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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
Tony Rackauckas, Orange 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.
Law Offices of Masry & Vititoe
5707 Corsa Avenue, 2nd Floor
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 Orange, 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

Tony Rackaukas (Via First Class Certified Mail, Return Receipt Requested)
Orange County District Attorney
401 Civic Center Drive, West
Santa Ana, CA 92701

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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

ORANGE COUNTY		
SITE NAME	STREET ADDRESS	CITY
	27055 ALISO CREEK ROAD	ALISO VIEJO
	27882 ALISO CREEK RD	ALISO VIEJO
	3080 EAST LA PALMA	ANAHEIM
	1198 WEST BALL ROAD	ANAHEIM
	1101 NORTH MAGNOLIA	ANAHEIM
	8275 EAST SANTA ANA CYN RD	ANAHEIM
	101 S BROOKHURST STREET / W LINCOLN AVENUE	ANAHEIM
	1131 WEST LINCOLN	ANAHEIM
	956 S BROOKHURST ST / BALL RD	ANAHEIM
	2100 S HARBOR/ORANGEWOOD	ANAHEIM
	1200 N EUCLID/ROMNEYA	ANAHEIM
	1101 WEST KATELLA	ANAHEIM
	3085 E LA PALMA/KRAMER	ANAHEIM
	3125 ORANGETHORPE	ANAHEIM
	1200 S STATE COLLEGE BLVD	ANAHEIM
	400 SOUTH ANAHEIM HILLS ROAD	ANAHEIM
	201 SOUTH STATE COLLEGE	ANAHEIM
	601 W BALL RD	ANAHEIM
	2331 E KATELLA AVENUE	ANAHEIM
BREA TANK FARM/PUMP STATION	1000 SITE DR.	BREA
	3300 IMPERIAL	BREA
	5231 BEACH BLVD / S LA MIRADA BLVD	BUENA PARK
	7979 ORANGETHORPE AVE / STANTON AVE AKA 7970 ORANGETHORPE AVE	BUENA PARK
	7011 ORANGETHORPE/KNOTT	BUENA PARK
	2500 SAN JOAQUIN HILLS RD / SAN MIGUEL DR	CORONA DEL MAR
	3600 E COAST HIGHWAY / ORCHID AVE	CORONA DEL MAR
	790 W 19TH ST	COSTA MESA
	801 W 19TH STREET / PLACENTIA	COSTA MESA
	2800 N HARBOR BLVD/ADAMS	COSTA MESA
	1201 E BAKER STREET	COSTA MESA
	2249 HARBOR BLVD	COSTA MESA
	4001 BALL RD / BLOOMFIELD	CYPRESS
	6000 CERRITOS AVENUE	CYPRESS
	4499 CERRITOS/DENNI	CYPRESS
	6001 ORANGE	CYPRESS
	34137 PACIFIC COAST HIGHWAY	DANA POINT
	17975 MAGNOLIA/TALBERT	FOUNTAIN VALLEY
	16969 BROOKHURST	FOUNTAIN VALLEY
	17966 BROOKHURST	FOUNTAIN VALLEY
	1625 S HARBOR	FULLERTON
	1800 W ORANGETHORPE	FULLERTON
	944 W ORANGETHORPE	FULLERTON
	351 N PLACENTIA AVENUE / CHAPMAN	FULLERTON
	242 E COMMONWEALTH	FULLERTON
	2960 YORBA LINDA BLVD	FULLERTON
	13642 EUCLID	GARDEN GROVE

	13471 MAGNOLIA ST / TRASK	GARDEN GROVE
	6961 CHAPMAN AVE / KNOTT ST	GARDEN GROVE
	12881 HASTER/GARDEN GROVE	GARDEN GROVE
	13991 BROOKHURST/W'MINSTR	GARDEN GROVE
	10971 CHAPMAN AVE	GARDEN GROVE
	12161 GARDEN GROVE BLVD	GARDEN GROVE
	15971 GOLDEN WEST	HUNTINGTON BEACH
	16732 BEACH BLVD/ TERRY	HUNTINGTON BEACH
	16001 BOLSA CHICA ST / EDINGER AVENUE	HUNTINGTON BEACH
	16972 GOLDEN WEST/WARNER	HUNTINGTON BEACH
	18742 MAIN ST/DELAWARE	HUNTINGTON BEACH
	19002 MAGNOLIA/GARFIELD	HUNTINGTON BEACH
	3720 BARRANCA PKWY	IRVINE
	51 TECHNOLOGY	IRVINE
	18011 CULVER	IRVINE
	4162 TRABUCO ROAD	IRVINE
	3090 MAIN STREET	IRVINE
	110 S HARBOR	LA HABRA
	101 EAST IMPERIAL HIGHWAY	LA HABRA
	32342 SOUTH COAST HIGHWAY / VISTA DEL SOL	LAGUNA BEACH
	1342 N COAST HWY	LAGUNA BEACH
	23038 LAKE FOREST	LAGUNA HILLS
	23971 EL TORO ROAD	LAGUNA HILLS
	28041 GREENFIELD	LAGUNA NIGUEL
	21762 LAKE FOREST	LAKE FOREST
	23652 ROCKFIELD BLVD	LAKE FOREST
	26721 RANCHO PARKWAY	LAKE FOREST
	23842 EL TORO RD / SWARTZ DRIVE	LAKE FOREST
	23751 EL TORO ROAD	LAKE FOREST
	11250 LOS ALAMITOS / FARQUHAR AVENUE	LOS ALAMITOS
	3311 KATELLA / WALNUT AVENUE	LOS ALAMITOS
	10961 LOS ALAMITOS	LOS ALAMITOS
	28681 MARGUERITE PARKWAY	MISSION VIEJO
	25212 MARGUERITE/LA PAZ	MISSION VIEJO
	25561 JERONIMO	MISSION VIEJO
	27600 MARGUERITE PKWY	MISSION VIEJO
	27875 SANTA MARGARITA	MISSION VIEJO
	2011 West Cliff Drive SHELL PROPERTY: 1000 IRVINE AVE. EQUIL+B115	NEWPORT BEACH
	990 PACIFIC COAST HIGHWAY / JAMBOREE RD	NEWPORT BEACH
	1000 IRVINE	NEWPORT BEACH
	1600 JAMBOREE	NEWPORT BEACH
	1914 E CHAPMAN	ORANGE
	830 E KATELLA AVENUE	ORANGE
	105 W LINCOLN AVE	ORANGE
	1297 N TUSTIN AVE	ORANGE
	2490 N TUSTIN AVE/HEIM	ORANGE
	1815 NORTH TUSTIN	ORANGE
	2640 NORTH SANTIAGO BLVD	ORANGE
	889 S TUSTIN	ORANGE

