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2 Los Angeles, CA 90017
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4 Attorneys for Plaintiff
5 Environmental Research Center

CONFIRMED COPY
ORIGINAL FILED
SUPERIOR COURT OF CALIFORNIA
COUNTY OF LOS ANGELES

AUG 07 2011

John A. Clarke, Executive Officer/Clerk
BY  Deputy
Glorietta Robinson

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8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 COUNTY OF LOS ANGELES

10
11 ENVIRONMENTAL RESEARCH CENTER,) Case No. BC465087
a non-profit California corporation;)
12 Plaintiff,) **FIRST AMENDED COMPLAINT FOR**
13 v.) **INJUNCTIVE RELIEF AND CIVIL**
14) **PENALTIES**
15 NNC LLC dba NATURADE, a Delaware) Health & Safety Code §25249.5, *et seq.*
limited liability company; DOES 1 through 10;)
16 Defendant(s).)

17
18 Plaintiff Environmental Research Center brings this action in the interests of the
19 general public and, on information and belief, hereby alleges:

20 **INTRODUCTION**

21 1. Defendant(s) manufactures, packages, distributes, markets, and/or sells in
22 California certain herbal products including: Naturade 100% Soy Protein Booster – Natural;
23 Naturade Calcium Shake – Vanilla; Naturade Complete Cleanse Step 1 All-Natural Herbs;
24 Naturade Cleanse Step 2 Bio-Active Fiber; Naturade Veg. Protein Booster Natural Flavor;
25 Naturade N-R-G Protein Booster Vanilla Flavor; Naturade Total Soy Meal Replacement
26 Vanilla and Naturade Total Soy Meal Replacement Chocolate alleged to contain lead (the

1 “PRODUCTS”).

2 2. Lead and lead compounds (hereinafter, the “LISTED CHEMICALS”) are
3 substances known to the State¹ of California to cause cancer, birth defects and other
4 reproductive harm.

5 3. The use and/or handling of the PRODUCTS is alleged to cause exposures to
6 the LISTED CHEMICALS at levels requiring a “clear and reasonable warning” under
7 California's Safe Drinking Water and Toxic Enforcement Act of 1986, Health & Safety Code
8 (“H&S Code”) §25249.5, *et seq.* (also known as “Proposition 65”).

9 4. Plaintiff seeks injunctive relief enjoining Defendant(s) from the continued
10 manufacturing, packaging, distributing, marketing and/or sales of the PRODUCTS in
11 California without provision of clear and reasonable warnings regarding the risks of cancer,
12 birth defects and other reproductive harm posed by exposure to the LISTED CHEMICALS
13 through the use and/or handling of the PRODUCTS. In addition to injunctive relief, Plaintiff
14 seeks an assessment of civil penalties to remedy Defendant(s)’ failure to provide clear and
15 reasonable warnings regarding exposures to the LISTED CHEMICALS.

16 **JURISDICTION AND VENUE**

17 5. This Court has jurisdiction over this action pursuant to California Constitution
18 Article VI, Section 10, which grants the Superior Court “original jurisdiction in all causes
19 except those given by statute to other trial courts.” The statute under which this action is
20 brought does not specify any other basis for jurisdiction.

21 6. This Court has jurisdiction over Defendant(s) because, based on information
22 and belief, Defendant(s) is a business having sufficient minimum contacts with California, or
23 otherwise intentionally availing itself of the California market through the distribution and sale
24 of the PRODUCTS in the State of California to render the exercise of jurisdiction over it by the
25 California courts consistent with traditional notions of fair play and substantial justice.

26 _____
¹ All statutory and regulatory references herein are to California law, unless otherwise specified.

1 No person in the course of doing business shall knowingly and intentionally
2 expose any individual to a chemical known to the state to cause cancer or
3 reproductive toxicity without first giving clear and reasonable warning to such
4 individual....

5 15. Proposition 65 provides that any person "violating or threatening to violate" the
6 statute may be enjoined in a court of competent jurisdiction. (H&S Code §25249.7.) The phrase
7 "threatening to violate" is defined to mean creating "a condition in which there is a substantial
8 likelihood that a violation will occur." (H&S Code §25249.11(e).) Violators are liable for civil
9 penalties of up to \$2,500 per day for each violation of the Act. (H&S Code §25249.7.)

10 FACTUAL BACKGROUND

11 16. On February 27, 1987, the State of California officially listed the chemical lead
12 as a chemical known to cause reproductive toxicity. Lead became subject to the warning
13 requirement one year later and was therefore subject to the "clear and reasonable" warning
14 requirements of Proposition 65 beginning on February 27, 1988. (27 California Code of
15 Regulations ("CCR") §25000, *et seq.*; H&S Code §25249.5, *et seq.*)

16 17. On October 1, 1992, the State of California officially listed the chemicals lead
17 and lead compounds as chemicals known to cause cancer. Lead and lead compounds became
18 subject to the warning requirement one year later and were therefore subject to the "clear and
19 reasonable" warning requirements of Proposition 65 beginning on October 1, 1993. (27 CCR §
20 25000, *et seq.*; H&S Code §25249.6, *et seq.*)

21 18. PLAINTIFF is informed and believes, and based on such information and belief
22 alleges the PRODUCTS have been distributed and/or sold to individuals in California since at
23 least October 8, 2009. The PRODUCTS continue to be distributed and sold in California.

24 19. PLAINTIFF alleges that individuals using or handling the PRODUCTS are
25 exposed to the LISTED CHEMICALS in excess of the "maximum allowable daily" and "no
26 significant risk" levels determined by the State of California, as applicable, within the
meaning of H&S Code §25249.10(c).

