

BARON & BUDD

A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS
SUITE 1100

3102 OAK LAWN AVENUE
DALLAS, TEXAS 75219-4231
(214) 521-3605
TELECOPIER (214) 520-1181

December 11, 2003

FREDERICK M. BARON
RUSSELL W. BUDD
BRENT M. ROSENTHAL
LISA A. BLUE, Ph.D.
MARY E. SKELNIK
STEVEN D. WOLENS
MELISSA K. HUTTS
STEVE BAUGHMAN JENSEN
ALLEN M. STEWART
RICHARD I. NEMEROFF
LISA R. KIVETT
LEANNE JACKSON
LAURA BAUGHMAN
LAURIE J. MEGGESIN
LADD R. GIBKE
ALAN B. RICH
ELLEN A. PRESBY
SCOTT SUMMY
MISTY A. FARRIS
KEVIN D. McHARGUE

JAMES D. PIEL
S. ANN SAUCER
LANCE A. POOL

SPECIAL COUNSEL
CARLOS LOPEZ

DIANE M. ANDREW*
SAM T. RICHARD
CHRISTINA E. MANCUSO
SCOTT MORRISON
WESLEY K. YOUNG
STEPHEN C. JOHNSTON
WILLIAM K. TAPSCOTT, JR.
ASHLEY HIGGINS JETER
BEN K. DUBOSE
AMY J. SHAHAN
TAERI IM OH
ANN TUTOKY HARPER
CAREN LOCK HANSON

*LAWRENCE G. GETTYS
ALICIA D. BUTLER
*PATRICK O'NEAL
ANDREA S. BOURNE
VIRGINIA L. ADAMS
JOYCELL M. HOLLINS
MARTY A. MORRIS
LAURA M. CABUITTO
SCOTT R. FRIELING
THOMAS M. SIMS
JOHN J. SPILLANE
NATALIE F. DUNCAN
MONTY WADE SULLIVAN
AMY M. CARTER
FRANK E. GOODRICH
CARLA M. BURKE
SCOTT L. FROST
TIFFANY NEWLIN
JACQUELINE MONTEJANO
JULIANNE J. MAERSCHEL

BRIAN P. MIN
REY FERNANDEZ
EDMOND L. MARTIN
DONNA J. BLEVINS
STEPHANIE N. BROOKS
DAVID T. RITTER
CHRIS J. PANATIER
J. KAMA DAVIS
RENÉE MELANÇON
*THERESA L. NELSON
D. CARL MONEY
CELESTE A. EVANGELISTI
CHAD R. COTTEN
BRIAN K. PEACOCK
BRIE D. SHERWIN
BRIAN M. BOUFFARD
MONICA WALTERS
SHAWN E. RAVER
*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
Tony Rackauckas, Orange County District Attorney
The Chairman and Chief Executive Officers of Atlantic Richfield Company, ARCO Oil and Gas Company, ARCO Pipeline Company, ARCO Oil Refining Company, BP Oil Marketing Company, BP America, Inc. and BP Amoco Chemical, their parents, subsidiaries, affiliates, and/or divisions (hereinafter collectively referred to as "Atlantic Richfield").

RE: **Violations of Proposition 65: Discharge of Listed Chemicals into a Source of Drinking Water in and around ATLANTIC RICHFIELD'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 Atlantic Richfield (“Violator”). Atlantic Richfield 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.

The discharging and/or releasing of chemicals include, but are 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 Atlantic Richfield 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 storm water run-off from the facilities.

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 named herein into the groundwater and/or surface water under and around the listed Atlantic Richfield 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:

Scott R. Summy, Esq.
Laura Baughman, Esq.
Renée Melançon, 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 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 Orange, to the City Attorney for the City of Los Angeles, and to The Chairman and Chief Executive Officers of Atlantic Richfield Company, ARCO Oil and Gas Company, ARCO Pipeline Company, ARCO Oil Refining Company, BP Oil Marketing Company, BP America, Inc. and BP Amoco Chemical, their parents, subsidiaries, affiliates, and/or divisions, 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.

