

ATTORNEY GENERAL COPY: CONTAINS OFFICIAL INFORMATION
PURSUANT TO EVIDENCE CODE SECTION 1040

GIRARD GIBBS
L L P

ATTORNEYS AT LAW

March 31, 2014

VIA CERTIFIED MAIL

Indra K. Nooyi
Chairman & Chief Executive Officer
PepsiCo., Inc.
700 Anderson Hill Road
Purchase, New York 10577

California Attorney General
Proposition 65 Coordinator
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, California 94612

Robert Unanue
Chief Executive Officer
Goya Foods, Inc.
100 Seaview Drive
Secaucus, New Jersey 07096

Additional Recipients Listed in Certificate of Service

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

This Notice of Violation is provided to you pursuant to and in compliance with California Health and Safety Code Section 25249.7(d). For general information regarding the California Safe Drinking Water and Toxic Enforcement Act (commonly known as "Proposition 65"), see the attached summary provided by the California Environmental Protection Agency (copies not provided to public enforcement agencies), Exhibit A.

This notice is served on you by the following individual purchasers of PepsiCo and/or Goya Foods products, and on behalf of the public interest, hereinafter "Clients":

Michael Azar	John Bendall	Jeff Locher	David Mendez	Dominic Yagumyum
Ivette Ramirez	Johnathan Covey	Geovanny Martinez	Eddie DiFlorio	Jessica Benjamin
George Rudenko	Rosalyn Hisle	Patricia Flores	Zoe Cirino Lopez	Victor Aguilar
Yolanda Autry	Kimberly Hunter	Karen Grieff	Freyen Santiago	Yasmine Shahadah
Alberto Martinez	Tony Warren	Chenelle Washington	Jeff Higa	Christine Vance
Dragan Radic	Raul Martinez	Charles Dee	Susano Tec	

To: PepsiCo, Inc.
Re: Notice Pursuant to California Health & Safety Code Section 25249.7(d)
Date: March 31, 2014
Page 2

Please direct all communications or responses regarding this Notice to the following counsel:

Eric H. Gibbs
GIRARD GIBBS, LLP
601 California Street, 14th Floor
San Francisco, California 94108
Telephone: (415) 981-4800
Facsimile: (415) 981-4846

Todd D. Muhlstock
BAKER SANDERS LLC
100 Garden City Plaza, Suite 500
Garden City, New York 11530
Telephone: (516) 741-4799
Facsimile: (516) 741-3777

DESCRIPTION OF VIOLATIONS

- 1. Violators**
The names and addresses of the alleged violators are listed on Exhibit B, which is attached hereto and by reference incorporated herein.
- 2. Time Period of Exposure.**
The alleged violations have been occurring since at least January 7, 2012, and are ongoing.
- 3. Provision of Proposition 65**
The Notice of Violation covers the "warning provision" of Proposition 65, which is found at California Health and Safety Code section 25249.6.
- 4. Chemical(s) Involved**
The name of the listed chemical involved in these violations is 4-methylimidazole ("4-MEI"). Exposures to 4-MEI occur from use of the products identified in this Notice.
- 5. Types of Products**
The specific types of product causing these violations are carbonated soft drinks containing caramel coloring. Non-exclusive examples of this specific type of product are listed on the attached Exhibit A.
- 6. Description of Exposure**
This Notice of Violation addresses consumer exposures to 4-MEI. Use of the products identified in this notice results in human exposures to 4-MEI. The route of exposure for the violations is via ingestion by consumers. No clear and reasonable warning is provided with the Products regarding the carcinogenic hazards of 4-MEI.

RESOLUTION OF NOTICED CLAIMS

Based on the allegations set forth in this Notice of Violation, Clients intend to file a citizen enforcement lawsuit against each of the alleged violators unless such violator agrees in a

To: California Attorney General
Re: Notice Pursuant to California Health & Safety Code Section 25249.7(d)
Date: March 17, 2014
Page 3

binding written instrument to: (1) recall products subject to this notice sold since January 7, 2012; (2) provide clear and reasonable warnings for products sold in the future, reformulate such products to eliminate the 4-MEI exposures, or take appropriate measures to otherwise comply with Propositions 65; and (3) pay an appropriate civil penalty based on the factors enumerated in California Health and Safety Code section 25249.7(b). If any of the alleged violators is interested in resolving this dispute without resort to time-consuming litigation, please contact Clients, through their counsel of record, identified above. Please note that a private citizen cannot: (a) finalize any settlement until after the 60-day notice period has expired; nor (b) speak for the Attorney General, or any District Attorney or City Attorney who received this Notice of Violation. Therefore, while reaching an agreement with any of the Clients will resolve their claims, such agreement may not satisfy public enforcement officials.

Cc: Parties listed in Certificate of Service

Enclosures: **Exhibit A** – The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary (attachment not provided to public enforcement agencies);

Exhibit B – List of Alleged Violators and Sample Products;

Exhibit C – Certificate of Merit (attachment only sent to California Attorney's General's Office);

Exhibit D – Certificate of Service.

