

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

LUCAS ROUGEAU, ALISHA ROUGEAU,
CARRIE BRENTON, KERRY BRENTON,
TIMOTHY GERDMANN, MELISSA
GERDMANN, DAVID GORMAN, ROBIN
GORMAN, DAVID GRANDT, KATHI GRANDT,
JUSTIN HETZEL, ERIN HETZEL, PHILIP
IANNARELLI, MINNIE RAE IANNARELLI,
GREG CANNER, SYLVIA CANNER, DON
ENDRES, SARAH ENDRES, JASON DEBAY,
SHARON LOMBARDI and MARTIN
LOMBARDI, INDIVIDUALLY AND ON
BEHALF OF MARTIN A. LOMBARDI AND
SHARON M. LOMBARDI REVOCABLE
TRUST, DIANE PILAT, EDWARD
SZYMANSKI, NANCY SZYMANSKI, DENISE
TERBEEST, ROBERT TERBEEST, DAVID
MARTIN, REBECCA MARTIN, STEVEN
WAKELY, MP SNOWDEN LLC, PATTI CRUMP,
MICHAEL CRUMP, NICOLE PAULSON, JOHN
PAULSON, HEIDI STOLT, MARC STOLT,
MICHAEL MACHURICK, ELIZABETH
MACHURICK, LUCINDA MARQUARDT,
JAMES SZYMANSKI, TAMMIE SZYMANSKI,
KYLE LADEAN, CINDY DEERE, JEROME
KUCZMARSKI, JP VENDEN INVESTMENTS
LLC, JASON VENDEN, AMY ROSENDAHL,
FRANK ROSENDAHL.

Plaintiffs,

vs.

3M COMPANY (f/k/a MINNESOTA MINING
AND MANUFACTURING, CO.); AHLSTROM
RHINELANDER LLC, AHLSTROM NA
SPECIALTY SOLUTIONS HOLDINGS INC,
AHLSTROM NA SPECIALTY SOLUTIONS
LLC; WAUSAU PAPER CORP., WAUSAU
PAPER MILLS, LLC, BASF CORPORATION
AND JOHN DOE DEFENDANTS 1-49,

Defendants.

No. 3:23-CV-0546

**3M COMPANY'S ANSWER
AND AFFIRMATIVE
DEFENSES TO PLAINTIFFS'
FOURTH AMENDED
COMPLAINT**

JURY TRIAL DEMANDED

Defendant 3M Company (“3M”), by and through its attorneys, hereby submits its Answer and Affirmative Defenses to the Fourth Amended Complaint (“FAC”) filed by Lucas Rougeau, Alisha Rougeau, Carrie Brenton, Kerry Brenton, Timothy Gerdmann, Melissa Gerdmann, David Gorman, Robin Gorman, David Grandt, Kathi Grandt, Justin Hetzel, Erin Hetzel, Philip Iannarelli, Minnie Rae Iannarelli, Greg Canner, Sylvia Canner, Don Endres, Sarah Endres, Jason Debay, Sharon Lombardi and Martin Lombardi, individually and on behalf of Martin A. Lombardi and Sharon M. Lombardi Revocable Trust, Diane Pilat, Edward Szymanski, Nancy Szymanski, Denise Terbeest, Robert Terbeest, David Martin, Rebecca Martin, Steven Wakely, MP Snowden LLC, Patti Crump, Michael Crump, Nicole Paulson, John Paulson, Heidi Stolt, Marc Stolt, Michael Machurick, Elizabeth Machurick, Lucinda Marquardt, James Szymanski, Tammie Szymanski, Kyle Ladean, Cindy Deere, Jerome Kuczmariski, JP Venden Investments LLC, Jason Venden, Amy Rosendahl, and Frank Rosendahl, wherein 3M denies each and every allegation contained in the FAC except as may be hereinafter admitted, qualified, or explained, and states and alleges as follows:

For convenience, 3M has organized its Answers to Plaintiffs’ allegations by using the headings and subheadings in the FAC. In doing so, 3M does not admit that the headings or subheadings are accurate or appropriate for any purpose in this matter, and specifically denies each and every allegation therein.

To the extent any allegations in the FAC relate to the health effects of per- and polyfluoroalkyl substances (“PFAS”), 3M denies each and every one of those allegations on the basis that a causal connection has not been established between exposure to any PFAS at levels typically found in the environment and any human health effects.

I. SUMMARY OF THE CASE

1. Plaintiffs and putative Class Members own properties in rural areas of Oneida County, Wisconsin. As a result of Defendants' actions, Plaintiffs' properties – including drinking water wells – are now injured pursuant to Wisconsin Statute 844.01 by per- and polyfluoroalkyl substances ("PFAS") including, but not limited to, perfluorooctanoic acid ("PFOA") and/or perfluorooctane sulfonic acid ("PFOS"). PFAS concentrations in Plaintiffs' private wells and nearby lakes are among the highest in the country and have been found at levels that are thousands of times greater than EPA health limits.

RESPONSE: To the extent the allegations in Paragraph 1 of the FAC contain legal conclusions and/or characterize the FAC, no response is required. 3M denies the allegations contained in Paragraph 1 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 1 of the FAC.

2. Over the course of decades, Defendant Ahlstrom, Wausau Paper and their predecessors disposed of millions of pounds of waste from the Rhinelander Paper Mill by dumping and spreading the waste on farmland throughout Oneida County, and specifically in the Town of Stella. Upon information and belief, this waste contained high levels of PFOA, PFOS, and other PFAS. It was this "land application" of waste that caused groundwater at Plaintiffs' properties to be among the most contaminated in the country for PFAS.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 2 of the FAC.

3. Defendants also caused significant contamination in multiple water bodies in or near Stella, Wisconsin. Snowden Lake, around which some Plaintiffs and Class Members live, contains PFOA + PFOS at levels greater than 1600 parts per trillion. Other nearby lakes in the Moen Lake Chain also contain levels in the hundreds of parts per trillion range. Wisconsin Department of Health Services, Bureau of Environmental and Occupational Health recommends limited consumption of fish from these water bodies and even cautions against swimming, waterskiing, tubing, or other activities that involve a higher chance of swallowing water. See Exhibit A attached to the Complaint. A PFAS advisory has been posted on Moen Lake, encouraging people to follow fish consumption advisories and "choose lower exposure activities" like boating and canoeing instead of swimming or waterskiing. See Exhibit B.

RESPONSE: The allegations contained in Paragraph 3 purport to refer to recommendations by the Wisconsin Department of Health Services, Bureau of Environmental and Occupational Health and a PFAS advisory. Any such recommendations or PFAS advisory speak

for themselves, and 3M denies any characterization of such recommendations or PFAS advisory by Plaintiffs. 3M denies the allegations contained in Paragraph 3 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 3 of the FAC.

4. In addition to Defendants Ahlstrom– which owns and operates the Rhinelander Paper Mill – Plaintiffs also bring this action against Wausau Paper, the prior owner of the Rhinelander Paper Mill, and Defendant 3M, which sold and supplied PFAS chemicals to the Rhinelander Paper Mill.

RESPONSE: 3M admits that at certain times it sold certain PFAS-containing products that it manufactured to the then-owner of the Rhinelander Paper Mill. 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 4 of the FAC.

5. PFOA and PFOS both are known to be toxic, persistent in the environment, not biodegradable, move easily through soil and groundwater, and pose a significant risk to human health and safety. Both are animal carcinogens and likely human carcinogens. Indeed, the United States Environmental Protection Agency (“EPA”) has stated that “human epidemiology data report associations between PFOA exposure and high cholesterol, increased liver enzymes, decreased vaccination response, thyroid disorders, pregnancy-induced hypertension and preeclampsia, and cancer (testicular and kidney)” and that “there is suggestive evidence of carcinogenic potential for PFOS.”¹

RESPONSE: 3M admits that, under certain circumstances, certain PFAS substances have the potential to persist in the environment. 3M further admits that, under certain circumstances, certain PFAS may be mobile in the environment. Paragraph 5 and footnote 1 purport to refer to a statement by the EPA. Any such statement speaks for itself, and 3M denies any characterization of that statement by Plaintiffs. 3M denies that a causal connection has been shown between

¹ See U.S. Env'tl. Protection Agency (“EPA”), Office of Water Health and Ecological Criteria Division, “Health Effects Support Document for Perfluorooctanoic Acid (PFOA),” EPA Document Number: 822-R-16-003, available at https://www.epa.gov/sites/default/files/2016-05/documents/pfoa_hesd_final-plain.pdf (last accessed 11/22/2022); see also EPA, Office of Water Health and Ecological Criteria Division, “Health Effects Support Document for Perfluorooctane Sulfonate (PFOS),” EPA Document Number: 822-R-16-002, available at https://www.epa.gov/sites/default/files/2016-05/documents/pfos_hesd_final_508.pdf (last accessed 11/22/2022).

exposure to PFOS and PFOA at levels typically found in the environment and any human health effects. 3M denies the remaining allegations contained in Paragraph 5 and footnote 1 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

6. At all relevant times, upon information and belief, Defendant Ahlstrom, Wausau Paper and their predecessors knew or should have known about the inherent risks and dangers involved in applying PFAS-containing waste on farmlands. And at all relevant times, Defendants 3M and BASF knew or should have known about the inherent risks and dangers involved in the use of PFAS compounds in products sold to other companies, like Ahlstrom and Wausau Paper — including that both PFOA and PFOS are mobile in water, not easily biodegradable, highly persistent in the environment, and present significant and unreasonable risks to both human health and the environment. Nevertheless, Defendants made a conscious choice to manufacture, market, sell, and dispose of PFAS products and waste in a way that caused harm to Plaintiffs.

RESPONSE: To the extent the allegations in Paragraph 6 of the FAC contain legal conclusions and/or characterize the FAC, no response is required. 3M denies that a causal connection has been shown between exposure to PFOS and PFOA at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 6 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 6 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

7. Plaintiffs have only recently discovered that their wells are contaminated, and therefore have been consuming contaminated well water for a significant period of time without their knowledge or consent.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 7 of the FAC.

8. Plaintiffs – including Class Representatives Heidi Stolt, Denise Terbeest, Dave Gorman, Lucinda Marquardt, Jerome Kuczmariski, and JP Venden Investments LLC – file to recover compensatory and all other damages, including but not limited to the costs of restoring and remediating contamination from their real properties and drinking water wells, costs of treating water or otherwise accessing PFAS-free water, costs of acquiring bottled water, non-economic

damages, loss of earnings and future earnings, damages for loss of use and enjoyment, lost property value, and household expenses, among others. Plaintiffs Carrie Brenton, Kerry Brenton, Don Endres, Diane Pilat, Lucinda Marquardt, James Szymanski, Cindy Deere, Amy Rosendahl, and Frank Rosendahl file individual claims to recover for personal injuries.

RESPONSE: To the extent the allegations in Paragraph 8 of the FAC contain legal conclusions and/or characterize the FAC, no response is required. 3M denies the allegations contained in Paragraph 8 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 8 of the FAC. 3M denies that Plaintiffs are entitled to any relief against 3M and further denies any and all allegations of wrongdoing by 3M.

II. PARTIES

A. PLAINTIFFS

9. Lucas & Alisha Rougeau

- a. Mr. & Mrs. Rougeau are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Rougeau's property at levels exceeding EPA standards.
- b. The injured property includes, but is not limited to, property located at 4176 Depot Road, Rhinelander, Wisconsin. A private water well on the property supplies water to the property.

RESPONSE: 3M denies the allegations contained in Paragraph 9 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 9 of the FAC and each of its subparts.

10. Carrie and Kerry Brenton

- a. Mr. & Mrs. Brenton are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Brenton's property at levels exceeding EPA standards.

- b. The injured property includes, but is not limited to, property located at 4181 Depot Road, Rhinelander, Wisconsin.
- c. Exposure to Defendants' PFAS has caused or was a substantial factor in causing high cholesterol in Plaintiffs Carrie and Kerry Brenton. Mr. & Mrs. Brenton have incurred, and will incur, costs and expenses related to their injuries.

RESPONSE: 3M denies that a causal connection has been shown between exposure to PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 10 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 10 of the FAC and each of its subparts.

11. Timothy and Melissa Gerdmann

- a. Mr. & Mrs. Gerdmann are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Gerdmann's property at levels exceeding EPA standards.
- b. The injured property includes, but is not limited to, property located at 4187 Depot Road, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 11 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 11 of the FAC and each of its subparts.

12. David and Robin Gorman

- a. Mr. and Mrs. Gorman are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Gormans' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3242 County Highway C, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 12 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 12 of the FAC and each of its subparts.

13. David and Kathi Grandt

- a. Mr. and Mrs. Grandt are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Grandts' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3304 County Highway C, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 13 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 13 of the FAC and each of its subparts.

14. Justin and Erin Hetzel

- a. Mr. and Mrs. Hetzel are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Hetzels' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 4036 Camp Bryn Afon Road, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 14 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a

belief as to the truth of the remaining allegations contained in Paragraph 14 of the FAC and each of its subparts.

15. Philip and Minnie Rene Iannarelli

- a. Mr. and Mrs. Iannarelli are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Iannarellis' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 2668 County Highway C, Rhinelander, Wisconsin. The Iannarellis' injured property includes multiple parcels.

RESPONSE: 3M denies the allegations contained in Paragraph 15 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 15 of the FAC and each of its subparts.

16. Greg and Sylvia Canner

- a. Mr. and Mrs. Canner are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Canners' property at levels exceeding EPA health standards.
- b. The injured Highway property includes, but is not limited to, property located at 3364 County C, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 16 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 16 of the FAC and each of its subparts.

17. Don and Sarah Endres

- a. Mr. and Mrs. Endres are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Endres' property at levels exceeding EPA health standards.

- b. The injured property includes, but is not limited to, property located at 4040 Camp Bryn Afon Road, Rhinelander, Wisconsin.
- c. Exposure to Defendants' PFAS has caused or was a substantial factor in causing thyroid disease in Plaintiff Don Endres. Mr. Endres has incurred, and will incur, costs and expenses related to his injuries.

RESPONSE: 3M denies that a causal connection has been shown between exposure to PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 17 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 17 of the FAC and each of its subparts.

18. Jason DeBay

- a. Mr. DeBay is a Wisconsin citizen and owns property damaged as a result of the presence of Defendants' PFAS chemicals. Defendants' PFAS have been detected in well water at Mr. DeBay's property.
- b. The injured property includes, but is not limited to, property located at 3339 White Pine Road, Rhinelander, WI 54501

RESPONSE: 3M denies the allegations contained in Paragraph 18 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 18 of the FAC and each of its subparts.

19. Sharon and Martin Lombardi, individually and on behalf of Martin A. Lombardi and Sharon M. Lombardi Revocable Trust.

- a. Mr. and Mrs. Lombardi are Wisconsin citizens and are trustees of the Martin A. Lombardi and Sharon M. Lombardi Revocable Trust.
- b. Martin A. Lombardi and Sharon M. Lombardi Revocable Trust holds in trust property located at 3348 County Highway C, Rhinelander, Wisconsin.
- c. Defendants have injured this property; Defendants' PFAS have been detected in the property's well water.

RESPONSE: 3M denies the allegations contained in Paragraph 19 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 19 of the FAC and each of its subparts.

