

1 GIDEON KRACOV (SBN 179815)
801 S. Grand Avenue, Ste. 1100
2 Los Angeles, CA 90017
213.629.2071
3 FAX 213.623.7755
gk@gideonlaw.net
4

CONFORMED COPY
ORIGINAL FILED
Superior Court of California
County of Los Angeles

JAN 05 2012

5 Attorneys for Plaintiff
ENVIRONMENTAL RESEARCH CENTER
6
7

John A. Clarke, Executive Officer/Clerk
By K. Tollack, Deputy
KATHLEEN TOLLACK

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 COUNTY OF LOS ANGELES
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11 ENVIRONMENTAL RESEARCH CENTER, a) Case No. BC 472377
non-profit California corporation,)
12) Hon: Sousann G. Bruguera
Plaintiff,)
13) ~~[PROPOSED]~~ ORDER APPROVING
14 S.A.N. NUTRITION CORPORATION; DOES) CONSENT JUDGMENT
1 through 10,)
15) Health & Safety Code §25249.5, *et seq.*
Defendants.)
16) Date: 1/5/12
17) Time: 10:00 a.m.
18) Dept.: 71
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1 Plaintiff Environmental Research Center's Motion for Court Approval of the Consent
2 Judgment came on regularly for hearing before this Court on January 5, 2012, the Honorable
3 Sousann G. Bruguera, presiding, with attorneys for all parties in that case having had the
4 opportunity to be heard by this Court. After considering the proposed Consent Judgment
5 between Plaintiff and Defendant S.A.N. NUTRITION CORPORATION, the moving papers,
6 declarations, pleadings, oral arguments and all other relevant documents in the court file, and
7 any other matters presented to this Court, and GOOD CAUSE APPEARING THEREFORE,
8 this Court GRANTS the Motion for Court Approval of the Consent Judgment, and makes the
9 following findings pursuant to California Health & Safety Code section 25249.7(f) and 11 Cal.
10 Code Regs. section 3201, *et seq.*:

- 11 1. The warning required by the Consent Judgment complies with Proposition
12 65;
- 13 2. The awards of attorney's fees and costs provided in the Consent Judgment
14 are reasonable under California law;
- 15 3. The penalties provided by the Consent Judgment are reasonable; and
- 16 4. The Consent Judgment is in the public interest.

17 Therefore, for the foregoing reasons, the Consent Judgment shall be entered as the
18 Judgment of this Court.

19 IT IS SO ORDERED.

20
21 DATE: Jan. 5, 2012

22 Soussan G. Bruguera
23 Honorable Sousann G. Bruguera
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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 1/4, 2012, I served this list of persons with the following documents: **[PROPOSED] ORDER APPROVING CONSENT JUDGMENT**

The documents were served on:

Ed Salem
THE SALEM LAW FIRM
A Professional Law Corporation
2001 Wilshire Blvd., Suite 305
Santa Monica, CA 90403

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 1/4, 2012 at Los Angeles, California.



Gideon Kracov

REC'D

OCT 28 2011
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CONFORMED COPY
ORIGINAL FILED
Superior Court of California
County of Los Angeles

JAN 05 2012

John A. Clarke, Executive Officer/Clerk
By K. TOLLACK, Deputy
KATHLEEN TOLLACK

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7 Attorneys for Plaintiff
8 ENVIRONMENTAL RESEARCH CENTER

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

11 ENVIRONMENTAL RESEARCH CENTER, a) Case No. BC 472377
12 non-profit California corporation,)
13 Plaintiff,) Hon: SOUSANN G. BRUGUERA
14 S.A.N. NUTRITION CORPORATION; DOES) ~~PROPOSED~~ STIPULATED CONSENT
15 1 through 10;) JUDGMENT
16 Defendants.)
17)
18)

19 IT IS HEREBY STIPULATED AND AGREED by the Parties hereto, as follows:

20 WHEREAS:

21 A. ENVIRONMENTAL RESEARCH CENTER ("ERC") is a citizen enforcer of
22 California Health and Safety Code § 25249.6 *et seq.* ("**Proposition 65**") and is a non-profit
23 corporation organized under California's Non-Profit Public Benefit Corporation Law;

