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23 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**

24 **COUNTY OF MARIN**

25 DAVID STEINMAN and THE CHEMICAL
26 TOXIN WORKING GROUP, INC., a California
27 non-profit corporation,

28 Plaintiffs,

vs.

Case No. CIV1202604

**[PROPOSED] STIPULATED CONSENT
JUDGMENT; [PROPOSED] ORDER
RE: BUMBLE BEE FOODS, LLC**

Health & Safety Code § 25249.5 *et seq.*

CHICKEN OF THE SEA INTERNATIONAL;
TRI-UNION SEAFOODS, LLC dba CHICKEN
OF THE SEA INTERNATIONAL; BUMBLE
BEE FOODS, LLC and DOES 1-100

Defendants.

Action Filed: June 27, 2012

Trial Date: Not Set

1 **1. INTRODUCTION**

2 **1.1** On June 27, 2012, Plaintiff David Steinman (“Steinman”), as a private enforcer,
3 and in the public interest, initiated this Action by filing a Complaint for Injunctive and
4 Declaratory Relief and Civil Penalties (the “Complaint”) pursuant to the provisions of
5 California Health and Safety Code section 25249.5 et seq. (“Proposition 65”), against Bumble
6 Bee Foods, LLC (“Bumble Bee”). On July 12, 2013, David Steinman filed a First Amended
7 Complaint (“Amended Complaint”), adding Plaintiff The Chemical Toxin Working Group
8 (“CTWG”) to this Action. On November 27, 2013, the Court consolidated this case with a
9 separate action against Chicken of the Sea in Case No. CV1202604. On March 7, 2014, David
10 Steinman and CTWG filed a Second Amended Complaint. David Steinman and CTWG shall
11 be collectively referred to as Plaintiffs. Plaintiffs and Defendant shall collectively be referred
12 to as the “Parties,” each a “Party.”

13
14 **1.2** In this Action, Plaintiffs allege that certain products sold by Bumble Bee to the
15 general public contain lead and/or cadmium, chemicals listed pursuant to Proposition 65 as
16 carcinogens and reproductive toxicants, and that these products expose consumers at levels
17 requiring a Proposition 65 warning. The following products are subject to the terms of this
18 Consent Judgment and hereinafter shall be referred to as “the Covered Products”: Bumble Bee
19 Premium Select Fancy Smoked Oysters, Brunswick Smoked Oysters Fancy and Bumble Bee
20 Premium Select Fancy Whole Oysters. The following products shall be referred to as “the Clam
21 Products”: Snow’s by Bumble Bee Minced Clams in Clam Juice, Snow’s by Bumble Bee Chopped
22 Clams in Clam Juice, Snow’s by Bumble Bee New England Clam Chowder, Condensed and
23 Bumble Bee Premium Select Wild Fancy Whole Baby Clams.

24 **1.3** Plaintiff David Steinman is an individual and founder of plaintiff CTWG, a
25 California non-profit corporation. Plaintiffs are private enforcers of Proposition 65, acting in the
26 public interest, that have diligently prosecuted this matter and are settling the case in the public
27 interest.
28

1 1.4 Defendant Bumble Bee is a business entity that at all times relevant for purposes
2 of this Consent Judgment employs ten or more persons.

3 1.5 The Complaint was based on allegations of lead exposure to consumers as set
4 forth in David Steinman's Notice of Violation dated February 24, 2012 served on the Attorney
5 General of the State of California, other public enforcers and Bumble Bee in regard to the
6 Covered Product Bumble Bee Premium Select Fancy Smoked Oysters. The First Amended
7 Complaint added allegations of lead exposure to consumers as set forth in CTWG's Notices of
8 Violation dated February 20, 2013 and March 5, 2013 in regard to the Clam Products and the
9 Covered Product Bumble Bee Premium Select Fancy Smoked Oysters. The Second Amended
10 Complaint added allegations of lead exposure to consumers from the Covered Product Bumble
11 Bee Premium Select Fancy Smoked Oysters and Clam Product Snow's by Bumble Bee,
12 Chopped Clams in Clam Juice as set forth in CTWG's Notice of Violation dated March 29,
13 2013, and from the Covered Products Brunswick Smoked Oysters Fancy and Bumble Bee
14 Premium Select Fancy Whole Oysters as set forth in CTWG's Notice of Violation dated July 9,
15 2013, and allegations of cadmium exposure to consumers from the Covered Product Bumble
16 Bee Premium Select Fancy Whole Oysters as set forth in CTWG's Notice of Violation dated
17 November 12, 2013. A true and correct copy of the Notices of Violation is attached as Exhibit
18 A. More than sixty (60) days have passed since the Notices of Violation were mailed, and no
19 designated governmental entity has filed a complaint against Bumble Bee with regard to the
20 Covered Products, the Clam Products or the alleged violations.

21
22 1.6 Plaintiffs' Notices of Violation and the Second Amended Complaint allege that
23 use of the Covered Products and the Clam Products expose persons in California to Proposition
24 65 listed chemicals without first providing clear and reasonable warnings in violation of
25 California Health and Safety Code section 25249.6. Bumble Bee denies all material allegations
26 contained in the Notices of Violation and Second Amended Complaint and specifically denies
27 that it violated Proposition 65 or that the Covered Products or the Clam Products require or
28

1 required a Proposition 65 warning or otherwise caused harm to any person. Nothing in the
2 Consent Judgment shall be construed as an admission by Bumble Bee of any fact, issue of law
3 or violation of law, nor shall compliance with the Consent Judgment constitute or be construed
4 as an admission by Bumble Bee of any fact, issue of law or violation of law, at any time, for
5 any purpose. Nothing in the Consent Judgment shall prejudice, waive or impair any right,
6 remedy, argument or defense that Bumble Bee may have in other or further legal proceedings.

7 **1.7** The Parties have entered into this Consent Judgment in order to settle,
8 compromise and resolve disputed claims and thus avoid prolonged and costly litigation.
9 Nothing in this Consent Judgment shall constitute or be construed as an admission by any of
10 the Parties, or by any of their respective officers, directors, shareholders, employees, agents,
11 parent companies, subsidiaries, divisions, affiliates, franchises, licensees, customers, suppliers,
12 distributors, wholesalers, or retailers of any fact, conclusion of law, issue of law, violation of
13 law, fault, wrongdoing, or liability, including without limitation, any admission concerning any
14 alleged violation of Proposition 65 or any other law or legal duty.

15 **1.8** Except as expressly set forth herein, nothing in this Consent Judgment shall
16 prejudice, waive, or impair any right, remedy, argument, or defense the Parties may have in any
17 other or future legal proceeding unrelated to these proceedings.

18 **1.9** The Effective Date of this Consent Judgment is the date on which it is entered as
19 a Judgment by this Court.

20 **2. JURISDICTION AND VENUE**

21 For purposes of this Consent Judgment only, the Parties stipulate that this Court has
22 jurisdiction over the allegations of violations contained in the Second Amended Complaint and
23 personal jurisdiction over Bumble Bee as to the acts alleged in the Second Amended Complaint,
24 that venue is proper in Marin County, and that this Court has jurisdiction to enter this Consent
25 Judgment as a full and final resolution of all claims which were or could have been asserted in his
26 action based on the facts alleged in the Notices of Violation and the Second Amended Complaint.
27
28

1 **3. INJUNCTIVE RELIEF, WARNINGS AND TESTING**

2 **3.1** Subject to the provisions set forth in Section 3.5 below, Bumble Bee shall not
3 manufacture for sale in the State of California, distribute into the State of California, or directly
4 sell in the State of California, any Covered Products unless each such unit of the Covered
5 Product (1) meets the warning requirements under Section 3.2, or (2) qualifies as a
6 “Reformulated Covered Product” under Section 3.3. Bumble Bee confirms that, on November
7 8, 2013, it ceased the distribution into the State of California, or the direct sale in the State of
8 California any of the Covered Products.

9 **3.1.5** As used in this Consent Judgment, the term “distribute into the State of
10 California” shall mean Bumble Bee directly ships a Covered Product into California for sale in
11 California or sells a Covered Product to a distributor or retailer that Bumble Bee knows will
12 sell the Covered Product in California.

13 **3.2 Clear and Reasonable Warnings**

14 If Bumble Bee determines that it will manufacture for sale in the State of California,
15 distribute into the State of California, or directly sell in the State of California Bumble Bee
16 Premium Select Fancy Smoked Oysters or Brunswick Smoked Oysters Fancy in the future and
17 such Covered Products do not qualify as “Reformulated Covered Products,” then Bumble Bee
18 shall provide the following warning:
19

20 [California Proposition 65] **WARNING: THIS PRODUCT CONTAINS LEAD, A**
21 **CHEMICAL KNOWN TO THE STATE OF CALIFORNIA TO CAUSE [CANCER AND]**
22 **BIRTH DEFECTS OR OTHER REPRODUCTIVE HARM.**

23 If Bumble Bee determines that it will manufacture for sale in the State of California,
24 distribute into the State of California, or directly sell in the State of California Bumble Bee
25 Premium Select Fancy Whole Oysters in the future and such product does not qualify as a
26 “Reformulated Covered Product,” then Bumble Bee shall provide the following warning:

27 [California Proposition 65] **WARNING: THIS PRODUCT CONTAINS LEAD, A**
28

1 **CHEMICAL KNOWN TO THE STATE OF CALIFORNIA TO CAUSE [CANCER AND]**
2 **BIRTH DEFECTS OR OTHER REPRODUCTIVE HARM, AND CADMIUM, A**
3 **CHEMICAL KNOWN TO THE STATE OF CALIFORNIA TO CAUSE BIRTH DEFECTS**
4 **OR OTHER REPRODUCTIVE HARM.**

5 The word “cancer” shall be used in the warnings above only if the average daily exposure
6 level exceeds 15 micrograms of lead as determined pursuant to the provisions set forth in Section
7 3.3 and 3.4. The words “California Proposition 65” may be included at Bumble Bee’s option. No
8 additional language about Proposition 65, lead or cadmium may accompany the Proposition 65
9 warning. Bumble Bee shall provide the applicable warning in the following methods:

- 10 1) on the label of the can or container (other than on the underside or bottom of the
11 can or; and/or container) of each individual unit of a Covered Product sold or distributed to
12 retail stores in California and on those Covered Products shipped to California consumers;
- 13 2) on Bumble Bee’s checkout page on its website for California consumers prior to
14 completion of the sale.
15

16 In the website warning, Bumble Bee shall identify each Covered Product to which the
17 warning applies. For the receipt/invoice warnings, the receipt/invoice shall identify each Covered
18 Product to which the warning applies and the warning shall be present on the front of the
19 receipt/invoice. Bumble Bee must display the above warnings with such conspicuousness, as
20 compared with other words, statements, or design of the label, can, container, and website
21 warning to render the warning likely to be read and understood by an ordinary individual under
22 customary conditions of purchase or use of the Covered Product. Each letter in the word
23 “**WARNING**” must be in all capital letters and bold print.