20. Diane Pilat

- a. Ms. Pilat is a Wisconsin citizen and owns property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at Ms. Pilat's property.
- b. The injured property includes, but is not limited to, property located at 2648 County Highway C, Rhineland, WI 54501.
- c. Exposure to Defendants' PFAS has caused or was a substantial factor in causing kidney disease in Ms. Pilat. Ms. Pilat has incurred, and will incur, costs and expenses related to his injuries, and Ms. Pilat's injuries have had a substantial impact on her quality of life.

RESPONSE: 3M denies that a causal connection has been shown between exposure to PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 20 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 20 of the FAC and each of its subparts.

21. Edward and Nancy Szymanski

- a. Mr. and Mrs. Szymanski are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Szymanskis' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3338 Meadow Lane, Rhineland, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 21 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a

belief as to the truth of the remaining allegations contained in Paragraph 21 of the FAC and each of its subparts.

22. Denise and Robert Terbeest

- a. Mr. and Mrs. Terbeest are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Terbeests' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 4330 Stella Lake Road, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 22 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 22 of the FAC and each of its subparts.

23. David and Rebecca Martin

- a. Mr. and Mrs. Martin are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Martins' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3278 County Highway C, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 23 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 23 of the FAC and each of its subparts.

24. Steven Wakely

- a. Mr. Wakely is a Wisconsin citizen and owns property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at Mr. Wakely's property.
- b. The injured property includes, but is not limited to, property located at 2536 Rosemil Lane, Rhinelander, WI 54501.

RESPONSE: 3M denies the allegations contained in Paragraph 24 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 24 of the FAC and each of its subparts.

25. MP Snowden LLC and Patti and Michael Crump

- a. MP Snowden LLC is a Wisconsin limited liability company and owns property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at Plaintiff's property at levels exceeding EPA health standards.
- b. MP Snowden LLC is owned by Plaintiffs Patti and Michael Crump, who are both Wisconsin citizens. Mr. and Mrs. Crump's use and enjoyment of the property has been impaired due to the presence of Defendants' PFAS. Additionally, Mr. and Mrs. Crump have and will incur costs associated with sourcing and treating water at the property.
- c. The injured property includes, but is not limited to, property located at 3292 County Highway C, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 25 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 25 of the FAC and each of its subparts.

26. Nicole and John Paulson

- a. Mr. and Mrs. Paulson are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Paulsons' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3326 County Highway C, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 26 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a

belief as to the truth of the remaining allegations contained in Paragraph 26 of the FAC and each of its subparts.

27. Heidi and Marc Stolt

- a. Mr. and Mrs. Stolt are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Stolt's' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3336 County Highway C, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 27 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 27 of the FAC and each of its subparts.

28. Michael and Elizabeth Machurick

- a. Mr. and Mrs. Machurick are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Machuricks' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3358 County Highway C, Rhinelander, Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 28 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 28 of the FAC and each of its subparts.

29. Lucinda Marquardt

- a. Ms. Marquardt is a Wisconsin citizen and owns property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at Ms. Marquardt's property.
- b. The injured property includes, but is not limited to, property located at 3340 White Pine Road, Rhinelander, WI 54501.

- c. Exposure to Defendants' PFAS caused or was a substantial factor in causing kidney cancer in Ms. Marquardt. Ms. Marquardt has incurred, and will incur, costs and expenses related to her injuries.

RESPONSE: 3M denies that a causal connection has been shown between exposure to PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 29 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 29 of the FAC and each of its subparts.

30. James and Tammie Szymanski

- a. Mr. and Mrs. Szymanski are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Szymanskis' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3262 White Pine Road, Rhinelander, Wisconsin.
- c. Exposure to Defendants' PFAS has caused or was a substantial factor in causing high cholesterol in Mr. Szymanski. Mr. Szymanski has incurred, and will incur, costs and expenses related to his injuries.
- d. Exposure to Defendants' PFAS has caused or was a substantial factor in causing high cholesterol in Ms. Szymanski. Ms. Szymanski has incurred, and will incur, costs and expenses related to her injuries.

RESPONSE: 3M denies that a causal connection has been shown between exposure to PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 30 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 30 of the FAC and each of its subparts.

31. Kyle Ladean

- a. Mr. Ladean is a Wisconsin citizen and owns property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at Mr. Ladean's property.

- b. The injured property includes, but is not limited to, property located at 2542 Rosemil Lane, Rhineland, WI 54501.

RESPONSE: 3M denies the allegations contained in Paragraph 31 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 31 of the FAC and each of its subparts.

32. Cindy Deere

- a. Ms. Deere is a Wisconsin citizen and owns property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at Ms. Deere's property.
- b. The injured property includes, but is not limited to, property located at 2427 County Highway C, Rhineland, Wisconsin.
- c. Exposure to Defendants' PFAS caused or was a substantial factor in causing high cholesterol in Ms. Deere. Ms. Deere has incurred, and will incur, costs and expenses related to her injuries.

RESPONSE: 3M denies that a causal connection has been shown between exposure to PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 32 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 32 of the FAC and each of its subparts.

33. Jerome Kuczmarski

- a. Mr. Kuczmarski is a Wisconsin citizen and owns property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at Mr. Kuczmarski's property.
- b. The injured property includes, but is not limited to, property located at 2777 County Highway C, Rhineland, Wisconsin.
- c. Mr. Kuczmarski allowed Defendants to apply sludge on Mr. Kuczmarski's property, and at no point did Defendants warn Mr. Kuczmarski that the sludge contained dangerous levels of PFAS.

RESPONSE: 3M denies the allegations contained in Paragraph 33 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 33 of the FAC and each of its subparts.

34. JP Venden Investments LLC

- a. JP Venden Investments LLC is a domestic limited liability company in Wisconsin.
- b. JP Venden Investments LLC owns property located at or near 3980 Lakeshore Drive, Rhinelander, Wisconsin. The property is located on/adjacent to Moen Lake, which has been affected by PFAS. JP Venden Investments LLC has riparian rights at Moen Lake associated with its ownership of property. JP Venden Investments LLC's property has been injured as a result of the presence of PFAS in Moen Lake. The members of JP Venden Investments, LLC are all citizens of Wisconsin.

RESPONSE: 3M denies the allegations contained in Paragraph 34 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 34 of the FAC and each of its subparts.

35. Jason Venden

- a. Jason Venden is a member of JP Venden Investments LLC, which owns property located at or near 3980 Lakeshore Drive, Rhinelander, Wisconsin. Mr. Venden also lives at the property. Mr. Venden is a citizen of Wisconsin.
- b. Mr. Venden has suffered a loss of use and enjoyment of the property where he lives and of Moen Lake due to the presence of PFAS in Moen Lake and in the Moen Lake chain.

RESPONSE: 3M denies the allegations contained in Paragraph 35 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a

belief as to the truth of the remaining allegations contained in Paragraph 35 of the FAC and each of its subparts.

36. Amy and Frank Rosendahl

- a. Mr. and Mrs. Rosendahl are Wisconsin citizens and own property damaged as a result of the presence of Defendants' PFAS chemicals. PFAS have been detected in well water at the Rosendahls' property at levels exceeding EPA health standards.
- b. The injured property includes, but is not limited to, property located at 3274 County Highway C, Rhinelander, Wisconsin.
- c. Exposure to Defendants' PFAS caused or was a substantial factor in causing high cholesterol in both Mr. and Mrs. Rosendahl. Mr. and Mrs. Rosendahl have incurred, and will incur, costs and expenses related to her injuries.

RESPONSE: 3M denies that a causal connection has been shown between exposure to PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 36 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 36 of the FAC and each of its subparts.

37. The Plaintiffs have a property interest in their residential property, its water well and associated piping, and in the reasonable use of the groundwater or surface water they use at their property. The Putative Class Members include citizens of states outside of Wisconsin who have felt their economic harm and their principal injuries in the state of their citizenship, which is a state other than Wisconsin.

RESPONSE: To the extent the allegations in Paragraph 37 of the FAC contain legal conclusions and/or characterize the FAC, no response is required. 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 37 of the FAC.

B. DEFENDANTS

38. Defendants Ahlstrom Rhinelander LLC, Ahlstrom NA Specialty Solutions Holdings Inc, and/or Ahlstrom NA Specialty Solutions LLC ("Ahlstrom") own and/or operate a facility at 515 West Davenport Street, Rhinelander, Wisconsin 54501 and 114 W. Kemp St.

Rhineland, Wisconsin 54501. This Complaint refers to this facility as the “Rhineland Paper Mill.” Upon current information and belief, Ahlstrom Rhineland, LLC has a single member, which is Ahlstrom NA Specialty Solutions, LLC. Upon current information and belief, Ahlstrom Specialty Solutions, LLC has a single member, which is Ahlstrom Specialty Solutions Holdings, Inc. Upon current information and belief, Ahlstrom Specialty Solutions Holdings, Inc. is a Delaware Corporation with its principal place of business in Connecticut. Upon current information and belief, Ahlstrom Rhineland LLC, Ahlstrom NA Specialty Solutions Holdings, Inc. and Ahlstrom NA Specialty Solutions, LLC are all citizens of Delaware and Connecticut. The Ahlstrom defendants are primary defendants in this action under 28 U.S.C. 1332(d)(4)(B).

RESPONSE: The allegations contained in Paragraph 38 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 38 of the FAC.

39. At the Rhineland facility, Ahlstrom and its predecessors used PFAS products manufactured by 3M and BASF.

RESPONSE: 3M admits that at certain times it sold certain PFAS-containing products that it manufactured to the then-owner of the Rhineland facility. 3M denies the remaining allegations contained in Paragraph 39 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 39 of the FAC.

40. Ahlstrom then improperly disposed of PFAS-containing waste by spreading tons of this waste on farms in the Rhineland area.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 40 of the FAC.

41. Defendants, Wausau Paper Corp. and Wausau Paper Mills, LLC, (collectively “Wausau Paper”) which formerly owned and operated the Rhineland Paper Mill and/or retains or contractually acquired liability for the prior ownership and operation of the Rhineland Paper Mill. Upon current information and belief, Wausau Paper Mills, LLC has a single member, which is Wausau Paper Corp. Upon current information and belief, Wausau Paper Corp is a Wisconsin Corporation with a principal place of business in Pennsylvania. Upon current information and belief, Wausau Paper Corp. and Wausau Paper Mills, LLC are citizens of Wisconsin and Pennsylvania.

RESPONSE: The allegations contained in Paragraph 41 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 41 of the FAC.

42. Wausau Paper operated the Rhinelander Paper Mill until August 2, 2013 when the Rhinelander Paper Mill was transferred to Ahlstrom and/or its successors in interest.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 42 of the FAC.

43. At the Rhinelander facility, Wausau Paper and its predecessors used PFAS products manufactured by 3M and BASF.

RESPONSE: 3M admits that at certain times it sold certain PFAS-containing products that it manufactured to the then-owner of the Rhinelander facility. 3M denies the remaining allegations of Paragraph 43 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 43 of the FAC.

44. Wausau Paper then improperly disposed of PFAS-containing waste by spreading tons of this waste on farms in the Rhinelander area.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 44 of the FAC.

45. 3M: Defendant 3M Company (f/k/a Minnesota Mining and Manufacturing Company) (“3M”) is a corporation organized and existing under the laws of the State of Delaware with its principal place of business located at 3M Center, St. Paul, Minnesota 55144. At all times relevant, 3M manufactured, marketed, promoted, distributed, and/or sold PFAS including PFOA and/or PFOS to Ahlstrom and/or Wausau Paper for use at the Rhinelander Paper Mill. 3M Company is a primary defendant in this action under 28 U.S.C. 1332(d)(4)(B).

RESPONSE: The allegations contained in Paragraph 45 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M admits that it is a corporation organized under the laws of Delaware with its principal place of business at 3M Center,

St. Paul, Minnesota 55144-1000. 3M further admits that at certain times it sold certain PFAS-containing products that it manufactured to the then-owner of the Rhinelander Paper Mill. 3M denies the remaining allegations contained in Paragraph 45 of the FAC.

46. BASF Corporation: Defendant BASF Corporation (“BASF”) is a Delaware corporation with its principal place of business at 100 Park Avenue, Florham Park, New Jersey 07932. Upon information and belief, BASF acquired Ciba-Geigy Corporation and/or Ciba Specialty Chemicals. BASF is registered to do business in Wisconsin. Upon information and belief, Ciba-Geigy Corporation and/or Ciba Specialty Chemicals does and/or has done business throughout the United States, including Wisconsin. As used throughout this complaint, “BASF” includes all predecessors and entities acquired by BASF, including Ciba-Geigy Corporation and Ciba Specialty Chemicals.

RESPONSE: The allegations contained in Paragraph 46 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 46 of the FAC.

III. JURISDICTION & VENUE

47. This Court has jurisdiction pursuant to 28 U.S.C. §1332(d). Minimal diversity exists between the Plaintiffs and the Defendants. The Plaintiffs are located in Wisconsin, and the Ahlstrom Defendants, 3M, and BASF are incorporated and maintain principal places of business in locations other than Wisconsin, as outlined above. Plaintiffs’ claims exceed the required amount in controversy; this is a class action where the amount in controversy exceeds the sum or value of \$5,000,000, exclusive of interest and costs. The proposed Class would include 100 or more Class Members. Furthermore, this case is a matter of national concern where numerous class actions asserting the same or similar factual allegations on behalf of the same or other persons have been filed against 3M Company within three years of the filing of this class action.² The primary defendants are not all citizens of the State of Wisconsin.

RESPONSE: The allegations contained in Paragraph 47 and footnote 2 of the FAC state legal conclusions as to which no response is required. To the extent a response is required,

² See a listing of litigation including class allegations asserting the same or similar factual allegations (p. 83 et. seq.): <https://www.sec.gov/Archives/edgar/data/66740/000130817924000309/mmm4298631-ars.pdf>. See also, more particularly *Ryan v. Grief, Inc., et al.* Case No. 4:22-cv-4009-MRG, United States District Court for the District of Massachusetts; *Parris v. 3M Company, et al.* Case No. 4:21-cv-00040-TWT, United States District Court for the Northern District of Georgia; *Weatherford v. E.I. DuPont De Nemours & Company, et al.* Case No. 4:22-cv-01427-JDA, United States District Court for the District of South Carolina.

Paragraph 47 and footnote 2 of the FAC purport to refer to a “listing of litigation” and cases. Any such listing and cases speak for themselves, and 3M denies any characterization of that listing or cases by Plaintiffs. 3M denies the allegations contained in Paragraph 47 and footnote 2 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 47 and footnote 2 of the FAC.

48. Venue is appropriate in this judicial district pursuant to 28 U.S.C. §1391(a) because a substantial part of the property that is the subject of the action is situated in this judicial district and division.

RESPONSE: The allegations contained in Paragraph 48 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 48 of the FAC.

IV. FACTUAL ALLEGATIONS COMMON TO ALL PLAINTIFFS AND CLASS MEMBERS

A. THE PFAS CONTAMINANTS AT ISSUE: PFOA AND PFOS, AMONG OTHERS

49. Both PFOA and PFOS fall within a class of chemical compounds known as per- and polyfluoroalkyl substances (“PFAS”). PFAS are sometimes described as long-chain and short-chain compounds, depending on the number of carbon atoms contained in the carbon chain. PFOA and PFOS are considered long-chain PFAS because they each have eight carbon atoms in their chains.

