

VIA CERTIFIED FIRST CLASS MAIL

Current President or CEO
Instacart Inc.
c/o The Corporation Service Company
251 Little Falls Drive
Wilmington, DE 19808

Fidji Simo, Current President or CEO
Instacart
50 Beale Street, Suite 600
San Francisco, CA 94105

Fidji Simo, Current President or CEO
Instacart
c/o C T Corporation System
330 North Brand Blve., Suite 700
Glendale, CA 91203

Current Manager or Managing Member
Sprouts Farmers Market, LLC
613 S.Harmon Street
Santa Ana, CA 92704

Current President or CEO
Sprouts Farmers Market, Inc.
4253 Woodruff Ave
Lakewood, CA, 90713-3142

Current President or CEO
Sprouts Farmers Market, Inc.
C/o Corporation Service Company
251 Little Falls Drive,
Wilmington, New Castle, DE, 19808

Current Manager or Managing Member
Sprouts Farmers Markets Holdings, LLC
C/o Corporation Service Company
251 Little Falls Drive,
Wilmington, New Castle, DE, 19808

Current Manager or Managing Member
Apollo Global Management, LLC
2000 Avenue of the Stars
#510
Los Angeles, CA 90067

VIA CERTIFIED FIRST CLASS MAIL

Current Manager or Managing Member
Apollo Global Management, LLC
C/o Corporation Service Company
251 Little Falls Drive,
Wilmington, New Castle, DE, 19808

Global Headquarters
Current President or CEO
Apollo Global Management, Inc.
Current Manager or Managing Member
Apollo Global Management, LLC
9 West 57th Street, 42nd Floor
New York, NY 10019

VIA ELECTRONIC FILING

State of California Department of Justice
Office of Attorney General of California
Filing link: oag.ca.gov/prop65

VIA FIRST CLASS MAIL

District Attorneys of California Counties
and City Attorneys, as in the Certificate of
Service

VIA E-MAIL

District Attorneys of California Counties
and City Attorneys, as in the Certificate of
Service



RE: Lead and lead
compounds and
cadmium in

Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts
Farmers Market, Inc., Sprouts Farmers Markets Holdings, LLC,
Apollo Global Management, LLC, Apollo Global Management, Inc.
products

July 21, 2023

60-DAY NOTICE OF INTENT TO SUE

for violations of the Safe Drinking Water and Toxic Enforcement Act of 1986

Dear alleged violators and public enforcement agencies,

Poulsen Law P.C. represents The Chemical Toxin Working Group, Inc., a California non-profit corporation, doing business as Healthy Living Foundation Inc., 1801 Chart Trail, Topanga, California 90290 (“HLF,” “Noticing Party”) HLF, implements measures to reduce the amount of chemical toxins in consumer products posing targeted dangers to fetuses, children, pregnant women, and women of childbearing age; acts in the interest of the people with a mission to bring truth and transparency to consumer product labeling and advertising; improves safety for workers by reducing their exposure to chemicals; publishes consumer health articles, periodicals, books, comparative test results and educates the public. HLF has decades of nuanced expertise with the most vulnerable population groups, as well as in alternative safe manufacturing practices. HLF has achieved reformulation and removal of egregiously carcinogenic products from the market, and is currently prosecuting dozens of violations in popular products in different states.

HLF has enforced a large number of Cal. Health & Safety Code violations in the public interest and developed an extensive expertise in prosecuting manufacturers and distributors of food and consumer products for violations of health and consumer safety laws. These cases have resulted in significant public benefit, including reformulation of products to remove toxic chemicals to make them safer, and putting label and online warnings on products tested as contaminated with lead, cadmium, acrylamide, dioxane, or removing them from the California market.

