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June 19, 2003

*LICENSED IN STATES OTHER THAN TEXAS

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

- To: Bill Lockyer, Attorney General for the State of California
Bonnie M. Dumanis, San Diego County District Attorney
Casey Gwinn, San Diego City Attorney
The Chairman and Chief Executive Officers of ExxonMobil Corporation and ExxonMobil Oil Corporation and any of their consolidated subsidiaries or related divisions including but not limited to Exxon Corporation, Mobil Oil Corporation, Mobil Oil Refining Corporation, Mobil Corporation, Mobil California Pipeline Company, ExxonMobil Pipeline Company, ExxonMobil Development Company, ExxonMobil Sales and Supply Corporation, and ExxonMobil Global Services Company (hereinafter collectively referred to as "ExxonMobil").
- RE: **Violations of Proposition 65: Discharge of Listed Chemicals into a Source of Drinking Water in and around EXXONMOBIL'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") and 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). The public prosecutors 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 ExxonMobil ("Violator"). ExxonMobil has been sent a copy of this 60-day Notice through Federal Express mail (as noted) and/or certified mail, return receipt requested 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 facilities listed in Attachment 1 attached hereto. Please note that one site has been previously noticed and is being re-noticed due to an incorrect address in the previous Notice of Violation of Proposition 65. This site has been marked with an asterisk (*) next to the Retail Facility ID number on said attachment.

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 ExxonMobil 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 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 has discharged the chemicals listed above in the manner described herein continuously since approximately December 1994. Such violations have been ongoing since that time.

Each and every day during which the violator has discharged or released the chemicals names herein into the groundwater and/or surface water under and around the listed ExxonMobil facility 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:

Scott R. Summy, Esq.
Laura Baughman, Esq.
Baron & Budd, P.C.
3102 Oak Lawn Avenue, Suite 1100
Dallas, TX 75219
(214) 521-3605 & (800) 222-2766

Other responsible individuals representing CBE and Nicole McAdam are:

Scott Kuhn, Esq.
Communities for a Better Environment
5610 Pacific Boulevard, Suite 203
Huntington Park, CA 90255
(323) 826-9771

Edward L. Masry, Esq.
Nancy Eichler, Esq.
Law Offices of Masry & Vititoe
5707 Corsa Avenue, 2nd Floor
Westlake Village, CA 91362

Walter P. Lack, Esq.
Brian Leinbach, Esq.
Engstrom, Lipscomb & Lack, P.C.
10100 Santa Monica Blvd., 16th Floor
Los Angeles, CA 90067

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

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for Violations of Proposition 65
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questions or desire any further information, please contact one of the attorneys listed above at Baron & Budd, P.C., (214) 521-3605 or (800) 222-2766.

With this letter, noticing party gives notice of the alleged violations by your facilities to the Attorney General of California, to the District Attorney for the county of San Diego, to the City Attorney for the city of San Diego, and to The Chairmen and Chief Executive Officers of ExxonMobil Corporation and ExxonMobil Oil Corporation and any of their consolidated subsidiaries or related divisions including but not limited to Mobil Oil Refining Corporation, Mobil Corporation, Mobil California Pipeline Company, Exxon Corporation, ExxonMobil Pipeline Company, ExxonMobil Development Company, ExxonMobil Sales and Supply Corporation, and ExxonMobil Global Services Company, via service of their attorneys of record. 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.

Enclosures: Appendix A: *The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary.*

Attachment 1: List of sites noticed for violation of Proposition 65

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

Bill Lockyer, Esq. (Via First Class Certified Mail, Return Receipt Requested)
California Attorney General
Prop 65 Coordinator
1515 Clay Street
Oakland, CA 94612

Tom Sneddon, Esq. (Via First Class Certified Mail, Return Receipt Requested)
Santa Barbara County
District Attorney
1105 Santa Barbara Street
Santa Barbara, CA 93101

Diana Martin, Esq. (Via First Class Certified Mail, Return Receipt Requested)
Bingham McCutchen LLP
355 South Grant Avenue, Suite 4400
Los Angeles, California 90071-1560
On Behalf of the following entities:

EXXON MOBIL CORPORATION
EXXONMOBIL OIL CORPORATION
EXXON CORPORATION
MOBIL OIL CORPORATION
MOBIL OIL REFINING CORPORATION
MOBIL CORPORATION
MOBIL CALIFORNIA PIPELINE COMPANY
EXXONMOBIL PIPELINE COMPANY
EXXONMOBIL DEVELOPMENT COMPANY
EXXONMOBIL SALES AND SUPPLY CORPORATION
EXXONMOBIL GLOBAL SERVICES COMPANY