RESPONSE: 3M admits that PFOA and PFOS are chemicals that belong to a class of chemicals referred to by some as perfluoroalkyl acids. 3M further admits that perfluoroalkyl acids belong to a larger class of chemicals that some refer to as “per- and polyfluoroalkyl substances,” or “PFAS.” 3M admits that the terms “long-chain” and “short-chain” are sometimes used to describe PFAS, depending on the number of carbon atoms contained in the carbon chain. 3M further admits that PFOA and PFOS each have eight carbon atoms in their chains and are sometimes described as “long-chain” as a result. 3M denies any and all remaining allegations in

Paragraph 49 of the FAC including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

50. PFOA and PFOS are stable, man-made chemicals. They are highly water soluble, persistent in the environment and resistant to biologic, environmental, or photochemical degradation. Because these compounds are water soluble and do not readily adsorb to sediments or soil, they tend to stay in the water column and can be transported long distances. PFOA, PFOS and PFAS are frequently referred to as “forever chemicals” because of their ability to resist breakdown and degradation in the environment. Coincidentally, these same attributes give PFAS chemicals an especially long shelf life often times exceeding 20-25 years and probably as long as 40 years.

RESPONSE: 3M admits that PFOS and PFOA are human-made chemicals that, under certain circumstances, are biologically and chemically stable, may be water soluble, and may resist degradation in the environment under certain circumstances. 3M further admits that, under certain circumstances, certain PFAS may be mobile in the environment. 3M admits that the term “forever chemicals” constitutes a common nomenclature for certain PFAS chemicals, but denies that this characterization has any scientific or legal validity or relevance. 3M denies the remaining allegations contained in Paragraph 50 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

51. Both PFOA and PFOS 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.³

RESPONSE: 3M admits that PFOA and PFOS have been detected in water, soil, and air samples at various locations globally and that PFOA and PFOS have been detected in certain samples of human foods, breast milk, umbilical cord blood, and human serum. The allegations

³ See Agency for Toxic Substances and Disease Registry, “Per- and Polyfluoroalkyl Substances and Your Health,” available at <https://www.atsdr.cdc.gov/pfas/health-effects/index.html> (last accessed 11/22/2022).

contained in Paragraph 51 and footnote 3 of the FAC purport to refer to a webpage by the Agency for Toxic Substances and Disease Registry. Any such webpage speaks for itself, and 3M denies the characterization of that webpage by Plaintiffs. 3M denies the remaining allegations in Paragraph 51 and footnote 3 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

52. Moreover, PFOA and PFOS are persistent in the human body and resistant to metabolic degradation. A short-term exposure can result in a body burden that persists for years and can increase with additional exposures.⁴

RESPONSE: 3M admits that the half-lives of PFOA and PFOS in human sera may extend up to several years in certain people and that, depending on the frequency and extent of exposures to these substances, under certain circumstances serum levels can increase with continued exposures. The allegations contained in Paragraph 52 and footnote 4 of the FAC purport to refer to Health Effects Support Documents by the EPA. Any such documents speak for themselves, and 3M denies the characterization of those documents by Plaintiffs. 3M denies the remaining allegations in Paragraph 52 and footnote 4 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

53. Notably, from the time these two compounds were first produced, information has since emerged showing negative health effects caused by exposure to PFOA and PFOS. According

⁴ See U.S. Env'tl. Protection Agency ("EPA"), Office of Water Health and Ecological Criteria Division, "Health Effects Support Document for Perfluorooctanoic Acid (PFOA)," EPA Document Number: 822-R-16-003, available at https://www.epa.gov/sites/default/files/2016-05/documents/pfoa_hesd_final-plain.pdf (last accessed 11/22/2022); see also EPA, Office of Water Health and Ecological Criteria Division, "Health Effects Support Document for Perfluorooctane Sulfonate (PFOS)," EPA Document Number: 822-R-16-002, available at https://www.epa.gov/sites/default/files/2016-05/documents/pfos_hesd_final_508.pdf (last accessed 11/22/2022).

to the EPA, studies indicate that exposure of PFOA and PFOS over certain levels may result in a number of adverse impacts to human health.^{5 6}

RESPONSE: The allegations contained in Paragraph 53 and footnotes 5 and 6 of the FAC purport to refer to documents by the EPA. Any such documents speak for themselves, and 3M denies the characterization of those documents by Plaintiffs. 3M denies that a causal connection has been established between exposure to any PFOA and PFOS at levels typically found in the environment and any human health effects. 3M denies the remaining allegations in Paragraph 53 and footnotes 5 and 6 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

54. In June 2022, after evaluating over 400 studies published since 2016 and applying human health risk assessment approaches, tools, and models, EPA concluded that the new data indicates that the levels of PFOA and/or PFOS exposure at which negative outcomes could occur are much lower than previously understood when the agency issued its 2016 HAs for PFOA and PFOS (70 parts per trillion or ppt). In 2022, EPA announced new Interim Updates Health Advisory levels for PFOA of 0.004 ppt and 0.02 ppt for PFOS.⁷

RESPONSE: The allegations contained in Paragraph 54 and footnote 7 purport to refer to conclusions by the EPA and “Interim Updates Health Advisory levels.” Any such conclusions and levels speak for themselves, and 3M denies any characterization of those conclusions and levels by Plaintiffs. To the extent a further response is required, 3M denies that a causal connection has been established between exposure to PFOA and PFOS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 54

⁵ See EPA, “Fact Sheet PFOA & PFOS Drinking Water Health Advisories,” EPA Document Number: 800-F-16-003, available at <https://www.epa.gov/sdwa/drinking-water-health-advisories-pfoa-and-pfos> (last accessed 11/22/2022).

⁶ See EPA, “Health Effects Support Document for Perfluorooctane Sulfonate (PFOS),” Document Number: 822 R-16-002, available at https://www.epa.gov/sites/default/files/2016-05/documents/pfos_hesd_final_508.pdf (last accessed 11/22/2022).

⁷ EPA, “Technical Fact Sheet: Drinking Water Health Advisories for Four PFAS (PFOA, PFOS, GenX chemicals, and PFBS),” EPA Document Number 822-F-22-002, available at <https://www.epa.gov/system/files/documents/2022-06/technical-factsheet-four-PFAS.pdf> (last accessed June 30, 2022).

and footnote 7 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

55. In March 2023, EPA proposed Maximum Contaminant Levels (MCL) for six PFAS in drinking water: PFOA, PFOS, PFHxS, PFNA, GenX, and PFBS. For PFOA and PFOS, EPA established a MCL of 4 ppt. For the other four compounds, EPA's MCL is based on a hazard index where all four compounds are considered together. The maximum amount of each PFAS that could be allowed without exceeding the EPA MCL is as follows: GenX – 10 ppt; PFBS – 2000 ppt; PFNA – 10 ppt; PFHxS – 9 ppt. EPA finalized these MCLs on April 10, 2024.⁸

RESPONSE: The allegations contained in Paragraph 55 and footnote 8 purport to refer to proposed maximum contaminant levels proposed by EPA. Any such proposed maximum contaminant levels speak for themselves, and 3M denies any characterization of those proposed maximum contaminant levels by Plaintiffs. To the extent a further response is required, 3M denies that a causal connection has been established between exposure to PFOA and PFOS at levels typically found in the environment and any human health effects. 3M denies the remaining allegations contained in Paragraph 55 and footnote 8 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

56. On April 19, 2024 the EPA released a final rule designating PFOA and PFOS as hazardous substances under the Comprehensive Environmental Response Compensation, and Liability Act. The EPA stated that it “reached this decision after evaluating the available scientific and technical information about PFOA and PFOS and determining that they may present a substantial danger to the public health or welfare or the environment when released.”⁹ The EPA expressly declined to exclude paper mill sludge from the final rule, finding that there was no evidence that paper mill sludge and biosolids do not present a substantial danger to public health, welfare, or the environment.¹⁰

⁸ <https://www.epa.gov/sdwa/and-polyfluoroalkyl-substances-pfas>

⁹ <https://www.govinfo.gov/content/pkg/FR-2024-05-08/pdf/2024-08547.pdf>

¹⁰ <https://www.govinfo.gov/content/pkg/FR-2024-05-08/pdf/2024-08547.pdf>

RESPONSE: The allegations contained in Paragraph 56 and footnotes 9 and 10 purport to refer to a final rule released by the EPA. Any such final rule speaks for itself, and 3M denies any characterization of that final rule by Plaintiffs. To the extent a further response is required, 3M denies that a causal connection has been established between exposure to PFOA and PFOS at levels typically found in the environment and any human health effects. 3M denies the remaining allegations contained in Paragraph 56 and footnotes 9 and 10 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

57. PFAS have been categorized as endocrine disruptors that interfere with the normal function of the endocrine system and the reproductive and biological processes associated with it.

RESPONSE: 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies any remaining allegations contained in Paragraph 57 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

58. PFAS chemicals have also been characterized as immunotoxin due to their adverse effect on the human immune system. Children exposed prenatally to PFAS show deficient antibody responses.

RESPONSE: 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies any remaining allegations contained in Paragraph 58 of the FAC, including on the basis that they

are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

B. DEFENDANTS' KNOWLEDGE AND CONCEALMENT OF PFOA/PFOS HAZARDS

59. On information and belief, by the 1970s, Defendant 3M knew, or reasonably should have known, among other things, that: (1) PFOA and PFOS are toxic; and (2) upon entering the environment, PFOA and PFOS migrate through the subsurface, mix easily with groundwater, resist natural degradation, render drinking water unsafe and/or non-potable, and can be removed from property and drinking water supplies only at substantial expense.

RESPONSE: The allegations in Paragraph 59 state legal conclusions to which no response is required. To the extent a response is required, 3M denies the allegations in Paragraph 59 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

60. At all times pertinent herein, Defendants also knew or should have known that PFOA and PFOS present a risk to human health and 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 PFOA and PFOS are known carcinogens that cause genetic damage.

RESPONSE: The allegations contained in Paragraph 60 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 60 of the FAC as they pertain to 3M, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony. 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 60 of the FAC.

61. For instance, 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.¹¹

RESPONSE: The allegations contained in Paragraph 61 and footnote 11 of the FAC purport to refer to data published by 3M and an article by the Environmental Working Group. Any such data and article speak for themselves, and 3M denies the characterization of that data and article by Plaintiffs. 3M denies the remaining allegations in Paragraph 61 and footnote 11 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

62. By the early 1980s, 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.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 62 directed at "the industry" and, on that basis, denies them. 3M denies that a causal connection has been established between exposure to PFOS at levels typically found in the environment and any human health effects. 3M denies the remaining allegations contained in Paragraph 62 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

63. Beginning in 1983, 3M documented a trend of increasing levels of PFOS in the bodies of 3M workers. In an internal memo, 3M's medical officer warned: "[W]e 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."¹²

RESPONSE: The allegations contained in Paragraph 63 and footnote 12 of the FAC purport to refer to documentation by 3M and an article by the Environmental Working Group. Any

¹¹ See Env'tl. Working Group ("EWG"), "New Data on Half Life of Perfluorochemicals in Serum," available at <http://www.ewg.org/research/duPont-hid-teflon-pollution-decades> (last accessed 11/22/2022) (in particular, please refer to the "Letter from 3M to Office of Pollution Prevention and Toxics," referenced in the article).

¹² See *id.* (in particular, please refer to the "Organic Fluorine Levels" Memorandum referenced in the article).

such documentation and article speak for themselves, and 3M denies the characterization of that documentation and article by Plaintiffs. 3M denies the remaining allegations in Paragraph 63 and footnote 12 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

64. BASF was aware and knew of 3M's research and prior studies regarding PFOS and PFOA. Moreover, BASF, and its suppliers conducted independent studies, research and analysis regarding the adverse correlation between PFOS, PFOA, and human health. BASF was further on notice of dangers posed by fluorochemical products when 3M stopped selling PFOS-containing fluorochemical products in or around 2000.

RESPONSE: 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 64 of the FAC.

65. BASF sold PFOA-containing fluorochemical products after 3M stopped selling PFOS-containing fluorochemical products to the Rhinelander Mill. BASF minimized the risks associated with its fluorochemical products and failed to properly notify the Mill of risks to health and the environment associated with its fluorochemical products.

RESPONSE: 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 65 of the FAC.

66. Notwithstanding their respective knowledge of the dangers involved with PFAS Products, 3M and BASF willfully, negligently and carelessly: (1) designed, manufactured, marketed, and/or sold PFAS Products containing PFOA and/or PFOS; (2) issued instructions on how PFAS Products should be used and disposed of, thus improperly permitting PFOA and/or PFOS to contaminate soil and groundwater; (3) failed to recall and/or warn users of PFAS Products of the dangers of soil and groundwater contamination as a result of the standard use and disposal of these products; and, (4) further failed and refused to issue the appropriate warnings and/or recalls to the users of PFAS Products, notwithstanding the fact that Defendants knew the identity of those users.

RESPONSE: The allegations contained in Paragraph 66 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 66 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 66 of the FAC.

67. The Rhinelander Paper Mill was established in approximately 1903. It was acquired or through merger and acquisition became Wausau Paper in approximately 1997. In approximately August of 2013 Wausau Paper Mills, LLC and Wausau Paper Corp. sold the Rhinelander Paper Mill to Expera Specialty Solutions, LLC and/or other successors in interest to Ahlstrom. Through these names changes, mergers and/or acquisitions there was an identity of ownership which remained the same. Additionally, or in the alternative, as part of the sale of the Rhinelander Paper Mill from Wausau Paper Mills, LLC and Wausau Paper Corp, Wausau Paper contractually retained some or all pre-sale liabilities related to the Rhinelander Paper Mill.

RESPONSE: The allegations contained in Paragraph 67 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 67 of the FAC.

68. In Wisconsin, the spreading of paper mill sludge is regulated by the Wisconsin Department of Natural Resources (DNR). Before spreading sludge, companies need to obtain permits that require them to assess and report on the soil characteristics of the land where the sludge will be applied. Sandy soil is known for its high permeability, which influences how contaminants in the sludge migrate into groundwater.

RESPONSE: The allegations contained in Paragraph 68 of the FAC state legal conclusions as to which no response is required. To the extent a further response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 68 of the FAC. 3M denies the remaining allegations in Paragraph 68 of the FAC, including on the basis that they are incomplete and/or inaccurate descriptions of complex scientific and technical matters and therefore the proper subject of expert testimony.

69. Upon information and belief, Defendants failed to inform the DNR that the sludge contained elevated and dangerous concentrations of PFAS chemicals.

RESPONSE: 3M denies the allegations contained in Paragraph 69 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 69 of the FAC.

70. For decades until the present, Ahlstrom, Wausau Paper and their predecessors delivered and applied PFAS-laden waste sludge to landowners in the area. As reflected in Annual Land Application Reports, Ahlstrom and Wausau Paper spread millions of pounds of this waste sludge over thousands of acres of farmland. Upon information and belief, neither Ahlstrom nor Wausau Paper warned the property owners of the dangers associated with PFAS applied to their properties, nor did they warn landowners in communities that could be affected by their waste application.

RESPONSE: The allegations contained in Paragraph 70 of the FAC purport to refer to Annual Land Application Reports. Any such reports speak for themselves, and 3M denies the characterization of those reports by Plaintiffs. 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 70 of the FAC.

71. Upon information and belief, Ahlstrom, Wausau Paper, and their predecessors knew or should have long known of the dangers associated with PFAS in products made and used at the Rhinelander Paper Mill and knew that disposal of PFAS-containing waste on farmlands could lead to groundwater contamination.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 71 of the FAC.

