February 21, 2012

NOTICE OF VIOLATION OF THE SAFE DRINKING WATER AND TOXIC ENFORCEMENT ACT OF 1986
(California Health and Safety Code §§ 25249.5 *et seq.*)

TO
Welch Foods Inc.
575 Virginia Rd.
3 Concord Farms
Concord, MA 01742

First Class Mail-Proof of Service Attached

TO THE PARTIES LISTED ON THE ATTACHED DISTRIBUTION LIST

Re: Wydra v. Welch Foods Inc.

Dear Sir or Madam:

Jennifer Wydra (the "Noticing Party") serves this Notice of Violation ("Notice") upon Welch Foods Inc. (hereinafter "Noticed Party") pursuant to and in compliance with California Health and Safety Code ("H&S Code") § 25249.7(d) and 27 California Code of Regulations ("CCR") § 25903.

This Notice satisfies a prerequisite for the Noticing Party to commence an action against the Noticed Party to enforce the Safe Drinking Water and Toxic Enforcement Act of 1986. On information and belief, the violations addressed by this Notice occur in every county and city in California. This Notice is being served upon each violator, the California Attorney General, the district attorney of every California County and the city attorney of every California City with a population (according to the most recent decennial census) of over 750,000. If the Noticed Party has a current registration with the California Secretary of State that identifies a Chief Executive Officer, President, or General Counsel, this Notice is being addressed to, and served upon, one of those persons.

Attached as Exhibit "A" to this Notice is a copy of the "The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary." The attached Summary was prepared by the California Environmental Protection Agency and provides general information about the Safe Drinking Water and Toxic Enforcement Act of 1986. Copies of the Summary are not required to be provided to the public enforcement agencies.

A description of the Noticing Parties, the Alleged Violator, and the Alleged Violations addressed by this Notice are as follows:

- This Notice is provided by Jennifer Wydra (the "Noticing Party"). Ms. Wydra is acting in the public interest pursuant to H&S Code § 25249.7(d), and is dedicated to protecting the environment, improving human health, and supporting environmentally sound practices. The Noticing Party is a person acting on his own behalf, and is a resident of the County of Los Angeles in the State of California.

- The Noticed Party's name and address is:
  Welch Foods Inc.
  575 Virginia Rd.
  3 Concord Farms
  Concord, MA 01742

- The violations addressed by this Notice began on or after January 1, 1998, have occurred on numerous occasions each and every day since January 1, 1998, and are ongoing and continuing.

- This Notice of Violation covers the "warning provision" of Proposition 65, which is found at H&S Code § 25249.6.

- The names of each chemical that is listed pursuant to the Safe Drinking Water and Toxic Enforcement Act of 1986 involved in the violations addressed by this Notice are Arsenic and Lead (the "Listed Chemicals"). The Listed Chemicals have been listed for more than twelve months by the Governor of the State of California as being a chemical known to the State of California to cause cancer or reproductive toxicity, or both cancer and reproductive toxicity.

- The route of exposure for the violations addressed by this Notice is ingestion.

- The type of consumer product causing the exposures addressed by this Notice is Welch Foods Inc.'s grape juice products, including but not limited to, Welch's 100% Grape Juice.

- There are numerous sources of the exposures addressed in this Notice. These exposures occur in homes, the workplace, and everywhere else in California where these products are consumed. These exposures occur principally off the property of the Noticed Party.

- In the course of doing business, the Noticed Party has knowingly and intentionally exposed, and continues to expose, individuals to the Listed Chemicals. No clear and reasonable warning is or has been provided by the Noticed Party to individuals regarding exposure to the Listed Chemicals or regarding the fact that the Listed Chemicals are known to be a carcinogen, reproductive toxicant, or both a carcinogen and reproductive toxicant by the State of California.

- These exposures have gone on from January 1, 1998 and are ongoing and continuing as the Noticing Party believes and so alleges that the Noticed Party has tolled any applicable statute of limitations by failing at any time in the past to disclose the constituents of the ingredients in their products to those persons that required warning in the stores where the Noticed Party's products are sold for consumer consumption in California. The labels on these products are further absent any warning that would meet the requirements of Title 27 §§ 25601 to 25603.3, inclusive.

