



VALVOLINE INSTANT OIL CHANGE, INC.
P.O. Box 14046
Lexington, Kentucky 40512

WILLIAM MADDEN
Director of Development

Telephone (606) 264-7092

October 23, 1991



Ms. Kelly S. Ahlschwede
Conoco, Incorporated
P.O. Box 4784
Houston, Texas 77210-4784

RE: 1126 South Roberts Street
West St. Paul, Minnesota
Leak No. 00000858

Dear Ms. Ahlschwede:

First, I want to apologize for the delay in responding to the circumstances regarding the referenced site. Unfortunately, other issues have taken precedence and the matter has been set aside on a number of occasions. I will endeavor to correct the situation and help reach a speedy conclusion.

Recalling the circumstances and sequence of events, we met on the site in December of 1990 to review the proposed remediation plan of Conoco and Dahl. At that meeting, I advised that your proposal, as drafted, was unacceptable because the proposed location of the recovery building would obstruct or block a portion of the exit driveway for the Rapid Oil Change facility (please consult the attached drawing). Subsequently, we discussed two alternative locations for the recovery building. The first location was contiguous and south of the existing Rapid Oil Change building. I proposed this as a more viable location with the caveat that there is a five hundred gallon waste oil storage tank located underground at this point. I did not, however, feel comfortable locating the recovery building on top of that tank and therefore proposed that Conoco, at Conoco's expense, remove the underground tank and Valvoline, at Valvoline's expense, would pursue installation of an above ground tank inside its facility. The second alternative location was proposed at the extreme southeast corner of the property which would require relocation of the trash dumpster and loss of some parking.

There are difficulties inherent in any of the three proposals. First, in your initial recommendation, I anticipate objections from the City based upon violations of required building setbacks and additional limitations on an already tight turning radius.

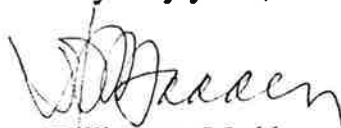
Second, in the alternate location beside our building, the underground storage tank has to be dealt with. When we remodeled this facility the City would not permit inside storage of waste oil. I do not know whether this condition has changed. Thirdly, in the second alternate location at the southeast corner of the site, elimination of parking may require variances or may prove unacceptable to the City. In addition are questions of where to relocate the dumpster area and the possible obstruction of the turn out radius.

The South Roberts facility was subject to an extensive remodel in the summer and fall of 1989. At that time, Conoco had already been identified as the responsible party. The issues of testing and remediation could have been dealt with far more effectively at that time than at present and would not have created the business interruption that Valvoline now faces.

Valvoline Instant Oil Change is conducting a significant number of remediations in the Minnesota markets which require that we test, design, construct and remediate in conjunction with our operating facilities and those of adjoining land owners. Under the circumstances, we are quite willing to cooperate with Conoco at this site. However, I believe the responsibility for compatible alternative designs, documentation, approval, permitting, relocations and construction is that of Conoco and not Valvoline Instant Oil Change.

I will welcome your suggestions and other alternatives and await your response.

Very truly yours,



William N. Madden
Director of Development

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cc: Mr. David Scheer - MPCA
Ms. Sandy Miller - MPCA
J. C. Benton
M. J. Duffy
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