60-DAY NOTICE OF VIOLATION

SENT IN COMPLIANCE WITH CALIFORNIA HEALTH & SAFETY CODE §25249.7(d)

February 7, 2003

To: California Attorney General's Office;
District Attorney's Office for 58 Counties;
City Attorneys for San Francisco, San Diego, San Jose, Sacramento and Los Angeles;
John Meyer, President – B&F System, Inc.
Steve A. Burd, President – Safeway, Inc.

From: Dr. Whitney R. Leeman

INTRODUCTION

My name is Whitney R. Leeman. I hold a Doctor of Philosophy degree in Environmental Engineering. I am a citizen of California acting in the interest of the general public. I seek to promote awareness of exposures to toxic chemicals in products sold in California and, if possible, to improve human health by reducing hazardous substances contained in such items. This letter is provided to the parties listed above pursuant to California Health & Safety Code §25249.6 et seq. ("Proposition 65"). As required, notice is also being provided to the violators, B&F System, Inc. and Safeway, Inc. (the "Violators"). The violations covered by this notice consist of the routes of exposures and type of harm potentially resulting from such exposure to the following toxic chemical or chemicals ("listed chemicals"):

LISTED CHEMICALS	ROUTES OF EXPOSURE	TYPES OF HARM
Lead and lead compounds (hereafter "lead")	Ingestion, Dermal	Birth Defects and Other Reproductive Harm

NATURE OF ALLEGED VIOLATION (PRODUCT EXPOSURE)

The specific type or types of products (hereafter the "products") that are causing consumer and occupational exposures in violation of Proposition 65 (and that are covered by this notice) are listed on Exhibit A. The Violators' sales of these glassware products have been occurring from February 7, 2000 to the present. As a result of the sales of these products, exposures to the listed chemicals have been occurring without clear and reasonable warnings as required by Proposition 65. Without proper warnings regarding the toxic effects of exposures to the listed chemicals produced by the products,

California citizens lack the information necessary to make informed decisions on whether and how to eliminate (or reduce) the risk of exposure to the toxic chemicals from reasonably foreseeable use of the products.

CONSUMER PRODUCT EXPOSURE

California consumers, through the act of buying, acquiring or utilizing the products, are exposed to the listed chemicals. For example, exposures occur when California citizens use, display, clean, repair, pack, unpack, assemble, disassemble, arrange, store or otherwise handle the products. These tasks cause consumers to be exposed through the routine touching of the parts or portions of the products containing readily available surface lead/lead compounds. Additionally, exposure can occur through the routine touching of other materials that are contaminated with the lead/lead compounds as a result of these tasks. People likely to be exposed include both children and adults.

OCCUPATIONAL EXPOSURE

Similarly, men and women in California use the products as a part of their jobs and are, therefore, subject to occupational exposures to the listed chemicals. Employees are exposed at the California business locations of the apparent manufacturer, distributor and retailer (and their agents, assigns and divisions) as well as all other California locations where the products, or the component parts thereof that include the listed chemicals, are used, packed, unpacked, labeled, assembled, disassembled, arranged, displayed, cleaned, stocked, stored, repaired or otherwise handled. These tasks cause employee exposure though the routine touching of the parts or portions of the products containing readily available surface lead/lead compounds. Additionally, exposure can occur through the routine touching of other materials that are contaminated with the lead/lead compounds as a result of these tasks. These products are also used by sole proprietors and other persons in settings not covered by the OSH Act. This notice alleges the violation of Proposition 65 with respect to occupational exposure governed by the California State Plan for Occupational Safety and Health. The State Plan incorporates the provisions of Proposition 65, as approved by Federal OSHA on June 6, 1997. This approval specifically placed certain conditions with regard to occupational exposures on Proposition 65, including that it does not apply to the conduct of manufacturers occurring outside the State of California. The approval also provides that an employer may use the means of compliance in the general hazard communication requirement to comply with Proposition 65. It also requires that supplemental enforcement is subject to the supervision of the California Occupational Safety and Health Administration. Accordingly, any settlement, civil complaint, or substantive court orders in this matter must be submitted to the Attorney General.