Exhibit B

March 17, 2014 Notice of Violation

4-Methylimidazole (4-MEI)
In Carbonated Soft Drinks Containing Caramel Coloring

Responsible Parties	Non-Exclusive Examples of the Products
<p>Pepsi Beverages Company 1 Pepsi Way Somers, New York 10589</p> <p>PepsiCo, Inc. 700 Anderson Hill Road Purchase, New York 10577</p>	<p>Diet Pepsi Pepsi One</p>
<p>Goya Foods 100 Seaview Drive Secaucus, New Jersey 07096</p> <p>Goya Foods of California 15320 Salt Lake Avenue City of Industry, California 91745</p>	<p>Malta Goya</p>

Exhibit C

CERTIFICATE OF MERIT
California Health & Safety Code § 25249.7(d).

I, Todd D. Muhlstock, hereby declare:

1. This certificate of merit accompanies the attached sixty-day Notice of Violation alleging that the parties identified in the Notice have violated California Health & Safety Code section 25249.6 by failing to provide clear and reasonable warnings.

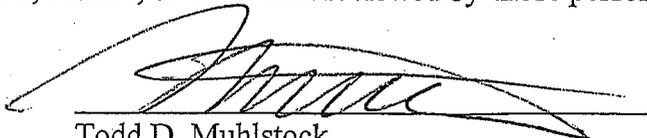
2. I am a partner with Baker Sanders LLC, counsel for Clients listed in the attached sixty-day Notice, the noticing parties.

3. Members of my firm and 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 exposures to the listed chemical that is 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 plaintiff's case can be established and the information did not prove that the alleged violators will be able to establish any of the affirmative defenses set forth in the statute.

5. The copy of the Certificate 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 & 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: 3/28/14



Todd D. Muhlstock
BAKER SANDERS LLC

Counsel for Clients listed in the attached sixty-day Notice

Exhibit D

CERTIFICATE OF SERVICE

I, Jill Amy Roaquin, am employed in the County of San Francisco. I am over the age of eighteen years and not a party to the within entitled action; my business address is 601 California Street, Suite 1400, San Francisco, California 94108.

On March 31, 2014, I served the following document:

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

I served the document on the persons below as follows:

PLEASE REFER TO SERVICE LIST

/ ✓ / **BY CERTIFIED U.S. MAIL:** I served said documents on the interested parties by placing true copies thereof enclosed in sealed envelopes with the postage thereon fully prepaid for certified delivery to the persons at the addresses set forth above. I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with U.S. Postal Service on that same day with postage thereon fully prepaid at San Francisco, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on March 31, 2014, at San Francisco, California.



Jill Amy Roaquin

SERVICE LIST

Indra K. Nooyi
Chairman & Chief Executive Officer
PepsiCo., Inc.
700 Anderson Hill Road
Purchase, New York 10577

Robert Unanue
Chief Executive Officer
Goya Foods, Inc.
100 Seaview Drive
Secaucus, New Jersey 07096

California Attorney General
Proposition 65 Coordinator
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, California 94612

Office of the District Attorney
Alameda County
1225 Fallon Street, Room 900
Oakland, California 94612

Office of the District Attorney
Amador County
708 Court Street, Room 202
Jackson, California 95642

Office of the District Attorney
Alpine County
P.O. Box 248
Markleeville, California 96120

Office of the District Attorney
Butte County
Administration Building 25
County Center Drive
Oroville, California 95965

Office of the District Attorney
Calaveras County
Government Center
891 Mountain Ranch Road
San Andreas, California 95249

Office of the District Attorney
El Dorado County
515 Main Street
Placerville, California 95667

San Francisco City Attorney's Office
City Hall, Room 234
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94102

Los Angeles City Attorney's Office
1800 City Hall East
200 North Main Street
Los Angeles, California 90012

San Diego City Attorney's Office
Civic Center Plaza
1200 3rd Avenue, Suite 1200
San Diego, California 92101

San Jose City Attorney's Office
200 East Santa Clara Street
San Jose, California 95113

Office of the District Attorney
Colusa County
547 Market Street
Colusa, California 95932

Office of the District Attorney
Contra Costa County
P.O. Box 670
Martinez, California 94553

Office of the District Attorney
Fresno County
2220 Tulare Street, Suite 1000
Fresno, California 93721

Office of the District Attorney
Del Norte County
450 H Street, Suite 171
Crescent City, California 95531

SERVICE LIST

Office of the District Attorney
Imperial County
County Courthouse, Room 202
939 West Main Street
El Centro, California 92243

Office of the District Attorney
Kern County
1215 Truxtun Avenue, 4th Floor
Bakersfield, California 93301

Office of the District Attorney
Inyo County
168 North Edwards Street
P.O. Drawer D
Independence, California 93526

