sort of feed stocks do y'all utilize to generate the biphenyl and PNP?

A. What kind of feed stocks?

Q. What chemicals are you bringing in to convert to these two?

A. We --

MR. COX: Let me interject. I'm not going to interrupt this whole discussion, but as you get into processes, some of the stuff is going to be trade secrets. If we can have an agreement that if there are portions of the deposition afterward that we need to declare as

confidential, I won't

interrupt.

MR. CUNNINGHAM: All right. I

doubt I will get to that, but

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I have no problem with that.

Sure.

- A. For PNP it is primarily para-nitrochloralbenzene and caustic sulfuric acid. The Therminol families, polyphenyls in particular, it is primarily benzene.
- Q. And I take it you and I could agree that those products have a certain toxicity for humans?
- A. All of those products would have a material safety data sheet that would detail whatever health or toxicity issues have been defined by governmental authorities and agents, and they would vary depending on what we looked at, what hazards were associated with those.
- Q. Are you of the opinion or do you know if

benzene has been determined to be a human carcinogen by various entities that look into such things?

- A. I'm aware there have been a number of studies on benzene and other aromatics.

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What the specific health results of that are, I couldn't cite for you. I'm not a health expert. But I could certainly look at the material safety data sheet and at least to the extent it defines or quantified that, we could agree on what it said.

- Q. But you are not familiar with, again, to take one example, the benzene that is coming in the plant, what the MSDS says about benzene?

- A. No. We are required because it is a regulated chemical to meet certain standards with regards to exposure and to establish administrative and engineering controls around the safe handling of benzene. But what the specifics of that are, I look to my

staff and other trained folks in that specific area to manage and assure that we are meeting all the regulatory standards that are in place.

Q. Do you have any idea how much benzene

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y'all buy either in dollar amounts or volume amounts in a year?

A. I could bracket it. I couldn't give you a specific.

Q. That's fine.

A. It is probably on the order of seven million pounds to twenty million pounds a year.

Q. Okay. Now, what kind of hours are y'all running typically out there right now?

A. Operation of the facility is intended to run three hundred sixty-five days, twenty-four hours a day.

Q. And is that fairly typical in the chemical industry, that starting up and shutting down equipment like this is not something you want to do if you can

avoid it, that it's better to just keep
it operating as long as that is
feasible?

- A. The units and their efficiencies are
always optimized by continuous sustained
operation. So to the extent that

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chemical plants I have been associated
with, you certainly want to minimize
downtime or do it on a planned basis.
We have to use inventories as buffers.

- Q. Do you know if this is the only Monsanto
facility that generates or manufactures
PNP?

- A. First of all, we are not Monsanto.

- Q. I'm sorry.

- A. So I don't know what Monsanto is doing
right now about PNP. But within Solutia
we are the only manufacturing facility,
to the best of my knowledge.

- Q. Do you have any domestic competitors
outside of Solutia who are making PNP?

- A. Charles, I don't think we have
competitors in PNP. We certainly have

competitors in the acetaminophen market.

I'm not certain that they all use the same starting raw materials for that.

Q. All right. Let me -- Does Solutia make the finished acetaminophen product?

A. We make PNP only and sell it to

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customers.

Q. And certainly your customers have competitors who, perhaps through different methodology, are making the same end drug?

A. That's right, or it is imported.

Q. Okay. Are there foreign manufacturers of PNP, then?

A. Yes. There are companies that are outside the United States that produce PNP.

Q. Give me an example or two if you know them.

A. I know there is one in Mexico that produces it. I couldn't tell you the name of the company.

Q. As to Therminol, I know you told me some of the particular lines in the Therminol family are actually made at other Solutia facilities. Was I correct?

A. There are some made at other Solutia facilities, yes.

Q. To your knowledge are you the only

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Solutia facility making the biphenyl or polyphenyl base for those fluids?

A. It is my understanding that a plant in Newport, England -- I'm not sure if it is England or Wales, but within Great Britain -- the Newport plant also produces polyphenyls. I don't think there are other plants in Solutia that produce the polyphenyls.

Q. Would I be correct in assuming there are competing heat transfer fluids out there in the market domestically manufactured which are not based on a polyphenyl or biphenyl chemistry?

A. There are other competitors that make various heat transfer products, some of

which are polyphenyl based, some of which are not. And the issue is making certain you can cover the breadth of temperature applications. Some of those competitive products will not perform at some of the temperatures and process applications that polyphenyls will

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perform.

Q. So there are applications where it is really the gold standard, I take it, for heat transfer fluids?

A. And again I don't have an exhaustive knowledge of the Therminol or heat transfer markets, but it is my understanding that some of the polyphenyls perform better at certain applications and process conditions.

Q. And to be fair, you have been here in Anniston less than a year?

A. Yes, late May, May 22nd.

Q. And I don't recall what you told me y'all made in Pensacola. Maybe I didn't

ask you. What sort of things did you make in Pensacola?

- A. Lots of things. I'll start broadly, and then you can tell me how deeply you want to pore. We make nylon 66 chemical intermediates that ultimately end up making a nylon 66 polymer that either is spun into a textile grade fiber or is

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sold as the polymer form in pellets or chips for other applications.

- Q. Okay. Y'all didn't generate the nylon fiber, but you generated the two -- As I understand, nylon is just like two components that go together, the polymers?

- A. No. We would make it either up to the form of a polymer and either sell the polymer or either spin it into the fiber.

- Q. So you did do some spinning?

- A. Yes.

- Q. And what would you say the gross receipts are for the Anniston Solutia

plant presently? Is that even accounted for on a plant basis as opposed to a division basis or product basis?

- A. No. With the out-spin in September, we were told that -- by our corporate key executives that due to the -- what's the word -- the need to keep insider information -- keep us from being --

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receiving insider information, that we -- and I'm talking across the site, everyone but the top key executives would not be able to have profitability and income type statements. We would certainly know our own costs, and as we received information that we shared with the street on a quarterly basis, we could see that. But there was a need to withhold information on profitability and income from us. So I do not have that information.

- Q. Let's try to get it in a more simplified form. Is there a unit price for your

PNP? Is it pretty steady, or does it fluctuate greatly?

A. There is a contract for PNP, but I do not know what the unit price on a revenue basis is in that contract.

Q. Do you have a target that you try to achieve in terms of per unit cost?

A. We have a total cost that we -- performance variance that we are

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managing to versus the budget or standard. I don't tend to focus on unit costs but rather on gross costs, total dollars, making sure we are managing within or below the total costs we are budgeted.

Q. Do you know how much PNP you are trying to make in a given year?

A. Roughly. It is a variable depending on customer demands changing, but some idea of that.

Q. What is your target or your --

A. It is around eighteen or nineteen million pounds.

Q. And I've seen some documents related to PCBs, which of course is before your time at this place. But in terms of the margins, markups, how much of the cost they were trying to sell it for, do you have any idea in your own mind in an accounting sense what kind of a markup or a margin you have on the PNP?

A. Margin on the PNP?

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Q. Yes.

A. It is very small, I know, on PNP. I do not remember the -- Well, I don't have the percent, but we would like to at least make the return on capital to cover the cost of capital, and in PNP we are not doing that.

Q. Okay. You are not making the Solutia-wide target for return on capital investment?

A. For PNP, that's correct.

Q. What is the Solutia target for return on investment?

A. It is a variable depending on interest rates and all those things, but it is on the order of thirteen to seventeen percent.

Q. In most of the businesses I have seen ten to twenty as the target they work towards, and you are saying you aren't hitting that yet with PNP?

A. That's correct. We have a long-range plan to improve the business, but it is

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not there today.

Q. Let's go to what I think is a more pleasant subject. Let's talk about Therminol. Are you making your target investment on the Therminol?

A. As a gross business, the Therminol, as I said, has two operating sites for the polyphenyls, and within the total gross business, I would say we do make our targets there.

Q. And do you have, again, a ball park idea of how much Therminol product you are generating here in Anniston? I realize

it is a number of different grades, and
some of it is going to other places, but
how many pounds or gallons are you
pumping out in a year's time?

A. A range is going to be ten to thirty
million pounds. Some of the terminals
are moved internally.

Q. Okay. Let me talk to you for a moment
about the relationship between the
facility out there and any of various

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several governmental entities. I know
when I got to take a tour there was a
trailer that was set up there that -- I
can't remember what it said, but it left
me with the distinct impression that
there was some type of cooperative
education program perhaps going on.

A. Inside the fence?

Q. Yes.

A. Yeah. There is a -- I can only presume
the trailer you are referring to. There
is a trailer that is on loan from the

Alabama State --

Q. Some kind of education training --

A. Some type of -- Yeah, organization. It is on loan. It is available to industry for which there is training or education of new employees. The emphasis is on trying to make it available where you have new employees coming in, keeping the economy at least growing in the sense that you have new people coming to work. So we have been able to use it

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for our new hire training.

Q. And this organization, whatever it was, we took a picture of it, so I can look it up. They make that trailer available at their cost for you to use to train new workers is your understanding?

A. My understanding from my training team leader, who manages the training, is that is the case, that the state has agreed to loan it to us for the new employees only, and when that is over, it is returned.

Q. Has it been there as long as you have been here?

A. I think so. I think that's the case.

Q. Okay. Are you aware of any other sort of assistance, be it the federal government or state government or a local governmental entity, provided to Solutia in any context?

A. I'm not aware of anything that we had received either tangible property or people resources that have come there,

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no.

Q. Let me give you a couple of examples. And I don't know, but Kentucky may be totally different. But sometimes they will float a bond issue for capital expenditure. Are you aware of any sort of governmentally backed investment bonds that have been utilized at the facility?

A. Charles, I'm not familiar nor aware of any that have been. It has not been

brought to my attention since I have been there.

Q. Okay. You mentioned that you all have a high school assigned to you in the sense that apparently all the local high schools have some industrial partner, so to speak, that works with them in various ways. What sort of things do y'all do with Wellborn High School?

