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STATUS CONFERENCE SET  
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16 Attorneys for Plaintiffs, PEOPLE OF THE STATE OF CALIFORNIA

17  
18 IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA  
19 IN AND FOR THE COUNTY OF SAN FRANCISCO  
20 UNLIMITED JURISDICTION

21 PEOPLE OF THE STATE OF  
22 CALIFORNIA,

23 Plaintiff,

24 v.

25 ATLANTIC RICHFIELD COMPANY,  
26 PRESTIGE STATIONS, INC., and DOES 1-  
500,

27 Defendants,

No. GGC -02-409327

COMPLAINT FOR INJUNCTIVE  
RELIEF AND CIVIL PENALTIES  
FOR VIOLATIONS OF  
UNDERGROUND TANK SYSTEM  
UPGRADE REQUIREMENTS IN  
CHAPTER 6.7 OF THE  
CALIFORNIA HEALTH AND  
SAFETY CODE AND FOR UNFAIR  
COMPETITION

1 PLAINTIFF, PEOPLE OF THE STATE OF CALIFORNIA, allege as follows:

2 **PLAINTIFF**

3 1. Plaintiff, PEOPLE OF THE STATE OF CALIFORNIA ("People"), brings its actions  
4 by and through Bill Lockyer, Attorney General of the State of California ("Attorney General"),  
5 and at the request of the California State Water Resources Control Board and the California  
6 Environmental Protection Agency, and by and through Dennis Herrera, San Francisco City  
7 Attorney ("City Attorney") at the request of the San Francisco Department of Public Health.

8 2. Pursuant to California Health and Safety Code Section 25299.02, the Attorney General  
9 and the City Attorney may bring a civil action in the name of the People of the State of  
10 California for violations of state law dealing with the underground storage of hazardous  
11 substances, as set forth in Chapter 6.7 of the California Health and Safety Code (hereinafter  
12 "Chapter 6.7").

13 3. Pursuant to California Health and Safety Code Section 25299.01, the Attorney General  
14 and the City Attorney may apply to a superior court for an injunction or an order directing  
15 compliance against any person who has engaged in, is engaged in, or is about to engage in any  
16 acts or practices which violate Chapter 6.7. Pursuant to California Health and Safety Code  
17 Section 25299, defendants, and each of them, are liable for civil penalties for violations of  
18 Chapter 6.7.

19 4. Pursuant to California Business and Professions Code Sections 17203, 17204, and  
20 17206, the Attorney General and the City Attorney may bring actions in the name of the People  
21 of the State of California in a superior court for an injunction against any person who engages,  
22 had engaged, or proposes to engage in unfair competition and for civil penalties for each act of  
23 unfair competition.

24 5. The Attorney General brings this action following a referral by the State Water  
25 Resources Control Board (hereinafter "State Board") and the California Environmental  
26 Protection Agency (hereinafter "Cal/EPA"). Pursuant to California Health and Safety Code  
27 Sections 25299.3 and 25299.7, the State Board has the responsibility to adopt regulations which  
28 implement Chapter 6.7. Pursuant to California Government Code Section 12812.2, Cal/EPA is

1 authorized to refer the violations alleged herein to the Attorney General. The City Attorney  
2 brings this action following a referral from the San Francisco Department of Public Health.  
3 Pursuant to San Francisco Health Code Section 1106(3), the San Francisco Department of  
4 Health is the certified unified program agency for the City and County of San Francisco and is  
5 responsible for the administration of the requirements of California Health and Safety Code,  
6 Chapter 6.7. The Attorney General and the City Attorney are co-counsel for claims related to  
7 underground tank systems located in the City and County of San Francisco (ARCO facility  
8 #566, 763, and 6136 which are hereinafter collectively referred to as the "San Francisco  
9 Facilities"). For all other claims related to underground tank systems in the State of California  
10 outside the City and County of San Francisco, the Attorney General is sole counsel for the  
11 People of the State of California.

12 6. For the purposes of this Complaint, the definitions applicable to terms set forth in Health  
13 and Safety Code Sections 25281 and 25281.5 shall apply. For the purposes of this Complaint,  
14 the term "non-upgraded underground tank system" means a tank system which required an  
15 upgrade compliance certificate pursuant to Health and Safety Code Section 25284 and did not  
16 meet the applicable requirements for upgrade or any applicable exceptions thereto.