24 B. Defendant S.A.N. NUTRITION CORPORATION ("SAN or "**Defendant**") is a
25 corporation organized under the laws of the State of Nevada with its principal place of business
26 in the State of California and a person doing business within the meaning of H&S Code

[PROPOSED] STIPULATED CONSENT JUDGMENT

1 §25249.11 with an office at 716 N. Ventura Road, #431, Oxnard, CA 93030. **Parties**” or
2 “**Party**” means ERC and/or SAN. The name of the Products covered under this Consent
Judgment are:

3 SAN Corporation Tribuvar

4 SAN Corporation Endotest Pro

5 SAN Corporation Shredded

6 SAN Corporation Bioactive Myotein Rich Chocolate Delight

SAN Corporation Infusion Chocolate Peanut Butter (the “**Products**”)

7 This Consent Judgment shall apply to the Products if they are reformulated, relabeled, or
8 repackaged pursuant to the terms of this Consent Judgment. Any other SAN products are not
subject to the injunctive provisions herein, and are not covered by the release of liability herein.
9 ERC agrees to provide SAN with 15 days prior written notice before testing any such other SAN
products;

10 C. On February 27, 1987, the State of California officially listed the chemical lead as a
11 chemical known to cause reproductive toxicity, pursuant to California Health and Safety Code §
12 25249.8;

13 D. On October 1, 1992, the State of California officially listed the chemicals lead and
14 lead compounds as chemicals known to cause cancer, pursuant to California Health and Safety
15 Code § 25249.8;

16 E. The Products have allegedly been manufactured and/or sold by or on behalf of SAN
17 for use in California since at least November 2009;

18 F. On November 23, 2010, ERC served SAN and each of the appropriate public
19 enforcement agencies with a document entitled "60-Day Notice" that provided notice that
20 Defendant was in violation of Proposition 65 for failing to warn purchasers and individuals using
21 the Products that the use of the Products exposes them to lead, a chemical known to the State of
22 California to cause cancer and/or reproductive toxicity (“**Prop. 65 Notice**”) (a copy of the 60-
23 Day Notice is attached hereto as **Exhibit A**);

24 G. The Action was brought by ERC in the public interest at least sixty (60) days after
25

1 ERC provided notice of the Proposition 65 violations to Defendant and the appropriate public
2 enforcement agencies and none of the public enforcement agencies had commenced and begun
3 diligently prosecuting an action against Defendant for such violations;

4 H. For purposes of this Consent Judgment only, the Parties stipulate that this Court
5 has jurisdiction over the subject matter of this action and personal jurisdiction over the Parties,
6 that venue is proper in this Court, and that this Court has jurisdiction to enter a Consent
7 Judgment pursuant to the terms set forth herein;

8 I. The Parties enter into this Consent Judgment to settle disputed claims between
9 them and to avoid prolonged litigation. By execution of this Consent Judgment, Defendant does
10 not admit any violations or the applicability of Proposition 65 whether in law or equity. Except
11 for the representations made above, nothing in this Consent Judgment shall be construed as an
12 admission by Defendant or Plaintiff of any fact, issue of law, or violation of law, or equity, nor
13 shall compliance with this Consent Judgment constitute or be construed as an admission by
14 Defendant or Plaintiff of any fact, issue of law, or violation of law;

15 J. Except as expressly provided herein, nothing in this Consent Judgment shall
16 prejudice, waive or impair any right, remedy or defense the Parties may have in any other or
17 further legal proceeding. This paragraph shall not diminish or otherwise affect the obligations,
18 responsibilities, and duties of any Party to this Consent Judgment; and

19 K. The “**Effective Date**” of this Consent Judgment shall be the date upon which this
20 Consent Judgment is entered by the Court.

