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FELLOW

*Via First Class Certified Mail
Return Receipt Requested*

June 28, 2012

Quikrete California, LLC
3490 Piedmont Rd. NE, Suite 1300
Atlanta, GA 30305

Quikrete California, LLC
c/o C T Corporation System, Agent for Service of Process
818 W. Seventh Street
Los Angeles, CA 90017

Re: Notice of Violation of California Health & Safety Code §25249.5, *et seq.*

Dear Sir or Madam:

Altshuler Berzon LLP ("Firm") represents As You Sow, a 501(c)(3) non-profit corporation dedicated to, among other causes, the protection of the environment, toxics reduction, the promotion of and improvement of human health, the improvement of worker and consumer rights, environmental education, and corporate accountability. As You Sow is based in San Francisco, California and was incorporated in 1992 under the laws of the State of California.

As You Sow has documented violations of California's Safe Drinking Water and Toxic Enforcement Act of 1986 ("Proposition 65"), Cal. Health & Safety Code §25249.5 *et seq.*, by the Quikrete Companies, Inc. (the "Company"). This letter constitutes notice by As You Sow and the Firm to the Company of these violations. Specifically, the Company has violated and is violating Section 25249.6, which provides that "[n]o person in the course of doing business shall knowingly and intentionally expose any individual to a chemical known to the state to cause cancer or reproductive toxicity without first providing a clear and reasonable warning to such individual"

Quikrete California, LLC

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Pursuant to Section 25249.7(d) of the statute, this Firm intends to bring an enforcement action on behalf of As You Sow sixty (60) days after effective service of this notice unless the public enforcement agencies have commenced and are diligently prosecuting an action to rectify the violations discussed in this letter. The public enforcement agencies that have been served with copies of this notice of violations are identified in the attached Certificate of Service.

Alleged Violator: The name of the alleged violator covered by this notice is The Quikrete Companies, Inc.

Listed Chemicals: These violations involve exposures to arsenic (inorganic compounds, including inorganic oxides) and chromium (hexavalent compounds) from the products listed below. On February 27, 1987, the State of California officially listed arsenic (inorganic arsenic compounds) as a chemical known to the State cause cancer; and on May 1, 1997, listed arsenic (inorganic oxides) as a chemical known to the State to cause reproductive toxicity. The State of California listed chromium (hexavalent compounds) as a chemical known to the State to cause cancer on February 27, 1987, and listed it as a chemical known to the State to cause reproductive toxicity on December 19, 2008.

Consumer Products: The products that are the subject of this notice are ready-mix dry Portland cement products, including Quikrete™ Ready to Use Concrete Mix and Quikrete™ Green Concrete Mix, which are produced, sold, and/or distributed by the Quikrete Companies, Inc. in California.

Violations: The alleged violator has knowingly and intentionally exposed and continues knowingly and intentionally to expose consumers within the State of California to arsenic (inorganic compounds, including inorganic oxides) and chromium (hexavalent compounds) at levels that exceed the No Significant Risk Level without providing clear and reasonable warning of this exposure. In particular, the products do not provide any warning of the reproductive hazards associated with the arsenic (inorganic oxides) and chromium (hexavalent compounds) contained in the products. Nor do the products provide a warning of the carcinogenic hazards associated with arsenic (inorganic compounds) and chromium (hexavalent compounds) in a manner that effectively will reach consumers before they are exposed.

Route of Exposure: Use of the products identified in this notice results in human exposures to arsenic (inorganic compounds, including inorganic oxides) and chromium (hexavalent compounds). The routes of exposure include: inhalation when consumers breathe near the product, including when the products are transferred from their packaging into containers and then mixed with water, and when the products are used by persons indoors and/or outdoors; dermal absorption during use of the products; and ingestion, including as a result of hand-to-mouth contact following dermal contact.

Duration of Violations: Each of these ongoing violations has occurred on every day since at least January 27, 2010; as well as every day since the products were introduced in the California marketplace and following the one-year anniversary dates of the listings at issue; and will continue every day until clear and reasonable warnings are provided to product purchasers and users or until these known toxic chemicals are removed from the products.

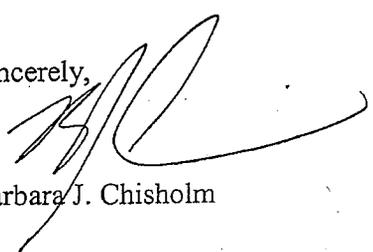
Pursuant to Title 11, C.C.R. §3100, a certificate of merit is attached hereto. Pursuant to Title 27, C.C.R. §25903(b), a copy of "The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary" is also enclosed.

