

REESE LLP

Michael R. Reese
mreese@reesellp.com
100 West 93rd Street, 16th Floor
New York, New York 10025
Telephone: (212) 643-0500
Facsimile: (212) 253-4272

FARUQI & FARUQI, LLP

Benjamin Heikali (*pro hac vice* forthcoming)
bheikali@faruqilaw.com
10866 Wilshire Boulevard, Suite 1470
Los Angeles, California 90024
Telephone: (424) 256-2884
Facsimile: (424) 256-2885

Counsel for Plaintiff and the Proposed Class

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK
ROCHESTER DIVISION**

THERESA ACQUARD and TOM BUTLER,
*individually and on behalf of all others
similarly situated,*

Plaintiff,

– against –

BIG HEART PET BRANDS, INC.,

Defendant.

Case No. 19-CV-6021

CLASS ACTION COMPLAINT

DEMAND FOR JURY TRIAL

Plaintiffs Theresa Acquard and Tom Butler (“Plaintiffs”), by and through their undersigned counsel, brings this Class Action Complaint against Defendant Big Heart Pet Brands, Inc. (“Defendant” or “Big Heart”), on behalf of themselves and all others similarly situated, and alleges upon personal knowledge as to their own actions, and upon information and belief as to counsel’s investigations and all other matters, as follows:

NATURE OF THE ACTION

1. Plaintiffs bring this consumer protection and false advertising class action lawsuit against Defendant, based on Defendant’s false and misleading representations regarding a number of its “Nature’s Recipe” brand products (the “Product(s)”¹).

2. Defendant has falsely and deceptively labeled and advertised the Products with the following representations²: “All Natural,” “All Natural Dog Food,” and/or “All Natural Cat Food” (collectively, the “Natural Representations”).

3. However, the Products are not all natural, contrary to Defendant’s representations.

4. In fact, the Products contain non-natural, artificial, and/or synthetic ingredients including but not limited to sodium tripolyphosphate (“STPP”), synthetic vitamins and minerals, citric acid, and lactic acid.

5. Defendant purposefully, knowingly, recklessly, and/or negligently made the false and misleading Natural Representations, as it knew, or should have known, that the Products contain synthetic and/or artificial ingredients.

6. Plaintiffs and other consumers relied on Defendant’s false and misleading Natural Representations when purchasing the Products. Had Plaintiffs and the other consumers known that

¹ See full list *infra* and in **Exhibit “A.”**

² Including, but not limited to, these representations. A detailed list of all alleged representations can be found in **Exhibit “A.”**

Defendant's Natural Representations were false and misleading, they would not have purchased the Products or would have paid significantly less for the Products. Consequently, Plaintiffs and the other consumers have suffered injury in fact as a result of Defendant's false and misleading Natural Representations.

7. Plaintiffs bring this class action lawsuit on behalf of themselves and all others similarly situated. Plaintiffs seek to represent a class of New York residents who purchased Defendant's Products (the "Class" as defined below).

8. Plaintiffs seek damages, restitution, declaratory and injunctive relief, and all other remedies the Court deems appropriate.

JURISDICTION AND VENUE

9. This Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1332(d)(2)(A) because this case is a class action where the aggregate claims of all members of the proposed Classes are in excess of \$5,000,000, exclusive of interest and costs, and Plaintiffs, as well as most members of the proposed Classes, which total more than 100 class members, are citizens of states different from the states of Defendant.

10. This Court has personal jurisdiction over Defendant in part because Defendant has sufficient minimum contacts with New York. Plaintiffs' claims arise out of Defendants' conduct within New York, including Plaintiffs' purchases of the Products in New York based on Defendant's false and misleading Natural Representations about the Products.

11. Venue is proper in this District pursuant to 28 U.S.C. § 1391(b)(2). A substantial part of the events or omissions giving rise to Plaintiffs' claims occurred within this District, including Plaintiffs' purchases of the Products within this District based on Defendant's false and misleading Natural Representations about the Products.

PARTIES

12. Plaintiff Theresa Acquard is a citizen of New York, residing in North Java, New York. Approximately every 13 weeks since July, 2015 to October, 2018, Ms. Acquard purchased: Adult Grain Free Chicken, Sweet Potato & Pumpkin Recipe both in Alden, New York and Java, New York. Ms. Acquard purchased the Products online at Chewy.com at a premium price, relying on Defendant's representation on the Products that the Products were "All Natural Dog Food." Ms. Acquard would not have purchased the Products or would have paid significantly less for them had she know that Defendant's Natural Representations were false and misleading. Ms. Acquard therefore suffered injury in fact and lost money as a result of Defendant's misleading, false, unfair, and fraudulent practices, as described herein. Despite being deceived, Ms. Acquard would likely purchase the Products in the future if they were reformulated to be free of artificial and synthetic ingredients.

13. Plaintiff Tom Butler is a citizen of New York, residing in Ballston Lake. Between mid-2017 and mid-2018, Mr. Butler purchased the following Products for his dog: Puppy Chicken Meal & Rice Recipe, Grain Free Puppy Chicken Sweet Potato & Pumpkin Recipe, and Grain Free Salmon and Potato Recipe. Mr. Butler purchased the foregoing Products from a Hannaford market in Malta, New York, and Price Chopper in Clifton Park, New York. Mr. Butler purchased the Products at a premium price, relying on Defendant's representation on the Products' labeling that the Products were "All Natural Dog Food." Mr. Butler would not have purchased the Products or would have paid significantly less for them had he known that Defendant's Natural Representations were false and misleading. Mr. Butler therefore suffered injury in fact and lost money as a result of Defendant's misleading, false, unfair, and fraudulent practices, as described herein. Despite being deceived, Mr. Butler would likely purchase the Products in the future if they

were reformulated to be free of artificial and synthetic ingredients.

14. Defendant Big Heart Pet Brands, Inc., is a Delaware corporation with its principal place of business in San Francisco, California. Defendant, and/or its agents, formulates, manufactures, labels, packages, advertises, distributes, and sells the Products nationwide, including in New York. Big Heart has maintained substantial distribution, sales, and marketing operations in this District.

FACTUAL ALLEGATIONS

A. Background

15. The United States Food and Drug Administration (“FDA”) -- which has responsibility for regulating the labeling of the animal food products at issue in this case -- has not promulgated a regulation or law defining the terms “natural” or “all natural.” However, the agency has established a policy defining the outer boundaries of the use of the term “natural” by clarifying that it “has not objected to the use of the term if the food does not contain added color, artificial flavors, or synthetic substances.”³

16. Specifically, the FDA has stated that:

the agency will maintain its policy [] regarding the use of “natural,” as meaning that nothing artificial or synthetic (including all color additives regardless of source) has been included in, or has been added to, a food that would not normally be expected to be in the food.

Food Labeling: Nutrient Content Claims, General Principles, Petitions, Definition of Terms, 58 Fed. Reg. 2302, 2407 (Jan. 6, 1993).

17. Other federal agencies provide further explanation of the term “natural.” According

³ *What Is the Meaning of “Natural” on the Label of Food?*, www.FDA.GOV (June 28, 2017), <https://goo.gl/XYqaUs> (Internet Archive WayBack Machine capture); *see also* “Natural” on Food Labeling, www.FDA.GOV (Nov. 11, 2017), <https://goo.gl/mvteUK>.

to the United States Department of Agriculture's ("USDA") Food Safety and Inspection Service ("FSIS"), a "natural" product is:

[a] product containing no artificial ingredient or added color and is only minimally processed. Minimal processing means that the product was processed in a manner that does not fundamentally alter the product. The label must include a statement explaining the meaning of the term natural (such as "no artificial ingredients; minimally processed").⁴

18. In the FSIS's *Food Standards and Labeling Policy Book*, the FSIS informs the public about processes that are "clearly" not considered to be "minimal": "[r]elatively severe processes, e.g., solvent extraction, acid hydrolysis, and chemical bleaching would clearly be considered more than minimal processing."⁵

19. According to USDA regulations, an ingredient is nonsynthetic (natural) if it is:

[a] substance that is derived from mineral, plant, or animal matter and does not undergo a synthetic process as defined in section 6502(21) of the Act (7 U.S.C. § 6502(21)). For the purposes of this part, nonsynthetic is used as a synonym for natural as the term is used in the Act.

7 C.F.R. § 205.2.

20. Further, an ingredient is synthetic if it is:

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

Id.

21. The following ingredients, which are found in the Products, are synthetic and/or

⁴ See FOOD SAFETY & INSPECTION SERV., U.S. DEP'T OF AGRIC., *Meat and Poultry Labeling Terms*, at 3 of 3 (2011), available at <https://goo.gl/k7Syls>.

⁵ See FOOD SAFETY & INSPECTION SERV., U.S. DEP'T OF AGRIC., *Food Standards and Labeling Policy Book*, at 108 of 187 (2005), available at <https://goo.gl/o6szaF>.

artificial and therefore cannot be “natural” under the federal regulations and FDA policy referenced above:

- a. **Sodium Tripolyphosphate (“STPP”)** is a suspected neurotoxin according to the National Institute for Occupational Safety and Health’s (“NIOSH”) Registry of Toxic Effects of Chemical Substances.⁶ Food-grade STPP may cause acute skin irritation.⁷ The United States Environmental Protection Agency has listed STPP as a registered pesticide pursuant to the Federal Insecticide, Fungicide, and Rodenticide Act,⁸ and it is also listed as an air contaminant under California’s Occupational Safety and Health Act.⁹ STPP is also used in products such as home laundry detergent builder, industrial and institutional detergents, and dish washing detergents. According to the FSIS, STPP is an “anti-coagulant for use in recovered livestock blood which is subsequently used in food products[.]”¹⁰ According to a summary on

⁶ Varelzis Patroklos et al., *Plackett-Burman Experimental Design for Investigating the Effect of Porcine Plasma Protein, Trehalose and Bovine Meat Protein Isolate on Cook Yield and Texture of Minced Bovine Meat*, 2.3 J. FOOD RES. 122, 122 (2013), available at <https://goo.gl/bmdCyb> (click “PDF” link next to words “Full Text”).

⁷ INNOPHOS, *Material Safety Data Sheet: Sodium Tripolyphosphate, Food Grade*, at 2 of 11 (2009), available at <https://goo.gl/7tCtCZ>.

⁸ See *Chemical Profiles: Regulatory Coverage: Sodium Tripolyphosphate*, SCORECARD.GOODGUIDE.COM (2011), <https://goo.gl/rNsuFB>; see also *Registered Pesticides (Federal Insecticide, Fungicide, and Rodenticide Act)*, SCORECARD.GOODGUIDE.COM (2011), <https://goo.gl/byKcmV>.

⁹ See *Chemical Profiles: Regulatory Coverage: Sodium Tripolyphosphate*, SCORECARD.GOODGUIDE.COM (2011), <https://goo.gl/rNsuFB>; see also *Air Contaminants (California Occupational Safety and Health Act)*, SCORECARD.GOODGUIDE.COM (2011), <https://goo.gl/ExiKHm>.

¹⁰ FOOD SAFETY & INSPECTION SERV., U.S. DEP’T OF AGRIC., *Table of Safe and Suitable Ingredients: Miscellaneous Update 5/25/2017*, at 1 of 18 (2017), available at <https://goo.gl/S3682u>.

STPP by the United States National Library of Medicine (“USNLM”), STPP is “[p]repared by molecular dehydration of mono- & disodium phosphates” or by “[c]ontrolled calcination of sodium orthophosphate mixture from sodium carbonate & phosphoric acid.”¹¹ According to the USNLM, animal studies have shown that this chemical induces emesis (vomiting) in dogs and that dietary administration in animals has caused a decrease in iron content in bone, liver, and spleen, and bone depletion of calcium.¹²

b. **Added Vitamins:**

- i. **Thiamine mononitrate** is the synthetic version of vitamin B1,¹³ and “occurs as white crystals or a white crystalline powder and is prepared from thiamine hydrochloride by dissolving the hydrochloride salt in alkaline solution followed by precipitation of the nitrate half-salt with a stoichiometric amount of nitric acid.” 21 C.F.R. § 184.1878(a). Thiamine mononitrate is not a naturally occurring substance in foods and is produced synthetically, according to the FDA.¹⁴

¹¹ U.S. NAT’L LIBRARY OF MED., NAT’L INSTS. OF HEALTH, *Pentasodium Triphosphate: 10.2 Methods of Manufacturing*, PUBCHEM.NCBI.NLM.NIH.GOV (2018), <https://goo.gl/o1VQa6>.

¹² U.S. NAT’L LIBRARY OF MED., NAT’L INSTS. OF HEALTH, *Pentasodium Triphosphate: 13.1.7 Toxicity Summary*, PUBCHEM.NCBI.NLM.NIH.GOV (2018), <https://goo.gl/hR37Bq>.

¹³ D. Burdick, *Thiamine (B1)*, in KIRK-OTTMER ENCYCLOPEDIA OF CHEMICAL TECHNOLOGY (2000).

¹⁴ Warning Letter from Anne E. Johnson, Food and Drug Administration, to Franco DiGiacomo, P&S Ravioli Company (Aug. 4, 2015), *available at* <https://goo.gl/xtiBmQ>.

- ii. **Menadione sodium bisulfite** is a synthetic vitamin (vitamin K3).¹⁵ Menadione sodium bisulfite can cause carcinogenic effects and “is toxic to kidneys, lungs, liver, [and] mucous membranes.”¹⁶ “Repeated or prolonged exposure to the substance can produce target organs damage.”¹⁷
- iii. **Niacin**, or vitamin B3, is chemically synthesized.¹⁸
- iv. **Folic Acid** is synthetically made by “the reaction of 2,3-dibromopropanol, 2,4,5-triamino-6-hydroxypyrimidine and para-aminobenzoyl glutamic acid.”¹⁹
- v. **D-calcium pantothenate** is a commercial source for vitamin B5, and is a chemical made in a lab from D-pantothenic acid, according to the USNLM.²⁰ Calcium pantothenate is the calcium salt of the dextrorotary isomer of pantothenic acid.²¹ It is used as a growth-prompting vitamin.

¹⁵ SAUNDERS COMPREHENSIVE VETERINARY DICTIONARY (4th ed. 2012).

¹⁶ *Material Safety Data Sheet: Menadione-Sodium Bisulfite MSDS*, at 1 of 5, SCIENCELAB.COM (2013), available at <https://goo.gl/JqojoM>; SAUNDERS COMPREHENSIVE VETERINARY DICTIONARY (4th ed. 2012).

¹⁷ *Material Safety Data Sheet: Menadione-Sodium Bisulfite MSDS*, at 1 of 5, SCIENCELAB.COM (2013), available at <https://goo.gl/JqojoM>.

¹⁸ W. Friedrich, *Vitamins* (1988); Joseph E. Toomey, Jr., *Electrochemical Synthesis of Niacin and Other N-Heterocyclic Compounds* (1993), available at <https://goo.gl/KutLgN> (patent application EP0536309A1).

¹⁹ U.S. NAT’L LIBRARY OF MED., NAT’L INSTS. OF HEALTH, *Folic Acid: 10 Use and Manufacturing*, PUBCHEM.NCBI.NLM.NIH.GOV (2018), <https://goo.gl/Ceyj2n>.

²⁰ U.S. NAT’L LIBRARY OF MED., NAT’L INSTS. OF HEALTH, *Medline Plus: Pantothenic Acid*, MEDLINEPLUS.GOV (2018), <https://goo.gl/gE1nQV>.

²¹ INFORMATICS INC., *Monograph on Pantothenates*, at 11 of 408 (1974).

- vi. **Riboflavin** “occurs as yellow to orange-yellow needles that are crystallized from 2N acetic acid, alcohol, water, or pyridine.” 21 C.F.R. § 184.1695(a). “It may be prepared by chemical synthesis, [or] biosynthetically by the organism *Eremothecium ashbyii*”
Id.
- vii. **Pyridoxine Hydrochloride**, a form of vitamin B6, is “the chemical 3-hydroxy-4,5-dihydroxymethyl-2-methylpyridine hydrochloride that is prepared by chemical synthesis.” 21 C.F.R. § 184.1676(a).²²
- viii. **Beta-carotene** is “synthesized by saponification of vitamin A acetate.” 21 C.F.R. § 184.1245(a). “The resulting alcohol is either reacted to form vitamin A Wittig reagent or oxidized to vitamin A aldehyde.” *Id.* “Vitamin A Wittig reagent and vitamin A aldehyde are reacted together to form beta-carotene.” *Id.*
- ix. **Vitamin A Supplement** is produced from a multi-step synthetic procedure.²³

c. **Added Minerals:**

- i. **Sodium Selenite** is a white colored crystalline solid that is “prepared by evaporating an aqueous solution of sodium hydroxide and selenious acid between 60 and 100 deg C; . . . by heating a mixture of sodium chloride and selenium oxide.”²⁴ The

²² See also U.S. NAT’L LIBRARY OF MED., NAT’L INSTS. OF HEALTH, *Pyridoxine Hydrochloride: 9 Use and Manufacturing*, PUBCHEM.NCBI.NLM.NIH.GOV (2018), <https://goo.gl/62kNcn>.

²³ T.W.G. Solomons & C.B. Fryhle, *Organic Chemistry* (7th ed. 2000).

²⁴ *The Merck Index: An Encyclopedia of Chemicals, Drugs, and Biologicals*, at 1489 (M.J.

chemical may irritate skin, eyes, and mucous membranes upon contact. Furthermore, the chemical is toxic by ingestion, inhalation, and skin absorption.²⁵ According to the NIOSH, prolonged exposure to sodium selenite may cause paleness, coated tongue, stomach disorders, nervousness, metallic taste, and a garlic odor of the breath.²⁶ “Fluid in the abdominal cavity, damage to the liver and spleen, and anemia have been reported in animals.”²⁷

- ii. **Copper Sulfate** “is prepared by the reaction of sulfuric acid with cupric oxide or with copper metal.” 21 C.F.R. § 184.1261(a).
- iii. **Calcium Iodate** “does not occur naturally but can be prepared by passing chlorine into a hot solution of lime (CaCO₃) in which iodine has been dissolved.” 21 C.F.R. § 184.1206(a).
- d. **Citric Acid** is recognized by the FDA as an unnatural substance when used as a food additive. *See* Warning Letter from Food and Drug Administration to Hirzel Canning Company (Aug. 29, 2001) (“[T]he addition of . . . citric acid to these products preclude use of the term natural to describe this product.”). Citric acid may be manufactured through a solvent extraction process, which involves use of synthetic isoparaffinic petroleum

O’Neil ed., 2006).

²⁵ U.S. NAT’L LIBRARY OF MED., NAT’L INSTS. OF HEALTH, *Sodium Selenite*, PUBCHEM.NCBI.NLM.NIH.GOV (2018), <https://goo.gl/w2fEJr>.

²⁶ U.S. NAT’L LIBRARY OF MED., NAT’L INSTS. OF HEALTH, *Toxicology Data Network: Sodium Selenite*, TOXNET.NLM.NIH.GOV, <https://goo.gl/2YHFmV> (last visited Sept. 26, 2018).

²⁷ U.S. DEP’T OF HEALTH & HUMAN SERVS. & U.S. DEP’T OF LABOR, *Occupational Health Guideline for Selenium and Its Inorganic Compounds (as Selenium)*, at 1 (1978), available at <https://goo.gl/cSLpyr>.

hydrocarbons. *See* 21 C.F.R. 173.280.

- e. **Lactic Acid** is a synthetic substance used as a food additive. 21 C.F.R. § 172.515. Lactic acid is synthetically formulated commercially through the fermentation of carbohydrates or by a procedure involving formation of lactonitrile from acetaldehyde and hydrogen cyanide and subsequent hydrolysis. 21 C.F.R. § 184.1061(a).

B. Defendant's false and misleading representations of the Products

22. At all relevant times, Defendant and/or its agents formulated, manufactured, labeled, packaged, distributed, advertised, and sold the following Products:

a. Nature's Recipe Dog Recipes:

i. Puppy Dog Recipes:

1. Small Bites Chicken Meal & Rice Recipe;
2. Puppy Chicken Meal & Rice Recipe;
3. Grain Free Puppy Chicken Sweet Potato & Pumpkin Recipe;
4. Large Breed Puppy Recipe;
5. Puppy Lamb Meal & Rice Recipe.

ii. Adult Dog Recipes:

1. Adult Lamb & Rice Recipe Cuts in Gravy;
2. Adult Lamb Meal & Rice Recipe;
3. Pure Essentials™ Adult Duck & Brown Rice Recipe;
4. Pure Essentials™ Adult Lamb & Brown Rice Recipe;
5. Pure Essentials™ Adult Salmon & Brown Rice Recipe;
6. Pure Essentials™ Grain Free Adult Chicken & Sweet Potato Recipe;

7. Adult Chicken Meal & Rice Recipe.
- iii. Senior Dog Recipes:
 1. Senior Lamb & Rice Recipe Cuts in Gravy;
 2. Senior Lamb Meal & Rice Recipe.
 - iv. Special Needs—Healthy Skin:
 1. Healthy Skin Vegetarian Recipe Cuts in Gravy;
 2. Healthy Skin Venison & Rice Recipe Cuts in Gravy;
 3. Healthy Skin Venison & Rice Recipe Homestyle Ground;
 4. Healthy Skin Vegetarian Recipe;
 5. Healthy Skin Venison Meal & Rice Recipe.
 - v. Special Needs—Easy to Digest:
 1. Large Breed Grain Free Easy to Digest Chicken Sweet Potato & Pumpkin Recipe;
 2. Small Breed Grain Free Easy to Digest Chicken Sweet Potato & Pumpkin Recipe;
 3. Easy to Digest Chicken Rice & Barley Recipe Cuts in Gravy;
 4. Easy to Digest Chicken Rice & Barley Recipe Homestyle Ground;
 5. Easy to Digest Lamb Rice & Barley Recipe Cuts in Gravy;
 6. Easy to Digest Lamb Rice & Barley Recipe Homestyle Ground;
 7. Easy to Digest Chicken Meal Rice & Barley Recipe;
 8. Easy to Digest Fish Meal & Potato Recipe.
 - vi. Special Needs—Breed Specific:
 1. Terrier Breed Chicken Rice & Barley Recipe;

