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Atlantic Richfield Company

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DIRECTOR'S OFFICE
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May 6, 2008

DIRECTOR'S OFFICE
BUREAU OF WASTE MANAGEMENT

Ms. Melissa Gross
Pennsylvania Department of
Environmental Protection
Rachel Carson State Office Building
P.O. Box 8471
Harrisburg, PA 17105-8471

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ENV CLEAN UP

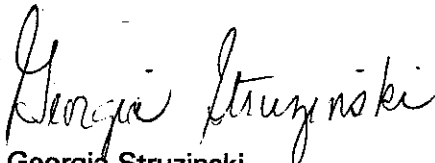
***MSA Site Inventory List
BP Site Nos. 01340 and 07293a
Modification to Site Inventory***

Melissa,

Following up on our conversation today, I am forwarding the letter addressed to Kenneth Beard concerning the MSA Site Inventory List, and the enclosed Memorandum of Understanding for Modification to Site Inventory which will require signatures by PADEP. We would appreciate your assistance in acquiring the PADEP signatures for the Memorandum of Understanding and return a fully executed copy to Shawn Croucher once this has been completed.

Thank you for your assistance in this matter.

Sincerely,



Georgia Struzinski
Operations Staff Assistant

Enclosure

Atlantic Richfield Company

Shawn N. Croucher
Environmental Business Manager
1 West Pennsylvania Avenue
Suite 440
Towson, MD 21204
Phone: (410) 825-7039
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Shawn N. Croucher
Environmental Business Manager

May 2, 2008

Mr. Kenneth Beard
Pennsylvania Department of Environmental Protection
14th Floor
Rachel Carson State Office Building
P.O. Box 8471
Harrisburg, PA 17105-8471

Re: **MSA Site Inventory List**
BP Site Nos. 01340 and 07293a

Dear Mr. Beard:

B.P. Products North America Inc. (BP) requests the addition of one site and the removal of one site to the Multi-Site Agreement (MSA). The basis for the addition/removal of these two sites is provided below.

PA Dept. of Environmental Protection Southwest Region

BP Site No. 07293a, PADEP Facility ID No. 02-26608
801 4th Avenue
Coraopolis, Pennsylvania
Allegheny County

This site is to be added as a result of a new release that was identified during a UST closure last fall as part of BP's divestment initiative. The site has been sold (BP retained liability) and site characterization is currently underway. The BP Site No. designation will be 07293a because this was an Original MSA Site (07293) with a Release of Liability (used oil parameters only) received in September 2003.

PA Dept. of Environmental Protection Northwest Region

BP Site No. 01340, PADEP Facility ID No. 25-26600
2204 W. 12th Street
Erie, Pennsylvania
Erie County

This site will be removed from the MSA because the plume that was present on the northeast corner of this site was attributed to a release from another former BP Site No. 07128 (PADEP Facility ID No. 25-14119) which is located immediately across Pittsburgh Avenue. BP Site No. 07128 is not in the MSA because of a pre-existing sales agreement w/Walnut Capital Partners, Inc.

If you have any questions, please do not hesitate to contact me. Thank you for your continued cooperation.

Sincerely,



Shawn N. Croucher
Environmental Business Manager

Enclosures:

cc: Steve Gonzalski, BP
Kenneth Beard, DEP
Douglas Cordelli, DEP
Greg Ronczka, Shaw

Gary Umbehagen, BP
Steven Webster, DEP
Melissa Gross, DEP

A BP affiliated company



MEMORANDUM OF UNDERSTANDING REGARDING ADDITIONAL SITES

Modifications to Site Inventory

Dated: May 2, 2008

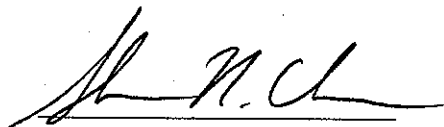
The Pennsylvania Department of Environmental Protection and BP Products North America Inc. (successor by merger to BP Exploration & Oil Inc.) and Amoco Oil Company (now known as BP Products North America Inc.) ("BP") previously entered into a Cooperative Multi-Site Agreement on or about March 14, 2001. Pursuant to Section V.B.2. of the Cooperative Multi-Site Agreement, including but not limited to subsections a, b, n, o and p, the Oversight Committee, comprised of representatives of BP and the Department, has the authority to add additional sites to the Cooperative Multi-Site Agreement. As more fully described below, the Oversight Committee agrees to add one site and remove one site as listed in the attached Table 1 to the Site Inventory (Attachment 1 to the Cooperative Multi-Site Agreement) and to treat the added site in Table 1 as an Original Site. This memorandum of understanding does not constitute a modification of the Cooperative Multi-Site Agreement.

1. Additional Sites

- A. Upon signing of the MOU by all Oversight Committee members, the sites listed in Table 1 shall be added/removed to the Site Inventory (Attachment 1 to the Cooperative Multi-Site Agreement).
- B. Except as provided below, the additional site in Table 1 shall be treated as an "Original Site", as that term is defined in the Cooperative Multi-Site Agreement.
 - i. Within 30 days of the approval of this Memorandum of Understanding Regarding Additional Sites by the Oversight Committee the following actions will be completed.
 - a. The Site Inventory shall be updated to include the addition/removal of sites in Table 1;
 - b. The Site Categorization process contained in Section III.A of the Cooperative Multi-Site Agreement shall be applied to the site added in Table 1.
 - ii. The site added in Table 1 will be included in the 2009 Master Plan. The Master Plan will be developed in accordance with Section III.B of the Cooperative Multi-Site Agreement.
 - iii. For purposes of the Remedy-in-Place targets established under Section V.A.1 of the Cooperative Multi-Site Agreement, the new sites listed in Table 1 shall not be considered an Original Site until January 1, 2009, it being the specific intent of the Department and BP that the additional site shall not be used to evaluate BP's compliance with the Remedy in Place target for December 31, 2008.

This Memorandum of Understanding is agreed to by the Oversight Committee effective May 2, 2008.

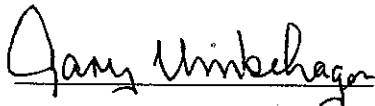
BP Signatures:



Shawn N. Croucher, BP

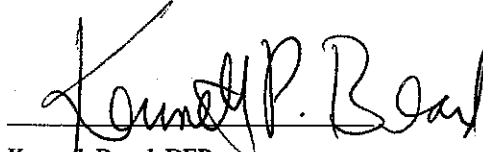


Steve Gonzalski, BP



Gary Umbehagen, BP

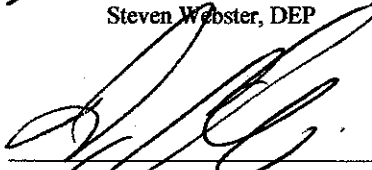
DEP Signatures:



Kenneth Beard, DEP



Steven Webster, DEP



Douglas Cordelli, DEP

Table 1

Memorandum of Understanding Regarding Additional Sites

Dated May 2, 2008

Region	Facility ID	BP Site #	Site Origin	Category	Status	Facility Type	Street Address	City	Township, City, or Borough	County
SW	02-28608	07293a	NEW	2	ASSESSMENT	FORMER RETAIL	801 4TH AVENUE	CORAOPOLIS	CORAOLOLIS	ALLEGHENY
NW	25-28600	01340	NA	NA	REMOVED	FORMER RETAIL	2204 W. 12TH STREET	ERIE	MILLCREEEK	ERIE