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UNITED STATES DISTRICT COURT		
CENTRAL DISTRICT OF CALIFORNIA		
	Corr No. 2.11 or 9276 IAV DI A	
IN RE NAKED JUICE CASES	Case No. 2:11-cv-8276-JAK-PLA	
IN RE NAKED JUICE CASES	AMENDED CONSOLIDATED CLASS	
IN RE NAKED JUICE CASES This Document Relates To:		
	AMENDED CONSOLIDATED CLASS	
	AMENDED CONSOLIDATED CLASS ACTION COMPLAINT	
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This Document Relates To: All Actions.	AMENDED CONSOLIDATED CLASS ACTION COMPLAINT JURY TRIAL DEMANDED RECEIVED BUT NOT FILED JUN 5 2012	
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Plaintiffs Natalie Pappas, Russell Marchewka, Christopher Evans, and Gina Park
 ("Plaintiffs"), by and through their counsel, bring this Consolidated Class Action
 Complaint against Naked Juice Co. of Glendora, Inc. ("Defendant"), on behalf of
 themselves and all others similarly situated, and allege, upon personal knowledge as to
 their own actions and their counsels' investigations, and upon information and belief as
 to all other matters, as follows:

NATURE OF THE CASE

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In recent years, consumers have become more willing to pay a premium
 for food and beverages that they perceive to be healthy, organic, natural and/or non genetically modified. As a result, the market for natural or organic foods and beverages
 has grown rapidly, yielding billions of dollars in revenue for food and beverage
 manufacturers.

2. Defendant manufactures, markets and sells beverages nationwide from its 13 headquarters in Monrovia, California under the brand name "Naked" and offers the 14 following products: (1) Acai Machine; (2) Berry Veggie; (3) Blue Machine; (4) Gold 15 Machine; (5) Green Machine; (6) Mango Veggie; (7) Mighty Mango; (8) Pomegranate 16 Acai; (9) Power C Machine; (10) Protein Zone; (11) Protein Zone Double Berry; (12) 17 Protein Zone Mango; and (13) Red Machine (collectively, the "Naked Juice Products" 18 or the "Products"), which are the subject matter of this action. Attached as Exhibit A 19 are ingredient lists and images of the labeling for these Products. 20

3. In an effort to capture a segment of the lucrative natural juice market,
 Defendant engages in deceptive advertising that includes, but is not limited to,
 prominent labeling of its Products with claims such as "All Natural" and "non-GMO,"
 (i.e., free of genetically modified organisms ("GMOs")).

4. In fact, many Naked Juice Products are not "All Natural" because they
contain unnaturally processed and synthetic ingredients, and because they include
ingredients derived from genetically modified crops and other synthetic substances.

Further, Naked Juice Products are labeled as containing certain vitamins and nutrients,
 when in fact they contain chemically distinct vitamin substitutes, often produced via
 chemical processing.

5. The genetic makeup of GMO plants has been altered by scientists in a lab
for the express purpose of causing such plants to exhibit traits that are not naturally their
own. GMOs therefore are not natural by design, and entirely incompatible with
Defendant's "All Natural" representations, as well as Defendant's specific "non-GMO"
claims.

9 6. Defendant identifies its non-natural and non-juice ingredients in fine print
10 on the back of the Products' packaging. The size and placement, however, are in stark
11 contrast to the conspicuous "All Natural" and "non-GMO" claims, appearing in larger
12 print in more prominent locations on the packaging.

7. Reasonable consumers, including Plaintiffs, do not have the specialized
knowledge necessary to identify ingredients in Naked Juice products as being
inconsistent with the "All Natural" and "non-GMO" claims.

8. Defendant knows that consumers are willing to pay for all natural, and
GMO-free products, and advertises its products with the intention that consumers rely
on the affirmative misrepresentations on its labeling that the products are "All Natural"
and "non-GMO." Further, Defendant's omissions of the material fact that the Products
include ingredients that are not "All Natural," but rather are synthetic and/or genetically
modified, are likely to deceive reasonable consumers.

9. Defendant knows that its labeling claims and omissions are false,
deceptive, and likely to mislead reasonable consumers.

10. Plaintiffs relied on Defendant's false, deceptive, and misleading labeling
claims and omissions and suffered injury in fact and a loss of money with each purchase
of Defendant's Products.

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1 11. As a result of Defendant's false, deceptive, and misleading labeling and
 omissions, consumers such as Plaintiffs do not receive the benefit of their bargain when
 they purchase Naked Juice Products. They pay money for a product that is not what it
 claims to be or what they bargained for. They pay a premium for the Naked Juice
 Products when they could have instead bought other less expensive alternative food
 products, and lost the opportunity to purchase and consume other, truly all natural and
 non-GMO foods.

8 12. Plaintiffs bring claims for violations of California's Unfair Competition
9 Law, Cal. Bus & Prof. Code §§ 17200, *et seq*. ("UCL"), the False Advertising Law,
10 Cal. Bus. & Prof. Code §§ 17500, *et seq*. ("FAL"), and the Consumers Legal Remedies
11 Act, Cal. Civ. Code §§ 1750 *et seq*. ("CLRA"). Plaintiffs seek an order requiring
12 Defendant to, among other things: (1) cease the unlawful marketing alleged herein; (2)
13 conduct a corrective advertising campaign; and (3) pay damages and restitution to
14 Plaintiffs and Class members in the amounts paid to purchase the products at issue.