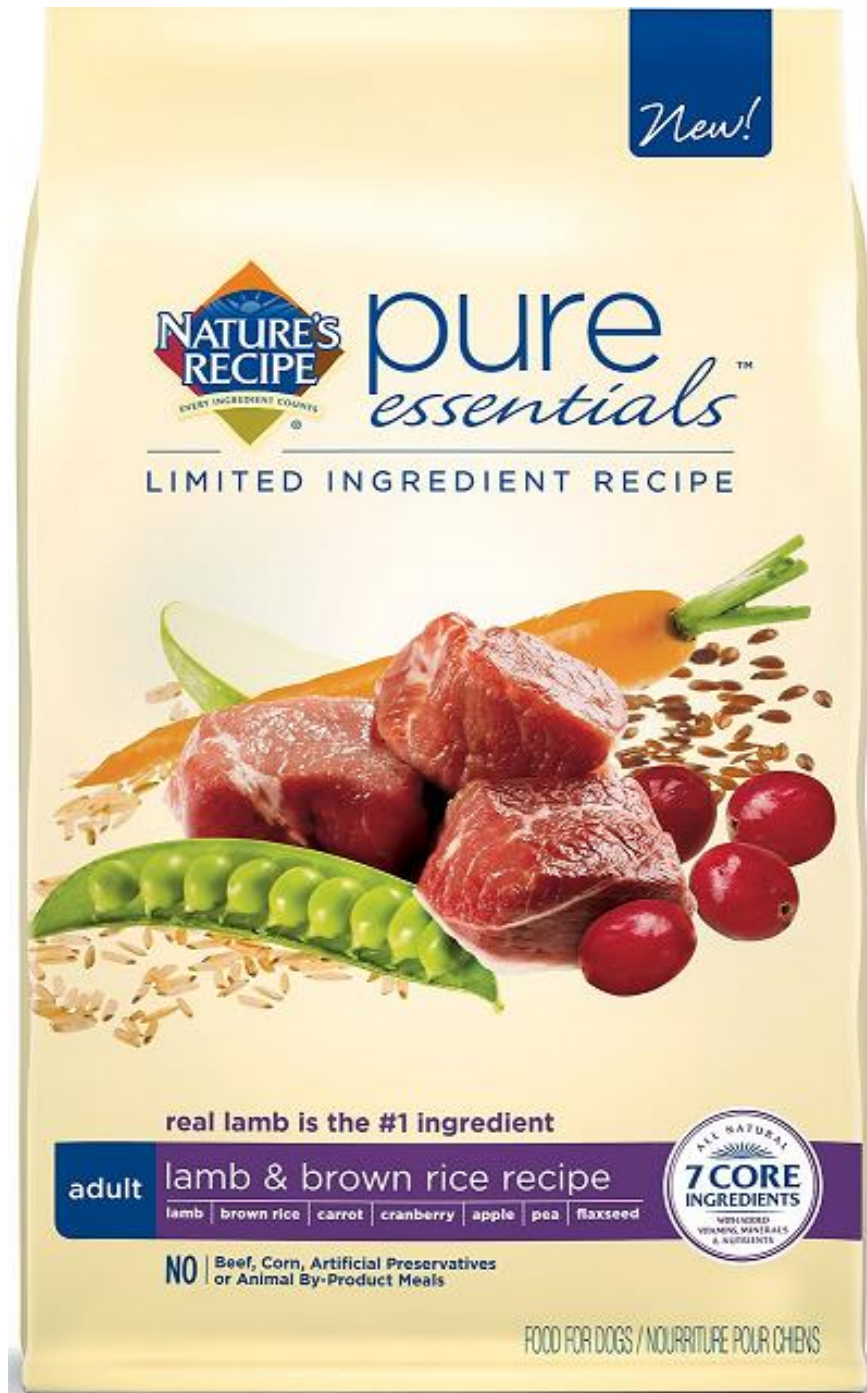
2. Toy Breed Chicken Barley & Rice Recipe;
3. Large Breed Chicken & Oatmeal Recipe.
- vii. Special Needs—Healthy Weight:
 1. Healthy Weight Chicken Meal Rice & Barley Recipe.
- viii. Special Needs—High Protein:
 1. High Protein Chicken Meal & Lamb Meal Recipe.
- ix. Special Needs—Joint Health:
 1. Joint Health Fish Meal & Chicken Meal Recipe.
- x. Premium—Grain Free:
 1. Grain Free Chicken & Turkey Stew;
 2. Grain Free Chicken & Venison Stew;
 3. Grain Free Easy to Digest Chicken Sweet Potato & Pumpkin Recipe;
 4. Grain Free Easy to Digest Salmon Sweet Potato & Pumpkin Recipe;
 5. Grain Free Puppy Chicken Sweet Potato & Pumpkin Recipe;
- xi. Wholesome Treats:
 1. Grain Free Biscuits Salmon & Potato Recipe;
 2. Grain Free Biscuits Turkey & Sweet Potato Recipe.
- b. Nature's Recipe Cat Recipes:
 - i. Grain Free:
 1. Grain Free Indoor Chicken and Potato Recipe;
 2. Grain Free Salmon and Potato Recipe.
 - ii. Culinary Favorites™:

1. Culinary Favorites™ Rotisserie Recipe with Real Chicken & a Touch of Garden Vegetables;
2. Culinary Favorites™ Grilled Recipe with Real Salmon & a Touch of Garden Vegetables.

23. At all relevant times, Defendant conspicuously labeled and advertised the Products on their primary display panels with at least one of the Natural Representations, as the following examples show.²⁸

²⁸ E.g., *Nature's Recipe Grain-Free Chicken, Sweet Potato & Pumpkin Dry Dog Food*, PETCO.COM, <https://goo.gl/nxAqq3> (last visited July 5, 2017); *Nature's Recipe Pure Essentials Limited Ingredient Adult Lamb & Brown Rice Recipe Dry Dog Food*, WWW.CHEWY.COM, <https://goo.gl/taqfMp> (last visited July 5, 2017). For full list of Products and representations, see **Exhibit "A."**





24. At all relevant times, Defendant made the Natural Representations because consumers perceive all natural foods as better, healthier, and more wholesome. In fact, the demand for all natural foods has grown rapidly in recent years. The January 2015 Nielsen Global Health

and Wellness Survey, along with its accompanying report titled “We Are What We Eat,” noted that “[t]he most desirable attributes are foods that are fresh, natural, and minimally processed” and that “[f]oods with all natural ingredients . . . are . . . considered very important to 43% of global respondents.”²⁹ Further, a March 2016 Nielson report titled “The Humanization of Pet Food” noted that “many consumers perceive natural foods to have unique advantages.”³⁰ This is a trend that Defendant has exploited through its false and deceptive Natural Representations.

25. Furthermore, according to a presentation made by Jim Barrit, government and regulatory affairs manager for Mars Petcare US, at the 2015 Feed & Pet Food Joint Conference on pet food labels, “NO ONE reads the back of pet food labels . . . they are confusing and overwhelming If they do, they are only looking at 2-3 first ingredients”³¹ The Conference was attended by two Big Heart compliance employees.³²

26. Defendant knew what representations it made about the Products, as the Natural Representations appeared on the Products’ labels. Defendant also knew what ingredients were added to each of the Products, since it formulated and manufactured, or oversaw the formulation and manufacturing of, the Products and then listed all the Products’ ingredients on the packaging. Furthermore, the Products are governed by federal regulations that control the labeling of the Products, and therefore Defendant was aware or should have been aware that some of the ingredients have been federally declared to be synthetic substances and/or require extensive processing to be used in food. Defendant knew that “all natural” and “natural” claims are material

²⁹ See Exhibit “B,” at 8.

³⁰ See Exhibit “C,” at 7.

³¹ See Exhibit “D,” at 3.

³² NAT’L GRAIN & FEED ASS’N, *2015 Feed & Pet Food Joint Conference Attendees* (2015), available at <https://goo.gl/xFgnCY>.

to consumers and sought to exploit that trend, as stated above. Defendant knew or should have known that consumers expect pet food labeled “all natural” and “natural,” including the Products at issue (which were labeled with the Natural Representations), to be free of synthetic ingredients.

C. The Products do not conform to the Natural Representations

27. Contrary to the Natural Representations, the Products contain ingredients that are synthetic and/or artificial, including but not limited to STPP, synthetic vitamins and minerals, citric acid, and lactic acid.

28. **Exhibit “A”** to this Class Action Complaint depicts a full list of the Products, along with the false and misleading Natural Representations and a list of the ingredients for each of the Products. Ingredients that have been bolded are ingredients that are synthetic and/or artificial ingredients.

29. Because the Products contain ingredients that are synthetic and/or artificial, Defendant’s Natural Representations are false and misleading.

30. Defendant knew or should have known that the Products contain ingredients that are synthetic and/or artificial and therefore are not all natural.

31. Defendant knew or should have known that Plaintiff and other consumers would rely on said material Natural Representations concerning the Products and would be misled and induced into purchasing the Products as a result of the Natural Representations.

32. Plaintiffs reasonably understood Defendant’s Natural Representations to mean that the Products did not contain any unnatural, synthetic, or artificial ingredients.

33. In reasonable reliance on Defendant’s Natural Representations, Plaintiffs purchased the Products at a premium price. Plaintiffs and other consumers would not have purchased the Products or would have paid significantly less for the Products had they known that

the Natural Representations were false and misleading. Therefore, Plaintiffs and other consumers purchasing the Products suffered injury in fact and lost money as a result of Defendant's false, unfair, and fraudulent practices, as described herein.

34. Each consumer has been exposed to the same or substantially similar material misrepresentations about the Products, which appear prominently on the Products' packaging (i.e., the Natural Representations).

35. Despite being misled, Plaintiffs would likely repurchase the Products in the future if the Products were each reformulated to be free of the challenged ingredients and other synthetic and/or artificial ingredients. Plaintiffs regularly visits pet stores or websites which carry the Products and will continually be presented with the labeling and packaging of the Products. However, Plaintiffs, who are not an expert on pet food, nutrition, and ingredients, will remain unable to rely, with confidence, on the Natural Representations because they have no way of determining at the point of sale whether the Products would be free of the challenged ingredients and other synthetic and/or artificial ingredients.

CLASS ACTION ALLEGATIONS

36. Plaintiffs bring this case as a class action pursuant to Federal Rule of Civil Procedure 23(a), (b)(2) and (b)(3) on behalf of themselves and a proposed class defined as follows:

All persons who, within the relevant statute of limitations periods, purchased the Products in New York.

Plaintiffs ask the Court to adjudicate all remedies through the Class.

37. Excluded from the Class are Defendant, the officers and directors of Defendant at all relevant times, members of their immediate families, and their legal representatives, heirs, successors, or assigns, and any entity in which Defendant has or had a controlling interest. Any judge and/or magistrate judge to whom this action is assigned and any members of such judges' staffs and immediate families are also excluded from the Class. Also excluded from the Class are persons or entities that purchased the Products for purposes of resale.

38. Plaintiffs hereby reserve the right to amend or modify the class definitions, including but not limited to modifying or amending them with greater specificity or division, after having had an opportunity to conduct discovery.

39. Plaintiffs are members of the Class.

40. Numerosity: Defendant has sold at least thousands of units of the Products. Defendant's Products are available for sale through third party retailers and vendors (including online), such as Petco, PetSmart, and Amazon. Accordingly, members of the Class are so numerous that their individual joinder herein is impractical. While the precise number of class members and their identities are unknown to Plaintiffs at this time, the number may be determined through discovery.

41. Common Questions Predominate: Common questions of law and fact exist as to all members of the Class and predominate over questions affecting only individual class members.

Common legal and factual questions include, but are not limited to, the following: whether Defendant's Natural Representations were false and misleading and therefore violated consumer protection law and the common law.

42. Typicality: Plaintiffs' claims are typical of the claims of the Class they seek to represent in that Plaintiffs and other members of the Class were exposed to the same or substantially similar false and misleading Natural Representations, purchased the Products relying on the false and misleading Natural Representations, and suffered losses as a result of such purchases.

43. Adequacy: Plaintiffs are adequate representatives of the Class because their interests do not conflict with the interests of the members of the Class they seek to represent; they have retained competent counsel experienced in prosecuting class actions; and they intend to prosecute this action vigorously. Plaintiffs and their counsel will fairly and adequately protect the interests of the Class members.

44. Superiority: A class action is superior to other available means for the fair and efficient adjudication of the claims of the members of the Class. The size of each claim is too small to pursue individually and each individual Class member lacks the resources to undergo the burden and expense of individual prosecution of the complex and extensive litigation necessary to establish Defendant's liability. Individualized litigation would increase the delay and expense to all parties and multiply the burden on the judicial system presented by the complex legal and factual issues of this case. Individualized litigation would also present a potential for inconsistent or contradictory judgments. The class action mechanism is designed to remedy harms like this one that are too small in value to pursue on an individualized basis.

45. Declaratory and Injunctive Relief: This lawsuit is maintainable as a class action

under Federal Rule of Civil Procedure 23(b)(2) because Defendant has acted or refused to act on grounds that are generally applicable to each Class as a whole, thereby making final injunctive relief appropriate with respect to all Class.

46. Notice: Plaintiffs and their counsel anticipate that notice to the proposed Class will be effectuated through recognized, Court-approved notice dissemination methods, which may include United States mail, electronic mail, Internet postings, and/or published notice.

FIRST CLAIM FOR RELIEF

Violation of New York General Business Law Section 349 (*On Behalf of the Class*)

47. Plaintiffs repeat each and every allegation contained in the paragraphs above and incorporates such allegations by reference herein.

48. Plaintiffs bring this claim for violation of New York General Business Law section 349 against Defendant on behalf of themselves and the other members of the Class.

49. By engaging in the actions, misrepresentations, and misconduct set forth herein, Defendant committed unfair and deceptive acts and practices in the conduct of its business, trade and commerce in New York.

50. The foregoing deceptive acts and practices were directed at Plaintiffs and members of the Class.

51. Defendant's false and misleading Natural Representations regarding the Products are material to a reasonable consumer because they relate to the contents and characteristics of the Products purchased by the consumer. A reasonable consumer would attach importance to the Natural Representations and would be induced to act thereon in making Product purchase decisions.

52. Plaintiffs and the other members of the Class were injured as a direct and proximate result of Defendant's violations described above, as they would not have purchased the Products or would have paid significantly less for the Products, had they known Defendant's Natural Representations were false, misleading, and fraudulent.

53. On behalf of themselves and the other members of the Class, Plaintiffs seek to enjoin Defendant's deceptive and unlawful acts and practices described herein, to recover their actual damages, fifty dollars (or both), whichever is greater, as well as three times their actual damages and reasonable attorneys' fees.

SECOND CLAIM FOR RELIEF

Violation of New York General Business Law Section 350 (*On Behalf of the Class*)

54. Plaintiffs repeat each and every allegation contained in the paragraphs above and incorporates such allegations by reference herein.

55. Plaintiffs bring this claim for violation of New York General Business Law section 350 against Defendant on behalf of themselves and the other members of the Class.

56. By engaging in the actions, misrepresentations, and misconduct set forth herein, Defendant has engaged and continues to engage in false advertising in the conduct of its business, trade, and commerce in New York.

57. The false and misleading Natural Representations were directed at consumers and were likely to mislead a reasonable consumer acting reasonably under the circumstances.

58. Defendant's false and misleading Natural Representations with respect to the Products are material to a reasonable consumer because they relate to the contents and characteristics of the Products purchased by the consumer. A reasonable consumer would attach importance to the Natural Representations and would be induced to act thereon in making purchase

decisions.

59. The false and misleading Natural Representations have resulted in consumer injury or harm to the public.

60. Furthermore, Plaintiffs and the other members of the Class were injured as a direct and proximate result of Defendant's violations described above, as they would not have purchased the Products or would have paid significantly less for the Products, had they known Defendant's Natural Representations were false, misleading, and fraudulent.

61. On behalf of themselves and other members of the Class, Plaintiffs seek to enjoin Defendant's misleading and unlawful acts and practices described herein, to recover actual damages or five hundred dollars per violation (whichever is greater), three times their actual damages, and reasonable attorneys' fees.

THIRD CLAIM FOR RELIEF

Breach of Express Warranty under New York Law N.Y. U.C.C. § 2-313 (*On Behalf of the Class*)

62. Plaintiffs repeat each and every allegation contained in the paragraphs above and incorporates such allegations by reference herein.

63. Plaintiffs bring this claim for breach of express warranty under New York law against Defendant on behalf of themselves and the other members of Class.

64. New York Uniform Commercial Code section 2-313 provides that "(a) Any affirmation of fact or promise made by the seller to the buyer which relates to the goods and becomes part of the basis of the bargain creates an express warranty that the goods shall conform to the affirmation or promise," and "(b) Any description of the goods which is made part of the basis of the bargain creates an express warranty that the goods shall conform to the description."

N.Y. U.C.C. § 2-313(a), (b).

65. By means of the Natural Representations, Defendant has expressly warranted that the Products are all natural products. The Natural Representations about the Products were affirmations made by Defendant to Plaintiffs and the other Class members that the Products are in fact all natural; became part of the basis of the bargain to purchase the Products between Defendant and Plaintiffs and the other Class members; and created an express warranty that the Products would conform to these affirmations. In the alternative, the Natural Representations about the Products are descriptions of goods which were made as part of the basis of the bargain to purchase the Products between Defendant and Plaintiffs and the other Class members and which created an express warranty that the Products would conform to the product descriptions.

66. Plaintiffs and the other members of the Class reasonably and justifiably relied on Defendant's express warranties that the Products were all natural, believing that that the Products did in fact conform to these warranties.

67. Defendant has breached the express warranties made to Plaintiffs and members of the Class by failing to manufacture, distribute, and sell the Products to satisfy those warranties.

68. Plaintiffs and members of the Class paid money for the Products but did not obtain the full value of the Products as represented. If Plaintiffs and the Class members had known of the true nature of the Products, they would not have purchased the Products or would not have been willing to pay the premium price associated with Products.

69. As a result, Plaintiffs and the Class members suffered injury and seek to recover all damages afforded under the law.

FOURTH CLAIM FOR RELIEF

**Breach of the Implied Warranty of Merchantability under New York Law
N.Y. U.C.C. § 2-314
(On Behalf of the Class)**

70. Plaintiffs repeat each and every allegation contained in the paragraphs above and incorporates such allegations by reference herein.

71. Plaintiffs bring this claim for breach of the implied warranty of merchantability under New York law against Defendant on behalf of themselves and the other members of the Class.

72. New York Uniform Commercial Code section 2-314 provides that “[u]nless excluded or modified (Section 2-316), a warranty that the goods shall be merchantable is implied in a contract for their sale if the seller is a merchant with respect to goods of that kind.” N.Y. U.C.C. § 2-314(1).

73. New York Uniform Commercial Code section 2-314 further provides that “[g]oods to be merchantable must be at least such as . . . conform to the promises or affirmations of fact made on the container or label if any.” N.Y. U.C.C. § 2-314(2)(f).

74. Defendant is a merchant with respect to the sale of dog and cat food products, including the Products. Therefore, a warranty of merchantability was implied in every contract for sale of the Products to Plaintiffs and the other Class members.

75. In advertising the Products with Natural Representations, Defendant has made promises and/or affirmations of fact about the Products.

76. However, the Products did not and do not conform to the promises and/or affirmations of fact made by Defendant about the Products. To the contrary, the Products are not all natural.

77. Therefore, Defendant has breached its implied warranty of merchantability in regard to the Products.

78. If Plaintiffs and the other members of the Class had known that the Products did not conform to Defendant's promises or affirmations of fact, they would not have purchased the Products or would not have been willing to pay the premium price associated with Products. Therefore, as a direct and/or indirect result of Defendant's breach, Plaintiffs and the other Class members have suffered injury.

FIFTH CLAIM FOR RELIEF

Intentional Misrepresentation under New York Law (*On Behalf of the Class*)

79. Plaintiffs repeat each and every allegation contained in the paragraphs above and incorporates such allegations by reference herein.

80. Plaintiffs bring this claim for intentional misrepresentation under New York law against Defendant on behalf of themselves and the other members of the Class.

81. Under New York law, the elements of a claim for intentional misrepresentation are: (1) a material misrepresentation by the defendant, (2) with the intent to defraud the plaintiff, (3) the plaintiff's reasonable reliance on the misrepresentation, and (4) the plaintiff suffers damage as a result of plaintiff's reliance. As set forth below, all elements are satisfied here.

82. As detailed above, Defendant has willfully, falsely, and knowingly made Natural Representations about the Products when the Products contain ingredients that are synthetic and/or artificial. Therefore, Defendant has made misrepresentations as to the Products.

83. Defendant's Natural Representations were material to a reasonable consumer (i.e., the type of misrepresentations to which a reasonable person would attach importance and would be induced to act thereon in making purchase decisions), because they relate to the quality,

characteristics, and nutritional value of the Products.

84. Defendant knew or recklessly disregarded the fact that the Products were not all natural at the time that it made the Natural Representations.

85. Defendant intended for Plaintiffs and the other Class members to rely on its Natural Representations in purchasing the Products, as evidenced by Defendant prominently featuring the Natural Representations on the Products' packaging.

86. Plaintiffs and the other Class members have reasonably and justifiably relied on Defendant's Natural Representations when purchasing the Products; have been unaware of the true nature of the Products (i.e., the Products are not all natural, for the reasons given above); and had Plaintiffs and the Class members known the truth that the Natural Representations were false and misleading because the Products are not all natural (as detailed above), they would not have purchased the Products or would not have purchased them at the prices at which they were offered.

87. As a direct and proximate result of Defendant's false and misleading Natural Representations, Plaintiffs and the Class members have suffered economic losses and other general and specific damages, including but not limited to the monies paid to Defendant, and any interest that has accrued on those monies, all in an amount to be proven at trial.

SIXTH CLAIM FOR RELIEF

Breach of Quasi-Contract/Unjust Enrichment/Restitution under New York Law (*On Behalf of the Class*)

88. Plaintiffs repeat each and every allegation contained in the paragraphs above and incorporates such allegations by reference herein.

89. Plaintiffs bring this claim for breach of quasi-contract/unjust enrichment/restoration under New York law against Defendant on behalf of themselves and the other members of the Class.

90. As detailed herein, Defendant intentionally and recklessly made false and misleading Natural Representations about the Products to Plaintiffs and the members of the Class to induce them to purchase the Products. Plaintiffs and the other members of the Class have reasonably relied on the misleading representations and have not received all of the benefits promised by Defendant. Plaintiffs and the other members of the Class therefore have been induced by Defendant's misleading and false representations about the Products, and paid for them when they would and/or should not have, or paid more money to Defendant for the Products than they otherwise would and/or should have paid.

91. Defendant has obtained benefits from Plaintiffs and the other Class members by unjust means, and Defendant would obtain an undue advantage if it were allowed to retain the monetary benefits it received from Plaintiffs and the Class members on account of its false and misleading Natural Representations.

92. The monies Defendant received were obtained under circumstances that were at the expense of Plaintiffs and the members of the Class — i.e., Plaintiffs and the other Class members did not receive the full value of the benefit conferred upon Defendant.

93. Therefore, it is inequitable and unjust for Defendant to retain the profit, benefit, or compensation conferred upon it without paying Plaintiffs and the members of the Class back for the difference of the full value of the benefit compared to the value actually received.

94. As a direct and proximate result of Defendant's unjust enrichment, Plaintiffs and the other members of the Class seek restitution, disgorgement, and/or the imposition of a constructive trust upon all profits, benefits, and other compensation obtained by Defendant from its deceptive, misleading, and unlawful conduct as alleged herein.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs, individually and on behalf of the members of the Class, respectfully request the Court to enter an Order:

A. certifying the proposed Classes under Federal Rule of Civil Procedure 23(a), (b)(2), and (b)(3), as set forth above; naming Plaintiffs as representatives of the Class; and naming Plaintiffs' attorneys as Class Counsel to represent the Class;

B. declaring that Defendant is financially responsible for notifying the Class members of the pendency of this suit;

C. declaring that Defendant has committed the violations of law alleged herein;

D. providing for any and all injunctive relief the Court deems appropriate;

E. awarding statutory damages in the maximum amount for which the law provides;

F. awarding monetary damages, including but not limited to any compensatory, incidental, or consequential damages in an amount that the Court or jury will determine, in accordance with applicable law;

G. providing for any and all equitable monetary relief the Court deems appropriate;

H. awarding punitive or exemplary damages in accordance with proof and in an amount consistent with applicable precedent;

I. awarding Plaintiffs their reasonable costs and expenses of suit, including attorneys' fees;

J. awarding pre- and post-judgment interest to the extent the law allows; and

K. providing such further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiffs demand a trial by jury on all issues so triable.