Edward L. Masry, Esq. (via First Class Mail)
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Los Angeles, CA 90067

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Communities for a Better Environment
5610 Pacific Boulevard, Suite 203
Huntington Park, CA 90255

APPENDIX A

OFFICE OF ENVIRONMENTAL HEALTH HAZARD ASSESSMENT CALIFORNIA ENVIRONMENTAL PROTECTION AGENCY

THE SAFE DRINKING WATER AND TOXIC ENFORCEMENT ACT OF 1986 (PROPOSITION 65): A SUMMARY

The following summary has been prepared by the Office of Environmental Health Hazard Assessment, the lead agency for the implementation of the Safe Drinking Water and Toxic Enforcement Act of 1986 (commonly known as "Proposition 65"). A copy of this summary must be included as an attachment to any notice of violation served upon an alleged violator of the Act. The summary provides basic information about the provisions of the law, and is intended to serve only as a convenient source of general information. It is not intended to provide authoritative guidance on the meaning or application of the law. The reader is directed to the statute and its implementing regulations (see citations below) for further information.

Proposition 65 appears in California law as Health and Safety Code Sections 25249.5 through 25249.13. Regulations that provide more specific guidance on compliance, and that specify procedures to be followed by the State in carrying out certain aspects of the law, are found in Title 22 of the California Code of Regulations, Sections 12000 through 14000.

WHAT DOES PROPOSITION 65 REQUIRE?

The "Governor's List." Proposition 65 requires the Governor to publish a list of chemicals that are known to the State of California to cause cancer, or birth defects or other reproductive harm. This list must be updated at least once a year. Over 550 chemicals have been listed as of May 1, 1996. Only those chemicals that are on the list are regulated under this law. Businesses that produce, use, release or otherwise engage in activities involving those chemicals must comply with the following:

Clear and reasonable warnings. A business is required to warn a person before "knowingly and intentionally" exposing that person to a listed chemical. The warning given must be "clear and reasonable." This means that the warning must: (1) clearly make known that the chemical involved is known to cause cancer, or birth defects or other reproductive harm; and (2) be given in such a way that it will effectively reach the person before he or she is exposed. Exposures are exempt from the warning requirement if they occur less than twelve months after the date of listing of the chemical.

Prohibition from discharges into drinking water. A business must not knowingly discharge or release a listed chemical into water or onto land where it passes or probably will pass into a source of drinking water. Discharges are exempt from this requirement if they occur less than twenty months after the date of listing of the chemical.

DOES PROPOSITION 65 PROVIDE ANY EXEMPTIONS?

Yes. The law exempts:

Governmental agencies and public water utilities. All agencies of the federal, State or local government, as well as entities operating public water systems, are exempt.

Businesses with nine or fewer employees. Neither the warning requirement nor the discharge prohibition applies to a business that employs a total of nine or fewer employees.

Exposures that pose no significant risk of cancer. For chemicals that are listed as known to the State to cause cancer ("carcinogens"), a warning is not required if the business can demonstrate that the exposure occurs at a level that poses "no significant risk." This means that the exposure is calculated to result in not more than one excess case of cancer in 100,000 individuals exposed over a 70-year lifetime. The Proposition 65 regulations identify specific "no significant risk" levels for more than 250 listed carcinogens.

Exposures that will produce no observable reproductive effect at 1,000 times the level in question. For chemicals known to the State to cause birth defects or other reproductive harm ("reproductive toxicants"), a warning is not required if the business can demonstrate that the exposure will produce no observable effect, even at 1,000 times the level in question. In other words, the level of exposure must be below the "no observable effect level (NOEL)," divided by a 1,000-fold safety or uncertainty factor. The "no observable effect level" is the highest dose level which has not been associated with an observable adverse reproductive or developmental effect.

Discharges that do not result in a "significant amount" of the listed chemical entering into any source of drinking water. The prohibition from discharges into drinking water does not apply if the discharger is able to demonstrate that a "significant amount" of the listed chemical has not, does not, or will not enter any drinking water source, and that the discharge complies with all other applicable laws, regulations, permits, requirements, or orders. A "significant amount" means any detectable amount, except an amount that would meet the "no significant risk" or "no observable effect" test if an individual were exposed to such an amount in drinking water.

HOW IS PROPOSITION 65 ENFORCED?

Enforcement is carried out through civil lawsuits. These lawsuits may be brought by the Attorney General, any district attorney, or certain city attorneys (those in cities with a population exceeding 750,000). Lawsuits may also be brought by private parties acting in the public interest, but only after providing notice of the alleged violation to the Attorney General, the appropriate district attorney and city attorney, and the business accused of the violation. The notice must provide adequate information to allow the recipient to assess the nature of the alleged violation. A notice must comply with the information and procedural requirements specified in regulations (Title 22, California Code of Regulations, Section 12903). A private party may not pursue an enforcement action directly under Proposition 65 if one of the governmental officials noted above initiates an action within sixty days of the notice.

