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December 11, 2003

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

To: Bill Lockyer, Attorney General for the State of California
Edward Jagels, Kern 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.

Notice of Intent to Sue Atlantic Richfield
for Violations of Proposition 65
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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 Kern, 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

Edward Jagels (Via First Class Certified Mail, Return Receipt Requested)
Kern County District Attorney
1215 Truxtun Avenue
Bakersfield, CA 93301

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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

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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

KERN COUNTY					
FACILITY #	STREET ADDRESS	CITY	COUNTY	ST	ZIP
371	2698 MT VERNON AVE	BAKERSFIELD	KERN	CA	93306
583	3220 MING AVE	BAKERSFIELD	KERN	CA	93304
1960	1701 BRUNDAGE LANE	BAKERSFIELD	KERN	CA	93304
3054	1129 UNION AVE	BAKERSFIELD	KERN	CA	93307
3090	3333 UNION AVE	BAKERSFIELD	KERN	CA	93305
5365	4010 WIBLE RD	BAKERSFIELD	KERN	CA	93309
5420	6450 WHITE LANE	BAKERSFIELD	KERN	CA	93309
5496	4800 FAIRFAX	BAKERSFIELD	KERN	CA	93306
5526	900 MONTEREY	BAKERSFIELD	KERN	CA	93305
5634	2241 GIRARD ST	DELANO	KERN	CA	93215
5657	35300 7TH STANDARD RD	BAKERSFIELD	KERN	CA	93308
5674	16300 SIERRA HWY	MOJAVE	KERN	CA	93501
5751	2800 PANAMA LANE	BAKERSFIELD	KERN	CA	93313
6150	2101 W ROSAMOND BLVD	ROSAMOND	KERN	CA	93560
6208	20650 S TRACY AVE	BUTTONWILLOW	KERN	CA	93206
6218	4203 MING AVE	BAKERSFIELD	KERN	CA	93309
6353	3125 CALIFORNIA AVE	BAKERSFIELD	KERN	CA	93304
6356	2301 F ST	BAKERSFIELD	KERN	CA	93301