Date: January 7, 2019

Respectfully submitted,

REESE LLP

By: /s/ Michael R. Reese

Michael R. Reese

mreese@reesellp.com

100 West 93rd Street, 16th Floor

New York, New York 10025

Telephone: (212) 643-0500

Facsimile: (212) 253-4272

FARUQI & FARUQI, LLP

Benjamin Heikali (*pro hac vice* forthcoming)

bheikali@faruqilaw.com

10866 Wilshire Boulevard, Suite 1470

Los Angeles, California 90024

Telephone: (424) 256-2884

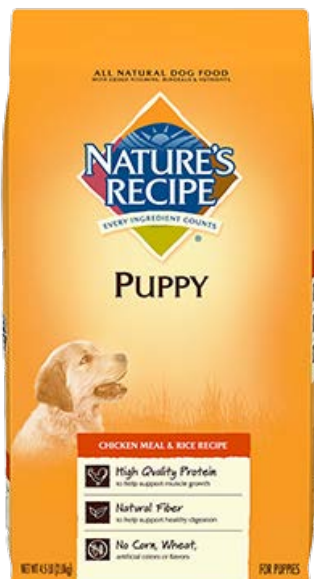
Facsimile: (424) 256-2885

Counsel for Plaintiff and the Proposed Class

EXHIBIT A

Products ¹	False and Misleading Representation(s)	Listed Ingredients
	<p>ALL NATURAL DOG FOOD WITH ADDED VITAMINS, MINERALS & NUTRIENTS</p>	<p>Chicken Meal, Brewers Rice, Barley, Oatmeal, Poultry Fat (Preserved with Mixed Tocopherols), Natural Flavor, Tomato Pomace, Salt, Flaxseed, Potassium Chloride, Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate [Source of Vitamin C], Inositol, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinat, Ferrous Sulfate, Zinc Oxide, Iron Proteinat, Copper Sulfate, Copper Proteinat, Manganese Proteinat, Manganous Oxide, Calcium Iodate, Sodium Selenite), Choline Chloride, Lactic Acid, Yucca Schidigera Extract, Citric acid (Used as a Preservative), Rosemary Extract.</p>
	<p>ALL NATURAL DOG FOOD WITH ADDED VITAMINS, MINERALS & NUTRIENTS</p>	<p>Chicken Meal, Brewers Rice, Barley, Oatmeal, Poultry Fat (Preserved With Mixed Tocopherols), Natural Flavor, Tomato Pomace, Salt, Flaxseed, Fat Product (Source Of Docosahexaenoic Acid), Potassium Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source Of Vitamin C), Inositol, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinat, Ferrous Sulfate, Zinc Oxide, Iron Proteinat, Copper Sulfate, Copper Proteinat, Manganese Proteinat, Manganous Oxide, Calcium Iodate, Sodium Selenite), Choline Chloride, Lactic Acid, Yucca Schidigera Extract, Citric acid (Used as a</p>

¹ All images and ingredients were sourced from the Nature's Recipe website: <https://www.naturesrecipe.com/> (last visited on 07/05/2017)



Preservative), Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Potatoes, Pea Protein, Chicken Meal, Peas, Poultry Fat (Preserved with Mixed Tocopherols), Sweet Potatoes, Apples, Pumpkin, Tapioca Starch, Natural Flavor, Tomato Pomace, Salt, Fat Product (Source of Docosahexaenoic Acid), Potassium Chloride, Choline Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate [Source Of Vitamin C], Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), **Lactic Acid, Citric acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract



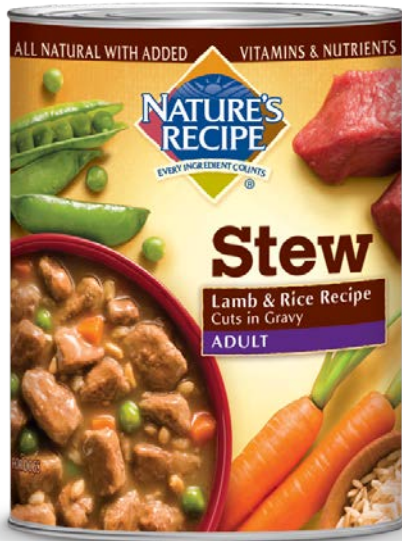
ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Oatmeal, Chicken Meal, Barley, Brown Rice, Poultry Fat (Preserved with Mixed Tocopherols), Pea Protein, Natural Flavor, Algae Extract, Tomato Pomace, Dried Brewers Yeast, Salt, Inulin, Potassium Chloride, Alfalfa Nutrient Concentrate, Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate (Source of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex** (Source of Vitamin K Activity), Vitamin D3 Supplement, **Folic Acid, Biotin, Vitamin B12 Supplement**), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate, Copper Proteinate, Manganese Proteinate, Manganous Oxide, Calcium Iodate, Sodium Selenite**), Glucosamine Hydrochloride, Choline Chloride, **Lactic Acid, L-Carnitine, Chondroitin Sulfate, Yucca Shidigera Extract, Citric acid (Used as a Preservative)**, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Lamb Meal, Ground Rice, Barley, Poultry Fat (Preserved with Mixed Tocopherols), Dried Egg Product, Oatmeal, Potato Protein, Natural Flavor, Tomato Pomace, Flaxseed, Potassium Chloride, Salt, Choline Chloride, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate, Copper Proteinate, Manganese Proteinate, Manganous Oxide, Calcium Iodate, Sodium Selenite**), Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate [Source of Vitamin C], Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid, Biotin, Vitamin B12 Supplement**), Taurine, **Lactic Acid, Yucca Schidigera Extract, Citric acid (Used as a Preservative)**, Rosemary Extract.



ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Water Sufficient for Processing, Lamb, Soy Protein Concentrate, Dried Egg Product, Carrots, Rice Flour, Canola Oil (Preserved with Mixed Tocopherols), Peas, Brown Rice, Salt, Brewer's Yeast, Guar Gum, Vitamins (Vitamin E Supplement, Inositol, **Thiamine Mononitrate, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Riboflavin Supplement, Beta-Carotene, Pyridoxine Hydrochloride** (Vitamin B6), **Menadione Sodium Bisulfite Complex** (Source of Vitamin K Activity), Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Calcium Carbonate, Malted Barley Flour, Potassium Chloride, **Sodium Tripolyphosphate**, Dicalcium Phosphate, Choline Chloride, Carrageenan, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Lamb Meal, Barley, Oatmeal, Ground Rice, Poultry Fat (Preserved with Mixed Tocopherols), Natural Flavor, Tomato Pomace, **Sodium Tripolyphosphate**, Flaxseed, Potassium Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate [Source of Vitamin C]), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Taurine, **Lactic Acid**, Choline Chloride, Yucca Schidigera Extract, **Citric acid (Used as a Preservative)**, Rosemary Extract.



**ALL NATURAL
7 CORE INGREDIENTS**
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Duck, Chicken Meal, Brown Rice, Oats, Rice, Peas, Chicken Fat (Preserved With Mixed Tocopherols), Pea Protein, Apples, Natural Flavor, Dried Cranberries (Cranberries, Sugar), Tomato Pomace, Salt, Flaxseed, Carrots, Potassium Chloride, Dicalcium Phosphate, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement**), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate, Copper Proteinate, Manganese Proteinate, Manganous Oxide, Calcium Iodate, Sodium Selenite**), Choline Chloride, **Lactic Acid, Citric acid (Used as a Preservative)**, L-Carnitine, Yucca Schidigera Extract, Rosemary Extract.



**ALL NATURAL
7 CORE INGREDIENTS**
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Lamb, Lamb Meal, Brown Rice, Oats, Pea Protein, Peas, Chicken Fat (Preserved With Mixed Tocopherols), Apples, Rice, Natural Flavor, Dried Cranberries (Cranberries, Sugar), Salt, Flaxseed, Tomato Pomace, Carrots, Potassium Chloride, Taurine, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source Of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement**), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate, Copper Proteinate, Manganese Proteinate, Manganous Oxide, Calcium Iodate, Sodium Selenite**), Choline Chloride, **Lactic Acid, Citric acid (Used as a Preservative)**, L-Carnitine, Yucca Schidigera Extract, Rosemary Extract



**ALL NATURAL
7 CORE INGREDIENTS**
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Salmon, Salmon Meal, Brown Rice, Oats, Peas, Rice, Chicken Fat (Preserved With Mixed Tocopherols), Pea Protein, Apples, Natural Flavor, Dried Cranberries (Cranberries, Sugar), Tomato Pomace, Salt, Flaxseed, Carrots, Potassium Chloride, Dicalcium Phosphate, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source Of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement**), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Choline Chloride, **Lactic Acid, Citric acid (Used as a Preservative)**, L-Carnitine, Yucca Schidigera Extract, Rosemary Extract.



**ALL NATURAL
7 CORE INGREDIENTS**
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Chicken Meal, Potatoes, Peas, Sweet Potatoes, Chicken Fat (Preserved With Mixed Tocopherols), Apples, Pea Protein, Tomato Pomace, Tapioca Starch, Natural Flavors, Dried Cranberries (Cranberries, Sugar), Salt, Flaxseed, Dicalcium Phosphate, Carrots, Potassium Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source Of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement**), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Choline Chloride, **Lactic Acid, Citric acid (Used as a Preservative)**, L-Carnitine, Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken Meal, Barley, Oatmeal, Brewers Rice, Poultry Fat (Preserved with Mixed Tocopherols), Natural Flavor, Tomato Pomace, **Sodium Tripolyphosphate**, Flaxseed, Potassium Chloride, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate [Source of Vitamin C]), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Choline Chloride, **Lactic Acid**, Yucca Schidigera Extract, **Citric acid (Used as a Preservative)**, Rosemary Extract.



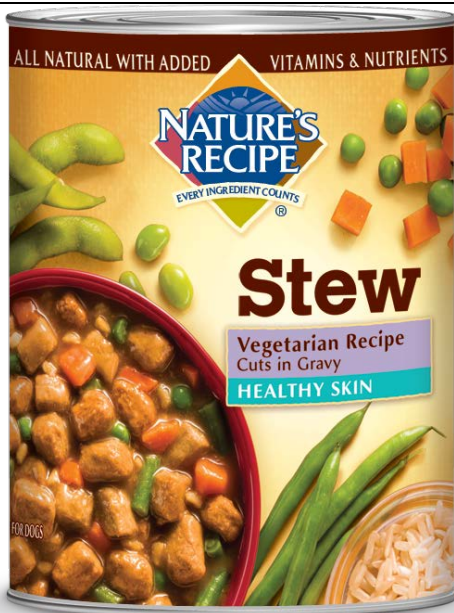
ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Water Sufficient for Processing, Lamb, Soy Protein Concentrate, Brown Rice, Peas, Dried Egg Product, Carrots, Canola Oil (Preserved with Mixed Tocopherols), Rice Flour, Salt, Brewer's Yeast, Calcium Carbonate, Guar Gum, Dicalcium Phosphate, Vitamins (Vitamin E Supplement, Inositol, **Thiamine Mononitrate, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Riboflavin Supplement, Beta-Carotene, Pyridoxine Hydrochloride (Vitamin B6), Menadione Sodium Bisulfite Complex (Source of Vitamin K Activity), Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement**), Malted Barley Flour, Potassium Chloride, **Sodium Tripolyphosphate**, Choline Chloride, Carrageenan, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Rosemary Extract



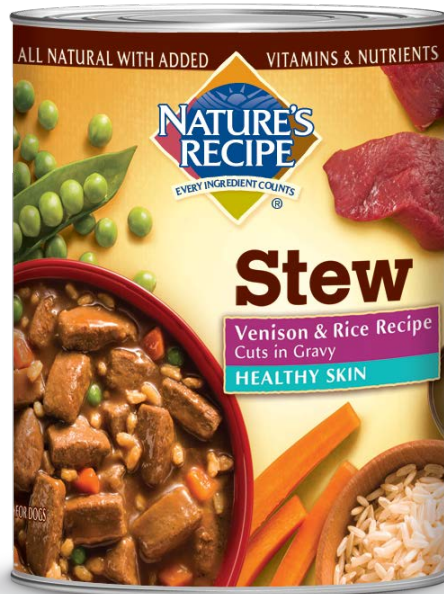
ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Lamb Meal, Ground Rice, Barley, Oatmeal, Beet Pulp, Dried Potato Products, Poultry Fat (Preserved with Mixed Tocopherols), Natural Flavor, Potassium Chloride, Tomato Pomace, Flaxseed, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate [Source of Vitamin C], Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Taurine, Gelatin, **Lactic Acid**, Choline Chloride, Yucca Schidigera Extract, **Citric acid (Used as a Preservative)**, Rosemary Extract



ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Water Sufficient for Processing, Carrots, Pea Protein, Peas, Soy Protein Concentrate, Soy Protein Isolate, Sucrose, Canola Oil (Preserved with Mixed Tocopherols), Brown Rice, Molasses, Calcium Carbonate, Green Beans, Guar Gum, Dicalcium Phosphate, Potassium Chloride, Choline Chloride, Carrageenan, Vitamins (Vitamin E Supplement, Inositol, **Thiamine Mononitrate, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Riboflavin Supplement, Beta-Carotene, Pyridoxine Hydrochloride** (Vitamin B6), **Menadione Sodium Bisulfite Complex** (Source of Vitamin K Activity), Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Salt, Minerals (Zinc Oxide, Zinc Proteinate, Ferrous Sulfate, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Garlic Spice, L-lysine, Rosemary Extract



ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Water Sufficient for Processing, Venison, Soy Protein Concentrate, Canola Oil (Preserved with Mixed Tocopherols), Dried Egg Product, Rice Flour, Peas, Brown Rice, Molasses, Carrots, Brewer's Yeast, Salt, Malted Barley Flour, Calcium Carbonate, **Sodium Tripolyphosphate**, Guar Gum, Vitamins (Vitamin E Supplement, Inositol, **Thiamine Mononitrate**, **Niacin Supplement**, **Vitamin A Supplement**, **D-calcium Pantothenate**, **Riboflavin Supplement**, **Beta-Carotene**, **Pyridoxine Hydrochloride** (Vitamin B6), **Menadione Sodium Bisulfite Complex** (Source of Vitamin K Activity), Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Dicalcium Phosphate, Potassium Chloride, Choline Chloride, Carrageenan, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), Rosemary Extract.



ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Water Sufficient for Processing, Venison, Chicken, Venison Lung, Peas, Canola Oil (Preserved with Mixed Tocopherols), Brewer's Rice, Potatoes, Rice Flour, Carrots, Cracked Barley, Guar Gum, Dicalcium Phosphate, Potassium Chloride, Salt, Vitamins (Vitamin E Supplement, Inositol, **Thiamine Mononitrate**, **Niacin Supplement**, **Vitamin A Supplement**, **D-calcium Pantothenate**, **Riboflavin Supplement**, **Beta-Carotene**, **Pyridoxine Hydrochloride**, **Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Choline Chloride, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), Rosemary Extract



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Brewer's Rice, Soybean Meal, Barley, Canola Oil (preserved with mixed tocopherols), Dicalcium Phosphate, Calcium Carbonate, Natural Flavor, Salt, Carrots, Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate [source of Vitamin C], Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement**), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Choline Chloride, Onion Extract, Garlic Powder, **Citric acid (Used as a Preservative)**, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Venison Meal, Ground rice, oatmeal, pearly barley, poultry fat (Preserved with Mixed Tocopherols), Pea Protein, Natural Flavor, Potato Protein, Potassium Chloride, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, Manganese Proteinate, Manganous Oxide, **Copper Sulfate**, Copper Proteinate, **Calcium Iodate, Sodium Selenite**), Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate [Source of Vitamin C], Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement**), Yeast Culture, Choline Chloride, Yucca Schidigera Extract, Rosemary Extract, **Citric acid (Used as a Preservative)**




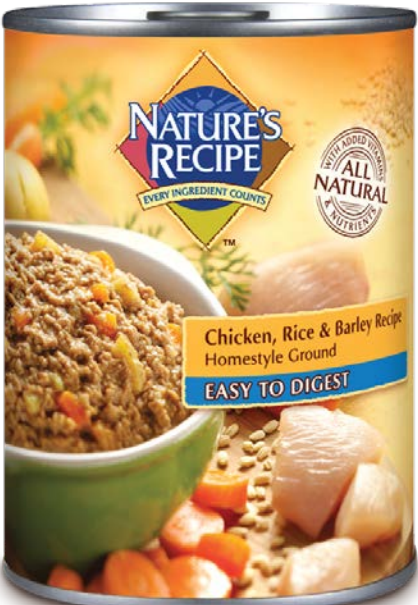
ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Chicken Meal, Potato Flour, Pea Protein, Peas, Sweet Potato, Poultry fat (Preserved with Mixed Tocopherols), Apples, Pumpkin, Natural Flavor, Tapioca Starch, Tomato Pomace, Salt, Canola Oil (Preserved with Mixed Tocopherols), Potassium Chloride, Choline Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), **Lactic Acid, Citric acid (Used as a Preservative)**, L-carnitine, Yucca Shidigera Extract, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

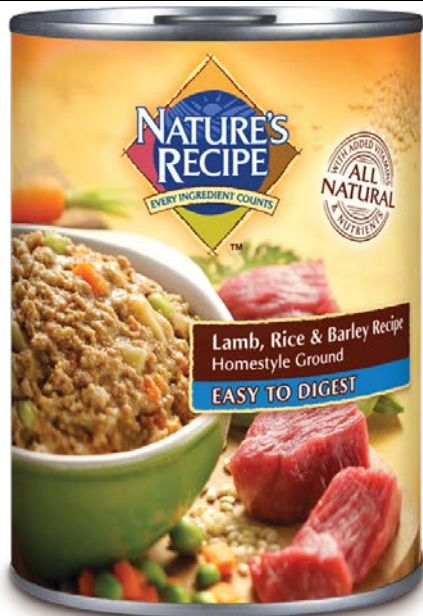
Chicken, Turkey Meal, Potatoes, Pea Protein, Peas, Poultry Fat (Preserved with Mixed Tocopherols), Sweet Potatoes, Apples, Pumpkin, Natural Flavor, Tapioca Starch, Salt, Potassium Chloride, Choline Chloride, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), **Lactic Acid, Citric acid (Used as a**

		<p>Preservative), Yucca Schidigera Extract, Rosemary Extract.</p>
	<p>ALL NATURAL WITH ADDED VITAMINS & NUTRIENTS</p>	<p>Water Sufficient for Processing, Chicken, Soy Protein Concentrate, Chicken Liver, Barley Flour, Canola Oil (Preserved with Mixed Tocopherols), Rice Flour, Dried Egg Product, Brown Rice, Peas, Carrots, Salt, Brewer's Yeast, Guar Gum, Dicalcium Phosphate, Sodium Tripolyphosphate, Potassium Chloride, Vitamins (Vitamin E Supplement, Inositol, Thiamine Mononitrate, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Riboflavin Supplement, Beta-Carotene, Pyridoxine Hydrochloride (Vitamin B6), Menadione Sodium Bisulfite Complex (Source of Vitamin K Activity), Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement), Calcium Carbonate, Choline Chloride, Carrageenan, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, Copper Sulfate, Copper Proteinate, Manganese Proteinate, Manganous Oxide, Calcium Iodate, Sodium Selenite), Beta-Carotene, Rosemary Extract.</p>
	<p>ALL NATURAL WITH ADDED VITAMINS & NUTRIENTS</p>	<p>Water Sufficient for Processing, Chicken, Soybean Meal, Chicken Liver, Canola Oil (Preserved with Mixed Tocopherols), Brewer's Rice, Cracked Barley, Potatoes, Carrots, Peas, Guar Gum, Dicalcium Phosphate, Salt, Vitamins (Vitamin E Supplement, Inositol, Thiamine Mononitrate, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Riboflavin Supplement, Beta-Carotene, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement), Potassium Chloride, Choline Chloride, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, Copper Sulfate, Copper Proteinate, Manganese Proteinate, Manganous Oxide, Calcium Iodate, Sodium Selenite), Rosemary Extract.</p>



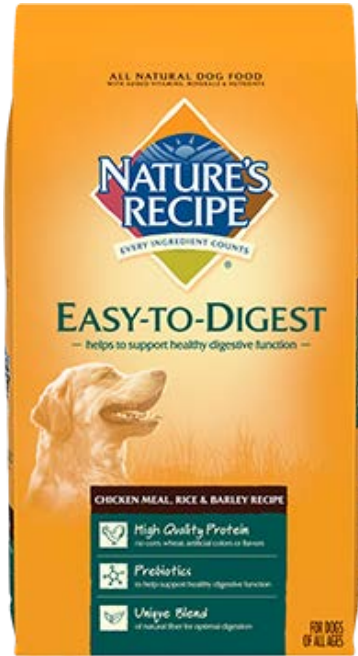
ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Water Sufficient for Processing, Lamb, Soy Protein Concentrate, Dried Egg Product, Brown Rice, Peas, Barley Flour, Carrots, Canola Oil (Preserved with Mixed Tocopherols), Rice Flour, Brewer's Yeast, Salt, Guar Gum, Vitamins (Vitamin E Supplement, Inositol, **Thiamine Mononitrate, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Riboflavin Supplement, Beta-Carotene, Pyridoxine Hydrochloride (Vitamin B6), Menadione Sodium Bisulfite Complex (Source of Vitamin K Activity), Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement), Malted Barley Flour, Calcium Carbonate, Potassium Chloride, Sodium Tripolyphosphate, Dicalcium Phosphate, Choline Chloride, Carrageenan, Minerals (Zinc Proteinat, Ferrous Sulfate, Zinc Oxide, Iron Proteinat, **Copper Sulfate, Copper Proteinat, Manganese Proteinat, Manganous Oxide, Calcium Iodate, Sodium Selenite)**, Rosemary Extract**



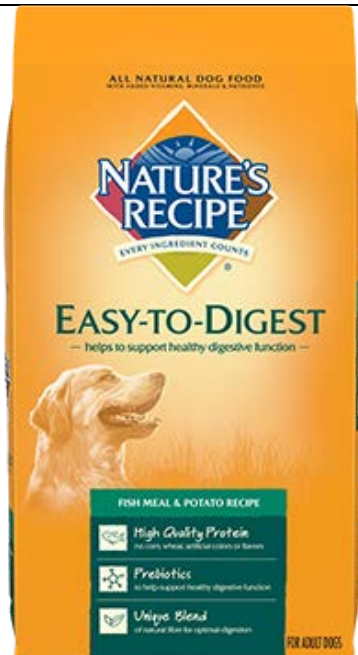
ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Water Sufficient for Processing, Soybean Meal, Lamb, Lamb Liver, Brewer's Rice, Rice Flour, Cracked Barley, Potatoes, Canola Oil (Preserved with Mixed Tocopherols), Dicalcium Phosphate, Carrots, Peas, Salt, Choline Chloride, Vitamins (Vitamin E Supplement, Inositol, **Thiamine Mononitrate, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Riboflavin Supplement, Beta-Carotene, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement), Potassium Chloride, Minerals (Zinc Proteinat, Ferrous Sulfate, Zinc Oxide, Iron Proteinat, **Copper Sulfate, Copper Proteinat, Manganese Proteinat, Manganous Oxide, Calcium Iodate, Sodium Selenite)**, Rosemary Extract.**



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken Meal, Rice, Barley, Oatmeal, Poultry Fat (Preserved with Mixed Tocopherols), Natural Flavor, Tomato Pomace, Salt, Flaxseed, Potassium Chloride, Inulin, Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate [Source of Vitamin C], Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate**, Beta Carotene, **Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, Manganese Proteinate, Manganous Oxide, **Copper Sulfate**, Copper Proteinate, **Calcium Iodate, Sodium Selenite**), Yeast Culture, **Lactic Acid**, Yucca Schidigera Extract, Choline Chloride, **Citric acid (Used as a Preservative)**, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Catfish Meal, Brewer's Rice, Oatmeal, Barley, Potatoes, Poultry Fat (Preserved with Mixed Tocopherols), Natural Flavor, Tomato Pomace, Calcium Carbonate, Potassium Chloride, **Sodium Tripolyphosphate**, Flax Seed, Inulin, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate [Source Of Vitamin C]), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Yeast Culture, **Lactic Acid**, Choline Chloride, Yucca Schidigera Extract, **Citric acid, (Used as a Preservative)**, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Ground Rice, Pearled Barley, Chicken Meal, Oatmeal, Poultry Fat (preserved with mixed tocopherols), Dried Brewer's Yeast, Tomato Pomace, Flax Seed, Calcium Carbonate, Natural Flavor, **Sodium Tripolyphosphate**, Potassium Chloride, Alfalfa Nutrient Concentrate, Salt, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex** (Source of Vitamin K Activity), Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), **Lactic Acid**, Yucca Schidigera extract, Choline Chloride, **Citric acid (Used as a Preservative)**, Rosemary, Garlic Powder, Spearmint, Parsley, Ginger Extract.