1
2 **FIRST CAUSE OF ACTION**

3 **(Injunctive Relief for Violations of Health and Safety Code § 25249.5, et seq. concerning**
4 **the PRODUCTS described in PLAINTIFF's September 24, 2010 and December 23, 2010**
5 **60-Day Notices of Violation)**
6 **Against All DEFENDANT(S) and DOES**

7 20. PLAINTIFF realleges and incorporates by reference Paragraphs 1 through 19,
8 inclusive, as if specifically set forth herein.

9 21. On September 24, 2010 and December 23, 2010, PLAINTIFF sent 60-Day
10 Notice of Proposition 65 violations to the requisite public enforcement agencies, and to all
11 DEFENDANT(S) ("Notices") attached hereto as Exhibit A. The Notices were issued pursuant
12 to, and in compliance with, the requirements of H&S Code §25249.7(d) and the statute's
13 implementing regulations regarding the notice of the violations to be given to certain public
14 enforcement agencies and to the violator. The Notices given included, *inter alia*, the following
15 information: the name, address, and telephone number of the noticing individual; the name of
16 the alleged violator; the statute violated; the approximate time period during which violations
17 occurred; and descriptions of the violations, including the chemicals involved, the routes of
18 toxic exposure, and the specific product or type of product causing the violations, and was
19 issued as follows:

20 a. DEFENDANT(S) and the California Attorney General were provided
21 copies of the Notices by Certified Mail.

22 b. DEFENDANT(S) was provided a copy of a document entitled "The Safe
23 Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A
24 Summary," which is also known as Appendix A to Title 27 of CCR
25 §25903.

26 c. The California Attorney General was provided with a Certificate of Merit
by the attorney for the noticing party, stating that there is a reasonable
and meritorious case for this action, and attaching factual information
sufficient to establish a basis for the certificate, including the identify of

1 the persons consulted with and relied on by the certifier, and the facts
2 studies, or other data reviewed by those persons, pursuant to H&S Code
3 §25249.7(h) (2).

4 22. The appropriate public enforcement agencies have failed to commence and
5 diligently prosecute a cause of action under H&S Code §25249.5, *et seq.* against
6 DEFENDANT(S) based on the allegations herein.

7 23. Plaintiff alleges that DEFENDANT(S) has violated H&S Code §25249.6 by, in
8 the course of doing business, knowingly and intentionally exposing individuals who use or
9 handle the PRODUCTS set forth in the Notice to the LISTED CHEMICALS, without first
10 providing a clear and reasonable warning to such individuals pursuant to H&S Code §§
11 25249.6 and 25249.11(f).

12 24. An action for injunctive relief under Proposition 65 is specifically authorized by
13 Health & Safety Code §25249.7(a).

14 Wherefore, PLAINTIFF prays judgment against DEFENDANT(S), as set forth
15 hereafter.

16 **SECOND CAUSE OF ACTION**

17 **(Civil Penalties for Violations of Health and Safety Code § 25249.5, *et seq.* concerning the**
18 **PRODUCTS described in PLAINTIFF's September 24, 2010 and December 23, 2010 60-**
19 **Day Notices of Violation)**
20 **Against all DEFENDANT(S) and DOES**

21 25. PLAINTIFF realleges and incorporates by reference Paragraphs 1 through 24,
22 inclusive, as if specifically set forth herein.

23 26. On September 24, 2010 and December 23, 2010, PLAINTIFF sent the Notices to
24 the requisite public enforcement agencies, and to DEFENDANT(S) attached hereto as Exhibit
25 A. The Notices were issued pursuant to, and in compliance with, the requirements of H&S
26 Code §25249.7(d) and the statute's implementing regulations regarding the notice of the
violations to be given to certain public enforcement agencies and to the violator. The Notice
given included, *inter alia*, the following information: the name, address, and telephone number

1 of the noticing individual; the name of the alleged violator; the statute violated; the approximate
2 time period during which violations occurred; and descriptions of the violations, including the
3 chemicals involved, the routes of toxic exposure, and the specific product or type of product
4 causing the violations, and was issued as follows:

- 5 a. DEFENDANT(S) and the California Attorney General were provided
6 copies of the Notices by Certified Mail.
- 7 b. DEFENDANT(S) was provided a copy of a document entitled "The Safe
8 Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A
9 Summary," which is also known as Appendix A to Title 27 of CCR
10 §25903.
- 11 c. The California Attorney General was provided with a Certificate of Merit
12 by the attorney for the noticing party, stating that there is a reasonable
13 and meritorious case for this action, and attaching factual information
14 sufficient to establish a basis for the certificate, including the identify of
15 the persons consulted with and relied on by the certifier, and the facts
16 studies, or other data reviewed by those persons, pursuant to H&S Code
17 §25249.7(h) (2).

18 27. The appropriate public enforcement agencies have failed to commence and
19 diligently prosecute a cause of action under H&S Code §25249.5, *et seq.* against
20 DEFENDANT(S) based on the allegations herein.

21 28. By the above-described acts, DEFENDANT(S) is liable, pursuant to H&S Code
22 §25249.7(b), for a civil penalty of \$2,500 per day per violation for each unlawful exposure to a
23 LISTED CHEMICAL from the PRODUCTS.