21 **NOW, THEREFORE**, in consideration of the promises, covenants and agreements herein
22 contained, the sufficiency and adequacy of which is hereby acknowledged by the Parties:

23
24 1. **Injunctive Relief.** On and after the Effective Date of this Consent Judgment,
25 Defendant shall not manufacture for sale in the State of California, distribute into the State of

1 California, or directly sell Tribuvar, Shredded or Endotest Pro in the State of California unless
2 each such unit of the Product bears the following warning statement on its individual unit label
3 packaging or by sticker securely affixed on the bottle cap:

4 **WARNING: This product contains lead, a substance known to the State of**
5 **California to cause birth defects or other reproductive harm.**

6 or is labeled as follows:

- 7 A. Tribuvar – 1 capsule a day “Do not exceed recommended dosage”
8 B. Endotest Pro – 3 capsules a day “Do not exceed recommended dosage”
9 C. Shredded – 3 capsules a day “Do not exceed recommended dosage”
10

11 This Section shall not apply to Tribuvar, Shredded or Endotest Pro already in the possession of
12 Defendant’s customers or vendors prior to the Effective Date.

13 2. On and after the Effective Date of this Consent Judgment, Defendant shall not
14 manufacture for sale in the State of California, distribute into the State of California, or directly
15 sell in the State of California Bioactive Myotein Rich Chocolate Delight unless the Product bears
16 the following warning statement on its individual unit label packaging or sticker securely affixed
17 on the bottle cap:

18 **WARNING: This product contains lead, a substance known to the State of**
19 **California to cause birth defects or other reproductive harm.**

20 This Section shall not apply to Bioactive Myotein Rich Chocolate Delight already in the
21 possession of Defendant’s customers or vendors prior to the Effective Date.

22 3. On and after six months from the Effective Date of this Consent Judgment,
23 Defendant shall not manufacture for sale in the State of California, distribute into the State of
24 California, or directly sell in the State of California Infusion Chocolate Peanut Butter unless 1)

1 the Product bears the following warning statement on its individual unit label packaging or
2 sticker on securely affixed on the bottle cap:

3 **WARNING: This product contains lead, a substance known to the State of**
4 **California to cause birth defects or other reproductive harm.**

5 or 2) the maximum dose recommended on the Product's label is shown in compliance with
6 Sections 5 and 6 of this Consent Judgment to contain less than 0.5 micrograms (mcg) of lead,
7 excluding: a) the amounts of naturally occurring lead in the ingredients listed in accordance with
8 the Attorney General's Stipulation Modifying Consent Judgments in *People v. Warner Lambert*
9 *et al.* (San. Fran. Sup. Ct. Case No. 984503) or b) excess exposure caused solely by "naturally
10 occurring" lead at the "lowest level currently feasible," as set forth in 27 California Code of
11 Regulations § 25501(a).

12
13 4. The warning statement set forth in Sections 1, 2 and 3 shall be prominent and
14 displayed securely on either the cap, the unit packaging, or by a securely affixed hang tag on the
15 Products with such conspicuousness, as compared with other words, statements, or designs so as
16 to render it likely to be read and understood by an ordinary individual purchasing or using the
17 Products.

18
19 5. Should Defendant, after six months have passed from the Effective Date of this
20 Consent Judgment, continue to manufacture, distribute or directly sell in the State of California
21 Infusion Chocolate Peanut Butter pursuant to Section 3 of this Consent Judgment, at least 45
22 days beforehand and for the first two years thereafter, Defendant shall provide any test results for
23 the Product and related documentation to ERC within 30 working days of completion of the
24 testing; thereafter upon written request from ERC, and shall retain all test results and
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1 documentation from the date testing commenced.

2 6. All testing pursuant to this Consent Judgment shall be performed by a laboratory
3 certified by the California Environmental Laboratory Accreditation Program for the analysis of
4 heavy metals or a laboratory that is approved by, accredited by, or registered with the United
5 States Food & Drug Administration for the analysis of heavy metals. The method of selecting
6 samples for testing must comply with the regulations of the Food and Drug Administration as set
7 forth in Title 21, Part 111, Subpart E of the Code of Federal Regulations, including section
8 111.80(c). Testing for lead shall be performed using Inductively Coupled Plasma-Mass
9 Spectrometry (ICP-MS) and closed-vessel, microwave-assisted digestion employing high-purity
10 reagents¹ or any other testing method agreed upon in writing by the parties. Nothing in this
11 Consent Judgment shall limit Defendant's ability to conduct, or require that others conduct,
12 additional testing of the Products, including the raw materials used in their manufacture. This
13 Consent Judgment, including the testing and sampling methodology set forth in this paragraph, is
14 the product of negotiation and compromise, and is accepted by the parties for purposes of
15 settling, compromising, and resolving issues disputed in this action, including future compliance
16 by Defendant with this Consent Judgment, and shall not be used for any other purpose, or in any
17 other matter and, except for the purpose of determining future compliance with this Consent
18 Judgment, shall not constitute an adoption or employment of a method of analysis for a listed
19 chemical in a specific medium as set forth in 27 California Code of Regulations § 25900(g). As
20 to lead in the Products, compliance with the Consent Judgment constitutes compliance with
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25 ¹ See Mindak, W.R., Cheng, J., Canas, B.J., & Bolger, P.M. Lead in Women's and

