

BARON & BUDD

A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS
SUITE 1100
3102 OAK LAWN AVENUE
DALLAS, TEXAS 75219-4281
(214) 521-3605
TELECOPIER (214) 520-1181

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. CABUTTO
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

February 23, 2004

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 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, and BP
West Coast Products LLC, and 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, which have been leased and/or operated by Atlantic Richfield.

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 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 April 1997. 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:

Scott 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 San Diego, 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 Company, and BP West

Coast Products LLC, and their parents, subsidiaries, affiliates, and/or divisions, via service of the 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

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

Bonnie M. Dumanis (Via First Class Certified Mail, Return Receipt Requested)
San Diego County District Attorney
Hall of Justice
330 W. Broadway, Suite 320
San Diego, CA 92101

Casey Gwinn, Esq. (Via First Class Certified Mail, Return Receipt Requested)
Office of the City Attorney
Civic Center Plaza
1200 3rd Avenue, Suite 1620
San Diego, CA 92101

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

Notice of Intent to Sue Atlantic Richfield
for Violations of Proposition 65
Page 6

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
BP WEST COAST PRODUCTS LLC

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

SAN DIEGO COUNTY				
FACILITY #	STREET ADDRESS	CITY	STATE	ZIP
5393	2717 LEMON GROVE AVE	LEMON GROVE	CA	91945
9532	700 AVOCADO RD	EL CAJON	CA	92020
9533	1092 E WASHINGTON AVE	EL CAJON	CA	92020
9543	7594 UNIVERSITY AVE	LA MESA	CA	91941
9559	7908 WINTER GARDENS	EL CAJON	CA	92021
9560	2502 IMPERIAL AVE	SAN DIEGO	CA	92102
9561	833 TURQUOISE ST	SAN DIEGO	CA	92109
9562	978 CUYAMACA ST	SAN DIEGO	CA	92020
9564	6404 MISSION GORGE RD	SAN DIEGO	CA	92120
9566	1606 PLAZA BLVD	NATIONAL CITY	CA	91950
9567	9811 MISSION GORGE	SAN DIEGO	CA	92071
9568	401 TELEGRAPH CYN RD	CHULA VISTA	CA	91910
9569	1734 HIGHLAND AVE	NATIONAL CITY	CA	91950
9570	1139 HARBISON AVE	NATIONAL CITY	CA	91950
9571	4330 ORANGE AVE	SAN DIEGO	CA	92105
9572	1484 E WASHINGTON AVE	EL CAJON	CA	92020
9573	1525 N MAGNOLIA AVE	EL CAJON	CA	92020
9574	9009 CARLTON HILLS BL	SANTEE	CA	92071
9575	1551 ROSECRANS ST	SAN DIEGO	CA	92106
9576	4202 CLAIREMONT MESA	SAN DIEGO	CA	92117
9577	489 W MAIN ST	EL CAJON	CA	92020
9578	9600 MURRAY DR	LA MESA	CA	91942
9579	434 W 5TH AVE	ESCONDIDO	CA	92025
9580	6311 IMPERIAL AVE	SAN DIEGO	CA	92114
9595	9108 CAMPO RD	SPRING VALLEY	CA	91977
9596	7974 UNIVERSITY AVE	LA MESA	CA	91941
9597	1401 HILLTOP	SAN DIEGO	CA	91911
9598	633 BIRMINGHAM DR	CARDIFF	CA	92007
9599	3860 OLD TOWN AVE	SAN DIEGO	CA	92110
9749	802 N COAST HWY	OCEANSIDE	CA	92054
9750	2502 MORENA BLVD	SAN DIEGO	CA	92110
9751	1902 SUNSET CLIFFS BL	OCEAN BEACH	CA	92107
9752	3255 UNIVERSITY AVE	SAN DIEGO	CA	92104
9755	1185 PALM AVE	IMPERIAL BEACH	CA	91932
9756	6901 FEDERAL BLVD	LEMON GROVE	CA	91945
9757	8787 LAKE MURRAY BLVD	SAN DIEGO	CA	92119
9758	398 EL CAJON BLVD	EL CAJON	CA	92020
9759	900 E BROADWAY	EL CAJON	CA	92020
9760	12109 WOODSIDE	LAKESIDE	CA	92040
9761	9393 KEARNEY MESA RD	SAN DIEGO	CA	92126