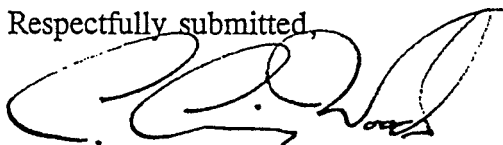


Southdown's third-party claims are identical to the claims set forth in Southdown's CERCLA suit, and are unrelated to the underlying CWA claims which form the basis for GEC's claims. Accordingly, even if this Court ultimately consolidates this action with the CERCLA case, it should nonetheless dismiss the third-party claims herein. Such a dismissal would not only eliminate the duplication inherent in Southdown's pleadings, but would also make clear that USX cannot be held liable to Southdown for any civil penalties and/or attorney fees awarded against Southdown under the CWA.

IV. CONCLUSION

For all the foregoing reasons, Third-Party Defendant USX Corporation respectfully prays that the Third-Party Complaint be dismissed in its entirety.

Respectfully submitted,



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