24 **3.3 Calculation of Lead Levels; Reformulated Covered Products**

25 A Reformulated Covered Product is one for which the average daily exposure level
26 does not exceed 0.5 micrograms of lead per day (for Covered Products) and/or no more than
27 4.1 micrograms of cadmium per day (for Bumble Bee Premium Select Fancy Whole Oysters)
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1 as determined by the formula, testing and quality control methodology described in Section 3.4.
2 As used in this Consent Judgment, “no more than 0.5 micrograms of lead per day” and “no
3 more than 4.1 micrograms of cadmium per day” mean that the samples of the testing under
4 Section 3.4 yield an average daily exposure of no more than 0.5 micrograms of lead (for
5 Covered Products) and 4.1 micrograms of cadmium (for Bumble Bee Premium Select Fancy
6 Whole Oysters) (with average daily exposure calculated pursuant to Section 3.4 of this Consent
7 Judgment). For Covered Products that cause exposures in excess of 0.5 micrograms of lead per
8 day, and/or exposures in excess of 4.1 micrograms of cadmium per day (for Bumble Premium
9 Select Fancy Whole Oysters), Bumble Bee shall provide the warning set forth in Section 3.2.
10 For purposes of determining which warning, if any, is required pursuant to Section 3.2, the
11 average concentration utilizing the geometric mean of lead and cadmium detection results of
12 five (5) samples of the Covered Products, randomly selected by Bumble Bee, will be
13 controlling.
14

15 **3.4 Formula, Testing and Quality Control Methodology**

16 **3.4.1** For purposes of this Consent Judgment, average daily exposure
17 levels shall be measured in micrograms per day, and shall be calculated using the following
18 formula: the average concentration of lead or cadmium in the product in micrograms per gram,
19 multiplied by grams of product per serving of the product (using the serving size appearing on
20 the product label), multiplied by frequency of consumption of once every fourteen (14) days.

21 **3.4.2** Bumble Bee shall not be required to engage in testing pursuant to this
22 Consent Judgment unless Bumble Bee determines that it will manufacture for sale in the State
23 of California, distribute into the State of California, or directly sell in the State of California
24 any of the Covered Products in the future. All testing pursuant to this Consent Judgment shall
25 be performed using a laboratory method that complies with the performance and quality control
26 factors appropriate for the method used, including limit of detection, limit of quantitation,
27 accuracy, and precision and meets the following criteria: Inductively Coupled Plasma-Mass
28

1 Spectrometry (ICP-MS) achieving a limit of quantitation of less than or equal to 0.010 mg/kg
2 or any other testing method subsequently agreed upon in writing by the Parties.

3 **3.4.3** All testing pursuant to this Consent Judgment shall be performed
4 by an independent third-party laboratory certified by the California Environmental Laboratory
5 Accreditation Program for the analysis of heavy metals or a laboratory that is approved by,
6 accredited by, or registered with the United States Food & Drug Administration. If Bumble
7 Bee determines that it will manufacture for sale in the State of California, distribute into the
8 State of California, or directly sell in the State of California any of the Covered Products in the
9 future, Bumble Bee shall provide written notice to Plaintiffs of its intent to conduct such sales
10 at least one hundred twenty (120) days prior to recommencement of such sales. Testing shall
11 continue for at least four (4) consecutive years from date of recommencement of such sales and
12 at least once per year, for the lead (and cadmium for Bumble Bee Premium Select Fancy Whole
13 Oysters only) testing of five (5) randomly-selected samples of each Covered Product in the
14 form intended for sale to the end-user to be distributed or sold in California. If tests conducted
15 pursuant to this Section demonstrate that no warning is required for a Covered Product during
16 each of four (4) consecutive years, then the testing requirements of this Section will no longer
17 be required as to that Covered Product. However, if after the four-year period, Bumble Bee
18 changes suppliers for any of the Covered Products and/or reformulates any of the Covered
19 Products, then Bumble Bee shall test that Covered Product at least once after such change is
20 made, and send those test results to Plaintiffs within ten (10) court days of receiving the test
21 results. If Bumble Bee ceases the manufacture for sale in the State of California, the
22 distribution into the State of California, or the direct sale in the State of California of any
23 Covered Products under this Section 3.4.3, Bumble Bee shall not be required to engage in
24 further testing pursuant to this Consent Judgment.
25

26 **3.4.4** If Bumble Bee determines that it will manufacture for sale in the State of
27 California, distribute into the State of California, or directly sell in the State of California any
28

1 of the Covered Products in the future, Bumble Bee shall provide to Plaintiffs copies of all
2 laboratory reports with results of testing for lead (for the Covered Products) and/or cadmium
3 (for Bumble Bee Premium Select Fancy Whole Oysters only) performed under this Section no
4 later than ninety (90) days prior to recommencement of sales of the Covered Product. For a
5 period of four (4) years thereafter, Bumble Bee shall arrange annually for copies of all
6 laboratory reports with results of testing for lead and cadmium content under and for the
7 purpose of Section 3 of this Consent Judgment to be sent to Plaintiffs upon request within
8 fifteen (15) court days of such request. Bumble Bee shall retain all test results and
9 documentation for a period of four (4) years from the date of each test. These reports shall be
10 treated by Plaintiffs as confidential information under the terms of the confidentiality
11 agreement entered into by the Parties.
12

13 **3.5 Products No Longer in Bumble Bee's Control**

14 Bumble Bee and the Releasees (as defined in Section 8.1 below) shall have no obligation
15 or liability with respect to any Covered Products that are sold and/or distributed in the State of
16 California after November 8, 2013, except as set forth in this Consent Judgment, unless or until
17 Bumble Bee initiates the manufacture for sale in the State of California, or resumes the distribution
18 into the State of California or the direct sale in the State of California any of the Covered Products.
19

20 **4. SETTLEMENT PAYMENT**

21 **4.1** In full satisfaction of all potential civil penalties, payment in lieu of civil
22 penalties, attorney's fees and costs in connection with claims regarding the Covered Products,
23 Bumble Bee shall make a total payment of \$150,637 within ten (10) days of receiving the
24 Notice of Entry of Judgment. Said payment shall be made by checks apportioned as follows:

25 **4.2** \$22,595.00 shall be payable as civil penalties pursuant to California Health and
26 Safety Code section 25249.7(b)(1). Of this amount, \$16,946.25 shall be payable to the Office
27 of Environmental Health Hazard Assessment ("OEHHA") and \$5,648.75 shall be payable to
28 The Chemical Toxin Working Group, Inc., pursuant to California Health and Safety Code

1 section 25249.12(c)(1) & (d). Bumble Bee shall send both civil penalty payments to Plaintiffs'
2 counsel who will be responsible for forwarding the civil penalty to OEHHA along with a copy
3 of the transmittal letter to Bumble Bee's counsel.

4 **4.3** \$4,272.00 shall be payable to The Chemical Toxin Working Group, Inc. as
5 reimbursement to CTWG for (A) reasonable costs and expenses associated with the
6 enforcement of Proposition 65 and other costs incurred as a result of Plaintiffs' work in
7 bringing this action; and (B) \$81,270.00 shall be payable to The Chemical Toxin Working
8 Group, Inc. in lieu of further civil penalties, for day-to-day business activities such as continued
9 enforcement of Proposition 65, which includes work analyzing, researching and testing food
10 and other consumer products that may contain Proposition 65 chemicals.

11 **4.4** \$33,103.00 shall be payable to Michael Freund and \$9,397.00 shall be payable to
12 Ryan Hoffman as reimbursement of Plaintiffs' attorneys' fees.

13 **4.5** Bumble Bee shall mail or deliver the payments in this Section in the form of
14 checks to the address of Michael Freund & Associates as stated in Section 11 (Provision of
15 Notice) below. Within two (2) court days of the Effective Date, Plaintiffs and their counsel
16 will provide their taxpayer identification information and W-9 forms to enable Bumble Bee to
17 process the payments.
18

19 **5. MODIFICATION OF CONSENT JUDGMENT**

20 **5.1** This Consent Judgment may be modified only by: (i) written agreement and
21 stipulation of the Parties and (ii) upon entry of a modified Consent Judgment by the Court.

22 **5.2** If Bumble Bee seeks to modify this Consent Judgment under Section 5.1, then
23 Bumble Bee must provide written notice to Plaintiffs of its intent ("Notice of Intent"). If
24 Plaintiffs seek to meet and confer with Bumble Bee regarding the proposed modification in the
25 Notice of Intent, then Plaintiffs must provide written notice to Bumble Bee within ten (10) days
26 of receiving the Notice of Intent. If Plaintiffs notify Bumble Bee in a timely manner of their
27 intent to meet and confer, then the Parties shall meet and confer in good faith as required in this
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1 Section. The Parties shall meet in person or by phone within ten (10) days of Plaintiffs'
2 notification of their intent to meet and confer. Within ten (10) days of such meeting, if any
3 Plaintiff disputes the proposed modification, that Plaintiff must provide to Bumble Bee a
4 written basis for its position. The Parties shall continue to meet and confer for an additional ten
5 (10) days in an effort to resolve any remaining disputes. The Parties may agree in writing to
6 different deadlines for the meet-and-confer period.

7 **5.3** In the event that Bumble Bee initiates or otherwise requests a modification under
8 Section 5.1, Bumble Bee shall reimburse Plaintiffs their documented reasonable costs and
9 reasonable attorney's fees for the time spent in the meet-and-confer process and filing and
10 arguing a joint motion or application in support of a modification of the Consent Judgment;
11 provided, however, that these fees and costs shall not exceed \$8,000 total without the prior
12 written consent of Bumble Bee.

13 **5.4** Where the meet-and-confer process does not lead to a joint motion or
14 application in support of a modification of the Consent Judgment, then either Party may seek
15 judicial relief on its own. In such a situation, the prevailing party may seek to recover costs and
16 reasonable attorney's fees. As used in the preceding sentence, the term "prevailing party"
17 means a party who is successful in obtaining relief more favorable to it than the relief that the
18 other party was amenable to providing during the Parties' good faith attempt to resolve the
19 dispute that is the subject of the modification.

20 **5.5** If any court in a case alleging that a defendant sold canned smoked oysters or
21 canned whole oysters without providing clear and reasonable warnings regarding the presence of
22 lead or cadmium in violation of Proposition 65 renders a final judgment that such products do
23 not require a warning under Proposition 65 because the average daily exposure is at or below the
24 average daily exposure for the Covered Products, based on the exposure calculation accepted by
25 that court, then Bumble Bee shall be entitled to seek to modify this Consent Judgment to
26 eliminate or modify the injunctive relief set forth in Section 3, consistent with the court judgment
27 as described herein, and considering any differences between the Covered Products and the
28

1 canned smoked and/or whole oyster products addressed in another settlement or court judgment.
2 In addition, Bumble Bee shall be entitled to seek to modify this Consent Judgment to eliminate
3 or modify the injunctive relief set forth in Section 3 if (a) lead or cadmium are removed from the
4 Proposition 65 list of chemicals; or (b) if any court in a case alleging that a defendant sold
5 canned smoked oysters or canned whole oysters without providing clear and reasonable warnings
6 regarding the presence of lead or cadmium in violation of Proposition 65 renders a final
7 judgment that such products do not require a warning under Proposition 65 because such
8 warnings are preempted by federal law, so long as such modification is consistent with the court
9 judgment as described herein. Plaintiffs shall not be entitled to object to any modifications
10 sought under this Section 5.5, except based upon an error in calculation of the average daily
11 exposure. The reimbursement provisions of Sections 5.3 and 5.4 above are not applicable to
12 modifications sought under this Section 5.5. If Plaintiffs object to the calculation of the average
13 daily exposure and a court sustains the objections, Bumble Bee shall reimburse Plaintiffs their
14 documented reasonable costs and reasonable attorney's fees incurred to raise the objection. Any
15 fees and costs related to a sustained objection shall not exceed \$8,000 total without the prior
16 written consent of Bumble Bee.