72. Upon information and belief, at no point did Ahlstrom, Wausau Paper, or their predecessors advise the owners of land upon which Rhinelander Paper Mill waste was applied that the Mill's waste may contain dangerous PFAS forever chemicals, including PFOA or PFOS.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 72 of the FAC.

73. Ahlstrom, Wausau Paper, and their predecessors operated, owned, and/or had responsibility for the Rhinelander Paper Mill during time periods relevant to Plaintiffs' claims. Ahlstrom, Wausau Paper, and their predecessors maintained the same employees, products, and facilities through the various mergers, acquisitions and/or name changes. Ahlstrom and/or Wausau Paper merged with, acquired, and/or created other businesses by merger, acquisition, name change, and/or otherwise expressly and impliedly agreed and/or assumed obligations and liability under applicable contracts, and had a duty to remedy the past wrongs of those parties for whose fault or obligations they are legally responsible. To the extent that Ahlstrom and/or Wausau Paper acquired

the business or assets of a predecessor without a formal merger, Ahlstrom and/or Wausau Paper is liable under the de facto merger and mere continuation doctrines of Wisconsin law. In the alternative, Ahlstrom and/or Wausau Paper contractually assumed and/or transferred liabilities related to the Rhinelander Paper Mill.

RESPONSE: The allegations contained in Paragraph 73 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 73 of the FAC.

74. As a direct result of Defendants' acts alleged in this Complaint, Plaintiffs' Properties have been contaminated, and will continue to be contaminated, with PFOA and PFOS. This has created an environmental and public health hazard until such contamination may be remediated. As a direct and proximate result, Plaintiffs must assess, evaluate, investigate, monitor, remove, clean up, correct, and remediate PFAS contamination from their properties at significant expense, loss and damage to Plaintiffs.

RESPONSE: The allegations contained in Paragraph 74 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been shown between exposure to PFOS and PFOA at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 74 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 74 of the FAC.

75. Defendants had a duty to evaluate and test such products adequately and thoroughly to determine their environmental fate and transport characteristics and potential human health and environmental impacts before they sold such products, but they breached this duty. Defendants moreover breached their duty to minimize the environmental harm caused by PFOA and PFOS and other PFAS forever chemicals. Moreover, Defendants failed to warn Plaintiffs of the known risks for environmental and health hazards arising from the usage of Defendants' PFAS in their intended manner for its intended purpose.

RESPONSE: The allegations contained in Paragraph 75 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been shown between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 75

of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 75 of the FAC.

C. THE IMPACT OF PFOA AND PFOS ON PLAINTIFFS AND CLASS MEMBERS

76. As discussed above, Plaintiffs own real properties injured by PFAS. Some Plaintiffs and Class Members own private drinking water wells contaminated with PFAS, some own real property contaminated with PFAS, and some own property with or around surface waterbodies that are contaminated with PFAS. Plaintiffs and Class Members with contaminated private wells have been regularly exposed to dangerously high levels PFOS and PFOA compounds.

RESPONSE: To the extent a response is required, 3M denies that a causal connection has been shown between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 76 of the FAC.

77. The detection and/or presence of PFAS -- including PFOA and PFOS -- and the threat of further detection and/or presence of PFAS, on Plaintiffs' Properties and in contaminated waterbodies has resulted, and will continue to result, in significant injury and damage to Plaintiffs.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 77 of the FAC.

78. The invasion of Plaintiffs' Properties with PFOA and PFOS is continuous and recurring, as new contamination flows regularly and constantly into Plaintiffs' Properties each day—the result of which is a new harm to each Plaintiff and its property in each and every occurrence.

RESPONSE: The allegations contained in Paragraph 78 state legal conclusions to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 78 of the FAC.

79. The injuries to Plaintiffs and Class Members caused by Defendants' conduct constitute an unreasonable interference with, and damage to, the limited subterranean and surficial supplies of fresh drinking water on which Plaintiffs' wells depend. Defendants' actions have also caused an unreasonable interference with the land where Defendants caused PFAS to be land applied and with the contaminated surface waterbodies located on or adjacent to Plaintiffs' and Class Members' properties.

RESPONSE: The allegations contained in Paragraph 79 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 79 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 79 of the FAC.

80. Plaintiffs' exposure to PFAS has occurred, and continues to occur, on a daily basis. This repeated exposure has caused Plaintiffs considerable fear and concern.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 80 of the FAC.

81. Through this action, Plaintiffs seek to recover damages (including but not limited to compensatory, punitive, and/or consequential damages) arising from both personal injury to certain Plaintiffs, the continuous and ongoing contamination of all Plaintiffs' Properties by Defendants' PFAS, and the continuous and ongoing harm to Plaintiffs and Class Members caused by contamination of surface waterbodies located on or adjacent to Plaintiffs' and Class Members' properties. Such damages moreover include, but are not limited to, the past and future costs of restoring and remediating contamination from their real properties and drinking water wells, loss of use and enjoyment of property, increased costs for septic tank cleanout caused by the presence of the defendants hazardous chemicals, past and future medical expenses (for those alleging personal injuries), loss of earnings, and household expenses, among others.

RESPONSE: To the extent the allegations in Paragraph 81 of the FAC contain legal conclusions and/or characterize the FAC, no responsive pleading is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 81 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations

contained in Paragraph 81 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

CLASS ACTION ALLEGATIONS

82. Plaintiffs, Heidi Stolt, Denise Terbeest, Dave Gorman, Lucinda Marquardt, Jerome Kuczmarski, and JP Venden Investments LLC, on behalf of themselves and all others similarly situated bring this action for injury in fact as a result of the presence of PFAS at Plaintiffs' properties and in waterbodies at or adjacent to Plaintiffs' properties as a result of Defendants' unlawful conduct, excluding personal injury damage.

RESPONSE: The allegations contained in Paragraph 82 of the FAC state legal conclusions and reflect Plaintiffs' characterization of the FAC as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 82 and expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

83. The proposed Class Definition is "all owners of real property in Oneida County generally within the map depicted below and within the red outline of the class area since September 2022 where the land application of PFAS-containing paper mill sludge has caused harm to property, including (1) properties in the contaminated area where land application of sludge from the Rhinelander Mill has caused contamination of groundwater and the sole source of drinking water to the property is groundwater, including but not limited to those properties where an existing private well has been found to contain PFAS; (2) properties where PFAS-containing paper mill sludge has been land applied; and (3) properties located adjacent to – or which possess riparian rights to – Snowden Lake, Moen Lake, Second Lake, Third Lake, Fourth Lake, Fifth Lake, Starks Creek, the north branch of the Pelican River, or any other surface waterbody within the geographic limitations outlined above that contains PFAS as a result of the land application of PFAS-containing paper mill sludge from the Rhinelander Mill.

RESPONSE: The allegations contained in Paragraph 83 of the FAC state legal conclusions and reflect Plaintiffs' characterization of the FAC as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 83 of the

FAC and expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

84. The Class is divided into the following subclasses:

- a. Property owners whose property is located in the contaminated area where land application of sludge from the Rhinelander Mill has caused contamination of groundwater and the sole source of drinking water to the property is groundwater. Heidi Stolt, Denise Terbeest, Dave Gorman, and/or Lucinda Marquardt are proposed class representatives for this subclass.
- b. Property owners whose property was a site of land application of sludge from the Rhinelander Mill. Jerome Kuczmarski is the class representative for this subclass. ("Sludge Application Subclass")
- c. Property owners whose properties are located adjacent to Snowden Lake, Moen Lake, Second Lake, Third Lake, Fourth Lake, Fifth Lake, Starks Creek, the north branch of the Pelican River, or any other surface waterbody that contains PFAS as a result of the land application of PFAS-containing paper mill sludge from the Rhinelander Mill. Heidi Stolt, Denise Terbeest, Dave Gorman, JP Venden Investments LLC, and/or Lucinda Marquardt are proposed class representatives for this subclass.

RESPONSE: The allegations contained in Paragraph 84 of the FAC state legal conclusions and reflect Plaintiffs' characterization of the FAC as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 84 of the FAC and expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

85. Excluded from the putative class are Defendants and their officers and directors.

RESPONSE: The allegations contained in Paragraph 85 of the FAC state legal conclusions and reflect Plaintiffs' characterization of the FAC as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 85 and

expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

86. Plaintiffs reserve the right to modify or amend the Class Definition before the Court determines whether certification is appropriate.

RESPONSE: 3M denies the allegations contained in Paragraph 86 and expressly denies that the proposed classes (or any subclasses) may be properly certified or maintained under the Federal Rules of Civil Procedure, or that it would be appropriate at this stage of the litigation for Plaintiffs to seek to amend their class definitions.

87. Ascertainability. The members of the Class are readily ascertainable by reference to public property records, land application records, water testing records, and personal and employment records.

RESPONSE: The allegations contained in Paragraph 85 of the FAC state legal conclusions to which no responsive pleading is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 87 of the FAC. 3M denies the allegations contained in Paragraph 87 of the FAC and expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

88. Numerosity. The members of the Class are so numerous that their individual joinder is impracticable. Upon information and belief, there are over 100 putative Class Members.

RESPONSE: 3M lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 88 of the FAC regarding the number of individuals meeting the requirements of Plaintiffs' proposed class definitions. The remaining allegations contained in Paragraph 88 of the FAC state legal conclusions as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 88 of the FAC and expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

89. Existence and predominance of Common Questions of Law and Fact. Common questions of law and fact that exist as to all members of the Class predominate over any questions affecting only individual class members. All members of the Class have been subject to the same conduct and suffer injuries as a result. Questions of law or fact which are common to the Class, as set forth in this Complaint, predominate over questions affecting individual members because class members are similarly situated victims of Defendants' common course of conduct. Defendants' conduct similarly harmed all Class Members because Defendants designed, manufactured, promoted, sold, and disposed of PFAS in a way that led to the injury of Plaintiffs' properties. In addition, Defendants have no defenses specific to individual Class Members, and Defendants' defenses, if any, apply equally to all members of a subclass. The common legal and factual questions include, but are not limited to, the following:

- a. whether PFAS are unreasonably dangerous;
- b. whether PFAS applied to land as waste contaminated nearby properties, surface waterbodies, and private wells;
- c. whether Defendants could have reasonably foreseen that PFAS, when used and disposed of as intended, would contaminate nearby properties, surface waterbodies, and private wells;
- d. whether the presence of PFAS on properties and in private wells constitutes trespass or nuisance;
- e. whether Defendants owed Plaintiffs and Class Members a duty to ensure that their PFAS, when used and disposed of as intended, did not contaminate properties, private wells, and surface waterbodies;
- f. whether Defendants owed Plaintiffs and Class Members a duty to warn about hazards associated with PFAS when used and disposed of as intended or reasonably foreseen;
- g. whether Defendants owed Plaintiffs and Class Members a duty to warn about PFAS Products' propensity to expose individuals to PFAS through contamination of properties and private wells;
- h. whether Defendants breached their duties;
- i. whether Defendants' actions directly and proximately caused Plaintiffs' and Class Members' injuries and damages;
- j. who among the Defendants' holds legal responsibility for harm caused by the land application of PFAS;
- k. when PFAS-containing products were used at the Rhinelander Mill;
- l. when PFAS-containing sludge from the Rhinelander Mill was land applied in the Stella area;

m. whether Defendants' conduct supports an award of punitive damages.

RESPONSE: The allegations contained in Paragraph 89 of the FAC and each of its subparts state legal conclusions as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 89 of the FAC and each of its subparts that are directed to 3M and expressly denies that the proposed classes may be properly certified as against 3M or maintained under the Federal Rules of Civil Procedure.

90. Typicality. Plaintiffs' claims are typical of the claims of the members of the Class in that Plaintiffs are members of the Subclass that Plaintiffs seek to represent. Plaintiffs own properties injured by PFAS compounds from the Rhinelander Paper Mill.

RESPONSE: The allegations contained in Paragraph 90 of the FAC state legal conclusions as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 90 and expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

91. Adequacy of Representation. Plaintiffs will fairly and adequately protect the interests of the members of the Class. Plaintiffs have retained counsel experienced in litigating environmental torts, products liability, personal injury, and class actions. Plaintiffs have no adverse or antagonistic interests to those in the Class and will fairly and adequately protect the interests of the Class. Plaintiffs' attorneys are aware of no interests adverse or antagonistic to those of the Plaintiffs and proposed Class.

RESPONSE: The allegations contained in Paragraph 91 of the FAC state legal conclusions as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 91 and expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

92. Superiority. A class action is superior to any other theoretically available method for the fair and efficient adjudication of this controversy. Significant economies of time, effort, and expense will inure to the benefit of the Court and the parties in litigation of essentially identical issues on a class-wide rather than a repetitive individual basis. Individualized litigation would create the danger of inconsistent or contradictory judgments arising from the same set of facts. Individualized litigation would also increase the delay and expense to all parties and the court system and the issues raised by this action. The damages or other financial detriment suffered by individual Class members may be relatively small compared to the burden and expense that would

be entailed by individual litigation of the claims against the Defendants. By contrast, the class action device presents far fewer management difficulties, and provides the benefits of single adjudication, economy of scale, and comprehensive supervision by a single court. No unusual difficulties are likely to be encountered in the management of this class action, and concentrating the litigation in a single forum is particularly convenient to the parties.

RESPONSE: The allegations contained in Paragraph 92 of the FAC state legal conclusions as to which no responsive pleading is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 92 and expressly denies that the proposed classes may be properly certified or maintained under the Federal Rules of Civil Procedure.

VI. FIRST CAUSE OF ACTION

Class and Individual Claims for Strict Liability - Design Defect and/or Defective Product (against 3M, BASF Corporation & John Doe Defendants)

93. Plaintiffs, on behalf of themselves and others similarly situated, reallege and reaffirm each and every allegation set forth in all preceding paragraphs as if fully restated in this section.

RESPONSE: 3M incorporates by reference its responses to Paragraphs 1 through 92 of the FAC as if fully set forth herein.

94. As a manufacturer, designer, formulator, distributor, supplier, seller and marketer of products containing PFAS, including PFOA and PFOS, Defendants owed a duty to all persons whom its PFAS Products might foreseeably harm, not to market and sell any product which poses an unreasonable risk of injury from its intended and foreseeable uses.

RESPONSE: The allegations contained in Paragraph 94 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 94 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 94 of the FAC.

95. Defendants designed, manufactured, formulated, promoted, marketed, distributed, exchanged and/or sold PFAS products.

RESPONSE: 3M admits that it has, at certain times, manufactured and sold certain PFAS and PFAS-containing products. 3M denies the remaining allegations contained in Paragraph 95 of

the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 95 of the FAC.

96. Defendants designed, manufactured, formulated, set specifications for, exchanged, promoted, marketed and/or otherwise supplied (directly or indirectly) PFAS Products that were used at the Rhinelander Paper Mill and ultimately contaminated Plaintiffs' property.

RESPONSE: 3M admits that at certain times it sold certain PFAS-containing products that it manufactured to the then-owner of the Rhinelander Paper Mill. 3M denies the remaining allegations contained in Paragraph 96 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 96 of the FAC.

97. At all relevant times, the foreseeable risks of harm posed by Defendants' products could have been reduced or avoided by the adoption of a reasonable alternative design by the manufacturer, and the omission of the alternative design rendered the products not reasonably safe.

RESPONSE: The allegations contained in Paragraph 97 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 97 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 97 of the FAC.

98. Defendants represented, asserted, claimed and warranted that PFAS Products did not require any special handling or precautions with respect to disposal to prevent PFAS contamination of property and human exposure.

