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*ADMITTED IN NEW YORK ONLY

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FRED H. ALTSHULER
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RACHEL J. ZWILLINGER
FELLOW

*Via First Class Certified Mail
Return Receipt Requested*

October 29, 2012

James E. Winchester, President
The Quikrete Companies, Inc.
3490 Piedmont Rd. NE
Atlanta, GA 30305-1743

James E. Winchester, President
The Quikrete Companies, Inc.
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 Mr. Winchester:

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"

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 chromium (hexavalent compounds) from the product listed below. 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 product that is the subject of this notice is Quikwall® Surface Bonding Cement, which is produced, sold, and/or distributed by The Quikrete Companies, Inc.

Violations: The alleged violator knowingly and intentionally has exposed and continues knowingly and intentionally to expose consumers within the State of California to chromium (hexavalent compounds) at levels that, upon reasonable use of the products, exceed the No Significant Risk Level without providing clear and reasonable warning of this exposure. In particular, the product does not provide any warning of the carcinogenic and reproductive hazards associated with the chromium (hexavalent compounds) contained in the product.

Route of Exposure: Use of the product identified in this notice results in human exposures to chromium (hexavalent compounds). The routes of exposure include: inhalation when consumers breathe near the product, including when the product is transferred from its packaging into containers and then mixed with water, and when the product is used by persons indoors and/or outdoors; and ingestion, including but not limited to as a result of swallowing dust particles.

Duration of Violations: Each of these ongoing violations has occurred on every day since at least October 29, 2011; as well as every day since the product was introduced in the California marketplace and following the one-year anniversary date 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 product.

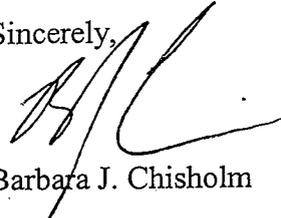
Pursuant to Title 11, C.C.R. §3100, a certificate of merit is attached hereto. Pursuant to Title 27, C.C.R. §25903(b), a copy of "The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary" is also enclosed.

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 Danielle Fugere, President and Chief Counsel, at: 1611 Telegraph Avenue, Suite 1450, Oakland, CA 94612, telephone: 510-735-8158. If you wish to contact me, my contact information is below:

The Quikrete Companies, Inc.
October 29, 2012
Page 3

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: October 25, 2012



Barbara J. Chisholm
Attorney for As You Sow

APPENDIX 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 12903). 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.

§ 27000. Chemicals Required By State Or Federal Law To Have Been Tested For Potential To Cause Cancer Or Reproductive Toxicity, But Which Have Not Been Adequately Tested As Required.

(a) The Safe Drinking Water and Toxic Enforcement Act of 1986 requires the Governor to publish a list of chemicals formally required by state or federal agencies to have testing for carcinogenicity or reproductive toxicity, but that the state's qualified experts have not found to have been adequately tested as required [Health and Safety Code Section 25249.8(c)].

Readers should note that a chemical that already has been designated as known to the state to cause cancer or reproductive toxicity is not included in the following listing as requiring additional testing for that particular toxicological endpoint. However, the "data gap" may continue to exist, for purposes of the state or federal agency's requirements. Additional information on the requirements for testing may be obtained from the specific agency identified below.

(b) Chemicals required to be tested by the California Department of Pesticide Regulation

The Birth Defect Prevention Act of 1984 (SB 950) mandates that the California Department of Pesticide Regulation (CDPR) review chronic toxicology studies supporting the registration of pesticidal active ingredients. Missing or unacceptable studies are identified as data gaps. The studies are conducted to fulfill generic data requirements of the Federal Insecticide, Fungicide, and Rodenticide Act (FIFRA), which is administered by the United States Environmental Protection Agency (U.S. EPA). The studies are reviewed by CDPR according to guidelines and standards promulgated under FIFRA. Thus, older studies may not meet current guidelines.

The existence of a data gap for a compound does not indicate a total lack of information on the carcinogenicity or reproductive toxicity of the compound. In some cases, information exists in the open scientific literature, but SB 950 requires specific additional information. A data gap does not necessarily indicate that an oncogenic or reproductive hazard exists. For the purposes of this list, a data gap is still considered to be present until the study is reviewed and found to be acceptable.

Following is a listing of SB 950 data gaps for oncogenicity, reproduction, and teratology studies for the non-200 pesticidal active ingredients. This list will change as data gaps are filled by additional data or replacement studies.

