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KEVIN SMITH

NOTICE OF VIOLATION

CONSUMER EXPOSURE TO ACRYLAMIDE IN POTATO CHIPS AND/OR POTATO CRISPS

60-Day Notice of Intent to Sue Under Proposition 65
for Failure to Warn Public About Chemicals Listed Under Health and Safety Code Section 25249
(California Safe Drinking Water and Toxic Enforcement Act)

August 29, 2011

Donna Sanker
Vice President
BP West Coast Products LLC dba AMPM
4 Centerpoint Dr.
La Palma, CA 90623

This Notice of Violation ("**NOV**") is provided to BP West Coast Products LLC dba AMPM ("**YOU**") pursuant to and in compliance with California Health and Safety Code Section 25249.7(d) (commonly referred to as "**Proposition 65**"). Proposition 65 requires that a notice of intent to sue be given to a violator 60 days before a Proposition 65 enforcement suit is filed.

This NOV is provided to YOU because of YOUR confirmation that YOU wish to Opt-in to the acrylamide in Potato Chip and Crisp Products California Proposition 65 Consent Judgment ("**Consent Judgment**") in *ENVIRONMENTAL LAW FOUNDATION v. ALBERTSONS, LLC, et al.*, Los Angeles Superior Court (Case No. BC 384665).

This NOV is provided by the Environmental Law Foundation ("**ELF**"), a California non-profit organization dedicated to the preservation and enhancement of human health and the environment. ELF has a long-standing interest in reducing health hazards to the public posed by toxic chemicals and protecting the public from harmful substances.

Acrylamide is a chemical compound formed through cooking and is present in most potato chip and potato crisp products. Acrylamide is identified by the State of California to be cancer-causing and a reproductive toxin. In 2008, the California Attorney General settled a Proposition 65 enforcement action against major manufacturers and suppliers relating to the

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3633 E. INLAND EMPIRE BLVD., SUITE 400
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(909) 944-1711 • FAX (909) 944-1722

877 S. VICTORIA AVE., SUITE 205
VENTURA, CALIFORNIA 93003-6043
(805) 642-7101 • FAX (805) 642-9627

5333 MISSION CENTER ROAD, SUITE 380
SAN DIEGO, CALIFORNIA 92108
(619) 278-0958 • FAX (619) 220-0667

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ENCINO, CALIFORNIA 91436-2819
(818) 781-1420 • FAX (213) 623-7755

1290 CENTER COURT DRIVE
COVINA, CALIFORNIA 91724-3601
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330 NORTH BRAND BLVD., SUITE 310
GLENDALE, CALIFORNIA 91203
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presence of acrylamide in potato chip and crisp products. Thereafter, Plaintiff ELF sued major retailer companies for sale of potato chip and crisp products containing acrylamide, and recently entered into the Consent Judgment with Opt-In provisions that give other parties, including YOU, an efficient means to resolve their liability by agreeing to the terms contained in the Consent Judgment.

Specifically, the Consent Judgment Section 11 provides a basis by parties who supply, manufacture, distribute or sell potato chip or potato crisp products ("**Covered Products**") in California can apply to enter into and simultaneously extinguish any liability for any Proposition 65 acrylamide violations and be bound by the injunctive relief, notice, enforcement and release terms of the Consent Judgment("**Opt-in**"). YOU have done so by Opting-in. YOUR Opt-in Declaration previously was received by ELF and its lawyers.

Pursuant to Consent Judgment Section 11, ELF is obligated to send this NOV to all parties that have Opted-in. This NOV constitutes notice to YOU, the California Attorney General and other law enforcement agencies that YOU have Opted-in to the Consent Judgment and will abide by its warning provisions in compliance with Proposition 65, California Health and Safety Code § 25249.6. The Consent Judgment and Proposition 65 regulate YOUR exposure of consumers to Acrylamide, a chemical known to the State of California to cause cancer.

For general information regarding the California Safe Drinking Water and Toxic Enforcement Act, please see the enclosed Appendix A, entitled "The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary", which was prepared by the Office of Environmental Health Hazard Assessment of the California Environmental Protection Agency.

