

PROBATE COURT

AND RELATED DOCUMENTS

PRE-ENFORCEMENT REVIEW PANEL

AND

**RESPONSIBLE PARTY IDENTIFICATION /
NOTIFICATION**

AND RELATED DOCUMENTS

REILAND & REILAND

Attorneys & Counselors at Law

P.O. Box 5490

PLEASANTON, CALIFORNIA 94566

Telephone: (925) 485-4220

Telecopier: (925) 485-4222

hal@reilandlaw.com

January 7, 2005

Robert Schultz
Alameda County Health Care Services Agency
1131 Harbor Bay Parkway, Suite 250
Alameda, CA 94502-6577

Re: Jack Holland Estate
16301 East 14th Street, San Leandro, CA

Dear Mr. Schultz:

Please be advised that this office represents Ms. Barbara Holland, co-owner of the above-referenced property. Mr. Martins, attorney for Ms. Anne Marie Tiers, provided your letter dated December 24, 2004. In regards to the status of the remediation for the referenced property please be advised that Ms. Holland has not received any communication from Scott Seery regarding the above property.

It was our understanding that the remediation for the property involved approximately 2-3 "hotspots". We were advised that based on the use of the property that those "hotspots" were all that required remediation. If you have a different understanding I would appreciate it if you would please advise me.

It is also my understanding that Ms. Tiers and Ms. Holland are intent upon selling the property. They have been in discussions with the Trust for Public Lands (TPL) and others. I have been advised by TPL that the State of California has awarded the Hayward Parks & Recreation Department a grant to purchase this property. Although a contract has not been executed between the parties, negotiations are underway.

If you have any questions I would appreciate it if you would contact me at the above telephone number. In addition I would appreciate it if all future correspondence be copied to me directly. Thank you for your assistance.

Very truly yours,

Reiland & Reiland


Hal P. Reiland

LAW OFFICES of EDWARD E MARTINS, INC
A Professional Law Corp.
1164 A Street
Hayward, CA 94541
Tel: (510) 537 3477 Fax: (510) 537 5535

October 23, 2004

M80770 (b).2

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Alyce Sandbach,
Deputy District Attorney
Consumer and Environmental
7677 Oakport St. Suite 400
Oakland, CA 94621-1934

ALBANY COUNTY
OCT 26 2004
COURT CLERK

Re: Estate of John Holland

The Court continued the Status Report Hearing to December 13
2004 at 1:30 PM.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY  EDWARD E. MARTINS

cc Ann Marie Holland

1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 1164 A St.
5 Hayward, California 94541
6 (510) 537-3477

7 Attorneys for Executrix
8 ANN MARIE HOLLAND TIERS

Alameda County

SEP 0 2 2003

Environmental Health

9 SUPERIOR COURT OF THE STATE OF CALIFORNIA

10 IN AND FOR THE COUNTY OF ALAMEDA

11 In the Estate of)

12 JOHN M. HOLLAND,)

13 Deceased.)

No. H 16069-4

STATUS CONFERENCE STATEMENT
NO. 11
OF EXECUTRIX

DATE: SEPTEMBER 22 2003

TIME: 1:30 pm

DEPT: 707

14 The Executrix submits her ELEVENTH Status Statement:

15 COURT ORDER OF NOVEMBER 9 1999

16 This Court, by stipulation of the Parties issued an Order
17 which in substance was to facilitate, monitor, and provide
18 impetus to the Toxic Clean Up program related to the Estate's
19 Real Property on East 14th St in San Leandro, California. The
20 stipulation followed a hearing on a Petition by the Executor to
21 borrow sufficient money in order to fund the costs of doing a
22 Toxic Investigation on the property. The property is owned
23 jointly with Barbara Holland a former daughter in law of the
24 decedent.

25 ACTIONS TAKEN BY THE EXECUTRIX

26 During the early part of this year, it became evident that

1 1. Alameda County Redevelopment Agency:

2 Attorney Edward Martins met with Jennie Bloebaum, Provisional
3 Manager of the Agency, wherein it was learned that there could
4 be redevelopment funds available to be used for the testing of
5 the property in question. As a result of that meeting, a letter
6 was addressed to that Agency dated October 2 2001. There was
7 some delay in obtaining Barbara Holland's approval and signature
8 on this letter but nevertheless on November 26 2001, the letter
9 requesting funding was submitted. A copy of that letter is
10 attached hereto.

11 We are now awaiting a reply thereto.

12 2. Reimbursement Funds from the State of California
13 Underground Tank Clean Up funds:

14 An application to the State of California for
15 reimbursement for certain expenses in connection with the
16 testing and the clean up of this property was filed at least one
17 year ago and an indication that certain amounts of the expenses
18 incurred in this matter would qualify for reimbursement. It had
19 been assumed by the Executrix that her Contractor Environmental
20 Bio Systems would follow through with the reimbursement request,
21 however when it was learned that this had not been done, Counsel
22 for the Executrix wrote to that Agency on December 15 2001
23 (later remailed on December 28 2001) (see copy attached). On
24 January 17 2002, Counsel received a call from a technician in
25 Region #2 who indicated that our request would probably
26 eventually be handled by Letty Lee or Carla Lawson. He

1 indicated that he would send the application forms to the named
2 applicant, which should be Barbara Holland and the Executrix. I
3 have not heard whether that application form was received.
4 However, I asked him to spell out the specific back up
5 information that they would need for reimbursement approval and
6 it appears that the firm of Environmental Bio Systems would have
7 that information, namely:

- 8 a. Spread sheet on expenses
- 9 b. Invoices on expenses
- 10 c. Sub Invoices for expenses where sub contractors were
11 used.
- 12 d. Cancelled Checks
- 13 e. Reports
- 14 f. Lab Analysis

15 3. Because some time has elapsed without any communication
16 from Redevelopment Agency, a follow up with them is necessary.
17 On the question for reimbursement from the State of California,
18 Counsel has placed a call to Tim Babcock and a letter(see
19 attached) was also written to him, but a response has not been
20 received. A follow up on this matter will also be necessary. It
21 would appear that a further continuance of 60 days would be in
22 order.

23 4. The above status report is substantially #9 and the
24 following addresses additional steps taken to this date, to wit,
25 February 9 2003:

- 26 a. The Redevelopment Agency, although appearing to be

1 interested to provide remedial funds, has failed to respond to
2 the inquiries of the counsel for the Executrix. It has now been
3 reported from the District Attorney's office that the funds that
4 were available are not now available for this purpose. There
5 was some information that one of the Co Owners also made contact
6 with the Agency, but neither the Executor nor her attorney has
7 been made privy to any discussions and steps taken to make those
8 funds available.

9 b. Underground Storage Tank Funds:

10 Application had been made by the Executor to obtain
11 reimbursement for expenses incurred with respect to the
12 Underground Storage Tanks, their removal together with any toxic
13 materials therein contained. A letter from the State of
14 California Underground Storage Tank Cleanup Fund was received
15 indicating pre approval. This Executor has retained the
16 Environmental Firm of ClearWater Inc. This Company has been in
17 touch with the Sacramento office of the Cleanup Fund only to
18 discover that the State has lost its file. It is anticipated
19 that a resolution of this question will take place within the
20 next three weeks. The person in the Sacramento office who has
21 been the contact person for Clearwater was gone this past week
22 but is due back in the office on February 10 2003. Clearwater
23 will make contact with them on Monday February 10. This will
24 provide some source of funds needed for the cleanup
25 investigation to be complete.

26 c. Further Investigation and Work Plan:

1 On February 8 2003, the Executrix entered into a contract with
2 the firm of Environmental Bio Systems Inc. whose principal is
3 James Jacobs, Environmental Geologist. He has been directed to
4 prepare a work plan to complete the investigation requested by
5 Scott Seery of the Public Health Dept of the County of Alameda.
6 Because there was some question as to the level of investigation
7 and treatment needed, there has been some delay. The thrust of
8 the investigation required has been on the theory that
9 Residential and/or residential-commercial development would
10 require a higher degree of potential cleanup rather than the
11 development desired by the Estate of Holland, which was in the
12 form of Rental Storage units.

13 In the meantime there has been preliminary contacts with
14 the Recreation District which has shown an interest in the
15 property. In order to determine whether this is feasible, it
16 became clear that the relative ownership on the property between
17 the Estate and Barbara Holland be determined. The Executor was
18 unaware that there have been some transfers of ownership of the
19 property by Barbara Holland. This has necessitated a review of
20 the Title to the property to determine the actual square footage
21 owned by each entity. A request by the Executor was made to the
22 First American Title Company for an up to date preliminary Title
23 Report. This was received approximately three weeks ago and
24 that report was delivered to Charles Mullins, a local architect,
25 who was directed to determine the relative square feet ownership
26 by each of the parties. Approximately one week ago it was

1 discovered that there were errors in the legal description which
2 prevented an accurate determination of the relative ownership
3 interests. The questions have now been resubmitted to the Title
4 Co for correction and explanation. Should the sale to the
5 public agency come to any resolution then it becomes a question
6 of whether the type of clean up may be modified due to the use
7 by that public agency.

8 In any event, Mr. Jacobs has been directed to meet
9 with Scott Seery and to follow up to provide the appropriate
10 work plan. It is anticipated that the work plan will be done by
11 February 28 2003.

12 5. UPDATE SINCE THE STATUS REPORT #10:

13 a. Further Investigation and Work Plan:

14 The consultant for the Executrix (Environmental Bio-Systems) has
15 presented a report to the County of Alameda, entitled: "Work
16 Plan; Additional subsurface Investigation-Ground Water
17 Monitoring Well Installation" which is dated March 3 2003. The
18 work plan should be approved by the County officials, before
19 steps can be taken to further investigate any further toxic
20 matters which may be on the property, its subsurface or
21 groundwater. Steps are being taken which it is hoped will
22 encourage action on the part of the County such that we may move
23 forward.

24 b. Determining Ownership Interests:

25 Counsel for the Executrix has contacted the Ticor Title Company
26 in an attempt to determine the exact ownership of the East 14th

1 St. lands. A determination of square footage and relative
2 ownerships is now believed to have been determined. In summary,
3 it appears that the Estate of John Holland Sr. owns a 67.03%
4 and Barbara Holland owns a 32.97% interest in the entire parcel.
5 For the benefit of all parties, a copy of Counsel's letter to
6 his client with the attached documents is attached hereto.

7 c. Grant Funding and Clean Up Sources:

8 At least two years ago, an application was filed with the State
9 of California Underground Storage Tanks Clean Up fund (CUST);
10 preliminary approval for reimbursements of some costs was
11 granted, however, it was recently learned that this application
12 was either not further acted upon or the State had closed its
13 file. In addition there appears to have been a change of
14 personnel which exacerbates the problem. The Executor has
15 retained the firm of ClearWater and Associates to file a new
16 application and to request reimbursement for costs already
17 incurred and paid.

18 In addition to the CUST funds, there appears to be a
19 likelihood of Brownfield Act Grants which might add additional
20 funds for this project. The maximum availability would be
21 \$500,000. These funds might be available if our plan through
22 the County of Alameda can be quickly approved and steps taken to
23 qualify for this funding.

24 d. Possible Sale of the Property:

25 As previously indicated, the Hayward Area Park and Recreation
26 District is interested in this land for purpose of developing


1 Park facilities for the benefit of the residents of this portion
2 of their district. They have very limited funds and attempts
3 are being made to explore whether there might be other Grant
4 sources that would contribute toward the ultimate purchase
5 price.

6 e. Action by the Court:

7 It is believed that no action is needed by the Court in
8 this matter as the Executor has taken all steps to bring this
9 matter to a successful completion. It is suggested that the
10 court place this matter on its calendar in 3 months hence.

11 Respectfully submitted:

12 August 30, 2003

13 
14 _____
15 EDWARD E MARTINS, ESQ
16 Counsel for the Executrix
17 Ann Marie Holland Tiers.
18
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26

PROOF OF SERVICE BY MAIL

Re: Estate of Holland
Case No.: H 16069-4

I am employed in the County of Alameda. I am over the age of 18 years and not a party to the above-entitled action. My business address is 1164 A St., Hayward, California, 94541.

I am readily familiar with the business practices of Edward E. Martins, P.C., for collection and processing of correspondence for mailing with the United States Postal Service. On September 2, 2003 at Hayward, California, I caused the foregoing attached: Status Conference Statement No.10 to be served on the parties to this action, following ordinary business practices of Edward E. Martins, P.C., by placing a true copy thereof enclosed in a sealed envelope (or sealed envelopes) for collection and mailing. In the ordinary course of business of Edward E. Martins, P.C., this correspondence would be deposited with the United States Postal Service that same day, with first class postage thereon fully prepaid. The envelope or envelopes were addressed as follows:

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Larry Blazer Esq.
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O.Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

James Jacobs
707 Point View Road
Mill Valley, CA 9;4941

Executed on September 2, 2003 at Hayward, California
I, Priscilla Guiuan, declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.



PRISCILLA GUIUAN

EDWARD E. MARTINS, INC

A Professional Law Corporation
1164 A St.
Hayward, CA 94541
Tel: (510) 537 3477
Fax: (510) 537 5535

July 20, 2003

Ann Marie Holland
1489 Hamrick Lane
Hayward, CA 94544

Dear Mrs. Holland:

Enclosed please find the following:

1. Copy of my letter to the Title Co.
2. Copy of their analysis as to square footage.
3. Copy of the Title report of December 16 2002.
4. My Analysis of the summary of the ownership interests.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

EEM:demi

ANALYSIS OF OWNERSHIP OF EAST 14 PROPERTY

PARCEL ADDRESS EAST 14ST	PARCEL # OF REPORT DATE 12/16/02	APN COUNTY 80C-479-	TOTAL SQUARE FEET	ESTATES INTEREST % SQ FT	BARBARA INTEREST % SQ FT
16355	1	006-7	9385	50 4692.5	50 4692.5
16303 16305	2	006-13	35330	50 17665	50 17665
STRIP 16'x 186.87' Approx.	3	006-13	3120	50 1560	50 1560
Strip 19'x 326.67' approx.	4	006-11	5977	50 2988.5	50 2988.5
16301	5	006-4	36673	100 36673	0 0
16285	6	006-3	<u>17221</u>	50 <u>8610.5</u>	50 <u>8610.5</u>
Totals in square feet:			107706	72189.5	35516.5
Totals in Percentage of the total parcel area:			100%	67.03%	32.97%

EDWARD E. MARTINS, INC
A Professional Law Corporation
1164 A St.
Hayward, CA 94541
Tel: (510) 537 3477
Fax: (510) 537 5535

July 20, 2003

Ticor Title
Northern California Regional Center
11501 Dublin Blvd
Suite 100
Dublin California 94568

Attention: Roy Santa Maria re 609130-BD

Dear Mr. Santa Maria:

Enclosed please find a copy of your fax relating to the square footage of 6 parcels. Also enclosed is a copy of the preliminary report.

Here is my further problem: Can you have someone draw in the line that identifies parcel #3. I realize that it is described as being included in the area designated in the preliminary report as parcel #2, however it is not identified by any line(s). I have drawn a dotted line representing the general area of Parcel #3. If I am correct, I would appreciate a revised map indicating this further information.

Thank you for the information. Call me at (510) 537 5536 should you have any questions.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

EEM:demi
cc Ann Marie Holland

TICOR TITLE COMPANY OF CALIFORNIA

NORTHERN CALIFORNIA REGIONAL CENTER
11501 DUBLIN BOULEVARD, SUITE 100
DUBLIN, CALIFORNIA 94568

TELEPHONE (925) 556-2000
FACSIMILE (925) 556-0493

FACSIMILE TRANSMITTAL SHEET

TO: ED MARTINS - ATTORNEY AT LAW	FROM: ROY SANTA MARIA UNDERWRITING DEPARTMENT
FAX NUMBER: 510-537-5535	DATE: JULY 10, 2003
COMPANY	TOTAL NO. OF PAGES INCLUDING COVER: 1
PHONE NUMBER:	SENDER'S REFERENCE NUMBER: 609130
RE: PROPERIES ON E14TH ST., SAN LEANDRO	YOUR REFERENCE NUMBER:

- URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

NOTES / COMMENTS:

Square footages of parcel in Preliminary Report

Parcel 1	-	9,385
Parcel 2	-	35,330
Parcel 3	-	3,120
Parcel 4	-	5,977
Parcel 5	-	36,673
Parcel 6	-	17,221
TOTAL	-	107,706

RECEIVED
JUL 10 2003
LAW OFFICES OF
EDWARD E. MARTINS

The above figures are all approximate, based on a computer program computation from the legal descriptions.

The information contained in this facsimile message may be confidential, proprietary and/or legally privileged information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any copying, dissemination, or distribution of confidential, proprietary or privileged information is strictly prohibited. If you have received this communication in error, please immediately notify the sender by telephone, and we will arrange for the return of the facsimile. Thank you.

TRANSACTION REPORT

P.01

JUL-10-03 THU 09:55

DATE START SENDER

RX TIME PAGES TYPE

NOTE

JUL-10 09:53 G3

32" 1 RECEIVE

OK

3549 Castro Valley Blvd. Castro Valley, Ca. 94546,
Phone: (510)537-3477 • Fax: (510)351-1204

PRELIMINARY REPORT

TICOR

WHEN REPLYING PLEASE CONTACT:
Bette Dawson at (510)537-3477

Order No.: 609130--BD-

TO: Law Offices of Edward E. Martins
22689 Mission Blvd.
Hayward, Ca. 94541
Attn: Edward Martins

Your No.:

SHORT TERM RATE: NO

PROPERTY ADDRESS: 16285,16301-03-05-35 E 14th St, San Leandro, CALIFORNIA

EFFECTIVE DATE: December 16, 2002 at 07:30 A.M.

The form of Policy or Policies of Title Insurance contemplated by this report is:

ALTA Loan Policy (10-17-92) W/Form 1 Cov.

1. THE ESTATE OR INTEREST IN THE LAND HEREINAFTER DESCRIBED OR REFERRED TO COVERED BY THIS REPORT IS:

A FEE

2. TITLE TO SAID ESTATE OR INTEREST AT THE DATE HEREOF IS VESTED IN:

Barbara Holland, as Trustee, or successor Trustee, UTD dated August 28, 1995 creating the second Barbara Holland Revocable Trust, as to an undivided ½ interest and the heirs or devisees of John M. Holland, Sr., aka, Jack M. Holland, Sr., their interest being subject to the administration of the Estate of said decedent as to an undivided ½ interest as to Parcels One, Two, Four and Six; Their Heirs or Devisees of John M. Holland, Sr., aka, Jack M. Holland, Sr., their interest being subject to the administration of the Estate of said decedent as to an undivided ½ interest and Barbara J. Holland and Jeannne Everis Holland as to an undivided ½ interest as to Parcel Three; The heirs or devsees of John M. Holland, Sr., aka, Jack M. Holland, Sr., theirs interest being subject to the admnistration of the Estate of said decedent as to Parcel Five.

3. THE LAND REFERRED TO IN THIS REPORT IS SITUATED IN THE UNINCORPORATED AREA OF San Leandro, COUNTY OF Alameda STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

SEE EXHIBIT "ONE" ATTACHED HERETO AND MADE A PART HEREOF.

MEG/be /January 14, 2003

*537-2933
Bette Dawson*

EXHIBIT "ONE"

PARCEL ONE:

Portion of the 3.542 acre tract described in the Deed from Maria Isabel Dutra, a widow to Hans Jacobsen dated December 23, 1890 in Book 421 of Deeds, at Page 198, in the Office of the Recorder of the County of Alameda, described as follows:

Beginning at a point on the Southwestern line of East Fourteenth Street, as said Southwestern line is defined in the Grant of right of way from Emilie H. Jacobsen to the County of Alameda, dated April 12, 1928 and recorded July 20, 1928 in Book 1932 of Official Records of Alameda County, at Page 83, distant thereon North 48° 51' 30" West 239.08 feet from the intersection thereof with the Western line of County Road No. 2845, known as Kent Avenue, (the bearing of the Southwestern line of East Fourteenth Street being taken as North 48° 51' 30" West for the purpose of making this description); thence continuing along said line of East Fourteenth Street, North 48° 51' 30" West 58.00 feet; thence South 41° 08' 30" West 186.87 feet to the Southern line of said 3.542 acre tract; thence along the last named line, South 89° 41' East 76.65 feet to the intersection thereof with a line drawn South 41° 08' 30" West from the point of beginning; thence North 41° 08' 30" East 136.76 feet to the point of beginning.

Assessors Parcel No: 080C-479-006-7

PARCEL TWO:

Portion of the 3.542 acre tract described in the Deed from Maria Isabel Dutra, a widow, to Hans Jens Jacobsen, dated December 23, 1890 and recorded December 23, 1890 in Book 421 of Deeds, at page 198, in the Office of the County Recorder of Alameda County, described as follows:

Beginning at a point on the Southwestern line of East Fourteenth Street, as said Southwestern line is defined in the Grant of right of way from Emilie H. Jacobsen to the County of Alameda dated April 12, 1928, and recorded July 20, 1928 in Book 1932 of Official Records of Alameda County, at page 83, distant thereon North 48° 51' 30" West 313.08 feet from the intersection thereof with the Western line of County Road No. 2845, known as Kent Avenue, the bearing of the Southwestern line of East Fourteenth Street being taken as North 48° 51' 30" West for the purpose of making this description, thence continuing along said line of East Fourteenth Street, North 48° 51' 30" West 145.82 feet; thence South 41° 08' 30" West 326.67 feet to the Southern line of said 3.542 acre tract; thence along the last named line South 89° 41' East 192.70 feet to the intersection thereof with a line drawn South 41° 08' 30" West from the point of beginning; thence North 41° 08' 30" East 200.69 feet to the point of beginning.

Excepting therefrom that portion thereof described in the Deed to John M. Holland, et al, recorded March 20, 1976, Reel 1933, Image 303, O.R. Instrument No. AZ/24849, described as follows:

Beginning at a point on the Southwestern line of East Fourteenth Street, as said Southwestern line is defined in the Grant of Right of Way from Emilie H. Jacobsen to the County of Alameda dated April 12, 1928 and recorded July 20, 1928 in Book 1932 of Official Records of Alameda County, at Page 83, distant thereon North 48° 51' 30" West 458.90 feet from the intersection thereof with the Western line of County Road No. 2845, known as Kent Avenue, the bearing of the Southwestern line of East Fourteenth Street being taken as north 48° 51' 30" West for the purpose of making this description thence along said line of East Fourteenth Street South 48° 51' 30" East 19.00 feet; thence South 41° 08' 30" West 304 feet more or less to the Southern line of said 3.542 acre tract, thence along the last mentioned line North 89° 41' West 25 feet more or less to a line drawn South 41° 08' 30" West from the point of beginning; thence along said line so drawn North 41° 08' 30" East 326.67 feet to the point of beginning.

Portion of 080C-479-006-13

EXHIBIT "ONE"
(Continued)

PARCEL THREE:

Portion of the 3.542 acre tract described in the Deed from Maria Isabel Dutra, a widow, to Hans Jens Jacobsen dated December 23, 1890 and recorded December 23, 1890, Book 421 of Deeds, Page 198, Alameda County Records, described as follows:

Beginning at a point on the Southwestern line of East 14th Street, as said Southwestern line defined in the Grant of Right of Way from Emilie H. Jacobsen dated April 12, 1928 and recorded July 20, 1928, Book 1932, Page 83, Alameda County Records, distant thereon North 48° 51' 30" West 297.08 feet from the intersection thereof with the Western line of County Road No. 2845, known as Kent Avenue, (the bearing of the Southwestern line of the East 14th Street being taken as North 48° 51' 30" West for the purpose of making this description); thence continuing along said line of East 14th Street, North 48° 51' 30" 16.00 feet; thence South 41° 08' 30" West 200.69 feet to the Southern line of said 3.542 acre tract; thence along the last named line, South 89° 41' East 21.14 feet to the intersection thereof with a line drawn South 41° 08' 30" West from the point of beginning; thence North 41° 08' 30" East 186.87 feet to the point of beginning.

Remainder of 080C-479-006-13

PARCEL FOUR:

Portion of the 3.542 acre tract described in the Deed from Maria Isabel Dutra, a widow, to Hans Jens Jacobsen, dated December 23, 1890 and recorded December 23, 1980 in Book 421 of Deeds, at Page 198, in the Office of the County Recorder of Alameda County, described as follows:

Beginning at the point on the Southwestern line of East Fourteenth Street, as said Southwestern line is defined in the Grant of Right of Way from Emilie H. Jacobsen to the County of Alameda dated April 12, 1928 and recorded July 20, 1928 in Book 1932 of Official Records of Alameda County, at Page 83, distant thereon North 48° 51' 30" West 458.90 feet from the intersection thereof with the Western line of County Road No. 2845, known as Kent Avenue, the bearing of Southwestern line of East Fourteenth Street being taken as North 48° 51' 30" West for the purpose of making this description; thence along said line of East Fourteenth Street South 48° 51' 30" East 19.00 feet; thence South 41° 08' 30" West 304 feet more or less to the Southern line of said 3.542 acre tract; thence along the last mentioned line North 89° 41' West 25 feet more or less to a line drawn South 41° 08' 30" West from the point of beginning; thence along said line so drawn North 41° 08' 30" East 326.67 feet to the point of beginning.

Assessors Parcel No: 080C-479-006-11

PARCEL FIVE:

Portion of that certain 3.542 acre parcel of land described in the Deed from Maria Isabel Dutra, a widow, to Hans Jens Jacobsen dated December 23, 1890 and recorded December 23, 1890 in Book 421 of Deeds, at Page 198 in the Office of the County Recorder of Alameda County, described as follows:

Beginning at a point on the Southwestern line of East Fourteenth Street, as said Southwestern line is defined in the Grant of Right of Way from Emilie H. Jacobsen to the County of Alameda dated April 12, 1928 in Book 1932 of Official Records of Alameda County at Page 83, distant thereon North 48° 51' 30" West 458.90 feet from the intersection thereof with the Western line of County Road No. 2845 known as Kent Avenue (the bearing of the Southwestern line of East Fourteenth Street being taken as North 48° 51' 30" West of the purpose of making this description); thence continuing along said line of East Fourteenth in Street North 48° 51' 30" West 118.00 feet; thence South 41° 08' 30" West 250.02 feet to

EXHIBIT "ONE"
(Continued)

the Western line of said 3.542 acre parcel of land; thence along the last named line, South 0° 19' West 135.15 feet to the Southern line of said 3.542 acre parcel of land; thence along the last named line, South 0° 19' West 135.15 feet to the Southern line of said 3.542 acre parcel of land; thence along the last named line South 89° 41' East 39.18 feet to the intersection thereof with a line drawn South 41° 08' 30" West from the point of beginning; thence North 41° 08' 30" East 326.67 feet to the point of beginning.

Assessors Parcel No: 080C-479-6-4

PARCEL SIX:

Portion of the 3.542 acre parcel of land described in the Deed from Maria Isabel Dutra to Hans Jens Jacobsen, dated December 23, 1890, recorded December 23, 1890 in Book 421 of Deeds, Official Records of Alameda County, Page 198, described as follows:

Beginning as a point on the Southwestern line of East 14th Street, 100 feet wide, as described in the Grant of Right of Way to the County of Alameda, dated April 12, 1928 recorded July 20, 1928 in Book 1932 of Official Records of Alameda County, page 83, distant thereon North 48° 51' West (said bearing used for this description) 576.90 feet from the Western line of Kent Avenue, or County Road No. 2845 (60 feet wide); running thence along said line of East 14th Street, North 48° 51' 30" West 86 feet to the Southeastern line of the parcel of land described in the Deed to George Ataide, et ux, dated April 11, 1952, recorded April 25, 1952 in Book 6715 of Official Records of Alameda County, Page 348 (AG-34373); thence along the last named line, South 41° 08' 30" West 150.47 feet to the Western line of said 3.542 acre parcel; thence along the last named line, South 0° 19' West 131.55 feet to a line drawn South 41° 08' 30" East 250.02 feet to the point of beginning.

Assessor's Parcel No.: 080C-0479-006-3

AT THE DATE HEREOF, ITEMS TO BE CONSIDERED AND EXCEPTIONS TO COVERAGE IN ADDITION TO THE PRINTED EXCEPTIONS AND EXCLUSIONS IN SAID POLICY FORM WOULD BE AS FOLLOWS:

1. The lien of supplemental taxes, if any, assessed pursuant to the provisions of Chapter 3.5 (commencing with Section 75) of the Revenue and Taxation Code of the State of California.
2. The effect of Option to Purchase the herein described property by Option to Purchase and to Lease the herein described property.

Optionor: Jack Holland dba Jack Holland Oil Co.

Optionee: Wilshire Oil Company of California

Dated: August 22, 1962

Recorded: September 24, 1962 Reel 683, Image 866, Alameda County Records.

3. The lien of any Federal or California estate tax by reason of the death of the decedent named below who was a former owner of said land

Decedent: John M. Holland

4. A pending Court Action as disclosed by a recorded notice

Plaintiff : Barbara Jean Holland
Defendant : Ann Marie Holland, Executrix of the Estate of John M. Holland; et al
County : Alameda
Court : Superior
Case No. : 679718-8
Purpose : Notice of Pendency of Action for Partition
Recorded : February 26, 1992, Instrument No. 92-062320 of, Official Records

5. The fact that said land is included within a project area of the Redevelopment Agency shown below, and that proceedings for the redevelopment of said project have been instituted under the Redevelopment Law (such redevelopment to proceed only after the adoption of the redevelopment plan) as disclosed by a document.

Redevelopment Agency : San Leandro Redevelopment Project
Recorded : July 26, 1993, Instrument/File No. 93-264813 of, Official Records.

6. Any rights of the parties in possession of a portion of, or all of, said land, which rights are not disclosed by the public record.

This Company will require, for review, a full and complete copy of any unrecorded agreement, contract, license and/or lease, together with all supplements, assignments and amendments thereto, before issuing any policy of title insurance without excepting this item from coverage. The Company reserves the right to except additional items and/or make additional requirements after reviewing said documents.

7. Any facts, rights, interests or claims which a correct survey would disclose and which are not disclosed by the public records.

8. A Deed of Trust to secure an indebtedness of the amount stated below and any other obligations secured thereby

Dated : May 21, 2001
Amount : \$196,329.67
Trustor/Borrower : Ann Marie Holland Tiers, as Administrator of the Estate of John M. Holland, deceased
Trustee : Chicago Title Company
Beneficiary/Lender : John M. Holland IV and Guy R. Holland
Loan No. : None shown
Recorded : July 18, 2001 as Instrument No. 2001-255322 of Official Records

Note: The above affects Parcel Five Only

9. Any invalidity or defect in the title of the vestees in the event that the trust referred to herein is invalid or fails to grant sufficient powers to the trustee(s) or in the event there is a lack of compliance with the terms and provisions of the trust instrument.

If title is to be insured in the trustee(s) of a trust, (or if their act is to be insured), this Company will require a Trust Certification pursuant to California Probate Code Section 18100.5. The Company reserves the right to except additional items and/or make additional requirements after reviewing said documents.

END OF ITEMS

- Note 1. None of the items shown in this report will cause the Company to decline to attach CLTA Endorsement Form 100 to an Extended Coverage Loan Policy, when issued.
- Note 2: The Company is not aware of any matters which would cause it to decline to attach the CLTA Endorsement Form 116, indicating that there is located on said land a Multi-Family Dwelling known as 16285,16301-03-05-35 E 14th St, San Leandro, CA 94577.

Note 3.

Property taxes for the fiscal year shown below are PAID. For prorating purposes the amounts are:

APN:	080C-0479-006-3-07
Fiscal Year:	2002-2003
1st Installment:	\$286.27, PAID
2nd Installment:	\$286.27, PAID
Exemption:	\$0.00
Land:	\$42,157.00
Improvements:	\$523.00
Personal Property:	\$0.00
Code Area:	30
Bill No.:	201536-00

Note 4.

Property taxes for the fiscal year shown below are PAID. For prorating purposes the amounts are:

APN:	080C-0479-006-3-13
Fiscal Year:	2002-2003
1st Installment:	\$790.67, PAID
2nd Installment:	\$790.67, PAID
Exemption:	\$0.00
Land:	\$87,134.00
Improvements:	\$15,767.00
Personal Property:	\$0.00
Code Area:	33
Bill No.:	201540-00

Note 5.

Property taxes for the fiscal year shown below are PAID. For prorating purposes the amounts are:

APN:	080C-0479-006-3-11
Fiscal Year:	2002-2003
1st Installment:	\$83.03, PAID
2nd Installment:	\$83.03, PAID
Exemption:	\$0.00
Land:	\$12,282.00
Improvements:	\$0.00
Personal Property:	\$0.00
Code Area:	30
Bill No.:	201539-00

Note 6.

Property taxes for the fiscal year shown below are PAID. For prorating purposes the amounts are:

APN:	080C-0479-006-3-04
Fiscal Year:	2002-2003
1st Installment:	\$973.42, PAID
2nd Installment:	\$973.42, PAID
Exemption:	\$0.00
Land:	\$99,914.00
Improvements:	\$39,968.00
Personal Property:	\$0.00
Code Area:	33
Bill No.:	201535-00

Note 7.

Property taxes for the fiscal year shown below are PAID. For prorating purposes the amounts are:

APN:	080C-0479-006-3-03
Fiscal Year:	2002-2003
1st Installment:	\$486.83, PAID
2nd Installment:	\$486.83, PAID
Exemption:	\$0.00
Land:	\$58,919.00
Improvements:	\$7,801.00
Personal Property:	\$0.00
Code Area:	83
Bill No.:	201534-00

Note 8.

There are NO deeds affecting said land, recorded within twenty-four (24) months of the date of this report.

Note 9.

Section 12413.1, California Insurance Code became effective January 1, 1990. This legislation deals with the disbursement of funds deposited with any title entity acting in an escrow or subescrow capacity. The law requires that all funds be deposited and collected by the title entity's escrow and/or subescrow account prior to disbursement of any funds. Some methods of funding may subject funds to a holding period which must expire before any funds may be disbursed. In order to avoid any such delays, all funding should be done through wire transfer, certified check or checks drawn on California financial institutions.

Note 10.

The charge where an order is cancelled after the issuance of the report of title, will be that amount which in the opinion of the Company is proper compensation for the services rendered or the purpose for which the report is used, but in no event shall said charge be less than the minimum amount required under Section 12404.1 of the Insurance Code of the State of California. If the report cannot be cancelled "no fee" pursuant to the provisions of said Insurance Code, then the minimum cancellation fee shall be that permitted by law.

Note 11.

California Revenue and Taxation Code Section 18668, effective January 1, 1991, requires that the buyer in all sales of California Real Estate, wherein the Seller shows an out of State address, withhold 3-1/3% of the total sales price as California State Income Tax, subject to the various provisions of the law as therein contained.

Note 12.

In accordance with Section 18662 of the Revenue and Taxation code, effective January 1, 2003 a buyer may be required to withhold an amount equal to 3-1/3% of the sales price in the case of a disposition of California real property interest by either:

1. A seller who is an individual or when the disbursement instructions authorize the proceeds to be sent to a financial intermediary of the seller, OR A corporate seller that has no permanent place of business in California.

The buyer may become subject to penalty for failure to withhold an amount equal to the greater of 10 percent of the amount required to be withheld or five hundred dollars (\$500).

However, notwithstanding any other provision included in the California statutes referenced above, no buyer will be required to withhold any amount or be subject to penalty for failure to withhold if:

1. The sales price of the California real property conveyed does not exceed one hundred thousand dollars (\$100,000), OR the seller executes a written certificate, under penalty of perjury, certifying that the seller is a corporation with a permanent place of Business in California, OR
2. The seller, who is an individual, executes a written certificate, under penalty of perjury, of any of the following:
 - a. That the California real property being conveyed is the seller's principal residence (within the meaning of Section 121 of the Internal Revenue Code).
 - b. That the California real property being conveyed is or will be exchanged for property of like kind (within the meaning of Section 1031 of the Internal Revenue Code), but only to the extent of the amount of gain not required to be recognized for California income tax purposes under Section 1031 of the Internal Revenue Code.
 - c. That the California real property has been compulsorily or involuntarily converted (within the meaning of Section 1033 of the Internal Revenue Code) and that the seller intends to acquire property similar or related in service or use so to be eligible under Section 1033 of the Internal Revenue Code.
 - d. That the California real property transaction will result in a loss for California income tax purposes.

The seller is subject to penalty for knowingly filing a fraudulent certificate for the purposes of avoiding the withholding requirements. The California statutes referenced above include provisions which authorize the Franchise Tax Board to grant reduced withholding and waivers from withholding on a case-by-case basis for corporations or other entities.

THE PARTIES TO THIS TRANSACTION SHOULD SEEK THE PROFESSIONAL ADVICE AND COUNSEL OF AN ATTORNEY, ACCOUNTANT OR OTHER TAX SPECIALIST'S OPINION CONCERNING THE EFFECT OF THIS LAW ON THIS TRANSACTION AND SHOULD NOT ACT ON ANY STATEMENTS MADE OR OMITTED BY THE ESCROW OR CLOSING OFFICER.

Note 13.

Please be advised that the county recorder's office will no longer accept highlighted original documents for recording. This company requests that any documents sent here to be executed and recorded not have any highlighted areas.

EXHIBIT A
AMERICAN LAND TITLE ASSOCIATION
STANDARD TITLE INSURANCE POLICY (6-1-87) EXCLU

In addition to the Exceptions in schedule B, you are not insured against loss, costs, attorneys' fees, and expenses resulting from:

1. Governmental police power, and the existence or violation of any law or government regulation. This includes building and zoning ordinances and also laws and regulations concerning:
 - land use
 - improvements on the land
 - land division
 - environmental protectionThis exclusion does not apply to violations or the enforcement of these matters which appear in the public records at policy date.
This exclusion does not limit the zoning coverage described in Items 12 and 13 of Covered Title Risks.
2. The right to take the land by condemning it, unless:
 - a notice of exercising the right appears in the public records on the Policy Date
 - the taking happened prior to the Policy Date and is binding on you if you bought the land without knowledge of the taking

3. Title Risks:
 - that are created, allowed, or agreed to by you
 - that are known to you, but not to us, on the Policy Date unless they appeared in the public records
 - that result in no loss to you
 - that first affect your title after the Policy Date - this does not limit the labor and material lien coverage in Item 8 of Covered Title Risks
4. Failure to pay value for your title.
5. Lack of a right:
 - to any land outside the area specifically described and referred to in Item 3 of Schedule A or
 - in streets, alleys, or waterways that touch your land.This exclusion does not limit the access coverage in Item 5 of Covered Title Risks.

**SCHEDULE B
EXCEPTIONS**

In addition to the Exclusions, you are not insured against loss, costs, attorneys' fees, and the expenses resulting from:

1. Any rights, interests, or claims of parties in possession of the land not shown by the public records.
2. Any easements or liens not shown by the public records. This does not limit the lien coverage in Item 3 of Covered Title Risks.

3. Any facts about the land which a correct survey would disclose and which are not shown by the public records. This does not limit the forced removal coverage in item 12 of Covered Title Risks.
4. Any water rights or claims or title to water in or under the land, whether or not shown by the public records.

**CALIFORNIA LAND TITLE ASSOCIATION STANDARD COVERAGE POLICY - 1990
EXCLUSIONS FROM COVERAGE**

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking, which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims, or other matters:

- (a) whether or not recorded in the public records at Date of Policy, but created, suffered, assumed or agreed to by the insured claimant;
- (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
- (c) resulting in no loss or damage to the insured claimant;
- (d) attaching or created subsequent to Date of Policy; or
- (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage or for the estate or interest insured by this policy.
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with the applicable doing business laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage and is based upon usury or any consumer credit protection or truth in lending law.
6. Any claim, which arises out of the transaction vesting in the insured the estate or interest insured by this policy or the transaction creating the interest of the insured lender, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws.

**SCHEDULE B, Part I
EXCEPTIONS FROM COVERAGE**

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

PART I

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records. Proceedings by a public agency which may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests or claims which are not shown by the public records but which could be ascertained by an inspection of the land or which may be asserted by persons in possession thereof.

3. Easements, liens or encumbrances, or claims thereof, which are not shown by the public records.
4. Discrepancies; conflicts in boundary lines, shortages in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the public records.

**AMERICAN LAND TITLE ASSOCIATION LOAN POLICY (10-17-92)
WITH A.L.T.A. ENDORSEMENT-FORM 1 COVERAGE AND
AMERICAN LAND TITLE ASSOCIATION LEASEHOLD LOAN POLICY (10-17-92)
WITH A.L.T.A. ENDORSEMENT-FORM 1 COVERAGE
EXCLUSIONS FROM COVERAGE**

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation, or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims, or other matters:
 - (a) created, suffered, assumed or agreed to by the insured claimant;
 - (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
 - (c) resulting in no loss or damage to the insured claimant;

- (d) attaching or created subsequent to Date of Policy (except to the extent that this policy insures the priority of the lien of the insured mortgage over any statutory lien for services, labor or material or to the extent insurance is afforded herein as to assessments for street improvements under construction or completed at Date of Policy); or
- (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage.
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with applicable doing business laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage, and is based upon usury or any consumer credit protection or truth in lending law.
6. Any statutory lien for services, labor or material (or the claim of priority of any statutory lien for services, labor or material over the lien of the insured mortgage) arising from an improvement or work related to the land which is constructed for and commenced subsequent to Date of Policy and is not financed in whole or in part by proceeds of the indebtedness secured by the insured mortgage which at Date of Policy the insured has advanced or is obligated to advance.
7. Any claim which arises out of the transaction creating the interest of the mortgage insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that is based on:
 - (i) the transaction creating the interest of the insured mortgage being deemed a fraudulent conveyance or fraudulent transfer; or
 - (ii) the subordination of the interest of the insured mortgage as a result of the application of the doctrine of equitable subordination; or
 - (iii) the transaction creating the interest of the insured mortgage being deemed a preferential transfer except where the preferential transfer results from the failure:
 - (a) to timely record the instrument of transfer; or
 - (b) of such recordation to impart notice to a purchaser for value or a judgment or lien creditor.

**AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY (10-17-92) AND
AMERICAN LAND TITLE ASSOCIATION LEASEHOLD OWNER'S POLICY (10-17-92)
EXCLUSIONS FROM COVERAGE**

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
(b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims, or other matters:
 - (a) created, suffered, assumed or agreed to by the insured claimant;

- (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
- (c) resulting in no loss or damage to the insured claimant;
- (d) attaching or created subsequent to Date of Policy; or
- (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the estate or interest insured by this policy.
4. Any claim which arises out of the transaction vesting in the insured the estate or interest insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that is based on:
 - (i) the transaction creating the estate or interest insured by this policy being deemed a fraudulent conveyance or fraudulent transfer; or
 - (ii) the transaction creating the estate or interest insured by this policy being deemed a preferential transfer except where the preferential transfer results from the failure:
 - (a) to timely record the instrument or transfer; or
 - (b) of such recordation to impart notice to a purchaser for value or a judgment or lien creditor.

The above ALTA policy forms may be issued to afford either Standard Coverage or Extended Coverage. In addition to the above Exclusions from Coverage, the Exceptions from Coverage in a Standard Coverage policy will also include the following General Exceptions:

EXHIBIT A
(CONTINUED)

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records. Proceedings by a public agency which may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests or claims which are not shown by the public records but which could be ascertained by an inspection of the land or which may be asserted by persons in possession thereof.
3. Easements, liens or encumbrances, or claims thereof, which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the public records.

CLTA HOMEOWNER'S POLICY OF TITLE INSURANCE (06-2-98)
ALTA HOMEOWNER'S POLICY OF TITLE INSURANCE (10-17-98)
EXCLUSIONS

In addition to the Exceptions in Schedule B, You are not insured against loss, costs, attorneys' fees, and expenses resulting from:

1. Governmental police power, and the existence or violation of any law or government regulation. This includes ordinances, laws and regulations concerning:
 - a. building
 - b. zoning
 - c. Land use
 - d. improvements on Land
 - e. Land division
 - f. environmental protectionThis Exclusion does not apply to violations or the enforcement of these matters if notice of the violation or enforcement appears in the Public Records at the Policy Date.
This Exclusion does not limit the coverage described in Covered Risk 14, 15, 16, 17 or 24.
2. The failure of Your existing structures, or any part of them, to be constructed in accordance with applicable building codes. This Exclusion does not apply to violations of building codes if notice of the violation appears in the Public Records at the Policy Date.

3. The right to take the Land by condemning it, unless:
 - a. notice of exercising the right appears in the Public Records at the Policy Date; or
 - b. the taking happened before the Policy Date and is binding on You if You bought the Land without Knowing of the taking.
4. Risks:
 - a. that are created, allowed, or agreed to by You, whether or not they appear in the Public Records;
 - b. that are Known to You at the Policy Date, but not to Us, unless they appear in the Public Records at the Policy Date;
 - c. that result in no loss to You; or
 - d. that first occur after the Policy Date-this does not limit the coverage described in Covered Risk 7, 8, 22, 23, 24 or 25.
5. Failure to pay value for Your Title.
6. Lack of a right:
 - a. to any Land outside the area specifically described and referred to in paragraph 3 of Schedule A; and
 - b. in streets, alleys, or waterways that touch the Land.This Exclusion does not limit the coverage described in Covered Risk 11 or 18.

RESIDENTIAL TITLE INSURANCE POLICY
ONE-TO-FOUR FAMILY RESIDENCE
ENHANCED VERSION (1997)
EXCLUSIONS

In addition to the Exceptions in Schedule B, You are not insured against loss, costs, attorneys' fees, and expenses resulting from:

1. Governmental police power, and the existence or violation of any law or government regulation. This includes building and zoning ordinances and also laws and regulations concerning:
 - a. land use;
 - b. improvements on the land;
 - c. land divisions; or
 - d. environmental protection.This Exclusion does not apply to violations or the enforcement of these matters which appear in the public records at Policy Date.
This exclusion does not limit the coverage described in Item 12c and d, 13 and 18 of Covered Title Risks.
2. The right to take the land by condemning it, unless:
 - a. a notice of exercising the right appears in the public records on the Policy Date; or
 - b. the taking happened prior to the Policy Date and is binding on you if you bought the land without knowing of the taking.

3. Title Risks:
 - a. that are created, allowed, or agreed to by you;
 - b. that are known to you, but not to us, on the Policy Date- unless they appeared in the public records;
 - c. that result in no loss to You; or
 - d. that first affect your title after the Policy Date-this does not limit the coverage described in items 3b, 8, 17 and 19 of Covered Title Risks.
4. Failure to pay value for your title.
5. Lack of a right: (a) to any land outside the area specifically described and referred to in Item 3 of Schedule A or (b) in streets, alleys, or waterways that touch your land.
This exclusion does not limit the coverage described in items 5 and 12a of the Cover
3. Title Risks:
 - a. that are created, allowed, or agreed to by you;
 - b. that are known to you, but not to us, on the Policy Date- unless they appeared in the public records;
 - c. that result in no loss to you; or
 - d. that first affect your title after the Policy Date-this does not limit the coverage described in items 3b, 8, 17 and 19 of Covered Title Risks.
4. Failure to pay value for your title.
5. Lack of a right: (a) to any land outside the area specifically described and referred to in Item 3 of Schedule A or (b) in streets, alleys, or waterways that touch your land.
This exclusion does not limit the coverage described in items 5 and 12a of the Covered Title Risks.

NOTICE

IF YOU BOUGHT, SOLD OR REFINANCED A HOME (RESIDENTIAL REAL PROPERTY) IN CALIFORNIA BETWEEN JULY 1, 1989 AND FEBRUARY 28, 1997, PLEASE READ THE FOLLOWING:

Pursuant to a Settlement Agreement in a class action lawsuit filed in the Superior Court for Los Angeles County, a settlement agreement has been entered into that provides persons who bought, sold or refinanced residential real property in the State of California between July 1, 1989 and February 28, 1997, with certain rights. If you are such a person and you are now engaged in an escrow transaction with Chicago Title Company, Gateway Title Company, Benefit Land Title Company or Fidelity National Title Insurance Company, you have the following rights:

If one of these companies previously handled a residential escrow transaction for you that involved residential real property in which a mortgage, promissory note, or similar debt instrument, repayment of which was secured by a duly recorded deed of trust, was fully paid, satisfied or discharged and a reconveyance of that deed of trust was executed and was delivered to one of those title companies for recording but was inadvertently not recorded, you have the right to request that a release of obligation or reconveyance be recorded in accordance with the terms of the Settlement Agreement.

To obtain this right you must:

(1) Establish to the satisfaction of the title company that you actually closed an escrow between July 1, 1989 and February 27, 1997, which was handled by one of the above listed title insurance companies, in which a mortgage, promissory note, or similar debt instrument secured by a duly recorded deed of trust was fully paid, satisfied or discharged and a reconveyance of that deed of trust was executed and was delivered for recordation to the title company that handled the prior transaction. Proof of said transaction shall be made by presenting a closing statement, preliminary title report, title insurance policy or a paid escrow invoice which identifies you and the prior deed of trust; and

(2) Request in writing the recording of a reconveyance or release or obligation in the event that one inadvertently had not been previously recorded in the escrow transaction previously handled by one of the above-named title companies.

If you believe that you are entitled to benefits as a class member, please send your written requests or any questions concerning the foregoing to Janet Borack, Legal Department, Fidelity National Title Insurance Company, 17911 Von Karman Avenue, Suite 300, Irvine, California 92614.

July 1, 2001

We recognize and respect the privacy expectations of today's consumers and the requirements of applicable federal and state privacy laws. We believe that making you aware of how we use your non-public information ("Personal Information"), and to whom it is disclosed, will form the basis for a relationship of trust between us and the public that we serve. This Privacy Statement provides that explanation. We reserve the right to change this Privacy Statement from time to time consistent with applicable privacy laws.

In the course of our business, we may collect Personal Information about you from the following sources:

- From applications or other forms we receive from you or your authorized representative;
- From your transactions with, or from the services being performed by, us, our affiliates, or others;
- From our internet web sites;
- From the public records maintained by governmental entities that we either obtain directly from those entities or from our affiliates or others; and
- From consumer or other reporting agencies.

Our Policies Regarding the Protection of the Confidentiality and Security of Your Personal Information

We maintain physical, electronic and procedural safeguards to protect your Personal Information from unauthorized access or intrusion. We limit access to the Personal Information only to those employees who need such access in connection with providing products or services to you or for other legitimate business purposes.

Our Policies and Practices Regarding the Sharing of Your Personal Information

We may share your Personal Information with our affiliates, such as insurance companies, agents, and other real estate settlement service providers. We also may disclose your Personal Information:

- To agents, brokers or representatives to provide you with services you have requested;
- To third-party contractors or service providers who provide services or perform marketing or other functions on our behalf; and
- To others with whom we enter into joint marketing agreements for products or services that we believe you may find of interest.

In addition, we will disclose your Personal Information when you direct or give us permission, when we are required by law to do so, or when we suspect fraudulent or criminal activities. We also may disclose your Personal Information when otherwise permitted by applicable privacy laws such as, for example, when disclosure is needed to enforce our rights arising out of any agreement, transaction or relationship with you.

One of the important responsibilities of some of our affiliated companies is to record documents in the public domain. Such documents may contain your Personal Information.

Right to Access Your Personal Information and Ability to Correct Errors Or Request Changes or Deletion

Certain states afford you the right to access your Personal Information and, under certain circumstances, to find out to whom your Personal Information has been disclosed. Also, certain states afford you the right to request correction, amendment or deletion of your Personal Information. We reserve the right, where permitted by law, to charge a reasonable fee to cover the costs incurred in responding to such requests.

All requests must be made in writing to the following address:

Privacy Compliance Officer
American National financial, Inc.
1455 Frazee Road, Suite 408
San Diego, CA 92108

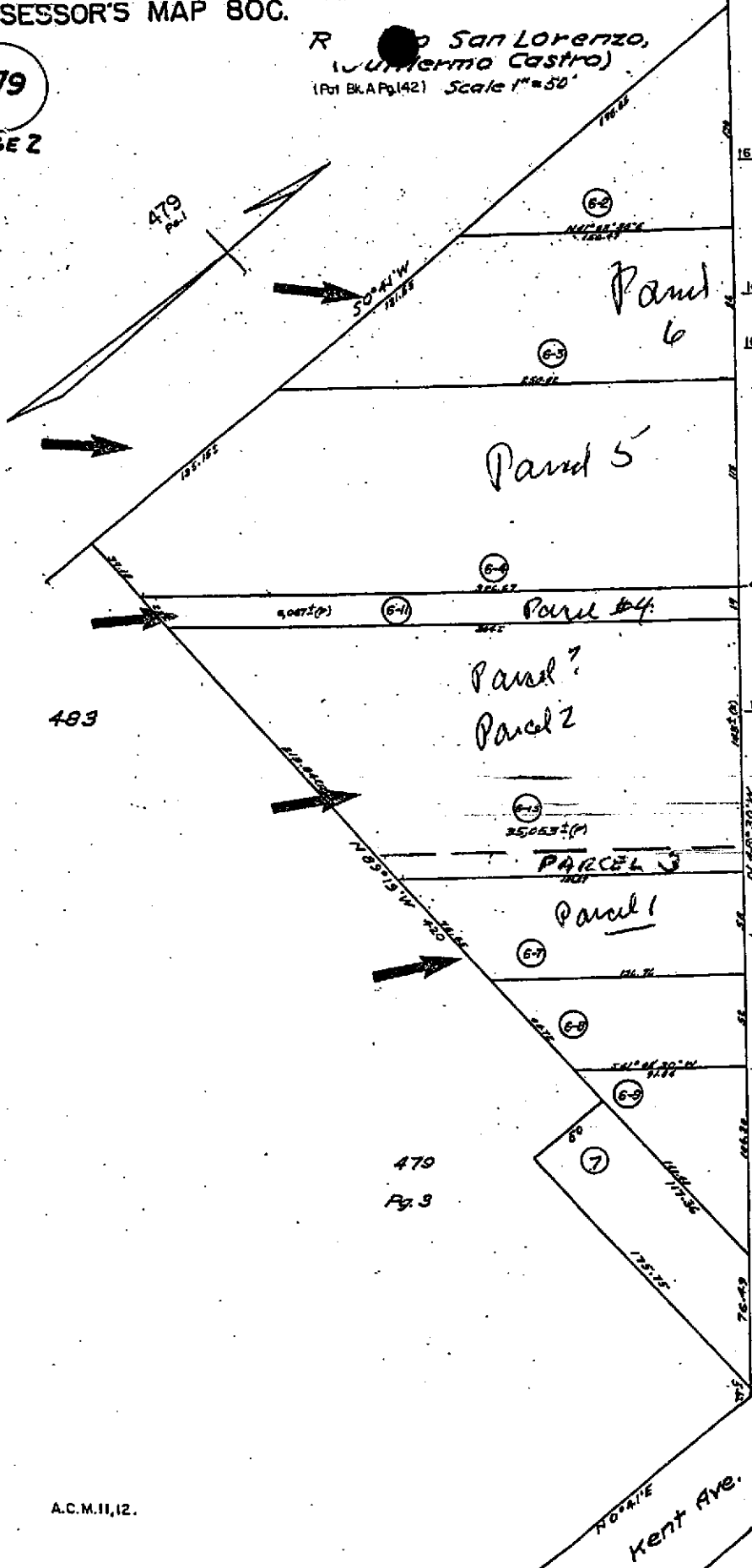
Multiple Products or Services – If we provide you with more than one financial product or service, you may receive more than one privacy notice from us. We apologize for any inconvenience this may cause you.

479

PAGE 2

R San Lorenzo,
Luiserma Castro
(Part Bk. A Pg. 142) Scale 1"=50'

Ret. 2-24-74 RM
4-22-84 MVE



A.C.M. 11, 12.

LAW OFFICES of EDWARD E MARTINS, INC
A Professional Law Corp.
1164 A Street
Hayward, CA 94541
Tel: (510) 537 3477 Fax: (510) 537 5535

April 22, 2003

M80770 (b).2

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Larry Blazer
Deputy District Attorney
Consumer & Environmental
Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Alameda County
APR 29 2003
Environmental Health

Re: Estate of John Holland

I appeared in court on April 21 for the Status Report to the Court; there was no appearance by anyone other than myself and Mrs Holland. I continued this matter to July 21 2003.

From the information that I received from Mr. James Jacobs of Environmental Systems, we are now awaiting response as to the acceptable Work Plan for additional Subsurface investigation; groundwater Monitoring well installation. This was submitted on March 3 2003 with a further supplemental addendum report of March 19 2003.

Thank you for your continued courtesies.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

cc Ann Marie Holland
cc: James Jacobs

LAW OFFICES of EDWARD E MARTINS, INC
A Professional Law Corp.
1164 A Street
Hayward, CA 94541
Tel: (510) 537 3477 Fax: (510) 537 5535

February 11, 2003

M80770 (b).2

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Alyce Sandbach
Deputy District Attorney
Consumer & Environmental
Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Alameda County
FEB 18 2003
Environmental Health

Re: Estate of John Holland

I appeared in court on February 10th and discussed this matter with Alyce Sandbach and at the same time I gave her an up to date Status Report. I am forwarding a copy of that report to each of you. The additional information since the last report starts at page 4 lline 22.

In addition, Alyce requested that the court make an order which I stipulated to and the court signed the order. A copy of that order is enclosed. Please note the new date of the next hearing on the question of compliance if such is necessary.

Thank you for your continued courtesies.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

cc Ann Marie Holland
cc: James Jacobs

1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 1164 A St.
5 Hayward, California 94541
6 (510) 537-3477

7 Attorneys for Executrix
8 ANN MARIE HOLLAND TIERS

9 SUPERIOR COURT OF THE STATE OF CALIFORNIA

10 IN AND FOR THE COUNTY OF ALAMEDA

11 In the Estate of) No. H 16069-4
12)
13 JOHN M. HOLLAND,) STATUS CONFERENCE STATEMENT
14) NO. 10
15) OF EXECUTRIX
16)
17 Deceased.)
18) DATE: FEBRUARY 10 2003
19) TIME: 1:30 pm
20) DEPT: 707
21)

22 The Executrix submits her TENTH Status Statement:

23 COURT ORDER OF NOVEMBER 9 1999

24 This Court, by stipulation of the Parties issued an Order
25 which in substance was to facilitate, monitor, and provide
26 impetus to the Toxic Clean Up program related to the Estate's
27 Real Property on East 14th St in San Leandro, California. The
28 stipulation followed a hearing on a Petition by the Executor to
borrow sufficient money in order to fund the costs of doing a
Toxic Investigation on the property. The property is owned
jointly with Barbara Holland a former daughter in law of the
decendent.

ACTIONS TAKEN BY THE EXECUTRIX

During the early part of this year, it became evident that

Status Report #10:

1 the proposed loan to be placed on the East 14th st. property was
2 not forthcoming, in effect, delaying the production of the
3 written Report of the Subsurface Exploration and Monitoring Well
4 Installation. The consultant Environmental Bio-Systems
5 Inc. (EBC) had refused to submit their report until the full
6 amount of the contract price was paid by the Estate.

7 Because the Executrix is holding funds which were from the
8 sale of the 6th st property, it was agreed that these funds in
9 part could be used to pay the final installment to EBC. That was
10 done and a report was finally received in the latter part of
11 June and which report has now been submitted to Alameda County
12 Health Care Services Agency and specifically to Scott Seery On
13 September 24 2001 on the date of the last court hearing, the
14 attorneys met together with Scott Seery and reviewed for the
15 benefit of Edward E. Martins and his client, the Executrix
16 herein, the results of a meeting with the Redevelopment Agency
17 Director of Alameda County. In substance, they believed that
18 the degree of additional testing and remediation would
19 apparently be based upon the ultimate possible use of the
20 property and in particular the effect on that available use by
21 the position of the Redevelopment Agency.

22 Counsel for the Executrix determined that he should review
23 this matter directly with that agency and did so. See below.

24 In any event, because the need for additional testing
25 requires the use of additional funds, the following has taken
26 place:

1 1. Alameda County Redevelopment Agency:

2 Attorney Edward Martins met with Jennie Bloebaum, Provisional
3 Manager of the Agency, wherein it was learned that there could
4 be redevelopment funds available to be used for the testing of
5 the property in question. As a result of that meeting, a letter
6 was addressed to that Agency dated October 2 2001. There was
7 some delay in obtaining Barbara Holland's approval and signature
8 on this letter but nevertheless on November 26 2001, the letter
9 requesting funding was submitted. A copy of that letter is
10 attached hereto.

11 We are now awaiting a reply thereto.

12 2. Reimbursement Funds from the State of California
13 Underground Tank Clean Up funds:

14 An application to the State of California for
15 reimbursement for certain expenses in connection with the
16 testing and the clean up of this property was filed at least one
17 year ago and an indication that certain amounts of the expenses
18 incurred in this matter would qualify for reimbursement. It had
19 been assumed by the Executrix that her Contractor Environmental
20 Bio Systems would follow through with the reimbursement request,
21 however when it was learned that this had not been done, Counsel
22 for the Executrix wrote to that Agency on December 15 2001
23 (later remailed on December 28 2001)(see copy attached). On
24 January 17 2002, Counsel received a call from a technician in
25 Region #2 who indicated that our request would probably
26 eventually be handled by Letty Lee or Carla Lawson. He

1 indicated that he would send the application forms to the named
2 applicant, which should be Barbara Holland and the Executrix. I
3 have not heard whether that application form was received.
4 However, I asked him to spell out the specific back up
5 information that they would need for reimbursement approval and
6 it appears that the firm of Environmental Bio Systems would have
7 that information, namely:

- 8 a. Spread sheet on expenses
- 9 b. Invoices on expenses
- 10 c. Sub Invoices for expenses where sub contractors were
11 used.
- 12 d. Cancelled Checks
- 13 e. Reports
- 14 f. Lab Analysis

15 3. Because some time has elapsed without any communication
16 from Redevelopment Agency, a follow up with them is necessary.
17 On the question for reimbursement from the State of California,
18 Counsel has placed a call to Tim Babcock and a letter(see
19 attached) was also written to him, but a response has not been
20 received. A follow up on this matter will also be necessary. It
21 would appear that a further continuance of 60 days would be in
22 order.