For purposes of this section, "onc mouse" means oncogenicity in mice, "onc rat" means oncogenicity in rats, "repro" means reproduction, "tera rat" means teratogenicity in rats, "tera rabbit" means teratogenicity in rabbits.

Chemical

Acid Blue 9*

Acid Yellow 23*

Alkyl-1,3-propylene diamine acetate alkyl
derived from coconut oil fatty acids

Ammonium thiosulfate*

Borax*

Bromadiolone*

Butoxy polypropylene glycol*

Butoxy polypropoxy polyethoxy ethanol-
iodine complex

Castor oil*

Chlorophacinone*

Chromic acid*

Copper salts of fatty and rosin acids*

Disodium octaborate tetrahydrate

Testing Needed

onc rat, onc mouse, repro, tera rat, tera rabbit

onc rat, onc mouse, repro

tera rat, tera rabbit

(only one required)

onc rat, onc mouse, repro, tera rat, tera rabbit

onc rat, repro

onc rat, onc mouse, repro, tera rabbit

onc rat, onc mouse, repro, tera rat, tera rabbit

tera rat

onc rat, onc mouse, repro, tera rat, tera rabbit

onc rat, onc mouse, repro

onc mouse, repro, tera rabbit

onc rat, onc mouse, repro, tera rat, tera rabbit

onc rat, repro

Menthol*
 Meta-cresol*
 Methoprene*
 Methyl isothiocyanate*
 2,2-(Methyl trimethylene dioxy)bis-
 (4-methyl-1,3,2-dioxaborinate)*
 Mineral oil*
 Petroleum distillates*
 Petroleum distillates, refined*
 Petroleum oil, paraffin based*
 Petroleum oil, unclassified*
 Polyethoxy polypropoxy polyethoxy
 ethanol-iodine complex*
 Propylene oxide*
 Sabadilla alkaloids*
 Sodium chlorate*
 Sodium fluoride*
 Sodium phenate*
 Tetraglycine hydroperiodide*
 Triethylene glycol*
 2,4-Xylenol*

onc rat, onc mouse, repro, tera rat, tera rabbit
 tera rat, onc rat, onc mouse, repro, tera rabbit
 onc mouse, onc rat, repro, tera rat, tera rabbit
 repro
 onc rat, onc mouse, repro, tera rabbit

onc rat, repro, tera rabbit
 onc rat, onc mouse, repro, tera rat, tera rabbit
 onc rat, onc mouse, repro, tera rat, tera rabbit
 onc rat, onc mouse, repro, tera rat, tera rabbit
 onc rat, onc mouse, repro, tera rat, tera rabbit
 tera rat

tera rabbit, repro, tera rat
 onc rat, onc mouse, repro, tera rabbit
 onc rat, onc mouse, repro, tera rabbit
 onc rat, onc mouse, repro, tera rat, tera rabbit
 tera rat
 tera rat, tera rabbit (only one required)
 onc rat, onc mouse, repro, tera rat, tera rabbit
 onc rat, onc mouse, repro, tera rat, tera rabbit

*Claims are pending review that data should not be required

(c) Chemicals required to be tested by the U.S. EPA, Office of Toxic Substances.

Under Section 4(a) of the Toxic Substances Control Act, testing of a chemical is required when that chemical may present an unreasonable risk, or is produced in substantial quantities and enters the environment in substantial quantities, or may have significant or substantial human exposure.

For purposes of this section, "tera" means teratogenicity, "rtox" means reproductive toxicity, "onc" means oncogenicity.

Chemical
 Ethylene dichloride
 1,1,2-Trichloroethane

Testing Needed
 rtox
 onc, rtox, tera

NOTE: The testing of the above chemicals is being carried out under "Enforceable Consent Agreements" (or ECAs) under Section 4 of TSCA. In addition, there are a number of ongoing TSCA testing action development activities that may be of interest in the context of Proposition 65. When promulgated, these TSCA Section 4 Test Rules and/or ECAs will require industry to conduct reproductive toxicity, developmental toxicity, and/or cancer studies on a number of 1) hazardous air pollutants (or HAPs), 2) chemicals frequently found at Superfund sites, and 3) U.S. high production volume (or HPV) chemicals. As these, and possibly other, TSCA Section 4 Test Rules/ECAs become effective, this table will be revised to reflect those additional chemical substances for which developmental toxicity, reproductive toxicity, and/or oncogenicity testing is currently being required under Section 4 of TSCA.

