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LITIGATION SUPPORT

January 9, 2002

**NOTICE OF VIOLATION OF PROPOSITION 65,
CALIFORNIA HEALTH & SAFETY CODE SECTION 25249.5.**

TO: The Attorney General of California;
The District Attorneys of the Counties listed below;
The Chairman and Chief Executive Officer of CONOCOPHILLIPS, INC. and
any of its consolidated subsidiaries or related divisions (hereinafter referred to as
"CONOCO").

**RE: Violations of Proposition 65: Discharge of Listed Chemicals into a Source of
Drinking Water in and around CONOCOPHILLIPS, INC.'s Operations**

This 60-day Notice alerts you to violations of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act of 1986, California Health & Safety Code Section 25249.5. Members of the noticing party include Communities for a Better Environment ("CBE"), Nicole McAdam, an individual (hereinafter collectively referred to as "noticing party"). CBE is an environmental health and justice 501(c)(3) nonprofit organization. CBE has offices in Huntington Park and Oakland, California. With over 20,000 members statewide, CBE has worked effectively throughout California to prevent and reduce pollution and pledges to cooperate with public prosecutors in this matter to ensure that the violations discussed herein are remedied. CBE and its attorneys have extensive experience in prosecuting violators of Proposition 65.

The noticing party intends to bring suit sixty days hereafter to correct these violations, pursuant to Health & Safety Code Section 25249.7(d). You may also do so within the next sixty (60)-days pursuant to Health & Safety Code Section 25249.7(c).

Chemicals Discharged

The specific violations alleged here are past and ongoing discharges or releases of Benzene, CAS Number 71432 and Toluene, CAS Number 108883. Benzene and Toluene are chemicals known by the State of California to cause cancer or reproductive toxicity. 22 California Code of Regulations Section 12000. Benzene has been listed as a human carcinogen or reproductive toxin under Proposition 65 since February 27, 1987. Likewise, Toluene has been listed as a human carcinogen or reproductive toxin since January 1, 1991.

Identities of Violators

The persons who in the course of doing business have committed the violations alleged herein are the employees, officers and directors of CONOCOPHILLIPS, INC. ("CONOCO" or "violator"). Violator has been sent a copy of this 60-day Notice through certified mail, return receipt requested, and/or Express Mail as noted, to the addresses and persons listed at the end of this letter.

Location of Source of Drinking Water

The Violator named herein has knowingly discharged or released each of the chemicals listed above into water or onto or into land where each chemical has passed, currently passes, or will probably pass into a source, or potential source, of drinking water under and around the following facilities¹:

Alameda County

216	Former BP	1716 WEBSTER ST.	ALAMEDA	94501
217	Former BP	35425 NEWARK BLVD	NEWARK	
218	Former BP	7210 BANCROFT AVE	OAKLAND	
225	Former BP	1109 TENNYSON RD W	HAYWARD	
226	Former BP	1974 TENNYSON RD W	HAYWARD	
227	Former BP	4280 FOOTHILL BLVD	OAKLAND	
516	Former BP MOBIL	1700 POWELL ST	EMERYVILLE	
517	Former BP MOBIL	35550 FREMONT BLVD	FREMONT	
518	Former MOBIL BP	37630 BLACOW RD	FREMONT	
519	Former BP MOBIL	210 JACKSON ST W	HAYWARD	94546
520	Former BP MOBIL	2492 WHIPPLE RD	HAYWARD	94538
546	Former BP MOBIL	31300 ALVARADO NILES RD	UNION CITY	94587
520	Former BP MOBIL	2492 WHIPPLE RD	HAYWARD	94538
550	Former BP MOBIL	2220 98TH AVE 3201 35TH ST	OAKLAND OAKLAND	

¹ Numbers in left column are for internal CBE reference.

