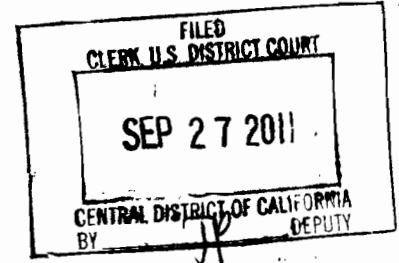


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I/S
21

14 UNITED STATES DISTRICT COURT
15 FOR THE CENTRAL DISTRICT OF CALIFORNIA

16 SARA SANDYS,

17 Plaintiff,

18 v.

19 NAKED JUICE COMPANY, a California
20 corporation; PEPSICO INC., a New York
21 corporation; and DOES 1-10 ,

22 Defendants.

23 Case No.

CV 11-08007 JAH (PLA)

24 **CLASS ACTION COMPLAINT**

25 DEMAND FOR JURY TRIAL

26 Plaintiff Sara Sandys ("Sandys" or "Plaintiff"), by her attorneys, brings this class action
27 against Naked Juice Co., PepsiCo, Inc., and Does 1 through 100 (collectively, "Defendants"), on
28 her own behalf and on behalf of all others similarly situated, and alleges as follows based upon
the investigation of her counsel:

INTRODUCTION

1. This is a class action on behalf of a national class of consumers who purchased Naked
Juice products that were falsely and misleadingly labeled as not containing genetically modified
organisms ("GMOs") when, in fact, Defendant Naked Juice and PepsiCo knew that the

1 beverages contained GMOs. This is also a class action on behalf of a national class of
2 consumers who purchased Naked Juice products that were falsely and misleadingly labeled as
3 “100% JUICE,” “100% FRUIT,” “ALL NATURAL,” (emphasis in original), and that were
4 falsely claimed to contain certain vitamins, that in fact contained synthetic ingredients, including
5 synthetic fiber (produced by Archer Daniels Midland) and chemical compounds that are not the
6 vitamins they were claimed to be.

7 2. Defendants know that its target market value and will pay more for all-natural non-GMO
8 100% juice beverages than conventional beverages. Defendants know that federal agencies
9 define “natural” as excluding – at the very least – synthetic compounds. Defendants know that
10 consumers similarly understand the word “natural” to exclude synthetic substances.

11 3. In an effort to capture this growing demand, Defendants prominently labeled almost all its
12 Naked Juice beverages as “non-GMO,” “100% JUICE” and “ALL NATURAL” (or similar).
13 Defendants further enticed consumers to purchase Naked Beverages by promising, on the
14 package of every Naked Juice bottle, that the beverage contains “only the **freshest, purest** stuff
15 in the world and [we] leave out everything else” (emphasis in original). Defendants further
16 enticed consumers to purchase these beverages by promising that they contain “the best bare-
17 naked fruits.” Defendants further cultivated a healthy and socially conscious image in an effort
18 to promote the sale of these beverages.

19 4. Defendants knew their representations are false and deceptive. More than that, Defendants
20 intended to deceive consumers. Defendants knew that their protein beverages contained GMOs,
21 but intentionally duped consumers into believing the drinks were GMO-free. Defendants
22 actively gave consumers the false impression that the beverages’ vitamin content is due to the
23 nutritious fruits and juices, rather than added synthetic compounds such as calcium pantothenate
24 (synthetically produced from formaldehyde). Defendants claimed that these synthetic substances
25 were the same as a natural vitamin or nutrient, when in fact the synthetic compound is altogether
26 a different substance.

27 5. Defendants further misled consumers into believing that some of the beverages’ fiber
28

1 content is due to the “ALL NATURAL” “100% JUICE,” rather than the latest advances in
2 synthetic fibers such as Fibersol[®]-2 (a proprietary synthetic digestion-resistant fiber produced by
3 Archer Daniels Midland and developed by a Japanese chemical company),
4 fructooligosaccharides (a synthetic fiber and sweetener) and inulin (an artificial and invisible
5 fiber added to foods to artificially increase fiber content without the typical fiber mouth-feel).

6. Defendants inserted *substantial* amounts of these synthetic substances in its juices, not just
7 trace amounts. For example, Defendants label Blue Machine as an all-natural blueberry and
8 blackberry 100% Juice Smoothie:



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16 7. On the side of the package, Defendants promise that the beverage contains three
17 blackberries in every 15.2 oz. serving.

18 8. Yet there is more Fibersol[®]-2 (a proprietary synthetic digestion-resistant fiber) than any
19 ingredient even derived from blackberries.

20 9. Given Defendants’ front-of-package promise that the product is “ALL NATURAL” and
21 “100% JUICE,” a reasonable consumer would not assume that Defendants were being deceptive
22 and would not know to read the very-fine-print ingredient label.

23 10. Moreover, not having the specialized food chemistry and regulatory knowledge necessary
24 to determine whether a substance is listed because it naturally occurs in juice, a reasonable
25 consumer would interpret the fine-print ingredient label in a way to be consistent with the front-
26 label representation.

27 11. Many of the ingredients added to Defendants’ beverages are “safe” as beverage
28

1 ingredients. Yet Defendants did not simply claim that its beverage products are “all safe.”
2 Instead, Defendants sold consumers a bill of goods, fraudulently promising that the beverage
3 products are “100% JUICE,” “ALL NATURAL,” and “non-GMO.” Even if the synthetic
4 ingredients are safe – or even beneficial – they are still not what consumers consented to
5 ingesting, and they are still not what Defendants warranted they were providing.

6 12. Consumers lack the ability to test or independently ascertain the accuracy of a beverage
7 label, especially at the point of sale. Reasonable consumers must and do rely on the beverage
8 company to honestly report the nature of a beverage’s ingredients.

9 13. Beverage companies intend consumers rely upon the beverage label, and reasonable
10 consumers do in fact so rely. The beverage label is the only available source of information
11 consumers can use to make decisions on whether to buy and ingest bottled beverages.

12 14. As a result of their false and misleading labeling, Defendants were able to sell these
13 products to hundreds of thousands of consumers throughout the United States and to profit
14 handsomely from these transactions.

15 15. Defendants’ false and misleading representations and omissions violate state and federal
16 law, both civil and criminal, detailed more fully below, including California’s Unfair
17 Competition Law, California’s Consumer Legal Remedies Act, common law, and federal
18 statutes.

19 **JURISDICTION AND VENUE**

20 16. This Court has subject matter jurisdiction pursuant to the Class Action Fairness Act
21 (“CAFA”). 28 U.S.C. § 1332(d). Jurisdiction under CAFA is met because: (1) the proposed
22 number of putative class members exceeds 100; (2) at least one plaintiff and one defendant are
23 citizens of different states; and (3) the amount in controversy, including, but not limited to the
24 aggregate amount of relief sought by absent class members, exclusive of interest and costs,
25 exceeds \$5 million.

26 17. This Court has personal jurisdiction over Defendants because each is a corporation or
27 individual with sufficient minimum contacts in California or otherwise intentionally avails itself

1 of the laws of this State through its marketing and sales of Naked Juice products in California so
2 as to render the exercise of jurisdiction by this Court consistent with traditional notions of fair
3 play and substantial justice.

4 18. Venue is proper pursuant to 28 U.S.C. § 1391(a) because a substantial part of the events or
5 omissions giving rise to the claim occurred in this district, because Naked Juice's principal place
6 of business is within this district, and because this Court has personal jurisdiction over all
7 Defendants.

8 19. No other forum would be more convenient for the parties and witnesses to litigate this
9 action.

10 **PARTIES**

11 20. Plaintiff Sara Sandys is currently a resident of Houston, TX. In the past several years,
12 Plaintiff purchased Defendants' Falsely Labeled Products for herself and her husband on
13 multiple occasions from grocery stores in Houston, TX, including Kroger's, Randall's, and
14 Whole Foods. In the past several years, Plaintiff also ingested these products as she purchased
15 them. Plaintiff purchased and ingested Naked Juices juices on a regular basis, usually one or two
16 bottles per month, and usually the flavors Green Monster, Protein Zone, Mighty Mango, and
17 Blue Monster. Plaintiff has also purchased and ingested other Naked Juice flavors on an ad hoc
18 basis throughout the years. Most recently, on September 19, 2011, Plaintiff purchased Naked
19 Juice beverages Blue Machine and Pomegranate Blueberry from Kroger's grocery store on 1938
20 W. Gray St., Houston Texas. Plaintiff's receipt is attached as Exhibit 1.

21 21. Plaintiff saw Defendants' representations that these products were "100% JUICE," "100%
22 FRUIT" "ALL NATURAL" and "non-GMO" on the front of every package she purchased and
23 ingested, and saw these misrepresentations each time she purchased and/or ingested the product.
24 Relying on Defendants' misrepresentations and omissions of material facts, Plaintiff reasonably
25 believed the products she purchased and ingested were all natural non-GMO 100% juice, and
26 these representations were one of the reasons for Plaintiff's purchase. Plaintiff was deceived
27 because the products were not 100% juice, as Defendants claimed, some of the ingredients came
28

1 from genetically modified organisms, and not all ingredients in these products were “all natural,”
2 including the synthetic substances listed below.

3 22. Defendant Naked Juice is a corporation with its principal place of business located at 1333
4 S. Mayflower Ave., Monrovia, CA 91016. Founded in 1983, Naked Juice distributed its juices
5 out of a backpack to beach-goers in Santa Monica Beach. By 2007, Naked Juice had sales of
6 over \$150 million and produced and shipped 6 million bottles every month. In January 2007,
7 PepsiCo acquired Naked Juice and markedly grew its sales. Today, Naked Juice’s beverages are
8 distributed nationwide in supermarkets, grocery stores, convenience stores, online retailers, and
9 other venues.

10 23. Defendant PepsiCo is the world’s second largest food and beverage business. It has annual
11 revenue of approximately \$60 billion, 51% of which is attributable to its sale of beverages.
12 PepsiCo’s corporate headquarters are located at 700 Anderson Hill Rd., Purchase, NY 10577.
13 PepsiCo, directly and through its agents, has substantial contacts with and receives benefits and
14 income from and through the State of California. In 2007, PepsiCo purchased Naked Juice and
15 controls it as a wholly-owned subsidiary. Through its PepsiCo Americas Beverages division,
16 PepsiCo (independently or through contract manufacturers) makes, markets, and sells Naked
17 Juice beverages.

18 24. Plaintiff is ignorant of the true names and capacities of the Defendants sued herein as
19 DOES 1 through 100, and therefore sue these Defendants by fictitious names. Plaintiffs will
20 amend this Complaint to allege the true names and capacities of these fictitiously-named
21 Defendants when they are ascertained. Plaintiff is informed and believes and based thereon
22 alleges that DOES 1 through 100 do business in the Central District of California. Plaintiff is
23 informed and believes and based thereon alleges that at all relevant times each of DOES 1
24 through 100 is the supplier, manufacturer, examiner, certifier, formulator, engineer, or reseller of
25 the synthetic substances or “natural flavors,” or the agent, servant, partner, joint-venturer, co-
26 venturer, principal, director, officer, manager, employee, affiliate, assignee, successor-in-interest,
27 alter-ego, shareholder, or representative of PepsiCo and/or Naked Juice, and was acting in such
28

1 capacity in doing the things herein complained of and alleged.

2 **DEFENDANTS ACTIVELY POSITION NAKED JUICE AS AN ENVIRONMENTALLY**
3 **AND SOCIALLY CONSCIOUS ALL-NATURAL, NON-GMO, 100% JUICE BRAND**

4 25. American consumers increasingly and consciously seek out "all natural" ingredients in
5 their beverages. Once a specialized market appealing only to particular consumers, by 2011,
6 functional and natural ready-to-drink beverage products became a \$23 billion market.

7 26. Consumers value "all natural" beverage ingredients for a myriad of reasons, including
8 perceived benefits of avoiding disease, attaining health and wellness, helping the environment,
9 assisting local farmers, assisting factory workers who would otherwise be exposed to synthetic
10 and hazardous substances, and financially supporting the companies that share these values.

11 27. Hoping to attract this growing market, Defendants label and advertise their products as
12 being "non-GMO," "ALL NATURAL," "100% JUICE," "100% FRUIT," containing "only the
13 freshest, purest stuff in the world" and using "the best bare-naked fruits."

14 28. Defendants portray Naked Juice as providing more than just "all natural" juices, but "bare
15 naked fruit." As Adam Carr, Naked Juice's former general manager, puts it: "We are all about
16 100 percent juice and using the best bare naked fruit in all of our products."

17 29. Defendants' labeling is part of their overall strategy to capture the rapidly expanding
18 natural-foods market. In fact, PepsiCo lists as one of its "imperatives" its need to "build and
19 expand our nutrition business to rapidly grow our Good-for-You portfolio of products." 2010
20 PepsiCo Annual Report at 14.

21 30. Defendants carefully cultivated Naked Juice's public image as a healthy, eco-friendly,
22 worker-friendly brand – the kind of company whose label claims should be truthful.

23 31. Defendants flaunt Naked Juice's ecological and environmental programs to further its
24 image as an all-natural "naked fruit" company that consumers can trust. Defendants openly
25 admit their hope that consumers will perceive these programs as evidence that its representations
26 of "ALL NATURAL" and "100% JUICE" should be trusted:

27 Naked® Juice: As Good for the
28 Environment as It Is for You!

1 Naked* Juice, the super-premium juice maker known for using only the best bare-
2 naked fruits and vegetables, extends its pursuit of quality beyond just the
3 ingredients list through their significant sustainability initiatives and
4 developments. Partnerships with non-profit organizations, sponsorship of
5 environmental sustainability programs and recycled packaging developments are
6 just a few of the ways that Naked Juice demonstrates its commitment to quality
7 and sustainability in everything they do.

8 Naked Juice Website at [http://www.nakedjuice.com/fresh-news/all/story/nj-as-good-for-the-](http://www.nakedjuice.com/fresh-news/all/story/nj-as-good-for-the-environment-as-it-is-for-you)
9 environment-as-it-is-for-you, as of 9/20/11.

10 32. Defendants broadcast Naked Juice's association with a myriad of environmentally-friendly
11 programs, including its relationship with Rainforest Alliance for banana procurement;
12 ReNEWabottle, a 100% recycled and 100% recyclable bottle; recycling organizations such as
13 RecycleBank and Keep America Beautiful; and its new manufacturing facility which was
14 awarded LEED (Leadership in Energy and Environmental Design) certification.

15 33. Furthermore, the package of every bottle of Naked Juice extols the virtues of all-natural
16 eating, such as supporting local farmers:

17 **strawberries,**
18 **raspberries and**
19 **blackberries all together**
20 **in one smoothie? whoa.**
21 **it's like a tiny farmers**
22 **market in my hand.**

23 Package Images of Naked Juice, attached as Ex. 2.

24 34. In an October 1, 2007 article in Beverage Industry, the former General Manager of Naked
25 Juice, Adam Carr, explained how and why a consumer purchases a Naked Juice product.

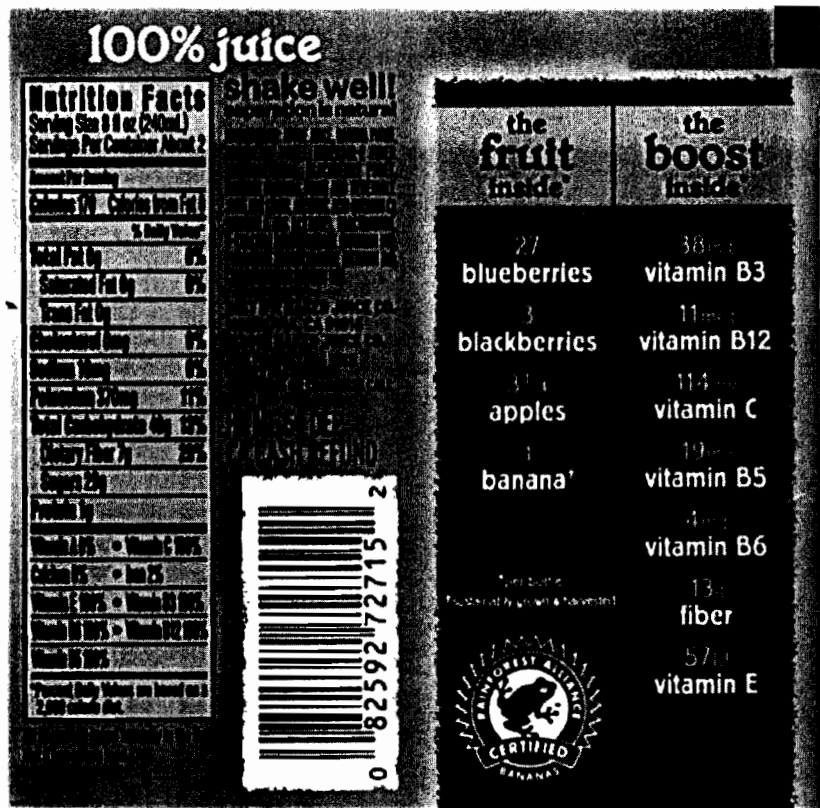
26 Watching a consumer at the grocery store:

27 they take a bottle of Naked Juice off the shelf and start reading the packaging. On
28 front of the bottle, in addition to seeing the name of the product, they see the
family name, the "100 percent juice smoothie" and "No added sugar" tags, and
Naked Juice's Pound Promise of "a pound of fruit in every bottle."¹ . . . Then,
consumers can rotate the bottle around and see the list of fruits that are inside and
see the functional benefits a product boasts.

35. The side label operates as an alternate ingredient list. It is several times larger than the

¹ Naked Juice now is sold in 15.2 fl. oz. containers – less than what a "pound of fruit" implies.

1 actual ingredient list. It is the list that Defendants intend consumers read and rely upon.
 2 36. For example, on the Blue Machine flavor, the front describes the “naked” product as “ALL
 3 NATURAL FRUIT + BOOSTS,” and the side of the package shows that the consumer is getting
 4 27 blueberries, 3 blackberries, 3 ¼ apples, and 1 banana, and lists the corresponding nutritional
 5 benefit.
 6 37. In contrast to this easy-to-read “alternate ingredient list,” the actual ingredient list is in
 7 suspiciously small font:



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 22 38. Defendants know that consumers believe the representations on the packaging. In an
 23 October 1, 2010 article in AdWeek, Brad Armistead, marketing director for Naked Juice, also
 24 described the alternate ingredient list: “We list out what you get in that bottle and our consumers
 25 have come to trust what we put inside.”

1 **DEFINITION OF “ALL-NATURAL”**

2 39. Representing that a beverage product or ingredient is “all natural” is a statement of fact,
3 and these terms have been defined by the federal governmental agencies that regulate food
4 companies such as Defendants.

5 40. The FDA has defined the outer boundaries of the use of the term “natural.” According to
6 the FDA, at the very least, a product is not natural if it contains synthetic ingredients. FDA
7 Consumer Health Information, Food Label Helps Consumers Make Healthier Choices, available
8 at www.fda.gov/downloads/ForConsumers/ConsumerUpdates/UCM199361.pdf.

9 41. According to federal regulations, an ingredient is synthetic if it is:

10 [a] substance that is formulated or manufactured by a chemical process or by a
11 process that chemically changes a substance extracted from naturally occurring
12 plant, animal, or mineral sources, except that such term shall not apply to
substances created by naturally occurring biological processes.”

13 7 C.F.R. § 205.2.

14 42. Similarly, the USDA’s Food Safety and Inspection Service (“FSIS”) defines a “natural”
15 product as a product that does not contain any artificial or synthetic ingredient and does not
16 contain any ingredient that is more than “minimally processed:”

17 Minimal processing may include: (a) those traditional processes used to make
18 food edible or to preserve it or to make it safe for human consumption, e.g.,
19 smoking, roasting, freezing, drying, and fermenting, or (b) those physical
20 processes which do not fundamentally alter the raw product and/or which only
separate a whole, intact food into component parts, e.g., grinding meat, separating
eggs into albumen and yolk, and pressing fruits to produce juices.

21 Relatively severe processes, e.g., solvent extraction, acid hydrolysis, and chemical
bleaching would clearly be considered more than minimal processing. . . .

22 USDA FSIS, Food Standards and Labeling Policy Book, available at
23 www.fsis.usda.gov/OPPDE/larc/Policies/Labeling_Policy_Book_082005.pdf

24 43. Defendants have not disclaimed these federal definitions of “natural.” In fact, Defendants
25 add, on every package, that it uses “only the **freshest, purest** stuff in the world and leave[s] out
26 everything else.” Ex. 2 (emphasis in original).

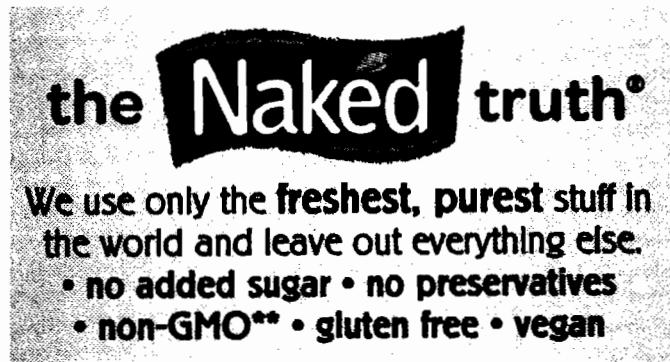
1 44. A reasonable consumer's understanding of the term "natural" and "100% Juice" comports
2 with these federal definitions and Defendants' further explanation of its ingredients on its
3 packages.

4 45. A reasonable consumer would also expect that Defendants' products are what Defendants
5 identify them to be on the label, i.e., that they are 100% all-natural juice using fresh ingredients,
6 containing natural vitamins, with no preservatives, and contain no GMO ingredients.

7 **FALSE REPRESENTATIONS ON EVERY PACKAGE OF NAKED JUICE**

8 46. On every package of Naked Juice, Defendants promise:

9
10 The Naked Truth:
11 We use only the **freshest, purest** stuff in
12 the world and leave out everything else.
• no added sugar • no preservatives
• non-GMO** • gluten free • vegan



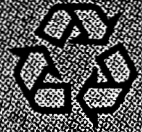
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19 Ex. 2. On its Protein Zone drinks, Defendants make the same "Naked Truth" representation,
20 omitting only its representation of vegan ingredients. Id.

21 47. Regarding non-GMOs (genetically modified organisms), Defendants know that consumers
22 increasingly desire non-GMO foods, and they know that consumers will pay more for non-GMO
23 foods.
24

25 48. On every package of Naked Juice, Defendants promise that they use non-GMO ingredients
26 and add: "***While many ingredients do not exist in bioengineered varieties, Naked Juice does
27 not use ingredients that were produced using biotechnology as a matter of principle."
28

1 **PERISHABLE KEEP REFRIGERATED**

2 ****While many ingredients do not exist in bioengineered**
3 **varieties, Naked Juice does not use ingredients that were**
4 **produced using biotechnology as a matter of principle.**



5 **PLEASE RECYCLE**

6 Id.

7 49. Defendants make false, misleading, and deceptive representations that the below “Falsely
8 Labeled Naked Smoothie Products” are “all natural” and “100% juice” by prominently labeling
9 the beverage as “ALL NATURAL FRUIT + BOOSTS” and “100% JUICE” (emphasis in the
10 original), including by way of example and without limitation:

- 11 Naked Red Machine
- 12 Naked Green Machine
- 13 Naked Power-C Machine
- 14 Naked Acai Machine
- 15 Naked Blue Machine
- 16 Naked Gold Machine
- 17 Naked Mango Veggie
- 18 Naked Berry Veggie

19 Id.

20 50. Defendants make false, misleading, and deceptive representations that the below “Falsely
21 Labeled Naked Fruit Products” are “all natural fruit” and contain “100% Juice” by prominently
22 labeling the beverage as “ALL NATURAL FRUIT” and “100% JUICE” (emphasis in the
23 original), including by way of example and without limitation: Naked Mighty Mango. Id.

24 51. Defendants make false, misleading, and deceptive representations that the below “Falsely
25 Labeled Naked Juice Products” are “all natural” and contain “100% Juice” by prominently
26 labeling the beverage as “ALL NATURAL” and “100% JUICE” (emphasis in the original),
27 including by way of example and without limitation: Naked Pomegranate Acai and Naked Berry
28 Blast. Id.

52. Defendants make false, misleading, and deceptive representations that the below “Falsely
Labeled Naked Health Products” are “100% Juice” by prominently labeling the beverage as

1 "100% JUICE" (emphasis in the original), including by way of example and without limitation:
2 Naked Probiotic Tropical Mango and Naked Probiotic Very Berry.

3 53. Defendants make false, misleading, and deceptive representations that the below "Falsely
4 Labeled Naked Protein Zone Products" are "a natural" by prominently labeling the beverage as
5 "ALL NATURAL FRUIT + BOOSTS" both on the front and the back of the product, including
6 by way of example and without limitation:

7 Naked Protein Zone Double Berry
8 Naked Protein Zone
9 Naked Protein Zone Mango

10 54. The packages of these products (collectively, "Falsely Labeled Products") are attached as
11 Exhibit 2.

12 55. Defendants have discontinued offering some of the Falsely Labeled Products, have altered
13 the packaging, altered the ingredients, or have selectively marketed the products. Defendants
14 also regularly introduce new products that are a falsely labeled as "100% Juice," "All Natural" or
15 other similar claims. The identity of these additional products will be ascertained through
16 discovery and are included in the list of Falsely Labeled Products.

17 56. Further inducing consumers to rely on the deceptive representations that these products are
18 "100% Juice," Defendants did not label some Naked Juices as "100% Juice," leading consumers
19 to believe that Defendants carefully studied each of the products' ingredients to ensure that the
20 "100% Juice" claim is made only on those products that are truly 100% Juice.

21 **LOCATION OF THE MISREPRESENTATIONS**

22 57. Defendants make the above false, deceptive, and misleading misrepresentations and
23 omissions on the front package of each of the Falsely Labeled Products. Ex. 2.

24 58. The misrepresentations and omissions were uniform and have actually been communicated
25 to Plaintiff and to each member of the Class at every point of purchase and consumption.

26 **NAKED JUICE CONTAINS GENETICALLY MODIFIED INGREDIENTS**

27 59. Contrary to using "only the freshest, purest stuff in the world" that are non-GMO,
28 Defendants use GMO ingredients in its products.

1 60. Defendants know that Naked Juice products contain genetically modified organisms
2 (GMOs) and genetically engineered (“GE”) products, or have so recklessly avoided the truth
3 such that knowledge can be imputed.

4 61. Almost all soy products are now genetically modified.

5 62. Defendants know that soy products are added to The Naked Juice Protein beverages.

6 63. Defendants know that the soy lecithin and soy protein isolate ingredients used in the Naked
7 Juices utilize GMO ingredients by design or by contamination.

8 64. In 2008 and in 2009, PepsiCo shareholders asked PepsiCo to create an independent
9 committee of the Board to review PepsiCo policies and procedures for monitoring genetically
10 engineered products, to report the potential of contamination by genetically engineered products
11 (such as when genetically engineered seeds are blown by wind into neighboring crops), and to
12 report on a contingency plan for removing genetically engineered ingredients from Defendants’
13 products should circumstances so require. See PepsiCo 2009 Notice of Annual Meeting of
14 Shareholders at p. 61 (available at [http://www.pepsico.com/Annual-](http://www.pepsico.com/Annual-Reports/2008/downloads/files/PepsiCo_2009-Proxy-Statement.pdf)
15 [Reports/2008/downloads/files/PepsiCo_2009-Proxy-Statement.pdf](http://www.pepsico.com/Annual-Reports/2008/downloads/files/PepsiCo_2009-Proxy-Statement.pdf)) and PepsiCo 2008 Notice of
16 Annual Meeting of Shareholders at p. 45 (available at [http://www.pepsico.com/Annual-](http://www.pepsico.com/Annual-Reports/2007/pdf/Pepsi_Proxy08.pdf)
17 [Reports/2007/pdf/Pepsi_Proxy08.pdf](http://www.pepsico.com/Annual-Reports/2007/pdf/Pepsi_Proxy08.pdf))

18 65. PepsiCo declined:

19 We believe that genetically engineered products can play a role in generating
20 positive economic, social and environmental contributions . . .