The Covered Products that are the subject of this NOV are potato chips and potato crisp products that contain acrylamide which are supplied, manufactured, distributed or sold by YOU. Pursuant to Consent Judgment Section 11, YOU were required to identify the names of these Covered Products and whether they are potato chips or potato crisps. YOU did so and these Covered Products, with a specification whether they are potato chips or potato crisps, are listed in the enclosed attachment hereto. The route of exposure for these violations is direct ingestion when consumers eat the products. Potential violations of Proposition 65 have been occurring since at least January 1, 1991 and are continuing to this day.

Pursuant to Health and Safety Code § 25249.7(d)(1), ELF has included a Certificate of Merit, that explains, to wit, that ELF has consulted with one or more persons with relevant and appropriate experience or expertise who has reviewed facts, studies, or other data regarding exposure to Acrylamide and that, based on that information, ELF believes that there is a reasonable and meritorious case. Factual information sufficient to establish the basis of the Certificate of Merit is included with the NOV that is served on the Attorney General and is provided to that Office in confidence and is not to be disclosed, except according to law.

After 60 days have passed from the mailing of this NOV to YOU, the Consent Judgment provides that ELF shall file the Opt-In Declaration with the Los Angeles Superior Court, pay the

court appearance fee, serve a copy of the Opt-In upon the California Attorney General and any other relevant parties, and submit the Consent Judgment and a verification of payment from Plaintiff to the Court by motion for approval in accordance with the requirements of Health & Safety Code Section 25249.7(f) and its implementing regulations.

Following entry of the Court's ruling on the motion, if that ruling is an approval of the Opt-In, YOU shall be bound by all parts of the Consent Judgment. If the Opt-In is rejected, Plaintiff shall refund any settlement payments made, less any court fees paid on YOUR behalf. The full and complete Opt-In procedures are set forth in Section 11 of the Consent Judgment.

Any inquiries regarding this NOV may be directed to James Wheaton, President of ELF, 1736 Franklin Street, 9th Floor, Oakland, CA 94612, (510) 208-4555. Inquiries may also be directed to David A. Rosen, Rose, Klein & Marias LLP, 801 South Grand Avenue, Eleventh Floor, Los Angeles, CA 90017-4645, (213) 626-0571.

Sincerely,

David A. Rosen
Counsel for Environmental Law Foundation

Encls.

ATTACHMENT -- LIST OF COVERED PRODUCTS

Potato Chip Products

Lay's (variety of types and flavors)

Ruffles (variety of types and flavors)

Kettle (variety of types and flavors)

Laura Scudder (variety of flavors)

Tim's Cascade (variety of types and flavors)

Potato Crisp Products

Baked! Lay's (variety of flavors)

Baked! Ruffles (variety of flavors)

Munchos

Lay's Stax (variety of flavors)

Pringle's (variety of flavors)

TGIF Potato Skins (variety of flavors)

CERTIFICATE OF MERIT

Health and Safety Code Section 25249.7(d)

I, David A. Rosen hereby declare:

1. This Certificate of Merit accompanies the Notice of Violation in which it is alleged that the party 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 Environmental Law Foundation ("ELF"). The Notice of Violation alleges that the party identified has exposed persons in California to acrylamide in potato chip and potato crisp products that it manufactures, distributes or sells. Please refer to the Notice of Violation for additional details regarding the alleged violations.

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 chemical that is the subject of the action. Furthermore, the Consent Judgment *ENVIRONMENTAL LAW FOUNDATION v. ALBERTSONS, LLC, et al.*, Los Angeles Superior Court (Case No. BC 384665) Section 11 approved by the Superior Court obligates that this Notice of Violation be served on all parties who Opt-in to the injunctive relief, notice, enforcement and release terms of the Consent Judgment.

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 plaintiff's 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 California Attorney General attaches to it factual information sufficient to establish the basis for this certificate, including the information identified in Health & 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.

Dated: August 29, 2011

Sincerely,

David A. Rosen
Counsel for Environmental Law Foundation

CERTIFICATE OF SERVICE BY MAIL

I, Shirley M. Walker, declare that:

I am employed in Los Angeles County, California. I am over the age of 18 years and not a party to the within cause; my business address is 801 South Grand Avenue, Eleventh Floor, Los Angeles, CA 90017-4645.

