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IN THE SUPERIOR COURT FOR THE STATE OF ALASKA

FOURTH JUDICIAL DISTRICT AT FAIRBANKS

STATE OF ALASKA ,)
)
 Plaintiff,)
)
 v.)
)
 3M COMPANY, E. I. DUPONT DE)
 NEMOURS AND COMPANY, THE)
 CHEMOURS COMPANY, THE CHEMOURS)
 COMPANY FC, LLC, DUPONT DE)
 NEMOURS, INC., CORTEVA, INC., TYCO)
 FIRE PRODUCTS LP, CHEMGUARD, INC.,)
 JOHNSON CONTROLS INTERNATIONAL,)
 PLC, CENTRAL SPRINKLER, LLC, FIRE)
 PRODUCTS GP HOLDING, LLC, KIDDE-)
 FENWAL, INC., KIDDE PLC, INC., CHUBB)
 FIRE, LTD., UTC FIRE & SECURITY)
 AMERICAS CORPORATION, INC.,)
 RAYTHEON TECHNOLOGIES)
 CORPORATION, CARRIER GLOBAL)
 CORPORATION, NATIONAL FOAM, INC.,)
 ANGUS INTERNATIONAL SAFETY GROUP,)

Case No. 4FA-21-_____ CI

LTD, BUCKEYE FIRE EQUIPMENT)
 COMPANY, ARKEMA, INC., BASF)
 CORPORATION, CHEMDESIGN)
 PRODUCTS, INC., DYNAX CORPORATION,)
 CLARIANT CORPORATION, CHEMICALS)
 INCORPORATED, NATION FORD)
 CHEMICAL COMPANY, AGC, INC., AGC)
 CHEMICALS AMERICAS, INC.,)
 DEEPWATER CHEMICALS, INC.,)
 ARCHROMA MANAGEMENT, LLC,)
 ARCHROMA U.S., INC., and JOHN DOE)
 DEFENDANTS 1-49,)
)
 Defendants.)

COMPLAINT

COMES NOW Plaintiff, the State of Alaska, (“Plaintiff” or “the State”) and alleges for its Complaint against the above-captioned Defendants as follows:

INTRODUCTION AND NATURE OF THE ACTION

1. Plaintiff brings this action against Defendants for contamination of the natural resources of the State, including but not limited to the lands, waters, biota, and wildlife, as a result of the release of per- and polyfluoroalkyl substances (“PFAS”) into the environment through the handling, use, disposal, and storage of products containing PFAS.
2. PFAS are a class of man-made chemicals that include perfluorooctane sulfonate (“PFOS”) and perfluorooctanoic acid (“PFOA”).
3. In this Complaint, references to PFOS and PFOA also include all of their salts and precursor chemicals.
4. Defendants designed, manufactured, marketed, sold and/or assumed or acquired liabilities for the manufacture and/or sale of PFOS, PFOA, and/or products

containing PFOS or PFOA, including but not limited to aqueous film-forming foam (“AFFF”) (collectively, “Fluorosurfactant Products”).

5. PFOS and PFOA present a significant threat to the State’s natural resources, properties, and residents. PFOS and PFOA are highly mobile and persistent in the environment, and they are toxic at extremely low levels. Furthermore, they are bioaccumulative and biomagnify up the food chain.

6. Defendants designed, manufactured, formulated, distributed, marketed, and/or sold Fluorosurfactant Products with the knowledge that these compounds were toxic and that they would be released into the environment even when used as directed and intended by Defendants.

7. Additionally, Defendants failed to provide adequate warnings or instructions with their Fluorosurfactant Products, both before and after selling such Products. Defendants failed to adequately advise their customers, the public, or the State about the threats PFOS or PFOA pose to natural resources and human health if released into the environment.

8. Defendants, by their actions and/or inactions, bear ultimate responsibility for the release of vast amounts of PFOS and PFOA into Alaska’s environment, contaminating the State’s water resources, soils, sediments, biota and wildlife, threatening the health, safety, and well-being of the State’s residents.

9. Defendants’ Fluorosurfactant Products have caused and will continue to cause injury to the State’s environment, natural resources, properties, and residents.

10. Accordingly, the State, through this action, seeks to require Defendants to pay all costs necessary to fully investigate and determine the various locations throughout

Alaska where their Fluorosurfactant Products were used, stored, discharged, released, spilled, and/or disposed, as well as all areas affected by their Fluorosurfactant Products.

11. Likewise, this action seeks to require Defendants to pay all costs necessary to investigate, assess, remediate, monitor, filtrate and/or restore the sites in Alaska where their Fluorosurfactant Products were used, stored, discharged, spilled, and/or disposed, including but not limited to the sediment, soil, surface waters, groundwaters, drinking water or water systems located thereon as well as any off-site areas and natural resources that have been contaminated by their Fluorosurfactant Products.

12. Additionally, this action seeks to require Defendants to pay all past and future costs incurred by the State in investigating, monitoring, and otherwise responding to injuries and/or threats to public health, as well as damages for harm to the State's natural resources, caused by Defendants' Fluorosurfactant Products.

13. Further, Alaska governmental entities that purchased Defendants' Fluorosurfactant Products are now forced to spend additional money to properly dispose of any remaining inventory. Such costs are rightfully borne by Defendants and, as such, are also sought through this action.

14. Lastly, Plaintiff seeks from Defendants all damages that Plaintiff is entitled to recover including, but not limited to, property damages to State and local government-owned properties, economic damages, punitive damages, and all other damages, fees, costs, and equitable relief to which Plaintiff may be entitled.

JURISDICTION AND VENUE

15. This Court has subject matter jurisdiction based upon AS 22.10.020, 44.23.020 and 45.50.501, which grant the State authority to file suit against Defendants. The State seeks damages in excess of \$100,000, the exact amount to be proven at trial.

16. Personal jurisdiction over these Defendants is proper because they regularly conduct business in Alaska and/or have the requisite minimum contacts with Alaska necessary to constitutionally permit the Court to exercise jurisdiction over them pursuant to Alaska's Long-Arm Statute, as codified at AS 09.05.015.

17. Venue is proper in the Fourth Judicial District at Fairbanks pursuant to Alaska R. Civ. P. 3 in that many of Defendants' unlawful acts and/or practices that give rise to this Complaint were committed in this judicial district.

PARTIES

18. Plaintiff is the State of Alaska, acting by and through its Attorney General, Treg R. Taylor, in its sovereign capacity in order to protect the interests of the State and its citizens. The Attorney General brings this action pursuant to his constitutional, statutory, and common law authority, including the authority granted in AS 44.23.020, and the Alaska Unfair Trade Practices and Consumer Protection Act, AS 45.50.471, *et. seq.*

19. Upon information and belief, the following Defendants, at all times relevant to this action, designed, manufactured, formulated, marketed, distributed, sold, and/or assumed or acquired liabilities for the manufacture and/or sale of Fluorosurfactant Products that Defendants knew or reasonably should have known would enter the State of Alaska and be released into the environment, or otherwise conducted business in the State.