HLF’s Chief Officer David W. Steinman is a publisher, health and environmental journalist, and bestselling author of *Diet For A Poisoned Planet* (Crown Ed., 1990, Ballantine 2d Ed., 1992, Running Press 3d Ed., 2007). Among his other books are: *The Safe Shoppers’ Bible* (Macmillan Ed., 1995, Wiley 2d Ed., 2000) and *The Breast Cancer Prevention Program* (Macmillan Ed., 1997). Mr. Steinman represented the public interest at the National Academy of Sciences on the Safe Seafood Committee that produced *Seafood Safety* (Washington, D.C.: National Academies Press, 1991), advised Congress on related legislation, testified before Congress as an expert witness on food safety, was an early proponent of Proposition 65, and a child victim of exposure to toxic chemicals.

The Safe Drinking Water and Toxic Enforcement Act of 1986, codified in the California Health & Safety Code sections 25249.5, et seq. (“Proposition 65”), requires that a 60-day notice of intent to sue be provided to a violator of Cal. Health & Safety Code § 25249.6.

With this notice of violation (Notice) HLF gives a written notice of the alleged violation, bringing this action in the public interest, as defined under the Cal. Health & Safety Code § 25249.7(d), seeking to prosecute the alleged continuing noncompliance, and to warn consumers about their exposure to the violative chemical(s), or reduce and/or eliminate consumer exposures from product(s) (collectively, the “Specified Products” and each a



“Specified Products”) listed in the table below, which are manufactured, distributed and/or sold by Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts Farmers Market, Inc., Sprouts Farmers Markets Holdings, LLC, Apollo Global Management, LLC, Apollo Global Management, Inc. (referred to as the “Noticed Party[ies]”).

This Notice covers the violations of Proposition 65 that are currently known to the Noticing Party from information now available as specifically related to the violating products listed below and manufactured, distributed or/and sold by and through the Noticed Parties. HLF is continuing its investigation that may reveal further violations.

The Specified Product(s) subject to this Notice, the chemical(s) in the Specified Product(s) identified as exceeding allowable levels, and the Noticed Parties responsible for sales of the Specified Products, are as follows:

Specified Products	Violative chemical	Noticed Party
Black Mussels. Farmed Fresh	Lead and lead compounds and cadmium	Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts Farmers Market, Inc. , Sprouts Farmers Markets Holdings, LLC, Apollo Global Management, LLC, Apollo Global Management, Inc.
Little Neck Clams Farmed Fresh	Lead and lead compounds and cadmium	Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts Farmers Market, Inc. , Sprouts Farmers Markets Holdings, LLC, Apollo Global Management, LLC, Apollo Global Management, Inc.

Lead and lead compounds (“lead”) is listed pursuant to Proposition 65 as a chemical known to the State of California to cause developmental toxicity, reproductive toxicity and cancer.

Cadmium (“cadmium”) is listed pursuant to Proposition 65 as a chemical known to the State of California to cause developmental toxicity, reproductive toxicity and cancer.

Noticed Parties have manufactured, produced, marketed, distributed and/or sold the Specified Products which, according to the test results, have exposed and continue to expose consumers within the State of California to lead.

The primary route of exposure has been through ingestion.

Cal. Health & Safety Code § 25249.6 requires that a “clear and reasonable” warning be provided prior to exposure to a chemical listed under Proposition 65. The Noticed Parties are in violation of Proposition 65 because the Noticed Parties have failed to provide a warning to consumers that consumers are being exposed to lead.



HLF alleges that while in the course of doing business, the Noticed Parties are knowingly and intentionally exposing consumers to lead without first providing a “clear and reasonable” warning.

The method of warning should be a warning that appears on the product’s label. See Cal. Code Regs. tit. 27, § 25602, subd. (a)(3), and subd. (b) for internet purchases also at the point of sale, as applicable. The Noticed Parties have not provided Proposition 65 warnings as required by law that persons handling, ingesting and/or otherwise using the Specified Products are being exposed to lead.

With respect to the Specified Products listed above, the violation commenced on the latter of the date that the Specified Product was first offered for sale in California, or May 10, 2020; has continued every day since the relevant date the violation commenced; and will continue every day henceforth until lead is removed from the Specified Products, reduced to allowable levels, or the Specified Product(s) are removed from the California market, or until a “clear and reasonable” warning is provided to consumers by the Noticed Parties, as applicable, in accordance with the law.