21 As a result, along with most other food companies in the United States, PepsiCo
22 has products that may contain genetically engineered ingredients. PepsiCo’s use
23 of these genetically engineered ingredients is fully compliant with FDA
24 requirements . . .

25 As PepsiCo maintains its own high safety standards and relies on government
26 agencies worldwide to effectively regulate food standards, we do not believe the
27 report requested by the proponents would serve any significant purpose to
28 promote safety.

PepsiCo 2009 Notice of Annual Meeting of Shareholders at p. 62.

66. PepsiCo repeatedly stated that it would not take it upon itself to ensure that its products did
not contain GMOs – despite its labeling to the contrary, but would rely upon federal agencies to

1 do the job for them:

2 PepsiCo, however, believes that the U.S. Food and Drug Administration, and
3 other national and international regulatory authorities who are charged with
4 protecting the health and safety of the public and the environment, are the proper
5 entities, rather than a manufacturer like PepsiCo, to evaluate and make judgments
6 about the labeling and sale of genetically engineered products. . . .

7 PepsiCo 2008 Sustainability Report at 23, available at

8 www.pepsico.com/Download/PepsiCo_2008_Sustainability_Report.pdf

9 67. The FDA has expressly stated otherwise: "Ultimately, it is the food producer who is
10 responsible for assuring safety." FDA, "Statement of Policy: Foods Derived from New Plant
11 Varieties", (GMO Policy), Federal Register, Vol. 57, No. 104 (1992), p. 22991, available at
12 <http://www.fda.gov/Food/GuidanceComplianceRegulatoryInformation/GuidanceDocuments/Biot>
13 [echnology/ucm096095.htm](http://www.fda.gov/Food/GuidanceComplianceRegulatoryInformation/GuidanceDocuments/Biot).

14 68. Moreover, soy lecithin and soy protein isolate require such extensive processing that they
15 are more akin to a food lab science experiment than the "freshest, purest stuff in the world."

16 69. To manufacture soy lecithin and soy protein isolate, soybeans must be processed to
17 separate its oils from its proteins. According to the United States Department of Agriculture
18 (USDA), soybeans are processed with hexane, a byproduct of gasoline refining.

19 70. Hexane is a neurotoxin and a hazardous air pollutant. See

20 <http://www.cdc.gov/niosh/topics/organsolv/> and <http://www.epa.gov/ttn/atw/hlthef/hexane.html>.

21 It is also a synthetic substance. U.S. International Trade Commission, Synthetic Organic
22 Chemical Index, USTIC Pub. 2933 (Nov. 1995). Occupational exposure has been linked to
23 neurological disorders including polyneuropathy, optic nerve atrophy, narcosis, and may
24 contribute to the development of Leber hereditary optic neuropathy, a disease that causes loss of
25 vision.

26 71. These soy products are all heavily processed to remove the natural "bean" flavor so that the
27 finished "soy" product no longer tastes like soy. Soy protein products are further refined through
28 additionally rigorous processes, using chemical additives, acid washes, and alkaline solutions.

72. Soy lecithin, a lecithin derived from soy, is isolated as a gum following hydration of

1 hexane-extracted soybeans. Lecithin can be bleached by hydrogen peroxide and benzoyl
2 peroxide and dried by heating. Lecithin is used to help reduce the viscosity of foods, influencing
3 the dispersion of fat molecules and ultimately the "mouth-feel" of the product.

4 73. Soy protein isolate is so heavily processed that a Technical Advisory Panel addressing the
5 requirements of the Organic Foods Production Act of 1990 concluded that it is a synthetic
6 substance. The spray drying process forms nitrites, potent carcinogens. The alkaline processing
7 forms lysinoalanine, a toxin. Database of Select Committee on GRAS Substances (SCOGS)
8 Reviews, Soy Protein Isolate.

9 **NAKED JUICE CONTAINS SYNTHETIC AND**
10 **OTHER NON-JUICE INGREDIENTS**

11 74. Contrary to Defendants' false representations that its Falsely Labeled Products contain
12 only the "freshest, purest stuff in the world," are "100% JUICE," "ALL NATURAL," "ALL
13 NATURAL FRUIT," "ALL NATURAL FRUIT + BOOSTS," each Falsely Labeled Product
14 contained one or more of the below synthetic ingredients. The ingredient labels of Falsely
15 Labeled Products are included in Exhibit 2, and an ingredient list from
16 www.pepsicobeveragefacts.com is attached as Exhibit 3.

17 75. Defendants falsely and misleadingly describe synthetic compounds included in the Falsely
18 Labeled Products to be the same as a vitamin that exists naturally. For example, Defendants list
19 as ingredients:

20 VITAMIN E (AS ACETATE), NIACINAMIDE (VITAMIN B3), D-CALCIUM
21 PANTOTHENATE (VITAMIN B5), PYRIDOXINE HYDROCHLORIDE
(VITAMIN B6), CYANOCOBALAMIN (B12) . . .

22 Ex. 3 (Ingredients in Blue Machine). *See also id.*, Ingredients in Berry Vegetable
23 Machine (listing "D-ALPHA TOCOPHEROL ACETATE (VITAMIN E) BETA
24 CAROTENE (VITAMIN A) . . .").

25 76. Defendants' ingredient list is false, misleading, and deceptive.

26 77. Defendants misleadingly claim that the synthetic substance is the same as the vitamin
27 claimed, when in fact the substance is altogether a different compound.

1 78. Defendants misleadingly claim that the synthetic substance is “ALL NATURAL,” an all
2 natural “ALL NATURAL . . . BOOST,” when the substance in fact is not “natural” but synthetic.

3 79. Defendants misleadingly claim that the synthetic substance is contained naturally in “100%
4 JUICE” or “100% FRUIT,” when in fact it does not exist naturally in juice, and it does not exist
5 naturally in fruit.

6 80. Defendants deceptively conceal that the synthetic substance does not exist naturally in
7 fruit and the fruit juice.

8 81. Defendants deceptively conceal that they did not extract the added “boosts” from a natural
9 source, such as a fruit or a vegetable, but instead used a synthetic substance.

10 82. Defendants misleadingly claim that the vitamin that is naturally found in juice (e.g., natural
11 vitamin E or natural vitamin A) is contained in the beverage as an added, all-natural “boost”
12 when it is not.

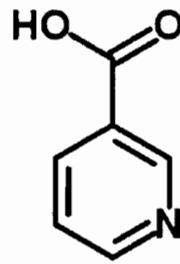
13 83. Defendants know that consumers believe that vitamins have better absorption rates, and/or
14 are otherwise superior when they are consumed from their natural food sources rather than as
15 synthetic compounds.

16 84. Defendants know that consumers desire all natural beverages for other reasons, including
17 environmental and political reasons. For example, Defendants know that consumers desire all-
18 natural beverages for environmental reasons, e.g., to help reduce the environmental waste and
19 pollution created through the manufacture of synthetic chemicals, which often employs
20 environmentally hazardous substances or results in hazardous byproducts. Defendants know that
21 consumers desire all-natural beverages also for political reasons, allowing them to financially
22 support those companies that share these values.

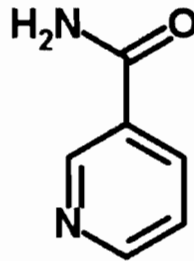
23 85. *Niacinamide* is the chemical 3-pyridinecarboxylic acid amide (nicotinamide).” 21 C.F.R.
24 § 184.1535. It is federally recognized as a synthetic substance. U.S. International Trade
25 Commission, Synthetic Organic Chemical Index, USTIC Pub. 2933 (Nov. 1995). According to
26 the National Library of Medicine’s Hazardous Substances Data Bank (“HSDB”), it is usually
27 prepared by esterifying nicotinic acid with methanol, followed by ammonolysis. It is alternately
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1 prepared by passing ammonia gas (a hazardous substance) into molten nicotinic acid or from
2 partial hydrolysis of 3-cyanopyridine.

3 86. Niacinamide is a synthetic variation of natural vitamin B3 (niacin). The two are chemically
4 and molecularly distinct: Vitamin B3 (niacin) ($C_6H_5NO_2$) has the structure:

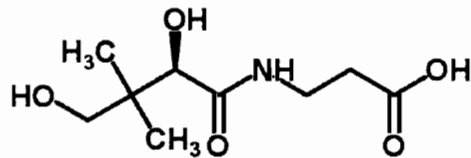


11 While niacinamide ($C_6H_6N_2O$) is



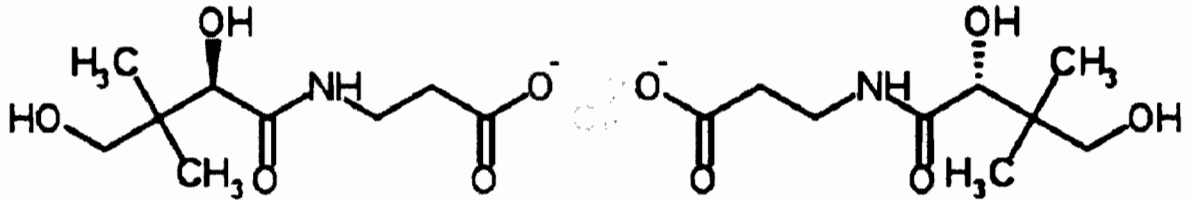
16 87. By FDA regulation, *calcium pantothenate* is synthetically prepared from
17 isobutyraldehyde, a synthetic flavoring substance and toxic chemical, 21 C.F.R. § 184.1212; 40
18 C.F.R. § 372.65, and formaldehyde, a hazardous substance, 40 C.F.R. § 116.4, via 1,1-dimethyl-
19 2-hydroxy-propionaldehyde and pantolactone.” 21 C.F.R. § 184.1212.

20 88. Calcium pantothenate is a synthetic approximation of vitamin B5. Vitamin B5 ($C_9H_{17}NO_5$)
21 has the molecular structure:

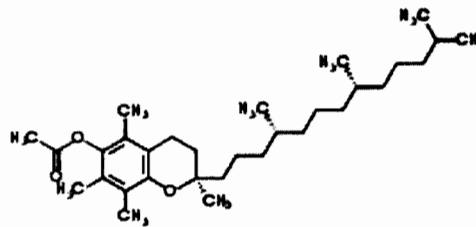


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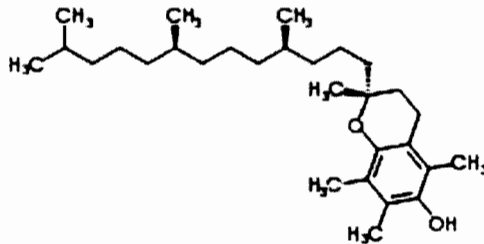
Calcium pantothenate ($C_{18}H_{32}CaN_2O_{10}$) however, has the molecular structure:



89. Defendants add *D-alpha tocopherol acetate* to their Naked Juices, a chemical preservative and synthetic substance. 7 C.F.R. § 205.605(b) (synthetic); 21 C.F.R. § 182.3890 (chemical preservatives). It is produced by molecular distillation, solvent extraction, or absorption chromatography. *D-alpha tocopherol acetate* ($C_{31}H_{52}O_3$):



is chemically and molecularly distinct from Vitamin E ($C_{29}H_{50}O_2$):



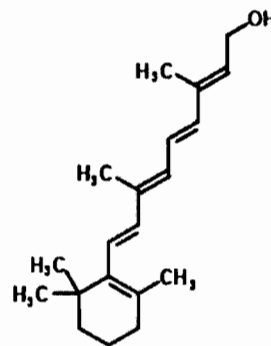
90. *Cyanocobalamin* is a synthetic compound. U.S. International Trade Commission, Synthetic Organic Chemical Index, USTIC Pub. 2933 (Nov. 1995). It must be produced commercially from cultures of *Streptomyces griseus* to be safe as a food additive. 21 C.F.R. § 184.1945. Cyanocobalamin ($C_{63}H_{88}CoN_{14}O_{14}P$) is chemically and molecularly distinct from natural vitamin B12 (cobalamin, $C_{62}H_{88}CoN_{13}O_{14}P$), which is found naturally in animal foods such as fish, liver, poultry, eggs, and milk products. Cyanocobalamin does not give the human

1 body the full range of vitamin B12 activity found in natural vitamin B12. Unlike natural vitamin
2 B12, the body converts cyanocobalamin to methylcobalamin and adenosylcobalamin, leaving the
3 body to enzymatically remove the resulting cyanide.

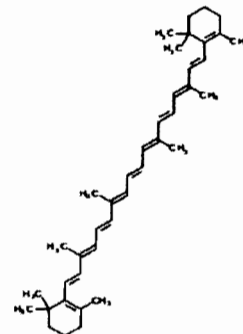
4 91. **Pyridoxine hydrochloride** is also a synthetic compound. U.S. International Trade
5 Commission, Synthetic Organic Chemical Index, USTIC Pub. 2933 (Nov. 1995). By federal
6 regulation, it is prepared by chemical synthesis. 21 C.F.R. § 184.1676. According to HSDB, it
7 is synthesized by the condensation of cyanoacetamide with ethoxyacetylacetone in the presence
8 of piperidine, 2-butanone-1,4-diol & alpha-methyliminopropionitrile and/or other substances.
9 U.S. Patent 2,680,743; GRAS Status of Pyridoxine and Pyridoxine Hydrochloride, 47 F.R.
10 44572-03. Alternatively, it is synthesized from ethyl pyruvate, ethyl glycinate, & 1,4-diethoxy-
11 2-butanone, and other substances. U.S. Patent 2,904,551.

12 92. Pyridoxine hydrochloride is a synthetic variation of vitamin B6. It is chemically and
13 molecularly distinct. Natural B6 complex (pyridoxine) (C₈H₁₁NO₃) is a different substance than
14 pyridoxine hydrochloride (C₈H₁₂ClNO₃).

15 93. Defendants falsely assert in the ingredient list that **beta-carotene** is vitamin A. It is not
16 Vitamin A (retinol) is C₂₀H₃₀O:



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23 Beta-carotene, by contrast, is C₄₀H₅₆:



1 94. **Choline bitartrate**, another synthetic approximation of vitamin B, is federally listed as a
2 synthetic substance. U.S. International Trade Commission, Synthetic Organic Chemical Index,
3 USTIC Pub. 2933 (Nov. 1995). According to the National Library of Medicine’s Hazardous
4 Substances Data Bank (“HSDB”), choline bitartrate is produced by the reaction of
5 trimethylamine with ethylene oxide followed by treatment with tartaric acid. Trimethylamine
6 and tartaric acid are both hazardous substances. 40 C.F.R. § 116.4.

7 95. On the side of their bottles, Defendants assert that the juices that list choline bitartrate as an
8 ingredient contain choline. This is false and misleading. Choline bitartrate is not the same
9 substance as choline. Choline bitartrate ($C_9H_{19}NO_7$) is a synthetic variation of choline
10 ($C_5H_{14}NO$), a nutrient naturally found in grains, nuts, and beans. Choline bitartrate is a salt of
11 choline.

12 96. **Ascorbic acid** is a federally-declared synthetic substance and a chemical preservative. 7
13 C.F.R. § 205.605(b) (synthetic); U.S. International Trade Commission, Synthetic Organic
14 Chemical Index, USTIC Pub. 2933 (Nov. 1995) (synthetic); 21 C.F.R. § 182.3013 (chemical
15 preservative). Ascorbic acid is synthetically produced by reducing glucose to sorbitol by
16 hydrogenation over a nickel catalyst. The sorbitol is partially oxidized by protecting four of the
17 hydroxyl groups with acetone (synthetic) and sulfuric acid (synthetic), and then chemical
18 oxidization to carboxylic acid. Acid hydrolysis finally yields the ascorbic acid.

19 97. Some studies suggest that ascorbic acid does not have the same positive health benefits as
20 natural vitamin C. According to the National Institute of Health, Office of Dietary Supplements,
21 “[e]vidence from most randomized clinical trials suggests that vitamin C supplementation,
22 usually in combination with other micronutrients, does not affect cancer risk.” However, studies
23 of consumption of vitamin C from food was associated with a 63% lower risk of breast cancer
24 among premenopausal women with a family history of breast cancer.

25 98. **Zinc methionine** sulfate can be safely used in food or beverage products when produced by
26 the reaction between equimolar amounts of zinc sulfate (a hazardous substance, 40 C.F.R. §
27 116.4) and DL-methionine (a synthetic substance, 7 C.F.R. § 205.603). 21 C.F.R. § 172.399.

1 99. **Zinc oxide** is a synthetic compound. 7 C.F.R. § 205.601(j)(6)(ii). It is used as a color
2 additive in drugs and cosmetics. See 21 C.F.R. §§ 73.1991, 73.2991. Zinc oxide used in
3 commercial purposes is usually produced by chemical synthesis or by vaporizing metallic zinc at
4 extreme high heat.

5 100. Defendants also add synthetic fiber to their Naked Juice Beverages, misleadingly
6 suggesting to consumers that the fiber content in the beverages is from natural fruits and juices,
7 when in fact, they are not.

8 101. **Fibersol®-2** is a proprietary formulation of digestion-resistant maltodextrin that was
9 developed by Japan's Matsutani Chemical Industry Co. Ltd. The FDA classifies digestion-
10 resistant maltodextrins as synthetic fibers. Federal Register Advance Notice of Proposed
11 Rulemaking (Food Labeling) 72 FR 62149, Nov. 2, 2007. Fibersol®-2 has been produced by
12 Archer Daniels Midland Co. since 1999. Fibersol®-2 production requires hydrochloric acid (a
13 hazardous substance, 40 C.F.R. § 116.4). Dec. 7, 1990 Letter from Robert Leo Martin, Dept. of
14 Health & Human Serv., Direct Additives Branch of the Division of Food and Color Additives.
15 Fibersol®-2 is produced by "a proprietary process to purposefully rearrange corn starch molecules
16 to convert a portion of normal alpha -1,4- glucose linkages to random 1,2-, 1,3-, and 1,4- alpha
17 and beta linkages. The human digestive system effectively digests only alpha -1,4- linkage.
18 Therefore, other linkages created are resistant to digestion, not absorbed in the small intestine
19 and passed on to the large intestine. Fibersol®-2 is partially fermented in the large intestine with
20 the fractions that aren't utilized excreted." Matsutani Chemical Industry Co. on the
21 Bioavailability of Fibersol®-2, available at www.matsutaniamerica.com/fs2/bioavailability.php

22 102. **Fructooligosaccharides** are synthetic fibers. Federal Register Advance Notice of Proposed
23 Rulemaking (Food Labeling) 72 FR 62149, Nov. 2, 2007. They are also sweeteners and their
24 inclusion renders false Defendants' representations that their Naked Juice products contain no
25 added sugars.

26 103. **Inulin**, known as "invisible fiber," is added to foods and beverages to artificially increase
27 fiber content without the typical fiber mouth-feel. According to the USDA, inulin is extracted
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1 from the root of the chicory plant (*Cichorium intybus*) by a hot water diffusion process.
2 Subsequently, the extracted inulin is partially enzymatically hydrolyzed to yield oligofructose
3 enriched inulin. The hydrolyzate is dried to a powder for application in foods. Enzyme
4 hydrolyzation reduces the chemical chain length of the oligosaccharide polymer resulting in
5 varying functional properties between inulin and the oligofructose enriched form. The shorter
6 polymer chain length increases polymer solubility and facilitates product texture and
7 consistency. See 72 Fed. Reg. 27259-62, available at <http://tinyurl.com/3cj9tqp>

8 104. Not only are these ingredients not juice, but they are also synthetic and/or highly
9 processed, as described above, rendering them not “natural” by consumer’s reasonable
10 expectations and by federal definition. Some additional ingredients, such as biotin, may be
11 synthetic depending upon Defendants’ method of production.

12 105. Defendants include other non-juice ingredients in its so-called “100% Juice” products,
13 including: food coloring, bacteria (*bifidobacterium*), algae (including blue green algae and
14 *chlorella*), whey protein concentrate, fruit and vegetable powders, and fruit and vegetable
15 extracts.

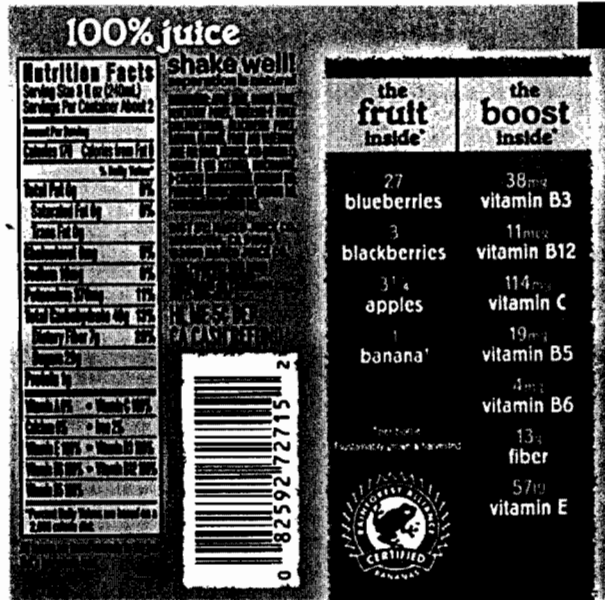
16 **THE REPRESENTATIONS ARE FALSE, DECEPTIVE, AND MISLEADING**

17 106. By adding ingredients that are not juice, not fruit, are not natural, are not the vitamins
18 claimed, and by including genetically modified organisms (GMOs), Defendants’ representations
19 are false, deceptive, and misleading.

20 107. Defendants’ conduct deceived and/or was likely to deceive the public. Consumers were
21 deceived into believing that the listed synthetic substances were natural substances that were
22 naturally found in 100% juice. However, Defendants were not simply listing the enzymes, the
23 natural vitamins, or the other components of 100% natural juice. Instead, the synthetic
24 substances were added to the foods, are foreign substances to these foods, and are not reasonably
25 expected by consumers to be added to the foods.

26 108. Defendants highlight Naked Juice’s vitamin content on the front of the bottle labels. For
27 example, Defendants emphasize the vitamin A, C, and E content of Gold Machine, which are
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1 added as the synthetic substances ascorbic acid, beta-carotene, and D-alpha tocopherol acetate.
2 109. Defendants again highlight Naked Juice's vitamin content on the side of the bottle label,
3 listing the fruits and vegetables in the beverage next to the vitamin content, fraudulently
4 indicating that the vitamins came from these fruits and vegetables.



15 Ex. 2 (Blue Machine)

16 110. Defendants' labeling fraudulently conceals that the beverage's ingredients are not even
17 molecularly the same as these vitamins, and fraudulently concealing that many of the vitamins
18 are not from the "bare-naked fruits" or "100% juice," but synthetic variations of these vitamins,
19 which lack the many benefits of natural vitamins.

20 111. When Defendants tout the beverage's fiber content while representing it to be "bare naked
21 fruit" and "100% juice," Defendants additionally deceive and mislead consumers to believe that
22 the fiber content comes from natural fruit fibers. In fact, many of the beverages' fiber content is
23 artificially inflated by Defendants' addition of synthetic fibers such as Fibersol®-2, inulin, and
24 fructooligosaccharides. See, e.g., Exs. 2, 3 (Blue Machine).

25 112. Consumers would not know the true nature of the ingredients merely by reading the
26 ingredient label. Its discovery requires investigation beyond the grocery store and a knowledge
27 of food chemistry beyond that of the average reasonable consumer. For example, consumers
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1 were deceived into believing that fructooligosaccharides were natural sugars that are present in
2 100% pure fruit, and they would not know its true nature without analyzing federal regulations
3 and studying food chemistry.

4 **DEFENDANTS CONCEAL INGREDIENTS IN ITS NAKED JUICES**

5 113. Defendants have concealed the nature, identity, source, and/or method of preparation of
6 additional ingredients, which may also be highly processed and/or synthetic substances. For
7 example, Defendants' whey ingredients may include hydrogen peroxide and free D-glutamic
8 acid.

9 114. Defendants have concealed the true nature of some of its products by misleadingly
10 identifying it. For example, Defendants conceal that its synthetic substances are not chemically
11 the same as the vitamins they are claimed to be. As another example, Defendants list zinc
12 methionine as an ingredient in some of its so-called "100% Juices," rather than zinc methionine
13 sulfate – concealing the fact that it is a sulfate.

14 115. Defendants conceal the nature, identity, source, and/or method of preparation of the
15 "natural flavors" that are present in almost all of its products, including the Falsely Labeled
16 Products and in additional products such as Coconut Water – Lychee, Coconut Water – Mango
17 Peach, Coconut Water – Pineapple, Orange Mango, Pomegranate Blueberry, Reduced Calorie
18 Lychee, Reduced Calorie Peach Guava, Reduced Calorie Tropical, and Strawberry Banana. The
19 possible carcinogenic, toxic, and environmental effects of these "natural flavors" are still
20 unknown to consumers today.

21 116. Consumers have requested information about the nature, identity source, and/or method of
22 preparation of these "natural flavors." Defendants have refused to disclose this information.

23 117. Defendants also have refused to disclose the fact that "natural flavors" used in juices can
24 include compounds derived from "meat, seafood, poultry, eggs, dairy products, or fermentation
25 products thereof. . ." 21 C.F.R. § 101.22(a)(3).

26 118. "Natural flavors" need not be derived from these substances in a way that maintains its
27 integrity as the "freshest, purest stuff in the world." It can be the "essential oil, oleoresin,

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1 essence or extractive, protein hydrolysate, distillate, or any product of roasting, heating or
2 enzymolysis . . .” 21 C.F.R. § 101.22(a)(3). It can also be produced using synthetic chemicals,
3 hazardous or toxic materials, or other substances.

4 119. Defendants deceptively and misleadingly conceal other material facts about the Falsely
5 Labeled Products, including:

- 6 a) The true nature of the Falsely Labeled Product’s ingredients;
- 7 b) That the Falsely Labeled Products contain artificial substances; synthetic
8 substances; GMOs, or are otherwise not juice;
- 9 c) That the Falsely Labeled Products do not conform to “The Naked Truth” as
10 posted by Defendants on each and every bottle of Naked Juice;
- 11 d) That the Falsely Labeled Products are not what a reasonable consumer would
12 consider to be “natural,” or “juice” or non-GMO;
- 13 e) That vitamins contained in the Falsely Labeled Products are synthetic and are not
14 naturally derived;
- 15 f) That vitamins contained in the Falsely Labeled Products are qualitatively different
16 from vitamins that exist naturally in 100% juice or are naturally derived;
- 17 g) That the fiber contained in the Falsely Labeled Products are synthetic and do not
18 come from natural fruit or juice;
- 19 h) That the fiber contained in the Falsely Labeled Products are qualitatively different
20 from fiber that exists naturally in fruit, in juice, or are naturally derived;
- 21 i) That ingredients contained in Falsely Labeled Products are added to imitate
22 characteristics of a natural product, such as vitamin content, “freshness,”
23 viscosity, taste, texture, mouthfeel, etc.;
- 24 j) That ingredients contained in Falsely Labeled Products are added to give an
25 unnaturally long shelf-life and shelf stability to the product;

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DEFENDANTS KNEW IT WAS FALSE

120. Defendants knew what representations they made regarding the Falsely Labeled Products,
as all representations appear on the products’ packages.

1 121. Defendants also knew what ingredients were added to each product, as (presumably) all
2 product ingredients are listed on the product packages and are further disseminated on their
3 websites.

4 122. Defendants are governed by and knew the federal regulations that control the labeling of
5 the Falsely Labeled Products, and thus were aware that many of the Naked Juice ingredients
6 have been federally declared to be synthetic substances and/or require extensive processing to be
7 safely used as a beverage ingredient. Defendants have retained expert nutritionists, food
8 chemists, and other scientists, and have spent much time and money in developing their own
9 food technologies, such that they were aware that all these synthetic substances are not natural by
10 their own “Naked Truth” and by federal regulation.