- The chemicals contained in the ingredients of the products, and subject to the warning requirements of H&S Code § 25249.6 and 27 CCR §§ 25601 to 25603.3 are listed below:

    1. Arsenic

    2. Lead

- The aforementioned chemicals are on the Governor's list (Prop 65 List) as expressed at 27 CCR § 27001. These chemicals are known to the State of California to cause harm to humans requiring special warning labels and care in handling and use.

- The principal route of exposure to the Listed Chemicals is through a "consumer products exposure" via ingestion. These exposures have gone on since January 1, 1998, and are ongoing and continuing at every place in California that the products set forth above are offered for sale and consumption. The sale of these products constitutes a transfer of the known dangerous chemicals into the populous and the normal consumption of the product by the purchaser or others will cause the exposure without a clear and reasonable warning.

- The location of these alleged exposures are many and varied while occurring within the counties of the State of California as evidenced by the District Attorneys addressed in the enclosed distribution list. The Noticing Party believes and so alleges that at least one of the jurisdictions identified had the Noticed Party's products sold within that county by the Noticed Party's retail distributors and that sale caused the utilization of the consumer food product and subsequent exposure. Further, that usage caused exposures in that jurisdiction to the constituents of the consumer food product as identified herein, and those exposures by the Noticed Party were allowed to take place without the prerequisite warnings as delineated by the applicable statutes specified in this notice.

- Please direct any inquiries regarding this Notice or any communication for the Noticing Party to:

Matthew E. Jackson
Gonzales & Jackson, LLP
249 E. Ocean Boulevard, Suite 500
Long Beach, CA 90802

Daniel L. Warshaw
Pearson, Simon, Warshaw & Penny, LLP
15165 Ventura Blvd., Suite 400
Sherman Oaks, CA 91403.

EXHIBIT A

OFFICE OF ENVIRONMENTAL HEALTH

HAZARD ASSESSMENT

CALIFORNIA ENVIRONMENTAL PROTECTION AGENCY

THE SAFE DRINKING WATER AND TOXIC

ENFORCEMENT ACT OF 1986

(PROPOSITION 65): A SUMMARY

The following summary has been prepared by the Office of Environmental Health Hazard Assessment, the lead agency for the implementation of the Safe Drinking Water and Toxic Enforcement Act of 1986 (commonly known as "Proposition 65"). A copy of this summary must be included as an attachment to any notice of violation served upon an alleged violator of the Act. The summary provides basic information about the provisions of the law, and is intended to serve only as a convenient source of general information. It is not intended to provide authoritative guidance on the meaning or application of the law. The reader is directed to the statute and its implementing regulations (see citations below) for further information.

Proposition 65 appears in California law as Health and Safety Code Sections 25249.5 through 25249.13. Regulations that provide more specific guidance on compliance, and that specify procedures to be followed by the State in carrying out certain aspects of the law, are found in Title 22 of the California Code of Regulations, Sections 12000 through 14000.

WHAT DOES PROPOSITION 65 REQUIRE?

The "Governor's List." Proposition 65 requires the Governor to publish a list of chemicals that are known to the State of California to cause cancer, or birth defects or other reproductive harm. This list must be updated at least once a year. Over 735 chemical listings have been included as of November 16, 2001. Only those chemicals that are on the list are regulated under this law. Businesses that produce, use, release or otherwise engage in activities involving those chemicals must comply with the following:

Clear and reasonable warnings. A business is required to warn a person before "knowingly and intentionally" exposing that person to a listed chemical. The warning given must be "clear and reasonable." This means that the warning must: (1) clearly make known that the chemical involved is known to cause cancer, or birth defects or other reproductive harm; and (2) be given in such a way that it will effectively reach the person before he or she is exposed. Exposures are exempt from the warning requirement if they occur less than twelve months after the date of listing of the chemical.

Prohibition from discharges into drinking water. A business must not knowingly discharge or release a listed chemical into water or onto land where it passes or probably will pass into a source of drinking water. Discharges are exempt from this requirement if they occur less than twenty months after the date of listing of the chemical.

DOES PROPOSITION 65 PROVIDE ANY EXEMPTIONS?

Yes. The law exempts: Governmental agencies and public water utilities. All agencies of the federal, State or local government, as well as entities operating public water systems, are

exempt.

