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January 13, 2004

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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
Terance Hallinan, San Francisco County District Attorney
Dennis Herrera, San Francisco City Attorney
The Chairman and Chief Executive Officers of Chevron U.S.A. and Chevron Texaco Corporation, their parents, subsidiaries, affiliates, and/or divisions (hereinafter collectively referred to as "Chevron").

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

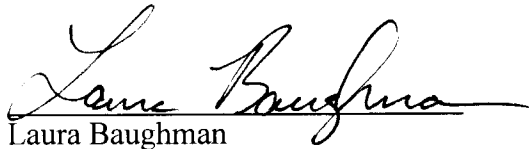
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for Violations of Proposition 65
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Walter P. Lack, Esq.
Brian Leinbach, Esq.
Engstrom, Lipscomb & Lack, P.C.
10100 Santa Monica Blvd., 16th Floor
Los Angeles, CA 90067

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 San Francisco and to The Chairman and Chief Executive Officers of Chevron U.S.A., Inc. and ChevronTexaco Corporation, 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,



Laura Baughman

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

Notice of Intent to Sue Chevron
for Violations of Proposition 65
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cc: (Via First Class Certified Mail, Return Receipt Requested and First Class Mail as noted)

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California Attorney General
Prop 65 Coordinator
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Oakland, CA 94612

Terance Hallinan (Via First Class Certified Mail, Return Receipt Requested)
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Scott Kuhn, Esq. (via First Class Mail)
Communities for a Better Environment
5610 Pacific Boulevard, Suite 203
Huntington Park, CA 90255

ATTACHMENT 1

SAN FRANCISCO COUNTY					
FACILITY #	ADDRESS		CITY	COUNTY	ZIP
90087	1000 HARRISON ST	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94103-4520
90838	1100 JUNIPERO SERRA BLVD	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94132-2654
90142	1198 VALENCIA ST.	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94110-3027
91000	1288 19TH AVENUE	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94122
90985	1598 BAY ST	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94123-1703
91623	1698 FELL ST	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94117-2026
91847	1799 OCEAN AVE	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94112-1727
95910	1890 19TH AVE	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94122-4512
95910	19TH AVENUE AND ORTEGA (IF SAME AS 1890 19TH AVE.)	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94102
90308	2399 MARKET ST	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94114-1617
90787	2998 SAN JOSE AVENUE	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94112
93344	3400 MISSION STREET	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94110
90032	6000 GEARY BLVD	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94121-1908
91623	AT FELL AND MASONIC (IF SAME AS 1698 FELL ST.)	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94102
91300	LOMBARD & PIERCE	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94102
90034	VAN NESS AVENUE AND UNION	SAN FRANCISCO	SAN FRANCISCO	SAN FRANCISCO	94102