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JURISDICTION AND VENUE

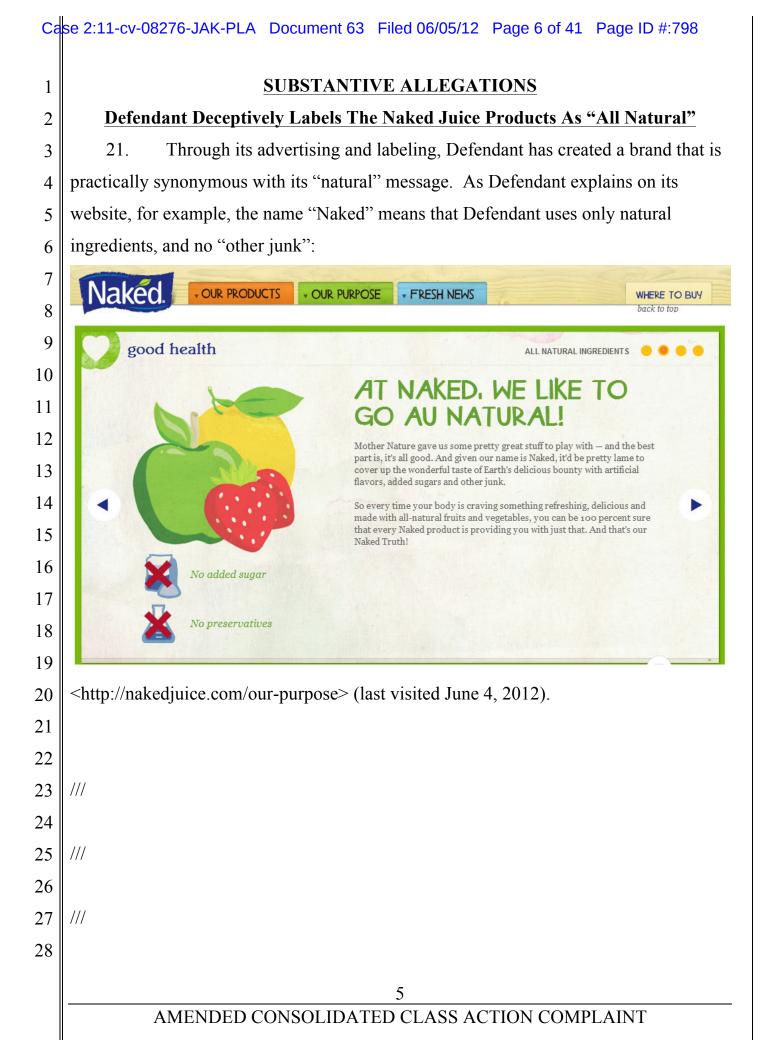
16 13. The Court has subject matter jurisdiction over this action pursuant to 28
17 U.S.C. § 1332(d)(2), because the proposed class has more than 100 members, the class
18 contains at least one member of diverse citizenship from Defendant, and the amount in
19 controversy exceeds \$5 million.

14. The Court has personal jurisdiction over Defendant because Defendant's
headquarters and principal place of business are in the state of California. Defendant is
authorized to, and conducts, substantial business in California.

15. Venue is proper in this District pursuant to 28 U.S.C. § 1391(a)(1),
because Defendant resides in this District, a substantial part of the events and omissions
giving rise to this action occurred in this District and Defendant is headquartered in this
District.

THE PARTIES

1	16.	Plaintiff Natalie Pappas is a resident and citizen of Los Angeles,	
2	California.		
3	17.	Plaintiff Russell Marchewka is a resident and citizen of Santa Ana,	
4	California.		
5	18.	Plaintiff Christopher Evans is a resident and citizen of Los Angeles,	
6	California.		
7	19.	Plaintiff Gina Park is a resident and citizen of Los Angeles, California.	
8	20.	Defendant is a corporation with its principal place of business at 1333 S.	
9	Mayflower Avenue, Monrovia, California, 91016. Defendant manufactures, markets,		
10	and sells the	e Naked Juice Products from its headquarters in California to consumers in	
11	California a	and throughout the United States at retail.	
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22. Defendant has prominently labeled and advertised its products as "All Natural," including, for example, as pictured below:

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14 23. The dictionary defines the term "natural" as "existing in or produced by
15 nature: not artificial."¹ This common dictionary definition of the term "natural" is
16 consistent with the expectations of a reasonable consumer.

17 24. A reasonable consumer would not consider food products containing
18 unnaturally processed, synthetic substances, substances created via chemical
19 processing, or genetically modified organisms ("GMOs") to be "All Natural."

Naked Juice Products contain substances that are synthetic, substances 25. 2021 created via chemical processing, and/or GMOs, rendering Defendant's claims that the Products are "All Natural" false. Without limitation, the following Naked Juice 22 Products are labeled "All Natural" but contain non-natural ingredients and therefore are 23 not "All Natural": Acai Machine, Berry Veggie, Blue Machine, Gold Machine, Green 24 Machine, Mango Veggie, Mighty Mango, Pomegranate Acai, Power C Machine, 25 Protein Zone, Protein Zone Double Berry, Protein Zone Mango, and Red Machine. As 26 27

28 ¹ Webster's Ninth New Collegiate Dictionary 788 (1990).

reflected in Exhibit A, the following is a non-exhaustive list of non-natural ingredients
 contained in the Products:

ASCORBIC ACID: Defendant labels ascorbic acid as Vitamin C. 3 26. Ascorbic acid occurs naturally in certain foods as Vitamin C, or L-ascorbic acid. 4 However, ascorbic acid used as a Vitamin C supplement in foods is not naturally-5 occurring. Rather, it is synthesized through a combined chemical-organic process 6 known as the Reichstein Process. The Reichstein Process uses the following steps: (a) 7 hydrogenation of D-glucose to D-sorbitol, an organic reaction with nickel as a catalyst 8 under high temperature and high pressure; (b) Microbial oxidation or fermentation of 9 sorbitol to L-sorbose with acetobacter at pH 4-6 and 30° C; (c) protection of the 4 10 hydroxyl groups in sorbose by formation of the acetal with acetone and an acid to 11 Diacetone-L-sorbose (2,3:4,6–Diisopropyliden– α –L–sorbose); (d) Organic oxidation 12 with potassium permanganate followed by heating with water to yield 2-Keto-L-gulonic 13 acid; and (e) a ring-closing step or gamma lactonization with removal of water. In 14 recent years, Chinese chemists have developed a simplification of the Reichstein 15 Process that substitutes biological oxidation using genetically engineered 16 microorganisms for chemical oxidation. 17

1827.Manufactured ascorbic acid is chemically identical to naturally-occurring19Vitamin C, with both substances having the chemical formula $C_6H_8O_6$. However, its20chemical manufacturing process places it outside of a reasonable consumer's definition21of "All Natural."

28. BETA CAROTENE: Defendant labels beta carotene as Vitamin A. Beta
carotene occurs naturally in many foods. However, most, though not all, beta carotene
added as a supplement to food is produced synthetically. Synthetic beta carotene is
produced in two ways: (a) through a Wittig Reaction, a chemical reaction of an
aldehyde or ketone with a triphenyl phosphonium yield (often called a Wittig reagent)
to give an alkene and triphenylphosphine oxide; or (b) through a Grignard Reaction, an

organometallic chemical reaction in which alkyl- or aryl-magnesium halides (Grignard
 reagents) add to a carbonyl group in an aldehyde or ketone.

3 29. Synthetic beta carotene's chemical manufacturing process places it outside
4 of a reasonable consumer's definition of "All Natural."

5 30. Vitamin A is a compound also known as retinal, with the chemical formula 6 $C_{20}H_{30}O$. Beta carotene is a different substance, with the chemical formula $C_{40}H_{56}$. 7 Beta carotene is a precursor to Vitamin A, with one molecule of ingested beta carotene 8 being cleaved into two molecules of Vitamin A within the intestinal tract. However, 9 beta carotene is not itself Vitamin A.

10 31. Thus, regardless of the provenance of the beta carotene in Naked Juice11 products, labeling it as Vitamin A is misleading.