RESPONSE: The allegations contained in Paragraph 98 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 98 of the FAC as they pertain to 3M, and 3M lacks knowledge or

information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 98 of the FAC.

99. Defendants knew or reasonably should have known that PFAS Products were to be purchased and used by Ahlstrom and/or Wausau Paper without inspection for defects.

RESPONSE: The allegations contained in Paragraph 99 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 99 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 99 of the FAC.

100. When Defendants placed PFAS Products into the stream of commerce, they were defective, unreasonably dangerous, and not reasonably suited for intended, foreseeable and ordinary transportation, storage, handling, and uses for the following reasons, among others:

- a. PFAS compounds have a tendency to mix with groundwater and migrate great distances;
- b. PFAS compounds readily escape from PFAS Products and have a tendency to mix with nearby waste;
- c. unintended discharges of PFAS from PFAS products are commonplace;
- d. PFAS Products cause extensive groundwater contamination when used and disposed of in a foreseeable and intended manner;
- e. PFAS compounds persist in the environment and resist biodegradation;
- f. certain PFAS compounds biodegrade to PFOA and PFOS;
- g. even at extremely low levels, PFAS, including PFOA and PFOS render drinking water unsuitable for human consumption and use;
- h. PFAS, including PFOA and PFOS pose significant threats to the public health and welfare and the environment;
- i. PFAS, including PFOA and PFOS are associated with serious human health risks including the risk of cancers;
- j. Defendants failed to conduct reasonable, appropriate or adequate scientific studies to evaluate the environmental fate and transport and potential human

health effects of PFAS, including PFOA and PFOS before marketing PFAS Products

- k. At all times relevant to this action, feasible alternatives that would have eliminated the unreasonable danger posed by PFAS, including PFOA and PFOS, without excessive costs or loss of product efficiency, were available.

RESPONSE: The allegations contained in Paragraph 100 of the FAC and each of its subparts state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 100 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 100 of the FAC and each of its subparts.

101. The defective conditions existed at the time the product left the control of the manufacturer, the product reached the user without substantial change in the condition in which it was sold, and the defective condition ultimately caused Plaintiffs' damages.

RESPONSE: The allegations contained in Paragraph 101 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 101 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 101 of the FAC.

102. Upon information and belief, Defendants specifically represented that their PFAS products had significant periods of useful life, spanning beyond 15 years.

RESPONSE: The allegations contained in Paragraph 102 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 102 of the FAC as they pertain to 3M, and 3M lacks

knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 102 of the FAC.

103. At all times relevant to this action, PFAS Products were dangerous to an extent beyond that which would be contemplated by the ordinary consumer, and/or the risk of harm to public health and welfare and the environment posed by PFAS Products outweighed the cost to defendant of reducing or eliminating such risk.

RESPONSE: The allegations contained in Paragraph 103 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 103 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 103 of the FAC.

104. At all times relevant to this action, PFAS Products were used in a manner in which they were foreseeably intended to be used and without substantial change in their condition, and as a proximate result of the defects previously described, PFAS proximately caused Plaintiffs to sustain the injuries and damages set forth in this Complaint.

RESPONSE: The allegations contained in Paragraph 104 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 104 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 104 of the FAC.

105. As a direct and proximate result of defendants' acts and omissions as alleged in this Complaint:

- a. Plaintiffs' water supplies were and continue to be contaminated with PFOA, PFOS, and other PFAS compounds;
- b. Plaintiffs were exposed to hazardous chemical substances through their ordinary use of contaminated water for drinking, cooking, bathing, and cleaning; and

- c. Plaintiffs' properties were and continue to be contaminated such that they have incurred, are incurring, and will incur, substantial costs for investigation, remediation, cleanup, restoration, removal, treatment, and monitoring. Additionally, Plaintiffs may be forced to incur substantial costs to connect their homes to a municipal water supply, and they would then face monthly charges and bills for water use.

RESPONSE: The allegations contained in Paragraph 105 of the FAC and each of its subparts state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 105 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 105 of the FAC and each of its subparts.

106. As a further direct and proximate result of the acts and omissions of the defendants alleged in this Complaint, Plaintiffs have sustained and will sustain other substantial expenses and damages, in an amount within the jurisdictional limits of this Court, for which defendants are strictly, jointly and severally liable.

RESPONSE: The allegations contained in Paragraph 106 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 106 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 106 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

107. The injuries to Plaintiffs caused and/or threatened by defendants' acts and omissions as alleged in this Complaint are indivisible.

RESPONSE: The allegations contained in Paragraph 107 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks

knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 107 of the FAC.

108. 3M and BASF knew that it was substantially certain that the acts and omissions described above would threaten public health and cause extensive contamination of property and drinking water supplies. 3M and BASF committed each of the above-described acts and omissions maliciously, fraudulently, willfully and/or wantonly, with conscious disregard for probable injury, or with gross negligence or oppressiveness. Such conduct was not the result of a mistake of fact or law, honest error or judgment, overzealousness, mere negligence, or other human failing.

RESPONSE: The allegations contained in Paragraph 108 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 108 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 108 of the FAC.

109. 3M and BASF's conduct is reprehensible, despicable, and was performed to promote sales of PFAS Products in conscious and/or reckless disregard of the known risks of injury to health and property. 3M and BASF acted with conscious, willful, and wanton disregard of the probable dangerous consequences of that conduct and its foreseeable impact upon Plaintiffs. Therefore, Plaintiffs request an award of exemplary and punitive damages in an amount reasonable, appropriate, and sufficient to punish this Defendant and deter it from ever committing the same or similar acts.

RESPONSE: The allegations contained in Paragraph 109 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 109 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 109 of the FAC.

3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

VII. SECOND CAUSE OF ACTION

Class and Individual Claims for Strict Liability - Failure to Warn / Inadequate Instructions or Warnings (against 3M, BASF, and John Doe Defendants)

110. Plaintiffs, on behalf of themselves and others similarly situated, reallege and reaffirm the allegations set forth in all preceding paragraphs.

RESPONSE: 3M incorporates by reference its responses to Paragraphs 1 through 109 of the FAC as if fully set forth herein.

111. Defendants designed, manufactured, formulated, promoted, marketed, distributed, exchanged and/or sold PFAS Products to commercial users including Ahlstrom and/or Wausau Paper.

RESPONSE: 3M admits that at certain times it has sold certain PFAS-containing products that it manufactured to certain users, including Wausau Paper. 3M denies the allegations contained in Paragraph 111 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 111 of the FAC.

112. Defendants designed, manufactured, formulated, set specifications for, exchanged, promoted, marketed and/or otherwise supplied (directly or indirectly) PFAS Products that were delivered to Ahlstrom and/or Wausau Paper and onto Plaintiffs' properties.

RESPONSE: 3M admits that at certain times it sold certain PFAS-containing products that it manufactured to Wausau Paper. 3M denies the allegations contained in Paragraph 112 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 112 of the FAC.

113. Defendants represented, asserted, claimed and warranted that PFAS Products could be used without special handling or precautions.

RESPONSE: The allegations contained in Paragraph 113 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies

the allegations contained in Paragraph 113 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 113 of the FAC.

114. PFAS Products are defective and unreasonably dangerous products for the reasons set forth in paragraphs above.

RESPONSE: The allegations contained in Paragraph 114 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 114 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 114 of the FAC.

115. Defendants knew, or reasonably should have known, of the foreseeable risks and defects of PFAS Products. Defendants nonetheless failed to provide adequate warnings of the known and foreseeable risks of PFAS Products, including contamination of properties and water supplies with PFOA and PFOS. And Defendants failed to provide adequate instructions regarding the use and disposal of its PFAS products to prevent contamination of properties and water supplies with PFOA and PFOS.

RESPONSE: The allegations contained in Paragraph 115 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 115 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 115 of the FAC.

116. The harm posed by Defendants' PFAS products could have been reduced or avoided by the provision of reasonable instructions or warnings by Defendants to its customers and the omission of the instructions or warnings rendered their PFAS Products not reasonably safe.

RESPONSE: The allegations contained in Paragraph 116 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 116 of the FAC as they pertain to 3M, and 3M lacks

knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 116 of the FAC.

117. Defendants knew, or reasonably should have known, that its customers would use and dispose of PFAS products in a way that could lead to contamination of water supplies.

RESPONSE: The allegations contained in Paragraph 117 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 117 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 117 of the FAC.

118. Defendants knew, or reasonably should have known, that its PFAS products could contaminate water supplies like Plaintiffs'. At no point did 3M or BASF warn Plaintiffs.

RESPONSE: The allegations contained in Paragraph 118 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 118 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 118 of the FAC.

119. Defendants' PFAS Products were used in a manner in which they were foreseeably intended to be used, and as a proximate result of Defendants' failure to warn of the risks of PFAS Products, PFAS compounds, including PFOA and PFOS, contaminate and threatens Plaintiffs' properties, causing Plaintiffs to sustain the injuries and damages set forth in this Complaint.

RESPONSE: The allegations contained in Paragraph 119 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 119 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations

contained in Paragraph 119 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

120. As a direct and proximate result of defendants' acts and omissions as alleged in this Complaint:

- a. Plaintiffs' water supplies were and continue to be contaminated with PFAS, including PFOA and PFOS;
- b. Plaintiffs were exposed to hazardous chemical substances through their ordinary use of contaminated water for drinking, cooking, bathing, and cleaning;
- c. Plaintiffs' properties were and continue to be contaminated such that they have incurred, are incurring, and will incur, substantial costs for investigation, remediation, cleanup, restoration, removal, treatment, and monitoring.
- d. Additionally, Plaintiffs may be forced to incur substantial costs to connect their homes to a municipal water supply, in which case they would face monthly charges and bills for water use;

RESPONSE: The allegations contained in Paragraph 120 of the FAC and each of its subparts state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 120 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 120 of the FAC and each of its subparts. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

121. As a further direct and proximate result of the acts and omissions of Defendants as alleged in this Complaint, Plaintiffs have sustained and will sustain other substantial expenses and damages, in an amount within the jurisdictional limits of this Court, for which defendants are strictly, jointly and severally liable.

RESPONSE: The allegations contained in Paragraph 121 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 121 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 121 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

122. The injuries to Plaintiffs caused and/or threatened by defendants' acts and omissions as alleged in this Complaint are indivisible.

RESPONSE: The allegations contained in Paragraph 122 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 122 of the FAC.

123. Defendants knew that it was substantially certain that the acts and omissions described above would threaten public health and cause extensive contamination of property and drinking water supplies. Defendants committed each of the above described acts and omissions maliciously, fraudulently, willfully and/or wantonly, with conscious disregard for probable injury, or with gross negligence or oppressiveness. Such conduct was not the result of a mistake of fact or law, honest error or judgment, overzealousness, mere negligence, or other human failing.

RESPONSE: The allegations contained in Paragraph 123 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 123 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 123 of the FAC.

124. Defendants' conduct is reprehensible, despicable, and was performed to promote sales of PFAS Products in conscious and/or reckless disregard of the known risks of injury to health and property. Defendants acted with conscious, willful, and wanton disregard of the probable dangerous consequences of that conduct and its foreseeable impact upon Plaintiffs. Therefore, Plaintiffs request an award of exemplary and punitive damages in an amount

reasonable, appropriate, and sufficient to punish these Defendants and deter them from ever committing the same or similar acts.

RESPONSE: The allegations contained in Paragraph 124 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 124 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 124 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

VIII. THIRD CAUSE OF ACTION

Class and Individual Claims for Negligence Resulting in Property Damage **(ALL DEFENDANTS)**

125. Plaintiffs, on behalf of themselves and others similarly situated, reallege and reaffirm the allegations set forth in all preceding paragraphs.

RESPONSE: 3M incorporates by reference its responses to Paragraphs 1 through 124 of the FAC as if fully set forth herein.

126. Defendants had a duty to exercise due care in the design, manufacture, formulation, handling, control, disposal, promotion, marketing, distribution, sale, testing, labeling, use, provision of product information, and instructions for use of PFAS Products and PFAS-containing byproducts and waste.

RESPONSE: The allegations contained in Paragraph 126 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 126 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 126 of the FAC.

127. It was reasonably foreseeable in the exercise of reasonable, ordinary care, to ascertain that applying PFAS-containing byproducts and waste, including sludge, to the sandy soil

conditions that exist in the Wisconsin region east of Rhinelander and in and around Stella and Stark would necessarily result in contamination of regional groundwater, including private drinking water wells of the Plaintiffs.

RESPONSE: The allegations contained in Paragraph 127 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 127 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 127 of the FAC.

128. Defendants so negligently, carelessly, and recklessly designed, manufactured, formulated, handled, labeled, provided product information and/or instructions for use of, controlled (or failed to control), tested (or failed to test), marketed, promoted, sold, supplied, used, and/or disposed of PFAS Products and/or PFAS-containing waste that they breached their duties and directly and proximately caused PFAS to contaminate Plaintiffs' properties and threaten Plaintiffs' health, resulting in the damages alleged in this Complaint.

RESPONSE: The allegations contained in Paragraph 128 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 128 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 128 of the FAC.

129. Defendants failed to conduct reasonable, appropriate or adequate scientific studies to evaluate the environmental fate and transport characteristics of PFAS Products, PFAS-waste, and PFAS compounds, including the likelihood that use and disposal of PFAS Products and PFAS waste would cause PFOA, PFOS, and other PFAS to contaminate properties and water supplies, render drinking water unusable and unsafe, and threaten public health and welfare and the environment.

RESPONSE: The allegations contained in Paragraph 129 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in

Paragraph 129 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 129 of the FAC.

130. 3M and BASF manufactured, promoted, marketed, supplied and/or otherwise placed into the stream of commerce PFAS Products when it knew, or reasonably should have known, that: (a) commercial customers would use PFAS Products without understanding of their properties, (b) such customers would handle, store, use, or dispose of PFAS Products or waste containing PFAS; (c) such use and/or misuse would release PFAS compounds including PFOA and PFOS into the environment; and (d) when released into the environment, PFOA and PFOS would migrate into water, resist biodegradation, contaminate groundwater, including drinking water supplies, and, ultimately, be difficult and costly to find and remove from the water.

RESPONSE: The allegations contained in Paragraph 130 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 130 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 130 of the FAC.

131. 3M and BASF sold PFAS Products to the Rhinelander Paper Mill when it knew, or reasonably should have known, that: (a) use of such products would release PFOA and PFOS; (b) Ahlstrom and/or Wausau Paper, and its predecessors disposed of PFAS-laden waste sludge from the Rhinelander Paper Mill by spreading it onto farmland; (c) when waste sludge is applied to farmland, PFAS, including PFOA and PFOS would migrate into soils and waters, resist biodegradation, contaminate groundwater, including drinking water supplies, and, ultimately, be difficult and costly to remove from the water; and (d) contaminate the farms and nearby properties, causing human exposure and resulting health risks.

RESPONSE: The allegations contained in Paragraph 131 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 131 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 131 of the FAC.

132. Ahlstrom and/or Wausau Paper intentionally and unreasonably disposed of PFAS-laden waste sludge from its Rhinelander Plant by spreading it onto nearby farmland when it knew, or reasonably should have known, that such application would contaminate those farmlands with

PFAS, including PFOA and PFOS, contaminate groundwater and private drinking water supplies with PFAS, and expose humans to PFAS. In the alternative, 3M and BASF willfully and intentionally withheld information from Ahlstrom and/or Wausau Paper material to Ahlstrom and/or Wausau Paper's decision to dispose of PFAS-laden waste sludge from its Rhinelander Plant by spreading it onto nearby farmland.

