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January 5, 2011

Via U.S. Mail

**ATTORNEY GENERAL COPY: CONTAINS OFFICIAL
INFORMATION PER EVIDENCE CODE § 1040**

**NOTICE OF VIOLATION OF
CALIFORNIA HEALTH & SAFETY CODE §25249.5 ET SEQ.**

Dear Public Enforcement Agencies:

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

This firm and AYS have documented very serious violations of California's Safe Drinking Water & Toxic Enforcement Act of 1986 ("Proposition 65"), codified at Health & Safety Code §25249.5 et seq. This letter serves to provide this firm's and AYS' notification of these violations with respect to the sale of Baby's Butt Aid Zinc Oxide Powder—a diaper powder that contains high levels of lead, cadmium, and arsenic, and which is specifically marketed for use on babies. On July 22, 2011, this Firm and AYS notified the original distributor of Baby's Butt Aid Zinc Oxide Powder of these violations. Despite this earlier notification, however, the product remains for sale through the Amazon.com website. In light of these egregious, ongoing violations of Proposition 65, AYS requests that Amazon.com, Inc. immediately withdraw the product from its website, and otherwise immediately cease all marketing, sale, or distribution of the product. Pursuant to §25249.7(d) of the statute, this Firm intends to bring an

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enforcement action on behalf of AYS sixty (60) days after effective service of this notice unless the public enforcement agencies have commenced and are diligently prosecuting an action to rectify these violations.

The specific details of the violations that are the subject of this notice are provided below. A summary of the statute and its implementing regulations, which was prepared by the lead agency designated under the statute, is enclosed with the copy of this notice served upon the violator.

Alleged violators. The name of the violator covered by this notice is Amazon.com, Inc.

Chemicals. These violations involve exposures to lead, arsenic, and cadmium. On February 27, 1987, the State of California officially listed lead as a chemical known to cause reproductive toxicity. On October 1, 1992, the State of California officially listed lead and lead compounds as chemicals known to cause cancer. On February 27, 1987, the State of California officially listed arsenic compounds as chemicals known to cause cancer. On May 1, 1997, the State of California officially listed arsenic compounds as chemicals known to cause reproductive toxicity. On October 1, 1987, the State of California officially listed cadmium and cadmium compounds as chemicals known to cause cancer. On May 1, 1997, the State of California officially listed cadmium as a chemical known to cause reproductive toxicity.

Consumer products. The products that are the subject of this notice are American Consumer Products, LLC Baby's Butt Aid Zinc Oxide Powder, manufactured, sold, and/or distributed by Amazon.com, Inc. in California.

Route of exposure. Use of the product identified in this notice results in human exposures to lead, cadmium, and arsenic. The routes of exposure include ingestion via hand to mouth contact after adults and infants touch or handle the product; dermal absorption directly through the skin and eyes when adults and infants touch or handle the product or apply it to the skin; direct absorption into the bloodstream when the product is applied to broken skin; inhalation when adults and infants breathe near the product; and direct ingestion if adults and infants put the product in their mouth. As the product is designed to be applied to the area around the anus and genitals, where the skin is particularly sensitive and highly permeable, exposure of infants and small children to lead, cadmium, and arsenic from the product is greater than that associated with other areas of the skin. No clear and reasonable warning is provided with this product regarding the carcinogenic and reproductive hazards of lead, cadmium, or arsenic.

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Duration of violations. Each of these ongoing violations has occurred on every day since at least January 5, 2011, as well as every day since the products were introduced in the California marketplace, and will continue every day until clear and reasonable warnings are provided to product purchasers and users or until these known toxic chemicals are removed from the products.

Pursuant to Title 11, C.C.R. § 3100, a certificate of merit is attached hereto.

In keeping with its public interest mission and to expeditiously rectify these ongoing violations of California law, AYS is interested in seeking a constructive resolution of this matter without engaging in costly and protracted litigation. You may communicate directly with As You Sow to discuss an early resolution of this matter by contacting Larry Fahn, President, 311 California Street, Suite 510, San Francisco, CA 94104, 415-391-3212. You may also contact AYS' counsel:

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Very truly yours,

SHUTE, MIHALY & WEINBERGER LLP



Ellison Folk

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SHUTE, MIHALY
& WEINBERGER LLP

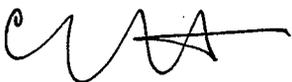
CERTIFICATE OF MERIT

(Notice of Proposition 65 Violation on Amazon.com, Inc.)

I, Ellison Folk, declare:

1. This Certificate of Merit accompanies the attached sixty-day notice in which it is alleged that the party in the notice has violated section 25249.6 of the Health and Safety Code by failing to provide clear and reasonable warnings.
2. I am an attorney for the noticing party.
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 exposure to the listed chemicals that are the subject of the action.
4. Based on the information obtained through those consultations, and on all other information in my possession, I believe there is a reasonable and meritorious case for the private action. I understand that "reasonable and meritorious case for the private action" means that the information provides a credible basis that all elements of the plaintiff's case can be established and that the information did not prove that the alleged violator will be able to establish any of the affirmative defenses set forth in the statute.
5. The copy of this Certificate of Merit served on the Attorney General attaches to it factual information sufficient to establish the basis for this certificate, including the information identified in section 25249.7(h)(2) of the Health and Safety Code, 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: 1/4/2012



Ellison Folk

Enclosure (For Attorney General Copy only)

CERTIFICATE OF SERVICE

I, the undersigned, declare under penalty of perjury under the laws of the State of California that the following is true and correct:

I am a citizen of the United States, over the age of 18 years, and not a party to the within action; my business address is: 396 Hayes Street, San Francisco, CA 94102.

On January 5, 2012, I served the following documents:

- Notice of Violation of California Health & Safety Code § 25249.5 et seq.
- Certificate of Merit
- "The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary"

on the following party by placing a true and correct copy thereof in a sealed envelope, addressed to the party listed below, and depositing it at a United States Postal Service Office for delivery by Certified Mail:

Jeffrey P. Bezos, Chairman of the Board
Amazon.com, Inc.
410 Terry Avenue North
Seattle, WA 98109

On January 5, 2012, I served the following document(s):

- Notice of Violation of California Health & Safety Code § 25249.5 et seq.
- Certificate of Merit, including Supporting Documentation Required by Title 11, C.C.R. § 3102

on the following party by placing a true and correct copy thereof in a sealed envelope, addressed to the party listed below, and depositing it at a United States Postal Service Office for delivery by Certified Mail:

Proposition 65 Enforcement Reporting
Attention: Prop 65 Coordinator
1515 Clay Street, Suite 2000
Post Office Box 70550
Oakland, California 94612-0550

On January 5, 2012, I served the following document(s):

- Notice of Violation of California Health & Safety Code § 25249.5 et seq.
- Certificate of Merit

on each of the parties on the service list attached hereto by placing a true and correct copy thereof in a sealed envelope, addressed to each of the parties on the service list attached hereto, and depositing it at United States Postal Service mail box for delivery by First Class Mail.

Executed on January 5, 2012, at San Francisco, California.


Sean Mulligan

274857.1

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