24 Wherefore, PLAINTIFF prays judgment against DEFENDANT(S), as set forth
25 hereafter.
26

PRAYER FOR RELIEF

Wherefore, PLAINTIFF accordingly prays for the following relief:

A. a preliminary and permanent injunction, pursuant to H&S Code §25249.7(b), enjoining DEFENDANT(S), its agents, employees, assigns and all persons acting in concert or participating with DEFENDANT(S), from distributing or selling the PRODUCTS in California without first providing a clear and reasonable warning, within the meaning of Proposition 65;

B. an assessment of civil penalties pursuant to Health & Safety Code §25249.7(b), against Defendant for each violation of Proposition 65;

C. an award to PLAINTIFF of its reasonable attorneys fees and costs of suit pursuant to California Code of Civil Procedure §1021.5, as PLAINTIFF shall specify in further application to the Court; and,

D. such other and further relief as may be just and proper.

DATED: 8/1, 2011

LAW OFFICE OF GIDEON KRACOV

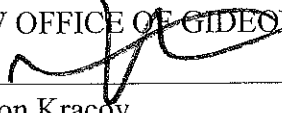

Gideon Kracov
Attorneys for Plaintiff
Environmental Research Center

EXHIBIT A



Environmental Research Center

5694 Mission Center Road #199
San Diego, CA 92108
619.309.4194

September 24, 2010

VIA CERTIFIED MAIL

Current CEO or President
NNC, LLC
1 City Blvd W Suite 1440
Orange, CA 92868

NATIONAL REGISTERED AGENTS, INC.
(NNC LLC's Agent for Service of Process)
160 Greentree Drive, Suite 101
Dover, DE 19904

Rick Robinette
(NNC, LLC.'s Agent for Service of Process)
17595 Edgewood LN
Yorba Linda, CA 92886

Current CEO or President
Naturade (a division of NNC LLC)
1 City Blvd. West., Suite 1440
Orange, CA 92868

Current CEO or President
Naturade Operating Corp.
1 City Blvd W Ste 1440
Orange, CA 92868

UNITED CORPORATE SERVICES, INC.
(Naturade Operating Corp.'s Agent for
Service of Process)
874 Walker Road, Suite C
Dover, DE 19904

Office of the California Attorney General
Prop 65 Enforcement Reporting
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612-0550

Re: Notice of Violation against NNC LLC, Naturade, and Naturade Operating Corp. for Violation of California Health & Safety Code Section 25249.6

Dear Prosecutors:

The Environmental Research Center ("ERC"), the noticing entity is a California corporation whose mission is to safeguard the public from health hazards that impact families, workers and the environment. ERC is dedicated to reducing the use and misuse of hazardous and toxic chemicals, facilitating a safe environment for consumers and employees and encouraging corporate responsibility. ERC is located at 5694 Mission Center Road, # 199, San Diego, CA 92108. Tel. (619) 309-4194, Executive Director: Chris Heptinstall. Through this Notice of Violation, ERC seeks to reduce exposure to the public from lead that is contained in the named products manufactured and distributed by NNC LLC, Naturade, and Naturade Operating Corp.

This letter constitutes notification that NNC LLC, Naturade, and Naturade Operating Corp., located at 1 City Blvd W Ste 1440 Orange, CA 92868 have violated the warning requirement of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act (commencing with section 25249.5 of the Health and Safety Code).

In particular, these Companies have manufactured and distributed products that have exposed and continue to expose numerous individuals within California to lead. Lead was listed pursuant to Proposition 65 as a chemical known to cause developmental toxicity, and male and female reproductive toxicity on February 27, 1987. Lead was listed pursuant to Proposition 65 as a carcinogen on October 1, 1992. The time period of these violations commenced one year after the listed dates above, at least since September 24, 2007, as well as every day since the products were introduced in the California marketplace, and will continue every day until clear and reasonable warnings are provided to purchasers and users.

The consumer exposures that are the subject of this notice result from the purchase, acquisition, handling and recommended use of these products by consumers. Accordingly, the primary route of exposure for consumers has been oral through ingestion, but may also occur through the inhalation and/or dermal contact route of exposure.

NNC LLC, Naturade, and Naturade Operating Corp. are exposing people to lead from the following products:

- NNC LLC - Naturade 100% Soy Protein Booster - Natural
- NNC LLC - Naturade Calcium Shake - Vanilla
- NNC LLC - Naturade Complete Cleanse Step 1 All-Natural Herbs
- NNC LLC - Naturade Complete Cleanse Step 2 Bio-Active Fiber

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. NNC, LLC., Naturade, and Naturade Operating Corp. are in violation of Proposition 65 because the Company failed to provide a warning to persons using their products that they are being exposed to lead. (22 C.C.R. section 12601.) While in the course of doing business, the company is knowingly and intentionally exposing people to lead without first providing clear and reasonable warning. (Health and Safety Code section 25249.6.) The method of warning should be a warning that appears on the product's label. 22 C.C.R. section 12601 (b)(1) (A).

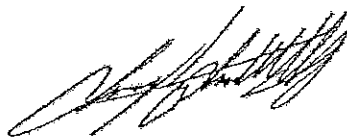
Proposition 65 requires that notice and intent to sue be given to a violator 60-days before the suit is filed. With this letter, ERC gives notice of the alleged violation to the noticed party and the appropriate governmental authorities. This notice covers all violations of Proposition 65 that are currently known to ERC from information now available. ERC may continue to investigate other products that may reveal further violations. A summary of Proposition 65, prepared by the Office of Environmental Health Hazard Assessment, and referenced as Appendix A, has been provided to the noticed party.