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551	Former BP MOBIL			
861	Former UNOCAL	96 MAC ARTHUR BLVD	OAKLAND	94601
862	Former UNOCAL	449 HEGENBERGER ROAD	OAKLAND	94601
863	Former UNOCAL	3943 BRADWAY	OAKLAND	94601
865	Former UNOCAL	15803 EAST 14TH ST	SAN LEANDRO	94577
927	Former UNOCAL	800 HARRISON ST	OAKLAND	94601
928	Former UNOCAL	4191 1ST ST	PLEASANTON	94556
1000	Former UNOCAL	1499 UNIVERSITY AVE	BERKELEY	94710
1002	Former UNOCAL	2501 SACRAMENTO ST	BERKELEY	94710

Colusa County

219	Former BP STN #11135	495 4TH ST	WILLIAMS	
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Contra Costa County

221	Former BP	690 YGNACIO VALLEY RD	WALNUT CREEK	
868	Former UNOCAL	398 RHEEMBLVD	MORAGA	94556
869	RICHMOND TERMINAL	1300 CANAL ROAD	RICHMOND	94805
925	Rodeo Refinery		RODEO	94572
931	Former UNOCAL	11615 SAN PABLO AVE	EL CERRITO	94530
932	Former UNOCAL	1503 CARLSON BLVD	RICHMOND	94805
933	Former UNOCAL	12453 SAN PABLO AVE	RICHMOND	94805
934	Former UNOCAL	12105 ALCOSTA BLVD.	SAN RAMON	94583

Fresno County

936	Former UNOCAL 221	101 NORTH ROOSEVELT	FRESNO	93706
937	Former UNOCAL	1605 NORTH CEDAR AVE	FRESNO	93706
1006	Former UNOCAL	794 WEST SHAW AVE	CLOVIS	93611

Humboldt County

938	Former UNOCAL	1200, RAILROAD AVE	EUREKA	95501
939	Former UNOCAL 0228	76 BEAR CANYONROAD	GARBERVILLE	95440

Inyo County

940	Former UNOCAL 1127	351 NORTHMAIN ST	BISHOP	93514
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Kings County

941	Former UNOCAL 6004	286 NORTH LEMOORE AVE	LEMOORE	93245
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Los Angeles County