20. Defendant 3M Company (“3M”), formerly known as Minnesota Mining and Manufacturing Company, is a Delaware corporation with its principal place of business at 3M Center, St. Paul, Minnesota. 3M is the only company that manufactured AFFF containing PFOS and/or its precursor chemicals. 3M is authorized to conduct business in Alaska.

21. Defendant E.I. DuPont de Nemours and Company (“DuPont”) is a Delaware corporation with its principal place of business located at 974 Centre Road, Wilmington, Delaware. DuPont is registered to do business in Alaska.

22. Defendant The Chemours Company (“Chemours”) is a Delaware corporation with its principal place of business located at 1007 Market Street, Wilmington, Delaware. Chemours is registered to do business in Alaska.

23. In 2015, DuPont spun off its “Performance Chemicals” business to Chemours, along with certain environmental liabilities. Upon information and belief, at the time of the transfer of its Performance Chemicals business to Chemours, DuPont had been sued, threatened with suit and/or had knowledge of the likelihood of litigation to be filed regarding DuPont’s liability for damages and injuries arising from the manufacture and sale of fluorosurfactants and the products that contain fluorosurfactants.

24. Defendant The Chemours Company FC, LLC (“Chemours FC”) is a Delaware limited liability company with its principal place of business located at 1007 Market Street Wilmington, Delaware. Chemours FC operates as a subsidiary of Chemours. Upon information and belief, Chemours FC is the successor-in-interest to DuPont Chemical Solutions Enterprise. Chemours FC is registered to do business in Alaska.

25. Defendant DuPont De Nemours, Inc. (“New DuPont”) is a Delaware corporation with its principal place of business located at 974 Centre Road, Building 730, Wilmington, Delaware. Upon information and belief, DowDuPont, Inc. was formed in 2017 as a result of the merger of Dow Chemical and DuPont. DowDuPont, Inc. was subsequently divided into three publicly-traded companies and on June 1, 2019, DowDuPont, Inc. changed its registered name to DuPont de Nemours, Inc. Upon information and belief, DowDuPont, Inc. and/or New DuPont have conducted business throughout the United States, including in Alaska.

26. Defendant Corteva, Inc. (“Corteva”) is a Delaware corporation with its principal place of business located at 974 Centre Road, Building 730, Wilmington, Delaware. Upon information and belief, Corteva is one of the aforementioned spin-off companies from DowDuPont, Inc., and is believed to have assumed some of the PFAS liabilities of the former DuPont. Corteva is authorized to conduct business in Alaska.

27. Defendant Tyco Fire Products LP (“Tyco”) is a Delaware limited partnership with principal offices located at 1400 Pennbrook Parkway, Lansdale, Pennsylvania. Upon information and belief, Tyco is the successor-in-interest to The Ansul Company (“Ansul”) and manufactures the Ansul brand of products. Tyco is an indirect subsidiary ultimately wholly owned by Johnson Controls International, plc, an Irish public limited company. Tyco is registered to do business in Alaska.

28. Defendant Chemguard, Inc. (“Chemguard”) is a Texas corporation with its principal place of business located at One Stanton Street, Marinette, Wisconsin. On information and belief, Chemguard acquired Williams Fire and Hazard Control, Inc. (“WFHC”) in 2010. On information and belief, on or around July 9, 2011, Tyco acquired

Chemguard and its subsidiary, WFHC. Upon information and belief, Chemguard has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

29. Defendant Johnson Controls International, plc (“JCI plc”) is an Irish public limited company with its principal place of business located at One Albert Quay, Cork, Ireland.

30. Defendant Central Sprinkler, LLC is a Delaware limited liability company with its principal place of business located at 1400 Pennbrook Parkway, Lansdale, Pennsylvania. Upon information and belief, this Defendant is a limited partner of Tyco. Upon information and belief, Chemguard is wholly-owned by Central Sprinkler, LLC.

31. Defendant Fire Products GP Holding, LLC is a Delaware limited liability company with its principal place of business located at 9 Roszel Road, Princeton, New Jersey. Upon information and belief, this Defendant is a general partner of Tyco.

32. Defendant Kidde-Fenwal, Inc. (“Kidde”) is a Delaware corporation with its principal place of business located at One Financial Plaza, Hartford, Connecticut. Upon information and belief, Kidde was part of UTC Fire & Security Americas Corporation, Inc. Upon information and belief, Kidde is the successor-in-interest to Kidde Fire Fighting, Inc. Kidde is registered to do business in Alaska.

33. Defendant Kidde PLC, Inc. (“Kidde PLC”) is a Delaware corporation with its principal place of business located at 9 Farm Springs Road, Farmington, Connecticut. Upon information and belief, Kidde PLC was part of UTC Fire & Security Americas Corporation, Inc. Upon information and belief, Kidde PLC has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

34. Defendant Chubb Fire, Ltd. (“Chubb”) is a foreign private limited company, United Kingdom registration number 134210, with offices at Littleton Road, Ashford, Middlesex, United Kingdom. Upon information and belief, Chubb is or has been composed of different subsidiaries and/or divisions including, but not limited to, Chubb Fire & Security Ltd., Chubb Security, PLC, Red Hawk Fire & Security, LLC, and/or Chubb National Foam, Inc. Upon information and belief, Chubb has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

35. Defendant UTC Fire & Security Americas Corporation, Inc. (“UTC Fire & Security”) is a Delaware corporation with its principal place of business at 13995 Pasteur Blvd., Palm Beach Gardens, Florida. Upon information and belief, UTC Fire & Security was a division of United Technologies Corporation. Upon information and belief, UTC Fire & Security has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

36. Defendant Raytheon Technologies Corporation (“RTC”) is a Delaware corporation with its principal place of business at 10 Farm Springs Road, Farmington, Connecticut. Upon information and belief, RTC was formerly known as United Technologies Corporation (“UTC”) until in or around April 2020 (collectively, “RTC f/k/a UTC”). Upon information and belief, RTC and/or UTC has conducted business throughout the United States, including in Alaska.

37. Defendant Carrier Global Corporation is a Delaware corporation with its principal place of business located at 13995 Pasteur Boulevard, Palm Beach Gardens, Florida. On information and belief, on or around April 3, 2020, UTC completed the spin-off of one of its reportable segments into a separate publicly-traded company known as

Carrier Global Corporation (“Carrier”). Carrier’s operations are classified into three segments: HVAC, Refrigeration, and Fire & Security. Upon information and belief, Carrier’s Fire & Security products and services are sold under brand names including Chubb and Kidde. Carrier is registered to do business in Alaska.