CONTACT INFORMATION

Please direct all questions concerning this notice to my counsel at the following address:

Gregory M. Sheffer, Esq.
Sheffer & Chanler LLP
160 Sansome Street, 2nd Floor
San Francisco, CA 94104
Telephone: (415) 434-9111
Facsimile: (415) 434-9115

PROPOSITION 65 INFORMATION

For general information concerning the provisions of Proposition 65, please feel free to contact the Office of Environmental Health Hazard Assessment's Proposition 65 Implementation Office at (916) 445-6900. For the Violators' reference, I have attached a copy of "Proposition 65: A Summary" which has been prepared by OEHHA.

ADDITIONAL NOTICE INFORMATION

THIS INFORMATION IS NOT REQUIRED TO BE PROVIDED UNDER CAL. CODE REGS., TITLE 22 § 12903(b)(4).

A specific example of the type of offending product identified herein (#024409141164) was recently purchased and witnessed being available for purchase or use in California at retail stores owned or controlled by Safeway, Inc. in Contra Costa County, Northern California. Based on publicly available information, B&F System, Inc. is the manufacturer and Safeway, Inc. is a retailer of the products at issue.

EXHIBIT A

PRODUCTS	TOXINS
Beverage Glasses, and Other Glassware with Colored Designs on the Exterior (containing lead)	Lead and lead compounds

**Such as 17oz. Lg Beverage Glass #024409141164*

** This specifically identified example of the type of product subject to this Notice is for the recipient's benefit and is not meant to be an exhaustive or comprehensive identification of each specific offending product.*

PROOF OF SERVICE

I, the undersigned, declare under penalty of perjury:

I am a citizen of the United States, over the age of 18 years, and not a party to the within action; my business address is 160 Sansome Street, 2nd Floor, San Francisco, CA 94104.

On February 7, 2003, I served the following document:

60-DAY NOTICE OF VIOLATION SENT IN COMPLIANCE WITH HEALTH & SAFETY CODE §25249.7(d);

CERTIFICATE OF MERIT; AND

CERTIFICATE OF MERIT ATTACHMENTS (SERVED ONLY ON THE ATTORNEY GENERAL)

served on the Violators listed below via 2nd Day Air Service by placing a true and correct copy in a sealed envelope, addressed to each Violator and placing each envelope in a United Parcel Service Drop-Off Box:

John Meyer, President
B&F System, Inc.
3920 S. Walton Walker Blvd.
Dallas, TX 75236

Steven A. Burd, President
Safeway, Inc.
5918 Stoneridge Mall Road
Pleasanton, CA 94588-3229

as well as providing copies of the notice to the public enforcers by placing a true and correct copy in a sealed envelope, addressed to each party listed below, and served as follows:

Via 2nd Day Air Service by placing such envelope in a UPS Drop-Off Box:	The Attorney General of the State of California;
By placing each envelope in a United States Postal Service mailbox, first class postage prepaid:	The District Attorney for Each of the 58 counties in California; and The City Attorney for Los Angeles, San Diego, San Jose, San Francisco and Sacramento;

A list of addresses for each of these recipients is attached.

Executed on February 7, 2003, at San Francisco, California.

The Honorable Tom Orloff
Alameda County District Attorney
1225 Fallon Street, Room 900
Oakland, CA 94612

The Honorable Todd Riebe
Amador County District Attorney
708 Court Street, #202
Jackson, CA 95642

The Honorable L. Alan Turner
Alpine County District Attorney
P.O. Box 248
Markleeville, CA 96120

The Honorable Michael Ramsey
Butte County District Attorney, Admin. Bldg.
25 County Center Drive
Oroville, CA 95965

The Honorable Jeffrey Tuttle
Calaveras County District Attorney
Government Center
San Andreas, CA 95249

The Honorable John R. Poyner
Colusa County District Attorney
547 Market Street
Colusa, CA 95932