A. Since I've been there we have, as I mentioned, worked with the county in the paving of the band parking lot there at

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the high school itself and have made a donation to the school specifically supporting their SGA trip to Washington D.C. as part of a week learning about government there and for their science department, to be used for some, you know, specific project that they might want to develop or do for a science project.

Q. Another example of some things I have seen government do for industry is abate

various taxes conditioned upon so much economic development for jobs created or retained. Are you aware of any sort of tax abatement or subsidy or rebate that is in existence there at your facility?

A. No. I'm not aware of any assistance or abatement either from city, county, state, federal, Charles, no.

Q. Okay. I was -- When I took the tour last summer, it did not strike me as a particularly noisy facility. In your experience of having worked in several

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chemical plants, would you feel the same way, that there doesn't seem to be a big noise problem with your site?

A. Compared to the two locations with Solutia that I've worked, I have not walked in an area that required hearing protection because of decibel ratings exceeding any requirements that the government would have on those.

Q. And looking at it from the perspective

of the neighbors and whether or not they would ever be put on notice that something like a PCB outfall was existent -- wouldn't hear it necessarily, and there is not much you would see in that regard, isn't that true, in terms of visual signs that something might be going on, releases from the facility?

MR. PECK: Object to the form of the question.

MR. COX: Go ahead.

MR. PECK: I objected to the form

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of the question. You can answer it.

Q. Let me put it in a more precise form.

You took a tour when you got here. I think you said Alan took you around and showed you the remediation efforts. I take it you didn't see anything that you could see and say, yeah, there are PCBs sitting there in that back yard or that ditch.

A. As we toured from the automobile, I saw nothing that indicated a contamination other than the movement of earth and Alan's explanation of what was going on there as a substance or need for.

Q. And I presume you didn't smell anything that would have to you, as an experienced chemical plant engineer, would have said something smells odd over here and maybe something is going on?

A. In the context of the tour I did not detect the odor of chemical operations,

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chemicals, no.

Q. Let me talk to you briefly about the present waste streams that you have at your facility. I presume that you have an ongoing effort to try to minimize those waste streams.

A. Monsanto and now Solutia certainly has a commitment to always improve the overall efficiencies of our operation, including

the utilization of raw materials and energy sources which would get at, then, a reduction in the emissions of various streams.

Q. What are the principal waste streams that you have at this time that you are aware of?

A. We make a liquid waste that we treat and discharge into the Anniston Sewer Authority. And we monitor that. I again look to my environmental operations supervisor to understand the parameters for that and communicate and educate our folks that we meet it.

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There is a storm water discharge that leaves the plant property, and again there are regulations around that that we meet based on stated standards that the state has given us that we have accepted.

We have a boiler, and it also has a gaseous emission that we operate to and confirm that it meets, again, the

requirements the state has set for us.

Those are the only ones that come to mind. There may be others, Charles, but again I look to my professional environmental leader or supervisor.

Q. That is my next question. Who might that person be?

A. Robert Jones is my environmental supervisor, and he is the one who is knowledgeable about the standards and regulations and permit requirements and works with our operating staff and myself to make sure, if there are any changes, that we understand them, are

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aware, change any operating procedures that are necessary.

Q. And I may be presuming too much, but I'm assuming from the fact that his title includes the word "supervisor" that there are people yet under him.

A. There are a technician who has an environmental focus and a technician who

has a safety focus that work for Robert.

Q. Okay. And I don't need to talk much about the safety person. What about --

MR. STEWART: Did you get both their names?

Q. What are their names?

A. Jerry Hopper and Fran Byrd.

Q. Jerry is environmental, and Fran is safety?

A. That's correct.

Q. Now, do you know how long Mr. Jones has been at this facility?

A. Robert, I think, has been in Anniston on the order of eight to nine years, from what I recall, Charles, about that.

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Q. And who would he be reporting to primarily?

A. Again, functionally he reports now, under the new organization, since early last year, to Max McComb in St. Louis who has overall ESH coordination for region one.

Q. Okay. And to the extent he has someone

he is reporting to in Anniston, that

person would be who?

A. Me. There is a dotted line there.

Q. A dotted arrow now?

A. He and I work together, but he is reporting hard line to Max.

Q. Got you. Do you know what Mr. Jones' training or education is for his particular position?

A. I know he has a BS in chemical engineering. What additional training beyond that, I am not knowledgeable enough to speak on.

Q. What about Mr. Hopper? Do you know what sort of training he has?

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A. I know the kind of training we all get each year in terms of annual training, but specific focus training as an environmental technician, I do not.

Q. Well, tell me what you know about what you all get every year. What does that consist of in the environmental realm?

I don't need to know what y'all learn about minimum wage law and stuff like that, but what you get every year on environmental.

A. Environmental would be small in terms of annual requirements there. But some conversation for those that are involved in emergency response is an example. So there might be some training in what is your procedure again on the response.

Q. And you all I presume maintain a document that -- a binder perhaps with, as far as emergency response protocol, here is what we do if something happens, a plan?

A. There is an emergency control plan that

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the site has.

Q. And that deals, I take it, in part with releases? For instance, if you had a benzene release, not something planned, just a release, then this document would kind of dictate here is what we do about that?

- A. It would not speak specifically to benzene, but it would speak to a kind of scenario and how we would respond.
- Q. And I take it -- You told me about your waste streams, and there was a liquid waste stream we talked about and a storm water, which is not necessarily a waste but a discharge you have, and your stack gas, which is a permitted release. Then I take it perhaps you also would have emissions that is not necessarily a waste but that some of your product is going to get away such as benzene. You have a permit to be allowed to release a certain amount of that in a given year?
- A. I am not qualified to answer that. I

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don't personally have knowledge of anything that specifically speaks to that. Robert and others would manage that for us.

- Q. Now, there wasn't any mention of a solid waste stream. To your best knowledge

you don't currently generate a solid waste as part of your manufacturing process?

A. Not in the sense of any --

Q. Ongoing --

A. -- consistent ongoing. I mean, there are rags, sample bottles, but nothing that I know of or can think of that would constitute a regular waste stream, quote, from the plant.

Q. Got you. Aside from Mr. Jones and Mr. Hopper, do you know of any other people on staff whose time is substantially devoted to environmental compliance and control?

A. Our operators are all trained to operate the facility within certain parameters,

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to meet our operating guidelines. So to that extent they are engaged in assuring that we operate within those limits.

But specifically engaged in environmental control, compliance, and the letter of the regulations, I think

those are the two that primarily look

over that for us and with us.

Q. Okay. And do you have any role in the paperwork that is generated regarding your environmental control and compliance and your waste disposal kind of stuff?

A. If there are certifications that are sent to the state or any other authorities, they would be brought to my attention for signature as the site accountable party.

Q. But I take it in many respects, if not in all respects, you are relying upon Mr. Jones and the people above and below him in that area that what you are signing is accurate?

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A. That's correct. I look to them to have the expertise. I make certain we have a conversation around, is everything here consistent within the stated practice and standards and permit requirements,

anything we should have further conversation on. And based on that, I will sign it then.

Q. And you take that seriously? It is not a pro forma thing for you, I trust, when you sign those documents?

A. I do, yes.

Q. And you would take it very seriously if someone in the organization got you to sign something that turned out not to be accurate?

A. I want to make certain that everything we report to the best of our knowledge and the best of our intent and within the analytical accuracy of the methods that are available correctly represents what we are sending out.

MR. CUNNINGHAM: This might be a

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good stopping place if you want to break.

(A lunch break was taken until 1:00 p.m.)

(Mr. Adam Peck left the

deposition proceedings.)

Q. Mr. Hamilton, taking up where we left off, you told me about your waste streams. I presume since you don't have a solid waste stream other than some intermittent type stuff that you do not presently landfill anything on site on your property there.

A. That's correct. That's my understanding, that we do not.

Q. And what little bit you intermittently generate is sent to some off-site third party commercial landfill?

A. Again, that's my understanding, yes, collect them and large operators take them off.

Q. Do you even know what facility that might be?

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A. No, I do not.

Q. Have you ever met a government, for lack after a better word, field person from say the federal EPA or the state

equivalent, ADEM?

A. I have met an individual that I believe was a field engineer. There were two people that came into the plant to introduce a new engineer to Robert Jones. As part of that, Robert brought them down to my office just to meet me out of courtesy. I think they would be what I would say field engineers.

MR. COX: Was your question limited to Anniston? I'm sorry.

MR. CUNNINGHAM: Yes.

Q. It is really not part of your day-to-day responsibilities, I presume, if these people show up for them to talk to you?

A. That's correct. They come in contact usually with Robert Jones and Jerry Hopper.

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Q. Do you have any idea how often the plant gets visited and --

A. No, I do not. I know they have been there on a couple of occasions since I

have been there.

Q. And again, I don't know how much opportunity you have had to get out and, for lack of another word, mingle with the folks there at your plant, but who would be the folks with the most seniority there? Do you think there is anybody there still working who was working there at that plant in the '60s and '70s?

A. Twenty-seven and more years ago? I believe there would be some employees there who have worked for thirty years, yeah.

Q. Do you have a name just off the top of your head of somebody who in your mind is an old-timer there at the plant and been there a long while?

A. Jerry Brown is an individual that comes

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to mind.

Q. What does Jerry do there presently?
What is his title?

A. He is a technical supervisor, I think is what is on the door. But he is kind of a special technologist for the site there.

Q. Okay. As opposed to someone with an engineering background, he is from a technology or technical training background?

A. He has an engineering background, even an advanced degree, if I'm not mistaken.

Q. What about somebody in the -- I forget the -- rage --

A. Wage row?

Q. As you described it, somebody at that level that you think may have been there for a long time?

A. I can think of one in maintenance, Tim Matson.

MR. STEWART: How do you spell that?

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THE WITNESS: I'm not sure,
Donald. I think M-a-t-s-o-n,
but I'm not sure.

Q. Okay. Have you been introduced to maybe any retirees from here in the community, old-timers, people that worked in the plant historically?