#### 17 DEFENDANTS

18 7. Defendant, Atlantic Richfield Company is a Delaware Corporation. Atlantic Richfield  
19 Company owns and/or operates underground tank systems in the State of California that are  
20 used to store motor vehicle fuel for retail sale. Atlantic Richfield Company also refines and  
21 delivers motor vehicle fuel to service stations for retail sales to the public.

22 8. Defendant, Prestige Stations, Inc. (hereinafter "Prestige") is a Delaware corporation.  
23 Prestige is a wholly-owned subsidiary of Atlantic Richfield Company. Prestige operates certain  
24 underground tank systems in the State of California for or on behalf of Atlantic Richfield  
25 Company.

26 9. For the purposes of this complaint, the term "ARCO" shall collectively refer to the  
27 Atlantic Richfield Company, ARCO Products Company, and Prestige.

28 10. In this complaint, when reference is made to any act of ARCO, such allegations shall

1 mean that the owners, officers, directors, agents, employees or representatives of ARCO  
2 authorized or ratified such acts, or negligently failed and omitted to adequately or properly  
3 supervise, control or direct its employees and agents while engaged in the management,  
4 direction, operation or control of the affairs of the business organization and did so while acting  
5 within the course and scope of its employment or agency.

6 11. Plaintiff is ignorant of the names of those defendants identified as Does 1 through 500,  
7 who are therefore sued under fictitious names. When the true names of these defendants have  
8 been ascertained, plaintiff will amend the complaint to substitute the true names of each Doe  
9 defendant in place of the fictitious names.

#### 10 VENUE

11 12. Venue is proper in this county pursuant to California Health and Safety Code Section  
12 25299.03 in that violations alleged in the Complaint occurred in the County of San Francisco  
13 and that the other statewide violations alleged in the complaint are related to such violations.

#### 14 STATEMENT OF THE ACTION

15 13. This action arises out of ARCO's violations of state law regarding the upgrading of  
16 underground tank systems in the State of California, additional operational violations at  
17 ARCO's underground tank systems located in the City and County of San Francisco, and the  
18 delivery of motor vehicle fuel by Atlantic Richfield Company to non-upgraded underground  
19 tank systems. Each underground tank system identified in this complaint, stored and dispensed  
20 motor vehicle fuel during the times pertinent to this complaint.

21 14. Pursuant to the California Health and Safety Code, including but not limited to Sections  
22 25284, 25291 and 25292, ARCO, as an owner or operator of an underground tank system, was  
23 required to upgrade certain of its underground tank systems by December 22, 1998 to meet  
24 standards for corrosion protection, leak detection, and spill prevention, and other environmental  
25 protection measures. The purpose of these upgrade requirements was to reduce the possibility  
26 of undetected releases or discharges from underground tank systems and thereby protect the  
27 underlying environment and water supplies. The December 22, 1998, deadline for upgrade  
28 requirements has been known or should have been known to ARCO since 1988.

1 15. Pursuant to California Health and Safety Code Section 25292.3(a), fuel delivery is  
2 prohibited to any underground tank system on or after January 1, 1999 which did not display a  
3 certificate indicating that the system had been upgraded to meet the requirements imposed by  
4 state law.

5 16. Prior to the December 22, 1998 deadline, the State Board and other entities with  
6 regulatory responsibilities over underground tank systems engaged in an extensive public  
7 information campaign which alerted motor vehicle fuel retailers such as ARCO of the  
8 impending deadline and the steps necessary to bring previously installed underground tank  
9 systems into compliance with the new requirements.

10 17. In order to meet the December 22, 1998 deadline, other owners and operators of motor  
11 vehicle fuel retail facilities throughout the State of California were forced to suspend retail sales  
12 of gasoline and suffer consequential loss of sales at associated markets while improvements  
13 were made to their underground tank systems.

14 18. Due to the demand for improvements to underground tank systems prior to December  
15 22, 1998 and the limited number of contractors who could perform the upgrade work, the cost of  
16 making the improvements to meet the upgrade requirements was significant. Those owners and  
17 operators, such as ARCO, who did not undertake improvements to their underground tank  
18 systems prior to December 22, 1998 and who delayed compliance were able to later employ  
19 contractors to do upgrade work in a less competitive environment and may have realized  
20 significant savings due to increased contractor availability and the postponement of facility  
21 improvement expenditures.