Quikrete California, LLC
June 28, 2012
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In keeping with its public interest mission and to rectify expeditiously these ongoing violations of California law, As You Sow is interested in seeking a constructive resolution of this matter without engaging in costly and protracted litigation. You may communicate directly with As You Sow by contacting Larry Fahn, President, at: 311 California Street, Suite 510, San Francisco, CA 94104, telephone: 415-391-3212. If you wish to contact me, my contact information is below:

Barbara J. Chisholm
Altshuler Berzon LLP
177 Post Street, Suite 300
San Francisco, CA 94108
Telephone: 415-421-7151
Facsimile: 415-362-8064
E-mail: bchisholm@altber.com

Sincerely,



Barbara J. Chisholm

Enclosures

cc: Attorney General (without "Proposition 65: A Summary" attachment) (with additional confidential factual information supporting Certificate of Merit)

District Attorneys for California's 58 Counties (see list attached to Certificate of Service) (without "Proposition 65: A Summary" attachment)

City Attorneys for the Cities of Los Angeles, San Diego, San Francisco, and San Jose (see list attached to Certificate of Service) (without "Proposition 65: A Summary" attachment)

CERTIFICATE OF MERIT
Health and Safety Code Section 25249.7(d)

I, Barbara J. Chisholm, hereby declare:

(1) This Certificate of Merit accompanies the attached sixty-day notice(s) in which it is alleged the parties identified in the notices have 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, As You Sow.

(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 the 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 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.

Dated: June 25, 2012



Barbara J. Chisholm
Attorney for As You Sow

CERTIFICATE OF SERVICE

I am employed in the City and County of San Francisco, California. I am over the age of eighteen years and not a party to the within action; my business address is 177 Post Street, San Francisco, California 94108.

On June 28, 2012, I served the following document(s):

Notice of Violation of California Health & Safety Code §25249.5, et seq. (regarding exposure to arsenic and chromium without adequate warning), including attachment "Proposition 65: A Summary"; and Certificate of Merit.

on the entity listed below and the individuals identified in the list attached hereto as Appendix A, by placing true copies thereof in sealed envelopes addressed as indicated below and in Appendix A for service by enclosing them in an envelope and placing the envelope for collection and mailing by United States Mail following our ordinary business practices. I am readily familiar with this business's practice for collecting and processing correspondence for mailing. On the same day that correspondence is planned for collection and mailing it is deposited in the ordinary course of business with the U.S. Postal Service in a sealed envelope with postage fully paid.

ADDRESSEES

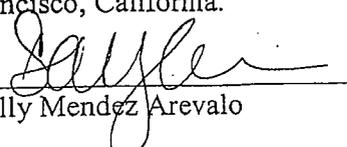
James E. Winchester, President
Quikrete California, LLC
3490 Piedmont Rd, Ste. 1300
Atlanta, GA 30305

James E. Winchester, President
Quikrete California, LLC., c/o C T Corp. Sys.
818 W. Seventh Street
Los Angeles, CA 90017

and

Individuals identified in list attached as Appendix A (without attachment "Proposition 65: A Summary").

I declare under penalty of perjury under laws of the State of California that the foregoing is true and correct. Executed June 28, 2012, at San Francisco, California.