32. Biotin, also known as Vitamin H, occurs naturally in certain **BIOTIN**: 12 foods. Biotin used as a food supplement is created synthetically using a process first 13 developed by Leo Sternbach and Moses Wolf Goldberg in 1949. The process involves 14 (a) three steps to create an imidazolinone ring, using fumaric acid as a starting material; 15 (b) 6 steps to install a side chain, by addition of a Grignard reagent, followed by 16 malonate and decarboxylization; and (c) 6 steps to introduce chirality, by fractional 17 crystallization of diastereomeric salts. Various improvements to the original method 18 have been developed, including (1) reduction of the second process to two steps via (i) a 19 Fukuyama coupling between thiolactone and organozinc reagent; and (ii) reduction of 203° alcohol; and (2) substitution of enantioselective desymmetrization in the chirality-21 introduction process. 22

33. Synthetic biotin is chemically identical to the naturally-occurring variety.
However, its chemical manufacturing process places it outside of a reasonable
consumer's definition of "All Natural."

34. CHOLINE BITARTRATE: The side labels of Naked Juice Products
containing choline bitartrate on the ingredient list state that the products contain

choline. Choline bitartrate is a synthetic substitute for choline (a B-complex vitamin)
 which is manufactured through the reaction of trimethylamine with ethylene oxide,
 followed by treatment with tartartic acid.

4 35. Choline bitartrate's chemical manufacturing process places it outside of a
5 reasonable consumer's definition of "All Natural."

6 36. Moreover, choline bitartrate, with the chemical formula $C_9H_{19}NO_7$, is a 7 different substance from choline, which has the chemical formula $C_5H_{14}NO$. Thus, 8 Defendant's equation of choline bitartrate with choline on the labels of Naked Juice 9 products is misleading, irrespective of the fact that it is produced via chemical 10 processing.

37. CYANOCOBALAMIN: Defendant labels cyanocobalamin as Vitamin
B12. Cyanocobalamin is a synthetic substitute for Vitamin B12 (cobalamin). It is
manufactured via fermentation by a variety of microorganisms, yielding a mixture of
methyl-, hydroxo-, and adenosylcobalamin. These compounds are then extracted and
converted to cyanocobalamin by addition of potassium cyanide in the presence of
sodium nitrite and heat.

17 38. Cyanocobalamin's chemical manufacturing process places it outside of a
18 reasonable consumer's definition of "All Natural."

1939. Moreover, cyanocobalamin, with the chemical formula $C_{63}H_{88}CoN_{14}O_{14}P$,20is a different substance from Vitamin B12 (cobalamin), which has the chemical formula21 $C_{62}H_{88}CoN_{13}O_{14}P$. Thus, labeling cyanocobalamin as Vitamin B12 is misleading,22irrespective of the fact that it is produced via chemical processing.

40. D-CALCIUM PANTOTHENATE: Defendant labels d-calcium
pantothenate as Vitamin B5. D-calcium pantothenate is a chemical salt used as a
substitute for Vitamin B5 (pantothenic acid). It is produced synthetically for
commercial use from isobutyraldehyde and formaldehyde via 1,1-dimethyl-2-hydroxypropionaldehyde and pantolactone.

41. D-calcium pantothenate's chemical manufacturing process places it outside
 of a reasonable consumer's definition of "All Natural."

42. Moreover, d-calcium pantothenate, with the chemical formula
C₁₈H₃₂CaN₂O₁₀, is a different substance from pantothenic acid (Vitamin B5), which has
the chemical formula C₉H₁₇NO₅. Thus, labeling d-calcium pantothenate as Vitamin B5
is misleading, irrespective of the fact that it is produced via chemical processing.

FIBERSOL®-2: Fibersol®-2 is a proprietary digestion-resistant
maltodextrin dietary fiber developed by Japan's Matsutani Chemical Industry Co., Ltd.,
and manufactured by Archer Daniels Midland in conjunction with Matsutani America,
Inc. Fibersol®-2 is produced by "a proprietary method of enzymatic hydrolysis of
cornstarch." The process is designed "*to purposefully rearrange corn starch molecules*to convert a portion of normal alpha -1,4- glucose linkages to random 1,2-, 1,3-, and
1,4- alpha and beta linkages," thus rendering the substance largely indigestible.

14 44. Fibersol®-2's chemical manufacturing process places it outside of a
15 reasonable consumer's definition of "All Natural."

45. FRUCTOOLIGOSACCHARIDES: Fructoologisaccharides are a 16 category of long-chain carbohydrates used as sweeteners and as dietary fiber. 17 Fructooligosaccharides occur naturally in certain fruits and vegetables, but 18 fructooligosaccharides added to food are more commonly commercially synthesized 19 using one of two chemical processes: (a) Enzymatic or chemical degradation of inulin 20to a mixture of oligosaccharides with the general structure Glu-(Fru)_n (GF_n) and Fru_m 21 (F_m) , with n and m ranging from 1 to 7; or (b) transfructosylation action of a β -22 fructosidase of Aspergillus niger (a toxic black mold) on sucrose. 23

46. The chemical manufacturing process of synthetic fructooligosaccahridesplaces them outside of a reasonable consumer's definition of "All Natural."

47. INULIN: Inulin is a fiber occurring in a number of plants. The form of
inulin added to food products is produced by (a) extracting natural inulin from the root

of the chicory plant via hot water diffusion; (b) enzymatically hydrolyzing the extracted 1 inulin to yield oligofructose-enriched inulin; and (c) drying the resulting substance to a 2 powder for use in food. 3

48. Inulin's chemical manufacturing process places it outside of a reasonable 4 consumer's definition of "All Natural." 5

NIACINAMIDE: Defendant labels niacinimide as Vitamin B3. 49. 6 Niacinimide is a synthetic substitute for Vitamin B3 (niacin) which is industrially 7 produced by a variety of methods, including: (a) esterifying nicotinic acid with 8 methanol, followed by ammonolyis; (b) passing ammonia gas into molten nicotinic 9 acid (amidation); and (c) partial hydrolysis of 3-cyanopyridine. Additionally, Lonza 10 Fine Chemicals and Specialities, a Swiss company claiming to supply over half the 11 world's niacinimide, employs a four-stage synthesis using nylon 6.6 byproduct 3-12 methyl-1,5-diaminopentane as starting material. This is transformed into picoline, 13 which is ammoxidated and then biocatalytically hydrolysed to niacinamide. 14

Niacinamide's chemical manufacturing process places it outside of a 50. 15 reasonable consumer's definition of "All Natural." 16

51. Moreover, niacinamide, with the chemical formula $C_6H_6N_2O_1$ is a different 17 substance from Vitamin B3 (niacin), which has the chemical formula C₆H₅NO₂. Thus, 18 labeling niacinamide as Vitamin B3 is misleading, irrespective of the fact that it is 19 produced via chemical processing. 20

PYRIDOXINE HYDROCHLORIDE: Defendant labels pyridoxine 21 52. hydrochloride as Vitamin B6. Pyridoxine hydrochloride is a synthetic form of Vitamin 22 B6 produced by the condensation of ethoxyacetylacetone with cyanoacetamide. 23

53. Pyridoxine hydrochloride's chemical manufacturing process places it 24 outside of a reasonable consumer's definition of "All Natural." 25

SOY LECITHIN: Soy Lecithin is used in food as an emulsifier, as a 54. 26 lubricant, and to extend shelf life. 27

55. In order to extract soy lecithin from soybeans, the soybeans are immersed
 in hexane, a byproduct of petroleum refining, before further processing.