23 4. The above status report is substantially #9 and the
24 following addresses additional steps taken to this date, to wit,
25 February 9 2003:

- 26 a. The Redevelopment Agency, although appearing to be

1 interested to provide remedial funds, has failed to respond to
2 the inquiries of the counsel for the Executrix. It has now been
3 reported from the District Attorney's office that the funds that
4 were available are not now available for this purpose. There
5 was some information that one of the Co Owners also made contact
6 with the Agency, but neither the Executor nor her attorney has
7 been made privy to any discussions and steps taken to make those
8 funds available.

9 b. Underground Storage Tank Funds:

10 Application had been made by the Executor to obtain
11 reimbursement for expenses incurred with respect to the
12 Underground Storage Tanks, their removal together with any toxic
13 materials therein contained. A letter from the State of
14 California Underground Storage Tank Cleanup Fund was received
15 indicating pre approval. This Executor has retained the
16 Environmental Firm of ClearWater Inc. This Company has been in
17 touch with the Sacramento office of the Cleanup Fund only to
18 discover that the State has lost its file. It is anticipated
19 that a resolution of this question will take place within the
20 next three weeks. The person in the Sacramento office who has
21 been the contact person for Clearwater was gone this past week
22 but is due back in the office on February 10 2003. Clearwater
23 will make contact with them on Monday February 10. This will
24 provide some source of funds needed for the cleanup
25 investigation to be complete.

26 c. Further Investigation and Work Plan:

1 On February 8 2003, the Executrix entered into a contract with
2 the firm of Environmental Bio Systems Inc. whose principal is
3 James Jacobs, Environmental Geologist. He has been directed to
4 prepare a work plan to complete the investigation requested by
5 Scott Seery of the Public Health Dept of the County of Alameda.
6 Because there was some question as to the level of investigation
7 and treatment needed, there has been some delay. The thrust of
8 the investigation required has been on the theory that
9 Residential and/or residential-commercial development would
10 require a higher degree of potential cleanup rather than the
11 development desired by the Estate of Holland, which was in the
12 form of Rental Storage units.

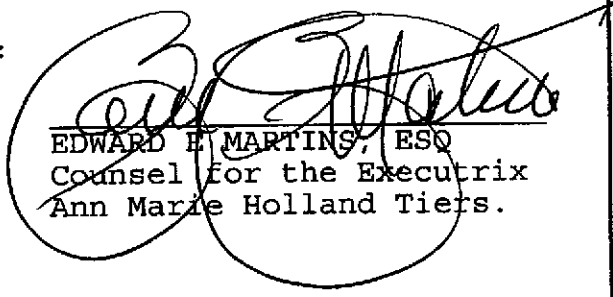
13 In the meantime there has been preliminary contacts with
14 the Recreation District which has shown an interest in the
15 property. In order to determine whether this is feasible, it
16 became clear that the relative ownership on the property between
17 the Estate and Barbara Holland be determined. The Executor was
18 unaware that there have been some transfers of ownership of the
19 property by Barbara Holland. This has necessitated a review of
20 the Title to the property to determine the actual square footage
21 owned by each entity. A request by the Executor was made to the
22 First American Title Company for an up to date preliminary Title
23 Report. This was received approximately three weeks ago and
24 that report was delivered to Charles Mullins, a local architect,
25 who was directed to determine the relative square feet ownership
26 by each of the parties. Approximately one week ago it was

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discovered that there were errors in the legal description which prevented an accurate determination of the relative ownership interests. The questions have now been resubmitted to the Title Co for correction and explanation. Should the sale to the public agency come to any resolution then it becomes a question of whether the type of clean up may be modified due to the use by that public agency.

In any event, Mr. Jacobs has been directed to meet with Scott Seery and to follow up to provide the appropriate work plan. It is anticipated that the work plan will be done by February 28 2003.

Respectfully submitted:
February 9 2003



EDWARD E. MARTINS, ESQ
Counsel for the Executrix
Ann Marie Holland Tiers.

1 PROOF OF SERVICE BY MAIL

2 Re: Estate of Holland
3 Case No.: H 16069-4

4 I am employed in the County of Alameda. I am over the age
5 of 18 years and not a party to the above-entitled action. My
6 business address is 1164 A St., Hayward, California, 94541.

7 I am readily familiar with the business practices of Edward
8 E. Martins, P.C., for collection and processing of
9 correspondence for mailing with the United States Postal
10 Service. On February 11 2003 at Hayward, California, I caused
11 the foregoing attached: Status Conference Statement No.10
12 to be served on the parties to this action, following ordinary
13 business practices of Edward E. Martins, P.C., by placing a true
14 copy thereof enclosed in a sealed envelope (or sealed envelopes)
15 for collection and mailing. In the ordinary course of business
16 of Edward E. Martins, P.C., this correspondence would be
17 deposited with the United States Postal Service that same day,
18 with first class postage thereon fully prepaid. The envelope or
19 envelopes were addressed as follows:

20 Virginia A. Crisp
21 COBLENTZ, CAHEN, McCABE & BREYER, LLP
22 222 Kearny Street, Seventh Floor
23 San Francisco, CA 94108

24 Alyce Sandbach Esq.
25 Deputy District Attorney
26 Consumer & Environmental Protection Division
27 7677 Oakport Street, Suite 400
28 Oakland, CA 94621-1934


Scott O.Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

James Jacobs
707 Point View Road
Mill Valley, CA 9;4941

Executed on February 11 2003 at Hayward, California
I, Priscilla Guiuan, declare under penalty of perjury under
the laws of the State of California that the foregoing is true
and correct.


PRISCILLA GUIUAN

1 THOMAS J. ORLO
2 District Attorney
3 County of Alameda

4 Alyce Sandbach [Bar No. 141894]
5 Deputy District Attorney
6 Consumer & Environmental Protection Division
7 7677 Oakport Street, Suite 650
8 Oakland, CA 94621
9 (510) 569-9281

10 Attorneys for Plaintiff

ENDORSED
FILED
ALAMEDA COUNTY

FEB 10 2003

CLERK OF THE SUPERIOR COURT
By ROSE FRIDAY

Deputy

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF ALAMEDA

Alameda County

FEB 18 2003

Estate of

Environmental Health

JOHN M. HOLLAND

Deceased.

No. H-16069-4

COURT ORDER
DIRECTING PERSONAL
REPRESENTATIVE TO
COMPLETE
INVESTIGATION AND
REMEDATION

Date: February 10, 2003
Time: 1:30 p.m.
Department: 707

This Court, by stipulation of the People of the State of California and counsel for the Executrix, Ann Marie Holland Tiers, hereby orders the Executrix to:

- a) Arrange for the environmental consultant hired on behalf of the estate to contact Mr. Scott Seery, Senior Hazardous Materials Specialist, of the Alameda County Health Department, Environmental Protection Division and set up a meeting with him within the next 10 days to discuss the technical requirements associated with completing an assessment of the extent of contamination at 16401 East 14th Street in San Leandro, California;

1 b) Instruct the defendant to submit to the Health Department, within 30 days of this order, a
2 workplan in accordance with the requirements of the Health Department regarding the further
3 assessment of the extent of the contamination of the site;

4
5 c) ~~Once that workplan is approved by the Department, implement the plan to the satisfaction of the~~
6 ~~Health Department within 45 days of the approval,~~

7 d) Appear before this Court at 1:30 on 4/21/03 ^{JB} to show cause, if necessary, for any lack
8 of compliance with this order.

9
10 Dated: 2/10/03

Jacob Blea III
11 JUDGE OF THE SUPERIOR COURT

JACOB BLEA III

12 *Approved*

13 *Ego Hunter*
14 *Attorney for Executives*
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1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 1164 A St.
5 Hayward, California 94541
6 (510) 537-3477

7 Attorneys for Executrix
8 ANN MARIE HOLLAND TIERS

Alameda County
JAN 03 2003
Environmental Health

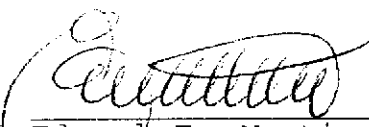
9 SUPERIOR COURT OF THE STATE OF CALIFORNIA

10 IN AND FOR THE COUNTY OF ALAMEDA

11 In the Estate of	)	No. H 16069-4
)	
12 JOHN M. HOLLAND,	)	STATUS CONFERENCE
	)	NOTICE OF CONTINUANCE
)	
13 Deceased.)	
	)	DATE: FEBRUARY 10 2003
	)	TIME: 1:30 P.M.
	)	DEPT: 707

14 PLEASE TAKE NOTICE that a further Status Conference
15 scheduled for February 10 2003.

16 Dated: December 28 2002

17 
18 Edward E. Martins, Counsel
19 for Petitioner

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PROOF OF SERVICE BY MAIL

Re: holland

Case No.:

I am employed in the County of Alameda. I am over the age of 18 years and not a party to the above-entitled action. My business address is 1164 A St., Hayward, California, 94541.

I am readily familiar with the business practices of Edward E. Martins, P.C., for collection and processing of correspondence for mailing with the United States Postal Service. On December 30 2003 at Hayward, California, I caused the foregoing attached:


Status Conference Further Hearing

to be served on the parties to this action, following ordinary business practices of Edward E. Martins, P.C., by placing a true copy thereof enclosed in a sealed envelope (or sealed envelopes) for collection and mailing. In the ordinary course of business of Edward E. Martins, P.C., this correspondence would be deposited with the United States Postal Service that same day, with first class postage thereon fully prepaid. The envelope or envelopes were addressed as follows:

see attached

Executed on December 30 2002, at Hayward, California

I, Priscilla Guiuan, declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.


Priscilla Guiuan

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Alyce Sandbach, Esq.
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

James Jacobs, Hydrogeologist
707 View Point Road
Mill Valley, CA 94941 (415) 381-5195.

1 THOMAS J. ORLOFF
2 District Attorney
3 County of Alameda

4 Alyce Sandbach [Bar No. 141894]
5 Deputy District Attorney
6 Consumer & Environmental Protection Division
7 7677 Oakport Street, Suite 650
8 Oakland, CA 94621
9 (510) 569-9281

10 Attorneys for Plaintiff

Alameda County
FEB 18 2003
Environmental Health

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA
12 COUNTY OF ALAMEDA

13 Estate of)
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JOHN M. HOLLAND

Deceased.

No. H-16069-4

**COURT ORDER
DIRECTING PERSONAL
REPRESENTATIVE TO
COMPLETE
INVESTIGATION AND
REMEDATION**

Date: February 10, 2003
Time: 1:30 p.m.
Department: 707

29 This Court, by stipulation of the People of the State of California and counsel for the
30 Executrix, Ann Marie Holland Tiers, hereby orders the Executrix to:

- 31 a) Arrange for the environmental consultant hired on behalf of the estate to contact Mr. Scott
32 Seery, Senior Hazardous Materials Specialist, of the Alameda County Health Department,
33 Environmental Protection Division and set up a meeting with him within the next 10 days to
34 discuss the technical requirements associated with completing an assessment of the extent of
35 contamination at 16401 East 14th Street in San Leandro, California;

1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 1164 A St.
5 Hayward, California 94541
6 (510) 537-3477

AUG 0 5 2002

7 Attorneys for Executrix
8 ANN MARIE HOLLAND TIERS

9 SUPERIOR COURT OF THE STATE OF CALIFORNIA

10 IN AND FOR THE COUNTY OF ALAMEDA

11 In the Estate of)

No. H 16069-4

12 JOHN M. HOLLAND,)

STATUS CONFERENCE
NOTICE OF CONTINUANCE

13 Deceased.)

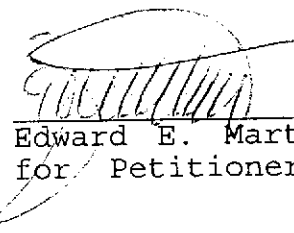
DATE: OCTOBER 7 2002

TIME: 10:00 a.m.

DEPT: 707

14 PLEASE TAKE NOTICE that a further Status Conference
15 scheduled for October 7 2002.

16 Dated: July 31 2002

17 
18 Edward E. Martins, Counsel
19 for Petitioner
20
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1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 1164 A St.
5 Hayward, California 94541
6 (510) 537-3477

7 Attorneys for Executrix
8 ANN MARIE HOLLAND TIERS

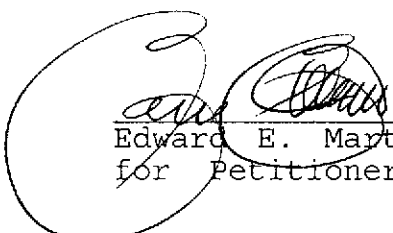
9 SUPERIOR COURT OF THE STATE OF CALIFORNIA

10 IN AND FOR THE COUNTY OF ALAMEDA

11 In the Estate of	)	No. H 16069-4
)	
12 JOHN M. HOLLAND,	)	STATUS CONFERENCE NO.9
	)	NOTICE OF CONTINUANCE
)	
13 Deceased.)	
	)	DATE: MARCH 25 2002
	)	TIME: 10:00 a.m.
	)	DEPT: 707

14 PLEASE TAKE NOTICE that the Status Conference #9 scheduled
15 for January 28 2002 was continued by stipulation to the above
16 date.

17 Dated: February 4 2002

18 
Edward E. Martins, Counsel
for Petitioner

PROOF OF SERVICE BY MAIL

Re: holland
Case No.:

I am employed in the County of Alameda. I am over the age of 18 years and not a party to the above-entitled action. My business address is 1164 A St., Hayward, California, 94541.

I am readily familiar with the business practices of Edward E. Martins, P.C., for collection and processing of correspondence for mailing with the United States Postal Service. On February 4 2002 Hayward, California, I caused the foregoing attached:

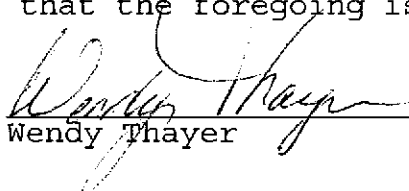
Status Conference #9 notice of Continued Hearing

to be served on the parties to this action, following ordinary business practices of Edward E. Martins, P.C., by placing a true copy thereof enclosed in a sealed envelope (or sealed envelopes) for collection and mailing. In the ordinary course of business of Edward E. Martins, P.C., this correspondence would be deposited with the United States Postal Service that same day, with first class postage thereon fully prepaid. The envelope or envelopes were addressed as follows:

see attached

Executed on February 4 2002, at Hayward, California

I, Wendy Thayer, declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.



Wendy Thayer

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Connor
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

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EDWARD E. MARTINS - SB# 24061
LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation
1164 A St.
Hayward, California 94541
(510) 537-3477

Attorneys for Executrix
ANN MARIE HOLLAND TIERS

SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN AND FOR THE COUNTY OF ALAMEDA

In the Estate of	)	No. H 16069-4
)	
JOHN M. HOLLAND,	)	STATUS CONFERENCE NO.8
	)	NOTICE OF CONTINUANCE
)	
Deceased.)	
	)	DATE: JANUARY 28 2002
	)	TIME: 10:00 a.m.
	)	DEPT: 705
)	

PLEASE TAKE NOTICE that the Status Conference scheduled for November 5 2001 was continued by stipulation to the above date and that a further Status Conference statement by the Petitioner would not be required for that date;

Dated: November 5 2001



Edward E. Martins, Counsel
for Petitioner

PROOF OF SERVICE BY MAIL

Re: holland
Case No.:

I am employed in the County of Alameda. I am over the age of 18 years and not a party to the above-entitled action. My business address is 1164 A St., Hayward, California, 94541.

I am readily familiar with the business practices of Edward E. Martins, P.C., for collection and processing of correspondence for mailing with the United States Postal Service. On November 5, 2001, at Hayward, California, I caused the foregoing attached:

Status Conference #8 notice of Continued Hearing

to be served on the parties to this action, following ordinary business practices of Edward E. Martins, P.C., by placing a true copy thereof enclosed in a sealed envelope (or sealed envelopes) for collection and mailing. In the ordinary course of business of Edward E. Martins, P.C., this correspondence would be deposited with the United States Postal Service that same day, with first class postage thereon fully prepaid. The envelope or envelopes were addressed as follows:

see attached

Executed on November 5, 2001, at Hayward, California

I, Priscilla Guiuan, declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.



Priscilla Guiuan

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Connor
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

1 EDWARD E. MARTINS - SB# 24061
LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation
2 1164 A St.
Hayward, California 94541
3 (510) 537-3477

MAR 28 2002

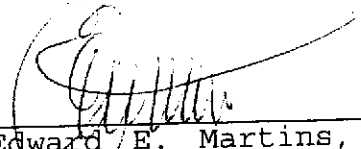
4 Attorneys for Executrix
ANN MARIE HOLLAND TIERS
5

6 SUPERIOR COURT OF THE STATE OF CALIFORNIA
7 IN AND FOR THE COUNTY OF ALAMEDA

8 In the Estate of	)	No. H 16069-4
)	
9 JOHN M. HOLLAND,	)	STATUS CONFERENCE NO.9
	)	NOTICE OF CONTINUANCE
)	
10)	
)	
11 Deceased.	)	DATE: MAY 20 2002
	)	TIME: 10:00 a.m.
	)	DEPT: 707
12)	
)	
13)	

14 PLEASE TAKE NOTICE that the Status Conference #9 scheduled
15 for March 25 2002 was continued by stipulation to the above
16 date.

17 Dated: March 25 2002


Edward E. Martins, Counsel
for Petitioner

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1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 1164 A St.
5 Hayward, California 94541
6 (510) 537-3477

7 Attorneys for Executrix
8 ANN MARIE HOLLAND TIERS

9 SUPERIOR COURT OF THE STATE OF CALIFORNIA

10 IN AND FOR THE COUNTY OF ALAMEDA

11 In the Estate of) No. H 16069-4
12)
13 JOHN M. HOLLAND,) STATUS CONFERENCE STATEMENT
14) NO. 9
15) OF EXECUTRIX
16)
17 Deceased.)
18) DATE: JANUARY 28 2002
19) TIME: 10:00 a.m.
20) DEPT: 707
21)

22 The Executrix submits her NINTH Status Statement:

23 COURT ORDER OF NOVEMBER 9 1999

24 This Court, by stipulation of the Parties issued an Order
25 which in substance was to facilitate, monitor, and provide
26 impetus to the Toxic Clean Up program related to the Estate's
27 Real Property on East 14th St in San Leandro, California. The
28 stipulation followed a hearing on a Petition by the Executor to
borrow sufficient money in order to fund the costs of doing a
Toxic Investigation on the property. The property is owned
jointly with Barbara Holland a former daughter in law of the
decedent.

ACTIONS TAKEN BY THE EXECUTRIX

During the early part of this year, it became evident that

1 the proposed loan to be placed on the East 14th st. property was
2 not forthcoming, in effect, delaying the production of the
3 written Report of the Subsurface Exploration and Monitoring Well
4 Installation. The consultant Environmental Bio-Systems
5 Inc. (EBC) had refused to submit their report until the full
6 amount of the contract price was paid by the Estate.

7 Because the Executrix is holding funds which were from the
8 sale of the 6th st property, it was agreed that these funds in
9 part could be used to pay the final installment to EBC. That was
10 done and a report was finally received in the latter part of
11 June and which report has now been submitted to Alameda County
12 Health Care Services Agency and specifically to Scott Seery On
13 September 24 2001 on the date of the last court hearing, the
14 attorneys met together with Scott Seery and reviewed for the
15 benefit of Edward E. Martins and his client, the Executrix
16 herein, the results of a meeting with the Redevelopment Agency
17 Director of Alameda County. In substance, they believed that
18 the degree of additional testing and remediation would
19 apparently be based upon the ultimate possible use of the
20 property and in particular the effect on that available use by
21 the position of the Redevelopment Agency.

22 Counsel for the Executrix determined that he should review
23 this matter directly with that agency and did so. See below.

24 In any event, because the need for additional testing
25 requires the use of additional funds, the following has taken
26 place:

1. Alameda County Redevelopment Agency:

1 Attorney Edward Martins met with Jennie Bloebaum, Provisional
2 Manager of the Agency, wherein it was learned that there could
3 be redevelopment funds available to be used for the testing of
4 the property in question. As a result of that meeting, a letter
5 was addressed to that Agency dated October 2 2001. There was
6 some delay in obtaining Barbara Holland's approval and signature
7 on this letter but nevertheless on November 26 2001, the letter
8 requesting funding was submitted. A copy of that letter is
9 attached hereto.

10 We are now awaiting a reply thereto.

11 2. Reimbursement Funds from the State of California
12 Underground Tank Clean Up funds:

13 An application to the State of California for
14 reimbursement for certain expenses in connection with the
15 testing and the clean up of this property was filed at least one
16 year ago and an indication that certain amounts of the expenses
17 incurred in this matter would qualify for reimbursement. It had
18 been assumed by the Executrix that her Contractor Environmental
19 Bio Systems would follow through with the reimbursement request,
20 however when it was learned that this had not been done, Counsel
21 for the Executrix wrote to that Agency on December 15 2001
22 (later remailed on December 28 2001) (see copy attached). On
23 January 17 2002, Counsel received a call from a technician in
24 Region #2 who indicated that our request would probably
25 eventually be handled by Letty Lee or Carla Lawson. He
26

1 indicated that he would send the application forms to the named
2 applicant, which should be Barbara Holland and the Executrix. I
3 have not heard whether that application form was received.
4 However, I asked him to spell out the specific back up
5 information that they would need for reimbursement approval and
6 it appears that the firm of Environmental Bio Systems would have
7 that information, namely:

8 a. Spread sheet on expenses
9 b. Invoices on expenses
10 c. Sub Invoices for expenses where sub contractors were
11 used.

12 d. Cancelled Checks

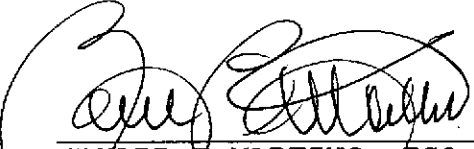
13 e. Reports

14 f. Lab Analysis

15 3. Because some time has elapsed without any communication
16 from Redevelopment Agency, a follow up with them is necessary.
17 On the question for reimbursement from the State of California,
18 Counsel has placed a call to Tim Babcock and a letter(see
19 attached) was also written to him, but a response has not been
20 received. A follow up on this matter will also be necessary. It
21 would appear that a further continuance of 60 days would be in
22 order.

23 Respectfully submitted:

24 January 27 2002


EDWARD E. MARTINS, ESQ
Counsel for the Executrix
Ann Marie Holland Tiers.

PROOF OF SERVICE BY MAIL

Re: Estate of Holland
Case No.:

I am employed in the County of Alameda. I am over the age of 18 years and not a party to the above-entitled action. My business address is 1164 A St., Hayward, California, 94541.

I am readily familiar with the business practices of Edward E. Martins, P.C., for collection and processing of correspondence for mailing with the United States Postal Service. On January 28 2002 at Hayward, California, I caused the foregoing attached: Status Conference Statement No.7 to be served on the parties to this action, following ordinary business practices of Edward E. Martins, P.C., by placing a true copy thereof enclosed in a sealed envelope (or sealed envelopes) for collection and mailing. In the ordinary course of business of Edward E. Martins, P.C., this correspondence would be deposited with the United States Postal Service that same day, with first class postage thereon fully prepaid. The envelope or envelopes were addressed as follows:

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Connor
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O.Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

Executed on January 27, 2002, at Hayward, California

I, Wendy Thayer, declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

WENDY THAYER

LAW OFFICES of EDWARD E MARTINS, INC
A Professional Law Corp.
1164 A Street
Hayward, CA 94541
Tel: (510) 537 3477 Fax: (510) 537 5535

November 26 2001

Alameda County Redevelopment Agency
Redevelopment Division
224 W. Winton Ave.
Room 110
Hayward, CA 94544-1215

re: Real Property known as 16285 E/14 St
16301 "
16303 "
16305 "
16335 "

Attention Jennie Bloebaum, Provisional Manager:

Dear Ms Bloebaum:

I am enclosing two separate letters Dated October 2 2001 which now
have been signed by owners of one or more of the above properties.

Thank your for your consideration.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY: EDWARD E. MARTINS

EEM:demi

cc Ann Marie Holland
cc Harold Reiland

LAW OFFICES of EDWARD E MARTINS, INC
A Professional Law Corp.
1164 A Street
Hayward, CA 94541
Tel: (510) 537 3477 Fax: (510) 537 5535

October 2 2001

Alameda County Redevelopment Agency
Redevelopment Division
224 W. Winton Ave.
Room 110
Hayward, CA 94544-1215

re: Real Property known as 16285 E/14 St
16301 "
16303 "
16305 "
16335 "

Attention Jennie Bloebaum, Provisional Manager:

Dear Ms Bloebaum:

As a follow up to the meeting that Mr Edward Martins had with you concerning the above property, it is our understanding that the County Redevelopment Agency does have State of California Grant funds which are available to pay for the additional Well Boring and testing which the Dept of Public Health of the Alameda County is requiring.

While a written memorandum from Scott Seery from the County Health Dept has not been received, outlining the additional testing, it is my understanding that it will cost between \$10,000 and \$20,000. In any event, it is our understanding that the Redevelopment Agency as Grantee of those funds, would underwrite these costs.

With that in mind and in order to move forward with the final analysis of this land, we hereby request that the additional testing be done and that your Agency underwrite that cost. It is our further understanding that the owners do not waive any of their rights by allowing the Redevelopment Agency to use Grant funds for the purpose indicated above.

For your information, the properties listed above are jointly owned in various degrees of ownership between the Estate of John Holland Sr. and Barbara Holland, save and except that the parcel known as 16301 which is exclusively owned by the Estate.

Thank you for your consideration of this matter.

Very Truly yours,

Ann Marie Holland Tiers
Executor of the Estate of
John Holland, Sr.

Ann Marie Holland Tiers

Barbara Holland

Barbara Holland

Edward E. Martins, Esq.
Attorney for the Estate.

Edw. E. Martins

Harold Reiland, Esq.
Attorney for Barbara
Holland

Harold Reiland

LAW OFFICES of EDWARD E MARTINS, INC
A Professional Law Corp.
1164 A Street
Hayward, CA 94541
Tel: (510) 537 3477 Fax: (510) 537 5535

October 2 2001

Alameda County Redevelopment Agency
Redevelopment Division
224 W. Winton Ave.
Room 110
Hayward, CA 94544-1215

re: Real Property known as 16285 E/14 St
16301 "
16303 "
16305 "
16335 "

Attention Jennie Bloebaum, Provisional Manager:

Dear Ms Bloebaum:

As a follow up to the meeting that Mr Edward Martins had with you concerning the above property, it is our understanding that the County Redevelopment Agency does have State of California Grant funds which are available to pay for the additional Well Boring and testing which the Dept of Public Health of the Alameda County is requiring.

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For your information, the properties listed above are jointly owned in various degrees of ownership between the Estate of John Holland Sr. and Barbara Holland, save and except that the parcel known as 16301 which is exclusively owned by the Estate.

Thank you for your consideration of this matter.

Very Truly yours,

Ann Marie Holland Tiers
Executor of the Estate of
John Holland, Sr.



Barbara Holland

Edward E. Martins, Esq.
Attorney for the Estate.



Harold Reiland, Esq.
Attorney for Barbara
Holland

EDWARD E. MARTINS, INC
A Professional Law Corporation

1164 A St.
Hayward, CA 94541
December 15, 2001

(510) 537-3477
(510) 537-5535^(fax)

Re-mailed Dec. 28, 2001

State Water Resources Control Board

Division of Clean up Programs

2014 T St.

Sacramento, CA 94212

*1001 I Street
Sacramento, CA 94212*

Attention: Mark Owens
Technical Review Unit

Claim No 3905

Dear Sir:

I represent Ann Marie Holland, Administrator of the Estate of John Holland Sr. My understanding that a pre approval has been granted to the applicant for investigative work to be done as to toxic materials located on the site known as 16301 East 14th St. San Leandro, CA.

The work involved was done by or contracted for by the firm of Environmental Bio-Systems Inc of PO Box 7171 San Jose, California 95150-7171. It is now time to request for reimbursement.

I wish to file such a request but I am not sure of the form needed and any other direction that you believe might be helpful.

Thank you for your help.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:demi

cc: Ann Marie Holland

EDWARD E. MARTINS, INC
A Professional Law Corporation

1164 A St.
Hayward, CA 94541
December 15, 2001

(510) 537-3477
(510) 537-5535^(fax)

Environmental Bio-Systems
P.O. Box 7171
San Jose, CA 95150

Attention; Tim Babcock;

re Estate of Holland
E/14 St San Leandro

Dear Sir:

In order that a claim can be filed to the State of California Underground Tank Cleanup fund, for reimbursement of costs the Estate paid to your firm, it is necessary that we have proof of your payment to any subcontractors retained by your firm.

Please comply within the next 10 days or call if you have any questions.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY: EDWARD E. MARTINS

EEM:demi

cc Ann Marie Holland

1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 1164 A St.
5 Hayward, California 94541
6 (510) 537-3477

AUG 22 2001

7 Attorneys for Executrix
8 ANN MARIE HOLLAND TIERS

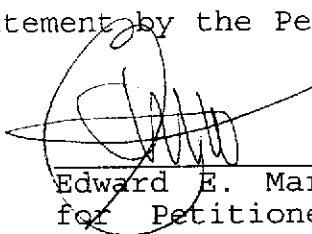
9 SUPERIOR COURT OF THE STATE OF CALIFORNIA

10 IN AND FOR THE COUNTY OF ALAMEDA

11 In the Estate of	)	No. H 16069-4
)	
12 JOHN M. HOLLAND,	)	STATUS CONFERENCE NOTICE
	)	NO. 8
13	)	OF EXECUTRIX
)	
14 Deceased.	)	DATE: SEPTEMBER 24 2001
	)	TIME: 10:00 a.m.
	)	DEPT: 705

15 PLEASE TAKE NOTICE that the Status Conference scheduled for
16 August 20 2001 was continued by stipulation to the above date
17 and that a Status Conference statement by the Petitioner would
18 not be required for that date;

19 Dated: August 20 2001

20 
21 Edward E. Martins, Counsel
22 for Petitioner

PROOF OF SERVICE BY MAIL

Re: holland
Case No.:

I am employed in the County of Alameda. I am over the age of 18 years and not a party to the above-entitled action. My business address is 22698 Mission Boulevard, Hayward, California, 94541.

I am readily familiar with the business practices of Edward E. Martins, P.C., for collection and processing of correspondence for mailing with the United States Postal Service. On August 20, 2001, at Hayward, California, I caused the foregoing attached:

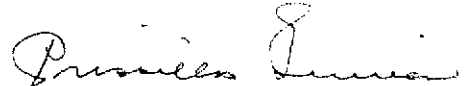
notice of hearing

to be served on the parties to this action, following ordinary business practices of Edward E. Martins, P.C., by placing a true copy thereof enclosed in a sealed envelope (or sealed envelopes) for collection and mailing. In the ordinary course of business of Edward E. Martins, P.C., this correspondence would be deposited with the United States Postal Service that same day, with first class postage thereon fully prepaid. The envelope or envelopes were addressed as follows:

see attached

Executed on August 20, 2001, at Hayward, California

I, Priscilla Guiuan, declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.



Priscilla Guiuan

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Connor
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

LAW OFFICES of EDWARD E MARTINS, INC
A Professional Law Corp.
1164 A Street
Hayward, CA 94541
Tel: (510) 537 3477 Fax: (510) 537 5535

MAY 24 2001

May 22 2001

Environmental Bio-Systems Inc.
P.O. Box 7171
San Jose, CA 95150-7171

BY FACSCIMILE: 408 264 3123
re: Estate of Holland E/14th st Prop
re Contract pursuant to Proposal
Dated February 17 2000

Attention Timothy M Babcock, President:

I enclose a photostat copy of a cashiers check issued today by Mt Diablo National Bank in the sum of \$23,826.07. This is in full payment of your firm's services outlined in your statement dated 5/31/2001.

This payment includes the Report which must be submitted to the Alameda County Environmental Health Services and in particular to Scott Seery.

You have indicated an ability to complete the report once you are paid and that can be done in a couple of days. Because there are time constraints (We have been given until May 24th to file your report with the county), and because I will be out of town possibly when the report is done, you are authorized to receive this check when you have delivered the report to my office. I have advised my Secretary Wendy Thayer to release the check upon receipt of the report. You should deliver an original and at least one copy of the report to this office. Please note the change of address.

Call if you have any questions.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY: EDWARD E. MARTINS

EEM:
cc Ann Marie Holland Tiers.
cc Dave Sadoff
cc Ala County-Seery
cc District Atty Office
cc Harold Reiland
cc Virginia Crisp



PURCHASER'S RECEIPT

NOTICE TO CUSTOMERS

May/21/2001

The purchase of an Indemnity Bond will be required before this check. Will be replaced or refunded in the event it is lost, misplaced, or stolen.

No. 422483

CASHIER'S CHECK

Purchaser: Estate Of John M. Holland

Payee: Environmental Bio-Systems, Inc.

Amount: \$23,826.07

MEMO * NOT NEGOTIABLE

THIS CHECK HAS A COLORED FACE ON WHITE STOCK AND AN ARTIFICIAL WATERMARK ON THE BACK.



900 Main Street
Pleasanton, CA 94566

CASHIER'S CHECK

1211

422483

Remitter: Estate Of John M. Holland

PAY EXACTLY \$23,826dols07cts

TO THE ORDER OF

Environmental Bio-Systems, Inc.

CHECK NUMBER	DATE	PAY EXACTLY
422483	May/21/2001	\$23,826.07

⑈0000422483⑈ ⑆121142261⑆01800002⑈

Law Offices of
Edward E. Martins

EDWARD E. MARTINS

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

April 2 2001

M80770 (b) .2

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Re: Estate of John Holland

APR 05 2001

Dear Virginia:

Receipt is acknowledged of your March 27 letter and I reviewed it with my client today.

What seems to be confusing, is that you seem to take the position that no other lender is authorized to make a loan, and yet on the other hand in your last paragraph you indicate that your clients might act as lenders.

I suppose they would be in the same position as a third party that you indicate would not be in compliance with the court order. But there certainly should be no harm in exploring any avenues that might be available for a loan. Since you seem to foreclose the idea of our finding another lender, it would be helpful to know if that is a firm position. In the interim we can take no action to find a new lender unless this matter is clarified.

As I indicated to you, I will have further surgery on April 5th and I do not know if I will be able to make a court appearance on the 9th. My office will be in contact with you on the 6th to advise what my circumstances are for a monday appearance.

Please be aware that the new address for the Law office is 1164 A St. Hayward, CA 94541; the phone # is the same, but the fax number is (510) 537 5535.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:
cc Ana Marie Holland

1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 22698 Mission Boulevard
5 Hayward, California 94541
6 (510) 537-3477

MAR 14 2001

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Attorneys for Executrix
ANN MARIE HOLLAND TIERS

SUPERIOR COURT OF THE STATE OF CALIFORNIA

IN AND FOR THE COUNTY OF ALAMEDA

In the Estate of) No. H 16069-4
JOHN M. HOLLAND,) STATUS CONFERENCE STATEMENT
Deceased.) NO. 7
OF EXECUTRIX
DATE: MARCH 12 2001
TIME: 10:00 a.m.
DEPT: 705

The Executrix submits her SEVENTH Status Statement:

COURT ORDER OF NOVEMBER 9 1999

This Court, by stipulation of the Parties issued an Order which in substance was to facilitate, monitor, and provide impetus to the Toxic Clean Up program related to the Estate's Real Property on East 14th St in San Leandro, California. The stipulation followed a hearing on a Petition by the Executor to borrow sufficient money in order to fund the costs of doing a Toxic Investigation on the property. The property is owned jointly with Barbara Holland a former daughter in law of the decedent.

Status Report #7:

1

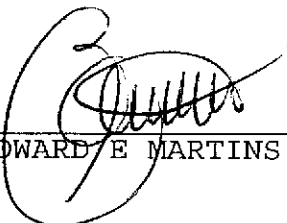
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ACTIONS TAKEN BY THE EXECUTRIX

Attached hereto is Report #9 rendered by the Executrix to all parties in compliance with the Court's Order referred to above. The executrix believes that she has done all that is within her power to complete the task described above. The Executrix directs the attention of the Court to that Report since it correctly summarizes the current state of activity.

Respectfully submitted:

MARCH 9 2001


EDWARD E MARTINS, ESQ

2000.

b. A contract has now been entered into between the Administratrix and EBC firm to perform the "Subsurface exploration and Underground Water Monitoring installation". Because the contract is for \$45,350 with a retainer required in the sum of \$18,140, the performance of the contract will be subject to availability of funds either from the loan or from the damage claim funds referred to above.

c. Update 12/1/00:

1. As indicated under section 2 above, the retainer of \$18,140 has now been paid and work can now commence pursuant to the contract.

d. Update 3/9/01:

EBC has now drilled additional investigative wells and is now preparing a report to be reviewed by Scott Seery, relative to what, if any, and the method of cleanup will be required. It is anticipated that some resolution of this matter would take place within the next 30 days.

4. UNDERGROUND TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

a. prior information:

On May 15 2000 the Administratrix received a letter from the State of California Water Resources Control Board-Division of Clean Water Programs. The notice received indicated that the Pre-Approval application for corrective action costs was incomplete in the sense that the State opposed the County's requirement of 44 borings, indicating that the number of borings appeared to be excessive.

The administratrix responded to the State forwarding a copy of the Alameda County request together with additional input from another expert on the question of the number of borings that the Estate believes should be done and the reasons therefore.

The Administratrix is awaiting word from the State of California.

b. Update:

The State of California (an employee who was working on our application apparently is no longer in the Dept) requested another copy of the Administratrix's original response to their request for information and the proposal to have Environmental Bio Systems do the work, claiming that they could not find our earlier submission. This matter is now awaiting State Action.

c. Update to October 13 2000

On September 15 2000, the State of California Water Resources Control Board has granted some pre approval of corrective work totaling \$18,595. There is some argument as to whether some of the clean up work relates to the underground storage tanks. According to the Administrator's expert, he believes that when circumstances are finally presented that additional

reimbursement of costs will be authorized.

d. Update 12/1/00:

1. No activity is anticipated herein until the work is commenced which as indicated above is now in position to be started since the retainer has been paid.

e. Update 3/9/01:

1. No current response has been received relative to the amount of funds the State will reimburse the estate for the current work in progress. We anticipate that at least a substantial part of the costs incurred will be reimbursed by the State. Of course that reimbursement will only involve the costs related to the underground toxic matters.

5. BLOCKING ACCOUNT

Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. The account # is 4700092. The Account is in the name of Ann Marie Holland Tiers, Administratrix of the Estate of John Holland Sr. The current maturity date of the CD was June 21 2000; The current balance of the CD is \$ 30,476.13. It is anticipated that the CD remains in a blocked account and the investment rolled over to December 21 2000. I do not have the current rate and yield.

a. Update 12/1/00

1. The funds are still blocked and the current balance in that account is the sum of \$ 30,623.75 as of 11/15/00.

b. Update 3/9/01:

1. The funds continue to be blocked and the current balance as of February 20 2001 is the sum of \$31,796.69.

6. DEMOLITION OF THE HOUSE:

The County of Alameda Planning and Zoning Dept has continued to demand that action be taken to the removal of the delapidated house, which is alleged to be a haven for drug users, homeless, and illicit activities. It is also in an unsafe condition.

a. Ann Marie Holland Tiers has taken steps to employ a General Contractor, Mr. Green for that purpose. With the aid of the Zoning officials, Mr Gray and his staff, the Executor has obtained the necessary permits for the demolition. Mr Green has brought his equipment on site, ordered the necessary cyclone fencing, and has requested action on the part of PG&E to cut off the electricity and Gas to the house. Apparently PG&E has delayed doing so, and hopefully this portion of the E/14 st project can be completed in the next 10 days.

b. Update as of 6/30/00: The house is now in the process of being hauled off site, the home having now been demolished and the perimeter has been fenced.

c. Update as of 7/9/2000: The demolition as required by the County is now complete (the garage was not required to be removed and it remains-there is some concrete removal from the basement which is to be done shortly but this was not required to be removed by the county) and the property on which the house was located is now surrounded by a permanent cyclone fence. Thus the safety issues concerning the house have now been addressed and corrected.

d. Update as of 8/15/00: The demotion is complete including the removal of the concrete. The area is now enclosed with a cyclone fence. The basement area needs to be refilled with dirt which is being done.

e. Update as of 10/13/2000: Free dirt is being hauled to fill the basement cavity; rental funds receipts have been used to fund the work related to the demolition; expenditures have been approximately \$15,000.

f. Update 12/1/00:

1. All work appears to be done; there are costs incurred that still cannot be paid for lack of necessary funds. Those costs involve the contractor and the Wastemanagement co which costs are approximately \$5000.

g. Update 3/9/01:

1. All work is done. The garage remains on the premises but does not pose a safety problem.

7. Fire Damage:

1. One of the buildings located on the Estate property suffered fire damage from unknown causes. This was the old office building of the Oil Company. The sum of \$20000 has been received and this is the source of the retainer payment to the EBC Corporation referred to in item 2 and 3 above.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers

EDWARD E. MARTINS

Law Offices of
Edward E. Martins

A Professional Corporation

22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

March 15 2001

M80770 (b) .2

MAR 22 2001

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Connor
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

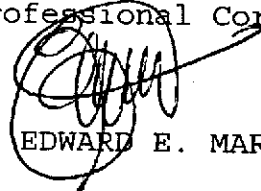
Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

Re: Estate of John Holland

Please be advised that the Status Hearing in the above matter
was continued in Dept 705 to April 9 2001 at 10:00AM.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

LAW OFFICES of EDWARD E MARTINS, INC
A Professional Law Corp.
1164 A Street
Hayward, CA 94541
Tel: (510) 537 3477 Fax: (510) 537 5535

July 21 2001

M80770 (b).2

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

JUL 27 2001

Michael O'Connor
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541


Re: Estate of John Holland

Please be advised that the Status Hearing in the above matter was continued in Dept 705 to August 20 2001 at 10:00AM. I will make contact with you to determine what our status is before the next hearing.

I filed the Status Statement #8 with the court in the Clerk's office. A copy was sent to you by mail.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

Law Offices of
Edward E. Martins

EDWARD E. MARTINS

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

January 22 2001

M80770 (b) .2

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Connor
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
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Scott O.Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
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Pleasanton, CA 94566

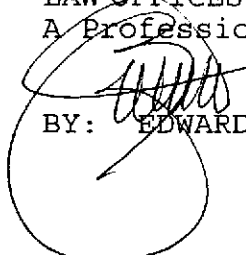
Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

Re: Estate of John Holland

Please be advised that the Status Hearing in the above matter
was continued in Dept 705 to March 12 2001 at 10:00AM.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

Law Offices of
Edward E. Martins

EDWARD E. MARTINS

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

October 5 2000

M80770 (b).2

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Connor
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

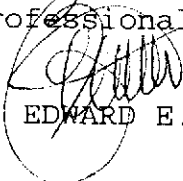
Re: Estate of John Holland

Please be advised that the Status Hearing in the above matter was continued in Dept 705 to October 16 2000 at 10:00AM.

I appreciate your cooperation for the continuance due to the conflict in my Calendar wherein I was appearing at the same time in a San Francisco Court.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

Law Offices of
Edward E. Martins

EDWARD E. MARTINS

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

November 29 2000

Environmental Bio-Systems Inc.
P.O. Box 7171
San Jose, CA 95150-7171

re: Estate of Holland E/14th st Prop
"Subsurface Exploration and Ground-
Water Monitoring Wells installation"

Gentlemen:

Enclosed please find my Trust check in the sum of \$18,140 in payment of the retainer requested by your invoice of October 16 2000.

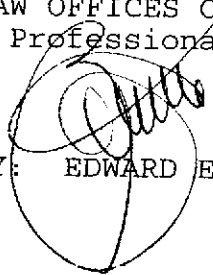
This follows up on my letter of October 13 2000 which returned the signed contract to you with the indication that funds would be forthcoming.

Please advise when your work will commence pursuant to the contract.

Call if you have any questions.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:

cc Ann Marie Holland Tiers.
cc Dave Sadoff
cc Ala County-Seery
cc District Atty Office
cc Reiland



Environmental Bio-Systems, Inc.

P.O. Box 7171

San Jose, CA 95150-7171

Invoice

DATE

10/16/2000

INVOICE#

2265

BILL TO

Mrs. Anne Marie Tiers, Executor
The Estate of Jack M. Holland, Sr.
1498 Hamrick Lane
Hayward, CA 94544

DESCRIPTION

AMOUNT

16301 E. 14th St., San Leandro, CA: Subsurface Exploration- EBS Project #150-561B
Retainer per proposal P99036B-R1

18,140.00

Terms- Per Contract

Total

\$18,140.00

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EDWARD E. MARTINS - SB# 24061
LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation
22698 Mission Boulevard
Hayward, California 94541
(510) 537-3477

Attorneys for Executrix
ANN MARIE HOLLAND TIERS

PROFESSIONAL
CORPORATION
AUG 15 PM 2:58

SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN AND FOR THE COUNTY OF ALAMEDA

In the Estate of	)	No. H 16069-4
)	
JOHN M. HOLLAND,	)	STATUS CONFERENCE STATEMENT
	)	NO. 4
	)	OF EXECUTRIX
)	
Deceased.)	
	)	DATE: AUGUST 24 2000
	)	TIME: 10:00 a.m.
	)	DEPT: 705
)	

The Executrix submits her FOURTH Status Statement:

COURT ORDER OF NOVEMBER 9 1999

This Court, by stipulation of the Parties issued an Order which in substance was to facilitate, monitor, and provide impetus to the Toxic Clean Up program related to the Estate's Real Property on East 14th St in San Leandro, California. The stipulation followed a hearing on a Petition by the Executor to borrow sufficient money in order to fund the costs of doing a Toxic Investigation on the property. The property is owned jointly with Barbara Holland a former daughter in law of the decedent.

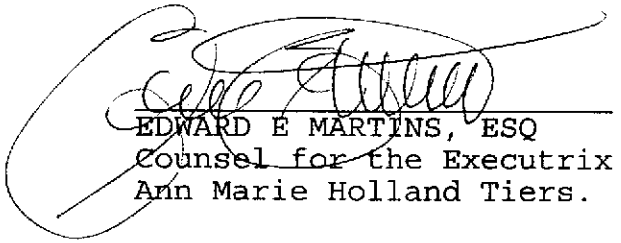
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ACTIONS TAKEN BY THE EXECUTRIX

Attached hereto is Report #6 (as well as Report #5 which was previously sent) rendered by the Executrix to all parties in compliance with the Court's Order referred to above. The executrix believes that she has done all that is within her power to complete the task described above. A copy of Report #5 and #6 which have been served on all parties is attached. The Executrix directs the attention of the Court to that Report since it correctly summarizes the current state of activity.

Respectfully submitted:

AUGUST 15 2000


EDWARD E MARTINS, ESQ
Counsel for the Executrix
Ann Marie Holland Tiers.

EDWARD E. MARTINS

Law Offices of
Edward E. Martins

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

M80770 (b) .2

August 15 2000

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Conner
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #6

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS UPDATED
REPORT PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

The Order has now been signed by Judge Hernandez. The important thing to note was that there was a change in the Order (stipulated to by the parties) that the entire ownership interest of the Estate in the East 14th St property could be encumbered in order to satisfy the lender's requirement for additional security. This was required because the lender found himself in a secondary position behind Ms Crisp's clients first deed of trust.

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2. RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

The Lender continues to be ready to fund the loan.

b. Update:

1. Delays continue due to the inaction of Barbara Holland by failing to submit her demand to the Title Co. Enclosed is my most recent letter dated August 13 2000 to Mr Reiland which is self explanatory. Should action not take place before the next hearing an order will be requested of the judge to Order her to make her demand in accordance with the stipulation and order previously entered into.

2. In summary, the Executrix has done all that she can to effect the placing of the loan and to proceed according to the previous plan albeit delayed by the acts hereinabove referred to.

3. WORK PLAN

Environmental Bio Systems (the Administrator's Environmental consultant) has prepared and submitted to Scott Seery the Work Plan: Subsurface Exploration Project #150-540B on or before December 6 1999. This office received its copy on December 6 1999. Scott Seery requested some additional modifications to the Plan and the Environmental consultant prepared the changes and has resubmitted them to Scott Seery approximately on Jan 20th.

a. The plan has now been approved as of March 1 2000.

4. UNDERGROUND TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

a. prior information:

On May 15 2000 the Administratrix received a letter from the State of California Water Resources Control Board-Division of Clean Water Programs. The notice received indicated that the Pre-Approval application for corrective action costs was incomplete in the sense that the State opposed the County's requirement of 44 borings, indicating that the number of borings appeared to be excessive.

The administratrix responded to the State forwarding a copy of the Alameda County request together with additional input from another expert on the question of the number of borings that the Estate believes should be done and the reasons therefore.

The Administratrix is awaiting word from the State of California.

b. Update:

The State of California (an employee who was working on our application apparently is no longer in the Dept) requested another copy of the Administratrix's original response to

eem-1\holland\toxicrpt#6

their request for information and the proposal to have Environmental Bio Systems do the work, claiming that they could not find our earlier submission. This matter is now awaiting State Action.

5. BLOCKING ACCOUNT

Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. The account # is 4700092. The Account is in the name of Ann Marie Holland Tiers, Administratrix of the Estate of John Holland Sr. The current maturity date of the CD was June 21 2000; The current balance of the CD is \$ 30,476.13. It is anticipated that the CD remains in a blocked account and the investment rolled over to December 21 2000. I do not have the current rate and yield.

6. DEMOLITION OF THE HOUSE:

The County of Alameda Planning and Zoning Dept has continued to demand that action be taken to the removal of the delapidated house, which is alleged to be a haven for drug users, homeless, and illicit activities. It is also in an unsafe condition.

a. Ann Marie Holland Tiers has taken steps to employ a General Contractor, Mr. Green for that purpose. With the aid of the Zoning officials, Mr Gray and his staff, the Executor has obtained the necessary permits for the demolition. Mr Green has brought his equipment on site, ordered the necessary cyclone fencing, and has requested action on the part of PG&E to cut off the electricity and Gas to the house. Apparently PG&E has delayed doing so, and hopefully this portion of the E/14 st project can be completed in the next 10 days.

b. Update as of 6/30/00: The house is now in the process of being hauled off site, the home having now been demolished and the perimeter has been fenced.

c. Update as of 7/9/2000: The demolition as required by the County is now complete (the garage was not required to be removed and it remains-there is some concrete removal from the basement which is to be done shortly but this was not required to be removed by the county) and the property on which the house was located is now surrounded by a permanent cyclone fence. Thus the safety issues concerning the house have now been addressed and corrected.

d. Update as of 8/15/00: The demotion is complete including the removal of the concrete. The area is now

eem-1\holland\toxicrpt#6

enclosed with a cyclone fence. The basement area needs to be refilled with dirt which is being done.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#6

EDWARD E MARTINS, INC
A Professional Corp.
22698 Mission Blvd.
Hayward, CA 94541
(510) 537 3477

August 13 2000

Reiland and Reiland
P.O.Box 5490
Pleasanton, CA 94566

Attention: Hal Reiland

Estate of Holland-E/14th St

Dear Mr Reiland:

Receipt is acknowledged of your letter of August 4th. I am preparing the accounting which I will send to your client, however, I will send you a copy of the letter which will outline to what extent I wish to be in direct contact with her.

To follow up on the amount owing on the Judgment to your client Barbara Holland, I believe it is as I have set forth in my letter to you of July 31 2000.

I had my bookkeeper locate the canceled checks and I enclose both check # 1544 and 1558 showing both sides including your client's endorsement on both checks.

I believe it is well past the time to submit your client's demand and allow the loan to be funded and the work to commence on the E/14th st property.

I will contact the Title Co on Friday to see if they have the demand and the necessary documents from your client, and if not then I will contact my client and make a decision of what steps she intends to take in this matter.

I again repeat the information given to you on July 31 2000:

Balance as of 3/31/00	12,593.22
Payment 4/5/00	(600.00)
Payment 4/20/00	<u>(600.00)</u>
	11,393.22

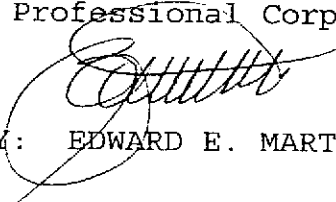
Interest at 10%

4/01/ to 4/5/00
4/6/ to 4/20/00
4/21/ to 7/31/00

17.25
46.00
315.26
11,771.73

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINb3T


EDWARD E. MARTINS, INC.
A PROFESSIONAL CORPORATION
ATTORNEY CLIENT TRUST FUND ACCOUNT
B & P CODE 6211 INTEREST TO STATE BAR
22698 MISSION BLVD.
HAYWARD, CA 94541

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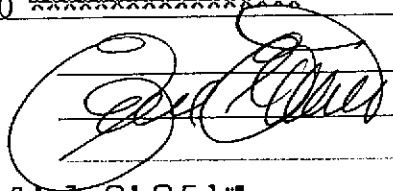
1558

DATE April 20, 2000

PAY TO THE ORDER OF Barbara Holland \$ 600.00

***** Six Hundred Dollars And No/100 ***** DOLLARS 

 **Bank of America**
C.A.S. Attorney Trust Accounting 1664
345 Montgomery Street
San Francisco, CA 94104 (415) 615-4700



FOR M80770B/Holland Est Re: Rental

⑈001558⑈ ⑆121000358⑆ 16642004051⑈

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EDWARD E. MARTINS, INC.
A PROFESSIONAL CORPORATION
ATTORNEY CLIENT TRUST FUND ACCOUNT
B & P CODE 6211 INTEREST TO STATE BAR
22698 MISSION BLVD.
HAYWARD, CA 94541


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1544

DATE April 5, 2000

PAY TO THE ORDER OF Barbara Holland \$ 600.00

***** Six Hundred Dollars And No/100 *****

DOLLARS 

 **Bank of America**
C.A.S. Attorney Trust Accounting 1664
345 Montgomery Street
San Francisco, CA 94104 (415) 615-4700



FOR MS0770b/Est. Holland re: receipt of rentals

⑈001544⑈ ⑆121000358⑆ 16642004051⑈

⑈0000060000⑈

Barbra Holland
For Deposit Only
040010714240

0767 36288

City Bank
1200 Main Street
San Francisco, CA
94102-0017
PR 171164-4

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Law Offices of
Edward E. Martins

EDWARD E. MARTINS

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

M80770 (b) .2

July 9 2000

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Conner
Deputy District Attorney
Consumer & Environmental Protection Division
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Scott O. Seery
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Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #5

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

The Order has now been signed by Judge Hernandez. The important thing to note was that there was a change in the Order (stipulated to by the parties) that the entire ownership interest of the Estate in the East 14th St property could be encumbered in order to satisfy the lender's requirement for additional security. This was required because the lender found himself in a secondary position behind Ms Crisp's clients first deed of trust.

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2. RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

The Lender continues to be ready to fund the loan. Previously we had indicated that we could close when Barbara Holland releases her lis pendens, the execution of the instructions by the lender and Mrs Tiers.

a. Previously I reported the following to you: " What appeared to be a given (ie a release of a lis pendens) has now become an obstacle to the close of escrow. In substance, some years ago Barbara Holland as a co owner filed a Complaint for Partition on the E/14 st property. Barbara and the Estate then entered into a stipulation which became a court order, that the Partition action be dismissed and provided a payment of money to Barbara to be paid from rental proceeds from the property. This has been done although there is still a balance owing. Barbara now demands to be paid before she will allow the escrow to close. It is believed that this is highly improper because the Partition action is no longer pending. The title co, however, demands a withdrawal or an expungement Order.

A strong demand has been made to Barbara through her attorney Mr Reiland. "

b. Update:

The Executor, Ann Marie Holland Tiers at the last hearing in this matter agreed to pay the remaining balance due pursuant to the old stipulation referred to under paragraph (a) above. While Barbara Holland wasn't present, Mr Reiland called her and confirmed that this was acceptable and Barbara Holland would submit the necessary documents to allow the closing of the loan. No action appears to have taken on her part, therefore the undersigned attorney for Ann Marie Holland Tiers prepared the necessary "release of Lis Pendens and the Satisfaction of Judgment" and has submitted these documents to the title Co. We await Barbara Holland's execution of these documents and the placing of her demand with the Title Co.

1. In the interim, the undersigned as well as the Title co Escrow officer effected a quit claim deed from the Chevron Oil Co which eliminates one of the exceptions to a valid title of the Estate.

2. In summary, the Executrix has done all that she can to effect the placing of the loan and to proceed according to the previous plan albeit delayed by the acts hereinabove referred to.

3. WORK PLAN

Environmental Bio Systems (the Administrator's Environmental consultant) has prepared and submitted to Scott Seery the Work Plan: Subsurface Exploration Project #150-540B on or before December 6 1999. This office received its copy on December 6 1999. Scott Seery requested some additional

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modifications to the Plan and the Environmental consultant prepared the changes and has resubmitted them to Scott Seery approximately on Jan 20th.

a. The plan has now been approved as of March 1 2000.

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c. Update:

The work plan is pending the resolution of two items: (1) the financing which relates to the loan (see item #2) and (2) action on the issue that is pending from the State re the Underground Tank Clean Up Fund Pre Approval. (See item 3 below.)

4. UNDERGROUND TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

Barbara Holland through Hal Reiland forwarded a copy of the previously filed Application to me which I received on December 1 1999. I forwarded this copy to Mr Dave Sadoff for his review and recommendations or comments. I have forwarded those comments to Hal Reiland.

a. On March 30 2000 in a three way conference with the Administrator and Dave Sadoff, he was directed to file an request for Pre approval with the Underground CleanUp Fund. He indicates that this can be done forthwith. He had anticipated that Barbara Holland's Technical person was to do so, however, my client Mrs Ann Marie Holland has ordered Mr Sadoff to file such request immediately. A request was filed with the State of California which application was received by them on April 17 2000.

b. Update:

On May 15 2000 the Administratrix received a letter from the State of California Water Resources Control Board-Division of Clean Water Programs. The notice received indicated that the Pre-Approval application for corrective action costs was incomplete in the sense that the State opposed the County's requirement of 44 borings, indicating that the number of borings appeared to be excessive.

The administratrix responded to the State forwarding a copy of the Alameda County request together with additional input from another expert on the question of the number of borings that the Estate believes should be done and the reasons therefore.

The Administratrix is awaiting word from the State of

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California.

5. BLOCKING ACCOUNT

Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. The account # is 4700092. The Account is in the name of Ann Marie Holland Tiers, Administratrix of the Estate of John Holland Sr. The current maturity date of the CD was June 21 2000; The current balance of the CD is \$ 30,476.13. It is anticipated that the CD remains in a blocked account and the investment rolled over to December 21 2000. I do not have the current rate and yield.

6. DEMOLITION OF THE HOUSE:

The County of Alameda Planning and Zoning Dept has continued to demand that action be taken to the removal of the delapidated house, which is alleged to be a haven for drug users, homeless, and illicit activities. It is also in an unsafe condition.

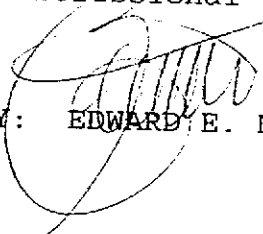
a. Ann Marie Holland Tiers has taken steps to employ a General Contractor, Mr. Green for that purpose. With the aid of the Zoning officials, Mr Gray and his staff, the Executor has obtained the necessary permits for the demolition. Mr Green has brought his equipment on site, ordered the necessary cyclone fencing, and has requested action on the part of PG&E to cut off the electricity and Gas to the house. Apparently PG&E has delayed doing so, and hopefully this portion of the E/14 st project can be completed in the next 10 days.

b. Update as of 6/30/00: The house is now in the process of being hauled off site, the home having now been demolished and the perimeter has been fenced.

c. Update as of 7/9/2000: The demolition as required by the County is now complete (the garage was not required to be removed and it remains-there is some concrete removal from the basement which is to be done shortly but this was not required to be removed by the county) and the property on which the house was located is now surrounded by a permanent cyclone fence. Thus the safety issues concerning the house have now been addressed and corrected.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#5

Law Offices of
Edward E. Martins

EDWARD E. MARTINS

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

M80770 (b).2

00 AUG 16 PM 2:58
ADMINISTRATIVE

August 15 2000

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Conner
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #6

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS UPDATED
REPORT PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

The Order has now been signed by Judge Hernandez. The important thing to note was that there was a change in the Order (stipulated to by the parties) that the entire ownership interest of the Estate in the East 14th St property could be encumbered in order to satisfy the lender's requirement for additional security. This was required because the lender found himself in a secondary position behind Ms Crisp's clients first deed of trust.

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2. RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

The Lender continues to be ready to fund the loan.

b. Update:

1. Delays continue due to the inaction of Barbara Holland by failing to submit her demand to the Title Co. Enclosed is my most recent letter dated August 13 2000 to Mr Reiland which is still pending. It is now time to take place before the next hearing an order will be requested of the judge to order her to make her demand in accordance with the stipulation and order previously entered into.

2. In summary, the Executrix has done all that she can to effect the placing of the loan and to proceed according to the previous plan albeit delayed by the acts hereinabove referred to.