(d) Chemicals required to be tested by the U.S. EPA, Office of Pesticide Programs.

The U.S. EPA is responsible for the regulation of pesticides under the Federal Insecticide, Fungicide, and Rodenticide Act (FIFRA). FIFRA requires U.S. EPA to register pesticides based on data adequate to demonstrate that they will not result in unreasonable adverse effects to people or the environment when used in accordance with their U.S. EPA-approved labels.

In 1988, FIFRA was amended to strengthen U.S. EPA's pesticide regulatory authority and responsibilities to reregister pesticides registered prior to 1984 to ensure they meet today's stringent scientific and regulatory standards. Reregistration requires registrants to develop up-to-date data bases for each pesticide active ingredient. As part of the reregistration process, modifications may be made to registrations, labels or tolerances to ensure they are protective of human health and the environment. Also, reregistration reviews will identify any pesticides where regulatory action may be necessary to deal with unreasonable risks. U.S. EPA has been directed to accelerate the reregistration process so that the entire process is completed by 1997. The 1988 amendments set out a five-phase schedule to accomplish this task with deadlines applying to both pesticide registrants and the U.S. EPA. These amendments are requiring a substantial number of new studies to be conducted and old studies to be reformatted for U.S. EPA review to ensure they are adequate. U.S. EPA may, in the future, request additional data or information to further evaluate any concerns over the safety of pesticide products.

The chemicals listed below are those for which data are unavailable or inadequate to characterize oncogenicity, teratogenicity, or reproductive effects potential. For purposes of this section, "onc" means oncogenicity, "tera" means teratogenicity, and "repro" means reproductive toxicity.

<i>Chemical</i>	<i>Data Requirements</i>
4-T-Amylphenol	onc, repro, tera
Benzisothiazolin-3-one	onc, repro, tera
Benzisothio styrene	onc
Chlorflurenol methyl	repro
Alpha-Chlorohydrin	tera
Dithianon	tera
Endothall and salts	tera
Ethoxyquin	onc, repro, tera
Iodine-potassium iodide	onc, repro, tera
Irgasan	onc
Magnesium phosphide	onc
Maneb with ETU	tera
Mepiquat chloride	tera
Methyl isothiocyanate	onc, repro, tera

Niclosamide

tera

Nicotine and derivatives

repro, tera

Spinetoram

onc

Sulfometuron-methyl

tera

Tetramethrin

tera

Revised: January 1, 2009

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, Suite 300, San Francisco, California 94108.

On October 30, 2012, I served the following document(s):

**Notice of Violation of California Health & Safety Code §25249.5, et seq.
(regarding exposure to chromium without adequate warning);**

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 United States Postal Service in a sealed envelope with postage fully paid.

ADDRESSES

James E. Winchester, President The Quikrete Companies, Inc. 3490 Piedmont Rd., NE Atlanta, GA 30305-1743	James E. Winchester, President The Quikrete Companies, Inc. c/o C T Corporation System, Agent for Service of Process 818 W. Seventh Street Los Angeles, CA 90017
---	---

and

Individuals identified in list attached as Appendix A

I declare under penalty of perjury under laws of the State of California that the foregoing is true and correct. Executed October 30, 2012, at San Francisco, California.



Sally Mendez Arevalo

APPENDIX A SERVICE LIST

Kamala D. Harris
Attorney General for the State of California
PO Box 944255
Sacramento, CA 94244

The Honorable Bob Lee, District Attorney
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701 Ocean Street, Room 200
Santa Cruz, CA 95060

The Honorable Candice Hooper-Mancino,
District Attorney
SAN BENITO COUNTY
419 4th Street
Hollister, CA 95023-3801

The Honorable Clifford Newell, District
Attorney
NEVADA COUNTY
110 Union Street
Nevada City, CA 95959

The Honorable Dennis J. Herrera, Office of
the City Attorney
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San Francisco, CA 94102

The Honorable Edward Berberian, District
Attorney
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The Honorable Michael R. Keitz, District
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IMPERIAL COUNTY
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The Honorable Stephen M. Wagstaffe,
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The Honorable Arthur Maillet, District
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APPENDIX A SERVICE LIST

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