3 56. Soy Lecithin's chemical manufacturing process places it outside of a
4 reasonable consumer's definition of "All Natural."

5 57. SOY PROTEIN ISOLATE: Soy protein isolate is used in food to
6 improve texture, to increase protein content, to enhance moisture retention, and as an
7 emulsifier.

58. In order to extract soy protein isolate from soybeans, the soybeans are first
immersed in hexane, a byproduct of petroleum refining. The beans are then processed
into flour. Aqueous extraction is then carried out at a pH below 9. The extract is
clarified to remove the insoluble material and the "supernatant" is acidified to a pH
range of 4-5. The precipitated protein-curd is collected and separated from the whey by
centrifuge. The curd is usually neutralized with alkali to form a sodium proteinate salt
before drying.

15 59. Soy protein isolate's chemical manufacturing process places it outside of a
16 reasonable consumer's definition of "All Natural."

17 60. ZINC METHIONINE SULFATE: Zinc methionine sulfate is
18 synthesized via a reaction between equimolar amounts of zinc sulfate and DL19 methionine in purified water.

20 61. Zinc methionine sulfate's chemical manufacturing process places it outside
21 of a reasonable consumer's definition of "All Natural."

62. ZINC OXIDE: Zinc oxide is synthesized using three main chemical
processes: (1) Indirect process: Metallic zinc is melted in a graphite crucible and
vaporized at temperatures above 907 °C (typically around 1000 °C). Zinc vapor reacts
with the oxygen in the air to give ZnO, accompanied by a drop in its temperature and
bright luminescence. Zinc oxide particles are then transported into a cooling duct and
collected in a bag house; (2) Direct process: The direct process starts with diverse

contaminated zinc composites, such as zinc ores or smelter by-products. The zinc
 precursors are reduced (carbothermal reduction) by heating with a source of carbon
 such as anthracite to produce zinc vapor. The Zinc vapor is then oxidized as in the
 indirect process; and (3) Wet chemical process: This process starts with aqueous
 solutions of purified zinc salts, from which zinc carbonate or zinc hydroxide is
 precipitated. The precipitate is then filtered, washed, dried and calcined at temperatures
 around 800 °C.

8 63. Zinc oxide's chemical manufacturing process places it outside of a
9 reasonable consumer's definition of "All Natural."

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11

Defendant Deceptively Labels the Naked Juice Products As "Non-GMO" and States That It Does Not Use GMO Ingredients As A Matter Of Principle

12 64. In addition to the "natural" claims, all of Defendant's Products claim to be
13 "non-GMO" on the product packaging. Additionally, Defendant's Product labels state
14 that "Naked Juice does not use ingredients that were produced using biotechnology as a
15 matter of principle." *See* Exhibit A.

16 65. A reasonable consumer would expect a food product labeled as "natural"
17 or "all natural" to not contain genetically modified ingredients.

18 66. A reasonable consumer would expect a food product labeled as "non-19 GMO" to not contain genetically modified ingredients.

67. A reasonable consumer would expect a food product label stating that the
product manufacturer does not use ingredients that were produced using biotechnology
as a matter of principle to never use GMO ingredients and to implement quality control
measures to assure the same.

68. Genetically modified food has had its genetic makeup altered to exhibit
traits that the food does not naturally contain. This process is known as bioengineering. In general, genetically modified plants and organisms are made by
copying desired traits from another organism and implanting them into the subject

organism. These bio-engineered organisms express traits that normally would not
 appear in nature. Thus, organisms produced through bio-engineering, i.e. GMOs, do
 not occur naturally.

69. Third party testing reveals that Defendant utilizes genetically modified soy
ingredients in the Products. Based on this testing and discussions with consultants,
Plaintiffs allege that Defendant's "non-GMO" representations are false and deceptive
on the labels of the following Products, each of which includes Soy Protein Isolate
and/or Soy Lecithin: Acai Machine, Protein Zone, Protein Zone Double Berry, Protein
Zone Mango, and Pomegranate Acai. *See* Exhibit A.

10 70. It is unsurprising that the processed soy products that Defendant
11 incorporates into its Products include GMO soy, given that the vast majority of soy
12 products — particularly in the United States — now include GMOs. See, e.g., GMO
13 Compass, USA: Cultivation of GM Plants in 2009, Maize, soybean, cotton: 88 percent
14 genetically modified (2009), available at http://www.gmo-15

compass.org/eng/agri_biotechnology/gmo_planting/506.usa_cultivation_gm_plants_20
09.html> (last visited May 24, 2012).

Defendant's representations that it does not use ingredients "produced 71. 17 using biotechnology" is entirely incompatible with its use of ingredients such as 18 Fibersol-2, which according to its manufacturers, Archer Daniels Midland Company 19 and Matsutani Chemical Industry Co., is made from corn, including genetically 2021 modified corn. See Archer Daniels Midland Company, ADM Corn Sweeteners: Origin of ADM Corn Sweetener Products - Fibersol-2 (Dec. 23, 2002), available at 22 <http://www.matsutaniamerica.com/pdf/origin of fibersol.pdf> (last visited May 29, 23 2012); <http://www.fibersol2.com/Solve/fag.asp> ("When Fibersol®-2 is made in the 24 U.S. it is made from both genetically modified and non-genetically modified corn. The 25 corn processing supply chain simply does not allow for segregation of these types of 26 27 28

corn.") (last visited May 29, 2012). Thus, Blue Machine, which contains Fibersol-2,
 contains GMO ingredients contrary to Defendant's label representations.

3 72. Much information concerning the GMO content in Defendant's Products is
4 known only to Defendant, and Plaintiffs expect that discovery in this action will reveal
5 further information showing that Defendant's "non-GMO" representations are false.

6 73. Indeed, the FDA recognizes that "[a] manufacturer who claims that a
7 food or its ingredients, including foods such as raw agricultural commodities, is not
8 bioengineered should be able to substantiate that the claim is truthful and not

9 misleading," preferably through "validated test methods" or, where testing may not be

10 effective because a given ingredient is highly processed, through careful

11 documentation concerning the source of such ingredients. FDA, *Guidance for*

12 *Industry: Voluntary Labeling Indicating Whether Foods Have or Have Not Been*

13 Developed Using Bioengineering; Draft Guidance (2001), available at < http://

14 www.fda.gov/food/guidancecomplianceregulatoryinformation/guidancedocuments/foo
15 dlabelingnutrition/ucm059098.htm> (last visited May 24, 2012). Defendant must have
16 substantiation for its "non-GMO" claims.