I am readily familiar with my firm's practice for collection and processing of correspondence for mailing with the United States Postal Service, to wit, that correspondence is deposited with the United States Postal Service the same day in the ordinary course of business.

On August 29, 2011, I served true copies of the following documents on the parties and governmental authorities listed in the attached service list by placing true and correct copies of the same in sealed envelopes with first class postage fully prepaid thereon and deposited in the United States Mail at Los Angeles, California:

NOTICE OF VIOLATION OF CALIFORNIA SAFE DRINKING WATER AND TOXIC ENFORCEMENT ACT;

LIST OF THE PRODUCTS; and

CERTIFICATE OF MERIT;

APPENDIX A - THE SAFE DRINKING WATER AND TOXIC ENFORCEMENT ACT OF 1986 (PROPOSITION 65): A SUMMARY (only sent to those on service list marked with an asterisks).

I certify under penalty of perjury that the foregoing is true and correct, and that this certification was executed on August 29, 2011 at Los Angeles, California.

Signed: _____
Shirley M. Walker

SERVICE LIST

District Attorney of Alameda County 1225 Fallon Street, Room 900 Oakland, CA 94612	District Attorney of Butte County 25 County Center Drive Oroville, CA 95965	District Attorney of Contra Costa County 725 Court Street, Room 402 Martinez, CA 94553
District Attorney of Fresno County 2220 Tulare Street, #1000 Fresno, CA 93721	District Attorney of Imperial County 939 Main Street El Centro, CA 92243	District Attorney of Kings County 1400 West Lacey Hanford, CA 93230
District Attorney of Los Angeles County 210 W. Temple Street, Room 345 Los Angeles, CA 90012	District Attorney of Mariposa County P.O. Box 730 Mariposa, CA 95338	District Attorney of Modoc County 204 S Court Street Alturas, CA 96101-4020
District Attorney of Napa County 931 Parkway Mall Napa, CA 94559	District Attorney of Alpine County P.O. Box 248 Markleeville, CA 96120	District Attorney of Calaveras County 891 Mountain Ranch Road San Andreas, CA 95249
District Attorney of Del Norte County 450 H Street, Ste 171 Crescent City, CA 95531	District Attorney of Glenn County P.O. Box 430 Willows, CA 95988	District Attorney of Inyo County P.O. Drawer D Independence, CA 93526
District Attorney of Lake County 255 N. Forbes Street Lakeport, CA 95453	District Attorney of Madera County 209 West Yosemite Avenue Madera, CA 93637	District Attorney of Mendocino County P.O. Box 1000 Ukiah, CA 95482
District Attorney of Mono County P.O. Box 617 Bridgeport, CA 93517	District Attorney of Nevada County 201 Church St., Suite 8 Nevada City, CA 95959	District Attorney of Amador County 708 Court Street, #202 Jackson, CA 95642
District Attorney of Colusa County 547 Market Street Colusa, CA 95932	District Attorney of El Dorado County 515 Main Street Placerville, CA 95667	District Attorney of Humboldt County 825 5th Street Eureka, CA 95501
District Attorney of Kern County 1215 Truxtun Avenue Bakersfield, CA 93301	District Attorney of Lassen County 220 S. Lassen St., Ste 8 Susanville, CA 96130	District Attorney of Marin County 3501 Civic Center Dr., Room 183 San Rafael, CA 94903