Notice of Violations of California Health & Safety Code §25249.5 *et seq.*
September 24, 2010
Page 3

Based on the allegations set forth in this Notice, ERC intends to file a citizen enforcement action against NNC, LLC., Naturade, and Naturade Operating Corp. unless it agrees in an enforceable written instrument to: (1) recall or reformulate the listed products so as to eliminate further unwarned exposures to the identified chemicals; and (2) pay an appropriate civil penalty. Consistent with the public interest goals of Proposition 65, ERC is interested in seeking a constructive resolution to this matter. Such resolution will avoid both further unwarned consumer exposures to the identified chemicals and expensive and time consuming litigation.

Please direct all questions concerning this notice to ERC's attorney, Gideon Kracov, 801 S. Grand Ave., 11th Fl., Los Angeles, CA 90017, 213-629-2071, gk@gideonlaw.net.

Sincerely,



Chris Heptinstall
Executive Director, Environmental Research Center

cc: Karen A. Evans

Attachments

Certificate of Merit

Certificate of Service

OEHHA Summary (to NNC, LLC., Naturade, Naturade Operating Corp., and their Registered Agents for Service of Process Only)

Additional Supporting Information for Certificate of Merit (to AG only)

CERTIFICATE OF MERIT

Re: Environmental Research Center's Notice of Proposition 65 Violations by NNC LLC, Naturade, and Naturade Operating Corp.

I, Gideon Kracov, declare:

1. This Certificate of Merit accompanies the attached sixty-day notice in which it is alleged the party identified in the notice violated California Health & Safety Code Section 25249.6 by failing to provide clear and reasonable warnings.
2. I am an attorney for the noticing party.
3. I have consulted with one or more persons with relevant and appropriate experience or expertise who have reviewed facts, studies, or other data regarding the exposure to the listed chemical that is the subject of the notice.
4. Based on the information obtained through those consultants, and on other information in my possession, I believe there is a reasonable and meritorious case for the private action. I understand that "reasonable and meritorious case for the private action" means that the information provides a credible basis that all elements of the plaintiff's case can be established and that the information did not prove that the alleged violator will be able to establish any of the affirmative defenses set forth in the statute.
5. Along with the copy of this Certificate of Merit served on the Attorney General is attached additional factual information sufficient to establish the basis for this certificate, including the information identified in California Health & Safety Code §25249.7(h)(2), i.e., (1) the identity of the persons consulted with and relied on by the certifier, and (2) the facts, studies, or other data reviewed by those persons.



Dated: September 24, 2010

Gideon Kracov, Attorney At Law

CERTIFICATE OF SERVICE

I, the undersigned, declare under penalty of perjury under the laws of the State of California that the following is true and correct:

I am a citizen of the United States, over the age of 18 years of age, and am not a party to the within entitled action. My business address is 306 Joy Street, Fort Oglethorpe, Georgia 30742

On September 24, 2010, I served the following documents: **NOTICE OF VIOLATIONS OF CALIFORNIA HEALTH & SAFETY CODE §25249.5 ET SEQ.; CERTIFICATE OF MERIT; "THE SAFE DRINKING WATER AND TOXIC ENFORCEMENT ACT OF 1986 (PROPOSITION 65): A SUMMARY"**

On the following parties by placing a true and correct copy thereof in a sealed envelope, addressed to the party listed below and depositing it in a US Postal Service Office for delivery by Certified Mail:

Current CEO or President
NNC LLC
1 City Blvd W Suite 1440
Orange, CA 92868

Current CEO or President
Naturade (a division of NNC LLC)
1 City Blvd. West., Suite 1440
Orange, CA 92868

NATIONAL REGISTERED AGENTS, INC.
(NNC, LLC's Agent for Service of Process)
160 Greentree Drive, Suite 101
Dover, DE 19904

Current CEO or President
Naturade Operating Corp.
1 City Blvd W Ste 1440
Orange, CA 92868

Rick Robinette
(NNC LLC's Agent for Service of Process)
17595 Edgewood LN
Yorba Linda, CA 92886

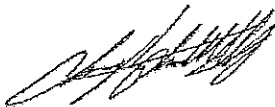
UNITED CORPORATE SERVICES, INC.
(Naturade Operating Corp.'s Agent for Service of Process)
874 Walker Road, Suite C
Dover, DE 19904

On September 24, 2010, I served the following documents: **NOTICE OF VIOLATION, CALIFORNIA HEALTH & SAFETY CODE §25249.5 ET SEQ.; CERTIFICATE OF MERIT; ADDITIONAL SUPPORTING INFORMATION FOR CERTIFICATE OF MERIT AS REQUIRED BY CALIFORNIA HEALTH & SAFETY CODE §25249.7(d)(1)** on the following parties by placing a true and correct copy thereof in a sealed envelope, addressed to the party listed below and depositing it in a US Postal Service Office for delivery by Certified Mail:

Office of the California Attorney General
Prop 65 Enforcement Reporting
1515 Clay Street, Suite 2000
Post Office Box 70550
Oakland, CA 94612-0550

On September 24, 2010, I served the following documents: **NOTICE OF VIOLATION, CALIFORNIA HEALTH & SAFETY CODE §25249.5 ET SEQ.; CERTIFICATE OF MERIT** on each of the parties on the Service List attached hereto by placing a true and correct copy thereof in a sealed envelope, addressed to each of the parties on the Service List attached hereto; and depositing it with the U.S. Postal Service for delivery by Priority Mail.

Executed on September 24, 2010, in Fort Oglethorpe, Georgia.