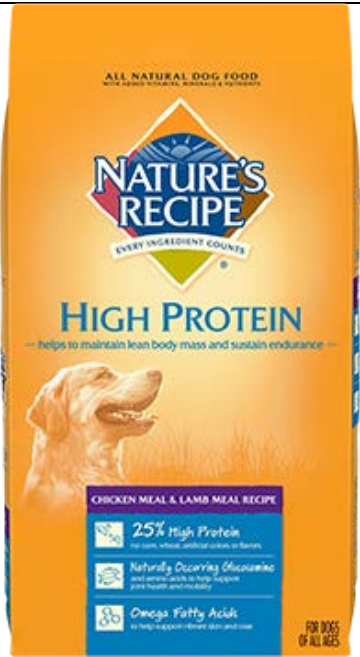
ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Pearled Barley, Chicken Meal, Oatmeal, Ground Rice, Poultry Fat (Preserved with Mixed Tocopherols), Brewer's Dried Yeast, Tomato Pomace, Flax Seed, Beet Pulp, Calcium Carbonate, Natural Flavor, **Sodium Tripolyphosphate**, Potassium Chloride, Alfalfa Nutrient Concentrate, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source of Vitamin C), Inositol, **Niacin Supplement**, **Vitamin A Supplement**, **D-calcium Pantothenate**, **Thiamine Mononitrate**, **Beta-Carotene**, **Riboflavin Supplement**, **Pyridoxine Hydrochloride**, **Menadione Sodium Bisulfite Complex** (Source of Vitamin K Activity), Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), **Lactic Acid**, **Citric acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Brown Rice, Barley, Oatmeal, Chicken Meal, Poultry Fat (Preserved with Mixed Tocopherols), Potato Protein, Brewer's Yeast, Tomato Pomace, Calcium Carbonate, Natural Flavor, Salt, Potassium Chloride, Inulin, Alfalfa Nutrient Concentrate, Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate (Source of Vitamin C), Inositol, Niacin, Supplement, **Vitamin A Supplement**, **D-calcium Pantothenate**, **Thiamine Mononitrate**, **Beta-Carotene**, **Riboflavin Supplement**, **Pyridoxine Hydrochloride**, **Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), Choline Chloride, Glucosamine Hydrochloride, **Lactic Acid**, L-Carnitine, Chondroitin Sulfate, Yucca Schidigera Extract, **Citric acid (Used as a Preservative)**, Rosemary Extract.

 <p>ALL NATURAL DOG FOOD WITH ADDED VITAMINS, MINERALS & NUTRIENTS</p> <p>NATURE'S RECIPE EVERY INGREDIENT COUNTS</p> <p>HEALTHY WEIGHT — helps to support healthy weight management —</p> <p>CHICKEN MEAL, RICE & BARLEY RECIPE</p> <ul style="list-style-type: none"> High Quality Protein for lean muscle, without excess fat or carbs L-Carnitine to help support fat metabolism Optimal levels of B-Vitamins to help support ideal energy metabolism <p>FOR ADULT DOGS</p>	<p>ALL NATURAL DOG FOOD WITH ADDED VITAMINS, MINERALS & NUTRIENTS</p>	<p>Chicken Meal, Brewer's Rice, Barley, Poultry Fat (Preserved with Mixed Tocopherols), Tomato Pomace, Natural Flavor, Salt, Potassium Chloride, Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate [Source of Vitamin C], Inositol, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, Copper Sulfate, Copper Proteinate, Manganese Proteinate, Manganous Oxide, Calcium Iodate, Sodium Selenite), Yeast Culture, Choline Chloride, Lactic Acid, Citric acid (Used as a Preservative), L-Carnitine, Yucca Schidigera Extract, Rosemary Extract</p>
 <p>ALL NATURAL DOG FOOD WITH ADDED VITAMINS, MINERALS & NUTRIENTS</p> <p>NATURE'S RECIPE EVERY INGREDIENT COUNTS</p> <p>HIGH PROTEIN — helps to maintain lean body mass and sustain endurance —</p> <p>CHICKEN MEAL & LAMB MEAL RECIPE</p> <ul style="list-style-type: none"> 25% High Protein for lean muscle, without excess fat or carbs Naturally Occurring Glucosamine and chondroitin to help support joint health and mobility Omega Fatty Acids to help support a shiny skin and coat <p>FOR DOGS OF ALL AGES</p>	<p>ALL NATURAL DOG FOOD WITH ADDED VITAMINS, MINERALS & NUTRIENTS</p>	<p>Chicken Meal (Natural Source of Glucosamine), Brewers Rice, Barley, Oatmeal, Poultry Fat (Preserved with Mixed Tocopherols), Lamb Meal, Natural Flavor, Tomato Pomace, Salt, Flaxseed, Potassium Chloride, Inulin, Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate [Source of Vitamin C], Inositol, Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex, Vitamin D3 Supplement, Folic Acid, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, Copper Sulfate, Copper Proteinate, Manganese Proteinate, Manganous Oxide, Calcium Iodate, Sodium Selenite), Choline Chloride, Lactic Acid, Yucca Schidigera Extract, Citric acid (Used as a Preservative), Rosemary Extract.</p>



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Catfish Meal, Brewers Rice, Oatmeal, Barley, Poultry Fat (Preserved with Mixed Tocopherols), Chicken Meal, Natural Flavor, Tomato Pomace, Calcium Carbonate, Potassium Chloride, **Sodium Tripolyphosphate**, Flaxseed, Vitamins (Vitamin E Supplement, L-ascorbyl-2-polyphosphate [Source of Vitamin C], Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinates, Ferrous Sulfate, Zinc Oxide, Iron Proteinates, **Copper Sulfate**, Copper Proteinates, Manganese Proteinates, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), Fat Product (Source of Docosahexaenoic Acid), Choline Chloride, **Lactic Acid, Citric acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Broth, Chicken, Sweet Potatoes, Green Beans, Chicken Fat, Turkey, Modified Food Starch, Tomato Paste, Tricalcium Phosphate, Sugar, Salt, Potassium Chloride, Vitamins (Vitamin E Supplement, Biotin Supplement, **Niacin Supplement**, Calcium Pantothenate, **Thiamine Mononitrate, Vitamin A Supplement**, Biotin Supplement, **Riboflavin Supplement**, Vitamin D3 Supplement, **Pyridoxine Hydrochloride, Beta-Carotene, Folic Acid**), Choline Chloride, Minerals (Zinc Glycine Complex, Iron Glycine Complex, Copper Glycine Complex, Manganese Glycine Complex, **Sodium Selenite**, Potassium Iodide), Parsley, Natural Flavor.



ALL NATURAL
WITH ADDED VITAMINS & NUTRIENTS

Vegetable Broth, Chicken, Sweet Potatoes, Green Beans, Chicken Fat, Venison, Modified Food Starch, Tomato Paste, Tricalcium Phosphate, Sugar, Salt, Natural Flavor, Potassium Chloride, Vitamins (Vitamin E Supplement, Vitamin B12 Supplement, **Niacin Supplement**, Calcium Pantothenate, **Thiamine Mononitrate**, **Vitamin A Supplement**, Biotin Supplement, **Riboflavin Supplement**, Vitamin D3 Supplement, **Pyridoxine Hydrochloride**, **Beta-Carotene**, **Folic Acid**), Choline Chloride, Minerals (Zinc Glycine Complex, **Sodium Selenite**, Potassium Iodide), Parsley.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Chicken Meal, Garbanzo Beans, Peas, Pea Protein, Poultry Fat (Preserved With Mixed Tocopherols), Sweet Potatoes, Apples, Pumpkin, Tapioca Starch, Natural Flavor, Tomato Pomace, Salt, Potassium Chloride, Choline Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source Of Vitamin C), Inositol, **Niacin Supplement**, **Vitamin A Supplement**, **D-calcium Pantothenate**, **Thiamine Mononitrate**, **Beta-Carotene**, **Riboflavin Supplement**, **Pyridoxine Hydrochloride**, **Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), **Lactic Acid**, **Citric acid** Used as a Preservative), Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Salmon, Potatoes, Pea Protein, Salmon Meal, Peas, Sweet Potatoes, Poultry Fat (Preserved with Mixed Tocopherols), Pumpkin, Apples, Natural Flavor, Tomato Pomace, Salt, Potassium Chloride, Choline Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source of Vitamin C), Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), **Lactic Acid, Citric acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL DOG FOOD
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Chicken, Potatoes, Pea Protein, Chicken Meal, Peas, Poultry Fat (Preserved with Mixed Tocopherols), Sweet Potatoes, Apples, Pumpkin, Tapioca Starch, Natural Flavor, Tomato Pomace, Salt, Fat Product (Source of Docosahexaenoic Acid), Potassium Chloride, Choline Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate [Source Of Vitamin C], Inositol, **Niacin Supplement, Vitamin A Supplement, D-calcium Pantothenate, Thiamine Mononitrate, Beta-Carotene, Riboflavin Supplement, Pyridoxine Hydrochloride, Menadione Sodium Bisulfite Complex**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Copper Proteinate, Manganese Proteinate, Manganous Oxide, **Calcium Iodate, Sodium Selenite**), **Lactic Acid, Ctric Acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Salmon, Herring Meal, Potato Flour, Tapioca Flour, Cane Molasses, Chicken Fat (Preserved with Mixed Tocopherols), Pea Fiber, Flaxseed, Sweet Potato, Natural Flavor, **Citric acid**, Sugar, Rosemary Extract



ALL NATURAL
WITH ADDED VITAMINS, MINERALS & NUTRIENTS

Turkey, Chicken Meal, Potato Flour, Tapioca Flour, Cane Molasses, Sweet Potato, Chicken Fat (Preserved with Mixed Tocopherols), Flaxseed, Pea Fiber, Natural Flavor, Sugar, **Citric acid**, Rosemary Extract.



ALL NATURAL CAT FOOD
 WITH ADDED VITAMINS, MINERALS & NUTRIENTS | NO
 ARTIFICIAL FLAVORS, COLORS OR PRESERVATIVES

Chicken, Chicken Meal, Potatoes, Turkey Meal, Fish Meal, Poultry Fat (Preserved with Mixed Tocopherols), Peas, Cellulose, Natural Flavor, Tetra Sodium Pyrophosphate, Potassium Chloride, Salt, Choline Chloride, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source Of Vitamin C), **Niacin Supplement**, Inositol, **Vitamin A Supplement**, **Thiamine Mononitrate**, **D-calcium Pantothenate**, **Pyridoxine Hydrochloride**, **Riboflavin Supplement**, **Menadione Sodium Bisulfite Complex**, **Beta-Carotene**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Manganese Proteinate, Copper Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), **Lactic Acid**, **Citric acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL CAT FOOD
 WITH ADDED VITAMINS, MINERALS & NUTRIENTS | NO
 ARTIFICIAL FLAVORS, COLORS OR PRESERVATIVES

Salmon, Potatoes, Turkey Meal, Chicken Meal, Pea Protein, Poultry Fat (Preserved with Mixed Tocopherols), Fishmeal, Cellulose, Peas, Flaxseed, Natural Flavor, Tetra Sodium Pyrophosphate, Choline Chloride, Potassium Chloride, Salt, Vitamins (Vitamin E Supplement, L-ascorbyl-2-Polyphosphate (Source of Vitamin C), **Niacin Supplement**, Inositol, **Vitamin A Supplement**, **Thiamine Mononitrate**, **D-calcium Pantothenate**, **Pyridoxine Hydrochloride**, **Riboflavin Supplement**, **Menadione Sodium Bisulfite Complex**, Beta Carotene, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Manganese Proteinate, Copper Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), **Lactic Acid**, **Citric acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL CAT FOOD

WITH ADDED VITAMINS, MINERALS & NUTRIENTS | NO ARTIFICIAL FLAVORS, COLORS OR PRESERVATIVES

Chicken Meal, Garbanzo Beans, Peas, Poultry Fat (Preserved With Mixed Tocopherols), Chicken, Natural Flavor, Salt, Potassium Chloride, Choline Chloride, Sweet Potatoes, DL Methionine, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source Of Vitamin C), **Niacin Supplement**, Inositol, **Vitamin A Supplement**, **Thiamine Mononitrate**, **D-calcium Pantothenate**, **Pyridoxine Hydrochloride**, **Riboflavin Supplement**, **Menadione Sodium Bisulfite Complex**, Beta Carotene, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Green Beans, Carrots, Spinach, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Manganese Proteinate, Copper Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), Natural Rotisserie Chicken Flavor, **Lactic Acid**, Taurine, **Citric acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract.



ALL NATURAL CAT FOOD

WITH ADDED VITAMINS, MINERALS & NUTRIENTS | NO ARTIFICIAL FLAVORS, COLORS OR PRESERVATIVES

Chicken Meal, Garbanzo Beans, Peas, Poultry Fat (Preserved With Mixed Tocopherols), Salmon, Salmon Meal, Natural Flavor, Salt, Potassium Chloride, Choline Chloride, Sweet Potatoes, DL Methionine, Vitamins (Vitamin E Supplement, L-Ascorbyl-2-Polyphosphate (Source Of Vitamin C), **Niacin Supplement**, Inositol, **Vitamin A Supplement**, **Thiamine Mononitrate**, **D-calcium Pantothenate**, **Pyridoxine Hydrochloride**, **Riboflavin Supplement**, **Menadione Sodium Bisulfite Complex**, **Beta-Carotene**, Vitamin D3 Supplement, **Folic Acid**, Biotin, Vitamin B12 Supplement), Green Beans, Carrots, Spinach, Minerals (Zinc Proteinate, Ferrous Sulfate, Zinc Oxide, Iron Proteinate, **Copper Sulfate**, Manganese Proteinate, Copper Proteinate, Manganous Oxide, **Calcium Iodate**, **Sodium Selenite**), Natural Grilled Flavor, **Lactic Acid**, Taurine, **Citric acid (Used as a Preservative)**, Yucca Schidigera Extract, Rosemary Extract.

EXHIBIT B



WE ARE WHAT WE EAT

**HEALTHY EATING TRENDS AROUND
THE WORLD**

JANUARY 2015

nielsen
.....

AN UNCOMMON SENSE
OF THE CONSUMER™

DO BODY IMAGE PERCEPTIONS AND EATING HABITS GO HAND-IN-HAND?



AROUND THE WORLD:

- Half (49%) of global respondents believe they are overweight, and half (50%) are trying to lose weight.
- Consumers seek fresh, natural and minimally processed foods. Beneficial ingredients that help fight disease and promote good health are also important.
- Health attributes are most important to emerging-market respondents, who are also most willing to pay a premium for health benefits.
- Younger consumers are most willing to pay a premium for health attributes.
- Healthy categories are growing faster than indulgent categories, but there is still room for occasional treats in consumers' diets.

Turn on the TV, flip open a magazine or log on to the Internet and chances are you'll see a headline about how to quickly drop unwanted weight using the latest exercise fad or diet craze. Despite the incredible attention devoted to health and wellness, over the past 30 years, the percentage of people worldwide considered overweight (BMI \geq 25 to $<$ 30) or obese (BMI \geq 30) increased 28% in adults and 47% in children, according to the 2013 Global Burden of Disease Study. The study reports that in 2013, an estimated 2.1 billion people—nearly 30% of the global population—were overweight or obese.

As the numbers suggest, obesity isn't just a problem in the developed world. Although obesity rates are lower in developing markets, 62% of the world's 671 million obese individuals live in developing markets—and rates are accelerating.

The good news is that consumers around the world are attempting to take charge of their health. Nearly half (49%) of global respondents in Nielsen's Global Health & Wellness Survey consider themselves overweight, and a similar percentage (50%) is actively trying to lose weight. And they're doing so by making more healthful food choices—with help from food and beverage companies. Manufacturers are reformulating products to eliminate or reduce the sugar, cholesterol, trans and saturated fat and sodium content of food. They're moving away from artificial ingredients and introducing products high in desirable attributes like fiber and protein. But there's room for continued action.

"There is a tremendous opportunity for food manufacturers and retailers to lead a healthy movement by providing the products and services that consumers want and need," said Susan Dunn, executive vice president, Global Professional Services, Nielsen. "While diet fads come and go over time, innovative, back-to-basics foods that taste good, are easy to prepare and provide healthful benefits will have staying power. The first step is knowing where to put your product development efforts."

The Nielsen Global Health & Wellness Survey polled 30,000 online respondents in 60 countries to identify how consumers feel about their body image and the steps they're taking to get healthier. We also provide insights into the product attributes that are most important in purchase decisions and which ones consumers are willing to pay more for. We take an in-depth look at purchasing trends and future intentions to identify opportunities that will help manufacturers better align offerings to consumer needs and desires.

ABOUT THE GLOBAL SURVEY METHODOLOGY

The findings in this survey are based on respondents with online access in 60 countries. While an online survey methodology allows for tremendous scale and global reach, it provides a perspective only on the habits of existing Internet users, not total populations. In developing markets where online penetration is still growing, audiences may be younger and more affluent than the general population of that country. In addition, survey responses are based on claimed behavior rather than actual metered data.

Where noted, the survey research is supplemented with actual behavior using Nielsen's retail sales data.

IN THE BATTLE OF THE BULGE, DIET AND EXERCISE DOMINATE

Around the globe, the majority of respondents rely on tried-and-true methods to lose weight—diet and exercise. Three quarters of global respondents who are trying to lose weight plan to change their diet, and nearly as many (72%) plan to exercise. Comparatively, low percentages of respondents use other methods to shed unwanted pounds: 11% say they take diet pill/bars/shakes, 7% use medicine prescribed by their doctor and 6% use other methods not described in the survey.

Among those who are changing their diet to lose weight, nearly two-thirds (65%) say they are cutting down on fats, a decline from 70% reported in Nielsen's 2011 Global Health & Wellness Survey, and 62% are eating less chocolate and sugary sweets, a percentage that holds steady from 2011. Conversely, more than half of global respondents (57%) are expanding their diets with more natural, fresh foods, up from 55% reported three years ago.

Eating smaller portions is the diet method of choice for four-in-10 global respondents (41%) and nearly as many are choosing to consume fewer processed foods (37%). A low-carbohydrate, high-fat diet has increased in popularity since 2011, rising seven percentage points to 25%. One-in-five (19%) respondents are following another non-specified diet plan, and one-in-10 (11%) are opting for commercial slimming programs like Weight Watchers.

Fat's reputation as dietary enemy No. 1 is fading in North America. Between 2011 and 2014, the number of respondents saying they are cutting down on fats (59%) dropped by double-digits (14 percentage points). Over the same period, the number of North American respondents following a low-carb, high-fat diet (23%) increased 10 percentage points. While the low-carb movement appears to be gaining momentum in North America, the region still trails Asia-Pacific in adoption, where 34% of respondents say they follow a low-carb, high-fat diet to lose weight—the highest of any region.

Eating smaller portions to lose weight is most popular in North America (49%) and Latin America (48%), and the percentage of respondents eating fewer processed foods is highest in North America (46%). The use of commercial slimming programs in Asia-Pacific and Africa/Middle East (17% in each region) exceeds the global average (11%).