17 **6. RETENTION OF JURISDICTION; ENFORCEMENT OF CONSENT**
18 **JUDGMENT**

19 **6.1** This Court shall retain jurisdiction of this matter to enforce, modify or terminate
20 this Consent Judgment.

21 **6.2** Only after it complies with Section 15 below may any Party, by motion or
22 application for an order to show cause filed with this Court, enforce the terms and conditions
23 contained in this Consent Judgment.

24 **6.3** If Bumble Bee determines that it will manufacture for sale in the State of
25 California, distribute into the State of California, or directly sell in the State of California any
26 of the Covered Products in the future, and subsequently any Plaintiff alleges that any such
27 Covered Product fails to qualify as a Reformulated Covered Product (for which a Plaintiff
28 alleges that no warning has been provided), then the Plaintiff shall inform Bumble Bee in a

1 reasonably prompt manner of the Plaintiff's test results, including information sufficient to
2 permit Bumble Bee to identify the Covered Products at issue. Bumble Bee shall, within thirty
3 (30) days following such notice, provide the Plaintiff with testing information, from an
4 independent third-party laboratory meeting the requirements of Sections 3.4.2 and 3.4.3,
5 demonstrating Bumble Bee's compliance with the Consent Judgment. The Parties shall first
6 attempt to resolve the matter prior to any Plaintiff taking any further legal action with the
7 Court.

8 **7. APPLICATION OF CONSENT JUDGMENT**

9 This Consent Judgment shall have no application to Covered Products or Clam Products
10 which are distributed or sold exclusively outside the State of California.

11 **8. BINDING EFFECT, CLAIMS COVERED AND RELEASED**

12 **8.1** This Consent Judgment is a full, final, and binding resolution between Plaintiffs,
13 on behalf of themselves and in the public interest, and Bumble Bee, of any alleged violation of
14 Proposition 65 or its implementing regulations for failure to provide Proposition 65 warnings of
15 exposure to lead and cadmium from the handling, use, or consumption of the Covered Products
16 and fully resolves all claims that have been or could have been asserted in this Action up to and
17 including the date of entry of Judgment for failure to provide Proposition 65 warnings for
18 exposure to lead and cadmium from the Covered Products. Plaintiffs, on behalf of themselves
19 and in the public interest, hereby discharge and release Bumble Bee, its parents, subsidiaries,
20 affiliated entities under common ownership, directors, officers, agents, employees, attorneys,
21 and each entity to whom Bumble Bee directly or indirectly distributes or sells the Covered
22 Products, including but not limited to, downstream distributors, wholesalers, customers,
23 retailers, franchises, cooperative members and licensees, including, but not limited to,
24 Albertson's LLC, Amazon.com Inc. and The Kroger Co. (collectively, "Releasees") from any
25 and all claims, actions, causes of action, suits, demands, liabilities, damages, penalties, fees,
26 costs and expenses asserted, or that could have been asserted, as to any alleged violation of
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1 Proposition 65 arising from the failure to provide Proposition 65 warnings on the Covered
2 Products regarding lead and/or cadmium, as set forth in the Notices of Violation and the
3 Second Amended Complaint.

4 **8.2** Each Plaintiff, on behalf of itself only, hereby releases and discharges the
5 Releasees from all claims, causes of action, obligations, costs, expenses, attorney's fees,
6 damages, losses, liabilities and demands of Plaintiffs of any nature, character, or kind, whether
7 known or unknown, suspected or unsuspected, arising out of alleged or actual exposures to lead
8 and/or cadmium in the Covered Products and Clam Products as set forth in the Notices of
9 Violation and the Second Amended Complaint that have been or could have been asserted in this
10 Action up to and including the date of entry of Judgment for failure to provide Proposition 65
11 warnings for exposure to lead and/or cadmium in the Covered Products and Clam Products.
12 Each Plaintiff, on behalf of itself only, waive any and all rights they may have under any
13 applicable statute, including, but not limited to California Civil Code Section 1542 or common
14 law principle which would limit the effect of the release in Section 8.1 and 8.2 to those claims
15 actually known or suspected to exist at the time of the date of entry of Judgment. Plaintiffs have
16 full knowledge of the contents of California Civil Code Section 1542, which reads as follows:
17

18 A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS
19 WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT
20 TO EXIST IN HIS OR HER FAVOR AT THE TIME OF
21 EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM
22 OR HER MUST HAVE MATERIALLY AFFECTED HIS OR
23 HER SETTLEMENT WITH THE DEBTOR.

24 Each Plaintiff, on behalf of itself only, acknowledges and understands the significance and
25 consequences of this specific waiver of California Civil Code Section 1542.

26 **8.3** Compliance with the terms of this Consent Judgment shall be deemed to
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1 constitute compliance with Proposition 65 by the Releasees regarding alleged exposures to lead
2 and/or cadmium in the Covered Products and Clam Products as set forth in the Notices of
3 Violation and the Second Amended Complaint.

4 **8.4** Plaintiffs and Bumble Bee each release and waive all claims they may have
5 against each other for any statements or actions made or undertaken by them in connection with
6 the Notices of Violation or the Second Amended Complaint; provided, however, that nothing in
7 Section 8 shall affect or limit any Party's right to seek to enforce the terms of this Consent
8 Judgment.

9
10 **9. SEVERABILITY OF UNENFORCEABLE PROVISIONS**

11 In the event that any of the provisions of this Consent Judgment is held by a court to be
12 unenforceable, the validity of the remaining enforceable provisions shall not be adversely affected.

13 **10. GOVERNING LAW**

14 The terms and conditions of this Consent Judgment shall be governed by and construed in
15 accordance with the laws of the State of California.

16 **11. PROVISION OF NOTICE**

17 All notices required to be given to either Party to this Consent Judgment by the other shall
18 be in writing and sent to the following agents listed below by: (a) first-class, registered, or certified
19 mail; (b) overnight courier; or (c) personal delivery. Courtesy copies via email may also be sent.

20 **FOR DAVID STEINMAN AND THE CHEMICAL TOXIN WORKING GROUP, INC.:**

21 David Steinman
22 The Chemical Toxin Working Group, Inc.
23 1801 Chart Trail
Topanga, CA 90290

24 **With a copy to:**

25 Michael Freund
26 Michael Freund & Associates
27 1919 Addison Street, Suite 105
Berkeley, CA 94704
28 Telephone: (510) 540-1992
Facsimile: (510) 540-5543

1 **FOR BUMBLE BEE FOODS, LLC:**

2 Jill Irvin
3 Bumble Bee Foods, LLC
4 9655 Granite Ridge Drive, Suite 100
5 San Diego, CA 92123

6 **With a copy to:**

7 Forest A. Hainline III
8 Patrick S. Thompson
9 Robert B. Bader
10 Goodwin Procter LLP
11 Three Embarcadero Center, 24th Floor
12 San Francisco, CA 94111
13 Telephone: (415) 733-6000
14 Facsimile: (415) 677-9041

15 **12. COURT APPROVAL**

16 **12.1** If this Consent Judgment is not approved by the Court, it shall be void and have
17 no force or effect.

18 **12.2** Plaintiffs shall comply with California Health and Safety Code section
19 25249.7(f) and with Title II of the California Code Regulations, Section 3003.

20 **13. EXECUTION AND COUNTERPARTS**

21 This Consent Judgment may be executed in counterparts, which taken together shall be
22 deemed to constitute one document. A facsimile or .pdf signature shall be construed as valid as
23 the original signature.

24 **14. DRAFTING**

25 The terms of this Consent Judgment have been reviewed by the respective counsel for the
26 each Party to this settlement prior to its signing, and each Party has had an opportunity to fully
27 discuss the terms with counsel. The Parties agree that, in any subsequent interpretation and
28 construction of this Consent Judgment entered thereon, the terms and provisions shall not be
construed against any Party.

15. GOOD FAITH ATTEMPT TO RESOLVE DISPUTES

If a dispute arises with respect to either Party's compliance with the terms of this Consent

Judgment entered by the Court, the Parties shall meet in person or by telephone and endeavor to resolve the dispute in an amicable manner. No action or motion may be filed in the absence of such a good faith attempt to resolve the dispute beforehand. In the event an action or motion is filed, however, the prevailing party may seek to recover costs and reasonable attorney's fees. As used in the preceding sentence, the term "prevailing party" means a party who is successful in obtaining relief more favorable to it than the relief that the other party was amenable to providing during the parties' good faith attempt to resolve the dispute that is the subject of such enforcement action.

16. ENTIRE AGREEMENT, AUTHORIZATION

16.1 This Consent Judgment contains the sole and entire agreement and understanding of the Parties with respect to the entire subject matter herein, and any and all prior discussions, negotiations, commitments and understandings related hereto. No representations, oral or otherwise, express or implied, other than those contained herein have been made by any Party. No other agreements, oral or otherwise, unless specifically referred to herein, shall be deemed to exist or to bind any Party.

16.2 Each signatory to this Consent Judgment certifies that he or she is fully authorized by the Party he or she represents to stipulate to this Consent Judgment. Except as explicitly provided herein, each Party shall bear its own fees and costs.

17. REQUEST FOR FINDINGS, APPROVAL OF SETTLEMENT AND ENTRY OF CONSENT JUDGMENT

This Consent Judgment has come before the Court upon the request of the Parties. The Parties request the Court to fully review this Consent Judgment and, being fully informed regarding the matters which are the subject of this action, to:

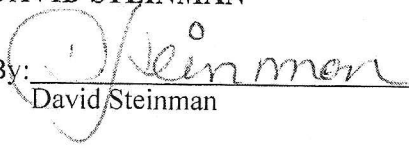
- (1) Find that the terms and provisions of this Consent Judgment represent a fair and equitable settlement of all matters raised by the allegations of the Second Amended Complaint, that the matter has been diligently prosecuted, and that the public interest is served by such settlement; and
- (2) Make the findings pursuant to California Health and Safety Code section 25249.7(f)(4),

1 approve the Settlement, and approve this Consent Judgment.

2 **IT IS SO STIPULATED:**

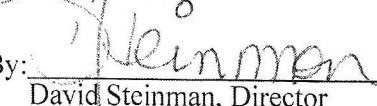
3
4 Dated: 3-31, 2014

DAVID STEINMAN

6 By: 
David Steinman

8 Dated: 3-31, 2014

**THE CHEMICAL TOXIN WORKING
GROUP, INC.**

10 By: 
David Steinman, Director

12 Dated: _____, 2014

BUMBLE BEE FOODS, LLC

14 By: _____
Kent McNeil, Chief Financial Officer

16 **APPROVED AS TO FORM:**

18
19 Dated: _____, 2014

MICHAEL FREUND & ASSOCIATES

21 By: _____
Michael Freund
Attorney for David Steinman and The
Chemical Toxin Working Group, Inc.

24 Dated: _____, 2014

GOODWIN PROCTER LLP

26 By: _____
Patrick S. Thompson
Attorneys for Bumble Bee Foods, LLC

1 approve the Settlement, and approve this Consent Judgment.