Sally Mendez Arevalo

**APPENDIX A
SERVICE LIST**

<p>The Honorable Kamala D. Harris Attorney General for the State of California PO Box 944255 Sacramento, CA 94244 (attached Certificate of Merit includes additional supporting information subject to Evidence Code §1040)</p>	<p>The Honorable Arthur Maillet, District Attorney INYO COUNTY PO Box D Independence, CA 93526</p>
<p>The Honorable Birgit Fladager, District Attorney STANISLAUS COUNTY 832 12th Street, Suite 300 Modesto, CA 95354</p>	<p>The Honorable Bob Lee, District Attorney SANTA CRUZ COUNTY 701 Ocean Street, Room 200 Santa Cruz, CA 95060</p>
<p>The Honorable Bonnie Dumanis, District Attorney SAN DIEGO COUNTY 330 W. Broadway, Suite 1300 San Diego, CA 92101</p>	<p>The Honorable Ronald Scott Owens, District Attorney PLACER COUNTY 10810 Justice Center Drive Suite #240 Roseville, CA 95678</p>
<p>The Honorable Candice Hooper-Mancino, District Attorney SAN BENITO COUNTY 419 4th Street Hollister, CA 95023-3801</p>	<p>The Honorable Carl Adams, District Attorney SUTTER COUNTY 446 2nd Street Yuba City, CA 95991</p>
<p>The Honorable Joyce E. Dudley, District Attorney SANTA BARBARA COUNTY 1112 Santa Barbara Street Santa Barbara, CA 93101</p>	<p>The Honorable Clifford Newell, District Attorney NEVADA COUNTY 110 Union Street Nevada City, CA 95959</p>
<p>The Honorable Donald A. du Bain, District Attorney SOLANO COUNTY 675 Texas Street, Ste. 4500 Fairfield, CA 94533</p>	<p>The Honorable Dean Flippo, District Attorney MONTEREY COUNTY PO BOX 1131 Salinas, CA 93902</p>
<p>The Honorable Dennis J. Herrera, Office of the City Attorney City Hall, Room 234 San Francisco, CA 94102</p>	<p>The Honorable Jeffrey F. Rosen, District Attorney SANTA CLARA COUNTY 70 West Hedding Street, West Wing San Jose, CA 95110</p>
<p>The Honorable Michael Knowles, Acting District Attorney TUOLUMNE COUNTY 423 No. Washington Street Sonora, CA 95370</p>	<p>The Honorable Edward Berberian, District Attorney MARIN COUNTY 3501 Civic Center Drive, Room 130 San Rafael, CA 94903</p>

<p>The Honorable Lisa Green, District Attorney KERN COUNTY 1215 Truxtun Avenue Bakersfield, CA 93301</p>	<p>The Honorable Elizabeth Egan, District Attorney FRESNO COUNTY 2220 Tulare Street, Ste. 1000 Fresno, CA 93721</p>
<p>The Honorable Michael R. Keitz, District Attorney MADERA COUNTY 209 West Yosemite Avenue Madera, CA 93637</p>	<p>The Honorable Gary Lieberstein, District Attorney NAPA COUNTY PO BOX 720 Napa, CA 94559</p>
<p>The Honorable Christopher Brooke, District Attorney MODOC COUNTY 204 S. Court Street, Room 202 Alturas, CA 96101</p>	<p>The Honorable George Booth, District Attorney MONO COUNTY PO BOX 2053 Mammoth Lakes, CA 93546</p>
<p>The Honorable Stephen Carlton, District Attorney SHASTA COUNTY 1355 West Street Redding, CA 96001</p>	<p>The Honorable Gerald Shea, District Attorney SAN LUIS OBISPO COUNTY 1035 Palm Street San Luis Obispo, CA 93408</p>
<p>The Honorable Gilbert Otero, District Attorney IMPERIAL COUNTY 940 West Main Street, Ste. 102 El Centro, CA 92243</p>	<p>The Honorable Gregg Cohen, District Attorney TEHAMA COUNTY 444 Oak Street, Room L Red Bluff, CA 96080</p>
<p>The Honorable Gregory Totten, District Attorney VENTURA COUNTY 800 South Victoria Avenue Ventura, CA 93009</p>	<p>The Honorable Stephen M. Wagstaffe, District Attorney SAN MATEO COUNTY 400 County Center, Third Floor Redwood City, CA 94063</p>
<p>The Honorable James Kirk Andrus, District Attorney SISKIYOU COUNTY PO BOX 986 Yreka, CA 96097</p>	<p>The Honorable James Willett, District Attorney SAN JOAQUIN COUNTY PO BOX 990 Stockton, CA 95202</p>
<p>The Honorable Jan Goldsmith, Office of the City Attorney 1200 Third Ave., Suite 1620 San Diego, CA 92101</p>	<p>The Honorable Jan Scully, District Attorney SACRAMENTO COUNTY 901 G Street Sacramento, CA 95814</p>
<p>The Honorable David Hollister, District Attorney PLUMAS COUNTY 520 Main Street, Room 404 Quincy, CA 95971</p>	<p>The Honorable Jeff Reisig, District Attorney YOLO COUNTY 301 Second Street Woodland, CA 95695</p>