MAJORITY OF CONSUMERS RELY ON DIET AND EXERCISE TO LOSE WEIGHT

PERCENTAGE TAKING EACH ACTION TO LOSE WEIGHT*

CHANGING MY DIET



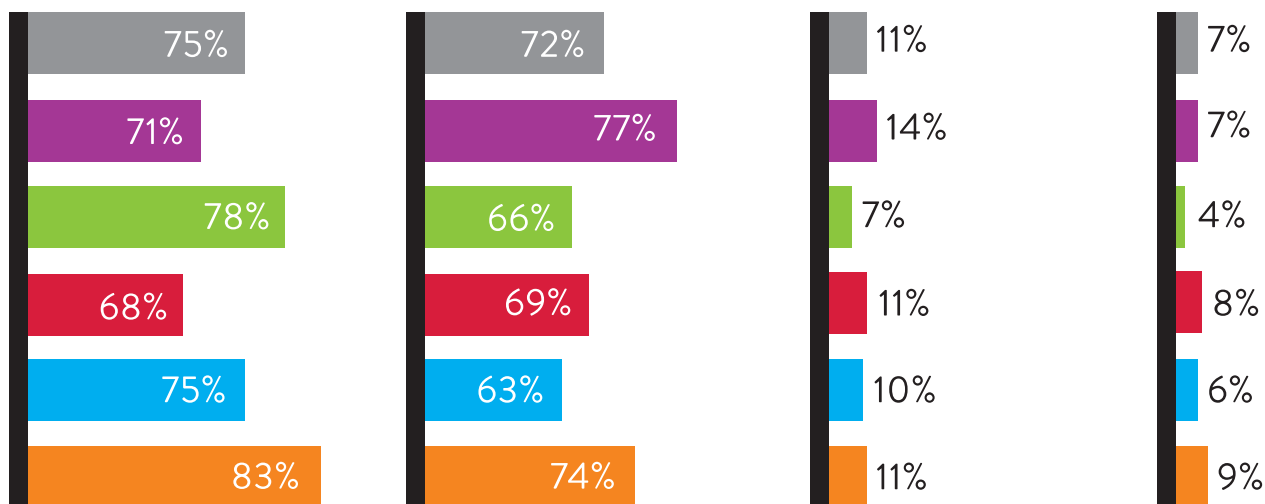
DOING PHYSICAL EXERCISE



TAKING DIET PILLS/
BARS/SHAKES



TAKING MEDICINE
PRESCRIBED BY MY
DOCTOR



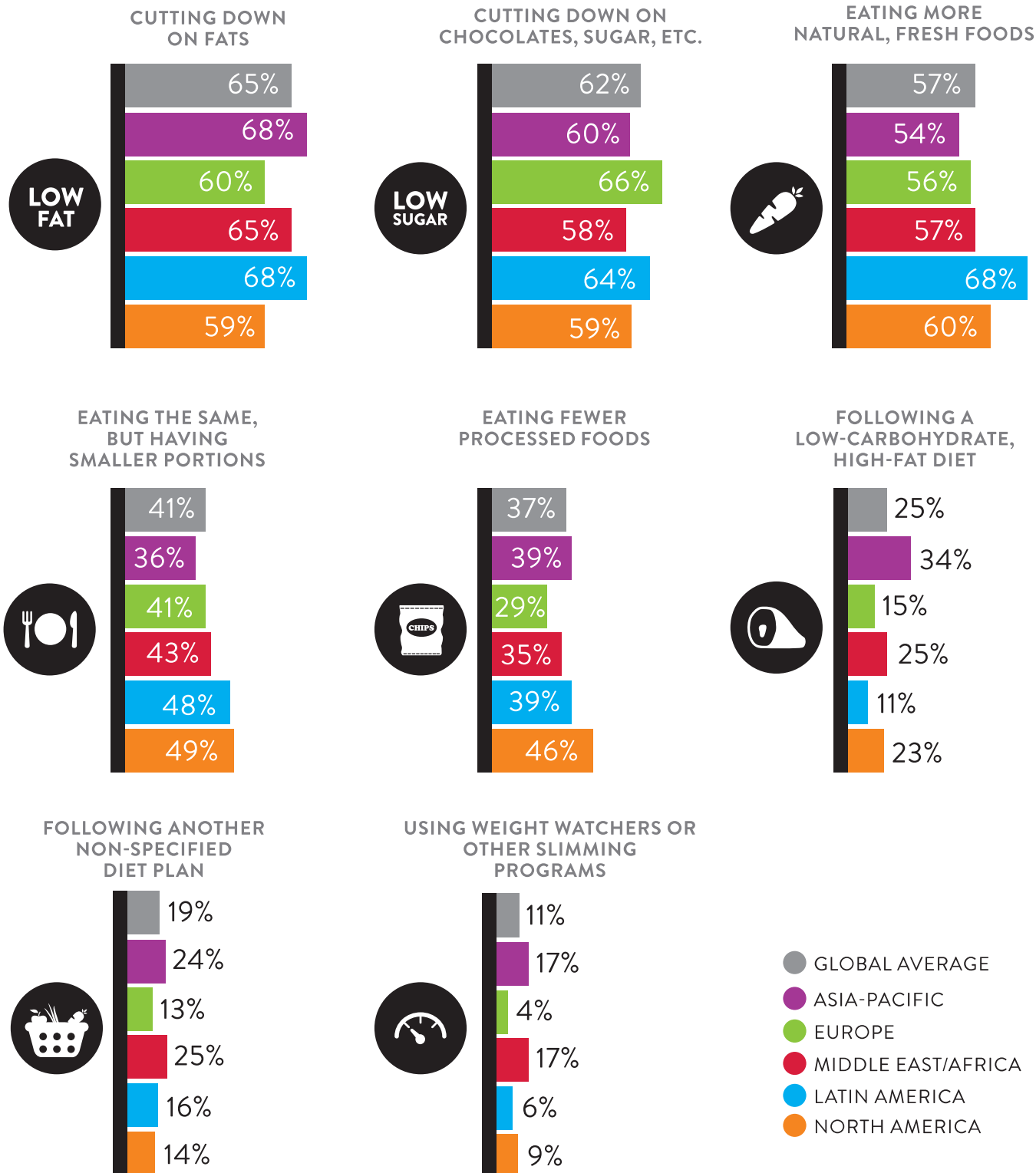
● GLOBAL AVERAGE ● ASIA-PACIFIC ● EUROPE ● MIDDLE EAST/AFRICA
● LATIN AMERICA ● NORTH AMERICA

*Among those trying to lose weight

Source: Nielsen Global Health & Wellness Survey, Q3 2014

MAJORITY ARE EATING FEWER FATS AND SUGARY SWEETS, MORE FRESH FOODS

WAYS WE ARE CHANGING OUR DIETS TO LOSE WEIGHT*



*Among those changing their diet to lose weight
 Source: Nielsen Global Health & Wellness Survey, Q3 2014

NATURAL FOODS WITH BENEFICIAL INGREDIENTS ARE MOST DESIRABLE

Consumers say they aspire to better health and healthier eating, but how influential are health attributes in the foods we eat at driving purchase decisions?

When it comes to the foods we eat, consumers are going back to the basics. We asked respondents to rate health attributes from very important to not important in their purchase decisions. The most desirable attributes are foods that are fresh, natural and minimally processed. Foods with all natural ingredients and those without genetically modified organisms (GMOs) are each considered very important to 43% of global respondents—the highest percentages of the 27 attributes included in the study. In addition, about four-in-10 global respondents say the absence of artificial colors (42%) and flavors (41%) and foods made from vegetables/fruits (40%) are very important.

In addition, consumers are looking for functional foods that provide benefits that can either reduce their risk of disease and/or promote good health. Thirty-six percent of global respondents rate foods that are high in fiber as very important, and about three in 10 seek foods that are high in protein (32%), have whole grain (30%) or are fortified with calcium (30%), vitamins (30%) or minerals (29%) to fulfill their nutritional needs.

Less is more for roughly one-third of global respondents, who say it's very important that foods are low in cholesterol (38%), salt (33%), sugar (32%) and fat (30%). In addition, about one-quarter believe the absence of high fructose corn syrup (26%) and caffeine (23%) is very important, and one-fifth rate foods that are gluten free (21%) as very important.

Environmental and socioeconomic concerns also factor into purchase decisions. One-third think sustainably sourced (35%) and organic (33%) ingredients are very important in their purchasing decisions, and more than one-quarter (26%) say local herbs/ingredients are very desirable.

BACK-TO-BASICS FOOD ATTRIBUTES ARE MOST POPULAR



PERCENTAGE THAT RATE EACH HEALTH ATTRIBUTE VERY IMPORTANT IN PURCHASING DECISIONS

	GLOBAL AVERAGE	ASIA-PACIFIC	EUROPE	MIDDLE EAST/AFRICA	LATIN AMERICA	NORTH AMERICA
BACK-TO-BASICS						
ALL NATURAL	43%	43%	42%	53%	64%	29%
GMO-FREE	43%	43%	47%	39%	46%	32%
NO ARTIFICIAL COLORS	42%	44%	42%	42%	46%	29%
NO ARTIFICIAL FLAVORS	41%	42%	40%	41%	45%	30%
MADE FROM VEGETABLES/FRUITS	40%	39%	40%	47%	55%	32%
NATURAL FLAVORS	36%	33%	33%	46%	60%	31%
LESS IS MORE						
LOW/NO CHOLESTEROL	38%	37%	32%	43%	63%	29%
LOW SALT/SODIUM	33%	34%	26%	32%	55%	30%
LOW SUGAR/SUGAR FREE	32%	30%	29%	33%	51%	27%
LOW/NO FAT	30%	29%	25%	33%	54%	25%
PORTION CONTROL	27%	29%	20%	33%	32%	27%
LOW/NO CALORIES	27%	26%	22%	32%	45%	25%
NO HIGH FRUCTOSE CORN SYRUP	26%	25%	22%	26%	28%	32%
LOW/NO CARBOHYDRATES	24%	26%	19%	28%	31%	22%
CAFFEINE-FREE	23%	28%	13%	27%	26%	16%
GLUTEN-FREE	21%	21%	16%	28%	32%	15%
MORE IS MORE						
HIGH IN FIBER	36%	36%	28%	43%	59%	30%
HIGH IN PROTEIN	32%	34%	21%	43%	50%	30%
WHOLE GRAIN	30%	29%	27%	37%	47%	30%
CALCIUM-FORTIFIED	30%	31%	23%	44%	51%	23%
VITAMIN-FORTIFIED	30%	30%	24%	43%	50%	23%
MINERALS-FORTIFIED	29%	30%	21%	40%	47%	21%
RICH IN UNSATURATED FATS	25%	26%	21%	26%	35%	21%
MICRONUTRIENT-FORTIFIED	25%	27%	18%	29%	40%	17%
SUSTAINABLE						
INGREDIENTS SOURCED SUSTAINABLY/FAIR TRADE	35%	43%	25%	26%	43%	20%
ORGANIC	33%	36%	28%	33%	45%	24%
LOCAL HERBS/INGREDIENTS	26%	27%	23%	33%	32%	20%

ABOVE THE GLOBAL AVERAGE

Source: Nielsen Global Health & Wellness Survey, Q3 2014

EMERGING MARKETS LEAD THE WAY IN DESIRE FOR HEALTH ATTRIBUTES

Health attributes strongly influence the foods consumers buy, but not all attributes are equally important across the globe. There are notable differences in both the absolute importance of attributes (the percentage who said it is very important) and the relative importance (the order of importance within the region) in purchasing decisions.



In **Asia-Pacific**, the importance of food attributes largely mirrors the global averages, with a few exceptions. The desire for sustainably sourced ingredients (43%) is higher in Asia-Pacific than in any other region except Latin America (tie), and it is the second most important attribute for respondents in the region. The absence of caffeine is also rated more important in Asia-Pacific (28%) than worldwide (23%).



In **Europe**, comparatively smaller percentages rate health attributes as a very important influencing factor for purchase decisions. The number of respondents who say a given attribute is very important is below the global average for 24 of the 27 attributes included in the survey. Only GMO-free products are more important in Europe than globally (47% vs. 43%, respectively).



In **Africa/Middle East**, the percentage of respondents who say a particular attribute is very important in their purchase decisions is higher than the global average for 20 of the 27 attributes included in the survey. Beneficial ingredients are particularly important to Africa/Middle East respondents, with foods that are high in protein (43%) and fortified with calcium (44%), vitamin (43%) and minerals (40%) considered very important—all above the global average. Sustainably sourced ingredients are less important in Africa/Middle East than globally (26% vs. 35%, respectively). GMO-free offerings are also less important in Africa/Middle East than around the world (39% vs. 43%, respectively).

“Consumers with limited disposable income need to get the most out of the products they buy, which is oftentimes the case in developing countries,” said Dunn. “Foods that help meet essential nutritional needs are very appealing, while those with positive social and environmental benefits may be considered less essential or ‘nice to have.’”



In **Latin America**, the percentage of respondents who think a given attribute is very important exceeds the global average for *all* attributes measured. In fact, the region is more than 20 percentage points above the global average for eight of the 27 attributes. The “less is more” attributes are particularly appealing in this region, including low/no cholesterol (25 percentage points {pp} above the global average), low/no fat (+24 pp) and low salt/sodium (+22 pp). As in Africa/Middle East, food fortification is also more important in Latin America than globally. The region exceeds the global average for the importance of calcium- and vitamin-fortified foods by 21 and 20 percentage points, respectively.

“Latin America is taking action in the battle against obesity, with several nations enacting policies designed to curb the consumption of junk food,” said Dunn. “Mexico approved a tax of one peso on each liter of soft drinks in 2013 and Chile passed labeling regulations that require manufacturers to mark packages with warning labels if their food is high in sugar, salt, calories or fat. These initiatives may increase consumer awareness about what is in their food and encourage more informed decision-making.”

However, “back-to-basics” and sustainability attributes are significantly lower in relative importance in the region. For instance, GMO-free tops the list of very important attributes for respondents worldwide, but is tied for 14th in Latin America. The absence of artificial colors (No. 3 worldwide vs. No. 14 in Latin America) and flavors (No. 4 vs. No. 16) and use of sustainably sourced ingredients (No. 9 vs. No. 19) are also relatively less important in Latin America.



In **North America**, the percentage of respondents who say a given attribute is very important in their purchase decisions was below the global average for 24 of the 27 health attributes included in the survey. One exception: The absence of high fructose corn syrup, which is above the global average in both absolute and relative importance. Cited as very important by 32% of respondents (compared to 26% globally), the absence of high fructose corn syrup is tied with GMO-free as the most important attribute for North American respondents (it’s No. 21 worldwide). Protein (No. 5 in North America vs. No. 12 globally), whole grains (No. 5 vs. No. 14) and portion control (No. 13 vs. No. 19) are also more important in North America than worldwide, while all natural (No. 10 in North America vs. No. 1 globally), no artificial colors (No. 10 vs. No. 3) and sustainably sourced ingredients (No. 23 vs. No. 9) are relatively less important.

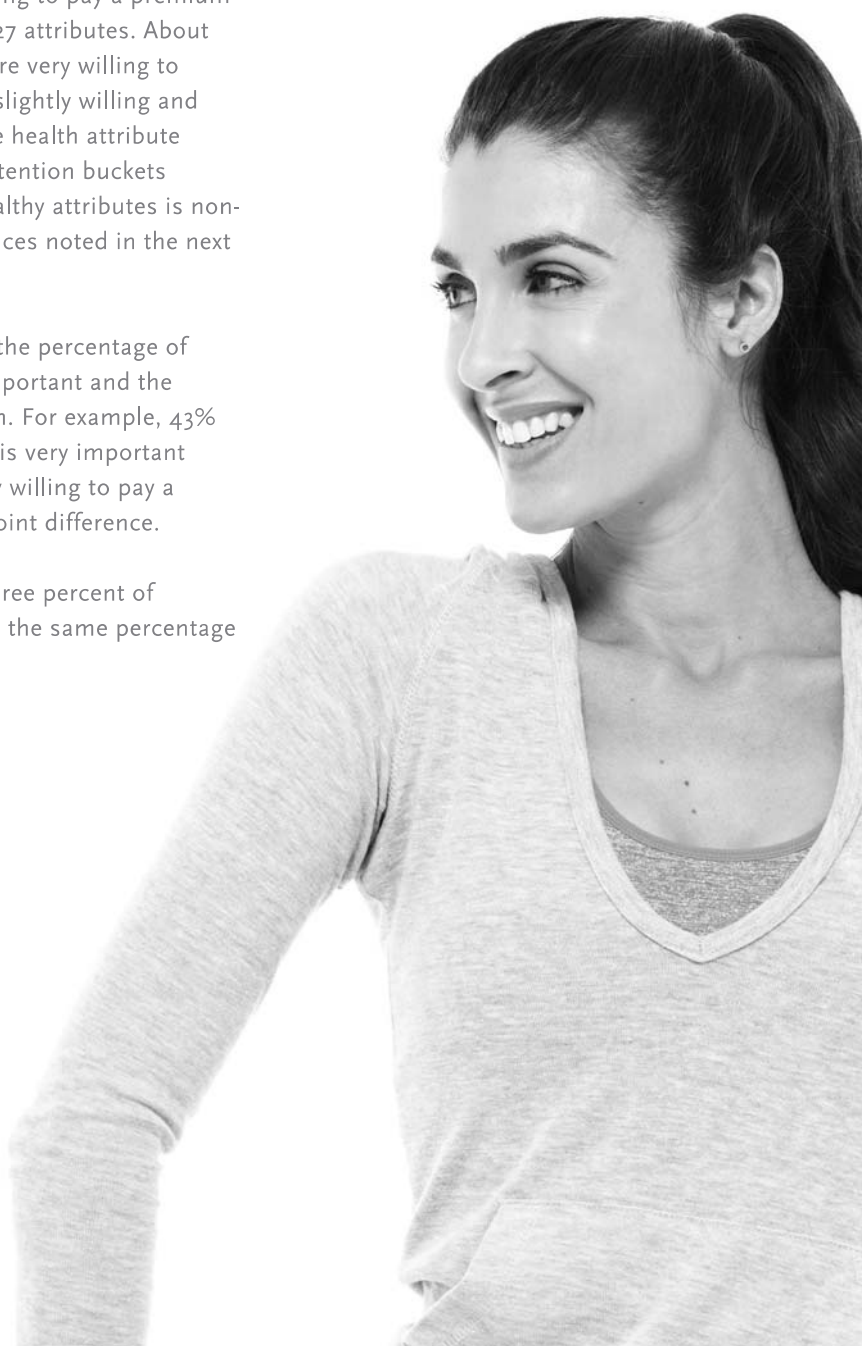
ARE HEALTHY FOOD ATTRIBUTES WORTH MORE?

Consumers believe health attributes are important, but are they willing to pay more for the benefits they provide? The answer is yes—to a degree.

Dividing global respondents into four buckets of spending intent, the highest percentages (among those who rated health attributes at least slightly important) are only moderately willing to pay a premium for health claims—an average of 38% across all 27 attributes. About one-quarter of global respondents, on average, are very willing to pay a premium (27%), followed by 23% who are slightly willing and 12% who are not willing. While there was not one health attribute that swayed dramatically from these spending intention buckets globally, suggesting that premium pricing for healthy attributes is non-discriminating overall, there are regional differences noted in the next section.

For most attributes, there is also a gap between the percentage of respondents that say a health attribute is very important and the percentage that are very willing to pay a premium. For example, 43% of global respondents say the absence of GMOs is very important in the foods they purchase, but only 33% are very willing to pay a premium for these products—a 10-percentage point difference.

One notable exception is organic foods. Thirty-three percent of respondents say organics are very important and the same percentage is also very willing to pay a premium for these products.



WILLINGNESS TO PAY A PREMIUM IS HIGHEST IN DEVELOPING MARKETS

A willingness to pay a premium for health benefits is higher in developing markets than elsewhere. More than nine-in-10 respondents in Latin America (94%), Asia-Pacific (93%), and Africa/Middle East (92%) say they're willing to pay more for foods with health attributes to some degree, compared to about eight-in-10 in Europe (79%) and North America (80%).

On the willingness-to-pay scale, the largest percentage of respondents in Latin America are very willing to pay a premium (38% average for all attributes), followed by those who are moderately willing (36%) and slightly willing (20%). However, not all attributes are created equal in this region. For example, more than half of respondents (51%) are very willing to pay a premium for all natural products, but only about one-quarter (27%) are very willing to pay a premium for products with no high fructose corn syrup.

The same is very much true in Africa/Middle East—36% are very willing to pay a premium, 36% are moderately willing and 20% are slightly willing, on average. All attributes are also not weighted equally in this region. Respondents are most willing to pay for all natural benefits (52%), compared to only 27% that are very willing to pay more for products with no high fructose corn syrup.

Conversely, the willingness-to-pay-more scale in Asia-Pacific more closely resembles the global average spending buckets: The highest percentage of respondents are moderately willing to pay a premium (41%), followed by those that are very willing (30%) and slightly willing (22%). All attributes in this region are weighted more similarly, but there still are some differences. The biggest willingness-to-pay gap is also between those very willing to pay for all natural products (43%) and those very willing to pay for products with no high fructose corn syrup (22%).

In Europe and North America, the percentage of respondents willing to pay a premium is below the global average for all attributes. Less than one-fifth of European respondents (19%) are very willing to pay a premium, while 34% are moderately willing and 26% are slightly

willing, on average. Willingness to pay a premium is similar for most attributes in this region, with a few differences. Nearly one-third of European respondents (31%) are very willing to pay a premium for all natural foods—the highest of any attribute measured—but only 13% are willing to pay a premium for caffeine-free products.

The willingness-to-pay scale in North America is nearly identical to Europe's—21% are very willing to pay a premium, 33% are moderately willing and 26% are slightly willing, on average. All attributes are weighted similarly in this region. The gap between the attributes that respondents are most willing to pay a premium for (GMO-free and organic products, both at 25%) and least willing to pay more for (calcium- and minerals-fortified, both at 17%) is only six percentage points.



DEVELOPING MARKETS ARE MOST WILLING TO PAY A PREMIUM FOR HEALTH ATTRIBUTES



PERCENTAGE VERY WILLING TO PAY A PREMIUM FOR EACH ATTRIBUTE*



BACK-TO-BASICS

	GLOBAL AVERAGE	ASIA-PACIFIC	EUROPE	MIDDLE EAST/AFRICA	LATIN AMERICA	NORTH AMERICA
ALL NATURAL	39%	43%	31%	52%	51%	24%
GMO-FREE	33%	35%	29%	36%	37%	25%
NO ARTIFICIAL COLORS	31%	34%	25%	41%	37%	23%
NO ARTIFICIAL FLAVORS	31%	35%	23%	40%	37%	20%
MADE FROM VEGETABLES/FRUITS	31%	34%	24%	43%	44%	21%
NATURAL FLAVORS	29%	31%	20%	45%	46%	21%



LESS IS MORE

	GLOBAL AVERAGE	ASIA-PACIFIC	EUROPE	MIDDLE EAST/AFRICA	LATIN AMERICA	NORTH AMERICA
LOW/NO CHOLESTEROL	28%	29%	20%	39%	46%	20%
LOW SALT/SODIUM	26%	28%	16%	32%	44%	22%
LOW SUGAR/SUGAR FREE	26%	28%	18%	33%	43%	19%
LOW/NO FAT	26%	27%	17%	36%	42%	19%
LOW/NO CALORIES	25%	26%	16%	34%	39%	21%
LOW/NO CARBOHYDRATES	23%	26%	14%	30%	32%	20%
CAFFEINE-FREE	23%	26%	13%	31%	28%	18%
GLUTEN-FREE	23%	25%	15%	30%	31%	21%
PORTION CONTROL	22%	24%	14%	32%	28%	18%
NO HIGH FRUCTOSE CORN SYRUP	21%	22%	15%	27%	27%	21%



MORE IS MORE

	GLOBAL AVERAGE	ASIA-PACIFIC	EUROPE	MIDDLE EAST/AFRICA	LATIN AMERICA	NORTH AMERICA
HIGH IN FIBER	29%	32%	17%	40%	46%	22%
HIGH IN PROTEIN	28%	32%	15%	44%	42%	23%
WHOLE GRAIN	28%	30%	19%	34%	39%	22%
CALCIUM-FORTIFIED	27%	30%	17%	42%	41%	17%
VITAMIN-FORTIFIED	27%	29%	19%	43%	41%	18%
MINERALS-FORTIFIED	26%	29%	16%	40%	38%	17%
MICRONUTRIENT-FORTIFIED	25%	28%	15%	31%	34%	20%
RICH IN UNSATURATED FATS	23%	26%	14%	29%	29%	19%



SUSTAINABLE

	GLOBAL AVERAGE	ASIA-PACIFIC	EUROPE	MIDDLE EAST/AFRICA	LATIN AMERICA	NORTH AMERICA
INGREDIENTS SOURCED SUSTAINABLY/FAIR TRADE	30%	36%	19%	29%	37%	19%
ORGANIC	33%	37%	24%	35%	40%	25%
LOCAL HERBS/INGREDIENTS	24%	26%	18%	33%	33%	19%

■ ABOVE THE GLOBAL AVERAGE

*Among those who rated attribute at least slightly important in influencing them to purchase more of a particular food/ food products

Source: Nielsen Global Health & Wellness Survey, Q3 2014

OLD AGE AND HEALTH ATTRIBUTES DO NOT NECESSARILY GO HAND-IN- HAND

While health attributes are important factors in purchase decisions for all age groups, percentages are lowest among Silent Generation (aged 65+) respondents. Health attribute ratings are highest among Millennials (21-34), followed by Baby Boomers (50-64), Generation X (35-49) and Generation Z (under 20). The attributes gaining the most favor include products that are GMO-free, have no artificial coloring/flavors and are all natural.

