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SUPERIOR COURT OF THE STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

PEOPLE OF THE STATE OF CALIFORNIA ex rel. KAMALA D. HARRIS, Attorney General of the State of California,

Plaintiff,

v.

WARNER-LAMBERT CO.; SMITHKLINE BEECHAM CORP.; AMERICAN HOME PRODUCTION CORP.; SOURCE NATURAL, INC.; SCHERING-PLOUGH HEALTH ARE PRODUCTS, INC., PHARMAVITE CORP.; GENERAL NUTRITION CORP.; PERRIGO CO.; TWIN LABORATORIES, INC. and DOES 1-200,

Defendants.

Case No. 984503

[AMENDED ~~PROPOSED~~] ORDER MODIFYING CONSENT JUDGMENTS

Date: June 30, 2011
Time: 9:30 a.m.
Dept: 301
Judge: Hon. Peter J. Busch
Trial Date: Vacated
Action Filed: February 6, 1997

WHEREAS the Attorney General has provided written notice to the Settling Defendants and other persons that are parties to the February 17, 1998 Consent Judgment, the February 26, 1998 Consent Judgment, the June 24, 1998 Consent Judgment, and the November 13, 1998 Consent Judgment (together, the "Consent Judgments"), that, pursuant to paragraphs 2.7 and 3.7 of the Consent Judgments, as applicable, the Attorney General intends to seek modification of the Consent Judgments; and

WHEREAS the Attorney General and the Settling Defendants have conferred for a period of at least ninety (90) days concerning such modification; and

WHEREAS the Attorney General and the below-listed Settling Defendants agree, pursuant to paragraphs 2.7 and 3.7 of the Consent Judgments, as applicable, that, as it applies to Access Business Group, LLC (as successor-in-interest to Nutrilite, A Division of Amway Corp.); Bayer HealthCare LLC (as successor-in-interest to Bayer Corporation); Country Life, LLC (as successor-in-interest to Consac Industries); General Nutrition Corp.; GlaxoSmithKline Consumer Healthcare, L.P., GlaxoSmithKline Consumer Healthcare LLC, GlaxoSmithKline LLC and GlaxoSmithKline PLC (as successors-in-interest to SmithKline Beecham Consumer Healthcare); McNEIL-PPC, Inc. (as successor-in-interest to certain rights and obligations of Warner-Lambert Co. regarding Rolaids(r) products); Perrigo Company; Pfizer, Inc. (as successor-in-interest to American Home Products Corp. and Wyeth); and Pharmavite LLC, each of the Consent Judgments should be modified to reflect a new "lowest level currently feasible" for lead in Calcium Supplements and Multiple Vitamin/Minerals;

It is hereby ORDERED, that, as it applies to the above-named entities, each of the Consent Judgments, as applicable, is MODIFIED as follows:

I. All references in each Consent Judgment to "Table 2.3" with respect to Calcium Supplements and Multiple Vitamin/Minerals (but not Antacids) now refer instead to the below Table 2.3A:

TABLE 2.3A

DATE	NATURALLY OCCURRING AMOUNT OF LEAD PER 1000 MILLIGRAMS OF CALCIUM
July 1, 1997	3.5 micrograms
April 1, 1999	1.0 microgram
November 1, 2011	0.8 micrograms

II. All references in each Consent Judgment to "Table 3.3" with respect to Calcium Supplements and Multiple Vitamin/Minerals (but not Antacids) now refer instead to the below Table 3.3A:

TABLE 3.3A

DATE	INGREDIENT	NATURALLY OCCURRING AMOUNT OF LEAD
November 1, 1998	Ferrous Fumarate	0.456 micrograms/gram (mcg/g)
November 1, 2011	Ferrous Fumarate	0.4 mcg/g
November 1, 1998	Zinc Oxide	10.0 mcg/g
November 1, 2011	Zinc Oxide	8.0 mcg/g
November 1, 1998	Magnesium Oxide	0.5 mcg/g
November 1, 2011	Magnesium Oxide	0.4 mcg/g
November 1, 1998	Magnesium Carbonate	0.415 mcg/g
November 1, 2011	Magnesium Carbonate	0.332 mcg/g
November 1, 1998	Magnesium Hydroxide	0.5 mcg/g
November 1, 2011	Magnesium Hydroxide	0.4 mcg/g
November 1, 1998	Zinc Gluconate	1.0 mcg/g
November 1, 2011	Zinc Gluconate	0.8 mcg/g
November 1, 1998	Potassium Chloride	1.32 mcg/g
November 1, 2011	Potassium Chloride	1.1 mcg/g

