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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
Jan Scully, Sacramento County District 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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Edward L. Masry, Esq.
Nancy Eichler, Esq.
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Westlake Village, CA 91362

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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, the District Attorney for the County of Sacramento, 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)
California Attorney General
Prop 65 Coordinator
1515 Clay Street
Oakland, CA 94612

Jan Scully (Via First Class Certified Mail, Return Receipt Requested)
Sacramento County District Attorney
901 G Street
Sacramento, CA 95814

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Communities for a Better Environment
5610 Pacific Boulevard, Suite 203
Huntington Park, CA 90255

SACRAMENTO COUNTY	
STREET ADDRESS	CITY
5103 FAIR OAKS BLVD	CARMICHAEL
4625 MANZANITA AVE / WINDING WAY	CARMICHAEL
6141 GREENBACK LN	CITRUS HEIGHTS
7741 AUBURN BLVD	CITRUS HEIGHTS
8338 POWER INN ROAD	ELK GROVE
9100 HARBOUR POINT DRIVE	ELK GROVE
9190 EAST STOCKTON BLVD	ELK GROVE
9611 AUTO CENTER DRIVE	ELK GROVE
8607 ELK GROVE BLVD	ELK GROVE
8901 ELK GROVE BLVD	ELK GROVE
8865 MADISON AVE	FAIR OAKS
13397 FOLSOM BLVD	FOLSOM
301 EAST BIDWELL	FOLSOM
2400 DEL PASO BLVD	NORTH SACRAMENTO
12210 TRIBUTARY POINT DRIVE	RANCHO CORDOVA
2401 SUNRISE BLVD	RANCHO CORDOVA
3050 ZINFANDEL DRIVE	RANCHO CORDOVA
2221 DEL PASO ROAD	SACRAMENTO
2828 EL CENTRO ROAD	SACRAMENTO
3591 BRADSHAW ROAD	SACRAMENTO
3721 TRUXEL ROAD	SACRAMENTO
6490 MACK ROAD	SACRAMENTO
7149 SOUTH WATT AVENUE	SACRAMENTO
7401 SHELDON ROAD	SACRAMENTO
7969 WATT AVE	SACRAMENTO
8090 FOLSOM BLVD	SACRAMENTO
9100 KIEFER BLVD	SACRAMENTO
1601 L STREET	SACRAMENTO
2391 MEADOWVIEW RD / 24TH STREET	SACRAMENTO
6948 FRANKLIN AVENUE (CROSS STREET- FLORIN ROAD)	SACRAMENTO
1049 BROADWAY	SACRAMENTO
2001 16TH STREET / 1608 T ST	SACRAMENTO
2500 NORTHGATE BLVD / AKA 543 WEST EL CAMINO	SACRAMENTO
4301 MADISON AVENUE	SACRAMENTO
4631 H STREET / 47TH STREET	SACRAMENTO
1301 HOWE AVE	SACRAMENTO
1315 FLORIN ROAD	SACRAMENTO
1599 W EL CAMINO	SACRAMENTO
1600 ARDEN WAY	SACRAMENTO
2270 FAIR OAKS BLVD	SACRAMENTO
3500 AUBURN	SACRAMENTO
3510 FAIR OAKS	SACRAMENTO
3701 FRANKLIN BLVD	SACRAMENTO
3801 NORTHGATE BLVD	SACRAMENTO
4000 SO LAND PARK DR	SACRAMENTO
4050 FLORIN ROAD	SACRAMENTO
5045 MADISON	SACRAMENTO

5551 MARTN LUTHER KING BL	SACRAMENTO
6400 STOCKTON BLVD	SACRAMENTO
6431 RIVERSIDE	SACRAMENTO
730 29TH STREET	SACRAMENTO
8062 FLORIN RD	SACRAMENTO
8900 POCKET ROAD	SACRAMENTO
9199 FOLSOM BLVD	SACRAMENTO
5730 FOLSOM BLVD	SACRAMENTO