Chris Heptinstall

Service List

District Attorney, Alameda County
1225 Fallon Street, Room 900
Oakland, CA 94612

District Attorney, Alpine County
P.O. Box 248
Markleeville, CA 96120

District Attorney, Amador County
708 Court Street, #202
Jackson, CA 95642

District Attorney, Butte County
25 County Center Drive
Oroville, CA 95965

District Attorney, Calaveras County
891 Mountain Ranch Road
San Andreas, CA 95249

District Attorney, Colusa County
547 Market Street
Colusa, CA 95932

District Attorney, Contra Costa County
900 Ward Street
Martinez, CA 94553

District Attorney, Del Norte County
450 H Street, Ste. 171
Crescent City, CA 95531

District Attorney, El Dorado County
515 Main Street
Placerville, CA 95667

District Attorney, Fresno County
2220 Tulare Street, #1000
Fresno, CA 93721

District Attorney, Glenn County
Post Office Box 430
Willows, CA 95988

District Attorney, Humboldt County
825 5th Street
Eureka, CA 95501

District Attorney, Imperial County
939 West Main Street, Ste 102
El Centro, CA 92243

District Attorney, Inyo County
230 W. Line Street
Bishop, CA 93514

District Attorney, Kern County
1215 Truxtun Avenue
Bakersfield, CA 93301

District Attorney, Kings County
1400 West Lacey Boulevard
Hanford, CA 93230

District Attorney, Lake County
255 N. Forbes Street
Lakeport, CA 95453

District Attorney, Lassen County
220 South Lassen Street, Ste. 8
Susanville, CA 96130

District Attorney, Los Angeles County
210 West Temple Street, Rm 345
Los Angeles, CA 90012

District Attorney, Madera County
209 West Yosemite Avenue
Madera, CA 93637

District Attorney, Marin County
3501 Civic Center, Room 130
San Rafael, CA 94903

District Attorney, Mariposa County
Post Office Box 730
Mariposa, CA 95338

District Attorney, Mendocino County
Post Office Box 1000
Ukiah, CA 95482

District Attorney, Merced County
2222 M Street
Merced, CA 95340

District Attorney, Modoc County
204 S Court Street, Room 202
Alturas, CA 96101-4020

District Attorney, Mono County
Post Office Box 617
Bridgeport, CA 93517

District Attorney, Monterey County
230 Church Street, Bldg 2
Salinas, CA 93901

District Attorney, Napa County
931 Parkway Mall
Napa, CA 94559

District Attorney, Nevada County
110 Union Street
Nevada City, CA 95959

District Attorney, Orange County
401 Civic Center Drive West
Santa Ana, CA 92701

Notice of Violations of California Health & Safety Code §25249.5 *et seq.*
September 24, 2010
Page 7

District Attorney, Placer County
10810 Justice Center Drive, Ste 240
Roseville, CA 95678

District Attorney, Plumas County
520 Main Street, Room 404
Quincy, CA 95971

District Attorney, Riverside County
4075 Main Street, 1st Floor
Riverside, CA 92501

District Attorney, Sacramento County
901 "G" Street
Sacramento, CA 9581

District Attorney, San Benito County
419 Fourth Street, 2nd Floor
Hollister, CA 95023

District Attorney, San Bernardino County
316 N. Mountain View Avenue
San Bernardino, CA 92415-0004

District Attorney, San Diego County
330 West Broadway, Room 1300
San Diego, CA 92101

District Attorney, San Francisco County
850 Bryant Street, Room 325
San Francisco, CA 94103

District Attorney, San Joaquin County
Post Office Box 990
Stockton, CA 95201

District Attorney, San Luis Obispo County
1050 Monterey Street, Room 450
San Luis Obispo, CA 93408

District Attorney, San Mateo County
400 County Ctr., 3rd Floor
Redwood City, CA 94063

District Attorney, Santa Barbara County
1105 Santa Barbara Street
Santa Barbara, CA 93101

District Attorney, Santa Clara County
70 West Hedding Street
San Jose, CA 95110

District Attorney, Santa Cruz County
701 Ocean Street, Room 200
Santa Cruz, CA 95060

District Attorney, Shasta County
1525 Court Street, Third Floor
Redding, CA 96001-1632

District Attorney, Sierra County
PO Box 457
Downieville, CA 95936

District Attorney, Siskiyou County
Post Office Box 986
Yreka, CA 96097

District Attorney, Solano County
675 Texas Street, Ste 4500
Fairfield, CA 94533

District Attorney, Sonoma County
600 Administration Drive, Room 212J
Santa Rosa, CA 95403

District Attorney, Stanislaus County
832 12th Street, Ste 300
Modesto, CA 95353

District Attorney, Sutter County
446 Second Street
Yuba City, CA 95991

District Attorney, Tehama County
Post Office Box 519
Red Bluff, CA 96080

District Attorney, Trinity County
Post Office Box 310
Weaverville, CA 96093

District Attorney, Tulare County
221 S. Mooney Avenue, Room 224
Visalia, CA 93291

District Attorney, Tuolumne County
423 N. Washington Street
Sonora, CA 95370

District Attorney, Ventura County
800 South Victoria Avenue
Ventura, CA 93009

District Attorney, Yolo County
301 2nd Street
Woodland, CA 95695

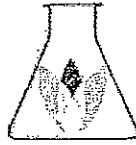
District Attorney, Yuba County
215 Fifth Street
Marysville, CA 95901

Los Angeles City Attorney's Office
City Hall East
200 N. Main Street, Rm 800
Los Angeles, CA 90012

San Diego City Attorney's Office
1200 3rd Avenue, Ste 1620
San Diego, CA 92101

San Francisco City Attorney's Office
City Hall, Room 234
1 Drive Carlton B Goodlett Place
San Francisco, CA 94102