11 123. Defendants thus knew all the facts demonstrating that its Falsely Labeled Products contain
12 synthetic substances and that these products are falsely labeled.

13 **DEFENDANTS INTENDED TO DECEIVE CONSUMERS**

14 124. Defendants’ deception is knowing and willful. The truth of their misrepresentations are
15 known to people in Defendants’ industry, and certainly known by PepsiCo’s world-class
16 research and development department, and by Naked Juice’s Science Advisory Board.

17 125. Lest any consumer become the wiser, Defendants continually encourage consumers’ false
18 expectation that Naked Juice is “naked fruit” and 100% juice, as Defendants represent on every
19 package. One public relations expert representing Naked Juice put it this way: “our products are
20 made from 100 percent fruit and vegetable juices, with the only non-juice ingredients coming in
21 the form of whey and soy for our protein smoothies. There is no added sugar, no preservatives
22 and nothing artificial in Naked Juice—ever.”

23 126. Defendants repeat this mantra at every opportunity. It is front-and-center on their product
24 packaging, internet and print marketing, video, and social media marketing. For example, its
25 Twitter page describes Naked Juice: “All natural 100% juices and juice smoothies, made from
26 the best bare-naked fruits. No added sugar and no preservatives – ever!

27 <http://nakedjuice.com>”

28



Naked Juice

©Naked_Juice California

All natural 100% juices and juice smoothies, made from the best bare-naked fruits. No added sugar and no preservatives - ever!

<http://nakedjuice.com>

Naked Juice Twitter website, available at http://twitter.com/#!/Naked_Juice

DEFENDANTS FRAUDULENTLY CONCEALED THEIR WRONGS, TOLLING THE STATUTE OF LIMITATIONS

127. Plaintiff, by and through her attorney, discovered Defendants' wrongs in 2011, through investigation of the food production processes of the Naked Juice ingredients, the Naked Juice packages, and Defendants' business practices. Plaintiff and the members of the Class are not at fault for failing to discover the Defendants' wrongs earlier, and had no actual or presumptive knowledge of facts sufficient to put them on inquiry.

128. To this day, Defendants have concealed and suppressed the true nature, identity, source, and method of production of the "natural flavors" and other ingredients in the Falsely Labeled Products despite consumers' inquiry attempts.

129. The production process Defendants use for these ingredients is known only to Defendants, and Defendants have refused to disclose such information to Plaintiff and the Class. These facts are not ascertainable and are still not known to Plaintiff, the Class, and to the reasonable consumer. Defendants' continuing concealment tolls the applicable statute of limitations.

130. In the alternative, Plaintiff alleges that Defendants engaged in the wrongful acts complained of within the applicable four-year statute of limitations, and amends its definition of the Class to include only those consumers who have purchased Falsely Labeled Products within the applicable statute of limitations.

1 **CONSUMERS REASONABLY RELIED**

2 131. Consumers frequently rely on food label representations and information in making
3 purchase decisions.

4 132. Each time Plaintiff and the Class members purchased the Falsely Labeled Products,
5 Plaintiff and the Class members saw the product packages and thus also saw the false,
6 misleading, and deceptive representations detailed above, and did not receive disclosure of the
7 facts concealed as detailed above.

8 133. Plaintiff and the Class members were among the intended recipients of Defendants'
9 deceptive representations and omissions.

10 134. Plaintiff and the Class members reasonably relied to their detriment on Defendants'
11 misleading representations and omissions.

12 135. Defendants' false, misleading, and deceptive misrepresentations and omissions deceived
13 and misled, and are likely to continue to deceive and mislead, Plaintiff, Class members,
14 reasonable consumers, and the general public.

15 136. Plaintiff and Class members were further deceived and misled by Defendants' failure to
16 disclose the above-listed material facts. Defendants' misleading affirmative statements further
17 obscured what Defendants failed to disclose. Thus, reliance upon Defendants' misleading and
18 deceptive representations and omissions may be presumed.

19 137. Defendants made the deceptive representations and omissions on the Falsely Labeled
20 Product labels with the intent to induce Plaintiff's and the Class members' purchase of the
21 Falsely Labeled Products, Plaintiff's and the Class members' reliance upon such representations
22 and omissions may be presumed.

23 138. Defendants' deceptive representations and omissions are material in that a reasonable
24 person would attach importance to such information and would be induced to act upon such
25 information in making purchase decisions, Plaintiff's and the Class members' reliance upon such
26 representations and omissions may be presumed as a matter of law. The materiality of those
27 representations and omissions also establishes causation between Defendants' conduct and the

1 injuries sustained by Plaintiff and the Plaintiff Class.

2 **DEFENDANTS INTENDED CONSUMERS RELY**

3 139. Defendants made the false, deceptive, and misleading representations and omissions,
4 intending Plaintiff and Class members rely upon these representations and omissions in
5 purchasing and ingesting one or more Falsely Labeled Products.

6 140. In making the false, misleading, and deceptive representations and omissions, Defendants
7 knew and intended that consumers would pay a premium for “all natural” products, “100%
8 juice” products, and non-GMO products over comparable products that are not “all natural,” not
9 “100% juice” or contain GMOs, furthering Defendants’ private interest of increasing sales for its
10 products and decreasing the sales of the all-natural products that are truthfully offered by
11 Defendants’ competitors.

12 **DEFENDANTS’ WRONGFUL CONDUCT CAUSED PLAINTIFFS’ INJURY**

13 141. As an immediate, direct, and proximate result of Defendants’ false, misleading, and
14 deceptive representations and omissions, Defendants injured Plaintiff and Class members in that
15 they:

- 16 a) paid a sum of money for a product that was not as represented;
- 17 b) paid a premium price for a product that was not as represented;
- 18 c) were deprived the benefit of the bargain because the Falsely Labeled Products
19 they purchased were different than what Defendants warranted;
- 20 d) were deprived the benefit of the bargain because the Falsely Labeled Products
21 they purchased had less value than what was represented by Defendants;
- 22 e) did not receive a product that measured up to their expectations as created by
23 Defendants;
- 24 f) ingested a substance that was other than what was represented by Defendants;
- 25 g) ingested a substance that Plaintiff and the members of the Class did not expect or
26 give informed consent to;
- 27 h) ingested a product that was artificial, synthetic, not the vitamin claimed, GMO,
28 not juice, or otherwise not natural;
- i) ingested a product that did not bring the health benefits Defendants promised;

- 1 j) ingested a substance that is or is produced using a substance that is generally
2 harmful to their health, their children's health, or their unborn fetus's health;
- 3 k) ingested a substance that is, contains, or is produced by a known or suspected
4 toxin, carcinogen, hazardous substance, poses health or environmental risks, or
5 otherwise is harmful to the environment and/or the factory workers that produce
6 or process such substances;
- 7 l) ingested a substance that was of a lower quality than what Defendants promised;
- 8 m) were denied the benefit of knowing what they ingested;
- 9 n) were denied the benefit of truthful food labels;
- 10 o) were forced to unwittingly support an industry that contributes to environmental,
11 ecological, or health damage;
- 12 p) were denied the benefit of supporting an industry that sells all-natural foods and
13 contributes to environmental sustainability;
- 14 q) were denied the benefit of the beneficial properties of the all-natural foods
15 promised.

16 142. Had Defendants not made the false, misleading, and deceptive representations and
17 omissions, Plaintiff and the Class members would not have been injured. Among other things,
18 they would not have been denied the benefit of the bargain. They would not have ingested a
19 substance that they did not expect or consent to. They would not have been forced unwittingly to
20 support an industry that contributes to environmental damage. They would not have suffered the
21 other injuries listed above. Accordingly, Plaintiff and the Class members have suffered injury in
22 fact as a result of Defendants' wrongful conduct.

23 143. Plaintiff and the Class members all paid money for the Falsely Labeled Products.
24 However, Plaintiff and the Class members did not obtain the full value of the advertised products
25 due to Defendants' misrepresentations and omissions. Plaintiff and Class members purchased,
26 purchased more of, or paid more for, the Falsely Labeled Products than they would have had
27 they known the truth of the products. Accordingly, Plaintiff and the Class members have
28 suffered injury in fact and lost money or property as a result of Defendants' wrongful conduct.

**DEFENDANTS BENEFITTED FROM THEIR MISLEADING AND
DECEPTIVE REPRESENTATIONS AND OMISSIONS**

1
2 144. As the intended, direct, and proximate result of Defendants’ false, misleading, and
3 deceptive representations and omissions, Defendants have been unjustly enriched through more
4 sales of Falsely Labeled Products and higher profits at the expense of Plaintiff and the Class. As
5 a direct and proximate result of their deception, Defendants also unfairly hold other benefits,
6 including the higher value of an “all natural,” “100% juice,” and “non-GMO” brand and
7 resulting higher stock value.

8 145. PepsiCo has further benefited from their misleading and deceptive representations and
9 omissions through the piggy-back sale of other PepsiCo products. PepsiCo has declared this to
10 be not just a coincidence, but an “imperative” it calls the “Power of One.”

11 146. The Power of One seeks to convince consumers that when they buy a PepsiCo beverage,
12 such as Naked Juice, they should also reach for a PepsiCo snack, such as Stacy’s All-Natural Pita
13 Chips, a brand also owned by PepsiCo. “Studies show that, 85 percent of the time, when a person
14 eats a snack, he or she also reaches for a beverage. No company on earth is better positioned to
15 fulfill both sides of that equation.” 2010 PepsiCo Annual Report at 14, available at
16 [http://www.pepsico.com/annual10/downloads/PepsiCo_Annual_Report_2010_Full_Annual_Rep
17 ort.pdf](http://www.pepsico.com/annual10/downloads/PepsiCo_Annual_Report_2010_Full_Annual_Report.pdf)

PEPSICO

18
19 147. PepsiCo actively and directly made the alleged false, misleading, and deceptive
20 representations and omissions. PepsiCo also directed Naked Juice’s false, misleading, and
21 deceptive representations and omissions. PepsiCo also disseminated Naked Juice’s false,
22 misleading, and deceptive representations and omissions.

23 148. Naked Juice’s product marketing and packaging are under PepsiCo’s direct orders,
24 direction, control, and consent.

25 149. Defendant PepsiCo also heavily markets itself as a company committed to “Performance
26 with a Purpose,” its corporate strategy aimed at achieving “sustainable growth by investing in a
27 healthier future for people and our planet.” The Performance with a Purpose strategy contains
28

1 numerous laudatory and ambitious goals – including offering consumers a wider selection of
2 wholesome foods and beverages, improving nutrition education and availability, reducing its
3 negative environmental impact, and creating a company that supports its employees.

4 150. One of the major planks of “Performance with a Purpose” is PepsiCo’s much-touted goal
5 of “Human Sustainability,” which includes a goal of “encourage[ing] people to make informed
6 choices and live healthier.” See <http://www.pepsico.com/Purpose/Human-Sustainability.html>.
7 PepsiCo further promises the public that it “is committed to providing clear and useful nutrition
8 labeling that helps consumers make nutritionally informed choices.”

9 <http://www.pepsico.com/Purpose/Human-Sustainability/Nutrition-Labeling.html>

10 151. PepsiCo similarly markets its programs and initiatives to support the environment and local
11 farmers. PepsiCo boasts that “[t]hese initiatives are simply the right thing to do, and they also
12 demonstrate PepsiCo’s interest in the development of the agricultural supply chain in emerging
13 markets.” 2010 PepsiCo Annual Report at 4.

14 152. PepsiCo is a business, and it adopts these challenges to improve its bottom line. As Indra
15 K. Nooyi, PepsiCo’s Chairman and Chief Executive Officer, succinctly puts it, “what is good for
16 society and what is good for our business are the same thing.” 2010 PepsiCo Annual Report at
17 14.

18 153. In its quest to capture the highly competitive market desiring all-natural products, 100%
19 juice beverages, and/or non-GMO products, PepsiCo intentionally and artificially enlarged its
20 “Good-For-You” product portfolio by labeling Naked Juice products as “ALL NATURAL,”
21 “100% JUICE,” and non-GMO when they are not. PepsiCo actively deceives consumers and
22 conceals from them the information it had promised.

23 154. PepsiCo owns and controls the research and development divisions that are responsible for
24 the food ingredients and food science used in the Falsely Labeled Products.

25 155. PepsiCo also audits and approves all ingredient suppliers of Naked Juice products.

26 156. PepsiCo determines the audit standards and GMO-testing standards for Naked Juice
27 products.

1 157. Over the past several years, PepsiCo expanded its research and development capabilities to
2 develop new products, increase the nutrition yield of existing products, and alter product
3 formulations so as to be “all natural.”

4 158. PepsiCo formed its Global Nutrition Group to help grow its \$10 billion Good-For-You
5 product lines to \$30 billion by 2020. The group, led by Dr. Mehmood Khan, a former Mayo
6 Clinic endocrinologist, leads PepsiCo and its subsidiaries’ innovation in the areas of fruits and
7 vegetables, grains, dairy and functional nutrition.

8 159. Through its Global Nutrition Group and its PepsiCo America Beverage business division,
9 PepsiCo centralizes the business decisions and innovations for its “Good-For-You” product line,
10 including Naked Juice products.

11 **CLASS ACTION ALLEGATIONS**

12 160. Plaintiff brings this action on behalf of herself and on behalf of all other Class members
13 defined as all consumers residing in the United States who purchased in the United States Falsely
14 Labeled Products, as defined above.

15 161. Excluded from the Class are: (1) Defendants; (2) any entity in which any Defendant has a
16 controlling interest; (3) the legal representatives, officers, directors, assigns, and successors of
17 any Defendant; (4) the Judge to whom this case is assigned and any member of the Judge’s
18 immediate family; (5) all consumers, if any, who received a full refund from Defendants for their
19 purchase of Falsely Labeled Products due to the facts alleged herein; and (6) all claims for
20 personal injury, wrongful death, or any incidental damages over and above those sought herein,
21 except as authorized by law.

22 162. Plaintiff brings this Class pursuant to Federal Rule of Civil Procedure 23(a), 23(b)(1),
23 23(b)(2), and 23(b)(3).

24 163. Upon information and belief, there are thousands of Class members who are
25 geographically dispersed throughout the United States. Individual joinder of all Class members
26 would be impracticable.

27 164. Numerous common questions of law or fact exist as to all Class members. These questions
28

1 predominate over the questions affecting only individual class members. These common legal or
2 factual questions include, but are not limited to:

- 3 a) Whether Defendants' labeling of the Falsely Labeled Products is false,
4 misleading, or deceptive;
- 5 b) Whether one or more of the ingredients used in the Falsely Labeled Products is
6 synthetic, GMO, not natural, or not juice;
- 7 c) Whether Defendants failed to disclose material facts regarding the Falsely
8 Labeled Products;
- 9 d) Whether Defendants had a duty to Plaintiffs and the Class to disclose the material
10 facts regarding the Falsely Labeled Products;
- 11 e) Whether Defendants violated California law, federal law, and/or common law;
- 12 f) Whether Defendants knew the true nature of the ingredients in the Falsely
13 Labeled Products;
- 14 g) Whether Class members have a right to damages, restitution, or other legal or
15 equitable remedy by virtue of Defendants' violations of law;
- 16 h) Whether Class members have the right to declaratory or injunctive relief.

17 165. Plaintiff's claims are typical of the claims of the Class because they are based on the same
18 factual, legal, and remedial theories as the claims of the Class.

19 166. Plaintiff will fairly and adequately represent and protect the interests of the Class because
20 Plaintiff is similarly situated with, and has suffered similar injuries as, the members of the Class
21 she seeks to represent. She feels that she has been deceived, wishes to obtain redress of the
22 wrong, and wants Defendants stopped from perpetrating similar wrongs on others. Plaintiff is an
23 adequate representative of the Class also because her interests do not conflict with the interests
24 of the class members she seeks to represent, and she has retained counsel competent and
25 experienced in conducting complex class action litigation who led the investigation uncovering
26 Defendants' wrongs, who have no interests adverse to those of the class, and who can and will
27 vigorously prosecute this litigation.

28 167. Certification of the Class under Rule 23(b)(1) is appropriate because prosecuting separate
actions by individual class members would create a risk of inconsistent or varying adjudications

1 with respect to individual class members that would establish incompatible standards of conduct
2 for Defendants, whose product sales and product marketing efforts are on a nation-wide scale.
3 168. Certification of the Class under Rule 23(b)(2) is also appropriate because Plaintiff seeks
4 injunctive and declaratory relief as detailed below. Defendants acted in the same manner toward
5 the entire class by marketing, representing, and selling the Falsely Labeled Products through
6 unlawful, deceptive, fraudulent, and otherwise wrongful methods, thereby making appropriate
7 preliminary and final equitable relief with respect to the Class.

8 169. Certification of the class under Rule 23(b)(3) is also appropriate because the questions of
9 law and fact common to the Class members predominate over any questions affecting only
10 individual members. A class action is also superior to other available methods for the fair and
11 efficient adjudication of the controversy, in that:

- 12 a) consumers cannot effectively prosecute separate actions for their individual
13 purchases of the Falsely Labeled Products;
- 14 b) concentration of the litigation concerning this matter in this Court is desirable;
15 and
- 16 c) the class is of a moderate size and the difficulties likely to be encountered in the
17 management of a class action are not great.

18 170. A class action is superior to other available means for the fair and efficient adjudication of
19 this dispute:

- 20 a) Common questions of law and fact predominate over any individual questions
21 that may arise.
- 22 b) No member of the Class has a substantial interest in individually controlling the
23 prosecution of a separate action. The damages suffered by each individual class
24 member likely will be relatively small, especially given the burden and expense of
25 individual prosecution of the complex litigation necessitated by Defendants'
26 conduct. Thus, it would be virtually impossible for the class members individually
27 to effectively redress the wrongs done to them.
- 28 c) Upon information and belief, there are no pending lawsuits concerning this
controversy.
- d) It is desirable to concentrate the litigation of these claims in this forum since the
acts complained of took place in this district and this forum is convenient to the
parties, the class members, and the potential witnesses. The resolution of the
claims of all Class members in a single forum, and in a single proceeding, would
be a fair and efficient means of resolving the issues raised in this litigation.

- 1 e) Prosecution of separate actions by individual members of the Class would create a
2 risk of inconsistent or varying adjudications which would establish incompatible
3 standards of conduct for Defendants.
4 f) The class is specifically identifiable to facilitate provision of adequate notice and
5 there will be no significant problems managing this case as a class action.

6 **FIRST CLAIM**
7 **Unlawful Business Practices: Cal. Bus. & Prof. Code § 17200, et seq.**
8 **Brought by Plaintiff and the Putative Class Against All Defendants**

9 171. The allegations in each Cause of Action are repeated and realleged in every other Cause of
10 Action as if set forth in full therein.

11 172. Defendants have engaged and continue to engage in unlawful, unfair, or fraudulent
12 business practices within the meaning of Cal. Bus. & Prof. Code § 17200, causing injury to
13 Plaintiff and the Class.

14 173. Plaintiff has standing to pursue this claim as she has suffered injury in fact and has lost
15 money or property as a result of Defendants' actions as set forth above. Class members also
16 have suffered injury in fact and have lost money or property as a result of Defendants' actions as
17 set forth above.

18 174. The violation of any law constitutes an "unlawful" business practice under Cal. Bus. &
19 Prof. Code § 17200.

20 175. Each Defendants' false representations alleged herein violates 21 U.S.C. § 343; 21 U.S.C.
21 § 331; Cal. Civ. Code § 1709; Cal. Civ. Code § 1750 *et seq.*; Cal. Com. Code § 2313; Cal. Com.
22 Code § 2315; and Cal. Bus. & Prof. Code § 17500 *et seq.*

23 176. Each Defendants' false representations alleged herein also violates California's criminal
24 laws. Cal. Penal Code § 383 (forbidding the offering for sale food that is adulterated, e.g., "by
25 any means it is made to appear better or of greater value than it really is").

26 177. Each Defendants' false representations alleged herein also violates California's Sherman
27 Food, Drug, and Cosmetic Law, which prohibits the advertising, manufacture, sale of adulterated
28 and misbranded foods. Cal. Health & Safety Code §§ 110390, 110395, 110398, 110400,
110550, 110585, 110620, 110625, 110660, 110705, 110740, 110760, 110765, and 110770.

1 178. In addition to violating the statutes listed in the above paragraphs, PepsiCo also violated
2 N.Y. Gen. Bus. Law § 392-b (false labels and misrepresentations punishable as a misdemeanor);
3 N.Y. Gen. Bus. Law §§ 349-350 (deceptive trade practices).

4 179. By violating these laws, Defendants engaged in unlawful business acts and practices in
5 violation of Cal. Bus. & Prof. Code § 17200, causing injury to Plaintiff and the Putative Class.

6
7 **SECOND CLAIM**
8 **Unfair Business Practices: Cal. Bus. & Prof. Code § 17200, et seq.**
9 **Brought by Plaintiff and the Putative Class Against All Defendants**

10 180. Defendants have engaged and continue to engage in unfair business practices within the
11 meaning of Cal. Bus. & Prof. Code § 17200 *et seq.* causing injury to Plaintiff and the Putative
12 Class.

13 181. Through each of the false and misleading representations and omissions detailed more fully
14 in the preceding paragraphs, Defendants have engaged and continue to engage in conduct that is
15 immoral, unethical, oppressive, unscrupulous, and substantially injurious to consumers.
16 Defendants' false and misleading representations and omissions also violate legislatively
17 declared policy as they have violated numerous state and federal laws. Moreover, the gravity of
18 the harm to Plaintiff and Class members resulting from Defendants' conduct outweighs
19 Defendants' legitimate reasons, justifications and/or motives for engaging in such deceptive acts
20 and practices.

21 **THIRD CLAIM**
22 **Fraudulent Business Practices: Cal. Bus. & Prof. Code § 17200, et seq.**
23 **Brought by Plaintiff and the Putative Class Against All Defendants**

24 182. Defendants have engaged and continue to engage in fraudulent business practices within
25 the meaning of Cal. Bus. & Prof. Code § 17200, causing injury to Plaintiff and the Putative
26 Class.

27 183. Each false and misleading representation and omission constitutes fraudulent business
28 practices under Cal. Bus. & Prof. Code § 17200 because the representations and omissions were
false. Even if these representations were true, Defendants' representations and deceptive

1 concealment were nonetheless fraudulent under the statute because they were misleading and
2 were likely to and did deceive the reasonable consumer, including Plaintiff and the Class
3 members.

4 **FOURTH CLAIM**
5 **False Advertising: Cal. Bus. & Prof. Code § 17500, *et seq.*,**
6 **Brought by Plaintiff and the Putative Class Against All Defendants**

7 184. Defendants engaged in and disseminated advertising, including product package labels,
8 television advertisements, magazine advertisements, internet advertisements, and other
9 marketing from the State of California to the public and offered for sale Falsely Labeled
10 Products on a nationwide basis, including in California.

11 185. The misrepresentations and non-disclosures by Defendants of the material facts detailed
12 above constitute false and misleading advertising, and therefore constitute a violation of Cal.
13 Bus. & Prof. Code § 17500, *et seq.*

14 **FIFTH CLAIM**
15 **Restitution Based On Quasi-Contract/Unjust Enrichment**
16 **Brought by Plaintiff and the Putative Class Against All Defendants**

17 186. As a result of Defendants' wrongful, unfair and deceptive conduct, Plaintiff and the Class
18 members have suffered a detriment while Defendants have received a benefit, as detailed above.

19 187. Defendants have unjustly retained these benefits, and thereby have been unjustly enriched
20 as a result of the deceptive representations and omissions alleged herein at the expense of
21 Plaintiffs and the Class members, thereby creating a quasi-contractual obligation on Defendants
22 to restore these ill-gotten gains to Plaintiffs and the Class.

23 188. Under principles of equity and good conscience, Defendants should not be allowed to
24 retain the money generated from the sale of the Falsely Labeled Products, which were unlawfully
25 marketed, advertised, labeled, promoted, and sold to the Plaintiff and Class members. To allow
26 Defendants to retain the monies received from Plaintiff and the Class members would offend
27 traditional notions of justice and fair play and induce companies to misrepresent key
28 characteristics of their food products in order to increase sales.

1 189. As a direct and proximate result of Defendants' unjust enrichment, Plaintiffs and the Class
2 members are entitled to restitution or restitutionary disgorgement in an amount to be proved at
3 trial. The amount of restitution to which Plaintiffs and the Plaintiff Class are entitled should be
4 measured by the extent of Defendants' unjust enrichment, including its unjustly acquired profits
5 and other monetary benefits resulting from its wrongful conduct.

6
7 **SIXTH CLAIM**
8 **Breach of Express Warranty, State and Federal Law**
9 **Brought by Plaintiff and the Putative Class Against All Defendants**

10 190. Defendants expressly warranted to Plaintiff and members of the Class on the package of
11 the Falsely Labeled Products those representations listed above.

12 191. These express warranties appear on each and every package of the Falsely Labeled
13 Products. These affirmations of fact or promises by Defendants relate to the good and became
14 part of the basis of the bargain.

15 192. Plaintiff and members of the Class purchased the Falsely Labeled Products, believing them
16 to conform to the express warranties.

17 193. Defendants breached the express warranties contained on the package of their Falsely
18 Labeled Products.

19 194. As a direct and proximate result of Defendants' breach of express warranties, Plaintiff and
20 the Class members did not receive goods as warranted. Plaintiff and the members of the Class
21 therefore have been injured and have suffered damages in an amount to be proven at trial.
22 Among other things, Plaintiff and members of the Class did not receive the benefit of the bargain
23 and have suffered other injuries as detailed above. Moreover, had Plaintiff and the Class
24 members known the true facts, they either would not have purchased the products, would have
25 purchased fewer products, or would not have been willing to pay the premium price Defendants
26 charged for the products.
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SEVENTH CLAIM
Breach of Implied Warranty of Merchantability, State and Federal Law
Brought by Plaintiff and the Putative Class Against All Defendants

195. Defendants impliedly warranted that the Falsely Labeled Products conformed to the promises or affirmations of fact made on the product labels detailed above. Defendants thereby impliedly warranted that the products were merchantable. Defendants did so with the intent to induce Plaintiffs and the Class members purchase the Falsely Labeled Products.

196. Defendants breached their implied warranties in that the products did not comply with the promises and affirmations of fact made on the product labels detailed above.

197. Defendants had prior knowledge and notice of the true nature of the Falsely Labeled Products and, therefore, its breach of the warranty, but took no action to remedy the inferiority or to cure the breach.

198. As a direct and proximate result of Defendants' breach of the implied warranty merchantability, Plaintiff and the Class members did not receive goods as impliedly warranted by Defendants to be merchantable. Plaintiff and the members of the Class therefore have been injured and have suffered damages in an amount to be proven at trial. Among other things, Plaintiff and members of the Class did not receive the benefit of the bargain and have suffered other injuries as detailed above. Moreover, had Plaintiff and the Class members known the true facts, they either would not have purchased the products, would have purchased fewer products, or would not have been willing to pay the premium price Defendants charged for the products.

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EIGHTH CLAIM
Fraudulent Misrepresentation, Fraudulent Concealment, and Constructive Fraud
in Violation of Common Law and Cal. Civ. Code §§ 1709, 1573 et seq.
Brought by Plaintiff and the Putative Class Against All Defendants

199. On the package of the Falsely Labeled Products, Defendants falsely and fraudulently represented to the public, including Plaintiff and Class Members, those false representations listed above. Defendants also fraudulently concealed from the public, including Plaintiff and Class Members, those material facts listed above. These misrepresentations and omissions constitute deceit under Cal. Civ. Code § 1710.