A. I have met some retirees at a banquet that was held, yes.

Q. Do they have a -- I don't know -- an organization, a club, somewhere they get together on a regular basis, people that worked in the plant historically?

A. Not to the best of my knowledge. There is no formal organization.

Q. Was this banquet that you alluded to something that was held for the purpose of bringing those people together with current workers or just happenstance that you all were at the same affair and met?

A. This was something that had been scheduled.

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Q. For the purpose of bringing older retired workers together with the

current work force?

A. It was to recognize something called quarter century members in the current organization, those that had achieved twenty-five years.

Q. Is that what it is called, quarter century club?

A. Well, quarter century banquet is what the title was, term was.

Q. Might there be -- When do you think that banquet occurred, to the nearest month or season?

A. Sometime in the fourth quarter of 1997.

Q. Have you had quarter century banquets at the other Solutia facilities where you have worked?

A. I don't recall anything called that, but it -- we have had occasions where we would get together with people who had achieved long term service awards.

Q. Well, if somebody was interested in

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seeing who's been out there for twenty-five years or more, how would we

go about finding that list of names? Is this something -- Would this banquet have had an attendees' list? Would there have been an honor roll or something like that prepared as part and parcel of that get-together?

A. Charlie, there was an agenda for the banquet, and it may have had the names of those receiving their service awards on it.

Q. And just as rough as you can give it to me, how many people do you think were honored at that particular banquet? Are we talking a handful, dozen --

A. A handful.

Q. Okay. Let me ask you quickly about record keeping there at the facility. Do you have a person who is the records tsar, if you will, or is it scattered among a number of different folks?

A. It is scattered among many different

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folks.

Q. There is not one person where I guess particularly in your case, being new, if there was something you wanted, you have learned I can go to this person and, by golly, they can find what I need?

A. Depending on the subject matter, I know who typically would have access or knowledge about that particular subject matter on my staff.

Q. And if we were, as we are, particularly interested in environmental matters, would Mr. Jones be the person you would think of, or is there someone else for those kind of records you would turn to?

A. I would go to Robert Jones, who I entrusted to be my environmental manager, supervisor.

Q. Okay. Let me ask you about wells on the site. Are you aware of any wells located on the property that Solutia owns here in Anniston?

MR. COX: Are you talking about

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production wells or

monitoring wells or any

kind --

MR. CUNNINGHAM: All different
kinds.

Q. I'm aware of some monitoring wells in a
couple of different locations. Are you
familiar with the fact there are
monitoring wells there?

A. I am familiar with the fact we do have
some monitoring wells on the property.

Q. And there are also some wells that are
designed to capture, called pump and
treat. They pull out liquid, and it is
run through your treatment system. Is
that something you are aware of?

A. Yes, I am aware.

Q. Have you any particular knowledge about
these wells other than the fact you know
they are out there and roughly what they
are doing?

A. I know they are there and they either
monitor or they pump through the

biological treatment gathering system

there.

Q. To your knowledge has there ever been any sort of deep well injection facility there at the site?

A. I have no knowledge of that having taken place at the Anniston facility.

Q. You do know what that is, though, I take it?

A. Yes. I am familiar with deep well treatment or disposal.

Q. Disposal. What is the source of drinking water at the plant?

MR. COX: If you know.

A. I don't think I have ever asked that question.

Q. Okay. Well, if you're thirsty along about two o'clock at the plant and staying off soda pop, what does the water come in, a water fountain, a cooler?

A. We have a water fountain in the admin hall there, a couple of them, and a

kitchen facility in the admin hall where
we make coffee and a sink there, so I
can get water out of any of those.

Q. So as far as you know it is just a
domestic water source, municipal water?

A. I know it is domestic water brought into
the plant. I don't know its source
beyond that.

Q. Do you know if y'all do any particular
filtration on that as to drinking water?

A. I do not know about any filtration. It
may or may not be done, Charles.

Q. What about process water? I assume in
your manufacturing operations you need
process water.

A. We would use process water and cooling
water to make up --

Q. And do you know what the source of that
water is?

A. I do not.

Q. Do you all do any testing of water there
at the facility that you know of?

A. What kind of water?

- Q. Be it your process water, drinking water, or even water effluents like storm water? I know you have the treatment facility.
- A. I know of no tests we do on incoming water. I know that we test, again, the storm water and process waste water that would get to the treatment basin per the standards and permits.
- Q. And do you know if that is done in house there in Anniston as opposed to being collected and then shipped to either some other Solutia or other third party for tests or analysis?
- A. I know some outside agency does some testing. Whether we do testing also, I don't know.
- Q. Okay. I do not recall seeing any ponds or lagoons at your facility last summer when I was there. Do you know of any that are --
- A. No ponds. Now lagoons, depends on how you -- We have a collection basin that

might be a lagoon in somebody's definition, but no -- not what I would associate as a pond or lagoon.

Q. Now, I know you have some landfills that you are not presently using but that you have used historically. Are you familiar with the locations of the landfills there at the site?

A. I've been told where some were. I don't have any personal knowledge of it, but I have been told where there were some operating landfills in the past.

Q. Could I ask you, please, to take this -- And this is the most recent aerial we got. If you just --

A. Where is 202?

MR. COX: Off the record.

(Discussion held off record.)

A. Assuming this is now 202 --

Q. Right. That would keep going straight as opposed to turning.

A. Anyway, I was told that there were a couple of cells immediately across the

road south of our facility and adjacent
to a fence that runs along 202 there, so
this general area here (indicating).

Q. I'm going to hand you a salmon colored
crayon here that I pilfered from the
Stewart law office this morning.

MR. STEWART: Out of the
children's play box that
Charlie got into.

Q. If you could just draw the location to
the best of your understanding --

MR. COX: With the understanding
that he wasn't there and this
is based on what he
understands?

MR. CUNNINGHAM: Absolutely.

A. If somebody would point out to me in
trying to figure out again where 202 is.

Q. In fact, if you like, we can try to draw
in, kind of on the presumption that 202
would be this blue line, if that helps
you.

A. Then my understanding is that there were

landfills somewhere in here

(indicating).

MR. COX: Why don't you color that
in a little bit, Blake?

- A. Well, the coloring is easy. It is
trying to reference it to what I have
been told.
- Q. I'm going to put a little north arrow on
here. I'm going to draw it upside-down.
But in fact would the orientation of
north be in the direction I have
indicated?
- A. That is what we would call plant north,
probably not magnetic north.
- Q. You have in salmon drawn what I would
call the south end landfill. Also I
have heard people talk about a west end
landfill. To the extent you have any
knowledge of there having been a west
end landfill -- Let me start off with do
you have any knowledge of there --
- A. Again, an area has been pointed out to
me.

Q. And again, to the best of your ability,
could you show me again in salmon what
area you understand to be the west end
landfill on this particular map?

A. It is adjacent to 202. If this is now
202, it is adjacent. I can't tell --

MR. COX: To orient you, Blake,
that is the small substation
that is outside the fence on
the western boundary of the
property (indicating).

A. Okay. I would say it is something like
that (indicating).

Q. Okay.

MR. COX: Again, that is his
understanding.

MR. CUNNINGHAM: I understand.

The electrodes will not
charge up if we find out that
is not exactly right.

Q. And may I safely assume that you have no
independent knowledge about the contents
of what is in those landfills?

A. I have never seen a manifesto or
manifest or any paperwork saying what is
or is not in there.

Q. And similarly, I presume you have no
particular knowledge about the
construction of those, be it on the
bottom or on the top, for that matter,
as far as what engineering may have been
involved?

A. I have no knowledge of what was put in
place prior to their use nor after their
use, only what's been done on the south
end landfill in the last ten months I
have been here, which there has been
some movement of dirt and liner.

Q. Let me ask you now about USTs,
underground storage tanks. Are you
aware of any USTs at the facility?

MR. COX: Currently or ever?

MR. CUNNINGHAM: Currently.

A. I have no knowledge of any being there.
I don't recall ever seeing any paperwork
that said we had one.

Q. That's not a trick question. I didn't think there were, but I thought I would inquire.

Do you in your operation facility occasionally as you are manufacturing biphenyl or polyphenyl, Therminol, or PNP just wind up with a bad batch, that something goes wrong in the process and you have a chemical that doesn't meet your specifications and you have to do something with it?

A. I have knowledge that we have made some PNP that was not exactly within our specification for a customer. I can't recall there being an occurrence that was brought to my attention, at least, of a Therminol or polyphenyl.

Q. Was this something that was discovered when it got to the customer and they analyzed it and tried to use it and it wasn't working, or something that you all caught basically before it left the site?

A. We caught it upon production and before
it ever got ready to go to a customer.

Q. And what did you do with that?

A. In the case of the PNP, we reworked it
to -- in this case, we were able to. In
some cases -- Well, we were able to
rework it in this case. I don't know
about other cases.

Q. Well, then, that's the only case you
know about here at this site?

A. At the Anniston plant.

Q. You have had, I assume, like in
Pensacola or Texas occasions where stuff
went bad and you couldn't rework it,
that it was a lost cause?

A. I have personal knowledge of some
materials that were reworked at first
avenue, and some cases --

MR. COX: I'm sorry, first avenue?

THE WITNESS: After rejection of a
material. First avenue is
really your own make off
spec. Once it is made and

there is a rejection by analytical results, rework it where possible. There have been occasions where the material was -- we were able by permit to burn as a fuel and recover the energy and heat value of that material as a last resort, if there were permit requirements. If we had a treatment system, we could discharge it into the treatment system and biologically -- had the approved methodology in place, we could treat it.

Q. The treatment you have here in Anniston for liquid effluents, as I understand it, is a biological treatment, is it not?

A. It is an equalization and treatment for pH control and some biological

treatment.

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Q. And that means there are live
microscopic organisms in there changing
the chemical composition of the
effluents?

A. I'm not steeped in microbes and
organisms, but, yes, there are some sort
of bugs in there that microbically eat
away at the chemicals.