3. WORK PLAN

Environmental Bio Systems (the Administrator's Environmental consultant) has prepared and submitted to Scott Seery the Work Plan: Subsurface Exploration Project #150-540B on or before December 6 1999. This office received its copy on December 6 1999. Scott Seery requested some additional modifications to the Plan and the Environmental consultant prepared the changes and has resubmitted them to Scott Seery approximately on Jan 20th.

a. The plan has now been approved as of March 1 2000.

4. UNDERGROUND TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

a. prior information:

On May 15 2000 the Administratrix received a letter from the State of California Water Resources Control Board-Division of Clean Water Programs. The notice received indicated that the Pre-Approval application for corrective action costs was incomplete in the sense that the State opposed the County's requirement of 44 borings, indicating that the number of borings appeared to be excessive.

The administratrix responded to the State forwarding a copy of the Alameda County request together with additional input from another expert on the question of the number of borings that the Estate believes should be done and the reasons therefore.

The Administratrix is awaiting word from the State of California.

b. Update:

The State of California (an employee who was working on our application apparently is no longer in the Dept) requested another copy of the Administratrix's original response to

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their request for [REDACTED]
Enviro Systems do the work, claiming that they
could not find our earlier submission. This matter is now
awaiting State Action.

5. BLOCKING ACCOUNT

Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. The account # is 4700092. The Account is in the name of Ann Marie Holland Tiers, Administratrix of the Estate of John Holland Sr. The current maturity date of the CD was June 21 2000; The current balance of the CD is \$ 30,476.13. It is anticipated that the CD remains in a blocked account and the investment rolled over to December 21 2000. I do not have the current rate and yield.

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The County of Alameda Planning and Zoning Dept has continued to demand that action be taken to the removal of the delapidated house, which is alleged to be a haven for drug users, homeless, and illicit activities. It is also in an unsafe condition.

a. Ann Marie Holland Tiers has taken steps to employ a General Contractor, Mr. Green for that purpose. With the aid of the Zoning officials, Mr Gray and his staff, the Executor has obtained the necessary permits for the demolition. Mr Green has brought his equipment on site, ordered the necessary cyclone fencing, and has requested action on the part of PG&E to cut off the electricity and Gas to the house. Apparently PG&E has delayed doing so, and hopefully this portion of the E/14 st project can be completed in the next 10 days.

b. Update as of 6/30/00: The house is now in the process of being hauled off site, the home having now been demolished and the perimeter has been fenced.

c. Update as of 7/9/2000: The demolition as required by the County is now complete (the garage was not required to be removed and it remains-there is some concrete removal from the basement which is to be done shortly but this was not required to be removed by the county) and the property on which the house was located is now surrounded by a permanent cyclone fence. Thus the safety issues concerning the house have now been addressed and corrected.

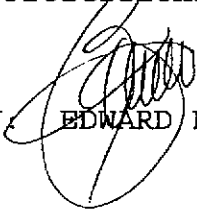
d. Update as of 8/15/00: The demotion is complete including the removal of the concrete. The area is now

eem-1\holland\toxicrpt#6

enclosed with a cyclone fence. The basement area needs to be refilled with dirt which is being done.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY. EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#6

EDWARD E MARTINS, INC
A Professional Corp.
22698 Mission Blvd.
Hayward, CA 94541
(510) 537 3477

August 13 2000

Reiland and Reiland
P.O.Box 5490
Pleasanton, CA 94566

Attention: Hal Reiland

Estate of Holland-E/14th St

Dear Mr Reiland:

Receipt is acknowledged of your letter of August 4th. I am preparing the accounting which I will send to your client, however, I will send you a copy of the letter which will outline to what extent I wish to be in direct contact with her.

To follow up on the amount owing on the Judgment to your client Barbara Holland, I believe it is as I have set forth in my letter to you of July 31 2000.

I had my bookkeeper locate the canceled checks and I enclose both check # 1544 and 1558 showing both sides including your client's endorsement on both checks.

I believe it is well past the time to submit your client's demand and allow the loan to be funded and the work to commence on the E/14th st property.

I will contact the Title Co on Friday to see if they have the demand and the necessary documents from your client, and if not then I will contact my client and make a decision of what steps she intends to take in this matter.

I again repeat the information given to you on July 31 2000:

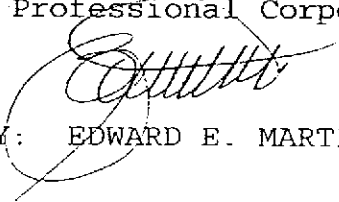
Balance as of 3/31/00	12,593.22
Payment 4/5/00	(600.00)
Payment 4/20/00	<u>(600.00)</u>
	11,393.22

Interest at 10%
4/01/ to 4/5/00
4/6/ to 4/20/00
4/21/ to 7/31/00

17.25
46.00
315,26
11,771.73

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation



BY: EDWARD E. MARTINb3T


EDWARD E. MARTINS, INC.
A PROFESSIONAL CORPORATION
ATTORNEY CLIENT TRUST FUND ACCOUNT
B & P CODE 6211 INTEREST TO STATE BAR
22698 MISSION BLVD.
HAYWARD, CA 94541

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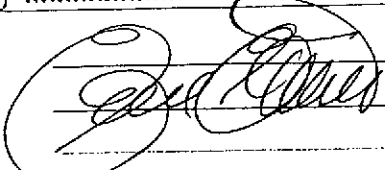
1558

DATE April 20, 2000

PAY TO THE ORDER OF Barbara Holland \$ 600.00

***** Six Hundred Dollars And No/100 ***** DOLLARS 

 **Bank of America**
C.A.S. Attorney Trust Accounting 1664
345 Montgomery Street
San Francisco, CA 94104 (415) 615-4700



FOR M80770B/Holland Est Re: Rental

⑈001558⑈ ⑆121000358⑆ 16642⑈04051⑈ ⑈0000060000⑈

Barbara Holland
For deposit only
040010714540

1975 7 22 0

RECEIVED
SERIAL
JUL 24 1975
FBI
MEMPHIS

05/12/75 05

1420000

05
FBI
MEMPHIS
05/12/75
040010714540

EDWARD E. MARTINS, INC.
A PROFESSIONAL CORPORATION
ATTORNEY CLIENT TRUST FUND ACCOUNT
B & P CODE 6211 INTEREST TO STATE BAR
2269B MISSION BLVD.
HAYWARD, CA 94541


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1544

DATE April 5, 2000

PAY TO THE ORDER OF Barbara Holland \$ 600.00

***** Six Hundred Dollars And No/100 *****

DOLLARS 

 **Bank of America**
C.A.S. Attorney Trust Accounting 1664
345 Montgomery Street
San Francisco, CA 94104 (415) 615-4700



FOR MS0770b/Est. Holland re: receipt of rentals

⑈001544⑈ ⑆121000358⑆ 16642⑈04051⑈

⑈0000060000⑈

Barbra Holland
For Deposit Only
040010714240

0767 36288

Bank
12100 1st Street
San Francisco, CA
94103
12100 1st Street

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ENVIRONMENTAL
PROTECTION

Law Offices of

Edward E. Martins

EDWARD E. MARTINS

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A Professional Corporation

22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

M80770 (b).2

July 9 2000

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Conner
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #5

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

The Order has now been signed by Judge Hernandez. The important thing to note was that there was a change in the Order (stipulated to by the parties) that the entire ownership interest of the Estate in the East 14th St property could be encumbered in order to satisfy the lender's requirement for additional security. This was required because the lender found himself in a secondary position behind Ms Crisps' clients first deed of trust.

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EDWARD E. MARTINS - SB# 24061
LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation
22698 Mission Boulevard
Hayward, California 94541
(510) 537-3477

Attorneys for Executrix
ANN MARIE HOLLAND TIERS

SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN AND FOR THE COUNTY OF ALAMEDA

In the Estate of	)	No. H 16069-4
)	
JOHN M. HOLLAND,	)	STATUS CONFERENCE STATEMENT
	)	NO. 3
	)	OF EXECUTRIX
)	
Deceased.)	
	)	DATE: JULY 17 2000
	)	TIME: 10:00 a.m.
	)	DEPT: 705
)	

The Executrix submits her THIRD Status Statement:

COURT ORDER OF NOVEMBER 9 1999

This Court, by stipulation of the Parties issued an Order which in substance was to facilitate, monitor, and provide impetus to the Toxic Clean Up program related to the Estate's Real Property on East 14th St in San Leandro, California. The stipulation followed a hearing on a Petition by the Executor to borrow sufficient money in order to fund the costs of doing a Toxic Investigation on the property. The property is owned jointly with Barbara Holland a former daughter in law of the decedent.

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, state bar number, and address): EDWARD E. MARTINS, ESQ. LAW OFFICE OF EDWARD E. MARTINS, P.C 22698 MISSION BOULEVARD HAYWARD, CA 94541	TELEPHONE AND FAX NOS.: 24061 510-537-3477	FOR COURT USE ONLY
ATTORNEY FOR (Name): ANN MARIE HOLLAND TIERS		
SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA STREET ADDRESS: 5672 STONERIDGE DR MAILING ADDRESS: 5672 STONERIDGE DR CITY AND ZIP CODE: PLEASANTON, CA 94588 BRANCH NAME: EASTERN DIVISION		
ESTATE OF (Name): JOHN M. HOLLAND DECEDENT		
NOTICE OF HEARING (Probate)		CASE NUMBER: H-16069-4

This notice is required by law. This notice does not require you to appear in court, but you may attend the hearing if you wish.

1. NOTICE is given that (name): ANN MARIE HOLLAND TIERS

(representative capacity, if any): EXECUTOR

has filed (specify):*

CONTINUED STATUS CONFERENCE

2. You may refer to the filed documents for further particulars. (All of the case documents filed with the court are available for examination in the case file kept by the court clerk.)

3. A HEARING on the matter will be held as follows:

a. Date: AUGUST 21 2000	Time: 10:00 AM	Dept: 705	Room:
--------------------------------	-----------------------	------------------	-------

b. Address of court shown above is:

* Do not use this form to give notice of hearing of the petition for administration (see Probate Code, § 8100).

(Continued on reverse)

EDWARD E. MARTINS

Law Offices of
Edward E. Martins
A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

ENVIRONMENTAL
PROTECTION

00 JUN -8 AM 8:50
TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

June 6 2000

M80770 (b).2

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Michael O'Connor
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Scott O. Seery
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1131 Harbor Bay Parkway, Suite 250
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Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Mrs Ana Marie Holland Tiers
1498 Hamrick Lane
Hayward, CA 94541

Re: Estate of John Holland

Please be advised that the Status Hearing in the above matter was continued in Dept 705 to July 17 2000 at 10:00AM.

You will notice that the date is different than the dates that I previously discussed with you, however, this was the first date that was available according to my Associate Damien Rickert (who made the court appearance). Please check your calendars and if there is a problem with that date we can agree to another mutual date.

I expect to forward a Status Report #5 to you shortly.

ENVIRONMENTAL
PROTECTION
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ANN MARIE HOLLAND TIERS

SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN AND FOR THE COUNTY OF ALAMEDA

In the Estate of	)	No. H 16069-4
)	
JOHN M. HOLLAND,	)	STATUS CONFERENCE STATEMENT
	)	NO. 2
	)	OF EXECUTRIX
)	
Deceased.)	
	)	DATE: APRIL 10 2000
	)	TIME: 10:00 a.m.
	)	DEPT: 705
)	

The Executrix submits her SECOND Status Statement:
COURT ORDER OF NOVEMBER 9 1999

This Court, by stipulation of the Parties issued an Order which in substance was to facilitate, monitor, and provide impetus to the Toxic Clean Up program related to the Estate's Real Property on East 14th St in San Leandro, California. The stipulation followed a hearing on a Petition by the Executor to borrow sufficient money in order to fund the costs of doing a Toxic Investigation on the property. The property is owned jointly with Barbara Holland a former daughter in law of the decedent. This statement responds to the Court Order and

1 answers the paragraphs in the same order as the Order's paragraphs.

2
3 1. Authorization to Borrow Funds:

4 The Executrix has a Lender in place and the funding awaits
5 the solving of 2 matters (one matter has been resolved as of
6 April 3 2000). The first matter is the removal of the Lis
7 Pendens by Barbara Holland. This was filed and recorded when
8 she originally brought a Partition action, but which action
9 has later been ordered dismissed. The Title Co demands that
10 she withdraws it or that it be removed by Court Order. The
11 second issue, ie an Option to purchase the land held by
12 Wilshire Oil Co (now owned by Chevron) is now resolved.

13 2. \$85,000 to be placed in an interest bearing account:

14 This, awaits the close of the escrow. A portion of the funds
15 ie \$15,000 was to be set aside for the purposes of attorney
16 fees to the Executrix's attorney with the Attorney for the
17 Executrix needing to file a Petition setting forth his
18 services. It is not anticipated that this will be filed until
19 the Investigation is in place and until we finally have a more
20 definitive cost estimate of the Clean up of the premises.

21 3. Approval of prior Expenditures:

22 No response is needed on this item.

23 4. Sale of the House proceeds to be placed in a blocked
24 account. This has been done with the proceeds located at the
25 Mt Diabie National Bank. The specifics are set forth in the
26 REPORT #4 of the Executrix attached hereto.

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5. Specific Bequest required to be reimbursed.
There is no response needed to this item at this time.

6. Deed of Trust to the Specific Devisees to be superior to the Deed of Trust for this new loan.
This became a problem with the lender requiring additional security being the remainder of the Estate's interest in the East 14th st property. The order submitted to the Court for signature modified the terms to include this additional demand of the Lender. All parties have concurred and the Court has now signed the Order.

7. Sixth St accounting:
The executrix and the attorney for the 2 Devisees of the 6th St Property have agreed that there would not be an accounting over rents received as to the 6th st property prior to its sale. This was not included in the original oral stipulation, affects no one except the Residuary heir (ie the Executrix) and the 2 Devisees referred to herein.

8. Execution of the Loan Documents and submission of the Work Plan. The Loan documents have been prepared by Virginia Crisp and will be submitted directly to the Title Co.; With respect to the work plan, this has been submitted to the County of Alameda, certain modifications were required and completed and they have been resubmitted by the Consultant for the Executrix. PLEASE REFER TO THE REPORT #4 PARAGRAPH 4 attached hereto.

a. The Title Co had indicated 2 problems still

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existed to close escrow and to allow the Loan to be funded, one being the Lis Pendens referred to above and the second was the Wilshire Oil Co alleged option to Purchase. This latter impediment has now been substantially resolved-The Chevron Oil Co's attorney has indicated to the undersigned that Chevron (the successor to Wilshire) has no problem executing a document that indicates no interest in exercising the option. The lis pendens matter is still a problem and reference is made to that issue in the form of a letter to Reiland and Reiland dated March 29 2000 a copy of which is attached hereto.

9. 10. & 11. Relate to the sale of the property in the event the Executrix fails to perform as required herein.

a. It is submitted that the Executrix has performed within her ability to do so; and any failure to meet the precise time requirements have been outside of her control and within control of other parties herein.

12. Monthly Reports submitted to the parties herein. Attached hereto as indicated above is REPORT #4 which has been submitted by the Executrix in accordance with the Court Order.

SUMMARY

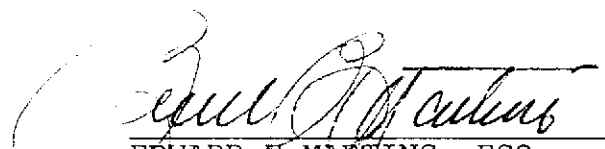
The Executrix has substantially complied with the Court Order; the Clean Up Investigation process is proceeding even though the Loan has not been funded. With the exception of the position of Barbara Holland as to her Lis Pendens, we

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would anticipate that once the Work Plan is approved in final form, the funds will be available to complete that portion of the project.

Respectfully submitted:

April 3 2000


EDWARD E. MARTINS, ESQ
Counsel for the Executrix
Ann Marie Holland Tiers.

Edward E. Martins

Mark A. Homer

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204

Law Office of
Edward E. Martins

A Professional Corporation

22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

M80770 (10) REPLY REFER TO NO.

March 30 2000

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Lawrence T. Blazer
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #4

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

The Order has now been signed by Judge Hernandez. The important thing to note was that there was a change in the Order (stipulated to by the parties) that the entire ownership interest of the Estate in the East 14th St property could be encumbered in order to satisfy the lender's requirement for additional security. This was required because the lender found himself in a secondary position behind Ms Crisps' clients first deed of trust.

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2. RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

The Lender continues to be ready to fund the loan. Previously we had indicated that we could close when Barbara Holland releases her lis pendens, the execution of the instructions by the lender and Mrs Tiers. What appeared to be a given (ie a release of a lis pendens) has now become an obstacle to the close of escrow. In substance, some years ago Barbara Holland as a co owner filed a Complaint for Partition on the E/14 st property. Barbara and the Estate then entered into a stipulation which became a court order, that the Partition action be dismissed and provided a payment of money to Barbara to be paid from rental proceeds from the property. This has been done although there is still a balance owing. Barbara now demands to be paid before she will allow the escrow to close. It is believed that this is highly improper because the Partition action is now longer pending. The title co, however, demands a withdrawal or an expungement Order.

A strong demand has been made to Barbara through her attorney Mr Reiland.

3. MATTERS WHICH MUST BE ATTENDED TO CONCURRENTLY WITH THE PLACING OF THE LOAN:

A. BARBARA HOLLAND HAS A LIS PENDENS on file from a prior action. She will need to dismiss that Lis Pendens. (see item 2 above).

B. FEDERAL ESTATE TAX RETURN.

The title Co requires that I send a letter indicating that a return was filed. I have a copy of the 706 that was prepared by a previous CPA which return indicates no taxes owing. I have prepared such a letter and have forwarded it to the Title Co.

4. WORK PLAN

Environmental Bio Systems (the Administrator's Environmental consultant) has prepared and submitted to Scott Seery the Work Plan: Subsurface Exploration Project #150-540B on or before December 6 1999. This office received its copy on December 6 1999. Scott Seery requested some additional modifications to the Plan and the Environmental consultant prepared the changes and has resubmitted them to Scott Seery approximately on Jan 20th.

a. The plan has now been approved as of March 1 2000.

b. On March 30 2000 the undersigned spoke with David Sadoff (Environmental Bio-Systems) who indicated that he was submitting further information to Scott Seery which will modify the plan somewhat and will eliminate some duplication in the tests that are required. Apparently he will be

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submitting this input from a associate Engineer within the next week. Hopefully this will be approved by Scott which will result in a substantial reduction of costs.

5. UNDERGROUND TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

Barbara Holland through Hal Reiland forwarded a copy of the previously filed Application to me which I received on December 1 1999. I forwarded this copy to Mr Dave Sadoff for his review and recommendations or comments. I have forwarded those comments to Hal Reiland. The revised application is awaited for the Administrator's signature.

a. On March 30 2000 in a three way conference with the Administrator and Dave Sadoff, he was directed to file an request for Pre approval with the Underground CleanUp Fund. He indicates that this can be done forthwith. He had anticipated that Barbara Holland's Technical person was to do so, however, my client Mrs Ann Marie Holland has ordered Mr Sadoff to file such request immediately.

6. BLOCKING ACCOUNT

Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. The account # is 4700092. The Account is in the name of Ann Marie Holland Tiers, Administratrix of the Estate of John Holland Sr. The current maturity date of the CD is June 21 2000; the rate is 5.69 with an annual yield of 5.85%.

a. The Funds continue to be blocked, the balance as of 1/20/00 was \$29,906.70. A current statement was not available.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#4

Edward E. Martins
Mark A. Hornon

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204

Law Offices of
Edward E. Martins
A Professional Corporation

22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

IN REPLY REFER TO NO.

March 29 2000

Reiland and Reiland
P.O.Box 5490
Pleasanton, CA 94566

Attention: Hal Reiland

Estate of Holland-E/14th St

Dear Mr Reiland:

I have received your letter of March 16 2000 wherein your client has refused to withdraw her lis pendens.

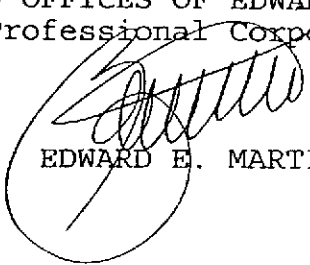
This will put you and your client on notice that it is the position of my client, of which I agree, that the Lis Pendens is no longer a valid constructive notice since the Partition lawsuit has been ordered dismissed by the court in that case in 1992.

Thus an immediate withdrawal is demanded. Should your client not do so, then please be advised that your client will be held responsible for all resulting damages which is caused to the Estate of Holland and in addition to my client, the Administratrix thereof.

In addition, your client through you as her attorney, entered into a stipulation wherein all parties concurred that a Deed of Trust would be placed against the property upon which she claims a Lis Pendens. To the extent that she stood moot when she full well knew, or should have known, that the escrow could not be closed without the withdrawal of her lis pendens, borders on misrepresentation and certainly in violation of the spirit of the stipulated court order. Should your client refuse to comply with our request, proper motions will be filed to resolve these issues including a claim for damages and attorney fees as provided by law but specifically including a request for attorney fees in a motion to expunge her lis pendens.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:

cc: Ann Marie Holland Tiers
cc: Virginia Crisp
cc: Larry Blazer, Esq.

PROOF OF SERVICE BY MAIL

Re: ESTATE OF JOHN M. HOLLAND

Case No.: H 16069-4

I am employed in the County of Alameda. I am over the age of 18 years and not a party to the above-entitled action. My business address is 22698 Mission Boulevard, Hayward, California, 94541.

I am readily familiar with the business practices of Edward E. Martins, P.C., for collection and processing of correspondence for mailing with the United States Postal Service. On April 4, 2000, at Hayward, California, I caused the foregoing attached:

STATUS CONFERENCE STATEMENT NO. 2 OF EXECUTRIX

to be served on the parties to this action, following ordinary business practices of Edward E. Martins, P.C., by placing a true copy thereof enclosed in a sealed envelope (or sealed envelopes) for collection and mailing. In the ordinary course of business of Edward E. Martins, P.C., this correspondence would be deposited with the United States Postal Service that same day, with first class postage thereon fully prepaid. The envelope or envelopes were addressed as follows:

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 4108

Lawrence T. Blazer
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland, CA 94502-6577

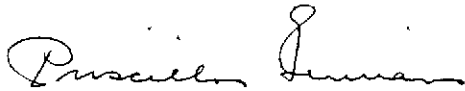
Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Ann Marie Holland
1498 Hammrick Lane
Hayward, CA 94544

Dave Sadoff
c/o Environmental Bio-Systems Inc
2401 Prospertiy Way
San Leandro, CA 94578-1124

Executed on April 4, 2000, at Hayward, California

I, Priscilla Guiuan, declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.



Priscilla Guiuan

Edward E. Martins
Mark A. Hornon

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204

Law Office of
Edward E. Martins

A Professional Corporation

22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

ENVIRONMENTAL
PROTECTION

00 MAR 34 PM 3: 18

M80770 (10) REPLY REFER TO NO.

March 30 2000

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Lawrence T. Blazer
Deputy District Attorney
Consumer & Environmental Protection Division
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1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #4

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

The Order has now been signed by Judge Hernandez. The important thing to note was that there was a change in the Order (stipulated to by the parties) that the entire ownership interest of the Estate in the East 14th St property could be encumbered in order to satisfy the lender's requirement for additional security. This was required because the lender found himself in a secondary position behind Ms Crisp's clients first deed of trust.

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2. RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

The Lender continues to be ready to fund the loan. Previously we had indicated that we could close when Barbara Holland releases her lis pendens, the execution of the instructions by the lender and Mrs Tiers. What appeared to be a given (ie a release of a lis pendens) has now become an obstacle to the close of escrow. In substance, some years ago Barbara Holland as a co owner filed a Complaint for Partition on the E/14 st property. Barbara and the Estate then entered into a stipulation which became a court order, that the Partition action be dismissed and provided a payment of money to Barbara to be paid from rental proceeds from the property. This has been done although there is still a balance owing. Barbara now demands to be paid before she will allow the escrow to close. It is believed that this is highly improper because the Partition action is now longer pending. The title co, however, demands a withdrawal or an expungement Order.

A strong demand has been made to Barbara through her attorney Mr Reiland.

3. MATTERS WHICH MUST BE ATTENDED TO CONCURRENTLY WITH THE PLACING OF THE LOAN:

A. BARBARA HOLLAND HAS A LIS PENDENS on file from a prior action. She will need to dismiss that Lis Pendens. (see item 2 above).

B. FEDERAL ESTATE TAX RETURN.

The title Co requires that I send a letter indicating that a return was filed. I have a copy of the 706 that was prepared by a previous CPA which return indicates no taxes owing. I have prepared such a letter and have forwarded it to the Title Co.

4. WORK PLAN

Environmental Bio Systems (the Administrator's Environmental consultant) has prepared and submitted to Scott Seery the Work Plan: Subsurface Exploration Project #150-540B on or before December 6 1999. This office received its copy on December 6 1999. Scott Seery requested some additional modifications to the Plan and the Environmental consultant prepared the changes and has resubmitted them to Scott Seery approximately on Jan 20th.

a. The plan has now been approved as of March 1 2000.

b. On March 30 2000 the undersigned spoke with David Sadoff (Environmental Bio-Systems) who indicated that he was submitting further information to Scott Seery which will modify the plan somewhat and will eliminate some duplication in the tests that are required. Apparently he will be

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submitting this input from a associate Engineer within the next week. Hopefully this will be approved by Scott which will result in a substantial reduction of costs.

5. UNDERGROUND TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

Barbara Holland through Hal Reiland forwarded a copy of the previously filed Application to me which I received on December 1 1999. I forwarded this copy to Mr Dave Sadoff for his review and recommendations or comments. I have forwarded those comments to Hal Reiland. The revised application is awaited for the Administrator's signature.

a. On March 30 2000 in a three way conference with the Administrator and Dave Sadoff, he was directed to file a request for Pre approval with the Underground CleanUp Fund. He indicates that this can be done forthwith. He had anticipated that Barbara Holland's Technical person was to do so, however, my client Mrs Ann Marie Holland has ordered Mr Sadoff to file such request immediately.

6. BLOCKING ACCOUNT

Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. The account # is 4700092. The Account is in the name of Ann Marie Holland Tiers, Administratrix of the Estate of John Holland Sr. The current maturity date of the CD is June 21 2000; the rate is 5.69 with an annual yield of 5.85%.

a. The Funds continue to be blocked, the balance as of 1/20/00 was \$29,906.70. A current statement was not available.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#4

CONFIDENTIAL
PROTECTION
00 FEB -8 AM 8:04

1 EDWARD E. MARTINS - SB# 24061
2 LAW OFFICES OF EDWARD E. MARTINS
3 A Professional Corporation
4 22698 Mission Boulevard
5 Hayward, California 94541
6 (510) 537-3477

7
8 Attorneys for Executrix
9 ANN MARIE HOLLAND TIERS

10 SUPERIOR COURT OF THE STATE OF CALIFORNIA
11 IN AND FOR THE COUNTY OF ALAMEDA

12 In the Estate of)
13) No. H 16069-4
14 JOHN M. HOLLAND,)
15) STATUS CONFERENCE STATEMENT
16) OF EXECUTRIX
17)
18 Deceased.)
19)
20) DATE: FEBRUARY 7 2000
21) TIME: 9:00 a.m.
22) DEPT: 705
23)
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29 The Executrix submits the following Status Statement:

30 COURT ORDER OF NOVEMBER 9 1999

31 This Court, by stipulation of the Parties issued an Order
32 which in substance was to facilitate, monitor, and provide
33 impetus to the Toxic Clean Up program related to the Estate's
34 Real Property on East 14th St in San Leandro, California. The
35 stipulation followed a hearing on a Petition by the Executor
36 to borrow sufficient money in order to fund the costs of doing
37 a Toxic Investigation on the property. The property is owned
38 jointly with Barbara Holland a former daughter in law of the
39 decedent. This statement responds to the Court Order and
40 answers the paragraphs in the same order as the Order's paragraphs.

1 1. Authorization to Borrow Funds:

2 The Executrix has a Lender in place and the funding awaits
3 the receipt of a certified copy of the Court Order. The
4 undersigned is not aware if the Court has in fact signed the
5 Order which the undersigned believes has been submitted for
6 signature.

7 2. \$85,000 to be placed in an interest bearing account:

8 This, awaits the close of the escrow. A portion of the funds
9 ie \$15,000 was to be set aside for the purposes of attorney
10 fees to the Executrix's attorney with the Attorney for the
11 Executrix needing to file a Petition setting forth his
12 services. It is not anticipated that this will be filed until
13 the Investigation is in place and until we finally have a more
14 definitive cost estimate of the Clean up of the premises.

15 3. Approval of prior Expenditures:

16 No response is needed on this item.

17 4. Sale of the House proceeds to be placed in a blocked

18 account. This has been done with the proceeds located at the
19 Mt Diable National Bank. The specifics are set forth in the
20 report of the Executrix attached hereto.

21 5. Specific Bequest required to be reimbursed.

22 There is no response needed to this item at this time.

23 6. Deed of Trust to the Specific Devisees to be superior

24 to the Deed of Trust for this new loan.

25 This became a problem with the lender requiring additional
26 security being the remainder of the Estates interest in the
27 East 14th st property. The order submitted to the Court for

1 signature modified the terms to include this additional demand
2 of the Lender. All parties have concurred.

3 7. Sixth St accounting:

4 The executrix and the attorney for the 2 Devisees of the 6th
5 St Property have agreed that there would not be an accounting
6 over rents received as to the 6th st property prior to its
7 sale. This was not included in the original oral stipulation,
8 affects no one except the Residuary heir (ie the Executrix)
9 and the 2 Devisees referred to herein.

10 8. Execution of the Loan Documents and submission of the
11 Work Plan. The Loan documents are being prepared by Virginia
12 Crisp and will be submitted directly to the Title Co once a
13 Certified copy of the court Order is deposited; With respect
14 to the work plan, this has been submitted to the County of
15 Alameda, certain modifications were required and completed and
16 they have been resubmitted by the Consultant for the
17 Executrix.

18 9. 10. & 11. Relate to the sale of the property in the
19 event the Executrix fails to perform as required herein.

20 a. It is submitted that the Executrix has performed
21 within her ability to do so; and any failure to meet the
22 precise time requirements have been outside of her control and
23 within control of other parties herein.

24 12. Monthly Reports submitted to the parties herein.
25 Attached hereto are the Reports for December and January which
26 have been submitted by the Executrix in accordance with the
27 Court Order. The timing of the report for January was delayed

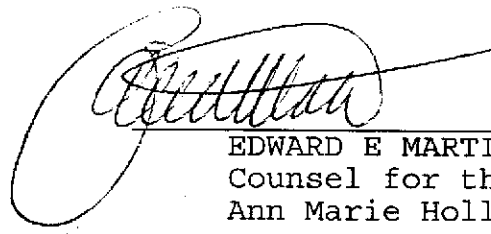
1 such that more information could be submitted on the status of
2 the loan. We cannot proceed until we have the certified copy
3 of the Court Order allowing the loan to take place.

4 SUMMARY

5 The Executrix has substantially complied with the Court
6 Order; the Clean Up Investigation process is proceeding even
7 though the Loan has not been funded. We would anticipate that
8 once the Work Plan is approved in final form, the funds will
9 be available to complete that portion of the project.

10 Respectfully submitted:

11 February 4 2000



12
13 EDWARD E MARTINS, ESQ
14 Counsel for the Executrix
15 Ann Marie Holland Tiers.
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Edward E. Martins
Mark A. Roman

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204

Law Office of
Edward E. Martins
A Professional Corporation

22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

file

IN REPLY REFER TO NO.

M80770 (b) .2

January 31 2000

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Lawrence T. Blazer
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #3

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

Counsel for the Administrator and Counsel for Jay and John Holland have finally resolved the wording of the Court Order of Nov 7th. All interested parties have now signed the proposed order and Virginia Crisp indicates that she forwarded the Order to Hal Reiland to have him submit it to the Judge for signature. I have attempted to contact him in this regard but have not reached him. I had previously ordered a copy of

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the transcript however apparently Ms Walker, the Reporter, had been ill and had not transcribed the order. Because we had finally agreed as to its terms, when Ms Walker called to verify whether she should proceed to transcribe the order, I canceled the request.

2. RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

The Lender has been ready to fund the loan as soon as we receive a certified copy of the Court Order, Barbara releases her lis pendens and the execution of the instructions by the lender and Mrs Tiers. These items are in process of being completed.

3. MATTERS WHICH MUST BE ATTENDED TO CONCURRENTLY WITH THE PLACING OF THE LOAN:

A. BARBARA HOLLAND HAS A LIS PENDENS on file from a prior action. She will need to dismiss that Lis Pendens. (see item 2 above).

B. FEDERAL ESTATE TAX RETURN.

The title Co requires that I send a letter indicating that a return was filed. I have a copy of the 706 that was prepared by a previous CPA which return indicates no taxes owing. I have prepared such a letter and will forward to the Title Co as soon as the escrow is ready to close.

4. WORK PLAN

Environmental Bio Systems (the Administrator's Environmental consultant) has prepared and submitted to Scott Seery the Work Plan: Subsurface Exploration Project #150-540B on or before December 6 1999. This office received its copy on December 6 1999. Scott Seery requested some additional modifications to the Plan and the Environmental consultant prepared the changes and has resubmitted them to Scott Seery approximately on Jan 20th. I am not sure if that plan as modified has been finally approved or whether any further recommended changes were in order.

5. APPLICATION TO THE STATE UNDERGROUND STORAGE TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

Barbara Holland through Hal Reiland forwarded a copy of the previously filed Application to me which I received on December 1 1999. I forwarded this copy to Mr Dave Sadoff for his review and recommendations or comments. I now have received his comments and am forwarding those to Hal Reiland. It is requested that Hal or his consultant review this recommendations and determine if they can be incorporated in

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the Application. Completion of the renewed application is pending. I intend to follow up on this issue in consultation with Hal Reiland. There are some obvious changes needed, including a complete chronology of the ownership. However there are other matters that also must be addressed.

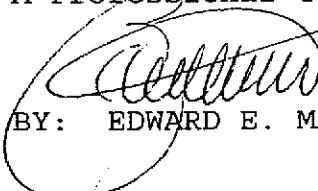
Once the application is redone, it should be resubmitted to Dave Sadoff (or sent to me and I will forward it to him) for review and for final signature by AnnMarie and Barbara Holland.

6. BLOCKING ACCOUNT

Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. The account # is 4700092. The Account is in the name of Ann Marie Holland Tiers, Administratrix of the Estate of John Holland Sr. The current maturity date of the CD is June 21 2000; the rate is 5.69 with an annual yield of 5.85%.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#3

Law Offices of
Edward E. Martins

EDWARD E. MARTINS
MARK A. HOMEN
W. DAMIAN RICKERT
OF COUNSEL

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

M80770 (b).2

December 28 1999

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Lawrence T. Blazer
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #2

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

Counsel for the Administrator and Counsel for Jay and John Holland have been attempting to agree on the terms of the Court Order of Nov 7th. Because there is a dispute over the terms as to what was included in the oral stipulation, Counsel for the Administratrix has ordered a copy of the transcript of the hearing. This will not delay the proceeding in this matter as indicated below.

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2. RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

At the hearing, if you all remember, it was requested and stipulated that the two specific devisees, ie the Holland Grandsons, be entitled to have their advances as a superior lien ahead of the \$85,000 deed of trust. The lender was not present in court nor was he willing to accept a deed of trust that was secondary to the Holland Grandson's lien. Because the equity on this parcel was insufficient to cover his loan being in second position, he requested to have a lien on the entire Estate property on East 14th street. This was acceptable to the Administrator and contact with all interested parties seem to indicate that this would be acceptable to everyone. I believe that Hal Reiland was to confirm this with his client. Of course adding the remaining E/14 st property would not include Barbara Hollands interest.

3. MATTERS WHICH MUST BE ATTENDED TO CONCURRENTLY WITH THE PLACING OF THE LOAN:

A. BARBARA HOLLAND HAS A LIS PENDENS on file from a prior action. She will need to dismiss that Lis Pendens.

B. FEDERAL ESTATE TAX RETURN.

The title Co requires that I send a letter indicating that a return was filed. I have a copy of the 706 that was prepared by a previous CPA which return indicates no taxes owing.

4. WORK PLAN

Environmental Bio Systems (the Administrator's Environmental consultant) has prepared and submitted to Scott Seery the Work Plan: Subsurface Exploration Project #150-540B on or before December 6 1999. This office received its copy on December 6 1999. I am not sure if that plan has been finally approved or whether any recommended changes were in order. (I reached Dave Sadoff today and he indicates that Scott has recommended some modifications which Dave will address in early January)

5. APPLICATION TO THE STATE UNDERGROUND STORAGE TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

Barbara Holland had submitted an application which apparently was rejected by the State of California and Hal Reiland obtained a copy which he submitted to me which I received on December 1 1999. I forwarded this copy to Mr Dave Sadoff for his review and recommendations or comments. I now have received his comments and am forwarding those to Hal Reiland. It is requested that Hal or his consultant review this recommendations and determine if they can be incorporated in the Application. Because Dave has requested that a more

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complete chronology of the ownership be given, it is requested that AnnMarie attend to this matter. (this is to be incorporated into the application on page 3)

Once the application is redone, it should be resubmitted to Dave Sadoff (or sent to me and I will forward it to him) for review and for final signature by AnnMarie and Barbara Holland.

6. BLOCKING ACCOUNT

Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. I do not have the account # as yet but should have it shortly together with the Blocking Agreement.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

**Environmental Bio-Systems, Inc.**

Innovative Solutions for a Better Environment
Contractor's License A-11az 697235

22 December 1999

Edward E. Martins
Law Offices
22698 Mission Boulevard
Hayward, CA 94541

RE: UST Cleanup Fund Claim Application, Estate of J. Holland Sr.

Dear Mr. Martins:

We have completed review of the UST Cleanup Fund Claim Application for the J. Holland Sr. Estate reportedly produced by Compliance & Closure, Inc. Our review was conducted pursuant to your request. Comments regarding this application are presented below.

Page 1

Anne Marie Holland's phone number should be included in the appropriate space. Estimated eligible costs to complete corrective action work should be inserted.

Page 2

A single address should be inserted. This address should correspond with the Alameda County Health Care Services Agency address of record for this case.

Page 3

The local UST permitting agency is the Alameda County Fire Department and the Alameda County Health Care Services Agency (this property is located in an unincorporated area). I would recommend that Anne Marie review the Site History section for accuracy (including the statement "tanks not in operation"), and make any changes as required.

Page 4

The insurance company's telephone number should be inserted in the appropriate space.

Page 5

The type of business, industry group/license type, maximum receipt amount, and type of ownership queries should be answered. The questions "is this business independently owned and operated?" and "is this business dominant statewide in its field of operations?" should be answered.

Page 6

The financial responsibility exemption, in which "other" is marked, needs to be explained.

Page 8

The following supporting documentation is needed: Unauthorized Fuel Release Form, permits to own and operate the UST's (or a permit waiver request), Federal Tax returns to substantiate Priority Class B inclusion.

Page 9

According to a clause on the Authorized Representative Designation Form, an authorized representative may not be a consultant working on the project site. As a consultant working on the project site, Compliance & Closure, Inc. may not be an authorized representative of the J. Holland Sr. Estate.

Page 10

I recommend that Anne Marie review this Permit Waiver Request for accuracy, and make changes as necessary. A copy of the Certificate of Financial Responsibility that is on file with the Alameda County Health Care Services Agency must be attached. If this claim application is new, a claim number should not be shown on any pages until a claim number has been assigned by the UST Cleanup Fund.

General Comments

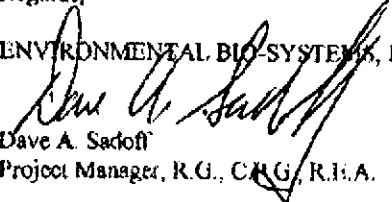
A summary of environmental site work is attached. We recommend this history be used in lieu of the Compliance & Closure, Inc. site history.

We further recommend the omission of the letter dated 4 June 1998, the Work Plan for Preliminary Site Assessment, and the Preliminary Site Assessment report, all produced by Compliance and Closure. These documents are not required (nor desired) by the UST Cleanup Fund at this time.

You may reach me at (408) 979-8600 if you have any questions or comments.

Regards,

ENVIRONMENTAL BIO-SYSTEMS, INC.


Dave A. Sadoff
Project Manager, R.G., C.M.G., R.H.A.

/DAS

Enc. Site Environmental History

SITE ENVIRONMENTAL HISTORY
ESTATE OF J. HOLLAND SR.
16301 E. 14th STREET
SAN LEANDRO, CALIFORNIA

1990

Crosby and Overton, Inc. (C&O) drilled and sampled five exploratory soil borings near the two diesel USTs. Soil samples collected from the borings were found to contain up to 25,000 milligrams per kilogram (mg/kg) total petroleum hydrocarbons as diesel (TPHd). An unauthorized fuel release form was filed with the ACHCSA. Ground water was first encountered at approximately 15 feet below ground surface (bgs).

February 1996

Compliance & Closure, Inc. (CCI) directed the locating of eight USTs at the Site. CCI reportedly located three gasoline, two kerosene, two diesel, and one standard solvent UST.

April 1996

CCI installed and sampled three ground water monitoring wells. Soils encountered during drilling activities were described as silty clay, thin beds of silty sand and sand to 18 feet bgs.

Soil samples collected during well drilling of the wells reportedly contained up to 4,400 mg/kg total petroleum hydrocarbons as gasoline (TPHg) and 8,200 TPHd. These soil samples were also found to contain up to 0.024 mg/kg 1,4-dichlorobenzene and 0.4 mg/kg methylene chloride.

Ground water samples collected from the wells were found to contain up to 33,000 micrograms per liter ($\mu\text{g/L}$) TPHg; up to 12 $\mu\text{g/L}$ benzene, 83 $\mu\text{g/L}$ toluene, 22 $\mu\text{g/L}$ ethylbenzene, and 160 $\mu\text{g/L}$ xylenes (BTEX, respectively); up to 9,700 $\mu\text{g/L}$ TPHd; up to 41,000 $\mu\text{g/L}$ total recoverable petroleum hydrocarbons (TRPH), and up to 3.1 $\mu\text{g/L}$ 1,2-dichlorobenzene.

July 1996

CCI conducted quarterly monitoring of the ground water wells. Ground water samples were found to contain up to 1,400 $\mu\text{g/L}$ TPHg; 17, 5.6, 7.6 and 32 $\mu\text{g/L}$ BTEX components, respectively; and 4,600 $\mu\text{g/L}$ TPHd.

October 1996

CCI conducted quarterly monitoring of the ground water wells. Ground water samples were found to contain up to 7,300 $\mu\text{g/L}$ TPHg; 16, 8.9, 20 and 15 $\mu\text{g/L}$ BTEX components, respectively; and 14,000 $\mu\text{g/L}$ TPHd.

January 1997

CCI conducted quarterly monitoring of the ground water wells. Ground water samples were found to contain up to 2,600 $\mu\text{g/L}$ TPHg; 6.4 $\mu\text{g/L}$ benzene; 44 $\mu\text{g/L}$ toluene; and 2,800 $\mu\text{g/L}$ TPHd.

April 1997

CCI conducted quarterly monitoring of the ground water wells. Ground water samples were found to contain up to 2,700 $\mu\text{g/L}$ TPHg; 16, 8, 10 and 25 $\mu\text{g/L}$ BTEX components, respectively; and 500 $\mu\text{g/L}$ TPHd.

August/September 1998

EBS directed Site mitigation activities. The contents of 143 55-gallon steel drums and approximately 60 smaller containers were inventoried and removed from the site via vacuum truck. Approximately 4,636 total gallons of oily water were transported to Evergreen's Newark, California facility for recycling. Approximately 650 gallons of oily water contaminated with halogenated constituents were disposed at the

Solvent Service facility in San Jose, California. Two 55-gallon drums containing approximately 100 total gallons of oily water contaminated with PCBs were placed into 85-gallon overpack drums and were transported to Safety Kleen's Aragonite, Utah facility for incineration. One 55-gallon drum containing approximately 50 gallons of sodium hypochlorite was placed into an 85-gallon poly overpack drum and transported to Crosby and Overton's Long Beach, California facility for disposal. All evacuated 55-gallon drums were crushed, placed into a roll-off bin, and transported to Forward's Stockton, California facility for disposal. All of the smaller containers and miscellaneous debris encountered during the progression of the project were placed into a second roll-off bin staged on-site. The contents of this bin have been classified as a California hazardous waste due to lead content and the failure of aquatic bio-assay test. This bin remains on-site pending final disposition.

Approximately 2,690 gallons of liquid and sludge were removed from eight site underground storage tanks (USTs) via vacuum truck prior to UST removal. Approximately 5,200 gallons of liquid and sludge were removed from the site above ground storage tanks (ASTs) by vacuum truck prior to AST dismantling and removal. Twenty ASTs were demolished using an excavator-mounted shear. The demolished ASTs were loaded onto flatbed trucks and transported to Shrinzer Steel's Oakland, California facility for recycling.

Eight USTs were inerted, excavated, and transported on flatbed trucks to BCI's Richmond, California facility for recycling. Tanks T2 and T3 were observed to have large (up to 2" by 1") holes in their bottoms. Tank T1 was observed to be severely pitted. A sheen was noted on ground water in each of the 5 tank pits. Slight to moderate petroleum odor and a typical greenish discoloration was observed in soils excavated from around the USTs.

A total of nine soil samples were collected from beneath USTs T1, T2, T3, T4, T5 and T6 at the air-ground water interface (approximately 10 feet bgs). Analyses of these samples revealed the presence of up to 6,900 mg/kg TPHg; up to 21, 28, 69, and 130 mg/kg BTEX, respectively; up to 3,200 mg/kg TPHd; up to 9,600 mg/kg total petroleum hydrocarbons calculated as stoddard solvent (TPHss), and up to 11 mg/kg Pb.

One four-point composite soil sample was collected from soil overburden excavated above and around the stoddard solvent tank. This sample was not found to contain reportable concentrations of TPHs or BTEX. One four-point composite soil sample was collected from the kerosene tank overburden. This sample was found to contain 5,200 mg/kg total petroleum hydrocarbons calculated as kerosene (TPHk). This sample was not found to contain reportable concentrations of BTEX.

Accumulated pit water samples were collected from connected tank pits T1 and T2, from T3, T4, connected pits T5 and T6, and from connected pits T7 and T8. Analyses of these samples revealed the presence of up to 78,000 µg/L TPHg; up to 1,500, 8,400, 1,900, and 14,000 µg/L BTEX, respectively; up to 1,600,000 µg/L TPHd; and 490,000 µg/L TPHss. Neither MTBE nor Pb was found in any of the water samples above the laboratory reporting limits.

Soil overburden was placed back into the pits with the concurrence of the ACHCSA. No engineered compaction was performed during backfilling activities.

Edward E. Martins, Esq.
22698 MISSION BLVD
HAYWARD CA 94541
Phone: (510) 537-3477
Fax: (510) 351-1201

Law Offices of Edward E. Martins

Facsimile Transmission

To: Robt Seery From: EDWARD E. MARTINS
Fax: 510 337-9335 Date: 2/4/00
Re: Holland
CC: _____ Pages to follow: 14

For Review Please Comment Please Reply

Message: _____

THIS MESSAGE IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED. IT MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL, AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THE MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

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EDWARD E. MARTINS - SB# 24061
LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation
22698 Mission Boulevard
Hayward, California 94541
(510) 537-3477

Attorneys for Executrix
ANN MARIE HOLLAND TIERS

SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN AND FOR THE COUNTY OF ALAMEDA

In the Estate of	)	No. H 16069-4
)	
JOHN M. HOLLAND,	)	STATUS CONFERENCE STATEMENT
	)	OF EXECUTRIX
)	
Deceased.)	
	)	DATE: FEBRUARY 7 2000
	)	TIME: 9:00 a.m.
	)	DEPT: 705
)	

The Executrix submits the following Status Statement:

COURT ORDER OF NOVEMBER 9 1999

This Court, by stipulation of the Parties issued an Order which in substance was to facilitate, monitor, and provide impetus to the Toxic Clean Up program related to the Estate's Real Property on East 14th St in San Leandro, California. The stipulation followed a hearing on a Petition by the Executor to borrow sufficient money in order to fund the costs of doing a Toxic Investigation on the property. The property is owned jointly with Barbara Holland a former daughter in law of the decedent. This statement responds to the Court Order and answers the paragraphs in the same order as the Order's paragraphs.

1 1. Authorization to Borrow Funds:

2 The Executrix has a Lender in place and the funding awaits
3 the receipt of a certified copy of the Court Order. The
4 undersigned is not aware if the Court has in fact signed the
5 Order which the undersigned believes has been submitted for
6 signature.

7 2. \$85,000 to be placed in an interest bearing account:

8 This, awaits the close of the escrow. A portion of the funds
9 ie \$15,000 was to be set aside for the purposes of attorney
10 fees to the Executrix's attorney with the Attorney for the
11 Executrix needing to file a Petition setting forth his
12 services. It is not anticipated that this will be filed until
13 the Investigation is in place and until we finally have a more
14 definitive cost estimate of the Clean up of the premises.

15 3. Approval of prior Expenditures:

16 No response is needed on this item.

17 4. Sale of the House proceeds to be placed in a blocked
18 account. This has been done with the proceeds located at the
19 Mt Diable National Bank. The specifics are set forth in the
20 report of the Executrix attached hereto.

21 5. Specific Bequest required to be reimbursed.

22 There is no response needed to this item at this time.

23 6. Deed of Trust to the Specific Devisees to be superior
24 to the Deed of Trust for this new loan.

25 This became a problem with the lender requiring additional
26 security being the remainder of the Estates interest in the
27 East 14th st property. The order submitted to the Court for

28

1 signature modified the terms to include this additional demand
2 of the Lender. All parties have concurred.

3 7. Sixth St accounting:

4 The executrix and the attorney for the 2 Devises of the 6th
5 St Property have agreed that there would not be an accounting
6 over rents received as to the 6th st property prior to its
7 sale. This was not included in the original oral stipulation,
8 affects no one except the Residuary heir (ie the Executrix)
9 and the 2 Devises referred to herein.

10 8. Execution of the Loan Documents and submission of the
11 Work Plan. The Loan documents are being prepared by Virginia
12 Crisp and will be submitted directly to the Title Co once a
13 Certified copy of the court Order is deposited; With respect
14 to the work plan, this has been submitted to the County of
15 Alameda, certain modifications were required and completed and
16 they have been resubmitted by the Consultant for the
17 Executrix.

18 9. 10. & 11. Relate to the sale of the property in the
19 event the Executrix fails to perform as required herein.

20 a. It is submitted that the Executrix has performed
21 within her ability to do so; and any failure to meet the
22 precise time requirements have been outside of her control and
23 within control of other parties herein.

24 12. Monthly Reports submitted to the parties herein.
25 Attached hereto are the Reports for December and January which
26 have been submitted by the Executrix in accordance with the
27 Court Order. The timing of the report for January was delayed

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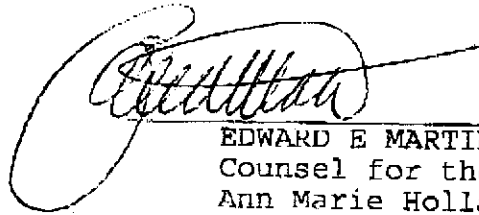
such that more information could be submitted on the status of the loan. We cannot proceed until we have the certified copy of the Court Order allowing the loan to take place.

SUMMARY

The Executrix has substantially complied with the Court Order; the Clean Up Investigation process is proceeding even though the Loan has not been funded. We would anticipate that once the Work Plan is approved in final form, the funds will be available to complete that portion of the project.

Respectfully submitted:

February 4 2000



EDWARD E MARTINS, ESQ
Counsel for the Executrix
Ann Marie Holland Tiers.

1 PROOF OF SERVICE BY MAIL

2 Re: The Estate of Holland
 3 Case No.: H 16069-4

4 I am employed in the County of Alameda. I am over the age
 5 of 18 years and not a party to the above-entitled action. My
 6 business address is 22698 Mission Boulevard, Hayward,
 7 California, 94541.

8 I am readily familiar with the business practices of
 9 Edward E. Martins, P.C., for collection and processing of
 10 correspondence for mailing with the United States Postal
 11 Service. On February 4, 2000, at Hayward, California, I caused
 12 the foregoing attached:

13 STATUS CONFERENCE STATEMENT OF EXECUTRIX

14 to be served by mail and by facsimile to the parties to this
 15 action, following ordinary business practices of Edward E.
 16 Martins, P.C., by placing a true copy thereof enclosed in a
 17 sealed envelope (or sealed envelopes) for collection and
 18 mailing. In the ordinary course of business of Edward E.
 19 Martins, P.C., this correspondence would be deposited with the
 20 United States Postal Service that same day, with first class
 21 postage thereon fully prepaid. The envelope or envelopes were
 22 addressed as follows:

23 Virginia A. Crisp
 24 COBLENTZ, CAHEN, McCABE & BREYER, LLP
 25 222 Kearny Street, Seventh Floor
 26 San Francisco, CA 94108

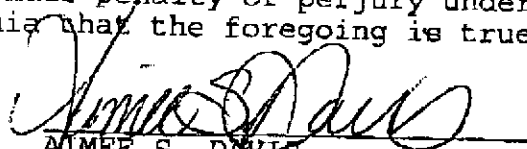
27 Lawrence T. Blazer
 28 Deputy District Attorney
 Consumer & Environmental Protection Division
 7677 Oakport Street, Suite 400
 Oakland, CA 94621-1934

Scott O. Seery
 Alameda County Health Care Services
 Environmental Health Services
 1131 Harbor Bay Parkway, Suite 250
 Oakland, CA 94502-6577

Reiland and Reiland
 Attention Hal Reiland
 P.O. Box 5490
 Pleasanton, CA 94566

Executed on February 4, 2000, at Hayward, California

I, AIMEE S. DAVIS, declare under penalty of perjury under
 the laws of the State of California that the foregoing is true
 and correct.


 AIMEE S. DAVIS

Edward E. Martins
Mark A. Hansen

TELEPHONE (510) 537-3477
 (510) 351-1201
 FAX: (510) 351-1204

Law Office of
Edward E. Martins
A Professional Corporation

22698 MISSION BOULEVARD
 HAYWARD, CALIFORNIA 94541

file

IN REPLY REFER TO NO.

M80770 (b) .2

January 31 2000

Virginia A. Crisp
 COBLENTZ, CAHEN, MCCABE & BREYER, LLP
 222 Kearny Street, Seventh Floor
 San Francisco, CA 94108

Lawrence T. Blazer
 Deputy District Attorney
 Consumer & Environmental Protection Division
 7677 Oakport Street, Suite 400
 Oakland, CA 94621-1934

Scott O. Seery
 Alameda County Health Care Services
 Environmental Health Services
 1131 Harbor Bay Parkway, Suite 250
 Oakland CA 94502-6577

Reiland and Reiland
 Attention Hal P. Reiland
 P.O. Box 5490
 Pleasanton, CA 94566

925

Re: Estate of John Holland
 E/14th St Toxic
 REPORT #3

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
 PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

Counsel for the Administrator and Counsel for Jay and John Holland have finally resolved the wording of the Court Order of Nov 7th. All interested parties have now signed the proposed order and Virginia Crisp indicates that she forwarded the Order to Hal Reiland to have him submit it to the Judge for signature. I have attempted to contact him in this regard but have not reached him. I had previously ordered a copy of

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the transcript however apparently Ms Walker, the Reporter, had been ill and had not transcribed the order. Because we had finally agreed as to its terms, when Ms Walker called to verify whether she should proceed to transcribe the order, I canceled the request.

2. RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

The Lender has been ready to fund the loan as soon as we receive a certified copy of the Court Order, Barbara releases her lis pendens and the execution of the instructions by the lender and Mrs Tiers. These items are in process of being completed.

3. MATTERS WHICH MUST BE ATTENDED TO CONCURRENTLY WITH THE PLACING OF THE LOAN:

A. BARBARA HOLLAND HAS A LIS PENDENS on file from a prior action. She will need to dismiss that Lis Pendens. (see item 2 above).

B. FEDERAL ESTATE TAX RETURN.

The title Co requires that I send a letter indicating that a return was filed. I have a copy of the 706 that was prepared by a previous CPA which return indicates no taxes owing. I have prepared such a letter and will forward to the Title Co as soon as the escrow is ready to close.

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eem-1\holland\toxicrpt#3

the Application. Completion of the renewed application is pending. I intend to follow up on this issue in consultation with Hal Reiland. There are some obvious changes needed, including a complete chronology of the ownership. However there are other matters that also must be addressed.

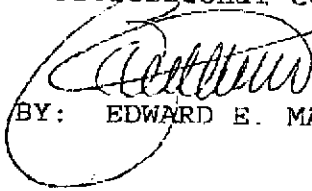
Once the application is redone, it should be resubmitted to Dave Sadoff (or sent to me and I will forward it to him) for review and for final signature by AnnMarie and Barbara Holland.

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Pursuant to the Court Order of November 7 1999, the Administratrix was required to block the remaining proceeds of the sixth street sale. On December 18 1999 the sum of \$29,762.53 was forwarded to the Mt Diablo National Bank with the necessary Blocking Agreement for execution. The account # is 4700092. The Account is in the name of Ann Marie Holland Tiers, Administratrix of the Estate of John Holland Sr. The current maturity date of the CD is June 21 2000; the rate is 5.69 with an annual yield of 5.85%.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#3

EDWARD E. MARTINS
MARK A. HOMEN
W. DAMIAN RICKERT
OF COUNSEL

San Offices of
Edward E. Martins

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

M80770 (b) .2

December 28 1999

Virginia A. Crisp
COBLENTZ, CAHEN, MCCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Lawrence T. Blazer
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #2

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

Counsel for the Administrator and Counsel for Jay and John Holland have been attempting to agree on the terms of the Court Order of Nov 7th. Because there is a dispute over the terms as to what was included in the oral stipulation, Counsel for the Administratrix has ordered a copy of the transcript of the hearing. This will not delay the proceeding in this matter as indicated below.

eem-1\holland\toxicrpt#2

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At the hearing, if you all remember, it was requested and stipulated that the two specific devisees, ie the Holland Grandsons, be entitled to have their advances as a superior lien ahead of the \$85,000 deed of trust. The lender was not present in court nor was he willing to accept a deed of trust that was secondary to the Holland Grandson's lien. Because the equity on this parcel was insufficient to cover his loan being in second position, he requested to have a lien on the entire Estate property on East 14th street. This was acceptable to the Administrator and contact with all interested parties seem to indicate that this would be acceptable to everyone. I believe that Hal Reiland was to confirm this with his client. Of course adding the remaining E/14 st property would not include Barbara Hollands interest.

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A. BARBARA HOLLAND HAS A LIS PENDENS on file from a prior action. She will need to dismiss that Lis Pendens.

B. FEDERAL ESTATE TAX RETURN.

The title Co requires that I send a letter indicating that a return was filed. I have a copy of the 706 that was prepared by a previous CPA which return indicates no taxes owing.

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Environmental Bio Systems (the Administrator's Environmental consultant) has prepared and submitted to Scott Seery the Work Plan: Subsurface Exploration Project #150-540B on or before December 6 1999. This office received its copy on December 6 1999. I am not sure if that plan has been finally approved or whether any recommended changes were in order. (I reached Dave Sadoff today and he indicates that Scott has recommended some modifications which Dave will address in early January)

5. APPLICATION TO THE STATE UNDERGROUND STORAGE TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

Barbara Holland had submitted an application which apparently was rejected by the State of California and Hal Reiland obtained a copy which he submitted to me which I received on December 1 1999. I forwarded this copy to Mr Dave Sadoff for his review and recommendations or comments. I now have received his comments and am forwarding those to Hal Reiland. It is requested that Hal or his consultant review this recommendations and determine if they can be incorporated in the Application. Because Dave has requested that a more

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complete chronology of the ownership be given, it is requested that AnnMarie attend to this matter. (this is to be incorporated into the application on page 3)

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Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#2

12/23/99

2 510 317 1456

P. 02



Environmental Bio-Systems, Inc.

Innovative Solutions for a Better Environment
Contractor's License A-1182 687236

22 December 1999

Edward E. Martins
Law Offices
22698 Mission Boulevard
Hayward, CA 94541

RE: UST Cleanup Fund Claim Application, Estate of J. Holland Sr.

Dear Mr. Martins:

We have completed review of the UST Cleanup Fund Claim Application for the J. Holland Sr. Estate reportedly produced by Compliance & Closure, Inc. Our review was conducted pursuant to your request. Comments regarding this application are presented below.

Page 1

Anne Marie Holland's phone number should be included in the appropriate space. Estimated eligible costs to complete corrective action work should be inserted.

Page 2

A single address should be inserted. This address should correspond with the Alameda County Health Care Services Agency address of record for this case.

Page 3

The local UST permitting agency is the Alameda County Fire Department and the Alameda County Health Care Services Agency (this property is located in an unincorporated area). I would recommend that Anne Marie review the Site History section for accuracy (including the statement "tanks not in operation"), and make any changes as required.

Page 4

The insurance company's telephone number should be inserted in the appropriate space.

Page 5

The type of business, industry group/license type, maximum receipt amount, and type of ownership queries should be answered. The questions "Is this business independently owned and operated?" and "Is this business dominant statewide in its field of operations?" should be answered.

Page 6

The financial responsibility exemption, in which "other" is marked, needs to be explained.