Sincerely,

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

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

Tony Rackauckas (Via First Class Certified Mail, Return Receipt Requested)
Orange County District Attorney
401 Civic Center Drive, W.
Santa Ana, CA 92701

Jeffrey M. Hmerling (Via First Class Certified Mail, Return Receipt Requested)
Matthew S. Covington
Jamie S. Peterson
Steinhart & Falconer LLP
333 Market Street, Suite 3200
San Francisco, CA 94105

ATLANTIC RICHFIELD COMPANY
ARCO OIL AND GAS COMPANY
ARCO PIPELINE COMPANY
ARCO OIL REFINING COMPANY
BP OIL MARKETING COMPANY
BP AMERICA, INC.
BP AMOCO CHEMICAL COMPANY

Edward L. Masry, Esq. (via First Class Mail)
Nancy Eichler, Esq.
Law Offices of Masry & Vititoe
5707 Corsa Avenue, 2nd Floor
Westlake Village, CA 91362

Walter P. Lack, Esq. (via First Class Mail)
Brian Leinbach, Esq.
Engstrom, Lipscomb & Lack, P.C.
10100 Santa Monica Blvd., 16th Floor
Los Angeles, CA 90067

Scott Kuhn, Esq. (via First Class Mail)
Communities for a Better Environment
5610 Pacific Boulevard, Suite 203
Huntington Park, CA 90255

ATTACHMENT 1

ORANGE COUNTY					
FACILITY #	STREET ADDRESS	CITY	COUNTY	STATE	ZIP
76	100 N TUSTIN AVE	ORANGE	ORANGE	CA	92867
97	401 N PLACENTIA	FULLERTON	ORANGE	CA	92831
192	2100 SE BRISTOL ST	SANTA ANA	ORANGE	CA	92660
203	1700 W LA PALMA AVE	ANAHEIM	ORANGE	CA	92801
206	302 W FIRST ST	SANTA ANA	ORANGE	CA	92701
447	34342 COAST HWY	DANA POINT	ORANGE	CA	92629
1023	1000 W VALENCIA DR	FULLERTON	ORANGE	CA	92833
1064	14511 BROOKHURST ST	WESTMINSTER	ORANGE	CA	92683
1077	13742 RED HILL AVE	TUSTIN	ORANGE	CA	92780
1583	7990 KNOTT AVE	BUENA PARK	ORANGE	CA	90620
1633	6982 WESTMINSTER BLVD	WESTMINSTER	ORANGE	CA	92683
1637	1000 N STATE COLLEGE	ANAHEIM	ORANGE	CA	92806
1738	5012 LINCOLN AVE	CYPRESS	ORANGE	CA	90630
1795	301 S EUCLID AVE	ANAHEIM	ORANGE	CA	92802
1812	16502 BOLSA CHICA ST	HUNTINGTON BEACH	ORANGE	CA	92649
1865	14244 NEWPORT AVE	TUSTIN	ORANGE	CA	92780
1888	16501 GOLDENWEST ST	HUNTINGTON BEACH	ORANGE	CA	92647
1905	18025 MAGNOLIA ST	FOUNTAIN VALLEY	ORANGE	CA	92708
1912	18480 BROOKHURST ST	FOUNTAIN VALLEY	ORANGE	CA	92708
1956	26001 LA PAZ ROAD	MISSION VIEJO	ORANGE	CA	92691
1969	7760 CRESCENT AVE	BUENA PARK	ORANGE	CA	90620
1973	4988 BALL ROAD	CYPRESS	ORANGE	CA	90630
1994	700 S STATE COLLEGE B	ANAHEIM	ORANGE	CA	92805
3042	13331 EUCLID AVE	GARDEN GROVE	ORANGE	CA	92843
3045	14231 RED HILL AVE	TUSTIN	ORANGE	CA	92780
3048	27682 CROWN VALLEY PK	MISSION VIEJO	ORANGE	CA	92691
3076	1935 E KATELLA AVE	ORANGE	ORANGE	CA	92867
3086	5700 E LA PALMA	ANAHEIM	ORANGE	CA	92806
3101	25122 MARGUERITE PKWY	MISSION VIEJO	ORANGE	CA	92692
3102	23921 ALICIA PRKWY	MISSION VIEJO	ORANGE	CA	92691
5038	1620 N BROADWAY	SANTA ANA	ORANGE	CA	92706
5111	2749 N EL CAMINO REAL	SAN CLEMENTE	ORANGE	CA	92672
5831	24181 MOULTON PKWY	LAGUNA BEACH	ORANGE	CA	92653
5881	9511 VALLEY VIEW ST	CYPRESS	ORANGE	CA	90630
5907	27491 LA PAZ RD	LAGUNA NIGUEL	ORANGE	CA	92677
5912	5472 ORANGETHORPE AVE	LA PALMA	ORANGE	CA	90623
5994	300 BRISTOL ST	COSTA MESA	ORANGE	CA	92626
5999	1801 S STATE COLLEGE	ANAHEIM	ORANGE	CA	92806
6036	13142 GOLDENWEST ST	WESTMINSTER	ORANGE	CA	92683
6066	490 PACIFIC COAST HWY	SEAL BEACH	ORANGE	CA	90740
6071	3414 S MAIN ST	SANTA ANA	ORANGE	CA	92707
6079	3901 E RIVERDALE AVE	ANAHEIM	ORANGE	CA	92807
6085	1222 E FIRST ST	SANTA ANA	ORANGE	CA	92701
6110	1201 E IMPERIAL HWY	PLACENTIA	ORANGE	CA	92870
6116	17520 BROOKHURST ST	FOUNTAIN VALLEY	ORANGE	CA	92708
6132	2445 E BALL RD	ANAHEIM	ORANGE	CA	92806
6160	13361 HARBOR BLVD	GARDEN GROVE	ORANGE	CA	92843
6226	102 E YORBA LINDA BLV	PLACENTIA	ORANGE	CA	92870
6540	29080 PORTOLA PKWY	EL TORO	ORANGE	CA	92630
70483	1490 S. HARBOR BLVD.	LA HABRA	ORANGE	CA	90631

