



ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 - (217) 782-3397
JAMES R. THOMPSON CENTER, 100 WEST RANDOLPH, SUITE 11-300, CHICAGO, IL 60601 - (312) 814-6026

ROD R. BLAGOJEVICH, GOVERNOR

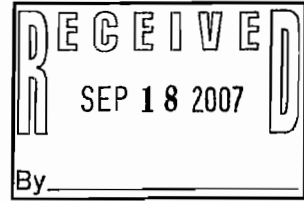
DOUGLAS P. SCOTT, DIRECTOR

*Gina
Eric P.
Tony
David*

File: 2110.04

618/346-5120
FAX: 618/346-5155

September 17, 2007



WRB Refining LLC Wood River Refinery
Attn: David Dunn
900 South Central Avenue
P.O. Box 76
Roxana, Illinois 62084

Shell Oil Products US
Attn: Mr. Herb Hand
910 Louisiana
OSP 688
Houston, Texas 77002

RE: 1191150002—Madison County
Equilon Enterprises LLC
Compliance/RCRA Permit

1190905013—Madison County
ConocoPhillips Co WWR
Compliance

Dear Mr. Dunn and Mr. Hand:

This is in response to various submittals received by Illinois EPA regarding two releases of petroleum products which occurred near the intersection of Rand Avenue and Illinois Route 111 in early August 2006. These releases have been assigned Incident Nos. 2006-1012 and 2006-1020 by the Illinois Emergency Management Agency. Both releases were from pipelines operated by ConocoPhillips.

The release associated with Incident No. 2006-1012 occurred August 4, 2006 and involved light gas oil; it occurred just east of the pipeline concrete vault which lies underneath Route 111. The release associated with Incident No. 2006-1020 occurred on August 9, 2006 and involved gasoline; it actually occurred within the afore-mentioned pipeline concrete vault. The liquid released during each incident was recovered to the extent possible and some soil contaminated, as a result of each release, was removed. However, investigations conducted after these remediation efforts were completed found soil and groundwater in the vicinity of these releases which contain contaminants at concentrations higher than the Tier 1 remediation objectives set forth in 35 Ill. Admin. Code 742 (these contaminant levels may or may not have been from the subject releases; however, due to the fact that they exceed Tier remediation objectives they must be addressed in some manner.

The Office of Emergency Response of Illinois EPA issued Violation Notices to ConocoPhillips regarding each of the subject releases. The Compliance Commitment Agreements submitted by ConocoPhillips in response to these violation notices were rejected by Illinois EPA. Due to the fact that the releases occurred on/near a facility with a RCRA permit, the Office of Emergency Response referred further oversight of the response to the contamination found to be present in the area where the subject releases occurred to the Bureau of Land of Illinois EPA. Based on the results of the Bureau of Land's review of all information submitted to Illinois EPA regarding the subject releases, the response to them, and the results of investigation efforts conducted in the area where the releases occurred, EPA has determined the following:

1. High levels of benzene were detected in groundwater in the vicinity of the releases. While this contamination may not be from these releases, it has been discovered and must be properly addressed.
2. To address the soil ingestion/inhalation exposure route, an engineered barrier must be established over soil on the west side of vault where soil samples were collected as part of the response to 2006-1020 release.
3. An ELUC must be established for the areas where the releases occurred which:
 - a. Restricts future use of the areas to industrial/commercial activities;
 - b. Requires maintenance of the engineered barrier identified in Item 2 above;
 - c. Requires development and implementation of a site safety plan when any excavation work is done in these areas in the future;
 - d. Requires any soil removed from the areas be properly managed in accordance with the requirements of 35 Ill. Admin. Code, Subtitle G: Waste Disposal.
4. A highway authority agreement must be established for the contamination remaining beneath the vault.
5. There were exceedances in the migration to groundwater exposure route remediation objective at several locations; this must be addressed in a manner that meets applicable regulatory requirements.

The most appropriate way to address the contamination detected in the vicinity of the subject releases is under the corrective action provisions of the RCRA permit issued for the Equilon facility (Log No. B-43 and associated modifications). Specifically, this permit should be modified to allow Equilon and ConocoPhillips to address the subject contamination/issues above under the provisions of the permit. A request to make such a modification to the permit should be submitted to Illinois EPA within sixty days of the date of this letter and be developed in accordance with the requirements of 35 Ill. Admin. Code 703. The submittal should contain a detailed discussion of: (1) the activities completed to date in response to the releases; (2) the efforts which will be carried out to address the issues/concerns above.

As indicated above, there have been several reports submitted to Illinois EPA regarding these releases. In order to fully depict the area where the releases occurred and some of the facts associated with these releases, the following information should be provided in the discussion of activities completed to date, beyond what has already been submitted:

1. As there are many utilities and other items around the intersection of Rand Avenue and Illinois Route 111, Figure 2 of the ATC report should be updated to identify:
 - a. the location of the 36" sewer in the area;
 - b. An indication that there is a culvert that runs underneath Route 111;
 - c. The ditch on the west side of the pipeline concrete vault;
 - d. The location of the manhole in the concrete pipeline vault;
 - e. The property boundaries of Conoco Phillips;
 - f. An indication of where water in the basin on the east side of the concrete pipeline vault flows;
 - g. All utilities in area.

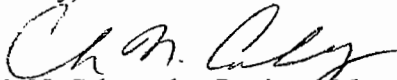
It may be appropriate to use more than one drawing to show all this. It may also be appropriate to include some text describing the area.

2. Drawings showing locations where all samples were collected should be provided, as well as a drawing showing boundaries of excavation on east side of Route 111 (show location of pipe that runs through excavation and replaced portion).
3. A scaled drawing depicting a cross-section beneath Route 111 should be provided.
4. Drawings showing the location of the wood-staved 36" sewer throughout the facility should be provided. The location where Roxana's and WRR's treated wastewater flows into this sewer should also be provided, as well as the location of the Rand Avenue Pump Station and the polishing lagoons. A expanded discussion of how water flows through all this system should also be provided (for example, while a description has been provided, no information was provided as to when water does flow in the eastern portion of the wooden 36" sewer).

Failure to properly address the soil and groundwater contamination identified by ConocoPhillips, during its response to the subject releases, may result in Illinois EPA continuing enforcement against ConocoPhillips and Shell Oil as a follow-up to the aforementioned violation notices. Specifically, the reported levels of contaminants in the soil and groundwater in the vicinity of these releases would appear to constitute a violation of Sections 12(a) and 12(d) of the Illinois Environmental Protection Act.

If you should have questions regarding this letter, please contact James Moore at 217/524-3300 or Chris Cahnovsky at 618/346-5120.

Sincerely,



Chris N. Cahnovsky, Regional Manager
Field Operations Section
Bureau of Land

CNC:jlb/conocophillipsequilonltrrel091707

cc: Kevin E. Dyer
Shell Oil Products US
17 Junction Drive, PMB #399
Glen Carbon, Illinois 62034