Q. Tell me what kind of laboratory you have
in house there in Anniston, please.

A. In the lab we have several GCLC
analytical tools to test the chemical --
primarily an organic chemical testing
facility. We have a heat stability
testing lab for the Therminol to test
for its stability under heat exposures
for duration, which is one of the tests
our customers are looking for, and some
wet lab capability, but very small, very
limited.

Q. Okay. What about on -- You say you have
several GCLC pieces of equipment. Do

they tend to be dedicated, like you have

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one that is set up basically to run,
let's say, your process for PNP and
another one is kind of dedicated in
terms of its hardware and calibration to
your Therminol operations, or do you
know?

A. I really do not know, Charles. Again, I
look to my laboratory and analytical
folks to manage that. I don't know.

Q. Have you seen in the budget or your cost
sheets a line item for outside
laboratory work? Have you any concept
of how much if at all you expend on
that?

A. I have seen a line item for outside
laboratory work. I don't recall the
magnitude. Again it was very small
relative to the total site.

Q. Okay. What about resources available to
you corporately, other master Solutia
laboratories or whatever?

A. Within Solutia we do not, as far as I know, have corporate research, corporate

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analytical labs set up. We would go outside Solutia, or if there were another plant, we might tap in there.

Q. Which leads me to a question. You talked about I think it was your first postgraduate job with Union Carbide. You were at an engineering center, where my sense was you did design work for a number of Union Carbide facilities.

A. That's correct.

Q. I don't know. Is Houston home base for Union Carbide?

A. No. West Virginia, Charleston, West Virginia.

Q. I see why they book people to go to Houston. Is everything you get in the way of support from Solutia in St. Louis, or are there other parts of the Solutia family that aid you in what you do? And if so, who and what and where?

A. St. Louis is the hub for most of Solutia

resourcing with a shared service
organization that is now part of Solutia

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in the spinoff. We have eliminated some
jobs at the Anniston facility such that
we now rely on some other sites to
provide some capability for us.
Specifically you asked about purchasing.
For instance we get some backup from
Decatur, Alabama. Computer maintenance,
resourcing, we get some of that from
Pensacola. That's all I can think of
right now specifically.

Q. Taking the other side of the coin, is
there something that Anniston provides
to other Solutia entities in the way of
support, be it just your region one
cohorts or company-wide?

A. Nothing on a routine basis, but we -- We
do help one another if there are special
issues that come up that somebody may
have a resource that would be helpful.
For instance, we have provided some

safety expertise because of our VPP
recognition.

(Mr. Taylor Stewart entered

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the deposition proceedings.)

Q. The VPP designation is an OSHA
commendation or recognition, is it not,
for a particularly safe workplace?

A. Yes. Voluntary personnel protection.
VPP is OSHA's voluntary personnel
protection program.

Q. And I presume that that aspect of your
work actually also falls within
Mr. Jones' ambit, so the speak?

A. That's correct. Robert has the safety
as well as environmental.

Q. And Fran Byrd would work with him in
that regard?

A. Fran is the technician in safety,
correct.

Q. Does Mr. Jones have any other
substantial responsibilities aside from
the health and environmental and the
safety, anything else on his plate?

A. Specific responsibilities are only for environmental safety and health, but he wears other hats from time to time as we

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might need a resource. But no, no, that's it.

Q. I know you told me about how you do some monitoring of your waste effluents particularly for your storm water discharge permit. What about monitoring of air? Do you know if y'all have any routine sampling that takes place there in the community or right on the site of the air?

A. I have no personal knowledge of any routine air sampling per se, Charles.

MR. STEWART: Can we have the question read back?

(Requested portion of record read.)

Q. I'm going to bet that as a degreed chemical engineer you understand what the concept of vapor pressure is.

A. I'm familiar with vapor pressure. It has been a long time since I worked an equation.

Q. And I'm not going to ask you work it.

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Just quickly for the jury's benefit, what is your understanding of the concept of vapor pressure, and what is the significance of it for someone like yourself who operates a chemical plant?

A. The more volatile or the more -- the greater tendency a liquid has to become vapor or gaseous elevates its vapor pressure, its ability to, under temperature or even ambient -- under temperature to evolve a gas that can create a pressure in a contained environment.

Q. To a certain extent a chemical under a given pressure, given temperature, is going to try to maintain a certain gaseous phase concentration?

A. I'm not sure I follow that entirely --

Q. If you have some liquid at a given

temperature and pressure, it is going to have a certain amount of it come off as a vapor?

MR. COX: Object to the form.

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A. There will be an equilibrium that is established between the liquid and the gas.

Q. That is a better way of saying it. That is why I'm asking and you are saying the answers. Do you know what the air quality -- what the air quality is like in the Anniston area? I don't want to be obtuse. Back home where I'm from in Louisville we are what is called a nonattainment district in the EPA's eyes on ozone and on hydrocarbons. They don't like our numbers, and they are taking a dim view of people who want to start new businesses that would make it even worse. Do you know how you all sit here in Anniston in that particular concept?

A. Wow. I'm familiar with the term nonattainment. I know certain areas in Alabama are in that. I don't recall having heard Anniston or Calhoun County as being in it.

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Q. And I know you have only been here less than a year, but from the time you have been here, have you perceived any particular atmospheric circumstances with the location of your plant that impact odor or how you operate or anything like that?

MR. COX: Object to the form. Go ahead and answer it if you understand it.

A. I'm not aware of anything atmospheric other than electrical storms that can disrupt power, but nothing else I'm aware of that would be of effect on our operating conditions.

Q. Do you all do any open burning there at the facility?

A. Define open burning for me, Charles.

Q. Well, let me segregate from that, for instance, flares. I know some chemical manufacturing processes will generate a flare. I want to take that separately. I'm talking about putting something out

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on the ground and putting a match to it and burning it.

A. I'm not aware of us having done that during the time I've been there, no, and wouldn't expect us to.

Q. What about flares? Do y'all have any flares in your process?

A. We have a device that burns hydrogen gas occasionally when there is excess. Whether that is permitted as a flare or some other device -- I will be honest -- I don't know what its stated name is. But for me it would be considered a flare.

Q. Okay. And when you say hydrogen gas, is this pure H₂, or is it hydrogen sulfide, or do you know?

- A. It is not hydrogen sulfide. It would be hydrogen and some nitrogen and oxygen.
- Q. You started with Union Carbide in 1970. Am I correct in assuming you never actually worked around PCBs to any extent?

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- A. That's correct. I've never been involved in manufacturing it, and to the best of my knowledge, I have never even seen it.
- Q. Okay. Are you at all familiar with the levels or even where PCBs have been found around the plant? Is that something you have gotten immersed in?
- A. I have been told of some areas in a ditch that contains some levels of PCBs.
- Q. Okay. I'm going to hand you at this time my lemon crayon and ask you to identify for me in that rather yellow shade the area that you are aware of where you understand there are some PCBs in the community.
- A. Okay.

MR. COX: Which community are you
talking about, anything
outside the plant site?

MR. CUNNINGHAM: Right, right.

A. Where is old Bethel on here?

MR. COX: Right here (indicating).

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In fact, somebody has drawn
in the ditch line, it looks
like.

MR. CUNNINGHAM: Yeah. That was
what we have. We will put
new Bethel on there as
another landmark.

MR. COX: Old. New is up here
somewhere. Off the record.
(Discussion held off record.)

A. And I don't remember where the ditch --
I just remember this part of the ditch,
somewhere in here (indicating).

Q. And then somewhere between that yellow
-- Where did you understand it came
from, or did you have any understanding

of where it came from?

MR. COX: Where the ditch came

from or --

MR. CUNNINGHAM: No, the PCBs in
the ditch.

Q. Let me start in kind of a micro sense.

Whose PCBs were they in your

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understanding or if have any knowledge?

MR. COX: Object to the form.

A. I was -- I was made aware that we -- we,
Monsanto, had done some sampling along a
ditch, but I don't believe the ditch was
even there when I went out there. But
it was in some degree of destruction
when I went out there, earth moving.
But there were some PCBs found and
samples taken along the ditch. That was
the basis for identifying where we
needed to do the remediation, the
covering and capping of that material in
place, and that the source of the PCBs
was not identified, but presuming had
come from the old landfill area.

Q. Okay. Moving right along, do you do any routine medical monitoring or health screening of the folks who work there at the Solutia facility in Anniston?

A. I have personal knowledge that we do physicals on some frequent basis, Charles. I don't know how the setting

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up of schedules is done. I know that Robert, again, and our HR is involved in the frequency for each employee. But I don't know of specifics other than the stated physicals that are on some regular basis.

Q. Do you yourself get a routine physical as part of being there at the facility?

A. As part of a Solutia employee, I got it at Anniston as well as other locations.

Q. So you have had one in the time since you have been here?

A. Yes.

Q. I don't need to know or am probably not entitled to know the results. But just

give me an idea of what that physical
consisted of.

A. For me -- Again, it may be --

MR. COX: Just talk on personally.

Q. We understand it may be different for
other types of workers.

A. Obviously blood pressure, temperature,
those kind of things, looking in the

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ears, the nose, the "finger wave" and
the cough, chest x-ray, some blood work
and for cholesterol, lipids and all
those things, reflexes, tapping, feeling
around for lumps and things such as
that, eyesight test, hearing test,
breathing pressure, you know.

Q. Respiratory function.

A. See how much air volume per time. That
I think about covers it.

Q. Is that something that was conducted by
a medical doctor or by a technician or
nurse?

A. By a doctor and his nurse.

Q. And was this a Monsanto employee who

came to you, or did you go to them, or

was it a third party?

A. It was a third party.

Q. Here in Anniston?

A. Yes.

Q. Was it a case of you had a list of what
you needed and you went to your personal
physician and had it done, or were you

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directed to a particular medical doctor

who would do the Solutia examination?

A. We had a regular doctor in Anniston who

-- I think it was all done at the plant

site, as I recall. Either he or his

nurse were at the plant site, and I went

to see him.

Q. Okay. And as far as you know, is this
what is generally called, in my town
anyway, the company doctor, the person
who does the medical work for Solutia
here in Anniston?