Businesses with nine or fewer employees. Neither the warning requirement nor the discharge prohibition applies to a business that employs a total of nine or fewer employees. Exposures that pose no significant risk of cancer. For chemicals that are listed as known to the State to cause cancer ("carcinogens"), a warning is not required if the business can demonstrate that the exposure occurs at a level that poses "no significant risk." This means that the exposure is calculated to result in not more than one excess case of cancer in 100,000 individuals exposed over a 70-year lifetime. The Proposition 65 regulations identify specific "no significant risk" levels for more than 250 listed carcinogens.

Exposures that will produce no observable reproductive effect at 1,000 times the level in question. For chemicals known to the State to cause birth defects or other reproductive harm ("reproductive toxicants"), a warning is not required if the business can demonstrate that the exposure will produce no observable effect, even at 1,000 times the level in question. In other words, the level of exposure must be below the "no observable effect level (NOEL)," divided by a 1,000-fold safety or uncertainty factor. The "no observable effect level" is the highest dose level which has not been associated with an observable adverse reproductive or developmental effect.

Discharges that do not result in a "significant amount" of the listed chemical entering into any source of drinking water. The prohibition from discharges into drinking water does not apply if the discharger is able to demonstrate that a "significant amount" of the listed chemical has not, does not, or will not enter any drinking water source, and that the discharge complies with all other applicable laws, regulations, permits, requirements, or orders. A "significant amount" means any detectable amount, except an amount that would meet the "no significant risk" or "no observable effect" test if an individual were exposed to such an amount in drinking water.

HOW IS PROPOSITION 65 ENFORCED?

Enforcement is carried out through civil lawsuits. These lawsuits may be brought by the Attorney General, any district attorney, or certain city attorneys (those in cities with a population exceeding 750,000). Lawsuits may also be brought by private parties acting in the public interest, but only after providing notice of the alleged violation to the Attorney General, the appropriate district attorney and city attorney, and the business accused of the violation. The notice must provide adequate information to allow the recipient to assess the nature of the alleged violation. A notice must comply with the information and procedural requirements specified in regulations (Title 22, California Code of Regulations, Section 25903). A private party may not pursue an enforcement action directly under Proposition 65 if one of the governmental officials noted above initiates an action within sixty days of the notice.

A business found to be in violation of Proposition 65 is subject to civil penalties of up to $2,500 per day for each violation. In addition, the business may be ordered by a court of law to stop committing the violation.

FOR FURTHER INFORMATION. . .

Contact the Office of Environmental Health Hazard Assessment's Proposition 65 Implementation Office at (916) 445-6900.

EXHIBIT B – List of Individual Parties Giving Notice

Noticed Party:
Welch Foods Inc.
575 Virginia Rd.
3 Concord Farms
Concord, MA 01742

- Noticing Party: Jennifer Wydra

EXHIBIT C

Noticed Party:
Welch Foods Inc.
575 Virginia Rd.
3 Concord Farms
Concord, MA 01742

List of Chemicals Contained in the Attached 60-Day Notice of Violation That Are Listed by the Governor of the State of California as Being Known to the State of California to Cause Cancer or Reproductive Toxicity

CARCINOGENS

Chemical	CAS No.	Date Listed
Arsenic	7440382	February 27, 1987

REPRODUCTIVE TOXICANTS

Chemical	CAS No.	Date Listed
Lead	--	February 27, 1987

Certificate of Merit

Health and Safety Code § 25249.7(d)

Noticed Party:
Welch Foods Inc.
575 Virginia Rd.
3 Concord Farms
Concord, MA 01742

I, Matthew E. Jackson, on behalf of Jennifer Wydra, hereby declare:

1. This Certificate of Merit accompanies the attached sixty-day notice(s) in which it is alleged that the parties identified in the notices have violated California 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 exposure to the listed chemicals that is the subject of this action.

4. Based upon the information obtained through those consultations, and 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 private action" means that the information provides a credible basis that all the 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 Attorney General attaches to it factual information sufficient to establish the basis for this certificate, including the information identified in Health and Safety Code § 24249.7(h)(2), *i.e.,* (1) the identity of the person consulted with and relied on by the certifier, and (2) the facts, studies, or other data reviewed by those persons.

Date: February 16, 2012

Signed by:

Matthew E. Jackson

836779.1

CERTIFICATE OF SERVICE

I am over the age of 18 and not a party to this case. I am a resident of or employed in the county where the mailing occurred. My business address is 15165 Ventura Boulevard, Suite 400, Sherman Oaks, California 91403.