Pursuant to Title 27, C.C.R. § 25903(b), copies of the following documents are attached hereto for reference by the Notices Parties:

- (i) “The Safe Drinking Water and Toxic Enforcement act of 1986 (Proposition 65): A Summary.”

Pursuant to Title 11, C.C.R. § 3100, the “Certificate of Merit” is attached hereto.

HLF intends to file a lawsuit after 60 days based on the facts set forth in this Notice. Meanwhile we encourage a prompt resolution of this matter within the said period of 60 days where the Noticed Parties agree in a written agreement to (1) eliminate or reduce lead to an allowable level in the Specified Products or, or remove the Specified Product(s) from the California market or, as an alternative, (2) provide a Proposition 65- compliant warning on the label of the Specified Products and online, where applicable, and/or at the point of sale; and (3) pay applicable civil penalties and costs of bringing this action.

Demand to Preserve Evidence

HLF intends to file a lawsuit, in which Noticed Party[ies] will be named as defendants. When a lawsuit is anticipated, California requires a prospective party to take all reasonable steps to preserve documents, tangible things, and electronically stored information (ESI) that are potentially relevant to the anticipated lawsuit and that are in the prospective party's possession, custody, or control. The duty applies equally to hard copy documents, other tangible things and to ESI.

1. Electronically Stored Information

As ESI can be easily deleted, corrupted, or modified in the normal operations of a business, preservation measures must be implemented immediately. These measures include, but are not limited to, those explained herein.

ESI that may be subject to a duty to preserve includes information electronically, digitally, magnetically, or optically stored. Magnetic, optical and other storage media, including archival and backup media, are also potential locations of ESI.



ESI that is potentially relevant to the contemplated action, and that the Noticed Party[ies] should preserve, includes ESI generated during the relevant time period of alleged violations and relating to the allegations in this Notice.

To satisfy its preservation duties, the Noticed Party[ies] must take all reasonable measures to preserve all hard copy documents, tangible things, and ESI that are potentially relevant to the aforementioned anticipated lawsuit, including the ESI described above. These measures include:

- Halting the Noticed Party[ies]'s routine document preservation or retention policies and its backup recycling policies.
- Instituting a litigation hold and monitoring compliance with the hold on an ongoing basis until this legal matter is fully resolved. A litigation hold ensures that all sources of potentially relevant information are identified and preserved.
- Documents and tangible things must be preserved in their original, unmodified condition. ESI must be preserved in the form in which it is normally maintained (its native format) with all metadata, both system metadata and application metadata, intact.
- Preserving all hardware, portable and personal storage devices, and any other electronic storage devices that contain potentially relevant information. Such devices need not be in current use. They may include devices no longer in use and legacy hardware if there is no other way to view potentially relevant legacy data. The Noticed Party[ies]'s shall not replace, destroy, or modify such hardware and other electronic storage devices in any manner that could delete, damage, or alter the ESI they store.
- Preserving all support information needed to access potentially relevant ESI. Support information includes, but is not limited to, operating systems, installation disks, legacy and other software, operating and user manuals, user IDs, passwords, security and license keys, and encryption/decryption information.

2. Preservation Duties Extend to Departing Employees

The Noticed Party[ies]'s preservation duties extend to potentially relevant information in the possession of officers, directors, and employees who depart from employment by the Noticed Party[ies]. Caution should be taken to preserve the ESI of departing officers, directors, and employees whose data is subject to litigation hold requirements.

3. Preservation Duties Extend to Information Controlled, but Not Actually Possessed by the Noticed Party[ies]

Since a potential party “controls” documents or information when it has the legal right to obtain them on demand, The Noticed Party[ies]'s preservation duties extend to ESI possessed by its current and former attorneys, accountants, third party information technology vendors, business service providers, and other agents and contractors, and may extend to its subsidiaries, affiliates, and divisions.