22 19. ARCO failed to upgrade certain of its underground tank systems as required by  
23 California Health and Safety Code, Chapter 6.7, including but not limited to Section 25292, and  
24 the implementing regulations. The noncomplying underground tank systems are at the locations  
25 set forth in Exhibit "A" to the Complaint which is incorporated herein by reference. ARCO's  
26 non-compliance was widespread and statewide. At those facilities in which ARCO failed meet  
27 the upgrade requirements, ARCO, nevertheless, obtained upgrade certificates from local  
28 agencies thus allowing ARCO to continue to receive motor vehicle fuel at its underground tank

1 systems. These upgrade certificates were issued by the local agencies based upon erroneous,  
2 incorrect, or incomplete information supplied to the local agencies by or on behalf of ARCO  
3 regarding the construction or condition of the underground tank system, including piping  
4 associated with the system. This erroneous, incorrect, or incomplete information was contained  
5 in applications, reports, records or other documents submitted or required to be maintained by  
6 ARCO pursuant to California Health and Safety Code, Chapter 6.7.

7 20. Although ARCO did not comply with the upgrade requirements, ARCO continued to  
8 operate underground tank systems and to sell motor vehicle fuel from the non-complying  
9 underground tank systems beyond the upgrade deadline of December 22, 1998.

10 21. After January 1, 1999, Atlantic Richfield Company delivered motor vehicle fuel to non-  
11 upgraded underground tank systems which did not have legitimate upgrade certificates in  
12 violation of Health and Safety Code Section 25292.3.

13 22. Not only did ARCO receive revenue from the sale of motor vehicle fuels to and from the  
14 non-compliant tank systems, ARCO also received revenues from retail markets which were  
15 operated in conjunction with the sale of motor vehicle fuels from the non-upgraded underground  
16 tank systems.

17 23. As a result of ARCO's statewide noncompliance, it operated underground tank systems  
18 which were not protected against the potential release of motor vehicle fuels to the environment  
19 under and around the non-compliant underground tank systems. ARCO's continued operation  
20 of these non-compliant systems endangered public health and safety and the environment,  
21 including but not limited to, soil and groundwater under and around these underground tank  
22 systems.

23 24. The retail service stations listed on Exhibit "A" were in violation of the upgrade  
24 requirements (hereinafter "ARCO Facilities"). The Exhibit identifies the ARCO number and  
25 locations of underground tank systems at the retail service stations that were in violation of the  
26 upgrade requirements.

27 25. Except for the San Francisco Facilities, this action does not address any other violations  
28 of Chapter 6.7 except for the upgrade violations, improper certifications related to upgrade

1 violations, and fuel delivery to non-upgraded underground tank systems. Plaintiff brings this  
2 action without prejudice to any other action or claims which it may have based on separate,  
3 independent and unrelated violations of Chapter 6.7 by ARCO and/or on facts which are not  
4 alleged in this Complaint.

5 **FIRST CAUSE OF ACTION**

6 **(Failure to Upgrade Underground Tank Systems)**

7 26. People reallege Paragraphs 1 through 25, inclusive.

8 27. Since December 22, 1998, ARCO has owned and/or operated the underground tank  
9 systems set forth in Exhibit "A" in violation of the upgrade requirements of California Health  
10 and Safety Code Sections 25291 and 25292(e).

11 28. Pursuant to California Health and Safety Code Section 25299(a)(6), ARCO is liable for  
12 civil penalties in an amount from FIVE HUNDRED DOLLARS (\$500.00) to FIVE  
13 THOUSAND DOLLARS (\$5,000.00) for each day of violation at each underground tank  
14 system owned or operated by ARCO. Where a retail station contains multiple underground  
15 storage tank systems in violation of the upgrade requirements, each underground tank system is  
16 a separate underground tank system for the purposes of determining and assessing civil  
17 penalties.

18 29. ARCO must be immediately and permanently enjoined from operating any underground  
19 tank system which has not been upgraded in accordance with the applicable provisions of  
20 California Health and Safety Code, Chapter 6.7, including but not limited to Section 25292.

21 30. ARCO must be required to abate and remedy, under the supervision of and to the  
22 satisfaction of appropriate regulatory entities, any release of motor vehicle fuels, or any  
23 chemical component thereof, occurring after December 22, 1998 from any non-upgraded  
24 component of an underground tank system.

