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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
James P. Fox, San Mateo 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
5610 Pacific Boulevard, Suite 203
Huntington Park, CA 90255
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Edward L. Masry, Esq.
Nancy Eichler, Esq.
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Westlake Village, CA 91362

Notice of Intent to Sue Shell
for Violations of Proposition 65
Page 4

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 San Mateo, 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

James P. Fox (Via First Class Certified Mail, Return Receipt Requested)
San Mateo County District Attorney
District Attorney's Office
400 County Center
Redwood City, CA 94063

Notice of Intent to Sue Shell
for Violations of Proposition 65
Page 5

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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

SAN MATEO COUNTY		
SITE NAME	STREET ADDRESS	CITY
	2000 RALSTON AVE	BELMONT
	1390 BAYSHORE DRIVE	BURLINGAME
	390 HICKEY	DALY CITY
	398 GELLERT BLVD	DALY CITY
	4698 CALLAN BLVD	DALY CITY
	950 HILLSIDE	DALY CITY
	1000 KING DR	DALY CITY
	493 EASTMOOR	DALY CITY
	2194 UNIVERSITY AVE	EAST PALO ALTO
	201 SAN MATEO RD (HWY 92)	HALF MOON BAY
	201 LA CUESTA	MENLO PARK
	495 EL CAMINO REAL	MENLO PARK
	125 SHARON PARK DR	MENLO PARK
	1400 EL CAMINO REAL	MENLO PARK
	3201 EL CAMINO REAL	MENLO PARK
	95 AURA VISTA BLVD	PACIFICA
	590 CRESPI DRIVE	PACIFICA
	4475 COAST HWY	PACIFICA
	679 HICKEY BLVD	PACIFICA
	582 WOODSIDE RD	REDWOOD CITY
	1026 EL CAMINO REAL	REDWOOD CITY
	1667 WOODSIDE RD	REDWOOD CITY
	639 WHIPPLE AVENUE	REDWOOD CITY
	690 VETERANS BLVD	REDWOOD CITY
	1199 EL CAMINO REAL	SAN BRUNO
	1098 EL CAMINO REAL	SAN CARLOS
	500 EL CAMINO REAL	SAN CARLOS
	1400 W HILLSDALE BLVD	SAN MATEO
	221 E HILLSDALE BLVD	SAN MATEO
	1790 S DELAWARE ST	SAN MATEO
	1990 S EL CAMINO REAL	SAN MATEO
	2901 S NORFOLK	SAN MATEO
	400 PENINSULA	SAN MATEO
	611 E THIRD AVE	SAN MATEO
SAN FRANCISCO TERMINAL	135 N ACCESS ROAD	SOUTH SAN FRANCISCO

	110 HICKEY BLVD	SOUTH SAN FRANCISCO
	114 HARBOR WAY	SOUTH SAN FRANCISCO
	248 S AIRPORT BLVD	SOUTH SAN FRANCISCO
	123 LINDEN AVENUE	SOUTH SAN FRANCISCO
	140 PRODUCE AVE	SOUTH SAN FRANCISCO
	710 EL CAMINO REAL	SOUTH SAN FRANCISCO