Prompt action of the Noticed Parties on this Notice will prevent further consumer exposures to a highly dangerous chemical without warning, therefore rectifying these alleged ongoing violations of the California law, and will afford the Noticed Parties the opportunity to avoid increasing costs associated with noncompliance and costly litigation.

Please contact this office as soon as possible, and direct all communications regarding this Notice to this office.



Sincerely,

A handwritten signature in blue ink, appearing to read 'Aida Poulsen', with a stylized flourish at the end.

Aida Poulsen | Managing attorney | NY | CA
contact@poulsenlaw.org



ATTACHMENTS

1. Certificate of Merit;
2. Confidential Factual Information supporting Certificate of Merit (to Attorney General only);
3. Certificate of Service;
4. Appendix “A” - “The Safe Drinking Water and Toxic Enforcement act of 1986 (Proposition 65): A Summary” (to the Noticed Parties only).





To:	California Attorney General
Notice of Violation:	July 21, 2023
Noticing Party:	Chemical Toxin Working Group Inc. dba Healthy Living Foundation Inc.
Noticed Parties:	Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts Farmers Market, Inc., Sprouts Farmers Markets Holdings, LLC, Apollo Global Management, LLC, Apollo Global Management, Inc.

July 21, 2023

CERTIFICATE OF MERIT
Health and Safety Code Section 25249.7(d)
To the Notice of Violation

I, Aida Poulsen, attorney at law, hereby declare:

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.

I am the attorney for the Noticing Party.

I have reviewed the facts of this case and have consulted with one or more persons with relevant and appropriate experience and expertise who have reviewed facts, studies, and/or other data regarding the alleged exposures to the listed chemical that is the subject of the attached Notice of Violation dated July 21, 2023 (the "Notice").

I have reviewed the laboratory testing results for the chemical subject to the Notice and rely on these results. The testing was conducted by a reputable accredited testing laboratory and by experienced scientists with doctoral and other degrees in relevant sciences. The facts, studies and other data derived through this investigation overwhelmingly demonstrate that the alleged violators have exposed persons to the listed chemical that is the subject of the Notice and is known to the State of California to cause reproductive and/or developmental harm, and/or cancer.

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

NOTICE OF VIOLATION/CERTIFICATE OF SERVICE
INSTACART INC., INSTACART, SPROUTS FARMERS MARKET, LLC, SPROUTS FARMERS MARKET, INC., SPROUTS FARMERS MARKETS HOLDINGS, LLC, APOLLO GLOBAL MANAGEMENT, LLC, APOLLO GLOBAL MANAGEMENT, INC.

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.

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: July 21, 2023

By:



Aida Poulsen | Managing attorney | NY | CA
contact@poulsenlaw.org



CERTIFICATE OF SERVICE

I, Jesus Abundis, am over the age of eighteen years and am not a party to the action, process or case related to or arising out of the Notice of Violation being served under this Certificate of Service. My address is 1031 W 7th Street, Apt 2, Oxnard, CA 93030.

On July 21, 2023, between 11:00 a.m. and 5:00 p.m. Pacific Time, I served the following documents:

1. Notice of Violations of California Health & Safety Code Section 25249.5 et seq. by Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts Farmers Market, Inc., Sprouts Farmers Markets Holdings, LLC, Apollo Global Management, LLC, Apollo Global Management, Inc.
2. Certificate of Merit;
3. Appendix "A" - "The Safe Drinking Water and Toxic Enforcement act of 1986 (Proposition 65): A Summary;"

on the following parties by placing a true and correct copy thereof in a sealed envelope, addressed to the parties below, and causing it to be deposited at a United States Postal Service Office in Los Angeles County, California, for delivery by Certified Mail:

Current President or CEO Instacart Inc. c/o The Corporation Service Company 251 Little Falls Drive Wilmington, DE 19808	Current President or CEO Sprouts Farmers Market, Inc. 4253 Woodruff Ave Lakewood, CA, 90713-3142
Fidji Simo, Current President or CEO Instacart 50 Beale Street, Suite 600 San Francisco, CA 94105	Current President or CEO Sprouts Farmers Market, Inc. C/o Corporation Service Company 251 Little Falls Drive, Wilmington, New Castle, DE, 19808
Fidji Simo, Current President or CEO Instacart c/o C T Corporation System 330 North Brand Blve., Suite 700 Glendale, CA 91203	Current Manager or Managing Member Sprouts Farmers Markets Holdings, LLC C/o Corporation Service Company 251 Little Falls Drive, Wilmington, New Castle, DE, 19808
Current Manager or Managing Member Sprouts Farmers Market, LLC 613 S.Harmon Street Santa Ana, CA 92704	Current Manager or Managing Member Apollo Global Management, LLC 2000 Avenue of the Stars #510 Los Angeles, CA 90067



Current Manager or Managing Member Apollo Global Management, LLC C/o Corporation Service Company 251 Little Falls Drive, Wilmington, New Castle, DE, 19808	Global Headquarters Current President or CEO Apollo Global Management, Inc. Current Manager or Managing Member Apollo Global Management, LLC 9 West 57th Street, 42nd Floor New York, NY 10019
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On July 21, 2023, between 11:00 a.m. and 11:30 p.m. Pacific Time, I served the following documents:

1. Notice of Violations of California Health & Safety Code Section 25249.5 et seq. by Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts Farmers Market, Inc., Sprouts Farmers Markets Holdings, LLC, Apollo Global Management, LLC, Apollo Global Management, Inc.
2. Certificate of Merit;
3. Confidential Factual Information and Supporting Documentation Required by Title 11, C.C.R. § 3102

on the following parties by filing electronically a true and correct copy thereof as permitted through the website of the California Office of the Attorney General via link at oag.ca.gov/prop65:

State of California Department of Justice;
Office of the Attorney General of California.

On July 21, 2023, between 11:00 a.m. and 5:00 p.m. Pacific Time, I served the following documents:

1. Notice of Violations of California Health & Safety Code Section 25249.5 et seq. by Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts Farmers Market, Inc., Sprouts Farmers Markets Holdings, LLC, Apollo Global Management, LLC, Apollo Global Management, Inc.
2. Certificate of Merit

on the following parties below by placing a true and correct copy thereof in a sealed envelope, addressed to each of the District Attorney and City Attorney offices listed below, and causing each envelope to be deposited at a United States Postal Service mail box for delivery by First Class Mail:

District Attorney Alpine County PO Box 248 Markleeville, CA 96120	District Attorney Lake County 255 North Forbes Street Lakeport, CA 95453	District Attorney Sierra County PO Box 457 Downieville, CA 95936
District Attorney Amador County 708 Court Street, Suite 202	District Attorney Los Angeles County Hall of Justice 211 West	District Attorney's Office Siskiyou County Courthouse 311 Fourth Street, Room 204



Jackson, CA 95642	Temple St. Ste 1200 Los Angeles, CA 90012	Yreka, CA 96097
District Attorney Butte County 25 County Center Drive, Suite 245 Oroville, CA 95965	District Attorney Madera County 209 West Yosemite Avenue Madera, CA 93637	District Attorney Solano County 675 Texas Street, Ste 4500 Fairfield, CA 94533
District Attorney Colusa County 310 6 th Street Colusa, CA 95932	District Attorney Marin County 3501 Civic Center Drive, Room 130 San Rafael, CA 94903	District Attorney Stanislaus County 832 12th Street, Ste 300 Modesto, CA 95354
District Attorney Del Norte County 450 H Street, Suite 171 Crescent City, CA 95531	District Attorney Mendocino County PO Box 1000 Ukiah, CA 95482	District Attorney Sutter County 446 Second Street Yuba City, CA 95991
District Attorney EL Dorado County 778 Pacific Street Placerville, CA 95667	District Attorney Modoc County 204 S Court Street, Room 202 Alturas, CA 96101-4020	District Attorney Tehama County PO Box 519 Red Bluff, CA 96080
District Attorney Fresno County 2220 Tulare Street Suite 1000 Fresno, CA 93721	District Attorney Orange County 300 N Flower St. Santa Ana, CA 92703	District Attorney Trinity County Post Office Box 310 Weaverville, CA 96093
District Attorney Glenn County Post Office Box 430 Willows, CA 95988	District Attorney San Benito County 419 4 th Street Hollister, CA 95023	District Attorney Tuolumne County 423 North Washington St. Sonora, CA 95370
District Attorney Humboldt County 825 5th Street 4 th Floor Eureka, CA 95501	District Attorney San Bernardino County 316 No. Mountain View Avenue San Bernardino, CA 92415	District Attorney Yuba County 215 Fifth Street, Suite 152 Marysville, CA 95901
District Attorney Imperial County 940 West Main Street, Suite 102 El Centro, CA 92243	District Attorney San Mateo County 400 County Ctr., 3rd Floor Redwood City, CA 94063	Los Angeles City Attorney's Office City Hall East 200 N. Main Street, Suite 800 Los Angeles, CA 90012
District Attorney Kern County 1215 Truxtun Avenue Bakersfield, CA 93301	District Attorney Shasta County 1355 West Street Redding, CA 96001	San Jose City Attorney's Office 200 East Santa Clara Street, 16 th Floor San Jose, CA 95113