A business found to be in violation of Proposition 65 is subject to civil penalties of up to \$2,500 per day for each violation. In addition, the business may be ordered by a court of law to stop committing the violation.

For Further Information

Contact the Office of Environmental Health Hazard Assessment's Proposition 65 Implementation Office at (916) 445-6900.

ATTACHMENT 1

SAN DIEGO COUNTY

Retail Facility ID	Retail Facility Address	City	State	Zip	County
10754	765 E ST	CHULA VISTA	CA	91910-2003	San Diego
12924	2210 OTAY LAKES RD	CHULA VISTA	CA	91915-1000	San Diego
11455	2750 VIA DE LA VALLE	DEL MAR	CA	92014-1906	San Diego
10434	1761 GREENFIELD DR	EL CAJON	CA	92021-3740	San Diego
11389	8445 LOS COCHES RD	EL CAJON	CA	92021-2014	San Diego
17966	2903 JAMACHA RD	EL CAJON	CA	92019-4342	San Diego
80322	MAGNOLIA / I-8	EL CAJON	CA	92021	San Diego
19253	SWC ENCINITAS BLVD & MANCHESTER	ENCINTAS	CA	92024	San Diego
10654	502 W MISSION AVE	ESCONDIDO	CA	92025-1609	San Diego
11123	2004 E VALLEY PKY	ESCONDIDO	CA	92027-2710	San Diego
11445	4730 HWY 76	FALLBROOK	CA	92028-9006	San Diego
12281	681 STATE HIGHWAY 75	IMPERIAL BEACH	CA	91932	San Diego
11686	3233 LA JOLLA VILLAGE DR	LA JOLLA	CA	92037-1805	San Diego
11156	5450 JACKSON DR	LA MESA	CA	91941-2473	San Diego
10842	10 OSBORN ST	NATIONAL CITY	CA	91950-1115	San Diego
13189	2945 HIGHLAND AVE	NATIONAL CITY	CA	91950-7414	San Diego
11432	3945 MISSION AVE	OCEANSIDE	CA	92054-7803	San Diego
11499	1742 SOUTH COAST HIGHWAY	OCEANSIDE	CA	92054	San Diego
12099	1407 MISSION AVE	OCEANSIDE	CA	92054-2634	San Diego
18090	1900 COLLEGE BLVD	OCEANSIDE	CA	92054	San Diego
11788	14863 POMERADO RD	POWAY	CA	92064-2803	San Diego
10215	10496 CLAIREMONT MESA BL	SAN DIEGO	CA	92124-1320	San Diego
10365	9370 PASEO MONTALBAN	SAN DIEGO	CA	92129-2689	San Diego
10637	9790 MIRAMAR RD	SAN DIEGO	CA	92126-4529	San Diego
10682	1809 W. WASHINGTON ST	SAN DIEGO	CA	92103-3767	San Diego
10988	6066 BALBOA AVE	SAN DIEGO	CA	92111-2714	San Diego
11271	2305 SUNSET CLIFFS BLVD	SAN DIEGO	CA	92107-1322	San Diego
11464	11898 RANCHO BERNARDO RD	SAN DIEGO	CA	92128-1902	San Diego
12067	9045 MIRA MESA BLVD	SAN DIEGO	CA	92126-2717	San Diego
12465	4404 INGRAHAM ST	SAN DIEGO	CA	92109-4404	San Diego
12743	3724 DEL SOL BLVD	SAN DIEGO	CA	92154-3538	San Diego
13069	3927 EL CAJON BLVD	SAN DIEGO	CA	92105-1022	San Diego
15979	12849 RANCHO PENSASQUITOS	SAN DIEGO	CA	92129	San Diego
17970	10555 SCRIPPS POWAY	SAN DIEGO	CA	92131	San Diego
12452	1290 W MISSION RD	SAN MARCOS	CA	92069-1416	San Diego
11462*	9750 N MAGNOLIA AVE	SANTEE	CA	92071-2733	San Diego

ATTACHMENT 1

SAN DIEGO COUNTY

Retail Facility ID	Retail Facility Address	City	State	Zip	County
11390	3520 SWEETWATER SPRINGS BLVD	SPRING VALLEY	CA	91977-3144	San Diego
11022	801 S SANTA FE AVE	VISTA	CA	92083-5237	San Diego
11433	710 SYCAMORE AVE	VISTA	CA	92083-7934	San Diego
12951	170 N EMERALD DR	VISTA	CA	92083-6108	San Diego