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1	Former 76 PROD STATION #3859	4008 ROSECRANS AVE W	LAWNDALE	90260
2	Former 76 PROD STATION #4432	2103 BELLFLOWER BL	LONG BEACH	90815
3	Former 76 PROD STATION #6965	3014 STUDEBAKER RD	LONG BEACH	90808
4	Former 76 PROD STATION #1112	5740 ATLANTIC AVE	LONG BEACH	90805
5	Former 76 PROD STATION #3768	6370 STEARNS ST E	LONG BEACH	90815
6	Former 76 PROD STATION #2124	801 HOOVER ST S	LOS ANGELES	90005
7	Former 76 PROD STATION #0981	1004 LA CIENEGA BLVD S	LOS ANGELES	90035
8	Former 76 PROD STATION #3472	3501 3RD ST W	LOS ANGELES	90020
9	Former 76 PROD STATION #3900	4000 6TH ST W	LOS ANGELES	90020
10	Former 76 PROD STATION #5608	5376 HUNTINGTON DR S	LOS ANGELES	90032
11	Former 76 PROD STATION #2474	11000 ATLANTIC AVE S	LYNWOOD	90262
12	Former 76 PROD STATION #4448	11175 LONG BEACH BLVD	LYNWOOD	90262
13	Former 76 PROD STATION #6201	4176 VENICE BLVD	MID CITY	90019
14	Former 76 PROD STATION #6093	14960 CARMENITA RD S	NORWALK	90650
15	Former 76 PROD STATION #5116	8451 SLAUSON AVE	PICO RIVERA	90660
16	Former 76 PROD STATION #6734	16 VILLAGE LOOP RD	POMONA	91766
17	Former 76 PROD STATION #3692	19271 SHERMAN WY	RESEDA	91335
18	Former 76 PROD STATION #1715	10389 SANTA MONICA BLVD	SAWTELLE	90025
19	Former 76 PROD STATION #3234	13271 MOORPARK ST	SHERMAN OAKS	91423
20	Former 76 PROD STATION #2421	14478 VENTURA BLVD	SHERMAN OAKS	91423
21	Former 76 PROD STATION #1736	10974 VENTURA BLVD	STUDIO CITY	91604
22	Former 76 PROD STATION #1747	12863 VENTURA BLVD	STUDIO CITY	91604
23	Former 76 PROD STATION #4599	3971 ARTESIA BLVD W	TORRANCE	90504
24	Former 76 PROD STATION #3123	12823 HADLEY ST E	WHITTIER	90601
25	Former 76 PROD STATION #4459	15806 WHITTIER BLVD E	WHITTIER	90603
26	Former 76 PROD STATION #5066	2861 MOORPARK RD N	THOUSAND OAKS	91360
28	Former 76 PROD STATION #5578	11756 SOUTH ST E	ARTESIA	90701
30	Former 76 PROD STATION #4648	22801 VANOWEN ST	CANOGA PARK	91307
31	Former 76 PROD STATION #6082	1025 CARSON ST E	CARSON	90745
32	Former 76 PROD STATION #6990	20000 BLOOMFIELD AVE S	CERRITOS	90703
33	Former 76 PROD STATION #5407	4436 SEPULVEDA BL	CULVER CITY	90230
35	Former 76 PROD STATION #4046	12806 PRAIRIE AVE S	HAWTHORNE	90250
36	Former 76 PROD STATION #5621	948 AZUSA AVE S	INDUSTRY	91791
38	Former 76 PROD STATION #6068	15354 LA MIRADA BL	LA MIRADA	90638
39	Former 76 PROD STATION #3431	3005 BELLFLOWER BL	LONG BEACH	90808
40	Former 76 PROD STATION #2535	4069 LAKEWOOD BL N	LONG BEACH	90808
41	Former 76 PROD STATION #1487	5630 7TH ST E	LONG BEACH	90804
42	Former 76 PROD STATION #5881	24551 LYONS AVE	NEWHALL	91321
43	Former 76 PROD STATION #4454	7751 BEVERLY BLVD	PARK LA BREA	90036
44	Former 76 PROD STATION #4817	3601 INGLEWOOD AVE	REDONDO BEACH	90278
45	Former 76 PROD STATION #6905	12629 GLENOAKS BLVD	SYLMAR	91342
46	Former 76 PROD STATION #1065	1157 GAYLEY AVE W	WESTWOOD	90024

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47	Former 76 PROD STATION #4362	13709 WHITTIER BLVD E	WHITTIER	90605
48	Former 76 PROD STATION #3495	14940 WHITTIER BLVD. E	WHITTIER	90605
51	Former 76 PROD STATION #0956	801 WESTERN AVE S	LOS ANGELES	90005
52	Former 76 PROD STATION #3568	1410 PACIFIC COAST HWY	LONG BEACH	90806
53	Former 76 PROD STATION #0971	427 CRESCENT DR N	BEVERLY HILLS	90210
54	Former 76 PROD STATION #4540	11062 BALBOA BLVD	GRANADA HILLS	91344
55	Former 76 PROD STATION #4413	15003 IMPERIAL HWY E	LA MIRADA	90638
871	Former UNOCAL 0773	44856 SIERRA HIGHWAY	LANCASTER	93534
873	Former UNOCAL 6183	4822 VAN NUYS BLVD	SHERMAN OAKS	91403
943	Former UNOCAL 6986	5752 MESMER AVE	LOS ANGELES	90046
945	Former UNOCAL 3963	3501 MARTIN LUTHER KING BLVD	LYNWOOD	90262
991	(Former) Unocal La Mirada Plant	14445 Alondra Blvd	La Mirada	90638
994	Former UNOCAL 0427	11962 W. WASHINGTON BL	CULVER CITY	90230
1008	Los Angeles Refinery, Carson Plant	1520 E. Sepulveda Blvd	Carson	90745
1009	Los Angeles Refinery, Wilmington Plant	1660 W. Anaheim St	Wilmington	90744