The Honorable Gary T. Yancy
Contra Costa County District Attorney
P.O. Box 670
Martinez, CA 94553

Robert J. Drossel
Del Norte County District Attorney
450 H Street
Crescent City, CA 95531

The Honorable Gary Lacy
El Dorado County District Attorney
515 Main Street
Placerville, CA 95667

The Honorable Edward Hunt
Fresno County District Attorney
2220 Tulare Street, #1000
Fresno, CA 93721

The Honorable Robert Holzapfel
Glenn County District Attorney
P.O. Box 430
Willows, CA 95988

The Honorable Terry R. Farmer
Humboldt County District Attorney
825 5th Street
Eureka, CA 95501

The Honorable Gilbert G. Otero
Imperial County District Attorney
939 West Main Street
El Centro, CA 92243

The Honorable Philip McDowell
Inyo County District Attorney
P.O. Drawer D
Independence, CA 93526

The Honorable Edward R. Jagels
Kern County District Attorney
1215 Truxtun Avenue
Bakersfield, CA 93301

The Honorable Ronald Calhoun
Kings County District Attorney
1400 West Lacey Boulevard
Hanford, CA 93230

The Honorable Gary Luck
Lake County District Attorney
255 N. Forbes Street
Lakeport, CA 95453

The Honorable Robert Burns
Lassen County District Attorney
220 S. Lassen Street, Courthouse
Susanville, CA 96130

The Honorable Steve Cooley
Los Angeles County District Attorney
210 West Temple Street, Suite 18000
Los Angeles, CA 90012

The Honorable Ernest LiCalsi
Madera County District Attorney
209 West Yosemite Avenue
Madera, CA 93637

The Honorable Paula Kamena
Marin County District Attorney
3501 Civic Center Drive, Room 183
San Rafael, CA 94903

The Honorable Christine Johnson
Mariposa County District Attorney
P.O. Box 748
Mariposa, CA 95338

The Honorable Norman L. Vroman
Mendocino County District Attorney
P.O. Box 1000
Ukiah, CA 95482

The Honorable Gorden Spencer
Merced County District Attorney
2222 M Street
Merced, CA 95340

The Honorable Tom Buckwalter
Modoc County District Attorney
P.O. Box 1171
Alturas, CA 96101

The Honorable George Booth
Mono County District Attorney
P.O. Box 617
Bridgeport, CA 93517

The Honorable Dean Flippo
Monterey County District Attorney
240 Church Street
Salinas, CA 93901

The Honorable Gary Lieberstein
Napa County District Attorney
931 Parkway Mall
Napa, CA 94559

The Honorable Mike Ferguson
Nevada County District Attorney
201 Church Street, Suite 8
Nevada City, CA 95959

The Honorable Tony Rackauckas
Orange County District Attorney
700 Civic Center Drive West, 2nd Floor
Santa Ana, CA 92701

The Honorable Brad Fennocchio
Placer County District Attorney
11562 B Avenue, DeWitt Center
Auburn, CA 95603

The Honorable James Reichle
Plumas County District Attorney
520 Main Street, Room 404
Quincy, CA 95971

The Honorable Grover C. Trask II
Riverside County District Attorney
4075 Main Street, 1st Floor
Riverside, CA 92501

The Honorable Jan Scully
Sacramento County District Attorney
P.O. Box 749
Sacramento, CA 95814

The Honorable Harry J. Damkar
San Benito County District Attorney
419 4th Street
Hollister, CA 95023-3801

The Honorable Dennis Stout
San Bernadino County District Attorney
316 N. Mountain View Avenue
San Bernadino, CA 92415

The Honorable Paul Pfingst
San Diego District Attorney
330 W. Broadway, Suite 1320
San Diego, CA 92112

The Honorable Terence Hallinan
San Francisco County District Attorney
880 Bryant Street
San Francisco, CA 94103

The Honorable John Phillips
San Joaquin County District Attorney
P.O. Box 990
Stockton, CA 95201