ATTACHMENT 1

81205	480 N. GLASSELL STREET	ORANGE	ORANGE	CA	92866
81258	2721 W. EDINGER AVE	SANTA ANA	ORANGE	CA	92704
81451	6002 BOLSA AVE	HUNTINGTON BEACH	ORANGE	CA	92647
81652	2791 E LINCOLN AVE	ANAHEIM	ORANGE	CA	92806
81675	519 S. HARBOR BLVD	FULLERTON	ORANGE	CA	92832
81712	3003 NEWPORT BLVD	COSTA MESA	ORANGE	CA	92626
81759	2490 FAIRVIEW ROAD	COSTA MESA	ORANGE	CA	92626
81782	11171 LOS ALAMITOS BLVD	LOS ALAMITOS	ORANGE	CA	90720
81849	23611 LA PALMA AVE	YORBA LINDA	ORANGE	CA	92887
81850	301 S. ANAHEIM BLVD	ANAHEIM	ORANGE	CA	92805
81887	1124 E. CHAPMAN AVE	FULLERTON	ORANGE	CA	92831
81904	10975 EDINGER AVE	FOUNTAIN VALLEY	ORANGE	CA	92708
81955	9472 KATELLA AVE	ANAHEIM	ORANGE	CA	92804
81991	20572 LAKE FOREST DR	LAKE FOREST	ORANGE	CA	92630
81994	12931 GARDEN GROVE BLVD.	GARDEN GROVE	ORANGE	CA	92843
82008	18972 BEACH BLVD	HUNTINGTON BEACH	ORANGE	CA	92648
82048	1037 W BALL RD	ANAHEIM	ORANGE	CA	92802
82075	29880 SANTA MARGARITA PKY	RANCHO SANTA	ORANGE	CA	92688
82097	8032 GARDEN GROVE BLVD	GARDEN GROVE	ORANGE	CA	92844
82215	1401 E. LAMBERT ROAD	LA HABRA	ORANGE	CA	90631