San Jose City Attorney's Office
200 East Santa Clara Street
San Jose, CA 95113



Environmental Research Center

5694 Mission Center Road #199
San Diego, CA 92108
619.309.4194

December 23, 2010

VIA CERTIFIED MAIL

Current CEO or President
NNC, LLC
1 City Blvd W Suite 1440
Orange, CA 92868

NATIONAL REGISTERED AGENTS, INC.
(NNC LLC's Agent for Service of Process)
160 Greentree Drive, Suite 101
Dover, DE 19904

Rick Robinette
(NNC, LLC.'s Agent for Service of Process)
17595 Edgewood LN
Yorba Linda, CA 92886

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(Naturade Operating Corp.'s Agent for
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874 Walker Road, Suite C
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Office of the California Attorney General
Prop 65 Enforcement Reporting
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612-0550

Re: Notice of Violation against NNC LLC, Naturade, and Naturade Operating Corp. for Violation of California Health & Safety Code Section 25249.6

Dear Prosecutors:

The Environmental Research Center ("ERC"), the noticing entity is a California corporation whose mission is to safeguard the public from health hazards that impact families, workers and the environment. ERC is dedicated to reducing the use and misuse of hazardous and toxic chemicals, facilitating a safe environment for consumers and employees and encouraging corporate responsibility. ERC is located at 5694 Mission Center Road, # 199, San Diego, CA 92108. Tel. (619) 309-4194, Executive Director: Chris Heptinstall. Through this Notice of Violation, ERC seeks to reduce exposure to the public from lead that is contained in the named products manufactured and distributed by NNC LLC, Naturade, and Naturade Operating Corp.

This letter constitutes notification that NNC LLC, Naturade, and Naturade Operating Corp., located at 1 City Blvd W Ste 1440 Orange, CA 92868 have violated the warning requirement of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act (commencing with section 25249.5 of the Health and Safety Code).

In particular, these Companies have manufactured and distributed products that have exposed and continue to expose numerous individuals within California to lead. Lead was listed pursuant to Proposition 65 as a chemical known to cause developmental toxicity, and male and female reproductive toxicity on February 27, 1987. Lead was listed pursuant to Proposition 65 as a carcinogen on October 1, 1992. The time period of these violations commenced one year after the listed dates above, at least since December 23, 2007, as well as every day since the products were introduced in the California marketplace, and will continue every day until clear and reasonable warnings are provided to purchasers and users.

The consumer exposures that are the subject of this notice result from the purchase, acquisition, handling and recommended use of these products by consumers. Accordingly, the primary route of exposure for consumers has been oral through ingestion, but may also occur through the inhalation and/or dermal contact route of exposure.

NNC LLC, Naturade, and Naturade Operating Corp. are exposing people to lead from the following products:

Naturade Veg Protein Booster Natural Flavor (426g)
Naturade N-R-G Protein Booster Vanilla Flavor (426g)
Naturade Total Soy Meal Replacement Chocolate 540g
Naturade Total Soy Meal Replacement Vanilla 540g

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. NNC, LLC., Naturade, and Naturade Operating Corp. are in violation of Proposition 65 because the Company failed to provide a warning to persons using their products that they are being exposed to lead. (22 C.C.R. section 12601.) While in the course of doing business, the company is knowingly and intentionally exposing people to lead without first providing clear and reasonable warning. (Health and Safety Code section 25249.6.) The method of warning should be a warning that appears on the product's label. 22 C.C.R. section 12601 (b)(1) (A).

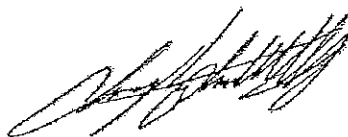
Proposition 65 requires that notice and intent to sue be given to a violator 60-days before the suit is filed. With this letter, ERC gives notice of the alleged violation to the noticed party and the appropriate governmental authorities. This notice covers all violations of Proposition 65 that are currently known to ERC from information now available. ERC may continue to investigate other products that may reveal further violations. A summary of Proposition 65, prepared by the Office of Environmental Health Hazard Assessment, and referenced as Appendix A, has been provided to the noticed party.

Notice of Violations of California Health & Safety Code §25249.5 *et seq.*
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Based on the allegations set forth in this Notice, ERC intends to file a citizen enforcement action against NNC, LLC., Naturade, and Naturade Operating Corp. unless it agrees in an enforceable written instrument to: (1) recall or reformulate the listed products so as to eliminate further unwarned exposures to the identified chemicals; and (2) pay an appropriate civil penalty. Consistent with the public interest goals of Proposition 65, ERC is interested in seeking a constructive resolution to this matter. Such resolution will avoid both further unwarned consumer exposures to the identified chemicals and expensive and time consuming litigation.

Please direct all questions concerning this notice to ERC's attorney, Gideon Kracov, 801 S. Grand Ave., 11th Fl., Los Angeles, CA 90017, 213-629-2071, gk@gideonlaw.net.

Sincerely,



Chris Heptinstall
Executive Director, Environmental Research Center

cc: Karen A. Evans

Attachments

Certificate of Merit

Certificate of Service

OEHHA Summary (to NNC, LLC.; Naturade; Naturade Operating Corp.; and their Registered Agents for Service of Process Only)

Additional Supporting Information for Certificate of Merit (to AG only)

CERTIFICATE OF MERIT

Re: Environmental Research Center's Notice of Proposition 65 Violations by NNC LLC, Naturade, and Naturade Operating Corp.