Marin County

874	Former UNOCAL	7455 OLD REDWOOD HWY	NOVATO	94949
875	Former UNOCAL	34 RITTER ST	SAN RAFAEL	94901
876	Former UNOCAL	1125 LINCOLN AVE	SAN RAFAEL	94901
947	Former UNOCAL	700 TAMALPAIS DR	CORTE MADERA	94925

Merced County

998	Former UNOCAL 0420	1590 WEST 16TH ST	MERCED	95340
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Monterey County

230	Former BP FACILITY	401 FREMONT ST	MONTEREY	95012
241	Former BP OIL CO.S/S#11165(MOBIL 318)	1240 MAIN ST N	SALINAS	
878	Former UNOCAL 5643	1401 MUNRAS AVE	MONTEREY	93940
879	Former UNOCAL 1011	201 MONTEREY ST	SALINAS	93901
949	Former UNOCAL 0424	398 FREEMONT ST	MONTEREY	93940

Orange County

883	Former UNOCAL 5915	9020 EDINGER AVE	FOUNTAIN VALLEY	92708
884	Former UNOCAL 5198	100 BASTANCHURY RD	FULLERTON	92631
885	Former UNOCAL	13231 BROOKHURST ST	GARDEN GROVE	92640
886	Former UNOCAL 5280	6502 EDINGER AVE	HUNTINGTON BEACH	92646
888	Former UNOCAL 5078	9002 ADAMS AVE	HUNTINGTON BEACH	92646
889	Former UNOCAL 5285	21471 BROOKHURST ST	HUNTINGTON BEACH	92646

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890	Former UNOCAL 4773	14886 SAND CANYON AVE	IRVINE	92715
891	Former UNOCAL 6839	15275 CULVER DR	IRVINE	92715
892	Former UNOCAL 6404	18011 CULVER DR	IRVINE	92715
893	Former UNOCAL 5398	5014 ORANGETHORPE AVE	LA PALMA	90623
894	Former UNOCAL0807	120 PACIFIC COAST HWY	LAGUNA BEACH	92651
895	Former UNOCAL 5408	24082 EL TORO ROAD	LAGUNA HILLS	92653
896	Former UNOCAL5646	25912 LA PAZ ROAD	LAGUNA HILLS	92653
898	Former UNOCAL 5422	1502 EDINGER	SANTA ANA	92701
899	Former UNOCAL 5077	5201 WEST 1ST ST	SANTA ANA	92701
950	Former UNOCAL 4614	100 BEAVCH BLVD	ANAHEIM	92804
953	Former UNOCAL 4992	1900 NEWPORT BLVD	COSTA MESA	92626
954	Former UNOCAL5792	4002 BALL ROAD	CYPRESS	90630
955	Former UNOCAL 6899	1001 N. HARBOR BLVD	FULLERTON	92631
956	Former UNOCAL4851	1133 COMMONWEALTH AVE	FULLERTON	92631
957	Former UNOCAL 5548	2701 BREA BLVD	FULLERTON	92631
961	Former UNOCAL 6056	1630 CHAPMAN AVE	ORANGE	92666
962	Former UNOCAL 6297	2345 CHAPMAN AEV	ORANGE	92666
963	Former UNOCAL 5514	2756 TUSTIN ST	ORANGE	92666
967	Former UNOCAL5356	1913 EDINGER AVE	SANTA ANA	92701
968	Former UNOCAL3498	30782 PACIFIC COAST HWY	SOUTH LAGUNA	92677
969	Former UNOCAL 0014	6002 VAN BUREN BLVD	RIVERSIDE	92501

Placer County

900	Former UNOCAL 4775	445-455 ROSEVILLE SQUARE	ROSEVILLE	95661
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Sacramento County