25 **SECOND CAUSE OF ACTION**

26 **(Illegal Delivery of Motor Vehicle Fuel to Underground Tank Systems Which**  
27 **Did Not Comply with Upgrade Requirements)**

28 31. People reallege Paragraphs 1 through 25, inclusive.

1 32. Since January 1, 1999, the Atlantic Richfield Company delivered motor vehicle fuel to  
2 underground tank systems that did not comply with the upgrade requirements in violation of  
3 California Health and Safety Code Section 25292.3.

4 33. Pursuant to California Health and Safety Code Section 25299(a)(6), Atlantic Richfield  
5 Company is liable for civil penalties in an amount from FIVE HUNDRED DOLLARS  
6 (\$500.00) to FIVE THOUSAND DOLLARS (\$5,000.00) for each delivery of fuel to a non-  
7 upgraded underground tank system which occurred on or after January 1, 1999.

8 34. Atlantic Richfield Company must be immediately and permanently enjoined from  
9 delivering fuel to any underground tank system which does not have a legitimate upgrade  
10 certificate issued by an appropriate agency based upon actual compliance with the upgrade  
11 requirements for underground tank systems.

### 12 **THIRD CAUSE OF ACTION**

#### 13 **(Violations of Underground Tank System Requirements at San Francisco Facilities)**

14 35. The People reallege Paragraphs 1 through 25, inclusive.

15 36. ARCO has maintained, operated, and dispensed motor vehicle fuel from the  
16 underground tank systems at the San Francisco Facilities at least since December 22, 1998, until  
17 the tanks were closed.

18 37. At least since December 22, 1998, up to the time of closure of the underground tank  
19 system, ARCO engaged in daily violations of California Health and Safety Code, Chapter 6.7  
20 and San Francisco Health Code Sections 1106(3) and 1130, including but not limited to:

21 a. Violation of the applicable requirements of the permit issued for the operation of  
22 the underground tank systems at each of the San Francisco Facilities pursuant to California  
23 Health and Safety Code Section 25299(a)(2);

24 b. Failure to maintain records, as required by California Health and Safety Code,  
25 Chapter 6.7, pursuant to California Health and Safety Code Section 25299(a)(3);

26 c. Violations of the applicable requirements of California Health and Safety Code  
27 Chapter 6.7 or the requirements of that chapter or regulations adopted by the State Board  
28 pursuant to California Health and Safety Code Section 25299.3;



1 d. Violation of applicable requirements of the permit issued for operation of the  
2 underground tank systems;

3 38. By the conduct described above, ARCO has violated, disobeyed, omitted, neglected, and  
4 refused to comply with California Health and Safety Code, Chapter 6.7. This conduct subjects  
5 ARCO to penalties for each separate violation for each day of violation at each non-complying  
6 underground tank system.

7 39. ARCO must be immediately and permanently enjoined from violating the laws and  
8 regulations pertaining to the operation of underground tank systems.

9 **FOURTH CAUSE OF ACTION**

10 **(Unfair Competition Through Use of Non-upgraded**  
11 **and Non-compliant Underground Tank Systems)**

12 40. The People reallege Paragraphs 1 through 25, inclusive.

13 41. Since on or about December 22, 1998, by the acts described herein, ARCO has engaged  
14 in daily acts of unlawful and/or unfair competition prohibited by California Business and  
15 Professions Code Sections 17200 -17208. Each act constitutes an unlawful and/or unfair  
16 business practice. ARCO gained an unfair competitive advantage over its competitors by  
17 selling motor vehicle fuel from underground tank systems which had not been upgraded and by  
18 operating its non-compliant underground tank systems during a period of time in which they  
19 should have been non-operational.

20 42. The continued and daily operation of underground tank systems in violation of  
21 California Health and Safety Code, Chapter 6.7, and in violation of the upgrade requirements of  
22 California Health and Safety Code, Chapter 6.7, including but not limited to 25292, as described  
23 herein, constitutes unfair competition within the meaning of California Business and Professions  
24 Code Section 17200. Pursuant to California Business and Professions Code Section 17206,  
25 ARCO is liable for civil penalties for each violation.

26 43. Plaintiff is informed and believes and based on such information and belief alleges that  
27 ARCO obtained revenues and profits from the sales of motor vehicle fuels from the non-  
28 upgraded tank systems at the ARCO Facilities.

1 44. Plaintiff is informed and believes and based on such information and belief alleges that  
2 ARCO obtained revenues and profits from the sales of motor vehicle fuels from the operation of  
3 the underground tank systems at the San Francisco Facilities which were in violation of  
4 California Health and Safety Code, Chapter 6.7.