2 **IT IS SO STIPULATED:**

3
4 Dated: _____, 2014

DAVID STEINMAN

6 By: _____
David Steinman

8 Dated: _____, 2014

**THE CHEMICAL TOXIN WORKING
GROUP, INC.**

10 By: _____
David Steinman, Director

12 Dated: 17 March, 2014


BUMBLE BEE FOODS, LLC

14 By: 
Kent McNeil, Chief Financial Officer

16 **APPROVED AS TO FORM:**


18 Dated: 4/1/, 2014

MICHAEL FREUND & ASSOCIATES

20 By: 
Michael Freund
Attorney for David Steinman and The
Chemical Toxin Working Group, Inc.

24 Dated: 17 March, 2014

GOODWIN-PROCTER LLP

26 By: 
Patrick S. Thompson
Attorneys for Bumble Bee Foods, LLC

ORDER AND JUDGMENT

Based upon the Parties' Stipulation, and good cause appearing, this Consent Judgment is approved and Judgment is hereby entered according to its terms.

Dated: _____, 2014

Judge of the Superior Court

EXHIBIT A

LAW OFFICE OF
MICHAEL FREUND

1919 ADDISON STREET, SUITE 105
BERKELEY, CALIFORNIA 94704-1101

TEL (510) 540-1992
FAX (510) 540-5543
EMAIL FREUND1@AOL.COM

February 24, 2012

VIA CERTIFIED MAIL

Chris Lischewski, CEO
Bumble Bee Foods, LLC
9655 Granite Ridge Drive, Suite 100
San Diego, CA 92123

Office of the California Attorney General
Proposition 65 Enforcement Reporting
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612-0550

VIA PRIORITY MAIL

District Attorneys of All California Counties
and Select City Attorneys
(See Attached Certificate of Service)

Re: Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq.

Dear Addressees:

I represent David Steinman, a committed environmentalist, journalist, consumer health advocate, publisher and author. His major books include Diet for a Poisoned Planet (1990, 2007); The Safe Shopper's Bible (1995); Living Healthy in a Toxic World (1996); and Safe Trip to Eden: Ten Steps to Save the Planet Earth from Global Warming Meltdown (2007). Through this Notice of Violation, Mr. Steinman seeks to reduce consumer exposures to lead in the named product set forth herein.

This letter constitutes notification that Bumble Bee Foods, LLC ("Bumble Bee") has violated the warning requirement of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act (commencing with section 25249.5 of the Health and Safety Code). The product that is the subject of this Notice of Violation and the chemical in the product identified as exceeding allowable levels are:

Bumble Bee Premium Select Fancy Smoked Oysters – lead

Bumble Bee. has manufactured, marketed, distributed and/or sold the listed product which has exposed and continues to expose numerous individuals within California to lead. This chemical was listed pursuant to Proposition 65 as a chemical known to the State of California to cause cancer on October 1, 1992 and as a chemical known to cause developmental toxicity, and male and female reproductive toxicity on February 27, 1987. The time period of these violations commenced one year after the listed dates above. The primary route of exposure has been through ingestion.

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. Bumble Bee is in violation of Proposition 65 because it failed to provide a warning to consumers that they are being exposed to lead. (22 C.C.R. section 12601.) While in the course of doing business, the company is knowingly and intentionally exposing consumers to this chemical without first providing a clear and reasonable warning. (Health and Safety Code section 25249.6.) The method of warning should be a warning that appears on the product's label. 22 C.C.R. section 12601 (b)(1) (A). There are no warnings currently present on the company's label for this product.

Proposition 65 requires that notice and intent to sue be given to a violator 60-days before the suit is filed. With this letter, David Steinman gives notice of the alleged violation to the noticed party and the appropriate governmental authorities. This Notice of Violation covers all violations of Proposition 65 that are currently known to Mr. Steinman from information now available to us. Mr. Steinman is continuing his investigation that may reveal further violations. A summary of Proposition 65, prepared by the Office of Environmental Health Hazard Assessment, and referenced as Appendix A, has been provided to the noticed party.

If you have any questions, please contact my office at your earliest convenience.

Sincerely,



Michael Freund

cc: David Steinman

Attachments:

Certificate of Merit

Certificate of Service

OEHHA Summary to Bumble Bee Foods, LLC

Additional Supporting Information for Certificate of Merit (to Attorney General only)

CERTIFICATE OF MERIT

Health and Safety Code Section 25249.7 (d)

I, Michael Freund hereby declare:

1. This Certificate of Merit accompanies the attached Notice of Violation in which it is alleged that the party identified in the Notice has 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 David Steinman. Mr. Steinman is a committed environmentalist, journalist, consumer health advocate, publisher and author. The Notice of Violation alleges that the party identified has exposed persons in California to lead from the specified consumer product. Please refer to the Notice of Violation for additional details regarding the product names and alleged violations.
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 chemical that is the subject of the action. In particular, I have consulted with the chemists who conducted the laboratory testing for lead regarding this product and I have relied on the testing results. The testing was conducted by a reputable testing laboratory by experienced scientists. These facts, studies or other data derived through this investigation overwhelmingly demonstrate that the party identified in the Notice of Violation exposes persons to lead through ingestion.
4. Based on the information obtained through these consultants and on other information in my possession, I believe there is sufficient evidence that human exposures exist from exposure to the listed product from the noticed party. Furthermore, 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 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 California 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: February 23, 2012

A handwritten signature in black ink, appearing to be 'mf' with a long, sweeping horizontal stroke extending to the right.

Michael Freund
Attorney for David Steinman

CERTIFICATE OF SERVICE

I am a citizen of the United States and a resident of the County of Alameda. I am over the age of eighteen years and not a party to the within entitled action; my business address is 1915 Addison Street, Berkeley, California 94704. On February 27, 2012 I served the within:


Notice of Violation and Certificate of Merit Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq. (Supporting Documentation sent to Attorney General only)

on the parties in said action, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States Post Office mail box in Berkeley, California as follows:

See attached Service List

I, Michael Freund, declare under penalty of perjury that the foregoing is true and correct.

Executed on February 27, 2012 at Berkeley, California.



Michael Freund

SERVICE LIST

District Attorney of Alameda County
1225 Fallon Street, Room 900
Oakland, CA 94612

District Attorney of Colusa County
547 Market Street
Colusa, CA 95932

District Attorney of Contra Costa County
627 Ferry Street
Martinez, CA 94553

District Attorney of Alpine County
P.O. Box 248
Markleeville, CA 96120

District Attorney of Del Norte County
450 H Street, Ste 171
Crescent City, CA 95531

District Attorney of Amador County
708 Court Street, #202
Jackson, CA 95642

District Attorney of Butte County
25 County Center Drive
Oroville, CA 95965

District Attorney of El Dorado County
515 Main Street
Placerville, CA 95667

District Attorney of Calaveras County
891 Mountain Ranch Road
San Andreas, CA 95249

District Attorney of Fresno County
2220 Tulare Street, #1000
Fresno, CA 93721

District Attorney of Glenn County
P.O. Box 430
Willows, CA 95988

District Attorney of Kings County
1400 West Lacey
Hanford, CA 93230

District Attorney of Lake County
255 N. Forbes Street
Lakeport, CA 95453

District Attorney of Humboldt County
825 5th Street
Eureka, CA 95501

District Attorney of Imperial County
939 Main Street
El Centro, CA 92243

District Attorney of Lassen County
220 S. Lassen St., Ste 8
Susanville, CA 96130

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P.O. Drawer D
Independence, CA 93526

District Attorney of Los Angeles County
210 W. Temple Street, Room 345
Los Angeles, CA 90012

District Attorney of Madera County
209 West Yosemite Avenue
Madera, CA 93637

District Attorney of Kern County
1215 Truxtun Avenue
Bakersfield, CA 93301

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San Rafael, CA 94903

District Attorney of Mono County
P.O. Box 617
Bridgeport, CA 93517

District Attorney of Mariposa County
P.O. Box 730
Mariposa, CA 95338

District Attorney of Monterey County
230 Church Street, Bldg. 2
Salinas, CA 93901

District Attorney of Mendocino County
P.O. Box 1000
Ukiah, CA 95482

District Attorney of Napa County
931 Parkway Mall
Napa, CA 94559

District Attorney of Merced County
2222 "M" Street
Merced, CA 95340

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201 Church St., Suite 8
Nevada City, CA 95959

District Attorney of Orange County
401 Civic Ctr Drive West
Santa Ana, CA 92701

District Attorney of Modoc County
204 S Court Street
Alturas, CA 96101-4020

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Auburn, CA 95603

District Attorney of San Bernardino County
316 N. Mountain View Avenue
San Bernardino, CA 92415

District Attorney of Plumas County
520 Main Street, Room 404
Quincy, CA 95971

District Attorney of San Diego County
330 West Broadway, Suite 1320
San Diego, CA 92101

District Attorney of Riverside County
4075 Main Street
Riverside, CA 92501

District Attorney of San Francisco County
850 Bryant Street, Rm 325
San Francisco, CA 94103

District Attorney of Sacramento County
901 "G" Street
Sacramento, CA 95814

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P.O. Box 990
Stockton, CA 95201

District Attorney of San Luis Obispo County
1050 Monterey St, Room 450
San Luis Obispo, CA 93408

District Attorney of San Benito County
419 Fourth Street, 2nd Floor
Hollister, CA 95023

District Attorney of San Mateo
County
400 County Ctr, 3rd Fl
Redwood City, CA 94063

District Attorney of Sierra County
Courthouse, P.O. Box 457
Downieville, CA 95936

District Attorney of Santa Barbara
County
1105 Santa Barbara Street
Santa Barbara, CA 93101

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Yreka, CA 96097

District Attorney of Solano County
675 Texas Street, Suite 4500
Fairfield, CA 94533

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County
70 West Hedding Street, West
Wing
San Jose, CA 95110

District Attorney of Santa Cruz
County
701 Ocean Street, Room 200
Santa Cruz, CA 95060

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600 Administration Drive, Room
212J
Santa Rosa, CA 95403

District Attorney of Shasta County
1525 Court Street, Third Floor
Redding, CA 96001-1632

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800 11th Street, Room 200
PO BOX 442
Modesto, CA 95353

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446 Second Street
Yuba City, CA 95991

District Attorney of Ventura County
800 South Victoria Ave
Ventura, CA 93009

District Attorney of Tehama County
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Red Bluff, CA 96080

District Attorney of Yolo County
301 Second Street
Woodland, CA 95695

District Attorney of Trinity County
P.O. Box 310
11 Court St.
Weaverville, CA 96093

District Attorney of Yuba County
215 Fifth Street
Marysville, CA 95901

District Attorney of Tulare County
221 S. Mooney Ave, Room 224
Visalia, CA 93291

District Attorney of Tuolumne
County
423 No. Washington Street
Sonora, CA 95370

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

Los Angeles City Attorney's Office
800 City Hall East
200 N. Main Street
Los Angeles, CA 90012

San Diego City Attorney's Office
1200 3rd Avenue #1620
San Diego, CA 92101

San Francisco City Attorney's
Office
City Hall, Room 234
San Francisco, CA 94102

California Attorney General's
Office
Attention: Proposition 65
Coordinator
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612

Chris Lischewski, CEO
Bumble Bee Foods, LLC
9655 Granite Ridge Dr.
Suite 100
San Diego, CA 92123

LAW OFFICE OF
MICHAEL FREUND

1919 ADDISON STREET, SUITE 105
BERKELEY, CALIFORNIA 94704-1101

TEL (510) 540-1992
FAX (510) 540-5543
EMAIL FREUND1@AOL.COM

February 20, 2013

VIA CERTIFIED MAIL

Chris Lischewski, CEO
Bumble Bee Foods, LLC
9655 Granite Ridge Drive, Suite 100
San Diego, CA 92123

Office of the California Attorney General
Proposition 65 Enforcement Reporting
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612-0550

VIA PRIORITY MAIL

District Attorneys of All California Counties
and Select City Attorneys
(See Attached Certificate of Service)

Re: Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq.