On February 24, 2012, I served copies of the documents listed immediately hereafter by first class mail by placing same in sealed envelopes, fully preparing postage thereon, and depositing said envelopes in the U.S. Mail at Sherman Oaks, California. Said envelopes were addressed as follows:

SEE ATTACHED DISTRIBUTION LIST
(sent via certified mail with applicable postage)

Documents mailed:

1. **NOTICE OF VIOLATION OF THE SAFE DRINKING WATER AND TOXIC ENFORCEMENT ACT OF 1986 (California Health and Safety Code § 25249.5 *et seq.*)**

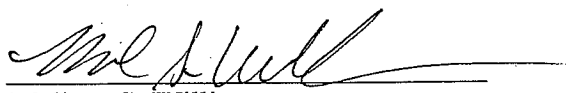
2. **EXHIBIT A – THE SAFE DRINKING WATER AND TOXIC ENFORCEMENT ACT OF 1986 (PROPOSITION 65): A SUMMARY**

3. **EXHIBIT B – List of Individual Parties Giving Notice**

4. **EXHIBIT C – List of Chemicals**

5. **CERTIFICATE OF MERIT (attachment only sent to California Attorney General's Office)**

I declare under penalty of perjury under the laws of the state of California that the foregoing is true and correct, and that this declaration was executed on February 24, 2012 at Sherman Oaks, California.



Melissa S. Williams

Distribution List

By Certified Mail-Return Receipt Requested

Bradley C. Irwin, President & CEO Welch Foods Inc. 575 Virginia Rd. 3 Concord Farms Concord, MA 01742	
CALIFORNIA ATTORNEY GENERAL CA Department of Justice **PROP. 65 ENFORCEMENT REPORTING** Attn: Prop 65 Coordinator 1515 Clay Street, Suite 2000 Post Office Box 70550 Oakland, CA 94612-0550	San Francisco City Attorney's Office City Hall, Room 234 San Francisco, CA 94102
Office of the District Attorney of Alameda County 1225 Fallon Street, Room 900 Oakland, CA 94612	Los Angeles City Attorney's Office 1800 City Hall East 200 North Main Street Los Angeles, CA 90012
Office of the District Attorney of Amador County 708 Court Street, Room 202 Jackson, CA 95642	San Diego City Attorney's Office Civic Center Plaza 1200 3rd Avenue, Suite 1200 San Diego, CA 92101
Office of the District Attorney of Butte County Administration Building 25 County Center Drive Oroville, CA 95965	San Jose City Attorney's Office 200 East Santa Clara Street San Jose, CA 95113
Office of the District Attorney of Alpine County P.O. Box 248 Markleeville, CA 96120	Office of the District Attorney of Colusa County 547 Market Street Colusa, CA 95932
Office of the District Attorney of Calaveras County Government Center 891 Mountain Ranch Road San Andreas, CA 95249	Office of the District Attorney of Contra Costa County P.O. Box 670 Martinez, CA 94553
Office of the District Attorney of El Dorado County 515 Main Street Placerville, CA 95667	Office of the District Attorney of Fresno County 2220 Tulare Street, Suite 1000 Fresno, CA 93721

Office of the District Attorney of Del Norte County Courthouse 450 H Street, Suite 171 Crescent City, CA 95531	Office of the District Attorney of Humboldt County 825 Fifth Street Eureka, CA 95501
Office of the District Attorney of Imperial County County Courthouse, Rm. 202 939 West Main Street El Centro, CA 92243	Office of the District Attorney of Glenn County 540 West Sycamore Street P.O. Box 430 Willows, CA 95988
Office of the District Attorney of Kern County 1215 Truxtun Avenue, 4th Floor Bakersfield, CA 93301	Office of the District Attorney of Kings County Government Center 1400 West Lacey Boulevard Hanford, CA 93230
Office of the District Attorney of Inyo County 168 North Edwards Street P.O. Drawer D Independence, CA 93526	Office of the District Attorney of Lassen County County Courthouse 220 South Lassen Street, Suite 8 Susanville, CA 96130
Office of the District Attorney of Los Angeles County 18000 Criminal Courts Building 210 West Temple Street Los Angeles, CA 90012	Office of the District Attorney of Lake County 255 North Forbes Street, Suite 424 Lakeport, CA 95453
Office of the District Attorney of Marin County Hall of Justice, Room 183 3501 Civic Center Drive San Rafael, CA 94903	Office of the District Attorney of Mariposa County P.O. Box 748 Mariposa, CA 95338
Office of the District Attorney of Madera County 209 West Yosemite Avenue Madera, CA 93637	Office of the District Attorney of Merced County 2222 "M" Street Merced, CA 95340
Office of the District Attorney of Modoc County County Courthouse P.O. Box 1171 Alturas, CA 96101	Office of the District Attorney of Mendocino County County Courthouse P.O. Box 1000 Ukiah, CA 95482
Office of the District Attorney of Monterey County 240 Church Street Salinas, CA 93901	Office of the District Attorney of Mono County County Courthouse P.O. Box 617 Bridgeport, CA 93517