A. He does at least much of the medical.

The physicals are done here by him at

the plant. How much other he does, I

don't know. He does that.

Q. And what was the name of this doctor?

A. I'll missay his first name. Kishin

Gehi.

Q. Do you know what his specialty in the
practice of medicine is?

A. I have seen it. I think it was
occupational medicine, but I'm not

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certain of that. I know he does have it
on his card or something.

Q. Okay. And again, if we wanted to try to
find out more about what Solutia does
for the other employees, the person who
would be up on that would be Robert?

A. For medical information?

Q. Yes.

A. It would either be -- Robert would
certainly be a good contact.

Q. And who else might be in the loop on
that?

A. Lamar Freeman, the HR leader, because as
you said while ago, some of it is

private, personal stuff.

Q. Sure. Have you ever to your knowledge been involved in a epidemiologic type investigation that Monsanto or Solutia has conducted where they tried to look at a group of their employees and their health? Are you aware of your particular circumstances ever being looked at from that perspective?

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A. Within Monsanto, no.

Q. Now, we are going to teach you a little bit about depositions. When you say within Monsanto, no, that leads people like me to think of outside Monsanto.

A. Yes.

Q. What was that?

A. I would call it epidemiological with Union Carbide. And since I left there I got a phone call ten years ago that was stated as a follow-up to some involvement around exposure -- possible exposure to radiation from uranium

hexifloride. They were doing a survey of all former employees that ever worked in Oak Ridge. So I was asked questions on the phone for that.

Q. Okay. Have you had any accidental releases, unintended releases of chemicals or waste from the plant since you have been there?

A. I have no knowledge of unintended releases that got outside the fence

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property.

Q. Okay. Are you aware of one where there was a release, but as far as you knew it hadn't gotten off-site?

A. Yes.

Q. Tell me about that, please.

A. I don't remember the particulars, but there have been -- on PNP we had an agitator seal fail, and some -- I think it was caustic mediums escaped to the ground. And it was contained and kept it there and cleaned it up. And most recently we had a valve that somebody

was working on, inadvertently opened by the mechanic, and some hot water, again, PNP, mostly water as I recall, that released to the ground. We report all of those.

Q. I was going to ask that. You understand there is some measure of a reporting requirement for that even if it doesn't get off-site?

A. There is a protocol for us to, you know,

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document and maintain information about releases.

Q. Okay. Again, just the mere fact that you kept it from getting off-site doesn't prohibit -- doesn't change the fact that you need to tell certain authorities about certain kinds of releases. You understand that?

A. That's correct.

Q. And you take that requirement seriously, I presume?

A. Yes, we do.

Q. And isn't it essentially unavoidable in the operation of a facility like that that you are going to have occasional releases?

A. Well, I couldn't make an over-generalization like that, Charles.

Q. Have you ever been at a place where they went a year or two and didn't have an occasional release?

A. There have certainly been occasions where the operating units within that

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site go that long or longer. To say as a site had there been an occasion for two years that nothing was released, I don't have enough data to say that. I couldn't say that for certain one way or the other.

Q. It hasn't caused you great alarm that you had a couple of events in the PNP section, has it?

A. I wouldn't characterize it as alarm. It gives me cause to make sure I ask questions, that we understand the cause

and nature of the event so that we
identify the root cause and correct it.

Q. With a goal of minimizing, at least, if
not eliminating these kind of things?

A. We want to minimize and eliminate
releases or incidents in general.

Q. Have you been involved in any effort to
either identify or negotiate with any
third parties that Solutia may feel was
somehow responsible for the
contamination that the remediation had

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been directed towards?

A. You are going to have to ask that again.
That is getting deep on me.

Q. I think I understand it, but I'm not
even sure of that. You are aware there
is a lot of remediation being done
around your plant site.

A. Yes.

Q. What I'm trying to ascertain is whether
there is some entity other than Monsanto
or Solutia that you're aware of that you

all have been looking to thinking that
they bear or it bears some
responsibility for what happened and
should be helping to foot the bill.

A. Since I have been there, I have not
encountered an occasion where it was
brought to my attention that some other
party was paying for any of the
remediation or should pay for the
remediation that we have done.

Q. Okay. What would you say is your role
if any in the remediation work?

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A. Role, my personal role?

Q. Exactly.

A. Again, I view it as I have an
accountability to both Solutia and the
community for what goes on both in terms
of the people that are involved in it,
that they be safety focused and minded,
that the work gets done as we have
committed to the agencies involved and
to the community that we have said we
were going to do certain things for and

with. But I look, again, to Alan Faust to have the responsibility for making it happen. So it is an overseer umbrella for the accountability of it.

Q. Is it safe to say that he would be your eyes and ears with respect to how that is being accomplished?

A. He certainly would have that responsibility. There would be others that also have that responsibility as eyes and ears, but I look to him to take care, make it happen.

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Q. By way of example, I trust you haven't spent a lot of time walking up on the south end landfill and eyeballing what is going on or telling people let's go over and do that or do this?

A. I have not told people to do that. I have walked up there.

Q. Weekly, monthly?

A. Oh, no. I tour all the remediation work at least monthly, sometimes twice a

month. I have walked out on it maybe five times, you know, a handful of times.

Q. Okay. And again, in terms of guidance or directions or managing this project, you have comparatively little input as opposed to accountability?

A. I have not negotiated or signed any contracts with vendors or contractors doing the work, but have viewed my role as being accountable and overseer for it. So I want to know what is going on because I get questions from others.

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Q. If somebody wanted to know how much dirt should we put down here or dig up there, you are not the person who is going to give that direction?

A. That's correct. I don't -- If I were to be asked that, I would send them to Alan Faust.

Q. Okay. Now, given that when we talked about the staffing there and the fact that Alan is in from St. Louis and the

corporate EHS department but is the only full time corporate guy down here, it looks like a lot of stuff is happening. I assume you all have relied upon third parties to do a lot of the work. Is that correct?

A. The work has certainly been done by non-Solutia employees. As far as moving dirt and liners it has been contracted out.

Q. In fact, aside from oversight or management has any of the work actually been done by Solutia employees?

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A. I really am not qualified to answer that.

Q. Let me put it differently. Are you aware of any Solutia employees who have actually been out physically doing things as part of the remediation?

A. I have no knowledge of Solutia employees doing the actual remediation work, no.

Q. Are you even aware of the names of some

of the prime contractors who have been
doing this work?

A. Only one name comes to mind. There have
been several, but only one comes to
mind.

Q. What would that be?

A. Golder. I think that's the right name.
There are others I'm sure, but I just
don't know them by name.

Q. You mentioned when you were giving me
your role in the remediation about part
of your accountability was to ensure
that these folks were safety focused or
oriented. I forget your exact words.

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What do you do to do that? For
instance, with Golder what have you done
to make yourself feel comfortable that
these folks are safety oriented and are
doing what you have represented to the
community will be done?

A. We have a program called CMR that speaks
to an initial training that's to be
given to all vendors, contractors

on-site, and certain requirements that they have in terms of their historical safety performance before they come on-site. So they would have received an initial orientation to our plant of the kind of operations we have there, the things we do, what some of the permitting processes might be to work on a specific job in the plant properties.

And then the expectations I have given to Alan specifically then were to make sure that within the contractor group that there is the opportunity to them at least on a weekly basis to have,

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my term, a toolbox safety conversation that starts the week off, where their supervisor would sit down and talk about something in the safety area just to get their focus and attention on the fact that they need to work safely in the plant. That's the kind of things I'm talking about.

Q. So there are some real concrete things
you all do to try to implement those
goals?

A. There are some things that we would do.

Q. Okay. And would I be safe in assuming
you would not likely tolerate someone
deviating from these goals you have in
safety and getting things done in the
way you have represented they are going
to be done?

A. We have some expectations around safety,
personnel safety and working within the
plant properties in particular that we
would expect them to live up to and work
up to. And if we were to observe or if

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there are reports of deviation, we would
have conversation.

Q. Have you in fact been informed of any
deviations that have occurred during the
remediation process?

A. There was an occasion where it was
brought to my attention that we may not
have reviewed a material safety data

sheet with one contractor group. I forget how I got knowledge of that, but somebody came to me with that. I got Alan immediately and said, look, make sure -- And we made known to the contractors the fact that they are entitled to look at material safety data sheets and if not, let's make sure they all know that. That's the only occasion I have personal knowledge of where there was a chance of a deviation. I don't know if it was there or not.

Q. Okay. And that was more that maybe you all hadn't put something in place that you had hoped for in terms of putting

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them on notice of something?

A. Word got back to us somehow that one member of their contractor group had not felt like he had been adequately given information about materials that were handled, and we wanted to make sure that he knew, as well as all contractors

knew, they had access to material safety data sheets.

Q. Was there a particular material in question that stands out?

A. Nothing that was given to me.

Q. It was an abstract proposition that this person hadn't seen the MSDS?

A. He didn't tell us who the individual was, but we wanted to follow up on it.

Q. In terms of contractors not carrying through, anything that you are aware of where they didn't follow the expectations y'all had for them in the written requirements that you had for them?

A. Nothing has been brought to my

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attention, Charles.

Q. Have y'all had any surprises? Again I'm putting this in the context of your comparatively short tenure here as you have gone out and done this remediation work.

A. Any surprises?

Q. To give you an example, something that
you've --

A. Every day is a surprise in my business.

Q. You put something in place that you feel
has a capacity of this much dirt, this
big a pipe, this large of a retention
basin, and you get it up and running and
realize this sucker just isn't going to
do the job. You go out and are digging
dirt and find something you haven't
expected to find digging dirt there,
something you thought was going to
perform a particular task and it just
isn't happening. Or has it all been
very smooth and as expected?

A. I was told of two things that I would

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call a surprise.

Q. That's my term.

A. I'm not sure they were surprises. But
one was a design condition that once the
contractor was attempting to fit it
together and it didn't work as had been

stated. This was in the large
pipelines. I think they were
forty-two-inch pipes that were coming
together in a concrete box, conveyance
of water from the Coldwater Mountain.