1 200. Defendants knew that these misrepresentations are false and that their omissions are
2 fraudulent and deceptive, but nonetheless misrepresented and concealed these facts to induce
3 Plaintiff and the Class members to act in reliance on the misrepresentations and omissions and
4 purchase the Falsely Labeled Products.

5 201. Defendants intentionally made the false representations and intentionally concealed and
6 suppressed these material facts with the intent to defraud the Plaintiff and the Class. Defendants
7 made these false representations and omissions to make the Falsely Labeled Products appear
8 more attractive to consumers. Defendants knew and intended that Plaintiff and the members of
9 the Class would rely on Defendants' representations and omissions and purchase the Falsely
10 Labeled Products. Defendants thereby violated Cal. Civ. Code § 1709.

11 202. Defendants were under a duty to disclose the omitted facts because (1) Defendants had a
12 duty to correct the misinformation Defendants disseminated through advertising, marketing, and
13 other promotion of the Falsely Labeled Products; and (2) Defendants were in possession of
14 knowledge about the identity, formulation, and production of the Falsely Labeled Products and
15 of their ingredients, and this information was not reasonably available to consumers.

16 203. By not disclosing the material facts to Plaintiff and other members of the Class, Defendants
17 breached this duty.

18 204. Defendants gained an advantage by these fraudulent representations and omissions.

19 205. These misrepresentations and omissions were material. A reasonable person would attach
20 importance to the existence or nonexistence of these representations in determining whether to
21 purchase the Falsely Labeled Products.

22 206. Plaintiff and the members of the Class necessarily, reasonably, and justifiably relied upon
23 the Defendants' false representations and misleading omissions. Plaintiff and the other Class
24 members were unaware of the truth of these misrepresentations and these concealed facts and
25 would have not acted as they did had they known the truth.

26 207. Defendants made these fraudulent misrepresentations and omissions uniformly to each
27 Class Member, by placing the same misrepresentation and omission prominently on each and
28

1 every package of the Falsely Labeled Products. Thus, Plaintiff and each Class member were
2 subjected to the same fraudulent advertising each time they purchased and ingested the Falsely
3 Labeled Products.

4 208. As a direct and proximate result of Defendants' fraud, Plaintiff and the Class members
5 suffered actual damages in an amount not presently known, but which will be shown by proof at
6 time of trial, including incidental and consequential damages, emotional distress and mental
7 anguish, interest, and reasonable attorneys' fees.

8 209. Plaintiff is informed and believes, and upon such information and belief alleges, that
9 Defendants undertook the aforesaid illegal acts intentionally or with conscious disregard of the
10 rights of Plaintiff and the Class, and did so with fraud, oppression, and malice. Therefore,
11 Plaintiff and the Class are also entitled to punitive damages against Defendant.

12
13 **NINTH CLAIM**
14 **Negligence and Negligent Misrepresentations**
15 **Brought by Plaintiff and the Putative Class Against All Defendants**

16 210. Defendants had a duty to use due care in formulating, labeling, marketing, advertising, and
17 selling its products. Defendants breached that duty. Defendants' false and misleading
18 representations detailed above were negligently made without any reasonable grounds for
19 believing it was true.

20 211. Defendants made the negligent misrepresentations intending to induce consumers' reliance
21 on the facts misrepresented and matters concealed. Plaintiffs and other consumers saw, believed,
22 and relied on Defendants' misrepresentations and, in justifiable reliance on them and as a result
23 of them, purchased the Falsely Labeled Products.

24 212. Defendants are also negligent due to their violation of statutes and regulations referenced
25 above. Their violation proximately caused Plaintiff and Class member's injury, their injury
26 being the type that the statutes and regulations were designed to prevent, and these consumers
27 being within the class of persons for whose protection the statutes and regulations were adopted.

28 213. As a proximate and actual result of Defendants' negligence and negligent representations,
Plaintiff and the Class have suffered damages in an amount not presently known, but which will

1 be shown by proof at time of trial, including incidental and consequential damages, physical
2 injury, medical monitoring, interest, and reasonable attorneys' fees.

3
4 **TENTH CLAIM**
5 **Strict Liability for Defective Product**
6 **Brought by Plaintiff and the Putative Class Against All Defendants**

7 214. Defendants are in the business of manufacturing, processing, distributing, selling, and
8 advertising food products, such as the Falsely Labeled Products, for consumption by the general
9 public. Defendants caused these Falsely Labeled Products to be placed into the stream of
10 commerce and sold to the Plaintiff and other Class members while said products were defective.

11 215. Plaintiff purchased and ingested Falsely Labeled Products on numerous occasions, doing
12 so in a manner that was reasonably foreseeable and intended by Defendants at the time the
13 products were manufactured, processed, distributed, and sold to Plaintiff and Class members.

14 216. The Falsely Labeled Products were defective and unreasonably dangerous because such
15 products were in a condition not anticipated by the consumer.

16 217. The Falsely Labeled Products were defective also because the synthetic substances, GMOs,
17 and non-juice ingredients would not be reasonably expected in the product.

18 218. The Falsely Labeled Products were defective also in that the labeling of the Falsely
19 Labeled Products violated statutes and regulations referenced above.

20 219. The defective condition existed at the time the product left each Defendant's control and,
21 further, Defendants knew or reasonably should have known of the condition at that time.

22 220. As a proximate and actual result of the defective condition, Plaintiff and the Class
23 members have suffered damages in an amount not presently known, but which will be shown by
24 proof at time of trial, including incidental and consequential damages, physical injury, medical
25 monitoring, interest, and reasonable attorneys' fees.
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ELEVENTH CLAIM
Assault and Battery
Brought by Plaintiff and the Putative Class Against All Defendants

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2 221. Defendants intended to and induced Plaintiff and the Class members to ingest the Falsely
3 Labeled Products. Defendants thereby violated the Plaintiff's and the Class members' person.

4 222. Plaintiff and the Class members did not know all material facts regarding the Falsely
5 Labeled Products. Plaintiff and the Class members therefore did not consent to the bodily
6 intrusion.

7 223. Plaintiff and the Class members were offended and injured by Defendants' conduct.

8 Plaintiff and the members of the Class:

- 9 a) ingested a substance that was other than what was represented by Defendants;
10 b) ingested a substance that Plaintiff and the members of the Class did not expect or
11 give informed consent to;
12 c) ingested a product that was artificial, synthetic, not the vitamin claimed, GMO,
13 not juice, or otherwise not natural;
14 d) ingested a product that did not bring the health benefits Defendants promised;
15 e) ingested a substance that is or is produced using a substance that is generally
16 harmful to their health, their children's health, or their unborn fetus's health;
17 f) ingested a substance that is, contains, or is produced by a known or suspected
18 toxin, carcinogen, hazardous substance, poses health or environmental risks, or
19 otherwise is harmful to the environment and/or the factory workers that produce
20 or process such substances;
21 g) ingested a substance that was of a lower quality than what Defendants promised;

22 224. Defendants acted with wanton, willful, and reckless disregard for Plaintiff's and the Class
23 members' rights.

24 225. As a direct and proximate result of Defendants' assault and battery, Plaintiff and the Class
25 members have suffered actual damages in an amount not presently known, but which will be
26 shown by proof at time of trial, including incidental and consequential damages, emotional
27 distress and mental anguish, interest, and reasonable attorneys' fees.

28 226. Plaintiff is informed and believes, and upon such information and belief alleges, that
Defendants undertook the aforesaid illegal acts intentionally or with conscious disregard of the

1 rights of Plaintiff and the Class, and did so with fraud, oppression, and malice. Therefore,
2 Plaintiff and the Class are also entitled to punitive damages against Defendant.

3 **TWELFTH CLAIM**
4 **Conspiracy**
5 **Brought by Plaintiff and the Putative Class Against All Defendants**

6 227. In committing the wrongful acts alleged herein, Defendants, including Defendants Does 1-
7 100, planned and participated in and furthered a common scheme by means of false, misleading,
8 deceptive, and fraudulent representations and omissions to induce Plaintiff, Class members, and
9 members of the public to purchase one or more Falsely Labeled Products.

10 228. Defendants, upon becoming involved with the manufacture, distribution, advertising,
11 marketing, and sale of the Falsely Labeled Products knew or should have known that the claims
12 about these products are false, deceptive, and misleading.

13 229. In addition to the wrongful conduct herein alleged as giving rise to primary liability,
14 Defendants further aided and abetted and knowingly assisted each other in breach of their
15 respective duties and obligations as herein alleged.

16 **PRAYER**

17 230. As a result of the conduct described above, Defendants have been, and will continue to be,
18 unjustly enriched at the expense of Plaintiff and Class members. Defendants have been unjustly
19 enriched by the profits they have obtained from Plaintiff and the Class from the purchases of
20 Falsely Labeled Products made by them, and the higher value of an "all natural foods" brand.

21 231. As a result of the wrongful business practices described above, Plaintiff and the members
22 of the Class are entitled to an order awarding Plaintiff and the Class full restitution and
23 restoration of the money wrongfully acquired by Defendants by means of their deceptive
24 misrepresentations and omissions, in an amount to be proven at trial, plus interest and attorneys
25 fees, injunctive relief, and any other orders and judgments which may be necessary to disgorge
26 Defendants' profits or ill-gotten gains obtained and to restore any person in interest any money
27 paid for the Falsely Labeled Products as a result of the wrongful conduct of Defendants.

28 Otherwise, the Class will continue to be harmed by Defendants' deceptive acts and practices, and

1 will be irreparably harmed and/or denied an effective and complete remedy if such an order is
2 not granted.

3 232. The above-described deceptive practices of Defendants present a reasonable likelihood of
4 deception to Plaintiff and members of the Class in that Defendants have systematically
5 perpetrated and continue to perpetrate such acts or practices upon members of the Class by
6 means of false, misleading, and deceptive misrepresentations and omissions on the packages of
7 Falsely Labeled Products and other advertising and marketing.

8 233. Such deceptive conduct is ongoing and continues to this date. The above-described
9 deceptive practices of Defendants are also likely to be repeated in the future. The above-
10 described deceptive practices of Defendants constitute a continuing course of conduct of unfair
11 competition and present a continuing threat to consumers in that they will continue to mislead
12 consumers.

13
14 **WHEREFORE**, Plaintiff, on behalf of herself and on behalf of the other members of the Class,
15 requests award and relief as follows from each Defendant:

- 16 A. An order **certifying** that this action is properly brought and may be maintained as a class
17 action, that Plaintiff be appointed Class Representative and Plaintiff's counsel be appointed
18 Class Counsel;
- 19 B. A judgment awarding Plaintiff and the Plaintiff Class **damages** in an amount according to
20 proof, including compensatory damages, lost expectancy, emotional distress and mental
21 anguish, and medical monitoring;
- 22 C. An order requiring Defendants to pay **statutory penalties** pursuant to the civil, criminal, and
23 regulatory laws, for the benefit of the State or the Plaintiff Class, as appropriate;
- 24 D. A judgment awarding Plaintiff and the Plaintiff Class **restitution** in an amount according to
25 proof;
- 26 E. Other equitable relief, including equitable accounting, disgorgement, restitution, constructive
27 trust, and equitable estoppel;

- 1 F. A judgment awarding Plaintiff and the Plaintiff Class **punitive** damages;
- 2 G. Pre- and post-judgment interest.
- 3 H. Attorneys' fees and expenses and the costs of this action;
- 4 I. An order requiring an accounting for, and imposition of a constructive trust upon, all monies
5 received by Defendants as a result of the unfair, misleading, fraudulent and unlawful conduct
6 alleged herein;
- 7 J. A declaratory judgment in favor of Plaintiff and the Plaintiff Class, under California law,
8 New York law, and 28 U.S.C. §§ 2201-2202, stating that the synthetic substances listed
9 above are not the vitamins Defendants claim them to be, and their inclusion in a beverage
10 product renders the statement that the product as containing vitamins, natural boosts, and as
11 being "all natural" and "100% juice" as false, deceptive, and misleading.
- 12 K. A declaratory judgment in favor of Plaintiff and the Plaintiff Class, under California law,
13 New York law, and 28 U.S.C. §§ 2201-2202, stating that the synthetic substances listed
14 above are not "all natural," and their inclusion in a beverage product renders the statement
15 that the product as "all natural" as false, deceptive, and misleading.
- 16 L. A declaratory judgment in favor of Plaintiff and the Plaintiff Class, under California law,
17 New York law, and 28 U.S.C. §§ 2201-2202, stating that the GMO ingredients listed above
18 are not "non-GMO," and their inclusion in a beverage product renders the statement that the
19 product as "non-GMO" as false, deceptive, and misleading.
- 20 M. A declaratory judgment in favor of Plaintiff and the Plaintiff Class, under California law,
21 New York law, and 28 U.S.C. §§ 2201-2202, stating that the non-juice ingredients listed
22 above are not "100% juice," and their inclusion in a beverage product renders the statement
23 that the product as "100% juice" as false, deceptive, and misleading.
- 24 N. An order permanently enjoining Defendants' present and future wrongful conduct, including,
25 but not limited to, an order:
- 26 1) Enjoining Defendants from continuing to make the false, deceptive, and
27 misleading statements and omissions set forth above;
- 28 2) Enjoining Defendants from continuing to offer for sale any Falsely Labeled

1 Products that contain any false, misleading, and/or deceptive or unsubstantiated
2 statements and claims on its packaging and/or label, including, without limitation,
those statements and claims set forth above;

- 3 3) Enjoining Defendants from marketing, producing, or selling products that claim to
4 be "all natural," "non-GMO," and/or "100% juice" when the product contains one
5 or more synthetic, GMO, or non-juice substances including, without limitation,
6 those substances identified above;
- 7 4) Enjoining Defendants from marketing, producing, or selling products that
8 contains an ingredient falsely claimed to be a vitamin including, without
9 limitation, those substances identified above;
- 10 5) Ordering that Defendants immediately recall any and all units of Falsely Labeled
11 Products;
- 12 6) Enjoining Defendants from continuing to use the packaging and label that it
13 presently uses for the Falsely Labeled Products;
- 14 7) Ordering Defendants to fully disclose the truth of its misrepresentations, including
15 the nature, identity, and method of processing or manufacture of all ingredients in
16 its Falsely Labeled Products, including the so-called "natural flavors;"
- 17 8) Any other orders or judgments as may be necessary to restore to any person in
18 interest any money or property, real or personal, which may have been acquired
19 by means of such unfair competition; and
- 20 9) Any other orders and judgments as may be necessary to prevent Defendants' use
21 or employment of the deceptive practices set forth above.

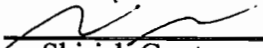
22 O. Such other and further relief as may be deemed necessary or appropriate.

23 **DEMAND FOR JURY TRIAL**

24 Plaintiff hereby demands a trial by jury on all causes of action and/or issues so triable.

25 Dated: September 26, 2011

26 FLASHPOINT LAW, INC.
27 Shirish Gupta

28 By: 
Shirish Gupta
and

THE GOLAN LAW FIRM
YVETTE GOLAN
1919 Decatur St.
Houston, TX 77007
Telephone: (866) 298 4150 ext 101

Attorneys for Plaintiff SARA SANDYS

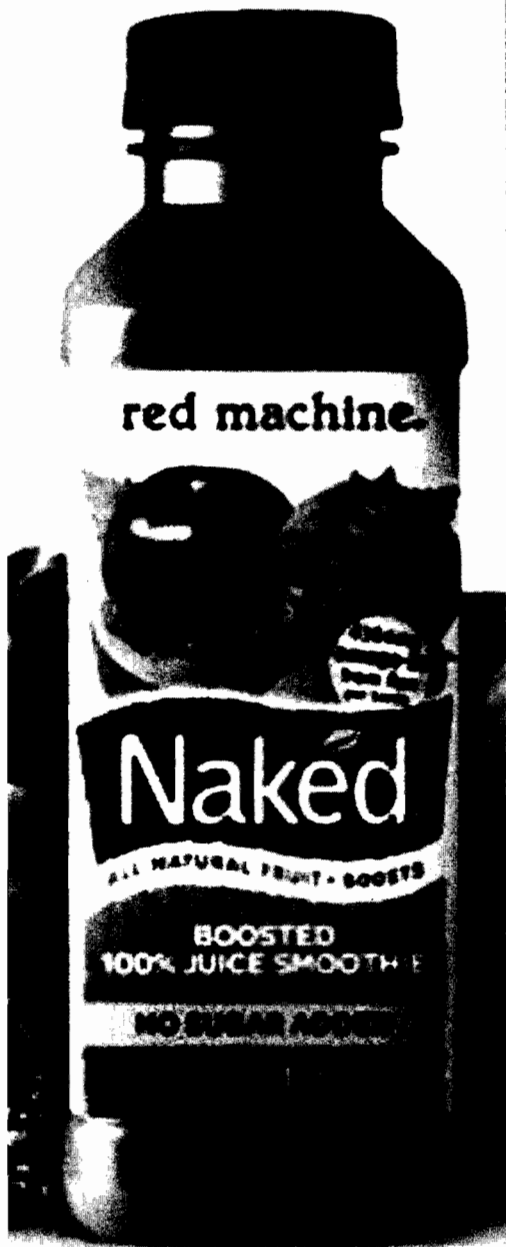
Sandys v. Naked Juice

Exhibits

Ex. 1 Receipt (1 page)

Ex. 2 Naked Juice Labels (44 pages)

Ex. 3 Naked Juice Ingredients (1 page)



100% juice

shake well!

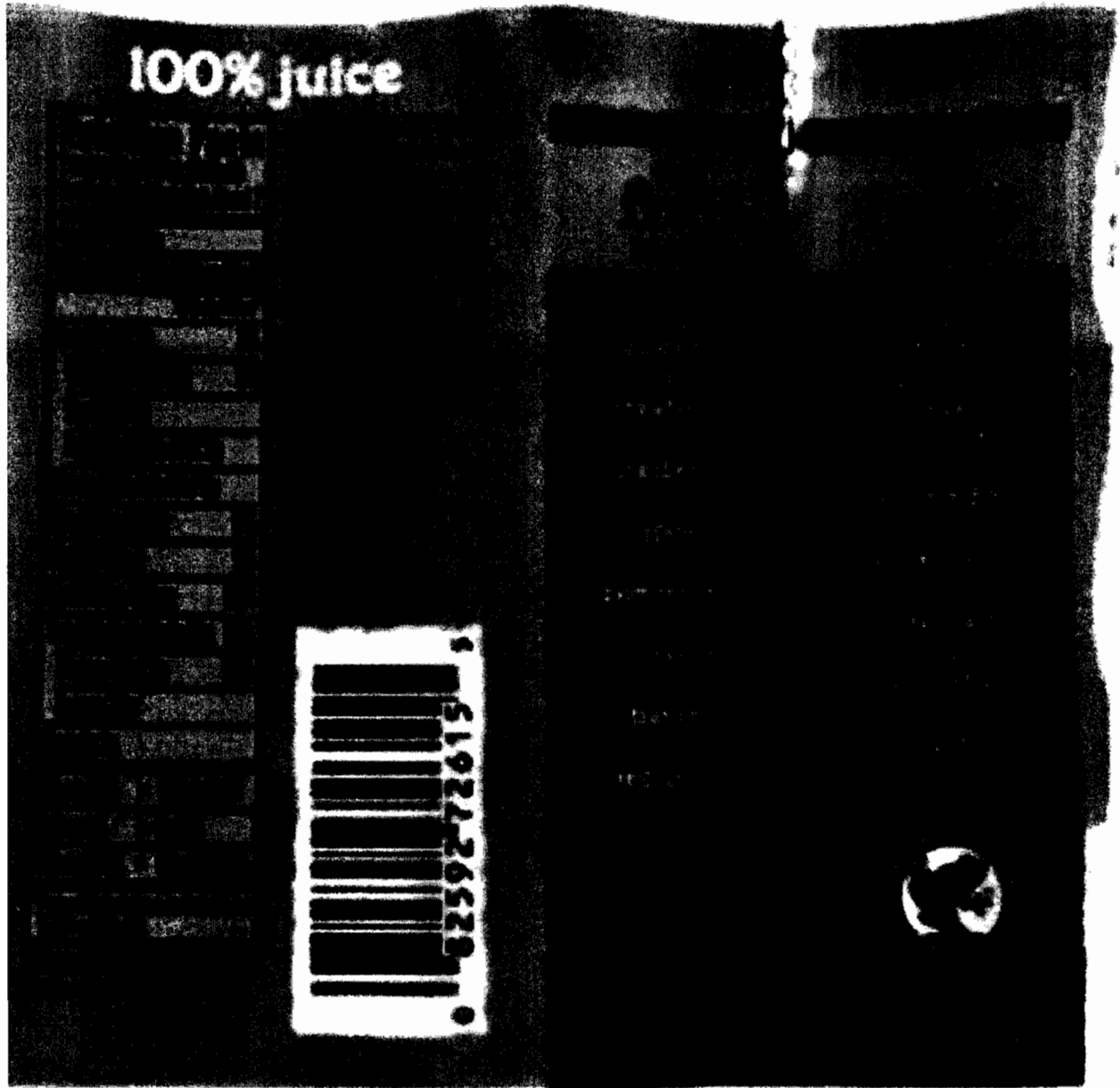
Nutrition Facts
Serving Size 8 fl oz (240mL)
Servings Per Container About 2

Amount Per Serving	
% Daily Value*	
Total Fat 4.5g	7%
Saturated Fat 0.5g	1%
Trans Fat 0g	
Polyunsaturated Fat 3g	
Monounsaturated Fat 1g	
Cholesterol 0mg	0%
Sodium 0mg	0%
Total Carbohydrate 24g	48%
Dietary Fiber 3g	6%
Sugar 21g	42%
Protein 0g	0%
Vitamin C 100%	
Vitamin A 100%	
Vitamin E 100%	
Vitamin K 100%	

*Percent Daily Values are based on a diet of other people's secrets.

0 82592 72615 5

Naked Juice





Right Store. Right Price.

1938 W. GRAY
713-521-1909
YOUR CASHIER WAS Kolbrun

	NAKD JUICE		3.29 F
	NAKD JUICE	PC	2.99 F
SC	KROGER SAVINGS	0.30	
	KRO BASIL		1.09 F
	KRO BAY LVS		1.99 F
	KROGER PLUS CUSTOMER	*****7869	
	TAX		0.00
	**** BALANCE		9.36

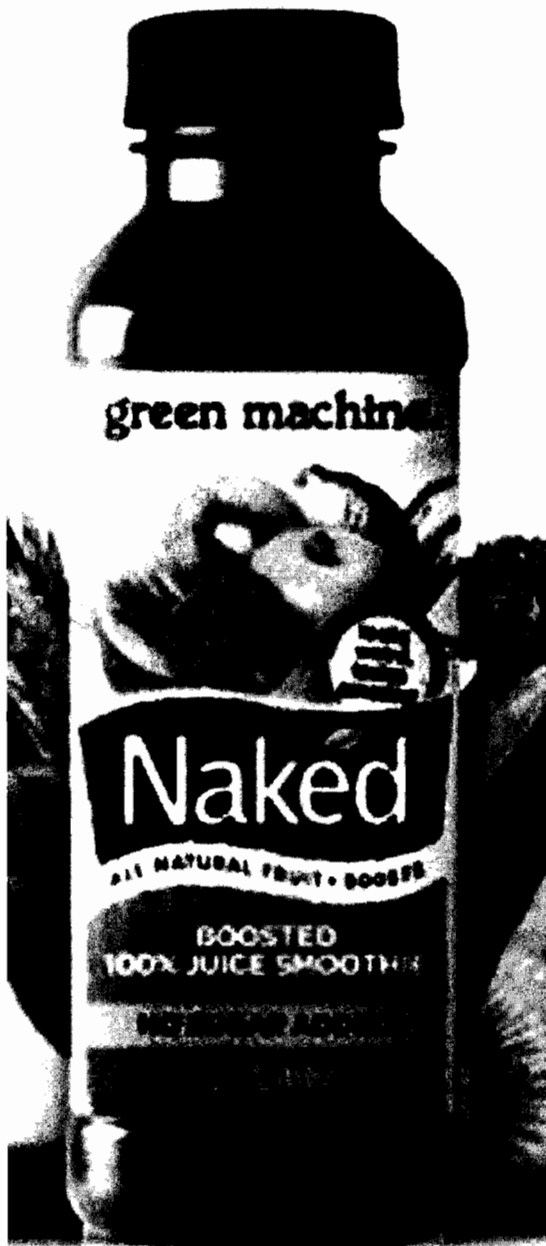
*****1439

REF#: 000000
PURCHASE: 9.36
CASHBACK: 20.00
TOTAL: 29.36

DEBIT	29.36
CHANGE	20.00
TOTAL NUMBER OF ITEMS SOLD =	4

***** KROGER SAVINGS *****	
KROGER PLUS SAVINGS	\$ 0.30
TOTAL COUPONS	\$ 0.30
TOTAL SAVINGS (3 pct.)	\$ 0.30
***** KROGER SAVINGS *****	

07:53pm 355 88 210 503



100% juice

shake well!

Nutrition Facts	
Serving Size 6 fl oz (177ml)	
Servings Per Container About 2	
Amount Per Serving	
Calories 110	Calories from Fat 0
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 15mg	7%
Potassium 40mg	1%
Total Carbohydrate 30g	11%
Dietary Fiber 0g	0%
Sugars 28g	
Protein 2g	
Vitamins	
Vitamin A 5%	Vitamin C 4%
Calcium 7%	Iron 4%
Vitamin E 5%	Phosphorus 1%
Vitamin K 5%	Magnesium 5%

*Percent Daily Values are based on a diet of other people's secrets.

**INGREDIENTS: APPLE JUICE
 WATER, PINEAPPLE JUICE,
 MANGO PUREE, LEMON JUICE,
 LIME JUICE, ORANGE JUICE,
 CANTALOUPE JUICE, PEAR
 JUICE, GUAVA JUICE, RASPBERRY
 JUICE, BLACKBERRY JUICE,
 STRAWBERRY JUICE**

**PREPARED BY NAKED & CO.
 1100 W. 14TH AVE.
 DENVER, CO 80202
 © 2006 NAKED & CO.**

100% juice

Nutrition Facts

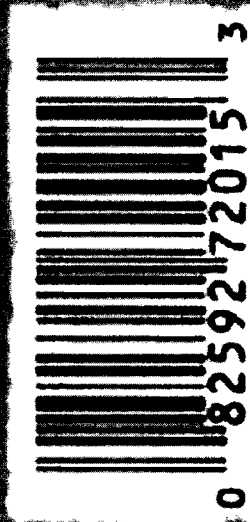
Serving Size 8 fl oz (240ml)
 Servings Per Container About 2

Amount Per Serving	
Calories 140, Calories from Fat 0	
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Total Carb 30g	6%
Dietary Fiber 0g	0%
Sugars 28g	56%
Total Protein 0g	0%
*Percent Daily Values are based on a diet of whole fruits and vegetables.	

shake well

INGREDIENTS: APPLE JUICE, BANANA JUICE, KIWI JUICE, MANGO JUICE, PINEAPPLE JUICE, SPIRULINA, CHLORELLA, BROCCOLI, SPINACH, GARLIC, BARLEY GRASS, WHEAT GRASS, GINGER, PARSLEY.

100% FRUIT JUICE
 WITH SUPERFOODS



the fruit inside

the boost inside

2 3/4 apples
 1/2 banana
 1/2 kiwi
 1/2 mango
 & a hint of pineapple

1300mg spirulina
 400mg chlorella
 100mg broccoli
 100mg spinach
 50mg blue green algae
 50mg garlic
 75mg barley grass
 75mg wheat grass
 50mg ginger
 50mg parsley

100% FRUIT JUICE WITH SUPERFOODS





100% juice

shake well

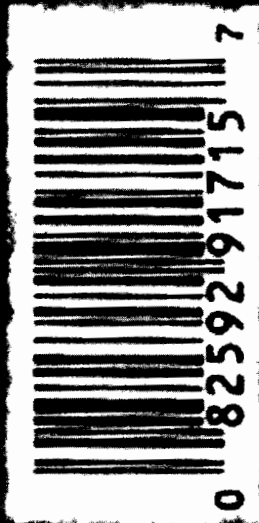
Nutrition Facts	
Serving Size 8 fl oz (240mL)	
Servings Per Container About 2	
Amount Per Serving	
Calories 120	Calories from Fat 0
<i>% Daily Value*</i>	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 0mg	0%
Potassium 200mg	4%
Total Carbohydrate 25g	5%
Dietary Fiber 0g	0%
Sugars 25g	
Protein 1g	
Vitamin A 1% • Vitamin C 100%	
Calcium 2% • Iron 2%	
Zinc 1%	
*Percent Daily Values are based on a diet of other people's secrets.	