1 Proposition 65.

2 7. **Civil Penalty Assessment.** Defendant agrees to pay a civil penalty in the amount
3 of \$5,000.00 pursuant to Health & Safety Code §25249.7(b). Plaintiff ERC shall remit 75% of
4 this amount to the State of California pursuant to Health & Safety Code §25192.

5 8. **Payment In Lieu of Further Civil Penalties.** Defendant agrees to make an
6 additional payment in lieu of further civil penalties in the amount of \$21,000.00 to ERC for
7 projects to reduce exposures to toxic chemicals, and to increase consumer, worker and
8 community awareness of the health hazards posed by toxic chemicals.

9 9. **Reimbursement of Plaintiff's Fees and Costs.** Defendant agrees to reimburse
10 Plaintiff's reasonable investigative, expert and attorneys' fees and costs incurred as a result of
11 investigating and bringing this matter to the attention of Defendant, and negotiating a settlement
12 in the public interest; these fees and costs total \$24,000.00.

13 10. **Payment Schedule.** Pursuant to Sections 7 , 8 and 9 herein, Defendant agrees to
14 remit the total amount of \$50,000.00 to Plaintiff, payable to: the "Law Offices of Gideon Kracov
15 Client Trust Account" and remitted to the Law Office of Gideon Kracov at the law firm's address
16 noted in the Notice provision below. The schedule for the payment of these funds shall be as
17 follows: (a) an initial payment of \$12,500.00 within 5 days of the filing of the Motion to Approve
18 this Consent Judgment (to be held in trust by ERC until approval of this Consent Judgment and if
19 this Consent Judgment becomes null and void, or is not approved by the Court within ninety (90)
20 days of its execution by all Parties, ERC shall refund all sums paid by the Defendant pursuant
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25 Children's Vitamins, J. Agric. Food Chem. 2008, 56, 6892-96.

26 [PROPOSED] STIPULATED CONSENT JUDGMENT

1 paragraphs 7, 8, 9, and 10 within fifteen (15) days of written notice to ERC by Defendant that a
2 refund is due); and, if this Consent Judgment is approved, (b) \$10,00.00 payment each for three
3 consecutive months thereafter (to be held in trust by ERC until approval of this Consent
4 Judgment), c) a final payment of \$7,500.00 within 30 days thereafter (to be held in trust by ERC
5 until approval of this Consent Judgment). In the event that any payments owed under this
6 Consent Judgment is not remitted on or before its due date, Defendant shall be deemed to be in
7 default of its obligations under this Consent Judgment. Plaintiff shall provide written notice to
8 Defendant of any default; if Defendant fails to remedy the default within two (2) business days of
9 such notice, then all future payments due hereunder shall become immediately due and payable,
10 with the prevailing federal funds rate applying to all interest accruing on unpaid balances due
11 hereunder, beginning on the due date of the funds in default.

12
13 **11. Plaintiff's Release of Defendant; includes A "Downstream and Upstream**
14 **Release."** Plaintiff, acting on behalf of itself and acting on behalf of the general public, and
15 subject to the Parties' compliance with all terms of this Consent Judgment, permanently and fully
16 releases SAN, its parents, subsidiaries, affiliates (including those companies that are under
17 common ownership and/or common control), shareholders, directors, members, officers,
18 employees, and attorneys, all DOES, downstream distributors, downstream retailers, downstream
19 customers, and upstream suppliers (including manufacturers of the Products, suppliers of the
20 Products, and suppliers of the raw materials of the Products), and each entity to whom it directly
21 or indirectly distributed or sold the Products, including but not limited to distributors,
22 wholesalers, customers, retailers, franchisees, and any other person or entity in the course of
23 doing business who distributed, marketed or sold the products, from all claims of any nature
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1 asserted in the Prop. 65 Notice.