I, Gideon Kracov, declare:

1. This Certificate of Merit accompanies the attached sixty-day notice in which it is alleged the party identified in the notice violated California Health & Safety Code Section 25249.6 by failing to provide clear and reasonable warnings.
2. I am an attorney for the noticing party.
3. I have consulted with one or more persons with relevant and appropriate experience or expertise who have reviewed facts, studies, or other data regarding the exposure to the listed chemical that is the subject of the notice.
4. Based on the information obtained through those consultants, and on other information in my possession, I believe there is a reasonable and meritorious case for the private action. I understand that "reasonable and meritorious case for the private action" means that the information provides a credible basis that all elements of the plaintiff's case can be established and that the information did not prove that the alleged violator will be able to establish any of the affirmative defenses set forth in the statute.
5. Along with the copy of this Certificate of Merit served on the Attorney General is attached additional factual information sufficient to establish the basis for this certificate, including the information identified in California Health & Safety Code §25249.7(h)(2), i.e., (1) the identity of the persons consulted with and relied on by the certifier, and (2) the facts, studies, or other data reviewed by those persons.



Dated: December 23, 2010

Gideon Kracov, Attorney At Law

CERTIFICATE OF SERVICE

I, the undersigned, declare under penalty of perjury under the laws of the State of California that the following is true and correct:

I am a citizen of the United States, over the age of 18 years of age, and am not a party to the within entitled action. My business address is 306 Joy Street, Fort Oglethorpe, Georgia 30742

On December 23, 2010, I served the following documents: **NOTICE OF VIOLATIONS OF CALIFORNIA HEALTH & SAFETY CODE §25249.5 ET SEQ.; CERTIFICATE OF MERIT; "THE SAFE DRINKING WATER AND TOXIC ENFORCEMENT ACT OF 1986 (PROPOSITION 65): A SUMMARY"**

On the following parties by placing a true and correct copy thereof in a sealed envelope, addressed to the party listed below and depositing it in a US Postal Service Office for delivery by Certified Mail:

Current CEO or President
NNC LLC
1 City Blvd W Suite 1440
Orange, CA 92868

Rick Robinette
(NNC LLC's Agent for Service of
Process)
17595 Edgewood LN
Yorba Linda, CA 92886

Current CEO or President
Naturade Operating Corp.
1 City Blvd W Ste 1440
Orange, CA 92868

National Registered Agents, Inc.
(NNC, LLC's Agent for Service of
Process)
160 Greentree Drive, Suite 101
Dover, DE 19904

Current CEO or President
Naturade (a division of NNC LLC)
1 City Blvd. West., Suite 1440
Orange, CA 92868

United Corporate Services, Inc.
(Naturade Operating Corp.'s
Agent for Service of Process)
874 Walker Road, Suite C
Dover, DE 19904

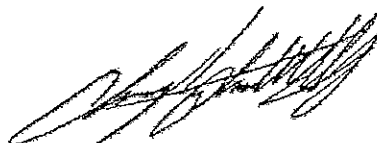
On December 23, 2010, I served the following documents: **NOTICE OF VIOLATION, CALIFORNIA HEALTH & SAFETY CODE §25249.5 ET SEQ.; CERTIFICATE OF MERIT; ADDITIONAL SUPPORTING INFORMATION FOR CERTIFICATE OF MERIT AS REQUIRED BY CALIFORNIA HEALTH & SAFETY CODE §25249.7(d)(1)**

on the following parties by placing a true and correct copy thereof in a sealed envelope, addressed to the party listed below and depositing it in a US Postal Service Office for delivery by Certified Mail:

Office of the California Attorney General
Prop 65 Enforcement Reporting
1515 Clay Street, Suite 2000
Post Office Box 70550
Oakland, CA. 94612-0550

On December 23, 2010, I served the following documents: **NOTICE OF VIOLATION, CALIFORNIA HEALTH & SAFETY CODE §25249.5 ET SEQ.; CERTIFICATE OF MERIT** on each of the parties on the Service List attached hereto by placing a true and correct copy thereof in a sealed envelope, addressed to each of the parties on the **Service List attached hereto**, and depositing it with the U.S. Postal Service for delivery by Priority Mail.

Executed on December 23, 2010, in Fort Oglethorpe, Georgia.



Chris Heptinstall

Service List

District Attorney, Alameda County
1225 Fallon Street, Room 900
Oakland, CA 94612

District Attorney, Alpine County
P.O. Box 248
Markleeville, CA 96120

District Attorney, Amador County
708 Court Street, #202
Jackson, CA 95642

District Attorney, Butte County
25 County Center Drive
Oroville, CA 95965

District Attorney, Calaveras County
891 Mountain Ranch Road
San Andreas, CA 95249

District Attorney, Colusa County
547 Market Street
Colusa, CA 95932

District Attorney, Contra Costa County
900 Ward Street
Martinez, CA 94553

District Attorney, Del Norte County
450 H Street, Ste. 171
Crescent City, CA 95531

District Attorney, El Dorado County
515 Main Street
Placerville, CA 95667

District Attorney, Fresno County
2220 Tulare Street, #1000
Fresno, CA 93721

District Attorney, Glenn County
Post Office Box 430
Willows, CA 95988

District Attorney, Humboldt County
825 5th Street
Eureka, CA 95501

District Attorney, Imperial County
939 West Main Street, Ste 102
El Centro, CA 92243