District Attorney Kings County 1400 West Lacey Blvd. Hanford, CA 93230	District Attorney Mono County Post Office Box 617 Bridgeport, CA 93517	
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On July 21, 2023, between 11:00 a.m. and 11:30 p.m. Pacific Time, I served the following documents:

1. Notice of Violations of California Health & Safety Code Section 25249.5 et seq. by Instacart Inc., Instacart, Sprouts Farmers Market, LLC, Sprouts Farmers Market, Inc., Sprouts Farmers Markets Holdings, LLC, Apollo Global Management, LLC, Apollo Global Management, Inc.
2. Certificate of Merit

on each of the parties below, all of which have requested electronic service only via the following email addresses:

Alameda County District Attorney CEPDPProp65@acgov.org	Calaveras County District Attorney Prop65Env@co.calaveras.ca.us
Contra Costa County District Attorney sgrassini@contracostada.org	Inyo County District Attorney inyoda@inyocounty.us
Lassen County District Attorney mlatimer@co.lassen.ca.us	Mariposa County District Attorney mcda@mariposacounty.org
Merced County District Attorney Prop65@countyofmerced.com	Monterey County District Attorney Prop65DA@co.monterey.ca.us
Napa County District Attorney CEPD@countyofnapa.org	Nevada County District Attorney DA.Prop65@co.nevada.ca.us
Placer County District Attorney Prop65@placer.ca.gov	Plumas County District Attorney davidhollister@countyofplumas.com
Riverside County District Attorney Prop65@rivcoda.org	Sacramento County District Attorney Prop65@sacda.org
San Diego City Attorney CityAttyProp65@sandiego.gov	San Diego County District Attorney SanDiegoDAProp65@sdcda.org
San Francisco County District Attorney alexandra.grayner@sfgov.org	San Francisco City Attorney Prop65@sfcityatty.org
San Joaquin County District Attorney DA DAConsumer.Environmental@sjcda.org	San Luis Obispo County District Attorney edobroth@co.slo.ca.us
Santa Barbara County District Attorney DAProp65@co.santa-barbara.ca.us	Santa Clara County District Attorney EPU@da.sccgov.org
Santa Cruz County District Attorney Prop65DA@santacruzcounty.us	Sonoma County District Attorney jbarnes@sonoma-county.org
Tulare County District Attorney Prop65@co.tulare.ca.us	Ventura County District Attorney daspecialops@ventura.org
Yolo County District Attorney cfepd@yolocounty.org	

www.PoulsenLaw.org

282 11th Avenue, Suite 2612
New York, New York 10001



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+1 650 296 1014

contact@PoulsenLaw.org

I, Jesus Abundis, declare under penalty of perjury that the foregoing is true and correct.

Signature

1031 W 7th Street, Apt 2
Oxnard, CA 93030

July 21, 2023