38. Defendant National Foam, Inc. (“NF”) is a Delaware corporation with its principal place of business located at 141 Junny Road, Angier, North Carolina. NF is a wholly-owned indirect subsidiary of Angus International Safety Group, Ltd. Upon information and belief, NF manufactures the Angus Fire brand of AFFF products. Upon information and belief, NF has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

39. Defendant Angus International Safety Group, Ltd. (“AISG”) is a foreign private limited company, United Kingdom registration number 8441763, with offices at Station Road, High Bentham, Near Lancaster, United Kingdom. Upon information and belief, AISG is the parent company of National Foam, Inc.

40. Defendant Buckeye Fire Equipment Company (“Buckeye”) is an Ohio corporation with its principal place of business at 110 Kings Road, Mountain, North Carolina. Upon information and belief, Buckeye conducted and/or availed itself of doing business throughout the United States, including in Alaska.

41. Defendant Arkema, Inc. (“Arkema”) is a Pennsylvania corporation with its principal place of business at 900 1st Avenue, King of Prussia, Pennsylvania. Upon information and belief, Arkema conducted and/or availed itself of doing business throughout the United States, including in Alaska.

42. Defendant BASF Corporation (“BASF”) is a Delaware corporation with its principal place of business at 100 Park Avenue, Florham Park, New Jersey. Upon information and belief, BASF acquired Ciba-Geigy Corporation and/or Ciba Specialty Chemicals. BASF is authorized to conduct business in Alaska.

43. Defendant ChemDesign Products, Inc. (“CDPI”) is a Texas corporation with its principal place of business located at 2 Stanton Street, Marinette, Wisconsin. Upon information and belief, CDPI manufactured, formulated, and/or sold Fluorosurfactant Products to certain Defendants for use in AFFF. Upon information and belief, CDPI conducted and/or availed itself of doing business throughout the United States, including in Alaska.

44. Defendant Dynax Corporation (“Dynax”) is a Delaware corporation with its principal place of business located at 103 Fairview Park Drive, Elmsford, New York. Upon information and belief, Dynax manufactured, formulated, and/or sold Fluorosurfactant Products to certain Defendants for use in AFFF. Upon information and belief, Dynax has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

45. Defendant Clariant Corporation (“Clariant”) is a New York corporation with its principal place of business located at 4000 Monroe Road, Charlotte, North Carolina. Clariant is authorized to conduct business in Alaska.

46. Defendant Chemicals Incorporated (“Chem Inc.”) is a Texas corporation with its principal place of business located at 12321 Hatcherville Road, Baytown, Texas. Upon information and belief, Chem Inc. manufactured, formulated, and/or sold Fluorosurfactant Products to certain Defendants for use in AFFF. Upon information and

belief, Chem Inc. has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

47. Defendant Nation Ford Chemical Company (“Nation Ford”) is a South Carolina corporation with its headquarters located at 2300 Banks Street, Fort Mill, South Carolina. Upon information and belief, Nation Ford manufactured, formulated, and/or sold Fluorosurfactant Products to certain Defendants for use in AFFF. Upon information and belief, Nation Ford has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

48. Defendant AGC, Inc. (“AGC”), formerly known as Asahi Glass Co., Ltd. (“Asahi Glass”), is a Japanese corporation with its principal place of business located at 1-5-1, Marunouchi, Chiyoda-ku, Tokyo, Japan. Upon information and belief, Asahi Glass Co., Ltd. changed its name to AGC, Inc. in 2018.

49. Defendant AGC Chemicals Americas, Inc. (“AGCCA”) is a Delaware corporation with its principal place of business located at 55 E. Uwchlan Ave., Suite 201, Exton, Pennsylvania. Upon information and belief, AGCCA is a subsidiary of AGC and/or Asahi Glass. Upon information and belief, AGCCA has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

50. Defendant Deepwater Chemicals Company (“Deepwater”) is a Delaware corporation with its principal business office at 196122 E County Road 40, Woodward, Oklahoma. Upon information and belief, Deepwater manufactured, formulated, and/or sold Fluorosurfactant Products to certain Defendants for use in AFFF. Upon information and belief, Deepwater has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

51. Defendant Archroma Management, LLC (“Archroma”) is a foreign limited liability company registered in Switzerland, with a principal business address of Neuhofstrasse 11, 4153 Reinach, Basel-Land, Switzerland.

52. Defendant Archroma U.S., Inc. (“Archroma U.S.”) is a Delaware corporation with its principal place of business located at 5435 77 Center Dr., #10, Charlotte, North Carolina. Upon information and belief, Archroma U.S. is a subsidiary of Archroma. Upon information and belief, Archroma U.S. has conducted and/or availed itself of doing business throughout the United States, including in Alaska.

53. Upon information and belief, Defendants John Doe 1-49 were manufacturers and/or sellers of Fluorosurfactant Products that are responsible for the damages caused to Plaintiff described herein. Although the identities of the John Doe Defendants are currently unknown, it is expected that their names will be ascertained during discovery, at which time Plaintiff will move for leave of this Court to add those individuals to the Complaint as Defendants.

54. Any and all references to a Defendant or Defendants in this Complaint include any predecessors, successors, parents, subsidiaries, affiliates, and divisions of the named Defendant.

55. When the term “Defendants” is used alone, it refers to all Defendants named in this Complaint jointly and severally. When reference is made to any act or omission of the Defendants, it shall be deemed to mean that the officers, directors, agents, employees, or representatives of the Defendants committed or authorized such act or omission, or failed to adequately supervise or properly control or direct their employees

while engaged in the management, direction, operation or control of the affairs of Defendants, and did so while acting within the scope of their employment or agency.

FACTUAL ALLEGATIONS

A. THE CONTAMINANTS: PFOS AND PFOA

56. PFOS and PFOA are man-made chemicals within a class known as perfluoroalkyl acid (“PFAA”). PFAAs are part of the larger chemical family known as PFAS. PFAA is composed of a chain of carbon atoms in which all but one of the carbon atoms are bonded to fluorine atoms, and the last carbon atom is attached to a functional group. The carbon-fluorine bond is one of the strongest chemical bonds that occur in nature, which is a reason why these molecules are so persistent. PFOS and PFOA contain eight carbon-fluorine bonds. For this reason, they are sometimes referred to as “C8.”

57. PFAAs are sometimes described as long-chain and short-chain, depending on the number of carbon atoms contained in the carbon chain. PFOS and PFOA are considered long-chain PFAAs because they contain eight carbon atoms in their chains; short-chain PFAAs have six or less carbon atoms in their chains.