The Honorable Gerald Shea
San Luis Obispo County District Attorney
1050 Monterey Street, Room 450
San Luis Obispo, CA 93408

The Honorable James P. Fox
San Mateo County District Attorney
400 County Center, Third Floor
Redwood City, CA 94063

The Honorable Thomas W. Sneddon, Jr.
Santa Barbara County District Attorney
1105 Santa Barbara Street
Santa Barbara, CA 93101

The Honorable George Kennedy
Santa Clara County District Attorney
70 West Hedding Street, West Wing
San Jose, CA 95110

The Honorable Kate Canlis
Santa Cruz County District Attorney
701 Ocean Street
Santa Cruz, CA 95061

The Honorable McGregor Scott
Shasta County District Attorney
1525 Court Street, Third Floor
Redding, CA 96001

The Honorable Sharon O'Sullivan
Sierra County District Attorney
Courthouse, P.O. Box 457
Downieville, CA 95936

The Honorable Pete Knoll
Siskiyou County District Attorney
P.O. Box 986
Yreka, CA 96097

The Honorable David Paulson
Solano County District Attorney
600 Union Avenue
Fairfield, CA 94533

The Honorable Mike Mullins
Sonoma County District Attorney
600 Administration Drive, Room 212
Santa Rosa, CA 95403

The Honorable Jim Brazelton
Stanislaus County District Attorney
1100 I Street, Room 220 ,P.O. Box 442
Modesto, CA 95353

The Honorable Carl V. Adams
Sutter County District Attorney
446 Second Street
Yuba City, CA 95991

The Honorable Gregg Cohen
Tehama County District Attorney
P.O. Box 519
Red Bluff, CA 96080

The Honorable David L. Cross
Trinity County District Attorney
P.O. Box 310
Weaverville, CA 96093

The Honorable Phil Cline
Tulare County District Attorney
221 S. Mooney Blvd., Ste. 224
Visalia, CA 93291

The Honorable Donald I. Segerstrom
Tuolumne County District Attorney
2 South Green
Sonora, CA 95370

The Honorable Michael Bradbury
Ventura County District Attorney
800 South Victoria Avenue
Ventura, CA 93009

The Honorable David C. Henderson
Yolo County District Attorney
301 Second Street
Woodland, CA 95695

The Honorable Patrick McGrath
Yuba County District Attorney
215 Fifth Street
Marysville, CA 95901

Mr. Rockard.J. Delgadillo
City of Los Angeles City Attorney
200 North Main Street
Los Angeles, CA 90012

San Jose City Attorney's Office
151 West Mission Street
San Jose, CA 95110

The Honorable Casey G. Gwinn
San Diego City Attorney's Office
1200 3rd Avenue, Ste. 1620
San Diego, CA 92101

Samuel L. Jackson
Sacramento City Attorney's Office
980 Ninth Street, 10th Floor
Sacramento, CA 95814

Dennis J. Herrera
San Francisco City Attorney's Office
City Hall, Room 234
San Francisco, CA 94102

Office of the California Attorney General
Proposition 65 Enforcement Reporting
Attention: Prop 65 Coordinator
1515 Clay Street, 20th Floor
P.O. Box 70550
Oakland, CA 94612-0550

CERTIFICATE OF MERIT

Health and Safety Code Section 25249.7(d)

I, Gregory M. Sheffer, hereby declare:

1. This Certificate of Merit accompanies the attached sixty-day notice in which it is alleged the parties identified in the notice has violated Health and Safety Code section 25249.6 by failing to provide clear and reasonable warnings.

2. I am the attorney for the noticing party.

3. I have consulted with one or more persons with relevant and appropriate experience or expertise who has reviewed facts, studies, or other data regarding the ***alleged*** exposure to the listed chemicals that are the subject of this action.

4. Based on the information obtained through those consultations, and on all 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 plaintiffs' case can be established and 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. The copy of this Certificate of Merit served on the Attorney General attaches to it factual information sufficient to establish the basis for this certificate, including information identified in Health and 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: 2/6/03