Dear Alleged Violator and the Appropriate Public Enforcement Agencies:

I represent The Chemical Toxin Working Group, a California non-profit corporation dedicated to reducing the amount of chemical toxins in consumer products. The Chemical Toxin Working Group was created by David Steinman, a committed environmentalist, journalist, consumer health advocate, publisher and author. His major books include Diet for a Poisoned Planet (1990, 2007); The Safe Shopper's Bible (1995); Living Healthy in a Toxic World (1996); and Safe Trip to Eden: Ten Steps to Save the Planet Earth from Global Warming Meltdown (2007). Through this Notice of Violation, The Chemical Toxin Working Group seeks to reduce exposures to lead in products ingested by consumers.

This letter constitutes notification that Bumble Bee Foods, LLC ("Bumble Bee") has violated the warning requirement of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act (commencing with section 25249.5 of the Health and Safety Code). The products subject to this Notice of Violation and the chemical in the products identified as exceeding allowable levels are:

Snow's by Bumble Bee Minced Clams in Clam Juice – lead

Bumble Bee has manufactured, marketed, distributed and/or sold the above product which has exposed and continue to expose numerous individuals within California to lead. This chemical was listed pursuant to Proposition 65 as a chemical known to the State of California to cause cancer on October 1, 1992 and as a chemical known to cause developmental toxicity, and male and female

reproductive toxicity on February 27, 1987. The time period of these violations commenced one year after the listed dates above. The primary route of exposure has been through ingestion.

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. Bumble Bee is in violation of Proposition 65 because the company failed to provide a warning to consumers that they are being exposed to lead. (22 C.C.R. section 12601.) While in the course of doing business, the company is knowingly and intentionally exposing consumers to this chemical without first providing a clear and reasonable warning. (Health and Safety Code section 25249.6.) The method of warning should be a warning that appears on the product's label. 22 C.C.R. section 12601 (b)(1) (A). There are no warnings currently present on the company's label for these products.

Proposition 65 requires that notice and intent to sue be given to a violator 60-days before the suit is filed. With this letter, The Chemical Toxin Working Group gives notice of the alleged violations to the noticed party and the appropriate governmental authorities. This Notice of Violation covers all violations of Proposition 65 that are currently known to the noticing party from information now available. The Chemical Toxin Working Group is continuing its investigation that may reveal further violations. A summary of Proposition 65, prepared by the Office of Environmental Health Hazard Assessment, and referenced as Appendix A, has been provided to the noticed party.

If you have any questions, please contact my office at your earliest convenience.

Sincerely,



Michael Freund

cc: The Chemical Toxin Working Group

Attachments:

Certificate of Merit

Certificate of Service

OEHHA Summary to Bumble Bee Foods, LLC

Additional Supporting Information for Certificate of Merit (to Attorney General only)

CERTIFICATE OF MERIT

Health and Safety Code Section 25249.7 (d)

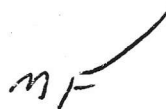
I, Michael Freund hereby declare:

1. This Certificate of Merit accompanies the attached Notice of Violation in which it is alleged that the party identified in the Notice has 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 The Chemical Toxin Working Group. The Notice of Violation alleges that the party identified has exposed persons in California to lead from specified consumer products without providing a Proposition 65 warning. Please refer to the Notice of Violation for additional details regarding the product names and alleged violations.
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 chemical that is the subject of the action. In particular, I have consulted with the laboratory who conducted the testing for lead regarding these products and I have relied on the testing results. The testing was conducted by a reputable testing laboratory by experienced scientists. These facts, studies or other data derived through this investigation overwhelmingly demonstrate that the party identified in the Notice of Violation exposes persons to lead through ingestion.
4. Based on the information obtained through the testing laboratory and on other information in my possession, I believe there is sufficient evidence that human exposures exist from exposure to the listed products from the noticed party. Furthermore, 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 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 California 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: February 19, 2013

A handwritten signature in black ink, appearing to be 'MF' with a long, sweeping flourish extending upwards and to the right.

Michael Freund
Attorney for The Chemical Toxin Working Group

CERTIFICATE OF SERVICE

I am a citizen of the United States and a resident of the County of Alameda. I am over the age of eighteen years and not a party to the within entitled action. My business address is 1919 Addison Street, Suite 105, Berkeley, California 94704. On February 20, 2013 I served the within:

Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq. and Certificate of Merit on the parties in said action, via electronic mail to the California Attorney General and by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States Post Office mail box in Berkeley, California addressed as follows:

See attached Service List

I, Michael Freund, declare under penalty of perjury that the foregoing is true and correct. Executed on February 20, 2013 at Berkeley, California



Michael Freund

Service List

District Attorney, Alameda County
1225 Fallon Street, Suite 900
Oakland, CA 94612

District Attorney, Alpine County
P.O. Box 248
Markleeville, CA 96120

District Attorney, Amador County
708 Court Street, Suite 202
Jackson, CA 95642

District Attorney, Butte County
25 County Center Drive, Suite 245
Oroville, CA 95965

District Attorney, Calaveras County
891 Mountain Ranch Road
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District Attorney, Colusa County
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900 Ward Street
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District Attorney, Del Norte County
450 H Street, Room 171
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District Attorney, Fresno County
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District Attorney, Glenn County
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District Attorney, Humboldt County
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District Attorney, Imperial County
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District Attorney, Inyo County
230 W. Line Street
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District Attorney, Kern County
1215 Truxtun Avenue
Bakersfield, CA 93301

District Attorney, Kings County
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Hanford, CA 93230

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Lakeport, CA 95453

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Los Angeles, CA 90012

District Attorney, Madera County
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San Rafael, CA 94903

District Attorney, Mariposa County
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District Attorney, Mendocino County
Post Office Box 1000
Ukiah, CA 95482

District Attorney, Merced County
550 W. Main Street
Merced, CA 95340

District Attorney, Modoc County
204 S Court Street, Room 202
Alturas, CA 96101-4020

District Attorney, Mono County
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Bridgeport, CA 93517

District Attorney, Monterey County
Post Office Box 1131
Salinas, CA 93902

District Attorney, Napa County
931 Parkway Mall
Napa, CA 94559

District Attorney, Nevada County
110 Union Street
Nevada City, CA 95959

District Attorney, Orange County
401 West Civic Center Drive
Santa Ana, CA 92701

District Attorney, Placer County
10810 Justice Center Drive, Ste 240
Roseville, CA 95678

District Attorney, Plumas County
520 Main Street, Room 404
Quincy, CA 95971

District Attorney, Riverside County
3960 Orange Street
Riverside, CA 92501

District Attorney, Sacramento County
901 "G" Street
Sacramento, CA 95814

District Attorney, San Benito County
419 Fourth Street, 2nd Floor
Hollister, CA 95023

District Attorney, San Bernardino County
316 N. Mountain View Avenue
San Bernardino, CA 92415-0004

District Attorney, San Diego County
330 West Broadway, Suite 1300
San Diego, CA 92101

District Attorney, San Francisco County
850 Bryant Street, Suite 322
San Francisco, CA 94103

District Attorney, San Joaquin County
222 E. Weber Ave. Rm. 202
Stockton, CA 95202

District Attorney, San Luis Obispo County
1035 Palm St, Room 450
San Luis Obispo, CA 93408

District Attorney, San Mateo County
400 County Ctr., 3rd Floor
Redwood City, CA 94063

District Attorney, Santa Barbara County
1112 Santa Barbara Street
Santa Barbara, CA 93101

District Attorney, Santa Clara County
70 West Hedding Street
San Jose, CA 95110

District Attorney, Santa Cruz County
701 Ocean Street, Room 200
Santa Cruz, CA 95060

District Attorney, Shasta County
1355 West Street
Redding, CA 96001

District Attorney, Sierra County
PO Box 457
Downieville, CA 95936

District Attorney, Siskiyou County
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675 Texas Street, Ste 4500
Fairfield, CA 94533

District Attorney, Sonoma County
600 Administration Drive,
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Santa Rosa, CA 95403

District Attorney, Stanislaus County
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Modesto, CA 95354

District Attorney, Sutter County
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Red Bluff, CA 96080

District Attorney, Trinity County
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District Attorney, Tulare County
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Visalia, CA 93291

District Attorney, Tuolumne County
423 N. Washington Street
Sonora, CA 95370

District Attorney, Ventura County
800 South Victoria Ave, Suite 314
Ventura, CA 93009

District Attorney, Yolo County
301 2nd Street
Woodland, CA 95695

District Attorney, Yuba County
215 Fifth Street, Suite 152
Marysville, CA 95901

Los Angeles City Attorney's Office
City Hall East
200 N. Main Street, Suite 800
Los Angeles, CA 90012

San Diego City Attorney's Office
1200 3rd Avenue, Ste 1620
San Diego, CA 92101

San Francisco, City Attorney
City Hall, Room 234
1 Dr Carlton B Goodlett PL
San Francisco, CA 94102

San Jose City Attorney's Office
200 East Santa Clara Street,
16th Floor
San Jose, CA 95113

LAW OFFICE OF
MICHAEL FREUND

1919 ADDISON STREET, SUITE 105
BERKELEY, CALIFORNIA 94704-1101

TEL (510) 540-1992
FAX (510) 540-5543
EMAIL FREUND1@AOL.COM

March 5, 2013

VIA CERTIFIED MAIL

Chris Lischewski, CEO
Bumble Bee Foods, LLC
9655 Granite Ridge Drive, Suite 100
San Diego, CA 92123

Office of the California Attorney General
Proposition 65 Enforcement Reporting
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612-0550

VIA PRIORITY MAIL

District Attorneys of All California Counties
and Select City Attorneys
(See Attached Certificate of Service)

Re: Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq.

Dear Alleged Violator and the Appropriate Public Enforcement Agencies:

I represent The Chemical Toxin Working Group, a California non-profit corporation dedicated to reducing the amount of chemical toxins in consumer products. The Chemical Toxin Working Group was created by David Steinman, a committed environmentalist, journalist, consumer health advocate, publisher and author. His major books include Diet for a Poisoned Planet (1990, 2007); The Safe Shopper's Bible (1995); Living Healthy in a Toxic World (1996); and Safe Trip to Eden: Ten Steps to Save the Planet Earth from Global Warming Meltdown (2007). Through this Notice of Violation, The Chemical Toxin Working Group seeks to reduce exposures to lead in products ingested by consumers.