17

18

PLAINTIFFS PURCHASE NAKED JUICE PRODUCTS IN RELIANCE ON DEFENDANT'S MISREPRESENTATIONS

Ms. Pappas purchased many Naked Juice Products in California in the past 74. 19 four years in reliance on Defendant's representations and omissions that the Products 20contained only: "All Natural" ingredients" and "non-GMO" ingredients. These 21 representations and omissions were material to Ms. Pappas' decision to purchase the 22 Products. Ms. Pappas was willing to pay for the Products because of these 23 representations and omissions, and would not have purchased, would not have paid as 24 much for the Products, or would have purchased alternative products in absence of 25 these representations and omissions. 26

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75. Specifically, Ms. Pappas has purchased all of the Products, in addition to
 other Naked Juice beverages.

3 76. Mr. Marchewka purchased many Naked Juice Products in California in the the past four years in reliance on Defendant's representations and omissions that the 4 Products contained only: "All Natural" ingredients and "non-GMO" ingredients. 5 These representations and omissions were material to Mr. Marchewka's decision to 6 purchase the Products. Mr. Marchewka was willing to pay for the Products because of 7 these representations and omissions, and would not have purchased, would not have 8 paid as much for the Products, or would have purchased alternative products, in absence 9 of these representations and omissions. 10

77. Specifically, Mr. Marchewka purchased at least the following Naked Juice
 Products: Acai Machine, Blue Machine, Green Machine, Mighty Mango, Power C
 Machine, Protein Zone, Protein Zone Double Berry, Protein Zone Mango and Red
 Machine.

78. Mr. Evans purchased many Naked Juice Products in California in the past 15 four years in reliance on Defendant's representations and omissions that the Products 16 contained only: "All Natural" ingredients and "non-GMO" ingredients. These 17 representations and omissions were material to Mr. Evan's decision to purchase the 18 Products. Mr. Evans was willing to pay for the Products because of these 19 representations and omissions, and would not have purchased, would not have paid as 2021 much for the Products, or would have purchased alternative products in absence of these representations and omissions. 22

79. Specifically, Mr. Evans purchased at least the following Naked Juice
Products: Blue Machine, Pomegranate Acai, Acai Machine, Berry Veggie, Mango
Veggie, Power C Machine, Protein Zone, Protein Zone Double Berry, Protein Zone
Mango.

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- 28

Ms. Park purchased many Naked Juice Products in California in the past 80. 1 four years in reliance on Defendant's representations and omissions that the Products 2 contained only: "All Natural" ingredients and "non-GMO" ingredients. These 3 representations and omissions were material to Ms. Park's decision to purchase the 4 Products. Ms. Park was willing to pay for the Products because of these representations 5 and omissions, and would not have purchased, would not have paid as much for the 6 Products, or would have purchased alternative products in absence of these 7 representations and omissions. 8

9 81. Specifically, Ms. Park purchased at least the following Naked Juice
10 Products: Pomegranate Acai and Protein Zone Mango.

11

CLASS ACTION ALLEGATIONS

12 82. Plaintiffs seek relief in their individual capacity and seek to represent a
13 class consisting of all others who are similarly situated. Pursuant to Fed. R. Civ. P.
14 23(a) and (b)(2) and/or (b)(3), Plaintiffs seek certification of a class initially defined as
15 follows:

All consumers in the United States who from September 27, 2007 until the
final disposition of this case (the "Class Period"), purchased the following Naked
Juice Products: (1) Acai Machine; (2) Berry Veggie; (3) Blue Machine; (4) Gold
Machine; (5) Green Machine; (6) Mango Veggie; (7) Mighty Mango; (8)
Pomegranate Acai; (9) Power C Machine; (10) Protein Zone; (11) Protein Zone
Double Berry; (12) Protein Zone Mango; and (13) Red Machine.

83. Excluded from the Class are Defendant and its subsidiaries and affiliates,
Defendant's executives, board members, legal counsel, all judges and court personnel
assigned to this matter, and their immediate families.

84. Plaintiffs reserve the right to amend or modify the Class definition with
greater specificity or division into subclasses after they have had an opportunity to
conduct discovery.

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Numerosity. Fed. R. Civ. P. 23(a)(1). The potential members of the Class
 as defined are so numerous that joinder of all members is unfeasible and not practicable.
 While the precise number of Class members has not been determined at this time,
 Plaintiffs are informed and believe that many thousands or millions of consumers have
 purchased the listed products.

6 86. <u>Commonality</u>. Fed. R. Civ. P. 23(a)(2) and (b)(3). There are questions of
7 law and fact common to the Class, which predominate over any questions affecting only
8 individual Class members. These common questions of law and fact include, without
9 limitation:

10	a.	Whether Defendant falsely and/or misleadingly misrepresented
11	Naked Juice Products as being "All Natural";	
12	b. Whether Defendant falsely and/or misleadingly misrepresented	
13		Naked Juice Products as being "non-GMO";
14	С.	Whether Defendant's misrepresentations and omissions are likely to
15		deceive reasonable consumers;
16	d.	Whether Defendant violated California Civil Code § 1750, et seq.;
17	e.	Whether Defendant violated California Business and Professions
18		Code § 17500, et seq.;
19	f.	Whether Defendant violated California Business and Professions
20		Code § 17200, et seq.;
21	g.	The nature of the relief, including equitable relief, to which Plaintiff
22		and the Class members are entitled.
23	87. <u>Typicality</u> . Fed. R. Civ. P. 23(a)(3). The claims of Plaintiffs are typical of	
24	the claims of the Class. Plaintiffs and all Class members were exposed to uniform	
25	practices and sustained injury arising out of and caused by Defendant's unlawful	
26	conduct.	
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	AME	NDED CONSOLIDATED CLASS ACTION COMPLAINT

Adequacy of Representation. Fed. R. Civ. P. 23(a)(4). Plaintiffs will 88. 1 fairly and adequately represent and protect the interests of the members of the Class. 2 Plaintiffs' Counsel are competent and experienced in litigating class actions. 3

89. Superiority of Class Action. Fed. R. Civ. P. 23(b)(3). A class action is 4 superior to other available methods for the fair and efficient adjudication of this 5 controversy since joinder of all the members of the Class is impracticable. 6 Furthermore, the adjudication of this controversy through a class action will avoid the 7 possibility of inconsistent and potentially conflicting adjudication of the claims asserted 8 herein. There will be no difficulty in the management of this action as a class action. 9