5 45. Plaintiff is informed and believes and based on such information and belief alleges that  
6 ARCO obtained revenues and profits from the sales of merchandise from retail facilities  
7 associated with the sales of motor vehicle fuels. If the non-upgraded underground tank systems  
8 at the ARCO Facilities had not been illegally operating, the retail facilities would have had  
9 substantially fewer customers for such retail merchandise.

10 46. The Court should immediately and permanently enjoin ARCO from operating any  
11 underground tank system which has not been upgraded in accordance with the requirements of  
12 California Health and Safety Code, Chapter 6.7, including but not limited to Section 25292, and  
13 whose operation constitutes unfair competition within the meaning of California Business and  
14 Professions Code Section 17200.

15 47. The Court should immediately and permanently enjoin ARCO from operating any  
16 underground tank system at the San Francisco Facilities which is in violation of the  
17 requirements of California Health and Safety Code, Chapter 6.7, and whose operation  
18 constitutes unfair competition within the meaning of California Business and Professions Code  
19 Section 17200.

20 48. The Court should compel ARCO to disgorge any and all profits resulting from the  
21 operation of any non-upgraded underground tank systems or the operation of non-compliant  
22 underground tank systems at the San Francisco Facilities, including profits from the sale of  
23 motor vehicle fuels and profits from the sales of merchandise from retail facilities operated in  
24 conjunction with the noncomplying underground tank systems.

25 **FIFTH CAUSE OF ACTION**

26 **(Unfair Competition Through Delivery of Fuel to**  
27 **Non-upgraded Underground Tank Systems)**

28 49. The People reallege Paragraphs 1 through 25, inclusive.

1 50. The continued and regular delivery of motor vehicle fuel to underground tank systems in  
2 violation of California Health and Safety Code Sections 25291 and 25292, as described herein,  
3 constitutes an act of unfair competition within the meaning of California Business and  
4 Professions Code Section 17200. By the acts described herein, Atlantic Richfield Company  
5 engaged in daily acts of unlawful and/or unfair competition prohibited by California Business  
6 and Professions Code Sections 17200-17208. Each act constitutes an unlawful and/or unfair  
7 business practice.

8 51. Pursuant to California Business and Professions Code Section 17206, Atlantic Richfield  
9 Company is liable for civil penalties for each violation.

10 52. The Court should immediately and permanently enjoin Atlantic Richfield Company from  
11 delivering motor vehicle fuel to any underground tank system which has not been upgraded in  
12 accordance with the requirements of California Health and Safety Code, Chapter 6.7, including  
13 but not limited to Section 25292, and whose delivery of motor vehicle fuel constitutes unfair  
14 competition within the meaning of California Business and Professions Code Section 17200.

15 53. Atlantic Richfield Company gained an unfair competitive advantage over its competitors  
16 by delivering and selling gasoline to underground tank systems which had not been upgraded  
17 and, therefore, which should not have been operating retail gasoline sales after December 22,  
18 1998.

19 54. The Court should compel Atlantic Richfield Company to disgorge any and all profits  
20 resulting from the delivery and sale of motor vehicle fuels by Atlantic Richfield Company to  
21 any non-upgraded underground tank system.

22 WHEREFORE, PLAINTIFFS PRAY FOR THE FOLLOWING RELIEF:

23 1. A permanent injunction prohibiting ARCO, and any other defendants, from  
24 operating or using any underground tank system in the State of California which is not in  
25 compliance with the applicable upgrade requirements of California Health and Safety Code,  
26 Chapter 6.7, including but not limited to Section 25292;

27 2. A permanent injunction prohibiting ARCO, and any other defendants, from  
28 delivering any motor vehicle fuel to any underground tank system which is in violation of the

1 applicable upgrade requirements of California Health and Safety Code, Chapter 6.7, for  
2 underground tank systems;

3 3. A permanent injunction prohibiting ARCO, and any other defendants, from  
4 engaging in any acts of unfair competition based on noncompliance with the applicable upgrade  
5 requirements set forth in California Health and Safety Code, Chapter 6.7, including but not  
6 limited to Section 25292;

7 4. A permanent injunction requiring ARCO, and any other defendants, to abate and  
8 remedy, under the supervision of and to the satisfaction of appropriate regulatory entities, any  
9 release of motor vehicle fuels, or any chemical component thereof, occurring after December 22,  
10 1998 from any non-upgraded component of an underground tank system;