Certain attributes, however, are more important to younger generations and others to older consumers. Forty percent of Generation Z respondents say ingredients sourced sustainably are very important in their purchase decisions, followed by Millennials (38%) and Generation X (34%) respondents, compared to only 21% of the Silent Generation. Conversely, sugar-free and low-sugar products are more important to older consumers. Thirty-seven percent of Baby Boomers and 33% of Silent Generation respondents say these attributes are very important, compared to 26% of Generation Z and 31% of Millennials.

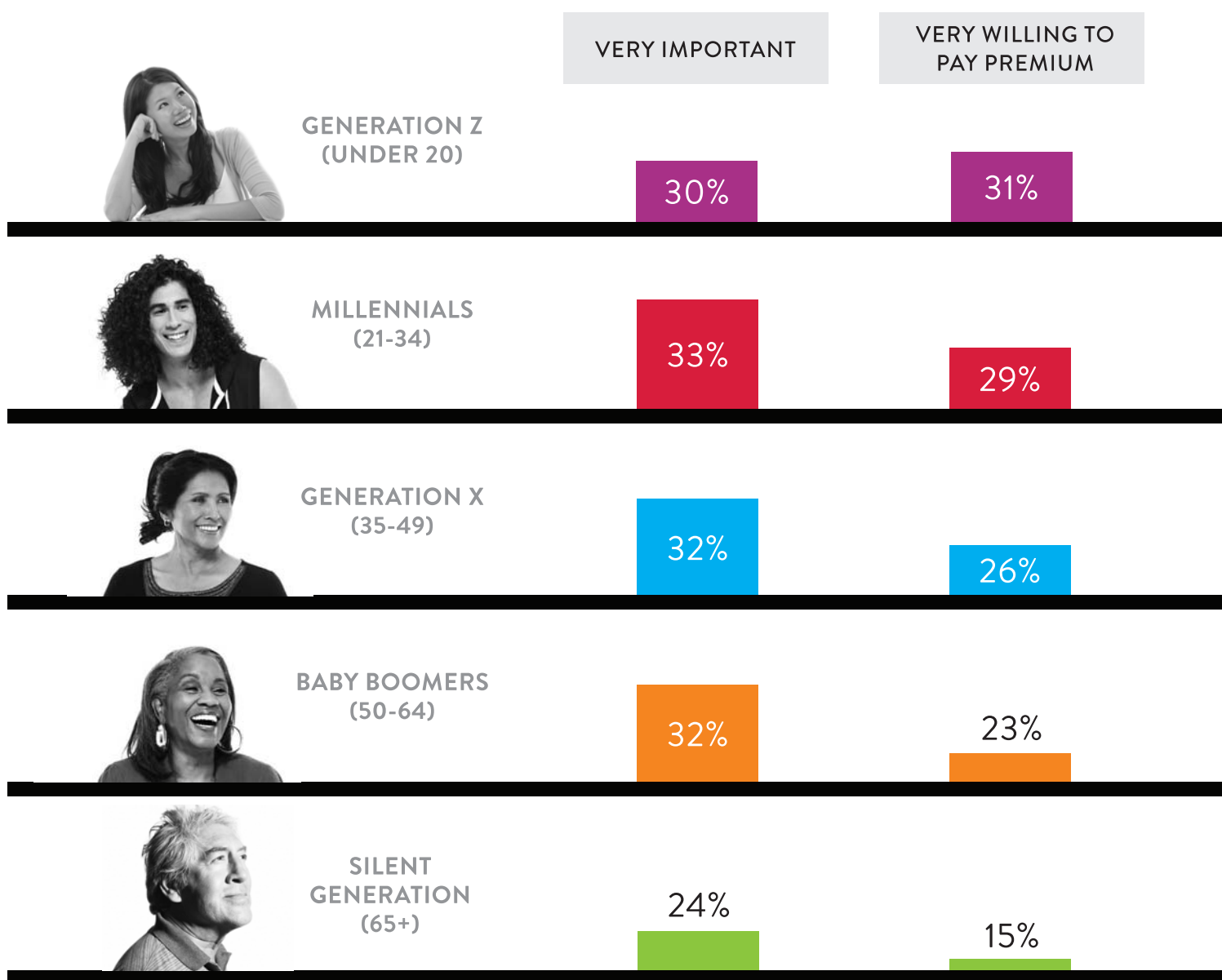
Willingness to pay a premium for health attributes also declines with age. Generation Z and Millennials are more willing to pay a premium for all attributes, even those that are more important to Generation X and Baby Boomers.

The generation gap is particularly pronounced for functional foods that reduce disease risk or promote good health and for socially/environmentally responsible foods. For example, 41% of Generation Z and 32% of Millennial respondents are very willing to pay a premium for sustainably sourced ingredients, compared to 21% of Baby Boomer and 16% of Silent Generation respondents. Generation Z and Millennials are also leaders in the gluten-free movement. Thirty-seven percent of Generation Z respondents and 31% of Millennials are very willing to pay a premium for gluten-free products, while only 22% of Baby Boomer and 12% of Silent Generation respondents are willing to do so.

“While age often dictates a need for foods that contain certain health attributes, it is the youngest consumers who are most willing to back up their sentiments with their wallets,” said Dunn. “As Millennials’ purchasing power increases, manufacturers and retailers that make the effort to understand and connect with the needs of this generation can increase their odds of success.”

GENERATION Z AND MILLENNIALS ARE MOST WILLING TO PAY A PREMIUM

GAP BETWEEN THOSE THAT THINK HEALTHY ATTRIBUTES ARE VERY IMPORTANT AND THEIR WILLINGNESS TO PAY A PREMIUM FOR THEM*



*Percentages are an average of all 27 health attributes in the study
 Source: Nielsen Global Health & Wellness Survey, Q3 2014






DO INTENTIONS ALIGN WITH ACTIONS?

As we have seen, while consumers may genuinely want to make healthier choices, intentions and actual behaviors aren't always in alignment. A review of purchasing trends between 2012 and 2014 for selected healthy, indulgent and semi-healthy categories sheds some light on what consumers are buying at retail.

Globally, sales of both healthy and indulgent categories grew over the past two years, but healthy categories outpaced indulgent categories (+5% and +2%, respectively). Over the same period, sales in semi-healthy categories fell 1%. Healthy categories in the study include dairy-based shakes, fruit, sports drinks, tea, vegetables, water and yogurt. Indulgent categories include carbonated soft drinks, chips, chocolate and cookies/biscuits. Semi-healthy categories include bread, cheese, cereal, granola bars, juice, popcorn and pretzels.

“The growth of healthy options does not automatically come at the expense of indulgent offerings,” said Dunn. “There is room for both healthy foods and occasional treats in consumers’ diets. It is the semi-healthy options that are most impacted. To drive growth for these offerings, manufacturers should look for areas where they can improve the nutritional profile of foods and highlight the health benefits their products provide to consumers.”

 HEALTHY	 SEMI-HEALTHY	 INDULGENT
WATER	BREAD	CARBONATED SOFT DRINKS
DAIRY-BASED SHAKES	CHEESE	CHIPS
FRUIT	CEREAL	CHOCOLATE
SPORTS DRINKS	GRANOLA BARS	COOKIES/BISCUITS
TEA	JUICE	
VEGETABLES	POPCORN	
YOGURT	PRETZELS	

SALES GROWTH IS STRONGEST IN DEVELOPING REGIONS

Around the world, healthy categories reported the strongest sales growth in developing regions between 2012 and 2014. Sales grew 20% in Africa/Middle East, 16% in Latin America and 15% in Asia-Pacific. Indulgent categories also grew in developing regions, but at a slower rate than healthy categories (+11% in Africa/Middle East, +7% in Latin America, +5% in Asia-Pacific).

In North America, sales of healthy categories grew 7% over the two years, but both semi-healthy and indulgent categories declined (-3% and -2%, respectively). The decline in indulgent categories in the region was driven by the decline in carbonated soft drinks, which fell 8% the past two years. Conversely, chips and chocolate grew 3% and 5%, respectively, over the same period. In Europe, only indulgent categories grew, rising 1%, while both healthy and semi-healthy categories declined (-2% and -1%, respectively).

Healthy fuels, such as sports drinks, water and fruit were among the strongest-growing healthy categories. Sales of sports drinks increased 8% globally (rising in all regions except Europe [-6%]), but developing regions primarily drove growth. Over the past two years, sports drinks sales increased 51% in Asia-Pacific, 25% in Africa/Middle East and 10% in Latin America. Sales of water (+7% globally) also grew in all regions, particularly developing regions (+23% in Asia-Pacific, +18% in Africa/Middle East and +19% in Latin America).

Consistent with the uptick in healthy beverage sales, carbonated soft drinks sales were down 1% globally over the past two years. The largest declines were in North America (-8%), but Asia-Pacific was also down (-1%) and Europe was flat. Nevertheless, soft drink sales grew in Africa/Middle East and Latin America (16% and 6% respectively).

And there's still a place for treats in consumers' diets. Chips, chocolate and cookies/biscuits all grew globally (6%, 4% and 1%, respectively), but carbohydrate staples like bread and cereal declined 3% and 8% respectively. It's not all bad news for these categories, however. While developed regions (North America and Europe) drove the global decline, sales in developing regions

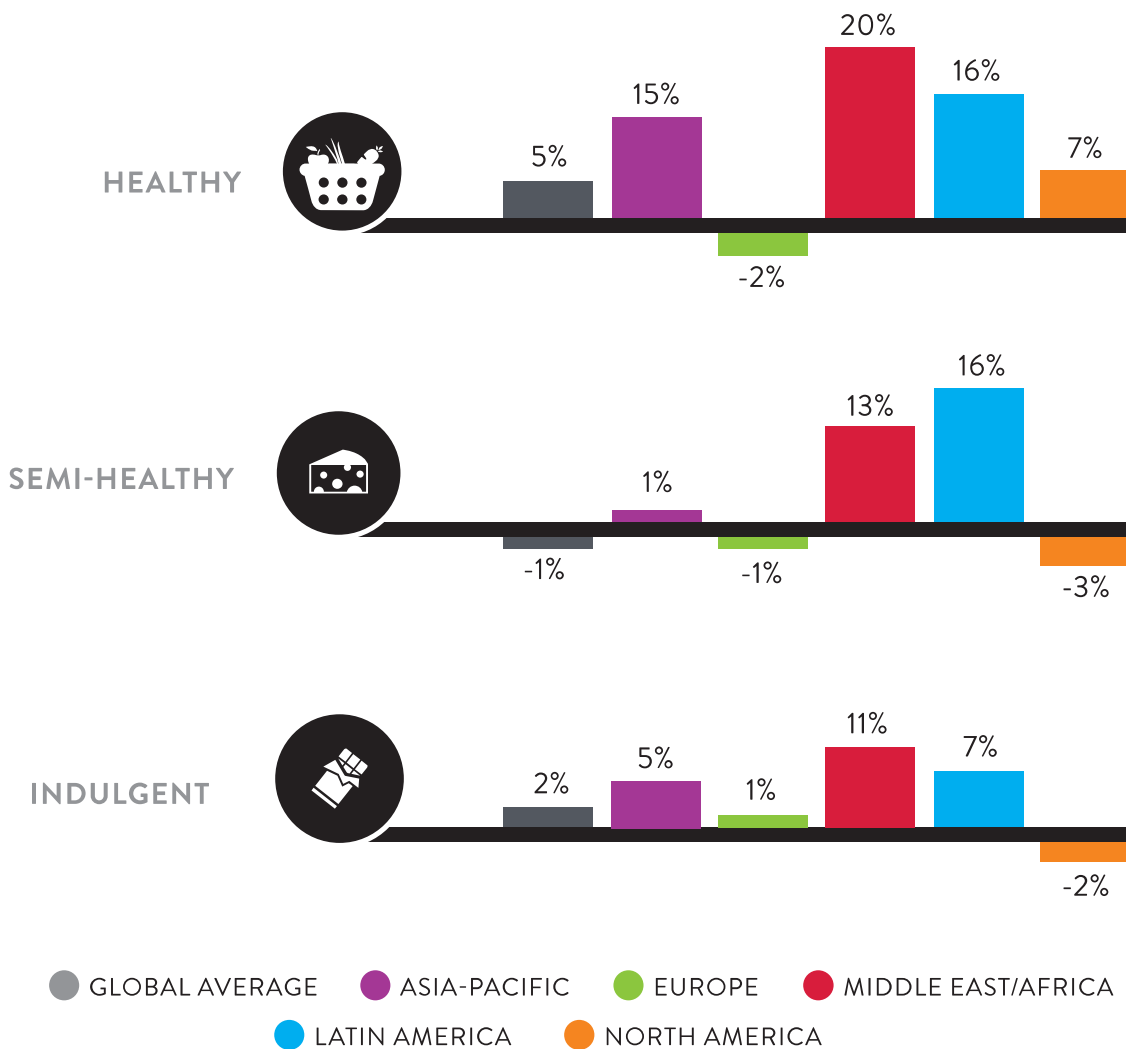


grew in the two-year time period. In Africa/Middle East, bread was up 3% and cereal was up 5%; in Asia-Pacific, bread grew 13% and cereal increased 8%; and in Latin America, bread sales were up 12%.

“Developing regions are particularly attractive markets for expansion opportunities given consumers’ purchase history and future buying intentions,” said Dunn. “As purchasing power continues to grow in these countries, close attention to buying habits is necessary to stay aligned with their needs.”

HEALTHY CATEGORIES GROWING MOST IN ALL REGIONS EXCEPT EUROPE

TWO-YEAR (2012 TO 2014) SALES CHANGE FOR SELECTED HEALTHY, SEMI-HEALTHY AND INDULGENT CATEGORIES*



Note: Sales are adjusted for dollar inflation

*Selected categories are noted on page 17

Source: Nielsen Retail Sales

THE POWER OF THE PACKAGE LABEL

Do health claims on package labels help boost sales? A review of purchasing data indicates these claims are strongest when added to products already considered healthy. Healthy products with packaging callouts tended to outperform the category as a whole. The effectiveness of label claims for semi-healthy and indulgent categories, however, seems to depend on consumers' perceptions of the product. Potato chips with whole-grain labeling, for example, decreased 11% between 2012 and 2014, but potato chips with low or reduced sodium increased 18%. Consumers may think of potato chips as a salty snack, so a low-sodium option may be more appealing than whole grain.

“When adding health and wellness claims to products, manufacturers must first understand how consumers perceive their products,” said Dunn. “If the product is perceived as healthy, any claims regarding the health benefits of a product are likely to resonate with consumers. For semi-healthy and indulgent categories, however, manufacturers must be more selective and choose claims that address a particular product attribute. For example, while consumers may be skeptical of heart-health claims for potato chips, they may be more open to claims about low or reduced sodium because this is compatible with their view of chips as a salty indulgence.”

Consistent with consumers' rating of the importance of attributes, sales of products with “natural” and “organic” claims have grown 24% and 28%, respectively, over the two-year period. Also consistent with the interest in more pure/natural products, sales of artificially sweetened “diet/light” products declined -12%, while products naturally sweetened with Stevia grew 186%.

Sales of products with healthy ingredient claims are also growing across categories. Products with claims about salt content (low or reduced sodium) and the addition of real fruit both grew 7% over the past two years, while products with reduced or no fat content claims grew 4%.

WHAT THE FUTURE HOLDS

Given the high interest in getting healthier, “good-for-you” products are strongly positioned for growth. Forty percent of global respondents say they plan to buy more fruit (41%) and vegetables (39%) in the next six months. In addition, one-quarter plan to buy more fish and seafood (25%), yogurt (24%) and water (23%), and one-fifth plan to buy more nuts and seeds (22%), cereal (20%), juices (20%) and meat and poultry (18%).

While many respondents intend to eat more healthfully in the next six months, everyone needs a treat sometimes. The largest percentage of respondents expect to buy the same amount in nearly all categories, including indulgences such as cookies and cakes (47%), ice cream and frozen novelties (44%) and potato chips/salty snacks (38%).

For indulgent categories, the biggest growth potential may come from the developing world, particularly Africa/Middle East. The percentage of African/Middle Eastern respondents planning to buy more of all the categories measured (except cereal) in the next six months exceeds the global average. Nearly one-fifth of respondents in Africa/Middle East plan to buy more chocolate candy (19% vs. 9% globally), ice cream (18% vs. 9%) and salty snacks and chips (18% vs. 9%).



OPPORTUNITIES FOR SUCCESS

“Health is going mainstream,” said Dunn. “As consumers around the globe search for better, healthier and smarter solutions that fit their lifestyle and specific needs, the motivation for manufacturers and retailers to foster strategies for a healthier world is powerful. But much more needs to be done.”

STRATEGIES FOR SUCCESS INCLUDE:



MORE EDUCATION ABOUT HEALTH/WELLNESS CLAIMS

Packaging labels are a key source of information for consumers. Three-quarters of global respondents say they read packaging labels carefully. Manufacturers and retailers need to provide easy-to-understand and clear nutritional information to help respondents take control of their health.

Purchasing decisions are also becoming increasingly complicated. Consumers must consider the nutritional content of foods as well as the environmental and social impact, production source and health benefits—it’s a lot to sort through. Manufacturers and retailers need to make it easy for consumers to cut through the clutter and make informed decisions by helping them understand the benefits of particular ingredients and foods using out-of-store communications, in-store signage/displays and package claims.



GREATER TRANSPARENCY ABOUT HEALTH/WELLNESS CLAIMS

Less than two-thirds (63%) of global respondents trust health claims on food packages, and the percentage is lower in Europe (51%) and North America (56%). Consumers view food with a skeptical eye, and the industry must be more transparent about the contents and source of foods, providing stronger scientific support for health claims to build consumer trust.



FOOD AS MEDICINE

Sometimes food is more than food. Roughly 75% of global respondents believe they “are what they eat” and nearly 80% are actively using foods to forestall health issues and medical conditions, such as obesity, diabetes, high cholesterol and hypertension. Successful manufacturers and retailers will innovate and provide products that incorporate easy and convenient health solutions.

Weight loss and management products are an in-demand area for product innovation. Manufacturers should also explore new product formats that incorporate fruits and vegetables, fiber and protein. Given their desirability in the developing markets and among Millennials, fortified foods are another key opportunity. Manufacturers should consider both new product formats that incorporate necessary nutrients and the use of emerging nutrients such as probiotics.



THE GROWTH OF ALTERNATIVE RETAILERS

Sixty-four percent of respondents say they shop for foods at specialty retailers that sell a wide variety of health foods. The percentage is even higher in health-conscious developing markets—73% in Asia-Pacific, 79% in Africa/Middle East and 71% in Latin America say they shop at specialty stores. Younger consumers are also more likely to shop at specialty retailers. 69% of Generation Z and 70% of Millennial respondents report doing so, compared to 51% of Baby Boomer and 43% of Silent Generation respondents. As consumers turn to new outlets, manufacturers must ensure their products are available to consumers no matter where they shop. Likewise, retailers should provide guidance for consumers aspiring to healthier lives, offering healthy eating ideas and meal-planning assistance and showcasing their healthy offerings, particularly fresh products, in store with signage, displays and demonstrations.



RESPECTING AND EMBRACING REGIONAL DIFFERENCES

Consumers around the world approach health differently, and these attitudes and behaviors require different strategies and approaches. There is no room for a “one-size-fits-all” mentality. Manufacturers and retailers need to provide solutions that are compatible with the preferences and requirements of each region.

COUNTRIES IN THE STUDY—NIELSEN GLOBAL HEALTH & WELLNESS SURVEY

EUROPE	
MARKET	INTERNET PENETRATION
Austria	81%
Belgium	82%
Bulgaria	53%
Croatia	71%
Czech Republic	74%
Denmark	95%
Estonia	80%
Finland	92%
France	83%
Germany	86%
Greece	60%
Hungary	73%
Ireland	78%
Israel	71%
Italy	59%
Latvia	75%
Lithuania	69%
Netherlands	94%
Norway	95%
Poland	65%
Portugal	62%
Romania	50%
Russia	61%
Serbia	57%
Slovakia	79%
Slovenia	73%
Spain	75%
Sweden	95%
Switzerland	87%
Turkey	46%
United Kingdom	90%
Ukraine	42%

ASIA-PACIFIC	
MARKET	INTERNET PENETRATION
Australia	87%
China	46%
Hong Kong	75%
India	16%
Indonesia	22%
Japan	86%
Malaysia	67%
New Zealand	87%
Philippines	41%
Singapore	73%
South Korea	85%
Taiwan	80%
Thailand	30%
Vietnam	44%

LATIN AMERICA	
MARKET	INTERNET PENETRATION
Argentina	75%
Brazil	54%
Chile	67%
Colombia	62%
Mexico	44%
Peru	39%
Venezuela	45%

MIDDLE EAST / AFRICA	
MARKET	INTERNET PENETRATION
Egypt	50%
Pakistan	15%
Saudi Arabia	61%
South Africa	49%
United Arab Emirates	88%

NORTH AMERICA	
MARKET	INTERNET PENETRATION
Canada	91%
United States	84%

Source: Internet World Stats, December 31, 2013

ABOUT NIELSEN RETAIL DATA

Purchasing data is from Nielsen's Retail Measurement Services database for the 12 months ending September 2012 and the same period for 2014. Sales were controlled for dollar inflation. Given the differences in the characteristics measured across markets, a few countries that were also included in the Nielsen Global Survey were selected to represent the entire region. The following countries were chosen for analysis:

- **Asia-Pacific:** China, India, Philippines, Thailand
- **Europe:** Austria, Belgium, France, Germany, Great Britain, Italy, Netherlands, Poland, Portugal, Russia, Spain, Turkey
- **Africa/Middle East:** Egypt, South Africa
- **Latin America:** Brazil, Mexico
- **North America:** Canada, United States

Health claims, which varied by country, were grouped into larger categories for analysis. For example, "sugar free," "no sugar" and "low sugar" were combined into a larger bucket ("sugar presence"). Not all claims were available for all markets or all categories. The sales of products Nielsen captured claims for were compared to overall category sales.

ABOUT THE NIELSEN GLOBAL SURVEY

The Nielsen Global Health & Wellness Survey was conducted between Aug. 13 and Sept. 5, 2014, and polled more than 30,000 consumers in 60 countries throughout Asia-Pacific, Europe, Latin America, the Middle East, Africa and North America. The sample has quotas based on age and sex for each country based on its Internet users and is weighted to be representative of Internet consumers. It has a margin of error of $\pm 0.6\%$. This Nielsen survey is based only on the behavior of respondents with online access. Internet penetration rates vary by country. Nielsen uses a minimum reporting standard of 60% Internet penetration or an online population of 10 million for survey inclusion. The Nielsen Global Survey, which includes the Global Consumer Confidence Index, was established in 2005.

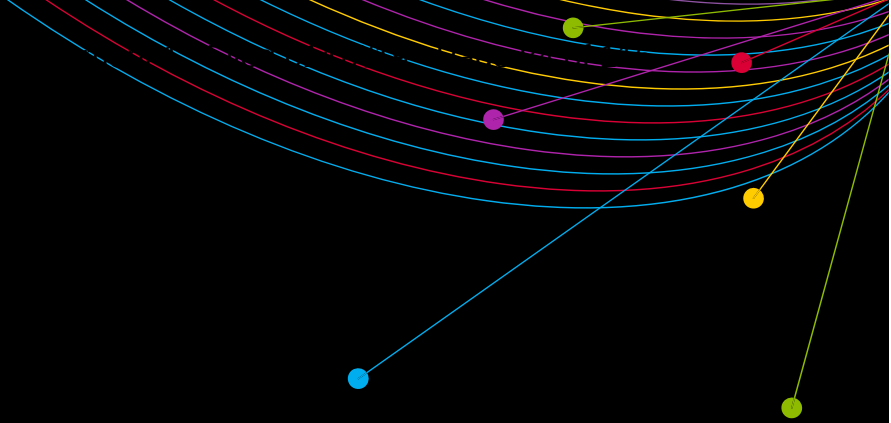
ABOUT NIELSEN

Nielsen N.V. (NYSE: NLSN) is a global information and measurement company with leading market positions in marketing and consumer information, television and other media measurement, online intelligence and mobile measurement. Nielsen has a presence in approximately 100 countries, with headquarters in New York, USA and Diemen, the Netherlands.