And they do -- As part of that
attachment to the box, there is some
sort of pressure test run. And the
initial tests did not pass, and so the
contractor ended up taking some extra
time to come up with a fit that would
work to give a seal on those boxes.

And the other occasion, again,
which I was told about -- I did not see
it, but was told -- was that in one area
of digging in a ditch along 202 a --
something odorous was found or observed

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or smelled. And so work was stopped,
and people were brought in, people being
Alan, Robert Jones, to look at it and
see what if anything was there and what
needed to be done with it.

I frankly don't know what the

final decision of that was, but I know it was something that shut down the work for a day or so while we were trying to assess what this was if anything.

Nothing other than those two stand out in my mind as something that caused a slowdown of the work or change in remediation plans that has been brought to my attention.

Q. The pipes meeting at the junction box and maybe not meeting is of less interest than this stuff found in the ditch at 202 and work being shut down for a while. Do you have any subsequent understanding of what the substance was determined to be or was it even determined what it was, if you know?

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A. No. I don't recall the outcome of that. I know they took care of it. Whether they found something or whether they determined there was nothing there, I can't say, Charles. I don't recall more

circumstances than that. It is just one day that stood out.

Q. And your knowledge about that is derived from a conversation with Alan Faust, or there was some other source?

A. Either Alan or Robert one that just brought it to my attention.

Q. And I presume that is something you would want to know?

A. Yes, yes.

Q. Do you know if anybody was hurt, hospitalized?

A. I know that no one was hurt.

Q. Okay. Are you aware of anybody having been hurt, whether it be just through some mechanical injury or toxic injury or whatever while working on this remediation project in your tenure?

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A. I do not recall anyone being hurt or injured. It was not brought to my attention that they were.

Q. Okay. Is there a protocol in place if somebody is out digging dirt out there

and they come across something out there
that smells wrong to them, looks wrong
to them, the blade of the bulldozer
starts evaporating, in a worst case
scenario, what they are supposed to do?
Take my down that path, if you would,
please.

A. Presumably if that were work being done
by a contractor -- I don't know where
you are referring. But if it were being
done by one of our contractor groups --

Q. Who else would be doing it?

A. Well, you said earthwork. We do
earthwork in our plant too.

Q. Okay. Good point.

A. But if it were being done by a
contractor and there was something
observed or a concern or any kind of a

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question -- doesn't have to be real,
just a question they have -- we expect
them to contact their supervisor. And
their supervisor will work with -- in

the case of remediation specific, to get with Alan Faust, work their way up there.

That is not to say that if they aren't satisfied that through their supervision they are being heard, they can come to Alan Faust directly if they so choose.

So that is kind of -- In terms of remediation, Alan represents Solutia for the first contact within that organization. They could certainly come to me or Robert Jones, but particularly with Alan, and he could come to us.

Q. And I'm going to guess from what you have told me so far today in terms of deciding what to do with such a situation, Alan would be the person with the expertise and who would actually

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make the decision on the grounds, so to speak, of what we are going to do.

A. Not necessarily. If it were something that could in fact be relative to our

operating permits, relationship with ADEM or any of the regulatory or permitting requirements, Robert Jones is really the one that acts on that. So if it were something wrong with the bulldozer or if there is a safety problem, generally Alan would handle that. If it were an area that could be a permit issue, he would need to work with Robert specifically on that.

Q. And now we get back to reporting requirements in the sense we have talked about before. If you find certain kind of things, you would have the duty to report to ADEM or EPA or something about that compound?

A. We have regulatory and permit requirements that we want to abide by. And to the extent that we find something

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that questions that or raises an issue around our compliance with that, we would then talk with the agency.

Q. Okay. And again, you take that requirement very seriously, I trust?

A. I have an accountability for that site, and I want to make sure that within the regulatory requirements, permit requirements, to the best of our ability and the best of our capability we are going to abide by it.

Q. Do you know if any sort of report was made with respect to the incident there along 202?

MR. COX: Report to whom?

MR. CUNNINGHAM: Anyone outside the contractor group and Solutia.

A. I can't be certain of that, Charles, whether that precipitated or not. I don't recall.

Q. I've seen some reports that were made to ADEM back in the '70s where the

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information that Monsanto conveyed to ADEM was treated as confidential. It is now being conveyed to the public, but at

the time it was kept confidential. Are you aware of any information that has been provided to ADEM regarding the remediation that is being treated as confidential and would not be known to somebody like me if I showed up down in Montgomery and started looking through the file?

A. I have no knowledge of anything that is being kept from you that was given to ADEM, no. I have no knowledge of any.

Q. Okay. Well, I guess -- If we talk to Alan Faust on Monday, as we are presently planning to, he could probably give us more enlightenment about this stuff that came up in the ditch?

A. Right. There was an odor. I don't know if anything came up. There was an odor. I remember a contractor group working that had a concern about an odor, so

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there was a gathering out there to check it out.

Q. And no one has told you about them finding anything else, be it pools of liquid, barrels, boxes, anything else out there as they have been digging and such?

A. I have no knowledge of anything unusual or other surprises, your term earlier, being found.

Q. Hidden treasure is what I have written down in my outline.

A. Hidden treasure, treasure for you, maybe.

Q. And you would agree with me that it would be very important for a corporation to keep people advised if they found things like that and to comply with these reporting requirements?

A. Whenever we find anything that is a surprise, whether it is real or turns out to be nothing, we expect people to

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bring it to our attention so we can investigate it.

Q. In fact, it is my understanding that there are even certain criminal sanctions for people who don't make certain reporting requirements in the environmental realm. Are you likewise of the impression that it can even be a criminal act not to report certain things?

A. Yes. When I sign my statements to ADEM, I do so with the knowledge that I can be criminally charged if we falsified anything.

Q. Let's talk about the retention basin -- that is what I call it -- that is just east of the church, settling basin.

A. By 202, again?

Q. Right. Again, it is going to be just east. It doesn't even show up in this picture because it didn't exist back when this was taken. But you know what I'm talking about?

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A. I'm familiar with an earthen pond that

is adjacent to 202 and Mars Hill Church,
yes.

Q. What is your understanding of what that
serves, what purpose it is there for?

A. I think it wasn't even operational for a
while. But now that it is, there are
waters that convey off -- There is a
berm above the remediated area on
Coldwater Mountain. My understanding is
that the waters that convey off the land
immediately below the berm to 202 are
gathered and brought over and into the
first pond. And the water is collected
there and traversed in such a way that
if there are any sediments that come
from this remediated area, that sediment
will settle into the pond prior to the
discharge of the water from those ponds.

Q. And in theory capture or settle out
potential contamination in that
sediment?

A. If there were anything that attached

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itself to the sediments that would be

conveyed, this would give an opportunity for it to settle.

Q. Are you aware of any analyses that have been performed since it has gone on line or become operational of the sediments that may be depositing in the pond?

A. I have no knowledge that any were taken or that they have been analyzed. I have not seen any results.

Q. Do you have an understanding of how long that pond is envisioned to be operational?

A. It has been built as a permanent part of this overall conveyance of water from the lower confines of Coldwater Mountain here.

Q. Are you familiar with the compound parathion?

A. I'm familiar with the name parathion and the fact it was an insecticide, I believe.

Q. Are you aware it was manufactured at

your site?

A. I have read that parathion was produced
in Anniston.

Q. Is there any parathion in the landfills
there?

A. I have no knowledge that it is, Charles.
You know, I have no knowledge.

Q. Let me talk about the area that's being
remediated basically aside from the
landfill cells. Am I correct in my
perception as I drove around that you
are also remediating a lot of other
areas, a lot of acreage?

MR. COX: East of the plant, the
former property purchase
program area?

MR. CUNNINGHAM: Yes.

MR. COX: That's the easiest way
to describe it.

MR. CUNNINGHAM: That's easy for
you to say.

Q. Are you aware that is happening?

A. Yes.

Q. What is your understanding of what is actually being done in those areas?

A. It really had to do with the ditch. I can't remember the full details of it. But they conveyed water through this area east of the plant, at times conveyed some level of PCB. And in heavy rains apparently was some flooding of that area, and so sediment was on either side of its banks. And the work specifically then was two-fold.

One was to cover those areas that had or potentially had PCBs as defined by some analytical sampling that was done in the areas, and hold in place while we removed the waters from running above ground on that to either a conveyance into the pond we talked about or through large pipes crossed the grounds but now covered in the form of a berm to a collected outfall near Tenth Street.

So it is one of capping the

identified areas of PCBs or suspected areas and conveyance of waters through pipe so it didn't flow across those lands.

Q. Am I correct, then, in understanding that you haven't actually hauled away PCB contaminated soil but rather have covered it and attempted to minimize the amount of water that might flow through that?

MR. COX: You are again talking only about on the east side?

MR. CUNNINGHAM: If you are doing it somewhere else, I would love to know about that too. But that is the focus of my inquiry.

A. I have no personal knowledge of dirt with PCBs in it being removed and hauled someplace.

Q. Again, I'm sure Mr. Faust will be able to elaborate in much greater detail than you, but I'm obviously interested in

your perception as well.

I'm going to give you my last crayon, so you know I'm on the last lap here. This one is orchid. I'll ask you in the orchid color just to show me what area you understand this part of the remediation is being conducted on.

MR. COX: The cap and contain?

MR. CUNNINGHAM: The cap and contain, thank you.

A. You have the pond here, so that is not included. And the old Bethel Church is still there. Are you talking about work that has been done, going --

Q. Both, been done and going be done as far as you know. I'm trying to get an idea of the geographic scale of this particular phase of things.

A. There is a property over here that is not included. I can't tell where it is.

MR. COX: Ms. Jackson's properties are right there on Sixth Street.

Q. If you want to just do the big
conglomeration, you can tell me about
the areas that for whatever reason are
not involved. That is not a real sharp
crayon. This has to be a blunt.

A. Access to that street to Mars Hill, this
is where our box is over here. I don't
want to get the ice house and other
things. I can't tell where it is -- It
is right in there (indicating).

