

June 21, 2006

Aylwin B. Lewis, President and CEO
Sears Holding Co.
Sears, Roebuck and Co.
3333 Beverly Rd.
Hoffman Estates, IL 60179

Re: 60 Day Notice of Intent to Sue Sears Holding Co. and Sears, Roebuck and Co. For Violating California Health & Safety Code Section 25249.6

Dear sir:

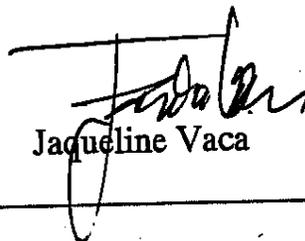
I am sending you this letter to give you sixty days notice of my intent to sue your company for violating the "Safe Drinking Water and Toxic Enforcement Act" (Health & Safety Code Section 25249.6), which is known as Proposition 65. Under Title 22 section 12903 the following is the required information for this notice:

1. My name is Jaqueline Vaca, my address is 2012 Cherokee, Tustin, CA 92782 and my telephone number is (714) 209-5640.
 2. Your company names are Sears Holding Corp. and its subsidiary Sears, Roebuck and Co.
 3. The incident which led to this letter occurred on May 27, 2006. I have since returned to the store on June 10, 2006 and June 17, 2006 and you still do not have the required Proposition 65 warning.
 4. The name of the listed chemicals involved in the alleged violation are Toluene, benzene, ethylbenzene, formaldehyde and crystalline syllica, each of which has been designated by the State of California as chemicals known to the state to cause cancer and/or reproductive toxicity.
 5. The route of exposure for each chemical is by inhalation, the breathing of the chemicals in the air.
 6. The "service" you render which requires a warning is the mixing of paints in the open air next to customers and employees in and around your paint aisle. In that area customers use color swatches to determine the particular color of paint they want. Your employees
-

take the swatch, choose the paint cans, open them and then mix them in the open air. This mixing frees the chemicals into the air where it is breathed in both by your employees who are mixing the paints and customers in the area.

7. I was so exposed on May 27, 2006 when I went to your Sears store located at the Westminster Mall at 100 Westminster Mall Westminster, CA 92683. One of your employees was mixing paints for a customer from open cans and operating the mixing machine in the open air in front of me and the other customers. He had a number of open cans on the desk and others on the floor around where he was serving the customers. The same service is provided at my local WalMart, which provides a similar mixing service, but there was a "Prop 65 Warning" sign in the paint mixing area at the desk in that store. Sears, a subsidiary of Walmart, obviously knows that the paints it mixes contain these chemicals but does not provide the warning it is required to have, even though other stores in the same business do.
8. As required, with this letter I have provided a copy of "The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary."
9. As required, with this letter I have provided a "Certificate of Merit".
10. This letter and supporting information has been served on the Office of the Attorney General and the Orange County District Attorney.

Yours,



Jaqueline Vaca

CERTIFICATE OF MERIT

I, Jackie Vaca, hereby declare:

1. This Certificate of Merit accompanies the attached sixty-day notice in which it is alleged that Sears Holding Co. and Sears, Roebuck and Co. have violated Health and Safety Code section 25249.6 by failing to provide a clear and reasonable warning for exposure to paint fumes.

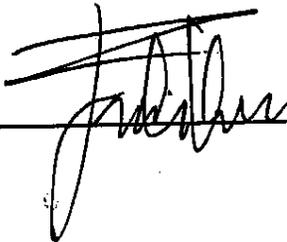
2. I am the person who prepared and sent the 60 Day Notice. I have consulted with one or more persons with relevant and appropriate experience or expertise who have reviewed facts, studies, or other data regarding the alleged exposures to the listed chemicals that are the subject of the action.

3. 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.

4. 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 the information identified in Health and Safety Code section

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.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at Tustin, California on June 19, 2006.



A handwritten signature in black ink is written over a solid horizontal line. The signature is stylized and appears to be the name 'John' followed by a surname that is partially obscured by the line.

CERTIFICATE OF SERVICE

I am over the age of 18 and not a party to this case. I am a resident of the county where the mailing occurred. My address is 2012 Cherokee, Tustin, California 92782.

I served the 60-Day Notice of Intent to Sue Under Health & Safety Code Section 24249.6 and "The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary", by US Mail on June 19, 2006 on the following persons:

Aylwin B. Lewis, President and CEO
Sears Holding Co.
Sears, Roebuck and Co.
3333 Beverly Rd.
Hoffman Estates, IL 60179

California Attorney General
Prop 54 Enforcement
1515 Clay Street, 20th Floor
Oakland, CA 94612

Orange County DA
401 Civic Center Drive
Santa Ana, California 92701

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

Dated: June 19, 2006