58. PFOS and PFOA are highly water soluble, which increases the rate at which they spread throughout the environment, contaminating soil, groundwater, and surface water. Their mobility is made more dangerous by their persistence in the environment and resistance to biologic, environmental, or photochemical degradation.¹

¹ EPA, Drinking Water Health Advisory for Perfluorooctanoic Acid (PFOA), EPA Doc. Number: 822-R-16-005 (May 2016) at 16; Drinking Water Health Advisory for Perfluorooctane Sulfonate (PFOS), EPA Doc. Number: 822-R-16-004 (May 2016) at 16, available at STATE V. 3M COMPANY, ET AL. CASE NO. 4FA-21-_____ CI COMPLAINT PAGE 14 OF 38 01076332.DOCX

59. PFOS and PFOA are readily absorbed in animal and human tissues after oral exposure and accumulate in the serum, kidney, and liver. They have been found globally in water, soil and air, as well as in human food supplies, breast milk, umbilical cord blood, and human blood serum.²

60. PFOS and PFOA are persistent in the human body. A short-term exposure can result in a body burden that persists for years and can increase with additional exposures.³

61. Since they were first produced, information has emerged showing negative health effects caused by exposure to PFOS and PFOA.

62. According to the United States Environmental Protection Agency (“EPA”), “...studies indicate that exposure to PFOA and PFOS over certain levels may result in...developmental effects to fetuses during pregnancy or to breastfed infants (e.g., low birth weight, accelerated puberty, skeletal variations), cancer (e.g., testicular, kidney), liver effects (e.g., tissue damage), immune effects (e.g., antibody production and immunity), thyroid effects and other effects (e.g., cholesterol changes).”⁴

<https://www.epa.gov/ground-water-and-drinking-water/supporting-documents-drinking-water-health-advisories-pfoa-and-pfos>.

² EPA Doc. Number: 822-R-16-005 (May 2016) at 18-20, 25-27; and EPA Doc. Number: 822-R-16-004 (May 2016) at 19-21, 26 28.

³ EPA Doc. Number: 822-R-16-005 (May 2016) at 55; and EPA Doc. Number: 822-R-16-004 (May 2016) at 55.

⁴ “Fact Sheet PFOA & PFOS Drinking Water Health Advisories,” EPA Doc. Number: 800-F-16-003, available at <https://www.epa.gov/ground-water-and-drinking-water/supporting-documents-drinking-water-health-advisories-pfoa-and-pfos>.

63. EPA has also warned that “there is suggestive evidence of carcinogenic potential for PFOS.”⁵

64. EPA has noted that drinking water can be an additional source of PFOA/PFOS in the body in communities where these chemicals have contaminated water supplies. In communities with contaminated water supplies, “such contamination is typically localized and associated with a specific facility, for example...an airfield at which [Fluorosurfactant Products] were used for firefighting.”⁶

B. AQUEOUS FILM-FORMING FOAM

65. AFFF is a type of water-based foam that was first developed in the 1960’s to extinguish flammable liquid fuel fires at airports and military bases, among other places.

66. The AFFF designed, manufactured, marketed, distributed, and/or sold by Defendants contained PFOS and/or PFOA.

67. PFOS and/or the chemical precursors to PFOS contained in 3M’s AFFF were manufactured by 3M’s patented process of electrochemical fluorination (“ECF”). 3M was the only manufacturer that used ECF; all other AFFF producers manufactured fluorosurfactants for use in AFFF through the process of telomerization, which produced fluorotelomers, including PFOA and/or the chemical precursors to PFOA.

⁵ “Health Effects Support Document for Perfluorooctane Sulfonate (PFOS)” U.S. Environmental Protection Agency Office of Water Health and Ecological Criteria Division, EPA Doc. Number: 822-R-16-002, available at <https://www.epa.gov/ground-water-and-drinking-water/supporting-documents-drinking-water-health-advisories-pfoa-and-pfos>.

⁶ “Fact Sheet PFOA & PFOS Drinking Water Health Advisories,” EPA Doc. Number: 800-F-16-003, available at <https://www.epa.gov/ground-water-and-drinking-water/supporting-documents-drinking-water-health-advisories-pfoa-and-pfos>.

68. AFFF can be made without PFOS or PFOA. Fluorine-free and short-chain foams do not release PFOS or PFOA into the environment.

69. AFFF is used to extinguish fires that are difficult to fight, particularly fires that involve petroleum or other flammable liquids. AFFF is typically sprayed directly onto a fire, where it works by coating the ignited fuel source, preventing its contact with oxygen and suppressing combustion.

70. When used as the Defendants intended and directed, Defendants' AFFF releases PFOS and/or PFOA into the environment.

71. Once PFOS and PFOA are free in the environment, they do not hydrolyze, photolyze, or biodegrade under typical environmental conditions, and are extremely persistent in the environment. As a result of their persistence, they are widely distributed throughout soil, sediment, surface water and groundwater.

72. The use of Defendants' Fluorosurfactant Products as directed and intended by the Defendants allowed PFOS and PFOA to enter the State of Alaska's natural resources, where these compounds migrated through the subsurface and into the groundwater, thereby contaminating the surface water, soil, sediment, and groundwater, as well as causing other extensive and ongoing damage to Plaintiff.

73. Due to the chemicals' persistent nature, among other things, these chemicals have and continue to cause injury and damage to Plaintiff.

C. DEFENDANTS' KNOWLEDGE OF THE HAZARDS OF PFOS AND PFOA

74. On information and belief, by the early 1980's, Defendants knew or reasonably should have known, among other things, that: (a) PFOS and PFOA are toxic; and (b) when AFFF or other products containing PFOS, PFOA, and/or their precursor

chemicals is sprayed or otherwise released in the open environment, per the instructions given by the manufacturer, PFOS and PFOA readily migrate through the subsurface, mix easily with surface water and groundwater, resist natural degradation, render drinking water unsafe and/or non-potable, and can be removed from public drinking water supplies only at substantial expense.

75. Defendants also knew, or reasonably should have known, that PFOS and PFOA could be absorbed into the lungs and gastrointestinal tract, potentially causing severe damage to the liver, kidneys, and central nervous system, in addition to other toxic effects, and that PFOS and PFOA can persist in the body for prolonged periods of time.

76. In 1980, 3M published data in peer-reviewed literature showing that humans retain PFOS in their bodies for years. Based on that data, 3M estimated that it could take a person up to 1.5 years to clear just half of the accumulated PFOS from their body after all exposures had ceased.⁷

77. By the early 1980's, the industry suspected a correlation between PFOS exposure and human health effects. Specifically, manufacturers observed bioaccumulation of PFOS in workers' bodies and birth defects in children of workers.