III. The following paragraph 2.3.1 is added to each Consent Judgment after paragraph 2.3, if the Consent Judgment contains a paragraph 2.3 that contains a Table 2.3:

2.3.1. During the time between the entry of the modification to this Consent Judgment and December 31, 2014, a Settling Defendant need not provide a warning that would otherwise be required by paragraph 2.2 for a Calcium Supplement if the Calcium Supplement meets all of the criteria listed below. This provision may be invoked one time only for that Calcium Supplement, for a period covering no more than three months.

(a) No warning would have been required for the Calcium Supplement pursuant to section 2.2 if the Settling Defendant were allowed to exclude the amount of lead specified by the Consent Judgment prior to the modification;

(b) The calcium in the Calcium Supplement is obtained from a supplier that had previously supplied calcium of the same form, grade, and functionality, with the same specification for lead concentration in the ingredient, to that Settling Defendant for use in that Calcium Supplement;

(c) The supplier is unable to provide calcium with the same form, grade, and functionality with lower lead content, and this inability is documented in a writing from the supplier; and

(d) The Settling Defendant invokes this exception by sending written notice to the Attorney General prior to shipping the Calcium Supplement and provides evidence showing that criteria (a) through (c), above, have been satisfied.

IV. The following paragraph 2.7.1 is added to each Consent Judgment after paragraph 2.7, if the Consent Judgment contains a paragraph 2.7:

2.7.1 The Attorney General shall not seek to modify the Consent Judgment pursuant to Section 2.7 with respect to the naturally occurring levels set forth in Table 2.3A until three years have elapsed from the date of entry of this modification. This restriction no longer applies, however, if a Settling Defendant seeks to modify the Consent Judgment pursuant to Section 2.8 prior to the expiration of the three-year period.

V. The following paragraph 3.7.1 is added to each Consent Judgment after paragraph 3.7, if the Consent Judgment contains a paragraph 3.7:

3.7.1. The Attorney General shall not seek to modify the Consent Judgment pursuant to Section 3.7 with respect to the naturally occurring levels set forth in Table 3.3A until three years have elapsed from the date of entry of this modification. This restriction no longer applies, however, if a Settling Defendant seeks to modify the Consent Judgment pursuant to Section 3.8 prior to the expiration of the three-year period.

In addition, it is hereby ORDERED that

VI. Pfizer Inc. is bound by and shall have the benefit of the terms of the November 13, 1998 Consent Judgment as modified by this Order. Exhibit B of the November 13, 1998 Consent Judgment is hereby amended to include Pfizer Inc.'s Calcium Supplement products and Multi-Vitamin/Minerals products identified in Exhibit 1 hereto.

VII. Bayer HealthCare LLC is bound by and shall have the benefit of the terms of the November 13, 1998 Consent Judgment as modified by this Order. Exhibit B of the November 13, 1998 Consent Judgment is hereby amended to include Bayer HealthCare LLC's Calcium Supplement products and Multi-Vitamin/Minerals products identified in Exhibit 2 hereto.

VIII. GlaxoSmithKline Consumer Healthcare, L.P., GlaxoSmithKline Consumer Healthcare LLC, GlaxoSmithKline LLC and GlaxoSmithKline PLC ("GSK") are bound by and shall have the benefits of the terms of the November 13, 1998 Consent Judgment as modified by this Order. Exhibit B of the November 13, 1998 Consent Judgment is hereby amended to include GSK's Calcium Products identified in Exhibit 3 hereto.

IX. McNEIL-PPC, Inc. is bound by and shall have the benefits of the terms of the November 13, 1998 Consent Judgment as modified by this Order. Exhibit B of the November 13, 1998 Consent Judgment is hereby amended to include Rolaids(r) as Antacid products of McNEIL-PPC, Inc.

In all other respects the Consent Judgments are to remain unchanged.

Dated: JUL 15 2011

Judge of the Superior Court
PETER J. BUSCH

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