This letter constitutes notification that Bumble Bee Foods, LLC ("Bumble Bee") has violated the warning requirement of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act (commencing with section 25249.5 of the Health and Safety Code). The products subject to this Notice of Violation and the chemical in the products identified as exceeding allowable levels are:

**Snow's by Bumble Bee New England Clam Chowder, Condensed – lead
Bumble Bee Premium Select Wild Fancy Whole Baby Clams - Lead**

Bumble Bee has manufactured, marketed, distributed and/or sold the above products which have exposed and continue to expose numerous individuals within California to lead. This chemical was

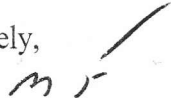
listed pursuant to Proposition 65 as a chemical known to the State of California to cause cancer on October 1, 1992 and as a chemical known to cause developmental toxicity, and male and female reproductive toxicity on February 27, 1987. The time period of these violations commenced one year after the listed dates above. The primary route of exposure has been through ingestion.

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. Bumble Bee is in violation of Proposition 65 because the company failed to provide a warning to consumers that they are being exposed to lead. (22 C.C.R. section 12601.) While in the course of doing business, the company is knowingly and intentionally exposing consumers to lead without first providing a clear and reasonable warning. (Health and Safety Code section 25249.6.) The method of warning should be a warning that appears on the product's label. 22 C.C.R. section 12601 (b)(1) (A). There are no warnings currently present on the company's label for these products.

Proposition 65 requires that notice and intent to sue be given to a violator 60-days before the suit is filed. With this letter, The Chemical Toxin Working Group gives notice of the alleged violations to the noticed party and the appropriate governmental authorities. This Notice of Violation covers all violations of Proposition 65 that are currently known to the noticing party from information now available. The Chemical Toxin Working Group is continuing its investigation that may reveal further violations. A summary of Proposition 65, prepared by the Office of Environmental Health Hazard Assessment, and referenced as Appendix A, has been provided to the noticed party.

If you have any questions, please contact my office at your earliest convenience.

Sincerely,



Michael Freund

cc: The Chemical Toxin Working Group

Attachments:

Certificate of Merit

Certificate of Service

OEHHA Summary to Bumble Bee Foods, LLC

Additional Supporting Information for Certificate of Merit (to Attorney General only)

CERTIFICATE OF MERIT

Health and Safety Code Section 25249.7 (d)

I, Michael Freund hereby declare:

1. This Certificate of Merit accompanies the attached Notice of Violation in which it is alleged that the party identified in the Notice has 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 The Chemical Toxin Working Group. The Notice of Violation alleges that the party identified has exposed persons in California to lead from specified consumer products without providing a Proposition 65 warning. Please refer to the Notice of Violation for additional details regarding the product names and alleged violations.
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 chemical that is the subject of the action. In particular, I have consulted with the laboratory who conducted the testing for lead regarding these products and I have relied on the testing results. The testing was conducted by a reputable testing laboratory by experienced scientists. These facts, studies or other data derived through this investigation overwhelmingly demonstrate that the party identified in the Notice of Violation exposes persons to lead through ingestion.
4. Based on the information obtained through the testing laboratory and on other information in my possession, I believe there is sufficient evidence that human exposures exist from exposure to the listed products from the noticed party. Furthermore, 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 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 California 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: March 5, 2013



Michael Freund
Attorney for The Chemical Toxin Working Group

CERTIFICATE OF SERVICE

I am a citizen of the United States and a resident of the County of Alameda. I am over the age of eighteen years and not a party to the within entitled action. My business address is 1919 Addison Street, Suite 105, Berkeley, California 94704. On March 5, 2013 I served the within:

Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq. and Certificate of Merit on the parties in said action, via electronic mail to the California Attorney General and by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States Post Office mail box in Berkeley, California addressed as follows:

See attached Service List

I, Michael Freund, declare under penalty of perjury that the foregoing is true and correct. Executed on March 5, 2013 at Berkeley, California



Michael Freund

Service List

District Attorney, Alameda County
1225 Fallon Street, Suite 900
Oakland, CA 94612

District Attorney, Alpine County
P.O. Box 248
Markleeville, CA 96120

District Attorney, Amador County
708 Court Street, Suite 202
Jackson, CA 95642

District Attorney, Butte County
25 County Center Drive, Suite 245
Oroville, CA 95965

District Attorney, Calaveras County
891 Mountain Ranch Road
San Andreas, CA 95249

District Attorney, Colusa County
346 Fifth Street Suite 101
Colusa, CA 95932

District Attorney, Contra Costa County
900 Ward Street
Martinez, CA 94553

District Attorney, Del Norte County
450 H Street, Room 171
Crescent City, CA 95531

District Attorney, El Dorado County
515 Main Street
Placerville, CA 95667

District Attorney, Fresno County
2220 Tulare Street, Suite 1000
Fresno, CA 93721

District Attorney, Glenn County
Post Office Box 430
Willows, CA 95988

District Attorney, Humboldt County
825 5th Street 4th Floor
Eureka, CA 95501

District Attorney, Imperial County
940 West Main Street, Ste 102
El Centro, CA 92243

District Attorney, Inyo County
230 W. Line Street
Bishop, CA 93514

District Attorney, Kern County
1215 Truxtun Avenue
Bakersfield, CA 93301

District Attorney, Kings County
1400 West Lacey Boulevard
Hanford, CA 93230

District Attorney, Lake County
255 N. Forbes Street
Lakeport, CA 95453

District Attorney, Lassen County
220 South Lassen Street, Ste. 8
Susanville, CA 96130

District Attorney, Los Angeles County
210 West Temple Street, Suite 18000
Los Angeles, CA 90012

District Attorney, Madera County
209 West Yosemite Avenue
Madera, CA 93637

District Attorney, Marin County
3501 Civic Center Drive, Room 130
San Rafael, CA 94903

District Attorney, Mariposa County
Post Office Box 730
Mariposa, CA 95338

District Attorney, Mendocino County
Post Office Box 1000
Ukiah, CA 95482

District Attorney, Merced County
550 W. Main Street
Merced, CA 95340

District Attorney, Modoc County
204 S Court Street, Room 202
Alturas, CA 96101-4020

District Attorney, Mono County
Post Office Box 617
Bridgeport, CA 93517

District Attorney, Monterey County
Post Office Box 1131
Salinas, CA 93902

District Attorney, Napa County
931 Parkway Mall
Napa, CA 94559

District Attorney, Nevada County
110 Union Street
Nevada City, CA 95959

District Attorney, Orange County
401 West Civic Center Drive
Santa Ana, CA 92701

District Attorney, Placer County
10810 Justice Center Drive, Ste 240
Roseville, CA 95678

District Attorney, Plumas County
520 Main Street, Room 404
Quincy, CA 95971

District Attorney, Riverside County
3960 Orange Street
Riverside, CA 92501

District Attorney, Sacramento County
901 "G" Street
Sacramento, CA 95814

District Attorney, San Benito County
419 Fourth Street, 2nd Floor
Hollister, CA 95023

District Attorney, San Bernardino County
316 N. Mountain View Avenue
San Bernardino, CA 92415-0004

District Attorney, San Diego County
330 West Broadway, Suite 1300
San Diego, CA 92101

District Attorney, San Francisco County
850 Bryant Street, Suite 322
San Francisco, CA 94103

District Attorney, San Joaquin County
222 E. Weber Ave. Rm. 202
Stockton, CA 95202

District Attorney, San Luis Obispo County
1035 Palm St, Room 450
San Luis Obispo, CA 93408

District Attorney, San Mateo County
400 County Ctr., 3rd Floor
Redwood City, CA 94063

District Attorney, Santa Barbara County
1112 Santa Barbara Street
Santa Barbara, CA 93101

District Attorney, Santa Clara County
70 West Hedding Street
San Jose, CA 95110

District Attorney, Santa Cruz County
701 Ocean Street, Room 200
Santa Cruz, CA 95060

District Attorney, Shasta County
1355 West Street
Redding, CA 96001

District Attorney, Sierra County
PO Box 457
Downieville, CA 95936

District Attorney, Siskiyou County
Post Office Box 986
Yreka, CA 96097

District Attorney, Solano County
675 Texas Street, Ste 4500
Fairfield, CA 94533

District Attorney, Sonoma County
600 Administration Drive,
Room 212J
Santa Rosa, CA 95403

District Attorney, Stanislaus County
832 12th Street, Ste 300
Modesto, CA 95354

District Attorney, Sutter County
446 Second Street
Yuba City, CA 95991

District Attorney, Tehama County
Post Office Box 519
Red Bluff, CA 96080

District Attorney, Trinity County
Post Office Box 310
Weaverville, CA 96093

District Attorney, Tulare County
221 S. Mooney Blvd., Room 224
Visalia, CA 93291

District Attorney, Tuolumne County
423 N. Washington Street
Sonora, CA 95370

District Attorney, Ventura County
800 South Victoria Ave, Suite 314
Ventura, CA 93009

District Attorney, Yolo County
301 2nd Street
Woodland, CA 95695

District Attorney, Yuba County
215 Fifth Street, Suite 152
Marysville, CA 95901

Los Angeles City Attorney's Office
City Hall East
200 N. Main Street, Suite 800
Los Angeles, CA 90012

San Diego City Attorney's Office
1200 3rd Avenue, Ste 1620
San Diego, CA 92101

San Francisco, City Attorney
City Hall, Room 234
1 Dr Carlton B Goodlett PL
San Francisco, CA 94102

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200 East Santa Clara Street,
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San Jose, CA 95113

LAW OFFICE OF
MICHAEL FREUND

1919 ADDISON STREET, SUITE 105
BERKELEY, CALIFORNIA 94704-1101

TEL (510) 540-1992
FAX (510) 540-5543
EMAIL FREUND1@AOL.COM

March 29, 2013

VIA CERTIFIED MAIL

Chris Lischewski, CEO
Bumble Bee Foods, LLC
9655 Granite Ridge Drive, Suite 100
San Diego, CA 92123

Office of the California Attorney General
Proposition 65 Enforcement Reporting
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612-0550

VIA PRIORITY MAIL

District Attorneys of All California Counties
and Select City Attorneys
(See Attached Certificate of Service)

Re: Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq.

Dear Alleged Violator and the Appropriate Public Enforcement Agencies:

I represent The Chemical Toxin Working Group, a California non-profit corporation dedicated to reducing the amount of chemical toxins in consumer products. The Chemical Toxin Working Group was created by David Steinman, a committed environmentalist, journalist, consumer health advocate, publisher and author. His major books include Diet for a Poisoned Planet (1990, 2007); The Safe Shopper's Bible (1995); Living Healthy in a Toxic World (1996); and Safe Trip to Eden: Ten Steps to Save the Planet Earth from Global Warming Meltdown (2007). Through this Notice of Violation, The Chemical Toxin Working Group seeks to reduce exposures to lead in products ingested by consumers.