RESPONSE: The allegations contained in Paragraph 132 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 132 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 132 of the FAC.

133. Neither 3M, BASF, Ahlstrom, nor Wausau Paper provided any warnings regarding the potential for property and water contamination with PFAS, including PFOA and PFOS. Nor did 3M, BASF Ahlstrom or Wausau take any precautionary measures to prevent or mitigate such contamination.

RESPONSE: The allegations contained in Paragraph 133 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 133 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 133 of the FAC.

134. In light of the facts alleged in this Complaint, Defendants, and each of them, breached their duty to use due care in the design, manufacture, formulation, handling, control, marketing, promotion, distribution, sale, testing, labeling, use, disposal, and provision of product information and/or instructions for use of PFAS Products and/or PFAS waste streams generated by the use of PFAS Products.

RESPONSE: The allegations contained in Paragraph 134 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 134 of the FAC as they pertain to 3M, and 3M lacks

knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 134 of the FAC.

135. As a direct and proximate result of defendants' acts and omissions as alleged in this Complaint:

- a. Plaintiffs' water supplies were and continue to be contaminated with PFAS compounds, including PFOA and PFOS;
- b. Plaintiffs were exposed to hazardous chemical substances through their ordinary use of contaminated water for drinking, cooking, bathing, and cleaning;
- c. Plaintiffs' properties were and continue to be contaminated such that they have incurred, are incurring, and will incur, substantial costs for investigation, remediation, cleanup, restoration, removal, treatment, and monitoring;
- d. Additionally, Plaintiffs may have to be forced to incur substantial costs to connect their homes to a municipal water supply, in which case they would face monthly charges and bills for water use;

RESPONSE: The allegations contained in Paragraph 135 of the FAC and each of its subparts state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 135 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 135 of the FAC and each of its subparts.

136. As a further direct and proximate result of the acts and omissions of the Defendants alleged in this Complaint, Plaintiffs have sustained and will sustain other substantial expenses and damages, in an amount within the jurisdictional limits of this Court, for which defendants are strictly, jointly and severally liable.

RESPONSE: The allegations contained in Paragraph 136 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 136 of the FAC as they pertain to 3M, and 3M lacks

knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 136 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

137. The injuries to Plaintiffs caused and/or threatened by defendants' acts and omissions as alleged in this Complaint are indivisible.

RESPONSE: The allegations contained in Paragraph 137 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 137 of the FAC.

138. Defendants knew that it was substantially certain that the acts and omissions described above would threaten public health and cause extensive contamination of property and drinking water supplies. Defendants committed each of the above described acts and omissions maliciously, fraudulently, willfully and/or wantonly, with conscious disregard for probable injury, or with gross negligence or oppressiveness. Such conduct was not the result of a mistake of fact or law, honest error or judgment, overzealousness, mere negligence, or other human failing.

RESPONSE: The allegations contained in Paragraph 138 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 138 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 138 of the FAC.

139. Defendants' conduct is reprehensible, despicable, and was performed to promote sales of PFAS Products, and the disposal of waste streams from use of those products, in conscious and/or reckless disregard of the known risks of injury to health and property. Defendants acted with conscious, willful, and wanton disregard of the probable dangerous consequences of that conduct and its foreseeable impact upon Plaintiffs. Therefore, Plaintiffs request an award of exemplary and punitive damages in an amount reasonable, appropriate, and sufficient to punish these Defendants and deter them from ever committing the same or similar acts.

RESPONSE: The allegations contained in Paragraph 139 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies

that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 139 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 139 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

IX. FOURTH CAUSE OF ACTION
Class and Individual Claims for Private Nuisance
(All Defendants)

140. Plaintiffs, on behalf of themselves and others similarly situated, reallege and reaffirm the allegations set forth in all preceding paragraphs.

RESPONSE: 3M incorporates by reference its responses to Paragraphs 1 through 139 of the FAC as if fully set forth herein.

141. Plaintiffs' properties and wells have been and remain contaminated by PFAS, including PFOA and PFOS, as a direct and proximate result of the intentional and unreasonable, negligent and reckless conduct of Defendants, all as alleged in this Complaint. Such contamination is a substantial and unreasonable interference with Plaintiffs' use of property, land, water, and wells.

RESPONSE: The allegations contained in Paragraph 141 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 141 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 141 of the FAC.

142. As a direct and proximate result of defendants' acts and omissions as alleged in this Complaint:

- a. Plaintiffs' water supplies were and continue to be contaminated with PFAS, including PFOA and PFOS;

- b. Plaintiffs were exposed to hazardous chemical substances through their ordinary use of contaminated water for drinking, cooking, bathing, and cleaning;
- c. Plaintiffs' properties were and continue to be contaminated such that they have incurred, are incurring, and will incur, substantial costs for investigation, remediation, cleanup, restoration, removal, treatment, and monitoring.
- d. Plaintiffs have lost considerable use and enjoyment of their property. Plaintiffs cannot garden, drink water from their tap, bathe or recreate in water without fear, cook with water from their tap, provide water to their pets and domesticated animals, among other things.

RESPONSE: The allegations contained in Paragraph 142 of the FAC and each of its subparts state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 142 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 142 of the FAC and each of its subparts.

143. As a further direct and proximate result of the acts and omissions of the defendants alleged in this Complaint, Plaintiffs have sustained and will sustain other substantial expenses and damages, in an amount within the jurisdictional limits of this Court, for which defendants are strictly, jointly and severally liable.

RESPONSE: The allegations contained in Paragraph 143 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 143 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 143 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing

144. The injuries to Plaintiffs caused and/or threatened by defendants' acts and omissions as alleged in this Complaint are indivisible.

RESPONSE: The allegations contained in Paragraph 144 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 144 of the FAC.

145. Defendants knew that it was substantially certain that the acts and omissions described above would threaten public health and cause extensive contamination of property and drinking water supplies. Defendants committed each of the above described acts and omissions maliciously, fraudulently, willfully and/or wantonly, with conscious disregard for probable injury, or with gross negligence or oppressiveness. Such conduct was not the result of a mistake of fact or law, honest error or judgment, overzealousness, mere negligence, or other human failing.

RESPONSE: The allegations contained in Paragraph 145 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 145 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 145 of the FAC.

146. Defendants' conduct is reprehensible, despicable, and was performed to promote sales of PFAS Products in conscious and/or reckless disregard of the known risks of injury to health and property. Defendants acted with conscious, willful, and wanton disregard of the probable dangerous consequences of that conduct and its foreseeable impact upon Plaintiffs. Therefore, Plaintiffs request an award of exemplary and punitive damages in an amount reasonable, appropriate, and sufficient to punish these Defendants and deter them from ever committing the same or similar acts.

RESPONSE: The allegations contained in Paragraph 146 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been shown between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 146 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 146 of the FAC. 3M

denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

X. FIFTH CAUSE OF ACTION
Class and Individual Claims for Trespass (All Defendants)

147. Plaintiffs, on behalf of themselves and others similarly situated, reallege and reaffirm the allegations set forth in all preceding paragraphs.

RESPONSE: 3M incorporates by reference its responses to Paragraphs 1 through 146 of the FAC as if fully set forth herein.

148. Defendants, their agents and employees, knew, or in the exercise of reasonable care should have known, among other things, that: (a) PFAS Products and PFAS compounds are extremely hazardous to property, groundwater, and private water wells; (b) PFAS compounds including PFOA and PFOS would readily escape from PFAS Products and PFAS-containing byproducts and waste whenever those products are used, handled, stored, or disposed of (including through disposal of PFAS-waste on farmland); (c) once released into the environment, PFOA and PFOS would migrate readily into groundwater and would contaminate drinking water sources and wells.

RESPONSE: The allegations contained in Paragraph 148 pertain to a cause of action that has been dismissed as to 3M (Dkt. 125). As such, no response is required.

149. Defendants so negligently, recklessly and/or intentionally released, spilled, and/or failed to properly control, handle, store, contain, and use PFAS Products and PFAS containing byproducts and waste, and/or clean-up spills and leaks of PFAS Products and PFAS containing byproducts and waste, and/or improperly disposed of waste sludges from use of PFAS Products and byproducts, that they directly and proximately caused and continue to cause PFAS compounds including PFOA and PFOS to intrude into and contaminate Plaintiffs' properties, water supplies, and wells. Such an intrusion constitutes a trespass.

RESPONSE: The allegations contained in Paragraph 149 pertain to a cause of action that has been dismissed as to 3M (Dkt. 125). As such, no response is required.

150. As a direct and proximate result of defendants' acts and omissions as alleged in this Complaint:

- a. Plaintiffs' water supplies were and continue to be contaminated with PFAS, including PFOA and PFOS;

- b. Plaintiffs were exposed to hazardous chemical substances through their ordinary use of contaminated water for drinking, cooking, bathing, and cleaning;
- c. Plaintiffs' properties were and continue to be contaminated such that they have incurred, are incurring, and will incur, substantial costs for investigation, remediation, cleanup, restoration, removal, treatment, and monitoring.

RESPONSE: The allegations contained in Paragraph 150 and each of its subparts pertain to a cause of action that has been dismissed as to 3M (Dkt. 125). As such, no response is required.

151. As a further direct and proximate result of the acts and omissions of the defendants alleged in this Complaint, Plaintiffs have sustained and will sustain other substantial expenses and damages, in an amount within the jurisdictional limits of this Court, for which defendants are strictly, jointly and severally liable.

RESPONSE: The allegations contained in Paragraph 151 pertain to a cause of action that has been dismissed as to 3M (Dkt. 125). As such, no response is required.

152. The injuries to Plaintiffs caused and/or threatened by defendants' acts and omissions as alleged in this Complaint are indivisible.

RESPONSE: The allegations contained in Paragraph 152 pertain to a cause of action that has been dismissed as to 3M (Dkt. 125). As such, no response is required.

153. Defendants knew that it was substantially certain that the acts and omissions described above would threaten public health and cause extensive contamination of property and drinking water supplies. Defendants committed each of the above-described acts and omissions maliciously, fraudulently, willfully and/or wantonly, with conscious disregard for probable injury, or with gross negligence or oppressiveness. Such conduct was not the result of a mistake of fact or law, honest error or judgment, overzealousness, mere negligence, or other human failing.

RESPONSE: The allegations contained in Paragraph 153 pertain to a cause of action that has been dismissed as to 3M (Dkt. 125). As such, no response is required.

154. Defendants' conduct is reprehensible, despicable, and was performed to promote sales of PFAS-containing Products and disposal of their byproducts and waste in conscious and/or reckless disregard of the known risks of injury to health and property. Defendants acted with conscious, willful, and wanton disregard of the probable dangerous consequences of that conduct and its foreseeable impact upon Plaintiffs. Therefore, Plaintiffs request an award of exemplary and punitive damages in an amount reasonable, appropriate, and sufficient to punish these Defendants and deter them from ever committing the same or similar acts.

RESPONSE: The allegations contained in Paragraph 154 pertain to a cause of action that has been dismissed as to 3M (Dkt. 125). As such, no response is required.

XI. SIXTH CAUSE OF ACTION

Class and Individual Claims for Strict Liability – Abnormally Dangerous (Ahlstrom and Wausau Paper Defendants– Paper Mill Defendants)

155. Plaintiffs, on behalf of themselves and others similarly situated, reallege and reaffirm the allegations set forth in all preceding paragraphs.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

156. The dangers and hazards of PFAS Products and PFAS are well documented: (a) Land application of PFAS-containing products, byproducts and waste is extremely hazardous and present a high degree of risk to property, groundwater, private water wells, and the health of those served by private water wells near the site of land application; (b) PFAS compounds – including PFOA and PFOS – readily escape from PFAS Products and PFAS-containing byproducts and waste whenever disposed of on farmland through land application; and (c) once released into the environment, PFOA and PFOS migrate readily into groundwater and would contaminate drinking water sources and wells.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

157. Ahlstrom and/or Wausau Paper disposed of PFAS through land application, which presented extraordinary risks to the environment due to their persistence, bioaccumulate properties, toxicity and ability to move in their environment. There are alternative products and methods, which do not contain or use hazardous chemicals like PFOA and PFOS or other PFAS forever chemicals, that defendants could have used as alternatives at the Rhinelander Paper mill. Accordingly, the risks of use grossly exceed their utility. 3M phased out the production of PFOS in approximately 2002 and will exit all PFAS manufacturing by the end of 2025. Additionally, 3M will discontinue manufacturing all fluoropolymers, fluorinated fluids, and PFAS-based additive products. Ahlstrom plans to completely phase out PFAS use by the end of 2023. As of November 2016, long-chain PFAS are no longer used in food contact applications sold in the United States. Although the historical operators of the Rhinelander paper mill considered alternatives to PFAS forever chemicals, they did not cease using PFAS chemicals due to financial considerations. Ahlstrom announced that it was phasing out the use of PFAS in its products in 2023.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

158. Land application of PFAS (including through disposal of PFAS- containing byproducts and waste on farmland) was inappropriate for any location where there was a potential pathway to groundwater that could be used for domestic purposes, such as existed near the Plaintiffs' properties. The use of PFAS- containing products, byproducts and waste near water resources creates an expectancy that PFAS will enter the groundwater and accumulate and pollute the groundwater with PFAS.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

159. The risks of land application of PFAS (including through disposal of PFAS- containing byproducts and waste on farmland) cannot be acceptably mitigated or eliminated where there is a potential pathway of PFAS to groundwater, such as existed near the Plaintiff's properties.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

160. Spreading solids and waste containing high levels of PFOA, PFOS, and other PFAS on farmland near residential drinking water sources is not a common practice, and is not in common usage.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

161. As a direct and proximate result of defendants' acts and omissions as alleged in this Complaint:

- a. Plaintiffs' water supplies were and continue to be contaminated with PFAS, including PFOA and PFOS;
- b. Plaintiffs were exposed to hazardous chemical substances through their ordinary use of contaminated water for drinking, cooking, bathing, and cleaning;
- c. Plaintiffs' properties were and continue to be contaminated such that they have incurred, are incurring, and will incur, substantial costs for investigation, remediation, cleanup, restoration, removal, treatment, and monitoring.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

162. As a further direct and proximate result of the acts and omissions of the Defendants alleged in this Complaint, Plaintiffs have sustained and will sustain other substantial expenses and damages, in an amount within the jurisdictional limits of this Court, for which defendants are strictly, jointly and severally liable.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

163. The injuries to Plaintiffs caused and/or threatened by defendants' acts and omissions as alleged in this Complaint are indivisible.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

164. Defendants knew that it was substantially certain that the acts and omissions described above would threaten public health and cause extensive contamination of property and drinking water supplies. Defendants committed each of the above-described acts and omissions maliciously, fraudulently, willfully and/or wantonly, with conscious disregard for probable injury, or with gross negligence or oppressiveness. Such conduct was not the result of a mistake of fact or law, honest error or judgment, overzealousness, mere negligence, or other human failing.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

165. Defendants' conduct is reprehensible, despicable, and was performed to promote sales of PFAS-containing Products, and disposal of PFAS-containing byproducts and waste, in conscious and/or reckless disregard of the known risks of injury to health and property. Defendants acted with conscious, willful, and wanton disregard of the probable dangerous consequences of that conduct and its foreseeable impact upon Plaintiffs. Therefore, Plaintiffs request an award of exemplary and punitive damages in an amount reasonable, appropriate, and sufficient to punish these Defendants and deter them from ever committing the same or similar acts.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

XXI. SEVENTH CAUSE OF ACTION
Sludge Application Subclass Claim for Unjust Enrichment
(Ahlstrom and Wausau Paper Defendants- Paper Mill Defendants)

166. Plaintiff Jerome Kuczmariski on behalf of himself and others similarly situated, reallege and reaffirm the allegations set forth in all preceding paragraphs.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is

required.