78. In 1981, DuPont tested for and found PFOA in the blood of female plant workers in Parkersburg, West Virginia. DuPont observed and documented pregnancy outcomes in exposed workers, finding two of seven children born to female plant workers

⁷ Letter from 3M to Office of Pollution Prevention and Toxics, EPA titled "TSCA 8e Supplemental Submission, Docket Nos. 8EHQ-0373/0374 New Data on Half Life of Perfluorochemicals in Serum," available at <http://www.ewg.org/research/duPont-hid-teflon-pollution-decades>.

between 1979 and 1981 had birth defects – one an “unconfirmed” eye and tear duct defect, and one a nostril and eye defect.⁸

79. Beginning in 1983, 3M documented a trend of increasing levels of PFOS in the bodies of 3M workers. In an internal memorandum, 3M’s medical officer warned “we must view this present trend with serious concern. It is certainly possible that ... exposure opportunities are providing a potential uptake of fluorochemicals that exceeds excretion capabilities of the body.”⁹

80. Based on information and belief, in 2000, under pressure from the EPA, 3M announced that it was phasing out PFOS and U.S. production of PFOS; 3M’s PFOS-based AFFF production did not fully phase out until 2002.

81. From 1951, DuPont, and on information and belief, Chemours, designed, manufactured, marketed and sold Fluorosurfactant Products, including Teflon nonstick cookware, and more recently PFAS feedstocks such as Forafac 1157 and Forafac 1157N, for use in the manufacturing of AFFF products.

82. On information and belief, in 2001 DuPont manufactured, produced, marketed, and sold Fluorosurfactant Products and/or PFAS feedstocks to some or all of the AFFF product manufacturers for use in their AFFF products that were discharged into the environment and contaminated the State of Alaska, including its property and its natural resources.

⁸ Memorandum “C-8 Blood Sampling Results, Births and Pregnancies,” available at <http://www.ewg.org/research/duPont-hid-teflon-pollution-decades>.

⁹ Memorandum “Organic Fluorine Levels,” August 31, 1984, available at <http://www.ewg.org/research/duPont-hid-teflon-pollution-decades>.

83. DuPont had been studying the potential toxicity of PFOA since at least the 1960's and knew that it was contaminating drinking water drawn from the Ohio River and did not disclose to the public or to government regulators what they knew about the substance's potential effects on humans, animals, or the environment.¹⁰

84. By December 2005, the EPA uncovered evidence that DuPont concealed the environmental and health effects of PFOA, and the EPA announced the "Largest Environmental Administrative Penalty in Agency History."¹¹ The EPA fined DuPont for violating the Toxic Substances Control Act "Section 8(e)—the requirement that companies report to the EPA substantial risk information about chemicals they manufacture, process or distribute in commerce."¹²

85. By July 2011, DuPont could no longer credibly dispute the human toxicity of PFOA, which it continued to manufacture. The "C8 Science Panel" created as part of the settlement of a class action over DuPont's releases from the Washington Works plant had reviewed the available scientific evidence and notified DuPont of a "probable link" between PFOA exposure and the serious (and potentially fatal) conditions of pregnancy-induced hypertension and preeclampsia.^{13,14} By October 2012, the C8 Science Panel

¹⁰ *Id.*, Fred Biddle, "DuPont confronted over chemical's safety," *Wilmington News Journal* (Apr. 13, 2003). The *Wilmington News Journal* is published in Wilmington, Ohio.

¹¹ \$16.5 million.

¹² U.S. Environmental Protection Agency, Reference News Release, "EPA Settles PFOA Case Against DuPont for Largest Environmental Administrative Penalty in Agency History" (Dec. 14, 2005), <https://www.epa.gov/enforcement/reference-news-release-epa-settles-pfoa-case-against-dupont-largest-environmental> (last viewed January 30, 2018).

¹³ Under the settlement, "probable link," means that given the available scientific evidence, it is more likely than not that among class members a connection exists between PFOA/C8 exposure and a particular human disease.

¹⁴ The C8 Science Panel, Status Report: PFOA (C8) exposure and pregnancy outcome among participants in the C8 Health Project (July 15, 2011), <http://www.c8sciencepanel.org/>

had notified DuPont of a probable link between PFOA and five other conditions—high cholesterol, kidney cancer, thyroid disease, testicular cancer, and ulcerative colitis.

86. In July 2015, DuPont spun off its chemicals division by creating Chemours as a new publicly-traded company, once wholly-owned by DuPont. By mid-2015, DuPont had dumped its perfluorinated chemical liabilities into the lap of the new Chemours.

87. Notwithstanding this knowledge, Defendants negligently and carelessly: (a) designed, manufactured, marketed, distributed, sold, and/or assumed or acquired liabilities for the manufacture and/or sale of Fluorosurfactant Products; (b) issued instructions on how Fluorosurfactant Products should be used and disposed of (namely, by washing the foam into the soil or wastewater system), thus improperly permitting PFOS, PFOA, and/or their precursor chemicals to contaminate the State of Alaska, including its property and natural resources; (c) failed to recall and/or warn the users of Fluorosurfactant Products, negligently-designed products containing or degrading into PFOS and/or PFOA, of the dangers of surface water, soil, sediment, and groundwater contamination as a result of standard use and disposal of these products; and (d) further failed and refused to issue the appropriate warnings and/or recalls to the users of Fluorosurfactant Products, notwithstanding the fact that Defendants knew or could reasonably ascertain the identities of the purchasers of their Fluorosurfactant Products.

88. As a direct and proximate result of Defendants' actions and/or inactions alleged in this Complaint, property and natural resources in the State of Alaska, including sediment, soil, surface water, groundwater, drinking water and/or water treatment

pdfs/Status_Report_C8_and_pregnancy_outcome_15July2011.pdf (last viewed January 28, 2018).

systems, have been and will continue to be contaminated with PFOA and PFOS, creating an environmental hazard, unless such contamination is remediated. As a direct and proximate result of Defendants' actions and/or inactions, Plaintiff must assess, evaluate, investigate, monitor, treat, filtrate, remove, clean up, correct, and/or remediate PFOA and PFOS contamination within the State of Alaska at significant expense, loss, and damage to Plaintiff.

89. Defendants had a duty and breached their duty to evaluate and test such Fluorosurfactant Products adequately and thoroughly to determine their potential human health and environmental impacts before they sold such products. Defendants also had a duty and breached their duty to minimize the environmental harms caused by Fluorosurfactant Products.

D. THE IMPACT OF PFOS AND PFOA ON THE STATE OF ALASKA

90. PFOS and PFOA have been detected in varying amounts, at varying times, in the State of Alaska and its natural resources. The presence of PFOS and PFOA in the State is an ongoing matter that the State continues to address and will do so into the future. In addition to existing contamination caused by PFOS and PFOA, including but not limited to contamination caused by the use of AFFF, it is the further contention of Plaintiff that any future release of PFOA or PFOS in any amount should be reported pursuant to applicable state laws (i.e. AS 46.09.010 and 18 AAC 75.300) and may thereafter require further investigation, treatment, remediation, and monitoring.