For more information, visit www.nielsen.com.

Copyright © 2015 The Nielsen Company. All rights reserved. Nielsen and the Nielsen logo are trademarks or registered trademarks of CZT/ACN Trademarks, L.L.C. Other product and service names are trademarks or registered trademarks of their respective companies.

15/8368



nielsen
.....

AN UNCOMMON SENSE
OF THE CONSUMER™

EXHIBIT C

nielsen
.....

AN UNCOMMON SENSE
OF THE CONSUMER



THE HUMANIZATION OF PET FOOD

HOW FAR ARE PET PARENTS WILLING TO GO?

MARCH 2016

CONTENTS

03. EXECUTIVE SUMMARY

06. CONSUMER LIKES & DISLIKES: 6 KEY INSIGHTS

13. RESEARCH SUMMARY

15. ABOUT NIELSEN



KEY QUESTIONS

1. How are human food trends impacting consumers' expectations for their pets' food?
2. Which trends have broader, global appeal, and which are more localized by region?
3. How can innovators incorporate "humanization" elements most effectively into their product development and positioning?

EXECUTIVE SUMMARY

INTRODUCTION

“HUMANIZING” THE PET FOOD CATEGORY

There isn't much people won't do for their pets, and this sentiment has only strengthened over the past few years. In the United States, 95% of pet owners currently consider their pets to be part of the family—up 7 points from 2007.¹ This trend correlates with the growth of certain pet food segments, including healthy treats, specialty pet foods and other more premium options.² Increasingly, pet owners are moving from expectations of “high quality (for pets)” to “humanized”; that is, they desire pet food options that address the same health concerns currently influencing human food production, such as unnatural preservatives and genetically modified ingredients—and they're serious about these preferences. Impressively, at least 55% of American and French pet owners claimed that, if they were on a strict budget, they'd be willing to give up chocolate in order for their pet to have high-quality food with the features that are important to them. Additionally, 43% of American pet owners with a Netflix subscription said they'd be willing to trade it for the same. Consumers are clearly interested—so how can companies satisfy the demand for “humanized” pet foods?



¹Source: The Harris Poll® #41, July 16, 2015 (n=2225)

²Source: Nielsen, “It's Puppy Love for U.S. Consumers in the Pet Aisle,” April 2015

IDENTIFYING INNOVATIONS BY THE CONSUMER CIRCUMSTANCE, NOT THE CATEGORY

One key tenet of successful innovation involves looking beyond one's own category or assumed competitive set to consider new ways to address consumers' needs. Are consumers making trade-offs between imperfect options or creating workarounds to avoid choosing any existing option—and could their behavior in other categories be pointing to a solution for the problem at hand? In the context of pet food, could applying human food trends to the pet category resolve some consumers' dissatisfaction with current offerings?

For example, consumers who want to feed their pets meals made from natural, simple ingredients may be dissatisfied with the options they feel are available to them: either purchase existing products which do not meet their quality standards or suffer the inconvenience of preparing their pets' meals from scratch. In this case, a healthy pet food brand may not only be competing with traditional pet foods; it may also be competing with human foods that owners believe to be higher-quality and free of unnatural additives. In this way, it's essential to understand the specific circumstances that consumers are trying to solve for—and to consider solutions beyond what has typically been seen within a particular category.

NIelsen'S RESEARCH

Together, the United States and Europe account for more than half of pet food sales globally.³ Given consumers' growing interest in "humanized" pet food, Nielsen conducted a study with U.S. and French pet owners to understand just how far consumers are willing to take this trend. The study identified specific areas of opportunity, including how best to execute on "human" elements in actual product concepts for dry kibbles and treats. Using its Optimizer technology, which is powered by an evolutionary algorithm, Nielsen evaluated more than 5 million product concept alternatives for dog and cat foods—including different combinations of benefits, claims, consumer insights and flavors—by asking consumers to make choices about which concepts they preferred. (The concept elements tested ranged from traditional to strikingly "human.") Consumers' choices were used to evolve ever-more appealing concepts until a set of top concepts emerged, shedding light on key consumer demands and limitations for "humanized" pet foods.

The study was conducted in Fall 2015 with 3,562 U.S. and French consumers, ages 18-65, who own at least one dog or cat.

³This study included consumers from the U.S. and France. The U.S. accounts for 29.7% of global pet food sales, and France accounts for 5.9%. Source: Nielsen Global Track Complete Sales Value and Industry Coverage Matrix.

OVERVIEW OF KEY FINDINGS

- 1. Pet owners are saying NO to GMOs.** While “organic” was always a favorite with certain consumer segments, another trend with more mainstream appeal has stolen the spotlight. For pet food products, the claim “no genetically modified ingredients (GMOs)” beat out other health claims by a landslide—despite the fact that Americans still consider “non-GMO” to be a hotly contested value add for *human* food.
- 2. Nature overtakes science as a reason to believe.** While consumers once trusted science to deliver the magic mix of vital nutrients for their pets, they’re putting more faith in nature these days. Just as with their own food choices, consumers increasingly prefer pet foods made in a kitchen over those made in a lab.
- 3. French consumers desire more frankness around food origins.** France’s stricter labeling requirements for human food have raised expectations for pet food. These consumers want to know if the chicken in their pets’ food once roamed freely and whether their manufacturer of choice adopts sustainable farming practices.
- 4. Pet parents are focused on making healthy—not indulgent—choices.** In spite of the booming U.S. pet treat market, most consumers feel that pleasing pets should take a backseat to picking healthy fare.
- 5. Non-traditional food forms hold a certain fascination.** If nutrient-enhanced waters and fruit chews are all the rage with humans, why not pets? Consumers—particularly Americans—are surprisingly open to new pet food forms focused on health.
- 6. Far-out flavor innovation is likely to flop.** It turns out the “humanization” of pet food does have some limitations. Consumers aren’t convinced that pets share their more diverse palettes for adventurous cuisine, so don’t expect to see dry food flavors like “chicken tandoori” or “beef bolognese” in the pet aisle any time soon.



CONSUMER LIKES & DISLIKES

6 KEY INSIGHTS

1

PET OWNERS ARE SAYING NO TO GMOS




















While GMOs (genetically modified ingredients) in human foods have been a controversial topic in many European countries for years, public awareness of and opposition to them has historically been low in the United States.⁴ As of 2013, more than half of Americans claimed to know very little or nothing about genetically modified foods, and 25% had never even heard of them, despite the fact that more than 75% of processed foods available at American supermarkets contain genetically engineered ingredients. Over the past couple years, U.S. awareness and anxieties over GMOs in human food have heightened considerably. However, consumers' rising concerns over the presence of GMOs in *pet food*, both in the United States and European countries, is noteworthy.

When asked to rank the importance of various health food claims, 50% of French pet owners and 33% of U.S. pet owners ranked “non-GMO” in the top three of ten—beating out claims related to “organic” and “human-grade” ingredients, among others. At least half of consumers who preferred non-GMO claims felt that GMOs are unnatural, that their long-term impact on health is unknown, and that they themselves don't want to eat GMOs so their pets shouldn't have to. When asked about specific claims for which they would be willing to pay more, more pet owners (48%) said they'd ante up for “non-GMO” products than for any other claim listed.

When pet owners collectively evaluated thousands of actual product concept alternatives for dog and cat foods—many containing different combinations of health benefits and ingredient claims—“no genetically modified ingredients (GMOs)” emerged as the top-performing claim, appearing in 74% of all concepts preferred

by consumers across food types and countries. Consumers' choices in this exercise, powered by evolutionary algorithms, were used to evolve ever-more appealing product concepts until a set of top concepts emerged. Of these, the majority sported non-GMO claims.

Top Concepts Containing Non-GMO Claims by Pet Food Type and Country

	TOP CONCEPT 1	TOP CONCEPT 2	TOP CONCEPT 3	TOP CONCEPT 4	TOP CONCEPT 5	TOP CONCEPT 6
DOG FOOD (US consumers)						
DOG FOOD (French consumers)						
CAT FOOD (US consumers)						
CAT FOOD (French consumers)						

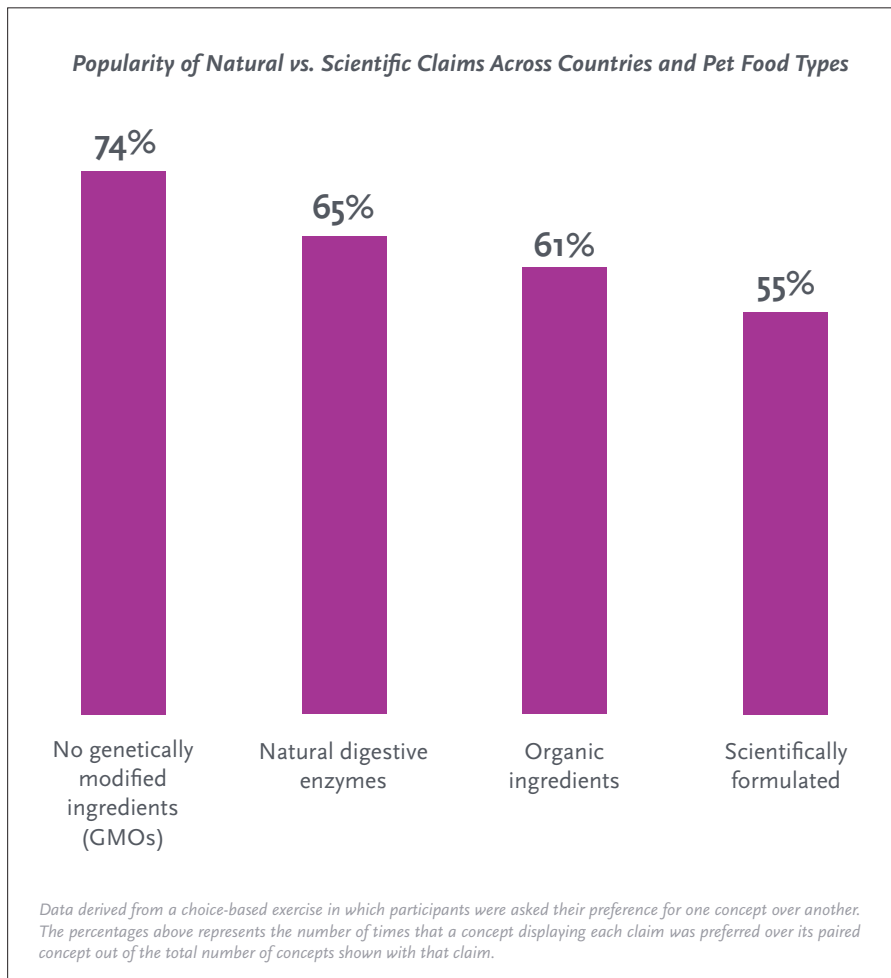
⁴In both the United States and the European Union, commercial sale of genetically modified foods began in 1995 (International Service for the Acquisition of Agri-biotech Applications). However, by the early 2000s, the European Union had enacted strict labeling requirements—fueled in part by public opposition—while U.S. labeling requirements remain more modest (Council on Foreign Relations). Sources: Rutgers, “Public Perceptions of Labeling Genetically Modified Foods”; Center for Food Safety



#2

NATURE OVERTAKES SCIENCE AS A REASON TO BELIEVE

Most pet owners don't know their pets' specific nutritional requirements, so they trust brands to formulate foods that have just the right mix of vital nutrients. Many manufacturers employ high-tech language—such as “scientifically formulated” or “scientifically advanced”—to provide consumers with sufficient reason to believe that the product will meet all their pets' dietary needs. However, consumers have increasing faith that more natural products can achieve the same goal. Only 10% strongly believe that all-natural pet foods are more likely to lack important nutrients their pets need, and the market data supports this sentiment; sales of U.S. pet foods bearing the claims “natural” and “no artificial preservatives” have grown dramatically over the past 5 years.⁵ Additionally, many consumers perceive natural foods to have unique advantages. Just as human foods enriched with probiotics—such as yogurts and drinks—have grown in popularity, pet product concepts with “natural digestive enzymes” performed highly across countries and pet food types, ranking second only to non-GMO claims for cat and dog food concepts in France and cat food concepts in the U.S.



⁵Total U.S. – All Outlets Combined, plus Convenience Stores – includes grocery stores, drug stores, mass merchandisers, convenience stores, select dollar stores, select warehouse clubs, and military commissaries (DeCA); 52 week periods ending 12/26/15. Does not include specialty pet retailers.



Overall, the claim “scientifically formulated” performed poorly when tested with consumers in actual product concepts; it appeared in only one top concept (below) where it generated mixed reactions. “Scientific” is becoming a polarizing descriptor, partially due to confusion over its exact meaning. While some consumers may think “scientifically formulated” simply means that natural ingredients are carefully chosen to optimize nutritional content, some still believe that “scientific” must be at odds with “natural.” To the extent that pet manufacturers may wish to leverage science-based strengths without turning off consumers with a particular interest in natural, clarifying what exactly “scientifically formulated” does and does not entail could prove beneficial.

ORGANIC INGREDIENTS



SCIENTIFICALLY FORMULATED



“ORGANIC AND SCIENTIFIC? THESE TWO STATEMENTS SEEM TO NEGATE EACH OTHER.”

“WHEN I SEE THE WORD ‘SCIENTIFIC,’ IT MAKES ME THINK THE FOOD HAS ADDED PRESERVATIVES AND HORMONES.”

“WHAT DOES ‘SCIENTIFICALLY FORMULATED’ MEAN? IT SOUNDS UNNATURAL.”

I care for my dog and choose foods that provide all the required nutrients for a healthy life

FLAVORS:
Beef & Free Range Chicken

Organic ingredients

Scientifically formulated

INTRODUCING
DRY KIBBLES
WITH HEALTH-ENHANCING BENEFITS

A top-performing dog food concept among US consumers

In the graphic above, percentages represent the number of consumers who liked or disliked an element out of the total number of consumers who reacted to that element, either positively or negatively.

#3

FRENCH CONSUMERS DESIRE MORE FRANKNESS AROUND FOOD ORIGINS

Given that France has stricter labeling standards for human food than the United States, it follows that French consumers would expect more detailed information for pet food as well—especially around its origins and socially responsible food production. When tested in actual product concepts, the claim “sustainably-sourced ingredients” performed better with French pet owners than with their American counterparts. Additionally, among those who ranked non-GMO claims highly, significantly more French consumers gave the reasons that GMOs go against ecologically sound farming practices (47% vs. 32%) and that GMOs are harmful to the environment (39% vs. 28%).

In France, meats labeled for human consumption provide information about how the animals were raised—a standard that most French consumers would like to see applied to pet foods as well.

In reacting to product concepts with a range of flavors, French consumers almost invariably preferred “free range chicken” over “chicken”; this option appeared in all top product concepts for dog food in France, while top concepts amongst American consumers were split between “chicken” and “free range chicken.”

Surprisingly, despite France’s stricter labeling requirements, Americans were significantly more likely to say that they feel more confident in the health and safety of pet foods made in their own country (81% vs. 72%).

While it’s reasonable to expect that all consumers would appreciate greater transparency, French pet owners appear to have higher expectations for labeling specificity and food production practices than American pet owners.

*I am responsible for the health and well-being of my dog
so my food choices are important*

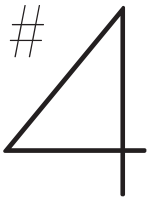
FLAVORS:
Free Range Chicken & Beef

*Sustainably Sourced
Ingredients*

**NO GENETICALLY
MODIFIED
INGREDIENTS**

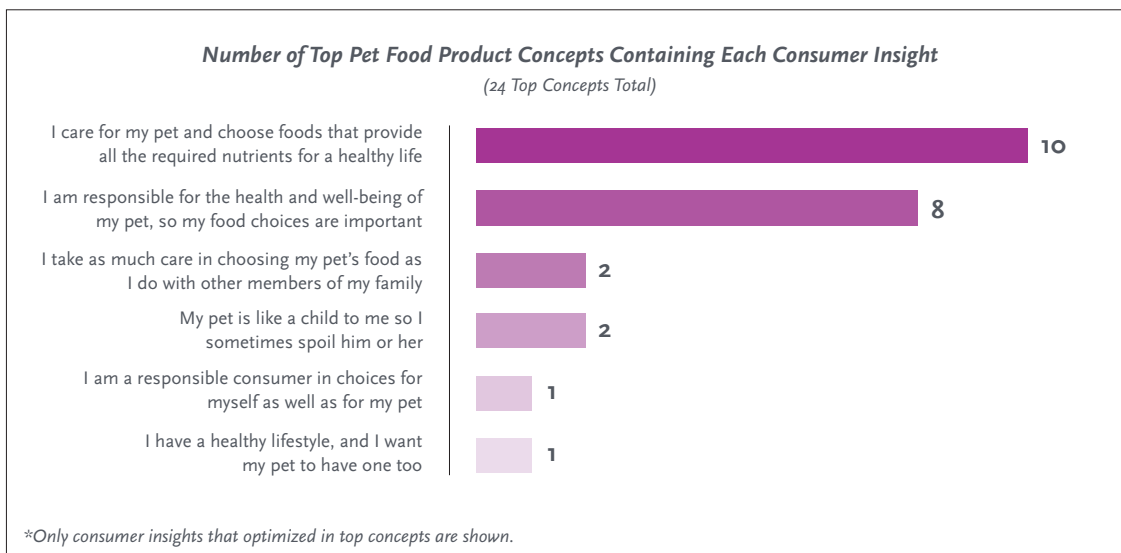
INTRODUCING
DRY KIBBLES
WITH NO UNNATURAL ADDITIVES OR PRESERVATIVES

*A top-performing dog food concept among French consumers
(translated from French)*



PET PARENTS ARE FOCUSED ON MAKING HEALTHY—NOT INDULGENT—CHOICES

Dog treats represent the fastest growing pet food segment in the U.S.—with dollar sales up 3.2% in 2015 from 2014—suggesting that people love to indulge their animals.⁶ However, with the vast majority of dog and cat owners thinking of themselves as “pet parents” rather than “pet owners,” it makes sense that they also feel a weighty sense of responsibility when it comes to their pets’ health. The top-performing consumer insights explicitly focused on health: “I care for my pet and choose foods that provide all the required nutrients for a healthy life” and “I’m responsible for the health and well-being of my pet, so my food choices are important.” Together, these two insights appeared in 18 of the 24 top concepts across countries and food types. Conversely, insights reflecting more indulgent attitudes (e.g., “my pet is like a child so I sometimes spoil him or her”) performed poorly in comparison.



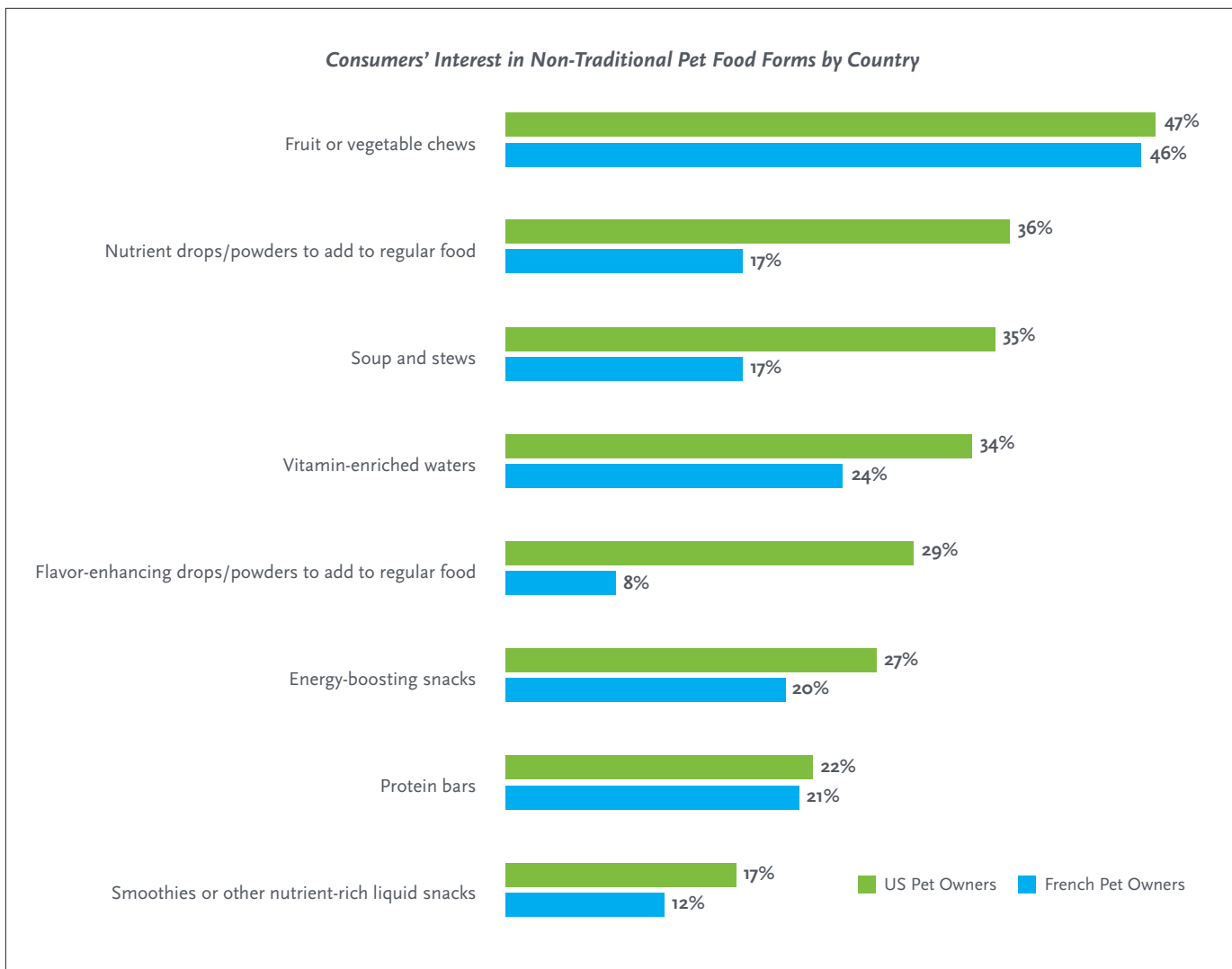
Consumers feel that their pets’ diets can have a significant impact on the animals’ overall well-being. In fact, 85% believe they can extend the lives of their pets based on the foods they feed them. Concerns over appearances may also play a role in fueling consumers’ healthy streak; 90% expressed that it’s important for their pets to look healthy on the outside—while 44% confessed that they sometimes judge other people based on their pets’ appearance (e.g., if the pet looks overweight, fit, etc.). A recent study found that, compared to older generations, Millennials (37%) were more inclined to worry that the pet food they buy is making their pets obese.⁷ Despite having a range of potential motivations, it’s clear that consumers perceive nutritious fare as a cornerstone of their pets’ long-term well-being and that they strongly prefer products which align with this sentiment.