11 5. Civil penalties according to proof against ARCO, and any other defendants,  
12 pursuant to California Health and Safety Code Section 25299, for ownership or operation of  
13 non-upgraded underground tank systems after December 22, 1998;

14 6. Civil penalties according to proof against Atlantic Richfield Company, and any  
15 other defendants, pursuant to California Health and Safety Code Section 25299, for delivery of  
16 motor vehicle fuel to non-upgraded underground tank systems after January 1, 1999;

17 7. Civil penalties according to proof against ARCO, and any other defendants,  
18 pursuant to California Business and Professions Code Section 17206 for each act of unfair  
19 competition engaged in by ARCO arising out of the ownership or operation of an underground  
20 tank system which was not in compliance with the upgrade requirements of California Health  
21 and Safety Code, Chapter 6.7;

22 8. Civil penalties according to proof against Atlantic Richfield Company, and any  
23 other defendants, pursuant to California Business and Professions Code Section 17206 for each  
24 act of unfair competition engaged in by Atlantic Richfield Company for the delivery of motor  
25 vehicle fuel to underground tank systems which did not comply with the upgrade requirements  
26 of California Health and Safety Code, Chapter 6.7;

27 9. Disgorgement of any and all profits resulting from the ownership or operation of  
28 any non-upgraded underground tank systems by ARCO, including profits from the sales of

1 merchandise from retail facilities operated in conjunction with the underground tank systems;

2 10. Disgorgement of any and all profits resulting from the delivery of motor vehicle  
3 fuels by Atlantic Richfield to all non-upgraded underground tank systems;

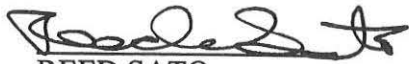
4 11. Grant the plaintiff its cost of inspection, investigation, attorneys fees,  
5 enforcement, prosecution, and suit, herein; and

6 12. Grant such other and further relief as the Court deems just and proper.

7  
8 RESPECTFULLY REQUESTED:

9 Dated: June 12, 2002

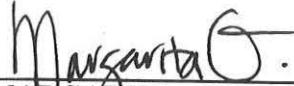
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WILLIAM BRIEGER  
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Deputy Attorneys General

15 

16 REED SATO  
17 Deputy Attorney General  
18 Attorneys for Plaintiff, People of the State  
of California and Plaintiff, Bill Lockyer,  
Attorney General of the State of California

19 Dated: June 14, 2002

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JOANNE HOEPER  
Chief Trial Attorney  
MARGARITA GUTIERREZ,  
ROSE-ELLEN HEINZ,  
CURTIS CHRISTY-CIRILLO,  
Deputy City Attorneys

24 

25 MARGARITA GUTIERREZ  
26 Deputy City Attorney  
27 Attorneys for Plaintiff, People of the State  
28 of California

**Exhibit A**

## EXHIBIT A

ARCO No.	Address	City	County	State
00059	2401 TAPO ST	SIMI VALLEY	VENTURA	CA
00073	6300 SLAUSON	CULVER CITY	LOS ANGELES	CA
00081	4015 W. EL SEGUNDO BLVD	HAWTHORNE	LOS ANGELES	CA
00108	3775 S. VERMONT ST	LOS ANGELES	LOS ANGELES	CA
00194	5884 WASHINGTON BLVD	CULVER CITY	LOS ANGELES	CA
00371	2698 MT VERNON	BAKERSFIELD	KERN	CA
00414	3000 SHATTUCK AVE	BERKELEY	ALAMEDA	CA
00495	10550 SO DEANZA BLVD	CUPERTINO	SANTA CLARA	CA
00566	1175 FELL ST	SAN FRANCISCO	SAN FRANCISCO	CA
00610	4192 N. FRESNO ST	FRESNO	FRESNO	CA
00704	4860 S. HUNTINGTON DR	LOS ANGELES	LOS ANGELES	CA
00763	376 CASTRO ST	SAN FRANCISCO	SAN FRANCISCO	CA
01033	22661 PACIFIC CST HWY	MALIBU	LOS ANGELES	CA
01091	1004 W. EL SEGUNDO BLVD	GARDENA	LOS ANGELES	CA
01109	8904 LONG BEACH BLVD	SOUTH GATE	LOS ANGELES	CA
01276	300 N. AZUSA AVE	WEST COVINA	LOS ANGELES	CA
01341	8505 GRAVENSTEIN HWY	COTATI	SONOMA	CA
01583	7990 KNOTT AVE	BUENA PARK	ORANGE	CA
01661	9151 S. PAINTER AVE	WHITTIER	LOS ANGELES	CA
01677	404 E CHASE AVE	EL CAJON	SAN DIEGO	CA
01682	7667 E. SLAUSON AVE	CITY OF COMMERCE	LOS ANGELES	CA
01758	1540 PLAZA BLVD	NATIONAL CITY	SAN DIEGO	CA
01762	15900 PARAMOUNT BLVD	PARAMOUNT	LOS ANGELES	CA
01785	985 TURQUISE STREET	SAN DIEGO	SAN DIEGO	CA
01786	2829 N. BROADWAY	LOS ANGELES	LOS ANGELES	CA