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0 82592 91715 7

100% juice

Nutrition Facts	
Serving Size 8 fl oz (240 mL)	
Servings Per Container About 2	
Total Fruit	100%
Total Sugar	100%
Total Vitamin C	1140%
Total Acerola	209%
Total Cherry	209%
Total Citrus	209%
Total Bioflavonoids	209%
Total Rose Hips	209%
Total Zinc	280%



the
fruit
inside®

the
boost
inside®

5
strawberries

1140mg
vitamin C

1 1/3
guavas

209mg
acerola

1 1/2
apples

cherry

1/2
orange

209mg
citrus

1/2
peach

bioflavonoids

1/2
mango

209mg
rose hips

2.8mg
zinc

acai machine

Naked

ALL NATURAL FRUIT + BOOSTS

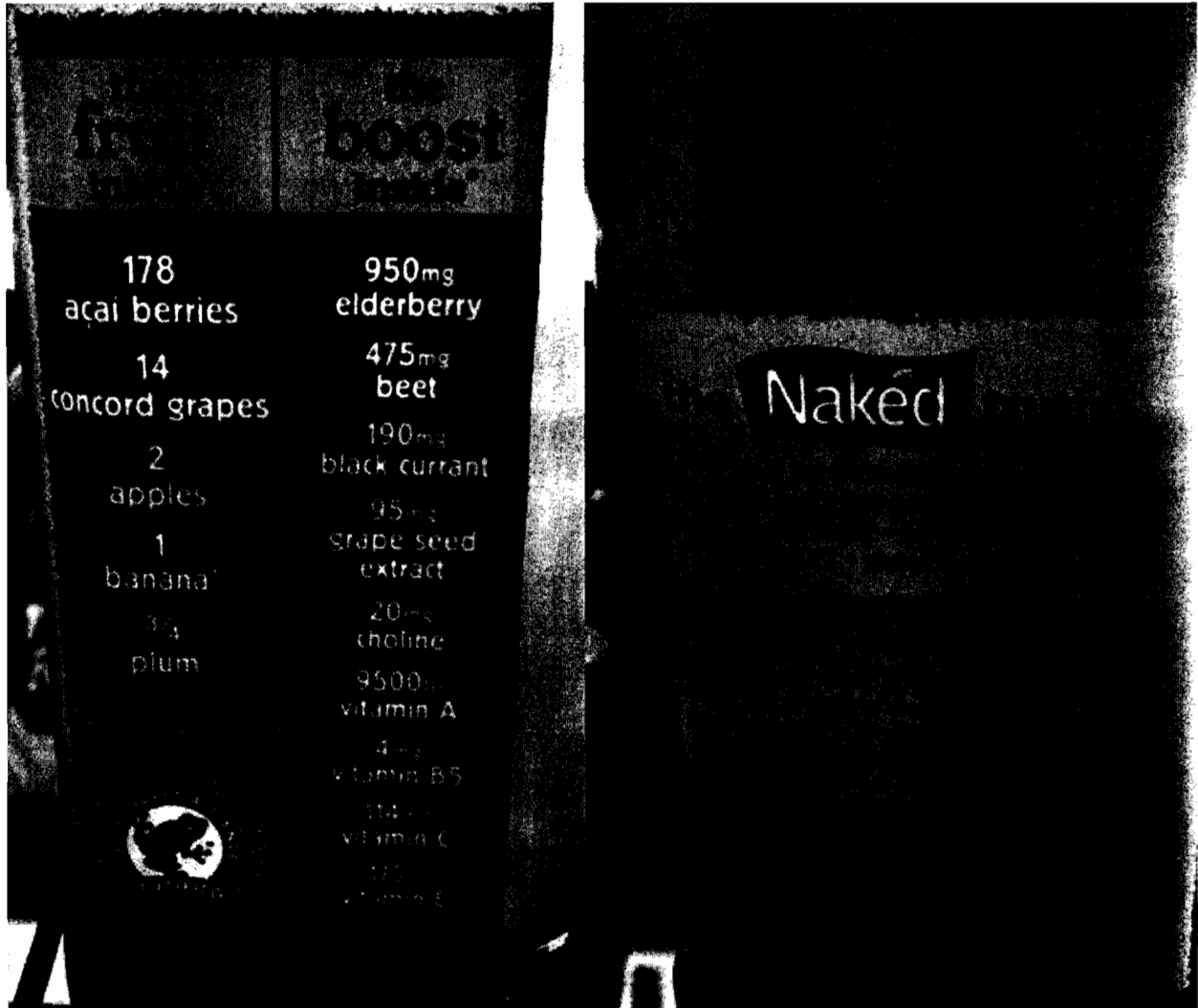
BOOSTED
100% JUICE SMOOTHIE

100% juice

Nutrition Facts	
Serving Size 8 fl oz (240 mL)	
Servings Per Container About 2	
Total Fat	0g
Total Sugar	15g
Total Protein	0g
Total Fiber	0g
Total Vitamin C	100%
Total Calcium	100%
Total Iron	100%
Total Potassium	100%
Total Magnesium	100%
Total Zinc	100%
Total Selenium	100%
Total Manganese	100%
Total Copper	100%
Total Boron	100%
Total Vanadium	100%
Total Chromium	100%
Total Molybdenum	100%
Total Nickel	100%
Total Cobalt	100%
Total Cadmium	100%
Total Lead	100%
Total Arsenic	100%
Total Mercury	100%
Total Bismuth	100%
Total Antimony	100%
Total Tellurium	100%
Total Barium	100%
Total Beryllium	100%
Total Gallium	100%
Total Germanium	100%
Total Indium	100%
Total Iridium	100%
Total Lanthanum	100%
Total Lutetium	100%
Total Manganese	100%
Total Molybdenum	100%
Total Nickel	100%
Total Niobium	100%
Total Osmium	100%
Total Palladium	100%
Total Platinum	100%
Total Rhodium	100%
Total Rhenium	100%
Total Rubidium	100%
Total Strontium	100%
Total Thallium	100%
Total Tin	100%
Total Vanadium	100%
Total Xenon	100%
Total Yttrium	100%
Total Zirconium	100%

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Acai Machine Side Labels:



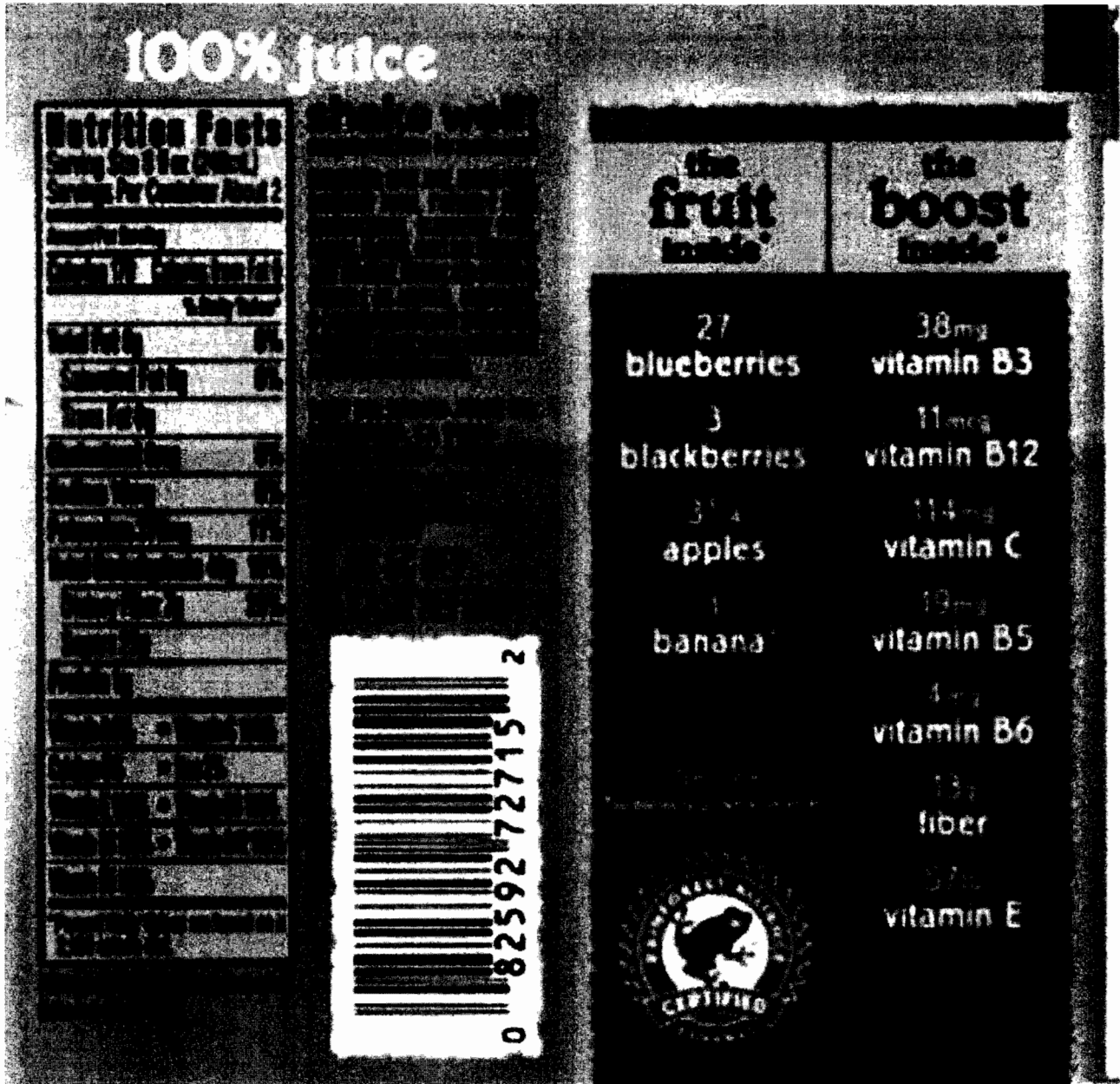


100% juice

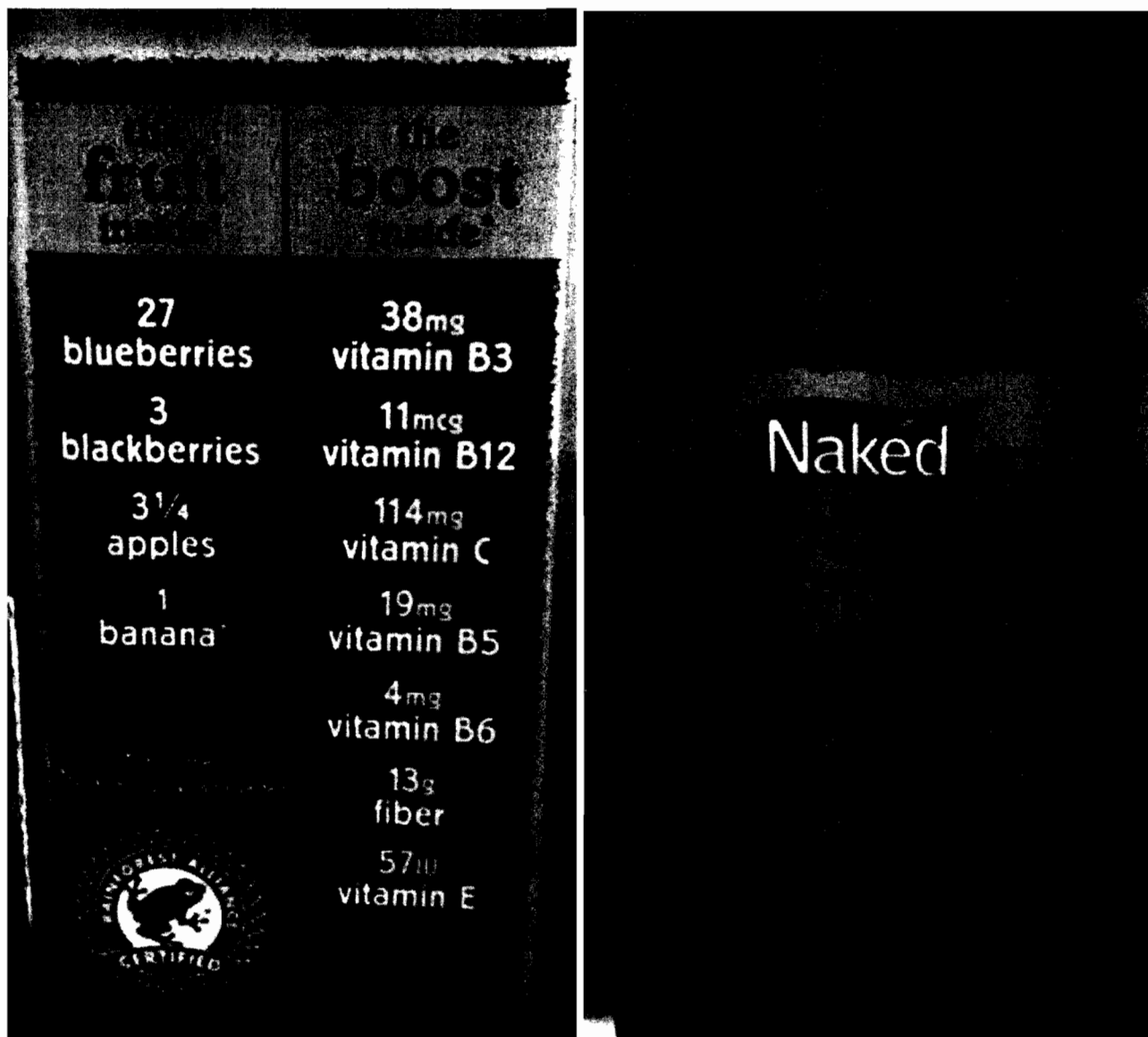
nutrition facts
Serving Size 12 oz (355 mL)
Calories per Container About 120

PER 12 OZ (355 mL)	
Total Fat	0g
Total Sugar	25g
Total Protein	0g
Total Fiber	0g
Total Vitamin C	100%
Total Vitamin A	100%
Total Calcium	100%
Total Iron	100%
Total Potassium	100%
Total Magnesium	100%
Total Zinc	100%
Total Selenium	100%
Total Manganese	100%
Total Copper	100%
Total Boron	100%
Total Silicon	100%
Total Vanadium	100%
Total Chromium	100%
Total Molybdenum	100%
Total Nickel	100%
Total Cobalt	100%
Total Cadmium	100%
Total Lead	100%
Total Arsenic	100%
Total Mercury	100%
Total Aluminum	100%
Total Bismuth	100%
Total Antimony	100%
Total Tellurium	100%
Total Barium	100%
Total Beryllium	100%
Total Cadmium	100%
Total Calcium	100%
Total Chlorine	100%
Total Chromium	100%
Total Cobalt	100%
Total Copper	100%
Total Fluorine	100%
Total Gallium	100%
Total Germanium	100%
Total Gold	100%
Total Hafnium	100%
Total Helium	100%
Total Hydrogen	100%
Total Iodine	100%
Total Iron	100%
Total Lead	100%
Total Lithium	100%
Total Magnesium	100%
Total Manganese	100%
Total Mercury	100%
Total Molybdenum	100%
Total Nickel	100%
Total Nitrogen	100%
Total Potassium	100%
Total Selenium	100%
Total Silicon	100%
Total Sulfur	100%
Total Tantalum	100%
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Total Thallium	100%
Total Vanadium	100%
Total Vanadium	100%
Total Zinc	100%
Total Zirconium	100%

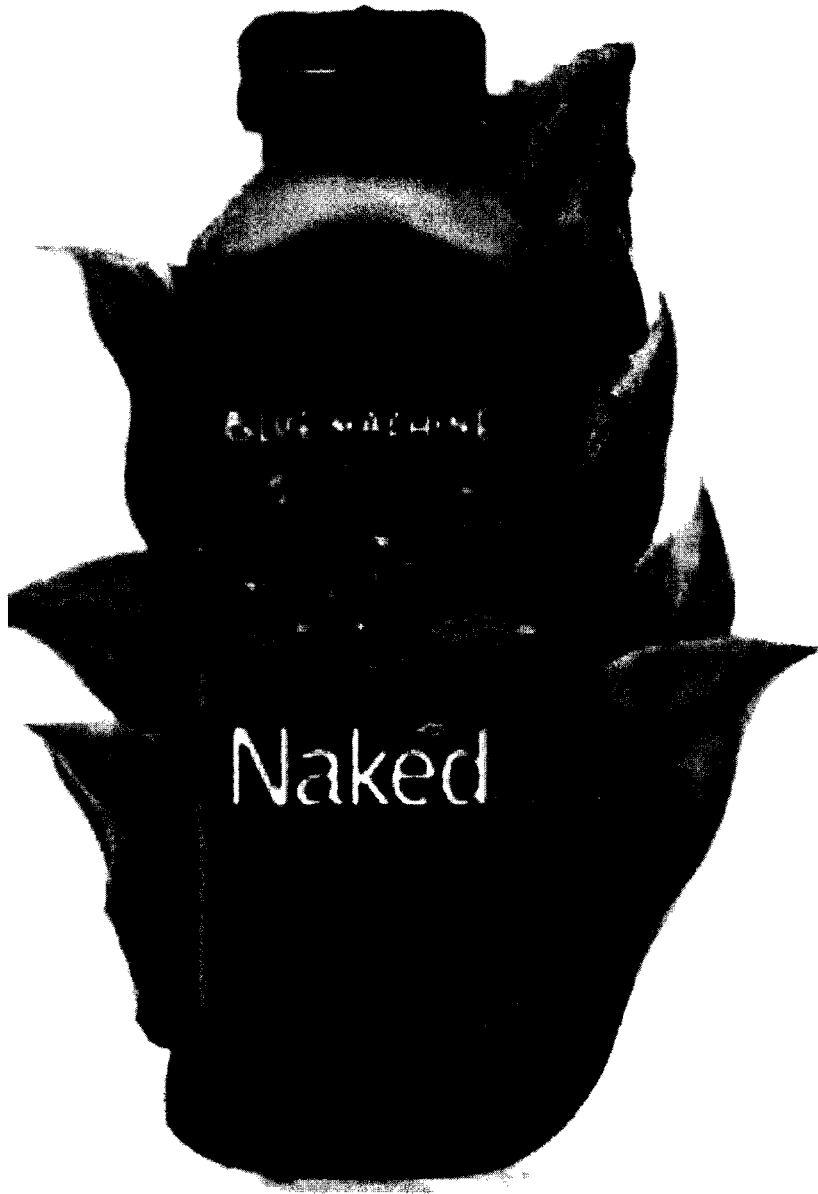
8259272715 2



Blue Machine side labels



Naked Juice





Nutrition Facts	
Serving Size 8 fl oz (240ml)	
Servings Per Container About 2	
Amount Per Serving	
Calories 140	Calories from Fat 0
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 25mg	1%
Potassium 40mg	10%
Total Carbohydrate 22g	10%
Dietary Fiber 0g	0%
Sugars 22g	
Protein 2g	
Vitamin A 100% • Vitamin C 100%	
Calcium 2% • Iron 2%	
Vitamin E 100% • Vitamin B6 25%	
Vitamin B12 25% • Zinc 25%	
Zinc 25%	

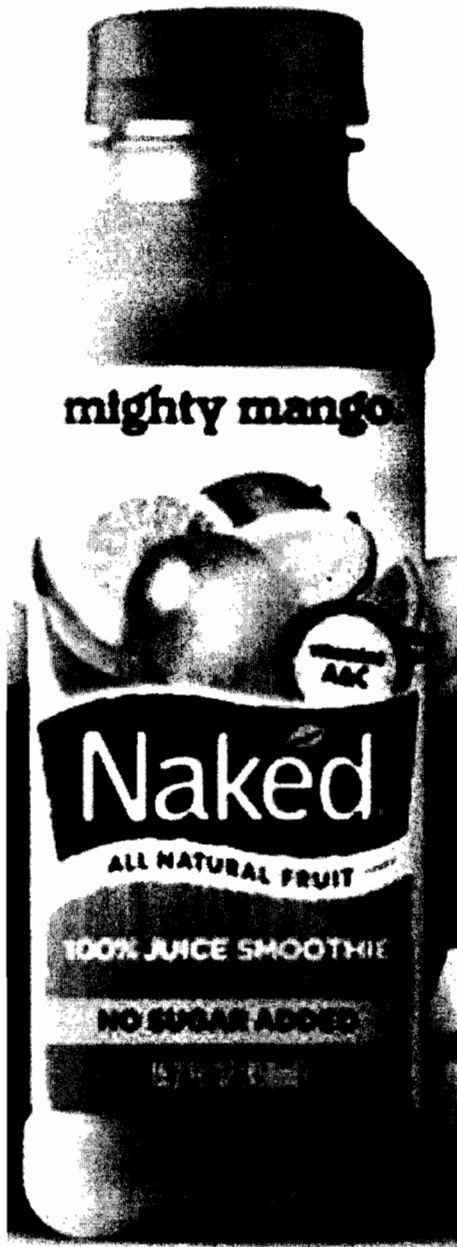
*Percent Daily Values are based on a diet of whole fruits.

shake well!

separation is natural
 because we use only real fruit juice. (We do not use artificial flavors, colors, or preservatives.)
 100% NATURAL FRUIT JUICE SMOOTHIE. NO SUGAR ADDED.
 ONLY THE BEST FRUIT AND VEGETABLES. NO ARTIFICIAL FLAVORS OR COLORS. NO PRESERVATIVES. JUST PURE, DELICIOUS TASTE.

BUY ONE NAKED JUICE CO. BOTTLE. GET ONE FREE. SEE BACK OF BOTTLE FOR DETAILS.
 LIMITED TO 1 BOTTLE PER CUSTOMER. WHILE SUPPLIES LAST.
 HI, ME, SC, DEP. CA CASH REFUND.





100% Juice

shake well!
 refrigerated for freshness

INGREDIENTS: WATER, FRUIT
 APPLE JUICE, ORANGE JUICE,
 MANGO PULP, LEMON JUICE,
 NATURAL FLAVORS, WITH
 CITRIC ACID

100% JUICE SMOOTHIE
 NO SUGAR ADDED

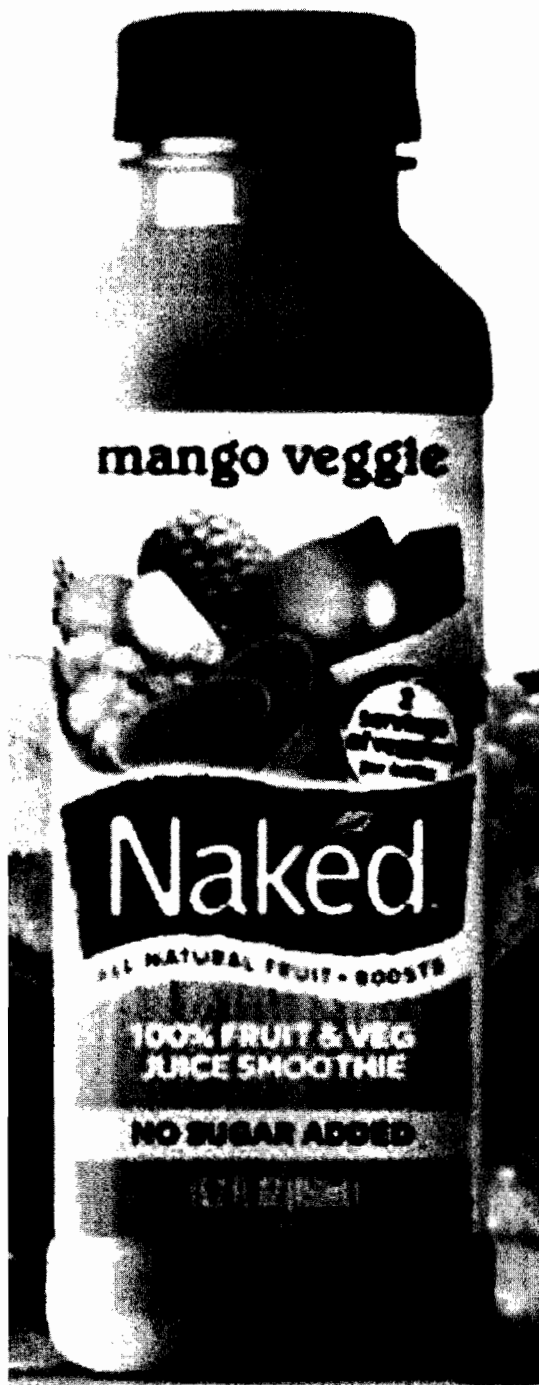
Nutrition Facts	
Serving Size 8 fl oz (236mL)	
Servings Per Container About 2	
Amount Per Serving	
Calories 100	Calories from Fat 0
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	0%
Cholesterol 0mg	0%
Sodium 0mg	0%
Potassium 30mg	1%
Total Carbohydrate 30g	12%
Dietary Fiber 0g	0%
Sugar 30g	
Protein 1g	
Vitamin A 100% • Vitamin C 100%	
Calcium 25% • Iron 25%	
Percent Daily Values are based on a diet of other people's secrets.	

shake well!

INGREDIENTS: WATER, FRUIT
 APPLE JUICE, ORANGE JUICE,
 MANGO PULP, LEMON JUICE,
 NATURAL FLAVORS, WITH
 CITRIC ACID

©2005 NAKED JUICE CO.
 ALL RIGHTS RESERVED.
 MADE IN THE USA.
 100% JUICE SMOOTHIE
 NO SUGAR ADDED





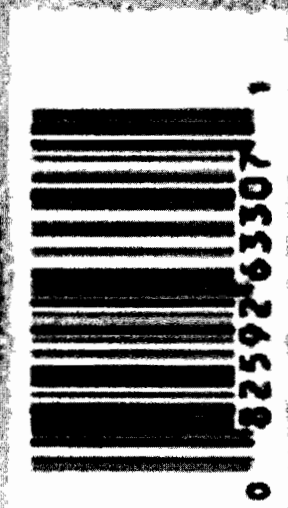
Nutrition Facts	
Serving Size 8.1 oz (230mL)	
Servings Per Container About 2	
Amount Per Serving	
Calories 150 Calories from Fat 10	
% Daily Value	
Total Fat 1.0g	2%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 35mg	7%
Potassium 420mg	12%
Total Carbohydrate 30g	6%
Dietary Fiber 5g	20%
Sugars 20g	
Protein 3g	
Vitamins & Minerals: <ul style="list-style-type: none"> Vitamin A 10% • Vitamin C 20% Calcium 4% • Iron 0% Vitamin E 2% • Vitamin K 1% Vitamin B1 2% • Vitamin B2 2% Vitamin B6 2% 	

*Percent Daily Values are based on a diet of other people's secrets.

shake well!

Ingredients: Water, Fruit, Juice, Sugar, Natural Flavors, Acids, and other natural ingredients. Contains 2% or more of the following vitamins: Vitamin A, Vitamin C, Vitamin E, Vitamin K, Vitamin B1, Vitamin B2, Vitamin B6.