Page 8

The following supporting documentation is needed: Unauthorized Fuel Release Form, permits to own and operate the USTs (or a permit waiver request), Federal Tax returns to substantiate Priority Class B inclusion.

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P. 03

Page 9

According to a clause on the Authorized Representative Designation Form, an authorized representative may not be a consultant working on the project site. As a consultant working on the project site, Compliance & Closure, Inc. may not be an authorized representative of the J. Holland Sr. Estate.

Page 10

I recommend that Anne Marie review this Permit Waiver Request for accuracy, and make changes as necessary. A copy of the Certificate of Financial Responsibility that is on file with the Alameda County Health Care Services Agency must be attached. If this claim application is new, a claim number should not be shown on any pages until a claim number has been assigned by the UST Cleanup Fund.

General Comments

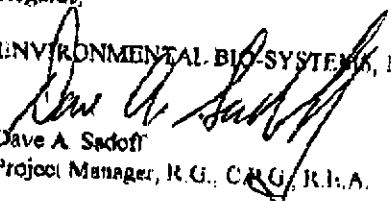
A summary of environmental site work is attached. We recommend this history be used in lieu of the Compliance & Closure, Inc. site history.

We further recommend the omission of the letter dated 4 June 1998; the Work Plan for Preliminary Site Assessment, and the Preliminary Site Assessment report, all produced by Compliance and Closure. These documents are not required (nor desired) by the UST Cleanup Fund at this time.

You may reach me at (408) 979-8000 if you have any questions or comments.

Regards,

ENVIRONMENTAL BIO-SYSTEMS, INC.


Dave A. Sadoff
Project Manager, R.G., C.M.G., R.I.A.

/DAS

Enc. Site Environmental History

12/23/99

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P. 64

SITE ENVIRONMENTAL HISTORY
ESTATE OF J. HOLLAND SR.
16301 E. 14th STREET
SAN LEANDRO, CALIFORNIA

1990

Crosby and Overton, Inc. (C&O) drilled and sampled five exploratory soil borings near the two diesel USTs. Soil samples collected from the borings were found to contain up to 25,000 milligrams per kilogram (mg/kg) total petroleum hydrocarbons as diesel (TPHD). An unauthorized fuel release form was filed with the ACHC-SA. Ground water was first encountered at approximately 15 feet below ground surface (bgs).

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Compliance & Closure, Inc. (CCI) directed the locating of eight USTs at the Site. CCI reportedly located three gasoline, two kerosene, two diesel, and one standard solvent UST.

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CCI installed and sampled three ground water monitoring wells. Soils encountered during drilling activities were described as silty clay, thin beds of silty sand and sand to 18 feet bgs.

Soil samples collected during well drilling of the wells reportedly contained up to 4,400 mg/kg total petroleum hydrocarbons as gasoline (TPHG) and 5,200 TPHd. These soil samples were also found to contain up to 0.024 mg/kg 1,4-dichlorobenzene and 0.4 mg/kg methylene chloride.

Ground water samples collected from the wells were found to contain up to 33,000 micrograms per liter (µg/L) TPHg; up to 12 µg/L benzene, 83 µg/L toluene, 22 µg/L ethylbenzene, and 160 µg/L xylenes (BTX, respectively); up to 9,700 µg/L TPHd; up to 41,000 µg/L total recoverable petroleum hydrocarbons (TRPH); and up to 3.1 µg/L 1,2-dichlorobenzene.

July 1996

CCI conducted quarterly monitoring of the ground water wells. Ground water samples were found to contain up to 1,400 µg/L TPHg; 17, 5.6, 7.6 and 32 µg/L BTX components, respectively; and 4,600 µg/L TPHd.

October 1996

CCI conducted quarterly monitoring of the ground water wells. Ground water samples were found to contain up to 7,300 µg/L TPHg; 16, 8.9, 20 and 5 µg/L BTX components, respectively; and 14,000 µg/L TPHd.

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CCI conducted quarterly monitoring of the ground water wells. Ground water samples were found to contain up to 2,700 µg/L TPHg; 16, 8, 10 and 25 µg/L BTX components, respectively; and 500 µg/L TPHd.

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EBS directed Site mitigation activities. The contents of 143 55-gallon steel drums and approximately 60 smaller containers were inventoried and removed from the site via vacuum truck. Approximately 4,636 total gallons of oily water were transported to Livingston's Newark, California facility for recycling. Approximately 650 gallons of oily water contaminated with halogenated constituents were disposed at the

12/23/99

518 317 1456

P. 05

Solvent Service facility in San Jose, California. Two 55-gallon drums containing approximately 100 total gallons of oily water contaminated with PCBs were placed into 85-gallon overpack drums and were transported to Safety Kleen's Aragonite, Utah facility for incineration. One 55-gallon drum containing approximately 50 gallons of sodium hypochlorite was placed into an 85-gallon poly overpack drum and transported to Crosby and Overton's Long Beach, California facility for disposal. All evacuated 55-gallon drums were crushed, placed into a roll-off bin, and transported to Forward's Stockton, California facility for disposal. All of the smaller containers and miscellaneous debris encountered during the progression of the project were placed into a second roll-off bin staged on-site. The contents of this bin have been classified as a California hazardous waste due to lead content and the failure of aquatic bio-assay test. This bin remains on-site pending final disposition.

Approximately 2,690 gallons of liquid and sludge were removed from eight site underground storage tanks (USTs) via vacuum truck prior to UST removal. Approximately 5,200 gallons of liquid and sludge were removed from the site above ground storage tanks (ASTs) by vacuum truck prior to AST dismantling and removal. Twenty ASTs were demolished using an excavator-mounted shear. The demolished ASTs were loaded onto flatbed trucks and transported to Shitzer Steel's Oakland, California facility for recycling.

Eight USTs were inerted, excavated, and transported on flatbed trucks to HCl's Richmond, California facility for recycling. Tanks T2 and T3 were observed to have large (up to 2" by 1") holes in their bottoms. Tank T1 was observed to be severely pitted. A sheen was noted on ground water in each of the 5 tank pits. Slight to moderate petroleum odor and a typical greenish discoloration was observed in soils excavated from around the USTs.

A total of nine soil samples were collected from beneath USTs T1, T2, T3, T4, T5 and T6 at the air-ground water interface (approximately 10 feet bgs). Analyses of these samples revealed the presence of up to 6,500 mg/kg TPHg; up to 21, 28, 69, and 130 mg/kg BTEX, respectively; up to 3,200 mg/kg TPHd; up to 9,500 mg/kg total petroleum hydrocarbons calculated as stoddard solvent (TPHss); and up to 11 mg/kg Pb.

One four-point composite soil sample was collected from soil overburden excavated above and around the stoddard solvent tank. This sample was not found to contain reportable concentrations of TPHss or BTEX. One four-point composite soil sample was collected from the kerosene tank overburden. This sample was found to contain 5,200 mg/kg total petroleum hydrocarbons calculated as kerosene (TPHk). This sample was not found to contain reportable concentrations of BTEX.

Accumulated pit water samples were collected from connected tank pits T1 and T2, from T3, T4, connected pits T5 and T6, and from connected pits T7 and T8. Analyses of these samples revealed the presence of up to 78,000 µg/L TPHg; up to 1,500, 8,400, 1,900, and 14,000 µg/L BTEX, respectively; up to 1,600,000 µg/L TPHd; and 490,000 µg/L TPHss. Neither MTBE nor Pb was found in any of the water samples above the laboratory reporting limits.

Soil overburden was placed back into the pits with the concurrence of the ACHCSA. No engineered compaction was performed during backfilling activities.

Edward E. Martins
Mark A. Homan

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204

Law Office of
Edward E. Martins ENVIRONMENTAL
PROTECTION

A Professional Corporation

22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

00 FEB -4 PM 3: 12

IN REPLY REFER TO NO.

M80770 (b) .2

January 31 2000

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Lawrence T. Blazer
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Reiland and Reiland
Attention Hal P. Reiland
P.O. Box 5490
Pleasanton, CA 94566

Re: Estate of John Holland
E/14th St Toxic
REPORT #3

ANNMARIE HOLLAND TIERS, ADMINISTRATOR SUBMITS THIS REPORT
PURSUANT TO THE COURT ORDER OF NOVEMBER 7 1999:

1. COURT ORDER OF NOVEMBER 7 1999

Counsel for the Administrator and Counsel for Jay and John Holland have finally resolved the wording of the Court Order of Nov 7th. All interested parties have now signed the proposed order and Virginia Crisp indicates that she forwarded the Order to Hal Reiland to have him submit it to the Judge for signature. I have attempted to contact him in this regard but have not reached him. I had previously ordered a copy of

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the Application. Completion of the renewed application is pending. I intend to follow up on this issue in consultation with Hal Reiland. There are some obvious changes needed, including a complete chronology of the ownership. However there are other matters that also must be addressed.


Once the application is redone, it should be resubmitted to Dave Sadoff (or sent to me and I will forward it to him) for review and for final signature by AnnMarie and Barbara Holland.

6. BLOCKING ACCOUNT

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LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation


BY: EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

eem-1\holland\toxicrpt#3

ENVIRONMENTAL
PROTECTION

Law Offices of

Edward E. Martins

EDWARD E. MARTINS
MARK A. HOMEN
W. DAMIAN RICKERT
OF COUNSEL

A Professional Corporation

22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

DEC 29 PM 3:32

M80770 (b).2

December 28 1999

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COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

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Reiland and Reiland
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LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff



Environmental Bio-Systems, Inc. ENVIRONMENTAL PROTECTION
Innovative Solutions for a Better Environment
Contractor's License A-Haz 687236

99 DEC 29 PM 3: 32

22 December 1999

Edward F. Martins
Law Offices
22698 Mission Boulevard
Hayward, CA 94541

RE: UST Cleanup Fund Claim Application, Estate of J. Holland Sr.

Dear Mr. Martins:

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Page 4

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The financial responsibility exemption, in which "other" is marked, needs to be explained.

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Page 9

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Page 10

I recommend that Anne Marie review this Permit Waiver Request for accuracy, and make changes as necessary. A copy of the Certificate of Financial Responsibility that is on file with the Alameda County Health Care Services Agency must be attached. If this claim application is new, a claim number should not be shown on any pages until a claim number has been assigned by the UST Cleanup Fund.

General Comments

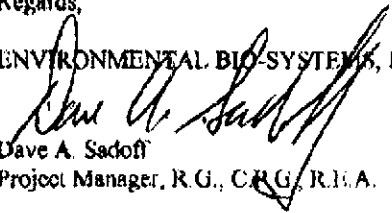
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We further recommend the omission of the letter dated 4 June 1998; the Work Plan for Preliminary Site Assessment, and the Preliminary Site Assessment report, all produced by Compliance and Closure. These documents are not required (nor desired) by the UST Cleanup Fund at this time.

You may reach me at (408) 979-8600 if you have any questions or comments.

Regards,

ENVIRONMENTAL BIO-SYSTEMS, INC.


Dave A. Sadoff
Project Manager, R.G., C.R.G., R.I.A.

/DAS

Enc. Site Environmental History

SITE ENVIRONMENTAL HISTORY
ESTATE OF J. HOLLAND SR.
16301 E. 14th STREET
SAN LEANDRO, CALIFORNIA

1990

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Ground water samples collected from the wells were found to contain up to 33,000 micrograms per liter ($\mu\text{g/L}$) TPHg, up to 12 $\mu\text{g/L}$ benzene, 83 $\mu\text{g/L}$ toluene, 22 $\mu\text{g/L}$ ethylbenzene, and 160 $\mu\text{g/L}$ xylenes (BTEX, respectively); up to 9,700 $\mu\text{g/L}$ TPHd; up to 41,000 $\mu\text{g/L}$ total recoverable petroleum hydrocarbons (TRPH); and up to 3.1 $\mu\text{g/L}$ 1,2-dichlorobenzene.

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EBS directed Site mitigation activities. The contents of 143 55-gallon steel drums and approximately 60 smaller containers were inventoried and removed from the site via vacuum truck. Approximately 4,636 total gallons of oily water were transported to Evergreen's Newark, California facility for recycling. Approximately 650 gallons of oily water contaminated with halogenated constituents were disposed at the

Solvent Service facility in San Jose, California. Two 55-gallon drums containing approximately 100 total gallons of oily water contaminated with PCBs were placed into 85-gallon overpack drums and were transported to Safety Kleen's Aragonite, Utah facility for incineration. One 55-gallon drum containing approximately 50 gallons of sodium hypochlorite was placed into an 85-gallon poly overpack drum and transported to Crosby and Overton's Long Beach, California facility for disposal. All evacuated 55-gallon drums were crushed, placed into a roll-off bin, and transported to Forward's Stockton, California facility for disposal. All of the smaller containers and miscellaneous debris encountered during the progression of the project were placed into a second roll-off bin staged on-site. The contents of this bin have been classified as a California hazardous waste due to lead content and the failure of aquatic bio-assay test. This bin remains on-site pending final disposition.

Approximately 2,690 gallons of liquid and sludge were removed from eight site underground storage tanks (USTs) via vacuum truck prior to UST removal. Approximately 5,200 gallons of liquid and sludge were removed from the site above ground storage tanks (ASTs) by vacuum truck prior to AST dismantling and removal. Twenty ASTs were demolished using an excavator-mounted shear. The demolished ASTs were loaded onto flatbed trucks and transported to ShriJzer Steel's Oakland, California facility for recycling.

Eight USTs were inerted, excavated, and transported on flatbed trucks to ICI's Richmond, California facility for recycling. Tanks T2 and T3 were observed to have large (up to 2" by 1") holes in their bottoms. Tank T1 was observed to be severely pitted. A sheen was noted on ground water in each of the 3 tank pits. Slight to moderate petroleum odor and a typical greenish discoloration was observed in soils excavated from around the USTs.

A total of nine soil samples were collected from beneath USTs T1, T2, T3, T4, T5 and T6 at the air-ground water interface (approximately 10 feet bgs). Analyses of these samples revealed the presence of up to 6,900 mg/kg TPHg; up to 21, 28, 69, and 130 mg/kg BTEX, respectively; up to 3,200 mg/kg TPHd; up to 9,600 mg/kg total petroleum hydrocarbons calculated as stoddard solvent (TPHss), and up to 11 mg/kg Pb.

One four-point composite soil sample was collected from soil overburden excavated above and around the stoddard solvent tank. This sample was not found to contain reportable concentrations of TPHss or BTEX. One four-point composite soil sample was collected from the kerosene tank overburden. This sample was found to contain 5,200 mg/kg total petroleum hydrocarbons calculated as kerosene (TPHk). This sample was not found to contain reportable concentrations of BTEX.

Accumulated pit water samples were collected from connected tank pits T1 and T2, from T3, T4, connected pits T5 and T6, and from connected pits T7 and T8. Analyses of these samples revealed the presence of up to 78,000 µg/L TPHg; up to 1,500, 8,400, 1,900, and 14,000 µg/L BTEX, respectively; up to 1,600,000 µg/L TPHd; and 490,000 µg/L TPHss. Neither MTBE nor Pb was found in any of the water samples above the laboratory reporting limits.

Soil overburden was placed back into the pits with the concurrence of the ACHCSA. No engineered compaction was performed during backfilling activities.

1 THOMAS J. ORLOFF
 District Attorney
 2 County of Alameda
 LAWRENCE C. BLAZER (Bar No. 95598)
 3 Senior Deputy District Attorney
 Consumer & Environmental Protection Division
 4 7677 Oakport Street, Suite 400
 Oakland, CA 94621
 5 (510) 569-9281
 6 Attorneys for The People of the State of California

7
 8
 9 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
 SOUTHERN DIVISION

10
 11 Estate of)
 12) No. H-16069-4
 13)
 JOHN M. HOLLAND,)
 14 Deceased) PEOPLE'S RESPONSE TO
 PETITION FOR AUTHORITY
 15) TO BORROW FUNDS; DECLARATIONS
 16)
 Date: November 8, 1995
 17) Time: 9:00 am
 Dept: 706

18
 19 The People of the State of California, appearing through the
 20 District Attorney of Alameda County, is an interested party in this
 21 action and responds to the Administrator's Petition for Authority to
 22 Borrow Funds as follows:

23 The estate property located at 16301 East 14th Street, Hayward,
 24 is a former oil company site which is contaminated with petroleum
 25 hydrocarbons and other chemicals. It has been contaminated throughout

1 the twelve years that have passed since the case was opened.¹ The
2 Estate is legally required to fully investigate the extent of the
3 contamination and then take remedial means to clean up the site to
4 approved regulatory levels (See the attached declaration of Scott
5 Seery). Because this has not been done, the Estate has violated and
6 is currently violating a variety of California laws², which has been
7 pointed out to the Administrator on several occasions over a period
8 of several years. Her response has been to either 1) do nothing, or
9 2) react lethargically to direct pressure³, in a manner which seems
10 almost a deliberate strategy to delay any distribution of estate
11 assets or resolution of the environmental issues.

12 Because the investigation will require cash to pay consultants
13

14 ¹ The environmental difficulty is specifically described in the attached Declaration of Scott
15 Seery. The site is contaminated by petroleum hydrocarbons and other chemicals of unknown extent. The
16 site is adjacent to a school and a Little League field. Because the extent of the contamination is
17 unknown, the potential dangers are unknown, a thoroughly ridiculous situation, given that the property
18 owner (the estate) has known about the problem for at least 10 years and has the resources to deal with
19 it.

20 ² The laws being violated include (1) Health and Safety Code sections 25299(a)(5) and
21 (b)(3) which prohibit an owner or operator of an underground storage tank from abandoning, closing,
22 or ceasing to operate the tank without complying with the requirements of Health and Safety Code §
23 25298, and (2) Health and Safety Code § 25299.76 which prohibits a violation of section 2724 of Title
24 of the California Code of Regulations, which requires investigation of soil and groundwater
25 contamination following an unauthorized release of petroleum products from an underground storage
26 tank, once requested by an authorized regulatory agency. The District Attorney's Office has thus far
27 chosen not to file a lawsuit, seeking injunctive relief and civil penalties (which would be astronomical)
28 against the Estate, seeking relief instead through this Court).

³ Although some work was done pursuant to the Court's order of April 1, 1998, this was
the result of a petition filed by the District Attorney's Office (in 1996). The administrator has done
nothing that is legally required other than what has been ordered by the Court.

1 and contractors, it can only be accomplished by the Court ordering one
2 of three things⁴:

- 3 1. Permission to secure a loan with Estate property as
4 security, or
- 5 2. Sale of at least one non-contaminated asset, or
- 6 3. Sale of the contaminated property.

7 The People do not specifically object to the loan option, but the
8 Court should be aware that selling one of the estate assets will be
9 a more permanent solution (at least some assets will have to
10 ultimately be sold to satisfy the Estate's debts, which are steadily
11 increasing). Also, the sale of the contaminated site is a highly
12 viable option, given that 1) it is in a redevelopment zone, and the
13 assistance of local agencies is available to facilitate the process
14 (See the attached Declaration of Eileen Dalton), and 2) real estate
15 developers have manifested an interest in purchasing and developing
16 the property (*Id.*)⁵

17 Unfortunately the administrator has shown, by persistent inaction
18

19 ⁴ If it is true that the Administrator has collected rents from estate property for over 10
20 years without any Court approved accounting, (*See* the Opposition of Beneficiaries to Petition for
21 Authority to Borrow Funds), perhaps all or a portion of those rents can be used to finance the
22 environmental investigation.

23 ⁵ In other words, if a limited amount of funds are now made available via a loan, given the
24 history of this case it is reasonable to assume that freeing up more money later to do whatever
25 remediation is required will require further contentious court hearings. It also seems appropriate for the
26 Court to consider ordering the liquidation of *all* of the assets of the estate, so that 1) creditors can be paid
27 off, 2) the environmental difficulties can be dealt with by an owner able and willing to cope with them,
28 and 3) there will be an end to whatever financial irregularities are associated with collecting rents for over
10 years without any accounting.

1 and representations made at meetings between the parties, a complete
2 unwillingness to sell any further portion of the Estate. (See the
3 Seery and Dalton Declarations) She has also manifested an
4 unwillingness to work with her former sister-in-law, Barbara Holland,
5 who jointly owns some of these parcels as well as adjacent
6 contaminated property (part of what was all once one parcel), to 1)
7 jointly investigate the contamination, 2) jointly apply for financial
8 relief from the State Underground Tank Fund, or 3) jointly sell the
9 properties, which are probably of more value as a whole. (See the
10 Seery and Dalton Declarations). This refusal to work with other
11 parties in a manner which would clearly benefit the estate betrays an
12 obstructionism which is, at best, grossly negligent.

13 Although allowing a loan to finance the environmental
14 investigation is a possible short term solution, the Court is
15 respectfully requested to consider a more comprehensive solution to
16 the problem. It is entirely appropriate, given the extraordinary
17 history of this case, to consider replacing the administrator with
18 another, more pro-active individual capable of dealing with the issues
19 presented by this Estate.⁶

20

21 ⁶ I have been informed by Virginia Crisp, the attorney for Guy and Jay Holland, that one
22 or the other is willing to step in as the administrator and actively manage the estate. Grounds for
23 removing the administrator clearly exist in this case, pursuant to Probate Code section 8502, because:

- 24 1) The personal representative has mismanaged the estate.
- 25 2) The personal representative is incapable of properly executing the duties of the
26 office or is otherwise not qualified for appointment as personal representative.
- 27 3) The personal representative has wrongfully neglected the estate, or has long
28 neglected to perform any act as personal representative.
- 2) Removal is otherwise necessary for protection of the estate or interested person.

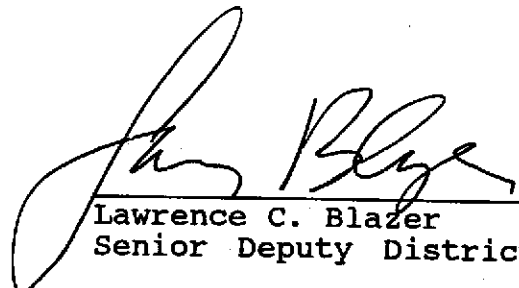
1 In any event it is absolutely vital that the Court place the
2 administrator on a "short leash", providing specific step by step
3 orders and requiring frequent and regular progress reports. Without
4 specific orders and mandatory progress reports there is absolutely no
5 reason to think that the contamination will be fully investigated and
6 remediated within a reasonable time (or the estate ever settled).
7

8 **CONCLUSION**

9 For each of the foregoing reasons, it is respectfully requested
10 that the Court order the sale of some or all of the estate assets, to,
11 *inter alia*, fund the environmental investigation and cleanup required
12 by law. To accomplish this goal, it is suggested that the Court
13 seriously consider removing the Administrator, for the reasons set
14 forth above and those offered by other parties to this action.

15 If the Court chooses to retain this Administrator, we vigorously
16 and wholeheartedly ask that the Court issue firm and specific orders,
17 with precise deadlines, and require frequent and regular progress
18 reports.
19

20 Respectfully submitted,

21
22
23
24 
25 Lawrence C. Blazer
26 Senior Deputy District Attorney
27
28

Law Offices of
Edward E. Martins

EDWARD E. MARTINS
MARK A. HOMEN
W. DAMIAN RICKERT

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

M80770 (b).2

July 7 1999

Virginia A. Crisp
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Lawrence T. Blazer
Deputy District Attorney
Consumer & Environmental Protection Division
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Scott O. Seery
Alameda County Health Care Services
Environmental Health Services
1131 Harbor Bay Parkway, Suite 250
Oakland CA 94502-6577

Re: Estate of John Holland
E/14th St Toxic

At the meeting of May 26 1999 it was agreed to render a monthly update to you on the following matters and I submit the information that was available to me as of the date above:

1. UPDATE RE APPLICATION FOR PRIVATE LOAN TO FUND THE TOXIC INVESTIGATION:

A petition to have a loan approved has been prepared in draft. The lender, who was apparently out of town, returned and last Friday gave me the necessary information to put the petition into final form, ie the interest rate, term, loan costs, etc. Estimated time to file: 7 days

2. APPLICATION TO THE STATE UNDERGROUND STORAGE TANK CLEAN UP FUND AND FOR PRE APPROVAL OF INVESTIGATIVE COSTS

This was Dave Sadoff's job and I made a call to him today to find out where we stand on this application. It appears,

eem-1\holland\toxicrpt.701

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ENVIRONMENTAL
PROTECTION

and I think rightfully so, that he have access of the copy of the application that was previously prepared and the one in which the Probate Judge ordered Anne Marie Tiers not to sign. I did find a copy of the Order which had the old application and supporting documents attached and I forwarded that information to him on Wed July 7th. I suppose the critical thing about having the old application, is to by pass the pit falls which caused the court to order the Administrator not to sign. Dave's Estimated time to file: 10 working days.

3. APPLICATION FOR PRE APPROVAL OF INVESTIGATIVE COSTS:

Dave indicated that he has made contact with the State Fund and determined that it would take 60 to 90 days to obtain a pre approval of investigative costs.
Estimated time to file the application: Before the end of this week ie July 10 1999

Hopefully I have answered the questions about which I was to report. If anyone has any further questions, please advise.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY:  EDWARD E. MARTINS

EEM:

cc: Ann Marie Tiers
cc: Dave Sadoff

COBLENTZ, PATCH, DUFFY & BASS, LLP

ATTORNEYS AT LAW

222 KEARNY STREET, 7TH FLOOR
SAN FRANCISCO, CALIFORNIA 94108-4510
TELEPHONE: (415) 391-4800
FACSIMILE: (415) 989-1663

JONATHAN R. BASS
JEFFREY A. BERNSTEIN
JAMES W. BLACK
WILLIAM H. COBLENTZ
VIRGINIA A. CRISP
KIMELA B. DUFFY
PAUL ESCOBOSA
PHILIP B. FELDMAN
ALAN G. GELMAN
LOUIS J. GIRAUDO
SUSAN K. JAMISON
ANN S. JOHNSTON
JEFFREY D. KNOWLES
MICHAEL D. KUPFERMITH
STEPHEN T. LANZTOT
MICHAEL L. MEYERS
BARBARA A. MILANDOVICH
JAMES P. MITCHELL
HARRY O'BRIEN

WILLIAM H. ORRICK, III
RICHARD K. RYAN
BARRY RYDER
CYNTHIA P. ROWLAND
JOSEPH C. SHERO
TAY C. VIA

NANLEY CHEW
KIRSTEN J. DAY
STEPHEN W. ENGLE
J. KEITH EVANS-ORVILLE
ADEN J. FINE
SCOTT C. KLINE
DANIELLE OCHS-TILLOTSON
SETH E. WERNIN
JAY P. MORAN *
TRAVIS R. PEARSON
HOWARD A. SLAVITT
CLIFFORD E. VIN

OF COUNSEL
WILLIAM T. HUTTON
SPECIAL COUNSEL
JEFFREY B. WAGO
DAVID H. MOYCE
JOSHUA R. STEINWALDER
TEVIS JACOBS (1908-1974)
WILLIAM F. MCCABE (1939-1993)
ALLEN E. BROUSSARD (1929-1998)
*ADMITTED IN GEORGIA ONLY

March 3, 1999

7601-003

VIA FACSIMILE - 510/351-1204

Edward E. Martins, Esq.
Edward E. Martins, Inc.
22698 Mission Boulevard
Hayward, CA 94541

RE: Estate of John M. Holland

Dear Ed:

In am writing regarding the proceeds of the sale of the Hayward residence. Please send me an accounting of the disbursements from that fund. As you know, the court's Stipulation and Order Directing Personal Representative to Commence Environmental Investigation specified that the disbursements from the fund should be limited to \$150,000, pending further order of the court. I would appreciate it if you would tell me what tasks have now been completed in furtherance of the environmental investigation and cleanup, and how much has been paid.

Thank you for your attention to this matter.

Very truly yours,


Virginia A. Crisp

VAC:ple

cc: John M. Holland, IV

ALAMEDA COUNTY DISTRICT ATTORNEY'S OFFICE CONSUMER & ENVIRONMENTAL PROTECTION DIVISION



FACSIMILE TRANSMITTAL

TO: 337-9335
(Fax Phone Number)

DATE: 3/30/99

NAME: SCOTT SEERY

AGENCY: ENVTL HEALTH

FROM: CAROL BLAZER

SPECIAL INSTRUCTIONS/COMMENTS:

NUMBER OF PAGES (INCLUDING COVER SHEET) 4

IF YOU DO NOT RECEIVE ALL PAGES OR HAVE ANY PROBLEMS WITH THIS FAX
PLEASE TELEPHONE (510) 569-9281
FAX (510) 569-0505

7677 OAKPORT STREET, SUITE 400
OAKLAND, CA 94621

7601-003
Cur

Law Offices of
Edward E. Martins

EDWARD E. MARTINS
MARK A. HOMEN
W. DAMIAN RICKERT

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

M80770 (a)

March 29, 1999

COBLENTZ, PATCH, DUFFY & BASS, LLP
Attorneys At Law
222 Kearny Street, 7th Floor
San Francisco, CA 94108-4510

Attention: Virginia A. Crisp, Esq.

Re: Estate of JACK HOLLAND

Dear Ms. Crisp:

Responding to your recent letter of March 3, 1999 I submit the following:

Disbursement has been made as follows:

<u>DATE</u>	<u>WHO</u>	<u>AMOUNT</u>
2/5/98	Check #1671 TO: E. MARTINS	\$ 11,094.00
4/21/98	Check #1720 TO: E. MARTINS	\$ 2,500.00
7/31/98	Inv #458, Check #1791 TO: ENVIRONMENTAL BIO SYSTEMS	\$ 50,840.00
8/31/98	Inv #497, Check #1814 TO:	\$ 2,887.00
9/25/98	Inv #535, Check #1870 TO: ENVIRONMENTAL BIO SYSTEMS	\$ 63,500.00
9/29/98	Check #1872 TO: TOTAL TIRE RECYCLING	\$ 1,000.00
10/30/98	Inv #568, Check #1914 TO: THOMPSON & THOMPSON FENCE	\$ 972.00

Virginia A. Crisp, Esq.
March 29, 1999
page 2

2/11/99		\$ 46,456.43
	TO: ENVIRONMENTAL BIO SYSTEMS	
3/26/99	Check #2058	<u>\$ 6,848.17</u>
	TO: ENVIRONMENTAL BIO SYSTEMS	
	TOTAL:	<u>\$186,097.60</u>

Incidentally, my letter to you of July 8, 1998, a copy of which is attached, is in error, the \$13,594.00 being added rather than subtracted. Thus a balance of funds should have existed in the sum of \$201,333.26.

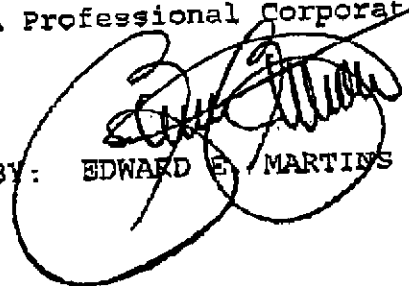
In addition, having prepared this report for you it appears that we have disbursed amounts in excess of the Court Orders. Authorized disbursements are (1) Toxic matters - \$150,000.00 (2) Attorney fees - \$13,594.00 for a total of \$163,594.00. Thus we have overdrawn \$22,503.60. I have advised my client that we must (1) Petition the court to authorize her to borrow funds to reimburse the Sixth Street funds or (2) To stipulate with the various parties that this additional sum is authorized.

I intend to have a meeting with Bio Systems and with Ann Marie Tiers to determine what additional expenditures will be required, if any, other than those that may be reimbursable from the Clean Up Fund. Once I have a handle of where we are in terms of future expenditures I will suggest that we have a global meeting involving all interested parties.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

BY: EDWARD E. MARTINS



EEM:va

Enclosure: copy of 7/8/98 letter

MAR 30 '99 12:23 FR COBLEN #2

413 303 1000

Edward E. Martins
Mark A. Harner

TELEPHONE (510) 947-3477
(510) 351-1201
FAX (510) 351-1204

Law Office of
Edward E. Martins
A Professional Corporation

22508 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541

COPY

IN REPLY REFER TO NO.

July 8, 1998

Coblentz, Patch, Duffy & Bass, LLP
Attorneys at Law
222 Kearny Street, 7th Floor
San Francisco, CA 94108-4510

ATTN: Virginia A. Crisp

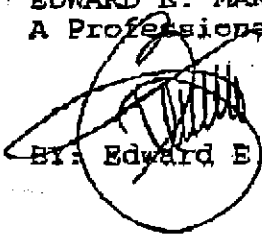
RE: ESTATE OF JACK HOLLAND

Dear Ms. Crisp:

(1) Total Funds of 6th St. from Sale	\$215,860.13
(2) Funds on Hand:	
CD Bank of America	\$157,596.38
Savings CAL FED	48,733.62
Catherine Burton's Check	7,000.00
Edward E. Martins, Inc. Clients Trust Account	<u>1,597.26</u>
Total	\$214,927.26
(3) Disbursed by Court order 2/24/98-Atty Fees	<u>13,594.00</u>
	<u>\$228,521.26</u>

Very truly yours,

EDWARD E. MARTINS
A Professional Corporation

BY:  Edward E. Martins

EEM/prg

cc: Ann Marie Tiers

1 Thomas J. Orloff
2 District Attorney
3 County of Alameda
4 LAWRENCE C. BLAZER (Bar No. 95598)
5 Senior Deputy District Attorney
6 Consumer & Environmental Protection Division
7 7677 Oakport Street, Suite 400
8 Oakland, CA 94621
9 (415) 569-9281

10
11 Attorneys for
12 The People of the State of California

13 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
14 SOUTHERN DIVISION

15 Estate of	)	No. H-16069-4
)	
16 JOHN M. HOLLAND,)	
)	
17 Deceased	)	DECLARATION OF
	)	SCOTT SEERY

18 I, Scott Seery declare as follows:

19 I am a Hazardous Materials Specialist with the Alameda County
20 Environmental Health Department, Environmental Protection Division.
21 I have been with the county for over ten and one half years. In
22 October of 1996 I executed a declaration regarding the contaminated
23 property located at 16301 East 14th Street in San Leandro. That
24 declaration, which is attached and incorporated herein, explained the
25 procedure whereby the owner of the property (the probate estate) was
26 legally required to: 1) remove the underground and aboveground fuel
27 storage tanks, 2) investigate the extent of the contamination and 3)
28 carry out appropriate remedial measures.

1 Although the tanks have been removed, the continued investigation
2 into the extent of the contamination has not even begun. As
3 explained in my original declaration, the estate is therefore
4 currently violating a variety of California laws.

5 The glacial pace at which this case has proceeded is truly
6 extraordinary and unconscionable. I have never seen another quite
7 like it. The presence of contamination at the site was known by the
8 administrator, Ann Marie Holland, in 1989, and now, after a full
9 decade, we still do not know the extent of the contamination. This
10 means that we still do not know the extent of the potential dangers
11 associated with that contamination (see my earlier Declaration) at a
12 site adjacent to a school and a Little League field.

13 I specifically have been frustrated in dealing with the
14 administrator for the past several years. Several meetings have been
15 held, at which detailed and specific guidelines have been given and,
16 without direct pressure (e.g., this Court's order of April 1, 1998),
17 promises are made but nothing or little is done.

18 Although this has gone on for many years, a recent example will
19 illuminate my frustrations. The last work done at the site took place
20 over one year ago. The administrator was instructed, yet again, to
21 provide a work plan for a soil and water investigation in March of
22 this year. The deadline (the last of many) came and went without even
23 a response from the administrator or her attorney, Mr. Martins. In
24 an effort to break the impasse caused by this passive resistance, I
25 asked Deputy District Attorney Larry Blazer to chair a meeting
26 concerning these issues. This occurred on May 26, 1999, attended by

1 several of the parties in the case. Again I explained the legal
2 requirements to Ms. Holland and Mr. Martins. They indicated they were
3 not interested in selling any of the properties owned by the estate
4 to raise money, but Mr. Martins promised that he would 1) file the
5 petition for permission to borrow money within approximately 10 days
6 (which was not done), and 2) provide me with monthly updates on the
7 first of each month, regarding his progress on these requirements.
8 I was provided with one such update (which was late) and no more, in
9 spite of a phone call to Mr. Martins in August and a written request
10 in September that he comply with this simple promise.

11 This is just one example of the pattern of lethargy and
12 inactivity in this case that has persisted over a period of years
13 since its inception. I respectfully request that the Court not allow
14 the matter to continue in this way.

15 To comply with California law, the soil and water investigation
16 must be done in a timely fashion, and corrective action commenced.
17 One way to solve the problem would be to appoint another administrator
18 with instructions to liquidate the assets of the estate. I am
19 informed and believe that the contaminated property has value, and if
20 it were sold, then we would have a solvent owner able and willing to
21 do the necessary work. Based on the history of this case, I sincerely
22 doubt whether this administrator has the ability or willingness to do
23 what is necessary without direct and constant court supervision.
24 Because of that, if the Court is inclined to allow the administrator
25 to remain in control of the estate, I request that she be given
26 specific orders, with deadlines, and required to provide the court

27
28

1 with regular progress reports.

2


3 I declare the foregoing to be true, to the best of my knowledge,
4 under penalty of perjury.

5 Executed this 19th day of October, 1999, at Oakland, California.

6

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Scott Seery

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1 Thomas J. Orloff
2 District Attorney
3 County of Alameda
4 LAWRENCE C. BLAZER (Bar No. 95598)
5 Deputy District Attorney
6 Consumer & Environmental Protection Division
7 7677 Oakport Street, Suite 400
8 Oakland, CA 94621
9 (415) 569-9281

**ENDORSED
FILED
ALAMEDA COUNTY**

OCT 01 1996

**RONALD G. OVERHOLT, Exec. Off./Clerk
By Gerardo E. Guerrero**

6 Attorneys for Petitioner,
7 The People of the State of California

8 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
9 SOUTHERN DIVISION

10
11 Estate of)
12)
13 JOHN M. HOLLAND,)
14)
15 Deceased)
16)

No. H-16069-4

**DECLARATION OF
SCOTT SEERY IN SUPPORT
OF PETITION FOR ORDER
TO SELL PROPERTY**

17 I, Scott Seery declare as follows:

18 I am a Senior Hazardous Materials Specialist with the Alameda
19 County Environmental Health Department, Environmental Protection
20 Division. My job responsibilities have included conducting
21 inspections of underground storage tanks and hazardous materials
22 facilities and hazardous waste generators to ensure compliance with
23 applicable California laws and regulations. At present I oversee the
24 assessment and cleanup of underground storage tank leaks.

25 I have been with Alameda County for over seven and one half
26 years. Previously, I was an Environmental Geologist with PRC
27 Environmental Management, Inc., a private environmental consulting

1 firm, a Research Analyst with Bendix Environmental Research, Inc.,
2 another private consulting firm, specialists in authoring
3 Environmental Impact Reports (EIR) and providing expert testimony in
4 cases involving toxicological and epidemiological studies. I have
5 B.S. in Geology from California State University, Hayward, and have
6 completed one year of post graduate study in the field of
7 environmental geology at this same institution. Further, I have well
8 over 500 hours of specialized training, including State, Department
9 of Health Services, Office of Emergency Services and USEPA certified
10 training in, among others, such areas as hazard appraisal and
11 recognition planning, OSHA health and safety training for hazardous
12 waste workers, hazardous materials incident response operations, and
13 underground storage tank monitoring, closure/removal, and cleanup.
14 I have conducted training in inspection of underground storage tanks,
15 including a course sponsored by the University of California,
16 Riverside Extension program for regulators around the state of
17 California.

18 The Environmental Protection Division is the local implementing
19 agency charged with enforcing the California Underground Storage of
20 Hazardous Substances Act (Health and Safety Code Section 25280
21 et. seq.) in those portions of Alameda County where cities do not
22 administer the law.

23 The purpose of the law is to monitor and control the release
24 of contamination into soil and groundwater through leaks in
25 underground storage tank (UST) systems. (See Health and Safety Code
26 Section 25280) I have been actively involved in conducting tank
27 inspections and the permitting process for most of the last eight and
28

1 one half years. The Division is also the administering agency charged
2 with enforcing the Hazardous Materials Release Response Plans and
3 Inventory Act. (Health and Safety Code Sections 25500 et. seq.) This
4 law requires handlers of hazardous materials, in excess of threshold
5 quantities (i.e. 55 gallons), to submit inventories of those materials
6 along with emergency contingency plans, (Hazardous Materials Business
7 Plans - HMBPs) to the local emergency response agencies, to be used
8 by them to minimize dangers in the event of any emergencies involving
9 the materials.

10 Underground storage tanks which contain petroleum products such
11 as diesel fuel require a permit from our agency to operate. One of
12 the legally required conditions of the permit is that the tanks be
13 monitored in an approved fashion to detect leaks. My review of our
14 files indicates that there at least 8 underground tanks located at
15 16301 East 14th Street in San Leandro which have never been properly
16 monitored pursuant to the requirements of Title 23 of the California
17 Code of Regulations.

18 It is my understanding that the tanks are no longer in use. When
19 tanks are taken out of use, it is legally required that they be
20 properly "closed" by way of a closure plan submitted to and approved
21 by our agency. A review of the record indicates that no such closure
22 plan has ever been approved (or even submitted) for the tanks which
23 exist at 16301 East 14th Street.

24 One of the purposes of a closure plan is to determine if a leak
25 has occurred so that it can be dealt with. If such a leak is
26 detected, either as part of a closure process, by conventional
27 monitoring, or other means (such as a preliminary environmental

1 investigation), it becomes the obligation of the owner or operator to
2 conduct an investigation to determine the extent of the contamination
3 and the degree of cleanup required. The records in this case indicate
4 our knowledge (and that of the estate representative) of an extensive
5 release associated with one or more of the tanks as early as 1989.
6 In spite of repeated requests for a comprehensive investigation (which
7 is legally required) to assess the damage caused by the release, this
8 has not been done to the extent necessary.

9 A very brief summary of what has occurred includes the following.
10 In April of 1989, an inspection of the facility led to visual
11 observation by a Hazardous Materials Specialist of extensive soil
12 contamination. Lab analyses confirmed that severe contamination was
13 present. This was pointed out to Ann Marie Holland, the executor (and
14 at the time of the inspection, President of the subject company), and
15 after at least two notices of violation were issued to her, a
16 preliminary investigation by a consultant again confirmed that
17 substantial contamination existed at the site, with the consultant
18 recommending further work (soil borings and the installation of
19 groundwater monitoring wells) to determine the full extent of the
20 problem. The County agreed with these recommendations and directed
21 that the work be done in December of 1990.

22 It was not until April 1996, however, that the first monitoring
23 wells were finally installed, the sampling of which confirmed the
24 presence of substantial ground water pollution beneath the site. It
25 should be noted that the installation of these initial wells was
26 funded by Ms. Holland's former sister-in-law, Barbara Holland, who has
27 some ownership interest in a contiguous lot. In other words, for the
28

1 past several years, Ann Marie Holland has done nothing to carry out
2 the further investigative work that must be done, and she has direct
3 control over the property with most of the tanks (at least 7 of the
4 8 tanks).

5 Several of the tanks apparently contained diesel fuel. The
6 contaminants already discovered include benzene, a known human
7 carcinogen. Other contaminants which may exist at the site (which
8 we won't know until the investigation is done), include chlorinated
9 solvents (another carcinogen), gasoline, which contains a variety of
10 more toxic contaminants than diesel, and petroleum solvents.

11 Here we have a site known to be contaminated with chemicals, the
12 exposure to which is harmful to humans. Until the property owner (the
13 estate) complies with the law, we will not know how quickly the plume
14 of contamination is spreading, or in which direction it is migrating.
15 What makes this situation especially worrisome is that immediately
16 adjacent to the property is an elementary school (Edendale) and a
17 Little League field. A photograph of the facility (showing the
18 proximity of the school) is attached hereto as an exhibit. While at
19 the site I have personally observed children using the premises as a
20 shortcut to and from the baseball field.

21 Exposure to the contaminants already known to exist at this site
22 can occur dermally or by inhalation. At this point we simply do not
23 know how bad the problem is or what the risks are to the nearby
24 population of children.

25 Between 1991 and the present I and others have met with Ann Marie
26 Holland several times (approximately 8 times) and directed
27 correspondence to her an equal number of times or more concerning the

1 legal necessity of doing the investigation. The Regional Water
2 Quality Control Board has also demanded action of Ms. Holland on two
3 occasions (November 1993 and April 1994). These efforts have not
4 been successful.

5 So, in spite of obvious evidence of gross pollution at this
6 facility (both above and below ground), and constant urging and
7 cajoling by environmental regulators, over the past several years this
8 facility has not complied with even the most rudimentary underground
9 tank requirements. This facility has not been in compliance this
10 entire period of time (and presumably for a substantial number of
11 years before the initial 1989 inspection), and that is why I have
12 solicited the assistance of the District Attorney's Office to deal
13 with this matter.

14 To achieve compliance with California laws regarding USTS, this
15 is what must be done:

16 According to Article 7, Sections 2670 et seq. of Title 23,
17 California Code of Regulations ("CCR"), tanks which are leaking and
18 cannot or will not be repaired, or those which are abandoned or
19 otherwise no longer in use, are to be permanently closed. Permanent
20 tank closure involves the removal of remaining liquids, and, among
21 other steps, either 1) removal of the tank, or 2) in-place
22 decommissioning by filling the tank with an inert solid. Either
23 method of tank closure requires the submittal of an application for
24 tank closure to our agency and, in this case, the Alameda County Fire
25 Department, for approval. Tank closure permits are issued by the Fire
26 Department.

27 Article 11 of Title 23 CCR requires a soil and water

28

1 investigation ("SWI") to be performed to determine the extent of soil
2 and ground water pollution as a result of the release from the leaking
3 tanks. A SWI work plan must be submitted to our agency which
4 describes the proposed scope of the required SWI. The SWI will
5 include, among other tasks, the construction of monitoring wells and
6 drilling of soil borings and collection and analysis of both soil and
7 water samples. Once the extent of the pollution has been determined
8 by completing the SWI, a corrective action plan (CAP) must be
9 developed outlining the degree of corrective action required.

10 In addition, Article 5, Section 2655, Title 23 CCR, requires
11 free-phase (floating) product to be removed from the ground water to
12 the extent practical should it be encountered. The regulation
13 provides that our agency determine the appropriate method. This
14 material must be properly treated, discharged or disposed of in
15 compliance with applicable local, state, and federal regulations.

16 The regulations further require that technical reports describing
17 project status are to be submitted to our agency every 3 months until
18 the assessment and cleanup project has been completed.

19 In addition, there are a number of above ground tanks at the site
20 (at least 18) which were formerly used for the storage of chemicals
21 but are not in use today. The Uniform Fire Code (adopted by Alameda
22 County) applies to this facility; it requires that such tanks be
23 removed in a manner approved by the local Fire Marshal.

24 A checklist of what must be done is as follows:

- 25 a) Hire an environmental consultant and/or
26 contractor, acceptable to the Alameda County
27 Department of Environmental Health, Environmental
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Protection Division ("the Division"), to do the following:

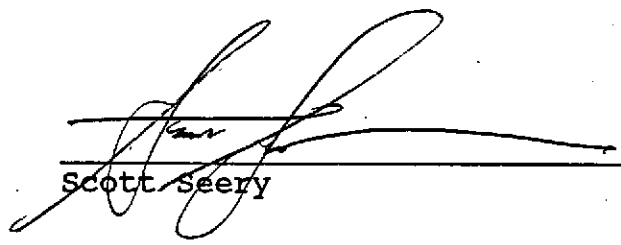
- b) Apply for a permit, to the Division, for the removal of all underground storage tanks at the locations of 16301 East 14th Street, San Leandro, California (commonly known as Jack Holland Sr. Oil Company).
- c) Once the permit is granted by the Alameda County Fire Department, remove all said underground storage tanks.
- d) Dispose of or treat any contaminated soil excavated as part of any tank removal in a manner approved by the Division.
- e) Submit a workplan, acceptable to the Division, to define the extent of the contamination at said location; the workplan is to address above and below ground releases of petroleum or other products or waste.
- f) Once the plan is approved, implement the plan to the satisfaction of the Division.
- g) Once the workplan is implemented, submit a report detailing the work done, with results and recommendations for corrective action.
- h) Once the recommendations are received, implement the plan of corrective action, with regular reports to the Division.

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i) Proceed with the decommissioning of the above ground tanks at the site, in a manner approved by the Alameda County Fire Marshal.

I declare the foregoing to be true, to the best of my knowledge, under penalty of perjury.

Executed at Oakland, California on September 30, 1996.



Scott Seery

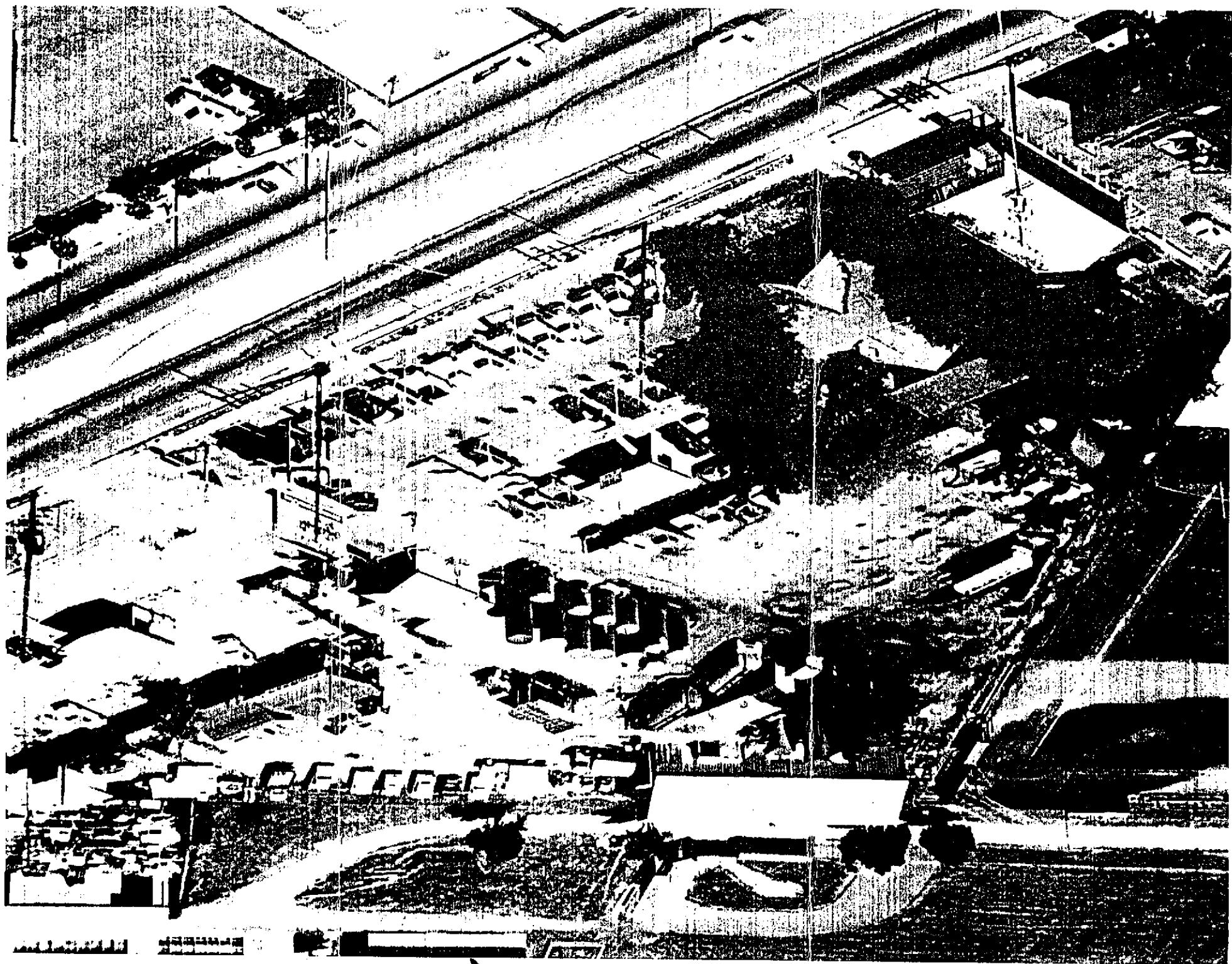


PHOTO COURTESY OF THE

PHOTO COURTESY OF THE

1 Thomas J. Orloff
2 District Attorney
3 County of Alameda
4 LAWRENCE C. BLAZER (Bar No. 95598)
5 Senior Deputy District Attorney
6 Consumer & Environmental Protection Division
7 7677 Oakport Street, Suite 400
8 Oakland, CA 94621
9 (415) 569-9281

6 Attorneys for
7 The People of the State of California

8 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
9 SOUTHERN DIVISION

10
11 Estate of)
12) No. H-16069-4
13 JOHN M. HOLLAND,)
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Deceased)
**DECLARATION OF
EILEEN DALTON**

16 I, Eileen Dalton, declare as follows:
17 I am the Redevelopment Manager of the Redevelopment Division of
18 the Alameda County Community Development Agency. The Division's
19 purpose is to aid in revitalization of commercial and residential
20 property in appropriate areas of Alameda County. In blighted or
21 rundown neighborhoods we can arrange the financing of various
22 upgrades, including sidewalks, street lights, planting street medians,
23 etc. We can also offer assistance to small business and home owners
24 who wish to upgrade their property.

25 The East 14th Street/Mission Blvd corridor between 150th Avenue
26 and Rufus Court is a Redevelopment Project Area adopted by the Alameda
27 County Board of Supervisors and the San Leandro City Council (a joint

1 project). Redevelopment of this area is warranted because: 1) there
2 is significant unattractive blight, 2) it is an economically
3 disadvantaged area, 3) it has a high crime rate, and 4) it has a high
4 commercial vacancy rate. Our plans for the corridor include
5 continuing with our graffiti abatement, providing low interest loans
6 to businesses, recruiting new commercial and residential development,
7 and committing millions of dollars to streetscape improvements.

8 The parcels of 16285 East 14th Street through 16335 East 14th
9 Street (sometimes known as the "Holland Oil" property) are within the
10 Redevelopment Project Area and present a classic case where
11 redevelopment of the property would benefit the entire neighborhood.
12 Although the property is an ugly eyesore, it has a lot of commercial
13 street frontage, indicating that it would support commercial or
14 residential development (It is adjacent to a school.)

15 To the extent that the property is being used for anything (much
16 of it isn't), the site is currently used for unattractive land uses
17 (e.g., used car lots and auto repair). In addition to the rundown
18 shacks used by these marginal businesses, there is an abandoned and
19 boarded up house that is falling apart. This building, known to be
20 used by prostitutes and drug users, has been the subject of numerous
21 complaints to the County Zoning Department (and us) by neighbors and
22 local businesses. This is understandable because this ramshackle
23 building, often surrounded by trash, weeds and other debris,
24 contributes substantially to the blight in the neighborhood. (The
25 Zoning Department has, on at least on one occasion, issued a Notice
26 to Abate regarding the property).

27 This property, in addition to being within our Redevelopment
28

1 Project Area, is a classic "brownfield", which describes contaminated
2 property which may nonetheless be converted to a beneficial economic
3 use without necessarily cleaning it up to a pristine condition. We
4 are involved in such issues because we have applied for and received
5 a U.S. Environmental Protection Agency Redevelopment Pilot Assessment
6 Grant. This allows us to assist property owners in developing such
7 sites.

8 We are also able to enhance the marketability of such a site by
9 increasing its attractiveness to potential purchasers pursuant to the
10 provisions of the Health and Safety Code known as the "Polanco Act".
11 This law, only available to Redevelopment Projects, insulates
12 purchasers from future liability related to existing contamination if
13 the property is being redeveloped under our auspices.

14 Unfortunately, in spite of various contacts with this property
15 owner, (the administrator of the probate estate, Ann Marie Holland,
16 and her attorney, Ed Martins) they have shown no inclination to avail
17 themselves of our assistance.

18 On June 23, 1998, I attended a meeting at the District Attorney's
19 office that included Ms. Holland and Mr. Martins. I explained to them
20 that: 1) the site was appropriate and ripe for redevelopment, 2) we
21 could participate in the process, 3) we could probably get
22 "brownfield" money to help, and 4) we could help find potential
23 developers to possibly purchase the property, who would then clean it
24 up to required levels.

25 After this meeting I heard nothing more from Ms. Holland or Mr
26 Martins. (I did, however, communicate extensively with Barbara
27 Holland and her environmental consultant; she jointly owns some of
28

1 this property as well as adjacent land,). Moreover, I referred
2 several interested developers to Mr. Martins. They have found him to
3 be not at all responsive, either by not returning phone calls or not
4 responding to letters .

5 I attended another large meeting held at the District Attorney's
6 Office on May 26, 1999. There were complaints at the time regarding
7 the slow pace at which anything was being accomplished regarding the
8 site. Again I offered assistance in facilitating development of the
9 property in a way which would benefit the neighborhood and community.
10 Ann Marie Holland told me at the meeting she does not want to sell the
11 property and when asked what were his plans regarding the property,
12 Mr. Martin's told us "We don't know what we want to do." Barbara
13 Holland, on the other hand, indicated a desire to sell her adjacent
14 and jointly owned parcels. Once again, since that meeting, the
15 administrator has not communicated with us regarding any assistance
16 we might offer the estate.

17 In addition to the disinterest of the property "owner", another
18 factor that is an obstacle to the beneficial redevelopment of this
19 contaminated eyesore is the tangled ownership structure. It is my
20 understanding that Ann Marie has not been amenable to any effort at
21 jointly investigating the contamination (Barbara has done some work
22 on her own), or somehow jointly disposing of the parcels. This is
23 unfortunate, because the property will certainly have more value to
24 develop as a whole rather than if sold or developed piecemeal. (In
25 other words, the lack of cooperation probably diminishes the value of
26 the property to the estate.)

27 This apparent lack of interest in moving forward with any
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1 realistic effort to deal with a situation that has persisted for over
2 a decade (with a collateral disinterest in dealing with it in a
3 cooperative manner), leads me to conclude that this site will not be
4 adequately dealt with as long as this administrator is in control of
5 the probate estate.

6 I declare the foregoing to be true, to the best of my knowledge,
7 under penalty of perjury.

8 Executed at Oakland, California, on October 21, 1999.

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Eileen Dalton

1 **AFFIDAVIT OF SERVICE BY MAIL**

2
3 The undersigned deposes and says:

4 That I am a citizen of the United States and a resident of the County of Alameda; that I am
5 over the age of eighteen years and not a party to the within actions; that my business address is the
6 Office of the District Attorney, 7677 Oakport Street, Suite 400, Oakland, California, 94621;

7 That I served a true copy of the attached **PEOPLE'S RESPONSE TO PETITION FOR**
8 **AUTHORITY TO BORROW FUNDS; DECLARATIONS OF SCOTT SEERY;**
9 **DECLARATION OF EILEEN DALTON RE: JOHN M. HOLLAND** by placing said copy in
10 an envelope addressed to:

11 Edward E. Martins, Esq.
12 Edward E. Martins, Inc.
13 22698 Mission Boulevard
14 Hayward, CA 94541

William J. Douglas
Nissen & Douglas, Attorneys at Law
2356 Gold Meadow Way, Suite 250
Gold River, CA 95670

15 Hal P. Reiland
16 Reiland & Reiland
17 4313 First Street, Suite 205
18 P.O. Box 5490
19 Pleasanton, CA 94566

Virginia A. Crisp
Coblentz, Patch, Duffy & Bass, LLP
222 Kearny Street, 7th Floor
San Francisco, CA 94108

20 which envelope was then and there sealed and postage fully prepaid thereon and thereafter was on
21 October 21, 1999 deposited in the United States mail at Oakland, California.

22 I declare under penalty of perjury that the foregoing is true and correct.

23 DATED this 21st day of October, 1999 at Oakland, California

24 *Beth Fracisco*
25

Beth Fracisco
26
27
28

1 Thomas J. Orloff
 District Attorney
 2 County of Alameda
 LAWRENCE C. BLAZER (Bar No. 95598)
 3 Senior Deputy District Attorney
 Consumer & Environmental Protection Division
 4 7677 Oakport Street, Suite 400
 Oakland, CA 94621
 5 (415) 569-9281

6 Attorneys for
 7 The People of the State of California

8 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
 9 SOUTHERN DIVISION

11 Estate of)	
	)	No. H-16069-4
)	
12 JOHN M. HOLLAND,)	
)	
13)	
	)	DECLARATION OF
14 Deceased	)	SCOTT SEERY

15
 16 I, Scott Seery declare as follows:

17 I am a Hazardous Materials Specialist with the Alameda County
 18 Environmental Health Department, Environmental Protection Division.
 19 I have been with the county for over ten and one half years. In
 20 October of 1996 I executed a declaration regarding the contaminated
 21 property located at 16301 East 14th Street in San Leandro. That
 22 declaration, which is attached and incorporated herein, explained the
 23 procedure whereby the owner of the property (the probate estate) was
 24 legally required to: 1) remove the underground and aboveground fuel
 25 storage tanks, 2) investigate the extent of the contamination and 3)
 26 carry out appropriate remedial measures.
 27

1 Although the tanks have been removed, the continued investigation
2 into the extent of the contamination has not even begun. As
3 explained in my original declaration, the estate is therefore
4 currently violating a variety of California laws.

5 The glacial pace at which this case has proceeded is truly
6 extraordinary and unconscionable. I have never seen another quite
7 like it. The presence of contamination at the site was known by the
8 administrator, Ann Marie Holland, in 1989, and now, after a full
9 decade, we still do not know the extent of the contamination. This
10 means that we still do not know the extent of the potential dangers
11 associated with that contamination (see my earlier Declaration) at a
12 site adjacent to a school and a Little League field.

