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W. Reece Bader
Orrick, Herrington & Sutcliffe LLP
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SANTA CLARA COUNTY, CALIFORNIA
ASSESSOR'S PARCEL NO. 063-271-070

**NOTICE OF PROPERTY RESTRICTIONS
REGARDING 1275 RUNNYMEDE STREET
EAST PALO ALTO, CALIFORNIA**

NOTICE IS HEREBY GIVEN of the following restrictions regarding the use of 1275 Runnymede Street in East Palo Alto, California (the "Property"), which Property is more fully described on Exhibit "A" attached hereto and incorporated by reference herein. Property owner, for herself and her successors in interest, agrees as follows:

1. Any excavation below the level of four (4) feet in depth on any part of the Property shall take place only upon satisfaction of the following conditions and restrictions:
 - a. Sixty (60) days' prior notice of intention to excavate must be given in writing to Rhone-Poulenc, making reference to this Notice of Property Restrictions.
 - b. During the period following receipt of such notice, Rhone-Poulenc shall, at its expense and option, be entitled to enter the Property at reasonable times to (i) conduct scientific testing of the soil in the areas to be excavated to ascertain the presence or non-presence of contamination by arsenic, and/or (ii) excavate the soil in such areas, replacing any soil that is removed with clean fill and restoring any disturbed areas as necessary.

2. Any excavation under areas which have not been remediated, as designated on Exhibit B attached hereto, including but not limited to under structures and/or paved areas on any part of the Property shall take place only upon satisfaction of the following conditions and restrictions:
 - a. Sixty (60) days' prior notice of intention to excavate must be given in writing to Rhone-Poulenc, making reference to this Notice of Property Restrictions.
 - b. During the period following receipt of such notice, Rhone-Poulenc shall, at its expense and option, be entitled to enter the Property at reasonable times to (i) conduct scientific testing of the soil in the areas to be excavated to ascertain the presence or non-presence of contamination by arsenic, and/or (ii) excavate the soil in such areas, replacing any soil that is removed with clean, replacement fill equivalent to the soil removed, and restoration of any disturbed areas.


3. Rhone-Poulenc will be responsible to notify the Regional Water Quality Control Board or its successor agency or agencies, if any, of any excavations and to obtain all necessary approvals.

4. This Notice shall be subject to the Site Management Plan for the Property, a copy of which is attached hereto as Exhibit C, and incorporated herein.

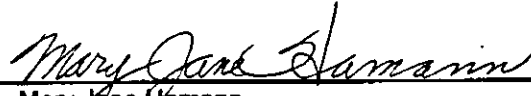
5. This Notice shall not apply to excavations conducted by the East Palo Alto Sanitary District.

In witness whereof, this Notice of Property Restrictions has been executed by the owner(s) of the Property.

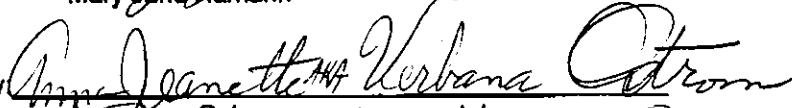
Date: 9/11/97

By: 
Thomasyne L. Wilson
AKA Dr. Thomasyne Lightfoote Wilson

Date: 9/11/97

By: 
Mary Jane Hamann

Date: 9/11/97

By: 
Anna Jean Ostrom AKA VERBANA OSTROM
ANNA JEANNETTE OSTROM

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Santa Clara

On September 11, 1997 before me, Orietta Del Canto, Notary Public, personally

appeared Thomasyne Lightfoote Wilson, + Mary Jane Hamann, + Anna Jeanette Ostrom

and proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the with in 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 entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Orietta Del Canto
Signature of Notary Public



OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or type of Document: Notice of Property Restrictions

Document Date: NONE Number of Pages 2

Signer(s) Other Than Named Above: NONE

EXHIBIT "A"
LEGAL DESCRIPTION

All that certain real property located in the City of East Palo Alto, County of San Mateo, State of California, more particularly described as follows:

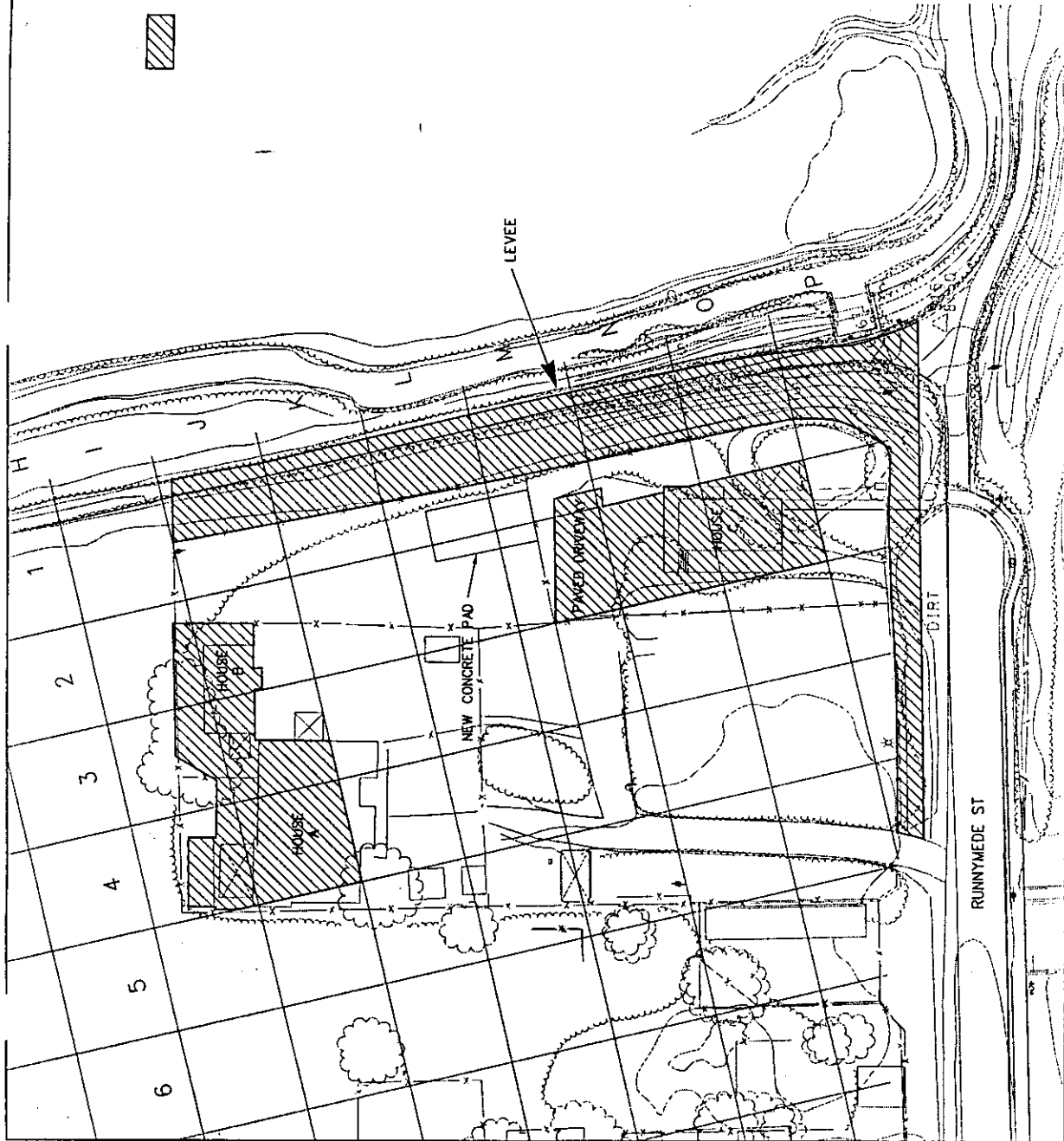
Beginning at a point which is distant North 88 27' East 745.25 feet and North 1 29' West 292.25 feet from the intersection of the center line of Pulgas Avenue with the northerly line of what is known as the Faber Subdivision, map of which was recorded in the office of the County Recorder of San Mateo County in Book 8 of Maps at page 31; thence North 88 27' East 234.17 feet; thence North 13 18' West 298.41 feet; thence South 88 27' West 173.39 feet; thence South 1 29' East 292.25 feet to the point of beginning.

A.P. #063-271-070

EXPLANATION



AREAS CONTAINING INACCESSIBLE SOIL WITH ARSENIC CONCENTRATIONS GREATER THAN 20 mg/kg REMAINING ONSITE AFTER REMEDIATION



AREAS WITH AFFECTED SOIL REMAINING
1275 RUNNYMEDE STREET PROPERTY

1990 Bay Road Site
East Palo Alto, California



Project No.
1220R

Figure
2

SITE MANAGEMENT PLAN

**1275 Runnymede Street Property
East Palo Alto, California**

August 1997

EXHIBIT C

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SITE MANAGEMENT PLAN
1275 Runnymede Street Property
East Palo Alto, California

1.0 INTRODUCTION

This Site Management Plan (SMP) has been prepared in response to Regional Water Quality Control Board (RWQCB) Cleanup and Abatement Order No. 97-095 (Order 97-095) issued to Rhone-Poulenc Inc. (Rhone-Poulenc) regarding the south of Weeks Street subarea of the 1990 Bay Road site including the 1275 Runnymede Street property (the property). This SMP outlines tasks and responsibilities required to monitor and maintain all components of the remedy, as well as site and risk management procedures for the property.

2.0 SITE BACKGROUND

The 1990 Bay Road property to the north of the property has been used for industrial purposes since the 1920s, including formulation and packaging of arsenic-based pesticides for 40 years, which ended in the 1960s. Arsenic from the operations on the 1990 Bay Road property has apparently migrated to the soil in the northern and eastern portions of the 1275 Runnymede Street property (Figure 1). This property is currently used for residential purposes. Three houses, as well as storage sheds, concrete driveways, fences, and trees are present at the site. Portions of the property are used for flower and vegetable gardens.