This letter constitutes notification that Bumble Bee Foods, LLC ("Bumble Bee") has violated the warning requirement of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act (commencing with section 25249.5 of the Health and Safety Code). The products subject to this Notice of Violation and the chemicals in the product identified as exceeding allowable levels are:

**Snow's by Bumble Bee, Chopped Clams in Clam Juice - lead
Bumble Bee Premium Select Fancy Smoked Oysters – lead (previous Notice of Violation dated February 24, 2012 sent by David Steinman for this product)**

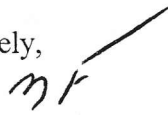
Bumble Bee has manufactured, marketed, distributed and/or sold the above products which have exposed and continue to expose numerous individuals within California to lead. This chemical was listed pursuant to Proposition 65 as a chemical known to the State of California to cause cancer on October 1, 1992 and as a chemical known to cause developmental toxicity, and male and female reproductive toxicity on February 27, 1987. The time period of these violations commenced one year after the listed dates above. The primary route of exposure has been through ingestion.

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. Bumble Bee is in violation of Proposition 65 because the company failed to provide a warning to consumers that they are being exposed to lead. (22 C.C.R. section 12601.) While in the course of doing business, the company is knowingly and intentionally exposing consumers to this chemical without first providing a clear and reasonable warning. (Health and Safety Code section 25249.6.) The method of warning should be a warning that appears on the product's label. 22 C.C.R. section 12601 (b)(1) (A). There are no warnings currently present on the company's label for these products.

Proposition 65 requires that notice and intent to sue be given to a violator 60-days before the suit is filed. With this letter, The Chemical Toxin Working Group gives notice of the alleged violations to the noticed party and the appropriate governmental authorities. This Notice of Violation covers all violations of Proposition 65 that are currently known to the noticing party from information now available. The Chemical Toxin Working Group is continuing its investigation that may reveal further violations. A summary of Proposition 65, prepared by the Office of Environmental Health Hazard Assessment, and referenced as Appendix A, has been provided to the noticed party.

If you have any questions, please contact my office at your earliest convenience.

Sincerely,



Michael Freund

cc: The Chemical Toxin Working Group

Attachments:

Certificate of Merit

Certificate of Service

OEHHA Summary to Bumble Bee Foods, LLC

Additional Supporting Information for Certificate of Merit (to Attorney General only)

CERTIFICATE OF MERIT

Health and Safety Code Section 25249.7 (d)

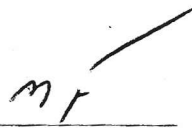
I, Michael Freund hereby declare:

1. This Certificate of Merit accompanies the attached Notice of Violation in which it is alleged that the party identified in the Notice has 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 The Chemical Toxin Working Group. The Notice of Violation alleges that the party identified has exposed persons in California to lead from specified consumer products without providing a Proposition 65 warning. Please refer to the Notice of Violation for additional details regarding the product names and alleged violations.
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 chemical that is the subject of the action. In particular, I have consulted with the laboratory who conducted the testing for lead regarding these products and I have relied on the testing results. The testing was conducted by a reputable testing laboratory by experienced scientists. These facts, studies or other data derived through this investigation overwhelmingly demonstrate that the party identified in the Notice of Violation exposes persons to lead through ingestion.
4. Based on the information obtained through the testing laboratory and on other information in my possession, I believe there is sufficient evidence that human exposures exist from exposure to the listed products from the noticed party. Furthermore, 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 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 California 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: March 29, 2013

A handwritten signature in black ink, appearing to read 'M. Freund', is written above a horizontal line.

Michael Freund
Attorney for The Chemical Toxin Working Group

Service List

District Attorney, Alameda County 1225 Fallon Street, Suite 900 Oakland, CA 94612	District Attorney, Los Angeles County 210 West Temple Street, Suite 18000 Los Angeles, CA 90012	District Attorney, San Diego County 330 West Broadway, Suite 1300 San Diego, CA 92101	District Attorney, Tuolumne County 423 N. Washington Street Sonora, CA 95370
District Attorney, Alpine County P.O. Box 248 Markleeville, CA 96120	District Attorney, Madera County 209 West Yosemite Avenue Madera, CA 93637	District Attorney, San Francisco County 850 Bryant Street, Suite 322 San Francisco, CA 94103	District Attorney, Ventura County 800 South Victoria Ave, Suite 314 Ventura, CA 93009
District Attorney, Amador County 708 Court Street, Suite 202 Jackson, CA 95642	District Attorney, Marin County 3501 Civic Center Drive, Room 130 San Rafael, CA 94903	District Attorney, San Joaquin County 222 E. Weber Ave. Rm. 202 Stockton, CA 95202	District Attorney, Yolo County 301 2 nd Street Woodland, CA 95695
District Attorney, Butte County 25 County Center Drive, Suite 245 Oroville, CA 95965	District Attorney, Mariposa County Post Office Box 730 Mariposa, CA 95338	District Attorney, San Luis Obispo County 1035 Palm St, Room 450 San Luis Obispo, CA 93408	District Attorney, Yuba County 215 Fifth Street, Suite 152 Marysville, CA 95901
District Attorney, Calaveras County 891 Mountain Ranch Road San Andreas, CA 95249	District Attorney, Mendocino County Post Office Box 1000 Ukiah, CA 95482	District Attorney, San Mateo County 400 County Ctr., 3 rd 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, Colusa County 146 Fifth Street Suite 101 Colusa, CA 95932	District Attorney, Merced County 550 W. Main Street Merced, CA 95340	District Attorney, Santa Barbara County 1112 Santa Barbara Street Santa Barbara, CA 93101	San Diego City Attorney's Office 1200 3rd Avenue, Ste 1620 San Diego, CA 92101
District Attorney, Contra Costa County 900 Ward Street Martinez, CA 94553	District Attorney, Modoc County 204 S Court Street, Room 202 Alturas, CA 96101-4020	District Attorney, Santa Clara County 70 West Hedding Street San Jose, CA 95110	San Francisco, City Attorney City Hall, Room 234 1 Dr Carlton B Goodlett PL San Francisco, CA 94102
District Attorney, Del Norte County 450 H Street, Room 171 Crescent City, CA 95531	District Attorney, Mono County Post Office Box 617 Bridgeport, CA 93517	District Attorney, Santa Cruz County 701 Ocean Street, Room 200 Santa Cruz, CA 95060	San Jose City Attorney's Office 200 East Santa Clara Street, 16 th Floor San Jose, CA 95113
District Attorney, El Dorado County 515 Main Street Placerville, CA 95667	District Attorney, Monterey County Post Office Box 1131 Salinas, CA 93902	District Attorney, Shasta County 1355 West Street Redding, CA 96001	
District Attorney, Fresno County 2220 Tulare Street, Suite 1000 Fresno, CA 93721	District Attorney, Napa County 931 Parkway Mall Napa, CA 94559	District Attorney, Sierra County PO Box 457 Downieville, CA 95936	
District Attorney, Glenn County Post Office Box 430 Willows, CA 95988	District Attorney, Nevada County 110 Union Street Nevada City, CA 95959	District Attorney, Siskiyou County Post Office Box 986 Yreka, CA 96097	
District Attorney, Humboldt County 825 5th Street 4 th Floor Eureka, CA 95501	District Attorney, Orange County 401 West Civic Center Drive Santa Ana, CA 92701	District Attorney, Solano County 675 Texas Street, Ste 4500 Fairfield, CA 94533	
District Attorney, Imperial County 940 West Main Street, Ste 102 El Centro, CA 92243	District Attorney, Placer County 10810 Justice Center Drive, Ste 240 Roseville, CA 95678	District Attorney, Sonoma County 600 Administration Drive, Room 212J Santa Rosa, CA 95403	
District Attorney, Inyo County 230 W. Line Street Bishop, CA 93514	District Attorney, Plumas County 520 Main Street, Room 404 Quincy, CA 95971	District Attorney, Stanislaus County 832 12 th Street, Ste 300 Modesto, CA 95354	
District Attorney, Kern County 215 Truxtun Avenue Bakersfield, CA 93301	District Attorney, Riverside County 3960 Orange Street Riverside, CA 92501	District Attorney, Sutter County 446 Second Street Yuba City, CA 95991	
District Attorney, Kings County 400 West Lacey Boulevard Hanford, CA 93230	District Attorney, Sacramento County 901 "G" Street Sacramento, CA 95814	District Attorney, Tehama County Post Office Box 519 Red Bluff, CA 96080	
District Attorney, Lake County 55 N. Forbes Street Lakeport, CA 95453	District Attorney, San Benito County 419 Fourth Street, 2 nd Floor Hollister, CA 95023	District Attorney, Trinity County Post Office Box 310 Weaverville, CA 96093	
District Attorney, Lassen County 10 South Lassen Street, Ste. 8 Susanville, CA 96130	District Attorney, San Bernardino County 316 N. Mountain View Avenue San Bernardino, CA 92415-0004	District Attorney, Tulare County 221 S. Mooney Blvd., Room 224 Visalia, CA 93291	

LAW OFFICE OF
MICHAEL FREUND

1919 ADDISON STREET, SUITE 105
BERKELEY, CALIFORNIA 94704-1101

TEL (510) 540-1992
FAX (510) 540-5543
EMAIL FREUND1@AOL.COM

July 9, 2013

VIA CERTIFIED MAIL

Chris Lischewski, CEO
Bumble Bee Foods, LLC
9655 Granite Ridge Drive, Suite 100
San Diego, CA 92123

Office of the California Attorney General
Proposition 65 Enforcement Reporting
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612-0550

VIA PRIORITY MAIL

District Attorneys of All California Counties
and Select City Attorneys
(See Attached Certificate of Service)

Re: Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq.

Dear Alleged Violator and the Appropriate Public Enforcement Agencies:

I represent The Chemical Toxin Working Group, Inc., ("CTWG") a California non-profit corporation dedicated to reducing the amount of chemical toxins in consumer products. CTWG was created by David Steinman, a committed environmentalist, journalist, consumer health advocate, publisher and author. His major books include Diet for a Poisoned Planet (1990, 2007); The Safe Shopper's Bible (1995); Living Healthy in a Toxic World (1996); and Safe Trip to Eden: Ten Steps to Save the Planet Earth from Global Warming Meltdown (2007). Through this Notice of Violation, CTWG seeks to reduce exposures to lead in products ingested by consumers.

This letter constitutes notification that Bumble Bee Foods, LLC ("Bumble Bee") has violated the warning requirement of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act (commencing with section 25249.5 of the Health and Safety Code). The products subject to this Notice of Violation and the chemical in the products identified as exceeding allowable levels are:

Brunswick Smoked Oysters Fancy - Lead
Bumble Bee Premium Select Fancy Whole Oysters - Lead

Bumble Bee has manufactured, marketed, distributed and/or sold the above products which have exposed and continue to expose numerous individuals within California to lead. This chemical was listed pursuant to Proposition 65 as a chemical known to the State of California to cause cancer on

October 1, 1992 and as a chemical known to cause developmental toxicity, and male and female reproductive toxicity on February 27, 1987. These violations have occurred every day since at least July 9, 2010, and will continue every day until the lead is removed from the noticed products or until clear and reasonable warnings are provided. The primary route of exposure has been through ingestion.