MR. STEWART: Y'all haven't bought
that yet.

A. That is Bethel. We are going to do
Bethel. We haven't done the removal of
that yet, but it will be done. The pond
is in here somewhere, and we have left
the Mars Hill Church and the road there,
love to be able to relocate that and do
that as well.

Q. Okay. If you would just kind of color
that in, please.

MR. COX: There were a few
properties in the mix that

haven't been part of the
remedy yet. So if he colors
over a property that is still
out there --

MR. CUNNINGHAM: That I
understand. This is just
giving me some understanding
of his understanding.

A. This is 202. Now, that is on that side.
Was that all you wanted, this area east
of the plant?

Q. Is there someplace west of the plant or
north or south?

A. We have done some in this area of our
plant properties.

Q. Kind of between the plant itself and the
landfill?

A. Yeah. There is a triangle there.

Q. Let me just get you to put your initials
there on that. Okay.

Now, are you aware of any -- You
said you weren't aware of them hauling
dirt off. Are you aware of any

properties where you didn't buy the property but just came in and cleaned it up where the home owner could continue to live there or the business owner as the case may be?

A. Ask that again. You changed it on me.

Q. I said home owner, but I don't mean to limit it to residential properties. Are you aware of property where as opposed to buying it and it doing this cap and contain you have just come in and cleaned it up, taken the PCBs off the property?

A. I don't recall us having done that, Charles.

Q. Is that because you won't do it or it just hasn't come up?

A. I'm just not aware of -- We would remediate, if there were evidence or a need for it, current requirement to remediate, if we had the approval of the property owner and under the direction of ADEM.

Q. And I take it that ADEM to a great extent is relying on you or Solutia to address this problem to take action to minimize the exposure of the community to these PCBs.

A. ADEM is the overseer for this effort, and we work with them, in concurrence or partnership with them to make sure we are living up to whatever the requirements are.

Q. What is your sense of how much oversight there is? By way of comparison, there is a case I worked in Kentucky where the State of Kentucky had what they called an on-site coordinator, and he was literally down there all day, every day, and that was his job.

What is your understanding of the nature of the presence, physical presence of a live, warm human body for ADEM at this remediation effort?

A. I have no personal knowledge of an ADEM visit for remediation, specific. That

may have taken place. I have no knowledge.

Q. You haven't met someone who was introduced as here is the person who is down here all the time?

A. I have not met an ADEM employee that was there specifically for the remediation.

Q. Is it fair for me to characterize this as a situation where ADEM is basically trusting Solutia to do what it says it will do? In other words, you talk about on paper what you are going to do and then they trust you to do that?

A. It has been a mutual effort here where they have made contacts, have reviewed the proposal, have as I understand been on-site in the past and for which now we review each step that we take with them, their appropriate entity within ADEM, to say here is where we are as the status. But I wouldn't say they are just removed entirely from it.

Q. Okay. Are you at all knowledgeable

about the money that is being expended
in this effort?

A. I'm aware that money is obviously being
spent. I see it out there every day
just in the heads I see and the liner.
So I know it is being spent, but it is
being managed at a corporate level. So
I don't have access to the total
dollars.

Q. Do you even have any bits and pieces of
the puzzle in the sense of knowing that
a particular contractor is getting paid
Y or it is costing us so many dollars
per square foot or square mile to do
whatever?

A. I don't have any of that information.

Q. Do you know what sort of precautions the
contractors and their employees are
taking to control the risks they face
from exposure to chemicals as they do
this remediation?

A. I don't have any specific knowledge of
the details of training nor

communication that was given, only as I said earlier, information relative to safe operations of equipment and making certain they follow certain safety expectations and have available MSDSs of any materials we are producing and using in our plant.

Q. To be less obtuse about it, I have read health and safety chapters of work plans that seem to discuss particular kinds of protective clothing, restrictions on eating and smoking in certain areas, requirements for cleaning when leaving areas and such. Is that consistent with your understanding, that those type of requirements have been put on the contractors by Solutia as part and parcel of this remediation effort?

A. I don't have information relative to that specific, Charles, whether they were or were not.

Q. Have you ever observed anybody out there

working wearing what you perceived to be

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something other than typical labor garb

for the Anniston area?

A. Hard hats, gloves, safety shoes.

Q. Have you ever noticed anybody using a
respirator or some sort of device to --
that would be an air screen of some
sort?

A. I have not seen a respirator being worn
while touring or observing any of the
work during remediation.

Q. Do you have any personal knowledge or
opinion regarding what is or isn't a
safe level of exposure to PCB for
humans?

MR. COX: Object to the form.

A. I have not read nor observed what is the
actual requirement, but would expect
that if someone were to have knowledge
of PCB contact that they would follow
the stated health practices to be found
in the MSDS.

Q. Okay. Are you familiar with the

Monsanto pledge?

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A. Yes, yes. I am familiar with it.

Q. And for the jury's benefit, what is your understanding of the Monsanto pledge and its contents and how it impacts on what you do on a day-to-day or month-to-month basis?

MR. COX: That is three questions.

Make sure you answer all
three.

Q. What is your understanding of the content -- Let's be even more basic. Is that a comparable Solutia pledge?

A. There is a Solutia pledge that was issued or announced within the last two or three weeks.

Q. Okay.

MR. COX: For the record, we are working on producing that in an ongoing effort to give you things as they become available.

Q. Have you had a chance to read that pledge?

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A. Yes, I've read it.

Q. How does it compare with the Monsanto pledge, if you are comfortable comparing the two?

A. The distinct difference in the two is --

Again, the Monsanto pledge was written

in 1990, and the Solutia pledge is of

1998 origin. Monsanto's pledge talks

about sustainability, agricultural

sustainability as being the goal -- a

goal for the seven part challenge.

Solutia's pledge talks about

eco-efficiencies and its realm of

sustainability. It differentiates,

again, that we want to identify or want

to work on how to improve our use of raw

materials to get more product per raw

material and reduce the use of energy.

And the end result is a lessening or

reduction in the overall emissions that

would result from the operations. So

eco-efficiencies versus sustainability.

Others parts of the Solutia

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pledge, the focus is again on operating safe facilities, commitment to the public, to be open for people coming into the plant and talking to us, us to them, and encouragement of our employees to be involved in environmental issues -- I'll say issues; that's not the term used -- but encouragement for our employees to be active in environmental.

Q. Proactive on this kind of thing?

A. Yeah. That's -- And a commitment, as I said earlier, through the eco-efficiencies to work toward reductions in our waste.

Q. And again, as I have asked on several other issues, may I safely assume that you as the site manager take that seriously? It is a big part of what you are doing there?

A. That is a large part of my role, to at

least make people aware of this and
begin to develop our plans for support
for the direction the enterprise has set

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for us.

Q. Is that pledge something that is shared
with -- Obviously I presume it goes
further than you. How far down the
chain does it go, and how is it
disseminated to those folks?

MR. COX: You are talking Solutia
now?

MR. CUNNINGHAM: Yes.

Q. It may be that it hasn't had a chance to
be disseminated. But in the real world,
how do you take something like that --
eco-efficiency is a new word to me. But
it sounds good. How do you actually put
that into practice?

A. The simple part is distributing the
paperwork in such a way that everybody
has access to see, has access to it.
That is one part of it. And we are
doing that now. The second part is what

we speak to, is how do you help people understand what that means to me on my daily job. Frankly, that is not a

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one-time thing. That's ongoing in conversation, cultural change that I and my leadership and others across the plant will have to work on daily to create the awareness and understanding of what that means to me out here in this job I'm working on today. As you say, eco-efficiency, I don't fully understand that yet. Directionally I understand.

Q. Do you attend a church?

A. Yes, I do.

Q. What is your church here in town?

A. Greenbrier Road Baptist. Both my wife and I attend there.

Q. Is that the nearest Baptist church to your home?

A. No.

Q. So there are other factors that play in

your decision to go to that particular church?

A. That's correct.

MR. STEWART: Charlie, off the

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record.

(Discussion held off record.)

Q. Is that a Southern Baptist church affiliate?

A. Yes.

Q. Have you ever been deposed before?

A. Thought I was, but, no, I have not been.

MR. COX: You need to explain that one.

Q. That's what I was going to say. You either have to say no or be ready for that follow-up. What happened to you before that you thought was a deposition but now realize wasn't?

A. Oh, I thought I was going be deposed, and it turned out I was not.

Q. Okay. Ever been involved in litigation with Monsanto or Solutia beyond what's going on here at Anniston?

MR. COX: Involved --

MR. CUNNINGHAM: I realize it is
broad, but it is because I
have no way other than to

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make it broad and see if
anything comes to his mind.

A. No.

Q. Electrodes are not going come out and
zap you.

MR. COX: No. I was just
concerned about such a broad
term.

A. No. I'm not aware of any -- I have
never before deposed, and I'm not aware
of anything right now that I have been
or will be.

Q. Okay. Let me talk briefly about the
training you do have with respect to
pollution laws. You told me that gets
some play in your in-house stuff and
that you have occasionally gone to
external continuing education. Do you

ever recall an external seminar that dealt with pollution laws, compliance therewith, what have you?

A. No. I have never attended a course or seminar on environmental law.

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Q. Do you recall some in-house Monsanto function that was totally devoted to that sort of issue as opposed to being one element of the review?

A. Nothing comes to mind where I attended anything like that, Charles.

Q. If I threw some acronyms out like RCRA and CIRCLA, would you understand what those are acronyms for?

A. Yes, yes, I recognize the acronym.

Q. What does RCRA deal with?

A. Resource Conservation Recovery Act.

Q. And CIRCLA?

MR. COX: I think his question --

Q. Just concept-wise. I'm not sure I know the words. I'm just trying to see what it deals with as you understand it.

A. They have to do with a definition or

requirements, stipulation that has been established by the EPA relative to certain chemicals and their hazardous or toxicity nature. So it is a reference to both a chemical by name or a group of

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chemicals and some characteristics they have and sometimes an association with how they have been handled in the past and now you're responsible for whatever effects there might be there.