Rhone-Poulenc began investigations at the 1990 Bay Road property and adjacent properties under direction of the California Department of Health Services, and later the RWQCB and U.S.

Environmental Protection Agency (EPA), to determine the extent of contamination. A Remedial Investigation (RI) was completed in 1989. The RI identified areas of significant arsenic concentrations in soil and groundwater north of Weeks Street. Studies conducted between November 1995 and July 1997 indicate that soil with elevated arsenic concentrations was present south of Weeks Street. In July 1997 the RWQCB issued Order 97-095 requiring a remediation plan for the site. Rhone-Poulenc submitted a report titled "Soil Investigation Report and Remediation Plan" on 30 July 1997, which was approved by the RWQCB on 4 August 1997. Remediation of soil on the property is scheduled to be completed shortly. A groundwater investigation is being conducted.

Currently, Rhone-Poulenc is implementing the approved remediation plan, which includes:

- excavating accessible soil containing greater than 20 mg/kg arsenic and backfilling with imported fill;
- installation of concrete and other materials where desired by the property owner and where arsenic is present at concentrations less than 20 mg/kg;
- installation of a curb and gutter on the street frontage of the property; and
- providing for future removal of soil with elevated arsenic concentrations if it becomes accessible when structures are removed.

As required by Order 97-095, a deed restriction limiting future site activities has been drafted for the property.

2.1 RISK ASSESSMENT

A risk assessment was conducted by the EPA and included as part of the Feasibility Study and 1992 Record of Decision (ROD) for the site. Soil with arsenic concentrations greater than 500 mg/kg was deemed to be potentially hazardous to construction workers. Soil with arsenic concentrations greater than 70 mg/kg was deemed to be potentially hazardous to a future on-site resident and required capping. RWQCB Order 97-095 subsequently lowered the residential standard from 70 to 20 mg/kg arsenic in soil. Soil on the property contains less than 200 mg/kg arsenic, and remediation includes removal of all accessible soil with arsenic concentrations greater than 20 mg/kg.

2.2 POST-REMEDATION ENVIRONMENTAL CONDITIONS

The following describes the environmental conditions on the property that will exist after the proposed remediation is completed:

- arsenic-affected soil and groundwater will remain in inaccessible areas of the site;
- no soil with arsenic concentrations greater than 500 mg/kg will present at the site;

- no vegetable gardens will be located in areas where inaccessible arsenic-affected soil remains with concentrations greater than 20 mg/kg (Figure 2); and
- groundwater monitoring may be required on the property.

In summary, once the accessible, arsenic-affected soil is removed and the deed restriction is recorded, there will be minimal potential for inadvertent human or environmental exposures to soil, groundwater, surface water, or dust with elevated concentrations of arsenic on the property, as long as the residents of the property adhere to the requirements of the deed restriction.

3.0 WORKER HEALTH AND SAFETY

The deed restriction will provide that residents and workers on the property will not be permitted to dig in affected areas. This restriction will prevent exposure to arsenic-affected soil and groundwater. Digging in affected areas will require prior approval of the RWQCB, Rhone-Poulenc, and the property owner.

The following types of projects are considered possible for the property after completion of the remediation:

- construction of footings or slabs for new structures and related underground utilities;

- remediation and monitoring activities, including repair of the cap materials, and installation of monitoring wells (if required); and
- utility repairs for utilities currently servicing the houses on the property, as well as the East Palo Alto Sanitary District sewer main.

For these types of projects, the current Health and Safety Plan (HSP) for the site will be followed. This plan requires wearing proper protective equipment (gloves, boots, and coveralls, if required). In addition, excavated soil will be controlled through proper management for temporary storage, replacement, and/or disposal; the cap or cover soils will be properly repaired after completion of the intrusive activities.

To ensure that proper procedures are followed for subsurface work (i.e., that excavated soil is properly disposed, proper health and safety training takes place, and that the cap or cover soil is properly repaired), Rhone-Poulenc will conduct all excavation work in the restricted areas of the property. Rhone-Poulenc will provide a geotextile liner, if necessary, to allow construction of the subsurface improvements without contacting affected soil. Arsenic-affected soil will be disposed by Rhone-Poulenc. The property owner or utility will be responsible for constructing the subsurface improvements and will be responsible for providing information on subsurface projects to Rhone-Poulenc, as well as notifying Rhone-Poulenc should the cap, cover soils, etc. be damaged.

4.0 LONG-TERM MONITORING OF THE REMEDY

Rhone-Poulenc will be responsible for long-term implementation and monitoring of the remedy.

The property owner will allow Rhone-Poulenc access for long-term monitoring and necessary remedial activities including:

- cap and cover soil inspection, repair, and maintenance;
- monitoring, maintenance, and installation of groundwater wells, if required;
- remedial work for the sanitary sewer, if required; and
- excavation of any currently inaccessible, affected soil if it becomes accessible in the future.