HI, ME 5¢ DEP
CA CASH REFUND





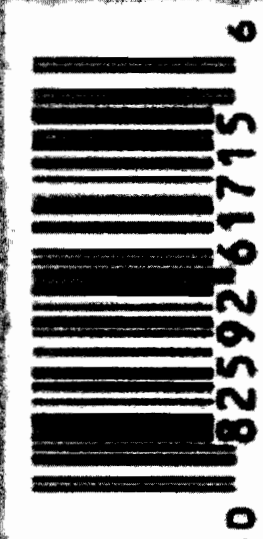
Nutrition Facts
 Serving Size 8 fl oz (240mL)
 Servings Per Container About 2

Amount Per Serving	
Calories 100	Calories from Fat 0
% Daily Value*	
Total Fat 1g	2%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 5mg	1%
Potassium 110mg	2%
Total Carbohydrate 5g	10%
Dietary Fiber 0g	0%
Sugars 3g	
Protein 1g	
*Percent Daily Values are based on a diet of whole fruits.	

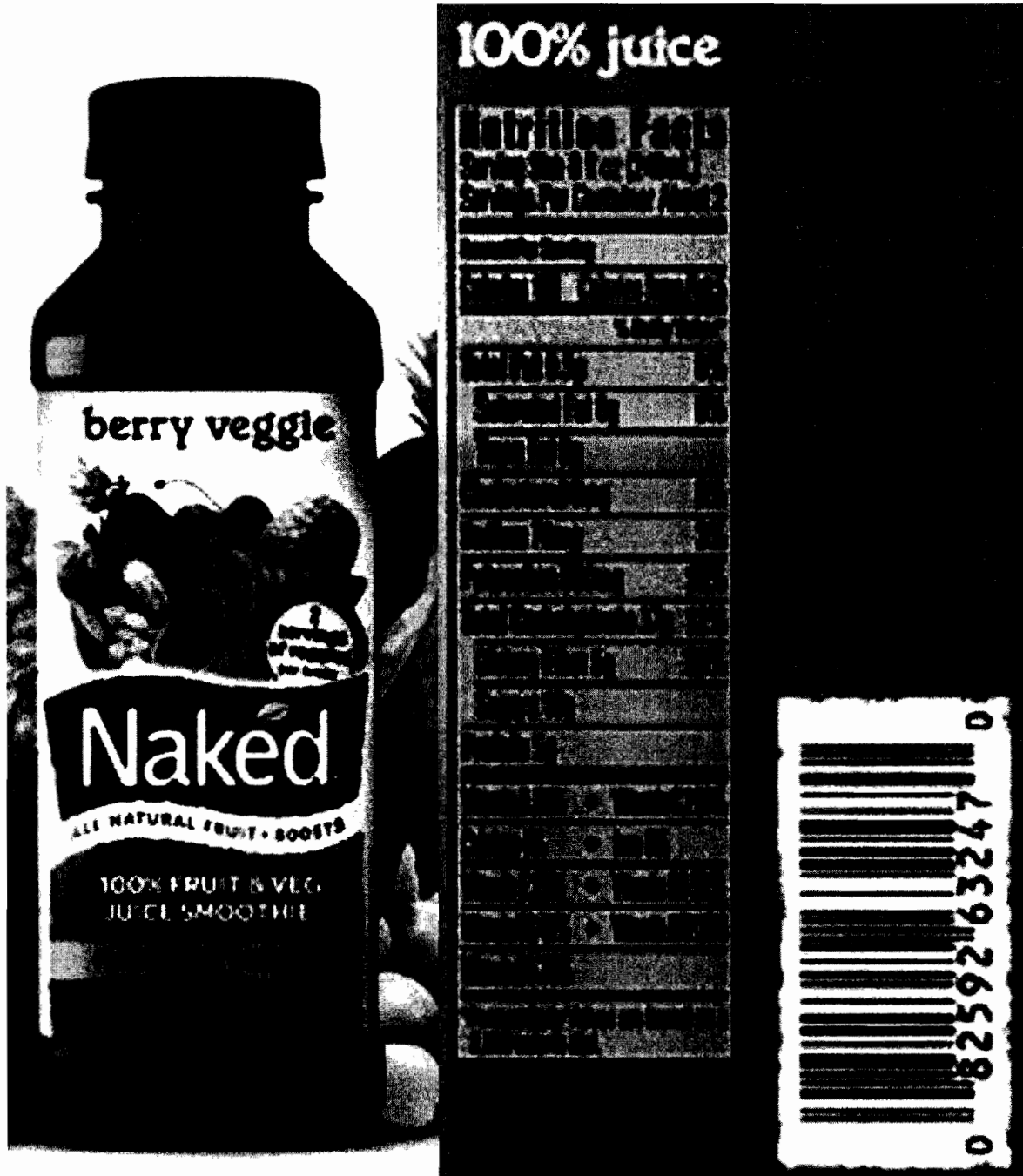
shake well!

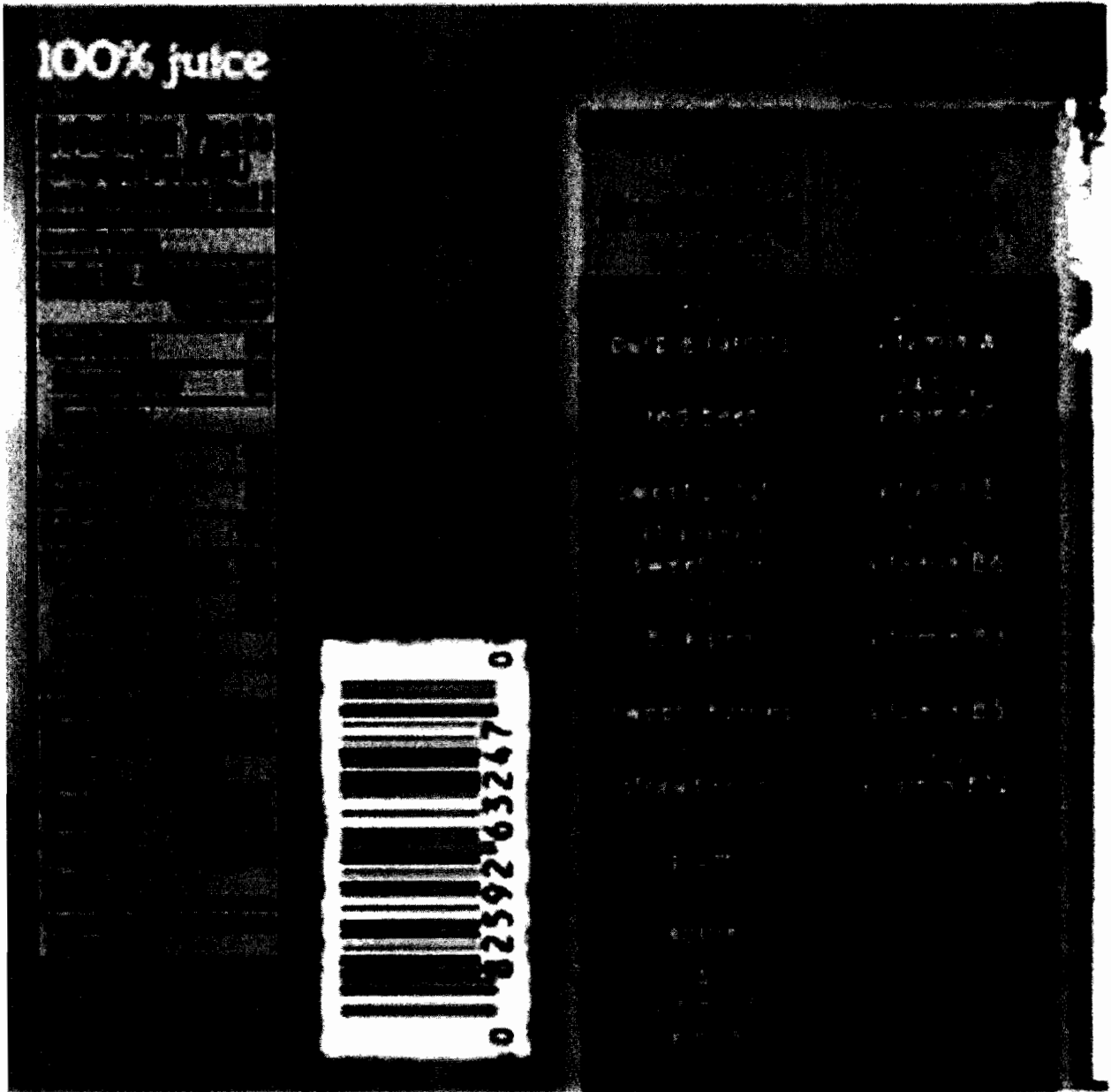
Ingredients: POMEGRANATE JUICE CONCENTRATE (WATER, POMEGRANATE JUICE CONCENTRATE, VITAMIN C), açai JUICE CONCENTRATE, WATER, SUGAR, NATURAL FLAVORS, NATURAL COLORS, POTASSIUM CITRATE, SODIUM CITRATE, SODIUM BIPHOSPHATE, SODIUM PHOSPHATE, SODIUM ASCORBATE, SODIUM CITRATE, SODIUM ACETATE, SODIUM TARTRATE, SOY LECITHIN.

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Naked Juice





Happy Deliciously Probiotic
Happy immune system.
Happier you.

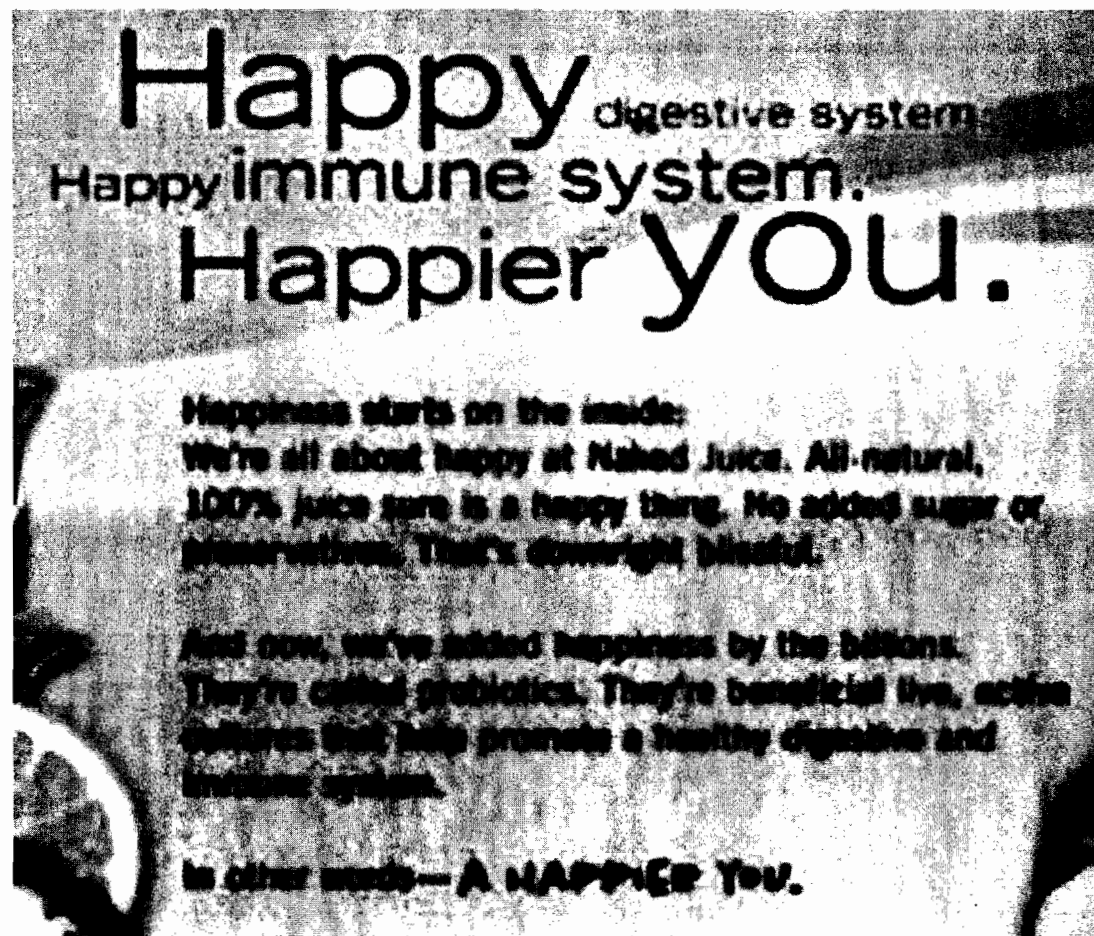
100% Juice with a happy probiotic. The added sugar is from natural fruit.

Just pure, 100% juice. Supplemented by 10 billion probiotics for a happy immune system. Probiotics help your body absorb nutrients and help prevent a variety of digestive and immune system issues.

In four weeks... A happier you.

100% Juice with Probiotic Juice

The advertisement features a central image of a bottle of Naked Probiotic Juice. The bottle is white with a black label that reads 'Naked Probiotic'. To the left of the bottle is a bowl of sliced citrus fruit, including lemons and oranges. To the right of the bottle is a small sign on a wooden stick that says '100% Juice with Probiotic Juice'. The background is a dark, textured surface.

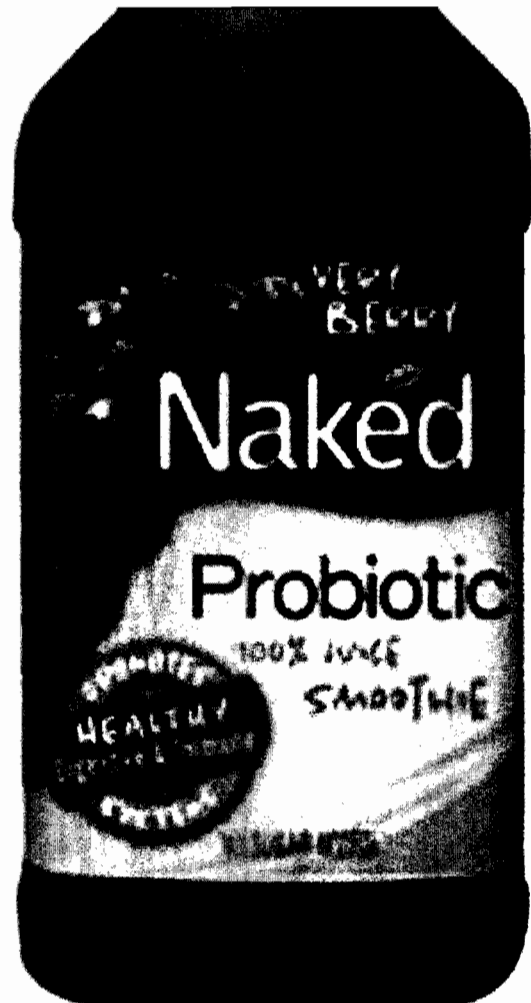
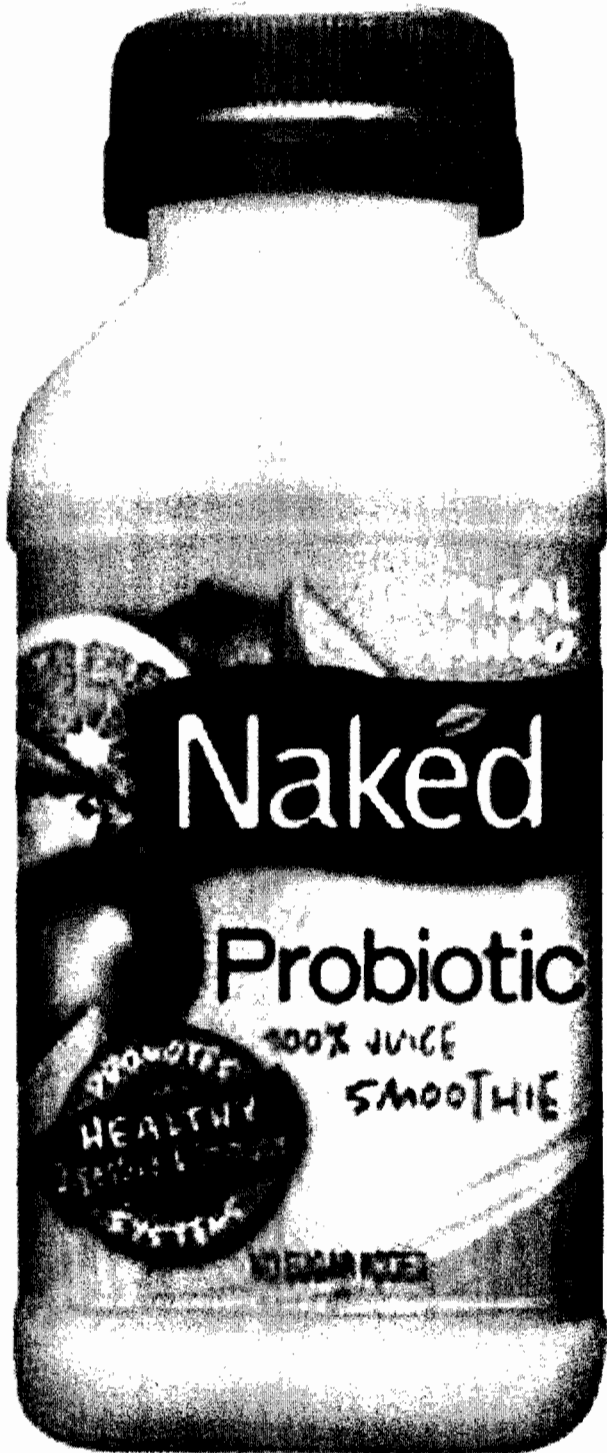


Happy digestive system.
Happy immune system.
Happier YOU.

Happiness starts on the inside:
We're all about happy at Naked Juice. All-natural, 100% juice sure is a happy thing. No added sugar or preservatives. That's downright blissful.

And now, we've added happiness by the billions.
They're called probiotics. They're beneficial live, active cultures that help promote a healthy digestive and immune system.

In other words—A HAPPIER YOU.





Nutrition Facts
 Serving Size 8.9 oz (249ml)
 Servings Per Container About 2

Amount Per Serving

Calories 120	Calories from Fat 0
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 10mg	2%
Potassium 30mg	1%
Total Carbohydrate 28g	8%
Dietary Fiber 0g	0%
Sugars 24g	
Protein 1g	
Vitamins & Minerals	
Vitamin A 5%	Vitamin C 25%
Calcium 2%	Iron 2%

*Percent Daily Values are based on a diet of whole fruits.

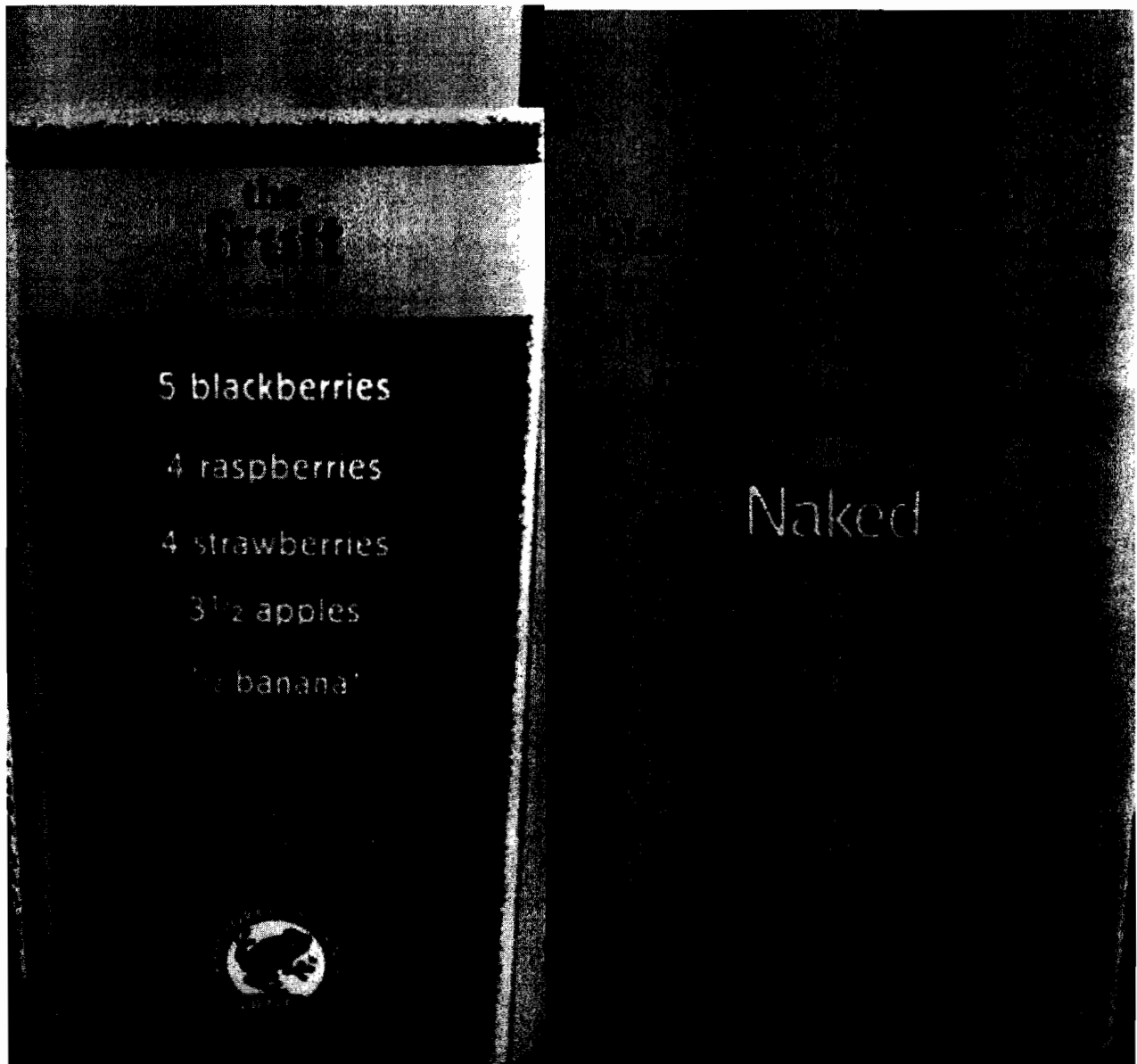
shake well!

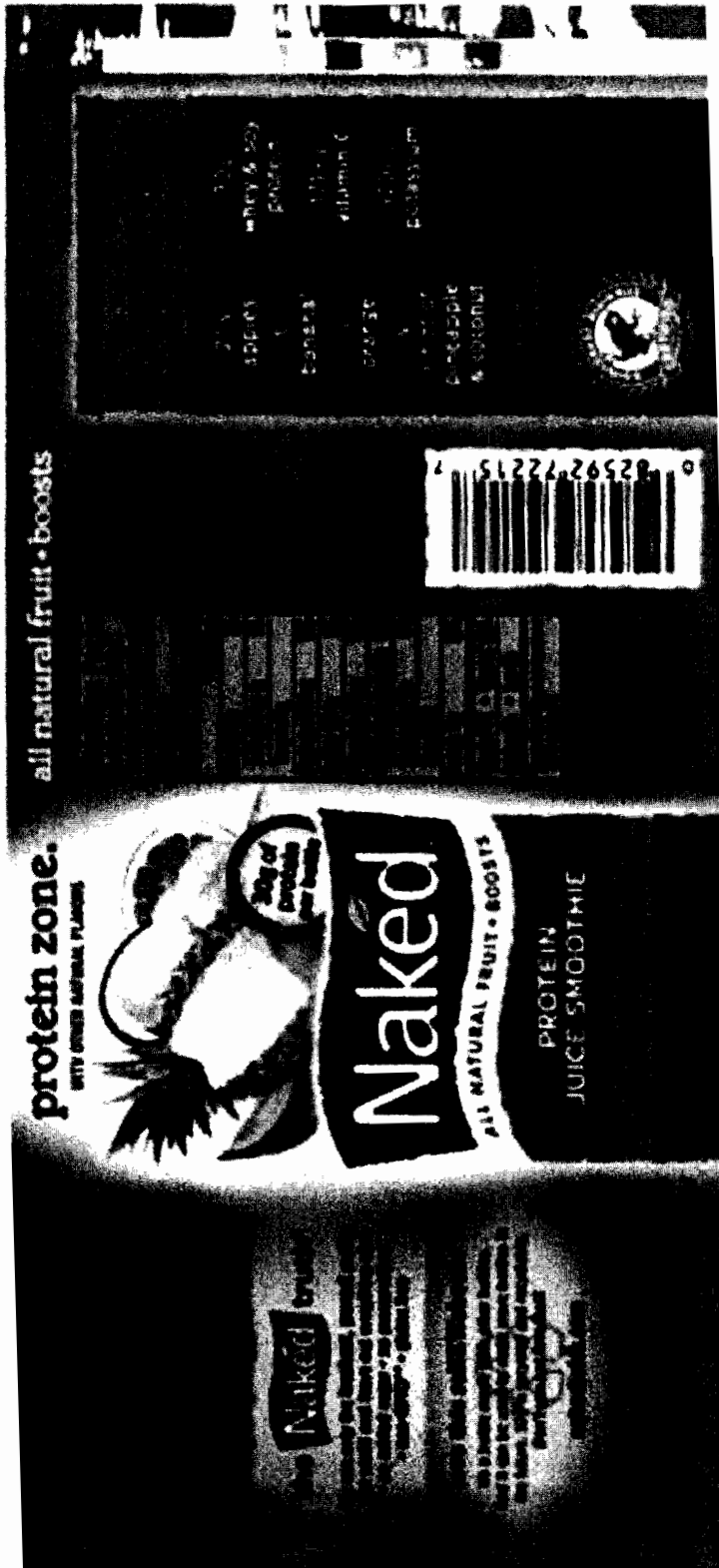
INGREDIENTS: APPLE JUICE, BANANA PUREE, STRAWBERRY PUREE, BLACKBERRY PUREE, RASPBERRY PUREE, NATURAL FLAVORS.

100% NATURAL JUICE. NO SUGAR ADDED. NO ARTIFICIAL FLAVORS OR COLORS. 100% NATURAL JUICE. NO SUGAR ADDED. NO ARTIFICIAL FLAVORS OR COLORS.