District Attorney of Merced County 2222 "M" Street Merced, CA 95340	District Attorney of Monterey County PO Box 1131 Salinas, CA 93901	District Attorney of Orange County 401 Civic Ctr Drive West Santa Ana, CA 92701
District Attorney of Placer County 11562 "B" Avenue Auburn, CA 95603	District Attorney of Sacramento County 901 "G" Street Sacramento, CA 95814	District Attorney of San Diego County 330 West Broadway, Suite 1320 San Diego, CA 92112
District Attorney of San Luis Obispo County 1050 Monterey St, Room 450 San Luis Obispo, CA 93408	District Attorney of Santa Clara County 70 West Hedding Street San Jose, CA 95110	District Attorney of Sierra County Courthouse, P.O. Box 457 Downieville, CA 95936
District Attorney of Sonoma County 600 Administration Drive, Room 212J Santa Rosa, CA 95403	District Attorney of Tehama County P.O. Box 519 Red Bluff, CA 96080	District Attorney of Tuolumne County 2 South Green Sonora, CA 95370
District Attorney of Yuba County 215 Fifth Street Marysville, CA 95901	District Attorney of Plumas County 520 Main Street, Room 404 Quincy, CA 95971	District Attorney of San Benito County 419 Fourth Street, 2nd Floor Hollister, CA 95023
District Attorney of San Francisco County 850 Bryant Street, Rm 325 San Francisco, CA 94103	District Attorney of San Mateo County 400 County Ctr, 3rd Fl Redwood City, CA 94063	District Attorney of Santa Cruz County 701 Ocean Street, Room 200 Santa Cruz, CA 95061
District Attorney of Siskiyou County P.O. Box 986 Yreka, CA 96097	District Attorney of Stanislaus County 800 11th Street, Room 200 Modesto, CA 95353	District Attorney of Trinity County P.O. Box 1310 Weaverville, CA 96093
District Attorney of Ventura County 800 South Victoria Ave Ventura, CA 93009	Los Angeles City Attorney's Office Room 1800, City Hall East 200 N. Main Street Los Angeles, CA 90012	District Attorney of Riverside County 4075 Main Street, 1st Floor Riverside, CA 92501
District Attorney of San Bernardino County 316 N. Mountain View Avenue San Bernardino, CA 92415-0004	District Attorney of San Joaquin County P.O. Box 990 Stockton, CA 95201	District Attorney of Santa Barbara County 1105 Santa Barbara Street Santa Barbara, CA 93101

District Attorney of Shasta County 1525 Court Street, Third Floor Redding, CA 96001-1632	District Attorney of Solano County 600 Union Avenue Fairfield, CA 94533	District Attorney of Sutter County 446 Second Street Yuba City, CA 95991
District Attorney of Tulare County 221 S. Mooney Ave, Room 224 Visalia, CA 93291	District Attorney of Yolo County 301 Second Street Woodland, CA 95695	San Diego City Attorney's Office 1200 3rd Avenue, 12th Floor San Diego, CA 92101
San Francisco City Attorney's Office 1 Dr. Carleton B. Goodlett Place Room 234 San Francisco, CA 94102	San Jose City Attorney's Office 151 West Mission Street San Jose, CA 95110	Ms. Laura Zuckerman Deputy Attorney General OFFICE OF THE ATTORNEY GENERAL - Prop. 65 Enforcement Reporting Coordinator 1515 Clay Street, Ste. 2000 Oakland, CA 94612
*Mr. Kevin Keil, General Manger BARREL O'FUN SNACK FOODS CO. 800 Fourth St. Northwest P. O. Box 230 Penham, MN 56573	*Ms Donna Sanker, Vice President BP WEST COAST PRODUCS LLC dba AMPM 4 Centerpoint Drive La Palma, CA 90623	*Mr. Jeremy Isenberg, President CHEX FINER FOODS, INC. 39 Franklin McKay Road Attleboro, MA 02703
*Ms. Mary M. Kasper, V-President and General Counsel FRESH & EASY NEIGHBORHOOD MARKET, INC. 2120 Park Place, Suite 200 El Segundo, CA 90245	*Mr. Thomas P. Hadley, Treasurer and V-P, Finance ROBERT'S AMERICAN GOURMET FOOD, LLC 101 Roslyn Avenue Sea Cliff, NY 11579	*Mr. Robert Chumley Vice President Merchandising 7-ELEVEN, INC. One Arts Plaza 1722 Routh Street, Suite 1000 Dallas, TX 74201
*Mr. Scott W. Smith, President SHEARER'S FOODS INC./ SNACK ALLIANCE INC. 692 Wabash Avenue, North Brewster, OH 44613	0	