<p>The Honorable Barbara Yook, District Attorney CALAVERAS COUNTY 891 Mountain Ranch Road San Andreas, CA 95249</p>	<p>The Honorable John Poyner, District Attorney COLUSA COUNTY 346 Fifth Street, Suite 101 Colusa, CA 95932</p>
<p>The Honorable Donald Anderson, District Attorney LAKE COUNTY 255 N. Forbes Street Lakeport, CA 95453</p>	<p>The Honorable George Gascón, District Attorney SAN FRANCISCO COUNTY 850 Bryant Street, Room 325 San Francisco, CA 94103</p>
<p>The Honorable Larry Morse II, District Attorney MERCED COUNTY 550 W. Main Street Merced, CA 95340</p>	<p>The Honorable Lawrence Allen, District Attorney SIERRA COUNTY 100 Courthouse Square, Second Floor, Post Office Box 457 Downieville, CA 95936</p>
<p>The Honorable C. David Eyster, District Attorney MENDOCINO COUNTY PO BOX 1000 Ukiah, CA 95482</p>	<p>The Honorable Michael Harper, District Attorney TRINITY COUNTY PO Box 310, 11 Court St. Weaverville, CA 96093</p>
<p>The Honorable Michael Ramos, District Attorney SAN BERNARDINO COUNTY 303 W. Third Street, 6th Floor San Bernardino, CA 92415</p>	<p>The Honorable Michael Ramsey, District Attorney BUTTE COUNTY 25 County Center Drive - Administration Building Oroville, CA 95965</p>
<p>The Honorable Jon Alexander, District Attorney DEL NORTE COUNTY 450 H Street, Room 171 Crescent City, CA 95531</p>	<p>The Honorable Patrick McGrath, District Attorney YUBA COUNTY 215 Fifth Street, Ste. 152 Marysville, CA 95901</p>
<p>The Honorable Paul Gallegos, District Attorney HUMBOLDT COUNTY 825 5th Street, 4th Floor Eureka, CA 95501</p>	<p>The Honorable Phillip Cline, District Attorney TULARE COUNTY 221 South Mooney Blvd., Suite 224 Visalia, CA 93291</p>
<p>The Honorable Richard Doyle, Office of the City Attorney City of San Jose 200 East Santa Clara Street, 16th Floor San Jose, CA 95113- 1905</p>	<p>The Honorable Robert Brown, District Attorney MARIPOSA COUNTY 5101 Jones St., P.O. Box 730 Mariposa, CA 95338</p>

<p>The Honorable Robert Burns, District Attorney LASSEN COUNTY 220 S. Lassen Street, Ste. 8 Susanville, CA 96130</p>	<p>The Honorable Robert J. Maloney, District Attorney GLENN COUNTY PO Box 430 Willows, CA 95988</p>
<p>The Honorable Mark A. Peterson, District Attorney CONTRA COSTA COUNTY 900 Ward Street Martinez, CA 94553</p>	<p>The Honorable Carmen A. Trutanich, City Attorney 800 City Hall East, 200 North Main Street Los Angeles, CA 90012</p>
<p>The Honorable Paul Zellerback, District Attorney RIVERSIDE COUNTY 3960 Orange Street Riverside, CA 92501</p>	<p>The Honorable Greg Strickland, District Attorney KINGS COUNTY 1400 West Lacey Blvd. Hanford, CA 93230</p>
<p>The Honorable Jill Ravitch, District Attorney SONOMA COUNTY 600 Administration Drive, Room 212J Santa Rosa, CA 95403</p>	<p>The Honorable Steve Cooley, District Attorney's Office LOS ANGELES COUNTY 210 West Temple Street, Suite 18000 Los Angeles, CA 90012-3210</p>
<p>The Honorable Nancy O'Malley, District Attorney ALAMEDA COUNTY 1225 Fallon Street, Room 900 Oakland, CA 94612</p>	<p>The Honorable Todd Riebe, District Attorney AMADOR COUNTY 708 Court Street #202 Jackson, CA 95642</p>
<p>The Honorable Tony Rackauckas, District Attorney ORANGE COUNTY 401 Civic Center Drive West Santa Ana, CA 92701</p>	<p>The Honorable Vernon Pierson, District Attorney EL DORADO COUNTY 515 Main Street Placerville, CA 95667</p>
<p>The Honorable Terese Drabec, District Attorney ALPINE COUNTY 270 Laramie Street, P.O. Box 248 Markleeville, CA 96120</p>	