13 I specifically have been frustrated in dealing with the
14 administrator for the past several years. Several meetings have been
15 held, at which detailed and specific guidelines have been given and,
16 without direct pressure (e.g., this Court's order of April 1, 1998),
17 promises are made but nothing or little is done.

18 Although this has gone on for many years, a recent example will
19 illuminate my frustrations. The last work done at the site took place
20 over one year ago. The administrator was instructed, yet again, to
21 provide a work plan for a soil and water investigation in March of
22 this year. The deadline (the last of many) came and went without even
23 a response from the administrator or her attorney, Mr. Martins. In
24 an effort to break the impasse caused by this passive resistance, I
25 asked Deputy District Attorney Larry Blazer to chair a meeting
26 concerning these issues. This occurred on May 26, 1999, attended by
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1 several of the parties in the case. Again I explained the legal
2 requirements to Ms. Holland and Mr. Martins. They indicated they were
3 not interested in selling any of the properties owned by the estate
4 to raise money, but Mr. Martins promised that he would 1) file the
5 petition for permission to borrow money within approximately 10 days
6 (which was not done), and 2) provide me with monthly updates on the
7 first of each month, regarding his progress on these requirements.
8 I was provided with one such update (which was late) and no more, in
9 spite of a phone call to Mr. Martins in August and a written request
10 in September that he comply with this simple promise.

11 This is just one example of the pattern of lethargy and
12 inactivity in this case that has persisted over a period of years
13 since its inception. I respectfully request that the Court not allow
14 the matter to continue in this way.

15 To comply with California law, the soil and water investigation
16 must be done in a timely fashion, and corrective action commenced.
17 One way to solve the problem would be to appoint another administrator
18 with instructions to liquidate the assets of the estate. I am
19 informed and believe that the contaminated property has value, and if
20 it were sold, then we would have a solvent owner able and willing to
21 do the necessary work. Based on the history of this case, I sincerely
22 doubt whether this administrator has the ability or willingness to do
23 what is necessary without direct and constant court supervision.
24 Because of that, if the Court is inclined to allow the administrator
25 to remain in control of the estate, I request that she be given
26 specific orders, with deadlines, and required to provide the court

1 with regular progress reports.

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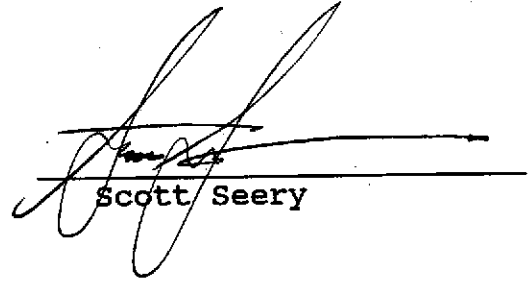
3 I declare the foregoing to be true, to the best of my knowledge,
4 under penalty of perjury.

5 Executed this 19th day of October, 1999, at Oakland, California.

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Scott Seery

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1 Thomas J. Orloff
2 District Attorney
3 County of Alameda
4 LAWRENCE C. BLAZER (Bar No. 95598)
5 Deputy District Attorney
6 Consumer & Environmental Protection Division
7 7677 Oakport Street, Suite 400
8 Oakland, CA 94621
9 (415) 569-9281

**ENDORSED
FILED
ALAMEDA COUNTY**

APR -1 1998*

RONALD G. OVERHOLI, Exec. Off./Clerk
By Mattie Rogers

6 Attorneys for Petitioner,
7 The People of the State of California

8 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
9 SOUTHERN DIVISION

10 Estate of)

11)
12) **JOHN M. HOLLAND,**
13)

14) Deceased
15)
16)

No. H-16069-4

**STIPULATION AND
ORDER DIRECTING PERSONAL
REPRESENTATIVE TO COMMENCE
ENVIRONMENTAL INVESTIGATION**

17 The PEOPLE OF THE STATE OF CALIFORNIA, acting through Thomas J.
18 Orloff, the District Attorney of Alameda County, have petitioned the
19 Court for an order directing the personal representative to commence
20 an environmental investigation and cleanup of contaminated property
21 belonging to the estate. Petitioner, appearing by counsel, Deputy
22 District Attorney Lawrence C. Blazer, and ANN MARIE HOLLAND TIERS
23 appearing with counsel, Edward E. Martins, and JOHN M. HOLLAND IV and
24 GUY R. HOLLAND appearing with counsel, Virginia A. Crisp, stipulate
25 as follows:

26 Unless the personal representative complies with the requirements
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APR 1 1998
ALAMEDA COUNTY

1 of California law regarding the investigation of the extent of the
2 environmental contamination at 16301 East 14th Street, San Leandro,
3 California, and any necessary cleanup of the property, the estate may
4 suffer great or irreparable injury because: its exposure to liability
5 for civil penalties may rapidly increase, and its exposure to
6 liability for damages from private parties, both individuals exposed
7 to toxic contaminants and adjacent property owners whose property may
8 be impacted by migrating pollution, may increase. Moreover, the
9 estate will not be able to sell the contaminated property without a
10 potential buyer knowing the extent to which it is contaminated.

11 Therefore, the Court may order that the personal representative,
12 Ann Marie Holland Tiers, shall:

13 1. Use the proceeds from the sale of the property at
14 22521 6th Street, Hayward, California, which are
15 currently in a bank account, in a manner limited to
16 the specific purposes stated herein, unless prior
17 court approval is given.

18 2. The disbursements from the account shall be used
19 within a reasonable time to:

20 a) Hire an environmental consultant and/or
21 contractor, acceptable to the Alameda County
22 Department of Environmental Health, Environmental
23 Protection Division ("the Division"), to do the
24 following:

25 b) Apply for a permit, to the Division, for the
26 removal of all underground storage tanks at the
27 locations of 16301 East 14th Street, San Leandro,
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California (commonly known as Jack Holland Sr. Oil Company).

c) Once the permit is granted by the Alameda County Fire Department, remove all said underground storage tanks.

d) Dispose of or treat any contaminated soil excavated as part of any tank removal in a manner approved by the Division.

e) Submit a workplan, acceptable to the Division, to define the extent of the contamination at said location; the workplan is to include above and below ground releases of petroleum products or waste.

f) Once the plan is approved, implement the plan to the satisfaction of the Division.

g) Once the workplan is implemented, submit a report detailing the work done, with results and recommendations for corrective action.

h) Once the recommendations are received, implement the plan of corrective action, with regular reports to the Division.

i) Proceed with the decommissioning of the above ground tanks at the site, in a manner approved by the Alameda County Fire Marshal.

3. The disbursements ordered above shall be limited to the amount of \$150,000.00 (One hundred fifty thousand dollars), pending any further order of this Court.

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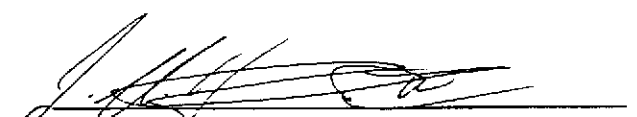
This limitation is without prejudice to any party later seeking a court order for the payment by the estate of amounts beyond the \$150,000.00 for the purpose of completing the environmental investigation and cleanup of the contaminated property.

4. The personal representative, Ann Marie Holland Tiers, stipulates that the Hayward residential property is a specific bequest and that the grandsons, John M. Holland, IV, and Guy R. Holland, shall be entitled to reimbursement from the estate of the proceeds of the sale of the Hayward residential property, including any amounts expended for the environmental investigation and cleanup described above. The personal representative, Ann Marie Holland Tiers, reserves her right to abatement of bequests (Probate Code §§ 21400 et seq.) only in the event that the non-specific bequest assets, including the real property that may be required to be sold, are not sufficient to pay for the environmental cleanup and investigation.

Dated: 3/17/98

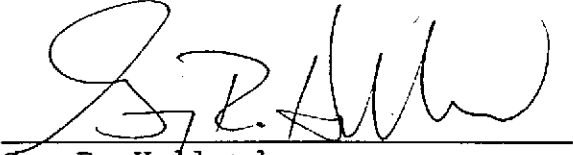

Ann Marie Holland Tiers

Dated: 2-5-98


John M. Holland, IV

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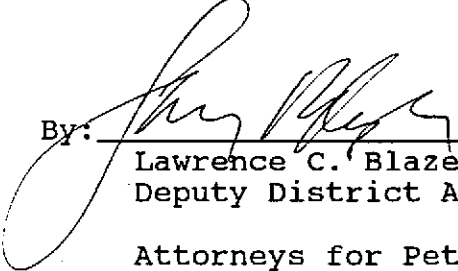
Dated: 2/5/98


Guy R. Holland

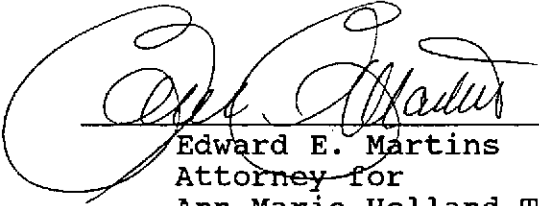
Approved as to form
and content:

Dated: 2/3/98


THOMAS J. ORLOFF
District Attorney

By: 
Lawrence C. Blazer
Deputy District Attorney
Attorneys for Petitioner

Dated: 3/17/1998


Edward E. Martins
Attorney for
Ann Marie Holland Tiers

Dated: 2/4/98


Virginia A. Crisp
Attorney for
John M. Holland, IV and
Guy R. Holland

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ORDER

The People of the State of California having filed a petition for an order requiring the estate to expend money to achieve compliance with California law, i.e., to conduct an environmental investigation of contaminated property and commence any necessary cleanup, and after proper notice to all interested parties, and no objections having been filed other than by the parties who have signed this document, and the above stipulation having been entered into, and good cause appearing,

IT IS ORDERED that the above stipulation is approved and the personal administrator, Ann Marie Holland Tiers, shall comply with its terms.

Dated: MAR 31 1998

GEORGE C. HERNANDEZ
Judge of the Superior Court

1 Edward E. Martins - State Bar No. 24061
LAW OFFICES OF EDWARD E. MARTINS
2 A Professional Corporation
22698 Mission Boulevard
3 Hayward, California 94541
(510) 537-3477

4 Attorneys for Temporary Administrator
5 ANN MARIE HOLLAND TIERS

6
7

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 IN AND FOR THE COUNTY OF ALAMEDA

10

11 In the Estate of	)	No. H 16069-4
)	
12 JOHN M. HOLLAND,	)	SUPPLEMENTAL RESPONSE OF ANN
	)	MARIE HOLLAND TIERS TO
13 Deceased.	)	PETITION FOR ORDER DIRECTING
	)	SALE OF REAL PROPERTY AND
14	)	COMMENCE ENVIRONMENTAL
	)	INVESTIGATION
15)	
	)	Date: June 13, 1997
16	)	Time: 11:00 a.m.
	)	Dept: 32

17

18 COMES NOW, ANN MARIE HOLLAND TIERS, who submits this
19 Supplemental Response to the Petition of the People of the
20 State of California, as follows:

21

I

22

23 On April 9, 1997, the Court issued temporary letters of
24 administration appointing ANN MARIE HOLLAND TIERS, as the
25 Temporary Administrator of the Estate herein, granting her full
26 authority to administer the Estate under the Independent
27 Administration of Estates Act. Accordingly, it now appears that
ANN MARIE HOLLAND TIERS is authorized and has the power to
28 respond to the People's current Petition in this matter.

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II

INVESTIGATION EXPENSES

The Temporary Administrator is not opposed to an investigation being conducted in order to assess the presence and/or extent of any contamination at the real property located at 16301 East 14th Street, San Leandro, California. Inasmuch as there appears to be little money available to the Estate from which to fund such an investigation, however, the Temporary Administrator requests that the Court place strict limits on both the extent and the total cost of this investigation.

The Temporary Administrator requests that the particular environmental consultant or contractor hired to conduct the investigation and to remove the underground storage tanks be approved by all interested parties in this action, including the Temporary Administrator.

It should be noted that some investigative work at the 16301 East 14th Street property has already been completed. In or about April of 1996, three groundwater monitoring wells were placed at the site by Compliance and Closure, Inc., who have since prepared quarterly reports detailing the presence of any groundwater contaminants. A copy of Compliance and Closure, Inc.'s latest quarterly report, dated April 14, 1997, is attached hereto.

This most recent report indicates the presence of a significant amount of petroleum hydrocarbons in only one of the three groundwater monitoring wells, identified as well MW-1. The attached report shows that these petroleum hydrocarbons are currently present at a level that is 91.8% less than the level

1 reported, for the same well one year ago. The only chemical
2 contaminant found to exist at a level above current Department
3 of Health Services drinking water standards is benzene, which
4 contaminant was found in well MW-1. No other chemicals were
5 detected in the three groundwater monitoring wells at a level
6 over current drinking water standards, according to the
7 attached report.

8 In their current Petition, the People claim that the
9 necessary investigation will require the installation of a
10 "number of monitoring wells." If an investigation is ordered by
11 the Court, the Temporary Administrator would request that the
12 three monitoring wells already in place be utilized to the
13 greatest extent possible in order to avoid wasteful duplication
14 of expense.

15 III

16 CLEAN-UP COSTS

17 It would be premature at this time and without the benefit
18 of an investigative report for the Court to make any orders
19 relative to the clean-up of the 16301 East 14th Street
20 property. Accordingly, the Temporary Administrator requests
21 that the Court reserve the issue of clean-up costs until such
22 time as an investigation regarding the presence and/or extent
23 of any contamination has been completed and a report prepared.

24 In the event that any clean-up of the property appears
25 necessary, the Temporary Administrator would request that a
26 limit on the necessary clean-up costs be imposed by the Court.

27 ///
28 ///

ok

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IV

RESPONSE TO POSITION PAPER FILED ON BEHALF
OF JOHN M. HOLLAND AND GUY R. HOLLAND

Both Holland grandsons claim as specific devisees to the single family dwelling located at 22521 6th Street, Hayward, California.

The sale of the 6th Street property and use of the proceeds for investigation of any contamination at the East 14th Street property should not cause the Holland grandsons to lose their claim to the specific bequest. That being said, however, the sale proceeds of this specific bequest should be subject to whatever surcharge this counsel may claim against the bequest of these beneficiaries for actions that they have taken to the detriment of the Estate herein, including without limitation, their removal and sale of one Mercedes "Gull Wing" automobile.

Dated: April 30, 1997

Respectfully submitted,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation

By: 

EDWARD E. MARTINS
Attorneys For ANN MARIE
HOLLAND TIERS

1 PROOF OF SERVICE BY MAIL

2 Re: In the Estate of John M. Holland
3 Case No.: H 16069-4

4 I am employed in the County of Alameda. I am over the age
5 of 18 years and not a party to the above-entitled action. My
6 business address is 22698 Mission Boulevard, Hayward,
7 California, 94541.

8 I am readily familiar with the business practices of
9 Edward E. Martins, P.C., for collection and processing of
10 correspondence for mailing with the United States Postal
11 Service. On January 16, 1997, at Hayward, California, I caused
12 the foregoing attached:

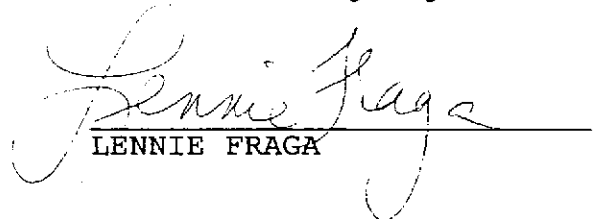
13 **SUPPLEMENTAL RESPONSE OF ANN MARIE HOLLAND TIERS TO PETITION
14 FOR ORDER DIRECTING SALE OF REAL PROPERTY AND COMMENCE
15 ENVIRONMENTAL INVESTIGATION**

16 to be served on the parties to this action, following ordinary
17 business practices of Edward E. Martins, P.C., by placing a
18 true copy thereof enclosed in a sealed envelope (or sealed
19 envelopes) for collection and mailing. In the ordinary course
20 of business of Edward E. Martins, P.C., this correspondence
21 would be deposited with the United States Postal Service that
22 same day, with first class postage thereon fully prepaid. The
23 envelope or envelopes were addressed as follows:

24 SEE THE ATTACHED MAILING LIST

25 Executed on April 30, 1997, at Hayward, California

26 I, Lennie Fraga, declare under penalty of perjury under
27 the laws of the State of California that the foregoing is true
28 and correct.


LENNIE FRAGA

MAILING LIST

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Virginia A. Crisp, Esq.
COBLENTZ, CAHEN, McCABE & BREYER, LLP
222 Kearny Street, Seventh Floor
San Francisco, CA 94108

Lawrence T. Blazer, Deputy D.A.
CONSUMER & ENVIRONMENTAL PROTECTION DIVISION
7677 Oakport Street, Suite 400
Oakland, CA 94621-1934

Jeffrey G. Olsen, Esq.
LAW OFFICES OF F. WILLIAM FENNELL
2100 Marconi Avenue
Sacramento, CA 96821

Jerome A. Blaha, Esq.
LAW OFFICES OF BLAHA & HARTFORD
4900 Hopyard Road, Suite 240
Pleasanton, California 94588

Tina L. Rasnow
141 Dusenberg Drive, Suite 11
Westlake Village, CA 91362

Jack C. Provina, Esq.
500 Ygnacio Valley Road
Walnut Creek, CA 94596

Archibald M. Mull III
1001 Second Street
Sacramento, CA 95814

James V. Joyce, Esq.
George B. Speir, Esq.
MILLER, STARR & REGALIA
One Kaiser Plaza
Ordway Building, Suite 1600
Oakland, CA 94612

Stephen M. Judson, Esq.
FITZGERALD, ABBOTT & BEARDSLEY
1221 Broadway, 21st Floor
Oakland, CA 94612

Murray S. Kalish, CPA
KALISH & ASSOCIATES
1620 Montgomery Street, #300
San Francisco, CA 94111



April 14, 1997

Ms. Barbara Holland
20993 Foothill Boulevard
Hayward, California 94541

Subject: April 1997 Quarterly Report
Former Jack Holland Sr. Oil Company
16301 East 14th Street, San Leandro, California
(CCI Project No. 12059-2)

Dear Ms. Holland:

Compliance & Closure, Inc. (CCI) is pleased to present the April 1997 Quarterly Report for the sampling of the three groundwater monitoring wells, located at 16301 East 14th Street, in the City of San Leandro, Alameda County, California (Figure 1). CCI completed the well sampling in accordance with requirements of the Alameda County Health Care Services Agency. The monitoring wells were sampled on April 4, 1997.

Groundwater Sampling

Groundwater samples were collected from the three monitoring wells in accordance with CCI's Groundwater Sampling Protocol (Appendix A). The groundwater purged from each well and equipment rinse water were placed in a labeled, Department of Transportation-approved drum and left at the site pending laboratory results. A summary of the groundwater purge data is presented in Table 1.

Laboratory Analysis

North State Environmental (North State) of South San Francisco, California, a state-certified laboratory, analyzed the water samples. The water samples collected from each monitoring well (MW-1, MW-2 and MW-3) were analyzed for the presence of total petroleum hydrocarbons as gasoline (TPHG), benzene, toluene, ethylbenzene, and total xylenes (BTEX), following EPA Methods 8015M and 8020. The water samples were also analyzed for total petroleum hydrocarbons as diesel (TPHD), following EPA Method 8015M and

3350B. In addition, monitoring well MW-3 was analyzed for total recoverable petroleum hydrocarbons (TRPH), following EPA Method 5520F.

Summary of Laboratory Results

Groundwater samples collected from the monitoring wells indicated two of the three wells to have petroleum hydrocarbon contamination. TPHG contamination ranged from below the laboratory reporting limit of 50 parts per billion (ppb) in well MW-3 to 2,700 ppb in well MW-1. Two of the three monitoring wells were reported to contain TPHD at concentrations ranging from "non-detect" in well MW-3 to 500 ppb TPHD in well MW-1. Benzene was only reported in MW-1, at a concentration of 16 ppb. Toluene and ethylbenzene were reported below the laboratory reporting limit of 0.5 ppb in monitoring wells MW-2 and MW-3. Total xylenes were reported at 25 ppb in MW-1 and below the laboratory reporting limit of 0.5 ppb in MW-2 and MW-3. Monitoring well MW-3 was also reported by the laboratory to be "non-detect" for TRPH. No samples in any of the other wells were analyzed for TRPH.

The results of the groundwater analysis are summarized in Table 2. The analytical reports from North State and chain-of-custody documents are attached in Appendix B.

Discussion

Groundwater measurements taken in the three monitoring wells on April 4, 1997 indicated that depth-to-groundwater ranged from approximately 7.13 to 7.16 feet below the top of the well casings. Groundwater contours indicate a groundwater flow direction in the vicinity of the three monitoring wells to be toward the northwest, at an approximate gradient of 0.01 feet per foot (Figure 2).

During the latest quarterly sample round, petroleum hydrocarbons were detected by the laboratory in two of the three onsite wells. During sampling of the wells, a slight sheen was noted on the surface of purge water collected from monitoring well MW-1. Monitoring well MW-1, the down-gradient well, located on the northwest side of the site, was reported to have 2,700 ppb TPHG and 500 ppb TPHD in the water. The TPHD in well MW-1 has dropped in the last three months, from 2,800 ppb to 500 ppb.

CCI has prepared a time schedule and Work Plan for future site activities, including the removal of the underground and aboveground fuel tanks. The Work Plan was submitted to Alameda

Former Jack Holland Sr. Oil Company
16301 East 14th Street, San Leandro, CA
Page 3

County Health Care Services Agency (County) in August 1996. CCI will continue to work with the County to investigate and remediate the property. The next quarterly sample round is scheduled for July 1997.

A copy of this report should be forwarded to the following agencies in a timely manner:

Alameda County Health Care Services Agency
Hazardous Materials Division
1131 Harbor Bay Parkway
Alameda, California 94502
Attn: Mr. Scott Seery

Region Water Quality Control Board
2101 Webster Street
Suite 500
Oakland, California 94612
Attn: Mr. Kevin Graves

Limitations

The discussion presented in this report is based on the following:

1. The observations of the field personnel;
2. The results of the laboratory analyses performed by a state certified laboratory;
3. Our understanding of the regulations of the State of California and Alameda County.

It is possible that variations in the soil or groundwater conditions could exist beyond the points explored in this investigation. Also, changes in groundwater conditions could occur at some time in the future due to variations in rainfall, temperature, regional water usage, or other factors.

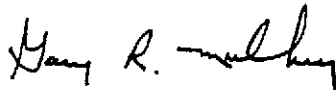
The services performed by CCI have been conducted in a manner consistent with the level of care and skill ordinarily exercised by members of our profession currently practicing under similar conditions in the San Leandro area. No other warranty, express or implied, is made. Please note that contamination of soil and groundwater must be reported to the appropriate agencies in a timely manner.

Former Jack Holland Sr. Oil Company
16301 East 14th Street, San Leandro, CA
Page 4

CCI includes in this report chemical analytical data from a state-certified laboratory. CCI has been informed that the analyses are performed according to procedures suggested by the U.S. EPA and the State of California. CCI is not responsible for laboratory errors in procedure or results reporting.

If you have any questions or require additional information, please call our office at (510) 426-5395.

Sincerely,
Compliance & Closure, Inc.



Gary R. Mulkey, R.G. 5842



TABLE 1
GROUNDWATER PURGE DATA

Sample No.	Date Sampled	Depth to Water (ft)	Well Depth (ft)	Purge Volume (gal)	Temp. (F)	Cond. (umhos/cm)	pH
MW-1	04/09/96	6.49	18.75	10	63.4	1827	7.25
	07/12/96	7.88	18.57	5	68.2	1385	6.90
	10/22/96	8.47	18.40	5	60	1388	6.8
	01/30/97	4.53	18.20	5	57.2	732	6.8
	04/04/97	7.14	18.20	5	63.9	1234	7.0
MW-2	04/09/96	6.54	21.53	10	60.5	1520	7.20
	07/12/96	8.06	21.00	5	69.0	760	6.95
	10/22/96	8.81	20.65	5	60	1035	6.8
	01/30/97	4.18	20.40	5	55.1	495	6.9
	04/04/97	7.16	20.33	5	63.8	736	6.9
MW-3	04/09/96	6.61	22.90	10	63.2	1324	7.30
	07/12/96	7.83	21.58	5	69.6	922	7.10
	10/22/96	8.59	22.30	5	62	1151	6.9
	01/30/97	4.88	21.92	5	58.7	605	6.9
	04/04/97	7.13	21.84	5	64.1	917	6.8

ft Feet below top of PVC casing
gal Gallons
Temp. Temperature
F Degrees Fahrenheit
Cond. Conductivity
umhos/cm Micromhos per centimeter

TABLE 2
WATER ANALYSIS DATA

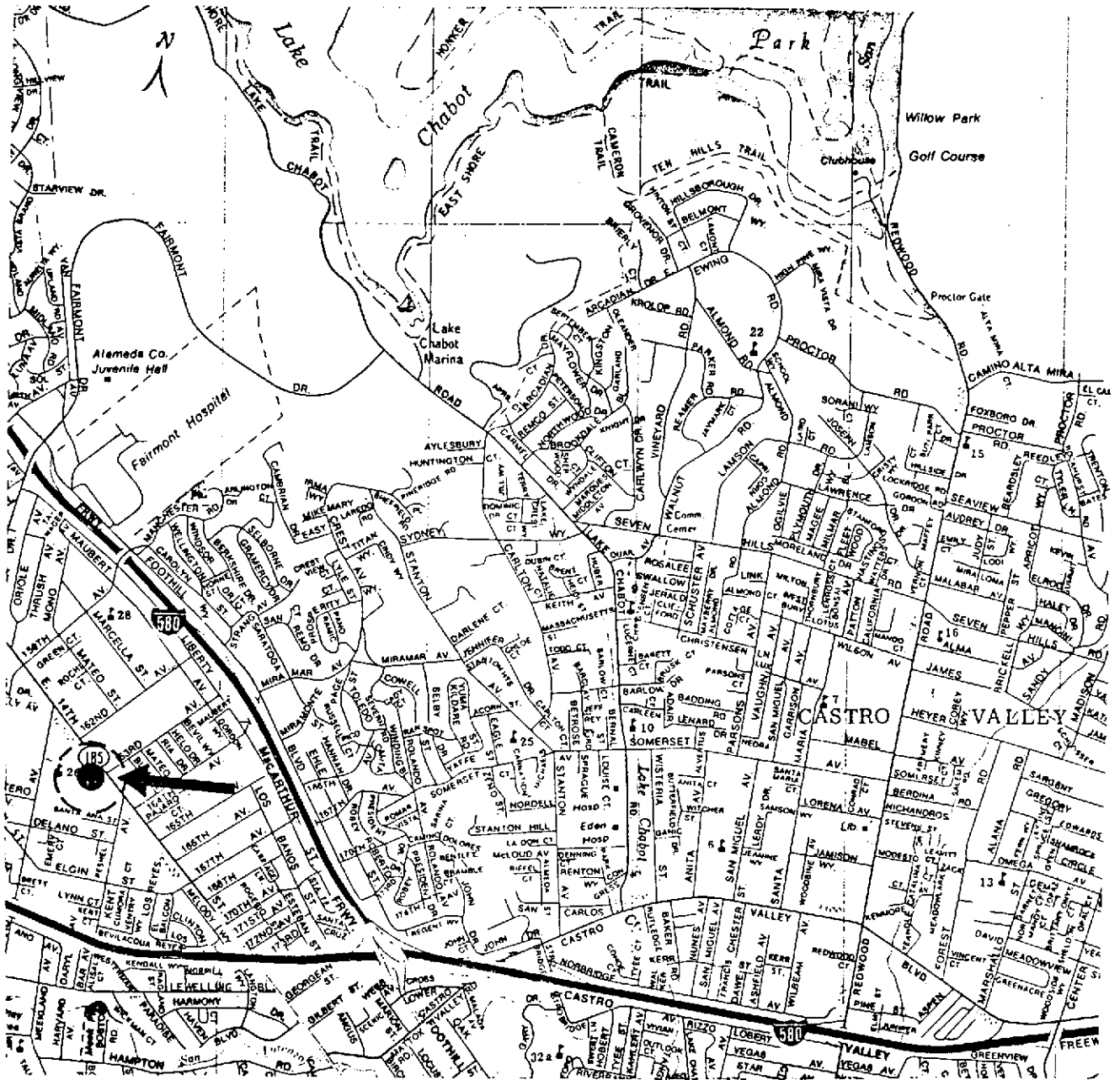
Sample No.	Date Sampled	TPHG ug/kg	Benzene (ppb)	Toluene (ppb)	Ethyl Benzene (ppb)	Total Xylenes (ppb)	TPHD (ppb)	TRPH (ppb)	1,2-Dichloro benzene (ppb)
MW-1	04/09/96	33,000	12	83	22	91	9,700	N.R.	<1
	07/12/96	1,400	17	5.6	7.6	32	3,400	N.R.	N.R.
	10/22/96	2,500	16	8.9	2.1	6.6	14,000	N.R.	N.R.
	01/30/97	2,600	6.4	<0.5	<0.5	44	2,800	N.R.	N.R.
	04/04/97	2,700	16	8	10	25	500	N.R.	N.R.
MW-2	04/09/96	6,900	<0.5	5.1	4.8	160	8,900	N.R.	3.1
	07/12/96	480	<0.5	0.6	3.7	10	4,600	N.R.	N.R.
	10/22/96	7,300	<0.5	2.6	20	15	9,200	N.R.	N.R.
	01/30/97	<50	<0.5	<0.5	<0.5	<0.5	2,000	N.R.	N.R.
	04/04/97	63	<0.5	<0.5	2	<0.5	60	N.R.	N.R.
MW-3	04/09/96	<50	<0.5	<0.5	<0.5	<0.5	1,100	41,000	1.4
	07/12/96	<50	<0.5	<0.5	<0.5	<0.5	380*	N.R.	N.R.
	10/22/96	<50	<0.5	<0.5	<0.5	<0.5	4,700	1,100	N.R.
	01/30/97	<50	<0.5	<0.5	<0.5	<0.5	460	3	N.R.
	04/04/97	<50	<0.5	<0.5	<0.5	<0.5	<50	<500	N.R.
BB-1	04/09/96	<50	<0.5	0.5	<0.5	0.83	N.R.	N.R.	N.R.
	07/12/96	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.
	10/22/96	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.
	01/30/97	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.
	04/04/97	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.	N.R.

TRPH Total Recoverable Petroleum Hydrocarbons
 TPHD Total Petroleum Hydrocarbons as Diesel
 TPHG Total Petroleum Hydrocarbons as Gasoline
 ug/kg Micrograms per kilogram - equivalent to parts per billion
 < Below laboratory detection limit
 * Pattern of Chromatogram resembles a weathered or degraded petroleum hydrocarbon


Current Department of Health Services Drinking Water Standards
 Benzene- 1ppb (MCL)
 Toluene 100 ppb (AL)
 Ethylbenzene 680 ppb (MCL)
 Xylenes 1,750 ppb (MCL)

Note: Subject to change as reviewed by Department of Health Services

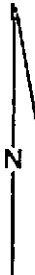
MCL: Maximum Contaminant Level
 AL: Action Level




LEGEND

 site location

0 1/2 1
approximate scale in miles



reviewed by:	VICINITY MAP FORMER JACK HOLLAND SR. OIL COMPANY 16301 EAST 14TH STREET		 Compliance & Closure, Inc.
approved by:			
drawn by: GM	SAN LEANDRO, CALIFORNIA		date: 11/14/95
job no. 12059			drawing no. FIG. 1

G R O U N D W A T E R S A M P L I N G P R O T O C O L

Sampling of groundwater is performed by Compliance & Closure, Inc. sampling technicians. Summarized field sampling procedures are as follows:

1. Proceed to first well with clean and decontaminated equipment.
2. Measurements of liquid surface(s) in the well, and total depth of monitoring well. Note presence of silt accumulation.
3. Field check for presence of floating product; measure apparent thickness.
4. Purge well prior to collecting samples; purge volume (casing volumes) calculated prior to removal.
5. Monitor groundwater for temperature, pH, and specific conductance during purging. Allow well to recover.
6. Collect samples using Environmental Protection Agency (EPA) approved sample collection devices, i.e., teflon or stainless steel bailers or pumps.
7. Transfer samples into laboratory-supplied EPA-approved containers.
8. Label samples and log onto chain-of-custody form.
9. Store samples in a chilled ice chest for shipment to a state-certified analytical laboratory.
10. Decontaminate equipment prior to sampling next well.

Equipment Cleaning and Decontamination

All water samples are placed in precleaned laboratory-supplied bottles. Sample bottles and caps remain sealed until actual usage at the site. All equipment which comes in contact with the well or groundwater is thoroughly cleaned with trisodium phosphate (TSP) solution and rinsed with deionized or distilled water before each use at the site. This cleaning procedure is followed between each well sampled. Wells are sampled in approximate order of increasing contamination. If a teflon cord is used, the cord is cleaned. If a nylon or cotton cord is used, a new cord is used in each well. All equipment blanks are collected prior to sampling. The blanks are analyzed periodically to ensure proper cleaning procedures are used.

Water Level Measurements

Depth to groundwater is measured in each well using a sealed sampling tape or scaled electric sounder prior to purging or sampling. If the well is known or suspected of containing free-phase petroleum hydrocarbons, an optical interface probe is used to measure the hydrocarbon thickness and groundwater level. Measurements are collected and recorded to the nearest 0.01 foot. Each monitoring well's total depth will be measured; this will allow a relative judgment of well siltation to be made and need for redevelopment.

Bailer Sheen Check

If no measureable free-phase petroleum hydrocarbons are detected, a clear acrylic bailer is used to determine the presence of a sheen. Any observed film, as well as odor and color of the water is recorded.

Groundwater Sampling

Prior to groundwater sampling, each well is purged of "standing" groundwater. Either a bailer, hand pump, or submersible pump is used to purge the well. The amount of purging is dependent on the well yield. In a high yield formation, samples will be collected when normal field measurement, including temperature, pH, and specific conductance stabilize, provided a minimum of three well-casing volumes of water have been removed. Field measurements will be taken after purging each well volume. Physical parameter

measurements (temperature, pH, and specific conductance) are closely monitored throughout the well purging process and are used as indicators for assessing sufficient purging. The purging parameters are measured to observe stabilization to a range of values typical for that aquifer and well. Stable field parameters are recognized as indicative of groundwater aquifer chemistry entering the well. Specific conductance (conductivity) meters are read to the nearest ± 10 umhos/cm and are calibrated daily, if possible. Temperature is read to the nearest 0.1 F. Calibration of physical parameter meters will follow manufacturer's specifications. Collected field data during purging activities will be entered on the Well Sampling Field Data Sheet.

In low yield formations, the well is purged such that the "standing" water is removed and the well is allowed to recharge. (Normal field measurements will be periodically recorded during the purging process). In situations where recovery to 80% of static water level is estimated, or observed to exceed a two hour duration, a sample will be collected when sufficient volume is available for a sample for each parameter. Attempts will be made so the well is not purged dry such that the recharge rate causes the formation water to cascade into the well.

In wells where free-phase hydrocarbons are detected, the free-phase portion will be bailed from the well and the estimated volume removed and recorded. A groundwater sample will be collected if bailing reduces the amount of free-phase hydrocarbons to the point where they are not present in the well. Well sampling will be conducted using one of the aforementioned methods depending on the formation yield. However, if free-phase hydrocarbons persist throughout bailing, then a groundwater sample will not be collected.

Volatile organic groundwater samples are collected so that air passage through the sample does not occur or is minimal (to prevent volatiles from being stripped from the samples): sample bottles are filled by slowly running the sample down the side of the bottle until there is a positive convex meniscus over the neck of the bottle; the teflon side of the septum (in cap) is positioned against the meniscus, and the cap screwed on tightly; the sample is inverted and the bottle lightly tapped. The absence of an air bubble indicates a successful seal; if a bubble is evident, the cap is removed, more sample is added, and the bottle is resealed.

Chain-of-Custody

Groundwater sample containers are labeled with a unique sample number, location, and date of collection. All samples are logged into a chain-of-custody form and placed in a chilled ice chest for shipment to a laboratory certified by the State of California Department of Health Services.

Sample Storage

Groundwater samples collected in the field are stored in an ice chest cooled to 4 C while in transit to the office or analytical laboratory. Samples are stored in a refrigerator overnight and during weekends and holidays. The refrigerator is set to 4 C and is locked with access controlled by a designated sample custodian.

Quality Assurance/Quality Control Objectives

The sampling and analysis procedures employed by Compliance & Closure, Inc. for groundwater sampling and monitoring follow quality assurance/quality control (QA/QC) guidelines. Quality assurance objectives have been established to develop and implement procedures for obtaining and evaluating water quality and field data in an accurate, precise, and complete manner. In this way, sampling procedures and field measurements provide information that is comparable and representative of actual field conditions. Quality control (QC) is maintained by site-specific field protocols and requiring the analytical laboratory to perform internal and external QC checks. The goal is to provide data that are accurate, precise, complete, comparable, and representative. The definitions as developed by overseeing federal, state, and local agency guidance documents for accuracy, precision, completeness, comparability, and representativeness are:

- o **Accuracy** - the degree of agreement of a measurement with an accepted reference or true value.
- o **Precision** - a measure of agreement among individual measurements under similar conditions. Usually expressed in terms of the standard deviation.
- o **Completeness** - the amount of valid data obtained from a measurement system compared to the amount that was expected to meet the project data goals.
- o **Comparability** - express the confidence with which one data set can be compared to another.
- o **Representativeness** - a sample or group of samples that reflect the characteristics of the media at the sampling point. It also includes how well the sampling point represents the actual parameter variations which are under study.

Laboratory and field handling procedures of samples are monitored by including QC samples for analysis with every submitted sample lot from a project site. QC samples may include any combination of the following:

- o **Trip Blanks:** Used for purgeable organic compounds only; QC samples are collected in 40 milliliter (ml) sample vials filled in the analytical laboratory with organic-free water. Trip blanks are sent to the project site, and travel with project site samples. Trip blanks are **not** opened, and are returned from a project site with the project site samples for analysis.
- o **Field Blank:** Prepared in the field using organic-free water. These QC samples accompany project site samples to the laboratory and are analyzed for specific chemical parameters unique to the project site where they were prepared.
- o **Duplicates:** Duplicated samples are collected "second samples" from a selected well and project site. They are collected as either split samples or second-run samples collected from the same well.
- o **Equipment Blank:** Periodic QC samples collected from field equipment rinseate to verify decontamination procedures.

The number and types of QC samples are determined and analyzed on a project-specific basis.

Shallow Groundwater Survey

A shallow groundwater survey employs reconnaissance field sampling and chemical analysis for rapid plume mapping. Occasionally, a state-certified laboratory subcontractor may be used. The subcontractor would sample for analysis at locations marked by the CCI field geologist. The thin-diameter probes from which groundwater is collected are advanced to the water bearing stratum, sample is withdrawn to the surface, and analyzed immediately thereafter. Probe holes are backfilled with a grout slurry or as the local permitting agency requires. The shallow survey contractor will supply sampling, purging, and field chemical analysis to CCI in their report. CCI considers this type of shallow probe mapping (together with shallow groundwater sampling) to be a reconnaissance technique only.



CERTIFICATE OF ANALYSIS

Lab No: 97-290 Date Sampled: 04-04-97
Client: Compliance and Closure Date Analyzed: 04-10-97
Project: Jack Holland Sr. Oil Co. Date Reported: 04-11-97

Benzene, Toluene, Ethylbenzene and Xylenes by Method 8020
Diesel, gasoline range hydrocarbons by EPA method 8015M
TEPH by Method SM 5520 E & F

SAMPLE NO	CLIENT ID	ANALYTE	METHOD	RESULT
97-290-01	MW-1 Water	Benzene	8020	16 ug/L
		Toluene	8020	8 ug/L
		Ethylbenzene	8020	10 ug/L
		Xylenes	8020	25 ug/L
		Gasoline	8015 M	2700 ug/L
		Diesel	8015 M	0.5 mg/L
97-290-02	MW-2 Water	Benzene	8020	ND
		Toluene	8020	ND
		Ethylbenzene	8020	2 ug/L
		Xylenes	8020	ND
		Gasoline	8015 M	63 ug/L
		Diesel	8015 M	0.06 mg/L
97-290-03	MW-3 Water	Benzene	8020	ND
		Toluene	8020	ND
		Ethylbenzene	8020	ND
		Xylenes	8020	ND
		Gasoline	8015 M	ND
		Diesel	8015 M	ND
		TEPH	5520F	ND



North State Environmental
Chemical Waste Disposal • Trucking • Consulting

CERTIFICATE OF ANALYSIS

Lab No: 97-290 Date Sampled: 04-04-97
Client: Compliance and Closure Date Analyzed: 04-10-97
Project: Jack Holland Sr. Oil Co. Date Reported: 04-11-97

Benzene, Toluene, Ethylbenzene and Xylenes by Method 8020
Diesel, gasoline range hydrocarbons by EPA method 8015M
TEPH by Method SM 5520 E & F

Quality Control/Quality Assurance Summary- Water

Analyte	Method	Reporting Limit	Blank	MS/MSD Recovery	RPD
Benzene	8020	0.5 ug/L	ND	87	6
Toluene	8020	0.5 ug/L	ND	89	5
Ethylbenzene	8020	0.5 ug/L	ND	94	4
Xylenes	8020	1.0 ug/L	ND	88	2
Gasoline	8015M	50 ug/L	ND	107	1
Diesel	8015M	1 mg/L	ND	82	1
TEPH	5520F	5 mg/L	ND	74	7

ELAP Certificate NO: 1753


Reviewed and Approved: John Murphy, Laboratory Director

Page 2 of 2

PROJECT NO. 12059-2		PROJECT NAME/SITE Jack Holland SR. OIL CO. San Leandro, CA							ANALYSIS REQUESTED											P.O. #:												
SAMPLERS (SIGN) Gary R. Mulkey		(PRINT) Gary R. Mulkey							NO. CONTAINERS	SAMPLE TYPE												Samples kept @ 4°C										
SAMPLE IDENTIFICATION		DATE	TIME	COMP	GRAB	PRES USED	ICED	REMARKS																								
MW-1		4/4/97	8:35		X	HCL NO	X	4														X	X	X								
MW-2		4/4/97	9:15		X	HCL NO	X	4														X	X	X								
MW-3		4/4/97	9:45		X	HCL NO	X	4	X	X	X	X																				
RELINQUISHED BY:		DATE	TIME	RECEIVED BY:		LABORATORY:		PLEASE SEND RESULTS TO:																								
Gary R. Mulkey		4/3/97	3PM	JHMA NSE		North State Environmental		COMPLIANCE & CLOSURE 7020 KOLL CENTER SUITE 134 PLEASANTON, CA 94566 (510) 426-5395																								
JHMA		4/4/97	4:20PM	Edward [Signature]		- South S.F., CA																										
RELINQUISHED BY:		DATE	TIME	RECEIVED BY:		REQUESTED TURNAROUND TIME		PROJECT MANAGER																								
[Signature]				[Signature]		NORMAL		GARY R. MULKEY																								
RELINQUISHED BY:		DATE	TIME	RECEIVED BY:		RECEIPT CONDITION		PROJECT MANAGER																								
[Signature]				[Signature]				GARY R. MULKEY																								

COMPLIANCE & CLOSURE WELL DEVELOPMENT LOG

April 1999 Qth sample Round

JOB # 12059-2
HOLLAND OIL CO.

DATE: 4-4-97
TIME: 8AM

WELL #	VOLUME	TD	DTW	PH	TEMP	COND	COMMENTS
MW-1	5 gal	18.20	7.14	7.0	63.9	1234	Strong odon, clay slight shear.
MW-2	5	20.33	7.16	6.9	63.8	736	slightly clean, no odon
MW-3	5	21.84	7.13	6.8	64.1	917	clean to slightly cl no odon.

PH w/ #4 & #10 Buffer only.

EQUIPMENT CALIBRATION DATE: 4-4-97

SERIAL No. 9209

1 Thomas J. Orloff
District Attorney
2 County of Alameda
LAWRENCE C. BLAZER (Bar No. 95598)
3 Deputy District Attorney
Consumer & Environmental Protection Division
4 7677 Oakport Street, Suite 400
Oakland, CA 94621
5 (415) 569-9281

6 Attorneys for Petitioner,
7 The People of the State of California

8 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
9 SOUTHERN DIVISION

11	Estate of	)	No. H-16069-4
12)	
13	JOHN M. HOLLAND,)	
14		)	DECLARATION OF
15	Deceased	)	SCOTT SEERY IN SUPPORT
16		)	OF PETITION FOR ORDER
		)	TO SELL PROPERTY

17 I, Scott Seery declare as follows:

18 I am a ~~Senior~~ Hazardous Materials Specialist with the Alameda
19 County Environmental Health Department, Environmental Protection
20 Division. My job responsibilities have included conducting
21 inspections of underground storage tanks and hazardous materials
22 facilities and hazardous waste generators to ensure compliance with
23 applicable California laws and regulations. At present I oversee the
24 assessment and cleanup of underground storage tank leaks.

25 I have been with Alameda County for over ~~seven~~¹⁰ and one half
26 years. Previously, I was an Environmental Geologist with PRC
27 Environmental Management, Inc., a private environmental consulting

1 firm, a Research Analyst with Bendix Environmental Research, Inc.,
2 another private consulting firm, specialists in authoring
3 Environmental Impact Reports (EIR) and providing expert testimony in
4 cases involving toxicological and epidemiological studies. I have
5 B.S. in Geology from California State University, Hayward, and have
6 completed one year of post graduate study in the field of
7 environmental geology at this same institution. Further, I have well
8 over 500 hours of specialized training, including State, Department
9 of Health Services, Office of Emergency Services and USEPA certified
10 training in, among others, such areas as hazard appraisal and
11 recognition planning, OSHA health and safety training for hazardous
12 waste workers, hazardous materials incident response operations, and
13 underground storage tank monitoring, closure/removal, and cleanup.
14 I have conducted training in inspection of underground storage tanks,
15 including a course sponsored by the University of California,
16 Riverside Extension program for regulators around the state of
17 California.

18 The Environmental Protection Division is the local implementing
19 agency charged with enforcing the California Underground Storage of
20 Hazardous Substances Act (Health and Safety Code Section 25280
21 et. seq.) in those portions of Alameda County where cities do not
22 administer the law.

23 The purpose of the law is to monitor and control the release
24 of contamination into soil and groundwater through leaks in
25 underground storage tank (UST) systems. (See Health and Safety Code
26 Section 25280) I have been actively involved in conducting tank
27 inspections and the permitting process for most of the last eight and
28

1 one half years. The Division is also the administering agency charged
2 with enforcing the Hazardous Materials Release Response Plans and
3 Inventory Act. (Health and Safety Code Sections 25500 et. seq.) This
4 law requires handlers of hazardous materials, in excess of threshold
5 quantities (i.e. 55 gallons), to submit inventories of those materials
6 along with emergency contingency plans, (Hazardous Materials Business
7 Plans - HMBPs) to the local emergency response agencies, to be used
8 by them to minimize dangers in the event of any emergencies involving
9 the materials.

10 Underground storage tanks which contain petroleum products such
11 as diesel fuel require a permit from our agency to operate. One of
12 the legally required conditions of the permit is that the tanks be
13 monitored in an approved fashion to detect leaks. My review of our
14 files indicates that there at least 8 underground tanks located at
15 16301 East 14th Street in San Leandro which have never been properly
16 monitored pursuant to the requirements of Title 23 of the California
17 Code of Regulations.

18 It is my understanding that the tanks are no longer in use. When
19 tanks are taken out of use, it is legally required that they be
20 properly "closed" by way of a closure plan submitted to and approved
21 by our agency. A review of the record indicates that no such closure
22 plan has ever been approved (or even submitted) for the tanks which
23 exist at 16301 East 14th Street.

24 One of the purposes of a closure plan is to determine if a leak
25 has occurred so that it can be dealt with. If such a leak is
26 detected, either as part of a closure process, by conventional
27 monitoring, or other means (such as a preliminary environmental

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1 investigation), it becomes the obligation of the owner or operator to
2 conduct an investigation to determine the extent of the contamination
3 and the degree of cleanup required. The records in this case indicate
4 our knowledge (and that of the estate representative) of an extensive
5 release associated with one or more of the tanks as early as 1989.
6 In spite of repeated requests for a comprehensive investigation (which
7 is legally required) to assess the damage caused by the release, this
8 has not been done to the extent necessary.

9 A very brief summary of what has occurred includes the following.
10 In April of 1989, an inspection of the facility led to visual
11 observation by a Hazardous Materials Specialist of extensive soil
12 contamination. Lab analyses confirmed that severe contamination was
13 present. This was pointed out to Ann Marie Holland, the executor (and
14 at the time of the inspection, President of the subject company), and
15 after at least two notices of violation were issued to her, a
16 preliminary investigation by a consultant again confirmed that
17 substantial contamination existed at the site, with the consultant
18 recommending further work (soil borings and the installation of
19 groundwater monitoring wells) to determine the full extent of the
20 problem. The County agreed with these recommendations and directed
21 that the work be done in December of 1990.

22 It was not until April 1996, however, that the first monitoring
23 wells were finally installed, the sampling of which confirmed the
24 presence of substantial ground water pollution beneath the site. It
25 should be noted that the installation of these initial wells was
26 funded by Ms. Holland's former sister-in-law, Barbara Holland, who has
27 some ownership interest in a contiguous lot. In other words, for the

1 past several years, Ann Marie Holland has done nothing to carry out
2 the further investigative work that must be done, and she has direct
3 control over the property with most of the tanks (at least 7 of the
4 8 tanks).

5 Several of the tanks apparently contained diesel fuel. The
6 contaminants already discovered include benzene, a known human
7 carcinogen. Other contaminants which may exist at the site (which
8 we won't know until the investigation is done), include chlorinated
9 solvents (another carcinogen), gasoline, which contains a variety of
10 more toxic contaminants than diesel, and petroleum solvents.

11 Here we have a site known to be contaminated with chemicals, the
12 exposure to which is harmful to humans. Until the property owner (the
13 estate) complies with the law, we will not know how quickly the plume
14 of contamination is spreading, or in which direction it is migrating.
15 What makes this situation especially worrisome is that immediately
16 adjacent to the property is an elementary school (Edendale) and a
17 Little League field. A photograph of the facility (showing the
18 proximity of the school) is attached hereto as an exhibit. While at
19 the site I have personally observed children using the premises as a
20 shortcut to and from the baseball field.

21 Exposure to the contaminants already known to exist at this site
22 can occur dermally or by inhalation. At this point we simply do not
23 know how bad the problem is or what the risks are to the nearby
24 population of children.

25 Between 1991 and the present I and others have met with Ann Marie
26 Holland several times (approximately 8 times) and directed
27 correspondence to her an equal number of times or more concerning the

28

1 legal necessity of doing the investigation. The Regional Water
2 Quality Control Board has also demanded action of Ms. Holland on two
3 occasions (November 1993 and April 1994). These efforts have not
4 been successful.

5 So, in spite of obvious evidence of gross pollution at this
6 facility (both above and below ground), and constant urging and
7 cajoling by environmental regulators, over the past several years this
8 facility has not complied with even the most rudimentary underground
9 tank requirements. This facility has not been in compliance this
10 entire period of time (and presumably for a substantial number of
11 years before the initial 1989 inspection), and that is why I have
12 solicited the assistance of the District Attorney's Office to deal
13 with this matter.

14 To achieve compliance with California laws regarding USTS, this
15 is what must be done:

16 According to Article 7, Sections 2670 et seq. of Title 23,
17 California Code of Regulations ("CCR"), tanks which are leaking and
18 cannot or will not be repaired, or those which are abandoned or
19 otherwise no longer in use, are to be permanently closed. Permanent
20 tank closure involves the removal of remaining liquids, and, among
21 other steps, either 1) removal of the tank, or 2) in-place
22 decommissioning by filling the tank with an inert solid. Either
23 method of tank closure requires the submittal of an application for
24 tank closure to our agency and, in this case, the Alameda County Fire
25 Department, for approval. Tank closure permits are issued by the Fire
26 Department.

27 Article 11 of Title 23 CCR requires a soil and water
28

1 investigation ("SWI") to be performed to determine the extent of soil
2 and ground water pollution as a result of the release from the leaking
3 tanks. A SWI work plan must be submitted to our agency which
4 describes the proposed scope of the required SWI. The SWI will
5 include, among other tasks, the construction of monitoring wells and
6 drilling of soil borings and collection and analysis of both soil and
7 water samples. Once the extent of the pollution has been determined
8 by completing the SWI, a corrective action plan (CAP) must be
9 developed outlining the degree of corrective action required.

10 In addition, Article 5, Section 2655, Title 23 CCR, requires
11 free-phase (floating) product to be removed from the ground water to
12 the extent practical should it be encountered. The regulation
13 provides that our agency determine the appropriate method. This
14 material must be properly treated, discharged or disposed of in
15 compliance with applicable local, state, and federal regulations.

16 The regulations further require that technical reports describing
17 project status are to be submitted to our agency every 3 months until
18 the assessment and cleanup project has been completed.

19 In addition, there are a number of above ground tanks at the site
20 (at least 18) which were formerly used for the storage of chemicals
21 but are not in use today. The Uniform Fire Code (adopted by Alameda
22 County) applies to this facility; it requires that such tanks be
23 removed in a manner approved by the local Fire Marshal.

24 A checklist of what must be done is as follows:

- 25 a) Hire an environmental consultant and/or
26 contractor, acceptable to the Alameda County
27 Department of Environmental Health, Environmental
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Protection Division ("the Division"), to do the following:

- b) Apply for a permit, to the Division, for the removal of all underground storage tanks at the locations of 16301 East 14th Street, San Leandro, California (commonly known as Jack Holland Sr. Oil Company).
- c) Once the permit is granted by the Alameda County Fire Department, remove all said underground storage tanks.
- d) Dispose of or treat any contaminated soil excavated as part of any tank removal in a manner approved by the Division.
- e) Submit a workplan, acceptable to the Division, to define the extent of the contamination at said location; the workplan is to address above and below ground releases of petroleum or other products or waste.
- f) Once the plan is approved, implement the plan to the satisfaction of the Division.
- g) Once the workplan is implemented, submit a report detailing the work done, with results and recommendations for corrective action.
- h) Once the recommendations are received, implement the plan of corrective action, with regular reports to the Division.

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i) Proceed with the decommissioning of the above ground tanks at the site, in a manner approved by the Alameda County Fire Marshal.

I declare the foregoing to be true, to the best of my knowledge, under penalty of perjury.

Executed at Oakland, California on September 30, 1996.

Scott Seery

1 Thomas J. Orloff
2 District Attorney
3 County of Alameda
4 LAWRENCE C. BLAZER (Bar No. 95598)
5 Deputy District Attorney
6 Consumer & Environmental Protection Division
7 7677 Oakport Street, Suite 400
8 Oakland, CA 94621
9 (415) 569-9281

10
11 Attorneys for Petitioner,
12 The People of the State of California

13 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
14 SOUTHERN DIVISION

15 Estate of)
16) No. H-16069-4
17)
18 JOHN M. HOLLAND,)
19)
20)
21) Deceased)
22) PETITION FOR ORDER
23) DIRECTING SALE OF
24) REAL PROPERTY AND
25) COMMENCE ENVIRONMENTAL
26) INVESTIGATION
27) (Probate Code § 9613)
28)
Date: Oct. 18, 1996
Time: 9:30 a.m.
Dept. 32

29
30
31 Petitioner, the People of the State of California, acting through
32 the Alameda County District Attorney's Office, respectfully
33 represents:

34 1. Petitioner is a person interested in the estate of Jack M.
35 Holland, deceased, in that petitioner is charged with enforcing
36 various California environmental laws in an effort to protect the
37 health and safety of the public. Petitioner is specifically

1 interested in this probate proceeding because the personal
2 representative has violated the environmental laws of this state and
3 the estate is currently being managed and operated illegally.
4 Petitioner is a "person" within the meaning of Probate Code section
5 9613 because it is a "government or governmental subdivision or
6 agency". (Probate Code § 56).

7 2. Ann Marie Holland is the duly appointed, qualified, and
8 acting personal representative of the estate.

9 3. The personal representative, in spite of numerous requests
10 (and meetings with) county environmental regulators, has not conducted
11 a full investigation into the extent of the contamination at the
12 property commonly known as 16301 East 14th Street in San Leandro (see
13 attached declaration of Scott Seery.) This is in spite of the fact
14 that such an investigation is legally required.

15 4. The laws being violated include (1) Health and Safety Code
16 sections 25299(a)(5) and (b)(3) which prohibit an owner or operator
17 of an underground storage tank from abandoning, closing, or ceasing
18 to operate the tank without complying with the requirements of Health
19 and Safety Code § 25298, and (2) Health and Safety Code § 25299.76
20 which prohibits a violation of section 2724 of Title 23 of the
21 California Code of Regulations, which requires investigation of soil
22 and groundwater contamination following an unauthorized release of
23 petroleum products from an underground storage tank, once requested
24 by an authorized regulatory agency. This is not an exclusive list of
25 violations; there are also hazardous waste and nuisance violations
26 currently at the site.

27 5. I am informed and believe that the current net revenues from
28

1 operating the estate property are insufficient to fund such an
2 investigation, which requires, among other things, extensive
3 consultant work and the installment of a number of groundwater
4 monitoring wells. Therefore, the sale of one of the assets of the
5 estate appears to be the only feasible way in which to bring the
6 estate into compliance with the law.

7 6. The residential property located at 22521 6th Street in
8 Hayward is part of the estate (It was the residence of the deceased
9 and his widow, now also deceased). It, as far as we know, is not
10 contaminated and is marketable.

11 7. It is axiomatic that the personal representative of the
12 estate must comply with the law (see Probate Code § 9600 - the
13 personal representative "shall use ordinary care and diligence" in
14 managing the estate.) The expenses of bringing the estate into
15 compliance with the law are properly characterized as current
16 administrative expenses.¹ Such expenses have priority over the
17 general claims of creditors of the estate. (Probate Code § 11420(a))².
18 When necessary to pay administrative expenses, it is appropriate to
19 allow the sale of real or personal property. (Probate Code §
20 10000(a)).

21 8. Without the granting of this petition, irreparable or great
22 harm will befall the estate, within the meaning of Probate Code
23

24 ¹ A broad analogy is to be found in bankruptcy law, where the expenses of complying with
25 state laws are considered administrative expenses of the bankruptcy estate. (*See, e.g., N.P. Mining Co.*
26 *Inc.*, 963 F.2d 1449 (11th Cir. 1992); *In re Wall Tube & Metal Products*, 831 F.2d 118 (6th Cir. 1987);
In re Peerless Plating Co., 70 B.R. 943 (Bankr. W.D. Mich. 1987)).

27 ² To the extent that this Petition conflicts with the petition of creditor Redwood Oil
28 Company, the Redwood Oil Company petition is objected to.

1 section 9613, in that:

2 a) The estate is currently liable, pursuant to Health and
3 Safety Code §§ 25298 and 25299(b)(3) for civil penalties of
4 \$5,000.00 per tank per day of violation. The County
5 Department of Environmental Health has asked for the
6 assistance of the District Attorney's Office and it is our
7 intention to file a lawsuit seeking such penalties and
8 injunctive relief. Each day during which the estate
9 remains in violation of the law substantially increases its
10 liability for penalties.

11
12 b) As set forth in Scott Seery's declaration, the soil and the
13 groundwater at the site is contaminated with chemicals
14 known to be harmful, even carcinogenic, with regard to
15 human health. Precisely because the law has not been
16 complied with, the full extent of the contamination is
17 unknown. Moreover, it is unknown how fast the plume of
18 contamination is spreading or in what direction it is
19 migrating. (Groundwater actually flows laterally
20 underground). If these chemicals migrate onto adjacent
21 property, the liability of the estate to those landowners
22 will be immense. Of more immediate concern, however, is
23 the potential exposure of children at the elementary school
24 and Little League field immediately adjacent to the site.
25 Exposure can be through the skin or by inhalation of vapors
26 emanating from the chemicals. It hardly needs to be said
27 that if a deleterious exposure occurs to a single child,

1 the estate will be liable.

2
3 c) The showing of irreparable injury under Probate Code
4 section 9613 is analogous to the irreparable injury which
5 must be shown for injunctive relief (*Witkin, Summary of*
6 *Cal.Law, 9th ed., Wills and Probate* § 445 (citing *Law Rev.*
7 *Com. Comment*)). With regard to the laws being violated
8 here, an injunction may issue without pleading or showing
9 irreparable damage. (*Health and Safety Code* § 25299.04).
10 When the legislature has authorized an injunctive remedy
11 for a violation of a statute, it has determined as a matter
12 of law that irreparable injury attends the violation of the
13 statute. (*Paul v. Wadler* (1962) 209 Cal.App.2d 615, 625).
14 Therefore in this case irreparable damage is occurring as
15 a matter of law.

16
17 d) The flip side to the "irreparable harm" analysis is this.
18 Conducting proper investigation into the extent of the
19 contamination will **benefit** the estate. If nobody knows
20 how bad the problem is, these parcels can probably never be
21 sold. No sane purchaser will buy contaminated property
22 without knowing the extent of the problem, and no lender
23 will accept such property as security. As soon as this
24 work is done, purchasers can better assess the business
25 risks and make appropriate offers to purchase the property.
26 It is the duty of the personal representative to take all
27 steps reasonably for the management, protection and
28

1 preservation of the estate. (Probate Code § 9650), and it
2 is appropriate to sell one of the estate assets "where the
3 sale is to the advantage of the estate". (Probate Code §
4 10000(b).