## EXHIBIT A

ARCO No.	Address	City	County	State
02068	2100 BROADWAY	SACRAMENTO	SACRAMENTO	CA
02079	707 "E" STREET	MARYSVILLE	YUBA	CA
02123	8500 ELK GROVE BLVD	ELK GROVE	SACRAMENTO	CA
02126	4400 SUNRISE	FAIR OAKS	SACRAMENTO	CA
02146	1722 MERIDIAN AVE	SAN JOSE	SANTA CLARA	CA
02177	6698 MACK RD	SACRAMENTO	SACRAMENTO	CA
03018	11958 RAMONA BLVD	EL MONTE	LOS ANGELES	CA
03031	810 W. SEPULVEDA BLVD	HARBOR CITY	LOS ANGELES	CA
03077	2124 E. HARBOR BLVD	VENTURA	VENTURA	CA
04968	3501 FAIR OAKS BLVD	SACRAMENTO	SACRAMENTO	CA
04977	2770 CASTRO VALLEY	CASTRO VALLEY	ALAMEDA	CA
05027	3834 E. THIRD ST	LOS ANGELES	LOS ANGELES	CA
05157	7370 LA TIJERA BLVD.	LOS ANGELES	LOS ANGELES	CA
05220	10201 E. ARTESIA BLVD	BELLFLOWER	LOS ANGELES	CA
05265	2353 E. PALMDALE BLVD	PALMDALE	LOS ANGELES	CA
05308	15025 DOWNEY AVE	PARAMOUNT	LOS ANGELES	CA
05330	2896 ZINFANDEL DRIVE	RANCHO CORDOVA	SACRAMENTO	CA
05343	10159 ALONDRA BLVD	BELLFLOWER	LOS ANGELES	CA
05385	104 N. SAN JACINTO	HEMET	RIVERSIDE	CA
05387	20200 HESPERIAN BLVD	HAYWARD	ALAMEDA	CA
05424	8024 ELDER CREEK RD	SACRAMENTO	SACRAMENTO	CA
06041	7249 VILLAGE PARKWAY	DUBLIN	ALAMEDA	CA
06091	1697 S. WOLFE RD	SUNNYVALE	SANTA CLARA	CA
06132	2445 E. BALL RD	ANAHEIM	ORANGE	CA
06136	1200 GENEVA AVE	SAN FRANCISCO	SAN FRANCISCO	CA



# EXHIBIT A

<b>ARCO No.</b>	<b>Address</b>	<b>City</b>	<b>County</b>	<b>State</b>
<b>06148</b>	5131 SHATTUCK AVE	OAKLAND	ALAMEDA	CA
<b>06160</b>	13361 HARBOR BLVD	GARDEN GROVE	ORANGE	CA
<b>06169</b>	1411 E. DEL AMO BLVD	CARSON	LOS ANGELES	CA
<b>06182</b>	10121 N. FOOTHILL BLVD	CUPERTINO	SANTA CLARA	CA
<b>06223</b>	4610 PEARL AVE	SAN JOSE	SANTA CLARA	CA
<b>06225</b>	4745 WATT AVE	NORTH HIGHLANDS	SACRAMENTO	CA
<b>06228</b>	2747 PINOLE VALLEY RD	PINOLE	CONTRA COSTA	CA
<b>09558</b>	103 E. ALOSTA	GLENDORA	LOS ANGELES	CA
<b>09591</b>	8863 LAKEWOOD	DOWNEY	LOS ANGELES	CA