167. Plaintiff Jerome Kuczmarski and other class member allowed Paper Mill Defendants to allow land spreading of paper mill sludge on farmland.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

168. The Paper Mill Defendants represented that the sludge would act as a fertilizer for crops and was not harmful.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

169. The Paper Mill Defendants paid Plaintiff Jerome Kuczmarski and other Subclass members to accept and spread the sludge on their farmland on a regular, periodic basis.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

170. This contractual arrangement benefitted the Paper Mill Defendants who would otherwise be forced to use another, more expensive disposal method, specifically, disposal of the sludge in a landfill.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

171. The Paper Mill Defendants never disclosed that, in fact, the sludge contained chemicals used to create grease-proof properties in their paper products, or that such chemicals included PFAS chemicals.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

172. Subclass members are now left with farmland and groundwater containing PFAS chemicals.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

173. The cost to Subclass members to remove or abate the PFAS contamination from the farmland and current or potential groundwater wells far exceeds the payment received for land spreading from the Paper Mill Defendants. Under this circumstance, the benefit received by the Paper Mill Defendants is inequitable, and Subclass members seek disgorgement and/or other such injunctive and equitable relief as the Court deems just and proper.

RESPONSE: This cause of action is not asserted against 3M; accordingly, no response is required.

XXII. INDIVIDUAL CLAIMS For Negligence
Resulting in Personal Injury Damage (ALL DEFENDANTS)

174. Plaintiffs Carrie Brenton, Kerry Brenton, Don Endres, Diane Pilat, Lucinda Marquardt, James Szymanski, Cindy Deere, Amy Rosendahl, and Frank Rosendahl reallege and reaffirm the allegations set forth in preceding paragraphs 1 through 9, 18, 21, 30, 31 and 38 through 78.

RESPONSE: 3M incorporates by reference its responses to Paragraphs 1 through 173 of the FAC as if fully set forth herein.

175. Defendants had a duty to exercise due care in the handling, control, and disposal, of PFAS Products and PFAS-containing byproducts and waste.

RESPONSE: The allegations contained in Paragraph 175 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 175 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 175 of the FAC.

176. It was reasonably foreseeable in the exercise of reasonable, ordinary care, to ascertain that applying PFAS-containing byproducts and waste, including sludge, to the sandy soil conditions that exist in the Wisconsin region in and around Rhinelander, Stoll and Stark would necessarily result in contamination of regional groundwater, including private drinking water wells of the Plaintiffs.

RESPONSE: The allegations contained in Paragraph 176 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 176 of the FAC as they pertain to 3M, and 3M lacks

knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 176 of the FAC.

177. Defendants so negligently, carelessly, and recklessly, handled, controlled (or failed to control), tested (or failed to test), and/or disposed of PFAS Products and/or PFAS-containing byproducts and waste, including sludge, that they breached their duties and directly and proximately caused PFAS to contaminate Plaintiffs' well water that was unwittingly consumed by Plaintiffs for a substantial period of time.

RESPONSE: The allegations contained in Paragraph 177 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 177 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 177 of the FAC.

178. Defendants failed to conduct reasonable, appropriate or adequate scientific studies to evaluate the environmental fate and transport characteristics of PFAS Products, PFAS-containing byproducts and waste, including the likelihood that use and disposal of PFAS Products and PFAS-containing byproducts and waste, including sludge, would cause PFOA, PFOS, and other PFAS to contaminate properties and water supplies, render drinking water unusable and unsafe, and threaten public health and welfare and the environment.

RESPONSE: The allegations contained in Paragraph 178 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 178 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 178 of the FAC.

179. 3M and BASF manufactured, promoted, marketed, supplied and/or otherwise placed into the stream of commerce PFAS Products when it knew, or reasonably should have known, that: (a) commercial customers would use PFAS Products without understanding of their properties, (b) such customers would handle, store, use, or dispose of PFAS Products or waste containing PFAS; (c) such use and/or misuse would release PFAS compounds including PFOA and PFOS into the environment; and (d) when released into the environment, PFOA and PFOS would migrate into water, resist biodegradation, contaminate groundwater, including drinking water supplies, and, ultimately, be difficult and costly to find and remove from the water.

RESPONSE: The allegations contained in Paragraph 179 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 179 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 179 of the FAC.

180. 3M and BASF sold PFAS Products to the Rhinelander Paper Mill when it knew, or reasonably should have known, that: (a) use of such products would release PFOA and PFOS; (b) Ahlstrom and/or Wausau Paper, and its predecessors would dispose of PFAS-laden waste sludge from the Rhinelander Paper Mill by spreading it onto farmland; (c) and that when waste sludge is applied to farmland, PFAS, including PFOA and PFOS would migrate into soils and waters, resist biodegradation, contaminate groundwater, including drinking water supplies, and, ultimately, be difficult and costly to remove from the water; and (d) contaminate the farms and nearby properties, causing human exposure and resulting health risks.

RESPONSE: The allegations contained in Paragraph 180 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 180 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 180 of the FAC.

181. Ahlstrom and/or Wausau Paper intentionally and unreasonably disposed of PFAS-laden waste sludge from its Rhinelander Plant by spreading it onto nearby farmland when it knew, or reasonably should have known, that such application would contaminate those farmlands with PFAS, including PFOA and PFOS, contaminate groundwater and private drinking water supplies with PFAS, and expose humans to PFAS. In the alternative, 3M and/or BASF willfully and intentionally withheld information from Ahlstrom and/or Wausau Paper material to Ahlstrom and/or Wausau Paper's decision to dispose of PFAS-laden waste sludge from its Rhinelander Plant by spreading it onto nearby farmland.

RESPONSE: The allegations contained in Paragraph 181 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 181 of the FAC as they pertain to 3M, and 3M lacks

knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 181 of the FAC.

182. Neither 3M, BASF, Ahlstrom, nor Wausau Paper provided any warnings regarding the potential for property and water contamination with PFAS, including PFOA and PFOS. Nor did 3M, BASF, Ahlstrom or Wausau take any precautionary measures to prevent or mitigate such contamination.

RESPONSE: The allegations contained in Paragraph 182 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 182 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 182 of the FAC.

183. In light of the facts alleged in this Complaint, Defendants, and each of them, breached their duty to use due care in the design, manufacture, formulation, handling, control, marketing, promotion, distribution, sale, testing, labeling, use, disposal, and provision of product information and/or instructions for use of PFAS Products and/or PFAS waste streams generated by the use of PFAS Products.

RESPONSE: The allegations contained in Paragraph 183 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 183 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 183 of the FAC.

184. As a direct and proximate result of defendants' acts and omissions as alleged in this Complaint:

- a. Plaintiffs Carrie and Kerry Brenton have consumed household water from their residential well that was found to contain high levels of Defendants' PFAS chemicals. Exposure to Defendants' PFAS has caused or was a substantial factor in causing high cholesterol for both Carrie and Kerry Brenton. They have incurred and will incur, costs and expenses related to their injuries, and they seek medical monitoring.
- b. Plaintiff Don Endres has consumed household water from his residential well that was found to contain high levels of Defendants' PFAS chemicals.

Exposure to Defendants' PFAS has caused or was a substantial factor in causing thyroid disease in Plaintiff Don Endres. Mr. Endres has incurred, and will incur, costs and expenses related to his injuries, and seeks medical monitoring.

- c. Plaintiff Diane Pilat has consumed household water from her residential well that was found to contain high levels of Defendants' PFAS chemicals. Exposure to Defendants' PFAS has caused or was a substantial factor in causing kidney disease in Diane Pilat. Ms. Pilat has incurred, and will incur, costs and expenses related to her injuries, and seeks medical monitoring. Ms. Pilat's injuries have had a substantial impact on her quality of life.
- d. Plaintiff Lucinda Marquardt has consumed household water from her residential well that was found to contain high levels of Defendants' PFAS chemicals. Exposure to Defendants' PFAS caused or was a substantial factor in causing kidney cancer in Lucinda Marquardt. Ms. Marquardt has incurred, and will incur, costs and expenses related to her injuries, and seeks medical monitoring.
- e. James Szymanski has consumed household water from his residential well that was found to contain high levels of Defendants' PFAS chemicals. Exposure to Defendants' PFAS has caused or was a substantial factor in causing high cholesterol for Mr. Szymanski. He has incurred and will incur, costs and expenses related to his injuries, and seeks medical monitoring.
- f. Tammie Szymanski has consumed household water from his residential well that was found to contain high levels of Defendants' PFAS chemicals. Exposure to Defendants' PFAS has caused or was a substantial factor in causing high cholesterol for Ms. Szymanski. She has incurred and will incur, costs and expenses related to his injuries, and seeks medical monitoring.
- g. Cindy Deere has consumed household water from her residential well that was found to contain high levels of Defendants' PFAS chemicals. Exposure to Defendants' PFAS has caused or was a substantial factor in causing high cholesterol for Ms. Deere. She has incurred and will incur, costs and expenses related to her injuries, and seeks medical monitoring.
- h. Amy and Frank Rosendahl have consumed household water from their residential well that was found to contain high levels of Defendants' PFAS chemicals. Exposure to Defendants' PFAS has caused or was a substantial factor in causing high cholesterol for Mr. and Mrs. Rosendahl. They have incurred, and will incur, costs and expenses relating to their injuries, and seeks medical monitoring.

RESPONSE: The allegations contained in Paragraph 184 of the FAC and each of its subparts state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 184 of the FAC and each of its subparts as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 184 of the FAC and each of its subparts.

185. As a further direct and proximate result of the acts and omissions of the Defendants alleged in this Complaint, Plaintiffs Carrie and Kerry Brenton, Don Endres, Diane Pilat, Lucinda Marquardt, James Szymanski, Cindy Deere, Amy Rosendahl, and Frank Rosendahl have sustained and will sustain other substantial expenses and damages, in an amount within the jurisdictional limits of this Court, for which defendants are strictly, jointly and severally liable.

RESPONSE: The allegations contained in Paragraph 185 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 185 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 185 of the FAC. 3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

186. The injuries to Plaintiffs caused and/or threatened by Defendants' acts and omissions as alleged in this Complaint are indivisible.

RESPONSE: The allegations contained in Paragraph 186 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 186 of the FAC.

187. Defendants knew that it was substantially certain that the acts and omissions described above would cause extensive contamination of drinking water supplies, including the private wells that members of the community exclusively rely upon for their household water use, including Plaintiffs. Defendants committed each of the above-described acts and omissions

maliciously, fraudulently, willfully and/or wantonly, with conscious disregard for probable injury, or with gross negligence or oppressiveness. Such conduct was not the result of a mistake of fact or law, honest error or judgment, overzealousness, mere negligence, or other human failing.

RESPONSE: The allegations contained in Paragraph 187 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies the allegations contained in Paragraph 187 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 187 of the FAC.

188. Defendants' conduct is reprehensible, despicable, and was performed to promote sales of PFAS Products, and PFAS-containing byproducts and waste, in conscious and/or reckless disregard of the known risks of injury to health. Defendants acted with conscious, willful, and wanton disregard of the probable dangerous consequences of that conduct and its foreseeable impact upon Plaintiffs. Therefore, Plaintiffs request an award of exemplary and punitive damages in an amount reasonable, appropriate, and sufficient to punish these Defendants and deter them from ever committing the same or similar acts.

RESPONSE: The allegations contained in Paragraph 188 of the FAC state legal conclusions as to which no response is required. To the extent a response is required, 3M denies that a causal connection has been established between exposure to any PFAS at levels typically found in the environment and any human health effects. 3M denies the allegations contained in Paragraph 188 of the FAC as they pertain to 3M, and 3M lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in Paragraph 188 of the FAC.

3M denies that Plaintiffs are entitled to any relief whatsoever as against 3M and further denies any and all allegations of wrongdoing.

PRAYER FOR RELIEF

3M denies Plaintiffs' request for relief in its entirety.

3M'S AFFIRMATIVE AND OTHER DEFENSES

3M asserts the following additional defenses and affirmative defenses. In disclosing these defenses, 3M does not assume any burden of proof not otherwise required by law. 3M reserves its right to amend this Answer.

FIRST DEFENSE

The FAC fails to state, in whole or in part, a claim upon which relief can be granted.

SECOND DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs lack standing to seek recovery for alleged injury to property not owned by Plaintiffs, including, but not limited to, groundwater, or for costs incurred by third parties, including the local, state, or federal governments.

THIRD DEFENSE

Plaintiffs' claims are barred, in whole or in part, by the equitable doctrines of laches, acquiescence, waiver, estoppel, accord and satisfaction, ratification, and unclean hands.

FOURTH DEFENSE

Plaintiffs' claims are barred because 3M had no duty to Plaintiffs.

FIFTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, by the applicable statute(s) of limitations, statute(s) of repose, or other rules, regulations, or doctrines requiring the institution of an action within a certain prescribed period of time or by a certain date.

SIXTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because, at all relevant times, 3M exercised due care with respect to its activities and took reasonable precautions against foreseeable acts or omissions of others.

SEVENTH DEFENSE

3M asserts the change of the product, material, or equipment's condition as a defense.

EIGHTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because: (i) prior to sale, 3M's products conformed to government standards or the state-of-the-art existing at the time of manufacture; (ii) 3M's conduct was in accordance with and complied with all applicable laws, regulations, industry practice, and state-of-the-art knowledge, including, but not limited to, all applicable standards of care thereunder; and (iii) 3M's conduct in accordance with such standards of care was reasonable, prudent, in good faith, and with due care for the rights, safety, and property of others.

NINTH DEFENSE

Plaintiffs' alleged damages were due to unavoidable circumstances and causes beyond the control of 3M.

TENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent 3M's products were unforeseeably misused or altered.

ELEVENTH DEFENSE

The alleged incidents, injuries, and damages of which Plaintiffs complain were caused by unforeseeable alteration or unauthorized, unintended, and/or improper use or disposal of PFAS and/or other chemicals or substances, and as a result of the failure to exercise reasonable care, caution, or vigilance for which 3M is not legally liable or responsible.

TWELFTH DEFENSE

The damages that Plaintiffs seek, if awarded, would result in unjust enrichment to Plaintiffs.

THIRTEENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, under the useful product doctrine.

FOURTEENTH DEFENSE

Plaintiffs' injuries and damages, if any, alleged in the FAC are barred because there is no causal relationship between any acts or omissions by 3M and the damages, if any, suffered by Plaintiffs and/or because they are the result of independent, unforeseeable, superseding, and/or intervening causes unrelated to any conduct or product sold by 3M.

FIFTEENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because no action of 3M was the proximate, substantial, or actual cause of Plaintiffs' alleged injuries.

SIXTEENTH DEFENSE

3M denies, to the extent the actions alleged may have occurred, that any other person or entity engaging in the activities alleged was acting as the agent or servant of 3M or at the instruction or subject to the control of 3M regarding any of the actions described in the FAC; thus, 3M is not liable for any acts or omissions of such third parties and non-parties.

SEVENTEENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because costs allegedly to be incurred by Plaintiffs in the future are remote, speculative, conjectural, contingent, unreasonable, excessive, and/or arbitrary and capricious.

EIGHTEENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, for failure to allege a feasible or reasonable alternative design for PFAS, or related substances or products containing such substances, that were manufactured or sold by 3M.

NINETEENTH DEFENSE

Plaintiffs are not entitled to recover from 3M more than 3M's fair, equitable, and proportionate share, if any, of the costs and damages alleged by Plaintiffs, or to otherwise recover from 3M more than the amount of such relief, if any, for which 3M is liable.

TWENTIETH DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent Plaintiffs seek to retroactively impose liability for conduct that was not actionable at the time it occurred, and 3M may not be held liable under retroactive theories not requiring proof of fault or causation.

TWENTY-FIRST DEFENSE

At all times relevant hereto, the state of the medical, industrial, and scientific arts was that there was no generally accepted or recognized knowledge of any unsafe, inherently dangerous, hazardous, or defective character or nature of PFAS, or related substances, so that there was no duty by 3M to know of any such character or nature or to warn Plaintiffs or others similarly situated, and that, to the extent such duty arose, adequate warnings either were given or were not necessary under all circumstances.

TWENTY-SECOND DEFENSE

At all times during the conduct of its corporate operations, the agents, servants, and/or employees of 3M used proper methods in designing, testing, and manufacturing its products in conformity with the federal and state regulations, standards, specifications, and laws in effect; the available knowledge and research of the scientific and industrial communities; the generally

recognized and prevailing industry standards; and the state of the art in existence at the time the design was prepared and the products, materials, and/or equipment manufactured and tested.

TWENTY-THIRD DEFENSE

This action is barred by Plaintiffs' failure to join necessary and/or indispensable parties.

TWENTY-FOURTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, by the sophisticated purchaser/user, sophisticated/learned intermediary, sophisticated/knowledgeable user, bulk supplier, component part supplier, or other similar or related doctrines.

TWENTY-FIFTH DEFENSE

The 3M products at issue in Plaintiffs' FAC were reasonably fit, suitable, and safe for their intended purpose.

TWENTY-SIXTH DEFENSE

The 3M products at issue in Plaintiffs' FAC were not inherently dangerous and did not otherwise present a foreseeable danger to Plaintiffs' property.

TWENTY-SEVENTH DEFENSE

Plaintiffs were not reasonably foreseeable or intended users of the products at issue in the Plaintiffs' FAC.

TWENTY-EIGHTH DEFENSE

Plaintiffs' claims are barred to the extent they seek to hold 3M liable for any claims for which it would be a violation of public policy to hold 3M liable, including, but not limited to, claims for punitive damages and/or penalties.

TWENTY-NINTH DEFENSE

Plaintiffs have not suffered a unitary harm and/or indivisible injury.

THIRTIETH DEFENSE

Plaintiffs have the burden of proof to apportion alleged damages and/or injuries.

THIRTY-FIRST DEFENSE

Plaintiffs' claims are barred, in whole or in part, and any award of damages should be limited under Wisconsin law, to the extent any fault, negligence, assumption of risk, and/or other culpable conduct by Plaintiffs caused, proximately caused, or contributed to the alleged injuries and damages or to the extent that the doctrines of contributory negligence, comparative fault, avoidable consequences, assumption of risk, voluntary exposure, and/or other applicable common law or statutory doctrines apply.

THIRTY-SECOND DEFENSE

Plaintiffs' claims are barred, in whole or in part, and any award of damages should be limited, to the extent any fault, negligence, assumption of risk, and/or other culpable conduct by other persons or entities, including, but not limited, to co-defendants and non-parties, caused, proximately caused, or contributed to the alleged injuries and damages or to the extent that the doctrines of contributory negligence, comparative fault, avoidable consequences, assumption of risk, voluntary exposure, and/or other applicable common law or statutory doctrines apply.

THIRTY-THIRD DEFENSE

3M cannot be held jointly and severally liable for the acts or omissions of third parties, because their acts or omissions were separate and distinct and the alleged harm is divisible from any harm allegedly caused by acts or omissions of 3M, which is expressly denied.

THIRTY-FOURTH DEFENSE

If found, in whole or in part, either directly or indirectly, liable for damages, liability for which 3M denies, then 3M is entitled to (i) statutory contribution and/or (ii) common law contribution and indemnification from other persons or entities.

THIRTY-FIFTH DEFENSE

The damages sought by Plaintiffs, if awarded, should be reduced by any amounts they may recover from any other sources, and Plaintiffs are barred from any form of double recovery regardless of the nature or source of such recovery.

THIRTY-SIXTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs failed to take reasonable steps to mitigate Plaintiffs' alleged damage and by the doctrines of avoidable consequences, open and obvious risk, assumption of risk, voluntary exposure, and acquiescence.

THIRTY-SEVENTH DEFENSE

To the extent Plaintiffs have received or may receive some or all of the requested relief from a governmental agency or other third party, 3M asserts its entitlement to an appropriate set-off or reduction of any judgment against it.

THIRTY-EIGHTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, by the economic loss rule.

THIRTY-NINTH DEFENSE

Plaintiffs' request to recover attorney's fees and expenses is barred, in whole or in part, to the extent recovery of attorney's fees and expenses is not expressly authorized by Wisconsin or other applicable law.

FORTIETH DEFENSE

To the extent Plaintiffs are seeking punitive damages, Plaintiffs have no evidence upon which punitive or exemplary damages may be awarded under Wisconsin statutory or common law.

FORTY-FIRST DEFENSE

To the extent Plaintiffs are seeking punitive damages, Plaintiffs' claims for punitive or exemplary damages are barred or reduced by applicable law or statute or violate the due process

protections afforded by the United States Constitution and the Constitution of the State of Wisconsin.

FORTY-SECOND DEFENSE

To the extent Plaintiffs are seeking punitive damages, 3M specifically incorporates by reference any and all standards and limitations regarding the determination and/or enforceability of punitive damage awards specified in decisions of the United States Supreme Court, including, but not limited to, *Exxon Shipping Co. v. Baker*, 554 U.S. 471 (2008); *BMW of North America, Inc. v. Gore*, 517 U.S. 559 (1996); *Cooper Indus., Inc. v. Leatherman Tool Group, Inc.*, 532 U.S. 424 (2001); *State Farm Mut. Auto. Ins. Co. v. Campbell*, 538 U.S. 408 (2003); *Philip Morris USA v. Williams*, 549 U.S. 346 (2007); and *TXO Prod. Corp. v. Alliance Resources Corp.*, 509 U.S. 443 (1993).

FORTY-THIRD DEFENSE

Plaintiffs' claims are barred, in whole or in part, under the doctrine of Federal Preemption, including express preemption, implied conflict preemption, and field preemption, pursuant to any applicable statutes, regulations, guidance documents, notices, military specifications, and policy statements, enacted and/or promulgated and/or issued by Congress, federal agencies, or the executive branch, including, without limitation, to the extent Plaintiffs' claims constitute an impermissible challenge to a response or remediation action under CERCLA, 42 U.S.C. § 9613(h).

FORTY-FOURTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, by the doctrine of primary jurisdiction.

FORTY-FIFTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent Plaintiffs cannot establish that Plaintiffs' alleged injuries were caused by exposure to any product(s) attributable to 3M.

FORTY-SIXTH DEFENSE

To the extent Plaintiffs have not suffered any cognizable harm and have not incurred any present damages caused by 3M, there is no current case or controversy and, thus, Plaintiffs' claims are not ripe for adjudication.

FORTY-SEVENTH DEFENSE

Plaintiffs' claims are barred because 3M did not discharge, release, emit, or dispose of the PFAS or other chemicals and substances to which Plaintiffs allege Plaintiffs were exposed and/or that allegedly contaminated the groundwater, soil, air, and/or Plaintiffs' property.

FORTY-EIGHTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent Plaintiffs have failed to exhaust administrative remedies.

FORTY-NINTH DEFENSE

3M specifically denies that the PFAS or related substances to which Plaintiffs allege exposure are products within the meaning and scope of the Restatement of Torts § 402A, and as such, the FAC fails to state a cause of action in strict liability.

FIFTIETH DEFENSE

At all relevant times, 3M complied with all applicable environmental laws, regulations, industry standards, and ordinances, and otherwise conducted itself reasonably, prudently, in good faith, and with due care for the rights, safety, and property of others.

FIFTY-FIRST DEFENSE

Plaintiffs' claims are barred to the extent the conduct of 3M alleged to give rise to liability in the FAC is the subject of a release, contract, or other agreement executed by Plaintiffs.

FIFTY-SECOND DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs cannot establish that they have sustained damage to real or personal property.

FIFTY-THIRD DEFENSE

Plaintiffs' claims are barred, in whole or in part, because 3M did not own, operate, or otherwise control the facilities described in the FAC at the time that PFAS is alleged to have migrated out of those facilities.

FIFTY-FOURTH DEFENSE

Plaintiffs' claims are barred to the extent that they seek to recover costs, damages, and expenses including, but not limited to, response, assessment, remediation cleanup and/or removal costs that Plaintiffs incurred improperly.

FIFTY-FIFTH DEFENSE

Plaintiffs' claims are or may be barred, in whole or in part, because Plaintiffs lacks privity with 3M.

FIFTY-SIXTH DEFENSE

3M is not liable for any products, chemicals or substances not manufactured or used by 3M.

FIFTY-SEVENTH DEFENSE

Plaintiffs' alleged nuisance claim is barred, in whole or in part, because the alleged nuisance cannot be remedied at a reasonable cost by reasonable means.

FIFTY-EIGHTH DEFENSE

No action or inaction by 3M has resulted in any nuisance.

FIFTY-NINTH DEFENSE

Plaintiffs' alleged nuisance claims fail because 3M did not act with the requisite intent.

SIXTIETH DEFENSE

Plaintiffs' alleged nuisance claims fail because 3M did not use its own property to the detriment of Plaintiffs.

SIXTY-FIRST DEFENSE

Plaintiffs' alleged nuisance claims fail because 3M did not control its alleged products post-sale.

SIXTY-SECOND DEFENSE

Plaintiffs' alleged claims are barred to the extent Plaintiffs' response actions will be, are or have been excessive, unnecessary, unreasonable, and/or inconsistent with statutory requirements.

SIXTY-THIRD DEFENSE

Plaintiffs' claims alleged in the FAC may not be properly maintained or certified as a Class Action.

SIXTY-FOURTH DEFENSE

No class can be certified because none of the criteria of Federal Rules of Civil Procedure 23 has been or can be satisfied.

SIXTY-FIFTH DEFENSE

Plaintiffs' claims do not raise questions of law or fact common to the questions of law or fact raised by the claims of each member of the purported class, and any factual and legal issues that are common do not predominate over non-common issues.

SIXTY-SIXTH DEFENSE

Plaintiffs' claims are not typical of the claims of each member of the purported class.

SIXTY-SEVENTH DEFENSE

Plaintiffs cannot fairly and adequately protect and represent the interests of each member of the putative class and Plaintiffs lack standing and class standing to assert claims on behalf of the putative class.

SIXTY-EIGHTH DEFENSE

The class action allegations of the FAC are barred in that trying Plaintiffs' claims through a class action or other aggregate proceeding would violate 3M's due process and other constitutional rights by (a) allowing for the recovery of damages by class members who do not have valid claims; (b) allowing the class action procedural device to change the substantive law and substantive rights and responsibilities of the parties; and (c) depriving 3M of its right to defend itself with respect to individual claims.

SIXTY-NINTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent that an adequate warning from 3M would not have changed the other Defendants' alleged waste-disposal practices.

SEVENTIETH DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent that the relief sought will not redress the alleged harm.

SEVENTY-FIRST DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent that the alleged injuries and damages, if any, were due to preexisting conditions, for which 3M cannot be held responsible.

SEVENTY-SECOND DEFENSE

Plaintiffs may be barred by the doctrine of res judicata and collateral estoppel from forms of relief sought in the FAC.

SEVENTY-THIRD DEFENSE

Plaintiffs' claims are or may be barred, in whole or in part, because federal, state, and/or local authorities authorized, permitted, ratified, or were aware of and acquiesced in actions that are the subject of Plaintiffs' claims. 3M is not responsible or liable for any acts or omissions undertaken by or at the direction of any governmental authority or agency.

SEVENTY-FOURTH DEFENSE

Plaintiffs' claims are barred to the extent that they seek to recover costs, damages, and expenses including, but not limited to, response, assessment, remediation cleanup and/or removal costs that Plaintiffs incurred improperly, or that are not related to natural resource restoration or replacement damages.

SEVENTY-FIFTH DEFENSE

Plaintiffs' claims are or may be barred, in whole or in part, to the extent that any warranties were disclaimed and/or are limited by applicable provisions of the UCC.

SEVENTY-SIXTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, by various provisions, including but not limited to provisions concerning disclaimer of warranties, limitations of liability, and exculpation of liability, that are contained in documents such as agreements between 3M and its customers, purchase orders, and Material Safety Data Sheets, and Safety Data Sheets.

SEVENTY-SEVENTH AFFIRMATIVE DEFENSE

Plaintiffs' alleged design defect claims are barred because Plaintiffs challenge an inherent characteristic of the products at issue.

SEVENTY-EIGHTH DEFENSE

3M is entitled to all of the procedural, substantive, and other protections, caps, and limitations provided by the state statutes and other state and federal law regarding Plaintiffs' claims

for compensatory and punitive damages, including but not limited to state tort reform measures and statutes that, although not affirmative defenses, preclude or limit Plaintiffs' ability to pursue compensatory and punitive damages, limit the amount of damages available, and/ or provide procedural requirements and protections to a defendant.

SEVENTY-NINTH DEFENSE

3M lacked knowledge of the Plaintiffs, any individuals similarly situated, or the alleged actions of the other Defendants as described in the FAC. Accordingly, 3M contends that it cannot be held liable for any of the claims brought against it in this Action.

EIGHTIETH DEFENSE

To the extent not previously addressed, 3M affirmatively asserts all defenses and limitations available under Wis. Stat. § 895.046.

EIGHTY-FIRST DEFENSE

To the extent not previously addressed, 3M affirmatively asserts all defenses and limitations available under Wis. Stat. § 895.047.

RESERVATION OF DEFENSES

3M incorporates by reference as if set forth herein in their entirety all applicable defenses set forth in the answers of all other defendants, except to the extent they seek to impose any liability on or allocation of fault to 3M, and, further, reserves the right to amend or supplement these defenses with any additional defenses that may become available during discovery or at trial.

DEMAND FOR JURY TRIAL

3M hereby demands a jury trial of all issues so triable.

WHEREFORE, Defendant 3M Company prays that Plaintiffs' FAC and causes of action against it be dismissed with prejudice, together with costs and disbursements. 3M further demands such other relief, both general and specific, at law or in equity, to which it is justly entitled.

Date July 18, 2025

s/ Derek J. Waterstreet

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Counsel for Defendant 3M Company

CERTIFICATE OF SERVICE

I certify that on July 18, 2025, I caused an electronic version of the foregoing to be served on all counsel of record via electronic mail, pursuant to the parties' agreement to accept service via email in accordance with Fed. R. Civ. P. 5.

/s/ Derek J. Waterstreet

Derek J. Waterstreet

Counsel for Defendant 3M Company