5
6 WHEREFORE, Petitioner prays for an order of this Court directing
7 the personal representative to:

- 8
- 9 1. List for sale that residential property commonly known
10 as 22521 6th Street, Hayward, California (Parcel
11 numbers 427-65-112 and 426-65-113) with a licensed
12 real estate broker.
 - 13 2. Arrange the sale of the property through said broker,
14 at fair market value, with the sale to be confirmed by
15 this Court.
 - 16 3. Place any and all sale proceeds, including the down
17 payment, into an escrow account with disbursements
18 limited to the specific purposes stated herein, unless
19 prior court approval is given.
 - 20 4. The disbursements from the escrow account shall be
21 used within a reasonable time to:
 - 22 a) Hire an environmental consultant and/or
23 contractor, acceptable to the Alameda County
24 Department of Environmental Health, Environmental
25 Protection Division ("the Division"), to do the
26 following:
 - 27 b) Apply for a permit, to the Division, for the

1 removal of all underground storage tanks at the
2 locations of 16301 East 14th Street, San Leandro,
3 California (commonly known as Jack Holland Sr.
4 Oil Company).

5 c) Once the permit is granted by the Alameda County
6 Fire Department, remove all said underground
7 storage tanks.

8 d) Dispose of or treat any contaminated soil
9 excavated as part of any tank removal in a manner
10 approved by the Division.

11 e) Submit a workplan, acceptable to the Division, to
12 define the extent of the contamination at said
13 location; the workplan is to include above and
14 below ground releases petroleum products or
15 waste.

16 f) Once the plan is approved, implement the plan to
17 the satisfaction of the Division.

18 g) Once the workplan is implemented, submit a report
19 detailing the work done, with results and
20 recommendations for corrective action.

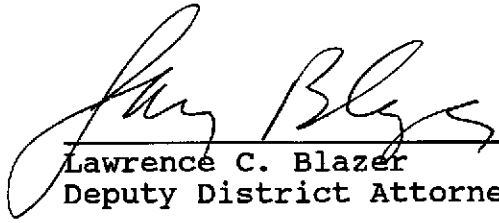
21 h) Once the recommendations are received, implement
22 the plan of corrective action, with regular
23 reports to the Division.

24 i) Proceed with the decommissioning of the above
25 ground tanks at the site, in a manner approved by
26 the Alameda County Fire Marshal, pursuant to
27 Uniform Fire Code section 79.116(d).

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Respectfully submitted,

DATED: October 1, 1996

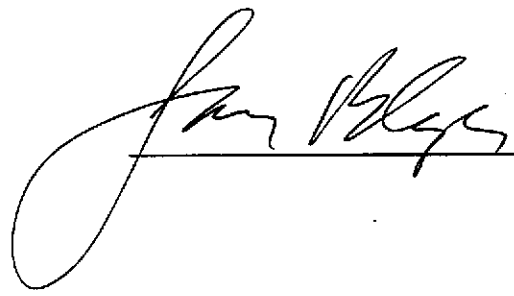

Lawrence C. Blazer
Deputy District Attorney

VERIFICATION

I, Lawrence C. Blazer, am counsel for the petitioner in the above entitled proceeding. I have read the foregoing petition and know its contents. It is true of my own knowledge, except as to those matters which are stated on information and belief, and as to those matters, I believe them to be true.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Dated: 10/1/96



Dept. 32
Hayward 9:30
10/18/96

1 Thomas J. Orloff
District Attorney
2 County of Alameda
LAWRENCE C. BLAZER (Bar No. 95598)
3 Deputy District Attorney
Consumer & Environmental Protection Division
4 7677 Oakport Street, Suite 400
Oakland, CA 94621
5 (415) 569-9281

6 Attorneys for Petitioner,
7 The People of the State of California

8 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
9 SOUTHERN DIVISION

11	Estate of	)	No. H-16069-4
12)	
13	JOHN M. HOLLAND,)	
14	Deceased	)	DECLARATION OF
15		)	SCOTT SEERY IN SUPPORT
16		)	OF PETITION FOR ORDER
		)	TO SELL PROPERTY

17 I, Scott Seery declare as follows:

18 I am a Senior Hazardous Materials Specialist with the Alameda
19 County Environmental Health Department, Environmental Protection
20 Division. My job responsibilities have included conducting
21 inspections of underground storage tanks and hazardous materials
22 facilities and hazardous waste generators to ensure compliance with
23 applicable California laws and regulations. At present I oversee the
24 assessment and cleanup of underground storage tank leaks.

25 I have been with Alameda County for over seven and one half
26 years. Previously, I was an Environmental Geologist with PRC
27 Environmental Management, Inc., a private environmental consulting

1 firm, a Research Analyst with Bendix Environmental Research, Inc.,
2 another private consulting firm, specialists in authoring
3 Environmental Impact Reports (EIR) and providing expert testimony in
4 cases involving toxicological and epidemiological studies. I have
5 B.S. in Geology from California State University, Hayward, and have
6 completed one year of post graduate study in the field of
7 environmental geology at this same institution. Further, I have well
8 over 500 hours of specialized training, including State, Department
9 of Health Services, Office of Emergency Services and USEPA certified
10 training in, among others, such areas as hazard appraisal and
11 recognition planning, OSHA health and safety training for hazardous
12 waste workers, hazardous materials incident response operations, and
13 underground storage tank monitoring, closure/removal, and cleanup.
14 I have conducted training in inspection of underground storage tanks,
15 including a course sponsored by the University of California,
16 Riverside Extension program for regulators around the state of
17 California.

18 The Environmental Protection Division is the local implementing
19 agency charged with enforcing the California Underground Storage of
20 Hazardous Substances Act (Health and Safety Code Section 25280
21 et. seq.) in those portions of Alameda County where cities do not
22 administer the law.

23 The purpose of the law is to monitor and control the release
24 of contamination into soil and groundwater through leaks in
25 underground storage tank (UST) systems. (See Health and Safety Code
26 Section 25280) I have been actively involved in conducting tank
27 inspections and the permitting process for most of the last eight and

1 one half years. The Division is also the administering agency charged
2 with enforcing the Hazardous Materials Release Response Plans and
3 Inventory Act. (Health and Safety Code Sections 25500 et. seq.) This
4 law requires handlers of hazardous materials, in excess of threshold
5 quantities (i.e. 55 gallons), to submit inventories of those materials
6 along with emergency contingency plans, (Hazardous Materials Business
7 Plans - HMBPs) to the local emergency response agencies, to be used
8 by them to minimize dangers in the event of any emergencies involving
9 the materials.

10 Underground storage tanks which contain petroleum products such
11 as diesel fuel require a permit from our agency to operate. One of
12 the legally required conditions of the permit is that the tanks be
13 monitored in an approved fashion to detect leaks. My review of our
14 files indicates that there at least 8 underground tanks located at
15 16301 East 14th Street in San Leandro which have never been properly
16 monitored pursuant to the requirements of Title 23 of the California
17 Code of Regulations.

18 It is my understanding that the tanks are no longer in use. When
19 tanks are taken out of use, it is legally required that they be
20 properly "closed" by way of a closure plan submitted to and approved
21 by our agency. A review of the record indicates that no such closure
22 plan has ever been approved (or even submitted) for the tanks which
23 exist at 16301 East 14th Street.

24 One of the purposes of a closure plan is to determine if a leak
25 has occurred so that it can be dealt with. If such a leak is
26 detected, either as part of a closure process, by conventional
27 monitoring, or other means (such as a preliminary environmental

1 investigation), it becomes the obligation of the owner or operator to
2 conduct an investigation to determine the extent of the contamination
3 and the degree of cleanup required. The records in this case indicate
4 our knowledge (and that of the estate representative) of an extensive
5 release associated with one or more of the tanks as early as 1989.
6 In spite of repeated requests for a comprehensive investigation (which
7 is legally required) to assess the damage caused by the release, this
8 has not been done to the extent necessary.

9 A very brief summary of what has occurred includes the following.
10 In April of 1989, an inspection of the facility led to visual
11 observation by a Hazardous Materials Specialist of extensive soil
12 contamination. Lab analyses confirmed that severe contamination was
13 present. This was pointed out to Ann Marie Holland, the executor (and
14 at the time of the inspection, President of the subject company), and
15 after at least two notices of violation were issued to her, a
16 preliminary investigation by a consultant again confirmed that
17 substantial contamination existed at the site, with the consultant
18 recommending further work (soil borings and the installation of
19 groundwater monitoring wells) to determine the full extent of the
20 problem. The County agreed with these recommendations and directed
21 that the work be done in December of 1990.

22 It was not until April 1996, however, that the first monitoring
23 wells were finally installed, the sampling of which confirmed the
24 presence of substantial ground water pollution beneath the site. It
25 should be noted that the installation of these initial wells was
26 funded by Ms. Holland's former sister-in-law, Barbara Holland, who has
27 some ownership interest in a contiguous lot. In other words, for the

1 past several years, Ann Marie Holland has done **nothing** to carry out
2 the further investigative work that must be done, and she has direct
3 control over the property with most of the tanks (at least 7 of the
4 8 tanks).

5 Several of the tanks apparently contained diesel fuel. The
6 contaminants already discovered include benzene, a known human
7 carcinogen. Other contaminants which may exist at the site (which
8 we won't know until the investigation is done), include chlorinated
9 solvents (another carcinogen), gasoline, which contains a variety of
10 more toxic contaminants than diesel, and petroleum solvents.

11 Here we have a site known to be contaminated with chemicals, the
12 exposure to which is harmful to humans. Until the property owner (the
13 estate) complies with the law, we will not know how quickly the plume
14 of contamination is spreading, or in which direction it is migrating.
15 What makes this situation especially worrisome is that immediately
16 adjacent to the property is an elementary school (Edendale) and a
17 Little League field. A photograph of the facility (showing the
18 proximity of the school) is attached hereto as an exhibit. While at
19 the site I have personally observed children using the premises as a
20 shortcut to and from the baseball field.

21 Exposure to the contaminants already known to exist at this site
22 can occur dermally or by inhalation. At this point we simply do not
23 know how bad the problem is or what the risks are to the nearby
24 population of children.

25 Between 1991 and the present I and others have met with Ann Marie
26 Holland several times (approximately 8 times) and directed
27 correspondence to her an equal number of times or more concerning the

1 legal necessity of doing the investigation. The Regional Water
2 Quality Control Board has also demanded action of Ms. Holland on two
3 occasions (November 1993 and April 1994). These efforts have not
4 been successful.

5 So, in spite of obvious evidence of gross pollution at this
6 facility (both above and below ground), and constant urging and
7 cajoling by environmental regulators, over the past several years this
8 facility has not complied with even the most rudimentary underground
9 tank requirements. This facility has not been in compliance this
10 entire period of time (and presumably for a substantial number of
11 years before the initial 1989 inspection), and that is why I have
12 solicited the assistance of the District Attorney's Office to deal
13 with this matter.

14 To achieve compliance with California laws regarding USTS, this
15 is what must be done:

16 According to Article 7, Sections 2670 et seq. of Title 23,
17 California Code of Regulations ("CCR"), tanks which are leaking and
18 cannot or will not be repaired, or those which are abandoned or
19 otherwise no longer in use, are to be permanently closed. Permanent
20 tank closure involves the removal of remaining liquids, and, among
21 other steps, either 1) removal of the tank, or 2) in-place
22 decommissioning by filling the tank with an inert solid. Either
23 method of tank closure requires the submittal of an application for
24 tank closure to our agency and, in this case, the Alameda County Fire
25 Department, for approval. Tank closure permits are issued by the Fire
26 Department.

27 Article 11 of Title 23 CCR requires a soil and water

1 investigation ("SWI") to be performed to determine the extent of soil
2 and ground water pollution as a result of the release from the leaking
3 tanks. A SWI work plan must be submitted to our agency which
4 describes the proposed scope of the required SWI. The SWI will
5 include, among other tasks, the construction of monitoring wells and
6 drilling of soil borings and collection and analysis of both soil and
7 water samples. Once the extent of the pollution has been determined
8 by completing the SWI, a corrective action plan (CAP) must be
9 developed outlining the degree of corrective action required.

10 In addition, Article 5, Section 2655, Title 23 CCR, requires
11 free-phase (floating) product to be removed from the ground water to
12 the extent practical should it be encountered. The regulation
13 provides that our agency determine the appropriate method. This
14 material must be properly treated, discharged or disposed of in
15 compliance with applicable local, state, and federal regulations.

16 The regulations further require that technical reports describing
17 project status are to be submitted to our agency every 3 months until
18 the assessment and cleanup project has been completed.

19 In addition, there are a number of above ground tanks at the site
20 (at least 18) which were formerly used for the storage of chemicals
21 but are not in use today. The Uniform Fire Code (adopted by Alameda
22 County) applies to this facility; it requires that such tanks be
23 removed in a manner approved by the local Fire Marshal.

24 A checklist of what must be done is as follows:

- 25 a) Hire an environmental consultant and/or
26 contractor, acceptable to the Alameda County
27 Department of Environmental Health, Environmental

28

1 Protection Division ("the Division"), to do the
2 following:

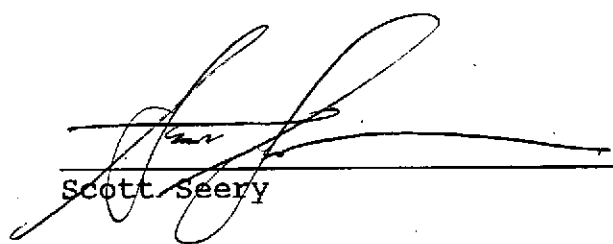
- 3 b) Apply for a permit, to the Division, for the
4 removal of all underground storage tanks at the
5 locations of 16301 East 14th Street, San Leandro,
6 California (commonly known as Jack Holland Sr.
7 Oil Company).
- 8 c) Once the permit is granted by the Alameda County
9 Fire Department, remove all said underground
10 storage tanks.
- 11 d) Dispose of or treat any contaminated soil
12 excavated as part of any tank removal in a manner
13 approved by the Division.
- 14 e) Submit a workplan, acceptable to the Division, to
15 define the extent of the contamination at said
16 location; the workplan is to address above and
17 below ground releases of petroleum or other
18 products or waste.
- 19 f) Once the plan is approved, implement the plan to
20 the satisfaction of the Division.
- 21 g) Once the workplan is implemented, submit a report
22 detailing the work done, with results and
23 recommendations for corrective action.
- 24 h) Once the recommendations are received, implement
25 the plan of corrective action, with regular
26 reports to the Division.

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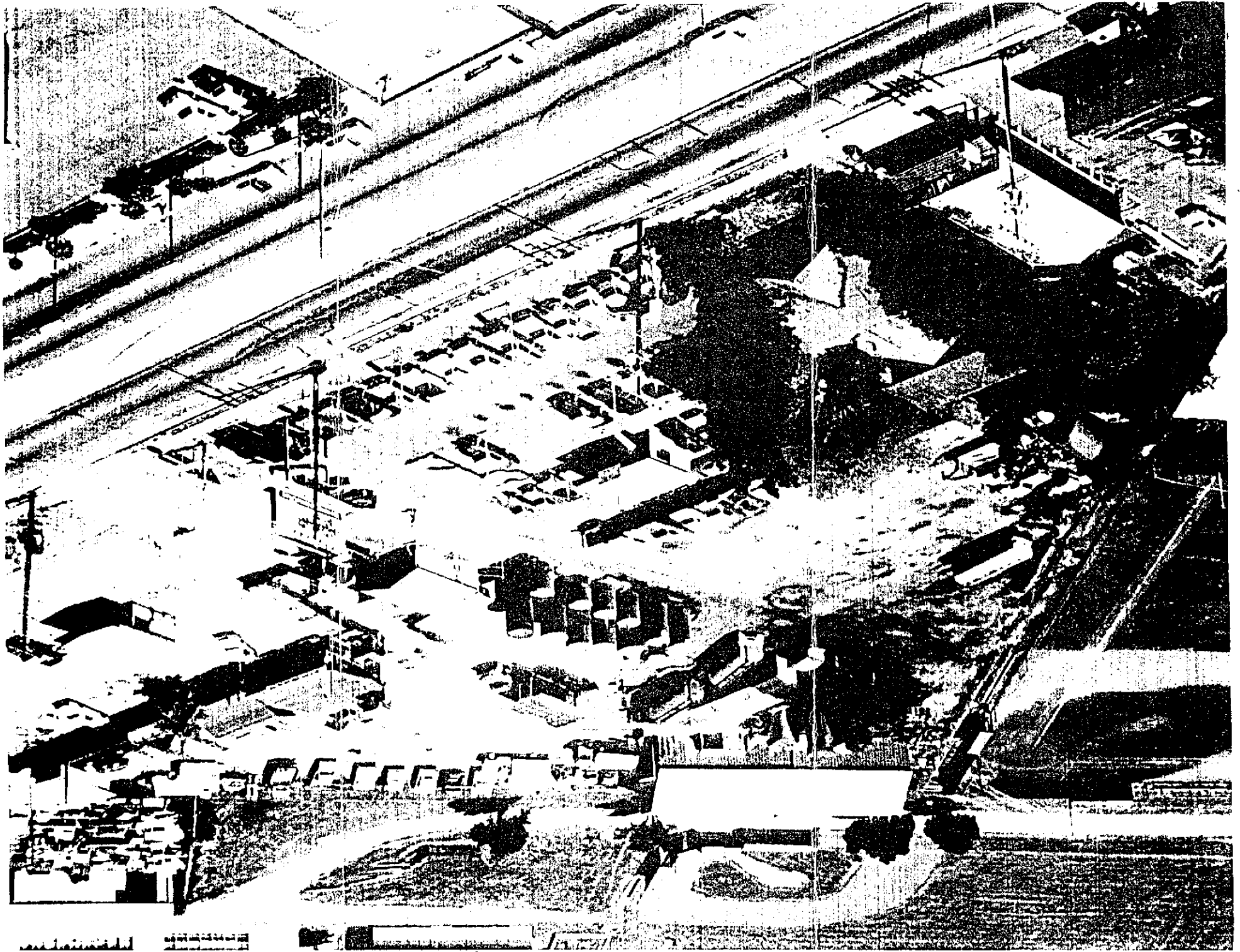
i) Proceed with the decommissioning of the above ground tanks at the site, in a manner approved by the Alameda County Fire Marshal.

I declare the foregoing to be true, to the best of my knowledge, under penalty of perjury.

Executed at Oakland, California on September 30, 1996.



Scott Seery



LITTLE LEAGUE FIELD

LEADERSHIP SCHOOL

**COBLENTZ, CAHEN, MCCABE & BREYER, LLP
ATTORNEYS AT LAW
222 KEARNY STREET, 7TH FLOOR
SAN FRANCISCO, CALIFORNIA 94108**

TELECOPIER COVER SHEET

DATE: October 16, 1996

<u>PLEASE DELIVER TO</u>	<u>TELEPHONE NUMBER(S)</u>	<u>FAX NUMBER(S)</u>
THOMAS J. ORLOFF	510/272-6222	510/271-5157
LAWRENCE C. BLAZER	510/569-9281	510/569-0505

TIME: 4:27 pm NO. OF PAGES (INCLUDING THIS PAGE): 5

CLIENT NAME: HOLLAND

CLIENT NUMBER: 7154-003

FROM: Virginia A. Crisp

MAIN PHONE NUMBER: 415-391-4800

FAX NUMBERS: 415-989-1663 or 989-1342

MESSAGE: Please see the attached Response of Beneficiaries to Petition for Order directing Sale of Real Property and Commence Environmental Investigation in Estate of John M. Holland, Deceased.

Thank You.

PLEASE NOTE: This transmittal is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this transmittal is not the intended recipient or the employee or agent responsible for delivering the transmittal to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, and return the original message to us at the above address via the United States Postal Service.

cc: Accounting Department

1 VIRGINIA A. CRISP (SBN 121387)
 COBLENTZ, CAHEN, McCABE & BREYER, LLP
 2 222 Kearny Street, Seventh Floor
 San Francisco, California 94108
 3 Telephone: (415) 391-4800
 4 Attorneys for Beneficiaries
 JOHN M. HOLLAND IV and GUY R. HOLLAND
 5
 6
 7

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
 9 COUNTY OF ALAMEDA
 10 SOUTHERN DIVISION

11 Estate of	)	Case No. H-16069-4
12)	
13 JOHN M. HOLLAND,	)	RESPONSE OF BENEFICIARIES TO
14 Deceased.	)	PETITION FOR ORDER DIRECTING
15	)	SALE OF REAL PROPERTY AND
	)	COMMENCE ENVIRONMENTAL
	)	<u>INVESTIGATION</u>

Date: October 18, 1996
 Time: 9:30 a.m.
 Dept. 32

17
 18 John M. Holland, IV and Guy R. Holland, the grandsons of
 19 John M. Holland, Sr., deceased, (hereinafter the "Holland
 20 Grandsons"), are the beneficiaries under their grandfather's will
 21 of a specific bequest of residential real property located at
 22 22521-6th Street in Hayward, California.

23 Redwood Oil Company, a judgment creditor of the Estate, and
 24 the Alameda County District Attorney's office have both filed a
 25 petition for an order directing the sale of this residential
 26 property. Redwood Oil requests that the proceeds from the sale

1 be used to satisfy a judgment in its favor in the amount of
2 \$156,295.70, plus interest. The District Attorney's office seeks
3 to apply the proceeds to the costs of investigating and remedying
4 the toxic contamination at another parcel of property owned by
5 the Estate located at 16285 E. 14th Street in San Leandro.

6 The Holland Grandsons do not object to the sale of the
7 residential property that has been specifically bequeathed to
8 them, provided:

- 9 1. The proceeds from the sale are used to investigate and
10 remedy the other Estate property's environmental contamination,
11 and are not used to pay an Estate creditor;
- 12 2. The Estate's personal representative is also ordered to
13 sell other real property owned by the Estate located in Sonoma
14 County; and
- 15 3. The Holland Grandsons' right to recover the fair market
16 value of their specific bequest from the remaining assets of the
17 Estate is preserved.

18 Clearly, the proceeds from the sale should be used to remove
19 the underground storage tanks and to clean up the toxic
20 contamination at the San Leandro property. Until that clean-up
21 is completed, the Estate cannot be closed. The personal
22 representative of the Estate, Anne Marie Holland Tiers has, for
23 years, refused to cooperate with the authorities responsible for
24 enforcing the environmental laws, and has neglected to take any
25 action to proceed with the required environmental clean-up. The
26 Court should therefore order that the sales proceeds be used for

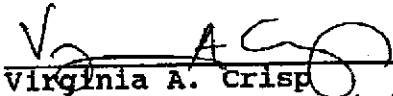
1 those purposes identified in the District Attorney's petition.
 2 Once the San Leandro property clean-up is completed, the property
 3 can then be sold and the proceeds used to pay Estate creditors.
 4 Until then, no creditors should receive preferential treatment
 5 and Redwood Oil's petition to pay the sales proceeds to it should
 6 be denied.

7 The Court and the District Attorney's office should also be
 8 aware that the Estate owns forty acres located at 4550 Redwood
 9 Highway in Sonoma County, suitable for building, which can also
 10 be sold. If the Holland Grandsons' specific bequest is to be
 11 sold, then the Sonoma property (which is part of the residue of
 12 the Estate) should also be listed for sale and those proceeds
 13 should also be used to help pay for the clean-up costs.

14 Finally, in the event the Holland Grandsons' specific
 15 bequest is sold, the Court's order should reflect that they will
 16 be entitled to recover the fair market value of their bequest
 17 from the Estate assets, presumably after the San Leandro property
 18 is cleaned and sold.

19 Dated: October 16, 1996

20 COBLENTZ, CAHEN, McCABE & BREYER, LLP

21
 22 By: 
 23 Virginia A. Crisp
 24 Attorneys for Beneficiaries
 25 John M. Holland, IV and Guy R.
 26 Holland

1 PROOF OF SERVICE BY MAIL - CCP 1013a, 2015.5

2 I declare that:

3 I am employed in the county of San Francisco, California.
4 I am over the age of eighteen years and not a party to the within
5 cause. My business address is 222 Kearny Street, 8th Floor,
6 San Francisco, California.7 On October 16, 1996, I served the within: RESPONSE OF
8 BENEFICIARIES TO PETITION FOR ORDER DIRECTING SALE OF REAL
9 PROPERTY AND COMMENCE ENVIRONMENTAL INVESTIGATION in said cause,
10 by placing a true copy thereof enclosed in a sealed envelope with
11 postage thereon fully prepaid, for collection in this office and
12 mailing on that date following ordinary business practice, in the
13 U.S. Mail at San Francisco, California addressed as follows:14 Anthony B. Varni, Esq.
15 Varni, Fraser, Hartwell & Rodgers
16 P.O. Box 570
Hayward, CA 9454317 Tina L. Rasnow
18 141 Dusenberg Drive, Suite 11
Westlake Village, CA 9136219 Anne Marie Holand Tiers
20 1498 Hamrick Lane
Hayward, CA 9454521 Jack C. Provina, Esq.
22 500 Ygnacio Valley Road
Walnut Creek, CA 9459623 Archibald M. Mull III
24 1001 Second Street
Sacramento, CA 9581425 Jeffrey G. Olsen
26 Law Offices of F. William Fennell
2100 Marconi Avenue
Sacramento, CA 95821

1 James V. Joyce, Esq.
 George B. Speir, Esq.
 2 Miller, Starr & Regalia
 One Kaiser Plaza
 3 Ordway Bulding, Suite 1600
 Oakland, CA 94612

4 Lucille V. Holland
 5 c/o Henry E. Bollwinkel, Conservator
 P.O. Box 1341
 6 Lafayette, CA 94549

7 Stepehn M. Judson, Esq.
 Fitzgerald, Abbott & Beardsley
 8 1221 Broadway, 21st Floor
 Oakland, CA 94612

9 Murray S. Kalish, CPA
 10 Kalish & Associates
 1620 Montgomery Street, #300
 11 San Francisco, CA 94111

12 I declare under penalty of perjury that the foregoing is
 13 true and correct, and that this declaration was executed on:
 14 October 16, 1996, at San Francisco, California.



15
 16
 17 Patti L. Eabert

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AFFIDAVIT OF SERVICE BY MAIL

The undersigned deposes and says:

That I am a citizen of the United States and a resident of the County of Alameda; that I am over the age of eighteen years and not a party to the within actions; that my business address is the Office of the District Attorney, 7677 Oakport Street, Suite 400, Oakland, California, 94621;

That I served a true copy of the attached **PETITION FOR ORDER DIRECTING SALE OF REAL PROPERTY AND COMMENCE ENVIRONMENTAL INVESTIGATION and DECLARATION OF SCOTT SEERY IN SUPPORT OF PETITION FOR ORDER TO SELL PROPERTY and [PROPOSED] ORDER DIRECTING PERSONAL REPRESENTATIVE TO SELL REAL PROPERTY AND COMMENCE ENVIRONMENTAL INVESTIGATION**

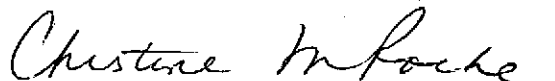
by placing said copy in an envelope addressed to:

SEE ATTACHED SERVICE LIST

which envelope was then and there sealed and postage fully prepaid thereon and thereafter was on October 1, 1996 deposited in the United States mail at Oakland, California.

I declare under penalty of perjury that the foregoing is true and correct.

DATED this 1st day of October, 1996, at Oakland, California.


Christine M. Roche

SERVICE LIST

Anthony B. Varni, Esq.
Varni, Fraser, Hartwell & Rodgers
P.O. Box 570
Hayward, CA 94543

James V. Joyce, Esq.
George B. Speir, Esq.
Miller, Starr & Regalia
One Kaiser Plaza
Ordway Building, Suite 1600
Oakland, CA 94612

Tina L. Rasnow
141 Dusenberg Drive, Suite 11
Westlake Village, CA 91362

Lucille V. Holland
c/o Henry E. Bollwinkel, Conservator
Post Office Box 1341
Lafayette, CA 94549

Anne Marie Holand Tiers
1498 Hamrick Lane
Hayward, CA 94545

John M. Holland, IV
c/o Holland Sport
1520 Tennessee Street
San Francisco, CA 94107

Jack C. Provina, Esq.
500 Ygnacio Valley Road
Walnut Creek, CA 94596

Stephen M. Judson, Esq.
Fitzgerald, Abbott & Beardsley
1221 Broadway, 21st Floor
Oakland, CA 94612

Archibald M. Mull III
1001 Second Street
Sacramento, CA 95814

Murray S. Kalish, CPA
Kalish & Associates
1620 Montgomery Street, #300
San Francisco, CA 94111

Jeffrey G. Olsen
Law Offices of F. William Fennell
2100 Marconi Avenue
Sacramento, CA 95821

<input checked="" type="checkbox"/> ORNEY OR PARTY WITHOUT ATTORNEY (Name and Address): Lawrence C. Blazer, Deputy District Attorney Alameda County District Attorney's Office 7677 Oakport Street, Suite 400 Oakland, CA 94621		TELEPHONE NO.: 569-9281	FOR COURT USE ONLY
ATTORNEY FOR (Name): People of the State of California			
SUPERIOR COURT OF CALIFORNIA, COUNTY OF Alameda STREET ADDRESS: 24405 Amador Street MAILING ADDRESS: P.O. Box 3038 CITY AND ZIP CODE: Hayward, CA 94540 BRANCH NAME: Southern Division			
ESTATE OF (NAME): JOHN M. HOLLAND			
NOTICE OF HEARING (Probate)		CASE NUMBER: H-16069-4	

This notice is required by law. This notice does not require you to appear in court, but you may attend the hearing if you wish.

1. NOTICE is given that (name): Petitioner People of the State of California

(representative capacity, if any):

has filed (specify):*

PETITION FOR ORDER DIRECTING SALE OF REAL PROPERTY AND
ENVIRONMENTAL INVESTIGATION

2. You may refer to the filed documents for further particulars. (All of the case documents filed with the court are available for examination in the case file kept by the court clerk.)

3. A HEARING on the matter will be held as follows:

Date: 10/18/96 Time: 9:30 a.m. Dept.: 32 Room:
 Address of court shown above is:

Lawrence C. Blazer

(TYPE OR PRINT NAME)

Attorney or party

(SIGNATURE)

Clerk, by

, Deputy

Date: 10/1/96

4. This notice was mailed on (date): 10/1/96

at (place):

(Continued on reverse)

* Do not use this form to give notice of hearing of the petition for administration (see Probate Code, § 81001).

CLERK'S CERTIFICATE OF [] POSTING [] MAILING

I certify that I am not a party to this cause and that a copy of the foregoing Notice of Hearing (Probate)

1. [] was posted at (address):

on (date):

2. [] was served on each person named below. Each notice was enclosed in an envelope with postage fully prepaid. Each envelope was addressed to a person whose name and address is given below, sealed, and deposited with the United States Postal Service at (place): , California,

on (date):

Date: Clerk, by _____, Deputy

PROOF OF SERVICE BY MAIL

1. I am over the age of 18 and not a party to this cause. I am a resident of or employed in the county where the mailing occurred.

2. My ~~XXXXXX~~ business address is (specify): 7677 Oakport Street, Suite 400 Oakland, CA 94621

3. I served the foregoing Notice of Hearing (Probate) on each person named below by enclosing a copy in an envelope addressed as shown below AND

- a. [XX] depositing the sealed envelope with the United States Postal Service with the postage fully prepaid.
b. [] placing the envelope for collection and mailing on the date and at the place shown in item 4 following our ordinary business practices.

4. a. Date mailed: October 1, 1996 b. Place mailed (city, state): Oakland, CA 94621

5. [XX] I served with the Notice of Hearing (Probate) a copy of the petition or other document referred to in the notice.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: October 1, 1996

Christine M. Roche (TYPE OR PRINT NAME)

Christine M. Roche (SIGNATURE OF DECLARANT)

NAME AND ADDRESS OF EACH PERSON TO WHOM NOTICE WAS MAILED

SEE ATTACHED SERVICE LIST

SERVICE LIST

Anthony B. Varni, Esq.
Varni, Fraser, Hartwell & Rodgers
P.O. Box 570
Hayward, CA 94543

James V. Joyce, Esq.
George B. Speir, Esq.
Miller, Starr & Regalia
One Kaiser Plaza
Ordway Building, Suite 1600
Oakland, CA 94612

Tina L. Rasnow
141 Dusenberg Drive, Suite 11
Westlake Village, CA 91362

Lucille V. Holland
c/o Henry E. Bollwinkel, Conservator
Post Office Box 1341
Lafayette, CA 94549

Anne Marie Holand Tiers
1498 Hamrick Lane
Hayward, CA 94545

John M. Holland, IV
c/o Holland Sport
1520 Tennessee Street
San Francisco, CA 94107

Jack C. Provina, Esq.
500 Ygnacio Valley Road
Walnut Creek, CA 94596

Stephen M. Judson, Esq.
Fitzgerald, Abbott & Beardsley
1221 Broadway, 21st Floor
Oakland, CA 94612

Archibald M. Mull III
1001 Second Street
Sacramento, CA 95814

Murray S. Kalish, CPA
Kalish & Associates
1620 Montgomery Street, #300
San Francisco, CA 94111

Jeffrey G. Olsen
Law Offices of F. William Fennell
2100 Marconi Avenue
Sacramento, CA 95821

1 Thomas J. Orloff
District Attorney
2 County of Alameda
LAWRENCE C. BLAZER (Bar No. 95598)
3 Deputy District Attorney
Consumer & Environmental Protection Division
4 7677 Oakport Street, Suite 400
Oakland, CA 94621
5 (415) 569-9281

6
7 Attorneys for Petitioner,
The People of the State of California

8
9 SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA
SOUTHERN DIVISION

10
11 Estate of)
12) No. H-16069-4
13 JOHN M. HOLLAND,)
14 Deceased)
15) **ORDER DIRECTING PERSONAL**
16) **REPRESENTATIVE TO SELL**
17) **REAL PROPERTY AND COMMENCE**
18) **ENVIRONMENTAL INVESTIGATION**

19 The petition of the People of the State of California, acting
20 through Thomas J. Orloff, the District Attorney of Alameda County, an
21 interested person in the estate of John M. Holland, deceased, praying
22 for an order directing the personal representative to sell real
23 property and commence an environmental investigation, came on
24 regularly for hearing by the Court on this date. Petitioner appeared
by counsel, Deputy District Attorney Lawrence C. Blazer.

25 The Court finds from satisfactory proof:

- 26 1. Notice of the time and place of the hearing was given
27 as required by law.

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2. All facts set forth in the petition are true and correct.
3. Unless the personal representative sells the property, the estate will suffer great or irreparable injury because: its exposure to liability for civil penalties will rapidly increase, and its exposure to liability for damages from private parties, both individuals exposed to toxic contaminants and adjacent property owners whose property is impacted by migrating pollution, will increase. Moreover, the estate will not be able to sell the contaminated property without a potential buyer knowing the extent to which it is contaminated.

WHEREFORE, IT IS ORDERED, the personal representative shall:

1. List for sale that property commonly known as 22521 6th Street, Hayward, California (Parcel numbers 427-65-112 and 426-65-113) with a licensed real estate broker.
2. Arrange the sale of the property through said broker, at fair market value, with the sale to be confirmed by this Court.
3. Place any and all sale proceeds, including the down payment, into an escrow account with disbursements limited to the specific purposes stated herein, unless prior court approval is given.
4. The disbursements from the escrow account shall be used within a reasonable time to:

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- a) Hire an environmental consultant and/or contractor, acceptable to the Alameda County Department of Environmental Health, Environmental Protection Division ("the Division"), to do the following:
- b) Apply for a permit, to the Division, for the removal of all underground storage tanks at the locations of 16301 East 14th Street, San Leandro, California (commonly known as Jack Holland Sr. Oil Company).
- c) Once the permit is granted by the Alameda County Fire Department, remove all said underground storage tanks.
- d) Dispose of or treat any contaminated soil excavated as part of any tank removal in a manner approved by the Division.
- e) Submit a workplan, acceptable to the Division, to define the extent of the contamination at said location; the workplan is to include above and below ground releases petroleum products or waste.
- f) Once the plan is approved, implement the plan to the satisfaction of the Division.
- g) Once the workplan is implemented, submit a report detailing the work done, with results and recommendations for corrective action.
- h) Once the recommendations are received, implement

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the plan of corrective action, with regular reports to the Division.

- i) Proceed with the decommissioning of the above ground tanks at the site, in a manner approved by the Alameda County Fire Marshal.

Dated: _____

Judge of the Superior Court

IGO/drm 7/16/96

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and address): Jeffrey G. Olsen, SRN 67 LAW OFFICES OF F. WILLIAM FENNELL 2100 Marconi Avenue Sacramento, CA 95821		TELEPHONE NO.: 916-920-4444	FOR COURT USE ONLY
ATTORNEY FOR (Name): Petitioner REDWOOD OIL COMPANY		ENVIRONMENTAL PROTECTION 96 AUG 30 PM 2:47	
SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA			
STREET ADDRESS: 24405 Amador Street			
MAILING ADDRESS: P.O. Box 3038			
CITY AND ZIP CODE: Hayward, CA 94540-3038			
BRANCH NAME: SOUTHERN DIVISION			
ESTATE OF (NAME): JOHN M. HOLLAND			
		DECEDENT	
NOTICE OF HEARING (Probate)		CASE NUMBER: H-16069-4	

This notice is required by law. This notice does not require you to appear in court, but you may attend the hearing if you wish.

1. NOTICE is given that (name): Petitioner Redwood Oil Company/Peter Van Alyea
(representative capacity, if any):

has filed (specify):* PETITION FOR ORDER DIRECTING PERSONAL REPRESENTATIVE TO SELL REAL PROPERTY, AND TO FILE A SUPPLEMENTAL ACCOUNT AND INTERIM REPORT OF ADMINISTRATION

2. You may refer to the filed documents for further particulars. (All of the case documents filed with the court are available for examination in the case file kept by the court clerk.)

3. A HEARING on the matter will be held as follows:

Date: 9-6-96 Time: 9:30 AM Dept.: 32 Room:
Address of court shown above is:

JEFFREY G. OLSEN

(TYPE OR PRINT NAME)

Attorney or party

[Handwritten Signature]
(SIGNATURE)

Date: July 16, 1996

Clerk, by _____, Deputy

4. This notice was mailed on (date): August 20, 1996 at (place):

(Continued on reverse)

* Do not use this form to give notice of hearing of the petition for administration (see Probate Code, § 8100).

CLERK'S CERTIFICATE OF POSTING MAILING

I certify that I am not a party to this cause and that a copy of the foregoing Notice of Hearing (Probate)

1. was posted at (address): _____
on (date): _____
2. was served on each person named below. Each notice was enclosed in an envelope with postage fully prepaid. Each envelope was addressed to a person whose name and address is given below, sealed, and deposited with the United States Postal Service at (place): _____, California,
on (date): _____

Date: _____ Clerk, by _____, Deputy

PROOF OF SERVICE BY MAIL

1. I am over the age of 18 and not a party to this cause. I am a resident of or employed in the county where the mailing occurred.
2. My residence or business address is (specify): 2100 Marconi Avenue, Sacramento, CA 95821
3. I served the foregoing Notice of Hearing (Probate) on each person named below by enclosing a copy in an envelope addressed as shown below AND
 - a. depositing the sealed envelope with the United States Postal Service with the postage fully prepaid.
 - b. placing the envelope for collection and mailing on the date and at the place shown in item 4 following our ordinary business practices. I am readily familiar with this business' practice for collecting and processing correspondence for mailing. On the same day that correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service in a sealed envelope with postage fully prepaid.
4. a. Date mailed: August 20, 1996 b. Place mailed (city, state): Sacramento, CA
5. I served with the Notice of Hearing (Probate) a copy of the petition or other document referred to in the notice.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: August 20, 1996

..... DARLENE R. MARCH
.....
(TYPE OR PRINT NAME)

▶ *Darlene R. March*
(SIGNATURE OF DECLARANT)

NAME AND ADDRESS OF EACH PERSON TO WHOM NOTICE WAS MAILED

SEE MAILING LIST ATTACHED

dcm

LAW OFFICES OF F. WILLIAM FENNELL

2100 MARCONI AVENUE
SACRAMENTO, CALIFORNIA 95821
(916) 920-4444

JEFFREY G. OLSEN State Bar No. 067028

**ENDORSED
FILED
ALAMEDA COUNTY**

ATTORNEYS FOR Petitioner REDWOOD OIL COMPANY

JUL 22 1996

**RONALD G. OVERHOLT, Exec. Off./Clerk
By Pamela Aguilar**

SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA

Estate of:

JOHN M. HOLLAND

Deceased

NO. H-16069-4

PETITION FOR ORDER
DIRECTING PERSONAL
REPRESENTATIVE TO SELL REAL
PROPERTY, AND TO FILE A
SUPPLEMENTAL ACCOUNT AND
INTERIM REPORT OF
ADMINISTRATION

Date: SEPT. 6, 1996
Time: 9:30 AM
Dept: 32

1. Petitioner, Peter Van Alyea, is the Vice President of REDWOOD OIL COMPANY, one of the creditors of the decedent, JOHN M. HOLLAND. The amount of the claim against the decedent's estate is \$156,295.70 together with interest at the rate of 10% per annum from August 25, 1987, until paid. To date, the claim remains completely unsatisfied.

2. Petitioner is informed that the decedent died on or about March 26, 1987. In the nine years since then, it appears that little progress has been made towards the conclusion of this estate. Granted, there are significant problems with the estate, but the progress to date is completely unsatisfactory.

1 estate, but the progress to date is completely unsatisfactory.

2 3. An Inventory and Appraisement was filed in this
3 matter on July 21, 1988. Petitioner is informed that since that
4 date that the estimated value of the estate has significantly
5 diminished from the original appraised value of \$997,468.48.

6 4. The decedent's widow, Lucille V. Holland, was
7 granted a probate homestead in the residence commonly known as
8 22521 Sixth Street, Hayward, California, APN 427-65-112 and 426-
9 65-113. Petitioner is informed that Lucille V. Holland has
10 passed away, therefore, the probate homestead is terminated.

11 5. According to the information available to
12 petitioner, the residential real estate market in the bay area
13 is on an upsurge and should continue through the summer months
14 because school is out and it is a time that families are more
15 likely to relocate. Therefore, immediate action must be taken
16 with respect to the listing and sale of the residence.

17 6. Unless the Personal Representative is ordered to
18 take this action by the court, the Estate will suffer great and
19 irreputable injury in that an opportunity will be lost to sell
20 the residence at its highest value. The court may direct
21 Personal Representative to take action pursuant to Probate Code
22 Section 9613. In the alternative, Petitioner as Vice President
23 of a principal creditor of the Estate, requests appointment as a
24 special administrator for the purpose of listing and selling the
25 residence and if necessary other real property in the Estate and
26 to further investigate the disposition of assets of the Estate
27 including the 1955 Mercedes Gull wing vintage automobile,
28 appraised at \$125,000.00, which apparently has disappeared from

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the Estate, and the application of income generated by Estate property.

7. Petitioner further requests that the Personal Representative be required to file a supplemental account because of the passage of time since the last account pursuant to Probate Code Sections 10950(a)(b) and (c).

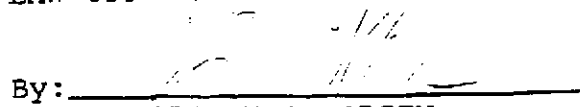
8. Because of questions concerning the disposition of the Gull Wing Mercedes and other assets of the Estate, including the receipt of income from Estate property, Petitioner also requests that the Personal Representative render an interim report under Probate Code Section 10954(a).

WHEREFORE, Petitioner prays for an order of this court directing the Personal Representative to sell the residence located at 22521 Sixth Street, Hayward, California, item No. 5 on page 7 of attachment No. 2 to the Inventory and Appraisement filed herein, as well as investigate the possibility of selling other real estate in the Estate or in the alternative that Petitioner be appointed Special Administrator to list and sell the residence and/or other assets of the estate. Petitioner further prays for an order directing the Personal Representative be required to file a supplemental or interim accounting and an interim report of administration.

Dated: July 16, 1996.


PETER VAN ALVEA, Petitioner

Dated: July 17, 1996.

LAW OFFICES OF F. WM. FENNELL
By: 
JEFFREY G. OLSEN
Attorneys for Petitioner

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VERIFICATION

I, PETER VAN ALYEA, declare:

1. I am the Petitioner in this matter.

2. I have read the foregoing Petition for Order Directing Personal Representative to Sell Real Property and File Supplemental Account and Interim Report of Administration, and know its contents. From my own knowledge I know they are true, except for those matters which are stated on information and belief. As to those matters, I believe them to be true.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and if called as a witness I could competently testify thereto.

Dated: July 11, 1996


PETER VAN ALYEA

MAILING LIST

Anthony B. Varni, Esq.
Varni, Fraser, Hartwell & Rodgers
P.O. Box 570
Hayward, CA 94543

James V. Joyce, Esq.
George B. Speir, Esq.
Miller, Starr & Regalia
One Kaiser Plaza
Ordway Building, Suite 1600
Oakland, CA 94612

Tina L. Rasnow
141 Duesenberg Drive, Suite 11
Westlake Village, CA 91362

Lucille V. Holland
c/o Henry E. Bollwinkel, Conservator
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Ordway Building, Suite 1600
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1221 Broadway, 21st Floor
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Archibald M. Mull, III
1001 Second Street
Sacramento, CA 95814

Murray S. Kalish, CPA
Kalish & Associates
1620 Montgomery Street, #300
San Francisco, CA 94111

July 29, 1996



Mr. Scott Seery
Hazardous Materials Division
Alameda County Department of Environmental Health
1131 Harbor Bay Parkway, Room 250
Alameda, CA 94501

RE: Holland Properties, E. 14th Street, San Leandro, California

Dear Scott:

Attached please find the documents we discussed at the **Pre-Enforcement Review Hearing** on July 24, 1996. The documents include the following:

1. Copy of **The Second Barbara Holland Revocable Trust**, which **designates only Barbara Holland as the Trustee**. By virtue of this trust agreement (which is the most current one) Jay and Guy Holland have absolutely no interest in the E. 14th Street properties, therefore their names should be removed from the list of Potentially Responsible Parties (PRPs) for the subject site;
2. Copies of **Grant Deeds** evidencing the manner in which title to portions of the E.14th Street properties is currently held;
3. Copy of a portion of the **first Barbara Holland Revocable Trust**, which **designated Barbara Jay and Guy Holland as Trustees**. We did not include the entire agreement because the item of interest is on the first page and the rest of the agreement is virtually the same as The Second Barbara Holland Revocable Trust. As you know, **this first trust agreement is no longer valid**;
4. Copies of pleadings and correspondence relating to the appointment of a referee and administrator;
5. Copy of the Referee's Report, dated August 24, 1992.

Please feel free to share with Mr. Gil Jensen any or all of these documents.

It is our understanding that you will be sending us a letter summarizing the issues discussed at the July 24, 1996 meeting and the responsibilities of the various parties.

Thank you for your continued assistance and cooperation. It is very much appreciated.

Please contact me if you have any questions.

Very truly yours,


Nalini Rajender Frush

cc: Barbara Holland, Jay Holland

96 AUG -1 PM 2:15
ENVIRONMENTAL
PROTECTION

VARNI, FRASER, HARTWELL & RODGERS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

22771 MAIN STREET

P. O. BOX 570

HAYWARD, CALIFORNIA 94543-0570

(510) 886-5000

FAX: (510) 538-8787

TRANSMITTAL MEMO

December 15, 1995

LIONEL A. RODGERS
(1942-1989)

JOHN S. HARTWELL
(1924-1993)

LIVERMORE OFFICE
2109 FOURTH STREET
LIVERMORE, CA 94550
(510) 447-1222
FAX (510) 443-7831

TO: Scott O. Seery, CCHM
Alameda County Health Services Agency
Department of Environmental Health
1131 Harbor Bay Parkway
Alameda, CA 94502-6577

RE: Estate of John M. Holland, alias, Dec'd
E. 14th Street Properties, San Leandro

ENCLOSURES:

Copy of letter sent to Mr. Nalini Rajender Frush of
COMPLIANCE & CLOSURE, INC. dated December 6, 1995.

REQUESTED ACTION:

Dear Mr. Seery:

Sorry for the delay in sending this letter to you. It was
returned to us for an incorrect mailing address.

Very truly yours,

VARNI, FRASER, HARTWELL & RODGERS

BY: 

ANTHONY B. VARNI

ABV:jes
Enclosure
cc--Mrs. Ann Marie Holland Tiers

VARNI, FRASER, HARTWELL & RODGERS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

22771 MAIN STREET

P. O. BOX 570

HAYWARD, CALIFORNIA 94543-0570

(510) 886-5000

FAX: (510) 538-8797

December 6, 1995

LIONEL A. RODGERS
(1942-1989)

JOHN S. HARTWELL
(1924-1993)

LIVERMORE OFFICE
2109 FOURTH STREET
LIVERMORE, CA 94550
(510) 447-1222
FAX (510) 443-7831

Mr. Nalini Rajender Frush
COMPLIANCE & CLOSURE, INC.
7020 Koll Center Parkway, Suite 134
Pleasanton, CA 94566

**Re: Estate of John M. Holland, Deceased
Access to Parcels/E. 14th Street
San Leandro, California**

Dear Mr. Frush:

I am in receipt of your letter dated November 15, 1995, a copy of which was forwarded to our client, Ann Marie Holland Tiers, Temporary Administrator of the Estate of John M. Holland, alias, Deceased.

At our client's request, we are writing to you to advise the following:

1. The estate of John M. Holland, Deceased, is presently insolvent.
2. Our client, Ann Marie Holland Tiers currently has no interest in the E. 11th Street properties except as a possible beneficiary. It is not possible to estimate when and if distribution of the property interests to our client will take place because of the multiple financial problems facing the estate in addition to the toxic contamination problem.
3. Our client has no personal resources to cover any costs involved in the environmental investigation and remediation even if she owned any interests in the properties.
4. One of the reasons for the estate's condition of insolvency is that the one asset of the estate which had value was removed from the estate and sold without our client's knowledge or consent and the funds were not returned to the estate for payment of debts and substantial claims against it.

Nalini Rajender Frush
December 5, 1995
Page 2

Thus, other than the estate's interest in monthly rental incomes generated by the E. 14th Street, San Leandro, properties, which go to Barbara Holland after payment of property taxes, insurance and similar expenses, the estate and our client have no funds with which to pay your proposed charges. The monthly incomes are not under the control of our client, but are managed and controlled by Murray Kalish, CPA, court-appointed referee in the matter Holland v. Holland, Alameda County Superior Court Case No. 679718-8.

Very truly yours,

VARNI, FRASER, HARTWELL & RODGERS

By _____
ANTHONY B. VARNI

ABV:jes
cc--Mrs. Ann Marie Holland Tiers
cc--Mrs. Barbara J. Holland
cc--Murray Kalish, CPA
cc--Scott Seery, Alameda County Dept.
of Environmental Health

LAW OFFICES
RANDICK & O'DEA
1800 HARRISON, SUITE 2350
OAKLAND, CALIFORNIA 94612

ROBERT A. RANDICK, JR.
BRIAN M. O'DEA
SUSAN M. TEEL
BERNARD F. ROSE, PHD.
JULIE M. ROSE
WILLIAM J. TRINKLE

TELEPHONE
(510) 836-3555

TELECOPIER
(510) 834-4748

December 1, 1993

VIA FACSIMILE TRANSMISSION

Craig M. Wilson, Esq.
State Water Resources Control Board
901 "P" Street
Sacramento, CA 95814

Re: Petition for Review of Action by the Regional Water Quality Control Board, San Francisco Bay Region ("BARWQCB"), File Nos. 01-0771 and 2198.17.

Dear Mr. Wilson:

This firm represents Ms. Barbara Holland who was recently designated a potentially responsible party ("PRP") with regard to contamination to property located at 16301 East 14th Street, Oakland, California.

On November 2, 1993, the BARWQCB issued to Ms. Holland, as well as several other persons and entities, a letter entitled "Legal Designation of Responsible Party and Request for Submittal of a Technical Report Resulting From the Alameda County Department of Environmental Health's Pre-Enforcement Review Panel Meeting on September 29, 1993".

Ms. Holland hereby appeals the BARWQCB's decision as set forth in the November 2nd letter naming her as a PRP and requesting from her a technical report.

This preliminary appeal for review of the BARWQCB's decision is submitted to comply with the statute of limitations set forth in Water Code § 13320 which requires that an appellant submit an appeal of a regional board's action within 30 days of such action.

During the all too brief 30 day period allowed for such, I wrote a letter to the regional board and to the Alameda County District Attorney's office explaining in detail why Ms. Holland is not a PRP for this site. I also had several conversations with Mr. Scott Seery of the Alameda County Department of Environmental Health. Mr. Seery, who stated to me that, with respect to this matter, he speaks on behalf of the Alameda DA, said that, based on our conversations, the county, which has local oversight authority in this matter, is presently willing to refrain from seeking

December 1, 1993
Page 2

administrative or judicial enforcement of the order issued by the regional board and to work with Ms. Holland and the other named PRPs to try to resolve the matter informally. Thus, this appeal is being submitted at this time solely to toll the statute of limitations. It is requested that the State Board hold in abeyance any action on this appeal while all the parties attempt to address the situation informally. If you have any questions concerning this request, please give me a call and/or call Mr. Seery at (510) 271-4530.

Insofar as Ms. Holland's appeal to the State Board is concerned, the basis for it is set forth fully in the above-referenced letter to the BARWQCB and Gil Jensen of the Alameda County DA's office. A copy of the letter is attached hereto and incorporated by reference as if fully set forth herein.

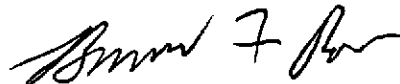
If it becomes necessary to pursue this appeal in the future, Ms. Holland will submit a supplementary petition for review in which the remaining formal requirements of such an appeal will be addressed.

If you have any immediate questions or would like to discuss this matter further at this time, please feel free to contact me at your convenience. If not, I will await the formal response of the State Board in due course.

Thank you for your attention to this matter.

Very truly yours,

RANDICK & O'DEA



Bernard F. Rose

BFR:cb
Enclosure

EDWARD E. MARTINS

Law Offices of
Edward E. Martins
ENVIRONMENTAL
LAW CORPORATION

A Professional Corporation
22698 MISSION BOULEVARD
HAYWARD, CALIFORNIA 94541
October 4 1999

99 OCT -5 PM 2:54

TELEPHONE (510) 537-3477
(510) 351-1201
FAX: (510) 351-1204
IN REPLY REFER TO NO.

Environmental Bio Systems Inc.
P.O. Box 7171
San Jose, CA 95150 7171

Dear Mr Sadoff Jr.

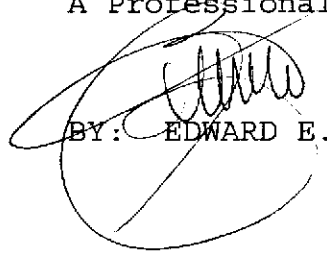
Enclosed please find my trust check in the sum of \$400 as part payment of the cost of the Work Plan preparation by your firm.

In accordance with the contract, (which I am returning to you signed by my client), the balance of \$400 of the total charge of \$800 will be paid to you upon the completion of your work.

Because of the delay, please give this matter your immediate attention. I assume that you are in touch with Scott Seery and you should keep him abreast of your progress. Please call him and give him an estimate of when your plan will be finished.

Very truly yours,

LAW OFFICES OF EDWARD E. MARTINS
A Professional Corporation



BY: EDWARD E. MARTINS

EEM:

cc Scott Seery
Ann Marie Holland

LAW OFFICES
RANDICK & O'DEA ALCO HAZMAT
1800 HARRISON, SUITE 2350
OAKLAND, CALIFORNIA 94612

ROBERT A. RANDICK, JR.
BRIAN M. O'DEA
SUSAN M. TEEL
BERNARD F. ROSE, PH.D.
JULIE M. ROSE
WILLIAM J. TRINKLE

TELEPHONE
(510) 836-3555
TELECOPIER
(510) 834-4748

93 NOV 23 AM 9:45
November 10, 1993

Mr. Steven R. Ritchie
CRWQCB
2101 Webster St., Suite 500
Oakland, CA 94612

Mr. Gil Jensen
ACDA
7677 Oakport St., Suite 400
Oakland, CA 94621

RECEIVED
NOV 12 1993

DISTRICT ATTORNEY
ALAMEDA COUNTY
CEPD

Re: 16301 East 14th Street, San Leandro, California
Your File Nos.: 01-0771 & 2198.17

Dear Gentlemen:

This firm has been retained by Ms. Barbara Holland to represent her in the above-referenced matter. Ms. Holland has been named as a responsible party ("PRP") by the Regional Water Quality Control Board for the contamination found on the property located at 16301 East 14th Street, San Leandro, California.

The Regional Board's decision was based on an Alameda County Department of Environmental Health Pre-Enforcement Review Panel Meeting held on September 29, 1993. It is apparent that the convoluted history regarding ownership of the subject property and the ownership and operation of the underground storage tanks ("USTs") located thereon confused the participants at the Meeting and caused them to improperly name Ms. Holland as a PRP for this site. The purpose of this letter is to provide you with what I believe to be irrefutable evidence that Ms. Holland is not and cannot be a PRP with regard to the contamination at the subject property and to solicit your assistance in removing her from the PRP list without going the hassle - and concomitant needless expenditure of time and money by all parties - of a formal appeal to the State Water Quality Control Board.

As you are both well aware, pursuant to California Code of Regulations, Title 23, section 2720, a responsible party must fit one or more of the following criteria:

- (1) Any person who owns or operates an underground storage tank used for the storage of any hazardous substance;

- (2) In the case of any underground storage tank no longer in use, any person who owned or operated the underground storage tank immediately before the discontinuation of its use;
- (3) Any owner of property where an unauthorized release of a hazardous substance from an underground storage tank has occurred; and
- (4) Any person who had or has control over a underground storage tank at the time of or following an unauthorized release of a hazardous substance.

Taking these criteria in order:

1. Ms. Holland is not the present owner or operator of the USTs at the site. At present, ownership of the property, and perforce of the USTs, is unclear in that the estate of Jack Holland Sr., who was the recorded fee owner of the property at the time of his death, is still in probate. However, Barbara Holland is not even a potential heir of Mr. Holland Sr.'s estate so regardless of how the property is distributed, Ms. Holland will never have any interest in the subject property or the USTs.

2. Neither was Barbara Holland the owner or operator of the USTs immediately before discontinuation of their use. The property was the site of various business entities, most of which were owned and operated by John Holland Sr., the father of Ms. Holland's former husband, Jack Holland Jr. Mr. Holland Sr. owned and operated the USTs at the site through his various business interests. The last of the Jack Holland Sr. enterprises to own and operate the USTs was Jack Holland Sr. Oil Company, Inc. which was incorporated on December 8, 1980. The officers of the corporation were Jack Holland, Sr. and Ann Marie Holland, his daughter. Later, after Jack Holland Sr.'s death, Ann Marie Holland became both the chief executive officer and sole director of the corporation as shown on the attached Statement by Domestic Stock Corporation. Barbara Holland had no interest whatsoever in Jack Holland Sr. Oil Co., Inc. In fact, Ms. Holland was not even a member of the Holland family when Jack Holland Sr. Oil Company, Inc. was incorporated since her marriage to Jack Holland Jr. had been formally dissolved two years before. (1978?)

Prior to Jack Holland, Sr. Oil Company, Inc. coming into existence, the other business entities operating at the site were:

a. Holland Oil Company, which was operated as a sole proprietorship by Jack Holland Sr. who personally owned and operated the USTs at the site from sometime in the 1950s.

b. In December, 1974, Holland Oil Company was incorporated as Holland Oil Company, Inc. The corporation became the owner and operator of the USTs and thus continued to do

business at the site. Apparently, Jack Holland, Sr., was the sole stockholder in this corporation. While there appears to be no record regarding the years 1974 - 1978, in 1978 Jack Holland Jr. was named as the CEO and as a director of Holland Oil Co, Inc. in another Statement by Domestic Corporation, copy attached. However, in 1977 Barbara Holland was legally separated from Jack Holland Jr. (see attached Marital Settlement Agreement). Thus, at the time Jack Holland Jr. was named an officer of Holland Oil Company, Inc., Barbara Holland had no legal connection to Jack Holland Jr. This aside, even while she was still married to Jack Holland Jr. and even assuming he was an officer of the corporation during that time, Barbara's nexus to the USTs was at the very most that of being the wife of an officer of a corporation which owned USTs. It is impossible to conceive of a basis for finding PRP status based on this scenario.

c. Also in 1974 another business entity known as Jack Holland & Son, Inc. was incorporated. This corporation neither owned nor operated USTs on the subject property. In fact, Jack Holland & Son, Inc. operated out of offices located at 799 Fletcher Land, Hayward, California (see Statement by Domestic Stock Corporation, attached) and was in the business merely of being an intermediate broker of fuels. As such it neither purchased nor stored on the subject property any materials whatsoever.

3. As stated above, Ms. Holland is not and never was the owner of the subject property. This fact is borne out not only in the probate documents relating to Jack Holland Sr.'s estate, but is also manifested in the Marital Settlement Agreement entered into between Barbara Holland and Jack Holland, Jr. Your attention is directed to page 5, paragraph 4.06 wherein it is unambiguously stated that Jack Holland, Sr. was the owner of the 16301 East 14th Street property and that Barbara Holland was not to receive any interest in that property under the terms of the divorce settlement. Further, as was mentioned above, Ms. Holland is not an heir to the Jack Holland Sr. estate so however the probate goes, she will never acquire any interest in the property.

4. It is clear from the preceding that Ms. Holland was never the owner of the property nor was she ever in a position with any of the business entities operating thereon so as to confer on her any degree of control whatsoever over the USTs at the site.

