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GARRISON LAW CORPORATION
ATTORNEYS AND COUNSELORS AT LAW

March 9, 1995

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Via Facsimile 714/520-3538
and regular mail

Gerry F. Tintle
Senior Land Agent
Shell Oil Company
P.O. Box 4848
511 N. Brookhurst St.
Anaheim, CA 92801-5288

Re: Minutes of March 7, 1995 meeting

Dear Mr. Tintle:

It was a pleasure meeting with you, Mr. Jordon and Mr. Gessesse March 7, 1995 at the offices of Agriculture Industries, Inc. This letter memorializes our meeting. Additionally, I have listed future dates and activities for our mutual convenience.

Participants

In attendance were the following:

- | | |
|------------------------------|----------------------------|
| Shell Oil | Mr. Tintle and Mr. Jordon |
| PICES Associates | Mr. Gessesse |
| Agriculture Industries, Inc. | Mr. Jones |
| Schropp Farms | Mr. Schropp |
| Counsel for Schropp Farms | Mr. Garrison and Mr. Welch |

Future Dates and Activities

March 9, 1995: Mr. Gessesse is to contact Mr. Muir of WZI to discuss the technical elements of the site and site data. Mr. Jones and I have already spoken with Mr. Muir and have briefed him on the March 7, 1995 meeting.

March 17, 1995: Shell Oil Company and Schropp Farms are to exchange all data and information, including, but not limited to site sampling maps, analytical results and site history surrounding the two pipelines and alledged unauthorized releases. Mr. Garrison is to tender an ACCESS AGREEMENT to Mr. Tintle of Shell Oil Company, governing the understanding between Schropp Farms and Shell Oil Company.

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March 23 (or alternately March 30) 1995: Shell, Schropp, counsel and consultants will have a teleconference to review the data exchanged on March 17, 1995 and to discuss the parties' next steps, which may include: notice to the regulatory agency, submittal of a workplan, etc.

Minutes from the March 7, 1995 Meeting

Including what has already been covered above, we discussed the following issues:

1. Utility easements of TID and MID as they relate to environmental concerns;
2. Pending Trimark option and complications of alleged pipeline contamination;
3. Completion of UST cleanup and county closure with Alameda;
4. Duty for reporting of the pipeline release by Operator;
5. Impact to Schropp and neighboring properties from crude contamination;
6. Status of soil and groundwater impact from crude oil;
7. Area wide, historical crude oil contamination versus isolated localized problems;
8. Potential remedies of Schropp: cash settlement; cleanup by Shell; Shell's purchase of Property, etc.;
9. Issue of Schropp's cleanup of the unauthorized release from the UST as it relates to remediating some of the crude contamination, therefore, reimbursement by Shell to Schropp for those allocated costs;
10. Site Access Agreement; indemnification by Shell to Schropp, non-waiver of Schropp, etc.;
11. Workplan to define vertical and lateral extent of release;
12. Possible Scope of Phase II sampling plan to confirm no further impact east of the Mountain House Road on property as it relates to Schropp's duty of appropriate inquiry and/or due diligence; and

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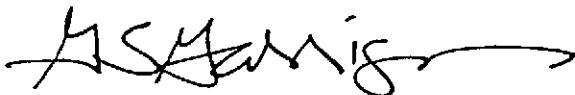
13. Mr. Garrison and Mr. Jones supplied Shell and Mr. Gessesse with Narrative summary of WZI's final report to Alameda County.

If you have any comments or corrections concerning the above, please contact my office as soon as possible.

I look forward to receiving your information on or before March 17, 1995.

Thank you again for your courtesy and professionalism.

Sincerely yours,



G.S. Garrison, R.E.A. & C.E.I.
Attorney at Law

cc: client
Mr. Jones, Agriculture Industries
Mr. Welch
Mr. Muir, WI
Mr. Gessesse, PICES Associates