91. The detection and/or presence of PFOS and/or PFOA, and the threat of further detection and/or presence of PFOS and/or PFOA in the State of Alaska and its

natural resources in varying amounts and at varying times has resulted, and will continue to result, in significant injuries and damages to Plaintiff.

92. On information and belief, the invasion of the State of Alaska and its natural resources, including but not limited to sediment, soil, surface water and groundwater, with PFOS and PFOA is recurring, resulting in new harm to Plaintiff on each occasion.

93. The injuries to Plaintiff caused by Defendants' conduct constitute an unreasonable interference with, and damage to, Plaintiff, its property, its natural resources, and its citizens. Plaintiff's interests in protecting its property, natural resources, and citizens constitute a reason for seeking the relief and damages described herein.

FIRST CAUSE OF ACTION
Strict Products Liability – Design Defect

94. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

95. Defendants were engaged in the business of researching, formulating, designing, manufacturing, testing, distributing, marketing, and selling Fluorosurfactant Products.

96. Defendants manufactured, formulated, designed, marketed, distributed, and/or sold Fluorosurfactant Products for use in controlling and extinguishing aviation, marine, fuel, and other flammable liquid fuel fires.

97. Defendants represented, asserted, claimed, and warranted that their Fluorosurfactant Products could be used in conformity with accompanying instructions and labels in a manner that would not cause injury or damage.

98. As manufacturers, designers, refiners, formulators, distributors, suppliers, sellers, and/or marketers of Fluorosurfactant Products, Defendants owed a duty to all

persons whom Defendants' Fluorosurfactant Products might foreseeably harm, including Plaintiff, not to manufacture, sell, or market any product which is unreasonably dangerous for its intended and foreseeable use.

99. Defendants' Fluorosurfactant Products used in and/or by the State of Alaska were used in a reasonably foreseeable manner and without substantial changes in the condition in which they were sold.

100. Defendants knew, or should have known, that use of Defendants' Fluorosurfactant Products in their intended manner would result in the spillage, discharge, disposal, or release of PFOS and/or PFOA into the surface water, soil, sediment, and groundwater of the State of Alaska.

101. Defendants' Fluorosurfactant Products used within the State of Alaska were defective in design and unreasonably dangerous because, among other things: (a) PFOS and PFOA cause natural resource contamination, even when used in their foreseeable and intended manner; (b) even at extremely low levels, PFOS and PFOA render drinking water unfit for consumption; (c) PFOS and PFOA pose significant threats to public health; and (d) PFOS and PFOA create real and potential damage to the environment.

102. PFOS and PFOA pose a greater danger to the environment than would be expected by ordinary persons and the general public.

103. At all times relevant herein, Defendants were capable of designing, manufacturing, or utilizing feasible alternatives that did not contain or degrade into PFOS or PFOA. PFAS with shorter carbon chains than PFOS and PFOA are less toxic and do not pose as great a threat to the environment and human health as do PFOS and PFOA.

104. As a direct and proximate result of Defendants' above described acts and omissions, Plaintiff has incurred, and will continue to incur, costs and damages related to the contamination of the State of Alaska, its property, its natural resources, its sediment, its soil, its surface water, its groundwater and its citizens with PFOS and/or PFOA, including but not limited to the investigation, monitoring, treatment, testing, filtration of groundwater and drinking water, remediation, removal, and/or disposal of the contamination, operating, maintenance and consulting costs, legal fees, diminution of property value, and all other equitable and applicable damages.

SECOND CAUSE OF ACTION
Strict Products Liability – Failure to Warn

105. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

106. As manufacturers, designers, refiners, formulators, distributors, suppliers, sellers, and/or marketers of Fluorosurfactant Products, Defendants had a duty to issue warnings to Plaintiff, the public, water providers, and public officials of the risks posed by PFOS and PFOA.

107. Defendants knew that Fluorosurfactant Products would be purchased, transported, stored, handled, and used without notice of the hazards that PFOS and PFOA pose to human health and the environment.

108. Defendants breached their duty to warn by unreasonably failing to provide Plaintiff, public officials, purchasers, downstream handlers, and/or the general public with warnings about the potential and/or actual threat to human health and contamination of the environment by PFOS and PFOA, despite Defendants' knowledge that PFOS and PFOA were real and potential threats to the environment and human health.

109. Fluorosurfactant Products purchased or otherwise acquired from Defendants were used, discharged, released, and/or disposed of in the State of Alaska.

110. Defendants' Fluorosurfactant Products were used in a reasonably foreseeable manner and without substantial changes in the condition in which the products were sold.

111. Defendants' Fluorosurfactant Products used in the State of Alaska were defective in design and unreasonably dangerous for the reasons set forth above.

112. Despite the known and/or foreseeable environmental and human health hazards associated with the use and/or disposal of Defendants' Fluorosurfactant Products within the State of Alaska, including contamination of the State of Alaska, its property, its natural resources, and its citizens with PFOS and PFOA, Defendants failed to provide adequate warnings of, or take any other precautionary measures to mitigate, those hazards.

113. In particular, Defendants failed to describe such hazards or provide any precautionary statements regarding such hazards in the labeling of their Fluorosurfactant Products.

114. As a direct and proximate result of Defendants' above-described acts and omissions, Plaintiff has incurred, and will continue to incur, costs and damages related to the contamination of the State of Alaska, its property, its natural resources, its sediment, its soil, its surface water, its groundwater and its citizens with PFOS and/or PFOA, including but not limited to the investigation, monitoring, treatment, testing, filtration of groundwater and drinking water, remediation, removal, and/or disposal of the

contamination, operating, maintenance and consulting costs, legal fees, diminution of property value, and all other equitable and applicable damages.

THIRD CAUSE OF ACTION
Trespass

115. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

116. Plaintiff is the owner and operator of a public water supply system, fire department, airport, and other relevant structures associated therewith. Defendants knew, or in the exercise of reasonable care should have known, that PFOS and PFOA contaminate water resources, including water resources utilized by and are the property of public water providers, such as Plaintiff.

117. Defendants failed to properly warn against the use of Fluorosurfactant Products such that they proximately caused and continue to cause PFOS and PFOA to contaminate the State of Alaska, its property, and its natural resources.

118. The contamination of the State of Alaska, its property, its natural resources, and its citizens has varied over time and has not yet ceased. PFOS and PFOA continue to migrate into and enter the soil, sediment, surface water, and groundwater of the State. The contamination is reasonably abatable.