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. Bumble Bee is in violation of Proposition 65 because the company failed to provide a warning to consumers that they are being exposed to lead. (22 C.C.R. section 12601.) While in the course of doing business, the company is knowingly and intentionally exposing consumers to this chemical from these products without first providing a clear and reasonable warning. (Health and Safety Code section 25249.6.) The method of warning should be a warning that appears on the product's label. 22 C.C.R. section 12601 (b)(1) (A). There are no warnings currently present on the company's label for these products.

Proposition 65 requires that notice and intent to sue be given to a violator 60-days before the suit is filed. With this letter, CTWG gives notice of the alleged violations to the noticed party and the appropriate governmental authorities. This Notice of Violation covers all violations of Proposition 65 that are currently known to the noticing party from information now available. CTWG is continuing its investigation that may reveal further violations. A summary of Proposition 65, prepared by the Office of Environmental Health Hazard Assessment, and referenced as Appendix A, has been provided to the noticed party.

If you have any questions, please contact my office at your earliest convenience.

Sincerely,



Michael Freund

cc: The Chemical Toxin Working Group, David Steinman

Attachments:

Certificate of Merit

Certificate of Service

OEHHA Summary to Bumble Bee Foods, LLC

Additional Supporting Information for Certificate of Merit (to Attorney General only)

CERTIFICATE OF MERIT

Health and Safety Code Section 25249.7 (d)

I, Michael Freund hereby declare:

1. This Certificate of Merit accompanies the attached Notice of Violation in which it is alleged that the party identified in the Notice has 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 The Chemical Toxin Working Group. The Notice of Violation alleges that the party identified has exposed persons in California to lead from specified consumer products without providing a Proposition 65 warning. Please refer to the Notice of Violation for additional details regarding the product names and alleged violations.
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 chemical that is the subject of the action. In particular, I have consulted with the laboratory who conducted the testing for lead regarding these products and I have relied on the testing results. The testing was conducted by a reputable testing laboratory by experienced scientists. These facts, studies or other data derived through this investigation overwhelmingly demonstrate that the party identified in the Notice of Violation exposes persons to lead through ingestion.
4. Based on the information obtained through the testing laboratory and on other information in my possession, I believe there is sufficient evidence that human exposures exist from exposure to the listed products from the noticed party. Furthermore, 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 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 California 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: July 3, 2013

A handwritten signature in black ink, appearing to be 'MF' with a long, sweeping horizontal stroke extending to the right.

Michael Freund
Attorney for The Chemical Toxin Working Group


CERTIFICATE OF SERVICE

I am a citizen of the United States and a resident of the County of Alameda. I am over the age of eighteen years and not a party to the within entitled action. My business address is 1919 Addison Street, Suite 105, Berkeley, California 94704. On July 9, 2013 I served the within:

Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq. and Certificate of Merit (Supporting Documentation sent to Attorney General only)

by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States Post Office mail box in Berkeley, California addressed to the names set forth on the Notice of Violation and on the attached Service List.

I, Michael Freund, declare under penalty of perjury that the foregoing is true and correct. Executed on July 9, 2013 at Berkeley, California



Michael Freund

Service List

District Attorney, Alameda County 1225 Fallon Street, Suite 900 Oakland, CA 94612	District Attorney, Los Angeles County 210 West Temple Street, Suite 18000 Los Angeles, CA 90012	District Attorney, San Diego County 330 West Broadway, Suite 1300 San Diego, CA 92101	District Attorney, Tuolumne County 423 N. Washington Street Sonora, CA 95370
District Attorney, Alpine County P.O. Box 248 Markleeville, CA 96120	District Attorney, Madera County 209 West Yosemite Avenue Madera, CA 93637	District Attorney, San Francisco County 850 Bryant Street, Suite 322 San Francisco, CA 94103	District Attorney, Ventura County 800 South Victoria Ave, Suite 314 Ventura, CA 93009
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District Attorney, Lassen County 10 South Lassen Street, Ste. 8 Susanville, CA 96130	District Attorney, San Bernardino County 316 N. Mountain View Avenue San Bernardino, CA 92415-0004	District Attorney, Tulare County 221 S. Mooney Blvd., Room 224 Visalia, CA 93291	

Michael Freund & Associates

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Berkeley, CA 94704
Voice: 510.540.1992 • Fax: 510.540.5543

Michael Freund, Esq.
Ryan Hoffman, Esq.

OF COUNSEL:
Denise Ferkich Hoffman, Esq.

November 12, 2013

VIA CERTIFIED MAIL

Chris Lischewski, CEO
Bumble Bee Foods, LLC
9655 Granite Ridge Drive, Suite 100
San Diego, CA 92123

Office of the California Attorney General
Proposition 65 Enforcement Reporting
1515 Clay Street, Suite 2000
P.O. Box 70550
Oakland, CA 94612-0550

VIA PRIORITY MAIL

District Attorneys of All California Counties
and Select City Attorneys
(See Attached Certificate of Service)

Re: Notice of Violations of California Health & Safety Code Section 25249.5 et seq.

Dear Alleged Violator and the Appropriate Public Enforcement Agencies:

I represent The Chemical Toxin Working Group, Inc., ("CTWG") a California non-profit corporation dedicated to reducing the amount of chemical toxins in consumer products. CTWG was created by David Steinman, a committed environmentalist, journalist, consumer health advocate, publisher and author. His major books include Diet for a Poisoned Planet (1990, 2007); The Safe Shopper's Bible (1995); Living Healthy in a Toxic World (1996); and Safe Trip to Eden: Ten Steps to Save the Planet Earth from Global Warming Meltdown (2007). Through this Notice of Violation, CTWG seeks to reduce and/or eliminate exposures to cadmium ingested by consumers from oysters.

This letter constitutes notification that Bumble Bee Foods, LLC ("Bumble Bee") has violated the warning requirement of Proposition 65, the Safe Drinking Water and Toxic enforcement Act (commencing with Section 25249.5 of the Health and Safety Code). The product subject to this Notice of Violation and the chemical in the product identified as exceeding allowable levels are:

Bumble Bee Premium Select Fancy Whole Oysters - Cadmium

Bumble Bee has manufactured, marketed, distributed and/or sold the above product which has exposed and continues to expose numerous individuals within California to cadmium. This chemical was listed pursuant to Proposition 65 as a chemical known to the State of California to cause cancer on October 1, 1987 and as a chemical known to cause developmental toxicity, and male reproductive toxicity on May 1, 1997. These violations have occurred every day since at least November 12, 2010, as well as every day since the product was introduced into

the California marketplace and will continue every day until cadmium is removed from the noticed product, reduced to allowable levels or until clear and reasonable warnings are provided. The primary route of exposure has been through ingestion but may have also occurred through inhalation and/or dermal contact.

Proposition 65 requires that a clear and reasonable warning be provided prior to exposure to certain listed chemicals. Bumble Bee is in violation of Proposition 65 because the company failed to provide a warning to consumers that they are being exposed to cadmium. While in the course of doing business, the company is knowingly and intentionally exposing consumers to this chemical without first providing a clear and reasonable warning. (Health and Safety Code § 25249.6.) The method of warning should be a warning that appears on the product's label. (Cal. Code Regs., tit. 27, § 25603.1, subd. (a).) Bumble Bee has not provided any Proposition 65 warnings on the company's label or any other appropriate warnings that persons handling, ingesting and/or otherwise using this product are being exposed to cadmium.

Proposition 65 requires that notice and intent to sue be given to a violator 60-days before the suit is filed. With this letter, CTWG gives notice of the alleged violations to the noticed party and the appropriate governmental authorities. This Notice of Violation covers all violations of Proposition 65 that are currently known to the noticing party from information now available. CTWG is continuing its investigation that may reveal further violations. A summary of Proposition 65, prepared by the Office of Environmental Health Hazard Assessment, and referenced as Appendix A, has been provided to the noticed party.

CTWG is interested in a prompt resolution of this matter with an enforceable written agreement by Bumble Bee to (1) eliminate or reduce cadmium levels to allowable levels, or provide appropriate warnings on the labels of this product; and (2) pay an appropriate civil penalty. Such a resolution will prevent further unwarned consumer exposures and expensive and time consuming litigation.

If you have any questions, please contact my office at your earliest convenience.

Sincerely,



Michael Freund

cc: The Chemical Toxin Working Group, Inc.

Attachments:

Certificate of Merit

Certificate of Service

OEHHA Summary to Bumble Bee Foods, LLC

Additional Supporting Information for Certificate of Merit (to Attorney General only)

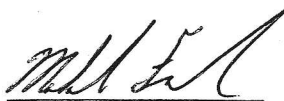
CERTIFICATE OF MERIT

**Re: The Chemical Toxin Working Group Inc.'s Notice of Proposition 65 Violations
by Bumble Bee Foods, LLC**

I, Michael Freund hereby declare:

1. This Certificate of Merit accompanies the attached Notice of Violation in which it is alleged that the party identified in the Notice has 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 The Chemical Toxin Working Group, Inc. The Notice of Violation alleges that the party identified has exposed persons in California to the listed chemical that is the subject of this Notice. Please refer to the Notice of Violation for additional details regarding the product name(s) and alleged violations.
3. I have consulted with one or more persons with relevant and appropriate experience or expertise who have reviewed facts, studies, or other data regarding the alleged exposure to the listed chemical that is the subject of this Notice. I have reviewed the laboratory testing results for the chemical subject to this Notice and relied on these results. The testing was conducted by a reputable testing laboratory by experienced scientists. The facts, studies or other data derived through this investigation overwhelmingly demonstrate that the party identified in the Notice of Violation exposes persons to the listed chemical that is the subject of this Notice.
4. Based on the information obtained through these consultants and on other information in my possession, I believe there is sufficient evidence that human exposures exist from exposure to the listed product from the noticed party. Furthermore, 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 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 California 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: November 12, 2013



Michael Freund
Attorney for The Chemical Toxin Working
Group, Inc.

CERTIFICATE OF SERVICE

I am a citizen of the United States and a resident of the County of Alameda. I am over the age of eighteen years and not a party to the within entitled action. My business address is 1919 Addison Street, Suite 105, Berkeley, California 94704. On November 12, 2013 I served the within:

Notice of Violation By Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq. and Certificate of Merit (Supporting Documentation sent to Attorney General only)

on the parties in said action, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States Post Office mail box in Berkeley, California addressed to the names set forth on the Notice of Violation and on the attached Service List.

I, Michael Freund, declare under penalty of perjury that the foregoing is true and correct. Executed on November 12, 2013 at Berkeley, California



Michael Freund

Notice of Violations of California Health & Safety Code §25249.5 *et seq.*

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CERTIFICATE OF SERVICE

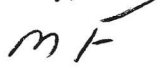
I am a citizen of the United States and a resident of the County of Alameda. I am over the age of eighteen years and not a party to the within entitled action. My business address is 1919 Addison Street, Suite 105, Berkeley, California 94704. On March 29, 2013 I served the within:

Notice of Violation Against Bumble Bee Foods, LLC for Violation of California Health & Safety Code Section 25249.5 et seq. and Certificate of Merit

on the parties in said action, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the United States Post Office mail box in Berkeley, California addressed as follows:

See attached Service List

I, Michael Freund, declare under penalty of perjury that the foregoing is true and correct. Executed on March 29, 2013 at Berkeley, California



Michael Freund