231	Former BP (FORMER MOBIL)	7899 MADISON AVE	CITRUS HEIGHTS	95608
901	Former UNOCAL 4565	5200 MANZANITA AVE	CARMICHAEL	95608
970	Former UNOCAL 6424	5345 HAZEL AVE	FAIR OAKS	95628
971	Former UNOCAL 7194	5750 WATT AVE	NORTH HIGHLANDS	95660
972	Former UNOCAL	76 BROADWAY	SACRAMENTO	95801
974	Former UNOCAL 6027	2893 65TH ST	SACRAMENTO	95801
975	Former UNOCAL 7173	3100 FOLSOM BLVD	SACRAMENTO	95801

San Bernardino County

902	Former UNOCAL	72137 BAKER BLVD	BAKER	92309
903	Former UNOCAL 2417	24891 REDLANDS BL	LOMA LINDA	92354

San Diego County

979	Former UNOCAL	2410 FLETCHER PKY	EL CAJON	92020
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San Francisco County

232	Former BP	1401 19TH AVE	S.F.	94101
906	Former UNOCAL	1200 LA PLAYA ST,	S.F.	94101
907	Former UNOCAL	1490 OCEAN AVE	S.F.	94101
909	Former UNOCAL	2298 LOMBARD ST	S.F.	94101
910	Former UNOCAL	3501 GEARY BLVD	S.F.	94101
911	Former UNOCAL	3701 NORIEGA ST	S.F.	94101
912	Former UNOCAL	3800 3RD ST	S.F.	94101
913	Former UNOCAL	1298 VALENCIA ST	S.F.	94101
980	Former UNOCAL	1798 ALEMANY BLVD.,	S.F.	94101

San Joaquin County

233	Former BP #11195	16500 LOUISE AVE	LATHROP	
234	Former BP #11193	3202 HAMMER LN W	STOCKTON	
983	Former UNOCAL 5886	2701 WEST MARCHLANE	STOCKTON	95201

San Luis Obispo County

984	Former UNOCAL 5401	7000 EL CAMINO REAL	ATASCADERO	93422
985	Former UNOCAL	3076 DUNCAN LANE	SAN LUIS OBISPO	93401

San Mateo County

235	Former BP	1200 OLD BAYSHORE HWY	BURLINGAME	
236	Former BP	906 HOLLY ST	SAN CARLOS	
237	Former BP	230 EL CAMINO REAL S	SAN MATEO	94063
986	Former UNOCAL	402 SOUTH DELAWARE ST	SAN MATEO	94401
987	Former UNOCAL	1626 SOUTH EL CAMINO REAL	SAN MATEO	94401
1007	Former UNOCAL	699 RALSTON AVE	BELMONT	94002

Santa Clara County

235	Former BP	1200 OLD BAYSHORE HWY	BURLINGAME	
236	Former BP	906 HOLLY ST	SAN CARLOS	
237	Former BP	230 EL CAMINO REAL S	SAN MATEO	
523	Former <u>BP MOBIL</u>	<u>2780 EL CAMINO REAL</u>	<u>PALO ALTO</u>	
524	Former <u>MOBIL BP</u>	<u>449 BLOSSOM HILL RD</u>	<u>SAN JOSE</u>	95103
997	Former UNOCAL	1100 WHITE ROAD	SAN JOSE	95103
999	Former UNOCAL	3093 SILVER CREEK ROAD	SAN JOSE	95103
1001	Former UNOCAL	2690 UNION AVE	SAN JOSE	95103
1004	Former UNOCAL	1152 TULLY ROAD	SAN JOSE	95103
1005	Former UNOCAL	3096 LANDESS AVE	SAN JOSE	95103