Office of the District Attorney of Napa County 931 Parkway Mall Napa, CA 94559	Office of the District Attorney of Orange County 700 Civic Center Drive West, 2nd Floor P.O. Box 808 Santa Ana, CA 92702
Office of the District Attorney of Placer County 10810 Justice Center Drive, Suite 240 Roseville, CA 95678	Office of the District Attorney of Nevada County Courthouse Annex 201 Church Street, Suite 8 Nevada City, CA 95959-2504
Office of the District Attorney of Riverside County 4075 Main Street, 1st Floor Riverside, CA 92501	Office of the District Attorney of Sacramento County 901 "G" Street P.O. Box 749 Sacramento, CA 95814
Office of the District Attorney of Plumas County 520 Main Street, Room 404 P.O. Box 10716 Quincy, CA 95971	Office of the District Attorney of San Bernardino County 316 North Mountain View Avenue San Bernardino, CA 92415
Office of the District Attorney of San Diego County 330 West Broadway, Suite 1320 San Diego, CA 92112	Office of the District Attorney of San Benito County 419 4th Street Hollister, CA 95023
Office of the District Attorney of San Joaquin County 222 East Weber, Room 202 P.O. Box 990 Stockton, CA 95201	Office of the District Attorney of San Francisco County Hall of Justice 880 Bryant Street San Francisco, CA 94103
Office of the District Attorney of San Luis Obispo County 1050 Monterey Street, Room 450 San Luis Obispo, CA 93408	Office of the District Attorney of Santa Barbara County 1105 Santa Barbara Street Santa Barbara, CA 93101
Office of the District Attorney of San Mateo County 400 County Center, 3rd Floor Redwood City, CA 94063	Office of the District Attorney of Santa Clara County 70 West Hedding Street, West Wing San Jose, CA 95110
Office of the District Attorney of Sierra County County Courthouse P.O. Box 457 Downieville, CA 95936	Office of the District Attorney of Shasta County 1525 Court Street, Third Floor P.O. Box 1320 Redding, CA 96001

Office of the District Attorney of Solano County 600 Union Avenue Fairfield, CA 94533	Office of the District Attorney of Santa Cruz County 701 Ocean Street, Suite 200 Santa Cruz, CA 95061
Office of the District Attorney of Siskiyou County P.O. Box 986 Yreka, CA 96097	Office of the District Attorney of Sonoma County Hall of Justice 600 Administration Drive, Room 212-J Santa Rosa, CA 95403
Office of the District Attorney of Tehama County County Courthouse P.O. Box 519 Red Bluff, CA 96080	Office of the District Attorney of Sutler County Courthouse Annex Box 1555 446 Second Street Yuba City, CA 95991
Office of the District Attorney of Tulare County County Civic Center 2350 Burrel Avenue, Room 224 Visalia, CA 93291	Office of the District Attorney of Stanislaus County 11001 Street, Room 200 P.O. Box 442 Modesto, CA 95353
Office of the District Attorney of Yolo County 301 Second Street Woodland, CA 95695	Office of the District Attorney of Tuolumne County 2 South Green Street Sonora, CA 95370
Office of the District Attorney of Yuba County County Courthouse 215 5th Street Marysville, CA 95901	Office of the District Attorney of Trinity County P.O. Box 310 Weaverville, CA 96093
Office of the District Attorney of Ventura County 800 South Victoria Avenue, Room 314 Ventura, CA 93009	