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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
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., 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
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(323) 826-9771

Edward L. Masry, Esq.
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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, 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
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401 Civic Center Drive, W.
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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

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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

ORANGE COUNTY				
FACILITY #	STREET ADDRESS	CITY	STATE	ZIP
9506	704 BRISTOL STREET N.	SANTA ANA	CA	92701
9511	120 E IMPERIAL	BREA	CA	92821
9512	2016 W 17TH ST	SANTA ANA	CA	92706
9539	2937 E CHAPMAN AVE	ORANGE	CA	92869
9549	14121 NEWPORT AVE	TUSTIN	CA	92780
9550	291 S TUSTIN ST	ORANGE	CA	92866
9555	304 S MAGNOLIA AVE	ANAHEIM	CA	92804
9556	17475 BROOKHURST	FOUNTAIN VALLEY	CA	92708
9585	1818 BALL ROAD	ANAHEIM	CA	92804
9589	799 W 19TH ST	COSTA MESA	CA	92627
9593	1539 S STANDARD AVE	SANTA ANA	CA	92707
9594	751 BAKER ST	COSTA MESA	CA	92626
9604	7510 ORANGETHORPE AVE	BUENA PARK	CA	90621
9675	101 E WHITTIER BLVD	LA HABRA	CA	90631
9676	718 S BREA BLVD	BREA	CA	92821
9677	2351 E ORANGETHORPE	FULLERTON	CA	92831
9725	2811 W LINCOLN AVE	ANAHEIM	CA	92801
9726	300 S BROOKHURST ST	ANAHEIM	CA	92804
9727	2101 S HARBOR BLVD	ANAHEIM	CA	92802
9728	2800 W BALL ROAD	ANAHEIM	CA	92804
9729	11500 BEACH BLVD	STANTON	CA	90680
9730	727 S EAST ST	ANAHEIM	CA	92805
9731	3101 E LA PALMA	ANAHEIM	CA	92801
9732	2493 N TUSTIN	ORANGE	CA	92865
9733	825 E KATELLA AVE	ORANGE	CA	92867
9734	6311 WESTMINSTER AVE	WESTMINSTER	CA	92683
9735	13501 MAGNOLIA ST	GARDEN GROVE	CA	92844
9736	13511 EUCLID ST	GARDEN GROVE	CA	92843
9738	2730 W MCFADDEN AVE	SANTA ANA	CA	92704
9739	2940 N BRISTOL ST	SANTA ANA	CA	92706
9740	801 N BRISTOL ST	SANTA ANA	CA	92703
9741	324 S GRAND AVE	SANTA ANA	CA	92701
9742	15501 EDWARDS STREET	HUNTINGTON BEACH	CA	92647
9743	18520 BROOKHURST	FOUNTAIN VALLEY	CA	92708
9744	18975 MAGNOLIA	FOUNTAIN VALLEY	CA	92708
9745	19971 BEACH BLVD	HUNTINGTON BEACH	CA	92648
9746	2021 NEWPORT BLVD	COSTA MESA	CA	92627
9747	590 S PACIFIC COAST H	LAGUNA BEACH	CA	92651
9748	590 CAMINO DE ESTRELL	SAN CLEMENTE	CA	92672