Q. Okay. Do you recall receiving written materials, again internally within Monsanto or Solutia, that deal with environmental stuff, guidelines, handbooks, something that you have sitting in your office that you reach up and pull down if you have a question?

A. Nothing comes to mind. I would go find Robert Jones.

Q. I see. You have a two-legged resource?

A. It changes so fast that I would go get him to keep me current if there were a

question come up.

Q. Are you aware of anyone in Monsanto or Solutia who has been somehow sanctioned over what has happened here, these contaminants being off-site?

A. Explain sanctioned.

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Q. Reprimanded, economically had their salary or pension somehow cut or eliminated, just through some written or verbal, you know, you screwed up here, anything like that?

A. I have no knowledge of anything like that having happened by Monsanto or Solutia.

Q. You have told me about the kind of expertise that is available to you all with the ESH department in St. Louis. Would I be -- And you have mentioned that there are some labs you all use, outside labs. What about technical, scientific expertise? Am I safe in assuming Monsanto has a fair number of qualified scientists and technical

people within the company? Solutia, I'm

sorry.

A. Monsanto has lots of them.

Q. What about Solutia?

A. Much fewer.

Q. Okay. Can you give me a rough idea of

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how many people came with Solutia with

this kind of this technical expertise

versus what you had when it was

Monsanto?

MR. COX: In ES and H or

everything?

MR. CUNNINGHAM: Everything.

A. The total of Solutia population

employees is about eighty-eight hundred,

as stated in public records.

Q. As opposed to how many --

A. I think Monsanto total was on the order

of thirty-five thousand. Now they are

less by that eighty-eight hundred.

MR. CUNNINGHAM: Let's take a

break.

(A break was taken.)

Q. We talked about that quarter century banquet. If we wanted to find out who was involved in that, set it up, who was being honored, what would be the best way to do that? Who should we talk to, or what documents should we try to get

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our mitts on?

A. Susan Gardener, an administrative assistant, set the banquet up and sent out invitations.

MR. COX: For the record, if there is an agenda or any indication of who the twenty-five year honorees are, I will be happy to give that to y'all on an informal basis.

MR. CUNNINGHAM: Because it seems those would be the people most likely to know what happened in the past out there.

Q. My sense today has been that when it comes to contact with ADEM or making decisions about the remediation efforts and compliance, the three names I keep hearing are Alan Faust, Robert Jones, and I guess -- Well, his name hasn't come up, but this Jerry Hopper who is

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the environmental technician, would be the three principal individuals?

A. Yeah. And I'm not -- I don't have personal knowledge that Jerry would interface with ADEM. I would say it has been Robert primarily and Alan to a lesser extent.

Q. Jerry Brown, who is Jerry Brown?

A. We mentioned him earlier. He is the technologist or technical supervisor on-site.

Q. Would he have any role in that particular sphere?

A. Only if it were in the past maybe. Nothing since I have been there.

MR. STEWART: What is the most
recent -- can you ask what is
the most recent time he has
been involved?

MR. COX: If you know.

THE WITNESS: I don't know.

MR. CUNNINGHAM: Sometime before
May of '97.

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Q. I don't mean to pry but --

A. Now I recognize a question when it goes
to that "but."

Q. For purposes again of looking at
potential jurors, do you belong to any
particular clubs or organizations here
in the Calhoun County area that you
attend on a regular basis?

A. Yes.

Q. What would those be?

A. I attend the -- what is called the noon
Rotary Club of Anniston.

Q. Okay.

A. I attend infrequently, but attend,
something called COUL, C-O-U-L.

Q. Is that an acronym for something?

MR. STEWART: I know what is it,
Charlie.

A. I am part of the Chamber Of Commerce's
education, business, industry committee
and a part of Leadership Calhoun County,
which is a subset of the Chamber work.
I think that's it on a regular basis.

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Q. We talked at one point about golf. Do
you play golf somewhere regularly?

A. We -- Solutia now will have a golf
league, so we will play together at Pine
Hill Golf Course.

Q. But you are not a member of a particular
place?

A. No. I don't play golf very well, so you
would have to give me a lot of strokes.

Q. You have not seen me putt.

Let me show you two pieces of
paper that your lawyer was kind enough
to provide us today in response to our
deposition notice that you may or may

not be able to give us any insight into.

Let's start with the shorter one, the one with less writing, and ask you if you recognize that piece of paper.

A. No.

Q. Don't think you have ever seen it before?

A. I know I haven't seen this one before.

Q. Okay. It is addressed or it would

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appear to be a phone message log to an Alan. Do you know any Alans at the plant aside from Alan Faust?

A. Yes, several.

Q. How many other Alans would there be?

A. At least two others.

Q. What are their --

A. Alan Rutherford and Alan Robertson.

Q. Would either of those individuals have any involvement with the litigation or remediation with the PCBs in the Anniston area?

A. Not to the best of my knowledge.

Q. This would appear to log a call from an

Adrian Frederick. Does that name ring a bell to you as possibly one of the other two ladies along with Cassandra Roberts that you met at the Shoney's in June?

MR. STEWART: That is not a lady, Charlie.

A. No. I didn't meet with him or her, and I have no knowledge of that name.

MR. STEWART: That is a man.

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MR. COX: For the record, those weren't necessary produced in response to the deposition notice. We think we produced it before, but we couldn't find it in all the paper. These are some of Alan's notes, Alan Faust's notes, if that helps. We think we produced them before, but to be safe --

MR. WRIGHT: I don't remember seeing those. Charlie may

have.

Q. Taking this second piece of paper, ever seen that before?

A. No.

Q. Do you remember Mr. Faust taking any notes when you had your meeting at Shoney's?

A. I don't remember him making any notes.

Q. Do you remember making any yourself?

A. No. I know I did not.

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Q. Did you before leaving on vacation or when you got back make any kind of memo to yourself?

A. No. No, I did not.

Q. Have you ever seen this piece of paper before, do you think?

A. No, not that I recall. And I think I would remember it. But no, I do not.

Q. There is a phone number at the top. Is that familiar to you at all?

A. Yeah.

Q. What is that phone number?

A. That is mine, my home phone.

Q. 855 --

A. I think it is 835.

Q. -- 9676 is your home phone number?

A. I think that's it, yes. I sometimes forget it, but yes.

Q. Do you remember perhaps getting a call from Alan Faust where he discussed the things that are noted or referenced in that particular document?

A. Let me read it then and see.

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Q. Okay.

A. Okay. I'm sorry. Now would you ask me the question again about it?

Q. Yes. Do you have a recollection of speaking with Mr. Faust about the kinds of things that are outlined in that document?

A. He and I had a conversation the morning after our meeting.

Q. That would have been Sunday?

A. No. Excuse me. The morning right after this meeting that Saturday before I left

town. Looking back on the meeting now,
I'm getting ready to leave town.

We want a church, that was a
statement that one of the participants
there said three or four times, that all
we want is a church. So I -- That is a
statement that could have been made
there. I do recognize that statement.

That's the only piece I see that
rings a bell with -- I remember from our
conversation that statement being made,

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and it is in quotes, I see. But I don't
recognize the other information. And he
did bring a poster to the meeting.

Q. The first thing on here says turner
card. Almost like psychological
imaging, what is the first thing that
comes to your mind when you read turner
card, or does anything come to your
mind?

A. Robin and Robert Turner from Pensacola.

Q. Shelby Dean?

A. He is an architect. Shelby Dean is the

name of an architect here in town that I believe did the architect work for new Bethel.

Q. Pavement, any idea -- It even has an asterisk beside it.

A. No, no. I don't know what that is.

Q. Goals, contract, APCO easement. That is all caps, A-P-C-O, easement slash letter. Any idea what an APCO easement letter would be?

A. I have seen Alabama Power Company

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written that way before, but I don't know -- I don't know if that is what that refers to.

Q. Next line says Mars Hill, Melanie, 237-4688, T-i-e-g-m-a

MR. STEWART: Tignor.

Q. Tignor. Again, does that name --

A. You mentioned a Ms. or Mrs. Tignor. I said I recognize that name. I recognize Melanie. Whether they went together, I can't be sure, but I do recognize it.

Q. Does that phone number look familiar to you at all?

A. No. It is not a number that is familiar to me.

Q. Is that an Anniston exchange, 237?

A. I don't know.

Q. Okay.

A. It is not mine nor the plant's. Beyond that I can't comment.

Q. Oxford Kawanis. I know you mentioned you spoke to the Oxford Rotary Club. Did you ever speak to the Oxford Kawanis

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Club?

A. No.

Q. Any idea why Alan would make a notation about the Oxford Kawanis Club?

A. No. I have no knowledge of anybody in our plant being a member of it.

Q. DOT bond, do you have any knowledge about some sort of DOT bond?

A. No, I don't have any information.

Q. It says judge to fire Stewart. Any idea what that is about?

A. I didn't -- I don't know a Stewart that works for the judge.

MR. CUNNINGHAM: Thank you, sir.

(Plaintiffs' Exhibit Number

One was marked for

identification, offered, and

attached as an exhibit

hereto.)

(The deposition concluded at

3:30 p.m.)

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I do hereby certify that the witness whose attached deposition was taken before me was by me first duly cautioned and sworn to tell nothing but the truth in the cause aforesaid; that the testimony contained herein was by me reduced to writing in the presence of said witnesses by means of stenography and afterwards transcribed by means of computer aided transcription. The foregoing is a true and accurate transcript of the whole of the

testimony given by said witness, as aforesaid.

I do further certify that I am not
connected by blood or marriage with any of the
parties or their attorneys or agents and that
I am not an employee of any of them, nor
interested in the matter of controversy.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my notarial seal at
Gadsden, Alabama, County of Etowah, this 3rd
day of April 1998.

Deborah Salers Garrett
Certified Shorthand Reporter
Registered Professional Reporter
Notary Public, Alabama-at-Large
My Commission expires: 3-7-2001

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