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March 12, 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
Bonnie M. Dumanis, San Diego County District Attorney
Casey Gwinn, San Diego City Attorney
The Chairman and Chief Executive Officers of Texaco Refining & Marketing, Inc., Equilon Enterprises, LLC, Shell Oil Company, Shell California Pipeline Company, Shell Oil Products Company, LLC, and Shell Pipeline Company L.P. (hereinafter collectively referred to as "Shell").

RE: **Violations of Proposition 65: Discharge of Listed Chemicals into a Source of Drinking Water in and around SHELL'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 Shell (“Violator”). Shell 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 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 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
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Walter P. Lack, Esq.
Brian Leinbach, Esq.
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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, the District Attorney for the County of San Diego, the San Diego City Attorney, and to the Chairman and Chief Executive Officers of Texaco Refining & Marketing, Inc., Equilon Enterprises, LLC, Shell Oil Company, Shell California Pipeline Company, Shell Oil Products Company, LLC, Shell Pipeline Company L.P., 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.

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)
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Prop 65 Coordinator
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Bonnie M. Dumanis (Via First Class Certified Mail, Return Receipt Requested)
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Hall of Justice
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San Diego, CA 92101

Notice of Intent to Sue Shell
for Violations of Proposition 65
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Communities for a Better Environment
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SAN DIEGO COUNTY	
STREET ADDRESS	CITY
2235 ALPINE BLVD	ALPINE
1340 TAVERN ROAD	ALPINE
1089 CARLSBAD VILLAGE DRIVE / ELM AVENUE/I-5	CARLSBAD
1145 CARLSBAD VILLAGE DRIVE	CARLSBAD
665 PALOMAR AIRPORT ROAD	CARLSBAD
1295 3RD STREET	CHULA VISTA
350 EAST H STREET	CHULA VISTA
902 BROADWAY	CHULA VISTA
199 BROADWAY	CHULA VISTA
100 BONITA	CHULA VISTA
4555 AUTO PARK DRIVE	CHULA VISTA
13538 CAMINO CANADA	EL CAJON
303 JAMACHA ROAD	EL CAJON
1700 EAST MAIN STREET / GREENFIELD DR	EL CAJON
490 NO 2ND / MADISON	EL CAJON
2411 JAMACHA ROAD	EL CAJON
515 NORTH MAGNOLIA	EL CAJON
1060 N EL CAMINO REAL	ENCINITAS
160 ENCINITAS BLVD	ENCINITAS
325 ENCINITAS / CALLE MAGDALENA	ENCINITAS
1355 ENCINITAS BLVD	ENCINITAS
510 SANTA FE ROAD	ENCINITAS
1400 AUTO PARK WAY	ESCONDIDO
2110 WEST MISSION AVENUE	ESCONDIDO
3480 PLAZA DEL LAGO BLVD	ESCONDIDO
615 WEST EL NORTE PARKWAY	ESCONDIDO
102 E MISSION AVENUE / N BROADWAY	ESCONDIDO
1574 E VALLEY PARKWAY / N ROSE STREET	ESCONDIDO
105 EAST VIA RANCHO PKY	ESCONDIDO
780 WEST EL NORTE PKWY	ESCONDIDO
312 SOUTH MAIN ST	FALLBROOK
936 MISSION ROAD	FALLBROOK
1205 MAIN ST	FALLBROOK
4925 SPRING STREET	LA MESA
5151 NORTH 70TH STREET	LA MESA
6085 LAKE MURRAY BLVD / EL PASO STREET	LA MESA
3810 MASSACHUSETTS	LA MESA
5261 BALTIMORE DRIVE	LA MESA
9090 DALLAS STREET	LA MESA
5302 LAKE MURRAY BLVD	LA MESA
12087 WOODSIDE	LAKESIDE
7180 BROADWAY	LEMON GROVE
865 ORPHEUS	LEUCADIA
905 ORPHEUS	LEUCADIA
804 EAST 8TH STREET	NATIONAL CITY
1601 E EIGHTH ST	NATIONAL CITY
2401 E DIVISION ST	NATIONAL CITY
185 OLD GROVE ROAD	OCEANSIDE
660 DOUGLAS DR	OCEANSIDE