Office of the District Attorney
Los Angeles County
18000 Criminal Courts Building
210 West Temple Street
Los Angeles, California 90012

Office of the District Attorney
Marin County
Hall of Justice, Room 183
3501 Civic Center Drive
San Rafael, California 94903

Office of the District Attorney
Madera County
209 West Yosemite Avenue
Madera, California 93637

Office of the District Attorney
Modoc County
County Courthouse
P.O. Box 1171
Alturas, California 961 01

Office of the District Attorney
Monterey County
240 Church Street
Salinas, California 93901

Office of the District Attorney
Napa County
931 Parkway Mall
Napa, California 94559

Office of the District Attorney
Humboldt County
825 Fifth Street
Eureka, California 95501

Office of the District Attorney
Glenn County
540 West Sycamore Street
P.O. Box 430
Willows, California 95988

Office of the District Attorney
Kings County
Government Center
1400 West Lacey Boulevard
Hanford, California 93230

Office of the District Attorney
Lassen County
County Courthouse
220 South Lassen Street, Suite 8
Susanville, California 96130

Office of the District Attorney
Lake County
255 North Forbes Street, Suite 424
Lakeport, California 95453

Office of the District Attorney
Mariposa County
P.O. Box 748
Mariposa, California 95338

Office of the District Attorney
Merced County
2222 M Street
Merced, California 95340

SERVICE LIST

Office of the District Attorney
Mendocino County
County Courthouse
P.O. Box 1000
Ukiah, California 95482

Office of the District Attorney
Mono County
County Courthouse
P.O. Box 617
Bridgeport, California 93517

Office of the District Attorney
Orange County
700 Civic Center Drive West, 2nd Floor
P.O. Box 808
Santa Ana, California 92702

Office of the District Attorney
Placer County
10810 Justice Center Drive, Suite 240
Roseville, California 95678

Office of the District Attorney
Riverside County
4075 Main Street, 1st Floor
Riverside, California 92501

Office of the District Attorney
Plumas County
520 Main Street, Room 404
P.O. Box 10716
Quincy, California 95971

Office of the District Attorney
San Diego County
330 West Broadway, Suite 1320
San Diego, California 92112

Office of the District Attorney
San Joaquin County
222 East Weber, Room 202
P.O. Box 990
Stockton, California 95201

Office of the District Attorney
San Luis Obispo County
1050 Monterey Street, Room 450
San Luis Obispo, California 93408

Office of the District Attorney
San Mateo County
400 County Center, 3rd Floor
Redwood City, California 94063

Office of the District Attorney
Sierra County
County Courthouse
P.O. Box 457
Downieville, California 95936

Office of the District Attorney
Solano County
600 Union Avenue
Fairfield, California 94533

Office of the District Attorney
Nevada County
Courthouse Annex
201 Church Street, Suite 8
Nevada City, California 95959-2504

Office of the District Attorney
Sacramento County
901 G Street
P.O. Box 749
Sacramento, California 95814

Office of the District Attorney
San Bernardino County
316 North Mountain View Avenue
San Bernardino, California 92415

Office of the District Attorney
San Benito County
419 4th Street
Hollister, California 95023

SERVICE LIST

Office of the District Attorney
San Francisco County
Hall of Justice
880 Bryant Street
San Francisco, California 94103

Office of the District Attorney
Santa Barbara County
1105 Santa Barbara Street
Santa Barbara, California 93101

Office of the District Attorney
Santa Clara County
70 West Hedding Street, West Wing
San Jose, California 95110

Office of the District Attorney
Shasta County
1525 Court Street, Third Floor
P.O. Box 1320
Redding, California 96001

Office of the District Attorney
Santa Cruz County
701 Ocean Street, Suite 200
Santa Cruz, California 95061

Office of the District Attorney
Siskiyou County
P.O. Box 986
Yreka, California 96097

Office of the District Attorney
Tehama County
County Courthouse
P.O. Box 519
Red Bluff, California 96080

Office of the District Attorney
Tulare County
County Civic Center
2350 W. Burrel Avenue, Room 224
Visalia, California 93291

Office of the District Attorney
Yolo County
301 Second Street
Woodland, California 95695

Office of the District Attorney
Yuba County
County Courthouse
215 5th Street
Marysville, California 95901

Office of the District Attorney
Ventura County
800 South Victoria Avenue, Room 314
Ventura, California 93009

Office of the District Attorney
Sonoma County
Hall of Justice
600 Administration Drive, Room 212-J
Santa Rosa, California 95403

Office of the District Attorney
Sutter County
Courthouse Annex, Box 1555
446 2nd Street
Yuba City, California 95991

Office of the District Attorney
Stanislaus County
832 12th Street, Suite 300
Modesto, California 95354

Office of the District Attorney
Tuolumne County
2 South Green Street
Sonora, California 95370

Office of the District Attorney
Trinity County
P.O. Box 310
Weaverville, California 96093