119. Plaintiff has not consented to, and does not consent to, this trespass.

120. Defendants knew or reasonably should have known that Plaintiff would not consent to this trespass.

121. As a direct and proximate result of Defendants' above-described acts and omissions, Plaintiff has incurred, and will continue to incur, costs and damages related to the contamination of the State of Alaska, its property, its natural resources, its sediment,

its soil, its surface water, its groundwater and its citizens with PFOS and/or PFOA, including but not limited to the investigation, monitoring, treatment, testing, filtration of groundwater and drinking water, remediation, removal, and/or disposal of the contamination, operating, maintenance and consulting costs, legal fees, diminution of property value, and all other equitable and applicable damages.

FOURTH CAUSE OF ACTION Negligence

122. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

123. As manufacturers, designers, refiners, formulators, distributors, suppliers, sellers, and/or marketers of Fluorosurfactant Products, Defendants owed a duty to Plaintiff, as well as to all persons whom Defendants' Fluorosurfactant Products might foreseeably harm, to exercise due care in the instructing, labeling, and warning of the handling, control, use, and disposal of Defendants' Fluorosurfactant Products.

124. Despite the fact that Defendants knew that PFOS and PFOA are toxic, can contaminate soil and water resources, and present significant risks to human health and the environment, Defendants negligently: (a) designed, manufactured, formulated, handled, labeled, instructed, controlled, marketed, promoted, and/or sold Fluorosurfactant Products; (b) issued instructions on how Fluorosurfactant Products should be used and disposed of, thus improperly permitting PFOS and/or PFOA to enter and contaminate the State of Alaska; (c) failed to recall and/or warn the users of Fluorosurfactant Products of the dangers of soil and water contamination as a result of standard use and disposal of these products; and (d) failed and refused to issue the

the proper use and disposal of these products, notwithstanding the fact that Defendants knew, or could determine with reasonable certainty, the identities of the purchasers of their Fluorosurfactant Products.

125. As a direct and proximate result of Defendants' above-described acts and omissions, Plaintiff has incurred, and will continue to incur, costs and damages related to the contamination of the State of Alaska, its natural resources, its sediment, its soil, its surface water, its groundwater and its citizens with PFOS and/or PFOA, including but not limited to the investigation, monitoring, treatment, testing, filtration of groundwater and drinking water, remediation, removal, and/or disposal of the contamination, operating, maintenance and consulting costs, legal fees, diminution of property value, and all other equitable and applicable damages.

FIFTH CAUSE OF ACTION
Public Nuisance

126. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

127. Defendants, through their actions and/or inactions in the designing, manufacturing, formulating, marketing, labeling, and selling of their Fluorosurfactant Products, have created a condition which has harmed, and continues to harm, the State of Alaska. Such condition constitutes an unreasonable interference with a right common to the general public who are residents of the State of Alaska.

128. The Defendants' conduct unreasonably interferes with a public right, in that:

- a. The migration of Defendants' Fluorosurfactant Products into the State's soil, sediment, surface water, groundwater, biota, wildlife, and other natural

resources constitutes a significant interference with the health, safety, peace, comfort, and convenience of the general public of the State of Alaska; and/or

b. The migration of Defendants' Fluorosurfactant Products into the State's soil, sediment, surface water, groundwater, biota, wildlife, and other natural resources has produced permanent or long-lasting deleterious effects, and Defendants knew, or reasonably should have known, that their conduct would have deleterious effects upon and violate the rights of the general public of the State of Alaska.

129. As a direct and proximate result of Defendants' above-described acts and omissions, Plaintiff has incurred, and will continue to incur, costs and damages related to the contamination of the State of Alaska, its natural resources, its sediment, its soil, its surface water, its groundwater and its citizens with PFOS and/or PFOA, including but not limited to the investigation, monitoring, treatment, testing, filtration of groundwater and drinking water, remediation, removal, and/or disposal of the contamination, operating, maintenance and consulting costs, legal fees, diminution of property value, and all other equitable and applicable damages.

SIXTH CAUSE OF ACTION
Violation of the Alaska Unfair Trade Practices and Consumer Protection Act

130. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

131. Defendants violated the Alaska Unfair Trade Practices and Consumer Protection Act (the "UTPA"), as codified at AS 45.50.471, *et seq.*, by engaging in deceptive trade practices through the marketing and advertising of Fluorosurfactant Products.

132. The UTPA states that “[u]nfair methods of competition and unfair or deceptive acts or practices in the conduct of trade or commerce are declared to be unlawful.” AS 45.50.471(a). The UTPA lists 57 different trade practices or acts that are expressly considered “unfair” or “deceptive” in violation of the Act, but does not limit violations of the Act to these enumerated practices. AS 45.50.471(b). The Alaska Supreme Court determines if actions are unfair or deceptive by inquiring:

(1) Whether the practice, without necessarily having been previously considered unlawful, offends public policy as it has been established by statutes, the common law, or otherwise—whether, in other words, it is within at least the penumbra of some common-law, statutory or other established concept of unfairness; (2) whether it is immoral, unethical, oppressive, or unscrupulous; (3) whether it causes substantial injury to consumers (or competitors or other businessmen).¹⁵

133. Defendants represented that Fluorosurfactant Products had characteristics, uses, benefits, and/or qualities that they did not have, in violation of AS 45.50.471(b)(4).

134. Defendants advertised Fluorosurfactant Products with an intent not to sell them as advertised, in violation of AS 45.50.471(b)(8).

135. Defendant engaged in conduct creating a likelihood of confusion or a misunderstanding and which misled or damaged buyers of Fluorosurfactant Products, including the State of Alaska, in violation of AS 45.50.471(b)(11).

136. Defendant used misrepresentations or omissions of material facts with the intent that others rely on the misrepresentations or omissions in connection with the sale of Fluorosurfactant Products, in violation of AS 45.50.471(b)(12).

¹⁵ *State v. O’Neill Investigations, Inc.*, 609 P.2d 520, 528 (Alaska 1980).

137. Defendants' knowing and intentional acts or omissions constitute repeated violations of Alaska law.

138. As a direct and proximate result of Defendants' above-described acts and omissions, Plaintiff has incurred, and will continue to incur, costs and damages related to the contamination of the State of Alaska, its natural resources, and its citizens with PFOS and/or PFOA, including but not limited to the investigation, monitoring, treatment, testing, remediation, removal, and/or disposal of the contamination, operating, maintenance and consulting costs, diminution of property value, and all other equitable and applicable damages.

139. By reason of Defendants' unlawful acts, the State and its residents have been damaged and continue to be damaged, in a substantial amount to be determined at trial.

140. Pursuant to AS 45.50.551, the State requests the maximum amount of penalties against each Defendant.

141. In addition to penalties and restitution, the State requests an order awarding to the State all legal costs and expenses pursuant to AS 45.50.537(d).

SEVENTH CAUSE OF ACTION
Unjust Enrichment

142. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

143. Defendants have unjustly retained a benefit to the State's detriment, and Defendants' retention of that benefit violates the fundamental principles of justice, equity, and good conscience.