IN THE US: DEP. CA CASH REFUND

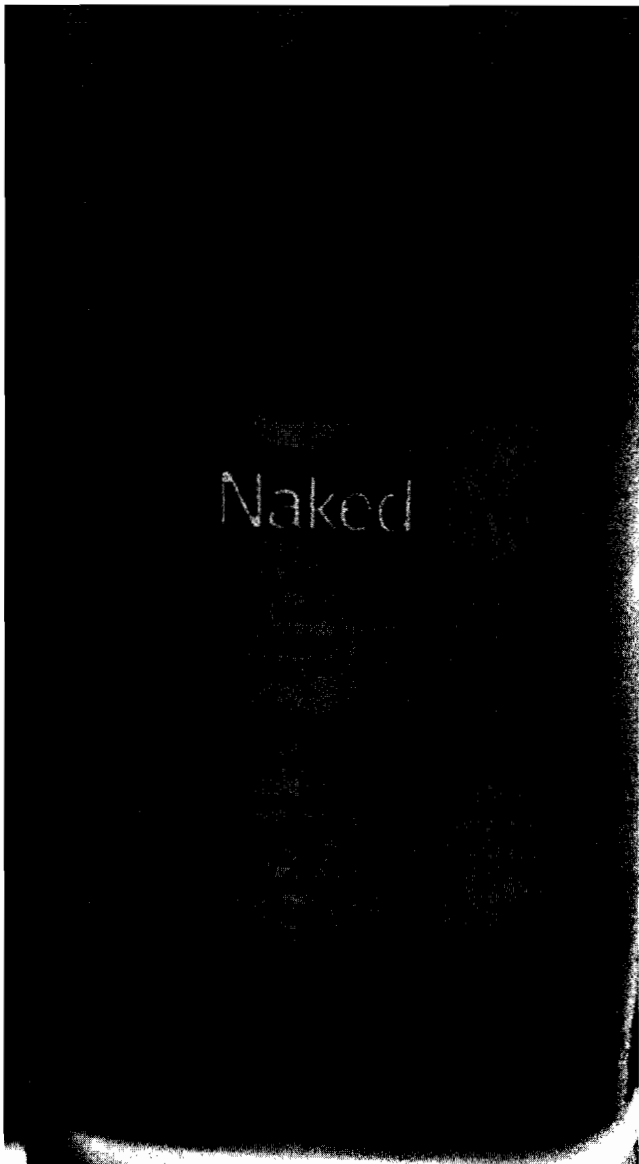
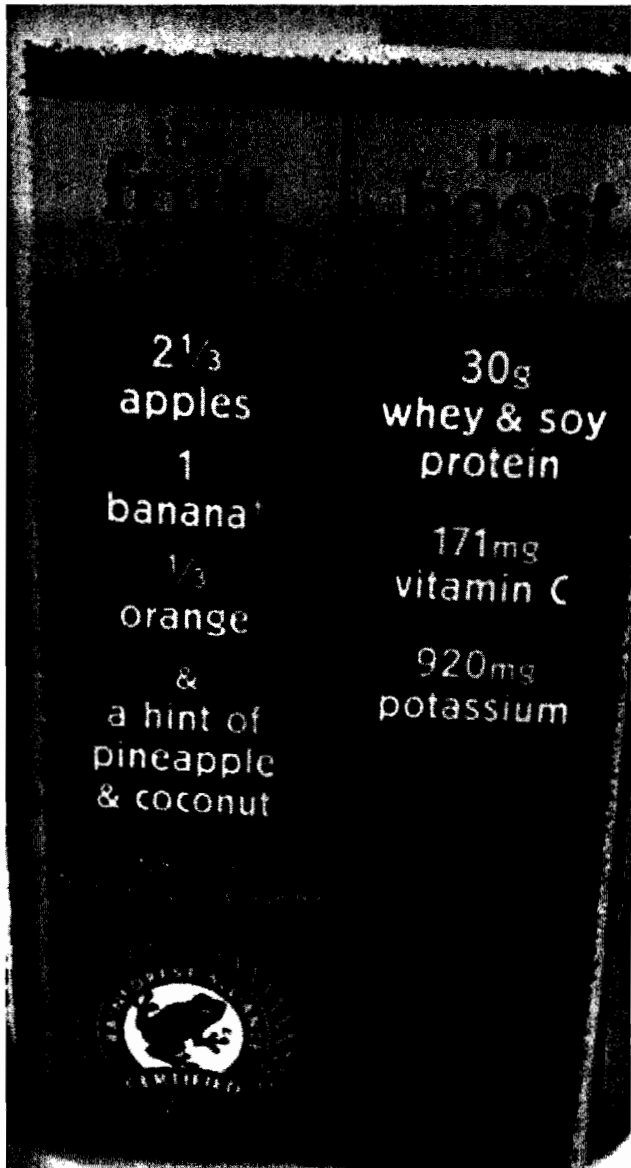
Berry Blast side labels

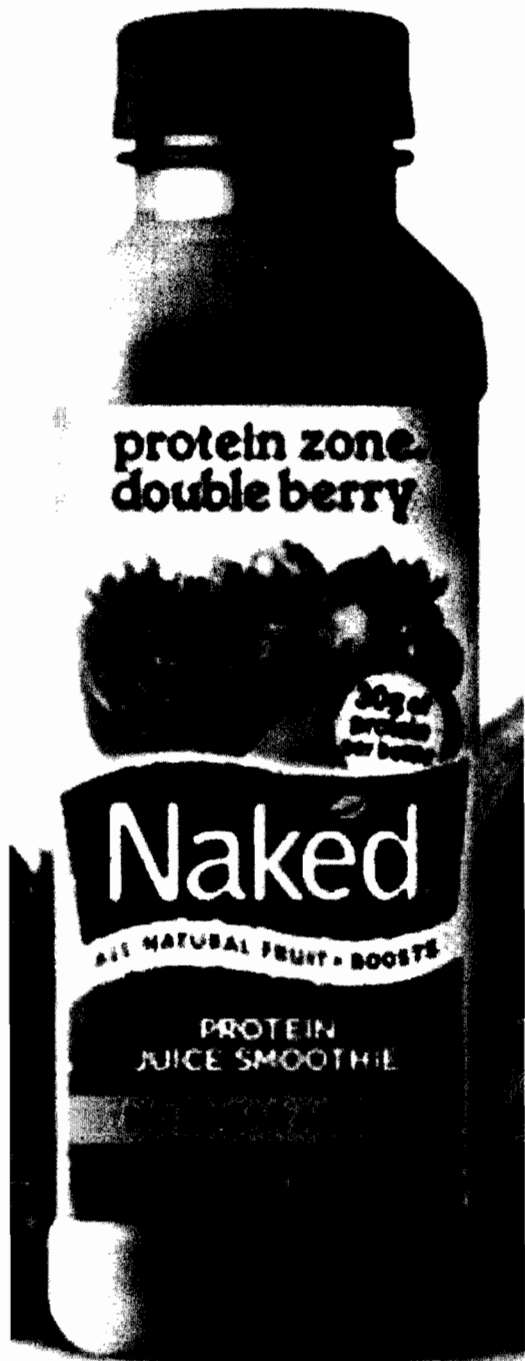




Naked Juice

Protein Zone side labels





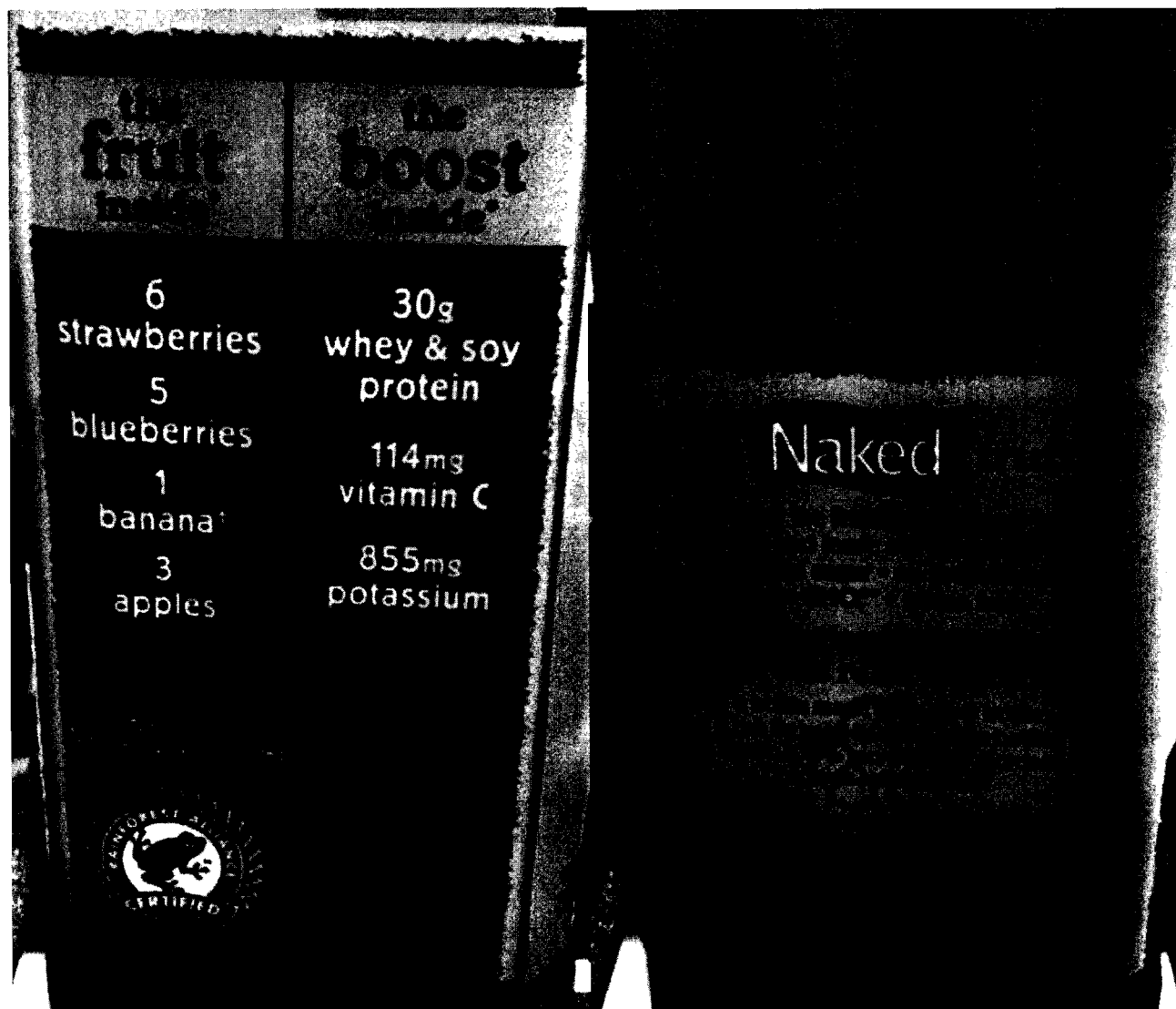
all natural fruit + boosts

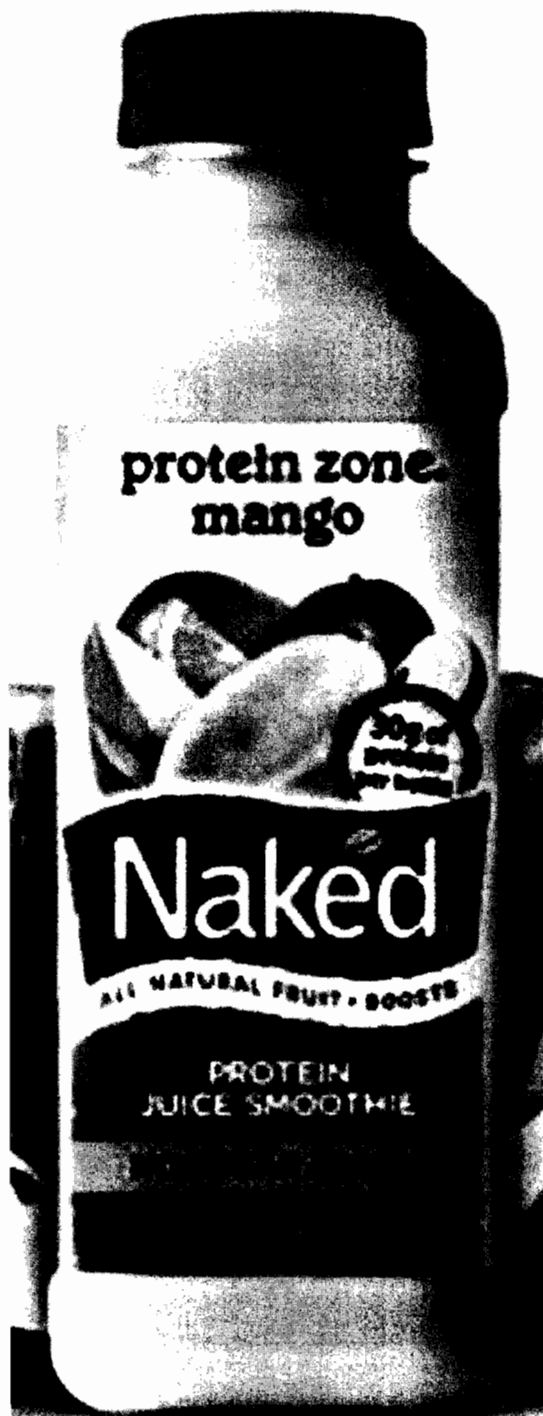
nutrition facts

per 8 fl oz (240 mL)	
Total Protein	30g
Total Sugar	15g
Total Fat	0g
Total Fiber	5g
Total Carbohydrate	20g
Total Calcium	100mg
Total Iron	10mg
Total Vitamin C	100%
Total Vitamin A	100%
Total Potassium	100%
Total Magnesium	100%
Total Zinc	100%
Total B12	100%
Total B6	100%
Total Folate	100%
Total Niacin	100%
Total Thiamine	100%
Total Riboflavin	100%
Total Phosphorus	100%
Total Selenium	100%
Total Manganese	100%
Total Copper	100%
Total Molybdenum	100%
Total Chlorine	100%
Total Sulfur	100%
Total Iodine	100%
Total Fluoride	100%
Total Boron	100%
Total Silicon	100%
Total Vanadium	100%
Total Chromium	100%
Total Nickel	100%
Total Cobalt	100%
Total Manganese	100%
Total Selenium	100%
Total Copper	100%
Total Molybdenum	100%
Total Chlorine	100%
Total Sulfur	100%
Total Iodine	100%
Total Fluoride	100%
Total Boron	100%
Total Silicon	100%
Total Vanadium	100%
Total Chromium	100%
Total Nickel	100%
Total Cobalt	100%

0 82592 63195 4

Protein Zone Double Berry side labels





all natural fruit + boosts

Nutrition Facts
Serving Size 1 Bottle (500ml)
Amount Per Serving

Total Protein	30g
Total Fruit	100g
Total Sugar	10g
Total Fat	0g
Total Fiber	0g
Total Calories	100
% Daily Value*	
Total Protein	60%
Total Fruit	20%
Total Sugar	20%
Total Fat	0%
Total Fiber	0%
Total Calories	20%

0 82592 63228 9

all natural fruit+boosts

Nutrition Facts	
Serving Size 8.8 fl oz (250ml)	
Servings Per Container About 2	
Total Fat	0g
Total Sugar	22g
Total Protein	30g
Total Vitamin A	11742 IU
Total Vitamin C	287mg
Total Vitamin E	82 IU
Total Potassium	763mg
Total Fiber	0g
Total Calcium	0mg
Total Iron	0mg
Total Zinc	0mg
Total Magnesium	0mg
Total Phosphorus	0mg
Total Sodium	0mg
Total Chloride	0mg
Total Sulfate	0mg
Total Nitrate	0mg
Total Nitrite	0mg
Total Acids	0mg
Total Alkaloids	0mg
Total Steroids	0mg
Total Polyphenols	0mg
Total Flavonoids	0mg
Total Anthocyanins	0mg
Total Carotenoids	0mg
Total Polyphenols	0mg
Total Flavonoids	0mg
Total Anthocyanins	0mg
Total Carotenoids	0mg



the fruit inside

the boost inside

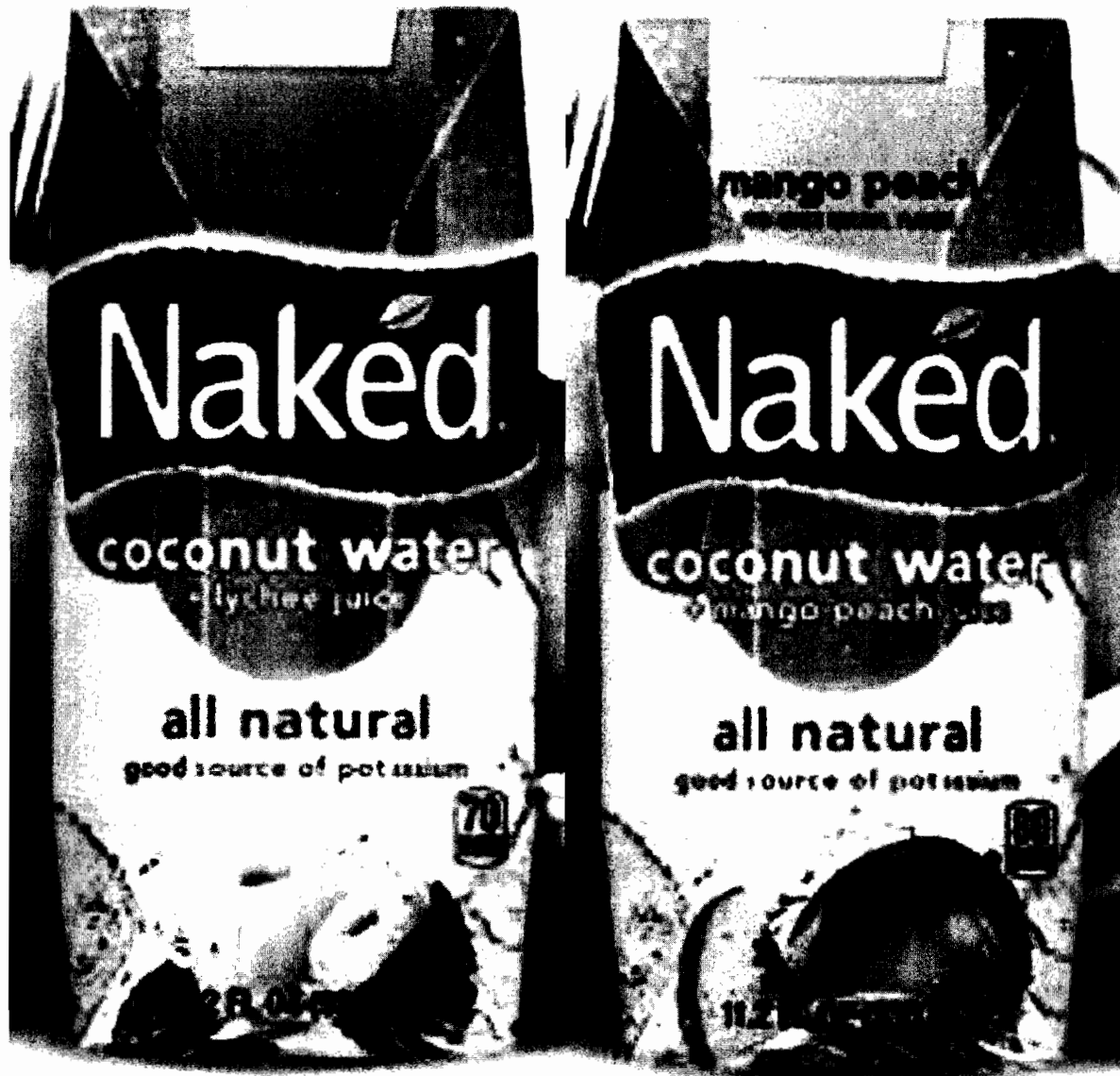
- 3/4 mango
- 1 orange
- 1/2 banana
- 1 3/4 apples

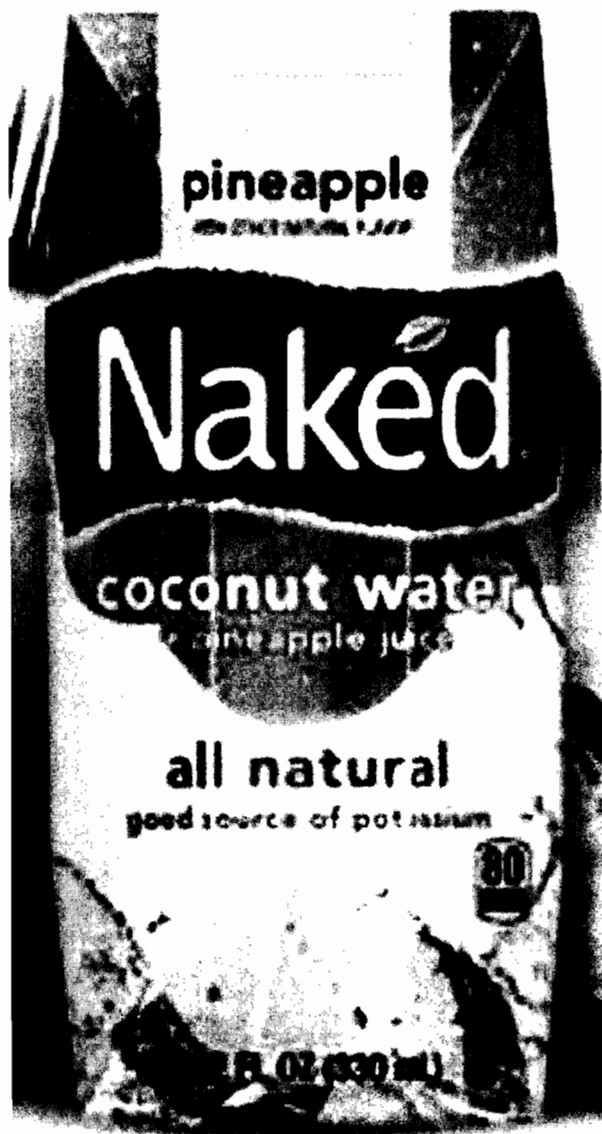
- 30g whey & soy protein
- 11742 IU vitamin A
- 287mg vitamin C
- 82 IU vitamin E
- 763mg potassium

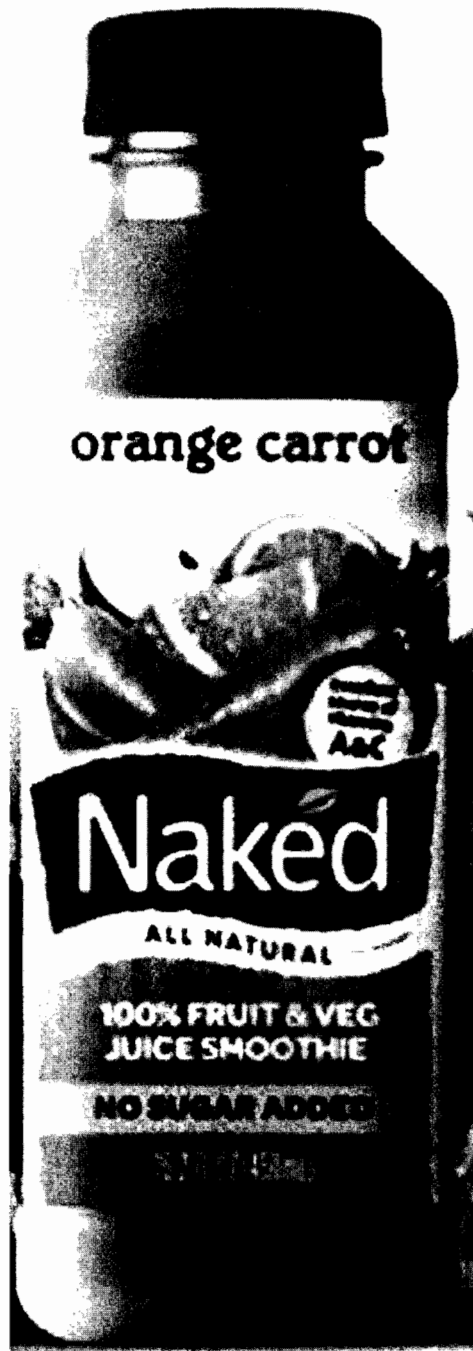


Naked Juice









100% juice

shake well!

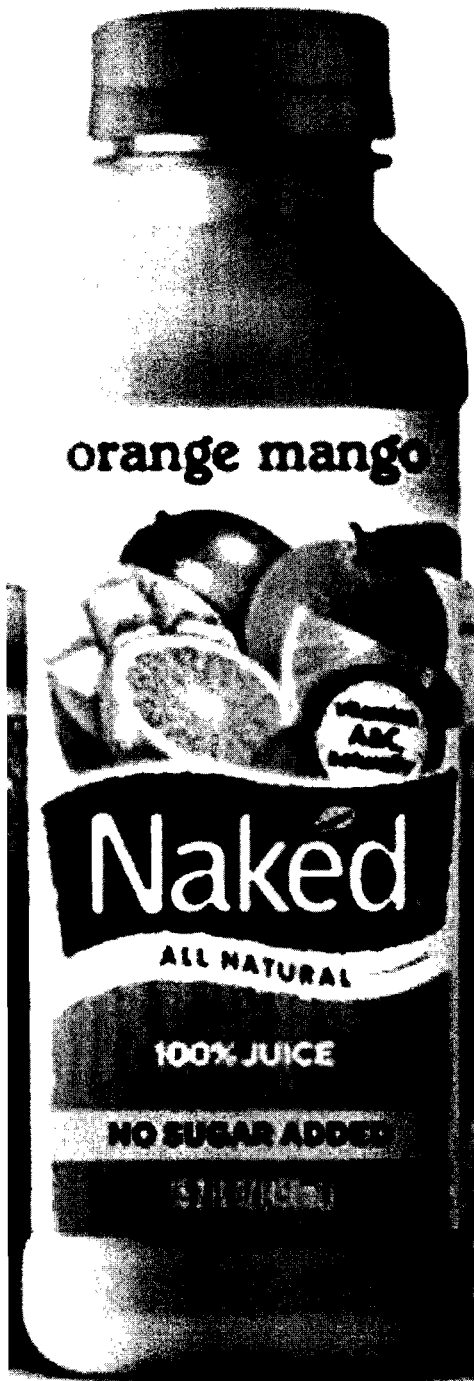
Nutrition Facts
 Serving Size 8.3 oz (240ml)
 Servings Per Container About 2

Amount Per Serving	
Calories 120 Calories from Fat 0	
% Daily Value*	
Total Fat 1g	2%
Saturated Fat 1g	2%
Trans Fat 0g	0%
Cholesterol 0mg	0%
Sodium 25mg	1%
Potassium 40mg	1%
Total Carbohydrate 25g	5%
Dietary Fiber 1g	2%
Sugars 20g	40%
Protein 1g	2%

*Percent Daily Values are based on a diet of other people's secrets.

8259263232

0 6



Orange Juice

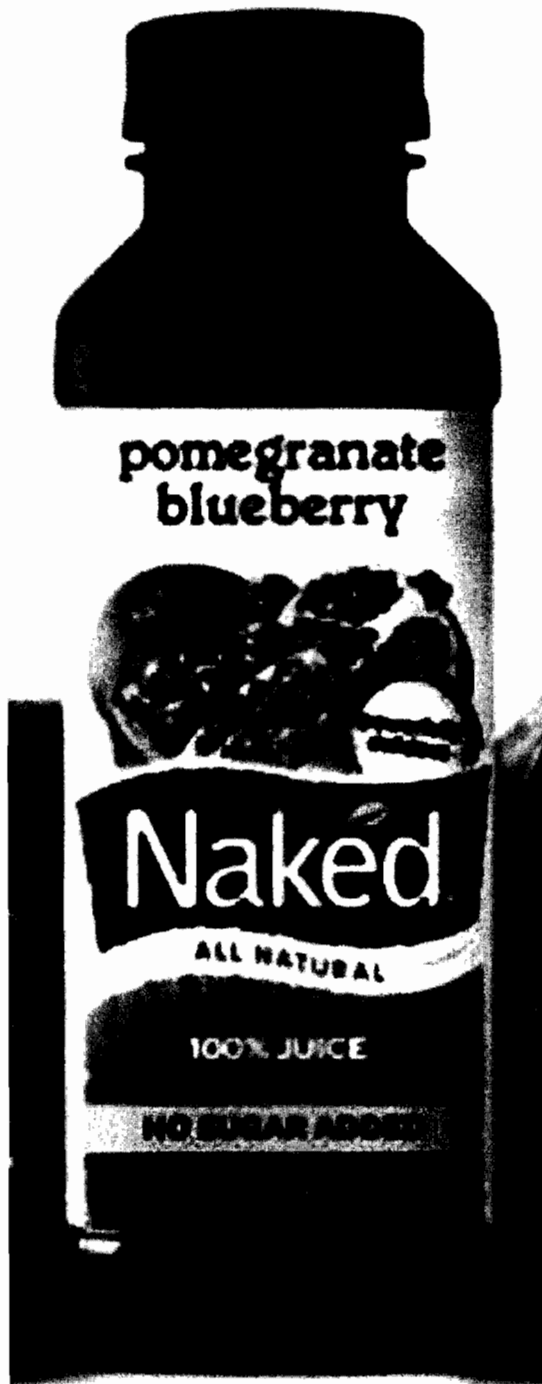
shake well!
 refrigerated juice
 concentrate juice
 100% juice blend
 100% juice blend

Nutrition Facts	
Serving Size 8 fl oz (240ml)	
Servings Per Container About 2	
Amount Per Serving	
Calories 20	Calories from Fat 0
<i>% Daily Value*</i>	
Total Fat 0g	0%
Saturated Fat 0g	0%
Total Carb 0g	0%
Cholesterol 0mg	0%
Sodium 0mg	0%
Potassium 0mg	0%
Total Antioxidants 0g	0%
Dietary Fiber 0g	0%
Sugar 0g	
Protein 0g	
*Percent Daily Values are based on a diet of whole fruits.	

shake well!
 refrigerated juice
 concentrate juice
 100% juice blend
 100% juice blend

NO SUGAR ADDED

CA CASH REFUND



100% Juice

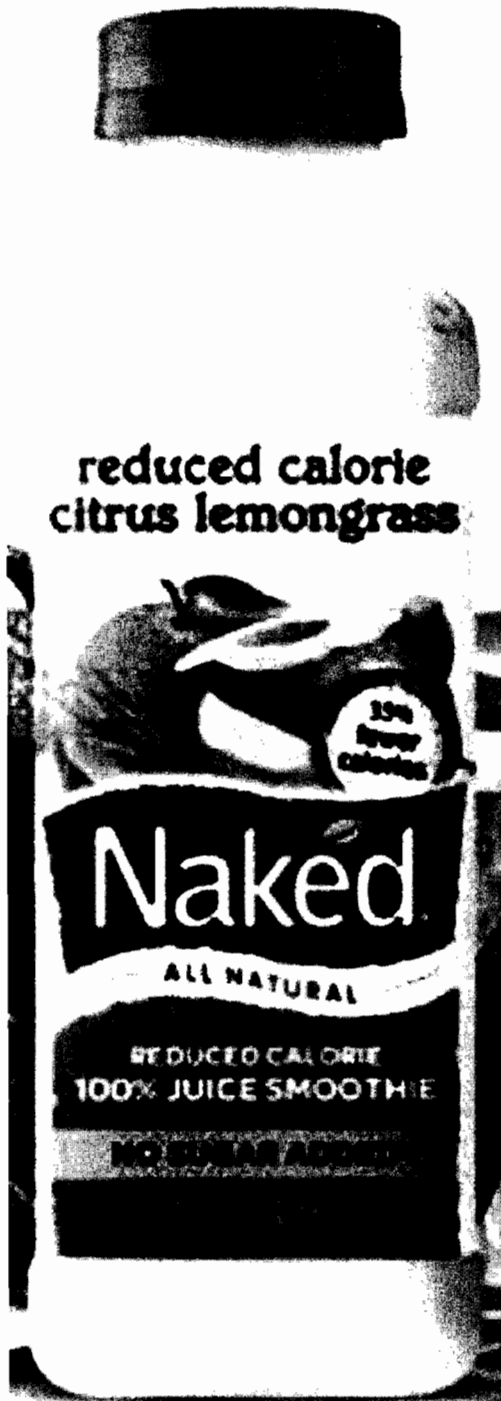
shake well!