2 12. **Release of Environmental Research Center.** SAN, by this Consent Judgment,
3 waives all rights to institute any form of legal action against ERC for all actions or statements
4 made or undertaken by ERC in the course of seeking enforcement of Proposition 65 against the
5 Defendant by means of the Prop. 65 Notice.
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7 13. **Motion for Approval of Consent Judgment/Notice to the California Attorney**
8 **General's Office.** Upon execution of this Consent Judgment by the Parties, Plaintiff shall notice
9 a Motion for Approval & Entry of Consent Judgment in the Los Angeles Superior Court pursuant
10 to 11 California Code of Regulations §3000, *et seq.* This motion shall be served upon all of the
11 Parties to the Action and upon the California Attorney General's Office. In the event that the
12 Court fails to approve and order entry of the Consent Judgment, this Consent Judgment shall
13 become null and void upon the election of any Party as to them and upon written notice to all of
14 the Parties to the Action pursuant to the notice provisions herein. Defendant and ERC shall use
15 their best efforts to support entry of this Consent Judgment in the form submitted to the Office of
16 the Attorney General. If the Attorney General objects in writing to any term in this Consent
17 Judgment, the Parties shall use best efforts to resolve the concern in a timely manner and prior to
18 the hearing on the motion to approve this Consent Judgment. If the Attorney General elects to
19 file papers with the Court stating that the People shall appear at the hearing for entry of this
20 Consent Judgment so as to oppose entry of the Consent Judgment, then a party may withdraw
21 from this Consent Judgment prior to the date of the hearing, with notice to all Parties and the
22 Attorney General, and upon such notice this Consent Judgment shall be null and void and any
23 payments made pursuant to Section 10 of this Consent Judgment shall be promptly returned to
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26 [PROPOSED] STIPULATED CONSENT JUDGMENT

1 ERC.

2 14. **Severability.** In the event that any of the provisions of this Consent Judgment are
3 held by a court to be unenforceable, the validity of the enforceable provisions shall not be
4 adversely affected.

5 15. **Enforcement.** In the event that a dispute arises with respect to any of the
6 provisions of this Consent Judgment, this Consent Judgment may be enforced pursuant to Code
7 of Civil Procedure § 664.6 or any other valid provision of law. The prevailing party in any such
8 dispute shall be awarded all reasonable fees and costs incurred. The court shall retain
9 jurisdiction over this Consent Judgment and the Products which are the subject on this Consent
10 Judgment.

11 16. **Governing Law.** The terms of this Consent Judgment shall be governed by the
12 laws of the State of California.

13 17. **Notices.** All correspondence and notices required to be provided under this
14 Consent Judgment shall be in writing and shall be sent by first class registered or certified mail
15 addressed as follows. All correspondence to ERC shall be mailed to:

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19 Environmental Research Center
20 5694 Mission Center Road, #199
21 San Diego, CA 92108

22 And to:

23 Gideon Kracov
24 801 S. Grand Ave., 11th Fl.
25 Los Angeles, CA 90017

26 All correspondence to Defendant shall be mailed to:

1 S.A.N Nutrition Corp
2 716 N. Ventura Rd. #431
3 Oxnard, CA 93030

4 And to:

5 Edmond E. Salem, Esq.
6 The Salem Law Firm, APLC
7 2001 Wilshire Blvd., Suite 305
8 Santa Monica, CA 90403

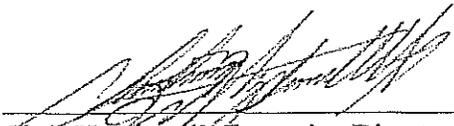
9 18. **Integration & Modification.** This Consent Judgment, together with the Exhibits
10 hereto which are specifically incorporated herein by this reference, constitutes the entire
11 agreement between the Parties relating to the rights and obligations herein granted and assumed,
12 and supersedes all prior agreements and understandings between the Parties. This Consent
13 Judgment may be modified only upon the written agreement of the Parties.