144. The State has initiated investigation, monitoring, and remediation of PFAS contamination in Alaska and paid for with public funds. Due to Defendants' deceptive and illegal conduct in promoting the sale of Fluorosurfactant Products, the State expended public funds in the investigation, monitoring, and remediation of PFOS and/or PFOA that otherwise would not have been expended. Further, the State has suffered, and continues to suffer, from the widespread PFAS contamination of its natural resources, which Defendants helped create.

145. Defendants have reaped revenues from the sale of Fluorosurfactant Products throughout Alaska, including to airports owned by the State and at the State's expense. This enrichment was without justification.

146. Accordingly, under principles of equity, Defendants should be separated from money retained by reason of their deceptive and illegal acts that in equity and good conscience belong to the State and its citizens.

**EIGHTH CAUSE OF ACTION
Fraudulent Transfer (DuPont and Chemours Entities)**

147. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

148. Plaintiff seeks equitable and other relief pursuant to AS 34.40.010, *et seq.*, the Uniform Fraudulent Transfer Act, against DuPont.

149. Upon information and belief, in February 2014, DuPont formed The Chemours Company as a wholly-owned subsidiary and used it to spin off DuPont's "Performance Chemicals" business line in July 2015.

150. Upon information and belief, at the time of the spin-off, DuPont's Performance Chemicals division contained the AFFF and/or PFAS business segments.

In addition to the transfer of the Performance Chemicals division, Chemours accepted broad assumption of liabilities for DuPont's historical use, manufacture, and discharge of PFAS.

151. Upon information and belief, at the time of the transfer of its Performance Chemicals business to Chemours, DuPont had been sued, threatened with suit, and/or had knowledge of the likelihood of litigation to be filed regarding DuPont's liability for damages and injuries from the manufacture and sale of Fluorosurfactant Products.

152. Upon information and belief, as a result of the transfer of assets and liabilities described in this Complaint, DuPont limited the availability of assets to cover judgments for all of the liability for damages and injuries from the manufacture and sale of Fluorosurfactant Products.

153. Upon information and belief, DuPont has (a) acted with intent to hinder, delay and defraud parties; or (b) without receiving a reasonably equivalent value in exchange for the transfer or obligation, and (i) was engaged or was about to engage in a business for which the remaining assets of Chemours were unreasonably small in relation to the business; or (ii) intended to incur, or believed or reasonably should have believed that it would incur, debts beyond its ability to pay as they became due.

154. Upon information and belief, DuPont engaged in acts in furtherance of a scheme to transfer its assets out of the reach of parties, such as the Plaintiff, that have been damaged as a result of DuPont's actions as described in this Complaint.

155. Upon information and belief, DuPont and Chemours acted without receiving a reasonably equivalent value in exchange for the transfer of obligations, and DuPont

believed, or reasonably should have believed, that it would incur debts beyond Chemours' ability to pay as they became due.

156. Plaintiff seeks to void the transfer of DuPont's liabilities for the claims brought in this Complaint and to hold DuPont jointly and severally liable for any damages or other remedies that may be awarded by this Court or a jury under this Complaint.

157. Plaintiff further reserves such other rights and remedies that may be available to it as may be necessary to fully compensate Plaintiff for the damages and injuries it has suffered as alleged in this Complaint.

NINTH CAUSE OF ACTION Punitive Damages

158. Plaintiff realleges and reaffirms all allegations set forth in the preceding paragraphs as if fully restated herein.

159. At all times pertinent hereto, the conduct of Defendants in causing, permitting, and allowing the release of Fluorosurfactant Products into the environment, thereby contaminating the State, its residents, lands, waters, natural resources, biota, and wildlife with PFOS and/or PFOA, was more than simple negligence, momentary thoughtlessness, inadvertence, or error of judgment on the part of Defendants.

160. Rather, Defendants intentionally, recklessly, or with gross negligence, manufactured, designed, formulated, labeled, marketed, and sold Fluorosurfactant Products with knowledge that their Fluorosurfactant Products would likely end up in Alaska, where they would be used, discharged, or released into the environment, resulting in the continuous and ongoing contamination of the State, its residents, lands, waters, natural resources, biota, and wildlife with PFOS and/or PFOA, which Defendants knew to be persistent, bioaccumulative, and toxic.

161. Defendants' conduct was outrageous, included acts done with malice or bad motive, or was the result of reckless indifference to the interests of another person, including Plaintiff and all residents of Alaska.

162. Pursuant to AS 09.17.020, Plaintiff is entitled to recover punitive damages in an amount authorized by the statute.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff, State of Alaska, prays that this Complaint be received and filed and that, after consideration hereof, the Court enter its Order granting unto the State of Alaska and its citizens the following relief:

1. A judgment against the Defendants, jointly and severally, for all relief prayed for herein;

2. Compensatory damages according to proof including, but not limited to:

a. costs and expenses related to the past, present, and future investigation, sampling, testing, and assessment of the extent of PFAS contamination of natural resources, sediment, soil, surface water, groundwater, drinking water and/or water treatment systems within the State of Alaska caused by Fluorosurfactant Products, including but not limited to that arising from the storage and use of AFFF

b. costs and expenses related to the past, present, and future treatment, remediation, and/or filtration of the State of Alaska's PFAS contamination of natural resources, sediment, soil, surface water, groundwater, drinking water and/or water treatment systems caused by Fluorosurfactant Products, including but not limited to that arising from the storage and use of AFFF;

c. costs and expenses associated with and related to the removal and disposal of the State of Alaska's PFAS contamination of natural resources, sediment, soil, surface water, groundwater, drinking water and/or water treatment systems caused by Fluorosurfactant Products, including but not limited to that arising from the storage and use of AFFF;

d. costs and expenses related to the past, present, and future installation and maintenance of monitoring mechanisms to assess and evaluate PFAS contamination within the State of Alaska caused by Fluorosurfactant Products including but not limited to that arising from the storage and use of AFFF;

e. Costs and expenses related to the past, present, and future monitoring of the impacts of PFAS contamination within the State of Alaska on its citizens; and

f. costs and expenses related to the disposal of the State's and its municipalities' inventory of Defendants' Fluorosurfactant Products.

3. Treble damages;
4. Civil penalties as allowed by statute;
5. Diminution of property value;
6. Punitive damages;
7. Enhanced compensatory damages;
8. Injunctive relief;
9. Consequential damages;
10. Forfeiture, disgorgement, and/or divestment of proceeds;

11. Costs, disbursements, and attorneys' fees incurred in prosecuting this lawsuit;
12. Pre-judgment and post-judgment interest; and
13. Such other and further relief as the Court deems just, proper, and equitable.

DATED this 6th day of April, 2021.

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