It should now be evident that there is absolutely no basis for naming Barbara Holland as a PRP for this site. It is therefore respectfully requested that her name be removed from the list and that a new PRP letter be issued reflecting this change and notifying all other PRPs of the fact.

she is
owner of
most of
site lots

when
did she
become

November 10, 1993

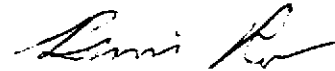
Page 4

While I dislike placing artificial time constraints on replies to requests such as this, because Ms. Holland will have to file a formal appeal within 30 days of the issuance of the PRP letter; i.e., by December 2, 1993, it is necessary that I have your response within 10 days of the date of this letter so as to allow her time to prepare the appeal if her request for reconsideration of her PRP status is denied. Of course, if you have any questions regarding any of the above or if you would like to discuss the matter further before rendering a decision, please feel free to contact me at your convenience.

Your prompt attention to this matter will be very much appreciated.

Very truly yours,

RANDICK & O'DEA



Bernard F. Rose

BFR:cb
Enclosures

COBLENTZ, CAHEN, McCABE & BREYER

ATTORNEYS AT LAW

222 KEARNY STREET, 7TH FLOOR

SAN FRANCISCO, CALIFORNIA 94108-4510

TELEPHONE: (415) 391-4800

FACSIMILE: (415) 989-1663

November 8, 1995

OF COUNSEL

DONALD M. CAHEN
WILLIAM T. HUTTON

SPECIAL COUNSEL

ANN E. JOHNSTON

TEVIS JACOB (1906-1974)
WILLIAM F. McCABE (1939-1983)

*ADMITTED IN NEW YORK ONLY

JONATHAN R. BASS
JEFFREY A. BERNSTEIN
CHARLES R. BREYER
ALLEN E. BROUSSARD
WILLIAM K. COBLENTZ
VIRGINIA A. CRISP
PAMELA S. DUFFY
PAUL ESCOBOSA
PHILIP B. FELDMAN
LOUIS J. GIRAUDO
SUSAN K. JAMISON
JEFFREY G. KNOWLES
STEPHEN T. LANCTOT
MICHAEL L. MEYERS
BARBARA A. MILANOVICH
JAMES P. MITCHELL
HARRY O'BRIEN
WILLIAM H. ORRICK, III
SUSAN J. PASSOVOY

RICHARD R. PATCH
BARRY REDER
JOSEPH C. SPERO
JON R. TANDLER

ANDREW S. COBLENTZ
JACQUELINE S. CORLEY
RACHELLE L. DESVAUX
EDWARD J. FINLEY II*
THOMAS L. FREEDMAN
ALAN C. GENNIS
JEFFREY B. MASO
AUDREY R. OGAWA
STEPHEN N. ROSENFELD
CYNTHIA R. ROWLAND
DANIEL J. STROMBERG
SUSAN L. SULLIVAN
TAY C. VIA

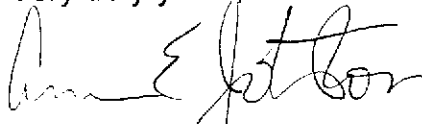
Gil Jensen, Esq.
Alameda County District Attorneys' Office
Consumer and Environmental Protection
7677 Oakport Street, Suite 400
Oakland, CA 94621

Re: Properties Located at E. 14th Street,
San Leandro, CA

Dear Mr. Jensen:

This letter is to inform you that our offices no longer represent Jay Holland or Guy Holland in connection with the above referenced properties. Should you have any questions of them regarding the E. 14th Street properties, Jay and Guy have authorized us to inform you that you may contact them directly.

Very truly yours,


Ann E. Johnston

AEJ:acw

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ENVIRONMENTAL
PROTECTION

COBLENTZ, CAHEN, McCABE & BREYER

ATTORNEYS AT LAW

222 KEARNY STREET, 7TH FLOOR

SAN FRANCISCO, CALIFORNIA 94108-4510

TELEPHONE: (415) 391-4800

FACSIMILE: (415) 989-1663

October 19, 1995

JONATHAN R. BASS
JEFFRY A. BERNSTEIN
CHARLES R. BREYER
ALLEN E. BROUSSARD
WILLIAM K. COBLENTZ
VIRGINIA A. CRISP
PAMELA S. DUFFY
PAUL ESCOBOSA
PHILIP S. FELOMAN
LOUIS J. GIRAUDO
SUSAN K. JAMISON
JEFFREY G. KNOWLES
STEPHEN T. LANCTOT
MICHAEL L. MEYERS
BARBARA A. MILANOVICH
JAMES P. MITCHELL
HARRY O'BRIEN
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DANIEL J. STROMBERG
SUSAN L. SULLIVAN
TAY C. VIA

* OF COUNSEL
DONALD M. CAHEN
WILLIAM T. HUTTON

SPECIAL COUNSEL
ANN E. JOHNSTON

TEVIS JACOB (1906-1974)
WILLIAM F. McCABE (1939-1983)

*ADMITTED IN NEW YORK ONLY

Gil Jensen, Esq.
Alameda County District Attorneys' Office
Consumer and Environmental Protection
7677 Oakport Street, Suite 400
Oakland, CA 94621

Mr. Scott Seery
Hazardous Materials Division
Alameda County Department of
Environmental Health
1131 Harborbay Parkway, Room 250
Alameda, CA 94501

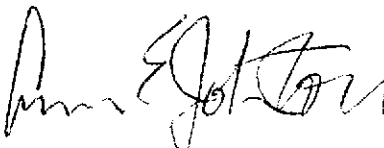
Re: Properties Located at E. 14th Street, San Leandro, California

Dear Mr. Jensen and Mr. Seery:

This is to inform you that Bailey Environmental Engineering is no longer representing Barbara Holland, Jay Holland and Guy Holland in connection with the above properties, and that our firm is no longer representing Barbara Holland.

It is our understanding that Ms. Holland intends to conduct the work outlined in our September 26 letter to Mr. Jensen. If you have any questions regarding the scheduling and/or performance of work at the properties, you should contact Ms. Holland directly. If you have any questions regarding the involvement of Guy Holland or Jay Holland, feel free to contact us.

Very truly yours,


Ann E. Johnston

AEJ:acw

cc: Tom Bailey
Barbara Holland
Guy Holland
Jay Holland

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Aug. 25

BARBARA HOLLAND REVOCABLE TRUST

ARTICLE ONE

CREATION OF TRUST

1.1. Parties. This trust agreement is made by Barbara Holland (the "settlor") of Monterey County, California, as settlor, and Barbara Holland, as trustee (the "trustee"). The settlor hereby transfers and assigns to the trustee certain property (the "trust estate"), in trust, to be held, administered, and distributed as provided in this instrument.

1.2. Names of Trusts. The trusts created by this instrument shall be known collectively as THE SECOND BARBARA HOLLAND REVOCABLE TRUST, and each separate trust created under this instrument shall be referred to by adding the name or designation of that separate trust as it appears in the appropriate section of this instrument.

1.3. Effective Date. This agreement shall be effective immediately on execution by Barbara Holland, as settlor and trustee.

1.4. Marital Status. The settlor is not currently married.

1.5. Identification of Living Children. The settlor has two living children, as follows:

<u>Name</u>	<u>Date of Birth</u>
John Milton Holland, IV	January 22, 1960
Guy Raymond Holland	March 31, 1962

1.6. No Deceased Children. The settlor has no deceased children.

1.7. Definitions of Child, Children, and Issue. As used in this instrument, the terms "child" and "children" refer to all persons referred to in California Probate Code Section 26, as in effect at the time of execution of this instrument, and the term "issue" refers to all persons referred to in California Probate Code Section 50, as in effect at the time of execution of this instrument.

ARTICLE TWO

TRUST ESTATE

2.1. Definition of Trust Estate. All property subject to this instrument from time to time is referred to as the "trust estate" and shall be held, administered, and distributed as provided in this instrument. The trustee shall hold, administer, and distribute the property described in the Schedule of Trust Assets (which is attached hereto and made a part of this trust instrument), any other property that may be hereafter subject to this trust, and the income and proceeds attributable to all such property, in accordance with the provisions of this instrument.

2.2. Additions to Trust. From time to time, the trustee may accept additions to this trust from any source. All such additions shall become part of the trust estate and shall be held, administered, and distributed in accordance with the terms of this instrument. That additional property shall become part of the trust estate on written acceptance of it by the trustee.

Any additions to the trust shall be made by designating in writing the property to be added. However, the titling of any account, deed, or similar asset in the name of the trustee, as trustee of this trust, or any alternate or successor trustee acting under this instrument, shall be deemed to be a transfer to this trust. Any designation by a third party, whether by will, deed, account title designation, or similar transfer, shall also be a transfer to the trust estate.

ARTICLE THREE

RIGHTS AND POWERS OF SETTLOR

3.1. Power of Revocation and Amendment. Any trust created by this instrument may be amended, revoked, or terminated by the settlor, in whole or in part, at any time during her lifetime. After the settlor's death, any trust created by this instrument shall be irrevocable and not subject to amendment.

3.2. Method of Revocation or Amendment. Any amendment, revocation, or termination of any trust created by this instrument shall be made by written instrument signed by the settlor and delivered to the trustee. An exercise of the power of amendment substantially affecting the duties, rights, and liabilities of the trustee shall be effective only if agreed to by the trustee in writing.

3.3. Delivery of Property After Revocation. After any revocation or termination, the trustee shall promptly deliver the designated property to the settlor.

3.4. Trustee's Retention of Assets on Revocation. In the event of any revocation of all or part of the trust, the trustee shall be entitled to retain sufficient assets to reasonably secure the payment of liabilities the trustee has lawfully incurred in administering the trust and any fees that have been earned by the trustee, until such time as those liabilities have been discharged and fees paid, unless the settlor indemnifies the trustee against loss or expense.

3.5. Settlor's Power to Direct Trust Investments. Notwithstanding any other provision in this instrument, during the settlor's lifetime, the settlor shall have the power to direct the trustee to do any or all of the following:

- (a) Invest trust funds in specified securities, properties, or other forms of investment;
- (b) Retain as part of the trust estate, for specified periods of time, securities, properties, or other forms of investment held in trust under this instrument; and
- (c) Sell, encumber, lease, abandon, or dispose of any trust property.

If the trust property is invested in accordance with the terms of the written direction, the trustee shall not be liable for losses sustained as a direct or indirect result of the trustee's compliance with that direction. All directions shall be in a writing signed by the settlor, specifying, if applicable, the period of time during which the instructions shall remain in effect and describing any other conditions affecting the directions. After the settlor's death, no person shall have the power to direct the trustee to invest trust property.

3.6. Settlor's Power to Borrow From Trust Estate.

Notwithstanding any other provision in this instrument, during the settlor's lifetime, the settlor may borrow from the income or principal of the trust estate, with or without security, such amounts on such terms as the settlor specifies in a signed writing filed with the trustee.

3.7. Exercise of Rights and Powers of Settlor By Others.

Any right or power that the settlor could exercise personally under the terms of this instrument, except the power to amend, revoke, or terminate any trust created by this instrument, may be exercised for and in behalf of the settlor by any attorney in fact who, at the time of the exercise, is duly appointed and acting for the settlor under a valid and enforceable durable power of attorney executed by the settlor under the Uniform Durable Power of Attorney Act, or any successor statute, or, if there is no such attorney in fact, by a duly appointed and acting conservator of the settlor, after petition to the court in accordance with California Probate Code Section 2580, or any successor statute. The power to amend, revoke, or terminate any trust created by this instrument is personal to the settlor and may not be exercised by any other person or entity.

ARTICLE FOUR

DISTRIBUTIONS DURING SETTLOR'S LIFE

4.1. Payment of Income During Settlor's Life. So long as the settlor is living, the trustee shall pay to or apply for the benefit of the settlor all of the net income of the trust, in

monthly or other convenient installments (but not less often than annually) as the settlor and the trustee may agree on from time to time.

4.2. Distributions of Principal During Settlor's Lifetime.

From time to time during the settlor's lifetime, the trustee shall distribute to or apply for the benefit of the settlor as much of the principal of the trust as the trustee, in the trustee's discretion, deems proper for the settlor's comfort, welfare, and happiness. In exercising discretion, the trustee shall give the consideration that the trustee deems proper to all other income and resources then readily available to the settlor for use for these purposes and that are then known to the trustee. All decisions of the trustee regarding payments under this section, if any, are within the trustee's discretion and shall be final and incontestable by anyone.

4.3. Distributions of Principal at Request of Settlor.

During the settlor's lifetime, the trustee shall distribute to the settlor such amounts from the principal of the trust, up to the whole thereof, as the settlor may from time to time request of the trustee in writing.

4.4. Requests in Behalf of the Settlor Unable to Do So Personally. If, at any time, the settlor is unable personally to make a request of the trustee to withdraw principal of the trust, the settlor's right to make the request may be exercised for or in her behalf by an attorney in fact who, at the time of the exercise, is duly appointed and acting for the settlor under a valid and enforceable durable power of attorney executed by the

settlor under the Uniform Durable Power of Attorney Act, or any successor statute. If there is no such attorney in fact, then the trustee shall have the discretion to make any principal distribution to or for the benefit of the settlor that the settlor could have requested personally if she were able to do so. In making any principal distribution under this section (whether pursuant to a request by an attorney in fact or not), the trustee shall pay as much of the principal as the trustee, in the trustee's discretion, deems necessary for the settlor's health, education, support, and maintenance. The trustee shall have discretion to determine when the settlor is unable personally to request income payments from the trustee for purposes of this section.

ARTICLE FIVE

DISTRIBUTIONS AFTER SETTLOR'S DEATH

5.1. Trustee's Power to Defer Division or Distribution.

Whenever the trustee is directed to divide any part of the trust estate or distribute trust assets on the death of the settlor, the trustee may, in the trustee's discretion, defer actual division or distribution for a period not exceeding six (6) months after the settlor's death. The ability of the trustee to delay division or distribution shall not affect the vesting of interests, which shall be as of the date of death.

5.2. Disposition of Remaining Trust Estate. On the settlor's death, the remaining trust estate shall be distributed to the County of Alameda. In the event the County of Alameda is

not a legal entity in existence at the time of the death of the settlor which can be the recipient of a distribution of property from the trust, the remaining trust estate shall be distributed to the State of California.

ARTICLE SIX

TRUSTEE

6.1. Definition of Trustee. Reference in this instrument to "the trustee" shall be deemed a reference to whoever is serving as trustee or cotrustees, and shall include alternate or successor trustee or cotrustees, unless the context requires otherwise.

6.2. Designation of Special Trustee. If any trust property consists of an interest in an insurance policy on the life of a trustee, any cotrustee serving shall serve as sole trustee with respect to that insurance policy. However, if there is no cotrustee serving with the insured trustee, John R. McKean, the settlor's accountant, is designated as special trustee for the sole purpose of exercising the powers of a trustee with respect to that insurance policy, and that special trustee shall have all of the rights and powers of ownership in that policy in trust. With respect to any such insurance policy on a trustee's life, the insured trustee shall have no powers, rights, privileges, or beneficial interest in the policy or in the dividends or other payments derived from the policy. The insured trustee shall execute any documents necessary or appropriate to authorize, implement, or ratify actions taken pursuant to this section by

the cotrustee or by the special trustee, as the case may be. Proceeds or revenue derived from any such policy shall be used for premium payments on the policy or may, in the discretion of the cotrustee or the special trustee, be paid to or held for the benefit of trust beneficiaries (other than the insured trustee or the insured trustee's estate). All premiums not paid from proceeds or revenue derived from the policy shall be allocated in the discretion of the cotrustee or the special trustee either to income or principal. On the death of the insured trustee, the proceeds of the policy shall not be used to pay the last illness or funeral expenses of the insured trustee, obligations incurred for the insured trustee's support, or death taxes as defined in Article Eight of this trust instrument. The purpose of this section is to avoid the inclusion of proceeds of any insurance policy on a trustee's life in that trustee's taxable estate for federal estate tax purposes, and this section shall be construed and implemented accordingly.

6.3. Removal and Replacement of Trustee. The settlor shall have the power, at any time and for any reason, with or without cause, to remove any trustee acting under this instrument, and notwithstanding any other provision of this instrument, designate another trustee to replace the removed trustee. Removal shall be effected by giving a written notice of removal to the trustee to be removed and to the designated successor. The removal shall become effective on the delivery to the settlor of a written acceptance of the trust by the successor trustee, and the settlor

shall promptly notify the trustee being removed of the receipt of that acceptance.

6.4. Waiver of Bond. No bond or undertaking shall be required of any individual who serves as a trustee under this instrument.

6.5. Compensation of Individual Trustee. Each individual who is a trustee under this instrument shall be entitled to reasonable compensation for services rendered, payable without court order.

6.6. Compensation of Special Trustee. Any special trustee serving under this trust shall be entitled to reasonable compensation for services rendered.

6.7. Procedure for Resignation. Any trustee may resign at any time, without giving a reason for the resignation, by giving written notice, at least thirty (30) days before the time the resignation is to take effect, to the settlor, if living, to any other trustee then acting, to any persons authorized to designate a successor trustee, to all trust beneficiaries known to the trustee (or, in the case of a minor beneficiary, to the parent or guardian of that beneficiary) and to the successor trustee. A resignation shall be effective on written acceptance of the trust by the successor trustee.

6.8. General Powers of Trustee. To carry out the purposes of the trusts created under this instrument, and subject to any limitations stated elsewhere in this instrument, the trustee shall have all of the following powers, in addition to all of the

powers now or hereafter conferred on trustee by law:

(a) With or without court authorization, sell (for cash or on deferred payments, and with or without security), convey, exchange, partition, and divide trust property; grant options for the sale or exchange of trust property for any purpose, whether the contract is to be performed or the option is to be exercised within or beyond the term of the trust; and lease trust property for any purpose, for terms within or extending beyond the expiration of the trust, regardless of whether the leased property is commercial or residential and regardless of the number of units leased.

(b) Engage in any transactions with the personal representative of the estate of the settlor that are in the best interest of any trusts created in this instrument.

(c) Manage, control, improve, and maintain all real and personal trust property.

(d) Subdivide or develop land; make or obtain the vacation of plats and adjust boundaries, or adjust differences in valuation on exchange or partition by giving or receiving consideration; and dedicate land or easements to public use with or without consideration.

(e) Make ordinary or extraordinary repairs or alterations in buildings or other trust property, demolish any improvements, raze existing party walls or buildings, and erect new party walls or buildings, as the trustee deems advisable.

(f) Employ and discharge agents and employees, including but not limited to attorneys, accountants, investment and other advisers, custodians of assets, property managers, real estate agents and brokers, and appraisers, to advise and assist the trustee in the management of any trusts created under this trust instrument, and compensate them from the trust property.

(g) With respect to securities held in trust, exercise all the rights, powers, and privileges of an owner, including, but not limited to, the power to vote, give proxies, and pay assessments and other sums deemed by the trustee necessary for the protection of the trust property; participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers, and liquidations, and, in connection therewith, deposit securities with and transfer title to any protective or other committee

under such terms as the trustee deems advisable; exercise or sell stock subscription or conversion rights; and accept and retain as investments of the trust any securities or other property received through the exercise of any of the foregoing powers.

(h) Hold securities or other trust property in the trustee's own name or in the name of a nominee, with or without disclosure of the trust, or in unregistered form, so that title may pass by delivery.

(i) Deposit securities in a securities depository that is either licensed or exempt from licensing.

(j) Borrow money for any trust purpose from any person or entity, including one acting as trustee hereunder, on such terms and conditions as the trustee deems advisable, and obligate the trust for repayment; encumber any trust property by mortgage, deed of trust, pledge, or otherwise, whether for terms within or extending beyond the term of the trust, as the trustee deems advisable, to secure repayment of any such loan; replace, renew, and extend any such loan or encumbrance; and pay loans or other obligations of the trust deemed advisable by the trustee.

(k) Procure and carry, at the expense of the trust, insurance in such forms and in such amounts as the trustee deems advisable to protect the trust property against damage or loss, and to protect the trustee against liability with respect to third persons.

(l) Enforce any obligation owing to the trust, including any obligation secured by a deed of trust, mortgage, or pledge held as trust property, and purchase any property subject to a security instrument held as trust property at any sale under the instrument.

(m) Extend the time for payment of any note or other obligation held as an asset of, and owing to, the trust, including accrued or future interest, and extend the time for repayment beyond the term of the trust.

(n) Pay or contest any claim against the trust; release or prosecute any claim in favor of the trust; or, in lieu of payment, contest, release, or prosecution, adjust, compromise, or settle any such claim, in whole or in part, and with or without consideration.

(o) At trust expense, prosecute or defend actions, claims, or proceedings of whatever kind for the protection of the trust property and of the trustee in

the performance of the trustee's duties, and employ and compensate attorneys, advisers, and other agents as the trustee deems advisable.

6.9. Power to Retain Trust Property. The trustee shall have the power to retain property received into the trust at its inception or later added to the trust, as long as the trustee considers that retention in the best interests of the trust or in furtherance of the goals of the settlor in creating the trust, as determined from this trust instrument, but subject to the standards set forth in California Probate Code Section 16040.

6.10. Trustee's Power to Invest Property. Subject to the standards set forth in California Probate Code Section 16040, the trustee shall have the power to invest in and acquire every kind of property, real, personal, or mixed, and every kind of investment, including but not limited to obligations of the United States government.

6.11. Power Over Unproductive Property. The trustee shall have the power to retain or acquire unproductive or underproductive property.

6.12. Power to Self-Deal. The trustee, acting as an individual or as a trustee of another trust not created by this trust instrument, shall have the power to perform the following acts with respect to the property of any trust under this trust instrument: purchase property from or sell property to the trust at fair market value; exchange property for trust property of equal value; lease property from or to the trust at fair rental value; borrow funds from or lend or advance funds to the trust, with interest at then-prevailing rates, and give or receive

security for the loans in any commercially reasonable form; and receive from any business in which the trust has an interest a reasonable salary and reimbursement of expenses while performing duties as a trustee.

6.13. Power to Combine Trust Assets. Each trust created under this instrument shall constitute a separate trust and be administered accordingly; however, the assets of all of the trusts may be combined for bookkeeping purposes and held for the trust beneficiaries without physical division into separate trusts until time of distribution.

6.14. Early Termination of Trusts. The trustee shall have the power, in the trustee's discretion, to petition the court to terminate any trust created under this trust instrument whenever the fair market value of the trust falls below one hundred thousand dollars (\$100,000), or becomes so small in relation to the costs of administration as to make continuing administration uneconomical, or contrary to the purposes of the trust. On termination, the trustee shall distribute principal and any accrued or undistributed net income to the income beneficiaries in proportion to their shares of the income. If no fixed amount of income is payable to specific beneficiaries, the trustee shall distribute the principal and any accrued or undistributed net income in equal shares to those beneficiaries who would then be entitled to income payments from the trust.

6.15. Division or Distribution in Cash or Kind. In order to satisfy a pecuniary gift or to distribute or divide trust assets into shares or partial shares, the trustee may distribute

or divide those assets in kind, or divide undivided interests in those assets, or sell all or any part of those assets and distribute or divide the property in cash, in kind, or partly in cash and partly in kind. Property distributed to satisfy a pecuniary gift under this instrument shall be valued at its fair market value at the time of distribution.

6.16. Trustee's Liability. No trustee shall be liable to any interested party for acts or omissions of that trustee, except those resulting from that trustee's willful misconduct or gross negligence. This standard shall also apply regarding a trustee's liability for the acts or omissions of any cotrustee, predecessor trustee, or agent employed by the trustee.

6.17. Written Notice to Trustee. Until the trustee receives written notice of any death or other event on which the right to payments from any trust may depend, the trustee shall incur no liability for disbursements made in good faith to persons whose interests may have been affected by that event.

6.18. Duty to Account. The trustee shall render accounts at least annually, at the termination of a trust, and on a change of trustee, to the persons and in the manner required by law.

6.19. Cotrustee May Delegate Acts to Other Cotrustee. Any cotrustee may, from time to time, delegate to the other cotrustee routine acts of trust administration and may establish bank or other accounts for the trust that will honor the signature of one or of either cotrustee.

ARTICLE SEVEN

CONCLUDING PROVISIONS

7.1. Perpetuities Savings Clause. Notwithstanding any other provision of this instrument, every trust created by this instrument shall terminate no later than twenty-one (21) years after the death of the last survivor of the settlor's issue who are alive at the creation of the trust. For purposes of this perpetuities savings clause, a trust shall be deemed to have been created on the date the trust becomes irrevocable or the date of the death of the settlor, whichever occurs first. If a trust is terminated under this section, the trustee shall distribute all of the principal and undistributed income of the trust to the income beneficiaries of the trust in the proportion in which they are entitled (or eligible, in the case of discretionary payments) to receive income immediately before the termination. If that proportion is not fixed by the terms of the trust, the trustee shall distribute all of the trust property to the persons then entitled or eligible to receive income from the trust outright in a manner that, in the trustee's opinion, will give effect to the intent of the settlor in creating the trust. The trustee's decision is to be final and incontestable by anyone.

7.2. Definitions of Death Taxes, Debts, and Expenses. As used in this instrument, the following definitions apply:

(a) The term "death taxes" shall mean all inheritance, estate, succession, and other similar taxes that are payable by any person on account of that person's interest in the estate of the settlor or by reason of the settlor's death, including penalties and interest, but excluding the following: (i) any addition to the federal estate tax for any "excess retirement accumulation" under Internal Revenue Code Section

4980A; (ii) any additional tax that may be assessed under Internal Revenue Code Section 2032A; and (iii) any federal or state tax imposed on any generation-skipping transfer, as that term is defined in the federal tax laws, unless that generation-skipping transfer tax is payable directly out of the assets of a trust created by this instrument.

(b) The term "debts and expenses" shall include the following: (i) all costs, expenses of litigation, counsel fees, or other charges that the trustee incurs in connection with the determination of the amount of the death taxes, interest, or penalties referred to in subsection (a) of this section; and (ii) legally enforceable debts, funeral expenses, expenses of last illness, and administration and property expenses.

7.3. Captions. The captions appearing in this instrument are for convenience of reference only, and shall be disregarded in determining the meaning and effect of the provisions of this instrument.

7.4. Severability Clause. If any provision of this instrument is invalid, that provision shall be disregarded, and the remainder of this instrument shall be construed as if the invalid provision had not been included.

7.5. California Law to Apply. All questions concerning the validity, interpretation, and administration of this instrument, including any trusts created under this instrument, shall be governed by the laws of the State of California, regardless of the domicile of any trustee or beneficiary.

ARTICLE EIGHT

SIGNATURE AND EXECUTION

8.1. Execution. I certify that I have read the foregoing trust agreement and that it correctly states the terms and

conditions under which the trust estate is to be held, administered, and distributed. As the settlor, I, Barbara Holland, approve this trust agreement in all particulars. As the trustee, I, Barbara Holland, approve and accept the trusts provided for in this trust agreement.

Executed on 8/28, 1995 at
Castro Valley, California.

SETTLOR-TRUSTEE

Barbara Holland
Barbara Holland

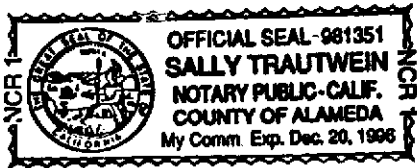
ACKNOWLEDGMENT

STATE OF CALIFORNIA)
COUNTY OF Alameda) SS

On this 28 day of August, 1995, before me,
Sally Trautwein, a notary public in and for the
State of California, personally appeared Barbara Holland
~~personally known to me~~ (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed
to the within instrument, and acknowledged to me that she
executed the same in her individual capacity, and that by her
signature on the instrument, the person executed the instrument.

WITNESS my hand and official seal.

Signature Sally Trautwein (SEAL)



VARNI, FRASER, HARTWELL & RODGERS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

22771 MAIN STREET

P. O. BOX 570

HAYWARD, CALIFORNIA 94543-0570

(510) 886-5000

FAX (510) 538-8797
March 27, 1995

LIVERMORE OFFICE

2109 FOURTH STREET

LIVERMORE, CA 94550

(510) 447-1222

FAX (510) 443-7831

LIONEL A. RODGERS
(1942-1989)

JOHN S. HARTWELL
(1924-1993)

Murray Kalish, CPA
KALISH & ASSOCIATES
1657 N. California Boulevard, Suite 101
Walnut Creek, CA 94596

Re: Holland v. Holland

Dear Murray:

I have reviewed the copy of your recent letter to Barbara Holland and note your intention to resign as court-appointed Referee for the above captioned case.

We have no objection to your resigning as the Referee and will contact the plaintiff's attorneys in this matter about finding a successor Referee. You should be sure, however, to submit an account of your services rendered in the matter with a current report on the status of leases and rents for the Court's review.

Very truly yours,

VARNI, FRASER, HARTWELL & RODGERS

By _____
ANTHONY B. VARNI

ABV:jes
cc--Mrs. Ann Marie Holland Tiers
cc--Archibald M. Mull, III, Esq.
cc--Bernard Rose, Ph.D., Esq.
cc--Mrs. Barbara Holland

VARNI, FRASER, HARTWELL & RODGERS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

22771 MAIN STREET

P. O. BOX 570

HAYWARD, CALIFORNIA 94543-0570

(510) 886-5000

FAX: (510) 538-8787
May 9, 1993

LIVERMORE OFFICE

2109 FOURTH STREET

LIVERMORE, CA 94650

(415) 447-1222

FAX (510) 443-7831

LIONEL A. RODGERS
(1942-1989)

JOHN S. HARTWELL
(1924-1993)

Mrs. Ann Marie Holland Tiers
Bernard Rose/Julie M. Rose
Douglas Thiele, Esq.
Archibald M. Mull, III, Esq.
Virginia Palmer/Stephen M. Judson
George B. Speir, Esq.
Murray Kalish, CPA
John M. Holland, IV

Re: Estate of John M. Holland, alias, Dec'd
Appointment of Temporary Administrator

Gentlemen:

As you know, the Court was unable to find someone willing to take on the responsibility of Temporary Administrator for the Estate to look into the issues of possible toxic contamination affecting the estate's interests in the E. 14th Street, San Leandro, properties, and the recovery of the estate's Gull Wing automobile or its sale proceeds.

Because the estate cannot move ahead in any direction until these two issues are addressed, I am again writing to ask if anyone might have a suggestion as to someone who might be willing to undertake the task. The fact that the estate is basically without funds to cover the costs of someone taking on these issues was a major factor, I'm sure, to those who were contacted about the possibility of serving as temporary administrator.

Any suggestions will be appreciated.

Very truly yours,

VARNI, FRASER, HARTWELL & RODGERS

By


ANTHONY D. VARNI

ABV:jes
cc--Mrs. Barbara J. Holland

LAW OFFICES
RANDICK & O'DEA
1800 HARRISON, SUITE 2350
OAKLAND, CALIFORNIA 94612

ROBERT A. RANDICK, JR.
BRIAN M. O'DEA
SUSAN M. TEEL
BERNARD F. ROSE, PH.D.
JULIE M. ROSE
WILLIAM J. TRINKLE

TELEPHONE
(510) 836-3555

TELECOPIER
(510) 834-4748

February 9, 1995

RECEIVED
FEB 10 1995

Gilbert Jensen, Esq.
Alameda County District Attorney's Office
7677 Oakport St., Suite 400
Oakland, CA 94621

DISTRICT ATTORNEY/
ALAMEDA COUNTY
CALIF.

Re: 16301 E. 14th St., Oakland, California
(Estate of Holland)

Dear Gil:

Sorry for the delay, I got side-tracked. In any event, the issue of whether or not the Estate of Jack Holland Sr. will participate in the investigation of contamination at the above-referenced property (and adjoining properties) is far from dead although, as the letters point out, progress is slow.

The problem is finding someone who will act as special administrator for the Estate with regard to this issue alone. It seems, thanks to the over-zealous activities of some of our brethren, that administrators and trustees have, on occasion, been held personally liable for contamination at properties under their auspices, regardless of whether the party had any actual influence over the use of the property. I mentioned to the Judge Kraetzer that, while this was a vague possibility, there was also authority for the proposition that this liability, whatever it is, does not extend to court-appointed administrators/trustees.

Nevertheless, the folks contacted are reluctant to serve, so we are at something of an impasse.

I'll keep you informed at to any progress made in this matter. In the meantime, if for any reason you decide to consider taking any sort of action with regard to this site, it would be appreciated if you would contact me first to discuss the matter, as you have stated you would.

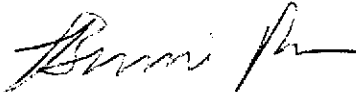
Your patience with our client, Barbara Holland, while the matter of the Estate is being sorted out, is very much appreciated.

February 9, 1995
Page 2

If there is anything else you would like to discuss at this time about this site, please feel free to contact me at your convenience.

Very truly yours,

RANDICK & O'DEA

A handwritten signature in cursive script, appearing to read "Bernard F. Rose".

Bernard F. Rose

BFR:cb
Enclosure

VARNI, FRASER, HARTWELL & RODGERS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

22771 MAIN STREET

P. O. BOX 570

HAYWARD, CALIFORNIA 94543-0570

(510) 886-5000

January 18, 1995

LIONEL A. RODGERS
(1942-1990)

JOHN S. HARTWELL
(1924-1993)

LIVERMORE OFFICE

2109 FOURTH STREET
LIVERMORE, CA 94550

(510) 447-1222
FAX (510) 443-7831

John Hartog, Esq.
Four Orinda Way
Suite 200 D
Orinda, CA 94563

Re: Estate of John M. Holland, alias, Deceased

Dear Mr. Hartog:

In response to your telephone inquiry and to assist you in reaching your decision as to whether or not to accept appointment as Special Administrator of the above estate pursuant to Judge Kraetzer's request, please find enclosed for your information a copy of letter dated August 22, 1994, directed to Monica Dell'Osso (with all enclosures mentioned therein). As you know, Laurie Lowe, assistant to Ms. Dell'Osso declined to act as such Special Administrator.

As you will see by the enclosures, the estate has not been able to move forward for some time because of the contamination problems and questions as to the estate's responsibility therefor; outstanding creditors' claims for which no funds are available; the issue of the recovery of the Gull Wing automobile or its proceeds of sale; the fact that the Estate of Ann Marie Holland, ~~wife~~ ^{daughter} of the decedent, has not been completed, etc.

The assets which remain are the estate's interests in the San Leandro properties, the decedent's residence in which his surviving ~~spouse~~ ^{daughter} resides; a small strip of land on Sunset Boulevard in Hayward which has little value; and an undivided 1/2 interest in an 80 acre parcel in Sonoma County which has limited access. Two of the San Leandro properties bring in monthly rents which are paid directly to Murray Kalish, CPA, the referee appointed by the Court in 1992 in a related "Holland v. Holland" case to collect the rents and pay the property expenses therefrom.

Please let me know if you have additional questions about the estate after you have had an opportunity to review the enclosed documents.

John Hartog
January 18, 1995
Page 2

Thank you for your courtesy in considering this appointment.

Very truly yours,

VARNI, FRASER, HARTWELL & RODGERS

By _____
ANTHONY B. VARNI

ABV:jes
Enclosures
cc--Hon. John F. Kraetzer, Judge
cc--Mrs. Ann Marie Holland Tiers
cc--Bernard Rose/Julie M. Rose
cc--Douglas Thiele, Esq.
cc--Archibald M. Mull III, Esq.
cc--Virginia Palmer/Stephen M. Judson
cc--Murray Kalish, CPA
cc--John M. Holland IV
cc--George B. Speir, Esq

VARNI CRASER, HARTWELL & RODGERS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

22771 MAIN STREET

P. O. BOX 570

HAYWARD, CALIFORNIA 94543-0570

(510) 886-5000

FAX: (510) 538-8797

August 22, 1994

LIONEL A. RODGERS
(1942-1989)

JOHN S. HARTWELL
(1924-1993)

LIVERMORE OFFICE
2109 FOURTH STREET
LIVERMORE, CA 94550
(510) 447-1222
FAX (510) 443-7831

Monica Dell'Osso, Esq.
LARSON & BURNHAM
1901 Harrison Street
P. O. Box 119
Oakland, CA 94604

Re: Estate of John M. Holland, alias, Deceased
Superior Court Case No. H-16069-4
Appointment of Special Administrator

Dear Ms. Dell'Osso:

This letter will confirm and is a follow up to your telephone conversation last week with my paralegal, Joan Scarlett, concerning the above captioned estate. Our firm represents Ann Marie Holland Tiers, formerly the executor and presently the temporary administrator of the estate. John M. Holland died in March 1987 but because of multiple problems facing the estate over the years, we have been unable to proceed to distribution.

At a recent Saturday morning meeting in Department 31 with Judge John Kraetzer, family members and other interested parties, the Judge requested that a special administrator be appointed to address two issues facing the estate; one relating to toxic contamination affecting the estate's interests in real properties in San Leandro, California, the underground storage tank financial responsibility and the application by the estate for financial assistance from the State Underground Storage Tank Fund; and the other concerning a Mercedes Gull Wing automobile inventoried in the estate, but removed by others and sold without the knowledge of the executor.

We do have court documentation relating to each of the issues, which may be the most efficient manner in which to review the current status of both issues. The documents include the following:

(1) Relating to the application to the Underground Storage Cleanup Fund and the underground storage tank financial responsibility:

Monica Dell'Osso, Esq.
August 22, 1994
Page 2

a. Copy of Petition for Instructions filed on March 10, 1994, whereby our client requested instructions of the Court whether she should sign the application to the State Storage Tank Cleanup Fund and/or whether the estate should be the sole claimant for the application;

b. Copy of Order Instructing Administrator entered April 29, 1994, instructing our client not to sign the application and related forms;

c. Copy of letter dated August 16, 1994 from Julie Rose of the office of Randick & O'Dea enclosing the new form of Application for submission to the Underground Storage Tank Cleanup Fund which the new special administrator would need to address.

2. With regard to the Mercedes Gull Wing automobile:

a. Copy (unfiled) of a proposed Order prepared by the office of Alexander Thiele, Inc., attorneys for Redwood Oil Company, a creditor of the estate, after a status conference hearing in the estate on January 22, 1993, requesting our client to take steps to locate and/or recover the Mercedes Gull Wing automobile;

b. Copy of Declaration of Mark D. Barnett, Private Investigator dated December 1992;

c. Copy of Ex Parte Petition for a Citation Directing Rick Cole Associates and/or any other Person or Entity to Appear Before Court and Be Examined Under Oath (Probate Code Section 8870 et seq, filed January 29, 1993;

d. Copy of Memorandum of Points and Authorities in Support of Ex Parte Petition . . . filed January 29, 1993;

e. Copy of Order entered January 29, 1993; Proof of Service of Order to Appear filed February 19, 1993.

At the time of Rick Cole's appearance in Court, he testified that he no longer had possession of the automobile, but had sold it at an auction in Carmel, California, sometime before the hearing at a sales price in excess of \$300,000.

I would appreciate it if you could present this letter and all enclosures to Laurie Low for her review and determination if she would be willing to be appointed special administrator for the estate to look into and act upon these two issues.

Monica Dell'Osso
August 22, 1994
Page 3

If this letter and enclosures do not provide you or Laurie with enough information to make a decision, don't hesitate to call or write us. We would be happy to make available to you or her any other information relating to the issues to be addressed.

Thank you in advance for your anticipated courtesies.

Very truly yours,

VARNI, FRASER, HARTWELL & RODGERS

By _____
ANTHONY B. VARNI

ABV;jes

Enclosures

cc--Hon. John F. Kraetzer, Judge (all w/o enclosures)

Mrs. Ann Marie Holland Tiers

Bernard Rose/Julie M. Rose

Douglas Thiele, Esq.

Archibald M. Mull

Virginia Palmer/Stephen M. Judson

Murray Kalish, CPA

John M. Holland, IV

George B. Speir, Esq.

ORDER #

APR

WHEN RECORDED MAIL TO

Recorded in Official Records, Alameda County
Patrick O'Connell, Clerk-Recorder

13.00

95202188 3:45pm 09/01/95

Name: Barbara Holland
Street Address: P.O. Box 247
City State Zip: Pebble Beach CA 93953

004 26018778 26 00
A03 3 7.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00
0.00

SPACE ABOVE THIS LINE FOR RECORDER'S USE

Grant Deed

ALL
PTN

The undersigned grantor(s) declare(s):
Documentary transfer tax is \$ 0
() computed on full value of property conveyed, or
() computed on full value less value of liens and encumbrances remaining at time of sale.
() Unincorporated area: () City of _____
 (X) Realty not sold.

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,
Barbara Holland, John Milton Holland, IV, and Guy Raymond Holland, as
trustees, UTD July 28, 1994 creating Barbara Holland Revocable Trust

hereby GRANT(S) to

Barbara Holland, a single woman

that property in Township of Eden, an unincorporated area, Alameda County,
State of California, described as follows:
SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

Mail Tax Statements to Barbara Holland, P.O. Box 247, Pebble Beach CA 93953

Date August 29, 1995

Barbara Holland
Barbara Holland, Trustee

STATE OF CALIFORNIA
COUNTY OF San Francisco

John Milton Holland, IV
John Milton Holland, IV, Trustee

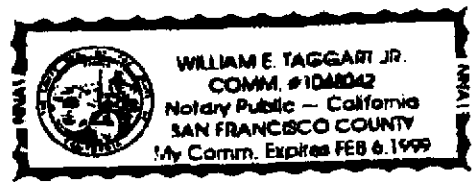
On August 30, 1995 before me, the
undersigned, a Notary Public in and for said State, personally appeared
Barbara Holland

Guy Raymond Holland
Guy Raymond Holland, Trustee

personally known to me (or proved to me on the basis of satisfactory
evidence) to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

WITNESS my hand and official seal.

Signature William E. Taggart, Jr.
Name William E. Taggart, Jr.
(typed or printed)



(This area for official notarial seal)

PTGIS-1402/94

MAIL TAX STATEMENTS AS DIRECTED ABOVE

Recorded in Official Records, Alameda County
Patrick O'Connell, Clerk-Recorder

10.00

95202192 3:45pm 09/01/95

004 28818778 26 00
R03 2 7.00 3.00 0.00 0.00 0.00 0.00 0.00
0.00

APN WHEN RECORDED MAIL TO

Name Barbara Holland
Street Address P.O. Box 247
City State Zip Pebble Beach CA 93953

SPACE ABOVE THIS LINE FOR RECORDER'S USE

Grant Deed

The undersigned grantor(s) declare(s):

Documentary transfer tax is \$ 0.00

- () computed on full value of property conveyed, or
 - () computed on full value less value of liens and encumbrances remaining at time of sale.
 - () Unincorporated area: () City of _____
- (XX) Realty not sold.

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,

Barbara Holland, a single woman

hereby GRANT(S) to

Barbara Holland, as trustee, or successor trustees, UTD dated August 28, 1995 creating THE SECOND BARBARA HOLLAND REVOCABLE TRUST

that property in Township of Eden, an unincorporated area, Alameda County, State of California, described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

Mail Tax Statements to Barbara Holland, P.O. Box 247, Pebble Beach CA 93953

Date August 30, 1995

Barbara Holland
Barbara Holland

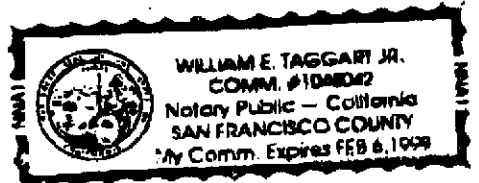
STATE OF CALIFORNIA
COUNTY OF San Francisco

On August 30, 1995 before me, the undersigned, a Notary Public in and for said State, personally appeared Barbara Holland

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature William E. Taggart, Jr.
Name William E. Taggart, Jr.
(typed or printed)



(This area for official notarial seal)

PTGIS-140 2/94

MAIL TAX STATEMENTS AS DIRECTED ABOVE

EXHIBIT "A"

PORTION of the 3.542 acre parcel of land described in the deed from Maria Isabel Dutra to Hans Jens Jacobsen, dated December 23, 1890, recorded December 23, 1890 in book 421 of Deeds, Official Records of Alameda County, page 198, described as follows:

BEGINNING at a point on the southwestern line of East 14th Street, 100 feet wide, as described in the grant of right of way to the County of Alameda, dated April 12, 1928, recorded July 20, 1928 in book 1932 of Official Records of Alameda County, page 83, distant thereon north 48° 51' west (said bearing used for this description) 576.90 feet from the western line of Kent Avenue, or County Road No. 2845 (60 feet wide); running thence along said line of East 14th Street, north 48° 51' 30" west 86 feet to the southeastern line of the parcel of land described in the deed to George Ataide, et ux, dated April 11, 1952, recorded April 25, 1952 in book 6715 of Official Records of Alameda County, page 348 (AG-34373); thence along the last named line, south 41° 08' 30" west 150.47 feet to the western line of said 3.542 acre parcel; thence along the last named line, south 0° 19' west 131.55 feet to a line drawn south 41° 08' 30" west from the point of beginning; and thence north 41° 08' 30" east 250.02 feet to the point of beginning.

○

BARBARA HOLLAND REVOCABLE TRUST

*Executed
7/28/94*

ARTICLE ONE

CREATION OF TRUST

1.1. Parties. This trust agreement is made by Barbara Holland (the "settlor") of Monterey County, California, as settlor, and Barbara Holland, and John Milton Holland, IV and Guy Raymond Holland, the settlor's sons, as trustees (the "trustees"). The settlor hereby transfers and assigns to the trustees certain property (the "trust estate"), in trust, to be held, administered, and distributed as provided in this instrument.

1.2. Names of Trusts. The trusts created by this instrument shall be known collectively as the Barbara Holland Revocable Trust, and each separate trust created under this instrument shall be referred to by adding the name or designation of that separate trust as it appears in the appropriate section of this instrument.

1.3. Effective Date. This agreement shall be effective immediately on execution by all the parties.

1.4. Marital Status. The settlor is not currently married.

1.5. Identification of Living Children. The settlor has two living children, as follows:

<u>Name</u>	<u>Date of Birth</u>
John Milton Holland, IV	January 22, 1960
Guy Raymond Holland	March 31, 1962

1.6. No Deceased Children. The settlor has no deceased children.

1.7. Definitions of Child, Children, and Issue. As used in this instrument, the terms "child" and "children" refer to all persons referred to in California Probate Code Section 26, as in effect at the time of execution of this instrument, and the term "issue" refers to all persons referred to in California Probate Code Section 50, as in effect at the time of execution of this instrument.

ARTICLE TWO

TRUST ESTATE

2.1. Definition of Trust Estate. All property subject to this instrument from time to time is referred to as the "trust estate" and shall be held, administered, and distributed as provided in this instrument. The trustee shall hold, administer, and distribute the property described in the Schedule of Trust Assets (which is attached hereto and made a part of this trust instrument), any other property that may be hereafter subject to this trust, and the income and proceeds attributable to all such property, in accordance with the provisions of this instrument.

2.2. Additions to Trust. From time to time, the trustee may accept additions to this trust from any source. All such additions shall become part of the trust estate and shall be held, administered, and distributed in accordance with the terms of this instrument. That additional property shall become part of the trust estate on written acceptance of it by the trustee.

Any additions to the trust shall be made by designating in writing the property to be added. However, the titling of any account, deed, or similar asset in the name of the trustee, as trustee of this trust, or any alternate or successor trustee acting under this instrument, shall be deemed to be a transfer to this trust. Any designation by a third party, whether by will, deed, account title designation, or similar transfer, shall also be a transfer to the trust estate.

ARTICLE THREE

RIGHTS AND POWERS OF SETTLOR

3.1. Power of Revocation and Amendment. Any trust created by this instrument may be amended, revoked, or terminated by the settlor, in whole or in part, at any time during her lifetime. After the settlor's death, any trust created by this instrument shall be irrevocable and not subject to amendment.

3.2. Method of Revocation or Amendment. Any amendment, revocation, or termination of any trust created by this instrument shall be made by written instrument signed by the settlor and delivered to the trustee. An exercise of the power of amendment substantially affecting the duties, rights, and liabilities of the trustee shall be effective only if agreed to by the trustee in writing.

3.3. Delivery of Property After Revocation. After any revocation or termination, the trustee shall promptly deliver the designated property to the settlor.

3.4. Trustee's Retention of Assets on Revocation. In the event of any revocation of all or part of the trust, the trustee shall be entitled to retain sufficient assets to reasonably secure the payment of liabilities the trustee has lawfully incurred in administering the trust and any fees that have been earned by the trustee, until such time as those liabilities have been discharged and fees paid, unless the settlor indemnifies the trustee against loss or expense.

3.5. Settlor's Power to Direct Trust Investments. Notwithstanding any other provision in this instrument, during the settlor's lifetime, the settlor shall have the power to direct the trustee to do any or all of the following:

- (a) Invest trust funds in specified securities, properties, or other forms of investment;
- (b) Retain as part of the trust estate, for specified periods of time, securities, properties, or other forms of investment held in trust under this instrument; and
- (c) Sell, encumber, lease, abandon, or dispose of any trust property.

If the trust property is invested in accordance with the terms of the written direction, the trustee shall not be liable for losses sustained as a direct or indirect result of the trustee's compliance with that direction. All directions shall be in a writing signed by the settlor, specifying, if applicable, the period of time during which the instructions shall remain in effect and describing any other conditions affecting the directions. After the settlor's death, no person shall have the power to direct the trustee to invest trust property.

ALCO
HAZMAT

LAW OFFICES

RANDICK & O'DEA

1800 HARRISON, SUITE 2350

IRVINE, CALIFORNIA 94612

93 DEC -6 PM 1:36

ROBERT A. RANDICK, JR.
BRIAN M. O'DEA
SUSAN M. TEEL
BERNARD F. ROSE, PH.D.
REBECCA T. DIXON
JULIE M. ROSE
WILLIAM J. TRINKLE

TELEPHONE
(510) 836-3555

TELECOPIER
(510) 834-4748

TRANSMITTAL MEMO

TO: Scott O. Seery, CHMM
Sr. Hazardous Waste Material
Specialist

DATE December 3, 1993

RE: Barbara Holland

ENCLOSURE: Copies discussed with Bernie.

ENCLOSED FOR YOUR INFORMATION
AND REVIEW

ENCLOSED PURSUANT TO YOUR
REQUEST

PLEASE TELEPHONE ME AFTER
REVIEWING THE ENCLOSED

PLEASE CONTACT ME IF YOU
HAVE ANY QUESTIONS.

PLEASE TELEPHONE
FOR AN APPOINTMENT

PLEASE SIGN AND RETURN

PLEASE FILE ORIGINAL AND
RETURN ENDORSED FILED COPIES

PLEASE RECORD AND RETURN
CONFORMED COPIES

PLEASE HAVE JUDGE SIGN ORIGINAL,
FILE WITH COURT, AND RETURN
ENDORSED-FILED COPIES

REQUESTED ACTION:

RETURN ENVELOPE ENCLOSED

YOUR COOPERATION IS APPRECIATED.

VERY TRULY YOURS,



BY Christine Bowgren
Secretary to Bernard F. Rose

ARCHIBALD M. MULL, III
JEFFREY M. JONES
KURT A. FRANKE

LAW OFFICE OF
ARCHIBALD M. MULL, III
HEYWOOD'S BUILDING
1001 SECOND STREET
OLD SACRAMENTO, CALIFORNIA 95814
TELEPHONE: (916) 443-4626
FAX: (916) 441-3874

93 OCT -5 PM 12:49

Mr. Seery
ARCHIBALD M. MULL, JR.
1904-1978
Of Counsel:
ALLAN S. HALEY

October 4, 1993

Gilbert Jensen, Esq.
Deputy District Attorney
Alameda County District Attorney's Office
7677 Oakport, Room 400
Oakland, California 94621

Re: Barbara Holland

Dear Mr. Jensen:

Thank you for accepting my telephone call today regarding Barbara Holland concerning the property at 16301 East 14th Street, San Leandro, California. I told you that Barbara Holland had no ownership interest whatsoever in the property located at 16301 East 14th Street, San Leandro, California. Apparently, you felt that based upon Barbara Holland's discussion last week, that she was a beneficiary of a trust concerning that property. This letter is to inform you that Barbara Holland is not a beneficiary of a trust concerning the property. She never was a beneficiary of the trust, and has no intention of becoming a beneficiary of a trust that has an interest in the property. I telephoned Barbara right after talking to you to confirm that she has no such interest.

Apparently, Barbara Holland gave a copy of some survey papers to Scott Seery on Wednesday of last week, a day before the meeting. You were not aware of any survey papers. I have asked Barbara Holland to forward to me whatever she gave to Mr. Seery, and I will forward to you what she sends to me.

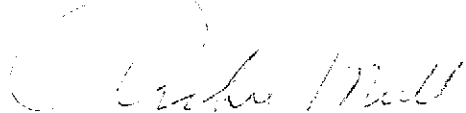
Barbara Holland does have an undivided one-half interest in property adjoining 16301 East 14th Street. It's my understanding that the tanks that have caused the problem are located on the 16301 East 14th Street property, and not on the property that Barbara Holland has an interest in. The survey should be of big help to us.

If you have the slightest evidence that Barbara Holland has any ownership interest or any future interest in the property at 16301 East 14th Street, please be kind enough to forward it to me. If you want an affidavit under penalty of perjury from Barbara Holland as to her lack of

Gilbert Jensen, Esq.
October 4, 1993
Page 2

ownership or trust interest or any other kind of interest in the 16301 East 14th Street property,
we will be more than happy to supply you with such affidavit.

Very truly yours,


ARCHIBALD M. MULL, III

AMM:dsh

cc: Scott Seery ✓
Barbara Holland

COBLENTZ, CAHEN, McCABE & BREYER

ATTORNEYS AT LAW

222 KEARNT STREET, 7TH FLOOR

SAN FRANCISCO, CALIFORNIA 94108-4810

TELEPHONE: (415) 391-4800

FACSIMILE: (415) 989-1663

September 26, 1995

JONATHAN R. GABB
 JEFFRY A. BERNSTEIN
 CHARLES R. BREYER
 ALLEN C. BROUSSARD
 WILLIAM K. COBLENTZ
 VIRGINIA A. CRISP
 PAMELA S. DUFFY
 PAUL ESCOBOSA
 PHILIP B. FELDMAN
 LOUIS J. GIRAUDO
 SUSAN K. JAMISON
 JEFFREY G. KNOWLES
 STEPHEN T. LANGTOT
 MICHAEL L. MEYERS
 BARBARA A. MILANOVICH
 JAMES P. MITCHELL
 HARRY D'BRIEN
 WILLIAM H. ORRICK, III
 SUSAN J. PASSOVDT

RICHARD R. PATCH
 BARRY RCDER
 JOSEPH G. SPERO
 JON R. TANDLER

ANDREW B. COBLENTZ
 JACQUELINE B. CORLEY
 RACHELLE L. DESVAUX
 EDWARD J. FINLEY II*
 THOMAS L. FREDMAN
 ALAN C. GFINNIS
 JEFFREY B. MAGO
 AUDREY R. OGAWA
 STEPHEN N. ROSENFELD
 CYNTHIA R. ROWLAND
 DANIEL J. STROMBERG
 SUSAN L. SULLIVAN
 TAY C. VIA

OF COUNSEL
 DONALD M. CAHEN
 WILLIAM T. HUTTON

SPECIAL COUNSEL
 ANN E. JOHNSTON

TEVIE JACOB (1908-1974)
 WILLIAM P. McCABE (1932-1988)

*ADMITTED IN NEW YORK ONLY

Gil Jensen, Esq.
 Alameda County District Attorneys' Office
 Consumer and Environmental Protection
 7677 Oakport Street, Suite 400
 Oakland, CA 94621

Re: Properties Located at E. 14th Street,
 San Leandro, CA

RECEIVED
 SEP 27 1995

DISTRICT ATTORNEY
 ALAMEDA COUNTY
 CEPD

Dear Mr. Jensen:

This letter is to follow up on our office's recent telephone conversations with you.

Barbara Holland, Jay Holland and Guy Holland have retained our firm and agreed to work with Bailey Environmental Engineering in connection with Parcel Nos. 80C-479-6-3, 80C-479-6-11 and 80C-479-6-13, which together with Parcel No. 80C-479-6-4, are collectively referred to in various correspondence from the County of Alameda (and therefore in this letter) as 16301 East 14th Street, San Leandro, California or the "Site". Barbara Holland has agreed, with the cooperation of Jay and Guy Holland, to: (1) conduct a preliminary site assessment designed to locate all above ground and below ground tanks on all parcels comprising the Site; (2) complete a survey and prepare a licensed land surveyors' map depicting the locations of each tank relative to each parcel; (3) conduct a site investigation that characterizes the lateral and vertical extent of contamination in the soil and identifies possible contamination, if any, in groundwater at the Site; and (4) prepare and submit to the Alameda County Department of Environmental Health, a Preliminary Site Assessment Report, a Site Investigation Report and a Tank Closure/Decommissioning Plan.

Bailey Environmental Engineering issued the Invitation for Bids for the above-described work on Monday to four qualified technical consultants. All bids are required to be submitted by no later than October 6, 1995. Contracting procedures will begin shortly after consultant selection, followed immediately by the preparation of work plans for the procedures listed above.

COBLENTZ, CAHEN, McCABE & BREYER

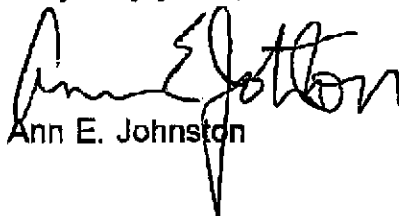
Gil Jensen
September 26, 1995
Page 2

We do not represent Ann Marie Holland Tiers or the Estate of John M. Holland, and our clients neither own any interest in, nor have any control over, Parcel No. 80C-479-6-4. We hope that we can procure access to that parcel sufficient to complete the work described above without the need for enlisting the assistance of your office. If we meet with any resistance from Ann Marie Holland Tiers or the Estate of John Holland, however, we will contact you immediately to discuss what steps may be necessary to ensure appropriate access.

Our clients are committed to complete the above steps as a demonstration of their good faith while they proceed on a parallel track to secure insurance funds, work through the estate issues and attempt to ensure appropriate levels of financial participation in all Site work by responsible parties who, to date, have contributed nothing. By agreeing to perform the work described in this letter, Jay, Guy and Barbara Holland are not admitting any responsibility or liability for the Site, the conditions found on or under the Site, any activities which may have occurred on the Site or any future work which may be required at the Site.

Please let me know if you have any questions regarding the above. Thank you for your cooperation in this matter.

Very truly yours,



Ann E. Johnston

AEJ:jlm:wp

cc: Jay Holland
Barbara Holland
Guy Holland
Tom Bailey

ARCHIBALD M. MULL, III
JEFFREY M. JONES
KURT A. FRANKE

LAW OFFICE OF
ARCHIBALD M. MULL, III
HEYWOOD'S BUILDING
1001 SECOND STREET
OLD SACRAMENTO, CALIFORNIA 95832
TELEPHONE: (916) 443-4626
FAX: (916) 441-3874

ARCHIBALD M. MULL, JR.
1904-1978

Of Counsel:
ALLAN S. HALEY

93 AUG 25 PM 2: 20

August 23, 1993

Scott O. Seery, CHMM
Senior Hazardous Waste Materials Specialist
Alameda County Health Care Services Agency
Department of Environmental Health
80 Swan Way, Room 200
Oakland, CA 94621

**Re: Jack Holland Sr. Oil Company, 16285 - 16335 East 14th Street, San Leandro;
ASN 80C-479-6-3, -6-4, -6-7, -6-11, and -6-13**

Dear Mr. Seery:

As to your letter to me of August 13, 1993, I have now talked to Barbara Holland and can give you an update.

1. As to the survey, we are in the process of retaining a site survey by a licensed land surveyor, as mentioned in paragraph 1 of your letter of August 13, 1993. Barbara thought I was doing it, and I thought she was doing it.

2. As to erecting a fence, Barbara Holland has reached the School District, and their section of the fence has recently been fixed. The School District felt, and we agree, that on the Hollands' side of the fence, rather than building higher, we should dig a ditch about 1 foot down, which will greatly buttress the fence. Barbara Holland has reached the Sheriff's Department, and the Sheriff's Department is putting out a warning to the school that they will deal harshly with any children who try to go over the fence. We also are putting up signs.

3. As to removal of the extraneous clutter, Barbara Holland is going to be on the property tomorrow for two days, meeting with some of the tenants and having them aid in disposing of extraneous clutter on property that Barbara Holland owns an interest in.

Scott O. Seery
August 23, 1993
Page 2

Hopefully this update is satisfactory to you. I will reach you as soon as we have completed the site survey.

Very truly yours,


ARCHIBALD M. MULL, III

AMM:dsh

cc: Ms. Barbara Holland
Murray S. Kalish, CPA
Anthony B. Varni, Esq.

C:\Holland\Seery.2

ARCHIBALD M. MULL, III
JEFFREY M. JONES
KURT A. FRANKE

LAW OFFICE OF
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FAX: (916) 441-3874

ARCHIBALD M. MULL, JR.
1904-1978

Of Counsel:
ALLAN S. HALEY

93 AUG 23 AM 11:21

August 18, 1993

Scott O. Seery, CHMM
Senior Hazardous Waste Materials Specialist
Alameda County Health Care Services Agency
Department of Environmental Health
80 Swan Way, Room 200
Oakland, CA 94621

**Re: Jack Holland Sr. Oil Company, 16285 - 16335 East 14th Street, San Leandro;
ASN 80C-479-6-3, -6-4, -6-7, -6-11, and -6-13**

Dear Mr. Seery:

Major apologies for not getting back to you sooner. We have been doing some work. I have made a couple of calls to determine the status of the work, and also to my client, Barbara Holland.