14 19. **Counterparts.** This Consent Judgment may be executed in counterparts, each of
15 which shall be deemed an original, and all of which, when taken together, shall constitute one
16 and the same document.

17 20. **Authorization.** The undersigned are authorized to execute this Consent
18 Judgment on behalf of their respective Parties and have read, understood, and agree to all of the
19 terms and conditions of this Consent Judgment.

20 DATED: 10/26/11

By:


Chris Heptinstall, Executive Director
ENVIRONMENTAL RESEARCH CENTER

21 DATED: _____

By:

Matt Boldt, President
S.A.N. NUTRITION CORPORATION

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26 [PROPOSED] STIPULATED CONSENT JUDGMENT

S.A.N Nutrition Corp
716 N. Ventura Rd. #431
Oxnard, CA 93030

And to:

Edmond E. Salem, Esq.
The Salem Law Firm, APLC
2001 Wilshire Blvd., Suite 305
Santa Monica, CA 90403

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20. **Authorization.** The undersigned are authorized to execute this Consent Judgment on behalf of their respective Parties and have read, understood, and agree to all of the terms and conditions of this Consent Judgment.

DATED: _____

By: _____

Chris Heptinstall, Executive Director
ENVIRONMENTAL RESEARCH CENTER

DATED: 10/25/11

By: _____

Matt Boldt, President
S.A.N. NUTRITION CORPORATION

1 IT IS SO ORDERED.

2 Dated: Jan. 5, 2012

Soussan G. Bruguera

3 _____
Judge of the Superior Court

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5 **EXHIBIT A - November 23, 2010 Prop. 65 Notice**

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26 [PROPOSED] STIPULATED CONSENT JUDGMENT

EXHIBIT A

Prop 65. Notice

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Environmental Research Center

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

November 23, 2010

VIA CERTIFIED MAIL

Current CEO or President
S.A.N. Nutrition Corp.
716 N Ventura Road Suite 431
Oxnard, CA 93030

Current CEO or President
S.A.N. Nutrition Corp.
2400 Sturgis Road
Oxnard, CA 93030

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 S.A.N. Nutrition 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 S.A.N. Nutrition Corp.

This letter constitutes notification that S.A.N. Nutrition Corp., located at 716 N. Ventura Road, Suite 431, Oxnard, CA 93030; and 2400 Sturgis Road, Oxnard, CA 94612, has 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, this Company has 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 November 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.

S.A.N. Nutrition Corp. is exposing people to lead from the following products:

San Corporation TRIBUVAR 90 Capsules
San Corporation ENDOTEST PRO 90 Capsules
San Corporation Shredded 70 Capsules
San Corporation Bioactive Myotein Rich Chocolate Delight 2.65 lbs
San Corporation Infusion Chocolate Peanut Butter

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. S.A.N. Nutrition Corp. is 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.

~~Based on the allegations set forth in this Notice, ERC intends to file a citizen enforcement action against~~ S.A.N. Nutrition Corp. unless it agrees in an enforceable written instrument to: 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.

Notice of Violations of California Health & Safety Code §25249.5 *et seq.*

November 23, 2010

Page 3

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 S.A.N. Nutrition Corp. 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 S.A.N. Nutrition 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: November 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 November 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
S.A.N. Nutrition Corp.
716 N Ventura Road Suite 431
Oxnard, CA 93030

Current CEO or President
S.A.N. Nutrition Corp.
2400 Sturgis Road
Oxnard, CA 93030

On November 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 November 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 November 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

Notice of Violations of California Health & Safety Code §25249.5 *et seq.*

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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 10/28, 2011, I served this list of persons with the following documents: **[PROPOSED] STIPULATED JUDGMENT; NOTICE OF MOTION AND MOTION TO APPROVE; DECLS. OF KRACOV AND HEPTINSTALL**

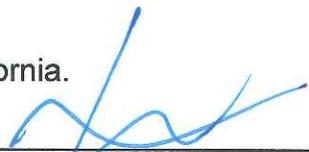
The documents were served on:

Ed Salem
THE SALEM LAW FIRM
A Professional Law Corporation
2001 Wilshire Blvd., Suite 305
Santa Monica, CA 90403

✓ 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 10/28, 2011 at Los Angeles, California.



Gideon Kracov