Injunctive and Declaratory Relief. Fed. R. Civ. P. 23(b)(2). Defendant's 90. 10 actions regarding the misrepresentations and omission on Naked Juice Products are 11 uniform as to members of the Class. Defendant has acted or refused to act on grounds 12 that apply generally to the Class, so that final injunctive relief or declaratory relief as 13 requested herein is appropriate respecting the Class as a whole. 14

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FIRST CAUSE OF ACTION

(California Consumers Legal Remedies Act - Cal. Civ. Code § 1750, et seq.) 91. Plaintiffs incorporate by reference and reallege all previous paragraphs. 17 Defendant is a "person" within the meaning of California Civil Code §§ 92. 18 1761(c) and 1770, and provides "goods" within the meaning of Civil Code §§ 1761(a) 19 and 1770. Defendant's customers, including Plaintiffs and Class members, are 20"consumers" within the meaning of Civil Code §§ 1761(d) and 1770. Each purchase of 21 Defendant's Naked Juice Products by Plaintiffs and each Class member constitutes a 22 "transaction" within the meaning of Civil Code §§ 1761(e) and 1770. 23

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The Consumers Legal Remedies Act makes it unlawful for a company to: (a) Represent that goods have characteristics, ingredients uses, benefits, or quantities, which they do not have. Cal. Civ. Code \S 1770(a)(5);

Ca	e 2:11-cv-08276-JAK-PLA Document 63 Filed 06/05/12 Page 21 of 41 Page ID #:813		
1	(b) Represent that goods are of a particular standard, quality, or grade, if		
2	they are of another. Cal. Civ. Code § 1770(a)(7); and		
3	(c) Advertise goods with intent not to sell them as advertised. Cal. Civ.		
4	Code § 1770(a)(9).		
5	94. Defendant's acts, practices, representations, omissions, and courses of		
6	conduct with respect to the production, promotion and marketing of Naked Juice		
7	Products violated the Consumers Legal Remedies Act in that, among other things:		
8	(a) Defendant represented that the Naked Juice Products have		
9	characteristics, ingredients, uses, benefits, or qualities, which they do		
10	not have, in violation of Cal. Civil Code § 1770(a)(5);		
11	(b) Defendant represented that Naked Juice Products were of a particular		
12	standard, quality or grade when they were of another standard, quality,		
13	or grade in violation of Cal. Civil Code § 1770(a)(7); and		
14	(c) Defendant advertised Naked Juice Products with an intent not to sell		
15	them as advertised, in violation of Cal. Civil Code § 1770(a)(9).		
16	95. Plaintiffs reasonably relied on Defendant's misrepresentations and		
17	omissions.		
18	96. As a direct and proximate result of Defendant's violations, Plaintiffs		
19	suffered injury in fact and lost money.		
20	97. Plaintiffs, on behalf of themselves and Class members, seek damages,		
21	restitution and injunctive relief. Plaintiffs seek an order requiring Defendant to refund		
22	Plaintiffs and all Class members all monies they paid for Naked Juice Products, and		
23	injunctive relief in the form of an order prohibiting Defendant from engaging in the		
24	alleged misconduct described herein and performing a corrective advertising campaign.		
25	98. Plaintiffs have complied with California Civil Code § 1782(a) by serving a		
26	preliminary notice before seeking damages under the Consumers Legal Remedies		
27	Act. Defendant has not provided the relief requested in Plaintiffs' CLRA notice.		
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	AMENDED CONSOLIDATED CLASS ACTION COMPLAINT		

Cas	e 2:11-cv-08276-JAK-PLA Document 63 Filed 06/05/12 Page 22 of 41 Page ID #:814		
1	99. Affidavits in compliance with Cal. Civil Code § 1780(c) will be filed.		
2	SECOND CAUSE OF ACTION		
3	(California False Advertising Law – Cal. Bus. & Prof. Code § 17500, <i>et seq</i> .)		
4	100. Plaintiffs incorporate by reference and reallege all previous paragraphs.		
5	101. Defendant publicly disseminated untrue or misleading advertising or		
6	intended not to sell its Naked Juice Products as advertised in violation of California		
7	Business & Professional Code § 17500, et seq., by, inter alia:		
8	(a) Representing that Naked Juice Products are "All Natural," when they		
9	are not; and		
10	(b) Representing that the Naked Juice Products are "non-GMO," when		
11	they are not.		
12	102. Defendant committed such violations of the False Advertising Law with		
13	actual knowledge or in the exercise of reasonable care should have known was untrue		
14	or misleading.		
15	103. Plaintiffs reasonably relied on Defendant's representations and/or		
16	omissions made in violation of California Business & Professional Code § 17500, et		
17	seq.		
18	104. As a direct and proximate result of Defendant's violations, Plaintiffs		
19	suffered injury in fact and lost money.		
20	105. Plaintiffs, on behalf of themselves and Class members, seek equitable		
21	relief in the form of an order requiring Defendant to refund Plaintiffs and all Class		
22	members all monies they paid for Naked Juice Products, and injunctive relief in the		
23	form of an order prohibiting Defendant from engaging in the alleged misconduct		
24	described herein and performing a corrective advertising campaign.		
25	THIRD CAUSE OF ACTION		
26	(California Unfair Competition Law – Cal. Bus. & Prof. Code § 17200, <i>et seq</i> .)		
27	106. Plaintiffs incorporate by reference and reallege all previous paragraphs.		
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AMENDED CONSOLIDATED CLASS ACTION COMPLAINT

1 107. Defendant engaged in unlawful, unfair, and/or fraudulent conduct under
 2 California Business & Professional Code § 17200, *et seq.*, by, *inter alia*:

- (a) Representing that Naked Juice Products are "All Natural," when they are not; and
- (b) Representing that Naked Juice Products are "non-GMO," when they are not.

7 108. Defendant's conduct is unlawful in that it violates the Consumers Legal
8 Remedies Act, California Civil Code § 1750, *et seq.*, the False Advertising Law,
9 California Business & Professions Code § 17500, *et seq.*

10 109. Defendant's conduct is unfair in that it offends established public policy
and/or is immoral, unethical, oppressive, unscrupulous and/or substantially injurious to
Plaintiffs and Class members. The harm to Plaintiffs and Class members arising from
Defendant's conduct outweighs any legitimate benefit Defendant derived from the
conduct. Defendant's conduct undermines and violates the stated spirit and policies
underlying the Consumers Legal Remedies Act, False Advertising Law, Sherman Food,
Drug & Cosmetic Law, and FDA regulations as alleged herein.

17 110. Defendant's actions and practices constitute "fraudulent" business
18 practices in violation of the UCL because, among other things, they are likely to
19 deceive reasonable consumers. Plaintiffs relied on Defendant's representations and
20 omissions.