District Attorney, Inyo County
230 W. Line Street
Bishop, CA 93514

District Attorney, Kern County
1215 Truxtun Avenue
Bakersfield, CA 93301

District Attorney, Kings County
1400 West Lacey Boulevard
Hanford, CA 93230

District Attorney, Lake County
255 N. Forbes Street
Lakeport, CA 95453

District Attorney, Lassen County
220 South Lassen Street, Ste. 8
Susanville, CA 96130

District Attorney, Los Angeles County
210 West Temple Street, Rm 345
Los Angeles, CA 90012

District Attorney, Madera County
209 West Yosemite Avenue
Madera, CA 93637

District Attorney, Marin County
3501 Civic Center, Room 130
San Rafael, CA 94903

District Attorney, Mariposa County
Post Office Box 730
Mariposa, CA 95338

District Attorney, Mendocino County
Post Office Box 1000
Ukiah, CA 95482

District Attorney, Merced County
2222 M Street
Merced, CA 95340

District Attorney, Modoc County
204 S Court Street, Room 202
Alturas, CA 96101-4020

District Attorney, Mono County
Post Office Box 617
Bridgeport, CA 93517

District Attorney, Monterey County
230 Church Street, Bldg 2
Salinas, CA 93901

District Attorney, Napa County
931 Parkway Mall
Napa, CA 94559

District Attorney, Nevada County
110 Union Street
Nevada City, CA 95959

District Attorney, Orange County
401 Civic Center Drive West
Santa Ana, CA 92701

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District Attorney, Placer County
10810 Justice Center Drive, Ste 240
Roseville, CA 95678

District Attorney, Plumas County
520 Main Street, Room 404
Quincy, CA 95971

District Attorney, Riverside County
4075 Main Street, 1st Floor
Riverside, CA 92501

District Attorney, Sacramento County
901 "G" Street
Sacramento, CA 9581

District Attorney, San Benito County
419 Fourth Street, 2nd Floor
Hollister, CA 95023

District Attorney, San Bernardino County
316 N. Mountain View Avenue
San Bernardino, CA 92415-0004

District Attorney, San Diego County
330 West Broadway, Room 1300
San Diego, CA 92101

District Attorney, San Francisco County
850 Bryant Street, Room 325
San Francisco, CA 94103

District Attorney, San Joaquin County
Post Office Box 990
Stockton, CA 95201

District Attorney, San Luis Obispo County
1050 Monterey Street, Room 450
San Luis Obispo, CA 93408

District Attorney, San Mateo County
400 County Ctr., 3rd Floor
Redwood City, CA 94063

District Attorney, Santa Barbara County
1105 Santa Barbara Street
Santa Barbara, CA 93101

District Attorney, Santa Clara County
70 West Hedding Street
San Jose, CA 95110

District Attorney, Santa Cruz County
701 Ocean Street, Room 200
Santa Cruz, CA 95060

District Attorney, Shasta County
1525 Court Street, Third Floor
Redding, CA 96001-1632

District Attorney, Sierra County
PO Box 457
Downieville, CA 95936

District Attorney, Siskiyou County
Post Office Box 986
Yreka, CA 96097

District Attorney, Solano County
675 Texas Street, Ste 4500
Fairfield, CA 94533

District Attorney, Sonoma County
600 Administration Drive, Room 212J
Santa Rosa, CA 95403

District Attorney, Stanislaus County
832 12th Street, Ste 300
Modesto, CA 95353

District Attorney, Sutter County
446 Second Street
Yuba City, CA 95991

District Attorney, Tehama County
Post Office Box 519
Red Bluff, CA 96080

District Attorney, Trinity County
Post Office Box 310
Weaverville, CA 96093

District Attorney, Tulare County
221 S. Mooney Avenue, Room 224
Visalia, CA 93291

District Attorney, Tuolumne County
423 N. Washington Street
Sonora, CA 95370

District Attorney, Ventura County
800 South Victoria Avenue
Ventura, CA 93009

District Attorney, Yolo County
301 2nd Street
Woodland, CA 95695

District Attorney, Yuba County
215 Fifth Street
Marysville, CA 95901

Los Angeles City Attorney's Office
City Hall East
200 N. Main Street, Rm 800
Los Angeles, CA 90012

San Diego City Attorney's Office
1200 3rd Avenue, Ste 1620
San Diego, CA 92101

San Francisco City Attorney's Office
City Hall, Room 234
1 Drive Carlton B Goodlett Place
San Francisco, CA 94102

San Jose City Attorney's Office
200 East Santa Clara Street
San Jose, CA 95113

PROOF OF SERVICE

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I, Gideon Kracov, being duly sworn, deposes and says:

I am a citizen of the United States and work in Los Angeles County, California. I am over the age of eighteen years and am not a party to the within entitled action. My business address is: 801 S. Grand Ave., 11th Fl., LA, CA 90017. On 8/1, 2011, I served this list of persons with the following documents: FIRST AMENDED COMPLAINT

The documents were served on:

Todd Harrison
Venable LLC
575 7th Street, NW
Washington, DC 20004

x by placing a true copy thereof enclosed in a sealed envelope, with postage thereon fully prepaid, in the United States Post Office mail box at 801 S. Grand Ave., Los Angeles, California, addressed as set forth above. I am readily familiar with my firm's practice of collection and processing correspondence for mailing. It is deposited with the U.S. Postal Service on the same day in the ordinary course of business. I am aware that on motion of party served, service is presumed invalid if postal cancellation date of postage meter date is more than 1 day after date of deposit for mailing in affidavit.

I declare under penalty of perjury, according to the laws of the State of California, that the foregoing is true and correct.

Executed this 8/1, 2011 at Los Angeles, California.



Gideon Kracov