Preparation instructions and other text are present but mostly illegible due to the high contrast of the scan.

Nutrition Facts	
Serving Size 8 fl oz (240ml)	
Servings Per Container About 2	
Amount Per Serving	
Calories 150	Calories from Fat 0
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 20mg	1%
Potassium 200mg	4%
Total Carbohydrate 30g	6%
Dietary Fiber 0g	0%
Sugars 30g	
Protein 0g	
Vitamin A 0% = 0mcg	0%
Calcium 2% = 20mg	0%

*Percent Daily Values are based on a diet of other people's secrets.

Barcode: 0 82592 61615 9



100% juice

shake well!

separation is natural
 INGREDIENTS: ORANGE JUICE,
 APPLE JUICE, COCONUT WATER,
 LEMON JUICE, LEMONGRASS
 EXTRACT

CONTAINS: COCONUT

This delicious smoothie
 100 calories/8 oz serving.
 Regular Naked Juice smoothies
 average 151 calories/8 oz serving.

DIET BY: NAKED JUICE CO.
 BOSTON, MA 02116
 © 2001 NAKED JUICE CO.

THIS PRODUCT HAS BEEN
 CERTIFIED PASTEURIZED
 FOR YOUR PROTECTION. CALL
 877-250-4137

HI, ME 5¢ DEP
 CA CASH REFUND

Nutrition Facts

Serving Size 8 fl oz (240ml)
 Servings Per Container About 2

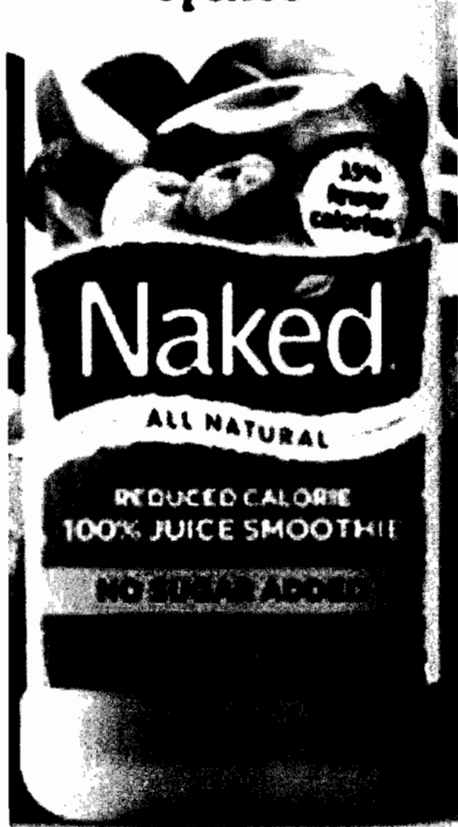
Amount Per Serving	
Calories 100	
Calories from Fat 0	
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 25mg	1%
Potassium 300mg	11%
Total Carbohydrate 24g	8%
Dietary Fiber 0g	0%
Sugars 21g	
Protein 0g	
Vitamin A 0% • Vitamin C 0% Calcium 2% • Iron 0% Magnesium 0% • Phosphorus 0%	
*Percent Daily Values are based on a diet of other people's secrets.	

All sugars are found naturally in the fruit.
 Not a low calorie food.





reduced calorie
lychee



100% juice

shake well!

separation is natural
 INGREDIENTS: COCONUT WATER,
 APPLE JUICE, MANGO PUREE,
 ORANGE JUICE, PEACH PUREE,
 LYCHEE PUREE, NATURAL
 FLAVORS.

Nutrition Facts	
Serving Size 8.9 fl oz (240ml)	
Servings Per Container About 2	
Amount Per Serving	
Calories 150	Calories from Fat 0
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 15mg	1%
Potassium 400mg	10%
Total Carbohydrate 23g	8%
Dietary Fiber 0g	0%
Sugars 20g	
Protein 1g	
Vitamin A 10%	Vitamin C 1%
Calcium 2%	Iron 1%
Magnesium 5%	Phosphorus 0%

*Percent Daily Values are based on a diet of other people's secrets.

CONTAINS COCONUT & LYCHEE
 This delicious smoothie
 has 150 calories/8.9 oz serving
 Regular Naked Juice smoothies
 average 157 calories/8.9 oz serving

BEST BY: NAKED JUICE CO.
 MONROVIA, CA 91706
 © 2009 NAKED JUICE CO.
 THIS PRODUCT HAS BEEN
 QUALITY INSPECTED
 CONTACT US FOR MORE INFO CALL
 1-877-926-4237

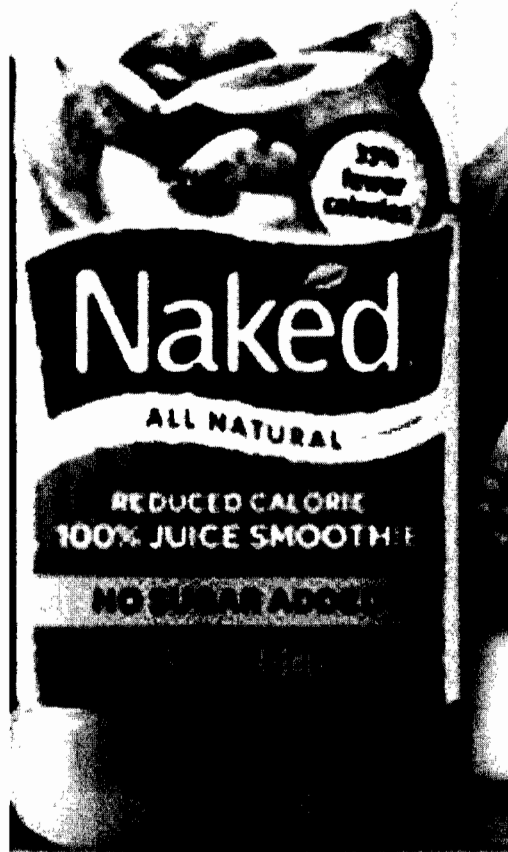
**HI, ME 5¢ DEP
 CA CASH REFUND**



All sugars are found naturally in the fruit.
 Not a low calorie food.



reduced calorie
peach guava



100% juice

Nutrition Facts	
Serving Size 8 fl oz (240ml)	
Servings Per Container About 2	
Amount Per Serving	
Calories 100	Calories from Fat 0
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 40mg	2%
Potassium 110mg	10%
Total Carbohydrate 25g	0%
Dietary Fiber 0g	0%
Sugars 25g	
Protein 1g	
Vitamin A 15%	Vitamin C 0%
Calcium 25%	Iron 25%
Phosphorus 15%	Magnesium 0%

*Percent Daily Values are based on a diet of other people's secrets.

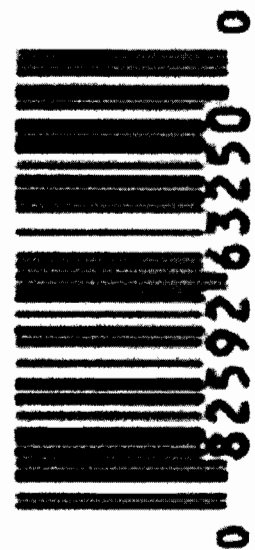
shake well!

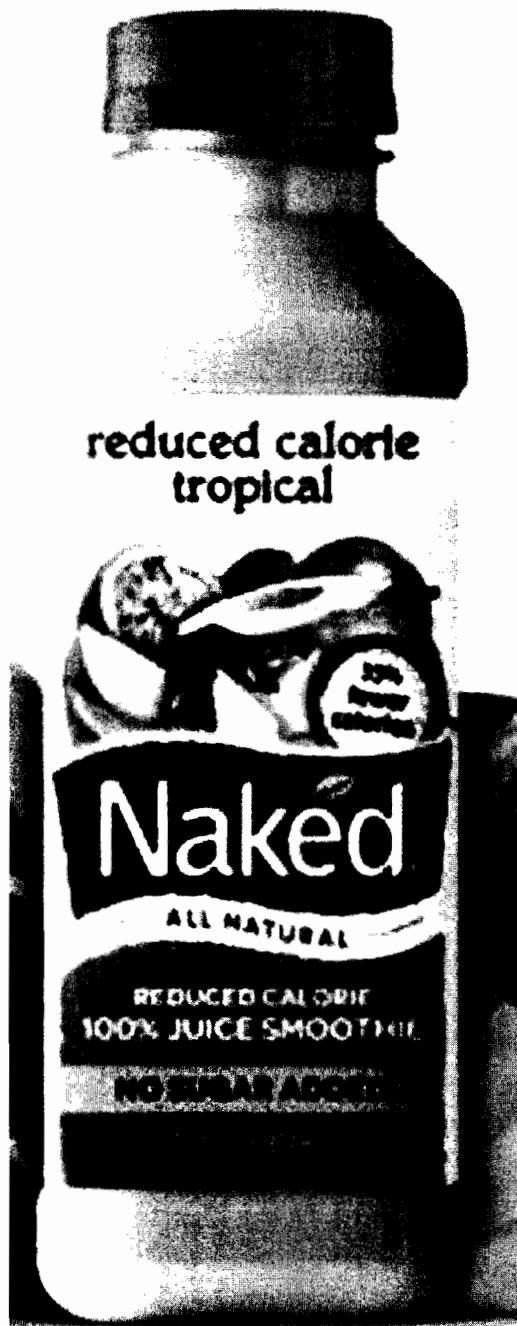
separation is natural
INGREDIENTS: CACAO BEAN, PEACH
PURE, APPLE JUICE, ORANGE JUICE,
RASPBERRY PUREE, GUAVA PUREE, NATURAL
FLAVORS, SALT AND VITAMINE J100
FOR COLOR

CONTAINS SUGAR
This delicious smoothie
100-calories/8 oz serving
Regular Naked Juice smoothies
average 151 calories/8 oz serving

DIST BY: NAKED JUICE CO.
MENDOCINO, CA 95629
©2010 NAKED JUICE CO.
THIS PRODUCT HAS BEEN
GENUINELY PURCHASED
QUESTIONS OR COMMENTS CALL
877-555-4337

HI, ME 5¢ DEP
CA CASH REFUND





100% juice

shake well!

separation is natural
 BLENDED: ORANGE, LEMON, APPLE
 JUICE, PINEAPPLE JUICE, MANGO PUREE,
 MANGO JUICE, MANGO JUICE PUREE,
 PINEAPPLE JUICE, NATURAL
 FLAVORS.

Nutrition Facts

Serving Size 8 fl oz (240ml)
 Servings Per Container About 2

Amount Per Serving	
Calories 100	Calories from Fat 0
% Daily Value*	
Total Fat 0g	0%
Saturated Fat 0g	0%
Trans Fat 0g	
Cholesterol 0mg	0%
Sodium 45mg	2%
Potassium 230mg	6%
Total Carbohydrate 23g	6%
Dietary Fiber 0g	0%
Sugars 20g	
Protein 1g	
Vitamin A 30% • Vitamin C 30%	
Calcium 25% • Iron 25%	
Magnesium 45% • Manganese 25%	

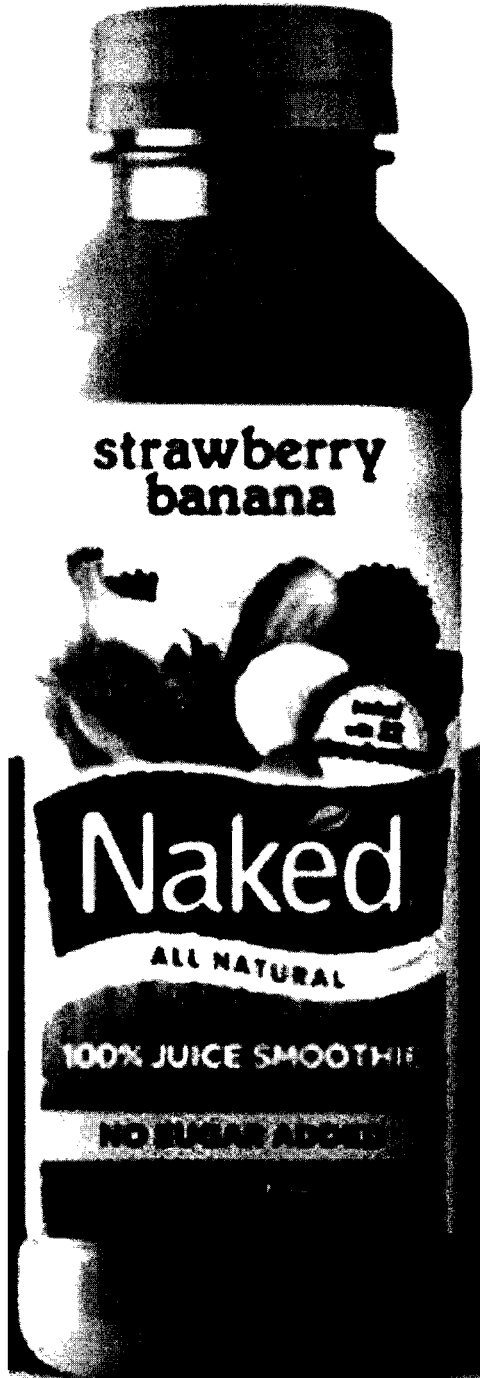
*Percent Daily Values are based on a diet of 2,000 calories a day.
 All sugars are found naturally in the fruit and a few calorie blend.

CONSUMER SERVICE

The official smoothie
 100 calories/8 oz serving
 Regular Naked Juice smoothies
 average 157 calories/8 oz serving

BEST BY: NAKED JUICE CO.
 BODDINGTON, CA 95906
 © 2010 NAKED JUICE CO.
 THIS PRODUCT HAS BEEN
 SEVERELY TESTED
 AND FOUND TO BE SAFE TO CONSUME
 800-777-6666-4237

HI, ME 5C DEP
CA CASH REFUND



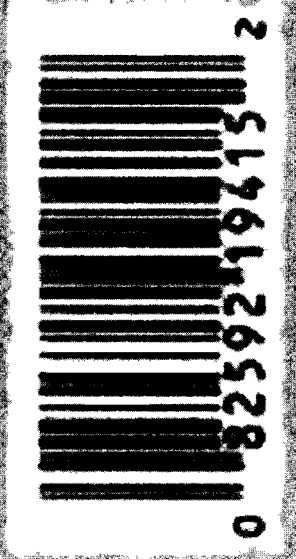
Nutrition Facts
 Serving Size 8 fl oz (240ml)
 Servings Per Container About 2

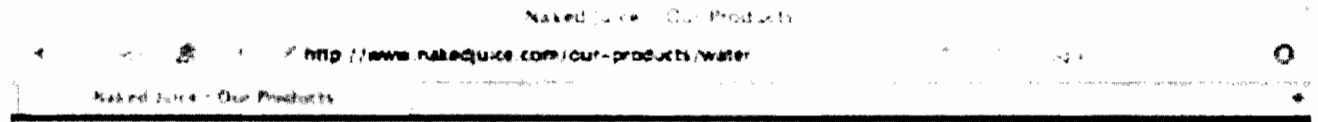
Amount Per Serving	
Calories 100	Calories from Fat 0
% Daily Value*	
Total Fat 1g	2%
Saturated Fat 1g	2%
Trans Fat 1g	
Cholesterol 1mg	2%
Sodium 1mg	2%
Potassium 100mg	2%
Total Carbohydrate 20g	4%
Dietary Fiber 1g	2%
Sugars 20g	
Protein 1g	
*Percent Daily Values are based on a diet of whole fruits.	

shake well!

Ingredients: STRAWBERRY
 PURE APPLE JUICE, BANANA
 PURE, ORANGE JUICE,
 NATURAL FLAVORS

100% NATURAL JUICE CO.
 BERKELEY, CA 94705
 © 2005 Naked Juice Co.
 ALL RIGHTS RESERVED
 800-555-5555
 #NakedSm
 CA CASH REFUND





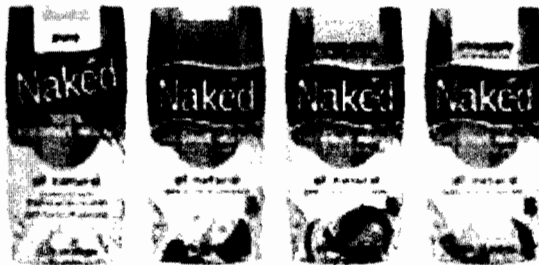
OUR RECIPE • FRESHNESS

WHERE TO BUY

find your juice

WE ONLY ADD THE BEST ALL-NATURAL INGREDIENTS TO OUR JUICE. OH, AND A LABEL.

Coconut Water



Tags

All

featured coconut water

lychee mango peach

pineapple



ORGANIC CANON PREMIUM

NEW TO YOU

find your juice

ADD UP ALL THE GOOD IN YOUR JUICE WITH ORGANIC CANON PREMIUM



- Tags
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- View more

**UNITED STATES DISTRICT COURT, CENTRAL DISTRICT OF CALIFORNIA
CIVIL COVER SHEET**

I (a) PLAINTIFFS (Check box if you are representing yourself <input type="checkbox"/> SARA SANDYS	DEFENDANTS NAKED JUICE COMPANY, a California corporation; PEPSICO INC., a New York corporation and DOES 1-10
(b) Attorneys (Firm Name, Address and Telephone Number. If you are representing yourself, provide same.) THE GOLAN LAW FIRM; YVETTE GOLAN; 1919 Decatur St., Houston, TX FLASHPOINT LAW, INC.; SHIRISH GUPTA, 1900 S. Norfolk Street, Suite 350, San Mateo, CA 94403; (650) 539-4019	Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an X in one box only.) <input type="checkbox"/> 1 U.S. Government Plaintiff <input type="checkbox"/> 3 Federal Question (U.S. Government Not a Party) <input type="checkbox"/> 2 U.S. Government Defendant <input checked="" type="checkbox"/> 4 Diversity (Indicate Citizenship of Parties in Item III)	III. CITIZENSHIP OF PRINCIPAL PARTIES - For Diversity Cases Only (Place an X in one box for plaintiff and one for defendant.) <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:30%;"></td> <td style="width:10%;">PTF</td> <td style="width:10%;">DEF</td> <td style="width:40%;"></td> <td style="width:10%;">PTF</td> <td style="width:10%;">DEF</td> </tr> <tr> <td>Citizen of This State</td> <td><input type="checkbox"/> 1</td> <td><input type="checkbox"/> 1</td> <td>Incorporated or Principal Place of Business in this State</td> <td><input type="checkbox"/> 4</td> <td><input checked="" type="checkbox"/> 4</td> </tr> <tr> <td>Citizen of Another State</td> <td><input checked="" type="checkbox"/> 2</td> <td><input type="checkbox"/> 2</td> <td>Incorporated and Principal Place of Business in Another State</td> <td><input type="checkbox"/> 5</td> <td><input type="checkbox"/> 5</td> </tr> <tr> <td>Citizen or Subject of a Foreign Country</td> <td><input type="checkbox"/> 3</td> <td><input type="checkbox"/> 3</td> <td>Foreign Nation</td> <td><input type="checkbox"/> 6</td> <td><input type="checkbox"/> 6</td> </tr> </table>		PTF	DEF		PTF	DEF	Citizen of This State	<input type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business in this State	<input type="checkbox"/> 4	<input checked="" type="checkbox"/> 4	Citizen of Another State	<input checked="" type="checkbox"/> 2	<input type="checkbox"/> 2	Incorporated and Principal Place of Business in Another State	<input type="checkbox"/> 5	<input type="checkbox"/> 5	Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6
	PTF	DEF		PTF	DEF																				
Citizen of This State	<input type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business in this State	<input type="checkbox"/> 4	<input checked="" type="checkbox"/> 4																				
Citizen of Another State	<input checked="" type="checkbox"/> 2	<input type="checkbox"/> 2	Incorporated and Principal Place of Business in Another State	<input type="checkbox"/> 5	<input type="checkbox"/> 5																				
Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6																				

IV. ORIGIN (Place an X in one box only.)

1 Original Proceeding
 2 Removed from State Court
 3 Remanded from Appellate Court
 4 Reinstated or Reopened
 5 Transferred from another district (specify):
 6 Multi-District Litigation
 7 Appeal to District Judge from Magistrate Judge

V. REQUESTED IN COMPLAINT: JURY DEMAND: Yes No (Check 'Yes' only if demanded in complaint.)

CLASS ACTION under F.R.C.P. 23: Yes No
 MONEY DEMANDED IN COMPLAINT: \$ _____

VI. CAUSE OF ACTION (Cite the U.S. Civil Statute under which you are filing and write a brief statement of cause. Do not cite jurisdictional statutes unless diversity.)

28 U.S.C. 1332(d); Unfair Business Business Practices in violation of California B&P Code section 17200 et seq.

VII. NATURE OF SUIT (Place an X in one box only.)

OTHER STATUTES <input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce/ICC Rates/etc. <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Act <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Info. Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes	CONTRACT <input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loan (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	TORTS PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Fed. Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <input type="checkbox"/> 362 Personal Injury-Med Malpractice <input type="checkbox"/> 365 Personal Injury-Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 463 Habeas Corpus-Alien Detainee <input type="checkbox"/> 465 Other Immigration Actions	TORTS PERSONAL PROPERTY <input checked="" type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability BANKRUPTCY <input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 American with Disabilities - Employment <input type="checkbox"/> 446 American with Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights	PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 530 Habeas Corpus <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus/Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition FORFEITURE/PENALTY <input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs <input type="checkbox"/> 660 Occupational Safety /Health <input type="checkbox"/> 690 Other	LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS-Third Party 26 USC 7609
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CV11-08007

FOR OFFICE USE ONLY: Case Number: _____

AFTER COMPLETING THE FRONT SIDE OF FORM CV-71, COMPLETE THE INFORMATION REQUESTED BELOW.

**UNITED STATES DISTRICT COURT, CENTRAL DISTRICT OF CALIFORNIA
CIVIL COVER SHEET**

VIII(a). IDENTICAL CASES: Has this action been previously filed in this court and dismissed, remanded or closed? No Yes
If yes, list case number(s): _____

VIII(b). RELATED CASES: Have any cases been previously filed in this court that are related to the present case? No Yes
If yes, list case number(s): _____

Civil cases are deemed related if a previously filed case and the present case:

- (Check all boxes that apply) A. Arise from the same or closely related transactions, happenings, or events; or
 B. Call for determination of the same or substantially related or similar questions of law and fact; or
 C. For other reasons would entail substantial duplication of labor if heard by different judges; or
 D. Involve the same patent, trademark or copyright, and one of the factors identified above in a, b or c also is present.

IX. VENUE: (When completing the following information, use an additional sheet if necessary.)

(a) List the County in this District, California County outside of this District; State if other than California; or Foreign Country, in which **EACH** named plaintiff resides.
 Check here if the government, its agencies or employees is a named plaintiff. If this box is checked, go to item (b).

County in this District:*	California County outside of this District; State, if other than California; or Foreign Country
	Texas

(b) List the County in this District; California County outside of this District; State if other than California; or Foreign Country, in which **EACH** named defendant resides.
 Check here if the government, its agencies or employees is a named defendant. If this box is checked, go to item (c).

County in this District:*	California County outside of this District; State, if other than California; or Foreign Country
Los Angeles	New York

(c) List the County in this District; California County outside of this District; State if other than California; or Foreign Country, in which **EACH** claim arose.
Note: In land condemnation cases, use the location of the tract of land involved.

County in this District:*	California County outside of this District; State, if other than California; or Foreign Country
Los Angeles	Texas

* Los Angeles, Orange, San Bernardino, Riverside, Ventura, Santa Barbara, or San Luis Obispo Counties
Note: In land condemnation cases, use the location of the tract of land involved

X. SIGNATURE OF ATTORNEY (OR PRO PER):  Date September 27, 2011

Notice to Counsel/Parties: The CV-71 (JS-44) Civil Cover Sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law. This form, approved by the Judicial Conference of the United States in September 1974, is required pursuant to Local Rule 3-1 is not filed but is used by the Clerk of the Court for the purpose of statistics, venue and initiating the civil docket sheet. (For more detailed instructions, see separate instructions sheet.)

Key to Statistical codes relating to Social Security Cases:

Nature of Suit Code	Abbreviation	Substantive Statement of Cause of Action
861	HIA	All claims for health insurance benefits (Medicare) under Title 18, Part A, of the Social Security Act, as amended. Also, include claims by hospitals, skilled nursing facilities, etc., for certification as providers of services under the program. (42 U.S.C. 1935FF(b))
862	BL	All claims for "Black Lung" benefits under Title 4, Part B, of the Federal Coal Mine Health and Safety Act of 1969. (30 U.S.C. 923)
863	DIWC	All claims filed by insured workers for disability insurance benefits under Title 2 of the Social Security Act, as amended; plus all claims filed for child's insurance benefits based on disability. (42 U.S.C. 405(g))
863	DIWW	All claims filed for widows or widowers insurance benefits based on disability under Title 2 of the Social Security Act, as amended. (42 U.S.C. 405(g))
864	SSID	All claims for supplemental security income payments based upon disability filed under Title 16 of the Social Security Act, as amended.
865	RSI	All claims for retirement (old age) and survivors benefits under Title 2 of the Social Security Act, as amended. (42 U.S.C. (g))