I should hear back from everybody within the next couple of days, and I will then write you a letter giving you an update as to what we have done and what we are doing.

Very truly yours,


ARCHIBALD M. MULL, III

AMM:dsh

cc: Barbara Holland

C:\Holland\Seery.1

ARCHIBALD M. MULL, III
JEFFREY M. JONES
KURT A. FRANKE

LAW OFFICE OF
ARCHIBALD M. MULL, III
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FAX: (916) 441-3874

ARCHIBALD M. MULL, JR.
1904-1978

Of Counsel:
ALLAN S. HALEY

93 AUG 25 PM 2:20

August 23, 1993

Scott O. Seery, CHMM
Senior Hazardous Waste Materials Specialist
Alameda County Health Care Services Agency
Department of Environmental Health
80 Swan Way, Room 200
Oakland, CA 94621

**Re: Jack Holland Sr. Oil Company, 16285 - 16335 East 14th Street, San Leandro;
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Scott O. Seery
August 23, 1993
Page 2

Hopefully this update is satisfactory to you. I will reach you as soon as we have completed the site survey.

Very truly yours,


ARCHIBALD M. MULL, III

AMM:dsh

cc: Ms. Barbara Holland
Murray S. Kalish, CPA
Anthony B. Varni, Esq.

C:\Holland\Seery.2

ARCHIBALD M. MULL, III
JEFFREY M. JONES
KURT A. FRANKE

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ARCHIBALD M. MULL, JR.
1904-1978

Of Counsel:
ALLAN S. HALEY

93 AUG 23 AM 11:21

August 18, 1993

Scott O. Seery, CHMM
Senior Hazardous Waste Materials Specialist
Alameda County Health Care Services Agency
Department of Environmental Health
80 Swan Way, Room 200
Oakland, CA 94621

**Re: Jack Holland Sr. Oil Company, 16285 - 16335 East 14th Street, San Leandro;
ASN 80C-479-6-3, -6-4, -6-7, -6-11, and -6-13**

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I should hear back from everybody within the next couple of days, and I will then write you a letter giving you an update as to what we have done and what we are doing.

Very truly yours,


ARCHIBALD M. MULL, III

AMM:dsh

cc: Barbara Holland

VARNI, FRASER, HARTWELL, LANFERMAN & RODGERS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

LIONEL A. RODGERS
(1942-1989)

OF COUNSEL
ANTHONY B. VARNI

22771 MAIN STREET
P. O. BOX 570
HAYWARD, CALIFORNIA 94543-0570
(415) 886-5000
FAX: (415) 538-8797

LIVERMORE OFFICE
2109 FOURTH STREET
LIVERMORE, CA 94550
(415) 447-1222
FAX (415) 443-7831

PLEASANTON OFFICE
5960 INGLEWOOD DR
PLEASANTON, CA 94566
(415) 463-1575
FAX (415) 463-1046

August 27, 1991

Cromwall Insurance Agency
1550 W. Fremont Street
Stockton, CA 95201

Attention: Angie Cromwall

Re: Estate of Jack Holland, Sr., Deceased
Ann Marie Holland Tiers, individually, and
The Jack Holland Oil Companies
16301 E. 14th Street, San Leandro, CA

Gentlemen:

This firm represents Mrs. Ann Marie Holland Tiers, individually, and as Executor of the Estate of John M. (Jack) Holland, Sr., deceased. Prior to the time of his death, Jack Holland, Sr. and Ann Marie Holland Tiers operated Jack Holland Sr. Oil Company at 16301 E. 14th Street, San Leandro, CA.

In previous years, the oil company was known as Jack Holland Oil Company, Jack Holland & Son Oil Company and/or Holland Oil Company. During these periods, the insurance agent for the Holland Oil Companies was the Frank B. Hall Agency.

During the periods of time when the above-referenced Holland Oil Companies were operated, it appears that certain toxic damage took place at the E. 14th Street location because of hazardous waste contamination.

The Alameda County District Attorney's Office has now advised Mrs. Tiers that such contamination must be cleaned up immediately.

In that regard, please find enclosed a copy of a letter to Jack Holland Sr. Oil Company from Clark's Woodworking in Castro Valley, CA, concerning the removal of a gas tank and excavation therefor, and their proposal for clean-up of the remainder of the contamination.

Cromwall Insurance Agency
Attention: Angie Cromwall
August 27, 1991
Page 2

Also enclosed for your reference are copies of the letter from the Alameda County Health Care Services Agency and the Hazardous Materials Division Inspection Form for the E. 14th Street location.

This letter constitutes a tender to the insurer for coverage in these matters.

May we please promptly hear from you concerning this tender.

Very truly yours,

VARNI, FRASER, HARTWELL, LANFERMAN & RODGERS

By _____
PETER M. SPROUL

PMS:jes
Enclosures
cc--Mrs. Ann Marie Holland Tiers

1 Law Office of Archibald M. Mull, III
2 ARCHIBALD M. MULL, III, CBN 51202
3 MICHAEL D. TRACY, CBN 137682
4 1001 Second Street
5 Sacramento, California 95814
6 (916) 443-4626

**ENDORSED
FILED**

MAR 04 1992

5 Attorney for Plaintiff
6 BARBARA JEAN HOLLAND

RENE C. DAVIDSON, County Clerk
By LINDA STEFFENS, Deputy

7
8 IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA
9
10 IN AND FOR THE COUNTY OF ALAMEDA

11 BARBARA JEAN HOLLAND,
12
13 Plaintiff,

Case No: 679718-8 OH

STIPULATED ORDER
IDENTIFYING REFEREE

14 v.

15 ANN MARIE HOLLAND, Executrix
16 of the estate of John M. Holland;
17 ANN MARIE HOLLAND, conservator
18 of the person of LUCILLE HOLLAND;
19 HENRY BOLLWINKEL, conservator of
20 the estate of LUCILLE HOLLAND;
21 the Testate and Intestate
22 Successors of ANN M. HOLLAND,
deceased, and all persons
claiming by through, or under
said decedent; and all the persons
unknown claiming any interest in
the property, named as DOES 1
through 50, inclusive,

Date: March 5, 1992
Time: 9:30 a.m.
Dept: 30

23 Defendants.

24
25 Upon motion by plaintiff for appointment of referee and
26 receiver the parties previously stipulated to an appointment of a
27 referee and an order was entered on February 21, 1992, continuing
28 the hearing until March 5, 1992, on the sole issue as to the


1 identity of the referee. It is now further agreed and stipulated
2 to between the parties that the referee shall be:

3 Murray S. Kalish, CPA
4 1620 Montgomery Street, Suite 300
5 San Francisco, California 94111
6 (415) 982-2013

7 The parties stipulate that Murray Kalish is appointed referee
8 with the powers as set forth in the order of this court dated
9 February 21, 1992.

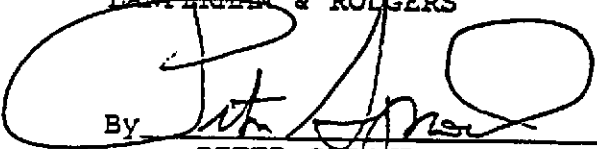
10 Dated: March 3, 1992

LAW OFFICES OF
ARCHIBALD M. MULL, III

11 By 
12 MICHAEL D. TRACY
13 Attorneys for Plaintiff
14 Barbara Holland

15 Dated: March 4, 1992

VARNI, FRASER, HARTWELL,
LANFERMAN & RODGERS

16
17 By 
18 PETER SPROUL
19 Attorneys for Defendant
20 ANN MARIE HOLLAND

21 IT IS SO ORDERED:

22 Dated: MAR 04 1992

23 JOANNE C. PARRILEI
24 JUDGE OF THE SUPERIOR COURT
25
26
27
28

5/15

Murray S. Kalish
Kalish & Associates
1620 Montgomery Street, Suite 300
San Francisco, Ca 94111
Telephone (415) 982-2013

IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN AND FOR THE COUNTY OF ALAMEDA

BARBARA JEAN HOLLAND,)

Case No.679718-8

PLAINTIFF,)

REFEREE'S REPORT

V.)

ANN MARIE HOLLAND, Executrix)
of the estate of John M. Holland;)
ANN MARIE HOLLAND, conservator)
of the person of LUCILLE HOLLAND;)
HENRY BOLLWINKEL, conservator of)
the estate of LUCILLE HOLLAND;)
the Testate and Intestate)
Successors of ANN M. HOLLAND,)
deceased, and all persons claiming)
by through, or under said)
decendent; and all persons unknown)
claiming any interest in the)
property, named as DOES 1 through)
50, inclusive,)
Defendants.)

I.

INTRODUCTION

Murray S. Kalish ("Referee") was appointed as referee in this action by an Order entered by the Court on March 4, 1992. The Referee's appointment was for the purpose of determining income and expenses on the property located at 16285, 16305 and 16335 E. 14th Street, San Leandro, California (the

"Property"), and for the purpose of making a preliminary determination regarding a division of the Property, including a recommendation for sale of the Property and division of proceeds among the parties.

II.

REPORT ON ACCOUNTING

Attached hereto as Exhibit "A" is a summary of income and expenses for the years 1984 through June, 1992. The information contained in the summary is derived from the following sources. Ann Marie Holland prepared a summary of expenses for the years 1984 through 1992. Her summary was prepared in a format provided by the Referee. Only those expenses with documentation (either check copies or receipts) were to be included in the summary. Income details were derived from information provided by Ms. Holland as well as visual inspection of the property and communication with the current tenants. It should be noted that there are no lease documents available. With only minor and immaterial exception, the expenses listed by Ms. Holland were supported by documentation. Income (i.e. rents collected) for the period totaled \$201,075.00. Disbursements for the period totaled \$152,156.96. The difference amounts to \$50,928.79. This difference represents cash that is not accounted for. It may be the result, in part, to expenses for which no record or receipts are available or income being overstated due to vacant periods throughout for which no record is available.

(see Section V below for limitations of analysis).

The 3 most significant elements of the disbursements are as follows:

1. Promissory Note Payments	\$97,841.75
2. Jack Holland Sr. Payments	\$13,734.29
3. Barbara Holland Payments	\$ 3,150.00

The payments for the promissory note, which relate to the purchase of the property, are highlighted only because these payments represent 64 percent of the total disbursements. These promissory note payments were made on a consistent basis since 1984. The Referee was not provided with documentation explaining the nature of payments to Jack Holland Sr. or Barbara Holland. Therefore, for the purpose of this analysis, those payments have been added back to net cash in order to determine the amount of cash that would have been available to each partner had neither received an "advantaged" distribution. Based on this approach, each partner should have received \$33,906.54 over the period in question. Hence, Barbara Holland was entitled to an additional \$30,756.54 more than she actually received.

III.

REPORT ON CONDITION OF PROPERTY

A. General Condition of Property

With the exceptions as noted below, the property is essentially in a fair condition relative to the surrounding neighborhood. The used car lot, which covers the entire

street frontage at 16285 and 16305, is well maintained, without any visible defects. However, the rental residence (16335 E. 14th Street) adjacent to the car lot appears to be falling apart and in need of repairs. The grass and weeds are overgrown and contribute to a general appearance of neglected property. There is large equipment, which appears to be a combination of spillover from the 16301 E. 14th Street tenants or abandoned equipment from Jack Holland Sr. Oil Company. The abandoned above ground rusted diesel tanks are only located on the 16301 parcel. However, their appearance imparts an ominous feeling to all the parcels.

B. Preliminary Title Reports

Preliminary Title Reports, dated May 5, 1992 were prepared by First American Title Guarantee Company. The Title Reports are attached to this Report as Exhibit "B".

1. 16285 E. 14th Street

Two significant liens are attached to this property. The first represents an Abstract of Judgement in favor of Golden State Sanwa Bank in the amount of \$475,000. The second represents a tax lien in favor of the United States of America for unpaid personal income taxes of Jack M. Holland, Jr. and Barbara J. Holland. Though apparently valid encumbrances, neither of these liens relate directly to the Property. There is also a lien for delinquent Unsecured Property Taxes to the Tax collector of Alameda in the amount of \$156.94.

2. 16305 E. 14th Street

The same exact liens as described in Item 1 above are also attached to this property.

3. 16335 E. 14th Street

The same exact liens as described in Item 1 above are also attached to this property.

C. Appraisal

A detailed appraisal report, attached hereto as exhibit "C" was prepared by William H. Kerry, SRA, SCV of Kerry and Associates on January 7, 1988. Estimates for the cost of obtaining a current certified appraisal were from \$4,000 - \$5,000. The Referee communicated with Mr. Kerry to obtain his opinion regarding significant changes in the appraisal. Mr. Kerry's opinion was that the value of the appraisal in 1988 was just about at the top of the market. Since that time, the commercial real estate market has been flat and if anything, the property is worth less than the \$1,079,000 reflected in his original report. He emphasized the fact that his original appraisal assumed the property was not encumbered by leases, improvements, and that any toxic waste problems were removed. The term improvements was used to describe any and all tenant improvements including buildings and equipment. located on the Property. The value of the Property, per the appraisal report, based solely as a function of income derived from the improvements (i.e. tenant rental income) was less than \$500,000. Hence, the highest market value potential is obtained from selling the property as a vacant lot(s). It is

important to note that the appraisal included 16301 E. 14th Street, which is the separate property of the Estate of Jack Holland Sr. Whether the inclusion of this property with the other parcels increases or decreases the value of the 3 parcels in question remains to be determined (see limitations Section IV hereunder).

D. Toxic Waste Reports

A Subsurface Soil Investigation Report, attached hereto as Exhibit "D", dated September 28, 1990, was prepared by Crosby and Overton, Inc.. Crosby and Overton, Inc. is a reputable waste management firm, and has been in business for over 40 years. Their report concludes that there is significant contamination and that ground water has probably been impacted at the site. The report was based on a limited investigation and states specifically that "due to the limited nature of this investigation, coupled with the magnitude of contamination present at the subject site, , the full lateral and vertical extent of contamination cannot be determined". The referee requested an estimate for completing the investigation and remediation costs. The estimate, attached hereto as Exhibit "E" defines 3 separate phases for completing the work and provides an estimate for each phase. Phase I, was estimated to cost \$5,500. This phase determines the potential presence of contamination through research and non-intrusive study. Even though there is no doubt that the properties are contaminated, it is still necessary to complete

this phase in order to design an appropriate plan for phase II. The estimate for Phase II totals \$117,314. Phase II, is an intrusive study including drilling, analysis, and monitoring on-site and off-site locations. This phase gives information about the presence or absence of soil and ground water contamination across the entire site as well as adjacent areas. The information obtained in Phase II will also be used to determine the best method for remediation. Phase III estimate ranges from \$827,398 to \$997,848. During the Phase III remedial activities, clean-up solutions are designed and implemented. The Phase III estimate is broken into three different tasks: tank removal, groundwater remediation, and soil remediation. It should be note that their total Phase III estimate includes a 30 percent (\$200,000) contingency provision. It should also be noted that the estimates do not include cleaning, removal and disposal of the 14 above ground tanks. The estimate for all phases totals between \$1,067,526 and \$1,120,662. The referee believes that the Crosby and Overton, Inc. investigation is limited by the fact that no attempt was made to distinguish the source and location of contaminates between the individual parcels. The address of record on the reports was given as 16301 E. 14th Street. This address, which is separate property not included in the suit is located between the 3 parcels in question. On the surface the tanks all appear to be located on the 16301 parcel. The testing performed by Crosby and Overton did not extend beyond

the 16301 Parcel. Therefore, it is impossible to know whether or not the Property pertinent to this report is contaminated without further studies.

IV.

Insurance

There is currently a general commercial insurance policy in place that covers the buildings, contents and loss of rents. This coverage does not extend to the toxic waste problems described above. The policy binder includes coverage for 16301 E. 14th street. As stated above, this is the separate property of the Estate of Jack Holland Sr.. Insurance premiums paid from 1984 through 1992 total \$4,331.00. Any insurance premiums paid out of rents on behalf of this separate property should be reimbursed to the partnership. As of the date of this report, there is not enough information available to determine the exact amount of reimbursement required. However, the reimbursement, estimated at between 10% - 25% of insurance premiums, may amount to only \$400 - \$800.

V.

Limitations of Referee's Report

A. Accounting

As stated above, the accounting analysis was prepared from information obtained from Ann Marie Holland as well as from tenants currently occupying the property. The Referee understands that there may be additional expenses

unaccounted for due to the fact that records were not available for a variety of reasons. In addition, the income was derived from sources not as reliable as actual leases. Hence, the income may be higher (tenants not accounted for) or lower (vacant periods not accounted for) than represented in this report. There was inadequate information to account for brief periods of vacancies since 1984. Hence, the rental income described herein includes full occupancy, of the residence and the used car lot, since 1984. If additional documented information is made available, the amount due Barbara Holland could be adjusted.

B. Appraisal

As described above, the appraisal contained herein, was prepared in January, 1988. Like the toxic studies and reports, no effort was made to separate the appraisal values between the individual properties. Furthermore, the appraisal includes the address of 16301 E. 14th Street. This parcel is the separate property of the Estate of Jack Holland Sr. No effort was made to segregate this parcel from the others. Hence, it is not clear what percentage of the total appraisal should be allocated to the 3 parcels in question. Finally, the realizable appraised value of the Property is based on the premise that all toxic waste problems are resolved.

C. Toxic Waste Report and Estimate

The toxic waste reports, studies, and estimates are incomplete as to the extent (vertical, lateral etc.) of the

contamination and the delineation thereof between parcels. Until comprehensive studies are funded and completed, the nature and extent of the partition issues and any resolutions related thereto, will remain hypothetical.

VI.

Recommendations and Conclusions

A. Accounting

Based on the available information as described in Section III above, Barbara Holland is entitled to a minimum of \$30,756.54 as reimbursement for her share of funds that are not accounted for. In addition, insurance premiums paid on behalf of the 16301 E. 14th Street parcel need to be reimbursed. It is clear that a portion of the Property has been used for storage by the tenants of the 16301 parcel. If more attention had been given to the condition of the Property and ownership of the parcels were not related, a fair market rent for the space would have been collected. Even if the rent were calculated at a nominal \$100 per month, over 9 years it would total \$10,800. Hence, the Referee believes reimbursement for use of the Property is appropriate.

B. Partition Through Sale of Property

The most obvious way to partition this property would be to sell it and divide the proceeds. However, due to the complications, as described above, it is unlikely that any sale, at a reasonable price, could be achieved. Legal and practical issues, beyond the expertise of the Referee, must be

considered and resolved. Specifically, is the toxicity the sole responsibility of the Jack Holland Oil, Co. (i.e. Jack Holland Sr. and heirs)? If the property was in its current state of contamination when Jack Holland Jr. purchased it and ultimately deeded it over to Barbara Holland, did she "inherit" the responsibility for the problems that came with it? There may or may not be information available to determine when the contamination problems began. However, these questions must be answered before liability can be determined. Until these questions are resolved, the Referee believes that the parcels are inseparable through sale of the parcels or any other method.

C. Management of Property

There is minimal rental income and expense activity. As long as reporting between partners is adequate, the monitoring of this activity is not reason enough to appoint a receiver. However, the Referee believes the potential complexity of the toxic waste problems and the focus needed to arrive at a timely and equitable solution to the various related problems, requires an effort independent of either of the owners. In light of the Appraisals and the toxic waste studies, it appears to the Referee that current management did not attempt to differentiate between jointly owned and separately owned property. This distinction is essential to the equitable resolution of this matter. Therefore, the Referee believes a receiver should be appointed to coordinate,

supervise and expedite the effort needed to unravel and resolve the toxic waste problem and related issues as described above. A timely resolution of this problem is necessary not only to assist in the ultimate partition of the property, but also to defuse the time bomb (environmental and financial) that is ticking away. State and local agencies have issued warnings and citations regarding the condition of the property and the need to clean it up. Ann Marie Holland has been attempting to locate funding sources to complete the task. However, the ultimate scope of the project may require more attention and focus than she is able to provide.

It is unclear at the present time whether the partners have the personal financial resources available that might be required to complete the necessary toxic waste studies, let alone clean up the property. The Referee believes an independent appointee would be best able to make this determination and others in the most timely fashion.

D. Summary of Recommendations

1. Fund additional toxic waste report in order to determine responsibility for and extent of contamination.
2. Fund new appraisal in order to obtain current value of separate and combined parcels.
3. Assign agreed upon values to storage use of properties by 16301 E. 14th Street tenants in order to finalize reimbursement required to be paid to Barbara Holland.
4. Appoint independent receiver to supervise and

manage property.

I declare under penalty of perjury under the laws of the State of California that to the best of my knowledge and belief, the above is true and correct.

Executed at San Francisco, California on August 24, 1992.

Murray S. Kalish

SUMMARY OF INCOME AND EXPENSES
 16285, 16305, 16335 E. 14th STREET
 1984 THROUGH JUNE 1992

Rental Income Received		\$201,075.00
Disbursements		
Supplies	\$ 2,115.41	
Repairs and Maintenance	3,492.58	
Refuse Hauling	596.39	
Equipment Rental	903.87	
Bank Charges	158.67	
Insurance	4,331.00	
Utilities	8.21	
Toxic Waste Study	7,071.64	
Property Taxes	18,520.15	
Promissory Note Payments	97,841.75	
Miscellaneous	233.00	
Jack Holland, Sr.	13,734.29	
Barbara Holland	3,150.00	
Total Expenditures		<u>152,156.96</u>
Subtotal - Excess Receipts Over Disbursements		50,928.79
Adjustments:		
Payments to Jack Holland, Sr.		13,734.29
Payments to Barbara Holland		<u>3,150.00</u>
Net Cash Available for Distribution		<u>\$ 67,813.08</u>
Cash to Each Partner (67,813.08 divided by 2)		<u>\$ 33,906.54</u>



State of California

March Fong Eu

Secretary of State

P.O. Box 944230
Sacramento, CA 94244-0230
Phone: (916) 445-2020

92-003952

STATEMENT BY DOMESTIC STOCK CORPORATION

THIS STATEMENT MUST BE FILED WITH CALIFORNIA SECRETARY OF STATE (SEC. 1502, CORPORATIONS CODE)

FILED
SACRAMENTO, CALIF.

JAN - 3 1992

March Fong Eu
MARCH FONG EU
SECRETARY OF STATE

A \$5 FILING FEE MUST ACCOMPANY THIS STATEMENT.

WHEN COMPLETING FORM, PLEASE USE BLACK TYPEWRITER RIBBON OR BLACK INK

IMPORTANT—Please Read Instructions On Back Of Form

1. C1011274 DUE DATE 12-31-91 277535
JACK HOLLAND, SR. OIL COMPANY, INC.
16301 E. 14TH ST.
SAN LEANDRO, CA 94578

DO NOT ALTER PREPRINTED NAME. IF ITEM NO. 1 IS BLANK, PLEASE ENTER CORPORATE NAME

DO NOT WRITE IN THIS SPACE

THE CALIFORNIA CORPORATION NAMED HEREIN MAKES THE FOLLOWING STATEMENT

2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE 16301 East 14th Street	ROOM NO.	2A. CITY AND STATE San Leandro, California	2B. ZIP CODE 94578
3. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA (IF ANY) Same	ROOM NO.	3A. CITY CA	3B. ZIP CODE
4. MAILING ADDRESS 16301 East 14th Street	ROOM NO.	4A. CITY AND STATE San Leandro, California	4B. ZIP CODE 94578

THE NAMES OF THE FOLLOWING OFFICERS ARE (Sec. 312, Corporations Code requires 3 officers.)

5. CHIEF EXECUTIVE OFFICER Ann Marie Holland	5A. STREET ADDRESS (SEE REVERSE SIDE) 16301 East 14th Street	5B. CITY AND STATE San Leandro, California	5C. ZIP CODE 94578
6. SECRETARY Ann Marie Holland	6A. STREET ADDRESS (SEE REVERSE SIDE) 16301 East 14th Street	6B. CITY AND STATE San Leandro, California	6C. ZIP CODE 94578
7. CHIEF FINANCIAL OFFICER Ann Marie Holland	7A. STREET ADDRESS (SEE REVERSE SIDE) 16301 East 14th Street	7B. CITY AND STATE San Leandro, California	7C. ZIP CODE 94578

INCUMBENT DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS (Attach supplemental list if necessary)

8. NAME Ann Marie Holland	8A. STREET ADDRESS (SEE REVERSE SIDE) 16301 East 14th Street	8B. CITY AND STATE San Leandro, California	8C. ZIP CODE 94578
9. NAME Ann Marie Holland	9A. STREET ADDRESS (SEE REVERSE SIDE) 16301 East 14th Street	9B. CITY AND STATE San Leandro, California	9C. ZIP CODE 94578
10. NAME Ann Marie Holland	10A. STREET ADDRESS (SEE REVERSE SIDE) 16301 East 14th Street	10B. CITY AND STATE San Leandro, California	10C. ZIP CODE 95478

11. THE NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY: -0-

DESIGNATED AGENT FOR SERVICE OF PROCESS (Only one agent may be named)

12. NAME
Ann Marie Holland

13. CALIFORNIA STREET ADDRESS IF AGENT IS AN INDIVIDUAL (DO NOT USE P.O. BOX) DO NOT INCLUDE ADDRESS IF AGENT IS A CORPORATION.
16301 East 14th Street San Leandro, California 94578

14. DESCRIBE TYPE OF BUSINESS OF THE CORPORATION NAMED IN ITEM 1.
Oil Jobber

15. I DECLARE THAT I HAVE EXAMINED THIS STATEMENT AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, IT IS TRUE, CORRECT AND COMPLETE.

Ann Marie Holland TYPE OR PRINT NAME OF SIGNING OFFICER OR AGENT Ann Marie Holland SIGNATURE President TITLE 12/31/91 DATE

16. I DECLARE THERE HAS BEEN NO CHANGE IN THE INFORMATION CONTAINED IN THE LAST STATEMENT OF THE CORPORATION WHICH IS ON FILE IN THE SECRETARY OF STATE'S OFFICE. DOES NOT APPLY ON INITIAL FILING. (READ INSTRUCTIONS BEFORE COMPLETING THIS ITEM)

(CHECK HERE) TYPE OR PRINT NAME OF SIGNING OFFICER OR AGENT SIGNATURE TITLE DATE

34

**RESIGNATION OF AGENT
UPON WHOM PROCESS
MAY BE SERVED**

FILED
SACRAMENTO, CALIF

FEB 18 1982

March Fong Esq.

MARCH FONG ESQ.
SECRETARY OF STATE

Secretary of State
Sacramento, California 95814

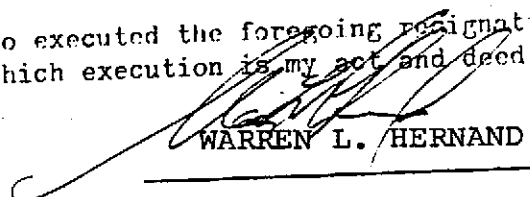
Please take notice that the undersigned hereby resigns as agent upon whom process may be served in California for JACK HOLLAND & SON, INC., a corporation organized under the laws of the State of CALIFORNIA

DATED: February 16, 1982.


Signature

WARREN L. HERNAND
Typed Name

I hereby declare that I am the person who executed the foregoing resignation of agent upon whom process may be served, which execution is my act and deed.


WARREN L. HERNAND

NO FEE

2-2

STATEMENT BY DOMESTIC STOCK CORPORATION

THIS STATEMENT MUST BE FILED WITH CALIFORNIA SECRETARY OF STATE (SEC. 1502, CORPORATIONS CODE)

FILED
SACRAMENTO, CALIF

MAR 4 '82

March 4, 1982

MARCH FONG EU
SECRETARY OF STATE

PLEASE READ INSTRUCTIONS ON BACK OF FORM

PLEASE TYPE OR USE BLACK INK WHICH WOULD BE SUITABLE FOR MICROFILMING.

FEE FOR FILING THIS STATEMENT — \$5.00

7285440 DUE DATE 12/31/81 20770S

JACK HOLLAND & SON, INC.
799 FLETCHER LN
HAYWARD, CA 94544

DO NOT ALTER PREPRINTED NAME IF ITEM IS BLANK PLEASE ENTER CORPORATE NAME

THE CORPORATION NAMED HEREIN, ORGANIZED UNDER THE LAWS OF THE STATE OF CALIFORNIA, MAKES THE FOLLOWING STATEMENT:

7 799 FLETCHER LANE <small>DO NOT USE FOR STATE</small>	24 HAYWARD	28 94544 <small>ZIP CODE</small>
8 799 FLETCHER LANE <small>DO NOT USE FOR STATE</small>	24 HAYWARD CALIF.	28 94544 <small>ZIP CODE</small>
9 799 FLETCHER LANE <small>DO NOT USE FOR STATE</small>	24 HAYWARD	28 94544 <small>ZIP CODE</small>

NAMES OF THE FOLLOWING OFFICERS ARE:

1 JACK M. HOLLAND <small>DO NOT USE FOR STATE</small>	24 799 FLETCHER LANE <small>BUSINESS OR RESIDENCE ADDRESS DO NOT USE P.O. BOX</small>	28 HAYWARD, CALIF. <small>CITY & STATE</small>	32 94544 <small>ZIP CODE</small>
2 JACK M. HOLLAND <small>DO NOT USE FOR STATE</small>	24 799 FLETCHER LANE <small>BUSINESS OR RESIDENCE ADDRESS DO NOT USE P.O. BOX</small>	28 HAYWARD, CALIF. <small>CITY & STATE</small>	32 94544 <small>ZIP CODE</small>
3 JACK M. HOLLAND <small>DO NOT USE FOR STATE</small>	24 799 FLETCHER LANE <small>BUSINESS OR RESIDENCE ADDRESS DO NOT USE P.O. BOX</small>	28 HAYWARD, CALIF. <small>CITY & STATE</small>	32 94544 <small>ZIP CODE</small>

4 NAMES AND COMPLETE BUSINESS OR RESIDENCE ADDRESS OF INCUMBENT DIRECTORS INCLUDING THOSE DIRECTORS WHO ARE ALSO OFFICERS. (Attach a supplemental list of directors if needed).

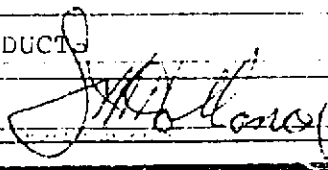
5 JACK M. HOLLAND <small>DO NOT USE FOR STATE</small>	24 799 FLETCHER LANE <small>BUSINESS OR RESIDENCE ADDRESS DO NOT USE P.O. BOX</small>	28 HAYWARD, CALIF. <small>CITY & STATE</small>	32 94544 <small>ZIP CODE</small>
6			
7			
8			
9			

10 THE NUMBER OF VACANCIES ON THE BOARD IS AN:

JACK PROVINCE (MILLER STARR & REGALIA)
ORDWAY BUILDING SUITE 1650
ONE KAISER PLAZA, OAKLAND, CA. 94612

PETROLEUM PRODUCTS

3-3-82 PRESIDENT



82 076585

U.S. BOX 9550
SACRAMENTO, CA 95812

8161 445 2070

OFFICE USE ONLY

STATE OF CALIFORNIA STATEMENT BY DOMESTIC STOCK CORPORATION

THIS STATEMENT MUST BE FILED WITH CALIFORNIA SECRETARY OF STATE FOR INCORPORATED CORPORATIONS

THE CORPORATION NAMED HEREIN, ORGANIZED UNDER THE LAWS OF THE STATE OF CALIFORNIA
MAKES THE FOLLOWING STATEMENT

799 Fletcher Lane	---	Hayward, CA	94544
- Same -	---	-----	-----
P. O. Box 540	---	Hayward, CA	94545

8 255772

NAMES OF THE FOLLOWING OFFICERS ARE

¹ Jack M. Holland, Jr. <small>CHIEF EXECUTIVE OFFICER</small>	799 Fletcher Lane	Hayward, CA	94544
² Jack M. Holland, Jr. <small>SECRETARY</small>	Same		
³ Jack M. Holland, Jr. <small>CHIEF FINANCIAL OFFICER</small>	Same		

7. PRESENTLY AUTHORIZED NUMBER OF DIRECTORS, INCLUDING VACANCIES: 4

8. NAMES AND COMPLETE BUSINESS OR RESIDENCE ADDRESS OF INCUMBENT DIRECTORS INCLUDING THOSE DIRECTORS WHO ARE ALSO OFFICERS (Attach a supplemental list of directors if needed)

^A Jack M. Holland, Jr.	799 Fletcher Lane	Hayward, CA	94544
^B Donald W. Dalziel	Same		
^C Alfred R. Pacheco	Same		
^D			
^E			

9. AGENT FOR SERVICE OF PROCESS: Jack M. Holland, Jr.
799 Fletcher Lane, Hayward, CA 94544
Business or residence address (attach supplemental list of agents if needed)

10. TYPE OF BUSINESS: Petroleum distribution

11. I DECLARE THAT I HAVE EXAMINED THIS STATEMENT AND THE RESULTS THEREON ARE CORRECT
10/1/78 President *[Signature]*

12. FEE IN PREPARING THIS STATEMENT: \$7.00
7265450 DUE DATE 12/31/78 15487

HOLLAND OIL COMPANY, INC.
799 FLETCHER LN RM 204
HAYWARD, CA 94544

FILED
INFO. CALIF.
OCT 10 9 78
A. J. J. Co.
SECRETARY OF STATE

P.O. BOX 253
SACRAMENTO, CA 95812

(916) 445-2820

OFFICE USE ONLY

STATE OF CALIFORNIA STATEMENT BY DOMESTIC STOCK CORPORATION

THIS STATEMENT MUST BE FILED WITH CALIFORNIA SECRETARY OF STATE UNDER THE CORPORATIONS CODE

THE CORPORATION NAMED HEREIN HAS BEEN INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA.
MAKES THE FOLLOWING STATEMENT:

799 FLETCHER LANE, <small>(DO NOT USE P.O. BOX NO.)</small>	HAYWARD, CALIF.	94544
799 FLETCHER LANE, <small>(DO NOT USE P.O. BOX NO.)</small>	HAYWARD, CALIF.	94544
799 FLETCHER LANE, <small>(DO NOT USE P.O. BOX NO.)</small>	HAYWARD, CALIF.	94544

79 309367

NAMES OF THE FOLLOWING OFFICERS ARE

JOHN H. HOLLAND, JR. <small>CHIEF EXECUTIVE OFFICER</small>	799 FLETCHER LANE	HAYWARD, CALIFORNIA	94544
JOHN H. HOLLAND, JR. <small>SECRETARY</small>	799 FLETCHER LANE	HAYWARD, CALIFORNIA	94544
JOHN H. HOLLAND, JR. <small>CHIEF FINANCIAL OFFICER</small>	799 FLETCHER LANE	HAYWARD, CALIFORNIA	94544

NAMES AND COMPLETE BUSINESS OR RESIDENCE ADDRESSES OF INCIDENT DIRECTORS INCLUDING THOSE DIRECTORS WHO ARE ALSO OFFICERS.

DONALD W. DALYEL	799 FLETCHER LANE	HAYWARD, CALIFORNIA	94544
JOHN H. HOLLAND, JR.	799 FLETCHER LANE	HAYWARD, CALIFORNIA	94544

THE NUMBER OF VACANCIES ON THE BOARD IF ANY 2

AGENT FOR SERVICE OF PROCESS Marren L. Hayward
5906 Wilshire Blvd., Suite 2300, Los Angeles, CA.90036
Call this business or residence address if an individual. Only one agent can be named. Do not include address if agent is a corporation. (DO NOT USE P.O. BOX)

TYPE OF BUSINESS Petroleum Broker

DATE 11/8/79 CONTROLLER [Signature]
DATE OF STATEMENT AND TO THE BEST OF MY KNOWLEDGE AND BELIEF IT IS TRUE, CORRECT AND COMPLETE

728450 DU: DATE: 12/1/79 16955
MULLAND OIL COMPANY, INC.
P O BOX 540
HAYWARD, CA 94545

DO NOT WRITE IN THIS SPACE
FILED
SACRAMENTO, CALIF
Nov 19 1979
Marren L. Hayward
Petroleum Broker

NOTE: DO NOT ALTER PREPRINTED NAME, IF ITEM IS BLANK PLEASE ENTER CORPORATE NAME.

ENDORSE

1 DIANA RICHMOND
LAW OFFICES OF DIANA RICHMOND
2 A Professional Corporation
100 The Embarcadero
3 San Francisco, California 94105
Telephone: (415) 391-3500

APR 15 1984

FILED
MARVIN CH...
BY
DEPUTY CLERK

4 JACK C. PROVINCE
5 MILLER, STARR & REGALIA
101 California Street, Suite 1540
6 San Francisco, California 94111
Telephone: (415) 391-3500

7 Attorneys for Petitioner JOHN M. HOLLAND, JR.
8
9
10

11 IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA
12 IN AND FOR THE COUNTY OF SAN MATEO

13 In re the Marriage of:)
14 Petitioner: JOHN M. HOLLAND, JR.)
15 and)
16 Respondent: BARBARA J. HOLLAND)
17)
18)
19 Claimant: JEANNE EVERIS HOLLAND)

Case No. 219913
STIPULATION FOR JUDGMENT,
WAIVER OF APPEAL, AND
JUDGMENT RE MARITAL
SETTLEMENT

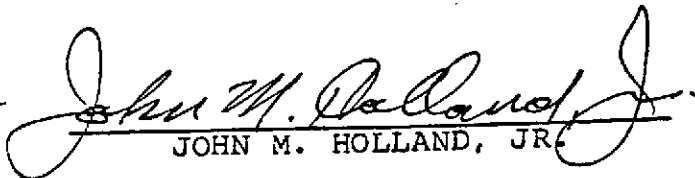
20 Each of the parties to this action and their respective
21 undersigned counsel hereby stipulate that this court enter
22 judgment in accordance with the terms of the attached Marital
23 Settlement Agreement dated December 21, 1983.

24 //
25 //
26 //
27 //
28 //

1 Each of the parties hereby waives his and her rights to
2 statement of decision, motion for new trial, and right to appeal.

3 Dated: ~~March~~ ^{April 19}, 1984

4 
5 BARBARA J. HOLLAND


6 JOHN M. HOLLAND, JR.

7 MULL & McCARTHY

8 
9 ARCHIBALD M. MULL, III

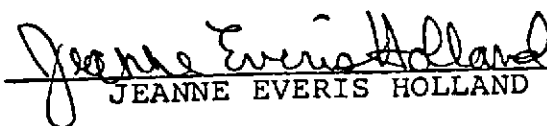
10 Attorneys for
11 BARBARA J. HOLLAND

JACK C. PROVINE
MILLER, STARR & REGALIA

LAW OFFICES OF DIANA RICHMOND

12 
13 DIANA RICHMOND

14 Attorneys for
15 JOHN M. HOLLAND, JR.

16 
17 JEANNE EVERIS HOLLAND

SABRAW, FUDENNA & PECK

18 
19 RONALD G. PECK

20 Attorneys for
21 JEANNE EVERIS HOLLAND

22 J U D G M E N T

23 This court having previously bifurcated the issue of the
24 status of the marriage of Petitioner and Respondent, and having
25 granted an Interlocutory Judgment dissolving the status of the
26 marriage on November 17, 1978, and a Final Judgment dissolving
27 the status of the marriage on December 13, 1978, this Court now
28 renders judgment on all other issues in the above-entitled dissolution action, as to which jurisdiction was reserved. Attached to this Judgment is the Marital Settlement Agreement of the parties.

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ties dated December 21, 1983. In accordance with the parties' foregoing stipulation, this Court hereby orders, adjudges and decrees that each party comply with the terms and provisions of the attached Marital Settlement Agreement executed by them.

Dated: APR 19 1984

THOMAS M. JENKINS

JUDGE OF THE SUPERIOR COURT

MARITAL SETTLEMENT AGREEMENT

THIS AGREEMENT is made this 21st day of December, 1983, by and between JOHN M. HOLLAND, JR., referred to in this Agreement as JACK, BARBARA J. HOLLAND, referred to in this Agreement as BARBARA, and JEANNE EVERIS HOLLAND, referred to in this Agreement as JEANNE, with reference to the following facts:

I

RECITALS

1.01 JACK and BARBARA were married on October 26, 1958, in Hayward, California, and separated on August 15, 1977, after a marital period of eighteen years and ten months.

1.02 Irreconcilable differences arose between JACK and BARBARA, as a result of which they have lived separate and apart ever since.

1.03 A proceeding for dissolution of JACK's and BARBARA's marriage was filed on February 24, 1978, by JACK in the Superior Court of the State of California in and for the County of San Mateo, action number 219913. On November 13, 1978, a stipulation to bifurcate the status of the marriage from all other issues was filed in said action, and on December 13, 1978, final judgment dissolving the status of JACK's and BARBARA's marriage was filed, the court reserving jurisdiction over all remaining issues in the dissolution.

1.04 JACK and BARBARA have no minor children. Their adult children are: JOHN MILTON HOLLAND, III, born January 22,

1960, age 24, and GUY RAYMOND HOLLAND, born March 31, 1962, age 21.

1.05 On December 16, 1978, JACK and JEANNE were married and have been husband and wife ever since.

II

PURPOSES OF AGREEMENT

The purposes of this Agreement are to:

2.01 Settle the obligations of JACK and BARBARA with respect to the support of each other.

2.02 Settle all property interests and rights which JACK and BARBARA have vis-a-vis one another, and which BARBARA and JEANNE have vis-a-vis one another, as well as to settle certain property interests and rights between JACK and JEANNE.

2.03 Relinquish all past, present or future claims that each may have against the person, property or estate of the others or his or her executors, administrators, representatives, successors and assigns, except as otherwise provided herein.

III

SPOUSAL SUPPORT

3.01 BARBARA agrees to waive any claim for spousal support from JACK, including any rights to collect upon previous temporary spousal support orders entered in the parties' dissolution proceeding. Regardless of circumstances now existing or which may arise in the future, BARBARA shall not be entitled to any spousal support from JACK.

3.02 JACK agrees to waive any claim for spousal support from BARBARA. Regardless of circumstances now existing or which may arise in the future, JACK shall not be entitled to any spousal support from BARBARA.

IV

ASSETS AND OBLIGATIONS

4.01 The parties agree that the property described in Exhibit A, attached hereto and made a part hereof by reference, is by this Agreement the sole and separate property of BARBARA, and constitutes her separate property and her share of an equal division of the remaining community property of the parties in the names of JACK and BARBARA, taking into account the assumption of debts and obligations provided for in this Agreement, and represents the parties' compromise and settlement of various disputes and claims with respect to community property interests. JACK and JEANNE hereby set over and confirm unto BARBARA as her sole and separate property all of the property described in said Exhibit A.

4.02 The parties agree that the property described in Exhibit B, attached hereto and made a part hereof by reference, is by this Agreement the sole and separate property of JACK, and constitutes his separate property and his share of an equal division of the ^{remaining} community property of the parties in the names of JACK AND BARBARA, taking into account the assumption of debts and obligations provided for in this Agreement, and represents the

parties' compromise and settlement of various disputes and claims with respect to community property interests. BARBARA and JEANNE hereby set over and confirm unto JACK as his sole and separate property all of the property described in said Exhibit B.

4.03 JACK and BARBARA each hereby permanently releases, relinquishes and waives any and all claim either may have to any and all of the property described in Exhibit C, attached hereto and made a part hereof by reference, which constitutes and is hereby confirmed as the separate property of JEANNE.

4.04 All real properties confirmed herein to any of the parties include their fixtures and improvements, and any other personal property located on said real properties, except for that owned by tenants thereon. Excepted from the real properties awarded BARBARA are any trucks or trailers which may be located there.

4.05 In addition to that property listed in Exhibit A, BARBARA is granted an option, to be exercised within thirty (30) days of the date of this Agreement, to be awarded that real property in the City of Santa Ana, County of Orange, State of California, described as follows and subject to a lien for unpaid excise taxes of Jack Holland & Son:

A parcel of land described as follows:
Beginning at the intersection of the South line of Sixth Street with the Northerly line of the Southern Pacific Railroad right-of-way line; thence East along the South line of Sixth Street, 34.88 feet; thence Southerly 90 feet to the intersection of said Northerly line of the Southern Pacific Railroad right-

of-way line; thence Northwesterly 99.11 feet to the point of beginning, in Section 7, Township 5 South, Range 9 West, S.B.B. & M.

BARBARA shall notify JACK through his attorney within thirty (30) days whether she chooses to take such property subject to its lien. If she chooses not to take such property, then it shall be awarded to JACK, subject to said lien. Whoever is awarded said property shall be solely responsible for said lien and shall hold the other parties free and harmless from any liability thereon.

4.06 The parties acknowledge and confirm that JACK's father, John M. Holland, owns as his sole and separate property all interest in that real property at 16301 East 14th Street, San Leandro, California, and an undivided one-half interest in the real properties at 16285, 16305 (two parcels) and 16335 East 14th Street, San Leandro, California. BARBARA hereby grants to John M. Holland an option to purchase her one-half interest in all of the real properties at 16285, 16305 (two parcels) and 16335 East 14th Street, San Leandro, California, subject to the existing liabilities thereon, and subject to the current condition of title as may be clouded by Sanwa Bank's attachment, and any other liens except as may have been created by BARBARA alone, and a right of first refusal to match any bona fide offer from any third person for the purchase of any and all of said parcels. The option and right of first refusal shall be effective for six (6) months from the date of this Agreement, ^{and terminates on June 20, 1981} The option prices shall be as follows:



- a. 16285 East 14th Street -- \$96,000. less an encumbrance of \$22,762. divided by 2 = \$36,619.
- b. 16305 East 14th Street (parcel 1) -- \$168,000. less an encumbrance of \$64,853., divided by 2 = \$51,574.
- c. 16305 East 14th Street (parcel 2) -- \$16,500. divided by 2 = \$8,250.
- d. 16335 East 14th Street -- \$48,000. less an encumbrance of \$3,097., divided by 2 = \$22,452.

The above encumbrances are to be reduced, by subsequent payments thereon, to the balance outstanding at the date of exercise. ~~The~~ legal descriptions of the above properties entailed in the option and right of first refusal appear as Exhibit E to this Agreement.

MISSING

No reduction in the option price shall be made for brokers' commissions or closing costs. ^{if escrow does not close within 30 days of exercise of the option, the option fails.} A BARBARA shall give John M. Holland written notice of any bona fide offer which she intends to accept, for the purchase of any of the above parcels. Said notice shall be given by certified mail to John M. Holland at 22521 Sixth Street, Hayward, California 94541, or such other address as he may provide, and shall include a copy of the signed offer. John M. Holland shall have thirty (30) days from the receipt of such notice to agree to match its terms, and he shall notify BARBARA of his decision by certified mail to her at 7 Spyglass Hill, P.O.Box 63, Pebble Beach, California 93953. Said option and right of first refusal shall be recorded if John M. Holland so elects, and he shall bear the costs of recording it, as well as of removing the right of first refusal after its expiration.

4.07 JACK and JEANNE shall forthwith pay to BARBARA any and all rents and note payments for all properties awarded to BARBARA herein, received for any period from and after December 1, 1983, net of any underlying obligations on notes and deeds of trust and one-sixth of the December 1983 installments on the property taxes for all real properties awarded to BARBARA herein. JACK and JEANNE shall also forthwith transfer to BARBARA any and all rent or lease deposits for properties awarded to BARBARA herein. JACK and JEANNE warrant to BARBARA that there have been no accelerated rent payments or accelerated payments on any of the notes awarded herein to BARBARA.

4.08 JACK and JEANNE shall promptly transfer to BARBARA originals of all deeds, deeds of trust, promissory notes, payment records and related documents for all properties awarded to BARBARA herein. If the original documents cannot be located, duplicates may be used, but JACK and JEANNE shall use their best efforts in locating the original documents.

4.09 JACK and JEANNE warrant to BARBARA that within the past three years they have not voluntarily encumbered any of the properties awarded to BARBARA herein. JACK and JEANNE further warrant that they have made no promises to tenants, and they are not aware of any such promises, not contained in their leases or rental agreements on any properties awarded herein to BARBARA.

4.10 Collection on the Sandoval Note shall be performed by an independent third party collection institution, preferably

the collection department of a bank. If the parties cannot agree on an agent for collection, then the Honorable Thomas Jenkins of the Superior Court of the State of California, County of San Mateo, shall select the bank of his choice unless he believes that a collection institution other than the collection department of an insured bank is in the parties' best interests. Neither party shall assign or voluntarily encumber her interest in this note without the prior order of court, upon notice to all parties.

4.11 The parties shall each fully cooperate with each other in the listing and sale of all properties involved in the settlements with Tosco Corporation, Atlantic Richfield and Douglas Oil Company of California. Pursuant to order of the Honorable Thomas Jenkins, since JACK is satisfying the Douglas Oil Company debt from his share of the community property, no payment is due to BARBARA from JEANNE under the terms of the settlement with Douglas Oil Company of California. Any dispute which may arise among the parties with respect to such settlements and the treatment of properties to be sold thereunder shall be submitted to the Honorable M. O. Sabraw of the Superior Court of the State of California, County of Alameda, for resolution.

4.12 Any party whose property is sold to satisfy the settlements with Tosco Corporation, Atlantic Richfield and Douglas Oil Company of California, shall be solely responsible for any tax liability and solely entitled to any tax deductions,

credits or other tax benefits deriving from such application. Any tax benefits received by any of the parties under this paragraph shall be received in consideration for the obligations assumed by that party under this Agreement.

4.13 The parties acknowledge that there exist unpaid property taxes of approximately \$5,050. on 47425 Warm Springs Boulevard, and \$1,311. on the 17-Mile Drive property as of December 15, 1983. JACK and JEANNE shall pay and hold BARBARA harmless from any liability for said unpaid property taxes on 47425 Warm Springs Boulevard. BARBARA shall assume sole responsibility for paying said property taxes on the 17-Mile Drive property. With the exception of these unpaid property taxes, JACK and JEANNE warrant to BARBARA that property taxes and payments on deeds of trust on properties awarded herein to BARBARA, are current as of December 15, 1983.

4.14 If any action is brought on that note from JACK to R. W. Shire awarded JACK herein, BARBARA shall at her cost defend herself and JACK through trial only. JACK shall be entitled to maintain his own defense at his cost if he so chooses; if he does not, he waives any conflict of interest and any other claims he may have now or in the future against BARBARA or her counsel which may arise from BARBARA's defense of his interests in said matter. If a reasonable settlement offer is made which BARBARA and her counsel wish to accept, and JACK refuses to accept it, then JACK shall thereafter maintain his own defense at his cost.

A settlement offer shall be deemed reasonable over JACK's objection only if it allocates JACK's liability in the same proportion as the liability of Donald Dalziel and Al Pacheco. If any judgment be entered against JACK or BARBARA on said note, JACK shall indemnify and hold BARBARA harmless from any liability thereon. This agreement to indemnify BARBARA is from JACK only, not JEANNE, who has no indemnification obligation under this paragraph.

4.15 BARBARA shall assume and indemnify, save, defend and hold JACK and JEANNE harmless from any and all liability to Tosco Corporation and any and all liabilities listed on Exhibit A hereto.

4.16 JACK does hereby agree to indemnify and save BARBARA harmless against any and all liability, loss, damages, costs and expenses arising out of any debts incurred by him before, during and after their marriage, except those liabilities assumed by her under the terms of this Agreement.

4.17 JEANNE does hereby agree to indemnify and save BARBARA harmless against any and all liability, loss, damages, costs and expenses arising out of any of the matters set forth in the Complaint of Sanwa Bank in Sanwa v. Holland, action number H-69827-4, filed in the Superior Court the County of Alameda, said indemnification to cover any judgment made and entered against BARBARA in said action in excess of any judgment made and entered against Sanwa Bank in said action in favor of BARBARA,

but not to include her attorneys' fees and costs incurred to date or in the future in the said action or in her cross-action against Sanwa. The indemnification agreement set forth in this paragraph is further limited in that the amount indemnified against is limited to an amount equivalent to the full value of BARBARA's equity in the real property awarded her on 17-Mile Drive, Pebble Beach, California, exclusive of improvements made by her, up to a ceiling as set forth in paragraph 4.19.

4.18 JEANNE further agrees to indemnify and save BARBARA harmless against any and all liability, loss, damages, costs and expenses arising out of any obligations to the United States Department of Energy, and/or to the United States Government (and/or any branch thereof) for JACK's restitution. The indemnification agreement set forth in this paragraph is further limited in that the amount indemnified against is limited to an amount equivalent to the full value of BARBARA's equity in the real property awarded her on 17-Mile Drive, Pebble Beach, California, exclusive of improvements made by her, up to a ceiling as set forth in paragraph 4.19.

4.19 The total ceiling for all of the indemnifications set forth in paragraphs 4.17 and 4.18 is an amount equivalent to

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the full value of BARBARA's equity in the real property awarded her on 17-Mile Drive, Pebble Beach, California, exclusive of improvements made by her, but in no event more than \$600,000. Thus, for example, if JACK and JEANNE paid BARBARA \$600,000. on any one of the potential obligations set forth in paragraphs 4.17 and 4.18, JACK and JEANNE would have no further liability to BARBARA under paragraphs 4.17 and 4.18. Should any question arise among the parties as to the amount of BARBARA's equity in the Pebble Beach property, each party shall be entitled to have it appraised and to ascertain the balances of any encumbrances thereon. If the parties cannot agree on the amount of the equity, then the court in this dissolution action shall resolve the dispute for the purposes of the indemnifications contained in this and the preceding paragraph.

4.20 JACK and JEANNE shall assume and indemnify, save, defend and hold BARBARA harmless from any recorded obligations of JACK, JEANNE and/or BARBARA not referred to in the preceding paragraphs, including unpaid income taxes, Atlantic Richfield, Douglas Oil Corporation of California, ~~and~~ unpaid property taxes on properties awarded to BARBARA, except for the unpaid taxes on

the Pebble Beach property referred to in paragraph 4.13 above, ^{and} any liability to ARCO or Douglas Oil of CA, regardless of whether it is ^{referred}

4.21 No admission of liability to any third party is given or intended by any of the indemnifications contained in paragraphs 4.15, 4.16, 4.17, 4.18 and 4.19 herein. The indemnifications provided herein are solely for the benefit of the

parties hereto as among themselves, and are not intended to benefit any third parties who are not signators to this Agreement.

4.22 BARBARA warrants to JACK and JEANNE that neither she nor her authorized agents will report JACK or JEANNE to any government agency for any past unauthorized or illegal activity. JACK and JEANNE together make the same warranty to BARBARA. If any warrantor violates the warranty contained in this paragraph, and any warrantee is assessed any financial liability as a result, the warrantor shall pay that liability and hold the warrantee free and harmless therefrom. Should any issue of breach of warranty or damages arise under the terms of this paragraph, the court in this dissolution action shall resolve it.

4.23 JEANNE shall forthwith dismiss with prejudice against all named defendants that action entitled Jeanne Everis Holland v. Barbara J. Holland et al., action number 14319 in the Ninth Judicial District Court of the State of Nevada for the County of Douglas.

4.24 Each of the parties acknowledges and agrees that the foregoing division of property and obligations represents their best effort to assess the nature and extent of their assets and obligations and arrive at an equal division of those assets and obligations which were the remaining community property ^{in the names} of JACK and BARBARA, and to confirm to each party those assets and obligations constituting the separate property of each party. Each of them therefore agrees that the tax basis of each asset

allocated to him or her under the foregoing provisions has not changed and will not change by reason of this division, and each agrees not to seek a new tax basis for any asset as a result of any such change. If either party seeks a new tax basis for any such asset, and the other party is later assessed for any additional federal or state income taxes on the grounds that any disposition of assets under those provisions was a taxable event, the party seeking the new tax basis shall indemnify the other party in the amount of the tax liability arising from the assessment. The parties agree to cooperate and use their best efforts to establish to any taxing authority that this is an equal division ^{of the ~~property~~ ^{remains} of the prop in the names of Jack + Barbara.} Each party shall notify the other immediately upon receiving notice from a taxing authority of an audit or assessment against them. Each party shall pay any taxes, interest or penalties assessed to him or her should the taxing authorities hold this not an equal division ^{of the ~~property~~ ^{remains} of the prop in the names of Jack + Barbara.} Insofar as the provisions of this paragraph are inconsistent with the rights or obligations of any of the parties under any other provision for indemnification in this Agreement, the provisions of this paragraph shall prevail.

4.25 The parties agree that the court in this dissolution action shall retain jurisdiction to enforce all aspects of this Agreement and to resolve any and all disputes which may arise among the parties as to the terms and obligations contained in this Agreement, except as to those issues specifically reserved herein to the Superior Court in Alameda County.

TRANSFERS FROM JACK TO JEANNE HOLLAND

5.01 In consideration of JEANNE's relinquishment herein of certain property interests, assumption of certain obligations and granting of certain indemnities to BARBARA, JACK hereby transfers, sets over and confirms to JEANNE as her sole and separate property all that property described in Exhibit D, attached hereto and made a part hereof by this reference.

5.02 JACK shall assume and indemnify, save, defend and hold JEANNE harmless from any and all liability on JEANNE's indemnifications contained in this Agreement.

5.03 The provisions of this Section V are between JACK and JEANNE only and do not affect any rights of BARBARA as between her and JACK or her and JEANNE under any of the other provisions of this Agreement.

VI

RELEASES

6.01 Except for the benefits, rights and obligations created by this Agreement, and in consideration of this Agreement, BARBARA hereby releases JACK and JEANNE, jointly and severally; and JACK and JEANNE hereby release BARBARA, and their respective heirs, executors, administrators, assigns, property and estate from any and all rights, claims, demands and obligations of every kind and nature, whether for undisclosed community property, homestead, dower, curtesy, inheritance, family



allowance, letters of administration, descent or distribution, and each party is forever barred from having or asserting any such right, claim, demand or obligation at any time hereafter for any property, except as may be provided in the Last Will and Testament of any of the parties to this Agreement.

6.02 Each of the parties having had advice from his and her own counsel, have read and understand the following language of California Civil Code Section 1542:

A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of the release, which if known by him must have materially affected his settlement with the debtor.

Having been so apprised, each of the parties nevertheless hereby elects to, and does, assume all risk for claims heretofore or hereafter known or unknown, arising from the subject of this Agreement, in favor of the parties, their heirs, executors, administrators, successors or assigns. BARBARA specifically waives the provisions of Civil Code Section 1542 in favor of JACK and JEANNE, and JACK and JEANNE specifically waive the provisions of such Code section in favor of BARBARA.

VII

ATTORNEYS' FEES AND COSTS

7.01 Each party agrees to be solely responsible for his and her own respective attorneys' fees, expert fees, and costs incurred in the negotiation and preparation of this Agreement and in the underlying action for dissolution of JACK's and BARBARA's marriage.

7.02 In the event that court action is undertaken to enforce any provision of this Agreement, or any judgment or decree based thereon, the party prevailing in such proceeding shall be entitled to recover from the other(s) reasonable attorneys' fees and costs necessarily expended in such undertaking, as determined by the court.

VIII

GENERAL PROVISIONS

8.01 BARBARA has retained ARCHIBALD M. MULL, III, of the law offices of MULL & MCCARTHY, Attorneys at Law, duly licensed to practice in the State of California, to advise her in connection with this Agreement and the proceedings for dissolution of marriage.

8.02 JEANNE has retained RONALD G. PECK, of the law offices of SABRAW, FUDENNA & PECK, Attorneys at Law, duly licensed to practice in the State of California, to advise her in connection with this Agreement and the proceedings for dissolution of marriage.

8.03 JACK has retained JACK C. PROVINE, of the law offices of MILLER, STARR & REGALIA, and DIANA RICHMOND, of the LAW OFFICES OF DIANA RICHMOND, Attorneys at Law, duly licensed to practice in the State of California, to advise him in connection with this Agreement and the proceedings for dissolution of marriage.

8.04 This Agreement has been explained to each party by his and her respective attorney. Each party has carefully read

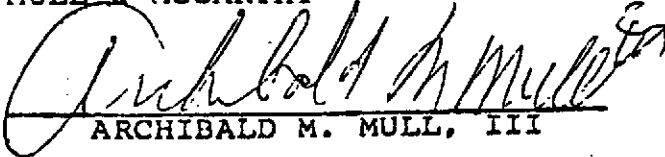
IX

EFFECTIVE DATE

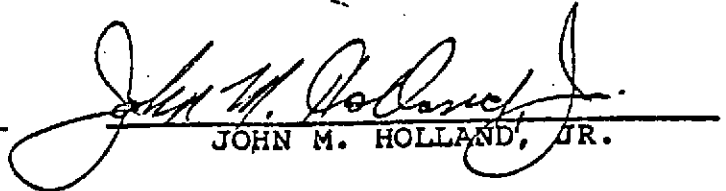
9.01 We make this Agreement effective from the ~~21st~~ day of December, 1983.


BARBARA J. HOLLAND

MULL & MCCARTHY


ARCHIBALD M. MULL, III

Attorneys for
BARBARA J. HOLLAND

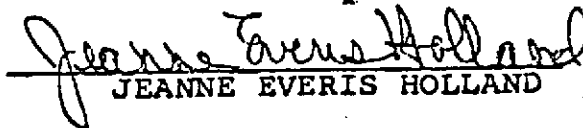

JOHN M. HOLLAND, JR.

JACK C. PROVINE
MILLER, STARR & REGALIA


LAW OFFICES OF DIANA RICHMOND


DIANA RICHMOND

Attorneys for
JOHN M. HOLLAND, JR.


JEANNE EVERIS HOLLAND

SABRAW, FUDENNA & PECK


RONALD G. PECK

Attorneys for
JEANNE EVERIS HOLLAND