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Santa Cruz County

918	Former UNOCAL4818	1505 SOQUEL AVE	SANTA CRUZ	95060
919	Former UNOCAL 6153	99 MOUNT HERMON ROAD	SCOTTS VALLEY	95066

Siskiyou County

224	Former BP #11242	188 WEED BLVD, SOUTH	WEED	
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Sonoma County

921	Former UNOCAL 4935	2200 MENDOCINO AVE	SANTA ROSA	95402
989	Former UNOCAL 5853	900 HIGHWAY 1	BODEGA BAY	94923

Tulare County

922	Former UNOCAL 4318	1208 MOONEY BLVD	VISALIA	93277
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Ventura County

27	Former 76 PROD STATION #5523	1121 VICTORIA AVE S	VENTURA	93001
49	Former 76 PROD STATION #6923	2383 SYCAMORE DR	SIMI VALLEY	93065
50	Former 76 PROD STATION #6067	2605 STEARNS ST	SIMI VALLEY	93063

The discharging and/or releasing of chemicals includes, but is not limited to, the leaching of chemicals listed herein into water or onto or into land where each chemical has passed, currently passes, or will probably pass into a source, or potential source, of drinking water. These discharges and releases have occurred and are occurring through the leaching of chemicals as a result of direct releases from underground storage tanks, and/or gasoline storage, transfer, delivery, and dispensing systems (hereinafter "USTs" or "gasoline systems") into and onto soil and subsurface groundwater surrounding the above mentioned facilities. These releases from the USTs and gasoline systems enter into surrounding groundwater and soil and migrate toward actual and potential sources of drinking water. Listed chemical discharges also occur through stormwater run-off from the facility.

"A source of drinking water" means either a present source of drinking water or water that is identified in a water quality control plan as being suitable for domestic or municipal uses. Health & Safety Code Section 25249.11(d).

The groundwater under and around the above facilities has been used for domestic and/or municipal purposes and/or has been designated as a potential source of drinking water. The subsurface groundwater into which the violator has and continues to discharge contaminants are potential sources of drinking water, and/or are tributaries to potential sources of drinking water.

Therefore, the violator here named has discharged or released the chemicals here named into water or onto or into land where such chemicals have passed, are passing, and/or will probably pass into a source of drinking water. The violator named herein has violated, is violating, and currently threatens to violate Health & Safety Code Section 25249.5 within the meaning of Section 25249.5 and Section 25249.11(e).

Approximate Time Period of Violations

The violator(s) has discharged the chemicals listed above in the manner described herein continuously since approximately September 17, 2001. Such violations have been ongoing since that time.

Each and every day during which the violator has discharged or released the chemicals named herein into the groundwater and/or surface water under and around the listed facilities constitutes a separate violation of Health & Safety Code Section 25249.5, and each chemical released or discharged constitutes a separate violation for each day on which each chemical was released or discharged.

Knowing Discharge of Chemicals

The violator named herein has known of its discharges or releases of the chemicals listed above. Therefore, the violations here described have been knowing on the part of the violator.

Identity of Noticing Party

The name, address, and telephone number of the noticing party is as follows:

Communities for a Better Environment
1611 Telegraph Ave., Suite 450
Oakland, CA 94612
Phone: 510-302-0430; FAX: 510-302-0438

Responsible individual within CBE:

Richard Toshiyuki Drury, Legal Director
William Rostov, Staff Attorney

The noticing party would appreciate receiving prompt notification from you as to whether you will pursue action under Health & Safety code Section 25249.7(c) so that we may make our decisions under Health & Safety Code Section 25249.7(d). We pledge to cooperate with you in this matter and look forward to hearing from you in the near future. If you have any questions or desire any further information, please contact one of the attorneys listed above at 510-320-0430.

With this letter, noticing party gives notice of the alleged violations by your facilities to the Attorney General of California, to the District Attorney of the below-listed counties, and to the President and Registered Agent of CONOCOPHILLIPS, INC. and any of its consolidated subsidiaries or related divisions. This notice covers all violations of the Act that are known to Plaintiffs from public records now available to us. When filed, this suit may also address such other violations as may occur or become apparent after service of this notice letter.

Enclosure: The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary

cc: (Via First Class Certified Mail, Return Receipt Requested)

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