21 111. As a direct and proximate result of Defendant's violations, Plaintiffs22 suffered injury in fact and lost money.

112. Plaintiffs, on behalf of themselves and Class members, seek equitable
relief in the form of an order requiring Defendant to refund Plaintiffs and all Class
members all monies they paid for Naked Juice Products, and injunctive relief in the
form of an order prohibiting Defendant from engaging in the alleged misconduct
described herein and performing a corrective advertising campaign.

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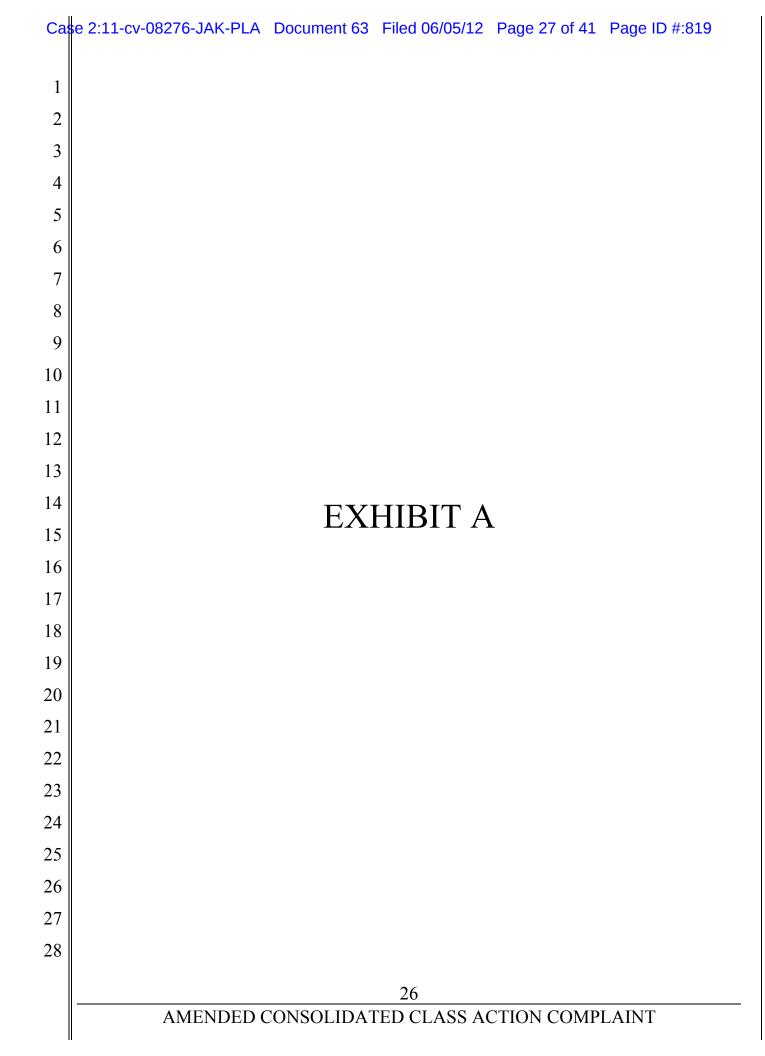
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Ca	e 2:11-cv-082	76-JAK-PLA Document 63 Filed 06/05/12 Page 24 of 41 Page ID #:816	
1		PRAYER FOR RELIEF	
2	WHE	REFORE , Plaintiffs, on behalf of themselves and Class members, pray for	
3	relief as follo	DWS:	
4	A.	For an order that this action may be maintained as a class action under	
5	Rule 23 of the Federal Rules of Civil Procedure, that Plaintiffs be appointed Class		
6	representative, and that Plaintiffs' counsel be appointed as counsel for the Class;		
7	B. For damages according to proof;		
8	C. For an order requiring Defendant to refund Plaintiffs and all Class		
9	members for the deceptively advertised beverages;		
10	D. For an order prohibiting Defendant from engaging in the misconduct		
11	described herein;		
12	E.	For an award of attorneys' fees;	
13	F.	For an award of the costs of suit incurred herein, including expert	
14	witness fees;		
15	G.	For an award of interest, including prejudgment interest, at the legal	
16	rate; and		
17	Н.	For such other and further relief as this Court deems just and proper.	
18		DEMAND FOR JURY TRIAL	
19	Plaintiffs hereby demand trial by jury of all claims so triable.		
20	Dated: June	4, 2012 AHDOOT & WOLFSON, APC	
21		Thelpe	
22		Tina Wolfson	
23		Robert Ahdoot Bradley King	
24		10850 Wilshire Blvd., Suite 370	
25 26		Los Angeles, California 90024 Telephone: 310-474-9111	
26		Facsimile: 310-474-8585	
27		Interim Co-Lead Counsel for Plaintiffs	
28			
	A	23 MENDED CONSOLIDATED CLASS ACTION COMPLAINT	
	A	MENDED CONSOLIDATED CLASS ACTION COMPLAINT	

1	Dated: June 4, 2012	FINKELSTEIN THOMPSON LLP
2		
3		By: <u>/s/ Rosemary M. Rivas</u> Rosemary M. Rivas
4		Danielle A. Stoumbos
5		100 Bush Street, Suite 1450 San Francisco, California 94104
6		Telephone: (415) 398-8700
7		Facsimile: (415) 398-8704
8		Interim Co-Lead Counsel for Plaintiffs
9		
10	Dated: June 4, 2012	RIDOUT & LYON, LLP
11		/s/ Christopher P. Ridout
12		Christopher P. Ridout, Esq. 555 E. Ocean Blvd., Ste. 500
13		Long Beach, California 90802
14		Telephone: 562-216-7380
15		Facsimile: 562-216-7385
16		Interim Co-Lead Counsel for Plaintiffs
17		
18	Dated: June 4, 2012	GLANCY BINKOW & GOLDBERG LLP
19		/s/ Marc L. Godino
20		Marc L. Godino
21		1925 Century Park East, Suite 2100 Los Angeles, California 90067
22		Telephone: 310-201-9150
23		Facsimile: 310-201-9160
24		Executive Committee Counsel for Plaintiffs
25		
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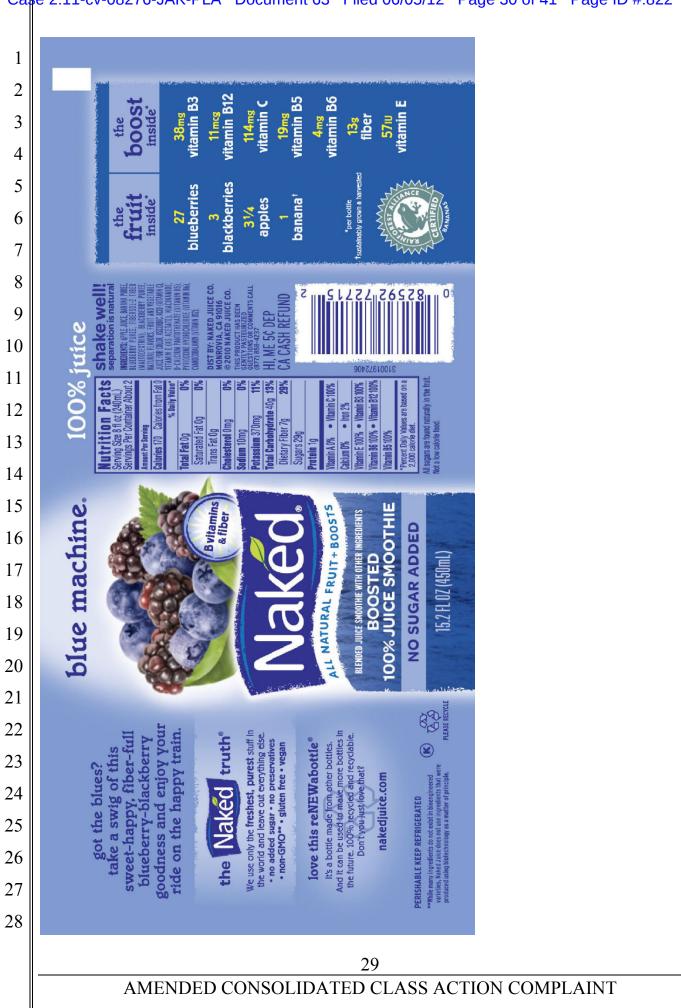
Case 2:11-cv-08276-JAK-PLA Document 63 Filed 06/05/12 Page 26 of 41 Page ID #:818