⁶Nielsen data from grocery stores with \$2M+ annual sales, drug stores with \$1M+ annual sales, convenience stores (major markets), select mass merchandiser stores, select club stores, select dollar stores and select military. It does not include specialty stores or online purchases.
⁷Mintel, “Pet Food – US – May 2015”

#5

NON-TRADITIONAL FOOD TYPES FOCUSED ON HEALTH COULD BE A HIT

While fruit chews and nutrient-enhanced waters have enjoyed considerable success in the human food realm, it may be tough to imagine purchasing these types of products for one's pet. However, consumers—particularly Americans—may not think them so far-fetched. By far, fruit or vegetable chews resonated most strongly with both French and American pet owners as a potential new product form. In particular, dog owners in both countries were significantly more likely to express interest than cat owners (58% vs. 34%). Vitamin-enriched waters also performed relatively well with in both countries with no significant differences between cat and dog owners. In the United States, nutrient drops or powders that could be added to regular food and soups were also popular, resonating with more than one third of pet owners.





#6

FAR-OUT FLAVOR INNOVATION IS LIKELY TO FLOP

With consumers desiring to apply so many “human” trends to pet food, it’s important to understand which elements aren’t likely to translate well. Flavor innovation has represented an enormous area of opportunity across human food and beverage categories, but pet owners aren’t buying in. Across product concepts tested for dry kibbles and treats, the consumer insight “I like to let my pet try flavors that I like” was a bottom-performer, suggesting that humans aren’t convinced that animals share their more diverse palettes.⁸

Overall, French pet owners were most conservative with their flavor choices, with only beef and chicken appearing in top product concepts for dog foods. Americans also favored beef and chicken, but were accepting of ocean fare such as “seafood” and “smoked salmon with lemon” for their canines.

“Beef bolognese” fared best among traditionally human dishes, but still generated mixed reactions. Flavors such as “lamb with rosemary,” “chicken chow mein” and “chicken tandoori” failed to appear in any top product concepts.

I am responsible for the health and well-being of my dog so my food choices are important

FLAVORS:
Free Range Chicken & Beef Bolognese

No corn or other fillers
NO GENETICALLY MODIFIED INGREDIENTS

INTRODUCING
DRY KIBBLES
MADE WITH HUMAN QUALITY INGREDIENTS

A top-performing dog food concept among US consumers

“ I THINK WE MAY BE OVERTHINKING DOG FOOD WITH BEEF BOLOGNESE.”

“ I DON’T WANT MY DOG’S FOOD NAMES TO SOUND LIKE PEOPLE RECIPES. DOGS SHOULDN’T EAT HUMAN DISHES. CAN’T YOU JUST SAY THE MAIN PROTEIN AS THE FLAVOR?”

“ BEEF BOLOGNESE IS GOING A LITTLE EXTREME ON FLAVORS—JUST STICK WITH BEEF.”

BEEF BOLOGNESE



⁸Findings apply specifically to dry kibbles and treats, not wet foods.

RESEARCH SUMMARY

Nielsen conducted this multi-phase study in Fall 2015 with U.S. and French consumers, ages 18-65, who own at least one dog or cat.

1. CONCEPT OPTIMIZATION

Nielsen Optimizer was used to explore a wide range of pet food product concepts amongst four separate audiences: U.S. dog owners, U.S. cat owners, French dog owners and French cat owners (n=1920 total). Using an evolutionary algorithm, Optimizer explored more than 5 million concept alternatives for dry kibbles and treats—determining the best combinations of different claims, benefits, consumer insights and flavors for each country and pet food type. Consumers' choices reveal higher-level guidance on opportunities related to formulation and positioning.



2. CONCEPT DIAGNOSTICS

Participants were asked to dissect different elements (e.g., claims, benefits, etc.) of the top-performing product concepts, providing quantitative data about likes and dislikes, as well as open-ended feedback (n=1642 total).

3. ATTITUDINAL SURVEY

Participants answered a variety of questions regarding pet food preferences and behaviors, motivations, barriers, demographics and psychographics (n=1642).



ABOUT NIELSEN OPTIMIZER

Nielsen Optimizer helps brands identify ideal product development and positioning. It fully unleashes the power of creativity through a combination of collaboration software, evolutionary optimization technology and predictive analytics. Nielsen's collaboration software empowers teams to fully explore their ideas and create a wide space of possibilities for their value proposition. Consumers choose the value propositions they prefer and Nielsen's proprietary evolutionary algorithms use this input to converge on the best idea from among thousands or millions of alternatives. Next, optimized value propositions are evaluated with consumers using the BASES Factors for Success™ and BASES volumetric models, providing an accurate probability of success and informative actionable, insights.



ABOUT NIELSEN

Nielsen Holdings plc (NYSE: NLSN) is a global performance management company that provides a comprehensive understanding of what consumers watch and buy. Nielsen's Watch segment provides media and advertising clients with Total Audience measurement services for all devices on which content — video, audio and text — is consumed. The Buy segment offers consumer packaged goods manufacturers and retailers the industry's only global view of retail performance measurement. By integrating information from its Watch and Buy segments and other data sources, Nielsen also provides its clients with analytics that help improve performance. Nielsen, an S&P 500 company, has operations in over 100 countries, covering more than 90% of the world's population.

For more information, [visit www.nielsen.com](http://www.nielsen.com).

Copyright © 2016 The Nielsen Company. All rights reserved. Nielsen and the Nielsen logo are trademarks or registered trademarks of CZT/ACN Trademarks, L.L.C. Other product and service names are trademarks or registered trademarks of their respective companies.

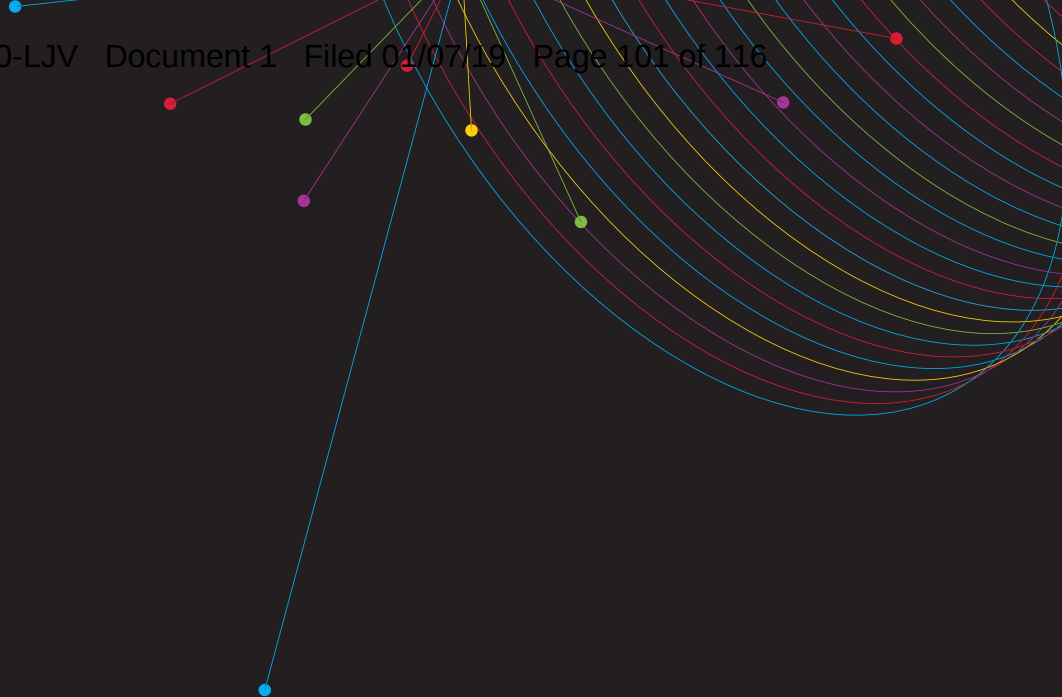
DISCLAIMER

The information contained in this report is based on compilations and/or estimates representing Nielsen's opinion based on its analysis of data and other information, including data from sample households and/ or other sources that may not be under Nielsen's control. Nielsen shall not be liable for any use of or reliance on the information contained in this report.

For more innovation insights, visit: <http://nielsen.com/innovation>.

Sign up to receive the latest innovation research and best practices by email: <http://innovation.nielsen.com/subscribe-to-receive-new-innovation-content>.





nielsen
.....

AN UNCOMMON SENSE
OF THE CONSUMER™

EXHIBIT D



Consumer Confusion on Pet Food Labels and How We Can Fix It

Jim Barritt
NGFA PFI Joint Conference
September 30, 2015





Pet Food Labeling

– Consumer Discussion Groups –
Conducted June 2013

SUMMARY OF KEY FINDINGS



PET FOOD LABELING SUMMARY



NO ONE reads the back of pet food labels

...they are confusing and overwhelming

If they do, they are only looking at...

2-3 first ingredients

% of protein & possibly fat



servicing sizes (with new brands)



Improve the back labeling by :

- ✓ **Simplifying language**
- ✓ **Streamlining information**
- ✓ **Connecting related pieces**

INGREDIENTS

Ingredients

(Current)

INGREDIENTS:

CHICKEN, CHICKEN BY-PRODUCT MEAL (SOURCE OF GLUCOSAMINE AND CHONDROITIN SULFATE), BREWERS RICE, GROUND BARLEY, GROUND SORGHUM, PORK MEAT & BONE MEAL, ANIMAL FAT (PRESERVED WITH MIXED TOCOPHEROLS), PEAS, EGG PRODUCT, NATURAL FLAVOR, OATS, SALT, DRIED APPLES, DRIED CRANBERRIES, DRIED CARROTS, POTASSIUM CHLORIDE, INULIN (A PREBIOTIC), CHOLINE CHLORIDE, MIXED TOCOPHEROLS (A PRESERVATIVE), MINERALS (ZINC SULFATE, FERROUS SULFATE, ZINC OXIDE, COPPER SULFATE, MANGANESE OXIDE, SODIUM SELENITE, CALCIUM IODATE, COBALT CARBONATE, VITAMINS (VITAMIN E SUPPLEMENT, VITAMIN A SUPPLEMENT, BIOTIN, D-CALCIUM PANTOTHENATE, VITAMIN B-12 SUPPLEMENT, THAIMIN MONONITRATE, PYRIDOXINE HYDROCHLORIDE, MENDIONE SODIUM BISULFITE COMPLEX (SOURCE OF VITAMIN K ACTIVITY), RIBOFLAVIN SUPPLEMENT, FOLIC ACID, NIACIN, VITAMIN D3 SUPPLEMENT).

The current ingredients list is avoided because it:

- Is too long** – too many ingredients
- Looks cluttered** – everything seems to run together
- Has too many unfamiliar terms** – confusing/not understood

Even “label readers” only look at the ingredients list:

- For “real” **meat/protein among the first few items** listed
- When there is an **allergy**, or
- When a **vet recommends** avoiding a particular ingredient

An alternative ingredient list should be more manageable and understandable:

- ✓ **Categorize ingredients**
- ✓ **Clarify what ingredients are included**
- ✓ **State the benefits of key ingredients**
- ✓ **Be connected to other areas of the package label, such as feeding guidelines and/or guaranteed analysis**

INGREDIENTS:

CHICKEN, CHICKEN BY PRODUCT MEAL, BREWERS RICE, GROUND BARLEY, GROUND SORGHUM, MEAT & BONE MEAL (PORK OR BEEF), ANIMAL FAT

CONTAINS LESS THAN 3% OF EACH OF THE FOLLOWING:
OATS, DRIED APPLES, DRIED CRANBERRIES, DRIED CARROTS, DRIED PEAS, NATURAL FLAVOR, SALT, INULIN, BHA/BHT

VITAMINS (VITAMIN E SUPPLEMENT, VITAMIN A SUPPLEMENT, BIOTIN, D-CALCIUM PANTOTHENATE, VITAMIN B-12 SUPPLEMENT, THAIMIN MONONITRATE, PYRIDOXINE HYDROCHLORIDE, MENDIONE SODIUM BISULFITE COMPLEX (SOURCE OF VITAMIN K ACTIVITY), RIBOFLAVIN SUPPLEMENT, FOLIC ACID, NIACIN, VITAMIN D3 SUPPLEMENT)

MINERALS (ZINC SULFATE, FERROUS SULFATE, ZINC OXIDE, COPPER SULFATE, MANGANESE OXIDE, SODIUM SELENITE, CALCIUM IODATE, COBALT CARBONATE)



GUARANTEED ANALYSIS

Pet owners do not understand how to read the current guaranteed analysis.

Guaranteed analysis: seems too scientific, but it isn't clear "who guaranteed it"

Maximum/minimum: confusing/not intuitive

Percentages and Kg notations: What do these mean – amount in a serving, a cup, amount required per day for the pet? And how much of these ingredients do pets actually need?

Crude: strong negative connotation

Non-required (*'d) ingredients: makes pet owners question why these ingredients are present

GUARANTEED ANALYSIS	
Crude Protein, minimum	26.0%
Crude Fat, minimum	15.0%
Crude Fiber, maximum	4.0%
Moisture, maximum	12.0%
Linoleic acid, minimum	1.8%
Calcium, minimum	1.2%
Phosphorus, minimum	0.8%
Zinc, minimum	200 mg/kg
Vitamin A, minimum	15,000 IU/kg
Vitamin E, minimum	120 IU/kg
Glucosamine, minimum	550 mg/kg*
Chondroitin Sulfate, min	650 mg/kg*
Omega 6 Fatty Acids, min	2.3%*
Omega 3 Fatty Acids, min	0.1%*

*Not recognized as an essential nutrient by the AAFCO Dog Food Nutrient Profiles

Pet owners would prefer a format they are familiar with, such as a "Nutrition Facts" label.

NUTRITION FACTS	
Amount per serving	
CALORIES	374 per cup
PROTEIN	26.5%
FAT	15.5%
DIETARY FIBER	4.2%
MOISTURE	10.5%
LINOLEIC ACID	1.9%
CALCIUM	1.2%
PHOSPHORUS	0.9%
ZINC	220 mg/kg
VITAMIN A	15,400 IU/kg
VITAMIN E	130 IU/kg
GLUCOSAMINE	570 mg/kg*
CHONDROITIN SULFATE	685 mg/kg*
OMEGA 6 FATTY ACIDS	2.3%*
OMEGA 3 FATTY ACIDS	0.15%*

*Not recognized as an essential nutrient by the AAFCO Dog Food Nutrient Profiles.

Table format: Black & white table is familiar and stands out

Nutrition Facts: Clearer and more straightforward than "guaranteed analysis"

Amount per serving: Provides a reference point for the values shown

Caloric values: Nice to know, similar to human food labels, but many are unsure what it means for their pets

Pet owners want simplicity, clarity, and familiarity. And they want to know how much of each ingredient is required daily.

NUTRITIONAL STATEMENT

The current nutritional statement is overlooked because it is long and difficult to read (small font).

Nature's Blend Complete Nutrition Chicken & Rice Recipe Dog Food is formulated to meet the nutritional levels established by the AAFCO Dog Food Nutrient Profiles for adult maintenance.

“**Formulated to meet**” signifies that the food is on par with some established standards

BUT

AAFCO is completely unknown

A badge or seal will better communicate the nutritional statement/standards.



Benefits:

Easier to read

Will **stand out** on package

Opportunities for improvement:

FDA endorsement - generates mixed reaction

“**Complete and Balanced**” – unclear/not understood

Nutrition Profiles – unclear/not understood

! An endorsement is a plus, and FDA approval is more familiar and preferred over AAFCO. But FDA still may not be the optimal endorsement. Many are mistrustful of the agency generally, and/or are uncertain of its role in pet food.

DAILY FEEDING GUIDE

The feeding guide is underutilized. Owners determine how much to feed based on:



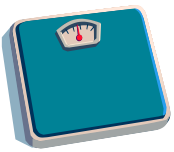
The minimally required information is inadequate and misleading

A chart is far superior to the minimally required feeding information

Recommended Total Daily Feeding for Adult Dogs
Feed 1 Cup per 10lbs of Body Weight per Day



Requires owners to "do the math"



Potential to cause over-feeding
(100-lb dog → 10 cups)

WEIGHT OF ADULT DOG	CUPS PER DAY
10 lbs	3/4 - 1 1/4
25 lbs	1 1/4 - 2 1/2
50 lbs	2 1/2 - 3 1/2
75 lbs	3 1/2 - 4 1/2
100 lbs	4 1/2 - 5 1/2



Weight ranges are preferred over specific weights



Activity level is an improvement (for dogs), but **ideal weight** may not be necessary



Step-by-step instructions are unnecessary



Wet food instructions may be better placed online

MANUFACTURING STATEMENT

Consumers want to know

Who makes their pet food



Where their pet food is made



Companies should use “manufactured by” instead of “distributed by” on packaging

Manufactured by Nature's Balance Petfood Food LLC.,
Averagetown, WA, 23456

Most consumers understand that “manufactured by” means the food is **made by the identified company** but not necessarily at that specific location

Distributed by Nature's Balance Petfood Food LLC.,
Averagetown, WA, 23456

“Distributed by” is **misunderstood** and **suggests no** responsibility for food quality

BUT: Companies that can claim to be both manufacturers and distributors should do so
AND: Identify the location where the food is made, if possible

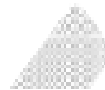
MARKET INTELLIGENCE OR IGNORANCE?



The Market – What You Need to Know

The impact of food labels is waning

Less than half of US consumers “usually read” the information on product labels, and the percentage of consumers who indicate doing so has declined over the past several years. What’s more, the influence of food labels declines with age, with younger grocery shoppers less likely than older shoppers to say labels factor into their purchase decision.



2008 Health & Diet Survey



U.S. Food and Drug Administration

Protecting and Promoting *Your* Health

K6. Now think about the first time you purchase a pet food product. When you look at pet food labels for the first time, either in the store or at home, how often, if at all, do you use the labels in the following ways? Would you say you often, sometimes, rarely or never use the pet food label (n=1,049)

	OFTEN	SOMETIMES	RARELY	NEVER	DK/NS	RF
to figure out how much of the pet food you should feed your {dog/dogs/cat/cats/dog and cat/dogs and cat/dog and cats/dogs and cats} at a single serving?	30%	15%	17%	38%	*	*
to see how high or low the pet food is in things like calories, protein, fat, etc.?	31%	18%	16%	35%	*	0%
to determine if a product meets your pets' nutritional needs?	37%	26%	10%	26%	1%	0%
to compare different pet food items with each other?	38%	18%	12%	31%	*	0%
to see if something said in advertising or on the package is actually true?	22%	22%	16%	39%	1%	0%
to see if there is an ingredient that your pet should avoid?	35%	14%	11%	39%	1%	0%

PFI FDA AA LABELING TASK FORCE

17

Nutrition Facts				
About 8 Cups Per Container				
1 cup (8oz Measuring Cup) = 90g				
Intended Use: Daily Feeding of Adult Dogs 1-7 years or Daily feeding of Puppies <1 year				
Dog Weight (lb)	Daily Calorie Needs (Adult)	Cups Per Day	Daily Calorie Needs (Puppy)	Cups Per Day
10	300	1	600	2
20	500	1 1/2	1,000	3
30	670	2	1,340	4
40	840	2 1/2	1,680	5
50	990	3	1,980	6
Your dog's daily requirement may need to be adjusted based on body condition, age, activity level or other factors.				
Calculated Calories Per Cup				310
Nutrients	Guaranteed Amount	Amount of Nutrient Per Cup		
Protein	23%	20.7g		
Fat	14%	12.6g		
Max Fat	16%	13.7g		
Fiber	4%	3.6g		
Moisture	8%	7.2g		
Calcium	1.2%	1.08g		
Magnesium	0.9%	0.81g		
Vitamin E	440 IU/kg	18 IU		
Riboflavin	550 mg/kg	22.5 mg		
L-Carnitine*	40 mg/kg	3.6 mg		
Omega-6 Fatty Acids	2.14%	1.92g		
Omega-3 Fatty Acids	0.14%	0.12g		

*Not recognized as an essential nutrient by the AAFCO Dog Food Nutrient Profiles.

PFI FDA AA LABELING TASK FORCE

17

Nutrition Facts				
About 8 Cups Per Container				
1 cup (8oz Measuring Cup) = 90g				
Intended Use: Daily Feeding of Adult Dogs 1-7 years or Daily feeding of Puppies <1 year				
Dog Weight (lb)	Daily Calorie Needs (Adult)	Cups Per Day	Daily Calorie Needs (Puppy)	Cups Per Day
10	300	1	600	2
20	500	1 1/2	1,000	3
30	670	2	1,340	4
40	840	2 1/2	1,680	5
50	990	3	1,980	6
Your dog's daily requirement may need to be adjusted based on body condition, age, activity level or other factors.				
Calculated Calories Per Cup				310
Nutrients	Guaranteed Amount	Amount of Nutrient Per Cup		
Protein	23%	20.7g		
Fat	14%	12.6g		
Max Fat	16%	13.7g		
Fiber	4%	3.6g		
Moisture	8%	7.2g		
Calcium	1.2%	1.08g		
Magnesium	0.9%	0.81g		
Vitamin E	440 IU/kg	18 IU		
Riboflavin	550 mg/kg	22.5 mg		
L-Carnitine*	40 mg/kg	3.6 mg		
Omega-6 Fatty Acids	2.14%	1.92g		
Omega-3 Fatty Acids	0.14%	0.12g		

*Not recognized as an essential nutrient by the AAFCO Dog Food Nutrient Profiles.

PFI FDA AA LABELING TASK FORCE



THANK YOU!



CIVIL COVER SHEET

The 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, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

Theresa Acquard and Tom Butler

(b) County of Residence of First Listed Plaintiff Wyoming County (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)

Michael R. Reese (212) 643-0500 REESE LLP 100 West 93rd Street, 16th Floor New York, New York 10025

DEFENDANTS

Big Heart Pet Brands, Inc.

County of Residence of First Listed Defendant San Francisco County (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff, 2 U.S. Government Defendant, 3 Federal Question (U.S. Government Not a Party), 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

Table with columns for Plaintiff (PTF) and Defendant (DEF) citizenship and business location. Includes categories like Citizen of This State, Citizen of Another State, and Foreign Nation.

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Large table with categories: CONTRACT, REAL PROPERTY, CIVIL RIGHTS, TORTS, PRISONER PETITIONS, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES.

V. 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 Multidistrict Litigation - Transfer, 8 Multidistrict Litigation - Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity): 28 U.S.C. 1332

Brief description of cause: misrepresentation of food product as natural

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P. DEMAND \$ 5000000

CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY

(See instructions):

JUDGE Hon. Frank P. Geraci, Jr.

DOCKET NUMBER 16-cv-6702-FPG

DATE January 7, 2019

SIGNATURE OF ATTORNEY OF RECORD /s/ Michael R. Reese

FOR OFFICE USE ONLY

RECEIPT # AMOUNT APPLYING IFP JUDGE MAG. JUDGE

ClassAction.org

This complaint is part of ClassAction.org's searchable class action lawsuit database and can be found in this post: [Class Action Claims Nature's Recipe 'All Natural' Pet Food Contains Synthetic Ingredients](#)