1202 COAST HIGHWAY / OCEANSIDE	OCEANSIDE
3865 MISSION AVE / EL CAMINO REAL	OCEANSIDE
601 N COAST HIGHWAY / SURFRIDER	OCEANSIDE
1910 MAIN STREET	RAMONA
16998 W BERNARDO	SAN DIEGO
9490 MIRA MESA	SAN DIEGO
8345 MIRA MESA BLVD	SAN DIEGO
2008 PACIFIC HWY	SAN DIEGO
7740 COPLEY PARK PLACE	SAN DIEGO
3890 DIVISION STREET	SAN DIEGO
2290 MOORE ST	SAN DIEGO
1011 A ST	SAN DIEGO
1145 SOUTH 28TH STREET	SAN DIEGO
11815 CARMEL MTN	SAN DIEGO
12174 CARMEL MOUNTAIN ROAD	SAN DIEGO
12507 RANCHO BERNARDO ROAD	SAN DIEGO
2310 ROLL DRIVE	SAN DIEGO
2435 OTAY CENTER DRIVE	SAN DIEGO
2484 F STREET	SAN DIEGO
2606 CLAIRMONT DR	SAN DIEGO
2830 GRAND AVENUE	SAN DIEGO
3060 CARMEL VALLEY ROAD	SAN DIEGO
3105 FAIRMOUNT AVENUE	SAN DIEGO
3425 MIDWAY	SAN DIEGO
3690 MURPHY CANYON ROAD	SAN DIEGO
3711 EL CAMINO DEL RIO WEST	SAN DIEGO
3861 VALLEY CENTER DRIVE	SAN DIEGO
4794 VOLTAIRE	SAN DIEGO
9205 TWIN TRAILS DRIVE	SAN DIEGO
9510 SCRANTON ROAD	SAN DIEGO
9840 MIRAMAR RD	SAN DIEGO
1313 ROSECRANS STREET	SAN DIEGO
12472 RANCHO BERNARDO ROAD / POMERADO RD.	SAN DIEGO
1885 GARNET AVENUE / LAMONT	SAN DIEGO
1930 ROSECRANS / QUIMBY	SAN DIEGO
2777 HEALTH CENTER DRIVE	SAN DIEGO
3302 PALM AVENUE / BEYER AVENUE	SAN DIEGO
3901 CLAIREMONT / BALBOA	SAN DIEGO
3918 GOVERNOR DRIVE / GENESEE AVENUE	SAN DIEGO
4504 CLAIREMONT MESA BL / GENESEE AVENUE	SAN DIEGO
9799 MIRAMAR ROAD / KEARNY MESA ROAD	SAN DIEGO
6585 MISSION GORGE /ZION	SAN DIEGO
4303 GENESEE AVE/MT. ETNA	SAN DIEGO
330 WASHINGTON STREET	SAN DIEGO
7647 BALBOA	SAN DIEGO
2521 PACIFIC HIGHWAY	SAN DIEGO
1330 MORENA BLVD	SAN DIEGO
3015 DEL MAR HEIGHTS ROAD	SAN DIEGO
4201 WEST PT LOMA BOULEVARD	SAN DIEGO
5401 UNIVERSITY	SAN DIEGO
5465 MISSION CENTER ROAD	SAN DIEGO

6125 BALBOA AVENUE	SAN DIEGO
7785 CLAIREMONT MESA BLVD	SAN DIEGO
8920 MIRAMAR ROAD	SAN DIEGO
1102 HOLLISTER	SAN DIEGO
679 SAN MARCOS BOULEVARD	SAN MARCOS
800 S RANCHO SANTA FE RD	SAN MARCOS
105 S RANCHO SANTA FE ROAD / DESCANSO AVE.	SAN MARCOS
2835 SWEETWATER ROAD	SPRING VALLEY
400 SYCAMORE DR	VISTA
145 EMERALD DRIVE	VISTA
210 SOUTH MELROSE	VISTA