1	Dated: June 4, 2012	FRANCIS & MAILMAN, P.C.
2		/s/ David A. Searles
3		David A. Searles 100 South Broad Street
4		Philadelphia, Pennsylvania 19110
5		Telephone: 215-735-8600 Facsimile: 310-940-8000
6 7	D.4.1.1	
7 8	Dated: June 4, 2012	CENTER FOR SCIENCE IN THE PUBLIC INTEREST
9		/s/ Stephen Gardner
10		Stephen Gardner
11		Director of Litigation 5646 Milton Street, Suite 211
12		Dallas, Texas 75206
13		Telephone: 214-827-2774 ext. 381 Facsimile: 214-827-2787
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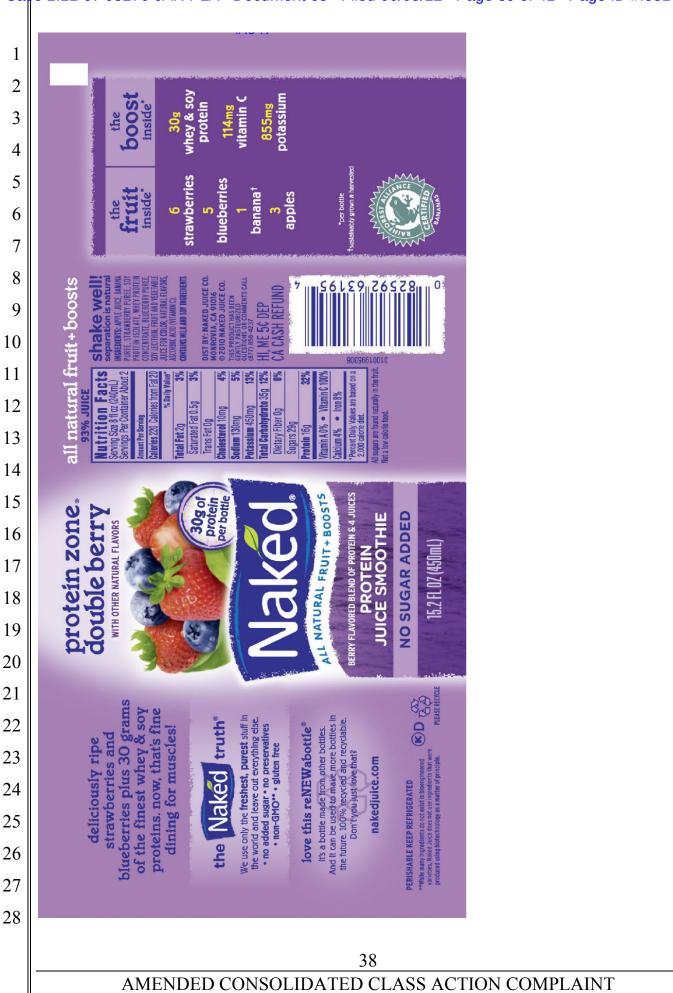


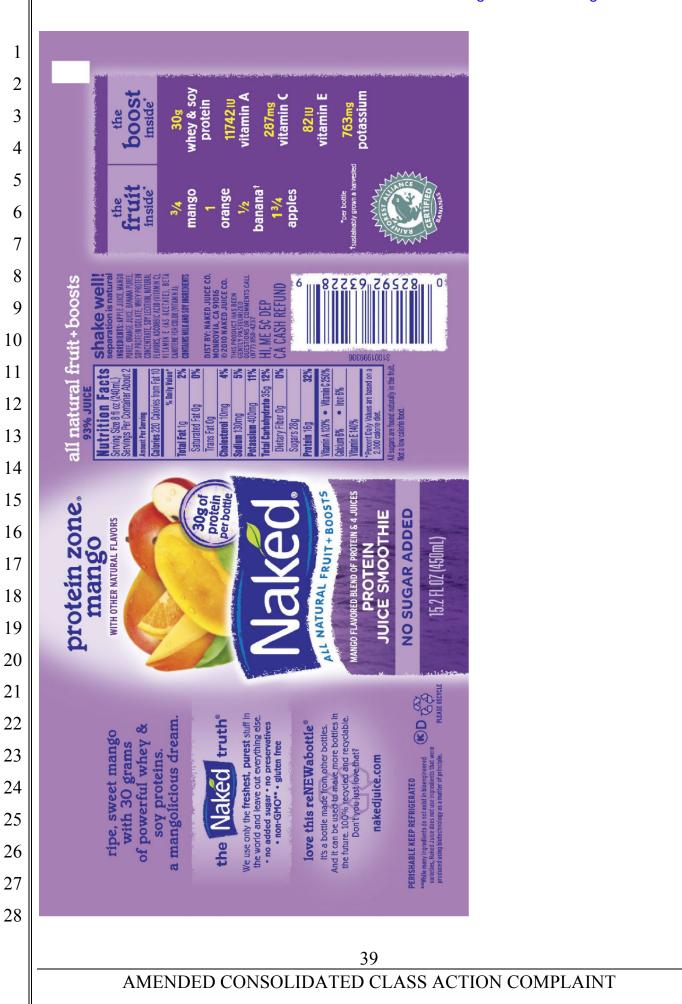














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